



CITY OF LONG BEACH

DEPARTMENT OF DEVELOPMENT SERVICES

333 West Ocean Blvd., 5th Floor Long Beach, CA 90802 (562) 570-5081 FAX (562) 570-6068

September 3, 2009

CHAIR AND PLANNING COMMISSIONERS
City of Long Beach
California

RECOMMENDATION:

Certify an Addendum to the Environmental Impact Report 06-08 and adopt a Resolution certifying Mitigation Monitoring and Reporting Program and Statement of Overriding Considerations;

Adopt Resolutions approving the Design Guidelines for the Douglas Park Planned Development District (PD-32 North and PD-32 South);

Approve Vesting Tentative Tract Map No. 70937 subject to conditions; and

Forward to the City Council a recommendation to take the following actions:

Adopt an Ordinance to authorize the amendment of the Douglas Park Development Agreement;

Adopt an Ordinance amending the Douglas Park Planned Development (PD-32) Ordinance; and

Adopt a Resolution amending the Land Use, Noise and Transportation Elements of the General Plan and the Bicycle Master Plan for Douglas Park. (District 5)

APPLICANT: The Boeing Company
4501 E. Conant Street
Long Beach, CA 90808
(Application No. 0809-07)

DISCUSSION

The 238-acre Douglas Park site is located at 3855 Lakewood Boulevard. See attached Location Map (Exhibit A).

The Boeing Company is requesting a change to the 2004 Development Agreement and associated Site Plan. The change essentially converts the planned uses in the northern section of the project (north of Cover Street) from residential to commercial. While the proposed change requires updates to the General Plan and PD-32 to allow for the new uses, staff and Boeing are also updating the Development Agreement to appropriately address the

CHAIR AND PLANNING COMMISSIONERS

Application No. 0809-07

September 3, 2009

Page 2

changes.

The proposed project includes up to 3.75 million square feet of commercial/light industrial uses, up to 250,000 square feet of retail uses and up to 400 hotel rooms. The attached Site Plan (Exhibit B) shows retail uses in the northeastern portion of the site and office uses located to the west and south of this area. Approximately 10 acres of open space, which would consist of several plaza areas, bike paths, enhanced pedestrian connections, street gateways, and landscape buffers, would be provided on-site.

LAND USE	APPROVED PROJECT (2004)	PROPOSED PROJECT (2009)
Commercial/Industrial	3.1 million sq. ft.	3.75 million sq. ft
Retail	200,000 sq. ft.	250,000 sq. ft*
Open Space	13 acres	10 acres
Hotel	400 rooms	400 rooms
Residential	1,400 units	0 unit

**The Boeing Company (Boeing) may construct additional retail space without limitation by the 250,000-square-foot limit; provided that, for each square foot of retail use, there shall be a reduction of one and one-half square feet in the maximum amount of office and industrial space.*

To provide for implementation of the proposed project, the existing development standards for Planned Development District 32 (PD-32) need to be revised. Specifically, PD-32 will be divided into North and South segments with Cover Street being the dividing line. The proposed development standards are attached (Exhibit C – PD-32 North and PD-32 South Development Standards). The primary change to PD-32 North reflects the change from residential to commercial. Changes would apply only to north of Cover Street with the elimination of the approved 1,400 residential units. South of Cover Street (PD-32 South) would remain the same and reflect the adopted PD-32 land use and design standards. The corresponding PD-32 Design Guidelines would also be amended to reflect PD-32 North Design Guidelines and the PD-32 South Design Guidelines (Exhibit D – PD-32 North and PD-32 South Design Guidelines).

Replacing the housing component with additional commercial and light industrial uses north of Cover Street provides more compatible land uses with the development surrounding the project site. The proposed project will facilitate the implementation of the General Plan in terms of: maintaining and enhancing major employment centers; developing a well-balanced community offering well-planned commercial districts, and a coordinated circulation system for safe and efficient movement of people and commodities. The project will provide thousands of jobs with an annual direct and indirect payroll of over \$1.2 billion making this project an economic engine in the region. Additionally, the proposed project will provide additional open space amenities tailored to project-generated demands. Ultimately, the proposed project will improve the urban environment making Long Beach a more pleasant place to live, work, play and raise a family.

Environmental Analysis

In response to Boeing's request to modify the approved Douglas Park Project, and in

CHAIR AND PLANNING COMMISSIONERS

Application No. 0809-07

September 3, 2009

Page 3

accordance with the CEQA Guidelines, an Addendum to the Certified EIR was prepared in 2009 (Exhibit E - EIR Addendum). The analysis provided within the Addendum demonstrates that the project would not result in any additional significant impacts, nor would it increase the severity of previously anticipated impacts. The Addendum shows that proposed changes fall within the envelope of environmental impacts addressed in the Certified EIR.

Development Agreement

The applicant is requesting that the Planning Commission recommend the City Council adopt an ordinance to authorize the execution of a Restated and Amended Douglas Park Development Agreement (Agreement) (Exhibit F – Draft Development Agreement). The City wishes to achieve certain public objectives that will be advanced by this Agreement, including the timely development of the property in accordance with the City's Land Use Regulations. Moreover, the Agreement will guarantee implementation of necessary public improvements and attain a high level of sustainable design.

Staff and Boeing have negotiated the terms of the Restated and Amended Development Agreement for the proposed project. To offset potential impacts, the Douglas Park Development Agreement includes specifics that address:

- on-site and off-site project infrastructure improvements.
- temporary employment estimated up to 3,800 persons and long term employment estimated up to 13,300 persons with an annual direct and indirect payroll of over \$1.2 billion.
- contribution of \$2 million in fees.
- \$1.2 million in development fees to be used at the discretion of the City.
- approximately 10 acres of community open space.
- Carson Street and Lakewood Boulevard landscape improvements.

General Plan Amendments

The applicant is requesting the Planning Commission recommend that the City Council adopt amendments to Land Use, Noise and Transportation Elements of the General Plan and Bicycle Master Plan. California State law requires each city to adopt a general plan for their long-term physical development consisting of a series of development policies and objectives. A summary of the proposed changes are provided below:

- *Land Use Element* - Delete all statements pertaining to residential use within Planned Development District PD-32 and Long Beach Airport Activity Center and update open space designation in the land use map.
- *Transportation Element* - A component of the Transportation Element is a provision for bicycle and pedestrian movement throughout the City. The approved project currently provides a Class I bike path through the project site. The proposed project would provide additional Class II bike routes throughout the project site, thus, helping to connect one of the City's east to west bike path connections as identified in the Bicycle Master Plan's long range goals. As a result, the Bicycle Facilities Map is proposed to be updated to reflect the new proposed bicycle routes in the Transportation Element

CHAIR AND PLANNING COMMISSIONERS

Application No. 0809-07

September 3, 2009

Page 4

and the companion Bicycle Master Plan.

- *Noise Element* - Amend Noise District Map to show a change from District 1 to District 2 north of Cover Street.

Vesting Tentative Tract Map

The applicant is requesting the Planning Commission approve Vesting Tentative Tract Map (VTTM) No. 70937. Street design and widths have been reviewed by various City Departments to ensure that the street grid and widths provide adequate and well-designed access throughout the site for various modes of travel (Exhibit G – VTTM No. 70937). The Public Works Department provided a Subdivision Report to staff as part of their technical project review. The recommendations of that report are included in the attached conditions of approval (Exhibit H – Findings and Conditions of Approval)

PUBLIC HEARING NOTICE

A Notice of Public Hearing was published in the August 18, 2009 edition of the Long Beach Press-Telegram and notices were mailed out to owners and occupants within a 750-foot radius from the subject site, as required by the Long Beach Municipal Code, and no responses were received.

Respectfully submitted,



Craig Beck
Director of Long Beach Development Services

CB:DB:me
Douglas Park Rezone PC Report

- Attachments:
- Exhibit A - Location Map
 - Exhibit B – Site Plan
 - Exhibit C - PD-32 North and PD-32 South Development Standards
 - Exhibit D – Resolutions adopting PD-32 North and PD-32 South Design Guidelines
 - Exhibit E – Resolution certifying EIR Addendum (Addendum in CD Format)
 - Exhibit F – Draft Development Agreement
 - Exhibit G – Vesting Tentative Tract Map 70937
 - Exhibit H - Findings and Conditions of Approval
 - Exhibit I - EIR No. 36-02 (CD Format)

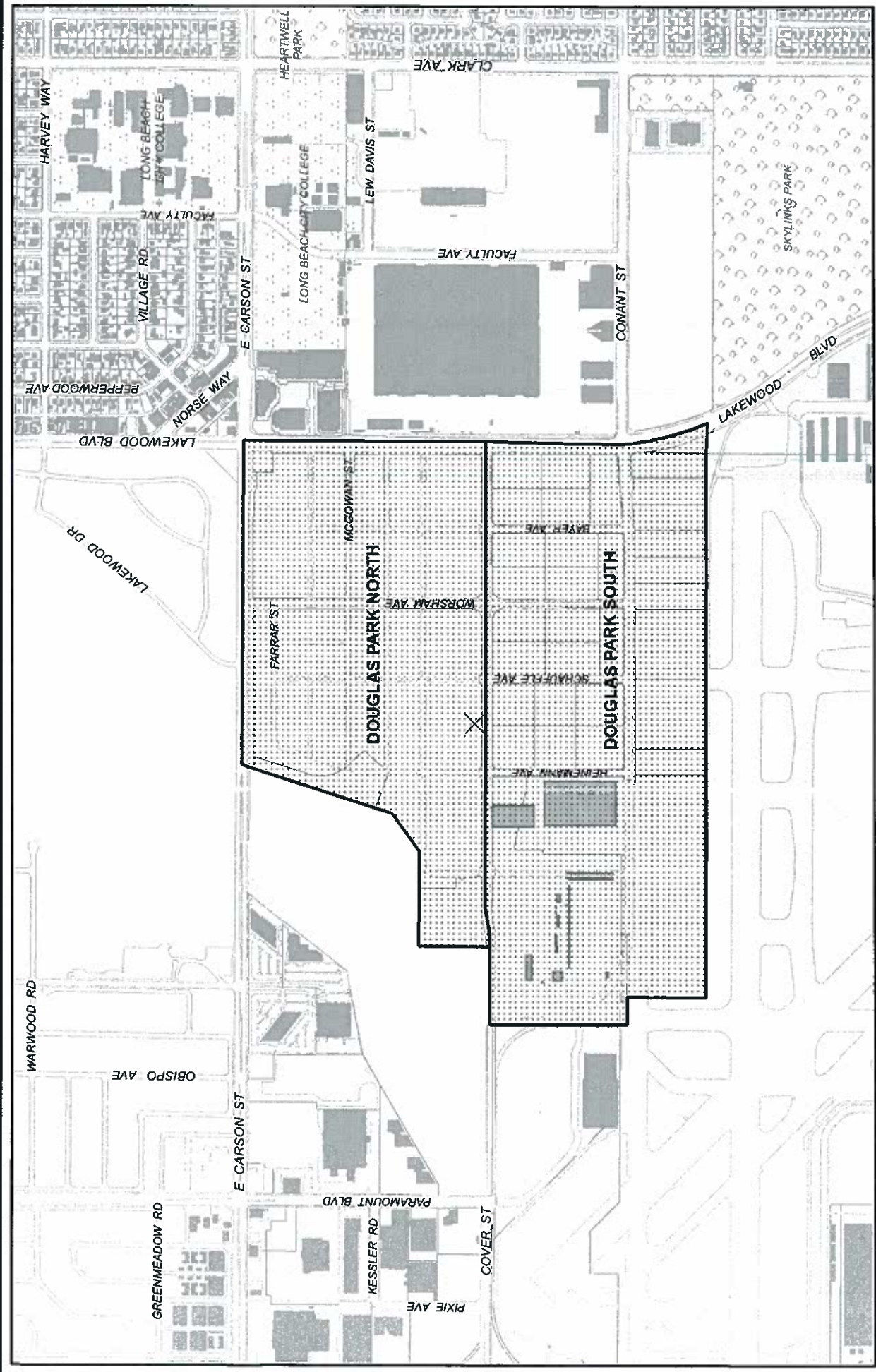
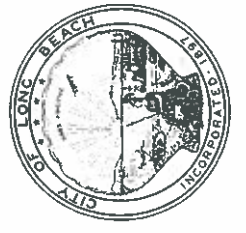


Exhibit A



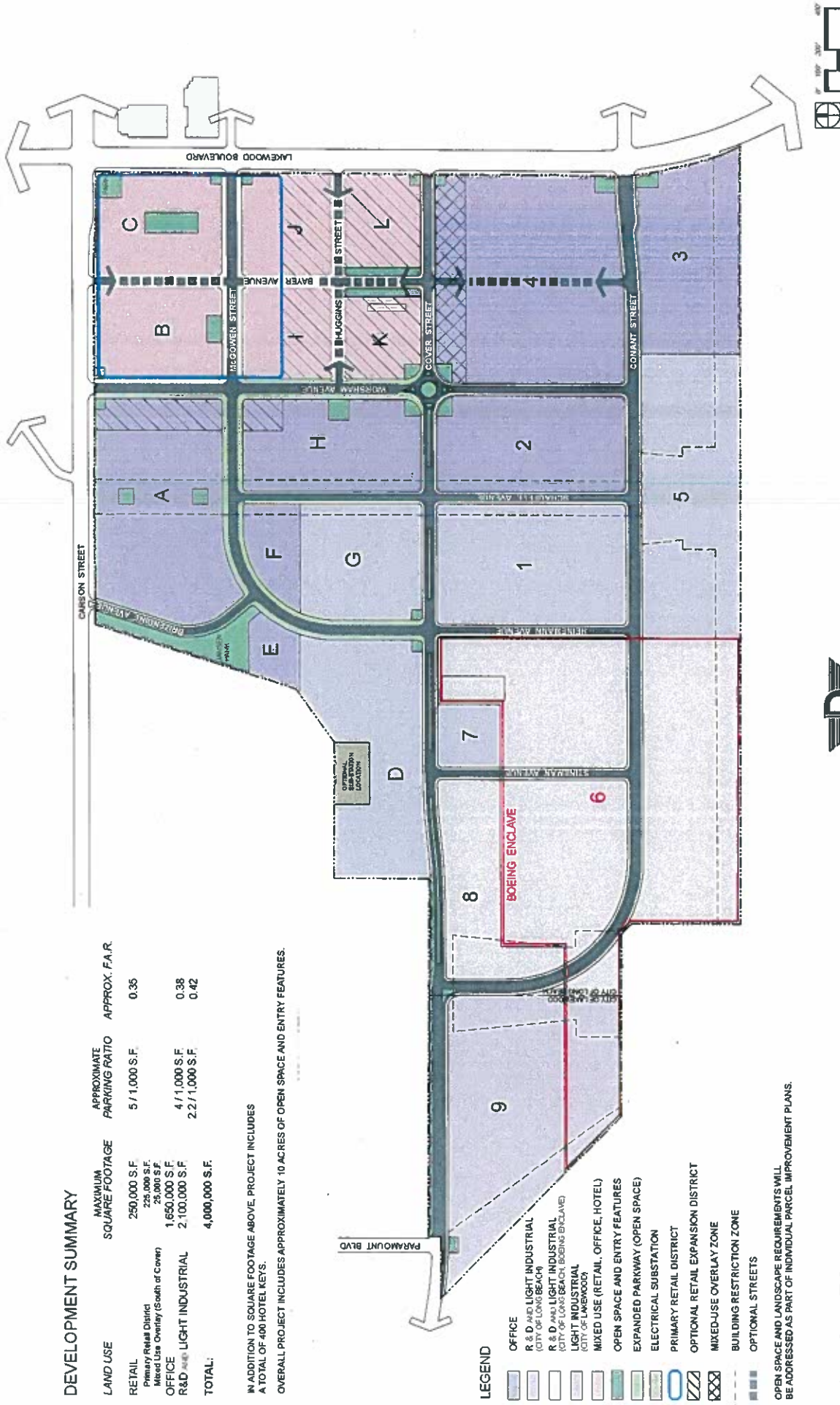
Subject Property:
 3855 Lakewood Blvd
 Application No. 0809-07
 Council District 5
 Zoning Code : PD-32



DEVELOPMENT SUMMARY

LAND USE	MAXIMUM SQUARE FOOTAGE	APPROXIMATE PARKING RATIO	APPROX. F.A.R.
RETAIL	250,000 S.F.	571,000 S.F.	0.35
Primary Retail District	225,000 S.F.		
Mixed Use Overlay (South of Cover)	25,000 S.F.		
OFFICE	1,650,000 S.F.	471,000 S.F.	0.38
R&D LIGHT INDUSTRIAL	2,100,000 S.F.	2271,000 S.F.	0.42
TOTAL:	4,000,000 S.F.		

