

CITY OF CARSON
PLANNING COMMISSION

RESOLUTION NO. 22-

A RESOLUTION OF THE PLANNING COMMISSION OF THE CITY OF CARSON: (1)(a) CERTIFYING THE ENVIRONMENTAL IMPACT REPORT (SCH NO. 2021010116); (b) ADOPTING THE PROPOSED MITIGATION MONITORING AND REPORTING PROGRAM; (c) ADOPTING THE FINDINGS REQUIRED BY CEQA GUIDELINES SECTION 15091; AND (d) ADOPTING A STATEMENT OF OVERRIDING CONSIDERATIONS; (2) APPROVING (a) SITE PLAN AND DESIGN REVIEW NO. 1803-19 AND (b) VESTING TENTATIVE TRACT MAP NO. 83157, CONDITIONED UPON CITY COUNCIL APPROVAL OF GENERAL PLAN AMENDMENT NO. 105-19, SPECIFIC PLAN NO. 21-19 (IMPERIAL AVALON SPECIFIC PLAN), DEVELOPMENT AGREEMENT NO. 23-19, AND ZONE CHANGE NO. 188-19, AND SUBJECT TO THE CONDITIONS OF APPROVAL SET FORTH IN EXHIBITS “B” – “D” HERETO; AND (3) RECOMMENDING THE CITY COUNCIL APPROVE (a) GENERAL PLAN AMENDMENT NO. 105-19, (b) SPECIFIC PLAN NO. 21-19 (SUBJECT TO THE CONDITIONS OF APPROVAL SET FORTH IN EXHIBIT “D” HERETO), (c) DEVELOPMENT AGREEMENT NO. 23-19, ; AND (d) ZONE CHANGE NO. 188-19, FOR A 1,115 UNIT MIXED-USE DEVELOPMENT REFERRED TO AS THE IMPERIAL AVALON MIXED-USE PROJECT.

WHEREAS, on December 17, 2019, the Department of Community Development (“Department”) received a complete application from Imperial Avalon, LLC (“Applicant”), for a development project on a site generally located at 21207 S. Avalon Boulevard, north of East 213th Street, east of Grace Avenue, and west of South Avalon Boulevard, immediately southwest of the Interstate 405 freeway, which encompasses approximately 27.21 acres and includes five separate parcels, APNs 7337-001-025; -026; -027; -028; and -029, and which is legally described as set forth in Exhibit “A” attached hereto (the “Property”), requesting approval of the following entitlements: Environmental Impact Report (EIR); Site Plan and Design Overlay Review (DOR); Vesting Tentative Tract Map (VTTM); Specific Plan (SP); Development Agreement (DA); General Plan Amendment (GPA); and Zone Change (ZCC), to develop a residential-commercial mixed use project. The Department reviewed the application and deemed it complete on December 24, 2019; and

WHEREAS, A Draft Environmental Impact Report (State Clearinghouse No. 2021010116, the “EIR”) was circulated by the City as lead agency, assessing the environmental impacts of developing the Property with approximately 1,213 residential dwelling units (including 380 townhomes and 833 apartments), 10,352 square feet of commercial/restaurant uses, and a 21,300 square feet publicly accessible park space pursuant to the application. One concern expressed by the public related to compatibility with the single-family residential neighborhood to the west of the Property across Grace Avenue (the “Grace Neighborhood”) and the need to provide a more gradual transition from the proposed high-density residential buildings on the Property to the Grace Neighborhood; and

WHEREAS, more specifically in regards to the circulation of the Draft EIR, in compliance with CEQA Section 21080.4, a Notice of Preparation ("NOP") was prepared by the City and distributed for public comment to the State Clearinghouse, Office of Planning and Research, responsible agencies, and other interested parties on January 13, 2021, after which an online public scoping meeting was held during the NOP review period on January 28, 2021. The Draft EIR was subsequently circulated for public review from the required 45 days from August 4, 2022 to September 19, 2022; a copy of the Draft EIR was circulated through the State Clearinghouse (SCH # 2021010116) and posted on the City's website, and was available at City Hall; and

WHEREAS, during the 45-day comment period, it was brought to the City's attention that some parties were inadvertently left off of the public distribution list, namely surrounding jurisdictions, applicable agencies, and some parties who previously requested to be added to the project's distribution list. On September 14, 2022, the City circulated notices to these remaining parties and indicated that the City would accept comments on the Draft EIR period for an additional 45-day period. The public review period for the Draft EIR ended on October 31, 2022. After receipt of all comments, a Notice of Availability of the Final EIR circulated to CEQA State Clearinghouse, Los Angeles County Clerk Recorder, property owners and occupants within a 2,000-foot radius of the project site, and all other relevant parties (e.g., surrounding jurisdictions and applicable agencies), including parties that provided comments during the public review periods for the NOP and Draft EIR; and

WHEREAS, in addition to the project as described above, the Draft EIR also analyzed a project alternative referred to as Alternative 3, Reduced Density and Sensitive Transition Alternative ("Alternative 3"), providing for a development similar to and within the same footprint as the aforementioned project, but that would involve a lower density residential component and smaller scale, detached townhome units along the western boundary of the Project site along Grace Avenue. Multifamily townhome units would still be included, but they would be located in between the detached townhome units and the multifamily apartment units. The townhome units would also be set back further away from existing residences along the southwest property line. The commercial and open space components would be largely unchanged, aside from potential minor spatial reconfiguration, and would encompass approximately the same square footages. Alternative 3 would provide a more gradual transition between the higher-density apartment component of the development and the Grace Neighborhood by placing detached townhome housing that is more consistent with the scale and spacing of the residential neighborhoods immediately adjacent to the area. Alternative 3 would include a total of 1,115 residential units (98 fewer than the aforementioned project), including 764 apartments and 351 townhomes, 10,000 square feet of commercial/restaurant uses, and a 22,859 square foot publicly accessible but privately maintained open space park area (111,581 square feet total publicly accessible open space). The Draft EIR found that Alternative 3 would meet all of the project objectives and would be environmentally superior to the aforementioned project. While Alternative 3 would not avoid the project's significant and unavoidable short-term construction noise impact, it would lessen it, and Alternative 3 would not result in impacts that are greater than those of the aforementioned project and would further reduce the magnitude of many of the already less-than-significant impacts; and

WHEREAS, Department staff, after reviewing the Draft EIR and public comments received and further considering the public welfare related to compatibility of adjacent uses, recognized the merits of Alternative 3, and therefore advised the Applicant to revise their application and plans for Alternative 3; and

WHEREAS, because Alternative 3 and its environmental impacts were discussed in detail within the Draft EIR, the City's decisionmakers have the discretion to approve Alternative 3 over the aforementioned project and certify the EIR without further analysis in or recirculation of the Draft EIR; and

WHEREAS, the site plan has been brought forward for Alternative 3 forward to the City's decision-makers for their consideration in lieu of the Project, and to that end has submitted an updated Specific Plan, Site Plan and VTTM consistent with the project details analyzed in Alternative 3. The entitlements sought by the Applicant for approval to proceed with the development of Alternative 3 pursuant to the application are as follows: (1) the EIR; (2) GPA No. 105-19; (3) SP No. 21-19 (Imperial Avalon Specific Plan); (4) ZCC No. 188-19; (5) DOR No. 1803-19; (6) VTTM No. 83157; and (7) Development Agreement No. 23-19 (collectively, hereinafter, the "Project"). Consistent with the City's Zoning Ordinance and applicable state law, the Planning Commission is the approval authority for the EIR, DOR No. 1803-19, and VTTM No. 83157, and is charged with making a recommendation to the City Council which is the approval authority for GPA No. 105-19, SP No. 21-19, ZCC No. 188-19, and DA No. 23-19; and

WHEREAS, a Final EIR was prepared for the Project, and comments were received on the Draft EIR, and responses to those comments, and well as any appropriate revisions and clarifications to the Draft EIR, were made in response to the comments received in the Final EIR. In addition to the Final EIR, required findings per CEQA Guidelines Section 15091, and Statement of Overriding Considerations per CEQA Guidelines Section 15093, all of which have been prepared and made available in accordance with CEQA, and although not required by CEQA, errata to the Final EIR has also been prepared and made available which clarifies, amplifies, or makes insignificant modifications in the Final EIR in order to help further inform the decision-makers and the public of environmental effects of Alternative 3 and the distinctions between it and the project as first described above; and

WHEREAS, on November 9, 2022, the Department published a legal notice in compliance with State law concerning the Planning Commission's consideration of the Project in Our Weekly, a local newspaper of general circulation, which included the date, time and location of the Planning Commission hearing on the Project. In addition, on November 9, 2022, a public hearing notice was mailed to each property owner within an expanded radius (2,000-foot radius) of the Project site, indicating the date and time of the public hearing regarding the Project, in accordance with state law; and

WHEREAS, on November 21, 2022, the Planning Commission conducted a duly noticed public hearing on the Project, at which time it received input from City Staff, the City Attorney's office, and the Applicant; public comment portion was opened, and public testimony and evidence, both written and oral, was considered by the Planning Commission of the City of Carson, after which public testimony was closed; and

WHEREAS, Planning Commission, having duly reviewed and considered the Project and all associated documents and evidence in the record, hereby desires to take the following actions with respect to the Project: (i) certify the EIR and make associated CEQA findings and approvals; (ii) approve DOR No. 1803-19 and VTTM No. 83157, conditioned upon City Council approval of GPA No. 105-19, SP No. 21-19, ZCC No. 188-19, and DA No. 23-19 and subject to the conditions of approval set forth in Exhibits "B"- "D" hereto; and (iii) recommend City Council approval of GPA No. 105-19, SP No. 21-19 (subject to the conditions of approval set forth in Exhibit "D" hereto), ZCC No. 188-19, and DA No. 23-19; and

WHEREAS, all legal prerequisites to the adoption of this Resolution have occurred.

