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**AMENDED AND RESTATED REDEVELOPMENT PLAN FOR THE
RICHMOND MERGED REDEVELOPMENT PROJECT AREA**

Prepared by the
Richmond Community Redevelopment Agency

Adopted on _____, 20__
By Ordinance No. ____ - ____

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AMENDED AND RESTATED REDEVELOPMENT PLAN FOR THE RICHMOND MERGED REDEVELOPMENT PROJECT AREA

PART I. INTRODUCTION

A. OVERVIEW

This is the Amended and Restated Redevelopment Plan for the Richmond Merged Redevelopment Project Area (the "Amended Plan"). This Amended Plan consists of text (Part I through Part XIV), Boundary Map of the Richmond Merged Redevelopment Project Area (Exhibit A), Legal Descriptions of the Merged Project Area (Exhibits B-1 through B-9) and Land Use Map (Exhibit C).

This Amended Plan has been prepared by the Richmond Community Redevelopment Agency (the "Agency") pursuant to the Constitution of the State of California, the Community Redevelopment Law of the State of California (the "Redevelopment Law"), and all applicable laws and local ordinances.

The continuing redevelopment of the Richmond Merged Redevelopment Project Area as described in this Amended Plan conforms to the General Plan for the City of Richmond, as applied in accordance with local codes and ordinances.

B. BACKGROUND OF CONSTITUENT PLANS AND CONSTITUENT PROJECT AREAS

This Amended Plan amends, restates and consolidates into a single plan document, in their entirety nine redevelopment plans (collectively, the "Constituent Redevelopment Plan") previously adopted and amended by the City Council with respect to the nine redevelopment project areas (collectively, the "Constituent Project Areas") that together comprise the Richmond Merged Redevelopment Project Area (the "Merged Project Area"). Following is a brief history of the Constituent Project Areas that comprise the Merged Project Area, and the Constituent Redevelopment Plan that are hereby further amended, restated and consolidated in the form of this Amended Plan.

1. Eastshore Park Redevelopment Plan and Project Area

The Redevelopment Plan for Project Area No. 1-A (Eastshore Park) (the "Eastshore Plan"), establishing the Eastshore Park Project Area, was adopted by the Richmond City Council by Ordinance No. 1560 on August 26, 1957, as amended by Ordinance No. 1710, adopted on May 8, 1961, as amended by Ordinance No. 5-70, adopted on July 27, 1970, as amended by Ordinance No. 64-86, adopted on December 22, 1986, as amended by Ordinance No. 38-94 N.S., adopted on December 19, 1994, as amended by Ordinance No. 13-99 N.S., adopted on April 20, 1999, as amended by Ordinance No. 24-99 N.S., adopted on July 13, 1999, as amended by Ordinance No. 30-03 N.S., adopted on September 2, 2003, as amended by Ordinance No. 14-04 N.S., adopted on July 27, 2004, as amended by Ordinance No. 15-07 N.S., adopted on May 29, 2007, and as further amended by Ordinance No. 19-07 N.S., adopted on June 19, 2007.

2. Potrero Redevelopment Plan and Project Area

The Redevelopment Plan for Project No. 1-C (Potrero) (the "Potrero Plan"), establishing the Potrero Project Area, was adopted by the Richmond City Council by Ordinance No. 1654 on April 4, 1960, as amended by Ordinance No. 35, adopted on February 24, 1964, as amended by Ordinance No. 107, adopted on May 24, 1965, as amended by Ordinance No. 196, adopted on January 3, 1967, as amended by Ordinance No. 41-77, adopted on December 5, 1977, as amended by Ordinance No. 64-86, adopted on December 22, 1986, as amended by Ordinance No. 38-94 N.S., adopted on December 19, 1994, as further amended by Ordinance No. 13-99 N.S., adopted on April 20, 1999, as amended by Ordinance No. 25-99 N.S., adopted on July 13, 1999, as further amended by Ordinance No. 30-03 N.S., adopted on September 2, 2003, as amended by Ordinance No. 14-04 N.S., adopted on July 27, 2004, as amended by Ordinance No. 15-07 N.S., adopted on May 29, 2007, and as further amended by Ordinance No. 19-07 N.S., adopted on June 19, 2007.

3. Galvin Redevelopment Plan and Project Area

The Redevelopment Plan for Project Area No. 3-A (Galvin Industrial Park) (the "Galvin Plan"), establishing the Galvin Project Area, was adopted by the Richmond City Council by Ordinance No. 1464, adopted on February 28, 1955, as amended by Ordinance No. 1658, adopted on April 25, 1960, as amended by Ordinance No. 1698, adopted on January 9, 1961, as amended by Ordinance No. 59, adopted on August 31, 1964, as amended by Ordinance No. 64-86, adopted on December 22, 1986, as amended by Ordinance No. 38-94 N.S., adopted on December 19, 1994, as amended by Ordinance No. 13-99 N.S., adopted on April 20, 1999, as amended by Ordinance No. 26-99 N.S., adopted on July 13, 1999, as amended by Ordinance No. 30-03 N.S., adopted on September 2, 2003, as amended by Ordinance No. 14-04 N.S., adopted on July 27, 2004, as amended by Ordinance No. 15-07 N.S., adopted on May 29, 2007, and as further amended by Ordinance No. 19-07 N.S., adopted on June 19, 2007.

4. Harbor Gate Redevelopment Plan and Project Area

The Redevelopment Plan for Project Area No. 6-A (Harbor Gate) (the "Harbor Gate Plan"), establishing the Harbor Gate Project Area, was adopted by the Richmond City Council by Ordinance No. 1453, adopted on November 8, 1954, as amended by Ordinance No. 1553, adopted on December 3, 1956, as amended by Ordinance No. 64-86, adopted on December 22, 1986, as amended by Ordinance No. 38-94 N.S., adopted on December 19, 1994, as amended by Ordinance No. 26-95, adopted on June 26, 1995, as amended by Ordinance No. 27-99 N.S., adopted on July 13, 1999, as amended by Ordinance No. 30-03 N.S., adopted on September 2, 2003, as amended by Ordinance No. 14-04 N.S., adopted on July 27, 2004, as amended by Ordinance No. 15-07 N.S., adopted on May 29, 2007, and as further amended by Ordinance No. 19-07 N.S., adopted on June 19, 2007.

5. Hensley Redevelopment Plan and Project Area

The Redevelopment Plan for Project Area No. 8-A (Hensley Industrial District) (the "Hensley Plan"), establishing the Hensley Project Area, was adopted by the Richmond City

Council by Ordinance No. 1648 on February 29, 1960, as amended by Ordinance No. 24, adopted on November 12, 1963, as amended by Ordinance No. 108, adopted on May 24, 1965, as amended by Ordinance No. 231, adopted on October 9, 1967, as amended by Ordinance No. 41-74, adopted on September 16, 1974, as amended by Ordinance No. 11-80, adopted on March 31, 1980, as amended by Ordinance No. 64-86, adopted on December 22, 1986, as amended by Ordinance No. 38-94 N.S., adopted on December 19, 1994, as amended by Ordinance No. 13-99 N.S., adopted on April 20, 1999, as amended by Ordinance No. 28-99 N.S., adopted on July 13, 1999, as amended by Ordinance No. 30-03 N.S., adopted on September 2, 2003, as amended by Ordinance No. 14-04 N.S., adopted on July 27, 2004, as amended by Ordinance No. 15-07 N.S., adopted on May 29, 2007, and as further amended by Ordinance No. 19-07 N.S., adopted on June 19, 2007.

6. Downtown Redevelopment Plan and Project Area

The Redevelopment Plan for Project Area No. 10-A (Downtown) (the "Downtown Plan"), establishing the Downtown Project Area, was adopted by the Richmond City Council by Ordinance No. 169, adopted on May 23, 1966, as amended by Ordinance No. 221, adopted on July 17, 1967, as amended by Ordinance No. 20-70, adopted on November 23, 1970, as amended by Ordinance No. 34-72, adopted on September 18, 1972, as amended by Ordinance No. 25-73, adopted on November 12, 1973, as amended by Ordinance No. 64-86, adopted on December 22, 1986, as amended by Ordinance No. 40-87, adopted on September 28, 1987, as amended by Ordinance No. 38-94 N.S., adopted on December 19, 1994, as amended by Ordinance No. 13-99 N.S., adopted on April 20, 1999, as amended by Ordinance No. 29-99 N.S. adopted on July 13, 1999, as amended by Ordinance No. 30-03 N.S., adopted on September 2, 2003, as amended by Ordinance No. 14-04 N.S., adopted on July 27, 2004, as amended by Ordinance No. 15-07 N.S., adopted on May 29, 2007, and as further amended by Ordinance No. 19-07 N.S., adopted on June 19, 2007.

7. Nevin Redevelopment Plan and Project Area

The Redevelopment Plan for Project Area No. 10-B (Nevin) (the "Nevin Plan"), establishing the Nevin Project Area, was adopted by the Richmond City Council by Ordinance No. 35-72, adopted on September 18, 1972, as amended by Ordinance No. 13-73, adopted on July 9, 1973, as amended by Ordinance No. 40-74, adopted on September 16, 1974, as amended by Ordinance No. 64-86, adopted on December 22, 1986, as amended by Ordinance No. 38-94 N.S., adopted on December 19, 1994, as amended by Ordinance No. 13-99 N.S., adopted on April 20, 1999, as amended by Ordinance No. 30-99 N.S. adopted on July 13, 1999, as amended by Ordinance No. 30-03 N.S., adopted on September 2, 2003, as amended by Ordinance No. 14-04 N.S., adopted on July 27, 2004, as amended by Ordinance No. 29-05-N.S., adopted on July 12, 2005, as amended by Ordinance No. 15-07 N.S., adopted on May 29, 2007, and as further amended by Ordinance No. 19-07 N.S., adopted on June 19, 2007.

8. Harbour Redevelopment Plan and Project Area

The Redevelopment Plan for Project Area No. 11-A (Harbour) (the "Harbour Plan"), establishing the Harbour Project Area, was adopted by the Richmond City Council by Ordinance No. 10-75, adopted on June 9, 1975, as amended by Ordinance No. 64-86, adopted on

December 22, 1986, as amended by Ordinance No. 27-91, adopted on September 28, 1991, as amended by Ordinance No. 38-94 N.S., adopted on December 19, 1994, as amended by Ordinance No. 6-98 N.S., adopted on January 27, 1998, as amended by Ordinance No. 13-99 N.S., adopted on April 20, 1999, as amended by Ordinance No. 31-99 N.S., adopted on July 13, 1999, as amended by Ordinance No. 30-03 N.S., adopted on September 2, 2003, as amended by Ordinance No. 14-04 N.S., adopted on July 27, 2004, as amended by Ordinance No. 15-07 N.S., adopted on May 29, 2007, and as further amended by Ordinance No. 19-07 N.S., adopted on June 19, 2007.

9. North Richmond Redevelopment Plan and Project Area

The Redevelopment Plan for Project Area No. 12-A (North Richmond) (the "North Richmond Plan"), establishing the North Richmond Project Area, was adopted the Richmond City Council Ordinance No. 36-72 on September 18, 1972, as amended by Ordinance No. 14-73, adopted on July 9, 1973, as amended by Ordinance No. 64-86, adopted on December 22, 1986, as amended by Ordinance No. 38-94 N.S., adopted on December 19, 1994, as amended by Ordinance No. 13-99 N.S., adopted on April 20, 1999, and as amended by Ordinance No. 32-99 N.S., adopted on July 13, 1999, as amended by Ordinance No. 30-03 N.S., adopted on September 2, 2003, as amended by Ordinance No. 14-04 N.S., adopted on July 27, 2004, as amended by Ordinance No. 15-07 N.S., adopted on May 29, 2007, and as further amended by Ordinance No. 19-07 N.S., adopted on June 19, 2007.

C. PURPOSE AND EFFECT OF PLAN

Among other matters, this Amended Plan:

1. increases the limit on the amount of tax increment revenue that the Agency may claim from the portions of the Merged Project Area subject to the current limit of \$521.4 million to a proposed revised limit of \$1.06 billion;
2. increases the limit on the principal amount of bonded indebtedness secured by tax increment revenue that may be outstanding at any time from the current 2005 added area limit of the Nevin Project Area of \$150 million and the current limit of \$250 million on the remaining Merged Project Area to a revised combined limit of \$1.61 billion;
3. extends the time limit for eminent domain authority over non-residential properties for up to 12 years, but no longer than the plan effectiveness limit for applicable Constituent Project Areas within the Merged Project Area that contain significant blight that cannot be eliminated without the use of eminent domain;
4. amends, restates, and consolidates the redevelopment plans for the nine Constituent Project Areas within the Merged Project Area into a single consolidated redevelopment plan for the Richmond Merged Redevelopment Project Area, which incorporates the applicable provisions from each of the current Constituent Redevelopment Plans; and
5. updates various text provisions from the Constituent Redevelopment Plans to conform to the current requirements of the Redevelopment Law.

This Amended Plan provides the Agency with powers, duties and obligations to implement the program generally formulated in this Amended Plan for the redevelopment, rehabilitation, and revitalization of the Merged Project Area. This Amended Plan does not present a specific plan or establish priorities for specific projects for the redevelopment, rehabilitation, and revitalization of any particular area within the Project Area. Instead, this Amended Plan presents a process and a basic framework within which specific development plans will be presented, priorities for specific projects will be established, and specific solutions will be proposed, and by which tools are provided to the Agency to fashion, develop, and proceed with such specific plans, projects, and solutions.

Many of the requirements contained in this Amended Plan are necessitated by and in accordance with statutory provisions in effect at the time of adoption of this Amended Plan. Such statutory provisions may be changed from time to time. In the event that any such statutory changes affect this Amended Plan's terms, and would be applicable to the Agency, the Merged Project Area, or this Amended Plan, the terms of this Amended Plan that are so affected shall be automatically superseded by such statutory changes, to the extent necessary to be in conformity with such statutory changes (and all other terms of the Amended Plan shall remain in full force and effect).

PART II. GENERAL DEFINITIONS

The definition of general terms contained in the Redevelopment Law shall govern the construction of this Amended Plan, unless more specific terms and definitions therefore are otherwise provided in this Amended Plan. In addition, the following specific definitions are used in this Amended Plan:

A. "Amended Plan" means this Amended and Restated Redevelopment Plan for the Richmond Merged Redevelopment Project Area, as it now exists or may hereafter be amended.

B. "Agency" means the Richmond Community Redevelopment Agency.

C. "City" means the City of Richmond, California.

D. "City Council" means the City Council of the City of Richmond, California.

E. "County" means the County of Contra Costa, California.

F. "Constituent Project Areas" means and includes the Project Areas No. 1-A (Eastshore Park), No. 1-C (Potrero), 3-A (Galvin), 6-A (Harbor Gate), 8-A (Hensley), 10-A (Downtown), 10-B (Nevin), 11-A (Harbour), and 12-A (North Richmond), as further described in Exhibit B to this Amended Plan.

G. "Constituent Redevelopment Plans" means and includes the Eastshore Plan, Potrero Plan, Galvin Plan, Harbor Gate Plan, Hensley Plan, Downtown Plan, Nevin Plan, Harbour Plan, and North Richmond Plan, which are hereby further amended, restated,

consolidated, and superseded in their entirety by this Amended Plan, all as further defined and described in Part I.B of this Amended Plan.

H. "Downtown Plan" means the Redevelopment Plan for Project Area No. 10-A (Downtown), as further defined and described in Part I.B.6 of this Amended Plan, which is hereby further amended, restated, and consolidated with the other Constituent Redevelopment Plans in the form of this Amended Plan.

I. "Downtown Project Area" means the area included within the boundaries of the Redevelopment Project Area No. 10-A (Downtown), as shown on the Boundary Map of Merged Project Area (Exhibit A) and described in the Downtown Area Legal Description (Exhibit B-6).

J. "Eastshore Plan" means the Redevelopment Plan for Project Area No. 1-A (Eastshore Park), as further defined and described in Part I.B.1 of this Amended Plan, which is hereby further amended, restated, and consolidated with the other Constituent Redevelopment Plans in the form of this Amended Plan.

K. "Eastshore Project Area" means the area included within the boundaries of the Redevelopment Project Area No. 1-A (Eastshore Park), as shown on the Boundary Map of Merged Project Area (Exhibit A) and described in the Eastshore Area Legal Description (Exhibit B-1).

L. "Galvin Plan" means the Redevelopment Plan for Project Area No. 3-A (Galvin), as further defined and described in Part I.B.3 of this Amended Plan, which is hereby further amended, restated, and consolidated with the other Constituent Redevelopment Plans in the form of this Amended Plan.

M. "Galvin Project Area" means the area included within the boundaries of the Redevelopment Project Area No. 3-A (Galvin), as shown on the Boundary Map of Merged Project Area (Exhibit A) and described in the Galvin Area Legal Description (Exhibit B-3).

N. "General Plan" means the City of Richmond General Plan, as it now exists or may hereafter be amended, and any specific plan(s) applicable to all or portions of the Merged Project Area that may hereafter be in effect from time to time.

O. "Harbor Gate Plan" means the Redevelopment Plan for Project Area No. 6-A (Harbor Gate), as further defined and described in Part I.B.4 of this Amended Plan, which is hereby further amended, restated, and consolidated with the other Constituent Redevelopment Plans in the form of this Amended Plan.

P. "Harbor Gate Project Area" means the area included within the boundaries of the Redevelopment Project Area No. 6-A (Harbor Gate), as shown on the Boundary Map of Merged Project Area (Exhibit A) and described in the Harbor Gate Area Legal Description (Exhibit B-4).

Q. "Harbour Plan" means the Redevelopment Plan for Project Area No. 11-A (Harbour), as further defined and described in Part I.B.8 of this Amended Plan, which is hereby

further amended, restated, and consolidated with the other Constituent Redevelopment Plans in the form of this Amended Plan.

R. "Harbour Project Area" means the area included within the boundaries of the Redevelopment Project Area No. 11-A (Harbour), as shown on the Boundary Map of Merged Project Area (Exhibit A) and described in the Harbour Area Legal Description (Exhibit B-8).

S. "Hensley Plan" means the Redevelopment Plan for Project Area No. 8-A (Hensley), as further defined and described in Part I.B.5 of this Amended Plan, which is hereby further amended, restated, and consolidated with the other Constituent Redevelopment Plans in the form of this Amended Plan.

T. "Hensley Project Area" means the area included within the boundaries of the Redevelopment Project Area No. 8-A (Hensley), as shown on the Boundary Map of Merged Project Area (Exhibit A) and described in the Hensley Area Legal Description (Exhibit B-5).

U. "Land Use Map" means the map setting forth the currently permitted land uses and major circulation routes in the Merged Project Area. The Land Use Map is attached to this Amended Plan as Exhibit C.

V. "Merged Project Area" means and includes all of the Constituent Project Areas as further defined and described in Part I.B and Exhibit B of this Amended Plan.

W. "Nevin Plan" means the Redevelopment Plan for Project Area No. 10-B (Nevin), as further defined and described in Part I.B.7 of this Amended Plan, which is hereby further amended, restated, and consolidated with the other Constituent Redevelopment Plans in the form of this Amended Plan.

X. "Nevin Project Area" means the area included within the boundaries of the Redevelopment Project Area No. 10-B (Nevin), as shown on the Boundary Map of Merged Project Area (Exhibit A) and described in the Nevin Area Legal Description (Exhibit B-7).

Y. "North Richmond Plan" means the Redevelopment Plan for Project Area No. 12-A (North Richmond), as further defined and described in Part I.B.9 of this Amended Plan, which is hereby further amended, restated, and consolidated with the other Constituent Redevelopment Plans in the form of this Amended Plan.

Z. "North Richmond Project Area" means the area included within the boundaries of the Redevelopment Project Area No. 12-A (North Richmond), as shown on the Boundary Map of Merged Project Area (Exhibit A) and described in the North Richmond Area Legal Description (Exhibit B-9).

AA. "Owner" means any person owning fee title to, or a long-term leasehold interest in Real Property (as defined below) within the Merged Project Area.

BB. "Owner Participation Rules" means the Rules for Business Tenant Preference and Owner Participation adopted by the Agency pursuant to the Redevelopment Law, as such Rules now exist or may hereafter be amended.

CC. "Person" means any individual, or any public or private entity.

DD. "Personal Property" means moveable property, chattels and any other property not part of Real Property.

EE. "Planning Commission" means the Planning Commission of the City of Richmond, California.

FF. "Potrero Plan" means the Redevelopment Plan for the Redevelopment Project Area No. 1-C (Potrero), as further defined and described in Part I.B.2 of this Amended Plan, which is hereby further amended, restated, and consolidated with the other Constituent Redevelopment Plans in the form of this Amended Plan.

GG. "Potrero Project Area" means the area included within the boundaries of the Redevelopment Project Area No. 1-C (Potrero), as shown on the Boundary Map of Merged Project Area (Exhibit A) and described in the Potrero Area Legal Description (Exhibit B-2).

HH. "Project" means the redevelopment activities undertaken in or for the benefit of the Merged Project Area pursuant to this Amended Plan.

II. "Real Property" means land, including land under water and waterfront property; buildings, structures, fixtures and improvements on the land; property appurtenant to or used in connection with the land; and every estate, interest, privilege, easement, franchise and right in land, including but not limited to rights-of-way, terms of years and liens, charges or encumbrances by way of judgment, mortgages or otherwise and the indebtedness secured by such liens.

JJ. "Redevelopment Law" means the Community Redevelopment Law of the State of California (California Health and Safety Code Section 33000 et seq.).

KK. "State" means the State of California.

LL. "Zoning Ordinance" means the Zoning Ordinance of the City of Richmond, California, as it now exists or may hereafter be amended.

PART III. PROJECT AREA BOUNDARIES

The Merged Project Area consists of all properties within the boundaries of the Merged Project Area shown on the Boundary Map (Exhibit A) and described in the Legal Descriptions (Exhibits B-1 through B-9).

PART IV. REDEVELOPMENT GOALS AND OBJECTIVES

A. OVERVIEW OF GOALS AND OBJECTIVES

As emphasized throughout this document, the Amended Plan is designed to provide an effective set of legal and financial tools and techniques that will enable the City, the Agency, and the Richmond community to build upon the strengths of the Merged Project Area, including its historic, social and cultural resources and heritage, while overcoming its adverse physical and economic conditions, to achieve the fundamental goals of the General Plan as they relate to the Merged Project Area, as described below.

B. GOALS

The redevelopment goals for the Merged Project Area include:

1. The revitalization of areas suffering from economic hardship and underutilization.
2. The redevelopment, replanning, and/or redesign of areas that are stagnant, impaired or improperly utilized, which without redevelopment assistance could not be accomplished.
3. The protection and promotion of sound development and redevelopment of blighted areas.
4. The improvement of the general welfare of the citizens of the City by remedying adverse conditions through the implementation of corrective programs and activities.
5. The installation of new or the upgrading of existing public improvements, facilities and utilities in areas where public improvements, facilities and utilities are deficient.
6. The preservation, improvement and expansion of the community's supply of housing, including opportunities for low and moderate income households.
7. Smart growth that, with concern for long-term implications on the community and the region, focuses on coordinated, sustainable and transit oriented development designed to create more livable neighborhoods, stimulate economic activity, and provide more accessible land use patterns and efficient infrastructure investments.

C. OBJECTIVES

The objectives to achieve the redevelopment goals for the Merged Project Area include:

1. Facilitate the elimination of blighting influences and the correction of deficiencies, including, but not limited to, abnormally high building vacancies; abandoned, deteriorated and dilapidated buildings; underutilized land; depreciated property values; and deficient public improvements, facilities and utilities.

2. Assist with the removal of structurally substandard buildings to permit the return of land to economic use through new construction.
3. Facilitate rehabilitation of those structures that are culturally, historically, physically, and aesthetically worthy of rehabilitation, with emphasis on owner participation.
4. Assist with the abatement of environmental deficiencies including earthquake hazards, inadequate street and alley layout, incompatible land uses, lots of inadequate size, shape, or accessibility, hazardous materials, and site contamination.
5. Work with the private sector to stimulate private investment thereby improving the City's economic health, tax base and employment opportunities.
6. Facilitate the assembly and disposition of land to achieve more productive and more appropriate land uses.
7. Provide flexibility in redevelopment activities to respond readily and appropriately to evolving market conditions.
8. Assist with the implementation of applicable specific plans.
9. Encourage participation of residents, business persons, property owners, and community organizations in the redevelopment of the Project Area and the community enhancement and economic development that will follow.
10. To the extent feasible, retain existing residents and protect cultural diversity.
11. Provide public improvements needed to support other objectives of the Amended Plan, including but not limited to, sanitary and storm sewer facilities, traffic control devices, utility upgrading, streetscape improvements, and recreational and community facilities. Such improvements may be in any part of the Project Area, or beyond Project Area boundaries where found to be of primary benefit to the Project Area.
12. Enhance commercial, retail, research and development (R&D), and industrial development opportunities and increase employment and economic development opportunities, by stimulating private investment.
13. Support locally owned small businesses and local entrepreneurship.
14. Enhance public transit opportunities to and within the Merged Project Area to the extent feasible.
15. Assist with the expansion and upgrade of housing opportunities in the community to alleviate blighting conditions and improve the housing stock in a manner consistent with the Housing Element of the General Plan and the provisions of the Redevelopment Law.
16. Achieve the objectives described above in the most expeditious manner feasible.

The redevelopment goals and objectives set forth in this Part IV are subject to modification and refinement through the periodic adoption and amendment of the Agency's five-year implementation plans in accordance with Health and Safety Code Section 33490.

PART V. LAND USE REGULATIONS

A. OVERVIEW OF REGULATIONS

The City has adopted a General Plan which is in full conformance with the State requirements for general plans.

The permitted land uses, land use standards, development goals, objectives and policies, and other evaluation guidelines of this Amended Plan shall be those set forth in the General Plan, together with the specific redevelopment goals and objectives outlined in Part IV above (which are consistent with and serve to implement the more general goals and objectives of the General Plan). It is further intended that all provisions of the Zoning Ordinance, as it now exists or hereafter be amended, shall be applicable to developments in the Project Area, and that all development in the Project Area shall comply with all applicable state and local laws, codes and ordinances in effect from time to time in the City, in addition to any requirements of the Agency imposed pursuant to this Amended Plan.

Finally, the applicable City zoning and planning processes (including any moratoria or temporary development restrictions imposed by the City) shall continue to have full effect and shall continue to serve as the primary determinant for land use decisions in the Merged Project Area. Without limiting the generality of the foregoing, and subject to the following paragraph, the Planning Commission, the City Council, City departments, and other City boards and commissions shall perform the same functions for consideration and approval or disapproval of development applications, permits and other entitlements for properties within the Merged Project Area that are subject to this Amended Plan, as for properties outside the Merged Project Area that are not subject to this Amended Plan.

The City Council may, in its discretion through appropriate future legislation, amend applicable City planning or building codes and standards to provide for modified or streamlined processing of development applications within redevelopment project areas or other special zones. Any such amendment of City planning and building codes and standards shall thereafter apply to the processing of development applications in the Merged Project Area in accordance with the terms of such amendment.

B. PERMITTED LAND USES

As noted in the overview to this Amended Part, this Amended Plan adopts the land uses set forth in the General Plan as the permitted uses within the Project Area. It is intended that the land uses set forth in the General Plan now, or as they may hereafter be amended, shall be the land uses governing this Amended Plan.

C. LAND USE MAP; PUBLIC RIGHTS-OF-WAY

1. Land Use Map

The Land Use Map (Exhibit C) shows the current permitted land uses, major circulation routes and street layout, as well as the location of property proposed to be devoted to public purposes and open spaces within the Merged Project Area. The specific types of uses and activities (including size, height, and number of buildings and dwelling units) permitted or conditionally permitted in each land use category mapped on the Land Use Map are those types of uses and activities (including size, height and number of buildings and dwelling units) described in the General Plan for the relevant land use category. The land uses shown on the Land Use Map are drawn from the Land Use Element of the General Plan and shall be deemed to be automatically modified as the Land Use Element of the General Plan may be revised from time to time in order to maintain conformance of this Amended Plan with the General Plan, as provided in Sections A and B of this Part.

2. Public Streets and Rights-of-Way

All streets within the Merged Project Area may be widened, altered, or vacated for purposes of development of the Project. New streets may be created as appropriate, consistent with the General Plan. The anticipated configuration of streets and public rights-of-way within the Merged Project Area (including existing streets to be retained and their relationship to major public facilities) is shown on the Land Use Map (Exhibit C). These public rights-of-way may be used for vehicular and/or pedestrian traffic as well as for public improvements, public and private utilities, and activities typically found in public rights-of-way.

Additional public streets, alleys and easements may be created in the Merged Project Area as appropriate for proper development. Existing streets, alleys and easements may be abandoned, closed or modified as necessary for proper development of the Project.

Any changes in the existing interior or exterior street layout shall be in accordance with the General Plan, the objectives of this Amended Plan, and the City's design standards, and shall be effectuated in the manner prescribed by state and local law.

D. GENERAL CONTROLS AND LIMITATIONS

All real property in the Merged Project Area is hereby subject to the goals, objectives, policies, controls and requirements of this Amended Plan (which expressly incorporates the goals, objectives, policies, controls and requirements of the General Plan and the Zoning Ordinance). No real property shall be developed, rehabilitated, or otherwise changed after the date of adoption of the Amended Plan except in conformance with the provisions of this Amended Plan, the General Plan, the Zoning Ordinance, and all other applicable State and local laws and standards in effect from time to time.

1. New Construction

All new construction shall comply with all applicable State and local laws and standards in effect from time to time. Parking facilities shall be provided in accordance with the criteria set forth in the General Plan and the Zoning Ordinance, as they now exist or may hereafter be amended, and any additional standards adopted by the Agency pursuant to Part V.E below. All parking shall be paved and drained so that storm and surface water drainage from parcels will not cross public sidewalks. All parking spaces visible from the street shall be landscaped as necessary to prevent unsightly barren appearances. Off-street loading facilities, trash areas and any outdoor storage of materials approved by the City and/or Agency shall be adequately enclosed or screened by walls, landscaping, or other such enclosure consistent with the applicable City ordinances.

2. Non-Conforming Uses

The existence, continuation, renovation, repair, expansion, and replacement of nonconforming uses in the Merged Project Area shall be governed by applicable provisions of the General Plan, the Zoning Ordinance, as they now exist or may hereafter be amended, and all City land use regulations in effect from time to time.

3. Rehabilitation

Any structure within the Merged Project Area which will be retained as part of the Amended Plan shall not be altered, constructed, or rehabilitated unless it is done so in conformance with the General Plan, the Zoning Ordinance, all applicable codes, and any guidelines which may be adopted by the Agency to assist in the implementation of the Amended Plan. This conformity shall extend to the architectural character, the public spaces and other elements as required by the City and/or Agency.

4. Open Space/Landscaping

The standards for open space to be provided within the Merged Project Area are set forth in the General Plan and the Zoning Ordinance, as they now exist and may hereafter be amended, and are included as part of the goals and objectives of this Amended Plan. The precise amount of open space, if any, to be provided in the Merged Project Area will depend on the particular plans for development submitted by developers of private property in the Merged Project Area and approved by the City. Landscaping plans for development projects shall be submitted to the City for review and approval.

5. Height and Bulk

The height and bulk of structures shall be regulated as provided in the General Plan and the Zoning Ordinance, as they now exist or as they may hereafter be amended, and such additional standards as may be adopted by the Agency pursuant to Section E below.

6. Density

The maximum permitted density of development on any building site shall be regulated as provided in the General Plan and the Zoning Ordinance, as they now exist or may hereafter be amended, and such additional standards as may be adopted by the Agency pursuant to Section E below.

