

II. PROJECT DESCRIPTION

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A. INTRODUCTION

400 Oceangate, Ltd. in association with Molina Healthcare (the Applicants) propose the Golden Shore Master Plan (proposed project) in the Downtown Shoreline area of the City of Long Beach. The proposed project would provide new residential, office, retail, and potential hotel uses, along with associated parking and open space. The project includes three development options, a Residential Option and two Hotel Options, all of which would be entitled through the City of Long Beach. The option ultimately constructed would be selected based on market conditions prevailing at the time entitlement is complete. The Residential Option would include 1,370 condominiums, an estimated 340,000 square feet of office space, 28,000 square feet of retail uses, approximately 3,355 parking spaces, open space, and other amenities. Under both Hotel Options (Hotel Option A and Hotel Option B) development would include 1,110 condominiums, a 400-room hotel including 27,000 square feet of conference/banquet facilities, approximately 340,000 square feet of office space (similar to the amount of office space proposed under the Residential Option), 27,000 square feet of retail uses, approximately 3,430 parking spaces, open space, and other amenities. Existing development totaling approximately 294,003 square feet of office and retail floor area would be removed as part of the project.

B. PROJECT LOCATION AND SURROUNDING USES

The project site is located in downtown Long Beach, near the southern terminus of the Long Beach Freeway (I-710) and just east of the Los Angeles River where the river flows into Queensway Bay. The project site is generally bound by Ocean Boulevard to the north, Shoreline Drive to the west and south, and parking areas associated with Arco Center to the east. In addition, Golden Shore transects the site from north to south. The location of the project site with respect to the regional and local context is shown in Figure II-1 on page II-2.

I-710 is a divided highway that connects downtown Long Beach with the San Diego Freeway (I-405), which is located approximately 4½ miles north of the project site. Caesar E. Chavez Park, an approximately 33-acre park providing a community center, playground, and landscaped open space, adjoins the east side of the Los Angeles River from the Shoemaker Bridge interchange on the north, where Shoreline Drive connects to I-710, to West Broadway on the south (one block north of the project site). Between the project's north boundary and Golden Shore, Shoreline Drive is a six-lane highway curving along the west and south boundaries of the

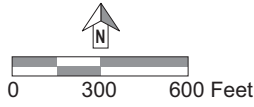
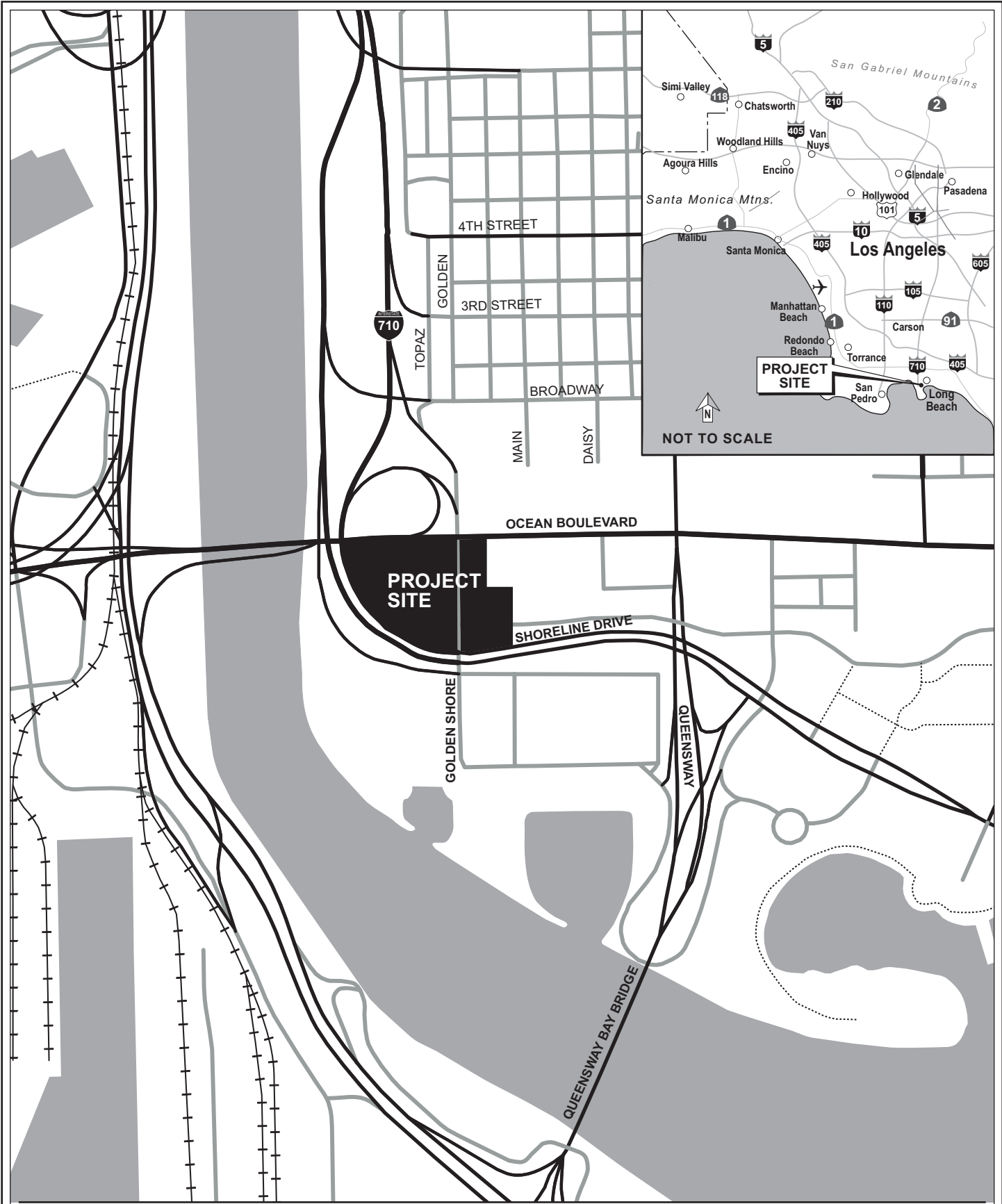


Figure II-1
Regional Location Map

Source: PCR Services Corporation, 2009.

project site. Shoreline Drive continues to the east near the Long Beach shoreline, providing direct access to the Downtown Marina, Aquarium, and the Pike at Rainbow Harbor, finally connecting to Ocean Boulevard to the east of the marina.

Ocean Boulevard, a major east-west arterial, borders the project site to the north. Ocean Boulevard provides access to the downtown center including Long Beach Civic Center, the Long Beach Transit Mall (Metro Blue Line), the Long Beach Convention and Entertainment Center, downtown restaurants, hotels, and offices to the east of the project site. The south side of Ocean Boulevard is characterized by several high-rise residential developments through the downtown center. To the east of downtown, Ocean Boulevard continues along the Long Beach shoreline through a mid- and high-rise residential area to its terminus at the Long Beach Marina. Ocean Boulevard also serves as the primary route between the Long Beach downtown center and the Port of Long Beach and Terminal Island to the west. Ocean Boulevard crosses the Los Angeles River just west of the project site. In its approach to the bridge, Ocean Boulevard rises above the natural grade of the project site.

Golden Shore, which divides the project's east and west phase sites between Shoreline Drive and Ocean Boulevard, is a four-lane street originating at the Golden Shore Marine Biological Reserve two blocks to the south of the project site. Golden Shore bridges over Shoreline Drive and includes ramp access to/from eastbound Shoreline Drive. To the south of Shoreline Drive, Golden Shore provides access to the California State University Chancellor's office and the Catalina Express terminal and parking structure.

Seaside Way, a local street originating to the east of the Long Beach Convention and Entertainment Center runs parallel to Shoreline Drive and enters the south portion of the East Phase site, terminating at Golden Shore. Just to the east of the project site, Seaside Way accesses parking areas for various large commercial buildings fronting Ocean Boulevard, becoming primarily residential to the east of Magnolia/Queens Way. It also provides direct access to the Pike Mall at Pine Street and the receiving bays for the Convention Center. To the east of the project site, the parking structure for the 100 Ocean Gate building bridges Seaside Way, as does the Queens Way approach to the Queensway Bay Bridge.

In addition to the surrounding network of streets and highways, the project site is served by public transportation. The Long Beach Transit Mall, a transit hub on the Los Angeles County Metro Blue Line, is located in downtown Long Beach approximately ½ mile to the east of the project site on Ocean Boulevard. The Metro Blue Line is a light rail transit system connecting downtown Long Beach to downtown Los Angeles, Hollywood, and Los Angeles International Airport. The Transit Mall also provides connection to Long Beach Transit's Line #111 to the Long Beach Airport and an array of buses, including the Long Beach Transit, Metro Local 60, Metro Express, LADOT Commuter Express, and Orange County Transportation Authority.

Long Beach Transit also offers free shuttle buses in the downtown area, including the “The Passport.” The Passport travels east-west on Ocean Boulevard, between Golden Shore and Alamitos Avenue, providing access between the shoreline’s residential areas, downtown, the Catalina Express, the Downtown Marina, the Long Beach Aquarium, the Convention and Entertainment Center, and the Pike at Rainbow Harbor.

Queens Way, a north-south street accessing the Queensway Bay Bridge and the Port of Long Beach Southeast Basin is located east of the Catalina Express terminal, 1½ blocks east of the project site. Queensway Bay and Landing, the Aquarium of the Pacific, the Downtown Long Beach Marina, and other waterfront features are located immediately south of Shoreline Drive and east of Queens Way, to the south and southeast of the project site.

Land uses surrounding the project site consist of a variety of residential, waterfront, and commercial uses. Golden Shore RV Resort, a Good Sam’s park for recreational vehicles, is located directly to the south of the West Phase site, south of Shoreline Drive and west of Golden Shore. The City of Long Beach Golden Shore Marine Biological Reserve and an associated public parking lot are located to the south of the RV park. Immediately south of Shoreline Drive to the east of Golden Shore is the campus of the Office of the State University Chancellor. The campus includes an approximately six-story office building and a broad, landscaped surface parking lot. The Catalina Express terminal and parking structure are also located on Golden Shore, just east of the Chancellor’s campus. This terminal offers ferry and express service to Catalina Island.

Cesar E. Chavez Park (a City of Long Beach public park), the 15-story Hilton Hotel, and the 27-story One World Trade Center building are located directly north of the project site, north of Ocean Boulevard. Arco Center, a complex of twin 13-story office buildings also known as 200 - 300 Ocean Gate Plaza, is located directly to the east of the East Phase site. The Arco Center and the East Phase site are connected via a broad, landscaped plaza, as well as Santa Cruz Park (a City of Long Beach public park). An aerial photograph depicting the relationship of the project site to surrounding uses, including the City of Long Beach shoreline, is provided in Figure II-2 on page II-5.

