

CONDITIONS OF APPROVAL

Pursuant to LAMC Sections 12.24 W.1 and 16.05, the following conditions are hereby imposed upon the use of the subject property.

Main Conditional Use Permit for Alcohol Conditions

1. The use and development of the property shall be in substantial conformance with the site plan and floor plans stamped Exhibit A, dated September 29, 2025, except as may be revised as a result of this action.
2. Authorized herein is the sale of a full line of alcoholic beverages for on- and/or off-site consumption within up to 10 establishments, as depicted in the Exhibit A dated September 29, 2025, with the following limitations:
 - a. The maximum 10 establishments shall not exceed a maximum total of 78,152 square feet of interior floor area and a maximum total of 12,477 square feet of associated outdoor dining area.
 - i. The North Site shall not exceed a maximum of 36,866 square feet of interior floor area, with no outdoor dining areas permitted.
 - ii. The South Site shall not exceed a maximum of 41,286 square feet of interior floor area and 12,477 square feet of outdoor dining area.
 - b. The 10 establishments shall not exceed a maximum of 3,443 indoor seats and 833 outdoor seats total for all establishments.
 - i. The North Site shall not exceed a maximum of 1,623 indoor seats, with no outdoor seats permitted.
 - ii. The South Site shall not exceed a maximum of 1,820 indoor seats and 833 outdoor seats.
3. **Main Plan Approval (MPA) Requirement.** Each individual tenant space that is a part of this Main Conditional Use shall be subject to a Main Plan Approval (MPA) determination pursuant to Section 12.24 M of the LAMC in order to implement and utilize the Main Conditional Use authorization granted. The purpose of the Main Plan Approval determination is to review each proposed venue in greater detail and to tailor site-specific conditions of approval for each of the premises including but not limited to hours of operation, seating capacity, size, security, live entertainment, the length of a term grant and/or any requirement for a subsequent MPA application to evaluate compliance and effectiveness of the conditions of approval. The Zoning Administrator may impose more restrictive or less restrictive conditions on each individual tenant at the time of review of each Plan Approval application.
4. **MPA Public Hearing Requirement.** A public hearing for any Main Plan Approval (MPA) request may be waived at the discretion of the Chief Zoning Administrator.
5. Notwithstanding approved Exhibit A, dated September 29, 2025, and the Conditions above, this grant recognizes that there may be changes resulting from identified tenants, which may result in smaller or larger restaurants, different locations, and/or a reduced number of restaurants than those originally proposed and identified in Exhibit A. Such outcome is permitted provided that the other conditions noted herein, specifically those related to the

combined maximum interior floor areas, maximum interior and exterior seating numbers, maximum (total) number of establishments authorized under this grant, and the maximum number of establishments approved for each type of grant in the Conditions above are not exceeded. The sale and dispensing of beer and wine may be provided in lieu of a full line of alcoholic beverages at any of the establishments approved for a full line of alcoholic beverages (but not the reverse), provided that the maximum (total) number of establishments authorized for alcoholic beverages is not exceeded, and subject to all other conditions of this grant.

6. After hour use shall be prohibited, except routine clean-up. This includes but is not limited to private or promotional events, special events, excluding any activities which are issued film permits by the City.
7. Any music, sound or noise which is under control of the applicant shall not violate Sections 112.06 or 116.01 of the Los Angeles Municipal Code (Citywide Noise Ordinance). At any time, a City representative may visit the site during operating hours to measure the noise levels. If, upon inspection, it is found that the noise level exceeds those allowed by the citywide noise regulation, the owner/operator will be notified and will be required to modify or eliminate the source of the noise or retain an acoustical engineer to recommend, design and implement noise control measures within property such as, noise barriers, sound absorbers or buffer zones.
8. There shall be no Adult Entertainment of any type pursuant to LAMC Section 12.70.
9. The authorized use shall be conducted at all times with due regard for the character of the surrounding district, and the right is reserved to the Department of City Planning to impose additional corrective conditions, if, it is determined by the Department of City Planning that such conditions are needed for the protection of person in the neighborhood or occupants of adjacent property.
10. A camera surveillance system shall be installed and operating at all times to monitor the interior, entrance, exits and exterior areas, in front of and around the premises. Recordings shall be maintained for a minimum period of 30 days.
11. **STAR/LEAD/RBS Training.** Within the first six months of operation, all employees involved with the sale of alcohol shall enroll in the Los Angeles Police Department "Standardized Training for Alcohol Retailers" (STAR) or Department of Alcoholic Beverage Control "Licensee Education on Alcohol and Drugs" (LEAD) training program or the Responsible Beverage Service (RBS) Training Program. Upon completion of such training, the applicant shall request the Police Department or Department of Alcohol Beverage Control to issue a letter identifying which employees completed the training. STAR or LEAD or RBS training shall be conducted for all new hires within three months of their employment.
12. The Applicant shall be responsible for monitoring both patron and employee conduct on the premises and within the parking areas under his/her/their control to assure such conduct does not adversely affect unreasonably, or detract unreasonably from the quality of life for adjoining residents, property owners, or business.
13. Loitering is prohibited on the premises or the area under the control of the applicant. "No Loitering or Public Drinking" signs shall be posted in and outside of the subject facility.