7. Signs

Exterior signs necessary for the identification of buildings and premises shall be as permitted by the General Plan and the Zoning Ordinance, as they now exist or may hereafter be amended, provided that they comply with any design criteria established for the Merged Project Area. The Agency may require that the complete sign program for a development and such additional standards as may be adopted by the Agency pursuant to Section E below be reviewed by the Agency staff, as well as the Planning Commission and any design review body, prior to the erection or installation of signs in any part of the Merged Project Area.

8. Nondiscrimination and Nonsegregation

As more fully set forth in Part VI below, there shall be no discrimination or segregation based on race, color, creed, religion, sex, sexual orientation, marital status, national origin, or ancestry permitted in the sale, lease, sublease, transfer, use, occupancy, tenure, or enjoyment of property in the Merged Project Area.

9. Resubdivision of Parcels

After rehabilitation and development pursuant to this Amended Plan, no parcel in the Merged Project Area, including any parcel retained by a conforming owner or participant shall be subdivided without the approval of the City.

10. Variances

In the event the City grants a variance from applicable City land use regulations for development of a parcel within the Merged Project Area, such grant of variance shall be deemed to constitute a comparable variance from the land use standards of this Amended Plan without additional action by the Agency.

In addition, the Agency is authorized to permit variances from any development standards adopted by the Agency pursuant to Section E below or any affordable housing regulations or policy guidelines adopted by the Agency pursuant to Section H below. In order to permit such a variance the Agency must determine that:

a. The application of one or more of the provisions of such Agency development standards, regulations or policy guidelines would result in unnecessary hardship to the property owner;

b. There are exceptional circumstances or conditions applicable to the property or to the intended development of the property which do not apply generally to other properties having the same standards, restrictions and controls;

c. Permitting a variance from the limits, restrictions, or controls of such Agency development standards, regulations or policy guidelines will not be materially detrimental to the public welfare or injurious to property or improvements in the area;

d. Permitting a variance from the limits, restrictions or controls of such Agency development standards, regulations or policy guidelines will not be contrary to the objectives of this Amended Plan; and

e. The grant of variance by the Agency will not result in development that conflicts with applicable City land use resolutions and standards.

No such variance shall be granted which changes a basic land use pursuant to this Amended Plan or which permits other than a minor departure from the provisions of this Amended Plan. In permitting any variance, the Agency shall impose such conditions as are necessary to protect the public health, safety, and welfare and to assure compliance with the objectives of the Amended Plan.

E. ADOPTION OF ADDITIONAL STANDARDS FOR DEVELOPMENT

Within the limits, restrictions and controls established in the General Plan, the Zoning Ordinance, and this Amended Plan, the Agency is authorized to establish and adopt, by appropriate resolution, specific guidelines and/or standards for building heights, building coverage, design criteria, architectural character, landscaping character, sign character, traffic circulation ingress and egress, parking, and any other development and design control necessary to implement the Amended Plan. Such guidelines and/or standards may relate to both private and public areas within the Merged Project Area. No new development shall be constructed and no existing improvements shall be substantially modified, altered, repaired, or rehabilitated except in accordance with such adopted guidelines and/or standards for development. The Agency shall not approve plans which do not comply with any adopted guidelines and/or standards for development.

F. BUILDING PERMITS

No permit shall be issued for the construction of any new building or for any construction on an existing building in the Merged Project Area from the date of adoption of this Amended Plan until the application for such permit has been made and processed in a manner consistent with all City requirements.

The Agency is authorized to establish permit procedures and approvals in addition to those set forth above where required for the purposes of this Amended Plan. Where such additional procedures and approvals are established, a building permit shall be issued only after the applicant for same has been granted all approvals required by the City and the Agency at the time of application.

G. DWELLING UNITS

In compliance with the Health and Safety Code Section 33333(c), and as provided in Sections B, C.1 and D.6 of this Part V, the maximum number of dwelling units in the Merged Project Area shall be regulated as provided in the General Plan and the Zoning Ordinance, as they now exist or may hereafter be amended.

H. AFFORDABLE HOUSING

By regulation or policy adopted by the Agency from time to time, the Agency shall ensure compliance with the provisions of Health and Safety Code Section 33413(b) requiring that specified percentages of all new or rehabilitated dwelling units developed in the Merged Project Area be available at affordable housing cost to households in specified income categories. Such adopted Agency regulations and/or policy guidelines shall be applicable and enforceable by the City and the Agency under this Amended Plan with respect to parcels developed with new or rehabilitated residential structures in the Merged Project Area regardless of whether such parcels are developed with Agency assistance or participation.

I. MITIGATION MEASURES

By concurrent resolutions (City Council Resolution No. ____/Agency Resolution No. __; the "EIR Resolution") adopted in connection with certification of the Environmental Impact Report for the Redevelopment Plan for the Merged Project Area (the "EIR"), the City Council and the Agency adopted specified environmental mitigation measures (the "Mitigation Measures") to be implemented as part of the redevelopment plan to minimize potential adverse environmental impacts of the Amended Plan. The Mitigation Measures are based, in substantial part, on the mitigation measures identified in the EIR.

The City has determined that the EIR adequately addresses the significant and potentially significant environmental effects of the Amended Plan.

The Mitigation Measures are hereby incorporated into this Amended Plan by this reference and shall be implemented by the Agency, the City, or individual property owners/developers, as appropriate, in connection with public and private actions undertaken pursuant to this Amended Plan (including in connection with City land use approvals for developments in the Merged Project Area during the effectiveness of this Amended Plan).

Each individual public activity/improvement or private development action within the Merged Project Area and/or in furtherance of this Amended Plan that will require a discretionary approval by the Agency or the City will, at a minimum, be subject to a preliminary California Environmental Quality Act ("CEQA") review to determine if the activity, improvement or development action then requires preparation of a negative declaration, a mitigated negative declaration or a subsequent or supplemental environmental impact report in accordance with the applicable standards of CEQA and the CEQA guidelines.

PART VI. REDEVELOPMENT TECHNIQUES TO ACHIEVE PLAN OBJECTIVES

The development of the Project will be undertaken in accordance with the provisions of the Redevelopment Law. The Agency proposes to use the redevelopment techniques set forth in this Part VI and the Redevelopment Law to achieve the goals and objectives of the Amended Plan set forth in Part IV above.

A. PUBLIC IMPROVEMENTS

As more fully set forth in Health and Safety Code Sections 33445 and 33679, the Agency is authorized to install and construct or cause to be installed and constructed the public improvements and public utilities (within or outside the Merged Project Area) necessary to carry out this Amended Plan. Such public improvements and public utilities include, but are not limited to, the construction, expansion, rehabilitation or modernization of over-or underpasses, bridges, streets, curbs, gutters, sidewalks, public gateway and signage features, street lights, sewers, sewage treatment facilities, waste water or septic tank disposal areas, storm drains, flood control facilities, traffic signals, electrical and other energy distribution and generation systems, communication systems, fiber optic systems, fire fighting and public safety facilities, police and criminal justice facilities, educational facilities, community and civic centers, natural gas distribution systems, water treatment and distribution systems, other public buildings, parks, recreational facilities, playgrounds and open space areas, if any, off-street parking, plazas, landscaped areas, and undergrounding of existing utilities.

Without limiting the generality of the financing techniques available to the Agency under this Amended Plan as set forth in Part VII, Section A below, among the techniques the Agency may employ to cause the financing and construction, expansion, rehabilitation, or modernization of the above-referenced public improvements and public facilities is participation in payments to assessment districts, Mello-Roos community facility districts, or other similar districts established pursuant to applicable law to finance construction, expansion, rehabilitation, or modernization of such public improvements and public facilities.

It is anticipated that the following public improvements, including the costs of property acquisition, site preparation, design and construction, will be undertaken:

1. Streetscape improvements including basic street repair and repaving, additions of and upgraded street lights and traffic control systems and provision of streetscape amenities such as landscaping, banners, street furniture, gateways and medians.
2. Provision of and repair and replacement of curbs, gutter and sidewalks to benefit the Merged Project Area.
3. Upgrade of sewer, water and storm drain systems to benefit the Merged Project Area.
4. Provision and upgrade of utilities and communication facilities as needed to benefit the Merged Project Area, including undergrounding of all utilities.

5. Development of an off-street parking program and public parking facilities to assist development in the Merged Project Area.

6. Provision of a façade improvement program and a toxic remediation program.

7. Provision and upgrade of park, recreational and community facilities.

B. PROPERTY ACQUISITION

1. Acquisition of Real Property

Except as specifically limited herein (see paragraphs a., b., c., d. and e. below regarding limitations on the Agency's eminent domain power), the Agency may, but is not required to, acquire or obtain options to acquire all real property located in the Merged Project Area by gift, devise, exchange, purchase, eminent domain or any other lawful method whatsoever. The Agency may also acquire any other interest in real property less than a fee interest.

Since it is in the public interest and is necessary for the elimination of those conditions requiring redevelopment, the power of eminent domain may be employed by the Agency to acquire real property in the Merged Project Area. The power of eminent domain shall not be exercised, however, when the conditions described in either subdivision a. or b. or c. or d. or e. below exist:

a. The property in question is improved with one or more occupied residential structures; or

b. The property in question is owned by a public body and that public body has not consented to the exercise of the power of eminent domain by the Agency; or

c. The property in question is improved with a structure and, although not conforming to the Amended Plan, the Agency has determined that the property and the structure can so conform pursuant to an owner participation agreement and that the owner is faithfully performing under the terms of the owner participation agreement; or

d. The property in question is improved with a structure and, in the sole determination of the Agency; all of the following are true:

(1) The property is not needed for those specific activities outlined in the Amended Plan, including for development by a master developer pursuant to Section C.2 below; and

(2) The property is not needed for the development of replacement housing for those displaced by Agency activity, if any; and

(3) The property is not needed for any other public improvement or facility; and

(4) The property is not needed to promote historical or architectural preservation; and

(5) The property is not needed to remove a blighting influence on surrounding properties which prevents achievement of the objectives of this Amended Plan; and

(6) The property is not needed for the elimination of environmental deficiencies including among other things, inadequate circulation, access or street layout, hazardous materials, incompatible and mixed uses, overcrowding and small parcel size; and

(7) The property is not needed for the removal of impediments to land development and disposition through assembly of land into appropriately sized and shaped parcels served by improved circulation and utilities.

e. The acquisition is prohibited by Section 19 of Article 1 of the California Constitution.

Notwithstanding the foregoing limitations, the Agency may, with the prior written consent of the affected property owner, use the power of eminent domain to acquire property within the Merged Project Area that is otherwise excluded from the exercise of the power of eminent domain to the extent allowed by applicable law.

The Agency must commence eminent domain proceedings with respect to any property which it intends to acquire within twelve (12) years of the date of adoption of the ordinance adopting the Amended Plan, provided that any such proceeding must be no later than the Amended Plan effectiveness time limit, as set forth in Part X, Section B below, applicable to such property.

The time limits set forth above for commencement of eminent domain proceedings may be extended only by further amendment of the Amended Plan. The Agency may acquire property by voluntary (e.g., non-eminent domain) means after the expiration of the time limit for eminent domain proceedings and prior to the expiration of the effectiveness of the Amended Plan with respect to the applicable portion of the Merged Project Area (as set forth in Part X, Section B below).

Prior to any acquisition through eminent domain the Agency shall adopt a resolution declaring a need to acquire any specific property and authorizing the acquisition by such method.

2. Acquisition of Personal Property

Generally, Personal Property shall not be acquired. However, where necessary in the execution of this Amended Plan, the Agency is authorized to acquire Personal Property in the Merged Project Area by any lawful means.

C. PARTICIPATION BY OWNERS AND BUSINESS TENANTS

1. Opportunities for Owners and Business Tenants

The Agency shall extend reasonable preferences to persons who own real property or are engaged in business in the Merged Project Area, to continue or re-enter in business within the Merged Project Area if they meet the requirements prescribed in this Amended Plan and the Owner Participation Rules which have been adopted by the Agency and are available for public inspection.

It is the intention of the Agency that owners of fee title to, or a long term leasehold interest in, parcels of real property within the Merged Project Area, where consistent with this Amended Plan and the Owner Participation Rules, be allowed to participate in this redevelopment by: retaining all or a portion of their properties; acquiring adjacent or other properties in the Merged Project Area; selling their properties to the Agency and purchasing other properties in the Merged Project Area; and upgrading and developing their properties in conformance with this Amended Plan and Owner Participation Rules.

The Agency may determine either on its own direction or pursuant to a request of a property owner that certain real property within the Merged Project Area does not conform to this Amended Plan, and the owner of such property shall be required to enter into an owner participation agreement with the Agency as more fully described in Section C.3 below. Criteria for an Agency determination of property non-conformance with this Amended Plan may include, without limitation, persistent vacancy or lack of use of the property for uses authorized under this Amended Plan, uses on the property that are inconsistent with the goals and objectives of this Amended Plan or with the permitted land uses under this Amended Plan, or existence of improvements or conditions on the property that do not meet the general controls and limitations set forth in Part V of this Amended Plan and/or the standards of any local, state or federal code or regulation (including, without limitation, the building code(s) of the City). Each real property in the Merged Project Area shall be considered to conform to this Amended Plan, until and unless the Agency has determined by resolution that such property does not conform to this Amended Plan.

The Agency may determine, either on its own direction or pursuant to a request of a property owner, that certain real property within the Merged Project Area conforms or substantially conforms to the requirements of this Amended Plan and that the owner of such property will, thereafter, be permitted to remain a conforming owner without a participation agreement with the Agency, provided, such owner continues to operate and use the real property within the requirements of this Amended Plan.

In the event a conforming owner desires to (a) construct any additional improvements or substantially alter or modify existing structures on any of the real property described above as conforming, or (b) acquire additional real property within the Merged Project Area, then the Agency may require such conforming owner to enter into a participation agreement with the Agency in the same manner as required for owners of non-conforming properties.

Any real property owned by a conforming owner outside of the designated conforming parcels and within the Merged Project Area shall be considered and treated in the same manner as real property owned by other owners, i.e., may be subject to a participation agreement with the Agency.

All of the provisions of this Section C.1 are subject to the provisions of Section C.2 below for the selection of a master developer or developers to develop parcels within the Merged Project Area.

2. Rules for Participation Opportunities, Priorities and Preferences; Selection of Master Developers

As more fully set forth in the Agency's adopted Owner Participation Rules (as such rules may be amended from time to time), in the event the Agency determines either on its own direction or pursuant to a request of a property owner that it is in the best interest of the Project that several parcels within the Merged Project Area be assembled and developed by a single property owner or other entity under a master developer plan, the Agency may select and designate a master developer for the parcels based on the proposed master developer's financial and technical ability to successfully undertake and complete the development program.

Any individual or other entity may apply to be selected as a master developer of two or more parcels in the Merged Project Area. Upon such application, the Agency shall determine whether it is desirable to designate a master developer for such parcels and whether the applicant or another individual or entity meets the qualification to serve as the master developer.

The rights of particular property owners and business tenants to participate in the redevelopment of their respective properties shall be subject to or limited by or eliminated by the inclusion of their property within a master development plan to be developed by another entity.

If the Agency determines that a particular parcel in the Merged Project Area shall not be included in a master development plan, then the owner of the parcel and business tenants may participate in the redevelopment of real property in accordance with the Owner Participation Rules adopted by the Agency. In general, the Owner Participation Rules provide that existing owners and business tenants within the Merged Project Area be given non-financial preference, as more fully described in the Owner Participation Rules, for re-entry into business within the redeveloped Merged Project Area. Owners will be required to submit proof to the Agency of their technical qualifications and financial ability to carry out their agreement with the Agency.

3. Participation Agreements

In the event the property owner is otherwise eligible pursuant to Section C.2 above to participate in the redevelopment of the real property, a property owner whose property is determined by the Agency to be a non-conforming property pursuant to Section C.1 above shall enter into a binding agreement with the Agency under which the property owner shall agree to rehabilitate, develop, or use the property in conformance with the Amended Plan and to be subject to the provisions hereof. Such agreement shall be prepared by the Agency after consultation with the property owner. Agreements will contain a list of minimum improvements

to be made for the specific property to which it applies. In such agreements, participating property owners who retain real property shall be required to join in the recordation of such documents as are necessary in the determination of the Agency to make the provisions of this Amended Plan applicable to their properties.

If an owner who is required to enter into an owner participation agreement fails or refuses to enter into such agreement, or if such owner fails to perform any of the owner's obligations under an owner participation agreement, the Agency is authorized, subject to the limitations on the exercise of the power of eminent domain set forth in Section B.1 above, to acquire the real property or any interest therein which, if acquired, may be sold or leased for rehabilitation or development in accordance with this Amended Plan.

D. COOPERATION WITH PUBLIC BODIES

Certain public bodies are authorized by State law to aid and cooperate, with or without consideration, in the planning, undertaking, construction, or operation of this Project. The Agency shall seek the aid and cooperation of such public bodies and shall attempt to coordinate this Amended Plan with the activities of such public bodies in order to accomplish the purposes of redevelopment and the highest public good.

The Agency, by law, is not authorized to acquire real property owned by public bodies without the consent of such public bodies. The Agency, however, will seek the cooperation of all public bodies which own or intend to acquire property in the Merged Project Area. The Agency shall have the right to impose on all public bodies the planning and design controls contained in the Amended Plan to ensure that present uses and any future development by public bodies conform to the requirements of this Amended Plan.

E. PROPERTY MANAGEMENT

During such time as real or personal property in the Merged Project Area is owned by the Agency, such property shall be under the management and control of the Agency. Such property may be rented or leased by the Agency pending its disposition.

The Agency shall comply with, and is authorized to exercise the rights and duties contained in, Health and Safety Code Section 33401, which states:

"The agency may, in any year during which it owns property in a redevelopment project that is tax exempt, pay directly to any city, county, city and county, district, including, but not limited to, a school district, or other public corporation for whose benefit a tax would have been levied upon the property had it not been exempt, an amount of money in lieu of taxes that may not exceed the amount of money the public entity would have received if the property had not been tax exempt."

F. RELOCATION OF DISPLACED PERSONS AND BUSINESSES

As required by the California Relocation Assistance Act (Government Code Section 7260 et seq.), any relocation of persons and businesses as part of the Project will be subject to the following standards:

1. Assistance in Finding Other Locations

Currently, the Agency does not expect to displace any residents in the Merged Project Area. However, to the extent the Agency does displace any residents, businesses or others, the Agency shall assist persons (households, business entities and others) in finding other locations and facilities. There are areas of the City, other than the Merged Project Area, not generally less desirable in regard to public utilities and public and commercial facilities, and at rents or prices within the financial means of the families and persons displaced from the Merged Project Area, decent, safe and sanitary dwellings equal in number to the number of families and persons that may potentially be displaced and available to such displaced families and persons and reasonably accessible to their places of employment.

In order to carry out the Project with a minimum of hardship on any persons displaced from their homes by Agency actions pursuant to this Amended Plan, the Agency shall assist such individuals and families in finding housing that is decent, safe, sanitary, within their financial means, in reasonable and convenient locations, and otherwise suitable to their needs. The Agency is also authorized to provide housing outside the Merged Project Area for displaced persons.

2. Relocation Payments

The Agency may pay reasonable moving expenses to persons (including families, businesses and others) displaced by Agency actions pursuant to this Amended Plan. This provision is not intended to provide incentives for commercial and industrial businesses to move out of the Merged Project Area. The Agency may make such relocation payments for moving expenses where the Agency determines it is in the best interest of the Project and not to do so would create a hardship on the persons involved. The Agency may make such other payments as may be in the best interest of the Project and for which funds are available. The Agency shall make all relocation payments required by applicable law.

G. DEMOLITION, CLEARANCE, AND SITE PREPARATION

1. Demolition and Clearance

The Agency is authorized to demolish, clear, or move buildings, structures, and other improvements as necessary to carry out the purposes of this Amended Plan.

2. Preparation of Building and Development Sites

The Agency is authorized to prepare or cause to be prepared as development sites any real property in the Merged Project Area owned or acquired by the Agency.

3. Hazardous Waste Remediation and Removal

The Agency may take any actions which it determines are necessary and which are consistent with other State and federal laws to remedy or remove hazardous waste on, under or from property in the Merged Project Area in accordance with the requirements of Health and Safety Code Section 33459 - 33459.8, or any successor legislation.

H. REHABILITATION AND MOVING OF STRUCTURES; ASSISTANCE FOR CERTAIN PRIVATE IMPROVEMENTS

1. To the extent appropriate in carrying out the Amended Plan, the Agency is authorized to: (a) rehabilitate or cause to be rehabilitated any building or structure in the Merged Project Area acquired by the Agency; and (b) move or cause to be moved any building or other structure to a location within or outside the Merged Project Area.

2. For any rehabilitation Project, the Agency may take any action it determines necessary and consistent with local, State and federal law to provide for seismic retrofits as provided in Health and Safety Code Section 33420.1 and any successor statute.

3. The Agency may take such actions as it determines are necessary to remove graffiti from public and private property in the Merged Project Area pursuant to Health and Safety Code Section 33420.2 and any successor statute.

4. The Agency may establish a program under which it lends funds to owners or tenants for the purpose of rehabilitating commercial buildings or structures within the Merged Project Area pursuant to Health and Safety Code Section 33444.5 and any successor statute.

5. The Agency may assist in financing of facilities or capital equipment, including, but not necessarily limited to pollution control devices, for properties being developed or rehabilitated for industrial or manufacturing uses within the Merged Project Area pursuant to Health and Safety Code Section 33444.6 and any successor statute.

I. REPLACEMENT DWELLING UNITS

If any dwelling units housing persons and families of low or moderate income are destroyed or removed from the housing market as part of the Project, the Agency shall, within four (4) years of such destruction or removal, rehabilitate, develop, or construct, or cause to be rehabilitated, developed, or constructed, for rental or sale to persons and families of low or moderate income an equal number of replacement dwelling units at affordable housing costs as defined by Health & Safety Code Section 50052.5, within the territorial jurisdiction of the Agency, in accordance with all the provisions of the Redevelopment Law (Health & Safety Code Sections 33413 and 33413.5).

J. PROPERTY DISPOSITION AND DEVELOPMENT

1. General

For the purposes of this Amended Plan, the Agency is authorized to sell, lease, exchange, subdivide, transfer, assign, pledge, encumber by mortgage or deed of trust, or otherwise dispose of any interest in real property.

To the extent permitted by law and upon compliance with the notice and hearing requirements of the Redevelopment Law, the Agency is authorized to dispose of real property by negotiated leases or sales without public bidding.

All real property acquired by the Agency in the Merged Project Area shall be sold or leased for development for the uses permitted in the Amended Plan or shall be conveyed to a public entity, including, without limitation, the City, for uses permitted in the Amended Plan. Real property may be conveyed by the Agency to the City or any other public body without charge. Property containing buildings or structures rehabilitated by the Agency shall be offered for resale within one (1) year after completion of rehabilitation or an annual report concerning such property shall be published by the Agency as required by law.

The Agency shall reserve such powers and controls in the disposition and development documents as may be necessary to prevent transfer, retention, or use of property for speculative purposes and to insure that development is carried out pursuant to this Amended Plan.

2. Purchase and Development by Participants

Pursuant to the provisions of this Amended Plan and the Owner Participation Rules adopted by the Agency, the Agency may offer real property in the Merged Project Area for purchase and development by owner and business-tenant participants prior to or at the same time that real property is made available for purchase and development by persons who are not owners or business tenants in the Merged Project Area.

3. Purchase and Development Documents

To provide adequate safeguards, to insure that the provisions of this Amended Plan will be carried out, and to prevent the recurrence of blight, all real property sold, leased, or conveyed by the Agency, as well as all property subject to participation agreements, shall be made subject to the provisions of this Amended Plan by leases, deeds, contracts, agreements, declarations of restrictions, provisions of the Zoning Ordinance, as it now exists or hereafter be amended, conditional use permits, or other means. Where appropriate, as determined by the Agency, such documents or portions thereof shall be recorded in the office of the Recorder of the County.

The leases, deeds, contracts, agreements, and declarations of restrictions may contain restrictions, covenants, covenants running with the land, rights of reverter, conditions subsequent, equitable servitude, or any other provisions necessary to carry out this Amended Plan.

During the period of redevelopment in the Merged Project Area, the Agency shall ensure that the provisions of this Amended Plan and of other documents formulated pursuant to this Amended Plan are being observed, and that development in the Merged Project Area proceeds in accordance with development documents.

The Agency may require that development plans be submitted to it for review and approval. All development must conform to this Amended Plan and all applicable federal, State and local laws.

4. Obligations to be Imposed on Redevelopers

Purchasers of real property from the Agency shall be required to develop such property in accordance with the provisions of this Amended Plan. The Agency shall have the right to withhold transfer of title to the acquirer, user or developer of property in order to ensure fulfillment of this requirement. No building, sign or structure shall be constructed upon any part of such property unless architectural plans and specifications showing, among other things, the nature of such construction, parking, loading, surface treatment and landscaping, the location and orientation of the structure(s) on the building site and the grading plans for the building site to be built upon, shall be submitted to, reviewed, and approved in writing by the Agency, or unless the Agency has waived the requirements of this sentence. The Agency shall have the right to refuse to approve any such plans or specifications when in the opinion of the Agency such plans or specifications do not conform with the conditions and objectives of the Amended Plan, or to the design standards established by the Agency.

Acquirers, users or developers of real property within the Merged Project Area must commence the erection of any building, prosecute diligently the work thereon and complete it within such reasonable period of time as agreed upon with the Agency.

No acquirer, user, owner participant or developer shall resell, lease, sublease or otherwise dispose of real property in the Merged Project Area until the construction approved by the Agency has been completed, except with the prior written consent of the Agency.

Persons who are engaged in business in the Merged Project Area shall be granted non-financial preference by the Agency to re-enter in business within the Merged Project Area after redevelopment if they otherwise meet the requirements prescribed by the Amended Plan and the Agency's adopted Owner Participation Rules.

The acquirer, user, or owner shall be responsible for complying with all applicable federal, State and local laws, ordinances and codes, in effect from time to time.

5. Personal Property Disposition

For the purpose of this Amended Plan the Agency is authorized to sell, lease, exchange, transfer, assign, pledge, encumber, or otherwise dispose of personal property.

K. PREVENTION OF DISCRIMINATION

1. General

Property owners and developers shall comply with all federal, State and local laws, in effect from time to time prohibiting discrimination or segregation by reason of race, color, religion, creed, marital status, sex, sexual orientation, national origin or ancestry, in the sale, lease or occupancy of the property.

2. Conveyances by the Agency

Pursuant to the Redevelopment Law (Health & Safety Code Sections 33337 and 33435-33436), contracts entered into by the Agency relating to the sale, transfer or leasing of land, or any interest herein acquired by the Agency within the Merged Project Area shall contain the provisions of those Redevelopment Law sections in substantially the form set forth therein. Such contracts shall further provide that the provisions of the applicable Redevelopment Law sections shall be binding upon and shall obligate the contracting party or parties and any subcontracting party or parties and all other transferees under the instrument.

3. Other Contracts, Deeds and Leases for Conveyance of Merged Project Area Property

All deeds, leases or contracts for the sale, lease, sublease or other transfer of any land in the Merged Project Area shall contain the following nondiscrimination clauses as prescribed by the Redevelopment Law (Health & Safety Code Section 33435 and 33436):

In deeds, the following language shall appear:

"(1) Grantee herein covenants by and for itself, its successors and assigns, and all persons claiming under or through them, that there shall be no discrimination against or segregation of, any person or group of persons on account of any basis listed in subdivision (a) and (d) of Section 12955 of the Government Code, as those bases are defined in Sections 12926, 12926.1, subdivision (m) and paragraph (1) of subdivision (p) of Section 12955 and Section 12955.2 of the Government Code, in the sale, lease, sublease, transfer, use, occupancy, tenure or enjoyment of the property herein conveyed, nor shall the grantee or any person claiming under or through the grantee, establish or permit any practice or practices of discrimination or segregation with reference to the selection, location, number, use or occupancy of tenants, lessees, subtenants, sublessees or vendees in the property herein conveyed. The foregoing covenant shall run with the land."

"(2) Notwithstanding paragraph (1), with respect to familial status, paragraph (1) shall not be construed to apply to housing for older persons, as defined in Section 12955.9 of the Government Code. With respect to familial status, nothing in paragraph (1) shall be construed to affect Sections 51.2, 51.3, 51.4, 51.10, 51.11, and 799.5 of the Civil Code, relating to housing for senior

citizens. Subdivision (d) of Section 51 and Section 1360 of the Civil Code and subdivisions (n), (o), and (p) of Section 12955 of the Government Code shall apply to paragraph (1)."

In leases, the following language shall appear:

"(1) Lessee herein covenants by and for itself, its successors and assigns, and all persons claiming under or through them, that there shall be no discrimination against or segregation of, any person or group of persons on account of any basis listed in subdivision (a) and (d) of Section 12955 of the Government Code, as those bases are defined in Sections 12926, 12926.1, subdivision (m) and paragraph (1) of subdivision (p) of Section 12955 and Section 12955.2 of the Government Code in the leasing, subleasing, transferring, use, occupancy, tenure or enjoyment of the premises herein leased nor shall the lessee or any person claiming under or through the lessee, establish or permit any such practice or practices of discrimination or segregation with reference to the selection, location, number, use or occupancy of tenants, lessees, sublessees, subtenants, or vendees in the premises herein leased."

"(2) Notwithstanding paragraph (1), with respect to familial status, paragraph (1) shall not be construed to apply to housing for older persons, as defined in Section 12955.9 of the Government Code. With respect to familial status, nothing in paragraph (1) shall be construed to affect Sections 51.2, 51.3, 51.4, 51.10, 51.11, and 799.5 of the Civil Code, relating to housing for senior citizens. Subdivision (d) of Section 51 and Section 1360 of the Civil Code and subdivisions (n), (o), and (p) of Section 12955 of the Government Code shall apply to paragraph (1)."

In contracts, the following language shall appear:

"(1) There shall be no discrimination against or segregation of, any person or group of persons on account of any basis listed in subdivision (a) and (d) of Section 12955 of the Government Code, as those bases are defined in Sections 12926, 12926.1, subdivision (m) and paragraph (1) of subdivision (p) of Section 12955 and Section 12955.2 of the Government Code in the sale, lease, sublease, transfer, use, occupancy, tenure or enjoyment of the property nor shall the transferee or any person claiming under or through the transferee establish or permit any such practice or practices of discrimination or segregation with reference to the selection, location, number, use or occupancy of tenants, lessees, subtenants, sublessees or vendees of the land."

"(2) Notwithstanding paragraph (1), with respect to familial status, paragraph (1) shall not be construed to apply to housing for older persons, as defined in Section 12955.9 of the Government Code. With respect to familial status, nothing in paragraph (1) shall be construed to affect Sections 51.2, 51.3, 51.4, 51.10, 51.11, and 799.5 of the Civil Code, relating to housing for senior citizens. Subdivision (d) of Section 51 and Section 1360 of the Civil Code and

subdivisions (n), (o), and (p) of Section 12955 of the Government Code shall apply to paragraph (1)."

4. Duration

The covenants in deeds, leases, and contracts from or with the Agency, with respect to prevention of discrimination, shall remain in effect in perpetuity.

L. IMPLEMENTATION PLAN

As part of the Agency's five (5)-year implementation plan required pursuant to Health and Safety Code Section 33490, the Agency shall establish objectives to be achieved within a specified time frame and performance measures for the elimination of blighting conditions, which objectives and performance measures may be qualitative and/or quantitative in nature as deemed appropriate by the Agency under the circumstances.