IN ADDITION TO SQUARE FOOTAGE ABOVE, PROJECT INCLUDES A TOTAL OF 400 HOTEL KEYS.
 OVERALL PROJECT INCLUDES APPROXIMATELY 10 ACRES OF OPEN SPACE AND ENTRY FEATURES.



LEGEND

- OFFICE
- R & D LIGHT INDUSTRIAL (CITY OF LONG BEACH)
- R & D LIGHT INDUSTRIAL (CITY OF LONG BEACH (BOEING ENCLAVE))
- LIGHT INDUSTRIAL (CITY OF LONG BEACH)
- MIXED USE (RETAIL, OFFICE, HOTEL)
- OPEN SPACE AND ENTRY FEATURES
- EXPANDED PARKWAY (OPEN SPACE)
- ELECTRICAL SUBSTATION
- PRIMARY RETAIL DISTRICT
- OPTIONAL RETAIL EXPANSION DISTRICT
- MIXED-USE OVERLAY ZONE
- BUILDING RESTRICTION ZONE
- OPTIONAL STREETS

OPEN SPACE AND LANDSCAPE REQUIREMENTS WILL BE ADDRESSED AS PART OF INDIVIDUAL PARCEL IMPROVEMENT PLANS.

District Plan



This plan is conceptual in nature and subject to change



DOUGLAS PARK



ALTON + PORTER
ARCHITECTS



DOUGLAS PARK

DRAFT



Findings

Application No. 0809-07
September 3, 2009

TENTATIVE TRACT MAP FINDINGS

A. THAT THE PROPOSED MAP IS CONSISTENT WITH APPLICABLE GENERAL AND SPECIFIC PLANS;

The proposed project will conform to the General Plan Mixed Use designation (LUD 7). The project will provide up to 4 million square feet of commercial and light industrial uses, up to 400 hotel rooms and approximately 10 acres of community open space. The proposed project is consistent with the goals of the General Plan in that it promotes this area as an activity center consisting of different types of land uses. The Project will help expand and attract new business to the City while developing a well-balanced community offering well-planned commercial districts, open space amenities and a coordinated circulation system.

B. THAT THE DESIGN OR IMPROVEMENT OF THE PROPOSED SUBDIVISION IS CONSISTENT WITH APPLICABLE GENERAL AND SPECIFIC PLANS;

The requested subdivision will create 70 separate legal parcels. The newly created parcels will conform to the zoning regulations pertaining to minimum lot size, lot dimensions and access. Street widths and layout have been designed to provide ample access to, from and within the site. Vehicular, pedestrian, bicycle and public transit access have been enhanced to encourage use of different modes of transportation. Several bus stops will be located in and around the site.

The proposed Project is consistent with the Mixed Use designation of the General Plan. The Project will create a major employment center in the City. It will help redirect economic growth and activity in the area and in the region. In addition, the Project will provide open space amenities to future tenants and surrounding community. Approximately 10 acres of community open space consisting of plazas, enhanced parkways, pedestrian connections and bicycle lanes are proposed with the commercial development. Lastly, any future structural or site improvements will require compliance with the City of Long Beach Municipal Code and clearance from each responsible City Department.

C. THAT THE SITE IS PHYSICALLY SUITABLE FOR THE TYPE OF DEVELOPMENT;

The Project site lies within the Downey Plain, a relatively flat alluvial coastal plain within the Los Angeles Basin. The site is fairly flat and irregular in shape. Although the Project is located within a region subject to seismic events, development of the Project is not expected to expose people or structures to a higher level of risk from ground-shaking or surface rupture that would otherwise occur in other parts of the region. Majority of the site has been remediated since the approval of the original Project. Site remediation will continue subject to a risk management plan that includes measures to ensure the health and safety of Project users and construction workers.

D. THAT THE SITE IS PHYSICALLY SUITABLE FOR THE PROPOSED DENSITY OF DEVELOPMENT;

The 101-acre site is fairly flat and irregular in shape. It is surrounded by existing retail, office, residential, airport and golf course developments. The site is bounded by Lakewood Boulevard and Carson Street which provide access to and from the site. The proposed site layout, circulation, development standards, design guidelines, juxtaposition of land uses and community open spaces along with improvements to infrastructures enhance the overall character and condition of the site as well as the surrounding streets making the site suitable for the proposed project density.

E. THE DESIGN OF THE SUBDIVISION OR THE PROPOSED IMPROVEMENTS ARE NOT LIKELY TO CAUSE SUBSTANTIAL ENVIRONMENTAL DAMAGE OR SUBSTANTIAL AND AVOIDABLE INJURY TO FISH AND WILDLIFE OR THEIR HABITAT;

This parcel was previously used as an aircraft manufacturing site. Most of the buildings have been demolished and the site has been graded to accommodate future building pads; only one utility building remains north of Cover Street.

No fish or wildlife habitats are in the project site or anywhere in the near vicinity of this project site. This project proposal is consistent with the existing surrounding land uses. The design of the proposed subdivision and improvements would not cause substantial environmental damage or substantial injury to fish and wildlife or their habitat.

F. THAT THE DESIGN OF THE SUBDIVISION OR THE TYPE OF IMPROVEMENT IS NOT TO CAUSE SERIOUS PUBLIC HEALTH OR SAFETY PROBLEMS; AND

An EIR Addendum was prepared for the proposed project. Most of the project impacts have been mitigated to less than significant levels. The proposed land uses, project design and density have been reviewed and approved by City, County, State and Federal agencies. Moreover, future developments will have to comply with the prevailing codes at the time the applications are submitted to protect public health, safety and welfare. Therefore, the design of the subdivision and type of improvements proposed would not cause serious public health or safety problems.

G. THE DESIGN OF THE SUBDIVISION OR THE TYPE OF IMPROVEMENTS WILL NOT CONFLICT WITH EASEMENTS ACQUIRED BY THE PUBLIC AT LARGE FOR ACCESS THROUGH OR USE OF PROPERTY WITHIN THE PROPOSED SUBDIVISION.

All concerned City departments have reviewed the tentative tract map and it has been found that the design and improvements of the site will not conflict with public access easements. All required easements and utility locations will be provided for prior to the recordation of the final map.

DOUGLAS PARK REZONE NO. 0809-07
CONDITIONS OF APPROVAL
SEPTEMBER 3, 2009

VESTING TENTATIVE TRACT MAP 70937

PLANNING

1. This permit shall be invalid if the owner(s) and/or applicant(s) have failed to return written acknowledgment of their acceptance of the conditions of approval on the *Conditions of Approval Acknowledgment Form* supplied by the Planning Bureau. This acknowledgment must be submitted within 30 days from the effective date of approval (final action date).
2. In the event of transfer of ownership of the property involved in this application, the new owner shall be fully informed of the permitted use and development of said property as set forth by this permit together with all conditions that are a part thereof. These specific requirements must be recorded with all title conveyance documents at time of closing escrow.
3. All conditions of approval must be printed verbatim on all plans submitted for plan review to Long Beach Development Services. These conditions must be printed on the site plan or a subsequent reference page.
4. The Director of Long Beach Development Services is authorized to make minor modifications to the approved design plans or to any of the conditions of approval if such modifications shall not significantly change/alter the approved design/project. Any major modifications shall be reviewed by the Zoning Administrator or Planning Commission, respectively.
5. Site development, including landscaping, shall conform to the approved plans on file with Long Beach Development Services. At least one set of approved plans containing Planning, Building, Fire, and, if applicable, Redevelopment and Health Department stamps shall be maintained at the job site, at all times for reference purposes during construction and final inspection.
6. All landscaped areas must be maintained in a neat and healthy condition. Any dying or dead plants materials must be replaced with the minimum size and height plant(s) required by PD-32 Development Standards and Design Guidelines and applicable Municipal Code Regulations. At the discretion of City officials, a yearly inspection shall be conducted to verify that all irrigation systems are working properly and that the landscaping is in good healthy condition. The property owner shall reimburse the City for the inspection cost as per the special building inspection specifications established by the City Council.
7. The property shall be developed and maintained in a neat, quiet, and orderly condition and operated in a manner so as not to be detrimental to adjacent

properties and occupants. This shall encompass the maintenance of exterior facades of the building, designated parking areas serving the use, fences and the perimeter of the site, hardscape and softscape (including all public parkways).

8. Any graffiti found on site must be removed within 24 hours of its appearance.
9. All structures shall conform to the Long Beach Building Code requirements. Notwithstanding this subject permit, all other required permits from the Building Bureau must be secured.
10. Boeing or its successor in interest, shall provide for an addendum to the approved Master Sign Program for review and approval of the Site Plan Review Committee in conjunction with the initial phase of development in Sub area 1 and shall be guided by the principles stated in the PD-32 Design Guidelines. A sign program fee shall be required for this review. The addendum shall be approved prior to issuance of Temporary or Final Certificate of Occupancy, whichever comes first, in each sub area.
11. The applicant shall defend, indemnify, and hold harmless the City of Long Beach, its agents, officers, and employees from any claim, action, or proceeding against the City of Long Beach or its agents, officers, or employees brought to attack, set aside, void, or annul an approval of the City of Long Beach, its advisory agencies, commissions, or legislative body concerning this project. The City of Long Beach will promptly notify the applicant of any such claim, action, or proceeding against the City of Long Beach and will cooperate fully in the defense. If the City of Long Beach fails to promptly notify the applicant of any such claim, action or proceeding or fails to cooperate fully in the defense, the applicant shall not, thereafter, be responsible to defend, indemnify, or hold harmless the City of Long Beach.
12. All payments required in the Development Agreement shall be paid by Boeing, including but not limited to the \$1.2 million Development Services Fee and \$2 million Citywide Infrastructure Improvements (per the requirements Section 8.46 and 8.47 of the Amended and Reinstated Development Agreement). Project Contribution to Citywide Infrastructure Improvements shall survive termination of the Douglas Park Development Agreement and shall constitute independent approval for the Project.
13. Boeing or its successor in interest, shall submit evidence to the City showing the requirements of the Douglas Park Development Agreement has been met prior to issuance of building permits and/or temporary or final certificate of occupancy, whichever comes first, on applicable projects.
14. Boeing or its successor in interest, shall consult with Long Beach Transit for compliance with the requirements of the Proposed Bus Stops for Douglas Park Development Plan, dated August 6, 2009 (Exhibit 1). Long Beach Transit reserves the right to develop bus stop locations 1, 2, 3 and 4 as it deems necessary to provide adequate transit service to the site.

15. Uniform tubular steel view fencing shall be installed at the Lakewood Country Club's property line prior to issuance of certificate of occupancy for a building on any lot adjacent to Lakewood Country Club. See PD-32 North Design Guidelines for details.

FIRE PREVENTION

16. The subdivider shall provide fire hydrants and necessary fire protection facilities to the satisfaction of the Fire Chief.
17. The proposed project shall incorporate all emergency access provisions required by the City of Long Beach Fire Department, including fire lanes, vertical clearance requirements, and Fire Department review, as appropriate. Specifically, review and approval by the respective Fire Departments' Fire Prevention Office shall be required prior to building permit issuance. In addition, fire flow requirements shall be determined by the Fire Department based on building type and building use and fire inspection fees shall be paid as each building within the project site is developed.

BUILDING

18. The applicant is responsible for complying with all requirements of the prevailing Building Code, or other local ordinances or state laws.
19. Separate building permits are required for miscellaneous structures such as, but not limited to, signs, fences, retaining walls, trash enclosures, flagpoles, and pole mounted yard lighting foundations.
20. Separate permit applications for electrical, plumbing, and/or mechanical plan checks are required. Please be aware of this for the sub-trade permits at the time you submit your project for building plan review.
21. Separate grading permit submittal is required for review of the grading plan.
22. Separate demolition permit is required to demolish any existing structures or buildings at the site.
23. The building and facilities must be accessible to and usable by the physically disabled per Title 24 of the 2007 Edition of the California Code of Regulations. Please be aware that the Department has neither the responsibility nor the authority to enforce ADA regulations. Nonetheless, the Department strongly advises that the Architect or Designer of record include such requirements in the building design.
24. Show on the plans a continuous and unobstructed path of travel connecting all accessible elements and spaces in an accessible building or facility that can be negotiated by a person with a severe disability using a wheelchair and that is

also safe for and usable by persons with other disabilities. The path must satisfy the width, slope and surface condition (i.e., drainage swale) mandated by the 2007 CBC.

25. When fully completed plans are submitted to the Department for formal building plan review, provide on the title sheet an analysis that establishes justification for the building area and height based on available yards, type of construction, sprinkler systems and occupancy group.
26. Any lease line, which defines a leaseholder's area limits on a property, shall be treated as a legal property line for purposes of establishing the Building Code requirements.
27. No change shall be made in the character of occupancies or use of any building that would place the building in a different division of the same group of occupancy or in a different group of occupancies, unless such building is made to comply with the requirements of this code for such division or group of occupancy.
28. A sewerage permit or an exemption from the Los Angeles County Sanitation District sewer connection fees shall be required for your project.
29. All sheets of the plans and the first sheet of the calculations are required to be stamped and signed by the California licensed Architect and/or Engineer responsible for the design. The professional license must be current and in good standing.
30. The engineer of record, or another equally qualified engineer appointed by him/her, shall make "Structural Observation" visits to the jobsite at significant construction stages and at completion of the structural system to verify general conformance of the structural system to the approved plans and specifications per CBC Section 1709.
31. Complete plan check comments will only be issued after the completed plans have been submitted and a full plan check review has been done.

