EXHIBIT B

GOLDEN SHORE

Master Plan and Design Guidelines

FINAL VERSION

GOLDEN SHORE DEVELOPMENT AREA
400 Oceangate, Ltd.
Molina Healthcare, Inc.

CITY OF LONG BEACH
Department of Development Services

05 March 2010
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INTRODUCTION

Purpose

The purpose of the Master Plan and Design Guidelines is to establish long-term development standards for the Golden Shore Development Area which will create a high quality environment for living and working in downtown Long Beach. The Master Plan and Design Guidelines will serve several purposes.

- Establish a large-scale planning vision.

  The Master Plan and Design Guidelines will establish a broad framework of public and private design standards which will lead to a cohesive and attractive community image.

- Point of reference for the owner and architect.

  The Master Plan and Design Guidelines will create clear and definitive standards for site engineering, architecture, landscape, and sustainable design that can be used for detail design work leading to construction of public and private developments.

- Public design review.

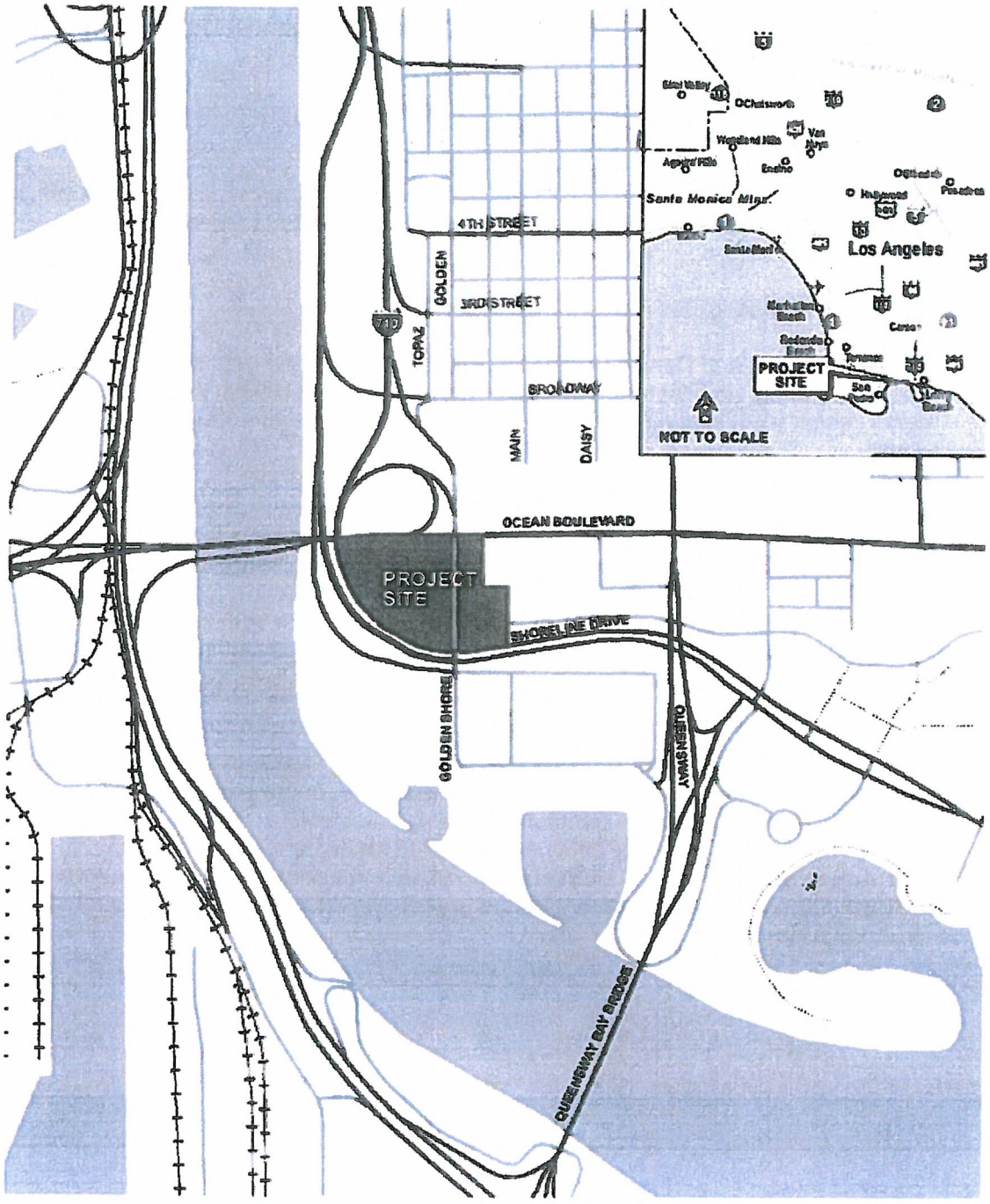
  The Master Plan and Design Guidelines will establish a process to give maximum public access to the review and approval of future development projects.

The Golden Shore Design Guidelines are recommendations for both private and public design and construction, and are supplement to the California Building Code, Long Beach Municipal Code (LBMC), Local Coastal Plan (LCP), and Downtown Shoreline Planned Development (PD-6).

In processing project applications within the Golden Shore Development Area, the Design Guidelines are to be consulted to determine compliance with the goals of PD-6 Development Standards and the intent of the Design Guidelines. The property owner or their authorized agent is the only entity authorized to submit applications to the City. All of the requirements by the City of Long Beach must be met prior to application for Site Plan Review, and for ensuing development permit applications (See Processing and Administration Section).

FIGURE 1

VICINITY MAP



ORGANIZATION

The Master Plan and Design Guidelines are organized to explain those influences on individual developments from the broadest scope down to the more specific criteria. The document is divided into the following sections:

Site Context describes the intent of the design guidelines and the project site within the context of the downtown area.

Master Site Plan illustrates the sub area's specific uses and design features of the Golden Shore Development Area. The Master Site Plan focuses on the architectural design features and public amenities that form the basis of the architectural and site design guidelines.

