



Board Report

File #: 2021-0240, File Type: Policy

Agenda Number: 50.

REGULAR BOARD MEETING MAY 27, 2021

SUBJECT: WESTSIDE PURPLE LINE EXTENSION SECTION 3 PROJECT

ACTION: APPROVE RECOMMENDATIONS

RECOMMENDATION

CONSIDER:

- A. HOLDING a public hearing on the proposed Resolution of Necessity.
- B. ADOPTING the Resolution of Necessity authorizing the commencement of an eminent domain action to acquire a portion of the leasehold interests, related leasehold improvements, and related improvements pertaining to APN: 4363-023-032 (hereinafter called the "Property Interests") as shown in Attachment C.

REQUIRES 2/3 VOTE

ISSUE

Acquisition of the Property Interests is required for the construction and operation of the Westside Purple Line Extension Section 3 Project ("Project"). To date, staff has been unable to reach an agreement with the owner or tenants for the Property Interests.

BACKGROUND

The Westside Purple Line Extension Section 3 Project ("Project") requires acquisition of a portion of the property identified as APN 4363-023-032 (Attachment A) for the construction of the project. The acquisition will result in the displacement of tenants from portions of the property. As a result of the acquisition and displacement, the Los Angeles County Metropolitan Transportation Authority (LACMTA) was required to appraise and make an offer to acquire the Property Interests. A written offer for the non-movable assets including Improvements Pertaining to the Realty and the Leasehold Improvements ("Improvements Pertaining to Realty") was presented to the owners of the leasehold interests ("Tenants") and the underlying real property owner ("Property Owner"), as required by California Government Code Section 7267.2. To date, staff has been unable to reach an agreement with the Property Owner or Tenants for the Property Interests.

DISCUSSION

Findings

In light of the lack of agreement with the Tenants, the Property Owner asserts its right to receive compensation for its interest in the Improvements Pertaining to Realty. The Property Interests are necessary for construction of the Project; therefore, staff recommends the acquisition of the Property Interests through eminent domain to maintain the Project schedule.

Considerations

Attached is the Staff Report prepared by staff and legal counsel setting forth the required findings for acquiring the Property Interests through the use of eminent domain (Attachment B). After LACMTA receives testimony and evidence from all interested parties, the LACMTA must make a determination as to whether to acquire the Property Interests 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.

Equity Platform

Implementation of the State's eminent domain laws assures that equity is afforded to property owners to engage and have a voice in the decision-making process with regards to the acquisition of their property.

DETERMINATION OF SAFETY IMPACT

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

FINANCIAL IMPACT

The funding for the acquisition of the Property Interests is included in the Fiscal Year 2021 (FY21) budget under Project 865523 Westside Purple Line Extension Section 3, in Cost Center 8510 (Construction Project Management), and Account Number 53103 (Acquisition of Land) and Fund 6012.

Impact to Budget

The approved FY21 budget is designated for the Westside Purple Line Extension Section 3 and does not have an impact to operations funding sources. These funds were assumed in the Long-Range Transportation Plan for the Project. This Project is not eligible for Proposition A and C funding due to the proposed tunneling element of the Project. No other funds were considered.

IMPLEMENTATION OF STRATEGIC PLAN GOALS

Recommendation supports strategic plan goals:

1. Provide high-quality mobility options that enable people to spend less time traveling;
2. Deliver outstanding trip experiences for all users of the transportation system;
3. Enhance communities and lives through mobility and access to opportunity;

4. Transform LA County through regional collaboration and national leadership; and
5. Provide responsive, accountable, and trustworthy governance within the LACMTA organization.

ALTERNATIVES CONSIDERED

The Board could choose not to approve the recommendations. This is not recommended as it will hamper the Real Estate division's ability to respond quickly to the project's needs resulting in significant delays and cost increases for the project.

NEXT STEPS

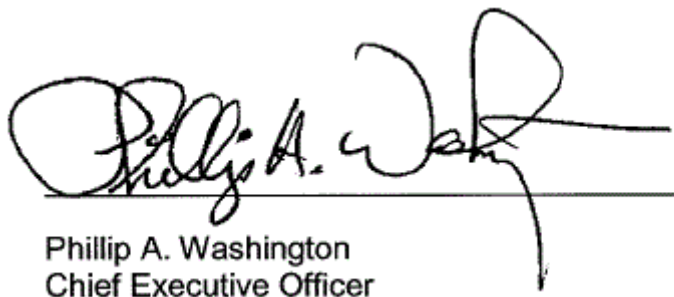
If this action is approved by the Board, the LACMTA's condemnation counsel will be instructed to take all steps necessary to commence legal proceedings in a court of competent jurisdiction to acquire the Property interests by eminent domain and to conclude those proceedings either by settlement or jury trial. 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

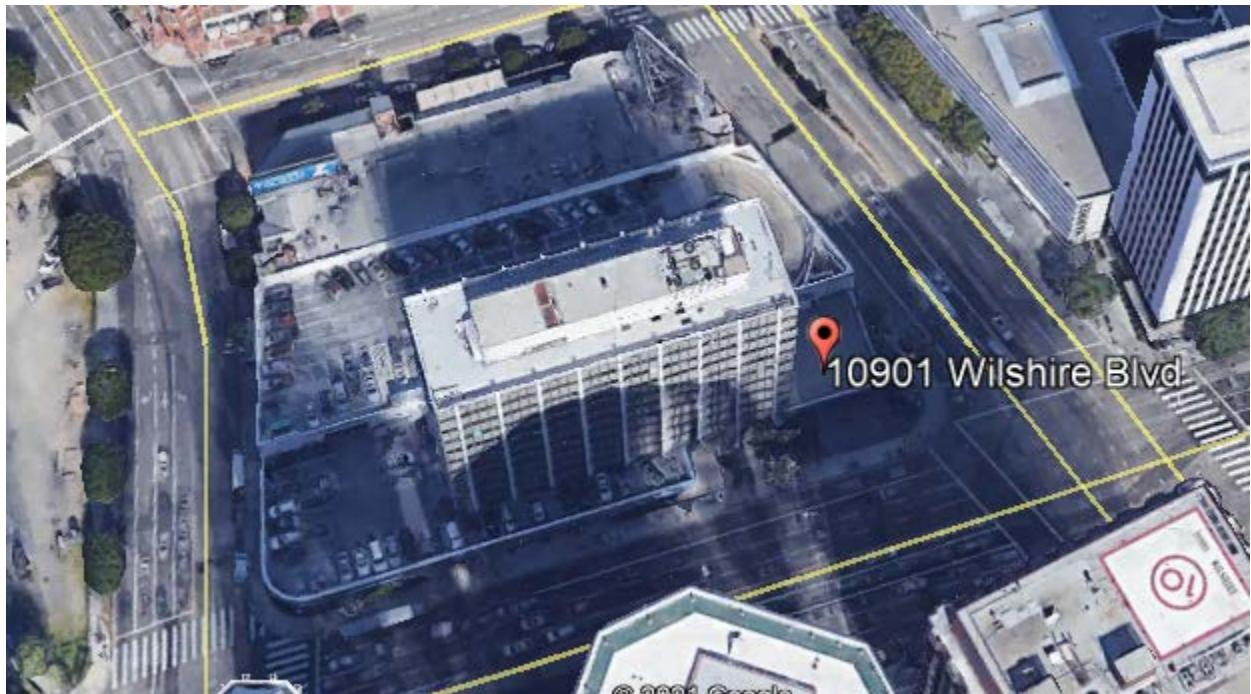
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(213) 922-5585

