



Board Report

File #: 2016-0904, File Type: Policy

Agenda Number: 46.

REGULAR BOARD MEETING
DECEMBER 1, 2016

SUBJECT: WILLOWBROOK/ROSA PARKS STATION IMPROVEMENT PROJECT

ACTION: ADOPT RESOLUTION OF NECESSITY TO ACQUIRE PORTIONS OF ASSESSOR'S
PARCEL NUMBERS (APNs) 6150-008-046, 6150-008-047 AND 6150-008-048

RECOMMENDATION

CONSIDER:

- A. HOLDING a public hearing on the proposed Resolution of Necessity; and
- B. ADOPTING the **Resolution of Necessity authorizing the commencement of an eminent domain action to acquire portions of APNs 6150-008-046, 6150-008-047 and 6150-008-048**, consisting of the fee and leasehold interests in real property, together with a permanent easement, temporary construction easements, and Improvements Pertaining to the Realty (hereinafter the "Property" as identified in Attachment A). This acquisition is for the Willowbrook/Rosa Parks Station Improvement project.

(REQUIRES TWO-THIRDS VOTE)

BACKGROUND

Acquisition of the Property is required for the construction of and operation of the Willowbrook/Rosa Parks Station Improvements ("Project"). A written offer was presented to the Owner of Record ("Owner") and the owner of the Leasehold Interest ("Master Tenant"), as required by California Government Code Section 7267.2. To date, staff has been unable to reach an agreement with the Master Tenant. The Owner has waived its right to receive compensation for its ownership of the fee interest, and the permanent and temporary easements as confirmed by prior Resolution adopted by the Board of Supervisors. The Property is necessary for construction of the Project; therefore, staff recommends the acquisition of the Property through eminent domain to maintain the Project schedule.

In accordance with the provisions of the California Eminent Domain law and Sections 30503, 30600, 130051.13, 130220.5 and 132610 of the California Public Utilities Code (which authorize the public acquisition of private property by eminent domain), Metro has prepared and mailed notice of this hearing to the Owner and Master Tenant informing them of their right to appear at this hearing and be heard on the following issues: (1) whether the public interest and necessity require the Project; (2) whether the Project is planned or located in the manner that will be most compatible with the greatest good and the least private injury; (3) whether the Property is necessary for the Project; (4) whether

either the offer required by Section 7267.2 of the Government Code has been made to the Owner, or the offer has not been made because the Owner cannot be located with reasonable diligence; and (5) that any environmental review of the Project, as may be necessary, pursuant to the California Environmental Quality Act (CEQA) has occurred.

Attached is the Staff Report prepared by staff and legal counsel setting forth the required findings for acquiring the Property through the use of eminent domain (Attachment B). After Metro Board receives testimony and evidence from all interested parties, the Metro must make a determination as to whether to acquire the Property by eminent domain and adopt the proposed Resolution of Necessity (Attachment C). The Board must find and determine that based upon all the evidence and the existence of the above stated conditions, acquisition by eminent domain is necessary; and a two-thirds vote of all the members of its governing body is required to adopt the Resolution of Necessity.

DETERMINATION OF SAFETY IMPACT

This Board action will not have an impact on Metro's safety standards.

FINANCIAL IMPACT

The funding for the acquisition of the Property is included in the FY17 budget, in Cost Center 2210, and Project Number 210151 (Acquisition of Land).

Impact to Budget

The approved FY17 Budget is designated for the Willowbrook/Rosa Parks Station Improvement Project and does not have an impact to operation funding sources. The funding source for the land acquisition **Prop A 35% Bond, Federal Tiger Grant and State Cap & Trade Funds**. The funds were assumed in the Long Range Transportation Plan for the Project.

NEXT STEPS

If this action is approved by the Board, the Metro's condemnation counsel will be instructed to take all steps necessary to commence legal proceedings in a court of competent jurisdiction to acquire the Property interest by eminent domain. Counsel will also be directed to seek and obtain an Order of Prejudgment Possession in accordance with the provisions of the eminent domain law.

ATTACHMENTS

Attachment A - Site Plan
Attachment B - Staff Report
Attachment C - Resolution of Necessity

Prepared by: Velma C. Marshall, Deputy Executive Officer, (213) 922-2415

Reviewed by: Therese W. McMillian, Chief Planning Officer, (213) 922-7077



Phillip A. Washington
Chief Executive Officer

ATTACHMENT A



Kenneth Hahn Plaza Shopping Center
(Willowbrook Center Partnership/Los Angeles)

11780-11640 South Wilmington Avenue, Willowbrook CA

ATTACHMENT B

STAFF REPORT REGARDING THE NECESSITY FOR THE ACQUISITION OF PROPERTY REQUIRED FOR THE WILLOWBROOK/ROSA PARKS STATION IMPROVEMENT PROJECT (“PROJECT”)

BACKGROUND

The property and property interests are required for the construction and operation of the Project. The Community Development Commission of the County of Los Angeles (“CDC”) is the fee owner of the parcels and Willowbrook Center Partnership (“Willowbrook”) is the master tenant. The address, record owner, physical description, and nature of the property interest sought to be acquired for the Project are summarized as follows:

Assessor's Parcel Number	Parcel Address	Property Owner/Master Tenant	Purpose of Acquisition	Property Interest(s) Sought
6150-008-046 6150-008-047 6150-008-048	11780-11640 South Wilmington Avenue, Willowbrook, CA 90222	Willowbrook	Construction and operation of the Civic Plaza and Transit Station	Leasehold and Improvements pertaining to realty
6150-008-048	11780-11640 South Wilmington Avenue, Willowbrook CA 90222	Willowbrook and CDC	Pedestrian Crossing	Pedestrian Access Easement
6150-008-046 6150-008- 047 6150- 008-048	11780-11640 South Wilmington Avenue, Willowbrook, CA 90222	CDC	Construction and operation of the Civic Plaza and Transit Station	Fee Interest
6150-008-046 6150-008- 047 6150- 008-048	11780-11640 South Wilmington Avenue, Willowbrook, CA 90222	Willowbrook and CDC	Construction and Construction staging	Temporary Construction Easement