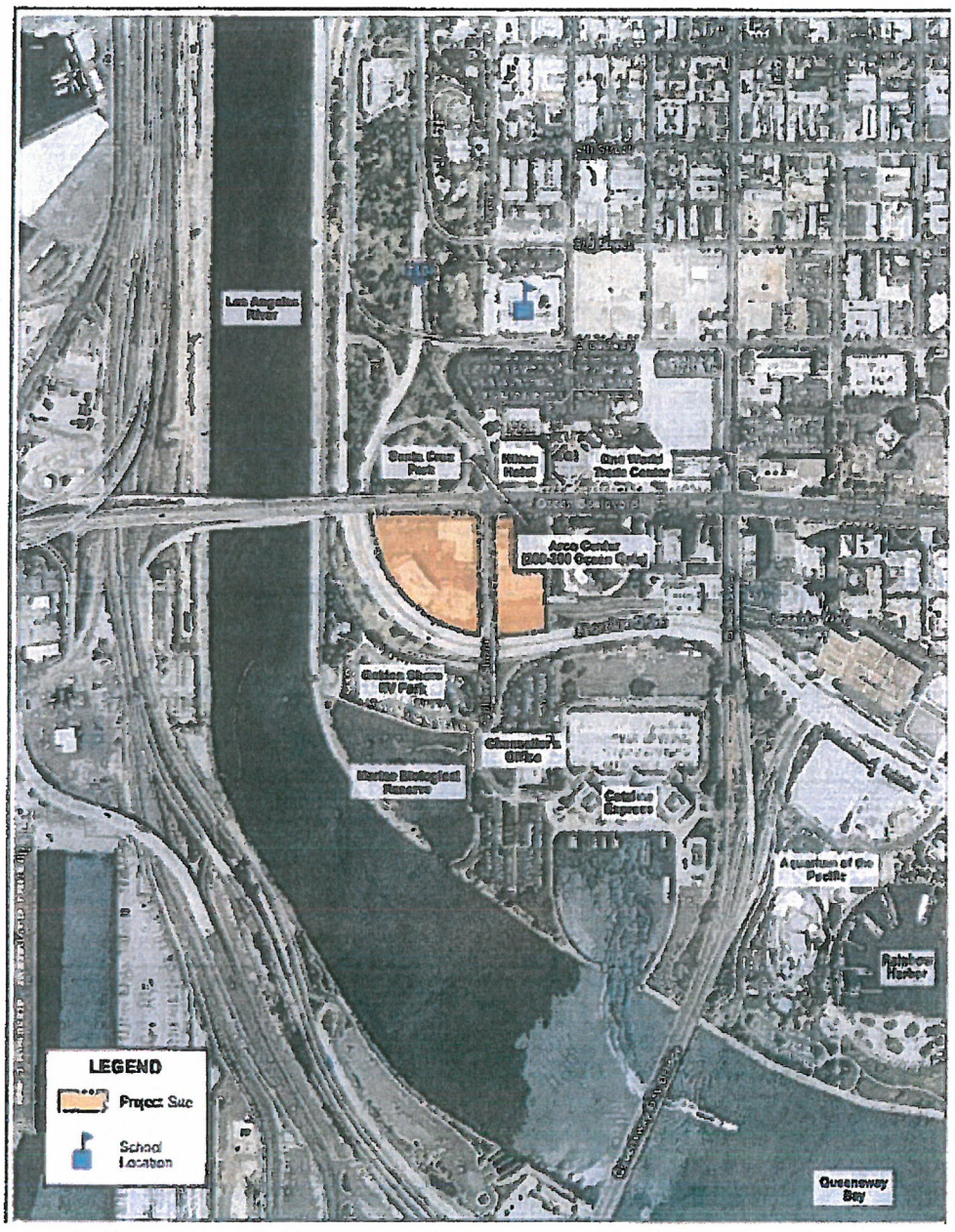
Architectural and Site Design Guidelines address the two major design aspects of the Master Plan: Buildings and Open Space. The guidelines are presented in two parts.

- Building Guidelines present the overall direction related to the vertical design elements of the buildings, site works and parking, both general and specific design controls, design features, and architectural details that are intended to set the standard for development.
- Open Space Guidelines describe the intent of the open space design and provide criteria for plant material, paving, lighting, and other features that define the public open space.

Processing and Administration address the application of the guidelines and the review procedure to be followed by the developers of any parcel.

FIGURE 2

SITE CONTEXT MAP



SITE CONTEXT

The Golden Shore Development Area is a planned 5.87 acre mixed-use development located within downtown Long Beach. When fully developed, the Golden Shore Development Area will provide opportunities for commercial office, housing, lodging, shopping, dining and recreation, all within convenient walking distance to major downtown attractions. The site's prominent location near the City's waterfront will guarantee a lively and animated atmosphere for residents, tenants and visitors alike. West Ocean Boulevard, Seaside Way, and Shoreline Drive, bound the site which is bisected by Golden Shore Street. Ocean Boulevard is the principal downtown address. Figure 1 illustrates the project general vicinity and Figure 2 the site context within the downtown area.

The site, which has been designated sub area 1, is part of the Downtown Shoreline Planned Development District (PD-6). The Downtown Shoreline Planned Development District is an approximately 450 acre urban area containing both public and private property, with some existing major land uses, but with some undeveloped and underdeveloped property. As part of the overall planned development district the Golden Shore Development Area must adhere to the six overriding standards established for all developments. The standards are as follows.

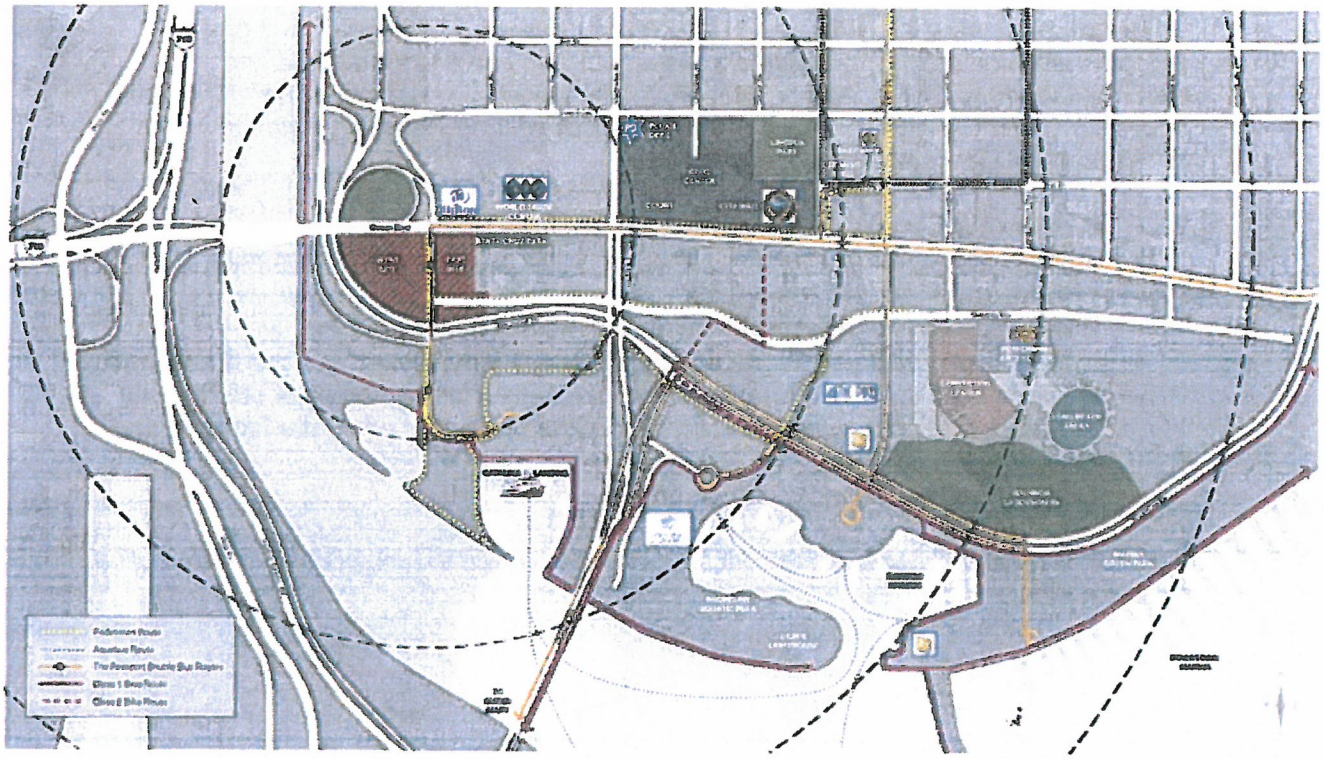
- Provide a mixture of public and private land use types.
- Incorporate significant public access through and around uses, whether public or private, and to coastal resources.
- Emphasize uses of a recreational or recreational access nature.
- Initiate strong land use interactions and access connections with the downtown.
- Design public spaces in an urban park-like setting with a variety of strolling, bicycling, and active / passive recreational areas, public art, water features and abundant landscaping.
- Construct a development of high quality.