C. SITE BACKGROUND AND EXISTING CONDITIONS

The combined parcels that comprise the project site, Parcels 1, 2, and 3, contain a total land area of 5.87 acres, including 4.31 acres west of Golden Shore in Parcels 1 and 2 and 1.56 acres in Parcel 3 east of Golden Shore. Existing land uses in the western portion of the site include the six-story City National Bank and the two-story Molina Health Care buildings. These two buildings contain a total of 136,341 square feet of floor area, including 4,705 square feet of



LEGEND

- Project Site
- School Location

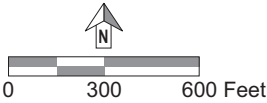


Figure II-2
Aerial View of Project Area

Source: PCR Services Corporation, 2008; Google Earth, 2008.

retail space and 131,636 square feet of office space. The western portion of the site also includes 557 parking spaces located in combined surface and subterranean facilities. The eastern portion of the site is occupied by the 14-story Union Bank of California building. This building contains a total floor area of 157,662 square feet, including 7,155 square feet of area available for retail uses and 150,507 square feet of office space. A total of 363 spaces are provided in a combination of structure and surface parking facilities. Driveway access to both the western and eastern portions of the project site is provided via Golden Shore. No direct vehicle access is provided to or from Ocean Boulevard or Shoreline Drive.

The entire project site is designated as Long Beach Downtown Shoreline Planned Development (PD-6), Subarea 1. Subarea 1 was formerly a component of the West Beach Redevelopment Subarea. According to the Downtown Shoreline Planned Development Plan (amended August 8, 2006), all land within this subarea has been developed or planned for development under binding development agreements and the court decision of the case *Redevelopment Agency of the City of Long Beach, et al, v. California Coastal Commission*. Currently, development must occur in accordance with specific agreements and permits. PD-6, created under Ordinance C-7848, also requires the dedication of land for Santa Cruz Park along the southern edge of Ocean Boulevard east of Golden Shore. The proposed project would demolish and replace the existing three buildings and parking structures within the project site and would require an amendment of PD-6, Subarea 1 to reflect the removal of the project site from any current Redevelopment Agency projects and to reflect the proposed land use changes.

D. STATEMENT OF PROJECT OBJECTIVES

Section 15124(b) of the California Environmental Quality Act (CEQA) Guidelines states that the Project Description shall contain “a statement of the objectives sought by the proposed project.” As set forth by the CEQA Guidelines, the list of objectives that the City seeks to achieve for the proposed project is provided below.

- Create a world-class development project worthy of international recognition for its landmark design.
- Create a western icon for downtown Long Beach that will be recognizable from a great distance.
- Integrate into downtown a livable, walkable and diverse mixed-use development conveniently served by local and regional transit.

- Provided much needed first class hotel rooms to support the City's growing convention business.
- Increase high density housing to support a maturing employment hub.
- Create a secure, convenient urban neighborhood suited for living and working, with state-of-the-art amenities and public spaces.
- Create a corporate headquarters environment for two of the City's most prestigious businesses.
- Improve site access and provide sufficient parking for residents, visitors, patrons and employees.
- Create an environment to maximize local public transit throughout the downtown area.
- Incorporate sustainable design features to maximize energy and water use efficiency, reduce waste and pollutant generation, and minimize consumption of natural resources.

E. DESCRIPTION OF THE PROPOSED PROJECT

1. Proposed Development

The Golden Shore Master Plan would be developed within the Long Beach Downtown Shoreline Planned Development (PD-6), Subarea 1, in the City of Long Beach. The proposed project consists of three options, a Residential Option and two Hotel Options, Hotel Option A and Hotel Option B, each comprising a mix of residential and commercial uses to be constructed in three phases: the office tower in Parcel 1 west of Golden Shore, the residential and mixed-use residential/hotel towers in Parcel 2 west of Golden Shore, and the residential/office tower in Parcel 3 east of Golden Shore. Under all three development options, the proposed uses would be housed in four buildings, with associated parking, amenities and open space, and would include two-story townhomes located on, and embedded within, a concrete podium. The three options would vary primarily in terms of the use and design of the two buildings in Parcel 2 in the western portion of the project site, which would be developed with either two residential towers or a residential tower and a mixed-use residential/hotel tower; however, the total office/retail floor area under the two options would remain the same. The project's two office components (within Parcels 1 and 3) would be respectively located at the west and east sides of Golden Shore

at Ocean Boulevard. These buildings would serve as gateway structures, interfacing commercial land uses to north of Ocean Boulevard and establishing a mixed-use tone for the project.

a. Residential Option

The Residential Option includes the development of four high rise buildings in the combined western and eastern portions of the site, including two residential buildings 32 and 40 stories in height, respectively, a 19-story office building, a 34-story mixed-use residential/office/retail building, and townhome units. Total development under the residential option includes 1,370 residential units, 340,000 square feet of office space, 28,000 square feet of retail uses, 242,716 square feet of open space area, and 3,355 parking spaces. The site plan for the Residential Option is presented in Figure II-3 on page II-9.

(1) Western Site Development and Access

Under the Residential Option, proposed development west of Golden Shore would include a 40-story tower and a 32-story tower containing 918 residential units and 14,000 square feet of retail uses within Parcel 2, as well as a 19-story office tower within Parcel 1 containing 260,000 square feet of office space and 6,000 square feet of retail uses. Development in the western portion of the site includes a total of 918 residential condominium units, including two-story townhome units located on the podium deck and embedded within the podium structure along the Shoreline Drive project frontage; 2,315 parking spaces, located in three above grade and four below grade levels; and 170,618 square feet of open space, including landscaping and recreational areas on the roof (deck) of the podium parking structure. The roof deck recreational facilities include a 5,132-square-foot clubhouse (including a 592-square-foot lobby) and other residential amenities, such as a swimming pool and landscaped deck.

An open plaza would be a prominent feature of the development west of Golden Shore. The open plaza would form a large, central open space between the three towers, as well as provide pedestrian and vehicular access to the buildings. Pedestrian access to the lobbies of each residential tower and the clubhouse 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 Ocean Boulevard and Golden Shore, respectively. Pedestrian access to the office tower would be at street level along Ocean Boulevard and Golden Shore. A recessed drive-through would be provided along Golden Shore to allow pedestrian pick-up and drop-off near the street entrance to the office tower.

A driveway to the plaza level, accessed via Golden Shore, would provide access to limited guest parking in front of the lobby of the southern residential tower as well as to the

19-Story Office Tower
Embedded Retail

Plaza
4-Stories Below Grade
Parking

40-Story Residential
Tower Above Podium

32-Story Residential
Tower Above Podium

Amenity Area

Podium
3-Stories Above Grade,
4 Stories Below Grade,
Embedded Retail At
Plaza, Embedded
Townhouses

2-Story Townhouses
On Podium

OCEAN BLVD

GOLDEN SHORE

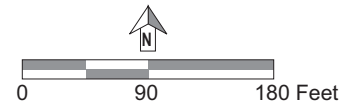
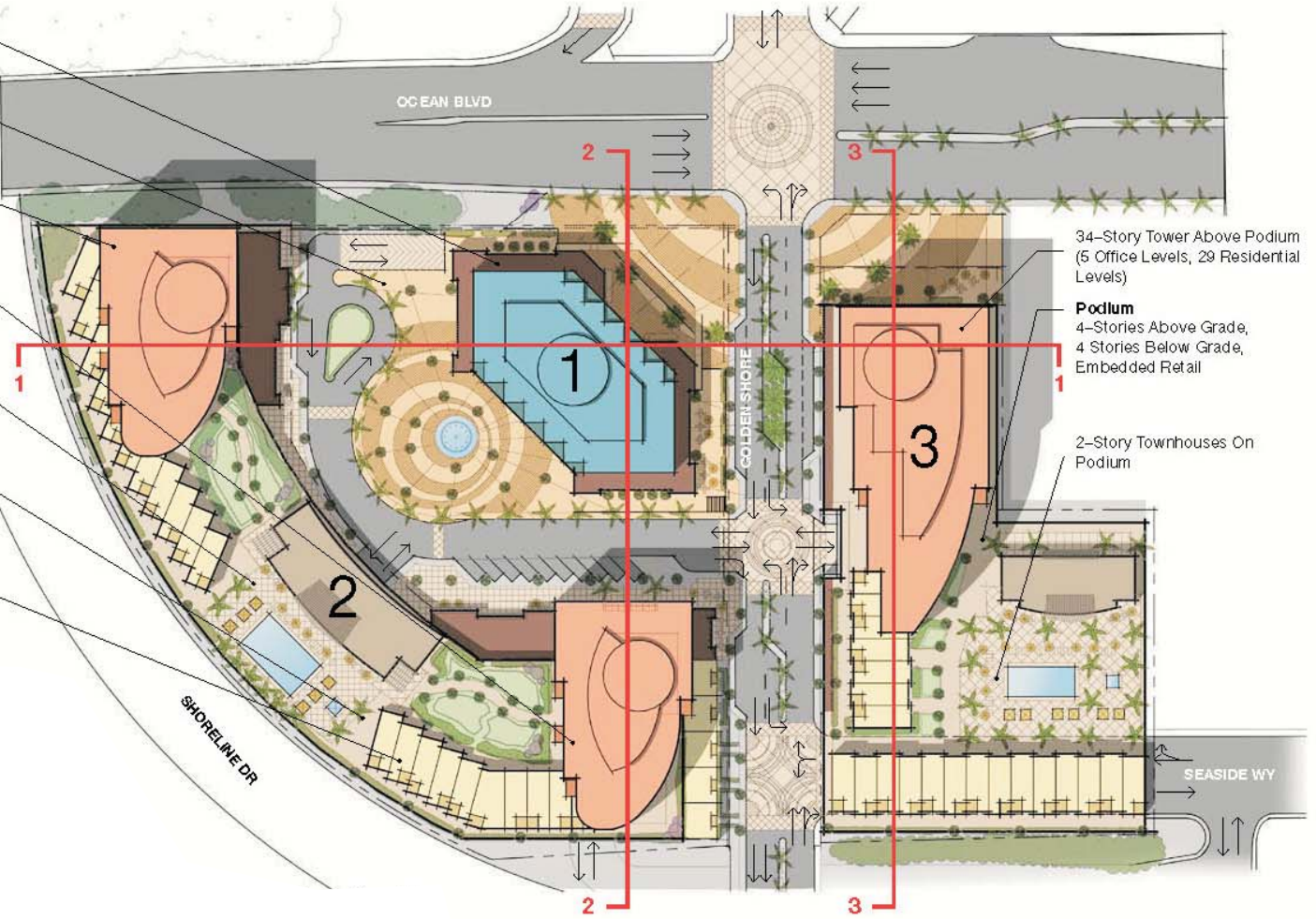
SHORELINE DR

SEASIDE WY

34-Story Tower Above Podium
(5 Office Levels, 29 Residential
Levels)

Podium
4-Stories Above Grade,
4 Stories Below Grade,
Embedded Retail

2-Story Townhouses On
Podium



Source: IBI Group, 2009.