Reviewed by: James de la Loza, Chief Planning Officer, (213) 922-2920



Phillip A. Washington
Chief Executive Officer

ATTACHMENT A



Westwood Medical Plaza
10901-10921 Wilshire Blvd., Los Angeles, CA

ATTACHMENT B**STAFF REPORT REGARDING THE NECESSITY FOR THE ACQUISITION OF THE
PROPERTY INTERESTS REQUIRED FOR THE WESTSIDE PURPLE LINE
EXTENSION SECTION 3 (“PROJECT”)****BACKGROUND**

The Property Interests are required for the construction and operation of the Project as portions of the Westwood/UCLA Station, and appurtenances, will be built in the space currently occupied by the Property Interests. 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/ Tenant	Purpose of Acquisition	Property Interest(s) Sought
4363-023-032	10901 Wilshire Blvd., Los Angeles, CA 90024	JP Morgan Chase Bank, Branch Number: 741147 (Chase)	Construction and operation of the underground tunnel and Westwood/UCLA Station	A portion of the leasehold interests, related leasehold improvements, and improvements pertaining to the realty
4363-023-032	10921 Wilshire Blvd., Los Angeles, CA 90024	Fitness International, LLC (LA Fitness)	Construction and operation of the underground tunnel and Westwood/UCLA Station	A portion of the leasehold interests, related leasehold improvements, and improvements pertaining to the realty
4363-023-032	10901-10921 Wilshire Blvd., Los Angeles, CA 90024	W.W. Westwood, L.P. a Delaware limited partnership (property owner)	Construction and operation of the underground tunnel and Westwood/UCLA Station	Leasehold and Improvements pertaining to realty

Property Requirements:

The following property requirements apply to the affected property listed in the above table:

Purpose of Acquisition: Construction and operation of underground tunnel and Westwood/UCLA Station.

A first written offer was mailed to the Property Owner and JP Morgan Chase Bank on June 01, 2020, for acquisition of the Property Interests described in Exhibit "A-1" and "A-2". A first written offer was mailed to the Property Owner and Fitness International, LLC on July 24, 2020 for acquisition of the Property Interests described in Exhibit "B-1" and "B-2".

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 Project area bisects 12 large population and employment centers, all of which are served by extremely congested road networks that will deteriorate further with the projected increase in population and jobs. This anticipated growth will further affect transit travel speeds and reliability, even with a dedicated lane for express bus service on Wilshire Boulevard. The public interest and necessity require the Project for the following specific reasons:

1. The population and employment densities in the Project area are among the highest in the metropolitan region. Approximately five percent of the Los Angeles County population and 10 percent of the jobs are concentrated in the Project area.
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 relieve congestion on the already over capacity 1-405 San Diego and the 1-10 Santa Monica Freeways and surrounding major thoroughfares. In addition, it will reduce the parking demands in the Westside area by providing an alternative means of transportation, competitive in rush-hour travel times with the automobile.
4. The Project will be a major link in the existing county-wide rail transit system, and will thereby provide alternative means of transportation during fuel crises and increased future traffic congestion.
5. The Project will improve transportation equity by meeting the need for improved transit service of the significant transit-dependent population within the Project area.
6. 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.

An Alternatives Analysis (AA) Study was initiated in 2007 to identify all reasonable, fixed-guideway, alternative alignments and transit technologies within the proposed Project Area. The fixed-guideway alternative alignments studied and analyzed during the AA process were heavy rail transit (HRT), light rail transit (LRT), bus rapid transit (BRT), and monorail (MR). Due to its capacity to meet the anticipated ridership demand and limit the number of transfers, HRT was identified as the preferred technology for further study.

In January 2009, the LACMTA Board approved the AA Study and authorized preparation of a Draft Environmental Impact Statement/Draft Environmental Impact Report (DEIS/DEIR). A total of seven alternatives, including five heavy rail subway (HRT) Build Alternatives, a No Build Alternative, and a relatively low-cost Transportation System Management (TSM) Alternative, were presented in the DEIS/DEIR. The DEIS/DEIR was circulated and reviewed by interested and concerned parties, including private citizens, community groups, the business community, elected officials and public agencies. Public hearings were held to solicit citizen and agency comments.

In October 2010, the Board approved the DEIS/DEIR and the Wilshire Boulevard to Santa Monica HRT option was selected as the Locally Preferred Alternative (LPA) for further analysis in the FEIS/FEIR. The FEIS/FEIR was released in March 2012 for public review. On April 26, 2012, the Board certified the FEIS/FEIR, and in May 24, 2012, it approved the route and station locations for the Project. A Record of Decision was received from the Federal Transit Administration in August of 2012.