Figure 3 illustrates the site connectivity in relation to public transit, pedestrian ways, and bicycle paths.

FIGURE 3

SITE CONNECTIVITY MAP

NOTE: Concentric circles at .25 mile intervals

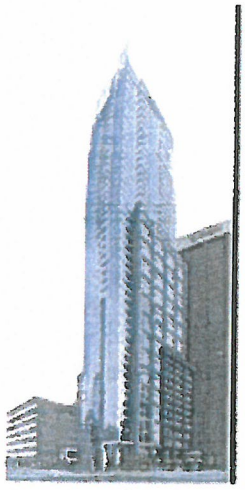


MASTER SITE PLAN

The Golden Shore Development Area site has always figured prominently in Long Beach waterfront history. Once part of the Long Beach seaside, it evolved from a recreation area with seasonal housing to a busy commercial zone at the western gateway to the City. The site is currently developed with commercial uses that contain density determined to be appropriate in the 1970's.

The project site currently contains a mixture of office uses and two retail banking operations. The three buildings that currently exist on site are anticipated to be demolished. Included among those structures are the Union Bank of California Building, City National Bank Building and the Molina Healthcare Building.

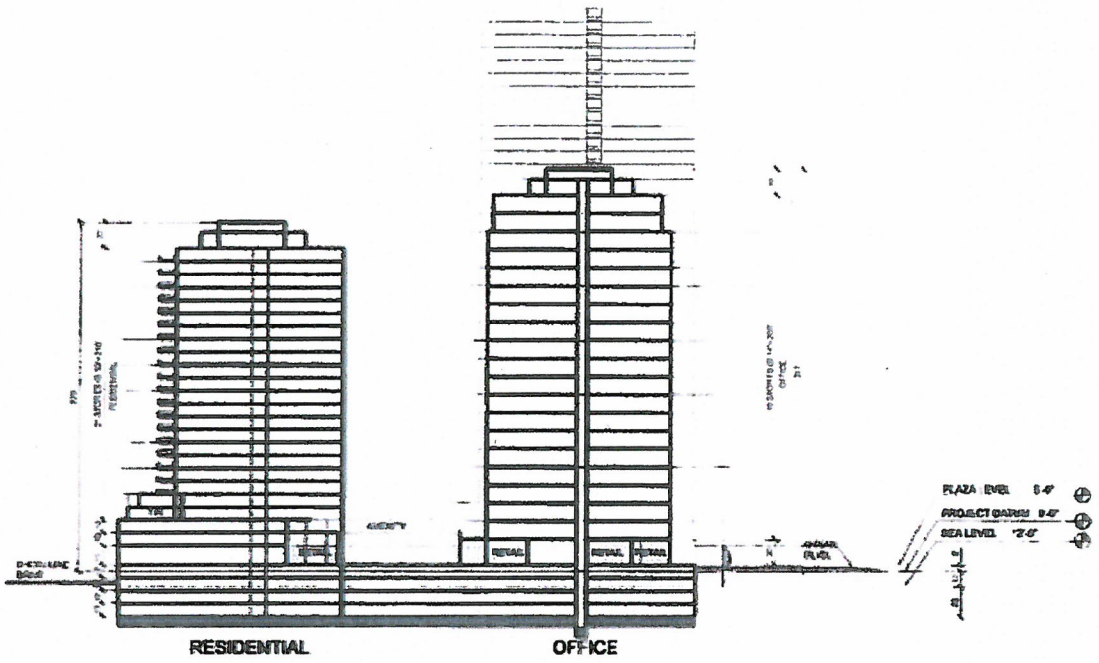
Surrounding the site are several distinct use districts, which influence the character and design of the Golden Shore Development Area. Further to the east of the site is the twin tower Arco Towers, to the north a Hilton Hotel and World Trade Center are located and to the south is the California State University Headquarters, Catalina Landing and recreational facilities. To the east is the Federal Building, City Hall, Main Branch Library along with a large corporate business district. To the west across the river channel is the Port of Long Beach. (See Figure 2 – Site Context Map)



Because of its size, the site itself can be thought of as being a somewhat self contained high density development area adjacent to other high rise structures immediately to the east. Along West Ocean Boulevard, the project's east end is high to mid-scale, in keeping with the heights and architectural character of existing buildings and respecting the massing of the adjacent structures. Since there is no development on the west except for Port activities, there is a need for the Golden Shore Development Area to be iconic in nature making a statement as the western gateway to the City of Long Beach.