NOW, THEREFORE, THE PLANNING COMMISSION OF THE CITY OF CARSON, CALIFORNIA, HEREBY FINDS, RESOLVES AND ORDERS AS FOLLOWS:

SECTION 1. The Planning Commission finds that the foregoing recitals are true and correct and are incorporated herein by reference.

SECTION 2. The Planning Commission finds that the proposed project is subject to the provisions of CEQA. A Draft EIR and a Final EIR (SCH No. 2021010116, inclusive of the Mitigation and Monitoring Program and Errata to the Final EIR, as well as Findings of Fact pursuant to CEQA Guidelines Section 15091 and a Statement of Overriding Considerations pursuant to CEQA Guidelines Section 15093 (all of which is on file with the Community Development Department, available at <https://ci.carson.ca.us/CommunityDevelopment/ImperialAvalon.aspx>, and incorporated herein by reference) was prepared for the Project, with respect to which the Planning Commission finds as follows pursuant to CEQA Guidelines §§15080 *et seq.*, based on substantial evidence in the record:

- a. Certification of Environmental Impact Report. The Planning Commission, having considered the EIR and the manner of preparation and review thereof, finds and certifies that: (1) the EIR has been completed in compliance with CEQA; (2) it has reviewed and considered the information contained in the EIR prior to approving the Project; and (3) the EIR reflects the City's independent judgment and analysis.
- b. Adoption of Findings of Fact. The Planning Commission hereby accepts as its own, incorporates as if set forth in full herein, and makes each and every one of the findings contained in the Findings of Fact.
- c. Mitigation Monitoring and Reporting Program. The Final EIR contains a Mitigation Monitoring and Reporting Program (MMRP), in accordance with applicable State law. The Planning Commission finds that the MMRP is designed to ensure that, during Project implementation, the City and any other responsible parties implement the Project components and comply with the mitigation measures identified in the MMRP and the Findings of Fact. The mitigation measures described and specifically identified in the above-referenced documents are feasible, are included as Project conditions of approval (see Exhibits "B"-"D" hereto), and shall become binding upon the applicable entity (such as the Applicant, Developer or the City) assigned thereby to implement the respective mitigation measures upon final Project approval, in accordance with CEQA Guidelines Section 15097.
- d. Adoption of Statement of Overriding Considerations. Even after the adoption of all feasible mitigation measures, certain significant or potentially significant environmental effects caused by the proposed Project, directly or cumulatively, will remain, as identified in the Final EIR, particularly with respect to construction noise. However, in accordance with CEQA Guidelines Section 15093, the Planning Commissions finds that specific economic, legal, social, technological, or other benefits of the Project, as detailed in the Statement of Overriding Considerations, which is incorporated herein by reference as though set forth in full, outweigh these unavoidable adverse environmental effects and render them acceptable.

SECTION 3. The Planning Commission further finds as follows:

1. With respect to Site Plan and Design Review No. 1803-19 to approve the development plan for the Project, pursuant to CMC §9172.23, which is available at <https://ci.carson.ca.us/CommunityDevelopment/ImperialAvalon.aspx> and incorporated herein by reference:
 - a) DOR No. DOR 1803-19 is consistent and compatible with: (i) the Carson General Plan as amended by GPA No. 105-19; (ii) the Imperial Avalon Specific Plan (SP No. 21-19), which upon its approval will be the specific plan for the Property, and any other specific plans for the area; and (iii) the uses surrounding the Property. Following final Project approval (inclusive of GPA No. 105-19, SP No. 21-19, and ZCC No. 188-19), the Property will have a General Plan designation of Urban Residential and will be zoned Imperial Avalon Specific Plan. The Project provides for a sensitive transition from the higher density Apartment buildings that will be located on the eastern portion of the Property to the single-family Grace Neighborhood located across the street from the western perimeter of the Property by including townhomes rather than higher density Apartment buildings on the western portion of the Property, including detached townhomes on the western edge and a new fifteen-foot-wide landscaped pathway located parallel to Grace Avenue that will be accessible to the surrounding neighborhood, all of which will ensure compatibility with the Grace Neighborhood. The Project will also be consistent with the Country Mart development on the approved District at South Bay Specific Plan area to the north of the Property across the Torrance Lateral Flood Channel, and will feature a pedestrian bridge connecting the Property to the Country Mart development, thereby providing Project residents with access to additional park space and commercial amenities on the Country Mart site once built out.
 - b) The Project's architecture and design will be compatible with existing and anticipated development in the vicinity, including the aspects of site planning, land coverage, landscaping, appearance and scale of structures and open spaces, and other features relative to a harmonious and attractive development of the area. The development generally consists of two interconnected halves where the western portion of the site would be developed with for-sale three-story attached and detached townhomes, and the eastern half of the site would be developed with multistory mixed-use buildings of up to six stories. The residential density transition from higher density apartment buildings on the east side of the site near Avalon Boulevard to lower density detached townhomes along the west side of the site near Grace Avenue will ensure compatibility with the existing Grace Neighborhood. The Project's materials and colors will be harmonious with the materials and colors of the surrounding neighborhood. A new pedestrian bridge will be constructed over the Torrance Lateral to connect the site to the nearby future Carson County Mart open space area. The Project is compatible with the General Plan Update's anticipated land use designation of Downtown Mixed Use, expected to be adopted in 2023.
 - c) The proposed landscaping conforms to the Imperial Avalon Specific Plan and the State's Water Efficient Landscape Ordinance (WELO) using native plantings and appropriate irrigation.
 - d) The Project will exhibit attractiveness, effectiveness and restraint in signing graphics and color. All signs proposed for the Project will be governed by a comprehensive sign program that will provide internal consistency in design style and direction for placement and size of signs, including a standardized wayfinding program. Signage

will be governed by the Imperial Avalon Specific Plan and CMC 9138.17(F) (to the extent not otherwise specified in the Specific Plan).

- e) Construction of the proposed development will involve multiple phases that are anticipated to overlap while other phases are occurring in other parts of the Project site.
 - f) The Project will provide for convenience and safety of circulation for pedestrians and vehicles. A new signalized intersection will be provided at the main project driveway, which will provide direct vehicle access to Avalon Boulevard between the I-405 interchange and 213th Street. This driveway will form the eastbound leg of a new signalized intersection. The westbound leg of this new signalized intersection will serve the potential future development on the Kott site to the east of the Property across Avalon Boulevard. One stop-controlled, gated driveway will be provided along Grace Avenue between the Torrance Lateral Flood Control Channel and 213th Street and will be the project entry to the West neighborhood (the Project townhomes). A third driveway will be provided along Avalon Boulevard, south of the main Project driveway. This internally stop-controlled driveway will provide right-turn-in/right-turn-out only movements from the Specific Plan Area to and from southbound Avalon Boulevard. Parking will be provided on-site in parking structures, within private garages and surface lots. A portion of the parking structure shall be reserved for exclusive use by Project residents and a portion of the parking structure shall be reserved for exclusive use by users of the commercial space. On-site vehicle circulation within the Specific Plan Area is provided via a number of roadways, which provide access to (without limitation) the site's parking and loading areas. Parking requirements for the apartments in the East Neighborhood are based on a persons per household study "Household Size Analysis for Residential Development," which evaluated the appropriate occupancy metrics for the rental apartment units in the project and analyzed actual household sizes for comparable product in Carson and the broader Los Angeles County region. Tenant Townhome and commercial parking is provided per the provisions of the Carson Municipal Code (CMC) 9162.21. Internal gates will control vehicular traffic between the apartment area and townhome area of the Project. The Project's internal pedestrian linkage concept proposes an internal circulation pattern that embraces and implements the theme of flexibility in routes, and provides additional areas of human activity and interaction through the large blocks within the Project site. A new traffic signal will be installed at the intersection of Grace Avenue and 213th Street as a Project Design Feature (PDF) as a traffic calming measure. A Transportation Demand Management (TDM) Plan was also developed for the project. The TDM includes a senior housing shuttle, unbundled parking (in which parking is a separate, optional expense for residents), a car sharing program and on-site workstation areas within the apartment buildings.
 - g) The Conditions of Approval for the DOR are necessary to facilitate the project and have a direct project nexus.
 - h) The required findings pursuant to Section 9172.23 (D), "Site Plan and Design Review," can be affirmatively made.
2. With respect to Vesting Tentative Tract Map (VTTM) No. 83157 relating to subdivision of the Property which is available at <https://ci.carson.ca.us/CommunityDevelopment/ImperialAvalon.aspxh> and incorporated herein by reference:

- a. The VTTM, as conditioned pursuant to Exhibit “C” hereto, complies with the City’s Zoning Ordinance and is consistent with Article IX, Chapter 2, Part 3 (Tentative Maps) of the Carson Municipal Code and the State Subdivision Map Act. The proposed subdivision is consistent with the Carson General Plan as amended by GPA No. 105-19 and the Imperial Avalon Specific Plan (SP No. 21-19), which upon its approval will be the specific plan for the Property. The proposed subdivision, together with the provisions for its design and improvement, as conditioned, is consistent and compatible with the objectives, policies, general land uses, and programs specified in the General Plan and the Imperial Avalon Specific Plan. The proposed project advances the General Plan goals and policies related to land use, transportation, housing, and economic development.
 - b. The Conditions of Approval for the VTTM are necessary to facilitate the project and have a direct project nexus.
 - c. None of the findings requiring denial pursuant to California Government Code Section 66474 can be made.
 - d. The project site is suitable for the proposed project and will accommodate up to 1,115 residential dwelling units, 10,000 square feet of commercial restaurant area and approximately 111,581 square feet of publicly accessible but privately maintained open space.
3. With respect to SP No. 21-19, to adopt the Imperial Avalon Specific Plan for the Property, which is available at <https://ci.carson.ca.us/CommunityDevelopment/ImperialAvalon.aspx> and incorporated herein by reference:
 - a. The Imperial Avalon Specific Plan (SP No. 21-19) is in conformance with the City’s General Plan with the proposed General Plan Amendment (GPA No. 105-19). Upon adoption of the Imperial Avalon Specific Plan, the Property will be subject to the zoning, development standards and permitted uses set forth in the Specific Plan.
 - b. The Specific Plan No. 21-19 contains the required contents under Government Code Section 65451.
 - c. The Project is compatible with the objectives and policies of the City’s General Plan with the proposed the General Plan Amendment and will not frustrate the plan’s goals and policies.
 - d. The Conditions of Approval for the SP are necessary to facilitate the project and have a direct project nexus.
4. With respect to Development Agreement No. (DA) No. 23-19, the Development Agreement for the Project, pursuant to Government Code Sections 65864 through 65869.5, as applicable:
 - a. The Project as proposed by the Development Agreement (DA No. 23-19) is in conformance with the City’s General Plan as amended by GPA No. 105-19 and the Imperial Avalon Specific Plan (which will also be the zoning designation for the Property pursuant to ZCC No. 188-19), and is consistent with and furthers a number of goals and objectives identified in the City’s General Plan. Overall, the Project proposed by the Development Agreement offers Carson residents new opportunities for residential, restaurant, and recreation uses while ensuring compatibility of surrounding uses and helping achieve a sustainable balance of residential and non-residential development. The Project provides 1,115 units of much needed housing, including an affordable housing community benefit and senior units, in addition to 10,000 feet of

- restaurant space and over 111,000 square feet of open space (including an almost 23,000 square foot park accessible to the public) with recreational amenities, plus a publicly accessible pedestrian bridge, bicycle amenities, and on-site pedestrian pathways increasing connectivity. Thus, the Project will further the public health, safety and welfare. Further detailed findings of consistency between the Project and the General Plan are found within the EIR.
- b. The approval of the Development Agreement for the Project will allow for the orderly development of a new mixed use residential project on a 27.21-acre parcel within the City which is suitable for the proposed use, is in conformity with public convenience and good land use practices, will not adversely affect the orderly development of property and will not adversely affect property values.
 - c. The Development Agreement provides for a public convenience through significant monetary benefits which will contribute directly or indirectly to programs and services designed to provide for the health, safety and welfare of the public, thereby exhibiting good land use practices.
 - d. The Agreement is in compliance with the procedures established by City Council including Resolution No. 90-050 as required by Government Code Section 65865(c).
 - e. The Development Agreement is consistent with the provisions of Government Code Sections 65864 through 65869.5.
5. With respect to General Plan Amendment No. (GPA) No. 105-19 to change the General Plan Land Use Designation for the Property from Regional Commercial and Low Density Residential to Urban Residential:
- a. GPA No. 105-19 will change the Property's General Plan land use designation from Regional Commercial and Low Density Residential to Urban Residential, allowing a residential density of up to 45 dwelling units per acre and thereby accommodating the Project's residential unit count of 1,115 dwelling units, or 41 dwelling units per acre, which will also be consistent with the Property's zoning upon adoption of the Imperial Avalon Specific Plan and ZCC No. 188-19 (allowing for up to 45 dwelling units per acre). The proposed General Plan land use designation is desirable and beneficial in that it promotes a compatible use of the Property (the Project). The Project will also be consistent with the General Plan Update's anticipated land use designation of Downtown Mixed Use for the Property.
 - b. The proposed General Plan Amendment is consistent with and furthers the General Plan goals and policies. Specifically, without limitation, Goal LU6: related to a sustainable balance of residential and non-residential development and a balance of traffic circulation through the City. The proposed project advances the General Plan's goals and policies implementing LU-IM 6.7: Review carefully any zone change and/or General Plan Amendment to permit development and modify intensity. Factors to be considered include, but are not limited to: Plan; circulation patterns; environmental constraints; and compatibility with surrounding uses.
 - c. The General Plan Amendment will ensure consistency between the Imperial Avalon Specific Plan and the General Plan by changing the land use designation to Urban Residential pending the General Plan Update in furtherance of the General Plan goals, policies, and objectives.

6. With respect to Zone Change No. (ZCC) No. 188-19 to change the zoning of the Property from Commercial, Automotive and RM-8-D zone to Imperial Avalon Specific Plan zoning district, pursuant to CMC §9172.13:
- a. The Project includes a zone change request changing the existing zoning district for the Property from Commercial, Automotive and RM-8-D zone to Imperial Avalon Specific Plan zoning district, which shall have standards substantially in compliance with the Imperial Avalon Specific Plan.
 - b. The zone change, to be effectuated by Council ordinance, is consistent with the General Plan, as amended pursuant to GPA No.105-19. Where the Carson Zoning Ordinance regulations and/or development standards are inconsistent with Imperial Avalon Specific Plan, the Imperial Avalon Specific Plan standards and regulations shall prevail. The proposed “Imperial Avalon” zone and Urban Residential General Plan Land Use designation will allow the development of up to 1,115 residential units, 10,000 square feet of commercial/restaurant uses and 111,581 square feet of publicly accessible but privately maintained open space, in furtherance of General Plan goals, policies and objectives.
 - c. The zone change from Commercial, Automotive and RM-8-D to Imperial Avalon Specific Plan is compatible with the surrounding uses and compatible/consistent with a General Plan land use designation of Urban Residential upon approval of GPA No. 105-19.

SECTION 3. The Planning Commission of the City of Carson, pursuant to the findings noted above, does hereby: (i) certify the EIR; (ii) adopt the MMRP; (iii) adopt the Findings of Fact; and (iv) adopt the Statement of Overriding Considerations.

SECTION 4. The Planning Commission of the City of Carson, pursuant to the findings noted above, does hereby approve DOR No. 1803-19 and VTTM No. 83157, contingent upon Council’s decision to approve. GPA No. 105-19, SP No. 21-19, DA No. 23-19, and ZCC No 188-19 and subject to the Conditions of Approval contained in Exhibits “B” and “C” attached hereto and incorporated herein by reference.

SECTION 5. The Planning Commission of the City of Carson, pursuant to the findings noted above, does hereby recommend the City Council approve: (i) GPA No. 105-19; (ii) SP No. 21-19, subject to the Conditions of Approval contained in Exhibit “D” attached hereto and incorporated herein by reference; (iii) ZCC No. 188-19; and (iv) DA No. 23-19.

SECTION 6. This decision of the Planning Commission shall become effective and final 15 days from the date of the action, in accordance with Section 9173.33 of the Zoning Ordinance, unless an appeal is filed within that time in accordance with Section 9173.4 of the Zoning Ordinance.

SECTION 7. The Secretary shall certify to the adoption of the Resolution and shall transmit copies of the same to the applicant.

APPROVED and ADOPTED this 21st of November, 2022.

VICE CHAIRPERSON

ATTEST:

SECRETARY

EXHIBIT “A”

Legal Description

THE LAND REFERRED TO HEREIN BELOW IS SITUATED IN THE CITY OF CARSON IN THE COUNTY OF LOS ANGELES, STATE OF CALIFORNIA, AND IS DESCRIBED AS FOLLOWS:

LOT 1 OF TRACT NO. 71206, IN THE CITY OF CARSON, COUNTY OF LOS ANGELES, STATE OF CALIFORNIA, AS PER MAP RECORDED IN BOOK 1400, PAGES 1 TO 6 OF MAPS, IN THE OFFICE OF THE COUNTY RECORDER OF SAID COUNTY.

EXCEPT THEREFROM PORTIONS OF SAID LAND ALL MINERALS, OIL, GAS, AND OTHER HYDROCARBON SUBSTANCES LYING BELOW THE SURFACE OF SAID LAND, AS EXCEPTED IN DEED RECORDED DECEMBER 08, 1960 AS INSTRUMENT NO. 1520 OFFICIAL RECORDS, AND IN DEED RECORDED MAY 18, 1959 AS INSTRUMENT NO. 590 OFFICIAL RECORDS.

APN: 7337-001-025

APN: 7337-001-026

APN: 7337-001-027

APN: 7337-001-028

APN: 7337-001-029

CITY OF CARSON
COMMUNITY DEVELOPMENT
PLANNING DIVISION
EXHIBIT "B"

CONDITIONS OF APPROVAL

IMPERIAL AVALON SITE PLAN AND DESIGN REVIEW No. DOR 1803-19

These "Conditions of Approval" shall govern the development of the Imperial Avalon Site Plan within the Imperial Avalon Specific Plan ("Specific Plan"), located at 21207 Avalon Boulevard in the City of Carson ("Project Site"). The "Project" consists of 1,115 residential dwelling units, 10,000 square feet of restaurant uses and 111,581 square feet of publicly accessible, privately maintained open space. The Project is proposed by the "Applicant" which currently consists of Imperial Avalon, LLC which term shall include the successors and assigns of the Applicant (aka, the "Developer").

