



Board Report

File #: 2024-0468, File Type: Project

Agenda Number: 9.

PLANNING AND PROGRAMMING COMMITTEE SEPTEMBER 18, 2024

SUBJECT: NORTH HOLLYWOOD JOINT DEVELOPMENT

ACTION: APPROVE RECOMMENDATION

RECOMMENDATION

CONSIDER:

- A. AUTHORIZING the Chief Executive Officer (CEO) or designee to execute and enter into a Joint Development Agreement (JDA) with NOHO Development Associates, LLC, a Delaware limited liability company (Developer), an affiliate of Trammell Crow Company, and associated Ground Leases (Ground Leases) and other related documents with Developer or its affiliates or qualified transferees, for the construction and operation of a mixed-use project on up to 11.8 acres of Metro-owned property located at the North Hollywood Metro Station (District NoHo or Project) in accordance with the Joint Development Summary of Key Terms and Conditions (Attachment A) upon receipt of concurrence by the Federal Transit Administration (FTA) and the California Transportation Commission (CTC);
- B. DETERMINING that the Board, acting as the governing body of the responsible agency under the California Environmental Quality Act (CEQA), after consideration of the whole of the administrative record, adopts the Findings of Fact and Statement of Overriding Considerations setting forth the reasons and benefits with full knowledge that significant impacts may remain (Attachment B), and the Mitigation Monitoring and Reporting Program (Attachment C) of the City of Los Angeles Environmental Impact Report No. ENV-2019-7241-EIR which was certified on August 22, 2023; and
- C. AUTHORIZING the CEO or designee to file a Notice of Determination (Attachment D) with the Los Angeles County Clerk and the State of California Clearinghouse.

ISSUE

Since 2016, staff and the Developer have collaborated under a Board-authorized Exclusive Negotiation Agreement and Planning Document (ENA) to conduct community outreach, refine the Project design, negotiate key terms and conditions for a JDA and form of Ground Lease, and review CEQA studies associated with the Project. Staff recommends that the Board authorize the execution of a JDA and subsequent Ground Leases according to the negotiated terms and conditions

presented herein; and adopt environmental findings consistent with CEQA.

BACKGROUND

In 2015, Metro conducted an extensive community outreach process, which revealed the desire for intensified urban uses, community open space, and public art, all of which were summarized into Development Guidelines and adopted by the Board in December 2015. Those Development Guidelines were the basis of a competitive solicitation for the joint development of Metro-owned property at the terminus of the Red and Orange Lines (Site). Through that competitive solicitation, Trammell Crow Company and Greenland USA were together selected as the joint development partners for the Site and entered into a Short-Term ENA with Metro in 2016. As milestones and requirements of the Short-Term ENA were met, the Board authorized the execution of the full ENA in 2017 (as amended and extended in May 2019, December 2019, June 2021, and May 2024). At the time of the initial execution of the full ENA, Greenland USA exited the partnership, leaving Trammell Crow Company as the sole party in the development entity. Over the ENA period, the Developer and Metro have worked closely and diligently to advance the Project through scoping, design, entitlements, CEQA clearance, and financial and transaction negotiations.

Community Outreach

Throughout the ENA term, the Developer has led ongoing outreach with the community through public meetings at locations immediately proximate to the Site, one-on-one meetings with key stakeholders and business owners, and presentations for nearly 24 community organizations. In total, the team has presented the Project at nearly 100 meetings.

In the Spring of 2024, staff partnered with National CORE, the Developer's affordable housing partner, and Pacoima Beautiful, a local community-based organization, to conduct outreach around transit and active transportation improvements adjacent to the first affordable housing building. Community meetings held at Groundwork Coffee Co. and online surveys revealed preferences for additional seating, landscaping, and lighting, more real-time signage, and improved maintenance and security.

DISCUSSION

The District NoHo Project would be the largest joint development in Metro's history, including more affordable homes than any other joint development, more total units than any other joint development, and would provide nearly 15% of the homes in Metro's 10,000 home commitment. While two other major joint development efforts were attempted on the Site in 2001 and 2007, the current Project, including both the initial and secondary areas, is the only effort to have been environmentally cleared, entitled, and to have been negotiated to the point of seeking Board approval. If approved, the Project would integrate housing, office, and retail with a multi-modal transit

hub to create a model transit-oriented community (TOC) for the Southern California region.

The Metro Joint Development Policy, adopted in 2021, is aimed at building as much housing as possible, as quickly as possible, for those who need it most. Planning for the District NoHo Project predates the current Policy, but nevertheless is supportive of the spirit of the Joint Development Goals as the Project stands to house thousands of Angelenos, including hundreds of low-income individuals, when completed.

Staff, with the support of consultants, County Counsel, and outside counsel have negotiated several iterations of the proposed transaction to ensure alignment with the Vision 2028 Strategic Plan, the Equity Platform Framework, the TOC Policy, and the Joint Development Policy. Staff believe that the deal terms would expeditiously deliver new housing to a range of income levels and provide additional public benefits while protecting and enhancing Metro's ability to serve its customers. Key terms of the JDA and the form of Ground Leases are summarized in Attachment A.

Site

The proposed Project would occupy two distinct subareas of the Site. Blocks 1, 2, 3, 7, and 8 of the Project would be constructed on approximately 8.8 acres of vacant and underutilized Metro-owned property located north of active transit and park and ride facilities (the Primary Development Area, as shown in Attachment E - Site Plan and Rendering). The Secondary Development Area (shown in Attachment E as Blocks 4, 5 and 6) is currently occupied by bus boarding and layover facilities, park and ride uses, and the station's primary plaza and portal which would need to be relocated before proceeding.

Phasing and Transit Center

Originally, it was envisioned that the new Transit Center would be delivered together with the private development. However, the COVID-19 pandemic, rising interest rates, high construction costs, and Measure ULA (see further discussion under Financial Consideration) resulted in less funding available for the Transit Center. The Project has been bifurcated to allow the majority of the housing to be constructed on vacant and underutilized land in the Primary Development Area that is available today. If Metro, in its sole and absolute discretion, decides to move forward with the replacement Transit Center, this would make the Secondary Development Area available for additional housing, retail, and office uses on Blocks 4, 5, and 6.

The Project's bifurcated structure allows for the accelerated delivery of at least 880 units of housing, while preserving Metro's options to fund and construct the new Transit Center later. To-date staff have secured approximately \$24 million in grant funds toward the estimated \$59.5 million cost of the Transit Center. Together with upfront ground rent payments from the Primary Development Area, a total of \$38.4 million in funding will have been secured for the Transit Center. Future ground rent is adequate to repay the remaining cost of the Transit Center over the 99-year terms of the ground leases, however it is not available to pay for the Transit Center upfront. Staff will continue to identify near-term solutions to close the funding gap including City funds, State grants, low-interest

infrastructure loans that could be repaid with revenue from the Project, and other value capture tools. Once sufficient funds are in place to construct the Transit Center, Metro would notify the Developer that they may proceed with development of Blocks 4, 5, and 6 in the Secondary Development Area.

Development Description

The Project includes a mix of high-rise and low-rise buildings, retail and potential office space, and a multi-modal shared street connecting the new blocks to the B Line portal, which would be completed in phases as follows:

Primary Development Area

- Block 1 (approximately 420 mixed-income homes and 10,000 sq ft of retail) and Block 7 (approximately 150 homes affordable to residents earning less than 60% of the Area Median Income (AMI)) and would be completed first.
- Block 2 (approximately 150 mixed-income homes) and Block 3 (approximately 160 homes affordable to residents earning less than 60% AMI) would be completed next.
- Block 8 (approximately 400,000 sq ft of office and 18,000 sq ft of retail) may be completed provided that both affordable housing buildings are completed, or an anchor tenant has been secured.

The Developer intends to construct Block 8 as a commercial office building; however, development rights for Block 8 and Blocks 4, 5, and 6 may be exchanged. If Block 8 is developed as residential, the development plan for Blocks 4, 5, and 6 will be reduced by a corresponding number of transferred units from the original Block 8 plan. The Developer may also pursue amendments to the existing entitlements package with the City of Los Angeles to permit the construction of additional units on Blocks 4, 5, and 6 if Block 8 is developed as residential.

Secondary Development Area

Metro, in its sole and absolute discretion, may provide for the development of Blocks 4, 5, and 6 by removing existing local bus and parking facilities from the Secondary Development Area. It is envisioned that the bus facilities would be relocated to the new Transit Center, but these could be relocated to another site of Metro's choosing. Blocks 4, 5, and 6 would frame a large lawn and plaza connecting the B line portal and includes:

- Approximately 600 housing units, at least 30 of which would be affordable to residents earning 80%-120% AMI
- Approximately 20,000 sq ft of retail space
- Two (2) acres of publicly accessible open space

Affordable Housing

The Developer's original RFP response included only 750 total units-of which 262 units were income-

restricted-and fewer public benefits. Through early negotiations, staff pushed the Developer to deliver more housing and benefits in alignment with the underlying redevelopment plan for the area. In addition, the Developer plan is consistent with the community's priorities, identified in the 2015 Development Guidelines, which called for a vibrant, transit-oriented community with a public gathering space and an intensity of uses.

The Project now includes at least 311 housing units reserved for individuals and families earning less than 60% of the AMI for Los Angeles County to be delivered in the first two phases of the development (Blocks 3 and 7). In response to community concerns about the amount and integration of affordable housing, staff worked with the Developer to integrate 55 additional income-restricted units for individuals and families earning less than 120% of the AMI into the first market-rate buildings (Blocks 1 and 2), resulting in a total of 366 income-restricted units to be delivered in the initial phases of the project. In addition, at least 5% of residential units in Blocks 4, 5, and 6 would also be restricted to moderate-income households. Affordable housing buildings would be provided with shared access to amenities in mixed-income buildings. In total, the development of the Project would significantly increase the number of income-restricted units in Metro's portfolio and make substantial progress toward meeting the Board's established goal of delivering 10,000 units by 2031.

Additional Public Benefits

The Project provides a large package of public investments and benefits. All phases of the Project will be subject to Project Labor Agreements that mandate 100% union labor for construction as well as Metro's Construction Careers Policy. Local retailers and eateries will also be given the opportunity for "first look" leasing. Additional amenities in the Primary Development Area include a refurbished East Portal canopy (estimated \$1 million value) and a two-way Class IV bicycle facility. The Secondary Development Area will feature two (2) acres of maintained and programmed community open space.

JDA/Ground Lease Terms

After the execution of the JDA, the Developer must secure the necessary permits, financing, and contractors to begin construction. Following the Developer's satisfaction of the conditions required to move forward on each phase, as set forth in the JDA, the Developer (or a qualified transferee) would be required to execute the ground lease for that phase (there would be one ground lease per block), beginning with the first affordable block.

Term

The JDA terminates 15 years after the full execution of the JDA (the Effective Date). However, the JDA may be extended by up to seven years beyond the original JDA term, solely as a result of unavoidable delays. The Developer must cover Metro costs during the JDA term.

The ground lease term for each block would be 99 years. The income restrictions for all residential blocks would remain in place for the 99-year term.

Schedule of Performance

The Developer shall execute Ground Leases on at least one affordable housing phase (Blocks 3 or 7) and one mixed-residential or commercial phase (Blocks 1, 2, or 8) on the Primary Development Area within two (2) years after execution of the JDA. Execution of a Ground Lease will require evidence of payment and performance bonds equal to 100 percent of the cost to complete the construction project and a Schedule of Performance that includes outside dates for commencement and completion of the construction. Failure to meet these deadlines will result in default. This initial Ground Lease deadline may be extended by up to four years, after which the Developer would be in default, and Metro would be able to offer the property to another developer.

Further, the Developer must execute Ground Leases for at least one affordable housing phase that was not part of the initial Ground Leases (Blocks 3 or 7) and at least one market residential or commercial phase that was also not part of the initial Ground Leases (Blocks 1, 2, 8 and, if the Secondary Development Area has become available for development, Blocks 1, 2, 8, 4, 5, or 6) within eight years after execution of the JDA. This subsequent Ground Lease deadline may be extended by up to four years, after which point Metro would be allowed to offer the Site to another developer.

Financial Consideration

Revenues generated would accrue to Metro in a combination of one-time payments and ongoing participation in project revenues. The total estimated present value of the revenue is approximately \$45.4 million using a 7.5% discount rate. Key components include:

Development Area	Revenue Source	Timing	Estimated Annual Rent (at stabilization)	Estimated Present Value
Primary Development Area	Non-refundable deposit	One-time	N/A	\$2,000,000
	Upfront capitalized payments	One-time on ground lease of each Blocks 1, 3 and 7	N/A	\$13,683,654

	Percentage Rent	1.15% average of ground lease revenue for years 1 through 65; 2.15% average for years 66 through 99	\$1,082,939	\$19,634,726
	Signage Revenue	13% average of gross signage revenue for all years	\$150,000	\$2,497,918
Estimated Revenue				\$37,816,298
Secondary Development Area	Gross rent revenues	0.75% of ground lease revenue for years 1 through 65; 1.75% for years 66 through 99	\$485,958	\$6,937,725
	Signage Revenue	15% of gross signage revenue for all years	\$50,000	\$634,523
Estimated Revenue				\$7,572,248
Total Estimated Revenue				\$45,388,546

United to House LA Ballot Measure (Measure ULA)

In November 2022, City of Los Angeles residents approved the United to House LA ballot measure (Measure ULA). Measure ULA created the ULA Tax, imposing a real property transfer tax of 4% on properties conveyed over \$5 million and 5.5% on properties conveyed over \$10 million. The ULA Tax is imposed on top of the City and County’s existing tax of 0.56% and went into effect on April 1, 2023. The increased transfer tax applies to the value of transactions at sale, which includes long-term ground leases. ULA does not exempt public land but does exempt stand-alone affordable housing projects constructed by non-profit developers.

The Project deal structure anticipates that each development block would transfer to a permanent owner/operator once fully leased and income stabilized. The original Project financial structure, which predated ULA, did not anticipate this level of transfer tax. The proposed deal terms include that if the transfer tax rate in effect at the time is less than what is in effect today, Metro would receive the difference. The amount paid to Metro could be as much as \$110 million over the entirety of the Project.

Value Analysis

The sum of the revenue package is estimated to have a net present value of approximately \$45.4

million. Because the revenues to Metro would accrue with the execution of each phase, and the Project includes many “non-market” elements such as open space, preservation of Metro right of way, new privately maintained public streets including District Way, etc., identifying a fair market value for the transaction is challenging. To assist, Metro retained three independent financial consultants to review the deal terms and assist with an assessment of value.

The consultants conducted a detailed analysis of the Developer’s proforma financial projections, including assumptions regarding rents, costs, phasing, and absorption. In addition, they prepared their own analysis based on the project profile to independently verify the residual land value. Finally, additional analysis was conducted to test the Project’s sensitivity to different deal structures, so that Metro would be able to receive the greatest value while preserving the Project’s feasibility. The financial consultants each concluded that the base package of revenues is reasonable after deducting additional costs for the public benefits provided in the Project. In addition, the participation in future transfers and the provision to recapture revenues in the event of reduced transfer taxes, preserves significant additional upside potential for Metro.

Additional Considerations

California Transportation Commission and Federal Transportation Administration

As the Site was acquired in the early 1990s using funding from both the FTA and State bonds, Metro has submitted the terms of the JDA and form of Ground Leases to the FTA and the CTC for review and concurrence. If approved by the Board, the JDA and Ground Lease would be executed upon receipt of FTA and CTC concurrence.

Surplus Land Act

Execution of each ground lease under the JDA will be subject to the Surplus Land Act (SLA). However, staff have determined that the agency’s portfolio meets eligibility requirements for a programmatic exemption under Section 103 of the Updated SLA Guidelines, which would exempt the Site and future joint development projects from disposition requirements under the SLA. Over the coming months, staff will update the Joint Development Policy to ensure compliance with all SLA provisions. Staff plan to bring the updated Policy to the Metro Board in early 2025 with the recommendation that the Board execute a declaration of exempt surplus land on active and future JD sites (including this Site).

CEQA Actions

Metro is a responsible agency under CEQA because it has discretionary approval power over the Project and the Transit Center, for which the City of Los Angeles has prepared an environmental impact report (EIR) via the District NoHo Specific Plan. Both the Project and the Transit Center were analyzed together in the EIR. The Developer held two virtual EIR scoping and feedback sessions—one in English and one in Spanish—for members of the surrounding community in July 2020. During these meetings, community members shared feedback on potential project impacts and mitigation measures, which the Developer incorporated into the final EIR submittal. The EIR No. ENV-2019-7241-EIR was approved and adopted by the City of Los Angeles on August 22, 2023.

Before entering into the JDA and Ground Leases, Metro must consider the environmental effects of the Project as shown in the EIR, make findings for each significant environmental effect, and make a statement of overriding considerations for significant effects that cannot be avoided or substantially lessened, which are included as Attachment B - CEQA Findings of Fact and Statement of Overriding Considerations.

As evaluated in the EIR, implementation of the Project and Transit Center would result in significant direct and cumulative impacts that cannot be feasibly mitigated with regard to operational regional air pollutant emissions, regional concurrent construction and operational air pollutant emissions, historic resources (Lankershim Depot), and on-site and off-site noise and vibration (human annoyance) during construction.

Notwithstanding the Project and the Transit Center's significant unavoidable impacts, the Project and Transit Center is being proposed to redevelop the area around Metro's North Hollywood Station with a high-density, mixed-use development, which is transit- and pedestrian-oriented and provides housing and jobs in the North Hollywood community. The Project and Transit Center support the goals, objectives, and policies of applicable larger-scale regional and local land use plans to improve mobility, accessibility, reliability, and travel safety for people and goods. In addition, the project supports the reduction of greenhouse gas emissions by developing new residential, retail, restaurant, and office uses on a site that is well-served by public transit, including Metro's B Line subway, G Line busway, as well as Metro local bus lines, LADOT Commuter Express, Santa Clarita Transit, and the Burbank Bus.

Furthermore, the Project would provide a variety of open space areas, supporting the objective to encourage open space for recreational uses. Specifically, the Project would provide approximately 87,000 square feet of which would be publicly accessible, privately operated, and maintained.

If approved, Metro would be the agency charged with enforcing the Mitigation Monitoring and Reporting Program, included as Attachment C, for the Transit Center. The City of Los Angeles would be responsible for enforcing the Mitigation Monitoring and Reporting Program for the Project.

Based on the above, the Project and Transit Center are consistent with the overall vision of the Southern California Association of Governments (SCAG), the City of Los Angeles, and Metro to locate supporting and compatible uses within one site to create sustainable communities near public transit and enhance the quality of life throughout the City and region. As such, the Project and Transit Center present several benefits that override the limited and temporary adverse environmental effects. Furthermore, no feasible alternative was identified that would eliminate all of the significant and unavoidable impacts. If authorized by the Board, Metro staff would file the Notice of Determination, included as Attachment D.

DETERMINATION OF SAFETY IMPACT

At the cost of the Developer, Metro would oversee the construction of the Project adjacent to Metro infrastructure to ensure that it does not adversely impact the continued safety of staff, contractors, and the public. Project oversight will be conducted via existing Metro processes: the Developer will submit Construction Workplans, Track Allocation Requests, and all other required documentation for

review and approval by Metro staff. All safety measures and associated requirements to be met by the Developer and its construction contractor would be identified in the Ground Leases. All phases of the Project are anticipated to improve safety for patrons, Metro employees, and the public by activating underutilized Metro property with new homes and businesses that would provide for increased passive and active surveillance of the area.

FINANCIAL IMPACT

Metro's financial compensation under the JDA and Ground Leases is fair and reasonable as determined by the third-party financial feasibility analysis. The estimated net present value of the JDA consideration for all phases in the Primary and Secondary Development Areas is \$45.4 million, using a discount rate of 7.5%. The near-term contributions of this consideration, estimated to be approximately \$15.7 million, would be immediately available to help fund the replacement Transit Center if Metro elects to relocate the Transit Center and allow development of the Secondary Development Area.

If the transfer tax effectuated by Measure ULA is eliminated or reduced prior to the Developer transferring completed mixed income or commercial blocks to a long-term owner/operator, Metro would receive additional payments totaling as much as \$110 million. This payment would be made as each block is transferred and would be based on the valuation of the completed building and the transfer tax rate at the time of transfer.

Impact to Budget

Funding for activities related to the Project are included in the FY25 Budget under Project 401011 "North Hollywood Joint Development", Cost Center 2210, and Metro staff, legal, and consultant costs (excluding JD staff and in-house counsel time, which are covered by the program budgets) would be recovered from the Developer. No Metro funds are used to entitle and construct the project. The Transit Center, if pursued, would be evaluated and budgeted separately.

EQUITY PLATFORM

Feedback from extensive community engagement with affordable housing developers and Community Based Organizations in Fall 2015 was captured in the Development Guidelines and Request for Proposals for the Project. Community members emphasized the importance of including subsidized housing units, retail space for local businesses, and accessible walkways and bikeways, which informed the design and program for the Project, in focus groups and workshops during this period. Additional outreach was conducted by the Developer throughout the approvals period from Spring 2019 to Summer 2020 via eblasts, in-person and online community meetings and open houses in English and Spanish, stakeholder meetings with small businesses and community organizations, and in-person outreach to transit riders at the Station in English and Spanish. The Developer and Metro held nearly all community meetings and outreach events at and around the North Hollywood Station to facilitate participation from transit riders and residents of the surrounding Equity Focus Community. Further, meetings and events were held at various times-including during morning and evening rush hours and afterschool hours-to accommodate diverse schedules throughout the outreach process. Community members expressed a need for affordable homes and

pedestrian- and cyclist-friendly amenities during outreach events and feedback sessions. The Project's 366 income-restricted homes and public open space aim to address some of these priorities. In accordance with the Metro Equity Platform commitment to listen and learn from community members, public input has been incorporated to further shape and refine the Project by including significant open space and additional income-restricted units.

The community surrounding the Site, which includes Equity Focus Community designated census tracts, as well as Metro's B and G Line riders, are disproportionately made up of low-income individuals and people of color. According to the American Community Survey's 2022 5-year estimate data, within a half-mile walking distance of the Station, the average median household income is approximately \$59,000 (approximately 71% of the Median Household Income for Los Angeles County). Research shows that individuals with lower incomes are more likely to ride transit than those with higher incomes: improvements to the Transit Center and bus service expansion would therefore positively impact the surrounding community by reducing disparities in access to high quality transit and opportunities in and outside the neighborhood.

The Project-which is located in a California Tax Credit Allocation Committee High Resource area, providing access to jobs, schools, and amenities-would include affordable housing units intended to benefit people with low incomes in the North Hollywood community.

Lastly, the Project would be constructed under a project labor agreement and would create over 15,000 one-time construction jobs and nearly 5,000 recurring jobs, as well as nearly \$2 billion in one-time economic impact and over \$1 billion in stabilized economic impact, according to a study by RCLCO Real Estate Consulting. The Project would also generate nearly \$300 million in tax revenues for the City and County over its first 30 years.

IMPLEMENTATION OF STRATEGIC PLAN GOALS

The recommendations support strategic plan Goal 3 (Enhance communities and lives through mobility and access to opportunity), by bringing high-quality housing options to the doorstep of the Metro network and addressing the need for housing in the region.

ALTERNATIVES CONSIDERED

The Board could choose not to approve the recommendations. Staff is not recommending this option because the proposed Project and Transit Center are the product of nine years of careful study, robust outreach, iterative design, and dedicated effort by many teams. The negotiated project would bring much-needed housing, open space, construction, and permanent employment to the region, tax revenue to the City, and ground lease revenue to Metro. Electing not to authorize the execution of the JDA and Ground Leases would block the construction of approximately 1,481 homes including up to 311 low-income homes and 55 moderate-income homes.

NEXT STEPS

Upon approval of the recommended actions, and receipt of necessary approvals by FTA and CTC,

staff would complete and execute the JDA in substantial accordance with the terms and conditions outlined in Attachment A and file the Notice of Determination with the county clerk and State Office of Planning and Research.

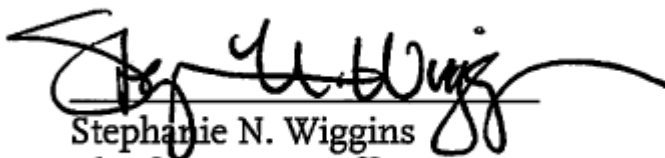
Using funds received through a SCAG Regional Early Action Planning grant, staff will continue to advance the design and engineering for the Transit Center in coordination with LADWP and other City Departments. Staff will continue to explore funding options for the Transit Center while coordinating with Program Management to update the Transit Center cost estimate as the design advanced.

ATTACHMENTS

- Attachment A - Joint Development Summary of Key Terms and Conditions
- Attachment B - CEQA Findings of Fact and Statement of Overriding Considerations
- Attachment C - Mitigation Monitoring and Reporting Program
- Attachment D - Notice of Determination
- Attachment E - Site Plan and Rendering

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Stephanie N. Wiggins
Chief Executive Officer

**SUMMARY OF KEY TERMS AND CONDITIONS OF
JOINT DEVELOPMENT AGREEMENT AND GROUND LEASES
FOR
NORTH HOLLYWOOD SITE**

DATED: SEPTEMBER 6, 2024

GENERAL DESCRIPTION

DEVELOPER: NoHo Development Associates, LLC, a Delaware limited liability company (“**Developer**”); provided, however, if the ENA is assigned or transferred in accordance with the terms thereof, or if direct or indirect ownership interests in Developer are transferred or assigned in accordance with the terms of the ENA, such assignee or transferee, or reconstituted Developer, as applicable, shall be the “Developer” for all purposes under this Summary of Key Terms and Conditions.

DEVELOPMENT SITE: The Los Angeles County Metropolitan Transportation Authority (“**LACMTA**”) is the fee owner of approximately 15.6 acres of real property located at or near the terminus stations of the Metro Red and Orange Lines, at and near Lankershim Boulevard and Chandler Boulevard in the City of Los Angeles and more particularly described on Attachment A (the “**LACMTA Property**”). An approximately 10.5 acre portion of the LACTMA Property to the east of Lankershim Boulevard and north of Chandler Boulevard is currently improved with the Red Line subway east portal, a surface parking lot, and a local bus plaza. To the south of Chandler Boulevard and west of Lankershim Boulevard, an approximately 1.8 acre portion of the LACMTA Property is developed with a surface parking lot. To the west of Lankershim Boulevard and north of Chandler Boulevard, an approximately 2.6 acre portion of the LACMTA Property is improved with light industrial buildings, the Orange Line bus plaza, the Red Line subway west portal, and the Lankershim Depot building. To the north of North Chandler Boulevard and east of Tujunga Avenue, approximately 0.66 acres of the LACMTA Property is undeveloped. The proposed development site is shown on the site plan attached hereto as Attachment B (the “**Site**”).

The Site is divided into two distinct areas, 1) the site that is currently available for development (the “**Primary Development Area**”) and 2) the portion of the Site that is currently occupied by existing bus pick-up, drop-off, and layover facilities plus existing park and ride spaces immediately south of the bus facilities (collectively, the “**Existing Transit Center**”) that can only be made available for

development if LACMTA elects in its sole discretion to relocate the Existing Transit Center (the “**Secondary Development Area**”).

PROPOSED PROJECT:

The proposed development project (the “**Project**”) will be constructed on certain portions of the Site by Ground Lessees (as hereinafter defined), at each such Ground Lessee’s sole cost and expense.

Developer intends to develop portions of the Primary Development Area with several buildings, including in the aggregate when completed, approximately: 570 mixed-income rate for-rent apartment units and 311 affordable units such number of affordable rate for-rent apartment units such that the Project maintains a minimum balance of 20% affordable units (and, from and after completion of all mixed-income buildings, at least 5% of the residential units contained in each mixed-income building must be Moderate Income Units (as hereinafter defined)); 40,000 square feet of retail space (the use of which shall be limited to exclude certain prohibited retail uses, which shall be mutually agreed to by LACMTA and Developer and set forth in the JDA and each applicable Ground Lease); and 400,000 square feet of office space; together with such parking for all such improvements as required by the City (“**Phase 1**”). Any changes to the foregoing Project components shall be subject to LACMTA approval, which approval shall be granted or withheld in accordance with, and subject to the requirements and limitations of, the Design Review Guidelines described herein.

Developer may only develop the Secondary Development Area if LACMTA’s Existing Transit Center is relocated. To accommodate the relocation of the Existing Transit Center, LACMTA may construct, in its sole and absolute discretion, a new transit center, the cost, budget, location, design, specifications and development of which shall be in the sole determination of LACMTA (the “**Replacement Transit Center**”). For the avoidance of doubt, LACMTA has no obligation to fund nor construct the Replacement Transit Center. It is contemplated that the Replacement Transit Center would be located on Block 0 of the Site; provided, however, in the course of design and construction of the Replacement Transit Center, LACMTA reserves the right to use other sites outside of the Site on a temporary or permanent basis for all or portions of the Replacement Transit Center. The Replacement Transit Center would not be subject to any Ground Lease, nor constitute part of the Project. If the Replacement Transit Center is constructed, LACMTA will have the responsibility for the ongoing operation, repair and maintenance of the Replacement Transit Center following its completion. If the Secondary Development Area becomes available as provided herein, then Developer may develop several buildings on the Secondary Development Area, including in the aggregate approximately 600 mixed-income units

and 20,000 square feet of retail space together with such parking for all such improvements as required by the City.

Developer or the applicable Ground Lessee shall propose a Schedule of Performance for each Phase (as hereinafter defined) of the Project, which will detail the milestones for each such Phase of the Project, each of which, when mutually agreed to by Developer (or such Ground Lessee, as applicable) and LACMTA, shall be attached as an exhibit to the applicable Ground Lease (which exhibit shall be updated as necessary from time to time to reflect the agreed upon Schedule of Performance for each Phase).

The most current site plan and rendering for the proposed Project (as defined in that certain Exclusive Negotiation Agreement and Planning Document (North Hollywood Joint Development) dated as of June 12, 2017 between Developer and LACMTA (as amended, the “**ENA**”)) are attached hereto as Attachment F. For purposes of clarification, Greenland US Commercial Holding, Inc. is no longer a party to the ENA and will not be involved in the Project.

PHASED DEVELOPMENT:

The Project will be constructed in multiple Phases. The first Phases will be located in the Primary Development Area, comprised of Blocks 1, 2, 3, 7 and 8 as further described below. If LACMTA elects, in its discretion, to relocate the Existing Transit Center, as provided herein, then subsequent Phases of the Project may be located in the Secondary Development Area, comprised of Blocks 4, 5 and 6.

Subject to the limitations below in this section, the JDA shall permit Developer, or, if applicable, one or more other Qualified Ground Lessees (as defined herein) to enter into separate Ground Leases, each covering a portion of the land comprising the Project. Each such portion of the land comprising the Project that will be the subject of a Ground Lease is depicted as a separate numbered block on Attachment B and is referred to herein as a “**Phase**”. A Ground Lease may cover one or more Phases such that there may be up to eight (8) separate Ground Leases entered into pursuant to the JDA.

**PRIMARY DEVELOPMENT
AREA:**

As soon as reasonably possible following Developer or such Qualified Ground Lessee having provided the JDA Consideration Allocated Payment (as such term is hereinafter defined) for such Phase in accordance with the JDA, such Ground Lessee shall be permitted to enter into Ground Leases covering any Phase in the Primary Development Area, provided that all of the closing conditions for such Phase (to be mutually agreed to by Developer and LACMTA and set forth in the JDA) have been satisfied and the following additional conditions have been satisfied:

(a) At all times the number of residential units constructed for affordable housing (to be defined in the JDA) must be at least 20% of the total number of constructed residential units in the overall Project (and, from and after completion of all mixed-income buildings, at least 5% of the residential units contained in each mixed-income building must be Moderate Income Units).

(i) Developer may not apply for and obtain a Temporary Certificate of Occupancy or Permanent Certificate of Occupancy (collectively, "CO") for the mixed-income units in any mixed-income building (which may be on Block 1 or 2) until (x) a CO has been issued for the affordable housing units in at least one affordable housing building (which may be on Block 3 or 7) and (y) the affordable housing units in such affordable housing building(s) shall comprise at least 20% of the total constructed residential units in the overall Project upon issuance of a CO for such mixed-income units.

(ii) Thereafter, so long as at least 20% of the total constructed residential units in the overall Project are affordable housing residential units having a CO, Developer may develop more than one mixed-income building (i.e., Blocks 1 and 2).

(iii) Block 8 may be developed when either of the following two conditions are satisfied:

(x) Two affordable housing buildings have been completed and a CO issued for each and at least 20% of the total constructed residential units in the overall Project are affordable housing residential units having a CO; or

(y) Developer has secured an anchor tenant for the office building to be constructed on Block 8 pursuant to a debt and/or equity financing term sheet, as shall be more particularly described in the JDA.

The development rights for Block 8 and Blocks 4,5,6 may be exchanged between Phases provided that the total unit count, retail, and office square footage for all Phases in the Project is within the maximums allowed in the entitlements. For example, if Block 8 is developed with a mixed-income multifamily building, then the revised Blocks 4,5,6 development plan would need to be reduced by a corresponding number of transferred units, but could also include the transferred allocation of office uses from the original Block 8 entitlements.

Cosmetic refurbishment of the East Portal clamshell will take place as part of the construction on Block 1 at Developer's cost not to exceed \$1,000,000 (adjusted for CPI from the Block 1 closing date outlined in Attachment D to the date of Ground Lease closing for Block 1), provided however that the East Portal access must remain

open while construction prevents or compromises access to the existing West Portal.

Note that any Ground Lease of a parcel for commercial development to an owner-user will require that, to the extent any ground rent is payable under the JDA, such user be charged an imputed space rent for the commercial building to be constructed on such parcel at market rental rates for comparable space from time to time, which rates will be subject to reasonable approval by LACMTA, for purposes of calculating the Percentage Rent to be paid to LACMTA under the Ground Lease for such parcel.

LACMTA agrees that any tenant relocation or lease buyout costs to clear existing tenants from the Site shall be an LACMTA expense. LACMTA further acknowledges and agrees that it shall deliver each Phase to Ground Lessee free and clear of all tenants and occupants.

**SECONDARY DEVELOPMENT
AREA:**

No demolition or construction on the Secondary Development Area can take place unless (a) LACMTA, in its sole and absolute discretion, notifies Developer of its desire to proceed and (b) the Existing Transit Center has been relocated to another location acceptable to LACMTA in its sole discretion and at its sole cost and expense (which may be the Replacement Transit Center on Block 0 or another site selected by LACMTA). If office development rights are transferred from Block 8 to Blocks 4, 5 and 6, the changes to the development program may necessitate that Blocks 4,5 and 6 are financed and developed as separate Phases rather than as a single Phase.

**LACMTA RELOCATION
OF THE EXISTING
TRANSIT CENTER:**

For the avoidance of doubt, LACMTA shall not be obligated to commence the relocation of the Existing Transit Center. If LACMTA elects in its sole and absolute discretion to relocate the Existing Transit Center, LACMTA shall notify Developer of its intent to relocate the uses within 18 months of the anticipated completion of relocation. Developer may only proceed with Ground Leases for Blocks 4, 5 or 6 if LACMTA relocates the Existing Transit Center.

If LACMTA does elect to relocate the Existing Transit Center, LACMTA shall use commercially reasonable efforts to complete the relocation of the Existing Transit Center pursuant to a schedule determined by LACMTA prior to commencement of such relocation or construction, if applicable.

If LACMTA relocates the Existing Transit Center prior to the date on which Developer is ready to proceed with one or more of the Phase of the Project in the Primary Development Area, then

Developer shall be permitted to proceed with Ground Leases for Blocks 4, 5 or 6 ahead of or in conjunction with any other Phase of the Project (provided that the conditions to such development hereunder are satisfied).

**MAINTENANCE OF PARKING
DURING PHASED
DEVELOPMENT:**

Developer shall be responsible for maintaining, at a Developer's cost, the functionality, access to and use of, as much existing surface parking for transit riders as possible during the construction of each Phase on each of the remaining Blocks that have not yet been ground leased pursuant to the JDA (which maintenance shall include, as applicable, re-striping such existing surface parking on such remaining non-ground leased Blocks). In connection with the foregoing obligation:

1. Developer and LACMTA will coordinate to maximize all existing parking on all remaining Blocks that have not yet been ground leased, throughout the construction of all Phases; and

2. LACMTA will grant Developer a temporary right of entry to permit Developer to so maintain the functionality, access to and use of, such surface parking on those Blocks that have not yet been ground leased.

For purposes of clarification, nothing in this Summary of Key Terms and Conditions shall require Developer to replace any parking spaces on a Block that are displaced during the construction of such Phase.

LACMTA may elect, at LACMTA's cost, to develop up to 750 striped passenger-vehicle parking spaces (or such lesser number of parking spaces as LACMTA may determine in its sole discretion) in one or more locations approved by LACMTA dedicated solely to Metro transit users, which replacement parking spaces would replace the existing surface parking spaces currently located on the Site, temporarily or permanently, as existing surface parking spaces are displaced during the construction of each Phase. In connection with the foregoing election, LACMTA may engage Developer Project Manager (as defined below) to develop such replacement parking spaces at LACMTA's sole cost and expense, in which event:

1. Developer Project Manager will agree to a schedule of performance for the completion of the work;

2. LACMTA will grant Developer Project Manager a temporary right of entry to the applicable replacement parking sites to permit Developer Project Manager to so develop such replacement parking spaces; and

3. In the event Developer Project Manager is engaged to develop such replacement parking, Developer Project Manager shall do so according to LACMTA specifications.

In the event LACMTA does not so engage Developer Project Manager for the development and construction of such replacement parking sites, LACMTA will have the sole responsibility for the construction of the same and, in any event, LACMTA will have the sole responsibility for the ongoing operation, repair and maintenance thereof following completion.

**INVESTOR/LENDER
SECURITY:**

Prior to the execution of the JDA or during the term of the JDA, as applicable, Developer and LACMTA shall cooperate with one another in order to effectuate a transaction structure that will provide necessary and desirable certainty to Developer's investor(s) and/or lender(s) with respect to the JDA Consideration (as defined herein) that such investor(s)' and/or lender(s)' respective investments and contributions toward the JDA Consideration are adequately secured, whether pursuant to rights to develop pursuant to the JDA or otherwise, which transaction structure shall be mutually agreeable to Developer and LACMTA, and which cooperation may include, without limitation, entering into documents or instruments in addition to the JDA or amending the JDA, to effect such structure and/or provide such security, and which such documents, instruments and/or amendments, as applicable, shall in each case be mutually acceptable to Developer and LACMTA; provided that such documents or instruments shall not materially adversely affect the rights or obligations of either LACMTA or Developer as outlined in this Summary of Key Terms and Conditions.

REA:

Developer acknowledges that one of the most important considerations for LACMTA to enter into the JDA is the provision of public amenities throughout the Project which provide all public users and common areas with a welcoming and accessible set of features and improvements, all designed and constructed to provide an integrated and consistent experience to the public users throughout the Project. These public amenities are contemplated to include streets, curbs and gutters, street trees, sidewalks, pedestrian walkways, bicycle lanes and bicycle hubs, and street lighting. Each Ground Lease will require that the Ground Lessee construct, install and maintain the foregoing public amenities in the respective Phase of the Project using a design and materials that are consistent throughout the Project. Developer shall require that each Ground Lessee enter into a Reciprocal Easement and Covenant Agreement ("**REA**") in a form reasonably approved by LACMTA which will provide for reciprocal easements between the Phases of the Project for access, utilities, common areas and other cross-easements typical for multi-phase projects comparable to the

Project in quality and nature. The REA will further require that each Ground Lessee be responsible for the ongoing maintenance, repair and operation of the Project common areas and public amenities located in the respective Phase of the Project that such Ground Lessee ground leases. A maintenance association will be formed for the Project pursuant to the REA, the members of which shall be the Ground Lessees, which maintenance association shall be controlled by the Developer (or its successor in interest as the "Developer" of the Project) until Developer no longer owns an interest in the Project or this Agreement expires or earlier terminates, whichever first occurs, and which shall thereafter be controlled by the Ground Lessees as shall be more particularly set forth in the REA. Such maintenance association shall, among other things, have enforcement rights with respect to the maintenance, repair and operation of the Project common areas and public amenities throughout the Project. LACMTA shall be a third-party beneficiary of such REA with enforcement rights thereunder with respect to the maintenance, repair and operation of the public amenities throughout the Project.

GENERAL CONDITIONS

DEDICATIONS:

LACMTA will consider any dedications and grants of LACMTA real property rights to the City or other public or quasi-public entities as are reasonably necessary to support the development, construction, and operation of the Project, subject to acceptable compensation.

FEDERAL FUNDING SOURCE APPROVAL:

Some or all of the parcels comprising the Site were acquired by LACMTA using Federal Transit Administration ("**FTA**") funds and some or all of the transit facilities at or adjacent to the Site were constructed using similar funding sources. Therefore, the construction and operation of the Project, and the Ground Leases and dedications and other development-related matters contemplated in this Summary of Key Terms and Conditions are subject to (a) applicable FTA and bond holder approval/concurrence, and (b) LACMTA confirmation that such actions will not violate any bond funding related requirements or restrictions imposed on LACMTA or the LACMTA Property (collectively, the "**Funding Approvals**"). Prior to any LACMTA Board Action regarding this Summary of Key Terms and Conditions, LACMTA shall have received the Funding Approvals, including, without limitation, approval of the terms and conditions set forth in this Summary of Key Terms and Conditions by the appropriate funding agency(ies) that participated in LACMTA's original acquisition of the Premises.

The parties hereto acknowledge and in connection with the execution of the JDA and/or the Ground Leases, the FTA may

require that certain covenants, conditions and restrictions be recorded against the Site prior to the effectiveness of any Ground Lease, which covenants, conditions and restrictions will set forth the on-going requirements that LACMTA must demonstrate to the FTA are being satisfied with respect to the Site, and which shall be mutually agreeable to LACMTA and Developer and shall not contain any restrictions inconsistent with the Retained Rights (as defined herein).

**DEVELOPMENT
ENTITLEMENTS AND OTHER
LEGAL REQUIREMENTS:**

Developer will have, at its sole cost and expense obtained all required entitlements for the Project, including adoption of CEQA findings, in accordance with the terms and conditions of the ENA, and any applicable period for the filing of an administrative appeal, judicial challenge, referendum petition, request for reconsideration or other protest of the approval of any such entitlement has expired without an appeal, challenge, petition, request or other protest being taken, or if any appeal, challenge, petition, request or other protest has been taken, or any challenge to the approval is made, the body ruling on the appeal or challenge shall have made a formal, final finding upholding approval of such entitlements in a form and content and subject to conditions of approval reasonably acceptable to Developer and all further appeal periods have expired without further appeal being taken. Developer and/or each Ground Lessee, as applicable, shall also comply with all applicable City zoning and planning requirements and other legal requirements related to the development and construction of each applicable Phase of the Project. Prior to entering into the JDA and any Ground Lease, the LACMTA Board will need to make the requisite findings as a responsible agency pursuant to CEQA requirements, as more particularly set forth in the ENA.

AS-IS CONDITION:

Each Ground Lessee shall acquire its leasehold interest under each Ground Lease with respect to the Site on an “as is, where is, with all faults” basis, and shall acknowledge that it has conducted its own due diligence and investigations with respect to the Site.

**PROVISION OF COVENANTED
AFFORDABLE HOUSING:**

As part of the Project, (a) at least 20% of the total rental apartment units constructed on the Project shall be affordable rental apartment units provided as covenanted affordable housing, which covenant shall have a term of ninety-nine (99) years from the date of recordation thereof and which shall be recorded in the Official Records concurrently with the commencement of the term of each applicable Ground Lease for an Affordable Housing Phase and restricted to individuals or families with incomes of no greater than

60% of area median income as defined by the U.S. Department of Housing and Urban Development (“**AMI**”) and (b) at least 5% (but, in any event, not less than 55) of the remaining rental apartment units constructed on the Project (i.e., excluding the affordable rental apartment units) shall be restricted to individuals or families with incomes of no greater than 120% of AMI (such units, “**Moderate Income Units**”), which Moderate Income Units shall be distributed evenly throughout the Mixed-Income Rate Housing Phases. The unit types and sizes of the affordable units shall be in compliance with the applicable affordable housing guidelines.

REPLACEMENT TRANSIT CENTER – GENERALLY:

In consideration of the grant of Developer’s rights under the JDA, Developer and/or each applicable Ground Lessee shall pay to LACMTA the JDA Consideration, which may be used by LACMTA in its sole and absolute discretion to construct the Replacement Transit Center, or for any other purpose. At LACMTA’s cost, which may be offset by outside funding sources, LACMTA may, in its sole discretion, relocate its existing uses on Blocks 4,5,6 to the Replacement Transit Center. Developer’s obligations with respect to the Replacement Transit Center are (a) to provide to LACMTA all design and development work product produced by or on behalf of Developer with respect to the Replacement Transit Center and (b) construct the Replacement Transit Center if hired by LACMTA as Developer Project Manager.

CONSTRUCTION OF REPLACEMENT TRANSIT CENTER:

If LACMTA elects in its sole discretion to construct the Replacement Transit Center, it is contemplated that the construction of the Replacement Transit Center may be performed by LACMTA’s own contractors but LACMTA may elect to engage Developer’s affiliate, Trammell Crow Company, or an affiliate of Trammell Crow Company (Trammell Crow Company, or such affiliate, as project manager, is hereinafter referred to as “**Developer Project Manager**”), or any other third party selected by LACMTA as the project manager for the development and construction of the Replacement Transit Center and the East Lot Parking facility.

In the event LACMTA so elects to engage Developer Project Manager as project manager for the Replacement Transit Center and East Lot Parking facility, LACMTA and Developer Project Manager shall negotiate and execute a development agreement with respect to the development of the Replacement Transit Center and East Lot Parking facility that will set forth LACMTA’s and Developer Project Manager’s respective rights and obligations with respect to the construction thereof (such agreement, the “**Transit Center Development Agreement**”), which Transit Center Development Agreement, without limitation, shall provide for (a) execution of the work pursuant to a schedule of performance, (b) the payment to Developer Project Manager of a project

management fee in the amount of three percent (3%) of total project-managed hard and soft costs and (c) Developer Project Manager's right to access the applicable portion(s) of the LACMTA Property for the construction of the Replacement Transit Center (and East Lot Parking facility, if applicable), but which obligations of Developer Project Manager shall not include pre-development design and permitting.

In the event LACMTA does not so engage Developer Project Manager as the project manager for the development and construction of the Replacement Transit Center and the East Lot Parking Facility, LACMTA will have the sole responsibility for the construction of the same and, in any event, LACMTA will have the sole responsibility for the ongoing operation, repair and maintenance of the Replacement Transit Center following its completion.

Notwithstanding the foregoing, and regardless of whether or not Developer Project Manager is so engaged as project manager for the development and construction of the Replacement Transit Center, Developer shall reasonably coordinate with LACMTA in connection with the development thereof and provide to LACMTA all design and development work product produced by or on behalf of Developer with respect thereto. The Replacement Transit Center, if so constructed, will not be subject to any ground lease, nor constitute part of the Project.

OUTSIDE FUNDING SOURCES: Developer shall cooperate with LACMTA to obtain outside funding sources for the Replacement Transit Center, including but not limited to local, state, or federal grants and Enhanced Infrastructure Financing District ("EIFD") bonds.

KEY JOINT DEVELOPMENT AGREEMENT ("JDA") TERMS:

JDA - GENERALLY:

After (i) any required approval of this Summary of Key Terms and Conditions by FTA and any other appropriate funding agency(ies) that participated in LACMTA's original acquisition of the Site and the construction of any Public Transit Facilities located thereon as determined by LACMTA to be required, (ii) Developer acceptance of this Summary of Key Terms and Conditions and LACMTA Board approval of the same, (iii) Developer has met all CEQA requirements (as further described below in the Closing Conditions), and (iv) the LACMTA Board has made the requisite findings as a responsible agency pursuant to CEQA requirements, then LACMTA and Developer will enter into a Joint Development Agreement ("JDA") containing terms and conditions that are substantially consistent with those set forth in this Summary of Key Terms and Conditions, subject to any modifications as are required by the LACMTA Board as a condition to such LACMTA Board approval and agreed to by Developer.

JDA TERM:

The JDA shall be effective upon execution by LACMTA and Developer (the “**JDA Effective Date**”), and will continue until satisfaction or waiver by the applicable party of certain to-be-determined conditions precedent to execution of each of the Ground Leases; the expiration date for such term shall be mutually agreed between the parties, provided that, except as otherwise expressly set forth herein, in no event shall the JDA term be greater than fifteen (15) years from the JDA Effective Date. Notwithstanding the foregoing, the fifteen (15) year outside date of the JDA term shall be subject to extension, up to an aggregate period of seven (7) years beyond the original JDA term, solely as a result of unavoidable delays for the duration of the actual delay attributable to the applicable event or events.

**JDA DEPOSIT AND
JDA CONSIDERATION:**

JDA DEPOSIT: No later than 120 days after executing the JDA, Developer shall post a deposit in an amount equal to \$2,000,000 (the “**Deposit**”). The Deposit is non-refundable under any circumstances (other than LACMTA failure to ground lease all or any portion of the Site in breach of the JDA), such that LACMTA shall be entitled to retain the Deposit if Developer fails to proceed with the development of the Site or any portion thereof in accordance with the JDA.

Determination and Payment of JDA Consideration:

LACMTA shall be paid via wire transfer or Automated Clearing House electronic funds transfer, as directed by LACMTA in writing, an aggregate sum equal to the JDA Consideration (as hereinafter defined), in the manner set forth herein. The JDA Consideration shall be payable to LACMTA on a Phase-by-Phase basis, by payment by Developer or the applicable Ground Lessee of the JDA Consideration Allocated Payment set forth on Attachment D attached hereto with respect to such Phase, concurrently with the execution of a Ground Lease by LACMTA and Developer or such Ground Lessee with respect to a Phase.

JDA Consideration Payable per Phase:

In connection with the execution of a Ground Lease for each Phase, LACMTA shall be paid the JDA Consideration Allocated Payment set forth on Attachment D with respect to such Phase.

JDA Consideration Allocated Payment Adjustments:

If a Ground Lease has not been entered into for a particular Phase by the Anticipated Closing Date for that Phase set forth on

Attachment D, the JDA Consideration Allocated Payment set forth on Attachment D with respect to such Phase shall be escalated by CPI from such Anticipated Closing Date to the actual ground lease closing date for such Phase, as such date may be extended by Developer's extension rights.

"JDA Consideration" shall mean the aggregate amount of JDA Consideration Allocated Payments payable to LACMTA by Developer and/or each applicable Ground Lessee with respect to each Phase for which a Ground Lease is executed pursuant to the JDA, and each of which payment shall be due and payable by Developer and/or the applicable Ground Lessee concurrently with the mutual execution and delivery of the Ground Lease for such Phase by LACMTA and Developer or the applicable Ground Lessee.

**SPECIAL MEASURE ULA
PROVISIONS:**

In the event that prior to the date on which the First Ground Lease Transfer (as hereinafter defined) occurs with respect to a Ground Lease, the aggregate transfer tax rate then in effect in the City and County of Los Angeles is less than the aggregate City and County of Los Angeles transfer tax rate in effect as of April 1, 2023 (i.e., less than 6.06% (0.56% for City and County of Los Angeles transfer tax plus 5.50% for Measure ULA) but is greater than 0.56%, then Developer or the applicable Ground Lessee shall pay to LACMTA, concurrently with and as a condition to such First Ground Lease Transfer with respect to such Ground Lease, an amount equal to (i) 6.06% of the applicable amount subject to transfer tax in connection with such First Ground Lease Transfer with respect to such Ground Lease, less (ii) the actual aggregate transfer tax payable in connection with such First Ground Lease Transfer with respect to such Ground Lease.

In the event that prior to the date on which the First Ground Lease Transfer occurs with respect to a Ground Lease, the aggregate transfer tax rate then in effect in the City and County of Los Angeles is more than the aggregate City and County Los Angeles transfer tax rate in effect as of April 1, 2023 (i.e., more than 6.06% (0.56% for City and County of Los Angeles transfer tax plus 5.50% for Measure ULA), then LACMTA and Developer, on behalf of each applicable Ground Lessee or, if the JDA has expired or otherwise terminated, LACMTA and each applicable Ground Lessee, shall promptly, following the request of either party, meet and confer to determine in good faith whether a potential adjustment to or modification of the consideration payable to LACMTA in connection with each such applicable Ground Lease is appropriate to address such increase in the aggregate transfer tax rate.

As used herein, **“First Ground Lease Transfer”** means a sale, conveyance, assignment or other transfer (excluding the encumbrance of the leasehold estate under a Ground Lease pursuant to a leasehold mortgage or deed of trust or the foreclosure or the mortgagee’s or its designee’s acceptance of an assignment in lieu thereof) of all of the Ground Lessee’s interest in and rights under a Ground Lease to an unaffiliated third-party transferee for value (it being acknowledged and agreed that if a transfer of a portion of the Ground Lessee’s interest in and rights under a Ground Lease occurs, the First Ground Lease Transfer with respect to such Ground Lease will not be deemed to have occurred until the occurrence of the first transfer of a portion of the Ground Lessee’s interest in and rights under such Ground Lease that, together with each prior transfer of a portion of the Ground Lessee’s interest in and rights under such Ground Lease, results in the transfer of one hundred percent (100%) of such interests in and rights under such Ground Lease (in each case, solely to the extent that each such partial transfer would trigger the payment of transfer tax in the City and/or County of Los Angeles if such partial transfer were treated as a recorded sale of one hundred percent (100%) of the Ground Lessee’s interest in and rights under such Ground Lease). Upon the occurrence of such first subsequent transfer at which time the **“First Ground Lease Transfer”** is deemed to have occurred with respect to such Ground Lease pursuant to this paragraph (such first subsequent transfer, the **“Triggering Partial Transfer”**), (a) the **“applicable amount subject to transfer tax”** for purposes of clause (i) of the first paragraph of this section entitled **“Special Measure ULA Provisions”** shall be the aggregate amount that was subject to transfer tax in connection each prior transfer of a portion of the Ground Lessee’s interest in and rights under such Ground Lease (or that would be subject to transfer tax if such partial transfer was treated as a recorded sale of one hundred percent (100%) of the Ground Lessee’s interest in and rights under such Ground Lease) and the Triggering Partial Transfer and (b) the **“actual aggregate transfer tax payable”** for purposes of clause (ii) of the first paragraph of this section entitled **“Special Measure ULA Provisions”** shall be the sum of (i) the actual aggregate transfer tax payable in connection with each prior transfer of a portion of the Ground Lessee’s interest in and rights under such Ground Lease (or that would be subject to transfer tax if such partial transfer was treated as a recorded sale of one hundred percent (100%) of the Ground Lessee’s interest in and rights under such Ground Lease) and (ii) the actual aggregate transfer tax payable in connection the Triggering Partial Transfer.

Annual ground rent payments to LACMTA under the Ground Leases will not be reduced due to Measure ULA or any other transfer tax applicability.

**INITIAL GROUND LEASE
DEADLINE:**

Developer must execute Ground Leases on at least one Affordable Housing Phase (Blocks 3 or 7) and one mixed use Phase (residential or commercial) (Blocks 1, 2 or 8) (“**Initial Ground Leases**”) within two (2) years after execution of the JDA (“**Initial Ground Lease Deadline**”). If LACMTA elects to and does complete the relocation of the Existing Transit Center to a Replacement Transit Center so that Developer is able to proceed with development of Blocks 4,5,6 in the Secondary Development Area prior to the development of Blocks 1, 2 or 8, then Ground Leases for Blocks 4,5,6 may be the Initial Ground Leases for purposes of this provision (subject to the requirements set forth in the section above entitled “Replacement Transit Center Generally”).

The Initial Ground Lease Deadline may be extended by up to 4 years by Developer as follows:

A. **First Extension:** Developer shall have an option to extend the Initial Ground Lease Deadline by one (1) year upon giving LACMTA notice thereof no later than 5 business days prior to the Initial Ground Lease Deadline.

B. **Second Extension:** If the first extension option is timely exercised, then Developer shall have a second option to extend the Initial Ground Lease Deadline by an additional one (1) year beyond the end of the first extension period upon giving LACMTA notice thereof no later than 5 business days prior to the expiration of the First Extension Period; and

C. **Third Extension:** If both the First Extension and Second Extension have been timely exercised, then Developer shall have a third option to extend the Initial Ground Lease Deadline for a final two (2)-year period beyond the end of the Second Extension Period upon giving LACMTA notice thereof no later than 5 business days prior to the expiration of the Second Extension Period.

If Developer or a Qualified Ground Lessee fails to sign an Initial Ground Lease for at least one Affordable Housing Phase and one mixed use Phase by the Initial Ground Lease Deadline, as it may be extended above, then LACMTA shall no longer have an obligation to ground lease such Affordable Housing Phase or mixed use Phase of the Project Site to the Developer or to a Qualified Ground Lessee and may, instead, enter into a transaction with a third party for the development of such portions of the Project Site.

Notwithstanding the foregoing provisions of this section, in the event that Developer is unable to satisfy the Initial Ground Lease Deadline solely due to the inability of Developer or the applicable Qualified Ground Lessee to obtain financing for the construction of the applicable Affordable Housing Phase, then provided that

Developer has provided evidence reasonably satisfactory to LACMTA of Developer's or such Qualified Ground Lessee's, as applicable, diligent good faith efforts to obtain such financing by the Initial Ground Lease Deadline, then the Initial Ground Lease Deadline shall be tolled for up to one (1) year to permit Developer or such Qualified Ground Lessee, as applicable, to obtain such financing for the construction of the applicable Affordable Housing Phase. In such event, Developer shall be entitled to exercise the three (3) extension options above, at its option, following the expiration of such up to one (1) year tolling period.

SUBSEQUENT GROUND LEASE

DEADLINE:

Developer must execute Ground Leases for at least one Affordable Housing Phase that was not part of the Initial Ground Leases (Block 3 or 7) and at least one market Phase (residential or commercial) (Blocks 1, 2, 8 or, if the Secondary Development Area has become available for development hereunder, then Blocks 4,5,6) that was not part of the Initial Ground Leases ("**Subsequent Ground Leases**") within eight (8) years after execution of the JDA ("**Subsequent Ground Lease Deadline**").

The Subsequent Ground Lease Deadline may be extended by up to 4 years by Developer as follows:

A. **First Extension:** Developer shall have an option to extend the Subsequent Ground Lease Deadline by one (1) year upon giving LACMTA notice thereof no later than 5 business days prior to the Subsequent Ground Lease Deadline

B. **Second Extension:** If the first extension option is timely exercised, then Developer shall have a second option to extend the Subsequent Ground Lease Deadline by an additional one (1) year beyond the end of the first extension period upon giving LACMTA notice thereof no later than 5 business days prior to the expiration of the First Extension Period; and

C. **Third Extension:** If both the First Extension and Second Extension have been timely exercised, then Developer shall have a third option to extend the Subsequent Ground Lease Deadline for a final two (2)-year period beyond the end of the Second Extension Period upon giving LACMTA notice thereof no later than 5 business days prior to the expiration of the Second Extension Period.

If Developer or a Qualified Ground Lessee fails to sign a Subsequent Ground Lease on at least one Affordable Housing Phase that was not part of the Initial Ground Leases and one mixed use Phase that was not part of the Initial Ground Leases by the Subsequent Ground Lease Deadline, as it may be extended above, then LACMTA shall no longer have an obligation to ground lease such Affordable Housing Phase or mixed use Phase of the Project

Site to the Developer or to a Qualified Ground Lessee and may, instead, enter into a transaction with a third party for the development of such portions of the Project Site.

Notwithstanding the foregoing provisions of this section, in the event that Developer is unable to satisfy the Subsequent Ground Lease Deadline solely due to the inability of Developer or the applicable Qualified Ground Lessee to obtain financing for the construction of the applicable Affordable Housing Phase, then provided that Developer has provided evidence reasonably satisfactory to LACMTA of Developer's or such Qualified Ground Lessee's, as applicable, diligent good faith efforts to obtain such financing by the Subsequent Ground Lease Deadline, then the Subsequent Ground Lease Deadline shall be tolled for up to one (1) year to permit Developer or such Qualified Ground Lessee, as applicable, to obtain such financing for the construction of the applicable Affordable Housing Phase. In such event, Developer shall be entitled to exercise the three (3) extension options above, at its option, following the expiration of such up to one (1) year tolling period. In the event that Developer is unable to satisfy the Subsequent Ground Lease Deadline but is actively engaged in the process to obtain entitlements for Block 8 as a mixed-income residential phase from the City of Los Angeles, then provided that Developer has provided evidence reasonably satisfactory to LACMTA of Developer's or such Qualified Ground Lessee's, as applicable, diligent good faith efforts to obtain such entitlements by the Subsequent Ground Lease Deadline, then the Subsequent Ground Lease Deadline shall be tolled until such entitlements are received. In such event, Developer shall be entitled to exercise the extension option above, at its option, following the obtainment of such entitlements.

**OWNERSHIP OF
ENTITLEMENTS:**

If Developer fails to satisfy the conditions required by either the Initial Ground Lease Deadline or the Subsequent Ground Lease Deadline, as the case may be, LACMTA may, at its option, give a notice of default to Developer under the JDA. If Developer fails to cure such default under the terms of the JDA, then without limiting the other remedies of LACMTA under the terms of the JDA on account of such uncured default, LACMTA may by written notice to Developer, elect to cause the entitlements with the City of Los Angeles (and any other applicable governmental authority) on the undeveloped portions of the Project Site that have not already been ground leased by Developer or a Qualified Ground Lessee to be vested in the name of LACMTA or in the name of a replacement third party developer for the Project Site or such portion thereof, selected by LACMTA. Upon receipt of such notice from LACMTA Developer shall assign to LACMTA all of Developer's right, title and interest in and to all of the entitlements, plans, specifications, reports and studies relating to the undeveloped portions of the Project Site that have that have not already been ground leased by

Developer or a Qualified Ground Lessee, to the extent assignable. Such assignment shall be made without any representations or warranties by Developer whatsoever and subject to LACMTA, at its sole cost and expense and in its discretion, obtaining consents to such assignments, if any, required from the third party consultants engaged by Developer to provide such plans, specifications, reports and studies to LACMTA. In such event, LACMTA shall be entitled, at its sole cost and expense and in its discretion, to seek reliance letters from any such third party consultants with respect to their reports and studies.

**ASSIGNMENTS OF OPTIONS
TO GROUND LEASE:**

The JDA will permit Developer to assign its option to Ground Lease any one or more Phases to a Qualified Ground Lessee by delivering to LACMTA certain option assignment deliveries to be set forth in the JDA, including a form of Option to Ground Lease and the form of Ground Lease (each to be attached to the JDA). LACMTA will have a period of time, to be set forth in the JDA, to review and approve such option assignment deliveries. Following LACMTA's review and approval of the same pursuant to the JDA, such assignee may exercise the option to Ground Lease such Phase in accordance with the JDA.

CONDITIONS TO CLOSING:

The JDA will address matters occurring from the JDA Effective Date through the date that the Closing Conditions for each Phase have been satisfied or waived by the applicable party; at such time as the closing conditions are satisfied for an individual Phase, the applicable Ground Lessee and LACMTA will enter into a Ground Lease for such Phase (each such date is referred to as a "**Closing**").

The "**Closing Conditions**" will require, among other things to be mutually agreed upon by Developer and LACMTA, that (a) the applicable Ground Lessee has applied for and received all governmental approvals necessary (including LACMTA and City of Los Angeles approval) for the development and construction of the applicable Phase, and any applicable period for the filing of an administrative appeal, judicial challenge, referendum petition, request for reconsideration or other protest of the approval of any such entitlement has expired without an appeal, challenge, petition, request or other protest being taken; (b) CEQA Documents for the applicable Phase shall have been approved/certified by the applicable Governmental Authorities and the LACMTA Board shall have made the requisite findings as required by CEQA, and any applicable period for the filing of an administrative appeal, judicial challenge, referendum petition, request for reconsideration or other protest of the approval of any such entitlement has expired without an appeal, challenge, petition, request or other protest being taken; (c) LACMTA has received evidence reasonably satisfactory to LACMTA that grading and foundation permits for the applicable

Phase have been issued, or are ready to be issued subject only to the payment of the fees therefor; (d) Developer or the applicable Ground Lessee has provided LACMTA with a schedule showing the sources and uses of funds with respect to the development of the applicable Phase, with such level of detail as shall be reasonably required by LACMTA; (e) no uncured breach or default by Developer under the JDA shall then exist; (f) the representations and warranties of Developer under the JDA shall be true and correct in all material respects; (g) the applicable Ground Lessee shall have delivered to LACMTA all insurance certificates required by the Ground Lease with respect to insurance coverages and policies required to be in place as of the effective date of such Ground Lease; (h) LACMTA shall have confirmed that such Ground Lease is consistent with the terms of this Summary of Terms and Conditions as approved by FTA and any other appropriate funding agency(ies) that participated in LACMTA's original acquisition of the Site and the construction of any Public Transit Facilities located thereon as determined by LACMTA to be required; (i) the applicable Ground Lessee shall have executed and delivered to escrow all closing documents as contemplated by the parties (e.g., the Ground Lease, and other transaction documents as determined between parties with respect to such Phase); and (j) the final vesting tentative tract map for the Site shall have received all applicable approvals and the unit map for the Phase that is the subject of the applicable Ground Lease shall have been recorded against such Phase, or be ready to record against such Phase, prior to the Memorandum of Ground Lease with respect to the closing of the first Phase pursuant to the JDA.

DESIGN REVIEW GUIDELINES: The JDA will reference the most recent set of drawings for the Project, which shall have been approved by LACMTA, including any comments or qualifications with respect thereto from LACMTA.

Developer or the applicable Ground Lessee shall prepare and submit to LACMTA for LACMTA's further review and approval or disapproval in accordance with the JDA (a) Design Development Drawings and (b) Final Construction Documents for the improvements to be located on a particular Phase (as such terms are hereinafter defined). Such Design Development Drawings and Final Construction Documents shall describe the improvements to be constructed on such Phase in such detail and form as is customary for the applicable level of design development, and, to the extent necessary or appropriate for the applicable level of design development, include site plans, specifications, renderings, material samples and other information at a level of detail as is customary for such level of design development.