PART VII. METHODS FOR FINANCING THE PROJECT

A. GENERAL PROVISIONS

The Agency is authorized to finance the Project with financial assistance from the City, the State, the Federal Government, property tax increment, interest income, Agency notes and bonds, assessment district or special tax district revenues, or any other available source. Advances for survey and planning and operating capital for administration of the Project may come through loans from the City or other entities. The City may also supply additional assistance through City loans and grants for various public facilities and other redevelopment activities. As available, gas tax funds from the State and the City may be used toward the cost of the street system and related improvements. It is anticipated that there may also be some revenue accruing to the Project from interest earned on investments of Agency funds.

The Agency is hereby authorized to borrow funds, obtain advances, and create contractual indebtedness and other obligations in carrying out this Amended Plan, pursuant to applicable law. The principal and interest on such borrowed funds, advances and other obligations may be paid from tax increments or any other funds available to the Agency.

B. AFFORDABLE HOUSING FINANCING

Pursuant to the Redevelopment Law (Health and Safety Code Section 33334.2), a minimum of twenty percent (20%) of all tax increments allocated to the Agency shall be used for the purposes of improving and increasing the community's supply of quality affordable housing unless the Agency makes one or more of the findings specified in Health and Safety Code Section 33334.2(a) (the "Housing Fund Requirement").

Tax increment revenues allocated to the Agency and earmarked for housing purposes will be used to fund existing and new programs for housing development and rehabilitation in a manner consistent with the Housing Element of the City's General Plan, and/or other applicable

City housing policies, as they now exist or may hereafter be amended. The General Plan permitted land uses in the Merged Project Area allow for the development of affordable housing.

C. TAX INCREMENT

All taxes levied upon taxable property within the Merged Project Area each year by or for the benefit of the State, County, the City, any district, or other public corporation (hereinafter sometimes called "taxing agencies") after the effective date of the respective original adopting ordinances for each of the Constituent Project Areas (or subsequently added portions thereof, as applicable) comprising the Merged Project Area, shall be divided as follows:

1. That portion of the taxes which would be provided by the rate upon which the tax is levied each year by, or for, each of the taxing agencies upon the total sum of the assessed value of the taxable property in each of the Constituent Project Areas (or subsequently added portion thereof, as applicable) comprising the Merged Project Area, as shown upon the assessment roll used in connection with the taxation of such property by such taxing agency, last equalized prior to the effective date of the respective original adopting ordinances for each of the Constituent Project Areas (or subsequently added portion thereof, as applicable) comprising the Merged Project Area, shall be allocated to and when collected shall be paid to the respective taxing agencies as taxes by, or for, said taxing agencies as taxes on all other property are paid. For the purpose of allocating taxes levied by, or for, any taxing agency or agencies which did not include the territory of the Project on the effective date of such ordinance(s) but to which such territory has been annexed or otherwise included after such effective date, the assessment roll of the County last equalized on the effective date of said ordinance(s) shall be used in determining the assessed valuation of the taxable property in the Project on the effective date; and

2. Except as provided in Health and Safety Code Section 33670(e), that portion of the levied taxes each year in excess of such amount shall be allocated to and when collected shall be paid into a special fund of the Agency to pay the principal of and interest on loans, monies advanced to, or indebtedness (whether funded, refunded, assumed, or otherwise) incurred by the Agency to finance or refinance, in whole or in part, the Project. Unless and until the total assessed valuation of the taxable property in each Constituent Project Area (or subsequently added portion thereof, as applicable), exceeds the total assessed value of the taxable properties in the Constituent Project Area (or subsequently added portion thereof, as applicable), as shown by the last equalized assessment roll referred to in subdivision 1 above, all of the taxes levied and collected upon the taxable property in the constituent Project Area (or subsequently added portion thereof, as applicable), shall be paid into the funds of the respective taxing agencies. When said loans, advances, and indebtedness, if any, and interest thereon, have been paid, all moneys thereafter received from taxes upon the taxable property in the Merged Project Area shall be paid into the funds of the respective taxing agencies as taxes on all other property are paid.

The portion of taxes described in subdivision 2 above may be irrevocably pledged by the Agency for the payment of the principal and the interest on money loaned, advanced, or any indebtedness (whether funded, refunded, assumed or otherwise) by the Agency to finance or refinance in whole or in part, the Project.

The Agency is authorized to make such pledges as to specific advances, indebtedness, and other obligations, as appropriate, in carrying out the Project.

The portion of taxes divided and allocated to the Agency pursuant to subdivision 2 above shall not exceed the following maximum amounts for each of the respective Constituent Project Areas comprising the Merged Project Area:

a. The maximum amount of One Billion Sixty Million Dollars (\$1,060,000,000) with respect to the portions of the Merged Project Area adopted prior to January 1, 1994 (specifically, the Potrero, Galvin and North Richmond Project Areas, the areas designated in Exhibit B as the original areas of the Eastshore, Harbor Gate, Hensley, Downtown, Nevin, and Harbour Project Areas, and the area designated in Exhibit B as the 1980 area of the Hensley Project Area); and

b. With respect to the portion of the Merged Project Area adopted after January 1, 1994 (specifically, the area designated in Exhibit B as the 1995 area of the Harbor Gate Project Area, the areas designated in Exhibit B as the 1999 added areas of the Eastshore, Harbor Gate, Hensley, Downtown, Nevin, and Harbour Project Areas, and the area designated in Exhibit B as the 2005 area of the Nevin Project Area), no maximum amount is required by the Redevelopment Law and no maximum amount is stated in this Amended Plan.

D. BONDS

The Agency may issue its bonds for any corporate purpose or for the purpose of refunding bonds it has previously issued. The principal and interest payable on such bonds may be paid from:

1. the income and revenues of the Project;
2. the tax increment funds allocated to the Agency;
3. the Agency's revenues generally;
4. any contributions or other financial assistance from the state or local government;
5. repayment of loans or other form of indebtedness to the Agency;
6. private parties;
7. any other source permitted by law; or
8. any combination of the above sources.

The amount of bonded indebtedness to be repaid in whole or part from the allocation of taxes described in subdivision 2 of Section C above which can be outstanding at any one time for the Merged Project Area shall not exceed, except by amendment of this Amended Plan, One Billion Six Hundred Ten Million Dollars (\$1,610,000,000).

E. OTHER LOANS, GRANTS AND ADVANCES

Any other available loans, grants, or financial assistance from any other public or private source may be utilized by the Agency for purposes of the Project.

Among other financing techniques that may be employed to encourage private sector financial support for Merged Project Area redevelopment, the Agency may, consistent with the Redevelopment Law, facilitate the formation and financing of, and may cooperate with, community development financing institutions and land trusts involved in Merged Project Area redevelopment activities.

PART VIII. ACTIONS BY THE CITY

The City shall aid and cooperate with the Agency in carrying out this Amended Plan and shall take all actions necessary to ensure the continued fulfillment of the purposes of the Amended Plan to prevent the recurrence or spread in the area of conditions causing blight. Action by the City may include, but shall not be limited to, the following:

A. Acquisition of any real and personal property inside or outside the Merged Project Area required for public use; demolition and removal of structures on such acquired property; and preparation of such property for construction. The costs to the City of such acquisition, demolition and site preparation may be reimbursed by the Agency from Project revenues.

B. Construction of any public improvements serving the purposes of this Amended Plan. The costs to the City of such construction may be reimbursed by the Agency from Project revenues.

C. Establishment of an assessment district mechanism, to the extent permitted by applicable law including receipt of any required voter or property owner approval, to collect assessments, fees or other charges from property owners and developers within the Merged Project Area for purposes of Project financing.

D. Initiation and completion of proceedings for opening, closing, vacating, widening, or changing the grades of streets, alleys, and other public right-of-ways, as appropriate to carry out this Amended Plan.

E. Initiation and completion of proceedings necessary for changes and improvements in publicly-owned public utilities within or affecting the Merged Project Area.

F. Imposition wherever necessary (by subdivision approval, conditional use permits or other means) of appropriate controls, within the limits of this Amended Plan, upon parcels in the Merged Project Area to ensure their proper development and use.

G. Provision for administrative enforcement of this Amended Plan.

H. Imposition of conditions or other requirements upon parcels in the Merged Project Area to implement the regulations or policy guidelines adopted by the Agency pursuant to Part V.F of this Amended Plan in satisfaction of the requirements of Health and Safety Code Section 33413(b).

I. Performance of the above, and of all other functions and services relating to public health, safety, and physical development normally rendered by the City, in accordance with a schedule that will permit the development of the Merged Project Area to be commenced and carried to completion without unnecessary delay.

PART IX. ENFORCEMENT

The administrative enforcement of this Amended Plan or other documents implementing this Amended Plan shall be performed by the City and/or the Agency.

The provisions of this Amended Plan or other documents entered into pursuant to this Amended Plan may also be enforced by court litigation instituted by either the Agency and/or the City. Such remedies may include, but are not limited to, specific performance, damages, reentry, injunctions, or any other remedies appropriate to the purposes of this Amended Plan. In addition, any recorded provisions which are expressly for the benefit of owners of property in the Merged Project Area may be enforced by such owners.

The provisions of the Amended Plan do not in any way limit or restrict the City's authority or power to enforce any provisions of the General Plan, the Zoning Ordinance, as they now exist or may hereafter be amended, and any local land use regulations or any provisions of the municipal code.

PART X. DURATION OF THIS AMENDED PLAN AND RELATED TIME LIMITS

Except for any other authority in excess of the following limits that may from time to time be granted by the Redevelopment Law (which authority shall be deemed to be incorporated into the provisions of the Amended Plan by this reference and shall supersede the following limits), the following limits shall apply with respect to the Constituent Project Areas comprising the Merged Project Area:

A. DEBT INCURRENCE TIME LIMITS

The Agency shall not establish or incur loans, advances, or indebtedness to finance in whole or in part the Project for activities related to the various portions of the Merged Project Area beyond the following time limits:

1. With respect to the Potrero, Galvin and North Richmond Project Areas, the areas designated in Exhibit B as the original areas of the Eastshore, Harbor Gate, Hensley, Downtown, Nevin, and Harbour Project Areas, and the area designated in Exhibit B as the 1980 area of the Hensley Project Area, no such time limit is contained in this Amended Plan;

2. With respect to the area designated in Exhibit B as the 1995 area of the Harbor Gate Project Area, July 26, 2015;

3. With respect to the areas designated in Exhibit B as the 1999 areas of the Eastshore, Harbor Gate, Hensley, Downtown, Nevin, and Harbour Project Areas, July 13, 2019; and

4. With respect to the area designated in Exhibit B as the 2005 area of the Nevin Project Area, July 12, 2025.

Loans, advances, or indebtedness may be repaid over a period of time beyond the time limits set forth in this Part X.A, subject to the further provisions of Part X.C below. The time limits set forth in this Part X.A may be extended only by amendment of this Amended Plan. The time limits set forth in this Part X.A shall not prevent the Agency from incurring debt to be repaid for the Low and Moderate Income Housing Fund established pursuant to Health and Safety Code Section 33334.3 or establishing debt to comply with Health and Safety Code Section 33333.8. The time limits set forth in this Part X.A shall not prevent the Agency from refinancing, refunding, or restructuring indebtedness after the applicable time limit if the indebtedness is not increased and the time during which indebtedness is to be repaid is not extended beyond the time limit set forth in Part X.C below.

B. PLAN EFFECTIVENESS TIME LIMITS

The effectiveness of this Amended Plan (including, without limitation, the effectiveness of the Agency's land use controls for the applicable portions of the Merged Project Area under this Amended Plan) shall continue until, and shall expire upon, the following dates:

1. With respect to the Potrero and Galvin Project Areas and the areas designated in Exhibit B as the original areas of the Eastshore, Harbor Gate, Hensley and Downtown Project Areas, January 1, 2012;

2. With respect to the areas designated in Exhibit B as the original areas of the Nevin and North Richmond Project Areas, September 18, 2015;

3. With respect to the area designated in Exhibit B as the original area of the Harbour Project Area, June 9, 2018;

4. With respect to the area designated in Exhibit B as the 1980 area of the Hensley Project Area, March 31, 2023;

5. With respect to the area designated in Exhibit B as the 1995 area of the Harbor Gate Project Area, July 26, 2026;

6. With respect to the areas designated in Exhibit B as the 1999 areas of the Eastshore, Harbor Gate, Hensley, Downtown, Nevin and Harbour Project Areas, July 13, 2030; and

7. With respect to the area designated in Exhibit B as the 2005 area of the Nevin Project Area, July 12, 2035.

After expiration of this Amended Plan with respect to each applicable portion of the Merged Project Area, the Agency shall have no authority to act pursuant to the Amended Plan with respect to the portion of the Merged Project Area affected by such expiration, except to pay previously incurred indebtedness, to enforce existing covenants, contracts and other obligations, and to comply with Health and Safety Code Section 33333.8.

C. TAX INCREMENT RECEIPT AND DEBT REPAYMENT TIME LIMITS

The Agency shall not pay indebtedness or receive property taxes pursuant to Health and Safety Code Section 33670 with respect to the various portions of the Merged Project Area beyond the following time limits:

1. With respect to the Potrero and Galvin Project Areas and the areas designated in Exhibit B as the original areas of the Eastshore, Harbor Gate, Hensley and Downtown Project Areas, January 1, 2022;

2. With respect to the areas designated in Exhibit B as the original areas of the Nevin and North Richmond Project Areas, September 18, 2025;

3. With respect to the area designated in Exhibit B as the original area of the Harbour Project Area, June 9, 2028;

4. With respect to the area designated in Exhibit B as the 1980 area of the Hensley Project Area, March 31, 2033;

5. With respect to the area designated in Exhibit B as the 1995 area of the Harbor Gate Project Area, July 26, 2041;

6. With respect to the areas designated in Exhibit B as the 1999 areas of the Eastshore, Harbor Gate, Hensley, Downtown, Nevin and Harbour Project Areas, July 13, 2045; and

7. With respect to the area designated in Exhibit B as the 2005 area of the Nevin Project Area, July 12, 2050.

After expiration of this Amended Plan with respect to each applicable portion of the Merged Project Area, the Agency shall have no authority to act pursuant to the Amended Plan with respect to the portion of the Merged Project Area affected by such expiration, except as necessary to comply with Health and Safety Code Section 33333.8.

D. NON-DISCRIMINATION PROVISIONS

Notwithstanding any other time limitations set forth in this Part X, the nondiscrimination and nonsegregation provisions of this Amended Plan shall run in perpetuity, and the affordable housing covenants imposed by the Agency with respect to development, rehabilitation, and/or preservation of Project-related affordable housing (whether inside or outside the Merged Project Area) shall continue in effect for such period as may be determined and specified by the Agency.

PART XI. SEVERABILITY

If any provision, section, subsection, subdivision, sentence, clause or phrase of the Amended Plan is for any reason held to be invalid or unconstitutional, such decision shall not affect the validity of the remaining portion or portions of the Amended Plan. In the event that any portion of the Merged Project Area shall be determined to have been invalidly or incorrectly included in the Merged Project Area that is the subject of this Amended Plan, such portion of the Merged Project Area shall be deemed severable from the remainder of the Merged Project Area and the remainder of the Merged Project Area shall remain fully subject to the provisions of this Amended Plan.

PART XII. PROCEDURE FOR AMENDMENT

This Amended Plan may be amended by means of the procedure established in the Redevelopment Law or by any other procedure hereafter established by law.

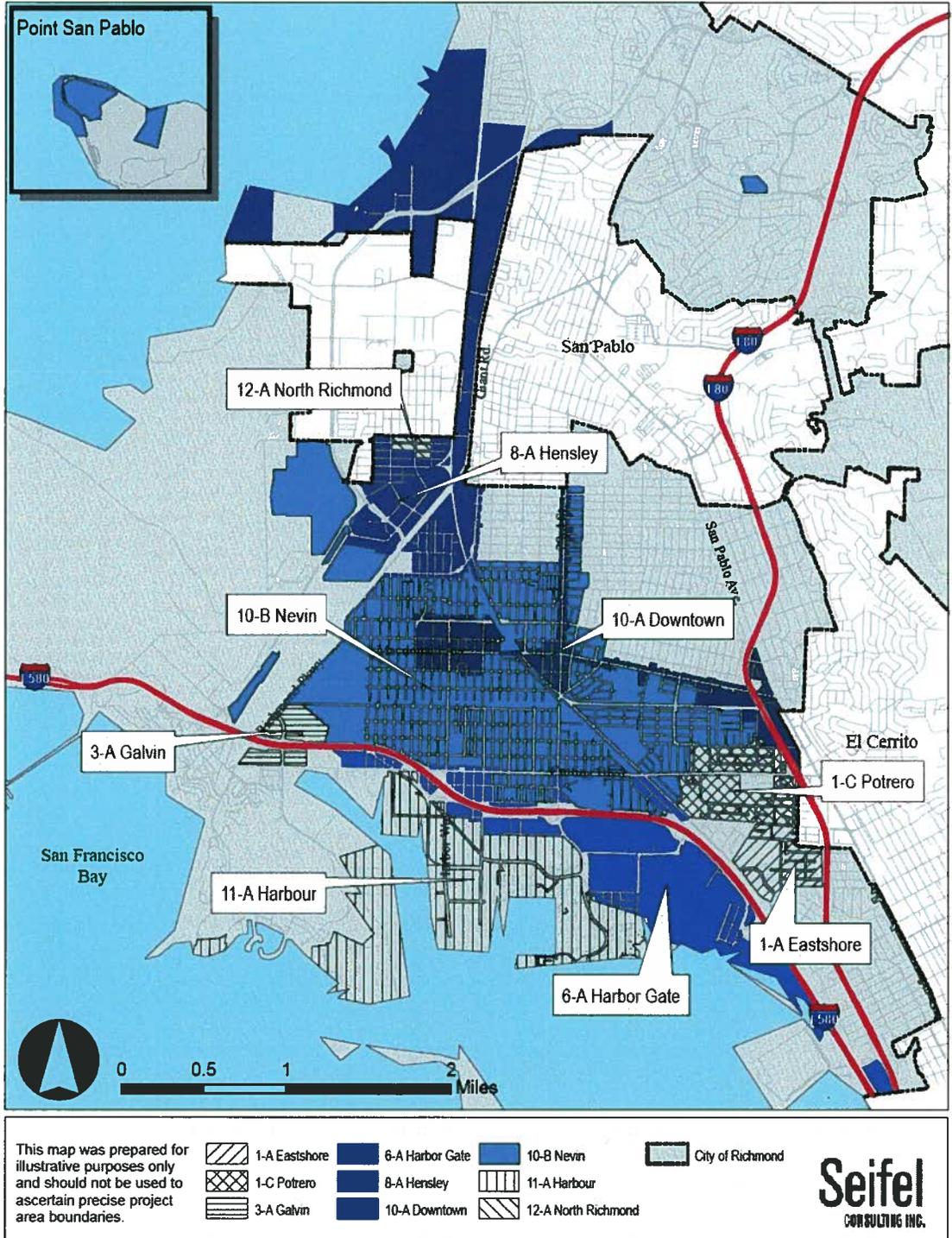
PART XIII. AUTHORITY OF THE AGENCY

To the extent legally permissible, the Agency is hereby authorized to undertake any redevelopment activity or exercise any power not already included herein, provided such action is not inconsistent with this Amended Plan.

EXHIBIT A

BOUNDARY MAP OF MERGED PROJECT AREA

Figure I-1
Location of Constituent Project Areas within the Merged Project Area



Richmond Community Redevelopment Agency
Redevelopment Plan Amendment

I-5

Preliminary Report
August 2009

Seifel
CONSULTING INC.

EXHIBIT B

LEGAL DESCRIPTIONS OF MERGED PROJECT AREA

Exhibit B-1: Project Area No. 1-A (Eastshore Park)

Exhibit B-2: Project Area No. 1-C (Potrero)

Exhibit B-3: Project Area No. 3-A (Galvin)

Exhibit B-4: Project Area No. 6-A (Harbor Gate)

Exhibit B-5: Project Area No. 8-A (Hensley)

Exhibit B-6: Project Area No. 10-A (Downtown)

Exhibit B-7: Project Area No. 10-B (Nevin)

Exhibit B-8: Project Area No. 11-A (Harbour)

Exhibit B-9: Project Area No. 12-A (North Richmond)

EXHIBIT B-1

LEGAL DESCRIPTION OF PROJECT AREA NO. 1-A (EASTSHORE PARK)

ORIGINAL AREA

(EASTSHORE)

The Boundaries of Project Area No. 1-A comprise all of that land in the City of Richmond, County of Contra Costa, State of California, more particularly described as follows:

Beginning at the southwest corner of lot 20, block "E" as shown on the "Map of First Addition to Bayview Park", filed April 16, 1906, in Map Book "E", page 102, in the office of the Recorder of Contra Costa County, California: running thence along the southerly and easterly line of said block "E" south 84 degrees 05 minutes 49 seconds east a distance of 602.21 feet and north 1 degree 03 minutes 20 seconds east, a distance of 5.43 feet: thence south 88 degrees 56 minutes 40 seconds east, a distance of 157.73 feet along the northerly line of lots 12, 11, 10, 9, 8, 7 and a portion of lot 6 in block 16 as shown on the "Complete Map of Bayview Park", filed April 4, 1905, in Map Book "D", page 86, in the office of the Recorder of Contra Costa County, California: thence northerly along the arc of a curve to the left, having a radius of 200 feet through a central angle of 4 degrees 23 minutes 56 seconds, an arc distance of 15.36 feet: thence South 86 degrees 10 minutes 07 seconds east, a distance of 45.01 feet to a point on the west line of the Eastshore State Highway (a freeway) being the east line of the Frontage Road: thence along said line as follows: southerly along the arc of a curve to the right, having a radius of 243 feet through an angle of 4 degrees 25 minutes 51 seconds, an arc distance of 18.79 feet, South 7 degrees 17 minutes 13 seconds east, a distance of 151.21 feet and South 1 degree 46 minutes 15 seconds east, a distance of 1156.03 feet to a point on the northerly line of block 12 as shown on said map: thence north 88 degrees 56 minutes 40 seconds west, a distance of 858.60 feet to the northwest corner of lot 78 in block 21 as shown on said map; thence south 1 degree 03 minutes 20 seconds west, a distance of 141.92 feet to the southwest corner of said lot 78; thence south 79 degrees 19 minutes 20 seconds west, a distance of 698.61 feet to the most southerly corner of lot 58 in said block 21: thence south 21 degrees 52 minutes 20 seconds west, a distance of 138.71 feet: thence south 10 degrees 38 minutes 50 seconds west, a distance of 99.53 feet: thence south 5 degrees 07 minutes 05 seconds west, a distance of 235.05 feet: thence south 5 degrees 45 minutes 55 seconds east, a distance of 408.53 feet to a point on the easterly line of the Southern Pacific Railroad right of way: thence along said right of way line north 31 degrees 29 minutes 45 seconds west, a distance of 596.38 feet, and northwesterly along the arc of a curve to the left, having a radius of 9596.94 feet through an angle of 11 degrees 03 minutes 26 seconds, an arc distance 1852.07 feet to a point on the westerly line of 47th Street (formerly Bay Avenue) thence along the last mentioned line north 33 degrees 05 minutes 34 seconds east a distance of 1510.96 feet to a point on the northerly line of Potrero Avenue: thence along said last mentioned line South 86 degrees 07 minutes 41 seconds east, a distance of 1363.73 feet: thence South 1 degree 33 minutes 02 seconds west, a distance of 66.02 feet: thence North 86 degrees 07 minutes 41 seconds west, a distance of 4.26 feet: thence south 0 degrees 42 minutes 27 seconds west, distance of 408.04 feet to a point on the northerly line of Cypress Avenue: thence north 86 degrees 09 minutes 20 seconds west, a distance of 1.75 feet: thence South 1 degree 33 minutes 02 seconds west, a distance of 60.04 feet: thence north 86 degrees 09 minutes 20 seconds west, a distance of 2.39 feet: thence south 1 degree 03 minutes 02 seconds west, a distance of 131.11 feet to the point of beginning.

1999 ADDED AREA

Legal Description

Area I - Eastshore Park

Portion of those parcels of land as shown on the map of Richmond Annex filed March 18, 1912 in Book 6 of Maps, at page 144, the map of Wenk Addition to Bay View Park filed, March 25, 1907, and the map of Bay View Park filed in Book D of Maps, at page 86 in the office of the Recorder of Contra Costa County, described as follows:

Beginning at the southeastern corner of Lot 19 in Block 96 as shown on the above mentioned map (6 M 144); thence along the southern line thereof and also the southern line of Lot 23 thru 25, inclusive, in said block South $61^{\circ}42'$ West, 178.13 feet to the southwestern corner of said Lot 25; thence along the western line thereof North $28^{\circ}18'$ West, 1.00 feet; thence leaving said line North $61^{\circ}42'$ East, 50.00 feet to the eastern line of said Lot 24; thence along said line North $28^{\circ}18'$ West, 99.00 feet to the southern line of San Jose Avenue; thence along said line, North $61^{\circ}42'$ East, 40.46 feet to the northeastern corner of said Lot 23; thence leaving the southern line of San Jose Avenue North $20^{\circ}42'30''$ West, 302.54 feet to the northern line of Van Fleet Avenue (formerly Humbolt Street); thence along said northern line South $61^{\circ}42'00''$ West, 30.46 feet to the southwestern corner of Lot 17 as said lot is shown in Block 86 of said map (6 M 144); thence along the Western line of said lot North $28^{\circ}18'00''$ West, 100.00 feet to the Southern corner of Lot 27 as shown in said Block 86; thence along the southerly line thereof North $61^{\circ}42'00''$ East, 25.00 feet to the southeastern corner thereof; thence along the eastern line of said Lot 27 and it's northerly extension North $28^{\circ}18'00''$ West, 165.00 feet to the northern line of Columbia Avenue; thence along said northern line North $61^{\circ}42'00''$ East, 40.17 feet to the southeastern line of Lot 18 in Block 77 as shown on said map (6 M 144); thence along the eastern line thereof and the eastern line of Lot 27 in said Block 77 as shown on said map North $20^{\circ}42'30''$ West, 176.54 feet to the eastern jog of the eastern line of Parcel B of the parcel maps filed September 18, 1992 in Book 159 of Parcel Maps, at page 40, Contra Costa County Records; thence along said jog in said lines of said Parcel B (159 PM 40) North $61^{\circ}42'00''$ East, 22.55 feet, thence North $28^{\circ}18'00''$ West, 25.00 feet to the northeastern corner of said Parcel B (159 PM 40) North $28^{\circ}18'00''$ West, 50.00 feet to the northern line of Fresno Avenue; thence along said northern line South $61^{\circ}42'00''$ West, 61.68 feet to the southwestern corner of Lot 30 in Block 76 as shown on said map (6 M 144); thence along the western line thereof and the western line of Lot 19 in said Block 76 and it's northerly extension North $28^{\circ}18'00''$ West, 250.00 feet to the northern line of Sacramento Avenue; thence along said northern line North $61^{\circ}42'00''$ East, 50.00 feet to the southeastern corner Lot 29 in Block 67 as shown on said map (6 M 144); thence along the eastern line thereof and the northern lines of Lots 29 through 32 inclusive North $28^{\circ}18'00''$ West, 100.00 feet and N $61^{\circ}24'00''$ W, 100.00 feet to southwestern corner of Lot 17 in said Block 67 as shown on said map (6 M 144); thence along the western line of said lot and its northerly extension North $28^{\circ}18'00''$ West, 150.00 feet to the northern line of Panama Avenue; thence along said line North $61^{\circ}42'00''$ East, 100.00 feet to the southwestern corner of Lot 28 in Block 66 as shown said map (6 M 144); thence along the western lines of Lots 21 through 28 inclusive, and their northerly extension North $28^{\circ}18'00''$ West, 265.00 feet to the southwestern corner of Lot

28 in Block 54 as shown said map (6 M 144); thence along the western lines of Lots 21 through 28, inclusive and their northerly extension North 28° 18' 00" West, 250.00 feet to the southwestern corner of Lot 29 in Block 53 as shown on said map (6 M 144); thence along the western lines of Lots 22 through 29, inclusive, and their northerly extension North 28° 18' 00" West, 250.00 feet to the southwestern corner of Lot 34 in Block 41 as shown on said map (6 M 144); thence along the western lines of Lots 27 through 34, inclusive, and their northerly extension North 28° 18' 00" West, 250.00 feet to the southwestern corner of Lot 32 in Block 40 as shown on said map (6 M 144); thence along the western lines of Lot 5 through 32, inclusive, and their northerly extension North 28° 18' 00" West, 760.00 feet to the southwestern corner of Lot 24 in Block 23 as shown on said map; thence along the southern lines of Lots 25 through 28, inclusive, South 61° 42' 00" West, 100.00 feet to the southwestern corner of said Lot 28; thence along the western line thereof and the western line of Lot 29 in said Block 23 North 28°18'00" W, 125.00 feet to the northwestern corner of said Lot 29; thence along the northern thereof North 61° 42' 00" East, 100.00 feet to the southwestern corner of Lot 19; thence along the western lines of Lots 1 through 19, inclusive, and their northerly extension North 28° 18' 00" West, 525.00 feet to the southwestern corner of Lot 36 in Block 22 of said map (6 M 144); thence along the western lines of Lots 33 through 36, inclusive, North 28° 18' 00" West, 103.10 feet to the northwestern corner of Lot 33 said corner being at a point on the southern line of Lot 57 as said lot is shown on the map of Portion of Lots 55 and 57, Amended Map of Alta Punta Tract filed April 4, 1905 in Book D of Maps, at page 90, Contra Costa County Records; thence along the southern line of said lot 57 South 61°42'00" West, 8.00 feet to the southwestern corner thereof; thence along the western line of said lot 57 North 28°18'00" West, 40.00 feet to the northwestern corner thereof, said corner being also the southwestern corner that parcel of land described as parcel one in the deed to Kun-HuanWu recorded May 12, 1988 in Book 14327 of Official Records, at page17, Contra Costa County Records; there along the western line of said parcel North 29°01'00" West, 176.00 feet to the southwestern corner of Lot 55 as said lot is shown a said map of Portion of Lots 55 and 57 (D M 90); thence along the western line thereof North 29°01'00 West, 32.00 feet to the southwestern corner of Lot 2 as said lot is shown on the map of Nissen's Addition to City of Richmond filed May 22, 1913 in Book 10 of Map, at page 225; thence along the western line thence of North 2°01'00" West, 52.00 feet to the southern line of that parcel of land decided in the deed to Leon Chang, et al, recorded November 12, 1997 in Document No. 97-225958 of Official Records, Contra Costa County Records; thence along the southern line thereof South 61° 42' 00" West, 213.16 to the southwestern corner thereof; there along the western line thereof North 28°18'00" West 150.00 feet to the northern line l Lot 53 as said lot is shown on said map of Alta Punta Tract (D M 90); there along said line North 61°42'00" East, 201.88 feet to the southwestern corner of Lot 1 as shown on the map of Wenk Addition to Bay View Park (F M 128); thence along the western lines of said lot 1 North 29° 01'00" West, 50.00 for to the southwestern corner of that parcel of land described on the deed to Antonio Correia, et ux, recorded January 17, 1947 in Book 2 of Official Records, at page 392; thence along the southern and eastern lines thereof as follows: North 61°42' " East, 38.00 feet; North 29°01'00" West, 99.00, feet to the northern line of Wenk Avenue; along said line South 61°42' West, 167 feet to the southwest corner of that parcel of land described in the deed to Doherty's Truck and Auto Rentals, Inc. recorded October 12, 1972 in Book 6772 of Official Records, at page 444; along the western line thereof; NORTH, 150 feet and EAST, 5.44 feet to the southerly

extension of the western line of Lot 4 in Block 5 as shown on said map of Bay View Park (D M 86); thence along said line and the western lines of Lot 4 and Lot 3, NORTH, 160.00 feet to the northern line of said Lot 3; thence along said line EAST, 105.68 feet to the western line of San Pablo Avenue; thence along the western lines thereof South 28°18'00" East, 3553 feet; thence South 20°42'30" East, 920 feet to the point of beginning.

