

**ADDENDUM TO THE HOWARD HUGHES CENTER EIR
(EIR No. 282-83-ZC (CUZ)(ZV)(SUB))
AND HOWARD HUGHES ENTERTAINMENT CENTER EIR
(EIR No. 97-0182-SUB(CUB))
FOR THE**

**Second Amendment To The
Howard Hughes Center
Development Agreement**

Prepared for:
City of Los Angeles
Department of City Planning
200 North Spring Street, Room 763
Los Angeles, CA 90012

Prepared by:



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April 20, 2004

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I. INTRODUCTION

Introduction

The purpose of this Addendum is to address the potential environmental impacts of the proposed changes to the Howard Hughes Center (HHC) project that are set forth in the Second Amendment to the Howard Hughes Center Development Agreement ("Proposed Project"). Environmental clearance for the HHC Development Agreement was obtained in 1986 by way of an Environmental Impact Report (EIR) prepared for and certified in connection with the approval of a Tentative Tract Map (Map No. 35269) and other entitlement actions.¹ In 1998 the City prepared and certified a separate EIR to analyze the environmental effects of the Howard Hughes Entertainment Center (currently referred to as the "Promenade at Howard Hughes Center") that were not addressed under the original HHC approvals.² The proposed Second Amendment to the HHC Development Agreement represents a change to one of the land uses previously planned for HHC. The scope of this Addendum focuses on the environmental effects that are associated with the specific modifications proposed under the Second Amendment to the Development Agreement as described in further detail in Section II, Project Description.

Project Information

Project Title: Second Amendment to the Howard Hughes Center Development Agreement

Project Location: Sepulveda Boulevard and Howard Hughes Parkway, Los Angeles.

Project Applicant: Arden Realty Limited Partnership
11601 Wilshire Blvd, 4th Floor
Los Angeles, CA 90025
Attention: Chris Barton

Lead Agency: City of Los Angeles Department of City Planning
200 N. Spring St., Room 763

¹ Final Environmental Impact Report, Howard Hughes Center, prepared by the City of Los Angeles Planning Department, June 1985. Certified on January 24, 1986. City EIR No. 282-83-ZC(CUZ)(ZV)(SUB) and SCH No. 83090705.

² Final Environmental Impact Report, Howard Hughes Entertainment Center, prepared by the City of Los Angeles Planning Department, July 1998. Certified on October 16, 1998. City EIR No. 97-0182-SUB(CUB) and SCH No. 97061068.

Los Angeles, CA 90012
Contact: Jimmy Liao, City Planner

Organization of Addendum

This Addendum is organized into six sections as follows:

- I. Introduction: This section provides introductory information such as the project title, the project applicant and the lead agency for the Proposed Project.
- II. Project Description: This section provides a detailed description of the environmental setting and the Proposed Project, including project characteristics and environmental review requirements.
- III. Rationale for Addendum: This section contains the rationale for preparing an Addendum pursuant to Section 15164 of the State CEQA Guidelines.
- IV. Environmental Impact Analysis: This Section contains a brief summary of the environmental impacts disclosed in the prior EIRs for each environmental issue area. The evaluation includes an analysis of how any of the environmental factors may be altered as a result of the proposed changes.
- V. Preparers of Addendum and Persons Consulted: This section provides a list of City personnel, other governmental agencies, and consultant team members that participated in the preparation of the Addendum.
- VI. References and Commonly Used Acronyms: This section includes various documents and information used and referenced during the preparation of the Addendum and includes a list of commonly used acronyms.

II. PROJECT DESCRIPTION

ENVIRONMENTAL SETTING

Project Location

The project site is an approximate 69-acre planned development ("Howard Hughes Center") in the Westchester community of the City of Los Angeles. The site is generally triangular in shape and is bounded by Howard Hughes Parkway to the south, Sepulveda Boulevard to the west, and Interstate 405 (San Diego Freeway) to the northeast in the community of Westchester in the City of Los Angeles (see Figure 1 Regional and Vicinity Map). The site is approximately nine miles southwest of downtown Los Angeles and approximately 2 miles north of the Los Angeles International Airport. The Fox Hills area of Culver City and Ladera Heights (an unincorporated portion of Los Angeles County) are located to the northeast of the project site.

Land Use and Zoning Designations

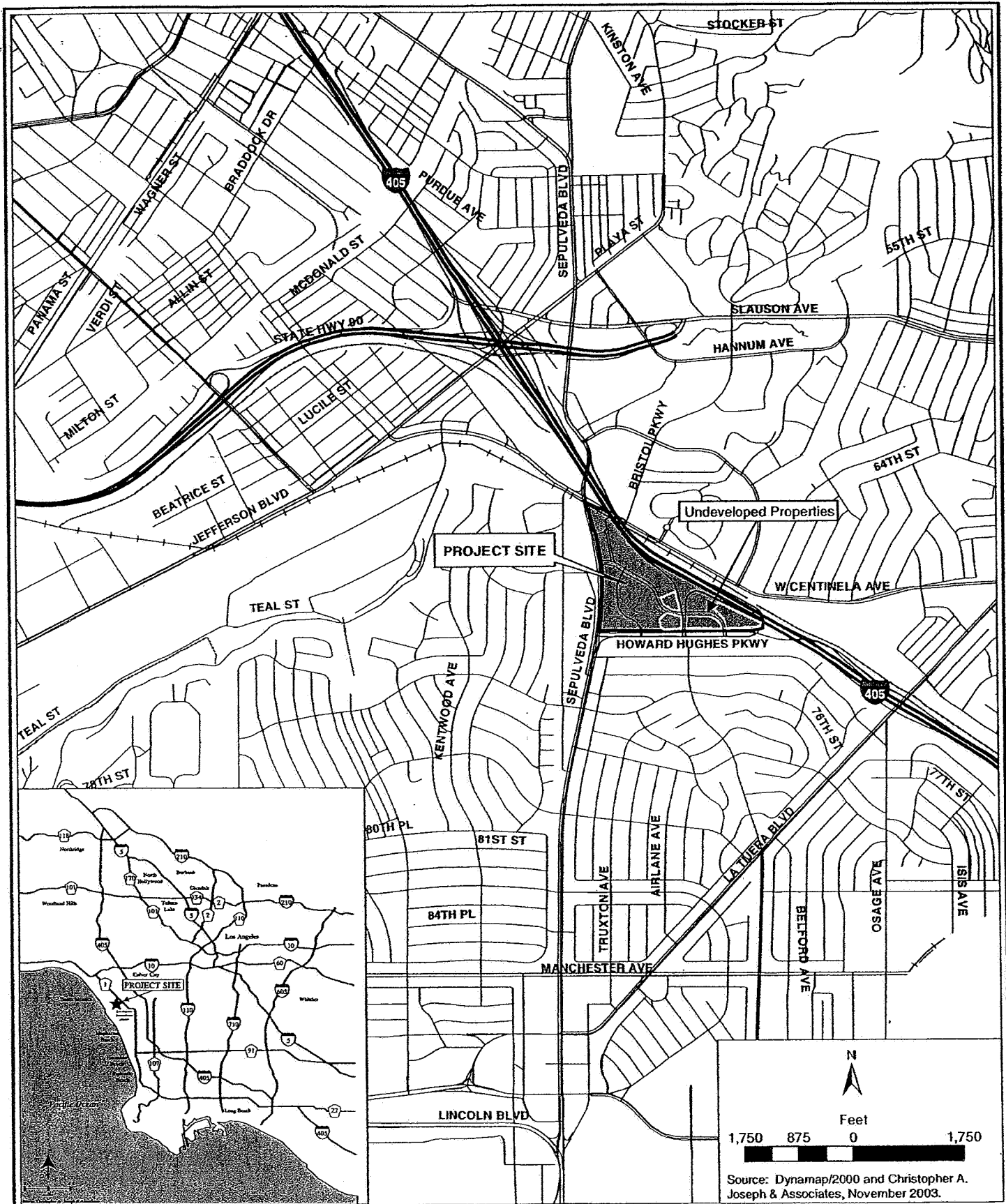
The project site is within the Westchester-Playa del Rey Community Plan (Community Plan) area, which designates the project site for Community Commercial land uses. The majority of the project site is zoned C2-1 (Commercial) with a small portion (currently developed as Linear Park and Triangle Park) zoned for R1-1 (Residential) uses. The project site is located within the boundaries of the Coastal Transportation Corridor Specific Plan (Specific Plan). Development on the site is governed under the terms of the existing Development Agreement between the Project Applicant and the City of Los Angeles. The general terms of this Agreement are discussed in greater detail below.

