EXHIBIT B

Recording requested by:
THE CITY OF BRISBANE

After recordation return to:
The City of Brisbane
Attention: Planning Director
Brisbane City Hall
150 North Hill Drive, Suite 40
Brisbane, CA 94005

OFFICIAL RECORDS OF
SAN MATEO COUNTY
ASSESSOR-COUNTY CLERK-RECORDER
WARREN SLOCUM

Recorded at Request of
FIRST AMERICAN TITLE COMPANY

95-054910 05/30/95 11:15

Recording Fee: Ø HBROOKS

95054910

MAINTENANCE AGREEMENT REGARDING PRIVATE SLOPE AND DRAINAGE FACILITIES

23 pp

THIS AGREEMENT, dated May 22, 1995, by and between THE CITY OF BRISBANE, a municipal corporation ("City"), and FIRST COSCAN PARTNERS, L.P., a California limited partnership ("Subdivider"), is made with reference to the following facts:

A. Subdivider is engaged in subdividing certain real property situated in the City of Brisbane, County of San Mateo, State of California, commonly known as the Northeast Ridge (the "Property"), as shown on the final subdivision map of the Property entitled "Northeast Ridge Unit No. 1" (the "Final Map"), filed for record on May 30, 1995, in Book 125 of Maps, at Pages 28 to 42, Official Records of San Mateo County, California, which map is hereby referred to and incorporated herein by reference.

B. As a condition for approval of the Final Map, City required Subdivider to prepare and submit a plan for the maintenance and repair of private slope areas, drainage facilities, benches, gutters and subdrains, such maintenance and repair work to be performed by Subdivider and by the future owners of both the common areas and private lots within the subdivision.

C. Subdivider has furnished to City a document entitled "Private Slope And Drainage Maintenance Plan," prepared by Brian Kangas Foulk, Job No. 870153, dated June, 1990, as corrected August, 1993 (the "Slope Maintenance Plan"), and such plan was duly approved by the City Engineer on August 7, 1990. A true copy of the Slope Maintenance Plan is attached hereto as Exhibit "A" and incorporated herein by reference.

NOW, THEREFORE, THE PARTIES AGREE AS FOLLOWS:

1. Subdivider agrees to perform and comply with all of the requirements, recommendations, terms and provisions as set forth in the Slope Maintenance Plan attached hereto as Exhibit "A."

2. The obligations of Subdivider hereunder shall continue until such time as the residential lots shown on the Final Map are conveyed to the owners of each lot and the common area parcels shown on the Final Map are conveyed to the Northeast Ridge I Owners Association, the Northeast Ridge II Owners Association, or the Northeast Ridge III

Owners Association (collectively referred to as the "Associations"). Upon such conveyances: (a) the obligations of Subdivider shall automatically be extinguished with respect to the land conveyed; and (b) the lot owners and the Associations shall each be required to comply with the applicable provisions of the Slope Maintenance Plan as set forth in Article V of the Declaration of Covenants, Conditions and Restrictions governing their neighborhood.

3. This Agreement may be enforced by City, and by any of the Associations, and by any homeowner who is a member of any of the Associations, as third party beneficiaries hereunder. A person who seeks to enforce this Agreement as a third party beneficiary shall give written notice of such intended action to City, stating the party against whom the enforcement action is directed, the nature of the alleged default by such party under the Slope Maintenance Plan, and the corrective action being requested. In the event legal proceedings should become necessary in order to enforce or interpret this Agreement, or the Slope Maintenance Plan, the prevailing party shall be entitled to recover all costs and expenses that may be incurred in connection therewith, including reasonable attorney's fees.

4. In addition to the obligations set forth in this Agreement, Subdivider and the future owners of the Property, or any portion thereof, shall also observe and perform all of the duties and responsibilities as contained in that certain Maintenance Agreement between City and Subdivider recorded concurrently herewith and to which reference is made for the particulars thereof.

IN WITNESS WHEREOF, the parties have executed this Agreement the day and year first above written.