And containing 14 acres, more or less.



EXHIBIT B-2

LEGAL DESCRIPTION OF PROJECT AREA NO. 1-C (POTRERO)

ORIGINAL AREA

LEGAL DESCRIPTION OF PROJECT AREA NO. 1-C (POTRERO)

The Project Area includes all of that land in the City of Richmond, County of Contra Costa, State of California, which is more particularly described as follows:

All of the tracks of land designated on the maps entitled "Subdivision 2972," which map was filed in the office of the Recorder of the County of Contra Costa, State of California, on June 6, 1963, in Book 93 of Maps at page 12; and "Subdivision 3175," which map was filed in the office of the Recorder of the County of Contra Costa, State of California, on December 2, 1965, in Book 108 of Maps at Page 37, described as follows:

Beginning on the north line of Cutting Boulevard as designated on said map of Subdivision 2972 at the west line of South 37th Street; thence from said point of beginning south $0^{\circ} 48' 19''$ west along the southerly extension of said west line of South 37th Street 99.75 feet to a point on the south line of Cutting Boulevard as shown on said map; thence from said point south $13^{\circ} 10' 38''$ east a distance of 499.71 feet to the beginning of a tangent curve concave to the west and having a radius of 300 feet; thence southerly along said curve 278.68 feet to a point on the south line of Stege Avenue; thence south $45^{\circ} 55' 51''$ east 0.72 feet; thence south $44^{\circ} 00' 34''$ west 154.97 feet to the beginning of a tangent curve concave to the west and having a radius of 20 feet; thence southerly along said curve 31.44 feet to a point on the north line of Carlson Boulevard as shown on said map; thence south $44^{\circ} 04' 09''$ west 80 feet to the southwesterly line of said Carlson Boulevard; thence south $45^{\circ} 55' 51''$ east 658.77 feet along the southwesterly line of Carlson Boulevard; thence south $41^{\circ} 01' 28''$ east a distance of 36.70 feet along said Carlson Boulevard to the direct westerly extension of the south line of Potrero Avenue as designated on said map; thence south $86^{\circ} 07' 41''$ east 2144.60 feet to the southwest line of South 47th Street; thence along a line which is the northerly extension of the west boundary of South 47th Street which bears $33^{\circ} 05' 34''$ east a distance of 75.62 feet to a point on the north line of Potrero Avenue; thence south

86° 07' 41" east 1363.73 feet to the boundary line between the City of Richmond and the City of El Cerrito; thence north 1° 38' 50" east 1024.82 feet; thence north 0° 52' 59" east a distance of 261.02 feet to the westerly line of State of California Freeway known as Eastshore Freeway; thence north 29° 20' 40" west a distance of five feet; thence north 30° 05' 36" west a distance of 29.75 feet; thence north 28° 44' 31" west a distance of 176.14 feet; thence north 0° 45' 19" east a distance of 160 feet as shown on said map of Subdivision 3175. Thence north 6° 27' 35" west a distance of 25.24 feet along the westerly line of State of California Freeway known as Eastshore Freeway as shown on the Map of Subdivision 2972, thence north 8° 15' 52" west a distance of 106.58 feet; thence along said freeway boundary north 25° 35' 08" west a distance of 308.49 feet; thence north 17° 10' 55" west a distance of 55.65 feet; thence north 33° 18' 23" west a distance of 60.48 feet; thence north 25° 41' 49" west a distance of 27.95 feet; thence north 10° 06' 37" west a distance of 59.91 feet; thence north 22° 52' 22" west a distance of 285.71 feet; thence north 29° 52' 10" west a distance of 36.86 feet to a point on the north line of Wall Avenue as shown on the map of Subdivision 2972. Thence along said Wall Avenue north 89° 19' 16" west a distance of 465.16 feet to the southeast corner of Lot 4 in Block 5 of said map; thence north 0° 40' 44" east a distance of 210.00 feet to the northeast corner of Lot 4 in Block 5 of said map; thence north 89° 19' 16" west a distance of 199.51 feet to the east line of South 47th Street as shown on said map; thence along the east line of said South 47th Street a distance of 20.01 feet; thence north 0° 40' 44" east a distance of 120.00 feet; thence westerly along a line which is the eastern extension of the north line of Lot 1 in Block 4 as shown on said map north 89° 19' 16" west a distance of 160.00 feet to the northwest corner of Lot 1 in Block 4; thence south 0° 40' 44" west a distance of 250.00 feet to the southwest corner of Lot 4 in Block 4; thence north 89° 19' 16" west a distance of 150.00 feet to a point on the west line of South 46th Street as shown on said map of Subdivision 2972. Thence from said point south 0° 40' 44" west a distance of 100 feet to a point on the north line of Wall Avenue; thence north 89° 19' 16" west a distance of 1233.04 feet; thence north 44° 11' 05" west a distance of 96.03 feet; thence north 89° 09' 15" west a distance of 578.38 feet to a point which lies along the northern extension of the west line of Block 1 of said Subdivision; thence south 0° 47' 05" west 942.59 feet along said west line of Block 1 to the north line of Cutting Boulevard as shown on said map; thence south 88° 27' 15" west a distance of 415.45 feet along said north line of Cutting Boulevard to the true point of beginning of this description.

EXHIBIT B-3

LEGAL DESCRIPTION OF PROJECT AREA NO. 3-A (GALVIN)

ORIGINAL AREA

LEGAL DESCRIPTION OF PROJECT AREA NO. 3-A (GALVIN)

The boundaries of Project Area No. 3-A are more particularly described as follows:

The Project Area is that portion of the City of Richmond, County of Contra Costa, north of Cutting Boulevard and easterly of Garrard Boulevard bounded and described as follows: "Beginning at the intersection of the north line of Cutting Boulevard with the east line of Garrard Boulevard; thence northeasterly along the east line of Garrard Boulevard a distance of 2304.45 feet to a tangent point on a curve to the right having a radius of 90° through an arc angle of 55° 21' 00"; thence along said curve a distance of 86.94 feet to the southerly line of Ohio Avenue; thence easterly along the southerly line of Ohio Avenue, a distance of 635.41 feet; thence on a line bearing S 49° 21' 33" W a distance of 1111.22 feet to a concrete monument recorded as S.P. No. 447; thence on a line bearing S 15° 06' 27" W a distance of 529.35 feet to a concrete monument recorded as S.P. No. 448; thence on a line bearing S 50° 33' 25" E a distance of 719.19 feet to a point on the center line of Averill Street; thence from said point S 1° 22' 12" W a distance of 283.43 feet to the northerly line of Cutting Boulevard; thence along said Cutting Boulevard N 88° 37' 48" W a distance of 3310.80 feet to the point of beginning."

EXHIBIT B-4

LEGAL DESCRIPTION OF PROJECT AREA NO. 6-A (HARBOR GATE)

ORIGINAL PROJECT AREA

LEGAL DESCRIPTION OF PROJECT AREA NO. 6-A (HARBOR GATE)

Approved Redevelopment Project Area No. 6-A (Harbor Gate) is situated within Redevelopment Area No. 6, in the City of Richmond, County of Contra Costa, State of California, and consists in all of that area bounded and described as follows:

Beginning on the eastern line of 34th Street (formerly Santa Rosa Avenue) distant thereon southerly 80 feet from the southern line of Seaver Avenue as said streets are shown on the map of Inner Harbor Business Blocks, filed November 16, 1912, in Book 8 of Maps, page 196, in the office of the County Recorder of Contra Costa County; thence westerly parallel with the southern line of Seaver Avenue to a point that is 30 feet easterly of the easterly line of 32nd Street (formerly Richmond Avenue) as shown on said map; thence southerly parallel with and 30 feet easterly of the eastern line of 32nd Street to an intersection with the eastern prolongation of the northern line of Griffin Avenue as shown on the map of Harbor Gate, filed March 31, 1912, in Book 8 of Maps, page 191, in the office of the County Recorder of Contra Costa County; thence westerly along said eastern prolongation and along the northern line of Griffin Avenue, as shown on said map to the eastern line of Owens Street as shown thereon; thence northerly along the eastern line of Owens Street to the northwest corner of Lot 35 in Block I, as shown on said map of Harbor Gate; thence westerly parallel with the northern line of Griffin Avenue to the west line of 27th Street (formerly 26th Street); as shown on the map of J. C. Owens Addition to the City of Richmond, filed February 6, 1912, in Book 6 of Maps, page 138, in the office of the County Recorder of Contra Costa County; thence northerly along the western line of 27th Street (formerly 26th Street); to a point from which the south line of Meeker Avenue bears North $0^{\circ} 16' 27''$ West 750.81 feet distant; thence leaving the west line of 27th Street (formerly 26th Street); northerly along the arc of a curve to the left with a radius of 760.00

feet, the center of which bears South $89^{\circ} 43' 33''$ west, to the dividing line between J.C. Owens Addition and Harbor Business Blocks, filed March 10, 1913, in Book 9 of Maps, page 213, in the office of the County Recorder of Contra Costa County; thence northerly along said dividing line to the center line of Hoffman Boulevard as established by the Division of Highways of the State of California; thence easterly along the center line of said Hoffman Boulevard to the southern line of County Road No. 9 as said road was set forth in the partition of the San Pablo Rancho; thence easterly along the southern line of said County Road No. 9 to its intersection with the northern prolongation of the eastern line of 37th Street (formerly Pullman Avenue) as shown on the map of Syndicate Tract, filed March 18, 1912, in Book 6 of Maps, page 143, in the office of the County Recorder of Contra Costa County; thence southerly along said prolongation and the easterly line of 37th Street to the southern line of Meeker Avenue as shown on said map; thence westerly along the southern line of Meeker Avenue to the eastern line of 34th Street (formerly Santa Rosa Avenue); thence southerly along the eastern line of 34th Street to the point of beginning.

EXCLUDING THE FOLLOWING PORTIONS

PARCEL ONE

"A parcel of land comprising all of Lot 13 and a portion of Lots 9, 10, 11 and 12 in Block 'F' as designated on the map entitled, 'Map of Syndicate Business Blocks, Contra Costa County, California, which map was filed on May 15, 1911 in Map Book 5 at page 107, Contra Costa County Records; said parcel of land being described as follows:

"Commencing at the southwesterly corner of said Lot 13; thence along the southerly line of said Lot N. $88^{\circ} 40' 20''$ E., 100 feet to the southeasterly corner of said lot; thence along the easterly line of said Lots 12 and 13 N. $0^{\circ} 12' 40''$ W., 48.12 feet to a curve to the left; thence from a tangent that bears N. $59^{\circ} 23' 53''$ W., along said curve with a radius of 950 feet, through an angle of $6^{\circ} 47' 49''$ a distance of 112.70 feet to the westerly line of said Lot 9; thence along the westerly line of said Lots 9, 10, 11, 12 and 13, S. $0^{\circ} 12' 40''$ E., 101.93 feet to the point of commencement.

Containing 0.175 of an acre, more or less."

PARCEL TWO

"A parcel of land comprising all of Lot 37 and a portion of Lots 38, 1, and 2 in Block 'F' as designated on the map entitled 'Map of Syndicate Business Blocks, Contra Costa County, California', which map was filed on May 15, 1911 in Map Book 5 at page 107, Contra Costa County Records, said parcel being described as follows:

"Commencing at the southwesterly corner of said Lot 37, thence along the southerly line of said lot N. $88^{\circ} 40' 20''$ E., 100.00 feet to the southeasterly corner of said lot; thence along the easterly line of said Lots 37 and 38 N. $0^{\circ} 12' 40''$ W., 26.93 feet to a curve to the left; thence from "a tangent that bears N. $66^{\circ} 11' 42''$ W., along said curve with a radius of 950 feet, through an angle of $6^{\circ} 27' 12''$, a distance of 107.00 feet; to the westerly line of said Lot 1; thence along the westerly line of said Lots 1, 37 and 38 S. $0^{\circ} 12' 40''$ E., 66.84 feet to the point of commencement.

Containing 0.110 of an acre."

PARCEL 3

"A parcel of land comprising a portion of lots 3, 4, 33, 34, 35 and 36, in Block 3 and a portion of lots 3, 4, 33 and 34 in Block 2 all as shown on the Map entitled, Inner Harbor Business Blocks, as filed November 16, 1912, in the office of the Recorder of Contra Costa County, State of California, in Map Book 8, page 196, more particularly described as follows:

"Beginning at a point on the west line of 34th Street, formerly known as Santa Rosa Avenue, distant southerly from the northeast corner of Block 3, 55 feet; thence southerly along the west side of 34th Street, a distance of 25 feet, from said point of beginning, thence; westerly on a line parallel to and 80 feet south of the north line of Blocks 2 and 3, bearing N. $88^{\circ} 45'$ E., to its point of intersection with a curve concave to the southeast and having a radius of 100 feet being tangent to a line 30 feet easterly and parallel to the east line of 32nd Street, formerly known as Richmond Avenue, thence; northeasterly along the arc of said curve to a point of tangency with a line parallel to and 55 feet south of the north line of Blocks 2 and 3, thence; easterly along said line to the point of beginning."

1995 AREA LEGAL DESCRIPTION

That certain real property in the City of Richmond, County of Contra Costa, State of California, described as follows:

Beginning at the Southeast corner of the Richmond - Pullman Tract, recorded December 6, 1994 1910 in Book 3 of Maps at Page 70, records of Contra Costa County, California;

thence North $89^{\circ}47'03''$ West along the southerly line of said Richmond-Pullman Tract, said line also being the northerly line of Cutting Boulevard, 93.91 feet;

thence South $00^{\circ}47'56''$ West 100.00 feet to the intersection of the southerly line of Cutting Boulevard and the westerly line of 31st Street, also being the northeast corner of the City of Pullman, recorded January 21, 1910 in Book 2 of Maps at page 43, Records of Contra Costa County, California;

thence South $00^{\circ}47'56''$ East, along the westerly line of South 31st Street 223.09 feet to the southerly line of Erlandson Street;

thence along said southerly line South $46^{\circ}00'32''$ East, 1492.81 feet;

to a point on the northerly State of California right-of-way line as shown upon the State of California Department of Transportation Appraisal Drawing Numbers A-831.6, A-831.7, and A-831;

thence North $86^{\circ}06'28''$ West, along said right-of-way line, 264.49 feet;

thence North $00^{\circ}53'22''$ East, along said right-of-way line, 26.00 feet;

thence North $89^{\circ}06'48''$ West, along said right-of-way line, 74.29 feet;

thence North $86^{\circ}05'49''$ West, along said right-of-way line, 1135.66 feet;

thence South $00^{\circ}47'56''$ West, along said right-of-way line, 30.90 feet;

thence North $86^{\circ}05'47''$ West, along said right-of-way line, 502.48 feet;

thence North $74^{\circ}04'50''$ West along said right-of-way line, 121.41 feet;

thence North $81^{\circ}13'39''$ West along said right-of-way line, 297.30 feet;

thence North $80^{\circ}21'02''$ West, along said right-of-way line, 127.63 feet to a point on a tangent curve to the right;

thence, westerly along said curve having a radius of 425 feet, through a central angle of $05^{\circ}01'43''$, a distance of 37.30 feet;

thence North $65^{\circ}56'56''$ West, along said right-of-way line, 91.36 feet;

thence North $43^{\circ}54'44''$ West, along said right-of-way line, 254.72 feet, to a point on a non-tangent curve to the right, said curve having a center which bears North $01^{\circ}06'48''$ West, 46 feet;

thence westerly along said curve and along said right-of-way line, through a central angle of $94^{\circ}44'10''$ a distance of 76.06 feet;

thence North $43^{\circ}54'44''$ West, along said right-of-way line, 159.37 feet;

thence South $64^{\circ}18'42''$ West, along said right-of-way line, 67.15 feet to the beginning of a tangent curve to the right;

thence along said curve, being the said right-of-way line, having a radius of 51 feet, through a central angle of $126^{\circ}09'26''$, a distance of 112.29 feet to a point of reverse curve;

thence along a curve to the left, also being the said right-of-way line, having a radius of 42 feet, through a central angle of $54^{\circ}22'52''$, a distance of 39.86 feet;

thence North $43^{\circ}54'44''$ West, along said right-of-way line, 92.02 feet;

thence leaving said North right-of-way line, North $01^{\circ}02'$ West 132.88 feet to a point on the northerly line of Foothill Avenue, as shown on the map of El Cerrito Terrace, recorded April 04, 1912, in Book 6 of Maps, at page 147, Records of Contra Costa County, California;

thence North $69^{\circ}49'16''$ East, along the northerly line of said Foothill Avenue, 87.42 feet to the southeast corner of Lot 66 of El Cerrito Terrace;

thence North $01^{\circ}23'46''$ East, 259.23 feet to the Northwest corner of Lot 56 of said El Cerrito Terrace;

thence South $88^{\circ}36'14''$ East, 12.00 feet to the southeast corner of lot 5, of said El Cerrito Terrace;

thence North $01^{\circ}23'46''$ East, 200.00 feet to the northerly line of Cutting Boulevard;

thence North $01^{\circ}23'46''$ East, 200.00 feet to the northeast corner of Lot 5, also being on the southerly line of Cutting Boulevard;

thence North $88^{\circ}36'14''$ East, along said northerly line 37.00 feet to a point 12.00 feet east of the southeast corner of Lot 2 of Block 7 of Amended Map of Cerritos Addition to City of Richmond, recorded June 15, 1910, in Book 3 of Maps, at Page 55, Records of Contra Costa County, California;

thence along a line parallel with and 12.00 feet easterly of the western of Lot 21, North $01^{\circ}23'46''$ East, 100.00 feet to the North line of said Lot 21;

thence North $88^{\circ}36'14''$ West, along the northerly line of Lots 21 through 27, inclusive, and its westerly extension, 232.94 feet to the northeast corner of Lot 27 of block 34 of Wall's Harbor Center Tract, recorded March 3, 1913, in Book 9 of Maps at Page 207, Records of Contra Costa County, California;

thence continuing South $88^{\circ}36'14''$ West, along the northerly line of Lot 27, through 30, inclusive, 100 feet, to the northwest corner of said Lot 30;

thence North $01^{\circ}01'56''$ West, 572.95 feet; thence South $88^{\circ}29'44''$ East, 22.50 feet;

thence South $01^{\circ}26'16''$ West, 562.00 feet to a point on a non-tangent curve on the northerly State of California right-of-way line as shown upon the State of California Department of Transportation Appraisal Drawing Numbers A-831.9 and A-831.10, said curve having a center which bears North $20^{\circ}28'45''$ West, 80 feet;

thence along said northerly State of California right-of-way line, the following courses:

Westerly along said curve through a central angle of $22^{\circ}02'49''$, a distance of 30.78 feet;

North $88^{\circ}25'56''$ West, 490.00 feet; South $01^{\circ}34'04''$ West, 58.00 feet, South $84^{\circ}51'00''$ West, 410.72 feet; South $89^{\circ}02'30''$ West, 588.79 feet; North $88^{\circ}47'19''$ West, 95.75 feet and North $80^{\circ}11'10''$ West 211.57 feet to the easterly line of South 15th Street;

thence along said easterly line of South 15th Street; North 1°26'16" East, 675.35 feet;

thence North 88°33'44" West, 3.00 feet; North 1°26'16" East, 352.98 feet to the southerly line of Cutting Boulevard;

thence South 88°33'44" East along the southerly line of Cutting Boulevard, 206.00 feet to the westerly line of South 16th Street, formerly Walnut Avenue as shown upon the maps of Griffin and Watrous addition to Richmond, recorded May 31, 1904 in Book F of maps, at page 138, recorded.

thence, N1°26'16" East 210.00 feet to the northwest corner of Lot 21 of Block 14 of Griffins and Watrous Addition; (F M 138);

thence, North 89°33'44" West, parallel with and 100 feet north of the northerly line of Cutting Boulevard, 2404.79 feet to a point on the northerly State of California right-of-way line as shown upon the State of California Department of Transportation Appraisal Map Drawing Numbers A-831.12, A-831.13, and A-831.14;

thence along said northerly State of California right-of-way line, the following courses:

North	66°47'38" West,	67.39 feet
North	59°47'32" West,	128.41 feet
North	63°35'40" West,	469.13 feet
North	63°11'16" West,	93.05 feet
North	65°52'48" West,	87.74 feet
North	58°38'04" West,	52.07 feet
North	64°41'16" West,	246.24 feet
North	69°18'51" West,	302.05 feet to a point on a non-tangent curve to the left, having a center which bears South 18°05'14" West, 4250 feet from said point, northwesterly along said curve through a central angle of northwesterly 03°58'21", a distance of 294.67 feet to a point of tangency,

North	75°53'07" West	61.54 feet
South	01°20'16" West	87.36 feet, to a point on a non-tangent curve to the left, having a center which bears South 09°27'30" West, 3334 feet from said point, northwesterly along said curve through a central angle of 08°15'19", a distance of 480.37 feet to a point of tangency;

North	88°47'49"	West	84.65 feet
North	53°28'13"	West	126.25 feet
North	69°59'36"	West	862.18 feet

to a point on a non-tangent curve to the right, having a center which bears North 30°45'19" West, 75 feet from said point; westerly along said curve through a central angle of 32°15'12", a distance of 42.22 feet; North 88°30'07" West, 24.21 feet;

thence, leaving the State of California northerly right-of-way line, South 15°07'09" West 33.71 feet to the easterly line of Subdivision 2877, recorded April 23, 1964 in Book 98 of Maps, at Page 30 records of Contra Costa County, California;

thence continuing South 50°32'43" East along the easterly boundary of said Subdivision 2877, 719.19 feet to the northerly line of Cutting Boulevard;

thence, continuing South 01°22'54" West 390.54 feet to the southerly line of Cutting Boulevard;

thence South 88°33'44" East, 2414.94 feet along said southerly line of Cutting Boulevard and its easterly extension to the northwest corner of Lot H, Block 29, as shown on Revised Map of Santa Fe, said corner being on the west line of Hoffman Boulevard as shown on the drawing entitled "State of California, Department of Public Works, Division of Highways, Right-of-Way, Richmond Feeder, Road IV - C.C. - Fdr. - DA-NI 17, May 1942", Sheet Number 9;

thence, along said west line the following courses:

South	01°22'46"	West	82.49 feet
South	88°33'44"	East	25.00 feet
South	01°22'46"	West	283.98 feet
South	27°54'42"	East	174.84 feet
South	01°22'46"	West	11.54 feet
South	46°49'29"	East	509.07 feet
South	88°34'04"	East	2.64 feet
South	47°54'59"	East	92.03 feet
South	67°13'47"	East	68.72 feet
South	88°33'44"	East	272.62 feet
South	01°16'16"	West	10.00 feet
South	88°33'44"	East	77.00 feet

of Excluded Parcel "A" as shown on the map entitled "Map Showing Boundary of Subdivision

Following Exclusion of Portion of Subdivision Entitled "Hermann's Addition to Point Richmond", filed December 12, 1955 in Book 2669 of Official Records, at Page 526, records of Contra Costa County, California, said Parcel "A" also described in the "Order Vacating Portion of Subdivision and Altering Portion of Recorded Map

Thereof, filed November 18, 1948 in Book 1360 of Official Records at Page 6 records of Contra Costa County, California, said point also being on the east line of the 77 foot wide South 10th Street as it now exists:

thence South $01^{\circ}16'16''$ West, 475.20 feet along said east line and its southern extension to the northwest corner of Parcel G as shown on the map entitled "Map Showing Lands Following Exclusions of Subdivision Entitled "Map of Ellis Landing Subdivision", filed December 12, 1955 in Book 2669, at Page 526, records of Contra Costa County, California, said corner also being on the south line of Wright Avenue as shown on said map;

thence South $88^{\circ}33'44''$ East, 738.23 feet along said south line of Wright Avenue, also being the north line of Parcel "C", to the northwest corner of Lot 6, block 25, as shown on said Exclusion Map of Hermann's Addition;

thence South $01^{\circ}16'16''$ West, 100.00 feet along the west line of said Lot 6 to the southwest corner of said Lot 6, said corner also being the north line of said Parcel "C";

thence South $88^{\circ}33'44''$ East, 388.23 feet along the north line of said Parcel "C" to the west line of South Fourteenth Street, as shown on said Exclusion Map of Hermann's Addition;

thence South $01^{\circ}16'16''$ West, 410.88 feet along the west line of South Fourteenth Street as shown on said Exclusion Map of Ellis Landing Subdivision, to a point on the western extension of the south line of Meeker Avenue, as shown on the Map entitled "Map Showing Boundary of Subdivision Following Exclusion of Portion of Subdivision Entitled "Amended Map of Meeker's Addition to Point Richmond", filed December 12, 1955 in Book 2669, at Page 526, records of Contra Costa County California;

thence, South $88^{\circ}26'54''$ East, 3106.60 feet along said south line of Meeker Avenue and its western extension to the west line of South Twenty Third Street as shown on said Exclusion Map of Meeker's Addition and eastern extensions shown on the map entitled "Harbor Business Blocks", filed March 10, 1913 in Book 9 of Maps at Page 213, records of Contra Costa County, California, to a point on a non-tangent curve, concave to the northeast and having a radius of 360.00 feet, the center of said curve bears North $60^{\circ}46'50''$ East from said point, said point also being on the east line of the parcel of land described as Parcel II in the deed from Safeway Stores, Inc. to the City of Richmond, filed February 03, 1958 in Volume 3112, at Page 592 records of Contra Costa County, California;

thence southeasterly 16.17 feet along said 360.00 foot radius curve, through a central angle of $02^{\circ}34'26''$, said curve also being said east line of said Safeway Parcel II (3113 or 316):

thence South $00^{\circ}41'01''$ East, 527.26 feet along the east line of said Safeway Parcel II (3113 or 316) and its southeastern extension to a point on a curve concave to the southwest and having a radius of 640.00 feet;

thence southeasterly 356.06 feet along said 640.00 foot radius curve, through a central angle of $31^{\circ}52'33''$, to a point on the east line of the parcel of land described as Parcel I in the deed from United Grocers, Ltd. to the City of Richmond, filed December 29, 1954 in Volume 2446, at Page 176, records of Contra Costa County, California;

thence, South $00^{\circ}43'26''$ East, 931.79 feet along said east line of said United Grocers Parcel I (2446 or 176) and its southern extension and the west line of Lot 15, Block J as shown on the map entitled "Map of Harbor Gate Subdivision", filed October 31, 1912 in Book 8 of Maps at Page 191 records of Contra Costa County, California, to the southwest line of said subdivision to the center line of Meeker Ditch; thence along said center line easterly to the line of highest tidal action thence along said line easterly to the southeasterly line of assessor's parcel 560-010-043:

thence along said southeasterly line North $58^{\circ}30'26''$ East 368.60 feet, to a point on the easterly Southern Pacific Railroad right-of-way line;

thence North $31^{\circ}29'34''$ along the easterly line 3904.16 feet to a point on a tangent curve to the left;

thence northwesterly along said curve, having a radius of 9596.28 feet, through a central angle of $14^{\circ}32'58''$, a distance of 2434.74 feet to a point on the southwesterly line of Carlson Boulevard;

thence, continuing northwesterly along said curve, also being the southwesterly line of Carlson Boulevard, through a central angle of $07^{\circ}32'12''$, a distance of 1262.38 feet to the most westerly corner of said Tract 2638:

thence, continuing northwesterly along said curve through a central angle of $03^{\circ}29'32''$, a distance of 584.94 feet to a point of tangency:

thence North $46^{\circ}01'47''$ West, along the Southwesterly line of Carlson Boulevard 1207.75 feet:

thence North $41^{\circ}01'17''$ West, along the southwesterly line of Carlson Boulevard 158.32 feet:

thence North $45^{\circ}55'40''$ West, along the southwesterly line of Carlson Boulevard, 2075.82 feet to the easterly prolongation of the northerly line of Cutting Boulevard;

thence along said northerly line of Cutting Boulevard North $88^{\circ}47'03''$ West, 340.55 feet to the point of beginning.

1999 ADDED AREA

Legal Description

Area II - Harbor Gate

Portion of those parcels of land on the map of Richmond Annex filed March 18, 1912 in Book 6 of Maps, at page 144 in the office of the Recorder of Contra Costa County and a portion of S&O Survey No. 171, a portion of the San Pablo Rancho and a portion of the San Antonio Rancho, described as follows:

Beginning at the intersection of the easterly line of the Southern Pacific Railway Company right of way with the southerly line of Central Avenue; thence along the southerly line of said Central Avenue North $79^{\circ}18'54''$ East, 189.05 feet to the westerly line of that parcel of land relinquished to the city of Richmond filed October 9, 1961 in Book 3369 of Official Records, at page 265; thence along the exterior lines of said relinquishment, as follows: South $10^{\circ}36'29''$ East, 5.05 feet; North $79^{\circ}23'21''$ East, 307.21 feet; southeasterly along a curve having a radius of 85.00 feet, concave to the south, through a central angle of $54^{\circ}11'56''$, an arc length of 80.41 feet; South $46^{\circ}24'43''$ East, 14.34 feet; southeasterly along a curve having a radius of 970.00 feet, concave to the southwest, through a central angle of $2^{\circ}28'59''$ an arc length of 187.14 feet; South $29^{\circ}09'39''$ East, 153.67 feet; southeasterly along a curve having a radius of 4270.00 feet, concave to the southwest, through a central angle of $10^{\circ}22'20''$, an arc length of 772.97 feet to the southern line of that parcel of land described in the deed to STG Realty Ventures, Inc., A California Corporation, Document #97-056245; thence at along said line South $82^{\circ}56'30''$ West, 457.81 feet to the easterly line of said Southern Pacific Railway Company right of way; thence along said line North $31^{\circ}34'10''$ West; 1243.69 feet to the point of beginning.