Figure II-3
Residential Option Site Plan

parking structure, terminating in a roundabout near the northern residential tower. The plaza would sit atop the roof (deck) of the central portion of the parking structure, above three levels of parking (the lower four levels of which would be subterranean, while the fifth level would be above grade). Adjacent to Shoreline Drive, an outer ring of the parking structure would also be located on the plaza level, and would include embedded townhouse residential units. Above this, additional parking would be provided within the residential building footprints. Also on this level, a broad landscaped deck would be provided on a section of the parking structure roof along the southwest edge of the parcel, where the clubhouse and an outdoor swimming pool would be located. Direct access to the parking structure interior and subterranean levels would be provided from Ocean Boulevard, Golden Shore, and Seaside Way. Elevator access to on-site uses would be available from the parking structure.

(2) Eastern Site Development and Access

Development east of Golden Shore within Parcel 3 would include a 34-story tower containing 452 residential condominium units and townhomes, 80,000 square feet of office space, 8,000 square feet of retail uses, and would provide a total of 1,040 parking spaces within a parking structure with four below-grade and four above-grade levels. Similar to the western site development, retail uses would be embedded in the podium structure, and two-story townhomes would be located on top at the podium. The development east of Golden Shore would also provide 72,098 square feet of landscaped open space, including landscaping on the roof (deck) of the parking structure.

Vehicle access to the parking structure would be via Golden Shore and Seaside Way. The development within Parcel 3 would include an eight-level parking structure, with four below-grade levels and four above-grade levels. The upper four levels of parking would form a bridge over Seaside Way. The deck of the parking structure/bridge would be developed with a swimming pool and landscaped open space to serve the proposed residential uses. Pedestrian access to the lobby of the proposed tower would be from Golden Shore, and both the vehicle and pedestrian entrances would be combined in a recessed access point along this street.

The proposed tower would be set back 80 feet from Ocean Boulevard, which would allow area for dedicated park land in accordance with Ordinance C-7848. Ordinance C-7848 established standards for Santa Cruz Park in the Downtown Shoreline Planned Development District PD-6 (Subarea 1). Pedestrian access to the proposed structure would be via the landscaped plaza on Ocean Boulevard and from the Golden Shore sidewalk. Office space would be located on the first five stories of the tower, the first four of which would also contain parking. The remainder of the 34-story tower would house residential uses.

The project site's existing two-, six-, and 14-story buildings, which collectively provide 294,003 square feet of office/retail floor area, would be demolished and removed to allow for development of the uses proposed as part of the Golden Shore Master Plan. A summary of the Residential Option, including the net increase in floor area that would result with the removal of the three existing buildings, is provided in Table II-1 on page II-12.

(3) Residential Option Building Profiles

The Residential Option would exhibit a variety of buildings heights, ranging from 19 to 40 stories. Figure II-4 on page II-13, illustrates the east-west cross-sectional profile of the project as viewed from the north, Figure II-5 on page II-14 shows the north-south project cross-section to the west from Golden Shore, and Figure II-6 on page II-15 depicts the north-south cross-section of the project to the west as viewed from east of the project site. Architectural features include FAA-required helipads incorporated into unique rooftop designs. Under the Residential Option, Parcel 1 would be developed with a 19-story office tower with a maximum height of 314 feet. Parcel 2 would include two residential high-rise buildings. The northwestern residential building would be a 40-story building with a maximum height of 453 feet above ground. The southeastern residential building would include 32 stories and reach a maximum height of 355 feet. Parcel 3 would be developed with a 34-story mixed-use (office and residential) tower, reaching a maximum height of 373 feet.

b. Hotel Option A

Hotel Option A includes the development of four high-rise buildings in the combined west and east portions of the project site, including a 40-story residential building, a 27-story mixed-use residential/hotel building (15 levels of hotel uses including 400 guest rooms and 27,000 square feet of conference and banquet facilities, with 12 levels of residential units above), a 19-story office building, and a 40-story mixed-use residential/office/retail building. Total development under the hotel option would include 1,110 residential units, 400 hotel rooms, 340,000 square feet of office space, and 27,000 square feet of retail uses, 233,672 square feet of open space, with 3,430 parking spaces. The site plan for Hotel Option A is presented in Figure II- 7 on page II-16.

(1) Western Site Development and Access

Under Hotel Option A, development west of Golden Shore within Parcels 1 and 2 would include: a 40-story tower containing 460 residential condominium units and 6,500 square feet of retail; a 27-story mixed-use residential/hotel tower with 400 guest rooms, 27,000 square feet of conference and banquet facilities, and 6,500 square feet of retail space on the first 15 levels, and residential condominiums on the upper 12 levels; and a 19-story tower containing 260,000

Table II-1

Summary of Residential Option

Building	Building Height	Residential Condominiums	Open Space	Office Space	Retail Space	Parking Spaces
West Site (Parcels 1 &2)						
North Residential	40 stories	918 units	54,756 sf	-	7,000 sf	725
South Residential	32 stories		50,704 sf	-	7,000 sf	655
Office Tower	19 stories	-	65,158 sf	260,000 sf	6,000 sf	740
<i>West Site Total</i>		<i>918 units</i>	<i>170,618 sf</i>	<i>260,000 sf</i>	<i>20,000</i>	<i>2,315</i>
East Site (Parcel 3)						
Office/Residential	34 stories	452 units	72,098 sf	80,000 sf	8,000 sf	1,040
<i>East Site Total</i>		<i>452 units</i>	<i>72,098 sf</i>	<i>80,000 sf</i>	<i>8,000 sf</i>	<i>1,040</i>
Total Project		1,370 units	242,716 sf	340,000 sf	28,000 sf	3,355

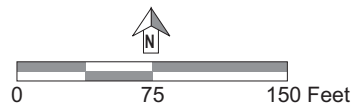
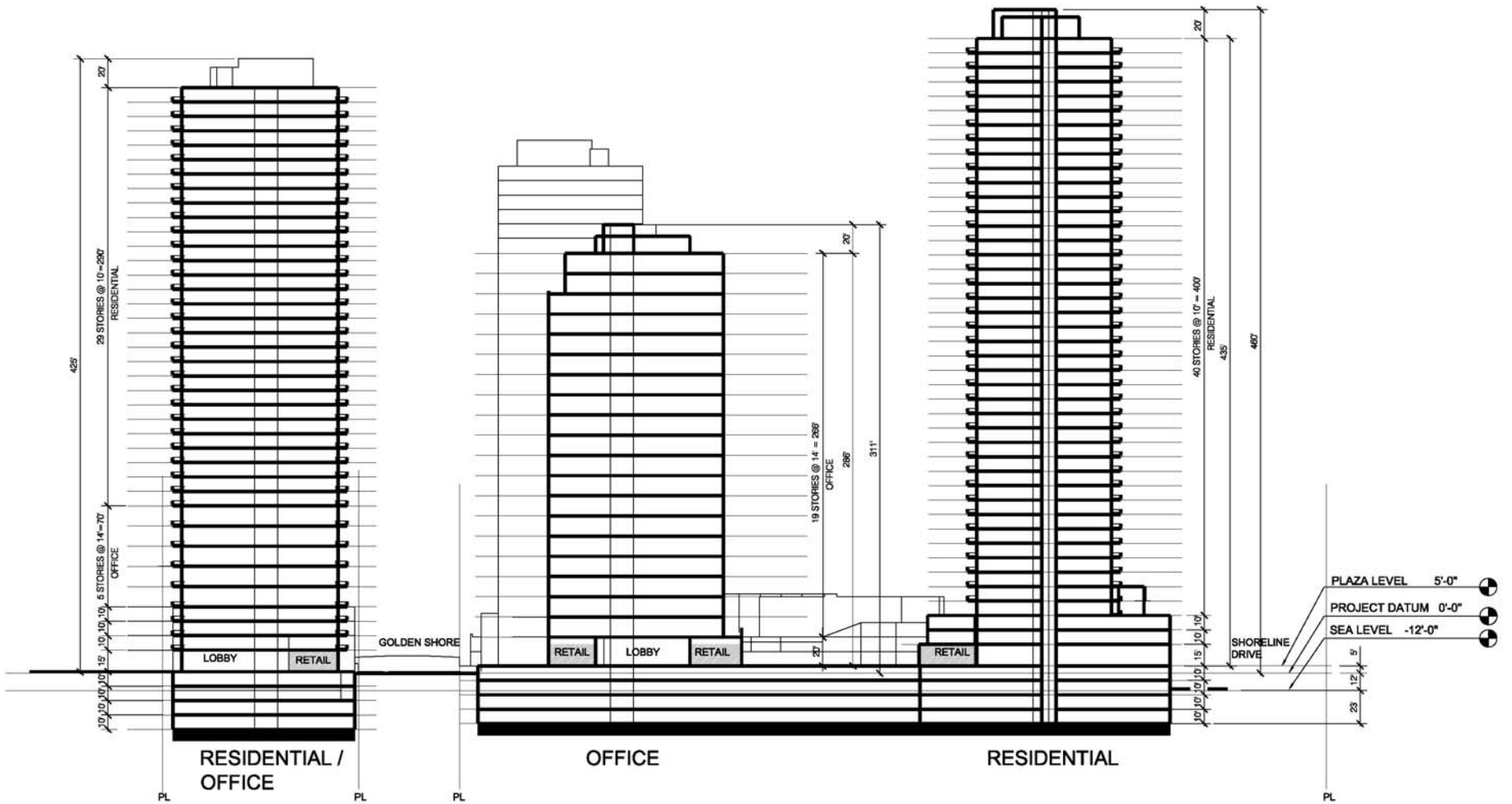
Existing Uses To Be Removed

Parcel	Building Height	Residential Condominiums	Open Space	Office Space	Retail Space	Parking Spaces
Parcels 1 & 2	2 & 6 stories	-	36,840 sf	131,636 sf	4,705 sf	557
Parcel 3	14 stories	-	19,894 sf	150,507 sf	7,155 sf	363
Total Existing			56,734 sf	282,143 sf	11,860 sf	920
Project Net Change		+ 1,370 units	+185,982	+57,857	+16,140	+2,435

Source: IBI Group, February 2009.

