

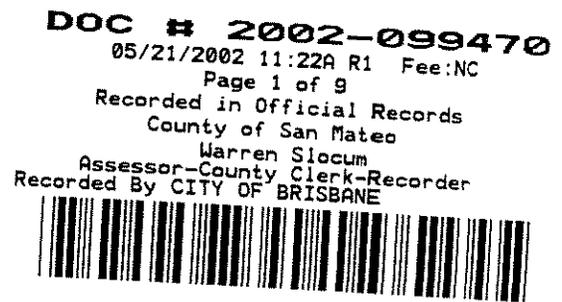
RECORDED AT REQUEST OF:

REDEVELOPMENT AGENCY OF THE
CITY OF BRISBANE

WHEN RECORDED MAIL TO:

Goldfarb & Lipman
1300 Clay Street, 9th Floor
Oakland, CA 94612
Attention: Lynn Hutchins

NO RECORDING FEE PURSUANT TO
GOVERNMENT CODE SECTION 27383



ORDINANCE NO. 464

**AN ORDINANCE OF THE CITY OF BRISBANE APPROVING AND
ADOPTING THE THIRD AMENDMENT TO THE
REDEVELOPMENT PLAN FOR THE BRISBANE COMMUNITY
REDEVELOPMENT PROJECT AREA NUMBER ONE (THE
"THIRD AMENDMENT") AND MAKING CERTAIN FINDINGS
PURSUANT TO THE COMMUNITY REDEVELOPMENT LAW OF
THE STATE OF CALIFORNIA**

WHEREAS, by City Council Ordinance No. 219, adopted on December 6, 1976, the City Council of the City of Brisbane adopted the Redevelopment Plan for the Brisbane Community Redevelopment Project Area Number One (the "Project Area"), as amended by City Council Ordinance No. 396, adopted on January 9, 1995, and as further amended by City Council Ordinance No. 442, adopted on November 8, 1999 (the "Plan"); and

WHEREAS, pursuant to the Community Redevelopment Law of the State of California (the "Redevelopment Law"), the Redevelopment Agency of the City of Brisbane (the "Agency") has recommended certain amendments to the Plan that, among other things, would re-establish the Agency's authority to commence eminent domain proceedings for twelve (12) years, increase the amount of bonded indebtedness that may be outstanding at any one time, and provide for continuing conformity between the land uses set forth in the City's General Plan and the Redevelopment Plan; and

WHEREAS, the Project Area has no residents; and

WHEREAS, the proposed Third Amendment does not contain substantial changes to the Redevelopment Plan which affect the Brisbane General Plan, and therefore, the Third Amendment was not submitted to the Planning Commission, pursuant to Health and Safety Code Section 33453; and

WHEREAS, the Agency has made studies of the impact of the proposed amendments to physical condition of structures, environmental influences, land uses, and social, economic and cultural conditions and has determined that the proposed amendments will promote the proper redevelopment of the Project Area in accordance with the goals, objectives, and policies of the City of Brisbane's General Plan, the Plan and the Redevelopment Law; and

WHEREAS, the Agency has prepared and submitted to the City Council of the City of Brisbane (the "City Council") for review and adoption the Third Amendment to the Redevelopment Plan for the Brisbane Community Redevelopment Project Area Number One (the "Third Amendment"), a copy of which is on file with the City Clerk of the City of Brisbane; and

WHEREAS, the Agency has prepared and submitted, and the City Council has reviewed and considered, a written report on the proposed Third Amendment (the "Report"), pursuant to Health and Safety Code Section 33457.1, a copy of which is on file with the City Clerk of the City of Brisbane; and

WHEREAS, the City Council has reviewed the California Environmental Quality Act (the "CEQA") Negative Declaration prepared for the Third Amendment pursuant to the CEQA regulations (the "Negative Declaration"); and

WHEREAS, the primary purposes of the Third Amendment are to re-establish the Agency's authority to commence eminent domain proceedings for twelve (12) years, increase the limit on outstanding bonded indebtedness and provide for continuing conformity between the City's General Plan and the Redevelopment Plan; and

WHEREAS, the Third Amendment will not change the land uses permitted within the Project Area; and

WHEREAS, on March 11, 2002, the City Council and the Agency conducted a joint public hearing on the Third Amendment which was duly noticed in accordance with the requirements of the Redevelopment Law; and

WHEREAS, the City Council and Agency received no written objections to the Third Amendment at or prior to the joint public hearing on the Third Amendment.