14. The Applicant shall be responsible for maintaining the premises and adjoining sidewalk free of debris or litter.
15. An electronic age verification device shall be purchased and retained on the premises to determine the age of any individual and shall be installed on at each point-of-sales location. This device shall be maintained in operational condition and all employees shall be instructed in its use.
16. The owner or the operator shall comply with California Labor Code 6404.5 which prohibits the smoking of tobacco or any non-tobacco substance, including from electronic smoking devices or hookah pipes, within any enclosed place of employment. The applicant shall not possess ashtrays or other receptacles used for the purpose of collecting trash or cigarettes/cigar butts within the interior of the subject establishment.
17. Smoking tobacco or any non-tobacco substance, including from electronic smoking devices, is prohibited in or within 10 feet of the outdoor dining areas in accordance with Los Angeles Municipal Code Section 41.50 B 2 C. This prohibition applies to all outdoor areas of the establishment if the outdoor area is used in conjunction with food service and/or the consumption, dispensing or sale of alcoholic or non-alcoholic beverages.
18. **Private Events.** Any use of the premises for private events, including corporate events, birthday parties, anniversary parties, weddings or other private events which are not open to the general public, shall be subject to all the same provisions and hours of operation stated herein.
19. Trash pick-up, compacting, loading and unloading and receiving activities shall be limited to 7:00 a.m. to 6:00 p.m. Monday through Friday and 10:00 a.m. to 4:00 p.m. on Saturday. No deliveries or trash pick-up shall occur on Sunday.
20. **MViP – Monitoring Verification and Inspection Program.** Prior to the effectuation of this grant, fees required per LAMC Section 19.01 E.3 - Monitoring of Conditional Use Permits, Inspection, and Field Compliance for Review of Operations and Section 19.04 - Miscellaneous ZA Sign Offs shall be paid to the City.
 - a. Within 24 months from the beginning of operations or issuance of a Certificate of Occupancy for any tenant space encompassed by this Main Conditional Use approval, a City inspector will conduct a site visit to assess compliance with, or violations of, any of the conditions of this grant. Observations and results of said inspection will be documented and included in the administrative file.
 - b. The owner and operator shall be notified of the deficiency or violation and required to correct or eliminate the deficiency or violation. Multiple or continued documented violations or Orders to Comply issued by the Department of Building and Safety which are not addressed within the time prescribed, may result in additional corrective conditions imposed by the Zoning Administrator.
21. **Complaint Log.** A telephone number and email address shall be provided for complaints or concerns from the community regarding the operation. The phone number and email address shall be posted at the following locations in each individual tenant space:
 - a. Entry, visible to pedestrians

b. Customer service desk.

Complaints shall be responded to within 24-hours. The applicant shall maintain a log of all calls and emails, detailing: (1) date complaint received; (2) nature of complaint, and (3) the manner in which the complaint was resolved.

