

RECORDING REQUESTED BY AND
WHEN RECORDED MAIL TO:

Kevin H. Rose, Esq.
Reuben, Junius & Rose, LLP
One Bush Street, Suite 600
San Francisco, CA 94104

SPACE ABOVE THIS LINE FOR RECORDER'S USE ONLY

APN: 002-3746
Situs: 375 Beale Street

**FIRST AMENDMENT TO
DECLARATION OF COVENANTS, CONDITIONS
AND RESTRICTIONS
FOR 375 BEALE STREET, SAN FRANCISCO**

This First Amendment of Declaration of Covenants, Conditions and Restrictions for 375 Beale Street, San Francisco ("Amendment"), is made on the date hereinafter set forth by 375 Beale Condominium Corporation, a non-profit mutual benefit corporation incorporated in the State of California ("Corporation") and is made with specific reference to the following facts:

A. The Declaration of Covenants, Conditions and Restrictions Establishing a Plan for 375 Beale Street, San Francisco ("CC&Rs"), was recorded December 27, 2016 as document 2016K388389 in the Official Records of the City and County of San Francisco.

B. 375 Beale Street, San Francisco, California, legally described as Parcel A of Parcel Map No. 8905, filed October 28, 2016, in Condominium Map Book 130, Page 126, San Francisco County Records ("Property") is an eight-story commercial condominium project consisting of four (4) commercial units.

C. BAY AREA HEADQUARTERS AUTHORITY, a joint powers authority established pursuant to the California Joint Exercise of Powers Act ("BAHA"), is the owner of two (2) condominium units in the Property, which units are identified as Lots 1 and 2 on the Condominium Plan attached to the CC&Rs ("Condominium Plan").

D. BAY AREA QUALITY MANAGEMENT DISTRICT, a regional air pollution control agency ("Air District"), is the owner of one (1) condominium unit in the Property, which unit is identified as Lot 3 on the Condominium Plan.

E. THE ASSOCIATION OF BAY AREA GOVERNMENTS ("ABAG") is the owner of one (1) condominium unit in the Property, which unit is identified as Lot 4 on the Condominium Plan.

F. The condominium units identified on the Condominium Plan and related interior and exterior common areas are subject to the terms of the CC&Rs.

G. Air District will, immediately after the recordation of this Amendment, purchase from BAH A a portion of Lot 2, which will be combined with Lot 3, and containing approximately 11,578 sq. ft. located on the 8th floor of the Property (the “8th Floor Additional Space”), as depicted on Addendum 1 to Condominium Plan attached hereto as **Exhibit A** (the “Amendment to Condominium Plan”).

H. Section 9.08 of the CC&Rs, entitled Rights of First Refusal – Sale, provides each “Unit” owner with a non-assignable right of first refusal to the assignment, sale or exchange of any other “Unit.”

I. Section 2.01(i) of the CC&Rs define Unit as “an estate in real property, as defined in California Civil Code Section 6500 et seq., consisting of an undivided interest in common in the Common Area, together with a separate fee interest in a Unit and any other separate interests in the real property as are described in the CC&Rs, in the Condominium Plan, or in the deed conveying the Condominium.” Section 1.01 of the CC&Rs identifies Lots 1, 2, 3 and 4 as each being a “Unit.”

J. Although the 8th Floor Additional Space does not appear to fit within the CC&Rs definition of “Unit,” as it represents only a portion of Lot 2, out of an abundance of caution ABAG intends to confirm its waiver of any potential right of first refusal under section 9.08 of the CC&Rs with respect to the 8th Floor Additional Space.

K. The CC&Rs provide for amendment by the unanimous approval of the Owners and the Owners desire to make this Amendment.

NOW, THEREFORE, CORPORATION hereby amends the CC&Rs as follows:

1. Amendment of Condominium Plan. The Condominium Plan, at Sheets 7 and 8 of 20, Exhibit A –2 of the CC&Rs, is hereby amended and restated as shown on the Amendment to Condominium Plan to reconfigure Lot 2 and Lot 3.