NOW, THEREFORE, the City Council of the City of Brisbane does ordain as follows:

SECTION 1: In accordance with California Health and Safety Code Sections 33367 and 33457.1, and based upon the evidence contained in the Report and on the evidence presented at the joint public hearing, the City Council finds and determines with respect to the Third Amendment that:



a) The Project Area continues to contain blighted properties, the redevelopment of which is necessary to effectuate the public purposes of the Redevelopment Law (see particularly Sections A, B, C, and D of the Report regarding evidence with respect to this finding).

b) The Third Amendment conforms to the General Plan (see particularly Sections H and J of the Report and Amendment No. 3 of the Third Amendment regarding evidence with respect to this finding).

c) The Third Amendment would redevelop the Project Area in conformity with the Redevelopment Law and would be in the interest of the public peace, health, safety, and welfare; and the implementation of the Third Amendment would promote the public peace, health, safety and welfare of the City of Brisbane, and would effectuate the purposes and policy of the Redevelopment Law (see particularly the Introduction and Sections A, B, C, and D of the Report regarding evidence with respect to this finding).

d) The adoption and implementation of the Third Amendment are economically sound and feasible (see particularly Section E of the Report regarding evidence with respect to this finding).

e) The Third Amendment will not affect the status of tax increment financing in the Project Area and, consequently, will not cause significant financial burden or detriment on any taxing agency deriving revenues from the Project Area (see particularly the Introduction and Sections E and L of the Report regarding evidence with respect to this finding).

f) The condemnation of real property, if any, is necessary to the execution of the Third Amendment and adequate provisions have been made for payment of property to be acquired as provided by law (see particularly Sections A and F of the Report regarding evidence with respect to this finding).

g) The matters set forth in Health and Safety Code Section 33367(d)(7), (d)(8), (d)(9), (d)(10), (d)(11), (d)(12), (d)(13) and (e) are not applicable to or affected by the amendments incorporated in the Third Amendment, and consequently no further findings with respect to such matters are required (see particularly the Introduction, and Sections D, F, G, I, J, L, M, and N of the Report regarding evidence with respect to this finding).

SECTION 2: It is the continuing purpose and intent of the City Council that the Third Amendment be implemented in order to continue to:

a) Eliminate the conditions of blight;

b) Ensure, as far as possible, that the causes of the blighting conditions will be either eliminated or protected against;



- c) Encourage and ensure the redevelopment of the Project Area; and
- d) Encourage and foster the economic revitalization of the Project Area, as necessary.

SECTION 3: All oral objections to the Third Amendment are hereby overruled by this Ordinance.

SECTION 4: It is hereby found and determined that the proposed Third Amendment is necessary and desirable. The Plan and all ordinances adopting or previously amending the Plan are hereby amended in accordance with the Third Amendment.

The Plan as amended by the Third Amendment is hereby adopted, approved and designated as the official redevelopment plan for the Project Area. The Third Amendment, consisting of eight (8) pages and three (3) exhibits, is incorporated into this Ordinance by reference and made a part of the Ordinance as if set out in full in the Ordinance. The City Clerk of the City of Brisbane is hereby directed to keep on file a copy of the Third Amendment and the minutes of the meeting at which this Ordinance is adopted. The Agency is vested with the continuing responsibility to implement the Third Amendment.

The Executive Director of the Agency is hereby directed to record the Third Amendment in compliance with the provisions of Health and Safety Code Section 33456 and Government Code Section 27295.

If any provision, section, subsection, subdivision, sentence, clause or phrase of this Ordinance or the Third Amendment 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 Ordinance or the Third Amendment.

SECTION 5: This Ordinance shall be published once in the San Mateo County Times, within fifteen (15) days from and after its adoption, and shall take effect and be enforced thirty (30) days after its adoption.



Clara A. Johnson, Mayor



The above and foregoing Ordinance was regularly introduced and, after the waiting time required by law, was thereafter passed and adopted at a regular meeting of the City Council of the City of Brisbane held on the 13th day of May, 2002, by the following vote:

AYES: Councilmembers Barnes, Panza, Richardson, and Mayor Johnson

NOES: None

ABSENT: Mayor Pro Tem Bologoff

ABSTAIN: None


Sheri Marie Schroeder
City Clerk

APPROVED AS TO FORM:


Harold S. Toppel, City Attorney





CITY OF BRISBANE

50 Park Place
Brisbane, California 94005-1310
(415) 508-2100
Fax (415) 467-4989



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When recorded, please return to:

City Clerk
City of Brisbane
50 Park Place
Brisbane, California 94005-1310

AFFIDAVIT AND STATEMENT

STATE OF CALIFORNIA)
COUNTY OF SAN MATEO)SS

Sheri Marie Schroeder, being first duly sworn, deposes and says:

That she is now and at all times herein mentioned the duly appointed and qualified City Clerk of the City of Brisbane.

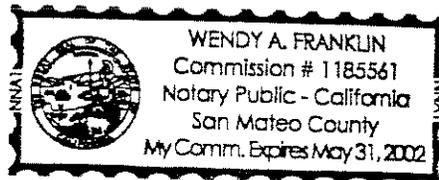
That by proceedings instituted under the California Community Redevelopment Law, Health and Safety Code Sections 33000 et seq. ("CRL), the City Council of the City of Brisbane did on May 13, 2002, by final adoption of City Council Ordinance No. 464, approve and adopt the Third Amendment to the Redevelopment Plan for Brisbane Community Redevelopment Project Area Number One ("Third Amendment") as shown on the map attached hereto as Exhibit "A," described in the boundary description attached hereto as Exhibit "B" and incorporated herein. Proceedings for the adoption of the Third Amendment were instituted under the CRL.