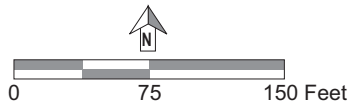
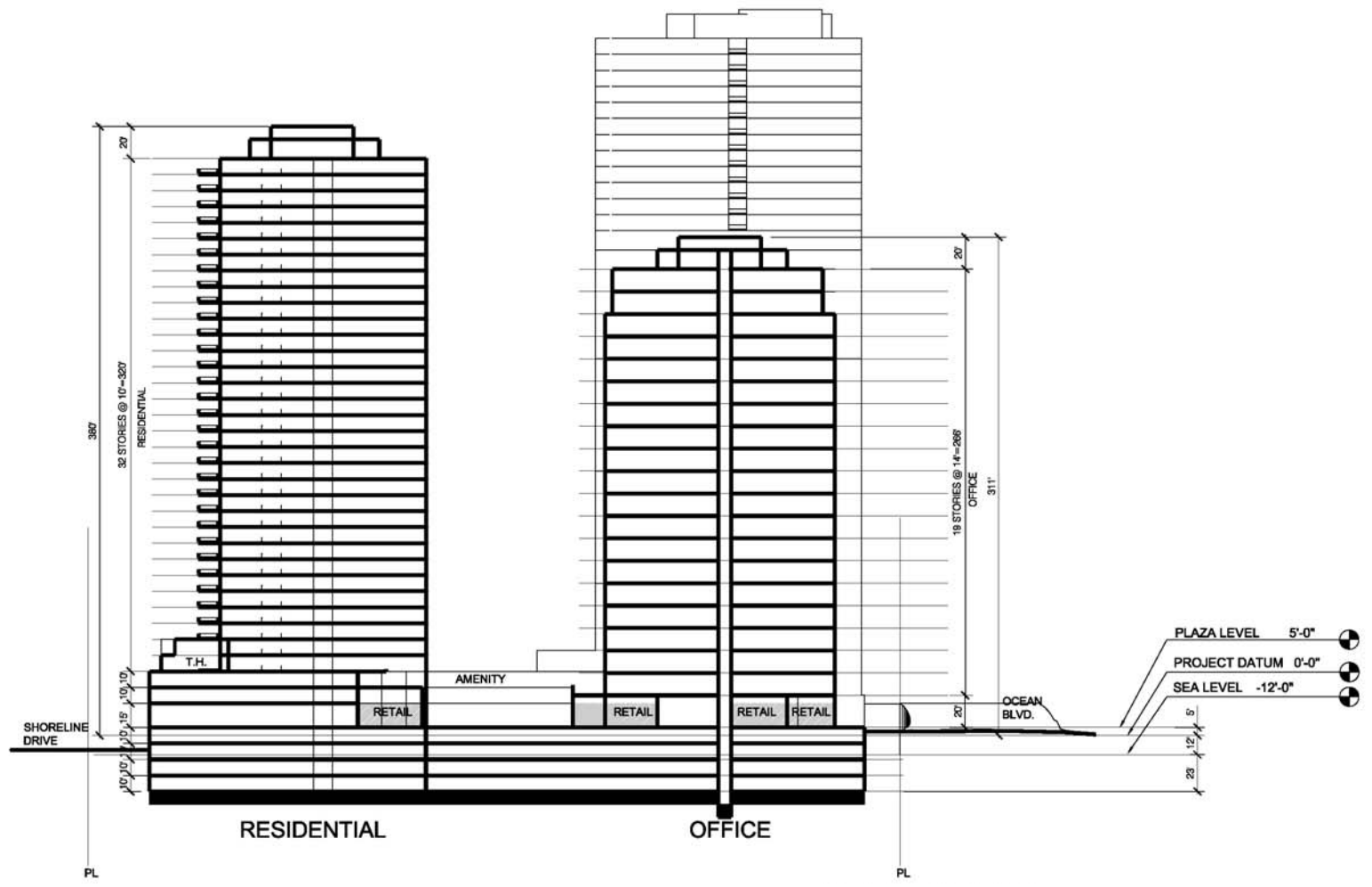
square feet of office space and 6,000 square feet of retail uses. The development in Parcels 1 and 2 includes a total of 574 residential condominium units; 3,430 parking spaces located in three above-grade and four below-grade levels; and 156,534 square feet of open space, including landscaped and recreational areas on the roof (deck) of the parking structure. The development west of Golden Shore would also incorporate a 3,825-square-foot clubhouse and pool amenity area between the residential tower and the mixed-use residential/hotel tower within Parcel 2.

As under Hotel Option A, an open plaza would be a prominent feature of the development within Parcel 2. The open plaza would form a large, central open space between the three towers, as well as provide pedestrian and vehicular access to the buildings. Pedestrian access to the lobbies of the residential tower and the residential/hotel tower would be available from the plaza, with access from the street level provided via walkways and open staircases



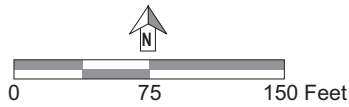
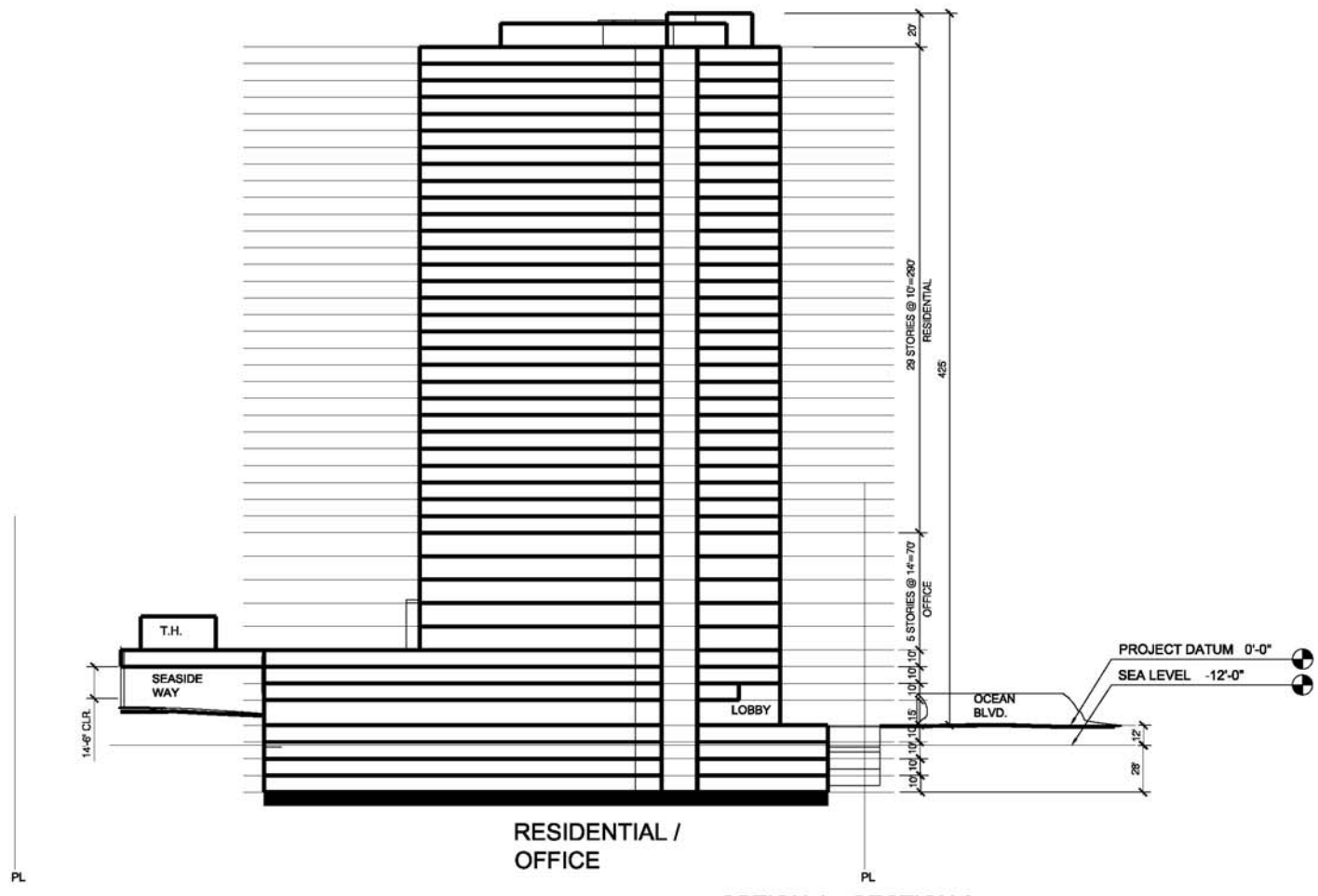
Source: ARK Architects, Inc., 2009.

Figure II-4
Residential Option
East-West Cross-Section from North



Source: ARK Architects, Inc., 2009.

Figure II-5
 Residential Option
 North-South Cross-Section
 to West from Golden Shore



Source: ARK Architects, Inc., 2009.

Figure II-6
 Residential Option
 North-South Cross-Section
 from East of the Project Site

19-Story Office Tower
Embedded Retail

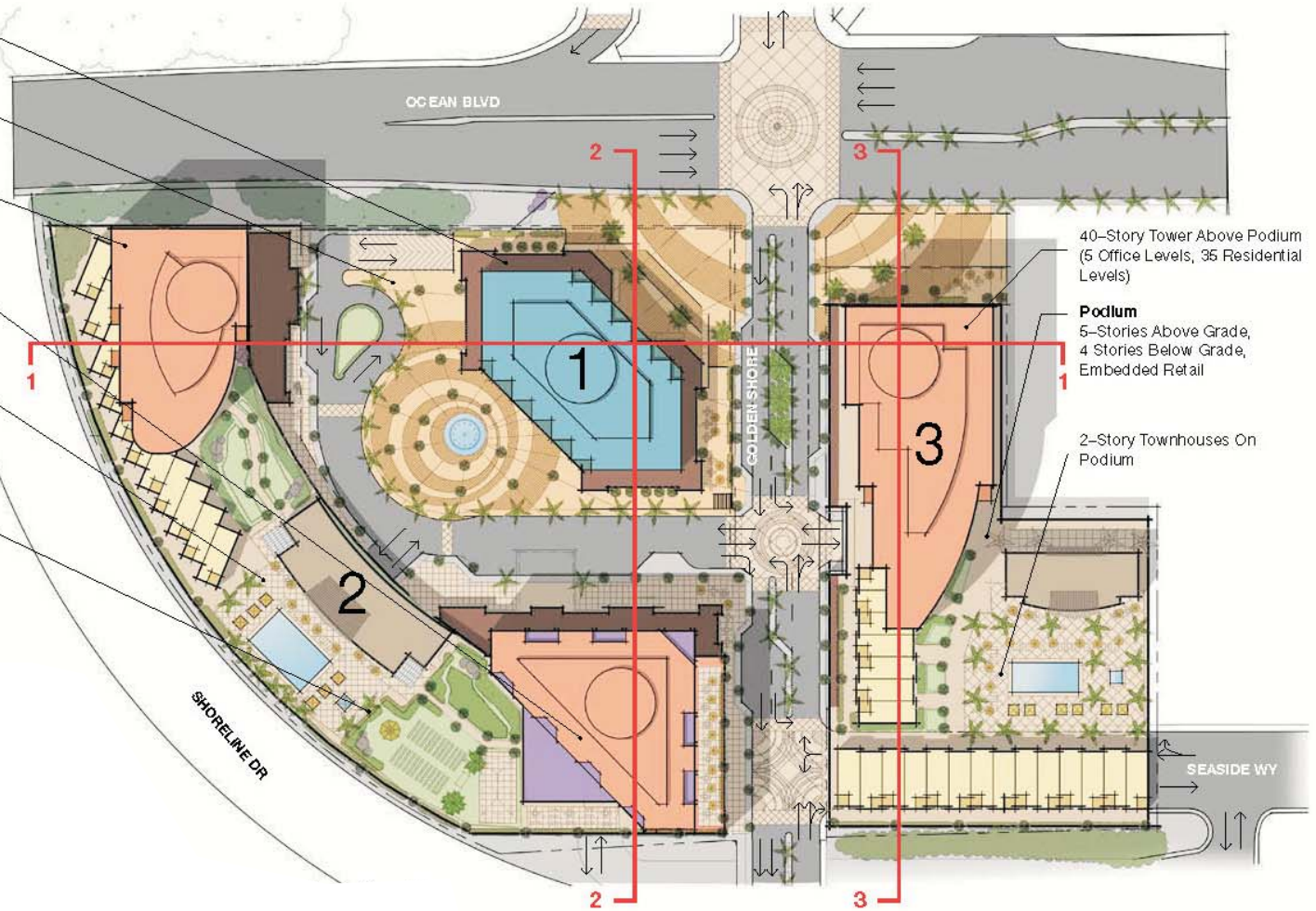
Plaza
4-Stories Below Grade
Parking

40-Story Residential
Tower Above Podium

27-Story Mixed Use
Tower Above Podium
(15 Hotel Levels, 12
Residential Levels)

