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315467

When Recorded Mail To:

City Clerk, City of Riverside
City Hall
3900 Main Street
Riverside, CA 92522

Project: SPA 3-878; R-48-878

RECEIVED FOR RECORD
AT 5:00 O'CLOCK P.M.

OCT 28 1988

Recorded in Official Records
of Riverside County, California

William F. Bondy
Recorder
Fees \$

COVENANT AND AGREEMENT

This COVENANT AND AGREEMENT is made this 20th day of October, 1988, by Spectrum Associates No. I, a California general partnership, and Charles W. Ware, Josephine P. Ware, William Austin, and Bart Singletary, with reference to the following facts:

A. Spectrum Associates No. I is the fee owner of certain real property situated in the City of Riverside, County of Riverside, State of California, described in Exhibit "A", attached hereto and incorporated herein by reference.

B. Charles W. Ware, Josephine P. Ware, William Austin, and Bart Singletary are the fee owners of certain real property situated in the City of Riverside, County of Riverside, State of California, described in Exhibit "B", attached hereto and incorporated herein by reference. The real property described in Exhibits "A" and "B" attached hereto is hereinafter referred to as the "Subject Property".

C. The City of Riverside has approved amendments to its General Plan, the Sycamore Canyon Business Park Specific Plan, and the Municipal Code to change the land use designation and zoning for the Subject Property to allow retail business and office use.

D. The City of Riverside, as a condition of approving the amendments to its General Plan, the Sycamore Canyon Business Park Specific Plan, and the Municipal Code, has imposed certain requirements related to the dedication of street rights-of-way, easements for utility and other public purposes, and provisions for certain improvements, including plan preparation and traffic study, more specifically set forth as conditions 7 through 25, 27, 28 and 30, inclusive, of cases SPA-3-878 and R-48-878.

TSDEVE08.68/10-14-88/SAN/SMB

E. The City of Riverside is permitting deferral of compliance with the conditions referred to above until after the formation and funding of an assessment district authorized to complete the conditions referred to above upon the further condition that the Subject Property be subjected to a recorded Covenant and Agreement giving notice that completion of the above-referenced conditions will be required prior to issuance of any building permit for the Subject Property.

NOW, THEREFORE, in consideration of the granting of the deferment above-described, the undersigned hereby covenant and agree with the City of Riverside as follows:

1. There shall be no further development of the Subject Property for which a building permit is required and no building permit shall be issued until such time as all of the conditions described above which were conditions of the approval of the amendments to the General Plan, Sycamore Canyon Business Park Specific Plan and Municipal Code (cases SPA-3-878 and R-48-878) have been satisfied by the assessment district to be formed or otherwise.

2. The terms of this Covenant and Agreement may be enforced by the City of Riverside, or its successors or assigns. Should any action be brought to interpret or enforce the terms of this Covenant and Agreement, the prevailing party in such litigation shall be entitled to recover reasonable attorneys' fees, expert witnesses' fees, and reasonable costs of suit.

3. This Covenant and Agreement shall run with the land and shall be binding upon the undersigned, their successors and assigns, and shall not be amended or terminated without the express written consent of the City Council of the City of Riverside, duly recorded.

315467

IN WITNESS WHEREOF, the undersigned have caused this Covenant and Agreement to be executed the day and year first written above.

Spectrum Associates No. I,
a California general partnership

By: [Signature]
Jay Self,
General Partner

By: [Signature]
Mark Thompson,
General Partner

By: [Signature]
Richard Rollneck,
General Partner

[Signature]
Charles W. Ware

[Signature]
Josephine P. Ware

[Signature]
William Austin

[Signature]
Bart Singletary

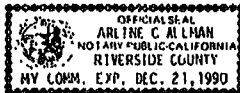
Approved as to Form:

[Signature]
Assistant City Attorney

State of California)
) ss
 County of Riverside)

On this 20th day of October, 1988, before me, the undersigned Notary Public, personally appeared Jay Self, Mark Thompson and Richard Rollnick, personally known to me to be the persons who executed the within instrument on behalf of Spectrum Associates No. I, a California general partnership, and acknowledged to me that the partnership executed it.

WITNESS, my hand and official seal.

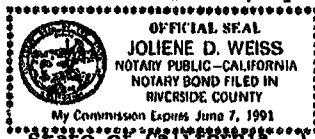


Arline C. Alman
 Notary Public

State of California)
) ss
 County of Riverside)

On the 20 day of October, 1988, before me, the undersigned Notary Public, personally appeared Charles W. Ware, known to me to be the person whose name is subscribed to the within instrument and acknowledged to me that he executed the same.

WITNESS, my hand and official seal.

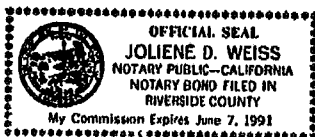


Jolene D. Weiss
 Notary Public

State of California)
) ss
 County of Riverside)

On the 20 day of October, 1988, before me, the undersigned Notary Public, personally appeared Josephine P. Ware, known to me to be the person whose name is subscribed to the within instrument and acknowledged to me that she executed the same.