And containing 16 acres, more or less



6-18-98

EXHIBIT B-5

LEGAL DESCRIPTION OF PROJECT AREA NO. 8-A (HENSLEY)

LEGAL DESCRIPTION OF ORIGINAL AREA

HENSLEY INDUSTRIAL DISTRICT

Description of Project Boundary Hensley Industrial District

All that real property situated in the City of Richmond, County of Contra Costa, State of California, more particularly described as follows:

Being a portion of Lot 89 San Pablo Rancho as shown in the Final Report of the Referees in Partition of San Pablo Rancho filed 1 March, 1894, in the office of the Recorder of Contra Costa County, all of that tract of land shown on the map of Subdivision 2986 filed 9, December 1964, in book 101 of maps at pages 46 through 48 inclusive, official records of Contra Costa County, all of block 241 as shown on the map of Walls Second Addition to the City of Richmond filed March 4, 1912 in book 6 of Maps at page 140, official records of Contra Costa County, and Lots 28 and 29, Block 5; Lots 1 to 16, Block 6; Lots 1 to 6, Block 11; Lots 1 to 11, Block 12; Lots 1 to 9, Block 13; portion of Bailey Avenue, formerly Sixth Street; the alley lying within Block 6; portion of Monroe Avenue, formerly Fifth Street; portions of the unnamed Street known as Essex Avenue, the unnamed Street known as Joy Avenue; and a portion of unnamed Street known as Dana Avenue, all as designated on the map of West Richmond Tract, filed February 13, 1906, Map Book F, page 122, Contra Costa County records; Block A, portion of Block B; Blocks C and D; Lots 1 to 6, Block 9; Lots 1 to 7, Block 10; Lots 1 to 18, Block 11; Lots 1 to 24, Block 12; Lots 1 to 12, Block 13; Lots 1 to 20 and the unnumbered Lot in Block 14; Lots 1 to 19, Block 17; portion of Northwest Avenue; portion of Essex Avenue; portion of Raposa Avenue; portion of Pelasco Street; portion of Michado Street and Bailey Avenue, all as designated on the map of Andrade-Gularte Tract file July 27, 1912, Map Book 7, page 175, Contra Costa County records and portion of Lots 84 and 86; map of the San Pablo Rancho, filed March 1, 1894, Contra Costa County records, described as follows;

Beginning at the Southwest corner of Subdivision 2986 (101 M 46) said point being on the southerly line of the Southern Pacific Railroad spur line right of way thence along said right of way north $31^{\circ} 54' 26''$ east 1053.32 feet; thence north $58^{\circ} 05' 34''$ west, 40.00 feet; thence along the arc of a curve in a northeasterly direction, the radius point of which bears south $58^{\circ} 05' 34''$ east distant 1422.69 feet through a central angle of $28^{\circ} 49' 29''$ an arc distance of 715.74 feet; thence north $60^{\circ} 43' 55''$ east, 649.12 feet; thence leaving said railroad right of way south $29^{\circ} 21' 46''$ east, 371.17 feet; thence north $60^{\circ} 39' 10''$ east, 183.00 feet; thence south $29^{\circ} 20' 50''$ east, 80.00 feet; thence north $60^{\circ} 39' 10''$ east 506.76 feet; thence north $29^{\circ} 18' 50''$ west, 35.76 feet; thence north $60^{\circ} 39' 10''$ east, 135.00 feet; thence north $29^{\circ} 20' 50''$ west, 161.81 feet; thence north $60^{\circ} 42' 40''$ east, 95.26 feet; thence north $29^{\circ} 16' 05''$ west, 212.43 feet; to a point on the above mentioned Southern Pacific Railroad right of way, thence along said right of way north $60^{\circ} 43' 55''$ east, 684.83 feet; thence south $87^{\circ} 53' 34''$ east, 50.58 feet; thence along the arc of a curve to the right the radius point of which bears south $03^{\circ} 59' 43''$ west, distant 367.24 feet through a central angle of $78^{\circ} 18' 13''$ an arc distance of 501.89 feet; thence south $07^{\circ} 42' 04''$ east, 27.81 feet to the intersection of said spur line right of way with the westerly line of the Southern Pacific main line right of way, thence along said main line right of way following the arc of a curve to the left the radius point of which bears north $88^{\circ} 03' 03''$ east, distant 9872.41 feet, through a central angle of $01^{\circ} 19' 58''$ an arc distance of 229.65 feet to its intersection with the northerly line of the A.T. & S.F. Railroad main line right of way; thence along said A.T. & S.F. right of way south $39^{\circ} 55' 59''$ west, 608.90 feet; thence north $02^{\circ} 06' 26''$ east, 97.84 feet; to the southeast corner of the above mentioned Subdivision 2986 (101 M 46) thence continuing along said railroad right of way line, being also the southerly line of said Subdivision 2986, south $39^{\circ} 55' 59''$ west, 1818.75 feet; thence south $78^{\circ} 58' 37''$ east; 22.85 feet; thence south $39^{\circ} 55' 59''$ west, 603.95 feet thence leaving said railroad right of way line and continuing along the boundary of said Subdivision 2986 north $83^{\circ} 07' 31''$ west 489.26 feet; thence north $09^{\circ} 09' 01''$ east, 111.39 feet; thence north $80^{\circ} 50' 59''$ west, 1049.65 feet to the point beginning.

Excluding from the above described Parcel Lots 1, 2, and 3, Block 14, of West Richmond Tract filed February 13, 1906 in book F of map at page Official Records of Contra Costa County.

Containing 90.464 acres more or less. R.S.O

LEGAL DESCRIPTION OF 1980 AREA

Area II

All that portion of Lot 202, as shown on that certain map entitled, "Map of the San Pablo Rancho, Accompanying and Forming a Part of the Final Report of the Referees in Partition," Contra Costa County, California. Filed on the 1st day of March, 1894, in the Office of the County Recorder of the County of Contra Costa, State of California, described as follows:

Beginning at a point on the western line of the right-of-way for the Atchiso Topeka and Santa Fe Railway, formerly the San Francisco and San Joaquin Valley Railway at the southeast corner of that certain parcel of land described in the deed from Chemurgic Corporation to United States Pipe and Foundry Company dated August 30, 1948, recorded September 3, 1948, under recorder's serial N 33738; thence from said point of beginning along the south boundary of said United States Pipe and Foundry Company parcel (Serial 33738), north $86^{\circ} 30'$ west 1005.39 feet to a point in the eastern line of the right-of-way of the Southern Pacific Railroad Company, formerly Northern Railway Company; thence along said eastern line, south 4° west 1102.85 feet to station marked R.11; thence south $86^{\circ} 28' 30''$ east 848.67 feet to station marked R.111 in the western line of said San Francisco and San Joaquin Valley Railway Company right-of-way; thence along said western line, north $12^{\circ} 04' 30''$ east 1,115.6 feet to the point of beginning.

Containing 23.47 acres more or less.

1999 ADDED AREA

Legal Description

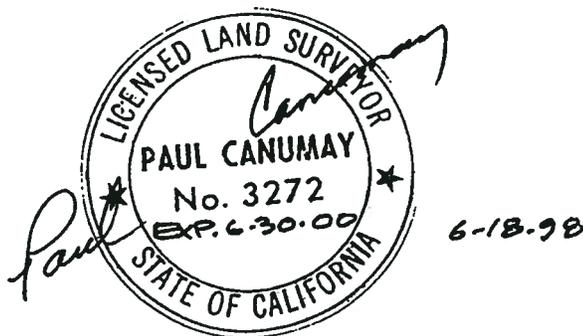
Area III - Hensley

Beginning at the intersection of the southerly line of Chesley Avenue and the easterly line of the City of Richmond Boundary Limits; thence along the Easterly line of said Boundary Limits, South, 980 feet to the corner of said Boundary Limits; thence North 89°51' West 70 feet to the corner of said Boundary Limits; thence SOUTH, 570 feet to the corner of said Boundary Limits; thence EAST 655.00 feet along said Boundary Limits; thence leaving said Boundary Limits South 0°09'47" West 180.00 feet to the Southeast corner of Lot 11 in Block 1 as shown on the map entitled "Lincoln Blvd. Tract" Filed January 31, 1911 in Book 3 of Maps 74, in the office of the Recorder of Contra Costa County; thence along the Southerly line of Lot 9 to 11, inclusive, in said Block 1 North 89°50'13" West 75.00 feet to the Northeast corner of Lot 4 in Block 2 of said map (3 M 74); thence along the eastern lines of Lots 1 to 4, inclusive, in said Block 1 and the eastern line of Lots 5 to 8, inclusive, in Block 2 of said map (3 M 74) South 0° feet to the 09'47" West, 280.00 feet to the southeastern corner of Lot 5 in said Block 2; thence along the southern line of said Lot 5, North 89°50'13" West, 25.00 feet to the northeastern corner of Lot 4 in Block 2; thence along the eastern line of Lots 1 to 4, inclusive, and Lots 1 to 8, inclusive, in Block 3 of said map (3 M 74) and their southerly extension, South 0°09'47" West, 420.00 feet to the southern line of Hellings Avenue; thence along the southerly line of Hellings Avenue North 89°50'13" West, 63 feet, also the Northerly line of Lot 8 in Block 1 as shown on the map entitled "Brown Andrade Tract No. 3" Filed January 30, 1911 in Block 4 of Maps, at page 82, in the office of the Recorder of Contra Costa County; thence South 0°09'47" West, 100 feet to the northerly line of Lot 4 in said block; thence along the northerly line of Lot 4 North 89°50'13" West, 34.89 feet to the Northeast corner of Lot 4 in said block; thence along the Eastern lines of Lot 1 through 4, inclusive, in said Block 1 and their southerly extension, and Lots 5 through 8, inclusive in Block 2 of said map (4 M 82) South 0°09'47" West, 260 feet to the southeast corner of Lot 5, also being the northwest corner of Lot 36 in said Block 2; thence along the Northerly line of Lot 34 through 36, inclusive in Block 2, South 89°50'13" East, 75 feet to the Northeast corner of Lot 34; thence along the easterly line of Lot 34 and its southern extension to the northeast corner of Lot 9 in Block 3 of said map (4 M 82) South 0°09'47" West, 160 feet; thence along the northerly line of Lot 9, also the southerly line of Visalia Avenue, North 89°50'30" West, 75 feet to the Northeast corner of Lot 8 in said Block; thence along the easterly lines of Lots 5 through 8, inclusive in said Block 3, South 0°09'47" West, 100 feet to the Northeast corner of Lot 5; thence along the Southerly line of Lot 5 North 89°50'13" West, 10 feet; thence South 0°09'47" West 100 feet to the Northerly line of Lincoln Avenue, thence along said northerly line North 89°50'13" West, 10 feet to the Southeast corner of Lot 1 in said Block 3, thence leaving said Northerly line South 0°09'47" West, 60 feet to the Southerly line of Lincoln Avenue at the northeast corner of Lot 8 in Block 1 as shown on the map Entitled "Andrade Park Track" filed April 4, 1911 in Book 4 of Maps, at page 95, in the office of the Recorder of Contra Costa County, thence along the Easterly lines of Lots 1 through 8, inclusive in said Block 1 and their southerly extension, South 0°09'47" West, 260 feet to the northeast corner of Lot 5 in Block 2 of said map (4 M 95); thence along the northerly line of Lot 5, also being the southerly line of Esmond Avenue, North 89°50'13" West, 25 feet to the Northeast corner of Lot 4 in said Block 2;

thence along the Easterly line of Lots 1 through 4 in said Block 2 South 0°09'47" West, 100.73 feet to the southeast corner of Lot 1 in said Block 1, also 21 as shown on the map entitled "Brown Andrade Tract" Filed April 3, 1908 in Book 1 of Maps, at page 16 in the office of the Recorder of Contra Costa County; thence along the northerly line of Lot 4 in said Block 21 North 89°50'10" West, 25 feet to the northwest corner of Lot 4, thence along the westerly line of Lot 4 and its southerly extension, South 0°08'40" West, 164.33 feet to the northwest corner of Lot 38 in Block 20 of said map (1 M 16), also being the southerly line of Garvin Avenue; thence along the westerly line of Lot 38 south 0°08'40" West, 100 feet to the Southwest corner of Lot 38, also the Northeast corner of Lot 4; thence North 89°51'20" West, 25 feet to the Northwest corner of Lot 4; thence along the westerly line of Lot 4 and its southerly extension, South 0°08'40" West, 260 feet to the Northwest corner of Lot 2 in Block 19 of said map (1 M 16); thence along the Northerly lines of Lots 2 through 4, inclusive in said Block 19, south 89°51'20" East, 75 feet to the northeast corner of Lot 4; thence along the easterly line of Lot 4 and its southerly extension South 0°08'40" West, 160 feet to the northeast corner of Lot 3 in Block 18 of said map (1 M 16); thence along the northerly line of Lot 3 in said Block 18, also the southerly line of Burbeck Avenue, N 89°51'20" W, 100 feet thence leaving said corner, southwesterly, 220 feet to the northeast corner of Lot 1 in Block 5 as shown on the map entitled "Richmond Boulevard" Filed October 31, 1904 in Book E of maps, at page 97, in office of the Recorder of Contra Costa County; thence along the northerly line of Lot 1 of said Blocks and its westerly extension, East, 175.61 feet to the northwest corner of Lot 14 in Block 3 of said map (E M 97); thence along the westerly lines of Lots 14 through 17, inclusive in said Block 3, SOUTH, 100 feet to the Southwest corner of Lot 17, also the northeast corner of Lot 4 in said Block 3; thence along the northerly line of Lot 4, WEST, 25 feet to the northwest corner of Lot 4, thence along the westerly side of Lot 4, South 110.00 feet; thence along the Southern lines of Lots 1 through 3, inclusive, in said Lots 1 through 9, inclusive in Block 2 of said map (E M 97) East, 401.72 feet to the westerly line of Harbour Way; thence along the said westerly line, South 0°30' West, 55 feet; thence North 89°45' West, 107 feet; thence North 0°15' East, 70 feet to the southeast corner of Lot 4 in Block 18 as shown on the map entitled "Turpin's Addition" Filed June 29, 1903 in Block C of maps, at page 53, thence along the southern lines of Lots 1 through 4, inclusive and its westerly extension, Lots 1 through 8, inclusive in Block 16, Lots 1 through 8, inclusive in Block 14; Lots 1 through 8, inclusive in Block 12; Lots 1 through 8, inclusive in Block 10, Lots 1 through 8, inclusive in Block 8, Lots 1 through 4, inclusive in Block 6, 1 through 8, inclusive in Block 2 of said map (C M 53) North 89°45'00" West, 2021 feet to the Southwest corner of Lot 1 in said Block 2; thence along the line of 2nd Street, North 0°15' East, 175 feet to the Northerly line of Pennsylvania Avenue, thence along said Northerly line, South 89°45' East, 905.50 feet to the Northwest corner of Pennsylvania Avenue and 5th Street, thence along the Westerly line of 5th Street, North 0°15' East, 611.52 feet to the southwest corner of 5th Street and Lucas Avenue; thence along the southern line of Lucas Avenue North 89°45' West, 356 feet to the southwest corner of Lucas Avenue, also being the northwest corner of Lot 4 in Block 11 as shown on the map entitled "Martha Washington Tract" Filed February 3, 1906 in the Book E of Maps, at page 114, in the office of the Recorder of Contra Costa County; thence along the Atcheson Topeka & Santa Fe Railroad right of way North 38°43' East, 480 feet; thence South 8°15' East, 10 feet; thence North 38°43' East, 2050 feet to the southwest intersection of Atcheson Topeka & Santa Fe Railroad and Southern Pacific Railroad right of way; thence along the westerly line of Southern Pacific

Railroad, NORTH 500 feet to the beginning of curve with a radius of 967.24 feet; thence westerly along a curve 501.89 feet; thence North 87°53'34" West, 50.58 to the southerly line of Southern Pacific and Railroad; thence along the southern line of Southern Pacific Railroad South 60°43'05" West, 2,145 feet; thence North 29°16'55" West, 315, feet to the northerly line of Castro Street; thence along said line South 60°43'05" West, 52 feet to the point of curve along Castro Street; thence along a curve of radius of 1698.3 feet and arc of 112.83 feet to the center line of Dutra Avenue North 89°45' West, 190 feet thence North 42°00'36" West, 175.48 feet to the center line of Battery Street; thence North 1°7'31" East, 121.96 feet to the centerline intersection of Battery Street and Gularte Avenue; thence along the center line of Gularte Avenue North 85°52'59" West, 75 feet to the centerline intersections of Gularte and Ry Street, thence along the centerline of Ry Street, 125 feet to the Richmond City Boundary Limit; thence along said Boundary Limit South 89°45' East, 525 feet; thence North 0°15' East, 455 feet; thence West 125 feet; thence North 125 feet; thence E 125 feet; thence along the centerline of York Street North, 100 feet; thence South 89°45' East, 525 feet to the Northwest corner of Block 217, also being the southerly line of Chesley Avenue, as shown on the map entitled "Wall's Second Addition" Filed March 4, 1912 in Book 6 of Maps; at page 140, in the office of the Recorder of Contra Costa County, to a point on the westerly line of Filbert Street; thence along said westerly line, South 0°15' West, 500 feet to a point on the southern line of Alamo Avenue, said point also being the northeast corner of Block 217 as shown on said map (6 M 140); thence along said southern line, South 89°45' East, 785 feet to a point on the westerly line of Kelsey Street, said point also being the Northwest corner of Block 218 as shown on said map (6 M 140); thence along said westerly line South 0°15' West. 250 feet to a point on the southerly line of Dubole Avenue; said point also being the northeast corner of Block 223 as shown on said map (6 M 140); thence along said southerly line south 89°45' East, 585 feet to a point on the easterly line of Cherry Street, said point also being the Northwest corner of Block 221 as shown on said map (6 M 140); thence along said easterly line North 0°15' East, 750 feet to a point on the Southern line of Chelsey Avenue, said point also being the northwest corner of Block 210 as shown on said map (6 M 140); thence along said southerly line South 89°45' East, 593.6 feet to the Point of Beginning.

And containing 221 acres, more or less.



1999 ADDED AREA

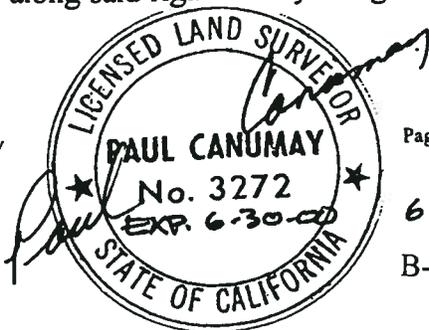
(Continued)

Legal Description

Area IV - Hensley

Beginning at the intersection of the southern line of Chesley Avenue at the eastern line of City of Richmond also being the eastern line of the Atcheson, Topeka and Santa Fe Railroad right of way; thence along the southern line of said Chesley Avenue, WEST, 426.1 feet to the western line of the City of Richmond also being the eastern line of the Southern Pacific Railroad right of way; thence along said eastern City of Richmond northerly to the easterly extension of the northerly line of that parcel of land described in the deed to Peter Trentz, etux, recorded March 14, 1989 in Book 14935 of Official Records, at page 148; thence along said northern line North 84°47'40" West, 1205 feet the northerly extension of the western line thereof; thence along the westerly line and its northerly extension of said parcel and also the westerly line of that parcel of land described in the deed to Crown Cork & Seal Company, Inc. recorded October 1, 1973 in Book 7059 of Official Records, at page 438 South 4°06'30" West, 1925 feet to the northern line of Parr Boulevard as shown on that parcel map filed August 24, 1984 in Book 111 of Parcel Maps, at page 30, Contra Costa County Records; thence continuing along said city limits line along said northern line of Parr Boulevard westerly to the eastern line of Goodrick Road; thence along said eastern line of Goodrick Road northerly, westerly, North 89°01'12" West, 2025 feet to the easterly line of that parcel of land described in the deed to Anthony J. Menosse Trustee, recorded May 2, 1994 Series # 94-121444 of Official Records; thence along said easterly line South 3° West, 95 feet; thence South 39°00' West, 290.40 feet; thence South 34°30' West, 150 feet to the southern line of Section 35, Township 2 N, Range 5 West, Mount Diablo Meridian; thence continuing along said city limits line along said line and the southern line of said Section 35, WEST to the mean high water line; thence northerly and northeasterly along said high water line to the 8000 feet to a point from which the southeastern corner of Lot 55 as said lot is shown on the map of Parchester Village Unit No. 1 filed January 24, 1950 in Book 38 of Maps, at page 48 bears North 84°58'30" East, 1530 feet; thence along said line North 84°58'30" East, 1530 feet; thence along the western line of said Parchester Village, and the western line of Parchester Village Unit No. 2 filed March 25, 1950 in Book 39 of Maps, at page 34 South 4°00' West, 1750 feet extension of the northern line of Lot 80 as shown on the map of Parchester Village Unit No. 1 to the northern line of Morton Avenue; thence along said northern line North 85°16'46" East, 1304.26 to the western line of Collins Avenue; thence along said western line North 13°19'14" East, 200 feet to the westerly extension of Parcel H, as shown on M5757-81 of that parcel map filed in Book 110 of Parcel Maps, at page 9; thence along said westerly extension and the northern line of said Parcel H South 88°50'18" East, 1700 feet to the northerly extension of the easterly line of Parcel 1 as shown on that certain parcel map filed in June 15, 1992 in Book 158 of Parcel Maps, at page 30, Contra Costa County Records; thence along said extension and said easterly line South 1°09'40" West, 360 feet to the southern line of said Parcel 1; thence along said line South 88°50'18" West, 652.70 feet; thence South 1°05'27" west, 288.91 feet; thence South 81°51'06" West, 1860 feet to the eastern line of said Atheson, Topeka and Santa Fe Railroad right of way; thence along said right of way being the city limits line, southerly to the point of beginning.

And containing 666 acres, more or less



6-18-98

B-5-7

EXHIBIT B-6

LEGAL DESCRIPTION OF PROJECT AREA NO. 10-A (DOWNTOWN)

ORIGINAL AREA
LEGAL DESCRIPTION

(PROJECT 10-A DOWNTOWN)

THAT CERTAIN Real Property situated in the City of Richmond, County of Contra Costa, described as follows:

PORTION of the tract of land designated on the Amended Map of the City of Richmond filed March 31, 1905, Map Book D, page 74; portion of the tract of land designated on the map of Richmond Home Tract, filed February 1, 1902, Map Book E, page 106; portion of the tract of land designated on the map of Terminal Tract, filed February 19, 1907, Map of Richmond Park filed March 31, 10-2, Map Book E, page 101, Contra Costa County Records more particularly described as follows:

BEGINNING on the South line of Bissell Avenue at the West line of 6th Street, being the corner of Lot 9, Block 21 as designated on said Amended Map of the City of Richmond, (D Maps 74); thence from said point of beginning South $88^{\circ} 54' 54''$ East along the South line of said Bissell Avenue as shown on said map, 1514.66 feet to the West line of Lot 5, Block 51, said map, (D Maps 74); thence along the exterior line of said Lot 5, South $1^{\circ} 05' 06''$ West, 112.49 feet and South $88^{\circ} 54' 54''$ East, 12.50 feet to the West line of Lot 10, Block 51 said map, (D Maps 74); thence South $1^{\circ} 05' 06''$ West along said last mentioned line and along the West line of Lot 11, Block 51, a distance of 50.00 feet to the South line of said Lot 11; thence South $88^{\circ} 54' 54''$ East along said last mentioned line and along the direct extension South $88^{\circ} 54' 54''$ East thereof, 162.50 feet to the East line of 12th Street as shown on said map, (D Maps 74); thence North $1^{\circ} 05' 96''$ East along said East line 50.00 feet to the South line of Lot 1, Block 56 (D Maps 74); thence South $88^{\circ} 54' 54''$ East along said South line and along the South line of Lots 2 and 3, Block 56, a distance of 75.00 feet to the South East corner of said Lot 3; thence South $1^{\circ} 05' 06''$ West along the direct extension South $1^{\circ} 05' 06''$ West of the East line of said Lot 3 a distance of 25.00 feet to the South line of Lot 42, Block 56; thence along the exterior line of said Lot 42, South $88^{\circ} 54' 54''$ East, 37.50 feet and North $1^{\circ} 05' 06''$ East, 25.00 feet to the South line of Lot 5, Block 56; thence South $88^{\circ} 54' 54''$ East along said South line, along the South lines of Lots 6, 7, 8 and 9, Block 56 and along the South lines of Lots 1, 2, 3, 4, 5, 6, 7, 8 and 9, Block 61 and direct extension South $88^{\circ} 54' 54''$ East thereof, 437.26 feet to the East line of the 14th Street, as shown on said map, (d Maps 74); thence North $1^{\circ} 05' 58''$ East along said East 696.64 feet to the South line of

Macdonald Avenue, as shown on said map; thence South $80^{\circ} 00' 55''$ East, along said south line of Macdonald Avenue, 559.81 feet to a point on the southerly extension of the east line of 16th Street, as shown on said map (D Maps 74); thence North $1^{\circ} 06' 58''$ East, along said southerly extension 80 feet to the southwest corner of the parcel designated on said map as "S.F. Depot"; thence North $89^{\circ} 00' 55''$ West, 60 feet to the southeast corner of Block 69, as shown on said map (D Maps 74); thence along the east line of said Block 69, North $1^{\circ} 06' 58''$ East, 208.44 feet to the southeast corner of Lot 10, Block 69; thence along the exterior of said Lot 10, North $88^{\circ} 55' 17''$ West, 112.44 feet, and North $1^{\circ} 06' 28''$ East, 25.00 feet to the northeast corner of Lot 28, Block 69; thence North $88^{\circ} 55' 17''$ West, 15.00 feet along the north line of said Lot 28; thence North $1^{\circ} 06' 28''$ East, 107.50 feet to a point on the south line of Nevin Avenue, as shown on said map (D Maps 74); thence along said south line as shown on said map (D Maps 74); thence along said south line of Nevin Avenue and the easterly extension thereof, South $88^{\circ} 55' 49''$ East, 187.46 feet to a point on the east line of 16th Street, as shown on said map; thence along said east line. North $1^{\circ} 06' 58''$ East, 157.41 feet to a point on the southwest line of the Southern Pacific Company railroad right of way, shown on said map as "S.P. Main Line"; thence northwesterly along said southwest line, along the arc of a curve to the right having a radius of 9610.33 feet, the center of which bears North $55^{\circ} 36' 24''$ East from said point, through an angle of $4^{\circ} 44' 31''$, an arc distance of 795.38 feet; thence North $86^{\circ} 55' 01''$ West, 120.55 feet to the East line of 14th Street as designated on said map, (D Maps 74); thence South $1^{\circ} 01' 11''$ West along said East line of 14th Street 156.53 feet to a point distant thereon North $1^{\circ} 01' 11''$ East, 27.00 feet from the North line of Barrett Avenue as designated on said map, (D Maps 74); thence along a line parallel and northerly 27.00 feet measured at right angles to said northerly line of Barrett Avenue North $88^{\circ} 54' 54''$ West, 275.33 feet to the East line of 13th Street; thence North 105.06 feet East along said East line 160.26 feet, thence North $88^{\circ} 55' 09''$ West, 167.50 feet to the East line of Lot 17, Block 131, (D Maps 74); thence South $1^{\circ} 05' 06''$ West along said East line and along the East line of Lot 18, Block 131 a distance of 37.50 feet to the South line of said Lot 18; thence North $88^{\circ} 55' 09''$ West along said South line and along the South line of Lot 30, Block 130, (D Maps 74); a distance of 275.02 feet to the South East corner of Lot 18, Block 130; thence along the exterior line of said Lot 18; North $1^{\circ} 05' 06''$ East 25.00 feet, North $83^{\circ} 55' 09''$ West 107.52 feet and South $1^{\circ} 05' 06''$ West 25.00 feet to the South West corner thereof; thence North $88^{\circ} 55' 09''$ West along the direct extension North $88^{\circ} 55' 09''$ of said South line and along the South lines of lots 30 and 18, Block 129, (D Maps 74); a distance of 308.37 feet to the centerline of 10th Street; thence North $1^{\circ} 38' 46''$ East along said centerline 1.94 to the direct extension South $88^{\circ} 58' 34''$ East of the South line of Lot 48 said map of Richmond Home Tract, (E Maps 106); thence North $88^{\circ} 58' 34''$ West along said direct extension and along said South line 126.68 feet to the West line of said Lot 48; thence North $1^{\circ} 01' 59''$ East along said West line 12.74 feet to the North line of the South $1/2$ of Lot 11, (E Maps 106); thence North $88^{\circ} 58' 34''$ West along said North line, 100.02 feet to the East line of 9th Street as designated on said map, (E Maps 106); thence South $1^{\circ} 03' 06''$ West along said East line of 9th Street, 12.61

feet to the South line of said Lot 11; thence North $88^{\circ} 58' 34''$ West along the direct extension North $88^{\circ} 58' 34''$ West of the South line of said Lot 11 and along the South line of Lot 95 a distance of 150.00 feet to the Southwest corner of said Lot 95, (E Maps 106); thence North $2^{\circ} 19' 36''$ East along the West line of said last mentioned Lot 12.70 feet to the South line of the North 1/2 of Lot 19, Block 7, said map of Terminal Tract, (B Maps 36); thence North $88^{\circ} 56' 24''$ West along said South line of said 8th Street, 57.40 feet to the direct extension South $88^{\circ} 55' 54''$ East of the South line of the street designated as Hawthorne on said map, (B Maps 36); thence North $88^{\circ} 55' 54''$ West along the South line of said Hawthorne Street 262.49 feet to the East line of 7th Street, being at the Northwest corner of Lot 13, Block 1, (B Maps 36); thence North $1^{\circ} 09' 36''$ East along the East line of said 7th Street, 109.21 feet to the direct extension South $88^{\circ} 51' 54''$ East of the North line of Lot 12, Block 5, said map of Richmond Park, (E Maps 101); thence North $88^{\circ} 51' 54''$ West along said direct extension and along said North line, 201.84 feet to the East line of 6th Street formerly Park Avenue as designated on said map, (E Map 101); thence South $1^{\circ} 08' 06''$ West along the East line of said 6th Street, 150.00 feet to the direct extension South $88^{\circ} 51' 54''$ East of the North line of Lot 40, Block 2, (E Maps 101); thence North $88^{\circ} 51' 54''$ West along said direct extension and along said North line 199.98 feet to the East line of public alley as designated on said map; thence South $1^{\circ} 08' 06''$ West along the East line of said public alley and along the direct extension South $1^{\circ} 08' 06''$ West thereof, 253.87 feet to a point distant thereon Southerly 13.00 feet from the South line of Barrett Avenue formerly Richmond Avenue as designated on said Amended Map of the City of Richmond, (D Maps 74); thence South $88^{\circ} 54' 54''$ East parallel to and 13.00 feet from the South line of said Barrett Avenue 51.63 feet to the West line of 6th Street, (D Maps 74); thence South $1^{\circ} 05' 06''$ West along the West line of said 6th Street 1573.00 feet to the point of beginning.

CONTAINING 107.3 acres, more or less.

BEARINGS AND DISTANCES shown in the above descriptions are based on the California Coordinate System Zone III. Multiply distances shown by -1.0000717 to obtain ground distance.

1999 ADDED AREA

Legal Description

Area V - Downtown

Parcel 1

Beginning at the intersection of the eastern city limits line of the city of Richmond and the eastern right of line of Interstate 80 as shown on that certain Right of Way Record Map, prepared by the State of California Department of Transportation, District 4, there along the eastern line of said state right of way, as follows: North 31°45'18" West, 853 feet to the south line of Wall Avenue North 0°25' West, 66 feet to the north line of Wall Avenue; North 29°44'08" West, 527.66 feet; North 27°01'27" West, 90.60 feet; North 25°38'23" West, 653.64 feet; North 29°46'51" West, 358.16 feet; North 25°20'46" West, 103.21 feet; North 89°18'21" West, 12.40 feet; North 28°13'37" West, 80.40 feet; South North 11°18'39" East, 25.43 feet to the intersection of the southern line of Mac Donald Avenue with the western line of the street as shown on said map; North 35°24'37" West, 67 feet; North 23°18'43", West, 50.50 feet; North 45°50'21" East, 136.90 feet and North 33°19'29" East, 84.55 feet to the western line of Wilson Avenue; thence along said line North 19°37'21" West, 174.86 feet to the southern line of Nevin Avenue; thence along said line North 78°41'24" West, 310.45 feet; thence continuing along said State right way, as follows: North 13°12'56" West, 175.86 feet; North 0°49'51" East, 203.38 feet and North 7°18'35" East, 200.47 feet to the southern line of Barrett Avenue; thence continuing along said State right of way as follows: North 13°06'34" East, 156.82 feet and North 20°07'05" East, 301.78 feet and South 78°41'21" East 33.35 feet to the western line of San Pablo Avenue; thence along said western line South 19°37'21" East 12.60 feet South 29°24'29" East, 890 feet to the southern line of the Acheson, Topeka and Santa Fe Railroad right of way being the city limits line of the City of Richmond; thence along said city limit line as follows; North 89°18'21" West, 170 feet; South 29°24'29" East, 1550 feet and South 0°57'15" West, 505 feet to the point of beginning.