In June 2017, the Federal Register published a notice indicating the release of the Draft Supplemental Environmental Impact Statement (SEIS) for a 45-day comment period for the Westside Purple Line Extension Section 2. On November 22, 2017, the Federal Transit Administration (FTA) issued the Final Supplemental Environmental Impact Statement and Section 4(f) Evaluation, and the Supplemental Record of Decision (ROD) supplementing the previously issued ROD on August 9, 2012. The FTA determined that the requirements of the National Environmental Policy Act of 1969 (NEPA) and related federal environmental statutes, regulations, and executive orders have been satisfied for the Westside Subway Extension (now called the Westside Purple Line Extension) Project located in Los Angeles County.

The approved LPA will extend HRT (as subway) approximately nine (9) miles from the existing Metro Purple Line terminus at the Wilshire/ Western Station to a new western terminus at the West Los Angeles Veterans Affairs Hospital (Westwood/ VA Hospital Station). The LPA will include seven new stations spaced in approximately one-mile intervals, as follows:

- Wilshire/La Brea
- Wilshire/Fairfax

- Wilshire/La Cienega
- Wilshire/Rodeo
- Century City
- Westwood/UCLA
- Westwood/VA Hospital

The Project will cause private injury, including the displacement or relocation of certain owners and users of private property. However, no other alternative locations for the Project provide greater public good with less private injury. Therefore, the Project is planned or located in the manner that will be most compatible with the greatest public good and the least private injury.

Due to its bulk, the FEIS/FEIR is not physically included in the Board's agenda packet for this public hearing. However, the FEIS/FEIR documents should be considered in connection with this matter, and by this reference they are incorporated herein. It is recommended that, based upon the foregoing, the Board find and determine that the 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 Interests are necessary for the Project.

The Property Interests are required for construction and operation of the underground tunnel connecting Century City/Constellation and Westwood/VA Hospital Stations and for construction of portions of the Westwood/UCLA Station. The selected alignment requires subsurface tunneling beneath the Property Interests to connect the Stations, and the area now occupied by the Property Interests will be incorporated into the structure of the Westwood/UCLA Station. The subsurface easements, surface easements and temporary construction easements within and beneath Owner's building and occupying portions of the Tenants' current leasehold areas are required for the Project. The areas and description of the required Property Interests listed below are attached to the Resolution of Necessity. Owner has pledged to deliver these necessary easements to LACMTA; however, Tenants currently occupy areas within these easements as part of their leaseholds, and therefore the Property Interests must be acquired from Tenants, and the Improvements Pertaining to Realty from Owner, in order for the Project to proceed. As identified in Exhibit "A-3", a portion of the JP Morgan Chase Bank lease area will be required for the project. The required lease area includes a portion of the basement area which is used for storage and back of house functions and the entire first floor which serves as the business operation. The first floor includes offices, partitions, teller stations, restrooms, and other improvements as identified in Exhibit "A-2". As identified in Exhibit "B-3", a portion of the Fitness International, LLC lease area will be required for the project. The required area is a portion of the basement area which is improved with a spa, sauna, locker rooms, and other improvements as identified in Exhibit "B-2". The areas of the Property Interests are based on the approved FEIS/FEIR for the Project.

Staff recommends that the Board find that the acquisition of the Property Interests are 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 Tenants, 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 Tenants 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 Interests:

1. Obtained FF&E appraisal to determine the fair market value in place of the Improvements Pertaining to Realty.
2. Reviewed and approved the FF&E appraisal, and established the recommended amount of compensation;
3. Made a written offer to the Property Owner and Tenants for the full amount of compensation which was not less than the approved appraised value;
4. Provided the Property Owner and Tenants with a written statement of, and summary of the basis for, the amount established as compensation with respect to the foregoing offer.

It is recommended that 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 and Tenants.

E. LACMTA has fulfilled the necessary statutory prerequisites.

LACMTA is authorized to acquire property or property interests by eminent domain for the purposes contemplated by the Project under Public Utilities Code §§ 30503, 30600, 130051.13, and 130220.5; Code of Civil Procedure §§ 1230.010-1273.050; and Article I, § 19 of the California Constitution.

F. LACMTA has complied with the California Environmental Quality Act.

A draft EIR/EIS was circulated for public review and comment. The FEIS/FEIR was released in March 2012 for public review. On April 26, 2012, the Board certified the FEIS/FEIR, and in May 24, 2012, it approved the route and station locations for the

Project. A Record of Decision was received from the Federal Transit Administration in August of 2012. The FEIS/FEIR documents therefore comply with the California Environmental Quality Act. Since that time, none of the circumstances identified in CEQA Guidelines Section 15162 have occurred which would require the preparation of a subsequent EIR. As set forth above, LACMTA has also fulfilled the statutory prerequisites under Code of Civil Procedure § 1240.030 and Government Code § 7267.2.

Accordingly, LACMTA has fulfilled the necessary statutory prerequisites to acquire the Property Interests by eminent domain.

CONCLUSION

Staff recommends that the Board approve the Resolution of Necessity.

**RESOLUTION OF THE
LOS ANGELES COUNTY METROPOLITAN TRANSPORTATION AUTHORITY
DECLARING CERTAIN LEASEHOLD INTERESTS, LEASEHOLD IMPROVEMENTS,
AND IMPROVEMENT PERTAINING TO THE REALTY NECESSARY FOR PUBLIC
PURPOSES AND AUTHORIZING THE ACQUISITION THEREOF THROUGH THE
EXERCISE OF EMINENT DOMAIN
WESTSIDE PURPLE LINE EXTENSION PROJECT, SECTION 3**

THE LOS ANGELES COUNTY METROPOLITAN TRANSPORTATION AUTHORITY BOARD OF DIRECTORS 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 or property interests described hereinafter are 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 or property interests 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 interests consists of the acquisition of the designated portions of the leasehold interests, related leasehold improvements, and related improvements pertaining to the realty ("Property Interests") as more particularly described in Exhibits A-1, A-2, A-3 and B-1, B-2, and B-3;

Section 4.

