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**AMENDED AND RESTATED CONSOLIDATED REDEVELOPMENT PLAN
FOR PROJECT AREA NO. 1A AND THE
SAN FERNANDO MERGED REDEVELOPMENT PROJECT AREA**

**Prepared by the
Redevelopment Agency of the City of San Fernando**

**Adopted on _____, 2010
By Ordinance No. _____**

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**AMENDED AND RESTATED CONSOLIDATED REDEVELOPMENT PLAN FOR THE
SAN FERNANDO
MERGED REDEVELOPMENT PROJECT AREA**

SEC. 100. INTRODUCTION

SEC. 100.1 OVERVIEW

This is the Amended and Restated Consolidated Redevelopment Plan for Constituent Project Area No. 1A (defined below) and the San Fernando Merged Redevelopment Project Area (defined below) (the “Amended Plan”). This Amended Plan amends, restates and consolidates into a single plan document, in their entirety four (4) redevelopment plans (collectively, the “Constituent Redevelopment Plans”) previously adopted and amended by the City Council with respect to the six (6) redevelopment project areas (four original project areas and two added areas) (individually, each a “Constituent Project Area” and collectively, the “Constituent Project Areas”). Constituent Project Area Nos. 1, 2, 3, 3A and 4 together comprise the San Fernando Merged Redevelopment Project Area (the “Merged Project Area”). Constituent Project Area No. 1A is not merged with the other Constituent Project Areas. This Amended Plan consists of text (Section 100 through Section 1300), Boundary Map of Constituent Project Area No. 1A and the Merged Project Area (Exhibits A) (the “Map”), Legal Descriptions of the Constituent Project Areas (Exhibits B-1 through B-4) (the “Legal Description” or “Legal Descriptions”), and Land Use Map (Exhibit C).

This Amended Plan has been prepared by the Redevelopment Agency of the City of San Fernando pursuant to the Constitution of the State of California, the Community Redevelopment Law of the State of California, and all applicable laws and local ordinances.

SEC. 100.2 BACKGROUND OF CONSTITUENT PLANS AND CONSTITUENT PROJECT AREAS

Following is a brief history of the Constituent Project Areas and the Constituent Redevelopment Plans that are hereby further amended, restated and consolidated in the form of this Amended Plan.

1. Constituent Project Area No. 1 and Constituent Project Area No. 1A

The City Council of the City of San Fernando (the “City Council”) adopted its Ordinance No. 918 on May 26, 1966, approving and adopting the Redevelopment Plan for Redevelopment Project No. 1 (“Constituent Project Area No. 1”). The Redevelopment Plan for Constituent Project Area No. 1 was amended on October 18, 1971, by Ordinance No. 1018, on November 19, 1984, by Ordinance No. 1260, on December 15, 1986, by Ordinance No. 1294, on June 27, 1988, by Ordinance No. 1316 (the “Constituent Project Area No. 1 Third Amendment”), on October 17, 1994, by Ordinance No. 1450, on November 16, 1998, by Ordinance No. 1494, on February 2, 2004, by Ordinance No. 1548, on August 21, 2006, by Ordinance No. 1573, and on October 16, 2006, by Ordinance No. 1575. The Constituent Project Area No. 1 Third Amendment added territory to Constituent Project Area No. 1, which added territory is herein referred to as “Constituent Project Area No. 1A.” The boundaries of Constituent Project Area

No. 1 and Constituent Project Area No. 1A are shown on the Map and described in the Legal Description included as Exhibit B-1.

2. Constituent Project Area No. 2

The City Council adopted its Ordinance No. 1032 on August 14, 1972, approving and adopting the Redevelopment Plan for the San Fernando Redevelopment Project No. 2 (“Constituent Project Area No. 2”). The Redevelopment Plan for Constituent Project Area No. 2 was amended on December 15, 1986, by Ordinance No. 1295, on October 17, 1994, by Ordinance No. 1450, on November 16, 1998, by Ordinance No. 1494, on February 2, 2004, by Ordinance No. 1548, on August 21, 2006, by Ordinance No. 1573, and on October 16, 2006, by Ordinance No. 1575. The boundaries of Constituent Project Area No. 2 are shown on the Map and described in the Legal Description included as Exhibit B-2.

3. Constituent Project Area No. 3 and Constituent Project Area No. 3A

The City Council adopted its Ordinance No. 1050 on June 18, 1973, approving and adopting the Redevelopment Plan for the Civic Center Redevelopment Project (“Constituent Project Area No. 3”). The Redevelopment Plan for Constituent Project Area No. 3 was amended on April 4, 1983, by Ordinance No. 1219 (the “Constituent Project Area No. 3 First Amendment”), on December 15, 1986, by Ordinance No. 1296, on October 17, 1994, by Ordinance No. 1450, on November 16, 1998, by Ordinance No. 1494, on February 2, 2004, by Ordinance No. 1548, on August 21, 2006, by Ordinance No. 1573, and on October 16, 2006, by Ordinance No. 1575. The Constituent Project Area No. 3 First Amendment added territory to Constituent Project Area No. 3, which added territory is herein referred to as “Constituent Project Area No. 3A.” The boundaries of Constituent Project Area No. 3 and Constituent Project Area No. 3A are shown on the Map and described in the Legal Description included as Exhibit B-3.

4. Constituent Project Area No. 4

The City Council adopted its Ordinance No. 1447 on July 18, 1994, approving and adopting the Redevelopment Plan for Redevelopment Project Area No. 4 (“Constituent Project Area No. 4”). The Redevelopment Plan for Constituent Project Area No. 4 was amended on February 2, 2004, by Ordinance No. 1548, and on October 16, 2006, by Ordinance No. 1575. The boundaries of Constituent Project Area No. 4 are shown on the Map and described in the Legal Description included as Exhibit B-4.

SEC. 100.3 PURPOSE AND EFFECT OF AMENDED PLAN

This Amended Plan:

1. fiscally merges Constituent Project Area Nos. 1, 2, 3, 3A and 4. Constituent Project Area No. 1A is not merged with the other Constituent Project Areas;
2. amends, restates, and consolidates the Constituent Redevelopment Plans into a single consolidated redevelopment plan for Constituent Project Area No. 1A and the Merged Project Area;

3. replaces the individual limits on the number of dollars of taxes that may be divided and allocated to the Agency from Constituent Project Area Nos. 1, 2, 3 and 3A with a single limit of Two Hundred Fifty One Million Dollars (\$251,000,000) applicable to Constituent Project Area Nos. 1, 2, 3 and 3A in the aggregate;

4. replaces the individual limits on the amount of bonded indebtedness, payable in whole or in part from tax increment revenues, that can be outstanding at one time for Constituent Project Area Nos. 1, 2, 3, 3A, and 4 with a single limit of Seventy-Five Million Dollars (\$75,000,000) applicable to Constituent Project Area Nos. 1, 2, 3, 3A and 4 in the aggregate;

5. establishes a limit on the amount of bonded indebtedness, payable in whole or in part from tax increment revenues, that can be outstanding at one time for Constituent Project Area No. 1A of Five Million Dollars (\$5,000,000);

6. extends the time limits for the effectiveness of the Amended Plan with respect to Constituent Project Area Nos. 1A, 2, 3 and 3A to June 27, 2029, August 21, 2015, June 18, 2016, and April 4, 2026, respectively;

7. extends the time limits for the repayment of indebtedness and the receipt of tax increment revenues with respect to Constituent Project Area Nos. 1A, 2, 3 and 3A to June 27, 2039, August 21, 2025, June 18, 2026, and April 4, 2036, respectively;

8. extends the time limit for establishing loans, advances, and indebtedness to be paid with the proceeds of tax increment revenues derived from Constituent Project Area No. 4 to July 18, 2024;

9. provides that the land uses permitted by the Amended Plan for Constituent Project Area No. 1A and the Merged Project Area shall be those land uses permitted by the City's General Plan and Zoning Ordinance; and

10. makes technical or clarifying changes, including changes to update various provisions of the Amended Plan to conform to the current requirements of the Community Redevelopment Law of the State of California.

This Amended Plan does not modify the proposed method of financing the redevelopment of Constituent Project Area No. 1A or the Merged Project Area, the goals and objectives of the Agency, or the projects and activities to be completed in order to eradicate blight in Constituent Project Area No. 1A and the Merged Project Area.

This Amended Plan provides the Agency with powers, duties and obligations in connection with the implementing the program generally formulated in this Amended Plan for the redevelopment, rehabilitation, and revitalization of Constituent Project Area No. 1A and 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 Constituent Project Area No. 1A or the Merged 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 Redevelopment Agency of the City of San Fernando, Constituent Project Area No. 1A, 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).

SEC. 200. GENERAL DEFINITIONS

SEC. 200.1

The definition of general terms contained in the Community Redevelopment Law of the State of California shall govern the construction of this Amended Plan, unless more specific terms and definitions therefor 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 Consolidated Redevelopment Plan for Constituent Project Area No. 1A and the Merged Project Area.
- B. "Agency" means the Redevelopment Agency of the City of San Fernando.
- C. "City" means the City of San Fernando, California.
- D. "City Council" means the City Council of the City of San Fernando, California.
- E. "County" means the County of Los Angeles, California.
- F. "General Plan" means the General Plan of the City, as amended from time to time.
- G. "Land Use Map" means the map setting forth the currently permitted land uses and major circulation routes in Constituent Project Area No. 1A and the Merged Project Area. The Land Use Map is attached to this Amended Plan as Exhibit C.
- H. "Low or Moderate Income Persons and Families" has the meaning as defined in Health and Safety Code Section 50093.
- I. "Owner Participation Rules" means the Rules Governing Participation and Preferences By Owners, Operators of Businesses and Tenants adopted by the Agency pursuant to the Redevelopment Law on October 15, 1984, as amended from time to time.
- J. "Person" means any individual, or any public or private entity.

K. “Personal Property” means moveable property, chattels and any other property not part of Real Property.

L. “Planning Commission” means the Planning and Preservation Commission of the City of San Fernando, California.

M. “Project” means the redevelopment activities undertaken in or for the benefit of Constituent Project Area No. 1A or the Merged Project Area, as applicable, pursuant to this Amended Plan.

N. “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.

O. “Redevelopment Law” means the Community Redevelopment Law of the State of California (California Health and Safety Code Section 33000 *et seq.*).

P. “State” means the State of California.

Q. “Zoning Ordinance” means the Zoning Ordinance of the City, as amended from time to time.

SEC. 300. PROJECT AREA BOUNDARIES

The Merged Project Area consists of all properties within the boundaries of Constituent Project Area Nos. 1, 2, 3, 3A, and 4 shown on the Map attached as Exhibit A and described in the Legal Descriptions (Exhibits B-1 through B-4). Constituent Project Area No. 1A consists of all properties within the boundaries of Project Area No. 1A shown on the Map attached as Exhibit A and described in the Legal Description (Exhibit B-1). The boundaries of both Constituent Project Area No. 1 and Constituent Project Area No. 1A are shown on the Legal Description included as Exhibit B-1; however, Constituent Project Area No. 1A is not merged with the other Constituent Project Areas.

SEC. 400. REDEVELOPMENT GOALS, OBJECTIVES AND ACTIONS

SEC. 400.1 OVERVIEW OF GOALS, OBJECTIVES AND ACTIONS

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 San Fernando community to build upon the strengths of Constituent Project Area No. 1A and the Merged Project Area, including their historic, social and cultural resources and heritage, while overcoming their adverse physical and economic conditions, to achieve the fundamental goals of the General Plan as they relate to Constituent Project Area No. 1A and the Merged Project Area, as described below.

SEC. 400.2 GOALS, OBJECTIVES AND ACTIONS

The redevelopment goals, objectives and actions for Constituent Project Area No. 1A and the Merged Project Area include:

1. Constituent Project Area No. 1 and Constituent Project Area No. 1A

Constituent Project Area No. 1 and Constituent Project Area No. 1A include a number of conditions which are specified in the Redevelopment Law as characteristic of blight. The objective of this Amended Plan with respect to Constituent Project Area No. 1 and Constituent Project Area No. 1A is to eliminate such conditions of blight by providing needed public improvements; by encouraging rehabilitation and repair of deteriorated structures; by facilitating land assembly and development which will result in employment opportunities and an expanded tax base; and by promoting development in accordance with the General Plan.