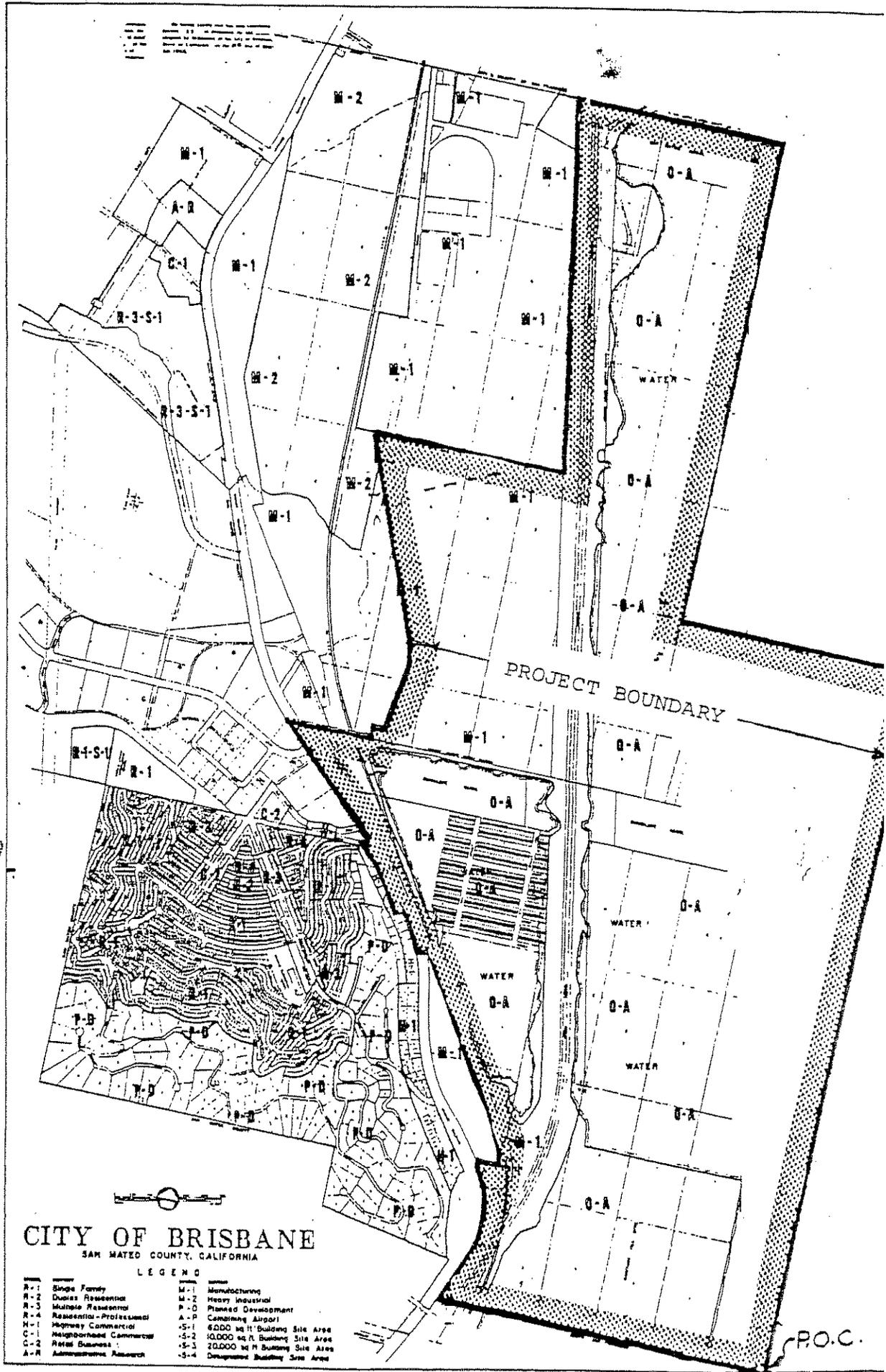
Witness my hand this 15th day of May, 2002.

Sheri Marie Schroeder
City Clerk

Subscribed and sworn to before me this 15 day of May, 2002

Wendy A. Franklin
Notary Public in and for the County of
San Mateo, State of California





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CITY OF BRISBANE
 SAN MATEO COUNTY, CALIFORNIA

LEGEND

- | | |
|--------------------------------|--------------------------------------|
| R-1 Single Family | M-1 Manufacturing |
| R-2 Duplex Residential | M-2 Heavy Industrial |
| R-3 Multiple Residential | P-D Planned Development |
| R-4 Residential - Professional | A-P Containing Airport |
| M-1 Highway Commercial | -S-1 6000 sq ft Building Site Area |
| C-1 Retail Business | -S-2 10,000 sq ft Building Site Area |
| A-R Administrative Research | -S-3 20,000 sq ft Building Site Area |
| | -S-4 Designated Building Site Area |

P.O.C.

