



**Planning Division Staff Report
 Planning Commission Meeting December 12, 2019**

Prepared by: Charity Gold, Associate Planner

ITEM 6.1: A General Plan Amendment, Specific Plan Amendment, Rezone, Development Agreement Amendment, and Lot Line Adjustment – 5181 Fiddymment Road – WRSP SPA #7 for F-71 and F-66 – PL19-0048

REQUEST

The applicant requests approval of a General Plan Amendment, Specific Plan Amendment, Rezone, Development Agreement Amendment (DAA), and Lot Line Adjustment to allow one 0.296 acre site (F-66) to be developed with a single family residence in lieu of a potable water well. The proposed DAA will be the eighth (8th) amendment to the Fiddymment Land Venture Development Agreement (DA) and will extend the term of the DA by 30 years, amend the language related to groundwater wells and water conservation goals and will move the planned elementary school site (F-71) from Phase 3 to Phase 2 of the Fiddymment Ranch portion of the West Roseville Specific Plan.

Applicant – Steve Hicks, Signature Management
 Owner – ATC Realty One, LLC

SUMMARY RECOMMENDATION

The Planning Division recommends that the Planning Commission take the following actions:

- A. Consider the Addendum to the West Roseville Specific Plan EIR,
- B. Recommend the City Council approve the General Plan Text and Land Use Amendment,
- C. Recommend the City Council approve the Specific Plan Text and Land Use Amendment,
- D. Recommend the City Council adopt the two (2) findings of fact and approve the Rezone,
- E. Recommend the City Council approve the Development Agreement Amendment,
- F. Approve the Lot Line Adjustment subject to twelve (12) conditions of approval.

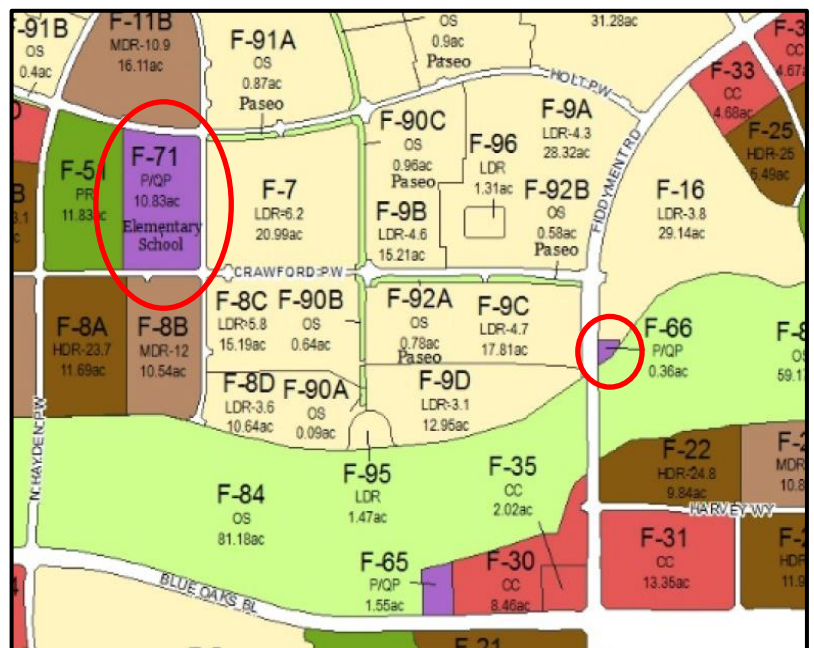
SUMMARY OF OUTSTANDING ISSUES

There are no outstanding issues associated with this request. The applicant has reviewed and is in agreement with the recommended conditions of approval.

BACKGROUND

The project consists of two parcels within the West Roseville Specific Plan (WRSP), Parcel F-71 and Parcel F-66 (Figure 1 and Figure 2). These parcels have a land use and zoning designation of Public/Quasi Public (P/QP). The WRSP identifies Parcel F-71 as an elementary school site to be constructed in Phase 3 of the specific plan, and Parcel F-66 as a domestic water well site. The development requirements for these sites were adopted as part of the Development Agreement by and between the City and Fiddymment Land Venture, LLC, which was approved by City Council concurrent with the WRSP on February 4, 2004.

Figure 1: Project Location



The proposed project includes an amendment to the Fiddymment Land Venure Development Agreement (DA) which will extend the term of the DA, amend language related to groundwater wells and water conservation goals, move construction of the elementary school site on Parcel F-71 from Phase 3 to Phase 2 of the Fiddymment Ranch portion of the specific plan, and remove Parcel F-66 from the groundwater section, thus allowing the site to be constructed with one single family dwelling unit. The project includes amendments to the General Plan, Specific Plan, and a Rezone for Parcel F-66 to change these designations to Low Density Residential (LDR) with Small Lot Residential (RS/DS) zoning and a Lot Line Adjustment to facilitate the development.

Figure 2: Project Location Aerial



SITE INFORMATION

Location: WRSP Parcel F-66 is located at 5181 Fiddymment Road, approximately 440 feet south of the intersection of Fiddymment Road and Old Coach Drive, and at the terminus of Vista Verde Court, and WRSP Parcel F-71 is located at 4351 Crawford Parkway on the northwest side of the intersection of Crawford Parkway and Pruvett Drive.

Total Size: 0.296 (Parcel F-66), and 10.83 (Parcel F-71)

Topography and Setting: Parcel F-66 is located adjacent to Fiddymment Road to the west, existing single family development to the north, Vista Verde Court to the east, and an open space corridor to the south. The site contains an existing monitoring well that is accessed from Vista Verde Court. Parcel F-71 is surrounded by single family development to the east, planned medium density development to the south, and a planned park to the west. The subject properties have been heavily disturbed and graded as part of the existing adjacent development.

EVALUATION: GENERAL PLAN AMENDMENT, SPECIFIC PLAN AMENDMENT, AND REZONE

Proposed amendments to the General Plan and Specific Plan are analyzed for consistency with the goals and policies of the respective plans. The Zoning Ordinance Section 19.86.050 specifies that recommendations for approval or denial of a rezone shall include consideration of the proposed amendment's consistency with:

1. **The public interest, health, safety, or welfare of the City, and**
2. **The General Plan and any applicable Specific Plan.**

Land Use Compatibility

The project includes a General Plan Amendment, Specific Plan Amendment, and Rezone for Parcel F-66. The General Plan, Specific Plan, and zoning designations of Parcel F-66 are P/QP. When the WRSP was adopted the site was designated for public use with the expectation that the site would be developed with a groundwater well for potable water use; the southern portion of the site is currently developed with a monitoring well. The City Environmental Utilities Department has determined that the existing water supply is sufficient to serve the water needs of the area and that the City no longer needs the site. Because residential uses are not permitted in the P/QP zone, the applicant proposes to change the General Plan and Specific Plan designations to LDR and the zoning to RS/DS, which will allow the site to be developed with one single family residence. The proposed changes are illustrated in Exhibit B, C, and D, which are attached to this document. The southernmost portion of the parcel containing the existing monitoring well will be divided from the existing parcel (see lot line adjustment discussion below). This portion of Parcel F-66 will maintain the P/QP land use designation.

The site is located at the terminus of an existing cul-de-sac that is developed with eight existing single family residences. The change in land use is consistent with the adjacent land use designation and will continue the existing development pattern. The area surrounding the site is built out and includes existing water, sewer, and drainage facilities within Vista Verde Court. The project will be required to construct the onsite utilities necessary to serve the new residential unit.

The conversion of Parcel F-66 to residential land use is consistent with surrounding development and uses. The change in land use will not negatively affect the function of the adjacent open space corridor, and no conflicts with the policies in the City's General Plan or the WRSP related to land use and open space have been identified.

EVALUATION: DEVELOPMENT AGREEMENT AMENDMENT

Development Agreements (DAs) are binding contracts that set the terms, rules, conditions, regulations, entitlements, responsibilities, and other provisions relating to the development of the covered properties. The proposed amendments to the DA include changes that will eliminate the requirement that Parcel F-66 be developed with a groundwater well, move construction of an elementary school on Parcel F-71 into Phase 2 of the WRSP, and extend the term of the agreement. The amendment also includes updates to make sections consistent with the land use amendments. The modified sections are summarized below.

- Section 1.3 related to term extension has been updated to extend the agreement to March 29, 2054.
- Section 2.2 related to the approved land uses has been updated to reflect updated units and acreages.
- Section 3.7.5 related to groundwater wells has been modified to remove the requirement that Parcel F-66 be developed with a groundwater well, clarify the funding obligation for a second well site, and establish development requirements for the monitoring well site at Parcel F-66.
- Exhibit "F" – has been revised to add Parcel F-71 to Phase 2 and remove it from Phase 3.

Extension of DA's Term

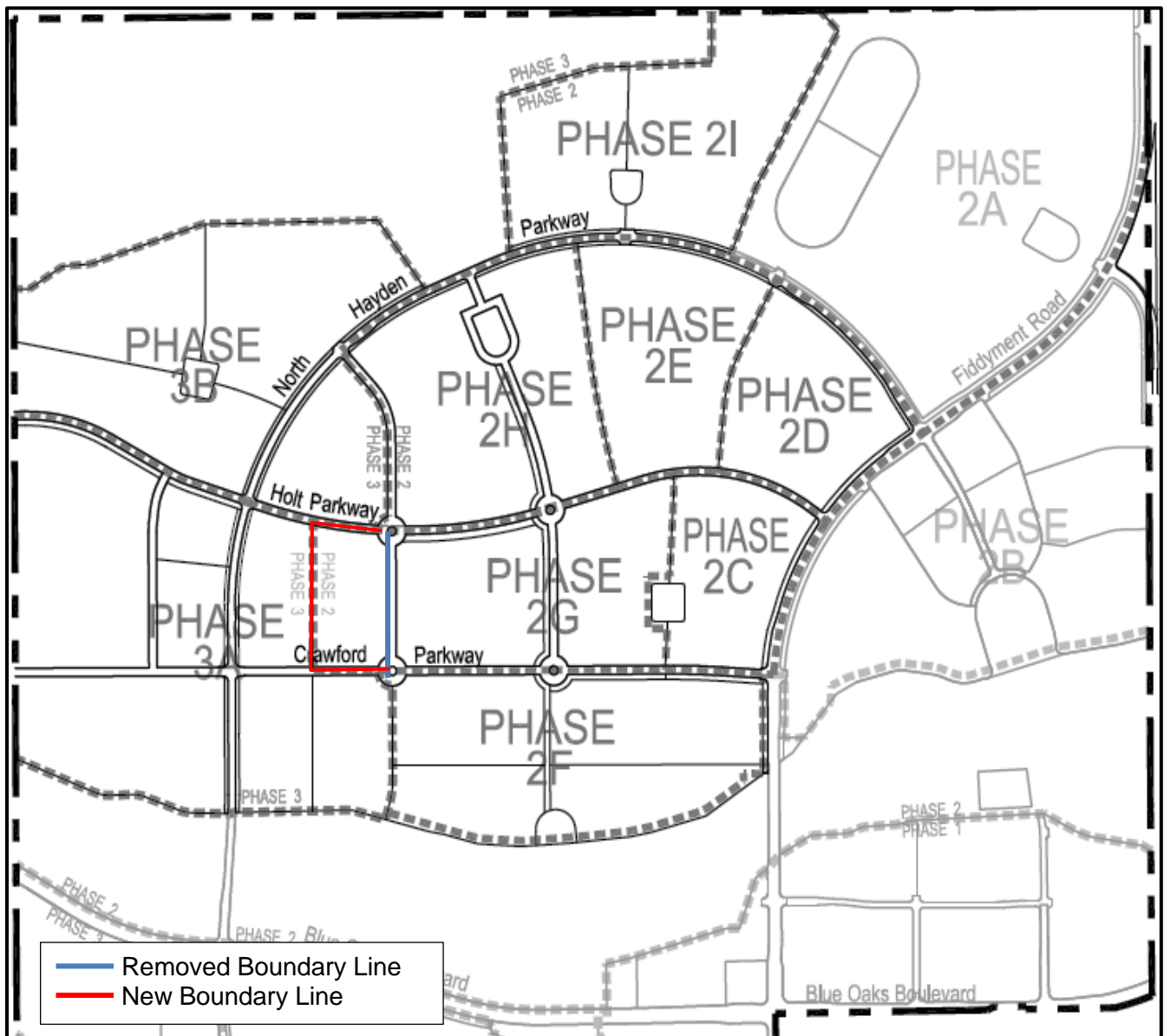
The proposed DAA includes a 30 year term extension. The properties affected by the Eighth Amendment to the DA will be covered by the terms of the original DA and all subsequent amendments through March 29th, 2054. The properties affected by this extension are included in Exhibit's A and B of the DAA, (note that these exhibits have not been included in the original staff report packet, but will be provided to the

Commission and public prior to the public hearing) and include the remaining undeveloped land within the Fiddyment Ranch development . It is the intent of this extension that all applicable DA fees associated with Phase 3 of the Fiddyment Ranch development will not expire until 2054.