Project Background

Environmental Clearance/Entitlement History

Environmental clearance for the HHC Development Agreement was originally obtained in 1986 by way of an Environmental Impact Report (EIR) prepared for and certified in connection with the approval of a Tentative Tract Map (Map No. 35269) and other related entitlement actions.¹ In 1998 the City prepared and certified an EIR to analyze specific components associated with the Promenade at Howard Hughes Center that were not addressed in the prior approvals. Since the proposed Second Amendment represents a change to one of the land uses previously planned for HHC, this Addendum was prepared

¹ *Final Environmental Impact Report, Howard Hughes Center, prepared by the City of Los Angeles Planning Department, June 1985. Certified on January 24, 1986. City EIR No. 282-83-ZC(CUZ)(ZV)(SUB) and SCH. No. 83090705.*



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Figure 1
Howard Hughes Center
Regional and Location Map

to determine whether potential impacts warranted additional environmental review beyond the previously certified EIRs. The scope of this Addendum focuses on the environmental effects that could potentially be associated with the approval of the Second Amendment to the Development Agreement as described below.

General Terms of the Existing Development Agreement

As approved and currently entitled, the HHC Development Agreement provides for a mixed-use complex comprised of the following major components:

- 1) A maximum of 1,950,000 square feet of commercial office and retail development, including, at the Project Applicant's option, a maximum of 100,000 square feet of retail and a maximum of 100,000 square foot fitness center;
- 2) A 250,000 square foot entertainment/retail center;
- 3) A maximum of 600 hotel rooms; provided, however that the Project Applicant may construct up to a maximum of 1,500 total hotel rooms by exchanging 301 square feet of commercial office/retail space for each additional hotel room; and
- 4) Public and private improvements, partially consisting of major road improvements and other infrastructure described in Exhibit C to the Development Agreement ("The Transportation Improvements").

The HHC development is to be constructed in four phases in accordance with the terms and conditions of the Development Agreement, with the conditions established in the Project Approvals (as defined in Section I.H. of the Development Agreement) and with the Applicable Rules (as defined in Section I.A. of the Development Agreement).

Development Summary

As shown in Figure 2 (Aerial Photograph), the HHC is nearly built-out with four remaining vacant undeveloped parcels. As of February 26, 2004, the development status of the HHC includes the following: 1,425,709 square feet of commercial office/retail uses, a 35,632 square foot fitness center, and 250,000 square feet of entertainment center uses. Table 1, below (Howard Hughes Center Development Summary) summarizes the entitlement rights for the HHC and provides a summary of what has been built and how much remains to be built under the current terms of the Development Agreement. A detailed chronology of development and occupancy status (as of February 26, 2004) of the HHC is provided as follows:



Figure 2
Aerial Photograph of the
Howard Hughes Center (2003)

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Table 1
Howard Hughes Center Development Summary

Land Use	Entitled (Sq. Ft.)	Developed (Sq. Ft.)	Remaining Entitlements (Sq. Ft.)
Commercial Office & Retail	1,950,000 (max.)	1,461,341	488,659
Fitness Center ^b	100,000 (max.)	35,632	64,368
Retail ^b	100,000 (max.)	0	100,000
Entertainment Center	250,000	250,000	0
Hotel Rooms	600 rooms	0 rooms	600 rooms

Notes:
^a Status of development of Howard Hughes Center as of February 26, 2004.
^b The allotment of entitled fitness center and retail uses are within the greater envelope of 1,950,000 square feet, not in addition to 1,950,000 square feet and are not associated with the Entertainment Center component.
Source: Arden Realty. Seventeenth Annual Review of Howard Hughes Center Development Agreement, November 13, 2003.

- The first building in the Project, a 16-story, 301,150 square-foot office building located at 6701 Center Drive West (now known as the "Howard Hughes Tower"), was completed during the first year of the Development Agreement and is 94 percent occupied.
- The second building in the Project, a 6-story, 97,013 square-foot office building located at 6601 Center Drive West was completed in July 1992. The building is 65 percent occupied.
- The third building in the Project, a 2½ story, 35,632 square-foot health club (The Spectrum Club) located at 6833 Park Terrace was completed in September 1993. The building is 100 percent occupied.
- The fourth building in the Project, a 5-story, 84,484 square-foot medical office building (Kerlan-Jobe Orthopedic Clinic) located at 6801 Park terrace Drive was completed in November 1997. The building is 100 percent occupied.
- The fifth building in the Project, a 10-story, 233,414 square-foot office building located at 6060 Center Drive was completed in November 2000. The building is 96 percent occupied.
- The sixth building in the Project, a 12-story, 279,157 square-foot office building located at 6080 Center Drive was completed in October 2001. The building is 93 percent occupied.

- The seventh building in the Project, a 3-story, 158,435 square-foot build-to-suit office building located at 5999 Center Drive, was constructed in October 2001. The building is 100 percent occupied by Univision.
- The eighth building in the Project, a 12-story, 272,056 square-foot office building located at 6100 Center Drive was constructed in December 2000. A temporary Certificate of Occupancy was issued in April 2002. The building is 61 percent occupied.
- The Promenade at Howard Hughes Center is located adjacent to the Howard Hughes Tower garage and fronts along the San Diego Freeway (I-405). The Promenade is a two-story 250,000 square-foot entertainment/retail complex that includes an eighteen screen theater (4,250 seats), a 45,000 square-foot Nordstrom Rack, a 25,000 square-foot Borders Books and Music, and various restaurants and retail shops. Construction was completed on the restaurants and retail shops in March 2001. Construction was completed on the theaters by the end of 2001. The Promenade at Howard Hughes Center is 80 percent occupied.

Pursuant to the existing entitlements, the HHC has a remaining development potential of 488,659 square feet of office (including up to 64,368 square feet of fitness center uses and 100,000 square feet of retail uses) and 600 hotel rooms. The Development Agreement allows additional hotel rooms (above 600) to a maximum of 1,500 rooms by exchanging 301 square feet of commercial office/retail space for each additional room over 600. No hotel uses have been developed on the site. The remaining development sites are shown in Figure 3.

