



2007-0040013

RECORDING REQUESTED BY:
Santa Cruz Redevelopment Agency
337 Locust Street
Santa Cruz, California 95050

Recorded | REC FEE | 0.00
Official Records |
County of | CC CONFORMED TO S.C. 82
Santa Cruz |
GARY E. HAZELTON |
Recorder |

WHEN RECORDED, MAIL TO:

Department of Toxic Substances Control
700 Heinz Avenue, Suite 200
Berkeley, California 94710
Attention: Barbara J. Cook, P.E., Chief
Northern California – Coastal Cleanup
Operations Branch

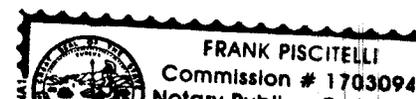
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01:36PM 23-Jul-2007 | Page 1 of 37

SPACE ABOVE THIS LINE RESERVED FOR RECORDER'S USE

COVENANT TO RESTRICT USE OF PROPERTY
ENVIRONMENTAL RESTRICTION

(Re: County of Santa Cruz APN(s) 008-032-04, 008-163-05 and 008-172-18,
Salz Leather Site, DTSC Site Code No. 201537)

This Covenant and Agreement ("Covenant") is made by and between the City of Santa Cruz Redevelopment Agency (the "Covenantor"), the current owner of property situated in Santa Cruz, County of Santa Cruz, State of California, described in Exhibit "A", attached hereto and incorporated herein by this reference (the "Property"), and the Department of Toxic Substances Control (the "Department"). Pursuant to Civil Code section 1471, the Department has determined that this Covenant is reasonably necessary to protect present or future human health or safety or the environment as a result of the presence on the land of hazardous materials as defined in Health and Safety Code section 25260. The Covenantor and Department, collectively referred to as the "Parties", hereby agree, pursuant to Civil Code section 1471, and Health and Safety Code section 25355.5 that the use of the Property be restricted as set forth in this Covenant; and the Parties further agree that the Covenant shall conform with the requirements of California Code of Regulations, title 22, section 67391.1.



ARTICLE I
STATEMENT OF FACTS

1.01. The Property, totaling approximately 8.3 acres is more particularly described and depicted in Exhibit "A", attached hereto and incorporated herein by this reference. The Property is located in the area now generally bounded by the San Lorenzo River to the east, River Street to the west, a commercial business and Highway 1 to the south and by a commercial property to the north, County of Santa Cruz, State of California. The Property is also generally described as Santa Cruz County Assessor's Parcel No.(s): 008-032-04, 008-163-05 and 008-172-18.

1.02. A limited portion of the Property is more particularly described in Exhibit "B," which is attached and incorporated by this reference, and referred to as the Capped Property. The Capped Property comprises 7 discrete areas (Capped Property Areas 1 through 7) within the Property.

1.03. Covenantor is remediating the Property under the supervision and authority of the Department.

a) The Property is being remediated pursuant to a Removal Action Workplan pursuant to Health and Safety Code, division 20, chapter 6.8 under the oversight of the Department. Because hazardous substances, as defined in Health and Safety Code section 25316, which are also hazardous materials as defined in Health and Safety Code section 25260, including volatile organic compounds, total petroleum hydrocarbons and metals remain in the soil and/or groundwater in and under portions of the Property, the Removal Action Workplan provided that a Covenant be required as part of the site remediation.

b) The Department circulated the Removal Action Workplan for public review and comment, together with a draft negative declaration pursuant to the California Environmental Quality Act, Public Resources Code section 21000 et seq. The Removal Action Workplan and the negative declaration were approved by the Department on November 18, 2005.

c) The final remedy approved in the Removal Action Workplan included the following remediation activities:

1) soil excavation of approximately 12,700-cubic yards of contaminated soil with nearly 4,900-cubic yards being transported to the landfill (5,500-tons);

2) capping of soil in Capped Property Areas 1, 2, 3, 5 and 6 where contaminated soil exists below either a minimum of two feet of clean soil or asphalt or concrete;

3) capping of soil in Capped Property Areas 4 and 7 with existing asphalt or concrete (e.g., historic building foundations and parking areas);

4) soil vapor extraction and treatment and continued groundwater monitoring in the area where solvents were detected;

5) continued groundwater monitoring in areas where contamination has been detected and/or remains at or near the water table;

6) recordation of land use restrictions on the Site; and

7) execution of an Operation and Maintenance Agreement to ensure that a) the Capped Property is appropriately operated and maintained; b) Capped Property Areas 2, 3 and 5 are paved as part of site redevelopment activities prior to occupation of the Site; c) future groundwater monitoring requirements are fulfilled; and d) the soil vapor extraction and treatment system operates appropriately.

d) The location of the groundwater monitoring wells, soil vapor extraction wells, and the Capped Property are shown in Exhibit B. The operation and maintenance of the Cap, vapor extraction and treatment system, and groundwater monitoring wells are pursuant to an Operation and Maintenance Plan incorporated into the Operation and Maintenance Agreement between the Santa Cruz Redevelopment Agency and the Department dated July 18, 2007.

1.04. As detailed in the Removal Action Workplan approved by the Department on November 18, 2005, soil underlying the Capped Property contains hazardous substances, as defined in Health and Safety Code section 25316. This includes:

a) Arsenic in soil below the Beamhouse, Southern Sludge Lagoon, and portions of the Northern Sludge Lagoon area at concentrations up to 44 milligrams per kilogram (mg/kg or parts per million, ppm). Arsenic was also detected in soil along a portion of the River Levee in a layer found at approximately three feet below the ground surface at concentrations up to 350 ppm. The cleanup goal for arsenic in soil was set at 8 ppm which represents the upper bound average background concentration;

b) Total petroleum hydrocarbons in the diesel range in soil at 12.75 feet below the ground surface at 6,800 ppm in the Northern Sludge Lagoon area. The cleanup goal for diesel-range petroleum hydrocarbons was set at 1,000 ppm to be protective of groundwater resources; and

c) Total petroleum hydrocarbons in the fuel oil range in soil at the top of the water table at levels up to 12,000 ppm in the former Waste Water Treatment Area. The cleanup goal established for fuel oil-range petroleum hydrocarbons was 1,000 ppm to be protective of groundwater resources.

1.05. The volatile organic compounds (VOCs) tetrachloroethene (PCE), trichloroethene (TCE), cis-1,2-dichloroethene (DCE) and vinyl chloride have been detected in soil vapor samples collected from the former leather treatment area above their applicable California Human Health Screening Levels.

1.06. Groundwater at the Property is found at approximately 10 to 15 feet below the ground surface. Contaminants in the groundwater include the volatile organic compounds (VOCs) tetrachloroethene (PCE), trichloroethene (TCE), cis-1,2-dichloroethene (DCE) and vinyl chloride. Each of these chemicals was detected in groundwater above its associated drinking water standard. Therefore, the Department concludes that the use of groundwater for domestic purposes presents an unacceptable threat to human health and safety.

ARTICLE II
DEFINITIONS

2.01. Department. "Department" means the California Department of Toxic Substances Control and includes its successor agencies, if any.

2.02. Environmental Restrictions. "Environmental Restrictions" means all protective provisions, covenants, restrictions, prohibitions, and terms and conditions as set forth in any section of this Covenant.

2.03. Improvements. "Improvements" includes, but is not limited to: buildings, structures, roads, driveways, improved parking areas, wells, pipelines, or other utilities.

2.04. Lease. "Lease" means lease, rental agreement, or any other document that creates a right to use or occupy any portion of the Property.

2.05. Occupant. "Occupant" means Owners and any person or entity entitled by ownership, leasehold, or other legal relationship to the right to occupy any portion of the Property.

2.06. Owner. "Owner" means the Covenantor, its successors in interest, and their successors in interest, including heirs and assigns, who at any time hold title to all or any portion of the Property.

ARTICLE III
GENERAL PROVISIONS

3.01. Runs with the Land. This Covenant sets forth Environmental Restrictions, that apply to and encumber the Property and every portion thereof no matter how it is improved, held, used, occupied, leased, sold, hypothecated, encumbered, or conveyed. This Covenant: (a) runs with the land pursuant to Health and Safety Code section 25355.5 and

Civil Code section 1471; (b) inures to the benefit of and passes with each and every portion of the Property, (c) is for the benefit of, and is enforceable by the Department, and (d) is imposed upon the entire Property unless expressly stated as applicable only to a specific portion thereof.

3.02. Binding upon Owners/Occupants. Pursuant to the Health and Safety Code, this Covenant binds all owners of the Property, their heirs, successors, and assignees, and the agents, employees, and lessees of the owners, heirs, successors, and assignees. Pursuant to Civil Code section 1471, all successive owners of the Property are expressly bound hereby for the benefit of the Department.

3.03. Written Notice of the Presence of Hazardous Substances. Prior to the sale, lease or sublease of the Property, or any portion thereof, the owner, lessor, or sublessor shall give the buyer, lessee, or sublessee written notice of the existence of this Covenant and its Environmental Restrictions.

3.04. Incorporation into Deeds and Leases. This Covenant and its Environmental Restrictions shall be incorporated by reference in each and every deed and Lease for any portion of the Property.

3.05. Conveyance of Property. The Owner shall provide written notice to the Department not later than thirty (30) days after any conveyance of any ownership interest in the Property (excluding Leases, and mortgages, liens, and other non-possessory encumbrances). The written notice shall include the name and mailing address of the new owner of the Property and shall reference the site name and site code as listed on page one of this Covenant. The notice shall also include the Assessor's Parcel Number (APN) noted on page one. If the new owner's property has been assigned a different APN, each such APN that covers the Property must be provided. The Department shall not, by reason of this Covenant, have authority to approve, disapprove, or otherwise affect proposed conveyance, except as otherwise provided by law, by administrative order, or by a specific provision of this Covenant.

3.06. Costs of Administering the Covenant to be paid by Owner. The Department has already incurred and will in the future incur costs associated with the administration of this Covenant. Therefore, the Owner hereby covenants for himself and for all subsequent Owners that, pursuant to California Code of Regulations, title 22, section 67391.1(h), the Owner agrees to pay the Department's cost in administering the Covenant.

ARTICLE IV
RESTRICTIONS

4.01. Prohibited Uses.

- (a) The Capped Property shall not be used for any of the following purposes:
 - (1) A single-family residence.
 - (2) A hospital for humans.
 - (3) A public or private school for persons under 18 years of age.
 - (4) A day care center for children.
- (b) Capped Property Areas #2, #3 and #5 shall not be used for any purposes until Capped Property Areas #2, #3 and #5 are paved with asphalt or concrete.

4.02. Prohibited Activities. The following activities shall not be conducted at the Property:

- (a) Raising of food (cattle, food crops) on Capped Property; and
- (b) Extraction of groundwater for purposes other than site remediation or construction dewatering.

4.03. Non-Interference with Cap, Vapor Extraction and Treatment System and Groundwater Monitoring System. Owner agrees:

- (a) Activities that may disturb the Cap, Vapor Extraction and Treatment

System and Groundwater Monitoring System (e.g. excavation, grading, removal, trenching, filling, earth movement, or mining) shall not be permitted on the Property without prior review and approval by the Department.

- (b) All uses and development of the Property shall preserve the integrity of the Vapor Extraction and Treatment System and Groundwater Monitoring System.
- (c) All uses and development of the Capped Property shall preserve the integrity of the Cap.
 - (1) Capped Property Area #1 is covered by a minimum two feet of clean fill material;
 - (2) Capped Property Area #2 shall be covered with asphalt or concrete or building foundations prior to occupancy of the Property;
 - (3) Capped Property Area #3 shall be covered with asphalt or concrete or building foundations prior to occupancy of the Property;
 - (4) Capped Property Area #4 is covered with concrete consisting of the building foundation;
 - (5) Capped Property Area #5 shall be covered with asphalt or concrete or building foundations prior to occupancy of the Property;
 - (6) Capped Property Area #6 is covered with a minimum two feet of clean fill material; and
 - (7) Capped Property Area #7 is covered with an asphalt and/or concrete parking lot.
- (d) The Cap, Vapor Extraction and Treatment System and Groundwater Monitoring System shall not be altered without written approval by the Department.
- (e) Owner shall notify the Department of each of the following: (i) the type, cause, location and date of any damage to the Cap, Vapor Extraction and Treatment System and Groundwater Monitoring System; and (ii) the type and date of repair of such damage. Notification to the Department shall be made as provided below within

ten (10) working days of both the discovery of any such disturbance and the completion of any repairs. Timely and accurate notification by any person falling within the definition of Owner or Occupant shall satisfy this requirement on behalf of all persons falling within the definition of Owner and Occupant.

4.04. Access for Department. The Department shall have reasonable right of entry and access to the Property for inspection, monitoring, and other activities consistent with the purposes of this Covenant as deemed necessary by the Department in order to protect the public health or safety, or the environment.

4.06. Access for Implementing Operation and Maintenance. The entity or person responsible for implementing the Operation and Maintenance Agreement shall have reasonable right of entry and access to the Property for the purpose of implementing the Operation and Maintenance Agreement until the Department determines that no further Operation and Maintenance is required.

ARTICLE V ENFORCEMENT

5.01. Enforcement. Failure of the Owner or Occupant to comply with this Covenant shall be grounds for the Department to require modification or removal of any Improvements constructed or placed upon any portion of the Property in violation of this Covenant. Violation of this Covenant, including but not limited to, failure to submit, or the submission of any false statement, record or report to the Department, shall be grounds for the Department to pursue administrative, civil or criminal actions.