(a.) The acquisition of the above-described Property Interests is necessary for the development, construction, operation, and maintenance of the Westside Purple Line Extension Project Section 3 ("Project");

(b.) The environmental impacts of the Project were evaluated in the Final

Environmental Impact Statement/Final Environmental Impact Report (FEIS/FEIR), which was certified by the Board on April 26, 2012 and May 24, 2012. The Board found that in accordance with the California Environmental Quality Act (CEQA) Guidelines, Section 15162, no subsequent or supplemental Environmental Impact Report is required for the Project, and the FEIS/FEIR documents are consistent with CEQA; and

- (c.) The Board has reviewed and considered the FEIS/FEIR, before and as part of the process of determining whether to acquire the above-referenced Property.

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 consistent with the California Environmental Quality Act (CEQA) for the Project has been previously certified by this Board.

Section 6.

Pursuant to Sections 1240.510 and 1240.610 of the Code of Civil Procedure, to the extent that the Property Interests are already devoted to a public use, the use to which the Property Interests are to be put is a more necessary public use than the use to which the Property Interests are 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 Interests are already devoted.

Section 7.

That notice of intention to adopt this resolution was given by first class mail to each person whose Property Interest 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 Interests described above by eminent domain. Counsel is also authorized and directed to seek and obtain an Order for Prejudgment Possession of said Property Interests 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 Interests, and, with the concurrence and approval of LACMTA Staff, to make minor adjustments to the scope and descriptions of easements or other Property Interests 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 actions to complete the acquisition, including stipulations as to judgment and other matters, and causing all payments to be made. If settlement cannot be reached, Counsel is authorized to proceed to resolve the proceedings by means of jury trial. Counsel is further authorized to associate with, at its election, a private law firm for the preparation and prosecution of said proceedings.

I, CHRISTINA GOINS, 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 27th day of May, 2021.

Date: _____

CHRISTINA GOINS
LACMTA Interim
Board Secretary

ATTACHMENTS

Exhibit A-1 and B-1 - Leasehold Improvements

Exhibit A-2 and B-2 – Improvements Pertaining to the Realty

Exhibit A-3 and B-3 – Descriptive Map of the Portions of the Leaseholds

EXHIBIT A-1**JP Morgan Chase Bank - Leasehold Improvements**

JP MORGAN CHASE BANK, BRANCH NUMBER 741147, 10901 WILSHIRE BLVD., LOS ANGELES, CA
LEASEHOLD IMPROVEMENTS
EFFECTIVE DATE OF VALUE - APRIL 30, 2020

Item No.	Qty.	Description
GROUND FLOOR AND THROUGHOUT		
28	1	Lot of suspended ceiling, approximately 4,050 square feet, metal t-bar grid, 2' x 2' mineral board panels
29	1	Lot of framed painted drywall ceiling and soffit surface area, approximately 1,258 square feet
30	48	Troffer light fixtures, 23- 2' x 2', 25- 4' x 2', local electrical
31	1	Lot of interior wall partitioning, approximately 275 linear feet, 8' to 10' high, framed 2-sided painted drywall, insulation, electrical receptacles, including: <ul style="list-style-type: none"> 9 Doors, 3' x 7', wood, with locks and closers 5 Interior windows, 3-5' x 4', with 1 upper transom window, anodized aluminum frames, 1- 22" x 75", wood frame 1 Pony wall, 6' L x 4' H, with stained wood cap 1 Triangular laminate ledge, 4.5' x 4.5' H x 7', stained wood cap 3 Glass office doors, 3' x 8', including 64.5 square feet of glass side panels 8 Linear feet of pony wall, 53" H, near stairs to basement, framed 2-sided drywall, stained wood cap, with 1 swing door, 3' x 4', stained wood 1 Walk up help desk at vault, 4' x 2', laminate tops, stained wood fascia, with 8' of pony wall, stained wood, 52" high, 1-3' x 4' swing door 1 Lot of interior wall finishing, approximately 160 linear feet, 8' to 10' high, including, furring, insulation, and painted single sided drywall
32	1	Lot of improvements for 2 restrooms, consisting of: <ul style="list-style-type: none"> 144 Square feet of 2" x 2" ceramic tile flooring 100 Square feet of wainscoting, 2" x 2" ceramic tile 2 Toilets 2 Fluorescent light fixtures, 4' dual, ceiling-mounted 2 Fluorescent light fixtures, 2' dual, wall-mounted 2 Vanity sinks, laminate counters, built-in soap dispensers 2 Flash water heaters, Chronomite 4 Mirrors, 2-16" x 28", 2-24" x 42"

JP MORGAN CHASE BANK, BRANCH NUMBER 741147, 10901 WILSHIRE BLVD., LOS ANGELES, CA
LEASEHOLD IMPROVEMENTS
EFFECTIVE DATE OF VALUE - APRIL 30, 2020

Item No.	Qty.	Description
	4	Grab bars, stainless steel, 4'
	2	Recessed trash/paper towel units, stainless steel
	2	Recessed seat cover dispensers, with dual toilet paper dispensers, stainless steel
	2	Light fixtures, ceiling-recessed
	2	Ventilation fans, ceiling-recessed
	1	Lot of local electrical and plumbing
33	1	Heating/ventilation/air conditioning package (HVAC) including mechanical, ducting and registers for approximately 4,835 square feet on ground floor and 725 square feet on basement level
34	126	Square feet of 12" x 12" vinyl tile floor covering
35	15	Electrical receptacles, 120 volt, 7 floor recessed, 8 floor-mounted, local electrical
36	1	Fire suppression system, throughout, consisting of:
	51	Sprinkler heads, including piping, sensors and ancillary equipment
	5	Pull stations
	2	Fire hose cabinets
	19	Strobe alarm lights
37	8	Emergency exit signs, throughout, local electrical
38	14	Light fixtures, ceiling recessed cylindrical fixtures, local electrical
BASEMENT*		
39	1	Lot of suspended ceiling, approximately 597 square feet, metal t-bar grid, 2' x 2' mineral board panels
40	725	Square feet of 12" x 12" vinyl tile floor covering
41	11	Troffer light fixtures, 1- 2' x '2, 10- 4' x 2', local electrical
42	1	Lot of framed painted drywall ceiling, approximately 128 square feet

JP MORGAN CHASE BANK, BRANCH NUMBER 741147, 10901 WILSHIRE BLVD., LOS ANGELES, CA
LEASEHOLD IMPROVEMENTS
EFFECTIVE DATE OF VALUE - APRIL 30, 2020

