

CONDITIONS OF APPROVAL

Pursuant to LAMC Sections 14.5.6 and 16.05 the following conditions are hereby imposed upon the use of the subject property.

Transfer Floor Area Conditions

1. **Floor Area.** The Development shall not exceed a total floor area of 1,894,988 square feet. The Transfer Payment and Public Benefit Payment shall be pro-rated to the amount of TFAR being acquired in the event the maximum amount of TFAR is not required. The requested floor area for transfer shall be based on the difference between the requested total floor area for the site and the existing legal non-conforming floor area (1,424,314 square feet). Changes to the Project that result in a 20 percent decrease in floor area, or more, shall require new entitlements.
2. **Verification of Existing Floor Area.** Documentation verifying the existing legal non-conforming floor area of the site (1,424,314 square feet) shall be submitted and approved by the Department of City Planning and the Department of Building and Safety. If the City determines that the legal non-conforming floor area is different from the amount indicated, the TFAR Transfer Payment and Public Benefit Payments shall be revised accordingly. The Department of City Planning reserves the right to confirm the accuracy of the requested floor area, and to verify the calculation of the Transfer Payment and Public Benefit Payment at any time prior to the issuance of the first building permit, or 24 months after the final approval of the Transfer and the expiration of any appeals or appeal period, or any extensions permitted by the Director in accordance with Section 14.5.11 of the LAMC.
3. **TFAR Transfer Payment.** The Project is subject to and shall pay a TFAR Transfer Payment in conformance with Section 14.5.6 through 14.5.12 of the Code. Such payment shall be based on the actual amount of floor area transferred to the Project site.
 - a. The total amount of floor area authorized to be transferred from the Los Angeles Convention Center by this action shall not exceed 470,674 square feet. The total floor area of the Project Site (Receiver Site) shall not exceed 1,894,988 square feet.
 - b. The Applicant shall provide a TFAR Transfer Payment consistent with LAMC Section 14.5.10 in the amount of \$5 per square foot, or \$2,353,370 for the transfer of 470,674 square feet from the Los Angeles Convention Center located at 1201 Figueroa St (Donor Site) to the Project Site (Receiver Site).
4. **Public Benefit Payment.** The Project is subject to and shall pay a Public Benefit Payment in conformance with Section 14.5.6 through 14.5.12 of the Code.
 - a. The Applicant shall provide a Public Benefit Payment consistent with LAMC Section 14.5.9 in the amount of \$16,792,316 provided that at least 50 percent (\$8,396,158) of the Public Benefit Payment consist of cash payment by the Applicant to the Public Benefit Payment Trust fund. Direct provision payments shall be paid directly to the recipients. Proof shall be provided in the form of a cleared check or bank statement and a letter signed by the Executive Director of each organization. Consistent with the TFAR Ordinance, the Project shall provide 50 percent (or \$8,396,158) of the Public Benefit Payment by directly providing the following public benefit:

- i. A payment to the City of Los Angeles Council District 14 Public Benefits Trust Fund for Affordable Housing in the amount of \$8,396,158 (100 percent). The funds shall be utilized for construction and operation of affordable housing developments.
 - b. At the time of issuance of the Certificate of Occupancy for the Project, the Applicant shall provide an update to the file from the recipient of direct provisions detailing how the money has been spent thus far.
 - c. The Applicant shall pay the required Public Benefit Payment, less the cost of the Direct Provision of Public Benefits, in cash to the Public Benefit Trust Fund, pursuant to the terms of Transfer of Floor Area Rights Ordinance No. 181,574, Article 4.5 of the LAMC. The Public Benefit Payment proof of cash payment and direct provision of public benefits is required upon the earliest occurrence of either:
 - i. The issuance of the building permit for the Project; or
 - ii. Twenty-four months after the final approval of the Transfer and the expiration of any appeals or appeal period; should the Applicant not make the required payments within the specified time, the subject approval shall expire, unless extended by the Director in writing.
5. The Transfer shall provide a Public Benefit Payment, and, if applicable, a TFAR Transfer payment in conformance, respectively, with Section 14.5.9 and Section 14.5.10 of this Code.
6. Transfer must comply with any urban design standards and guidelines adopted by the City Planning Commission for the area, including the Downtown Design Guide, and other applicable design guidelines.

