



Environmental Review Section

City Hall • 200 N. Spring Street, Room 721 • Los Angeles, CA 90012



INITIAL STUDY/MITIGATED NEGATIVE DECLARATION

WESTCHESTER - PLAYA DEL REY COMMUNITY PLAN AREA

Howard Hughes Center Residential and Office Buildings

Case No. ENV-2008-3887-MND

Council District No. 11

THIS DOCUMENT COMPRISES THE INITIAL STUDY ANALYSIS AS REQUIRED UNDER THE CALIFORNIA ENVIRONMENTAL QUALITY ACT

Project Address: 5900, 5901, 6040 and 6055 Center Drive - Los Angeles, California 90045

Project Description: Howard Hughes Center is a master-planned mixed-use development, whose development was approved by the City of Los Angeles pursuant to a Development Agreement adopted on November 3, 1986 as well as other related approvals. The HHC Development Agreement, as amended, currently grants a vested right to complete the development of Howard Hughes Center with the following uses: (A) A maximum of 1,950,000 square feet of commercial office and retail development, including, as an option, a maximum 100,000 square feet of retail and a maximum 100,000 square foot fitness center; (B) A 250,000 square foot entertainment/retail center; (C) A maximum of 600 hotel rooms; provided, however, that up to 900 additional hotel rooms may be constructed, to a maximum of 1,500 total hotel rooms, by exchanging 301 square feet of commercial office/retail space for each additional hotel room; and (D) A maximum of 600 residential units; provided, however, each residential unit constructed shall reduce by one hotel room the number of hotel rooms that is allowed to be constructed. The right to construct 600 residential units in-lieu of 600 hotel rooms was expressly authorized by the Second Amendment. Howard Hughes Center is nearly built-out. The Applicant is proposing to utilize the remaining rights granted by the HHC Development Agreement by developing the four remaining undeveloped lots at Howard Hughes Center: 5900 Center Drive, 5901 Center Drive, 6040 Center Drive, and 6055 Center Drive. Specifically, the Project proposes the construction of an apartment building consisting of 375 units at 6040 Center Drive and a 1,500 sq. ft. ground floor restaurant, the construction of a condominium building consisting of 325 condominium units at 6055 Center Drive, the construction of an office building comprised of 248,871 sq. ft. at 5900 Center Drive, and an office building comprised of 238,222 sq. ft. at 5901 Center Drive. The Project is consistent with all applicable authorizations, limitations, conditions, and mitigation measures required by the HHC Project Approvals, including but not limited to the HHC Development Agreement.

APPLICANT:

Equity Office Properties
10880 Wilshire, Suite 1010
Los Angeles, 90024

PREPARED BY:

Christopher A. Joseph & Associates

September 25, 2008

Notice of Completion & Environmental Document Transmittal

SCH #

Mail to: State Clearinghouse, 1400 Tenth Street, Sacramento, CA 95814 916/445-0613

Project Title: Howard Hughes Center Residential and Office Buildings

Lead Agency: Los Angeles Department of City Planning

Street Address: 200 No. Spring Street, Room 721

City: Los Angeles, CA 90012

Contact Person: Sarah Molina

Phone: (213)473-9983

County: Los Angeles

Project Location: 5900, 5901, 6040, and 6055 Center Drive

County: Los Angeles

City/Nearest Community: Los Angeles

Cross Streets: Center and Howard Hughes Pkwy.

Zip Code: 90045

Total Acres: 3.74 (Lot Nos. 1 and 2)

Assessor's Parcel No.

Section:

Twp:

Range:

Base:

Within 2 Miles: State Hwy # 405

Waterways: N/A

Airports: Los Angeles International

Railways: N/A

Schools: N/A

Document Type:

- CEQA: NOP Supplement/Subsequent EIR NEPA: NOI Other: Joint Document
 Early Cons (Prior SCH No.) EA Final Document
 Neg Dec Mitigated Negative Declaration Draft EIS Other
 Draft EIR FONSI

Local Action Type:

- General Plan Update Specific Plan Rezone Annexation
 General Plan Amendment Master Plan Prezone Redevelopment
 General Plan Element Planned Unit Development Use Permit Coastal Permit
 Community Plan Site Plan Land Division (Subdivision, etc.) Haul Route

Development Type:

- Residential: 600 Units Water Facilities: Type MGD
 Office: Sq. ft. Acres Employees Transportation: Type
 Commercial: 1,500 Sq. ft. Employees Mining: Mineral
 Industrial: Sq. ft. Acres Employees Power: Type Watts
 Educational Waste Treatment: Type
 Recreational Hazardous Waste: Type
 Other:

Funding (approx.): Federal \$ State \$ Total \$

Project Issues Discussed in Document

- Aesthetic/Visual Flood Plain/Flooding Schools/Universities Water Quality
 Agricultural Land Forest Land/Fire Hazard Septic Systems Water Supply/Groundwater
 Air Quality Geologic/Seismic Sewer Capacity Wetland/Riparian
 Archaeological/Historical Minerals Soil Erosion/Compaction/Grading Wildlife
 Coastal Zone Noise Solid Waste Growth Inducing
 Drainage/Absorption Population/Housing Balance Toxic/Hazardous Land Use
 Economics/Jobs Public Services/Facilities Traffic/Circulation Cumulative Effects
 Fiscal Recreation/Parks Vegetation Other

Present Land Use/Zoning General Plan Designation

Undeveloped lots/C2-1 Regional Commercial

Project Description:

The project consists of the development of the four remaining undeveloped lots in the Howard Hughes Center (5900 Center Drive, 5901 Center Drive, 6040 Center Drive, and 6055 Center Drive), in accordance with the Development Agreement for Howard Hughes Center. See Figure 1 (attached). The Applicant seeks approval of Vesting Tentative Tract Map No. 70318 to permit a two-lot subdivision for the development of a 325-unit residential apartment building and 1,500 square feet of restaurant space with 483 residential parking spaces on-site and 15 restaurant parking spaces off-site on Lot No. 1 (6040 Center Drive); and a 275-unit residential condominium with 550 residential parking spaces on-site and 138 guest parking spaces off-site on Lot No. 2 (6055 Center Drive). The Applicant is also requesting a Haul Route Approval for Lots No. 1 and 2 and a Vesting Conditional Use Permit to allow Floor Area Averaging in a unified development for three lots, including 5900, 5901, and 6040 Center Drive.

Reviewing Agencies Checklist

- Resources Agency**
- Boating & Waterways
- Coastal Commission
- Coastal Conservancy
- Colorado River Board
- Conservation
- Fish & Game
- Forestry & Fire Protection
- Office of Historic Preservation
- Parks & Recreation
- Reclamation Board
- S.F. Bay Conservation & Development Commission
- Water Resources (DWR)

Business, Transportation & Housing

- Aeronautics
- California Highway Patrol
- CALTRANS District # 7
- Department of Transportation Planning (headquarters)
- Housing & Community Development

Food & Agriculture

Health & Welfare

- Health Services _____
- State & Consumer Services
- General Services
- OLA (Schools)

KEY

- S = Document sent by lead agency
- X = Document sent by SCH
- ✓ = Suggested distribution

Environmental Protection Agency

- Air Resources Board
- California Waste Management Board
- SWRCB: Clean Water Grants
- SWRCB: Delta Unit
- SWRCB: Water Quality
- SWRCB: Water Rights
- Regional WQCB # _____ (_____)

Youth & Adult Corrections

- Corrections

Independent Commission & Offices

- Energy Commission
- Native American Heritage Commission
- Public Utilities Commission
- Santa Monica Mountains Conservancy
- State Lands Commission
- Tahoe Regional Planning Agency
- Other _____

Public Review Period (to be filled in by lead agency)

Starting Date: October 16, 2008 Ending Date: November 14, 2008

Signature *Sarah Mah* Date *October 16, 2008*

Consulting Firm: Irell and Manella, LLP
 Address: 1800 Avenue of the Stars, Suite 900
 City/State/Zip: Los Angeles, CA 90067
 Contact: Allan Abshez
 Phone: (310) 277-1010

For SCH Use Only:

- Date Received at SCH
- Date Review Starts
- Date to Agencies
- Date to SCH
- Clearance Date**

Notes:

Applicant: Mr. John Hartz, Equity Office Properties
 Address: 10880 Wilshire Blvd., Suite 1010
 City/State/Zip: Los Angeles, CA 90024
 Phone: (425) 462-6795

CITY OF LOS ANGELES
 OFFICE OF THE CITY CLERK
 ROOM 395, CITY HALL
 LOS ANGELES, CALIFORNIA 90012
 CALIFORNIA ENVIRONMENTAL QUALITY ACT
PROPOSED MITIGATED NEGATIVE DECLARATION

LEAD CITY AGENCY City of Los Angeles	COUNCIL DISTRICT 11
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PROJECT TITLE ENV-2008-3887-MND	CASE NO. VTT-70318-CN, ZA-2008-2700-VCU
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PROJECT LOCATION
 5900, 5901, 6040, and 6055 Center Drive

PROJECT DESCRIPTION
 The project consists of the development of the four remaining undeveloped lots in the Howard Hughes Center (5900 Center Drive, 5901 Center Drive, 6040 Center Drive, and 6055 Center Drive), in accordance with the Development Agreement for Howard Hughes Center. See Figure 1 (attached). The Applicant seeks approval of Vesting Tentative Tract Map No. 70318 to permit a two-lot subdivision for the development of a 325-unit residential apartment building and 1,500 square feet of restaurant space with 483 residential parking spaces on-site and 15 restaurant parking spaces off-site on Lot No. 1 (6040 Center Drive); and a 275-unit residential condominium with 550 residential parking spaces on-site and 138 guest parking spaces off-site on Lot No. 2 (6055 Center Drive). The Applicant is also requesting a Haul Route Approval for Lots No. 1 and 2 and a Vesting Conditional Use Permit to allow Floor Area Averaging in a unified development for three lots, including 5900, 5901, and 6040 Center Drive.

NAME AND ADDRESS OF APPLICANT IF OTHER THAN CITY AGENCY

FINDING:
 The City Planning Department of the City of Los Angeles has Proposed that a mitigated negative declaration be adopted for this project because the mitigation measure(s) outlined on the attached page(s) will reduce any potential significant adverse effects to a level of insignificance

(CONTINUED ON PAGE 2)

SEE ATTACHED SHEET(S) FOR ANY MITIGATION MEASURES IMPOSED.

Any written comments received during the public review period are attached together with the response of the Lead City Agency. The project decision-maker may adopt the mitigated negative declaration, amend it, or require preparation of an EIR. Any changes made should be supported by substantial evidence in the record and appropriate findings made.

THE INITIAL STUDY PREPARED FOR THIS PROJECT IS ATTACHED.

NAME OF PERSON PREPARING THIS FORM	TITLE	TELEPHONE NUMBER
SARAH MOLINA	City Planning Associate	(213) 473-9983

ADDRESS	SIGNATURE (Official)	DATE
200 N. SPRING STREET, 7th FLOOR LOS ANGELES, CA. 90012	<i>Maya E. Zaitz</i>	11/14/2008

DETERMINATION (To be completed by Lead Agency)

On the basis of this initial evaluation:

I find that the proposed project COULD NOT have a significant effect on the environment, and a NEGATIVE DECLARATION will be prepared.

I find that although the proposed project could have a significant effect on the environment, there will not be a significant effect in this case because revisions on the project have been made by or agreed to by the project proponent. A MITIGATED NEGATIVE DECLARATION will be prepared.¹

I find the proposed project MAY have a significant effect on the environment, and an ENVIRONMENTAL IMPACT REPORT is required.

I find the proposed project MAY have a "potentially significant impact" or "potentially significant unless mitigated" impact on the environment, but at least one effect 1) has been adequately analyzed in an earlier document pursuant to applicable legal standards, and 2) has been addressed by mitigation measures based on earlier analysis as described on attached sheets. An ENVIRONMENTAL IMPACT REPORT is required, but it must analyze only the effects that remain to be addressed.

I find that although the proposed project could have a significant effect on the environment, because all potentially significant effects (a) have been analyzed adequately in an earlier EIR or NEGATIVE DECLARATION pursuant to applicable standards, and (b) have been avoided or mitigated pursuant to that earlier EIR or NEGATIVE DECLARATION, including revisions or mitigation measures that are imposed upon the proposed project, nothing further is required.²

Sarah Molina

SIGNATURE

City Planning Associate

TITLE

¹ See Footnote 2.

² Based on this initial evaluation, I find that, with exception of potential haul route impacts, all potentially significant effects (a) have been analyzed adequately in an earlier EIR or NEGATIVE DECLARATION pursuant to applicable standards, and (b) have been avoided or mitigated pursuant to that earlier EIR or NEGATIVE DECLARATION, including revisions or mitigation measures that are imposed upon the proposed project, nothing further is required

BACKGROUND AND PROJECT PROPOSAL

Howard Hughes Center is a master-planned mixed-use development, whose development was approved by the City of Los Angeles pursuant to a Development Agreement adopted on November 3, 1986 (the "Original Development Agreement") as well as other related approvals (including but not limited to Tentative Tact Map No. 35269; Variance No. ZA 85-0624(YV); Conditional Use Permit Nos. ZA 85-0625(CUZ), CPC 85-329 CU, and ZA 85-0623 (CUB)) (collectively, the "HHC Project Approvals"). The Original Development Agreement was subsequently amended on September 4, 2002 (the "First Amendment"), and again on May 2, 2005 (the "Second Amendment") (collectively, the "HHC Development Agreement").

The HHC Development Agreement currently grants a vested right to complete the development of Howard Hughes Center with the following uses:

- A. A maximum of 1,950,000 square feet of commercial office and retail development, including, as an option, a maximum 100,000 square feet of retail and a maximum 100,000 square foot fitness center;
- B. A 250,000 square foot entertainment/retail center;
- C. A maximum of 600 hotel rooms; provided, however, that up to 900 additional hotel rooms may be constructed, to a maximum of 1,500 total hotel rooms, by exchanging 301 square feet of commercial office/retail space for each additional hotel room; and
- D. A maximum of 600 residential units; provided, however, each residential unit constructed shall reduce by one hotel room the number of hotel rooms that is allowed to be constructed. The right to construct 600 residential units in-lieu of 600 hotel rooms was expressly authorized by the Second Amendment. *See* Second Amendment at § 1.

Howard Hughes Center is nearly built-out. The Applicant is proposing to utilize the remaining rights granted by the HHC Development Agreement by developing the four remaining undeveloped lots at Howard Hughes Center: 5900 Center Drive, 5901 Center Drive, 6040 Center Drive, and 6055 Center Drive. Specifically, the Project proposes the construction of an apartment building consisting of 375 units at 6040 Center Drive and a 1,500 sq. ft. ground floor restaurant, the construction of a condominium building consisting of 325 condominium units at 6055 Center Drive, the construction of an office building comprised of 248,871 sq. ft. at 5900 Center Drive, and an office building comprised of 238,222 sq. ft. at 5901 Center Drive. The applicant proposes to develop the Project consistent with all applicable authorizations, limitations, conditions, and mitigation measures required by the HHC Project Approvals, including but not limited to the HHC Development Agreement.

CEQA COMPLIANCE

The uses proposed by the applicant's project have been the subject of repeated environmental review by the City of Los Angeles and the applicant has a vested right to complete their development under the HHC Development Agreement.

An Environmental Impact Report (EIR) was prepared and certified in connection with the City of Los

Angeles' 1986 approval of development of Howard Hughes Center and the HHC Project Approvals.³ The Howard Hughes Center Project Approvals established detailed development limitations and criteria to guide the development of Howard Hughes Center. As part of the certification of the 1986 EIR, the City Council also adopted mitigation measures as well as a Statement of Overriding Considerations for environmental effects of the HHC Project Approvals that were not reduced to a less than significant level. Thus, unavoidable adverse effects were acknowledged with respect to the cumulative impact on local and regional air quality; operational noise; traffic; the consumption of non-renewable energy resources; interim sewer treatment capacity; existing landfill capacity; and view obstruction. The City Council determined that other potential environmental effects would be reduced to less than significant levels.

In 1998 the City prepared and certified a separate EIR to analyze the environmental effects of the First Amendment to the Development Agreement, which authorized the Howard Hughes Entertainment Center (currently referred to as the "Promenade at Howard Hughes Center").

In 2005, the Development Agreement was amended again (the "Second Amendment") to extend the term of the Development Agreement to 2011 and to authorize the development of 600 residential units as an alternative to 600 hotel rooms. The Second Amendment was approved pursuant to an Addendum to the Howard Hughes Center EIR (the "2005 Addendum"), which determined that developing 600 residential units as an alternative to 600 hotel rooms would not result in any new significant environmental impacts not already considered, mitigated or overridden through the City Council's adoption of Overriding Considerations in 1986, and that a Subsequent EIR was not required for such residential development. The 2005 Addendum also addressed water service issues pertaining to Sections 10910 – 10915 of the State Water Code. A Notice of Determination for the 2005 Addendum was filed with the County Recorder and posted April 1, 2005.

The applicant's proposed project seeks to implement the development rights that are statutorily and contractually vested by the HHC Development Agreement in compliance with the terms and conditions of the HHC approvals, all of which were the subject of the previous certified EIRs, 2005 Addendum and Statement of Overriding Considerations. (See Appendix A, attached) No further CEQA review of these uses is required.

The applicant has applied for discretionary approvals to implement the uses authorized by HHC Development Agreement, including floor area ratio averaging for three of the four lots of the Project (5900 Center Drive, 5901 Center Drive, and 6040 Center Drive), and a tentative tract map for condominium use as well a haul route approval for construction of the two residential buildings.

The HHC Development Agreement expressly contemplated that future approvals, including discretionary approvals and subdivision maps would be necessary in order to allow the beneficiaries of the HHC Development Agreement to utilize their development rights under the Agreement. *See* HHC Development Agreement, Sections III.B.1, III.B.2, and V.D. This City is obligated to cooperate in the issuance of such approvals provided they are consistent with the Project authorized by the HHC Development Agreement.

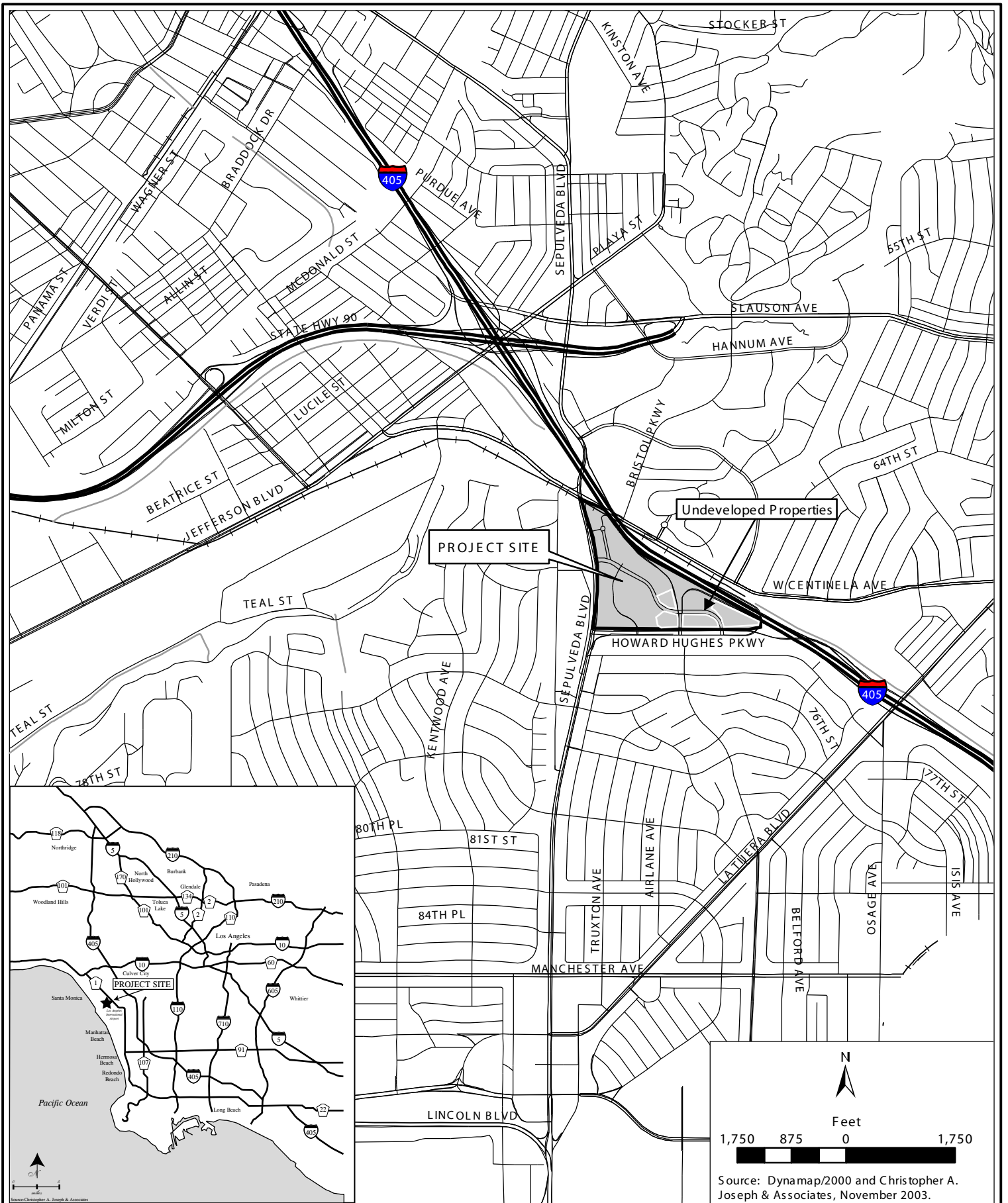
The applicant's floor area averaging application requests the ability to average the floor area ratios of three

³ *Final Environmental Impact Report, Howard Hughes Center, prepared by the City of Los Angeles Planning Department, June 1985. Certified on January 24, 1986. City EIR No. 282-83-ZC(CUZ)(ZV)(SUB) and SCH No. 83090705.*

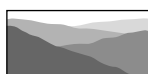
buildings such that a per lot FAR of 3:1 will be exceeded for one building (6040 Center Drive), but the average FAR of all three buildings will be 2.43:1. The vesting tentative tract map would clarify existing legal descriptions and also allow the applicant to sell the 325 residential units proposed at 6055 Center Drive as condominiums. In connection with the vesting tentative tract map, the applicant has also requested haul route approval for the export of 93,000 cubic yards of soil for the residential buildings at 6040 and 6055 Center Drive. (See Appendix B, attached) Haul routes for individual buildings were not approved at the time the Howard Hughes Center development was authorized, and have been reviewed and approved by the City in connection with plans to construct individual buildings. The hauling process for the two buildings at 6040 Center Drive and 6055 Center Drive would include 10-18 wheel haul trucks with a haul load capacity of 14 cubic yards per trip. The hauling activities would generate up to 6 haul trips per day with a daily export of 840 cubic yards of material. All soil material would be transported to the Puente Hills Landfill, approximately 30 miles from the Project Site. The duration of the hauling activity is anticipated to last approximately 110 days, with haul trips occurring between the hours of 9:00 a.m. and 4:00 p.m.