95054910

SUBDIVIDER

FIRST COSCAN PARTNERS, L.P.,
a California limited partnership
By its general partner: Coscan Cal, Inc., a California corporation

By: _____
Its Executive Vice President

By: _____
Its Senior Vice President

CITY:

THE CITY OF BRISBANE,
a municipal corporation

By: _____
Mayor

Attest: _____
City Clerk

Approved as to form:

_____
City Attorney

STATE OF CALIFORNIA)
) ss.
COUNTY OF SAN DIEGO)

On this 24th day of May, 1995, before me, the undersigned Notary Public, personally appeared STEPHEN H. DAWE & STEPHEN P. DOYLE 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 Kelly J. McCabe

Kelly J. McCabe
Comm #1034422
NOTARY PUBLIC CALIFORNIA
ORANGE COUNTY
Comm Expires July 31, 1998

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Rev. 5/22/95

CITY OF BRISBANE
NORTHEAST RIDGE

PRIVATE SLOPE AND DRAINAGE MAINTENANCE PLAN

95054910

Prepared By:

BRIAN KANGAS FOULK
540 Price Avenue
Redwood City, California 94063

Job No. 870153

June, 1990
Corrected August, 1993

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MAINTENANCE OVERVIEW

A. INTRODUCTION

The purpose of this plan is to outline the required maintenance measures for the protection of slope areas within and adjacent to the privately owned neighborhoods of the Northeast Ridge. The protection of these slopes is necessary to ensure the structural stability of the buildings they support. Failure to properly maintain the devices associated with slope protection could result in severe property damage.

The primary concern with slope protection is the effective transport of water through designated conduits. Water which is allowed to escape these conduits has the ability to erode slopes or penetrate the slope and cause minor slumping. The conduits requiring attention include lined ditches, earthen berms and swales, area drains, rock walls, low point overflow protection devices, sprinkler systems, water services, subdrains, catch basins, and pavement and valley gutters in parking lots. Although maintenance of landscaping is not covered in this plan it is important that it is maintained to protect the slopes from erosion.

B. STATEMENT OF RESPONSIBILITIES

Neighborhood I: The Neighborhood I Homeowners Association is responsible for the maintenance of all slopes, landscaping, drainage facilities, utility services, and irrigation systems of Neighborhood I, excluding property within the street rights-of-way.

Neighborhood II: The Neighborhood II Homeowners Association is responsible for the maintenance of all slopes, landscaping, drainage facilities, utility services, and irrigation systems of Neighborhood II, excluding property within street rights-of-way and fenced lots.

Neighborhood III: The Neighborhood III Homeowners Association is responsible for the maintenance of all slopes, landscaping, drainage facilities, utility services, irrigation systems, and parking areas of Neighborhood III, excluding the public streets.

The neighborhood Homeowners Association's maintenance boundaries are as shown on the following page. Responsibilities exclude maintenance of the landscaping and street lighting within the public right-of-ways, landscaping within public service easements adjacent to habitat areas, which will be maintained by a lighting and landscaping assessment district. Also excluded from Homeowners Association's responsibility is the maintenance of storm drain lines which drain public streets but which cross private common areas. These lines will be maintained by the City of Brisbane.