A revised written offer for the Property comprising of portions of APN: 6150-008-047, 6150-008-047 and 6150-008-048 was presented to the CDC and Willowbrook on November 3, 2016 for acquisition of Property consisting of: (1) the fee and leasehold interest in 49,165 square feet (including 14,941 square feet of building improvements) owned by the CDC that is leased to Willowbrook as more particularly described in Exhibit A-1 (the “Shopping Center Area”); (2) a 4,742 square foot pedestrian easement (the

“Permanent Easement”), as more particularly described in Exhibit A-2; and three (3) temporary construction easements (the “Temporary Construction Easements”) which will encumber three (3) separate areas totaling 19,210 square feet, as more particularly described in Exhibit A-3. In addition to the above described property interests, LACMTA require certain improvements to the remaining portion of the Kenneth Hahn Shopping Center (“Shopping Center”) required as a result of the Project. To date, the offer has not been accepted by the Master Tenant, and negotiations have not resulted in a settlement agreement. The CDC has waived its right to receive compensation for its ownership of the fee interest, and the permanent and temporary easements as confirmed by prior Resolution adopted by Board of Supervisors.

A. The public interest and necessity require the Project.

The need for the Project is based on population and employment growth, the high number of major activity centers served by the Project, high existing transit usage, and severe traffic congestion. The public interest and necessity require the Project for the following specific reasons:

1. The Project area is located in the Willowbrook community, an unincorporated area of Los Angeles County. Willowbrook has a high concentration of low-income, minority, transit-dependent residents. It is also surrounded by other economically distressed and transit dependent communities, including: the Watts neighborhood of the City of Los Angeles to the north; the City of Compton and other unincorporated areas of Los Angeles County to the south; the City of Lynwood and the City of South Gate to the east; and the City of Gardena and other unincorporated areas of Los Angeles County and neighborhoods of the City of Los Angeles to the west. The Project will provide significant improvements for low-income, elderly and transit-dependent persons living in the Corridor area by improving the mobility of those who live and/or work in Willowbrook and adjacent communities.
2. Implementation of the Project will result in a reduction of vehicle miles per day and reduction of auto air pollutants.
3. The Project will be a major link to the existing county-wide rail transit system, and will thereby provide alternative means of transportation during fuel crises and increased future traffic congestion.
4. The Project will improve transportation equity by meeting the need for improved transit service of the significant transit-dependent population within the Project area.
5. The Project will help meet Regional Transit Objectives through the Southern California Association of Governments’ (SCAG’s) Performance Indicators of mobility, accessibility, reliability, and safety.

It is recommended that based on the above evidence, the Board find and determine that the public interest and necessity require the Project.

B The Project is planned or located in the manner that will be most compatible with the greatest public good and least private injury.

Metro prepared an Initial Study/Negative Declaration for the Willowbrook/Rosa Parks Station Improvement Project in compliance with the California Environmental Quality Act (CEQA) Guidelines. The environmental review process included preparation of an Initial Study (“IS”) meeting all California Environmental Quality Act (CEQA) requirements that resulted in a Negative Declaration (“ND”) document, and a National Environmental Policy Act (NEPA) Categorical Exclusion (CE) Category II (d) Document. On May 7, 2015, the Draft IS and ND were released for public review and comment for a 30-day public review period. Metro staff presented on the project at meetings for five community organizations which serve the Project area. On May 28, 2015, staff also hosted a Public Hearing specifically to solicit comments from community members. Information flyers regarding the public review and comment period were also distributed throughout the community.

Public feedback on the IS included interest in the proposed Mobility Hub, local hire opportunities, and the Project’s potential to turn the Station into a stronger gateway for the community. The Draft IS was updated to address the comments received during the public review period. The resulting Final IS and ND were certified with the State Clearinghouse on June 5, 2015. Per CEQA guidelines, a Notice of Determination was published on October 23, 2015.

C. The Property is necessary for the Project.

The Willowbrook/Rosa Parks Station is a multimodal, multi-level station served by the Metro Blue Line, Metro Green Line, and six Metro and six municipal bus and community shuttle services, including Gardena Municipal Bus Line 5; DASH Watts; Lynwood Breeze Route D; The Link Willowbrook A and B; and the MLKMCC Shuttle. The Project is situated on properties owned by Caltrans and the CDC, which is comprised of Metro right-of-way adjacent to and under the I-105 Freeway and Wilmington Avenue. The Station is located in the Willowbrook community, an economically-distressed area of unincorporated Los Angeles County.

The Station has been operating for 25 years and requires significant modernization and enhancement to improve its capacity to meet the growth in transit demand and the changing needs of the community. Much of the existing transit infrastructure has reached economic and functional obsolescence as a result of the increasing levels of patronage and over more than two decades of service life. Additionally, features typical to a “Gateway Station” are lacking, such as customer amenities, attractive pedestrian connections, modern bicycle infrastructure and enhancements, and elements that would support station area transit oriented development (TOD) opportunities being planned by the Los Angeles County Regional Planning Department.

With the planned extensions of Metro Green Line service to the South Bay, and the opening of new Metro rail lines including the Crenshaw/LAX Transit Corridor, Regional Connector, and Metro Purple Line extension, the Willowbrook/Rosa Parks Station will be part of an expanded rail system that will make available a wider range of regional employment, educational, and cultural opportunities for the low income and minority residents of the Willowbrook community. The Project aims to: 1) improve safety and circulation between the various modes; 2) improve access from surrounding uses to the Station; 3) improve transit patron experience; and 4) increase the sense of security. These objectives cannot be achieved within the existing station footprint. Acquisition of the Property is needed to include: construction of a transit security facility, which will provide an increased sense of security for patrons; potential construction of a Metro Customer Service Center to serve a disproportionate number of patrons dependent on subsidized transit in the station area; and construction of a Mobility Hub, to include a Bike Hub, to support and encourage active transportation and a variety of first/last mile options.

The Property was chosen based upon the approved IS/ND for the Project. Staff recommends that the Board find that the acquisition of the Property is necessary for the Project.