Amendments Related to Parcel F-71

The existing DA requires that an elementary school be constructed on Parcel F-71 in Phase 3 of the WRSP. Parcel F-71 is located on the southwest corner of the intersection of Holt Parkway and Pruett Drive at the boundary of Phase 2 and Phase 3. Due to demand created from the adjacent residential development east of Parcel F-71 and within Phase 2, the applicant has requested that the boundary line between Phase 2 and Phase 3 be modified to include Parcel F-71 in Phase 2 and remove it from Phase 3 (Figure 3). This will allow the elementary school to be constructed with Phase 2 to meet the needs of the developing community. The requested change is consistent with the timing of necessary infrastructure, will promote orderly development, and will positively affect property values.

Figure 3: Revised Phasing Exhibit



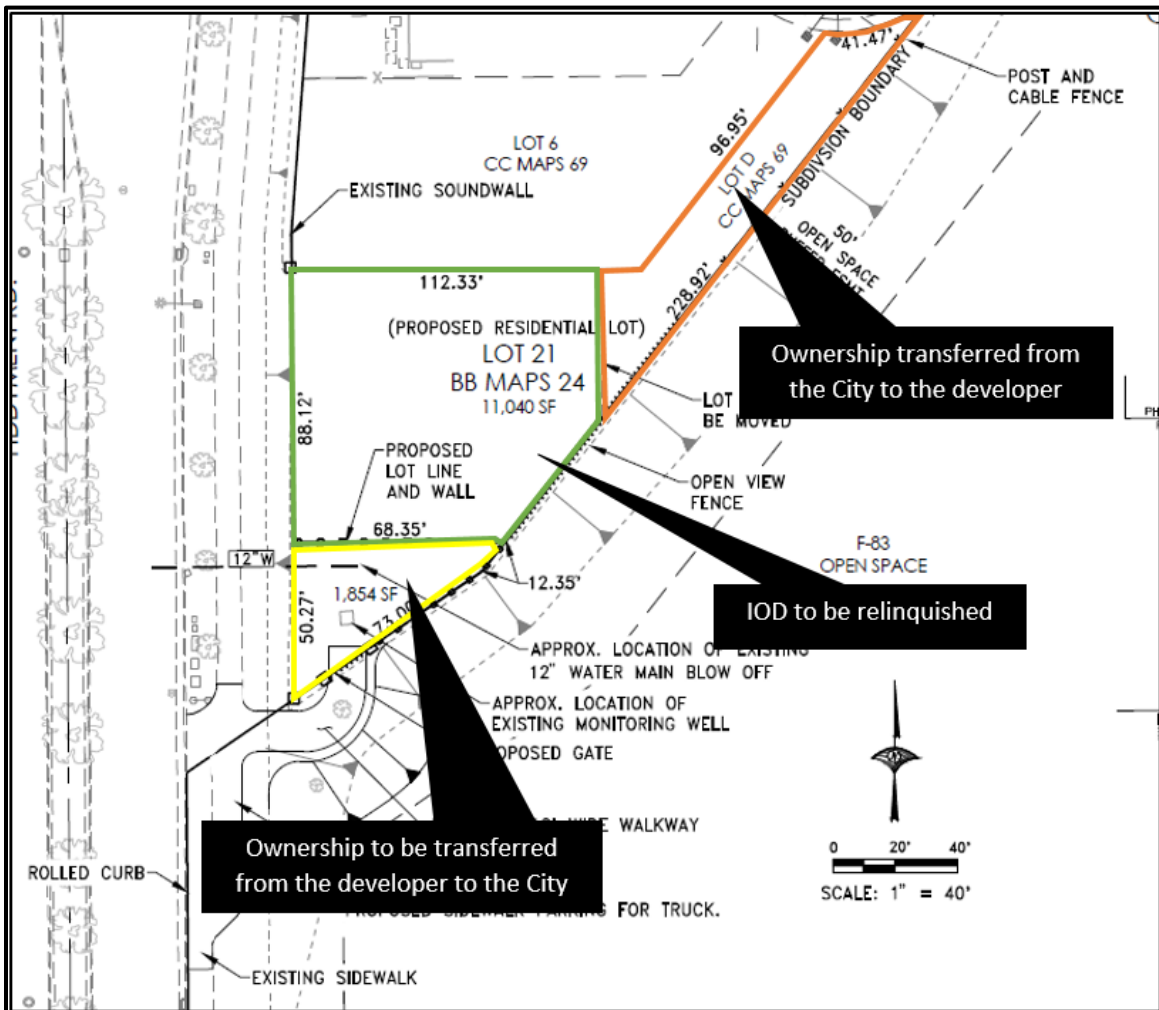
Amendments Related to Parcel F-66

As mentioned above, the City has determined that the existing water supply is sufficient and no longer requires that Parcel F-66 be retained for the development of a groundwater well. The proposed DAA includes language releasing the applicant from the obligation to construct a well and to deed the site to the City, and also includes provisions that return unneeded portions of the property to the developer as described below.

Parcel F-66 consists of two lots created within the subdivision for the purpose of providing a groundwater well to meet the water supply demand within the WRSP (Lot 21 and Lot D). The City currently owns Lot D and has an Irrevocable Offer of Dedication (IOD) over Lot 21. Because these properties are no longer needed by the City, the City's interest in Lot D and Lot 21 will be relinquished to the applicant. Additionally, a portion of Lot 21 containing the existing monitoring well will be dedicated to the City. These property transfers are illustrated in Figure 4 below.

The area shown in orange in Figure 4 is requested by the applicant from the City. This area is not planned for any future City facilities, and is not needed for maintenance of existing facilities. This small parcel currently has no value to the City; it was transferred to the City for the sole purpose of providing access to a future well site that the City no longer needs.

Figure 4: Property Transfer Detail



There is an existing IOD over the area shown in green in Figure 4. This portion of Lot 21 is no longer needed for the purpose for which the IOD was granted; therefore, this IOD will be relinquished, releasing the City's interest in the property. Ultimately, the site will be developed with a single family residence.

The area shown in yellow in Figure 4 will be deeded to the City and contains the existing monitoring well that the City will continue to maintain. This site will be accessed from Fiddyment Road (see Lot Line Adjustment Discussion and figures below).

The DAA contains draft language that reflects these transactions. The specific language will be refined prior to the City Council hearing.

Zoning Ordinance Section 19.84.040 specifies that recommendations for approval or denial of a DA, including Amendments, shall include consideration of the following:

1. Consistency with the objectives, policies, programs, and land use designations of the City of Roseville General Plan.
2. Consistency with the City of Roseville Zoning Ordinance.
3. Conformity with the needs of public health, safety, and welfare.
4. The effect on the orderly development of property or the preservation of property values.
5. Whether the provisions of the Agreement shall provide sufficient benefit to the City to justify entering into the agreement.

The amendment includes new and revised exhibits to reflect the proposed changes. As amended, the DA maintains consistency with the objectives, policies, programs, and land use designations of the General Plan and the Zoning Ordinance, conforms to public health and safety needs, will result in orderly development and will maintain property values, and provides a benefit to the City.

EVALUATION: LOT LINE ADJUSTMENT

In order to allow beneficial use of the site, the applicant has requested a lot line adjustment to create logical parcel boundaries that reflect the changes described above (see Exhibit F). In accordance with the Subdivision Map Act and the City of Roseville Subdivision Ordinance Chapter 18.10, the evaluation of the request is based on compliance with the City's Zoning Ordinance and Building Code as follows:

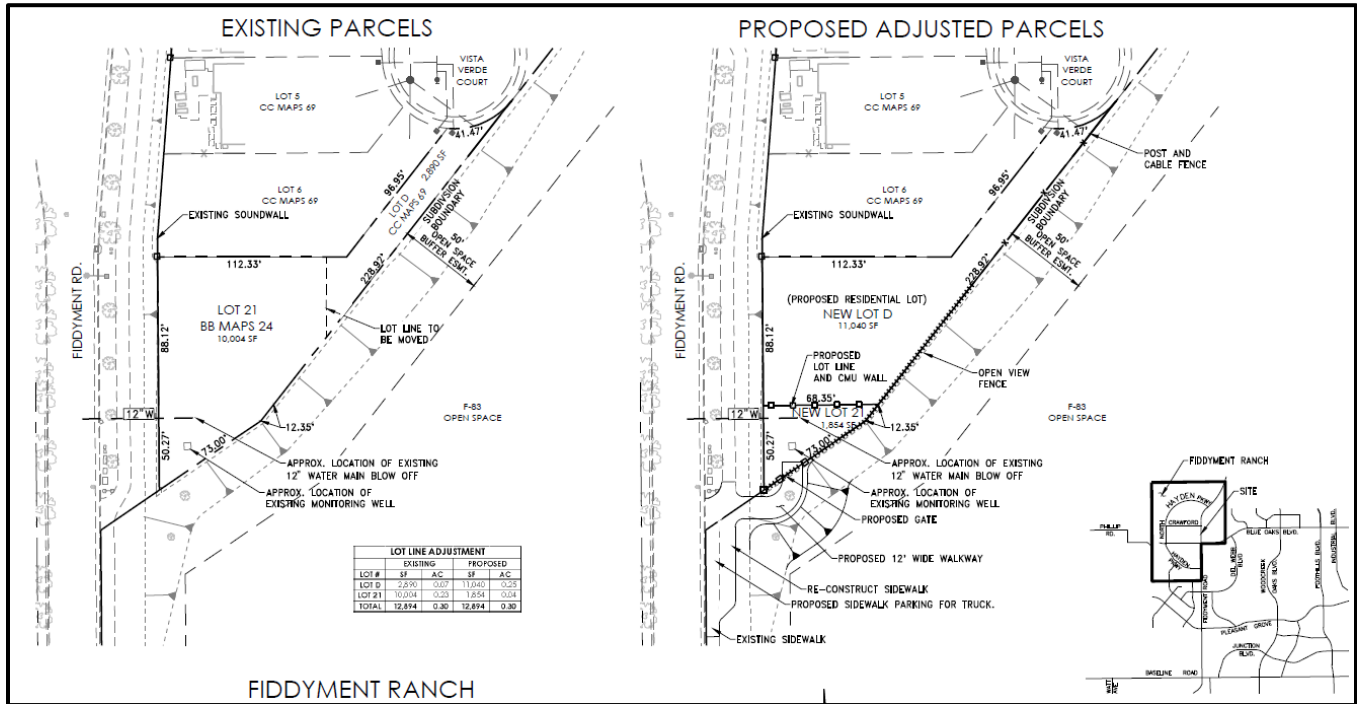
- 1. The proposed Lot Line Adjustment complies with the Zoning Ordinance for the district in which the parcels are located.***

The proposed Lot Line Adjustment would reconfigure two existing lots (Lot 21 and Lot D) as detailed in Table 1, below and shown in Figure 5. The existing lot line between Lot 21 and Lot D will be moved to the southern portion of Lot 21 creating one lot that combines Lot D with Lot 21 (referred to as New Lot D) and one lot that encompasses the existing monitoring well (referred to as New Lot 21). New Lot D will be designated RS/DS, as described above, and will be developed with one new single family residence. New Lot 21, which will contain the existing monitoring well site, will maintain the P/QP designation and will be retained for public use.