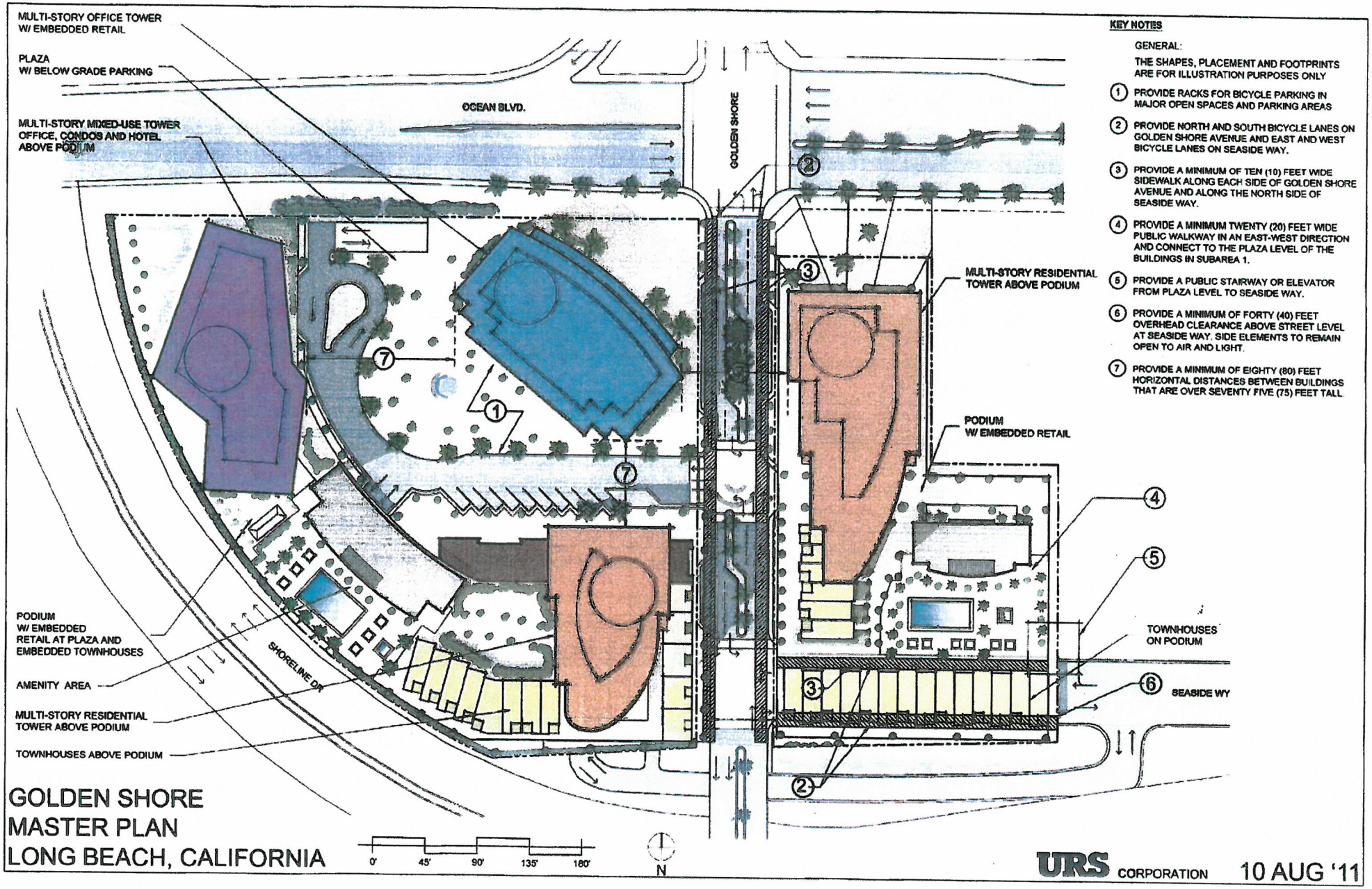
Vehicular circulation and access have been designed to minimize impact on downtown streets and to create the best possible environment for pedestrians. The predominantly pedestrian character of the site is preserved by not locating major parking entrances on West Ocean Boulevard. Self-parking entrances are located on Seaside Way and on Golden Shore. Bicycle paths connecting to the downtown and shoreline recreation areas will be integrated into the site and provisions will be made to maximize use of the current downtown transit systems provided by the Long Beach Public Transit.

Given the topography of the site, multi-level parking garages will be primarily developed sub-grade along the north and east sides, and open to the air along the south and west sides. Cars parked in the north section of garages should not be visible from street level as they are below grade relative to the view corridors along West Ocean Boulevard. Major services are accessed from the lower level at the southern end of the property.



The plan is organized around special pedestrian-oriented places and open areas, each with a distinct identity. These walks and courts define the character of the perimeter and access, providing continuous public pedestrian access throughout the project. Connectivity to all interior spaces, adjoining walks and trails, and public transit should be enhanced and encouraged throughout the design.

As prescribed by PD-6 the Golden Shore Development Area will be a mixed-use development of residential, office, hotel, retail and ancillary supportive uses. Figure 4, Pages 13 - 16 illustrate the general site layout for each option. The pattern of land use has been greatly influenced by the current street grid and maintaining visual and vehicular/pedestrian access through the site, optimizing the potential for incremental development of the Golden Shore Development Area.



GOLDEN SHORE MASTER PLAN
LONG BEACH, CALIFORNIA

URS CORPORATION

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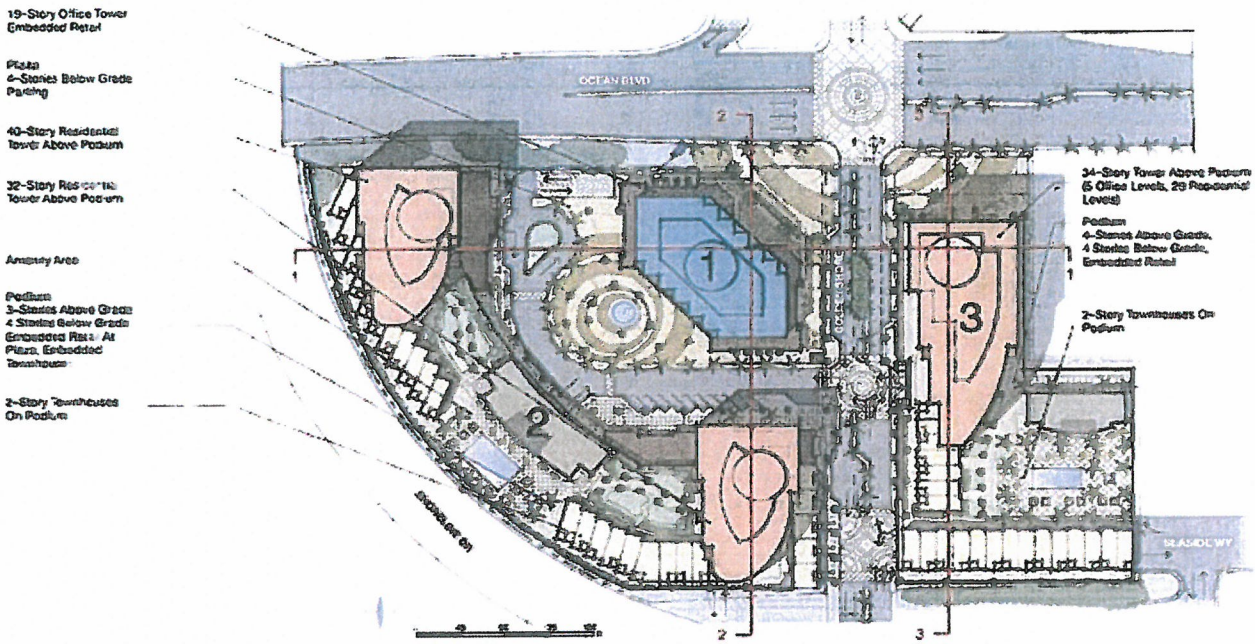
GOLDEN SHORE DEVELOPMENT AREA