LACMTA's right to review and approve the Design Development Drawings and Final Construction Documents for the improvements to be located on a particular Phase, including, without limitation, any changes to such Design Development Drawings and/or Final

Construction Documents that have been previously approved by LACMTA shall be in accordance with the design review standards set forth in Section 11 of the ENA pursuant to which LACMTA was entitled to review and approve the 50% Schematic Design Drawings, subject to any revisions thereto that LACMTA and Developer may mutually agree to in the JDA; provided, however, notwithstanding the design review standards set forth in Section 11 of the ENA, for purposes of LACMTA's review and approval of Design Development Drawings and Final Construction Documents for the improvements to be located on a particular Phase, including, without limitation, any changes to such Design Development Drawings and/or Final Construction Documents that have been previously approved by LACMTA, the following shall apply:

(a) LACMTA may disapprove the Plans and Specifications for a Phase at any Level of Design Development solely with respect to any portions of the specific Project Improvements located above the Ground Plane of such Phase, solely on the grounds that (i) such Plans and Specifications are not in compliance with the Design Guidelines, excluding only any components thereof that are Governmental Changes, or (ii) such Plans and Specifications are inconsistent with (or would prevent the Ground Lessees, collectively, from complying with) the Scope of Development to be attached to the JDA; (provided, however, if any Governmental Change would result in such Plans and Specifications being inconsistent with, or would prevent the Ground Lessees, collectively, from complying with, such Scope of Development, LACMTA may not unreasonably withhold its approval of such Plans and Specifications as impacted by such Governmental Change);

(b) LACMTA may disapprove the Plans and Specifications for a Phase at any Level of Design Development solely with respect to any portions of the specific Project Improvements located within the Ground Plane, solely on the grounds that such Plans and Specifications are (x) not in compliance with the Design Guidelines, and/or (y) do not reflect a Logical Evolution from the previously approved Plans and Specifications for such Phase (e.g., the Ground Plane as depicted in the Design Development Drawings does not reflect a Logical Evolution from the 50% Schematic Design Drawings for such Phase), excluding only any components thereof that are Governmental Changes;

(c) LACMTA may disapprove the Plans and Specifications for a Phase at any Level of Design Development with respect to any portions of the specific Project Improvements, whether located within the Ground Plane or above the Ground Plane, with respect to any elements of such Plans and Specifications that contemplate (i) any improvements or modifications to any of the LACMTA Transit Property, (ii) any improvements or modifications to any Material Public Transit Facilities, (iii) any adverse impact on or improvements impeding access (as reasonably determined by

LACMTA) to or from the LACMTA Transit Property or Material Public Transit Facilities within a ten foot (10') radius around the same, as applicable, or (iv) any adverse impact (as reasonably determined by LACMTA) on any lateral and subjacent support to any of the LACMTA Transit Property or any Material Public Transit Facilities (the foregoing, collectively, the "LACMTA Material Transit Property and Facilities"), if, in the case of any of clauses (i) through (iv) hereof, LACMTA has identified an issue in such Plans and Specifications which adversely impacts (as reasonably determined by LACMTA) any of the following (collectively, the "**LACMTA Development-Related Concerns**"): (a) the operations of LACMTA, (b) LACMTA's exercise of its Retained Rights, (c) public health and safety, including the health and safety of LACMTA Parties, (d) the LACMTA Transit Property, the Material Public Transit Facilities and the access to or from the same, and (e) the lateral and subjacent support to the LACMTA Transit Property, the Material Public Transit Facilities and any area providing support necessary for LACMTA to exercise its Retained Rights; and

(d) LACMTA may only request changes to a specific Level of Design Development for a Phase under the following circumstances: (i) solely with respect to any portions of the specific Project Improvements located above the Ground Plane of such Phase, to address a component of the Plans and Specifications for such Phase at such Level of Design Development that is not in compliance with the Design Guidelines, excluding any components thereof that are Governmental Changes or that is inconsistent with the Scope of Development to be attached to the JDA, (ii) solely with respect to any portions of the specific Project Improvements located within the Ground Plane, to address a component of the Plans and Specifications for such Phase at such Level of Design Development that either is not in compliance with the Design Guidelines or fails to reflect a Logical Evolution from the previously approved Plans and Specifications for such Phase at the prior Level of Design Development, excluding any components thereof that are Governmental Changes, or (iii) solely with respect to any elements of such Plans and Specifications that contemplate any improvements to or adverse impacts (as reasonably determined by LACMTA) on any of the LACMTA Material Transit Property and Facilities, regardless of whether they are within or above the Ground Plane, when LACMTA has identified an issue in such Plans and Specifications which adversely impacts (as reasonably determined by LACMTA) any LACMTA Development-Related Concerns. Notwithstanding the foregoing, for purposes of clauses (i) and (ii) above, LACMTA may not request a change to the Plans and Specifications due to an issue that LACMTA has identified as not being in compliance with the Design Guidelines when (x) such issue identified by LACMTA existed in the Plans and Specifications at any Level of Design Development previously approved by LACMTA, or (y) such issue identified by LACMTA requires a change to a component of the design of the Project Improvements

to be located on such Phase that was previously approved by LACMTA at a prior Level of Design Development (i.e., LACMTA could have identified such issue as a condition to such prior approval but failed to); provided, however, for purposes of clause (iii) above, LACMTA shall have the right to request changes to the Plans and Specifications even if (a) such elements of the Plans and Specifications were clearly depicted, described or specified on the Plans and Specifications previously approved by LACMTA at the immediately preceding Level of Design Development; (b) such elements as depicted, described or specified on the current set of Plans and Specifications represent a Logical Evolution of such elements clearly depicted, described or specified in the previously approved Plans and Specifications; and (c) a disapproval or request for changes could have been made by LACMTA, but was not made, during LACMTA's prior review of such previously approved Plans and Specifications (individually and collectively, a "**Late Change**"), in each case subject to the provisions of subsection (e) below. LACMTA's design approval rights as set forth in this section are, in part, intended to ensure that the Project Improvements meet LACMTA's Satisfactory Continuing Control Requirement (as defined in the Retained Rights subsection of this Summary of Key Terms and Conditions).

(e) In the event LACMTA requests a Late Change to any Level of Design Development for a Phase in accordance with clause (c) of subsection (d) above, then notwithstanding any provisions of this Summary of Key Terms and Conditions to the contrary, (i) LACMTA shall reimburse Developer, or the applicable Ground Lessee, as applicable, for the actual cost in excess of Twenty-Five Thousand Dollars (\$25,000) incurred by Developer or such Ground Lessee, as applicable, on an aggregated basis in making any such requested changes or revising such Plans and Specifications in response to any such issue identified by LACMTA; (ii) any reasonable additional time incurred by Developer or such Ground Lessee, as applicable, to make the requested change or revise such Plans and Specifications in response to such issue identified by LACMTA shall be deemed an Unavoidable Delay for all purposes under the JDA and Developer shall have the right to extend any impacted milestone dates set forth in the Schedule of Performance for such Phase by a period equal to the duration of such Unavoidable Delay; and (iii) LACMTA shall not have the right to require the requested change if such change could reasonably be expected to result in a breach by Developer or such Ground Lessee of a contract or agreement with an unaffiliated third party, unless LACMTA agrees in writing to indemnify Developer or such Ground Lessee against all losses resulting directly, solely and not consequentially from such breach. As a condition to the application of the provisions of this subsection (e), within thirty (30) days after written notice from LACMTA of a proposed Late Change, Developer (or the Ground Lessee) shall notify LACMTA in writing of (i) Developer's (or Ground Lessee's) reasonable estimate of any

actual cost of making such requested Late Change, (ii) whether such proposed Late Change is reasonably expected to result in a breach by Developer (or Ground Lessee) of a contract or agreement with an unaffiliated third party, and, if so, the specifics regarding such breach and the projected losses resulting directly from and as a consequence of such breach, and (iii) Developer's (or Ground Lessee's) reasonable estimate of the projected delay in the Project Schedule of Performance for such Phase resulting from such proposed Late Change. After receipt of the foregoing notice, LACMTA shall have twenty (20) Business Days to notify Developer (or Ground Lessee) in writing as to whether LACMTA agrees with or disputes one or more of the assertions in such notice, and if so, whether LACMTA withdraws or reaffirms its desire to proceed with a proposed Late Change. Notwithstanding the foregoing, such twenty (20) business day period shall not apply if LACMTA determines in its good faith discretion that a decision regarding whether LACMTA should proceed with or withdraw a proposed Late Change requires consideration and action by the LACMTA Board, in which case LACMTA shall use its good faith efforts to present promptly all such matters to the LACMTA Board as soon as possible in accordance with LACMTA policy and procedures and the LACMTA Board meeting schedule.

LACMTA's design approval rights as set forth herein are, in part, intended to ensure that the Project meets LACMTA's Satisfactory Continuing Control Requirement (as defined in the Retained Rights subsection of this Summary of Key Terms and Conditions).

The following terms shall have the following meanings:

"Design Development Drawings" means plans and specifications customarily associated with the "design development level" of the sequential iterative process by which the Developer, through its architects, engineers and design consultants, produces customary plans and specifications related to the improvements to be located on a particular Phase. Such plans and specifications shall contain sufficient details to allow LACMTA to conduct its review pursuant to the JDA, including, among other things, interface of such improvements with Material Public Transit Facilities (as hereinafter defined) and LACMTA's Retained Rights, structural dimensions, delineation of site features and elevations, building core, materials and colors, public art, landscaping and signage plan, a description of all primary design features and sizes, character and quality of the architectural and structural systems of such improvements, with key details provided in preliminary form.

"Final Construction Documents" means those final plans and specifications required by any Governmental Authority for the issuance of all building permits necessary for the construction of the improvements to be located on a particular Phase (excluding interior leasehold improvements for subtenants), and containing

details as would be reasonably necessary to allow LACMTA to assess all impacts of such improvements in accordance with LACMTA's rights under the applicable Ground Lease.

"LACMTA Transit Equipment" means all of the equipment, cable, conduit, fixtures, furnishings, and vehicles located or operating in or on the LACMTA Property and used or installed by LACMTA for transit purposes, including ticket vending machines, ticket validation systems and other equipment serving a comparable function, lighting, CCTV cameras, rail cars, vehicles, tracks, signaling devices, maintenance equipment, fire protection equipment, communication antennas, public address systems and all other LACMTA owned equipment and vehicles.

"LACMTA Transit Property" means all LACMTA Property not included in the Site.

"Material Public Transit Facilities" means the following Public Transit Facilities: any subway portals, ticket machines owned and operated by LACMTA, bicycle hubs owned and operated by LACMTA, subway vents and gates, and doors and gates to subway portals.

"Plans and Specifications" means, individually and collectively, depending on the context, the 50% Schematic Design Drawings, the Design Development Drawings, the Final Construction Documents, the Revised Construction Documents (as defined in the Ground Lease) and the Approved Construction Documents for all Project Improvements.

"Public Transit Facilities" means all public transit related improvements, structures, equipment, fixtures and furnishings now existing or hereafter located in, on under and/or adjacent to, or passing through the LACMTA Property, whether constructed by LACMTA, Developer, or a third party, including, without limitation, the LACMTA Transit Equipment, and all transit-related water lines, sanitary sewer lines, storm sewer improvements, electrical lines, antennas, elevators, shafts, vents and exits, existing or located from time to time in, on, under and/or adjacent to the LACMTA Property.

JDA/GROUND LEASE

CLOSINGS:

The JDA will contemplate that Developer or, at Developer's option, a Qualified Ground Lessee will have the right to exercise an option to enter into a Ground Lease with respect to each Phase and when such option has been exercised and the conditions precedent for "Closing" with respect to such Phase have been satisfied, LACMTA will ground lease the portion of the Site pertaining to such Phase to Developer or such Qualified Ground Lessee for the development, construction and operation of such Phase pursuant to the applicable Ground Lease, subject to the Retained Rights, in exchange for the payment of all amounts required to be paid by the

applicable Ground Lessee under the applicable Ground Lease. Documents related to each such Closing, including, without limitation, each Ground Lease and a memorandum of each such Ground Lease, will be executed by the applicable parties as is necessary to properly effectuate each such Closing.

**TRANSFERS, ASSIGNMENT
AND SUBLETTING:**

Rights to Assign JDA to Ground Lessees:

The JDA shall permit Developer to assign its option to ground lease under the JDA with respect to one or more individual Phases to separate entities (each, a **“Ground Lessee”**), which Ground Lessees shall have the right to exercise such option to ground lease with respect to such Phase or Phases in accordance with the applicable terms and conditions of the JDA and, upon satisfaction of the conditions precedent for “Closing” with respect to such Phase or Phases, enter into the Ground Lease with respect to such Phase or Phases and, pursuant to such Ground Lease, construct such Phase or Phases. So long as such Ground Lessee (a) Controls, is Controlled by, or is under common Control with Developer, or (b) is a Qualified Transferee (as defined herein) (any of the foregoing, a **“Qualified Ground Lessee”**), LACMTA shall not have the right to consent or approve of such assignment, but Developer shall provide LACMTA with sufficient information as to the identity of such Qualified Ground Lessee, including financial and other information on the Qualified Ground Lessee in form reasonably required by LACMTA, in order for LACMTA to confirm that the Qualified Ground Lessee satisfies the financial and experience requirements set forth in the following provisions of this Summary of Key Terms and Conditions.

The following terms shall have the following meanings:

(a) “Qualified Transferee” shall mean a Qualified Residential Transferee, a Qualified Affordable Residential Transferee, or a Qualified Commercial/Retail Transferee, as applicable.

(b) “Qualified Affordable Residential Transferee” shall mean either (x) the Caesar Chavez Foundation, or another entity which Controls, is Controlled by, or is under common Control with Caesar Chavez Foundation, (y) National Community Renaissance, or another entity which Controls, is Controlled by, or is under common Control with National Community Renaissance, or (z) another reputable affordable-housing developer that has, or is Controlled by an entity that has, developed at least 1,000 units of affordable housing nationally in the prior five-year period, at least 250 units of which are in Los Angeles County, and with a type of

construction and quality comparable to the affordable units contemplated for the Project using tax credits and other traditional sources of funding for affordable housing; provided that such reputable affordable-housing developer satisfies both of the following criteria: (a) is not directly or indirectly owned or Controlled by, or employs in management level capacity a person who is, any person or entity who has been or is currently an adverse party in any litigation, arbitration or administrative action with LACMTA; and (b) is not, and is not owned or Controlled by, directly or indirectly by, any person or entity listed on, included within or associated with any of the persons or entities referred to in Executive Order 13324 – Blocking Property and Prohibiting Transactions with Persons Who Commit, Threaten to Commit, or Support Terrorism, as the same may amended by the United States Department of the Treasury, Office of Foreign Assets Control, or any successor or replacement agency and (c) complies with the requirements set forth in Attachment G attached hereto.

(D) “Qualified Commercial/Retail Transferee” shall mean an entity that satisfies each of the following criteria:

(a) has, or is Controlled by an entity that has, at least 5 years of experience developing, owning and operating commercial (office and/or retail, as applicable) or mixed-use properties in the United States, has completed at least 500,000 square feet of commercial/retail projects and has at least 250,000 square feet under current management, which projects have been constructed and are maintained at a standard comparable to the Comparable Commercial Projects (as defined herein) or will engage a development manager with the comparable experience in developing and managing commercial (office and/or retail, as applicable) or mixed-use properties in the United States to manage the development of the project to be developed on such Phase pursuant to the applicable ground lease through the completion thereof;

(b) is (i) a real estate investment trust, bank, saving and loan association, investment bank, insurance company, trust company, commercial credit corporation, pension plan, pension fund or pension advisory firm, mutual fund, government entity or plan, provided that any such Person referred to in this clause (i) satisfies the Eligibility Requirements; (ii) an investment company or qualified institutional buyer within the meaning of Rule 144A under the Securities Act of 1933, as amended, or an institutional accredited investor within the meaning of Regulation D under the Securities Act of 1933, as amended, provided that any such Person referred in this clause (ii) satisfies the Eligibility Requirements; (iii) an institution substantially similar to any of the foregoing entities described in the immediately preceding clauses (i) and (ii) that satisfies the Eligibility Requirements; (iv) any entity majority owned and Controlled by any of the entities described in the immediately foregoing clauses (i) through (iii); or (v) an investment fund, limited liability company, limited partnership or general partnership, in which any of the entities described in the immediately foregoing clauses (i) through (iv) has committed capital of at least two hundred fifty million (\$250,000,000), acts as the general partner, managing member or fund manager, and more than

fifty percent (50%) of the equity interests in such investment fund, limited liability company, limited partnership or general partnership are owned, directly or indirectly, by one or more of the following: (x) an entity meeting the requirements of any of the immediately foregoing clauses (i) through (iv), (y) an institutional “accredited investor” within the meaning of Regulation D under the Securities Act of 1933, as amended, and/or (z) a “qualified institutional buyer” within the meaning of Rule 144A promulgated under the Securities Exchange Act of 1934, as amended;

(c) is not directly or indirectly owned or Controlled by, or employs in management level capacity a person who is, any person or entity who has been or is currently an adverse party in any litigation, arbitration or administrative action with LACMTA;

(d) is not, and is not owned or Controlled by, directly or indirectly by, any person or entity listed on, included within or associated with any of the persons or entities referred to in Executive Order 13324 – Blocking Property and Prohibiting Transactions with Persons Who Commit, Threaten to Commit, or Support Terrorism, as the same may amended by the United States Department of the Treasury, Office of Foreign Assets Control, or any successor or replacement agency; and

(e) complies with the requirements set forth in Attachment G attached hereto.

(E) “Qualified Residential Transferee” shall mean an entity that satisfies each of the following criteria:

(a) has more, or is Controlled by an entity that has more, than 5 years of experience developing, owning and operating market rate multi-family or mixed-use properties in the United States, has completed at least 1,500 for-rent residential units nationally, at least 500 of which are in Los Angeles County, with such completed projects constructed and operated at a standard comparable to the Comparable Residential Projects (as defined herein) or will engage a development manager with comparable experience developing market-rate multi-family or mixed-use properties in the United States to manage the development of the project to be developed on such Phase pursuant to the applicable ground lease through the completion thereof;

(b) is (i) a real estate investment trust, bank, saving and loan association, investment bank, insurance company, trust company, commercial credit corporation, pension plan, pension fund or pension advisory firm, mutual fund, government entity or plan, provided that any such Person referred to in this clause (i) satisfies the Eligibility Requirements; (ii) an investment company or qualified institutional buyer within the meaning of Rule 144A under the Securities Act of 1933, as amended, or an institutional accredited investor within the meaning of Regulation D under the Securities Act of 1933, as amended, provided that any such Person referred in this clause (ii) satisfies the Eligibility Requirements; (iii) an institution substantially similar to any of the foregoing

entities described in the immediately preceding clauses (i) and (ii) that satisfies the Eligibility Requirements; (iv) any entity majority owned and Controlled by any of the entities described in the immediately foregoing clauses (i) through (iii); or (v) an investment fund, limited liability company, limited partnership or general partnership, in which any of the entities described in the immediately foregoing clauses (i) through (iv) has committed capital of at least two hundred fifty million (\$250,000,000), acts as the general partner, managing member or fund manager, and more than fifty percent (50%) of the equity interests in such investment fund, limited liability company, limited partnership or general partnership are owned, directly or indirectly, by one or more of the following: (x) an entity meeting the requirements of any of the immediately foregoing clauses (i) through (iv), (y) an institutional “accredited investor” within the meaning of Regulation D under the Securities Act of 1933, as amended, and/or (z) a “qualified institutional buyer” within the meaning of Rule 144A promulgated under the Securities Exchange Act of 1934, as amended;

(c) is not directly or indirectly owned or Controlled by, or employs in management level capacity a person who is, any person or entity who has been or is currently an adverse party in any litigation, arbitration or administrative action with LACMTA;

(d) is not, and is not owned or Controlled by, directly or indirectly by, any person or entity listed on, included within or associated with any of the persons or entities referred to in Executive Order 13324 – Blocking Property and Prohibiting Transactions with Persons Who Commit, Threaten to Commit, or Support Terrorism, as the same may be amended by the United States Department of the Treasury, Office of Foreign Assets Control, or any successor or replacement agency; and

(e) complies with the requirements set forth in Attachment G attached hereto.

(F) “Eligibility Requirements” means, with respect to any person or entity, that such person or entity has total assets in excess of two hundred and fifty million dollars (\$250,000,000) and (except with respect to a pension advisory firm or similar fiduciary) capital/statutory surplus or shareholder’s equity in excess of one hundred million dollars (\$100,000,000).

(G) “Comparable Commercial Projects” means (1) The Tower Burbank, 3900 W Alameda, Burbank, CA 91505, (2) Vine Street Tower, 1601 Vine St, Hollywood, CA, and (3) Columbia Square, 1575 N Gower Street, Los Angeles, CA; provided, however, from time to time during the term of the JDA, the Developer shall have the right to propose new or alternate projects for LACMTA’s reasonable approval as “Comparable Commercial Projects”.

(H) “Comparable Residential Projects” means (1) the Eastown, at 6201 Hollywood Blvd, Los Angeles, CA 90028 (535 units), (2) The Huxley, at 1234 N La Brea Ave, West Hollywood, CA 90038 (187 units), (3) 1600 Vine

Street, Hollywood, CA 90028 (375 units), and (4) The Vermont, 3150 Wilshire Blvd, Los Angeles, CA 90010 (464 units); provided, however, from time to time during the terms of the JDA, the Developer shall have the right to propose new or alternate projects for LACMTA's reasonable approval as "Comparable Residential Projects".

(l) For purposes of this section, "Control" means the possession of the power to direct or cause the direction of the management and policies of an entity, whether through the ownership of voting securities, by contract or otherwise, subject only to reasonable and customary major decision rights in favor of the non-controlling members or partners, as applicable, of such entity.

Rights to Assign Ground Lessees: Following a Ground Lessee entering into a Ground Lease, a Ground Lessee shall be permitted to assign such Ground Lease to:

(a) a wholly-owned subsidiary of Ground Lessee for which Ground Lessee retains management responsibility and oversight of the development of the Phase;

(b) an entity composed of Ground Lessee and a financial partner for purposes of financing the Phase for which Ground Lessee retains management responsibility and oversight of the development of the Phase; and

(c) a Qualified Transferee.

Permitted Transfers of Interests in Ground Lessees: Following a Ground Lessee entering into a Ground Lease, the following transfers of direct and indirect interests in such Ground Lessee shall be permitted:

(a) transfers to or among Ground Lessee's constituent partner(s) or member(s) or their or Ground Lessee's parents, affiliates or subsidiaries, including in each case to or from a trust for the benefit of the immediate family of any direct or indirect partner, shareholder or member of a Ground Lessee who is an individual;

(b) a transfer to a spouse (or to a domestic partner if domestic partners are afforded property rights under then-existing applicable laws) in connection with a property settlement agreement or decree of dissolution of marriage or legal separation, as long as such transfer does not result in a change of Control of Ground Lessee or a change in the managing member or general partner of Ground Lessee;

(c) a transfer of ownership interests in Ground Lessee or in constituent entities of Ground Lessee (i) to a member of the immediate family of the transferor, (ii) to a trust for the benefit of a member of the immediate family of the transferor, (iii) from such a trust or any trust that is an owner in a constituent entity of Ground Lessee, to the settlor or beneficiaries of such trust or to one or more other trusts created by or for the benefit of any of

the foregoing persons, whether any such transfer is the result of gift, devise, intestate succession or operation of law, or (iv) in connection with a pledge by any partners of a constituent entity of Ground Lessee to an affiliate of such partner or to an Internal Revenue Code Section 501(c)(3) charitable institution for no consideration;

(d) a transfer of a beneficial interest resulting from public trading in the stock or securities of an entity, where such entity is a corporation or other entity whose stock (or securities) is (are) traded publicly on a national stock exchange or traded in the over-the-counter market and whose price is regularly quoted in recognized national quotation services;

(e) a mere change in the form, method or status of ownership, as long as there is no change in the actual beneficial ownership of the Ground Lease or Ground Lessee, and such transfer does not involve an intent to avoid Ground Lessee's obligations under this Lease; and

(f) a transfer to a third-party so long as the following conditions are satisfied: (i) such transfer does not result in a change in Control of Ground Lessee; (ii) if such transfer results in an entity that initially owns less than fifty percent (50%) of the ownership interests in such Ground Lessee, directly or indirectly, owning fifty percent (50%) or more of the ownership interests in such Ground Lessee, directly or indirectly (such entity, the "**Majority Owner**"), such Majority Owner shall satisfy the requirements of clauses (b), (c), (d) and (e) of the above-definition of Qualified Commercial/Retail Transferee; and (iii) the Majority Owner shall have no authority to direct or cause the direction of the management and policies of the Ground Lessee, except for the right to consent to reasonable and customary major decisions relating to such Ground Lessee. Such Ground Lessee shall provide LACMTA with written notice at least thirty (30) days prior to the occurrence of any such transfer described in this clause (f), which notice shall identify the proposed Majority Owner and shall include reasonable verifying documentation that the proposed Majority Owner satisfies the requirements of clauses (b), (c), (d) and (e) of the above-definition of Qualified Commercial/Retail Transferee.

Subletting: a Ground Lessee shall be permitted to enter into the following without LACMTA's consent:

- (a) space leases to residential or commercial tenants of such Phase; and
- (b) license agreements or concession agreements for the operation of a business located on such Phase.

KEY GROUND LEASE TERMS:

GROUND LESSEES: Each ground lessee shall be a Qualified Ground Lessee.

**GROUND LEASES –
GENERALLY:** At each Closing, LACMTA, as Ground Lessor, and the applicable

Ground Lessee will enter into a ground lease (each a “**Ground Lease**”), which will provide for the construction and operation of the applicable Phase. The initial form of Ground Lease shall serve as a template for the subsequent Ground Leases, with appropriate modifications to be made as applicable with respect to each Phase and such other modifications thereto as may be requested by the Ground Lessee or the Ground Lessee’s leasehold mortgagee, which shall exclude any changes to the ground rent, lease term or other material terms, such other modifications to be approved by LACMTA in accordance with the JDA. Without limiting the foregoing, each Ground Lease will contain terms and conditions that are substantially consistent with the applicable terms and conditions set forth in this Summary of Key Terms and Conditions, subject to any modifications as are required by the LACMTA Board as a condition to LACMTA Board approval of the JDA and agreed to by Developer and the applicable Ground Lessee, as well as any modifications as are required by such Ground Lessee and/or its construction lender.

**UNSUBORDINATED
GROUND LEASES:**

LACMTA’s interests under the Ground Leases will be unsubordinated to any interest that the Ground Lessees or their lenders or investors will have in the applicable Phase; provided, however, each Ground Lease, and any amendment, substitution, or renewal thereof, shall be prior to any mortgage, deed of trust, or other lien, charge or encumbrance on the fee interest in the applicable Phase. Without limiting the foregoing, the Ground Leases shall contain other customary leasehold mortgagee protections.

Developer acknowledges that the Site is subject to all applicable FTA requirements set forth in that certain Circular FTA-C-7050.1C titled “Federal Transit Administration Guidance on Joint Development,” dated November 18, 2022. LACMTA’s Retained Rights (as defined herein) when set forth in each Ground Lease will constitute “satisfactory continuing control” of each Phase, as required by the FTA Circular, in order to preserve the original public transportation purpose of such Phase.

**GROUND LEASE
PREMISES:**

The premises under each Ground Lease will consist of one or more Phases, less the area of any dedications that may be required by a governmental authority as part of the Project. Each Ground Lease shall further provide that the applicable Ground Lessee’s rights in any such Phase pursuant to such Ground Lease shall be subject to LACMTA’s Retained Rights (as defined herein).

GROUND LEASE TERM:

Each Ground Lease will commence upon the Closing for the applicable Ground Lease, pursuant to the terms of the JDA (each such date being the “**Commencement Date**”). The term of each

Ground Lease will be for 99 years commencing on such Commencement Date (the “**Ground Lease Term**”).

GROUND LEASE RENT

See Attachment D attached hereto for the Ground Lease Rent

OTHER TERMS AND CONDITIONS

CONSTRUCTION REVIEW: During each Construction Period, LACMTA will have the right to review, inspect and approve any changes to the design of building exterior solely to the extent in accordance with the Design Review Guidelines set forth hereinabove. LACMTA rights to approve any substantive building improvements later sought to be added at any time during each Ground Lease Term shall be consistent with LACMTA’s Design Review Guidelines set forth hereinabove.

CONSTRUCTION CONTRACT REQUIREMENTS:

Any construction contract that a Ground Lessee executes with contractors for its Phase shall include the following:

- (1) Subject to the provisions of Civil Code Section 2782, obligations of the contractor to indemnify, reimburse, defend and hold harmless Developer and LACMTA against actions, proceedings, suits, demands, claims, liabilities, losses, damages, penalties, obligations, costs and expenses (including attorneys’ and expert witness’ fees and costs) arising from the acts and omissions of such contractor on the Phase or in connection with performance of its obligations under the construction contract;
- (2) Obligations of the contractor to complete services on a lien-free basis and in accordance with the terms of its contract, and to post a completion bond or an alternative form of security reasonably acceptable to LACMTA in its reasonable discretion related to the same, which might include, without limitation, a completion guaranty or set aside from a construction lender;
- (3) With respect to each General Contract, if any mechanic’s lien, materialman’s lien or other lien is filed against the Project, or any stop notices are served, for work or labor performed or claimed to have been performed, or goods, materials, or services furnished or claimed to have been furnished upon or with respect to the Project, to discharge or cause the discharge or such lien or stop notice within thirty (30) days thereafter, whether by payment, release or posting of a bond or other similar assurance;

- (4) Obligations of the contractor to comply with all applicable laws and code restrictions, licenses, policies, permits and certificates required in connection with performance of its services;
- (5) LACMTA being named as an additional benefitted party to any warranties provided in such contracts, other than those related to design liability, and also being named as an additional insured under any applicable insurance policies carried by such contractor, other than worker's compensation or errors and omissions insurance policies;
- (6) Rights of LACMTA as a third-party beneficiary under such contract; and
- (7) Certain insurance requirements as shall be set forth in the Ground Lease.

SUSTAINABILITY STANDARDS: The Project shall be built in a manner at least equivalent to the standards of the United States Green Building Council's (USGBC) Leadership in Energy and Environmental Design (LEED) Silver construction standards.

SIGNAGE: The Design Development Drawings that Developer and each Ground Lessee are required to submit to LACMTA for approval with respect to each applicable Phase of the Project will include a signage plan, including transit improvement way-finding signs, digital signage and static signage.

MAINTENANCE AND OPERATIONS: Each Ground Lessee shall maintain and operate all portions of each respective Phase at its sole cost and expense. Maintenance and operations standards to be mutually agreed between the parties and set forth in the Ground Leases. The Ground Leases will also address allocation of responsibility for maintenance and operation of transit-related facilities that may be located inside of the improvements on each Phase. LACMTA will maintain and operate the Replacement Transit Center facilities if it elects to construct the Replacement Transit Center.

PROJECT LABOR AGREEMENT: Each Phase of the Project shall comply with LACMTA's adopted requirements with respect to Project Labor Agreements for construction jobs and payment of Prevailing Wages for construction

jobs, and the applicable policies related thereto. Notwithstanding the foregoing, Developer may negotiate an alternate form or forms of Project Labor Agreement(s) directly with the applicable unions and upon finalizing such form(s), shall provide such form(s) to LACMTA for its review and approval. Upon such approval, the Project or each Phase thereof, as applicable, shall comply with the requirements in such approved form(s) of Project Labor Agreement(s).

**EXPIRATION OF GROUND
LEASES:**

At the expiration or earlier termination of the Ground Leases (each an “**Expiration Date**”), at LACMTA’s option, the applicable Ground Lessees will be responsible for the demolition and removal of the Project and any improvements, exclusive of any LACMTA improvements and/or transportation-related amenities and facilities then located on the Phase, and for returning the Phase to LACMTA in good, usable and buildable condition, consisting of a level, graded buildable pad. LACMTA will provide advance notice to Ground Lessee of the required demolition and removal of the Project and any improvements at least 6 years, but not more than 11 years prior to the expiration date of the Ground Lease. Within 12 months following LACMTA’s election to have such improvements demolished and removed, the applicable Ground Lessee shall provide LACMTA with a written plan setting forth such Ground Lessee’s proposed method of securing the discharge of such Ground Lessee’s removal and restoration obligations, which shall detail the form of security proposed by such Ground Lessee. The demolition plan must be fully funded by 3 years before ground lease expiration.

Ground Lessee shall have no right to demolish or remove any improvements that LACMTA does not instruct Ground Lessee to demolish or remove. The Ground Leases shall set forth further details regarding the specifics and procedures related to the demolition and removal work, if any.

**FINANCING AND
ENCUMBRANCES:**

A Ground Lessee may encumber its leasehold estate with mortgages, deeds of trust or other financing instruments; provided, however, in no event shall LACMTA’s fee title interest be encumbered by such Ground Lessee’s financing or other claims or liens (except as set forth below in connection with affordable housing financing sources) and in no event shall rent payable to LACMTA under the Ground Lease be subordinated to such Ground

Lessee's financing. Such encumbrances and financings shall be subject to LACMTA's approval, not to be unreasonably withheld, conditioned or delayed, except with respect to certain "permitted financing events" meeting specific criteria to be set forth in the Ground Lease (including, without limitation, encumbrances of the leasehold estate in such Ground Lease in favor of an institutional lender, which shall not require LACMTA's approval). No Ground Lessee shall have to pay any fee to LACMTA in consideration of or otherwise in connection with LACMTA's approval of any such financing (if such financing is not a "permitted financing event" and such approval is required); provided, however, the foregoing is not intended to prohibit LACMTA from requiring Ground Lessee to reimburse LACMTA for its out of pocket cost and expenses in reviewing and approving any such financing in accordance with the cost and expense reimbursement provisions to be set forth in each such Ground Lease.

**AFFORDABLE HOUSING
COVENANTS:**

A Ground Lessee may encumber its leasehold estate with affordable housing and other covenants reasonably required by Ground Lessee's affordable housing funding sources or the City as a condition to granting entitlements and building permits for such Phase, which covenants shall be subject to LACMTA's review and approval, not to be unreasonably withheld, condition or delayed. LACMTA will reasonably consider the encumbrance of its fee title interest with certain restrictive covenants, if required by Ground Lessee's affordable housing funding sources or the City of Los Angeles as a condition to granting entitlements and building permits for such Phase; provided that such Ground Lessee agrees to perform all obligations under said covenants during the Ground Lease Term and indemnify LACMTA for all actual claims and losses incurred by LACMTA resulting from Lessee's failure to do the same.

**FEDERAL CIVIL RIGHTS
COVENANTS:**

Lessee shall comply with all applicable Federal nondiscrimination requirements, including applicable sections of Title 49 of the Code of Federal Regulations.

**TRANSFERS, ASSIGNMENT
AND SUBLETTING:**

See above in "General Conditions" section of this Summary of Key Terms and Conditions.

RETAINED RIGHTS:

LACMTA shall reserve and retain certain rights with respect to each Phase, which shall include the requirements set forth in Attachment G attached hereto, and the following rights, and any additional

rights which shall be mutually agreed upon by LACMTA and Developer and described in detail in the template form of Ground Lease to be attached as an exhibit to the JDA (collectively, the **“Retained Rights”**): (1) the right to install, construct, inspect, operate, maintain, repair, expand and replace Material Public Transit Facilities in, on, under, over, and adjacent to the Site, including the right to construct a new subway transit portal in a portion of Block 8, and any other Public Transit Facilities in and on the LACMTA Common Areas, in each case as LACMTA may deem those rights necessary in order to ensure that the Site does not materially interfere with transit operations and the right to prohibit, and to take reasonable actions to remedy at the Ground Lessee’s cost, any actual interference by the Ground Lessee with the maintenance or the safe and efficient operation of LACMTA’s transit activities and operations; provided, however, (a) in no event shall the exercise of any such right require the removal, alteration, relocation, or other modification (structural or otherwise) of any of the vertical or horizontal improvements (excluding landscaping/hardscaping), infrastructure, or any of the equipment, in each case whether above-ground or sub-surface, constructed and/or installed, as applicable, on the Site by Developer or any Ground Lessee, in accordance with the terms of the JDA and the applicable Ground Lease (and the Plans and Specifications therefor approved by LACMTA (to the extent such approval is required) in accordance with the applicable Ground Lease) and which is outside the Protected Areas (defined below) and (b) in no event shall the exercise of any such right with respect to areas outside the Protected Areas cause the Site or any portion thereof or improvements, infrastructure or equipment thereon (whether above-ground or sub-surface) to violate any applicable legal requirements or restrictive covenants (to the extent entered into in accordance with the terms of each Ground Lease with respect to any such restrictive covenants that will become effective from and after the commencement of the term of such Ground Lease) governing the Site, or Developer or the applicable Ground Lessee; (2) the right to install, use, repair, maintain, and replace in and on the LACMTA Common Areas (as defined herein), and along the perimeter of a Phase abutting public streets, sidewalks, rights of way, and any Public Transit Facilities, directional and way-finding signs for the purpose of directing patrons to, from and between the Public Transit Facilities and such Phase, public streets, sidewalks and rights-of-way; (3) the right to use sidewalk areas and any LACMTA Common Areas within the applicable Phase for pedestrian ingress and egress to, and activities related to the

operation of, any Public Transit Facilities for the benefit of LACMTA and the public; (4) the right to enter upon and inspect the Site and the applicable Phase(s), with reasonable advance notice to the Ground Lessee(s) and the opportunity for the applicable Ground Lessee to have a representative present at any such inspection, anytime during normal business hours, for purposes of conducting normal and periodic inspections of the Site and such Phase and the Project and to confirm such Ground Lessee's compliance with the terms and conditions of the applicable Ground Lease, subject, however, to the rights of tenants and other occupants of such Phase; (5) the right to place LACMTA-related informational signage and LACMTA Transit Equipment within the LACMTA Common Areas; and (6) the right to install, construct, inspect, operate, maintain, repair, use, add, expand, increase and replace rail, bus, bicycle and pedestrian facilities and/or other transit-related facilities within the Burbank-Chandler Transportation Corridor ROW located approximately between the current Orange Line alignment at Tujunga Avenue and the intersection of Vineland Avenue and Fair Avenue as generally described and depicted on Attachment H (the **"Burbank-Chandler Transportation Corridor ROW"**).

LACMTA and Developer acknowledge and agree that there is a possibility that the Burbank-Chandler Transportation Corridor ROW may not be included in the portions of the Site ground leased to Ground Lessees pursuant to individual Ground Leases but instead each Ground Lessee may be granted an exclusive (subject to the Retained Rights) easement over such portion of the Burbank-Chandler Transportation Corridor ROW immediately adjacent to the portion of the Site ground leased to such Ground Lessee for use as parking areas, open space, pedestrian plazas, sidewalks, landscaping, "pop up" retail establishments, retail kiosks, and other temporary retail structures (and not for any permanent structures or buildings) which easement may be revoked by LACMTA solely in order for LACMTA to utilize the Burbank-Chandler Transportation Corridor ROW for transportation purposes and no other purpose, in which case any use of such Burbank-Chandler Transportation Corridor by the Ground Lessee would thereupon terminate and any improvements located on such area would be required to be removed by such Ground Lessee and the Burbank-Chandler Transportation Corridor ROW area would be restored by such Ground Lessee to a graded buildable condition, at its sole cost and expense. In order to minimize any impact on the Burbank-Chandler Transportation Corridor ROW, no foundations or subterranean structures may be constructed on the Burbank-Chandler

Transportation Corridor ROW to a depth greater than five (5) feet below the surface thereof.

Alternatively, and without limiting any other arrangement for the use and occupancy of the Burbank-Chandler Transportation Corridor ROW that LACMTA and Developer may mutually agree to in writing in the JDA or otherwise, the parties may determine that the Burbank-Chandler Transportation Corridor ROW be included in the portions of the Site ground leased to Ground Lessees pursuant to individual Ground Leases but that each Ground Lease include a provision requiring the termination of each such Ground Lease with respect to such portions of the ground leased premises that lie within the Burbank-Chandler Transportation Corridor ROW solely in order for LACMTA to utilize the Burbank-Chandler Transportation Corridor ROW for transportation purposes and no other purpose, in which case any use of such Burbank-Chandler Transportation Corridor by the applicable Ground Lessee would thereupon terminate and any improvements located on such area would be required to be removed by such Ground Lessee.

As used herein, “**LACMTA Common Areas**” shall mean the following portions of the Site identified as LACMTA Common Areas shown on a site map to be prepared and attached to the JDA: (a) any portions of the Site that are located within a ten foot (10’) radius of the LACMTA Transit Property, (b) any portions of the Site that are improved with Material Public Transit Facilities and any portions of the Site within a ten foot (10’) radius of such Material Public Transit Facilities, and (c) the Protected Areas, each of which areas are to be improved as walkways, access ways and plaza areas pursuant to the Final Construction Drawings for use by customers or users of the Public Transit Facilities, LACMTA, its Board members, employees, agents, consultants, or contractors, together with the Ground Lessee, its subtenants and their respective officers, members, employees, agents, consultants, contractors, customers, invitees, and guests, for access to, from or among (i) any Public Transit Facilities; (ii) the LACMTA Transit Property; and/or (iii) public streets, sidewalks or rights-of-ways. LACMTA will retain certain additional rights in the LACMTA Common Areas for itself, customers or users of the Public Transit Facilities and its Board members, employees, agents, consultants, or contractors pursuant to the Retained Rights as may be reasonably necessary.

As used herein, “**Protected Areas**” shall mean those areas of the Site identified on the drawing attached to this Summary of Key

Terms and Conditions as Attachment C, which shall be refined (as mutually approved by Developer and LACMTA) and attached to the JDA.

If LACMTA requires the removal, alteration, relocation or other modification (structural or otherwise) of any of the vertical or horizontal improvements (excluding landscaping), infrastructure, or any of the equipment located within the Protected Areas which was constructed or installed in accordance with the applicable Ground Lease (and the Plans therefor approved by LACMTA pursuant to the Ground Lease), then LACMTA shall (a) reimburse Developer or the applicable Ground Lessee for the actual out-of-pocket costs incurred by Developer or such Ground Lessee in performing such work, upon the completion thereof, or, at LACMTA's option, LACMTA may elect to undertake such removal, alteration or relocation work using its own contractors and at LACMTA's sole cost and expense, and (b) pay Developer or such Ground Lessee an amount equal to any reduction in the fair market value of the remaining improvements on the applicable portion of the Site, taken as a whole, which results from the required demolition, removal or modification of Developer's improvements or equipment within the Protected Areas. Such reduction in fair market value shall be determined by an M.A.I. appraisal of the applicable portion of the Site before the required demolition and modification and after such work. The foregoing provisions shall be more particularly set forth in each Ground Lease.

LACMTA and Developer each acknowledge and agree that the purpose of defining the Retained Rights and reserving them for LACMTA is to ensure that the premises under each Ground Lease remain available for the transit project purposes originally authorized by FTA ("**LACMTA's Satisfactory Continuing Control Requirement**").

The JDA and each Ground Lease shall provide, with respect to any exercise by LACMTA of its Retained Rights that:

1. LACMTA will indemnify and defend (with counsel acceptable to Developer or such Ground Lessee, as applicable) and hold harmless Developer or such Ground Lessee and their respective subsidiaries, officers, agents, employees, directors, consultants and contractors (collectively "Indemnified Parties") from and against any actual liability, claims, losses, costs, expenses or damages (including, without limitation, reasonable fees of

attorneys, consultants, and experts related) (collectively "Claims") arising or resulting from (a) damage to property or bodily injury or death of any person caused by LACMTA or any agent, employee, contractor or consultant thereof; (b) any entry upon and use of the Site by LACMTA or any agent, employee, contractor or consultant thereof; (c) any negligence or willful misconduct of LACMTA or any agent, employee, contractor or consultant thereof in, on, under or adjacent to the Site; (d) any release of Hazardous Substances (other than pre-existing Hazardous Substances) upon or from the Site, or contamination of the Site which occurs due to the exercise of the Retained Rights by LACMTA or any agent, employee, contractor or consultant thereof; or (e) any release of pre-existing Hazardous Substances but solely to the extent such release is made worse due to the acts, negligence or willful misconduct of LACMTA or any agent, employee, contractor or consultant thereof in the course of the exercise of any of the Retained Rights by LACMTA or such agent, employee, contractor or consultant thereof. LACMTA shall not be liable to Developer or any Ground Lessee, nor shall LACMTA have any obligation to hold harmless, defend or indemnify Developer or any Ground Lessee for any Claims under this indemnification provision if and to the extent the same arises or results from the negligence or willful misconduct of Developer, the applicable Ground Lessee, their respective agents, employees, or contractors.

2. LACMTA will give Developer or each Ground Lessee, as applicable, reasonable prior notice of exercise of any Retained Rights, and parties will meet and confer and reasonably cooperate to develop a plan to permit LACMTA to exercise such Retained Rights with as minimal impact to the development or operation of the Site as reasonably possible, and any work required to be performed in connection with the exercise of such Retained Rights shall be performed by or on behalf of LACMTA as expeditiously as practical, all as will be more particularly set forth in each Ground Lease. Developer and each Ground Lessee will have the right to provide comments to and reasonably approve any plans and specifications for any construction, expansion, or replacement of Public Transit Facilities in, on, under or adjacent to the Site solely in order to prevent interference with the development or operation of the Site and preserve such minimal impact; and

3. LACMTA will reimburse Developer or each Ground Lessee, as applicable, for such parties' out of pocket third party costs and expenses in so cooperating with LACMTA in connection with

LACMTA's exercise of its retained rights, provided, however, LACMTA shall not be obligated to reimburse Developer or any Ground Lessee, individually, more than \$20,000 on account of such out of pocket third party costs and expenses.

SUPERSEDEDURE:

This Summary of Key Terms and Conditions supersedes and replaces any and all term sheets or summaries of key terms and conditions relating to the Site, the Project or any joint development agreement or ground lease dated prior to February 2, 2024; provided, however, this Summary of Key Terms and Conditions does not supersede or replace the ENA or any provisions thereof.

**REPRESENTATIONS
AND WARRANTIES:**

The parties shall make customary representations and warranties in the JDA for a transaction of this size and type including (1) organization and good standing, (2) authority and enforceability, (3) non-contravention, (4) compliance with law, (5) status as a non-foreign person, (6) absence of litigation, and (7) brokers.

OTHER:

Subject to Developer's and/or the applicable Ground Lessee's approval, other customary provisions contained in recent LACMTA ground leases will be included in the Ground Leases, including, without limitation, provisions relating to (a) Lessee's assumption of risk related to the Project's proximity to rail and other transit operations, (b) insurance, and (c) indemnity.

LACMTA TRANSACTION COSTS DURING JDA TERM:

DURING JDA TERM:

Prior to and as a condition precedent to the execution of the JDA by LACMTA, Developer shall submit to LACMTA an initial deposit in the amount of Fifty Thousand Dollars (\$50,000.00) ("**Initial Amount**") via wire transfer or Automated Clearing House electronic funds transfer as directed by LACMTA in writing (the Initial Amount, and any additional sums deposited in accordance with this section, shall hereinafter be referred to collectively as the "**Transaction Costs Deposit**"), which Deposit shall cover the out-of-pocket costs incurred by LACMTA related to the design, development and planning (including planning related to construction methods and logistics) of the Project improvements and negotiation of the terms and conditions of the transactions contemplated during the term of the JDA, including without limitation, the actual cost of in-house staff time (including LACMTA overhead and administrative costs but excluding in-house legal counsel costs and LACMTA joint development staff costs) and third party consultants and

contractors (including, but not limited to, lawyers, consultants, engineers, architects, and advisors) for the performance of financial analyses, design review, negotiations, document preparation, appraisals, and other reasonable services related to the Project improvements and LACMTA's performance of its obligations under the JDA (including, without limitation, reviewing the Plans and Specifications for the Project improvements and engineering and other reports related to the Project improvements). These costs will be known collectively as "**LACMTA Transaction Costs**". The Transaction Costs Deposit shall be deposited into a separate account (the "**Deposit Account**").

Any unspent funds provided by Developer under the ENA shall be carried over and credited towards the Initial Amount.

The JDA shall provide that if LACMTA reasonably determines that the balance of the Deposit Account is insufficient to cover the anticipated remaining LACMTA Transaction Costs, LACMTA shall have the right to request, and Developer shall pay within thirty (30) days of such request, additional monies, which may exceed the Initial Amount, as may be reasonably necessary to cover such anticipated remaining LACMTA Transaction Costs; provided, however, Developer shall have no obligation to make any additional payments or deposits if the aggregate of such additional payments or deposits exceeds \$50,000 (the "**Additional Deposit Cap**"), and Developer's failure to so pay such additional payments or deposits in excess of the Additional Deposit Cap shall not result in a breach or default by Developer of its obligations under the JDA nor permit LACMTA to cease performing its obligations under the JDA. Notwithstanding the foregoing, the Additional Deposit Cap does not apply to the actual out of pocket costs incurred by LACMTA that are associated with Developer or Developer's lender requests for approvals, estoppels, changes or transfers, or to respond to requests from Developer's lenders or investors, and other similar ongoing costs during the incurred by LACMTA to respond to Developer requests (in each case excluding any such requests for approvals, estoppels, changes, transfers or such other requests that are expressly contemplated by or set forth in this Agreement) which amounts shall be paid by Developer to LACMTA within thirty (30) days of written demand, which written demand shall include invoices or other evidence of such costs incurred.

LACMTA shall provide to Developer a quarterly accounting of the Deposit Account, within thirty (30) days of the end of each calendar

quarter during the term of the JDA. Such quarterly accounting shall consist of (a) documentation of the LACMTA Transaction Costs incurred in the prior quarter, provided that the form of documentation will be such that is available to LACMTA and in its possession, in LACMTA's sole good faith determination, (b) the amounts held in the Deposit Account at the beginning and end of each applicable calendar quarter, along with deposits made (if any), (c) line items reflecting each of the LACMTA Transaction Costs charged to the Deposit Account over such calendar quarter and (d) the cumulative amount of LACMTA Transaction Costs charged to the Deposit Account over such calendar quarter.

In the event that the JDA terminates or is terminated in accordance with its terms, the Transaction Costs Deposit will become non-refundable to the extent necessary to pay LACMTA Transaction Costs for (a) those costs or services actually performed by or on behalf of LACMTA through the date of such termination, and (b) those costs and services actually incurred by LACMTA or which LACMTA is contractually committed to pay, provided, LACMTA shall only retain from the Transaction Costs Deposit the lesser of (i) amounts required to be paid as of the date of termination for such costs and services, or (ii) any termination or cancellation fee or penalty that LACMTA is required to pay any third party consultant and contractor under any contract for services related to LACMTA's performance of its obligations under the JDA upon the cancellation of such contract by LACMTA in connection with the termination of the JDA, and LACMTA shall return to Developer any portion of the Transaction Costs Deposit that is not needed to pay such LACMTA Transaction Costs, without interest.

The Parties agree that LACMTA (i) has no obligation to pay interest on the Deposit to Developer, and (ii) is not required to deposit the Deposit in an interest bearing account. Interest, if any, earned on the Deposit may remain in the Deposit account and may be added to the amount of the Deposit.

Attachment A

LEGAL DESCRIPTION OF LACMTA PROPERTY

Per Chicago Title Company Order No. 00073130-994-LT2-DB

THE LAND REFERRED TO HEREIN BELOW IS SITUATED IN THE CITY OF LOS ANGELES, IN THE COUNTY OF LOS ANGELES, STATE OF CALIFORNIA, AND IS DESCRIBED AS FOLLOWS:

PARCEL 1: (APN 2350-012-925)

LOTS 1 AND 2 IN BLOCK 9 OF LANKERSHIM, IN THE CITY OF LOS ANGELES, COUNTY OF LOS ANGELES, STATE OF CALIFORNIA, AS PER MAP RECORDED IN [BOOK 16 PAGES 114 AND 115 OF MAPS](#), IN THE OFFICE OF THE COUNTY RECORDER OF SAID COUNTY.

PARCEL 2: (APN 2350-012-927)

LOT 4 IN BLOCK 9 OF LANKERSHIM, IN THE CITY OF LOS ANGELES, COUNTY OF LOS ANGELES, STATE OF CALIFORNIA, AS PER MAP RECORDED IN [BOOK 16 PAGES 114 AND 115 OF MAPS](#), IN THE OFFICE OF THE COUNTY RECORDER OF SAID COUNTY.

PARCEL 3: (APN 2350-012-928)

LOT 5, IN BLOCK 9 OF LANKERSHIM, IN THE CITY OF LOS ANGELES, COUNTY OF LOS ANGELES, STATE OF CALIFORNIA, AS PER MAP RECORDED IN [BOOK 16 PAGES 114 AND 115 OF MAPS](#), IN THE OFFICE OF THE COUNTY RECORDER OF SAID COUNTY.

PARCEL 4: (APN 2350-012-929)

LOT 6 IN BLOCK 9 OF LANKERSHIM, IN THE CITY OF LOS ANGELES, COUNTY OF LOS ANGELES, STATE OF CALIFORNIA, AS PER MAP RECORDED IN [BOOK 16 PAGES 114 AND 115 OF MAPS](#), IN THE OFFICE OF THE COUNTY RECORDER OF SAID COUNTY.

PARCEL 5: (APN 2350-012-930)

LOT 7 IN BLOCK 9 OF LANKERSHIM, IN THE CITY OF LOS ANGELES, COUNTY OF LOS ANGELES, STATE OF CALIFORNIA, AS PER MAP RECORDED IN [BOOK 16 PAGES 114 AND 115 OF MAPS](#), IN THE OFFICE OF THE COUNTY RECORDER OF SAID COUNTY.

PARCEL 6: (APN 2350-012-931)

LOT 8 IN BLOCK 9, OF LANKERSHIM, IN THE CITY OF LOS ANGELES, COUNTY OF LOS ANGELES, STATE OF CALIFORNIA, AS PER MAP RECORDED IN [BOOK 16 PAGES 114 AND 115 OF MAPS](#), IN THE OFFICE OF THE COUNTY RECORDER OF SAID COUNTY.

PARCEL 7A: (APN 2350-012-923)

THE NORTH 50 FEET OF LOTS 16 AND 18, IN BLOCK 9, TOWN OF TOLUCA, IN THE CITY OF LOS ANGELES, COUNTY OF LOS ANGELES, STATE OF CALIFORNIA, AS SHOWN ON RECORDER'S FILED MAP NO. 515, ON FILE IN THE OFFICE OF THE COUNTY RECORDER OF SAID COUNTY, TOGETHER WITH THE WEST 30 FEET OF LOT 19 IN SAID BLOCK 9.
EXCEPT THE SOUTH 100 FEET OF SAID LOT 19.

PARCEL 7B: (APN 2350-012-924)

LOTS 16, 17 AND 18 IN BLOCK 9, TOWN OF TOLUCA, IN THE CITY OF LOS ANGELES, COUNTY OF LOS ANGELES, STATE OF CALIFORNIA, AS PER MAP OF THE TOWN OF TOLUCA FILED IN THE OFFICE OF THE COUNTY RECORDER OF SAID COUNTY ON JANUARY 31, 1895.

EXCEPT THE NORTH 50 FEET OF LOTS 16 AND 18, MEASURED AT RIGHT ANGLES TO THE NORTH LINE OF SAID LOT 16 AND THE WEST 30 FEET OF THE SOUTH 100 FEET OF SAID LOT 19.

PARCEL 8: (APNS 2350-012-932, 933, 934, 935,936, 937)

LOTS 9, 10, 11, 12, 13, 14 AND 15 IN BLOCK 9 OF LANKERSHIM, IN THE CITY OF LOS ANELES, COUNTY OF LOS ANELES, STATE OF CALIFORNIA, AS PER MAP RECORDED IN [BOOK 16 PAGES 114 AND 115 OF MAPS](#), IN THE OFFICE OF THE COUNTY RECORDER OF SAID COUNTY.

PARCEL 9: (APN 2350-012-926)

LOT 3 IN BLOCK 9 OF LANKERSHIM, IN THE CITY OF LOS ANELES, COUNTY OF LOS ANELES, STATE OF CALIFORNIA, AS PER MAP RECORDED IN [BOOK 16 PAGES 114 AND 115 OF MAPS](#), IN THE OFFICE OF THE COUNTY RECORDER OF SAID COUNTY.

PARCEL 10: (APN 2350-012-938)

ALL OF LOTS 19 TO 29, INCLUSIVE, EXCEPT THE WEST 30 FEET OF SAID LOT 19, ALL IN BLOCK 9 OF TOLUCA, IN THE CITY OF LOS ANGELES, COUNTY OF LOS ANGELES, STATE OF CALIFORNIA, AS DESIGNATED ON MAP FILED IN THE OFFICE OF THE RECORDER OF SAID COUNTY ON JANUARY 31, 1895, TOGETHER WITH THAT PORTION OF THE VACATED STREETS AND ALLEY ADJOINING SAID LOTS ON THE NORTH, SOUTH AND EAST AS VACATED BY RESOLUTION TO VACATE NO. 02-1400494, RECORDED AUGUST 6, 2003 AS [INSTRUMENT NO. 03-2267607](#) AND BY RESOLUTION TO VACATE NO. 04-1400494-R, RECORDED JULY 8, 2004 AS [INSTRUMENT NO. 04-1743825, BOTH OF OFFICIAL RECORDS](#).

PARCEL 11: (APN 2350-012-922)

ALL THAT CERTAIN PIECE OF PARCEL OF LAND SITUATED IN THE RANCHO EX-MISSION DE SAN FERNANDO, IN THE CITY OF LOS ANGELES, COUNTY OF LOS ANGELES, STATE OF CALIFORNIA, BEING A PORTION OF THE 100 FOOT STRIP OF LAND CONVEYED TO SOUTHERN PACIFIC RAILROAD COMPANY, BY PACIFIC IMPROVEMENT COMPANY, BY DEED DATED DECEMBER 30, 1893, RECORDED IN [BOOK 946 PAGE 317 OF DEEDS](#), RECORDS OF SAID COUNTY, BLOCK 160 OF THE LANKERSHIM RANCHO LAND AND WATER COMPANY, SUBDIVISION OF THE EAST 12,000 ACRES OF THE RANCHO EX-MISSION OF SAN FERNANDO, ACCORDING TO THE MAP RECORDED IN [BOOK 31 PAGE 39 TO 44 INCLUSIVE OF MAPS](#), RECORDS OF SAID COUNTY AND MORE PARTICULARLY DESCRIBED AS FOLLOWS:

BEGINNING AT A POINT OF INTERSECTION OF THE NORTHEASTERLY LINE OF LANKERSHIM BOULEVARD, 80 FEET WIDE (FORMERLY FERNANDO AVENUE) , AS SHOWN IN SAID BLOCK 160 ON SAID MAP OF SAID LANKERSHIM RANCHO LAND AND WATER COMPANY, SUBDIVISION WITH THE SOUTHERLY LINE OF SAID STRIP OF LAND 100 FEET IN WIDTH; THENCE EASTERLY ALONG THE SAID SOUTHERLY LINE OF SAID 100 FOOT STRIP OF LAND, A DISTANCE OF 300 FEET TO THE TRUE POINT OF BEGINNING; THENCE FROM SAID TRUE POINT OF BEGINNING NORTHERLY AT RIGHT ANGLES 100 FEET TO A POINT IN THE NORTHERLY LINE OF SAID 100 FOOT STRIP OF LAND, SAID NORTHERLY LINE BEING PARALLEL WITH AND 30 FEET SOUTHERLY AT RIGHT ANGLES FROM THE CENTER LINE OF THE MAIN TRACK OF THE SOUTHERN PACIFIC RAILROAD COMPANY; THENCE EASTERLY ALONG SAID NORTHERLY LINE, 60 FEET; THENCE SOUTHERLY AT RIGHT ANGLES 100 FEET TO A POINT IN SAID SOUTHERLY LINE; THENCE WESTERLY ALONG SAID SOUTHERLY LINE 60 FEET TO THE TRUE POINT OF BEGINNING.

PARCEL 12: (APN 2350-012-921)

ALL THAT CERTAIN PIECE OF PARCEL LAND SITUATED IN RANCHO EX-MISSION DE SAN FERNANDO, IN THE CITY OF LOS ANGELES, COUNTY OF LOS ANGELES, STATE OF CALIFORNIA, BEING A PORTION OF THE 100-FOOT STRIP OF LAND CONVEYED TO SOUTHERN PACIFIC RAILROAD COMPANY BY PACIFIC IMPROVEMENT COMPANY, BY DEED DATED DECEMBER 30, 1893, RECORDED IN [BOOK 946 PAGE 317 OF DEEDS](#), RECORDS OF SAID COUNTY, IN BLOCK 160 OF THE LANKERSHIM RANCH LAND AND WATER COMPANY'S SUBDIVISION OF THE EAST 12,000 ACRES OF THE RANCHO EX-MISSION OF SAN FERNANDO, ACCORDING TO THE MAP RECORDED IN [BOOK 31 PAGES 39 TO 44 INCLUSIVE OF MISCELLANEOUS RECORDS](#), IN THE OFFICE OF THE COUNTY RECORDER OF SAID COUNTY, AND MORE PARTICULARLY DESCRIBED AS FOLLOWS:

BEGINNING AT A POINT OF INTERSECTION OF THE NORTHEASTERLY LINE OF LANKERSHIM BOULEVARD, 80 FEET WIDE (FORMERLY SAN FERNANDO AVENUE), AS SHOWN IN SAID BLOCK 160 ON SAID MAP OF SAID LANKERSHIM RANCH LAND AND WATER COMPANY'S SUBDIVISION, WITH THE SOUTHERLY LINE OF SAID STRIP OF LAND, 100 FEET IN WIDTH; THENCE EASTERLY ALONG THE SAID SOUTHERLY LINE OF SAID 100-FOOT STRIP OF LAND, DISTANCE OF 300 FEET; THENCE NORTHERLY AT RIGHT ANGLES, 100 FEET TO A POINT IN THE NORTHERLY LINE OF SAID 100-FOOT STRIP OF LAND; THENCE WESTERLY ALONG SAID NORTHERLY LINE 350.32 FEET TO A POINT IN THE SAID NORTHEASTERLY LINE OF LANKERSHIM BOULEVARD; THENCE SOUTHEASTERLY ALONG SAID NORTHEASTERLY LINE OF LANKERSHIM BOULEVARD, 111.94 FEET TO THE TRUE POINT OF BEGINNING.

PARCEL 13: (APN 2350-012-906)

THE WEST 150 FEET OF LOT 1, BLOCK 12 OF LANKERSHIM, IN THE CITY OF LOS ANGELES, COUNTY OF LOS ANGELES, STATE OF CALIFORNIA, AS PER MAP RECORDED IN [BOOK 16 PAGES 114 AND 115](#) OF MAPS, IN THE OFFICE OF THE COUNTY RECORDER OF SAID COUNTY.

PARCEL 14: (APN 2350-012-907)

THE WESTERLY 150 FEET OF THAT PORTION OF LOT 1 IN BLOCK 2 OF LANKERSHIM, IN THE CITY OF LOS ANGELES, COUNTY OF LOS ANGELES, STATE OF CALIFORNIA, AS PER MAP RECORDED IN [BOOK 16 PAGES 114 AND 115](#) OF MAPS, IN THE OFFICE OF THE COUNTY RECORDER OF SAID COUNTY, DESCRIBED AS FOLLOWS:

BEGINNING AT THE SOUTHWEST CORNER OF SAID LOT; THENCE NORTHERLY ALONG THE WEST LINE OF SAID LOT, 206.88 FEET TO THE SOUTH LINE OF THE NORTH 262 FEET OF SAID LOT; THENCE EASTERLY ALONG SAID SOUTH LINE 242.54 FEET; THENCE SOUTHERLY IN A DIRECT LINE TO A POINT IN THE SOUTH LINE OF SAID LOT, DISTANT EASTERLY 241.60 FEET FROM THE POINT OF BEGINNING; THENCE WESTERLY ALONG SAID SOUTH LINE 241.60 FEET TO THE POINT OF BEGINNING.

PARCEL 15: (APN 2350-012-908)

THE WEST 150.00 OF THE NORTH 262.00 FEET OF LOT 1 IN BLOCK 2 OF LANKERSHIM, IN THE CITY OF LOS ANGELES, COUNTY OF LOS ANGELES, STATE OF CALIFORNIA, AS PER MAP RECORDED IN [BOOK 16 PAGES 114 AND 115](#) OF MAPS, IN THE OFFICE OF THE COUNTY RECORDER OF SAID COUNTY.

PARCEL 16: (PTNS 2350-012-920)

INTENTIONALLY DELETED

PARCEL 17:

(2350-013-920)

THE SOUTHERLY 30 FEET OF LOT 146 AND THE NORTHERLY 30 FEET OF LOT 161, OF THE LANKERSHIM RANCH LAND AND WATER CO'S SUBDIVISION OF THE EAST 12,000 ACRES, OF THE SOUTH HALF OF THE RANCHO EX-MISSION OF SAN FERNANDO, IN THE CITY OF LOS ANGELES, COUNTY OF LOS ANGELES, STATE OF CALIFORNIA, AS PER MAP RECORDED IN BOOK 31 PAGES 39 ET SEQ. OF MISCELLANEOUS RECORDS.

EXCEPT THEREFROM THAT PORTION OF SAID LOTS 146 AND 161 LYING WESTERLY OF THE SOUTHERLY PROLONGATION OF THE WEST LINE OF LOT 1 IN BLOCK 2 OF LANKERSHIM, IN THE CITY OF LOS ANGELES, COUNTY OF LOS ANGELES, STATE OF CALIFORNIA, AS PER MAP RECORDED IN BOOK 16 PAGES 114 AND 115 OF MAPS.

ALSO EXCEPT THEREFROM THAT PORTION OF SAID LOTS 146 AND 161 LYING EASTERLY OF THE WESTERLY LINE OF PARCEL A OF PARCEL MAP NO. 2002-6229, AND ITS SOUTHERLY PROLONGATION, AS PER MAP FILED IN BOOK 345 PAGES 80-81 OF PARCEL MAPS.

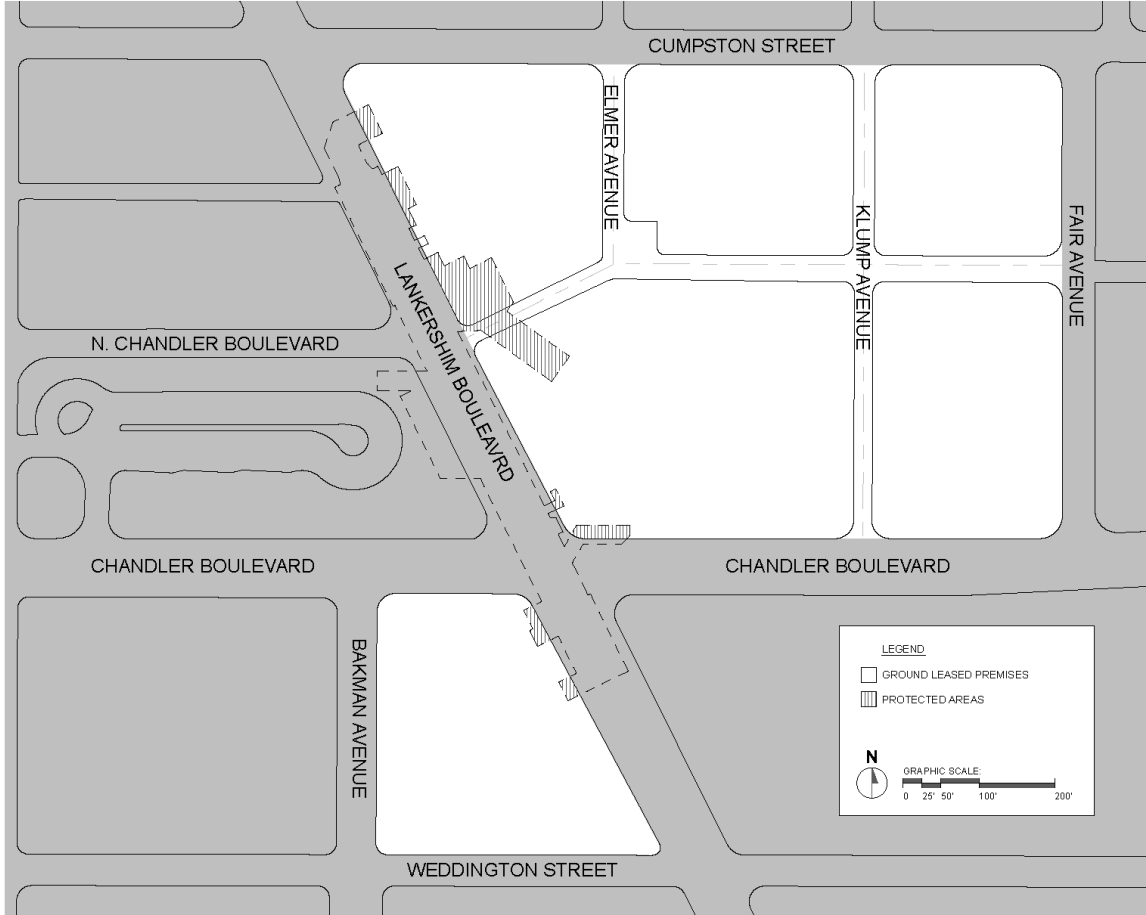
Attachment B

DEPICTION OF THE SITE



Attachment C

PROTECTED AREAS



Attachment D

JDA CONSIDERATION AND GROUND RENT

	Anticipated Closing Date	Initial JDA Consideration	Allocation of \$2M Deposit	JDA Consideration Allocated Payment	Ground Lease Rent² (% of Gross Receipts)	Signage Revenue (% of Gross Revenue Received by Ground Lessee)
Block 1	8/1/2025	\$6,642,327	(\$642,327)	\$6,000,000	1.00%	15.00%
Block 2	8/1/2025	\$236,432	(\$236,432)	\$0	1.25%	n/a
Block 3	8/1/2026	\$4,409,378	(\$294,764)	\$4,114,614	1.00%	n/a
Block 456 ¹	1/1/2029	\$0	\$0	\$0	0.75%	15.00%
Block 7	8/1/2025	\$4,033,219	(\$155,583)	\$3,877,636	1.00%	n/a
Block 8 ³	8/1/2025	\$670,894	(\$670,894)	\$0	1.25%	10.00%
Total		\$15,992,250	(\$2,000,000)	\$13,992,250		

¹ Following the First Ground Lease Transfer of Block 456, if the aggregate transfer tax rate then in effect in the City and County of Los Angeles is less than or equal to 3.5%, Block 456 Ground Lease Rent will increase to 1.00%.