GENERAL REQUIREMENTS

32. Each final map is to be prepared in accordance with the approved tentative map and shall be recorded with the L.A. County Recorder's Office within thirty-six months from the date of the Notice of Final Action of the tentative map or before the termination of the Douglas Park Development Agreement, whichever occurs later.
33. Each final map shall be based upon criteria established by the Subdivision Map Act and/or Title 20 of the Long Beach Municipal Code.
34. Prior to approval of each final map, the Subdivider shall obtain utility clearance letters for any public entity or public utility holding any interest in the subdivision as required by

Section 66436(c)(1) of the Subdivision Map Act.

35. No cross lot drainage will be permitted. Existing cross lot drainage problems shall be corrected to the satisfaction of the Director of Public Works prior to the approval of each final map.
36. Prior to the approval of each final map, the Subdivider shall deposit sufficient funds with the City to cover the costs of processing each final map.
37. All County property taxes and all current special assessments shall be paid in full prior to the approval of each final map.

PUBLIC RIGHT-OF-WAY DEDICATIONS AND IMPROVEMENTS

38. Vesting Tentative Tract Map No 70937 shows the vacation of the McGowen Street cul-de-sac area dedicated through Instrument No. 20072615828, with McGowen Street remaining as a public street. Only the excess width easement area shall be vacated, and this can be accomplished on the final tract map or by separate instrument (City resolution).
39. Vesting Tentative Tract Map No. 70937 shows the vacation of a portion of right of way dedicated through Instrument No. 20072615828, shown as Farrar Street. This street may be vacated on the final tract map or by separate instrument (City resolution), along with the storm drain easement within this area shown on Vesting Tentative Tract Map No. 70937.
40. Vesting Tentative Tract Map No. 70937 shows the vacation of Bayer Avenue north of Cover Street dedicated through Instrument No. 20072615828. This public street may be vacated on the final tract map, but must be replaced with a private street in approximately the same location, to the satisfaction of the City Engineer and the Director of Development Services.
41. The Subdivider shall dedicate and improve any additional right-of-way required along Lakewood Boulevard and Carson Street along the boundary of this project determined to be necessary by the Director of Public Works for purposes related to safety requirements, bike paths, ADA facilities, and/or public utilities.
42. The Subdivider shall dedicate and improve any additional right-of-way within the boundaries of the subdivision determined to be necessary by the Director of Public Works for purposes related to safety requirements, bike paths, ADA access, and/or public utilities.
43. The Subdivider shall install the following bicycle routes pursuant to PD 32 North Design Guidelines, to the satisfaction of the Directors of Planning and Building and Public Works, dedicating any additional right-of-way necessary for the bike paths:
 - a. Class 1 route along Brizendine Avenue between Carson Street and McGowen Street (a separate bicycle route easement not a part of the public street).
 - b. Class 1 route along McGowen Street between Cover Street and Brizendine Avenue (a separate bicycle route easement not a part of the public street).
 - c. Class 2 route along McGowen Street between Brizendine Avenue and Worsham Avenue.
 - d. Class 2 route along Cover Street between Lakewood Blvd and the City of

- Lakewood Boundary, except for the portion between Bayer Avenue and Lakewood, if the striped path cannot be accommodated on this portion of Cover Street (already constructed).
- e. Class 2 route along Conant Street between Lakewood Blvd and the intersection of Conant Street with Cover Street, except for the portion between Bayer Avenue and Lakewood, if the striped path cannot be accommodated on this portion of Conant Street (already constructed).
 - f. Class 2 route along Heinemann Avenue between Cover Street and Conant Street.
 - g. All other public street portions within Vesting Tentative Tract Map No. 70937 shall be developed as Class 3 bicycle routes according to the "sharrow" concept (signage only).
44. These bicycle routes shall be constructed in accordance with Caltrans design standards and carried out during the build out of the interior streets pursuant to the Development Agreement schedule. The intersection of Brizendine and McGowen Streets shall be a three-way stop controlled intersection to facilitate the merging of bike lanes with the Brizendine Street Class 1 bike route. The bike paths shall be maintained by the City pursuant to funds provided by the CFD Special Tax B as long as these funds remain available.
45. Easements shall be provided to the City of Long Beach for proposed public utility facilities to the satisfaction of the concerned City Department or public agency and shown on the map. If any additional utility rights-of-way are determined to be necessary after the recordation of each final map, said utility right-of-way shall be dedicated to the City of Long Beach by separate instrument.
46. Easements shall be provided to the City of Long Beach for any City facilities including traffic signal controls, signage, required slopes, bus stops, refuse collection access, and any other public necessities, to the satisfaction of the interested Department or agency and shown on each final map. If additional easements of this nature are determined to be necessary after the recordation of each final map, said easement shall be dedicated to the City of Long Beach by separate instrument.
47. The Subdivider shall provide the necessary storm drain easements to the County of Los Angeles on each final map or successor final maps. If additional storm drain easements are required by the County of Los Angeles and provided by separate instrument, recorded copies of same shall be provided to the Director of Public Works for their records.
48. Unless approved by the Director of Public Works, easements shall not be granted to third parties within areas proposed to be granted, dedicated, or offered for dedication to the City of Long Beach for public streets, alleys, utility or other public purposes until after the final map is filed with the County Recorder. If easements are granted after the date of tentative map approval and prior to final map recordation, a notice of subordination must be executed by the third-party easement holder prior to the filing of each final map.

GENERAL OFF-SITE CONSTRUCTION

49. Except for the following requirement to stripe Cover Street, public street improvements including sidewalks and bike lanes adjoining and abutting each development parcel shall be completed at the time the individual parcel improvements are constructed, but must

be completed in a functional manner. These street improvements shall connect to the network of existing improved streets so as to intersect with at least one fully improved street. However all required street improvements shown on VTTM 70937 shall be completed in accordance with the phasing schedule set forth in the Amended and Restated Development Agreement, subject to the approval of the City Traffic Engineer.

50. The bike lanes for Cover Street shall be striped within 60 days of recordation of the Amended and Restated Development Agreement.
51. The Subdivider shall replace the existing landscaping along the north side of Carson Street per Exhibit "R" titled Carson Street Landscape Improvement Plan, dated March 30, 2009 by Kimley Horn & Associates in the Development Agreement. The landscaping shall be completed prior to the issuance of a Certificate of Occupancy for the first parcel developed along Carson Street. The subdivider shall construct limited traffic control measures per attached Exhibit "2" titled Conceptual Engineering Plan, dated June 9, 2009 by Kimley Horn & Associates, to prevent left turn movements to and from Carson Street at Brizendine and Bayer connections to Carson Street. Such traffic control measures shall be constructed concurrent with the construction of Brizendine and Bayer Avenue connections to Carson Street.
52. All off-site and drainage improvements required by the Department of Public Works herein, including but not limited to utility undergrounding, storm drains, and improvements to Lakewood Boulevard and Carson Street (except bike lanes and other traffic mitigation measures), shall be constructed prior to approval of each final map. Improvements not in place and accepted prior to the approval of each final map must be guaranteed by a Certificate of Credit or bonds to the satisfaction of the Director of Public Works. Designated bike paths within the subdivision shall be constructed with the build out of the subdivision streets.
53. The Subdivider shall underground all existing overhead utility lines located on the south side of Carson Street or crossing Carson Street immediately adjacent to the project as feasible and to the satisfaction of the affected utility companies and the Director of Public Works.
54. All subterranean passages or tunnels under the Lakewood Boulevard right-of-way to remain in place shall be annually inspected and maintained by the Boeing Company or its successors and assigns until properly abandoned and sealed to the satisfaction of the Director of Public Works.
55. The Subdivider shall submit detailed construction plans for public and private roadways shown in Vesting Tentative Tract Map No. 70937 but not yet constructed, including grades, structural cross-section, street signs and street lighting for review by the Director of Public Works prior to the approval of each final map. The Subdivider shall construct all such public and private roadways in conformance with the approved plans. Improvements not in place and accepted prior to the approval of each final map must be guaranteed by a Certificate of Credit or bonds to the satisfaction of the Director of Public Works.
56. The Subdivider shall provide for the resetting to grade of existing manholes, meters and pull boxes in conjunction with project construction and reconstruction within public rights-of-way or private roadways and sidewalks on the project site or immediately adjacent to the project site as set forth in the construction plans approved by the Director of Public

Works.

57. All private streets and alleys shall be constructed to the minimum standards established for public streets and alleys in the City of Long Beach to the satisfaction of the Director of Public Works.
58. Demolition and reconstruction of curb and gutter, driveways, sidewalks, wheelchair ramps, roadway and alley pavements, removal and relocation of utilities, traffic striping and signing, street tree removals and plantings in the public right-of-way, shall be performed under Public Works permit. Permits must be obtained from the Public Works Permit Section of the City of Long Beach Development Services Center, City Hall, 333 West Ocean Boulevard, telephone (562) 570-7082 or 7084.
59. All work within the public right-of-way must be performed by a contractor holding a valid State of California contractor's license and City of Long Beach Business License sufficient to qualify the contractor to do the work. Contractor shall have on file with the City Engineer a Certification of General Liability Insurance and an endorsement evidencing minimum City of Long Beach limits of required general liability insurance.
60. The Subdivider shall contact Long Beach Transit before performing any work at transit bus stops, shelters, signs, or appurtenances. Contact Shirley Hsiao, Manager of Service Development Planning, at (562) 591-8540.
61. The Subdivider shall be responsible for the maintenance, repair and replacement of off-site improvements abutting Vesting Tentative Tract Map No. 70937 during construction of the on-site improvements until final city inspection and the approval of the on-site improvements. Any off-site improvements found damaged during the construction of the on-site improvements shall be repaired or replaced by the Subdivider to the satisfaction of the Director of Public Works.
62. In connection with the construction of required improvements for each final map, the Subdivider shall construct all curb ramps needed to provide full ADA accessibility compliance in the public right-of-way adjacent to the site and within the site to the satisfaction of the Director of Public Works.
63. The Subdivider shall construct the required storm drain system in connection with the proposed development in accordance with approved plans. An excavation permit issued by the Department of Public Works is required for all work within the public right-of-way. Contact Russ Caveness of Construction Services, for information about excavation permits, at (310) 570-6530.
64. The proposed storm drain system must be reviewed, approved and accepted for operation and maintenance by the County of Los Angeles Department of Public Works (contact Timothy Chen at 626-458-4921 to initiate plan review). The Subdivider shall also provide said plans to the Director of Public Works to assure the City that the County has reviewed and approved the storm drain system prior to the approval of each final map.
65. The Subdivider shall submit final grading plans for review and approval by the Director of Development Services and the Director of Public Works prior to the approval of each final map. Concurrent with the submittal of grading plans, Subdivider shall submit, for information purposes only, related storm drain plans with hydrology and hydraulic

calculations showing drainage patterns and slopes. Such drainage plans shall be subject to review and approval by the County as described above.

66. On-site drainage improvements shall be completed to the satisfaction of the City Engineer and the Superintendent of Building and Safety.
67. Generally, all new on-site storm drains shall be sized as shown on the January 2009 master drainage study prepared by Kimley-Horne & Associates, Inc., or any subsequently approved drainage studies, based on the applicable requirements of the 2006 edition of the Hydrology Manual of the County of Los Angeles. However, the City may require on-site storm drain systems for successor maps to be based on the latest edition of County's Hydrology Manual.
68. The existing cul-de-sacs at the intersections of McGowen and Farrar Streets with Worsham Avenue shall be removed and replaced with full-height curb and gutter to the satisfaction of the Director of Public Works.
69. The size and configuration of all proposed driveways within the site shall be subject to the review and approval of the Director of Public Works.
70. Street lighting plans with necessary lighting calculations for the proposed street lighting system shall be submitted to City Light and Power and the Director of Public Works for review and approval prior to approval of each final map.
71. The Subdivider shall provide either high-pressure sodium luminaries or light-emitting diode (LED) luminary equivalents, or approved alternate, along with the necessary light standards and feed points in all of the public and private streets within and adjacent to the proposed subdivision to the satisfaction of the Director of Public Works and City Light and Power prior to approval of each final map, or provide bonding for such improvements. The current approved alternate is shown in Exhibit "3" (TR20-SHA-SN).
72. The Subdivider shall provide the required street name signs for all public and private streets immediately adjacent to and within the boundaries of Vesting Tentative Tract No. 70937.
73. All non-paved areas within public right-of-way shall be attractively landscaped with drought-tolerant, low to very low water usage plants, with an emphasis on California native plants and related "California-friendly" plants as consistent with the PD-32 North Design Guidelines. Parkways shall be planted primarily with low (under 8 inches high) foot-tolerant ground covers without thorns, stickers or other hazards. Accent groupings of plants up to 24 inches high may be placed in a quantity of up to approximately 35% of the parkway area. No fencing, large areas of solid shrubbery over 8 inches high, or other obstacles to public passage shall be placed in parkways. During the public right-of-way landscaping plan review process, City may specify walkable strips 24 inches in width along the curbside of the parkway adjacent to parking spaces. These strips shall be primarily composed of decomposed granite or other inorganic, walkable material, and shall provide a path to the paved sidewalk. Any modular paving units shall be set on sand instead of a concrete foundation (poured in place, impervious concrete may not be used).
74. The Subdivider shall plant or provide for street trees along all public streets adjacent to and within the site, including necessary tree root barriers, as set forth in the PD-32 North

Design Standards. The Subdivider shall contact the Street Tree Division of the Department of Public Works, at (562) 570-2770 to request a "Permit To Plant Street Tree(s)" form. At minimum, parkway trees shall provide shade coverage over 40% of the total public-right-of-way area after 5-years' growth. The Street Tree Division will assist with the size, type and manner in which the street trees are to be installed.

75. Landscaping in the public right-of-way and all designated community open spaces shall be provided with water-conserving automatic irrigation systems designed to provide adequate coverage to sustain and promote healthy plant life, using reclaimed water. The irrigation system shall not cause water to spray or flow across any sidewalk. Electric meters that power irrigation to landscaped areas within the public right-of-way shall be dedicated exclusively to those devices.
76. A final planting plan shall be submitted and approved by the Director of Long Beach Development Services and City Engineer prior to project occupancy.
77. Prior to approving an engineering plan, all projects greater than 1 acre in size must demonstrate coverage under the State Construction General NPDES Permit. To meet this requirement, the applicant must submit a copy of the letter from the State Water Resource Control Board acknowledging receipt of the Notice of Intent (NOI) and a certification from the Subdivider or engineer that a Storm Water Pollution Prevention Plan (SWPPP) has been prepared. Questions regarding the State Construction General NPDES Permit should be directed to the State Regional Board Office at (213) 266-7500, or visit their website at www.waterboards.ca.gov/stormwtr/construction.html (follow the Construction General Permit link: 99-08-DWQ).