EXHIBIT B

PROJECT AREA NUMBER ONE LEGAL DESCRIPTION

The Brisbane Community Redevelopment Project Area Number One is located in the City of Brisbane, County of San Mateo, State of California, and is particularly described as follows:

Commencing at the southwest corner of the northeast one quarter of Section 14, Township 3 south, Range 5 west, thence north along the southerly line of said quarter section north 7920.00 feet, more or less, to the line between Sections 11 and 2; thence along said section line west 2640 feet, more or less; thence north 5280 feet, more or less, to the city limits of San Francisco also being the northerly line of said Township; thence west 2300 feet, more or less, along said city limits to the westerly line of the Bayshore Freeway Route 101 right of way (450 feet wide); thence southeasterly along said right of way 4100 feet, more or less, to the northerly line of lot 30 of Section 3 of said Township; thence west along said northerly line to the easterly line of a proposed 80 foot wide street, known as Tunnel Avenue extension, thence southerly along said easterly line south 14°21'51" east 2,430 feet, more or less to the beginning of tangent curve to the right; thence along the arc of said curve having a radius of 550 feet through a central angle of 28°06'26" for an arc distance of 269.81 feet; thence south 13°44'35" west 747 feet; thence north 76°15'25" west 80.00 feet; thence south 13°44'35" west 80 feet, more or less, to the northerly line of Guadalupe Canal; thence along said northerly line 740 feet, more or less, to the westerly line of Bayshore Boulevard; thence along said westerly line the following courses:

1. South 45°57'25" east 1610 feet, more or less, to an angle point;
2. West 90 feet, more or less, to an angle point;
3. South 45°57'25" east 97.88 feet;
4. Along the arc of a curve concave to the southwest having a radius of 2275 feet, for an arc distance of approximately 575 feet;
5. South 33°44'00" east 229.41 feet;
6. North 56°16'00" east 62.50 feet;
7. Thence along the arc of a tangent curve concave to the southwest having a radius of 1437.50 feet, through a central angle of 12°54'56" for an arc distance of 324.04 feet;

Thence leaving said westerly line north 69°10'56" east 125 feet to the easterly line of Bayshore Boulevard and its intersection with the northeasterly line of Assessor's Parcel No. 007-150-010, said intersection also being on the westerly line of Southern Pacific Railroad's right of way; thence along said northeasterly line south 33°43'15" east 1537.52 feet; thence north 33°17'04" west 235.94 feet; thence north 30°39'02" west 229.71 feet; thence along the arc of a curve concave to the southwest having a radius of 2511.60 feet for a distance of 524.49 feet; thence



north 85°20'00" west 263.48 feet to the easterly line of Bayshore Boulevard; thence along said easterly line south 04°40'00" east 108.35 feet; thence south 60°20'30" east 52.08 feet; thence south 04°05'59" east 59.16 feet; thence south 37°40'00" east 22.00 feet; thence along the arc of a curve concave to the southeast having a radius of 762.50 feet for a distance of 380.45 feet to the westerly line of Bayshore Freeway Route 101; thence continuing along said curve and westerly line 450 feet, more or less, to a tangent; thence along said tangent of the westerly line of Bayshore Freeway Route 101 700 feet, more or less, to its intersection with the westerly prolongation of the southerly line of lot 16 of Section 15, Township 3 south, Range 5 west; thence easterly along said southerly line of lot 16, Section 15, and the southerly line of the northeast one quarter of Section 14, 3780 feet, more or less, to the point of beginning.



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Brisbane Community Redevelopment Project Area
Number One

Third Amendment to the Redevelopment Plan

Adopted:

May 13, 2002

Ordinance No. 464

March 6, 2002

Redevelopment Agency of the City of Brisbane
50 Park Place
Brisbane, California 94005-1310



Rosenow Spevacek Group, Inc.

217 North Main Street, Suite 300
Santa Ana, California 92701-4822
Phone: (714) 541-4585
Fax: (714) 836-1748
E-Mail: info@webrsg.com

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Exhibit B - Land Use Map

Exhibit C - Project Area Legal Description

THIRD AMENDMENT
TO THE
REDEVELOPMENT PLAN
FOR
BRISBANE COMMUNITY REDEVELOPMENT PROJECT AREA NUMBER ONE

INTRODUCTION

The City Council of the City of Brisbane ("City Council") approved and adopted the Redevelopment Plan for Brisbane Community Redevelopment Project Area Number One ("Redevelopment Plan") on December 6, 1976, by Ordinance No. 219. The Redevelopment Plan was subsequently amended on January 9, 1995, by Ordinance No. 396 and on November 8, 1999, by Ordinance No. 442, to establish certain time and financial limitations imposed by the passage of Assembly Bills 1290 and 1342.

