

PENNYLANE MEETINGS

SUMMATION:

Beginning in January 2014, Bastion has presented the Project to the surrounding communities at 10 different meetings, including:

- The Mar Vista Neighborhood Council MVNC (1);
- The Del Rey Neighborhood Council (4);
- The Del Rey Residents Association (3);
- Local Neighborhood outreach meetings (2) (contacting all residents and property owner within a 500' radius) in conjunction with Culver City

As a result of these meetings and working with Culver City Planning a number of elements had been added to the Project, including:

- Increased traffic improvements to Washington Boulevard, including a signalized left turn lane at Washington and Inglewood;
- A pedestrian crossing at Atlantic and Washington;
- Changes in the architectural design including significantly increased architectural treatment of the Louise Avenue frontage and the southern exposure of the building (facing into Los Angeles);
- Increased building setbacks along Washington Boulevard, including a more pronounced retail plaza in the middle of the Washington Boulevard frontage in order to provide more building relief as well as increased pedestrian circulation;
- Increased retail parking ratios and limitations on retail uses so as to not exacerbate the parking conditions of the surrounding residential neighborhood.

The current design of the Project was the culmination of all the comments we had received in these Community Meetings and meetings with Culver City.

1/5/2014 – Del Rey Neighborhood Association

Approximately 24 people attended this regularly scheduled meeting of the DRNA

Conceptual design of the Project was presented. Issues raised were:

Traffic – The left turn lane on northbound Inglewood onto westbound Washington was discussed – residents remarked that the lane was not long enough to meet the queuing in the lane during rush hours. Bastion said they would raise this issue with Culver City Traffic.

Parking – Parking in the multi-family neighborhood south of the Project was described as problematic during the evening hours. This a result of the combination of many of the multi-family buildings in the area being older and under-parked, commercial vehicles parking on the residential streets overnight and both commercial and personal vehicles parking in the neighborhood for extended periods (days). A property owner in the area said that they are working with LA Parking enforcement to better monitor on-street parking in the area.

We discussed the parking provided at the Project, particularly the retail and guest parking at-grade.

2/20/2014 – Del Rey Neighborhood Council – PLUM Committee

Dominic Hong of TDA Associates represented Bastion in presenting the Project to the DRNC.

In attendance were 6 PLUM committee members and 2 neighbors (8 total). Comments received from the DRNC were that the building façade on Washington Boulevard was too massive – they would like more relief and setbacks along this elevation. The Board raised concerns on the circulation of the parking for both the residential and retail (at grade) parking areas, specifically questioning the residential entry/exit off of Louise and the Inglewood Boulevard left turn out/left turn into the at grade parking area. Board members inquired as to the jurisdictional and approval process between Culver City and Los Angeles.

Since the Project was still in the schematic design phase, we would work with Culver City and Los Angeles to address these concerns.

4/10/2014 – Del Rey Neighborhood Council Board of Directors

Approximately 35 people attended the regularly scheduled Board of Directors Meeting of the DRNC.

The Project was presented to the Board of Directors of the DRNC. Integrating solar power into the Project raised by a member of the Board. They were informed that the Project would comply with the Culver City Solar Power Program, including the LA portion of the Project.

No additional comments were made.

3/6/2014 – Culver City Community Meeting

Most of the attendees – (a total of 32 attended exclusive of the Project team and yourself) - were LA residents, with 8 living in Mar Vista (on Atlantic Avenue or were

residents north of the Oval) and 10 residents of Del Rey, mostly in the neighborhoods just south of the Project Representatives from both the Del Rey Neighborhood Council (Jonathon Neumann), the and Mar Vista Neighborhood Council Steve Wallace were also present. Four Culver City residents - the Patels who own and operate the Roadway-inn across the street, Alan Corlin, and (I think) one additional resident on Atlantic (I believe it was Gary Zsombor).

Traffic:

One issue raised by the representative of the Del Rey Neighborhood Council was the effect of the residential parking garage access off of Louise St. We should note that this is considered the front yard of the LA portion of the Project and access to the residential parkade off of Louise was dictated by LA planning and traffic departments. We spoke to our traffic engineer and he stated that in fact Louise has the capacity to handle the residential parkade. I am getting our traffic engineer together with Jonathan and we'll go through traffic and parking for the Project.