TRAFFIC & TRANSPORTATION

78. Access to Lakewood Boulevard is to be limited to the following three street connections: McGowen Street, Huggins Street (a private street), and Cover Street. No driveways, alleys or other vehicular connections providing direct access to Lakewood Boulevard will be allowed. Access at Huggins Street shall be limited to "right-turn in/ right-turn out.
79. Access to Carson Street is to be limited to Brizendine Avenue, Worsham Avenue and Bayer Avenue (a private street). No driveways, alleys or other vehicular connections providing direct access to Carson Street will be allowed. Access at Brizendine and Bayer Avenues shall be limited to "right-turn in/ right-turn out.
80. The Subdivider shall be responsible for the initial installation of all traffic control devices within the boundaries of Vesting Tentative Tract Map No. 70937 as determined to be warranted by the City Traffic Engineer. Such traffic control devices include but are not limited to roadway channelization, crosswalks, warning signs, regulatory signs, parking controls, stop controls, flashing beacons, and traffic signals. In addition, any future traffic signals or flashing beacons determined to be warranted by the City Traffic Engineer during the term of the development agreement shall be the responsibility of the Subdivider or its successors in interest.
81. The Subdivider or any other private developer shall not cause any changes to traffic controls within the public right-of-way of the development with out obtaining prior approval from the City Traffic Engineer.
82. The Subdivider or its successor in interest shall comply with the "Transportation

Improvements and Phasing Program (Exhibit F) of the Development Agreement, as attached for reference.

83. The Subdivider or its successors in interest shall construct bus pads in the McGowen Street roadbed at the four locations approved by Long Beach Transit shown on the attached Exhibit "1" as locations 5, 6, 7, and 8, along with the sidewalk landing area needed in the vicinity of the bus stops, to the satisfaction of the Manager of Long Beach Transit.

LONG-TERM MAINTENANCE

84. The Subdivider and successors shall be responsible for those portions of the storm drain system that are not transferred to LA County, all of the parkways, street trees and other landscaping (including irrigation), all within and along the public and private streets of Vesting Tentative Tract Map No. 70937; the designated community open spaces within Vesting Tentative Tract Map No. 70937, and street landscaping along the north and south sides of Carson Street from the City of Lakewood boundary to the intersection with Lakewood Boulevard. Such responsibilities of the Subdivider and its successors shall be enumerated and specified in the project "Conditions, Covenants and Restrictions", and a recorded copy of said document shall be provided to the Director of Public Works. The maintenance of all public sidewalks, streets, street lights, signals, roadway signage, and bike paths shall be carried out by the City on behalf of the Subdivider and successor's using the CFD Special Tax B funds.

EIR MITIGATION AND MONITORING REPORTING PROGRAM (EIR SCH. NO. 2001051048 and ADDENDUM). See EIR Addendum for mitigation measure requirement details.

85. Aesthetics

PD-32 North and PD-32 South Design Guidelines as well as Development Standards will be developed for the Douglas Park Project and will establish standards regarding building and roof design, landscape amenities, streetscaping and pedestrian improvements, including sidewalks and bike lanes, and signage and exterior lighting. Project adherence to these documents will minimize potential impacts.

MM-V.A-1: Minimum setbacks measured from the property line to the building face shall be provided in accordance with the requirements of PD-32 North and PD-32 South (refer to Figure II-10 and Figure II-11 of Section II, Project Description, of this Addendum for an illustration of these setbacks).

MM-V.A-2: Maximum building heights shall be defined in the PD-32 North and PD-32 South ordinances in conformance with Figure II-8 and Figure II-9 in Section II, Project Description, of this Addendum. The proposed maximum building heights shall be measured from curb

elevation to the highest point of a building including mechanical equipment and screening.

- MM-V.A-3: [This mitigation measure as set forth in the MMRP included in the Certified EIR is underway and will be completed prior to Revised Project approval.]
- MM-V.A-4: New utility lines for water, gas, sewer, electricity, and communications associated with the Project shall be installed underground, to the extent feasible. Underground utility installation shall not interfere with the ongoing remediation program and shall comply with the Risk Management Plan (RMP) designed to assure the long-term protection of health and safety of future occupants and employees at the Project site. Service areas, including loading docks, refuse collection areas and storage areas shall be visually screened from the street and adjacent parcels to the extent feasible.
- MM-V.A-5: All night lighting installed on private property within the Project site shall be shielded, directed away from off-site residential uses, and confined to the Project site. Rooftop lighting shall be limited to security lighting or aviation warning lights in accordance with Airport/FAA requirements. All projects shall meet the submittal requirements of FAR Part 77. The FAA confirmed in 2008 that the Revised Project is consistent with its Part 77 requirements.
- MM-V.A-6: All lighting shall comply with all applicable ALUP Safety Policies and FAA regulations. All projects shall meet the submittal requirements of FAR Part 77. The FAA confirmed in 2008 that the Revised Project is consistent with its Part 77 requirements.
- MM-V.A-7: The use of glass with over 25 percent reflectivity shall be prohibited in the exterior of all buildings on the Project site.
- MM-V.A-8: If located north of or along Cover Street, the electrical substation shall be low profile whereas if the substation is located south of and not fronting on Cover Street the equipment may be taller.
- MM-V.A-9: The electrical substation to be constructed on-site shall include an 8-foot masonry wall located at the building setback line. The area between the right-of-way and the setback shall be landscaped with groundcover, shrubs and trees.
- MM-V.A-10: [This mitigation measure, originally set forth in the MMRP included in the Certified EIR and revised in the Addendum, has been completed.]
- MM-V.A-11: All parking structure lighting shall be shielded and directed away from off-site residential uses. Such lighting shall be primarily

located and directed so as to provide adequate security. Rooftop lighting shall be limited to security lighting and aircraft warning lights as may be required by FAA.

- MM-V.A-12: The south side of existing Building 1C shall be screened from views along Cover Street by an architectural facade. The remaining east, west and north sides of 1C shall also be screened to minimize views of the structure. This shall be accomplished with either an architectural facade similar to the south side of the building, with landscape screening using evergreen trees and shrubs in front of a tubular steel fence or with landscape screening using evergreen trees and shrubs.

86. Air Quality

Construction

Mitigation measures provided below implement recommended mitigation measures provided in the South Coast Air Quality Management District's (SCAQMD's) CEQA Air Quality Handbook, Chapter 11, and are in addition to the requirements of SCAQMD Rule 403 (Fugitive Dust).

- MM-V.B-1: All land clearing/earth-moving activity areas shall be watered to control dust as necessary to remain visibly moist during active operations.
- MM-V.B-1a: Excavating and grading operations shall be suspended when wind gusts (as instantaneous gusts) exceed 25 mph.
- MM-V.B-1b: Non-toxic soil stabilizers shall be applied according to manufacturers' specifications to all inactive construction areas (previously graded areas inactive ten days or more).
- MM-V.B-2: All construction roads internal to the construction site that have a traffic volume of more than 50 daily trips by construction equipment, or 150 total daily trips for all vehicles, shall be surfaced with base material or decomposed granite.
- MM-V.B-3: Streets shall be swept as needed during construction, but not more frequently than hourly, if visible soil material has been carried onto adjacent public paved roads. Street sweepers shall be SCAQMD Rule 1186 certified and water sweepers shall use reclaimed water where feasible.
- MM-V.B-4: Construction equipment shall be visually inspected prior to leaving the site and loose dirt shall be washed off with wheel washers as necessary.

- MM-V.B-5: Water three times daily or non-toxic soil stabilizers shall be applied, according to manufacturers' specifications, as needed to reduce off-site transport of fugitive dust from all unpaved staging areas and unpaved road surfaces.
- MM-V.B-6: Traffic speeds on all unpaved roads shall not exceed 20 mph.
- MM-V.B-7: All equipment shall be properly tuned and maintained in accordance with manufacturer's specifications.
- MM-V.B-8: General contractors shall maintain and operate construction equipment so as to minimize exhaust emissions. During construction, trucks and vehicles in loading and unloading queues will have their engines turned off after ten minutes when not in use, to reduce vehicle emissions. Construction activities should be phased and scheduled to avoid emissions peaks and discontinued during second-stage smog alerts.
- MM-V.B-9: On-site construction equipment staging areas and construction worker parking lots shall be located on either paved surfaces or unpaved surfaces subject to soil stabilization.
- MM-V.B-10: To the extent possible, petroleum powered construction activity shall utilize electricity from power poles rather than temporary diesel power generators and/or gasoline power generators.
- MM-V.B-11: On-site mobile equipment shall be powered by alternative fuel sources (i.e., methanol, natural gas, propane or butane) as feasible.
- MM-V.B-12: All construction equipment used in the Project construction shall be stored within the Project site (away from adjacent residential areas) to reduce the impact on the street system.
- MM-V.B-13: Deliveries related to construction activities that affect traffic flow shall be scheduled during off-peak hours (e.g., between 10:00 A.M. and 3:00 P.M.) and coordinated to achieve consolidated truck trips. When traffic flow is impacted by the movement of construction materials and/or equipment, temporary traffic controls shall be provided to improve traffic flow (e.g., flag person).
- MM-V.B-14: All on-site heavy-duty construction equipment shall be equipped with diesel particulate traps as feasible.
- MM-V.B-15: In compliance with Long Beach Municipal Code and Lakewood Municipal Code requirements, construction activities shall be limited to the following operation schedule: weekdays and federal

holidays, 7 A.M. to 7 P.M.; Saturday, 9 A.M. to 6 P.M.; no activities on Sundays within the City of Long Beach; and Sunday, 9 A.M. to 7 P.M. within the City of Lakewood.

Operation

Emission control measures are specified for three sources of operational emissions: (a) service and support facilities; (b) natural gas consumption and electricity production; (c) building materials, architectural coatings, and cleaning solvents; and (d) warehouse/distribution centers.

(a) Service and Support Facilities (point sources)

MM-V.B-16 All point source facilities shall obtain all required permits from the SCAQMD. The issuance of these permits by the SCAQMD will require the operators of these facilities to implement Best Available Control Technology and other required measures that reduce emissions of criteria air pollutants.

MM-V.B-17: Land uses on the Project site shall be limited to those that do not emit high levels of potentially toxic contaminants or odors.

(b) Natural Gas Consumption and Electricity Production

MM-V.B-18: All buildings shall meet the California Title 24 Energy Efficiency standards for water heating, space heating and cooling, to the extent feasible.

MM-V.B-19: All fixtures used for lighting of exterior common areas shall be regulated by automatic devices to turn off lights when they are not needed.

(c) Building Materials and Architectural Coatings

MM-V.B-20: Building materials, architectural coatings and cleaning solvents shall comply with all applicable SCAQMD rules and regulations.

(d) Warehouse Uses

The following mitigation measures shall be considered during operation of any accessory warehouse/distribution uses at the Project site to ensure that health risk impacts are less than significant.

MM-V.B-21: Re-route truck traffic by restricting truck traffic on certain sensitive routes;

MM-V.B-22: Enforce truck parking restrictions;

MM-V.B-23: Restrict truck idling;

MM-V.B-24: Electrify service equipment at the warehouse;

MM-V.B-25: Provide electrical hook-ups for trucks that need to cool their load;

MM-V.B-26: Electrify auxiliary power units; and

MM-V.B-27: Use low-sulfur diesel fuel with particulate traps, where feasible.

87. Cultural Resources

Archaeological Resources

Pedestrian Survey and Refinement to the ARS Map

MM-V.C-1: The permitted demolition activities associated with the remediation program cover approximately 80 percent of the Boeing C-1 Facility. Once this area has been cleared of buildings and asphalt, an opportunity exists to refine the ARS map. Many of the assumptions regarding modern impacts will either be validated or dismissed. The geology of the facility will also become more clear. Recording this new data is paramount to discovery efforts.

A pedestrian survey shall be conducted across surfaces exposed during the remediation program. The survey team would include a geoarchaeologist and several archaeologists. Documentation of disturbances and geology would be made when relevant. If remediation of soil occurred, there is the potential to evaluate stratigraphic data. All data gathered during the survey would be incorporated into the refined ARS map. If areas within the remediation program can be determined to have less potential to contain archaeological resources, then testing efforts can be focused elsewhere.

[This mitigation measure as set forth in the MMRP included in the Certified EIR has already been completed for the site areas graded and recompact.]

Testing Program

MM-V.C-2: The recommended testing program involves the systematic placement of mechanical probes across the Project site prior to any new construction. Backhoe trenches will be used as the primary method of probing. Trenches will be placed in areas that are clear of utility lines and where the probability of relatively shallow (less than 5 feet) archaeological deposits is indicated by the Archaeological Resources Sensitivity (ARS) Map. Alternate means of mechanical probing will be initiated only if backhoe trenching is deemed ineffective for a particular area. In these instances, continuous cores and/or auger cores will be used.

Table 1 below contains the percentage of area covered by each Sensitivity Class on the ARS map and the maximum number of probes proposed in the testing program. Only a handful of mechanical probes shall be placed in Sensitivity Class I areas, where the probability of encountering an intact

archaeological deposit is quite low. These areas are highly

TABLE 1
PROPOSED TESTING PROGRAM

Sensitivity Class	Percentage of Project Site	Maximum Number of Probes
I	10.9	5
II and III	74.1	40
IV	11.6	10
V	3.5	10

disturbed and the presence of utility lines and other infrastructure dictate a cautious approach. This class accounts for roughly 11 percent of the entire Project site. The majority of the Project site, 74 percent, is classified as either Sensitivity Class II or III. Subsurface probes placed in these areas will assess the actual impacts from past construction activities and could result in their reclassification into a lower sensitivity class. Placement of the trenches will depend on particular stratigraphic data encountered, but it is expected that no less than one trench for every five acres will be required. This results in a total of roughly 40 trenches. The highest density of subsurface test probes will be placed in Sensitivity Class IV or V areas, where ten trenches will be placed in each class respectively.

[This mitigation measure as set forth in the MMRP included in the Certified EIR has already been completed for the site areas demolishe

Data Recovery Program

MM-V.C-3: If an archaeological resource is found during the mechanical probing program, a determination will be made regarding whether the resource can be avoided by the proposed development. If not, data recovery measures will commence. In this section, data recovery measures are specified for various types of archaeological resources to account for variability in site size, density and character. Should an archaeological resource be discovered, it will go through a three-phase data recovery program of fieldwork followed by laboratory analysis and reporting. The first phase of fieldwork will involve the definition of the archaeological site boundary and an evaluation of site integrity.