Site Plan Review Conditions

7. **Site Development.** The use and development of the Property shall be in substantial conformance with the plans stamped Exhibit A, dated August 23, 2024. No change to the plans will be made without prior review by the Department of City Planning, Major Projects Division, and written approval by the Director of Planning. Each change shall be identified and justified in writing. Minor deviations may be allowed in order to comply with the provisions of the Municipal Code or the Project conditions. The Project shall be constructed in a manner consistent with the following project description: A new residential tower with 466 residential dwelling units.
8. **Development Service Center.** Prior to sign-off on building permits by the Department of City Planning's Development Services Center for the project, the Department of City Planning's Major Projects Section shall confirm, via signature, that the project's building plans substantially conform to the conceptual plans stamped as Exhibit A, dated August 23, 2024, as approved by the City Planning Commission (CPC).

Note to Development Services Center: The plans presented to, and approved by, the CPC included specific architectural details that were significant to the approval of the project. Plans submitted at plan check for condition clearance shall include a signature

and date from Major Projects Section planning staff to ensure plans are consistent with those presented at CPC.

9. **Parking Podium Design.** Prior to the issuance of a building permit, the Applicant shall work with the Department of City Planning and Urban Design Studio to provide architectural and/or aesthetic facade enhancements for the above-ground parking structure elevations fronting 8th, Flower, and Hope Streets, in conformance with the City Planning Commission's Parking Design Advisory Memo and/or DTLA screening parking options of the LAMC, and to the satisfaction of the Director of Planning.
10. **Landscaping.** Prior to the issuance of a building permit, a landscape and irrigation plan shall be submitted to the Department of City Planning for approval. The landscape plan shall be in substantial conformance with the landscape plan stamped Exhibit A, dated August 23, 2024. Minor deviations from the requirements provided below may be permitted by the Department of City Planning to permit the existing landscaping conditions provided that the plantings are well established and in good condition.
11. **Parking.** The Project is not subject to any minimum vehicular parking requirements, pursuant to California Government Code Section 65863.2 (AB 2097). Bicycle parking shall be provided at a minimum in compliance with LAMC Section 12.21 A.16.
12. **Driveway Safety Features.** Pedestrian warning signs shall be installed at each driveway.
13. **Open Space.** Common and Private Open Space shall conform to the requirements of the LAMC Section 12.21 G. Common Open Space, and shall include amenities such as a swimming pool, barbeque area, outdoor office space, garden trellis, fitness deck, and tables and seating area.
14. **Tree Wells.** The minimum depth of tree wells and planters on the rooftop, any above grade open space, and above a subterranean structure shall be as follows:
 - a. Minimum depth for trees shall be 42 inches.
 - b. Minimum depth for shrubs shall be 30 inches.
 - c. Minimum depth for herbaceous plantings and ground cover shall be 18 inches.
 - d. Minimum depth for an extensive green roof shall be three inches.

The minimum amount of soil volume for tree wells shall be based on the size of the tree at maturity as follows:

- a. 220 cubic feet for a tree 15 - 19 feet tall at maturity.
 - b. 400 cubic feet for a tree 20 - 24 feet tall at maturity.
 - c. 620 cubic feet for a medium tree or 25 - 29 feet tall at maturity.
 - d. 900 cubic feet for a large tree or 30 - 34 feet tall at maturity.
15. **Tree Maintenance.** All newly planted trees must be appropriately sized, staked and tied; provided with a watering moat; and shall be properly watered and maintained.

16. **Utilities.** All utilities shall be fully screened from view of any abutting properties and the public right-of-way.
17. **Glare.** The exterior of the proposed structure shall be constructed of materials such as, but not limited to, high-performance and/or non-reflective tinted glass (no mirror-like tints or films) and pre-cast concrete or fabricated wall surfaces to minimize glare and reflected heat.
18. **Reflectivity.** Glass used in building façades shall be non-reflective or treated with a non-reflective coating in order to minimize glare from reflected sunlight.
19. **Construction Signage.** There shall be no off-site commercial signage on construction fencing during construction.
20. **Lighting.** Outdoor lighting shall be designed and installed with shielding, such that the light source cannot be seen from adjacent residential properties, the public right-of-way, nor from above.
 - a. Areas where nighttime uses are located shall be maintained to provide sufficient illumination of the immediate environment so as to render objects or persons clearly visible for the safety of the public and emergency response personnel.
 - b. All pedestrian walkways shall be illuminated with lighting fixtures.
 - c. Light fixtures located on the Project Site (and not in the public right-of-way) shall be harmonious with the building design. Wall mounted lighting fixtures to accent and complement architectural details at night shall be installed on the building to provide illumination to pedestrians and motorists.
21. **Mechanical Equipment.** All mechanical equipment shall be fully screened from view of any abutting properties and the public right-of-way.
22. **Trash/Storage.** All trash collecting and storage areas shall be located on-site and not visible from the public right-of-way. Trash receptacles shall be enclosed and/or covered at all times. Trash/recycling containers shall be locked when not in use.
23. **Graffiti Removal.** All graffiti on the site shall be removed or painted over to match the color of the surface to which it is applied within 24 hours of its occurrence.
24. **Construction Traffic Management Plan.** The Applicant shall prepare a Construction Traffic Management Plan which will include a construction work site traffic control plan, DOT recommends that the construction work site traffic control plan be submitted to LADOT's Citywide Temporary Traffic Control Section or Permit Plan Review Section for review and approval prior to the start of any construction work.
25. **Worksite Traffic Control Requirements.** A construction work site traffic control plan shall be submitted to LADOT's Citywide Temporary Traffic Control Section or Permit Plan Review Section for review and approval prior to the start of any construction work. Refer to <http://ladot.lacity.org/businesses/temporary-traffic-control-plans> to determine which section to coordinate review of the work site traffic control plan. The plan should show the

