

EXHIBIT B

Section 7.3. The type and quality of tenants allowed in the Retail Space shall be in harmony with the balance of the Project as a residential development and shall specifically exclude any offensive or incongruent uses including, but not limited to, the following:

- (1) Any public or private nuisance (as defined in California Civil Code Section 3479) connected with business operations conducted on the Site;
- (2) Any noise or sound that is objectionable due to intermittence, beat, frequency, shrillness or loudness;
- (3) Any obnoxious odor;
- (4) Any noxious materials, and any toxic or caustic, or corrosive fuel or gas in violation of applicable law;
- (5) Any dust, dirt or particulate matter in excessive quantities;
- (6) Any unusual fire, explosion, or other damaging or dangerous hazard;
- (7) Any warehouse, other than that which is incidental to the primary commercial use or business operation, and any assembly, manufacturing, distillation, refining, smelting, agriculture, or mining operation;
- (8) Any pawn shop or retail sales operation involving second-hand merchandise;
- (9) Any adult business or facility as defined and regulated in the City's Municipal Code. Such uses include, without limitation, massage establishments (to the extent defined and regulated in such Code as an adult business or facility), adult news racks, adult bookstores, adult motion picture theaters, and paraphernalia businesses;
- (10) Any gun shop or retail sales operation for which the main commercial use or business operation is the sale of guns; and
- (11) Any retail sales operation for which the average price of merchandise is \$5.00 or less, except that this prohibition shall not apply to any retail sales operation for which the main commercial use or business operation is the sale of food and/or beverages, and provided that such \$5.00 amount shall be escalated over time in proportion to the increase in the published Consumer Price Index applicable to the Los Angeles Metropolitan Area.