

PC Exhibit C

**FIFTH AMENDMENT OF DEVELOPMENT AGREEMENT
BY AND BETWEEN
THE CITY OF ROSEVILLE AND WESTPARK SIERRA VISTA, LLC, AS
ASSIGNEE OF WESTPARK FEDERICO, LLC, MOURIER INVESTMENTS,
LLC, AND FEDERICO-TYLER FAMILY LIMITED PARTNERSHIP RELATIVE
TO THE SIERRA VISTA SPECIFIC PLAN**

This Fifth Amendment of Development Agreement is entered into this ____ day of _____, 2021, by and between the CITY OF ROSEVILLE, a municipal corporation (“City”) and SOLAIRE COMMUNITY BUILDERS, LLC, a California limited liability company (“Solaire” or “Landowner”), as Assignee of WESTPARK SIERRA VISTA, LLC, a California limited liability company (“Westpark Sierra Vista”), pursuant to Sections 65864 through 65869.5 of the Government Code of California.

RECITALS

A. Westpark Sierra Vista’s predecessor in interest, Westpark Federico, along with Mourier Investments, LLC (“Mourier”), and the Federico-Tyler Family Limited Partnership (“Federico”), and City, entered into a Development Agreement (the “Original Development Agreement”) which was approved by the City Council of City on May 19, 2010, and recorded on June 18, 2010, in the Official Records of Placer County as Document No. 2010-0045943-00. Westpark Federico assigned its interest in the Development Agreement to Westpark Sierra Vista pursuant to that certain Assignment and Assumption Agreement Relative to the Sierra Vista Specific Plan Development Agreement dated as of January 5, 2011, and recorded January 12, 2011, as Document No. 2011-0003089-00, in the Official Records of Placer County, California. Except as otherwise defined herein, all capitalized terms used herein shall have the meanings ascribed thereto in the Original Development Agreement.

B. Westpark Sierra Vista’s predecessor in interest, Westpark Federico, along with Mourier, Federico, and City, entered into the Original Development Agreement relative to development within a portion of the Sierra Vista Specific Plan Area (“Specific Plan”, “SVSP” or “Plan Area”), as more precisely defined in Exhibits “A” and “B” of the Original Development Agreement (the “Property”).

C. Westpark Sierra Vista, Mourier, Federico, and City entered into a First Amendment to the Original Development Agreement (the “First Amendment”) which was approved by the City Council of City on December 20, 2017, and recorded on February 21, 2018, in the Official Records of Placer County as Document No. 2018-0010796-00.

D. Westpark Sierra Vista, Mourier, Federico, and City entered into the First Amendment relative to development within certain portion of the Property, as is more precisely defined in Exhibits “A” and “B” of the First Amendment.

PC Exhibit C

E. Mourier and Federico assigned their interest in a portion of the Property to Westpark Sierra Vista in that certain Assignment and Assumption Agreement Relative to the Sierra Vista Development Agreement dated as of May 16, 2019, and recorded May 16, 2019, as Document No. 2019-0032322-00, in the Official Records of Placer County. The portion of the Property so assigned by Mourier and Federico to Westpark Sierra Vista was described in Exhibit A to that Assignment and Assumption Agreement Relative to the Sierra Vista Development Agreement.

F. Westpark Sierra Vista assigned its interest in the Development Agreement for a portion of the Property to Solaire pursuant to that certain Assignment and Assumption Agreement Relative to the Sierra Vista Specific Plan Development Agreement dated as of June 3, 2019, and recorded June 4, 2019, as Document No. 2019-0037499-00, in the Official Records of Placer County.

G. On March 4, 2020, City approved the Second Amendment to the Development Agreement (the “Second Amendment”) for a portion of the Property owned by Mourier. The Second Amendment was recorded on April 13, 2020, as Document No. 2020-0032961-00, in the Official Records of Placer County. The Original Development Agreement, the First Amendment, and the Second Amendment are hereinafter collectively referred to as the “Development Agreement.”

H. On October 7, 2020, City approved the Third Amendment to the Development Agreement (the “Third Amendment”) affecting certain portions of the Property (the “Third Amendment Property”), as described in Exhibit “A” and shown in Exhibit “B” attached to the Third Amendment. The Third Amendment was recorded on November 10, 2020, as Document No. 2020-0128930-00, in the Official Records of Placer County.

I. Westpark Sierra Vista assigned its interest in the Development Agreement for an additional portion of the Property to Solaire pursuant to that certain Assignment and Assumption Agreement Relative to the Sierra Vista Specific Plan Development Agreement dated October 13, 2020, and recorded October 15, 2020, as Document No. 2020-0116422-00, in the Official Records of Placer County.

J. Mourier assigned a portion of its interest in the Development Agreement with respect to the Fourth Amendment Property (as defined below) to John Mourier Construction, Inc. (“JMC”) pursuant to that certain Assignment and Assumption Agreement Relative to the Sierra Vista Specific Plan Development Agreement dated January 12, 2021, and recorded January 15, 2021, as Document No. 2021-0005796-00 in the Official Records of Placer County, California.