ARTICLE VI VARIANCE, TERMINATION, AND TERM

6.01. Variance. Covenantor, or any other aggrieved person, may apply to the

Department for a written variance from the provisions of this Covenant. Such application shall be made in accordance with Health and Safety Code section 25233.

6.02 Termination or Modification. Owner, or any other aggrieved person, may apply to the Department for a termination or modification of one or more terms of this Covenant as they apply to all or any portion of the Property. Such application shall be made in accordance with Health and Safety Code section 25234.

6.03 Term. Unless ended in accordance with paragraph 6.02, by law, or by the Department in the exercise of its discretion, this Covenant shall continue in effect in perpetuity.

ARTICLE VII MISCELLANEOUS

7.01. No Dedication Intended. Nothing set forth in this Covenant shall be construed to be a gift or dedication, or offer of a gift or dedication, of the Property, or any portion thereof to the general public or anyone else for any purpose whatsoever.

7.02. Department References. All references to the Department include successor agencies/departments or other successor entity.

7.03. Recordation. The Covenantor shall record this Covenant, with all referenced Exhibits, in the County of Santa Cruz within ten (10) days of the Covenantor's receipt of a fully executed original.

7.04. Notices. Whenever any person gives or serves any Notice ("Notice" as used herein includes any demand or other communication with respect to this Covenant), each such Notice shall be in writing and shall be deemed effective: (1) when delivered, if personally delivered to the person being served or to an officer of a corporate party being served, or (2) three (3) business days after deposit in the mail, if mailed by United States mail, postage paid, certified, return receipt requested:

To Owner:

Ceil Cirillo, Executive Director
Santa Cruz Redevelopment Agency
337 Locust Street
Santa Cruz, California 95050

and

To Department:

Barbara J. Cook, P.E., Chief
Northern California – Coastal Cleanup Operations Branch
Department of Toxic Substances Control
700 Heinz Avenue
Berkeley, California 94710

Any party may change its address or the individual to whose attention a Notice is to be sent by giving written Notice in compliance with this paragraph.

7.05. Partial Invalidity. If this Covenant or any of its terms are determined by a court of competent jurisdiction to be invalid for any reason, the surviving portions of this Covenant shall remain in full force and effect as if such portion found invalid had not been included herein.

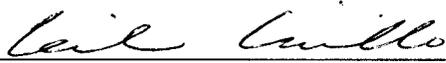
7.06 Statutory References. All statutory references include successor provisions.

7.07 Inspection and Reporting Requirements. The Owner shall conduct an annual inspection and submit an Annual Inspection Report to the Department for its approval by January 15th of each year. The annual report, must include the dates, times, and names of those who conducted and reviewed the annual inspection report. It also shall describe how the observations were performed that were the basis for the statements and conclusions in the annual report (e.g., drive by, fly over, walk in, etc.) If violations are noted, the annual report must detail the steps taken to return to compliance. If the Owner identifies any violations of this Covenant during the annual inspections or at any other time, the Owner must within 10 days of identifying the violation: determine the identity of the party in violation, send a letter advising the party of the violation of the Covenant and demand that

the violation cease immediately. Additionally, copies of any correspondence related to the enforcement of this Covenant shall be sent to the Department within ten (10) days of its original transmission.

IN WITNESS WHEREOF, the Parties execute this Covenant.

Covenantor: **Santa Cruz Redevelopment Agency**

By: 
Title: **Ceil Cirillo, Executive Director**
Date: 7/18/07

Department of Toxic Substances Control

By: 
Title: **Barbara J. Cook, P.E., Branch Chief**
Date: 7/20/2007

STATE OF CALIFORNIA

COUNTY OF ALAMEDA

On this 20th day of July, in the year 2007,

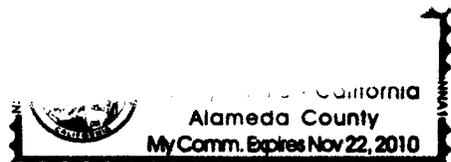
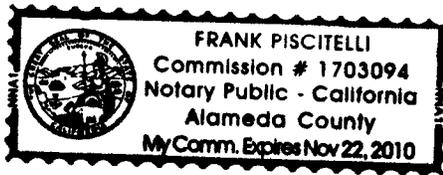
before me Frank Piscitelli, ^{Notary Public} personally appeared

BARBARA S. Cook,

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

WITNESS my hand and official seal.

Signature



STATE OF CALIFORNIA)
) ss.
COUNTY OF SANTA CRUZ)

On this 18th day of July, 2007, before me, Jan Lemos, Deputy City Clerk for the City of Santa Cruz, authorized to acknowledge this signature, appeared Ceil Cirillo, personally known to me to be the person whose name is subscribed to the within instrument and acknowledged to me that he executed the same in his authorized capacity, and that by his signature on the instrument the person or the entity upon behalf of which the person acted, executed the instrument.

WITNESS my hand and official seal.

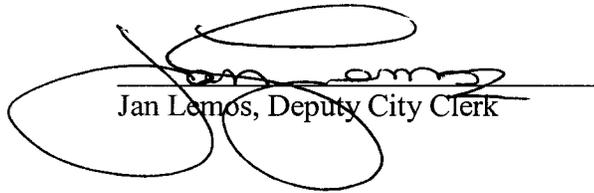

Jan Lemos, Deputy City Clerk

EXHIBIT "A"

The land referred to herein is described as follows:

SITUATE IN THE CITY OF SANTA CRUZ, COUNTY OF SANTA CRUZ, STATE OF CALIFORNIA AND DESCRIBED AS FOLLOWS:

PARCEL ONE:

BEGINNING AT AN IRON PIPE ON THE NORTHERLY BOUNDARY OF THE LANDS OF B. B. AND W. B. CURRIER ON THE EASTERLY SIDE OF RIVER STREET, AS WIDENED; THENCE ALONG THE NORTHERLY BOUNDARY OF SAID LANDS OF CURRIER, NORTH 83 DEGREES 21' EAST 652.35 FEET TO AN IRON PIPE ON THE WEST BOUNDARY OF LOT MARKED "LOUIS LAPIER 11.051 ACRES," AS SHOWN ON THE ORIGINAL MAP "B" OF THE TOWN, NOW CITY OF SANTA CRUZ; THENCE ALONG SAID LAST-MENTIONED BOUNDARY AND THE WEST BOUNDARY OF LOT MARKED "J. D. MARSHALL 12.416 ACRES," NORTH 22 DEGREES 30' WEST 241.48 FEET TO AN IRON PIPE; THENCE NORTH 25 DEGREES 00' WEST 578.44 FEET TO A STATION; THENCE NORTH 26 DEGREES 17' WEST 340.23 FEET TO A STATION FROM WHICH AN IRON PIPE BEARS SOUTH 64 DEGREES 13' WEST 67.85 FEET DISTANT; THENCE LEAVING SAID LAST-MENTIONED BOUNDARY, SOUTH 64 DEGREES 13' WEST 388.63 FEET TO AN IRON PIPE ON THE EASTERLY SIDE OF RIVER STREET, AS WIDENED; THENCE ALONG THE EASTERLY SIDE OF RIVER STREET, AS WIDENED, SOUTH 24 DEGREES 56' EAST 251.05 FEET TO AN IRON PIPE; THENCE SOUTH 15 DEGREES 41' EAST 117.18 FEET TO A STATION; THENCE SOUTH 5 DEGREES 42' EAST 146.0 FEET TO AN IRON PIPE; THENCE SOUTH 10 DEGREES 58' EAST 40.08 FEET TO AN IRON PIPE; THENCE SOUTH 53 DEGREES 28' WEST 8.01 FEET TO AN IRON PIPE; THENCE SOUTH 6 DEGREES 44' WEST 19.09 FEET TO AN IRON PIPE; THENCE SOUTH 33 DEGREES 27' EAST 14.09 FEET TO AN IRON PIPE; THENCE SOUTH 6 DEGREES 19' EAST 164.24 FEET TO A STATION; THENCE SOUTH 3 DEGREES 21' EAST 235.4 FEET TO THE PLACE OF BEGINNING.

EXCEPTING THEREFROM SO MUCH OF THE ABOVE DESCRIBED LANDS AS WAS CONVEYED TO THE STATE OF CALIFORNIA BY DEED RECORDED ON NOVEMBER 5, 1956, IN VOLUME 1101 OF OFFICIAL RECORDS AT PAGE 408, SANTA CRUZ COUNTY RECORDS, AND BEING MORE PARTICULARLY DESCRIBED AS FOLLOWS:

COMMENCING AT THE SOUTHWESTERLY CORNER OF THAT CERTAIN PARCEL OF LAND CONVEYED TO A. K. SALZ COMPANY, A CORPORATION, BY DECREE OF DISTRIBUTION RECORDED OCTOBER 25, 1929, IN BOOK 153, AT PAGE 310, OFFICIAL RECORDS OF SANTA CRUZ COUNTY, BEING ON THE EASTERLY LINE OF RIVER STREET; THENCE ALONG SAID EASTERLY LINE NORTH 3 DEGREES 27' 57" WEST, 180.00 FEET; THENCE FROM A TANGENT THAT BEARS SOUTH 20 DEGREES 15' 15" EAST, ALONG A CURVE TO THE LEFT WITH A RADIUS OF 650.00 FEET THROUGH AN ANGLE OF 17 DEGREES 12' 27", AN ARC LENGTH OF 195.21 FEET TO THE PROPERTY LINE COMMON TO THE LANDS, NOW OR FORMERLY, OF A. K. SALZ COMPANY, A CORPORATION, AND MINNIE CURRIER; THENCE ALONG SAID COMMON PROPERTY LINE SOUTH 83 DEGREES 34' 37" WEST, 83.51 FEET TO THE POINT OF BEGINNING.

ALSO EXCEPTING THEREFROM THAT PORTION THEREOF DESCRIBED IN THE DEED TO CITY OF SANTA CRUZ BY DEED RECORDED JULY 29, 1958, IN VOLUME 1196 OF OFFICIAL RECORDS AT PAGE 477, SANTA CRUZ COUNTY RECORDS, AND BEING MORE PARTICULARLY DESCRIBED AS FOLLOWS:

BEING A PART OF LANDS CONVEYED TO A. K. SALZ COMPANY, A CORPORATION BY DEED RECORDED OCTOBER 25, 1929 IN VOLUME 153 OF OFFICIAL RECORDS AT PAGE 310, SANTA CRUZ COUNTY RECORDS AND OF LANDS CONVEYED TO A. K. SALZ COMPANY, A DELAWARE CORPORATION, BY DEED RECORDED NOVEMBER 5, 1956 IN VOLUME 1101 OF OFFICIAL RECORDS AT PAGE 412, SANTA CRUZ COUNTY RECORDS, AND MORE PARTICULARLY BOUNDED AND DESCRIBED AS FOLLOWS, TO WIT:

BEGINNING AT THE SOUTHEASTERN CORNER OF LANDS CONVEYED TO ROBERT W. DOERR AND JOAN DOERR, HIS WIFE, BY DEED RECORDED DECEMBER 15, 1955 IN VOLUME 1051 OF OFFICIAL RECORDS AT PAGE 573 SANTA CRUZ COUNTY RECORDS; THENCE FROM SAID POINT OF BEGINNING ALONG THE EASTERN BOUNDARY OF SAID LANDS CONVEYED TO A.K. SALZ COMPANY BY DEED RECORDED IN VOLUME 153 OF OFFICIAL RECORDS AT PAGE 310 SANTA CRUZ COUNTY RECORDS SOUTH 26 DEGREES 25' EAST 340.21 FEET TO AN ANGLE; THENCE SOUTH 25 DEGREES 08' EAST 578.44 FEET TO AN ANGLE; THENCE SOUTH 22 DEGREES 38' EAST 241.48 FEET TO A 1/2 INCH IRON PIPE AT THE SOUTHEASTERN CORNER OF SAID LANDS; THENCE ALONG THE SOUTHERN BOUNDARY OF SAID LAST MENTIONED LANDS SOUTH 83 DEGREES 20' WEST 56.46 FEET TO THE NORTHEASTERN CORNER OF SAID LANDS CONVEYED TO A.K. SALZ COMPANY BY DEED RECORDED NOVEMBER 5, 1956 IN VOLUME 1101 OF OFFICIAL RECORDS AT PAGE 412 SANTA CRUZ COUNTY RECORDS; THENCE ALONG THE EASTERN BOUNDARY OF SAID LAST MENTIONED LANDS SOUTH 16 DEGREES 26-1/2' EAST 420.34 FEET TO A 1/2 INCH IRON PIPE AT THE SOUTHEASTERN CORNER THEREOF; THENCE ALONG THE SOUTHERN BOUNDARY OF SAID LAST MENTIONED LANDS SOUTH 61 DEGREES 43-1/2' WEST 20.00 FEET TO AN ANGLE; THENCE SOUTH 86 DEGREES 17-1/2' WEST 180.47 FEET TO A 1/2 INCH IRON PIPE; THENCE LEAVING SAID LAST MENTIONED BOUNDARY NORTH 15 DEGREES 09-1/2' WEST 186.00 FEET TO A 1/2 INCH IRON PIPE; THENCE NORTH 12 DEGREES 36-1/2' WEST 268.00 FEET TO A 1/2 INCH IRON PIPE; THENCE NORTH 17 DEGREES 02-1/2' WEST 53.00 FEET TO A 1/2 INCH IRON PIPE; THENCE NORTH 19 DEGREES 18-1/2' WEST 153.00 FEET TO A SPIKE; THENCE NORTH 22 DEGREES 29' WEST 132.15 FEET TO A 1/2 INCH IRON PIPE; THENCE NORTH 20 DEGREES 46-1/2' WEST 83.42 FEET TO A STATION; THENCE NORTH 60 DEGREES 41' EAST 12.69 FEET TO A STATION; NORTH 20 DEGREES 47' EAST 25.00 FEET TO A STATION; THENCE NORTH 20 DEGREES 53' WEST 20.00 FEET TO A STATION; THENCE NORTH 86 DEGREES 24' WEST 30.00 FEET TO A STATION; THENCE NORTH 17 DEGREES 53-1/2' WEST 167.94 FEET TO A 1/2 INCH PIPE; THENCE NORTH 23 DEGREES 29-1/2' WEST 98.60 FEET TO A 1/2 INCH IRON PIPE; THENCE NORTH 18 DEGREES 14' WEST 311.02 FEET TO A STATION ON THE SOUTHERN BOUNDARY OF SAID LANDS CONVEYED TO DOERR; THENCE ALONG SAID LAST MENTIONED BOUNDARY NORTH 64 DEGREES 15-1/2' EAST 115.36 FEET TO THE PLACE OF BEGINNING.