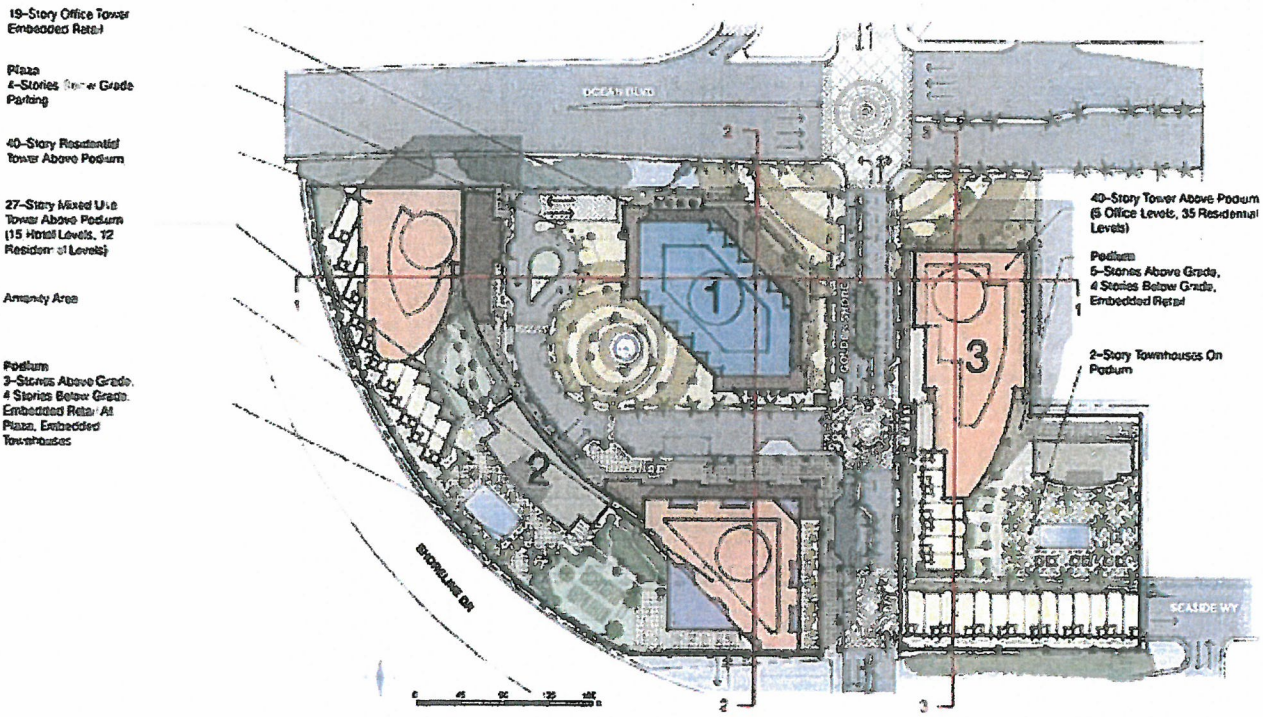
Option A

	West Site		East Site	
	Parcel 1	Parcel 2	Parcel 3	Total
No. of Dwelling Units		918	452	1,370
No. of Bedrooms		1,515	745	2,260
Residential GFA (SF)		1,004,471	494,235	1,498,706
Office Rentable Area (SF)	260,000		80,000	340,000
Hotel Guestrooms				0
Banquet Area (SF)				0
Retail Area (SF)	6,000	14,000	8,000	28,000

Parking Spaces Required	780	1,529	987	3,296
Parking Spaces Provided	740	1,575	1,040	3,355

FIGURE 4

SITE LAYOUT OPTIONS
(continued)



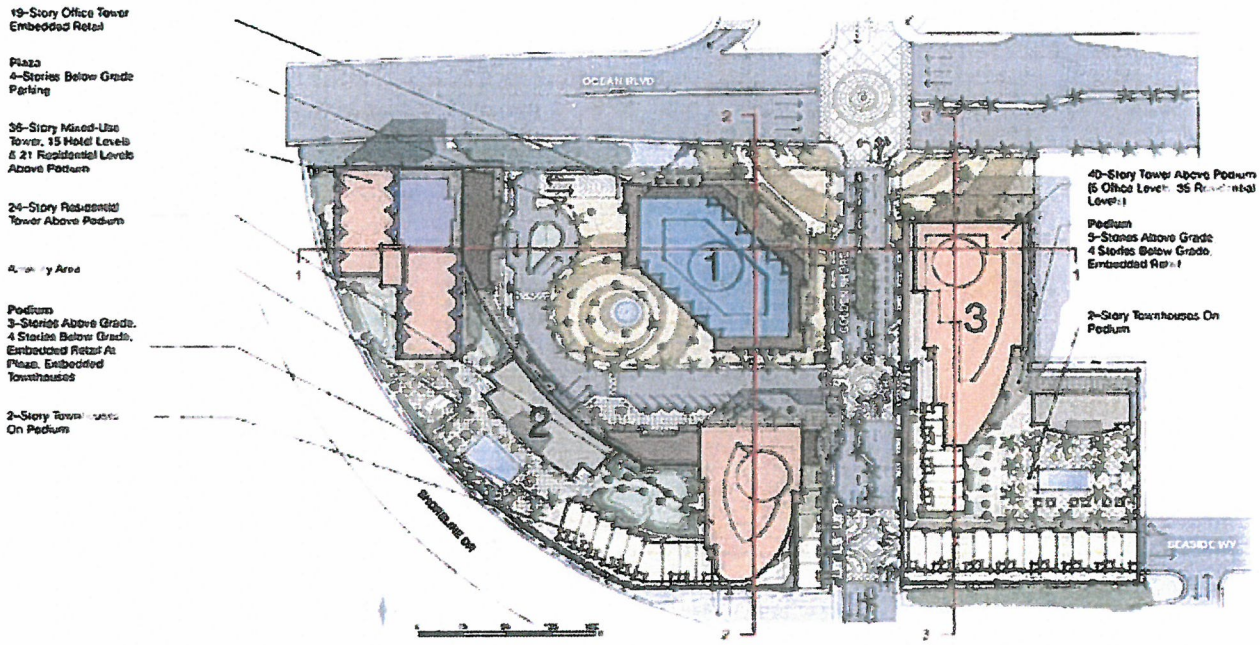
Option B1

	West Site		East Site	
	Parcel 1	Parcel 2	Parcel 3	Total
No. of Dwelling Units		574	536	1,110
No. of Bedrooms		948	884	1,832
Residential GFA (SF)		628,353	586,353	1,214,706
Office Rentable Area (SF)	260,000		80,000	340,000
Hotel Guestrooms		400		400
Banquet Area (SF)		27,000		27,000
Retail Area (SF)	6,000	13,000	8,000	27,000

