

ATTACHMENT B
CONDITIONS OF APPROVAL

1. Where conflicts between the Development Agreement (DA), the Specific Plan, or the conditions discussed herein exist, then the DA shall take precedent. If it is unclear the Director of Economic Development and Planning shall have the authority to interpret and provide direction.
2. A Specific Plan approval is valid and in effect and granted pursuant to the provisions of Title 19 of the Commerce Municipal Code and shall be valid only on the property for which it was granted and only for the improvements for which it is granted and further, shall continue to be valid upon change of ownership of the property or any lawfully existing building or structure on the property.
3. Applicant shall construct the Community Element, including the Parcel-Specific Infrastructure specific to the Community Element, and the Off-Site Improvements as outlined in the DA. Capitalized terms not otherwise defined in these conditions of approval shall be as defined in the DA.
4. All conditions shall be binding upon the applicants, their successors and assigns; shall run with the land; shall limit and control the issuance and validity of certificates of occupancy; and shall restrict and limit the construction, location, and use and maintenance of all land and structures within the development.
5. Prior to the issuance of the grading permit for the remediation, the applicant shall have commenced discussions with Caltrans for road improvements at the intersection of Gage Avenue and Slauson Avenue. Prior to issuance of the first certificate of occupancy, applicant shall have received any needed approval from Caltrans of the plans for road improvements at the intersection of Gage Avenue and Slauson Avenue.
6. The applicant shall make available a name and contact number of person(s) that will be tasked with overseeing and answering any questions, concerns, or complaints that individuals may have regarding on-going construction activities at the subject site. This name and number shall be placed in a conspicuous outward facing location for those in the general area to see.
7. The applicant shall work with both the City and all applicable non-city agencies to seek permission to establish a new driveway access to the northernmost portion of the site, and either through Slauson Avenue or Telegraph Road.
8. During construction, all roadways shall be kept open to traffic unless temporary closures are required for installation of off-site improvements. A traffic control plan and measures will be in place when roadway work is required.
9. All roads directly adjacent to the subject site used to access the site during construction shall be swept/and or watered as needed to reduce fugitive dust from the proposed project site.

10. The property shall be developed and maintained in a neat, quiet, and orderly condition in compliance with the City's Municipal Code and construction guidelines and operated in a manner so as not to be detrimental to adjacent properties and occupants.
11. Contractors and subcontractors engaged in the construction activities of the project shall obtain a business license and all required permits from the City of Commerce.
12. A truck haul route shall be prepared and made available to staff. This report shall also be subject to the review and approval of the Public Works Department.
13. The operation must comply with all pertinent South Coast Air Quality Management District (SCAQMD) regulations, if applicable.
14. All required permits by all permitting agencies shall be obtained for operation of said use and any construction associated with the subject request.
15. Construction activities shall be permitted between the hours of 7:00 a.m. to 6:00 p.m. Monday through Saturday.
16. Storage of onsite materials related to construction activities shall be contained within the project. Materials for off-site improvements will be stored securely adjacent to the work being performed.
17. If applicable, the applicant is responsible to work with Caltrans in obtaining any necessary permits that are subject to authority and review. This includes, but is not limited to signage, road improvements, and road network adjustments.
18. If required by Caltrans, all LED signage shall dim during evening and overnight hours to limit the glaring as seen from the Freeway.
19. The applicant shall demonstrate how this proposal is in compliance with Division 23, Section 19.37.710, Art in Public Places.
20. A minimum of 2,223 parking spaces shall be provide at all times. In the event of a change, the applicant shall notify the City in writing of the intent to replace/reduce the number of parking spaces.
21. All parking areas shall be clearly identified. The surface parking area must be striped to clearly indicate the location and extent of vehicle parking, maneuvering areas, and drive aisles.
22. If the Director of Economic Development and Planning determines that a situation detrimental to the public health, safety, and welfare has arisen due to the subject operation based on substantial evidence and in accordance with the City's Municipal Code, the Director may require changes to the operation,

additional studies to be undertaken, and the implementation of additional measures to protect the public's interest.