Various photographs depicting current views in and around the HHC development are provided in Figures 5 through 14 at the end of this Section. A photograph location map depicting the vantage point and orientation of each view is provided in Figure 4.

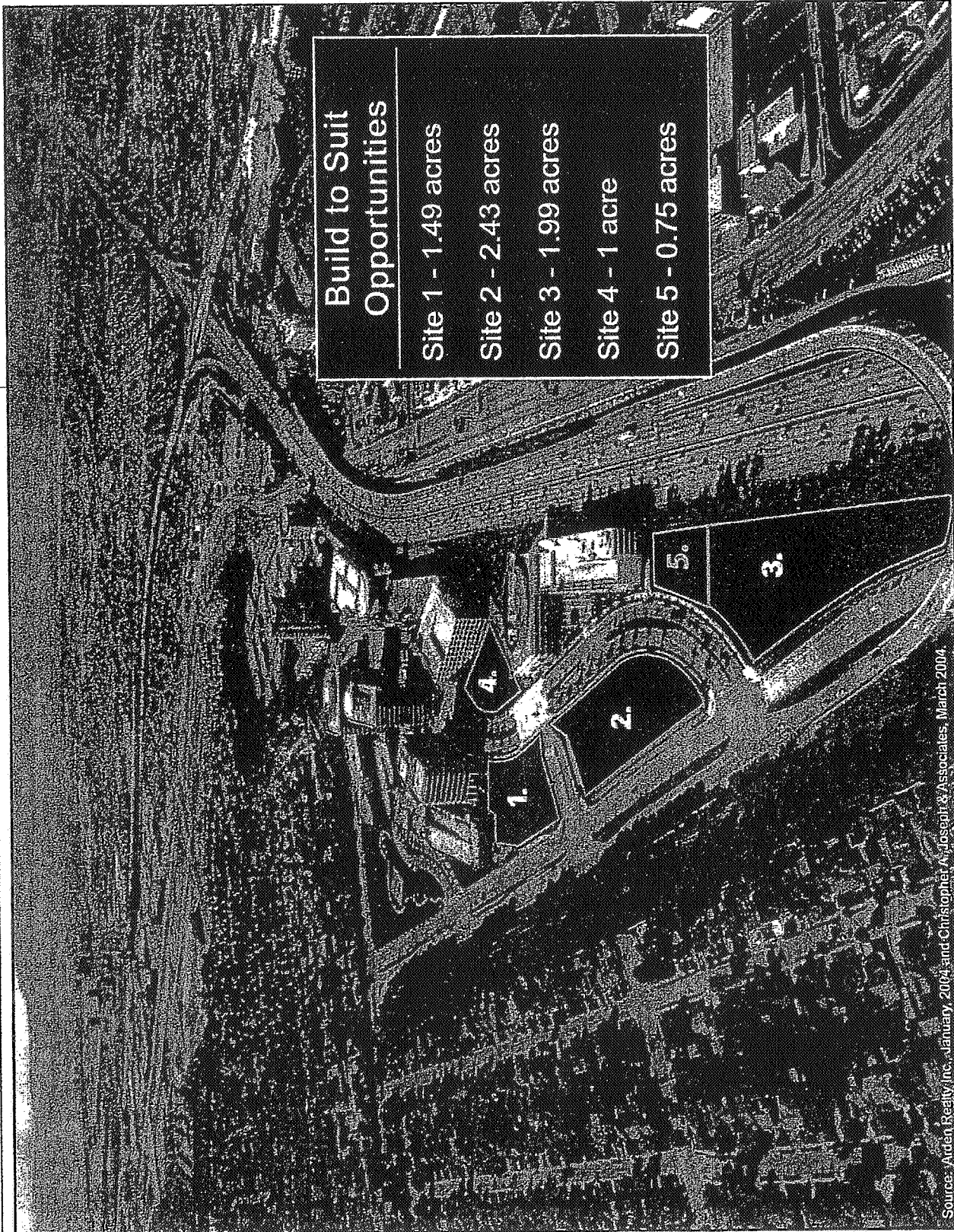


Figure 3
 Exhibit of Remaining Buildout Potential
 at the Howard Hughes Center

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PROPOSED PROJECT DESCRIPTION

The Proposed Project entails minor modifications to the terms of the Development Agreement. As proposed, the project is referred to as the "Second Amendment to the Howard Hughes Center Development Agreement". An outline of the proposed Second Amendment to the Howard Hughes Center Development Agreement is summarized as follows:

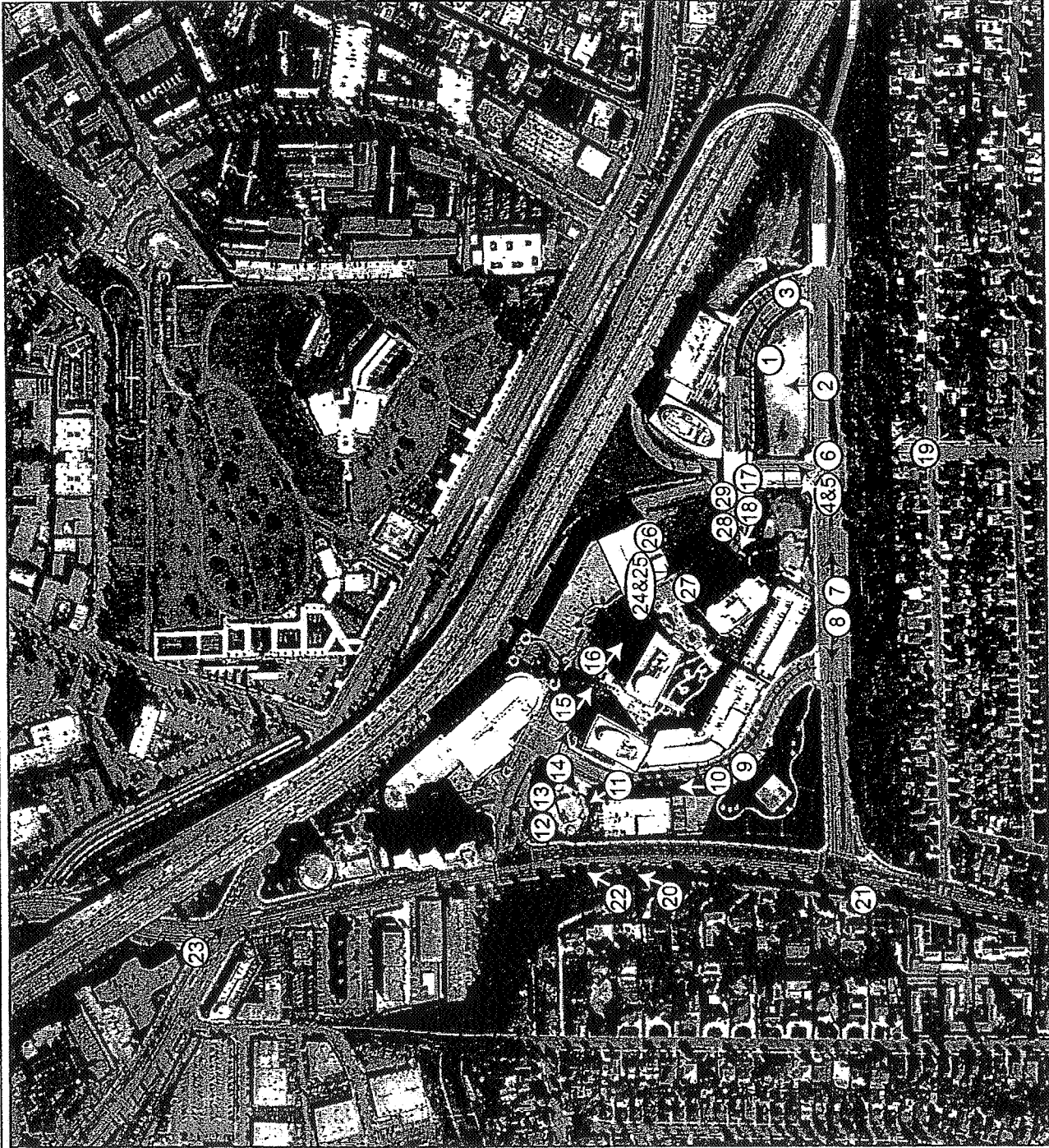
The City and Howard Hughes Properties, Limited Partnership, a Delaware limited partnership ("HHP") entered into that certain Howard Hughes Center Development Agreement dated November 3, 1986 and recorded on November 4, 1986 in the Official Records of Los Angeles County, California as Instrument No. 86-1507410 (the "Development Agreement").