Table 1: Existing and Proposed Lot Sizes

Lot Number	Existing Square Footage	Proposed Square Footage
Lot D	2,890	11,040
Lot 21	10,004	1,854
Total	12,894	12,894

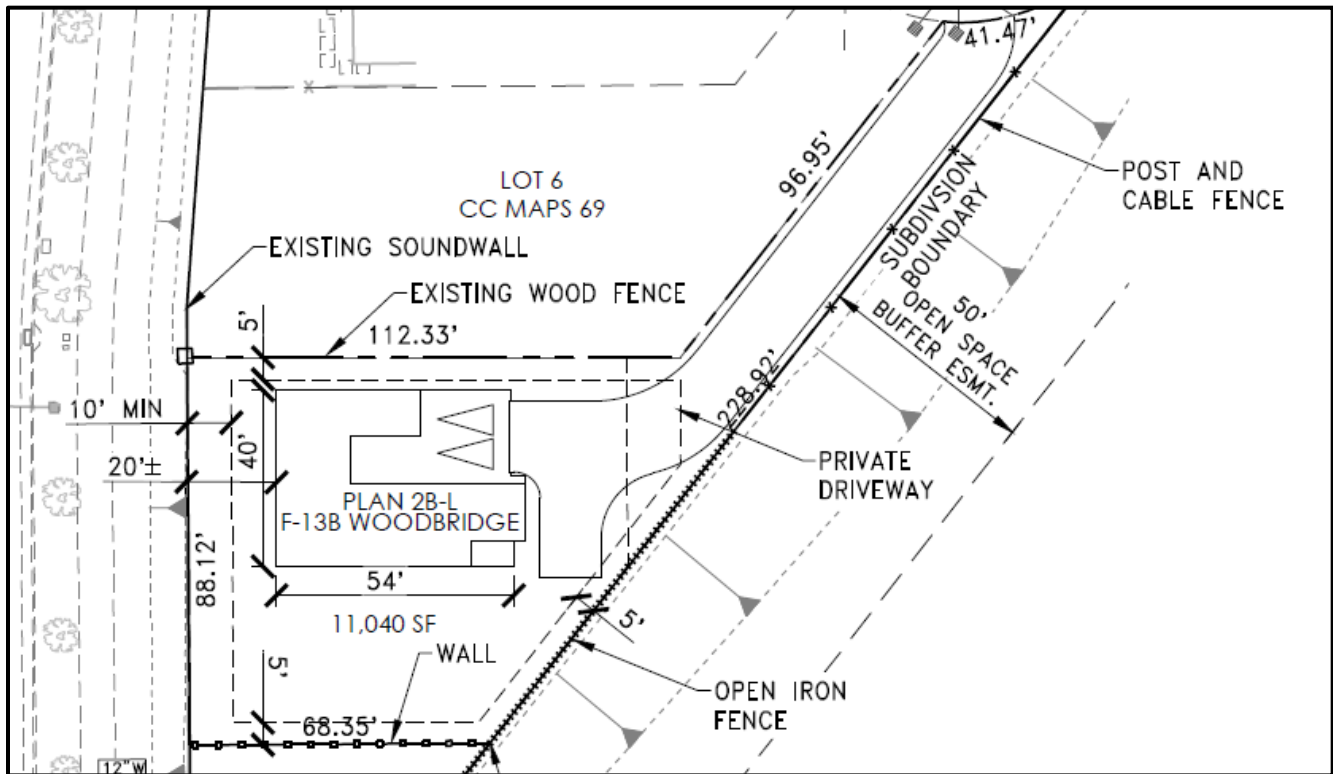
Figure 5: Proposed Lot Line Adjustment



The applicant provided an illustration to show how New Lot D could be developed (Figure 6). As shown, the lot can be developed consistent with the lot size, setback, and site coverage requirements of the RS/DS zone. No development is proposed for New Lot 21; however, a new walkway will be constructed from the sidewalk along Fiddymment Road to provide City staff with access to the monitoring well. This requirement is included in the DAA.

The project includes a General Plan Amendment, Specific Plan Amendment, and Rezone to ensure that all of the involved property is appropriately designated and zoned for the proposed uses. The Lot Line Adjustment is intended to facilitate appropriate site development, and does not conflict with any of the City’s development standards. The proposed lots are consistent with the planned development of the site and will result in lots that comply with the Zoning Ordinance.

Figure 6: Potential Residential Development



2. The proposed Lot Line Adjustment complies with the local building regulations, including the California Building Code.

The California Building Code (CBC) establishes building regulations based on the type of construction, the use of a building or structure, and a building's proximity to other buildings and property lines. The future construction and uses of the site will be reviewed for compliance with the City's Design and Development Standards and the CBC through the building permit process. Therefore, approval of the Lot Line Adjustment will not create conflicts with local building regulations. In addition, the project has been reviewed by the City's Building Division and no conflicts were identified.

3. The proposed Lot Line Adjustment provides for any necessary relocation of existing infrastructure or easements.

The project has been reviewed by various departments and divisions within the City of Roseville, and includes conditions to ensure that any relocations of easements or infrastructure are accommodated. No conflicts have been identified.

4. Compliance with General Plan and Subdivision Design Standards.

Consistent with the design standards in Section 18.08.020 of the City's Subdivision Ordinance, the combination of Lot 21 and Lot D is needed to create a lot that has adequate access to be built upon. To provide this access the resultant residential lot will have access the public street that is provided by a narrow strip of land, which is considered a flag lot. The City's Subdivision Ordinance discourages flag lots unless there are no other practical alternatives. Given that the City no longer needs the well site, and that the public streets and homes within the subdivision have already been constructed, the proposed

use and lot design are the only practical options. Because the existing subdivision could have been designed without a flag lot had the City not requested the well site, and that there are no feasible alternatives, staff supports the proposed lot design.

The reconfiguration of the parcels will result in lots which can be used and built upon, and which are practical for improvement based on the existing topography. No conflicts with the General Plan or Subdivision Design Standards have been identified.

PUBLIC OUTREACH

The proposed project was distributed to the various agencies and departments which have requested notice of City applications, and all comments were considered and incorporated into the Conditions of Approval, as appropriate. Notice of the application was also distributed to the Roseville Coalition of Neighborhood Associations. No comments were received. A public notice of the Planning Commission hearing was published on November 29, 2019, and was distributed to all property owners within 300 feet of the project site. To date, no comments have been received.

CONCLUSION

As demonstrated by the analyses in the foregoing sections, the proposed project is consistent with the policies and intent of the General Plan and the WRSP. Staff supports the proposed project as it will not be detrimental to public health or safety, nor will it be detrimental to the public welfare.

ENVIRONMENTAL DETERMINATION

Pursuant to CEQA Guidelines Section 15164, an addendum to the West Roseville Specific Plan Environmental Impact Report (WRSP EIR), which was adopted February 2, 2004 (SCH# 2002082057), has been prepared to address the minor technical changes needed to describe the proposed project. No additional analysis is required.

RECOMMENDATION

The Planning Division recommends the Planning Commission take the following actions:

- A. Consider the Addendum to the West Roseville Specific Plan EIR.
- B. Recommend the City Council approve the **General Plan Text and Land Use Amendment – 5181 Fiddymment Road – WRSP SPA #7 – PL19-0048**.
- C. Recommend the City Council approve the **Specific Plan Text and Land Use Amendment – 5181 Fiddymment Road – WRSP SPA #7 – PL19-0048**.
- D. Recommend the City Council adopt the two (2) findings of fact as stated in the staff report and approve the **Rezone – 5181 Fiddymment Road – WRSP SPA #7 – PL19-0048**.
- E. Recommend the City Council approve the **Development Agreement Amendment – 5181 Fiddymment Road – WRSP SPA #7 – PL19-0048**.
- F. Approve the **Lot Line Adjustment - 5181 Fiddymment Road – WRSP SPA #7 – PL19-0048** subject to twelve (12) conditions of approval.

CONDITIONS OF APPROVAL FOR A LOT LINE ADJUSTMENT

1. The Lot Line Adjustment is approved as shown in Exhibit F. (Planning, Engineering)
2. The following shall be submitted to Engineering prior to recordation of the Voluntary Merger or Lot Line Adjustment:
 - i. Two copies of property boundary description with exhibit map (8.5" x 11" sheet), and one copy of boundary closure calculations for resulting lots. These items shall be stamped and signed by a California Licensed Land Surveyor or Registered Civil Engineer authorized to practice land surveying.
 - ii. One copy of the Conditions of Approval.
 - iii. A completed Property Owner Consent Form.
 - iv. Deed to convey interest in the property.
 - v. Preliminary title report no older than six months for all properties involved. (Engineering)
3. If surveying monuments are placed as a result of this Property Line Adjustment, it will be the responsibility of the Surveyor to record a Record of Survey with the County Recorder's Office. (Engineering)
4. All existing easements shall be maintained, unless otherwise provided for in these conditions. (Environmental Utilities, Electric, Engineering)
5. The applicant shall submit to the Engineering Division of Public Works a paper copy and an electronic copy of the recorded Voluntary Merger or Lot Line Adjustment per the "Digital Submittal of Cadastral Surveys." (Environmental Utilities)
6. Prior to recordation of the Lot Line Adjustment, the applicant shall pay the City's surveyor's processing and consulting fee of \$150. (Engineering)
7. The address for the proposed residential parcel shall be 148 Vista Verde Ct. (Business Services)

OTHER CONDITIONS IF NEEDED TO RELOCATE FACILITIES AND EASEMENTS

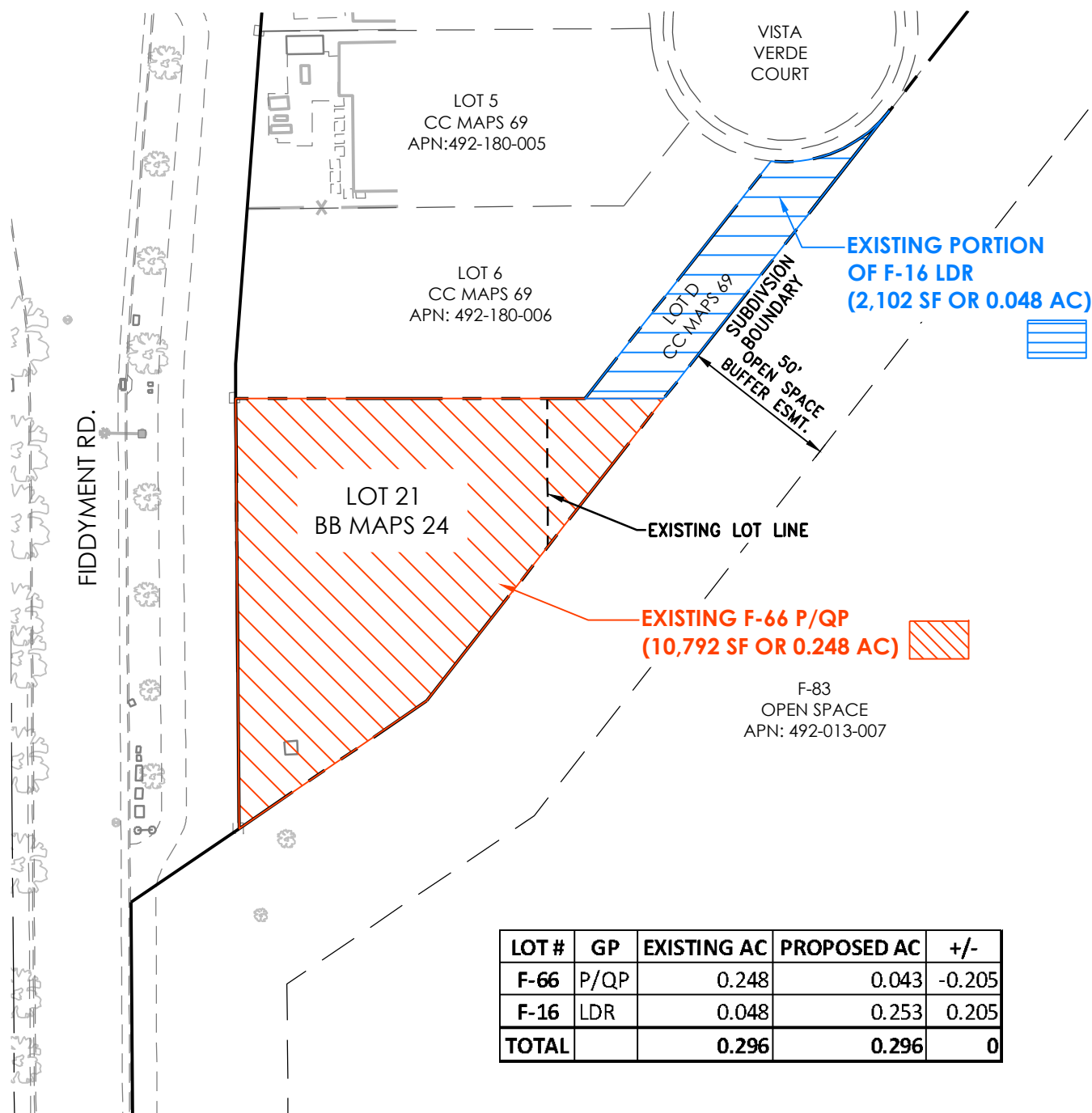
8. Easement widths shall comply with the City's Design and Construction Standards. (Engineering, Environmental Utilities, Electric)
9. Separate document easements required by the City shall be prepared in accordance with the City's "Policy for Dedication of Easements to the City of Roseville". All legal descriptions shall be prepared by a licensed land Surveyor. (Environmental Utilities, Electric, Engineering)
10. Any relocation, rearrangement, or change to existing City facilities due to this Voluntary Merger or Lot Line Adjustment shall be paid for by the applicant. (Engineering, Environmental Utilities, Electric)
11. All existing buildings shall conform to the California Building Code (CBC) with regard to the minimum distance to the property line. (Building)
12. Any structures crossing the adjusted parcel lines shall be removed prior to recordation of the Voluntary Merger or Lot Line Adjustment documents. (Engineering)