WITNESS, my hand and official seal.



Jolene D. Weiss
 Notary Public

State of California)
) ss
 County of Riverside)

On the 24th day of October, 1988, before me, the undersigned Notary Public, personally appeared William Austin, known to me to be the person whose name is subscribed to the within instrument and acknowledged to me that he executed the same.

WITNESS, my hand and official seal.

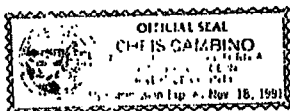


Chris Gambino
 Notary Public

State of California)
) ss
 County of Riverside)

On the 24th day of October, 1988, before me, the undersigned Notary Public, personally appeared Bart Singletary, known to me to be the person whose name is subscribed to the within instrument and acknowledged to me that he executed the same.

WITNESS, my hand and official seal.



Chris Gambino
 Notary Public

315467

EXHIBIT "A"

The Southeast quarter of the Southwest quarter of the Southwest quarter of Section 10, Township 3 South, Range 4 West, San Bernardino Base and Meridian; EXCEPTING therefrom the South 40 feet; and

The West one-half of the West one-half of the Southeast quarter of the Southwest quarter of Section 10, Township 3 South, Range 4 West, San Bernardino Base and Meridian; EXCEPTING therefrom the South 40 feet; and

The East one-half of the Northeast quarter of the Southwest quarter of the Southwest quarter of Section 10, Township 3 South, Range 4 West, San Bernardino Base and Meridian; and

The West one-half of the Northeast quarter of the Southwest quarter of the Southwest quarter of Section 10, Township 3 South, Range 4 West, San Bernardino Base and Meridian; and

That portion of Parcel 2 of Parcel Map 23026 recorded in Parcel Map Book 147 at pages 69 and 70, records of Riverside County, California, described as follows:

All of said Parcel 2 excepting that portion lying southwesterly of the following described line; beginning at the Northwest corner of said Parcel 2, said corner also being the West Quarter corner of Section 10, Township 3 South, Range 4 West, San Bernardino Base and Meridian.

Thence North $89^{\circ}23'56''$ East along the North line of said Parcel 2, also being the North line of the Southwest quarter of said Section 10, a distance of 21.67 feet to the beginning of a non-tangent curve concave Northeasterly and the true point of beginning,

Thence Southeasterly along said non-tangent curve having a radius of 844.00 feet, through a central angle of $42^{\circ}03'08''$ an arc distance of 619.45 feet; the initial radial line of said non-tangent curve bears South $76^{\circ}12'19''$ West;

Thence South $55^{\circ}50'49''$ East a distance of 665.71 feet;

Thence Southeasterly on a curve concave Southwesterly, having a radius of 761.00 feet, through a central angle of $41^{\circ}35'08''$ an arc distance of 552.34 feet to the Southerly line of said Parcel 2.

TSDEVE08.70/10-14-88/SAN/SMB

DESCRIPTION APPROVAL: 10, 28, 98

George P. Hutchinson
CITY OF RIVERSIDE



315467

EXHIBIT "B"

Parcel 1 of Parcel Map 23026 recorded in
Parcel Map Book 147 at pages 69 and 70, Records of
Riverside County, California.

DESCRIPTION APPROVAL: 10, 28, 88
George P. Hutchinson
SUPERVISOR, CITY OF RIVERSIDE

TSDEVE08.70/10-14-88/SAN/SMB

RECORDING REQUESTED BY:

WHEN RECORDED MAIL TO:

City Clerk
City of Riverside
City Hall, 3900 Main Street
Riverside, California 92522

Project: Parcel Map 23026

RECEIVED FOR RECORD
AT 2:00 O'CLOCK P.M.

DEC 18 1987

Recorded in Office of the
Recorder of Deeds, County of
Riverside, California

William F. Flansburg
Recorder

COVENANT AND AGREEMENT

THIS COVENANT AND AGREEMENT is made this 16th day of December, 1987, by HELEN M. GOLDSCHMIDT, Executor of the Will of PAUL GOLDSCHMIDT, deceased, as to an undivided one-half interest, LUCILE GOLDSCHMIDT, a widow, as to an undivided one-fourth interest, LUCILE GOLDSCHMIDT, a widow, and ADLAI F. GOLDSCHMIDT, in trust, as to an undivided one-fourth interest, the owners of record of the real property situated in the City of Riverside, County of Riverside, State of California, described on Exhibit "A" attached hereto and incorporated by reference herein (the "Property").