² Commencing in year 65 of the applicable Ground Lease term, Ground Lease Rent for all sites shall increase by 100bps.

³ If Block 8 is developed as a residential mixed-income building, the ground rent and signage revenue payable under the ground lease shall be the same amounts as those for Block 456.

Sales Participation:

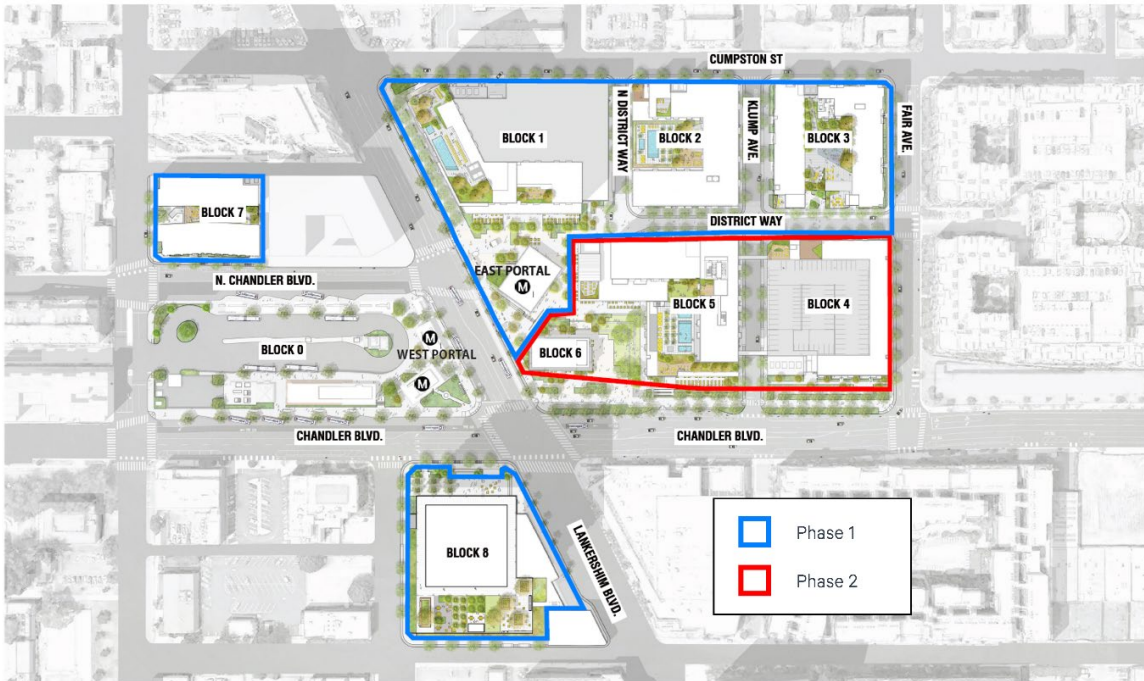
- 0.5% of Gross Sales Proceeds with respect to the second Transfer of Ground Lease (following the first Transfer, which is by-right)
- 0.75% of Gross Sales Proceeds with respect to the third Transfer of Ground Lease
- 1.00% of Gross Sales Proceeds with respect to any and all Transfers thereafter

Attachment E

RESERVED

Attachment F

SITE PLAN AND RENDERING



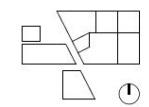
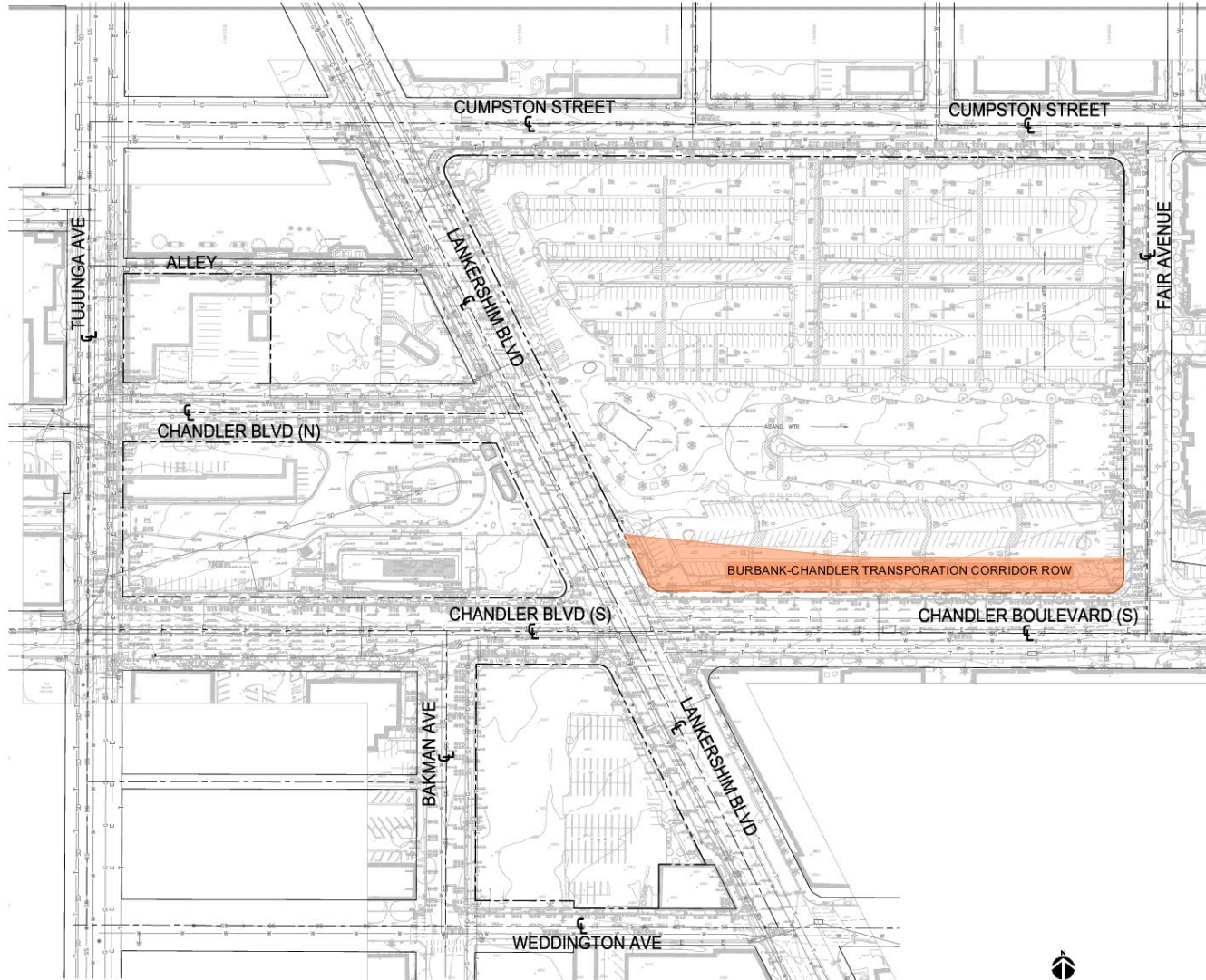
Attachment G

QUALIFIED TRANSFEREE REQUIREMENTS

1. Each Qualified Transferee must comply with each of the terms and conditions of each Ground Lease, including (i) the provisions requiring each ground lessee to comply with non-discrimination rules and regulations at the state, local and federal level and (ii) provisions requiring each ground lessee to avoid interference with or impairment of LACMTA's maintenance or safe and efficient operation of LACMTA's transit facilities and activities. Each Ground Lease shall provide (i) the ground lessee and its agents, contractors, managers and sub-tenants shall not threaten, endanger, interrupt, impair or unreasonably inconvenience in any way the safe and efficient operation of LACMTA's transit activities or facilities, (ii) should any construction or other activity on the leased premises performed by, or on behalf of, ground lessee or its sub-tenants interrupt operations of LACMTA's transit activities or facilities, LACMTA will have the right to enter the leased premises to undertake remedial activity to the extent reasonably necessary to allow safe and efficient operation of LACMTA's transit activities or facilities, at ground lessee's cost. If such interference is non-critical in LACMTA's sole discretion, then LACMTA may notify the ground lessee and provide a reasonable opportunity to remediate the disturbance. The ground lease will provide that LACMTA will be reimbursed by ground lessee for all costs it incurs in remediating any such interference within 30 days of written demand.
2. Each Qualified Transferee must meet the requirements of the Ground Lease that there be no organizational conflict of interest, including a certification that such transferee has not been debarred or suspended (except as authorized by certain U.S. DOT regulations and U.S. OMB "Guidelines to Agencies on Government Wide Debarment and Suspension (Nonprocurement)" and Executive Orders Nos 12549 and 12689 "Debarment and Suspension").
3. Each Qualified Transferee shall not, within the 3 year period preceding the transfer, have been convicted of or had a civil judgment rendered against them for (i) commission of fraud or a criminal offense in connection with obtaining a contract ("Public Transaction") with the federal government or any state or local government, (ii) violation of any antitrust statutes, (iii) committing any illegal payment of a commission or gratuity, embezzlement, theft, forgery, bribery, falsification or destruction of records, (iv) making a false statement, or (v) receiving stolen property. Each Qualified Transferee shall not be presently indicted or criminally charged by a government entity with commission of any of the foregoing offenses and shall not, within such 3 year period, have had one or more Public Transactions terminated for cause or default.
4. Each Qualified Transferee shall provide the Certification of Prospective Tenant in the form that is to be attached to the Ground Lease.

Attachment H

BURBANK-CHANDLER TRANSPORTATION CORRIDOR ROW



BURBANK-CHANDLER TRANSPORTATION CORRIDOR ROW

CALIFORNIA ENVIRONMENTAL QUALITY ACT (CEQA) FINDINGS

I. INTRODUCTION

This Environmental Impact Report (EIR), consisting of the Draft EIR and the Final EIR, is intended to serve as an informational document for public agency decision-makers and the general public regarding the objectives and components of the District NoHo Project (Project), a new mixed-use multi-phased development on a 15.9 acre site located in the North Hollywood–Valley Village Community Plan Area of the City (Project Site). The Project proposes up to 1,523,528 square feet of residential uses comprised of 1,216 market rate and 311 affordable units (representing 20 percent of the total proposed residential units), along with up to 685,499 square feet of retail, restaurant, and office uses. The Project would also include three public plazas totaling approximately two acres, and approximately 211,280 square feet of open space serving the Project, which would be privately operated and maintained with amenities located throughout the Project Site. The Project would also include improvements to transit facilities at the Metro (LA County Metropolitan Transportation Authority) North Hollywood Station. The proposed uses would be supported by vehicle and bicycle parking spaces distributed throughout the Project Site. In addition, up to 274 vehicle parking spaces for Metro uses in both on- and off-site locations and up to 128 Metro Bike Hub bicycle parking spaces would be provided. The Project includes Specific Plan to regulate land use and development at the site, including certain street improvements. In addition, the Project includes a Sign District to regulate new signage throughout the site, including both on- and off-site advertising, static wall-mounted signs and murals, ground-mounted signage, and digital displays.

The City of Los Angeles (the City), as Lead Agency, has evaluated the environmental impacts of implementation of the Project by preparing an EIR (Case Number ENV-2019-7241-EIR/State Clearinghouse No. 2020060573). The EIR was prepared in compliance with the California Environmental Quality Act of 1970, Public Resources Code (PRC) Section 21000 et seq. (CEQA) and the California Code of Regulations Title 15, Chapter 6 (the CEQA Guidelines). The findings discussed in this document are made relative to the conclusions of the EIR.

CEQA Section 21002 provides that “public agencies should not approve projects as proposed if there are feasible alternatives or feasible mitigation measures available which would substantially lessen the significant environmental effects of such projects[.]” The procedures required by CEQA “are intended to assist public agencies in systematically identifying both the significant effects of proposed projects and the feasible alternatives or feasible mitigation measures which will avoid or substantially lessen such significant effects.” CEQA Section 21002 goes on to state that “in the event [that] specific economic, social, or other conditions make infeasible such project alternatives or such mitigation measures, individual projects may be approved in spite of one or more significant effects thereof.”

The mandate and principles announced in CEQA Section 21002 are implemented, in part, through the requirement that agencies must adopt findings before approving projects for which EIRs are required. (See CEQA § 21081[a]; CEQA Guidelines § 15091[a].) For each significant environmental impact identified in an EIR for a proposed project, the approving agency must issue a written finding, based on substantial evidence, in light of the whole record, reaching one or more of the three possible findings, as follows:

- 1) Changes or alterations have been required in, or incorporated into, the project that avoid or substantially lessen the significant impacts as identified in the EIR.
- 2) Such changes or alterations are within the responsibility and jurisdiction of another public agency and not the agency making the finding. Such changes have been, or can or should be, adopted by that other agency.
- 3) Specific economic, legal, social, technological, other considerations, including considerations for the provision of employment opportunities for highly trained workers, make infeasible the mitigation measures or alternatives identified in the EIR.

The findings reported in the following pages incorporate the facts and discussions of the environmental impacts that are found to be significant in the Final EIR for the Project as fully set forth therein. Although Section 15091 of the CEQA Guidelines does not require findings to address environmental impacts that an EIR identifies as merely “potentially significant,” these findings nevertheless fully account for all such effects identified in the Final EIR for the purpose of better understanding the full environmental scope of the Project. For each environmental issue analyzed in the EIR, the following information is provided:

- Description of Significant Effects – A description of the environmental effects identified in the EIR.
- Project Design Features – A list of the project design features or actions that are included as part of the Project.
- Mitigation Measures – A list of the mitigation measures that are required as part of the Project to reduce identified significant impacts.
- Finding – One or more of the three possible findings set forth above for each of the significant impacts.
- Rationale for Finding – A summary of the rationale for the finding(s).
- Reference – A reference of the specific section of the EIR, which includes the evidence and discussion of the identified impact.

With respect to a project for which significant impacts are not avoided or substantially lessened either through the adoption of feasible mitigation measures or feasible environmentally superior alternatives, a public agency, after adopting proper findings based on substantial evidence, may nevertheless approve the project, if the agency first adopts a statement of overriding considerations setting forth the specific reasons why the agency found that the project's benefits rendered acceptable its unavoidable adverse environmental effects. (CEQA Guidelines §15093, 15043[b]; see also CEQA § 21081[b].)

II. ENVIRONMENTAL REVIEW PROCESS

For purposes of CEQA and these Findings, the Record of Proceedings for the Project includes, but is not limited to, the following documents:

Initial Study. The Project was reviewed by the City of Los Angeles Department of City Planning (serving as Lead Agency) in accordance with the requirements of CEQA (PRC § 21000, et seq.). The City prepared an Initial Study in accordance with CEQA Guidelines Section 15063(a).

Notice of Preparation. Pursuant to CEQA Guidelines Section 15082, the City then circulated a Notice of Preparation (NOP) to state, regional and local agencies, and members of the public for a 30-day comment period commencing on July 7, 2020. The purpose of the NOP was to formally inform the public that the City was preparing a Draft EIR for the Project, and to solicit input regarding the scope and content of the environmental information to be included in the Draft EIR. In addition, a public scoping meeting was held regarding the Project on July 15, 2020, as well as an additional public scoping meeting for Spanish speakers on July 16, 2020. Written comment letters responding to the NOP were submitted to the City by various public agencies and interested organizations. The NOP, Initial Study, and comment letters are included in Appendix A of the Draft EIR.

Draft EIR. The Draft EIR evaluated in detail the potential effects of the Project. It also analyzed the effects of a reasonable range of four alternatives to the Project, including a "No Project" alternative. The Draft EIR for the Project (State Clearinghouse No. 2020060573), incorporated herein by reference in full, was prepared pursuant to CEQA and the CEQA Guidelines. The Draft EIR was circulated for a 46-day public comment period beginning on April 7, 2022, and ending on May 23, 2022. Copies of the written comments received are provided in the Final

EIR. Pursuant to CEQA Guidelines Section 15088, the City, as Lead Agency, reviewed all comments received during the review period for the Draft EIR and responded to each comment in Section II of the Final EIR.

Notice of Completion. A Notice of Completion was sent with the Draft EIR to the Governor's Office of Planning and Research State Clearinghouse for distribution to State Agencies on April 7, 2022, and notice was provided in newspapers of general and/or regional circulation.

Final EIR. The City published a Final EIR for the Project on June 30, 2023, which is hereby incorporated by reference in full. The Final EIR is intended to serve as an informational document for public agency decision-makers and the general public regarding objectives and components of the Project. The Final EIR addresses the environmental effects associated with implementation of the Project, identifies feasible mitigation measures and alternatives that may be adopted to reduce or eliminate these impacts, and includes written responses to all comments received on the Draft EIR during the public review period. Responses were sent to all public agencies that made comments on the Draft EIR at least 10 days prior to certification of the Final EIR pursuant to CEQA Guidelines Section 15088(b). In addition, all individuals that commented on the Draft EIR also received a copy of the Final EIR. The Final EIR was also made available for review on the City's website. Notices regarding availability of the Final EIR were sent to owners and occupants of property within a 500-foot radius of the Project Site, Agencies which commented on the Draft EIR, as well as individuals who commented on the Draft EIR, provided comments during the NOP comment period, or requested notice.

Public Hearing. A duly noticed public hearing for the Project was held by the Deputy Advisory Agency and a Hearing Officer on behalf of the City Planning Commission on July 26, 2023.

III. RECORD OF PROCEEDINGS

For purposes of CEQA and these Findings, the Record of Proceedings for the Project includes, but is not limited to, the following documents and other materials that constitute the administrative record upon which the City approved the Project. The following information is incorporated by reference and made part of the record supporting these Findings of Fact:

- All Project plans and application materials, including supportive technical reports;
- The Draft EIR and Appendices, Final EIR and Appendices, and all documents relied upon or incorporated therein by reference;
- The Mitigation Monitoring Program (MMP) prepared for the Project;
- The City of Los Angeles General Plan and related EIR;
- The Southern California Association of Governments (SCAG)'s 2020-2045 Regional Transportation Plan/Sustainable Communities Strategy (RTP/SCS) and related EIR (SCH No. 2019011061));
- City of Los Angeles Municipal Code (LAMC), including, but not limited, to the Zoning Ordinance and Subdivision Ordinance;
- All records of decision, resolutions, staff reports, memoranda, maps, exhibits, letters, minutes of meetings, summaries, and other documents approved, reviewed, relied upon,

or prepared by any City commissions, boards, officials, consultants, or staff relating to the Project;

- Any documents expressly cited in these Findings of Fact, in addition to those cited above; and
- Any and all other materials required for the record of proceedings by PRC Section 21167.6(e).

Pursuant to CEQA Section 21081.6(a)(2) and CEQA Guidelines Section 15091(e), the documents and other materials that constitute the Record of Proceedings upon which the City has based its decision are located in and may be obtained from the Department of City Planning, as the custodian of such documents and other materials that constitute the record of proceedings, located at the City of Los Angeles, Figueroa Plaza, 221 North Figueroa Street, Room 1350, Los Angeles, CA 90012.

In addition, copies of the Initial Study, Draft EIR and Final EIR are available on the Department of City Planning's website at <https://planning.lacity.org/development-services/eir> (to locate the documents, search for either the environmental case number or project title in the Search Box). The Draft and Final EIR are also available at the following four Library Branches:

- Los Angeles Central Library—630 West Fifth Street, Los Angeles, CA 90071
- North Hollywood Regional Library, 5211 Tujunga Avenue, North Hollywood, CA 91601
- Valley Plaza Branch Library, 12311 Vanowen Street, North Hollywood, CA 91605

IV. DESCRIPTION OF THE PROJECT

The Project proposes a mixed-use, and multi-phased development on approximately 15.9 acres of land owned by Metro at and including the terminus of Metro's B (Red) Line and G (Orange) Line (Project Site) as part of a joint development effort with Metro. The development would include market rate and affordable multi-family residential units, retail/ restaurant uses, office space, transportation facility improvements, bicycle and vehicle parking facilities, and two off-site parking structures for transit patrons.

The Project would, through Metro self-permitting authority, improve transit facilities at Metro's North Hollywood Station, including the Metro B (Red) Line portal entry and bus terminal for the Metro G (Orange) Line, with integration of public plazas and incorporation of retail uses within the historic Lankershim Depot. Additionally, Metro would construct two parking structures located on the "East Lot" and "West Lot." The Project would relocate multiple municipal and Metro Bus lines to the public right of way around the Metro G Line terminus. The Project also proposes the development of up to 2,209,027 square feet of new commercial and residential uses, including up to 1,523,528 square feet of residential uses comprised of 1,216 market rate and 311 affordable units (representing 20 percent of the total proposed residential units), along with up to 685,499 square feet of retail, restaurant, and office uses.

The Project would also include three public transit and event plazas (i.e., the Promenade, Transit Square, and NoHo Square) totaling approximately two acres with adjacent retail and restaurant uses. Overall, the Project would include 211,280 square feet of open space, which would be privately operated and maintained with amenities located throughout the Project Site. The proposed uses would be supported by vehicle and bicycle parking spaces for

Project uses, located throughout the site. Up to 274 vehicle parking spaces for Metro uses in both on- and off-site locations and up to 128 Metro Bike Hub bicycle parking spaces would be provided. Vehicle parking would be provided in both subterranean and above-grade structures, as well as within surface lots. The maximum depth of excavation would be up to approximately 60 feet below ground surface.

Overall, at buildout, the Project would remove 49,111 square feet of existing floor area, retain and relocate on-site the 1,725-square-foot historic Lankershim Depot, and construct 2,207,302 square feet of new floor area, resulting in a net increase of 2,158,191 square feet, and a total of 2,209,027 square feet of floor area within the Project Site on a 15.9 acre site. The Project is anticipated to be constructed in multiple, potentially overlapping phases over a period of approximately 15 years, with full buildout anticipated in 2038. A Specific Plan and Sign District would provide regulations for the development of the Project and an associated signage program.

V. ENVIRONMENTAL IMPACTS FOUND NOT TO BE SIGNIFICANT OR LESS THAN SIGNIFICANT WITHOUT MITIGATION IN THE INITIAL STUDY

The Department of City Planning prepared an Initial Study dated June 30, 2020, which is located in Appendix A of the Draft EIR. The Initial Study found the following environmental impacts not to be significant or less than significant without mitigation:

- I. Aesthetics**
 - a. Scenic Vista
 - b. Scenic Resources
 - c. Visual Character
 - d. Light & Glare
- II. Agricultural and Forest Resources**
 - a. Farmland
 - b. Existing Zoning for Agricultural Use
 - c. Forest Land or Timberland Zoning
 - d. Loss or Conversion of Forest Land
 - e. Other Changes in the Existing Environment
- III. Air Quality**
 - d. Objectionable Odors
- IV. Biological Resources**
 - a. Special Status Species
 - b. Riparian Habitat and Wetlands
 - c. Wetlands
 - d. Wildlife Movement
 - e. Local Preservation Policies
 - f. Habitat Conservation Plans
- V. Cultural Resources**
 - c. Human Remains
- VII. Geological and Soils**
 - a.iv. Landslides
 - b. Soil Erosion

- e. Septic Tanks

IX. Hazards and Hazardous Materials

- e. Airport Land Use Plans
- g. Wildland Fires

X. Hydrology and Water Quality

- a. Water Quality Standards
- b. Groundwater Supplies
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- d. Flood Hazard
- e. Degrade Water Quality

XI. Land Use and Planning

- a. Divide an Established Community

XII. Mineral Resources

- a. Loss of Known Mineral Resources
- b. Loss of Mineral Resources Recovery Site

XIII. Noise

- c. Airport Land Use Plans; Private Airstrips

XIII. Population and Housing

- b. Displacement of Existing Housing or Existing Residents

XVII. Transportation/Traffic

- c. Geometric Design

XIX. Utilities

- d. Landfill capacity
- e. Solid Waste Regulations

The City has reviewed the record and agrees with the conclusion that the above environmental issues would not be significantly affected by the Project and, therefore, no additional findings are needed. The City ratifies, adopts, and incorporates the analysis, explanation, findings, responses to comments, and conclusions of the Initial Study.

VI. ENVIRONMENTAL IMPACTS FOUND NOT TO BE SIGNIFICANT OR LESS THAN SIGNIFICANT PRIOR TO MITIGATION

Impacts of the Project that were determined to have no impact or be less than significant in the EIR (including having a less than significant impact, as a result of implementation of project design features and regulatory compliance measures) and that require no mitigation are identified below. The City has reviewed the record and agrees with the conclusion that the following environmental issues would not be significantly affected by the Project and, therefore, no additional findings are needed. The following information does not repeat the full discussions of environmental impacts contained in the EIR. The City ratifies, adopts, and incorporates the analysis, explanation, findings, responses to comments, and conclusions of the EIR.

1. Air Quality

(A) Consistency with Applicable Air Quality Management Plan

As detailed in Section IV.A, Air Quality, of the Draft EIR, on pages IV.A-47-58, the Project is consistent with the South Coast Air Quality Management District's (SCAQMD) Air Quality Management Plan (AQMP), as well as the applicable City plans and policies. Thus, the Project would not conflict with or obstruct implementation of the AQMP or applicable City policies pertaining to air quality.

(B) Construction Emissions

(i) Construction – Localized Emissions

As discussed in Section IV.A, Air Quality, on pages IV.A-69-71 and Table IV.A-12 of the Draft EIR, the Project would not produce emissions exceeding SCAQMD's recommended localized standards of significance, as shown by Table IV.A-12 of the Draft EIR. As a result, construction of the Project impacts would be less than significant.

(ii) Toxic Air Contaminants (TACs)

As discussed in Section IV.A, Air Quality, on pages IV.A-71 of the Draft EIR, construction of the Project would not emit TACs exceeding SCAQMD standards, and therefore, would result in less than significant impacts.

(C) Operational Emissions

(i) Operation – Localized Emissions

As discussed in Section IV.A, Air Quality, of the Draft EIR pages IV.A-71-73 and Table IV.A-13, operation of the Project would not result in an exceedance of SCAQMD localized emissions standards, and therefore, would result in less than significant impacts.

(ii) Toxic Air Contaminants

As discussed in Section IV.A, Air Quality, of the Draft EIR, on pages IV.A-73-74, operation of the Project would not result in emission of TACs exceeding SCAQMD standards, and therefore, would result in less than significant impacts.

(D) Concurrent Construction and Operational Local Emissions

Portions of the Project Site would be completed and occupied while construction of the later Project components would be ongoing. Therefore, concurrent construction and operational impacts were evaluated. Based on a review of the Project, the reasonably anticipated maximum concurrent emissions are expected to occur during operation of East and West Lots and Blocks 0, 7, and 8 and construction of Blocks 5/6. This development scenario results in the maximum amount of operational activity in terms of square footage developed on the Project Site, as well as maximum daily activity, while construction is ongoing. As summarized in Table IV.A 14, localized emissions during concurrent operations and construction would not exceed the SCAQMD localized thresholds. Therefore, localized concurrent construction and operational emissions resulting from the Project would result in a less-than-significant air quality impact.

(E) Project Design Features

Project Design Feature AIR-PDF-1, which identifies that electricity from power poles and/or solar generators would be used rather than gas-powered equipment, where feasible, is incorporated into the Project and is incorporated into these Findings as though fully set forth herein. This Project Design Feature would support and promote environmental sustainability and was primarily considered in the analysis of potential greenhouse gas impacts but would also serve to reduce criteria air pollutants.

2. Energy Use

As demonstrated in the Energy Section of the Draft EIR, Section IV.C, the Project would not cause wasteful, inefficient, or unnecessary consumption of energy during construction or operation. Based on the analysis in Draft EIR Section IV.C, the Project's impacts would not be cumulatively considerable and cumulative energy use impacts are concluded to be less than significant.

3. Geology and Soils

(A) Geologic Hazards

As demonstrated in the Geology and Soils Section of the Draft EIR, Section IV.D, with adherence to applicable regulations and any site-specific recommendations set forth in a site-specific geotechnical evaluation, the Project would not result in significant direct or cumulative impacts related to geological and soil conditions. As such, the Project's impacts would be less than significant.

(B) Paleontological Resources

As demonstrated in the Geology and Soils Section of the Draft EIR, Section IV.D, the Project would be subject to the City's standard condition of approval to address the potential for uncovering of paleontological resources. Therefore, the Project would not result in significant direct or cumulative impacts to paleontological resources. As such, the Project's impacts would be less than significant.

4. Greenhouse Gas (GHG) Emissions

The significance of the Project's GHG emissions is evaluated consistent with CEQA Guidelines Section 15064.4(b) by considering whether the Project complies with applicable plans, policies, regulations, and requirements adopted to implement a statewide, regional, or local plan for the reduction or mitigation of greenhouse gas emissions. For this Project, as a land use development project, the most directly applicable adopted regulatory plan to reduce GHG emissions is the 2020–2045 RTP/SCS, which is designed to achieve regional GHG reductions from the land use and transportation sectors as required by Senate Bill (SB) 375 and the state's long-term climate goals. The analysis also considers consistency with regulations or requirements adopted by the Assembly Bill (AB) 32 2008 Climate Change Scoping Plan and subsequent updates, and the Sustainable City pLAn/L.A.'s Green New Deal.

As provided in Table IV.E-7 of the Draft EIR, the Project would not conflict with the Climate Change Scoping Plan, which is intended to reduce GHG emissions. In addition, the Project would not conflict with the 2022 GHG Scoping Plan as set forth in Appendix FEIR-4 of

the Final EIR: 2022 GHG Scoping Plan Consistency Analysis. Additionally, as discussed in the Draft EIR, the Project would not conflict with the SCAG 2020-2045 RTP/SCS.

Table IV.E-8 of the Draft EIR provides a discussion of the Project's consistency with applicable GHG-reducing actions from L.A.'s Green New Deal. As discussed therein, the Project would be consistent with the applicable goals and actions of L.A.'s Green New Deal.

For the reasons discussed in Draft EIR Section IV.E, the Project's post-2030 emissions trajectory is expected to follow a declining trend, consistent with the 2030 and 2050 targets and Executive Orders S-3-05 and B-30-15.

Additionally, as shown in Table IV.E-11 of the Draft EIR, when taking into consideration implementation of relevant project design features, as well as the requirements set forth in the City of Los Angeles Green Building Code and full implementation of current state mandates, the Project's GHG emissions in 2035 would be 32,344 MTCO_{2e} per year (amortized over 30 years) during construction and 17,521 MTCO_{2e} per year during operation, resulting in a combined total of 18,599 MTCO_{2e} per year.

As determined in Draft EIR Section IV.E, given the Project's consistency with statewide, regional, and local plans adopted for the purpose of reducing GHG emissions, it is concluded that the Project's incremental contribution to GHG emissions and their effects on climate change would not be cumulatively considerable. For these reasons, the Project's cumulative contribution to global climate change is less than significant.

(A) Project Design Features

Project Design Features GHG-PDF-1 and GHG-PDF-2, which state that the Project would be built to LEED Silver level or equivalent sustainability standards and which limit the number of natural gas fireplaces as residential amenities, are incorporated into the Project and are incorporated into these Findings as though fully set forth herein. These Project Design Features were considered in the analysis of potential impacts.

5. Hazards and Hazardous Materials - Operations

As demonstrated in the Hazards and Hazardous Materials Section of the Draft EIR, Section IV.F, Project-level and cumulative impacts related to the release of hazardous materials from Project operations into the environment were determined to be less than significant.

6. Land Use and Planning

(A) Conflict with Applicable Goals, Objectives, and Policies Adopted for the Purpose of Avoiding or Mitigating an Environmental Effect

As set forth in detail in Table 1 of Appendix K of the Draft EIR and summarized in Draft EIR Section IV.G, Land Use, the Project would not conflict with applicable goals, objectives, and policies adopted for the purpose of avoiding or mitigating an environmental effect and therefore, impacts are less than significant.

(B) Cumulative Impacts

(i) Physically Divide a Community

As set forth in Draft EIR Section IV.G, Land Use, page IV.G-31, there are 34 related projects in the vicinity of the Project Site. As such, and similar to the Project, the proposed construction associated with the related projects would be confined to the related project sites and would not physically divide a community. Cumulative impacts related to the physical division of a community would be less than significant.

(ii) Conflict with Applicable Goals, Objectives, and Policies Adopted for the Purpose of Avoiding or Mitigating an Environmental Effect

As set forth in Draft EIR Section IV.G, Land Use, page IV.G-31, as with the Project, the related projects would be required to comply with relevant land use policies and regulations. Therefore, as with the Project, the related projects would not conflict with applicable land use plans. Overall, cumulative impacts related to conflict with land use plans would be less than significant.

7. Noise

(A) Operations

(i) Operational Noise

As set forth in detail in Draft EIR Section H, Noise, pages IV.H-59 – IV.H-76, and Tables IV.H-17 through IV.H-26, revised in the Final EIR on pages III-50-57, Project operations would not result in the exposure of persons to or generation of noise levels in excess of standards established in the City's General Plan or noise ordinance, or applicable standards of other agencies. Therefore, the Project's operational noise impacts from on- and off-site sources would be less than significant.

(ii) Concurrent Construction and Operation

As set forth in detail in Draft EIR Section H, Noise, pages IV.H-76 – IV.H-79, and Tables IV.H-27 through IV.H-28, revised in the Final EIR on pages III-50-57, temporary noise impacts associated with on-site concurrent construction and operation would be less than significant.

(iii) Operational Vibration

As set forth in Draft EIR Section H, Noise, page IV.H-102, operation of the Project would not increase the existing vibration levels in the immediate vicinity of the Project Site. As such, vibration impacts associated with operation of the Project would be less than significant.

(iv) Cumulative Operational Noise

As detailed in Draft EIR Section H, Noise, pages IV.H-110 – IV.H-111, and the Table H-33, revised in the Final EIR on pages III-50-57, the Project and related projects would not result in the exposure of persons to or generation of noise levels in excess of the significance criteria established by the City or in a substantial permanent increase in ambient noise levels in the vicinity of the Project Site above levels existing without the Project and the related projects. Therefore, cumulative operational noise impacts from on-site and off-site sources would be less than significant.

(v) Cumulative Operational Vibration

As detailed in Draft EIR Section H, Noise, page IV.H-116, based on the distance of the related projects from the Project Site and the operational vibration levels associated with the Project, cumulative vibration impacts associated with operation of the Project and related projects would be less than significant.

(B) Project-Level & Cumulative Off-Site Construction Vibration (Building Damage)

As detailed in Draft EIR Section H, Noise, pages IV.H-99 – IV.H-101, IV.H-114 – IV.H-115, and Table H-31, construction delivery/haul trucks would travel between the Project Site and the Hollywood Freeway (SR-170) and the Ventura Freeway (SR-134) via Burbank Boulevard (Option A), Lankershim Boulevard (Options A & B), Cumpston Street (Options A & B), Chandler Boulevard (Options A & B), Fair Avenue (Options A and B), Vineland Avenue (Option B), Tujunga Avenue (Option B), Colfax Avenue (Option A), Magnolia Boulevard (Option B), and Riverside Drive (Option B). Heavy-duty construction trucks would generate ground-borne vibration as they travel along the Project's anticipated truck route(s). There are existing buildings along the Project's anticipated truck route, including Burbank Boulevard, Lankershim Boulevard, Cumpston Street, Chandler Boulevard, Fair Avenue, Vineland Avenue, Tujunga Avenue, Colfax Avenue, Magnolia Boulevard, and Riverside Drive, that are situated approximately 20 feet from the right-of-way and would be exposed to ground-borne vibration levels. The estimated vibration generated by construction trucks traveling along the anticipated truck route(s) would be below the most stringent building damage criterion of 0.12 peak particle velocity (PPV) for buildings extremely susceptible to vibration. Therefore, vibration impacts (pursuant to the significance criteria for building damage) from Project level and cumulative off-site construction activities (i.e., construction trucks traveling on public roadways) would be less than significant.

(C) Project Design Features

Project Design Features NOI-PDF-1 through NOI-PDF-6, outline disclosures to the City for construction noise equipment, no use of pile drive systems, shielding of mechanical equipment and loading docks, and standards for outdoor amplified sound, are incorporated into the Project and are incorporated into these Findings as though fully set forth herein. These Project Design Features were considered in the analysis of potential impacts.

9. Population and Housing

(A) Substantial Unplanned Population Growth, Direct and Indirect

As discussed in Chapter IV.I, population and housing impacts related to unplanned population growth would be less than significant.

10. Public Services

(A) Public Services – Fire Protection

As set forth in Draft EIR Section IV.J.1, Public Services – Fire Protection, pages IV.J.1-20 – IV.J.1-32, Project construction, operation, and cumulative impacts would not result in substantial adverse physical impacts associated with the provision of new or physically altered government facilities, need for new or physically altered governmental facilities. Therefore,

impacts to fire protection services during Project construction, operation, and in the cumulative condition would be less than significant.

(B) Public Services – Police Protection

As set forth in Draft EIR Section IV.J.2, Public Services – Police Protection, pages IV.J.2-13 – IV.J.2-24, Project construction, operation, and cumulative impacts would not result in substantial adverse physical impacts associated with the provision of new or physically altered government facilities, need for new or physically altered governmental facilities, the construction of which would cause significant environmental impacts. Therefore, impacts to police protection services during Project construction, operation, and in the cumulative condition would be less than significant.

(i) Police Protection – Project Design Features

Project Design Features POL-PDF-1 through POL-PDF-4, regarding temporary fencing during construction, lighting of pedestrian walkways and entrances, and submittal of security plans to the City and Metro, are incorporated into the Project. The Project Design Features were considered in the analysis of potential impacts.

(C) Public Services – Schools

As set forth in Draft EIR Section IV.J.3, Public Services – Schools, pages IV.J.3-13 through IV.J.3-26, Project construction, operation, and cumulative impacts would not result in substantial adverse physical impacts associated with the provision of new or physically altered government facilities, need for new or physically altered governmental facilities, the construction of which would cause significant environmental impacts. Therefore, impacts to schools during Project construction, operation, and in the cumulative condition would be less than significant.

(D) Public Services – Parks and Recreation

As set forth in Draft EIR Section IV.J.4, Public Services – Parks and Recreation, pages IV.J.4-15 – IV.J.4-25, Project construction, operation, and cumulative impacts would not result in substantial adverse physical impacts associated with the provision of new or physically altered government facilities, need for new or physically altered governmental facilities, the construction of which would cause significant environmental impacts. Therefore, impacts to park and recreation facilities during Project construction, operation, and in the cumulative condition would be less than significant.

(E) Public Services – Libraries

As set forth in Draft EIR Section IV.J.5, Public Services –Libraries, pages IV.J.5-8 – IV.J.5-17, Project construction, operation, and cumulative impacts would not result in substantial adverse physical impacts associated with the provision of new or physically altered government facilities, or the need for new or physically altered governmental facilities, the construction of which would cause significant environmental impacts. Therefore, impacts to library facilities during Project construction, operation, and in the cumulative condition would be less than significant.

11. Transportation

(A) Program, Plans, Ordinance or Policy

As set forth in Draft EIR Section IV.K, Transportation, pages IV.K-31 – IV.K-39, the Project would not conflict with a program, plan, ordinance, or policy addressing the circulation system, including transit, roadway, bicycle, and pedestrian facilities, and therefore impacts were determined to be less than significant.

(B) CEQA Guidelines Section 15064.3, subdivision (b)

As set forth in Draft EIR Section IV.K, Transportation, pages IV.K-39 – IV.K-43 and Appendix R.1, Transportation Study, Project-level impacts related to VMT were determined to be less than significant.

(C) Hazardous Design

As set forth in Draft EIR Section IV.K, Transportation, pages IV.K-43 – IV.K-51, the Project would not include any hazardous geometric design features, and therefore impacts were determined to be less than significant.

(D) Emergency Access

As set forth in Draft EIR Section IV.K, Transportation, pages IV.K-51 – IV.K-53, the Project would not result in inadequate emergency access, and therefore impacts were determined to be less than significant.

(E) Cumulative Impacts

As set forth in Draft EIR Section IV.K, Transportation, pages IV.K-53 – IV.K-55, the Project's contribution to impacts related to programs, plans, ordinances, or policies; or vehicle miles traveled; or hazardous design; or emergency access would not be cumulatively considerable and cumulative impacts would be less than significant.

(F) Project Design Features

Project Design Feature TR-PDF-1 and TR-PDF-2, for Construction Management Plan and a Transportation Demand Management program, are incorporated into the Project and incorporated into these findings as fully set forth herein. These Project Design Features were considered in the analysis of potential impacts.

12. Utilities and Service Systems – Water Supply and Infrastructure

As set forth in Draft EIR Section IV.M.1, Utilities and Service Systems – Water Supply and Infrastructure, pages IV.M.1-37 through IV.M.1-52, Appendix T, and Final EIR III, Revisions, Clarifications, and Corrections to the Draft EIR, pages III-55 through III-59, the Project, either during construction, operation, or cumulative condition, would not require or result in the construction of new water facilities or expansion of existing facilities, the construction of which could cause significant environmental effects. In addition, sufficient water supply is available to serve the Project construction, Project operation, and in the cumulative condition. As such, impacts related to water infrastructure and to water supply would be less than significant.

(A) Project Design Features

Project Design Feature WAT-PDF-1, which identifies the Water Conservation Commitment Letter features, which is incorporated into the Project and incorporated into these findings as fully set forth herein. This Project Design Feature was considered in the analysis of potential impacts.

14. Utilities and Service Systems - Wastewater

As set forth in Draft EIR Section IV.M.2, Utilities and Service Systems – Wastewater, pages IV.M.2-13 – IV.M.2-24, the Project, either during construction, operation, or cumulative condition, would not require or result in the construction of new wastewater facilities or expansion of existing facilities, the construction of which could cause significant environmental effects. In addition, sufficient wastewater capacity is available to serve the Project construction wastewater demand, Project operation wastewater demand, and in the cumulative condition. As such, impacts related to wastewater infrastructure and to wastewater treatment capacity would be less than significant.

15. Utilities and Service Systems - Energy Infrastructure

As set forth in Draft EIR Section IV.M.3, Utilities and Service Systems – Energy Infrastructure, pages IV.M.3-7 – IV.M.3-13, Project construction and operation, including in the cumulative condition, would not require or result in an increase in demand for electricity or natural gas that exceeds available supply or distribution infrastructure capabilities that could result in the construction of new energy facilities or expansion of existing facilities, the construction of which could cause significant effects. Therefore, Project impacts would be less than significant during construction and operation.

VII. ENVIRONMENTAL IMPACTS FOUND TO BE LESS THAN SIGNIFICANT AFTER MITIGATION

The following impact areas were concluded by the Draft EIR to be less than significant with the implementation of mitigation measures described in the Final EIR. Based on that analysis and other evidence in the administrative record relating to the Project, the City finds and determines that mitigation measures described in the Final EIR reduce potentially significant impacts identified for the following environmental impact categories to below the level of significance. Pursuant to PRC Section 21081, the City finds that changes or alterations have been required in, or incorporated into, the Project, which mitigate or avoid each of the following significant effects on the environment.

1. Air Quality – Construction Emissions (Regional)

(A) Impact Summary

Project construction has the potential to generate air emissions through the use of heavy-duty construction equipment and vehicle trips by construction workers traveling to and from the Project Site. In addition, fugitive dust emissions would result from demolition and construction activities. Mobile source emissions, primarily nitrogen oxides (NO_x), would result from the use of construction equipment, such as dozers, loaders, and cranes. During the building finishing phase, paving, and the application of architectural coatings (e.g., paints) would potentially release volatile organic compounds (VOCs). The assessment of construction air quality impacts considers each of these potential sources. Construction emissions can vary

substantially from day to day, depending on the level of activity, the specific type of operation, and, for dust, the prevailing weather conditions.

The emissions levels in Table IV.A-7 of the Draft EIR represent the highest daily emissions projected to occur during each year of construction and take into account overlapping construction phases. As presented in Table IV.A-7, construction-related daily maximum regional construction emissions would exceed SCAQMD daily significance thresholds for VOC and NOx. The regional construction impact would primarily occur from 2023 through 2025 during large concrete pour days with concurrent grading/excavation operations. Therefore, regional construction emissions resulting from the Project would result in a significant short-term impact.

(B) Project Design Features

Project Design Feature AIR-PDF-1: Where power poles are available, electricity from power poles and/or solar-powered generators, rather than temporary diesel or gasoline generators, will be used during construction.

(C) Mitigation Measures

Mitigation Measure AIR-MM-1: Prior to demolition, the Project representative shall submit to the City of Los Angeles Department of Building and Safety and the South Coast Air Quality Management District a comprehensive inventory of all off road construction equipment, equal to or greater than 50 horsepower, that, with the exception of demolition activities, will be used during any portion of construction. The inventory shall include the horsepower rating, engine production year, and certification of the specified Tier standard. A copy of each unit's certified tier specification, Best Available Control Technology documentation, and California Air Resources Board or South Coast Air Quality Management District operating permit shall be available onsite at the time of mobilization of each applicable unit of equipment to allow the Construction Monitor to compare the on-site equipment with the inventory and certified Tier specification and operating permit. Off road diesel-powered equipment within the construction inventory list described above shall meet the USEPA Tier 4 Final standards.

Mitigation Measure AIR-MM-2: The Project representative shall require operator(s)/construction contractor(s) to commit to using 2010 model year or newer engines that meet CARB's 2010 engine emission standards of 0.01 g/brake horsepower (bhp)-hr for particulate matter (PM) and 0.20 g/bhp-hr of NOX emissions or newer, cleaner trucks for haul trucks associated with grading/excavation activities and concrete delivery trucks during concrete mat foundation pours. To monitor and ensure 2010 model year or newer trucks are used at the Project, the Lead Agency shall require that truck operator(s)/construction contractor(s) maintain records of trucks during the applicable construction activities associated with the Project and make these records available during the construction process and to the Lead Agency upon request.

(D) Finding

Pursuant to PRC Section 21081(a)(1), the City finds that changes or alterations have been required in, or incorporated into, the Project which mitigate or avoid the significant effects on the environment and pursuant to PRC Section 21081(a)(2) that such changes or alterations are within the responsibility and jurisdiction of another public agency and not the agency making the finding. Such changes have been, or can or should be, adopted by that other agency.

(E) Rationale for Finding

Implementation of the mitigation measures described above would reduce construction emissions below SCAQMD threshold levels. Table IV.A-10 on page IV.A-66 provides the peak daily mitigated regional emissions by construction year. As presented in Table IV.A-10, with full implementation of Mitigation Measures AIR-MM-1 and AIR-MM-2, peak daily regional NOx emissions would be reduced below the SCAQMD regional threshold of 100 pounds per day. As such, Project construction would result in a less-than-significant Project-level and cumulative regional impacts with incorporation of feasible mitigation measures. The City finds above that the Mitigation Measures identified are the responsibility of another agency as Metro is a Responsible Agency for the Project EIR and some construction takes place under Metro's self-permitting authority; where the implementation, monitoring, and enforcement of the Mitigation Measures outlined above are the responsibility of Metro when activity occurs under Metro self-permitting authority. Project activities outside the Metro self-permitting authority would implement the identified Mitigation Measures as conditions of approval required by the City of Los Angeles.

(F) Reference

Section IV.A, Air Quality, of the Draft EIR, as well as Appendix C (Air Quality and Greenhouse Gas Emissions).

2. Cultural Resources – Archaeological Resources

(A) Impact Summary

As discussed in the Draft EIR, Section IV.B, Cultural Resources, a limited site survey was conducted, in addition to a search of the Native American Heritage Commission's (NAHC's) Sacred Lands File (SLF) and South Central Coastal Information Center (SCCIC) records. Results of the survey and records searches yielded no Native American resources, but did result in records of archaeological resources on the Project Site or directly adjacent to it. The Project would require excavations to depths of up to 60 feet below grade for construction of the subterranean parking levels, and therefore, the Project could potentially disturb previously unidentified archaeological resources, if present. As such, construction activities associated with the Project could result in substantial adverse change in the significance of an archaeological resource pursuant to CEQA Guidelines Section 15064.5, which is a potentially significant impact.

(B) Project Design Features

No project design features are applicable.

(C) Mitigation Measures

Mitigation Measure CUL-MM-4: All construction personnel and monitors who are not trained archaeologists or Tribal Cultural experts shall be briefed regarding unanticipated archaeological or Tribal Cultural discoveries prior to the start of any excavation and grading activities. A basic PowerPoint presentation or handout shall be prepared to inform all personnel working on the Project about the archaeological and Tribal Cultural sensitivity of the area. The purpose of this Workers Environmental Awareness Program (WEAP) training is to provide specific details on the kinds of archaeological and Tribal Cultural materials that may be identified during excavation and grading activities for the Project and explain the importance of and legal basis for the protection of significant archaeological resources and all Tribal Cultural Resources. Each worker shall also learn the proper procedures to follow in the event that cultural resources, Tribal Cultural Resources, or human remains are uncovered during ground-disturbing activities. These procedures include work curtailment or redirection, and the immediate contact of the site supervisor and archaeological monitor.

Mitigation Measure CUL-MM-5: Prior to any excavation activities, an individual qualified in archaeology and Tribal Cultural Resources (Qualified Archaeologist) shall be retained to monitor initial excavation and grading activities within the Project Site. Initial excavation and grading are defined as initial construction-related earth moving of sediments from their place of deposition. As it pertains to archaeological monitoring, this definition excludes movement of sediments after they have been initially disturbed or displaced by project-related construction. Due to the complex history of development and disturbance in the area, the terminal depth of potential deposits cannot be determined prior to the start of excavation activities. Monitoring will be continued based on the continued potential for cultural deposits based on the characteristics of subsurface sediments encountered. The Qualified Archeologist, meeting the Secretary of the Interior's Professional Qualification Standards, shall oversee and adjust monitoring efforts as needed (increase, decrease, or discontinue monitoring frequency) based on the observed potential for construction activities to encounter cultural deposits or material. The Qualified Archeologist shall be responsible for maintaining daily monitoring logs. Within 60 days following completion of ground disturbance, an archaeological monitoring report shall be prepared and submitted to the City for review. This report shall document compliance with approved mitigation, document the monitoring efforts, and include an appendix with daily monitoring logs. The final report shall be submitted to the SCCIC. In the event that a potential archaeological resource is encountered, the Applicant shall follow the procedures set forth in Mitigation Measure CUL-MM-6. In the event that a potential Tribal Cultural Resource is encountered, the applicant shall instead follow the procedures set forth in Mitigation Measure TCR-MM-1.

Mitigation Measure CUL-MM-6: In the event that historic or prehistoric archaeological resources are unearthed, ground disturbing activities

shall be halted or diverted away from the vicinity of the find so that the find can be evaluated. An appropriate buffer area shall be established by the Qualified Archaeologist in accordance with industry standards, reasonable assumptions regarding the potential for additional discoveries in the vicinity, and safety considerations for those making an evaluation and potential recovery of the discovery. This buffer area shall be established around the find where construction activities shall not be allowed to continue. Work shall be allowed to continue outside of the buffer area. All resources unearthed by Project construction activities shall be evaluated by the Qualified Archaeologist. If a resource is determined by the Qualified Archaeologist to constitute a "historical resource" pursuant to CEQA Guidelines Section 15064.5(a) or a "unique archaeological resource" pursuant to Public Resources Code Section 21083.2(g), the Qualified Archaeologist shall coordinate with the Applicant and the City to develop a formal treatment plan that would serve to reduce impacts to the resource. The treatment plan established for the resource shall be in accordance with CEQA Guidelines Section 15064.5(f) for historical resources and Public Resources Code Sections 21083.2(b) for unique archaeological resources. Preservation in place (i.e., avoidance) is the preferred manner of treatment. If, in coordination with the City, it is determined that preservation in place is not feasible, appropriate treatment of the resource shall be developed by the Qualified Archaeologist in coordination with the City and may include implementation of archaeological data recovery excavations to remove the resource along with subsequent laboratory processing and analysis. Any archaeological material collected shall be curated at a public, non-profit institution with a research interest in the materials, if such an institution agrees to accept the material. If no institution accepts the archaeological material, they shall be donated to a local school or historical society in the area for educational purposes.

(D) Finding

Pursuant to PRC Section 21081(a)(1), the City finds that changes or alterations have been required in, or incorporated into, the Project which mitigate or avoid significant effects on the environment, and pursuant to PRC Section 21081(a)(2) that such changes or alterations are within the responsibility and jurisdiction of another public agency and not the agency making the finding. Such changes have been, or can or should be, adopted by that other agency. .

(E) Rationale for Finding

The City finds above that the Mitigation Measures identified are the responsibility of another agency as Metro is a Responsible Agency for the Project EIR and some construction takes place under Metro's self-permitting authority; where the implementation, monitoring, and enforcement of the Mitigation Measures outlined above are the responsibility of Metro when activity occurs under Metro self-permitting authority. Project activities outside the Metro self-permitting authority would implement the identified Mitigation Measures as conditions of approval required by the City of Los Angeles.

As set forth in Mitigation Measures CUL-MM-4 through CUL-MM-6, a Qualified Archaeologist shall be retained to perform periodic inspections of excavation and grading activities of the

Project Site. In the event archaeological resources are encountered, the archaeologist shall be allowed to temporarily divert or redirect grading and excavation activities in the area of the exposed material to facilitate evaluation and, if necessary, salvage. Therefore, implementation of Mitigation Measures CUL-MM-4 through CUL-MM-6 would ensure that any potential impacts related to archaeological resources would be less than significant.

With regard to potential cumulative impacts related to archaeological resources, the Project and the related projects are located within an urbanized area that has been disturbed and developed over time. In the event that archaeological resources are uncovered, each related project would be required to comply with applicable regulatory requirements. In addition, as part of the environmental review processes for the related projects, it is expected that mitigation measures would be established as necessary to address the potential for uncovering archaeological resources. Therefore, cumulative impacts to archaeological resources would be less than significant and would not be cumulatively considerable.

(F) Reference

Section IV.B, Cultural Resources, of the Draft EIR, as well as Cultural Resources Survey and Extended Phase I Report for the District NoHo Project (Archaeological Report) prepared by Dudek in November 2021, and included in Appendix E of the Draft EIR.

3. Hazards and Hazardous Materials – Construction

(A) Impact Summary

Based on the Recognized Environmental Conditions (RECs) primarily associated with previous uses within the Project Site, a Phase II Environmental Site Assessment was performed to confirm the presence of these RECs (see Appendix J.3 of the Draft EIR). As discussed therein, arsenic was detected at elevated levels at one boring location; lead and zinc were detected at elevated levels at one boring location; and although significant VOC concentrations were not detected in soil samples, results of the soil gas survey indicate that PCE-impacted soil is likely present on the Project Site. Soil gas samples also exceeded Department of Toxic Substances Control (DTSC) screening levels for residential uses and increased at depth. No RECs were identified on the East Lot, but one REC was identified on the West Lot consisting of two signs indicating the presence of contaminated soil. While construction activities would occur in accordance with regulatory requirements, and ground disturbance associated with site clearance, excavation, and grading activities during construction would be required to comply with relevant and applicable federal, state, and local regulations and requirements; the presence of contaminated soil and soil gas beneath the Project Site could exacerbate risk of upset and accident conditions associated with the release of hazardous materials into the environment. In addition, because the potential for residual contamination exists and previously unknown or unidentified underground storage tanks (USTs) may be located on-site, the Project could exacerbate risk of upset and accident conditions associated with the release of hazardous materials into the environment.

(B) Project Design Features

No project design features are applicable.

(C) Mitigation Measures

Mitigation Measure HAZ-MM-1: Soil Management Plan—The Applicant shall retain a qualified environmental consultant to prepare a Soil Management Plan for Contaminated Soils (SMP) which shall be prepared with input from Los Angeles County Certified Unified Program Agency (CUPA), County of Los Angeles Fire Department Health and Hazardous Materials Division (HHMD) Site Mitigation Unit (SMU). The SMP shall be submitted to the City of Los Angeles Department of Building and Safety for review and approval prior to the commencement of soil disturbance activities. Potential subsurface contamination likely to be encountered during excavation activities includes metals, PCE (a volatile organic compound [VOC]) or other VOCs. The SMP shall be written such that it can be implemented sitewide or by block. The SMP shall be implemented during soil disturbance activities on each block to ensure that contaminated soils are properly identified, excavated, managed and transported and disposed of off-site.

Elements of the SMP shall include:

- A qualified environmental consultant shall be present on the Project Site at the start of soil disturbance activities (e.g., clearing, grubbing, pavement/asphalt removal, building foundation and other below ground structure removal, excavation, grading, etc.) in the known or suspected locations of contaminated soils and shall be on call at other times as necessary, to monitor compliance with the SMP and to actively monitor the soils and excavations for evidence of contamination (primarily VOCs, which includes PCE, and metals).
- Soil monitoring during soil disturbance, including visual observation (soil staining), representative sampling via a photo ionization detector, and/or VOC monitoring.
- The SMP shall require the timely testing and sampling of soils so that VOC-contaminated soils can be separated from inert soils for proper disposal. The SMP shall specify the testing parameters and sampling frequency. Routine testing includes VOCs and metals. The qualified environmental consultant shall have authority to request additional testing including, but not limited to, total petroleum hydrocarbons (TPH), semi-volatile organic compounds (SVOCs), polychlorinated biphenyls (PCBs) based on visual observation, the presence of odors, or other factors.
- During excavation, if soil is stockpiled prior to disposal, it shall be managed in accordance with the Project's Storm Water Pollution Prevention Plan (SWPPP), prior to transportation for treatment and/or disposal.
- To ensure appropriate containment of excavated soil or demolition debris/materials that exceed state or federal hazardous waste criteria, such materials shall be placed in containers with closures that are properly secured and lined, as appropriate, or wrapped and enclosed by tarps and transported by licensed hazardous waste haulers and disposed of at a licensed hazardous waste management facility approved for the specific disposed hazardous materials.

- During excavation, soils identified as VOC-contaminated shall be sprayed with water or another approved vapor suppressant or covered with sheeting and securely anchored during periods of inactivity of greater than an hour to prevent contaminated soils from becoming airborne.
- Dust suppression shall be used for any active or inactive stockpile known or suspected to contain contaminants, including metals, above state or federal hazardous waste limits. Active and inactive excavations and stockpiles of soil shall be kept visibly moist by water spray, treated with a vapor suppressant, or covered with a continuous heavy-duty plastic sheeting (4 mm or greater) or other covering. The covering shall be overlapped at the seams and securely anchored.
- The qualified environmental consultant shall perform weekly inspections of all waste (drums and bulk) to document that waste is being managed in accordance with the SMP. Inspection records shall be maintained on-site and shall be made available upon request.

Mitigation Measure HAZ-MM-2: Prior to construction, a limited soil investigation of the soil bordering the West Lot to the south shall be performed. Any identified contamination shall be remediated in accordance with all applicable federal, state, and local regulations and, if necessary, in accordance with Mitigation Measure HAZ-MM-1.

Mitigation Measure HAZ-MM-3: The West Lot shall be developed in accordance with the City of Los Angeles' Methane Ordinance (LAMC Chapter IX, Article 1, Division 71, Section 91.7103), which Metro shall implement and enforce through its standard permitting procedures.

(D) Finding

Pursuant to PRC Section 21081(a)(1), the City finds that changes or alterations have been required in, or incorporated into, the Project which mitigate or avoid significant effects on the environment and pursuant to PRC Section 21081(a)(2) that such changes or alterations are within the responsibility and jurisdiction of another public agency and not the agency making the finding. Such changes have been, or can or should be, adopted by that other agency.

(E) Rationale for Finding

Mitigation Measures HAZ-MM-1-HAZ-MM-3 would ensure that impacts related to hazardous materials would be precluded, and that activities that are outside the scope of the City's police powers, such as Metro self-permitting authorities, would be conducted in accordance with the analysis and Mitigation Measures in the District NoHo DEIR. By requiring a Soil Management Plan as part of HAZ-MM-1, Project activities would comply with expert recommendations for hazards, detected or encountered, on site. Mitigation Measures HAZ-MM-2 and HAZ-MM-3 related to possible Metro activity on sites identified to contain possible hazards in soil samples. With the implementation of Mitigation Measures HAZ-MM-1-HAZ-MM-3, impacts related to the release of hazardous materials into the environment would be reduced to a less than significant level.

The City finds above that the Mitigation Measures identified are the responsibility of another agency as Metro is a Responsible Agency for the Project EIR and some construction

takes place under Metro's self-permitting authority; where the implementation, monitoring, and enforcement of the Mitigation Measures outlined above are the responsibility of Metro when activity occurs under Metro self-permitting authority. Project activities outside the Metro self-permitting authority would implement the identified Mitigation Measures as conditions of approval required by the City of Los Angeles.

(F) Reference

Section IV.F, Hazards and Hazardous Materials, of the Draft EIR, as well as NoHo Phase I Environmental Site Assessment, March 2020 (Appendix J.1 of the Draft EIR), Metro Phase I Environmental Site Assessment, May 2022 (Revised Appendix J.2 of the Final EIR), Phase II Environmental Site Assessment, May 2020 (Appendix J.3 of the Draft EIR) and Mitigation Memo, January 2022 (Appendix J.4 of the Draft EIR).

4. Noise - Project-Level On-Site Construction Vibration (Building Damage)

(A) Impact Summary

With regard to potential building damage, the Project would generate ground-borne construction vibration during building demolition and site excavation/grading activities when heavy construction equipment, such as large bulldozers, drill rigs, and loaded trucks, would be used. There is one historic structure (Lankershim Depot) located on the Project Site and six historic structures located in the Project vicinity (i.e., Security Trust and Savings Bank, Angelino Valley Mortuary, United States Post Office, Fire Station #60, Air Raid Siren #210, and El Portal Theater). The Lankershim Depot would be relocated on the site during the initial Block 0 construction (e.g., demolition and grading phase). Once the Lankershim Depot is relocated, it would be exposed to vibration associated with construction activities within Block 0 West. As indicated in Table IV.H-31 on page IV.H-97 of the Draft EIR, the estimated vibration levels from the construction equipment would be below the 0.3-PPV building damage significance criterion for the existing commercial and residential buildings on the north side of Cumpston Street and the commercial buildings along Tujunga Avenue and Chandler Boulevard (west of Tujunga Avenue) and the 0.5-PPV building damage significance criterion for the four-story residential buildings along Fair Avenue, Cumpston Street, Chandler Boulevard, and Lankershim Boulevard. The estimated vibration levels would exceed the 0.12-PPV significance criterion for the Lankershim Depot (within Block 0 West), and the Security Trust and Savings Bank building located at 5301 Lankershim Boulevard (adjacent to the Project Block 8). Therefore, the on-site vibration impacts during construction of the Project, pursuant to the significance criteria for building damage at the Lankershim Depot and Security Trust and Savings Bank, would be significant without mitigation measures.

(B) Project Design Features

Project Design Feature NOI-PDF-1: During plan check for each phase of the Project, the contractor will provide a statement to the City indicating their power construction equipment (including combustion engines), fixed or mobile, will be equipped with state-of-the-art noise shielding and muffling devices (consistent with manufacturers' standards). The statement will further indicate that the equipment will be properly maintained to assure that no additional noise, due to worn or improperly maintained parts, would be generated.

Project Design Feature NOI-PDF-2: Project construction will not include the use of driven (impact) pile systems.

(C) Mitigation Measures

Mitigation Measure NOI-MM-2: Prior to any construction activities involving vibration on Block 0 West or Block 8, the Applicant shall retain the services of a qualified structural engineer or qualified professional building engineer to visit the Lankershim Depot (after it is relocated to the future location) and the Security Trust and Savings Bank building adjacent to the Project Site (Block 8) to inspect and document the apparent physical condition of the building's readily-visible features (i.e., any cracks or damage). In addition, the structural engineer shall survey the existing foundations and other structural aspects of the Security Trust and Savings Bank and provide a shoring design to protect the building from potential damage. Pot holing, ground penetrating radar, or other similar methods of determining the below grade conditions on the Project Site and the Security Trust and Savings Bank may be necessary to establish baseline conditions and prepare the shoring design. The shoring design shall specify threshold limits for vibration causing activities.

The qualified structural engineer shall hold a valid license to practice structural engineering in the State of California and have extensive demonstrated experience specific to rehabilitating historic buildings and applying the Secretary of the Interior's Standards to such projects. The City shall determine qualification prior to any work being performed. The qualified structural engineer shall submit to the lead agency a pre-construction survey that establishes baseline conditions to be monitored during construction, prior to issuance of any permit for the Project on Block 0 West or Block 8.

Prior to construction activities, the Applicant shall retain the services of a qualified acoustical engineer to review proposed construction equipment and develop and implement a vibration monitoring program capable of documenting the construction-related ground vibration levels at the Lankershim Depot and the Security Trust and Savings Bank building during demolition and grading/excavation phases.

The vibration monitoring system shall continuously measure and store the PPV in inch/second. The system shall also be programmed for two preset velocity levels: a warning level of 0.10-PPV and a regulatory level of 0.12-PPV. The system shall also provide real-time alert when the vibration levels exceed the warning level.

In the event the warning level (0.10-PPV) is triggered, the contractor shall identify the source of vibration generation, halt construction in the immediate vicinity, and provide technologically feasible steps to reduce the vibration level, including, but not limited to, staggering concurrent activities, utilizing lower vibratory techniques, and limiting high vibration generating equipment (i.e., large bulldozer, drill rig and loaded truck) operating within 20 feet of the building.

In the event the regulatory level (0.12-PPV) is triggered, the contractor shall halt construction activities in the vicinity of the building and visually inspect the building for any damage (by a qualified structural engineer). Results of the inspection must be logged. The contractor shall identify the source of vibration generation and provide technologically feasible steps to reduce the vibration level. Construction activities may then restart.

At the conclusion of vibration-causing construction, the qualified structural engineer shall issue a follow-up letter describing damage, if any, to immediately adjacent historic buildings and recommendations for repair, as may be necessary, in conformance with the Secretary of the Interior's Standards. Repairs to immediately adjacent historic buildings shall be undertaken and completed in conformance with all applicable codes, including the California Historical Building Code (Part 8 of Title 24).

(D) Finding

Pursuant to PRC Section 21081(a)(1), the City finds that changes or alterations have been required in, or incorporated into, the Project which mitigate or avoid significant effects on the environment and pursuant to PRC Section 21081(a)(2) such changes or alterations are within the responsibility and jurisdiction of another public agency and not the agency making the finding. Such changes have been, or can or should be, adopted by that other agency.

(E) Rationale for Finding

Implementation of Mitigation Measure NOI-MM-2 would ensure the vibration levels at the exterior of the Security Trust and Savings Bank building adjacent to the Project Site (Block 8) would not exceed the significance criterion of 0.12-PPV. Therefore, vibration impacts associated with the on-site construction activities would be reduced to a less-than-significant level.

The City finds above that the Mitigation Measures identified are the responsibility of another agency as Metro is a Responsible Agency for the Project EIR and some construction takes place under Metro's self-permitting authority; where the implementation, monitoring, and enforcement of the Mitigation Measures outlined above are the responsibility of Metro when activity occurs under Metro self-permitting authority. Project activities outside the Metro self-permitting authority would implement the identified Mitigation Measures as conditions of approval required by the City of Los Angeles.