23. The project will be required to comply with all programs adopted by the City for the reduction of solid waste.
24. The Director of Economic Development and Planning shall have the authority to initiate proceedings to suspend, revise or revoke the entitlements, including these conditions of approval, pursuant to the procedures set forth in the City's Municipal Code.
25. The operation must comply with all pertinent South Coast Air Quality Management District (SCAQMD) regulations. The applicant and future tenants shall be required to obtain all pertinent operating permits from the SCAQMD. Proof of permits or proof of exemption shall be provided prior to issuance of a building permit from the City of Commerce.
26. The applicant, and the contractors, must adhere to all requirements governing the handling, removal, and disposal of asbestos-containing materials, lead paint, and other hazardous substances and materials that may be encountered during demolition. The applicant must obtain all regional agency approval, with copies provided to the Chief Building Official if so requested prior to the issuance of any demolition or grading permits. Documentation as to the amount, type of, and evidence of the disposal of materials to an appropriate hazardous material landfill site shall be provided to the Chief Building Official if so requested prior to the issuance of a Certificate of Occupancy.
27. A City of Commerce Business License, if required, shall be obtained and renewed as required by the City of Commerce for all uses within the project site.
28. The Director of Economic Development and Planning Services is authorized, if requested by the applicant, to make minor modifications to the approved plans or any of the conditions if such modifications shall achieve substantially the same results as would strict compliance with said plans and conditions.
29. The applicant shall return a signed and notarized Affidavit of Acceptance of Conditions within fifteen (15) days following the final project approval.
30. All construction drawings and plans, including the project's landscaping plans, must be submitted for review and approval pursuant to the City's standard plan check and permitting processes, or as otherwise provided in the Development Agreement. Changes to the plans may be required to meet the standards and all applicable requirements of the City of Commerce and other reviewing agencies.
31. All requirements and conditions set forth in the Specific Plan document shall be implemented, including those related to infrastructure. This includes, but are

not limited to, undergrounding all utility lines (if permitted by the applicable utility companies) serving the project and any offsite installation of curbs, sidewalks, street and driveway paving, and street lighting.

32. Development associated with this approval shall be in substantial compliance with the approved Specific Plan and all plans (site plan, landscape plan, elevations, and alike) contained therein.
33. Amendments to the Specific Plan shall be processed in the manner required for a general plan amendment, as set forth in Division 6 of Chapter 19.39 of the Commerce Municipal Code.

Building and Safety

34. The second sheet of building plans is to list all City of Commerce conditions of approval and to include a copy of the Planning Commission Decision letter. This information shall be incorporated into the plans prior to the first submittal for plan check.
35. *Except as required to carry out the Remedial Action Plan (RAP) approved by Los Angeles Regional Water Control Board (RWQCB) or any RWQCB-approved remedial design implementation plans (RDIP) associated with the RAP, the City will not issue building permits to Applicant for vertical construction of the parking structure until the RWQCB accepts a Completion Report verifying completion of the RAP for any portion of the site covered by the building permit.*
36. School District Fees shall be paid to the School District in compliance with California Education Code Section 17620(b).
37. Fees shall be paid to the County of Los Angeles Sanitation District prior to issuance of the building permit for vertical construction.
38. Approval is required from the Los Angeles County Health Department for restaurants.
39. Approval is required from the Los Angeles County Health Department for food handling and/or storage.
40. Applicant shall prepare and submit suggested addressing and unit numbers to Building Official prior submitting plans for plan review , and an application to assign unit numbers shall be filed with Building Division prior to plan check submittal.
41. In accordance with paragraph 5538(b) of the California Business and Professions Code, plans are to be prepared and stamped by a licensed architect.