WHEREAS, the City of Riverside has approved the subdivision of the Property into two parcels pursuant to Parcel Map No. 23026; and

WHEREAS, the City of Riverside, as a condition of approving Parcel Map No. 23026, has imposed certain requirements related to the dedication of street rights-of-way, easements for utility and other public purposes, and provision for certain improvements including plan preparation, all as more specifically set forth in the conditions of approval for Parcel Map No. 23026; and

WHEREAS, the City of Riverside is permitting the undersigned to defer compliance with the conditions referred to above until after the recordation of Parcel Map No. 23026 upon the further condition that the Property be subject to a recorded Covenant and Agreement giving notice that rights-of-way dedications and off-site improvements including utilities and plan preparation will be required prior to further development or subdivision of the Property;

NOW, THEREFORE, in consideration of the granting of the deferment above-described, the undersigned hereby covenant and agree with the City of Riverside as follows:

1. Except for the recordation of Parcel Map No. 23026, there shall be no further subdivision or development of either parcel of the Property until such time as the owner of the subject parcel has complied with all the deferred conditions described above which were conditions of the approval of the Parcel Map No. 23026 applicable to the parcel involved and with such other conditions as may be imposed by the City of Riverside as requirements for such further development or subdivision.

Please record for the benefit of the City of

Riverside
Property Services Manager

357272

357272

2. The terms of this Covenant and Agreement may be enforced by the City of Riverside, or its successors or assigns. Should any action be brought to interpret or enforce the terms of this Covenant and Agreement, the prevailing party in such litigation shall be entitled to recover reasonable attorneys' fees, expert witness fees and reasonable costs of suit.

3. This Covenant and Agreement shall run with the land and shall be binding upon the undersigned, their successors and assigns, and shall continue in effect until such time as it has been released by the City Council of the City of Riverside.

IN WITNESS WHEREOF, the undersigned have caused this Covenant and Agreement to be executed the day and year first written above.

Helen M. Goldschmidt
Helen M. Goldschmidt,
Executor of Will of Paul
Goldschmidt, Deceased

Lucile Goldschmidt
Lucile Goldschmidt

Lucile Goldschmidt
Lucile Goldschmidt, in trust

Adlai F. Goldschmidt
Adlai F. Goldschmidt, in trust

APPROVED AS TO FORM:

[Signature]
Assistant City Attorney

BP/1119A/jm
12/8/87

F. NO. NN00627
1944 CA (9-84)

dividual)

STATE OF CALIFORNIA
COUNTY OF Los Angeles

TICOR TITLE INSURANCE

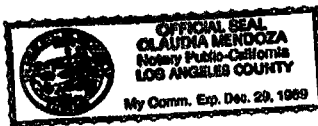
} ss.

On December 16, 1987 before me, the undersigned, a Notary Public in and for
said State, personally appeared Helen M. Goldschmidt, Executor of Will
of Paul Goldschmidt, Deceased

_____, personally known to me or
proved to me on the basis of satisfactory evidence to be
the person whose name _____ subscribed to the
within instrument and acknowledged that she exe-
cuted the same.

WITNESS my hand and official seal.

Signature Claudia Mendoza



(This area for official notarial seal)

STATE OF CALIFORNIA

COUNTY OF Sacramento

} ss.

On this 15th day of December, in the year 19 87,
before me, the undersigned, a Notary Public in and for said State, personally appeared
Lucile Goldschmidt and Adlai F. Goldschmidt

_____, personally known to me
(or proved to me on the basis of satisfactory evidence) to be the person whose name _____
subscribed to the within instrument, and acknowledged to me that they
executed it.

WITNESS my hand and official seal.

Etta M. Engell
Notary Public in and for said State.
Etta M Engell



ACKNOWLEDGMENT - General - Voluntary Form 233CA - Rev. 5-82
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STATE OF CALIFORNIA

COUNTY OF Sacramento

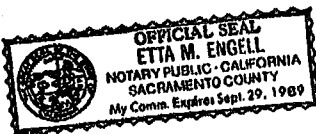
} ss.

On this 15th day of December, in the year 19 87,
before me, the undersigned, a Notary Public in and for said State, personally appeared
Lucile Goldschmidt

_____, personally known to me
(or proved to me on the basis of satisfactory evidence) to be the person whose name _____
is subscribed to the within instrument, and acknowledged to me that she
executed it.

WITNESS my hand and official seal.

Etta M. Engell
Notary Public in and for said State.
Etta M Engell



ACKNOWLEDGMENT - General - Voluntary Form 233CA - Rev. 5-82
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357272

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EXHIBIT "A"

LEGAL DESCRIPTION OF PROPERTY

The land situated in the State of California,
County of Riverside, City of Riverside, described as
follows:

The southwest quarter of Section 10, Township
3 south, Range 4 west, San Bernardino Base and Meridian;

Excepting therefrom the east half of the
southwest quarter of said southwest quarter;

Also excepting therefrom the west half of the
west half of the southeast quarter of said southwest
quarter;

Also excepting therefrom that portion thereof
conveyed to the County of Riverside by document recorded
October 21, 1954 in Book 1644 Page 101 of Official
Records of Riverside County, California;

Also excepting therefrom that portion thereof
to the County of Riverside by document recorded May 2,
1956 in Book 1905 Page 340 of Official Records of
Riverside County, California.

DESCRIPTION APPROVAL 12/9/87
James P. Hutchinson by WF
SURVEYOR, CITY OF RIVERSIDE