D. Offers were made in compliance with Government Code Section 7267.2.

California Code of Civil Procedure Section 1245.230 requires that a Resolution of Necessity contain a declaration that the governing body has found and determined that either the offer required by Section 7267.2 of the California Government Code has been made to the Owner and Master Tenant, or the offer has not been made because the Owner cannot be located with reasonable diligence.

California Government Code Section 7267.2 requires that an offer be made to the Owner and Master Tenant and in an amount which the agency believes to be just compensation. The amount must not be less than the agency's approved appraisal of the fair market value of the property. In addition, the agency is required to provide the Owner with a written statement of, and summary of the basis for, the amount it established as just compensation.

Staff has taken the following actions as required by California law for the acquisition of the Property:

1. Obtained appraisals to determine the fair market value of the Property, which included consideration of any immovable fixtures and equipment;
2. Reviewed and approved the appraisal, and established the amount it believes to be just compensation;
3. Determined the Owner of the Property by examining the county assessor's record and a preliminary title report;

4. Made a written offer to the Owner and Master Tenant for the full amount of just compensation - which was not less than the approved appraised value;
5. Provided the Owner with a written statement of, and summary of the basis for, the amount established as just compensation with respect to the foregoing offer.

It is recommended that the based on the above Evidence, the Board find and determine that the offer required by Section 7267.2 of the California Government Code has been made to the Owner.

E. CEQA/NEPA Compliance

The environmental impacts of the Project were evaluated in the Final Initial Study/Negative Declaration (IS/ND). The IS/ND was circulated and review by interested and concerned parties, including private citizens, community groups, the business community, elected officials and public agencies. All public comments received were addressed; and were incorporated in the Final IS/ND document pursuant to and in compliance with CEQA Guidelines. No substantive comments on content or significant environmental issues related to the proposed project were raised, and the CEQA process concluded August 2015 with no comments or challenges. The Project is exempt from NEPA pursuant to (CFR) 771.118(c). The Final IS/ND document served as documentation to support the exemption from NEPA in anticipation of the Federal Transit Administration's (FTA) consideration of a Federal TIGER grant to help fund the Project. FTA found that the Project is exempt under 23 Code of Federal Regulations (CFR) 771.118(c) (5).

CONCLUSION

Staff recommends that the Board approve the Resolution of Necessity.

ATTACHMENT C

RESOLUTION OF THE LOS ANGELES COUNTY METROPOLITAN TRANSPORTATION AUTHORITY DECLARING CERTAIN REAL PROPERTY NECESSARY FOR PUBLIC PURPOSES AND AUTHORIZING THE ACQUISITION THEREOF WILLOWBROOK/ROSA PARKS STATION IMPROVEMENT PROJECT,

THE LOS ANGELES COUNTY METROPOLITAN TRANSPORTATION AUTHORITY HEREBY FINDS, DETERMINES, AND RESOLVES AS FOLLOWS:

Section 1.

THE LOS ANGELES COUNTY METROPOLITAN TRANSPORTATION AUTHORITY ("LACMTA") is a public entity organized and existing pursuant to Chapter 2 of Division 12 of the California Public Utilities Code (commencing with Section 130050).

Section 2.

The property interests described hereinafter is to be taken for public use, namely, for public transportation purposes and all uses necessary, incidental or convenient thereto, and for all public purposes pursuant to the authority conferred upon the Board to acquire property by eminent domain by California Public Utilities Code Sections 30000-33027, inclusive, and particularly Section 30503 and 30600, Sections 130000-132650, inclusive, and particularly Sections 130051.13 and 130220.5, Code of Civil Procedure Sections 1230.010-1273.050, inclusive, and particularly Sections 1240.510 and 1240.610, and Article I, Section 19 of the California Constitution.

Section 3.

The property interest consists of the acquisition of a (1) the fee and leasehold interest in 49,165 square feet (including 14,941 square feet of building improvements) as more particularly described in Exhibit A-1; (2) a 4,742 square foot pedestrian easement (the "**Permanent Easement**"), as more particularly described in Exhibit A-2; and three (3) temporary construction easements (the "**Temporary Construction Easements**") which will encumber three (3) separate areas totaling 19,210 square feet, as more particularly described in Exhibit A-3 and (4) within the fee area being acquired, reserve to the owner, lessee and their invitees an easement for ingress and egress within a 42.20 foot wide strip along the northern boundary of the Property beginning at Wilmington Avenue and extending easterly approximately 193.5 feet in length as more particularly described in Exhibit A-4. In addition to the above described property interests, LACMTA is seeking to make certain improvements to the remaining portion of the Kenneth Hahn Shopping Center ("**Shopping Center**") as described in Exhibit A-4.

Section 4.

(a.) The acquisition of the above-described Property is necessary for the development, construction, operation, and maintenance of the Willowbrook/Rosa Parks Station Improvement ("Project");

The environmental impacts of the Project were evaluated in the Final Initial Study/Negative Declaration (IS/ND). The IS/ND was circulated and review by interested and concerned parties, including private citizens, community groups, the business community, elected officials and public agencies. All public comments received were addressed; and were incorporated in the Final IS/ND document pursuant to and in compliance with CEQA Guidelines. No substantive comments on content or significant environmental issues related to the proposed project were raised, and the CEQA process concluded August 2015 with no comments or challenges. The Project is exempt from NEPA pursuant to (CFR) 771.118(c). The Final IS/ND document served as documentation to support the exemption from NEPA in anticipation of the Federal Transit Administration's (FTA) consideration of a Federal TIGER grant to help fund the Project. FTA found that the Project is exempt under 23 Code of Federal Regulations (CFR) 771.118(c) (5); and

Section 5.

The Board hereby declares that it has found and determined each of the following:

- (a.) The public interest and necessity require the proposed Project;
- (b.) The proposed Project is planned or located in the manner that will be most compatible with the greatest public good and the least private injury;
- (c.) The Property sought to be acquired, which has been described herein, is necessary for the proposed Project;
- (d.) The offer required by Section 7267.2 of the Government Code has been made to the Owner; and
- (e.) Environmental review of the Project consistent with the California Environmental Quality Act has been completed.