GENERAL CONDITIONS

1. The Applicant shall sign an Affidavit of Acceptance form and submit the document to the Planning Division within 30 days of receipt of the City Council Resolution approving the amendment to the Specific Plan.
2. The adopted Ordinance approving the Specific Plan, including the Conditions of Approval contained herein, and the signed Affidavit of Acceptance, shall be copied in their entirety and placed directly onto a separate plan sheet behind the cover sheet of the development plans prior to Building and Safety plan check submittal. Said copies shall be included in all development plan submittals, including any revisions and the final working drawings.
3. These Conditions of Approval shall be subject to the terms and conditions of the Imperial Avalon Specific Plan, Final Environmental Impact Report (FEIR), Mitigation Monitoring and Reporting Program (MMRP), and Development Agreement (DA). In the event of a conflict between these Conditions of Approval and the Development Agreement the Development Agreement shall **control**.
4. Prior to Building and Safety plan check submittal and prior to issuance of building permits, the Applicant shall submit a complete set of electronic Construction Drawings that conform to all the Conditions of Approval to be reviewed and approved by the Planning Division.
5. The Applicant shall comply with all Mitigation Measures, Project Design Features, and Project Characteristics as described in the Final Environmental Impact Report and MMRP.

6. The Applicant shall make any necessary site plan and design revisions to the site plan and elevations approved by the Planning Commission, City Council, and these conditions of approval. All plans shall be consistent with all project approvals.
7. City Approvals. All approvals by City, with respect to the Project and/or the Conditions of Approval set forth herein, unless otherwise specified, shall be by the department head of the department or agency requiring the applicable condition. All agreements, covenants, easements, deposits and other documents required herein where City is a party shall be in a form approved by the City Attorney. The Applicant shall pay the cost for review and approval of such agreements and deposit necessary funds pursuant to the First Amended Reimbursement Agreement, between the City and Imperial Avalon, LLC, dated June 1, 2022 (as amended or modified from time to time, the "Reimbursement Agreement").
8. Reimbursement Agreement. A trust deposit account shall be established and maintained pursuant to the Reimbursement Agreement.
9. Indemnification. The Applicant, and its tenant(s), for themselves and their successors in interest ("Indemnitors"), agree to defend, indemnify and hold harmless the City of Carson, its agents, officers and employees, and each of them ("Indemnitees") as set forth in the DA from and against any and all claims, liabilities, damages, losses, costs, fees, expenses, penalties, errors, omissions, forfeitures, actions, and proceedings (collectively, "Claims") against Indemnitees with respect to the Project entitlements or approvals that are the subject of these Conditions of Approval, and any Claims against Indemnitees which are in any way related to Indemnitees' review of or decision upon the Project that is the subject of these Conditions of Approval (including, without limitation, any Claims related to any finding, determination, or claim of exemption made by Indemnitees pursuant to the requirements of the California Environmental Quality Act, or other local or State Agencies, and any Claims against Indemnitees which are in any way related to any damage or harm to people or property, real or personal, arising from Indemnitors' construction or operations of the Project, I, or any of the Project entitlements or other approvals that are the subject of Conditions of the Approvals for the Specific Plan, Site Plan and Design Review and Tentative Tract Map. The City will promptly notify Indemnitors of any such claim, action or proceeding against Indemnitees, and, at the option of the City, Indemnitors shall either undertake the defense of the matter or pay Indemnitees associated legal costs or shall advance funds assessed by the City to pay for the defense of the matter by the City Attorney. In the event the City opts for Indemnitors to undertake defense of the matter, the City will cooperate reasonably in the defense, but retains the right to settle or abandon the matter without Indemnitors' consent. Indemnitors shall provide a deposit to the City in the amount of 100% of the City's estimate, in its sole and absolute discretion, of the cost of litigation / Claims asserted, including the cost of any award of attorneys' fees, and shall make additional deposits as requested by the City to keep the deposit at such level. If Indemnitors fail to provide or maintain the deposit, Indemnitees may abandon the action and Indemnitors shall pay all costs resulting therefrom and Indemnitees shall have no liability to Indemnitors.

SPECIAL CONDITIONS

10. Avalon Street Improvements. Prior to issuance of any building permits, the developer shall prepare plans and obtain approval from the City for installation of street improvements along their Avalon Boulevard street frontage consistent with the Carson Street Master Plan improvements, the Union Southbay project, and as identified in the DIF Nexus Study prepared by Kelly Associates Management Group and dated March 19, 2019, and approved by the City Council on April 2, 2019, along with all reports, studies, assessments and memorandums referenced within that study (collectively the "DIF Nexus Study") including parkway and median landscaping, hardscaping, and street furniture including bike racks, streetlights, benches, wayfinding signs, etc. All improvements shall be completed prior to issuance of the occupancy permit for the first apartment building or any townhomes, whichever occurs earlier.
11. Grace Avenue Improvements. Prior to issuance of building permits, the developer shall prepare plans and obtain approval from the City for installation of street improvements along their street frontage improvements for Grace Avenue consistent with the approved plans. All improvements shall be completed prior to issuance of the occupancy permit for the first townhome.
12. Bicycle Lane Improvements. Prior to issuance of building permits, the developer shall prepare plans and obtain approval from the City for installation of bicycle lanes along Avalon Boulevard and 213th Street identified in the DIF Nexus Study. All improvements shall be completed prior to issuance of the occupancy permit for the first apartment building or any townhomes, whichever occurs earlier.
13. The Site Plan and Design Review approval shall not be effective until such time the City Council approves the Specific Plan, Development Agreement, General Plan Amendment, and Zone Change and said documents are legally effective.
14. The final Construction Documents shall comply with the provisions and requirements of the Development Agreement, the Specific Plan and final approved Site Plan.
15. The applicant shall ensure that the fugitive dust control program is implemented during construction. The program shall be depicted on the construction drawings/grading plans and the contractor shall be responsible for implementation.
16. Adequate measures shall be taken to eliminate odors during the grading operations as a result of the site being a former landfill to the satisfaction of the Community Development Director.
17. The Development Agreement Fee and all other fees shall be paid in appropriate times as specified in the Development Agreement and the Conditions of Approval.

LANDSCAPE / IRRIGATION

18. Landscaping shall conform to the provisions contained in the Specific Plan and all City codes regarding water conservation.

19. Prior to issuance of any building permits, the Applicant shall provide landscape plans to the Planning Division for review and approval for all areas of the site. In lieu of installation of the entire landscaping on the site prior to issuance of occupancy permits, the Community Development Director may approve a phased landscape installation plan to require a phased installation of landscaping prior to issuance of occupancy permits of various portions of the project.
20. Installation, maintenance, and repair of all landscaping shall be the responsibility of the Applicant. All landscaping shall be installed prior to issuance of any occupancy permits. The Community Development Director may approve a phased installation of the landscaping.
21. Landscaping shall be provided with a permanently installed, automatic irrigation system and operated by an electrically-timed controller station set for early morning or late evening irrigation per the Specific Plan.
22. Installation of 6" high concrete curbs are required around all landscaped planter areas, except for areas determined by National Pollutant Discharge Elimination System (NPDES) permit or other applicable condition of approval that requires certain landscaped areas to remain clear of concrete curbs for more efficient storm water runoff flow and percolation as deemed necessary by the City Engineer. Revised landscaping and irrigation plans shall be reviewed and approved by the Planning Division should subsequent modifications be required by other concerned agencies regarding the removal of concrete curbs.
23. The proposed irrigation system shall include best water conservation practices.
24. Backflows shall be screened with min. 5' wide planters and landscape screen material, with plant material per the Specific Plan. Paint device green color similar to Frazee, aeroplate 'Forest Green' or equal. Transformers shall be screened with shrubs and ground covers, with plant material per the Specific Plan.
25. The Project shall comply with AB 325, the State Model Water Efficient Landscape Ordinance. Maximum Applied Water Allowance, MAWA, and Estimated Applied Water Use shall be calculated and submitted on all landscape construction documents.
26. All walls that include creeping vines shall be installed on the project side of the wall and shall be passed through the walls to the opposite side by drilling holes on wall or by other method as approved by the Planning Division.
27. Show corner sight line distances on the landscape plan per Engineering Department Standard Drawings.

WALLS/FENCES

28. Prior to the issuance of any building permits, the applicant shall submit a Wall and Fence Plan to the Planning Division for review and approval by the Planning and Building Divisions for all areas of the site. The plans shall indicate materials colors and height of proposed and existing walls and fences and shall include a cross section of walls and

fences indicating adjacent grades. Walls shall be consistent with the requirements of the Specific Plan. In lieu of construction of all walls and fences on the site prior to issuance of any occupancy permits, the Community Development Director may approve a phased construction plan for the walls and fences prior to issuance of occupancy permits of various portions of the project.

29. All walls shall include graffiti-resistant coating.

LIGHTING

30. All exterior lighting and sign lighting shall be provided in compliance with the standards pursuant to the Specific Plan.

31. Two sets of lighting plans are to be drawn, stamped, and signed by a licensed lighting consultant and submitted and approved by the Planning Division prior to the issuance of any building permits. In lieu of installation of all lights on the site prior to issuance of any occupancy permits, the Community Development Director may approve a phased installation plan for the lights prior to issuance of occupancy permits of various portions of the project.

32. All lighting within the Project shall be directed on-site in such a manner as to not create a nuisance or hazard to adjacent streets and properties, which shall be subject to the approval of the Planning Division.

SIGNAGE

33. Prior to issuance of any building permits, the Applicant shall submit a Comprehensive Sign Program consistent with the Specific Plan and Development Agreement.

34. Prior to issuance of building permits, the Applicant shall provide plans to the Planning Division for approval of entry monument signage consistent with the Comprehensive Sign Program.

35. Prior to issuance of building permits, the Applicant shall provide plans to the Planning Division for approval of Directional/wayfinding signage consistent with the Comprehensive Sign Program.

36. All signs shall be installed prior of any issuance of occupancy permits. In lieu of installation of all signage on the site prior to issuance of any occupancy permits, the Community Development Director may approve a phased installation plan for the signs prior to issuance of occupancy permits of various portions of the project.