Amenity Area

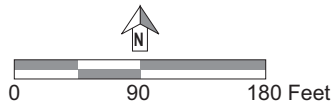
Podium
3-Stories Above Grade,
4 Stories Below Grade,
Embedded Retail At
Plaza, Embedded
Townhouses



40-Story Tower Above Podium
(5 Office Levels, 35 Residential
Levels)

Podium
5-Stories Above Grade,
4 Stories Below Grade,
Embedded Retail

2-Story Townhouses On
Podium



Source: IBI Group, 2009.

Figure II-7
Hotel Option A Site Plan

along both sides of the office tower in Parcel 1 leading from Ocean Boulevard and Golden Shore, respectively. Pedestrian access to the office tower would be at street level along Ocean Boulevard and Golden Shore. A recessed drive-through would be provided along Golden Shore to allow pedestrian pick-up and drop-off near the street entrance to the office tower.

The parking structure design and associated vehicular access would largely mimic that described for the Residential Option. A driveway to the plaza level, entered via Golden Shore, would provide access to limited guest parking in front of the mixed-use residential/hotel tower lobby, as well as to the podium parking structure, terminating in a roundabout near the residential tower. The plaza would sit atop the roof (deck) of the central portion of the parking structure, above five levels of parking (the lower four levels of which would be subterranean, with the fifth level above grade). Adjacent to Shoreline Drive, an outer ring of the parking structure would also be located on the plaza level, with townhome units embedded in the podium facing Shoreline Drive. A parking deck would be provided atop the outer ring of the parking structure, on which two-story townhomes would be located adjacent to the residential tower, as well as a broad landscaped area with the clubhouse and an outdoor swimming pool.

Direct access to the parking structure interior would be provided from Golden Shore via the internal plaza. Elevator access to on-site uses would also be available from the parking structure. A driveway located at the south edge of the parking structure would provide access via a private driveway connecting to Golden Shore immediately south of Seaside Way.

(2) Eastern Site Development and Access

The development of the eastern portion of the project site under Hotel Option A would be similar to that of the Residential Option, but development would include a 40-story tower containing 536 residential condominium units, 80,000 square feet of office space, 8,000 square feet of retail uses, and 77,138 square feet of open space area. As is the case with the Residential Option, two-story townhome units would be located on the podium deck, along with a clubhouse, landscaping, swimming pool, and recreational amenities. Under this development scenario, the development within Parcel 3 would include a nine-level parking structure, with four below-grade levels and five above-grade levels, with vehicle access via Golden Shore and Seaside Way. The upper three levels of parking would form a bridge over Seaside Way.

The project site's existing buildings would be removed to allow for development of the Golden Shore Master Plan. A summary of Hotel Option A, including the net increase in floor area that would result with the removal of the three existing buildings, is provided in Table II-2 on page II-18.

Table II-2

Summary of Hotel Option A

Building	Building Height	Residential Condos	Hotel Rooms	Open Space	Hotel Banquet/ Restaurant	Office Space	Retail Space	Parking Spaces
West Site (Parcels 1 & 2)								
North Residential	40 stories	574 units	-	51,156 sf	-	-	6,500 sf	762
Residential/ Hotel	27 stories		400	40,220 sf	27,000 sf	-	6,500 sf	763
Office Tower	19 stories	-	-	65,158 sf	-	260,000 sf	6,000 sf	740
<i>West Site Total</i>		<i>574 units</i>	<i>400</i>	<i>156,534 sf</i>	<i>27,000 sf</i>	<i>260,000 sf</i>	<i>19,000 sf</i>	<i>2,265</i>
East Site (Parcel 3)								
Office/Residential	40 stories	536 units	-	77,138 sf	-	80,000 sf	8,000 sf	1,165
<i>East Site Total</i>		<i>536 units</i>	<i>-</i>	<i>77,138 sf</i>	<i>-</i>	<i>80,000 sf</i>	<i>8,000 sf</i>	<i>1,165</i>
Total Project		1,110 units	400 rooms	233,672 sf	27,000 sf	340,000 sf	27,000 sf	3,430 spaces