Item No.	Qty.	Description
43	1	Lot of interior wall partitioning, approximately 265 linear feet, 8' high, framed 2-sided painted drywall, insulation, electrical receptacles, including, 9 doors, 3' x 7', wood, locks, closers, approximately 120 linear feet of interior wall finishing, 8' high, single sided painted drywall with furring and insulation
44	1	Lot of improvements for 2 restrooms, consisting of: 176 Square feet of wainscoting, washable wall board 2 Toilets 1 Urinal 2 Vanity sinks, 4' x 3', painted wood cabinet, 2 door, 3 drawer, Corian style countertop, 1 sink, built-in soap dispensers 2 Flash water heaters, Chronomite 2 Mirrors, 4' x 3' 2 Paper towel dispensers, C-fold, stainless steel 1 Recessed seat cover dispensers, with dual toilet paper dispensers, stainless steel 1 Seat cover dispenser, stainless steel 1 Toilet roll dispenser, metal 6 Light fixtures, ceiling-recessed 2 Ventilation fans, ceiling-recessed 1 Lot of local electrical and plumbing
45	1	Kitchen cabinetry, consisting of: 7.5 Linear feet of sink counter, painted wood, 6 doors, 4 drawers, polished stone countertop with backsplash, single drop-in aluminum sink, local plumbing 7.5 Linear feet of wall cabinets, painted wood, 6 doors 1 Set of paper towel and soap dispensers, plastic, wall-mounted
46	1	Janitorial sink, porcelain on cast iron, single faucet, wall-mounted, local plumbing

TOTAL LEASEHOLD IMPROVEMENTS

*It is our understanding that some or all of the basement leasehold improvements may have been installed and/or constructed prior to the current tenant's occupancy.

EXHIBIT A-2**JP Morgan Chase Bank - Improvements Pertaining to the Realty**

JP MORGAN CHASE BANK, BRANCH NUMBER 741147, 10901 WILSHIRE BLVD., LOS ANGELES, CA
 IMPROVEMENTS PERTAINING TO THE REALTY
 EFFECTIVE DATE OF VALUE - APRIL 30, 2020

Item No.	Qty.	Description
1	2	Signs, 24" channel letters, "Chase" with logo, exterior wall-mounted, interior illumination
2	18	Surveillance cameras, brackets, cabling, 1 exterior weather housing
3	1	ATM surround, exterior wall-mounted, painted metal, sign topper, metal, plastic lettering, "Chase" with logo, includes wall fenestration for interior vault
4	1	Night depository box, LeFebure, exterior wall mounted, stainless steel, includes wall fenestration and interior vault
5	1	Door bell, with actuator, wiring, near vault
6	2,250	Safety deposit boxes, metal, dual key locks, consisting of: 1,500 5" x 3" 750 10.5" x 3"
7	1	Voice and data cabling and receptacles for approximately 35 stations
8	3	Countertops, laminate, 2- 7.5', 1- 8', 2' deep, near vault
9	3	Fire extinguisher cabinets, wall mount, metal, glass window
10	48	Linear feet of customer service/teller's counter, laminate fascia, Kevlar lined, Corian style dual ledges, upper acrylic bandit barrier, 1" thick, 4' high with 7 teller windows, 21 electrical receptacles, local electrical, 6 built-in deposit slip holders, 18" x 5" H, 5 slots, 5 laminate keyboard trays, including, 25 linear feet of framed pony wall, with upper bandit barrier, 6' high, 1 high security access door, acrylic with code padlock, 1 sign, "Chase", 12" high, mounted above teller line
11	1	Vault, 25' x 9' x 14.5', assumed to be class 2 construction, including: <ul style="list-style-type: none"> 1 Vault door, Kumahira Safe Company, Inc., 10" thick steel, with day gate, 36" x 77", steel rails 1 Emergency lighting pack, dual element 1 Emergency button 2 Microphones, Potter, M: VSM: Microphone, ceiling mount

JP MORGAN CHASE BANK, BRANCH NUMBER 741147, 10901 WILSHIRE BLVD., LOS ANGELES, CA
IMPROVEMENTS PERTAINING TO THE REALTY
EFFECTIVE DATE OF VALUE - APRIL 30, 2020

Item No.	Qty.	Description
12	1	Lot of commercial grade carpeting, approximately 3,660 square feet
13	1	Lot of ceramic tile floor covering, approximately 795 square feet
14	60	Linear feet of handrails, polished tubular metal, wall-mounted, to garage entry doors
15	1	Alarm system, consisting of: <ul style="list-style-type: none"> 1 Control panel 4 Code pads 6 Motion sensors 9 Door contact sensors 1 ATM contact sensor 1 Line cut battery backup 11 Panic buttons
16	18	Window shades, nylon mesh, manual, consisting of: <ul style="list-style-type: none"> 5 10' high, 1-4' wide, 3- 6' wide, 1- 7' wide 2 7' x 6' 3 7' x 4' 2 3.5' x 7' 5 6' x 10' 1 5.5' x 10.5'
17	6	Speakers, 8" diameter, ceiling recessed, wiring
18	5	WiFi access points, Cisco, wiring
19	2	Pendant light fixtures, local electrical, in lobby
20	10	Linear feet of base counter, laminate, 5 drawer, 5 doors, with attached counter, 5' x 2', laminate, in cash room
21	15	Linear feet of wall cabinets, laminate, 9 doors, in cash room
22	1	Countertop, 5' x 2', laminate, outside cash room
23	1	Shelf, 5' x 2', laminate, in cash room

JP MORGAN CHASE BANK, BRANCH NUMBER 741147, 10901 WILSHIRE BLVD., LOS ANGELES, CA
IMPROVEMENTS PERTAINING TO THE REALTY
EFFECTIVE DATE OF VALUE - APRIL 30, 2020

Item No.	Qty.	Description
24	2	Exterior exit door alarms, closers, 1 with panic bar
25	1	Lot of anti-skid stair covering, plastic, for 21 treads and risers, 44" wide and approximately 55 square feet of landings, on stairs to basement
26	60	Linear feet of handrail, 2" diameter painted tubular metal, at stairs to basement
27	1	Sign, in lobby, FDIC, 22" x 28", plastic cover, wall-mounted