Arden Realty Limited Partnership (the "Company") is the successor-in-interest to HHP under the Development Agreement.

City and Company wish to amend the Development Agreement, pursuant to Section V.N. thereof, (i) to extend the term of the Development Agreement from November 4, 2006 to November 4, 2011, (ii) to amend the description of the "Project" in the Development Agreement to allow residential units to be constructed in lieu of hotel rooms, and (iii) to make conforming changes to the phasing plan for the Project described in Exhibit C to the Development Agreement.

DISCRETIONARY APPROVALS REQUESTED

Approval of the Second Amendment to the Howard Hughes Center Development Agreement necessitates a discretionary approval from the City of Los Angeles. Other non-discretionary permits may be necessary as the City finds appropriate in order to execute and implement the project, including grading and building permits. This Addendum satisfies the CEQA requirements with respect to evaluating the environmental consequences of the proposed action.



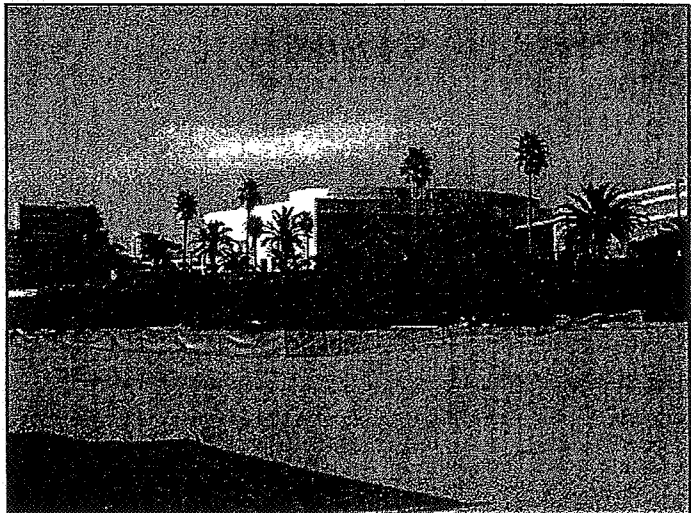
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Figure 4
Photograph Location Map

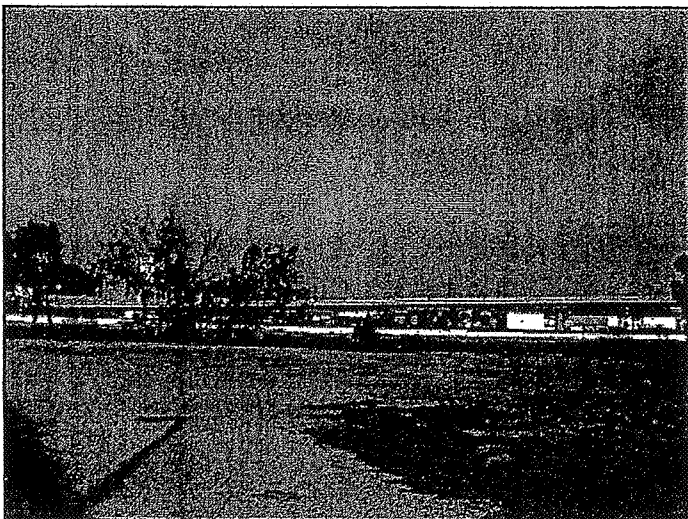


View 1: View looking northwest at the Univision Building from Center Drive.

View 2: View looking northwest at Site 3 from Howard Hughes Parkway. The Univision Building is seen in the background.



View 3: View from Center Drive looking Northeast towards 405 Freeway.

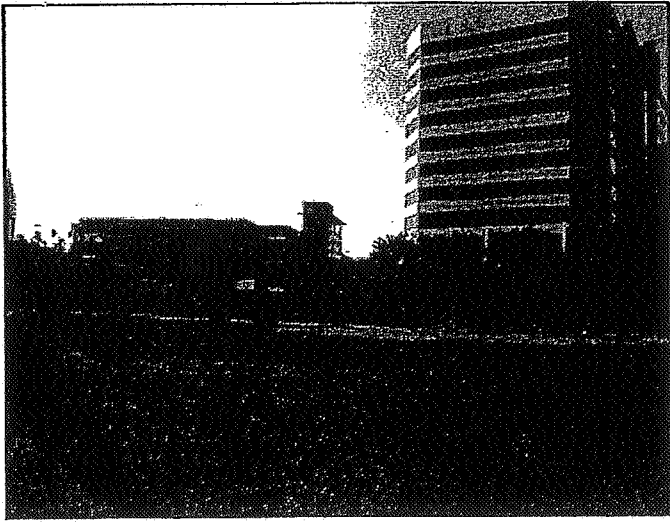


Source: Christopher A. Joseph & Associates, January 2004



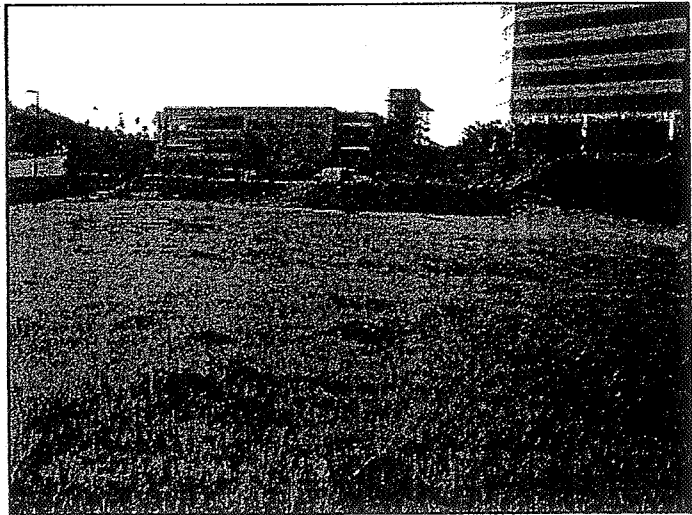
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Figure 5
Views 1, 2, and 3 of the
Howard Hughes Center Project Site