ALSO EXCEPTING THEREFROM THAT PORTION CONVEYED TO ROBERT W. DOERR AND JEAN DOERR, HIS WIFE, AS JOINT TENANTS, BY DEED RECORDED AUGUST 14, 1958 IN VOLUME 1199 OF OFFICIAL RECORDS AT PAGE 530, SANTA CRUZ COUNTY RECORDS, AND BEING MORE PARTICULARLY DESCRIBED AS FOLLOWS:

BEING A PART OF LANDS CONVEYED TO A. K. SALZ COMPANY, A CORPORATION, BY DEED RECORDED IN VOLUME 153 OF OFFICIAL RECORDS AT PAGE 310, SANTA CRUZ COUNTY RECORDS, AND MORE PARTICULARLY BOUNDED AND DESCRIBED AS FOLLOWS, TO WIT:

BEGINNING AT A 1 INCH IRON PIPE ON THE EASTERN LINE OF RIVER STREET, AS WIDENED, AT THE NORTHWESTERN CORNER OF THE ABOVE DESCRIBED PARCEL OF LAND; THENCE FROM SAID POINT OF BEGINNING ALONG THE EASTERN LINE OF SAID RIVER STREET, AS WIDENED, SOUTH 24 DEGREES 58' 30" EAST 120.00 FEET TO A 1/2 INCH IRON PIPE; THENCE LEAVING SAID LAST MENTIONED LINE NORTH 64 DEGREES 15' 30" EAST 257.77 FEET TO A STATION ON THE WESTERN BOUNDARY OF LANDS CONVEYED TO THE CITY OF SANTA

CRUZ FOR FLOOD CONTROL PURPOSES; THENCE ALONG SAID LAST MENTIONED BOUNDARY NORTH 18 DEGREES 14' WEST 121.03 FEET TO A STATION ON THE NORTHERN BOUNDARY OF THE FIRST ABOVE DESCRIBED LANDS OF A. K. SALZ COMPANY; THENCE ALONG SAID LAST MENTIONED BOUNDARY SOUTH 64 DEGREES 15' 30" WEST 271.98 FEET TO THE PLACE OF BEGINNING.

PARCEL TWO:

BEGINNING FOR REFERENCE AT THE SOUTHEASTERLY CORNER OF THAT CERTAIN 6.5 ACRE TRACT OF LAND CONVEYED TO THE STATE OF CALIFORNIA BY DEED RECORDED SEPTEMBER 30, 1955 IN VOLUME 1039 OF OFFICIAL RECORDS AT PAGE 121, SANTA CRUZ COUNTY RECORDS; THENCE ALONG THE PROPERTY LINE COMMON TO THE LANDS, NOW OR FORMERLY, OF MINNIE CURRIER AND OF THOMAS H. MOORE, ET UX, SOUTH 86 DEGREES 18' 50" WEST 130.85 FEET TO THE TRUE POINT OF COMMENCEMENT; THENCE CONTINUING ALONG LAST SAID LINE, SOUTH 86 DEGREES 18' 50" WEST 238.63 FEET; THENCE NORTH 45 DEGREES 37' 40" WEST 429.62 FEET; THENCE ALONG A TANGENT CURVE TO THE RIGHT WITH A RADIUS OF 650 FEET, THROUGH AN ANGLE OF 8 DEGREES 09' 58" , AN ARC LENGTH OF 92.64 FEET TO THE PROPERTY LINE COMMON TO THE LANDS, NOW OR FORMERLY OF SAID MINNIE CURRIER AND OF A. K. SALZ AND COMPANY, A DELAWARE CORPORATION; THENCE ALONG LAST SAID LINE, NORTH 83 DEGREES 34' 37" EAST 510 FEET, MORE OR LESS, TO THE TOP OF THE EASTERLY BANK OF SAN LORENZO RIVER; THENCE APPROXIMATELY ALONG THE TOP OF SAID BANK, SOUTH 16 DEGREES 17' 19" EAST 418.83 FEET; THENCE SOUTH 61 DEGREES 55' 29" WEST 20.00 FEET TO THE TRUE POINT OF COMMENCEMENT.

EXCEPTING THEREFROM THAT PORTION THEREOF DESCRIBED IN THE DEED TO CITY OF SANTA CRUZ BY DEED RECORDED JULY 29, 1958 IN VOLUME 1196 OF OFFICIAL RECORDS AT PAGE 477, SANTA CRUZ COUNTY RECORDS.

PARCEL THREE:

A PORTION OF THE PARCEL OF LAND CONVEYED TO THE STATE OF CALIFORNIA BY DEED RECORDED MARCH 21, 1955 IN VOLUME 1008, PAGE 561, OFFICIAL RECORDS OF SANTA CRUZ COUNTY, SAID PORTION BEING DESCRIBED AS FOLLOWS:

COMMENCING AT A POINT ON THE SOUTHERLY LINE OF THAT CERTAIN PARCEL OF LAND CONVEYED TO THE STATE OF CALIFORNIA BY DEED RECORDED SEPTEMBER 30, 1955 IN VOLUME 1039, PAGE 121, OFFICIAL RECORDS OF SANTA CRUZ COUNTY, DISTANT THEREON SOUTH 86 DEGREES 18' 50" WEST 130.85 FEET FROM THE MOST EASTERLY CORNER OF SAID PARCEL; THENCE SOUTH 61 DEGREES 55' 29" WEST 115.02 FEET; THENCE SOUTH 77 DEGREES 00' 45" WEST 76.27 FEET TO A POINT DISTANT NORTH 18 DEGREES 41' 51" WEST 88.59 FEET FROM ENGINEER'S STATION 34+25.89 ON THE "B" LINE OF THE FORMER DEPARTMENT OF PUBLIC WORKS' SURVEY FOR THE STATE FREEWAY IN THE CITY OF SANTA CRUZ, IN SANTA CRUZ COUNTY, FORMERLY ROAD IV-SANTA CRUZ COUNTY RECORDS-56-SANTA CRUZ COUNTY RECORDS (NOW 04-SANTA CRUZ COUNTY RECORDS-1); THENCE NORTH 48 DEGREES 05' 47" WEST 83.74 FEET TO THE NORTHERLY LINE OF SAID PARCEL (1008 OR 561); THENCE ALONG LAST SAID LINE, NORTH 86 DEGREES 18' 50" EAST 238.63 FEET TO THE POINT OF COMMENCEMENT.

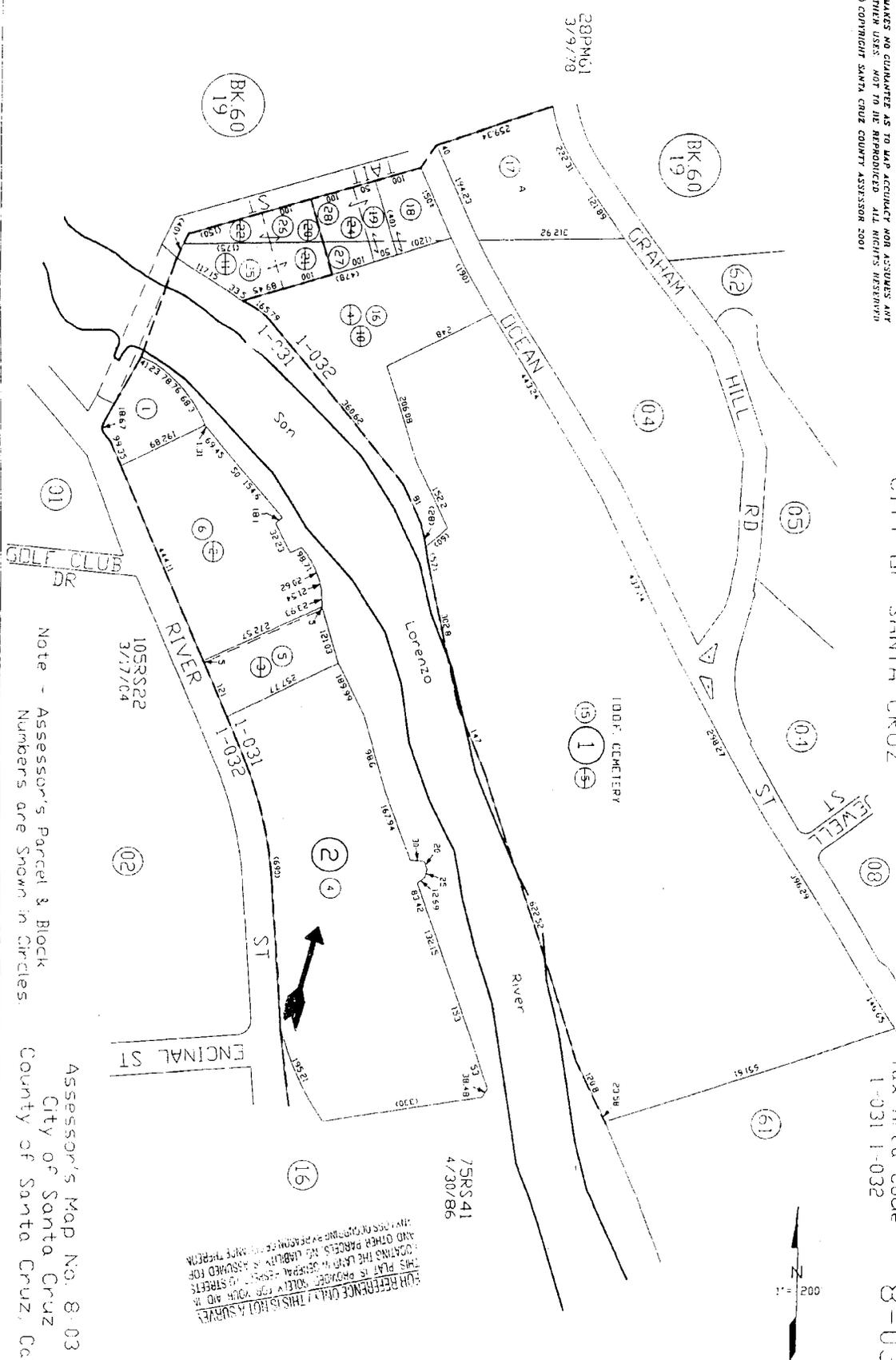
APN: 008-032-04 (PARCEL ONE)
008-163-05 (PARCEL TWO)
008-172-18 (PARCEL THREE)

FOR TAX PURPOSES ONLY
 THE ASSessor MAKES NO GUARANTEE AS TO MAP ACCURACY NOR ASSUMES ANY LIABILITY FOR OTHER USES. NOT TO BE REPRODUCED. ALL RIGHTS RESERVED.
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CITY OF SANTA CRUZ

Tax Area Code 1-031 1-032
 8-03

Electronically repositioned 8/2/01 KSA
 Rev. Santa Cruz City Realignment 8/2/01 KSA
 Rev. 9/18/01 CB (1-0036801, LBA 1-25 to 28)
 Rev. 12/19/01 Avn (TCA)
 Rev. 6/28/04 CB (105RS22)



28PMU1
 3/9/78

105RS22
 3/17/04

75RS41
 4/30/86

Note - Assessor's Parcel & Block
 Numbers are Shown in Circles.

Assessor's Map No. 8-03
 City of Santa Cruz
 County of Santa Cruz, Calif.

THIS IS NOT A SURVEY
 FOR REFERENCE ONLY. THIS IS A MAP OF THE
 CITY OF SANTA CRUZ, CALIFORNIA, AND IS
 NOT TO BE USED FOR ANY OTHER PURPOSES.
 THE CITY OF SANTA CRUZ ASSUMES NO LIABILITY
 FOR ANY ERRORS OR OMISSIONS IN THIS MAP.

FOR TAX PURPOSES ONLY

THE ASSESSOR MAKES NO GUARANTEE AS TO MAP ACCURACY NOR ASSUMES ANY LIABILITY FOR OTHER USES. NOT TO BE REPRODUCED. ALL RIGHTS RESERVED.
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CITY OF SANTA CRUZ

Tax Area Code
 1-027 1-031

8--16

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 12MB8 6/14/1894
 4/19/1993

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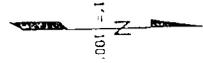
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BK1
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44PN3
 5/9/1984
 17

58PM2
 3/28/03

FOR INFORMATION: THE CITY OF SANTA CRUZ HAS A NEW WEBSITE AT WWW.SANTACRUZCALIFORNIA.GOV. THE WEBSITE WILL PROVIDE YOU WITH THE LATEST INFORMATION ON CITY SERVICES, TAXES, AND OTHER CITY INFORMATION. IF YOU HAVE ANY QUESTIONS, PLEASE CONTACT THE CITY CLERK AT (506) 838-2000.