The objective of this phase is the characterization of the archaeological deposit, which will be accomplished through the hand excavation of a small number of test units. The second phase involves the mechanical excavation of the entire deposit

area that will be impacted by construction activities. The careful removal of the site will allow archaeologists to recover important scientific information on formation processes and site function and to detect cultural features. The third phase of fieldwork will ensue if features are identified. All features will be hand excavated in their entirety. Fieldwork will be followed by analysis of the recovered materials, the preparation of a technical report, and curation of all project-related materials.

Phase 1: Site Characterization

Should an archaeological resource be encountered, it will be subjected to site boundary definition. This measure entails an assessment of the resource at the time of discovery. Site boundary definition may require the excavation of backhoe trenches to trace out the subsurface extent of the discovered resource. A backhoe will be used to remove fill and to excavate a series of trenches through the site area. The purpose of the trenches is to define the horizontal and vertical extent of the site and to identify any potential subsurface features. A geoarchaeologist will also inspect the resource and the surrounding sediments to determine whether or not it is in situ. If the discovery is determined to be an archaeological resource, then data recovery measures will be enacted.

Archaeological resources can be divided into two broad categories; prehistoric and historic. Examples of archaeological resources are presented along with the projected Phase 1 level of mitigation effort. All examples assume that Project-related activities would not allow the resource to be preserved in place and that damage to the entire resource may be expected.

Prehistoric Sites

Prehistoric archaeological resources common to the Los Angeles Basin include habitations, special activity sites, artifact scatters, and isolated features.

Habitations. In the Long Beach area, habitation sites consist of accretional midden deposits. These deposits are often composed of organic remains including vertebrate and invertebrate fauna as well as stone and shell artifacts. Features found in these middens may include hearths, storage pits, piles of fire-affected rock, and burials.

During Phase 1 data recovery of habitation sites, hand excavation of a sample of test units shall occur. In all cases, at least four test units will be excavated, with the maximum number of units not to exceed 10 percent of the area within the archaeological site boundaries. Excavation units will be placed according to trench

profiles created during site boundary definition. Test units will be 1- by-1-m in size and excavated stratigraphically where possible. If natural or cultural strata are not evident, units will be excavated in arbitrary 10-cm levels. All materials will be screened through ½-inch mesh hardware cloth and collected separately. Photographs will be taken of selected units, and profiles will be drawn of each unit. Appropriate paperwork will be filled out during the excavation to accurately track all artifacts, samples, and soil removed from the site. Geoarchaeological documentation will include description of soils and stratigraphy.

Special Activity Sites. Special-activity middens are typically food-processing locales that are rich with marine shell and lithic materials. These sites are less likely to contain features and rarely contain burials. Because of the homogenous nature of these sites, less excavation effort will be necessary to characterize the deposit.

At least two test units at each special-activity site shall be excavated, with the maximum number of test units not to exceed 5 percent of the site's defined area. These units will provide sufficient data to address regional research issues. Excavation will proceed as outlined above.

Artifact Scatters and Isolated Features. Artifact scatters is a category of site that includes numerous functions and manifestations. A flaked stone chipping station or a closely associated set of manos and metates would qualify as an artifact scatter. Artifact scatters are often difficult to identify during trenching or grading activities because their archaeological signature does not necessarily contain a discoloration of the soil. Isolated features are also difficult to identify during trenching and grading. Small hearths and roasting pits, for example, often go undetected because of their small size.

For artifact scatters, a sample of two test units at each site shall be hand excavated, with the maximum number of test units not to exceed 5 percent of the total site area. All isolated features encountered will be excavated in their entirety. Excavation will proceed as outlined above.

Historical-Period Sites

Types of historical-period archaeological resources include trash scatters, wells, privies, foundations, and water control features. Based on early 20th century photos, the Project vicinity was used as pasture or grazing land. As such, the remnants of wells, fence lines, watering troughs, and the like that may have been associated with such agrarian activities may be encountered.

In the event that a historical-period feature is encountered, intact portions shall be defined and a sample of associated artifacts from undisturbed contexts shall be excavated. In the event that features such as privies or wells are encountered, at least half of the undisturbed deposit will be hand excavated according to the methods outlined below (see Phase 3: Feature Excavation). For features that have no associated artifacts, such as fence posts, wall remnants, and water troughs, the feature shall be documented through photographs, notes, and drawings.

Historical-period trash scatters may also occur on the Project site. After the area of any encountered trash scatter has been defined, at least two test pits will be manually excavated, with the hand-excavated sample not to exceed 5 percent of the site area.

Phase 2: Mechanical Excavation

Once an archaeological site has been adequately characterized through the hand excavation of test pits, that portion of the site that will be destroyed by construction activities will be mechanically excavated. Using a tracked backhoe or similar equipment fitted with a flat blade, the archaeological deposit will be removed in 10-cm levels. The operation will be monitored by a professional archaeologist. Selected portions of the removed fill will be screened through 1/8-inch mesh hardware cloth; provenience of the screen material will be set to the site grid and elevation. Features, occupational surfaces, and activity areas will be flagged. Mechanical operations will cease at this point, and hand excavation will ensue (see below). Upon completion of feature excavation, mechanical excavation will resume in an attempt to discover additional features. Mechanical excavations will cease at the base of the archaeological deposit.

Phase 3: Feature Excavation

In the event that archaeological features, such as hearths, roasting pits, or house floors, are discovered, archaeologists will excavate them in their entirety. Smaller features may be bisected and excavated in two halves; larger features may be quartered. Additionally, areas surrounding features will be excavated to ensure that data from related activity areas are collected. In the event that occupational surfaces are identified, the surface will be gridded and excavated in its entirety.

Excavated fill will be screened through 1/8-inch mesh hardware cloth. Paleobotanical and chronometric samples will be collected from appropriate contexts. All excavated features will be documented thoroughly with photographs, profiles, plan maps, and field notes. Provisions for the treatment of human remains in the event that they are discovered are detailed below.

Lab Sorting and Analysis

After completion of excavations of an archaeological resource, materials collected will be transported to a qualified archaeological laboratory. Maintaining data integrity and information retrieval are primary goals of laboratory analysis. Toward this end, computerized inventories of artifacts and samples, provenience information, and storage boxes are maintained. Artifacts are generally cleaned and processed to the extent that attributes can be observed and recorded, without damaging the artifacts. Archival-quality storage materials are used for artifacts, photographs, and slides. Following processing and cataloging, materials are rebagged and checked out to the analysts for study.

Analysts will carry out intensive analysis of artifacts and samples recovered during the excavation. This includes lithic, faunal, pollen, phytolith, macrofossil, historical-period artifact, and chronometric analyses.

Report Preparation

A professional report will be issued detailing the findings of archaeological data recovery. The report will consist of a Project background, description of field methods, results of archaeological investigations, a geomorphological evaluation, and management recommendations. All artifacts recovered from testing will be identified and analyzed, and appropriate chapters containing this information will also appear in the report. All project-related materials will be curated at a repository meeting the state standards.

[This mitigation measure as set forth in the MMRP included in the Certified EIR has already been completed for the site areas demolished.]

Discovery of Native American Remains and Funerary Items

MM-V.C-4: In the event that human bone and associated funerary items are uncovered during the course of the field investigations, the following protocol will be followed per State CEQA Guidelines §15064.5(e):

1. All work in the area will be halted.
2. The Los Angeles County Coroner will be contacted in accordance with Section 7050.5(b) of the California Health and Safety Code.
3. A representative from the coroner's office will come to the site and determine whether the remains are subject to the provisions of Section 27491 of the California Government Code or other related provisions of law concerning

investigation of the circumstances, manner, and cause of death, as required by Section 7050.5(b) of the California Health and Safety Code. The coroner will make this determination within two working days of notification.

4. If the coroner determines that the remains are those of a Native American, Section 7050.5(b) of the California Health and Safety Code requires that the coroner contact the Native American Heritage Commission by telephone, at (916) 653-4082, within 24 hours.
5. The Native American Heritage Commission will proceed to contact the most likely descendant (MLD) and will coordinate the final disposition of the remains with the most appropriate local Native American representative, according to the provisions of Section 5097.98 of the California Public Resources Code.
 - i. Copies of all correspondence regarding the discovery of human remains will be included as a confidential appendix of the data recovery excavation report, to be provided to all parties but not circulated for public review.

[This mitigation measure as set forth in the MMRP included in the Certified EIR was not required to be implemented for the site areas demolished as no Native American remains were found. Although not anticipated to be necessary, this mitigation measure will apply to the Revised Project if native remains are found.]

Accidental Discovery

MM-V.C-5: If archeological resources of any nature should be accidentally encountered during construction activity on the Project site, work shall be temporarily suspended in the immediate area of the discovery. In such case, a qualified archaeologist shall be called in to evaluate the find and to determine if it is unique as defined in Public Resources Code Section 21083.2(g). Should the find be determined to be unique, a mitigation plan specifying data recovery shall be defined and implemented. Construction may be reconvened in any area determined by the archaeologist not to adversely affect the unique archeological resources accidentally discovered.

[This mitigation measure as set forth in the MMRP included in the Certified EIR was not required to be implemented for the site areas demolished as no archeological resources were found. Although not anticipated to be necessary, this mitigation measure will apply to the Revised Project if archeological resources are encountered.]

2. Paleontological Resources

MM-V.C-6: If unknown paleontological resources are discovered during any grading or construction activity, work will stop in the immediate area. Upon such discoveries a qualified paleontologist shall be consulted to determine the discovery's significance and, if necessary, formulate a mitigation plan, including avoidance alternatives, if feasible, to mitigate impacts. Work can only resume in that area with the approval of the project paleontologist. The paleontologist shall be selected from a list of qualified paleontologists maintained by the Vertebrate Paleontology Section of the Natural History Museum of Los Angeles County.

[This mitigation measure as set forth in the MMRP included in the Certified EIR was not required to be implemented for the site areas demolished as no paleontological resources were discovered. Although not anticipated to be necessary, this mitigation measure will apply to the Revised Project if paleontological resources are encountered.]

3. Historic Resources

Recordation

MM-V.C-7: [This mitigation measure as set forth in the MMRP included in the Certified EIR has already been completed.]

Educational and Interpretative Programs

MM-V.C-8: To assist the public in understanding the history of the Long Beach facility, an on-site interpretive program display or other photographic and textual representation shall be created and shall be available to the general public. This educational program should include information specific to the facility's contribution to the history of the aviation industry in southern California, the war (World War II) effort and the movement to use women workers on the Home Front (Rosie the Riveter), and in the development and substantial growth of the Long Beach and Lakewood areas. Such interpretive programs may be in the form of commemorative signage and/or plaques; historical photographs; models; and/or published information such as brochures, videos, electronic media, etc. Materials such as those in the interpretive exhibit currently displayed at the Boeing Long Beach facility in the Boeing Realty Company Visitor's Center (Building 1) could be used to satisfy this mitigation measure, incorporated on-site into the overall design of the proposed project, and maintained regularly.

- MM-V.D-1: In accordance with the City of Long Beach Municipal Code and the Lakewood Municipal Code, the Applicant shall prepare a geotechnical study specific to each building to be constructed as part of the Project as well as to the specific site within the Project site proposed to be developed. The geotechnical study shall evaluate seismic hazards, including the potential for liquefaction, to a level of detail sufficient to satisfy the California Department of Conservation, California Geological Survey, the California Building Code, and the Uniform Building Code.
- MM-V.D-2: Grading plans shall be designed such that the final grades on-site are compatible with the grades of the adjacent streetscape to prevent soil erosion from flowing off-site.

89. Hazards and Hazardous Materials

The FAA conducted an aeronautical study under the provisions of 49 U.S.C., Section 44718 and Title 14 of the Code of Federal Aviation Regulations, Part 77, and determined that the Revised Project would not result in hazards relative to air navigation.

- MM-V.E-1: Prior to constructing new buildings in an Environmental Investigation Area (EIA), obtain LARWQCB confirmation that the required demolition and soil remediation work has been completed as required by the ACER program, and that the EIA is suitable for redevelopment (LARWQCB Completion Notice).
- MM-V.E-2: Complete a Risk Management Plan (RMP), to remain in place and effective during the construction of new buildings and after Project development, until the site has been remediated as required by the CAO, that includes the following:
- Develop and record all required environmental disclosures, covenants and restrictions relating to historical impacts to soil and groundwater, including residual conditions or restrictions that may remain in place in some areas during or after full implementation of the LARWQCB Order.
 - Develop and implement a consolidated Health and Safety Plan (HSP) for redevelopment construction workers that includes all required elements to assure worker protection in relation to soil and groundwater conditions on the Project site. Provide the RMP, including this HSP, to construction contractors and sub-contractors and require compliance with the HSP in all construction contracts that include work scopes likely to require contact with subsurface soils or groundwater.
 - On EIAs for which there has been no LARWQCB Completion Notice as of the commencement of redevelopment

construction activities, limit access with adequate fencing or other barriers to protect employees at Douglas Park. Identify and implement risk management measures within EIAs that are adjacent to or may otherwise affect completed redevelopment areas, including a routine inspection program to assure that such measures are being implemented.

- On EIAs for which groundwater or deeper-soil remediation work is planned or ongoing as of the commencement of constructing new buildings, identify and implement risk management measures for the management of impacted soils and groundwater, and for the installation and operation of remediation equipment and processes, that are fully protective of the health and safety of the public and Douglas Park employees, including a routine inspection program to assure that such measures are being implemented. At minimum, such measures shall include compliance with all applicable federal, state and local laws and regulations.
- Identify and implement risk management measures for managing demolition debris, including debris containing asbestos materials or lead-based paints, to assure are fully protective of the health and safety of the public and Douglas Park employees, including a routine inspection program to assure that such measures are being implemented. At minimum, such measures shall include compliance with all applicable federal, state and local laws and regulations.
- Identify and implement accident prevention and control measures for demolition and remediation activities, and for ongoing operations within the Boeing Enclave, that are protective of the health and safety of the public and Douglas Park employees, including a routine inspection program to assure that such measures are being implemented. At minimum, such measures shall include compliance with all applicable federal, state and local laws and regulations.
- Identify and implement standards for imported soils and compaction materials to assure that such fill materials are fully protective of human health and the environment, and require contractors responsible for imported fill to meet these standards.
- Identify and implement Project design features that may be used to minimize impacts to ongoing or planned remediation work in Project area groundwater or soils, including, for example: (a) landscaping features that will not require excessive quantities of water thereby avoiding interference

with groundwater areas requiring remediation; (b) building features that may minimize the potential for migration of soil vapors into occupied indoor areas; and (c) land plan elements that are consistent with planned longer-term remediation efforts.

[This mitigation measure as set forth in the MMRP included in the Certified EIR has been partially implemented. Specifically, an LARWQCB-approved Risk Management Plan has been prepared for the southern portion of the Project site.]