This document presents the Third Amendment to the Redevelopment Plan for Brisbane Community Redevelopment Project Number One ("Third Amendment"); the Third Amendment makes the following changes to the text of the Redevelopment Plan:

1. Re-establish the Redevelopment Agency's power of eminent domain within Brisbane Community Redevelopment Project Number One for twelve (12) years, as allowed by the California Community Redevelopment Law, Health and Safety Code Section 33000, et seq., which will enable the Agency to further implement redevelopment initiatives envisioned in the Redevelopment Plan; and
2. Increase the amount of bonded indebtedness that may be outstanding at any one time to \$50 million, to allow the Agency to complete the projects and programs proposed at the time the Redevelopment Plan was adopted; and
3. Provide on-going conformity with the City General Plan.

It is important to note that the changes by this Third Amendment are not to be construed to amend, modify, change or affect in any way other sections of the Redevelopment Plan. The Third Amendment does not add territory to the Brisbane Community Redevelopment Project Area Number One, add public facility or infrastructure projects to the Redevelopment Plan, nor does it increase the limitation on the number of dollars to be allocated to the Redevelopment Agency (i.e., raise the tax increment limit). The proposed amendments are delineated on the following pages.

Through the Third Amendment the Redevelopment Plan will be amended as follows:

AMENDMENT NO. 1

Section V. FINANCING OF THE PROJECT, D. Limitations on Financing, 3. Time Limit for Commencement of Eminent Domain Proceedings shall be revised to read as follows:

3. Time Limit for Commencement of Eminent Domain Proceedings

A time limit of twelve years from the effective date of the Ordinance adopting the Third Amendment to the Redevelopment Plan for Brisbane Community Redevelopment Project Area Number One is established for commencement of eminent domain proceedings to acquire property within the Project Area. This time limit may be extended only by amendment of this Plan.

AMENDMENT NO. 2

Section V. FINANCING OF THE PROJECT, D. Limitations on Financing, 3. Time Limit on Amount of Bond Indebtedness shall be revised to read as follows:

4. Limit on the Amount of Bond Indebtedness

The amount of bonded indebtedness which can be outstanding at one time is \$50 million dollars. This limit may be exceeded only by amendment of this Plan.

AMENDMENT NO. 3

A. Section II. GENERAL DEFINITIONS D. "General Plan" shall be revised to read as follows:

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

B. Section II. GENERAL DEFINITIONS P. "Zoning Ordinance" shall be revised to read as follows:

"P. "Zoning Ordinance" means the City of Brisbane Zoning Ordinance, as it now exists or may hereafter be amended."

C. Section VI. LAND USES, CONTROLS AND PROCESSING shall be revised to read as follows:

"VI. 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 allowable land uses, land use standards, development goals, objectives and policies, and other evaluation guidelines of the Redevelopment Plan shall be those set forth in the General Plan, together with the specific redevelopment goals and objectives outlined in Part IV of the Redevelopment Plan (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 the Redevelopment 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 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 officials shall perform the same functions for consideration and approval or disapproval of development applications, permits and other entitlements for properties within the Project Area that are subject to the Redevelopment Plan, as for properties outside the Project Area that are not subject to the Redevelopment 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 Project Area in accordance with the terms of such amendment.

B. PERMITTED LAND USES

As noted in the overview to this Part, the Redevelopment Plan adopts the land uses set forth in the General Plan as the allowable 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 the Redevelopment Plan.

C. LAND USE MAP: PUBLIC RIGHTS OF WAY

1. Land Use Map

The land use map (Exhibit B of the Redevelopment Plan) shows the current General Plan land uses, major circulation routes and street layout, and the property proposed to be devoted to public purposes within the 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 Redevelopment Plan with the General Plan, as provided in Sections A and B above.

2. Public Streets and Rights-of-Way

All streets within the 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 Project Area (including existing streets to be retained and their relationship to major public facilities) is shown on the land use map (Exhibit B of the Redevelopment Plan). 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 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 the Redevelopment 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 Project Area is hereby subject to the goals, objectives, policies, controls and requirements of the Redevelopment 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 Redevelopment Plan except in conformance with the provisions of the Redevelopment 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 Section 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, if any, in the Project Area shall be governed by the applicable City land use regulations in effect from time to time.

3. Rehabilitation

Any structure within the Project Area which will be retained as part of the Redevelopment 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 Redevelopment 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 Spaces and Landscaping

The standards for open space to be provided within the 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 the Redevelopment Plan. The precise amount of open space, if any, to be provided in the Project Area will depend on the particular plans for development submitted by developers of private property in the 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 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, prior to the erection or installation of signs in any part of the Project Area.