Exhibits

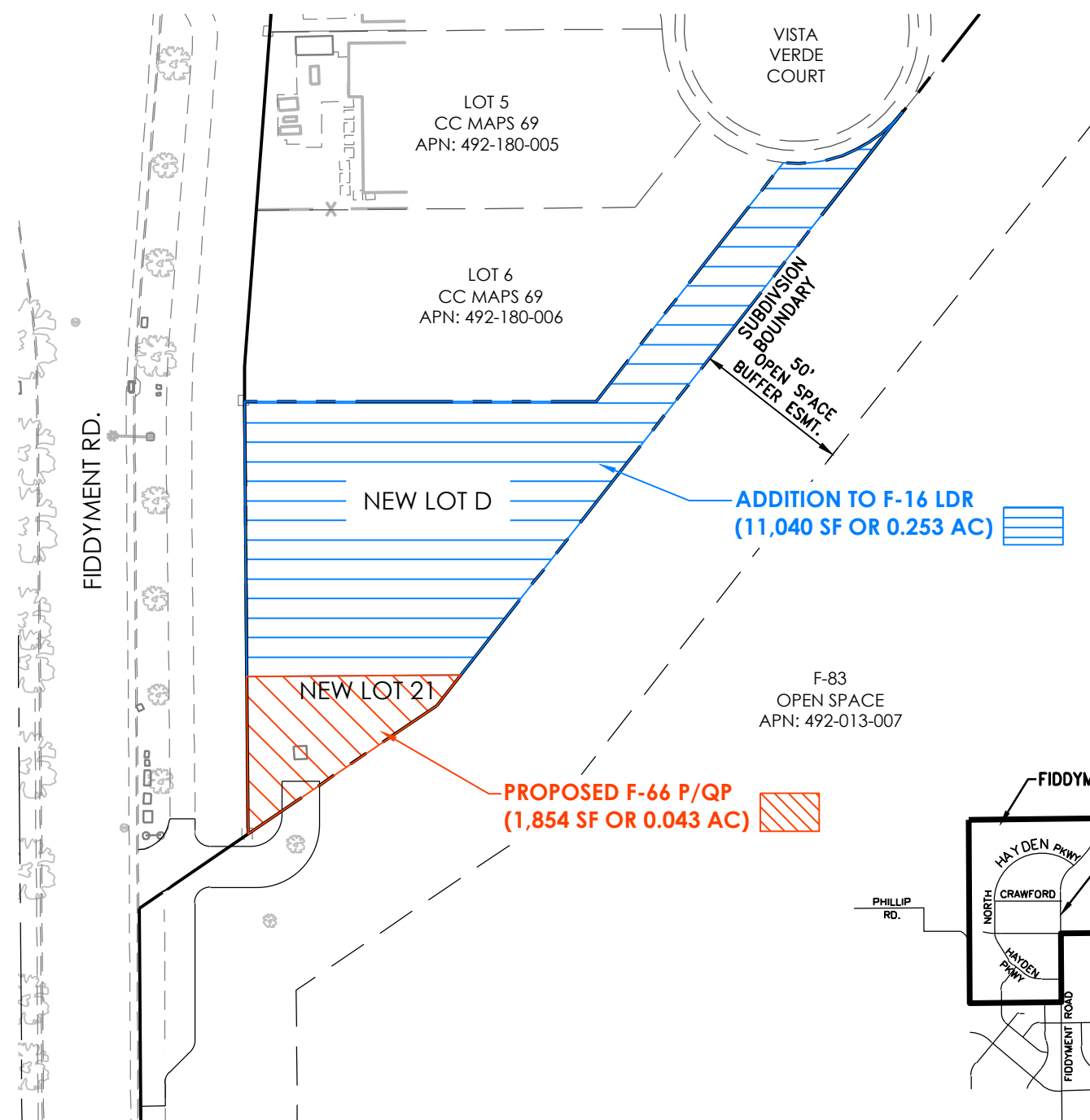
- A. Addendum to the WRSP for the WRSP SPA
- B. General Plan Amendment
- C. Specific Plan Amendment
- D. Rezone
- E. Eighth Amendment of the WRSP Development Agreement
- F. Lot Line Adjustment

Note to Applicant and/or Developer: Please contact the Planning Division staff at (916) 774-5276 prior to the Commission meeting if you have any questions on any of the recommended conditions for your project. If you challenge the decision of the Commission in court, you may be limited to raising only those issues which you or someone else raised at the public hearing held for this project, or in written correspondence delivered to the Planning Manager at, or prior to, the public hearing.

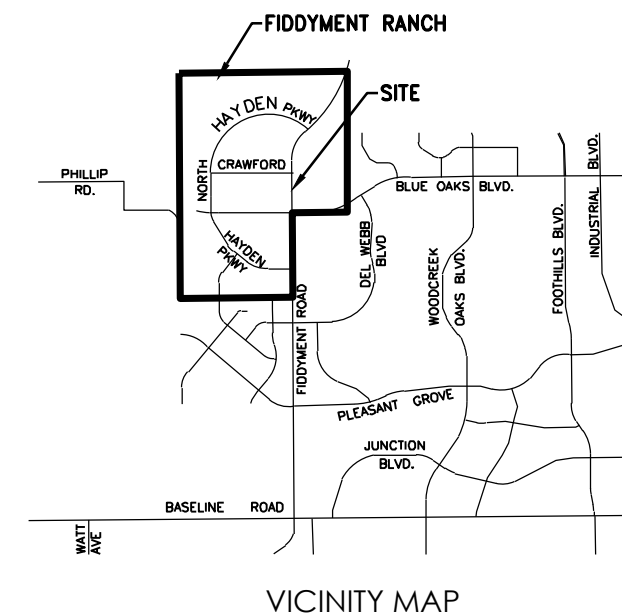
EXISTING GENERAL PLAN



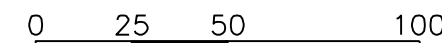
PROPOSED GENERAL PLAN



LOT #	GP	EXISTING AC	PROPOSED AC	+/-
F-66	P/QP	0.248	0.043	-0.205
F-16	LDR	0.048	0.253	0.205
TOTAL		0.296	0.296	0



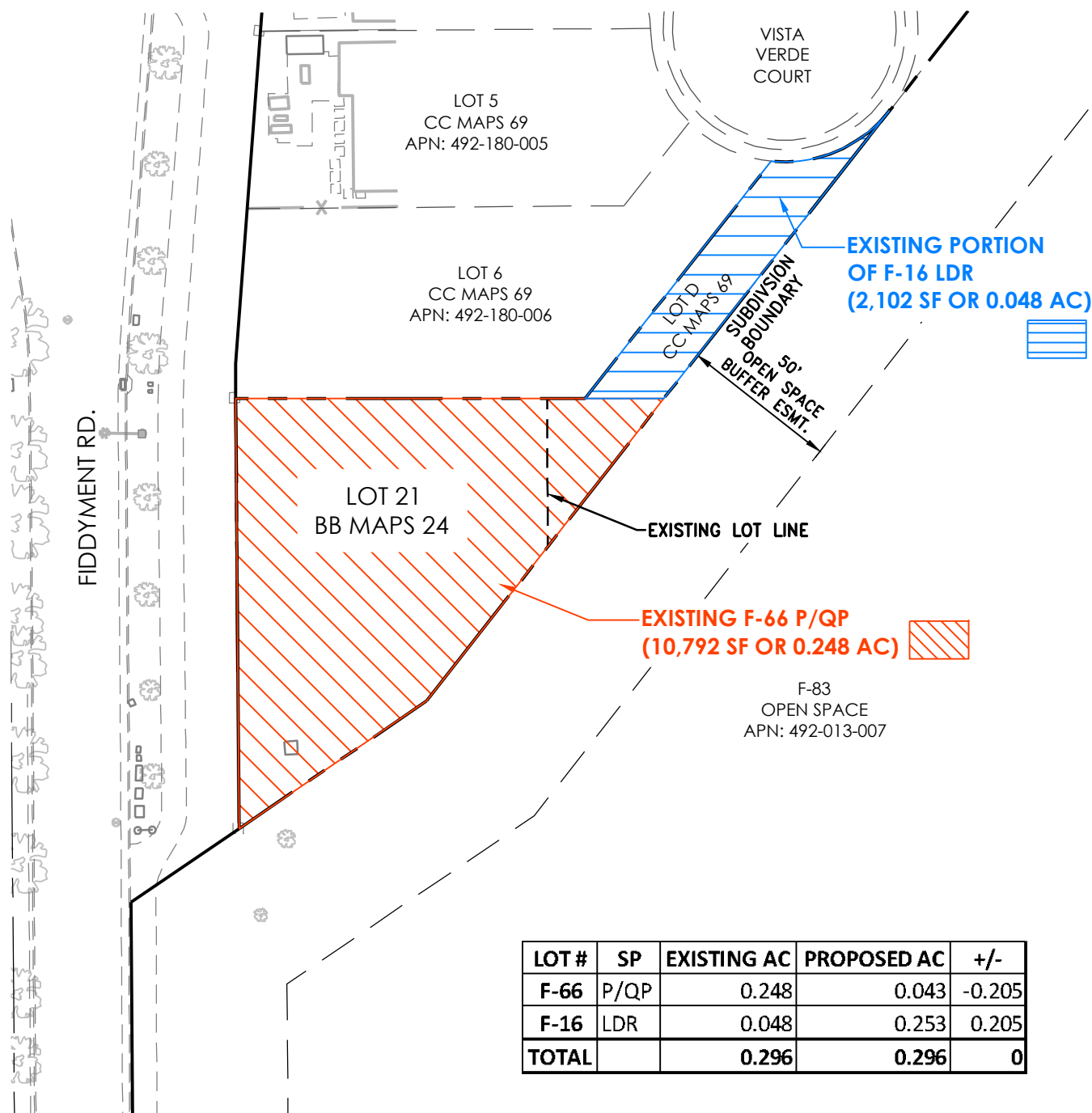
FIDDYMENT RANCH F-66 PROPOSED GENERAL PLAN CITY OF ROSEVILLE, CALIFORNIA OCTOBER 25, 2019



SCALE: 1" = 50'