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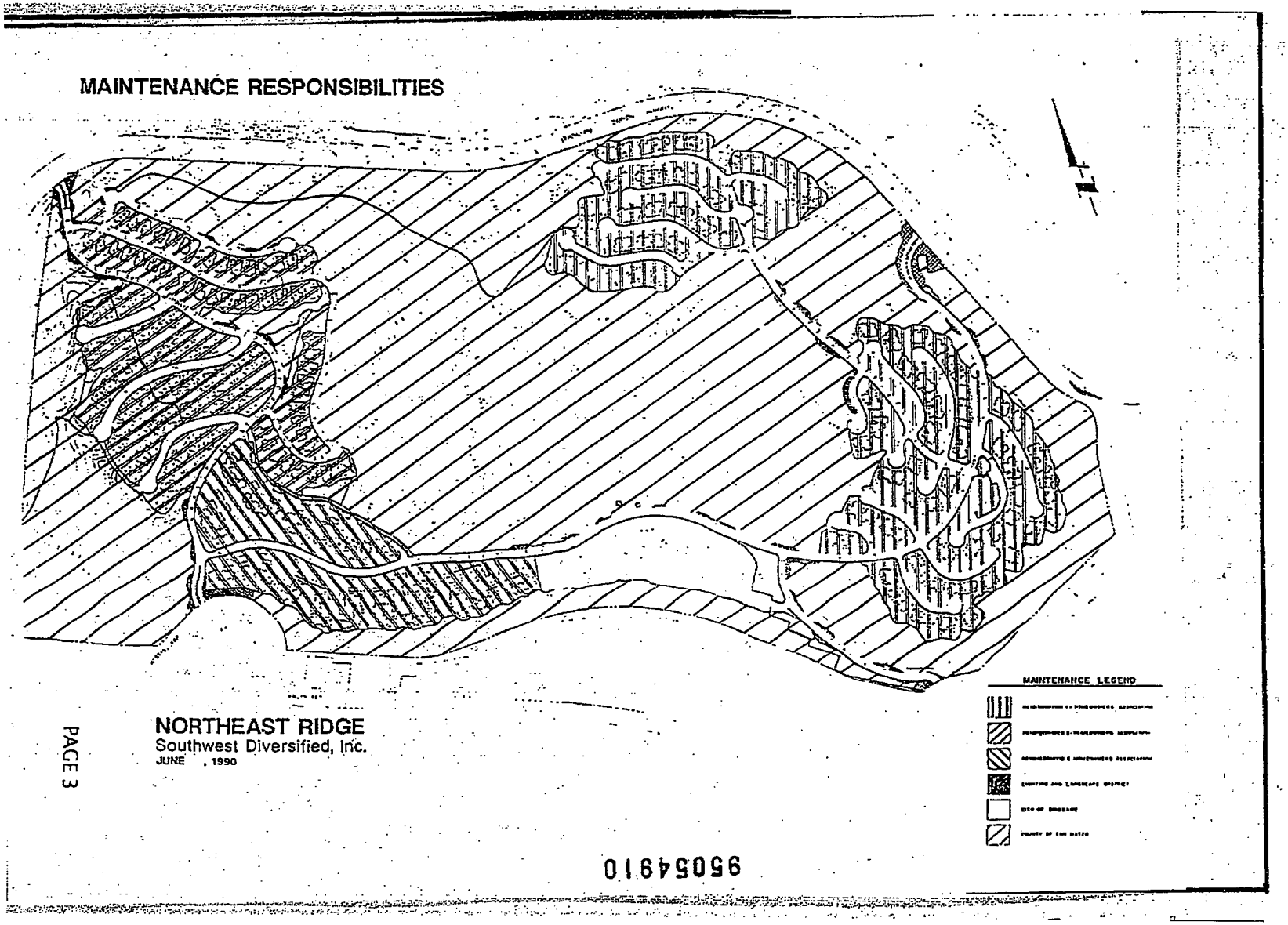
C. DEFINITION OF TERMS

The term "major storm" means a storm during the rainy season in which either of the following will occur:

(1) Rainfall occurs over four consecutive hours or more.

(2) Rainfall occurs during two consecutive days.

The term "rainy season" means the period from October 15 to April 15 of each year.



MAINTENANCE ITEMS

A. LINED DITCHES

Concrete lined ditches have been provided on the terraces between the uphill and downhill units in Neighborhood II. Rock lined ditches have been provided for the meandering waterways in Neighborhood II. It is important that the design integrity of these ditches is upheld to ensure they don't allow overflows that could erode the slopes.

Maintenance tasks required to keep the ditches operational include the following:

- Cleaning prior to the onset of winter, and regular inspection and cleaning should be performed through the winter months on an as-needed basis. In particular, ditches should be inspected after every major rain or wind storm since there is a higher probability of debris accumulating during these events.

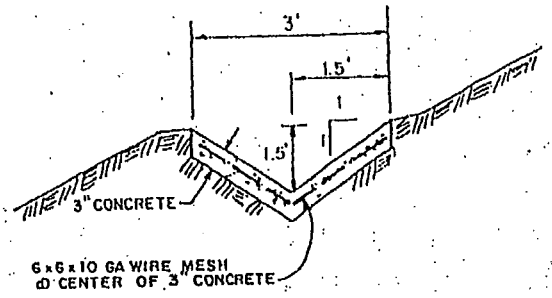
- Pruning of shrubbery adjacent to all ditches should be performed annually to minimize leaf and debris drop into the channel.