8. Nondiscrimination and Nonsegregation

As set forth in more detail in Section V.I of the Redevelopment Plan, there shall be no discrimination or segregation based on race, color, creed, religion, sex, sexual orientation, marital status, national origin, mental or physical disability, or ancestry permitted in the sale, lease, sublease, transfer, use, occupancy, tenure, or enjoyment of property in the Project Area.

9. Resubdivision of Parcels

After rehabilitation and development pursuant to the Redevelopment Plan, no parcel in the 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 Project Area, such grant of variance shall be deemed to constitute a comparable variance from the land use standards of the Redevelopment 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 the Redevelopment Plan; and

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

No such variance shall be granted which changes a basic land use pursuant to the Redevelopment Plan or which permits other than a minor departure from the provisions of the Redevelopment 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 Redevelopment Plan.

E. ADOPTION OF ADDITIONAL STANDARDS FOR DEVELOPMENT

Within the limits, restrictions and controls established in the General Plan, the Zoning Ordinance, and the Redevelopment 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 Redevelopment Plan. Such guidelines and/or standards may relate to both private and public areas within the 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 Project Area from the date of adoption of the Redevelopment 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 the Redevelopment 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), the maximum number of dwelling units in the Project Area shall be regulated as provided in the General Plan and the Zoning Ordinance, as they now exist or may hereafter be amended. Currently, there are no residential uses allowed in the Project Area under the General Plan and Zoning Ordinance, and no dwelling units are located in the Project Area at this time.

H. AFFORDABLE HOUSING

Currently, residential uses are not contemplated in the Project Area. To the extent, and only if new residential development occurs in the Project Area and only if permitted by applicable General Plan and Zoning Ordinance provisions, then by regulation or policy guideline 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 Project Area (if any) 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 the Redevelopment Plan with respect to parcels developed with new or rehabilitated residential structures in the Project Area regardless of whether such parcels are developed with Agency assistance or participation."