- 1. 6/5/03 CB (58PM2, 2-18 & 19)
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- 99. 6/5/03 CB (58PM2, 2-18 & 19)
- 100. 6/5/03 CB (58PM2, 2-18 & 19)

Note - Assessor's Parcel & Block Numbers are shown in Circles

Assessor's Map No. 8-16
 City of Santa Cruz
 County of Santa Cruz, Calif.

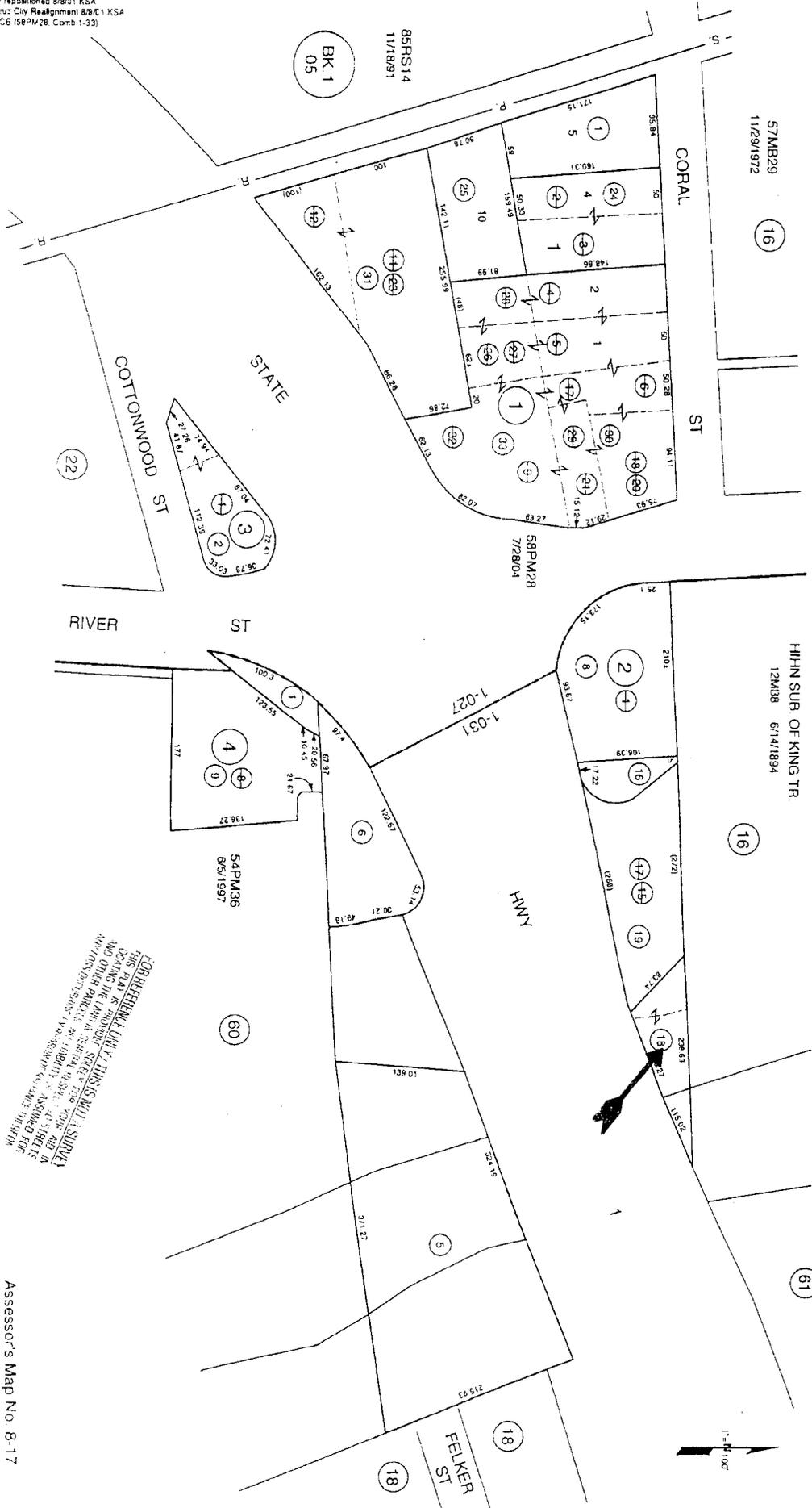
FOR TAX PURPOSES ONLY

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CITY OF SANTA CRUZ

Tax Area Code
 1-027 1-031

8-17



Electronically repositioned 8/8/01 KSA
 Rev: Santa Cruz City Reassignment 8/8/01 KSA
 Rev: 11/20/04 CS 166PM28, Comb 1-33)

Note - Assessor's Parcel & Block
 Numbers are Shown in Circles

FOR REFERENCE ONLY. THIS IS NOT A SURVEY.
 THIS MAP IS NOT TO BE USED AS A BASIS FOR
 AND OTHER PARCELS. SURVEYING SHOULD BE
 AND OTHER PARCELS. SURVEYING SHOULD BE
 AND OTHER PARCELS. SURVEYING SHOULD BE

Assessor's Map No. 8-17
 City of Santa Cruz
 County of Santa Cruz, Calif.

Exhibit B

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IFLAND SURVEY

Surveying - Mapping - GPS

303 Potrero Street, Suite 43-108
Santa Cruz, CA 95060
(831) 426-7941 FAX (831) 426-6266

JOB : G06003.01 - Tannery Arts
CALCULATED BY: GRJ
SHEET 1 OF 2
DATE 06/25/07 REVISED _____

CAP #1

SITUATE in the City of Santa Cruz, County of Santa Cruz, State of California

BEING a portion of the lands conveyed to the Redevelopment Agency of the City of Santa Cruz as described in Document # 2006-0017922 of Official Records of Santa Cruz County, and more particularly described as follows:

BEGINNING at a 2" iron pipe tagged LS 7367 at the most Northwest corner of said lands of the Redevelopment Agency of the City of Santa Cruz having coordinates of N = 1821990.3519 E = 6114660.7068; thence North 67°26'49" East, a distance of 173.56 feet to the TRUE POINT OF BEGINNING at a point having coordinates of N = 1822056.9185 E = 6114820.9937; thence North 65°31'04" East, a distance of 110.46 feet to a point having coordinates of N = 1822102.6956 E = 6114921.5253; thence South 17°24'14" East, a distance of 165.02 feet to a point having coordinates N = 1821945.2347 E = 6114970.8826; thence South 74°37'46" West, a distance of 14.52 feet to a point having coordinates N = 1821941.3852 E = 6114956.8791; thence South 16°55'35" East, a distance of 242.89 feet to a point having coordinates N = 1821709.0182 E = 6115027.5940; thence South 72°36'45" West, a distance of 12.19 feet to a point having coordinates N = 1821705.3752 E = 6115015.9603; thence North 19°07'38" West, a distance of 139.40 feet to a point having coordinates N = 1821837.0804 E = 6114970.2835; thence South 76°53'35" West, a distance of 11.79 feet to a point having coordinates N = 1821834.4078 E = 6114958.8049; thence North 17°14'21" West, a distance of 181.98 feet to a point having coordinates N = 1822008.2082 E = 6114904.8748; thence South 71°44'45" West, a distance of 60.18 feet to a point having coordinates N = 1821989.358 E = 6114847.7239; thence North 21°35'10" West, a distance of 72.66 feet to the POINT OF BEGINNING.

Containing 17,075 square feet, more or less.

Attached hereto is a plat labeled Exhibit Cap #1, and by this reference made a part hereof. The bearings and coordinates shown hereon are based on the grid bearing between control stations, HPGN 0402 and HPGN 04AJ, being South 76°31'36.41" East, a grid distance of 69,285.65 feet, per NGS data, CA State Plane Coordinates, Zone III, 1991.35 Epoch, NAD 83.

Compiled from a field survey data by Gary Ifland & Associates, Inc. in June 2006, Job #G06003.

END OF DESCRIPTION.



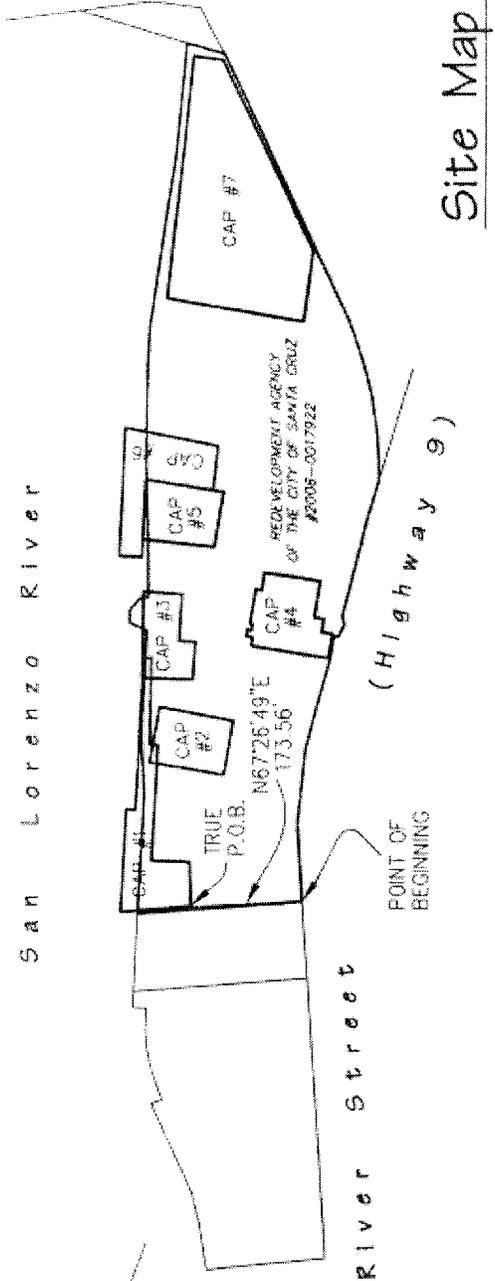


IFLAND SURVEY

Surveying - Mapping - GPS

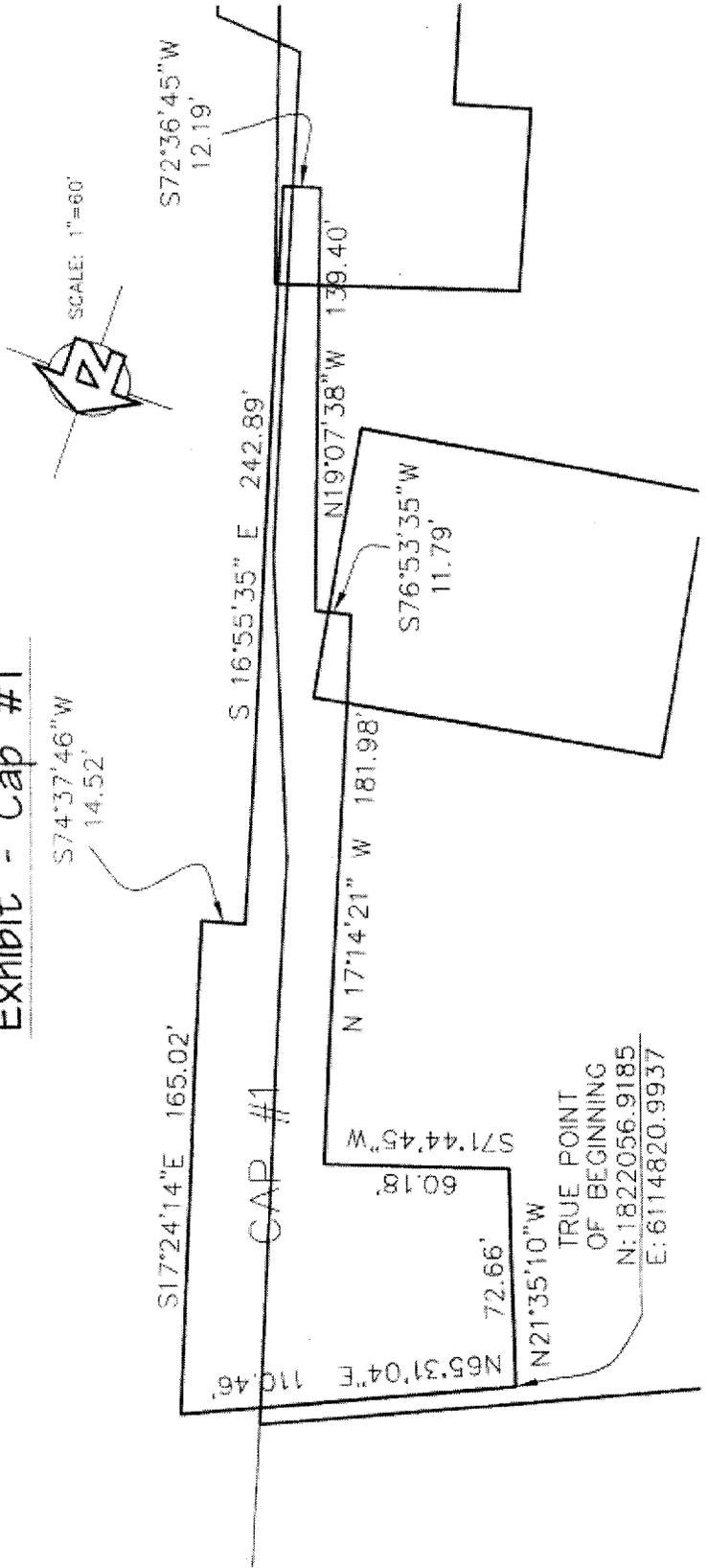
303 Potrero Street, Suite 43-108, Santa Cruz, CA 95060
Tel 831.426.7941 Fax 831.426.6266