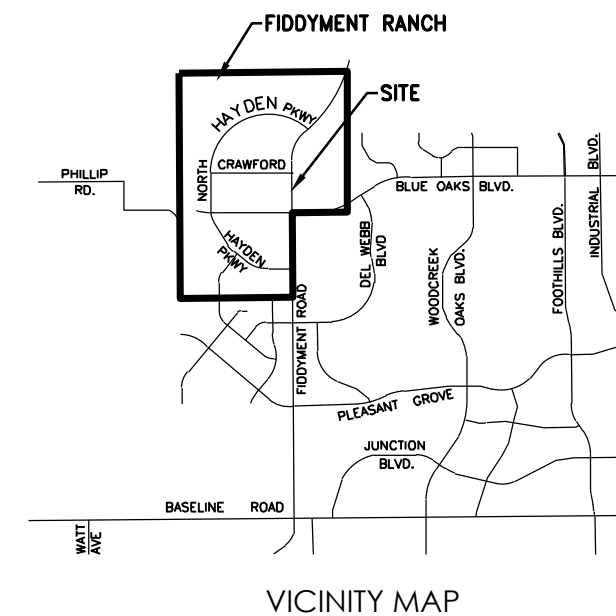
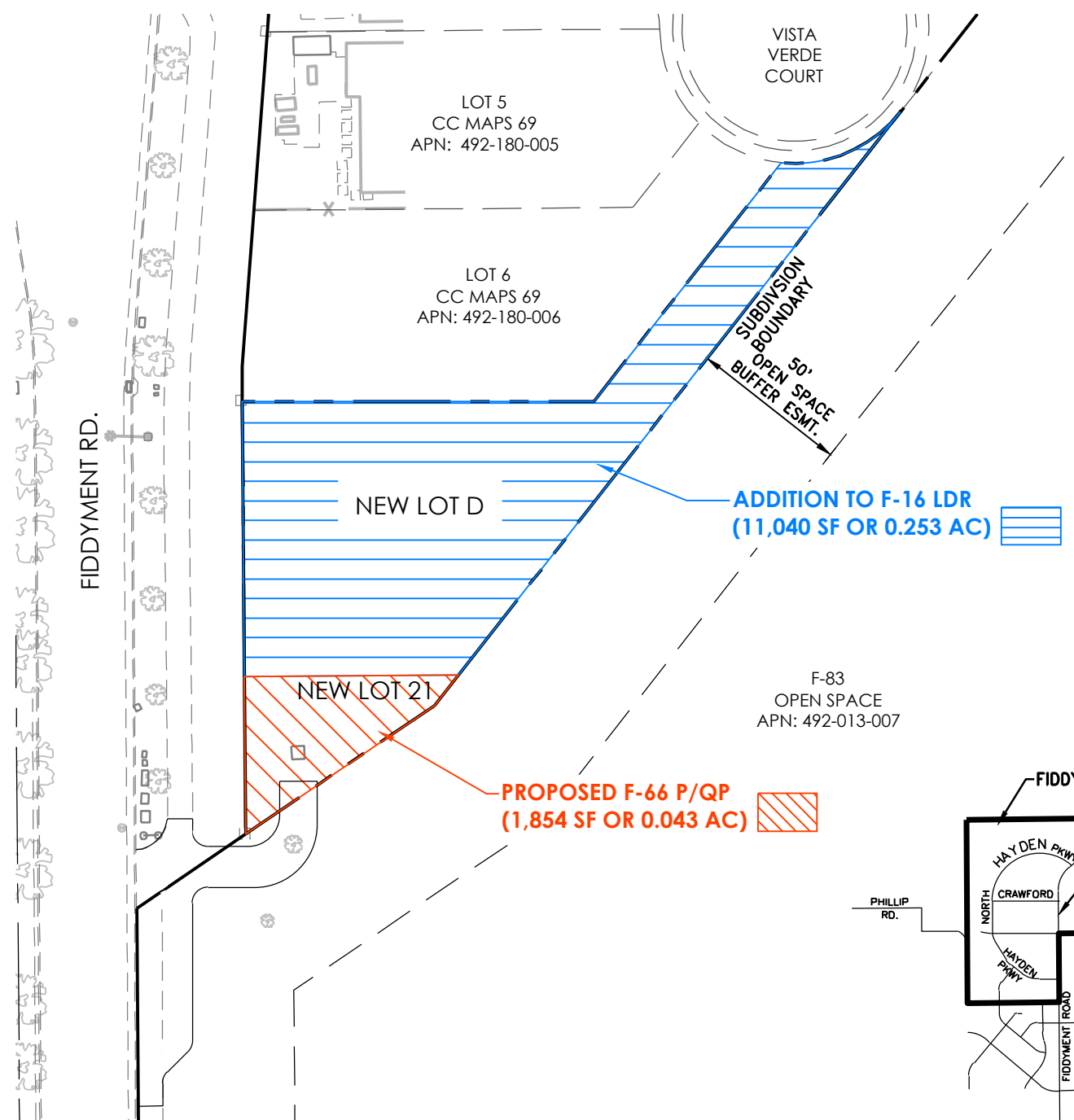
WOOD RODGERS
 BUILDING RELATIONSHIPS ONE PROJECT AT A TIME
 3301 C St, Bldg. 100-B Tel 916.341.7760
 Sacramento, CA 95816 Fax 916.341.7767

EXISTING SPECIFIC PLAN



LOT #	SP	EXISTING AC	PROPOSED AC	+/-
F-66	P/QP	0.248	0.043	-0.205
F-16	LDR	0.048	0.253	0.205
TOTAL		0.296	0.296	0

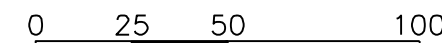
PROPOSED SPECIFIC PLAN



FIDDYMENT RANCH F-66 PROPOSED SPECIFIC PLAN

CITY OF ROSEVILLE, CALIFORNIA

OCTOBER 25, 2019

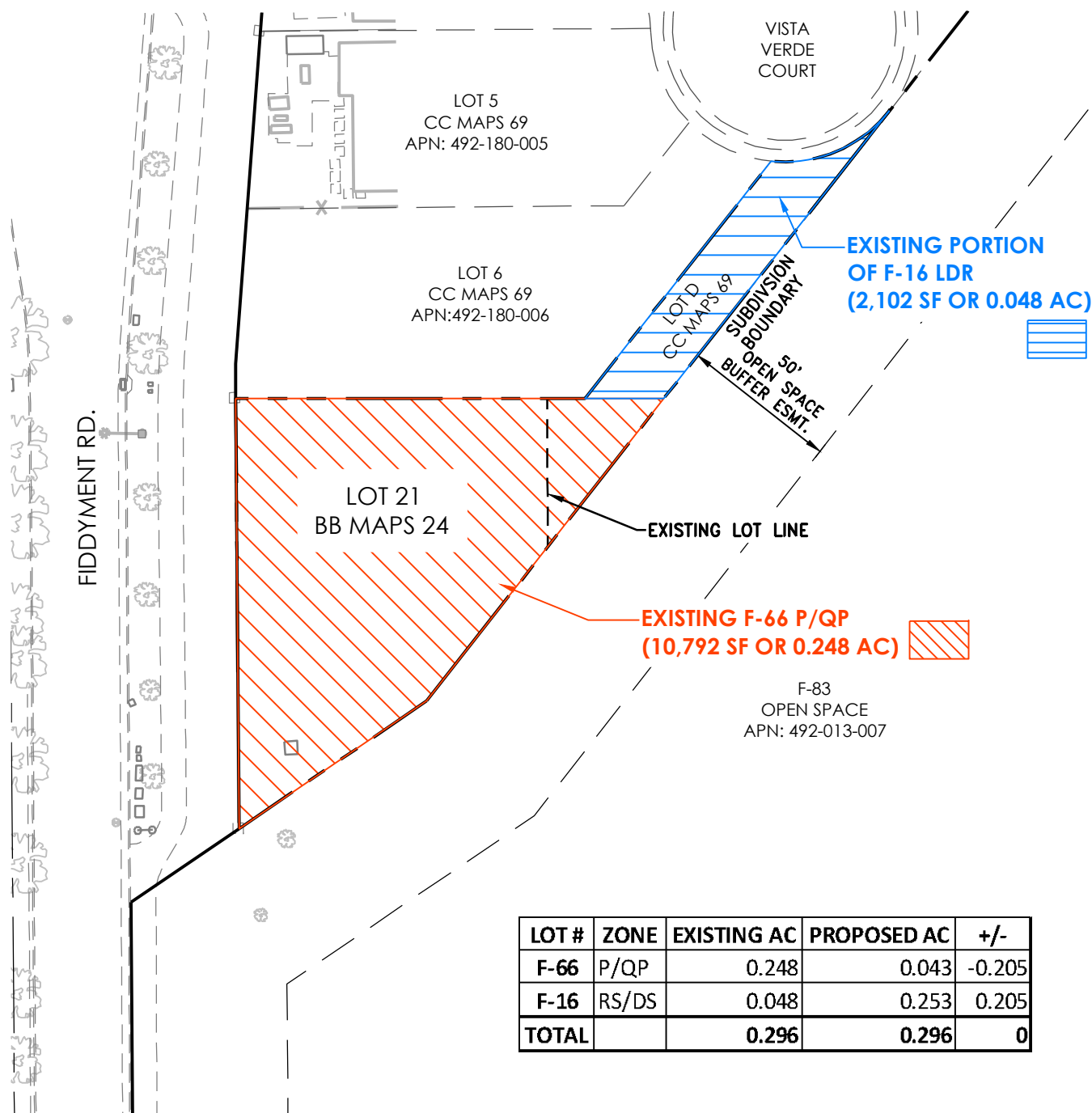


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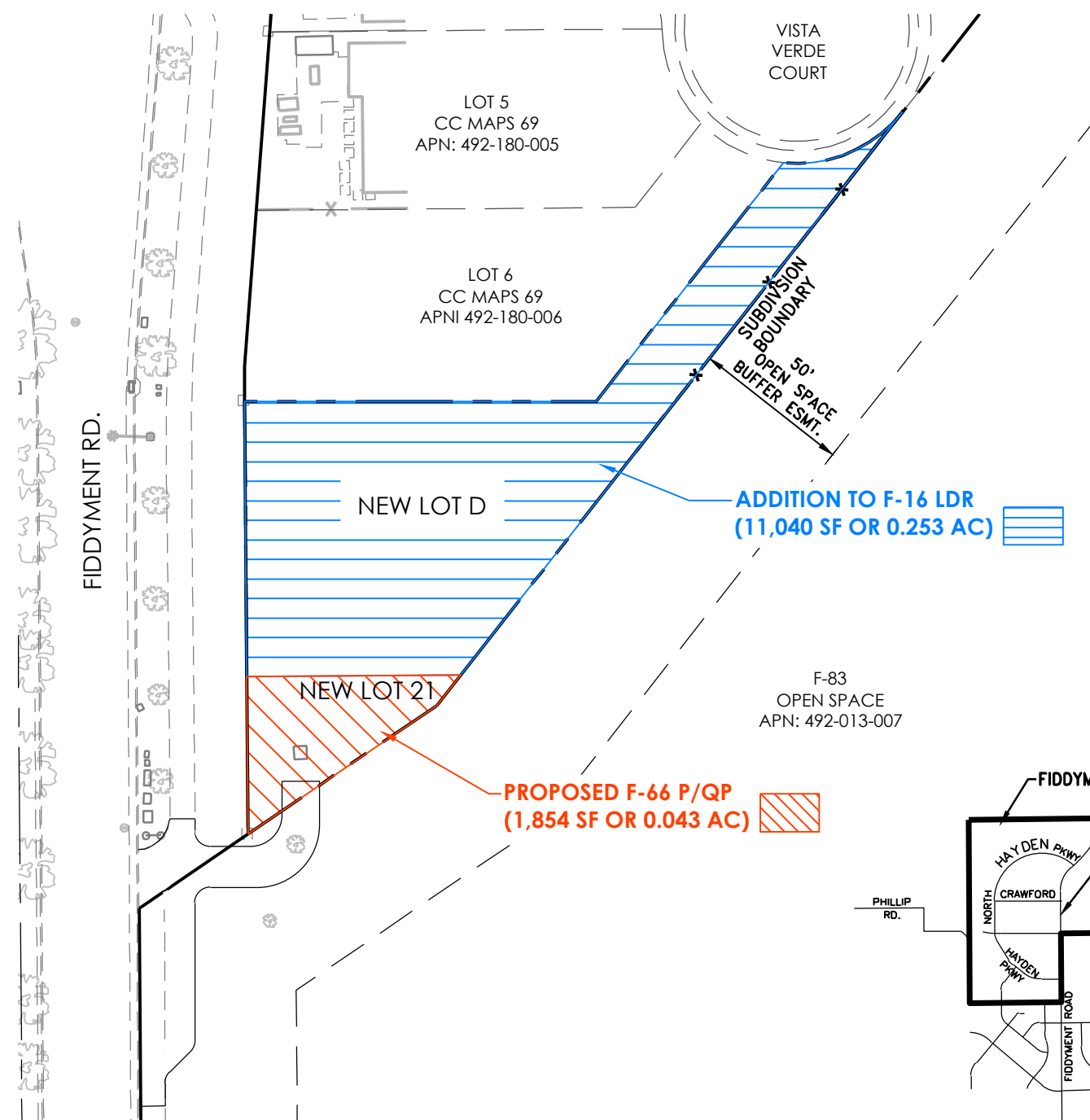
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BUILDING RELATIONSHIPS ONE PROJECT AT A TIME
3301 C St, Bldg. 100-B
Sacramento, CA 95816
Tel 916.341.7760
Fax 916.341.7767