PARKING

37. Prior to issuance of occupancy of the first apartment building, the Applicant shall prepare, submit for City's approval, fund and operate a parking management program for onsite parking monitoring and Grace Avenue parking monitoring. The program will be required to ensure that residents and visitors park in appropriate parking stalls. Imperial Avalon

residents and guest shall be prohibited from parking on Grace Avenue or other residential streets of the surrounding community.

38. All parking areas and driveways shall remain clear. No encroachment into parking areas and/or driveways shall be permitted.

39. All areas used for the movement, parking, loading, repair or storage of vehicles shall be paved with either:

- a. Concrete or asphaltic concrete to a minimum thickness of three and one-half inches over four inches of crushed aggregate base; or
- b. Other surfacing material which, in the opinion of the Director of Public Works, provides equivalent life, service and appearance.

TRASH

40. Trash collection shall comply with the requirements of the City's trash hauler.

BUILDING AND SAFETY DIVISION

41. Submit development plans for plan check review and approval prior to issuance of permits.

42. Obtain all appropriate permits and an approved final inspection for the proposed Project.

ENGINEERING SERVICES DEPARTMENT - CITY OF CARSON

41. Any existing off-site improvements damaged during the construction shall be removed and reconstructed per City of Carson PW Standard Drawings and to the satisfaction of the City Engineer.
42. A construction permit is required for any work to be done in the public right-of-way.
43. The Applicant shall comply with street improvements and all other requirements included in the Development Agreement.
44. The Applicant shall comply with all conditions and requirements imposed in connection with recordation of the Final Tract Map by the County of Los Angeles Department of Public Works, as approved by the City Engineer.

Prior to Certificate of Occupancy

45. The developer shall ensure the signal at the intersection of Avalon Boulevard and the main project entry is operational, at the developer's expense, to the satisfaction of the City Engineer.
46. The Applicant shall comply with all requirements from L.A. County Sewer Maintenance Division for Maintenance of new and/or existing sewer main, relating to this development, prior to release of all improvement bonds.

47. The Applicant shall execute and provide to the City Engineer, a written statement from the water purveyor (Calwater) indicating that the water system will be operated by the purveyor and that under normal conditions, the system will meet the requirements for the development and that water service will be provided to each building. Comply with mitigation measures required by the water purveyor.
48. The Applicant shall construct and guarantee the construction of all required drainage infrastructures in accordance with the requirements and recommendations of the hydrology study, subject to the approval of the City Engineer.
49. If needed, easements shall be granted to the City, appropriate agency, or entity for the purpose of ingress, egress, construction, and maintenance of all infrastructures constructed and handicap access for this development to the satisfaction of the City Engineer and or appropriate agency or entity.
50. All infrastructure necessary to serve the Project (water, sewer, storm drain, and street improvements) shall be in operation prior to the issuance of Certificate of Occupancy of any building.

PUBLIC WORKS – WATER QUALITY

Prior to Issuance of Building Permit

51. The Applicant shall comply with all applicable Low Impact Development (“LID”) requirements and shall include Best Management Practices (“BMP”) necessary to control storm water pollution from construction activities and facility operations to the satisfaction of the City Engineer.
52. Applicant shall complete and provide a BMP Reporting Template to City of Carson, Engineering Services Department.
53. Applicant shall provide contact information of the Qualified Storm Water Developer (“QSD”) and/or Qualified SWPPP (Storm Water Pollution Prevention Plan) Developer (“QSP”) for the Project Site.
54. Applicant shall submit digital copies of SUSMP/LID/NPDES/Grading Plans concurrently to City of Carson, Engineering Services Department and Los Angeles County Building & Safety Division.
55. Applicant shall complete, sign and return the Stormwater Planning Program LID Plan Checklist form and return to City of Carson Engineering Services Division.

Prior to Certificate of Occupancy

56. For any structural and/or treatment water quality control device installed, the Applicant, shall record a maintenance covenant pursuant to Section 106.4.3 of the County of Los Angeles Building Code and title 12, Chapter 12.80 of the Los Angeles County Code relating to the control of pollutants carried by storm water runoff. In

addition, an exhibit shall be attached to such covenant to identify the location and maintenance information for any structural and/or treatment control device installed.

- a) The Maintenance Covenant shall be reviewed and approved by the City Engineer prior to recordation with the Los Angeles County Registrar-Recorder/County Clerk.
- b) RECORDATION of the Maintenance Covenant is the responsibility of the Applicant. Provide a copy of the recorded Covenant Agreement to City Engineer prior to certificate of occupancy for any building.

57. Inspection will be conducted once a year after any portions of the Project are constructed.

FIRE DEPARTMENT

58. The proposed development for the Project shall obtain approval and comply with all Los Angeles County Fire Department requirements.

DEVELOPMENT AGREEMENT FEE

59. In lieu of the Developer and the Project opting into Citywide Community Facilities District No. 2018-01 ("CFD") (estimated to have a net present value over the life of this Agreement of approximately fourteen million six hundred fifty-eight thousand three hundred sixty-two dollars (\$14,658,362.00) and paying Development Impact Fees pursuant to Ordinance No. 19-1931 (estimated to be approximately thirteen million one hundred twenty-seven thousand fourteen dollars (\$13,127,014.00) based on current Project features), Developer shall pay a Development Agreement Fee totaling thirty million fifteen thousand three hundred seventy-six dollars (\$30,015,376.00) (the "Development Agreement Fee") (this includes an additional fee of \$2,000 per residential unit multiplied by 1,115 units even if fewer units are constructed (equal to two million two hundred thirty thousand dollars (\$2,230,000.00))).

Developer shall have the right to pay the Development Agreement Fee as prescribed below or cause the Development Agreement Fee contributions and payments to be made by a nonprofit entity in accordance with the terms prescribed by this Agreement. Except as otherwise provided for the Carson Park and Recreation Subsidy and the Initial DA Fee Payment, the amounts prescribed below shall be paid either by the Developer or the nonprofit entity at the City's direction toward specific programs, projects or uses within the following categories: (i) park, recreational and open space site acquisition, facility development and maintenance, (ii) City infrastructure improvements, maintenance and upgrades, and (iii) community recreational benefits and subsidies. The Development Agreement Fee payments are limited to the amounts and subject to the schedule set forth below:

- a) Three hundred thousand dollars (\$300,000.00) shall be due upon the Effective Date of the DA and shall be used by City to subsidize Carson residents' fees and costs associated with park and recreational registration, trophies and jerseys ("Carson Park and Recreation Subsidy").

- b) Five million dollars (\$5,000,000.00) shall be due prior to issuance of a grading permit for the Project ("Initial DA Fee Payment"). The City shall have the option to use the Initial DA Fee Payment in whole or in part for low income housing including but not limited to maintenance and upgrades to, and assistance with the preservation of, existing mobilehome parks located throughout the City.
- c) Five million dollars (\$5,000,000.00) shall be due prior to issuance of a building permit for the first Townhome to be constructed within the Project.
- d) Six million dollars (\$6,000,000.00) shall be due prior to issuance of a certificate of occupancy for the first Apartment building to be constructed within the Project, and another six million dollars (\$6,000,000.00) shall be due upon issuance of a certificate of occupancy for the second Apartment building to be constructed within the Project..
- e) Five million dollars (\$5,000,000.00) shall be due within six months following issuance of a certificate of occupancy for the first Apartment building to be constructed within the Project.
- f) Two million seven hundred fifteen thousand three hundred and seventy-six dollars (\$2,715,376.00) shall be due prior to issuance of a building permit for the 150th Townhome to be constructed within the Project.

CITY OF CARSON
COMMUNITY DEVELOPMENT
PLANNING DIVISION
EXHIBIT "C"

CONDITIONS OF APPROVAL

IMPERIAL AVALON VESTING TENTATIVE TRACT MAP 83157

These "Conditions of Approval" shall govern the development of the Imperial Avalon Vesting Tentative Tract Map ("VTTM"), located at 21207 Avalon Boulevard in the City of Carson ("Project Site"). The "Project" consists of a mixed use project including 1,115 residential dwelling units, 10,000 square feet of restaurant area, and 111,581 square feet of publicly accessible but privately maintained open space within the Imperial Avalon Specific Plan. The Project is proposed by the "Applicant" which currently consists of Imperial Avalon, LLC which term shall include the successors and assigns of the Applicant (aka, the "Developer").

GENERAL CONDITIONS

1. The Applicant shall sign an Affidavit of Acceptance form and submit the document to the Planning Division within 30 days of receipt of the City Council Resolution approving the amendment to the Specific Plan.
2. The adopted Ordinance approving the Specific Plan, including the Conditions of Approval contained herein, and the signed Affidavit of Acceptance, shall be copied in their entirety and placed directly onto a separate plan sheet behind the cover sheet of the development plans prior to Building and Safety plan check submittal. Said copies shall be included in all development plan submittals, including any revisions and the final working drawings.
3. These Conditions of Approval shall be subject to the terms and conditions of the Imperial Avalon Specific Plan, Final Environmental Impact Report (FEIR), Mitigation Monitoring and Reporting Program (MMRP), and Development Agreement (DA). In the event of a conflict between these Conditions of Approval and the Development Agreement the Development Agreement shall control.
4. Prior to recordation of the map, the Applicant shall submit a vesting tentative map that complies with the approvals by the Planning Commission, City Council, these conditions of approval, City of Carson Public Works Department, and the County of Los Angeles. All plans shall be consistent with all project approvals.
5. The Applicant shall comply with all City, county, state, and federal regulations applicable to the Project.