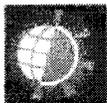
JOB NO. G06003.01 - TANNERY ARTS CENTER
SHEET NO. 2 OF 2
CALCULATED BY GRJ DATE 06/25/07
SCALE: AS NOTED



Site Map

Exhibit - Cap #1





IFLAND SURVEY

Surveying - Mapping - GPS

303 Potrero Street, Suite 43-108
Santa Cruz, CA 95060
(831) 426-7941 FAX (831) 426-6266

JOB : G06003.01 - Tannery Arts

CALCULATED BY: GRJ

SHEET 1 OF 2

DATE 06/25/07 REVISED _____

CAP #2

SITUATE in the City of Santa Cruz, County of Santa Cruz, State of California

BEING a portion of the lands conveyed to the Redevelopment Agency of the City of Santa Cruz as described in Document # 2006-0017922 of Official Records of Santa Cruz County, and more particularly described as follows:

BEGINNING at a 2" iron pipe tagged LS 7367 at the most Northwest corner of said lands of the Redevelopment Agency of the City of Santa Cruz having coordinates of N = 1821990.3519 E = 6114660.7068; thence South 51°31'21" East, a distance of 236.78 feet to the TRUE POINT OF BEGINNING at a point having coordinates of N = 1821843.0282 E = 6114846.067; thence North 79°57'13" East, a distance of 117.00 feet to a point having coordinates of N = 1821863.4376 E = 6114961.2694; thence South 09°42'57" East, a distance of 89.35 feet to a point having coordinates N = 1821775.3684 E = 6114976.3481; thence South 80°49'54" West, a distance of 116.97 feet to a point having coordinates N = 1821756.7311 E = 6114860.8733; thence North 09°44'08" West, a distance of 87.56 feet to the POINT OF BEGINNING.

Containing 10,347 square feet, more or less.

Attached hereto is a plat labeled Exhibit Cap #2, and by this reference made a part hereof. The bearings and coordinates shown hereon are based on the grid bearing between control stations, HPGN 0402 and HPGN 04AJ, being South 76°31'36.41" East, a grid distance of 69,285.65 feet, per NGS data, CA State Plane Coordinates, Zone III, 1991.35 Epoch, NAD 83.

Compiled from a field survey data by Gary Iffland & Associates, Inc. in June 2006, Job #G06003.

END OF DESCRIPTION.



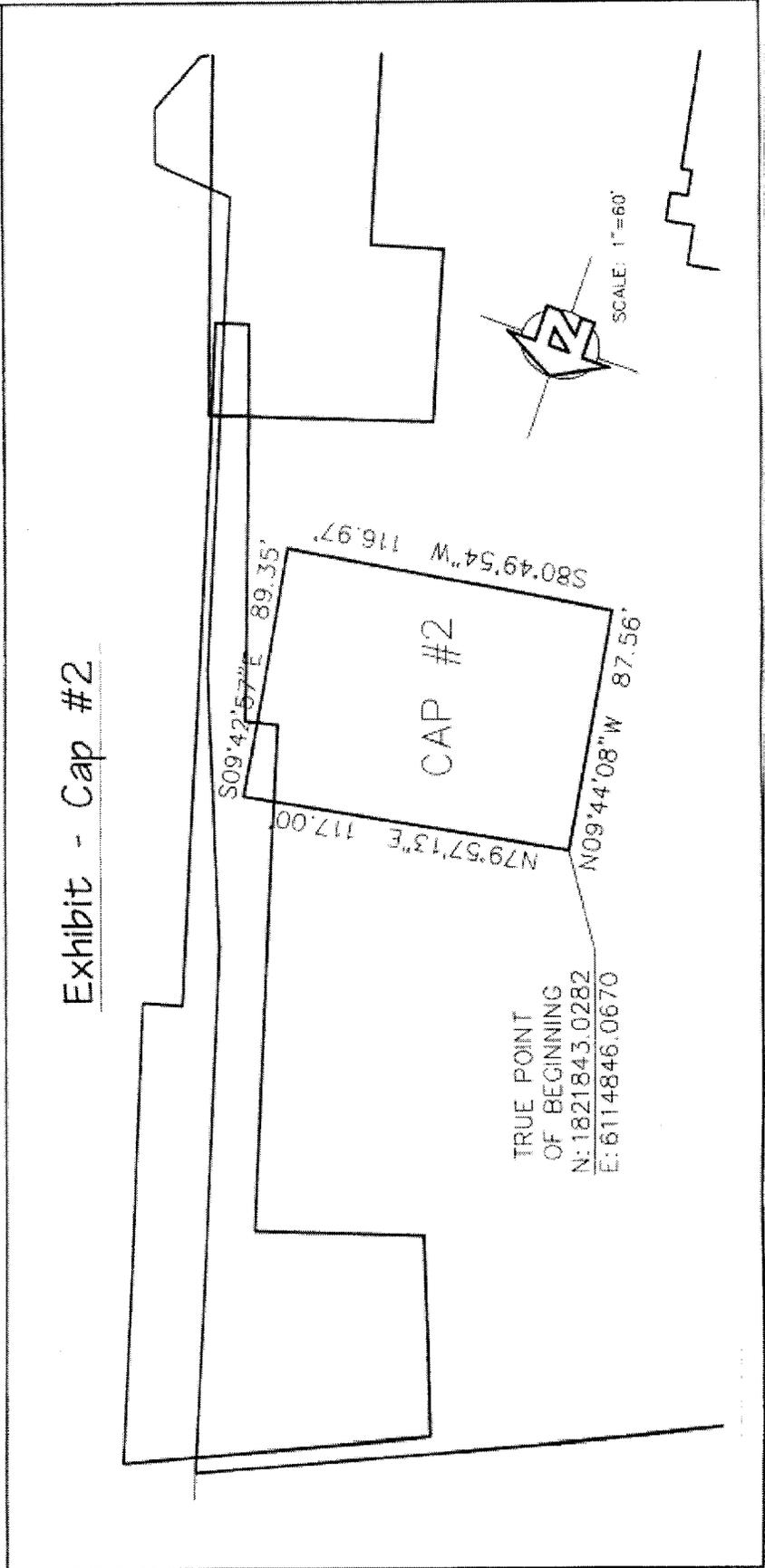
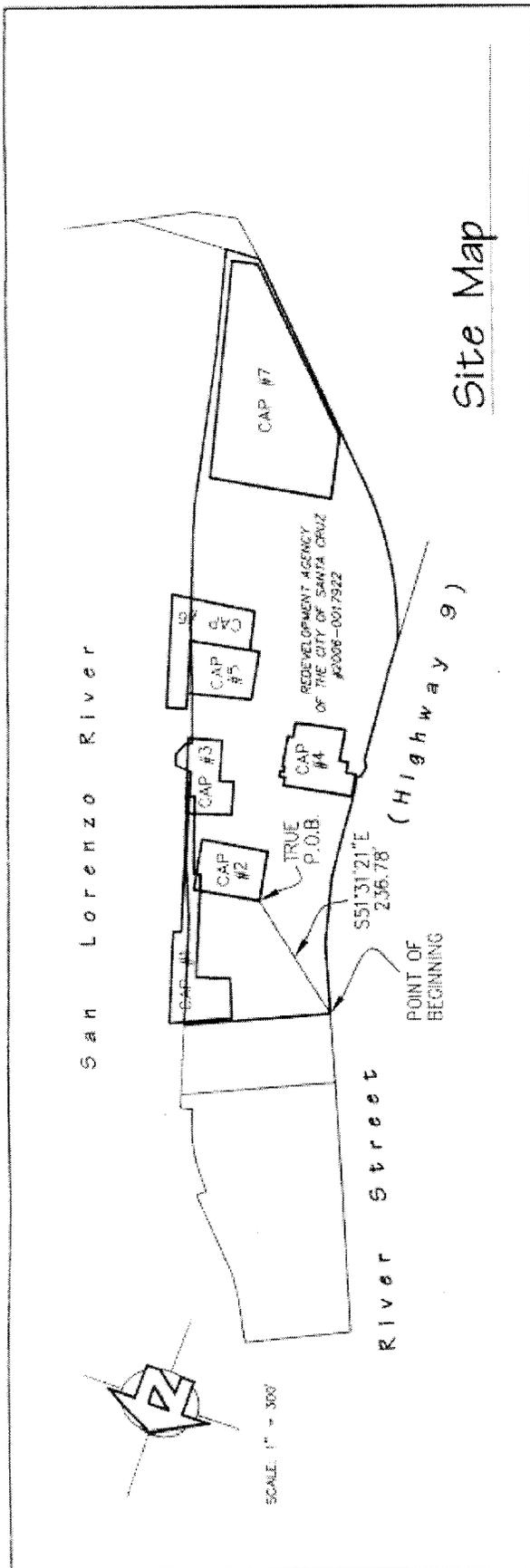


IFLAND SURVEY

Surveying - Mapping - GIS

303 Potrero Street, Suite 43-108, Santa Cruz, CA 95060
Tel 831.426.7941 Fax 831.426.6266

JOB NO. G06003.D1 - TANNERY ARTS CENTER
SHEET NO. 2 OF 2
CALCULATED BY GRJ DATE 06/25/07
SCALE: AS NOTED





IFLAND SURVEY

Surveying - Mapping - GPS

303 Potrero Street, Suite 43-108
Santa Cruz, CA 95060
(831) 426-7941 FAX (831) 426-6266

JOB : G06003.01 - Tannery Arts
CALCULATED BY: GRJ
SHEET 1 OF 2
DATE 06/25/07 REVISED _____

CAP #3

SITUATE in the City of Santa Cruz, County of Santa Cruz, State of California

BEING a portion of the lands conveyed to the Redevelopment Agency of the City of Santa Cruz as described in Document # 2006-0017922 of Official Records of Santa Cruz County, and more particularly described as follows:

BEGINNING at a 2" iron pipe tagged LS 7367 at the most Northwest corner of said lands of the Redevelopment Agency of the City of Santa Cruz having coordinates of N = 1821990.3519 E = 6114660.7068; thence South 45°45'42" East, a distance of 393.99 feet to the TRUE POINT OF BEGINNING at a point having coordinates of N = 1821715.4871 E = 6114942.9777; thence North 72°00'01" East, a distance of 80.17 feet to a point having coordinates of N = 1821740.2607 E = 6115019.2238; thence South 18°58'12" East, a distance of 138.97 feet to a point having coordinates N = 1821608.8346 E = 6115064.4006; thence South 74°13'25" West, a distance of 60.71 feet to a point having coordinates N = 1821592.3291 E = 6115005.9792; thence North 16°41'59" West, a distance of 75.20 feet to a point having coordinates N = 1821664.3568 E = 6114984.3702; thence South 74°00'51" West, a distance of 25.46 feet to a point having coordinates N = 1821657.3441 E = 6114959.8913; thence North 16°13'10" West, a distance of 60.55 feet to the POINT OF BEGINNING.

Containing 9,520 square feet, more or less.

Attached hereto is a plat labeled Exhibit Cap #3, and by this reference made a part hereof. The bearings and coordinates shown hereon are based on the grid bearing between control stations, HPGN 0402 and HPGN 04AJ, being South 76°31'36.41" East, a grid distance of 69,285.65 feet, per NGS data, CA State Plane Coordinates, Zone III, 1991.35 Epoch, NAD 83.

Compiled from a field survey data by Gary Ifland & Associates, Inc. in June 2006, Job #G06003.

END OF DESCRIPTION.