EXHIBIT A
PROJECT AREA MAP

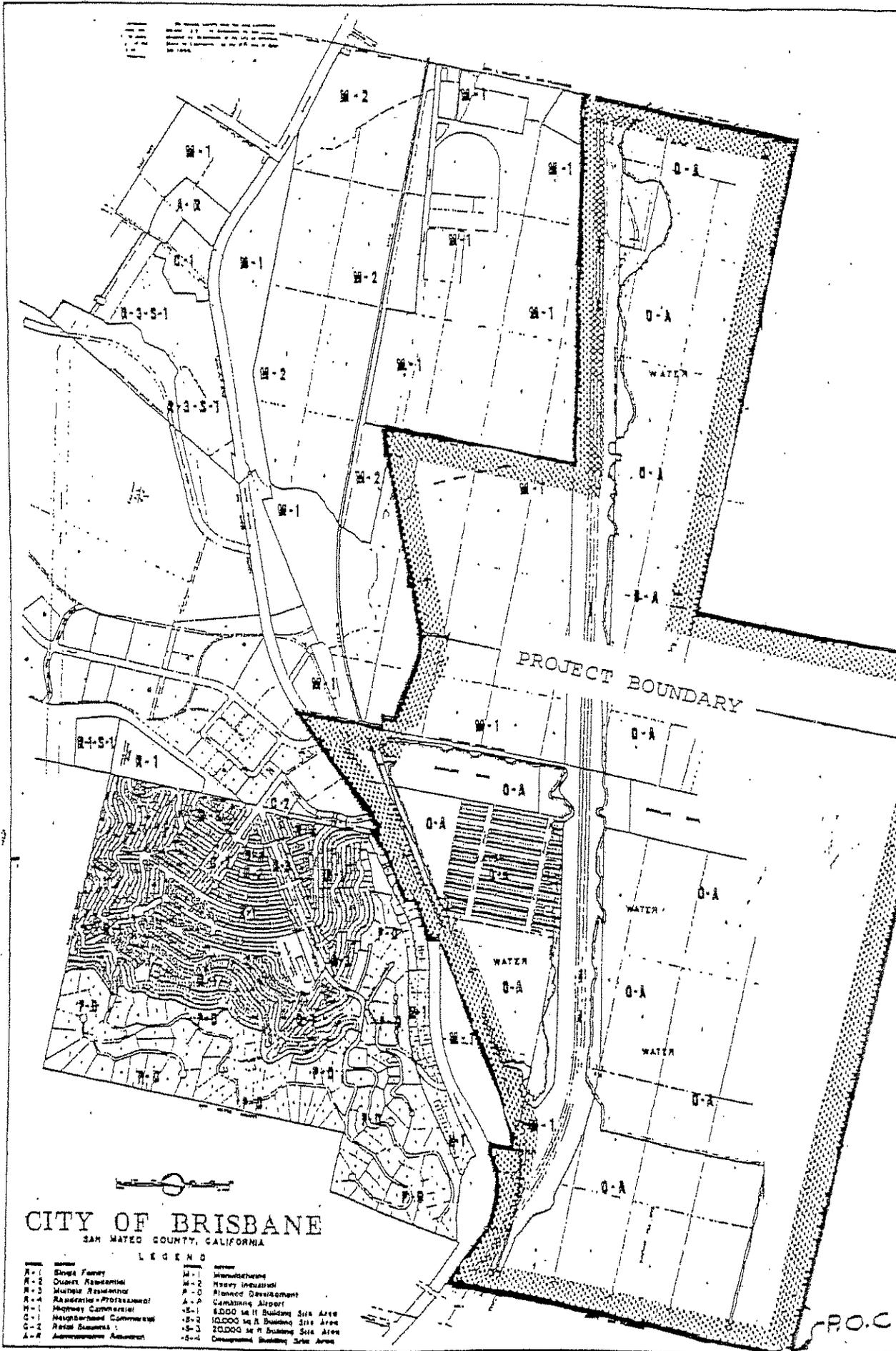


EXHIBIT B
LAND USE MAP

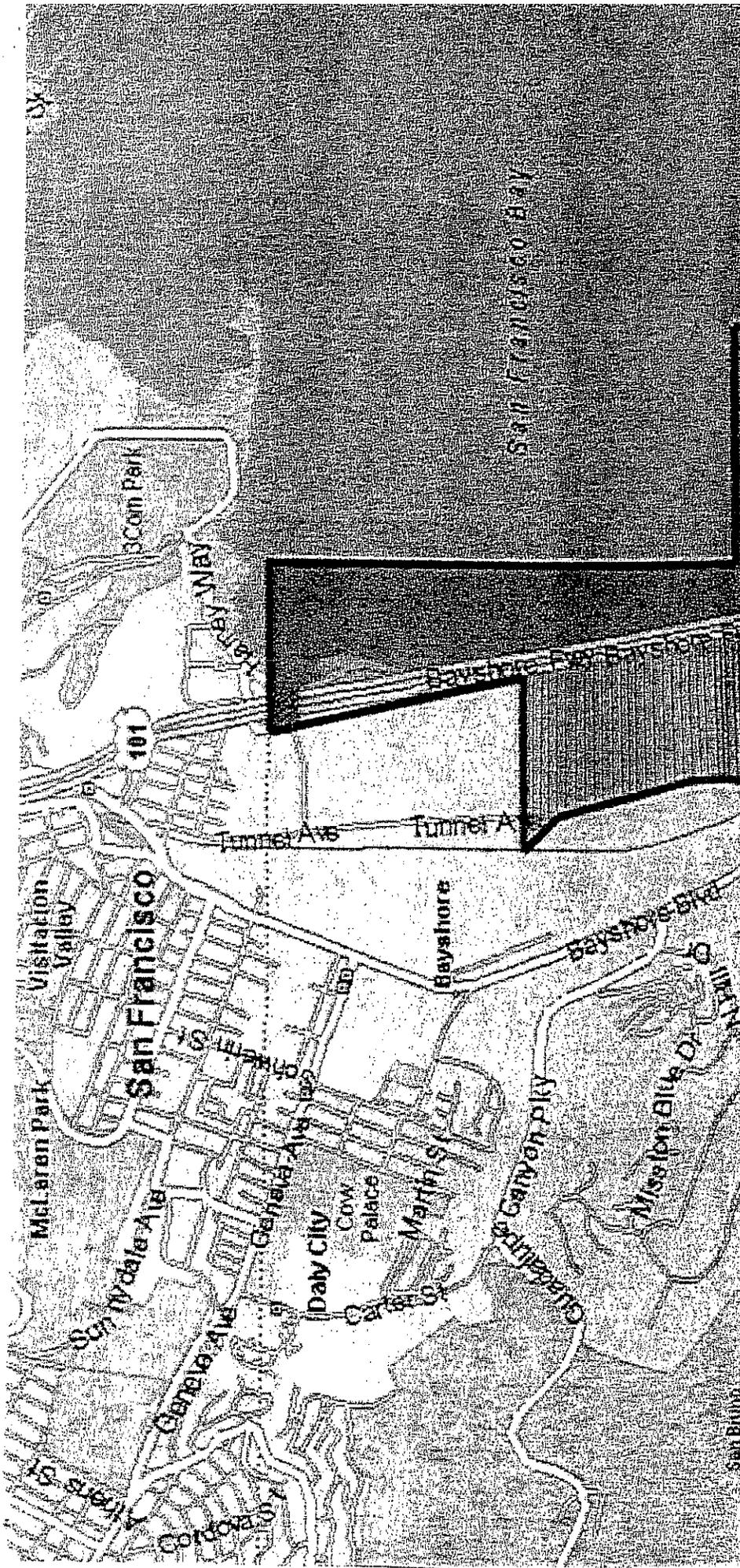


Exhibit B

Legend

- Public Facilities and Parks
- ▨ Sierra Point Commercial/Retail/Office
- ▩ Heavy Commercial
- ▧ Trade Commercial/Planned Development
- ▦ Aquatic Areas - Marsh/Lagoon/Bayfront