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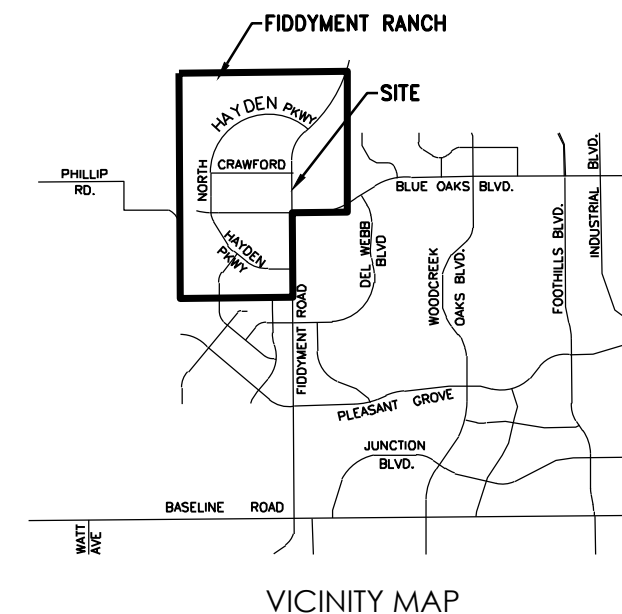
EXISTING ZONING



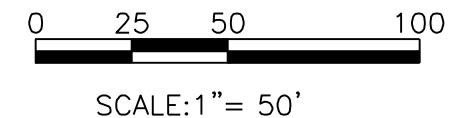
PROPOSED ZONING



LOT #	ZONE	EXISTING AC	PROPOSED AC	+/-
F-66	P/QP	0.248	0.043	-0.205
F-16	RS/DS	0.048	0.253	0.205
TOTAL		0.296	0.296	0



FIDDYMENT RANCH F-66 PROPOSED ZONING CITY OF ROSEVILLE, CALIFORNIA OCTOBER 25, 2019



WOOD RODGERS
BUILDING RELATIONSHIPS ONE PROJECT AT A TIME
3301 C St, Bldg. 100-B Sacramento, CA 95816
Tel 916.341.7760 Fax 916.341.7767

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**EIGHTH AMENDMENT OF DEVELOPMENT AGREEMENT
BY AND BETWEEN
THE CITY OF ROSEVILLE
AND ATC REALTY ONE, LLC
RELATIVE TO THE WEST ROSEVILLE SPECIFIC PLAN**

This Eighth Amendment of Development Agreement (“Eighth Amendment”) is entered into this ____ day of _____, 2020, by and between the CITY OF ROSEVILLE, a municipal corporation (“City”) and ATC REALTY ONE, LLC, a Delaware limited liability company (“Developer”), pursuant to Sections 65864 through 65869.5 of the Government Code of California.

RECITALS

A. Developer’s predecessor in interest, Roseville Fiddymnt Land Venture, LLC (“RFLV”) and City entered into a Development Agreement (the “Development Agreement”) which was approved by the City Council of City on February 23, 2004, and recorded on June 21, 2004, in the Official Records of Placer County as Document No. 2004-0080708. The Development Agreement governs a portion of the West Roseville Specific Plan Area (“Specific Plan”, “WRSP”, or “Plan Area”). Except as otherwise defined herein, all capitalized terms used herein shall have the meanings ascribed thereto in the Development Agreement.

B. Certain terms of settlement agreements arising out of two lawsuits regarding the WRSP (Catalano v. Roseville and Defenders of Wildlife v. Norton) imposed additional conditions on the WRSP that require implementation through amendment of the Development Agreement.

C. On January 4, 2006, City and RFLV, by Ordinance No. 4324, entered into the First Amendment of the Development Agreement (“First Amendment”). The First Amendment was recorded on March 2, 2006, in the Official Records of Placer County as Instrument No. 2006-0022488.

D. On June 18, 2008, City and RFLV, by Ordinance No. 4668, entered into the Second Amendment of the Development Agreement (“Second Amendment”). The Second Amendment was recorded on July 22, 2008, in the Official Records of Placer County as Instrument No. 2008-0059263.

E. On September 2, 2009, City and RFLV, by Ordinance No. 4767, entered into the Third Amendment of the Development Agreement (“Third Amendment”). The Third Amendment was recorded on September 10, 2009, in the Official Records of Placer County as Instrument No. 2009-0078876.

F. On July 17, 2013, City and ATC Realty One, LLC, by Ordinance No. 5211, entered into the Fourth Amendment of the Development Agreement (“Fourth

Amendment”). The Fourth Amendment was recorded on August 20, 2013, in the Official Records of Placer County as Instrument No. 2013-0082174.

G. On May 7, 2014, City and ATC Realty One, LLC, by Ordinance No. 5337, entered into the Fifth Amendment of the Development Agreement (“Fifth Amendment”). The Fifth Amendment was recorded on June 18, 2014, in the Official Records of Placer County as Instrument No. 2014-0040699.

H. On August 6, 2014, City and West Roseville Development Company, Inc., by Ordinance No. 5385, entered into the Sixth Amendment of the Development Agreement (“Sixth Amendment”). The Sixth Amendment was recorded on August 14, 2014, in the Official Records of Placer County as Instrument No. 2014-0055752.

I. On September 15, 2017, City and ATC Realty One, LLC and Fiddyment 116 Lots, LLC, by Ordinance No. 5863, entered into the Seventh Amendment of the Development Agreement (“Seventh Amendment”). The Seventh Amendment was recorded on September 22, 2017, in the Official Records of Placer County as Instrument No. 2017-0073441.

J. This Eighth Amendment affects a portion of the property that is owned by Developer within the Plan Area (the “Eighth Amendment Property”), as described in Exhibit “A” and depicted in Exhibit “B” attached to this Eighth Amendment.

K. This Eighth Amendment affects the Eighth Amendment Property and shall run with the land described herein.

L. The Eighth Amendment is authorized by Section 1.4 of the Development Agreement.

NOW THEREFORE, THE PARTIES MUTUALLY AGREE AS FOLLOWS:

1. AMENDMENT OF DEVELOPMENT AGREEMENT. The following sections and exhibits of the Development Agreement are hereby amended as follows:

a. Extended Term. For purposes of Section 1.3, City and Developer hereby agree to extend the term of the Development Agreement to and through March 29, 2054, unless the Development Agreement is terminated, modified or extended by circumstances set forth in the Development Agreement, as amended, or by mutual consent of the parties hereto.

b. REVISED SECTION 2.2. The approved land use of certain parcels within the Eighth Amendment Property has changed; therefore, the cumulative summary

of land uses and approximate acreages, net of road right-of-way, set forth in Section 2.2 of the Development Agreement is hereby amended to read as follows:

Low Density Residential	3,241 Units on 770.1 Net Acres
Medium Density Residential	836 Units on 80.51 Net Acres
High Density Residential	1,792 Units on 72.48 Net Acres
Community Commercial	45.78 Net Acres
Business Professional	0 Net Acres
Park	203.0 Net Acres
Open Space	340.12 Net Acres
Open Space (Paseo)	6.66 Net Acres
Schools	71.95 Net Acres
Fire Station	2.51 Net Acres
Electric Substation	1.55 Net Acres
Well Site	0.22 Net Acres
Other Public (Right of Way)	111.73 Net Acres

c. REVISED SECTION 3.7.5. Section 3.7.5 is revised in its entirety to read as follows:

“3.7.5 Groundwater Wells. Developer shall dedicate to City Parcel F-67 in Phase 1 and shall construct one (1) groundwater well at the approximate location shown on Revised Exhibit “W” and prepare the well according to industry standards subject to approval by the Environmental Utilities Director. The exact location of the well and well site and qualifications of the design firm, well drilling contractor and construction inspection services provider shall be reviewed and approved by the Environmental Utilities Director prior to construction. The well shall be designed to include Aquifer Storage and Recovery capabilities and, to the extent feasible, shall achieve a yield of approximately 1,800 gallons per minute (GPM). Developer shall drill the well upon the earlier of the need for the well to provide water services to the Project, or prior to residential construction and concurrent with construction of adjacent roadways. City shall be responsible for construction of the above ground portion of the groundwater well facility (site improvements and pumping facilities).

It has been determined that the Phase 2 well site (F-66) DOES NOT have access to groundwater of such quality that only disinfection will be required to meet the California Drinking Water Quality Standards. In lieu of providing a production well at the Phase 2 well site (F-66) Developer shall fund the drilling of a well, to be located off-site of the Eighth Amendment Property, on property selected and acquired by the City. The cost of drilling the off-site production well shall be an amount mutually agreed to by City and Developer at the time that the City is ready to drill the offsite well, and the Developer shall pay the well drilling cost to the City upon City's written notification to the Developer of City's readiness to begin drilling of the off-site well.

Notwithstanding the foregoing, if the City adopts a revised water connection fee which encompasses the costs of constructing the groundwater well (including but not limited to, permitting, design, construction, design support during the construction phase, construction management, inspection, administrative and legal), the Developer shall be relieved of the Well Construction Requirements set forth in this Section 3.7.5.

Monitoring wells have been constructed on the F-66 well site, and it has been determined that the site was not suitable for a production well. As a result the F-66 well site is to be reduced to a parcel that contains the existing monitoring wells, and the remainder of the original F-66 well site is to be converted to a single family residential lot. The process for converting the F-66 well site to a residential lot shall be as follows:

- The portion of the F-66 (Lot 21) well site containing the Monitoring Well shall be deeded to the City.
- The Irrevocable Offer of Dedication for the remainder of the F-66 (Lot 21) well site shall be quit claimed by the City.
- The adjacent Lot D (the F-66 well site driveway parcel) shall be quit claimed by the City and by the original grantor of the parcel to the Developer.
- The City shall issue a Certificate of Compliance verifying that the two parcels consist of one buildable single family detached lot.
- The Developer shall construct the following improvements to the resultant monitoring well site prior to issuance of a building permit for the single family residence:
 - Widen the sidewalk along Fiddymment Road adjacent to the monitoring well site at F-66 to provide parking for maintenance access. Modification of the exiting curb and gutter may be required to accommodate maintenance vehicle access to the area.
 - Construct a 6' high masonry wall along the north boundary of the monitoring well site.
 - Construct a 6' high open iron fence along the southeast boundary of the monitoring well site, including a 10' wide gate.
 - Construct a 3' wide walkway between the widened section of the Fiddymment Road sidewalk and the monitoring well site."

d. REVISED SECTION 3.7.8. OF THE “FIFTH AMENDMENT”. Section 3.7.8 of the “Fifth Amendment” is revised in its entirety to read as follows:

“3.7.8 Water Conservation Goal for the Property. The City has determined, and the Developer agrees, that the available water supply is sufficient to serve the Property. This determination was the conclusion of a review of the demand and source issues created by the projected build-out of the Property. The demand for water at build-out of the Property was determined by reference to the City’s current information on water usage for the various land uses included and permitted within the City and the proposed land uses within the Property and by reference to the Developer’s Water Conservation Plan which includes a reduction in water use by 20.4% over current use characteristics.

The sources for water evaluated for the Project are the same types of source currently used throughout the City; namely, surface water contracts with federal and local agencies and the use of groundwater. City and Developer are satisfied that the demand and source assumptions relied upon to assure water for the Project (including the Fifth Amendment Property) are valid.”

e. REVISED EXHIBIT “F” – PHASING PLAN. Exhibit “F” – Infrastructure Phasing Plan, Sheet 3 of 10 is hereby revised in accordance with the attached Revised Exhibit “F” to add Parcel F-71 to Phase 2 and remove it from Phase 3.