- 22.** Should there be a change in the ownership and/or the operator of the business, the property owner and/or the business owner or operator shall provide the prospective new property owner and the business owner or operator with a copy of the conditions of this action prior to the legal acquisition of the property and/or the business. Evidence that a copy of this determination including the conditions required herewith has been provided to the prospective property owner and/or business owner/operator shall be submitted to the Department of City Planning in a letter from the new property owner and/or business owner or operator indicating the date that the new property owner and/or business owner or operator/management began and attesting to the receipt of this approval and its conditions. The new property owner and/or business owner or operator shall submit this letter to the Department of City Planning within 30 days of the beginning day of his/her/their new operation of the establishment along with any proposed modifications to the existing floor plan, seating arrangement or number of seats of the new operation.
- 23.** At any time during the period of validity of this grant, should documented evidence be submitted showing continued violation of any condition of this grant and/or the ABC license of the location, resulting in an unreasonable level of disruption or interference with the peaceful enjoyment of the adjoining and neighboring properties, the Zoning Administrator (upon his/her/their initiative, or upon written request by LAPD or Department of ABC) reserves the right to call for a public hearing requiring the applicant to file for a plan approval application together with associated fees pursuant to LAMC Section 19.01 E, the purpose of which will be to review the applicant's compliance with and the effectiveness of these conditions. The Applicant shall prepare a radius map and cause notification to be mailed to all owners and occupants of properties within a 500-foot radius of the property, the Council Office and the Los Angeles Police Department's corresponding division. The applicant shall also submit a summary and any supporting documentation of how compliance with each condition of this grant has been attained. Upon this review, the Zoning Administrator may modify, add or delete conditions, and reserves the right to conduct this public hearing for nuisance abatement/revocation purposes.
- 24.** All tenants of the premises authorized herein shall be provided with a copy of these conditions which shall also be referenced in any lease or contract, and which shall be maintained and posted on the premises and available upon request by any enforcement agency.

Site Plan Review Conditions

- 25. Site Development.** The use and development of the Property shall be in substantial conformance with the plans stamped Exhibit A, dated September 29, 2025. No change to the plans will be made without prior review by the Department of City Planning, Major Projects, 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.

26. Above-Grade Vehicular Parking.

- a. Above-grade vehicle parking is limited to six levels within Building 2 and three levels within Building 9. Any above-grade parking shall be screened and architecturally integrated into the building design.
- b. Entrances, elevators, and stairs for parking structures shall be easily accessible and highlighted architecturally.
- c. Any above-grade parking shall be designed to be utilized and easily repurposed to other uses.
- d. The height of each parking level shall have sufficient clearance to be adaptable to non-parking uses. Once converted, the building shall permit a minimum floor to ceiling height of nine feet for commercial uses and eight feet for residential uses.

27. Residential Open Space Access. If the Project utilizes the Developer Incentive for the averaging of residential open space, the Project shall comply with one of the following:

- a. In conformance with Exhibit A, dated September 29, 2025, each individual building shall provide residential open space to meet minimum required LAMC standards, except Building 5 which may utilize 12,522 square feet of adjacent publicly accessible open space to meet its requirements, and residential open space access may be limited to users of each individual building; or
- b. Concurrent with the submission of a building permit for the first residential building within the Project Site, the Applicant shall submit a written implementation plan for the fair access to open space amenities for all residents within the Project Site, regardless of the user's building of residence.

28. Publicly Accessible Open Space. The Project shall provide the following publicly accessible open space areas throughout the Project Site, totaling approximately two acres in size, in substantial conformance with Exhibit A, dated September 29, 2025:

- a. North Site
 - i. A minimum of one continuous east-west pedestrian passageway from Central Avenue to the eastern property line.
 - ii. A minimum of one continuous north-south pedestrian passageway from 4th Street to the east-west pedestrian passageway.
- b. South Site
 - i. A minimum of one continuous north-south pedestrian passageway from 4th Street to the southern property line.
 - ii. A minimum of four continuous east-west pedestrian passageways (which may include the shared vehicle drive), from Central Avenue to Alameda Street.
- c. All publicly accessible open space areas shall meet the following requirements:
 - i. Remain publicly accessible during business hours, and gates or other barriers blocking pedestrian access through the paseos shall be prohibited. No

motorized vehicles shall be permitted, except for emergency vehicles used during an emergency.

- ii. Shall be maintained in good condition by the Project operator and/or owner for the life of the Project.

29. 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 September 29, 2025. Minor deviations from the requirements provided below may be permitted by the Department of City Planning.

30. 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.

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.

31. Tree Maintenance. New trees planted within the public right-of-way shall be spaced not more than an average of 30 feet on center, unless otherwise permitted by the Urban Forestry Division, Bureau of Public Works.

32. Utilities. All utilities shall be fully screened from view of any abutting properties and the public right-of-way.

33. Glare. The exterior of the proposed structures 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.

34. 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.