Parking:

With regard to parking, we did explain that our retail is parked to a higher standard (4/1000) and that there was ample metered parking in the front of the Project (virtually all of which is now unused) along Washington which, owing to the fact that the Project spans almost the entire frontage of the block (450 linear feet), patrons of the Project will almost entirely utilize. We did discuss the potential for a shared parking program at the on-grade level. We have 52 retail parking spaces and 12 residential guest parking spaces

As to residential parking, we pointed out that we are to code in Culver City (2.25 spaces per unit). In LA we are to code (we have 49 1 bedroom units with 49 spaces), and owing to our processing the Project through SB 1818, we are not required to provide guest parking. The Del Rey Neighborhood Council representative made mention of this and this is something we will discuss further with him, however he was aware of how a shared parking program (as I describe above) would work and seemed receptive to the idea that this could address this issue.

Washington/Atlantic Pedestrian Crossing;

Owing to a recent accident involving a pedestrian crossing Washington the residents north of Washington requested a cross walk of some type at Atlantic and Washington be made part of the Project. We informed the residents that we discussed with Culver City Traffic performing a pedestrian study of Washington to determine if one is "warranted". I spoke to Barry Kurtz Thursday morning and he described the thresholds required for a crosswalk to be deemed "warranted". It

seems to be a high threshold to reach the level of a crosswalk being "warranted", so this will remain an open and much debated topic as we go forward.

I did discuss that as part of our Project cost related to the Community Benefits Program administered by Culver City, we will contribute an additional approx. \$450,000 in Community Benefits fee to construct a raised, landscaped median stretching from Atlantic to Atlantic and our hope is to improve the median in such a way as to dissuade pedestrians from dashing across this stretch of Washington (approximately where the recent fatality occurred). We pointed out that the Community Benefit fee is positioned to help solve the currently existing issues surrounding Washington Boulevard. Combined with the \$265,000 we have already deposited with Culver City related to our Marcasel Project, that's over \$700,000 to fix what's broken in the area.

Density:

As to the overall scale of the Project, the total number of units in the Project (97) was overwhelming to a few people. We did remind them a number of times that the Project is designed to the respective applicable zoning codes and the density of the Project is a function of the Project's large site area - 1.35 acres. We also reminded them that the overall density (unit count) of the Project is consistent with the surrounding neighborhood of the proposed Project that permits a similar density to the Project (LA-R3). The density is consistent with a recently completed residential project and another that is under construction one block behind us (on Courtleigh Ave.)

6/2/2014 - Del Rey Neighborhood Association

Approximately 18 people attended this regularly scheduled meeting of the DRNA.

This was a follow-up to initial meeting with the DRNA. More refined Project drawings were presented.

Topics discussed included the consideration of a pedestrian crosswalk at Atlantic and Washington. We discussed the viability of a lengthened left turn lane on Inglewood at Washington, an issue that was raised in our previous meeting with the DRNA. Based on our discussions with Culver City Traffic and our traffic engineer, the issue with lengthening the left turn pocket rested with LADOT. As to whether it was viable, we were informed that the street did have the width to accommodate a lengthened left turn lane, but that doing so would eliminate most of the on-street parking on Inglewood between Washington and Louise. There was also some question as to whether it was warranted. We referred this issue to LADOT.

Parking was discussed again. We raised the idea of a managed parking program for our on-grade parking. We proposed allowing residential guests to park over night (when residential parking demand is greatest) in some of the retail parking spaces

and conversely allowing some retail parking to park in the residential guest spaces during the day-time hours (when retail parking demand is greatest).

There was some discussion of the architectural treatment of the south facing elevation, with the general sentiment that the architectural treatment of this face of the Project not being very interesting.