Section 6.

Pursuant to Sections 1240.510 and 1240.610 of the Code of Civil Procedure, to the extent that the Property is already devoted to a public use, the use to which the Property is to be put is a more necessary public use than the use to which the Property is already devoted, or, in the alternative, is a compatible public use which will not unreasonably interfere with or impair the continuance of the public use to which the Property is already devoted.

Section 7.

That notice of intention to adopt this resolution was given by first class mail to each person whose Property is to be acquired by eminent domain in accordance with Section 1245.235 of the Code of Civil Procedure and a hearing was conducted by the Board on the matters contained herein.

Section 8.

Legal Counsel is hereby authorized and directed to take all steps necessary to commence legal proceedings, in a court of competent jurisdiction, to acquire the Property described above by eminent domain. Counsel is also authorized and directed to seek and obtain an Order for Prejudgment Possession of said Property in accordance with the provisions of the eminent domain law and is directed that the total sum of probable just compensation be deposited with the State Treasurer or the Clerk of the Superior Court. Counsel may enter into stipulated Orders for Prejudgment Possession and/or Possession and Use Agreements, where such agreements constitute the functional equivalent of an Order for Prejudgment Possession. Counsel is further authorized to correct any errors or to make or agree to any non-material changes to the legal description of the real property that are deemed necessary for the conduct of the condemnation action or other proceedings or transactions required to acquire the Property, and, with the concurrence and approval of Metro Staff, to make minor adjustments to the scope and descriptions of easements to be acquired in order to ameliorate any claims for severance damages.

Counsel is further authorized to compromise and settle such eminent domain proceedings, if such settlement can be reached, and in that event, to take all necessary action to complete the acquisition, including stipulations as to judgment and other matters, and causing all payments to be made. Counsel is further authorized to associate with, at its election, a private law firm for the preparation and prosecution of said proceedings.

ATTACHMENTS


Exhibit A-1 - Fee and Leasehold Area

Exhibit A-2 - Permanent Easement Area

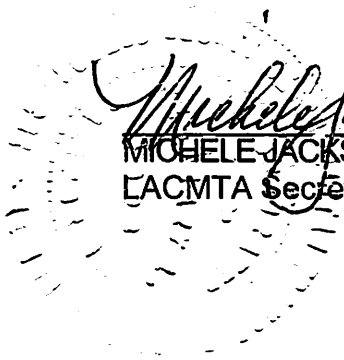
Exhibit A-3 - Temporary Construction Easement Areas

Exhibit A-4 – Improvements to Remainder

I, MICHELE JACKSON, Secretary of the Los Angeles County Metropolitan Transportation Authority, do hereby certify that the foregoing Resolution was duly and regularly adopted by a vote of two-thirds of all the members of the Board of the Metropolitan Transportation Authority at a meeting held on the 1st day of December, 2016.



MICHELE JACKSON
LACMTA Secretary



Date: DECEMBER 6, 2016

EXHIBIT A-1

LEGAL DESCRIPTION

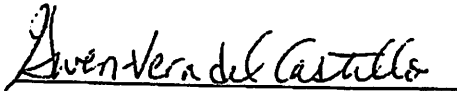
THAT PORTION OF LOTS 1 AND 2 IN TRACT NO. 44379, IN THE UNINCORPORATED TERRITORY OF THE COUNTY OF LOS ANGELES, STATE OF CALIFORNIA, AS PER MAP FILED IN BOOK 1059, PAGES 86 THROUGH 89, INCLUSIVE OF MAPS, IN THE OFFICE OF THE COUNTY RECORDER OF SAID COUNTY, DESCRIBED AS FOLLOWS:

COMMENCING AT THE NORTHWESTERLY CORNER OF LOT 1; THENCE ALONG THE WESTERLY LINE OF SAID LOT 1 SOUTH 00°16'41" WEST 31.56 FEET TO THE NORTHERLY LINE OF THE LAND DESCRIBED IN PARCEL 1 OF THE MEMORANDUM OF GROUND LEASE RECORDED NOVEMBER 15, 1985 IN DOCUMENT NO. 85-1360388 OF OFFICIAL RECORDS, IN THE OFFICE OF SAID COUNTY RECORDER, ALSO BEING THE TRUE POINT OF BEGINNING; THENCE LEAVING SAID WESTERLY LINE AND ALONG SAID NORTHERLY PARCEL LINE SOUTH 89°25'00" EAST 308.86 FEET TO THE NORTHEASTERLY LINE OF SAID LOT 1; THENCE ALONG SAID NORTHEASTERLY LINE AND THE NORTHEASTERLY LINE OF SAID LOT 2 SOUTH 23°26'13" EAST 221.46 FEET; THENCE LEAVING SAID NORTHEASTERLY LINE SOUTH 66°38'25" WEST 195.09 FEET; THENCE NORTH 23°11'03" WEST 64.88 FEET; THENCE NORTH 00°18'32" EAST 176.88 FEET; THENCE NORTH 88°31'36" WEST 193.50 FEET TO THE WESTERLY LINE OF SAID LOT 1; THENCE ALONG SAID WESTERLY LINE NORTH 00°16'41" EAST 42.21 FEET TO THE TRUE POINT OF BEGINNING.

CONTAINING 49,165 SQUARE FEET, MORE OR LESS.

SUBJECT TO COVENANTS, CONDITIONS, RESTRICTIONS, RESERVATIONS, EASEMENTS AND RIGHTS-OF-WAY OF RECORD, IF ANY.

