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City Hall, 3900 Main Street
Riverside, California 92522

JUN 13 1997

Recorded in Official Records
of Riverside County, California

Recorder

Fees \$

Project: Zoning Case RZ-001-967
11213-11229 Indiana Ave.
Riverside, California

FOR RECORDER'S OFFICE USE ONLY

COVENANT AND AGREEMENT AND
DECLARATION OF RESTRICTIONS

THIS COVENANT AND AGREEMENT AND DECLARATION OF RESTRICTIONS is made and entered into this 11th day of June, 1997, by **MATTHEW E. WEBB** and **KATHERINE C. WEBB**, husband and wife as joint tenants, as to an undivided 12.5% interest, **SSS GROUP**, a California general partnership, as to an undivided 37.5% interest, and **MICHAEL A. GIURBINO** and **SUZANNE E. GIURBINO**, Trustees of the **MICHAEL and SUZANNE GIURBINO REVOCABLE TRUST**, dated July 26, 1988 (collectively, "Declarants"), with reference to the following facts:

A. Declarants are the fee owners of the that certain real property ("the Property") situated on the northerly side of Indiana Avenue, westerly of La Sierra Avenue, in the City of Riverside, County of Riverside, State of California, described in Exhibit "A", attached hereto and incorporated herein by this reference.

B. Declarants have submitted an application with the City of Riverside ("City") in Zoning Case RZ-001-967 to rezone the Property from the Single Family Residential ("R-1-65") Zone to the General Commercial ("C-3") Zone in order to permit the filing of a conditional use permit for a miniwarehouse facility to be constructed on the Property.

C. The Zoning Code of City permits a wide range of uses in the C-3 Zone, including certain uses which would not be compatible with the character and appearance of the surrounding single family residential neighborhood in which the Property is located.

D. As a condition to the approval of the rezoning of the Property to C-3 in Zoning Case RZ-001-967, Declarants are

required to execute and record a covenant that restricts the Property to only the following uses:

(1) Miniwarehouses for the storage of goods, materials, personal effects and recreational vehicles, subject to the standards as listed in Section 19.36.020(2)(K) of the Riverside Municipal Code and the granting of a conditional use permit.

(2) Any special uses listed in Chapter 19.64 of the Riverside Municipal Code subject to the granting of a conditional use permit except heliports, helistops and mineral extraction.

(3) Office uses listed in the Restricted Office ("RO") Zone as set forth in Chapter 19.20 of the Riverside Municipal Code.

E. Declarants desire to record a covenant and agreement acceptable to the Planning and Legal Departments of City which meets the above-referenced condition and restricts the use of the Property to the uses listed above to ensure its compatibility with the surrounding neighborhood.

NOW, THEREFORE, for the purpose of complying with a condition imposed by City for the rezoning of the Property from R-1-65 to C-3, and in consideration of such rezoning in Rezoning Case RZ-001-967, Declarants hereby covenant and agree with the City of Riverside that the Property is, and shall hereafter be, held, transferred, sold, conveyed, hypothecated, encumbered, leased, rented, used and occupied subject to the following covenants, conditions and restrictions:

1. The Property shall only be used for the following:

(a) Miniwarehouses for the storage of goods, materials, personal effects and recreational vehicles, subject to the standards as listed in Section 19.36.020(2)(K) of the Riverside Municipal Code, and the granting of a conditional use permit in accordance with the Zoning Code of City. A copy of Section 19.36.020(2)(K) is attached hereto as Exhibit "B", and incorporated herein by this reference.