- MM-V.E-3: In accordance with FAA requirements, prior to commencement of construction of any building, the construction sponsor shall file Form 7460-1, Notice of Proposed Construction or Alteration, with the appropriate regional FAA office for airspace review.
- MM-V.E-4: Prior to execution of a "through-the-fence" agreement for a proposed aviation-related use, the proposal shall be submitted to the Airport for review and approval and the Airport will consult with the FAA.
- MM-V.E-5: No building(s) shall be constructed in the Runway Protection Zones (RPZs) designated by the Airport Layout Plan.
- MM-V.E-6: The following measures shall be implemented to reduce the risk of exposure to airport-related hazards associated with aircraft operations on Runway 16L/34R:
- Provide street alignment and landscaping along the extended runway centerline;
 - Locate automobile parking, in the commercial areas, adjacent to the extended runway centerline so as to reduce the building coverage in that area;
 - Utilize construction that would limit small aircraft penetration in the Inner Safety Zone and Inner Turning Zones;
 - Avoid concentrations of people near the extended runway centerline and runway end by locating elements such as streets, setbacks, parking, and landscaping, near the extended runway centerline and runway end;
 - Avoid concentrations of people that are not shielded by a structure from aircraft penetration in the Inner Safety and Inner Turning zones by locating primarily buildings within the Inner Safety and Inner Turning zones rather than developing areas where people would congregate (i.e., amphitheaters, band stands); and

- Comply with the Federal Aviation Regulations, Part 77 height limits.

MM-V.E-7: The following measures shall be implemented to reduce the risk of exposure to airport-related hazards associated with aircraft operations on Runway 25R/7L:

- Provide street alignment and automobile parking to reduce land coverage in areas nearest the runway operating areas;
- Utilize construction that would limit small aircraft penetration in the Inner Safety Zone and Inner Turning Zone;
- Avoid concentrations of people that are not shielded by a structure from aircraft penetration in the Inner Safety Zone and Inner Turning Zones, by locating primarily buildings within the Inner Safety and Inner Turning zones rather than developing areas where people would congregate (i.e., amphitheaters, band stands); and
- Comply with the Federal Aviation Regulations, Part 77 height limits.

90. Hydrology

MM-V.F-1: On-site drainage system improvements shall be completed in accordance with the requirements of the City of Long Beach Department of Public Works and the City of Lakewood Department of Public Works and shall be coordinated with Douglas Park development and on-site street improvements.

MM-V.F-2: All new on-site storm drains shall be sized as shown in the Updated Drainage Study (January 2009) prepared by Kimley-Horn and Associates, Inc., or subsequent drainage studies approved by the City of Long Beach, based on the applicable requirements of the January 2006 edition of the Hydrology Manual of the County of Los Angeles. The City may require on-site storm drain systems for successor maps to be based on the latest edition of County's Hydrology Manual.

91. Water Quality

MM-V.G-1: In accordance with the federal NPDES program, construction of the Douglas Park Project shall comply with NPDES permit requirements for water discharged during mass grading and backbone infrastructure construction activities. As part of these requirements, a SWPPP and monitoring plan have been developed and operates under the construction permit 419C315915.

MM-V.G-2: The various separate development sites within the Douglas Park property shall be required to secure a separate NPDES construction permit and prepare a site-specific SWPPP as they are developed if they are greater than one acre. Each individual development shall provide storm water controls prior to issuance of a building permit by the appropriate department of the Cities of Long Beach and Lakewood. Development on sites that are greater than one acre shall file an approved SWPPP plan with the respective City and the LARWQCB.

MM-V.G-3: In accordance with LARWQCB requirements and local regulations, a Standard Urban Storm Water Mitigation Plan (SUSMP) (or separate SUSMPs) shall be developed and implemented during the operational life of the project. The SUSMP requirements shall include post construction structural or treatment control BMPs designed to mitigate (treat) 90 percent of the average annual rainfall on-site to remove 80 percent of the average annual post development total suspended solid load. Part of the SUSMP requirements to be implemented shall include provisions for storm drain stenciling and signage,¹ the proper designation of outdoor material storage areas, and provisions for proof of ongoing BMP maintenance. For facilities located within the public right-of-way, a maintenance agreement between the applicant and the appropriate City shall be developed, and Covenants, Conditions, and Restrictions (CC&Rs) shall be developed for private water quality controls.

92. Land Use and Planning

MM-V.H-1: Uses within the Project site shall be limited to those set forth by the Planned Development-32 (PD-32) North and South Districts for the City of Long Beach portion of the site and by the M-2 Zone for the City of Lakewood portion of the site.

¹ With regard to stenciling, the City of Long Beach requires that the contractor/developer use the City's Standard Plan No. 636, "Catch Basin Stencil."

- MM-V.H-2: Warehouse and distribution uses shall be limited to Subareas 3, 7, 8A and 8B as an accessory use within the City of Long Beach. Such uses shall be dependent upon the principal use for the majority of its use or activity.
- MM-V.H-3: Amendments to the City of Long Beach Land Use Element and Map, Transportation Element, and Bicycle Master Plan, as well as the zoning for the site shall be approved concurrent with Revised Project approval.

93. Noise

Construction

- MM-V.I-1: In compliance with Section 8.80.202 of the LBMC, site preparation, grading, and construction within the City of Long Beach shall be limited to the hours of 7 A.M. and 7 P.M., Monday through Friday, 9 A.M. and 6 P.M. on Saturdays, and prohibited on Sundays.
- MM-V.I-2: In compliance with Section 8020 of the LMC, site preparation, grading, and construction within the City of Lakewood shall be limited to the hours of 7 A.M. and 7 P.M., Monday through Saturday, and 9 A.M. and 7 P.M. on Sundays within 500 feet of a residential zone.
- MM-V.I-3: All construction equipment, fixed or mobile, shall be equipped with properly operating and maintained muffler exhaust systems.
- MM-V.I-4: The project applicant shall provide a construction relations officer to serve as a liaison with surrounding communities.
- MM-V.I-5: Construction activities shall be scheduled so as to avoid operating several pieces of equipment simultaneously, which causes high noise levels.
- MM-V.I-6: Engine idling from construction equipment such as dozers and haul trucks shall be limited, to the extent feasible.
- MM-V.I-7: Equipment and materials staging shall be located as far from noise-sensitive uses as practical.
- MM-V.I-8: Semi-stationary heavy equipment shall be located as far from noise-sensitive uses as practical.

- MM-V.I-9: Electrically powered equipment shall be used instead of equipment driven by internal combustion engines where feasible.
- MM-V.I-10: [This mitigation measure as set forth in the MMRP included in the Certified EIR is not applicable to the Revised Project.]
- MM-V.I-11: An on-site area shall be designated for delivery of materials and equipment. No construction deliveries shall be permitted outside the hours of 7 A.M. and 10 P.M. on weekdays.
- MM-V.I-12: Pile shields (i.e., sound blankets) shall be used where pile driving activities occur within 200 feet from the northern property boundary along Carson Street.
- MM-V.I-13: Construction routes will be established to avoid residential streets in order to prevent noise and vibration impacts in residential areas. Generally, construction delivery and haul trucks will access the project site from I-405 along Lakewood Boulevard and Cherry Boulevard.

Operation

- MM-V.I-14: [This mitigation measure as set forth in the MMRP included in the Certified EIR is not applicable to the Revised Project.]
- MM-V.I-15: All persons purchasing, leasing, or renting land or property within the Douglas Park development shall be required to sign an Acknowledgement of Notice of Airspace And Avigation Easement as provided in the Development Agreement for the project. The Acknowledgement of Notice of Airspace And Avigation Easement shall specify the portion of the property being purchased, or leased, or rented; shall disclose that an Airspace and Avigation Easement has been recorded against the property and is binding upon all persons owning, leasing or using the portion of the property being sold, leased, or rented; and disclose the fact that the subject property is in the immediate vicinity of the Airport; that there may be noise and other related impacts because of proximity to the Airport; that the proximity to the Airport may affect normal activities on, and the comfortable use and enjoyment of property; and that market value may be adversely affected. In addition, the Acknowledgment will contain an express acknowledgment by the purchaser, renter, or lessee that it is purchasing or leasing the specified portion of the property subject to a recorded Airspace And Avigation Easement and that, in so doing, it is waiving legal claims and rights which it might otherwise have with respect to the aviation activities permitted by the Easement.

- MM-V.I-16: Aircraft related to new aviation-related uses proposed within the Project site shall comply with requirements in LBMC Chapter 16.43.030(B) which limits engine run-ups to designated areas at the Airport and between the hours of 7 A.M. and 9 P.M. on weekdays and 9 A.M. and 9 P.M. on weekends and holidays.
- MM-V.I-17: [This mitigation measure as set forth in the MMRP included in the Certified EIR is not applicable to the Revised Project.]
- MM-V.I-18: Boeing shall preferentially use the testing positions along the southern side of the Boeing Enclave (Numbers 1-6), as shown in Figure 54 of the Final EIR.
- MM-V.I-19: [This mitigation measure as set forth in the MMRP included in the Certified EIR is not applicable to the Revised Project.]
- MM-V.I-20: All mechanical equipment shall incorporate noise control measures to ensure that LBMC and LMC requirements are satisfied.

94. Police Protection

- MM-V.K.1-1: The Applicant shall provide the Long Beach Police Department or Los Angeles County Sheriff's Department with a diagram that will include access routes, building unit numbers, and other information to facilitate police response.
- MM-V.K.1-2: The Applicant shall incorporate Crime Prevention Through Environmental Design (CPTED) principles and other crime prevention features into the Project. Such features will include, but not be limited to, the following:
- Lighting of parking structures, elevators and lobbies to reduce areas of concealment;
 - Lighting of building entries and pedestrian walkways to provide for pedestrian orientation and to clearly identify a secure route between parking areas and points of entry into buildings;
 - Building addresses that are visible from the street and roof to facilitate emergency response;
 - Provision that ATMs (cash machines) and public phones are located in visible areas and away from bus stops;
 - Provision that lighting, fencing and landscaping within commercial areas, parks, and other public amenities are placed in a manner that maximizes visibility and minimizes opportunities for hiding;
 - Public spaces that are designed to be easily patrolled and accessed by public safety personnel; and

- Design entrances to and exits from buildings, open spaces around buildings, and pedestrian walkways to be open and in view of surrounding sites.
-

95. Fire Protection and Emergency Medical Services

MM-V.K.2-1: The proposed Project shall incorporate all emergency access provisions required by the respective City of Long Beach and County of Los Angeles Fire Departments, including fire lanes, vertical clearance requirements, and Fire Department review, as appropriate. Specifically, review and approval by the respective Fire Departments' Fire Prevention Office shall be required prior to building permit issuance. In addition, fire flow requirements shall be determined by the Fire Department based on building type and building use, and fire inspection fees shall be paid as each building within the project site is developed.

96. Recreation

MM-V.K.4-1: The Applicant shall provide approximately 10 acres of community open space on-site in the form of Donald Douglas Plaza, Jansen Green, bike paths, an enhanced McGowen Street parkway, street gateways, mid-block pedestrian connections, and landscape buffers.

MM-V.K.4-1a: [This mitigation measure as set forth in the MMRP included in the Certified EIR is not applicable to the Revised Project.]

MM-V.K.4-1b: [This mitigation measure as set forth in the MMRP included in the Certified EIR is not applicable to the Revised Project.]

MM-V.K.4-1c: [This mitigation measure as set forth in the MMRP included in the Certified EIR is not applicable to the Revised Project.]

MM-V.K.4-2: [This mitigation measure as set forth in the MMRP included in the Certified EIR is not applicable to the Revised Project.]

97. Transportation/Circulation and Parking

Area-Wide Adaptive Traffic Control System (ATCS) and Intelligent Transportation Systems (ITS) Measures

MM-V.L-1: Fund or cause the funding for the design and construction of a state-of-the-art traffic signal system such as Adaptive Traffic Control System (ATCS) for the following eight arterial corridors: (1) Del Amo Boulevard, approximately from the Long Beach Freeway (I-710) to the San Gabriel River Freeway (I-605); (2) Carson Street, approximately from Long Beach Boulevard – San

Antonio Drive to I-605; (3) Spring Street, approximately from Atlantic Avenue to I-605; (4) Willow Street, approximately from Atlantic Avenue to I-605; (5) Atlantic Avenue, approximately from the Artesia Freeway (SR-91) to Willow Street; (6) Cherry Avenue, approximately from SR-91 to Pacific Coast Highway; (7) Lakewood Boulevard, approximately from SR-91 to Stearn Street; and (8) Bellflower Boulevard, approximately from SR-91 to the San Diego Freeway (I-405).²

- MM-V.L-2: Fund or cause the funding for the design and construction of an area-wide ITS program to improve capacity at both corridor and non-corridor signalized intersections. The ITS program shall include interconnect, traffic detectors, surveillance cameras, message signs, and other means that connect the arterial traffic signal system with adjacent freeway on- and off-ramps meters and signals. Such connectivity and linkage with the freeway system will provide feedback to the surface street signal system and allow further adjustments in signal operations to enhance area-wide system capacity.
- ATCS and the affiliated ITS program measures affecting the following intersections shall be installed no later than the triggering of the corresponding peak-hour trips:

Corridors and Study Intersections	Corridor Trigger Value
o Lakewood Corridor (A):	1,081
- Lakewood Blvd./Carson St. (I/S #45; 1,081*)	
- Lakewood Blvd./Spring St. (I/S #78; 1,113*)	
- Lakewood Blvd./South St. (I/S #17; 1,332*)	
- Lakewood Blvd./Stearns St. (I/S #95; 1,499*)	
- Lakewood Blvd./Willow St. (I/S #89; 1,772*)	
o Bellflower/Spring Corridor	1,257
- Bellflower Blvd./Wardlow Rd. (I/S #68; 1,257*)	
- Bellflower Blvd./Spring St. (I/S #80; 3,559*)	
- Spring St./Clark Ave. (I/S #79; 3,866*)	
- Spring St./Cherry Ave. (I/S #74; 5,073*)	

² The capacity of the signalized intersections along the eight arterials being implemented with the ATCS and supportive ITS measures were assumed to improve by ten percent, which is consistent with that experienced in other jurisdictions with ATCS/ITS programs, such as the Cities of Los Angeles, Pasadena, and Glendale. Signalized intersections in the study area not directly along the ATCS/ITS routes would also benefit and experience improved traffic flow overall due to ITS technology informing motorists of traffic conditions in the area. Motorists can use this information to seek better routes and thereby better balance traffic demand with capacity. It was assumed that this betterment is commensurate with an approximately three percent improvement in capacity at these other intersections.