(F) Reference

Section IV.H, Noise, of the Draft EIR, as well as Appendix L, Noise and Vibration Calculation Worksheets, of the Draft EIR.

5. Tribal Cultural Resources

(A) Impact Summary

The Project would include excavations to a maximum depth of approximately 60 feet below ground surface (bgs), which would extend below the existing fill at the Project Site, and these excavations could potentially encounter and affect any potential unknown subsurface Tribal Cultural Resources (TCRs) that may be present at the Project Site. Despite the low likelihood of resources on Project Site, out of an abundance of caution, mitigation measures related to TCRs are included in the event that such a resource is discovered.

(B) Project Design Features

No project design features are applicable.

(C) Mitigation Measures

Mitigation Measure TCR-MM-1: In the event that objects or artifacts that may be tribal cultural resources are encountered during the course of any ground disturbance activities (i.e., excavating, digging, trenching, plowing, drilling, tunneling, quarrying, grading, leveling, removing peat, clearing, driving posts, augering, backfilling, blasting, stripping topsoil, or a similar activity), all such activities shall temporarily cease in the immediate vicinity of the potential resource until the potential tribal cultural resources are properly assessed and addressed pursuant to the process set forth below:

- Upon a discovery of a potential tribal cultural resource, the Applicant shall immediately stop all ground disturbance activities in the immediate vicinity of the potential resource and contact the following:
 1. all California Native American tribes that have informed the City they are traditionally and culturally affiliated with the geographic area of the proposed project (including but not limited to the Fernandefio Tataviam Band of Mission Indians and Gabrieleño Band of Mission Indians);
 2. and the Department of City Planning at (213) 473-9723.
- If the City determines, pursuant to Public Resources Code Section 21074 (a)(2), that the object or artifact appears to be tribal cultural resource, the City shall provide any affected tribe a reasonable period of time, not less than 14 days, to conduct a site visit and make recommendations to the Applicant and the City regarding the monitoring of future ground disturbance activities, as well as the treatment and disposition of any discovered tribal cultural resources.
- If any tribe recommends monitoring of future ground disturbances, and such monitoring is determined to be reasonable and feasible, a culturally affiliated tribal monitor shall be retained by the City at the Applicant's expense, in addition to the archaeological cultural monitoring that is separately required pursuant to Mitigation Measure CUL MM 5.

The qualified archaeologist identified in Mitigation Measure CUL MM 5 and the culturally affiliated tribal monitor shall determine if the tribal recommendations are reasonable and feasible, at which point the Applicant shall implement the recommendations, in addition to the measures below.

The Applicant shall submit a tribal cultural resource monitoring plan to the City that includes all recommendations from the City and any affected tribes that have been reviewed and determined by the qualified archaeologist and by a culturally affiliated tribal monitor to be reasonable and feasible. The Applicant shall not be allowed to recommence ground disturbance activities in the immediate vicinity of the potential resource and any radius identified in the tribal or City recommendations until this plan is approved by the City.

If the Applicant does not accept a particular recommendation determined to be reasonable and feasible by the qualified archaeologist or by a culturally

affiliated tribal monitor, the Applicant may request mediation by a mediator agreed to by the Applicant and the City who has the requisite professional qualifications and experience to mediate such a dispute. The Applicant shall pay any costs associated with the mediation.

The Applicant may recommence ground disturbance activities outside of a specified radius of the discovery site, so long as this radius has been reviewed by the qualified archaeologist and by a culturally affiliated tribal monitor and determined to be reasonable and appropriate.

Copies of any subsequent prehistoric archaeological study, tribal cultural resources study or report, detailing the nature of any significant tribal cultural resources, remedial actions taken, and disposition of any significant tribal cultural resources shall be submitted to the South Central Coastal Information Center (SCCIC) at California State University, Fullerton.

Notwithstanding the above, any information determined to be confidential in nature, by the City Attorney's office, shall be excluded from submission to the SCCIC or the general public under the applicable provisions of the California Public Records Act, California Public Resources Code, and shall comply with the City's AB 52 Confidentiality Protocols

(D) Finding

Pursuant to PRC Section 21081(a)(1), the City finds that changes or alterations have been required in, or incorporated into, the Project which mitigate or avoid significant effects on the environment and pursuant to PRC Section 21081(a)(2) such changes or alterations are within the responsibility and jurisdiction of another public agency and not the agency making the finding. Such changes have been, or can or should be, adopted by that other agency.

(E) Rationale for Finding

As a result of Project excavations to a maximum depth of approximately 60 feet below ground surface, which would extend below the existing fill at the Project Site and potentially encounter and affect any potential unknown subsurface TCRs that may be present at the Project Site, out of an abundance of caution, mitigation measures related to TCRs are included in the event that such a resource is discovered. Mitigation Measures identified in Section IV.B, Cultural Resources, of the Draft EIR, include language which also considers potential TCR impacts. Specifically, CUL-MM-4 includes a worker training program that covers tribal cultural resources, in addition to cultural resources, as part of the training program. CUL-MM-5 implements monitoring for Cultural Resources and requires the monitor to be a qualified tribal cultural expert capable of monitoring the site and identifying any potential resources. Finally, in the event that a resource is uncovered and is identified as a potential tribal cultural resource, CUL-MM-6 requires that the procedures set forth below under Tribal Cultural Resources Mitigation Measure TCR-MM-1 be followed. TCR-MM-1 sets forth standard procedures were a resource to be discovered on-site as part of construction activities. Should a potential TCR be inadvertently encountered during Project excavation and grading activities, TCR-MM-1 requires for temporarily halting of construction activities near the encounter and notifying the City and the Native American tribes that have informed the City they are traditionally and culturally affiliated with the geographic area of the proposed Project. If the City determines that a potential resource appears to be a TCR (as defined by PRC Section 21074), the City would provide any affected tribe a reasonable period of time to conduct a site visit and make recommendations

regarding the monitoring of future ground disturbance activities, as well as the treatment and disposition of any discovered tribal cultural resources. The Applicant would then implement the tribe's recommendations if a Qualified Archaeologist reasonably concludes that the tribe's recommendations are reasonable and feasible. The recommendations would then be incorporated into a TCR monitoring plan and once the plan is approved by the City, ground disturbance activities could re-commence. Additionally, as part of the consultation process, the Fernandefio Tataviam Band of Mission Indians requested to be consulted in the event TCRs are encountered during construction. The City has included a provision in TCR-MM-1 to consult further with both the Fernandefio Tataviam Band of Mission Indians and Kizh Nation in the event TCRs are encountered. Through TCR-MM-1, all activities would be conducted in accordance with regulatory requirements.

The City finds above that the Mitigation Measures identified are the responsibility of another agency as Metro is a Responsible Agency for the Project EIR and some construction takes place under Metro's self-permitting authority; where the implementation, monitoring, and enforcement of the Mitigation Measures outlined above are the responsibility of Metro when activity occurs under Metro self-permitting authority. Project activities outside the Metro self-permitting authority would implement the identified Mitigation Measures as conditions of approval required by the City of Los Angeles.

(F) Reference

Section IV.L, Tribal Cultural Resources, of the Draft EIR, as well as the Tribal Cultural Resources Report, March 2022 (Appendix S of the Draft EIR).

VIII. ENVIRONMENTAL IMPACTS FOUND TO BE SIGNIFICANT EVEN AFTER MITIGATION

The following impact areas were concluded by the Final EIR to remain significant and unavoidable following implementation of all feasible mitigation measures described in the Final EIR. Consequently, in accordance with CEQA Guidelines Section 15093, a Statement of Overriding Considerations has been prepared (see Section XI of these Findings). No additional environmental impacts other than those identified below will have a significant effect or result in a substantial or potentially substantial adverse effect on the environment as a result of the construction or operation of the project. The City finds and determines that:

- a) All significant environmental impacts that can be feasibly avoided have been eliminated, or substantially lessened through implementation of the project design features and/or mitigation measures; and
- b) Based on the Final EIR, the Statement of Overriding Considerations set forth below, and other documents and information in the record with respect to the construction and operation of the project, all remaining unavoidable significant impacts, as set forth in these findings, are overridden by the benefits of the project as described in the Statement of Overriding Considerations for the construction and operation of the project and implementing actions.

1. Air Quality

(A) Impact Summary

- (i) Operations – Regional Emissions

Table IV.A-8 on page IV.A-63 of the Draft EIR provides Project operational emissions with incorporation of project design features. As shown in Table IV.A-8, regional emissions resulting from operation of the Project would exceed SCAQMD's daily regional operational threshold for NOx. The NOx regional operational impact is primarily from vehicular trips to and from the Project Site. Therefore, regional operational emissions resulting from the Project would result in a significant impact. Further, mitigation measures would not reduce impacts to less than significant. Therefore, impacts would remain significant and unavoidable after implementation of feasible mitigation.

(ii) Concurrent Construction and Operational Regional Emissions

Portions of the Project Site would be completed and occupied while construction of the later Project components would be ongoing. Therefore, concurrent construction and operational impacts were evaluated. Based on a review of the Project, the reasonably anticipated maximum concurrent emissions are expected to occur in Year 2025 during operation of East and West Lots and Blocks 0, 7, and 8, and construction of Blocks 5/6. This development scenario results in the maximum amount of operational activity in terms of square footage developed on the Project Site and resultant daily vehicle trips. It also assumes maximum daily activity (i.e., peak on-site heavy-duty construction equipment usage and haul truck trips) occurring during construction of Blocks 5/6. As summarized in Table IV.A-9 on page IV.A-64 of the Draft EIR, regional emissions of NOx during concurrent construction and operation would exceed the SCAQMD regional operational threshold. Therefore, regional concurrent construction and operational emissions of NOx resulting from the Project would result in a significant impact. Further, mitigation measures would not reduce impacts to less than significant. Therefore, impacts would remain significant and unavoidable after implementation of feasible mitigation.

(B) Project Design Features

Project Design Feature AIR-PDF-1: Where power poles are available, electricity from power poles and/or solar powered generators rather than temporary diesel or gasoline generators will be used during construction.

(C) Mitigation Measures

Mitigation Measure AIR-MM-1: Prior to demolition, the Project representative shall submit to the City of Los Angeles Department of Building and Safety and the South Coast Air Quality Management District a comprehensive inventory of all off road construction equipment, equal to or greater than 50 horsepower, that with the exception of demolition activities will be used during any portion of construction. The inventory shall include the horsepower rating, engine production year, and certification of the specified Tier standard. A copy of each unit's certified tier specification, Best Available Control Technology documentation, and California Air Resources Board or South Coast Air Quality Management District operating permit shall be available onsite at the time of mobilization of each applicable unit of equipment to allow the Construction Monitor to compare the on-site equipment with the inventory and certified Tier specification and operating permit. Off road diesel-powered equipment within the construction inventory list described above shall meet the USEPA Tier 4 Final standards.

Mitigation Measure AIR-MM-2: The Project representative shall require operator(s)/construction contractor(s) to commit to using 2010 model year or newer engines that meet CARB's 2010 engine emission standards of 0.01 g/brake horsepower (bhp)-hr for particulate matter (PM) and 0.20 g/bhp-hr of NOX emissions or newer, cleaner trucks for haul trucks associated with grading/excavation activities and concrete delivery trucks during concrete mat foundation pours. To monitor and ensure 2010 model year or newer trucks are used at the Project, the Lead Agency shall require that truck operator(s)/construction contractor(s) maintain records of trucks during the applicable construction activities associated with the Project and make these records available during the construction process and to the Lead Agency upon request.

(D) Finding

(i) Operations – Regional Emissions

Pursuant to PRC Section 21081(a)(1), the City finds that changes or alterations have been required in, or incorporated into, the Project which mitigate or avoid significant effects on the environment. Pursuant to PRC Section 21081(a)(2), the City also finds that such changes or alterations are within the responsibility and jurisdiction of another public agency and not the agency making the finding. Such changes have been, or can or should be, adopted by that other agency. Pursuant to PRC Section 21081(a)(3), the City also finds that specific economic, legal, social, technological, other considerations, including considerations for the provision of employment opportunities for highly trained workers, make infeasible the mitigation measures or alternatives identified in the EIR.

(ii) Concurrent Construction and Operational Regional Emissions

Pursuant to PRC Section 21081(a)(1), the City finds that changes or alterations have been required in, or incorporated into, the Project which mitigate or avoid significant effects on the environment. Pursuant to PRC Section 21081(a)(2), the City also finds that such changes or alterations are within the responsibility and jurisdiction of another public agency and not the agency making the finding. Such changes have been, or can or should be, adopted by that other agency. Pursuant to PRC Section 21081(a)(3), the City also finds that specific economic, legal, social, technological, other considerations, including considerations for the provision of employment opportunities for highly trained workers, make infeasible the mitigation measures or alternatives identified in the EIR.

(E) Rationale for Finding

(i) Operations – Regional Emissions

As shown in Table IV.A-8 on page IV.A-63 of the Draft EIR, the NOx regional operational impact is primarily from vehicular trips to and from the Project Site (VMT) or approximately 83 percent of operational emissions. The Project is a Transit Oriented Development (TOD) located within a TPA. It is located adjacent to a major public transit hub, including a stop for the Metro B (Red) Line and G (Orange) Line stations, and would develop uses, including housing, office, retail, and open space, in one location which would reduce daily trips and VMT. In addition, the Project also would incorporate project design features, such as Project Design Feature AIR-PDF-1, to support and promote environmental sustainability, as well as those discussed in Section IV.E, Greenhouse Gas Emissions, of the Draft EIR. While these features are designed

primarily to reduce GHG emissions, they would also serve to reduce the criteria air pollutants. Furthermore, the estimated emissions also include implementation of a Transportation Demand Management (TDM) program that would include providing carpool/vanpool loading areas, reduced parking supply, secure bicycle parking, and pedestrian network improvements. As shown in Appendix C-3.2, these measures would reduce operational VOC emissions by 17 percent, NO_x emissions by 46 percent, CO emissions by 29 percent, PM₁₀ by approximately 42 percent, and PM_{2.5} by approximately 42 percent.

As shown in Table IV.A-11 on page IV.A-68 of the Draft EIR, with the incorporation of all feasible mitigation measures, the operational NO_x emissions still would exceed SCAQMD thresholds. Feasible measures were included to reduce Project-related VMT, which would result in a 41-percent reduction in VMT. As the maximum TDM reductions possible were taken, there are no other feasible measures to reduce NO_x emissions.

The City finds above that the Mitigation Measures identified are the responsibility of another agency as Metro is a Responsible Agency for the Project EIR and some construction takes place under Metro's self-permitting authority; where the implementation, monitoring, and enforcement of the Mitigation Measures outlined above are the responsibility of Metro when activity occurs under Metro self-permitting authority. Project activities outside the Metro self-permitting authority would implement the identified Mitigation Measures as conditions of approval required by the City of Los Angeles.

The City further finds above that specific economic, legal, social, technological, or other considerations make infeasible additional mitigation measures that would reduce impacts further, as technological limitations preclude the City from implementing such measures.

Therefore, Project operations would result in significant and unavoidable Project-level and cumulative impacts with respect to regional NO_x air quality even with incorporation of all feasible mitigation measures. As such, the Project would result in a cumulatively considerable net increase of a criteria pollutant (NO₂ as NO_x) for which the Project region is non-attainment under an applicable federal or state ambient air quality standard.

(ii) Concurrent Construction and Operational Regional Emissions

Implementation of Mitigation Measures AIR-MM-1 and AIR-MM-2 would reduce construction emissions for all pollutants. Table IV.A-11 provides the mitigated regional emissions during concurrent operations and construction. As presented in Table IV.A-11, with full implementation of Mitigation Measures AIR-MM-1 and AIR-MM-2, peak daily regional emissions of NO_x would exceed the SCAQMD regional threshold.

The City finds above that the Mitigation Measures identified are the responsibility of another agency as Metro is a Responsible Agency for the Project EIR and some construction takes place under Metro's self-permitting authority; where the implementation, monitoring, and enforcement of the Mitigation Measures outlined above are the responsibility of Metro when activity occurs under Metro self-permitting authority. Project activities outside the Metro self-permitting authority would implement the identified Mitigation Measures as conditions of approval required by the City of Los Angeles.

The City further finds above that specific economic, legal, social, technological, or other considerations make infeasible additional mitigation measures that would reduce impacts further, as technological limitations preclude the City from implementing such measures.

As such, concurrent Project construction and operations would result in significant and unavoidable Project-level and cumulative regional impacts even with incorporation of all feasible mitigation measures.

(F) Reference

Section IV.A, Air Quality, of the Draft EIR, as well as the Appendix C, Technical Appendix for Air Quality and Greenhouse Emission, of the Draft EIR.

2. Cultural Resources – Historic Resources

(A) Impact Summary

The only historic resource within the Project Site is the Lankershim Depot. However, the Project could also potentially impact the Security Trust and Savings Bank, which is adjacent to the Project Site. Additional historic resources in the vicinity are located at a greater distance from the Project Site and would not be impacted by the Project. Relocation of the Lankershim Depot within the Project Site approximately 44-feet to the west and 2.5-feet to the south to accommodate expansion and consolidation of transit services would have a direct impact on its location, setting, and association, resulting in a significant impact. The Project would implement Mitigation Measures CUL-MM-1 through CUL-MM-3 and NOI-MM-2 to mitigate direct impacts to the Lankershim Depot to the extent possible. Mitigation Measure NOI-MM-2 discussed in Section IV.H, Noise, of the Draft EIR, would fully mitigate direct impacts to the Security Trust and Savings Bank. However, direct impacts to the Lankershim Depot would remain significant and unavoidable because the relationship to the intersection of Lankershim and Chandler Boulevards would be lost. Indirect impacts to historic resources would be less than significant without mitigation.

(B) Project Design Features

No project design features are applicable.

(C) Mitigation Measures

Mitigation Measure CUL-MM-1: Conformance with the Secretary's Standards—Prior to commencement of construction on Block 0, as approved by Metro, the developer shall engage an architectural historian or historic architect meeting the Secretary of the Interior's Professional Qualifications Standards (Architectural Historian) to ensure the Lankershim Depot is relocated in conformance with the Secretary's Standards and guidance provided in *Moving Historic Buildings* by John Obed Curtis (National Park Service, 1979). The Architectural Historian shall review all aspects associated with the relocation, including building preparation and stabilization, the proposed method of moving the building, receiver site preparation, and rehabilitation at the receiver site. The Architectural Historian shall also consider plans for the historic landscaped plaza to ensure they conform with the Secretary's Standards, specifically Standard 9 that states that "new work will be differentiated from the old and will be compatible with the historic materials and features." Once details of the relocation, rehabilitation, and landscaped plaza have been finalized, the architectural historian shall prepare a report reviewing the relocation and rehabilitation of the Depot and

landscaped plaza for conformance with the Secretary's Standards, submitted to the City of Los Angeles Office of Historic Resources for concurrence. After work is complete, the Architectural Historian shall document, through photographs, that work was completed in conformance with the approved report. Photographic documentation shall be submitted to the City of Los Angeles Office of Historic Resources.

Mitigation Measure CUL-MM-2: Documentation—Prior to commencement of construction on Block 0, as approved by Metro, the Applicant shall engage a professional architectural photographer and an architectural historian meeting the Secretary of the Interior's Professional Qualifications Standards (Architectural Historian) to implement Historic American Building Survey (HABS) Level II documentation of the current status of the Lankershim Depot and its setting consisting of both photographs and a written narrative. The Architectural Historian shall direct the photographer to take images and no fewer than 15 photographs shall be used to document the current status of the Depot and its setting. The photographs shall be large format, 4 inch by 5 inch, black-and-white negatives (two sets), contact prints (one set), and 8 inch by 10 inch prints (two sets). All shall be archivally processed, and prints shall be made on fiber-based paper. Two original negatives shall be made at the time the photographs are taken. One set of negatives shall travel with a set of contact prints to the National Park Service for entry into the HABS collection in the Library of Congress; the second set of negatives shall be transmitted to the Los Angeles Public Library, along with one set of 8 inch by 10 inch prints. The written narrative shall reformat the information contained in this report and be transmitted to the repositories named. The draft documentation shall be assembled by the Architectural Historian and submitted to the City of Los Angeles Department of City Planning or designee for review and approval prior to submittal to the repositories. The City of Los Angeles Department of City Planning or designee shall accept the final documentation prior to relocation of the Lankershim Depot.

Mitigation Measure CUL-MM-3: Interpretive Design—The Applicant shall prepare and implement a site-specific, art-in-public-places program on Block 0 that illustrates and interprets the important history of the Lankershim Depot to the development of North Hollywood. The public art program shall include feature(s) that are lasting and permanent and shall be integrated into the new architecture and/or new landscape features of the Project, to the maximum extent feasible, thus ensuring its longevity, and shall be accessible by all members of the public. While the public art program may incorporate a plaque or interpretative panel or display, the program overall shall include features that are of a size, scale, and design in relation to the architecture and/or landscape features that it can be immediately viewed, recognized, and appreciated at a distance, where the text or images on a plaque or interpretive panel or display may not be legible while maintaining a scale compatible with the Lankershim Depot. Content and design of the public art shall be created by an artist, in collaboration with the selected art consultant, a representative from Metro, and the architectural historian meeting the Secretary of the Interior's Professional Qualification Standards to ensure that the art-in-public-places program on Block 0 accurately interprets the history of the site. Installation of art elements shall be completed no more than one year after relocation and rehabilitation of the Lankershim Depot. Prior to commencement of construction on Block 0, as approved by Metro, a budget will

be established for the public art that will be sufficient to cover design fees and fabrication.

(D) Finding

Pursuant to PRC Section 21081(a)(1), the City finds that changes or alterations have been required in, or incorporated into, the Project which mitigate or potential significant effects on the environment. Pursuant to PRC Section 21081(a)(2), the City also finds that such changes or alterations are within the responsibility and jurisdiction of another public agency and not the agency making the finding. Such changes have been, or can or should be, adopted by that other agency. Pursuant to PRC Section 21081(a)(3), the City also finds that specific economic, legal, social, technological, other considerations, including considerations for the provision of employment opportunities for highly trained workers, make infeasible the mitigation measures or alternatives identified in the EIR.

(E) Rational for Finding

The City finds above that the Mitigation Measures identified are the responsibility of another agency as Metro is a Responsible Agency for the Project EIR and the activity that results in an impact takes place entirely under Metro's self-permitting authority; where the implementation, monitoring, and enforcement of the Mitigation Measures outlined above are the responsibility of Metro when activity occurs under Metro self-permitting authority. Project activities outside the Metro self-permitting authority would implement the identified Mitigation Measures as conditions of approval required by the City of Los Angeles.

Mitigation Measures CUL-MM-1 through CUL-MM-3 would mitigate direct impacts to the Lankershim Depot to the extent possible. Mitigation Measure NOI-MM-2 discussed in Section IV.H, Noise, of the Draft EIR, would fully mitigate direct impacts to the Lankershim Depot and Security Trust and Savings Bank. As discussed in the Draft EIR, Section IV.B, Cultural Resources indirect impacts to historic resources would be less than significant without mitigation. However, direct impacts to the Lankershim Depot would remain significant and unavoidable because the relationship to the intersection of Lankershim and Chandler Boulevards would be lost. Accordingly, the City finds above that, despite incorporation of Mitigation Measures, that economic, legal, social, technological, or other considerations, make infeasible mitigation measures that would reduce impacts to less than significant.

(F) Reference

Section IV.B, Cultural Resources, of the Draft EIR, as well as the Appendix D, Cultural Resources Technical Appendix, December 2020, of the Draft EIR.

3. Noise

(A) Impact Summary

(i) Project-Level On-Site Construction Noise

As detailed in Draft EIR Section H, Noise, pages IV.H-35 through IV.I-46 and Tables IV.H-11-14, noise impacts from Project-related construction activities occurring within or adjacent to the Project Site and Off-Site Metro Parking Areas would be a function of the noise generated by construction equipment, the location of the equipment, the timing and duration of

the noise-generating construction activities, and the relative distance to noise-sensitive receptors.

As provided in Project Design Feature NOI-PDF-1, construction equipment would have proper noise muffling devices per the manufacturers' standards. Individual pieces of construction equipment anticipated to be used during construction of the Project could produce maximum noise levels (Lmax) of up to 90 dBA at a reference distance of 50 feet from the noise source, as shown in Table IV.H-11 on page IV.H-37 of the Draft EIR. As indicated in Table IV.H-12 on page IV.H-38, the estimated noise levels at all receptor locations, with the exception of receptor location R2, would exceed the significance criteria during multiple phases of construction throughout the Project Site.

In addition, the construction of the Project would have the potential to overlap for some phases. Construction noise impacts associated with the overlapping construction are provided in Table IV.H-14 on page on page IV.H-46. As indicated therein, the overlapping construction would exceed the significance threshold at all receptor locations, with the exception of receptor locations R4 and R12. The estimated overlapping construction noise would exceed the significance threshold from 7.1 dBA at receptor location R5 to 24.0 dBA at receptor location R9. Therefore, temporary noise impacts associated with the Project's on-site construction would be significant without mitigation measures.

(ii) Project-Level Off-Site Construction Noise

As detailed in Draft EIR Section H, Noise, pages IV.H-47 through IV.I-58 and the Tables therein, off-site construction noise levels, including from overlapping construction, could exceed the 5-dBA significance criterion along certain roadway segments. Therefore, noise impacts from off-site construction traffic would be significant without mitigation measures.

(iii) Project-Level On-Site Construction Vibration (Human Annoyance)

As detailed in Draft EIR Section H, Noise, page IV.H-99 and Table IV.H-32, the estimated ground-borne vibration levels from construction equipment would be below the significance criteria for human annoyance at off-site sensitive receptor locations R3, R4, R6, R8, R10, R11, and R12. The estimated ground-borne vibration levels at receptor locations R1, R2, R5, R7, R13, and R14 would exceed the 72-VdB significance criterion. In addition, the estimated ground-borne vibration levels at receptors location R9 would exceed the 65-VdB significance criterion. Therefore, on-site vibration impacts related to human annoyance during construction of the Project would be significant without mitigation measures.

(iv) Project-Level Off-Site Construction Vibration (Human Annoyance)

Per Federal Transit Authority (FTA) guidance, the significance criteria for human annoyance are 72 VdB for sensitive uses, including residential, hotel and theater uses, 75 VdB for school use, and 65 VdB for studio (recording). The vibration generated by a typical heavy-duty truck would be approximately 63 VdB at a distance of 50 feet from the truck. Vibration sensitive uses (e.g., residential and hotel) along Chandler Boulevard, Vineland Avenue, and Riverside Drive are located a minimum of 30 feet from the anticipated truck route(s). The temporary vibration levels from trucks passing by would be approximately 70 VdB, as provided in the Noise and Vibration Calculation Worksheets included in Appendix L of the Draft EIR, which would be below the 72-VdB significance criterion. However, the residential uses along

Burbank Boulevard, Lankershim Boulevard, Cumpston Street, Fair Avenue, Tujunga Avenue, Colfax Avenue, and Magnolia Boulevard are located approximately 24 feet from the anticipated truck route(s) and would be exposed to ground-borne vibration of approximately 72.6 VdB, which would exceed the 72-VdB significance criterion. In addition, there are studios (recording) located along Lankershim Boulevard, which would also be exposed to vibration level up to 74 VdB, exceeding the 65-VdB significance criterion. As such, vibration impacts with respect to human annoyance that would result from temporary and intermittent off-site vibration from construction trucks traveling along the anticipated truck route(s) would be significant without mitigation measures.

(v) Cumulative On-Site Construction Noise

Thirty four related projects have been identified in the vicinity of the Project Site and Off-Site Metro Parking Areas. Noise from construction of development projects is typically localized and has the potential to affect noise-sensitive uses within 500 feet from the construction-site, based on the L.A. CEQA Thresholds Guide screening criteria. Thus, noise from construction activities for two projects within 1,000 feet of each other can contribute to a cumulative noise impact for receptors located midway between the two construction-sites. Of the 34 related projects, 23 related projects are located more than 1,000 feet from the Project and with intervening building structures, which would not contribute to the cumulative on-site construction noise impacts. Construction-related noise levels from the related projects would be intermittent and temporary, and it is anticipated that, as with the Project, the related projects would comply with the construction hours and other relevant provisions set forth in the LAMC. Noise associated with cumulative construction activities would be reduced to the degree technologically feasible through proposed mitigation measures for each individual related project that is required to implement them and compliance with locally adopted and enforced noise ordinances. There would be potential cumulative noise impacts at the nearby sensitive uses (e.g., residential uses) located in proximity to the Project Site and Off-Site Metro Parking Areas, Related Project Nos. 1, 2, and 5, in the event of concurrent construction activities. The analysis conservatively assumes such exceedances would occur. Therefore, the Project's contribution would be cumulatively considerable, and cumulative noise impacts from on-site construction would be significant.

(vi) Cumulative Off-Site Construction Noise

The estimated off-site construction traffic noise levels along Colfax Avenue, Tujunga Avenue, and Riverside Drive (used for haul routes associated with Block 7 and West Lot) would be below the 5-dBA significance criterion. However, it is estimated that if the total number of trucks from the Project and the related projects were to add up to 54, 63, and 74 truck trips per hour along Colfax Avenue [Options A and B], Tujunga Avenue (Option B), and Riverside Drive [Option B], respectively, these trucks would result in a 5-dBA noise increase along these roadway segments. There are related projects in the vicinity of the Project Block 7 and West Lot and near Colfax Avenue, including Related Project Nos. 1, 12, and 24, which could contribute to the cumulative truck trips. Related Project Nos. 1, 7, 16, 17, 18, 22, 27, 28, and 29 are located in the vicinity of Tujunga Avenue and Riverside Drive, which could contribute to the cumulative truck trips with the Project. Since the Project generates up to 50 truck trips per hour, the cumulative truck trips, including the noted related projects, could add up to 54, 63, and 74 truck trips per hour along Colfax Avenue, Tujunga Avenue, and Riverside Drive, respectively, which has the potential to increase the ambient noise by 5dBA. Therefore, cumulative noise due to construction truck traffic from the Project and other related projects could increase the ambient noise levels at certain segments along the haul route by 5 dBA. As such, the Project's

contribution would be cumulatively considerable, and cumulative noise impacts from off-site construction would be significant.

(vii) Cumulative On-Site Construction Vibration (Human Annoyance)

Potential vibration impacts associated with Project-related on-site construction activities would be significant with respect to human annoyance at receptor location R5 (the closest sensitive receptor between the Project and Related Project No. 1). Related Project No. 1 is approximately 25 feet from the receptor location R5. Therefore, the ground-borne vibration from Related Project No. 1 to the receptor location R5 would be similar to the Project and would exceed the 72-VdB significance thresholds. The next closest related project, Related Project No. 2, is located on the south side of Chandler Boulevard, approximately 90 feet south of the East Lot. The nearest sensitive receptor to Related Project No. 2 is receptor location R3. The estimated vibration levels from the Project to the receptor location R3 would be 69 VdB, which is below the 72 VdB. In addition, construction activities at Related Project No. 2 would be more than 80 feet from the receptor location R3. Therefore, the Project construction would not contribute to the cumulative construction vibration impacts at receptor location R3. All other related projects would be located at a further distance and would not contribute to the cumulative vibration impacts. Therefore, because of the potential impact associated with Related Project No. 1, the Project's contribution to a potential construction vibration impact with respect to human annoyance associated with on-site construction would be cumulatively considerable, and cumulative impacts would be considered significant.

(viii) Cumulative Off-Site Construction Vibration (Human Annoyance)

Potential vibration impacts associated with temporary and intermittent vibration from project-related construction trucks traveling along the anticipated truck routes (i.e., Burbank Boulevard, Lankershim Boulevard, Cumpston Street, Fair Avenue, Tujunga Avenue, Colfax Avenue, and Magnolia Boulevard) would be significant with respect to human annoyance. As related projects would be anticipated to use similar truck routes as the Project (i.e., Burbank Boulevard, Lankershim Boulevard, Tujunga Avenue, Colfax Avenue, and Magnolia Boulevard), it is anticipated that construction trucks would generate similar vibration levels along the anticipated truck route(s). Therefore, to the extent that other related projects use the same truck route as the Project, the Project's contribution to potential cumulative vibration impacts with respect to human annoyance associated with temporary and intermittent vibration from haul trucks traveling along the designated truck route(s) would be cumulatively considerable, and cumulative impacts would be considered significant.

(A) Project Design Features

Project Design Feature NOI-PDF-1: During plan check for each phase of the Project, the contractor will provide a statement to the City indicating their power construction equipment (including combustion engines), fixed or mobile, will be equipped with state-of-the-art noise shielding and muffling devices (consistent with manufacturers' standards). The statement will further indicate that the equipment will be properly maintained to assure that no additional noise, due to worn or improperly maintained parts, would be generated.

Project Design Feature NOI-PDF-2: Project construction will not include the use of driven (impact) pile systems.

(B) Mitigation Measures

Mitigation Measure NOI-MM-1: A temporary and impermeable sound barrier shall be erected at the locations listed below and shown on Figure IV.H 5 on page IV.H-80. Prior to any demolition work conducted for each phase being permitted, building plans shall include documentation prepared by a noise consultant verifying compliance with this measure.

During Block 0 Construction (Metro is the monitoring and enforcement agency for these mitigation measures):

- Along the western property line of the Project Site (Block 0 West) between the construction areas and residential use at the corner of Tujunga Avenue and Chandler Boulevard (receptor location R7) and the northern portion of the park on the south side of Chandler Boulevard and approximately 300 west of Tujunga Avenue (receptor location R8). The temporary sound barrier (minimum 15 feet high) shall be designed to provide a minimum 13-dBA noise reduction at the ground level of receptor location R7 and 8 dBA at receptor location R8.
- Along the southern property line of the Project Site (Block 0 West) between the construction areas and noise sensitive uses along Chandler Boulevard (receptor locations R9, R10, and R11). The temporary sound barrier shall be designed to provide a minimum 9-dBA noise reduction (minimum 12 feet high) at the ground level of receptor locations R9, R10, and R11.
- Along the northern property line of the Project Site (Block 0 West) between the construction areas and residential use at the corner of Lankershim Boulevard and Cumpston Street (receptor location R5). The temporary sound barrier shall be designed to provide a minimum 5-dBA noise reduction (minimum 8 feet high) at the ground level of receptor location R5.
- Along the northern, southern, western, and eastern property lines of the Project Site (Block 0 East) between the construction areas and residential use along Cumpston Street (receptor location R1), Fair Avenue (receptor location R2), Chandler Boulevard (receptor R3), and Lankershim Boulevard (receptor location R5). The temporary sound barrier shall be designed to provide a minimum 5-dBA noise reduction (minimum 8 feet high) at the ground level of receptor locations R1, R2, R3, and R5.

During Block 1 Construction:

- Along the western edge of the Project Site (Block 1) between the construction areas and residential use at the corner of Lankershim Boulevard and Cumpston Street (receptor location R5). The temporary sound barrier shall be designed to provide a minimum 9-dBA noise reduction (minimum 11 feet high) at the ground level of receptor location R5.

- Along the northeastern and eastern edges of the Project Site (Block 1) between the construction areas and residential use along Cumpston Street (receptor location R1) and Fair Avenue (receptor location R2). The temporary sound barrier shall be designed to provide a minimum 8-dBA (minimum 11 feet high) and 5-dBA (minimum 8 feet high) noise reduction at the ground level of receptor locations R1 and R2, respectively.
- Along the southern edge of the Project Site (Block 1) between the construction areas and the noise sensitive uses along Weddington Street (receptor locations R9 and R10). The temporary sound barrier shall be designed to provide a minimum 5-dBA noise reduction (minimum 8 feet high) at the ground level of receptor locations R9 and R10. Note, this temporary sound barrier would not be required if Block 8 is substantially completed, prior to Block 1 construction.

During Block 2 Construction:

- Along the northern edge of the Project Site (Block 2) between the construction areas and the residential use along Cumpston Street (receptor location R1). The temporary sound barrier shall be designed to provide a minimum 15-dBA noise reduction (minimum 18 feet high) at the ground level of the residential use (receptor location R1).
- Along the eastern edge of the Project Site (Block 2) between the construction areas and residential use along Fair Avenue (receptor location R2). The temporary sound barrier shall be designed to provide a minimum 7-dBA noise reduction (minimum 10 feet high) at the ground level of receptor location R2. Note, this temporary sound barrier would not be required if Block 3 and Block 4 are substantially completed, prior to Block 2 construction.
- Along the southern edge of the Project Site (Block 2) between the construction areas and residential use along Chandler Boulevard (receptor location R3) and the school use south of Weddington Street (receptor location R10). The temporary sound barrier shall be designed to provide a minimum 5-dBA noise reduction (minimum 8 feet high) at the ground level of receptor locations R3 and R10. Note, this temporary sound barrier would not be required if Block 4 and Block 5/6 are substantially completed, prior to Block 2 construction.

During Block 3 Construction:

- Along the northern edge of the Project Site (Block 3) between the construction areas and the residential use along the Cumpston Street (receptor location R1). The temporary sound barrier shall be designed to provide a minimum 15-dBA noise reduction (minimum 18 feet high) at the ground level of the residential use (receptor location R1).
- Along the eastern edge of the Project Site (Block 3) between the construction areas and residential use along Fair Avenue (receptor location R2). The temporary sound barrier shall be designed to provide a minimum 15-dBA noise reduction (minimum 18 feet high) at the ground level of receptor location R2.

- Along the southern edge of the Project Site (Block 3 between the construction areas and residential use along Chandler Boulevard (receptor location R3). The temporary sound barrier shall be designed to provide a minimum 5-dBA noise reduction (minimum 8 feet high) at the ground level of receptor location R3. Note, this temporary sound barrier would not be required if Block 4 is substantially completed, prior to Block 3 construction.

During Block 4 Construction:

- Along the northern edge of the Project Site (Block 4) between the construction areas and the residential use along the Cumpston Street (receptor location R1). The temporary sound barrier shall be designed to provide a minimum 6-dBA noise reduction (minimum 10 feet high) at the ground level of the residential use (receptor location R1).
- Along the southern edge of the Project Site (Block 4) between the construction areas and residential use along Chandler Boulevard (receptor location R3). The temporary sound barrier shall be designed to provide a minimum 13-dBA noise reduction (minimum 15 feet high) at the ground level of receptor location R3.
- Along the eastern edge of the Project Site (Block 4) between the construction areas and residential use along Fair Avenue (receptor location R2). The temporary sound barrier shall be designed to provide a minimum 15-dBA noise reduction (minimum 18 feet high) at the ground level of receptor location R2.

During Block 5/6 Construction:

- Along the northern edge of the Project Site (Block 5/6) between the construction areas and the residential use along the Cumpston Street (receptor location R1). The temporary sound barrier shall be designed to provide a minimum 8-dBA noise reduction (minimum 11 feet high) at the ground level of the residential use (receptor location R1).
- Along the southern edge of the Project Site (Block 5/6) between the construction areas and residential use along Chandler Boulevard (receptor location R3). The temporary sound barrier shall be designed to provide a minimum 12-dBA noise reduction (minimum 14 feet high) at the ground level of receptor location R3.
- Along the eastern edge of the Project Site (Block 5/6) between the construction areas and residential use along Fair Avenue (receptor location R2). The temporary sound barrier shall be designed to provide a minimum 9-dBA noise reduction (minimum 12 feet high) at the ground level of receptor location R2.
- Along the western edge of the Project Site (Block 5/6) between the construction areas and sensitive uses along Weddington Street (receptor locations R9, R10, and R11). The temporary sound barrier shall be designed

to provide a minimum 5 dBA noise reduction (minimum 8 feet high) at the ground level of receptor locations R9, R10, and R11.

During Block 7 Construction:

- Along the northern property line of the Project Site (Block 7) between the construction areas and residential use at the corner of Lankershim Boulevard and Cumpston Street (receptor location R5). The temporary sound barrier shall be designed to provide a minimum 10-dBA noise reduction (minimum 12 feet high) at the ground level of receptor location R5.
- Along the western property line of the Project Site (Block 7) between the construction areas and residential use on Cumpston Street, west of Tujunga Avenue (receptor location R6). The temporary sound barrier shall be designed to provide a minimum 9-dBA noise reduction (minimum 12 feet high) at the ground level of receptor location R6.
- Along the southern property line of the Project Site (Block 7) between the construction areas and residential use at the corner of Tujunga Avenue and Chandler Boulevard (receptor location R7) and at receptor location R9. The temporary sound barrier shall be designed to provide a minimum 5-dBA noise reduction (minimum 8 feet high) at the ground level of receptor locations R7 and R9.
- Along the eastern property line of the Project Site (Block 7) between the construction areas and future residential use at the corner of Lankershim Boulevard and Chandler Boulevard (Related Project No. 1). The temporary sound barrier shall be designed to provide a minimum 15-dBA noise reduction (minimum 18 feet high) at the ground level. Note, this temporary sound barrier would only be required if the construction for the Related Project No. 1 would be completed and occupied prior the Project construction.

During Block 8 Construction:

- Along the northern property line of the Project Site (Block 8) between the construction areas and the residential uses along Cumpston Street (receptor location R1) and Fair Avenue (receptor location R2). The temporary sound barrier shall be designed to provide a minimum 5-dBA noise reduction (minimum 8 feet high) at the ground level of receptor locations R1 and R2.
- Along the southern property line of the Project Site (Block 8) between the construction areas and theater/ use (receptor location R9) and school use (receptor location R10). The temporary sound barrier shall be designed to provide a minimum 15-dBA noise reduction (minimum 18 feet high) at the ground level of receptor locations R9 and R10.
- Along the western property line of the Project Site (Block 8) between the construction areas and the hotel use (receptor location R11). The temporary sound barrier shall be designed to provide a minimum 13-dBA noise reduction (minimum 16 feet high) at the ground level of receptor location R11.

During West Lot Construction (Metro is the monitoring and enforcement agency for these mitigation measures):

- Along the northern property line of the West Lot between the construction areas and residential use on Cumpston Street (receptor location R6). The temporary sound barrier shall be designed to provide a minimum 13-dBA noise reduction (minimum 16 feet high) at the ground level of receptor location R6.
- Along the southern property line of the West Lot between the construction areas and residential use at the corner of Tujunga Avenue and Chandler Boulevard (receptor location R7) and the park use south of Chandler Boulevard (receptor location R8). The temporary sound barrier shall be designed to provide a minimum 15-dBA noise reduction (minimum 18 feet high) at the ground level of receptor location R7 and 11-dBA noise reduction (minimum 14 feet high) at receptor location R8.
- Along the western and portion of the southern property line of the West Lot between the construction areas and the residential use on the north side of Chandler Boulevard (receptor location R14). The temporary sound barrier shall be designed to provide a minimum 15-dBA noise reduction (minimum 18 feet high) at receptor location R14.

During East Lot Construction (Metro is the monitoring and enforcement agency for these mitigation measures):

- Along the northern property line of the East Lot between the construction areas and residential use along Fair Avenue (receptor location R13). The temporary sound barrier shall be designed to provide a minimum 15-dBA noise reduction (minimum 18 feet high) at the ground level of receptor location R13.
- Along the southern property line between the construction areas and the residential use along Chandler Boulevard (receptor location R3). The temporary sound barrier shall be designed to provide a minimum 5-dBA noise reduction (minimum 8 feet high) at the ground level of receptor location R3.

Mitigation Measure NOI-MM-2: Prior to any construction activities involving vibration on Block 0 West or Block 8, the Applicant shall retain the services of a qualified structural engineer or qualified professional building engineer to visit the Lankershim Depot (after it is relocated to the future location) and the Security Trust and Savings Bank building adjacent to the Project Site (Block 8) to inspect and document the apparent physical condition of the building's readily-visible features (i.e., any cracks or damage). In addition, the structural engineer shall survey the existing foundations and other structural aspects of the Security Trust and Savings Bank and provide a shoring design to protect the building from potential damage. Pot holing, ground penetrating radar, or other similar methods of determining the below grade conditions on the Project Site and the Security Trust and Savings Bank may be necessary to establish baseline conditions and prepare the shoring design. The shoring design shall specify threshold limits for vibration causing activities.

The qualified structural engineer shall hold a valid license to practice structural engineering in the State of California and have extensive demonstrated experience specific to rehabilitating historic buildings and applying the Secretary of the Interior's Standards to such projects. The City of Los Angeles shall determine qualification prior to any work being performed. The qualified structural engineer shall submit to the lead agency a pre-construction survey that establishes baseline conditions to be monitored during construction, prior to issuance of any permit for the Project on Block 0 West or Block 8.

Prior to construction activities, the Applicant shall retain the services of a qualified acoustical engineer to review proposed construction equipment and develop and implement a vibration monitoring program capable of documenting the construction-related ground vibration levels at the Lankershim Depot and the Security Trust and Savings Bank building during demolition and grading/excavation phases.

The vibration monitoring system shall continuously measure and store the peak particle velocity (PPV) in inch/second. The system shall also be programmed for two preset velocity levels: a warning level of 0.10-PPV and a regulatory level of 0.12-PPV. The system shall also provide real-time alert when the vibration levels exceed the warning level.

In the event the warning level (0.10-PPV) is triggered, the contractor shall identify the source of vibration generation, halt construction in the immediate vicinity, and provide technologically feasible steps to reduce the vibration level, including but not limited to staggering concurrent activities, utilizing lower vibratory techniques, and limiting high vibration generating equipment (i.e., large bulldozer, drill rig and loaded truck) operating within 20 feet of the building.

In the event the regulatory level (0.12-PPV) is triggered, the contractor shall halt construction activities in the vicinity of the building and visually inspect the building for any damage (by a qualified structural engineer). Results of the inspection must be logged. The contractor shall identify the source of vibration generation and provide technologically feasible steps to reduce the vibration level. Construction activities may then restart.

At the conclusion of vibration-causing construction, the qualified structural engineer shall issue a follow-up letter describing damage, if any, to immediately adjacent historic buildings and recommendations for repair, as may be necessary, in conformance with the Secretary of the Interior's Standards. Repairs to immediately adjacent historic buildings shall be undertaken and completed in conformance with all applicable codes, including the California Historical Building Code (Part 8 of Title 24).

(C) Finding

(i) Project-Level On-Site Construction Noise

Pursuant to PRC Section 21081(a)(1), the City finds that changes or alterations have been required in, or incorporated into, the Project which mitigate or avoid significant effects on the environment. Pursuant to PRC Section 21081(a)(2), the City also finds that such changes or alterations are within the responsibility and jurisdiction of another public agency and not the

agency making the finding. Such changes have been, or can or should be, adopted by that other agency. Pursuant to PRC Section 21081(a)(3), the City also finds that specific economic, legal, social, technological, other considerations, including considerations for the provision of employment opportunities for highly trained workers, make infeasible the mitigation measures or alternatives identified in the EIR.

(ii) Project-Level Off-Site Construction Noise

Pursuant to PRC Section 21081(a)(1), the City finds that changes or alterations have been required in, or incorporated into, the Project which mitigate or potential significant effects on the environment. Pursuant to PRC Section 21081(a)(2), the City also finds that such changes or alterations are within the responsibility and jurisdiction of another public agency and not the agency making the finding. Such changes have been, or can or should be, adopted by that other agency. Pursuant to PRC Section 21081(a)(3), the City also finds that specific economic, legal, social, technological, other considerations, including considerations for the provision of employment opportunities for highly trained workers, make infeasible the mitigation measures or alternatives identified in the EIR.

(iii) Project-Level On-Site Vibration (Human Annoyance)

Pursuant to PRC Section 21081(a)(1), the City finds that changes or alterations have been required in, or incorporated into, the Project which mitigate or avoid significant effects on the environment. Pursuant to PRC Section 21081(a)(2), the City also finds that such changes or alterations are within the responsibility and jurisdiction of another public agency and not the agency making the finding. Such changes have been, or can or should be, adopted by that other agency. Pursuant to PRC Section 21081(a)(3), the City also finds that specific economic, legal, social, technological, other considerations, including considerations for the provision of employment opportunities for highly trained workers, make infeasible the mitigation measures or alternatives identified in the EIR.

(iv) Project-Level Off-Site Vibration (Human Annoyance)

Pursuant to PRC Section 21081(a)(1), the City finds that changes or alterations have been required in, or incorporated into, the Project which mitigate or avoid significant effects on the environment. Pursuant to PRC Section 21081(a)(2), the City also finds that such changes or alterations are within the responsibility and jurisdiction of another public agency and not the agency making the finding. Such changes have been, or can or should be, adopted by that other agency. Pursuant to PRC Section 21081(a)(3), the City also finds that specific economic, legal, social, technological, other considerations, including considerations for the provision of employment opportunities for highly trained workers, make infeasible the mitigation measures or alternatives identified in the EIR.

(v) Cumulative On-Site Construction Noise

Pursuant to PRC Section 21081(a)(1), the City finds that changes or alterations have been required in, or incorporated into, the Project which mitigate or avoid significant effects on the environment. Pursuant to PRC Section 21081(a)(2), the City also finds that such changes or alterations are within the responsibility and jurisdiction of another public agency and not the agency making the finding. Such changes have been, or can or should be, adopted by that other agency. Pursuant to PRC Section 21081(a)(3), the City also finds that specific economic, legal, social, technological, other considerations, including considerations for the provision of

employment opportunities for highly trained workers, make infeasible the mitigation measures or alternatives identified in the EIR.

(vi) Cumulative Off-Site Construction Noise

Pursuant to PRC Section 21081(a)(1), the City finds that changes or alterations have been required in, or incorporated into, the Project which mitigate or avoid significant effects on the environment. Pursuant to PRC Section 21081(a)(2), the City also finds that such changes or alterations are within the responsibility and jurisdiction of another public agency and not the agency making the finding. Such changes have been, or can or should be, adopted by that other agency. Pursuant to PRC Section 21081(a)(3), the City also finds that specific economic, legal, social, technological, other considerations, including considerations for the provision of employment opportunities for highly trained workers, make infeasible the mitigation measures or alternatives identified in the EIR.

(vii) Cumulative On-Site Vibration (Human Annoyance)

Pursuant to PRC Section 21081(a)(1), the City finds that changes or alterations have been required in, or incorporated into, the Project which mitigate or avoid significant effects on the environment. Pursuant to PRC Section 21081(a)(2), the City also finds that such changes or alterations are within the responsibility and jurisdiction of another public agency and not the agency making the finding. Such changes have been, or can or should be, adopted by that other agency. Pursuant to PRC Section 21081(a)(3), the City also finds that specific economic, legal, social, technological, other considerations, including considerations for the provision of employment opportunities for highly trained workers, make infeasible the mitigation measures or alternatives identified in the EIR.

(viii) Cumulative Off-Site Vibration (Human Annoyance)

Pursuant to PRC Section 21081(a)(1), the City finds that changes or alterations have been required in, or incorporated into, the Project which mitigate or avoid significant effects on the environment. Pursuant to PRC Section 21081(a)(2), the City also finds that such changes or alterations are within the responsibility and jurisdiction of another public agency and not the agency making the finding. Such changes have been, or can or should be, adopted by that other agency. Pursuant to PRC Section 21081(a)(3), the City also finds that specific economic, legal, social, technological, other considerations, including considerations for the provision of employment opportunities for highly trained workers, make infeasible the mitigation measures or alternatives identified in the EIR.

(D) Rationale for Finding

(i) Project-Level On-Site Construction Noise

Implementation of Mitigation Measure NOI-MM-1 would reduce the Project's construction noise levels to the extent technologically feasible. As indicated in Table IV.H-29 on page IV.H-87, implementation of Mitigation Measure NOI-MM-1 (installation of temporary sound barrier) would reduce the noise generated by on-site construction activities at the off-site sensitive uses, by up to 15 dBA at receptor locations R1, R2, R7, R9, R10, R13, and R14, by up to 13 dBA at receptor location R6 and R11, by up to 12 dBA at receptor location R3, by up to 11 dBA at receptor location R8, and by up to 9 dBA at receptor location R5, which would reduce the construction noise impacts at receptor locations R6 and R8 to a less-than-significant level. However, the temporary noise barrier would only be effective at the ground level of receptor

locations R1, R2, R3, R5, R7, R11, and R13 because the barriers block line-of-sight to these receptors, and thereby attenuates noise levels at grade level. The residential uses at these receptors are contained in multi-story high-rise buildings. The line-of-sight from the upper floors at these receptors to the Project Site would remain unobstructed because it is not technologically feasible to construct temporary noise barriers, including moveable barriers, that would extend to the height of the buildings at these receptor locations.

In addition, noise attenuation from temporary construction noise barriers is typically limited to a maximum 15-dBA noise reduction. Other mitigation measures to reduce noise include reducing the number of construction equipment and providing a buffer zone. Construction noise levels are dependent on the number of construction equipment in use. Reducing the construction equipment utilized by the Project by 50 percent would increase the number of days that sensitive receptors would be impacted by construction activities and, therefore, would prolong the duration of the impact without reducing it to less-than-significant levels. The noise impacts would still exceed the significance criteria with a 50 percent reduction in construction equipment, because the exceedances are greater than 3 dBA at receptor locations R9, R10, R13, and R14. Construction noise levels can also be reduced by providing an additional buffer zone between the receptor and the construction equipment. Noise levels from construction equipment would attenuate approximately 6 dBA per doubling of distance. However, it would not be technologically feasible to provide a greater buffer zone, as the construction activities (e.g., site demolition) would be up to the property line.

Therefore, there are no other technologically feasible mitigation measures that could be implemented to reduce the temporary noise impacts from on-site construction.

Additionally, the City finds above that the Mitigation Measures identified are the responsibility of another agency as Metro is a Responsible Agency for the Project EIR and some construction takes place under Metro's self-permitting authority; where the implementation, monitoring, and enforcement of the Mitigation Measures outlined above are the responsibility of Metro when activity occurs under Metro self-permitting authority. Project activities outside the Metro self-permitting authority would implement the identified Mitigation Measures as conditions of approval required by the City of Los Angeles.

Accordingly, the City finds above that, despite incorporation of Mitigation Measures, that economic, legal, social, technological, or other considerations, make infeasible mitigation measures that would reduce impacts to less than significant. Therefore, construction noise impacts associated with on-site noise sources would remain significant and unavoidable.

(ii) Project-Level Off-Site Construction Noise

As shown in Table IV.H-15 and Table IV.H-16 of the Draft EIR, the short-term noise impacts associated with off-site construction traffic would be significant along Burbank Boulevard, Lankershim Boulevard, Cumpston Street, Chandler Boulevard, and Fair Avenue, under Haul Route Option A and along Vineland Avenue, Lankershim Boulevard, Chandler Boulevard, Fair Avenue, Cumpston Street, and Magnolia Boulevards under Haul Route Option B. As discussed above, there are no technologically feasible mitigation measures that could be implemented to reduce this short-term impact. Additionally, the City finds above that the Mitigation Measures identified are the responsibility of another agency as Metro is a Responsible Agency for the Project EIR and some construction takes place under Metro's self-permitting authority; where the implementation, monitoring, and enforcement of the Mitigation Measures outlined above are the responsibility of Metro when activity occurs under Metro self-

permitting authority. Project activities outside the Metro self-permitting authority would implement the identified Mitigation Measures as conditions of approval required by the City of Los Angeles. Accordingly, the City finds above that, despite incorporation of Mitigation Measures, that economic, legal, social, technological, or other considerations, make infeasible mitigation measures that would reduce impacts to less than significant. Therefore, construction noise impacts associated with off-site noise sources would remain significant and unavoidable.

(iii) Cumulative On-Site Construction Noise

Thirty four related projects have been identified in the vicinity of the Project Site and Off-Site Metro Parking Areas. Noise from construction of development projects is typically localized and has the potential to affect noise-sensitive uses within 500 feet from the construction-site, based on the L.A. CEQA Thresholds Guide screening criteria. Thus, noise from construction activities for two projects within 1,000 feet of each other can contribute to a cumulative noise impact for receptors located midway between the two construction-sites. Of the 34 related projects, 23 related projects are located more than 1,000 feet from the Project and with intervening building structures, which would not contribute to the cumulative on-site construction noise impacts. Construction-related noise levels from the related projects would be intermittent and temporary, and it is anticipated that, as with the Project, the related projects would comply with the construction hours and other relevant provisions set forth in the LAMC. Noise associated with cumulative construction activities would be reduced to the degree technologically feasible through proposed mitigation measures for each individual related project that is required to implement them and compliance with locally adopted and enforced noise ordinances. Based on the above, there would be potential cumulative noise impacts at the nearby sensitive uses (e.g., residential uses) located in proximity to the Project Site and Off-Site Metro Parking Areas, Related Project Nos. 1, 2, and 5, in the event of concurrent construction activities. It should be noted that the timing of the construction activities for these related projects are uncertain and are beyond the control of the City and the Applicant. Accordingly, it is uncertain if the concurrent construction activities identified above would result in the exceedances identified herein. Nevertheless, the analysis conservatively assumes such exceedances would occur. Additionally, the City finds above that the Mitigation Measures identified are the responsibility of another agency as Metro is a Responsible Agency for the Project EIR and some construction takes place under Metro's self-permitting authority; where the implementation, monitoring, and enforcement of the Mitigation Measures outlined above are the responsibility of Metro when activity occurs under Metro self-permitting authority. Project activities outside the Metro self-permitting authority would implement the identified Mitigation Measures as conditions of approval required by the City of Los Angeles.

Accordingly, the City finds above that, despite incorporation of Mitigation Measures, that economic, legal, social, technological, or other considerations, make infeasible mitigation measures that would reduce impacts to less than significant. Therefore, the Project's contribution would be cumulatively considerable, and cumulative noise impacts from on-site construction would be significant and unavoidable.

(ii) Cumulative Off-Site Construction Noise

Off-site construction haul trucks would have a potential to result in cumulative impacts if the trucks for the related projects and the Project were to utilize the same truck routes. As analyzed above in Subsection 3.d. under Threshold (a) (see Table IV.H-15 and Table IV.H-16 on pages IV.H-38 and IV.H-53, respectively of the Draft EIR), the estimated off-site construction noise levels from the Project would exceed the significance criteria along the anticipated truck

routes (along Burbank Boulevard [Option A], Lankershim Boulevard [Options A and B], Chandler Boulevard [Options A and B], Fair Avenue [Options A and B], Cumpston Street [Options A and B], Vineland Avenue [Option B], and Magnolia Boulevard [Option B]). Therefore, any additional truck trips along these roadways would have the potential to increase the traffic noise and contribute to the cumulative noise impacts. The estimated off-site construction traffic noise levels along Colfax Avenue, Tujunga Avenue, and Riverside Drive (used for Block 7 and West Lot) would be below the 5-dBA significance criterion. However, it is estimated that if the total number of trucks from the Project and the related projects were to add up to 54, 63, and 74 truck trips per hour along Colfax Avenue [Options A and B], Tujunga Avenue (Option B), and Riverside Drive [Option B], respectively, these trucks would result in a 5-dBA noise increase along these roadway segments. There are related projects in the vicinity of the Project Block 7 and West Lot and near Colfax Avenue, including Related Project Nos. 1, 12, and 24, which could contribute to the cumulative truck trips. Related Project Nos. 1, 7, 16, 17, 18, 22, 27, 28, and 29 are located in the vicinity of Tujunga Avenue and Riverside Drive, which could contribute to the cumulative truck trips with the Project. Since the Project generates up to 50 truck trips per hour, the cumulative truck trips, including the noted related projects, could add up to 54, 63, and 74 truck trips per hour along Colfax Avenue, Tujunga Avenue, and Riverside Drive, respectively, which has the potential to increase the ambient noise by 5 dBA.

Therefore, cumulative noise due to construction truck traffic from the Project and other related projects could increase the ambient noise levels at certain segments along the haul route by 5 dBA. Additionally, the City finds above that the Mitigation Measures identified are the responsibility of another agency as Metro is a Responsible Agency for the Project EIR and some construction takes place under Metro's self-permitting authority; where the implementation, monitoring, and enforcement of the Mitigation Measures outlined above are the responsibility of Metro when activity occurs under Metro self-permitting authority. Project activities outside the Metro self-permitting authority would implement the identified Mitigation Measures as conditions of approval required by the City of Los Angeles.

Accordingly, the City finds above that, despite incorporation of Mitigation Measures, that economic, legal, social, technological, or other considerations, make infeasible mitigation measures that would reduce impacts to less than significant. As such, the Project's contribution would be cumulatively considerable, and cumulative noise impacts from off-site construction would be significant and unavoidable.

(iii) Project-Level On-Site Vibration (Human Annoyance)

Project-level vibration impacts from on-site construction activities would still exceed the 72-VdB human annoyance significance criterion at the residential uses within 80 feet of the Project Site (receptor locations R1, R2, R5, R7, R13, and R14) and the studio use (receptor location R9) during certain phases of construction. It is concluded that there are no technologically feasible mitigation measures that could be implemented to reduce the temporary vibration impacts from on-site construction associated with human annoyance to a less-than-significant level. Additionally, the City finds above that the Mitigation Measures identified are the responsibility of another agency as Metro is a Responsible Agency for the Project EIR and some construction takes place under Metro's self-permitting authority; where the implementation, monitoring, and enforcement of the Mitigation Measures outlined above are the responsibility of Metro when activity occurs under Metro self-permitting authority. Project activities outside the Metro self-permitting authority would implement the identified Mitigation Measures as conditions of approval required by the City of Los Angeles.

Accordingly, the City finds above that, despite incorporation of Mitigation Measures, that economic, legal, social, technological, or other considerations, make infeasible mitigation measures that would reduce impacts to less than significant. Therefore, Project-level vibration impacts from on-site construction activities with respect to human annoyance would remain significant and unavoidable.

(iv) Project-Level Off-Site Vibration (Human Annoyance)

Project-level vibration impacts from on-site construction activities would still exceed the 72-VdB human annoyance significance criterion at the residential uses within 80 feet of the Project Site (receptor locations R1, R2, R5, R7, R13, and R14) and the studio use (receptor location R9) during certain phases of construction. It is concluded that there are no technologically feasible mitigation measures that could be implemented to reduce the temporary vibration impacts from off-site construction associated with human annoyance to a less-than-significant level. Additionally, the City finds above that the Mitigation Measures identified are the responsibility of another agency as Metro is a Responsible Agency for the Project EIR and some construction takes place under Metro's self-permitting authority; where the implementation, monitoring, and enforcement of the Mitigation Measures outlined above are the responsibility of Metro when activity occurs under Metro self-permitting authority. Project activities outside the Metro self-permitting authority would implement the identified Mitigation Measures as conditions of approval required by the City of Los Angeles.

Accordingly, the City finds above that, despite incorporation of Mitigation Measures, that economic, legal, social, technological, or other considerations, make infeasible mitigation measures that would reduce impacts to less than significant. Therefore, Project-level vibration impacts from off-site construction activities with respect to human annoyance would remain significant and unavoidable.

(v) Cumulative On-Site Vibration (Human Annoyance)

Potential vibration impacts associated with Project-related on-site construction activities would be significant with respect to human annoyance at receptor location R5 (the closest sensitive receptor between the Project and Related Project No. 1). Related Project No. 1 is approximately 25 feet from the receptor location R5. Therefore, the ground-borne vibration from Related Project No. 1 to the receptor location R5 would be similar to the Project and would exceed the 72-VdB significance thresholds. The next closest related project, Related Project No. 2, is located on the south side of Chandler Boulevard, approximately 90 feet south of the East Lot. The nearest sensitive receptor to Related Project No. 2 is receptor location R3. As analyzed above, the estimated vibration levels from the Project to the receptor location R3 would be 69 VdB, which is below the 72 VdB. In addition, construction activities at Related Project No. 2 would be more than 80 feet from the receptor location R3. Therefore, the Project construction would not contribute to the cumulative construction vibration impacts at receptor location R3. All other related projects would be located at a further distance and would not contribute to the cumulative vibration impacts. Additionally, the City finds above that the Mitigation Measures identified are the responsibility of another agency as Metro is a Responsible Agency for the Project EIR and some construction takes place under Metro's self-permitting authority; where the implementation, monitoring, and enforcement of the Mitigation Measures outlined above are the responsibility of Metro when activity occurs under Metro self-permitting authority. Project activities outside the Metro self-permitting authority would implement the identified Mitigation Measures as conditions of approval required by the City of Los Angeles.

Accordingly, the City finds above that, despite incorporation of Mitigation Measures, that economic, legal, social, technological, or other considerations, make infeasible mitigation measures that would reduce impacts to less than significant. Therefore, because of the potential impact associated with Related Project No. 1, the Project's contribution to a potential construction vibration impact with respect to human annoyance associated with on-site construction would be cumulatively considerable, and cumulative impacts would be considered significant and unavoidable.

(vi) Cumulative Off-Site Vibration (Human Annoyance)

Potential vibration impacts associated with temporary and intermittent vibration from project-related construction trucks traveling along the anticipated truck routes (i.e., Burbank Boulevard, Lankershim Boulevard, Cumpston Street, Fair Avenue, Tujunga Avenue, Colfax Avenue, and Magnolia Boulevard) would be significant with respect to human annoyance. As related projects would be anticipated to use similar trucks as the Project (i.e., Burbank Boulevard, Lankershim Boulevard, Tujunga Avenue, Colfax Avenue, and Magnolia Boulevard), it is anticipated that construction trucks would generate similar vibration levels along the anticipated truck route(s). Additionally, the City finds above that the Mitigation Measures identified are the responsibility of another agency as Metro is a Responsible Agency for the Project EIR and some construction takes place under Metro's self-permitting authority; where the implementation, monitoring, and enforcement of the Mitigation Measures outlined above are the responsibility of Metro when activity occurs under Metro self-permitting authority. Project activities outside the Metro self-permitting authority would implement the identified Mitigation Measures as conditions of approval required by the City of Los Angeles.

Accordingly, the City finds above that, despite incorporation of Mitigation Measures, that economic, legal, social, technological, or other considerations, make infeasible mitigation measures that would reduce impacts to less than significant. Therefore, to the extent that other related projects use the same truck route as the Project, the Project's contribution to potential cumulative vibration impacts with respect to human annoyance associated with temporary and intermittent vibration from haul trucks traveling along the designated truck route(s) would be cumulatively considerable, and cumulative impacts would be considered significant and unavoidable.

(E) Reference

Section IV.H, Noise, of the Draft EIR, as well as noise and vibration calculation worksheets contained in Revised Appendix L, of the Final EIR.

IX. ALTERNATIVES TO THE PROJECT

CEQA requires that an EIR analyze a reasonable range of feasible alternatives that could substantially reduce or avoid the significant impacts of a project while also meeting the project's basic objectives. An EIR must identify ways to substantially reduce or avoid the significant effects that a project may have on the environment (PRC Section 21002.1). Accordingly, the discussion of alternatives shall focus on alternatives to a project or its location, which are capable of avoiding or substantially reducing any significant effects of the project, even if these alternatives would impede to some degree the attainment of the project objectives, or would be more costly. The Draft EIR evaluated a reasonable range of six alternatives to the

Project in detail, which include the No Project/No Build Alternative; No Project/Development Alternative; Development in Accordance with Existing Zoning Alternative; Reduced Density Alternative; Historic Preservation Alternative; and Alternative Land Use Mix Alternative. In accordance with CEQA requirements, the alternatives to the Project include a “No Project” alternative and alternatives capable of eliminating the significant adverse impacts of the project. These alternatives and their impacts, which are summarized below, are more fully described in Section V of the Draft EIR.

1. Summary of Findings

Based upon the following analysis, the City finds, pursuant to CEQA Guidelines Section 15096(g)(2), that no feasible alternative or mitigation measure will substantially lessen any significant effect of the project, reduce the significant unavoidable impacts of the project to a level that is less than significant, or avoid any significant effect the project would have on the environment.

2. Project Objectives

An important consideration in the analysis of alternatives to the Project is the degree to which such alternatives would achieve the objectives of the Project. As more thoroughly described in Section II, Project Description, of the Draft EIR, pages II-7 – II-8, both the City and Applicant have established specific objectives concerning the Project, which are incorporated by reference herein and discussed further below.