DATED THIS 16TH DAY OF MARCH, 2016



GWEN-VERA DEL CASTILLO, PLS 5108



Exhibit A-2: Permanent Easement

A permanent, non-exclusive easement, including rights of access, in, on, over, across and through that certain 4,742 square foot area of real property more particularly described and depicted on the attached Exhibit "A-2-a" (the "Easement Area") subject to the following terms and conditions:

- 1. LACMTA shall use the Easement Area for the purpose of constructing, operating and maintaining a pedestrian pathway which will provide pedestrian access to and from the adjoining public streets, sidewalks and roadways and the Willowbrook/Rosa Parks Station and Plaza area. Such use will include the construction, operation and maintenance of hardscape and landscape upon the Easement Area.**
- 2. LACMTA and its permittees shall have unfettered access to use the Easement Area on a 24 hour per day/7 day per week basis. LACMTA's permittees means LACMTA's agents, representatives, consultants, contractors, subcontractors, engineers, licensees, customers, patrons, station users and invitees.**
- 3. LACMTA shall use good faith efforts that its use of the Easement Area will not unreasonably interfere with the Willowbrook's use of those areas surrounding the Easement Area.**
- 4. LACMTA shall be solely responsible for the upkeep and maintenance of the Easement Area.**

EXHIBIT A-2-a
LEGAL DESCRIPTION

THAT PORTION OF LOT 2 IN TRACT NO. 44379, IN THE UNINCORPORATED TERRITORY OF THE COUNTY OF LOS ANGELES, STATE OF CALIFORNIA, AS PER MAP FILED IN BOOK 1059, PAGES 86 THROUGH 89, INCLUSIVE OF MAPS, IN THE OFFICE OF THE COUNTY RECORDER OF SAID COUNTY, DESCRIBED AS FOLLOWS:

COMMENCING AT THE NORTHWESTERLY CORNER OF LOT 2; THENCE ALONG THE WESTERLY LINE OF SAID LOT 2 SOUTH 00°16'41" WEST 77.23 FEET TO THE TRUE POINT OF BEGINNING; THENCE LEAVING SAID WESTERLY LINE SOUTH 89°59'01" EAST 22.92 FEET TO THE BEGINNING OF A CURVE CONCAVE SOUTHWESTERLY HAVING A RADIUS OF 3.00 FEET; THENCE SOUTHEASTERLY 4.71 FEET ALONG SAID CURVE THROUGH A CENTRAL ANGLE OF 90°00'00"; THENCE SOUTH 00°00'59" EAST 4.49 FEET; THENCE NORTH 89°59'01" EAST 150.00 FEET; THENCE NORTH 00°00'59" WEST 4.50 FEET TO THE BEGINNING OF A CURVE CONCAVE SOUTHEASTERLY HAVING A RADIUS OF 3.00 FEET; THENCE NORTHEASTERLY 4.71 FEET ALONG SAID CURVE THROUGH A CENTRAL ANGLE OF 90°00'00"; THENCE NORTH 89°59'01" EAST 14.45 FEET; THENCE SOUTH 00°18'32" WEST 11.89 FEET; THENCE SOUTH 23°11'03" EAST 26.43 FEET; THENCE SOUTH 66°32'21" WEST 15.53 FEET TO THE BEGINNING OF A CURVE CONCAVE NORTHWESTERLY HAVING A RADIUS OF 12.00 FEET; THENCE SOUTHWESTERLY 4.91 FEET ALONG SAID CURVE THROUGH A CENTRAL ANGLE OF 23°26'40"; THENCE SOUTH 89°59'01" WEST 5.65 FEET TO THE BEGINNING OF A CURVE CONCAVE NORTHEASTERLY HAVING A RADIUS OF 3.00 FEET; THENCE NORTHWESTERLY 4.71 FEET ALONG SAID CURVE THROUGH A CENTRAL ANGLE OF 90°00'00"; THENCE NORTH 00°00'59" WEST 14.68 FEET; THENCE SOUTH 89°59'01" WEST 150.00 FEET; THENCE SOUTH 00°00'59" EAST 14.68 FEET TO THE BEGINNING OF A CURVE CONCAVE NORTHWESTERLY HAVING A RADIUS OF 3.00 FEET; THENCE SOUTHWESTERLY 4.71 FEET ALONG SAID CURVE THROUGH A CENTRAL ANGLE OF 90°00'00"; THENCE SOUTH 89°59'01" WEST 23.25 FEET TO THE WESTERLY LINE OF SAID LOT 2; THENCE ALONG SAID WESTERLY LINE NORTH 00°16'41" EAST 43.34 FEET TO THE TRUE POINT OF BEGINNING.

CONTAINING 4,742 SQUARE FEET, MORE OR LESS.