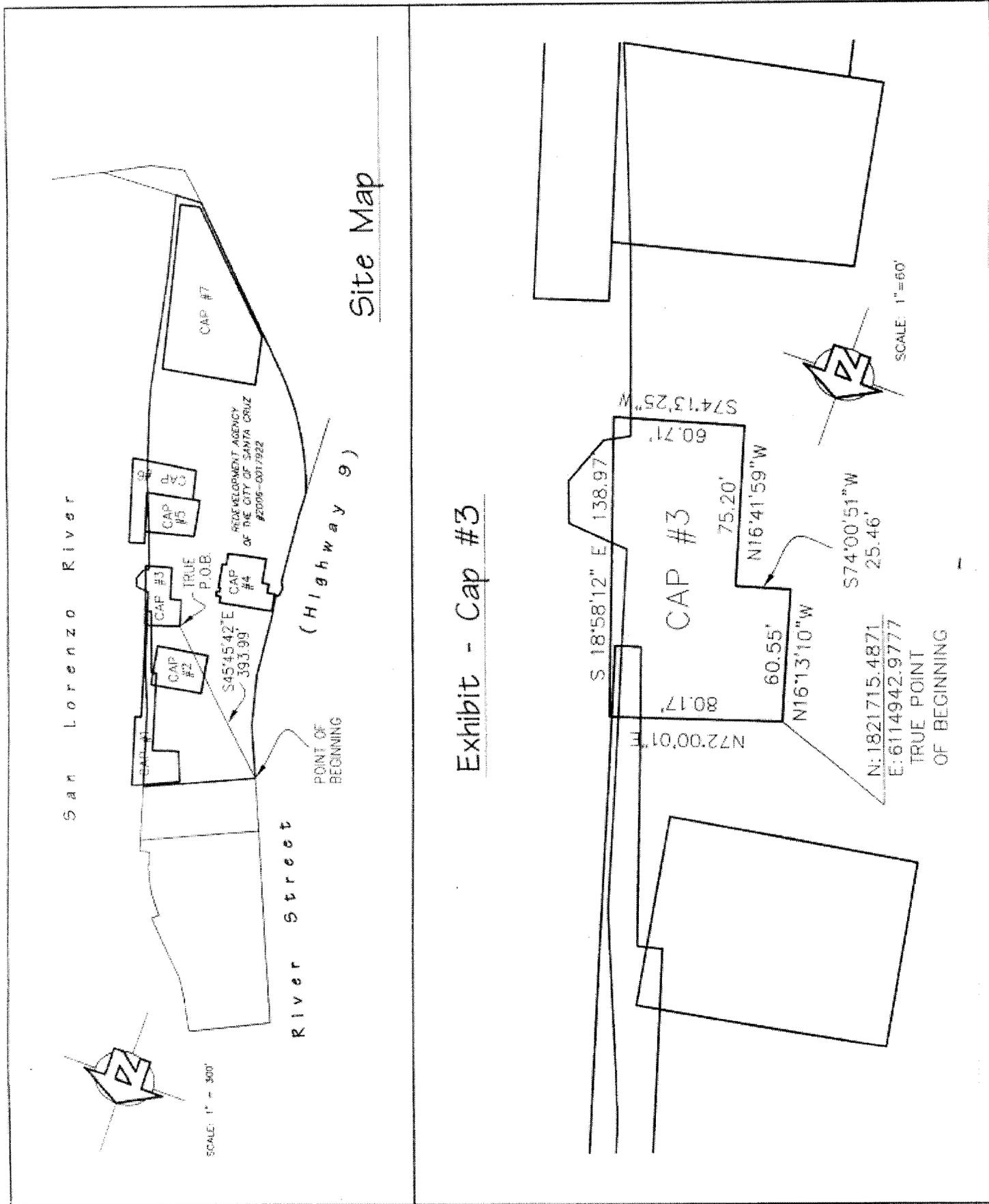


IFLAND SURVEY

Surveying · Mapping · GPS

303 Potrero Street, Suite 43-108, Santa Cruz, CA 95060
Tel 831.426.7941 Fax 831.426.6266

JOB NO. G06003.01 - TANNERY ARTS CENTER
SHEET NO. 2 OF 2
CALCULATED BY GRJ DATE 06/25/07
SCALE: AS NOTED





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JOB : G06003.01 - Tannery Arts
CALCULATED BY: GRJ
SHEET 1 OF 2
DATE 06/25/07 REVISED _____

CAP #4

SITUATE in the City of Santa Cruz, County of Santa Cruz, State of California

BEING a portion of the lands conveyed to the Redevelopment Agency of the City of Santa Cruz as described in Document # 2006-0017922 of Official Records of Santa Cruz County, and more particularly described as follows:

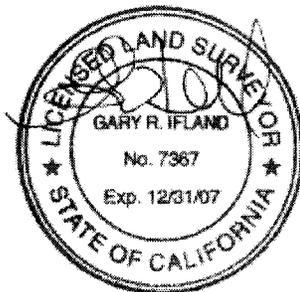
BEGINNING at a 2" iron pipe tagged LS 7367 at the most Northwest corner of said lands of the Redevelopment Agency of the City of Santa Cruz having coordinates of N = 1821990.3519 E = 6114660.7068; thence South 14°07'22" East, a distance of 390.61 feet to the TRUE POINT OF BEGINNING at a point having coordinates of N = 1821611.5488 E = 6114756.0163; thence North 79°41'50" East, a distance of 121.71 feet to a point having coordinates of N = 1821633.3171 E = 6114875.766; thence South 10°18'10" East, a distance of 14.36 feet to a point having coordinates N = 1821619.1868 E = 6114878.3347; thence North 79°41'50" East, a distance of 10.49 feet to a point having coordinates N = 1821621.0628 E = 6114888.6551; thence South 10°18'10" East, a distance of 10.42 feet to a point having coordinates N = 1821610.8128 E = 6114890.5184; thence South 79°41'50" West, a distance of 6.50 feet to a point having coordinates N = 1821609.6503 E = 6114884.1232; thence South 10°18'10" East, a distance of 9.44 feet to a point having coordinates N = 1821600.7057 E = 6114887.7167; thence North 79°41'50" East, a distance of 3.87 feet to a point having coordinates N = 1821601.0519 E = 6114889.6214; thence South 10°18'10" East, a distance of 55.86 feet to a point having coordinates N = 1821546.0939 E = 6114899.6117; thence South 79°41'50" West, a distance of 9.12 feet to a point having coordinates N = 1821544.462 E = 6114890.6345; thence South 10°18'10" East, a distance of 26.74 feet to a point having coordinates N = 1821518.1482 E = 6114895.4178; thence South 77°10'03" West, a distance of 33.99 feet to a point having coordinates N = 1821510.5992 E = 6114862.2779; thence South 79°36'38" West, a distance of 54.05 feet to a point having coordinates N = 1821500.8523 E = 6114809.1154; thence North 10°18'10" West, a distance of 57.43 feet to a point having coordinates N = 1821557.3605 E = 6114798.8432; thence South 79°41'50" West, a distance of 15.15 feet to a point having coordinates N = 1821554.651 E = 6114783.9381; thence North 10°18'10" West, a distance of 20.73 feet to a point having coordinates N = 1821575.0484 E = 6114780.2302; thence South 79°41'50" West, a distance of 17.30 feet to a point having coordinates N = 1821571.9551 E = 6114763.2137; thence North 10°18'10" West, a distance of 40.24 feet to the POINT OF BEGINNING.

Containing 12,710 square feet, more or less.

Attached hereto is a plat labeled Exhibit Cap #4, and by this reference made a part hereof. The bearings and coordinates shown hereon are based on the grid bearing between control stations, HPGN 0402 and HPGN 04AJ, being South 76°31'36.41" East, a grid distance of 69,285.65 feet, per NGS data, CA State Plane Coordinates, Zone III, 1991.35 Epoch, NAD 83.

Compiled from a field survey data by Gary Iffland & Associates, Inc. in June 2006, Job #G06003.

END OF DESCRIPTION.



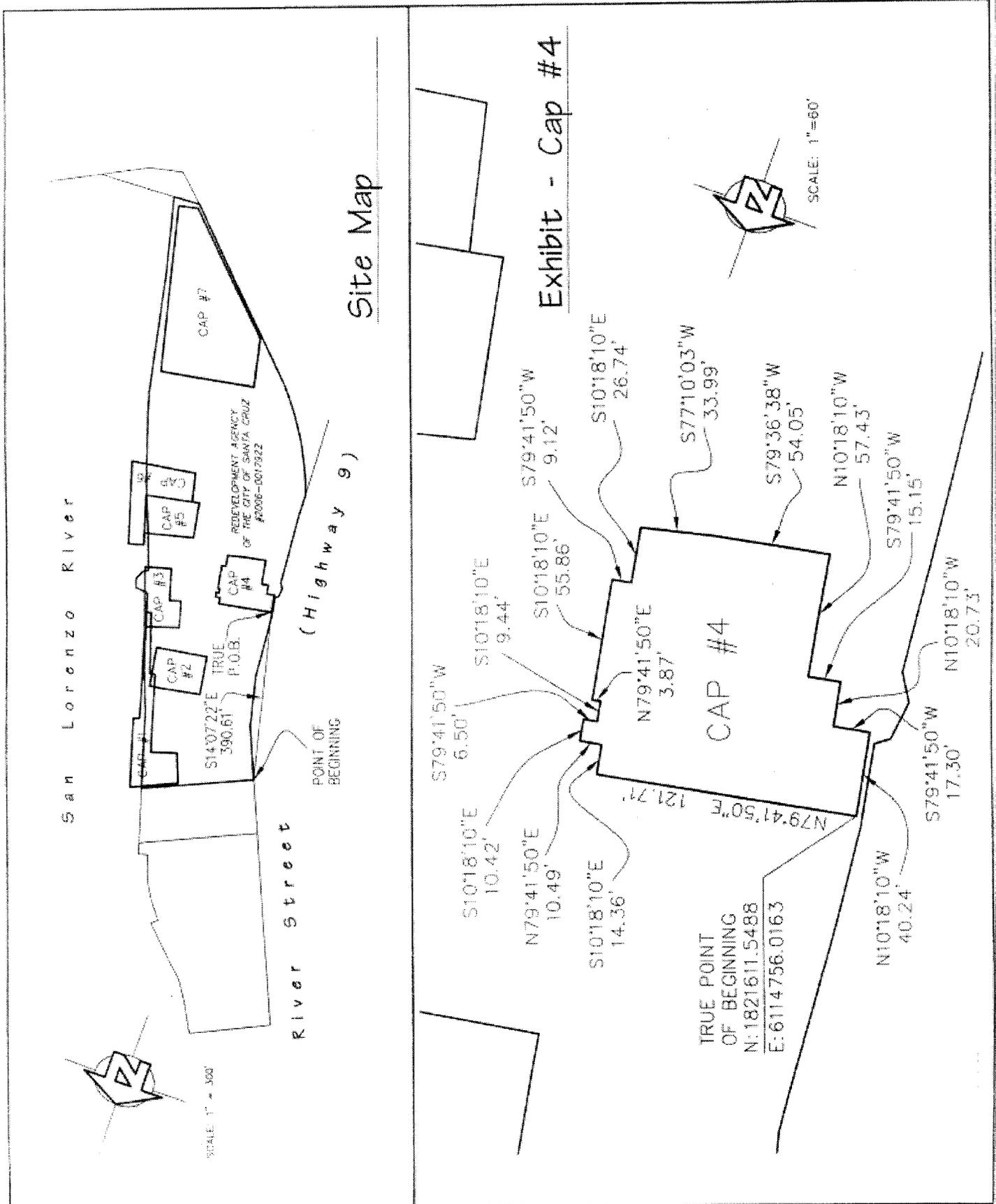


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JOB : G06003.01 - Tannery Arts
CALCULATED BY: GRJ
SHEET 1 OF 2
DATE 06/25/07 REVISED _____

CAP #5

SITUATE in the City of Santa Cruz, County of Santa Cruz, State of California

BEING a portion of the lands conveyed to the Redevelopment Agency of the City of Santa Cruz as described in Document # 2006-0017922 of Official Records of Santa Cruz County, and more particularly described as follows:

BEGINNING at a 2" iron pipe tagged LS 7367 at the most Northwest corner of said lands of the Redevelopment Agency of the City of Santa Cruz having coordinates of N = 1821990.3519 E = 6114660.7068; thence South 33°38'54" East, a distance of 582.19 feet to the TRUE POINT OF BEGINNING at a point having coordinates of N = 1821505.7031 E = 6114983.2955; thence North 76°07'56" East, a distance of 112.90 feet to a point having coordinates of N = 1821532.7639 E = 6115092.9067; thence South 17°07'40" East, a distance of 92.27 feet to a point having coordinates N = 1821444.5815 E = 6115120.0821; thence South 79°20'28" West, a distance of 123.31 feet to a point having coordinates N = 1821421.7736 E = 6114998.8982; thence North 10°31'52" West, a distance of 85.37 feet to the POINT OF BEGINNING.

Containing 10,464 square feet, more or less.

Attached hereto is a plat labeled Exhibit Cap #5, and by this reference made a part hereof. The bearings and coordinates shown hereon are based on the grid bearing between control stations, HPGN 0402 and HPGN 04AJ, being South 76°31'36.41" East, a grid distance of 69,285.65 feet, per NGS data, CA State Plane Coordinates, Zone III, 1991.35 Epoch, NAD 83.

Compiled from a field survey data by Gary Ifland & Associates, Inc. in June 2006, Job #G06003.

END OF DESCRIPTION.