(b) Any special uses listed in Chapter 19.64 of the Riverside Municipal Code subject to the granting of a conditional use permit except heliports, helistops and mineral extraction. The special uses listed in Chapter 19.64, excluding heliports, helistops and mineral extraction, are as follows:

(1) Cemeteries, columbariums, crematories, mausoleums, offices and uses connected with and incidental to cemetery use;

(2) Mortuaries and associate chapels, churches, church schools, parsonages, monasteries, convents and recreational or entertainment uses incidental to church purposes;

(3) Clubs and lodges (private, nonprofit) including a private catering business as an ancillary function provided that the conditional use permit specifically includes the catering business;

(4) Day nurseries, child care centers and preschool or nursery schools;

(5) Educational institutions and private elementary and high schools;

(6) Establishments involving large assemblages of people or automobiles such as open-air theaters, stadiums, auditoriums, exhibition halls and sports arenas;

(7) Hospitals and sanitariums;

(8) Libraries and museums (nonprofit);

(9) Public utility installations;

(10) Commercial radio and television transmitting and/or receiving stations, antennas and appurtenant support structures and facilities and any other antenna installation which constitutes the sole or principal use of a property;

(11) Recreational facilities, privately operated (excluding bowling alleys, ice skating rinks and roller skating rinks);

(12) Other special or unusual uses which provide an unusual combination of uses on a large scale or which the Planning Commission of City may determine to be similar, not more detrimental and equally essential to serve the public convenience and welfare;

(13) The occupancy of a single house car, mobile home, motor home or trailer for residential use on an unimproved lot, one acre or larger, for a period exceeding the fifteen days in any one calendar year prescribed by Section 19.68.050 of the Riverside Municipal Code, but not exceeding one year;

(14) Retail businesses and offices contained entirely within structures of historical, cultural or architectural significance provided all of the following criteria apply:

(i) The use, except for appurtenant off-street parking, is conducted entirely within the structure;

(ii) The structure is registered in the National Historic Register, a State Historical Landmark or a designated City Cultural Heritage Landmark or Structure of Merit;

(iii) The proposed use substantially preserves the significant characteristics of the structure;

(iv) The proposed use is not detrimental to the surrounding neighborhood;

(15) Certified farmers' market as defined in the Chapter 19.04 of the Riverside Municipal Code;

(16) The use of a mobile medical unit when such use is in conjunction with an established medical office or hospital and the mobile medical unit is to be located on the same property or on adjacent non-residential property; and

(17) Transitional shelter housing, group housing, permanent emergency shelter or drop-in center as defined in Chapter 19.04 of the Riverside Municipal Code.

(c) Office uses listed in the Restricted Office ("RO") Zone as set forth in Chapter 19.20 of the Riverside Municipal Code. The office uses listed in Chapter 19.20 for the RO Zone are set forth in Exhibit "C", attached hereto and incorporated herein by this reference.

2. Any person, whether an individual, corporation, association, partnership, or otherwise, who now or hereafter owns or acquires any right, title or interest in or to any portion of the Property shall be deemed to have consented and agreed to the restrictions on the use of the Property as set forth hereinabove.

3. The terms of this Covenant and Agreement and Declaration of Restrictions may be enforced by City, and its successors and assigns. Should City bring an action to enforce any of the terms of this Covenant and Agreement and Declaration of Restrictions, the prevailing party shall be entitled to court costs, including reasonable attorneys' fees.

4. This Covenant and Agreement and Declaration of Restrictions shall run with the land and each and all of its terms shall be binding upon Declarants, their heirs, successors and assigns, and shall continue in effect until such time as released by the City Council of the City of Riverside, California, by a writing duly recorded.

IN WITNESS WHEREOF Declarants have caused this Covenant and Agreement and Declaration of Restrictions to be executed the day and year first written above.

Matthew E. Webb
MATTHEW E. WEBB

Katherine C. Webb
KATHERINE C. WEBB

SSS GROUP, a California general partnership

By Scott S. Webb
a General Partner-Scott S. Webb

By Sandra W. Prend
a General Partner - Sandra W. Prend

By Stephen C. Webb
a General Partner - Stephen C. Webb

Michael A. Giurbino
MICHAEL A. GIURBINO, as Trustee of the Michael and Suzanne Giurbino Revocable Trust dated July 26, 1988

Suzanne E. Giurbino
SUZANNE E. GIURBINO, as Trustee of the Michael and Suzanne Giurbino Revocable Trust dated July 26, 1988

Approved as to Content:

Craig Aaron
Planning Department

Approved as to Form:

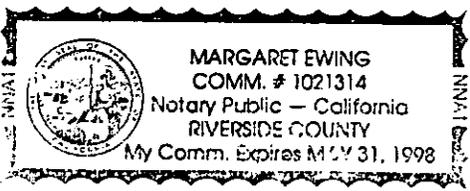
[Signature]
Assistant City Attorney

State of California)
County of Riverside) se

On June 11, 1997, before me, the undersigned, a Notary Public in and for said State, personally appeared Scott S. Webb

personally known to me (or proved to me on the basis of satisfactory evidence) to be the person(s) whose name(s) is/~~are~~ subscribed to the within instrument and acknowledged to me that he/~~she/they~~ executed the same in his/~~her/their~~ authorized capacity(ies), and that by his/~~her/their~~ signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

WITNESS my hand and official seal.



Margaret Ewing
Signature

CAPACITY CLAIMED BY SIGNER

- () Attorney-in-fact
- () Corporate Officer(s)
Title _____ Title _____
- () Guardian /Conservator
- () Individual(s)
- (x) Partner(s)
(x) General () Limited
- () Trustee(s)
- () Other _____

The party(ies) executing this document is/are representing:
SSS Group

State of California)
County of Riverside) se

On June 11, 1997, before me, the undersigned, a Notary Public in and for said State, personally appeared Sandra W. Prend

personally known to me (or proved to me on the basis of satisfactory evidence) to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

WITNESS my hand and official seal.



Margaret Ewing
Signature

CAPACITY CLAIMED BY SIGNER

- () Attorney-in-fact
- () Corporate Officer(s)
Title _____ Title _____
- () Guardian /Conservator
- () Individual(s)
- (x) Partner(s)
(x) General () Limited
- () Trustee(s)
- () Other _____

The party(ies) executing this document is/are representing:

SSS Group

State of California)
County of Riverside)se

On June 11, 1997, before me, the undersigned, a Notary Public in and for said State, personally appeared Stephen C. Webb

personally known to me (or proved to me on the basis of satisfactory evidence) to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/~~she/they~~ executed the same in his/~~her/their~~ authorized capacity(ies), and that by his/~~her/their~~ signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

WITNESS my hand and official seal.



Margaret Ewing
Signature

CAPACITY CLAIMED BY SIGNER

- () Attorney-in-fact
- () Corporate Officer(s)
Title _____ Title _____
- () Guardian /Conservator
- () Individual (s)
- (x) Partner(s)
(x) General () Limited
- () Trustee(s)
- () Other _____

The party(ies) executing this document is/are representing:

SSS Group

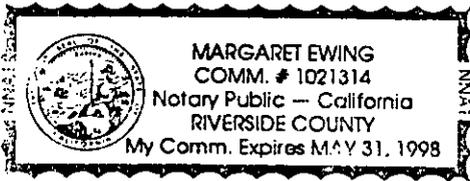
State of California)
County of Riverside)se

208364

On June 11, 1997, before me, the undersigned, a Notary Public in and for said State, personally appeared Matthew E. Webb and Katherine C. Webb

personally known to me (or proved to me on the basis of satisfactory evidence) to be the person(s) whose name(s) ~~is~~/are subscribed to the within instrument and acknowledged to me that ~~he~~/~~she~~/they executed the same in ~~his~~/~~her~~/their authorized capacity(ies), and that by ~~his~~/~~her~~/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

WITNESS my hand and official seal.



Margaret Ewing
Signature

CAPACITY CLAIMED BY SIGNER

- () Attorney-in-fact
- () Corporate Officer(s)
Title _____ Title _____
- () Guardian /Conservator
- (x) Individual(s)
- () Partner(s)
() General () Limited
- () Trustee(s)
- () Other _____

The party(ies) executing this document is/are representing:

State of California)
County of RIVERSIDE)se

On JUNE 12, 1997, before me, the undersigned, a Notary Public in and for said State, personally appeared MICHAEL A. GIURBINO AND SUZANNE E. GIURBINO

personally known to me (~~or proved to me on the basis of satisfactory evidence~~) to be the person(s) whose name(s) ~~is~~ are subscribed to the within instrument and acknowledged to me that ~~he~~/she/they executed the same in ~~his~~/her/their authorized capacity(ies), and that by ~~his~~/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

WITNESS my hand and official seal.