Parking Spaces Required	780	1,473	1,148	3,401
Parking Spaces Provided	740	1,525	1,165	3,430

FIGURE 4

SITE LAYOUT OPTIONS
(continued)



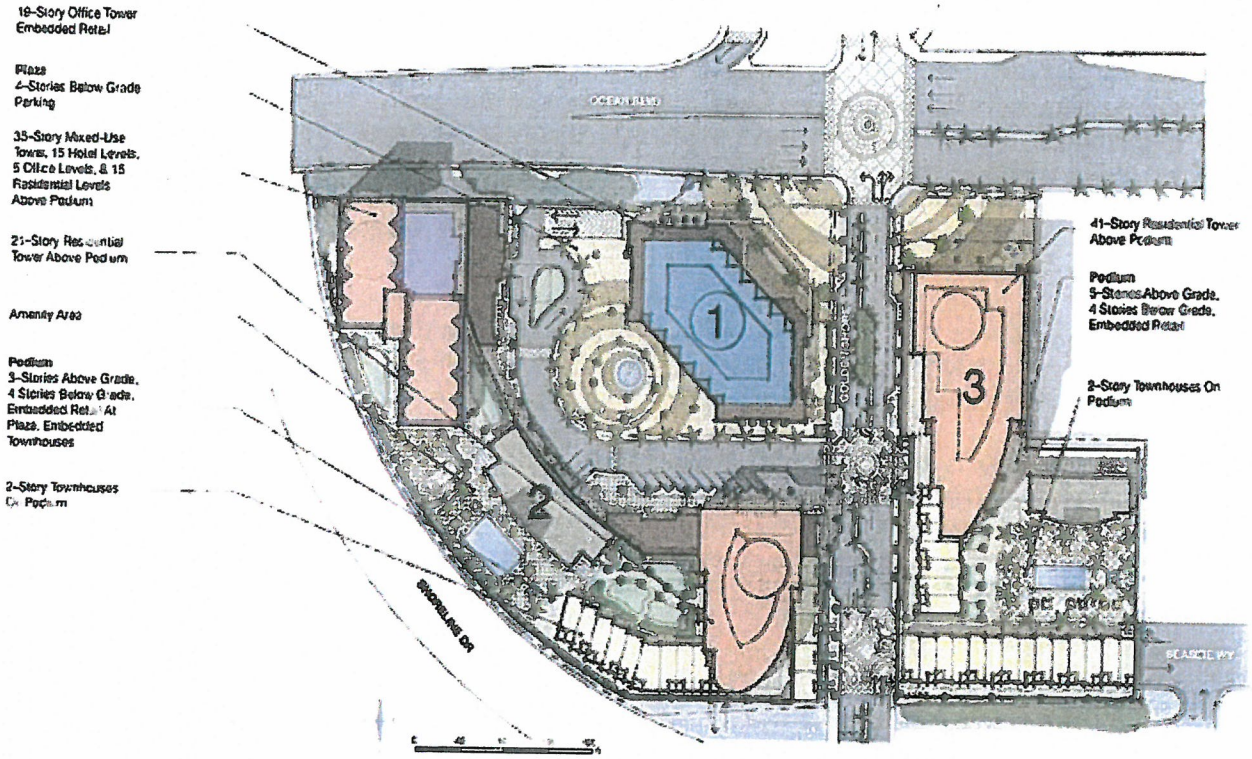
Option B2

	West Site		East Site	
	Parcel 1	Parcel 2	Parcel 3	Total
No. of Dwelling Units		574	536	1,110
No. of Bedrooms		948	884	1,832
Residential GFA (SF)		628,353	586,353	1,214,706
Office Rentable Area (SF)	260,000		80,000	340,000
Hotel Guestrooms		400		400
Banquet Area (SF)		27,000		27,000
Retail Area (SF)	6,000	13,000	8,000	27,000

Parking Spaces Required	780	1,473	1,148	3,401
Parking Spaces Provided	740	1,525	1,165	3,430

FIGURE 4

SITE LAYOUT OPTIONS
(continued)

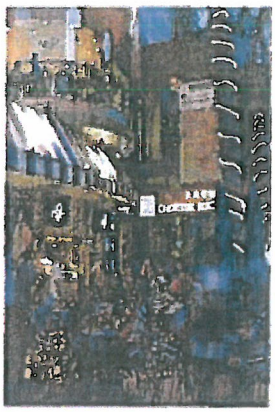


Option C

	West Site		East Site	
	Parcel 1	Parcel 2	Parcel 3	Total
No. of Dwelling Units		442	668	1,110
No. of Bedrooms		730	1,101	1,831
Residential GFA (SF)		483,882	730,471	1,214,353
Office Rentable Area (SF)	260,000	80,000		340,000
Hotel Guestrooms		400		400
Banquet Area (SF)		27,000		27,000
Retail Area (SF)	6,000	13,000	8,000	27,000

Parking Spaces Required	780	1,502	1,093	3,375
Parking Spaces Provided	740	1,525	1,165	3,430

Streets, Parks and Plazas



The greatest asset for residents and visitors of the Golden Shore Development Area will be an open space pedestrian friendly system among the high rise structures where people can walk to shops, restaurants and nearby parks and live where a high standard of contemporary architecture and public realm design work together to create a unique district for Golden Shore. Streets and access ways have been designed with walkabillity and the pedestrian in mind. Several interior lanes maintain the sites small block like pattern while allowing pedestrian movement to all parts of the development. Numerous small public plazas are located within the interior creating areas that encourage congregation and recreation.

Pedestrian access from Golden Shore is envisioned to be a mid block crossing with vehicular access to the garage located at the southeast corner of Parcel 1 (See Figure 4 – Site Layout Options).

The Master Plan is intended to make a strong statement at the western gateway into Long Beach and establish West Ocean Boulevard as the principal street in downtown Long Beach. The intersection of Golden Shore and West Ocean Boulevard will have enhanced pedestrian textures and treatment highlighting the importance of the intersection and introducing Santa Cruz Park on the eastern edge of the Golden Shore Development extending from Golden Shore to Cedar Avenue. Further to the east is the beginning of the palm-lined boulevard and Victory Park with rows of stately palm trees closest to the street. Specimen trees will be placed near buildings and will fill in the irregular areas along the edges. The design will be consistent with the Downtown Community Plan and subject to City review and approval at each stage.

Residential Development

The residential component on the site will be a mix of different buildings of varying mass and height. The residential units are located within one to two residential towers, with both having the potential of being a vertical mixed use building combining office and residential, and/or hotel, office, and residential. All residential units will be accessed from Golden Shore.