Corridors and Study Intersections	Corridor Trigger Value
o Carson Corridor (A)	1,449
- Carson St./Clark Ave. (I/S #47; 1,449*)	
- Carson St./Woodruff Ave. (I/S #49; 2,002*)	
- Carson St./Cherry Ave. (I/S #43; 2,183*)	
- Carson St./Palo Verde Ave. (I/S #50; 2,559*)	
o Paramount Corridor (A)	1,507
- Paramount Blvd./Del Amo Blvd. (I/S #31; 1,507*)	
o Redondo/Pacific Corridor	2,223
- Redondo Ave./Willow St. (I/S #88; 4,135*)	
- Redondo Ave./Spring St. (I/S #77; 4,403*)	
o Lakewood Corridor (B)	2,402
- Lakewood Blvd./Artesia Blvd. (I/S #13; 2,402*)	
- Lakewood Blvd./Candlewood St. (I/S #23; 3,307*)	
- Lakewood Blvd./Del Amo Blvd. (I/S #32; 3,766)	
- Wardlow Rd./Douglas Rd./Lakewood Blvd. (I/S #66; 4,584*)	
- Lakewood Blvd./Conant St. (I/S #60; 4,610*)	
o Del Amo Corridor	3,194
- Del Amo Blvd./Clark Ave. (I/S #33; 3,194*)	
- Del Amo Blvd./Woodruff St. (I/S #35; 3,194*)	
- Del Amo Blvd./Orange Ave. (I/S #29; 3,718*)	
- Del Amo Blvd./Palo Verde Ave. (I/S #36; 4,459*)	
o Carson Corridor (B)	3,981
- Carson St./Los Coyotes Diagonal (#51; 3,981*)	
- Carson St./605 Fwy. SB Off-Ramp (#52; 4,646*)	
- Carson St./Paramount Blvd. (#44; 4,891*)	
o Atlantic Corridor	4,459
- Atlantic Ave./Carson St./ (I/S #41; 4,459*)	
- Wardlow Rd./Atlantic Ave. (I/S #63; 4,850*)	

* Individual intersection (I/S) trigger value.

The following alternative traffic flow enhancements will be completed if approved and accepted by the appropriate governing jurisdiction by or before 2,265 peak hour trips are generated from the development:

- o Paramount Boulevard & Alondra Boulevard (City of Paramount): Upgrade the traffic controller and software to provide for enhanced peak period traffic management

capabilities through the implementation of an automatic split adjustment algorithm.

- o Norwalk Boulevard & Carson Street (City of Hawaiian Gardens): Upgrade the intersection to provide right-turn overlap operation for westbound, eastbound, and northbound traffic.

- MM-V.L-3: Fund or cause the funding for the design and construction of a centralized ATCS/ITS command center to operate and manage the area-wide ATCS and affiliated ITS measures.
- o Trigger Value: 1,081 peak-hour trips

Intersection Improvements

- MM-V.L-4: Del Amo Boulevard and Lakewood Boulevard (Intersection 32, Cities of Lakewood and Long Beach): Widen on the east and west sides of the north leg of Lakewood Boulevard; remove the nose islands and modify the remaining raised islands on the north and south legs; and restripe the north and south legs to provide a second southbound left-turn and three through lanes in each direction on Lakewood Boulevard.
- o Trigger Value: 891 peak-hour trips

- MM-V.L-5: Carson Street and Paramount Boulevard (Intersection 44, City of Lakewood): Widen on the east side of the south leg of Paramount Boulevard; modify and shift the raised island on the north leg; remove the raised island on the south leg; and restripe the north and south legs to provide a northbound right-turn-only lane on Paramount Boulevard.
- o Trigger Value: 618 peak-hour trips

- MM-V.L-6: [This mitigation measure, originally set forth in the MMRP included in the Certified EIR and revised in the Addendum, has been completed.]

- MM-V.L-7: [This mitigation measure as set forth in the MMRP included in the Certified EIR has been completed.]

- MM-V.L-8: Cover Street and Paramount Boulevard (Intersection 56, City of Lakewood); Cover Street from Paramount Boulevard to Industry Avenue (Cities of Long Beach and Lakewood): Construct and stripe the east leg of Cover Street approaching Paramount Boulevard to provide two through lanes and a in each direction and a separated bike path easterly of Paramount Boulevard.

Restripe Paramount Boulevard north of Cover Street to provide one southbound left-turn lane onto eastbound Cover Street, two southbound right-turn-only lanes onto westbound, Cover Street, and two northbound through lanes.

Reconstruct Cover Street, as necessary, from Paramount Boulevard to Industry Avenue, remove the raised median island, and restripe to provide modified left-turn channelization and two through lanes and a bike lane in each direction.

Restripe Industry Avenue between Cover Street and Bixby Road direction to provide one northbound left-turn lane onto westbound Cover Street, one northbound right-turn-only lane onto eastbound Cover Street, and one southbound through lane.

(Note: These improvements are designed to enhance Project access via the Cover Street – Cherry Avenue route and should be implemented with Mitigation Measure V.L-14.)

o Trigger Value: Pursuant to Section 2.4.2(c) of Development Agreement.

- MM-V.L-9: [This mitigation measure has been replaced with Mitigation Measure V.L-14.]
- MM-V.L-10: [This mitigation measure, originally set forth in the MMRP included in the Certified EIR and revised in the Addendum, has been completed.]
- MM-V.L-11: [This mitigation measure, originally set forth in the MMRP included in the Certified EIR and revised in the Addendum, has been completed.]
- MM-V.L-12: Douglas Center Drive/McGowen Street and Lakewood Boulevard (Intersection 105, City of Long Beach): Construct McGowen Street as a fully improved public street with a curb-to-curb width of no less than 36 feet, exclusive of any raised median, between proposed Worsham Avenue and Lakewood Boulevard; modify the raised island on Lakewood Boulevard for left-turn channelization; and restripe to provide a northbound left-turn lane accessing McGowen Street. Modify the existing traffic signal at Douglas Center Drive as necessary to control this expanded intersection. (Note: This improvement is designed to enhance Project access capacity on Lakewood Boulevard.)
o Trigger Value: Certificate of occupancy for first Project building along McGowen Street between Worsham Avenue and Lakewood Boulevard
- MM-V.L-13: [This mitigation measure, originally set forth in the MMRP included in the Certified EIR and revised in the Addendum, has been completed.]

MM-V.L-14: Cover Street and Cherry Avenue (Intersection 108, Cities of Long Beach and Lakewood); Cover Street from Cherry Avenue to Industry Avenue (Cities of Long Beach and Lakewood): Widen on the north side of Cover Street from Cherry Avenue to Industry Avenue; remove the raised median island on Cherry Avenue opposite Cover Street; and remove on-street parking on the east side of Cherry Avenue south of Cover Street (up to approximately 3 spaces) and on both sides of Cover Street east of Cherry Avenue (up to approximately 24 spaces). Restripe Cherry Avenue to provide a southbound left-turn lane and a northbound right-turn only lane onto eastbound Cover Street.

Restripe Cover Street to provide two westbound left-turn lanes onto southbound Cherry Avenue, one westbound right-turn-only lane onto northbound Cherry Avenue, one eastbound through lane, and one eastbound right-turn-only lane onto southbound Industry Avenue.

(Note: This improvement is designed to enhance Project access via the Cover Street – Cherry Avenue route and should be implemented with Mitigation Measure V.L-8.)

o Trigger Value: Construction of Mitigation Measure V.L-8 above

MM-V.L-15: [This mitigation measure, originally set forth in the MMRP included in the Certified EIR and revised in the Addendum, has been completed.]

Project Transportation Demand Management (TDM) Program

MM-V.L-16: Prior to the issuance of the first building permit for any Office Park ("Commercial District") use, the Applicant shall submit for City approval a Transportation Demand Management (TDM) Program. The TDM Program shall be designed to achieve a 20 percent reduction in P.M. peak-hour trips generated by the Office Park ("Commercial District") uses. The employee commute mode choice shall be annually monitored and the TDM Program adjusted, if necessary, to achieve a 20 percent trip reduction. The City shall determine, based on actual performance, whether the TDM Program will reasonably achieve a 20 percent reduction in P.M. peak-hour trips. The City shall not issue building permits for Office Park ("Commercial District") uses beyond 3,000,000 square feet, except to the degree to which actual reductions have been achieved and subject to any adjustments for equivalency conversion between uses. The following formula shall be used for this determination:

Allowable Office Park ("Comm. Distr.") Building Area = (80 percent x 3,750,000 gsf) + (percent actual trip reduction achieved x 3,750,000 gsf)

The issuance of building permits for Office Park ("Commercial District") uses shall be subject to the limitation that the Office Park ("Commercial District") building area shall not exceed 3,750,000 gross square feet unless other uses are reduced in size by the equivalency procedures. In the event that the equivalency procedures are used, the 3,750,000 gross square-foot limits described above shall all be adjusted accordingly.

The TDM program may include but not be limited to the following measures:

- a. On-Site Employee Transportation Coordinator (ETC) – The ETC would be a full-time position. The ETC would be responsible for maintaining the transportation displays and providing services such as on-site monthly transit pass sales, assistance with carpool/vanpool matching, oversight of the carpool/vanpool program and other ridesharing related services. The ETC would also coordinate resources and ideas with other transportation management organizations.
- b. On-Site Transportation Management Office – This facility would be a dedicated office for the ETC and any support personnel. It would serve as a tangible focal point for the TDM program. The location and contact number of this office would be well publicized so that employees could conveniently call or come in for assistance.
- c. Preferential Parking Management – The ETC would oversee a preferred employee carpool/vanpool parking program. This program would assign preferential parking spaces (i.e., the more desirable and convenient spaces) to eligible employee carpools and vanpools, and monitor the use of the identified spaces to ensure that they are being properly used.
- d. Carpool/Vanpool Matching – A ride matching service would be made available to help employees seek carpool and vanpool partners. The ETC would facilitate employee ride matching, with the primary emphasis on matching project employees with one another. The availability of this service would be advertised on on-site transportation displays.
- e. Vanpool Start-Up Assistance – The ETC would assist employers or employees attempting to initiate vanpool service at the project. This assistance could include research of van leasing arrangements, research of applicable tax credits, increased marketing activity and developing vanpool routes.
- f. Vanpool Staging Areas – Special vanpool passenger loading/unloading areas would be established at one or more locations on-site. This incentive would make it more convenient and safer for commuters to load and unload their vanpools outside the normal flow of traffic.
- g. On-Site Transit Pass Sales – Monthly LBT, joint LBT/MTA, and MTA passes would be available for purchase through the on-site transportation management office (TMO).

- h. Centralized Information Board – A centralized bulletin board or kiosk with information on alternative transportation modes, including transit, would be provided on-site.
- i. New Business/Employee Commuter Benefits/Flier Packet – The ETC would prepare fliers and/or packets outlining key TDM amenities and services that are made available by the project in support of alternative transportation modes. The fliers/packets would be distributed to employers for their dissemination to employees.
- j. Guaranteed Ride Home Program – This program would provide the means to those employees who carpool, vanpool, bus or bicycle to work to have a guaranteed ride home in the event of an emergency or unexpected overtime.
- k. Compressed Work Week Schedule - Implement compressed work week schedules where weekly work hours are compressed into fewer than five days.
- l. Other Marketing – The annual state- and regional-level events of California Rideshare Week and Southern California Bike-to-Work Day would be advertised and potentially used as the setting for a site-specific marketing event or transportation fair.
- m. Shuttle System – This shuttle system would be implemented through a joint arrangement with the City of Long Beach and/or Long Beach Transit, whereby the project would supply the shuttle vehicles and other capital needed to operate the service, and the City agencies would operate the service. It is anticipated that the shuttle system would provide limited stop service to the Metro Blue Line and intersecting bus lines that are en route during the morning and afternoon commute periods, and would operate as a free project circulator during non-commute periods to provide an alternative to walking or short driving trips within the Douglas Park site.
- n. Fleet Vehicles - Develop a program to minimize the use of fleet vehicles during smog alerts for businesses not subject to Rule 2202 or Regulation XII.
- o. Trigger Value: First Project building permit for Office Park ("Commercial District") use

Regional Transportation Improvements

- MM-V.L-17: I-405 (San Diego Freeway) Northbound On-Ramp from Southbound Cherry Avenue: Widen the two northbound on-ramps in the area where these ramps merge to provide an elongation of the merge section for a smoother and safer merge. Additionally, the ramp metering location for southbound traffic from Cherry Avenue could be relocated to provide added queuing length between the meter and Cherry Avenue.
- o Trigger Value: No later than 5,000 P.M. peak-hour trips

Residential Street Measures

MM-V.L-18: The Applicant or its designee shall make an initial lump sum payment of \$250,000 to the City of Long Beach, which the City shall administer for the study, design and implementation of neighborhood traffic management measures to deter potential Project traffic intrusion into the residential areas analyzed in the Draft EIR. The City shall coordinate with the City of Lakewood and other neighborhood groups in residential areas that may be significantly affected by such traffic intrusion. Potential neighborhood traffic management measures may include, but not be limited to, the following: additional Stop signs; speed bumps; turn restrictions; signal timing strategies; signalization prohibiting through traffic movements; parking restrictions; diverters; chokers; cul-de-sacs; partial cul-de-sacs; median islands; woonerfs ("chicanes"); traffic circles; one-way streets; and residential identity signs, gates, or monuments.

If requested by the City, and no sooner than 3,000 P.M. peak-hour trips, and provided that the initial \$250,000 payment has been spent and a complete accounting thereof is submitted to and accepted by the Applicant or its designee, the Applicant or its designee shall make an additional lump sum payment of \$250,000 to the City for additional design and implementation of neighborhood traffic management measures for the above-described residential areas. Any unused portion of this payment shall be returned to the Applicant or its designee within one year after the expiration of the Development Agreement.

- o Trigger Value: First Project building permit for initial \$250,000 payment; 3,000 P.M. peak-hour trips, provided that the initial \$250,000 has been spent and accounted for.

Public Transit Measures/Improvements

MM-V.L-19: The Applicant shall consult with Long Beach Transit (LBT) to address the projects anticipated transit demand needs.

Bicycle Facility Improvements

MM-V.L-20: In keeping with the intent of the Long Beach Bicycle Master Plan, the project will continue to provide a Class I bike lane within the Carson Street parkway adjacent to the site and will provide a Class I bike lane that extends through the project site south from Carson Street along Brizendine Avenue and down McGowen Street to Cover Street. Class II bike lanes will be provided on Cover Street, Conant Street and Heinemann Avenue subject to approval by the City of Long Beach Traffic Engineer. All other public street portions within Vesting Tentative Tract Map No. 70937 shall be designed as Class III bicycle route capable.

- o Trigger Value: Pursuant to Development Agreement schedule

Parking Measure

MM-V.L-21: A shared parking analysis will be prepared and submitted to the City of Long Beach for review and approval to justify a reduction in the Code-required on-site parking for the uses that will implement joint-use parking.

98. Water

MM-V.M.1-1: Water line abandonment, new water system connections, and the construction of on-site infrastructure needed for future development on-site shall be completed in accordance with the requirements of the City of Long Beach Water Department, City of Lakewood Department of Water Resources, Long Beach Fire Department, and the County of Los Angeles Fire Prevention Division, Engineering and Building Plan Check Unit.

MM-V.M.1-2: The installation of new domestic water infrastructure shall be coordinated with Douglas Park development and on-site street improvements.