K. On April 21, 2021, City approved the Fourth Amendment to the Development Agreement (the “Fourth Amendment”) affecting certain portions of the Property (the “Fourth Amendment Property”), as described in Exhibit “A” and shown in Exhibit “B” attached to the Fourth Amendment. The Fourth Amendment was recorded

PC Exhibit C

on July 1, 2021, as Document No. 2021-0085266-00 in the Official Records of Placer County, California.

L. This Fifth Amendment to the Development Agreement (the “Fifth Amendment”) affects a certain portion of the Property commonly known as SVSP Parcel FD-2 (the “Fifth Amendment Property”), as described in Exhibit “A” and shown in Exhibit “B” attached to this Fifth Amendment, and shall run with the land described in Exhibits “A” and “B” hereto. This Fifth Amendment does not affect or apply in any manner with respect to the remainder of the Property described in the Development Agreement.

M. Concurrent with its consideration of this Fifth Amendment, City is processing a General Plan Amendment (Reso. No. _____), Specific Plan Amendment (Reso. No. _____), , and a Small Lot Tentative Subdivision Map (PL _____) for purposes of redesignating, and subdividing the Fifth Amendment Property. City and Landowner wish to enter into this Fifth Amendment in order to provide for consistency with these land use approvals for the Fifth Amendment Property.

N. City and Landowner wish to enter into this Fifth Amendment in order to amend a provision of the Development Agreement for the Fifth Amendment Property.

O. The Fifth 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 section of the Development Agreement is hereby amended as it pertains to the portion of the Property first assigned to Westpark Sierra Vista:

a. REVISED SECTION 2.2. The summary table of Section 2.2 of the Development Agreement (“Vested Entitlements”) as it relates to property originally assigned to Westpark Sierra Vista from Mourier and Federico, is revised as follows:

“Low Density Residential	463 units on 93.1 Net Acres;
Medium Density Residential	318 units on 42.4 Net Acres;”

b. EXHIBITS. The exhibits attached to this Fifth Amendment are for this Fifth Amendment only, as follows:

Exhibit A – Legal Description of Fifth Amendment Property
Exhibit B -- Plat of Fifth Amendment Property

2. CONSISTENCY WITH GENERAL PLAN. The City Council has found and determined that this Fifth Amendment of the Development Agreement is consistent with the General Plan and the Sierra Vista Specific Plan.

PC Exhibit C

3. AMENDMENT. This Fifth Amendment amends, but does not replace or supersede, the Development Agreement, except as specified herein, and is limited and applies only to development of the Fifth Amendment Property, and does not affect or apply in any manner with respect to the development of any other property within the Sierra Vista Specific Plan Area, including, without limitation, any other portion of the Property. As amended hereby, the Development Agreement remains in full force and effect.

4. FORM OF AMENDMENT. This Fifth 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 Fifth 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 _____, 2021.

CITY OF ROSEVILLE,
a municipal corporation

By: _____
Dominick Casey
City Manager

LANDOWNER:

SOLAIRE COMMUNITY BUILDERS,
LLC, a California limited liability
company

ATTEST:

By: _____
Sonia Orozco
City Clerk

By: _____
Jeff Jones
Its: Manager

APPROVED AS TO FORM:

By: _____
Michelle Sheidenberger
City Attorney

APPROVED AS TO SUBSTANCE:

By: _____
Mike Isom
Development Services Director

PC Exhibit C

18254.FED

05/14/2021

MJW

EXHIBIT "A"

DESCRIPTION OF FD-2

All that real property situated in the City of Roseville, County of Placer, State of California, being a portion of Section 26, Township 11 North, Range 5 East, Mount Diablo Meridian being further described as follows:

Lot 17 as shown and so designated on Sheet 11 of that certain final map titled "Sierra Vista – Federico, Large Lot Subdivision, Subdivision No. PL15-0192" recorded February 16, 2018 in Book EE of Maps, at Page 6, Placer County Records.

Containing 17.12 acres of land, more or less.

See Exhibit "B", plat to accompany description, attached hereto and made a part hereof.

This legal description was prepared by me or under my supervision pursuant to Section 8729 (2) of the Professional Land Surveyors Act.

