

Recording Requested by:

CITY OF ROSEVILLE

When Recorded Mail to:

City Clerk

City of Roseville

311 Vernon Street

Roseville, CA 95678

Exempt from recording fees

Pursuant to Govt. Code 27383



PLACER, County Recorder

JIM MCCAULEY

DOC- 2004-0065180

Friday, MAY 21, 2004 10:20:39

NOC \$0.00

Ttl Pd \$0.00

Nbr-0001082177

snh/SH/1-10

(THIS SPACE RESERVED FOR RECORDER'S USE)

Fourteenth Amendment to the Development Agreement by and Between the City of Roseville and Roseville Properties Investment Partners LTD., Relative to the Development Known as Regional 65 Centre - (Parcel 18C)

FILED

JUL 02 2004

CITY OF ROSEVILLE

BY

CF: 0401-03-09 #16

Sand Oxe

North Central Rose Specific Plan

0304 0000 0093 0014

CA

Record and When Recorded

Return Original to:

City Clerk
City of Roseville
311 Vernon Street
Roseville, CA 95678

FOURTEENTH AMENDMENT TO THE DEVELOPMENT AGREEMENT
BY AND BETWEEN THE CITY OF ROSEVILLE AND ROSEVILLE
PROPERTIES INVESTMENT PARTNERS LTD., RELATIVE TO THE
DEVELOPMENT KNOWN AS REGIONAL 65 CENTRE

December 2002
(Parcel 18C)

THIS FOURTEENTH AMENDMENT to the Development Agreement By And Between The City of Roseville and Roseville Properties Investment Partners Ltd. Relative To The Development Known As Regional 65 Centre is entered into on the date set forth below, by and between the City of Roseville, a municipal corporation ("City") and Oakville Reserve, Ltd., a Florida limited partnership ("Landowner"), pursuant to the authority of Sections 65864 through 65869.5 of the Government Code of California.

RECITALS

A. The City and Landowner's predecessor in interest, Roseville Properties Investment partners Ltd. ("RPIP") entered into a Development Agreement regarding certain property known as Regional 65 Centre (the "Development Agreement"), which was approved by the City Council of City on September 9 1990, and which was recorded on October 16, 1990, in the Official Records of Placer County as Instrument No. 90-67309.

B. On September 20, 1995, City and RPIP, by Ordinance No. 2917, entered into the First Amendment of the Development Agreement (the "First Amendment"). The First Amendment was recorded on November 7, 1995, in the Official Records of Placer County as Instrument No. 95-059717.

C. On October 4, 1995, City and RPIP, by Ordinance No. 2921, entered into the Second Amendment of the Development Agreement (the "Second Amendment"). The Second Amendment was recorded on November 7, 1995, in the Official Records of Placer County as Instrument No. 95-059585.

D. On December 6, 1995, City and RPIP, by Ordinance No. 2937, entered into the Third Amendment of the Development Agreement (the "Third Amendment"). The Third Amendment was recorded on January 12, 1996, in the Official Records of Placer County as Instrument No. 96-002-015.

E. On February 5, 1996, City and RPIP, by Ordinance No. 2955, entered into the Fourth Amendment of the Development Agreement (the "Fourth Amendment"). The Fourth Amendment was recorded on February 9, 1996, in the Official Records of Placer County as Instrument No. 96-007432.

F. On June 23, 1997, City and RPIP, by Ordinance No. 3108, entered into the Fifth Amendment of the Development Agreement (the "Fifth Amendment"). The Fifth Amendment was recorded on October 30, 1997, in the Official Records of Placer County as Instrument No. 97-0067514-00.

G. On September 2, 1998, City and Richland Irvine, Inc. ("Richland") by Ordinance No. 3261, entered into the Sixth Amendment of the Development Agreement (the "Sixth Amendment"). The Sixth Amendment was recorded on March 5, 1999, in the Official Records of Placer County as Instrument No. 99-0020245.

H. On November 4, 1998, City and Richland by Ordinance No. 3280, entered into the Seventh Amendment of the Development Agreement (the "Seventh Amendment"). The Seventh Amendment was recorded on March 5, 1999, in the Official Records of Placer County as Instrument No. 99-0020246.