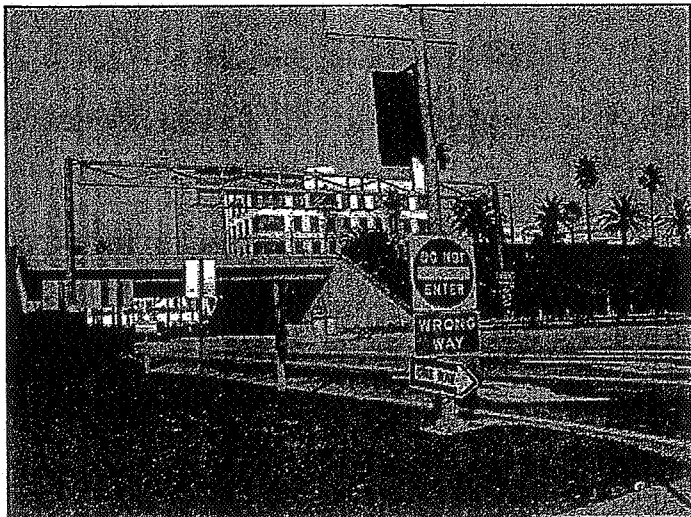


View 4: View looking northwest at Site 2 from Howard Hughes Parkway. An office building and parking garage can be seen in the background.

View 5: View looking west at Site 2 from Howard Hughes Parkway. A parking garage can be seen in the background.



View 6: View looking northeast from the intersection of Howard Hughes Parkway and the on and off ramps to Interstate 405. Office buildings can be seen in the background.

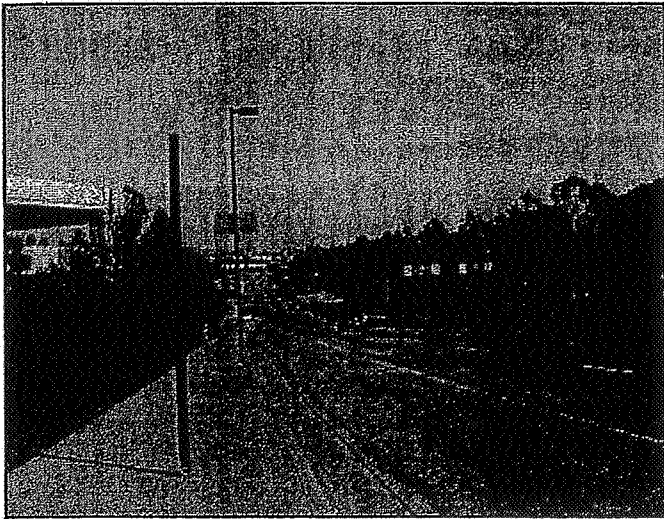


Source: Christopher A. Joseph & Associates, January 2004

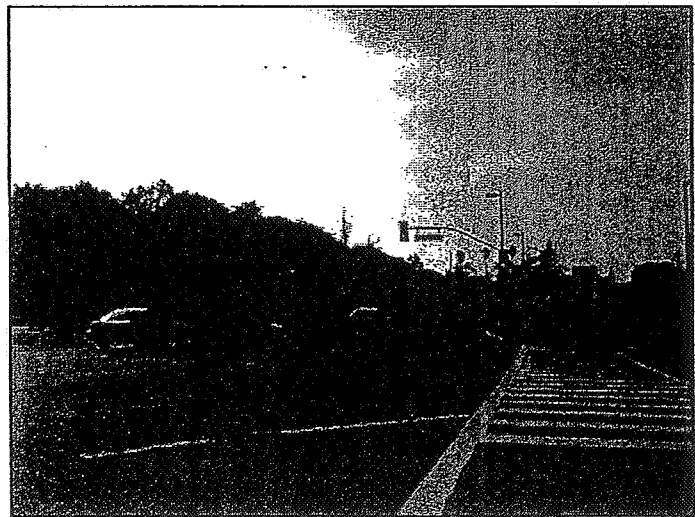


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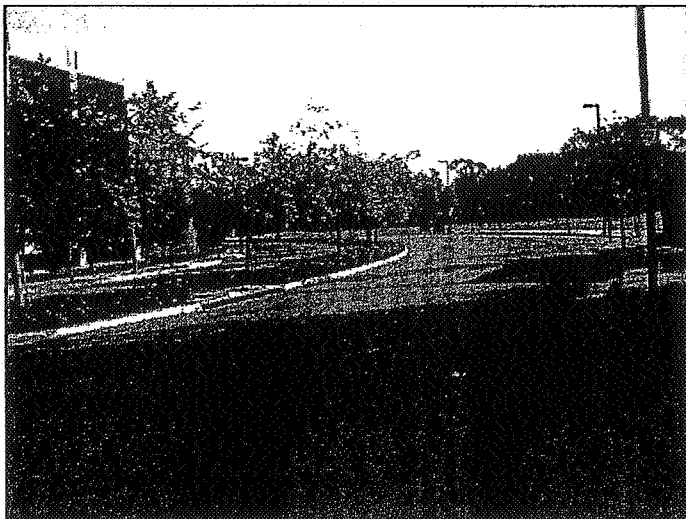
Figure 6
Views 4, 5, and 6 of the
Howard Hughes Center Project Site



View 7: View looking east along Howard Hughes Parkway towards Interstate 405 from the intersection of Park Terrace and Howard Hughes Parkway.



View 8: View looking west along Howard Hughes Parkway towards Sepulveda Boulevard from the intersection of Park Terrace and Howard Hughes Parkway.



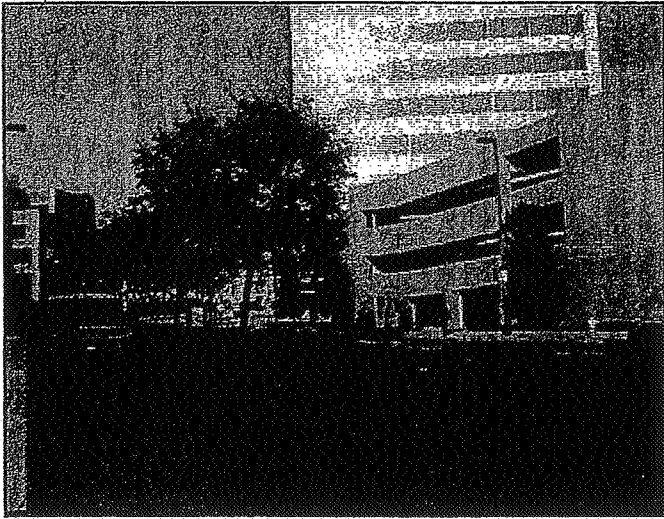
View 9: View looking south along Park Terrace.