An open plaza would be a prominent feature of the development west of Golden Shore and forms a large central open space between the three towers. Pedestrian access to the lobbies of each residential tower and the clubhouse would be available from the plaza, street level, and from elevators in the parking garage.

The residential entrance plazas are envisioned to be different from the public plaza entrances. The design intent for the residential entry plazas is to create a definitive sense of arrival for residents and visitors.

Parking for tenants is accessed from Golden Shore. Service, loading and unloading zones will be sufficiently hidden from view using landscape walls and shrubs. A series of "Private Courtyards" featuring resort quality recreational amenities such as swimming pools, spas and fountains these courtyards will be improved with richly detailed landscape and finish materials will be provided throughout the residential development.

Hotel/Retail Development

Master Planned for Parcel 2 and located either in the northwest or southeast corner is the mixed use hotel/retail/residential component which further enlivens and activates the site and will bring many activities to the plaza/street level.

Pedestrian walkability within the site and connectivity to surrounding trails, nearby bus stops, and Shoreline Drive is paramount.

Parking is accessed from Golden Shore Street and will be open air relative to the south property line as described in the previous section.

Pedestrian Circulation

Pedestrian access to the lobbies of each residential tower and the amenity space would be available from the plaza with access from the street level provided via sidewalks and open staircases along both sides of the office tower leading from West Ocean Boulevard and Golden Shore Street respectively. Pedestrian access to the office tower would be at street level along West Ocean Boulevard and Golden Shore Street. A recessed drive-through would be provided along Golden Shore Street to allow pedestrian pick-up and drop-off near the street entrance to the office tower. (See Figure 4 – Site Layout Options).

Walkways for pedestrians, at least ten feet (10') wide, shall be provided along each side of Golden Shore Avenue between Ocean Boulevard and the bridge over Shoreline Drive. The sidewalks on the bridge over Shoreline Drive shall be widened to the extent feasible. A walkway for pedestrians, at least ten feet (10') wide, shall be provided along the north side of Seaside Way, east of the intersection with Golden Shore Avenue. An east-west public walkway, at least twenty feet (20') in width, shall be provided to connect the plaza level of the buildings in Subarea 1 to the Golden Shore Avenue sidewalk. This east-west public walkway shall be located south of the main tower and shall be uncovered and designed to maximize public views to the shoreline areas situated to the east, south and west subarea. Public stairways and elevators shall be provided to connect the east-west public walkway to Seaside Way.

Urban Design Philosophy

While most great urban areas evolve over time, The Golden Shore Development Area has the ability to create a unique place from its inception. If "urban design" is defined as the space between the architecture, then the successful articulation of the landscape and hardscape elements, the streetscape and other aspects of the public realm is essential to creating meaningful experiences.

The public realm is the framework around which the community develops and it should be well connected, legible, comfortable, safe and attractive. It should be made up of appropriately proportioned public streets, parks and accessible open spaces. Buildings and landscape help define the edge of the public realm and should create amenable, safe and inviting spaces for residents and visitors alike. One key ingredient to successful urban design is the articulation of spaces and forms. Another is the manner in which people experience them. The use of textures, accents, art, water features, lighting, signage and street furniture are key in creating pedestrian friendly neighborhoods and a rich urban landscape. Figure 5 illustrates precedent images for public realm and open space.

Graphics and signage systems, ground level base lighting, and architectural and landscape materials which are tangible and can be touched and experienced up close create a level of detail and intimacy of craft which animate the ground plane and pedestrian environment.

Public plazas add visual elegance and interest to the streetscape and improve the pedestrian experience. They also serve as gathering places and focal points for the architecture and streets around them. Finally, they add a visual amenity when viewed from upper stories of surrounding residential towers.

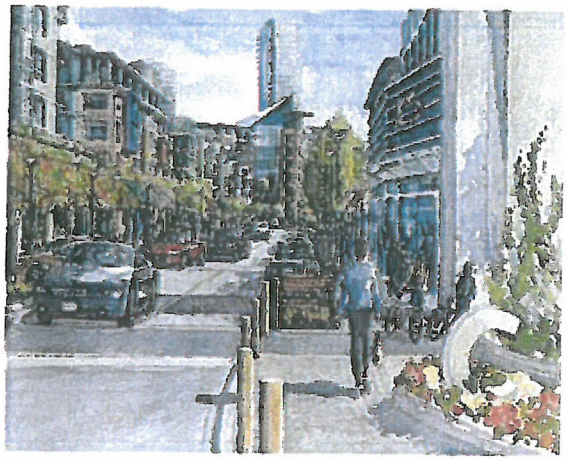
Creating interesting urban streets with higher buildings and mixed uses, coupled with more intimately scaled residential streets can be an effective way of creating unique environments within the larger neighborhood. Pedestrians are naturally drawn to places that accommodate their mood – whether it is a high energy social gathering or a calming walk through the park or residential lane.

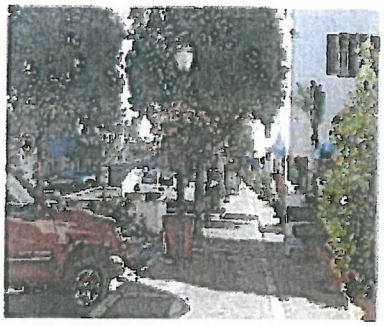
Parking

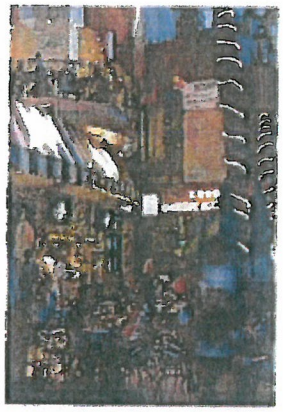
Depending on which option is chosen, the project proposes parking spaces in two to four levels of parking structure. The parking spaces and driving isles are to be designed in full compliance with current City of Long Beach engineering and public works standards in effect at the time of submission.