This Initial Study summarizes the conclusions of the City's previous environmental analysis, including the 2005 Addendum, and evaluates whether the particular discretionary approvals now requested by the applicant to implement its HHC Development Agreement rights may result in new potential impacts not previously addressed by prior environmental review, and proposes mitigation measures for such new potential impacts.

Because prior environmental review of the uses proposed by the applicant has been completed, for purposes of this Initial Study the conclusions of "Less Than Significant" or "No Impact" signify that the potential environmental impact was the subject of analysis, mitigation (as applicable), and (as applicable) a Statement of Overriding Considerations in connection with the 1986 EIR and 2005 Addendum. The conclusions of "Potentially Significant Impact" or "Potentially Significant Unless Mitigation Incorporated" signify that the potential environmental impact was not the subject of analysis, mitigation (as applicable), and (as applicable) a Statement of Overriding Considerations in connection with the 1986 EIR and 2005 Addendum. Where the potential environmental impact was not the subject of analysis, mitigation (as applicable), and (as applicable) a Statement of Overriding Considerations in the 1986 EIR and 2005 Addendum, analysis is provided and mitigation measures are recommended as necessary.

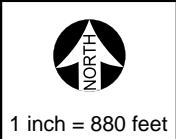


Source: Dynamap/2000 and Christopher A. Joseph & Associates, November 2003.



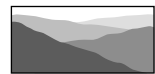
CHRISTOPHER A. JOSEPH & ASSOCIATES
Environmental Planning and Research

Figure 1
Howard Hughes Center
Regional and Location Map



1 inch = 880 feet

Source: I.K. Curtis Aerial Photography, March 2003.



CHRISTOPHER A. JOSEPH & ASSOCIATES
Environmental Planning and Research

Figure 2
Aerial Photograph of the
Howard Hughes Center

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CITY OF LOS ANGELES
OFFICE OF THE CITY CLERK
ROOM 395, CITY HALL
LOS ANGELES, CALIFORNIA 90012
CALIFORNIA ENVIRONMENTAL QUALITY ACT
INITIAL STUDY
and CHECKLIST
(CEQA Guidelines Section 15063)

LEAD CITY AGENCY: City of Los Angeles	COUNCIL DISTRICT: CD 11 - BILL ROSENDAHL	DATE: 10/16/2008
RESPONSIBLE AGENCIES: Department of City Planning		
ENVIRONMENTAL CASE: ENV-2008-3887-MND	RELATED CASES: VTT-70318-CN, ZA-2008-2700-VCU	
PREVIOUS ACTIONS CASE NO.: EIR No. 282-83-ZC(CUZ)(ZV)(SUB) and SCH No. 83090705 EIR No. 97-0182-SUB(CUB) and SCH No. 97061068	<input type="checkbox"/> Does have significant changes from previous actions. <input checked="" type="checkbox"/> Does NOT have significant changes from previous actions.	
PROJECT DESCRIPTION: MIXED USE DEVELOPMENT		
ENV PROJECT DESCRIPTION: The project consists of the development of the four remaining undeveloped lots in the Howard Hughes Center (5900 Center Drive, 5901 Center Drive, 6040 Center Drive, and 6055 Center Drive), in accordance with the Development Agreement for Howard Hughes Center. See Figure 1 (attached). The Applicant seeks approval of Vesting Tentative Tract Map No. 70318 to permit a two-lot subdivision for the development of a 325-unit residential apartment building and 1,500 square feet of restaurant space with 483 residential parking spaces on-site and 15 restaurant parking spaces off-site on Lot No. 1 (6040 Center Drive); and a 275-unit residential condominium with 550 residential parking spaces on-site and 138 guest parking spaces off-site on Lot No. 2 (6055 Center Drive). The Applicant is also requesting a Haul Route Approval for Lots No. 1 and 2 and a Vesting Conditional Use Permit to allow Floor Area Averaging in a unified development for three lots, including 5900, 5901, and 6040 Center Drive.		
ENVIRONMENTAL SETTINGS: The Howard Hughes Center is a 69-acre development located within the Westchester-Playa del Rey Community Plan area. Each of the four lots is irregular in shape. The site is bounded by Howard Hughes Parkway to the south, Sepulveda Boulevard to the west, and Interstate 405 (San Diego Freeway) to the northeast. The site is approximately nine miles southwest of downtown Los Angeles and approximately 1.35 miles north of the Los Angeles International Airport. Adjacent land uses consist of Interstate 405 to the north in the PF-1XL zone and single-family residential to the south in the R1-1 zone. Center Drive is a Local Street with a variable 106-120 foot width. The engineer has certified that there are no protected trees located on the site.		
PROJECT LOCATION: 5900, 5901, 6040, and 6055 Center Drive		
COMMUNITY PLAN AREA: WESTCHESTER - PLAYA DEL REY STATUS: <input checked="" type="checkbox"/> Does Conform to Plan <input type="checkbox"/> Does NOT Conform to Plan	AREA PLANNING COMMISSION: WEST LOS ANGELES	CERTIFIED NEIGHBORHOOD COUNCIL: WESTCHESTER - PLAYA DEL REY
EXISTING ZONING: C2-1	MAX. DENSITY//INTENSITY ALLOWED BY ZONING: N/A	LA River Adjacent: NO
GENERAL PLAN LAND USE: REGIONAL COMMERCIAL	MAX. DENSITY//INTENSITY ALLOWED BY PLAN DESIGNATION: 3:1 FAR	

PROPOSED PROJECT DENSITY:
2.55:1 FAR

ENVIRONMENTAL FACTORS POTENTIALLY AFFECTED:

The environmental factors checked below would be potentially affected by this project, involving at least one impact that is a "Potentially Significant Impact" as indicated by the checklist on the following pages.

- | | | |
|---|--|---|
| <input type="checkbox"/> Aesthetics | <input type="checkbox"/> Hazards & Hazardous Materials | <input type="checkbox"/> Public Services |
| <input type="checkbox"/> Agricultural Resources | <input type="checkbox"/> Hydrology/Water Quality | <input type="checkbox"/> Recreation |
| <input type="checkbox"/> Air Quality | <input type="checkbox"/> Land Use/Planning | <input checked="" type="checkbox"/> Transportation/Traffic |
| <input type="checkbox"/> Biological Resources | <input type="checkbox"/> Mineral Resources | <input type="checkbox"/> Utilities/Service Systems |
| <input type="checkbox"/> Cultural Resources | <input type="checkbox"/> Noise | <input type="checkbox"/> Mandatory Findings of Significance |
| <input checked="" type="checkbox"/> Geology/Soils | <input type="checkbox"/> Population/Housing | |

INITIAL STUDY CHECKLIST (To be completed by the Lead City Agency)

BACKGROUND

PROPONENT NAME Equity Office Properties	PHONE NUMBER (310) 446-2211
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PROPONENTS ADDRESSES Mr. John Hartz Equity Office Properties 10880 Wilshire, Suite 1010 Los Angeles, 90024	Proponents Representative Allan Abshez Irell and Manella, LLP 1800 Avenue of the Stars, Suite 900 Los Angeles, CA 90067-4276 (310) 277-1010
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AGENCY REQUIRING CHECKLIST City of Los Angeles, Department of City Planning 200 N. Spring St., Room 763 Los Angeles, CA 90012 Maya Zaitzevsky, Chief, Advisory Agency Expediting Unit (213) 978-1331	DATE SUBMITTED September 25, 2008
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PROPOSAL NAME (If Applicable) Howard Hughes Center Residential and Office Buildings

ENVIRONMENTAL IMPACTS (Explanations of all potentially and less than significant impacts are required to be attached on separate sheets. See discussion below.)

	Potentially Significant Impact	Potentially Significant Unless Mitigation Incorporated	Less Than Significant Impact	No Impact
I. AESTHETICS. Would the project:				
a. Have a substantial adverse effect on a scenic vista?	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>
b. Substantially damage scenic resources, including, but not limited to, trees, rock outcroppings, and historic buildings, or other locally recognized desirable aesthetic natural feature within a city-designated scenic highway?	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>
c. Substantially degrade the existing visual character or quality of the site and its surroundings?	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>
d. Create a new source of substantial light or glare which would adversely affect day or nighttime views in the area?	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>

Response: The HHC Project Approvals, including the HHC Development Agreement, grant vested rights to develop the lots at Howard Hughes Center to specified maximum heights above sea level. Specifically, the tract approval contained lot-by-lot height limitations to allow for view corridors through the development approved for Howard Hughes Center. The 1986 EIR analyzed the proposed height limits and concluded that the various high-rise structures at Howard Hughes Center would obstruct the then existing views over the project site from adjoining and nearby properties. View obstruction resulting from the City's approval of these height maximums was recognized as an unavoidable impact of the Howard Hughes Center development. The 1986 Statement of Overriding Considerations adopted by the City Council found that the view obstruction impacts created by Howard Hughes Center buildings were acceptable.

The 2005 Addendum found that that the proposed substitution of 600 residential dwelling units as an alternative to 600 hotel rooms would not affect building placement and height limitations for building sites, and that the view obstruction impacts of such development had already been disclosed, analyzed, and mitigated, with the residual unavoidable view impacts having been subjected to overriding considerations. Impacts upon views were already analyzed under the previous environmental documents for the Howard Hughes Center. Accordingly, the Addendum concluded that no revisions to the prior environmental findings with respect to views and aesthetics were required. In addition, the 2005 Addendum found that the exchange of residential units in place of hotel rooms would not create any additional sources of light or glare. The exchange of hotel uses for residential uses would not be expected to emanate any more light than is currently provided for under the then-existing entitlements. As such, light impacts on the surrounding environment were found to be less than significant and no mitigation was deemed warranted.

The Project will comply with all height limits established within the HHC Development Agreement, the 1986 EIR and the adopted Statement of Overriding Considerations. The 6040 Center Drive apartment building will be 7 stories and will comply with the 135 MSL-foot height limitation for such lot.⁴ The 6055 Center Drive condominium building will be 24 stories, and has a range of height limits varying from 125 to 326 feet mean sea level consistent with the MSL-foot limitations for such lot.⁵ The 5900 Center Drive Office Building will be 5 stories and will not exceed 140 feet MSL, which is the lower of the two height limits that apply to such lot. The 5901 Center Drive Office Building be 5 stories and will comply with the 135 MSL-foot height limitation for such lot. Because the proposed Project would not alter building placement or permitted height as otherwise permitted and analyzed under prior environmental reviews, the Project is consistent with the HHC Development Agreement and HHC Project approvals, as well as the prior environmental review, mitigation measures and adopted Statement of Overriding Considerations. Therefore, no further review is necessary pursuant to CEQA.

⁴ City of Los Angeles, Letter of Clarification, re Tract No. 35269 Counsel District No. 6, November 4, 1999.

⁵ Ibid.

	Potentially Significant Impact	Potentially Significant Unless Mitigation Incorporated	Less Than Significant Impact	No Impact
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II. AGRICULTURAL RESOURCES. In determining whether impacts to agricultural resources are significant environmental effects, lead agencies may refer to the California Agricultural Land Evaluation and Site Assessment Model (1997) prepared by the California Department of Conservation as an optional model to use in assessing impacts on agriculture and farmland. Would the project:

- | | | | | |
|---|--------------------------|--------------------------|--------------------------|-------------------------------------|
| a. Convert Prime Farmland, Unique Farmland, or Farmland of Statewide Importance, as shown on the maps prepared pursuant to the Farmland Mapping and Monitoring Program of the California Resources Agency, to non-agricultural use? | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input checked="" type="checkbox"/> |
| b. Conflict with the existing zoning for agricultural use, or a Williamson Act Contract? | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input checked="" type="checkbox"/> |
| c. Involve other changes in the existing environment which, due to their location or nature, could result in conversion of Farmland, to non-agricultural use? | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input checked="" type="checkbox"/> |

Response: The Project site is not classified in any "Farmland" category designated by the State of California and neither the Project Site, nor any of the nearby properties are zoned or currently utilized for agricultural activities. Therefore, the Proposed Project would have no impact associated with the conversion of farmland.

III. AIR QUALITY. The significance criteria established by the South Coast Air Quality Management District (SCAQMD) may be relied upon to make the following determinations. Would the project result in:

- | | | | | |
|--|--------------------------|--------------------------|-------------------------------------|--------------------------|
| a. Conflict with or obstruct implementation of the SCAQMD or Congestion Management Plan? | <input type="checkbox"/> | <input type="checkbox"/> | <input checked="" type="checkbox"/> | <input type="checkbox"/> |
| b. Violate any air quality standard or contribute substantially to an existing or projected air quality violation? | <input type="checkbox"/> | <input type="checkbox"/> | <input checked="" type="checkbox"/> | <input type="checkbox"/> |
| c. Result in a cumulatively considerable net increase of any criteria pollutant for which the air basin is non-attainment (ozone, carbon monoxide, & PM ₁₀) under an applicable federal or state ambient air quality standard? | <input type="checkbox"/> | <input type="checkbox"/> | <input checked="" type="checkbox"/> | <input type="checkbox"/> |
| d. Expose sensitive receptors to substantial pollutant concentrations? | <input type="checkbox"/> | <input type="checkbox"/> | <input checked="" type="checkbox"/> | <input type="checkbox"/> |
| e. Create objectionable odors affecting a substantial number of people? | <input type="checkbox"/> | <input type="checkbox"/> | <input checked="" type="checkbox"/> | <input type="checkbox"/> |

Response: According to the air quality analysis from the 1986 EIR, operation of Howard Hughes Center was estimated to generate an estimated 4.5 tons of mobile source air pollutants. The operational impacts were found not to exceed State or Federal air quality standards. However, the cumulative impact on local and regional air quality was found to be a significant and unavoidable impact. A Statement of Overriding Considerations was adopted for the project's construction emissions and for Howard Hughes Center's contribution to cumulative and regional air quality impacts.

The 2005 Addendum found that the construction activities and duration of the active construction period associated with either hotel or residential units would be substantially equivalent to one another with respect to addressing air quality emissions and thus would not generate any new construction-related air quality impacts. The 2005 Addendum also found

Potentially Significant Impact	Potentially Significant Unless Mitigation Incorporated	Less Than Significant Impact	No Impact
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that the substitution of 600 residential units as an alternative to 600 hotel units would not alter the trip cap or the TDM requirements for the Howard Hughes Center project. Thus, the traffic related emissions would not be affected by allowing an even exchange of hotel rooms for dwelling units because the associated traffic levels would not exceed 4,785 PM peak hour trips regardless of the type of land uses developed.

Because the Project would not increase the number of residential dwelling units nor the amount of office as otherwise permitted and analyzed under prior environmental reviews, the Project would not generate any new construction-related air quality impacts or any new traffic-related air quality impacts and the unavoidable significant impacts on air quality identified in the previous EIR would not be substantially more severe than previously analyzed.

In September 2006, subsequent to the City’s approval of the Second Amendment to the HHC Development Agreement and 2005 Addendum, Governor Arnold Schwarzenegger signed in to law AB 32, the California Global Warming Solutions Act of 2006. AB 32 requires the California Air Resources Board (CARB) to adopt regulations to require the reporting and verification of statewide greenhouse gas emissions and to monitor and enforce compliance with that program. As part of this effort, the CARB will adopt a statewide greenhouse gas emissions limit equivalent to the statewide greenhouse gas emissions levels in 1990, to be achieved by 2020. The City of Los Angeles has begun to address the issue of global climate change by publishing Green LA, An Action Plan to Lead the Nation in Fighting Global Warming (LA Green Plan). This document outlines the goals and actions the City has established to reduce the generation and emission of GHGs from both public and private activities. According to the LA Green Plan, the City of Los Angeles is committed to the goal of reducing emissions of CO2 to 35 percent below 1990 levels. To achieve this, the City aims to:

- Increase the generation of renewable energy;
- Improve energy conservation and efficiency; and
- Change transportation and land use patterns to reduce dependence on automobiles.

To date, no air agency or municipality had yet established project-level significance thresholds for GHGs emissions. As such, GHG emissions can be quantified, but should not be used to determine significance under CEQA.

As a mixed-use development with a comprehensive Transportation Demand Management (TDM) Program, Howard Hughes Center has in place mitigation measures and programs that reduce vehicle miles traveled and thereby reduce the level of GHG emissions that would be generated by a project of similar size and scale in another locale. Howard Hughes Center has exceeded previous the TDM targets set by the HHC Project Approvals. The addition of residential uses to Howard Hughes Center will make Howard Hughes Center a fully mixed-use development, where persons can live, work, shop, and recate, thereby promoting the reduction of vehicle trips, miles traveled, and attendant GHG. Furthermore, the Project would be built to current building standards, including Title 24 Requirements, which includes incorporating mandatory energy conservation features such as low flow plumbing fixtures, and energy efficient appliances. As a result, the project’s operational impacts upon GHG emissions would be reduced. Since the project would be consistent with the goals identified in the City’s LA Green Plan, the Project’s contribution to global warming would be considered less than significant.

IV. BIOLOGICAL RESOURCES. Would the project:

- a. **Have a substantial adverse effect, either directly or through habitat modification, on any species identified**

	Potentially Significant Impact	Potentially Significant Unless Mitigation Incorporated	Less Than Significant Impact	No Impact
as a candidate, sensitive, or special status species in local or regional plans, policies, or regulations by the California Department of Fish and Game or U.S. Fish and Wildlife Service ?				
b. Have a substantial adverse effect on any riparian habitat or other sensitive natural community identified in the City or regional plans, policies, regulations by the California Department of Fish and Game or U.S. Fish and Wildlife Service?	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>
c. Have a substantial adverse effect on federally protected wetlands as defined by Section 404 of the Clean Water Act (including, but not limited to, marsh vernal pool, coastal, etc.) Through direct removal, filling, hydrological interruption, or other means?	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>
d. Interfere substantially with the movement of any native resident or migratory fish or wildlife species or with established native resident or migratory wildlife corridors, or impede the use of native wildlife nursery sites?	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>
e. Conflict with any local policies or ordinances protecting biological resources, such as tree preservation policy or ordinance (e.g., oak trees or California walnut woodlands)?	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>
f. Conflict with the provisions of an adopted Habitat Conservation Plan, Natural Community Conservation Plan, or other approved local, regional, or state habitat conservation plan?	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>

Response: The Project Site is located in a developed urban setting. The Project Site is not located within a significant ecological area⁶. No known candidate, sensitive or special status species, or riparian or other sensitive habitats are located on the Project Site. The Project Site does not support riparian or wetland habitat, or “waters of the United States,” as defined by Section 404 of the Clean Water Act. No wildlife corridors are located on site. The Project Site does not contain oak trees or other protected biological resources. Therefore, impacts will be less than significant and no further environmental review of this issue under CEQA is warranted.