- All cracks should be filled with a crack sealer once every three years to prevent water seepage and subsequent undermining of ditches and retaining walls.

- Ditches should be inspected once every five years for indications of ponding. Ponding is an indication that the design capacity has been reduced due to either subsidence (differential settlement) or uplifting by tree roots. This condition must be corrected by:

  Differential Settlement - There is no typical solution to this problem. An Engineer should be retained to identify a solution.

Root Uplifting - The uplifted section of ditch must be removed and a vermeer saw should be used to cut roots to a depth of 3 feet approximately 3-feet on either side of the ditch. The replacement ditch should be constructed as shown below.



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LINED DITCH

Brian Kangas Foulk CONSULTING ENGINEERS	SCALE:	DATE:
	DRAWN BY:	
	APPROVED BY:	
	DESIGNED BY:	

B. EARTHEN BERMS AND SWALES

Earthen berms have been provided at the tops of slopes behind the Neighborhood 3 buildings to the north of A Street for the purpose of intercepting storm runoff before it crosses over the tops of the slopes. Earthen swales have been provided behind the buildings in Neighborhoods I and II, adjacent to the streets for the purpose of intercepting runoff before it crosses the sidewalk or curb.

Maintenance tasks required to keep the berms and swales operational include the following:

- Berms should be inspected annually for sloughing, erosion, and low spots. Since the purpose of a berm is to prevent runoff collected on a building pad from eroding a slope, it is important that the berms be in general conformance with the berm height shown on the following page. Locations not conforming should be repaired as recommended by a licensed civil engineer. The berm should then be landscaped for increased protection against erosion.

- Swales should be inspected annually for sediment and debris buildup. Since swales may be landscaped, it may be difficult to assess the condition of a swale. One sure indication that a swale is blocked or partially obstructed is the sign that sediment and water has flowed across the top of curb. Blocked swales should be cleared of sediment and debris.

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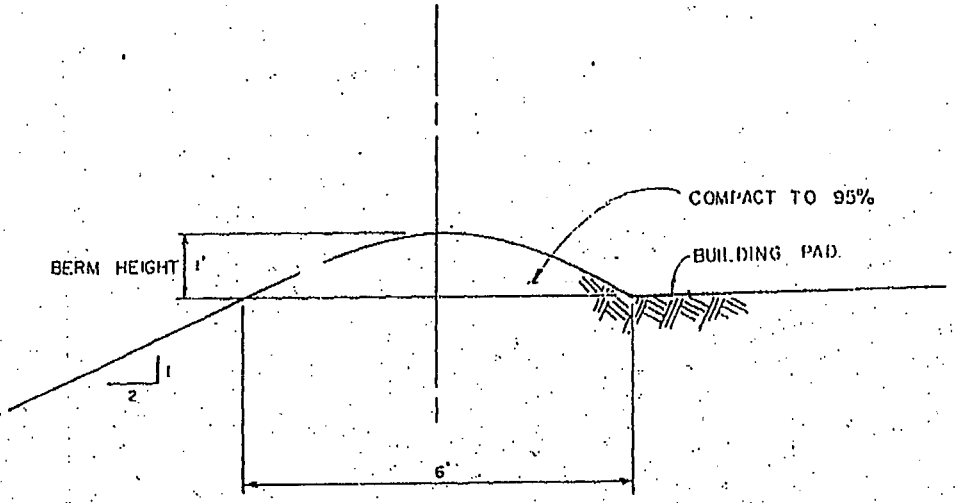

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EARTHEN BERM

Brian Kangas Foulk
CONSULTING ENGINEERS

SCALE:	DATE:
DRAWN BY:	
APPROVED BY:	PAGE 7
DESIGNED BY:	