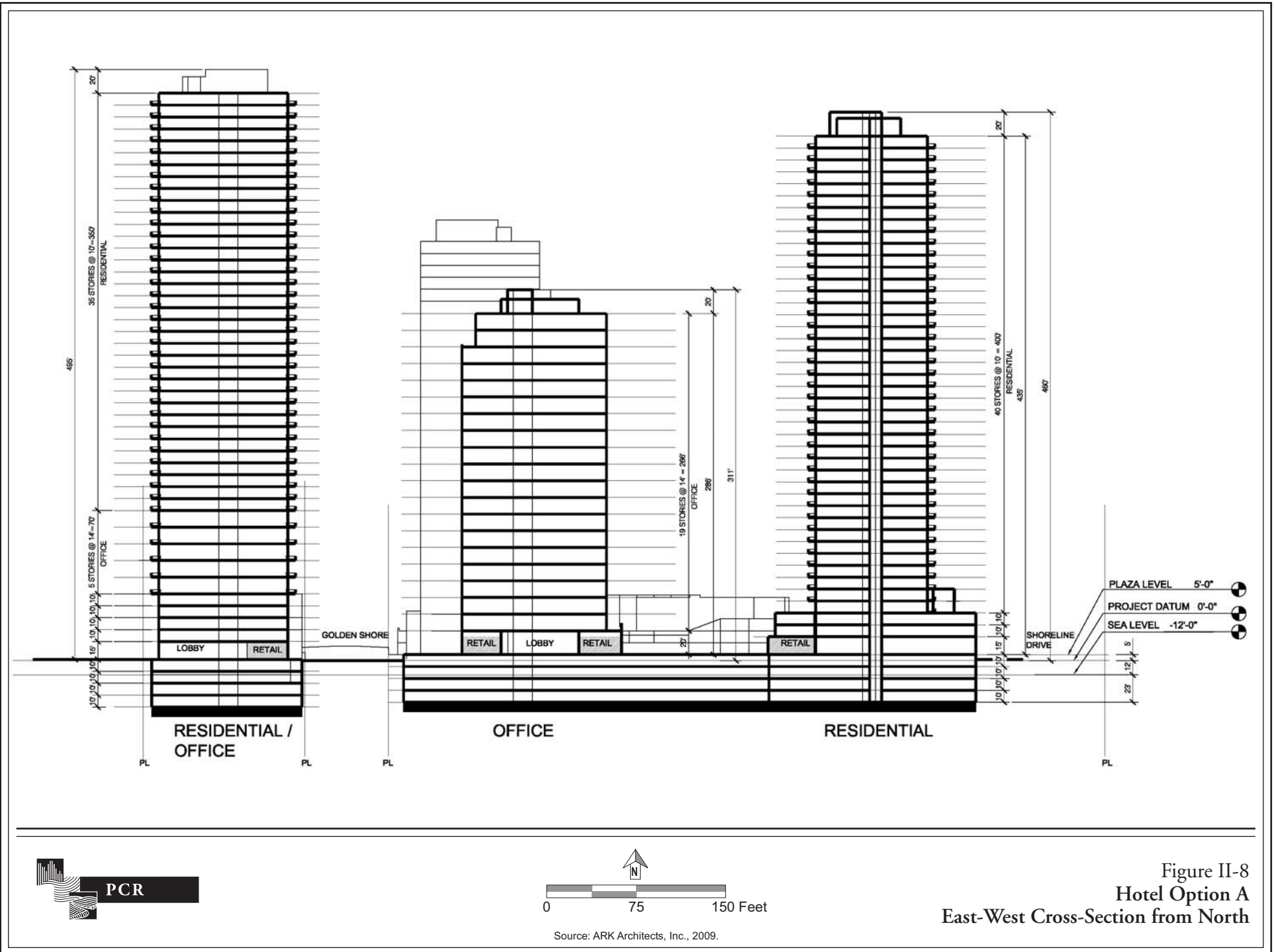
Existing Uses To Be Removed

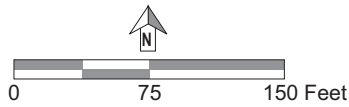
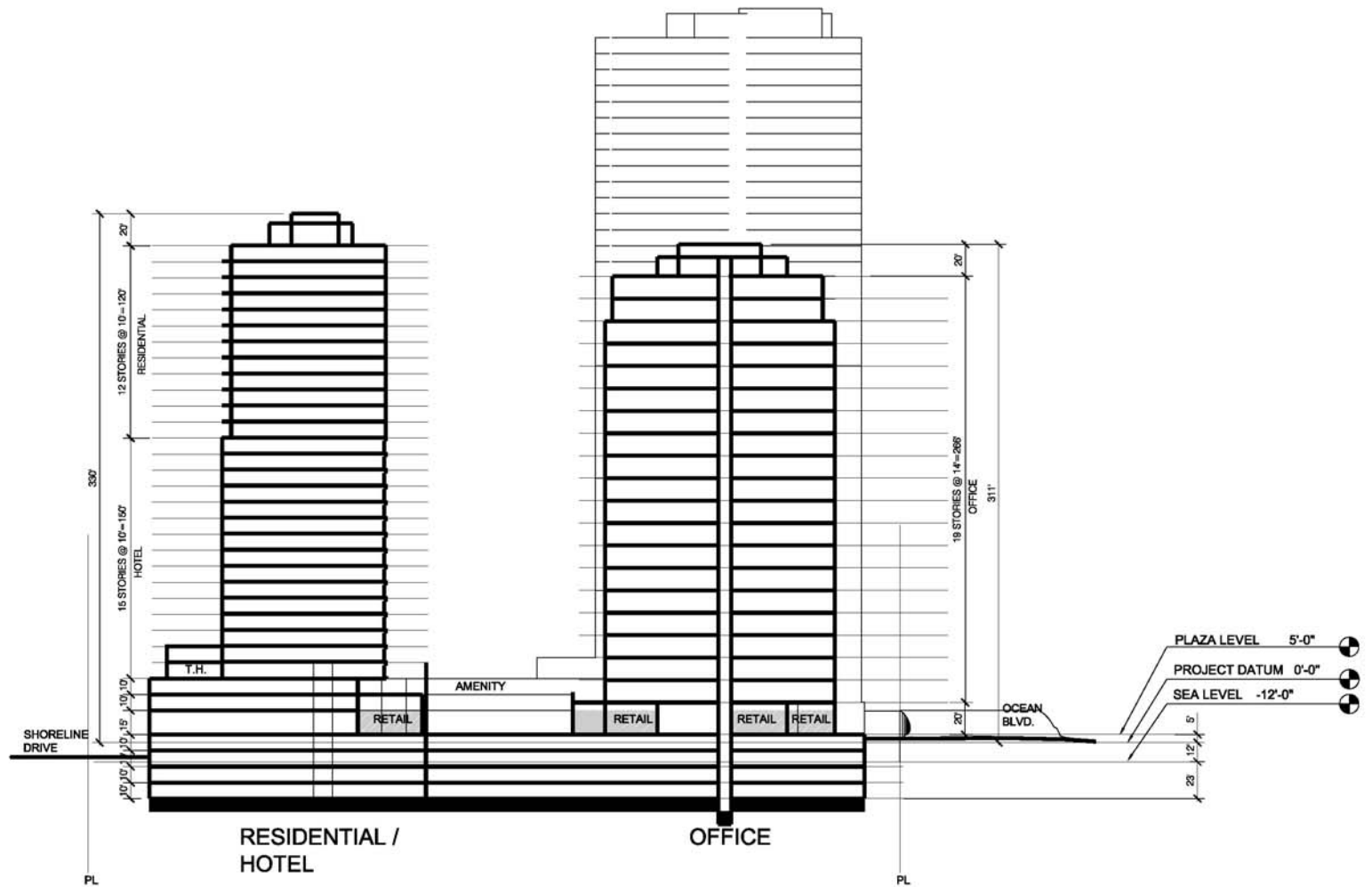
Building	Building Height	Residential Condos	Hotel Rooms	Open Space	Hotel Banquet/ Restaurant	Office Space	Retail Space	Parking Spaces
Parcels 1 & 2	2 & 6 stories	-	-	36,840 sf	-	131,636 sf	4,705 sf	557
Parcel 3	14 stories	-	-	19,894 sf	-	150,507 sf	7,155 sf	363
Total Existing		-	-	56,734 sf	-	282,143 sf	11,860 sf	920
Project Net Change		+ 1,110 units	+ 400 rooms	+176,938 sf	+27,000 sf	+57,857	+15,140	+2,510 spaces

Source: IBI Group, February 2009.

(3) Hotel Option A Building Profiles

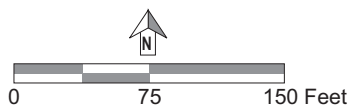
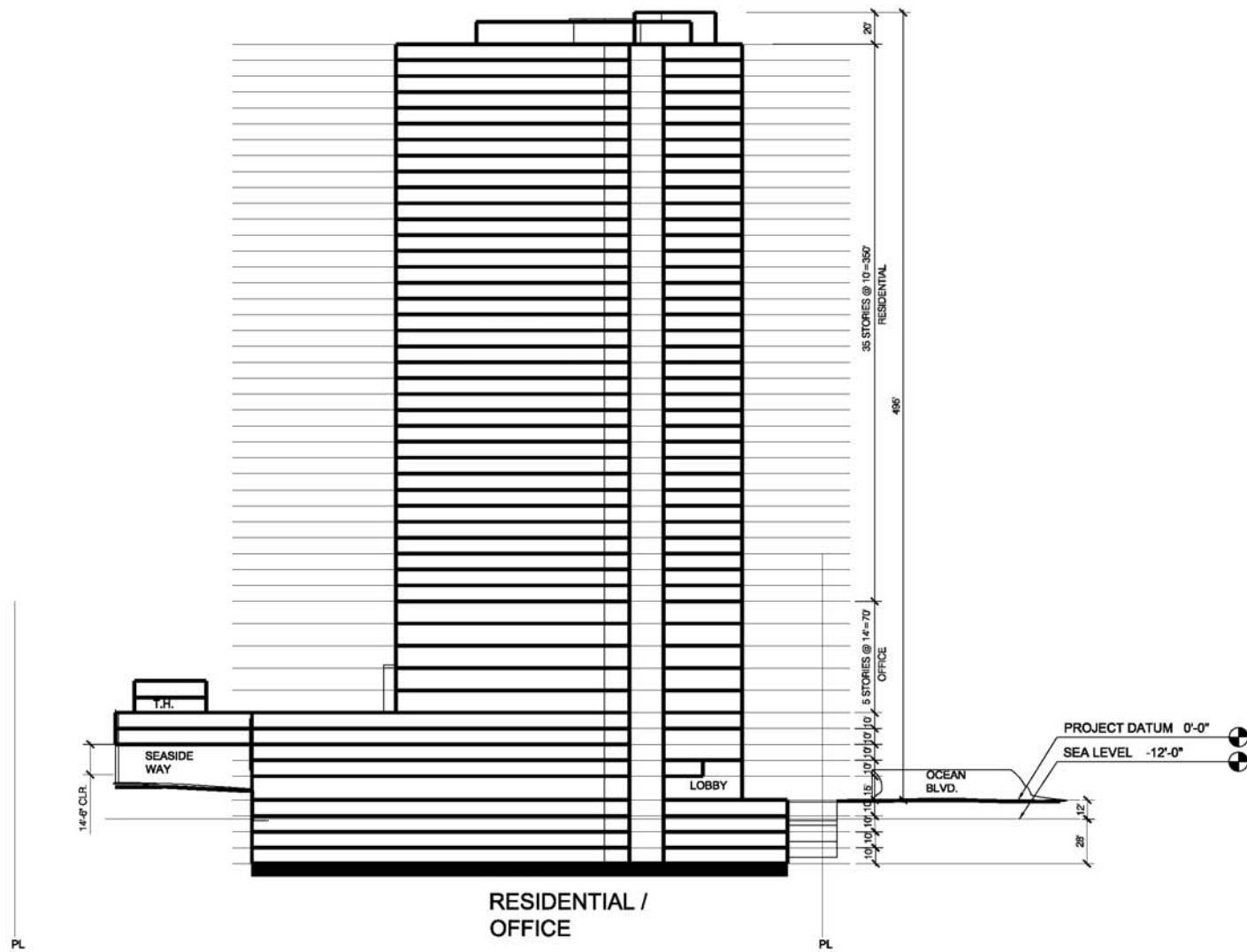
Hotel Option A would exhibit a variety of buildings heights, ranging from 15 to 40 stories. Figure II-8 on page II-19, illustrates the east-west cross-sectional profile of the project as viewed from the north, Figure II-9 on page II-20 shows the north-south project cross-section to the west from Golden Shore, and Figure II-10 on page II-21 depicts the north-south cross-section of the project to the west as viewed from east of the project site. Architectural features include FAA-required helipads incorporated into unique rooftop designs. Under Hotel Option A, Parcel 1 would be developed with a 19-story office tower with a maximum height of 314 feet. The northwestern building to be developed on Parcel 2 would be a 40-story residential tower with a maximum height of 453 feet above ground. The southeastern building on Parcel 2 would





Source: ARK Architects, Inc., 2009.

Figure II-9
 Hotel Option A
 North-South Cross-Section
 to West from Golden Shore



Source: ARK Architects, Inc., 2009.

Figure II-10
 Hotel Option A
 North-South Cross-Section
 from East of the Project Site

include 27 stories and reach a maximum height of 323 feet. Parcel 3 would be developed with a 40-story building with office and residential uses, reaching a maximum height of 433 feet.

c. Hotel Option B

Hotel Option B includes the development of four high-rise buildings in the combined west and east portions of the project site, including a 24-story residential building, a 36-story mixed-use residential/hotel building (15 levels of hotel uses including 400 guest rooms and 27,000 square feet of conference and banquet facilities, with 21 levels of residential units above), a 19-story office building, and a 40-story mixed-use residential/office/retail building. Total development under Hotel Option B would include 1,110 residential units, 400 hotel rooms, 340,000 square feet of office space, 27,000 square feet of retail uses, and 232,951 square feet of open space area with 3,430 parking spaces. The site plan for Hotel Option B is presented in Figure II-11 on page II-23.

(1) Western Site Development and Access

Under Hotel Option B, development west of Golden Shore within Parcels 1 and 2 would include: a 24-story tower containing residential condominium units; a 36-story mixed-use residential/hotel tower with 400 guest rooms and 27,000 square feet of conference and banquet facilities on the first 15 levels, and residential condominiums on the upper 21 levels; and a 19-story tower containing 260,000 square feet of office space and 6,000 square feet of retail uses. The development in Parcels 1 and 2 includes a total of 574 residential condominium units; 3,430 parking spaces located in three above-grade and four below-grade levels; and 155,813 square feet of open space, including landscaped and recreational areas on the roof (deck) of the parking structure. The development west of Golden Shore would also incorporate a 3,825-square-foot clubhouse and pool amenity area between the residential tower and the mixed-use residential/hotel tower within Parcel 2.

As under Hotel Option B, an open plaza would be a prominent feature of the development within Parcel 2. The open plaza would form a large, central open space between the three towers, as well as provide pedestrian and vehicular access to the buildings. Pedestrian access to the lobbies of the residential tower and the residential/hotel tower would be available from the plaza, with access from the street level provided via walkways and open staircases along both sides of the office tower in Parcel 1 leading from Ocean Boulevard and Golden Shore, respectively. Pedestrian access to the office tower would be at street level along Ocean Boulevard and Golden Shore. A recessed drive-through would be provided along Golden Shore to allow pedestrian pick-up and drop-off near the street entrance to the office tower.