In pursuing these general objectives, the Agency expects to:

- a. Encourage the cooperation and participation of property owners, public agencies, and community organizations in the elimination of blighting conditions and the redevelopment of Constituent Project Area No. 1 and Constituent Project Area No. 1A;
- b. Encourage investment in Constituent Project Area No. 1 and Constituent Project Area No. 1A by the private sector;
- c. Remove economic impediments to land assembly and infill development;
- d. Provide a mechanism for ensuring the long-term viability of the commercial portions of Constituent Project Area No. 1 and Constituent Project Area No. 1A by encouraging commercial rehabilitation and planned new commercial developments;
- e. Provide for the reconstruction, replacement and/or repair of various public facilities, such as streets, sidewalks, curbs and gutters, lighting, sewer and water facilities in order to encourage infill development activities, rehabilitation and elimination of blighting characteristics in Constituent Project Area No. 1 and Constituent Project Area No. 1A;
- f. Provide or assist in the provision of needed public improvements in Constituent Project Area No. 1A including water system, street and traffic signal improvements;
- g. Enhance and expand shopping facilities in the City by encouraging the development of new commercial uses and the rehabilitation of existing commercial uses in conformance with the General Plan and Zoning Ordinance;
- h. Enhance and expand employment opportunities in the City by encouraging the development of commercial uses and the rehabilitation of existing commercial and residential uses in conformance with the General Plan and Zoning Ordinance;
- i. Through rehabilitation and selective replacement, improve the condition of housing in Constituent Project Area No. 1A;

- j. Upgrade the physical appearance of Constituent Project Area No. 1A;
- k. Encourage the cooperation and participation of property owners, public agencies, and community organizations in the elimination of blighting conditions in Constituent Project Area No. 1A;
- l. Encourage investment in the Constituent Project Area No. 1A by the private sector;
- m. Consolidate parcels as needed to induce new commercial development in Constituent Project Area No. 1A;
- n. Eliminate incompatible, non-conforming land uses from Constituent Project Area No. 1A;
- o. Protect the health and general welfare of Low or Moderate Income Persons and Families by increasing and improving the community's supply of housing affordable to these persons;
- p. Mitigate potential relocation impacts resulting from changes in Constituent Project Area No. 1A land use from non-conforming and dilapidated uses to development in conformance with the General Plan and Zoning Ordinance; and
- q. Provide for the replacement of existing substandard and nonconforming dwelling units in Constituent Project Area No. 1A through relocation, rehabilitation and the development of new affordable residential units.

Agency public improvement objectives are described in Section 600 hereof.

To obtain the objectives of this Amended Plan with respect to Constituent Project Area No. 1 and Constituent Project Area No. 1A, the Agency is authorized to undertake the following implementation actions:

- a. Providing for participation by owners and tenants of properties located in Constituent Project Area No. 1 and Constituent Project Area No. 1A by extending preferences to remain or relocate within the redevelopment area;
- b. Acquisition of Real Property and management of property under the ownership and control of the Agency;
- c. Relocation assistance to displaced Merged Project Area occupants;
- d. Demolition or removal of buildings and improvements;
- e. Installation, construction, or reconstruction of streets, utilities, open spaces and other public improvements and facilities;

- f. Rehabilitation, development or construction of low and moderate income housing within the City;
- g. Disposition of property for uses in accordance with this Amended Plan;
- h. Development and redevelopment of land by private enterprise and public agencies for uses in accordance with this Amended Plan; and
- i. Rehabilitation of structures and improvements by present owners, their successors or the Agency.

2. Constituent Project Area No. 2

The Agency proposes to eliminate and prevent the spread of blight in Constituent Project Area No. 2 by:

- a. Acquisition of certain Real Property;
- b. Demolition or removal of certain buildings and improvements;
- c. Relocation assistance to displaced residential and nonresidential occupants;
- d. Installation, construction, or reconstruction of streets, utilities, and other public improvements;
- e. Disposition of any property acquired for uses in accordance with this Amended Plan; and
- f. Redevelopment of land by private enterprise or public agencies for uses in accordance with this Amended Plan.

3. Constituent Project Area No. 3 and Constituent Project Area No. 3A

The Agency proposes to eliminate and prevent the spread of blight in Constituent Project Area No. 3 and Constituent Project Area No. 3A by:

- a. Acquisition of certain Real Property;
- b. Demolition or removal of certain buildings and improvements;
- c. Relocation assistance to displaced residential and nonresidential occupants;
- d. Installation, construction, or reconstruction of streets, utilities, and other public improvements;
- e. Disposition of any property acquired for uses in accordance with this Amended Plan;

f. Redevelopment of land by private enterprise or public agencies for uses in accordance with this Amended Plan;

g. Financing of the construction of residential, commercial and industrial buildings and the permanent mortgage financing of residential, commercial and industrial buildings, as permitted by applicable State and local laws, to increase the residential, commercial and industrial base of the City and the number of temporary and permanent jobs within the City; and

h. In appropriate cases, rehabilitation of structures and improvements or development of vacant land by present owners, their successors and the Agency for uses in accordance with this Amended Plan.

4. Constituent Project Area No. 4

Constituent Project Area No. 4 includes property damaged in the Northridge earthquake and its various aftershocks. Additionally, various conditions of blight as defined in the Redevelopment Law exist in Constituent Project Area No. 4. The overriding objective of this Amended Plan with respect to Constituent Project Area No. 4 is to provide for the alleviation of physical and economic damage from the Northridge earthquake, and the elimination of physical and economic blighting conditions. These conditions will be alleviated or eliminated by assisting in long-term damage recovery, and through the provision of needed public improvements, mitigating the effects of building deterioration, age and obsolescence, and correcting problems of impaired investments and economic maladjustment. In eliminating these blighting conditions, this Amended Plan will facilitate development as contemplated in the General Plan.

In pursuing these general objectives, the Agency expects to:

a. Preserve the economic base of Constituent Project Area No. 4 by developing commercial establishments that are high sales tax and job producers;

b. Broaden the community's economic base by attracting new commercial and industrial uses to Constituent Project Area No. 4;

c. Diversify the make-up of Constituent Project Area No. 4 by developing a variety of uses that work in concert toward economic stability;

d. Provide for infrastructure improvements in Constituent Project Area No. 4;

e. Encourage expansion of local commercial and industrial opportunities, which will create jobs and an expanded sales and property tax base;

f. Promote new development consistent with the General Plan;

g. Provide financial incentives to interested property owners who wish to repair or rehabilitate their buildings or revitalize their properties consistent with the General Plan;

h. Encourage public participation in the planning and implementation of the Project;

i. Eliminate existing blighted conditions, be they properties or structures, and prevent recurring blight in and about Constituent Project Area No. 4; and

j. Eliminate environmental deficiencies, including inadequate street improvements, inadequate truck access, inadequate utility systems, and inadequate public services; and mitigation of the various economic, physical, and environmental characteristics of blight extant in Constituent Project Area No. 4.

It is the Agency's intent to provide assistance with respect to Constituent Project Area No. 4 in the following manner:

a. The construction of needed public improvements and facilities including, but not limited to, those described in Section 600 herein;

b. Various forms of Agency financial assistance including, but not limited to, land write-downs, tax exempt financing and financial aid programs for new construction and/or rehabilitation; and

c. The completion of various planning studies as required to facilitate and coordinate the redevelopment process.

To obtain the objectives of this Amended Plan with respect to Constituent Project Area No. 4, the Agency is authorized to undertake the following implementation actions:

a. Providing for participation by owners and tenants of properties located in Constituent Project Area No. 4 by extending preferences to remain or relocate within the redevelopment area;

b. Acquisition of Real Property and management of property under the ownership and control of the Agency.

c. Relocation assistance to displaced Project occupants;

d. Demolition or removal of buildings and improvements;

e. Installation, construction, or reconstruction of streets, utilities, open spaces and other public improvements and facilities;

f. Rehabilitation, development, or construction of low- and moderate-income housing within the City;

- g. Disposition of property for uses in accordance with this Amended Plan;
- h. Redevelopment of land by private enterprise and public agencies for uses in accordance with this Amended Plan; and
- i. Rehabilitation of structures and improvements by present owners, their successors, tenants, or the Agency.

SEC. 500. LAND USE REGULATIONS

SEC. 500.1 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 Section 400 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 shall be applicable to developments in Constituent Project Area No. 1A and the Merged Project Area, and that all development in Constituent Project Area No. 1A and the Merged 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 shall continue to have full effect and shall continue to serve as the primary determinant for land use decisions in the Constituent Project Area No. 1A and 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 Constituent Project Area No. 1A and the Merged Project Area that are subject to this Amended Plan, as for properties outside Constituent Project Area No. 1A and 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 Constituent Project Area No. 1A and the Merged Project Area in accordance with the terms of such amendment.

SEC. 500.2 PERMITTED LAND USES

As noted in the overview to this Amended Plan, this Amended Plan adopts the land uses set forth in the General Plan as the permitted uses within Constituent Project Area No. 1A and

the Merged Project Area. It is intended that the land uses set forth in the General Plan shall be the land uses governing this Amended Plan.

Sec. 500.3 LAND USE MAP; PUBLIC STREETS AND 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 Constituent Project Area No. 1A and 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 for herein.

2. Public Streets and Rights-of-Way

All streets and rights-of-way within Constituent Project Area No. 1A and the Merged Project Area may be widened, altered, realigned, abandoned, vacated or closed for purposes of redevelopment of Constituent Project Area No. 1A and the Merged Project Area. New streets may be created as appropriate, consistent with the General Plan. The anticipated configuration of streets and public rights-of-way within Constituent Project Area No. 1A and the Merged Project Area (including existing streets to be retained) 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. In addition, all necessary easements for public uses, public facilities, and public utilities may be retained and created. Additional public streets, alleys and easements may be created in Constituent Project Area No. 1A and the Merged Project Area as appropriate for proper development and circulation.

3. Open Space and Landscaping

The approximate amount of open space to be provided in Constituent Project Area No. 1A and the Merged Project Area is the total areas which will be in the public rights-of-way, the public grounds, the space around buildings, and all other outdoor areas not covered by buildings. Landscaping shall be developed in Constituent Project Area No. 1A and the Merged Project Area to ensure optimum use of living plant material.

4. Public and Quasi-Public Uses; Institutional and Non Profit Uses

In any portion of Constituent Project Area No. 1A or the Merged Project Area, the Agency is authorized to permit the establishment or enlargement of public, semi-public, institutional, or nonprofit uses. All such uses shall conform, so far as possible, with the provisions of this Amended Plan applicable to the uses in the area involved.

SEC. 500.4 GENERAL CONTROLS AND LIMITATIONS

All Real Property in Constituent Project Area No. 1A and the Merged Project Area is hereby made 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 this Amended Plan except with the approval of the Agency and in conformance with the provisions of this Amended Plan, the General Plan, the Zoning Ordinance, any applicable specific plan, or program (including plans, programs, standards or requirements established by the Agency pursuant to this Amended Plan) and all other applicable State and local laws and standards in effect from time to time.

1. New Construction

All new construction in Constituent Project Area No. 1A and the Merged Project Area shall comply with and meet or exceed all applicable State and local laws in effect from time to time, including but not limited to, Fire, Building, Electrical, Heating, Ventilating, Mechanical, Grading, Plumbing, and Sign Codes of the City.

All setback areas shall be landscaped and maintained by the owner. Any portion necessary for vehicle access shall be paved.

Parking structures and parking facilities for the joint use of two or more parcels of a size sufficient to meet the combined requirements of such parcels may be constructed with prior written approval of the Agency. No parking space shall be located in a setback area except with prior written approval of the Agency. Parking spaces shall be paved and drained so that storm and surface waters draining from parcels will not cross public sidewalks. Parking spaces visible from streets shall be landscaped in accordance with the Zoning Ordinance to prevent unsightly or barren appearance. Lighting for parking spaces shall be shielded from adjacent properties and adjoining streets.

Off-street loading facilities shall be located in a manner to avoid interference with public use of sidewalks from the street. All off-street loading facilities shall be reasonably located at such a depth within a completely enclosed building as to reasonably contain and restrict the emission of noises typically attributed to such function. Off-street loading facilities must also be screened by landscaping to the extent and in the manner required by the Agency.

The Agency shall establish setback requirements for all new development within the Merged Project Area which may exceed the requirements of the Zoning Ordinance.