⁶ City of Los Angeles Planning Department, *Environmental and Public Facilities Map: Significant Ecological Areas in the City of Los Angeles*, September 1, 1996.

V. CULTURAL RESOURCES: Would the project:

- a. Cause a substantial adverse change in significance of a historical resource as defined in State CEQA Section 15064.5?
- b. Cause a substantial adverse change in significance of an archaeological resource pursuant to State CEQA Section 15064.5?
- c. Directly or indirectly destroy a unique paleontological resource or site or unique geologic feature?
- d. Disturb any human remains, including those interred outside of formal cemeteries?

Response: The 1986 EIR disclosed the Howard Hughes Center site is in an area of high archaeological sensitivity. Two recorded archaeological sites (LAN 213, LAN 216) are located on the project site, although extensive test excavation of these two sites revealed no historical or archaeological evidence of any significance. The 1986 EIR requires the subdivider to retain a qualified archaeologist to monitor subsurface operations and to order reasonable protective measures if any significant archaeological resources are uncovered. As a result, the project's impact was concluded to be reduced to a less than significant impact.

The 2005 Addendum reiterated that the HHC Development Agreement was approved under the condition that the Project Applicant retains a qualified archaeologist to monitor subsurface operations and to order reasonable protective measures if resources are recovered. Therefore, the substitution of 600 residential units as an alternative to 600 hotel units would not result in any impact different than that already assessed and mitigated by the HHC Development Agreement.

As the Project does not increase the development footprint and would involve construction and earthwork activities within the building pad areas previously identified, the Project would not result in any new significant impacts upon cultural or archaeological resources or result in a substantial increase in the severity of impacts previously identified. No further environmental review of this issue under CEQA is warranted.

VI. GEOLOGY AND SOILS. Would the project result in the exposure of people or structures to potential substantial adverse effects, including the risk of loss, injury or death involving:

- i. Rupture of a known earthquake fault, as delineated on the most recent Alquist-Priolo Earthquake Fault Zoning Map issued by the State Geologist for the area or based on other substantial evidence of a known fault? Refer to Division of Mines and Geology Special Publication 42.
- ii. Strong seismic ground shaking?
- iii. Seismic-related ground failure, including liquefaction?
- iv. Landslides?
- b. Result in substantial soil erosion or the loss of topsoil?

- | | | | | | |
|----|--|--------------------------|--------------------------|-------------------------------------|-------------------------------------|
| c. | Be located on a geologic unit or soil that is unstable, or that would become unstable as a result of the project, and potential result in on- or off-site landslide, lateral spreading, subsidence, liquefaction, or collapse? | <input type="checkbox"/> | <input type="checkbox"/> | <input checked="" type="checkbox"/> | <input type="checkbox"/> |
| d. | Be located on expansive soil, as defined in Table 18-1-B of the Uniform Building Code (1994), creating substantial risks to life or property? | <input type="checkbox"/> | <input type="checkbox"/> | <input checked="" type="checkbox"/> | <input type="checkbox"/> |
| e. | Have soils incapable of adequately supporting the use of septic tanks or alternative waste water disposal systems where sewers are not available for the disposal of waste water? | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input checked="" type="checkbox"/> |

Response: The 1986 EIR analyzed grading and filling for the development of Howard Hughes Center. All grading was required to be conducted in accordance with the recommendations of the geotechnical reports by the consulting geologist and the City's existing grading ordinance. The Advisory Agency required various grading techniques recommended by the Los Angeles Department of Building and Safety (LADBS) to maximize the safety of all graded areas. Slopes are to be landscaped and maintained by a sprinkling irrigation system to minimize erosion. With implementation of the mitigation measures, grading impacts were concluded to be less than significant.

The 2005 Addendum found that no new impacts would result from approval of the Second Amendment to the Development Agreement, and the development at Howard Hughes Center would remain subject to the same conditions and mitigation measures required by the HHC Project approvals. It also noted that, according to a recent Alquist-Priolo Special Study Zones and Fault Rupture Study Areas, there are no active surface fault traces known to be present on the project site. The 2005 Addendum found that projects authorized by the Second Amendment would be required to comply with existing codes which reduce seismic risks to an acceptable level and thus would have a less than significant impact with regard to seismic ground shaking.

The Project implements the vested rights under the HHC Development Agreement. The Project would require a haul route approval for the export of 93,000 cubic yards of soil. Consistent with the findings of the 2005 Addendum, the Project would not result in any new significant geotechnical or geologic environmental effects or a substantial increase in the severity of any previously identified impacts associated with geology or geotechnical hazards. No further environmental review of this issue under CEQA is warranted.

The Project Site is located in an area that is served by a City-operated wastewater collection, conveyance, and treatment system. No septic tanks or alternative disposal systems would be required nor are they included as part of the Project. No impact would occur and no further analysis of this issue is warranted.

The grading of the site will result in the loss of topsoil, however, this impact will be reduced to a less than significant level by the incorporation of construction mitigation measures. Environmental impacts may result from the grading of the site and the hauling of the soil, however, these impacts will be reduced to a less than significant level by the incorporation of construction mitigation measures.

MITIGATION MEASURES:

MM-1 The developer shall install appropriate traffic signs around the site to ensure pedestrian and vehicle safety.

MM-2 Fences shall be constructed around the site to minimize trespassing, vandalism, short-cut attractions and attractive nuisances.

VII. HAZARDS AND HAZARDOUS MATERIALS. Would the project:

- a. **Create a significant hazard to the public or the environment through the routine transport, use, or disposal of hazardous materials?**

Response: The Project implements the vested rights under the HHC Development Agreement through the development of authorized residential units, office square footage and retail square footage. The Project does not require the transport, use or disposal of any hazardous materials, and will not create a significant hazard to the public. As discussed in the 1986 EIR, the transport and storage of building materials and supplies, including potentially materials including but not limited to diesel, oil, gasoline, solvents and architectural coatings, would be conducted in accordance with all applicable rules and regulations. (See also Checklist Question XV for a discussion of impacts and mitigation measures associated with the proposed haul route application.) Therefore, impacts would be less than significant.

- b. **Create a significant hazard to the public or the environment through reasonably foreseeable upset and accident conditions involving the release of hazardous materials into the environment?**

Response: The Project implements the vested rights under the HHC Development Agreement through the development of authorized residential units, office square footage and retail square footage. As discussed in the 1986 EIR, the transport and storage of building materials and supplies, including potentially materials including but not limited to diesel, oil, gasoline, solvents and architectural coatings, would be conducted in accordance with all applicable rules and regulations. Operation of the Project would not involve the use of potentially hazardous materials. Impacts are considered less than significant.

- c. **Emit hazardous emissions or handle hazardous or acutely hazardous materials, substances, or waste within one-quarter mile of an existing or proposed school?**

Response: The nearest school is about one-half mile from the Project Site.⁷ Furthermore, the Project involves residential, office and retail uses and will not involve hazardous emissions, materials, substances or waste. Therefore, impacts would remain less than significant.

- d. **Be located on a site which is included on a list of hazardous materials sites compiled pursuant to Government Code Section 65962.5 and, as a result, would it create a significant hazard to the public or the environment?**

Response: The Project Site is not included on any lists of known hazardous materials site listings. As such, the proposed project would not pose an environmental hazard to surrounding sensitive uses. Less than significant impacts would occur.

⁷ LAUSD, Los Angeles City Council Districts map with schools, website: http://notebook.lausd.net/pls/ptl/docs/PAGE/CA_LAUSD/LAUSDNET/DISCOVER/MAPS/2007_LACOUNCILDISTRICTS_INDEX.PDF, accessed September 3, 2008.

- e. For a project located within an airport land use plan or, where such a plan has not been adopted, within two miles of a public airport or public use airport, would the project result in a safety hazard for people residing or working in the project area?

Response: The 1986 EIR concluded that development at Howard Hughes Center would not result in a safety hazard with respect to nearby public airports. The Project Site is just over 1.35 miles north of Los Angeles International Airport (LAX) and is located outside of the Airport Influence Area Planning Boundary and Airport Land Use Plan Noise Contours for LAX.⁸ The Project proposes to implement the vested rights under the HHC Development Agreement through the development of authorized residential buildings and office buildings, as well as retail square footage. The proposed buildings will comply with height limits established by the HHC Development Agreement and Project Approvals. No further CEQA review is required.

- f. For a project within the vicinity of a private airstrip, would the project result in a safety hazard for the people residing or working in the area?

Response: See previous response. The Project Site is not located in the vicinity of a private airstrip.

- g. Impair implementation of or physically interfere with an adopted emergency response plan or emergency evacuation plan?

Response: The Project proposes to implement the vested rights under the HHC Development Agreement through the development of authorized residential buildings and office buildings, as well as retail square footage. The Project is consistent with the prior environmental review, mitigation measures and adopted Statement of Overriding Considerations for the development authorized by the HHC Development Agreement. As discussed within the Transportation Section of this Initial Study, while there are four remaining undeveloped lots at Howard Hughes Center, the traffic and transportation improvements and mitigation measures required to serve all of the development authorized by the HHC Development Agreement and HHC Project approvals (including improvements and mitigation measures to provide adequate emergency access) have been completed by the developers of Howard Hughes Center. No further CEQA review is required.

- h. Expose people or structures to a significant risk of loss, injury or death involving wildland fires, including where wildlands are adjacent to urbanized areas or where residences are intermixed with wildlands?

Response: The Project Site is not considered wildland and is not located within a Brush Fire Hazard Area.⁹ Therefore, impacts are considered less than significant.

VIII. HYDROLOGY AND WATER QUALITY. Would the proposal result in:

- a. Violate any water quality standards or waste discharge requirements?

⁸ Los Angeles County Airport Land Use Plan, Airport Influence Area Map for the Los Angeles International Airport, dated 5/13/03.

⁹ City of Los Angeles Planning Department, Environmental and Public Facilities Map: Brush Fire Hazard Areas in the City of Los Angeles, September 1, 1996.

- b. Substantially deplete groundwater supplies or interfere with groundwater recharge such that there would be a net deficit in aquifer volume or a lowering of the local groundwater table level (e.g., the production rate of pre-existing nearby wells would drop to a level which would not support existing land uses or planned land uses for which permits have been granted)?
- c. Substantially alter the existing drainage pattern of the site or area, including through the alteration of the course of a stream or river, in a manner which would result in substantial erosion or siltation on- or off-site?
- d. Substantially alter the existing drainage pattern of the site or area, including through the alteration of the course of a stream or river, or substantially increase the rate or amount of surface runoff in a manner which would result in flooding on- or off site?
- e. Create or contribute runoff water which would exceed the capacity of existing or planned stormwater drainage systems or provide substantial additional sources of polluted runoff?
- f. Otherwise substantially degrade water quality?
- g. Place housing within a 100-year flood plain as mapped on federal Flood Hazard Boundary or Flood Insurance Rate Map or other flood hazard delineation map?
- h. Place within a 100-year flood plain structures which would impede or redirect flood flows?
- i. Expose people or structures to a significant risk of loss, injury or death involving flooding, including flooding as a result of the failure of a levee or dam?
- j. Inundation by seiche, tsunami, or mudflow?

Response: To mitigate any potential adverse impacts associated with flooding and hydrology, the 1986 EIR required the following drainage facilities be constructed as part of the planned 69-acre development: a) an on site drainage system; b) a storm drain system to convey the flow not controlled by the County's Project #81 from Airport Boulevard to the culvert under Sepulveda Boulevard; c) the re-grading of the existing drainage channel from Arizona Place downstream to the two existing corrugated metal pipe inlets; and d) upon approval of Culver City and the Los Angeles County Department of Public Works, the extension of the existing County drain to the boundary line between the City of Los Angeles and Culver City. Completion of the above requirements to the satisfaction of the City Engineer was concluded to have successfully reduced any impacts to a less than significant impact. According to the latest annual review of the HHC Development Agreement, these improvements were completed by November 1990 and have resulted in a greater improvement than originally anticipated.

The 2005 Addendum found that no new impacts would result from approval of the Second Amendment to the Development Agreement, and the development at Howard Hughes Center would remain subject to the same conditions and mitigation measures required by the HHC Project approvals. Development of the remaining undeveloped parcels within Howard Hughes Center would be subject to the current National Pollution Discharge Elimination System (NPDES) requirements, which prescribe mandatory best management practices (BMPs) to control surface water runoff during the construction process to mitigate potential water quality impacts. Mandatory compliance with the NPDES is implemented through permit approval process of the State Regional Water Quality Control Board (SWRCB), which is administered at the local level through local district offices. Prior to approval of a grading permit, the project applicant would be required to submit a detailed storm water pollution prevention plan (SWPPP) for the construction process detailing the BMPs that will be implemented during construction and the design of the project. The 2005 Addendum found that, with adherence to the NPDES permitting requirements, potential impacts associated with water quality would be reduced to less than significant levels.

The 2005 Addendum also found that the exchange of hotel rooms for an equal amount of residential dwelling units would not induce any substantial changes to the development's drainage plan for future build-out of Howard Hughes Center. Any future build-out would be designed to connect to the existing storm water infrastructure in Howard Hughes Center, which has already been designed to accommodate increased runoff from development of the current planned density. The exchange of hotel rooms for an equal amount of residential dwelling units would not increase the overall density of the Howard Hughes Center development and would not result in any increases to the capacity of the planned and developed storm water infrastructure currently serving the site. Therefore, it was concluded that there would be no impact to the capacity of existing or planned storm water drainage systems as a result of approval of the Second Amendment to the Howard Hughes Center Development Agreement.

Because the Project would not increase the number of residential dwelling units nor the amount of office space that is currently entitled under the HHC Development Agreement and previously analyzed through the CEQA process, such Project would not result in any new significant hydrology or water quality effects or a substantial increase in the severity of previously identified significant effects. No further environmental review of this issue under CEQA is warranted.

IX. LAND USE AND PLANNING. Would the project:

- a. **Physically divide an established community?**
- b. **Conflict with any applicable land use plan, policy, or regulation of an agency with jurisdiction over the project (including but not limited to the general plan, specific plan, local coastal program, or zoning ordinance) adopted for the purpose of avoiding or mitigating an environmental effect?**

- c. Conflict with any applicable habitat conservation plan or natural community conservation plan?

Response:

The uses proposed by the Project (600 residential units, approximately 487,093 square feet of office uses, and 1,500 sq. ft. restaurant) implement the remaining rights authorized by the HHC Development Agreement and HHC Project approvals, as well as the prior environmental review, mitigation measures and adopted Statement of Overriding Considerations. No further environmental review of such uses is required by CEQA.

The applicant has applied for discretionary approvals to implement the uses authorized by HHC Development Agreement, including floor area ratio averaging for three of the four lots of the Project (5900 Center Drive, 5901 Center Drive, and 6040 Center Drive), and a tentative tract map for condominium use as well a haul route approval for construction of the two residential buildings.

The HHC Development Agreement expressly contemplated that future approvals, including discretionary approvals and subdivision maps would be necessary in order to allow the beneficiaries of the HHC Development Agreement to utilize their rights under the Agreement. See HHC Development Agreement, Sections III.B.1, III.B.2, and V.D. This City is obligated to cooperate in the issuance of such approvals provided they are consistent with the Project authorized by the HHC Development Agreement.

Pursuant to the HHC Development Agreement, the applicant has a vested right to develop the uses proposed. This analysis evaluates whether the particular discretionary approvals now requested by the applicant to implement its HHC Development Agreement rights may result in new potential impacts not previously addressed by prior environmental review, and proposes mitigation measures for such new potential impacts.

The applicant is proposing FAR averaging for three of the four lots (5900 Center Drive, 5901 Center Drive, and 6040 Center Drive). Permissible floor area is determined by multiplying the buildable area of a lot by the authorized FAR ratio. Under the HHC Development Agreement, the applicable per lot FAR limitation is 3:1.

In 1986, when the Original Development Agreement was approved by the City of Los Angeles, FAR averaging between adjacent lots was not authorized by the City of Los Angeles Municipal Code. However, the City proposed that FAR averaging be permitted as a feature of the Howard Hughes Center development plan, and included environmental review of floor area averaging in the 1986 EIR. As part of the HHC Project Approvals, the City approved a variance permitting FAR averaging within Howard Hughes Center (ZA 85-0624 (YV)). The FAR averaging variance was expressly included in the Project Approvals encompassed by the Original Development Agreement. While the variance approved for floor area ratio averaging (ZA 85-0624 (YV)) was later set aside by a court, FAR averaging was envisioned by the City as part of the Project authorized for Howard Hughes Center.

Subsequently to 1986, the City adopted Section 12.24.W.19 of the Los Angeles Municipal Code. Section 12.24.W.19 is a City-wide ordinance, which permits floor area averaging through the conditional use process (i.e. without the need for a variance) for unified commercial, industrial and mixed-use developments located in the C and other zones. Section 12.24.W.19 defines a unified development as:

- (a) a combination of functional linkages, such as pedestrian or vehicular connections;
- (b) in conjunction with common architectural and landscape features, which constitute distinctive design elements of the development;
- (c) is composed of two or more contiguous parcels, or lots of record separated only by a street or alley;
- (d) and when the development is viewed from adjoining streets appears to be a consolidated whole.

Section 12.24.W.19 allows a building on an individual lot to exceed the FAR limitation for that lot, provided that the average floor area ratio of the unified development as a whole does not exceed the maximum permissible FAR.

As discussed earlier, from its inception Howard Hughes Center was envisioned and planned by the City as a mixed-use unified development where floor area averaging would take place. The applicant's currently proposed office and residential buildings implement the Howard Hughes Center mixed-use plan, were designed in conjunction with one another, and feature complementary architecture, landscaping, and integrated pedestrian features.

In order to calculate floor area ratio, the buildable area of each lot concerned must first be determined. As part of the original subdivision process for lots at Howard Hughes Center, lots extending under and above Center Drive were created. Specifically, as shown on Final Map 51419, 5901 Center Drive and 6055 Center Drive each extend under and above Center Drive to the other side of the Center Drive. The lot area of each such lot beneath Center Drive is considered part of the buildable area of each such lot for FAR purposes.¹⁰

The lot area for each of the lots proposed for FAR averaging is set forth below.

- 5900 Center Drive consists of Lot 24 of Final Map 51419. As confirmed by recent ALTA surveys, the buildable area of 5900 Center Drive is 105,956 square feet.
- 5901 Center Drive consists of portions of Lots 22 and 23 of Final Map 51419 (other portions of Lot 23 were dedicated for freeway ramp use and the extension of Howard Hughes Parkway). As confirmed by recent ALTA surveys, the buildable area of 5901 Center Drive is 150,921 square feet.
- 6040 Center Drive consists of Lots 11 and 12 of Final Map 51419 and a portion of Lot 10 of Final Map 51419 (added by Lot Line Adjustment Map No. 2001-4536). As confirmed by recent ALTA surveys, the buildable area of 6040 Center Drive is 72,460 square feet.

The 325 unit condominium building proposed for 6055 Center Drive is not included in the FAR averaging request. 6055 Center Drive consists of Lot 18 of Final Map 51419, and portions of Lot 17 of Final Map 51419 (added by Lot Line Adjustment 98-040 and Lot Line Adjustment 2005-3599). As confirmed by recent ALTA surveys, the buildable area of 6055 Center Drive is 90,425 square feet. The building proposed for 6055 Center Drive consists of 271,735 sq. ft. of floor area, and therefore complies with the 3:1 FAR limitation for 6055 Center Drive.

Table 1 summarizes the buildable area of each lot that is proposed for FAR averaging, the 3:1 FAR for each such lot, and the floor area proposed for each such lot.

¹⁰ See November 1, 1990 memo from City Attorney's November 1, 1990 summarizing development rights at Howard Hughes Center, stating that the portions of lots extending under Center Drive "shall be considered as part of such lots in determining the buildable area of such lot."

Table I
Summary of Buildable Lot Area and Floor Area Ratios

Lot	Buildable Lot Area	3:1 FAR	Proposed Floor Area (Sq. Ft.)
5900 Center Drive	105,956 sq. ft.	317,868 sq. ft.	248,871 sq. ft.
5901 Center Drive	150,921 sq. ft.	452,763 sq. ft.	238,222 sq. ft.
6040 Center Drive	72,459 sq. ft.	217,377 sq. ft.	315,423 sq. ft.
TOTAL	329,336 sq. ft.	988,008 sq. ft.	802,516 sq. ft.