6. The Applicant shall comply with all Mitigation Measures, Project Design Features, and Project Characteristics as described in the Final Environmental Impact Report and MMRP.
7. City Approvals. All approvals by City with respect to the Project and/or the Conditions of Approval set forth herein, unless otherwise specified, shall be by the department head of the department or agency requiring the applicable condition. All agreements, covenants, easements, deposits and other documents required herein where City is a party shall be in a form approved by the City Attorney. The Applicant shall pay the cost for review and approval of such agreements and deposit necessary funds pursuant to the First Amended and Restated Reimbursement Agreement, between the City, and Faring Capital, LLC, dated June 1, 2022 (as amended or modified from time to time, the "Reimbursement Agreement").
8. Reimbursement Agreement. A trust deposit account shall be established and maintained pursuant to the Reimbursement Agreement.
9. Indemnification. The Applicant, and its tenant(s), for themselves and their successors in interest ("Indemnitors"), agree to defend, indemnify and hold harmless the City of Carson, its agents, officers and employees, and each of them ("Indemnitees") as set forth in the DA from and against any and all claims, liabilities, damages, losses, costs, fees, expenses, penalties, errors, omissions, forfeitures, actions, and proceedings (collectively, "Claims") against Indemnitees with respect to the Project entitlements or approvals that are the subject of these Conditions of Approval, and any Claims against Indemnitees which are in any way related to Indemnitees' review of or decision upon the Project that is the subject of these Conditions of Approval (including, without limitation, any Claims related to any finding, determination, or claim of exemption made by Indemnitees pursuant to the requirements of the California Environmental Quality Act or other local or State Agencies, and any Claims against Indemnitees which are in any way related to any damage or harm to people or property, real or personal, arising from Indemnitors' construction or operations of the Project, including site improvements and other associated improvements. or any of the Project entitlements or other approvals that are the subject of Conditions of the Approvals for the Specific Plan, Site Plan and Design Review and Tentative Tract Map. The City will promptly notify Indemnitors of any such claim, action or proceeding against Indemnitees, and, at the option of the City, Indemnitors shall either undertake the defense of the matter or pay Indemnitees associated legal costs or shall advance funds assessed by the City to pay for the defense of the matter by the City Attorney. In the event the City opts for Indemnitors to undertake defense of the matter, the City will cooperate reasonably in the defense, but retains the right to settle or abandon the matter without Indemnitors' consent. Indemnitors shall provide a deposit to the City in the amount of 100% of the City's estimate, in its sole and absolute discretion, of the cost of litigation / Claims asserted, including the cost of any award of attorneys' fees, and shall make additional deposits as requested by the City to keep the deposit at such level. If Indemnitors fail to provide or maintain the deposit, Indemnitees may abandon the action and Indemnitors shall pay all costs resulting therefrom and Indemnitees shall have no liability to Indemnitors.

SPECIAL CONDITIONS

10. No demolition or grading permits shall be issued prior to Vesting Tentative Tract Map clearance by the Los Angeles County Department of Public Works.
11. Avalon Street Improvements. Prior to issuance of any building permits, the developer shall prepare plans and obtain approval from the City for installation of street improvements along their Avalon Boulevard street frontage consistent with the Carson Street Master Plan improvements, the Union Southbay project, and as identified in the DIF Nexus Study prepared by Kelly Associates Management Group and dated March 19, 2019, and approved by the City Council on April 2, 2019, along with all reports, studies, assessments and memorandums referenced within that study (collectively the "DIF Nexus Study") including parkway and median landscaping, hardscaping, and street furniture including bike racks, streetlights, benches, wayfinding signs, etc. All improvements shall be completed prior to issuance of the occupancy permit for the first apartment building or any townhomes, whichever occurs earlier.
12. Grace Avenue Improvements. Prior to issuance of building permits, the developer shall prepare plans and obtain approval from the City for installation of street improvements along their street frontage improvements for Grace Avenue consistent with the approved plans. All improvements shall be completed prior to issuance of the occupancy permit for the first townhome.
13. Bicycle Lane Improvements. Prior to issuance of building permits, the developer shall prepare plans and obtain approval from the City for installation of bicycle lanes along Avalon Boulevard and 213th Street identified in the DIF Nexus Study and per the City's Complete Streets Policy and Public Works Designs. All improvements shall be completed prior to issuance of the occupancy permit for the first apartment building or any townhomes, whichever occurs earlier.
14. The Vesting Tentative Tract Map approval shall not be effective until such time the City Council approves the Specific Plan, Development Agreement, General Plan Amendment, and Zone Change and said documents are legally effective.
15. The final Construction Documents shall comply with the provisions and requirements of the Development Agreement, the Specific Plan and final approved Site Plan.
16. The applicant shall ensure that the fugitive dust control program is implemented during construction. The program shall be depicted on the construction drawings/grading plans and the contractor shall be responsible for implementation.
17. Adequate measures shall be taken to eliminate odors during the grading operations as a result of the site being a former landfill to the satisfaction of the Community Development Director.

18. The Development Agreement Fee and all other fees shall be paid in appropriate times as specified in the Development Agreement and the Conditions of Approval.

BUILDING AND SAFETY DIVISION

19. Submit development plans for plan check review and approval prior to issuance of permits.
20. Obtain all appropriate permits and an approved final inspection for the proposed Project.

ENGINEERING SERVICES DEPARTMENT - CITY OF CARSON

21. Any existing off-site improvements damaged during the construction shall be removed and reconstructed per City of Carson PW Standard Drawings and to the satisfaction of the City Engineer.
26. A construction permit is required for any work to be done in the public right-of-way.
27. The Applicant shall comply with all conditions and requirements recommended or imposed by the County of Los Angeles (Dept. of Public Works) in connection with Vesting Tentative Tract Map and / or the recordation of the Final Tract Map as approved by the City Engineer.
28. The Developer shall submit a copy of approved Grading plans on bond paper to the City of Carson – Engineering Division, prior to issuance of grading permits.
29. The Developer shall submit an electronic copy of approved plans (such as, Sewer, Street and/or Storm Drain Improvements, whichever applies), to the City of Carson – Engineering Division, prior to issuance of permit by Engineering Division.
30. Proof of Worker's Compensation and Liability Insurance shall be submitted to the City prior to issuance of permit by Engineering Division.
31. A Construction bond for all work to be done within the public right of way shall be submitted and approved by Engineering Division prior to approval of the Final Map.
32. A Final Map prepared by, or under the direction of, a pre-1982 Registered Civil Engineer or Licensed Land Surveyor must be processed through the City Engineer prior to being filed with the County Recorder.
33. CC&R's (covenants, conditions, and restrictions) to address drainage responsibilities are required.
34. Private easements will not be granted or recorded within areas proposed to be granted, dedicated, or offered for dedication until after the Final Map is filed with the County Recorder. If easements are granted after the date of tentative map approval,

a subordination must be executed by the easement holder prior to the filing of the Final Map.

35. Prior to tentative map approval, quitclaim or relocate any easements interfering with building locations to the satisfaction of the City, appropriate agency or entity.
36. Provide suitable turnaround and label the driveways "Private Driveway and Fire Lane" on the Final Map to the satisfaction of the Fire Department.
37. Prior to tentative map approval, a soils report, sewer area study, drainage concept, hydrology study and stormwater quality plan shall be reviewed and approved. Tentative map approval will not be granted until the required soils, sewer, drainage concept, hydrology study and stormwater information have been received and found satisfactory.
38. Comply with mitigation measures recommended in the approved soils, sewer area study, drainage concept, hydrology study and stormwater quality plan.
39. Prior to tentative map approval, the Developer shall submit a sewer area study to the Los Angeles County Department of Public Works (LACDPW) to determine if capacity is adequate in the sewerage system to be used as the outlet for the sewer of this development. If the system is found to have insufficient capacity, the problem must be addressed and resolved to the satisfaction of the L.A. County Sewer Department.
40. The Developer shall install separate sewer laterals to individually serve each building in the development. Installation and dedication of main line sewers may be necessary to meet this requirement.
41. The Developer shall submit drainage/grading plans, prepared by a registered Civil Engineer, to the Los Angeles County Department of Public Works (LACDPW) and obtain approvals to the satisfaction of the LACDPW.
42. The Developer shall comply with applicable LID requirements (Carson Municipal Code Section 5809) and shall include Best Management Practices necessary to control storm water pollution from construction activities and facility operations to the satisfaction of Building and Safety or as otherwise approved by the City Engineer.
43. A water system maintained by the water purveyor, with appurtenant facilities to serve all buildings in the development, must be provided. The system shall include fire hydrants of the type and location as determined by the Fire Department. The water mains shall be sized to accommodate the total domestic and fire flows.
44. The Developer shall send a print of the development map to the County Sanitation District, to request for annexation. The request for annexation must be approved prior to Final Map approval.
45. A final guarantee will be required at the time of the filing of the Final Map with the County Recorder/County Clerk's Office.