35. Signage. There shall be no off-site commercial signage on construction fencing during construction.

36. 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, storefront entrances, and vehicular accessways 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.
- 37. Construction Generators.** The Project contractor shall use power construction equipment with state-of-the-art noise shielding and muffling devices. The Project construction contractor shall use on-site electrical sources and solar generators to power equipment rather than diesel generators, where feasible.
- 38. Mechanical Equipment.** All mechanical equipment shall be fully screened from view of any abutting properties and the public right-of-way.
- 39. Trash/Storage.** All trash collecting and storage areas shall be located on-site and not visible from the public right-of-way (enclosed and screened). Trash receptacles shall be enclosed and/or covered at all times. Trash/recycling containers shall be locked when not in use.
- 40. Graffiti Removal.** All graffiti on the Project 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.
- 41. Project Access and Circulation.** Review and approval of a new driveway shall be coordinated with LADOT's Citywide Planning Coordination Section. No curb cutouts for passenger loading along a public right-of-way are approved. Any changes to the Project's site access, circulation scheme, or loading/unloading area after issuance of this report would require separate review and approval and should be coordinated as soon as possible with LADOT's Citywide Planning Coordination Section (201 North Figueroa Street, 5th Floor, Room 550, at 213-482-7024 or email: ladot.onestop@lacity.org). Driveway placement and design shall be approved by the Department of City Planning in consultation with LADOT.
- 42. Worksite Traffic Control Requirements.** The Applicant shall submit a construction work site traffic control plan 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. LADOT also recommends that all construction related truck traffic be restricted to off-peak hours to the extent feasible. See TRAF-PDF-1 of the Mitigation Monitoring Program for additional requirements for a Construction Management Plan.
- 43. 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.

44. Transportation Demand Management (TDM) Program. A preliminary TDM program shall be prepared and provided for LADOT review prior to the issuance of the first building permit for this project and a final TDM program approved by LADOT is required prior to the issuance of the first certificate of occupancy for the project. The TDM program should include, but not limited by, the following strategies:

- Reduced Vehicle Parking Supply – The Project would provide less on-site vehicle parking than the amount required by the direct application of LAMC parking rates, without consideration of allowable parking reduction mechanisms. A reduced parking supply makes parking less available and, therefore, encourages the use of non-automobile modes to and from the Project Site and reduces VMT.
- Bicycle Parking in Accordance with LAMC requirements – the Project would provide bicycle parking spaces in compliance with the requirements of the LAMC.
- Parking Cash-Out Program – The Project would comply with the state parking cash-out law, which requires employers who provide subsidized parking to offer employees a cash allowance in lieu of a parking space.
- Bicycle Share Station – The Project would also provide a bicycle share station in order to support first-mile/last-mile service for transit users and reduce reliance on personal automobiles.
- Record a Covenant and Agreement to ensure that the TDM program will be maintained.
- Contribute a one-time fixed fee contribution of \$150,000 to be deposited into the City's Bicycle Plan Trust fund to implement bicycle improvements in the vicinity of the project.
- Contribute a one-time fixed fee contribution of \$75,000 to be deposited into the City's Mobility Trust fund to implement improvements in the vicinity of the project.

45. Pedestrian Crossing Signal Improvement. The Project shall install a pedestrian mid-block crossing signal (Rectangular Rapid-Flashing Beacon (RRFB), or High Intensity Activated Crosswalk (HAWK)) on 4th Street between Alameda Street and Merrick Street to improve the pedestrian access in the area, as determined feasible by LADOT. Any proposed pedestrian signal installation is subject to final approval by LADOT. The applicant shall work with LADOT's Central District Office (ladot.centraldistrict@lacity.org) to prepare the necessary analysis for final determination on the need for a pedestrian signal at this location. If LADOT makes the determination that a pedestrian signal is warranted and needed at the appropriate mid-block location, then the applicant would be responsible for the full cost to design and install the new pedestrian signal. All associated improvement work within the City of Los Angeles must be guaranteed by the applicant through Bureau of Engineering's (BOE) B-Permit process. Prior to setting the bond amount, BOE shall require that the developer's engineer or contractor email LADOT's B-Permit Coordinator at ladot.planprocessing@lacity.org to arrange a pre-design meeting to finalize the proposed design needed for the project. All costs associated with the design and installation of the new traffic signal are the responsibility of the applicant.

Should LADOT determine that a pedestrian signal is not approved for the location, a suitable measure may be substituted to the satisfaction of LADOT.

Environmental Conditions

- 46. 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.
- 47. 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 business 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.

- 48. 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

- 49. 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.
- 50. 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.
- 51. 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.
- 52. 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.
- 53. 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.
- 54. 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.
- 55. 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.
- 56. 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.

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 include 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.