Parcel 2

Beginning at the intersection of the northern line of Wall Avenue, formerly Felton Avenue, as shown on the map of Alta Punta Tract, filed April 22, 1905 in book D of Maps, at page 90, Contra Costa County Records, with the westerly line of Interstate 80 as shown on that certain Right of Way Record Map, Drawing R, 15.24, prepared by the state of California Department of Transportation, District 4, Project EA 3020502; thence along the northern line of said Wall Avenue North 8°55" West, 465.15 feet to the southwestern corner of Lot 14 in Block 4, as said lot and block are shown on said map (D M 90); thence along the western line thereof North 0° 25' East, 320.00 feet to the southern line of Lot 16 as shown on said map (D M 90); thence along said line Smith 89° 35' West, 200.00 feet to the eastern line of South 47th Street, formerly Bay Avenue; thence along said eastern line North 0°25' West 752.40 feet to the easterly extension of the northern line of Lot 11 as said lot is shown on the map of Morind Tract, filed April 12, 1906, in Book F of Maps, at page 118, Contra Costa County Records; thence along said extension at the northern lines of Lots 1 through 11, inclusive and Lot 44 in said map (F M 118) South 89° 35' West, 510.00 feet to the western line of Lot 1 in block 3 of said Alta Punta Tract (E M 117); thence along said line and its northerly extension North 0°25' East, 530 feet to the northern line of

the Atchison Topeka and Santa Fe Railroad right of way being a point on the southern line of Parcel B as said parcel is shown in that parcel map filed January 12, 1985 in Book 114 of Parcel Maps, at page 11, Contra Costa County Records; thence along the southern lines of Parcels A and B of said map (114 PM 11) North 88°58' 31" West, 1735 feet to the southwestern corner of said Parcel A; thence along the western line thereof North 10°11' East, 455.80 feet to the southern line of Bissell Avenue as shown in the map of Wall's Addition to City of Richmond filed March 22, 1909 in Book 2 of Maps, at page 30, Contra Costa County Records; thence along the southern line of said Bissell Avenue North 79°49' West, 130.00 feet to the western line of 39th Street' thence along the western line thereof and the eastern line of Lots 24 to 27, inclusive, in Block 140 of said Wall's Addition (2 M 30) North 10°11' East, 160.00 feet to the northeastern corner of said Lot 24; thence along the northern line of said Lot 24 and Lots 28 to 38, inclusive, North 79°45' West, 405.00 feet to the northeastern corner of Lot 4 in said Block 140; thence along the eastern line of Lot 3 and said Lot 4 South 10°11' West, 50.00 feet to the southeastern corner of said Lot 3; thence along the southern line of said Lot 3 and its westerly extension North 79°49' West, 180.00 feet to the western line of 37th Street, formerly Wall Street; thence along said line North 10°11' East, 25.00 feet to the southeastern line of Lot 24 in Block 141 of said Wall's Addition (2 M 30); thence along the southern line of North 79°49' West, 100.00 feet to the eastern line of Lot 28 in said Block 141; thence along the eastern line thereof North 10°11' East, 25.00 feet to the southwestern corner Lot 20 in said Block 141; thence along the southern lines of Lots 5 through 19, inclusive and then westerly extension North 79°49' West, 435.00 feet to the western lining 35th Street, formerly 31st Street; thence along said line North 10° 11' East, 100.00 feet to the southern line of MacDonald Avenue as shown on said map (2 M 30); thence along said line North 79°49' West 450.00 feet to the eastern lining 33rd Street; thence along said line South 10°11' West, 460.00 feet to the northern line of Chanslor Avenue; thence along said line North 79°49' West, 196.04 feet to the southwestern corner of Lot 14, in block 144 of said map (2 M 30) being the eastern line of said Lot 55 of the Rancho San Pablo; thence along the last named line North 0° 18' East, 466.93 to the northwestern corner of Lot 15 in Block 143 of said map (2 M 30) being also the southern line of MacDonald Avenue as shown on said map (2 M 30); thence along the southern line thereof North 79°59' West 925.11 feet to the western line of 28th Street being the northwestern corner of that parcel of land described in the deed to Roman Catholic Archbishop of San Francisco recorded July 9, 1992 in Book 4155 of Official Records, at page 140; thence along the eastern line of said parcel South 5°04'15" East; 160.31 feet to the northwestern corner thereof; thence along the southern line of said MacDonald Avenue North 79°45' West, 132.71 feet to the northerly curve return on the northerly line of Lot 38 as shown on the map of Metropolitan Square filed April 19, 1902 in Book 20 of Maps, at page 547, Contra Costa County Records; thence along the easterly line thereof southerly along a curve having a radius of 55.00 feet, through a central angle of 123°11'09", an arc length of 32.25 feet to a point of compound curvature thence along said line and also the easterly line of Lot 39 of said map (20 M 547) southwesterly along a compound curve having a radius of 5960.00 feet, concave to the northwest, through a central angle of 1° 46' 32", an arc length of 184.70 feet to a point of compound curvature; thence northwesterly along a compound curve having a radius of 15.00 feet, concave to the North, through a central angle of 145°02'05", an arc length of 37.97 feet to the westerly line of said Lot 39; thence along said line North 0°15' East, 67.57 feet to the northwestern corner thereof; thence leaving said line North 79° 45' West, 60.00 feet to the northeastern corner of Lot 40 as shown on said map (20 M 547); thence along the eastern lines of Lots 40 through 42,

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inclusive, 50°15' West, 75.00 feet to the southern line of said Lot 42; thence along said line North 79°45' West, 10.00 feet to the western line thereof; also being the eastern line of Lot 57 as shown on said map (20 M 547); thence along said line North 10°15' East, 35.00 feet thence North 79°48' West, 100.00 feet to the eastern line of Civic Center Street; thence along said line of Civic Center Street as shown on said map (20 M 547) North 0°15' East, 40.00 feet to the northwestern corner of said Lot 57; thence leaving said line of Civic Center Street North 79° 45' West, 350.00 feet to the northwestern corner of Lot 59 at the eastern line of 25th Street as shown on said map (20 M 547); thence along said line South 10°15' West, 25.00 feet; thence leaving said line North 79°45' West, 150.00 feet to the southeastern corner of Lot 128 as shown on said map (20 M 547); thence along the western line thereof North 10°15' East, 25.00 feet to the northern line thereof; thence along said line and its westerly extension, North 79°45' West, 402.92 feet to the northeastern corner of Lot 129 as shown on said map (20 M 547) at the western line of 24th Street; thence along said line, South 10°15' West, 150.00 feet to the southern line of Exchange Place; thence southerly along a curve having a radius of 1590.46 feet concave to the east, through a central angle of 7°47'38", an arc length of 216.35 feet to the northern line of Bissell Avenue; South 0°28'38" West, 560.00 feet and southwesterly along a curve having a radius of 50.00 feet, concave to the northwest, through a central angle of 55°58'30", an arc length of 48.85 feet to a point of compound curvature on the northwestern line of Broadway; thence along said line southwesterly along a compound curve having a radius of 5960.00 feet, concave to the north through a central angle of 1°43'26", an arc length of 179.32 feet; thence South 35° West, 138 feet to the San Francisco Bay Area Rapid Transit District right of way; thence along the last said line North 47°09' West 690.28 feet to the eastern line of 21st Street; thence North 66° West, 65.68 feet to the northeasterly line of that parcel of land described in the deed to San Francisco Bay Area Rapid Transit District recorded January 23, 1967 in Book 5290 of Official Records, at page 289; thence along said line, as follows: North 45° 54' 52" West, 60.18 feet; North 44° 05' 08" East, 2.98 feet; North 43° 28' 02" West, 299.51 feet; northwesterly along a curve having a radius of 3489.50 feet, concave to the northeast, through a central angle of 15° 16' 17", an arc length of 330.08 feet; North 37° 28' 27" West, 212.96 feet and South 81°11' 24" West, 77.59 feet to a point on the northeastern line of the Southern Pacific Company right of way; thence leaving said line westerly, 190 feet to the northeastern corner of Lot 20 as said lot is shown on the map of Tract 7708 filed in Book 360 of Maps, at page 20, Contra Costa County Records; thence along the northern lines of Lots 1 through 20, inclusive, and Parcel A as shown in said map (360 M 20) West, 432.15 feet to the eastern line of 16th Street; thence along said line North, 110.00 feet to the northern line of MacDonald Avenue; thence along said line, East, 720 feet to the northeastern line of Southern Pacific Railroad right of way; thence along said line northwesterly 44.2 feet; thence leaving said line East, 145 feet to the southwesterly line of Portola Avenue as shown on said Amended Map of the City of Richmond (D M 74); thence leaving said line East, 40.00 feet to the northeastern line of said Portola Avenue; thence along said line northwesterly 391.82 feet to the southern line of Nevin Avenue; thence along said line East, 356.00 feet to the easterly line of 19th Street; thence along said line South, 235.00 feet to the northwestern corner of Lot 20 in Block 101 as shown on said Amended Map of the City of Richmond (D M 74); thence along the northern lines of Lots 20 through 28, inclusive and their easterly extension East, 570.00 feet to the northwestern corner of Lot 20 in Block 103 of said map (D M 74), also being on the eastern line of 21st Street; thence along said line North, 100.00 feet to the northwestern corner of Lot 11 in said Block 103; thence along the northern line thereof East, 112.50 feet to the easterly line

thereof; thence along said line South, 25.00 feet to the northern line of Lot 17 in said Block 103; thence along said line East, 112.50 feet to the easterly line thereof; thence along said line South, 25.00 feet to the northern line of Lot 18 in said Block 103; thence along said line West, 75.00 feet; thence leaving said line South, 50.00 feet to the southern line of Lot 19 in said Block 103; thence along said line, its easterly extension and the southern line of Lot 14 in Block 104 or shown on said Amended Map (D M 74) East, 247.50 feet to the southeastern corner of Lot 14 in Block 104 as shown on the map entitled "Amended Map of the City of Richmond" filed March 31, 1905 in Book D of Maps, at page 74, in the office of the recorder of Contra Costa County; thence along the eastern lines of Lots 14 and 13, in said Block 104 North 50.00 feet; thence along the Northern line of Lot 13 West, 112.50 feet to the northwestern corner of Lot 13; thence along the western lines of Lots 1, 10, 11, 12, in said Block 104 North, 185.00 feet to the southeastern corner of Twenty Second Street and Nevin Avenue; thence along the northern lines of Lots 1 through 5, inclusive, in said Block 104, East, 125 feet to the Northeast corner of lot 5 in said Block 104; thence North Sixty feet to the southwest corner Lot 39 of Block 111 of said map (D M 74). Thence along the western line of Lot 39 to the Northwest corner of Lot 30 of said Block 111; thence west 12.5 feet to the southwest corner of Lot 33 of said Block 111; thence along the westerly line of Lots 22 through 33, inclusive in said Block 111, North, 300 feet to the Northwestern corner of Lot 22; thence along the northerly line of Lot 22, East, 50 feet to the southwestern corner of Lot 7 in said Block 111; thence along the west line of Lot 7, North 106.5 feet to the north western corner of Lot 7; thence along the northern line of Lot 6, said Block 111 (also the southern line of Barrett Avenue) west 31.88 feet; thence North, 160 feet to the southern line of Lot 33 in Block 119 of said map (D M 74); thence along the southern line of Lot 33, West 5.60 feet to the southwestern corner of Lot 33; thence along the western lines of Lots 22 through 23, inclusive in Block 119, North, 300 feet to the northwest corner of Lot 22; thence East, 50 feet to the southwest corner of Lot 7 in Block 119; thence along the west line thereof North, 100 feet; thence along the north line of Lot 7 (also the southern line of Roosevelt Avenue) East 25 feet to the Northeast corner of Lot 7; thence North, 160 feet to the Northeast corner of Lot 37 in Block 128; thence along the southern line of Lot 30 in Block 128, West, 62.5 feet to the southwest corner of Lot 30; thence along the western of Lots 16 through 30, inclusive in Block 128, North, 380 feet to the northwest corner of Lot 16 Block 128; thence along the northern line of Lot 16 (also the southern line of Grant Avenue) East, 12.5 feet; thence North, 30 feet to the southwest corner of Lot 33 in Block A as shown on the map entitled "New Richmond Addition" Filed August 22, 1904, in Book B of maps at page 27, in the office of the recorder of Contra Costa County. Thence along the western lines of Lots 1 through 33, inclusive in Block A North 0°45' East, 445.56 feet to the northwest corner of Lot 1, Block A (also the southern line of Burbeck Avenue); thence North 11°07'41" West, 61.31 feet to the southwest corner of Lot 26 Block 1 as shown on the map entitled "Brown Andrade Tract" Filed April 3, 1908, in Book 1 of Maps, at page 16; thence along the western lines of Lots 14 through 26, inclusive in Block 1, North 0°08'40" East, 330 feet to the northwest corner of Lot 174 in Block 1; thence North 60 feet to the southwest corner of Lot 25 Block 4 (also the northern side of Garvin Avenue); thence along the western lines of Lots 25 through 32, inclusive in Block 4 North 0°08'40" East 200 feet to the northwest corner of Lot 32, Block 4; thence North 0°08'40" East, 60 feet to the Southwest corner of Lot 25 in Block 5 (also the northern line of Gaynor Avenue); thence along the westerly side of Lots 25 to 28 Block 5 North 0°08'40" East, 103.43 feet to the southwest corner of Lot 28 in Block 10; thence along the western lines of Lots 25 through 28, inclusive, in Block 10 as shown

on the map entitled "Andrade Park Tract" filed April 3, 1911 in Book 4 of maps 95, North 0°09'47" East, 100.44 to the northwest corner of Lot 25 Block 10; thence North 0°09'40" East, 60 feet; thence along the southern lines of Lot 33 and 34 in Block 9 in Block 4 (also the northern line of Esmond Avenue). North 89°50'13" West 50 feet to the southwest corner of Lot 34 in Block 9; thence along the western lines of Lots 34 and 23, North 0°09'47" East, 200 to the Northwest corner of Lot 23 in said Block; thence along the northern lines of Lots 23 and 24 in Block 9 (also the southern line Lincoln Avenue) South 89°50'13" East, 50 feet to the northeast corner of Lot 24; thence North 0°09'47" East, 60 feet to the Southwest corner of Lot 32 on Block 13 as shown on the map entitled "Andrade Garden Tract" filed April 4, 1911 in Book 4 of Maps, at page 94 in the office of the recorder of Contra Costa County; thence along the western lines of Lots 25 through 32, inclusive in said Block 19, North 0°09'47" East, 200 feet to the northwest corner of Lot 25 in Block 13; thence North 0°09'47" East, 60 feet to the southwest corner of Lot 32 in Block 14; thence along the western lines of Lots 25 through 32, inclusive, in Block 14, North 0°09'47" East, 200 feet to the northwest corner of Lot 25; thence North 0°09'47" East, 60 feet to the southwest corner of Lot 32 in Block 15; thence along the western lines of Lots 29 through 32, inclusive in Block 15 North 0°09'47" East, 100 feet to the Northwest corner of Lot 29 in Block 15; thence along the western lines of Lots 1 through 4, inclusive, in Block 2 as shown on the map entitled "Hittell Tract" filed March 5, 1913 in Book 9 of maps, at page 211 North 0°09'47" East, 100 feet to the northwestern corner of Lot 1 in Block 2; thence North 0°09'47" East, 160 feet to the southwest corner of Lot 32 in Block 2; thence North 0°09'47" East, 100 feet to the southwest corner of Lot 32 in Block 14 as shown on the map of entitled "Fay Andrade Tract" filed October 3, 1914 in Book 6 of Maps, at page 127; thence a along the western Lot lines 25A through 32 in Block 14 North 0°09'47" East, 200 feet to the Northwest corner of Lot 25A in Block 14; thence along the northern line of Lot 25A (also the Southern line of Rheem Avenue) South 89°50'13" East, 25 feet to the southwest corner of Lot 25 in Block 14; thence North 0°09'47" East, 80 feet to the southwest corner of Lot 32 in Block 13; thence along the western line of Lots 30 through 32, inclusive, in Block 13, North 0°09'47" East, 100 feet to the Northwest corner of Lot 30 in Block 13; thence along the northern line of Lot 30, South 89°50'13" East, 51.00 feet; thence, North 0°09'47" East, 100.00 feet; thence along the Northern line of Lot 26 in Block 13 (also the southern line of Costa Avenue) South 89°50'13" East, 42.55 feet to the Northeast corner of Lot 26; thence North 74°42'30" East, 80 feet to the Northwest corner of Lot 4 in Block 1 as shown on the map entitled "Andrade Central Tract" filed January 10, 1919 in Book 3 of maps at page 52, in the office of the recorder of Contra Costa County, California; thence along the northern line of Lot 4 in said Block 1, South 89°58' West, 105.90 feet to the Northeast corner of Lot 4 ; thence along the western line of Lot 42 in Block 1, south 0°02' East, 100 feet to the southwest corner of Lot 42; thence South 0°02' East, 80 feet to the northwest corner of Lot 28 in Block 1 as shown on the map entitled "Peres Andrade Tract" filed May 21, 1908 in Book 1 of Maps, at page 22, in the office of the recorder of Contra Costa County, California; thence along the western line of Lot 28 in said Block 1, south 0°02' East, 60.17 feet to the southwest corner of Lot 28; thence North 89°58' East, 25.00 feet to the northeast corner of Lot 8 in Block 1; thence South 0°02' East, 100 feet to the southwest corner of Lot 8 in said Block 1; thence South 89°58' West, 25 feet to the Southwest corner of Lot 7 in said Block 1 also the Northern line of Lowell Avenue; thence 50°02' East, 60 feet to the Northwest corner of Lot 42 in Block 2, South 0°02' East, 200 feet to the Southeast corner of Lot 8 in said Block 1; thence South 0°02' East, 60 feet to the Northeast corner of Lot 5 in Block B as shown on the map entitled "Andrade Boulevard Tract" filed June 5, 1907 in Book 1 of Maps, at page 6,

in the office of the recorder of Contra Costa County; thence South 89°58' West 25 feet to the Northwest corner of Lot 5, also the Southern line of Humphery Avenue; thence along eastern lines of Lots 1 through 4, inclusive, in Block B of said map (1 M G) South 0°02' East, 100 feet to the southwest corner of Lot 5; thence along the southern lines of Lots 5 through 8, inclusive, in Block B of said map (1 M 6) North 89°58" East, 100 feet to the Southwest corner of Lot 8; thence South 0°02" East, 100 feet to the southwest corner of Lot 37 in Block B; thence South 0°02' East 70 feet to the Northeast corner of Lot 8 in Block A in said map (1 M 6); thence South 89°58" West 100 feet to the Northeast corner of Lot 1 in Block A, also the southern line of Andrade Avenue; thence along the eastern lines of Lots 1 through 4 and 41 through 44, inclusive South 0°45' West, 200.02 feet to the Southeast corner of Lot 44 in said Book A; thence South 0°45' West 50 feet to the Northwest corner of Lot 19 in Block 2 of said map (1 M 6); thence North 89°58" East, 152.11 feet to the northeast corner of Lot 14 in Block 2; thence South 0°02' East, 100 feet to the Southeast corner of Lot 14; thence South 89°58' West, 25.00 feet; thence south 0°02' East, 60.00; thence South 0°02' East, 100 feet to the Southeast corner of Lot 33 in said Block 2; thence along the northern line of Lots 14 through 17, inclusive, in Block 3, South 89°58" West, 100.00 feet to the Southwest corner of Lot 28 in Block 2, also the Northern line of Lincoln Avenue; thence South 0°45' West, 60 feet to the Northwest corner of Lot 19 in Block 3 of said map (1 M 6); thence North 89°58' East, 30.67 feet to the Northeast corner of Lot 19; thence along the eastern line of Lot 19 South 0°02' East, 110 feet; thence North 89°58' East, 150 feet to the Northwest corner of Lot 9 in block 1 as shown on the map entitled "Alvarado Tract" filed April 29, 1907 in Book 1 of maps, at page 5, in the office of the recorder of Contra Costa County, thence South 0°12' West, 109.09 feet to the southwest corner of Lot 9 of said Block 1; thence along the Southern lines of Lots 4 through 9, inclusive, of said map (1 M 5) South 89°58' West 165 feet to the Southwest corner of Lot 4, also the Northern line of Wendell Avenue; thence South 0°12' West, 50 feet to the Northwest corner of Lot 1 in Block 5 of said map (1 M 5); thence along the eastern lines of Lots 1 through 3, inclusive, in said Block 5, South 0°12" West, 115.89 feet to the Southeast corner of Lot 3 in Block 5; thence South 0°12" West, 50 feet to the Northwest corner of Lot 1 in said Block 9; thence along the eastern lines of Lots 1 through 3, inclusive, South 0°12' West 109.09 feet to the Southwest corner of Lot 3 in said Block 9; thence North 89°58' East, 6.98 feet; thence South 0°12' West, 122.23 feet to the Southeast corner of Lot 5 in Block 1 as shown on the map entitled "Soito's First Addition to the City of Richmond" filed January 5, 1907 in Book D of Maps, page 78, in the office of the recorder of Contra Costa County; thence South 0°12' West, 60 feet to the Northwest corner of Lot 9 in Block 5 of said map (D M 78); thence along the Northern lines of Lots 8 through 11, inclusive, in Block 5 East, 110 feet to the Northeast corner of Lot 11 in said Block 5, also the Southern line of Gaynor Avenue; thence South 0°12' West, 112.23 feet to the Southeast corner of Lot 11; thence West, 55 feet to the Northeast corner of Lot 24 in Block 5; thence South 0°12' West, 91.77 feet to the Southeast corner of Lot 24; thence south 0°12' West, 60 feet to the southern line of Garvin Avenue; thence West, 65.23 feet to the Northeast; thence along the Eastern lines of Lots 1 through 3, inclusive, South 91.90 feet to the Southeast corner of Lot 3 in Block 9; thence West, 2.77 feet to the Northeast corner of Lot 1 in Block 1 as shown on the map entitled "Schapiro's Central Tract" filed June 15, 1911 in Book 5 page 111; thence along the eastern lines of Lots 1, South, 97.60 to the southeast corner of Lot 3 in Block 1; thence South, 40 feet to the Northeast corner of Lot 1 in Block 8 of said map (5 M 11); thence along the Eastern lines of Lots 1 through 3, inclusive, South, 97.15 feet to the Southeast corner of Lot 3 in Block 8; thence East, 7.58 feet;

thence South 121 feet to the Southeast corner of Lot 1 in Block 1 as shown on the map entitled "Amended map of Richmond Fifth Addition" filed February 2, 1907 in Book C page 58; thence South, 55.65 feet to the Southern line of Clinton Avenue; thence west 11.06 feet to the Northeast corner of Lot 1 in Block 2 of said map (C M 58); thence along the Eastern lines of Lots 1 through 4, inclusive South, 120 feet to the Southeast corner of Lot 4 in Block 2; thence North 89°50' East, 8.39 feet to the Northeast corner of Lot 6 in Block 36 as shown on map entitled "Nichol MacDonald Avenue, Civic Center" filed October 29, 1912 in Book 8 of Map 109-1; thence South 0°10' East, 100 feet to the southwest corner of Lot 6 in said Block 36; thence South 89°50' West, 26.13 feet to the Southeast corner of Lot 4 in said Block 36, also the North line of Grant Avenue; thence South 0°29' West, 50 feet to the Northeast corner of Lot 1 in said Block 35, thence along the eastern lines of Lots 1 through 8, inclusive, in Block 35 of said map (8 M 109-1) South 0°29' West, 200 feet to the north line of Brooks Avenue; thence South 0°29' West, 50.00 feet to the northeastern corner of Lot 1 in Block 34 said map (8 M 109-1); thence along the eastern line of the Northeast corner of Lots 1 through 10, inclusive, in Block 34 South 0°29' West, 124.55 feet to the Southeast corner of Lot 5 in Block 34; thence along the southern line of Lot 11 in said Block 34 South 85°46' East, 31.04 to the northeastern corner thereof; thence along the eastern line thereof South 0°10' West, 124.28 feet to the southeastern corner thereof at the northern line of Roosevelt Avenue; thence along said line North 89°31' West, 32.38 feet; thence South 0°17'32" West, 60 feet to the Northwest corner of Lot 42 in Block 19 of said map (8 M 190-1); thence South 10°14'45" West, 84.97 feet to the Southwest corner of Lot 42, thence South 79°45'15" East, 50 feet to the Northeast corner of Lot 4 in Block 19; thence along the western lines of Lots 24 through 35, inclusive, South, 5°29' West, 301.04 feet to the Northwest corner of Lot 20 in said Block 19; thence along the exterior lines of Lots 20 to 21 as follows: South 79°41'15" East, 50.00 feet and South 10°14'45" West, 100.00 feet to the northern line of Barrett Avenue; thence along said line North 79°46'15" West, 70.38 feet; thence leaving said line South 10°14'45" West, 80.00 feet to the southern line of Barrett Avenue; thence along said line South 79°45'15" East, 160.38 feet to the northeastern line of Lot 31 in Block 18 (M 190); thence along the eastern line of said Lot 31 South 10°14'45" West, 112.50 feet; thence along the northern line of Lots 10 to 13, inclusive, North 79°45'15" West, 100.00 feet; thence South 10°14'45" West, 112.50 feet; thence South 79°45'15" East, 25 feet to Lot 10 in said Block 18, also the Northern line of Preble Street, thence South 10°14'45" West, 50 feet to the Northeast corner of Lot 1 in Block 17 on said map (8 M 190-1); thence South 10°14'45" West, 97.35 feet to the Southeast corner of Lot 4 in Block 17, thence South 89°31' East, 25.37 feet to the Southeast corner of Lot 31; thence along the eastern line of Lot 5 South 10°14'45" West, 19.42 feet to the northwestern corner of Lot 10 in said Block 17; thence along the northern line of said Lot 10, South 79°45'15" East, 25.00 feet to the northeastern corner thereof; thence along the eastern line thereof, South 10°14'45" West, 112.50 feet to the southerly line of Lot 11, easterly along a curve having a radius of 794-84 feet, through a central angle of 0°55'22" an arc length of 12.80 feet; thence South 10°14'45" West, 60.00 feet, also the Southern line of Nevin Ave., South 79°45'14" East, 47.2 feet to the Northeast corner of Lot 7; thence South 10°14'45" West, 117.68 feet to the Southeast corner of Lot 7; thence North 79°45'15" West 38.33 feet; thence South 0°26'30" West, 25.37 feet; thence along the Southern line of Lot 25 South 79°45' East, 65 feet; thence South 0°26' West, 110.26 feet; thence South 79°45'15" East, 10 feet to the Northwest corner of Lot 24 in said map (8 M 190-1); thence South 79°45'15" East, 12 feet; thence North 0°26' East, 12 feet; thence 140°26' East, 41.95 feet; thence North 79°45'15" West, 12 feet; thence South 79°45'15" East,

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23.68 feet, thence North 10°14'45" East 0.59 feet; thence South 79°45'15" East, 100.02 feet; thence South 79°45'15" East, 80 feet; thence along the Western lines of Lots 9 and 10 in said Block 2 on said map (8 M190-1), also the Eastern line of 24th Street, South 10°14'45" West, 50.09 feet to the Northwest corner along the Northern lines of Lots 11 through 18, inclusive, South 79°45'15" East, 200 feet to the Northeast corner of Lot 18; thence South 79°45'15" East, 50 feet to the Northeast corner of Lot 15 in Block 3 on said map (8 M 190-1); thence along the Western line of Lot 15, also the eastern line of 25th Street. South 10°14'45" West, 100 feet to the Southwest corner of Lot 15; thence South 79°45' East, 730.5 feet to the Southeast corner of Lot 22 in Block 5 on said map (8 M 190-1), also the Northern line of MacDonald Avenue; thence along the eastern line of Lot 22, also the West line of 27th Street, North 10°14'45" East 100 feet to the Northeast corner of Lot 22. thence South 79°45" East, 57.5 feet to the Northwest corner of Lot 15 in Block 6 on said map (8 M190-1); thence along the Northern lines of Lots 15 through 22, inclusive, South 79°45" East, 200 feet to the Northeastern of said Lot 22, thence South 79°45" East, 50 feet to the Northwest corner of Lot 15 in Block 7 on said map (8 M 190-1) also the easterly line of 28th Street. Thence along the Northern line of Lots 15 through 18, inclusive, South 79° 45" East to the Southwest corner of Lot 23 in said Block 23, thence along the Northern Lot Lines 23 through 25, inclusive, North 10°14'45" East 75 feet to the Northwest corner of Lot 25; thence South 79°45' East 100 feet to the Northwest corner of Lot 25 in said Block 7 thence along the Eastern lines of Lots 23 through 25, also the western line of 29th Street, South 10°14'45" West line South 79°45' East 50 feet to the Easterly corner of Lot 11 in Block D as shown on the map entitled "Richmond Center Addition" filed August 11, 1911 in Book 5 of maps, at page 118-2, in office of the Recorder of Contra Costa County; thence along the Northern lines of Lots 11 through 18, inclusive, South 79°45" East, 190 feet to the Northeast corner of Lot 128 in said Block D; thence North 10°15' East, 25' feet to the Northeast corner of Lot 1 in Block 1 as shown on the map entitled "Richmond Center" filed February 14, 1911, in Book 4 of Maps, at page 87, in the office of the Recorder of Contra Costa County, also the Westerly line of 30th Street, South 79°45' East 50 feet to Easterly line of 30th Street at the Northwest corner of Lot 1 in Block 8 of said map (4 M 87); thence South 79°45" East, 100 feet to the Northeast corner of Lot 1 in said Block 8; thence South 10°15' West, 25 feet to the Southeast corner of Lot 1 in said Block 8; thence South 79°45' East, 350 feet to the Southeast corner of Lot 3 in Block 9 of said map (4 M 87); thence along the Eastern line of Lot 3, also the westerly line of 32nd Street, North 10°15' East, 25 feet to the Northeast corner of Lot 3 in said Block 9; thence leaving said Westerly line of 32nd Street at the Northwest corner of Lot 1 in Block 16 of said map (4 M 87), thence South 10°15' West, 12.50 feet; thence South 79°45' East, 50 feet; thence north 10°15' East, 12.50 feet to the Northeast corner of Lot 2 in said Block 16; thence along the Northerly lines of Lots 3 through 5, inclusive, South 79°45' East, 75 feet to the Northeast corner of Lot 5; thence South 10°15' West, 33.33 feet to the Northwest corner of Lot 6 through 8, inclusive, South 79°45' East, 75 feet to the corner of Lot 8; thence along the Easterly line of Lot 9 in said Block 16, also the Westerly line of 33rd Street Formaly known as Pullman-Broadway, North 10°15' East, 33.33 feet, leaving said Easterly line South 79°45' East, feet to the Southwest corner of Lot 5 in Block 17 on said map (4 M 87); thence along the westerly lines of Lots 5 through 10, inclusive, also the Easterly line of 33rd Street, North 10°15' East, 150 feet to the Northwest corner of Lot 10; thence along the Southernly lines of Lots 11 through 14, inclusive, South 79°45' East, 100 feet to the Southeast corner of Lot 14, in said Block 17; thence along the Eastern lines of Lots 9 and 10 South 10°45' West, 50 feet to the Southeast corner of

Lot 9; thence along the Northerly line of Lot 8 in Block 4 as shown on the map entitled "Richman-Pullman Home Tract" filed December 20, 1910 in Book 3 of maps, at page 72, in the office of the recorder of Contra Costa County, South 79° 45' East, 150 feet to the northwest corner of Lot 25 in block 3 on said map (3 M 72) South 10° 15' West, 100 feet also the easterly line of 34th Street, to the north west corner of Lot 1 in said Block 3; thence along the northern lines of Lots 1 through 4, South 7° 9 45' East, 125 Feet to the northeast corner of Lot 4; thence along the westerly lines of Lots 9 and 10, North 10°15 East, 50 feet to the northwest corner of Lot 10 in said Block 3; thence along the northerly line of Lot 10 South 79° 45' East, 263.75 feet to the northeast corner of Lot 27 in Block 2 of said map (3 M 72); thence along the easterly lines of Lots 27 and 28 South 10° 15' West, 50 feet to the southeast corner of Lot 28 in said Block 2; thence along the northerly lines of Lots 5 and 6 South 79°45' East, 50 feet to the northeast corner of Lot 6 in said Block 2; thence South 10° 15' West 35 feet; thence South 79° 45' East, 53.75 feet; thence North 10°15' East, 35 feet to the southeast corner of Lot 9 in said Block 2, also the westerly line of 36th Street; thence leaving said westerly line southerly 79 45' East, 347.5 feet to the northwest corner of Lot 1 in Block 1 as shown on Map of the City of Richmond "Spaulding Richmond - Pillman Townsite" filed January 9, 1911 in Book 4 of Maps, at page 80, in the office of the Recorder of Contra Costa County; thence along the westerly line of lot 28 in said Block 2, also the easterly line of 37th Street, North 10°15' East, 25 feet to the northwest corner of Lot 28; thence along the northerly lines of Lots 28 and 9 in said Block 1 and their easterly extension, to the northwest corner of Lot 28 in Block 2 in said map (4 M 80); thence along the westerly line of Lot 28, also the easterly line of 38th Street South 10° 15' West, 25 feet to the northwest corner of Lot 1 in said Block 2; thence along the northerly lines of Lots 1 through 8, inclusive, in said Block 2, their easterly extension Lots 1 through 8, inclusive, in Block 3 and Lots 1 through 4, inclusive, in Block 4 of said map (4 M 80) South 79°45' East, 550 feet to the northeast corner of Lot 4 in said Block 4; thence along the westerly lines of Lots 9 and 10, North 10°15' East, 50 feet to the northwest corner of Lot 10; thence along the northerly line of Lot 10 in said Block 4, its easterly extension and northerly line of Lot 27 in Block 5 in said map (4 M 80) South 79°45' East, 250 feet to the northeast corner of Lot 27 in said Block 5; thence along the easterly lines of Lots 27 and 28 South 10°15' West, 50 feet to the southeast corner of Lot 28 in said blocks; thence along the northerly lines of Lots 5 through 8, inclusive, in said Block 5, and their easterly extension, Lots 5 through 8, inclusive, in Block 6, Lots 1 through 8 inclusive in Block 8 and Lots 1 through 4 inclusive, in Block 9 of said map (4 M 80) South 79° 45' East, 992.98 feet to southwesterly line to the said State Right of Way; thence along said right of way as follows South 27°01' 14" East 279.11 feet South 29°02' 37" East, 657.67 feet, South 30°02' 04" East 433.75 feet, South 31°57' 55" East, 563.19 feet, South 30°53' 33" East, 71.61 feet, south 30°51' 50" East, 234.95 feet to the Point of Beginning.