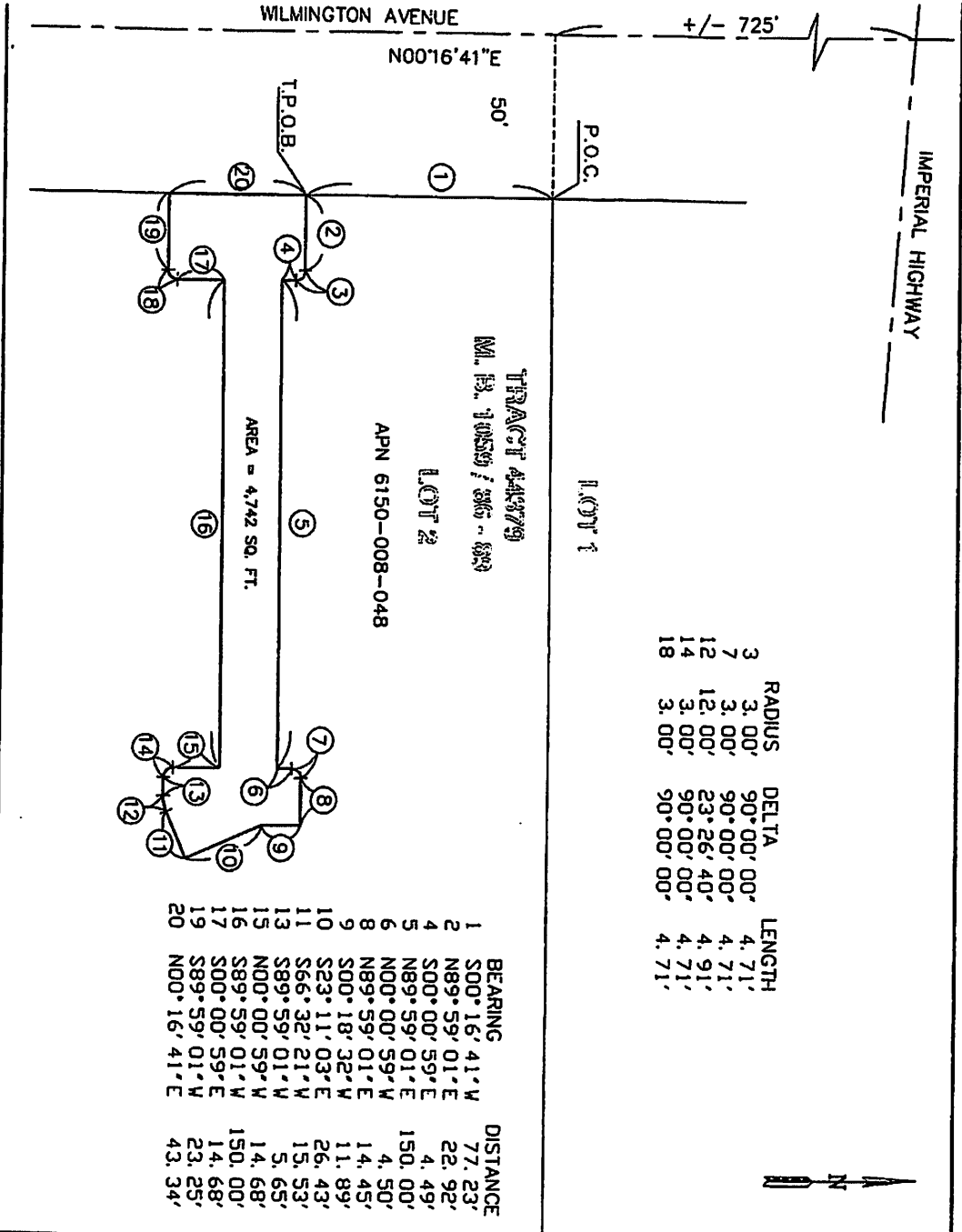
SUBJECT TO COVENANTS, CONDITIONS, RESTRICTIONS, RESERVATIONS, EASEMENTS AND RIGHTS-OF-WAY OF RECORD, IF ANY.

DATED THIS 26TH DAY OF FEBRUARY, 2016

Gwen Vera del Castillo

GWEN-VERA DEL CASTILLO, PLS 5108





JOB #: 115-045
 DATE: 2-26-16
 SCALE: 1" = 40'
 SHEET 1 OF 1

EXHIBIT A-2-a
 PEDESTRIAN EASEMENT

COAST SURVEYING, INC.
 15031 PARKWAY LOOP, SUITE B
 TUSTIN, CA 92780-6327 (714) 916-6266

Exhibit A-3: Temporary Construction Easements

Three temporary construction easements, including rights of access, in, on, over, across and through the temporary construction areas identified as "TCE 1 Area", "TCE 2 Area" and "TCE 3 Area", all as more particularly described and depicted on the attached Exhibit A-3-a (collectively, the "TCE Areas") which will be documented in a Right of Entry and Construction Permit subject to the following terms and conditions:

TCE 1 Area Temporary Construction Easement:

- (1) LACMTA shall the non-exclusive right to use the TCE 1 Area as follows:
 - (a) Ingress and egress over, through and across the TCE 1 Area to perform the activities permitted herein;
 - (b) Install a temporary construction fence within or along the TCE 1 Area as needed during construction; and
 - (c) If necessary, LACMTA will remove the existing fence, landscaping and other improvements.
- (2) LACMTA shall have the right to enter and use TCE 1 Area for a period of three (3) months commencing upon thirty (30) days advanced notice. LACMTA shall provide updated construction schedules from time to time to provide as much advanced notice when the 30 days' notice should be expected.
- (3) In the event, the TCE 1 Area is needed beyond the thirty 30 day period, LACMTA shall pay to Willowbrook the amount of \$12.56 per day up to a maximum of 30 days or the completion of the LACMTA's work in the TCE 1 Area, whichever is earlier.
- (4) LACMTA and its agents, representatives, consultants, contractors, subcontractors, and engineers ("LACMTA Permittees") shall use the TCE 1 Area in such a manner that will continue to allow Willowbrook and its permittees access to the remaining portions of the Shopping Center during the Shopping Center business hours.
- (5) Following the completion of LACMTA's activities on the TCE 1 Area, LACMTA shall remove all of LACMTA's equipment and materials from the TCE 1 Area and repair and restore those portions of the TCE 1 Area which are in any way affected, damaged or disturbed due to the performance of LACMTA's activities, including, without limitation, constructing a new curb, replacing the landscaping and restoring the

existing fence, as necessary, to the condition that existed before LACMTA's entry onto the TCE 1 Area.

TCE 2 Area Temporary Construction Easement:

- (1) LACMTA shall have the exclusive right to use the TCE 2 Area as follows:
 - (a) Ingress and egress over, through and across the TCE 2 Area to perform the activities permitted herein;
 - (b) Install a temporary construction fence within or along the TCE 2 Area as needed during construction; and
 - (c) Use the TCE 2 Area as a lay down and temporary construction staging area for the construction of the Project on nearby properties (but which Project will not be constructed in, on, over, across and through the TCE Areas) and other similar uses necessary, incidental, convenient or useful to the construction by LACMTA of the Project.
- (2) LACMTA shall need rights to enter and use TCE 2 Area for a period of three (3) months commencing upon thirty (30) days advanced notice. LACMTA shall provide updated construction schedules from time to time to provide as much advanced notice when the 30 days' notice should be expected.
- (3) In the event, the TCE 2 Area is needed beyond the thirty 30 day period, LACMTA shall pay to Willowbrook the amount of \$30.40 per day up to a maximum of 30 days or the completion of the LACMTA's work in the TCE 2 Area, whichever is earlier.
- (4) LACMTA and LACMTA Permittees shall have unfettered access to use the TCE 2 Area on a 24 hour per day/7 day per week basis.
- (5) Following the completion of LACMTA's activities on the TCE 2 Area, LACMTA shall remove all of LACMTA's equipment and materials from the TCE 2 Area and repair and restore those portions of the TCE 2 Area which are in any way affected, damaged or disturbed due to the performance of LACMTA's activities, including, without limitation, constructing a new curb, re-grading the TCE 2 Area as required by appropriate governing agencies and restriping the parking spaces to the condition that existed prior to LACMTA's entry onto the TCE 2 Area.