As indicated by Table 1, above, a total of 988,008 sq. ft. of floor area can be constructed on the lots comprising 5900 Center Drive, 5901 Center Drive and 6040 Center Drive. The applicant is proposing a total of 802,516 sq. ft. of floor area. With floor area averaging, the average per lot FAR of these three lots would be 2.43:1.¹¹

Floor area averaging would permit the applicant to locate the proposed apartment building at 6040 Center Drive. This would place the proposed apartment building directly adjacent to the existing shopping center and office buildings located at Howard Hughes Center, which would provide an overall project that is superior from a planning and walkability standpoint. Floor area averaging would not permit the applicant to construct more FAR for the subject lots than authorized by the HHC Development Agreement. As discussed earlier, the 1986 FEIR included floor area averaging as part of its CEQA analysis of the development of Howard Hughes Center. Moreover, the applicant's proposal will result in less than 3:1 FAR being developed on such lots on an overall basis. Finally, as discussed earlier, the buildings proposed for floor area averaging all fall within the height limits approved for Howard Hughes Center.

The Proposed Project would be developed in accordance with all applicable terms, conditions and limitations of the HHC Development Agreement, and FAR averaging would not increase the number of dwelling units or square footage authorized to be constructed at Howard Hughes Center. Therefore, approval of FAR averaging pursuant to Section 12.24.W.19 would not conflict with the HHC Development Agreement and HHC Project approvals, as well as the prior environmental review, mitigation measures and adopted Statement of Overriding Considerations. Therefore, no further review is necessary pursuant to CEQA.

The applicant has also requested a vesting tentative tract map encompassing 6040 Center Drive and 6055 Center Drive. Subdivision approvals were expressly anticipated as potential future approvals necessary under the HHC Development Agreement. The purpose of the vesting tentative map is to provide authorization for condominium use of the 325 residential units proposed at 6055 Center Drive, and to provide consolidated legal descriptions for the lots which comprise 6040 Center Drive and 6055 Center Drive. The approval of a vesting tentative tract would enable condominiums to be sold and would revise legal descriptions. However, its approval would not revise the applicable terms, conditions and limitations of the HHC Development Agreement, and would not increase the number of dwelling units or square footage authorized to be constructed at Howard Hughes Center. Therefore, the applicant's subdivision request is consistent with the HHC Development Agreement and HHC Project approvals, as well as the prior environmental review, mitigation measures and adopted Statement of Overriding Considerations.

¹¹ While the building located at 6055 Center Drive is not included in the applicant's floor area averaging application, it may be noted that the average FAR of all four lots under the applicant's Project will be 2.55:1.

X. MINERAL RESOURCES. Would the project:

- a. **Result in the loss of availability of a known mineral resource that would be of value to the region and the residents of the state?**

Response: The Project Site is not located near any oil fields and no oil extraction activities have historically occurred or are presently conducted on the Project Site.¹² The City of Los Angeles has not identified any mineral resources on the Project Site that would be of value to the region and to the residents of the State.¹³ No locally important mineral resources would be impacted by the removal of soil from the proposed Project Site. Impact that would occur would be less than significant and therefore no further analysis of this issue is warranted.

- b. **Result in the loss of availability of a locally-important mineral resource recovery site delineated on a local general plan, specific plan, or other land use plan?**

Response: The Project Site is not in a Mineral Resource Zone and does not contain significant mineral resources.¹⁴ Therefore, impacts would be less than significant and no further analysis of this issue is warranted.

XI. NOISE. Would the project:

- a. **Exposure of persons to or generation of noise in level in excess of standards established in the local general plan or noise ordinance, or applicable standards of other agencies?**
- b. **Exposure of people to or generation of excessive groundborne vibration or groundborne noise levels?**
- c. **A substantial permanent increase in ambient noise levels in the project vicinity above levels existing without the project?**
- d. **A substantial temporary or periodic increase in ambient noise levels in the project vicinity above levels existing without the project?**

¹² City of Los Angeles Planning Department, *Environmental and Public Facilities Map: Oil Field and Oil Drilling Areas in the City of Los Angeles and Oil Drilling and Surface Mining Supplemental Use Districts in the City of Los Angeles*, September 1, 1996.

¹³ City of Los Angeles Planning Department, *Environmental and Public Facilities Map: Areas Containing Significant Mineral Deposits in the City of Los Angeles*, September 1, 1996.

¹⁴ *Ibid.*

Response:

The 1986 EIR concluded that construction noise from the development of Howard Hughes Center would be mitigated to a less than significant level by compliance with the City's noise ordinances. With respect to operational noise, the 1986 EIR found that significant increases to ambient noise levels from mobile noise sources would occur. Accordingly, a Statement of Overriding Considerations was adopted for this unavoidable significant impact.

The 2005 Addendum found that approval of the Second Amendment to the Development Agreement (authorizing construction of 600 residential units as an alternative to 600 hotel rooms) would not result in any changes to construction-related noise impacts, as the types of construction activities associated with the construction of hotel uses are similar in nature to those involved with constructing multi-family residential uses. Construction activities are also regulated under the applicable tract map conditions and mitigation measures. Development of the remaining portions of Howard Hughes Center would be subject to the same mitigation measures previously required.

With respect to operational noise, the 2005 Addendum highlighted that the approval of the Second Amendment would not increase the potential for noise from operational uses. The Addendum noted that similar to hotel uses, the primary noise generation factor for multi-family residential uses is traffic-related noise. The Addendum noted that the Second Amendment's authorization of 600 residential units would not generate more trips than the 600 room hotel, and trips would remain within the trip cap for Howard Hughes Center (4,785 p.m. peak hour inbound and outbound project-related vehicle trips), as well as the TDM conditions that require a reduction in vehicle trips by 17 percent.

The Project would not affect the number of residential dwelling units nor the amount of office space that is currently entitled under the HHC Development Agreement and previously analyzed through the CEQA process, and thus would not result in any new significant construction-related or operational noise impacts or result in a substantial increase in the anticipated noise levels previously identified.

As such, impacts would remain less than significant and no further environmental review of this issue under CEQA is warranted.

- e. For a project located within an airport land use plan or, where such a plan has not been adopted, within two miles of a public airport or public use airport, would the project expose people residing or working in the project area to excessive noise levels?

Response: The Project Site is just over 1.35 miles north of Los Angeles International Airport (LAX).¹⁵ The Project Site is located outside of the LAX 65 dBA Noise Contour Area and would not expose residents to excessive noise levels associated with aircraft. Therefore, impacts will be reduced to a less than significant level. No further analysis of this issue is warranted.

- f. For a project within the vicinity of a private airstrip, would the project expose people residing or working in the project area to excessive noise levels?

Response: The Project Site is not located in the vicinity of a private airstrip. No impact would occur and no further analysis of this issue is warranted.

XII. POPULATION AND HOUSING. Would the project:

¹⁵ ZIMAS (Zoning Information and Map Access System), website: <http://zimas.lacity.org>, September 2, 2008.

- a. Induce substantial population growth in an area either directly (for example, by proposing new homes and businesses) or indirectly (for example, through extension of roads or other infrastructure)?

Response: The 1986 EIR found that population and housing impacts of Howard Hughes Center would be less than significant. The 2005 Addendum found that development of 600 multi-family dwelling units instead of 600 hotel rooms would generate approximately 1,380 persons. The 2005 Addendum found that this would represent an increase of 0.03 percent to the total resident population in the Westchester/Playa Del Rey Planning Area, which would not represent substantial population growth within the area. Due to the strong demand for housing in the area, the minor increase in housing supply (600 units) was considered a beneficial impact. Indeed, the 2005 Addendum found that the equal exchange of residential units for hotel rooms would further promote regional planning goals to increase housing opportunities in the subregion.

The Project would not affect the number of residential dwelling units nor the amount of office space that is currently entitled under the HHC Development Agreement and previously analyzed through the CEQA process, such will not result in any new significant environmental effects or a substantial increase in the severity of impacts associated with population and housing projections. Impacts would be less than significant and no further environmental review of this issue under CEQA is warranted.

- b. Displace substantial numbers of existing housing necessitating the construction of replacement housing elsewhere?
- c. Displace substantial numbers of people necessitating the construction of replacement housing elsewhere?

Response: There are no residential uses on the existing Project Site and no housing would be displaced by the proposed project. As such, no impact related to displacement would occur.

XIII. PUBLIC SERVICES. Would the project result in substantial adverse physical impacts associated with the provision of new or physically altered governmental facilities, construction of which could cause significant environmental impacts, in order to maintain acceptable service ratios, response times or other performance objectives for any of the public services:

- a. Fire protection?

Response: The 1986 EIR determined that impacts upon fire protection service were determined to be mitigated to a less than significant level with incorporation of mitigation measures. The 2005 Addendum found that an in-kind exchange of hotel rooms for an equal amount (600) of residential dwelling units would not increase impacts upon fire protection services beyond what was already analyzed and anticipated.

The Project would not affect the number of residential dwelling units nor the amount of office space that is currently entitled under the HHC Development Agreement and previously analyzed through the CEQA process, and will not result in any new significant environmental effects upon fire protection services or result in a substantial increase in the severity of any previously identified impacts. No further environmental review under CEQA is warranted.

- b. Police protection?

Response: The 1986 EIR concluded that potential impacts upon police protection services would be mitigated to less than

significant impact levels with incorporation of mitigation measures. The 2005 Addendum found that the substitution of 600 residential dwelling units for 600 hotel rooms would not generate any more demands for police protection services. The Addendum noted that, similar to hotel operations which operate on a 24-hour-a-day-basis, residential uses provide eyes-on-the-street at all times of the day and night. The constant presence of people serves as an effective deterrent against crime and vandalism, thus reducing demands for police services.

The Project would not affect the number of residential dwelling units nor the amount of office space that is currently entitled under the HHC Development Agreement and previously analyzed through the CEQA process, and will not result in any additional demands for police services or result a substantial increase in the demands previously anticipated.

c. Schools?

Response: The 2005 Addendum found that the substitution of 600 residential units as an alternative to 600 hotel rooms would generate minor permanent population growth, which, in turn, would increase student generation within the jurisdictional boundaries of the Los Angeles Unified School District (LAUSD). The 2005 Addendum calculated that, according to the LAUSD's School Facilities Fee Plan student generation rates, 262 students would be generated by a 600-unit residential development.

The 2005 Addendum explained that, while the introduction of residential units would not be expected to overcrowd neighborhood schools, the California Education Code Section 17620(a)(1) states that the governing board of any school district is authorized to levy a fee, charge, dedication, or other requirement against any construction within the boundaries of the district, for the purpose of funding the construction or reconstruction of school facilities. As provided in Section 65996 of the California Government Code, the payment of such fees is deemed to fully mitigate the impacts of new development on schools. The School Facilities Fee Plan (March 2, 2000), for the LAUSD, has been prepared to support the school district's levy of the fees authorized by Section 17620 of the California Education Code. Per section 65995.5-7 of the Government Code, the Level 1 residential developer fees have been imposed at a rate of \$3.73 per square foot on new residential construction within the boundaries of the LAUSD. As the developer of the Apartment Project and Condominium Project would be required to pay all applicable developer fees to the LAUSD pursuant to Government Code Section 65995-7, potential impacts upon school facilities would be mitigated to a less than significant level.

Because the Project would not affect the number of residential dwelling units entitled under the HHC Development Agreement and previously analyzed through the CEQA process, such projects, the Project would not result in any new significant impacts upon school facilities or result in a substantial increase in the demands previously anticipated. No further environmental review of this issue under CEQA is warranted.

d. Parks?

Response: See discussion under XIV. Recreation.

e. Other governmental services (including roads)?

Response: The Project Site is located in a developed urban area. No other governmental services are needed, and no further discussion of the issue is warranted.

XIV. RECREATION.

- a. **Would the project increase the use of existing neighborhood and regional parks or other recreational facilities such that substantial physical deterioration of the facility would occur or be accelerated?**
- b. **Does the project include recreational facilities or require the construction or expansion of recreational facilities which might have an adverse physical effect on the environment?**

Response: From its inception Howard Hughes Center was planned to incorporate a number of passive parks, bikeway paths and landscaped open space areas. Today, Howard Hughes Center includes passive parks, bikeway paths and landscaped open space areas, along with a fitness center (the Spectrum Club). These uses, including the Spectrum Club, would also be readily accessible for future residents and/or commercial tenants of the Project.

The 2005 Addendum found that while development of Howard Hughes Center with residential uses would generate a higher demand for recreational services and facilities than commercial uses, the potential impact would be mitigated to a less than significant level through the payment of a mandatory dwelling unit construction tax. Pursuant to Section 10.21.3 of the Los Angeles Municipal Code (LAMC), the City of Los Angeles imposes a mandatory dwelling unit construction tax to mitigate impacts upon park and recreational facilities. Funds generated by this tax are required to be placed in a "Park and Recreational Sites and Facilities Fund," to be used exclusively for the acquisition and development of park and recreational sites and facilities. Therefore, the 2005 Addendum found that potential impacts upon neighborhood or regional parks would be mitigated to a less than significant level. The 2005 Addendum also highlighted that if development were to include "for sale" units, the applicable provisions of Section 17.12 of the LAMC would also apply, requiring the project applicant (or merchant developer) to pay applicable Quimby fees to the City of Los Angeles. Such fees are used exclusively for the acquisition and development of park and recreational sites and facilities.

The 375 apartment units proposed by the Project would be subject to the dwelling unit construction tax, and the 325 condominium units proposed by the Project would be subject to the payment of Quimby fees. Because the Project would not affect the number of residential dwelling units under the HHC Development Agreement and previously analyzed through the CEQA process, the Project would not result in any new significant impacts upon parks or recreational facilities or result a substantial increase in the severity of previously identified impacts.

XV. TRANSPORTATION/CIRCULATION. Would the project:

- a. **Cause an increase in traffic which is substantial in relation to the existing traffic load and capacity of the street system (i.e., result in a substantial increase in either the number of vehicle trips, the volume to ratio capacity on roads, or congestion at intersections)?**
- b. **Exceed, either individually or cumulatively, a level of service standard established by the county congestion management agency for designated roads or highways?**

Response: The 1986 EIR concluded that traffic generated by the project would cause significant impacts at critical intersections along Sepulveda Boulevard and Centinela Avenue in the project vicinity. The Tract Map approval included a trip cap which provides that development at Howard Hughes Center may not generate, under any circumstances, more than

4,785 p.m. peak hour inbound and outbound trips (reflecting the achievement of a 17 percent trip reduction). The implementation of a comprehensive TDM Program, which includes goal setting (17 percent reduction), overall coordination by independent company monitoring (submittal of a semiannual and subsequently annual reports on the effectiveness of the program to the Department of Transportation and the Advisory Agency), and enforcement (contracting with a consultant to devise an enforcement plan), was required to be wide in scope and may contain rideshare and public transportation subsidies, preferential carpool/vanpool parking, other transportation modes, flexible work hours, variety of land uses and health club incentives. The project was also required to provide an internal circulation system, which is coordinated (including necessary traffic signals) with the existing system and is to be phased in order to sufficiently support the traffic generated with each phase. Additionally, Howard Hughes Center was required to make a number of improvements to the surrounding roadway system, including some improvements of a regional scale. While all of the foregoing would lessen the impact, no feasible mitigation measures were found to mitigate all circulation impacts to levels of insignificance. During the peak p.m. periods, the EIR concluded that the Howard Hughes Center Project would result in significant impacts at critical intersections along Sepulveda Boulevard and Centinela Avenue in the project vicinity. A Statement of Overriding Considerations was adopted for the project's unavoidable significant operational traffic impacts.

The 2005 Addendum confirms that although all of the development authorized for Howard Hughes Center has not been completed, all transportation mitigation measures required for built-out conditions have been completed at a cost of more than \$22,400,000. The City's annual review of the HHC Development Agreement also confirms that Howard Hughes Center continues to achieve its goal of a 17 percent reduction in trips pursuant to its TDM program.

The 2005 Addendum concluded that the authorization of development of 600 residential units as an alternative to 600 hotel rooms would not result in a significant increase in peak hour trips generated by Howard Hughes Center. The 2005 Addendum also determined that to-date HHC trip generation was well below what had been anticipated by the 1986 EIR and HHC Project Approvals, and that when all development was completed (including 600 residential units as an alternative to 600 hotel rooms) no change would be necessary to the trip cap of 4,785 PM peak-hour trips. Accordingly, the Addendum concluded that the approval of the Second Amendment to the Development Agreement would not result in any significant traffic impacts above and beyond those that have already been previously analyzed, mitigated to the extent feasible, and subjected to a Statement of Overriding Considerations.

Because the Project (including the applicant's request for floor area averaging and a vesting tentative tract map for condominium use) would not affect the number of residential dwelling units nor the amount of office space that is currently entitled under the HHC Development Agreement and previously analyzed through the CEQA process, the Project would not result in any new significant traffic impacts above and beyond those that have already been anticipated and, where feasible, mitigated. No further environmental review of this issue under CEQA is warranted.

The Proposed Project would require a haul route approval for the export of 93,000 cubic yards of soil. The hauling process would include 10-18 wheel haul trucks with a haul load capacity of 14 cubic yards per trip. The hauling activities would generate up to 6 haul trips per day with a daily export of 840 cubic yards of material. All soil material would be transported to the Puente Hills Landfill, approximately 30 miles from the Project Site. The duration of the hauling activity is anticipated to last approximately 110 days, with haul trips occurring between the hours of 9:00 a.m. and 4:00 p.m. Due to the project's proximity to the 405 Freeway, the proposed haul route would not affect any neighboring residential streets or local roadways. Haul trucks arriving to the site would arrive via the 405 Freeway Off-ramp at Howard Hughes Center and would immediately access the project site at Center Drive. Haul trucks leaving the site would depart from Center Drive and enter the 405 Freeway from the on-ramp at Howard Hughes Parkway. To address potential impacts from hauling activities, the Department of City Planning has started implementing standard mitigation measures and conditions of approval to govern hauling activities during construction. These measures, which are listed below, are automatically imposed as project conditions when applicants obtain haul route permits and would further reduce the project's potential impact upon traffic

conditions during the construction process to less than significant levels.

MITIGATION MEASURES

- MM-3** Prior to the issuance of a grading permit, the subdivider shall record and execute a Covenant and agreement (Planning Department General Form CP-6770), binding the subdivider to the following haul route conditions:
- i All construction truck traffic shall be restricted to truck routes approved by the City of Los Angeles Department of Building and Safety, which shall avoid residential areas and other sensitive receptors to the extent feasible.
 - ii Hours of operation shall be from 9:00 a.m. to 4:00 p.m.
 - iii Days of the week shall be Monday through Friday. No hauling activities are permitted on Saturdays, Sundays or Holidays.
 - iv Trucks shall be restricted to 18-wheel dump trucks or smaller.
 - v The Traffic Bureau of the Los Angeles Police Department shall be notified prior to the start of hauling (213.485.3106).
 - vi Streets shall be cleaned of spilled materials at the termination of each work day.
 - vii The final approved haul routes and all the conditions of approval shall be available on the job site at all times.
 - viii The owner or contractor shall keep the construction area sufficiently dampened to control dust caused by grading and hauling, and at all times provide reasonable control of dust caused by wind.
 - ix Hauling and grading equipment shall be kept in good operating condition and muffled as required by law.
 - x All loads shall be secured by trimming, watering or other appropriate means to prevent spillage and dust.
 - xi All trucks are to be watered at the job site to prevent excessive blowing dirt.
 - xii All trucks are to be cleaned of loose earth at the job site to prevent spilling. Any material spilled on the public street shall be removed by the contractor.
 - xiii The applicant shall be in conformance with the State of California, Department of Transportation policy regarding movements of reducible loads.
 - xiv All regulations set forth in the State of California Department of Motor Vehicles pertaining to the hauling of earth shall be complied with.
 - xv "Truck Crossing" warning signs shall be placed 300 feet in advance of the exit in each direction.
 - xvi One flag person(s) shall be required at the job and dump sites to assist the trucks in and out of the project area. Flag person(s) and warning signs shall be in compliance with Part II of the 1985 Edition of "Work Area Traffic Control Handbook."
 - xvii The City of Los Angeles, Department of Transportation, telephone 213.485.2298, shall be notified 72 hours prior to beginning operations in order to have temporary "No Parking" signs posted along the route.
 - xviii Any desire to change the prescribed routes must be approved by the concerned governmental agencies by

contacting the Street Use Inspection Division at 213.485.3711 before the change takes place.

xix The permittee shall notify the Street Use Inspection Division, 213.485.3711, at least 72 hours prior to the beginning of hauling operations and shall also notify the Division immediately upon completion of hauling operations.

xx A surety bond shall be posted in an amount satisfactory to the City Engineer for maintenance of haul route streets. The forms for the bond will be issued by the Valley District Engineering Office, 6262 Van Nuys Boulevard, Suite 251, Van Nuys, CA 91401. Further information regarding the bond may be obtained by calling 818.374.5090; or the West Los Angeles District Engineering Office, 1828 Sawtelle Boulevard, 3rd Floor, Los Angeles, CA 90025. Further information regarding the bond may be obtained by calling 310.575.8388; or by the Central District Engineering Office, 201 N. Figueroa Street, Room 770, Los Angeles, CA 90012. Further information regarding the bond may be obtained by calling 213.977.6039; or by the Harbor District Engineering Office, 638 S. Beacon Street, 4th Floor, San Pedro, CA 90731. Further information regarding the bond may be obtained by calling 310.732.4677.

c. Result in a change in air traffic patterns, including either an increase in traffic levels or a change in location that results in substantial safety risks?