And containing 174 acres, more or less.

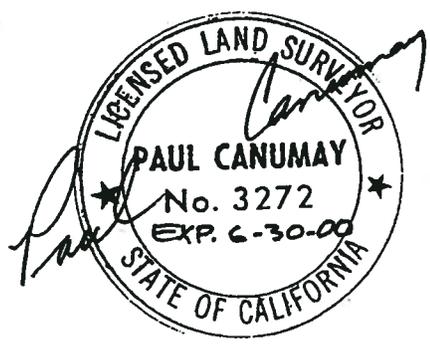


EXHIBIT B-7

LEGAL DESCRIPTION OF PROJECT AREA NO. 10-B (NEVIN)

ORIGINAL AREA

LEGAL DESCRIPTION OF EXISTING AREA (PROJECT AREA 10-B - NEVIN)

That certain real property situated in the City of Richmond, County of Contra Costa, described as follows:

Beginning at the southeast corner of Lot 6, Block 2, as shown on the map entitled "Richmond Park," filed March 31, 1902 in book E of Maps at page 101, in the office of the Recorder of Contra Costa County, California; thence

South, 180 feet along the east line of Lot 5 of said Block 2 and its southern extension to a point on the south line of Barrett Avenue (formerly Richmond Avenue) as shown on the map entitled "Amended Map of the City of Richmond," filed March 31, 1905 in book D of Maps at page 74, in the office of the Recorder of Contra Costa County, California; thence

East, 70.65 feet along said south line of Barrett Avenue to the west line of 6th Street, also being the northeast corner of Block 18, as shown on said Amended Map; thence

South, 1238.4 feet along said west line of 6th Street to the northeast corner of Lot 15, Block 20, as shown on said Amended Map; thence

West, 112.5 feet along the north line of said Lot 15 to the common corner of Lots 14, 15, 37, and 38 of said Block 20; thence

South, 25 feet along the west line of said Lot 15 to the common corner of Lots 15, 16, 36, and 37 of said Block 20; thence

West, 162.5 feet along the north line of said Lot 16 and its western extension to a point on the west line of 5th Street, said point also being the northeast corner of Lot 16, Block 15, as shown on said Amended Map; thence

North, 75 feet along said west line of 5th Street to the northeast corner of Lot 13 of said Block 15; thence

West, 275 feet along the north lines of Lots 13 and 39 of said Block 15 and their western extension to a point on the west line of 4th Street as shown on said Amended Map; thence

North, 1188.4 feet along said west line of 4th Street and the west line of Fourth Street as shown on the map entitled "Richmond Tract," filed November 30, 1901 in book C of Maps at page 65, in the office of the Recorder of Contra Costa County, California, to the south line of Barrett Avenue (formerly Richmond Avenue), also being the northeast corner of Block D, as shown on said map of Richmond Tract; thence

West, 32.65 feet along said south line of Barrett Avenue to a point on the southern extension of the west line of Fourth Street as shown on the map entitled "Richmond Villa Tract," filed December 11, 1901 in book E of Maps at page 108, in the office of the Recorder of Contra Costa County, California; thence

North, 168 feet along said west line and its southern extension to the southeast corner of Lot 48, Block 3, as shown on said map of Richmond Villa Tract; thence

East, 172 feet along the eastern extension of said south line of Lot 48, Block 3, and the south line and its eastern extension of Lot 5, Block 4, as shown on said map of Richmond Villa Tract, to a point on the west line of Lot 5, Block 1, as shown on said map of Richmond Park; thence

North, 12 feet along said west line of Lot 5 to the southwest corner of Lot 6 of said Block 1; thence

East, 340 feet along the south line of said Lot 6, Block 1 and its eastern extension and the south line of Lot 6, Block 2, as shown on said map of Richmond Park, to the point of beginning.

Containing an area of 761,529 square feet or 17.482 acres, more or less.

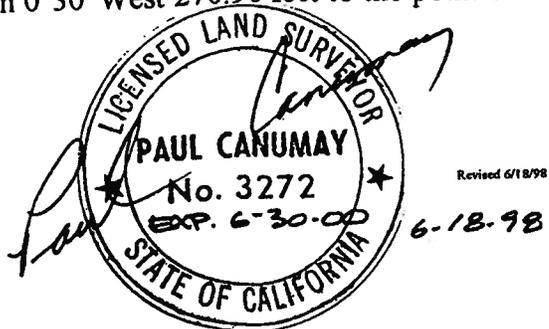
1999 ADDED AREA

Legal Description

Area VI - Nevin

Beginning at the southeastern corner of Lot 9 in Block 10 as shown on the map entitled "Amended Map of the City of Richmond" filed March 31, 1905 in Book D of Maps, at page 74, in the office of the Recorder of Contra Costa County, California; thence along the southern lines of lots 1 through 9, inclusive, in said Block 10 and their westerly extension, and Lots 1 through 9, inclusive in Block 7 of said map (D M 4) North 89°30' West, 530.00 feet to the southwestern corner of Lot 1 in said Block 7 also being the easterly line of 2nd Street; thence along said easterly line South 0°30' West, 100.00 feet; thence leaving said easterly line North 89°30' West 50.00 to the westerly line of 2nd Street at the southeastern corner of Lot 13 in Block 4 of said map (D M 74); thence along said southern line of Lot 13 North 89°30' West, 117.50 feet to the southwestern corner of said Lot 13; thence along the western lines of Lots 10 through 13, inclusive North 0°30' East, 100.00 feet to the northwestern corner of said Lot 10 also being the northeastern corner of Lot 42 in said Block 4; thence along the northerly line of said Lot 42 and its westerly extension and the southerly line of Lots 1 through 4, inclusive, in Block 1 of said map (D M 74) North 89°30' West, 291.72 feet to the southwestern corner of said Lot 1; thence along the western line thereof North 0°28' West, 112.50 feet to the southern line of West MacDonald Avenue; thence along said line South 89°30' West, 1087.96 feet to the southeastern line of Garrard Blvd.; thence along said line North 42°26' East, 107.54 feet to the north line of said West Mac Donald Avenue; thence along the northern line thereof North 89°30' East, 902.17 feet to the southwestern corner of Lot 13 in Block H as shown on the map titled "Richmond Tract" filed November 30, 1901 in Book C of Maps, at page 65, Contra Costa County Record; thence along the western lines of lot 13 North 0°30, East 108.40 feet to the northwestern corner of said Lot 13; thence along the northern line thereof and its extension South 89°30' East, 171.78 feet to the eastern line of 1st Street at the northwestern corner of Lot 23, in Block G as shown on said map (C M 65); thence along the eastern line of said 1st Street South 0°30' West, 8.40 feet; thence leaving said line South 89°30' East, 80.00 feet to the western line of Lot 20 in Block G; thence along said line North 0°30' East, 8.40 feet to the northwestern corner thereof also being the northern line of Lot 24 in Block G; thence along said line South 89°30' East 37.50 feet to the southwestern corner of Lot 14 in Block G; thence along the western line thereof North 0°30' East, 25.00 feet to the northwestern corner thereof; thence along the northern line of said Lot 14 and its extension and the southern line Lot 25 in Block F as shown on said map (C M 65) South 89°30' East, 287.50 feet to the northwestern corner of Lot 13 in Block 4 (C M 65); thence along the western line thereof North 0°30' East, 25.00 feet; thence along the northern line of said Lot 13 South 89°30' East, 120.00 feet to the northeastern corner thereof thence; along the eastern line of Lot 13 and 14 in said Block F South 0°30' West, 50.00 feet; thence leaving said line South 89°30' East, 50.00 feet to the northwestern corner of Lot 23 in Block E as shown on said map (C M 65); thence along the northern lines of Lots 15 through 23, inclusive in said Block E South 89°30' East, 240.00 feet to the western line of 4th Street; thence along said line South 0°30' West 270.90 feet to the point of beginning.

And containing 10 acres, more or less.



2005 ADDED AREA (NEVIN)

290570

LEGAL DESCRIPTION
CENTRAL RICHMOND AREA - A
(main area)

A parcel of land situated in the City of Richmond, County of Contra Costa, State of California, described as follows:

Commencing at the northwestern corner of Macdonald Avenue and 21st Street;
Thence North a distance of 110.00 feet to the POINT OF BEGINNING;
thence West, a distance of 510.00 feet;
thence North, a distance of 295.00 feet;
thence West, a distance of 395.83 feet;
thence S.40°06'29"E., a distance of 364.41 feet;
thence S.42°28'11"W., a distance of 75.00 feet;
to the point of curve of a non tangent curve to the left, of which the radius point lies
N.52°52'13"E., a radial distance of 7,740.54 feet; thence southeasterly along the arc, through a
central angle of 17°40'05", a distance of 2,386.92 feet;
thence N.89°53'00"E., a distance of 5,424.45 feet;
thence S.00°18'00"E., a distance of 400.00 feet;
thence N.89°53'00"E., a distance of 490.00 feet;
thence S.00°18'00"E., a distance of 325.00 feet;
thence S.89°53'00"W., a distance of 90.00 feet;
thence S.00°18'00"E., a distance of 379.84 feet;
thence West, a distance of 150.00 feet;
thence S.00°18'00"E., a distance of 90.00 feet;
thence West, a distance of 1,870.00 feet;
thence S.00°18'00"E., a distance of 878.31 feet;
thence West, a distance of 380.00 feet;
thence S.11°11'08"E., a distance of 595.95 feet;
to a point of curve to the right having a radius of 300.00 feet and a central angle of 56°11'08";
thence southerly along the arc a distance of 294.19 feet;
thence S.45°00'00"W., a distance of 239.40 feet;
thence N.47°02'00"W., a distance of 1,457.42 feet;
thence West, a distance of 354.25 feet;
thence South, a distance of 311.60 feet;
thence S.47°02'00"E., a distance of 1,568.33 feet;
thence N.87°09'00"W., a distance of 264.62 feet;
thence N.00°09'20"W., a distance of 113.12 feet;
thence S.89°50'40"W., a distance of 49.93 feet;
thence continue westerly along said line, a distance of 200.00 feet;
thence N.00°09'20"W., a distance of 13.12 feet;
thence S.89°50'40"W., a distance of 249.93 feet;
thence N.87°09'49"W., a distance of 98.15 feet;
thence N.87°09'00"W., a distance of 52.25 feet;
thence N.87°17'00"W., a distance of 125.00 feet;
thence continue westerly along said line, a distance of 45.00 feet;
thence continue westerly along said line, a distance of 125.00 feet;
thence continue westerly along said line, a distance of 125.00 feet;
thence N.00°24'00"W., a distance of 14.61 feet;
thence S.89°36'00"W., a distance of 45.00 feet;
to the point of curve of a non tangent curve to the right, of which the radius point lies
S.89°36'00"W., a radial distance of 15.00 feet; thence southwesterly along the arc, through a
central angle of 95°26'50", a distance of 24.99 feet;
thence N.86°05'49"W., a distance of 220.31 feet;
to the point of curve of a non tangent curve to the right, of which the radius point lies
N.05°13'31"E., a radial distance of 15.00 feet; thence northwesterly along the arc, through a

central angle of $84^{\circ}11'55''$, a distance of 22.04 feet;
 thence $S.41^{\circ}21'46''W.$, a distance of 76.51 feet;
 thence $S.00^{\circ}28'28''W.$, a distance of 32.33 feet;
 thence $N.89^{\circ}05'47''W.$, a distance of 124.89 feet;
 thence $N.86^{\circ}05'47''W.$, a distance of 341.71 feet;
 thence $N.74^{\circ}04'50''W.$, a distance of 120.68 feet;
 thence $N.81^{\circ}13'39''W.$, a distance of 297.32 feet;
 thence $N.80^{\circ}21'02''W.$, a distance of 127.83 feet;
 to a point of curve to the right having a radius of 425.00 feet and a central angle of $05^{\circ}01'43''$;
 thence westerly along the arc a distance of 37.30 feet;
 thence $N.65^{\circ}56'56''W.$, a distance of 91.36 feet;
 thence $N.43^{\circ}54'44''W.$, a distance of 746.13 feet;
 thence North, a distance of 64.27 feet;
 thence $N.60^{\circ}00'00''E.$, a distance of 57.74 feet;
 thence North, a distance of 475.00 feet;
 thence East, a distance of 40.00 feet;
 thence North, a distance of 100.00 feet;
 thence West, a distance of 325.00 feet;
 thence South, a distance of 600.00 feet;
 thence East, a distance of 25.00 feet;
 thence South, a distance of 550.00 feet;
 thence West, a distance of 1,315.00 feet;
 thence $N.00^{\circ}30'00''E.$, a distance of 100.00 feet;
 thence $N.89^{\circ}30'00''W.$, a distance of 65.00 feet;
 thence $S.00^{\circ}30'00''W.$, a distance of 101.26 feet;
 thence $N.89^{\circ}30'00''W.$, a distance of 534.53 feet;
 thence $N.00^{\circ}30'00''E.$, a distance of 862.73 feet;
 thence $S.89^{\circ}30'00''E.$, a distance of 200.00 feet;
 thence $N.00^{\circ}30'00''E.$, a distance of 210.00 feet;
 thence $N.89^{\circ}30'00''W.$, a distance of 2,425.59 feet;
 to the point of curve of a non tangent curve to the left, of which the radius point lies
 $S.26^{\circ}31'09''W.$, a radial distance of 12,409.42 feet; thence northwesterly along the arc, through
 a central angle of $07^{\circ}58'47''$, a distance of 1,728.29 feet;
 thence South, a distance of 92.48 feet;
 thence $N.85^{\circ}49'30''W.$, a distance of 642.53 feet;
 thence $N.45^{\circ}00'00''W.$, a distance of 54.29 feet;
 thence West, a distance of 968.09 feet;
 thence $N.14^{\circ}42'39''E.$, a distance of 459.18 feet;
 thence $N.47^{\circ}56'54''W.$, a distance of 1,208.68 feet;
 thence $S.89^{\circ}30'00''W.$, a distance of 550.45 feet;
 thence $N.42^{\circ}26'00''E.$, a distance of 2,079.54 feet;
 thence $N.43^{\circ}31'20''E.$, a distance of 580.47 feet;
 thence North, a distance of 171.06 feet;
 thence $N.12^{\circ}51'27''E.$, a distance of 91.22 feet;
 thence West, a distance of 20.30 feet;
 thence North, a distance of 233.10 feet;
 to the point of curve of a non tangent curve to the right, of which the radius point lies
 $S.89^{\circ}58'04''E.$, a radial distance of 337.70 feet; thence northerly along the arc, through a central
 angle of $07^{\circ}48'59''$, a distance of 46.07 feet;
 to the point of curve of a non tangent curve to the right, of which the radius point lies
 $S.82^{\circ}21'43''E.$, a radial distance of 47.26 feet; thence northeasterly along the arc, through a
 central angle of $82^{\circ}21'43''$, a distance of 67.94 feet;
 thence East, a distance of 122.00 feet;
 thence North, a distance of 153.77 feet;
 to the point of curve of a non tangent curve to the right, of which the radius point lies
 $S.59^{\circ}26'02''E.$, a radial distance of 940.00 feet; thence northeasterly along the arc, through a

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central angle of $08^{\circ}08'59''$, a distance of 133.71 feet;
thence $N.39^{\circ}55'26''E.$, a distance of 53.88 feet;
thence West, a distance of 64.16 feet;
thence $N.38^{\circ}40'11''E.$, a distance of 96.06 feet;
thence $N.39^{\circ}55'26''E.$, a distance of 1,072.22 feet;
thence $N.39^{\circ}11'20''E.$, a distance of 44.58 feet;
thence $N.42^{\circ}39'20''E.$, a distance of 465.93 feet;
thence $S.89^{\circ}45'00''E.$, a distance of 1,101.07 feet;
thence $S.00^{\circ}15'00''W.$, a distance of 25.00 feet;
thence $S.89^{\circ}45'00''E.$, a distance of 150.00 feet;
thence $N.00^{\circ}15'00''E.$, a distance of 25.00 feet;
thence $S.89^{\circ}45'00''E.$, a distance of 750.00 feet;
thence $S.00^{\circ}30'00''W.$, a distance of 70.00 feet;
thence East, a distance of 511.38 feet;
thence North, a distance of 165.00 feet;
thence East, a distance of 25.00 feet;
thence North, a distance of 100.00 feet;
thence East, a distance of 175.61 feet;
thence $N.64^{\circ}22'53''E.$, a distance of 247.69 feet;
thence $S.89^{\circ}51'20''E.$, a distance of 75.34 feet;
thence North, a distance of 150.00 feet;
thence $N.89^{\circ}51'20''W.$, a distance of 74.96 feet;
thence North, a distance of 100.00 feet;
thence $S.89^{\circ}51'20''E.$, a distance of 2,616.01 feet;
thence $S.00^{\circ}08'40''W.$, a distance of 330.00 feet;
thence South, a distance of 549.54 feet;
thence East, a distance of 12.50 feet;
thence South, a distance of 30.00 feet;
thence continue southerly along said line, a distance of 270.45 feet;
to the point of curve of a non tangent curve to the right, of which the radius point lies
 $N.29^{\circ}05'50''W.$, a radial distance of 219.00 feet; thence southwesterly along the arc, through a
central angle of $01^{\circ}31'03''$, a distance of 5.80 feet;
to the point of curve of a non tangent curve to the left, of which the radius point lies
 $S.27^{\circ}14'30''E.$, a radial distance of 308.00 feet; thence southwesterly along the arc, through a
central angle of $09^{\circ}24'13''$, a distance of 50.55 feet;
to the point of curve of a non tangent curve to the right, of which the radius point lies
 $N.36^{\circ}22'53''W.$, a radial distance of 42.00 feet; thence southwesterly along the arc, through a
central angle of $06^{\circ}30'54''$, a distance of 4.78 feet;
thence South, a distance of 77.47 feet;
thence East, a distance of 64.45 feet;
thence South, a distance of 100.00 feet;
thence continue southerly along said line, a distance of 60.00 feet;
thence East, a distance of 25.00 feet;
thence South, a distance of 100.00 feet;
thence West, a distance of 37.50 feet;
thence South, a distance of 300.00 feet;
thence East, a distance of 5.62 feet;
thence South, a distance of 100.00 feet;
thence continue southerly along said line, a distance of 60.00 feet;
thence East, a distance of 31.88 feet;
thence South, a distance of 106.50 feet;
thence West, a distance of 37.50 feet;
thence South, a distance of 300.00 feet;
thence West, a distance of 12.50 feet;
thence South, a distance of 106.50 feet;
thence West, a distance of 100.00 feet;

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thence continue westerly along said line, a distance of 60.00 feet;
thence continue westerly along said line, a distance of 285.00 feet;
thence South, a distance of 60.00 feet;
thence continue southerly along said line, a distance of 235.00 feet; to the POINT OF
BEGINNING.

EXCEPTING THEREFROM Redevelopment Project No.'s 10B, 10A, and portion of 10A (Added
Area).

Containing a net area of 53,203,125.05 square feet or 1,221.38 acres, more or less.

END OF DESCRIPTION.



2005 ADDED AREA (NEVIN)
(Continued)

290570

LEGAL DESCRIPTION
CENTRAL RICHMOND AREA - B
(L-SHAPED PARCEL IN NORTHEAST AREA)

A parcel of land situated in the City of Richmond, County of Contra Costa, State of California, described as follows:

Beginning at a point at the southeasterly corner Macdonald Avenue and 33rd Street, thence S.79°49'00"E., a distance of 450.00 feet; thence S.10°11'00"W., a distance of 100.00 feet; thence S.79°49'00"E., a distance of 435.00 feet; thence S.10°11'00"W., a distance of 25.00 feet; thence S.79°49'00"E., a distance of 100.00 feet; thence S.10°11'00"W., a distance of 25.00 feet; thence S.79°49'00"E., a distance of 180.00 feet; thence N.10°11'00"E., a distance of 50.00 feet; thence S.79°49'00"E., a distance of 375.00 feet; thence S.10°11'00"W., a distance of 160.00 feet; thence S.79°49'00"E., a distance of 130.00 feet; thence S.11°18'55"W., a distance of 455.80 feet; thence S.89°53'00"W., a distance of 1,844.87 feet; thence N.00°18'00"E., a distance of 5.07 feet; thence S.89°53'00"W., a distance of 749.57 feet; thence N.89°58'10"W., a distance of 1,019.98 feet; thence N.80°58'35"W., a distance of 132.98 feet; to a point of curve to the right having a radius of 1,487.00 feet and a central angle of 14°27'51"; thence westerly along the arc a distance of 375.39 feet; thence N.62°16'49"W., a distance of 105.13 feet; thence N.32°00'00"W., a distance of 3.35 feet; to a point of curve to the right having a radius of 48.00 feet and a central angle of 48°59'59"; thence northerly along the arc a distance of 41.05 feet; to a point of compound curve to the right having a radius of 40.00 feet and a central angle of 32°20'36"; thence northeasterly along the arc, a distance of 22.58 feet; thence N.32°11'30"W., a distance of 11.22 feet; to the point of curve of a non tangent curve to the left, of which the radius point lies N.32°11'30"W., a radial distance of 6,040.00 feet; thence northeasterly along the arc, through a central angle of 02°11'49", a distance of 231.60 feet; thence continue northeasterly along said curve through a central angle of 00°39'51", a distance of 70.02 feet; thence N.34°09'00"W., a distance of 80.01 feet; to the point of curve of a non tangent curve to the right, of which the radius point lies N.35°02'47"W., a radial distance of 15.00 feet; thence northwesterly along the arc, through a central angle of 125°31'17", a distance of 32.86 feet; thence N.00°28'30"E., a distance of 440.98 feet; thence N.03°54'08"E., a distance of 60.00 feet; to the point of curve of a non tangent curve to the right, of which the radius point lies S.88°25'45"E., a radial distance of 1,510.46 feet; thence northerly along the arc, through a central angle of 08°40'44", a distance of 228.80 feet; thence N.10°15'00"E., a distance of 125.00 feet; thence S.79°45'00"E., a distance of 100.00 feet; thence S.10°15'00"W., a distance of 50.00 feet; thence S.79°45'00"E., a distance of 150.00 feet; thence N.10°15'00"E., a distance of 229.95 feet; thence N.10°14'45"E., a distance of 150.00 feet; thence N.79°45'00"W., a distance of 330.00 feet;

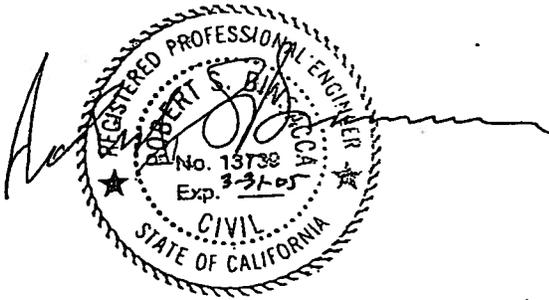
thence N.10°14'45"E., a distance of 0.09 feet;
 thence N.79°45'15"W., a distance of 100.02 feet;
 thence S.10°14'45"W., a distance of 0.59 feet;
 thence N.79°45'15"W., a distance of 23.68 feet;
 thence N.00°26'00"E., a distance of 58.64 feet;
 thence N.36°43'00"E., a distance of 19.77 feet;
 thence S.79°45'15"E., a distance of 25.00 feet;
 thence N.10°14'45"E., a distance of 125.00 feet;
 thence continue northerly along said line, a distance of 60.00 feet;
 thence N.79°45'15"W., a distance of 122.20 feet;
 to a point of curve to the left having a radius of 794.84 feet and a central angle of 00°55'22";
 thence westerly along the arc a distance of 12.80 feet;
 thence N.10°14'45"E., a distance of 112.50 feet;
 thence N.79°45'15"W., a distance of 25.00 feet;
 thence N.10°14'45"E., a distance of 19.42 feet;
 thence N.89°26'48"W., a distance of 25.36 feet;
 thence N.10°14'45"E., a distance of 259.95 feet;
 thence S.79°45'15"E., a distance of 75.00 feet;
 thence N.10°14'45"E., a distance of 192.50 feet;
 thence N.79°45'15"W., a distance of 90.00 feet;
 thence N.10°14'45"E., a distance of 100.00 feet;
 thence N.79°45'15"W., a distance of 50.00 feet;
 thence N.05°29'00"E., a distance of 301.04 feet;
 thence N.79°45'15"W., a distance of 50.00 feet;
 thence N.10°14'45"E., a distance of 84.97 feet;
 thence S.89°31'00"E., a distance of 32.85 feet;
 thence N.00°10'00"W., a distance of 184.33 feet;
 thence N.85°46'00"W., a distance of 31.04 feet;
 thence N.00°29'00"E., a distance of 124.55 feet;
 thence continue northerly along said line, a distance of 250.39 feet;
 thence N.89°50'00"E., a distance of 26.70 feet;
 thence N.00°10'00"W., a distance of 149.99 feet;
 thence S.89°50'00"W., a distance of 8.39 feet;
 thence N.00°10'00"W., a distance of 120.00 feet;
 thence North, a distance of 55.65 feet;
 thence West, a distance of 14.05 feet;
 thence North, a distance of 120.00 feet;
 thence West, a distance of 7.58 feet;
 thence North, a distance of 137.15 feet;
 thence continue northerly along said line, a distance of 97.60 feet;
 thence S.89°59'20"E., a distance of 1.93 feet;
 thence North, a distance of 91.90 feet;
 thence East, a distance of 66.07 feet;
 thence North, a distance of 151.77 feet;
 thence East, a distance of 55.00 feet;
 thence North, a distance of 172.23 feet;
 thence West, a distance of 82.50 feet;
 thence North, a distance of 122.23 feet;
 thence West, a distance of 13.42 feet;
 thence North, a distance of 274.98 feet;
 thence East, a distance of 165.60 feet;
 thence North, a distance of 159.09 feet;
 thence West, a distance of 150.00 feet;
 thence North, a distance of 10.00 feet;
 thence N.00°02'00"W., a distance of 100.00 feet;
 thence N.89°58'00"E., a distance of 102.97 feet;

thence N.00°02'00"W., a distance of 60.00 feet;
 thence continue northerly along said line, a distance of 99.99 feet;
 thence N.89°58'00"E., a distance of 25.00 feet;
 thence N.00°02'00"W., a distance of 150.00 feet;
 thence S.89°58'00"W., a distance of 151.43 feet;
 thence N.00°45'00"E., a distance of 200.02 feet;
 thence N.89°58'00"E., a distance of 98.70 feet;
 thence N.00°02'00"W., a distance of 70.00 feet;
 thence continue northerly along said line, a distance of 100.00 feet;
 thence S.89°58'00"W., a distance of 100.00 feet;
 thence N.00°02'00"W., a distance of 100.00 feet;
 thence N.89°58'00"E., a distance of 25.00 feet;
 thence N.00°02'00"W., a distance of 260.00 feet;
 thence N.89°58'00"E., a distance of 25.00 feet;
 thence N.00°02'00"W., a distance of 160.00 feet;
 thence S.89°58'00"W., a distance of 25.00 feet;
 thence N.00°02'00"W., a distance of 60.77 feet;
 thence continue northerly along said line, a distance of 180.00 feet;
 thence S.89°58'00"W., a distance of 101.14 feet;
 thence N.00°02'00"W., a distance of 100.00 feet;
 thence N.89°58'00"E., a distance of 526.14 feet;
 thence S.00°02'00"E., a distance of 1,641.01 feet;
 thence South, a distance of 10.00 feet;
 thence S.17°31'31"W., a distance of 114.40 feet;
 thence South, a distance of 50.00 feet;
 thence East, a distance of 0.26 feet;
 thence S.00°05'45"W., a distance of 115.89 feet;
 thence West, a distance of 93.00 feet;
 thence S.00°05'45"W., a distance of 86.20 feet;
 thence East, a distance of 93.00 feet;
 thence S.00°05'45"W., a distance of 72.89 feet;
 thence South, a distance of 679.79 feet;
 thence East, a distance of 239.27 feet;
 to a point of curve to the right having a radius of 12.00 feet and a central angle of 90°00'00";
 thence southeasterly along the arc a distance of 18.85 feet;
 thence South, a distance of 374.80 feet;
 to the point of curve of a non tangent curve to the right, of which the radius point lies
 S.89°55'23"W., a radial distance of 106.14 feet; thence southwesterly along the arc, through a
 central angle of 70°35'46", a distance of 130.78 feet;
 thence S.89°50'00"W., a distance of 4.73 feet;
 to the point of curve of a non tangent curve to the left, of which the radius point lies
 S.33°51'13"E., a radial distance of 225.00 feet; thence southwesterly along the arc, through a
 central angle of 46°02'50", a distance of 180.83 feet;
 thence S.10°14'45"W., a distance of 104.98 feet;
 thence continue southerly along said line, a distance of 1,009.99 feet;
 thence S.79°45'15"E., a distance of 1,030.00 feet;
 thence S.10°14'45"W., a distance of 988.35 feet;
 thence S.79°45'00"E., a distance of 39.65 feet;
 thence S.05°04'39"W., a distance of 172.90 feet;
 thence S.84°55'45"E., a distance of 224.08 feet;
 thence S.05°04'44"W., a distance of 52.03 feet;
 thence S.79°45'00"E., a distance of 42.00 feet;
 thence N.05°04'44"E., a distance of 200.00 feet;
 thence S.79°45'00"E., a distance of 222.00 feet;
 thence S.79°49'00"E., a distance of 661.11 feet;
 thence S.00°18'00"W., a distance of 203.01 feet;

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thence S.01°02'45"W., a distance of 324.11 feet;
thence S.79°49'00"E., a distance of 250.00 feet;
thence N.10°11'00"E., a distance of 520.00 feet; to the POINT OF BEGINNING.
EXCEPTING THEREFROM a portion of Redevelopment Project No. 10A,
Containing a net area of 6,908,225.47 square feet or 158.59 acres, more or less.