C. AREA DRAINS

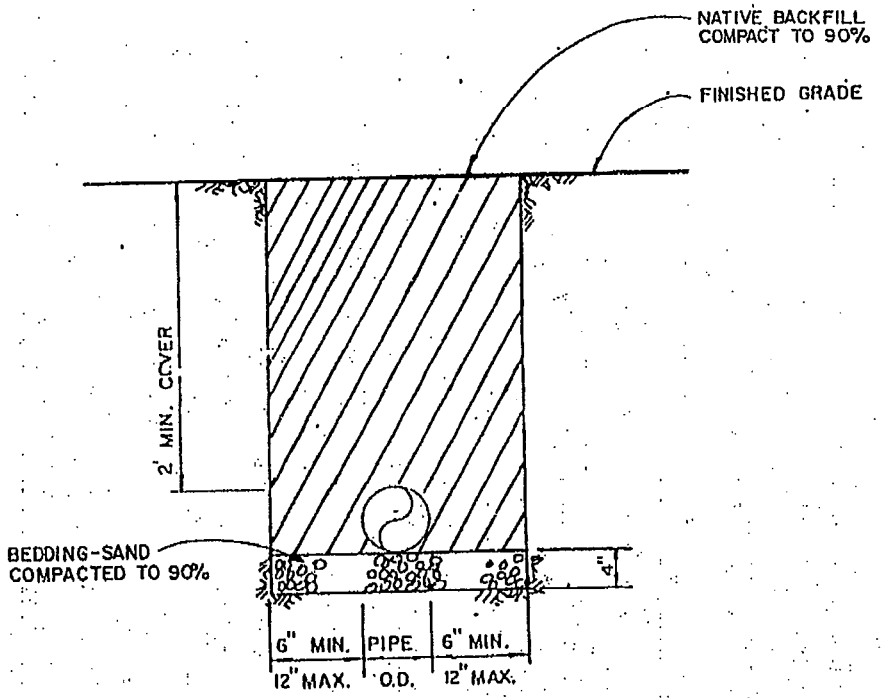
Area drains are typically made of 4 to 6-inch plastic pipe and are located in landscaped areas around buildings, and on the uphill side of most streets behind the curb. These drains have been provided to collect runoff from roof leaders, and earthen berms and swales. The ability of these drains to carry runoff away from the slopes to the larger downstream storm drain system is essential for slope erosion protection.

Maintenance tasks required to keep the area drains operational include the following:

- Flush all lines once every three years with a sewer ball. This cleaning should be sufficient to remove sediment buildup and root intrusion.

- Clear all drain inlets prior to the onset of winter, and inspect them periodically through the winter.

- Inspect the surface over all lines annually for depressions. Surface depression over the pipe indicates either a trench failure, or that the underground pipe may be broken or fractured. Allowing water to pond in the depression will worsen the problem. The section of pipe under the depression should be excavated, inspected for cracks, and replaced if structural damage is found. The trench should then be backfilled as shown on the following page.



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TRENCH SECTION

Brian Kangas Foulk
CONSULTING ENGINEERS

SCALE:	DATE:
DRAWN BY:	PAGE 9
APPROVED BY:	
DESIGNED BY:	

D. ROCK WALL

Behind buildings that are adjacent to habitat there are rock walls on top of drain rock trenches and perforated pipe. The rock wall and associated piping intercept storm and irrigation runoff and thus prevent it from reaching the habitat slopes as shown on the following page. The importance of this device is two-fold because of the necessity to keep runoff from developed areas out of the habitat and off of the slopes that support the buildings.

Maintenance tasks required to keep the drainage facilities contained within the wall operational include the following:

- Flush all lines once every three years with a sewer ball. This cleaning should be sufficient to remove sediment build-up and root intrusion.

- Standpipes, wire sensors, rock wall sprinklers and other fire buffer components shall be maintained as indicated in the Fire Buffer Maintenance Program.

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Corrected August, 1993

ROCK WALL

Brian Kangas Foulk
CONSULTING ENGINEERS

SCALE:	DATE:
DRAWN BY:	PAGE 11
APPROVED BY:	
DESIGNED BY:	

E. LOW POINT OVERFLOW PROTECTION DEVICES

Slope protection devices have been installed below street low points to protect the slopes from erosion in the event that the storm drain system backs up and overflows. The protection devices consist of a grid confinement system which is buried on the slope. This system of small cells holds the soil in place, while also allowing for landscaping. The system is slightly depressed in the middle to form a swale and thus concentrate flow.

Maintenance tasks required to keep the protection system operational include the following:

- Inspect the system for erosion annually prior to the onset of winter. Erosion may occur within the cells, or around the edges of the device. Repair any erosion damage as shown on the following page and replant. Landscaping with the grid cells greatly enhances the ability of this device to protect against erosion.