3. Project Alternatives Analyzed

(A) Alternative 1 - No Project/No Build Alternative

In accordance with the CEQA Guidelines, the No Project Alternative for a development project on an identifiable property consists of the circumstance under which the project does not proceed. CEQA Guidelines Section 15126.6(3)(B) states in part that, “in certain instances, the No Project Alternative means ‘no build’ wherein the existing environmental setting is maintained.” Accordingly, for purposes of this analysis, Alternative 1, the No Project/No Build Alternative, assumes that the Project would not be approved and no new development would occur within the Project Site and Off-Site Metro Parking Areas. Thus, the physical conditions of the Project Site and Off-Site Metro Parking Areas would generally remain as they are today. The Project Site and Off-Site Metro Parking Areas would continue to be occupied by industrial/warehouse buildings, the historic Lankershim Depot, and Metro facilities. No new construction would occur.

(i) Impact Summary

Alternative 1 would avoid the Project’s significant and unavoidable impacts associated with historic resources, NOx emissions during operation, on-site construction noise, off-site construction noise, on-site construction vibration (pursuant to the threshold for human annoyance), and off-site construction vibration (pursuant to the threshold for human annoyance). Alternative 1 would also avoid the Project’s significant cumulative impacts that cannot be feasibly mitigated with regard to NOx emissions during operation, on-site construction noise, off-site construction noise, on-site construction vibration (pursuant to the threshold for human annoyance), and off-site construction vibration (pursuant to the threshold for human annoyance), as well as concurrent construction and operational NOx emissions. All other environmental impacts would also be less than the Project.

(ii) Finding

The City finds, pursuant to PRC Section 21081(a)(3), that specific economic, legal, social, technological, or other considerations, including considerations identified in Section XIII of these findings (Statement of Overriding Considerations), make infeasible the No Project Alternative, as described in the Draft EIR.

(iii) Rationale for Findings

No changes to existing land uses or operations on-site would occur under Alternative 1. Alternative 1 would avoid all of the Project's significant environmental impacts associated with historic resources, NOx emissions during operation, on-site construction noise, off-site construction noise, on-site construction vibration (pursuant to the threshold for human annoyance), and off-site construction vibration (pursuant to the threshold for human annoyance). Alternative 1 would also avoid the Project's significant cumulative impacts that cannot be feasibly mitigated with regard to NOx emissions during operation, on-site construction noise, off-site construction noise, on-site construction vibration (pursuant to the threshold for human annoyance), and off-site construction vibration (pursuant to the threshold for human annoyance), as well as concurrent construction and operational NOx emissions. Alternative 1 would not result in greater impacts for any environmental issue. Under Alternative 1, the existing uses would remain on the Project Site and no new development would occur. As such, Alternative 1 would not meet the Project's underlying purpose or any of its objectives. Specifically, Alternative 1 would not meet the underlying purpose of the Project to redevelop the area around the Metro North Hollywood Station with a high-density, mixed-use development, which is transit and pedestrian oriented and provides housing and jobs in the North Hollywood Valley Village Community Plan Area, nor would it meet any of the Project objectives.

(iv) Reference

Section V, Alternatives, of the Draft EIR.

(B) Alternative 2 – No Project/Development Alternative

In accordance with the CEQA Guidelines, the No Project/Development Alternative for a development project on an identifiable property consists of the circumstance under which a proposed project does not proceed. CEQA Guidelines Section 15126.6(3)(B) states that "in certain instances, the No Project Alternative means 'no build' wherein the existing environmental setting is maintained." In addition, CEQA Guidelines Section 15126.6(e)(3)(C) states that "the lead agency should proceed to analyze the impacts of the no project alternative by projecting what would reasonably be expected to occur in the foreseeable future if the project were not approved, based on current plans and consistent with available infrastructure and community services." Accordingly, for purposes of this analysis, Alternative 2, the No Project/Development Alternative, assumes that the Project would not be approved and no new development would occur within the Project Site or Off-site Metro Parking Areas, with the exception of the development of the Consolidated Transit Center (including the movement of the Lankershim Depot) on Block 0 West which was previously approved by Metro, and 709 square feet of office uses on the Project Site which would be used as a security office and employee breakroom. Thus, the physical conditions of the Project Site would generally remain as they are today. Under Alternative 2, the Project Site would continue to be developed with existing industrial/warehouse buildings and the Lankershim Depot, together totaling 25,145 square feet along with surface parking; the West Lot would continue to be developed with an existing industrial/warehouse building totaling 25,691 square feet and surface parking; and the East Lot

would continue to be developed with an existing surface parking. New construction would occur only on Block 0 West associated with construction of the previously approved Consolidated Transit Center, which would consist of additional discharge, boarding, and layover bays for the G (Orange) Line and future bus rapid transit services; new bays for local/regional buses; electric bus charging facilities; and an expanded portal to the subsurface B (Red) Line station. Local bus traffic would move from the east to west side of Lankershim Boulevard following completion. Similar to the Project, the Consolidated Transit Center would include one vehicular access point off Tujunga Boulevard. Also similar to the Project, this would include relocation of the Lankershim Depot within Block 0 West to accommodate the expanded station portal. No development beyond the previously approved Consolidated Transit Center would occur.

(i) Impact Summary

As shown in Table V-2 on page V-11 of the Draft EIR, Alternative 2 would avoid the Project's significant unavoidable concurrent construction/operational and operational air quality (NOx) impacts. However, similar to the Project, Alternative 2 would result in significant unavoidable impacts with respect to historic resources, on- and off-site construction noise, and on- and off-site construction vibration (human annoyance). Like the Project, Alternative 2 would also result in significant cumulative impacts that cannot be feasibly mitigated with regard to on- and off-site construction noise, and on- and off-site construction vibration (human annoyance). The balance of the impacts would be similar under Alternative 2 or would be less, owing to a substantially reduced development under this alternative. Overall, Alternative 2 would be less impactful than the Project.

(ii) Finding

The City finds, pursuant to PRC Section 21081(a)(3), that specific economic, legal, social, technological, or other considerations, including considerations identified in Section XIII of these findings (Statement of Overriding Considerations), make infeasible Alternative 2, as described in the Draft EIR.

(iii) Rationale for Finding

Alternative 2 would result in significant unavoidable impacts with respect to historic resources, on- and off-site construction noise, and on- and off-site construction vibration (human annoyance). Like the Project, Alternative 2 would also result in significant cumulative impacts that cannot be feasibly mitigated with regard to on- and off-site construction noise, and on- and off-site construction vibration (human annoyance). The balance of the impacts would be similar under Alternative 2 or would be less owing to substantially reduced development under this alternative. Overall, Alternative 2 would be less impactful than the Project. Under Alternative 2, the existing uses would remain on the Project Site, but Metro would proceed with development of the Consolidated Transit Center on Block 0 West as approved by Metro on April 23, 2020. As such, Alternative 2 would not meet the underlying purpose of the Project to redevelop the area around the Metro North Hollywood Station with a high density, mixed-use development, which is transit and pedestrian oriented and provides housing and jobs in the North Hollywood Valley Village Community Plan Area or many of the Project objectives.

(iv) Reference

Section V, Alternatives, of the Draft EIR.

(C) Alternative 3 – Development in Accordance with Existing Zoning Alternative

Under this Alternative, the Project Site would be developed in accordance with the existing C4-2D (Commercial, Height District 2), C4-2D-CA (Commercial, Height District 2, Commercial and Artcraft District), C2 2D-CA (Commercial, Height District 2, Commercial and Artcraft District), CM-1VL (Commercial Manufacturing, Height District 1VL), and PF 1VL (Public Facilities, Height District 1VL) zoning of the Project Site. Specifically, Alternative 3 would develop the previously approved Consolidated Transit Center on Block 0 West, including 709 square feet of office uses which would be used as a security office and employee breakroom. Block 8, which is currently an empty lot, would be developed with 358 residential units, 90 of which would be Low Income units (25% of total density) and 36 of which would be live/work units in accordance with the Commercial and Artcraft District overlay (10% of total density), compared to 1,216 market rate units and 311 affordable units with the Project. Under this Alternative, the Lankershim Depot would also be retained as a restaurant use, but would be relocated within Block 0 West under the previously approved Consolidated Transit Center similar to the Project. Blocks 1 through 5/6 would remain as surface parking lots and Block 7 would continue with industrial/warehouse uses. Because Metro's existing parking would not be removed, the Off-Site Metro Parking Areas would not be redeveloped under this Alternative. The proposed residential uses would be located within a seven-story, 85-foot tall building within Block 8, compared to multiple buildings ranging from one-story and 36 feet to 28 stories and 325 feet under the Project. Overall, Alternative 3 would provide 288,044 net square feet of new development (including 358 residential units and 5,000 square feet of retail) versus 2,158,191 net square feet (including 1,527 residential units) under the Project.

Alternative 3 would provide: 38,950 square feet of open space, compared to 211,280 square feet of open space under the Project; 395 vehicle parking spaces within one subterranean level, compared to 3,313 vehicle parking spaces within subterranean and above ground parking areas under the Project; and a total of 215 bicycle parking spaces with 20 short-term spaces and 168 long-term spaces compared to 1,158 bicycle parking spaces consisting of 970 long-term and 188 short-term spaces under the Project.

Vehicular access to the subterranean parking on Block 8 would be provided from Weddington Street and Bakman Avenue, similar to the Project. Bus access to the Consolidated Transit Center on Block 0 West would be provided from Tujunga Avenue, similar to the Project. Pedestrian access to the residential uses on Block 8 would be provided from Lankershim Boulevard and Chandler Boulevard, and pedestrian access to the Consolidated Transit Center would be provided from Chandler Boulevard, Tujunga Avenue, and Lankershim Boulevard.

Alternative 3 would develop only one building compared to multiple buildings under the Project; however, the building design would be similar to the residential buildings proposed under the Project. Alternative 3 would also implement similar lighting, vehicular and pedestrian access, setbacks, and sustainability features in Blocks 0 West and 8 as those proposed for the Project. Proposed signage would conform to the LAMC. Alternative 3 would require fewer discretionary approvals than the Project because no zone change or general plan amendment would be required. Alternative 3 would, however, apply for Transit Oriented Communities (TOC) approval. The extent and duration of construction activities would be substantially less under Alternative 3 than under the Project, owing to lack of new development on multiple Blocks and substantially less overall development under this alternative.

(i) Impact Summary

As shown in Table V-2 on page V-11 of the Draft EIR, Alternative 3 would avoid the Project's significant unavoidable concurrent construction/operational and operational air quality (NOx) impacts. However, similar to the Project, Alternative 3 would result in significant unavoidable impacts with respect to historic resources, on- and off-site construction noise, and on- and off-site construction vibration (human annoyance). Like the Project, Alternative 3 would also result in significant cumulative impacts that cannot be feasibly mitigated with regard to on- and off-site construction noise, and on- and off-site construction vibration (human annoyance). The balance of the impacts under Alternative 3 would be similar to the Project or less owing to less development under this alternative. Overall, impacts under Alternative 3 would be reduced when compared to the Project.

(ii) Finding

The City finds, pursuant to PRC Code Section 21081(a)(3), that specific economic, legal, social, technological, or other considerations, including considerations identified in Section XIII of these findings (Statement of Overriding Considerations), make infeasible Alternative 3, as described in the Draft EIR.

(iii) Rationale for Findings

Alternative 3 would result in significant unavoidable impacts with respect to historic resources, on- and off-site construction noise, and on- and off-site construction vibration (human annoyance). Like the Project, Alternative 3 would also result in significant cumulative impacts that cannot be feasibly mitigated with regard to on- and off-site construction noise, and on- and off-site construction vibration (human annoyance). The balance of the impacts under Alternative 3 would be similar to the Project or less owing to less development under this alternative. Overall, impacts under Alternative 3 would be reduced when compared to the Project. Under Alternative 3, the existing uses would remain on the Project Site and Off-Site Metro Parking Areas with the exception of the development of the Consolidated Transit Center on Block 0 West and development of 358 residential units and 5,000 square feet of retail uses in Block 8. As such, Alternative 3 would not meet the underlying purpose of the Project, which is to redevelop the area around the Metro North Hollywood Station with a high-density, mixed-use development which is transit and pedestrian oriented and provides housing and jobs in the North Hollywood Valley Village Community Plan Area.

With the development of residential and retail uses in Block 8, Alternative 3 would partially meet the below Project objectives or meet them to a lesser extent. Alternative 3 would not fully meet these objectives since the majority of the Project Site blocks and Off-Site Metro Parking Areas would not be redeveloped under this alternative, no public open space plazas would be provided, and the number of new residential units would be less than under the Project.

- The orderly development of residential uses, commercial uses, office uses, and transit uses, as a unified site in furtherance of Metro's commitment to creating transit-oriented communities that offer compact, bikeable, and walkable communities centered around public transit.
- Facilitate an urban in-fill development with a mix of residential, commercial, and office land uses at a density and scale to enable the Project Site to function as a regional center and support transit use.

- Provide housing in furtherance of the goals of the City's Housing Element, City's Regional Housing Needs Assessment, and which serves the surrounding area and citywide market, by providing housing in a range of unit types, affordability levels, and sizes adjacent to public transit.
- Provide community benefits such as new community-serving retail uses, enhanced streetscapes, and publicly accessible open space amenities for the community.
- Promote fiscal benefits, economic development, and job creation by generating jobs during the construction and operation of the project and generating tax revenue for the City and ground lease revenues to Metro to supports its mission to improve mobility in Los Angeles County.
- Promote local and regional mobility objectives and reduce VMT by providing a mix of higher density housing and commercial uses that are in close proximity to public transportation, including numerous bus lines as well as rail transit, which are supported by recreational amenities, commercial services, and enhancements to bicycle and pedestrian amenities.

With the development of the Consolidated Transit Center, Alternative 3 would meet the following Project objectives:

- Promote and enhance transit ridership by consolidating and revitalizing the Metro transit center to accommodate current local and municipal buses as well as the G (Orange) Line terminus and to provide enhancements to the North Hollywood Metro Station, including an improved terminal and security office, Metro employee break room, other support structures, new Metro portal structures on the West and East sides of Lankershim, and the retention of the historic Lankershim Depot.
- Support Metro's regional planning efforts such as the Metro Vision 2028 Strategic Plan by improving pedestrian, bicycle, and transit facilities in North Hollywood.
- Improve Metro infrastructure in furtherance of Metro's commitment to convert to an all-electric fleet by 2040.

Alternative 3 would also meet the following Project objective related to sustainable building design:

- Promote resource and energy conservation through incorporating sustainable and green building design and construction above Title 24 (CALGreen) code requirements.

(iv) Reference

Section V, Alternatives, of the Draft EIR.

(D) Alternative 4 – Reduced Density Alternative

Alternative 4 would develop the same mix of uses as the Project on the same blocks, but all development would be reduced by 42 percent, which is the percentage reduction required to avoid the Project's significant unavoidable operational air quality (e.g., regional NOx) impact. Specifically, under Alternative 4, 61,787 square feet of retail/restaurant uses (44,000 square feet

of which would be restaurant uses), 885 residential units (including 708 market rate and 177 affordable units or 20 percent of total density), 336,617 square feet of office uses, and the Consolidated Transit Center, would be developed. All development would occur within the same footprint as the Project, and the heights of the proposed buildings would be reduced by 42 percent compared to those under the Project (e.g., ranging from one-story and 36 feet to 16 stories and 155 feet under Alternative 4, compared to one-story and 36 feet to 28 stories and 325 feet under the Project). In all, 1,282,050 square feet of net new floor area (including 885 residential units) would be developed under Alternative 4, as compared to 2,158,191 square feet (including 1,527 residential units) under the Project. Alternative 4 also would include Off-Site Metro Parking Areas located at the southwest corner of N. Chandler Boulevard and Tujunga Avenue and on the north side of Chandler Boulevard between Fair Avenue and Vineland Avenue.

Based on a 42 percent reduction of the requirements of the Specific Plan proposed as part of the Project, Alternative 4 would provide: 2,124 vehicle parking spaces, compared to 3,313 vehicle parking spaces under the Project; and a total of 837 bicycle parking spaces with 126 short-term spaces and 712 long-term spaces, compared to 1,158 bicycle parking spaces consisting of 188 short-term and 970 long-term spaces under the Project. Like the Project, up to 274 Metro parking spaces would also be provided on the Project Site. Fewer subterranean and above-grade parking levels would be provided under Alternative 4 than under the proposed Project, as a result of the reduced development under this alternative. With the overall reduction in development, the central open space areas would not be provided. A total of 96,191 square feet of open space would be provided in accordance with the LAMC compared to 211,280 square feet under the Project.

Vehicular, bus, and pedestrian access under Alternative 4 would be similar to that under the Project. The design of the buildings under Alternative 4 would be similar to that of the Project, as would the signage, lighting, vehicular and pedestrian access, setbacks, sustainability features, and discretionary approvals. Construction activities would also generally be similar to those of the Project, but would require less excavation due to the reduced number of subterranean parking levels and would be shorter in overall duration due to the reduced amount of development, under this alternative.

(i) Impact Summary

As shown in Table V-2 on page V-11, Alternative 4 would avoid the Project's significant unavoidable operational air quality (NOx) impacts. However, similar to the Project, Alternative 4 would result in significant unavoidable impacts with respect to concurrent construction/operational air quality (NOx), historic resources, on- and off-site construction noise, and on- and off-site construction vibration (human annoyance). Like the Project, Alternative 4 would also result in significant cumulative impacts that cannot be feasibly mitigated with regard to on- and off-site construction noise, and on- and off-site construction vibration (human annoyance). The balance of the impacts under this alternative would be similar to the Project or less, owing to the overall reduction in development. The exception is transportation (specifically, VMT) for which the impact would be greater, but still less than significant under Alternative 4. Overall, Alternative 4 would be less impactful than the Project.

(ii) Finding

The City finds, pursuant to PRC Code Section 21081(a)(3), that specific economic, legal, social, technological, or other considerations, including considerations identified in Section XIII

of these findings (Statement of Overriding Considerations), make infeasible Alternative 4, as described in the Draft EIR.

(iii) Rationale for Findings

Alternative 4 would result in significant unavoidable impacts with respect to concurrent construction/operational air quality (NO_x), historic resources, on- and off-site construction noise, and on- and off-site construction vibration (human annoyance). Like the Project, Alternative 4 would also result in significant cumulative impacts that cannot be feasibly mitigated with regard to on- and off-site construction noise, and on- and off-site construction vibration (human annoyance). The balance of the impacts under this alternative would be similar to the Project or less, owing to the overall reduction in development. The exception is transportation (specifically, VMT) for which the impact would be greater, but still less than significant under Alternative 4. Overall, Alternative 4 would be less impactful than the Project.

Alternative 4 would develop the same mix of uses as the Project, but all development would be reduced by 42 percent. As such, Alternative 4 would meet the underlying purpose of the Project, which is to redevelop the area around the Metro North Hollywood Station with a high-density, mixed-use development, which is transit and pedestrian oriented and provides housing and jobs in the North Hollywood Valley Village Community Plan Area. Because the same mix of uses would be provided, Alternative 4 would also meet the following Project objectives set forth below to the same extent as the Project:

- The orderly development of residential uses, commercial uses, office uses, and transit uses, as a unified site in furtherance of Metro's commitment to creating transit-oriented communities that offer compact, bikeable, and walkable communities centered around public transit.
- Facilitate an urban in-fill development with a mix of residential, commercial, and office land uses at a density and scale to enable the Project Site to function as a regional center and support transit use.
- Promote resource and energy conservation through incorporating sustainable and green building design and construction above code requirements.
- Promote fiscal benefits, economic development, and job creation by generating jobs during the construction and operation of the project and generating tax revenue for the City and ground lease revenues to Metro to support its mission to improve mobility in Los Angeles County.
- Promote and enhance transit ridership by consolidating and revitalizing the Metro transit center to accommodate current local and municipal buses, as well as the G (Orange) Line terminus and to provide enhancements to the North Hollywood Metro Station, including an improved terminal and security office, Metro employee break room, other support structures, new Metro portal structures on the West and East sides of Lankershim, and the retention of the historic Lankershim Depot.
- Support Metro's regional planning efforts such as the Metro Vision 2028 Strategic Plan by improving pedestrian, bicycle, and transit facilities in North Hollywood.
- Improve Metro infrastructure in furtherance of Metro's commitment to convert to an all-electric fleet by 2040.

Alternative 4 would meet the Project objectives as set forth below to a lesser extent than the Project due to the 42 percent reduction in development and due to the fact the publicly accessible plaza areas would not be provided:

- Provide housing in furtherance of the goals of the City's Housing Element, City's Regional Housing Needs Assessment, and which serves the surrounding area and citywide market, by providing housing in a range of unit types, affordability levels, and sizes adjacent to public transit.
- Provide community benefits such as new community-serving retail uses, enhanced streetscapes, and publicly accessible open space amenities for the community.
- Promote local and regional mobility objectives and reduce VMT by providing a mix of higher density housing and commercial uses that are in close proximity to public transportation, including numerous bus lines as well as rail transit, which are supported by recreational amenities, commercial services, and enhancements to bicycle and pedestrian amenities.

(iv) Reference

Section V, Alternatives, of the Draft EIR.

(E) Alternative 5 – Historic Preservation Alternative

Alternative 5 would not include development of the previously approved Consolidated Transit Center (including the relocation of the Lankershim Depot) on Block 0 West, thereby avoiding the significant unavoidable historical resources impact of the Project. Because the Consolidated Transit Center would not be built, local buses would remain on the east side of Lankershim Boulevard, and Blocks 4, 5, and 6 would not be developed to maintain existing Metro parking and the local bus plaza. Specifically, Alternative 5 would: (1) retain the existing transit and transit parking uses on Blocks 0 West, 4, and 5/6 instead of developing the Consolidated Transit Center and residential, office, retail/restaurant and parking uses on these blocks as proposed under the Project; and (2) develop 751 residential units, including 600 market rate and 151 affordable units (20 percent of the total), 488,320 square feet of office uses, 45,792 square feet of retail/restaurant uses (32,600 square feet of which would be restaurant uses), and parking uses in the balance of the Project Site blocks (e.g., Blocks 0 East, 1, 2, 3, 7, and 8) similar to the Project. Within these blocks, building footprints, heights, and design; vehicular, bus, and pedestrian access; signage; lighting; setbacks; and sustainability features would all be similar to the Project. In all, 1,234,296 square feet of net new floor area (including 751 residential units) would be developed under Alternative 5, as compared to 2,158,191 square feet (including 1,527 residential units) under the Project. Because only a portion of Metro's existing parking would be removed, the Off-Site Metro Parking Areas would not be redeveloped under this Alternative.

Alternative 5 would provide: 82,314 square feet of open space, compared to 211,280 square feet of open space under the Project; 2,512 vehicle parking spaces within subterranean levels and above ground parking areas, compared to 3,313 vehicle parking spaces within subterranean and above ground parking areas under the Project; and a total of 693 bicycle parking spaces with 117 short-term spaces and 576 long-term spaces compared to 1,158 bicycle parking spaces consisting of 970 long-term and 188 short-term spaces under the Project. Like the Project, up to 274 parking spaces for Metro uses would be provided within the Project Site.

The discretionary entitlements and approvals required under Alternative 5 would be similar to the Project, except that they would cover fewer blocks. The extent and duration of construction activities would also be less under Alternative 5, owing to the lack of development on Blocks 0 West, 4, and 5/6 under this alternative.

(i) Impact Summary

As shown in Table V-2 on page V-11, Alternative 5 would avoid the Project's significant unavoidable historical resources impact and significant unavoidable operational air quality (NOx) impacts. However, similar to the Project, Alternative 5 would result in significant unavoidable impacts with respect to concurrent construction/operational air quality (NOx), on- and off-site construction noise, and on- and off-site construction vibration (human annoyance). Like the Project, Alternative 5 would also result in significant cumulative impacts that cannot feasibly mitigated with regard to on- and off-site construction noise, and on- and off-site construction vibration (human annoyance). Alternative 5 would result in similar impacts to the Project for the balance of the environmental issues, or less impacts ,owing to let development under this alternative. The exception would be for transportation (VMT) where the impact would be greater than the Project, but still less than significant. Overall, Alternative 5 would be less impactful than the Project.

(ii) Finding

The City finds, pursuant to PRC Code Section 21081(a)(3), that specific economic, legal, social, technological, or other considerations, including considerations identified in Section XIII of these findings (Statement of Overriding Considerations), make infeasible Alternative 5, as described in the Draft EIR.

(iii) Rationale for Findings

Alternative 5 would result in significant unavoidable impacts with respect to concurrent construction/operational air quality (NOx), on- and off-site construction noise, and on- and off-site construction vibration (human annoyance). Like the Project, Alternative 5 would also result in significant cumulative impacts that cannot feasibly mitigated with regard to on- and off-site construction noise, and on- and off-site construction vibration (human annoyance). Alternative 5 would result in similar impacts to the Project for the balance of the environmental issues, or less impacts owing to let development under this alternative. The exception would be for transportation (VMT) where the impact would be greater than the Project, but still less than significant. Overall, Alternative 5 would be less impactful than the Project.

Under Alternative 5, the same residential, office, and retail/restaurant uses as proposed by the Project would be developed, but within Blocks 0 East, 1, 2, 3, 7, and 8 only. As such, Alternative 5 would only partially meet the underlying purpose of the Project, which is to redevelop the area around the Metro North Hollywood Station with a high-density, mixed-use development which is transit and pedestrian oriented and provides housing and jobs in the North Hollywood Valley Village Community Plan Area. Furthermore, Alternative 5 would not meet the following Project objectives because the proposed transit improvements are not included:

- Promote and enhance transit ridership by consolidating and revitalizing the Metro transit center and providing enhancements to the G (Orange) Line terminus property, including an improved terminal and security office, Metro employee break room,

other support structures, new Metro portal structures on the West and East sides of Lankershim, and the retention of the historic Lankershim Depot.

- Improve Metro infrastructure in furtherance of Metro's commitment to convert to an all-electric fleet by 2040.
- Support Metro's regional planning efforts such as the Metro Vision 2028 Strategic Plan by improving pedestrian, bicycle, and transit facilities in North Hollywood.

Alternative 5 would meet the following Project objectives to a lesser extent, due to the fact that Blocks 0 West, 4, and 5/6 would not be developed and the central open space areas would not be provided:

- The orderly development of residential uses, commercial uses, office uses, and transit uses, as a unified site in furtherance of Metro's commitment to creating transit-oriented communities that offer compact, bikeable, and walkable communities centered around public transit.
- Facilitate an urban in-fill development with a mix of residential, commercial, and office land uses at a density and scale to enable the Project Site to function as a regional center and support transit use.
- Provide housing in furtherance of the goals of the City's Housing Element, City's Regional Housing Needs Assessment, and which serves the surrounding area and citywide market, by providing housing in a range of unit types, affordability levels, and sizes adjacent to public transit. Promote local and regional mobility objectives and reduce VMT by providing a mix of higher density housing and commercial uses that are in close proximity to public transportation, including numerous bus lines, as well as rail transit, which are supported by recreational amenities, commercial services, and enhancements to bicycle and pedestrian amenities.
- Promote fiscal benefits, economic development, and job creation by generating jobs during the construction and operation of the project and generating tax revenue for the City and ground lease revenues to Metro to supports its mission to improve mobility in Los Angeles County.
- Provide community benefits such as new community-serving retail uses, enhanced streetscapes, and publicly accessible open space amenities for the community.

Alternative 5 would, however, meet the following objective to the same extent as the Project:

- Promote resource and energy conservation through incorporating sustainable and green building design and construction above Title 24 (CALGreen) code requirements.

(iv) Reference

Section V, Alternatives, of the Draft EIR.

(F) Alternative 6 - Alternative Land Use Mix Alternative

As permitted by current zoning, indoor studio space would be developed on Blocks 2 and 3 under Alternative 6, instead of the residential uses proposed on these blocks under the Project. Specifically, Alternative 6 would: (1) develop the Consolidated Transit Center in Block 0 West similar to the Project; (2) develop 485,484 square feet of indoor visual media studio space in Blocks 2 and 3 in place of the residential uses proposed on these blocks under the Project; and (3) develop the balance of the blocks (e.g., Blocks 0 East, 1, and 4-8) similar to the Project. The breakdown of new net floor area under this alternative would be: 755 residential units, including 604 market rate units and 151 affordable units (20 percent of the total units); 580,373 square feet of office; 485,484 square feet of studio; and 102,150 square feet of retail/restaurant (72,750 square feet of which would be restaurant). In all 1,872,183 square feet of net new floor area (including 755 residential units) would be developed under Alternative 6, as compared to 2,158,191 square feet (including 1,527 residential units) under the Project. Alternative 6 includes the Off-Site Metro Parking Areas located at the southwest corner of N. Chandler Boulevard and Tujunga Avenue and on the north side of Chandler Boulevard between Fair Avenue and Vineland Avenue.

Regarding the configuration of the studio development in Blocks 2 and 3 under Alternative 6, it would consist of two standalone buildings, up to 235 feet and 85 feet respectively, on either side of Klump Avenue (which would be extended into the Project Site, similar to the Project), housing sound stages, production offices, loading, storage, parking, support, and post-production facilities. To accommodate the studio use, no aboveground parking would be provided on Blocks 2 and 3. Because development in Blocks 0 East and West and Blocks 1 and 4-8 under Alternative 6 would be similar to that under the Project, so too would be the following on these blocks: the new buildings, including the building footprints and building heights (e.g., ranging from one-story and 36 feet to 28 stories and 325 feet); vehicular, bus and pedestrian access; building design; signage; lighting; setbacks; and sustainability features. See Section II, Project Description, of the Draft EIR for descriptions of these project elements on these blocks.

Alternative 6 would provide: 167,794 square feet of open space, compared to 211,280 square feet of open space under the Project; 3,737 vehicle parking spaces within subterranean and above ground levels, compared to 3,313 vehicle parking spaces within subterranean and above ground parking areas under the Project; and a total of 925 bicycle parking spaces with 203 short-term spaces and 722 long-term spaces compared to 1,158 bicycle parking spaces consisting of 970 long-term and 188 short-term spaces under the Project. Like the Project, up to 274 parking spaces for Metro uses would also be provided within the Project Site. This alternative would require two additional subterranean parking levels on Blocks 2 and 3 because no above ground parking would be provided with the proposed studio use.

The discretionary entitlements and approvals required under Alternative 6 would be similar to the Project, except that the General Plan Amendment and Zone Change required under the Project would not be required for Blocks 2 and 3 under this alternative, as indoor studio space is permitted by the existing Commercial Manufacturing zoning for these blocks. The extent and duration of construction activities would be less under Alternative 6, as a result of approximately 13 percent less total development under this alternative.

(i) Impact Summary

As shown in Table V-2 on page V-11, Alternative 6 would not avoid any of the significant unavoidable impacts of the Project (e.g., concurrent construction/operational and operational

regional air quality [NOx] impacts, cumulative operational regional/localized air quality [NOx] impacts, historic resources impacts, on- and off-site construction noise and vibration impacts, and cumulative construction noise and vibration impacts). Operational NOx impacts would, in fact, be greater than the Project. However, Alternative 6 would reduce some of these impacts (e.g., construction noise/vibration impacts) owing to the less development under this alternative, although these impacts would remain significant and unavoidable. Alternative 6 would result in greater impacts with respect to archeological resources, paleontological resources, hazards and hazardous materials during construction, and tribal cultural resources because of the additional subterranean parking levels, though these impacts would remain less than significant (paleontological resources) or less than significant with mitigation (archeological resources, hazards and hazardous materials, and tribal cultural resources). Alternative 6 would also result in greater impacts associated with operational hazardous materials owing to the anticipated greater use of hazardous materials associated with the interior studio use under this alternative. Alternative 6 would result in similar impacts to the Project for the balance of the environmental issues, or less impacts owing to less development under this alternative. Overall, Alternative 6 would be more impactful than the Project.

(ii) Finding

The City finds, pursuant to PRC Code Section 21081(a)(3), that specific economic, legal, social, technological, or other considerations, including considerations identified in Section XIII of these findings (Statement of Overriding Considerations), make infeasible Alternative 6, as described in the Draft EIR.

(iii) Rationale for Findings

Alternative 6 would not avoid any of the significant unavoidable impacts of the Project (e.g., concurrent construction/operational and operational regional air quality [NOx] impacts, cumulative operational regional/localized air quality [NOx] impacts, historic resources impacts, on- and off-site construction noise and vibration impacts, and cumulative construction noise and vibration impacts). Operational NOx impacts would, in fact, be greater than the Project. However, Alternative 6 would reduce some of these impacts (e.g., construction noise/vibration impacts) owing to the less development under this alternative, although these impacts would remain significant and unavoidable. Alternative 6 would result in greater impacts with respect to archeological resources, paleontological resources, hazards and hazardous materials during construction, and tribal cultural resources because of the additional subterranean parking levels, though these impacts would remain less than significant (paleontological resources) or less than significant with mitigation (archeological resources, hazards and hazardous materials, and tribal cultural resources). Alternative 6 would also result in greater impacts associated with operational hazardous materials owing to the anticipated greater use of hazardous materials associated with the interior studio use under this alternative. Alternative 6 would result in similar impacts to the Project for the balance of the environmental issues, or less impacts owing to less development under this alternative. Overall, Alternative 6 would be more impactful than the Project.

Alternative 6 would develop the same uses on the same Project Site blocks and Off-Site Metro Parking Areas as the Project, except that Blocks 2 and 3 would be developed with interior studio instead of residential uses resulting in 286,008 square feet less development (but still over 1.8 million square feet of new mixed uses). As such, Alternative 6 would meet the underlying purpose of the Project, which is to redevelop the area around the Metro North Hollywood Station with a high-density, mixed-use development, which is transit and pedestrian

oriented and provides housing and jobs in the North Hollywood Valley Village Community Plan Area. Furthermore, Alternative 6 would meet most of the Project objectives as set forth below:

- The orderly development of residential uses, commercial uses, office uses, and transit uses, as a unified site in furtherance of Metro's commitment to creating transit-oriented communities that offer compact, bikeable, and walkable communities centered around public transit.
- Facilitate an urban in-fill development with a mix of residential, commercial, and office land uses at a density and scale to enable the Project Site to function as a regional center and support transit use.
- Provide community benefits such as new community-serving retail uses, enhanced streetscapes, and publicly accessible open space amenities for the community.
- Promote local and regional mobility objectives and reduce VMT by providing a mix of higher density housing and commercial uses that are in close proximity to public transportation, including numerous bus lines as well as rail transit, which are supported by recreational amenities, commercial services, and enhancements to bicycle and pedestrian amenities.
- Promote fiscal benefits, economic development, and job creation by generating jobs during the construction and operation of the project and generating tax revenue for the City and ground lease revenues to Metro to support its mission to improve mobility in Los Angeles County.
- Promote resource and energy conservation through incorporating sustainable and green building design and construction above Title 24 (CALGreen) code requirements.
- Promote and enhance transit ridership by consolidating and revitalizing the Metro transit center to accommodate current local and municipal buses, as well as the G (Orange) Line terminus and to provide enhancements to the North Hollywood Metro Station, including an improved terminal and security office, Metro employee break room, other support structures, new Metro portal structures on the West and East sides of Lankershim, and the retention of the historic Lankershim Depot.
- Support Metro's regional planning efforts such as the Metro Vision 2028 Strategic Plan by improving pedestrian, bicycle, and transit facilities in North Hollywood.
- Improve Metro infrastructure in furtherance of Metro's commitment to convert to an all-electric fleet by 2040.

While Alternative 6 would meet all of the project objectives, it would meet the following objective to a lesser extent than the Project because 772 fewer residential units are provided:

- Provide housing in furtherance of the goals of the City's Housing Element, City's Regional Housing Needs Assessment, and which serves the surrounding area and citywide market, by providing housing in a range of unit types, affordability levels, and sizes adjacent to public transit.

(iv) Reference

Section V, Alternatives, of the Draft EIR.

4. Project Alternatives Considered and Rejected

As set forth in CEQA Guidelines Section 15126.6(c), an EIR should identify any alternatives that were considered for analysis, but rejected as infeasible, and briefly explain the reasons for their rejection. According to the CEQA Guidelines, among the factors that may be used to eliminate an alternative from detailed consideration are the alternative's failure to meet most of the basic project objectives, the alternative's infeasibility, or the alternative's inability to avoid significant environmental impacts. Alternatives to the Project that were considered and rejected as infeasible include the following:

(A) Alternative Project Site

Metro already owns the Project Site and has authorized the Applicant to act on its behalf regarding development of the Project Site. The Project Site is located in the heart of North Hollywood, which is characterized by a mix of uses, including residential, commercial, office, and industrial uses. These uses make the Project Site particularly suitable for development of a mixed-use development that provides new residential units, office space, and retail/restaurant uses that serve the community and promote walkability. The Project Site is also well-served by transit, including the on-site Metro North Hollywood Station. Furthermore, Metro cannot reasonably acquire, control, or access an alternative site in a timely fashion that would result in implementation of a project with similar uses and square footage, nor would Metro acquire a property solely for the purpose of a real estate development. Given its urban location, if an alternative site in North Hollywood that could accommodate the Project could be found, it would be expected to result in significant and unavoidable impacts associated with construction noise and vibration, similar to the proposed Project on the Project Site. Additionally, considering the mix of uses in North Hollywood, which include sensitive uses, it is possible that development of the Project at an alternative site could potentially be closer to sensitive uses and, thus, may produce other environmental impacts that would otherwise not occur at the current Project Site or result in greater environmental impacts when compared with the Project. An alternative site also has the potential to displace existing people or housing, given the makeup of North Hollywood, which would not occur under the Project. Therefore, an alternative site is not considered feasible, as Metro does not own another suitable site that would achieve the underlying purpose and objectives of the Project, and an alternative site would not likely avoid many of the Project's significant impacts. Thus, this alternative was rejected from further consideration.

(B) Alternative To Eliminate Significant Noise and Vibration Impacts During Construction

Various alternatives (Approaches a-d) were considered with the goal of avoiding the Project's short-term significant unavoidable on-site construction noise (Project-level and cumulative), off-site construction noise (Project-level and cumulative), and on- and off-site construction vibration pursuant to the threshold for human annoyance (Project-level and cumulative). However, none of the approaches would substantially reduce or avoid the significant construction-related noise and vibration (human annoyance) impacts of the Project. Furthermore, Approaches (a) through (d) would not achieve the Project's underlying purpose and objectives to the same extent as the Project; Approach (b) would extend the construction period, meaning impacts would affect sensitive receptors for a longer period of time, making this

approach infeasible; Approaches (a) and (d) would provide less housing and fewer jobs near transit, which would be inconsistent with City land use objectives and requirements for the Project Site; and, in addition to meeting the Project's underlying objective to a lesser extent than the Project, Approach (c) would not allow for the development of the public plazas, which would serve as open space for the community. Therefore, an alternative that includes one or more of these approaches has been rejected from further consideration in the Draft EIR. Therefore, an alternative that includes one or more of the considered approaches would not substantially reduce or eliminate the significant noise and vibration impacts of the Project.

5. Environmentally Superior Alternative

Section 15126.6(e)(2) of the CEQA Guidelines indicates that an analysis of alternatives to a project shall identify an Environmentally Superior Alternative among the alternatives evaluated in an EIR. The CEQA Guidelines also state that should it be determined that the No Project Alternative is the Environmentally Superior Alternative, the EIR shall identify another Environmentally Superior Alternative among the remaining alternatives. Pursuant to Section 15126.6(c) of the CEQA Guidelines, the analysis below addresses the ability of the alternatives to "avoid or substantially lessen one or more of the significant effects" of the Project.

Of the alternatives analyzed in the Draft EIR, the No Project/No Build Alternative, would be the Environmentally Superior Alternative. This alternative would avoid all of the Project's significant environmental impacts associated with historic resources, NO_x emissions during operation, on-site construction noise, off-site construction noise, on-site construction vibration (pursuant to the threshold for human annoyance), and off-site construction vibration (pursuant to the threshold for human annoyance). Alternative 1 would also avoid the Project's significant cumulative impacts that cannot be feasibly mitigated with regard to NO_x emissions during operation, on-site construction noise, off-site construction noise, on site construction vibration (pursuant to the threshold for human annoyance), and off-site construction vibration (pursuant to the threshold for human annoyance), as well as concurrent construction and operational NO_x emissions. Alternative 1 would not result in greater impacts for any environmental issue.

Alternative 2, the No Project/Development Alternative, would avoid the Project's significant unavoidable concurrent construction/operational and operational air quality (NO_x) impacts. However, similar to the Project, Alternative 2 would result in significant unavoidable impacts with respect to historic resources, on- and off-site construction noise, and on- and off-site construction vibration (human annoyance). Like the Project, Alternative 2 would also result in significant cumulative impacts that cannot be feasibly mitigated with regard to on- and off-site construction noise, and on- and off-site construction vibration (human annoyance). Alternative 2 would not result in greater impacts for any environmental issue.

However, neither Alternative 1 nor Alternative 2 would meet the underlying purpose of the Project to redevelop the area around the Metro North Hollywood Station with a high density, mixed-use development, which is transit and pedestrian oriented and provides housing and jobs in the North Hollywood Valley Village Community Plan Area. Alternative 1 would also not meet any of the Project's other objectives. Furthermore, except for the three Project objectives associated with the Metro's Consolidated Transit Center, Alternative 2 would not meet the Project objectives (for example, Alternative 2 would not: facilitate mixed-use infill development that would enable the Project Site to function as a regional center and support transit use; provide new housing and employment opportunities in the immediate vicinity of an abundance of public transit opportunities; provide needed housing at a range of unit types and affordability levels near transit; provide community benefits, such as new community-serving retail; or

promote local and regional mobility objectives and reducing VMT by intensifying urban uses in close proximity to transit).

The CEQA Guidelines require the identification of an Environmentally Superior Alternative other than a No Project Alternative. As such, in accordance with the CEQA Guidelines, a comparative evaluation of the remaining alternatives indicates that Alternative 3, Development in Accordance with Existing Zoning Alternative, would be the Environmental Superior Alternative. Under this Alternative, the Project Site would be developed in accordance with the existing zoning of the Project Site. Specifically, Alternative 3 would develop the previously approved Consolidated Transit Center on Block 0 West (including relocating the Lankershim Depot), and would develop 358 residential units in Block 8, with the balance of the Project Site blocks and the Off-Site Metro Parking Areas retained with their existing uses.

Alternative 3 would avoid the Project's significant unavoidable operational impacts and concurrent construction and operational air quality (NOx) impacts. However, similar to the Project, Alternative 3 would result in significant unavoidable impacts with respect to historic resources, on- and off-site construction noise, and on- and off-site construction vibration (human annoyance). Like the Project, Alternative 3 would also result in significant cumulative impacts that cannot be feasibly mitigated with regard to on- and off-site construction noise, and on- and off-site construction vibration (human annoyance). These and the balance of the impacts would be less under Alternative 3 owing to less development both in terms of square footage and development area. Lastly, for no environmental issues would Alternative 3 result in greater impacts than the Project.

However, Alternative 3 would not meet the underlying purpose of the Project, which is to redevelop the area around the Metro North Hollywood Station with a high-density, mixed-use development, which is transit and pedestrian oriented and provides housing and jobs in the North Hollywood Valley Village Community Plan Area.

With the development of residential and retail uses in Block 8, Alternative 3 would partially meet the following Project objectives (not fully meet since the majority of the Project Site blocks and Off-Site Metro Parking Areas would not be redeveloped under this alternative, no public open space plazas would be provided, and the number of new residential units would be less than under the Project) or meet them to a lesser extent:

- The orderly development of residential uses, commercial uses, office uses, and transit uses, as a unified site in furtherance of Metro guidelines and goals of a mixed-use transit village at the North Hollywood station.
- Facilitate an urban in-fill development with a mix of residential, commercial, and office land uses at a density and scale to enable the Project Site to function as a regional center and support transit use.
- Provide housing in furtherance of the goals of the City's Housing Element, City's Regional Housing Needs Assessment, and which serves the surrounding area and citywide market, by providing housing in a range of unit types, affordability levels, and sizes adjacent to public transit.
- Provide community benefits, such as new community-serving retail uses, enhanced streetscapes, and publicly accessible open space amenities for the community.

- Promote fiscal benefits, economic development, and job creation by generating jobs during the construction and operation of the project and generating tax revenue for the City and ground lease revenues to Metro to support its mission to improve mobility in Los Angeles County.
- Promote local and regional mobility objectives and reduce VMT by providing a mix of higher density housing and commercial uses that are in close proximity to public transportation, including numerous bus lines, as well as rail transit, which are supported by recreational amenities, commercial services, and enhancements to bicycle and pedestrian amenities.
- Promote resource and energy conservation through incorporating sustainable and green building design and construction above code requirements.

With the development of the Consolidated Transit Center, Alternative 3 would meet the following Project objectives:

- Promote and enhance transit ridership by consolidating and revitalizing the Metro transit center to accommodate current local and municipal buses, as well as the G (Orange) Line terminus and to provide enhancements to the North Hollywood Metro Station, including an improved terminal and security office, Metro employee break room, other support structures, new Metro portal structures on the West and East sides of Lankershim, and the retention of the historic Lankershim Depot.
- Support Metro's regional planning efforts such as the Metro Vision 2028 Strategic Plan by improving pedestrian, bicycle, and transit facilities in North Hollywood.
- Improve Metro infrastructure in furtherance of Metro's commitment to convert to an all-electric fleet by 2040.

XI. Significant Irreversible Environmental Changes

Section 15126.2(c) of the CEQA Guidelines indicates that an EIR should evaluate any significant irreversible environmental changes that would occur should the proposed project be implemented. The types and level of development associated with the Project would consume limited, slowly renewable, and non-renewable resources. This consumption would occur during construction of the Project and would continue throughout its operational lifetime. The development of the Project would require a commitment of resources that would include: (1) building materials and associated solid waste disposal effects on landfills; (2) water; and (3) energy resources (e.g., fossil fuels) for electricity, natural gas, and transportation. The Project Site contains no energy resources that would be precluded from future use through Project implementation. For the reasons set forth in Section VI, Other CEQA Considerations, of the Draft EIR, the Project's irreversible changes to the environment related to the consumption of nonrenewable resources would not be significant, and the limited use of nonrenewable resources is justified.

(1) Building Materials and Solid Waste

Construction of the Project would require consumption of resources that do not replenish themselves or which may renew so slowly as to be considered non-renewable. These resources would include certain types of lumber and other forest products, aggregate materials

used in concrete and asphalt (e.g., sand, gravel and stone), metals (e.g., steel, copper and lead), and petrochemical construction materials (e.g., plastics).

The Project's potential impacts related to solid waste are addressed in the Initial Study prepared for the Project, which is included as Appendix A of the Draft EIR. As discussed therein, during construction of the Project, a minimum of 75 percent of construction and demolition debris would be diverted from landfills. In addition, during operation, the Project would provide on-site recycling containers within a designated recycling area for Project residents to facilitate recycling in accordance with the City of Los Angeles Space Allocation Ordinance (Ordinance No. 171,687) and the Los Angeles Green Building Code. In accordance with AB 1826, the Project would also provide for the recycling of organic waste. The Project would adhere to state and local solid waste policies and objectives that further goals to divert waste. Thus, the consumption of non-renewable building materials, such as aggregate materials and plastics, would be reduced and would not result in significant irreversible environmental changes.

(2) Water

Consumption of water during construction and operation of the Project is addressed in Section IV.M.1, Utilities and Service Systems—Water Supply and Infrastructure, of the Draft EIR. As evaluated therein, given the temporary nature of construction activities, the short-term and intermittent water use during construction of the Project would be less than the net new water consumption estimated for the Project at buildout. During operation, the estimated water demand for the Project would not exceed the available supplies projected by the City of Los Angeles Department of Water and Power (LADWP), as confirmed by the Water Supply Assessment and Utility Report prepared for the Project and included as Appendices T and G of the Draft EIR, respectively. Thus, LADWP would be able to meet the water demand of the Project, as well as the existing and planned future water demands of its service area. In addition, the Project would implement a variety of sustainability features related to water conservation to reduce indoor water use, as set forth in Section II, Project Description, and Section IV.M.1, Utilities and Service Systems—Water Supply and Infrastructure, of the Draft EIR. Furthermore, the Project would be required to reduce indoor water use by at least 20 percent, in accordance with the City of Los Angeles Green Building Code. The Project would also implement Project Design Feature WAT-PDF-1, which includes block-by-block water conservation measures in excess of code requirements. Thus, as evaluated in Section IV.M.1, Utilities and Service Systems—Water Supply and Infrastructure, of the Draft EIR, while Project construction and operation would result in some irreversible consumption of water, such would not result in significant irreversible environmental changes related to water supply.

(3) Energy Consumption

During ongoing operation of the Project, non-renewable fossil fuels would represent the primary energy source, and thus the existing finite supplies of these resources would be incrementally reduced. Fossil fuels, such as diesel, gasoline, and oil, would also be consumed in the use of construction vehicles and equipment. Project consumption of non-renewable fossil fuels for energy use during construction and operation of the Project is addressed in Section IV.C, Energy, of the Draft EIR. As discussed therein, construction activities for the Project would not require the consumption of natural gas, but would require the use of fossil fuels and electricity. On- and off-road vehicles would consume an estimated 482,116 gallons of gasoline and approximately 1,361,915 gallons of diesel fuel throughout the Project's construction. For comparison purposes, the fuel usage during Project construction would represent approximately 0.01 percent of the 2038 annual on-road gasoline-related energy consumption and 0.2 percent

of the 2038 annual diesel fuel-related energy consumption in Los Angeles County. Furthermore, as detailed in Section IV.C, Energy, of the Draft EIR, a total of approximately 177,558 kWh of electricity is anticipated to be consumed during Project construction. The electricity demand at any given time would vary throughout the construction period based on the construction activities being performed and would cease upon completion of construction. When not in use, electric equipment would be powered off so as to avoid unnecessary energy consumption. In addition, trucks and equipment used during construction activities would comply with CARB's anti-idling regulations as well as the In-Use Off-Road Diesel-Fueled Fleets regulation. Further, on-road vehicles (i.e., haul trucks, worker vehicles) would be subject to federal fuel efficiency requirements. Therefore, the Project would not result in the wasteful, inefficient, and unnecessary consumption of energy resources. Thus, impacts related to the consumption of fossil fuels during construction of the Project would be less than significant.

During operation, the Project's increase in electricity and natural gas demand would be within the anticipated service capabilities of LADWP and the Southern California Gas Company (SoCalGas), respectively. Specifically, the Project's electricity demand would represent less than 0.07 percent of LADWP projected sales in the 2037-2038 fiscal year. Furthermore, the Project's natural gas demand would represent approximately 0.005 percent of SoCalGas' forecasted consumption in 2035 (2035 is the latest projected year in the 2020 Gas Report). In addition, as discussed in Section IV.C, Energy, of the Draft EIR, the Project would comply with 2019 Title 24 standards and applicable 2019 CALGreen Code requirements. Gasoline and diesel fuel consumption during operation are estimated to be 955,733 gallons and 211,206 gallons, respectively, which would account for 0.03 percent of gasoline and diesel fuel consumption in Los Angeles County in 2038. In addition, as noted above, the Project is located in an HQTAs and includes a number of features that would reduce the number of VMT, such as increase density, a mixed-use development, and increased destination and transit accessibility.

Therefore, based on the above, the Project would not cause a significant and irreversible environmental change related to the wasteful, inefficient, and unnecessary consumption of energy and would be consistent with the intent of Appendix F of the CEQA Guidelines. In addition, Project operations would not conflict with adopted energy conservation plans. Refer to Section IV.C, Energy, of the Draft EIR, for further analysis regarding the Project's consumption of energy resources.

(4) Environmental Hazards

The Project's potential use of hazardous materials is addressed in Section IV.F, Hazards and Hazardous Materials, of the Draft EIR. As evaluated therein, the types and amounts of hazardous materials that would be used in connection with the Project would be typical of those used in commercial, office, and residential uses. Specifically, operation of the Project would be expected to involve the use and storage of small quantities of potentially hazardous materials in the form of cleaning solvents, painting supplies, pesticides for landscaping, and petroleum products. Construction of the Project would also involve the temporary use of potentially hazardous materials, including vehicle fuels, paints, oils, and transmission fluids. However, all potentially hazardous materials would be used and stored in accordance with manufacturers' instructions and handled in compliance with applicable federal, state, and local regulations. Any associated risk would be reduced to a less than significant level through compliance with these standards and regulations. As such, compliance with regulations and standards would serve to protect against significant and irreversible environmental change that could result from the accidental release of hazardous materials.

XII. Growth Inducing Impacts

Section 15126.2(e) of the CEQA Guidelines requires a discussion of the ways in which a proposed project could induce growth. This includes ways in which a project would foster economic or population growth, or the construction of additional housing, either directly or indirectly, in the surrounding environment. Included in this are projects which would remove obstacles to population growth, or increases in the population which may tax existing community service facilities, requiring construction of new facilities that could cause significant environmental effects. Additionally, consideration must be given to characteristics of some projects, which may encourage and facilitate other activities that could significantly affect the environment, either individually or cumulatively. It must not be assumed that growth in any area is necessarily beneficial, detrimental, or of little significance to the environment.

(1) Population

As discussed in Section II, Project Description, of the Draft EIR, the Project includes 1,527 residential units comprised of 1,216 market rate units and 311 affordable units. Based on persons per residential unit factors from the LADOT VMT Calculator, development of the proposed residential units would result in an increase of an estimated 3,717 new residents. According to SCAG's 2020–2045 Regional Transportation Plan/Sustainable Communities Strategy (2020–2045 RTP/SCS), the estimated population of 3,717 persons generated by the Project would represent approximately 0.16 percent of the projected growth in the SCAG region between 2020 and 2038 (i.e., the Project's baseline and buildout years), and 0.72 percent of the projected growth in the City during the same period. As such, the 3,717 new residents generated by the Project would be within and, thus, consistent with SCAG growth forecasts, constituting a small percentage of projected City and regional growth. Therefore, the Project's residents would be well within SCAG's population projections in the 2020–2045 RTP/SCS for the Subregion and would not result in a significant direct growth-inducing impact.

(2) Employment

The Project would have the potential to generate indirect population growth in the vicinity of the Project Site, as a result of the employment opportunities generated by the Project. During construction, the Project would create temporary construction-related jobs. However, the work requirements of most construction projects are highly specialized, such that construction workers remain at a job site only for the time in which their specific skills are needed to complete a particular phase of the construction process. Thus, construction workers would not be expected to relocate to the Project vicinity, as a direct consequence of working on the Project. Therefore, given the availability of construction workers, the Project would not be considered growth-inducing from a short-term employment perspective. Rather, the Project would provide a public benefit by providing new employment opportunities during the construction period.

Based on employee generation factors from LADOT's VMT calculator, conservatively assuming 100 percent of the restaurant uses would be fast food (identified by the LADOT as a higher employee generation rate), the proposed commercial and office uses would result in approximately 2,882 employees. When accounting for the industrial/warehouse uses to be removed from the Project Site and Off-Site Metro Parking Areas, the Project would result in a net increase of 2,821 jobs. Based on a linear interpretation of employment data from the 2020–2045 RTP/SCS, the Project's net increase of 2,821 jobs would represent approximately 0.27 percent of the projected employment growth in the SCAG Region between 2020 and 2038, and 1.58 percent of the projected employment growth in the City during the same period. Therefore,

the Project would not cause an exceedance of SCAG's employment projections contained in the 2020–2045 RTP/SCS.

In addition, the proposed office, restaurant, and retail uses would include a range of full-time and part-time positions that are typically filled by persons already residing in the vicinity of the workplace, and who generally do not relocate their households due to such employment opportunities. Therefore, given that some of the employment opportunities generated by the Project would be filled by people already residing in the vicinity of the Project Site, the potential growth associated with Project employees who may relocate their place of residence would not be substantial. Although it is possible that some of the employment opportunities offered by the Project would be filled by persons moving into the surrounding area, which could increase demand for housing, it is anticipated that most of this demand would be filled by then-existing vacancies in the housing market and others by any new residential developments that may occur in the vicinity of the Project Site. As such, the Project's office, restaurant, and retail uses would be unlikely to create an indirect demand for additional housing or households in the area.

XIII. Energy Conservation

The Project would be designed and constructed to incorporate features to support and promote environmental sustainability. This Transit Oriented Development would be located adjacent to a major public transit hub, including a stop for the Metro's B (Red) Line and G (Orange) Line stations, and would develop uses, including housing, office, retail, and open space, in one location.

"Green" principles would be incorporated throughout the Project to comply with the City of Los Angeles Green Building Code and the sustainability intent of the U.S. Green Building Council's Leadership in Energy and Environmental Design (LEED®) program to meet the standards of LEED Silver® or equivalent green building standards. These include energy conservation, water conservation, and waste reduction features to support and promote environmental sustainability, including, but not limited to: Energy Star appliances; plumbing fixtures (water closets and urinals) and fittings (faucets and showerheads) that comply with the performance requirements specified in the City of Los Angeles Green Building Code; weather-based irrigation system; and water-efficient landscaping. In addition, the Project would also set aside an area as required by Title 24 for potential installation of solar panels on high-rise multi-family buildings and non-residential buildings at a later date. Furthermore, the Project would provide parking facilities capable of supporting future electric vehicle supply equipment (EVSE), as well as parking spaces equipped with electric vehicle (EV) charging stations and/or outlets for plugin. The consolidated transit center would incorporate electric bus charging infrastructure and charging masts for the Metro G (Orange) Line and allow for future electric bus infrastructure improvements in furtherance of Metro's commitment to convert to an all-electric fleet by 2040, with 100 percent of annual new bus purchases at zero emissions by 2029.

The Project would also include a variety of other measures to reduce energy usage, including passive solar building design, daylight harvesting, natural ventilation, and building orientation; and covering building roofs with either vegetation or cool roof systems to help reduce energy use. Stormwater treatment would occur through a variety of means based on the adjacent building requirements.

XIV. STATEMENT OF OVERRIDING CONSIDERATIONS

The EIR identifies unavoidable significant impacts that would result from implementation of the project. PRC Section 21081 and Section 15093(b) of the CEQA Guidelines provide that when a decision of a public agency allows the occurrence of significant impacts that are identified in the EIR, but are not at least substantially mitigated to an insignificant level or eliminated, the lead agency must state in writing the reasons to support its action based on the EIR and/or other information in the record. The State CEQA Guidelines require, pursuant to CEQA Guidelines Section 15093(b), that the decision-maker adopt a Statement of Overriding Considerations at the time of approval of a project, if it finds that significant adverse environmental effects have been identified in the EIR that cannot be substantially mitigated to an insignificant level or be eliminated. These findings and the Statement of Overriding Considerations are based on the documents and materials that constitute the record of proceedings, including, but not limited to, the Final EIR and all technical appendices attached thereto.

Based on the analysis provided in Section IV, Environmental Impact Analysis, of the Draft EIR, implementation of the Project would result in significant impacts that cannot be feasibly mitigated with respect to: historic resources, NOx emissions during operation, on site construction noise, off site construction noise, on site construction vibration (pursuant to the threshold for human annoyance), and off site construction vibration (pursuant to the threshold for human annoyance). Implementation of the Project would also result in significant cumulative impacts that cannot be feasibly mitigated with regard to NOx emissions during operation, on-site construction noise, off-site construction noise, on-site construction vibration (pursuant to the threshold for human annoyance), and off-site construction vibration (pursuant to the threshold for human annoyance). The Project would also result in a significant and unavoidable impact related to concurrent construction and operational NOx emissions.

Accordingly, the City adopts the following Statement of Overriding Considerations. The City recognizes that significant and unavoidable impacts would result from implementation of the project. Having (i) adopted all feasible mitigation measures, (ii) rejected as infeasible the alternatives to the project discussed above, (iii) recognized all significant, unavoidable impacts, and (iv) balanced the benefits of the project against the project's significant and unavoidable impacts, the City hereby finds that each of the project's benefits, as listed below, outweigh and override the significant unavoidable impacts listed above.

The below stated reasons summarize the benefits, goals, and objectives of the Project, and provide the detailed rationale for the benefits of the Project. These overriding considerations of economic, social, aesthetic, and environmental benefits for the Project justify adoption of the Project and certification of the completed EIR. Each of the listed Project benefits set forth in this Statement of Overriding Considerations provides a separate and independent ground for the City's decision to approve the Project despite the Project's identified significant and unavoidable environmental impacts. Each of the following overriding considerations separately and independently (i) outweighs the adverse environmental impacts of the Project, and (ii) justifies adoption of the Project and certification of the completed EIR. In particular, achieving the underlying purpose for the Project would be sufficient to override the significant environmental impacts of the Project.

- **Supports City's Housing Goals.** The Project will support the City's critical housing needs, as well as General Plan goals and objectives, General Plan Framework Element goals and objectives, and Housing Element goals and objectives to provide housing available to varied income levels and household sizes by constructing 1,216

market rate and 311 Lower Income affordable units, consisting of a variety of housing types, including studio, one-, two-, and three-bedroom units. The various unit types allow rents to be offered at different price points, thereby providing options to meet the needs of potential residents and enhancing the stock of housing units in the area.

- **Site Redevelopment and Smart Growth.** The Project will substantially improve the area around the Metro North Hollywood Station with a high-density, mixed-use development, incorporating pedestrian-oriented building design, providing ground-level outdoor plazas and improved streetscape, increasing onsite landscaping, improving security and building lighting, The Project would also be providing housing and jobs on the same site as multiple transit lines in the North Hollywood Valley Village Community Plan Area, and creating a mix of uses to support pedestrian activity and transit ridership with access to the greater region.
- **Transit Infrastructure Improvements.** The Project will revitalize and expand transit facilities at Metro's North Hollywood Station, including improving the existing Metro B (Red) Line portal entry, a new B Line portal entry to the west of Lankershim Boulevard, bus terminal for the Metro G (Orange) Line, the LADOT Commuter Express, and local/regional buses with integration of public plazas and incorporation of retail uses within the historic Lankershim Depot. These improvements will help to improve efficiency, connection, and access.
- **Employment and Tax Revenue.** The Project will generate employment opportunities for the local community and surrounding area. Development and construction of the Project will generate approximately 10,098 full- and part-time construction jobs, and 2,528¹ long-term operational jobs at full buildout. These jobs will be generated both on-site and elsewhere in the City of Los Angeles, as the Project's construction and operation stimulate and support businesses in the local economy. In addition, the Project would introduce new residents into the neighborhood to patronize local retail, services, and restaurants. Moreover, the Project would provide economic benefits for the City, as it will generate approximately \$1.0 billion in total economic output from construction-related activity, \$1.1 billion in total economic output annually from Project operations, as well as \$5.3 million in one-time revenues during construction and \$9 million annually in net new revenues to the City's General Fund. (All dollar values are in constant 2021 dollars.)
- **Sustainability.** The Project will be consistent with the State's SB 375 plans and greenhouse gas emission (GHG) targets, the City's Green Building Code, and the City's Green New Deal. The Project will also be designed to achieve the standards of the Silver Rating under the USGBC's Leadership in Energy Efficiency and Design ("LEED") green building program, or equivalent green building standards, and include numerous sustainability measures to promote resource conservation.

¹ The EIR addressed the impacts from the generation of 2,821 permanent jobs. This figure was based on employee generation factors by use type from the Los Angeles Department of Transportation and Los Angeles Department of City Planning, City of Los Angeles VMT Calculator Documentation Version 1.3, May 2020, Table 1 which is based on employees per 1,000 square feet. 2,528 employees was estimated in the Fiscal and Economic Impact Report which used the IMPLAN model to estimate jobs, an economic model which is more realistic for determining employee generation for fiscal impact purposes.

- **Pedestrian and Bicycle Amenities.** The Project will provide two acres of publicly accessible plaza areas and open space, which would provide amenities and programming for the benefit of the public. Public open space could be programmed for a variety of functions, including open-air concerts, farmers markets, civic events, and passive and organized recreation. In addition, the Project will improve pedestrian and bicycle safety in the area through improvements to the public right of way, as well as expanded bicycle infrastructure in the form of a planned Metro Bikeshare Hub on site.

XV. GENERAL FINDINGS.

1. The City, acting through the Department of City Planning, is the “Lead Agency” for the Project that is evaluated in the EIR. The City finds that the EIR was prepared in compliance with CEQA and the CEQA Guidelines. The City finds that it has independently reviewed and analyzed the EIR for the Project, that the Draft EIR, which was circulated for public review, reflected its independent judgment, and that the Final EIR reflects the independent judgment of the City.

2. The EIR evaluated the following potential project and cumulative environmental impacts: Air Quality; Cultural Resources; Energy; Geology and Soils, Greenhouse Gas Emissions; Hazards and Hazardous Materials, Land Use; Noise; Population and Housing, Public Services; Transportation; Tribal Cultural Resources; and Utilities. Additionally, the EIR considered Growth Inducing Impacts and Significant Irreversible Environmental Changes. The significant environmental impacts of the Project and the alternatives were identified in the EIR.

3. The City finds that the EIR provides objective information to assist the decision-makers and the public at large in their consideration of the environmental consequences of the Project. The public review period provided all interested jurisdictions, agencies, private organizations, and individuals the opportunity to submit comments regarding the Draft EIR. The Final EIR was prepared after the review period and responds to comments made during the public review period.

4. Textual refinements were compiled and presented to the decision-makers for review and consideration. Staff has made every effort to notify the decision-makers and the interested public/agencies of each textual change in the various documents associated with Project review. These textual refinements arose for a variety of reasons. First, it is inevitable that draft documents would contain errors and would require clarifications and corrections. Second, textual clarifications were necessitated to describe refinements suggested as part of the public participation process.

5. The Department of City Planning evaluated comments on environmental issues received from persons who reviewed the Draft EIR. In accordance with CEQA, the Department of City Planning prepared written responses describing the disposition of significant environmental issues raised. The Final EIR provides adequate, good faith, and reasoned response to the comments. The Department of City Planning reviewed the comments received and responses thereto and has determined that neither the comments received nor the responses to such comments add significant new information regarding environmental impacts to the Draft EIR. The Lead Agency has based its actions on full appraisal of all viewpoints, including all comments received up to the date of adoption of these findings, concerning the environmental impacts identified and analyzed in the EIR.

6. The Final EIR documents changes to the Draft EIR. Having reviewed the information contained in the Draft EIR, the Final EIR, and the administrative record, as well as the requirements of CEQA, and the CEQA Guidelines regarding recirculation of Draft EIRs, the City finds that there is no new significant impact, substantial increase in the severity of a previously disclosed impact, significant new information in the record of proceedings or other criteria under CEQA that would require additional recirculation of the Draft EIR, or that would require preparation of a supplemental or subsequent EIR. Specifically, the City finds that:

- The Responses to Comments contained in the Final EIR fully considered and responded to comments claiming that the Project would have significant impacts or more severe impacts not disclosed in the Draft EIR and include substantial evidence that none of these comments provided substantial evidence that the Project would result in changed circumstances, significant new information, considerably different mitigation measures, or new or more severe significant impacts than were discussed in the Draft EIR.
- The City has thoroughly reviewed the public comments received regarding the project and the Final EIR as it relates to the project to determine whether under the requirements of CEQA, any of the public comments provide substantial evidence that would require recirculation of the EIR prior to its adoption and has determined that recirculation of the EIR is not required.
- None of the information submitted after publication of the Final EIR, including testimony at the public hearings on the Project, constitutes significant new information or otherwise requires preparation of a supplemental or subsequent EIR. The City does not find this information and testimony to be credible evidence of a significant impact, a substantial increase in the severity of an impact disclosed in the Final EIR, or a feasible mitigation measure or alternative not included in the Final EIR.
- The mitigation measures identified for the project were included in the Draft EIR and Final EIR. The final mitigation measures for the project are described in the Mitigation Monitoring Program (MMP). Each of the mitigation measures identified in the MMP is incorporated into the project. The City finds that the impacts of the project have been mitigated to the extent feasible by the mitigation measures identified in the MMP.