I. On May 17, 2000, City and Richland by Ordinance No. 3516, entered into the Eighth Amendment of the Development Agreement (the "Eighth Amendment"). The Eighth Amendment was recorded on June 21, 2000, in the Official Records of Placer County as Instrument No. 2000-0044211.

J. On February 9, 2000, City and Richland by Ordinance No. 3469, entered into the Ninth Amendment of the Development Agreement (the "Ninth Amendment"). The Ninth Amendment was recorded on March 27, 2000, in the Official Records of Placer County as Instrument No. 00-0019534.

K. On July 5, 2000, City and Parkland Reserve, Inc. by Ordinance No. 3551, entered into the Tenth Amendment of the Development Agreement (the "Tenth Amendment"). The Tenth Amendment was recorded on September 28, 2000, in the Official Records of Placer County as Instrument No. 00-0071888.

L. On November 15, 2000, City and Richland by Ordinance No. 3589, entered into the Eleventh Amendment of the Development Agreement (the "Eleventh Amendment"). The Eleventh Amendment was recorded on November 29, 2000, in the Official Records of Placer County as Instrument No. 2000-0101231.

M. On December 20, 2000, City and Richland's successor, for Parcels 38, 39A and 39B only, by Ordinance No. 3603, entered into the Twelfth Amendment of the Development Agreement (the "Twelfth Amendment"). The Twelfth Amendment was recorded on March 16, 2001, in the Official Records of Placer County as Instrument No. 2001-0022571.

N. On October 24, 2001, City and Richland, by Ordinance No. 3746, entered into the Thirteenth Amendment of the Development Agreement (the "Thirteenth Amendment"). The Thirteenth Amendment was recorded on December 18, 2001, in the Official Records of Placer County as Instrument No. 2001-0136402.

O. This Amendment is authorized by Section 1.E of the Development Agreement and Section 65868 of the Government Code of the State of California.

P. The property subject to this Amendment, North Central Roseville Specific Plan ("NCRSP") Parcel 18C, is described in Exhibit A-1 and shown on Exhibit A-2, attached hereto and incorporated herein by reference.

AGREEMENT

1. The prior Section 2.A.1 of the Development Agreement, page 7 of 53, is superseded and is amended and substituted herewith and Section 2.A.1 as set forth below, is substituted therefore:

2.A.1. Generally. The permitted uses of the Property, the density and intensity of use, the maximum height and size of proposed buildings, provisions for reservation or dedication of land for public purposes, and location of public improvements, and other terms and conditions of development applicable to said property shall be those set forth in this Agreement, the North Central Roseville Specific Plan as such Plan provides on the effective date of this Agreement, and the Schematic Development Plan attached hereto as Exhibit B and the Table of Land Uses attached hereto as Exhibit C; provided, however, that the size and shape of particular parcels of the Property shown on the Schematic Development Plan are illustrative only and are, therefore, subject to change as provided in Section 1.F.2.

City is bound with respect to the uses permitted under this Agreement only insofar as this Agreement so provides or as otherwise sets forth in law or ordinance.

City agrees that land use is granted and grants such land use herewith to the Property subject to this Agreement as follows: 81.03 acres, more or less, of Business and Professional land use; 85.20 acres of Community Commercial land use; 41.5 acres of Commercial land use; 94.2 acres of Regional Commercial land use (subject to Section 2.D.1 hereof); 105.4 acres, more or less of BP/Commercial land use; 46.47 acres of Planned Development land use; 2.28 acres of Neighborhood Commercial land use; 1.09 acres of day care use; and 3,494 dwelling units for residential use, all as set forth on Exhibit B and C. Such uses shall be as set forth and defined in the North Central Roseville Specific Plan or the Zoning Ordinance provides on the effective date of this Agreement. The floor area coverage of buildings and improvements constructed on any parcel of land allocated to Business and Professional use shall not exceed forty percent (40%), and shall not be less than twenty-eight percent (28%), of the total land area of that parcel.

2. The property subject to this Fourteenth Amendment is and shall be Parcel 18C of the North Central Roseville Specific Plan (as described in Exhibit A-1 and shown on Exhibit A-2) and no other property. This Fourteenth Amendment shall apply to such parcel as its interests appear. With respect to land subject to the Development Agreement which is not part of the property subject to this Fourteenth Amendment, the Development Agreement shall continue to apply (except to the extent that portions of such land have been terminated as provided in Section 1.B of such Agreement).