Linda S. Barker
Signature

CAPACITY CLAIMED BY SIGNER

- () Attorney-in-fact
- () Corporate Officer(s)
Title _____ Title _____
- () Guardian /Conservator
- () Individual(s)
- () Partner(s)
() General () Limited
- () Trustee(s)
- () Other _____

The party(ies) executing this document is/are representing:

EXHIBIT "A"

Those portions of Lots 10 and 15 in Block 43 of the Lands of the Riverside Land and Irrigating Company, as shown by map on file in Book 1 of Maps at page 70 thereof, Records of San Bernardino County, California, described as follows:

Commencing at the centerline intersection of Indiana Avenue and Fensmuir Street of Tract 3783, as shown by map on file in Book 67 of Maps at pages 67 and 68 thereof, Records of Riverside County, California;

Thence North $55^{\circ} 58' 15''$ East along said centerline of Indiana Avenue and along the centerline of Indiana Avenue of Tract No. 3651, as shown by map on file in Book 68 of Maps at pages 69 and 70 thereof, Records of Riverside County, California, a distance of 698.04 feet to a point on a line parallel with and distant northeasterly 19.50 feet, measured at a right angle, from the northeasterly line of said Tract No. 3651;

Thence North $34^{\circ} 02' 45''$ West along said parallel line, a distance of 44.00 feet for the TRUE POINT OF BEGINNING, said point being on a line parallel with and distant northwesterly 44.00 feet, measured at a right angle, from said centerline of Indiana Avenue;

Thence continuing North $34^{\circ} 02' 45''$ West, a distance of 676.58 feet;

Thence South $55^{\circ} 57' 15''$ West, a distance of 206.72 feet;

Thence North $34^{\circ} 02' 45''$ West, a distance of 294.86 feet to a point on the southeasterly right-of-way line of the Atchinson Topeka and Santa Fe Railroad as shown on Tract No. 19825 on file in Book 154 of Maps at pages 74, 75 and 76 inclusive thereof, Records of Riverside County California;;

Thence North $67^{\circ} 31' 48''$ East along said southeasterly right-of-way line, a distance of 389.96 feet to the most westerly corner of Parcel 1170-1 of Record of Survey, as shown by map on file in Book 71 of Records of Survey at pages 76, 77 and 78 inclusive thereof, Records of Riverside County, California;

Thence South 65° 39' 02" East along the southwesterly line of said Parcel 1170-1, a distance of 140.21 feet to the most easterly corner thereof, said point being on the southwesterly line of Parcel 1170-2A of said Record of Survey;

Thence South 34° 02' 46" East along said southwesterly line of Parcel 1170-2A and along the southwesterly line of Parcel 1170-2B of said Record of Survey, a distance of 773.60 feet to a point on a line parallel with and distant northwesterly 44.00 feet, measured at a right angle, from said centerline of Indiana Avenue;

Thence South 55° 58' 15" West along said parallel line, a distance of 248.74 feet to the true point of beginning.

Containing 6.37 acres, more or less.

PREPARED UNDER BY SUPERVISION:

Matthew E. Webb
Matthew E. Webb, L.S. 5529

1/2/97
Date

Prepared by: [Signature]
Checked by: [Signature]



EXHIBIT "B"

