

Exhibit B

“Conditions Required to be Satisfied Before Right-of-Way Vacation Occurs”

1. Genentech and City shall execute a Maintenance and License Agreement providing City, public, and emergency access to the vacated right-of-way for ingress, egress, and maintenance purposes.
2. 60 days has elapsed after the Effective Date of the Purchase and Sale Agreement, such that Genentech’s Decision Date (as defined therein) has passed and/or Genentech has provided a written waiver of its right to terminate the Purchase and Sale Agreement pursuant to Section 3.4 thereof.
3. Genentech has deposited the full Purchase Price into Escrow in accordance with the terms of the Purchase and Sale Agreement.