Response: See Response to Section VII.e. (Hazards and Hazardous Materials).

d. Substantially increase hazards to a design feature (e.g., sharp curves or dangerous intersections) or incompatible uses (e.g., farm equipment)?

Response: The Project does not involve significant changes to the design features of roadways and would not include incompatible uses on or near any public roadways. Minor changes to traffic patterns may occur during the construction period of the project, but would be limited to internal circulation patterns and off-peak hours when possible. Impacts would be less than significant and no further analysis of this issue is warranted.

e. Result in inadequate emergency access?

Response: The Project would ensure that all access roads, driveways and parking areas would remain accessible to emergency service vehicles during both construction and operation. Required traffic and transportation measures for all of the development authorized at Howard Hughes Center (including the uses proposed as part of the Project) has already been completed. The Proposed Project would not impede access to emergency roadways, driveways, and parking areas, nor would it significantly impact the ability of emergency service vehicles to access the Project Site and adjacent properties.

f. Result in inadequate parking capacity?

Response: Code parking for the Office Building to be located at 5900 Center Drive will be provided within such building. Code parking for residents of the apartments at 6040 Center Drive will be provided within the apartment building. Resident parking consistent with the Advisory Agency's condominium parking guidelines will be provided for the condominiums at 6055 Center Drive. Restaurant parking, as well as guest parking for the condominiums will be provided at the existing 6060, 6080, and 6100 Center Drive structures pursuant to standard off-site parking covenants as permitted by LAMC Section 12.21A.4.g. These structures are located within the 750 foot service radius permitted by Section 12.21A.4.g. There are currently 403 more spaces in these structures than required to serve existing development associated with such structures. Such spaces are more than sufficient to supply the 153 spaces needed for the restaurant parking, as well as the Advisory Agency's guest parking policies for the Condominium Project.

- g. Conflict with adopted policies, plans, or programs supporting alternative transportation (e.g., bus turnouts, bicycle racks)?

Response: The Project would not conflict with adopted policies, plans, or programs supporting alternative transportation (e.g., bus turnouts, bicycle racks).

XVI. UTILITIES. Would the project:

- a. Exceed wastewater treatment requirements of the applicable Regional Water Quality Control Board?
- b. Require or result in the construction of new water or wastewater treatment facilities or expansion of existing facilities, the construction of which could cause significant environmental effects?
- c. Require or result in the construction of new stormwater drainage facilities or expansion of existing facilities, the construction of which could cause significant environmental effects?
- d. Have sufficient water supplies available to serve the project from existing entitlements and resource, or are new or expanded entitlements needed?
- e. Result in a determination by the wastewater treatment provider which serves or may serve the project that it has adequate capacity to serve the project's projected demand in addition to the provider's existing commitments?
- f. Be served by a landfill with sufficient permitted capacity to accommodate the project's solid waste disposal needs?
- g. Comply with federal, state, and local statutes and regulations related to solid waste?

The 1986 EIR addressed the energy and fuel demands of development of Howard Hughes Center. Energy conservation mitigation measures were imposed, as well as the requirement for TDM measures to reduce vehicle trips. The City nevertheless determined that development of Howard Hughes Center would contribute to cumulative impacts of energy consumption of non-renewable sources, which impacts were considered significant and unavoidable. Accordingly, a Statement of Overriding Considerations was adopted for the project's contribution to cumulative impacts of energy consumption of non-renewable sources.

The 2005 Addendum determined that approval of the Second Amendment to the HHC Development Agreement would not substantially affect the energy demands of the Howard Hughes Center development. The 2005 Addendum addressed water availability, and found that the current Urban Water Management Plan adopted by the Los Angeles Department of Water and Power had already accounted for the build-out of Howard Hughes Center, and that the authorization of 600 residential units as an alternative to 600 hotel rooms would not result in a significant new impact to water supplies.

The applicant's request for FAR averaging, vesting tentative tract map for condominium purposes, and the haul route would not generate any new impacts with respect to energy conservation or utilities. The number of residential units and amount of developed floor area would be consistent with the amount of development authorized under the existing HHC Development

Agreement.

The 1986 HHC EIR estimated that the Howard Hughes Center would generate approximately 699,000 gallons of wastewater per day, which would affect the treatment capacity of the Hyperion Treatment Plant. The 1986 HHC EIR found that short-term impacts could not be mitigated, but that with completion of the Hyperion Plant upgrade, long-term impacts would be less than significant. A Statement of Overriding Considerations was adopted for the short-term impacts. The 1998 Entertainment Center EIR did not specifically address sewer impacts, as the Initial Study determined that the impacts would be less than significant. The wastewater generated by the project would be within the projections of the prior environmental analyses. The project would include low flow faucets and toilets, which would further reduce wastewater generation. Moreover, the project would comply with all applicable wastewater treatment requirements of the Regional Water Quality Control Board. The project would not dispose of industrial wastes into the wastewater system. Therefore, the project would not exceed the applicable wastewater treatment requirements. Since the time that the Howard Hughes Center project was analyzed, the Hyperion Treatment Plant has upgraded the capacity of its existing secondary treatment system twice, opened an additional primary treatment system, and built a new secondary treatment system, which is partially in operation. In December 1998, the Hyperion Treatment Plant was upgraded to provide full treatment to all influent based on an average dry weather flow of 450 million gallons per day. The plant currently process approximately 360 million gallons per day. The amount of wastewater generated by the project would be within that analyzed in the prior EIRs and Addendum and as such, the project would not require the construction of new water or wastewater treatment facilities or the expansion of existing facilities. Therefore, any potential impacts of the project on sewer facilities would be less than significant.

XVII. MANDATORY FINDINGS OF SIGNIFICANCE.

- a. Does the project have the potential to degrade the quality of the environment, substantially reduce the habitat of fish or wildlife species, cause a fish or wildlife population to drop below self-sustaining levels, threaten to eliminate a plant or animal community, reduce the number or restrict the range of a rare or endangered plant or animal or eliminate important examples of the major periods of California history or prehistory?
- b. Does the project have impacts which are individually limited, but cumulatively considerable? ("Cumulatively considerable" means that the incremental effects of an individual project are considerable when viewed in connection with the effects of past projects, the effects of other current projects, and the effects of probable future projects).
- c. Does the project have environmental effects which cause substantial adverse effects on human beings, either directly or indirectly?

Response: Potential cultural and historic effects were reduced to less than significant levels by mitigation measures adopted in connection with the 1986 EIR. The Project Site contains no biological resources, the Proposed Project does not have the potential to degrade the quality of the environment, reduce the habitat of fish or wildlife species, cause a fish or wildlife population to drop below self-sustaining levels, threaten to eliminate a plant or animal community, reduce the number or restrict the range of a rare or endangered species or eliminate important examples of California history or prehistory. The 1986 EIR considered the potential effects of Howard Hughes Center in connection with cumulative development, for which the City of Los Angeles adopted mitigation measures and a Statement of Overriding

Considerations. All of the traffic, transportation, and other public service infrastructure measures required for the complete build-out of Howard Hughes Center have already been completed. The 2005 Addendum concluded that the authorization of 600 residential units as an alternative to 600 hotel rooms would not result in significant new impacts. Due to the project's direct access to the 405 Freeway, the proposed haul route would not affect any neighboring residential streets or local roadways in conjunction with other construction projects. Under the HHC Development Agreement, the applicant has a vested right to develop the uses proposed. The applicant's request for FAR averaging and vesting tentative tract map for condominium purposes would not generate any new cumulative impacts. The Project will not result in any environmental effects which cause substantial adverse effects on human beings, either directly or indirectly, that have not previously been the subject of analysis, mitigation, and a Statement of Overriding Considerations.

■ DISCUSSION OF THE ENVIRONMENTAL EVALUATION (Attach additional sheets if necessary)

PREPARED BY	TITLE	TELEPHONE #	DATE
<i>Sarah Moline</i>	<i>City Planning Assoc.</i>	<i>(213)473-9983</i>	<i>10-16-08</i>

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APPENDIX A

Howard Hughes Center Development Agreement Memorandum, November 1, 1990

MEMORANDUM

TO: DEPARTMENT OF CITY PLANNING
DEPARTMENT OF BUILDING AND SAFETY
DEPARTMENT OF PUBLIC WORKS
DEPARTMENT OF TRANSPORTATION

FROM: EDWARD C. DYGERT, Senior Assistant City Attorney
by Patricia V. Suber

DATE: NOVEMBER 1, 1990

SUBJECT: HOWARD HUGHES CENTER DEVELOPMENT AGREEMENT

Development of the property commonly known as Howard Hughes Center is covered by a Development Agreement between the City and the property owner, dated November 3, 1986. The Development Agreement was unanimously approved by the City Council on October 1, 1986 with the adoption of Ordinance No. 161 685. The Development Agreement became effective on November 4, 1986. The Development Agreement was prepared and approved pursuant to the Development Agreement Act, CAL. GOV'T CODE § 65864 et seq., and Section 8 of the Coastal Transportation Corridor Specific Plan (Ordinance No. 160 394).

In the Development Agreement the City has contractually agreed that the owner will be permitted to carry out and complete the entire Project (as defined in Section I.G of the Development Agreement) "subject to the terms and conditions of this Agreement, the conditions established in the Project Approvals and the Applicable Rules." (Section III.B, p.16) The Development Agreement is intended to provide for "the orderly development of the Project" (Section II.B, p.4), and it also provides that upon satisfactory completion by the owner of all required preliminary actions and payment of appropriate processing fees, the City "shall promptly commence and diligently proceed to complete all required steps necessary for the implementation of this Agreement and the development by [the owner] of Howard Hughes Center in accordance with the terms of this Agreement, including, but not limited to, the processing and checking of all final subdivision maps, any and all agreements, covenants and related matters required under the conditions of Project Approvals, building plans and specifications and any other plans necessary for development of Howard Hughes Center, filed by [the owner] or its nominee." (Section V.D, p.34)

In order to avoid misunderstandings about the Development Agreement, this memorandum is intended to help City Staff better understand the rules that apply to Howard Hughes Center and to identify and clarify for City Staff issues that may arise from time to time in the processing of Final Maps and building permits.

A. VERIFICATION OF COMPLIANCE WITH THE DEVELOPMENT AGREEMENT

In connection with the processing of Final Maps and building permits, verification of compliance with the conditions of the Development Agreement is the responsibility of the Department of City Planning, Development Agreement Unit.

B. PROJECT APPROVALS

The term "Project Approvals", as used in the Development Agreement, refers to the following:

1. Tentative Tract Map No. 35269

Verification of compliance with the conditions of the Tentative Tract Map are the responsibility of the Advisory Agency of the Department of City Planning. It is important to note that, as provided in the above-quoted provisions of the Development Agreement, Final Maps should be processed diligently so as not to prevent orderly development of the Project.

2. Variance No. ZA 85-0624(YV) - Height District Variance

This approval and the conditions attached to it established density for individual lots and parcels within the Project. It is null and void as a result of a Superior Court decision and, therefore, is no longer applicable to the Project.

Voiding of the Variance affects Exhibit "D" to the Development Agreement. To the extent that Exhibit "D" appears to allow certain parcels to exceed a floor area ratio ("FAR") of 3.0, it is no longer valid because the ability to exceed a FAR of 3.0 depended on the validity of the Variance. In addition, it was a condition of the Variance that certain parcels be restricted to "0" density. With the voiding of the Variance, this restriction is eliminated. Thus, as a result of the voiding of the Variance, all lots are now subject to a maximum total floor area of three times the buildable area of the lot (i.e., a FAR of 3.0). See Paragraph C.3 below regarding "Density" which is now established by the Applicable Rules described in such Paragraph.

3. Conditional Use Permit No. ZA 85-0625(CUZ) - Parks

This Conditional Use Permit allowed the establishment of up to 15 acres of private park on the site. It has been utilized with the construction of the approximately 7.5 - acre linear park. Conditions of this CUP are presented in Appendix "A".

4. Conditional Use Permit No. CPC 85-329 CU - Hotel

This Conditional Use Permit has expired, but it is no longer necessary because the M1-zoned portion of the Project was rezoned to C2 in 1986. Hotel use is allowed by right in the C2 zone.

The Project is not subject to the requirement (added in 1987 by Ordinance No. 162394) for a CUP for hotels in a C2 Zone where the hotel is located within 500 feet of any A or R Zone because changes in the City's zoning regulations which conflict with or are more restrictive than the Applicable Rules (as defined in paragraph C below) are not applicable to the Project, as more fully explained in paragraph C below.

5. Conditional Use Permit No. ZA 85-0623(CUB) - Liquor and Dancing

This Conditional Use Permit was utilized with the permitting of a cafe serving alcoholic beverages at 6701 Center Drive West, Suite 180. Conditions of the CUP are presented in Appendix "B".

C. APPLICABLE RULES

As defined in Section I.A of the Development Agreement, Applicable Rules "means the rules, regulations and official policies of City in force as of June 18, 1986, governing permitted uses of Howard Hughes Center, governing density, and governing design, improvement and construction standards and specifications applicable to the Project." The Development Agreement further provides that "[a]ny change in the Applicable Rules, including, without limitation, any change in any applicable general or specific plan, zoning, subdivision, or building regulation, adopted or becoming effective after June 18, 1986, . . . which would conflict in any way with or be more restrictive than the Applicable Rules, shall not be applied by City to the Project unless such changes (i) are found by City to be necessary to the health and safety of the citizens of City, (ii) are generally applicable to all property in City, and (iii) do not prevent or delay development of the Project in accordance with this Agreement." (Section III.B.1, p.17)

1. Phasing

The Project is subject to phasing requirements as shown on Appendix "C". A Final Map (Tract No. 44629) for Phase I of the Project was recorded on October 27, 1986. Final Maps for Phases II, III and IV of the Project may be processed and recorded once the specific requirements for such Maps, as shown in Paragraph B on Appendix "C", are satisfied or guaranteed. Actual construction or occupancy of the entire density allowed in each Phase is not required before the recordation of Final Maps for subsequent Phases. There are different phasing requirements

for the recordation of Final Map units than phasing requirements for the issuance of building permits. Essentially, the prerequisites for the recordation of Final Map units for each Phase depend on the satisfaction of certain conditions regarding transportation improvements, as fully set forth in Appendix "C". Additional and separate requirements have to be satisfied before the issuance of certain building permits, as set forth in the conditions of approval under Tentative Tract Map No. 35269, CUP No. ZA 85-0625(CUZ) and CUP No. ZA 85-0623(CUB), as applicable.

2. Land Use

The Project is zoned C2-1 and permitted land uses within the Project are commercial office, any retail use permitted in the C2 zone as of June 18, 1986, fitness center, hotels with ancillary retail and meeting rooms, and commercial condominiums.

3. Density

Total density of the Project may not exceed (i) 2,700,000 square feet of commercial office and retail development, including at the Owner's option a maximum 100,000 square feet of retail and a maximum 100,000 square feet fitness center, and (ii) 600 hotel rooms; provided, however, that the Owner may construct up to 900 additional hotel rooms, to a maximum of 1,500 total hotel rooms, by exchanging 301 square feet of commercial office-retail space for each additional hotel room. Retail space ancillary to any hotel use (i.e., retail uses typically located in a luxury, deluxe or first-class hotel and clearly intended for the convenience of hotel patrons) shall be excluded from the 100,000 square foot limit on retail. Square footage shall be calculated in accordance with Sections 12.21.1A5 and 12.21.1B4 of the Los Angeles Municipal Code in effect on June 18, 1986.

The Project is not subject to Proposition "U" and, therefore, the maximum total floor area contained in all the main buildings on a lot within the Project is three times the buildable area of such lot. As explained in Paragraph B.2 above, as a result of the voiding of Variance No. ZA 85-0624(YV), the portions of Exhibit "D" to the Development Agreement which appear to authorize lots to exceed 3.0 FAR or to restrict lots to "0" density, are no longer valid.

Portions of any lot which are located under or over a dedicated street but which are retained by the Owner for the exclusive use of the Owner and its tenants, invitees, etc. shall be considered as part of such lot in determining the buildable area of such lot.

4. Height

The Project is subject to height limitations as shown in Appendix "D".

5. Parking

The Project is subject to the parking requirements set forth on Appendix "E". Ordinance No. 165773 does not apply to the Project.

6. Landscape

Ordinance No. 163532, which was approved by City Council on April 26, 1988, amends Chapter XII of the Los Angeles Municipal Code, the Water Conservation Regulations of the City of Los Angeles. The Ordinance does two things:

- A. Amends Article II of Chapter XII, commonly referred to as Water Closet, Urinal and Showerhead Regulations; and
- B. Adds an Article III to Chapter XII, commonly referred to as Xeriscape.

The Water Closet, Urinal and Showerhead Regulations apply to the Project. Xeriscape, or any other landscaping ordinance effective after June 18, 1986, does not apply to the Project.

7. Signs

The Project is subject to signage regulations set forth as of June 18, 1986 in Division 62 of Article 1 of Chapter IX of the Los Angeles Municipal Code.

8. Site Plan Review

The Project is not subject to Site Plan Review (Ordinance No. 165951). A separate EIR was certified and conditions established as part of the process in which all Project Approvals described above were approved.

9. Sewer Allocation

The Project is not subject to sewer allocation processing that would prevent or delay orderly development of the Project. Thus, the Project is not subject to Ordinance No. 166060.

10. Housing Linkage Fee

The Project is not subject to the so-called housing linkage fee notice ordinance (Ordinance No. 165530), nor will it be subject to a subsequent ordinance or ordinances contemplated by such notice ordinance.

11. Coastal Transportation Corridor Specific Plan

The Project is subject to the Coastal Transportation Corridor Specific Plan (Ordinance No. 160394). The obligations of the Project under such Specific Plan are set forth in Article IV of the Development Agreement. The Project will not be subject to amendments to the Specific Plan that conflict in any way with or are more restrictive than the provisions of the Specific Plan as set forth in Ordinance No. 160394.

APPENDIX "A"

CONDITIONS OF CUP NO. ZA 85-0625 (CUZ)

1. That the use and development of the property shall be in substantial conformance with the plot plan submitted with the application and marked Exhibit "A".
2. That all other use, height and area regulations of the Municipal Code be strictly complied with in the development and use of the property, except as such regulations are herein specifically varied or required.
3. That in no event shall there be any loudspeaker or public address system installed or operated on any open portion of the premises, and that any phonograph, radio or other recorded music used in connection with any activity be sufficiently modulated so as to not be disturbing or detrimental to persons residing in the immediate vicinity.
4. That all open areas of the property, including any parkways, not designated for a specific use under this application shall be attractively landscaped. Landscaping shall consist of adequate surface cover such as lawn or ivy appropriately interspersed with trees and/or shrubs. Further, these open areas shall be equipped with a well-designed water sprinkling system which shall be installed prior to the issuance of any certificate of occupancy for the use of the property under the subject application. All open areas shall be kept free of weeds, litter or waste matters of any type so that the entire premises will be maintained in an attractive and safe condition at all times.
5. That the authorized use shall be conducted at all times with due regard for the character of the surrounding district, and the right is reserved to the Zoning Administrator to impose additional corrective conditions, if, in his opinion, such conditions are proven necessary for the protection of persons in the neighborhood or occupants of adjacent property.
6. That any use of the involved private recreational facility and park for commercial purposes, including, but not limited to, the renting or leasing of any part shall be strictly prohibited except in conjunction with the proposed health fitness center.
7. That all terms and conditions of Tentative Tract No. 25269 shall be strictly complied with.
8. That the applicant shall execute and record a covenant with the City of Los Angeles on a form provided by the Planning Department that shall prohibit any use of that property indicated as a park on Exhibit "A" other than a non-commercial, private park. Such covenant shall be approved by the Zoning Administrator prior to recordation and following recordation, copies shall be delivered to the Superintendent of Building and Safety and the Office of Zoning Administration.

APPENDIX "B"

CONDITIONS OF CUP NO. ZA 85-0623 (CUB)

1. That the use and development of the property shall be in substantial conformance with the plot plan submitted with the application and marked Exhibit "A".
2. That all other use, height and area regulations of the Municipal Code be strictly complied with in the development and use of the property, except as such regulations are herein or otherwise specifically varied or required.
3. That the establishment of each such use be subject to the plan approval requirements of the Office of Zoning Administration.
4. That dancing be permitted only in bars and bona fide restaurants on the site or within hotels.
5. That a maximum of 500 of the 7,500 seats be located in establishments that do not have food service.