TOTAL IMPROVEMENTS PERTAINING TO THE REALTY

EXHIBIT B- 1

Fitness International, LLC – Leasehold Improvements

LA FITNESS, 10921 WILSHIRE BLVD., LOS ANGELES, CA
LEASEHOLD IMPROVEMENTS
EFFECTIVE DATE OF VALUE - MAY 14, 2020

Item No.	Qty.	Description
GROUND FLOOR AND THROUGHOUT		
42	5,121	Square feet (estimate) of suspended ceiling system, metal t-bar grid, 2' x 2' mineral board panels
43	1,877	Square feet of framed painted drywall ceiling, insulation
44	96	Troffer light fixtures, 93-2' x 2', 3-4' x 2', local electrical
45	2,490	Square feet (estimate) of framed dry walled ceiling soffit, insulation, consisting of:
	1,440	Square feet of approximately 3' high, approximately 2,835 square feet of surface area
	380	Square feet of approximately 1' high, approximately 449 square feet of surface area
	670	Square feet of approximately 4' to 5' high, approximately 1,939 square feet of surface area
	480	Square feet of soffit trim, laminate faux wood planks
46	1	Lot of interior wall partitioning, framed 2-sided painted drywall, insulation, local electrical, including:
	100	Linear feet of 10' high, 8 electrical receptacles
	103	Linear feet of 15' high, with 8 pilasters, 6' wide x 12' high, 15" deep, 2 electrical receptacles
	40	Linear feet of 15' high, with 2 pilasters with crown cross member (drinking fountain surround), 7' x 10' x 2', irregular shape, 6 electrical receptacles
	1,190	Square feet of wall finishing, including, furring, insulation and single sided painted drywall, mounted on interior of building exterior walls, 11 electrical receptacles
	34	Linear feet, 8' high, including, 1 radiused shelf, 13' long x 3.5' deep, 1 fixed window, 13' x 1', stainless steel frame
	48	Linear feet, 7.5' high, for restrooms
	2	Doors, 3' x 7', painted wood, with closers and code pad locks, for restrooms
47	1	Lot of improvements for 2 ground floor restrooms, consisting of:
	98	Square feet of 3" x 3" ceramic tile flooring
	378	Square feet of wall tile, 3" x 3" ceramic tile
	2	Toilets

LA FITNESS, 10921 WILSHIRE BLVD., LOS ANGELES, CA
LEASEHOLD IMPROVEMENTS
EFFECTIVE DATE OF VALUE - MAY 14, 2020

Item No.	Qty.	Description
	4	Fluorescent light fixtures, ceiling mounted
	2	Toilet paper dispensers, dual, plastic, wall mounted
	2	Pedestal vanity sinks
	2	Soap dispensers, stainless steel, wall mounted
	2	Mirrors, 32" x 39", wall mounted
	4	Grab bars, stainless steel, 4'
	2	Recessed trash/paper towel units, stainless steel
	2	Recessed seat cover dispensers, with dual toilet paper dispensers, stainless steel
	2	Paper towel dispensers, plastic, wall mounted
	2	Ventilation fans, ceiling-recessed
	1	Wall shelf, 18" x 6", stainless steel
	1	Sanitary napkin receptacle, wall mounted
	1	Lot of local electrical and plumbing
48	1	Heating/ventilation/air conditioning package (HVAC) including mechanical, ducting and registers for approximately 9,488 square feet on ground floor and approximately 14,602 square feet on basement level, not inspected, per Mr. Nery Solis - the system includes a mixture of 14 older and new heat pump units, with 2 air circulation fans, temperature controls
49	1	Staircase, 5' wide, metal, 22 treads, 1 radiused landing, 9' x 4' overall, rubber covering, 64 linear feet of hand railing, 41" high, tubular metal, 11 cross members
50	29	Electrical receptacles, 120 volt, 17 floor recessed, 12 ceiling-mounted, (on ground floor), local electrical
51	1	Fire suppression system, throughout, consisting of:
	171	Sprinkler heads, including piping, smoke detectors and ancillary equipment
	3	Pull stations
	14	Sirens
	38	Strobe alarm lights
52	29	Emergency exit signs, local electrical
53	76	Light fixtures, ceiling recessed cylindrical fixtures, local electrical

BASEMENT

LA FITNESS, 10921 WILSHIRE BLVD., LOS ANGELES, CA
LEASEHOLD IMPROVEMENTS
EFFECTIVE DATE OF VALUE - MAY 14, 2020

Item No.	Qty.	Description
54	815	Square feet (estimate) of framed dry walled ceiling soffit, 1' high, insulation, approximately 1,151 square feet of surface area
55	3,450	Square feet (estimate) of framed painted drywall ceiling, insulation
56	10,337	Square feet (estimate) of suspended ceiling system, metal t-bar grid, 2' x 2' mineral board panels
57	119	Troffer light fixtures, 4' x 2', local electrical
58	1	Lot of interior wall partitioning, (all glass is assumed to be tempered and fire rated), including: <ul style="list-style-type: none"> 412 Linear feet of 8' high, framed 2-sided painted drywall, insulation 111 Linear feet of 8.5' high, framed 2-sided painted drywall, insulation, including 1-fixed window, 17.5' x 7' 85 Linear feet of 9' high, framed 2-sided painted drywall, insulation 5,357 Square feet of wall finishing, including, furring, insulation and single sided painted drywall, mounted on interior of building exterior walls 29 Linear feet of 9' high glass partitioning, metal frame, in boxing room 2 Fixed windows, 51" x 86", in boxing room 10 Doors, 3' x 7', full vision glass, metal frames, fire rated, closers, 2 with panic bars, including 18 linear feet of fixed transom windows, 2' high 6 Doors, 3' x 7', painted wood, fire rated, with closers and locks, 1 with safety glass window, 16" x 16" 1 Emergency exit door, 3' x 7', metal, fire rated, with alarm, closer and panic bar, in spa room 1 Door, 3' x 7', metal frame, inset full vision glass, to dry sauna 2 Fixed windows, 43" x 46", metal frame, at dry sauna room 459 Square feet of glass partitioning, 8' to 9' high, painted metal frame 1 Wall partition, 6.5' x 8' x 2', framed, drywall covering 4 Pairs of double fire doors, with panic bars, magnetic hold opens and closers, in hallway

LA FITNESS, 10921 WILSHIRE BLVD., LOS ANGELES, CA
LEASEHOLD IMPROVEMENTS
EFFECTIVE DATE OF VALUE - MAY 14, 2020

Item		Description
No.	Qty.	