location of any roadway or sidewalk closures, traffic detours, haul routes, hours of operation, protective devices, warning signs and access to abutting properties.

- 26. Development Review Fees.** LAMC Section 19.15 identifies specific fees for traffic study review, condition clearance, and permit issuance. The Applicant shall comply with any applicable fees per the LAMC section.

Environmental Conditions

- 27. Implementation.** The Mitigation Monitoring Program (MMP), attached as Exhibit D and part of the case file, shall be enforced throughout all phases of the Project. The Applicant shall be responsible for implementing each Project Design Features (PDF) and Mitigation Measure (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.

- 28. Inadvertent Discovery of Tribal Cultural Resources.** In the event that objects or artifacts that may be tribal cultural resources are encountered during the course of any Ground Disturbance Activities (demolition, excavating, digging, trenching, plowing, drilling, tunneling, quarrying, grading, leveling, removing peat, clearing, driving posts, augering, backfilling, blasting, stripping topsoil, potholing, pavement removal, grubbing, tree removals, boring or a similar activity at the project site), the potential tribal cultural resources shall be 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 find, i.e. within a radius of 60 feet, and contact the following: (1) all California Native American tribes that requested consultation on the proposed project; (2) and the Department of City Planning.
- The applicant shall retain a qualified archaeological monitor, identified as principal personnel who must meet the Secretary of the Interior's Standards and Guidelines for Archeology and Historic Preservation, have a minimum of 10 years of experience as a principal investigator working with Native American archaeological sites in Southern California, and shall ensure that all other personnel associated with and hired for the archaeological monitoring are appropriately trained and qualified.
- If the archaeological monitor determines, pursuant to Public Resources Code Section 21074 (a)(2), that the object or artifact appears to be tribal cultural resource, the Applicant shall consult with the archaeological monitor and with the Gabrieleño Band of Mission Indians – Kizh Nation tribe on the recommended disposition and treatment of any Tribal Cultural Resource encountered during all Ground Disturbing Activities.
- The Applicant shall implement the tribe's recommendations if a qualified archaeologist and a culturally affiliated tribal monitor, both retained by the City and paid for by the Applicant, reasonably concludes that the tribe's recommendations are reasonable and feasible.
- The Applicant shall submit a tribal cultural resource monitoring plan to the City that includes all recommendations from the Gabrieleño Band of Mission Indians – Kizh Nation tribe that have been reviewed and determined by the qualified archaeologist to be reasonable and feasible. The Applicant shall not be allowed to recommence ground disturbance activities in the vicinity of the find (i.e. within a radius of 60 feet) 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 the Gabrieleño Band of

Mission Indians – Kizh Nation tribe, 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 the Gabrieleño Band of Mission Indians – Kizh Nation tribe 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.

- 29. Inadvertent Discovery of Archaeological Resources.** In the event that any subsurface cultural resources are encountered at the project site during construction or the course of any ground disturbance activities, all such activities shall halt immediately, pursuant to State Health and Safety Code Section 7050.5. The applicant shall notify the City and consult with a qualified archaeologist who shall evaluate the find in accordance with Federal, State, and local guidelines, including those set forth in the California Public Resources Code Section 21083.2 and shall determine the necessary findings as to the origin and disposition to assess the significance of the find. If any find is determined to be significant, appropriate avoidance measures recommended by the qualified archaeologist and approved by the Department of City Planning must be followed unless avoidance is determined to be unnecessary or infeasible by the qualified archaeologist. If avoidance is unnecessary or infeasible, other appropriate measures (e.g., data recovery, excavation) shall be instituted.
- 30. Inadvertent Discovery of Paleontological Resources.** In the event that any prehistoric subsurface cultural resources are encountered at the project site during construction or the course of any ground disturbance activities, all such activities shall halt immediately, at which time the applicant shall notify the City and consult with a qualified paleontologist to assess the significance of the find. In the case of discovery of paleontological resources, the assessment shall be done in accordance with the Society of Vertebrate Paleontology standards. If any find is determined to be significant, appropriate avoidance measures recommended by the qualified paleontologist and approved by the Department of City Planning must be followed unless avoidance is determined to be unnecessary or infeasible by the qualified paleontologist. If avoidance is unnecessary or infeasible, other appropriate measures (e.g., data recovery, excavation) shall be instituted.
- 31. Construction Monitor.** During the construction phase and prior to the issuance of building permits, the Applicant shall retain an independent Construction Monitor (either via the City or through a third-party consultant), approved by the Department of City Planning, who shall be responsible for monitoring implementation of 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.