APPENDIX "C"
TRANSPORTATION IMPROVEMENTS

Description of Transportation Improvements and Phasing
Thereof

A. Company shall

1. Dedicate and improve (or suitably guarantee) the new San Diego Freeway southbound ramps.
2. Dedicate and improve (or suitably guarantee) Road I (Howard Hughes Parkway) from Sepulveda Boulevard to the new southbound ramps.
3. Dedicate and improve (or suitably guarantee) Road II from Sepulveda Boulevard to Road III.
4. Dedicate and improve (or suitably guarantee) Road III from Road II to Road I.
5. Dedicate and improve (or suitably guarantee) Road IV from Road II to the turning circle and, if approved by Culver City, extending northerly to Centinela Avenue. If unable to acquire the necessary dedication and approvals the Company shall demonstrate to the satisfaction of the Advisory Agency and the Department of Transportation that an attempt has been made to acquire the necessary right-of-way and approvals for the construction of the access/egress connection from the Road IV turning circle north of Road II to Centinela Avenue.
6. Dedicate and improve (or suitably guarantee) Sepulveda Boulevard adjoining the tract area and provide a northbound bike lane on Sepulveda Boulevard to the satisfaction of the Department of Transportation and the City Engineer consistent with the right-of-way requirements required by the City Engineer unless an amendment to the Bicycle Plan is approved by the City Council.
7. Dedicate and improve (or suitably guarantee) the intersection of Centinela Avenue and Sepulveda Boulevard to provide the following:

86-1507410

- a. three through lanes plus double left-turn lanes northbound;
 - b. three through lanes plus double left-turn lanes; and a right-turn lane southbound;
 - c. three northbound and southbound departure lanes;
 - d. two through lanes plus double left-turn lanes westbound;
 - e. two through lanes plus left-turn lane and a right-turn lane eastbound;
 - f. upgraded signalization.
8. Dedicate and improve (or suitably guarantee) the necessary portions of Road II from Road III to Road I as determined by the City Engineer to provide access to the lots being developed.
9. Dedicate and improve (or suitably guarantee) the necessary portions of Road I from the southbound freeway ramps to Road II as determined by the City Engineer to provide access to the lots being developed.
10. a. Complete the dedication and improvement (or suitably guarantee) of Sepulveda Boulevard from Centinela Avenue to southerly of 74th Street. However, if Company is unable to acquire the necessary right-of-way prior to approval of the final map, Company shall execute an agreement with the City whereby Company agrees to pay City's cost of acquiring the necessary right-of-way, including all attorney fees and costs and complete the necessary improvements.
- b. Subject to paragraph 10a above, dedicate additional right-of-way satisfactory to the City Engineer and the Department of Transportation varying from 19-feet to 30-feet adjoining the tract and to a maximum of 10-feet at 74th Street, along Sepulveda Boulevard between Centinela Avenue and southerly of 74th Street to provide for the following:

86-1507410

- (i) Three southbound lanes and four northbound lanes with a striped median between Centinela Avenue and 74th Street;
 - (ii) Double southbound left-turn lanes at Centinela Avenue, at Road II, and at Road I; and a left-turn lane at 74th Street;
 - (iii) A right turn lane at 74th Street, at Road I, at Road II, and at Centinela Avenue. The right turn lane at 74th Street may be deleted if additional widening is provided in Road I to accommodate a free right turn movement from northbound Sepulveda Boulevard to Road I satisfactory to the City Engineer and Department of Transportation;
 - (iv) A northbound 5-foot bike lane;
 - (v) A minimum 7-foot full-width concrete sidewalk adjacent to the easterly curb between southerly of 74th Street and Centinela Avenue;
 - (vi) If required by the Southern California Rapid Transit District, a bus turnout with an enclosed lighted shelter back of the sidewalk.
11. Dedicate and improve (or suitably guarantee) the intersection of Centinela Avenue and Sepulveda Boulevard to provide (in addition to those improvements specified in Item 7, above) the following:
- a. a northbound right turn lane;
 - b. a third eastbound through lane and a second eastbound right-turn lane;
 - c. upgraded signalization.

If the City of Culver City has not accepted the dedications and has not reasonably approved the above-described improvements, Company shall offer to make the dedications and to suitably

guarantee same through a bond or other assurance satisfactory to the City Engineer. Company shall construct the improvements if and when Culver City accepts the offer of dedication and grants its reasonable approval for the improvements.

12. Provide evidence satisfactory to the Advisory Agency and the City Engineer that the dedication has been reasonably assured and improvement plans for the new San Diego freeway northbound off-ramp design have been submitted to Caltrans.
13. Complete the dedication and improvement (or suitably guarantee) of Road II, including the bridge crossing the southbound San Diego Freeway ramps.
14. Complete the dedication and improvement (or suitably guarantee) of Road I.
15. Provide evidence satisfactory to the Advisory Agency and the City Engineer that the dedication has been reasonably assured and improvement plan for the new San Diego Freeway northbound on-ramp design have been submitted to Caltrans.
16. Demonstrate to the satisfaction of the Advisory Agency and the Department of Transportation that an attempt has been made to negotiate a fair share participation in improvements of the following Culver City intersections:
 - a. Bristol Parkway/Centinela Avenue;
 - b. Centinela Avenue/Green Valley Circle;
 - c. Jefferson Boulevard/Sepulveda Boulevard;
 - d. Jefferson Boulevard/Slauson Avenue;
 - e. Sepulveda Boulevard/Slauson Avenue.
17. Submit evidence satisfactory to the Advisory Agency and Department of Transportation that Company has guaranteed participation on an equal basis with the subdivider of LAX-northside (Tentative Tract No. 34836) in the improvement of the Sepulveda Boulevard and Manchester Avenue intersection to include the following:

86-1507410

- a. remove median islands;
 - b. restripe all approaches for dual left-turn lanes with appropriate traffic signal improvements.
18. Execute and record against the property a covenant and agreement in form and substance satisfactory to the City Attorney pursuant to which Company shall agree that prior to obtaining a building permit for the first building in Phase IV (as set forth below), the Department of Transportation shall make a determination whether or not to require the construction of any or all of the traffic signals at the locations described below:
- a. Sepulveda Boulevard and Road II;
 - b. Road I and Road III;
 - c. Road II and Road III;
 - d. Road I, Road II and San Diego Freeway northbound ramps;
 - e. Road I and the San Diego Freeway southbound ramps.
 - f. Sepulveda Boulevard and Road I

Prior to the issuance of a building permit for Phase IV of the development, ensure, satisfactory to the Los Angeles Department of Transportation, the installation of the above traffic signals, required by LADOT. If, seven years after the issuance of the building permit for the first building in Phase IV of the development, these traffic signals have not been found to be warranted by LADOT, the funds will be released to Company.

19. Award and execute the contract for the construction of the northbound off ramps.
20. Complete construction and open for public use or open to the satisfaction of the Advisory Agency the northbound off ramp.
21. Award and execute the contract for the construction of the northbound on ramp.

22. Complete construction and open for public use or open to the satisfaction of the Advisory Agency the northbound on ramp.

B. The Transportation Improvements described above shall be phased as follows:

1. Items 1 through 7, inclusive, and item 18f shall be assured prior to the recordation of the first final map unit for Phase I.
2. Item 8 shall be assured as to each particular lot being developed prior to the recordation of the final map unit for each such lot.
3. Items 9 through 12, inclusive, shall be assured prior to the recordation of the first final map unit for Phase II.
4. Items 13 through 16, inclusive, shall be assured prior to the recordation of the first final map unit for Phase III.
5. Items 17 and 18 shall be assured prior to the recordation of the first final map unit for Phase IV.
6. Item 19 shall be complete prior to issuance of a certificate of occupancy for more than 450,000 square feet of Phase II.
7. Items 20 and 21 shall be complete prior to issuance of any building permits for Phase III.
8. Item 22 shall be complete prior to issuance of any building permits in excess of 500,000 square feet in Phase III.

C. The phasing plan for the Project is as follows:

Phase I: 400,000 square feet of building area, 600 hotel rooms, and landscaped buffers on Lots OS2 through OS6 as shown on Revised Tentative Tract No. 35269, stamp-dated July 26, 1985.

Phase II: Development up to a maximum of an additional 750,000 square feet of office/retail and commencement of construction of Parcel F as an open space and Parcel OS1 as a private

park (office/retail space may be exchanged for additional hotel rooms).

Phase III: Development up to a maximum of an additional 1,090,000 square feet of office/retail (office/retail space may be exchanged for additional hotel rooms). If not in Phase II, the completion of Parcel F as an open area court shall occur in this Phase.

Phase IV: Balance of the development of the Project (office/retail space may be exchanged for additional hotel rooms).

86-1507410

PROPOSED MAXIMUM HEIGHT OF BUILDINGS

APPENDIX "D"

Airport
Hazard Elev.
Level

Parcel No.	Parcel No.	Bldg. No.	Bldg. Function	Finish Grdn Elevation ¹	Max. Ht. Above Fin. Grade	Maximum ² Stories	Max. Elev. ¹	Airport Hazard Elev. Level
A1, A3, A4	A1, A3		Office & Parking ⁴	30-38± ft.	340 feet	26 stories	376 ft.	376 ft.
A2, A5-A7	A2, PA		Office & Parking	36-42± ft.	340 feet	26 stories	376 ft.	376 ft.
B1-B4	PB		Parking	60± ft.	65 feet	6 levels	125 ft.	326 ft.
B5-B7	B		Office or Hotel & Parking	50-55± ft.	280 feet	20 stories	326 ft.	326 ft.
C1-C3	PC		Parking	60± ft.	65 feet	6 levels	125 ft.	326 ft.
C4-C6	C		Office & Parking	50-55± ft.	175 feet	12 stories	230± ft.	326 ft.
D1-D2	PC		Parking	60± ft.	65 feet	6 levels	125 ft.	326 ft.
D3-D5	D		Office & Parking	50-55± ft.	280 feet	20 stories	326± ft.	326 ft.
E1-E3	E		Hotel & Parking	55-60± ft.	220 feet	20 stories	280± ft.	326 ft.
F1-F3	F		Cent. Square & Parking	55± ft.	45 feet	3 stories	100± ft.	326 ft.
G1-G3	G		Office or Hotel & Parking	55-65± ft.	145 feet	10 stories	200± ft.	326 ft.
H1-H3	PH		Parking	60± ft.	65 feet	6 levels	125 ft.	326 ft.
H4-H5	H		Office & Parking	50-60± ft.	175 feet	12 stories	235± ft.	326 ft.
J1-J3	PJX		Parking	60-65± ft.	65 feet	6 levels	125 ft.	326 ft.
J4-J6	J		Office & Parking	45-55± ft.	90 feet	6 stories	140± ft.	326 ft.
K1-K3	K		Office or Hotel & Parking	50-60± ft.	75 feet	6 stories	140± ft.	326 ft.
H1-H2	H		Parking	60-65± ft.	110 feet	8 stories	170± ft.	326 ft.
P1-P2	PEH		Hotel & Parking & Fitness	60-65± ft.	50 feet	5 levels/ stories	115 ft.	326 ft.
P3-P6	PO, PG		Parking	60± ft.	75 feet	7 levels	135 ft.	326 ft.
S1	None		Service Tunnel	55-60± ft.	No bldg.	No bldg.	No bldg.	326 ft.

Notes: 1 - Above sea level.

2 - Above Grade.

3 - Includes area within Road IV traffic circle.

4 - Building function includes project monument in traffic circle.

Source: PLANNING CONSULTANTS RESEARCH, PSOHAS & ASSOCIATES

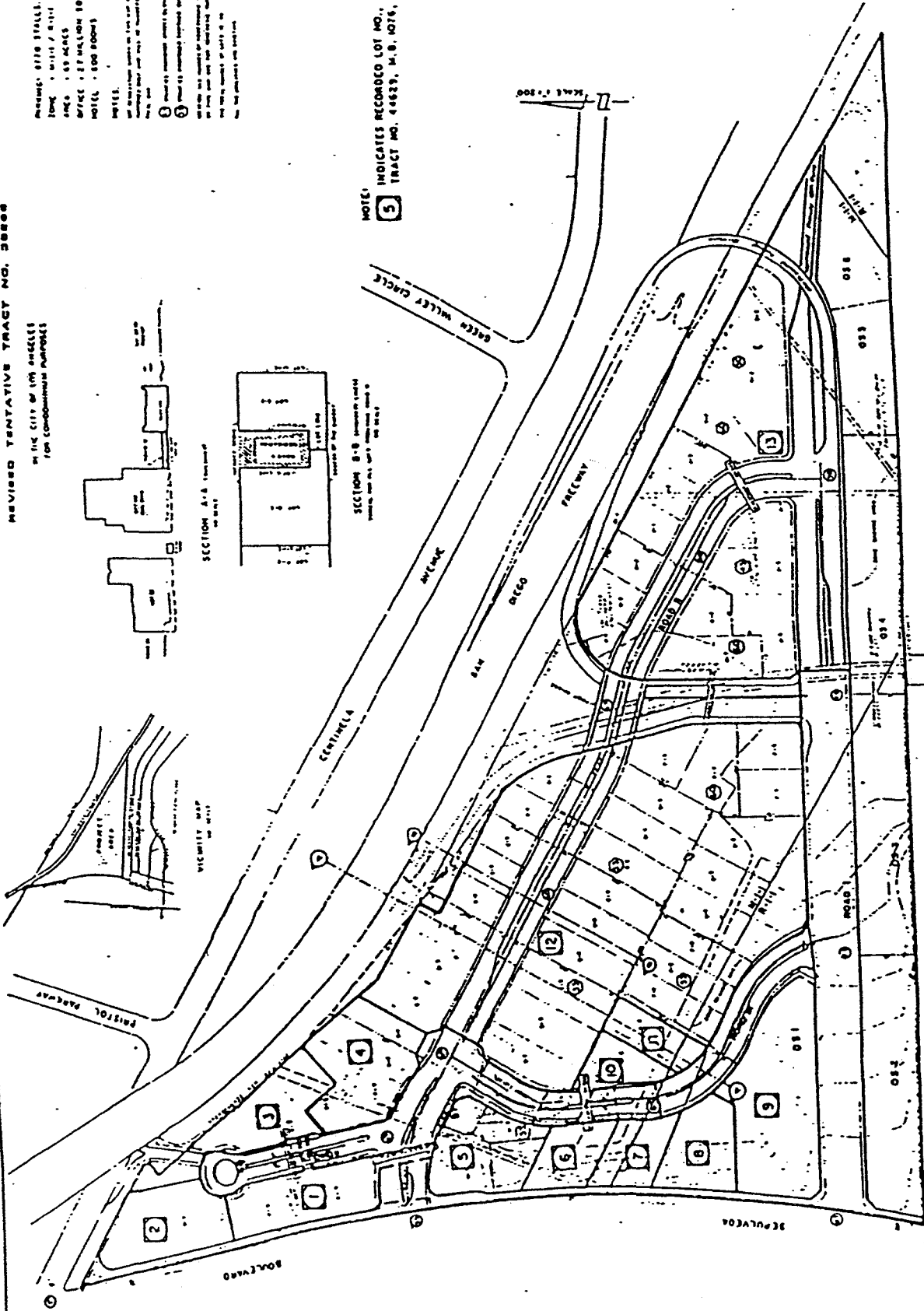
REVISED TENTATIVE TRACT NO. 38888

IN THE CITY OF LOS ANGELES
FOR CONDOMINIUM PURPOSES

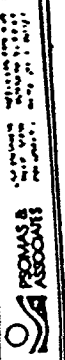
APPROXIMATE 8710 SQUARE FEET
 LONG 1/2 MILE / 0.17 MILE
 AREA 1.53 ACRES
 OFFICE 27 UNITS / 10,775 SQ. FT.
 HOTEL 100 ROOMS

NOTES:
 1. All dimensions are shown in feet and inches.
 2. All dimensions are shown in feet and inches.
 3. All dimensions are shown in feet and inches.
 4. All dimensions are shown in feet and inches.
 5. All dimensions are shown in feet and inches.

MOTEL:
 5 INDICATES RECORDED LOT NO.,
 TRACT NO. 44829, M.B. 4076, PG. 3/10.



FORWARD, JAMES CENTER
 ARCHITECTS
 1000 WEST 10TH STREET
 LOS ANGELES, CALIFORNIA 90015
 PREPARED FOR THE CITY OF LOS ANGELES
 DEPARTMENT OF PUBLIC WORKS
 DIVISION OF PLANNING AND DEVELOPMENT
 1200 WEST 10TH STREET
 LOS ANGELES, CALIFORNIA 90015



APPENDIX "E"

<u>Use</u>	<u>Parking Requirement</u>
1. Office	3 spaces per 1,000 sq. ft. of Floor Area. $\sqrt{}$
2. Retail	2 spaces per 1,000 sq. ft. of Floor Area.
3. Hotel	1 space for each hotel room or suite of rooms for the first 30; 1 additional space for each two rooms or suite of rooms in excess of 30 but not exceeding 60; and 1 additional space for each three guest rooms or suite of rooms, in excess of 60.
a. Ancillary retail (including restaurants)	2 spaces per 1,000 sq. ft. of Floor Area
b. Meeting rooms(with no fixed seats)	1 space for each 35 sq. ft. of Floor Area (exclusive of any stage).
4. Fitness Center	1 space per 500 sq. ft. of Floor Area.

1. Floor Area as calculated in accordance with Section 12.21.1A5 and Section 12.21.1B4 of the Municipal Code in effect as of June 18, 1986, which Sections exclude from floor area any space devoted to stairways, elevator shafts, light courts, rooms housing mechanical equipment or machinery incidental to the operation of buildings, basement storage, parking with necessary interior driveways and ramps thereto, and the landing and storage of helicopters. Parking requirements for office uses may be reduced to 2.75 spaces per 1,000 sq. ft. under certain circumstances set forth in Condition No. 15i of Tentative Tract Map No. 35269.

APPENDIX B:
Proposed Haul Route Application

CITY OF LOS ANGELES
DEPARTMENT OF CITY PLANNING

PROPOSED HAUL ROUTE

The following information shall be submitted as a part of all applications for tentative tracts and private streets when a haul route is proposed over public dedicated streets, and involves the import or export of earth material of 1,000 cubic yards or more.

Attach to this form a copy of the page from the Thomas Guide outlining the subject property, the proposed borrow or disposal site, and haul route.

Tentative Tract No. _____ Private Street No. _____

Job Address _____ District Map _____

Existing Legal Description: Lot _____ Block _____ Tract _____

NOTE: If the existing legal description is by metes and bounds, or as a portion of a lot, just note "POR". Example: Lot POR.24 (portion of lot 24)

Cubic Yardage (Specify Import or Export) _____

OWNER: _____ Phone No. _____

Mailing Address: _____
Street City Zip

SUBDIVIDER (if different from owner): _____ Phone No. _____

Mailing Address: _____
Street City Zip

HAULING CONTRACTOR: _____ Phone No. _____

Mailing Address: _____
Street City Zip

The proposed haul route is as described below:

FROM - (Address) _____

TO - (Address) _____

LOADED TRUCKS - _____

EMPTY TRUCKS - _____

MAXIMUM GROSS WEIGHT _____

NUMBER AND TYPE(S) OF VEHICLES TO BE USED FOR HAULING (Dump Truck, Semi-Trailer, Truck and Trailer, etc. Also state the number of wheels per type of vehicle to be used):

HOURS: _____ A.M. to _____ P.M. DAYS: _____
No hauling between 6 p.m. and 7 a.m. NO HAULING ON SUNDAYS

TOTAL TRIPS PER DAY _____

DURATION OF PROJECT _____

Signature of Owner or Representative

Date

APPENDIX C: Department of City Planning
Letter of Clarification Re: Howard Hughes Center Tract No. 35269, November 4, 1999

CITY OF LOS ANGELES
CALIFORNIA

DEPARTMENT OF
CITY PLANNING
221 N. FIGUEROA STREET
LOS ANGELES, CA 90012-2601

CITY PLANNING
COMMISSION

PETER M. WEIL
PRESIDENT
JORGE JACKSON
VICE-PRESIDENT
MARNA SCHNABEL
ROBERT L. SCOTT
NICHOLAS H. STONNINGTON

GABRIELE WILLIAMS
COMMISSION EXECUTIVE ASSISTANT
(213) 580-5234



RICHARD J. RIORDAN
MAYOR

EXECUTIVE OFFICES
16TH FLOOR
CON HOWE
DIRECTOR
(213) 580-1160
FRANKLIN P. EBERHARD
DEPUTY DIRECTOR
(213) 580-1163
GOROON B. HAMILTON
DEPUTY DIRECTOR
(213) 580-1165
ROBERT H. SUTTON
DEPUTY DIRECTOR
(213) 580-1167
FAX: (213) 580-1176
INFORMATION
(213) 580-1172

Date: NOV 04 1999

Arden Realty Limited Partnership
6701 Center Drive West, Suite 1400
Los Angeles, CA 90045
Attn: Mike Russell

Latham & Watkins
633 W. 5th Street
Los Angeles, CA 90071
Attn: Dale Neal

Re: Tract No. 35269
Council District No. 6

LETTER OF CLARIFICATION

On January 24, 1986, in accordance with provisions of Section 17.03 of the Los Angeles Municipal Code, the City Council conditionally approved Tentative Tract No. 35269 as a commercial subdivision of 63 lots, commonly known as Howard Hughes Center ("HHC") and located at 6900 Sepulveda Boulevard.