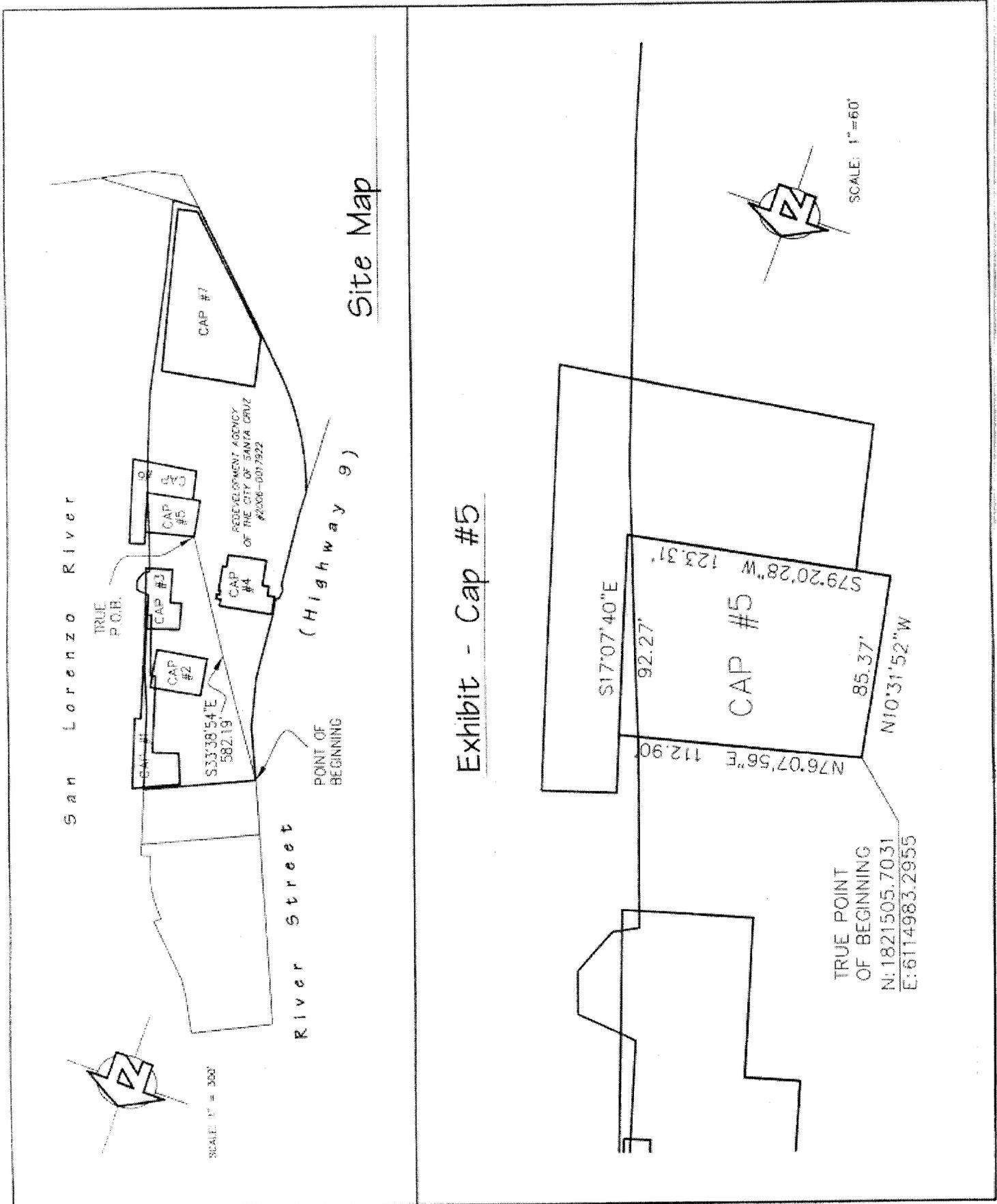


IFLAND SURVEY

Surveying Mapping GIS

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CALCULATED BY GRJ DATE 06/25/07
SCALE: AS NOTED



Site Map

Exhibit - Cap #5

SCALE: 1"=60'

TRUE POINT
OF BEGINNING
N: 1821505.7031
E: 6114983.2955



IFLAND SURVEY

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SHEET 1 OF 2
DATE 06/25/07 REVISED _____

CAP #6

SITUATE in the City of Santa Cruz, County of Santa Cruz, State of California

BEING a portion of the lands conveyed to the Redevelopment Agency of the City of Santa Cruz as described in Document # 2006-0017922 of Official Records of Santa Cruz County, and more particularly described as follows:

BEGINNING at a 2" iron pipe tagged LS 7367 at the most Northwest corner of said lands of the Redevelopment Agency of the City of Santa Cruz having coordinates of N = 1821990.3519 E = 6114660.7068; thence South $40^{\circ}13'47''$ East, a distance of 799.51 feet to the TRUE POINT OF BEGINNING at a point having coordinates of N = 1821379.958 E = 6115177.072; thence South $81^{\circ}29'33''$ West, a distance of 148.48 feet to a point having coordinates of N = 1821357.9919 E = 6115030.2226; thence North $12^{\circ}56'10''$ West, a distance of 68.53 feet to a point having coordinates N = 1821424.7798 E = 6115014.8818; thence North $79^{\circ}20'24''$ East, a distance of 107.05 feet to a point having coordinates N = 1821444.5815 E = 6115120.0821; thence North $17^{\circ}08'47''$ West, a distance of 119.56 feet to a point having coordinates of N = 1821558.8272 E = 6115084.8345; thence North $72^{\circ}08'17''$ East, a distance of 35.65 feet to a point having coordinates N = 1821569.7613 E = 6115118.7641; thence South $17^{\circ}04'37''$ East, a distance of 198.56 feet to the POINT OF BEGINNING.

Containing 14,691 square feet, more or less.

Attached hereto is a plat labeled Exhibit Cap #6, and by this reference made a part hereof. The bearings and coordinates shown hereon are based on the grid bearing between control stations, HPGN 0402 and HPGN 04AJ, being South $76^{\circ}31'36.41''$ East, a grid distance of 69,285.65 feet, per NGS data, CA State Plane Coordinates, Zone III, 1991.35 Epoch, NAD 83.

Compiled from a field survey data by Gary Iffland & Associates, Inc. in June 2006, Job #G06003.

END OF DESCRIPTION.



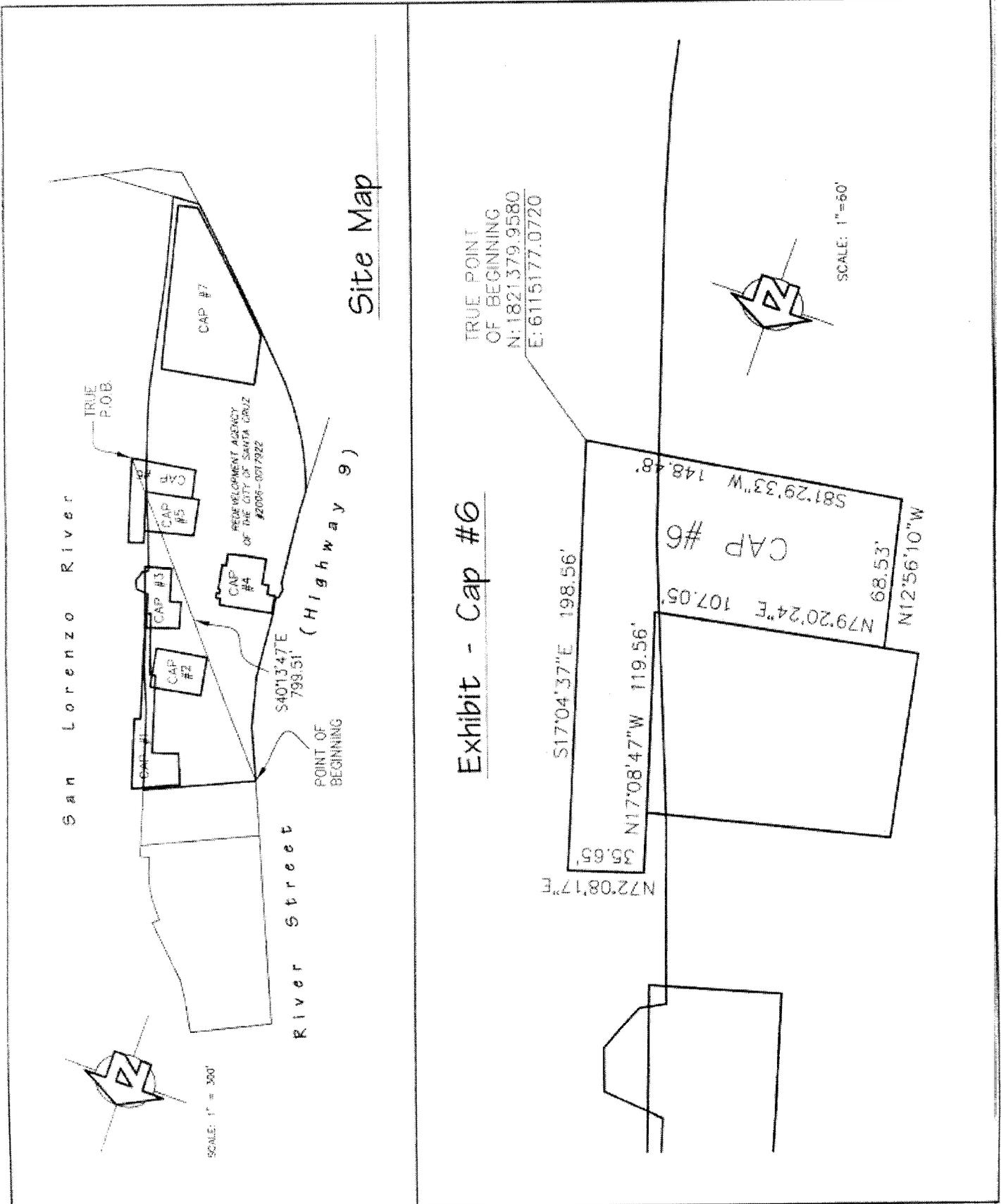


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JOB NO. G06003.01 - TANNERY ARTS CENTER
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CALCULATED BY: GRJ
SHEET 1 OF 2
DATE 06/25/07 REVISED _____

CAP #7

SITUATE in the City of Santa Cruz, County of Santa Cruz, State of California

BEING a portion of the lands conveyed to the Redevelopment Agency of the City of Santa Cruz as described in Document # 2006-0017922 of Official Records of Santa Cruz County, and more particularly described as follows:

BEGINNING at a 2" iron pipe tagged LS 7367 at the most Northwest corner of said lands of the Redevelopment Agency of the City of Santa Cruz having coordinates of N = 1821990.3519 E = 6114660.7068; thence South 19°46'05" East, a distance of 917.61 feet to the TRUE POINT OF BEGINNING at a point having coordinates of N = 1821126.8128 E = 6114971.0545; thence North 80°20'48" East, a distance of 215.45 feet to a point having coordinates of N = 1821162.9405 E = 6115183.4507; thence South 13°46'28" East, a distance of 383.72 feet to a point having coordinates N = 1820790.2573 E = 6115274.8143; thence South 77°48'59" West, a distance of 44.94 feet to a point having coordinates N = 1820780.7739 E = 6115230.891; thence North 45°07'28" West, a distance of 333.07 feet to a point having coordinates N = 1821015.7807 E = 6114994.8617; thence North 12°06'07" West, a distance of 113.56 feet to the POINT OF BEGINNING.

Containing 60,366 square feet, more or less.

Attached hereto is a plat labeled Exhibit Cap #7, and by this reference made a part hereof. The bearings and coordinates shown hereon are based on the grid bearing between control stations, HPGN 0402 and HPGN 04AJ, being South 76°31'36.41" East, a grid distance of 69,285.65 feet, per NGS data, CA State Plane Coordinates, Zone III, 1991.35 Epoch, NAD 83.

Compiled from a field survey data by Gary Iffland & Associates, Inc. in June 2006, Job #G06003.

END OF DESCRIPTION.