EXHIBIT C

PROJECT AREA LEGAL DESCRIPTION

- L. "Project Area" means the area included within the boundaries of the Brisbane Community Redevelopment Project Area Number One Redevelopment Plan.
- M. "Real Property" means land; including land under water and waterfront property; buildings, structures, fixtures, and improvements on the land; and property appurtenant to or used in connection with the land; every estate, interest privilege, easement, franchise, and right in land, including but not limited to rights-of-way, terms for years, and liens, charges, or encumbrances by way of judgment, mortgage or otherwise and the indebtedness secured by such liens.
- N. "Redevelopment Law" means the Community Redevelopment Law of the State of California. (California Health and Safety Code, Section 33000 et seq.)
- O. "State" means the state of California.
- P. "Zoning Ordinance" means the current Zoning Ordinance of the city of Brisbane, California.

III.

PROJECT AREA BOUNDARIES

The Brisbane Community Redevelopment Project Area Number One, hereinafter called the "Project Area", is delineated on the Project Boundary Map designated as Exhibit A, attached hereto and by this reference made a part hereof, and is more particularly described as follows:

Commencing at the southwest corner of the northeast one quarter of Section 14, Township 3 south, Range 5 west, thence north along the southerly line of said quarter section north 7920.00 feet, more or less, to the line between Sections 11 and 2; thence along said section line west 2640 feet, more or less; thence north 5280 feet, more or less, to the city limits of San Francisco also being the northerly line of said Township; thence west 2300 feet, more or less, along said city limits to the westerly line of the Bayshore Freeway Route 101 right of way (450 feet wide); thence southeasterly along said right of way 4100 feet, more or less, to the northerly line of lot 30 of Section 3 of said Township; thence west along said northerly line to the easterly line of a proposed 80 foot wide street, known as Tunnel Avenue extension, thence southerly along said easterly line south $14^{\circ}21'51''$ east 2,430 feet, more or less to the beginning of a tangent curve to the right; thence along the

arc of said curve having a radius of 550 feet through a central angle of $28^{\circ}06'26''$ for an arc distance of 269.81 feet; thence south $13^{\circ}44'35''$ west 747 feet; thence north $76^{\circ}15'25''$ west 80.00 feet; thence south $13^{\circ}44'35''$ west 80 feet, more or less, to the northerly line of Guadalupe Canal; thence along said northerly line 740 feet, more or less, to the westerly line of Bayshore Boulevard; thence along said westerly line the following courses:

1. South $45^{\circ}57'25''$ east 1610 feet, more or less, to an angle point;
2. West 90 feet, more or less, to an angle point;
3. South $45^{\circ}57'25''$ east 97.88 feet
4. Along the arc of a curve concave to the southwest having a radius of 2275 feet, for an arc distance of approximately 575 feet;
5. South $33^{\circ}44'00''$ east 229.41 feet;
6. North $56^{\circ}16'00''$ east 62.50 feet;
7. Thence along the arc of a tangent curve concave to the southwest having a radius of 1437.50 feet, through a central angle of $12^{\circ}54'56''$ for an arc distance of 324.04 feet;

Thence leaving said westerly line north $69^{\circ}10'56''$ east 125 feet to the easterly line of Bayshore Boulevard and its intersection with the northeasterly line of Assessor's Parcel No. 007-150-010, said intersection also being on the westerly line of Southern Pacific Railroad's right of way; thence along said northeasterly line south $33^{\circ}43'15''$ east 1537.52 feet; thence north $33^{\circ}17'04''$ west 235.94 feet; thence north $30^{\circ}39'02''$ west 229.71 feet; thence along the arc of a curve concave to the southwest having a radius of 2511.60 feet for a distance of 524.49 feet; thence north $85^{\circ}20'00''$ west 263.48 feet to the easterly line of Bayshore Boulevard; thence along said easterly line south $04^{\circ}40'00''$ east 108.35 feet; thence south $60^{\circ}20'30''$ east 52.08 feet; thence south $04^{\circ}05'59''$ east 59.16 feet; thence south $37^{\circ}40'00''$ east 22.00 feet; thence along the arc of a curve concave to the southeast having a radius of 762.50 feet for a distance of 380.45 feet to the westerly line of Bayshore Freeway Route 101; thence continuing along said curve and westerly line 450 feet, more or less, to a tangent; thence along said tangent of the westerly line of Bayshore Freeway Route 101 700 feet, more or less, to its intersection with the westerly prolongation of the southerly line of lot 16 of Section 15, Township 3 south, Range 5 west; thence easterly along said southerly line of lot 16, Section 15, and the southerly line of the northeast one quarter of Section 14, 3780 feet, more or less, to the point of beginning.