46. Comply with the City of Carson Green Streets standards.

Prior to Issuance of Building Permit

47. Public Street Improvements Plans along Avalon Boulevard and Grave Avenue shall (be):
- a) include parkways, sidewalks, wheelchair ramps, bike lanes, landscaped medians, streetlights, etc.
 - b) per The Imperial Avalon Specific Plan.
 - c) per the City of Carson PW Standard Drawings.
 - d) submitted to and reviewed by County of Los Angeles, Department of Public Works for approval recommendations to the City Engineer.
48. Final Map shall be approved and recorded.
49. Drainage/Grading plan shall be submitted for approval of the Building and Safety Division. The Developer shall submit a copy of approved Drainage/Grading plans on bond paper to the City of Carson – Engineering Division.
50. The Developer shall submit improvement plans to the Engineering Division showing all the required improvements in the public right of way for review and approval of the City Engineer. A copy of approved conditions of approval shall be attached to the plans when submitted.
51. Off-site improvements (e.g., driveways, sidewalk, parkway drains, trees, curb/gutter, etc.) shown on the grading plans must provide a concurrent submittal to City of Carson Engineering Division. Off-site improvements may be shown on a separate set of street improvement plans. Prior to issuance of Grading permit, developer shall obtain clearance from City of Carson Engineering Division.
52. Per CMC §9161.4, the Developer shall provide an in-lieu fee in an amount determined by the City Engineer, per CMC §9161.7, to be sufficient to cover the costs of undergrounding all existing overhead utility lines, including telecommunication lines, 12 Kilovolts. The cash in- lieu payment shall be deposited in full amount before issuance of Building Permits. At the discretion of the City Engineer, the City may accept an undergrounding cost estimate prepared by Southern California Edison in-lieu of the City's estimate

Prior to Certificate of Occupancy

53. The developer shall ensure the signal at the intersection of Avalon Boulevard and the main Project entry is operational, at the developer's expense, to the satisfaction of the City Engineer

54. The Applicant shall comply with all requirements from L.A. County Sewer Maintenance Division for Maintenance of new and/or existing sewer main, relating to this development, prior to release of all improvement bonds.
55. The Applicant shall execute and provide to the City Engineer, a written statement from the water purveyor (Calwater) indicating that the water system will be operated by the purveyor and that under normal conditions, the system will meet the requirements for the development and that water service will be provided to each building.
56. Comply with mitigation measures required by the water purveyor.
57. The Applicant shall construct and guarantee the construction of all required drainage infrastructures in accordance with the requirements and recommendations of the hydrology study, subject to the approval of the City Engineer.
58. The Developer shall construct and guarantee the construction of all required drainage infrastructures in accordance with the requirements and recommendations of the hydrology study, subject to the approval of the City Engineer.
59. All new utility lines, servicing the proposed development shall be underground to the satisfaction of the City Engineer.
60. Comply with any additional requirements, if any, as means of mitigating any traffic impacts as identified in the traffic study approved by the City Traffic Engineer.
61. Install a striping and pavement legend per City of Carson PW Standard Drawings.
62. If needed, grant an easement(s) to the City or other appropriate agency or entity to the extent necessary for the construction and maintenance of all infrastructures required pursuant to the project approval and these conditions, and to facilitate ADA-compliant pedestrian and vehicular ingress and egress across driveways or other access points connecting the proposed development to the public right-of-way, or otherwise along the public right-of-way on or adjacent to the proposed development, to the satisfaction of the City Engineer and or appropriate agency or entity.
63. The Developer shall annex the area to the L.A. County Lighting Maintenance District, for the purpose of operating and maintaining the streetlights to be installed. The annexation shall be to the satisfaction of L.A. County and shall be completed prior to the issuance of Certificate of Occupancy. Additional streetlight installation or upgrade to existing streetlights may be required as part of the annexation.
64. Relocate existing conflicting street light poles to the satisfaction of L.A. County Traffic and Lighting Division, the City of the City Engineer and/or appropriate agency or entity.

PUBLIC WORKS – WATER QUALITY

Prior to Issuance of Building Permit

65. Prior to the issuance of Building Permit the proposed development is subject to the following:
- a) Per City of Carson ordinance 5809 developer shall comply with all applicable Low Impact Development (LID) requirements and shall include Best Management Practices necessary to control storm water pollution from construction activities and facility operations to the satisfaction of the City Engineer.
 - b) Developer shall apply for a Construction Activities Stormwater General Permit from the State Water Resources Control Board.
 - c) Developer shall provide a copy of an approved SWPPP stamped by Los Angeles County Building and Safety Division along with WDID number.
 - d) Developer shall provide contact information of the Qualified Storm Water Developer (QSD) and/or Qualified SWPPP (Storm Water Pollution Prevention Plan) Developer (QSP) of the site to Julio Gonzalez via E-mail JGonzalez@Carson.ca.us
 - e) Developer shall submit digital copies of the LID/NPDES/Grading Plans, hydrology and Hydraulic analysis concurrently to City of Carson, Engineering Services Department and Los Angeles County Building & Safety Division. Deliver copy to Julio Gonzalez via E-mail JGonzalez@Carson.ca.us
 - f) Developer shall complete, sign and return the Stormwater Planning Program LID Plan Checklist form and return to City of Carson Engineering Services Division.

Prior to issuance of Certificate of Occupancy

66. Prior to the issuance of Certificate of Occupancy the proposed development is subject to the following:
- a) For any structural and/or treatment control device installed. Developer shall record a maintenance covenant pursuant to Section 106.4.3 of the County of Los Angeles Building Code and title 12, Chapter 12.80 of the Los Angeles County Code relating to the control of pollutants carried by storm water runoff. In addition, an exhibit shall be attached to identify the location and maintenance information for any structural and/or treatment control device installed.
 - b) Developer shall complete and submit digital BMP Reporting Template Spreadsheet to the City Public Works Department.
 - c) Covenant shall be reviewed and approved by the City Engineer prior to recordation with the Los Angeles County Registers Recorder/County Clerk.
 - d) RECORDATION is the responsibility of the Developer. Provide a copy of the recorded covenant agreement to City Engineer

- e) Inspection will be conducted once a year after all Post Construction Best Management Practices (BMP) are constructed.
- f) Developer shall provide an approved Notice of Termination (NOT) by the State Water Resources Control Board.

FIRE DEPARTMENT

- 67. The proposed development for the Project shall obtain approval and comply with all Los Angeles County Fire Department requirements.

Final Map

- 68. Submit the Final Map for review and approval prior to recordation. Submittals are to be made at epicla.lacounty.gov.
- 69. Label the driveway "Private Driveway and Fire Lane" on the Final Map and clearly depict the required Fire Department width as approved at the tentative map review.
- 70. Prior to building permit issuance, verification for compliance will be performed during the fire prevention engineering plan check unit architectural plan review.

LOS ANGELES COUNTY DEPARTMENT PUBLIC WORKS

Drainage

- 71. Comply with the approved hydrology study, or the latest revision, to the satisfaction of Public Works
- 72. Comply with the City's water quality requirements

Geology and Soils

- 73. The final map must be approved by the Geotechnical and Materials Engineering Division (GMED) to assure that all geotechnical requirements have been properly depicted.

Grading

- 74. Submit a grading plan for approval. Also, acknowledgment and/or approval from all easement holders may be required.
- 75. Prior to approval of the grading plan, provide approval of the latest hydrology study by the City.

76. Prior to approval of the grading plan, the subject grading plan must also be approved by Public Works, Geotechnical and Materials Engineering Division (GMED) or the City's Geotechnical Engineer.
77. Prior to approval of the grading plan, provide approval of any permits and/or letter of non-jurisdiction from all State and Federal Agencies as applicable. These agencies may include; the State of California Regional Water Quality Control Board, the State of California Department of Fish and Wildlife, the State of California Department of Conservation, the California Geologic Energy Management, and the Army Corps of Engineers.

Street

78. Dedicate an additional 5 feet of street right of way on Grace Avenue (30' from the street centerline).
79. Construct road improvements along the property frontage on Grace Avenue to include standard pavement, base, pavement transition, curb, gutter, and sidewalks. Sidewalks are to be constructed next to the property line. Relocate any affected utilities.
80. Reconstruct the cul-de-sac on Grace Avenue with a minimum radius of 32 feet.
81. Reconstruct the existing driveway on Avalon Boulevard to comply with American with Disabilities Act standards. The shared driveway needs to be reconstructed as two separate driveways. A 1' minimum clearance is required between the driveways top of "x."
82. Repair or replace all damaged sidewalk panels.
83. Repair or replace any improvements damaged during construction.
84. Plant street trees along the property frontage on Grace Avenue and Avalon Boulevard and provide a privately maintained irrigation system. Existing trees in dedicated or to be dedicated right of way shall be removed and replaced if not acceptable as street trees.
85. All drainage improvements within public right of way are to be privately maintained. Execute a covenant for private maintenance of curb/parkway drains, if any.
86. Underground all existing service lines and distribution lines that are less than 50 KV and new utility lines to the satisfaction of Southern California Edison.
87. Prior to final map approval, enter into an agreement with the County-franchised cable TV operator (if an area is served) to permit the installation of cable in a common utility trench or provide documentation that steps to provide cable TV to the proposed subdivision have been initiated.
88. Comply with the City's road conditions.

89. Comply with the street lighting conditions as stipulated in the enclosed memorandum dated February 1, 2022, from Los Angeles County Public Works, Traffic Safety and Mobility Division (Street Lighting Section), and/or any of the City's street lighting requirements.

Sewer

90. The approved sewer area study for this proposed land division remains valid for two years from the date of approval. After this period, the applicant shall request the City to re-validate the existing approved sewer area study. Any modifications to the approved tentative map may invalidate this sewer area study. If warranted by Public Works or the City, an approved update of the area study shall be required.

Water

91. The Developer shall comply with the requirements as stipulated in the Will Serve letter from California Water Service.

Subdivision

92. Provide addressing information in Microsoft Excel format to the satisfaction of the City Engineer.
93. Reserve reciprocal easements for drainage, ingress/egress, sewer, water, utilities, right to grade, and maintenance purposes, etc., in documents, over the common private driveways.
94. Remove existing buildings prior to final map approval. Demolition permits and final sign-off from the building inspector are required from the local Building and Safety office.
95. A final guarantee will be required at the time of the filing of the final map with the Registrar-Recorder/County Clerk's office.
96. Within 30 days of the approval date of this land use entitlement or at the time of the first plan check submittal, the applicant shall deposit the sum of \$5,000 with Los Angeles County Public Works to defray the cost of verifying conditions of approval for the purpose of issuing final map clearances.