IFLAND SURVEY

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JOB NO. G06003.01 - TANNERY ARTS CENTER
SHEET NO. 2 OF 2
CALCULATED BY GRJ DATE 06/25/07
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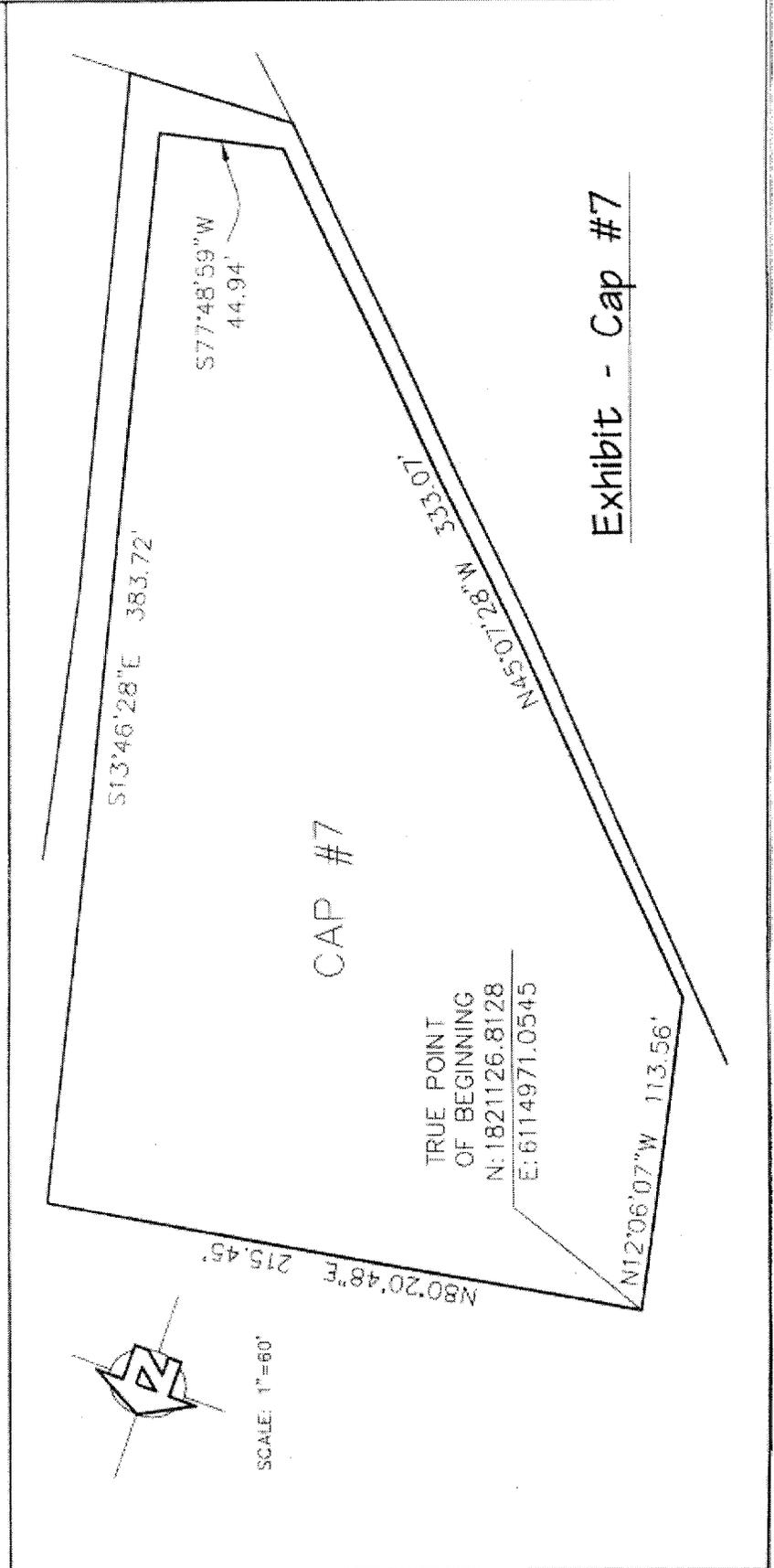
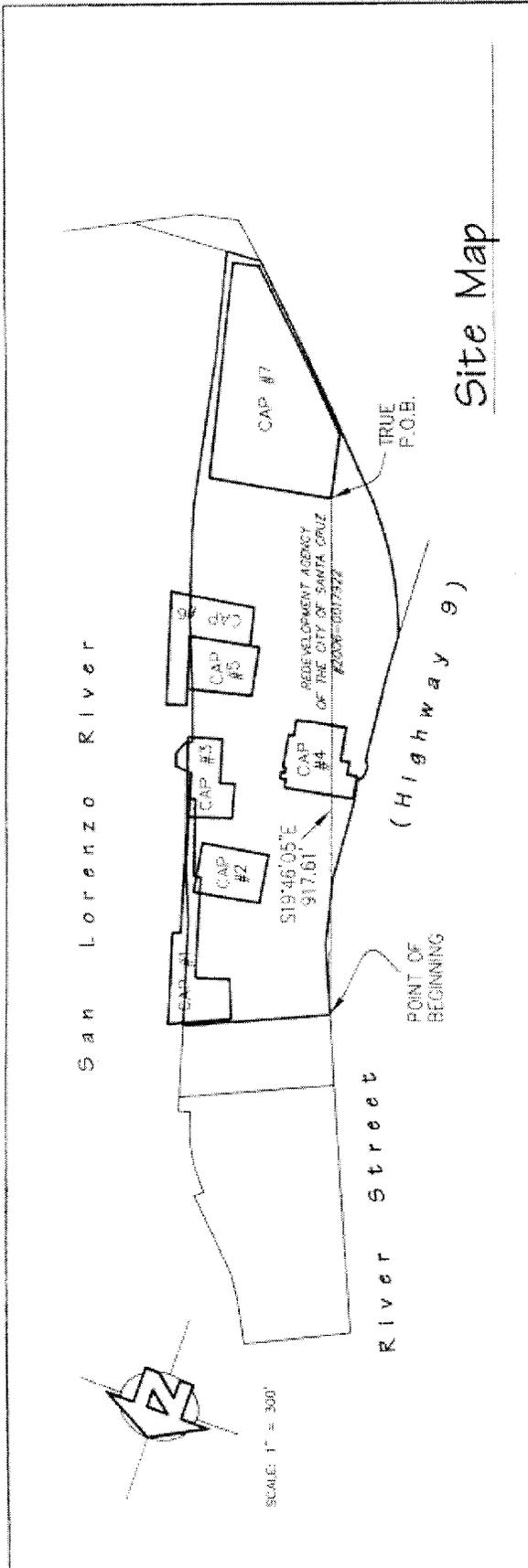


Exhibit - Cap #7

Basemap Source: Mid-Coast Engineers, Dunbar and Craig, Weber Hayes and Associates, Saiz Leathers, Inc, UCSC Air Photo Collection and RTD

Groundwater Levels Measured on April 24, 2007

LEGEND

- MW-4  Monitoring Well Location
- WT  Well Type
- Surface Water Sample Location 

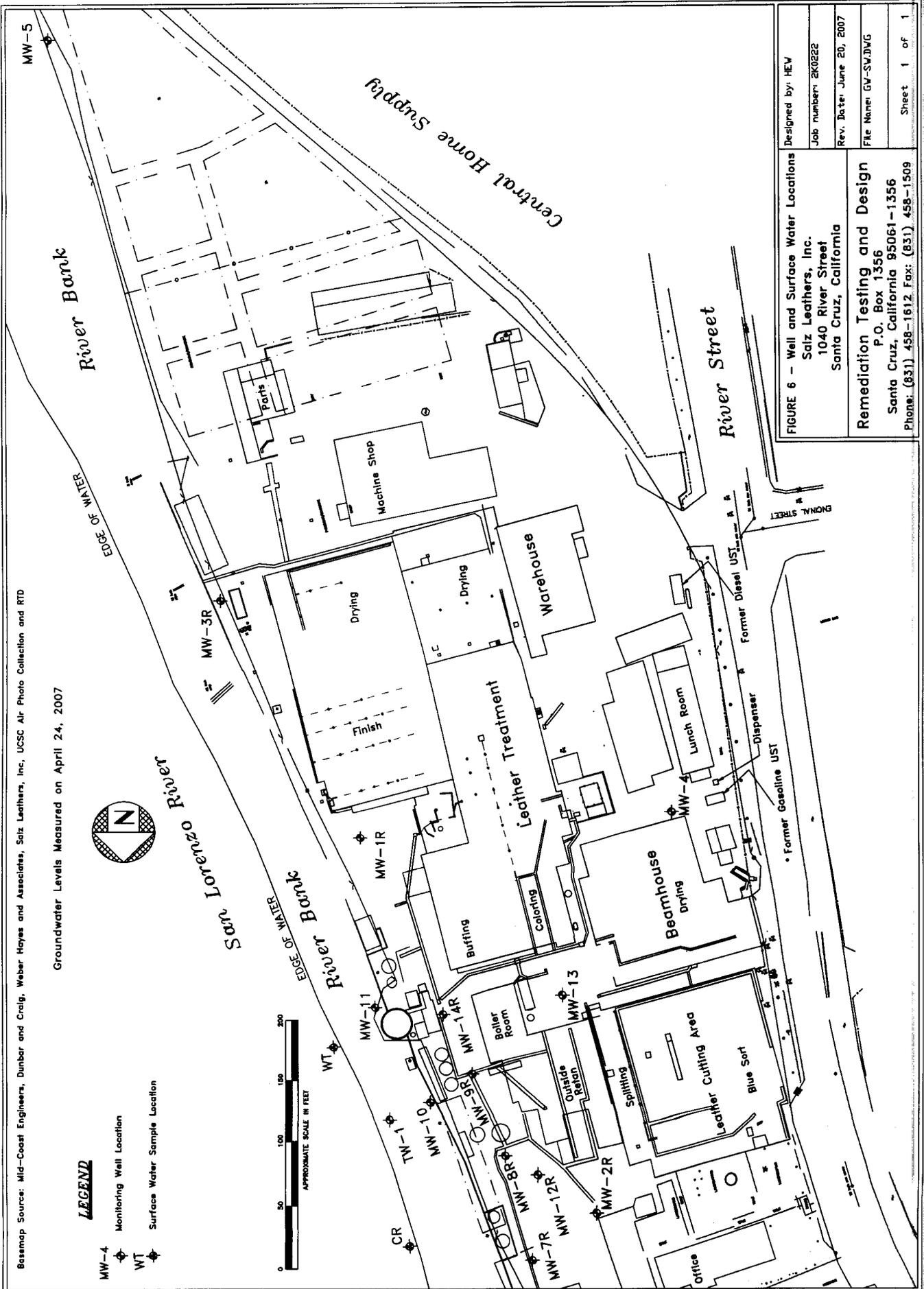


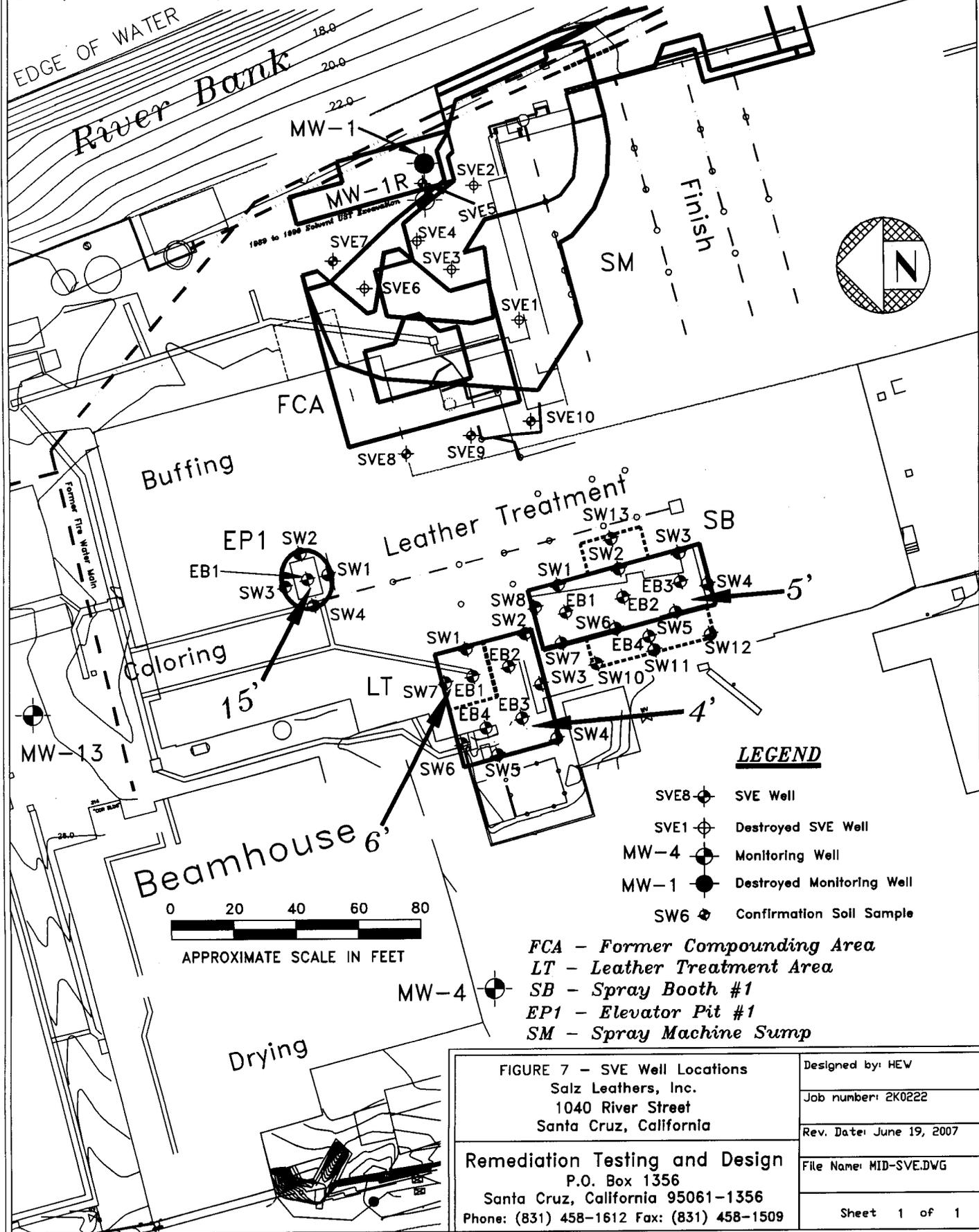
FIGURE 6 - Well and Surface Water Locations
 Saiz Leathers, Inc.
 1040 River Street
 Santa Cruz, California

Designed by: HEW
 Job number: 2K0222
 Rev. Date: June 20, 2007
 File Name: GV-SW.DWG

Remediation Testing and Design
 P.O. Box 1356
 Santa Cruz, California 95061-1356
 Phone: (831) 458-1612 Fax: (831) 458-1509

Sheet 1 of 1

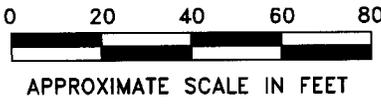
Basemap Source: Mid Coast Engineers, Dunbar and Craig, Weber Hayes and Associates, Salz Leathers, Inc, UCSC Air Photo Collection and RTD



LEGEND

- SVE8 ⊕ SVE Well
- SVE1 ⊕ Destroyed SVE Well
- MW-4 ⊕ Monitoring Well
- MW-1 ⊕ Destroyed Monitoring Well
- SW6 ⊕ Confirmation Soil Sample

*FCA - Former Compounding Area
 LT - Leather Treatment Area
 SB - Spray Booth #1
 EP1 - Elevator Pit #1
 SM - Spray Machine Sump*



| | |
|--|---------------------------------|
| <p>FIGURE 7 - SVE Well Locations Salz Leathers, Inc. 1040 River Street Santa Cruz, California</p> | <p>Designed by: HEW</p> |
| | <p>Job number: 2K0222</p> |
| <p>Remediation Testing and Design P.O. Box 1356 Santa Cruz, California 95061-1356 Phone: (831) 458-1612 Fax: (831) 458-1509</p> | <p>Rev. Date: June 19, 2007</p> |
| | <p>File Name: MID-SVE.DWG</p> |
| | <p>Sheet 1 of 1</p> |