2. Amendment of Occupancy Plan. The Occupancy Plan, at Exhibit A–3-9 of the CC&Rs, is hereby amended to restate the occupancy of the 8th Floor Additional Space to show the additional space occupied by Air District. Such amendment to the Occupancy Plan is attached hereto as **Exhibit B**.

3. Amendment of Percentage Ownership Interests. The Percentage Ownership Interests, at Exhibit B of the CC&Rs, is hereby amended to restate the Percentage Ownership Interests for the Property following the transfer of the 8th Floor Additional Space to Air District. The amended Percentage Ownership Interests is attached hereto as **Exhibit C**.

4. Waiver of Right of First Refusal. In order to effectuate the above amendments, for avoidance of any potential claims, ABAG hereby waives any potential right of first refusal under section 9.08 of the CC&Rs with respect to the 8th Floor Additional Space.

Executed this _____ day of _____, 2018 at San Francisco, California.

CORPORATION:

375 BEALE CONDOMINIUM CORPORATION,
A NON-PROFIT MUTUAL BENEFIT
CORPORATION

By: _____

Name: _____

Its: _____

BAY AREA HEADQUARTERS AUTHORITY:

By: _____

Name: _____

Its: _____

By: _____

Name: _____

Its: _____

Approved as to Form:

By: _____

Name: _____

Its: _____

**BAY AREA AIR QUALITY MANAGEMENT
DISTRICT:**

By: _____

Name: _____

Its: _____

Approved as to Form:

By: _____

Name: _____

Its: _____

**THE ASSOCIATION OF BAY AREA
GOVERNMENTS:**

By: _____

Name: _____

Its: _____

Approved as to Form:

By: _____

Name: _____

Its: _____

NOTARY ACKNOWLEDGMENT

A NOTARY PUBLIC OR OTHER OFFICER COMPLETING THIS CERTIFICATE VERIFIES ONLY THE IDENTITY OF THE INDIVIDUAL WHO SIGNED THE DOCUMENT TO WHICH THIS CERTIFICATE IS ATTACHED, AND NOT THE TRUTHFULNESS, ACCURACY, OR VALIDITY OF THAT DOCUMENT.

STATE OF _____)
COUNTY OF _____)

On _____, 20____, before me, _____,
a notary public in and for said state, personally appeared _____,
who 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.

I certify under PENALTY OF PERJURY under the laws of the State of California that the
foregoing paragraph is true and correct.

WITNESS my hand and official seal.

(Signature of Notary Public)

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(Signature of Notary Public)

EXHIBIT A

AMENDMENT TO CONDOMINIUM PLAN

<p>ADDENDUM 1 TO CONDOMINIUM PLAN FOR 375 BEALE STREET SAN FRANCISCO, CALIFORNIA REVISING SHEETS 4, 7 AND 8</p> <p>PREPARED BY: KCA ENGINEERS, INC. 318 BRANNAN STREET SAN FRANCISCO, CA 94107 TEL: 415.546.7111 FAX: 415.546.9472 KCA JOB NO. 6152</p>		JOB NO:	6152	DRAWN BY:	YL
		DATE:	JUNE 2018	SHEET:	1 OF 22
<p>KCA ENGINEERS, INC. CONSULTING ENGINEERS • SURVEYORS • PLANNERS 318 BRANNAN STREET • SAN FRANCISCO, CA 94107 (415) 546-7111 • FAX: (415) 546-9472</p>		© COPYRIGHT 2018 KCA ENGINEERS INC.			