The recent realignment of Center Drive, as reflected on Tract No. 51419 (a final map unit of Tract No. 35269), resulted in a reconfiguration of parcels with areas (previously street) with no height designation. That has created a need for a new height limit exhibit under Condition No. 19 that clearly shows how the height limits approved under Tract No. 35269 are intended to apply to the existing recorded parcels.

Additionally, Arden Realty Limited Partnership, the current owners of the undeveloped portion of HHC, proposes to increase the size of the "open court" or "open area court" (the terminology used in Condition of Approval No. 15d of Tract No. 35269) or "Cent. Square" (the terminology used in Exhibit D to the Conditions of Approval of Tract No. 35269) previously proposed by Howard Hughes Properties, Limited Partnership on Parcel F of Tract No. 35269 and to spread the open space represented thereby throughout the center of HHC (i.e., on portions of Parcels B,C,D,E,F and G of Tract No. 35269) rather than concentrating it in one location (i.e., Parcel F). In Tract No. 35269, Parcel F is 66,211 square feet. There will be at least that much open space area on portions of Parcels B,C,D,F and G of Tract No. 35269, with the final configuration thereof being determined as buildings are constructed.

PUBLIC COUNTER & CONSTRUCTION SERVICES CENTER
201 NORTH FIGUEROA STREET, ROOM 300 - (213) 977-6083
VAN NUYS - 6251 VAN NUYS BLVD., 1ST FLOOR, VAN NUYS 91401 - (818) 756-8596

AN EQUAL EMPLOYMENT OPPORTUNITY - AFFIRMATIVE ACTION EMPLOYER

Recyclable and made from recycled waste.

Therefore, consistent with the City Council's intent in approving the tract and subsequent modification on October 16, 1998, the following conditions of Tract No. 35269 should be clarified and corrected to read as follows:

Condition 15a

Total construction may not exceed 1,950,000 square feet of office and retail (including a maximum 100,000 square feet of retail and a maximum 100,000 square-foot fitness center), a 250,000 square feet entertainment center with supporting retail plus a minimum of 600 hotel rooms. Retail space ancillary to any hotel use, typically located in a luxury, deluxe or first-class hotel and clearly intended for the convenience of hotel patrons, shall be excluded from the 100,000 square foot limit on retail. This total shall include the 400,000 square feet of commercial office which has already been approved by the City under P.M. LA No. 4070.

Condition 15d

Construction shall proceed according to the following phasing plan:

- Phase I: 400,000 square feet of building area (for which the applicant has already received approval), and landscaped buffers on Lots OS2 through OS6 as shown on Revised Tentative Tract No. 35269, stamp-dated July 26, 1985.
- Phase II: Development shall be permitted up to a maximum of an additional 675,000¹ square feet of office/retail, a 250,000 square feet entertainment center, 600 hotel rooms, and commencement of construction of Parcel OS1 as a private park.
- Phase III: Development shall be permitted up to a maximum of an additional 415,000¹ square feet of office/retail. If not in this Phase, construction of portions of Parcels B, C, D E, F and G as an open area court of at least 66,211 combined total square feet shall occur in Phase IV.

No building permits shall be issued for Phase III unless and until:

- (1) The subdivider's Transportation Coordinator has consulted with LADOT to review the TDM Program with special consideration given

¹ In Phases II, III, and IV, office/retail space may be exchanged for additional hotel rooms in accordance with Condition No. 15b.

to (2) below;

and

- (2) The subdivider has, at his own expense, taken counts of inbound and outbound p.m. peak-hour traffic (derived from Phases I and II based upon actual or assumed occupancy of at least 66%) at intervals and locations determined to be reasonable by the Department of Transportation and has demonstrated to the satisfaction of DOT the following:

- (a) Trip generation has not exceeded the overall project maximum of 4,785 inbound (IB) and outbound (OB) p.m. peak hour trips;

and

- (b) Trip reduction of 10% IB and OB p.m. peak hour trips has been successfully achieved when compared to the number of trips that would have been generated in Phases I and II with no trip reduction;

or

- (c) In the event that a 10% reduction in (b) above has not been achieved, DOT shall determine that all reasonable attempts were made to achieve such reduction; and 115,000 square feet of commercial office space shall be excluded from Phase III and placed in Phase IV.

Phase IV: No building permits shall be issued for Phase IV unless and until:

The subdivider has, at his own expense, taken counts of IB and OB p.m. peak-hour traffic (derived from a cumulative total of 1.148 million square feet occupied or assumed to be occupied in Phases I-III) at intervals and locations determined to be reasonable by the Department of Transportation and has demonstrated to the satisfaction of DOT the following:

- (a) If a TDM success rate of 17% or better for combined Phase I, II and III IB and OB p.m. peak hour trips has been successfully achieved when compared to the number of trips that would have been generated by Phases I, II and III with no trip reduction; then development shall be permitted up to a maximum of an additional 460,000 square feet.

or

- (b) In the event 115,000 square feet has been withheld from Phase III construction under Condition No. 15d Phase III (2), then development up to a total of an additional 575,000 square feet shall be permitted under the terms of (a) above;

and

- (c) In the event the TDM success rate is less than 17% in (a) above, then the subdivider may construct an increment of 460,000 square feet or 575,000 square feet as noted in (a) and (b) above, which, in the judgment of LADOT and the Advisory Agency, would not result in an IB and OB p.m. peak hour trip generation in excess of 4,785 trips for the entire project.

Change Condition No. 19 to read:

That the heights of buildings shall not exceed those shown on the chart attached hereto as Exhibit D, as clarified by the Composite Height Diagram for Howard Hughes Center dated November 2, 1999 attached hereto. In the event of any conflict between the chart and the diagram, the diagram shall determine the specific height permitted.

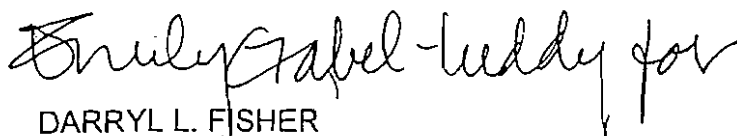
With respect to the "Bldg. Function" category on Exhibit "D", the intent of such category was to be illustrative and descriptive and not to have any regulatory effect under Tract No. 35269.

Relative to Condition No. 21, it should be noted that since the revision to the current design plans may affect the intent of the requirement to provide an on-site transit center, the developer shall meet and confer with the City of Los Angeles Department of Transportation regarding necessary details to implement Condition No. 21.

All other conditions remain unchanged.

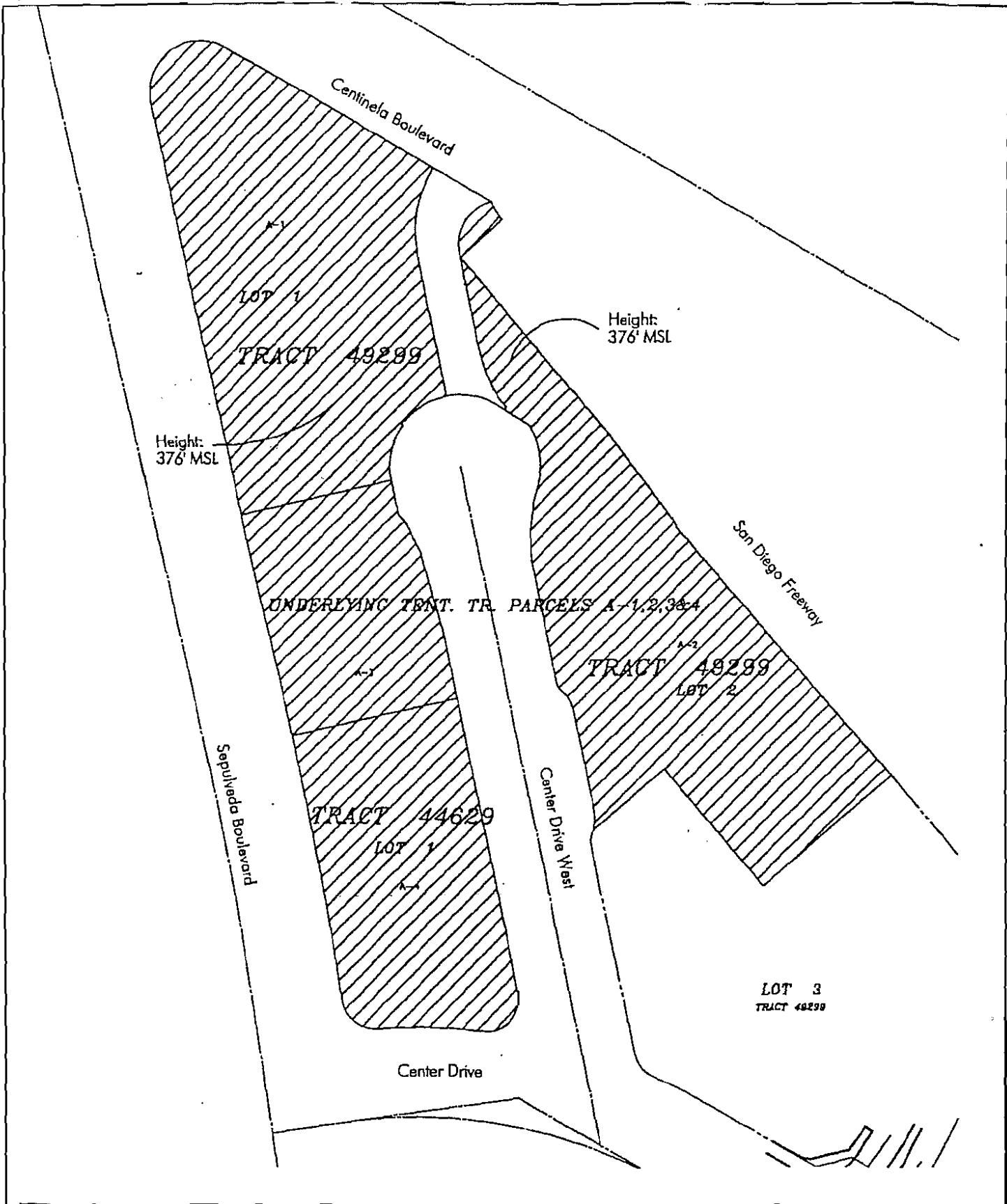
Sincerely,

Con Howe
Advisory Agency

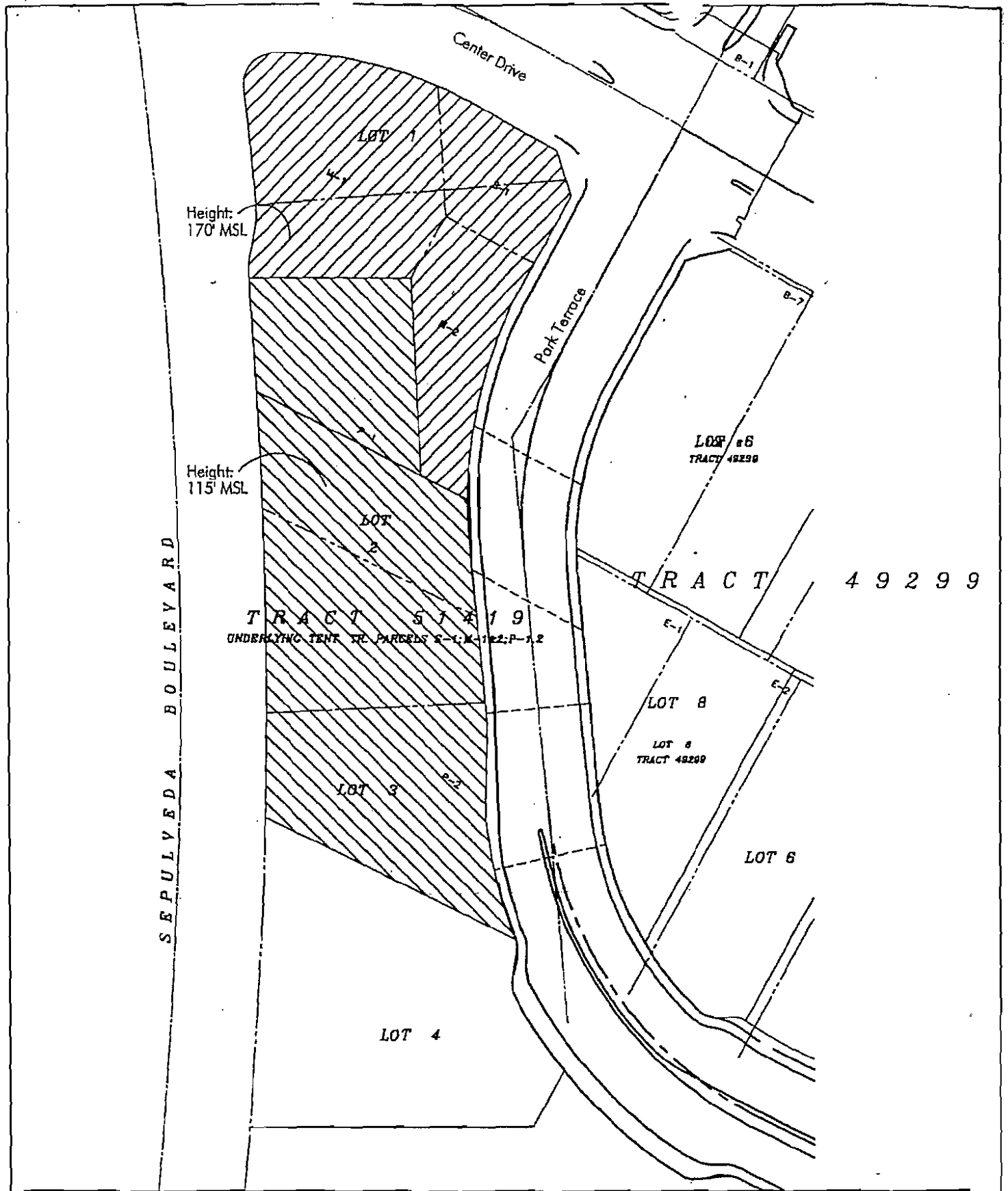


DARRYL L. FISHER
Deputy Advisory Agency

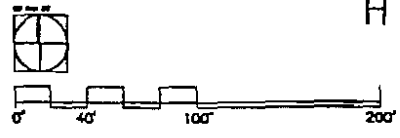
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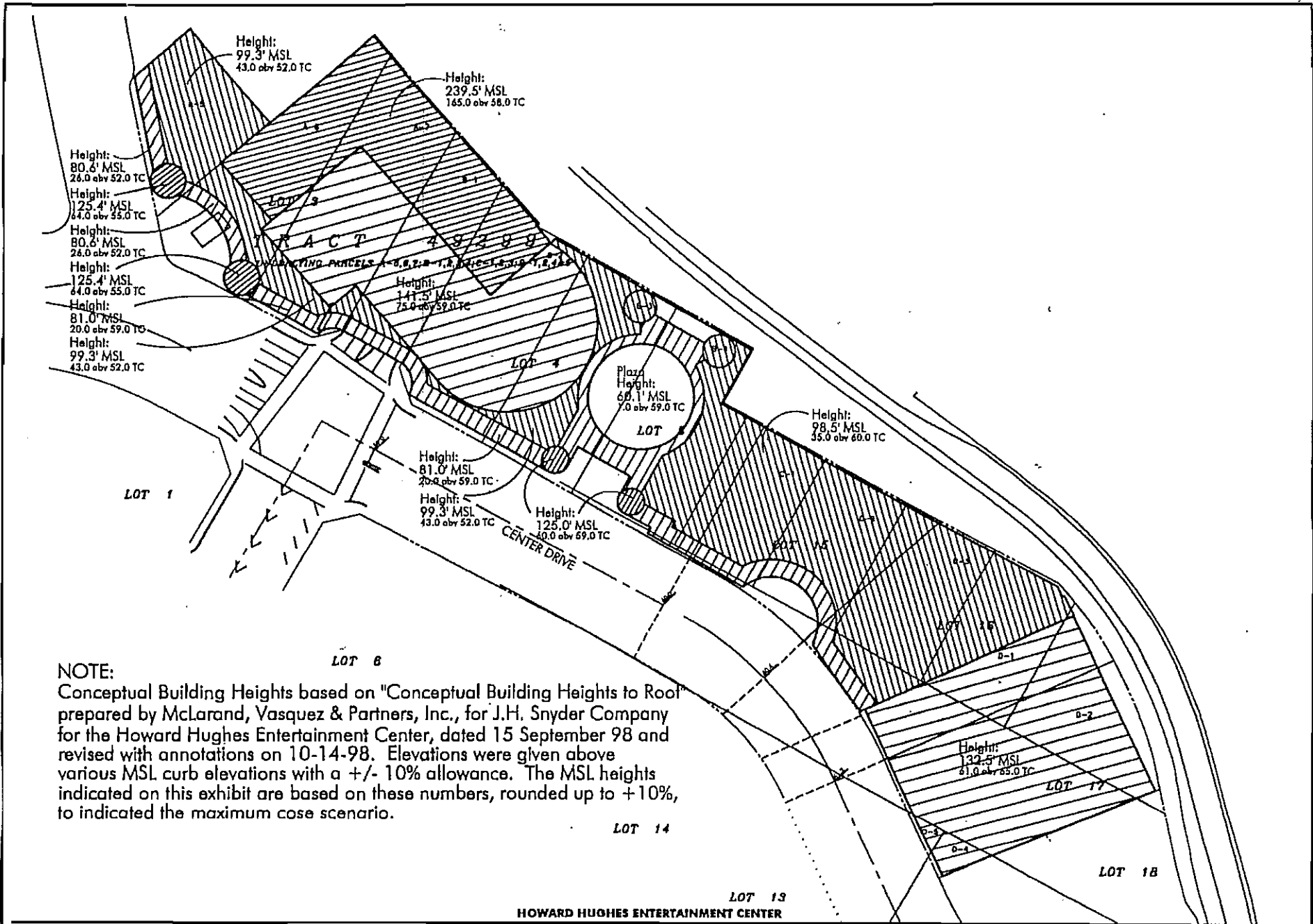


HOWARD HUGHES CENTER
 TRACT #49299 LOTS 1&2
 TRACT #44629 LOT 1



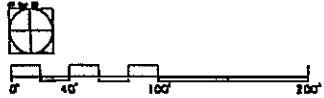
HOWARD HUGHES CENTER
TRACT #51419 (LOTS 1-3)

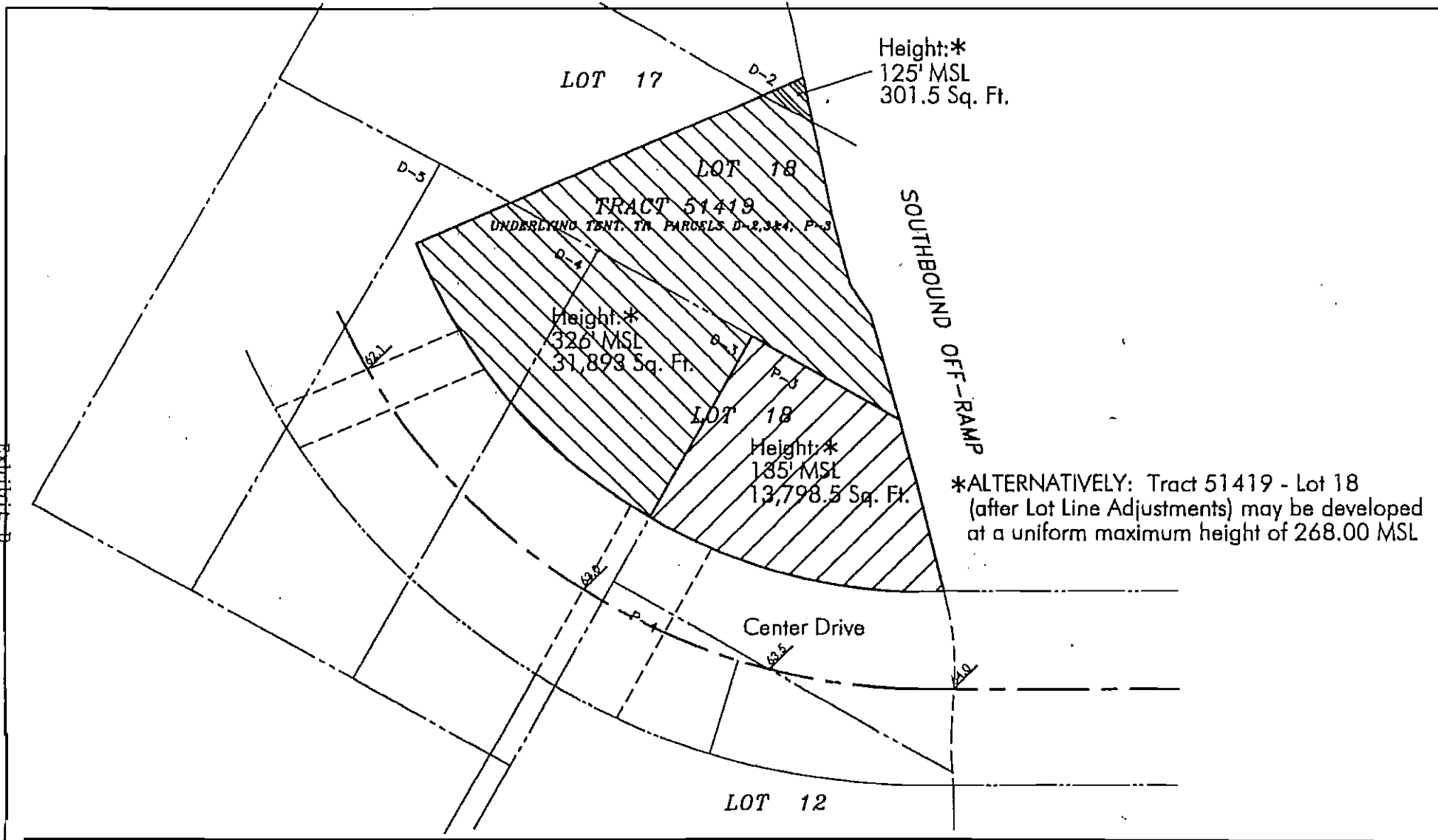




NOTE:
 Conceptual Building Heights based on "Conceptual Building Heights to Roof" prepared by McLarand, Vasquez & Partners, Inc., for J.H. Snyder Company for the Howard Hughes Entertainment Center, dated 15 September 98 and revised with annotations on 10-14-98. Elevations were given above various MSL curb elevations with a +/- 10% allowance. The MSL heights indicated on this exhibit are based on these numbers, rounded up to +10%, to indicated the maximum cose scenario.