11/20/2014 - Del Rey Neighborhood Council PLUM Committee

7 people were in attendance, 5 members of the PLUM Committee and 2 residents. Issues discussed were:

Traffic:

The issue was raised regarding the capacity of Louise Ave to handle the traffic load from the residential element of our Project. The Project Traffic Engineer (Bob Matson of RBF) made the following comment:

“Louise Avenue between Inglewood Boulevard and Kensington Road can carry approximately 1,600 vehicles per hour.

The project will load approximately 50 trips in the am peak hour & approximately 61 trips in the pm peak hour to Louise Avenue. Those project trips will split on either side of the project driveway. So for example, if the half the trips load east to/from the driveway and half the trips load west to/from the driveway, approximately 25 trips would load east to/from the driveway in the am peak hour and approximately 25 trips would load west to/from the driveway in the am peak hour. These 25 trips equate to an average of approximately one vehicle every three minutes in the am peak hour, which would not be expected to negatively affect traffic on Louise Road, nor would it likely be perceptible to people on Louise Avenue unless they watched for cars on Louise Avenue for period of over six minutes to see an average of 2 cars drive by in that six minute period.”

Building Height (Los Angeles Portion)

The following is the e-mail response to Jonathon Neumann, President of the DRNC regarding building height:

“With regard to the height of the Project on the (LA) C-2 zone, we were working on trying to vault the ceilings on the top floor (for drama). If the 73' height causes you too much heartburn we can reduce the overall height on the C-2 portion of the Project to 66'. Again please note, and as I'm sure you can appreciate, that we have to design the Project to meet the LA zoning code in both the C-2 and R-3 zones. As a consequence we are limited to a max of 45' in the R-3 zone Owing to our retail

podium being 16' to the top of the deck, we can only fit in an additional 2 levels of residential in the R-3 zone, - we would be about 2' too high to have a third residential level) requiring us to push the residential up an extra floor in the C-2 zone (at an extra cost since we are now a type 3 structure). We can't use the height bonus since we are required to use our on-menu items for carrying the open space requirement into the Culver City portion of the development and our need to cross over the R-3 portion of the property into the C-2 zone. Again, as I am sure you can appreciate, the C-2 zone gives us both benefits and obstacles that we must navigate. (Note: the height of the Los Angeles portion of the Project was reduced to 66').

I briefly described the residential having a 0' setback on the north LA PL (facing into the Culver City CG zone). Speaking to our architect, since our ground level is a commercial use (Parking for the retail element) we are allowed a 0' set-back per Greg Schoup of LA Planning."

Pedestrian Crosswalk:

At issue was the potential for a cross-walk at Atlantic Ave. and Washington Blvd. Speaking to Culver City Traffic, by law a person can legally cross a street at an intersection whether striped or not. Culver City Engineering is of the opinion that cross walks should be signalized - simple striping gives a pedestrian a false sense of security (the right of way) and in the current environment of cell phones, texting, ear plugs etc. this will lead to more car on pedestrian accidents. Having said this I again mentioned both the neighborhoods desire to have a crosswalk at this intersection and they said they would review and consider this question again.

12/16/2014 - Mar Vista Neighborhood Council

Approximately 22 people attended this regularly scheduled meeting of the MVNC PLUM Committee.

After the Project was presented to the meeting, the utilization of the LA Density Bonus program was discussed, including the on-menu and off-menu items that were being used in return for providing 4 low-income units as part of the Project.

An attendee inquired as to whether any persons would be displaced by the Project. We stated that there were no residential tenants currently on the Project site and that the proposed 97 units would be net new units into the market.

Traffic was discussed, with the west bound Washington left turn lane onto Inglewood discussed. Although the traffic report did not mention this turning movement as an issue, we stated that we would look into this intersection with Culver City Traffic (note: after discussions with Culver City Traffic we have agreed to install a left turn arrow at this intersection).

1/5/2014 – Del Rey Neighborhood Association

Approximately 14 people attended a regularly scheduled meeting of the DRNA.

Progress on the design and surrounding infrastructure improvements were presented. The design of the southern exposure side was questioned, with many DRNA members stating they thought the architecture was inadequate. We stated that we would give more attention to this elevation of the Project.

1/15/2015 – Del Rey Neighborhood Council

Approximately 7 people were in attendance for a regularly scheduled meeting of the DRNC PLUM Committee meeting.