7. CEQA requires the Lead Agency approving a project to adopt an MMP or the changes to the project which it has adopted or made a condition of project approval to ensure compliance with the mitigation measures during project implementation. The mitigation measures included in the EIR as certified by the City serve that function. The MMP includes all the mitigation measures and project design features adopted by the City in connection with the approval of the Project and has been designed to ensure compliance with such measures during implementation of the Project. In accordance with CEQA, the MMP provides the means to ensure that the mitigation measures are fully enforceable. In accordance with the requirements of PRC Section 21081.6, the City hereby adopts the MMP.

8. In accordance with the requirements of PRC Section 21081.6, the City hereby adopts each of the mitigation measures expressly set forth herein as conditions of approval for the Project.

9. The custodian of the documents or other material which constitute the record of proceedings upon which the City's decision is based is the Department of City Planning, Environmental Review Section, 221 North Figueroa Street, Room 1350, Los Angeles, California 90012.

10. The City finds and declares that substantial evidence for each and every finding made herein is contained in the EIR, which is incorporated herein by this reference, or is in the record of proceedings in the matter.

11. The City is certifying an EIR for, and is approving and adopting findings for, the entirety of the actions described in these Findings and in the EIR as comprising the Project.

12. The EIR is a project EIR for purposes of environmental analysis of the Project. A project EIR examines the environmental effects of a specific project. The EIR serves as the primary environmental compliance document for entitlement decisions regarding the Project by the City and other regulatory jurisdictions.

FINDINGS OF FACT (SUBDIVISION MAP ACT)

In connection with the approval of Vesting Tentative Tract Map No. 82868, the Advisory Agency of the City of Los Angeles, pursuant to Sections 66473.1, 66474.60, .61 and .63 of the State of California Government Code (the Subdivision Map Act), makes the prescribed findings as follows. All references to the Project Site below are referring to the Tract Map Project Site.

(a) **THE PROPOSED MAP IS CONSISTENT WITH APPLICABLE GENERAL AND SPECIFIC PLANS.**

Section 66411 of the Subdivision Map Act (Map Act) establishes that local agencies regulate and control the design of subdivisions. Chapter 2, Article I, of the Map Act establishes the general provisions for tentative, final, and parcel maps. The subdivision and merger of land is regulated pursuant to Article 7 of the LAMC. The LAMC implements the goals, objectives, and policies of the General Plan through zoning regulations, including Specific Plans. The zoning regulations contained within the LAMC regulate, but are not limited to, the maximum permitted density, height, parking, and the subdivision of land. Specifically, LAMC Section 17.05 C requires that a vesting tentative tract map be designed in compliance with the zoning applicable to the project site.

The Project Site contains approximately 12.5-acre (544,887 square-foot) site and 50 ground lots, currently occupied by industrial uses/warehouses, the Metro B Line Portal, a bus facility, and associated surface parking. The Vesting Tentative Tract Map (VTTM) proposes to merge these lots into 11 ground lots and 33 airspace lots, including merging portions of public rights-of-way along Cumpston Street, Weddington Street, and Bakman Avenue; and a Haul Route for the export of up to 587,300 cubic yards of soil.

The Project Site is located within the North Hollywood - Valley Village Community Plan, which designates the Project Site for Community Commercial, Commercial Manufacturing, and Public Facilities land uses, and has corresponding zones of C2-2D-CA, C4-2D, C4-2D-CA, CM-1VL, and PF-1VL, respectively. Under concurrent Case No. CPC-2019-7239-GPAJ-ZVCJ-HD-SP-SN-BL, the applicant is requesting a General Plan Amendment to redesignate the Project Site as Regional Center Commercial, the establishment of the new District NoHo Specific Plan, and a Zone Change and Height

District Change to rezone the Project Site to the District NoHo Specific Plan (DNSP) Zone with a corresponding Sign District, in order to allow the development of a multi-phased, mixed-use development, to include up to 1,527 residential units (including 1,216 market-rate units and 311 affordable units), 105,125 sf of retail/restaurant uses, and 580,374 sf of office space, for an overall, total of 2,209,027 sf, resulting in a FAR of 3.16:1. The Specific Plan would govern zoning for the Project Site, including residential unit limits, height, FAR, use, yards, open space, parking, parking, public ROW improvements, streetscape regulations, dedications and mergers of land, and design standards. The Project is a Joint Development and Option Agreement by and between the Developer and LA Metro and would include transit improvements conducted by Metro as part of the Project. These are not included in the entitlement requests, but Metro approval to develop the Site is contingent upon their completion. The improvements include but are not limited to, G Line terminus improvements, a remodeled B Line portal, and a new B Line portal.

LAMC Section 17.06 B requires that the tract map be prepared by or under the direction of a licensed surveyor or registered civil engineer. The VTTM was prepared by a Registered Professional Engineer and contains the required components, dimensions, areas, notes, legal description, ownership, applicant, and site address information as required by the LAMC.

Additionally, LAMC Section 17.15 B requires that vesting tentative tract maps provide the proposed building envelope, height, size, and number of units, as well as the approximate location of buildings, driveways, and proposed exterior garden walls. The VTTM provides the building envelope, height, number of units, and approximate location of the building and driveways among other required map elements.

Therefore, in conjunction with the approval of the related entitlements and, as conditioned, the Project will be consistent with the zoning regulations of the site and the North Hollywood – Valley Village Community Plan.

(b) **THE DESIGN AND IMPROVEMENT OF THE PROPOSED SUBDIVISION ARE CONSISTENT WITH APPLICABLE GENERAL AND SPECIFIC PLANS.**

For purposes of a subdivision, design and improvement is defined by Section 66418 of the Subdivision Map Act and LAMC Section 17.02. Section 66418 of the Subdivision Map Act defines the term “design” as follows: “Design” means: (1) street alignments, grades and widths; (2) drainage and sanitary facilities and utilities, including alignments and grades thereof; (3) location and size of all required easements and rights-of-way; (4) fire roads and firebreaks; (5) lot size and configuration; (6) traffic access; (7) grading; (8) land to be dedicated for park or recreational purposes; and (9) such other specific physical requirement in the plan and configuration of the entire subdivision as may be necessary to ensure consistency with, or implementation of, the General Plan or any applicable Specific Plan.

LAMC Section 17.05 C enumerates design standards for Subdivisions and requires that each tentative map be designed in conformance with the Street Design Standards and in conformance to the General Plan. LAMC Section 17.05 C, third paragraph, further establishes that density calculations include the areas for residential use and areas designated for public uses, except for land set aside for street purposes (“net area”).

LAMC Section 17.06 B and 17.15 list the map requirements for a tentative tract map and vesting tentative tract map.

The VTTM proposes to merge these lots into 11 ground lots and 33 airspace lots, including merging portions of public rights-of-way along Cumpston Street, Weddington Street, and Bakman Avenue; and a Haul Route for the export of up to 587,300 cubic yards of soil.

The VTTM reflects individual ground lots that are to function as private driveways, but which would serve as a continuation of the street grid, with through street access along Klump Avenue. While these are private driveways and not public or private streets, they will in effect serve largely as extensions of the existing public streets to which they connect. These private driveways would be privately maintained and not be subject to City regulations related to standard requirements for streets.

As described above in within Finding (a), LAMC Section 17.05 C requires that a vesting tentative tract map be designed in compliance with the zoning applicable to the project site. The Project Site is located within the North Hollywood - Valley Village Community Plan, which designated the Project Site for Community Commercial, Commercial Manufacturing, and Public Facilities land uses, and zones of C2-2D-CA, C4-2D, C4-2D-CA, CM-1VL, and PF-1VL. Under concurrent Case No. CPC-2019-7239-GPAJ-ZVCJ-HD-SP-SN-BL, the applicant is requesting a General Plan Amendment to redesignate the Project Site as Regional Center Commercial, the establishment of the new District NoHo Specific Plan, and a Zone Change and Height District Change to rezone the Project Site to the Specific Plan Zone with a corresponding Sign District, in order to allow the development of a multi-phased, mixed-use development, to include up to 1,527 residential units (including 1,216 market-rate units and 311 affordable units), 105,125 sf of retail/restaurant uses, and 580,374 sf of office space, for an overall total of 2,209,027 sf, resulting in an FAR of 3.16:1. The Specific Plan would govern zoning for the Project Site, including residential unit limits, height, FAR, use, yards, open space, parking, parking, public ROW improvements, streetscape regulations, dedications and mergers of land, and design standards. In conjunction with this request and, as conditioned, the Project will be consistent with the zoning regulations of the site and the North Hollywood – Valley Village Community Plan.

The design and layout of the map is consistent with the design standards established by the Subdivision Map Act and Division of Land Regulations of the LAMC, as the VTTM was distributed to and reviewed by the various City agencies of the Subdivision Committee that have the authority to make dedication, and/or improvement recommendations, including, but not limited to, BOE, LADBS - Grading Division and Zoning Divisions, Bureau of Street Lighting, RAP. Several public agencies found the subdivision design satisfactory, with imposed improvement requirements and/or conditions of approval. Specifically, BOE reviewed the VTTM for compliance with the Street Design Standards and has recommended improvements to the public rights-of-ways in accordance with the proposed Specific Plan, or in the event it is not approved, with Mobility Plan 2035. All necessary street improvements will be made to comply with the American Disabilities Act (ADA). In addition, BOE reviewed the sewer/storm drain lines serving the subject VTTM and found no potential problems to structures or maintenance. As noted in the Conditions of Approval, the LADBS - Grading Division has reviewed the geology/soils reports prepared for the Project and issued a Soils Approval Letter dated July 13, 2022. The Soils Approval Letter includes specific design and

engineering conditions that will ensure the Project can be built safely and that the site will be suitable for the proposed development.

Therefore, in conjunction with the approval of the related entitlements and, as conditioned, the design and improvement of the proposed subdivision is consistent with the intent and purpose of the applicable General Plan.

(c) THE SITE IS PHYSICALLY SUITABLE FOR THE PROPOSED TYPE OF DEVELOPMENT.

The Project Site is located in a developed urban area within the North Hollywood – Valley Village Community Plan, and is comprised of two non-contiguous generally rectangular groups of parcels, where Ground Lots 1-6 are bounded by Cumpston Street to the north, Fair Avenue to the east, Chandler Boulevard to the south, and Lankershim Boulevard to the west, while Ground Lot 7 is bounded by Chandler Boulevard to the north, Lankershim Boulevard to the east, Weddington Street and an adjacent existing building to the south, and Bakman Avenue to the west. Surrounding properties are within the C2-2D, C2-2D-CA, C4-2D, C4-2D-CA, CM-1VL, R4P-1L, R4-1L, and PF-1XL Zones. Surrounding uses near the Project Site include medium- to high-density, low- and high-rise commercial and multi-family buildings, and public facilities.

The Project Site is currently improved with the Metro B Line Portal, a transit facility, and associated surface parking. Under concurrent Case No. CPC-2019-7239-GPAJ-ZVCJ-HD-SP-SN-BL, the applicant is requesting a General Plan Amendment to redesignate the Project Site as Regional Center Commercial, the establishment of the new District NoHo Specific Plan, and a Zone Change and Height District Change to rezone the Project Site to the Specific Plan Zone with a corresponding Sign District. All improvements and the surface parking would be demolished to allow the development of a multi-phased, mixed-use development, to include up to 1,527 residential units (including 1,216 market-rate units and 311 affordable units), 105,125 sf of retail/restaurant uses, and 580,374 sf of office space, for an overall total of 2,209,027 sf, resulting in an FAR of 3.16:1. The site would be physically suitable to allow for the proposed development.

Regarding biological resources on-site, there are currently 126 trees onsite and 46 street trees. A total of 114 on-site trees and 33 street trees would be removed as part of the VTTM. There are no protected trees on the Project Site. The Specific Plan includes tree replacement standards, as well as a Streetscape Plan. The LAMC would require the planting of 68 replacement trees, whereas the Specific Plan would require the planting of 373 new trees, including 91 new street trees. These replacement trees would be able to be physically accommodated on the site.

In terms of soil stability and grading activities, the Project Site is on a minor grade generally from the highest elevation at the southeast corner of Lankershim Boulevard and Cumpston Street sloping downward gradually to the to the southeast across both sides of Lankershim Boulevard, with both parts of the non-contiguous Project Site remaining level. The Project would include excavation up to 60 feet below grade but maintain the prevailing grade after construction. The depth of excavation and improvements from the Project would not conflict with, be precluded by, or physically compromise the transit station below the Project Site.

Other hazards and existing conditions have been considered in review of the physical suitability of the site. The Project Site is not located within a Methane Zone and would not be subject to the requirements of the City Methane Requirements. The Site is not located in a hillside area, or Alquist-Priolo Fault Zone, landslide area, or preliminary fault rupture study area. The Project Site is located outside of a hillside area, earthquake induced landslide, or fault-rupture hazard zone. The Project Site is located in a Liquefaction Zone, but as discussed in the EIR, regulatory compliance measures and a required final geotechnical report, subject to LADBS review, would ensure no risks from liquefaction would occur onsite. LADBS - Grading Division has reviewed the geology/soils reports prepared for the Project and issued a Soils Approval Letter dated July 13, 2022. The Soils Approval Letter includes specific design and engineering conditions that will ensure the Project can be built safely and that the site will be suitable for the proposed development. The recommendations from the Soils Approval Letter have been imposed as Conditions of Approval of the VTTM. Finally, prior to the issuance of any permits, the Project would be required to be reviewed and approved by the LADBS and LAFD to ensure compliance with building, fire, and safety codes. The Project Site is also listed in databases compiled pursuant to Government Code Section 65962.5. The Draft EIR concluded these listings, Phase I, and Phase II findings collectively constitute a Recognized Environmental Concern (REC). The analysis, however, determined that with implementation of mitigation measures, the impacts related to hazardous materials would be less than significant. Mitigation measures related to hazardous materials are incorporated into the Mitigation Monitoring Program for the Project, discussed above in the CEQA Findings, and as part of standard City conditions, are also a condition of approval required for any construction.

Therefore, in conjunction with the approval of the related entitlements and, as conditioned, the Project Site would be physically suitable for the proposed type of development.

(d) THE SITE IS PHYSICALLY SUITABLE FOR THE PROPOSED DENSITY OF DEVELOPMENT.

The General Plan identifies, through its Community and Specific Plans, geographic locations where planned and anticipated densities are permitted. Zoning applied to subject sites throughout the City are allocated based on the type of land use, physical suitability, and population growth that is expected to occur.

The Project Site is located in a developed urban area within the North Hollywood – Valley Village Community Plan, and is comprised of two non-contiguous generally rectangular groups of parcels, where Ground Lots 1-6 are bounded by Cumpston Street to the north, Fair Avenue to the east, Chandler Boulevard to the south, and Lankershim Boulevard to the west, while ground Lot 7 is bounded by Chandler Boulevard to the north, Lankershim Boulevard to the east, Weddington Street and an adjacent existing building to the south, and Bakman Avenue to the west. Surrounding properties are within the C2-2D, C2-2D-CA, C4-2D, C4-2D-CA, CM-1VL, R4P-1L, R4-1L, and PF-1XL Zones. Surrounding uses near the Project Site include medium- to high-density, low- and high-rise commercial and multi-family buildings, and public facilities.

The Project Site is designated for Community Commercial, Commercial Manufacturing, and Public Facilities land uses, and includes the following zones: C2-2D-CA, C4-2D, C4-2D-CA, CM-1VL, and PF-1VL. Under concurrent Case No. CPC-2019-7239-GPAJ-

ZVCJ-HD-SP-SN-BL, the applicant is requesting a General Plan Amendment to redesignate the Project Site as Regional Center Commercial, the establishment of the new District NoHo Specific Plan, and a Zone Change and Height District Change to rezone the Project Site to a Specific Plan Zone with a corresponding Sign District, in order to allow the development of a multi-phased, mixed-use development, to include up to 1,527 residential units (including 1,216 market-rate units and 311 affordable units), 105,125 sf of retail/restaurant uses, and 580,374 sf of office space, for an overall total of 2,209,027 sf, resulting in an FAR of 3.16:1. The Specific Plan would govern zoning for the Project Site, including residential unit limits, height, FAR, use, yards, open space, bicycle parking, vehicle parking, alcohol sales, public right-of-way improvements, streetscape regulations, dedications, and design standards. The Specific Plan would regulate density on site, guide development through the planned phases of the Project, and require various improvements be implemented as part of each phase of the Project. The depth of excavation and improvements from the Project would not conflict with, be precluded by, or physically compromise the transit station below the Project Site.

The Project's floor area, density, and massing is appropriately scaled and situated given the uses in the surrounding area. The subject site is a relatively flat, infill lot in a developed urban area with adequate infrastructure. The area is easily accessible via improved streets, highways, and transit systems. The environmental review conducted by the Department of City Planning under Case No. ENV-2019-7241-EIR (SCH No. 2020060573), establishes that the physical characteristics of the site and the proposed density of development are generally consistent with existing development and urban character of the surrounding community. Therefore, in conjunction with the approval of the related entitlements and, as conditioned, the project site is physically suitable for the proposed density of development.

- (e) THE DESIGN OF THE SUBDIVISION AND THE PROPOSED IMPROVEMENTS ARE NOT LIKELY TO CAUSE SUBSTANTIAL ENVIRONMENTAL DAMAGE OR SUBSTANTIALLY AND AVOIDABLY INJURE FISH OR WILDLIFE OR THEIR HABITAT.

The Project proposes an infill development within the North Hollywood – Valley Village Community Plan area in the City of Los Angeles. The VTTM includes the merger of 50 existing ground lots into 11 ground lots and 33 airspace lots, including merging portions of public right-of-way along Cumpston Street, Weddington Street, and Bakman Avenue. Under concurrent case No. CPC-2019-7239-GPAJ-ZVCJ-HD-SP-SN-BL, the applicant is requesting a General Plan Amendment to redesignate the Project Site as Regional Center Commercial, the establishment of the new District NoHo Specific Plan, and a Zone Change and Height District Change to rezone the Project Site to a Specific Plan Zone with a corresponding Sign District, in order to allow the development of a multi-phased, mixed-use development, to include up to 1,527 residential units (including 1,216 market-rate units and 311 affordable units), 105,125 sf of retail/restaurant uses, and 580,374 sf of office space, for an overall total of 2,209,027 sf, resulting in an FAR of 3.16:1.

The Project Site is currently improved with industrial uses/warehouses, the Metro B Line Portal, a bus facility and associated surface parking and does not provide a natural habitat for either fish or wildlife. The EIR prepared for the Project identifies no potential adverse impacts on fish or wildlife resources. The Project Site does not contain any natural open spaces, act as a wildlife corridor, contain riparian habitat, wetland habitat,

migratory corridors, conflict with any protected tree ordinance, conflict with a Habitat Conservation Plan, nor possess any areas of significant biological resource value. Impacts related to conflict with any local policies or ordinances protecting biological resources would be less than significant. Existing landscaping on the Project Site is limited and does not contain any natural open spaces, act as a wildlife corridor, contain riparian habitat, wetland habitat, migratory corridors, conflict with any protected tree ordinance, conflict with a Habitat Conservation Plan, nor possess any areas of significant biological resource value. There are currently 126 trees onsite and 46 street trees. A total of 114 on-site trees and 33 street trees would be removed as part of the VTTM. There are no protected trees on the Project Site.

Therefore, the design of the subdivision would not cause substantial environmental damage or substantially and avoidably injure fish, wildlife, or their habitat.

(f) THE DESIGN OF THE SUBDIVISION AND THE PROPOSED IMPROVEMENTS ARE NOT LIKELY TO CAUSE SERIOUS PUBLIC HEALTH PROBLEMS.

No adverse impacts to the public health or safety would occur because of the design and improvement of the site. The proposed subdivision and subsequent improvements are subject to the provisions of the LAMC (e.g., the Fire Code, Planning and Zoning Code, Health and Safety Code) and the Building Code. Other health and safety related requirements as mandated by law would apply where applicable to ensure the public health and welfare (e.g., asbestos abatement, seismic safety, flood hazard management). The Project Site is listed in databases compiled pursuant to Government Code Section 65962.5. The Draft EIR concluded these listings, Phase I, and Phase II findings collectively constitute a REC. The analysis, however, determined that with implementation of mitigation measures, the impacts related to hazardous materials would be less than significant. Mitigation measures related to hazardous materials are incorporated into the Mitigation Monitoring Program for the Project, discussed above in the CEQA Findings, and as part of standard City conditions, are also a condition of approval required for any construction.

The Project Site is located in a Liquefaction Zone, but as discussed in the EIR, regulatory compliance measures and a required final geotechnical report, subject to LADBS review, would ensure no risks from liquefaction would occur onsite. LADBS - Grading Division has reviewed the geology/soils reports prepared for the Project and issued a Soils Approval Letter dated July 13, 2022. The Soils Approval Letter includes specific design and engineering conditions that will ensure the Project can be built safely and that the site will be suitable for the proposed development. The recommendations from the Soils Approval Letter have been imposed as Conditions of Approval of the VTTM.

The development of the Project does not propose substantial alteration to the existing topography. The Project is not located within a flood hazard area, a hillside area, earthquake induced landslide, or fault-rupture hazard zone; and does not require any grading or construction of an engineered retaining structure to remove potential geologic hazards. Further, the Project can be adequately served by existing utilities, and the Project Applicant has paid, or committed to pay, all applicable in lieu fees. The development is required to be connected to the City's sanitary sewer system, where the sewage will be directed to the Hyperion Treatment Plant, which has been upgraded to

meet statewide ocean discharge standards and has adequate capacity to serve the project. Moreover, as required by LAMC Section 64.15, further detailed gauging and evaluation will be conducted as part of the required building permit process for the project, including the requirement to obtain final approval of an updated Sewer Capacity Availability Report demonstrating adequate capacity. In addition, Project-related sanitary sewer connections and on-site water and wastewater infrastructure will be designed and constructed in accordance with applicable LASAN and California Plumbing Code standards.

No adverse impacts to the public health or safety would occur as a result of the design and improvement of the site. Therefore, the design of the subdivision and the proposed improvements are not likely to cause serious public health problems.

- (g) THE DESIGN OF THE SUBDIVISION AND THE PROPOSED IMPROVEMENTS WILL NOT CONFLICT WITH EASEMENTS ACQUIRED BY THE PUBLIC AT LARGE FOR ACCESS THROUGH OR USE OF PROPERTY WITHIN THE PROPOSED SUBDIVISION.

There are no recorded instruments identifying easements encumbering the Project Site for the purpose of providing public access. The site is surrounded by public streets and private properties that adjoin improved public streets designed and improved for the specific purpose of providing public access throughout the area. The Project Site does not adjoin or provide access to a public resource, natural habitat, public park, or any officially recognized public recreation area. No streams or rivers cross the Project Site. Needed public access for roads and utilities will be acquired by the City prior to recordation of the proposed tract. The Project is a Joint Development and Option Agreement by and between the Developer and LA Metro, and as a result, the land will not transfer to the Applicant, but remain Metro land for the duration of the agreement. The VTTM also divides the property such that the land around the subway portal is an individual lot. The Project and the proposed subdivision will, therefore, not preclude the public access to the existing public transit infrastructure.

Therefore, the design of the subdivision and the proposed improvements would not conflict with easements acquired by the public at large for access through or use of property within the proposed subdivision.

- (h) THE DESIGN OF THE PROPOSED SUBDIVISION WILL PROVIDE, TO THE EXTENT FEASIBLE, FOR FUTURE PASSIVE OR NATURAL HEATING OR COOLING OPPORTUNITIES IN THE SUBDIVISION. (REF. SECTION 66473.1)

In assessing the feasibility of passive or natural heating or cooling opportunities in the proposed subdivision design, the Project Applicant has prepared and submitted materials which consider the local climate, contours, configuration of the parcel(s) to be subdivided and other design and improvement requirements.

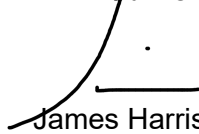
Providing for passive or natural heating or cooling opportunities will not result in reducing allowable densities or the percentage of a lot which may be occupied by a building or structure under applicable planning and zoning in effect at the time the tentative map was filed.

The topography of the Site has been considered in the maximization of passive or

natural heating and cooling opportunities. In addition, prior to obtaining a building permit, the subdivider shall consider building construction techniques, such as overhanging eaves, location of windows, insulation, exhaust fans; planting of trees for shade purposes and the height of the buildings on the site in relation to adjacent development.

These findings shall apply to both the tentative and final maps for VTTM No. 82868.

VINCENT P. BERTONI, AICP
Advisory Agency



James Harris
Deputy Advisory Agency
MZ: JH: MN: JM

Note: This grant is not a permit or license and any permits and/or licenses required by law must be obtained from the proper public agency. If any Condition of this grant is violated or not complied with, then the applicant or their successor in interest may be prosecuted for violating these Conditions the same as for any violation of the requirements contained in the Los Angeles Municipal Code (LAMC).

This determination will become effective after the end of appeal period date on the first page of this document, unless an appeal is filed with the Department of City Planning. An appeal application must be submitted and paid for before 4:30 PM (PST) on the final day to appeal the determination. Should the final day fall on a weekend or legal City holiday, the time for filing an appeal shall be extended to 4:30 PM (PST) on the next succeeding working day. Appeals should be filed early to ensure the Development Services Center (DSC) staff has adequate time to review and accept the documents, and to allow appellants time to submit payment.

An appeal may be filed utilizing the following options:

Online Application System (OAS): The OAS (<https://planning.lacity.org/oas>) allows entitlement appeals to be submitted entirely electronically by allowing an appellant to fill out and submit an appeal application online directly to City Planning's DSC, and submit fee payment by credit card or e-check.

Drop off at DSC. Appeals of this determination can be submitted in-person at the Metro or Van Nuys DSC locations, and payment can be made by credit card or check. City Planning has established drop-off areas at the DSCs with physical boxes where appellants can drop off appeal applications; alternatively, appeal applications can be filed with staff at DSC public counters. Appeal applications must be on the prescribed forms, and accompanied by the required fee and a copy of the determination letter. Appeal applications shall be received by the DSC public counter and paid for on or before the above date or the appeal will not be accepted.

Forms are available online at <http://planning.lacity.org/development-services/forms>.
Public offices are located at:

Metro DSC
 (213) 482-7077
 201 N. Figueroa Street
 Los Angeles, CA 90012
planning.figcounter@lacity.org

Van Nuys DSC
 (818) 374-5050
 6262 Van Nuys Boulevard
 Van Nuys, CA 91401
planning.mbc2@lacity.org

West Los Angeles DSC
 (CURRENTLY CLOSED)
 (310) 231-2901
 1828 Sawtelle Boulevard
 West LA, CA 90025
planning.westla@lacity.org

City Planning staff may follow up with the appellant via email and/or phone if there are any questions or missing materials in the appeal submission, to ensure that the appeal package is complete and meets the applicable LAMC provisions.

If you seek judicial review of any decision of the City pursuant to California Code of Civil Procedure Section 1094.5, the petition for writ of mandate pursuant to that section must be filed no later than the 90th day following the date on which the City's decision became final pursuant to California Code of Civil Procedure Section 1094.6. There may be other time limits which also affect your ability to seek judicial review.

Verification of condition compliance with building plans and/or building permit applications are done at the City Planning Metro or Valley DSC locations. An in-person or virtual appointment for Condition Clearance can be made through the City's BuildLA portal (appointments.lacity.org). The applicant is further advised to notify any consultant representing you of this requirement as well.



QR Code to
 Online Appeal Filing



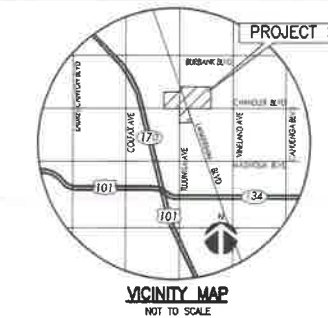
QR Code to Forms for In-
 Person Appeal Filing



QR Code to BuildLA
 Appointment Portal for
 Condition Clearance

VESTING TENTATIVE TRACT MAP NO. 82868

FOR SUBDIVISION, AIRSPACE AND MERGER PURPOSES



LEGAL DESCRIPTION:

(PER CHICAGO TITLE COMPANY ORDER NO. 00073130-994-LT-2-DB DATED JUNE 3, 2019)

THE LAND REFERRED TO HEREIN BELOW IS SITUATED IN THE CITY OF LOS ANGELES, IN THE COUNTY OF LOS ANGELES, STATE OF CALIFORNIA, AND IS DESCRIBED AS FOLLOWS:

PARCEL 1: (APN 2350-012-925)

LOTS 1 AND 2 IN BLOCK 9 OF LANKERSHIM, IN THE CITY OF LOS ANGELES, COUNTY OF LOS ANGELES, STATE OF CALIFORNIA, AS PER MAP RECORDED IN BOOK 16 PAGES 114 AND 115 OF MAPS, IN THE OFFICE OF THE COUNTY RECORDER OF SAID COUNTY.

PARCEL 2: (APN 2350-012-927)

LOT 4 IN BLOCK 9 OF LANKERSHIM, IN THE CITY OF LOS ANGELES, COUNTY OF LOS ANGELES, STATE OF CALIFORNIA, AS PER MAP RECORDED IN BOOK 16 PAGES 114 AND 115 OF MAPS, IN THE OFFICE OF THE COUNTY RECORDER OF SAID COUNTY.

PARCEL 3: (APN 2350-012-928)

LOT 5 IN BLOCK 9 OF LANKERSHIM, IN THE CITY OF LOS ANGELES, COUNTY OF LOS ANGELES, STATE OF CALIFORNIA, AS PER MAP RECORDED IN BOOK 16 PAGES 114 AND 115 OF MAPS, IN THE OFFICE OF THE COUNTY RECORDER OF SAID COUNTY.

PARCEL 4: (APN 2350-012-929)

LOT 6 IN BLOCK 9 OF LANKERSHIM, IN THE CITY OF LOS ANGELES, COUNTY OF LOS ANGELES, STATE OF CALIFORNIA, AS PER MAP RECORDED IN BOOK 16 PAGES 114 AND 115 OF MAPS, IN THE OFFICE OF THE COUNTY RECORDER OF SAID COUNTY.

PARCEL 5: (APN 2350-012-930)

LOT 7 IN BLOCK 9 OF LANKERSHIM, IN THE CITY OF LOS ANGELES, COUNTY OF LOS ANGELES, STATE OF CALIFORNIA, AS PER MAP RECORDED IN BOOK 16 PAGES 114 AND 115 OF MAPS, IN THE OFFICE OF THE COUNTY RECORDER OF SAID COUNTY.

PARCEL 6: (APN 2350-012-931)

LOT 8 IN BLOCK 9 OF LANKERSHIM, IN THE CITY OF LOS ANGELES, COUNTY OF LOS ANGELES, STATE OF CALIFORNIA, AS PER MAP RECORDED IN BOOK 16 PAGES 114 AND 115 OF MAPS, IN THE OFFICE OF THE COUNTY RECORDER OF SAID COUNTY.

PARCEL 7A: (APN 2350-012-923)

THE NORTH 50 FEET OF LOTS 16 AND 18, IN BLOCK 9, TOWN OF TOLUCA, IN THE CITY OF LOS ANGELES, COUNTY OF LOS ANGELES, STATE OF CALIFORNIA, AS SHOWN ON RECORDED'S FILED MAP NO. 515, ON FILE IN THE OFFICE OF THE COUNTY RECORDER OF SAID COUNTY, TOGETHER WITH THE WEST 30 FEET OF LOT 19 IN SAID BLOCK 9.

EXCEPT THE SOUTH 100 FEET OF SAID LOT 19.

PARCEL 7B: (APN 2350-012-924)

LOTS 16, 17 AND 18 IN BLOCK 9, TOWN OF TOLUCA, IN THE CITY OF LOS ANGELES, COUNTY OF LOS ANGELES, STATE OF CALIFORNIA, AS PER MAP RECORDED IN THE TOWN OF TOLUCA FILED IN THE OFFICE OF THE COUNTY RECORDER OF SAID COUNTY ON JANUARY 31, 1895.

EXCEPT THE NORTH 50 FEET OF LOTS 16 AND 18, MEASURED AT RIGHT ANGLES TO THE NORTH LINE OF SAID LOT 16 AND THE WEST 30 FEET OF THE SOUTH 100 FEET OF SAID LOT 19.

PARCEL 8: (APNS 2350-012-932, 933, 934, 935, 936, 937)

LOTS 9, 10, 11, 12, 13, 14 AND 15 IN BLOCK 9 OF LANKERSHIM, IN THE CITY OF LOS ANGELES, COUNTY OF LOS ANGELES, STATE OF CALIFORNIA, AS PER MAP RECORDED IN BOOK 16 PAGES 114 AND 115 OF MAPS, IN THE OFFICE OF THE COUNTY RECORDER OF SAID COUNTY.

PARCEL 9: (APN 2350-012-926)

LOT 3 IN BLOCK 9 OF LANKERSHIM, IN THE CITY OF LOS ANGELES, COUNTY OF LOS ANGELES, STATE OF CALIFORNIA, AS PER MAP RECORDED IN BOOK 16 PAGES 114 AND 115 OF MAPS, IN THE OFFICE OF THE COUNTY RECORDER OF SAID COUNTY.

PARCEL 10: (APN 2350-012-938)

ALL OF LOTS 19 TO 29, INCLUDING EXCEPT THE WEST 30 FEET OF SAID LOT 19, ALL IN BLOCK 9 OF TOLUCA, IN THE CITY OF LOS ANGELES, COUNTY OF LOS ANGELES, STATE OF CALIFORNIA, AS DESIGNATED ON MAP FILED IN THE OFFICE OF THE RECORDER OF SAID COUNTY ON JANUARY 31, 1895, TOGETHER WITH THAT PORTION OF THE VACATED STREETS DESCRIBED IN THE NORTH, SOUTH AND EAST AS VACATED BY RESOLUTION TO VACATE NO. 02-140494, RECORDED AUGUST 6, 2003 AS INSTRUMENT NO. 03-2267607 AND BY RESOLUTION TO VACATE NO. 04-140494-R, RECORDED JULY 8, 2004 AS INSTRUMENT NO. 04-1743825, BOTH OF OFFICIAL RECORDS.

PARCEL 11: (APN 2350-012-922)

ALL THAT CERTAIN PIECE OF PARCEL LAND SITUATED IN THE RANCHO EX-MISSION DE SAN FERNANDO, IN THE CITY OF LOS ANGELES, COUNTY OF LOS ANGELES, STATE OF CALIFORNIA, BEING A PORTION OF THE 100 FOOT STRIP OF LAND CONVEYED TO SOUTHERN PACIFIC RAILROAD COMPANY, BY PACIFIC IMPROVEMENT COMPANY, BY DEED DATED DECEMBER 30, 1893, RECORDED IN BOOK 946 PAGE 317 OF DEEDS, RECORDS OF SAID COUNTY, IN BLOCK 160 OF THE LANKERSHIM RANCH LAND AND WATER COMPANY, SUBDIVISION OF THE EAST 12,000 ACRES OF THE RANCHO EX-MISSION DE SAN FERNANDO, ACCORDING TO THE MAP RECORDED IN BOOK 31 PAGE 39 TO 44 INCLUSIVE OF MAPS, RECORDS OF SAID COUNTY AND MORE PARTICULARLY DESCRIBED AS FOLLOWS:

BEGINNING AT A POINT OF INTERSECTION OF THE NORTHEASTERLY LINE OF LANKERSHIM BOULEVARD, 80 FEET WIDE (FORMERLY FERNANDO AVENUE), AS SHOWN IN SAID BLOCK 160 ON SAID MAP OF SAID LANKERSHIM RANCHO LAND AND WATER COMPANY, SUBDIVISION WITH THE SOUTHERLY LINE OF SAID STRIP OF LAND 100 FEET IN WIDTH; THENCE EASTERLY ALONG SAID SOUTHERLY LINE OF SAID 100 FOOT STRIP OF LAND, A DISTANCE OF 300 FEET TO THE TRUE POINT OF BEGINNING; THENCE FROM SAID TRUE POINT OF BEGINNING NORTHERLY AT RIGHT ANGLES 100 FEET TO A POINT IN THE NORTHERLY LINE OF SAID 100 FOOT STRIP OF LAND, SAID NORTHERLY LINE BEING PARALLEL WITH AND 60 FEET SOUTHERLY AT RIGHT ANGLES FROM THE CENTER LINE OF THE MAIN TRACK OF THE SOUTHERN PACIFIC RAILROAD COMPANY; THENCE EASTERLY ALONG SAID NORTHERLY LINE, 60 FEET; THENCE SOUTHERLY AT RIGHT ANGLES 100 FEET TO A POINT IN SAID SOUTHERLY LINE; THENCE WESTERLY ALONG SAID SOUTHERLY LINE 80 FEET TO THE TRUE POINT OF BEGINNING.

PARCEL 12: (APN 2350-012-921)

ALL THAT CERTAIN PIECE OF PARCEL LAND SITUATED IN RANCHO EX-MISSION DE SAN FERNANDO, IN THE CITY OF LOS ANGELES, COUNTY OF LOS ANGELES, STATE OF CALIFORNIA, BEING A PORTION OF THE 100-FOOT STRIP OF LAND CONVEYED TO SOUTHERN PACIFIC RAILROAD COMPANY BY PACIFIC IMPROVEMENT COMPANY, BY DEED DATED DECEMBER 30, 1893, RECORDED IN BOOK 946 PAGE 317 OF DEEDS, RECORDS OF SAID COUNTY, IN BLOCK 160 OF THE LANKERSHIM RANCH LAND AND WATER COMPANY, SUBDIVISION OF THE EAST 12,000 ACRES OF THE RANCHO EX-MISSION DE SAN FERNANDO, ACCORDING TO THE MAP RECORDED IN BOOK 31 PAGES 39 TO 44 INCLUSIVE OF MISCELLANEOUS RECORDS, IN THE OFFICE OF THE COUNTY RECORDER OF SAID COUNTY, AND MORE PARTICULARLY DESCRIBED AS FOLLOWS:

BEGINNING AT A POINT OF INTERSECTION OF THE NORTHEASTERLY LINE OF LANKERSHIM BOULEVARD, 80 FEET WIDE (FORMERLY SAN FERNANDO AVENUE), AS SHOWN IN SAID BLOCK 160 ON SAID MAP OF SAID LANKERSHIM RANCH LAND AND WATER COMPANY'S SUBDIVISION, WITH THE SOUTHERLY LINE OF SAID STRIP OF LAND, 100 FEET IN WIDTH; THENCE EASTERLY ALONG SAID SOUTHERLY LINE OF SAID 100-FOOT STRIP OF LAND, DISTANCE OF 300 FEET; THENCE NORTHERLY AT RIGHT ANGLES, 100 FEET TO A POINT IN THE NORTHERLY LINE OF SAID 100-FOOT STRIP OF LAND; THENCE WESTERLY ALONG SAID NORTHERLY LINE 350.32 FEET TO A POINT IN THE SAID NORTHEASTERLY LINE OF LANKERSHIM BOULEVARD; THENCE SOUTHEASTERLY ALONG SAID NORTHEASTERLY LINE OF LANKERSHIM BOULEVARD, 111.94 FEET TO THE TRUE POINT OF BEGINNING.

PARCEL 13: (APN 2350-012-906)

THE WEST 150 FEET OF LOT 1, BLOCK 12 OF LANKERSHIM, IN THE CITY OF LOS ANGELES, COUNTY OF LOS ANGELES, STATE OF CALIFORNIA, AS PER MAP RECORDED IN BOOK 16 PAGES 114 AND 115 OF MAPS, IN THE OFFICE OF THE COUNTY RECORDER OF SAID COUNTY.

PARCEL 14: (APN 2350-012-907)

THE WESTERLY 150 FEET OF THAT PORTION OF LOT 1 IN BLOCK 2 OF LANKERSHIM, IN THE CITY OF LOS ANGELES, COUNTY OF LOS ANGELES, STATE OF CALIFORNIA, AS PER MAP RECORDED IN BOOK 16 PAGES 114 AND 115 OF MAPS, IN THE OFFICE OF THE COUNTY RECORDER OF SAID COUNTY, DESCRIBED AS FOLLOWS:

BEGINNING AT THE SOUTHWEST CORNER OF SAID LOT; THENCE NORTHERLY ALONG THE WEST LINE OF SAID LOT, 206.88 FEET TO THE SOUTH LINE OF THE NORTH 252 FEET OF SAID LOT; THENCE EASTERLY ALONG SAID SOUTH LINE 242.54 FEET; THENCE SOUTHERLY IN A DIRECT LINE TO A POINT IN THE SOUTH LINE OF SAID LOT, DISTANT EASTERLY 241.80 FEET FROM THE POINT OF BEGINNING; THENCE WESTERLY ALONG SAID SOUTH LINE 241.80 FEET TO THE POINT OF BEGINNING.

PARCEL 15: (APN 2350-012-908)

THE WEST 150.00 OF THE NORTH 262.00 FEET OF LOT 1 IN BLOCK 2 OF LANKERSHIM, IN THE CITY OF LOS ANGELES, COUNTY OF LOS ANGELES, STATE OF CALIFORNIA, AS PER MAP RECORDED IN BOOK 16 PAGES 114 AND 115 OF MAPS, IN THE OFFICE OF THE COUNTY RECORDER OF SAID COUNTY.

PARCEL 16: (PTNS 2350-012-920)

INTENTIONALLY DELETED

PARCEL 17: (2350-013-920)

THE SOUTHERLY 30 FEET OF LOT 146 AND THE NORTHERLY 30 FEET OF LOT 161, OF THE LANKERSHIM RANCH LAND AND WATER CO'S SUBDIVISION OF THE EAST 12,000 ACRES OF THE SOUTH HALF OF THE RANCHO EX-MISSION DE SAN FERNANDO, IN THE CITY OF LOS ANGELES, COUNTY OF LOS ANGELES, STATE OF CALIFORNIA, AS PER MAP RECORDED IN BOOK 31 PAGES 39 ET SEQ. OF MISCELLANEOUS RECORDS.

EXCEPT THEREFROM THAT PORTION OF SAID LOTS 146 AND 161 LYING WESTERLY OF THE SOUTHERLY PROLONGATION OF THE WEST LINE OF LOT 1 IN BLOCK 2 OF LANKERSHIM, IN THE CITY OF LOS ANGELES, COUNTY OF LOS ANGELES, STATE OF CALIFORNIA, AS PER MAP RECORDED IN BOOK 16 PAGES 114 AND 115 OF MAPS.

ALSO EXCEPT THEREFROM THAT PORTION OF SAID LOTS 146 AND 161 LYING EASTERLY OF THE WESTERLY LINE OF PARCEL A OF PARCEL MAP NO. 2002-8229, AND ITS SOUTHERLY PROLONGATION, AS PER MAP FILED IN BOOK 345 PAGES 80-81 OF PARCEL MAPS.

LEGAL DESCRIPTION:

(PER CHICAGO TITLE COMPANY ORDER NO. 00073130-994-LT-2-DB DATED JUNE 3, 2019)

THE LAND REFERRED TO HEREIN BELOW IS SITUATED IN THE CITY OF LOS ANGELES, IN THE COUNTY OF LOS ANGELES, STATE OF CALIFORNIA, AND IS DESCRIBED AS FOLLOWS:

PARCEL 1:

LOTS 1, 2, 3, 4, 5, 6, 7 AND 8 IN BLOCK 13 OF LANKERSHIM, IN THE CITY OF LOS ANGELES, COUNTY OF LOS ANGELES, STATE OF CALIFORNIA, AS PER MAP RECORDED IN BOOK 16 PAGES 114 AND 115 OF MAPS, IN THE OFFICE OF THE COUNTY RECORDER OF SAID COUNTY.

PARCEL 2:

LOT 12 OF BLOCK 13 OF LANKERSHIM, IN THE CITY OF LOS ANGELES, COUNTY OF LOS ANGELES, STATE OF CALIFORNIA, AS PER MAP RECORDED IN BOOK 16 PAGES 114 AND 115 OF MAPS, IN THE OFFICE OF THE COUNTY RECORDER OF SAID COUNTY.

EXCEPT THEREFROM THAT PORTION OF SAID LOT 12 INCLUDED WITHIN THE LAND AS DESCRIBED IN THE DEED TO SECURITY TRUST AND SAVINGS BANK RECORDED JUNE 22, 1923 AS INSTRUMENT NO. 523, IN BOOK 2707 PAGE 331 OF OFFICIAL RECORDS, MORE PARTICULARLY DESCRIBED AS FOLLOWS:

BEGINNING AT A POINT IN THE WESTERLY LINE OF LANKERSHIM BOULEVARD DISTANT NORTHERLY 25 FEET MEASURED AT RIGHT ANGLES FROM THE SOUTHERLY LINE OF SAID LOT 12, WHICH POINT IS 230.01 FEET MORE OR LESS NORTHERLY FROM THE SOUTHEASTERLY CORNER OF SAID LOT 12; THENCE ALONG SAID LANKERSHIM BOULEVARD NORTH 26° 32' 45" WEST 87.22 FEET MORE OR LESS TO A POINT DISTANT NORTHERLY 85 FEET MEASURED AT RIGHT ANGLES FROM THE SOUTHERLY LINE OF SAID LOT 12; THENCE WESTERLY PARALLEL WITH THE SOUTHERLY LINE OF SAID LOT 12, 75 FEET; THENCE SOUTHERLY AT RIGHT ANGLES TO THE LAST MENTIONED LINE 60 FEET; THENCE EASTERLY PARALLEL WITH THE SOUTHERLY LINE OF SAID LOT 12, 105.30 FEET, MORE OR LESS, TO THE POINT OF BEGINNING.

PARCEL 3:

LOTS 9, 10 AND 11 OF BLOCK 13 OF LANKERSHIM, IN THE CITY OF LOS ANGELES, COUNTY OF LOS ANGELES, STATE OF CALIFORNIA, AS PER MAP RECORDED IN BOOK 16 PAGES 114 AND 115 OF MAPS, IN THE OFFICE OF THE COUNTY RECORDER OF SAID COUNTY, TOGETHER WITH THAT PORTION OF THE VACATED ALLEY ADJOINING SAID LOT 9 ON THE NORTH AS VACATED BY RESOLUTION TO VACATE NO. 02-140076, RECORDED APRIL 14, 2006 AS INSTRUMENT NO. 2006-826846, OF OFFICIAL RECORDS.

APN: 2350-016-905, 2350-016-906, 2350-016-907

EXCEPTIONS:

(PER CHICAGO TITLE COMPANY ORDER NO. 00073130-994-LT-2-DB DATED JUNE 3, 2019)

1. COVENANTS, CONDITIONS AND RESTRICTIONS BUT OMITTING ANY COVENANTS OR RESTRICTIONS, IF ANY, INCLUDING BUT NOT LIMITED TO THOSE BASED UPON RACE, COLOR, RELIGION, SEX, SEXUAL ORIENTATION, MARITAL STATUS, MARITAL STATUS, DISABILITY, HANDICAP, HATRED, ORIGIN, CITIZENSHIP, ANCESTRY, PRIMARY LANGUAGE, ANCESTRY, SOURCE OF INCOME, GENDER, GENDER IDENTITY, GENDER EXPRESSION, MEDICAL CONDITION OR GENETIC INFORMATION, AS SET FORTH IN APPLICABLE STATE OR FEDERAL LAWS, EXCEPT TO THE EXTENT THAT SAID COVENANT OR RESTRICTION IS PERMITTED BY APPLICABLE LAW, AS SET FORTH IN THE DOCUMENT.

RECORDING DATE: IN BOOK 4536 PAGE 28, OF DEEDS

AFFECTS: PARCEL 8

2. EASEMENT(S) FOR THE PURPOSE(S) SHOWN BELOW AND RIGHTS INCIDENTAL THERETO, AS GRANTED IN A DOCUMENT:

PURPOSE: CROSS-ARMS AND WIRES
RECORDING DATE: JANUARY 20, 1942
RECORDING NO.: IN BOOK 1907 PAGE 316, OF OFFICIAL RECORDS
AFFECTS: A PORTION OF SAID LAND

AFFECTS: PARCEL 11

3. MATTERS CONTAINED IN THAT CERTAIN DOCUMENT

ENTITLED: AGREEMENT
RECORDING DATE: JANUARY 27, 1968
RECORDING NO.: 3376, OF OFFICIAL RECORDS
REFERENCE IS HEREBY MADE TO SAID DOCUMENT FOR FULL PARTICULARS.

AFFECTS: PARCEL 7

4. MATTERS CONTAINED IN THAT CERTAIN DOCUMENT

ENTITLED: NOTICE OF NON-CONFORMING BUILDING USE
RECORDING DATE: FEBRUARY 15, 1973
RECORDING NO.: 3390, OF OFFICIAL RECORDS
REFERENCE IS HEREBY MADE TO SAID DOCUMENT FOR FULL PARTICULARS.

AFFECTS: PARCEL 5

5. AN IRREVOCABLE OFFER TO DEDICATE AN EASEMENT OVER A PORTION OF SAID LAND FOR

PURPOSE(S): PUBLIC STREET
RECORDING DATE: SEPTEMBER 11, 1973
RECORDING NO.: 1851, OF OFFICIAL RECORDS
AFFECTS: A PORTION OF SAID LAND
SAID OFFER WAS ACCEPTED BY RESOLUTION, A CERTIFIED COPY OF WHICH WAS RECORDED FEBRUARY 22, 1974 AS INSTRUMENT NO. 3140, OF OFFICIAL RECORDS.

AFFECTS: PARCEL 12

6. MATTERS CONTAINED IN THAT CERTAIN DOCUMENT

ENTITLED: COVENANT AND AGREEMENT
RECORDING DATE: NOVEMBER 19, 1973
RECORDING NO.: 3083, OF OFFICIAL RECORDS
REFERENCE IS HEREBY MADE TO SAID DOCUMENT FOR FULL PARTICULARS.

AFFECTS: PARCEL 12, AND PORTIONS OF PARCELS 13 THROUGH 17

7. MATTERS CONTAINED IN THAT CERTAIN DOCUMENT

ENTITLED: COVENANT AND AGREEMENT REGARDING MAINTENANCE OF BUILDING AND USES
RECORDING DATE: APRIL 4, 1974
RECORDING NO.: 2512, OF OFFICIAL RECORDS
REFERENCE IS HEREBY MADE TO SAID DOCUMENT FOR FULL PARTICULARS.

AFFECTS: PARCEL 5

8. MATTERS CONTAINED IN THAT CERTAIN DOCUMENT

ENTITLED: AGREEMENT
RECORDING DATE: JUNE 3, 1982
RECORDING NO.: 82-568098, OF OFFICIAL RECORDS
REFERENCE IS HEREBY MADE TO SAID DOCUMENT FOR FULL PARTICULARS.

AFFECTS: PARCEL 2

9. MATTERS CONTAINED IN THAT CERTAIN DOCUMENT

ENTITLED: AGREEMENT
RECORDING DATE: JULY 21, 1982
RECORDING NO.: 82-732728, OF OFFICIAL RECORDS
REFERENCE IS HEREBY MADE TO SAID DOCUMENT FOR FULL PARTICULARS.

AFFECTS: PARCEL 3

10. COVENANT AND AGREEMENT WHEREIN THE OWNERS AGREE TO HOLD SAID LAND AS ONE PARCEL AND NOT TO SELL ANY PORTION THEREOF SEPARATELY. SAID COVENANT IS EXPRESSED TO RUN WITH THE LAND AND BE BINDING UPON FUTURE OWNERS.

RECORDING DATE: MARCH 24, 1988
RECORDING NO.: 88-40471, OF OFFICIAL RECORDS
REFERENCE IS MADE TO SAID DOCUMENT FOR FULL PARTICULARS.

AFFECTS: PARCEL 7 LOTS 16 AND 17

11. MATTERS CONTAINED IN THAT CERTAIN DOCUMENT

ENTITLED: COVENANT AND AGREEMENT
RECORDING DATE: APRIL 22, 1988
RECORDING NO.: 88-556485, OF OFFICIAL RECORDS
REFERENCE IS HEREBY MADE TO SAID DOCUMENT FOR FULL PARTICULARS.

AFFECTS: PARCEL 7 LOTS 16 AND 17

EXCEPTIONS:

(PER CHICAGO TITLE COMPANY ORDER NO. 00073130-994-LT-2-DB DATED JUNE 3, 2019)

12. COVENANT AND AGREEMENT WHEREIN THE OWNERS AGREE TO HOLD SAID LAND AS ONE PARCEL AND NOT TO SELL ANY PORTION THEREOF SEPARATELY. SAID COVENANT IS EXPRESSED TO RUN WITH THE LAND AND BE BINDING UPON FUTURE OWNERS.

RECORDING DATE: MARCH 7, 1988
RECORDING NO.: 89-354426, OF OFFICIAL RECORDS
REFERENCE IS MADE TO SAID DOCUMENT FOR FULL PARTICULARS.

NOTE: THE ABOVE DOCUMENT WAS EXECUTED BY YOUNG PROPERTIES, WHICH DECEDED OUT ON JUNE 2, 1988 AS INSTRUMENT NO. 88-874601, OF OFFICIAL RECORDS.

AFFECTS: PARCEL 1

13. AN IRREVOCABLE OFFER TO DEDICATE AN EASEMENT OVER A PORTION OF SAID LAND FOR

PURPOSE(S): PUBLIC STREET
RECORDING DATE: JULY 11, 1989
RECORDING NO.: 89-1100445, OF OFFICIAL RECORDS
AFFECTS: A PORTION OF SAID LAND
SAID OFFER WAS ACCEPTED BY RESOLUTION, A CERTIFIED COPY OF WHICH WAS RECORDED MAY 30, 1990 AS INSTRUMENT NO. 90-984074, OF OFFICIAL RECORDS.

AFFECTS: PARCEL 1

14. AN IRREVOCABLE OFFER TO DEDICATE AN EASEMENT OVER A PORTION OF SAID LAND FOR

PURPOSE(S): PUBLIC STREET
RECORDING DATE: AUGUST 18, 1990
RECORDING NO.: 90-1426167, OF OFFICIAL RECORDS
AFFECTS: A PORTION OF SAID LAND

AFFECTS: PARCEL 1

15. MATTERS CONTAINED IN THAT CERTAIN DOCUMENT

ENTITLED: NOTICE OF BUILDING WITHIN THE SCOPE OF DIVISION 88 EARTHQUAKE HAZARD REDUCTION IN EXISTING BUILDINGS
RECORDING DATE: JULY 30, 1995
RECORDING NO.: 92-1393067, OF OFFICIAL RECORDS
REFERENCE IS HEREBY MADE TO SAID DOCUMENT FOR FULL PARTICULARS.

AFFECTS: PARCEL 8

16. WAIVER OF ANY CLAIMS FOR DAMAGES TO SAID LAND BY REASON OF THE LOCATION, CONSTRUCTION, LANDSCAPING OR MAINTENANCE OF THE STREET OR HIGHWAY ADJOINING SAID LAND, AS CONTAINED IN THE DEED TO

RECORDING DATE: JANUARY 19, 2001
RECORDING NO.: 01-103081, OF OFFICIAL RECORDS

17. A FINANCING STATEMENT AS FOLLOWS:

DEBITOR: L AND R AUTO PARTS, INC.
SECURED PARTY: MADIRA CAPITAL CORP.
RECORDING DATE: APRIL 12, 2017
RECORDING NO.: 2017-405895, OF OFFICIAL RECORDS
A CHANGE TO THE ABOVE FINANCING STATEMENT WAS FILED

NATURE OF CHANGE: FULL ASSIGNMENT
RECORDING DATE: JUNE 7, 2017
RECORDING NO.: 2017-0629782, OF OFFICIAL RECORDS

18. EASEMENT(S) FOR THE PURPOSE(S) SHOWN BELOW AND RIGHTS INCIDENTAL THERETO AS SET FORTH IN A DOCUMENT:

PURPOSE: DRIVEWAY
RECORDING NO.: IN BOOK 18897 PAGE 372, OF OFFICIAL RECORDS
AFFECTS: PORTIONS OF THE LAND, THE EXACT LOCATION OF WHICH CAN BE DETERMINED BY EXAMINATION OF THE ABOVE-MENTIONED INSTRUMENT, WHICH CONTAINS A COMPLETE LEGAL DESCRIPTION OF THE AFFECTED PORTIONS OF SAID LAND.

19. COVENANTS, CONDITIONS AND RESTRICTIONS BUT OMITTING ANY COVENANTS OR RESTRICTIONS, IF ANY, INCLUDING BUT NOT LIMITED TO THOSE BASED UPON RACE, COLOR, RELIGION, SEX, SEXUAL ORIENTATION, MARITAL STATUS, MARITAL STATUS, DISABILITY, HANDICAP, HATRED, ORIGIN, CITIZENSHIP, ANCESTRY, PRIMARY LANGUAGE, ANCESTRY, SOURCE OF INCOME, GENDER, GENDER IDENTITY, GENDER EXPRESSION, MEDICAL CONDITION OR GENETIC INFORMATION, AS SET FORTH IN APPLICABLE STATE OR FEDERAL LAWS, EXCEPT TO THE EXTENT THAT SAID COVENANT OR RESTRICTION IS PERMITTED BY APPLICABLE LAW, AS SET FORTH IN THE DOCUMENT.

RECORDING DATE: AUGUST 31, 1989
RECORDING NO.: 89-1517658, OF OFFICIAL RECORDS

20. THIS EXCEPTION HAS BEEN INTENTIONALLY DELETED.

21. THIS EXCEPTION HAS BEEN INTENTIONALLY DELETED.

22. COVENANTS OF NON-DISCRIMINATION CONTAINED IN GRANT DEED FROM COMMUNITY REDEVELOPMENT AGENCY OF THE CITY OF LOS ANGELES TO LOS ANGELES COUNTY METROPOLITAN TRANSPORTATION AUTHORITY DATED DECEMBER 22, 2003, RECORDED DECEMBER 23, 2003 AS INSTRUMENT NO. 03-3853360, OF OFFICIAL RECORDS.

23. ANY CLAIM THAT THE TRANSACTION VESTING THE TITLE AS SHOWN IN SCHEDULE A OR CREATING THE LIEN OF THE INSURED MORTGAGE, OR ANY OTHER TRANSACTION OCCURRING ON OR PRIOR TO DATE OF POLICY IN WHICH THE COMMUNITY REDEVELOPMENT AGENCY OF THE CITY OF LOS ANGELES OR ITS SUCCESSORS TRANSFERRED, ACQUIRED, OR MADE ANY AGREEMENT AFFECTING THE TITLE TO OR ANY INTEREST IN THE LAND, IS VOID OR VOIDABLE, OR SUBJECT TO TERMINATION, RENEGOCIATION, OR ADJUDICATION UNDER CALIFORNIA ASSEMBLY BILL 28 (CHAPTER 5, STATUTES OF 2011-12, FIRST EXTRAORDINARY SESSION) AND CALIFORNIA ASSEMBLY BILL 1484 (CHAPTER 28, STATUTES OF 2011-12).

24. THIS EXCEPTION HAS BEEN INTENTIONALLY DELETED.

25. THIS EXCEPTION HAS BEEN INTENTIONALLY DELETED.

26. THIS EXCEPTION HAS BEEN INTENTIONALLY DELETED.

27. THIS EXCEPTION HAS BEEN INTENTIONALLY DELETED.

28. THIS EXCEPTION HAS BEEN INTENTIONALLY DELETED.

29. THIS EXCEPTION HAS BEEN INTENTIONALLY DELETED.

30. THIS EXCEPTION HAS BEEN INTENTIONALLY DELETED.

31. THIS EXCEPTION HAS BEEN INTENTIONALLY DELETED.

32. THIS EXCEPTION HAS BEEN INTENTIONALLY DELETED.

33. THIS EXCEPTION HAS BEEN INTENTIONALLY DELETED.

34. THIS EXCEPTION HAS BEEN INTENTIONALLY DELETED.

35. A NOTICE THAT SAID LAND IS INCLUDED WITHIN THE NORTH HOLLYWOOD REDEVELOPMENT PROJECT AREA, AND THAT PROCEEDINGS FOR THE REDEVELOPMENT OF SAID PROJECT HAVE BEEN INSTITUTED UNDER THE REDEVELOPMENT LAW (SUCH AS REDEVELOPMENT TO PROCEED ONLY AFTER THE ADOPTION OF THE REDEVELOPMENT PLAN) AS DISCLOSED BY A DOCUMENT.