- (K) Miniwarehouses for the storage of goods, materials, personal effects and recreational vehicles, subject to a conditional use permit and subject to compliance with the following criteria:
1. Prohibited Materials. The following is prohibited in miniwarehouses:
 - (a) Bulk storage of inflammable or explosive matter or material;
 - (b) Storage of matter or materials which creates obnoxious dust, odor or fumes.
 2. Site Parameters.
 - (a) The site shall have at least one hundred feet of frontage on a major or secondary street designated on the Transportation and Circulation Element of the General Plan;
 - (b) The site shall have a minimum net lot area of one acre.
 3. Site Development Standards.
 - (a) Setbacks. Except as setbacks along major streets may require larger setbacks, all buildings, structures or improvements shall be located not closer than twenty feet to any street or residentially-zoned property;
 - (b) Building Height. Structures shall not exceed twenty feet in overall height, except as otherwise provided in Section 19.68.030;
 - (c) Walls. When adjoining any lot in any Residential or Restricted Office Zone, six-foot-high masonry walls shall be erected and maintained along such property lines;
 - (d) Screening of Outdoor Storage. When permissible, if outdoor storage is utilized, such storage shall be screened from all adjacent properties and streets by a solid masonry wall eight feet in height;
 - (e) Use of Open Area. Notwithstanding any other provision of this Section, open areas, including required setbacks from interior property lines, may be used for driveways, parking, outdoor storage, or landscaping. All street setbacks must be fully landscaped;
 - (f) Other side development requirements may be established by special conditions of approval.
 4. Building, landscaping, irrigation, wall and sign plans shall be subject to the approval of the Design Review Board.

- A. Addressing service;
- B. Advertising agency;
- C. Administrative and executive offices only for business or industrial establishments;
- D. Appraisers;
- E. Architects;
- F. Attorneys at law;
- G. Barbershop;
- H. Beauty shop;
- I. Business and management consultants;
- J. Chiropodists;
- K. Chiropractors;
- L. City planners;
- M. Collection agency;
- N. Credit reporting agency;
- O. Dental laboratories rendering services only; provided, that manufacture, fabricating or selling of any article or commodity other than that incidental to dental offices shall not be permitted;
- P. Dentists;
- Q. Detective agency;
- R. Economists;
- S. Employment agency;
- T. Engineers and surveyors;
- U. Financial institutions, including banks, savings and loan associations and credit unions;
- V. Insurance brokers;
- W. Land title companies;
- X. Landscape architects;
- Y. Manufacturer's representative;
- Z. Mimeographing service;
- AA. Opticians;
- BB. Oculists;
- CC. Optometrists;
- DD. Osteopaths;
- EE. Public relations consultants;
- FF. Public accountants;
- GG. Physical therapist;
- HH. Physicians;
- II. Psychiatrist;
- JJ. Psychologist;
- KK. Public notaries;
- LL. Publishing companies, not including printing operations;
- MM. Property management consultants;
- NN. Public utility consumer service office;
- OO. Public stenographers;
- PP. Real estate brokers;

- QQ. Research offices for the conduct of scientific research, theoretical studies and investigations by or under the supervision of professional scientists and highly trained specialists in the fields of physical, economic or social research. Such research shall not involve the manufacture, fabrication, processing or sale of products on the premises and shall not be obnoxious or offensive by reason of emission of dust, gas, smoke, noise, fumes, odors, vibrations or other similar causes;
- RR. Stockbrokers;
- SS. Surgeons;
- TT. Trade associations, labor organizations, fraternal and social service organizations (administrative or executive office only);
- UU. Transportation ticket agencies;
- VV. Tabulating and computing service;
- WW. Telegraph consumer service office;
- XX. Telephone answering service;
- YY. Travel bureaus;
- ZZ. Any other similar activities as may be approved by the Planning Commission in accordance with the provisions of Section 19.68.010; provided, that except as permitted elsewhere in this Chapter, no stores, shops or other establishments shall be permitted where foods, wares or merchandise are produced, processed, stored, sold or serviced; and further provided, that there shall be no outdoor display or advertising except as specified in Chapter 19.76;
- AAA. Photographer's studio, including incidental film processing; provided that commercial sales or equipment or supplies shall not be permitted on the premises;
- BBB. Watch and clock repair shops, excluding the sale of any merchandise or product except necessary parts sold in connection with the repair of watches and clocks;