MM-V.M.1-3: The proposed on-site reclaimed water distribution system shall be constructed in accordance with the requirements of the Long Beach Water Department. The installation of new reclaimed water infrastructure shall be coordinated with Douglas Park development and on-site street improvements.

MM-V.M.1-4: Project development shall comply with State law regarding water conservation measures, including pertinent provisions of Title 20 and Title 24 of the California Government Code regarding the use of water efficient appliances.

99. Sewer

MM-V.M.2-1: The proposed on-site sewer line improvements and associated sewer line connections located within the City of Lakewood portion of the project site shall be designed to meet applicable standards set forth by the Los Angeles County Department of Public Works (LACDPW) and shall be maintained by the LACDPW. Associated wastewater flows shall discharge into sewer facilities located within the City of Long Beach portion of the project site, and the Long Beach Water Department (LBWD), on behalf of the City of Long Beach, shall accept such flows from the Lakewood portion of the on-site sewer system (approximately 1,000 feet in length). During the design phase of the on-site sewer line improvements, a new sewer manhole shall be located at the boundary between the Cities of Long Beach and Lakewood as a point of demarcation.

MM-V.M.2-2: Any food service uses located within the project site shall implement a grease control program, as appropriate, that shall include the installation of grease traps at the property, proper maintenance, and regular inspections.

100. Solid Waste

MM-V.M.3-1: The allocation of adequate storage space for the collection and loading of recyclable materials shall be included in the design of buildings and waste collection points throughout the Douglas Park site to encourage recycling. Recycling shall be provided for commercial and light industrial developments.

MM-V.M.3-2: A program shall be implemented by the City or private hauler to divert 30 to 50 percent of the waste generated by the project's commercial uses. The precise percentage to be diverted will depend on the specific commercial use to be implemented and will be defined by the City of Long Beach Environmental Services Bureau and the City of Lakewood Department of Public Works.

101. Energy

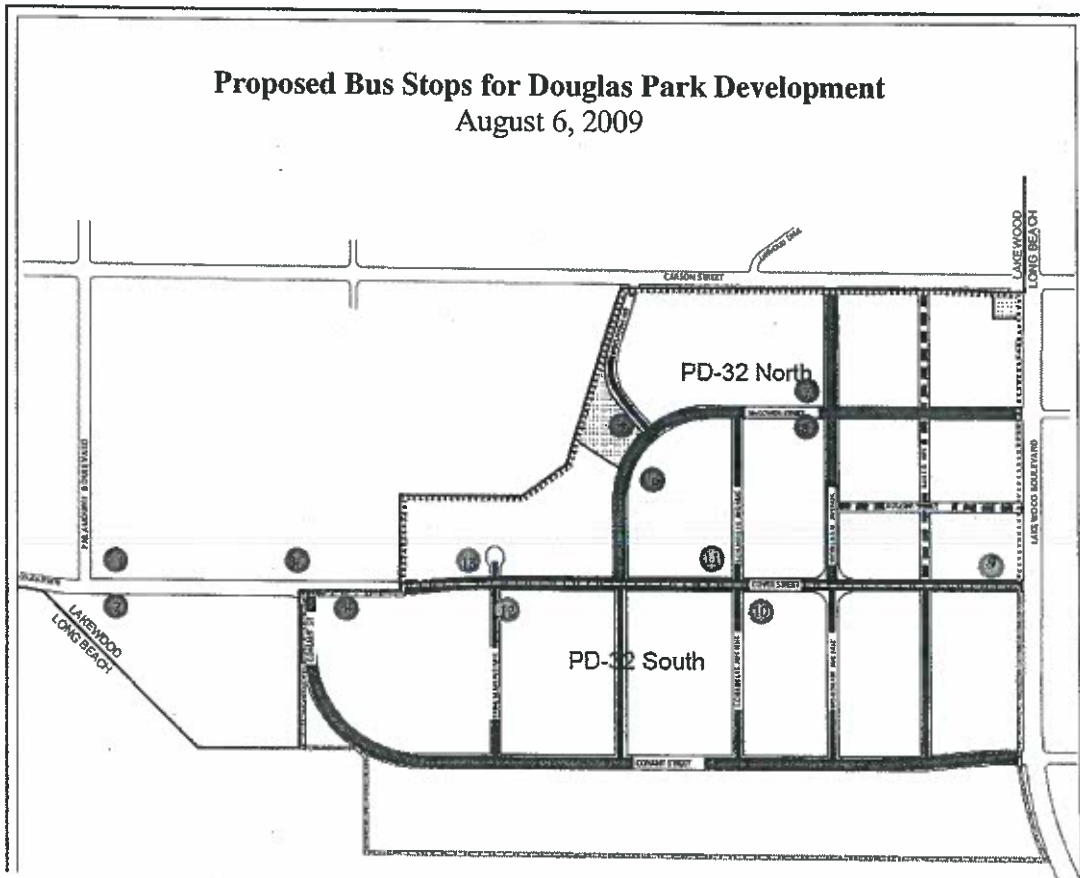
MM-V.M.4-1: The installation of new utility infrastructure and underground substructures shall be coordinated with Douglas Park development and on-site street improvements. New electricity and natural gas facilities shall utilize current design, construction, and operating specifications and shall be installed per the construction standards and tariffs of Southern California Edison and Long Beach Energy, respectively.

MM-V.M.4-2: During project development, the project Applicant shall coordinate with Southern California Edison to construct a new electric substation on-site or ensure that adequate infrastructure capacity

is otherwise provided. The precise location of the substation shall be determined based on input from Southern California Edison. Refer to Figure 3 of the PD-32 North Design Guidelines for an illustration of the proposed area for the substation.

MM-V.M.4-3: The installation of gas meters shall be completed in accordance with the specifications of Long Beach Energy and to the extent feasible, gas meters shall be installed outside.

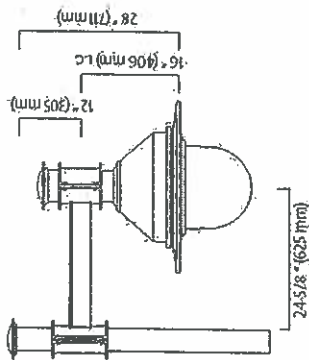
EXHIBIT 1



Stop Number	On Street	At Street	Location	Status
1	Cover	Paramount	NE	Approve stop in current proposed location, bus pad not required
2	Cover	Paramount	SW	Approve stop in current proposed location, bus pad not required
3	Cover	Conant	NW	Approve stop in current proposed location, bus pad not required
4	Cover	Conant	SE	Approve stop in current proposed location, bus pad not required
5	McGowen	Brizendine	W	Bus pad required
6	McGowen	Brizendine	E	Bus pad required
7	McGowen	Worsham	NW	Bus pad required
8	McGowen	Worsham	SW	Bus pad required
9	Cover	Lakewood	NW	Approved 2007
10	Cover	Schaufele	SE	Approved 2007
11	Cover	Schaufele	NW	Approved 2007
12	Cover	Stineman	SE	Approved 2007
13	Cover	Stineman	NW	Approved 2007

Source: PD-32:North Development Standards Amendment and PD-32-South Development Standards Amendment, City of Long Beach 2009.

EXHIBIT 3



TR20-SHA-SN

EPA: 2.38 sq. ft.
Weight: 46 lbs (20.9 kg)



SG Optics

Segmented cut-off reflector system set in faceted arc-image duplicating patterns

- SCQ: Symmetrical
- SC1: Symmetrical
- SC2: Asymmetrical
- SC3: Asymmetrical
- SCRM: Forward throw
- >> House shield available for SC2 and SC3

* Photometry available on Lumtec web site: www.lumtec.com

> Luminaire options

- FS Fus Inq. (consult factory)
- HS House shield
- GRD Decorative grid (TR20 only. Not available with SCB optics)
- PHB Photoelectric cell (TR10 seulement)

> Mountings

(Consult the Pole Guide for details and the complete line of mountings)



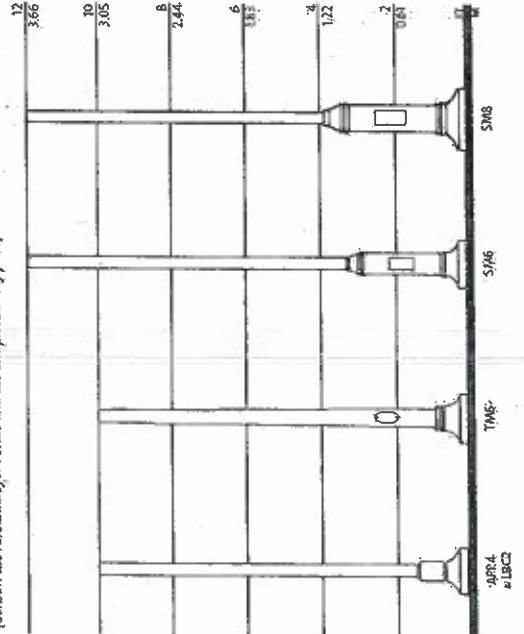
> Configurations

(* Applicable to TR10 luminaire only)



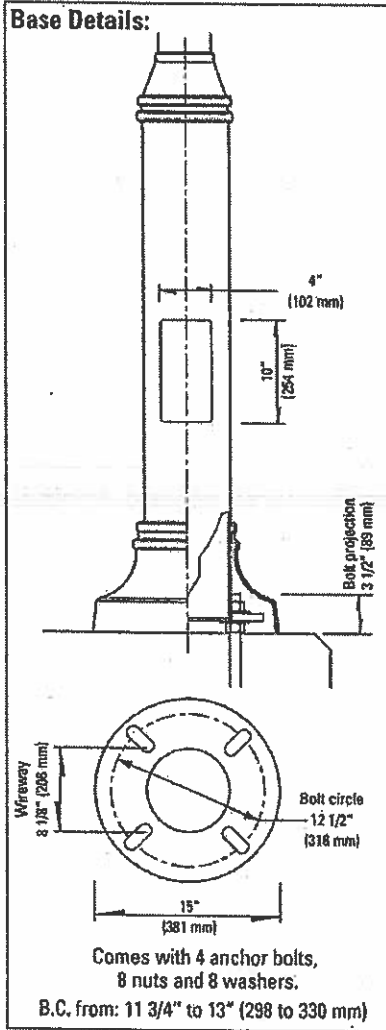
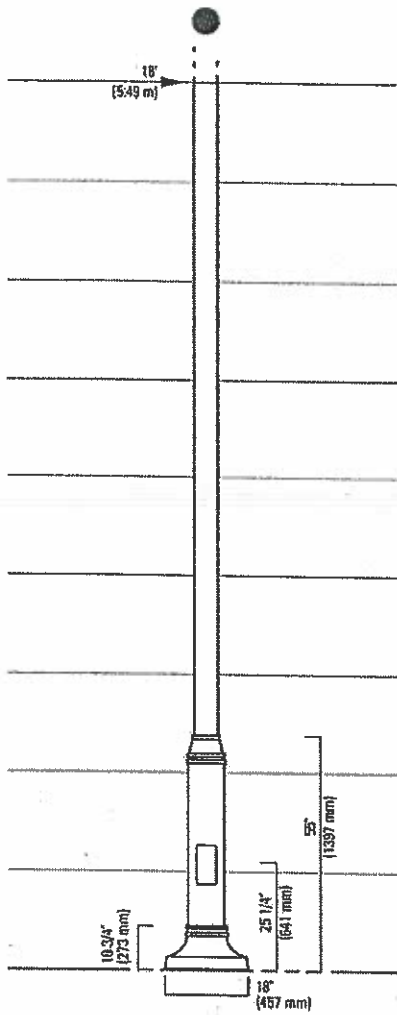
> Poles and Pole options

(Consult the Pole Guide for details and the complete line of poles)



> Finishes

The specialty formulated Luminal powder coat finish is available in a range



Specifications:

Pole: made from a one-piece, seamless 5 9/16"-round (141 mm) high-tensile carbon steel shaft sealed by a rolled and flattened vertical weld seam and welded over and in an 8 5/8"-round (219 mm) high-tensile carbon-steel pole base. The assembly is welded to both the top and bottom of a steel base.

A 4" by 10" (102 by 254 mm) maintenance opening, complete with cover and copper ground lug, is centered 25 1/4" (641 mm) from the bottom of the anchor plate.

Joint cover: made from two pieces of cast aluminum mechanically fastened to the junction with stainless steel screws.

Base cover: made from two pieces of cast aluminum mechanically fastened to the base with stainless steel screws.

Finish: "Hot Dip" chemical etching preparation. Lumital polyester powder coat textured finish.

Available in 16 standard colors.

Durable UV-resistant exterior finish as per # ASTM G7 and outstanding salt-spray resistance according to # ASTM D2247 testing procedures.

Options:

DE: Pole base buried 5' (1524 mm) in the ground (see details on page 83).

LS: Provision for loudspeaker outlet

PH7: Button-type photoelectric cell (specify operating voltage)

PH8: Quarter-turn type photoelectric cell (specify operating voltage)

PH9: Shorting cap for single phase only

DR: Duplex receptacle

(120V line voltage only)

GF: DR with common ground fault interrupter (120V line voltage only)

BASXX: One single banner arm

BABSXX: One single break-away banner arm

BADXX: One double banner arm

BABDXX: One double break-away banner arm

Note: EPA recommendations are calculated according to AASHTO standards and include a 30% gust factor, with a 50-lb. (22.7 kg) load applied 1ft. (305 mm) above the center of the pole. The maximum EPA rating shown is 30.0 sq. ft. Some poles may exceed this rating.

Ordering Information

Catalogue number	Nominal height		Section		Wall thickness		Weight		EPA rating			Base size		Bolt circle		Anchor bolts	
	ft.	m	in.	mm	in.	mm	lbs.	kg	70mph	80mph	100mph	in.	mm	in.	mm	in.	mm
SSM8V-18	18	5.49	5 9/16	141	0.250	6.4	258	117	30.0	30.0	24.8	15	381	12 1/2	318	1-36	25-914
SSM8V-20	20	6.10	5 9/16	141	0.250	6.4	287	130	30.0	30.0	18.9	15	381	12 1/2	318	1-36	25-914
SSM8V-22	22	6.71	5 9/16	141	0.250	6.4	315	143	30.0	24.2	14.6	15	381	12 1/2	318	1-36	25-914
SSM8V-24	24	7.32	5 9/16	141	0.250	6.4	344	156	26.2	19.3	11.3	15	381	12 1/2	318	1-36	25-914
SSM8V-26	26	7.93	5 9/16	141	0.250	6.4	372	168	21.3	15.5	8.7	15	381	12 1/2	318	1-36	25-914
SSM8V-28	28	8.54	5 9/16	141	0.250	6.4	400	182	17.4	12.4	6.6	15	381	12 1/2	318	1-36	25-914

Other pole thicknesses are available for use with banner arms. Consult factory.

Lumec neither designs nor makes recommendations as to the design of concrete bases.

Note: Lumec reserves the right to modify the above details to reflect changes in the cost of materials and/or production and/or design without prior notice.