TCE 3 Area Temporary Construction Easement:

- (1) LACMTA shall non-exclusive right to use the TCE 3 Area as follows:

- (a) Ingress and egress over, through and across the TCE 3 Area to perform the activities permitted herein;
 - (b) Install a temporary construction fence within or along the TCE 3 Area as needed during construction;
 - (c) Use the TCE 3 Area as a lay down and temporary construction staging area for the construction of the Project on nearby properties (but which Project will not be constructed in, on, over, across and through the TCE 3 Area) and other similar uses necessary, incidental, convenient or useful to the construction by LACMTA of the Project; and
 - (d) Remove the existing paving and other improvements on the TCE 3 Area.
- (2) LACMTA shall need rights to enter and use TCE 3 Area for a period of three (3) months commencing upon thirty (30) days advanced notice. LACMTA shall provide updated construction schedules from time to time to provide as much advanced notice when the 30 days' notice should be expected.
- (3) In the event, the TCE 3 Area is needed beyond the thirty (30) day period, LACMTA shall pay to Willowbrook the amount of \$140.67 per day up to a maximum of 30 days or the completion of the LACMTA's work in the TCE 3 Area, whichever is earlier.
- (4) LACMTA and LACMTA Permittees shall use the TCE 3 Area in such a manner that will continue to allow Willowbrook and its permittees access to the remaining portions of the Shopping Center during the Shopping Center business hours.
- (5) Following the completion of LACMTA's activities on the TCE 3 Area, LACMTA shall remove all of LACMTA's equipment and materials from the TCE 3 Area and repair and restore those portions of such TCE 3 Area which are in any way affected, damaged or disturbed due to the performance of LACMTA's activities, including, without limitation, replacing the existing improvements, re-grading the TCE 3 Area as required by appropriate governing agencies and restriping the parking spaces to the condition that existed prior to LACMTA's entry onto the TCE 3 Area.

Exhibit A-3-a

[See Attached Legal Descriptions and Plat maps]

EXHIBIT A-3-a

LEGAL DESCRIPTION
TEMPORARY CONSTRUCTION EASEMENTS

TEMPORARY CONSTRUCTION EASEMENT 1

THAT PORTION OF LOT 1 IN TRACT NO. 44379, IN THE UNINCORPORATED TERRITORY OF THE COUNTY OF LOS ANGELES, STATE OF CALIFORNIA, AS PER MAP FILED IN BOOK 1059, PAGES 86 THROUGH 89, INCLUSIVE OF MAPS, IN THE OFFICE OF THE COUNTY RECORDER OF SAID COUNTY, DESCRIBED AS FOLLOWS:

COMMENCING AT THE SOUTHWESTERLY CORNER OF LOT 1; THENCE ALONG THE WESTERLY LINE OF SAID LOT 1 NORTH 00°16'41" EAST 80.66 FEET TO THE **TRUE POINT OF BEGINNING**; THENCE LEAVING SAID WESTERLY LINE NORTH 89°57'00" EAST 176.57 FEET; THENCE NORTH 00°18'32" EAST 7.51 FEET; THENCE NORTH 88°31'36" WEST 176.61 FEET TO THE WESTERLY LINE OF SAID LOT 1; THENCE ALONG SAID WESTERLY LINE SOUTH 00°16'41" WEST 12.21 FEET TO THE TRUE POINT OF BEGINNING.

CONTAINING 1,741 SQUARE FEET, MORE OR LESS.

TEMPORARY CONSTRUCTION EASEMENT 2

THAT PORTION OF LOTS 1 AND 2 IN TRACT NO. 44379, IN THE UNINCORPORATED TERRITORY OF THE COUNTY OF LOS ANGELES, STATE OF CALIFORNIA, AS PER MAP FILED IN BOOK 1059, PAGES 86 THROUGH 89, INCLUSIVE OF MAPS, IN THE OFFICE OF THE COUNTY RECORDER OF SAID COUNTY, DESCRIBED AS FOLLOWS:

COMMENCING AT THE NORTHWESTERLY CORNER OF LOT 2; THENCE ALONG THE NORTHERLY LINE OF SAID LOT 2 NORTH 89°54'58" EAST 176.53 FEET TO THE **TRUE POINT OF BEGINNING**; THENCE LEAVING SAID NORTHERLY LINE NORTH 00°18'32" EAST 88.01 FEET; THENCE SOUTH 88°31'36" EAST 16.89 FEET; THENCE SOUTH 00°18'32" WEST 176.88 FEET; THENCE SOUTH 23°11'03" EAST 64.88 FEET; THENCE SOUTH 66°48'57" WEST 16.89 FEET; THENCE NORTH 23°11'03" WEST 68.39 FEET; THENCE NORTH 00°18'32" EAST 92.74 FEET TO THE TRUE POINT OF BEGINNING.

CONTAINING 4,145 SQUARE FEET, MORE OR LESS.

TEMPORARY CONSTRUCTION EASEMENT 3

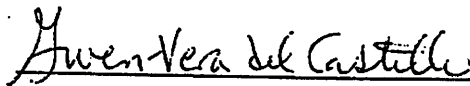
THAT PORTION OF LOT 2 IN TRACT NO. 44379, IN THE UNINCORPORATED TERRITORY OF THE COUNTY OF LOS ANGELES, STATE OF CALIFORNIA, AS PER MAP FILED IN BOOK 1059, PAGES 86 THROUGH 89, INCLUSIVE OF MAPS, IN THE OFFICE OF THE COUNTY RECORDER OF SAID COUNTY, DESCRIBED AS FOLLOWS:

COMMENCING AT THE NORTHWESTERLY CORNER OF LOT 2; THENCE ALONG THE WESTERLY LINE OF SAID LOT 2 SOUTH 00°16'41" WEST 80.37 FEET TO THE **TRUE POINT OF BEGINNING**; THENCE LEAVING SAID WESTERLY LINE NORTH 89°59'01" EAST 176.49 FEET; THENCE SOUTH 00°18'32" WEST 12.16 FEET; THENCE SOUTH 23°11'03" EAST 64.24 FEET; THENCE SOUTH 89°59'01" WEST 202.06 FEET TO THE WESTERLY LINE OF SAID LOT 2; THENCE ALONG SAID WESTERLY LINE NORTH 00°16'41" EAST 71.22 FEET TO THE TRUE POINT OF BEGINNING.