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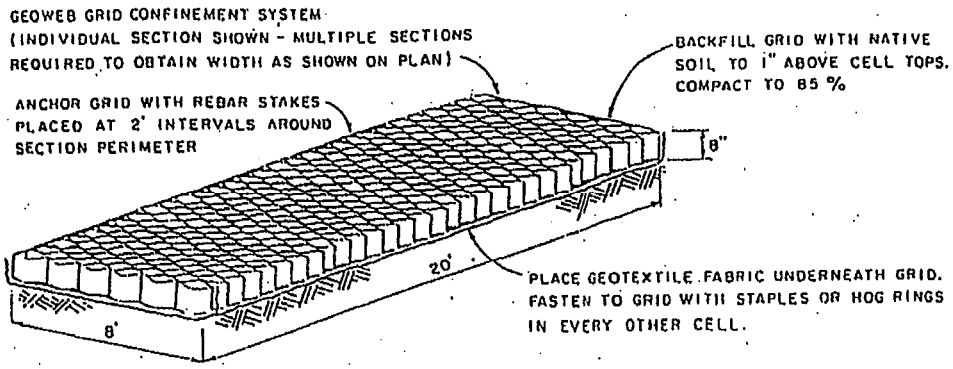

INSTALLATION NOTES:

1. PLACE GEOTEXTILE FABRIC ON PREPARED GRADE AND FASTEN TO GRID SYSTEM.
2. OPEN GRID CONFINEMENT SYSTEM TO FULL DIMENSION PARALLEL OR PERPENDICULAR TO FLOW DIRECTION.
3. ANCHOR EACH GRID CONFINEMENT SECTION WITH REBAR STAKES PLACED AT 2' INTERVALS AROUND PERIMETER.
4. ADDITIONAL GEOWEB SECTIONS SHALL BE PLACED BY INTERLEAFING THE EDGE CELLS 4" INTO ADJACENT SECTION TO FORM A NEW ROW OF CELLS. FASTEN INTERLEAFED CELLS USING STAPLES OR HOG RINGS. PLACE SECTIONS AS REQUIRED TO OBTAIN WIDTH AS SHOWN ON PLAN.
5. BACKFILL GRID SYSTEM WITH NATIVE MATERIAL AND COMPACT TO 85 %. AFTER COMPACTION, FILL MATERIAL SHOULD BE 1" ABOVE CELL TOPS.

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SLOPE PROTECTION

Brian Kangas Foulk
CONSULTING ENGINEERS

SCALE:	DATE:
DRAWN BY:	PAGE 13
APPROVED BY:	
DESIGNED BY:	

F. LANDSCAPE SPRINKLER SYSTEMS

Sprinkler systems have been provided in each of the three neighborhoods for the purpose of irrigation of the landscaping. If the sprinkler pipes are broken or leak, or over-irrigate, they will deposit water above and below the ground causing erosion and slope failure on the slopes below.

Maintenance tasks required to keep the sprinkler systems operating correctly include the following:

- Operate and inspect all sprinkler systems on a monthly basis and adjust the systems as necessary to ensure no over-irrigation.
- Operate and inspect all sprinklers on a monthly basis and prune landscaping that interferes with the free flow of water from the sprinkler heads.
- Inspect the surface over each underground sprinkler pipe on a monthly basis for surface depressions and other indications of breaks or fractures and repair as necessary.
- Periodic monitoring of the soil moisture content in the landscaped area should be performed to establish the proper watering cycle. Excessive water buildup on slope may cause slope destabilization and should be avoided.
- Shutoff and isolation valves, as shown on the "As-Built" drawings and indicated by field marker posts, should be exercised annually to insure proper operation during emergencies.

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G. WATER SERVICES AND SEWER LATERALS

Each individual unit is provided with a water and sewer service lateral. It is imperative that these services don't leak and allow slope erosion.

The required maintenance consists of the following tasks:

- The Homeowners Association shall incorporate into its landscape maintenance program a schedule to review the water services and sewer laterals for leakage on a bi-annual basis.

- Vegetation adjacent to water meters, water shut-off valves and sanitary sewer cleanouts should be pruned annually or as required to allow easy access to facilities during emergencies.