Source: Christopher A. Joseph & Associates, January 2004



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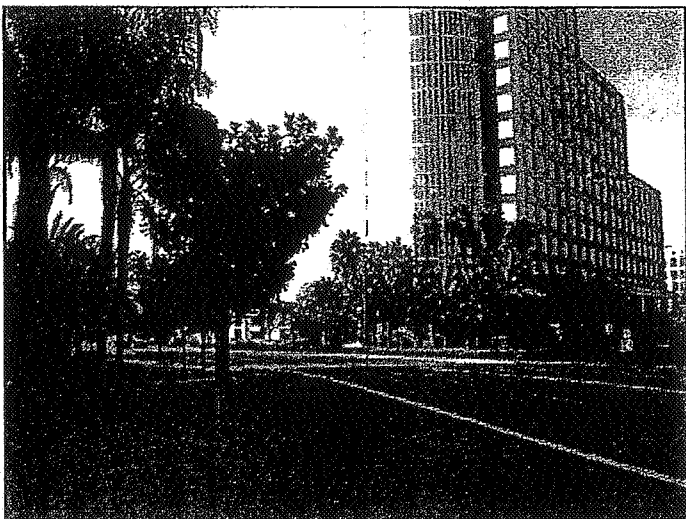
Figure 7
Views 7, 8, and 9 of the
Howard Hughes Center Project Site



View 10: View looking north along Park Terrace.



View 11: View looking north at 6801 Park Terrace. This office building is located at the intersection of Park Terrace and Center Drive.



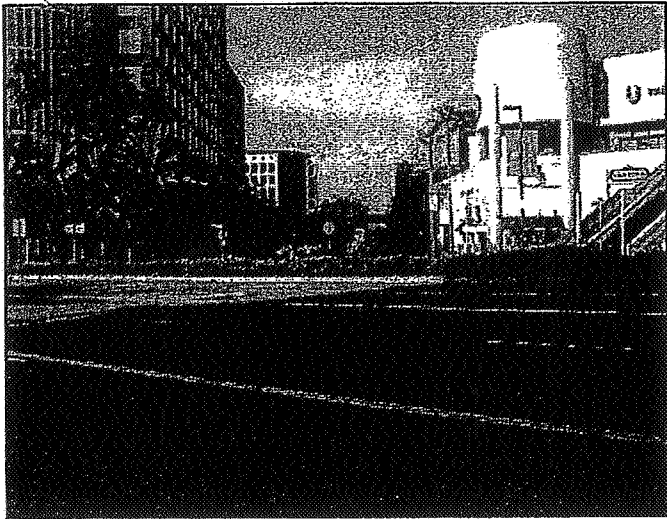
View 12: View looking west along Center Drive towards Sepulveda Boulevard.

Source: Christopher A. Joseph & Associates, January 2004



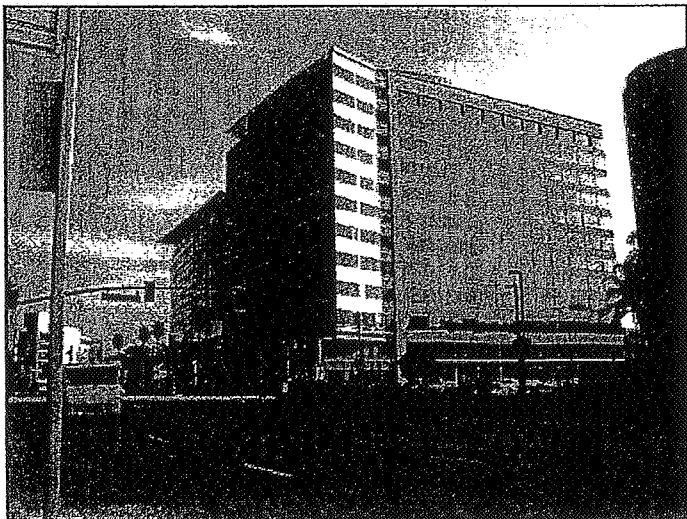
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Figure 8
Views 10, 11, and 12 of the
Howard Hughes Center Project Site



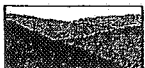
View 13: View looking north towards Center Drive West from Center Drive. The Promenade retail center is located on the right.

View 14: View looking southeast along Center Drive. The Promenade retail center is seen on the left.



View 15: View looking south towards 6100 Center Drive from the intersection of Center Drive and Park Terrace.

Source: Christopher A. Joseph & Associates, January 2004



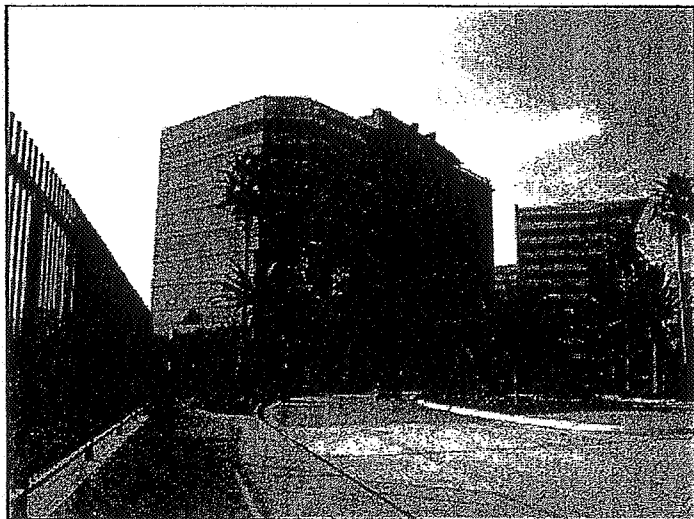
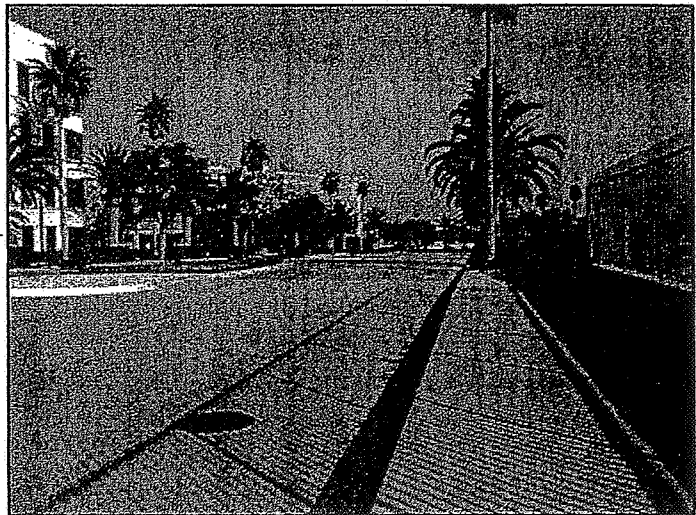
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Figure 9
Views 13, 14, and 15 of the
Howard Hughes Center Project Site



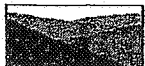
View 16: View looking south towards 6080 Center Drive from Center Drive.

View 17: View looking east along Center Drive over the bridge.



View 18: View looking northwest towards 6060 Center Drive.