2. Non-Conforming and Incompatible Uses

The existence, continuation, renovation, repair, expansion, and replacement of nonconforming uses in Constituent Project Area No. 1A and the Merged Project Area shall be governed by applicable provisions of the General Plan, any applicable specific plan, the Zoning Ordinance, all applicable State and local laws, codes, and ordinances and any such additional standards or requirements as may be adopted by the Agency pursuant to this Amended Plan.

No use or structure which, in the determination of the Agency, by reason of appearance, traffic, smoke, glare, noise, odor or similar factors would be incompatible with the surrounding areas or structures shall be permitted in any part of Constituent Project Area No. 1A or the Merged Project Area.

3. Retention and Rehabilitation

Any existing structure within Constituent Project Area No. 1A or the Merged Project Area and specifically approved by the Agency for retention and rehabilitation may be repaired, altered, reconstructed, or rehabilitated in such a manner that it will be safe and sound in all physical respects, be attractive in appearance, and not detrimental to surrounding uses. Property rehabilitation standards for rehabilitation of existing buildings and site improvements may be established by the Agency. These standards shall be in addition to, and shall not relax, the requirements of the Zoning Ordinance.

4. Type, Height, Size, Number, and Proposed Use of Buildings

The type, height, size, number and proposed use of buildings in Constituent Project Area No. 1A and the Merged Project Area shall be regulated as provided in the General Plan, any applicable specific plan, the Zoning Ordinance, all applicable State and local laws, codes and ordinances, and such additional standards or requirements as may be adopted by the Agency pursuant to this Amended Plan

5. Density

The maximum permitted density of development on any building site shall be regulated as provided in the General Plan, any applicable specific plan, and the Zoning Ordinance, all applicable State and local laws, codes and ordinances and such additional standards or requirements as may be adopted by the Agency pursuant to this Amended Plan.

6. Light, Air and Privacy

In all areas, sufficient space shall be maintained between buildings to provide adequate light, air and privacy.

7. Signs

Exterior signs necessary for the identification of buildings and premises shall be as permitted by the General Plan and the Zoning Ordinance, provided that they comply with any design criteria established for Constituent Project Area No. 1A or the Merged Project Area.

8. Utilities

The Agency shall require all utilities to be placed underground whenever physically and economically feasible.

9. Nondiscrimination and Nonsegregation

As more fully set forth in Section 600.15 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 Constituent Project Area No. 1A or the Merged Project Area.

10. Subdivision or Consolidation of Parcels

No parcels in Constituent Project Area No. 1A or the Merged Project Area, including any parcels retained by a conforming owner or participant, shall be subdivided or consolidated without recommendation by the Planning Commission and the approval of the Agency or City.

11. Variances

In the event the City grants a variance from applicable City land use regulations for development of a parcel within Constituent Project Area No. 1A or 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, under exceptional circumstances the Agency is authorized to permit minor variations from the limits, restrictions, and controls established by the Amended Plan. In order to permit such a variation the Agency must determine that:

- a. The application of the provisions of this Amended Plan would result in practical difficulties or unnecessary hardships inconsistent with the general purposes and intent of this Amended Plan.
- b. There are exceptional circumstances or conditions applicable to the property or to the intended development of the property which do not generally apply to other properties having the same standards, restrictions and controls.
- c. Permitting a minor variation will not be materially detrimental to the public welfare or injurious to the property or improvements within or outside Constituent Project Area No. 1A or the Merged Project Area.
- d. Permitting a minor variation will not be contrary to the objectives of this Amended Plan or of the General Plan.

No such minor variation shall be granted which permits substantial departure from the provisions of this Amended Plan. In permitting any such minor variation, the Agency shall impose such conditions as are necessary to protect the public health, safety or welfare, and to assure compliance with the purpose of this Amended Plan. Nondiscrimination and non-segregation clauses shall not be subject to minor variation.

No minor variation permitted by the Agency shall be effective until conditional uses, variances or changes in zoning requirements, if any, have been effectuated by the City to the extent necessary to obtain consistency with such minor variations permitted by the Agency.

The applicant shall file an application for a minor variation with the Executive Director of the Agency. The Executive Director shall set the matter for public hearing, which hearing shall not be unreasonably delayed. Notice of the public hearing shall be sent to each owner of property located within 300 feet of the perimeter of the subject property as such owners are identified on the last equalized assessment roll. Notice of the public hearing shall be published once not less than ten (10) days prior to the public hearing.

SEC. 500.5 ADOPTION OF ADDITIONAL STANDARDS FOR DEVELOPMENT

Within the limits, restrictions and controls established in the General Plan, any applicable specific plan, the Zoning Ordinance, and this Amended Plan, the Agency may (after consultation with the Planning Commission) by appropriate resolution, adopt specific plans, programs, requirements or standards for all or any portion of Constituent Project Area No. 1A or the Merged Project Area which establish architectural controls, heights of buildings, land coverage, design criteria, setback requirements, traffic circulation, traffic access, sign criteria and other development and design controls necessary for proper development of both private and public areas within Constituent Project Area No. 1A or the Merged Project Area. These controls shall be in addition to, and may not relax requirements of the Zoning Ordinance.

No new improvement shall be constructed and no existing improvements shall be substantially modified, altered, repaired, or rehabilitated except in accordance with any such controls.

SEC. 500.6 BUILDING PERMITS

No permit shall be issued for the construction of any new building or for any construction on an existing building in Constituent Project Area No. 1A or 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 the manner herein provided.

Any permit that is issued hereunder must be for construction that conforms to the provisions of this Amended Plan. Upon receipt of an application for a building permit, the Building Department of the City shall request the Agency to review the application to determine if the proposed improvements will conform to this Amended Plan. Within fifteen (15) days thereafter, the Executive Director of the Agency, or his or her designee, shall file with the Building Department a written report setting forth his or her finding of fact, including, but not limited to, the following:

- a. Whether the proposed improvements would be compatible with the standards and other requirements set forth in this Amended Plan and the design proposed by the Agency;
- b. What modification, if any, in the proposed improvements would be necessary in order to meet the requirements of this Amended Plan and the proposed design of the Agency; and

c. Whether the applicant has entered into an agreement with the Agency for the development of said improvements and submitted architectural, landscape and site plans to the Agency.

After receipt of said report, or after said 15-day period, whichever occurs first, the Building Department may issue the permit, with the conditions, if any, as required by the Agency, or the Building Department shall withhold the issuance of the permit if the Agency has found that the proposed improvement does not meet the requirements of this Amended Plan and the design requirements of the Agency. Within fifteen (15) days after withholding issuance of the permit, the Building Department shall notify the applicant by certified mail of its decision.

The applicant may appeal the Building Department's decision of withholding, or conditionally allowing, the issuance of such permit to the Planning Commission. Within ten (10) days of the mailing of the Notice of decision of the Building Department, the appellant shall file an application of appeal with the Executive Director of the Agency. The application of appeal shall set forth the grounds relied upon by the appellant. The Agency shall place the matter on the agenda for their next regular meeting following the filing of the appeal, or shall, in cases where the matter is determined to have significant impact on Constituent Project Area No. 1A or the Merged Project Area, establish a time and place to hold a public hearing on the matter, which hearing shall not be unreasonably delayed. If an appeal is not filed within the period prescribed above, the decision of the Building Department shall be considered final.

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.

SEC. 500.7 DWELLING UNITS

The maximum number of dwelling units in Constituent Project Area No. 1A and the Merged Project Area shall be regulated as provided in the General Plan and the Zoning Ordinance. In accordance with the General Plan, as it now exists, approximately 207 dwelling units would be permitted in Constituent Project Area No. 1A and approximately 1,466 dwelling units would be permitted in the Merged Project Area.

SEC. 500.8 AFFORDABLE HOUSING

The Agency shall ensure compliance with the provisions of Section 33413(b) of the Redevelopment Law requiring that specified percentages of all new and substantially rehabilitated dwelling units developed by the Agency, or developed within Constituent Project Area No. 1A or within certain Constituent Project Areas comprising the Merged Project Area by public or private entities other than the Agency, be available at affordable housing cost to, and occupied by, households in specified income categories.

Unless otherwise permitted by law, the Agency shall comply with the requirements of Sections 33413(b) and 33487 of the Redevelopment Law.

SEC. 600. REDEVELOPMENT TECHNIQUES TO ACHIEVE PLAN OBJECTIVES

The redevelopment activities undertaken pursuant to this Amended Plan will be undertaken in accordance with the provisions of the Redevelopment Law, as amended from time to time. The Agency proposes to use the redevelopment techniques set forth in Section 400 and this Section 600 and the Redevelopment Law, as amended from time to time, to achieve the goals and objectives of this Amended Plan set forth in Section 400 above.

SEC. 600.1 PROJECT IMPROVEMENTS

Unless otherwise permitted by law, without the prior consent of the City Council, the Agency may not develop a site for commercial or residential use so as to provide streets, sidewalks, utilities or other improvements which an owner or operator of the site would otherwise be obliged to provide. In giving such consent, the City Council shall make a finding that the provision of such improvements is necessary to effectuate the purposes of this Amended Plan.

SEC. 600.2 PUBLIC IMPROVEMENTS

To the extent permitted and in the manner required by law, the Agency is authorized to install and construct, cause to be installed and constructed, or pay all or part of the value of the land for and the cost of the installation and construction of the public buildings, facilities, structures, or other improvements (within or outside Constituent Project Area No. 1A or the Merged Project Area) necessary to carry out this Amended Plan. Such public buildings, facilities, structures and improvements include, but are not limited to, the construction, expansion, rehabilitation or modernization of over-or underpasses, railroad crossings, bicycle paths or bike ways, bridges, streets, curbs, gutters, sidewalks, street furniture, public gateway and signage features, streetlights, 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, community facilities, parks, playgrounds and open space areas, if any, off-street parking, plazas, landscaped areas, and undergrounding of existing utilities.

Without limiting the generality of the foregoing, it is anticipated that the following non-exclusive list of public improvements, including the costs of property acquisition, site preparation, design and construction, if applicable, may be undertaken:

1. Constituent Project Area No. 1 and Constituent Project Area No. 1A:
 - a. Construct public parking facilities including parking structures;
 - b. Improve or construct sidewalks;
 - c. Provision of traffic signals and traffic control equipment;

- d. Construction of storm drainage facilities;
 - e. Improve water lines to accommodate commercial expansion or rehabilitation activities;
 - f. Improve sewer lines as necessary to assure adequate capacity;
 - g. Undergrounding of utilities;
 - h. Improve alleyways;
 - i. Provide landscaping, lighting and street furniture to induce daytime and nighttime shopping in Constituent Project Area No. 1 and Constituent Project Area No. 1A;
 - j. Reconstruction of streets in Constituent Project Area No. 1A;
 - k. Replace the water system in Constituent Project Area No. 1A; and
 - l. Acquire and improve park space inside or outside Constituent Project Area No. 1 and Constituent Project Area No. 1A;
2. Constituent Project Area No. 3 and Constituent Project Area No. 3A
- a. Construction and or reconstruction of streets, curb and gutters within Constituent Project Area No. 3 and Constituent Project Area 3A;
 - b. Repair and or replacement of water lines and other water facilities as necessary to increase capabilities of providing adequate fire flows and domestic water supplies;
 - c. Construction of vehicle parking facilities;
 - d. Undergrounding of all utilities in the Constituent Project Area No. 3A;
 - e. Signalization of various intersections in the Constituent Project Area No. 3 and Constituent Project Area No. 3A; and
 - f. Construction of landscaping and decorative block walls.
3. Constituent Project Area No. 4
- a. Street Improvements
 - (1) Resurface Truman Street
 - (2) Resurface First Street
 - (3) Upgrade traffic signal at Truman Street and S. Workman Street

- Street
 - (4) Upgrade traffic signal at San Fernando Road and S. Workman
- the railroad right-of-way
 - (5) Vacate a portion of S. Workman Street between Truman Street and
 - (6) Vacate a portion of Lazard Street between Truman Street and the
- railroad right-of-way
 - b. Sewer Improvements
 - (1) Repair sections of sewer system damaged in the earthquake
 - c. Water Improvements
 - (1) Replace water main under Lazard Street
 - (2) Replace water main under San Fernando Road
 - d. Miscellaneous Improvements
 - (1) Construct bikeway along railroad right-of-way
 - (2) Install lights along railroad right-of-way
 - (3) Underground utilities
 - (4) Various improvements to Layne Park
 - e. Future Improvements
 - (1) The Agency will be authorized to finance the construction of additional improvements based on further analysis of earthquake damage not specified above, the requirements of any future project environmental documents, the Congestion Management Program (CMP), or the Air Quality Management Plan (AQMP). Future improvements in connection with the existing Metrolink station will also be authorized.