END OF DESCRIPTION.



LEGAL DESCRIPTION

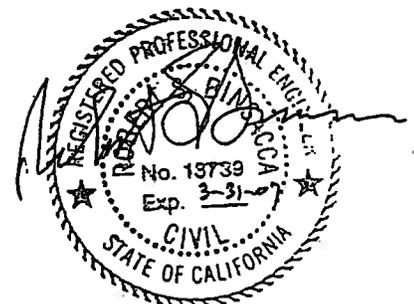
HILLTOP ADDED AREA, REV. 1

A parcel of land situated in the City of Richmond, County of Contra Costa, State of California, described as follows:

Beginning at the intersection of the northern line of Hilltop Drive and the eastern line of Shane Drive; said point being the POINT OF BEGINNING and the beginning of a curve to the right, of which the radius point lies N74°17'40"E, a radial distance of 40.00 feet; thence northerly along the arc, through a central angle of 24°20'56", a distance of 17.00 feet; thence N08°38'36"E, a distance of 2.45 feet to a point of curve to the left having a radius of 447.00 feet and a central angle of 37°03'15"; thence northerly along the arc a distance of 289.08 feet to a point of reverse curve to the right having a radius of 353.00 feet and a central angle of 28°24'39"; thence northerly along the arc, a distance of 175.04 feet to a point of compound curve to the right having a radius of 40.00 feet and a central angle of 90°00'00"; thence northeasterly along the arc, a distance of 62.83 feet; thence East, a distance of 266.44 feet to a point of curve to the left having a radius of 782.00 feet and a central angle of 16°07'28"; thence easterly along the arc a distance of 220.07 feet; thence S45°00'00"E, a distance of 445.93 feet; thence S01°10'37"W, a distance of 226.34 feet; thence S88°56'30"W, a distance of 481.09 feet; thence N87°13'30"W, a distance of 261.64 feet; to the POINT OF BEGINNING.

Containing 365,153.91 square feet or 8.3828 acres, more or less.

END OF DESCRIPTION.



2005 ADDED AREA (NEVIN)
(Continued)

LEGAL DESCRIPTION

SAN PABLO - A- ADDED AREA

A parcel of land situated in the City of Richmond, County of Contra Costa, State of California,
described as follows:

Commencing at an intersection of SECTIONS 3,4,9 AND 10, T. 1N, R5W, MDM;

thence N23°21'14"W, a distance of 4,747.96 feet;

thence N88°49'30"W, a distance of 656.32 feet to the POINT OF BEGINNING;

thence S01°10'21"W, a distance of 830.24 feet;

thence S13°09'35"W, a distance of 1,288.12 feet;

thence N72°15'53"W, a distance of 797.24 feet;

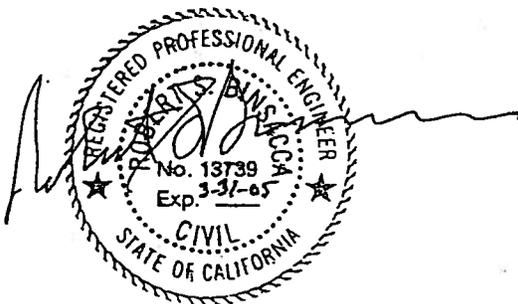
thence N33°31'10"E, a distance of 701.52 feet;

thence N01°10'26"E, a distance of 1,270.37 feet;

thence S88°49'30"E, a distance of 656.32 feet to the POINT OF BEGINNING.

Containing 1,313,082.73 square feet or 30.1442 acres, more or less.

Reference: Yacht
A-N West, Inc.
RSB - 11-22-04
5828



2005 ADDED AREA (NEVIN)
(Continued)

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LEGAL DESCRIPTION
SAN PABLO - B

A parcel of land situated in the City of Richmond, County of Contra Costa, State of California, described as follows:

Commencing at the intersections of SECTIONS 3,4,9AND10, T. 1N, R5W, MDM,

thence N23°21'14"W, a distance of 4,747.96 feet;

thence N88°49'30"W, a distance of 1,968.96 feet to the POINT OF BEGINNING;

thence S01°10'30"W, a distance of 505.46 feet;

thence N48°32'15"W, a distance of 18.98 feet to a point of curve to the left having a radius of 2,839.82 feet and a central angle of 00°36'00";

thence northwesterly along the arc a distance of 29.74 feet to a point of compound curve to the left having a radius of 1,407.47 feet and a central angle of 01°12'00";

thence northwesterly along the arc, a distance of 29.48 feet to a point of compound curve to the left having a radius of 930.04 feet and a central angle of 01°48'00";

thence northwesterly along the arc, a distance of 29.22 feet to a point of compound curve to the left having a radius of 691.34 feet and a central angle of 02°24'00";

thence northwesterly along the arc, a distance of 28.96 feet to a point of compound curve to the left having a radius of 548.14 feet and a central angle of 10°34'45";

thence northwesterly along the arc, a distance of 101.21 feet to a point of compound curve to the left having a radius of 691.34 feet and a central angle of 02°24'00";

thence northwesterly along the arc, a distance of 28.96 feet to a point of compound curve to the left having a radius of 930.04 feet and a central angle of 01°48'00";

thence westerly along the arc, a distance of 29.22 feet to a point of compound curve to the left having a radius of 1,407.47 feet and a central angle of 01°12'00";

thence westerly along the arc, a distance of 29.48 feet to a point of compound curve to the left having a radius of 2,839.82 feet and a central angle of 00°03'28";

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thence westerly along the arc, a distance of 2.86 feet;

thence S18°53'00"W, a distance of 57.47 feet;

thence S56°38'34"W, a distance of 401.28 feet;

thence S53°46'44"W, a distance of 217.21 feet;

thence S06°36'36"E, a distance of 296.11 feet;

thence S24°31'14"W, a distance of 111.09 feet;

thence S19°11'46"E, a distance of 76.03 feet;

thence N42°28'00"W, a distance of 54.36 feet;

thence S76°44'23"W, a distance of 357.94 feet;

thence N17°11'00"W, a distance of 65.74 feet;

thence N46°32'22"W, a distance of 198.13 feet;

thence S43°27'38"W, a distance of 62.02 feet;

thence S57°27'41"W, a distance of 50.00 feet to the point of curve of a non tangent curve to the right, of which the radius point lies S57°27'41"W, a radial distance of 739.08 feet;

thence southeasterly along the arc, through a central angle of 12°43'54", a distance of 164.23 feet to a point of compound curve to the right having a radius of 930.04 feet and a central angle of 01°48'00";

thence southerly along the arc, a distance of 29.22 feet to a point of compound curve to the right having a radius of 1,248.32 feet and a central angle of 01°21'00";

thence southerly along the arc, a distance of 29.41 feet to a point of compound curve to the right having a radius of 1,884.91 feet and a central angle of 00°54'00";

thence southerly along the arc, a distance of 29.61 feet to a point of compound curve to the right having a radius of 3,794.75 feet and a central angle of 00°27'00";

2005 ADDED AREA (NEVIN)
(Continued)

290570

LEGAL DESCRIPTION
WEST PARKWAY AREA, REV. 1
PARCEL A

A parcel of land situated in the City of Richmond, County of Contra Costa, State of California, described as follows:

Beginning at the intersection of the western line of Richmond Parkway and the southern line of West Gertrude Avenue;

thence S01°05'19"W, a distance of 80.00 feet;

thence East, a distance of 102.42 feet to the point of curve of a non tangent curve to the left, of which the radius point lies S88°45'21"E, a radial distance of 1,705.00 feet; thence southerly along the arc, through a central angle of 40°10'56", a distance of 1,195.74 feet;

thence S42°00'36"E, a distance of 78.11 feet;

thence S61°46'20"W, a distance of 84.11 feet;

thence East, a distance of 99.97 feet;

to the point of curve of a non tangent curve to the left, of which the radius point lies N56°28'43"E, a radial distance of 2,800.00 feet; thence southeasterly along the arc, through a central angle of 09°15'16", a distance of 452.26 feet

to a point of reverse curve to the right having a radius of 435.00 feet and a central angle of 88°24'48"; thence southerly along the arc, a distance of 671.25 feet

to a point of reverse curve to the left having a radius of 1,708.00 feet and a central angle of 10°20'55"; thence southwesterly along the arc, a distance of 308.49 feet;

thence S54°55'34"E, a distance of 96.11 feet

to the point of curve of a non tangent curve to the right, of which the radius point lies S52°51'52"E, a radial distance of 1,157.20 feet; thence northeasterly along the arc, through a central angle of 20°21'13", a distance of 411.08 feet;

thence S30°29'00"W, a distance of 1,240.23 feet;

thence S82°02'00"E, a distance of 1,162.44 feet;

thence S80°50'59"E, a distance of 75.00 feet;

thence S09°09'01"W, a distance of 101.25 feet;

thence S84°30'00"E, a distance of 377.84 feet;

thence S31°39'00"W, a distance of 551.60 feet; B-7-17

thence S39°00'00"W, a distance of 260.50 feet;
thence West, a distance of 1,485.29 feet;
thence N07°15'00"W, a distance of 24.57 feet;
thence N21°26'32"E, a distance of 424.45 feet;
thence N31°54'26"E, a distance of 213.88 feet;
thence S71°00'00"W, a distance of 351.11 feet;
thence N29°27'40"E, a distance of 451.97 feet;
thence West, a distance of 506.15 feet;
thence North, a distance of 1,152.90 feet;
thence continue northerly along said line, a distance of 100.00 feet;
thence West, a distance of 800.00 feet;
thence North, a distance of 40.69 feet;
thence S89°52'50"W, a distance of 447.00 feet;
thence N03°51'30"W, a distance of 205.50 feet;
thence N06°54'30"W, a distance of 200.50 feet;
thence N02°19'50"W, a distance of 200.00 feet;
thence N02°48'30"E, a distance of 201.00 feet;
thence N10°19'30"E, a distance of 205.50 feet;
thence N15°30'20"E, a distance of 205.00 feet;
thence N01°33'20"W, a distance of 229.16 feet;
thence N88°55'35"E, a distance of 418.98 feet;
thence N00°10'40"W, a distance of 440.14 feet;
thence N89°47'40"E, a distance of 298.75 feet;
thence N00°10'40"W, a distance of 479.72 feet;
thence S88°54'41"E, a distance of 971.18 feet; to the POINT OF BEGINNING.
Containing 7,890,347.03 square feet or 181.1374 acres, more or less.

END OF DESCRIPTION.



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LEGAL DESCRIPTION
WEST PARKWAY AREA, REV. 1
PARCEL B

A parcel of land situated in the City of Richmond, County of Contra Costa, State of California, described as follows:

Beginning at the intersection of the northern line of Redwood Way and the eastern line of Castro Street;

thence N26°50'25"E, a distance of 62.77 feet;

thence N49°19'08"E, a distance of 377.00 feet;

thence N40°40'52"W, a distance of 62.76 feet;

thence N37°27'20"E, a distance of 1,889.21 feet;

thence S62°24'00"E, a distance of 135.37 feet;

thence N27°36'00"E, a distance of 166.84 feet;

thence S02°50'00"E, a distance of 210.00 feet;

thence S32°18'10"W, a distance of 993.72 feet;

thence S77°18'10"W, a distance of 94.35 feet;

thence S32°05'10"W, a distance of 509.23 feet;

thence S30°47'39"W, a distance of 1,071.64 feet

to the point of curve of a non tangent curve to the right, of which the radius point lies N42°15'43"E, a radial distance of 175.00 feet; thence northwesterly along the arc, through a central angle of 34°24'13", a distance of 105.08 feet;

thence N13°20'04"W, a distance of 153.26 feet;

thence N26°46'02"W, a distance of 102.16 feet;

thence N18°42'04"W, a distance of 167.57 feet; to the POINT OF BEGINNING.

Containing 798,197.43 square feet or 18.3241 acres, more or less.

END OF DESCRIPTION.

B-7-19



EXHIBIT B-8

LEGAL DESCRIPTION OF PROJECT AREA NO. 11-A (HARBOUR)

ORIGINAL AREA

LEGAL DESCRIPTION OF EXISTING AREA

LEGAL DESCRIPTION
REDEVELOPMENT PROJECT AREA 11-A
"THE HARBOUR"

That certain real property in the City of Richmond, County of Contra Costa, State of California, described as follows:

Beginning at the intersection of the southwest line of the subdivision as shown on the map entitled "Inner Harbor Business Blocks," filed November 16, 1912, in book 8 of Maps at page 196 in the office of the Recorder of Contra Costa County, California, and the west line of Lot 32, Section 19, Township 1 North, Range 4 West, Mount Diablo Base and Meridian, as shown on the map entitled "Map No. 1 of Salt Marsh and Tidelands," dated July, 1872; thence

South 3°19'56" West, 1894.33 feet along said west line of Lot 32, Section 19 and the west line of Lot 1, Section 30, Township 1 North, Range 4 West, Mount Diablo Base and Meridian, to the United States Pierhead Line, as shown on the drawing entitled "Harbor Lines for San Francisco Bay, California, Vicinity of Richmond, Sheet No. 4 of 10 sheets," dated September 23, 1963, prepared by the U. S. Army Engineer District, San Francisco, Corps of Engineers; thence

North 89°25'02" West, 5288.09 feet along said United States Pierhead Line to the west line of Lot 1, Section 25, Township 1 North, Range 5 West, Mount Diablo Base and Meridian; thence

South 3°19'56" West, 517.56 feet along said west line of Lot 1, Section 25 to the southwest corner of said Lot 1; thence

North 89°25'02" West, 2238.92 feet along the north line of Lots 15, 14, 13 and 12, Section 25, to a point on the east line of the parcel of land as shown on the Record of Survey of the Richmond Maritime Shipyard, filed December 12, 1966 in book 46 of Land Survey Maps at page 4 in the office of the Recorder of Contra Costa County, California; thence

South 9°19'14" East, 307.83 feet along said east line of the Richmond Maritime Shipyard; thence

South 80°40'45" West, 40.54 feet along said east line; thence

South 35°40'46" West, 154.05 feet along said east line; thence

South 80°40'46" West, 220.00 feet along said east line; thence

South 67°44'13" West, 127.13 feet along said east line; thence

North 40°11'30" West, 254.42 feet to the southernmost point on the west line of Canal Boulevard as extended into the Richmond Maritime Shipyard; thence

North 9°19'14" West, 1975.18 feet along said west line of Canal Boulevard to a point on a curve concave to the west and having a radius of 678.92 feet; thence

Northwesterly 355.39 feet along said 678.92 foot radius curve also being along said west line of Canal Boulevard, through a central angle of 29°59'33"; thence

North 39°18'47" West, 696.39 feet along said west line of Canal Boulevard to a point on a curve concave to the northeast and having a radius of 3926.53 feet; thence

Northwesterly 623.27 feet along said 3926.53 foot radius curve, also being along said west line of Canal Boulevard, through a central angle of 9°05'41"; thence

North 30°13'06" West, 57.21 feet along said west line of Canal Boulevard to the north line of said Richmond Maritime Shipyard; thence

North 88°53'17" West, 11.71 feet along said north line of the Richmond Maritime Shipyard to a point on the west line of the parcel of land described in the deed from the United States Department of Commerce to the City of Richmond, filed April 11, 1951 in book 1745 of Official Records at page 587 in the Office of the Recorder of Contra Costa County, California, said parcel also being known as Canal Boulevard; thence

North 31°21'26" West, 1279.65 feet along said west line of Canal Boulevard; thence

North 58°38'34" East, 153 feet to a point on the east line of the Atchison, Topeka and Santa Fe Company right-of-way, said point also being the most western corner of a 50.87 acre parcel of land owned by the Union Oil Company; thence

North 71°42'47" East, 1387.74 feet along the north line of said Union Oil parcel to a point on the United States Pierhead and Bulkhead Line, as shown on said Harbor Lines drawing Sheet No. 3, said point being distant North 49°51'30", 643.46 feet along said Pierhead and Bulkhead Line from Point No. 15; thence

North 23°33'06" West, 472.42 feet across Santa Fe Channel to a point on the northeast line of Harbor Tract as shown on the map entitled "Harbor Tract," filed February 28, 1933 in book 21 of Maps at page 619 in the office of the Recorder of Contra Costa County, California, said point also being the point shown having coordinates of N.522,381.471 and E.1,461,507.417 on the Record of Survey filed in book 13 of Land Survey Maps at page 24 in the office of the Recorder of Contra Costa County, California; thence

North 1°04'08" East, 294.16 feet to the most southern point of Parcel 5 as shown on said survey (13 LSM 24), said point also being the most southern corner of a 2.73 acre Matte-Western Corp. parcel; thence

North 42°41'21" East, 94.75 feet along the east line of said parcel; thence

North 5°39'07" East, 646.19 feet along said east line; thence

South 88°55'29" East, 75.64 feet along said east line; thence

North 13°47'45" East, 231.34 feet along said east line to a point on the south line of a 4.07 acre Pier 333, Inc. parcel; thence

South 89°04'39" East, 39.57 feet along said south line to the southeast corner of said parcel; thence

North 0°55'21" East, 309.99 feet along the east line of said parcel; thence

North 17°00'52" East, 60.11 feet along said east line; thence

North 7°09'32" East, 121.33 feet along said east line; thence

South 89°04'39" East, 8.55 feet along said east line; thence

North 1°06'08" East, 2.21 feet along said east line to the southwest corner of a 0.51 acre Parr-Richmond Terminal Co. parcel; thence

South 88°37'39" East, 125.14 feet along the south line of said 0.51 acre parcel to the southeast corner; thence

North 4°14'09" West, 44.61 feet along the east line of said parcel to a point on a curve concave to the east and having a radius of 360 feet; thence

Northerly 51.31 feet along said 360 foot radius curve, also being said east line, through a central angle of 8°09'59"; thence

North 3°53'51" East, 82.52 feet along said east line to the south line of Cutting Boulevard as shown on the map entitled "Revised Map of Santa Fe", filed August 24, 1915 in book 12 of Maps at page 280 in the office of the Recorder of Contra Costa County, California; thence

South 89°39'30" East, 203.13 feet along said south line of Cutting Boulevard to the west line of Atchison Avenue (formerly Potrero Avenue) as shown on said Revised Map; thence

South 89°39'30" East, 727.82 feet along said south line of Cutting Boulevard and its eastern extension to the northwest corner of Lot H, Block 29, as shown on said Revised Map of Santa Fe, said corner being on the west line of Hoffman Boulevard as shown on the drawing entitled "State of California, Department of Public Works, Division of Highways, Right of Way Map, Richmond Feeder, Road IV-C.C.-Fdr.-DA-NI 17, May 1942", Sheet No. 9; thence

Along said west line as follows:

South 0°15'25" West, 82.50 feet,
South 89°39'30" East, 25 feet,
South 0°15'25" West, 282.50 feet,
South 29°02' East, 174.48 feet,
South 0°10' West, 11.54 feet,
South 47°56'50" East, 599.15 feet,
South 68°18'30" East, 68.75 feet,
South 89°38' East, 273.02 feet,
South 0°09' West, 10.00 feet, and

South 89°38' East, 77.00 feet to a point on the west line of Excluded Parcel "A" as shown on the map entitled "Map Showing Boundary of Subdivision Following Exclusion of Portion of Subdivision Entitled 'Hermann's Addition to Point Richmond'", filed December 12, 1955 in book 2669 of Official Records at page 526 in the office of the Recorder of Contra Costa County, California, said Parcel "A" also described in the "Order Vacating Portion of Subdivision and Altering Portion of Recorded Map Thereof", filed November 18, 1948 in book 1360 of Official Records at page 6 in the office of the Recorder of Contra Costa County, California, said point also being on the east line of the 77 foot wide South 10th Street as it now exists; thence

South 0°12' West, 404.80 feet along said east line of South 10th Street, also being said west line of Parcel "A" (1360 OR 6); thence

South 0°22'30" East, 70.27 feet along said east line and its southern extension to the northwest corner of Parcel G as shown on the map entitled "Map Showing Lands Following Exclusions of Subdivision Entitled Map of 'Ellis Landing Subdivision'", filed December 12, 1955 in book 2669 of Official Records at page 526 in the office of the Recorder of Contra Costa County, California, said corner also being on the south line of Wright Avenue as shown on said map; thence

South 89°39' East, 598.23 feet along said south line of Wright Avenue to the northeast corner of said Parcel G; thence

South 80°30' East, 140 feet along said south line of Wright Avenue, also being the north line of Parcel "C", to the northwest corner of Lot 6, Block 25, as shown on said Exclusion Map of Hermann's Addition; thence

South 100 feet along the west line of said Lot 6 to the southwest corner of said Lot 6, said corner also being on the north line of said Parcel "C", thence

South 80°30' East, 383.6 feet along the north line of said Parcel "C" to the west line of South Fourteenth Street, as shown on said Exclusion Map of Hermann's Addition; thence

South, 357.14 feet along said west line to the southeast corner of said Parcel "C"; thence

South 0° 21' West, 52.86 feet along the west line of South Fourteenth Street as shown on said Exclusion Map of Ellis Landing Subdivision, to a point on the western extension of the south line of Meeker Avenue, as shown on the map entitled "Map Showing Boundary of Subdivision Following Exclusion of Portion of Subdivision Entitled 'Amended Map of Meeker's Addition to Point Richmond'", filed December 12, 1955 in book 2669 of Official Records at page 526 in the office of the Recorder of Contra Costa County, California; thence

South 89° 30' East, 2,393.64 feet along said south line of Meeker Avenue and its western extension to the west line of South Twenty-third Street as shown on said Exclusion Map of Meeker's Addition; thence

South 89° 38' 22" East, 710.38 feet along the south line of Meeker Avenue and its western and eastern extensions as shown on the map entitled "Harbor Business Blocks", filed March 10, 1913 in book 9 of Maps at page 213 in the office of the Recorder of Contra Costa County, California, to a point on a non-tangent curve concave to the northeast and having a radius of 360.00 feet, the center of the circle of said curve bears North 60° 14' 49" East from said point, said point also being on the east line of the parcel of land described as Parcel II in the deed from Safeway Stores, Inc. to the City of Richmond, filed February 3, 1958 in volume 3112 of Official Records at page 592 in the office of the Recorder of Contra Costa County, California; thence

Southeasterly 15.06 feet along said 360.00 foot radius curve, through a central angle of 2° 23' 49", said curve also being said east line of said Safeway Parcel II (3113 OR 316); thence

South 32° 09' 00" East, 527.26 feet along the east line of said Safeway Parcel II (3113 OR 316) and its southeastern extension to a point on a curve concave to the southwest and having a radius of 640.00 feet; thence

Southeasterly 356.05 feet along said 640.00 foot radius curve, through a central angle of 31° 52' 33", to a point on the east line of the parcel of land described as Parcel I in the deed from United Grocers, Ltd. to the City of Richmond, filed December 29, 1954 in volume 2446 of Official Records at page 176 in the office of the Recorder of Contra Costa County, California; thence

South 0° 11' 25" East, 1079.79 feet along said east line of said United Grocers Parcel I (2446 OR 176) and its southern extension and the west line of Lot 15, Block J as shown on the map entitled "Map of Harbor Gate Subdivision", filed October 31, 1912 in book 8 of Maps at page 191 in the office of the Recorder of Contra Costa County, California, to the southwest line of said subdivision; thence

South 57° 41' 45" East, 111.47 feet along said southwest line; thence

South 4° 41' 45" East, 91.08 feet along said southwest line; thence

South 75°00' East, 401.51 feet along said southwest line; thence
South 73°17'35" East, 633.60 feet along said southwest line, thence
South 77°27'55" East, 132.00 feet along said southwest line, thence
South 72°39'55" East, 229.02 feet along said southwest line to the
southeast corner of said Harbor Gate subdivision, said corner also being
the southwest corner of said Inner Harbor Business Blocks subdivision; thence
South 72°42'34" East, 552.22 feet to the point, of beginning.
Containing an area of 963.76 acres more or less.

1999 ADDED AREA

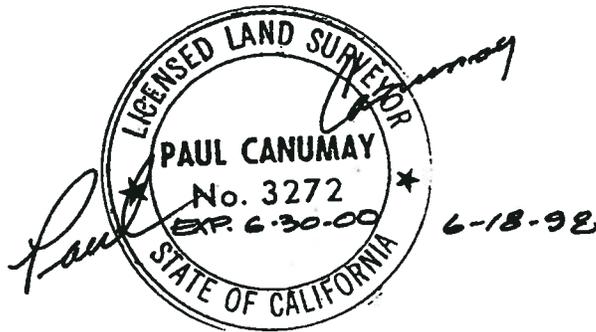
Legal Description

Area VII - Harbour

All the parcels of land described in the deed to the City of Richmond, a municipal corporation, recorded November 30, 1917, in the deed to the City of Richmond, a municipal corporation, recorded in Book 6864 at Official Records, at page 583 and that parcel of land described in the deed to the City of Richmond, a municipal corporation recorded September 24, 1996, Document No. 96-178340, the exterior lines of which are described as follows:

Beginning at the intersection of U.S. Bulkhead line with the southerly extension of the western line of Dornan Drive, formerly Garrard Boulevard; thence along the last named line North $9^{\circ}24'40''$ East, 331.58 feet; thence leaving said line South $80^{\circ}35'20''$ East, 60.00 feet to the easterly line of said Dornan Drive; thence along said line North $9^{\circ}24'40''$ East, 205.12 feet; thence leaving said line, northeasterly along a curve concave to the southeast, having a radius of 20.00 feet, through a central angle of $90^{\circ}00'00''$, an arc length of 31.42 feet; thence South $80^{\circ}35'20''$ East, 38.13 feet; thence easterly along a curve having a radius of 415.00 feet, concave to the north, through a central angle of $14^{\circ}32'00''$, an arc length of 105.27 feet; thence North $84^{\circ}52'40''$ East, 74.52 feet; thence South $46^{\circ}25'00''$ East, 20.63 feet; thence North $83^{\circ}10'43''$ East, 256.68 feet; thence North $67^{\circ}53'22''$ East, 27.01 feet; thence North $84^{\circ}52'40''$ East, 44.54 feet; thence northeasterly along a curve having a radius of 623.69 feet, concave to the northwest, an arc length of 494.27 feet to the most northerly corner of said city parcel (310 D 45); thence along the easterly line thereof, as follows: South $67^{\circ}11'18''$ East, 23.05 feet; southerly along a curve having radius of 409.28 feet, concave to the east, an arc length of 195.97 feet and South $9^{\circ}09'34''$ West, 205.55 feet to the most easterly corner of said city parcel (6864 or 583); thence along said line southeasterly along a curve having a radius of 453.00 feet, concave to the northwest, an arc length of 489.60 feet; thence South $0^{\circ}13'40''$ West, 170 feet to said U.S. Bulkhead line; thence along said line North $80^{\circ}05'04''$ West, 550' to the point of beginning.

And containing 10 acres, more or less.



1999 ADDED AREA
(Continued)

Legal Description

Parcel VIII - Harbour

Beginning at the northern terminus of the course North 30°13'06" West, 57.21 feet on the western line of Canal Boulevard as described in the "Urban Renewal Plan" for Project Area 11-A as Amended (The Harbour) prepared by the Richmond Redevelopment Agency of the City of Richmond, California dated September 23, 1991; thence along said western line of Canal Boulevard as follows: South 30°13'06" East, 57.21 feet; southeasterly along a curve having the radius of 392.53 feet, concave to the northeast, through a central angle of 9°05'41", an arc length of 623.27 feet; South 39°18'47" East, 696.39 feet; along a curve having a radius of 698.72 feet, concave to the west, through a central angle of 29°59'33", an arc length of 355.18 feet and South 9°19'14" East, 1975.18 feet to the U.S. Pierhead line; thence along said line westerly to the southerly prolongation of the eastern line of Parcel D on shown as that certain parcel map filed April 1, 1982 in Book 100 of Parcel Maps, at page 23, Contra Costa County Record; thence along said line and its extension and also the easterly line of Parcel C as shown on said parcel map (100 PM 23) North 1°08'43" East, 1672.60 feet to an angle point; thence continuing along the exterior lines of Parcel C South 88°51'17" East, 200.00 feet; thence North 1°08'43" East, 30.00 feet; thence South 88°51'17" East, 250.00 feet; thence North 1°08'43" East, 80.00 feet; thence South 88°51'17" East, 120.00 feet; thence North 20°32'35" East, 396.31 feet to the south line of Parcel C as shown on said parcel map (100 PM 23); thence along the southerly and southeasterly lines and the northeasterly line and its northerly extension thereof South 64°26' 55" East, 993.82 feet; thence North 46°11'51" East, 521.23 feet; thence North 34°56'00" West, 1523.48 feet; thence North 38°47'18" West, 52.13 feet to the northern line of that parcel of land described as Parcel Four in the Final Judgment in the United States District Court recorded August 22, 1950 in Book 1620 of Official Records, at page 8; thence along said northern line EAST, 350.10 feet to the point of beginning.

And containing 129 acres, more or less.

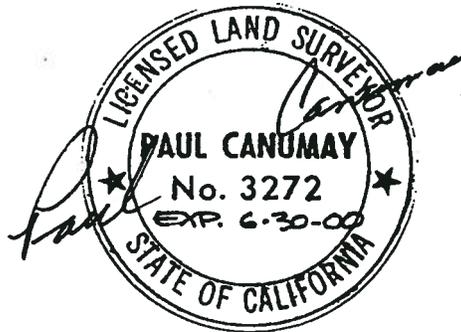


EXHIBIT B-9

LEGAL DESCRIPTION OF PROJECT AREA NO. 12-A (NORTH RICHMOND)

ORIGINAL AREA

LEGAL DESCRIPTION OF PROJECT AREA NO. 12-A (NORTH RICHMOND)

That certain real property in the City of Richmond, County of Contra Costa, State of California, as shown on the Map entitled "Wall's Second Addition to the City of Richmond," filed March 4, 1912 in book 6 of Maps at page 140, in the office of the Recorder of Contra Costa County, California, being more particularly described as follows:

Beginning at the northwest corner of Block 210, also being the intersection of the south line of Chesley Avenue and the east line of Cherry Street, as shown on said map; thence

South, 750 feet along said east line of Cherry Street to a point on the south line of Duboce Avenue, said point also being the northwest corner of Block 221, as shown on said map; thence

West, 585 feet along said south line of Duboce Avenue to a point on the west line of Kelsey Street, said point also being the northeast corner of Block 223, as shown on said map; thence

North, 250 feet along said west line of Kelsey Street to a point on the south line of Alamo Avenue, said point also being the northeast corner of Block 218, as shown on said map; thence

West, 785 feet along said south line of Alamo Avenue to a point on the west line of Filbert Street, said point also being the northeast corner of Block 217, as shown on said map; thence

North, 500 feet along said west line of Filbert Street to a point on the south line of Chesley Avenue, said point also being the northeast corner of Block 207, as shown on said map; thence

East, 1370 feet along said south line of Chesley Avenue to the point of beginning.

Containing an area of 831,250 square feet or 19.083 acres more or less.