HOWARD HUGHES CENTER
 TRACT # 49299 (LOTS 3,4,5,15,16)
 TRACT # 51419 (LOT 17 PARTIAL)





*ALTERNATIVELY: Tract 51419 - Lot 18 (after Lot Line Adjustments) may be developed at a uniform maximum height of 268.00 MSL

HOWARD HUGHES CENTER
TRACT #51419
LOT 18 (AFTER LOT LINE ADJUSTMENTS)

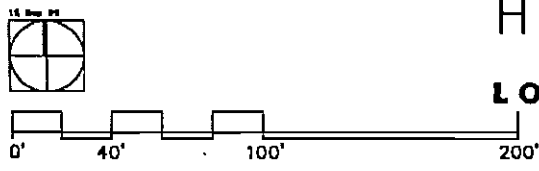
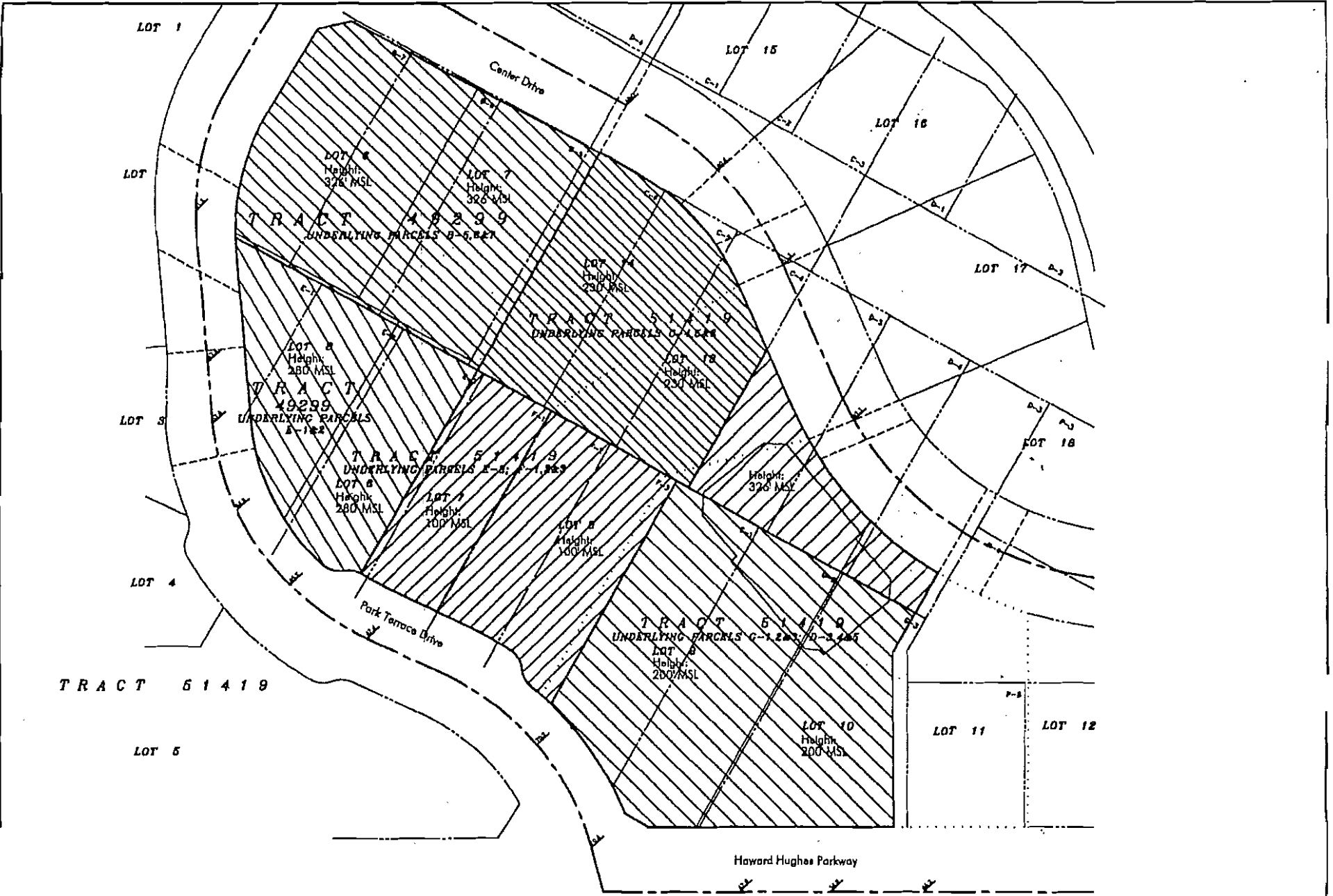
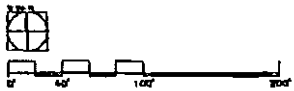


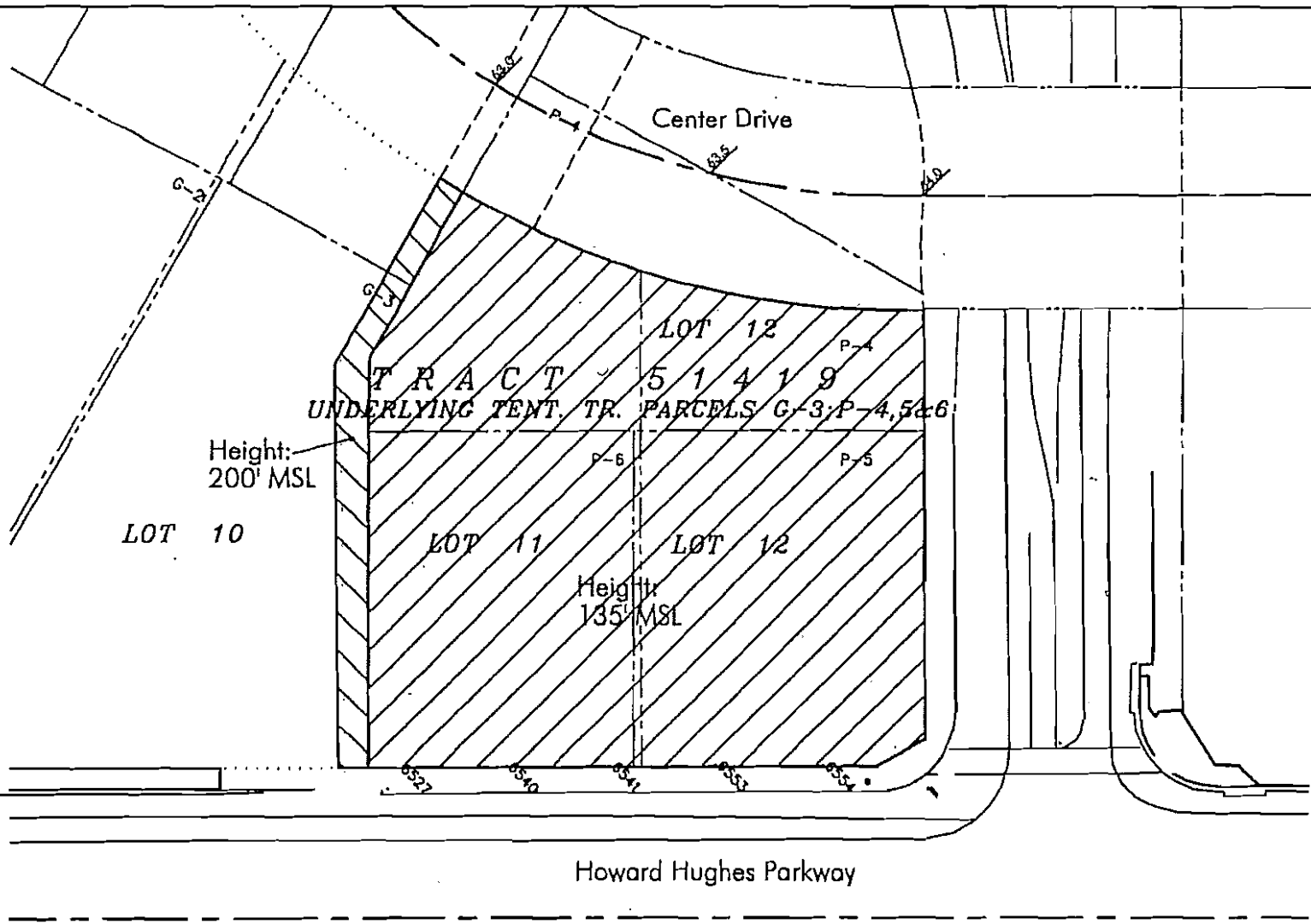
Exhibit B

Page 4 of 9

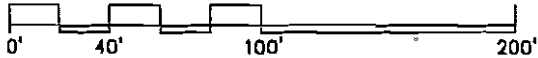


HOWARD HUGHES CENTER
 TRACTS #49299 (LOTS 6,7,8)
 TRACTS #61419 (LOTS 6-12)





HOWARD HUGHES CENTER
TRACT #51419
LOTS 11 & 12



Center Drive

LOT

Height:
235' MSL

H-4

TRACT 51419

UNDERLYING TENT. TRACT PARCELS H-4, H-5, J-4, J-5, J-6

LOT 24

Height:
140' MSL

H-5

J-6

J-5

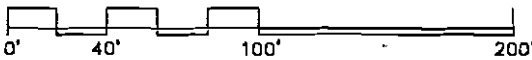
J-4

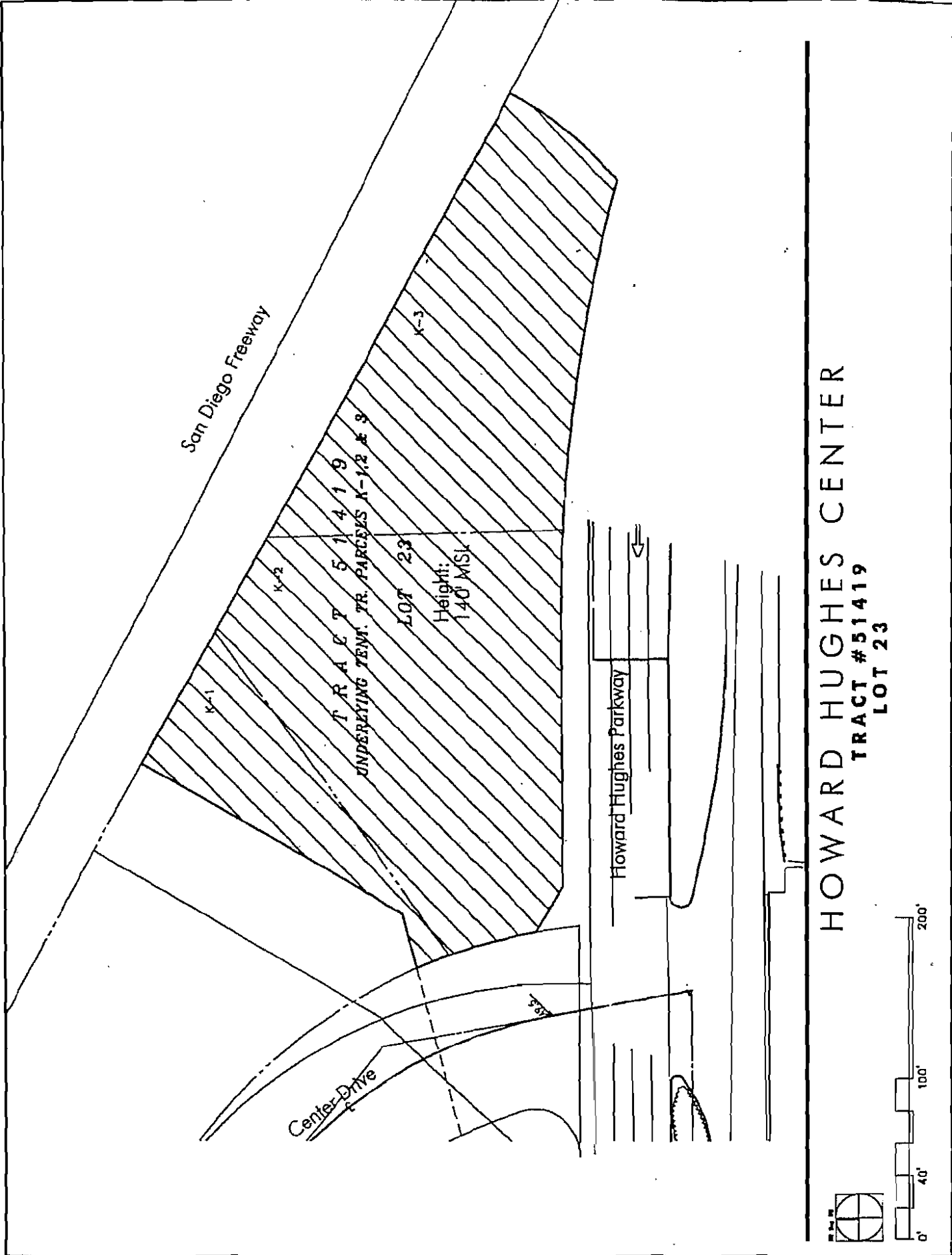
Howard Hughes Parkway

HOWARD HUGHES CENTER

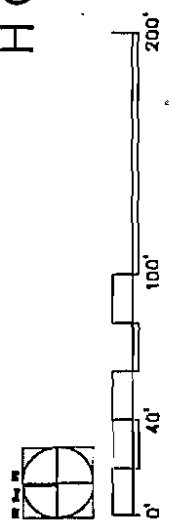
TRACT #51419

LOT 24





HOWARD HUGHES CENTER
 TRACT #51419
 LOT 23



Condition No. 19

g. Demonstrate on the solar analysis both the winter solstice (9 a.m., 3 p.m.) and summer solstice (8 a.m., 4 p.m.) shading of trees being planted with reference to their type and anticipated size at maturity. The summer analysis shall only be applicable where shading affects adjacent properties and recreational areas. Indicate existing adjacent buildings and recreation facilities showing effects of proposed landscape shading. Indicate prevailing breezes when high-rise structures are involved (six stories or more).

h. The names, addresses, phone number of the landscape architect and applicant shall be shown on the plans. Plans shall be signed by the landscape architect with license number. The landscape architect will certify on the landscape plan that she/he has reviewed the approved "Solar Access Report" before preparing the landscape plan.

i. A maintenance and irrigation plan, with special consideration for the barrier wall along the southerly property line.

That the subdivider execute a covenant and agreement that each property owner will become a member of a property owner's association formed for the purpose of maintaining the TDM program and all landscaped areas and all other common areas particularly the open space areas as shown on Revised Tentative Tract No. 35269 stamp dated July 25, 1985. In the event that Caltrans permits construction of a water feature at the point of ingress and egress of the southbound freeway ramps, it shall be the responsibility of the association to maintain the related elements as well as other water-related elements within the project site.

That the heights of buildings shall not exceed those shown in the chart attached hereto as Exhibit D.

Prior to recordation of the first final map for the project, the subdivider shall execute and record against the property a covenant and agreement, in form and substance satisfactory to the City Attorney, pursuant to which the subdivider shall agree that the owner(s) or successor(s) in interest of the property involved in this tract will participate in any benefit assessment district or any trust fund based upon a formula or criteria which is applicable to all new development within the Coastal Transportation Corridor Specific Plan Area if and to the extent such benefit assessment district or ordinance establishing such trust fund is otherwise applicable on its effective date to buildings in the project and if and to the extent the project or portions thereof are not otherwise excluded or exempt from the application of such benefit assessment district or ordinance.

EXHIBIT D to
TTM 35269

HOWARD HUGHES CENTER
PROPOSED MAXIMUM HEIGHT OF BUILDINGS

Parcel No.(s)	Bldg. No.(s)	Bldg. Function	Finish Grade Elevation ¹	Max. Ht. Above Fin. Grade	Maximum Stories ²	Max. Elev. ¹	Airport Hazard Elev. Limit ¹
A1, A3 ³ , A4	A1, A3	Office & Parking ⁴	30-38± ft.	340 feet	26 stories	376 ft.	376 ft.
A2, A5-A7	A2, PA	Office & Parking	36-42± ft.	340 feet	26 stories	376 ft.	376 ft.
B1-B4	PB	Parking	60± ft.	65 feet	6 levels	125 ft.	326 ft.
B5-B7	B	Office or Hotel & Parking	50-55± ft.	175 feet	20 stories	326 ft.	326 ft.
C1-C3	PC	Parking	60± ft.	65 feet	6 levels	125 ft.	326 ft.
C4-C6	C	Office & Parking	50-55± ft.	175 feet	12 stories	230± ft.	326 ft.
D1-D2	PC	Parking	60± ft.	65 feet	6 levels	125 ft.	326 ft.
D3-D5	D	Office & Parking	50-55± ft.	280 feet	20 stories	326± ft.	326 ft.
E1-E3	E	Hotel & Parking	55-60± ft.	220 feet	20 stories	280± ft.	326 ft.
F1-F3	F	Cent. Square & Parking	55± ft.	45 feet	3 stories	100± ft.	326 ft.
G1-G3	G	Office or Hotel & Parking	55-65± ft.	145 feet	10 stories	200± ft.	326 ft.
H1-H3	PH	Parking	60 ± ft.	65 feet	6 levels	125 ft.	326 ft.
H4-H5	H	Office & Parking	50-60± ft.	175 feet	12 stories	235± ft.	325 ft.
J1-J3	PJK	Parking	60-65± ft.	65 feet	6 levels	125 ft.	326 ft.
J4-J6	J	Office & Parking	45-55± ft.	90 feet	6 stories	140± ft.	326 ft.
K1-K3	K	Office or Hotel & Parking	50-60± ft.	75 feet	6 stories	140± ft.	326 ft.
M1-M2	M	Office or Hotel & Parking	60-65± ft.	110 feet	8 stories	170± ft.	326 ft.
P1-P2	PEM	Parking & Fitness	60-65± ft.	50 feet	5 levels/ stories	115 ft.	326 ft.
P3-P6	PD, PG	Parking	60± ft.	75 feet	7 levels	135 ft.	326 ft.
S1	None	Service Tunnel	55-60± ft.	No. bldg.	No bldg.	No. bldg.	326 ft.

Notes: ¹ Above sea level

² Above grade

³ Includes area within Road IV traffic circle

⁴ Building function includes project monument in traffic circle

SOURCE: PLANNING CONSULTANTS RESEARCH,
PSOMAS & ASSOCIATES