3. All provisions of the Development Agreement not otherwise inconsistent with this Fourteenth Amendment, are and shall remain in full force and effect. Such provisions are herewith reenacted, readopted, and approved and ratified herewith as if fully set forth herein. Adoption of this Fourteenth Amendment and the readoption and ratification are consistent with the Roseville General Plan, and North Central Roseville Specific Plan as amended and the EIR certified by the City of Roseville on May 31, 1990.

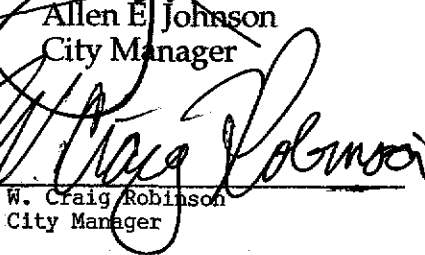
Approved and adopted pursuant to Ordinance No. 4065, this 7th day of April, 2004.

CITY:

CITY OF ROSEVILLE,
A municipal corporation

By: 

Allen E. Johnson
City Manager

By: 

W. Craig Robinson
City Manager

LANDOWNER:

OAKVILLE RESERVE, LTD.
a Florida limited partnership

By: URBAN PROPERTIES OF
CALIFORNIA, INC., a Florida
corporation
Its: General Partner

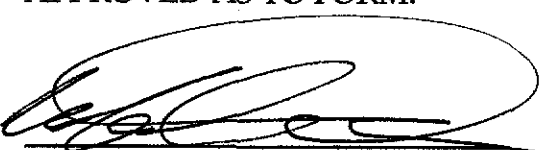
By: 

Its: VICE PRESIDENT

By: 

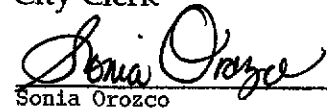
Its: VICE PRESIDENT

APPROVED AS TO FORM:


Mark J. Doane
City Attorney

ATTEST:


Carolyn Parkinson
City Clerk


Sonia Orozco
City Clerk

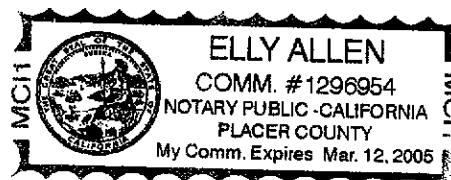
STATE OF CALIFORNIA)
 : ss.
COUNTY OF PLACER)

On this 10th day of May in the year of 2004, before me, the undersigned, a Notary Public in and for said State, personally appeared W. Craig Robinson, personally known to me to be the person whose name is subscribed to the within instrument and acknowledged to me that he executed the same in his authorized capacity, and that by his signature on the instrument the person, or the entity upon behalf of which the person acted, executed the instrument.

WITNESS my hand and official seal.



Notary Public in and for said State



THIS CERTIFICATE MUST BE ATTACHED TO THE DOCUMENT DESCRIBED AS FOLLOWS:

Title or Type of Document: Fourteenth Amendment to Development Agr.

Date of Document: April 7, 2004

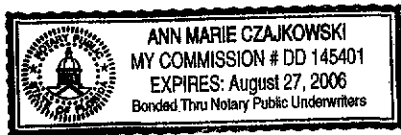
Acknowledgment – All Purpose

Notary Acknowledgment

State of **FLORIDA**

County of **HILLSBOROUGH**

The foregoing instrument was acknowledged before me this **16th** day of **DECEMBER, 2002**, by **DALE A. WEST** as **VICE PRESIDENT** of **URBAN PROPERTIES OF CALIFORNIA, INC.**, a FLORIDA corporation, on behalf of said company. He is personally known to me.



Ann Marie Czajkowski
Signature of Notary

Name: **ANN MARIE CZAJKOWSKI**
Serial No: **DD 145401**
My Commission Expires: **8/27/2006**

Notary Acknowledgment

State of **FLORIDA**

County of **HILLSBOROUGH**

The foregoing instrument was acknowledged before me this 16th day of **DECEMBER, 2002**, by **DANIEL B. GREEN** as **VICE PRESIDENT** of **URBAN PROPERTIES OF CALIFORNIA, INC.**, a FLORIDA corporation, on behalf of said company. He is personally known to me.