Discussions were principally about the height of the Los Angeles portion of the Project, Traffic and Parking.

As to the height of the Los Angeles portion of the Project the chair of the DRNC PLUM Committee allowed that since the zoning allowed for a structure of this height he could not object the height of the Project. The PLUM Committee did feel, however, that the off-site improvements (landscaped median, pedestrian crosswalk, left turn signal) made a part of the Project were for the benefit of Culver City and that what improvements were being made for the benefit of the City of Los Angeles and Del Rey residents.

We informed the DRNC PLUM Committee that we the Project's immediate impact was on the immediately surrounding streets and intersections, and that the "front door" of the Project was on Washington Blvd and so the emphasis of our off-site improvements should address those areas. We further informed them that we did not view the off-site improvements as benefitting one City or another, but benefitting our entire neighborhood. We reminded them that owing to our location, we have many different interested constituencies, including the residents of Culver City, the neighborhoods of Mar Vista (represented by the Mar Vista Neighborhood Council), the neighborhoods of Del Rey (represented by the DRNC as well as the Del Rey Neighborhood Association). The offsite improvements we are effecting were to the benefit of all these constituencies even though they were located primarily in Culver City.

9/1/2015 – Del Rey Neighborhood Association

Approximately 20 persons attended a regularly scheduled DRNA meeting.

The new Project design was introduced. Traffic, and parking were discussed in light of the traffic improvements that were being made as a part of the Project.

The DRNA paid particular attention to the South (Los Angeles) elevation of the Project. While they were appreciative of the greater design emphasis given to this elevation, a member of the Association questioned the height of the parapet on the Los Angeles building.

10/9/2015 – Culver City Community Meeting

Approximately 2,104 Meeting notices were sent to the surrounding Community.

E-mail invitations were sent out to Elizabeth Pollack (President, Del Rey Neighborhood Association), Jonathon Neumann (President, Del Rey Neighborhood Council), Steve Wallace (President, Mar Vista Neighborhood Council PLUM Committee) and Chris Peterson (Field Deputy, LA Councilman Bonin's Office)

The meeting was attended by a total of 19 person comprised as follows:

Pennylane Project Team – 4 persons

Culver City Residents/Business owners – 3

Mar Vista Residents – 5

Del Rey Residents – 4

Culver City Staff – 1

Representative of Councilman Mike Bonin - 1

LA Housing Representative – 1

Issues discussed during the Community Meeting were:

Project Design:

During the meeting the Project design and massing were discussed with the residents. While height and density were raised as concerns among some of the

attendees, we advised them that the Project met the applicable respective zoning codes in both Los Angeles and Culver City, the Project was consistent in height and density with the surrounding LA R3-1 zoning in the immediate neighborhood; and the Project was consistent in height and density with the five (5) recently completed or under construction residential apartment Projects located immediately south of the Project.

Parking:

A Los Angeles resident living immediately to the south commented on the shortage of on-street parking in the evenings. As in previous meetings, we discussed the current parking conditions in the area south of the Project; that the lack of on-street parking at night in the neighborhood was caused by the older (1960's and 1970's) vintage apartment buildings parked well below current Los Angeles and Culver City zoning codes coupled with a number of commercial trucks and vans parking in the area overnight. We advised the residents that this was an issue that the Del Rey Residents Association (Los Angeles) was studying and working with LA Parking enforcement and Councilman Bonin's office to address.

We pointed out that unlike much of the surrounding neighborhood, the Project is parked to the current respective zoning codes of both Los Angeles and Culver City, and that moreover at the direction of Culver City we were parking the commercial/retail portion of the Project to a 4/1000 sf parking ratio vs. a 3/1000 parking ratio as the Culver City Mixed-use Ordinance provides for, allowing for an additional 16 on-site parking spaces. In addition, at the direction of Culver City we were designating our retail element as "Shopping Center" rather than "Neighborhood Center", the ramification being that retail uses in the Project were more limited in type and square footage, particularly restaurant uses, to ensure that the commercial parking would be captured on-site and on the metered parking spaces on Washington Boulevard (which are largely unused today).