TOTAL LEASEHOLD IMPROVEMENTS

EXHIBIT B- 2**Fitness International, LLC – Improvements Pertaining to the Realty**

LA FITNESS, 10921 WILSHIRE BLVD., LOS ANGELES, CA
IMPROVEMENTS PERTAINING TO THE REALTY
EFFECTIVE DATE OF VALUE - MAY 14, 2020

Item No.	Qty.	Description
GROUND FLOOR AND THROUGHOUT		
1	1	Sign, 24" channel letters, "LA FITNESS", exterior wall-mounted, interior illumination
2	4	Surveillance cameras, HIKVision, (2 on ground floor, 2 in basement), brackets, cabling
3	3	Paper towel dispensers, plastic, including, 4 hand sanitizer dispensers
4	1	Drinking fountain, Elkay, M: LZWSR-1D, S: 191117950, with bottle filler, stainless steel, refrigerated, local plumbing and electrical
5	2	Drinking fountains, Elkay, non-refrigerated, stainless steel, local plumbing
6	6,774	Square feet of simulated plank floor covering, 1.5' x 1.5' tiles, laminate
7	2,040	Square feet of composite rubber floor covering
8	1	Lot of cabling for 14 televisions, 12 on ground floor, 2 on basement level
9	1,096	Square feet of slate tile floor covering, 1' x 1', epoxy coated
10	1	Fire extinguisher cabinet, wall recessed, stainless steel, glass window, in mezzanine
11	320	Square feet of carpet tile floor covering, 2' x 2'
12	48	Linear feet of handrail, 2" diameter painted tubular metal, wall mounted
13	40	Linear feet of circular reception counter, 3.5' high x 2.5' deep, laminate, 8 doors, 5 drawers, 20 linear feet of upper laminate ledge, electrical receptacle, local electrical
14	2	Sconce lights, wall-mounted, local electrical

LA FITNESS, 10921 WILSHIRE BLVD., LOS ANGELES, CA
IMPROVEMENTS PERTAINING TO THE REALTY
EFFECTIVE DATE OF VALUE - MAY 14, 2020

Item No.	Qty.	Description
15	1	Alarm system, consisting of: 1 Control panel 1 Code pad 32 Motion sensors 1 Line cut battery backup
16	260	Square feet of window shades, nylon mesh, manual
17	37	Speakers, 8" diameter, ceiling recessed, wiring
18	2	WiFi access points, wiring
19	5	Cell phone lockers, 22" x 28" x 9", metal, 15 compartments each, wall mounted
20	1,120	Square feet of wall mirror
21	808	Square feet of wallpaper, printed textured vinyl, multi-colored, graphics
22	1	Voice/data cabling for approximately 15 stations, including receptacles
23	1	Lot of minor miscellaneous signage, throughout
BASEMENT		
24	1	Whirlpool spa, 8' x 3' x 7', in-ground, plaster finish, mechanical package, with dual handrails
25	704	Square feet of wall and floor tile covering, ceramic, in spa room, including, 418 square feet of 4" x 4" wall tile, 286 square feet of floor tile, 1" x 1"
26	1	Lot of dry sauna improvements, including 412 square feet of cedar plank ceiling and wall covering, 116 square feet of ceramic floor covering, 1" x 1", 22 linear feet of cedar plank benches, 2 tier, sauna heater, local electrical
27	1	Lot of improvements for women's locker room, consisting of: 68 Square feet of wainscoting, 1" x 1" ceramic tile 1,440 Square feet of ceramic tile wall covering

LA FITNESS, 10921 WILSHIRE BLVD., LOS ANGELES, CA
IMPROVEMENTS PERTAINING TO THE REALTY
EFFECTIVE DATE OF VALUE - MAY 14, 2020

Item No.	Qty.	Description
	1	Light fixture, 4' long, dual fluorescent, local electrical
	5	Toilets
	5	Toilet partitions, metal, 1 is ADA
	5	Sanitary napkin receptacles, metal
	5	Seat cover dispensers, plastic
	5	Toilet paper dispensers, plastic, dual
	2	Sink counters, laminate casework, Corian style countertops, 1-15' long with 4 sinks, 1-12' long with 2 sinks
	3	Paper towel dispensers, plastic
	2	Mirrors, 1-15' x 4', 1-12' x 4'
	4	Electrical receptacles, 120 volt, duplex, GFI, local electrical
	580	Square feet of ceramic floor tile, 2" x 2", in locker room
	492	Square feet of ceramic floor tile, 1" x 1"
	74	Locker stacks, laminate, 2 compartments each, 11" x 40" x 16" openings, louvered doors, 3 hinges/each door, with hanger rods and coat hooks
	1	Lot of local plumbing for 4 showers, 5 toilets, 6 sinks, floor drains
28	1	Lot of improvements for men's locker room, consisting of:
	87	Square feet of wainscoting, 1" x 1" ceramic tile
	1,032	Square feet of ceramic tile wall covering
	5	Light fixtures, 4' long, dual fluorescent, local electrical
	4	Light fixtures, 4' x 2', ceiling mounted, local electrical
	3	Toilets
	3	Toilet partitions, metal, 1 is ADA
	3	Urinals, with 2 metal privacy panels
	3	Seat cover dispensers, plastic
	3	Toilet paper dispensers, plastic, dual
	1	Grab bar, 4' long, metal
	4	Sink counters, laminate casework, Corian style countertops, 1-8' long with 2 sinks, 1-13' long with 2 sinks, 1-6.25' long with 2 sinks, 1-5.5' long with 2 sinks, 4 countertop mounted soap dispensers
	2	Paper towel dispensers, plastic
	4	Mirrors, 1-8' x 4', 1-13' x 4', 1-5.5' x 4', 1-6.25' x 4'
	7	Electrical receptacles, 120 volt, duplex, GFI, local electrical
	520	Square feet of ceramic floor tile, 2" x 2", in locker room