EXHIBIT A

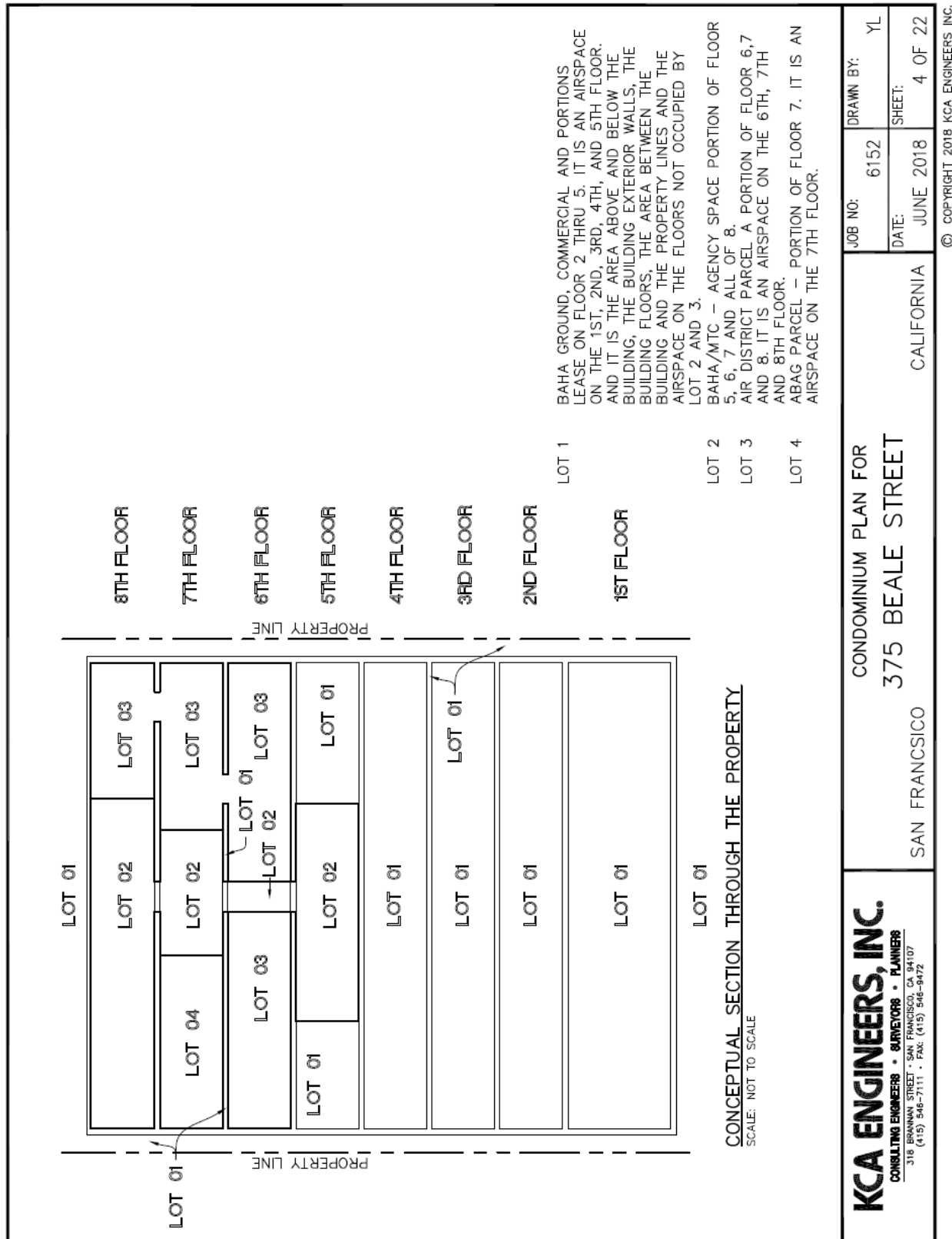


EXHIBIT A

J:\COMMITTEE\ABAG Executive Board\Agendas\2018\EB 20180920\zFirst Amendment to CCR v7 CLEAN.doc