Traffic:

We reported the findings of the traffic report generated under the guidance of Culver City traffic engineers, that is that there were no significant traffic impacts as a result of the redevelopment of the property. In our discussion of the traffic report, we made a number of observations, including the Memorandum of Understanding (MOU) directing the methodology of the traffic report was prepared by Culver City and reviewed and approved by the Los Angeles Department of Transportation (LADOT); the finalized traffic report and its findings were reviewed and approved by both Culver City and LADOT; that the methodology of Culver City was more conservative than that of LADOT, particularly since no credit is given by Culver City for existing uses (and the trips generated by them) on the Property, as LADOT provides for.

Additional intersections in the general area surrounding the Project were discussed, with various attendees opining on the design and reduced functionality during peak traffic periods. We reminded those who proposed new intersection designs and mitigation measures that these intersections were existing conditions unrelated to our Project; that our traffic study did not indicate that the Project would significantly impact those intersections; and that redesigning a single intersection usually results in unintended consequences at other nearby intersections and so the entire surrounding traffic pattern needed to be studied (as outlined in our MOU with the City).

We further pointed out that even though the Project was deemed to have no significant traffic impacts we had agreed with Culver City that we would improve the intersection of Washington and Inglewood with a left turn arrow for westbound traffic on Washington, and that we would install a pedestrian crossing on Washington at Atlantic Avenue.

Neighborhood Gentrification:

A resident of Los Angeles and her daughter (occupying an apartment in the block immediately behind the Project) raised the issue of the “gentrification” of the area. They expressed a fear of being displaced by the new residential development the immediate area is now experiencing. The daughter made the observation that she liked that her neighborhood was predominately Hispanic and did not want to see “others” attracted to the neighborhood.

We responded that our development site currently has only office and retail space and no residential apartments, so the redevelopment site would not displace any current residents of the area. The redevelopment of the site would in fact add 97 net new units to the area, including 4 very low-income units and lower priced studio and one bedroom units, increasing the available housing stock in the area. We also pointed out that the retail element of the Project would create jobs in the immediate neighborhood. Finally, we pointed out that since she and her mother rented an apartment in a building constructed pre-1973 and, as they were long time renters in the building, they were covered under the Los Angeles rent stabilization ordinance whereby their rent was only subject to annual 2% increases.

We also confirmed with the Los Angeles Director of Housing that the Property currently had no residential occupants and that consequently no resident would be displaced by the redevelopment of the Property, and that in fact the redevelopment of the Property would create 97 net new residences.

Community Meetings:

A resident of Mar Vista with a home in the “Oval” neighborhood stated that he was unaware of the Project until our Community Meeting Notice was sent to him and he was disappointed that more community outreach was not made.

We advised him that we had presented the Project at eight (8) previous meetings (this was our ninth (9th) with the Mar Vista Neighborhood Council (2), the Del Rey Neighborhood Council (3) the Del Rey Residents Association (2) as well as a local Neighborhood outreach meeting (contacting all residents and property owner within a 500' radius) in conjunction with Culver City in February of 2014. As a result of these meetings and working with Culver City Planning a number of elements had been added to the Project, including increased traffic improvements to Washington Boulevard, including a left turn lane at Washington and Inglewood and a pedestrian crossing at Atlantic and Washington, changes in the architectural design including significantly increased architectural treatment of the Louise Avenue frontage and the southern exposure of the building, increased building setbacks along Washington Boulevard, including a more pronounced retail plaza in the middle of the Washington Boulevard frontage in order to provide more building relief as well as increased pedestrian circulation; increased retail parking ratios and limitations on retail uses so as to not exacerbate the parking conditions of the surrounding residential neighborhood. We concluded that the current design of the Project was the culmination of all the comments we had received in these Community Meetings and meetings with the City.

A resident of Mar Vista (Lew McAdams) spoke up and stated that while he generally opposes new Projects of this size and scale, this was the third Project by Bastion Development that he had reviewed and attended a Community Meeting for and he appreciated Bastion's past and efforts to work with the Community.