Street Light Requirements

97. The project area will be required to be annexed to the County Lighting Maintenance District serving the City of Carson. Therefore, submit a street lighting plan showing existing streetlight for the annexation process.
98. Upon submittal of street lighting plans(s) (subdivision only), the applicant shall comply with conditions of annexation in order for the light districts to pay for the future operation and maintenance of the streetlights. The annexation and the levy of

assessment require the approval of the Board of Supervisors prior to Public Works approving street lighting plans. It is the sole responsibility of the owner/developer of the project to have all street lighting plans approved prior to the map recordation. The required street lighting improvements shall be the sole responsibility of the owner/developer of the project and the installation must be accepted per approved plans. If phasing of the project is approved, the required street lighting improvements shall be the sole responsibility of the owner/developer of the project and will be made a condition of approval to be in place for each phase.

Conditions of Annexation for County Lighting Maintenance District

99. Provide business/property owners name, mailing address, site address, Assessor Parcel Number, and Parcel Boundaries in Auto CADD format to be developed to Street Lighting Section.
100. Submit map of the proposed project including any roadways condition for streetlights to Street Lighting Section. Contact Street Lighting Section for map requirements and/or questions at (626) 300-4726.

Conditions of Acceptance for Street Light Transfer of Billing

101. The area must be annexed into the lighting district and all streetlight in the project, or the approved phase of the project, must be constructed according to Public Works approved plans. The contractor shall submit one complete set of “as-built” plans. The lighting district can assume the responsibility for the operation and maintenance of the streetlights by July 1st of any given year, proved the above conditions are met, all streetlight in the project, or approved project phase, have been constructed per Public Works approved plan and energized and the owner/developer has requested a transfer of billing at least by January 1st of the previous year. The transfer of billing could be delayed one or more years if the above conditions are not met.

Recycled Water and Purple Pipe Extension

102. The Developer will provide recycled water purple pipe on site and will tie into any future purple pipe infrastructure. Prior to issuance of any Project grading or building permits, Developer shall enter into an agreement with the City and West Basin Municipal Water District to extend the existing purple pipe infrastructure from the intersection of Lenardo Drive and Avalon Boulevard to Avalon Boulevard and Carson Street. If an agreement cannot be reached, Developer will tie into purple pipe infrastructure when it becomes available.

DEVELOPMENT AGREEMENT FEE

103. In lieu of the Developer and the Project opting into Citywide Community Facilities District No. 2018-01 (“CFD”) (estimated to have a net present value over the life of this Agreement of approximately fourteen million six hundred fifty-eight thousand three hundred sixty-two dollars (\$14,658,362.00) and paying Development Impact Fees

pursuant to Ordinance No. 19-1931 (estimated to be approximately thirteen million one hundred twenty-seven thousand fourteen dollars (\$13,127,014.00) based on current Project features), Developer shall pay a Development Agreement Fee totaling thirty million fifteen thousand three hundred seventy-six dollars (\$30,015,376.00) (the "Development Agreement Fee") (this includes an additional fee of \$2,000 per residential unit multiplied by 1,115 units even if fewer units are constructed (equal to two million two hundred thirty thousand dollars (\$2,230,000.00))).

Developer shall have the right to pay the Development Agreement Fee as prescribed below or cause the Development Agreement Fee contributions and payments to be made by a nonprofit entity in accordance with the terms prescribed by this Agreement. Except as otherwise provided for the Carson Park and Recreation Subsidy and the Initial DA Fee Payment, the amounts prescribed below shall be paid either by the Developer or the nonprofit entity at the City's direction toward specific programs, projects or uses within the following categories: (i) park, recreational and open space site acquisition, facility development and maintenance, (ii) City infrastructure improvements, maintenance and upgrades, and (iii) community recreational benefits and subsidies. The Development Agreement Fee payments are limited to the amounts and subject to the schedule set forth below:

- a) Three hundred thousand dollars (\$300,000.00) shall be due upon the Effective Date of the DA and shall be used by City to subsidize Carson residents' fees and costs associated with park and recreational registration, trophies and jerseys ("Carson Park and Recreation Subsidy").
- b) Five million dollars (\$5,000,000.00) shall be due prior to issuance of a grading permit for the Project ("Initial DA Fee Payment"). The City shall have the option to use the Initial DA Fee Payment in whole or in part for low income housing including but not limited to maintenance and upgrades to, and assistance with the preservation of, existing mobilehome parks located throughout the City.
- c) Five million dollars (\$5,000,000.00) shall be due prior to issuance of a building permit for the first Townhome to be constructed within the Project.
- d) Six million dollars (\$6,000,000.00) shall be due prior to issuance of a certificate of occupancy for the first Apartment building to be constructed within the Project, and another six million dollars (\$6,000,000.00) shall be due upon issuance of a certificate of occupancy for the second Apartment building to be constructed within the Project..
- e) Five million dollars (\$5,000,000.00) shall be due within six months following issuance of a certificate of occupancy for the first Apartment building to be constructed within the Project.
- f) Two million seven hundred fifteen thousand three hundred and seventy-six dollars (\$2,715,376.00) shall be due prior to issuance of a building permit for the 150th Townhome to be constructed within the Project.

CITY OF CARSON
COMMUNITY DEVELOPMENT
PLANNING DIVISION
EXHIBIT "D"

CONDITIONS OF APPROVAL

IMPERIAL AVALON SPECIFIC PLAN No. 21-19

These "Conditions of Approval" shall govern the Imperial Avalon Specific Plan ("Specific Plan"), located at 21207 Avalon Boulevard in the City of Carson ("Project Site"). The "Project" consists of a mixed use project including 1,115 residential dwelling units, 10,000 square feet of restaurant area, and a 22,859 square foot of publicly accessible but privately maintained open space area within the Imperial Avalon Specific Plan. The Project is proposed by the "Applicant" which currently consists of Imperial Avalon, LLC which term shall include the successors and assigns of the Applicant (aka, the "Developer").

GENERAL CONDITIONS

1. The Applicant shall sign an Affidavit of Acceptance form and submit the document to the Planning Division within 30 days of receipt of the City Council Resolution approving the Imperial Avalon Specific Plan.
2. The adopted Ordinance approving the Imperial Avalon Specific Plan, including the Conditions of Approval contained herein, and the signed Affidavit of Acceptance, shall be copied in their entirety and placed directly onto a separate plan sheet behind the cover sheet of the development plans prior to Building and Safety plan check submittal. Said copies shall be included in all development plan submittals, including any revisions and the final working drawings.
3. These Conditions of Approval shall be subject to the terms and conditions of the Specific Plan, Final Environmental Impact Report (FEIR), Mitigation Monitoring and Reporting Program (MMRP), and Development Agreement (DA). In the event of a conflict between these Conditions of Approval and the Development Agreement the Development Agreement shall control.
4. The Applicant shall comply with all City, county, state, and federal regulations applicable to the Project.
5. The Applicant shall comply with all Mitigation Measures, Project Design Features, and Project Characteristics as described in the Final Environmental Impact Report and MMRP.
6. The Applicant shall make any necessary site plan and design revisions to the site plan and elevations approved by the Planning Commission or City Council in order to comply with all the Conditions of Approval and applicable Specific Plan provisions.

7. The applicant shall update the Specific Plan document, if deemed necessary by the Community Development Director, consistent with all approvals and revisions approved by the City Council.
8. City Approvals. All approvals by City, with respect to the Project and/or the Conditions of Approval set forth herein, unless otherwise specified, shall be by the department head of the department or agency requiring the applicable condition. All agreements, covenants, easements, deposits and other documents required herein where City is a party shall be in a form approved by the City Attorney. The Applicant shall pay the cost for review and approval of such agreements and deposit necessary funds pursuant to the January 19, 2021 Reimbursement Agreement.
9. Reimbursement Agreement. A trust deposit account shall be established and maintained pursuant to the Reimbursement Agreement, dated January 19, 2021.
10. Indemnification. The Applicant, and its tenant(s), for themselves and their successors in interest ("Indemnitors"), agree to defend, indemnify and hold harmless the City of Carson, its agents, officers and employees, and each of them ("Indemnitees") as set forth in the DA from and against any and all claims, liabilities, damages, losses, costs, fees, expenses, penalties, errors, omissions, forfeitures, actions, and proceedings (collectively, "Claims") against Indemnitees with respect to the Project entitlements or approvals that are the subject of these Conditions of Approval, and any Claims against Indemnitees which are in any way related to Indemnitees' review of or decision upon the Project that is the subject of these Conditions of Approval (including, without limitation, any Claims related to any finding, determination, or claim of exemption made by Indemnitees pursuant to the requirements of the California Environmental Quality Act or other local or State Agencies, and any Claims against Indemnitees which are in any way related to any damage or harm to people or property, real or personal, arising from Indemnitors' construction or operations of the Project, including site improvements and other associated improvements. or any of the Project entitlements or other approvals that are the subject of Conditions of the Approvals for the Specific Plan, Site Plan and Design Review and Tentative Tract Map. The City will promptly notify Indemnitors of any such claim, action or proceeding against Indemnitees, and, at the option of the City, Indemnitors shall either undertake the defense of the matter or pay Indemnitees associated legal costs or shall advance funds assessed by the City to pay for the defense of the matter by the City Attorney. In the event the City opts for Indemnitors to undertake defense of the matter, the City will cooperate reasonably in the defense, but retains the right to settle or abandon the matter without Indemnitors' consent. Indemnitors shall provide a deposit to the City in the amount of 100% of the City's estimate, in its sole and absolute discretion, of the cost of litigation / Claims asserted, including the cost of any award of attorneys' fees, and shall make additional deposits as requested by the City to keep the deposit at such level. If Indemnitors fail to provide or maintain the deposit, Indemnitees may abandon the action and Indemnitors shall pay all costs resulting therefrom and Indemnitees shall have no liability to Indemnitors.