Source: Christopher A. Joseph & Associates, January 2004



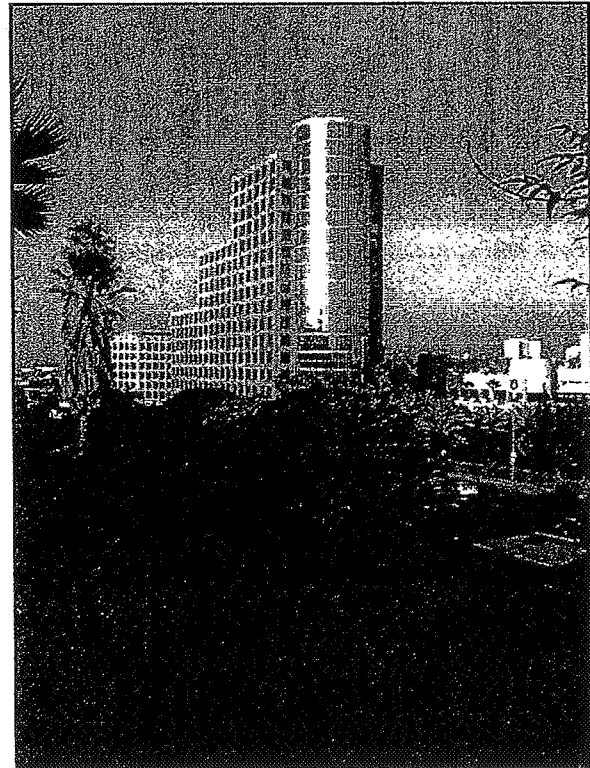
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Figure 10
Views 16, 17, and 18 of the
Howard Hughes Center Project Site



View 19: View looking north from the northern end of Airport Boulevard.

View 20: View looking northeast towards the Howard Hughes Center from the intersection of Sepulveda Boulevard and Howard Hughes Parkway.



View 21: View looking northeast towards 6701 and Northpoint Building improvements along Sepulveda Boulevard.

Source: Christopher A. Joseph & Associates, January 2004

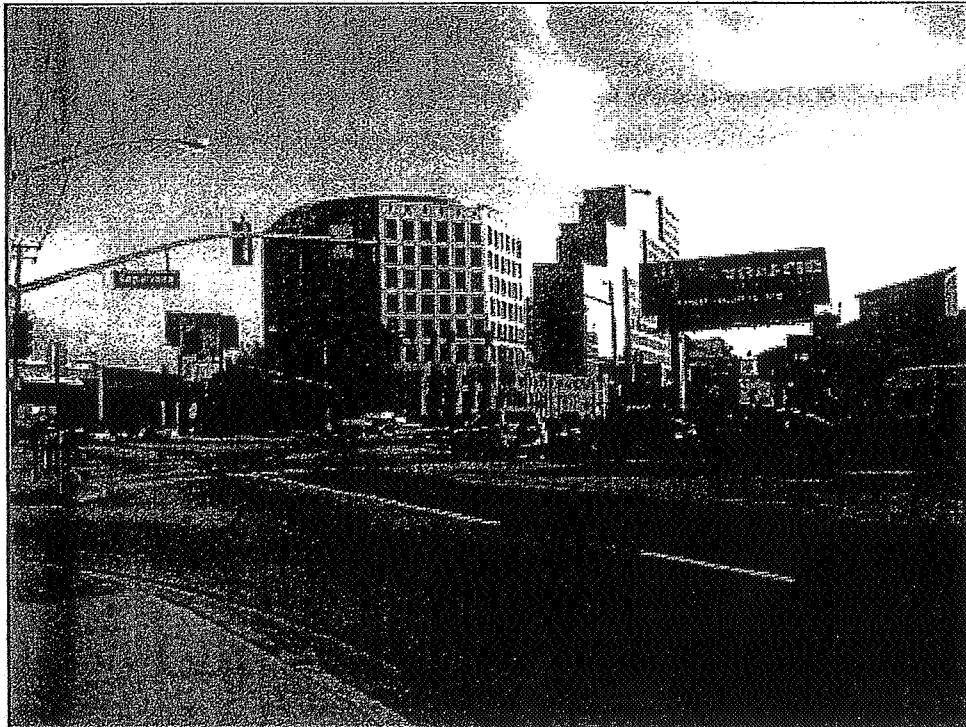


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Figure 11
Views 19, 20, and 21 of the
Howard Hughes Center Project Site

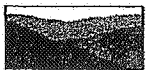


View 22: View looking east towards 6701 and The Promenade retail center along Center Drive from Sepulveda Boulevard.



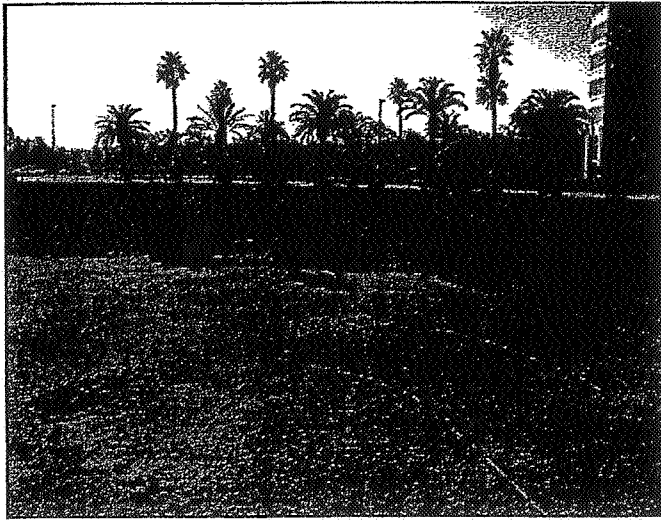
View 23: View looking southeast towards the Northpoint Building from the intersection of Sepulveda Boulevard and Jefferson Boulevard.

Source: Christopher A. Joseph & Associates, January 2004

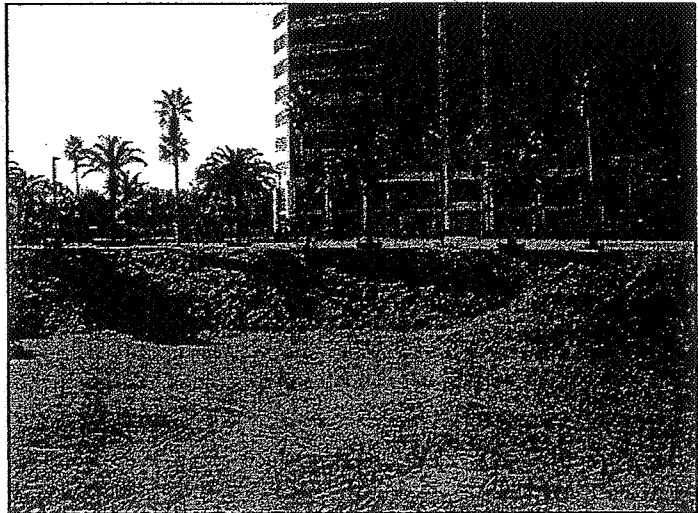


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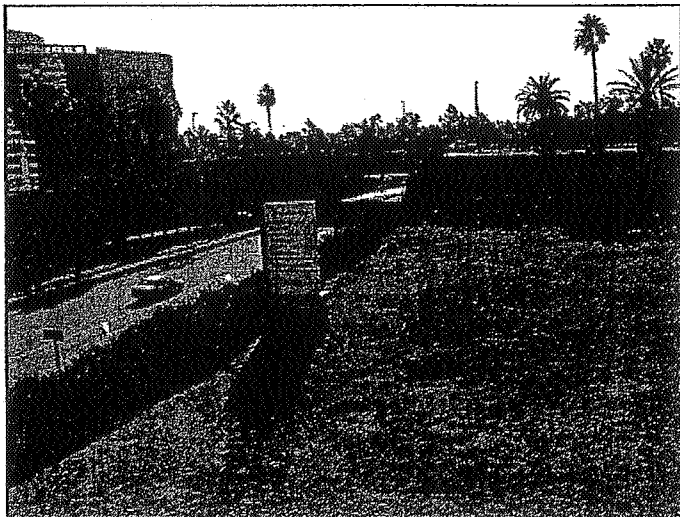
Figure 12
Views 22 and 23 of the
Howard Hughes Center Project Site



View 24: View looking southwest at Site 1 from the parking garage for the Promenade retail center along Center Drive.