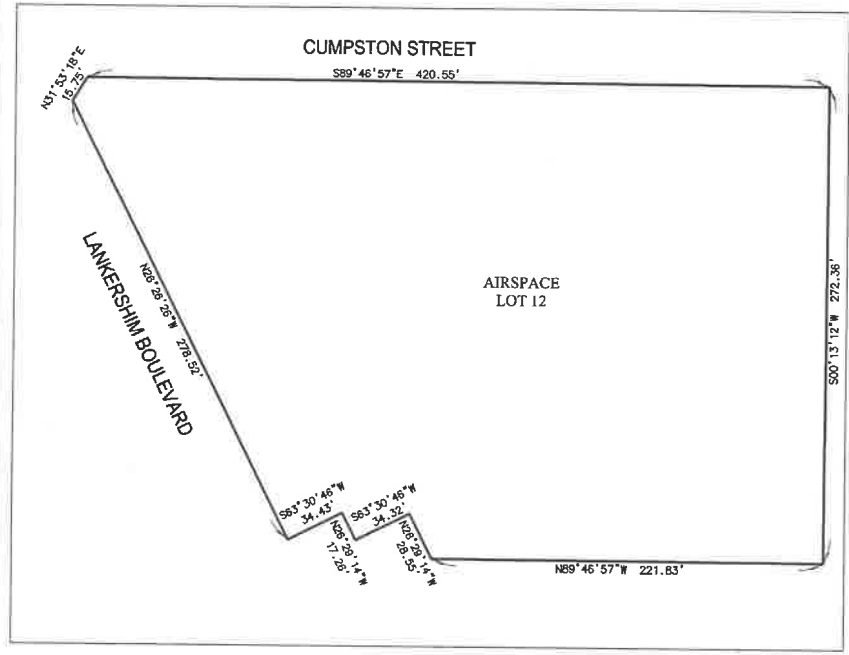
RECORDING DATE: OCTOBER 1, 1979
RECORDING NO.: 79-1085202, OF OFFICIAL RECORDS

AMENDMENTS OF THE ABOVE WERE RECORDED NOVEMBER 30, 19

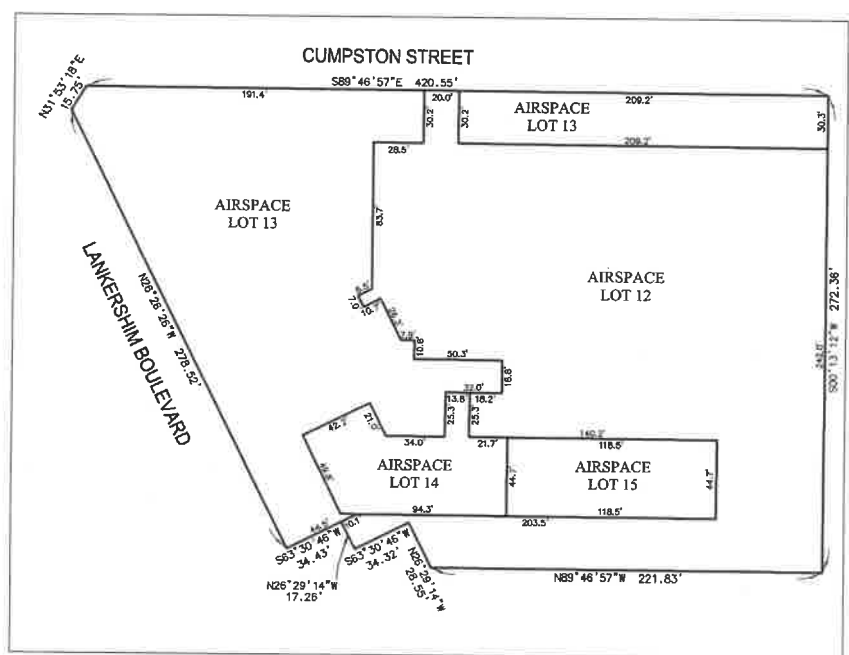
VESTING TENTATIVE TRACT MAP NO. 82868

kpff

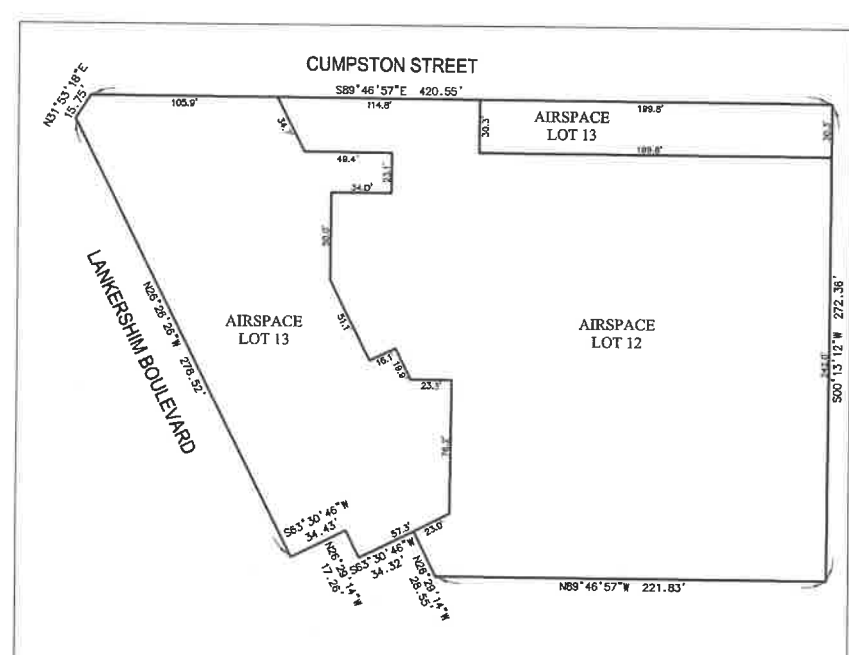
200 FLEET ST., Suite 2100
 Los Angeles, CA 90017
 C: 313-442-0291
 F: 313-394-3794
 www.kpff.com



BLOCK 1 : LEVELS B1 - B2
 L.E. = 590.00', U.E. = 636.00'



BLOCK 1 : GROUND LEVEL
 L.E. = 636.00', U.E. = 653.00'



BLOCK 1 : LEVELS 2 - 4
 L.E. = 653.00', U.E. = 687.00'

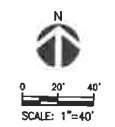


REVISIONS	DATE	ISSUED FOR

DATE: 01/06/2023
 PROJECT NUMBER: 1700576
 DRAWN BY: DB
 CHECKED BY: CJ
 SCALE: AS SPECIFIED
 PROJECT DESCRIPTION:
 METRO NOHO
 TRACT NO. 82868

SHEET NUMBER

SHEET 4 OF 16



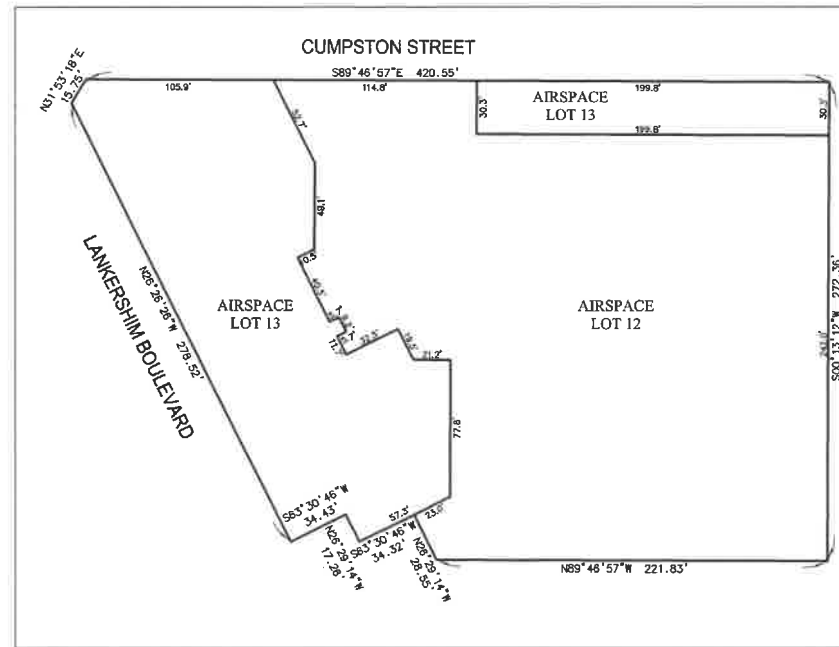
ABBREVIATION
 L.E. = LOWER ELEVATION
 U.E. = UPPER ELEVATION

I:\projects\metro\82868\82868.dwg - 413 - 82868 - 2.dwg (1/6/2023 10:48:48 AM) 1/16/2023

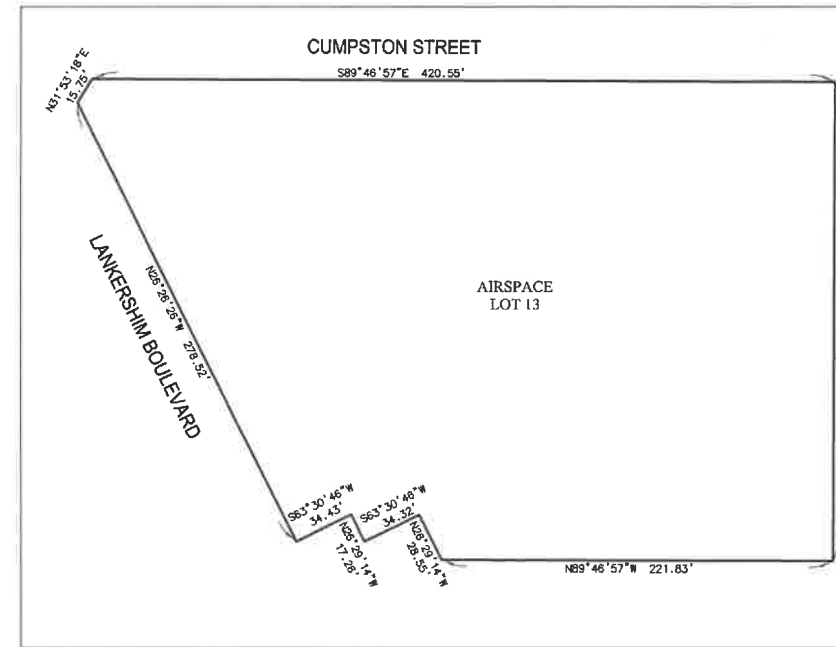
VESTING TENTATIVE TRACT MAP NO. 82868

kpff

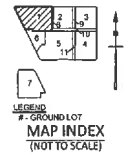
760 KOWEN ST., Suite 2100
 Los Angeles, CA 90017
 P 313.468.2000
 F 313.468.2704
 www.kpff.com



BLOCK 1 : LEVEL 5
 L.E. = 687.00', U.E. = 698.33'



BLOCK 1 : LEVELS 6 - ROOF
 L.E. = 698.33', U.E. = 880.00'



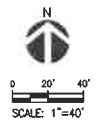
LEGEND
 # - GROUND LOT
 MAP INDEX
 (NOT TO SCALE)

REVISIONS	
DATE	ISSUED FOR

DATE	01/06/2023
PROJECT NUMBER	1700576
DRAWN BY	DB
CHECKED BY	CJ
SCALE	AS SPECIFIED

PROJECT DESCRIPTION
METRO NOHO
TRACT NO. 82868

SHEET NUMBER
SHEET 5 OF 16



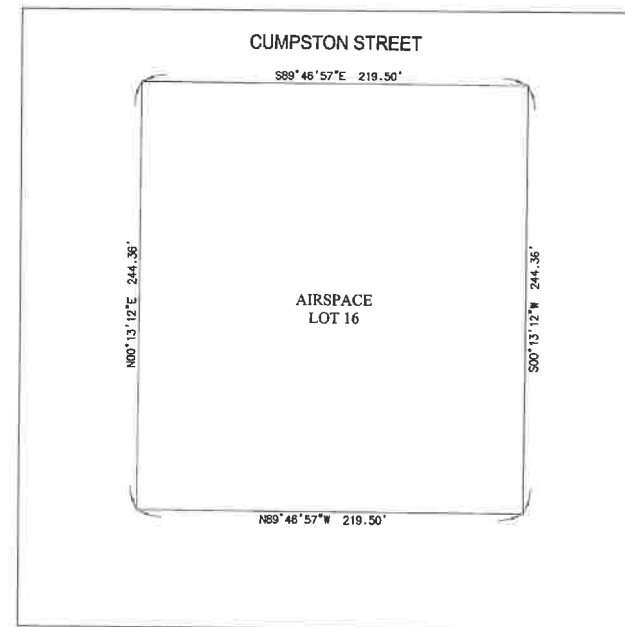
ABBREVIATION
 L.E. = LOWER ELEVATION
 U.E. = UPPER ELEVATION

1:\MapArea.dwg - 1/6/23 10:52:11 AM - 1/6/23 10:52:11 AM - 1/6/23 10:52:11 AM

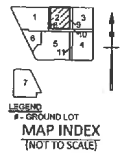
VESTING TENTATIVE TRACT MAP NO. 82868

kpff

700 FLOWER ST., SUITE 2100
LOS ANGELES, CA 90017
P: 313.442.1200
F: 313.286.1204
www.kpff.com



BLOCK 2
L.E. = 550.00', U.E. = 900.00'



LEGEND
P - PAVEMENT LOT
MAP INDEX
[NOT TO SCALE]

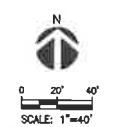
REVISIONS	
DATE	ISSUED FOR

DATE: 01/06/2023
PROJECT NUMBER: 1700576
DRAWN BY: DB
CHECKED BY: CJ
SCALE: AS SPECIFIED

PROJECT DESCRIPTION
METRO NOHO
TRACT NO. 82868

SHEET NUMBER

SHEET 6 OF 16



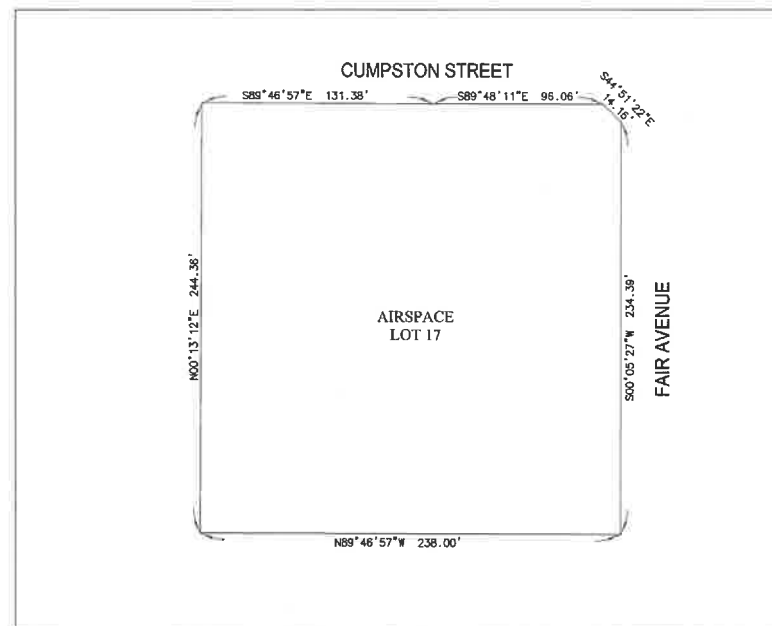
ABBREVIATION
L.E. = LOWER ELEVATION
U.E. = UPPER ELEVATION

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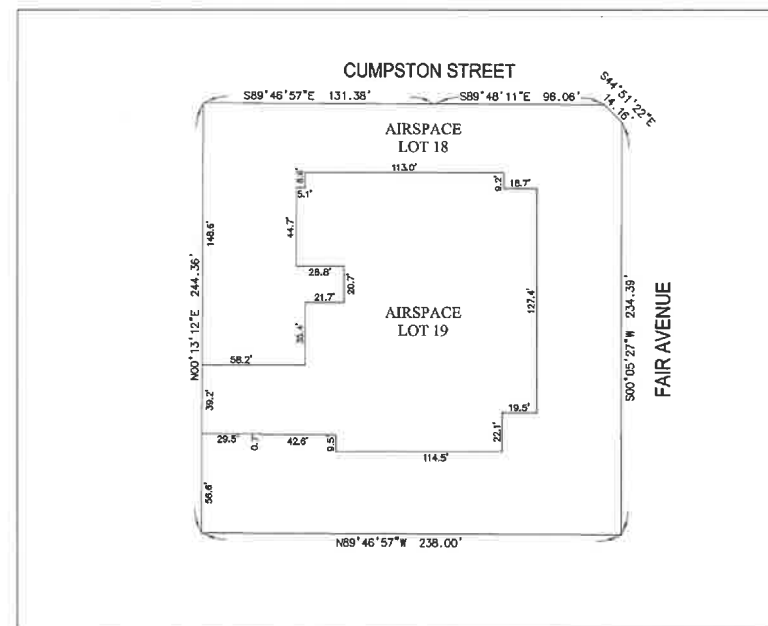
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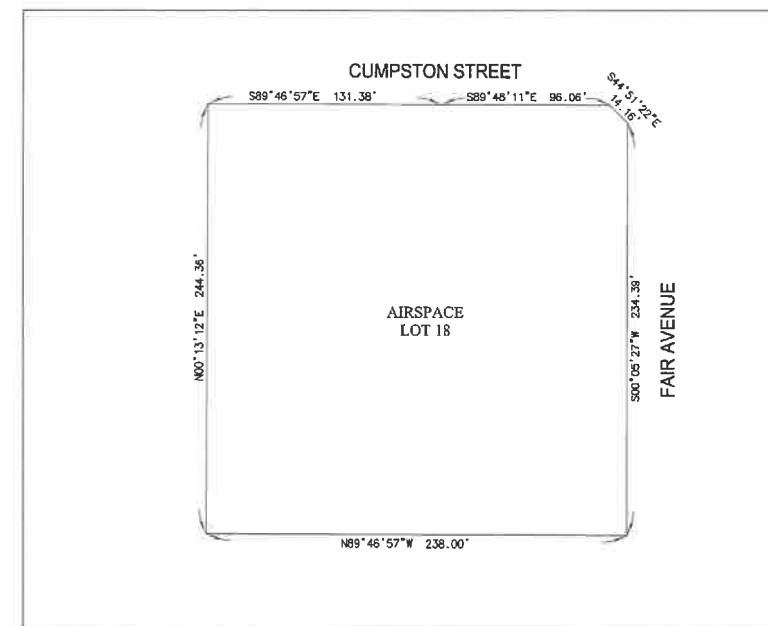
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BLOCK 3 : LEVEL B1
L.E. = 550.00', U.E. = 632.00'



BLOCK 3 : GROUND LEVEL
L.E. = 632.00', U.E. = 646.00'



BLOCK 3 : LEVELS 2 - ROOF
L.E. = 646.00', U.E. = 750.00'

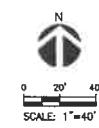


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DATE	ISSUED FOR

DATE	01/06/2023
PROJECT NUMBER	1700576
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PROJECT DESCRIPTION
METRO NOHO
TRACT NO. 82868

SHEET NUMBER



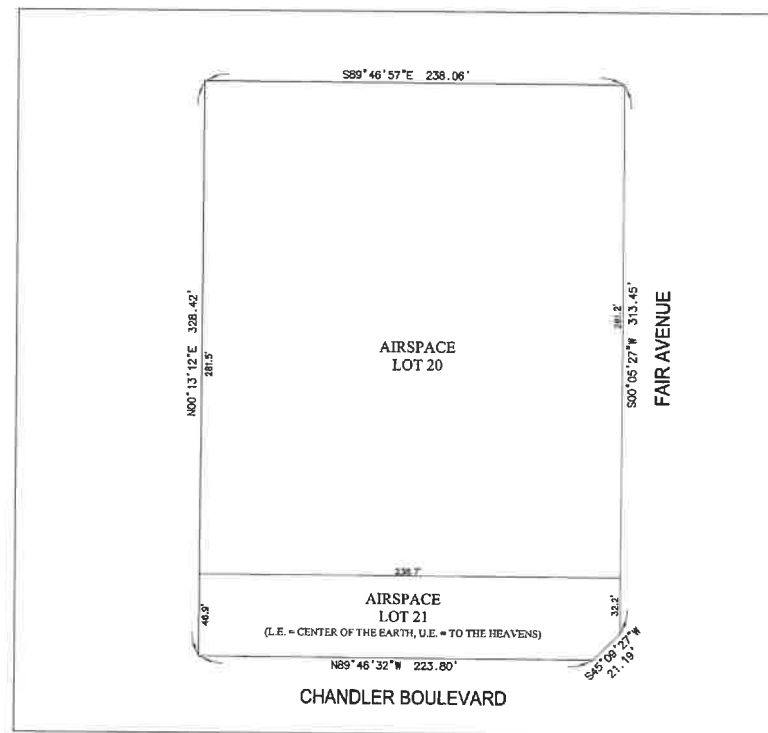
ABBREVIATION
L.E. = LOWER ELEVATION
U.E. = UPPER ELEVATION

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BLOCK 4
L.E. = 593.75', U.E. = 750.00'
(UNLESS NOTED OTHERWISE)



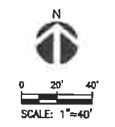
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DATE: 01/06/2023
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PROJECT DESCRIPTION:
METRO NOHO
TRACT NO. 82868

SHEET NUMBER

SHEET 8 OF 16



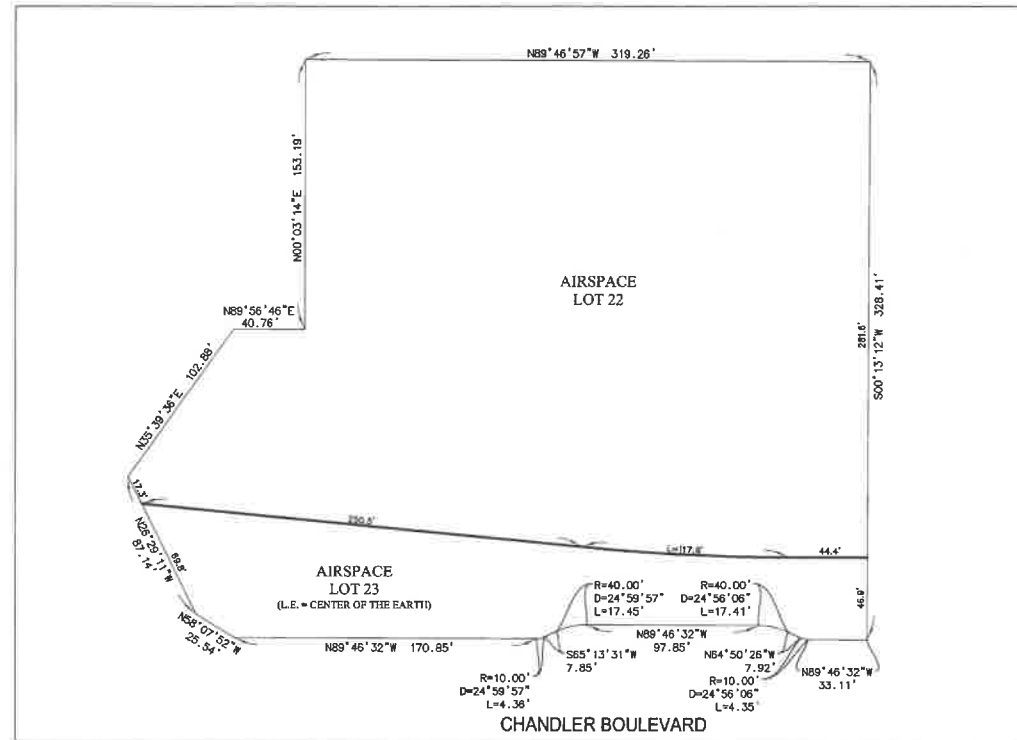
ABBREVIATION
 L.E. = LOWER ELEVATION
 U.E. = UPPER ELEVATION

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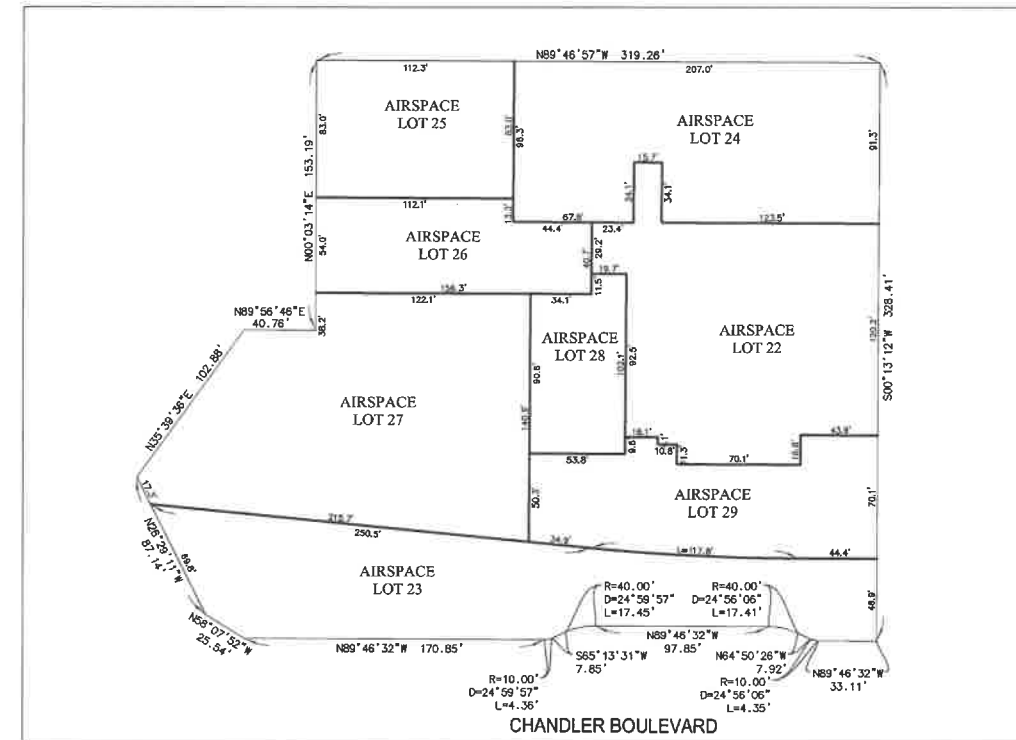
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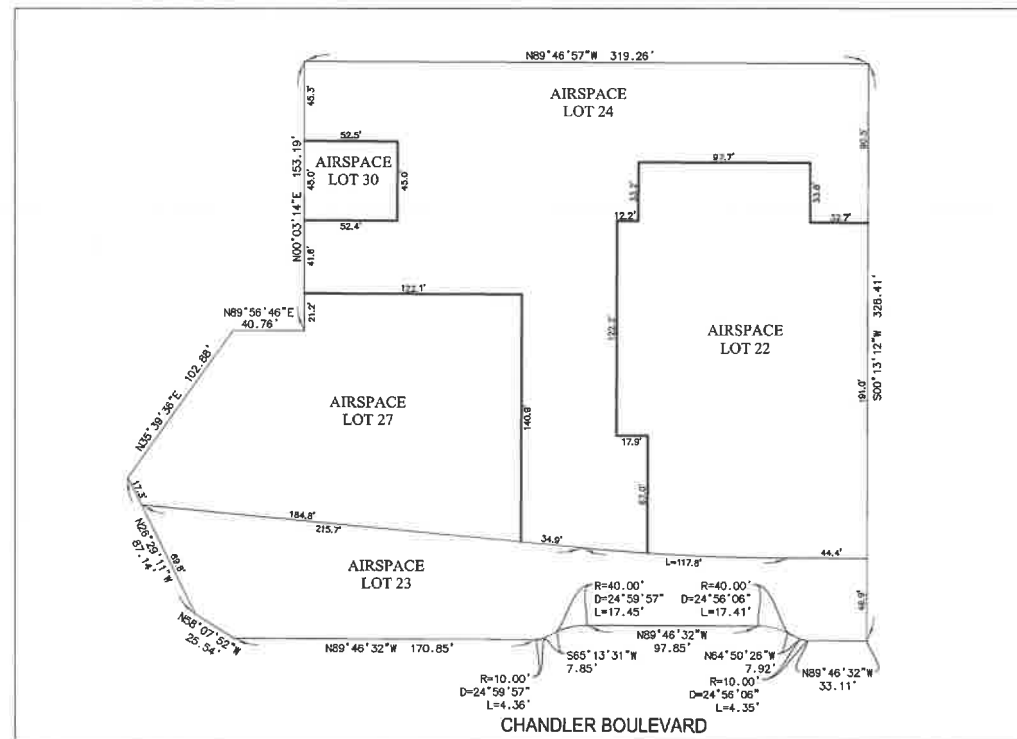
700 PLYMOUTH ST., Suite 2100
LOS ANGELES, CA 90017
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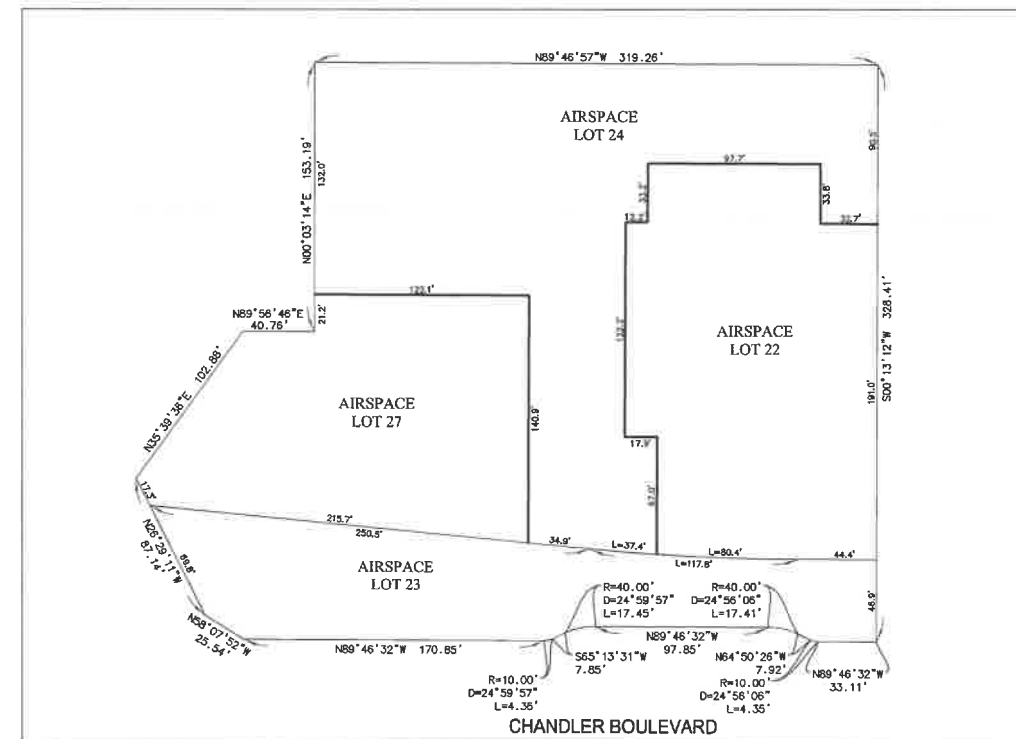
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L.E. = 600.00', U.E. = 633.75'
(UNLESS NOTED OTHERWISE)



BLOCK 5 : GROUND LEVEL
L.E. = 633.75', U.E. = 650.75'



BLOCK 5 : LEVEL 2
L.E. = 650.75', U.E. = 660.92'



BLOCK 5 : LEVELS 3-5
L.E. = 660.92', U.E. = 693.25'



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SHEET NUMBER

SHEET 9 OF 16



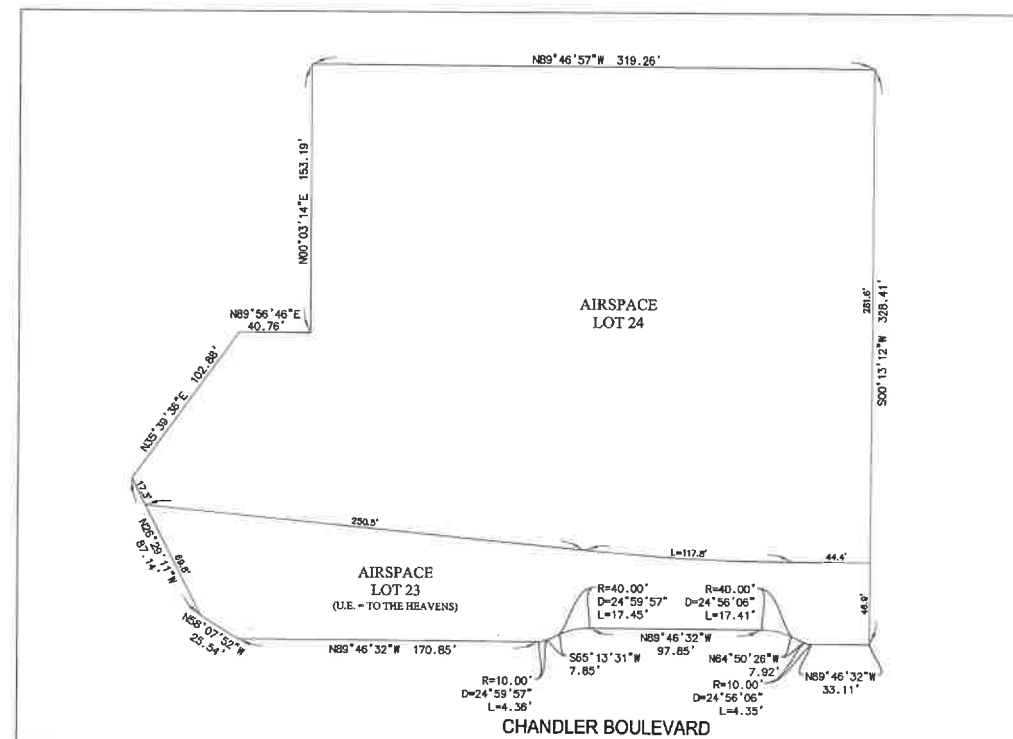
ABBREVIATION
L.E. = LOWER ELEVATION
U.E. = UPPER ELEVATION

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BLOCK 5 : LEVELS 6 - ROOF
 L.E. = 693.25', U.E. = 900.00'
 (UNLESS NOTED OTHERWISE)



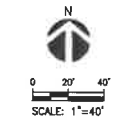
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PROJECT DESCRIPTION:
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 TRACT NO. 82868

SHEET NUMBER

SHEET 10 OF 16



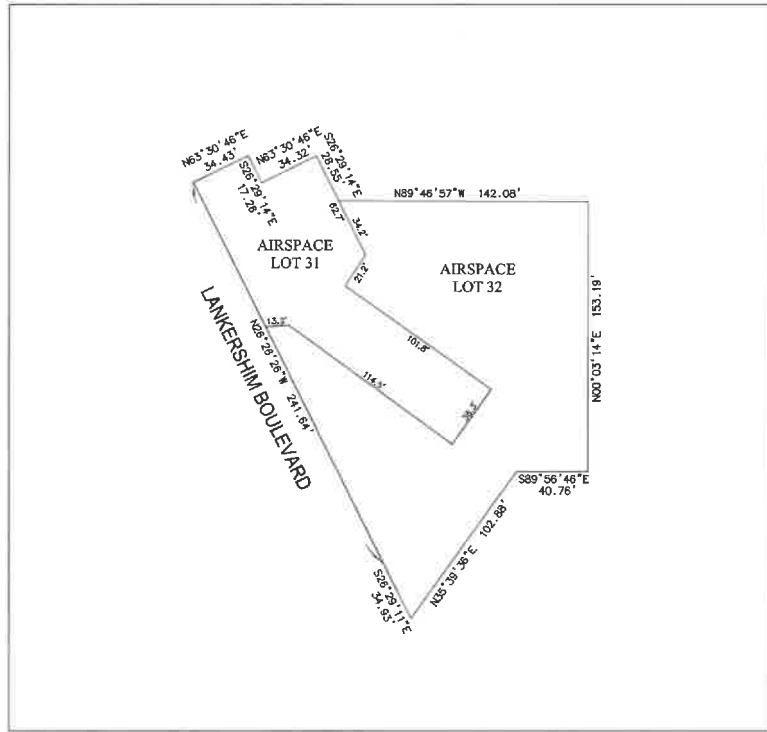
ABBREVIATION
 L.E. = LOWER ELEVATION
 U.E. = UPPER ELEVATION

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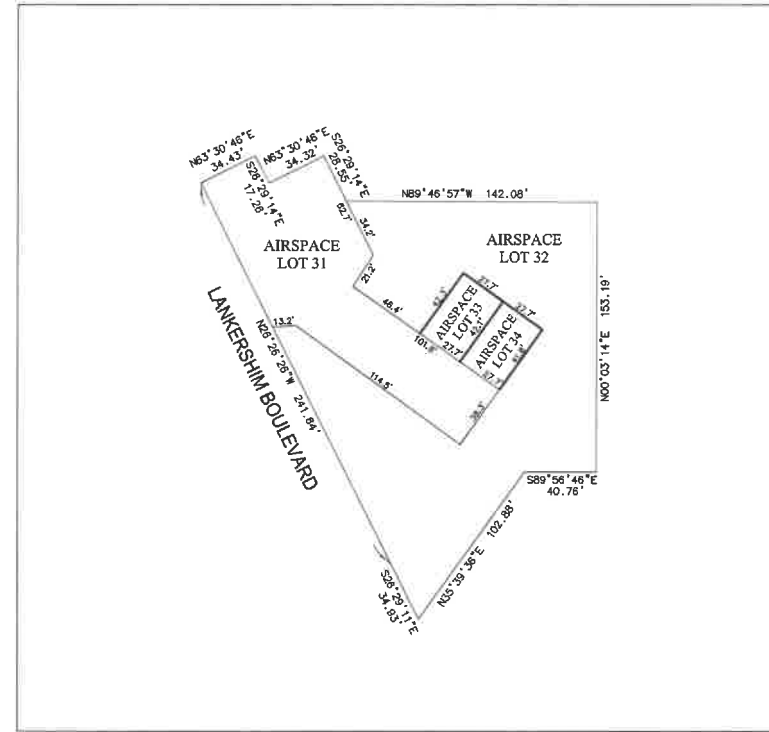
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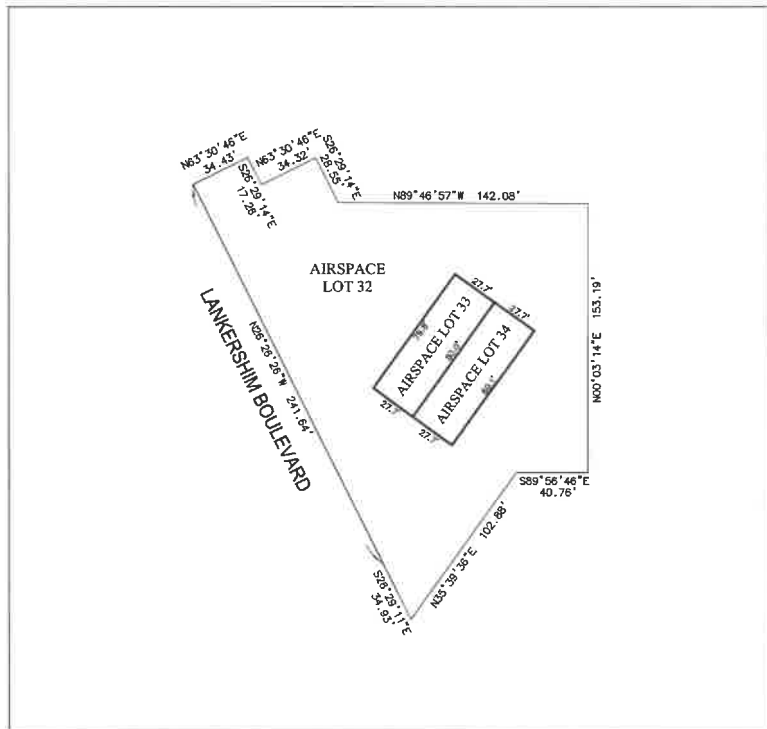
208 FLOWER ST., Suite 2106
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F: 213.464.1294
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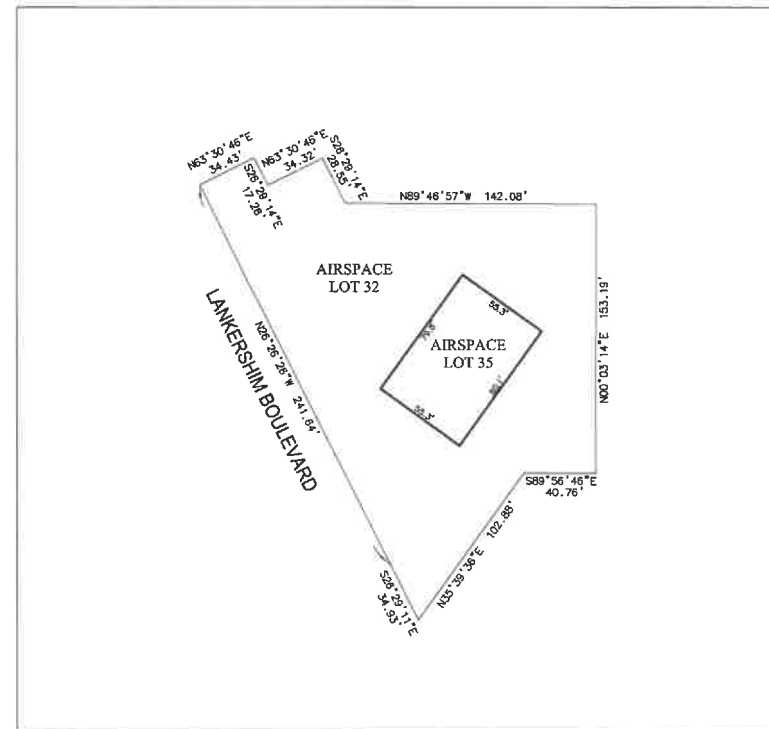
BLOCK 0
L.E. = 550.00', U.E. = 635.75'



BLOCK 0
L.E. = 635.75', U.E. = 653.98'



BLOCK 0
L.E. = 653.98', U.E. = 657.98'



BLOCK 0
L.E. = 657.98', U.E. = 880.00'



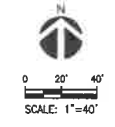
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DATE	01/06/2023
PROJECT NUMBER	1700576
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PROJECT DESCRIPTION
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TRACT NO. 82868

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SHEET 11 OF 16

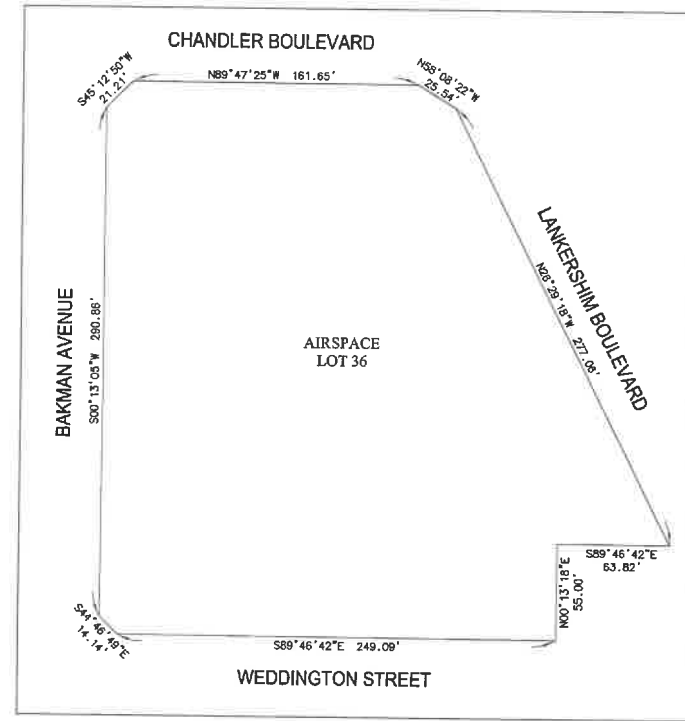


ABBREVIATION
L.E. = LOWER ELEVATION
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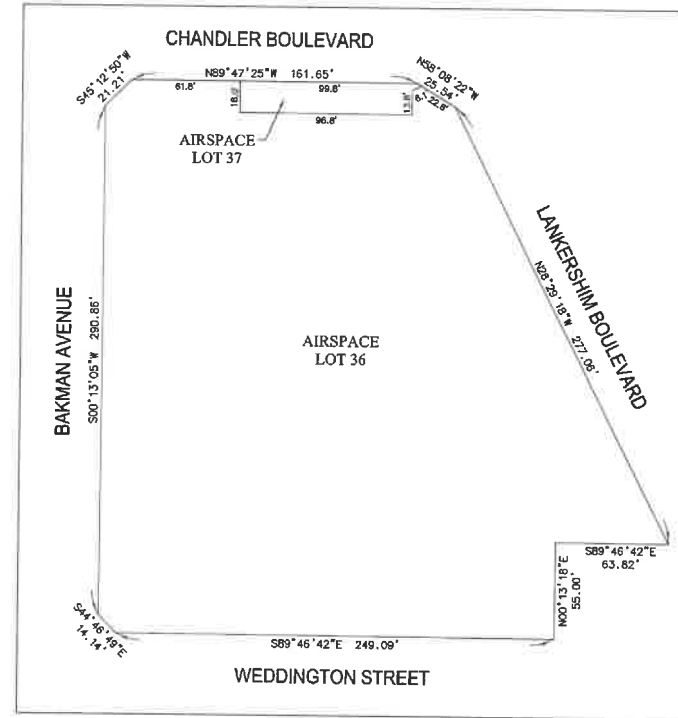
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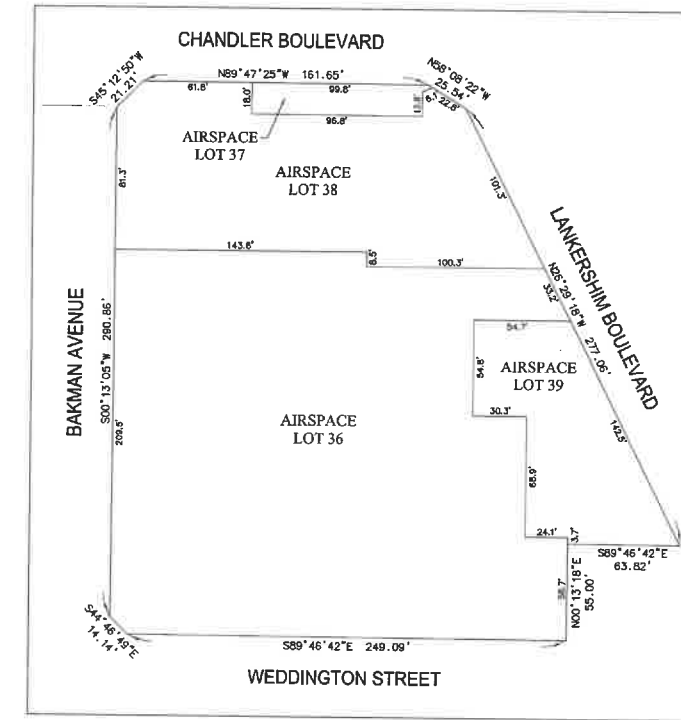
750 ALHAMBRA ST., SUITE 2100
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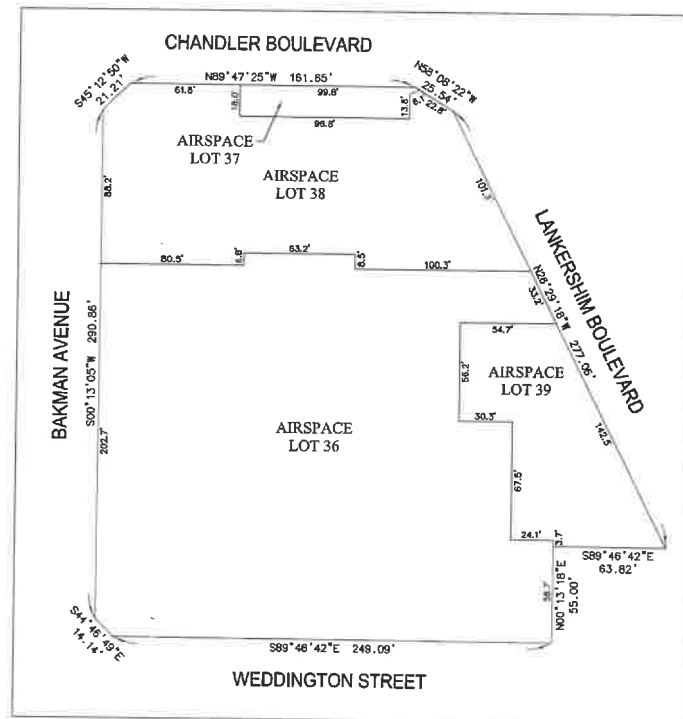
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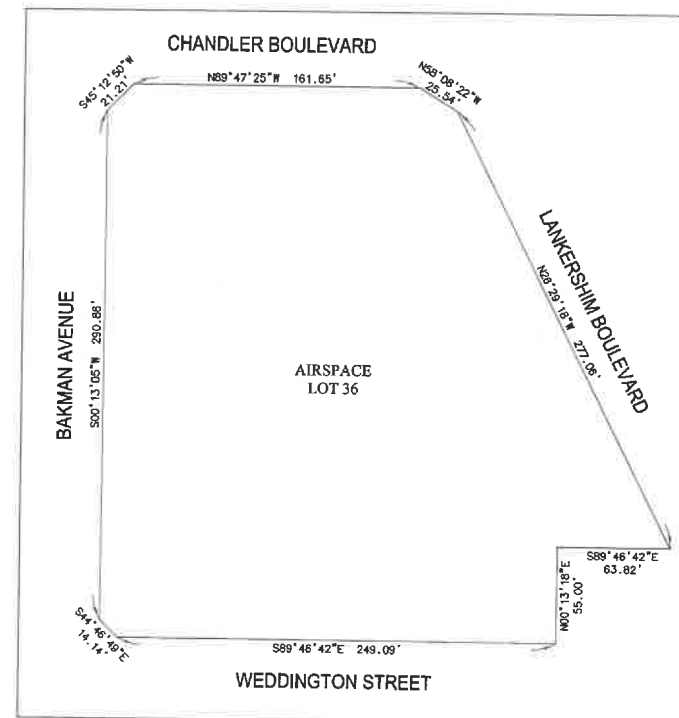
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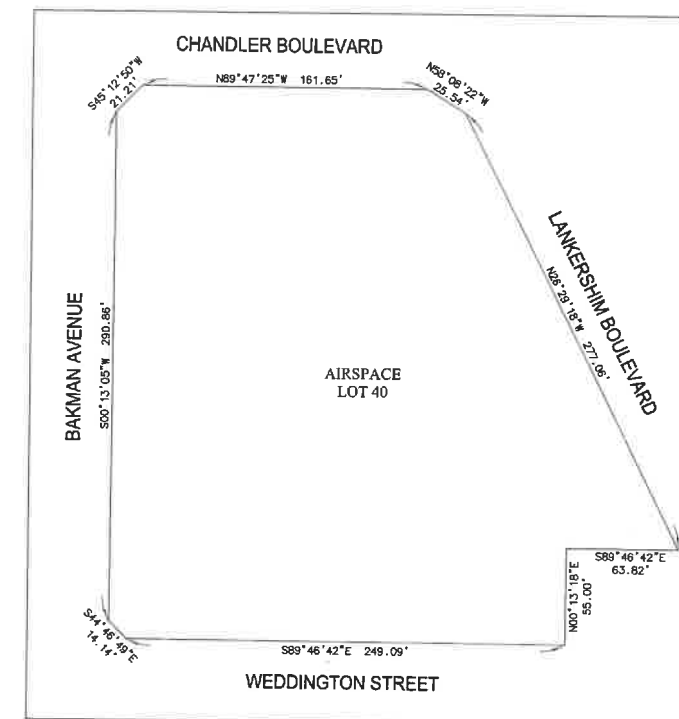
BLOCK 8 : GROUND LEVEL
L.E. = 635.00', U.E. = 646.00'



BLOCK 8 : LEVEL 2
L.E. = 646.00', U.E. = 657.00'



BLOCK 8 : LEVELS 3 - 6
L.E. = 657.00', U.E. = 706.00'

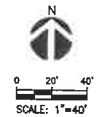


BLOCK 8 : LEVELS 7 - ROOF
L.E. = 706.00', U.E. = 935.00'



REVISIONS	
DATE	ISSUED FOR

DATE	01/06/2023
PROJECT NUMBER	1700578
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PROJECT DESCRIPTION	
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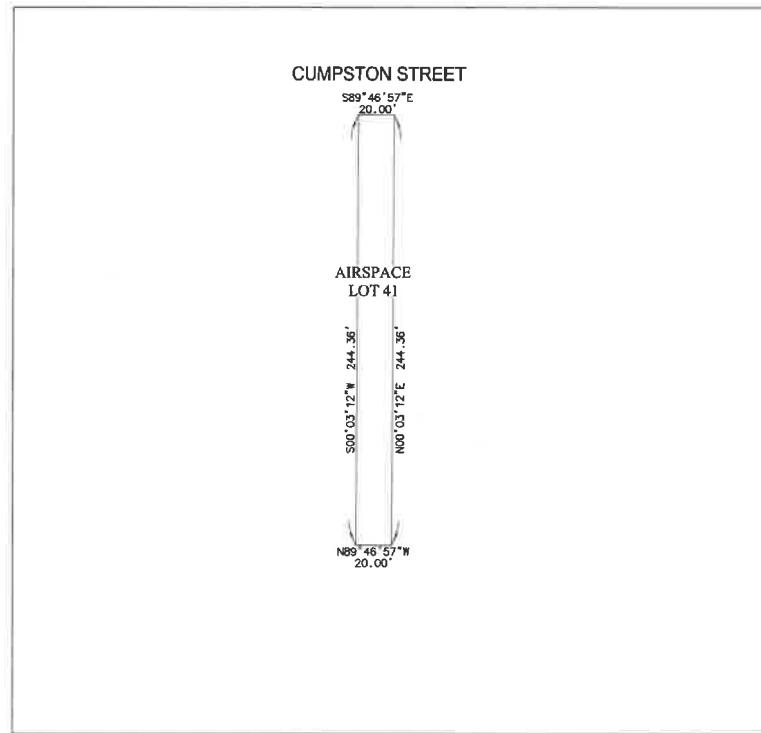


ABBREVIATION
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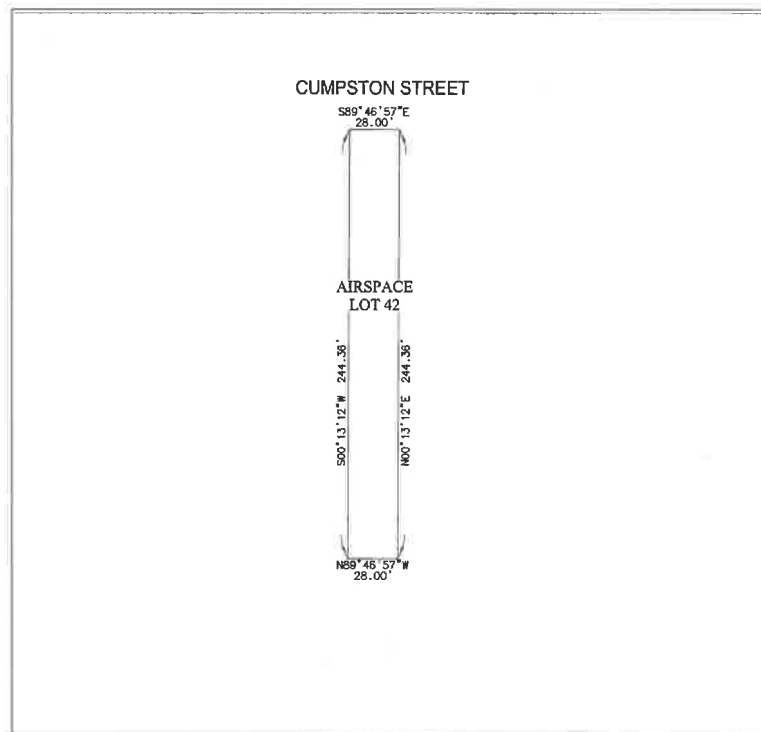
VESTING TENTATIVE TRACT MAP NO. 82868

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GROUND LOT 8
L.E. = 550.00', U.E. = 660.00'



GROUND LOT 9
L.E. = 550.00', U.E. = 660.00'

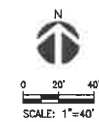


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PROJECT DESCRIPTION:
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TRACT NO. 82868

SHEET NUMBER



ABBREVIATION
 L.E. = LOWER ELEVATION
 U.E. = UPPER ELEVATION

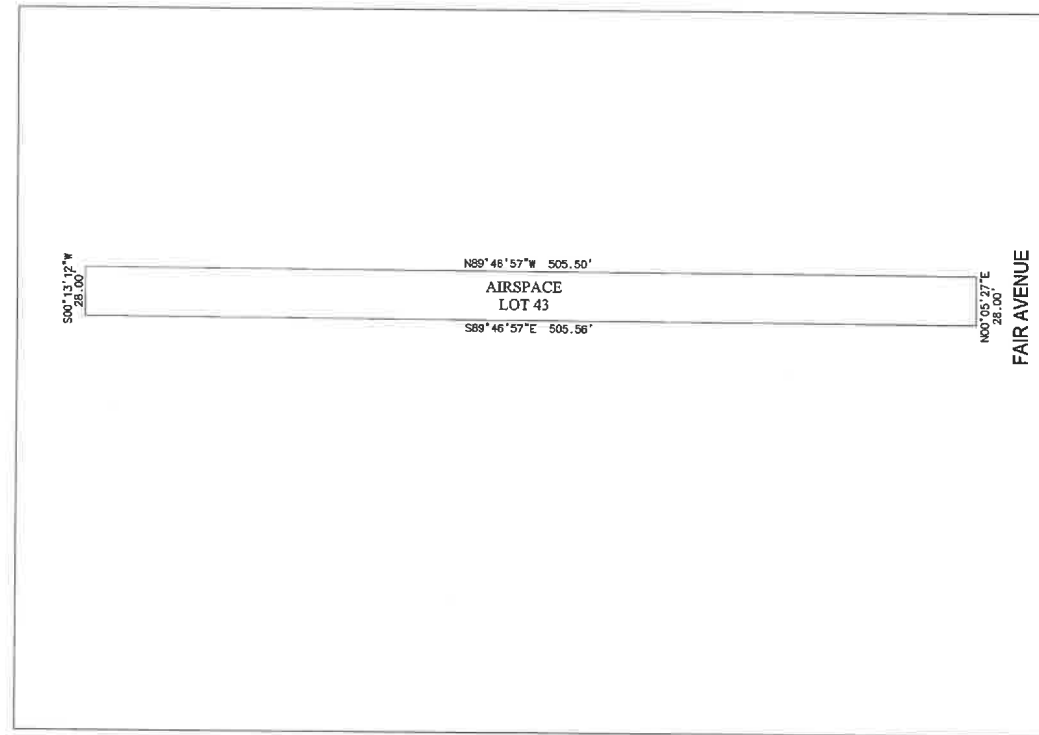
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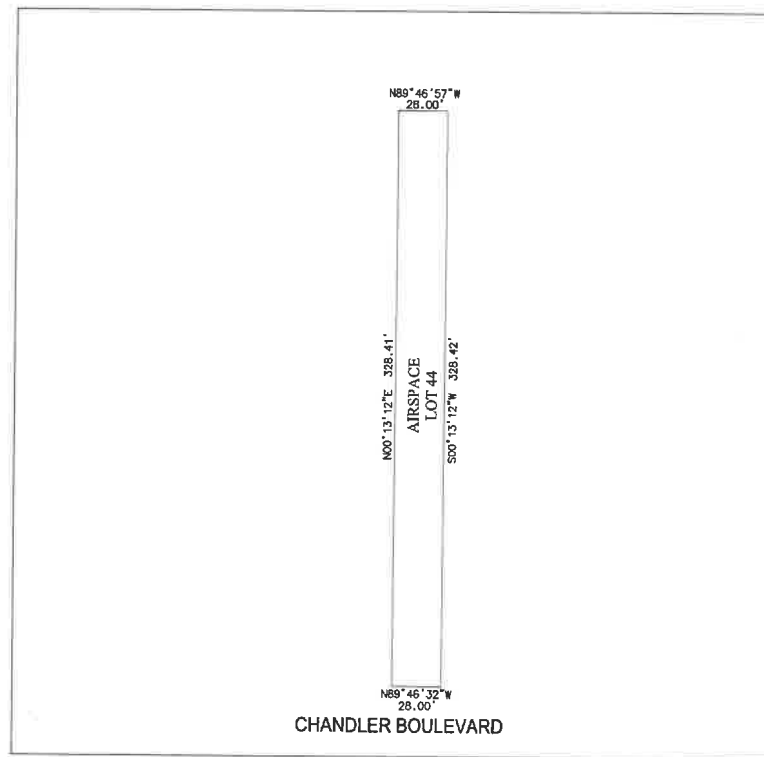
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GROUND LOT 10
 L.E. = 550.00', U.E. = 660.00'



GROUND LOT 11
 L.E. = 550.00', U.E. = 660.00'



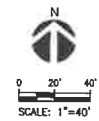
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SHEET 14 OF 16



ABBREVIATION
 L.E. = LOWER ELEVATION
 U.E. = UPPER ELEVATION

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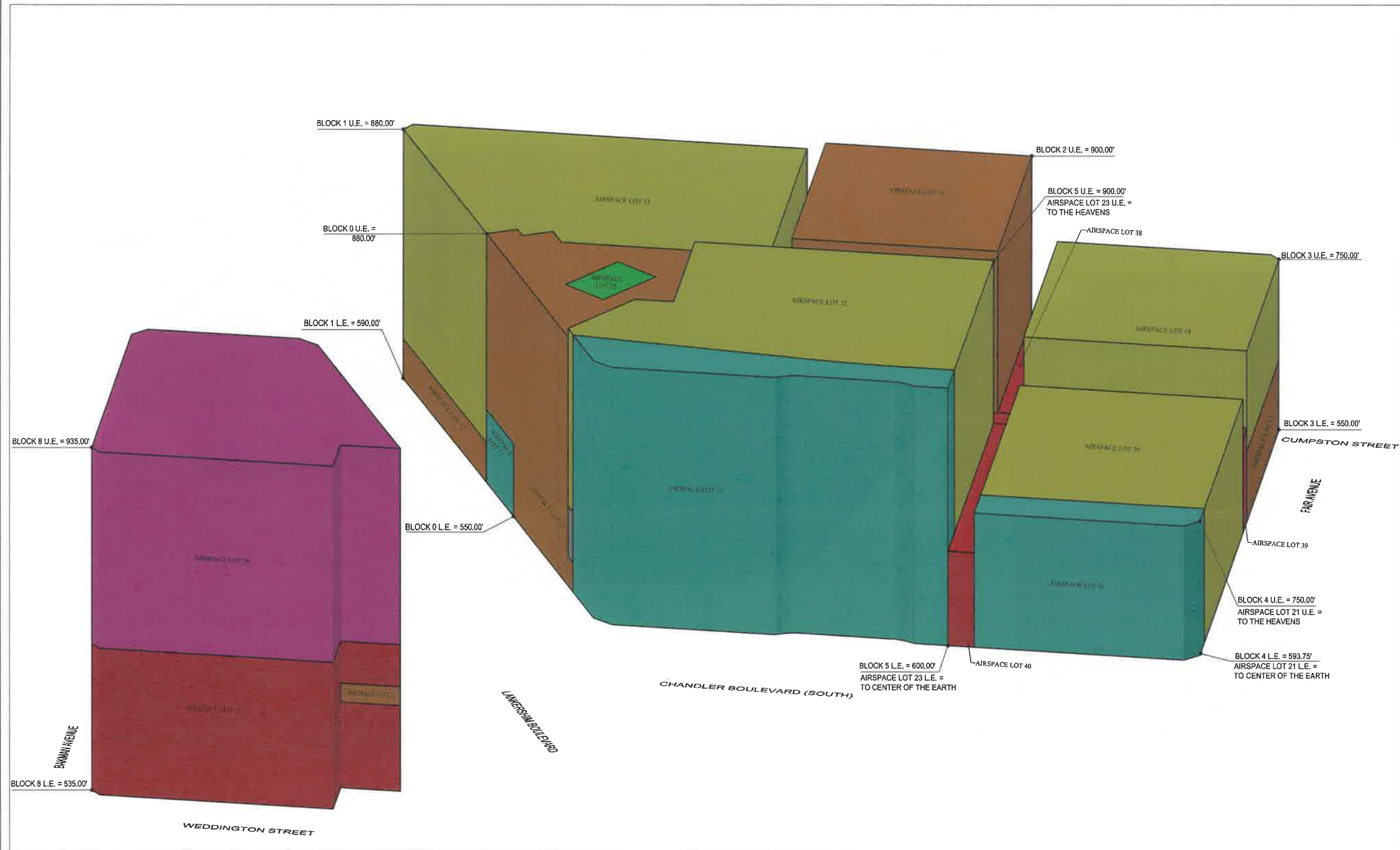
VESTING TENTATIVE TRACT MAP NO. 82868

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OVERALL VIEW LOOKING NORTH

ABBREVIATION
L.E. = LOWER ELEVATION
U.E. = UPPER ELEVATION

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PROJECT DESCRIPTION
METRO NOHO
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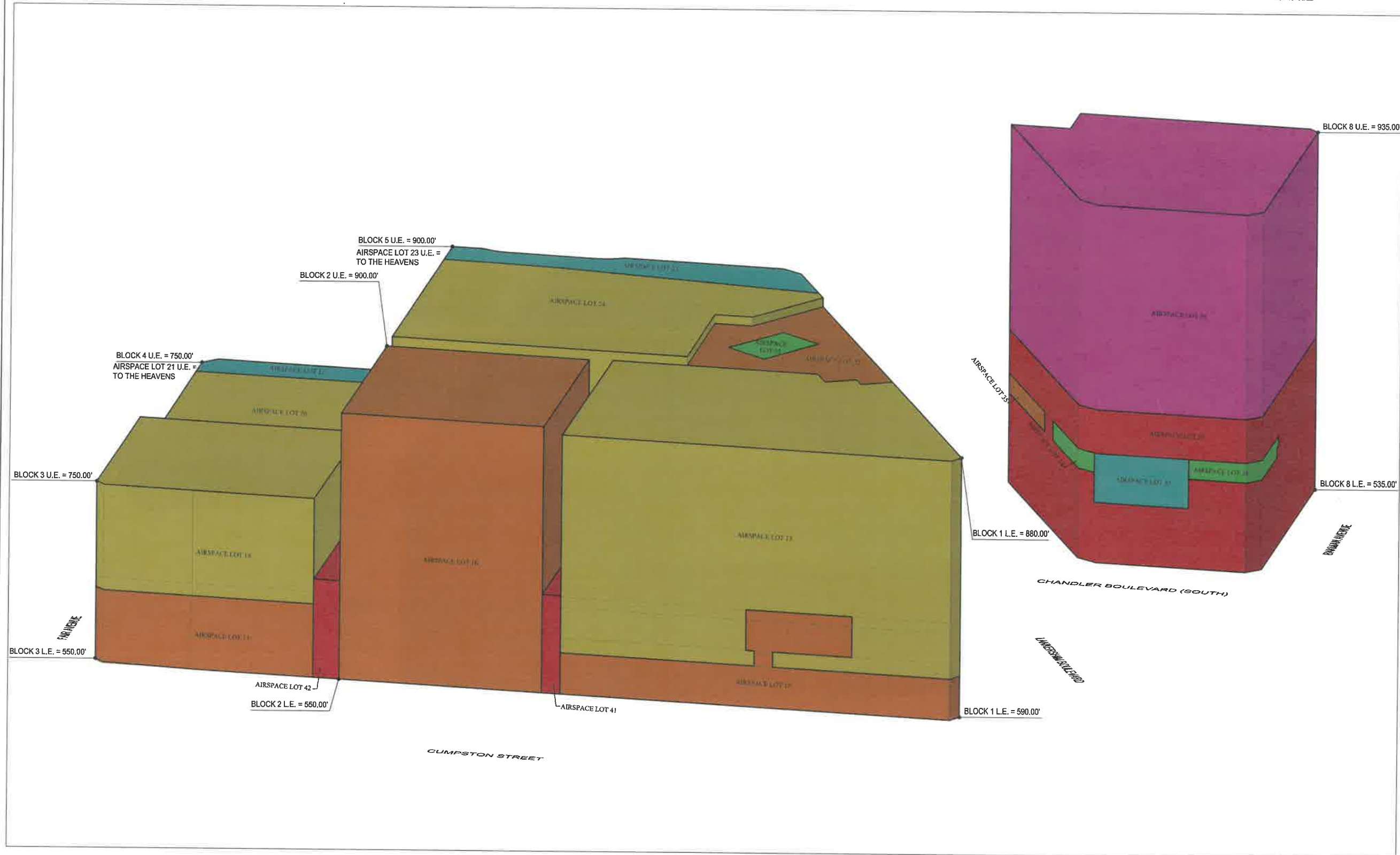
SHEET 15 OF 16

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OVERALL VIEW LOOKING SOUTH

ABBREVIATION
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CHECKED BY: CJ
SCALE: AS SPECIFIED
PROJECT DESCRIPTION: METRO NOHO TRACT NO. 82868

SHEET NUMBER

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IV. Mitigation Monitoring Program

IV. Mitigation Monitoring Program

1. Introduction

This Mitigation Monitoring Program (MMP) has been prepared pursuant to Public Resources Code (PRC) Section 21081.6, which requires a Lead Agency to adopt a “reporting or monitoring program for changes to the project or conditions of project approval, adopted in order to mitigate or avoid significant effects on the environment.” In addition, CEQA Guidelines Section 15097(a) requires that a public agency adopt a program for monitoring or reporting mitigation measures and project revisions, which it has required to mitigate or avoid significant environmental effects. This MMP has been prepared in compliance with the requirements of CEQA, PRC Section 21081.6, and CEQA Guidelines Section 15097.

The City of Los Angeles is the Lead Agency for the Project and, therefore, is responsible for administering and implementing the MMP. A public agency may delegate reporting or monitoring responsibilities to another public agency or to a private entity that accepts the delegation; however, until mitigation measures have been completed, the Lead Agency remains responsible for ensuring that implementation of the mitigation measures occurs in accordance with the program.

An Environmental Impact Report (EIR) has been prepared to address the potential environmental impacts of the Project. The evaluation of the Project’s impacts in the EIR takes into consideration the project design features (PDF) and applies mitigation measures (MM) needed to avoid or reduce potentially significant environmental impacts. This MMP is designed to monitor implementation of the PDFs and MMs identified for the Project.

2. Organization

As shown on the following pages, each identified PDF and MM for the Project is listed and categorized by environmental impact area, with accompanying identification of the following:

- Enforcement Agency: The agency with the power to enforce the PDF or MM.

- **Monitoring Agency:** The agency to which reports involving feasibility, compliance, implementation, and development are made.
- **Monitoring Phase:** The phase of the Project during which the PDF or MM shall be monitored.
- **Monitoring Frequency:** The frequency at which the PDF or MM shall be monitored.
- **Action Indicating Compliance:** The action by which the Enforcement or Monitoring Agency indicates that compliance with the identified PDF or required MM has been implemented.

3. Administrative Procedures and Enforcement

This MMP shall be enforced throughout all phases of the Project. The Applicant shall be responsible for implementing each PDF and MM and shall be obligated to provide certification, as identified below, to the appropriate monitoring and enforcement agencies that each PDF and MM has been implemented. The Applicant shall maintain records demonstrating compliance with each PDF and MM. Such records shall be made available to the City upon request.

During the construction phase and prior to the issuance of permits, the Applicant shall retain an independent Construction Monitor (either via the City or through a third-party consultant), approved by the Department of City Planning, who shall be responsible for monitoring implementation of PDFs and MMs during construction activities consistent with the monitoring phase and frequency set forth in this MMP.

The Construction Monitor shall also prepare documentation of the Applicant's compliance with the PDFs and MMs during construction every 90 days in a form satisfactory to the Department of City Planning. The documentation must be signed by the Applicant and Construction Monitor and be included as part of the Applicant's Compliance Report. The Construction Monitor shall be obligated to immediately report to the Enforcement Agency any non-compliance with the MMs and PDFs within two businesses days if the Applicant does not correct the non-compliance within a reasonable time of notification to the Applicant by the monitor or if the non-compliance is repeated. Such non-compliance shall be appropriately addressed by the Enforcement Agency.

4. Program Modification

After review and approval of the final MMP by the Lead Agency, minor changes and modifications to the MMP are permitted but can only be made subject to City approval. The Lead Agency, in conjunction with any appropriate agencies or departments, will

determine the adequacy of any proposed change or modification. This flexibility is necessary in light of the nature of the MMP and the need to protect the environment. No changes will be permitted unless the MMP continues to satisfy the requirements of CEQA, as determined by the Lead Agency.

The Project shall be in substantial conformance with the PDFs and MMs contained in this MMP. The enforcing departments or agencies may determine substantial conformance with PDFs and MMs in the MMP in their reasonable discretion. If the department or agency cannot find substantial conformance, a PDF or MM may be modified or deleted as follows: the enforcing department or agency, or the decision maker for a subsequent discretionary project related approval, finds that the modification or deletion complies with CEQA, including CEQA Guidelines Sections 15162 and 15164, which could include the preparation of an addendum or subsequent environmental clearance, if necessary, to analyze the impacts from the modifications to or deletion of the PDFs or MMs. Any addendum or subsequent CEQA clearance shall explain why the PDF or MM is no longer needed, not feasible, or the other basis for modifying or deleting the PDF or MM, and that the modification will not result in a new significant impact consistent with the requirements of CEQA. Under this process, the modification or deletion of a PDF or MM shall not, in and of itself, require a modification to any Project discretionary approval unless the Director of Planning also finds that the change to the PDF or MM results in a substantial change to the Project or the non-environmental conditions of approval.

5. Mitigation Monitoring Program

A. Air Quality

(1) Project Design Features

Project Design Feature AIR-PDF-1: Where power poles are available, electricity from power poles and/or solar powered generators rather than temporary diesel or gasoline generators will be used during construction.

- **Enforcement Agency:** City of Los Angeles Department of Building and Safety
- **Monitoring Agency:** City of Los Angeles Department of Building and Safety
- **Monitoring Phase:** Construction
- **Monitoring Frequency:** Periodically during construction
- **Action Indicating Compliance:** Field inspection sign-off

(2) Mitigation Measures

Mitigation Measure AIR-MM-1: Prior to demolition, the Project representative shall submit to the City of Los Angeles Department of Building and Safety and the South Coast Air Quality Management District a comprehensive inventory of all off-road construction equipment, equal to or greater than 50 horsepower, that with the exception of demolition activities will be used during any portion of construction. The inventory shall include the horsepower rating, engine production year, and certification of the specified Tier standard. A copy of each unit's certified tier specification, Best Available Control Technology documentation, and California Air Resources Board or South Coast Air Quality Management District operating permit shall be available onsite at the time of mobilization of each applicable unit of equipment to allow the Construction Monitor to compare the on-site equipment with the inventory and certified Tier specification and operating permit. Off-road diesel-powered equipment within the construction inventory list described above shall meet the USEPA Tier 4 Final standards.