SEC. 600.3 PROPERTY ACQUISITION

1. Acquisition of Real Property

Except as specifically limited herein, the Agency may, but is not required to, acquire or obtain options to acquire Real Property, any interest in property, and any improvements on it, by gift, devise, lease, bequest, exchange, purchase, eminent domain or any other lawful method whatsoever.

The Agency is authorized to acquire structures without acquiring the land upon which those structures are located. The Agency is authorized to acquire any interest in Real Property less than a fee interest. The Agency is authorized to acquire property devoted to a public use.

Properties which may not be acquired by eminent domain include (i) Real Property owned by public bodies which do not consent to such acquisition; (ii) Real property to be retained by an owner, either as a conforming owner or pursuant to a participation agreement or a Certificate of Conformance, if the owner fully performs under the agreement; and (iii) Real Property on which an existing building is to be continued on its present site and in its present form and use without the consent of the owner, unless (a) such building requires structural alteration, improvement, modernization, or rehabilitation, or (b) the site or lot on which the building is situated requires modification in size, shape, or use, or (c) it is necessary to impose upon such property any of the standards, restrictions and controls of this Amended Plan and the owner fails or refuses to participate in this Amended Plan by executing a participation agreement.

The power of eminent domain may be employed by the Agency to acquire Real Property in Constituent Project Area No. 1A or the Merged Project Area only when the following conditions are met:

- a. The proposed acquisition is in accordance with this Amended Plan and necessary to its execution.
- b. The proposed acquisition is in compliance with all applicable law and regulations, including but not limited to, the California Eminent Domain Law, California Code of Civil Procedure Section 1230.010 et seq. (the “Eminent Domain Law”).
- c. Proceedings to acquire Real Property within Constituent Project Area No. 1A, Constituent Project Area No. 2 and Constituent Project Area No. 3A are commenced on or before November 16, 2010. Such time limits for commencement of eminent domain proceedings may be extended only by further amendment of this Amended Plan.
- d. With respect to Constituent Project No. 1A, properties may be acquired and cleared by the Agency if a determination is made that one or more of the following conditions exist:
 - (i) The building must be removed in order to assemble land into parcels of reasonable size and shape to eliminate that impediment to land development;
 - (ii) The building is substandard as demonstrated by an inspection of the property by the Building Department of the City;
 - (iii) The building must be removed in order to eliminate an environmental deficiency, including, but not limited to, incompatible land uses and small and irregular lot subdivisions; or
 - (iv) The building must be removed to provide land for needed public facilities, including among others, rights-of-way, public safety facilities, public recreational facilities and open space, and other public utilities.
- e. With respect to Constituent Project Area No. 1A, the Agency is authorized to acquire by eminent domain only those properties bounded by the Southern Pacific Railroad

right-of-way, Workman Street, Pico Street and Mission Boulevard, and the following parcels as listed by Assessor Parcel Number: 2521-021-027; 2521-022-021; 2521-024-015, 16, 17 and 19; and 2613-010-034.

f. The Agency shall not within Constituent Project Area No. 2 or Constituent Project Area No. 3A acquire (i) interests in oil, gas, or other mineral substances, or (ii) the right to extract such substances through any opening or penetration for any purpose connected therewith more than 500 feet from the surface.

Without further amendment of this Amended Plan, the Agency has no authority to acquire Real Property located within Constituent Project Area No. 1, Constituent Project Area No. 3 or Constituent Project Area No. 4 by eminent domain.

Other provisions of this Amended Plan notwithstanding, the Agency shall not acquire from any of its members or officers any property or interest in property except through eminent domain proceedings.

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 Constituent Project Area No. 1A or the Merged Project Area by any lawful means except eminent domain.

SEC. 600.4 PARTICIPATION BY OWNERS AND TENANTS

Persons who are owners of businesses and other types of Real Property in Constituent Project Area No. 1A or the Merged Project Area shall be given an opportunity to participate in redevelopment of Constituent Project Area No. 1A or the Merged Project Area. Such opportunity may consist of retaining, and, if necessary, rehabilitating all or a portion of their properties; acquiring adjacent or other properties in Constituent Project Area No. 1A or the Merged Project Area; selling their properties to the Agency and purchasing other properties in Constituent Project Area No. 1A or the Merged Project Area; or by selling improvements to the Agency and redeveloping their properties in conformance with this Amended Plan and the Owner Participation Rules.

In the event anyone designated as a participant pursuant to this Amended Plan fails or refuses to rehabilitate or develop his or her Real Property pursuant to this Amended Plan and/or a participation agreement with the Agency, the Real Property, or any interest therein, may be acquired by the Agency subject to the limitations set forth in the Amended Plan, and sold or leased for rehabilitation or development in accordance with this Amended Plan.

Participation opportunities shall necessarily be subject to and limited by such factors as elimination and changing of some land uses; the realignment of abandonment, widening or opening of public rights-of-way; the ability of owners to finance acquisition and development of structures in accordance with this Amended Plan; or any reduction in the total number of individual parcels in Constituent Project Area No. 1A or the Merged Project Area; and the

assembly and development of areas for public and/or private development in accordance with this Amended Plan.

In order to provide an opportunity to owners and tenants to participate in the growth and development of Constituent Project Area No. 1A and the Merged Project Area, the Agency has promulgated the Owner Participation Rules. If conflicts develop between the desires of participants for particular sites or land uses, the Agency is authorized to establish reasonable priorities and preferences among the owners and tenants and to determine a solution by consideration of such factor's length of time in the area, accommodation of as many participants as possible, ability to perform, similar land use to similar land use, and conformity with the intent and objectives of this Amended Plan.

In addition to opportunities for participation by individual persons and firms, participation, to the extent it is feasible, shall be available for two or more persons, firms, or institutions to join together in partnerships, corporations, or other joint entities.

SEC. 600.5 RE-ENTRY PREFERENCES FOR TENANTS

The Agency shall extend reasonable preferences to persons who are engaged in business in Constituent Project Area No. 1A and the Merged Project Area to re-enter in business within Constituent Project Area No. 1A and the Merged Project Area, if they otherwise meet the requirements prescribed in this Amended Plan. Business, institutional and semi-public tenants may, if they so desire, purchase and develop Real Property in Constituent Project Area No. 1A or the Merged Project Area if they otherwise meet the requirements prescribed in this Amended Plan.

SEC. 600.6 PARTICIPATION AGREEMENTS

At the Agency's option, each participant may be required to enter into a binding agreement with the Agency by which the participant agrees to develop, rehabilitate, or use the property in conformance with this Amended Plan and be subject to the provisions in the participation agreement. In such agreements, participants who retain Real Property shall be required to join in the recordation of such documents as are necessary to make the provisions of the agreement applicable to their properties and to ensure such development and use.

Whether or not a participant enters into a participation agreement with the Agency, the provisions of this Amended Plan are applicable to all public and private property in Constituent Project Area No. 1A and the Merged Project Area.

SEC. 600.7 CONFORMING OWNERS

The Agency may determine that certain Real Property within Constituent Project Area No. 1A or the Merged Project Area presently meets the requirements of this Amended Plan, and the owners of such properties will be permitted to remain as conforming owners without a participation agreement with the Agency, provided such owners continue to operate and use the Real Property within the requirements of this Amended Plan.

The Agency shall, upon the request of any conforming owner, issue to such owner, in a form suitable for recordation, a Certificate of Conformance, which Certificate shall provide in substance that the property conforms to requirements of this Amended Plan on the date of issuance thereof.

The Agency may also determine that certain Real Property within Constituent Project Area No. 1A or the Merged Project Area is substantially in conformance with the requirements of this Amended Plan, and the owners of such property may be allowed to remain as conforming owners, however, said owners may be required to bring their property, to the extent possible, in greater conformance with this Amended Plan.

In the event any of the conforming owners desire to: (1) construct any additional improvements or substantially alter or modify existing structures on any of the Real Property described above as conforming; or (2) acquire additional Real Property within Constituent Project Area No. 1A or the Merged Project Area; then such conforming owners may be required to enter into a participation agreement with the Agency in the same manner as required for other owners.

Any Real Property owned by conforming owners outside of designated conforming parcels within Constituent Project Area No. 1A or 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.

In the event anyone designated as a conforming owner pursuant to this Amended Plan fails or refuses to rehabilitate or develop his or her real property pursuant to this Amended Plan and/or a Certificate of Conformance, the Real Property, or any interest therein, may be acquired by the Agency subject to the limitations set forth in the Amended Plan, and sold or leased for rehabilitation or development in accordance with this Amended Plan.

SEC. 600.8 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 will seek the cooperation of all public bodies which own or intend to acquire property in Constituent Project Area No. 1A or 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.

SEC. 600.9 PROPERTY MANAGEMENT

During such time as Real Property or Personal Property in Constituent Project Area No. 1A or 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 maintained, managed, operated,

repaired, cleaned, rented or leased by the Agency pending its disposition. Any such rental or lease shall be pursuant to such policies as the Agency may adopt.

The Agency shall maintain all Agency-owned property that is not to be demolished in a reasonably safe and sanitary condition. The Agency may insure against risks or hazards, any of the Real Property or Personal Property which it owns.

As provided in Section 33401 of the Redevelopment Law, the Agency may, in any year during which it owns property in Constituent Project Area No. 1A or the Merged Project Area 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.

Unless otherwise permitted by law, the Agency is not authorized to own and operate rental property acquired and rehabilitated in prospects of resale beyond a reasonable period of time necessary to effect such resale.

SEC. 600.10 RELOCATION OF PERSONS AND BUSINESSES DISPLACED BY IMPLEMENTATION OF THIS AMENDED PLAN

(i) Relocation Housing Requirements

No Persons or Families of Low or Moderate Income shall be displaced unless and until there is a suitable housing unit available and ready for occupancy by such displaced person or family at rents comparable to those at the time of their displacement. Such housing units shall be suitable to the needs of such displaced persons or families and must be decent, safe, sanitary and otherwise standard dwellings. The Agency shall not displace such person or family until such housing units are available and ready for occupancy.

Permanent housing facilities shall be made available within three years from the time occupants are displaced. Pending the development of such facilities, there will be available to such displaced occupants adequate temporary housing facilities at rents comparable to those in the City at the time of their displacement.

(ii) Replacement Housing Plan

To the extent required by law, not less than thirty days prior to the execution of an agreement for acquisition of Real Property, or the execution of an agreement for the disposition and development of property, or the execution of an owner participation agreement, which agreement would lead to the destruction or removal of dwelling units from the low and moderate income housing market, the Agency shall adopt by resolution a replacement housing plan, pursuant to Section 33413.5 of the Redevelopment Law.

Except as otherwise permitted by law, the replacement housing plan shall include: (1) the general location of housing to be rehabilitated, developed or constructed pursuant to Section 33413 of the Redevelopment Law; (2) an adequate means of financing such rehabilitation,

development or construction; (3) a finding that the replacement housing does not require the approval of the voters pursuant to Article XXXIV of the California Constitution, or that such approval has been obtained; (4) the number of dwelling units housing persons and families of low or moderate income planned for construction or rehabilitation; and (5) the timetable for meeting the housing plan's relocation, rehabilitation and replacement housing objectives. Except as otherwise permitted by law, a dwelling unit whose replacement is required by Section 33413 but for which no replacement housing plan has been prepared, shall not be destroyed or removed from the low and moderate income housing market until the Agency has by resolution adopted a replacement housing plan.

Nothing in this section shall prevent the Agency from destroying or removing from the low- and moderate-income housing market a dwelling unit which the Agency owns and which is an immediate danger to health and safety. The Agency shall, as soon as practicable, adopt by resolution a replacement housing plan with respect to such dwelling unit.