Item 6.H., Proposed CC&R Amendment

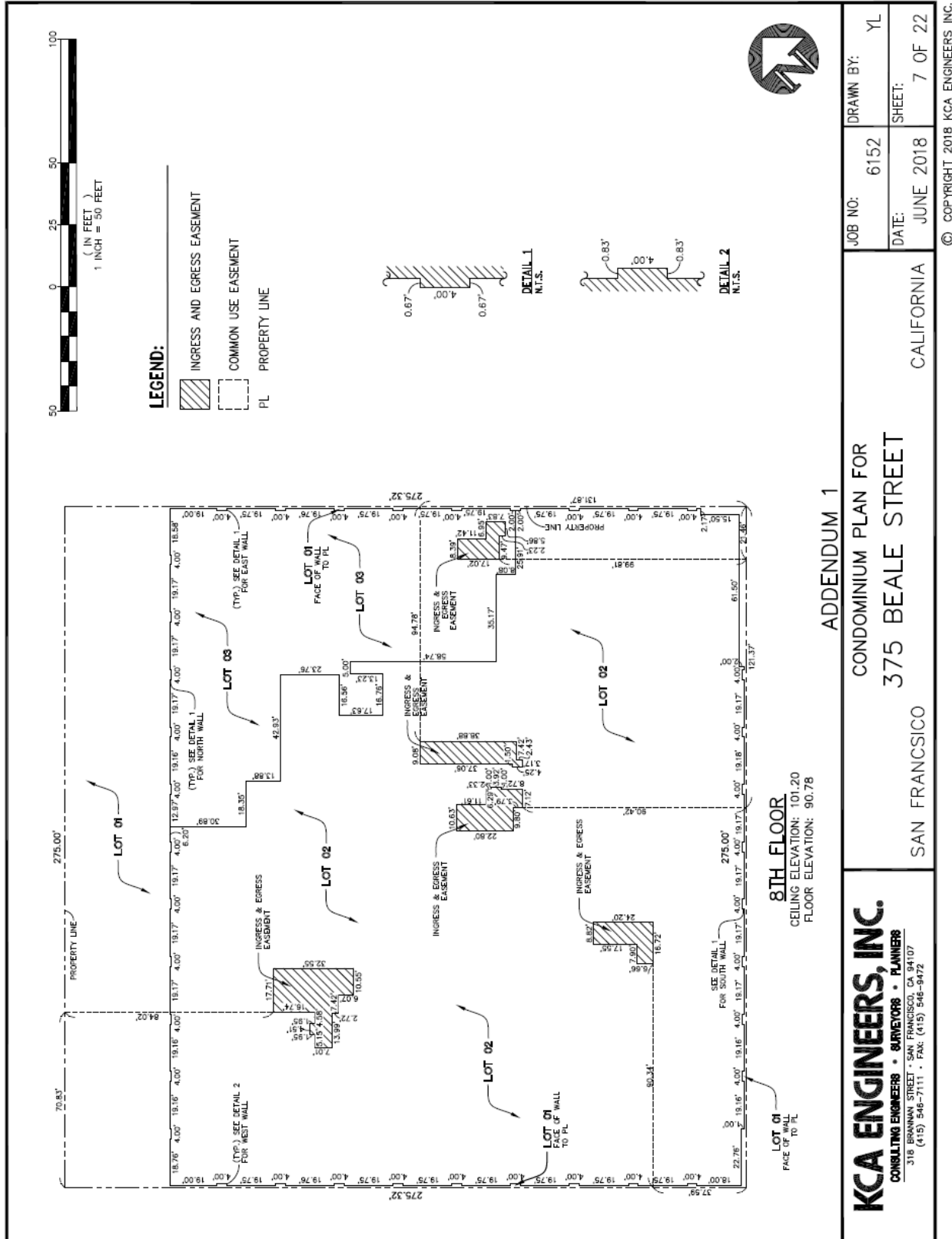


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