19-Story Office Tower
Embedded Retail

Plaza
4-Stories Below Grade
Parking

36-Story Mixed-Use
Tower, 15 Hotel Levels
& 21 Residential Levels
Above Podium

24-Story Residential
Tower Above Podium

Amenity Area

Podium
3-Stories Above Grade,
4 Stories Below Grade,
Embedded Retail At
Plaza, Embedded
Townhouses

2-Story Townhouses
On Podium

OCEAN BLVD

GOLDEN SHORE

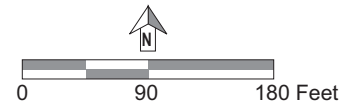
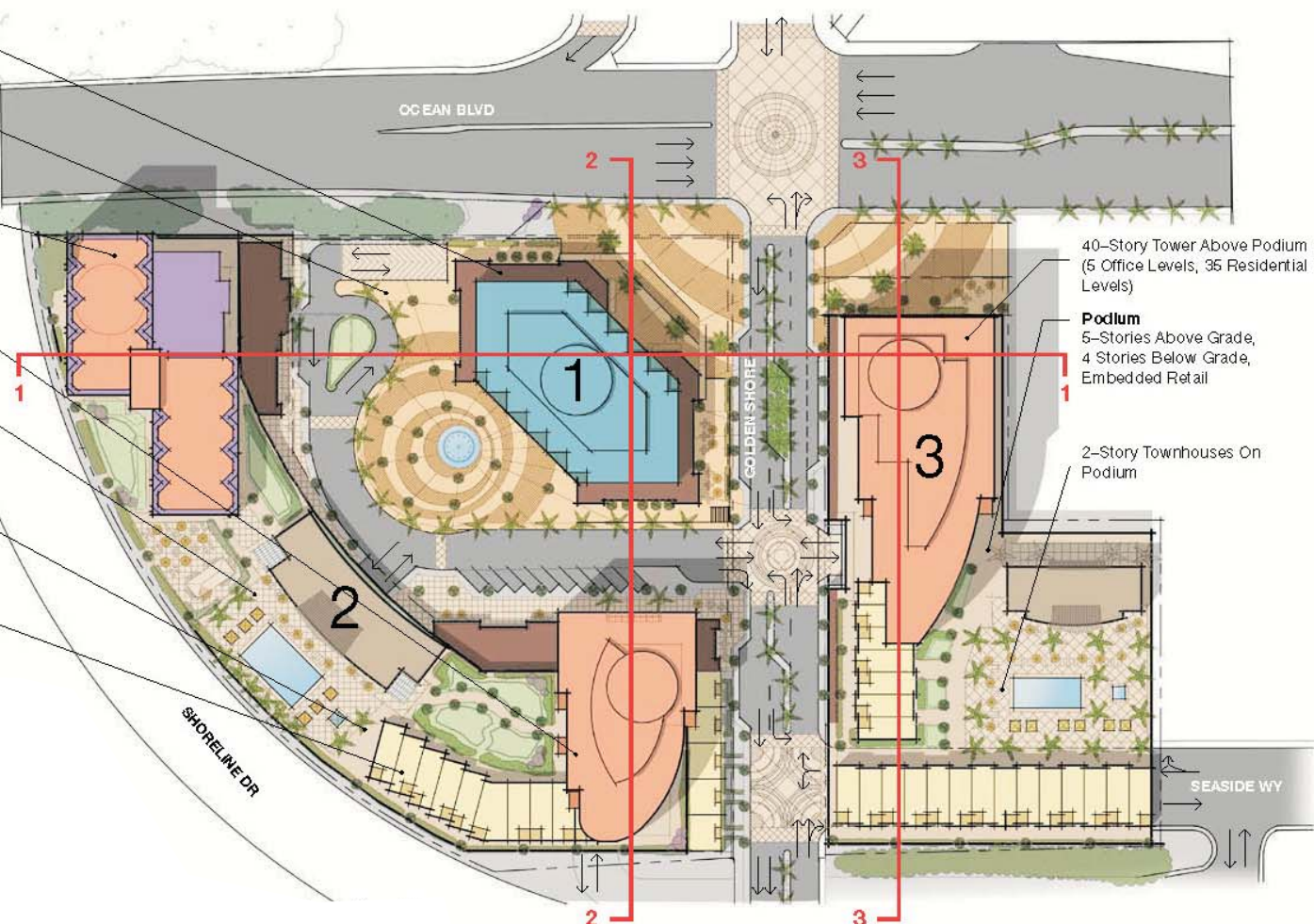
SHORELINE DR

SEASIDE WY

40-Story Tower Above Podium
(5 Office Levels, 35 Residential
Levels)

Podium
5-Stories Above Grade,
4 Stories Below Grade,
Embedded Retail

2-Story Townhouses On
Podium



Source: IBI Group, 2009.

Figure II-11
Hotel Option B Site Plan

The parking structure design and associated vehicular access would largely mimic that described for the Residential Option. A driveway to the plaza level, entered via Golden Shore, would provide access to limited guest parking in front of the residential tower lobby, as well as to the podium parking structure, terminating in a roundabout near the mixed-use residential/hotel tower. The plaza would sit atop the roof (deck) of the central portion of the parking structure, above five levels of parking (the lower four levels of which would be subterranean, with the fifth level above grade). Adjacent to Shoreline Drive, an outer ring of the parking structure would also be located on the plaza level, with townhome units embedded in the podium facing Shoreline Drive. A parking deck would be provided atop the outer ring of the parking structure, on which two-story townhomes would be located adjacent to the residential tower, as well as a broad landscaped area with the clubhouse and an outdoor swimming pool.

Direct access to the parking structure interior would be provided from Golden Shore via the internal plaza. Elevator access to on-site uses would also be available from the parking structure. A driveway located at the south edge of the parking structure would provide access via a private driveway connecting to Golden Shore immediately south of Seaside Way.

(2) Eastern Site Development and Access

The development of the eastern portion of the project site under Hotel Option B would be identical to that of Hotel Option A. As is the case with the Residential Option, two-story townhome units would be located on the podium deck, along with a clubhouse, landscaping, swimming pool, and recreational amenities, which would total 77,138 square feet of open space area. Under this development scenario, the development within Parcel 3 would include a nine-level parking structure, with four below-grade levels and five above-grade levels, with vehicle access via Golden Shore and Seaside Way. The upper three levels of parking would form a bridge over Seaside Way.

The project site's existing buildings would be removed to allow for development of the Golden Shore Master Plan. A summary of Hotel Option B, including the net increase in floor area that would result with the removal of the three existing buildings, is provided in Table II-3 on page II-25.

(3) Hotel Option B Building Profiles

Hotel Option B would exhibit a variety of buildings heights, ranging from 15 to 40 stories. Figure II-12 on page II-26, illustrates the east-west cross-sectional profile of the project as viewed from the north, Figure II-13 on page II-27 shows the north-south project cross-section to the west from Golden Shore, and Figure II-14 on page II-28 depicts the north-south cross-section of the project to the west as viewed from east of the project site. Architectural features

Table II-3

Summary of Hotel Option B

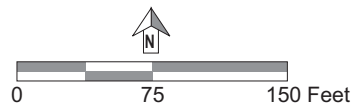
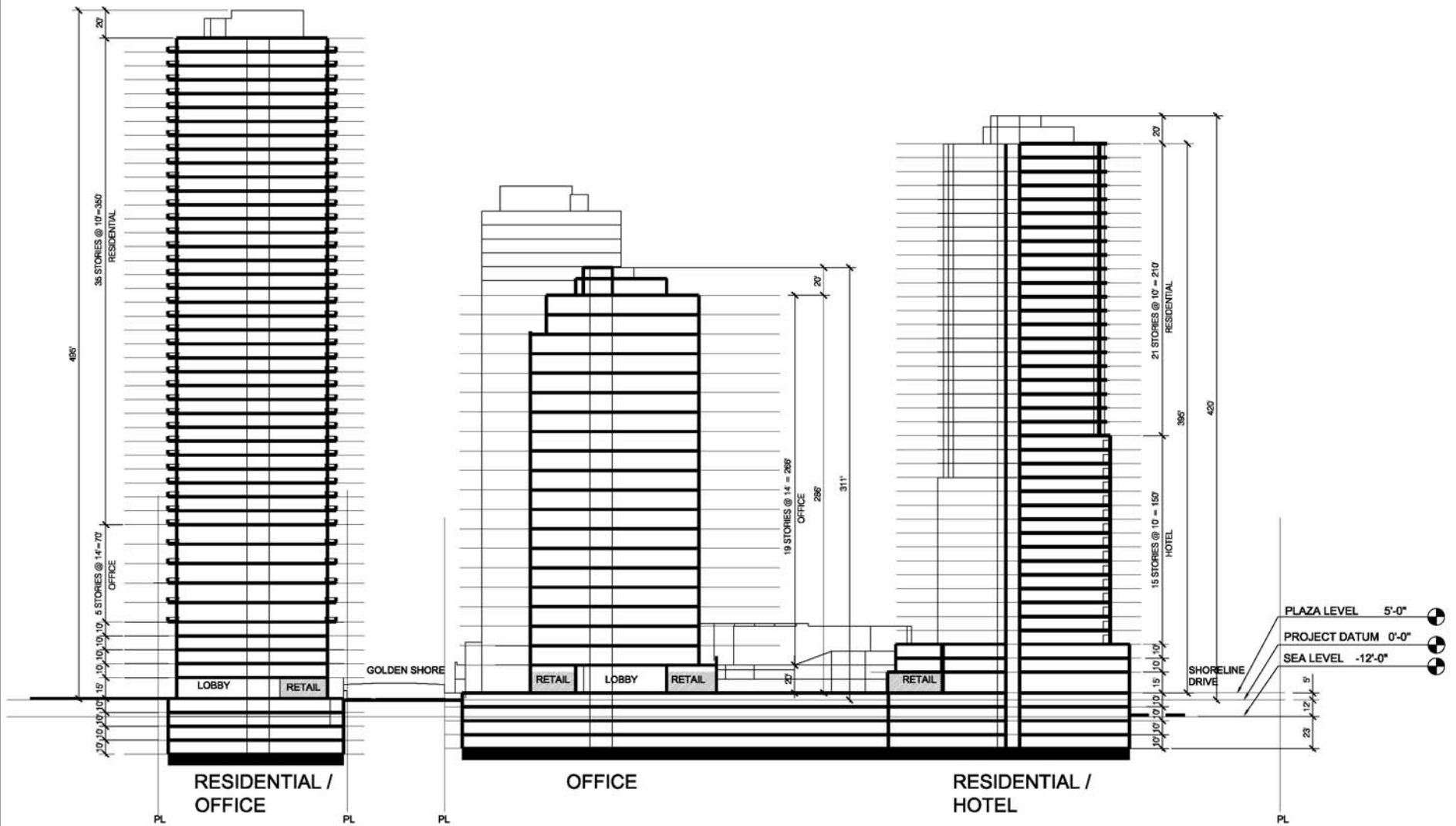
Building	Building Height	Residential Condos	Hotel Rooms	Open Space	Hotel Banquet/ Restaurant	Office Space	Retail Space	Parking Spaces
West Site (Parcels 1 & 2)								
Residential/Hotel	36 stories	574 units	400	45,831 sf	27,000 sf	-	6,500 sf	762
South Residential	24 stories		-	44,824 sf	-	-	6,500 sf	763
Office Tower	19 stories	-	-	65,158 sf	-	260,000 sf	6,000 sf	740
<i>West Site Total</i>		<i>574 units</i>	<i>400</i>	<i>155,813 sf</i>	<i>27,000 sf</i>	<i>260,000 sf</i>	<i>19,000 sf</i>	<i>2,265</i>
East Site (Parcel 3)								
Office/Residential	40 stories	536 units	-	77,138 sf	-	80,000 sf	8,000 sf	1,165
<i>East Site Total</i>		<i>536 units</i>		<i>77,138 sf</i>		<i>80,000 sf</i>	<i>8,000 sf</i>	<i>1,165</i>
Total Project		1,110 units	400 rooms	232,951 sf	27,000 sf	340,000 sf	27,000 sf	3,430 spaces