(iii) Assistance in Finding Other Locations

In accordance with applicable laws, the Agency shall assist in the relocation of all persons (including families, business concerns, and others) displaced by Agency acquisition of property in Constituent Project Area No. 1A or the Merged Project Area. The Agency intends to accomplish all redevelopment pursuant to this Amended Plan with as little displacement of persons from businesses or residences as is feasible. In order to carry out the Project with a minimum of hardship to persons displaced from their homes, the Agency shall assist individuals and families in finding housing that is decent, safe, sanitary, within their financial means, in reasonably convenient locations, and otherwise suitable to their needs. The Agency is also authorized to provide housing outside Constituent Project Area No. 1A and the Merged Project Area for displaced persons.

(iv) Relocation Benefits and Assistance

The Agency will provide relocation assistance and make payments in accordance with applicable law, including, but not limited to, Chapter 16 (commencing with Section 7260) of Division 7 of Title 1 of the Government Code (“State Act”); the Relocation Assistance and Real Property Acquisition Guidelines (Chapter 6 of Title 25 of the California Code of Regulations, beginning with Section 6000) (“State Guidelines”) adopted by the Department of Housing and Community Development to implement and interpret the State Act; and, if and when applicable, Federal law, including but not limited to the Uniform Relocation Assistance and Real Property Acquisition Policies Act of 1970, as amended (42 U.S.C., Section 4601, et seq.) (the “Federal Act”) and the Uniform Relocation Assistance and Real Property Acquisition for Federal and Federally Assisted Programs Regulations (49 Code of Federal Regulations, Part 24, beginning with Section 24.1) (the “Federal Guidelines”). The Agency shall provide such relocation benefits and assistance to all persons (including families, business concerns and others) displaced by Agency acquisition of property in Constituent Project Area No. 1A or the Merged Project Area. The Agency may provide additional benefits or payments, as it may deem appropriate from available funds to implement the objectives of this Amended Plan and to alleviate hardship. All relocation shall be conducted in accordance with Article 9, Chapter 4 of the Redevelopment

Law. The Agency shall comply with its adopted rules and regulations implementing the State Guidelines, as such rules may be amended from time to time.

(iv) Temporary Relocation Housing

The Agency is authorized to provide temporary relocation housing on cleared sites within Constituent Project Area No. 1A or the Merged Project Area. Such action by the Agency would be to provide additional safe, standard and decent relocation housing resources for families and businesses within Constituent Project Area No. 1A or the Merged Project Area prior to permanent disposition and development of such cleared sites. If feasible and desirable, the Agency may also utilize sites outside Constituent Project Area No. 1A and the Merged Project Area for providing relocation housing resources. The Agency is also authorized to provide temporary relocation housing in houses acquired by the Agency that are being held for sale and/or rehabilitation.

SEC. 600.11 DEMOLITION, CLEARANCE, SITE PREPARATION AND HAZARDOUS WASTE REMEDIATION AND REMOVAL

1. Demolition and Clearance

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

2. Preparation of Building Sites

The Agency is authorized to prepare, or cause to be prepared, as building sites any Real Property owned or acquired by the Agency. In connection with such development, it may cause, provide or undertake or make provision with other agencies for the installation, or construction of parking facilities, street, utilities, parks, playgrounds and other public improvements necessary for carrying out in Constituent Project Area No. 1A or the Merged Project Area this Amended Plan.

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 Constituent Project Area No. 1A or the Merged Project Area in accordance with the requirements of Sections 33459 - 33459.8 of the Redevelopment Law, or any successor legislation.

SEC. 600.12 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 and conserve, or cause to be rehabilitated or conserved, any building or structure in Constituent Project Area No. 1A or the Merged Project Area acquired by the Agency; and (b) where it is economically feasible to do so move or cause to be moved any

standard building or other structure to a location within or outside Constituent Project Area No. 1A or the Merged Project Area. The Agency is authorized to advise, encourage, and financially assist in the rehabilitation and conservation of property in Constituent Project Area No. 1A and the Merged Project Area not owned by the Agency.

The Agency and the City may conduct a rehabilitation program to encourage owners of property within Constituent Project Area No. 1A and the Merged Project Area to upgrade and maintain their property consistent with City codes and standards. The Agency and the City may develop a program for making low interest loans for the rehabilitation of properties in Constituent Project Area No. 1A and the Merged Project Area. Properties may be rehabilitated, provided that rehabilitation and conservation activities on a structure are carried out in an expeditious manner and in conformance with this Amended Plan.

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 Section 33420.1 of the Redevelopment Law 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 Constituent Project Area No. 1A and the Merged Project Area pursuant to Section 33420.2 of the Redevelopment Law 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 Constituent Project Area No. 1A and the Merged Project Area pursuant to Section 33444.5 of the Redevelopment Law 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 Constituent Project Area No. 1A and the Merged Project Area pursuant to Section 33444.6 of the Redevelopment Law and any successor statute.

6. To the extent practical and when consistent with the other objectives of this Amended Plan, special consideration shall be given to the protection, rehabilitation, or restoration of any structure determined to be historically significant, taking into consideration State guidelines.

SEC. 600.13 REPLACEMENT DWELLING UNITS

To the extent required by law, 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).

SEC. 600.14 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.

In the manner and to the extent required by law, before any interest in Real Property of the Agency which was acquired, in whole or in part, directly or indirectly, with tax increment moneys, is sold or leased or otherwise disposed of for development pursuant to this Amended Plan, such sale, lease or disposition shall first be approved by the City Council after public hearing.

In the manner required and to the extent permitted by law, the Agency is authorized to dispose of Real Property by negotiated leases or sales without public bidding.

Except as otherwise permitted by law, all Real Property acquired by the Agency in Constituent Project Area No. 1A or the Merged Project Area shall be sold or leased except property conveyed by it to the City. 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 Constituent Project Area No. 1A or 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 Constituent Project Area No. 1A or the Merged Project Area.

3. Purchase and Development Documents

To provide adequate safeguards ensuring 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, 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. All such documents shall be made effective for the period determined by the Agency in accordance with law.

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

During the period of redevelopment in Constituent Project Area No. 1A and 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 Constituent Project Area No. 1A and 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 and architectural review. All development must conform to this Amended Plan and all applicable federal, State and local laws.

4. Obligations to be Imposed on Redevelopers

Acquirers, users or developers of Real Property within Constituent Project Area No. 1A or the Merged Project Area will be obligated to use the property for the purposes designated in this Amended Plan, to begin and complete development of the property within a period of time which the Agency fixes as reasonable, and to comply with other conditions which the Agency deems necessary to carry out the purposes 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 acquirer, user, owner participant or developer shall resell, lease, sublease or otherwise dispose of Real Property in Constituent Project Area No. 1A or the Merged Project Area until the construction approved by the Agency has been completed, except with the prior written consent of the Agency.

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.

SEC. 600.15 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 Sections 33337 and 33435-33436 of the Redevelopment Law, contracts entered into by the Agency relating to the sale, transfer or leasing of land, or any interest therein acquired by the Agency within Constituent Project Area No. 1A or 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 Constituent Project Area No. 1A or Merged Project Area Property

All deeds, leases or contracts for the sale, lease, sublease or other transfer of any land in Constituent Project Area No. 1A or the Merged Project Area shall contain substantially the following nondiscrimination clauses as prescribed by Sections 33435 and 33436 of the Redevelopment Law:

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).”

Contracts shall further provide that the foregoing provisions shall be binding upon and shall obligate the contracting party or parties and any subcontracting party or parties, or other transferees under the instrument.

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.

SEC. 700. METHODS FOR FINANCING THE PROJECT

SEC. 700.1 GENERAL PROVISIONS

The Agency, if it deems it appropriate, is authorized to finance the Project with financial assistance from the City, County, the State, the Federal Government, any other public agency, 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. Such assistance shall be on the terms established by an agreement between the City and the Agency. 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 indebtedness and obligations may be paid from tax increments or any other funds available to the Agency.

SEC. 700.2 AFFORDABLE HOUSING FINANCING

Except as otherwise permitted by law, and subject to the provisions of subdivisions (a) and (b) of Section 33486 of the Redevelopment law, a minimum of twenty percent (20%) of all taxes which are allocated to the Agency pursuant to Section 33670 of the Redevelopment Law shall be used by the Agency for the purposes of increasing, improving and preserving the community's supply of low and moderate income housing available at affordable housing cost (as defined by Section 50052.5 of the Redevelopment Law) to Persons and Families of Low or Moderate Income and very low income households (as defined in Section 50105 of the Redevelopment Law).

SEC. 700.3 TAX INCREMENT

A. Constituent Project Area No. 1A

All taxes levied upon taxable property within Constituent Project Area No. 1A 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 original adopting ordinance for Constituent Project Area No. 1A (being Ordinance No. 1316) shall be divided as follows:

1. That portion of the taxes which would be produced 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 Constituent Project Area No. 1A, 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 original adopting ordinance for Constituent Project Area No. 1A, shall be allocated to and when collected shall be paid to the respective taxing agencies as taxes by, or for, said taxing agencies 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 in a redevelopment project on the effective date of such ordinance 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 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 subdivisions 3 and 4 below, 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, moneys advanced to, or indebtedness (whether funded, refunded, assumed, or otherwise) incurred by the Agency to finance or refinance, in whole or in part, the redevelopment project. Unless and until the total assessed valuation of the taxable property in Constituent Project Area No. 1A exceeds the total assessed value of the taxable properties in Constituent Project Area No. 1A, 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 Constituent Project Area No. 1A 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 Constituent Project Area No. 1A shall be paid into the funds of the respective taxing agencies as taxes on all other property are paid.

3. That portion of the taxes identified in subdivision 2, above, which are attributable to a tax rate levied by any of said taxing agencies for the purpose of providing revenues in an amount sufficient to make annual repayments of the principal of, and the interest on, any bonded indebtedness for the acquisition or improvement of real property shall be allocated to, and when collected shall be paid into, the fund of that taxing agency. This subdivision shall only apply to taxes levied to repay bonded indebtedness approved by the voters of said taxing agency or agencies on or after January 1, 1989.

4. That portion of tax revenues allocated to the Agency pursuant to subdivision 2, above, which is attributable to increases in the rate of tax imposed for the benefit of any affected taxing agency whose levy occurs after the tax year in which the ordinance adopting the redevelopment plan for Constituent Project Area No. 1A becomes effective shall be allocated to such affected taxing agency to the extent the affected taxing agency has elected in the manner required by law to receive such allocation.

The portion of taxes described in subdivision 2 above are irrevocably pledged by the Agency for the payment of the principal and the interest on money loaned or advanced, or any indebtedness incurred (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 described in subdivision 2 above may be used anywhere within the territorial jurisdiction of the Agency to finance the construction or acquisition of public improvements which will enhance the environment of a residential neighborhood containing housing for Persons and Families of Low or Moderate Income, and public improvements which will be of benefit to Constituent Project Area No. 1.

The portion of taxes divided and allocated to the Agency pursuant to subdivision 2 above shall not exceed, except by amendment of this Amended Plan, Sixteen Million Dollars (\$16,000,000).

B. The Merged Project Area

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 dates of the respective original adopting ordinances for each of the Constituent Project Areas comprising the Merged Project Area (being Ordinance No. 918 with respect to Constituent Project Area No. 1, Ordinance No. 1032 with respect to Constituent Project Area No. 2, Ordinance No. 1050 with respect to Constituent Project Area No. 3, Ordinance No. 1219 with respect to Constituent Project Area No. 3A, and Ordinance No. 1447 with respect to Constituent Project Area No. 4) shall be divided as follows:

1. That portion of the taxes which would be produced 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 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 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 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 in a redevelopment 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 subdivisions 3, 4 and 5 below, 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, moneys advanced to, or indebtedness (whether funded, refunded, assumed, or otherwise) incurred by the Agency to finance or refinance, in whole or in part, the redevelopment project. Unless and until the total assessed valuation of the taxable property in each Constituent Project Area exceeds the total assessed value of the taxable properties in the Constituent Project Area, 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 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.

3. That portion of the taxes identified in subdivision 2, above, which are attributable to a tax rate levied by any of said taxing agencies for the purpose of providing revenues in an amount sufficient to make annual repayments of the principal of, and the interest on, any bonded indebtedness for the acquisition or improvement of real property shall be allocated to, and when collected shall be paid into, the fund of that taxing agency. This subdivision shall only apply to taxes levied to repay bonded indebtedness approved by the voters of said taxing agency or agencies on or after January 1, 1989.