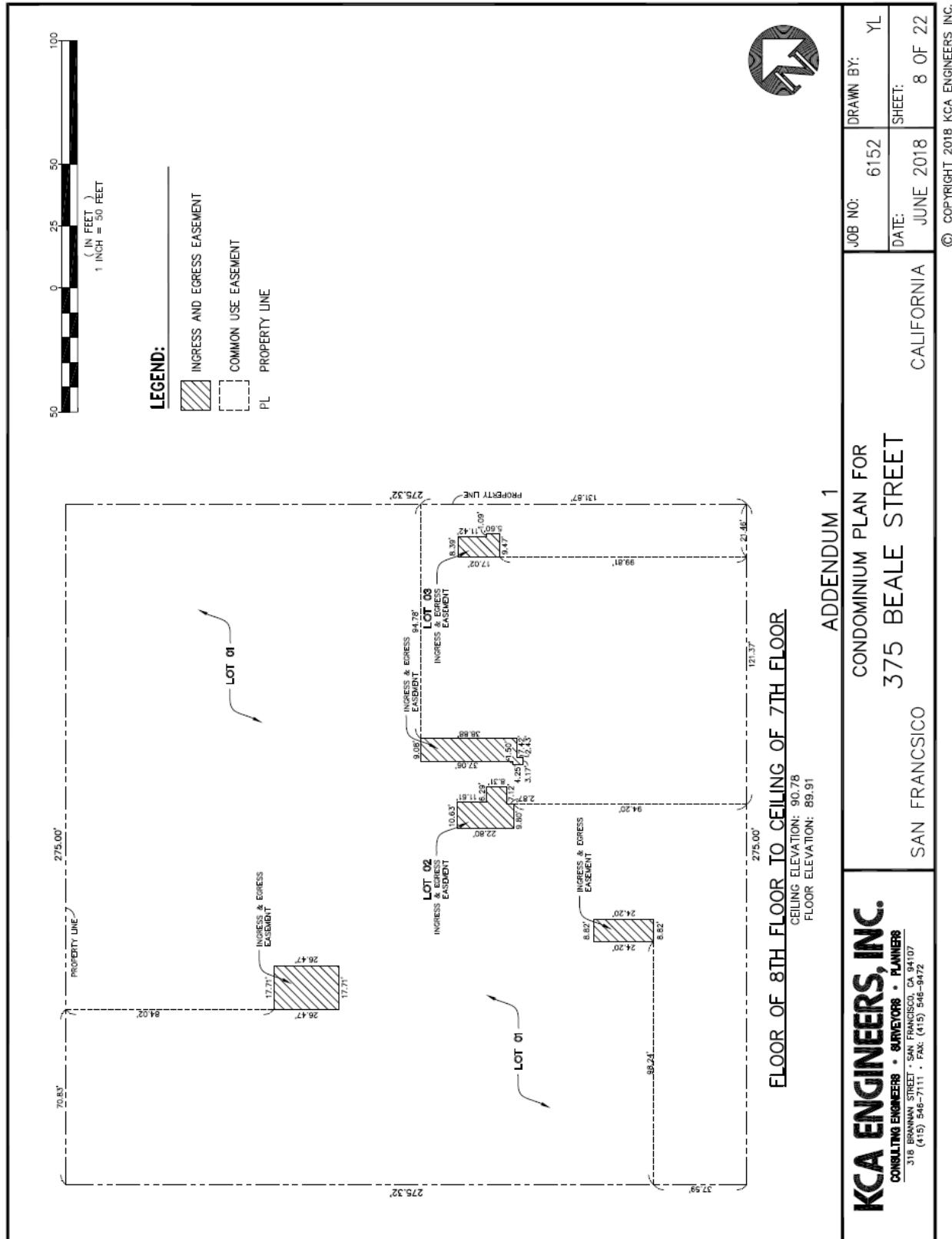


EXHIBIT A

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Item 6.H., Proposed CC&R Amendment