FOR REVIEW
PURPOSES ONLY

Paul Ferguson, Jr., PLS 9265
License Expiration Date: 03/31/22

Date: _____



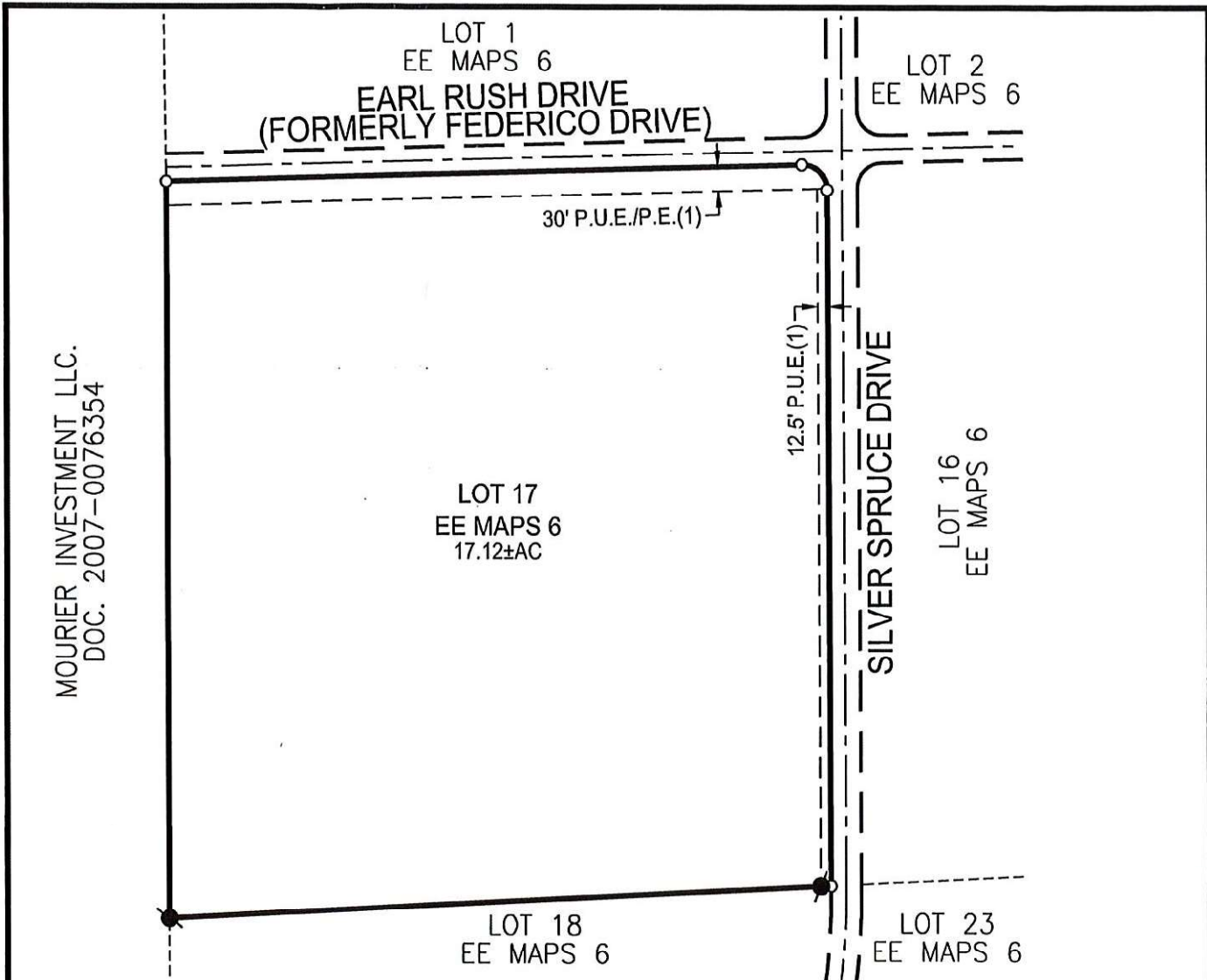
Description prepared by:

MACKAY & SOMPS CIVIL ENGINEERS, INC

1025 Creekside Ridge Dr, Suite 150, Roseville, CA. 95678

P:\18254\survey-MS\mapping\desc\SV-DA AMEND 4-FD2\SV-DA AMEND 4-FD2.docx

PC Exhibit C



LEGEND

- 3/4" IRON PIPE WITH PLASTIC PLUG STAMPED "LS 7944" PER (1)
- DIMENSION POINT
- AC. ACRES
- P.E. PEDESTRIAN EASEMENT
- P.U.E. PUBLIC UTILITY EASEMENT

REFERENCES:

- (1) EE MAPS 6



SHEET 1 OF 1

EXHIBIT "B"			
PROPERTY DESCRIPTION			
FD-2			
SECTION 26, T. 11 N., R. 5 E., M.D.M.			
CITY OF ROSEVILLE			
COUNTY OF PLACER		STATE OF CALIFORNIA	
MACKAY & SOMPS			
<small>ENGINEERS PLANNERS SURVEYORS 1025 Creekside Ridge Drive, Suite 150, Roseville, CA 95678 (916) 773-1189</small>			
M JW	1"= 200'	05/14/2021	18254.FED
DRAWN BY	SCALE	DATE	JOB NO.

IF A DISCREPANCY EXISTS BETWEEN THIS EXHIBIT AND THE ASSOCIATED DESCRIPTION, THE DESCRIPTION HOLDS. THIS EXHIBIT IS FOR GRAPHIC PURPOSES ONLY.