CONTAINING 13,324 SQUARE FEET, MORE OR LESS.

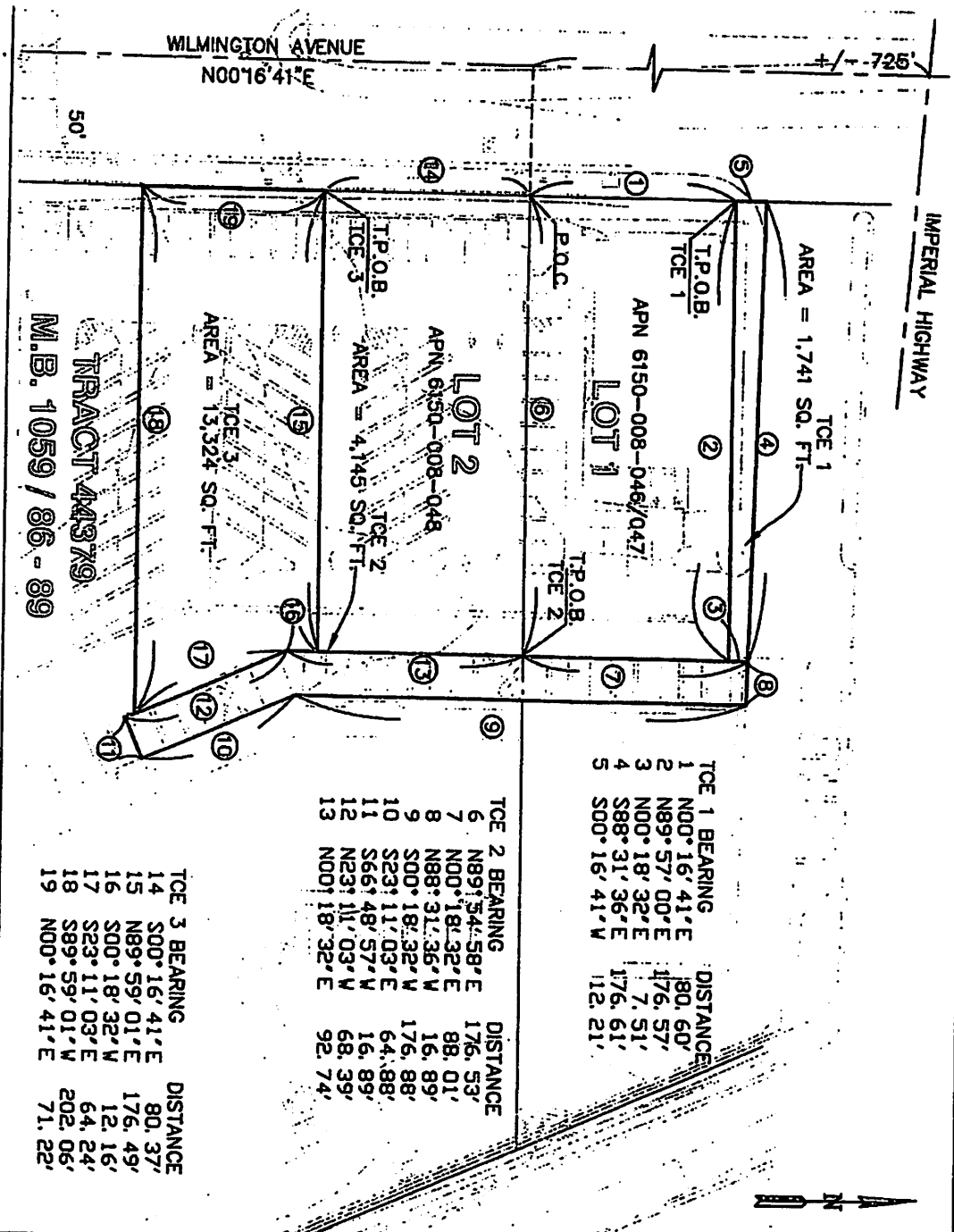
SUBJECT TO COVENANTS, CONDITIONS, RESTRICTIONS, RESERVATIONS, EASEMENTS AND RIGHTS-OF-WAY OF RECORD, IF ANY.

DATED THIS 16TH DAY OF MARCH, 2016



GWEN-VERA DEL CASTILLO, PLS 5108





JOB #: 115-045
 DATE: 3-7-16
 SCALE: 1" = 50'
 SHEET 1 OF 1

EXHIBIT A-3-a

TEMPORARY CONSTRUCTION EASEMENTS

COAST SURVEYING, INC.
 15031 PARKWAY LOOP, SUITE B
 TUSTIN, CA 92780-6327 (714) 918-8266

EXHIBIT A-4

IMPROVEMENTS TO THE REMAINDER SIT

The proposed improvements will consist of the following:

- 1. Relocation of the loading doors at the General Discount Building;**
- 2. Relocation of the Exit Door at the General Discount Building;**
- 3. Replace and relocate two (2) Pylon signs;**
- 4. Restriping that may be required to facilitate truck loading and maintain current parking ratio at the rear of the shopping center;**
- 5. New bollards or other barriers that may be required to protect new infrastructure;**
- 6. Trash enclosure at General Discount Store; and**
- 7. Miscellaneous Site Furnishing**

I, MICHELLE JACKSON, Secretary of the Los Angeles County Metropolitan Transportation Authority, do hereby certify that the foregoing Resolution was duly and regularly adopted by a vote of two-thirds of all the members of the Board of the Metropolitan Transportation Authority at a meeting held on the 1st day of December, 2016.

MICHELLE JACKSON
LACMTA Secretary

Date: _____