4. That portion of tax revenues allocated to the Agency pursuant to subdivision 2, above, which is attributable to increases in the rate of tax imposed for the benefit of any affected taxing agency whose levy occurs after the tax year in which the applicable ordinance adopting the redevelopment plan for the applicable Constituent Project Area becomes effective shall be allocated to such affected taxing agency to the extent the affected taxing agency has elected in the manner required by law to receive such allocation.

5. The portion of tax revenues derived from Constituent Project Area No. 4 and allocated to the Agency pursuant to subdivision 2, above, which is attributable to the tax rate levied for that tax override fund commonly known as the “Retirement Fund of the City of San Fernando” shall be allocated to, and when collected shall be paid into the Retirement Fund of the City.

The portion of taxes described in subdivision 2 above are irrevocably pledged by the Agency for the payment of the principal and the interest on money loaned or advanced, or any indebtedness incurred (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. As authorized under Article 16, Chapter 3 of the Redevelopment Law, the portion of taxes described in subdivision 2 above may be allocated to the entire Merged Project Area for the payment of the principal and the interest on money loaned or advanced, or any indebtedness incurred subject to any limitations set forth in such Article 16.

The portion of taxes described in subdivision 2 above may be used anywhere within the territorial jurisdiction of the Agency to finance the construction or acquisition of public improvements which will enhance the environment of a residential neighborhood containing housing for Persons and Families of Low or Moderate Income, and public improvements which will be of benefit to the Merged Project Area.

The portion of taxes divided and allocated to the Agency pursuant to subdivision 2 above shall not exceed, except by amendment of this Amended Plan, the aggregate maximum amount

of Two Hundred Fifty One Million Dollars (\$251,000,000) with respect to Constituent Project Area Nos. 1, 2, 3 and 3A.

With respect to Constituent Project Area No. 4, no maximum amount is required by the Redevelopment Law and no maximum amount is stated in this Amended Plan.

SEC. 700.4 BONDS AND OTHER OBLIGATIONS

The Agency may issue its bonds, notes or other obligations for any corporate purpose, including for the purpose of refunding bonds or notes it has previously issued, when a determination has been made by the Agency that such financing is required and feasible, and may expend their proceeds in carrying out this Amended Plan. Such bonds, notes, or obligations shall be issued only after the Agency has determined that funds are, or will be, available to repay principal and interest when due and payable. The principal and interest payable on such bonds may be paid from:

1. the income and revenues of a redevelopment project or projects;
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 combination of the above sources; or
8. any other source permitted by law.

The amount of bonded indebtedness to be repaid in whole or part from the allocation of taxes described in subdivision 2 of Section 700.3 A. above which can be outstanding at any one time for Constituent Project Area No. 1A shall not exceed, except by amendment of this Amended Plan, Five Million Dollars (\$5,000,000).

The amount of bonded indebtedness to be repaid in whole or part from the allocation of taxes described in subdivision 2 of Section 700.3 B. above which can be outstanding at any one time for the Merged Project Area shall not exceed, except by amendment of this Amended Plan, Seventy-Five Million Dollars (\$75,000,000).

SEC. 700.5 OTHER LOANS, GRANTS AND ADVANCES

Any other available advances, loans, grants, or financial assistance from any other public or private source may be utilized by the Agency for purposes of the **Project**. The principal and interest on any such advances or loans may be paid from any legally available funds of the Agency.

SEC. 800. ACTIONS BY THE CITY

Subject to any limitations in law, the City shall aid and cooperate with the Agency in carrying out this Amended Plan and shall take all actions, and complete all proceedings, 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:

1. 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. Such action by the City may include the abandonment and relocation of public utilities in the public rights-of-way as necessary to carry out this Amended Plan.
2. Initiation and completion of proceedings necessary for changes and improvements in publicly owned public utilities within or affecting Constituent Project Area No. 1A or the Merged Project Area.
3. 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 Constituent Project Area No. 1A or the Merged Project Area to ensure their proper development and use.
4. Provision for administrative enforcement of this Amended Plan.
5. Imposition of conditions or other requirements upon parcels in Constituent Project Area No. 1A or the Merged Project Area to implement the regulations or policy guidelines adopted by the Agency pursuant to this Amended Plan in satisfaction of the requirements of Health and Safety Code Section 33413(b).
6. 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 Constituent Project Area No. 1A and the Merged Project Area to be commenced and carried to completion without unnecessary delay.

SEC. 900. ENFORCEMENT

The administration and 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 Constituent Project Area No. 1A or 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, and any local land use regulations or any provisions of the municipal code.

SEC. 1000. 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:

SEC. 1000.1 PLAN EFFECTIVENESS TIME LIMITS

The effectiveness of this Amended Plan shall terminate on the following dates:

1. With respect to Constituent Project Area No. 1: January 1, 2012;
2. With respect to Constituent Project Area No. 1A: June 27, 2029;
3. With respect to Constituent Project Area No. 2: August 21, 2015;
4. With respect to Constituent Project Area No. 3: June 18, 2016;
5. With respect to Project Area No. 3A: April 4, 2026; and
6. With respect to Constituent Project Area No. 4: June 17, 2026.

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

SEC. 1000.2 TIME LIMIT ON INCURRING LOANS, ADVANCES OR INDEBTEDNESS

Without further amendment of this Amended Plan, no loans, advances, or indebtedness to finance, in whole or in part the Project and to be repaid from the allocation of taxes derived from Constituent Project Area No. 4 shall be established or incurred by the Agency beyond July 18, 2024. However, such loans, advances, or indebtedness may be repaid over a period of time longer than such time limit. This limit, however, shall not prevent the Agency from incurring debt to be paid from the Low and Moderate Income Housing Fund, or establishing more debt in order to fulfill the Agency’s housing obligations under Section 33333.8 of the Redevelopment Law.

There is no time limit on incurring loans, advances or indebtedness to finance in whole or in part this Project and to be repaid from the allocation of taxes derived from Constituent Project Area No. 1, Constituent Project Area No. 1A, Constituent Project Area No. 2, Constituent Project Area No. 3, or Constituent Project Area No. 3A.

SEC. 1000.3 TAX INCREMENT RECEIPT AND DEBT REPAYMENT TIME LIMITS

Except as provided in Section 33333.6(f), (g) and (h) of the Redevelopment Law, the Agency shall not pay indebtedness or receive property taxes pursuant to Section 33670 of the Redevelopment Law with respect to the Constituent Project Areas beyond the following time limits:

1. With respect to Constituent Project Area No. 1: January 1, 2022;
2. With respect to Constituent Project Area No. 1A: June 27, 2039;
3. With respect to Constituent Project Area No. 2: August 21, 2025;
4. With respect to Constituent Project Area No. 3: June 18, 2026;
5. With respect to Constituent Project Area No. 3A: April 4, 2036; and
6. With respect to Constituent Project Area No. 4: July 18, 2041.

SEC. 1000.4 NON-DISCRIMINATION PROVISIONS

Notwithstanding any other time limitations set forth herein, the nondiscrimination and nonsegregation provisions of this Amended Plan shall run in perpetuity.

SEC. 1100. SEVERABILITY

If any provision, section, subsection, subdivision, sentence, clause or phrase of this 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 this Amended Plan.

SEC. 1200. PROCEDURE FOR AMENDMENT

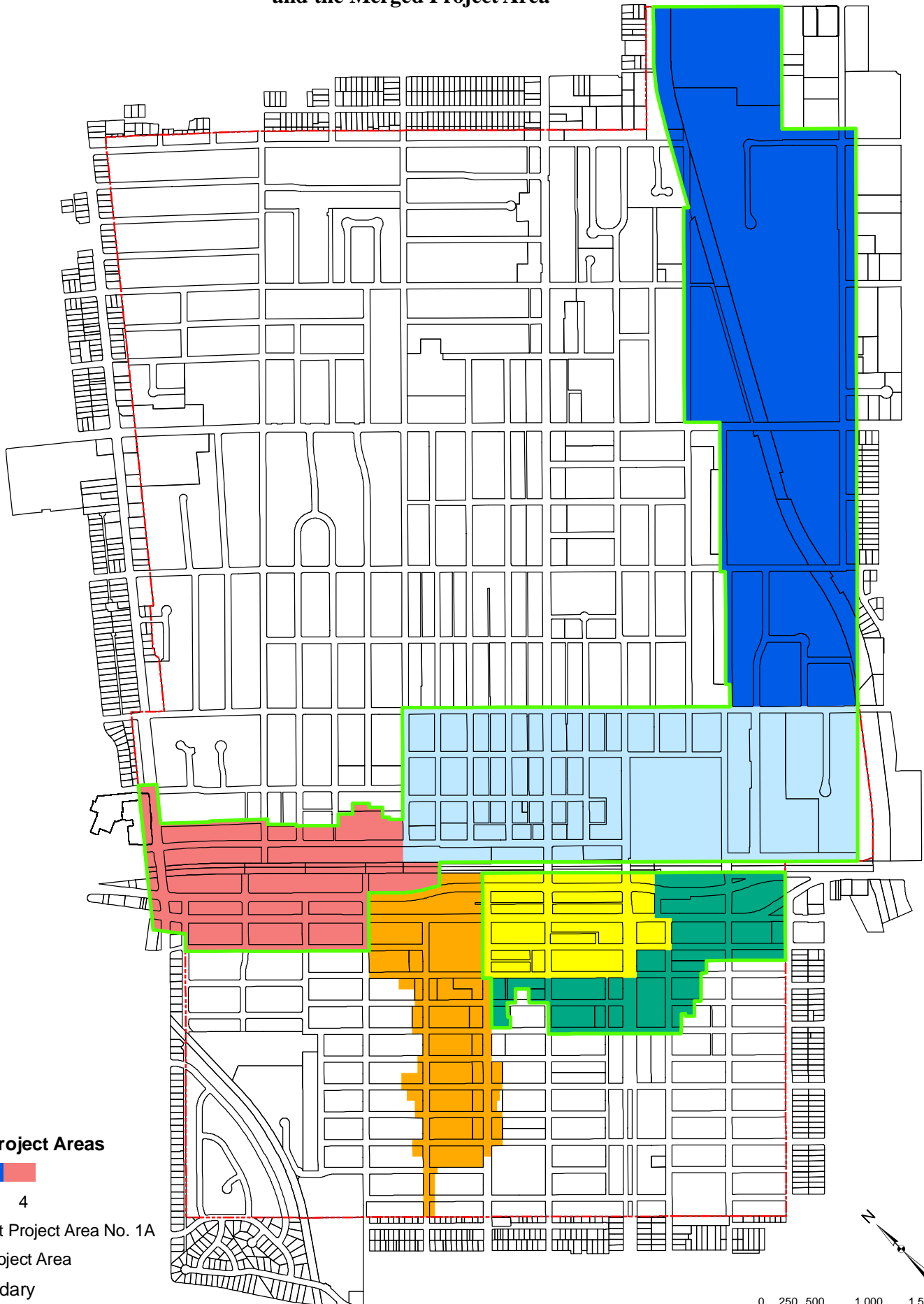
This Amended Plan may be amended by means of the procedure established in the Redevelopment Law or by any other procedure hereafter established by law.

SEC. 1300. 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.

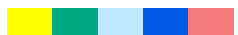
Exhibit A

Boundary Map of Constituent Project Area No. 1A and the Merged Project Area



LEGEND

Constituent Project Areas



1 2 3 3A 4

Orange square: Constituent Project Area No. 1A

Green outline: Merged Project Area

Red dashed line: City Boundary

0 250 500 1,000 1,500 Feet

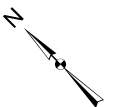


Exhibit B

Legal Descriptions of the Constituent Project Areas

Constituent Project Area No. 1

Exhibit B-1

**REDEVELOPMENT PROJECT NO. 1
CITY OF SAN FERNANDO**

That portion of the City of San Fernando, County of Los Angeles, State of California, bounded on the northeast by the Southern Pacific Company's right-of-way; bounded on the southeast by Wolfskill Street; on the southwest by Pico Street; and on the northwest by Mission Boulevard from the Southern Pacific tracks to Pico Street; Pico Street from Mission Boulevard to Brand Boulevard; Brand Boulevard from Pico Street to Celis Street; Celis Street from Brand Boulevard to Chatsworth Drive; Chatsworth Drive from Celis Street to San Fernando Road; San Fernando Road from Chatsworth Drive to Kittridge Street; Kittridge Street from San Fernando Road to the Southern Pacific Railroad tracks; and the Southern Pacific tracks back to the point of beginning.