42. Structural calculations prepared under the direction of an architect, civil engineer or structural engineer shall be provided.
43. A geotechnical and soils investigation report is required, the duties of the soils engineer of record, as indicated on the first sheet of the approved plans, shall include the following:
 - a) Observation of cleared areas and benches prepared to receive fill;
 - b) Observation of the removal of all unsuitable soils and other materials;
 - c) The approval of soils to be used as fill material;
 - d) Inspection of compaction and placement of fill;
 - e) The testing of compacted fills; and
 - f) The inspection of review of drainage devices.
44. The owner should if feasible retain the soils engineer preparing the Preliminary Soils and/or Geotechnical Investigation accepted by the City for observation of all grading, site preparation, and compaction testing. Observation and testing shall not be performed by another soils and/or geotechnical engineer unless the new engineer is accepted by the Public Works Department.
45. A grading and drainage plan shall be approved prior to issuance of the building permit for vertical construction. The grading and drainage plan shall indicate how all storm drainage including contributory drainage from adjacent lots is carried to the public way or drainage structure approved to receive storm water.
46. Redevelopment project with land disturbing activity that would result in the replacement of 5,000 square feet or more of impervious surface area on an already developed site on Planning Priority Project categories shall comply with Low Impact Development ("LID") requirements per City Ordinance.
47. Foundation inspection will not be made until the excavation has been surveyed and the depth of the footings has been determined to be in accordance with the approved plans by a deputy inspector or structural engineer licensed by the State of California. THIS NOTE IS TO BE PLACED ON THE FOUNDATION PLAN IN A PROMINENT LOCATION.
48. Electrical plan check is required.
49. Mechanical plan check is required.
50. Plumbing plan check is required.
51. Plumbing fixtures shall be provided as required by the Chapter 4 of the California Plumbing Code. Additional fixtures may be required if not in compliance.
52. Project shall comply with the CalGreen Nonresidential mandatory requirements.
53. Project shall comply with the CalGreen Residential mandatory requirements.

54. No form work or other construction materials will be permitted to encroach into adjacent property without written approval of the affected property owner.
55. Demolition permit is required for any existing buildings which are to be demolished.
56. Separate plan review and permit is required for each detached retaining wall.
57. Separate plan review and permit is required for each detached structure.
58. All applicable State of California disability access regulations for accessibility and adaptability shall be complied with.
59. The project will abide by and comply with the California Building Code, as such may be amended by the Commerce Municipal Code, at the time of plan check.
60. Prior to the issuance of building permit, a written consent shall be obtained from the current easement holder(s) for any proposed development encroaching into existing easement(s) or any easements affected by the development shall be revised or vacated.
61. A reciprocal easement for ingress and egress, sanitary sewer, utility, drainage, water shall be provided for each property that does not front on or have direct access to the public way. Services to each property shall be underground and shall be located in a trench within this easement.
62. Building permits shall not be issued until the final map has been prepared to the satisfaction of the Building Official.

Public Works Conditions

63. Grind and overlay Zindell Ave, Kuhl Dr and the portion of Gage Ave between Slauson Ave. and Zindell Ave. with 2 inches of Asphalt rubber hot mix, and implement aesthetic improvements per plans that will be submitted by the applicant and approved by the Building Official. AC paving type (specifications to be provided by city). The exact limit of grinding and overlay shall be determined and marked in the field by the Public Works inspector. At the City's discretion Applicant may be granted an in-lieu fee instead of street paving for Gage Avenue and if so, Applicant shall pay in-lieu fee for the street rehabilitation. The in-lieu fees shall be calculated during plan review.
64. Plant Parkway Trees on Zindell Ave consistent with the Modelo design. Applicant shall submit a landscaping plan that shall be subject to City's approval, which shall not be unreasonably withheld.
65. Conduct a street lighting study on Zindell Ave and Kuhl Dr for City's the approval and install lighting on Zindell Ave and Kuhl Dr consistent with the Modelo design. Applicant shall submit a lighting plan that shall be subject to City's approval, which shall not be unreasonably withheld.