2. EXHIBITS. The following New Exhibits and Revised Exhibits are attached hereto and incorporated herein by reference and hereby replace and supersede the respective Exhibits previously attached to the Development Agreement. Accordingly, all references to the applicable Exhibits in the Development Agreement, as amended hereby, shall mean and refer to the corresponding New and Revised Exhibits below:

New Exhibit A	Description of Eighth Amendment Property
New Exhibit B	Depiction of Eighth Amendment Property
Revised Exhibit F	Infrastructure Phasing Plan, Sheet 3 of 10
Revised Exhibit W	Location of Groundwater Well

3. CONSISTENCY WITH GENERAL PLAN. The City Council has found and determined that this Eighth Amendment of the Development Agreement is consistent with the General Plan and the West Roseville Specific Plan.

4. AMENDMENT. This Eighth Amendment amends, but does not replace or supersede, the Development Agreement, except as specified herein. As amended hereby, the Development Agreement remains in full force and effect.

5. FORM OF AMENDMENT. This Eighth Amendment is executed in two duplicate originals, each of which is deemed to be an original.

IN WITNESS WHEREOF, the City of Roseville, a municipal corporation, has authorized the execution of this Eighth Amendment in duplicate by its City Manager and attested to by its City Clerk under the authority of Ordinance No. _____, adopted by the Council of the City of Roseville on the _____ day of _____, 2020.

CITY OF ROSEVILLE,
a municipal corporation

ATC REALTY ONE, LLC,
a Delaware limited liability
company

By: _____
Dominick Casey
City Manager

By: _____
Its: _____

ATTEST:

By: _____
Sonia Orozco
City Clerk

APPROVED AS TO FORM:

By: _____
Robert R. Schmitt
City Attorney

APPROVED AS TO SUBSTANCE:

By: _____
Mike Isom
Development Services Director

**Exhibit A
Description of Eighth Amendment Property**

EXHIBIT 'A'

**WRSP Fiddymment Ranch DAA No. 8
Description of Properties Subject to DAA No. 8**

Properties owned by ATC Realty One, LLC:

All that real property, located in the City of Roseville, County of Placer, State of California as shown on Exhibit B attached and described as follows:

Lots 21, 23, 24, 25, & 26, as shown on the Final Map of Fiddymment Ranch Phase 2 Large Lot Subdivision, Subdivision No. 03-11, recorded in Book BB of Maps, at page 24, Placer County Records

Lot 1, as shown on the Final Map of Fiddymment Ranch Phase 3A Large Lot Subdivision, Subdivision No. 000024, recorded in Book BB of Maps, at page 88, Placer County Records

Properties owned by WRDC, Inc.:

All that real property, located in the City of Roseville, County of Placer, State of California as shown on Exhibit B attached and described as follows:

Lots 15, 17, 19 & 22, as shown on the Final Map of Fiddymment Ranch Phase 1 Large Lot Subdivision, Subdivision No. 03-11, recorded in Book AA of Maps, at page 10, Placer County Records

Properties owned by Taylor Builders, Inc.:

All that real property, located in the City of Roseville, County of Placer, State of California as shown on Exhibit B attached and described as follows:

Lot 17, as shown on the Final Map of Fiddymment Ranch Phase 2 Large Lot Subdivision, Subdivision No. 03-11, recorded in Book BB of Maps, at page 24, Placer County Records

Lots 1, 2, 3, 4, 5, 6, 7, 9, & 10, as shown on the Final Map of Fiddymment Ranch Phase 3 Large Lot Subdivision, Subdivision No. PL-0564, recorded in Book EE of Maps, at page 74, Placer County Records

Properties owned by Taylor Morrison Homes, Inc.:

All that real property, located in the City of Roseville, County of Placer, State of California as shown on Exhibit B attached and described as follows:

Lots 1, 2 & 3, as shown on the Final Map of Fiddymment Ranch Phase 2A Large Lot Subdivision, Subdivision No. PL-0364, recorded in Book DD of Maps, at page 88, Placer County Records

Properties owned by Roseville Schools, LLC:

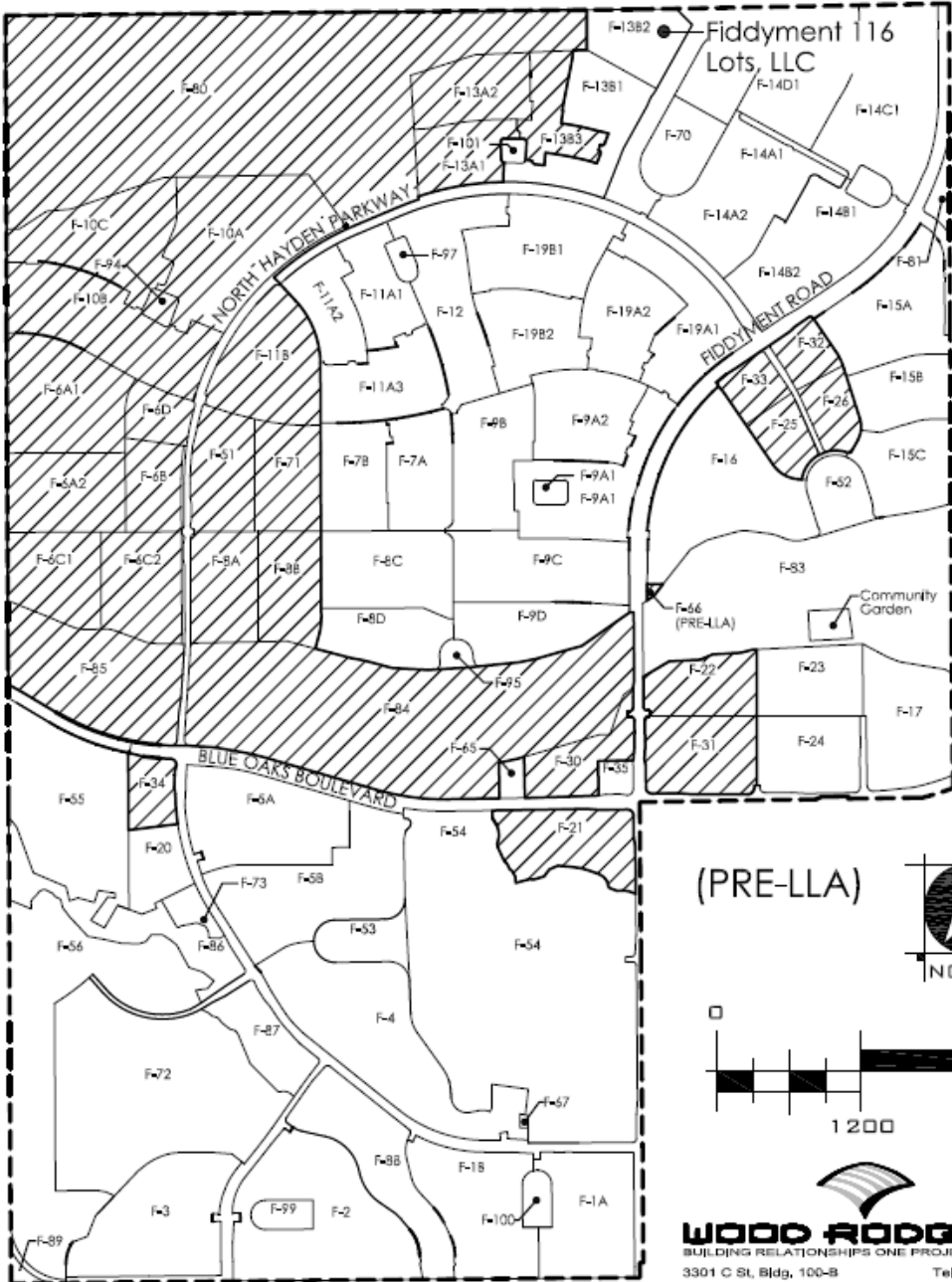
All that real property, located in the City of Roseville, County of Placer, State of California as shown on Exhibit B attached and described as follows:

Lot 8, as shown on the Final Map of Fiddymment Ranch Phase 3 Large Lot Subdivision, Subdivision No. PL-0564, recorded in Book EE of Maps, at page 74, Placer County Records

Exhibit B
Depiction of Eighth Amendment Property

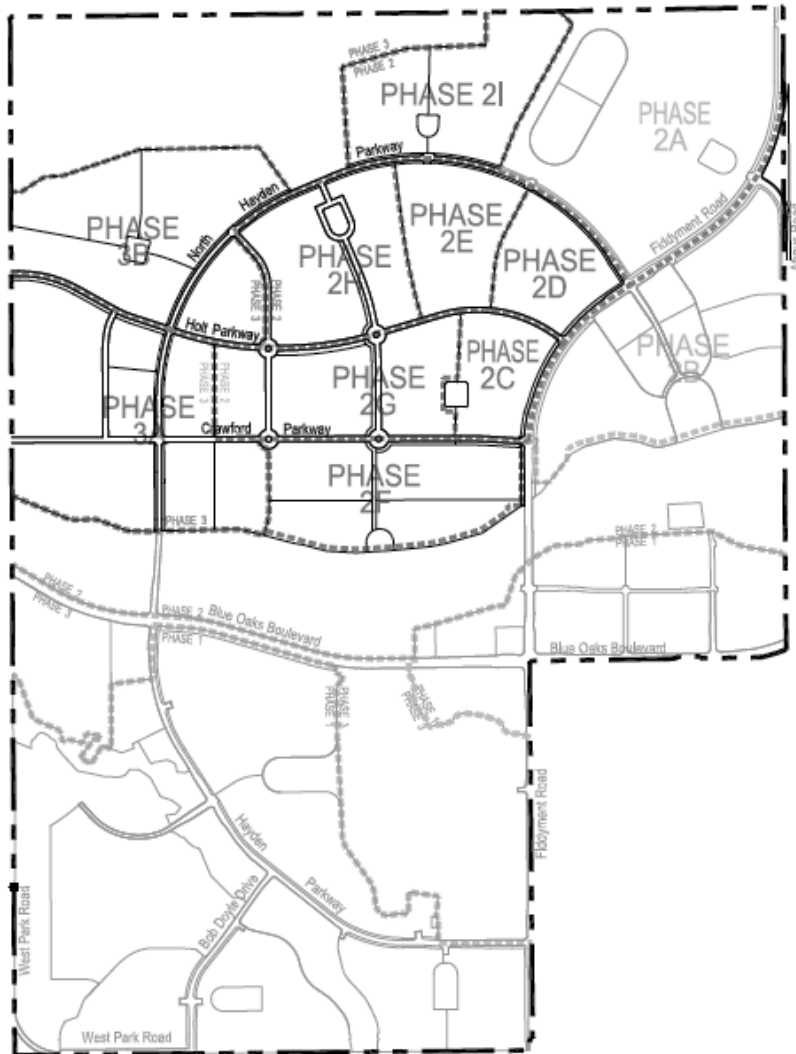
EXHIBIT B

WRSP FIDDYMENT RANCH DAA NO.8
PROPERTIES SUBJECT TO DAA NO.8
DECEMBER 2019



**Revised Exhibit F
Infrastructure Phasing Plan, Sheet 3 of 10**

REVISED Exhibit F
FIDDYMENT RANCH - SPA 3 Infrastructure Phasing Plan
Infrastructure Phasing
Sheet 3 of 10
(ORIGINAL EXHIBITS ARE AVAILABLE AT THE ROSEVILLE CITY CLERK DEPARTMENT)



