

RECORDING REQUESTED BY:

STEWART TITLE OF CALIFORNIA, INC.,
Inland Empire Division-Commercial Dept.

OUR ORDER NO: 5-11-138205
ESCROW NO: _____

MAIL DOCUMENT AND TAX STATEMENTS TO:

*City Clerk
City of Riverside
City Hall, 3900 Main St.
Riverside, CA 92522*

DOC # 1999-399586

09/03/1999 08:00A Fee:18.00
Page 1 of 5

Recorded in Official Records
County of Riverside
Gary L. Orso

Assessor, County Clerk & Recorder



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D.D.T. _____

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*Covenant and Agreement and
Declaration of Restrictions on Future Uses of the Property*
Title of Document

THIS AREA FOR RECORDER'S USE ONLY

(RIVERSIDE COUNTY)

THIS PAGE ADDED TO PROVIDE ADEQUATE SPACE FOR RECORDING INFORMATION
(\$3.00 Additional Recording Fee Applies)

WHEN RECORDED MAIL TO:

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

Project: Zoning Case RZ-004-989
Adams Street, westerly side
Riverside, California

FOR RECORDER'S OFFICE USE ONLY

COVENANT AND AGREEMENT AND
DECLARATION OF RESTRICTIONS ON
FUTURE USES OF THE PROPERTY

THIS COVENANT AND AGREEMENT AND DECLARATION OF RESTRICTIONS is made and entered into this 13th day of July, 1999, by DAVID A. CAMPBELL CORPORATION, a California corporation, ("Declarant"), with reference to the following facts:

A. Declarant is fee owner of that certain real property ("the Property") situated on the westerly side of Adams Street, southerly of the AT&SF Railroad right-of-way, in the City of Riverside, County of Riverside, State of California, described as follows:

Parcel 1 of Parcel Map 28938, as shown by Parcel Map on file in Book 193, pages 90 and 91 of Parcel Maps, Official Records of Riverside County, California.

B. Declarant has submitted an application with the City of Riverside ("City") in Zoning Case RZ-004-989 to rezone the Property from the Manufacturing Park ("MP") Zone to the General Commercial ("C-3") and Specific Plan ("SP") Combining Zones as follows:

The rear 200 feet of Parcel 1 of Parcel Map 28938 shall be placed in the General Commercial, Single Story, Fifty-foot Building Setback and Specific Plan Combining Zones ("C-3-S-1-X-50-SP") with the remainder of said Parcel 1 to be placed in the General Commercial, Two Story and Specific Plan Combining Zones ("C-3-S-2-SP").

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 adjacent to the Property.

D. As a condition of approval of Zoning Case RZ-004-989, rezoning of the Property to the C-3-S-1-X-50-SP and C-3-S-2-SP, Declarant is required to execute and record a covenant that restricts the Property as follows:

DESCRIPTION APPROVAL 7/8/99
Walter R. [Signature] by [Signature]
SURVEYOR, CITY OF RIVERSIDE
for



1999-399586
09/03/1999 08:08A
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CLA 651

(1) Future development of this site shall be subject to Planning Commission review and approval of a plot plan at an advertised public hearing. Plans submitted for Planning Commission review shall include the following:

a. A minimum six (6) foot high masonry wall and ten (10) foot wide landscaped planter adjacent to residential property; and

b. A comprehensive lighting plan prepared by a qualified lighting consultant.

(2) Commercial development of the site is limited to new and used vehicle sales and accessory (not to include body shop or paint booths) uses only, as specified in the Riverside Auto Center Specific Plan.

(3) Outdoor telephone system or public address system amplification is prohibited.

E. Declarant desires to record a covenant and agreement and declaration of restrictions 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 the City for the rezoning of the Property from the MP to the C-3-S-1-X-50-SP and C-3-5-2-SP Zones, and in consideration of such rezoning in Rezoning Case RZ-004-989, Declarant hereby covenants and agrees 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 is subject to the following restrictions on any future use:

(1) Future development of this site shall be subject to Planning Commission review and approval of a plot plan at an advertised public hearing. Plans submitted for Planning Commission review shall include the following:

a. A minimum six foot high masonry wall and 10 foot wide landscaped planter adjacent to residential property; and

b. A comprehensive lighting plan prepared by a qualified lighting consultant.

(2) Commercial development of the site is limited to new and used vehicle sales and accessory (not to include body shop or paint booths) uses only, as specified in the Riverside Auto Center Specific Plan.

(3) Outdoor telephone system or public address system amplification is prohibited.

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 Declarant, its 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, Declarant has caused this Covenant and Agreement and Declaration of Restrictions to be executed the day and year first above written.

DAVID A. CAMPBELL CORPORATION,
a California corporation

By: *A. David Franklin*

A. David Franklin
[Printed Name]
PRESIDENT
[Title]

By: _____

[Printed Name]

[Title]

APPROVED AS TO FORM:

Kathleen M. Bonze
Assistant City Attorney

APPROVED AS TO CONTENT:

Jane Jenkins
Planning Department

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09/03/1999 08:00A
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CALIFORNIA ALL-PURPOSE ACKNOWLEDGMENT

State of CALIFORNIA

County of RIVERSIDE

On 7/13/99 before me, MARGARET EWING
Date Name and Title of Officer (e.g., "Jane Doe, Notary Public")

personally appeared A. DAVID FRANKLIN
Name(s) of Signer(s)

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 of Notary Public

OPTIONAL

Though the information below is not required by law, it may prove valuable to persons relying on the document and could prevent fraudulent removal and reattachment of this form to another document.

Description of Attached Document

Title or Type of Document: _____

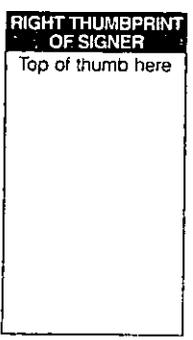
Document Date: _____ Number of Pages: _____

Signer(s) Other Than Named Above: _____

Capacity(ies) Claimed by Signer(s)

Signer's Name: _____

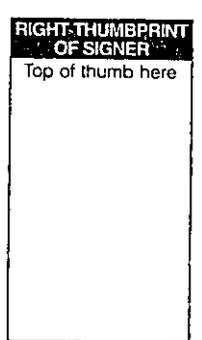
- Individual
- Corporate Officer
Title(s): _____
- Partner — Limited General
- Attorney-in-Fact
- Trustee
- Guardian or Conservator
- Other: _____



Signer Is Representing:

Signer's Name: _____

- Individual
- Corporate Officer
Title(s): _____
- Partner — Limited General
- Attorney-in-Fact
- Trustee
- Guardian or Conservator
- Other: _____



Signer Is Representing:

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69/62/1999 68: 68A
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CIA 651