66. Underground all overhead utilities (if permitted by the applicable utility companies) on Zindell Ave, Kuhl Dr and the portion of Gage Ave between Slauson Ave. and Zindell Ave.. Applicant at the City's discretion may pay in lieu fees to the City for the required undergrounding work. Applicant shall prepare an engineer's estimate including contingencies for the City's review.
67. Dedicate Corner cut off and construct ADA ramps and full width sidewalk within the frontage of the property on Zindell Ave.
68. Dedicate adequate right of way for street purposes. Dedications shall be to the discretion of the Public Works Director, or his/her designees.
69. Comply with all mitigation measures in the certified development EIR.
70. Site Drainage not retained on site shall be collected and deposited in the storm drain or similar structure or device, and if necessary, filtered per NPDES regulations. Site storm and/or nuisance water shall not flow across the city sidewalk.
71. Comply with requirements of Los Angeles County for construction of new storm drain and connection to the existing and or new catch basin the public right of way. Grant adequate easement to LAC for ownership and maintenance of storm drains.
72. Construct /reconstruct new catch basin at the end of Zindell Ave. to handle site and street drainage per LA County Flood Control requirements
73. Construct curb return type driveways for ingress and egress purposes
74. Sewer capacity Study shall be prepared for the City's review and approve by the City Engineer or his/her designee. The radius of the study shall be Commerce city limits. If sewer is found to be inadequate, sewer improvement plans shall be submitted to the City for approval and required improvements shall be made at the sole cost to the property owner/developer.
75. Conduct a water capacity study per requirements of Cal Water and the City.
76. Execute a covenant agreement with the City for ingress and egress from/to the City parks.
77. Any and all required improvements required as part of EIR and/or Traffic Report within the State Right of way shall meet Caltrans requirements, if applicable.

TRAFFIC STUDY REQUIREMENTS (If applicable)

78. Applicant shall complete all transportation improvements which are (a) outlined as project design features in the Final Environmental Impact Report, and (b)

deemed feasible by the City Engineer, Caltrans, or other jurisdiction with regulatory authority over the subject improvement. Prior to issuance of the first certificate of occupancy for the project, the applicant shall show proof of substantial progress on said improvements.

79. All transportation improvements shown in the traffic study, if any, shall be made at the sole cost to the property owner/developer.
80. Execute and record a Landscape and Maintenance Agreement for Landscape and Irrigation within public right-of-way adjacent to the subject development and submit related design plan.
81. Underground all utility services (if permitted by the applicable utility companies) that will serve the property. Show services to the proposed development on the offsite plans.
82. Any existing improvement in the public right of way that is damaged, made off-grade during construction, including but not limited to the following: traffic signals, light standards, aprons, sidewalk, curb ramps, curb, and/or gutter, shall be removed, repaired, and/or replaced with the appropriated SPPWC Standard or as directed by the Public Works.
83. All new and existing, non-complying driveway aprons shall be constructed in accordance with SPPWC standards and shall provide a minimum 4 feet wide path of travel at no more than 2% cross-slope at the top of apron. Where limited parkway width occurs, the sidewalk shall be depressed at the back of apron to provide a disabled access complying path of travel across the driveway apron. Top of driveway apron shall be 5 feet minimum from any trees, power poles, traffic signal controllers, electric services, or similar improvements in the public right-of-way.
84. All existing driveways aprons to be closed shall be removed and replaced with new curb, gutter, and sidewalk constructed in accordance with SPPWC standards.
85. It is applicant's responsibility to obtain necessary permits before commencing work within the public right of way.
86. All work in the public right-of-way shall be done in accordance with established City standards or as directed by the Director of Public Works and/or the City Engineer.
87. In the event of any court action or proceeding challenging the validity of the Project or any of the Project approvals, the applicant shall defend, indemnify and hold harmless, at its own expense, the City and its officers, officials, members, agents, employees, consultants and representatives from and against the action or proceeding, except for those acts, errors, and/or omissions caused or alleged to be caused by the negligence or willful misconduct of the City (or its officers, officials, members, agents, employees, or representatives).