LA FITNESS, 10921 WILSHIRE BLVD., LOS ANGELES, CA
IMPROVEMENTS PERTAINING TO THE REALTY
EFFECTIVE DATE OF VALUE - MAY 14, 2020

Item No.	Qty.	Description
	548	Square feet of ceramic floor tile, 1" x 1"
	72	Locker stacks, laminate, 2 compartments each, 11" x 40" x 16" openings, louvered doors, 3 hinges/each door, with hanger rods and coat hooks
	1	Lot of local plumbing for 6 showers, 3 toilets, 8 sinks, 3 urinals, floor drains
29	2	Hot water boilers, roof-mounted, for locker room showers and sinks, not inspected, descriptions provided by Nery Solis of ABM Engineering Service, Raypak fire tube boilers, including, local electrical and plumbing, piping to basement, 1-Model: WI-0514A-DEDHDA, Serial: 9608133160, 419,430 BTUs/Hour, 1-Model: WI-0403B-CEDHBAA, Serial: 9611135445, 327,180 BTUs/Hour
30	4	Drinking fountains, Elkay, not refrigerated, stainless steel, wall mounted, local plumbing
31	5	Wall posters, printed textured vinyl wallpaper, multi-colored, on wood backing and furring, 3-5' x 7', 2-5' x 5', in hallway
32	4	Wall paper, 2-7' x 5', 2-12' x 6', printed textured vinyl, multi-colored, with 8" wood frames, in hallway
33	3,273	Square feet of wall mirror
34	2,796	Square feet of engineered wood floor covering, in boxing room
35	151	Square feet of carpet floor covering, in boxing room
36	10	Heavy bag wall brackets, square tube steel, with floor plate, in boxing room
37	782	Square feet of carpet wall covering
38	410	Square feet of wallpaper, printed textured vinyl, multi-colored, graphics
39	4,023	Square feet of composite rubber floor covering
40	5,034	Square feet of laminate floor covering, 3' x 3' tiles

LA FITNESS, 10921 WILSHIRE BLVD., LOS ANGELES, CA
IMPROVEMENTS PERTAINING TO THE REALTY
EFFECTIVE DATE OF VALUE - MAY 14, 2020

Item No.	Qty.	Description
41	4	Roll paper towel dispensers, plastic, with 4 sanitizer dispensers, wall mounted

TOTAL IMPROVEMENTS PERTAINING TO THE REALTY

Exhibit A-3

Descriptive Map of the Portions of the Leaseholds

JP Morgan Chase Bank

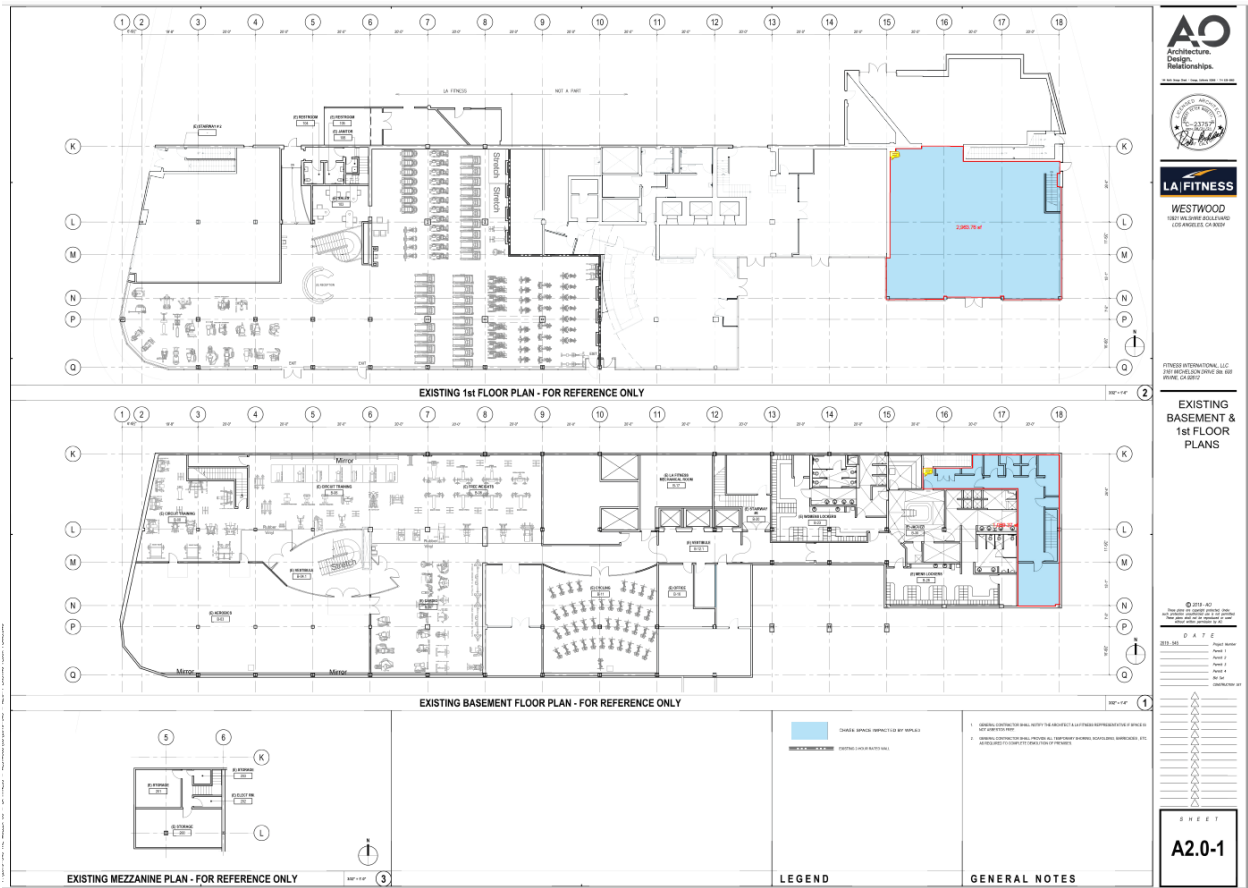


Exhibit B-3

Descriptive Map of the Portions of the Leaseholds

Fitness International, LLC