EXHIBIT B

Plot Date: 7/26/2018 2:04:35 PM

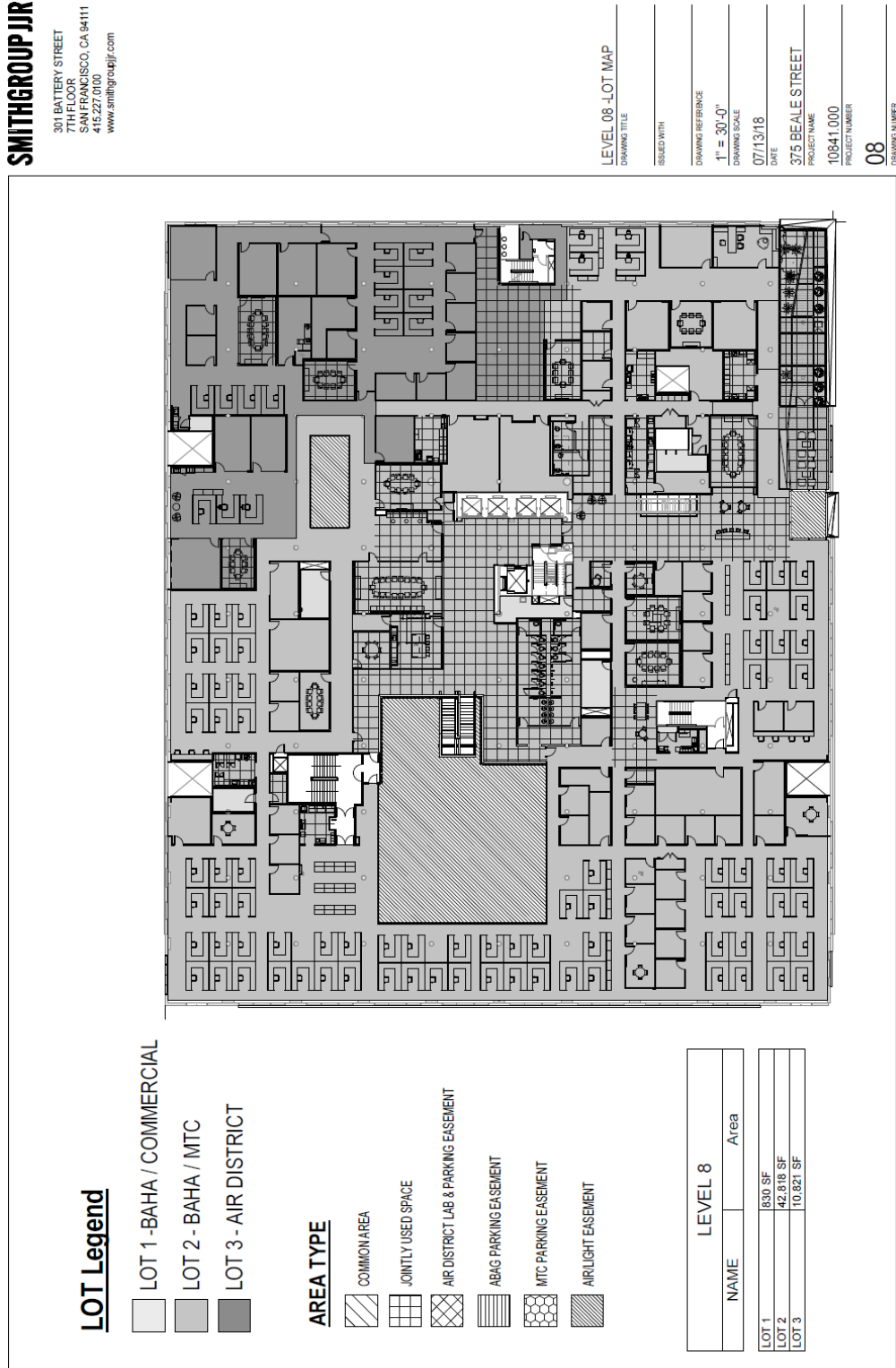


EXHIBIT C

AMENDED PERCENTAGE OWNERSHIP INTERESTS

Floors	BAHA Commercial Lot 1	BAHA Lot 2	Air District Lot 3	ABAG Lot 4	Total
Floor 1	67,194				67,194
Floor 2	62,308				62,308
Floor 3	63,261				63,261
Floor 4	60,629				60,629
Floor 5	42,793	20,884			63,677
Floor 6	1,272		58,913		60,185
Floor 7	1,028	22,455	18,250	17,687	59,420
Floor 8	888	45,815	11,578		58,282

Total Facility RSF	299,374	89,154	88,741	17,687	494,956
% of total (FACILITY PERCENTAGE INTEREST)	60.49%	18.01%	17.93%	3.57%	100.00%

Total Agency Space RSF		89,154	88,741	17,687	195,582
% of total (AGENCY PERCENTAGE INTEREST)		45.58%	45.38%	9.09%	100.00%

EXHIBIT C