Existing Uses To Be Removed

Building	Building Height	Residential Condos	Hotel Rooms	Open Space	Hotel Banquet/ Restaurant	Office Space	Retail Space	Parking Spaces
Parcels 1 & 2	2 & 6 stories	-	-	36,840 sf	-	131,636 sf	4,705 sf	557
Parcel 3	14 stories	-	-	19,894 sf	-	150,507 sf	7,155 sf	363
Total Existing				56,734 sf		282,143 sf	11,860 sf	920
Project Net Change		+ 1,110 units	+ 400 rooms	+176,217 sf	+27,000 sf	+57,857	+15,140	+2,510 spaces

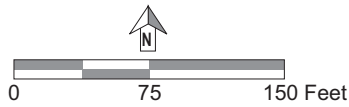
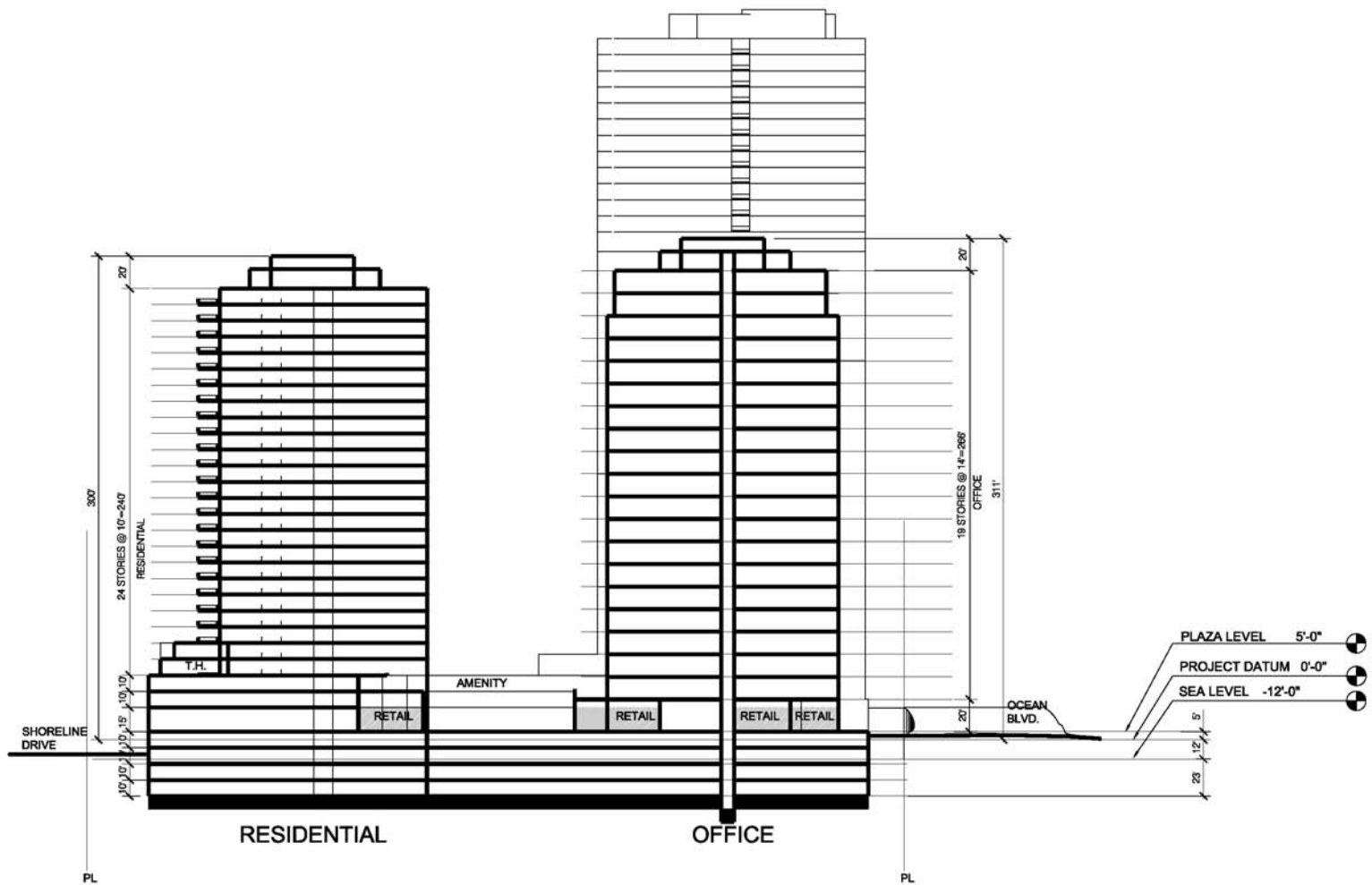
Source: IBI Group, February 2009.

include FAA-required helipads incorporated into unique rooftop designs. Under Hotel Option B, Parcel 1 would include a 19-story office tower with a maximum height of 314 feet. Parcel 2 would include a 36-story building with hotel and residential uses at the northwestern portion of the parcel, with a maximum height of approximately 418 feet. The southeastern residential building would include 24 stories and reach a maximum height of 275 feet. Parcel 3 would be developed with a 40-story mixed-use tower, reaching a maximum height of 433 feet.



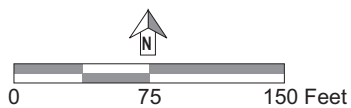
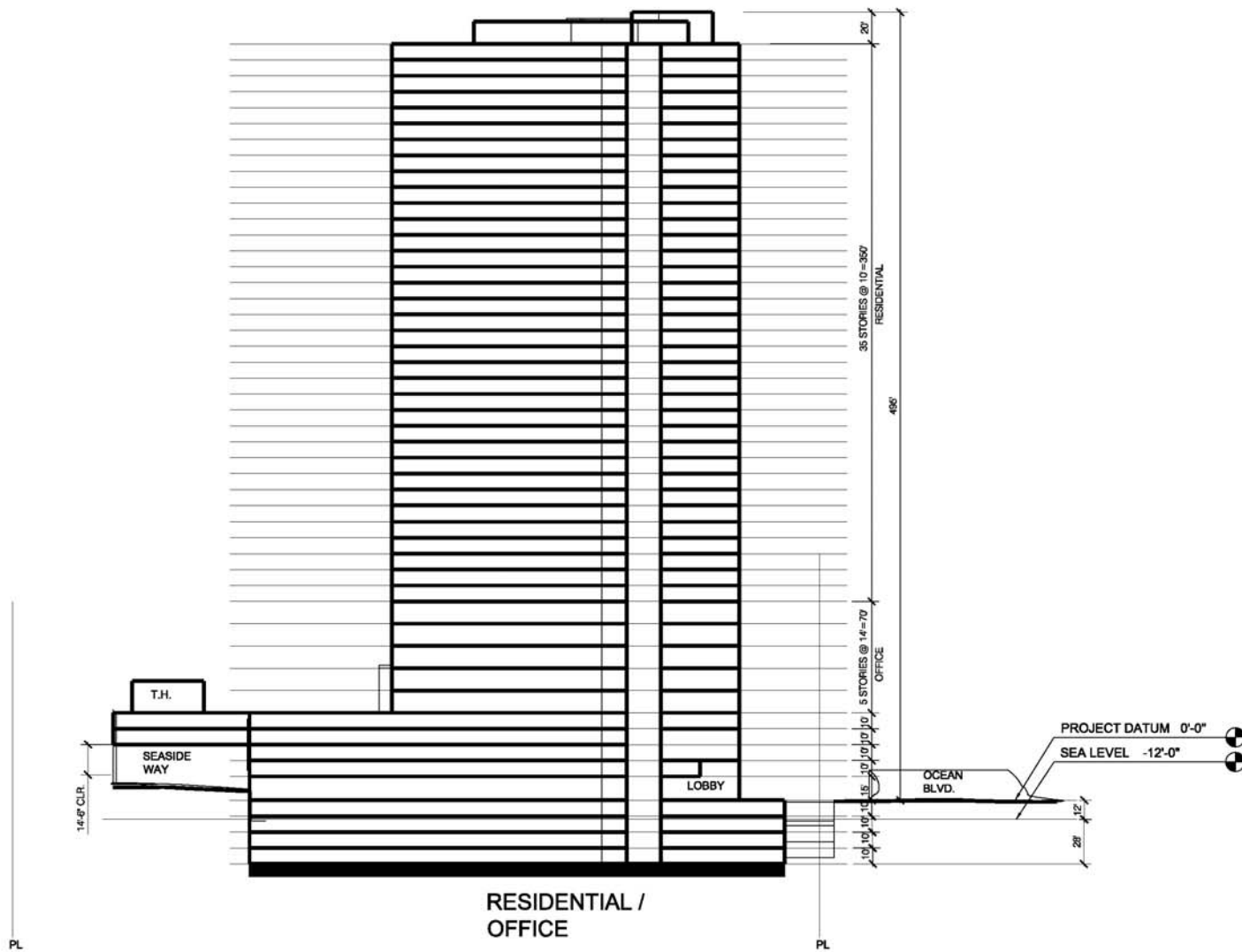
Source: ARK Architects, Inc., 2009.

Figure II-12
 Hotel Option B
 East-West Cross-Section from North



Source: ARK Architects, Inc., 2009.

Figure II-13
 Hotel Option B
 North-South Cross-Section
 to West from Golden Shore



Source: ARK Architects, Inc., 2009.

Figure II-14
 Hotel Option B
 North-South Cross-Section
 from East of the Project Site

F. CONSTRUCTION/PHASING

It is anticipated that construction would commence with Phase One, the office tower located west of Golden Shore at Ocean Boulevard. Construction activities are expected to commence in mid-2011. Phase Two would encompass the balance of the site west of Golden Shore and Phase Three will be east of Golden Shore. It is anticipated that all construction would not be completed prior to 2018. Construction activities would be phased and include demolition of the existing structures, grading and excavation activities, building construction, and building finishes and interior work. Construction is expected to require excavation and export of approximately 12,000 to 15,000 cubic yards of soil.

G. PROJECT APPROVALS

Implementation of the proposed Golden Shore Master Plan project would require the following permits, amendments, and/or approvals:

- Amendment of the Long Beach Downtown Shoreline Planned Development (PD-6), Subarea 1;
- Amendment of the Long Beach Local Coastal Program regarding designated land use in Subarea 1 of PD-6;
- Site Plan Review;
- Tentative Tract Map;
- Development Agreement;
- Demolition, grading, foundation, and building permits;
- Haul route(s) approval, as necessary;
- Permits for curb cuts, sidewalk reconfiguration, and other street and sidewalk improvements; and
- Any additional actions as may be determined necessary.