SCALE: 1" = 1000'±

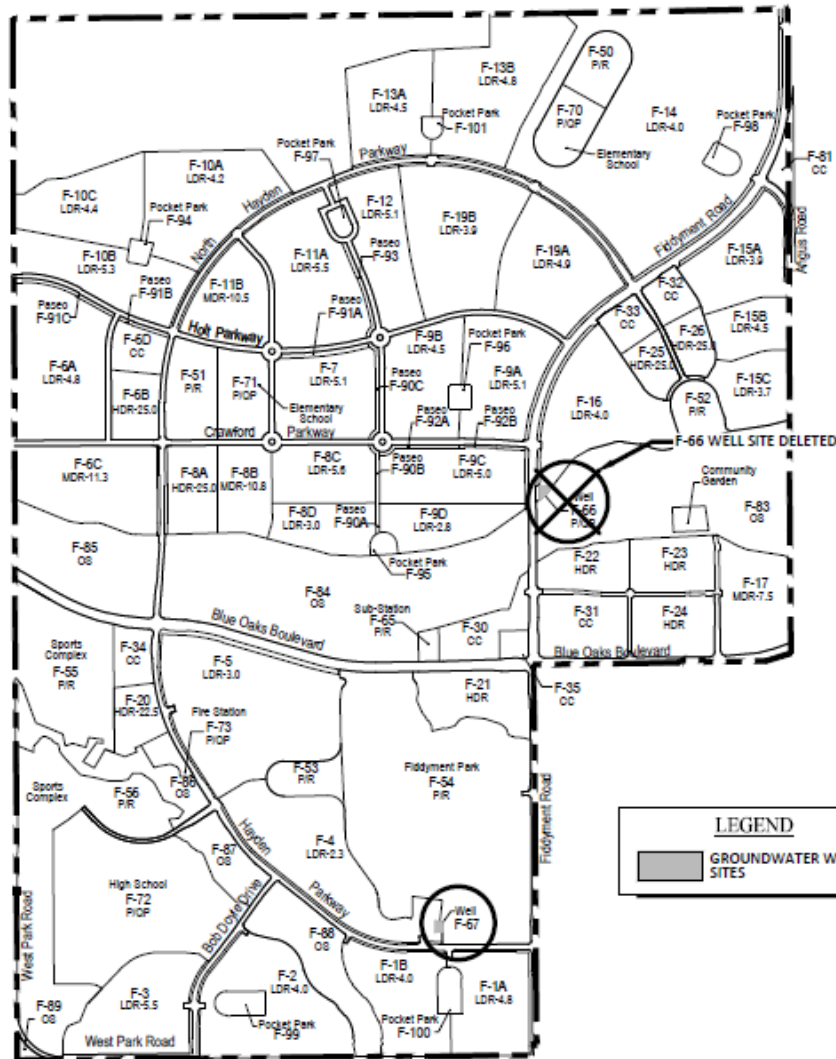


WOOD RODGERS
DEVELOPING INNOVATIVE DESIGN SOLUTIONS
3301 C St, Bldg. 100-B
Sacramento, CA 95816
Tel 916.341.7760
Fax 916.341.7767

**Revised Exhibit W
Location of Groundwater Well**

**REVISED Exhibit W
Location of Groundwater Wells**

(ORIGINAL EXHIBITS ARE AVAILABLE AT THE ROSEVILLE CITY CLERK DEPARTMENT)



LEGEND

GROUNDWATER WELL SITES

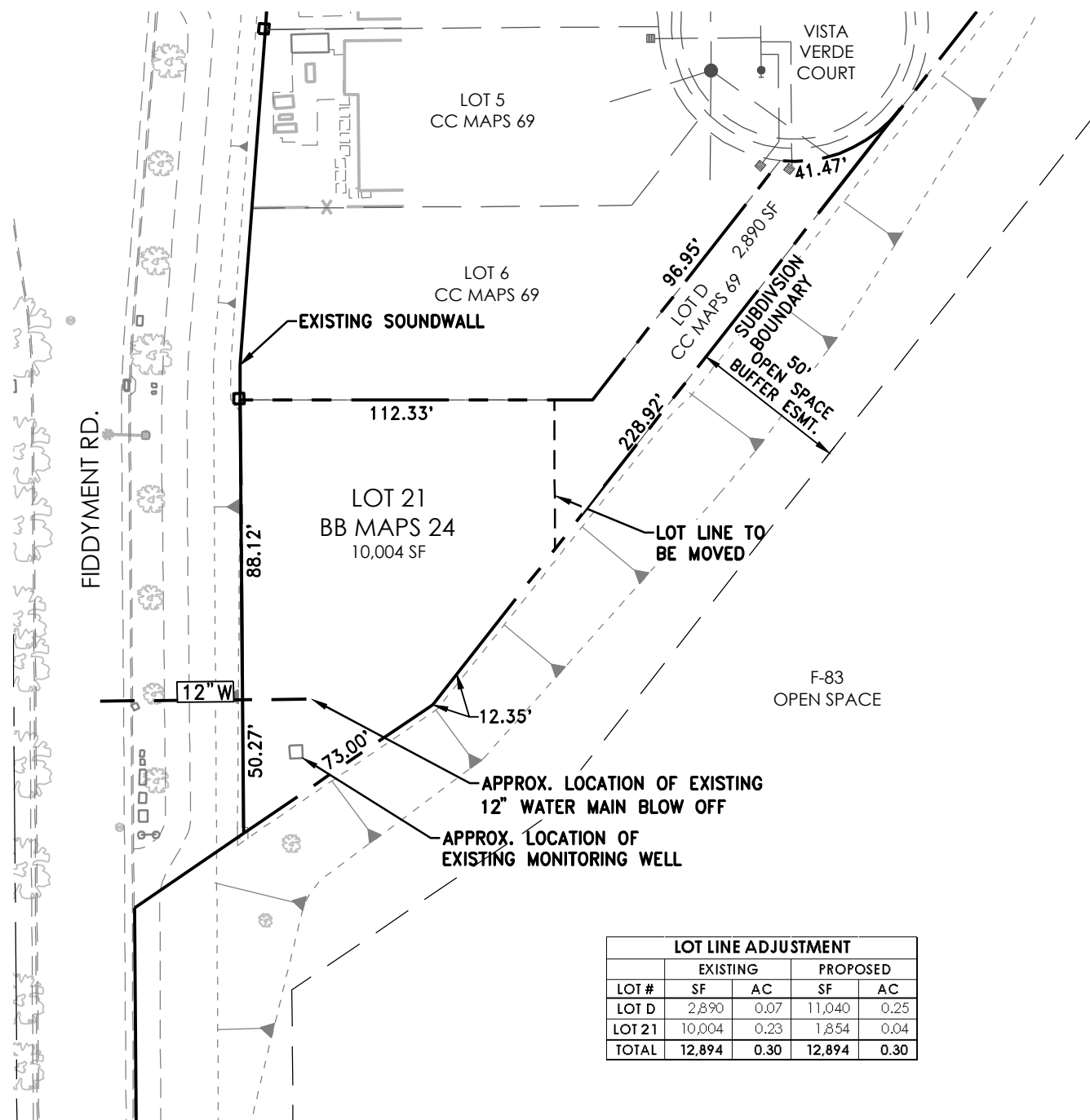


SCALE: 1" = 1500'

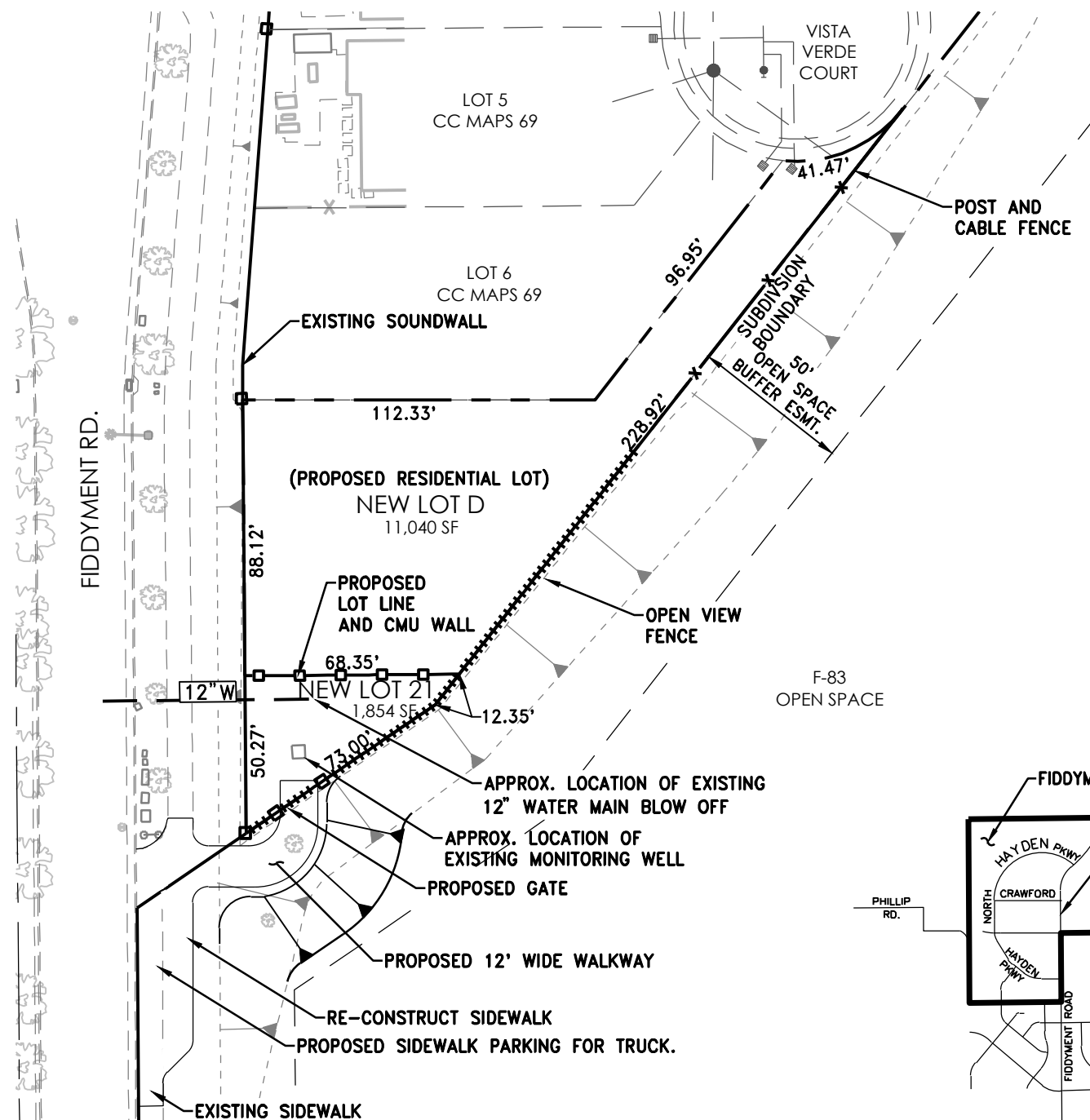


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 Fax 916.341.7767

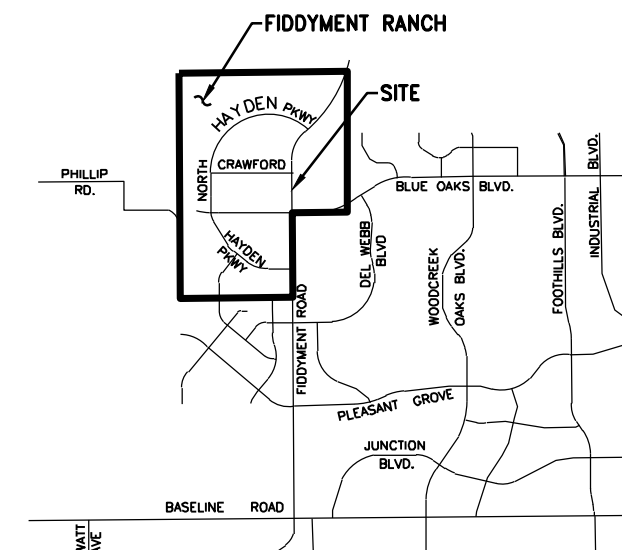
EXISTING PARCELS



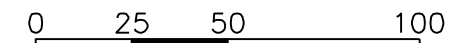
PROPOSED ADJUSTED PARCELS



LOT #	LOT LINE ADJUSTMENT			
	EXISTING		PROPOSED	
	SF	AC	SF	AC
LOT D	2,890	0.07	11,040	0.25
LOT 21	10,004	0.23	1,854	0.04
TOTAL	12,894	0.30	12,894	0.30



FIDDYMENT RANCH F-66 EXISTING AND PROPOSED LOT LINE ADJUSTMENT CITY OF ROSEVILLE, CALIFORNIA OCTOBER 25, 2019



SCALE: 1" = 50'

WOOD RODGERS
 BUILDING RELATIONSHIPS ONE PROJECT AT A TIME
 3301 C St, Bldg. 100-B Tel 916.341.7760
 Sacramento, CA 95816 Fax 916.341.7767

J:\1000-s\1027-Fiddyment 1 Ranch\Phase2\Phase2\Fiddyment 1 WellSite\11A_F-66_Well_FR_Existing Vs Proposed Parcels.dwg 10/25/2019 2:06 PM Nicholas Wilk