- **Enforcement Agency:** City of Los Angeles Department of City Planning; South Coast Air Quality Management District
- **Monitoring Agency:** City of Los Angeles Department of City Planning; City of Los Angeles Department of Building and Safety
- **Monitoring Phase:** Pre-Construction; construction
- **Monitoring Frequency:** Once at Project plan check (provide proof of compliance); periodically during field inspection

Mitigation Measure AIR-MM-2: The Project representative shall require operator(s)/ construction contractor(s) to commit to using 2010 model year or newer engines that meet CARB's 2010 engine emission standards of 0.01 g/brake horsepower (bhp)-hr for particulate matter (PM) and 0.20 g/bhp-hr of NO_x emissions or newer, cleaner trucks for haul trucks associated with grading/excavation activities and concrete delivery trucks during concrete mat foundation pours. To monitor and ensure 2010 model year or newer trucks are used at the Project, the Lead Agency shall require that truck operator(s)/construction contractor(s) maintain records of trucks during the applicable construction activities associated with the Project and make these records available during the construction process and to the Lead Agency upon request.

- **Enforcement Agency:** City of Los Angeles Department of City Planning; South Coast Air Quality Management District
- **Monitoring Agency:** City of Los Angeles Department of City Planning; City of Los Angeles Department of Building and Safety
- **Monitoring Phase:** Pre-Construction; construction

- **Monitoring Frequency:** Once at Project plan check (provide proof of compliance); periodically during field inspection
- **Action Indicating Compliance:** Plan check approval and issuance of applicable building permit; field inspection sign-off

B. Cultural Resources

(1) Project Design Features

No project design features are identified in the Environmental Impact Report for this environmental issue.

(2) Mitigation Measures

Mitigation Measure CUL-MM 1: Conformance with the Secretary's Standards— Prior to commencement of construction on Block 0, as approved by Metro, the developer shall engage an architectural historian or historic architect meeting the Secretary of the Interior's Professional Qualifications Standards (Architectural Historian) to ensure the Lankershim Depot is relocated in conformance with the Secretary's Standards and guidance provided in *Moving Historic Buildings* by John Obed Curtis (National Park Service, 1979). The Architectural Historian shall review all aspects associated with the relocation, including building preparation and stabilization, the proposed method of moving the building, receiver site preparation, and rehabilitation at the receiver site. The Architectural Historian shall also consider plans for the historic landscaped plaza to ensure they conform with the Secretary's Standards, specifically Standard 9 that states that "new work will be differentiated from the old and will be compatible with the historic materials and features." Once details of the relocation, rehabilitation, and landscaped plaza have been finalized, the architectural historian shall prepare a report reviewing the relocation and rehabilitation of the Depot and landscaped plaza for conformance with the Secretary's Standards, submitted to the City of Los Angeles Office of Historic Resources for concurrence. After work is complete, the architectural historian shall document, through photographs, that work was completed in conformance with the approved report. Photographic documentation shall be submitted to the City of Los Angeles Office of Historic Resources.

- **Enforcement Agency:** City of Los Angeles Department of City Planning, Office of Historic Resources
- **Monitoring Agency:** City of Los Angeles Department of City Planning, Office of Historic Resources; Metro

- **Monitoring Phase:** Pre-construction; construction
- **Monitoring Frequency:** Once at Project plan check; once during construction
- **Action Indicating Compliance:** Submittal of compliance documentation to City of Los Angeles Department of City Planning/ Office of Historic Resources and subsequent issuance of applicable building permit

Mitigation Measure CUL-MM-2: Documentation—Prior to commencement of construction on Block 0, as approved by Metro, the Applicant shall engage a professional architectural photographer and an architectural historian meeting the Secretary of the Interior’s Professional Qualifications Standards (Architectural Historian) to implement Historic American Building Survey (HABS) Level II documentation of the current status of the Lankershim Depot and its setting consisting of both photographs and a written narrative. The Architectural Historian shall direct the photographer to take images and no fewer than 15 photographs shall be used to document the current status of the Depot and its setting. The photographs shall be large format, 4-inch by 5-inch, black-and-white negatives (two sets), contact prints (one set), and 8-inch by 10-inch prints (two sets). All shall be archivally processed and prints shall be made on fiber-based paper. Two original negatives shall be made at the time the photographs are taken. One set of negatives shall travel with a set of contact prints to the National Park Service for entry into the HABS collection in the Library of Congress; the second set of negatives shall be transmitted to the Los Angeles Public Library along with one set of 8-inch by 10-inch prints. The written narrative shall reformat the information contained in this report and be transmitted to the repositories named. The draft documentation shall be assembled by the Architectural Historian and submitted to the City of Los Angeles Department of City Planning or designee for review and approval prior to submittal to the repositories. The City of Los Angeles Department of City Planning or designee shall accept the final documentation prior to relocation of the Lankershim Depot.

- **Enforcement Agency:** City of Los Angeles Department of City Planning, Office of Historic Resources
- **Monitoring Agency:** City of Los Angeles Department of City Planning, Office of Historic Resources; Metro
- **Monitoring Phase:** Pre-construction
- **Monitoring Frequency:** Once at Project plan check
- **Action Indicating Compliance:** Submittal of compliance documentation to City of Los Angeles Department of City Planning, Office of Historic Resources and subsequent approval by Metro

Mitigation Measure CUL-MM-3: Interpretive Design—The Applicant shall prepare and implement a site-specific, art-in-public-places program on Block 0 that illustrates and interprets the important history of the Lankershim Depot to the development of North Hollywood. The public art program shall include feature(s) that are lasting and permanent and shall be integrated into the new architecture and/or new landscape features of the Project, to the maximum extent feasible, thus ensuring its longevity, and shall be accessible by all members of the public. While the public art program may incorporate a plaque or interpretative panel or display the program overall shall include features that are of a size, scale, and design in relation to the architecture and/or landscape features that it can be immediately viewed, recognized, and appreciated at a distance where the text or images on a plaque or interpretive panel or display may not be legible while maintaining a scale compatible with the Lankershim Depot. Content and design of the public art shall be created by an artist, in collaboration with the selected art consultant, a representative from Metro, and the architectural historian meeting the Secretary of the Interior's Professional Qualification Standards to ensure that the art-in-public-places program on Block 0 accurately interprets the history of the site. Installation of art elements shall be completed no more than one year after relocation and rehabilitation of the Lankershim Depot. Prior to commencement of construction on Block 0, as approved by Metro, a budget will be established for the public art that will be sufficient to cover design fees and fabrication.

- **Enforcement Agency:** City of Los Angeles Department of City Planning, Office of Historic Resources
- **Monitoring Agency:** City of Los Angeles Department of City Planning, Office of Historic Resources; Metro
- **Monitoring Phase:** Prior to installation of the public art display
- **Monitoring Frequency:** Once prior to installation of the public art display
- **Action Indicating Compliance:** Plan approval and issuance of applicable approvals by Metro

Mitigation Measure CUL-MM-4: All construction personnel and monitors who are not trained archaeologists or Tribal Cultural experts shall be briefed regarding unanticipated archeological or Tribal Cultural discoveries prior to the start of any excavation and grading activities. A basic PowerPoint presentation or handout shall be prepared to inform all personnel working on the Project about the archaeological and Tribal Cultural sensitivity of the area. The purpose of this Workers Environmental Awareness Program (WEAP) training is to provide specific details on the kinds of archaeological and Tribal Cultural materials that may be identified during excavation and grading

activities for the Project and explain the importance of and legal basis for the protection of significant archaeological resources, and all Tribal Cultural Resources. Each worker shall also learn the proper procedures to follow in the event that cultural resources, Tribal Cultural Resources, or human remains are uncovered during ground-disturbing activities. These procedures include work curtailment or redirection, and the immediate contact of the site supervisor and archaeological monitor.

- **Enforcement Agency:** City of Los Angeles Department of City Planning; City of Los Angeles Department of Building and Safety
- **Monitoring Agency:** City of Los Angeles Department of Building and Safety; Metro
- **Monitoring Phase:** Construction
- **Monitoring Frequency:** Once prior to construction
- **Action Indicating Compliance:** Issuance of applicable building permit

Mitigation Measure CUL-MM-5: Prior to any excavation activities, an individual qualified in archeology and Tribal Cultural Resources (Qualified Archeologist) shall be retained to monitor initial excavation and grading activities within the Project Site. Initial excavation and grading are defined as initial construction-related earth moving of sediments from their place of deposition. As it pertains to archaeological monitoring, this definition excludes movement of sediments after they have been initially disturbed or displaced by project-related construction. Due to the complex history of development and disturbance in the area, the terminal depth of potential deposits cannot be determined prior to the start of excavation activities. Monitoring will be continued based the continued potential for cultural deposits based on the characteristics of subsurface sediments encountered. The Qualified Archeologist, meeting the Secretary of the Interior's Professional Qualification Standards, shall oversee and adjust monitoring efforts as needed (increase, decrease, or discontinue monitoring frequency) based on the observed potential for construction activities to encounter cultural deposits or material. The Qualified Archeologist shall be responsible for maintaining daily monitoring logs. Within 60 days following completion of ground disturbance, an archaeological monitoring report shall be prepared and submitted to the City for review. This report shall document compliance with approved mitigation, document the monitoring efforts, and include an appendix with daily monitoring logs. The final report shall be submitted to the SCCIC. In the event that a potential archaeological resource is encountered, the Applicant shall follow the procedures set forth in Mitigation Measure CUL-MM-6. In the event that a potential Tribal Cultural Resource is encountered, the

applicant shall instead follow the procedures set forth in Mitigation Measure TCR-MM-1.

- **Enforcement Agency:** City of Los Angeles Department of City Planning; City of Los Angeles Department of Building and Safety
- **Monitoring Agency:** City of Los Angeles Department of City Planning; City of Los Angeles Department of Building and Safety; Metro
- **Monitoring Phase:** Construction
- **Monitoring Frequency:** To be determined by consultation with archaeologist if resource(s) are discovered
- **Action Indicating Compliance:** If unanticipated discoveries are found, submittal of compliance report by a qualified archaeologist; issuance of building permit(s)

Mitigation Measure CUL-MM-6: In the event that historic or prehistoric archaeological resources are unearthed, ground disturbing activities shall be halted or diverted away from the vicinity of the find so that the find can be evaluated. An appropriate buffer area shall be established by the Qualified Archaeologist in accordance with industry standards, reasonable assumptions regarding the potential for additional discoveries in the vicinity, and safety considerations for those making an evaluation and potential recovery of the discovery. This buffer area shall be established around the find where construction activities shall not be allowed to continue. Work shall be allowed to continue outside of the buffer area. All resources unearthed by Project construction activities shall be evaluated by the Qualified Archaeologist. If a resource is determined by the Qualified Archaeologist to constitute a “historical resource” pursuant to CEQA Guidelines Section 15064.5(a) or a “unique archaeological resource” pursuant to Public Resources Code Section 21083.2(g), the Qualified Archaeologist shall coordinate with the Applicant and the City to develop a formal treatment plan that would serve to reduce impacts to the resource. The treatment plan established for the resource shall be in accordance with CEQA Guidelines Section 15064.5(f) for historical resources and Public Resources Code Sections 21083.2(b) for unique archaeological resources. Preservation in place (i.e., avoidance) is the preferred manner of treatment. If in coordination with the City, it is determined that preservation in place is not feasible, appropriate treatment of the resource shall be developed by the Qualified Archaeologist in coordination with the City and may include implementation of archaeological data recovery excavations to remove the resource along with subsequent laboratory processing and analysis. Any archaeological material collected shall be curated at a public, non-profit institution with a research interest in the materials, if such an institution agrees to accept the material. If no institution accepts the

archaeological material, they shall be donated to a local school or historical society in the area for educational purposes.

- **Enforcement Agency:** City of Los Angeles Department of City Planning; City of Los Angeles Department of Building and Safety
- **Monitoring Agency:** City of Los Angeles Department of City Planning; City of Los Angeles Department of Building and Safety; Metro
- **Monitoring Phase:** Construction
- **Monitoring Frequency:** To be determined by consultation with archaeologist if resource(s) are discovered
- **Action Indicating Compliance:** If unanticipated discoveries are found, submittal of compliance report by a qualified archaeologist; issuance of building permit(s)

C. Greenhouse Gas Emissions

(1) Project Design Features

Project Design Feature GHG-PDF-1: The design of the new buildings shall incorporate features of the U.S. Green Building Council's Leadership in Energy and Environmental Design (LEED®) program to be capable of meeting the standards of LEED Silver® for commercial buildings and LEED for Homes or GreenPoint Rated for residential buildings, or equivalent green building standards. These include energy conservation, water conservation, and waste reduction features to support and promote environmental sustainability, including but not limited to: Energy Star appliances; plumbing fixtures (water closets and urinals) and fittings (faucets and showerheads) that comply with the performance requirements specified in the City of Los Angeles Green Building Code; weather-based irrigation system; and water-efficient landscaping.

- **Enforcement Agency:** City of Los Angeles Department of City Planning; City of Los Angeles Department of Building and Safety
- **Monitoring Agency:** City of Los Angeles Department of Building and Safety
- **Monitoring Phase:** Pre-construction; pre-operation
- **Monitoring Frequency:** Once at Project plan check; once during field inspection
- **Action Indicating Compliance:** Plan check approval and issuance of applicable building permit; issuance of Certificate of Occupancy

Project Design Feature GHG-PDF-2: The Project shall limit the installation of natural gas fireplaces/firepits to approximately five percent of the total dwelling units (70 natural gas fireplaces/firepits), which could include firepits for outdoor amenity areas and fireplaces within residential units and fireplaces/firepits for indoor amenity areas and three for office outdoor amenity areas.

- **Enforcement Agency:** City of Los Angeles Department of City Planning; City of Los Angeles Department of Building and Safety
- **Monitoring Agency:** City of Los Angeles Department of Building and Safety
- **Monitoring Phase:** Pre-construction; pre-operation
- **Monitoring Frequency:** Once at Project plan check; once during field inspection
- **Action Indicating Compliance:** Plan check approval and issuance of applicable building permit; issuance of Certificate of Occupancy

(2) Mitigation Measures

No mitigation measures are identified in the Environmental Impact Report for this environmental issue.

D. Hazards and Hazardous Materials

(1) Project Design Features

No project design features are identified in the Environmental Impact Report for this environmental issue.

(2) Mitigation Measures

Mitigation Measure HAZ-MM-1: Soil Management Plan—The Applicant shall retain a qualified environmental consultant to prepare a Soil Management Plan for Contaminated Soils (SMP) which shall be prepared with input from Los Angeles County Certified Unified Program Agency (CUPA), County of Los Angeles Fire Department Health and Hazardous Materials Division (HHMD) Site Mitigation Unit (SMU). The SMP shall be submitted to the City of Los Angeles Department of Building and Safety for review and approval prior to the commencement of soil disturbance activities. Potential subsurface contamination likely to be encountered during excavation activities includes metals, PCE (a volatile organic compound [VOC]) or other VOCs. The SMP shall be written such that it can be implemented sitewide or by block. The SMP

shall be implemented during soil disturbance activities on each block to ensure that contaminated soils are properly identified, excavated, managed and transported and disposed of off-site.

Elements of the SMP shall include:

- A qualified environmental consultant shall be present on the Project Site at the start of soil disturbance activities (e.g., clearing, grubbing, pavement/asphalt removal, building foundation and other below ground structure removal, excavation, grading, etc.) in the known or suspected locations of contaminated soils and shall be on call at other times as necessary, to monitor compliance with the SMP and to actively monitor the soils and excavations for evidence of contamination (primarily VOCs, which includes PCE, and metals).
- Soil monitoring during soil disturbance including visual observation (soil staining), representative sampling via a photo ionization detector, and/or VOC monitoring.
- The SMP shall require the timely testing and sampling of soils so that VOC-contaminated soils can be separated from inert soils for proper disposal. The SMP shall specify the testing parameters and sampling frequency. Routine testing includes VOCs and metals. The qualified environmental consultant shall have authority to request additional testing including, but not limited to, total petroleum hydrocarbons (TPH), semi-volatile organic compounds (SVOCs), polychlorinated biphenyls (PCBs) based on visual observation, the presence of odors, or other factors.
- During excavation, if soil is stockpiled prior to disposal, it shall be managed in accordance with the Project's Storm Water Pollution Prevention Plan (SWPPP), prior to transportation for treatment and/or disposal.
- To ensure appropriate containment of excavated soil or demolition debris/materials that exceed state or federal hazardous waste criteria, such materials shall be placed in containers with closures that are properly secured and lined, as appropriate, or wrapped and enclosed by tarps and transported by licensed hazardous waste haulers and disposed of at a licensed hazardous waste management facility approved for the specific disposed hazardous materials.
- During excavation, soils identified as VOC-contaminated shall be sprayed with water or another approved vapor suppressant or covered with sheeting and securely anchored during periods of inactivity of greater than an hour to prevent contaminated soils from becoming airborne.

- Dust suppression shall be used for any active or inactive stockpile known or suspected to contain contaminants including metals, above State or Federal hazardous waste limits. Active and inactive excavations and stockpiles of soil shall be kept visibly moist by water spray, treated with a vapor suppressant, or covered with a continuous heavy-duty plastic sheeting (4 mm or greater) or other covering. The covering shall be overlapped at the seams and securely anchored.
- The qualified environmental consultant shall perform weekly inspections of all waste (drums and bulk) to document that waste is being managed in accordance with the SMP. Inspection records shall be maintained on-site and shall be made available upon request.
- **Enforcement Agency:** City of Los Angeles Department of Building and Safety; California Department of Toxic Substances Control
- **Monitoring Agency:** City of Los Angeles Department of Building and Safety; Metro
- **Monitoring Phase:** Pre-construction; construction
- **Monitoring Frequency:** Once at Project plan check; once during field inspection
- **Action Indicating Compliance:** Plan check approval and issuance of grading permit; field inspection sign-off

Mitigation Measure HAZ-MM-2: Prior to construction, a limited soil investigation of the soil bordering the West Lot to the south shall be performed. Any identified contamination shall be remediated in accordance with all applicable federal, state, and local regulations and, if necessary, in accordance with Mitigation Measure HAZ-MM-1.

- **Enforcement Agency:** City of Los Angeles Department of Building and Safety; Metro
- **Monitoring Agency:** City of Los Angeles Department of Building and Safety; Metro
- **Monitoring Phase:** Pre-construction; construction
- **Monitoring Frequency:** Once at Project plan check; once during field inspection
- **Action Indicating Compliance:** Plan check approval and issuance of grading permit; field inspection sign-off

Mitigation Measure HAZ-MM-3: The West Lot shall be developed in accordance with the City of Los Angeles' Methane Ordinance (LAMC Chapter IX,

Article 1, Division 71, Section 91.7103), which Metro shall implement and enforce through its standard permitting procedures.

- **Enforcement Agency:** Metro; City of Los Angeles Department of Building and Safety
- **Monitoring Agency:** Metro; City of Los Angeles Department of Building and Safety
- **Monitoring Phase:** Pre-construction; construction
- **Monitoring Frequency:** Once at Project plan check; once during field inspection
- **Action Indicating Compliance:** Plan check approval and issuance of grading permit and building permit; field inspection sign-off

E. Noise

(1) Project Design Features

Project Design Feature NOI-PDF-1: During plan check for each phase of the Project, the contractor will provide a statement to the City indicating their power construction equipment (including combustion engines), fixed or mobile, will be equipped with state-of-the-art noise shielding and muffling devices (consistent with manufacturers' standards). The statement will further indicate that the equipment will be properly maintained to assure that no additional noise, due to worn or improperly maintained parts, would be generated.

- **Enforcement Agency:** City of Los Angeles Department of Building and Safety; City of Los Angeles Department of City Planning
- **Monitoring Agency:** City of Los Angeles Department of Building and Safety
- **Monitoring Phase:** Pre-Construction, construction
- **Monitoring Frequency:** Once at plan check (provide proof of compliance)
- **Action Indicating Compliance:** Plan check approval and issuance of applicable building permit; field inspection sign-off

Project Design Feature NOI-PDF-2: Project construction will not include the use of driven (impact) pile systems.

- **Enforcement Agency:** City of Los Angeles Department of Building and Safety
- **Monitoring Agency:** City of Los Angeles Department of Building and Safety

- **Monitoring Phase:** Construction
- **Monitoring Frequency:** Once at Project plan check (provide proof of compliance); periodically during construction
- **Action Indicating Compliance:** Plan check approval and issuance of applicable building permit; field inspection sign-off

Project Design Feature NOI-PDF-3: All outdoor mounted mechanical equipment will be screened from off-site noise-sensitive receptors. The equipment screen will be impermeable (i.e., solid material with minimum weight of 2 pounds per square feet) and break the line-of-sight from the equipment to the off-site noise-sensitive receptors.

- **Enforcement Agency:** City of Los Angeles Department of City Planning; City of Los Angeles Department of Building and Safety
- **Monitoring Agency:** City of Los Angeles Department of City Planning; City of Los Angeles Department of Building and Safety
- **Monitoring Phase:** Pre-construction, construction
- **Monitoring Frequency:** Once at Project plan check (provide proof of compliance); once at field inspection
- **Action Indicating Compliance:** Plan check approval and issuance of applicable building permit

Project Design Feature NOI-PDF-4: All loading docks will be acoustically screened from off-site noise-sensitive receptors.

- **Enforcement Agency:** City of Los Angeles Department of City Planning; City of Los Angeles Department of Building and Safety
- **Monitoring Agency:** City of Los Angeles Department of City Planning; City of Los Angeles Department of Building and Safety
- **Monitoring Phase:** Pre-construction, construction
- **Monitoring Frequency:** Once at Project plan check (provide proof of compliance); once at field inspection
- **Action Indicating Compliance:** Plan check approval and issuance of applicable building permit; issuance of Certificate of Occupancy

Project Design Feature NOI-PDF-5: Outdoor amplified sound systems, if any, will be designed so as not to exceed the maximum noise level of 75 dBA (L_{eq-1hr}) at a distance of 25 feet from the amplified speaker sound systems at Block 1 (Level 4 Amenity), Block 2 (Level 4 Amenity), Block 3 (Level 5 and Level 6 Amenity), Block 4 (Level 3 Pool Deck and Courtyard and Level 6 Amenity), Block 5/6 (Level 6 Courtyard); and 80 dBA (L_{eq-1hr}) at a distance of 25 feet at Block 1 (Roof Level Amenity), Block 3 (Level 2 Courtyard), Block 5/6 (Level 1

NoHo Square, Level 2 Common Deck), Block 7 (Level 2 Courtyard and Level 5 Amenity), and Block 8 (Level 7 Courtyard). A qualified noise consultant will provide written documentation, prior to issuance of a certificate of occupancy, that the design of the system complies with this maximum noise level.

- **Enforcement Agency:** City of Los Angeles Department of City Planning; City of Los Angeles Department of Building and Safety
- **Monitoring Agency:** City of Los Angeles Department of City Planning; City of Los Angeles Department of Building and Safety
- **Monitoring Phase:** Pre-operation
- **Monitoring Frequency:** Once at field inspection
- **Action Indicating Compliance:** Issuance of Certificate of Occupancy

Project Design Feature NOI-PDF-6: The temporary/touring amplified sound system for special events (such as movies or music performances) at the NoHo Square will be designed, using a line-array speaker system, so as not to exceed a maximum noise level of 90 dBA (L_{eq-1hr}) at a distance of 50 feet from the amplified sound systems.

- **Enforcement Agency:** City of Los Angeles Department of City Planning; City of Los Angeles Department of Building and Safety
- **Monitoring Agency:** City of Los Angeles Department of City Planning; City of Los Angeles Department of Building and Safety
- **Monitoring Phase:** Pre-operation
- **Monitoring Frequency:** Once at field inspection
- **Action Indicating Compliance:** Submittal of compliance report from noise consultant prior to Certificate of Occupancy for Block 5/6

(2) Mitigation Measures

Mitigation Measure NOI-MM-1: A temporary and impermeable sound barrier shall be erected at the locations listed below and shown on Figure IV.H-5 on page IV.H-95. Prior to any demolition work conducted for each phase being permitted, building plans shall include documentation prepared by a noise consultant verifying compliance with this measure.

During Block 0 Construction (Metro is the monitoring and enforcement agency for these mitigation measures.):

- Along the western property line of the Project Site (Block 0 West) between the construction areas and residential use at the corner of Tujunga Avenue and Chandler Boulevard (receptor location R7) and the northern portion of the park on the south side of Chandler

Boulevard and approximately 300 west of Tujunga Avenue (receptor location R8). The temporary sound barrier (minimum 15 feet high) shall be designed to provide a minimum 13-dBA noise reduction at the ground level of receptor location R7 and 8 dBA at receptor location R8.

- Along the southern property line of the Project Site (Block 0 West) between the construction areas and noise sensitive uses along Chandler Boulevard (receptor locations R9, R10, and R11). The temporary sound barrier shall be designed to provide a minimum 9-dBA noise reduction (minimum 12 feet high) at the ground level of receptor locations R9, R10, and R11.
- Along the northern property line of the Project Site (Block 0 West) between the construction areas and residential use at the corner of Lankershim Boulevard and Cumpston Street (receptor location R5). The temporary sound barrier shall be designed to provide a minimum 5-dBA noise reduction (minimum 8 feet high) at the ground level of receptor location R5.
- Along the northern, southern, western, and eastern property lines of the Project Site (Block 0 East) between the construction areas and residential use along Cumpston Street (receptor location R1), Fair Avenue (receptor location R2), Chandler Boulevard (receptor R3), and Lankershim Boulevard (receptor location R5). The temporary sound barrier shall be designed to provide a minimum 5-dBA noise reduction (minimum 8 feet high) at the ground level of receptor locations R1, R2, R3, and R5.

During Block 1 Construction:

- Along the western edge of the Project Site (Block 1) between the construction areas and residential use at the corner of Lankershim Boulevard and Cumpston Street (receptor location R5). The temporary sound barrier shall be designed to provide a minimum 9-dBA noise reduction (minimum 11 feet high) at the ground level of receptor location R5.
- Along the northeastern and eastern edges of the Project Site (Block 1) between the construction areas and residential use along Cumpston Street (receptor location R1) and Fair Avenue (receptor location R2). The temporary sound barrier shall be designed to provide a minimum 8-dBA (minimum 11 feet high) and 5-dBA (minimum 8 feet high) noise reduction at the ground level of receptor locations R1 and R2, respectively.
- Along the southern edge of the Project Site (Block 1) between the construction areas and the noise sensitive uses along Weddington Street (receptor locations R9 and R10). The temporary sound barrier shall be designed to provide a minimum 5-dBA noise

reduction (minimum 8 feet high) at the ground level of receptor locations R9 and R10. Note, this temporary sound barrier would not be required if Block 8 is substantially completed, prior to Block 1 construction.

During Block 2 Construction:

- Along the northern edge of the Project Site (Block 2) between the construction areas and the residential use along Cumpston Street (receptor location R1). The temporary sound barrier shall be designed to provide a minimum 15-dBA noise reduction (minimum 18 feet high) at the ground level of the residential use (receptor location R1).
- Along the eastern edge of the Project Site (Block 2) between the construction areas and residential use along Fair Avenue (receptor location R2). The temporary sound barrier shall be designed to provide a minimum 7-dBA noise reduction (minimum 10 feet high) at the ground level of receptor location R2. Note, this temporary sound barrier would not be required if Block 3 and Block 4 are substantially completed, prior to Block 2 construction.
- Along the southern edge of the Project Site (Block 2) between the construction areas and residential use along Chandler Boulevard (receptor location R3) and the school use south of Weddington Street (receptor location R10). The temporary sound barrier shall be designed to provide a minimum 5-dBA noise reduction (minimum 8 feet high) at the ground level of receptor locations R3 and R10. Note, this temporary sound barrier would not be required if Block 4 and Block 5/6 are substantially completed, prior to Block 2 construction.

During Block 3 Construction:

- Along the northern edge of the Project Site (Block 3) between the construction areas and the residential use along the Cumpston Street (receptor location R1). The temporary sound barrier shall be designed to provide a minimum 15-dBA noise reduction (minimum 18 feet high) at the ground level of the residential use (receptor location R1).
- Along the eastern edge of the Project Site (Block 3) between the construction areas and residential use along Fair Avenue (receptor location R2). The temporary sound barrier shall be designed to provide a minimum 15-dBA noise reduction (minimum 18 feet high) at the ground level of receptor location R2.
- Along the southern edge of the Project Site (Block 3) between the construction areas and residential use along Chandler Boulevard (receptor location R3). The temporary sound barrier shall be designed to provide a minimum 5-dBA noise reduction (minimum

8 feet high) at the ground level of receptor location R3. Note, this temporary sound barrier would not be required if Block 4 is substantially completed, prior to Block 3 construction.

During Block 4 Construction:

- Along the northern edge of the Project Site (Block 4) between the construction areas and the residential use along the Cumpston Street (receptor location R1). The temporary sound barrier shall be designed to provide a minimum 6-dBA noise reduction (minimum 10 feet high) at the ground level of the residential use (receptor location R1).
- Along the southern edge of the Project Site (Block 4) between the construction areas and residential use along Chandler Boulevard (receptor location R3). The temporary sound barrier shall be designed to provide a minimum 13-dBA noise reduction (minimum 15 feet high) at the ground level of receptor location R3.
- Along the eastern edge of the Project Site (Block 4) between the construction areas and residential use along Fair Avenue (receptor location R2). The temporary sound barrier shall be designed to provide a minimum 15-dBA noise reduction (minimum 18 feet high) at the ground level of receptor location R2.

During Block 5/6 Construction:

- Along the northern edge of the Project Site (Block 5/6) between the construction areas and the residential use along the Cumpston Street (receptor location R1). The temporary sound barrier shall be designed to provide a minimum 8-dBA noise reduction (minimum 11 feet high) at the ground level of the residential use (receptor location R1).
- Along the southern edge of the Project Site (Block 5/6) between the construction areas and residential use along Chandler Boulevard (receptor location R3). The temporary sound barrier shall be designed to provide a minimum 12-dBA noise reduction (minimum 14 feet high) at the ground level of receptor location R3.
- Along the eastern edge of the Project Site (Block 5/6) between the construction areas and residential use along Fair Avenue (receptor location R2). The temporary sound barrier shall be designed to provide a minimum 9-dBA noise reduction (minimum 12 feet high) at the ground level of receptor location R2.
- Along the western edge of the Project Site (Block 5/6) between the construction areas and sensitive uses along Weddington Street (receptor locations R9, R10, and R11). The temporary sound barrier shall be designed to provide a minimum 5-dBA noise

reduction (minimum 8 feet high) at the ground level of receptor locations R9, R10, and R11.

During Block 7 Construction:

- Along the northern property line of the Project Site (Block 7) between the construction areas and residential use at the corner of Lankershim Boulevard and Cumpston Street (receptor location R5). The temporary sound barrier shall be designed to provide a minimum 10-dBA noise reduction (minimum 12 feet high) at the ground level of receptor location R5.
- Along the western property line of the Project Site (Block 7) between the construction areas and residential use on Cumpston Street, west of Tujunga Avenue (receptor location R6). The temporary sound barrier shall be designed to provide a minimum 9-dBA noise reduction (minimum 12 feet high) at the ground level of receptor location R6.
- Along the southern property line of the Project Site (Block 7) between the construction areas and residential use at the corner of Tujunga Avenue and Chandler Boulevard (receptor location R7) and at receptor location R9. The temporary sound barrier shall be designed to provide a minimum 5-dBA noise reduction (minimum 8 feet high) at the ground level of receptor locations R7 and R9.
- Along the eastern property line of the Project Site (Block 7) between the construction areas and future residential use at the corner of Lankershim Boulevard and Chandler Boulevard (Related Project No. 1). The temporary sound barrier shall be designed to provide a minimum 15-dBA noise reduction (minimum 18 feet high) at the ground level. Note, this temporary sound barrier would only be required if the construction for the Related Project No. 1 would be completed and occupied prior the Project construction.

During Block 8 Construction:

- Along the northern property line of the Project Site (Block 8) between the construction areas and the residential uses along Cumpston Street (receptor location R1) and Fair Avenue (receptor location R2). The temporary sound barrier shall be designed to provide a minimum 5-dBA noise reduction (minimum 8 feet high) at the ground level of receptor locations R1 and R2.
- Along the southern property line of the Project Site (Block 8) between the construction areas and theater/ use (receptor location R9) and school use (receptor location R10). The temporary sound barrier shall be designed to provide a minimum 15-dBA noise reduction (minimum 18 feet high) at the ground level of receptor locations R9 and R10.

- Along the western property line of the Project Site (Block 8) between the construction areas and the hotel use (receptor location R11). The temporary sound barrier shall be designed to provide a minimum 13-dBA noise reduction (minimum 16 feet high) at the ground level of receptor location R11.

During West Lot Construction (Metro is the monitoring and enforcement agency for these mitigation measures.):

- Along the northern property line of the West Lot between the construction areas and residential use on Cumpston Street (receptor location R6). The temporary sound barrier shall be designed to provide a minimum 13-dBA noise reduction (minimum 16 feet high) at the ground level of receptor location R6.
- Along the southern property line of the West Lot between the construction areas and residential use at the corner of Tujunga Avenue and Chandler Boulevard (receptor location R7) and the park use south of Chandler Boulevard (receptor location R8). The temporary sound barrier shall be designed to provide a minimum 15-dBA noise reduction (minimum 18 feet high) at the ground level of receptor location R7 and 11-dBA noise reduction (minimum 14 feet high) at receptor location R8.
- Along the western and portion of the southern property line of the West Lot between the construction areas and the residential use on the north side of Chandler Boulevard (receptor location R14). The temporary sound barrier shall be designed to provide a minimum 15-dBA noise reduction (minimum 18 feet high) at receptor location R14.

During East Lot Construction (Metro is the monitoring and enforcement agency for these mitigation measures.):

- Along the northern property line of the East Lot between the construction areas and residential use along Fair Avenue (receptor location R13). The temporary sound barrier shall be designed to provide a minimum 15-dBA noise reduction (minimum 18 feet high) at the ground level of receptor location R13.
- Along the southern property line between the construction areas and the residential use along Chandler Boulevard (receptor location R3). The temporary sound barrier shall be designed to provide a minimum 5-dBA noise reduction (minimum 8 feet high) at the ground level of receptor location R3.
- **Enforcement Agency:** City of Los Angeles Department of City Planning; City of Los Angeles Department of Building and Safety; Metro

- **Monitoring Agency:** City of Los Angeles Department of Building and Safety; Metro
- **Monitoring Phase:** Pre-construction; construction
- **Monitoring Frequency:** Once at Project plan check (provide proof of compliance); once during field inspection
- **Action Indicating Compliance:** Plan check approval and issuance of applicable building permit; submittal of compliance report from qualified noise consultant.

Mitigation Measure NOI-MM-2: Prior to any construction activities involving vibration on Block 0 West or Block 8, the Applicant shall retain the services of a qualified structural engineer or qualified professional building engineer to visit the Lankershim Depot (after it is relocated to the future location) and the Security Trust and Savings Bank building adjacent to the Project Site (Block 8) to inspect and document the apparent physical condition of the building's readily-visible features (i.e., any cracks or damage). In addition, the structural engineer shall survey the existing foundations and other structural aspects of the Security Trust and Savings Bank and provide a shoring design to protect the building from potential damage. Pot holing, ground penetrating radar, or other similar methods of determining the below grade conditions on the Project Site and the Security Trust and Savings Bank may be necessary to establish baseline conditions and prepare the shoring design. The shoring design shall specify threshold limits for vibration causing activities.

The qualified structural engineer shall hold a valid license to practice structural engineering in the State of California and have extensive demonstrated experience specific to rehabilitating historic buildings and applying the Secretary of the Interior's Standards to such projects. The City of Los Angeles shall determine qualification prior to any work being performed. The qualified structural engineer shall submit to the lead agency a pre-construction survey that establishes baseline conditions to be monitored during construction, prior to issuance of any permit for the Project on Block 0 West or Block 8.

Prior to construction activities, the Applicant shall retain the services of a qualified acoustical engineer to review proposed construction equipment and develop and implement a vibration monitoring program capable of documenting the construction-related ground vibration levels at the Lankershim Depot and the Security Trust and Savings Bank building during demolition and grading/excavation phases.

The vibration monitoring system shall continuously measure and store the peak particle velocity (PPV) in inch/second. The system shall also be programmed for two preset velocity levels: a warning level of 0.10 PPV and a regulatory level of 0.12 PPV. The system shall also

provide real-time alert when the vibration levels exceed the warning level.

In the event the warning level (0.10 PPV) is triggered, the contractor shall identify the source of vibration generation, halt construction in the immediate vicinity, and provide technologically feasible steps to reduce the vibration level, including but not limited to staggering concurrent activities, utilizing lower vibratory techniques, and limiting high vibration generating equipment (i.e., large bulldozer, drill rig and loaded truck) operating within 20 feet of the building.

In the event the regulatory level (0.12 PPV) is triggered, the contractor shall halt construction activities in the vicinity of the building and visually inspect the building for any damage (by a qualified structural engineer). Results of the inspection must be logged. The contractor shall identify the source of vibration generation and provide technologically feasible steps to reduce the vibration level. Construction activities may then restart.

At the conclusion of vibration-causing construction, the qualified structural engineer shall issue a follow-up letter describing damage, if any, to immediately adjacent historic buildings and recommendations for repair, as may be necessary, in conformance with the Secretary of the Interior's Standards. Repairs to immediately adjacent historic buildings shall be undertaken and completed in conformance with all applicable codes, including the California Historical Building Code (Part 8 of Title 24).

- **Enforcement Agency:** City of Los Angeles Department of City Planning; City of Los Angeles Department of Building and Safety
- **Monitoring Agency:** City of Los Angeles Department of City Planning; City of Los Angeles Department of Building and Safety-Block 8 ;Metro-Block 0
- **Monitoring Phase:** Pre-construction; construction
- **Monitoring Frequency:** Once at Project plan check (provide proof of compliance); once during field inspection (as needed during vibration-causing construction)
- **Action Indicating Compliance:** Plan approval and issuance of applicable building permit; submittal of compliance report from structural engineer.

F. Public Services—Police Protection

(1) Project Design Features

Project Design Feature POL-PDF-1: During construction, the Applicant will implement temporary security measures including security fencing, lighting, and locked entry.

- **Enforcement Agency:** City of Los Angeles Police Department; City of Los Angeles Department of Building and Safety; City of Los Angeles Department of City Planning
- **Monitoring Agency:** City of Los Angeles Department of Building and Safety
- **Monitoring Phase:** Construction
- **Monitoring Frequency:** Once at Project plan check (provide proof of compliance); once during field inspection
- **Action Indicating Compliance:** Plan check approval and issuance of applicable building permit; Field inspection sign-off

Project Design Feature POL-PDF-2: The Project will include a standard range of security measures recommended in LAPD’s Design Out Crime Guidelines including, but not limited to, providing adequate lighting of parking structures, elevators, and lobbies to reduce areas of concealment; provide lighting of building entries, pedestrian walkways, and other public open spaces to provide pedestrian orientation and to clearly identify a secure route between parking areas and points of entry into buildings; design public spaces to be easily patrolled and accessed by safety personnel; design entrances to, and exits from buildings, open spaces around buildings, and pedestrian walkways to be open and in view of surrounding sites; and limit visually obstructed and infrequently accessed “dead zones.”

- **Enforcement Agency:** City of Los Angeles Police Department; City of Los Angeles Department of City Planning; City of Los Angeles Department of Building and Safety
- **Monitoring Agency:** City of Los Angeles Department of Department of City Planning; City of Los Angeles Department of Building and Safety
- **Monitoring Phase:** Pre-Construction
- **Monitoring Frequency:** Once at Project plan check (provide proof of compliance); prior to the issuance of applicable building permit
- **Action Indicating Compliance:** Plan check approval and issuance of applicable building permit; issuance of Certificate of Occupancy

Project Design Feature POL-PDF-3: Upon completion of construction of the Project and prior to the issuance of a certificate of occupancy, the Applicant will submit a diagram of the Project Site to the LAPD's North Hollywood Division Commanding Officer that includes access routes and any additional information that might facilitate police response.

- **Enforcement Agency:** City of Los Angeles Police Department; City of Los Angeles Department of City Planning; City of Los Angeles Department of Building and Safety
- **Monitoring Agency:** City of Los Angeles Department of Department of City Planning; City of Los Angeles Department of Building and Safety
- **Monitoring Phase:** Pre-construction
- **Monitoring Frequency:** Once at Project plan check (provide proof of compliance); prior to the issuance of applicable building permit
- **Action Indicating Compliance:** Plan check approval and issuance of applicable building permit; Issuance of Certificate of Occupancy

Project Design Feature POL-PDF-4: In accordance with Metro's Guide for Development at the North Hollywood Station, the Applicant will prepare a Safety and Security Plan for the Project prior to execution of the agreement between the Applicant and Metro governing the joint development of the Project Site and execution of the associated ground lease.

- **Enforcement Agency:** Metro
- **Monitoring Agency:** Metro
- **Monitoring Phase:** Construction
- **Monitoring Frequency:** Once prior to the issuance of applicable building permit
- **Action Indicating Compliance:** Issuance of applicable building permit

(2) Mitigation Measures

No mitigation measures are identified in the Environmental Impact Report for this environmental issue.

G. Transportation

(1) Project Design Features

Project Design Feature TR-PDF-1: Prior to the start of demolition, a Construction Traffic Management Plan shall be prepared and submitted to LADOT for review and approval. The Construction Traffic Management Plan will include a Worksite Traffic Control Plan, which will facilitate traffic and pedestrian movement, and minimize the potential conflicts between construction activities, street traffic, bicyclists, and pedestrians. Furthermore, the Construction Traffic Management Plan and Worksite Traffic Control Plan will include, but not be limited to, the following measures:

- As parking lane and/or sidewalk closures are anticipated, worksite traffic control plan(s), approved by the City of Los Angeles, will be implemented to route vehicular traffic, bicyclists, and pedestrians around any such closures;
- Ensure that access will remain unobstructed for land uses in proximity to the Project Site during construction;
- Parking for construction workers will be provided either on-site or at off-site, off-street locations. Parking will be prohibited on streets in the vicinity of the Project Site;
- Coordinate with the City and emergency service providers to ensure adequate access is maintained to the Project Site and neighboring businesses and residences; and
- Ensure all soil loads are properly covered and secured.
- **Enforcement Agency:** City of Los Angeles Department of Transportation; City of Los Angeles Department of City Planning
- **Monitoring Agency:** City of Los Angeles Department of Transportation; City of Los Angeles Department of City Planning
- **Monitoring Phase:** Pre-construction; construction
- **Monitoring Frequency:** Once at Project plan check prior to issuance of grading, demolition, or building permit (provide proof of compliance); once during field inspection
- **Action Indicating Compliance:** Plan check approval and issuance of grading, demolition, or building permit; field inspection sign-off

Project Design Feature TR-PDF-2: The Project will prepare and implement a Transportation Demand Management (TDM) Program consistent with City policies on sustainability and smart growth and with LADOT's trip reduction and multi-modal transportation program. The TDM Program shall include the following measures:

- Reduced Parking Supply—The Project would provide up to 3,313 parking spaces for Project uses along with up to 1,189 parking spaces for Metro users at full buildout. The basic parking requirements set forth by the LAMC would require a total of 4,291 parking spaces at full buildout (not including spaces for Metro users). A reduced parking supply makes parking less available and more expensive and, therefore, encourages the use of non-automobile modes to and from the Project Site and reduces VMT.
- Promotions and Marketing—A transportation management coordinator (TMC) would be designated to reach out to Project residents and companies leasing Project office space to promote the benefits of TDM. The TMC will provide information on public transit and any available incentives, the benefits of flexible work schedules and telecommuting programs, pedestrian and bicycle amenities provided at the Project Site, and parking incentives.
- Pedestrian Network Improvements—The Project would prioritize the pedestrian experience. The Project would create a network of sidewalks with a minimum width of 12 feet around the various Blocks along with creating various publicly accessible open spaces throughout the Project Site. It also provides activated ground-floor street frontages, street trees, pedestrian-scaled streetlights, and understory plantings to create a consistent, high-quality pedestrian experience. The enhanced pedestrian connectivity would encourage pedestrian trips to and from the Project Site as well as improving accessibility to the transit options at the Project Site and, therefore, reduces automobile trips and reduces VMT. The Project also proposes upgrades to crosswalks as discussed below under Traffic Calming Improvements.
- Traffic Calming Improvements—The Project would enhance crossings of Lankershim Boulevard with refreshed and/or new continental crosswalks at both intersections with Chandler Boulevard (North and South) and would install a new continental crosswalk across Tujunga Avenue at Chandler Boulevard (North) and across District Way at Fair Avenue. These improvements would help to slow vehicular traffic and improve safety and connectivity for pedestrians.
- On-Street Bicycle Facilities—The Project is designed to connect to the Chandler Bikeway Project through the East Site. Specifically, the Project will implement the shared street where all travel modes (i.e., pedestrians, bicycles, and vehicle) share the same roadway on District Way and a Class IV bicycle facility on Fair Avenue between District Way and the Chandler Bikeway.
- **Enforcement Agency:** City of Los Angeles Department of Transportation, City of Los Angeles Department of City Planning

- **Monitoring Agency:** City of Los Angeles Department of Transportation; Metro (Traffic Calming Improvements)
- **Monitoring Phase:** Pre-construction; construction
- **Monitoring Frequency:** Once at Project plan check prior to issuance of the first building permit (provide proof of compliance); once prior to issuance of the first Certificate of Occupancy
- **Action Indicating Compliance:** Approval of TDM program from LADOT; issuance of the first Certificate of Occupancy

(2) Mitigation Measures

No mitigation measures are identified in the Environmental Impact Report for this environmental issue.

H. Tribal Cultural Resources

(1) Project Design Features

No project design features are identified in the Environmental Impact Report for this environmental issue.

(2) Mitigation Measures

Mitigation Measure TCR-MM-1: In the event that objects or artifacts that may be tribal cultural resources are encountered during the course of any ground disturbance activities (i.e., excavating, digging, trenching, plowing, drilling, tunneling, quarrying, grading, leveling, removing peat, clearing, driving posts, augering, backfilling, blasting, stripping topsoil, or a similar activity), all such activities shall temporarily cease in the immediate vicinity of the potential resource until the potential tribal cultural resources are properly assessed and addressed pursuant to the process set forth below:

- Upon a discovery of a potential tribal cultural resource, the Applicant shall immediately stop all ground disturbance activities in the immediate vicinity of the potential resource and contact the following:
 1. all California Native American tribes that have informed the City they are traditionally and culturally affiliated with the geographic area of the proposed project (including but not limited to the Fernandeano Tataviam Band of Mission Indians and Gabrieleño Band of Mission Indians);
 2. and the Department of City Planning at (213) 473-9723.

- If the City determines, pursuant to Public Resources Code Section 21074 (a)(2), that the object or artifact appears to be tribal cultural resource, the City shall provide any affected tribe a reasonable period of time, not less than 14 days, to conduct a site visit and make recommendations to the Applicant and the City regarding the monitoring of future ground disturbance activities, as well as the treatment and disposition of any discovered tribal cultural resources.
- If any tribe recommends monitoring of future ground disturbances, and such monitoring is determined to be reasonable and feasible, a culturally affiliated tribal monitor shall be retained by the City at the Applicant's expense, in addition to the archaeological cultural monitoring that is separately required pursuant to Mitigation Measure CUL-MM-5.
- The qualified archaeologist identified in Mitigation Measure CUL-MM-5 and the culturally affiliated tribal monitor shall determine if the tribal recommendations are reasonable and feasible, at which point the Applicant shall implement the recommendations, in addition to the measures below.
- The Applicant shall submit a tribal cultural resource monitoring plan to the City that includes all recommendations from the City and any affected tribes that have been reviewed and determined by the qualified archaeologist and by a culturally affiliated tribal monitor to be reasonable and feasible. The Applicant shall not be allowed to recommence ground disturbance activities in the immediate vicinity of the potential resource and any radius identified in the tribal or City recommendations until this plan is approved by the City.
- If the Applicant does not accept a particular recommendation determined to be reasonable and feasible by the qualified archaeologist or by a culturally affiliated tribal monitor, the Applicant may request mediation by a mediator agreed to by the Applicant and the City who has the requisite professional qualifications and experience to mediate such a dispute. The Applicant shall pay any costs associated with the mediation.
- The Applicant may recommence ground disturbance activities outside of a specified radius of the discovery site, so long as this radius has been reviewed by the qualified archaeologist and by a culturally affiliated tribal monitor and determined to be reasonable and appropriate.
- Copies of any subsequent prehistoric archaeological study, tribal cultural resources study or report, detailing the nature of any significant tribal cultural resources, remedial actions taken, and disposition of any significant tribal cultural resources shall be

submitted to the South Central Coastal Information Center (SCCIC) at California State University, Fullerton.

- Notwithstanding the above, any information determined to be confidential in nature, by the City Attorney's office, shall be excluded from submission to the SCCIC or the general public under the applicable provisions of the California Public Records Act, California Public Resources Code, and shall comply with the City's AB 52 Confidentiality Protocols.
- **Enforcement Agency:** City of Los Angeles Department of City Planning; City of Los Angeles Department of Building and Safety
- **Monitoring Agency:** City of Los Angeles Department of City Planning; City of Los Angeles Department of Building and Safety; Metro (Block 0, East Lot and West Lot)
- **Monitoring Phase:** Construction
- **Monitoring Frequency:** To be determined by consultation with tribal monitor if resource(s) are discovered
- **Action Indicating Compliance:** If unanticipated discoveries are found, approval to proceed by the tribal monitor; issuance of building permit(s)

I. Utilities and Service Systems—Water Supply and Infrastructure

(1) Project Design Features

Project Design Feature WAT-PDF-1: In addition to regulatory requirements, the Project will incorporate the following block-by-block water conservation features as set for in the Water Conservation Commitment Letter for the Project included as Appendix B of the WSA:

Block 0

- Tankless and on-demand Water Heaters for pantry sink location.
- Individual metering and billing for water use for every retail space.
- Drip/Subsurface Irrigation (Micro-Irrigation) for 100 percent of the irrigation system.
- Point of use Domestic Water Heating System.
- Drip/Subsurface Irrigation (Micro-Irrigation) for 100 percent of the irrigation system.
- Proper Hydro-Zoning/Zoned Irrigation (groups plants with similar water requirements together).

- California Friendly® plants or native plants .

Block 1

- ENERGY STAR–Certified Residential Clothes Washers—Front-loading or Top-loading with Integrated Water Factor of 3.0 or less and capacity of 4.8 cubic feet.
- Domestic Water Heating System located in proximity to point(s) of use for retail tenant spaces.
- Individual metering and billing for water use for every residential dwelling unit and retail tenant space.
- Pool/Spa recirculating filtration equipment.
- Install a meter on the pool make-up line so water use can be monitored, and leaks can be identified and repaired.
- Leak Detection System for swimming pools and Jacuzzi.
- Drip/ Subsurface Irrigation (Micro-Irrigation).
- Proper Hydro-Zoning/Zoned Irrigation (groups plants with similar water requirements together).
- California Friendly® plants or native plants.

Block 2

- ENERGY STAR–Certified Residential Clothes Washers—Front-loading or Top-loading with Integrated Water Factor of 3.0 or less and capacity of 4.8 cubic feet.
- Domestic Water Heating System located in proximity to point(s) of use for retail tenant spaces.
- Individual metering and billing for water use for every residential dwelling unit and retail tenant space.
- Pool/Spa recirculating filtration equipment.
- Install a meter on the pool make-up line so water use can be monitored, and leaks can be identified and repaired.
- Leak Detection System for swimming pools and Jacuzzi.
- Drip/ Subsurface Irrigation (Micro-Irrigation).
- Proper Hydro-Zoning/Zoned Irrigation (groups plants with similar water requirements together).
- California Friendly® plants or native plants.

Block 3

- Individual metering and billing for water use for every residential dwelling unit.

- Drip/Subsurface Irrigation (Micro-Irrigation).
- Proper Hydro-Zoning/Zoned Irrigation (groups plants with similar water requirements together).
- California Friendly® plants or native plants.

Block 4

- ENERGY STAR–Certified Residential Clothes Washers—Front-loading or Top-loading with Integrated Water Factor of 3.0 or less and capacity of 4.8 cubic feet.
- Domestic Water Heating System located in proximity to point(s) of use for retail tenant spaces.
- Individual metering and billing for water use for every residential dwelling unit and retail tenant space.
- Pool/Spa recirculating filtration equipment.
- Install a meter on the pool make-up line so water use can be monitored, and leaks can be identified and repaired.
- Leak Detection System for swimming pools and Jacuzzi.
- Drip/ Subsurface Irrigation (Micro-Irrigation).
- Proper Hydro-Zoning/Zoned Irrigation (groups plants with similar water requirements together).
- California Friendly® plants or native plants.

Block 5/6

- ENERGY STAR–Certified Residential Clothes Washers—Front-loading or Top-loading with Integrated Water Factor of 3.0 or less and capacity of 4.8 cubic feet.
- Domestic Water Heating System located in proximity to point(s) of use at retail tenant spaces.
- Individual metering and billing for water use for every residential dwelling unit and retail tenant space, and separate metering provided for Office level use.
- Tankless and on-demand Water Heaters at pantry sink locations for office tenant spaces.
- Pool/Spa recirculating filtration equipment.
- Install a meter on the pool make-up line so water use can be monitored, and leaks can be identified and repaired.
- Leak Detection System for swimming pools and Jacuzzi.
- Drip/Subsurface Irrigation (Micro-Irrigation).

- Proper Hydro-Zoning/Zoned Irrigation (groups plants with similar water requirements together).
- California Friendly® plants or native plants.

Block 7

- Individual metering and billing for water use for every residential dwelling unit.
- Drip/ Subsurface Irrigation (Micro-Irrigation).
- Proper Hydro-Zoning/Zoned Irrigation (groups plants with similar water requirements together).
- California Friendly® plants or native plants.

Block 8

- High Efficiency Toilets with a flush volume of less than 1.28 gallons per flush.
- Domestic Water Heating System located in proximity to point(s) of use.
- Individual metering and billing for water use for every retail space and separate metering provided for the Office level use.
- Tankless and on-demand Water Heaters for pantry sink locations.
- Drip/Subsurface Irrigation (Micro-Irrigation) for 100 percent of the irrigation system.
- Proper Hydro-Zoning/Zoned Irrigation (groups plants with similar water requirements together).
- California Friendly® plants or native plants.
- **Enforcement Agency:** City of Los Angeles Department of Water and Power; City of Los Angeles Department of Building and Safety
- **Monitoring Agency:** City of Los Angeles Department of City Planning; City of Los Angeles Department of Building and Safety; Metro (Block 0)
- **Monitoring Phase:** Pre-construction; construction
- **Monitoring Frequency:** Once at Project plan check (provide proof of compliance); once prior to issuance of Certificate of Occupancy
- **Action Indicating Compliance:** Plan approval and issuance of applicable building permit; issuance of Certificate of Occupancy

(2) Mitigation Measures

No mitigation measures are identified in the Environmental Impact Report for this environmental issue.

Attachment D - Notice of Determination

Notice of Determination

Appendix D

To:

Office of Planning and Research
U.S. Mail: _____ *Street Address:* _____
 P.O. Box 3044 1400 Tenth St., Rm 113
 Sacramento, CA 95812-3044 Sacramento, CA 95814

County Clerk
 County of: _____
 Address: _____

From:

Public Agency: _____
 Address: _____

 Contact: _____
 Phone: _____

Lead Agency (if different from above):

 Address: _____

 Contact: _____
 Phone: _____

SUBJECT: Filing of Notice of Determination in compliance with Section 21108 or 21152 of the Public Resources Code.

State Clearinghouse Number (if submitted to State Clearinghouse): _____

Project Title: _____

Project Applicant: _____

Project Location (include county): _____

Project Description:

This is to advise that the _____ has approved the above
 (Lead Agency or Responsible Agency)

described project on _____ and has made the following determinations regarding the above
 (date)
 described project.

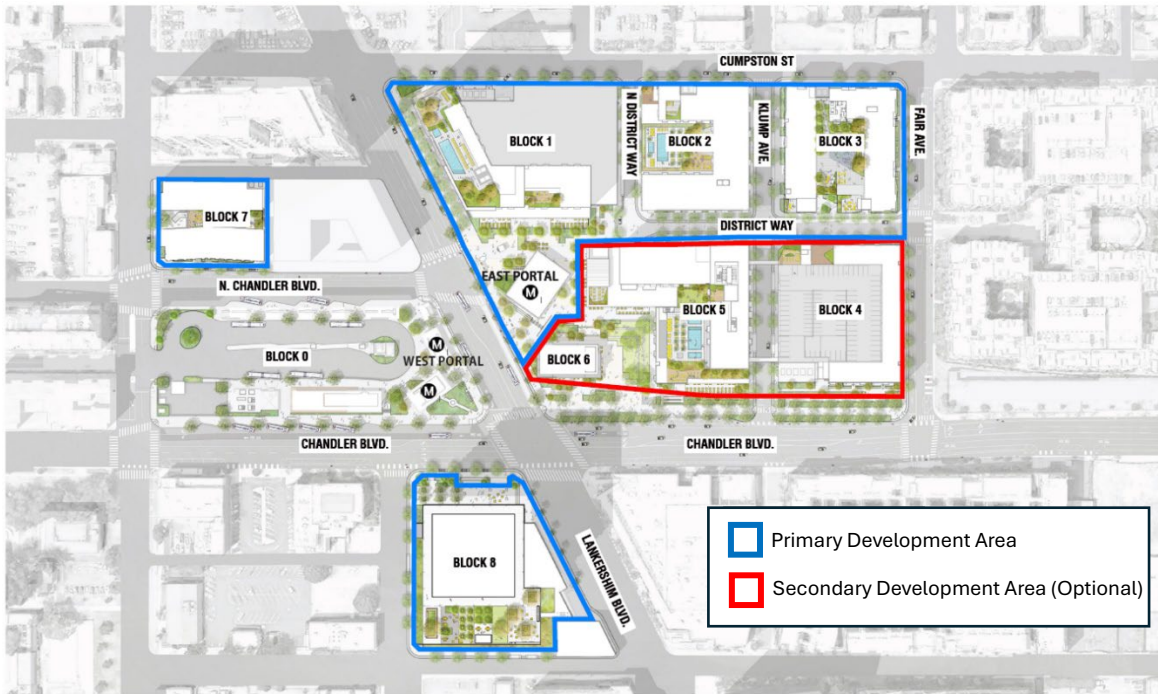
1. The project [will will not] have a significant effect on the environment.
2. An Environmental Impact Report was prepared for this project pursuant to the provisions of CEQA.
 A Negative Declaration was prepared for this project pursuant to the provisions of CEQA.
3. Mitigation measures [were were not] made a condition of the approval of the project.
4. A mitigation reporting or monitoring plan [was was not] adopted for this project.
5. A statement of Overriding Considerations [was was not] adopted for this project.
6. Findings [were were not] made pursuant to the provisions of CEQA.

This is to certify that the final EIR with comments and responses and record of project approval, or the negative Declaration, is available to the General Public at:

 Signature (Public Agency): _____ Title: _____

Date: _____ Date Received for filing at OPR: _____

Attachment E – Site Plan





We're supporting thriving communities.

North Hollywood Joint Development

Planning & Programming Committee, September 2024



Recommended Actions

CONSIDER:

- A. AUTHORIZING the Chief Executive Officer (CEO) or designee to execute and enter into a Joint Development Agreement (JDA) with NOHO Development Associates, LLC, a Delaware limited liability company (Developer), an affiliate of Trammell Crow Company, and associated Ground Leases (Ground Leases) and other related documents with Developer or its affiliates or qualified transferees, for the construction and operation of a mixed-use project on up to 11.8 acres of Metro-owned property located at the North Hollywood Metro Station (Project) in accordance with the Joint Development Summary of Key Terms and Conditions (Attachment A) upon receipt of concurrence by the Federal Transit Administration (FTA) and the California Transportation Commission (CTC);
- B. DETERMINING that the Board, acting as the governing body of the responsible agency under the California Environmental Quality Act (CEQA), after consideration of the whole of the administrative record, adopts the Findings of Fact and Statement of Overriding Considerations setting forth the reasons and benefits with full knowledge that significant impacts may remain (Attachment B), and the Mitigation Monitoring and Reporting Program (Attachment C) of the City of Los Angeles Environmental Impact Report No. ENV-2019-7241-EIR which was certified on August 22, 2023; and
- C. AUTHORIZING the CEO or designee to file a Notice of Determination (Attachment D) with the Los Angeles County Clerk and the State of California Clearinghouse.



Background

2015: Development Guidelines approved by Metro Board

2016: Developer selected following competitive solicitation

2016-2024: Developer-led ongoing community outreach, holding nearly 100 individual meetings to solicit input and feedback on the Project

2022: Inflation and interest rates trigger design refinements and financial negotiations

2023: Measure ULA transfer tax takes effect

2024: City of LA Development entitlements granted



Project Rendering



Primary Development Area (Blocks 1, 2, 3, 7 & 8)

Housing on Vacant and Underutilized Property

Development:

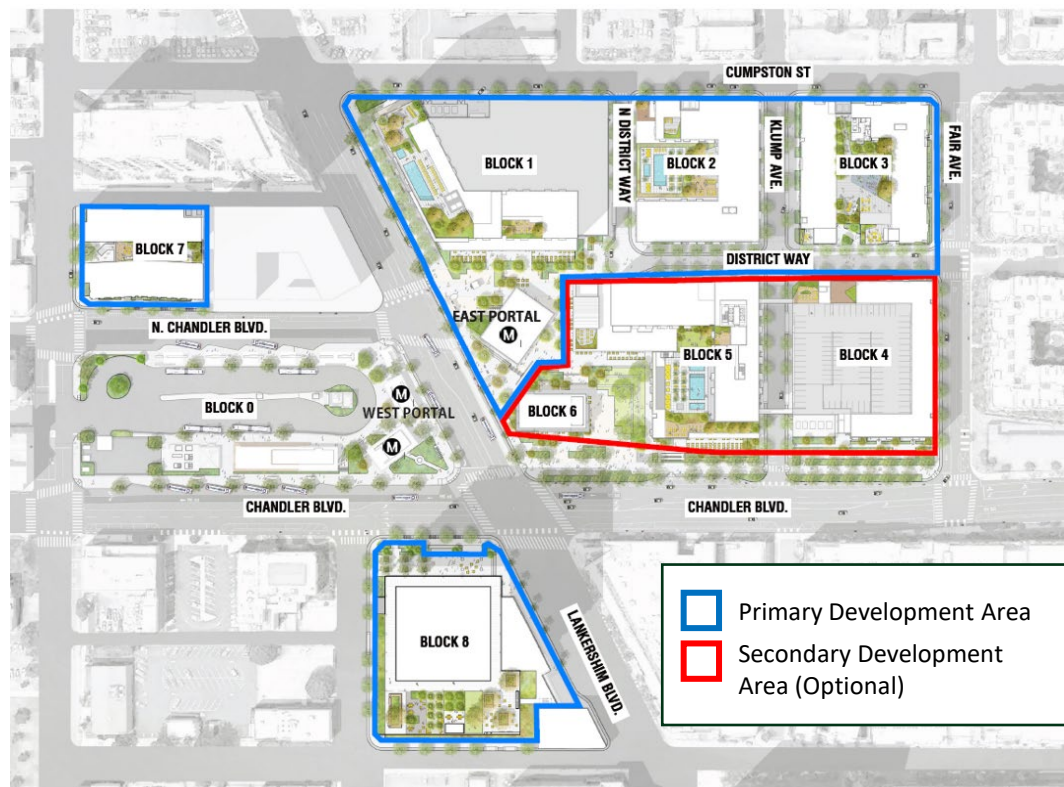
- Blocks 1 & 2: Approximately 570 apartments
 - 5% moderate-income apartments (@ 80%-120% AMI)
- Blocks 3 & 7: Approximately 311 apartments
 - 100% affordable (@ <60% AMI)
- 40,000 SF of retail space
- 400,000 SF of office space (Block 8)

Key Terms:

- No impact on bus or rail operations
- Minimum 20% affordable at all times
- First phase must be started in two years, w/ potential four-year extension
- Second phase must start within eight years, w/ potential four-year extension
- 15-year term w/ 7-year extension for unavoidable delay
- Affordability covenants span full 99-year ground lease term

Financial Consideration (est. Net Present Value):

• Non-refundable deposit	\$2,000,000
• Upfront capitalized payments	\$13,683,654
• Percentage rent	\$19,634,654
• <u>Signage revenue</u>	<u>\$2,497,918</u>
Total consideration:	\$37,816,298



Optional Secondary Development Area (Blocks 4, 5, & 6)

Transit Center Redevelopment

Development:

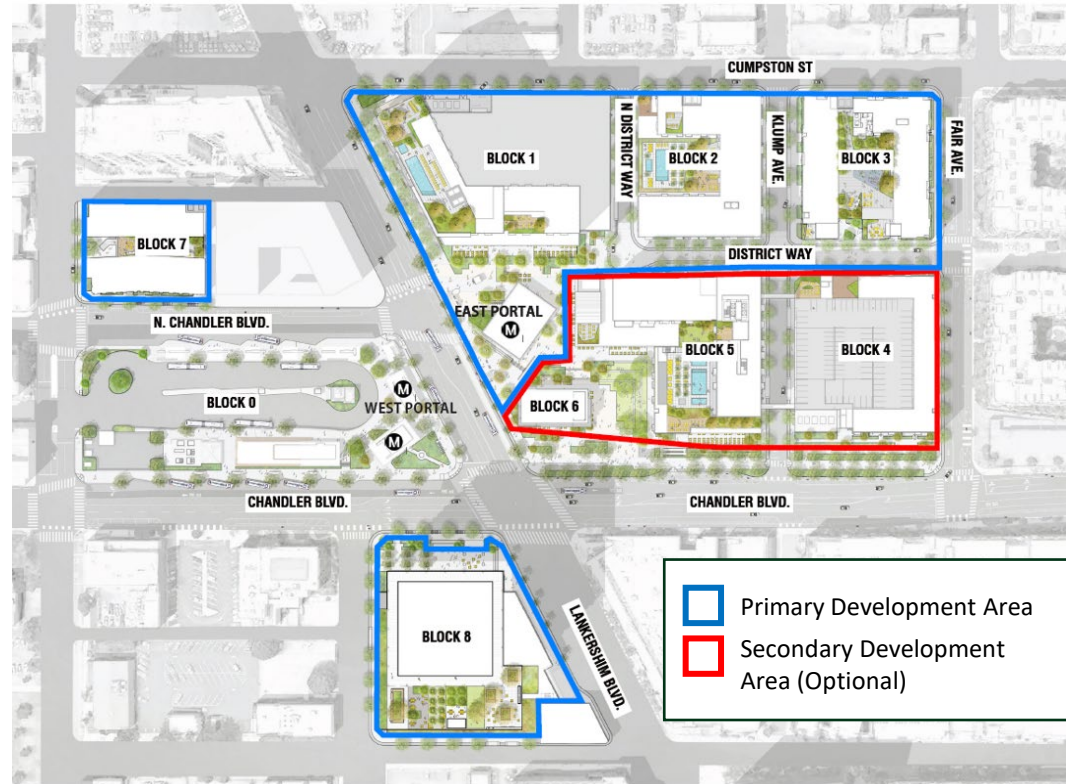
- Approximately 600 apartments
 - 5% moderate-income (@ 80% to 120% AMI)
- 20,000 SF of retail space
- Approximately 2 acres of public open space

Key Terms:

- Metro may elect to advance the transit center and development of Blocks 4, 5, & 6 at its sole and absolute discretion
- Right-of-way reserved for Metro expansion
- 99-year ground lease term

Development Revenue (est. Net Present Value):

• Participating rent:	\$6,937,725
• <u>Signage revenue:</u>	<u>\$634,523</u>
Total consideration:	\$7,572,248



Next Steps

- Metro Review of Design Development and Construction Drawings
- Developer seeks funding for affordable and mixed-income developments
- Board consideration of policy updates to accommodate SLA exemption
- Upon satisfaction of closing conditions under the JDA, Metro and Developer execute ground leases for first affordable and first mixed-income blocks
- Metro staff continues transit center design work



Project Rendering