In such instance, the City shall have the right to choose the defense counsel to represent the City subject to the reasonable approval of the applicant, which approval shall not be unreasonably withheld or delayed. In the event of such court action or proceeding described in this condition and the applicant is not named as a party or real party in interest, the applicant may petition the court to intervene in the action as a named party in such court action or proceeding, in which case the applicant shall have the right to defend, at its own expense, itself and the challenged actions in accordance with this condition. To the extent a joint defense is not inconsistent with either the City's or applicant's claims or defenses in any such court action or proceeding, the applicant and the City shall cooperate with each other in any such defense as either the applicant or the City may reasonably request. Neither the City nor applicant may resolve such challenge without the written agreement of the other to the extent they have mutually agreed in writing to a joint defense on an asserted claim or cause of action or to jointly bring a claim or cause of action. In the event the applicant fails or refuses to be a party in any challenge to the Project and/or the Project approvals, the applicant shall continue to perform its obligations under this condition to defend, indemnify, and hold harmless the City. If the cost of defending any challenge, claim, court action or proceeding against the City challenging the validity of the Project or any of the Project approvals is covered by insurance payable to the City, including the City as a participant with the Joint Powers Insurance Authority, the costs of defense shall be borne by the City, but only to the extent of such insurance coverage. This condition shall become operative upon approval of any of the Project approvals.

Added Per Agreement

88. All on-road diesel-powered haul trucks shall be replaced by 2017 or newer model year trucks, whenever feasible. If Model Year 2017 or newer diesel haul trucks cannot be feasibly obtained for all on-road Project construction truck trips, all remaining haul trucks used for Project construction shall be alternative fuel trucks, such as electric, natural gas, or biofueled trucks, where feasible.
89. All off-road construction equipment, equal to or greater than 50 horsepower, used during Project construction, including owned, leased, and subcontractor vehicles, shall, if commercially or economically available, meet United States Environmental Protection Agency ("USEPA") Tier 4 Final emissions standards to reduce exhaust emissions. In the event that Tier 4 Final construction equipment is not commercially or economically available, the Developer may utilize lower tier construction equipment outfitted with Best Available Control Technology ("BACT") devices which provide equivalent emission reductions, including but not limited to CARB-certified Level 3 Diesel Particulate Filters ("DPF"). In neither are available, all construction equipment shall be outfitted with best available control technology ("BACT") devices certified by the California Air Resources Board ("CARB") which achieve emissions reductions that are no less than what could be achieved by a Level 3 diesel emissions control strategy for a similarly sized engine as defined by CARB regulations.

90. Developer, in conjunction with its Tenant(s), shall devise an Energy Conservation Plan to address energy use at the Project site, which shall incorporate economically feasible measures designed to minimize energy use, including but not limited to: proposals for decreasing energy use during construction and operation, usage of alternative fuels for construction vehicles and backup generators, and proposed measures for reducing peak energy demands. The Plan shall not rely solely on air quality mitigation or compliance with Title 24 and CalGreen to constitute the entirety of energy use conservation measures implemented under the Plan.
91. Use CARB-certified or electric landscaping equipment in Project and tenant operations for all exterior common spaces and landscaping.
92. The number of EV charging stations installed at the Project site shall exceed the number of EV charging stations required by CalGreen codes by 20%, and shall include a minimum of 10 EV-installed DC fast chargers.
93. Electric vehicles, partial zero emission vehicles, hybrids and compressed natural gas vehicles shall be provided preferential parking locations in retail and community center parking areas, subject to restrictions as reasonably determined by the Developer.
94. During Project construction, Project shall deploy temporary barriers using STC 20-25 blankets on a tubular steel frame/scaffolding or 3 PSF wood frame barriers (e.g., using ¾" thick plywood). The barriers shall overlap or otherwise be constructed to avoid gaps of any size, and should be high enough to block line of sight between the construction noise sources and windows of existing homes within 1,000 feet of the Project