View 25: View looking west at Site 1. The office building of 6060 Center Drive is on the other side of Center Drive in the background.



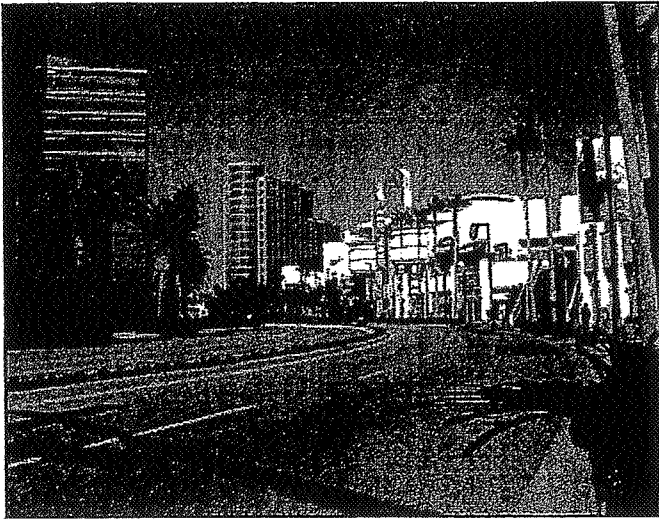
View 26: View looking southeast across Site 1. The on and off-ramps to Interstate 405 are located on the left. Center Drive crosses over the ramps in the background.

Source: Christopher A. Joseph & Associates, January 2004

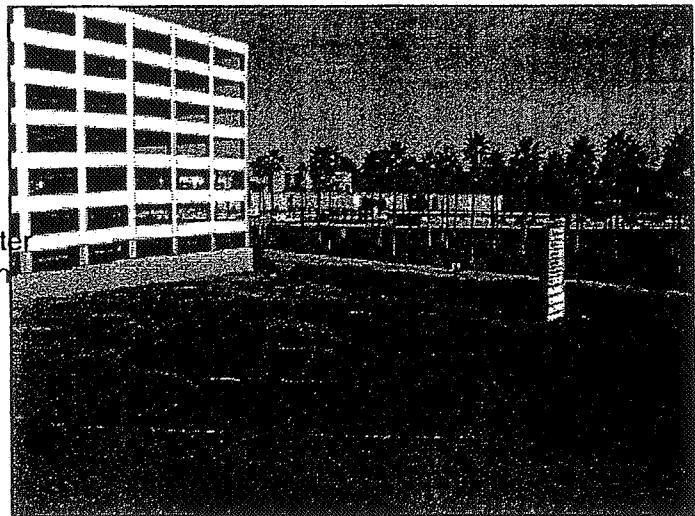


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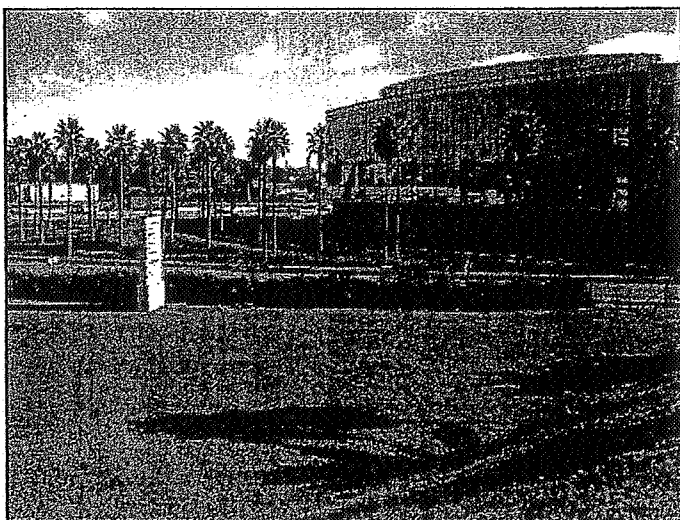
Figure 13
Views 24, 25, and 26 of the
Howard Hughes Center Project Site



View 27: View looking northwest along Center Drive from the Promenade parking garage.



View 28: View looking northeast at Site 1 from Center Drive. The Promenade parking garage is located on the left.



View 29: View looking east at Site 1 from Center Drive. The Univision Building is located on the right, on the other side of the on and off-ramps to Interstate 405, and Interstate 405 is located on the left in the

Source: Christopher A. Joseph & Associates, January 2004



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Figure 14
Views 27, 28, and 29 of the
Howard Hughes Center Project Site

III. RATIONALE FOR PREPARING AN ADDENDUM

Section 15164 of the State CEQA Guidelines provides the authority for preparing an Addendum to a previously certified Environmental Impact Report or adopted Negative Declaration. Specifically, Section 15164 states:

- (a) The lead agency or responsible agency shall prepare an addendum to a previously certified EIR if some changes or additions are necessary but none of the conditions described in Section 15162 calling for preparation of a subsequent EIR have occurred.*
- (b) An addendum to an adopted negative declaration may be prepared if only minor technical changes or additions are necessary or none of the conditions described in Section 15162 calling for the preparation of a subsequent EIR or negative declaration have occurred.*
- (c) An addendum need not be circulated for public review but can be included in or attached to the final EIR or adopted negative declaration.*
- (d) The decision-making body shall consider the addendum with the final EIR or adopted negative declaration prior to making a decision on the project.*
- (e) A brief explanation of the decision not to prepare a subsequent EIR pursuant to Section 15162 should be included in an addendum to an EIR, the lead agency's findings on the project, or elsewhere in the record. The explanation must be supported by substantial evidence.*

As required in subsection (e), above, substantial evidence supporting the lead agency's decision not to prepare a subsequent EIR pursuant to Section 15162 is provided in Section IV, Environmental Impact Analysis. The environmental analysis presented in Section IV evaluates the potential impacts of the proposed Second Amendment to the Howard Hughes Center Development Agreement specifically in relation to the current environmental conditions and in consideration of the environmental findings for two prior EIRs that were certified in support of the existing Development Agreement for the Howard Hughes Center; the Howard Hughes Center EIR, which was certified by the City Council on January 24, 1986, and the Howard Hughes Entertainment Center EIR, which was certified by the City Council on October 16, 1998.

Table 2 on page III-2 presents an overview of the environmental issues analyzed within the scope of the two prior EIRs and this Addendum. As summarized, and further analyzed in greater detail in Section IV, the changes proposed by the Second Amendment to the Howard Hughes Center Development Agreement are relatively minor changes that do not result in any new significant environmental impacts. The analysis demonstrates that none of the significant effects previously examined will be substantially more severe than shown in the previous EIRs. In fact, for several of the environmental issue areas that were previously identified as a significant impact, an evaluation of