Ann Marie Czajkowski

Signature of Notary

Name: **ANN MARIE CZAJKOWSKI**
Serial No: **DD 145401**
My Commission Expires: **8/27/2006**

ORDINANCE NO. 4065

ORDINANCE OF THE COUNCIL OF THE CITY OF ROSEVILLE
ADOPTING A FOURTEENTH AMENDMENT TO DEVELOPMENT AGREEMENT WITH
THE ROSEVILLE PROPERTIES INVESTMENT PARTNERS LTD., AND AUTHORIZING
THE CITY MANAGER TO
EXECUTE IT ON BEHALF OF THE CITY OF ROSEVILLE

THE CITY OF ROSEVILLE ORDAINS:

SECTION 1. In accordance with Chapter 19.84 of Title 19 of the Roseville Municipal Code (the Zoning Ordinance) of the City of Roseville, the City Council has received the recommendation of the Planning Commission that the City of Roseville enter into a Fourteenth Amendment to Development Agreement with the Roseville Properties Investment Partners Ltd., to alter and clarify provisions in the existing Development Agreement relating to North Central Roseville Specific Plan (Oakville Reserve, Ltd. - Parcel 18C).

SECTION 2. The Council of the City of Roseville has reviewed the findings of the Planning Commission recommending approval of the Fourteenth Amendment to Development Agreement for the North Central Roseville Specific Plan, and makes the following findings:

1. The Fourteenth Amendment to Development Agreement is consistent with the objectives, policies, general land uses and programs specified in the City of Roseville General Plan and the North Central Roseville Specific Plan;

2. The Fourteenth Amendment to Development Agreement is consistent with the City of Roseville Zoning Ordinance and Zoning Map;

3. The Fourteenth Amendment to Development Agreement is in conformance with ~~public health, safety and welfare;~~

4. The Fourteenth Amendment to Development Agreement will not adversely affect the orderly development of property or the preservation of property values; and

5. The Fourteenth Amendment to Development Agreement will provide sufficient benefit to the City of Roseville to justify entering into the Fifteenth Amendment to Development Agreement.

SECTION 3. The Fourteenth Amendment to Development Agreement by and between the Roseville Investment Partners Ltd. and the City of Roseville is hereby approved and the City Manager is authorized to execute it on behalf of the City of Roseville.

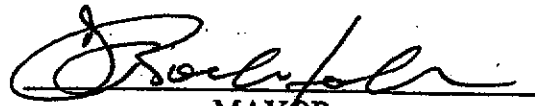
SECTION 4. The City Clerk is directed to record the executed Fourteenth Amendment Development Agreement within ten (10) days of the execution of the agreement by the City Manager with the County Recorder's office of the County of Placer.

SECTION 5. This ordinance shall be effective at the expiration of thirty (30) days from the date of its adoption.

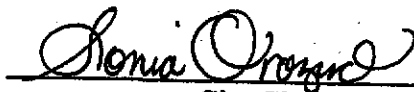
SECTION 6. The City Clerk is hereby directed to cause this ordinance to be published in full at least once within fourteen (14) days after it is adopted in a newspaper of general circulation in the City, or shall within fourteen (14) days after its adoption cause this ordinance to be posted in full in at least three public places in the City and enter in the Ordinance Book a certificate stating the time and place of said publication by posting.

PASSED AND ADOPTED by the Council of the City of Roseville this 7th day of April, 2004, by the following vote on roll call:

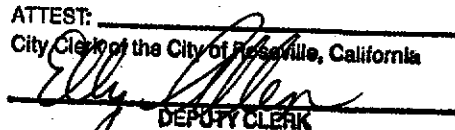
AYES	COUNCILMEMBERS:	John Allard, Richard Roccucci, Jim Gray, Gina Garbolino, Rocky Rockholm
NOES	COUNCILMEMBERS:	None
ABSENT	COUNCILMEMBERS:	None


MAYOR

ATTEST:


City Clerk

The foregoing instrument is a correct copy of the original on file in the City Clerks Department.

ATTEST: _____
City Clerk of the City of Roseville, California

DEPUTY CLERK