Constituent Project Area No. 1A

**LEGAL DESCRIPTION
SAN FERNANDO REDEVELOPMENT AGENCY
REDEVELOPMENT PROJECT NO. 1
AMENDMENT AREA**

This Legal Description is to be used in conjunction with the Boundary Map of the San Fernando Redevelopment Agency, Redevelopment Project No. 1, Amendment Area. The course numbers on the description correspond with the course numbers shown on the Boundary Map. As used herein, the “Project No. 1 Amendment Area” means “Constituent Project Area No. 1.”

All of that certain real property in the County of Los Angeles, State of California described as follows:

P.O.B.

Beginning at the intersection of the northwesterly prolongation of the northeasterly line of Lot 21 Block 106 of Porter Land and Water Companies Resurvey of the Town of San Fernando as shown on map recorded in Book 34 Pages 65 and 66 of Miscellaneous Records, records of said County with its intersection with the northwesterly Right-of-Way line of Kalisher Street, 60 feet wide; thence

1. northeasterly along said northwesterly Right-of-Way line to its intersection with the northeasterly line of Lot 2, Tract No. 8096 as shown on map recorded in Book 86 Pages 16 and 17 of Maps, records of said County; thence
2. northwesterly along said northeasterly line and the northeasterly line of Lot 20 of said Tract No. 8096 to its intersection with the northwesterly line of Lot 5 of said Tract No. 8096; thence
3. northeasterly along said northwesterly line and its northeasterly prolongation to its intersection with the northeasterly Right-of-Way line of Mott Street, 60 feet wide; thence
4. southeasterly along said northeasterly Right-of-Way line to its intersection with the northwesterly Right-of-Way line of Kalisher Street, 60 feet wide; thence
5. northeasterly along said northwesterly Right-of-Way line to its intersection with the southwesterly Right-of-Way line of Griffith Street, 60 feet wide; thence
6. northwesterly along said southwesterly Right-of-Way line to its intersection with the southwesterly prolongation of the northwesterly line of Lot 38 Block 2 of Tract No. 1742 as shown on map recorded in Book 20 Page 187 of Maps, records of said County; thence
7. northeasterly along said prolongation and said northwesterly line to its intersection with the northeasterly line of Lot 37 of said Block 2; thence

8. northwesterly along said northeasterly line and the northeasterly line of Lots 36 and 35 of said Block 2 to its intersection with the northwesterly line of Lot 6 of said Block 2; thence
9. northeasterly along said northwesterly line to its intersection with the southwesterly Right-of-Way line of Kewen Street, 60 feet wide; thence
10. northwesterly along said southwesterly Right-of-Way line to its intersection with the southwesterly prolongation of the northwesterly line of Lot 33 Block 1 of said Tract No. 1742; thence
11. northeasterly along said prolongation and said northwesterly line to its intersection with the northeasterly line of said Lot 33; thence
12. southeasterly along said northeasterly line and the northeasterly line of Lots 34 through 38 inclusive of said Block 1 to its intersection with the northwesterly line of Lot 2 of said Block 1; thence
13. northeasterly along said northwesterly line and its northeasterly prolongation to its intersection with the northeasterly Right-of-Way line of Hewitt Street, 60 feet wide; thence
14. southeasterly along said northeasterly Right-of-Way line to its intersection with the northwesterly Right-of-Way line of Kalisher Street, 60 feet wide; thence
15. northeasterly along said northwesterly Right-of-Way line to its intersection with the southwesterly Right-of-Way line of Hollister Street, 60 feet wide; thence
16. northwesterly along said southwesterly Right-of-Way line to its intersection with the southwesterly prolongation of the northwesterly line of Lot 37 Block 34 of said Porter Land and Water Companies Resurvey of the Town of San Fernando; thence
17. northeasterly along said prolongation and said northwesterly line and the northwesterly line of Lot 4 of said Block 34 to its intersection with the southwesterly Right-of-Way line of Coronel Street, 60 feet wide; thence
18. southeasterly along southwesterly Right-of-Way line to its intersection with the southwesterly prolongation of the northwesterly line of Lot 38 of Block 27 of said Porter Land and Water Companies Resurvey of the Town of San Fernando; thence
19. northeasterly along prolongation and said northwesterly line to its intersection with the northeasterly line of Lot 37 of said Block 27; thence
20. northwesterly along said northeasterly line and the northeasterly line of Lots 36 through 32 inclusive, of said Block 27 to its intersection with the northwesterly line of Lot 9 of said Block 27 thence

21. northeasterly along said northwesterly line to its intersection with the southwesterly Right-of-Way line of Pico Street, 60 feet wide; thence
22. northwesterly along said southwesterly Right-of-Way line to its intersection with the southeasterly Right-of-Way line of Workman Street, 60 feet wide; thence
23. northeasterly along said southeasterly Right-of-Way line to its intersection with the northeasterly Right-of-Way line of Truman Street, 80 feet wide; thence
24. southeasterly and said northeasterly Right-of-Way line to its intersection with the southwesterly prolongation of the southeasterly line of Lot A of Boruff Tract as shown on map recorded in Book 18 Page 171 of Maps, records of said County; thence
25. northeasterly along said prolongation and said southeasterly line to its intersection with the southwesterly Right-of-Way line of the Southern Pacific Railroad, 100 feet wide; thence
26. southeasterly along said southwesterly Right-of-Way line to its intersection with the northeasterly prolongation of the northwesterly Right-of-Way line of Mission Boulevard, 80 feet wide; thence
27. southwesterly along said prolongation and said northwesterly Right-of-Way line to its intersection with the southwesterly Right-of-Way line of Hollister Street, 60 feet wide; thence
28. southeasterly along said southwesterly Right-of-Way line to its intersection with the southeasterly Right-of-Way line of Mission Boulevard, 80 feet wide; thence
29. southwesterly along said southeasterly Right-of-Way line to its intersection with the southwesterly Right-of-Way line of Hewitt Street, 60 feet wide; thence
30. southeasterly along said southwesterly Right-of-Way line to its intersection with the northwesterly line of Lot 16 of Block 56 of said Porter Land and Water Companies Resurvey of the Town of San Fernando; thence
31. southwesterly along said northwesterly line, the northwesterly line of Lot 25 of said Block 56 and its southwesterly prolongation to its intersection with the southwesterly Right-of-Way line of Kewen Street, 60 feet wide; thence
32. northwesterly along said southwesterly Right-of-Way line to its intersection with the northwesterly line of Lot 17 of Block 65 of said Porter Land and Water Companies Resurvey of the Town of San Fernando; thence
33. southwesterly along said northwesterly line to its intersection with the northeasterly line of Lot 23 of said Block 65; thence
34. northwesterly along said northeasterly line to its intersection with the northwesterly line of said Lot 23; thence

35. southwesterly along said northwesterly line to its intersection with the northeasterly Right-of-way line of Griffith Street, 60 feet wide; thence
36. southeasterly along said northeasterly Right-of-Way to its intersection with the northeasterly prolongation of the northwesterly line of Lot 16 Block 76 of said Porter Land and Water Companies Resurvey of the Town of San Fernando; thence
37. southwesterly along said northeasterly prolongation, said northwesterly line, the northwesterly line of Lot 25 of said Block 76 and its southwesterly prolongation to its intersection with the southwesterly Right-of-Way line of the Mott Street, 60 feet wide; thence
38. northwesterly along said southwesterly Right-of-Way line to its intersection with the southeasterly Right-of-Way line of Mission Boulevard, 80 feet wide; thence
39. southwesterly along said southeasterly Right-of-Way line to its intersection with the southeasterly prolongation of the southwesterly line of Lot 1 of Block 86 of said Porter Land and Water Companies Resurvey of the Town of San Fernando; thence
40. northwesterly along said southeasterly prolongation to its intersection with the northwesterly Right-of-Way line of Mission Boulevard, 80 feet wide; thence
41. southwesterly along said northwesterly Right-of-Way line to its intersection with the northeasterly Right-of-Way line of Woodworth Street, 60 feet wide; thence
42. northwesterly along said northeasterly Right-of-Way line to its intersection with northeasterly prolongation of the northwesterly line of Lot 17 of Block 95, of said Porter Land and Water Companies Resurvey of the Town of San Fernando; thence
43. southwesterly along said prolongation to its intersection southwesterly Right-of-Way line of Woodworth Street, 60 feet wide; thence
44. northwesterly along said southwesterly Right-of-Way line to its intersection with the northwesterly line of Lot 18 of said Block 95; thence
45. southwesterly along said northwesterly line, the northwesterly line of Lot 23 of said Block 95 and its southwesterly prolongation, and northwesterly line of Lot 18 Block 106 of said Porter Land and Water Companies Resurvey of the Town of San Fernando to its intersection with the northeasterly line of Lot 22 of said Block 106; thence
46. northwesterly along said northeasterly line, the northeasterly line of Lot 21 of said Block 106 and its northwesterly prolongation to the point of beginning.

Constituent Project Area No. 2**Project Area No. 2**

That certain parcel of land in the City of San Fernando, County of Los Angeles, State of California, described as follows:

Beginning at the intersection of the northwesterly line of Mission Boulevard, 80 feet wide, with the southwesterly line of Pico Street, 60 feet wide; thence southwesterly along said northeasterly line of Mission Boulevard to be southwesterly line of Hollister Street; thence southeasterly along the southwesterly line of Hollister Street 175 feet to southwesterly prolongation of northwest line of Lot 28 in block 36 of Porter Land and Water Company's Resurvey of Town of San Fernando as per Map recorded in Book 37 Pages 5 et seq. of Miscellaneous Records; thence northeast along said prolongation and said northwest line 160 feet to southwest line of Lot 14 in said Block 36; thence northwest and northeast along the southwest line and northwest line of said Lot 14 and northeast prolongation of said northwest line to centerline of Coronel Street, 60 feet wide; thence southeast along said centerline 75 feet; thence northeast, 130 feet to the most northerly corner of Lot 30 in Block 25 of said Porter Land and Water Company's Resurvey; thence southeasterly along northeast lines of Lots 30, 31, 32, 33, & 34 in said Block 25, 125 feet to most easterly corner of said Lot 34; thence southwesterly along the southeast line of said Lot 34 and southwesterly prolongation thereof 130 feet to said center line of Coronel Street; thence southeasterly along said centerline, 180 feet to centerline of Maclay Avenue; thence southwesterly along said centerline of Maclay Avenue, 260 feet to the southwesterly line of Hollister Street; thence southeasterly along said southwesterly line of Hollister Street, 1237.6 feet; thence northeasterly parallel with Chatsworth Drive, 185 feet; thence southeasterly parallel with Hollister Street, 47.5 to the northeasterly line of Lot 34 in Tract No. 1803 as per map recorded in Book 21 Page 113 Maps; thence southwest and southeast along the northwest line of said Lot 34 and along the southeast lines of Lots 33 & 32 in said Tract 1803 to the most southerly corner of said Lot 32; thence northeasterly along the southeasterly line of said Lot 32 and the northeasterly prolongation thereof 130 feet to centerline of Coronel Street; thence southeasterly along said centerline, 65 feet; thence northeasterly along northwest line of Lot 5 in Block 22 of said Porter Land and Water Company's Resurvey and the southwest and northeast prolongations of said northwest line, 260 feet to centerline of Pico Street, 60 feet wide; thence southeasterly along said centerline, 50 feet; thence northeasterly in 130 feet to the most northerly corner of Lot 34 in Block 19 of said Porter Land and Water Company's Resurvey; thence southeasterly in a straight line to the most southeasterly corner of Lot 1 in Block 20 of said Resurvey; being in the southeast boundary line of the City of San Fernando; thence northeasterly along said City Boundary to the southwesterly line of the 100 foot wide right-of-way of Southern Pacific Company; thence along said right-of-way line, northwesterly to the north easterly prolongation of the northwesterly line of Kittridge Street; thence southwesterly along said prolongation and said northwesterly line of Kittridge Street to the northeasterly line of San Fernando Road, 80 feet wide; thence southeasterly along said northeasterly line of San Fernando road to the northeasterly prolongation of the southeasterly line of Chatsworth Drive; thence southwesterly along said last mentioned prolongation and along said southeasterly line of Chatsworth Drive to the southwesterly line of Calls Street; thence northwesterly along said southwesterly line of Calls Street to the southeasterly line of Brand Boulevard 130 feet wide; thence along said last mentioned southeaster line, southwesterly to the southwesterly line of Pico

Street; thence northwesterly along said southwesterly line of Pico Street to the point of beginning.