- 32. Substantial Conformance and 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.

Administrative Conditions of Approval

- 33. Approval, Verification and Submittals.** Copies of any approvals guarantees or verification of consultations, review or approval, plans, etc., as may be required by the subject conditions, shall be provided to the Planning Department for placement in the subject file.
- 34. Code Compliance.** Area, height and use regulations of the zone classification of the subject property shall be complied with, except where herein conditions are more restrictive.
- 35. Covenant.** Prior to the issuance of any permits relative to this matter, an agreement concerning all the information contained in these conditions shall be recorded in the County Recorder's Office. The agreement shall run with the land and shall be binding on any subsequent property owners, heirs or assign. The agreement must be submitted to the Planning Department for approval before being recorded. After recordation, a copy bearing the Recorder's number and date shall be provided to the Planning Department for attachment to the file.
- 36. Definition.** Any agencies, public officials or legislation referenced in these conditions shall mean those agencies, public officials, legislation or their successors, designees or amendment to any legislation.
- 37. Enforcement.** Compliance with these conditions and the intent of these conditions shall be to the satisfaction of the Planning Department and any designated agency, or the agency's successor and in accordance with any stated laws or regulations, or any amendments thereto.

- 38. Building Plans.** Page 1 of the grants and all the conditions of approval shall be printed on the building plans submitted to the Department of City Planning and the Department of Building and Safety.
- 39. Project Plan Modifications.** Any corrections and/or modifications to the project plans made subsequent to this grant that are deemed necessary by the Department of Building and Safety, Housing Department, or other Agency for Code compliance, and which involve a change in Site Plan, floor area, parking, building height, yards or setbacks, building separations, or lot coverage, shall require a referral of the revised plans back to the Department of City Planning for additional review and final sign-off prior to the issuance of any building permit in connection with said plans. This process may require additional review and/or action by the appropriate decision-making authority including the Director of Planning, City Planning Commission, Area Planning Commission, or Board.
- 40. Indemnification and Reimbursement of Litigation Costs.** The Applicant shall do all of the following:
- (i) Defend, indemnify and hold harmless the City from any and all actions against the City relating to or arising out of, in whole or in part, the City's processing and approval of this entitlement, including but not limited to, an action to attack, challenge, set aside, void, or otherwise modify or annul the approval of the entitlement, the environmental review of the entitlement, or the approval of subsequent permit decisions, or to claim personal property damage, including from inverse condemnation or any other constitutional claim.
 - (ii) Reimburse the City for any and all costs incurred in defense of an action related to or arising out of, in whole or in part, the City's processing and approval of the entitlement, including but not limited to payment of all court costs and attorney's fees, costs of any judgments or awards against the City (including an award of attorney's fees), damages, and/or settlement costs.
 - (iii) Submit an initial deposit for the City's litigation costs to the City within 10 days' notice of the City tendering defense to the Applicant and requesting a deposit. The initial deposit shall be in an amount set by the City Attorney's Office, in its sole discretion, based on the nature and scope of action, but in no event shall the initial deposit be less than \$50,000. The City's failure to notice or collect the deposit does not relieve the Applicant from responsibility to reimburse the City pursuant to the requirement in paragraph (ii).
 - (iv) Submit supplemental deposits upon notice by the City. Supplemental deposits may be required in an increased amount from the initial deposit if found necessary by the City to protect the City's interests. The City's failure to notice or collect the deposit does not relieve the Applicant from responsibility to reimburse the City pursuant to the requirement in paragraph (ii).
 - (v) If the City determines it necessary to protect the City's interest, execute an indemnity and reimbursement agreement with the City under terms consistent with the requirements of this condition.

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

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

For purposes of this condition, the following definitions apply:

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

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

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