- Annual notification shall be sent to homeowners alerting them of the need to monitor water bills and check for excessively high consumption. Above average water consumption may be indicative of a system leak.

H. SUBDRAINS

Subdrains have been installed beneath fills, in key ways and in landslide repair areas of the Northeast Ridge. The subdrains are for the purpose of conveying the existing underground water flow to safe discharge areas without allowing the flow to weaken the slopes.

Maintenance tasks required to keep the subdrains operational include the following:

- Flush all lines once every three years with a sewer ball. This cleaning should be sufficient to remove sediment build-up and root intrusion.

- Field marker posts indicating subdrain cleanout locations should be maintained, painted, or replaced as needed to insure cleanouts do not get buried or lost.

I. CATCH BASINS

In Neighborhood III there is a storm drain network for the purpose of conveying storm waters within the parking lots. At the edges of the parking lots there are catch basins. The proper operation of this storm drain network is crucial to the protection of the slopes between the parking lot and buildings. If a catch basin or the storm drain pipe plugs, water would back up during storms and eventually flow over the slope towards the building below.

Maintenance tasks required to keep the catch basins operational include the following:

- o Cleaning prior to the onset of winter, and regular inspection and cleaning should be performed through the winter months on an as-needed basis. In particular, catch basins should be inspected after every major rain or wind storm since there is a higher probability of debris accumulating during these events. Cleaning includes removal of all vegetation, sediment, and debris.

- o Flush all lines once every three years with a sewer ball. This cleaning should be sufficient to remove sediment buildup.

J. PAVEMENT AND VALLEY GUTTERS

The parking lots in Neighborhood III are constructed with an inverted crown section. A concrete valley gutter is placed at the low point in the section to transport surface runoff to underground drainage facilities. The asphalt paving must also be maintained to prevent seepage into and undermining of the subgrade.

Maintenance tasks required to keep the pavement and valley gutters in good condition include the following:

- o Inspection of the valley gutters for cracks, vegetation, and signs of ponding should be performed annually. All cracks should be routed and

filled with a crack sealer, and any vegetation should be removed. A herbicide should be applied to all cracks prior to sealing. Ponding may be caused by either differential settlement, or uplifting by tree roots. There is no typical solution to this problem. When the ponding is frequent enough to cause noticeable pavement degradation or be a major nuisance, then an engineer should be retained to identify a solution.

o The recommended pavement maintenance is based on a 105-year treatment cycle made up of three 35-year subcycles, and is designed to maintain all pavement in good to excellent condition.

The treatment cycle calls for application of a rejuvenating seal at year 7, a slurry/chip seal without fabric at years 14 and 28, a slurry/chip seal with fabric at year 21, and a 1-inch overlay at year 35. This 35-year cycle is repeated three times before reconstruction. At the end of the third 35-year cycle (year 105), reconstruction should occur in place of the 1-inch overlay.

An alternate to this program would be to have a qualified engineer evaluate the pavement every five years, and perform the required maintenance.

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K. SLOPES

Erosion will occur if water is allowed to flow over the tops of slopes onto slope surfaces. Erosion gullies may develop during periods of heavy water flow over slopes. Berms and drainage facilities have been provided to prevent surface flow across slopes, however if this should occur the following maintenance will be required:

- The slope grades should be re-established when erosion gullies form. The restoration should include backfilling the gullies with native soil. A geotechnical engineer should be consulted to aid in the restoration process if major erosion gullies develop. Minor sloughing of slope material will occur until planted vegetation has properly rooted and stabilized the slope surface.

- If slumping of the ground surface occurs, appropriate measures should be taken to determine the cause of the slump and the immediacy of the problem. The cause of the slump should be mitigated as soon as possible to avoid further slumping movement. To properly repair the slump, a geotechnical engineer should be consulted to evaluate the extent and possible repair schemes.

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L. MISCELLANEOUS

Vegetation: - Only plant species contained on the approved project plant list and shown on the approved landscape plans will be allowed. Planting restrictions are required by the Habitat Conservation Plan (HCP), the Fire Buffer Program, and the County Health Department. Any new planting must be in accordance with the HCP and Fire Buffer Programs. Where allowed, vegetation should not be planted adjacent to structures if the vegetation will inhibit below structure ventilation or require large amounts of irrigation water.