Constituent Project Area No. 3 and Constituent Project Area No. 3A

Project Area No. 3

That property in the City of San Fernando, County of Los Angeles, State of California being a portion of the Maclay Rancho Ex-Mission de San Fernando as per Map recorded in Book 37, Pages 5 et seq. of Miscellaneous Records, Records of County of Los Angeles; State of California, in said City, County and State, described as whole as follows:

Beginning at the intersection of the southeasterly boundary line of the City of San Fernando with the southeasterly prolongation of the northeasterly line of Fourth Street (65.29 feet wide) as shown on Tract No. 23012 per map recorded in Book 610, Pages 3 and 4, of Maps, Records of said County; thence northeasterly along said boundary line to an angle point in said, boundary line, said point also being the easterly corner of Lot 1 of Tract No. 35654 per map recorded in Book 953, Pages 7 and 8 of Maps, Records of said County; thence northwesterly along the northeasterly boundary line of the City of San Fernando to the northwesterly line of Lot 1 of Record of Survey per map recorded in Book 76, Page 17 of Record of Surveys, said northwesterly line also being the southeasterly boundary of the City of San Fernando; thence northeasterly along said boundary line of the City of San Fernando to the southwesterly line of Foothill Boulevard (100 feet and 80 feet wide), said line also being the northeasterly boundary line of the City of San Fernando; thence northwesterly along said boundary line to the northwesterly line of Los Angeles County Flood Control District right-of-way (160 feet wide); thence southwesterly along said northwesterly line to southerly corner of Lot 13 of Tract No. 25909 per map recorded in Book 664, Pages 39 and 40, of Maps, Records of said County; thence northwesterly along the southwesterly line of said Lot 13 to the northwesterly line of Griswold Avenue; thence southwesterly along said northwesterly line to the northwesterly prolongation of the northeasterly line of Fourth Street (60 feet wide); thence southeasterly along said prolongation and said northeasterly line to the westerly corner of Lot 13 of said Tract No. 23012; thence continuing southeasterly along said northeasterly line 35.81 feet; thence northeasterly at right angles to said northeasterly line 5.29 feet; thence southeasterly along said northeasterly line and its southeasterly prolongation to the point of beginning. As used herein, the following terms shall have the following meanings: (1) "Original Project Area" shall refer to the real property included within the boundaries of the Project adopted by the City Council of the City of San Fernando on June 18, 1973, in Ordinance No. 1050; (2) "Expansion Area" shall refer to the area added to the Original Project Area by the Amendment to the Plan for the Project adopted on or about December 27, 1982.

Constituent Project Area No. 4

Project Area No. 4

This Legal Description is being used in conjunction with the boundary map of San Fernando Redevelopment Agency, Redevelopment Area No. 4. The course numbers on the description correspond with the course numbers shown on the Boundary Map.

All of that certain real property in the County of Los Angeles, State of California, described as follows:

P.O.B.

Beginning at the intersection of the southeasterly Right-of-Way line of Workman Street, 60 feet wide, with the southwesterly Right-of-Way line of Celis Street, 60 feet wide; thence

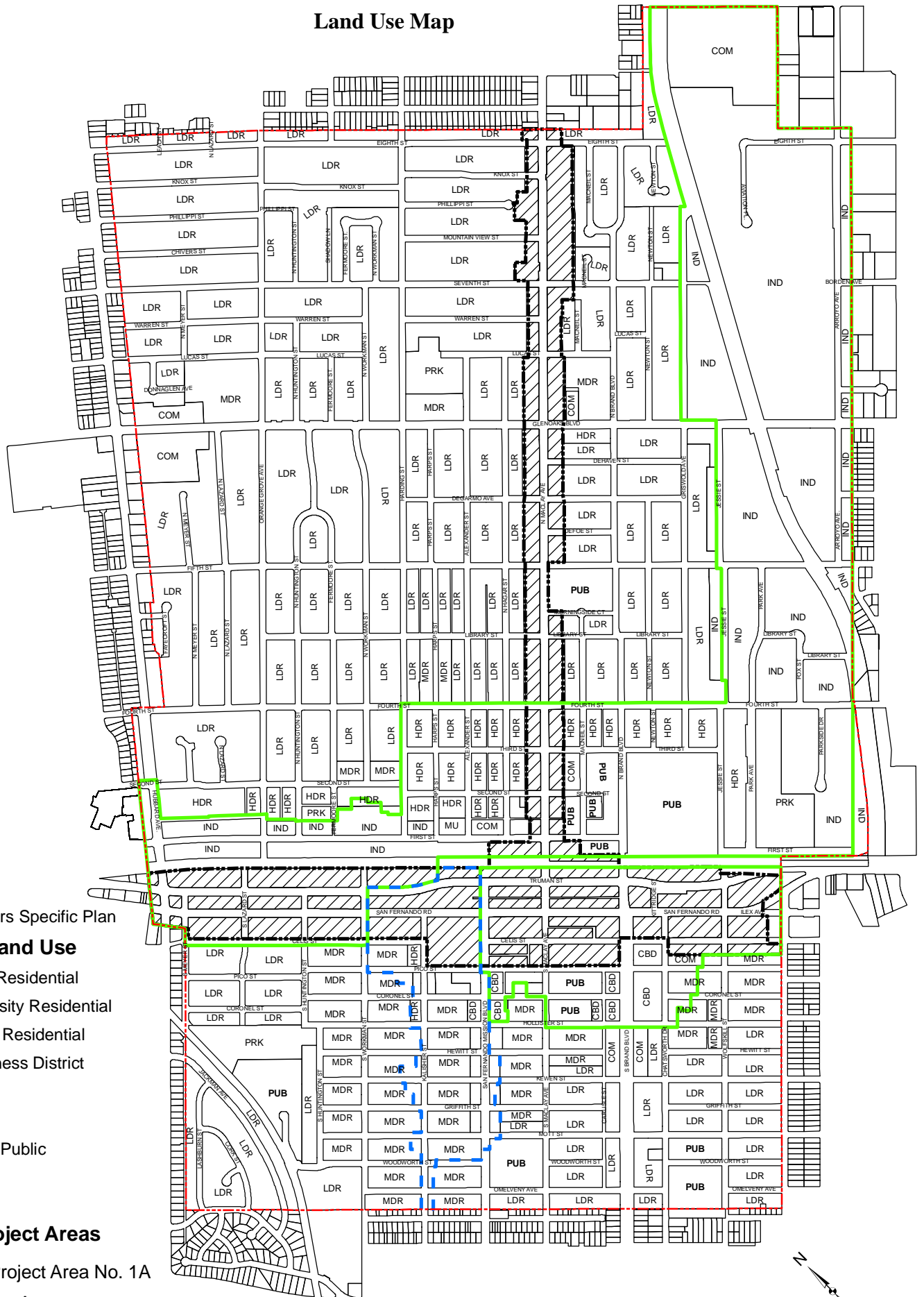
1. northwesterly along said southwesterly Right-of-Way line to its intersection with the northwesterly Right-of-Way line of Meyer Street, 60 feet wide; thence
2. northeasterly along said northwesterly Right-of-Way line to its intersection with the southeasterly prolongation of the southwesterly line of Lot 1 of Tract No. 10939 as shown on map recorded in Book 193, Pages 26 and 27 of Maps, Records of said County; thence
3. northwesterly along said prolongation, said southwesterly line and its northwesterly prolongation to its intersection with the northwesterly line of Lot 5 of said Tract No. 10939; thence
4. northeasterly along said northwesterly line and its northeasterly prolongation to its intersection with the northeasterly Right-of-Way line of Ralston Avenue; thence
5. southeasterly along said northeasterly Right-of-Way line to its intersection with the southeasterly Right-of-Way line of Hubbard Avenue, 60 feet wide; thence
6. southwesterly along said southeasterly Right-of-Way line and its intersection with the southwesterly line of Lot 1 of Tract No. 38599 as shown on map recorded in Book 1004, Pages 34 and 35 of Maps, Records of said County; thence
7. southeasterly along said southwesterly line to its intersection with the southeasterly line of said Lot 1; thence
8. northeasterly along said southeasterly line to its intersection with the southwesterly line of Tract No. 16623 as shown on map recorded in Book 408, Pages 39 and 40 of Maps, Records of said County; thence
9. southeasterly along said southwesterly line and its southeasterly prolongation to its intersection with the southeasterly Right-of-Way line of Orange Grove Avenue, 60 feet wide; thence

10. southwesterly along said southeasterly Right-of-Way line to its intersection with the southwesterly line of Lot 29 of Tract No. 13612 as shown on map recorded in Book 295, Pages 33 and 34 of Maps, Records of said County; thence
11. southeasterly along said southwesterly line and its southeasterly prolongation to its intersection with the northwesterly Right-of-Way line of Huntington Street, 60 feet wide; thence
12. southwesterly along said northwesterly Right-of-Way line to its intersection with the northwesterly prolongation of the southwesterly line of Lot 34 of Tract No. 13291 as shown on map recorded in Book 268, Page 39 of Maps, Records of said County; thence
13. southeasterly along said southwesterly line and its southeasterly prolongation to its intersection with the southeasterly Right-of-Way line of Fermore Street, 60 feet wide; thence
14. northeasterly along said southeasterly Right-of-Way line to its intersection with a line 108.06 feet northeasterly and parallel with the northeasterly line of Tract No. 8112 as shown on map recorded in Book 102, Pages 34 and 35 of Maps, Records of said County; thence
15. southeasterly along said parallel line to its intersection with a line 132 feet southeasterly and parallel with the southeasterly Right-of-Way line of Fermore Street; thence
16. northeasterly along said parallel line to its intersection with a line 109 feet southwesterly and parallel with the southwesterly Right-of-Way line of Second Street, 60 feet wide; thence
17. southeasterly along said parallel line to its intersection with a line 285 feet southeasterly and parallel with the southeasterly Right-of-Way line of Fermore Street; thence
18. southwesterly along said parallel line to its intersection with a line 146 feet southwesterly and parallel with the southwesterly Right-of-Way line of Second Street; thence
19. southeasterly along said parallel line to its intersection with a line 189 feet northwesterly and parallel with the northwesterly Right-of-Way line of Harding Street; thence
20. southwesterly along said parallel line to its intersection with a line 239.06 feet southwesterly and parallel with the southwesterly Right-of-Way line of Second Street; thence
21. southeasterly along said parallel line to its intersection with a line 126 feet northwesterly and parallel with the northwesterly Right-of-Way line of Harding Avenue; thence
22. southwesterly along said parallel line to its intersection with a line 56.06 feet northeasterly and parallel with the northeasterly line of said Tract No. 8112; thence

23. southeasterly along said parallel line to its intersection with the northwesterly Right-of-Way line of Harding Avenue, 60 feet wide; thence
24. southwesterly along said northwesterly Right-of-Way line and its southwesterly prolongation to its intersection with the northeasterly Right-of-Way line of the Southern Pacific Railway Right-of-Way, 100 feet wide; thence
25. southeasterly along said northeasterly Right-of-Way line to its intersection with the northeasterly prolongation of the south easterly line of Lot A of Boruff Tract as shown on map recorded in Book 18, Page 171 of Maps, Records of said County; thence
26. southwesterly along said prolongation, said southeasterly line and its southwesterly prolongation to its intersection with the southwesterly Right-of-Way line of Truman Street, 80 feet wide; thence
27. northwesterly along said southwesterly Right-of-Way line to its intersection with the southeasterly Right-of-Way line of Workman Street, 60 feet wide; thence
28. southwesterly along said southeasterly Right-of-Way line to the Point of Beginning.

Exhibit C

Land Use Map



LEGEND

SP-4 - Corridors Specific Plan

General Plan Land Use

- LDR- Low Density Residential
- MDR- Medium Density Residential
- HDR- High Density Residential
- CBD- Central Business District
- COM- Commercial
- IND- Industrial
- PUB- Public/Quasi-Public
- PRK- Park
- MU- Multi-Use

Constituent Project Areas

- Constituent Project Area No. 1A
- Merged Project Area
- City Boundary