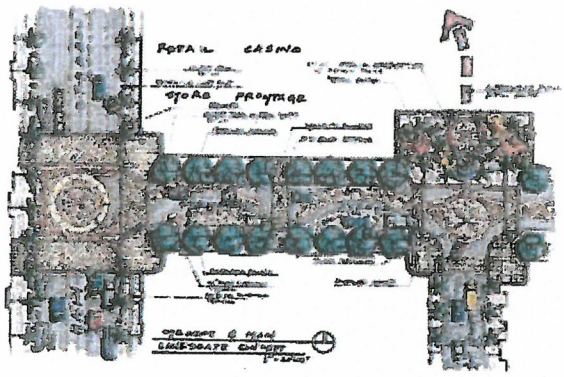
FIGURE 5

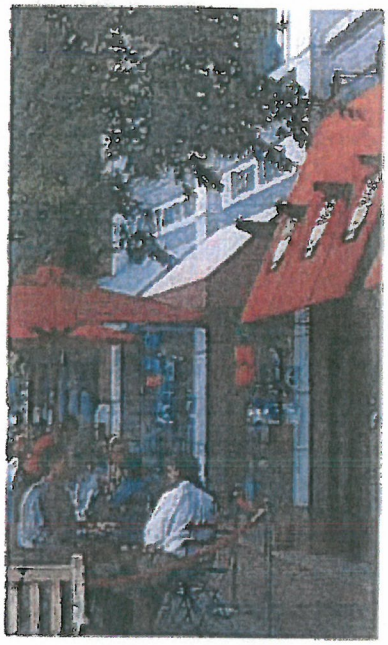
PUBLIC REALM AND OPEN SPACE











Infrastructure

Grading

The plaza is at grade at the intersection of West Ocean Boulevard and Golden Shore Street at the northeast corner of Parcel 1. The slope of West Ocean Boulevard increases as you head westward, as it rises up to meet the Gerald Desmond Bridge and eventually the Vincent Thomas Bridge. The average elevation at Shoreline Drive is approximately +3 feet. Taking advantage of the difference in grade between Shoreline Drive, West Ocean Boulevard, and Golden Shore Street, parking and service access are tucked into the site, while allowing for natural ventilation along the south and west faces.

Utilities

For the most part, utility service to the site is able to use major utility lines within West Ocean Boulevard and Golden Shore Street. In the future, new utility lines will be routed to Golden Shore Street connecting to existing lines in the area. Connections are brought in to the site within utility easements at service areas, from which building connections are made.

Transformers, utility box locations, and all at grade service 'point of connection(s)' should be screened from view. Natural screening achieved by landscaping is always preferred. See Landscape Section for planting suggestions and lists.

Vehicular Circulation

Vehicular access is designed to minimize impact on downtown traffic patterns and to create an environment that is pedestrian-friendly. Overall, the site has excellent access from Golden Shore Street and West Ocean Boulevard (signalized intersection), and Shoreline Drive. Golden Shore Street and Shoreline Drive offer areas for drop-off and short term parking.

Vehicular driveway access is prohibited along frontages which require pedestrian oriented uses. Vehicular access shall not disrupt pedestrian circulation.

ARCHITECTURAL AND SITE DESIGN GUIDELINES

This section provides general guidelines for the vertical plane, or the architectural character of the buildings – from a both stylistic view point and additional guidance with respect to built form. All buildings are required to meet those standards which include: coverage, setbacks, building orientation, leisure space, parking, solid waste and design.

Building Design

Create a sophisticated and upscale environment through use of a consistent rhythm, proportion and materials.

Tower Building Design

High Rise Towers need consideration in so far as the relationship of high rise residential buildings to other buildings and open spaces at Golden Shore. The towers should be well-composed and well-articulated to create a skyline impression and the statement of a contemporary urban neighborhood.

Towers will be constructed as part of a development that includes office, retail, and residential/hotel/condos. The tower(s) should be designed and located on the development site(s) so that views can be maximized. Each developer should attempt to anticipate the location of surrounding towers and site the tower buildings accordingly. The minimum distance between two highrise buildings (more than 75' tall) should be 80 feet to allow for adequate light and views.

Towers should minimize shadow impacts on the Golden shore site, Golden Shore Street, and the development site to the east. Site Plan Review applications will need to prepare a shadow impact study. Articulation of the tower zone should be optimized where appropriate. Articulation can be achieved with the shape of the building, balcony recesses or projections, façade forms and glazing.

Entrances should be enhanced through the use of special design elements such as paving, canopies, special lighting and landscaping features. Balconies should be designed as architecturally integrated components of the building.

Materials

The combination of materials on towers should be as clean as possible to create a modern architectural style. Towers will be glass buildings constructed of a combination of window wall and curtain wall. Tower glass tints will vary from building to building and energy saving windows will be used (See Exhibit 1 – Green Building Development Standards). The use of glass with over 25% reflectivity is prohibited.

Balcony materials will be concrete with color concrete bands. Balcony railing materials will be a combination of structural clear glass or pony wall. (See Figure 6 for building precedent images).

Seaside Way

Seaside Way shall be preserved for automobile, bicycle and pedestrian circulation. Any building permitted to encroach over Seaside Way shall provide a minimum of forty feet (40') overhead clearance above street level, and shall be designed to remain open to air and light. Where buildings are permitted over Seaside Way, the southern side at the lower level adjacent to Seaside Way shall remain open to air and light (i.e., structural development at the Seaside Way level shall be limited to the minimum necessary to provide building support). To the extent feasible to allow for automobile, bicycle, and pedestrian circulation, Seaside Way shall be improved with landscaping, planters, or other features designed to enhance the visual appearance along the street.

FIGURE 6

BUILDING PRECEDENT IMAGES

A series of unique retail facades that contribute to continuous built fabric with a modern interpretation are proposed. The development of strong, high quality store presentations will occur within the 60' grid or variation thereof that provides the frame for the retail space. Storefront displays must be visually exciting and inviting to pedestrian traffic to stimulate consumer interest in the recreation of shopping. Tenants will be required to utilize their storefronts to the maximum potential in order to project their own unique image.

Entrance Doors

Entrance doors and facade materials and colors will be provided in the base building construction. Entrance doors must match facade materials and construction type.

Retail Design

An appropriate retail mix is important to the long term success of the urban environment. The type and articulation of retail stores and physical spaces should be consistent with the rhythm set by the building's vertical datum line and the variation of space widths. The retail spaces themselves will be contained within the footprint of the main structures, but 'spill out' for eating areas with and canopies and umbrellas that allow them to become a part of the public plazas. Graphics and signage systems, ground level base lighting, and architectural and landscape materials which are tangible and can be touched and experienced up close create a level of detail and intimacy of craft which animate the ground plane and pedestrian environment.

Storefront displays must be visually exciting and inviting to pedestrian traffic to stimulate consumer interest in the recreation of shopping. Tenants will be required to utilize their storefronts to the maximum potential in order to project their own unique image.

Canopies

Retail canopies would be located at the 10' to 14' elevation with the highest articulation occurring at corners. They can serve as the armature for retail lighting and signage and to add color to the buildings. A series of unique retail facades that contribute to continuous built fabric that exhibit a modern interpretation of traditional main streets are proposed .

Materials

A variety of texture (polished, honed, bush hammered), color and dimension is possible; however, lighter colors are recommended. An aluminum storefront glazing system will be utilized. Clear, antireflective glass is proposed for retail windows with low e-values for the south-facing storefronts. Stores will have either seamless glass or mullions (colors could be black, silver, or champagne). Frames will be an aluminum commercial window system (black or clear in color). Canopy material requirements are discussed in a later section of these guidelines.