



PLACER, County Recorder

JIM MCCAULEY

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CITY OF ROSEVILLE

When Recorded Mail to:

City Clerk
City of Roseville
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Roseville, CA 95678

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TWENTIETH AMENDMENT OF DEVELOPMENT AGREEMENT BY AND BETWEEN
THE CITY OF ROSEVILLE AND ROSEVILLE PROPERTIES INVESTMENT
PARTNERS LTD. RELATIVE TO THE NORTH CENTRAL ROSEVILLE SPECIFIC
PLAN PARCEL 20C THE VENU AT GALLERIA CONDOMINIUM CONVERSION

DM

RECORDING REQUESTED BY AND
WHEN RECORDED, MAIL TO:

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City of Roseville
311 Vernon Street
Roseville, California 95678

**TWENTIETH AMENDMENT OF DEVELOPMENT AGREEMENT
BY AND BETWEEN THE CITY OF ROSEVILLE AND
ROSEVILLE PROPERTIES INVESTMENT PARTNERS LTD.
RELATIVE TO THE NORTH CENTRAL ROSEVILLE SPECIFIC PLAN PARCEL 20C
THE VENU AT GALLERIA CONDOMINIUM CONVERSION**

This Amendment ("**Amendment**") to amend the development agreement entitled "Development Agreement By and Between the City of Roseville and Roseville Properties Investment Partners, Ltd. Relative to the Development Known as Regional 65 Centre", including all prior amendments thereto ("**Development Agreement**") relative to the development known as The Villas at Galleria Condominium Conversion is entered into on the date set forth below, by and between the City Of Roseville, a municipal corporation ("**City**") and Villas at Galleria, L.P., a California limited partnership ("**Developer**"), pursuant to authority of Sections 65864 through 65869.5 of the Government Code of California.

Recitals

A. On or about September 5, 1990, City and Roseville Properties Investment Partners, Ltd. ("**RPIP**") entered into the Development Agreement, pursuant to which RPIP agreed to develop certain property more particularly described in the Development Agreement ("**North Central Roseville Specific Plan**"), subject to certain conditions and obligations set forth in the Development Agreement. The Development Agreement was recorded against the North Central Roseville Specific Plan in the Official Records of Placer County on October 16, 1990, as Instrument Number 90-67309.

B. The subject of this Amendment is the proposed condominium conversion of an existing 258-unit apartment complex ("**Project**"). The Project is located on approximately 12.9 acres located in the City of Roseville, County of Placer, as described in **Exhibit "A-1"** and shown on **Exhibit "A-2"** ("**Property**"), attached hereto and incorporated herein by this reference. The Property is a portion of the North Central Roseville Specific Plan covered in the Development Agreement.

C. As current of owner of the Property, Developer is a successor-in-interest to RPIP with respect to RPIP's rights and obligations under the Development Agreement. Developer

represents that all persons holding legal or equitable interests in the Property shall be bound by the Development Agreement, as amended by this Amendment.

D. Section 1.E. of the Development Agreement provides for the amendment of the Development Agreement by mutual consent of the City and Developer.

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

F. To strengthen the public planning process, encourage private participation in comprehensive planning and reduce the economic risk of development, the Legislature of the State of California adopted Section 65864, et seq., of the Government Code (the "**Development Agreement Statute**"), which authorizes the City of Roseville and an applicant for a development project to enter into a development agreement, establishing certain development rights in the Property which is the subject of the development project application.

G. On June 2, 2004, the City Council amended Chapter 58 of Title 19 of the Roseville Municipal Code establishing procedures and requirements for the conversion of apartments to condominiums and requiring that applicants for a condominium conversion enter into a development agreement that provides for a public safety services assessment, community benefit fee payment and tenant relocation assistance plan. ("**Condominium Conversion Ordinance**," Roseville Municipal Code Section 19.58.030.E.)

H. On July 28, 2005, the City Planning Commission, designated by Roseville Ordinance No. 1774 as the planning agency for purposes of development agreement review pursuant to Government Code Section 65867, in a duly noticed and conducted public hearing, considered this Agreement and recommended that the City Council approve this Agreement.

I. The City has approved the following land use entitlements for the Project ("**Entitlements**"), which entitlements are subject of this Agreement:

1. Tentative Condominium Map (Subdivision Map No. _____), as approved on July 28, 2005 ("**Tentative Map**").

2. This Agreement, as adopted by Ordinance No. 4278, dated September 7, 2005 (the "**Adopting Ordinance**").

J. Developer has incurred and will incur substantial costs in order to comply with Conditions of Approval of the Entitlements and to assure development of the Property in accordance with the Entitlements and the terms of the Development Agreement, as amended by this Amendment.

K. Development of the Property will result in a need for municipal services and facilities, which services and facilities will be provided by City to such development subject to the performance of Developer's obligations hereunder.

L. City and Developer have taken all actions mandated by and fulfilled all requirements set forth in the Development Agreement Ordinance of the City of Roseville, Article V, Chapter 19.84 of Ordinance No. 3014 of the Roseville Municipal Code.

M. Having duly examined and considered this Amendment and having held properly noticed public hearings, hereon, the City finds and declares that this Amendment is consistent with the General Plan of the City of Roseville.

1. AGREEMENT

1. The parties agree to amend the Development Agreement to include the following additional Section 2.A.3 with respect to the Property. These provisions shall only apply to the portion of the North Roseville Specific Plan described in **Exhibit A-1**. The Parties further agree that all provisions of the Development Agreement shall continue to apply to the Property to the extent required under the Development Agreement.

“2.A.3. The Villas at Galleria Conversion.”

2.A.3.a. Community Benefit Fee. As partial consideration for this Agreement, and to ensure that the Project will benefit current and future residents of Roseville, Developer shall pay a Community Benefit Fee at the close of escrow for each unit or within twelve (12) months of the recordation of a final condominium map (“**Final Map**”), whichever occurs sooner. The Community Benefit Fee for each unit shall be \$5,000.00. Payment of the Community Benefit Fee shall satisfy Developer’s entire obligation under Roseville Municipal Code section 19.58.030.E.3.

2.A.3.b. Consent, Waiver and Special Benefit. Developer agrees to either form a Services CFD for the provision of public safety services to the Property or to annex the Property into an existing Services CFD as a condition precedent to issuance of a final subdivision map for the Project. Developer consents to and shall cooperate in such formation or other financing mechanism for services purposes and consents herewith to a levy of such special taxes as are necessary to fund the provision of police, fire, and other public safety services deemed necessary by the City. For the purposes of Article 13D of the California Constitution, Developer acknowledges that the services described herein to be provided by the Services CFD will provide a “special benefit” to the Property as defined by said Article and that the foregoing support and consent shall apply as to any claim that any portion of the Services supported by the special tax does not provide special benefits to the Property. The initial amount of the assessment shall be \$196.00 per dwelling unit. The City agrees that formation of, or annexation into, a Services CFD as provided in this Agreement and as consistent with Roseville Municipal Code Section 19.58.030.E.2. shall satisfy of all of Developer’s obligations under Roseville Municipal Code section 19.58.030.E.2., as adopted June 2, 2004.

2.A.3.c. Tenant Relocation Assistance Plan. Developer shall comply with all provisions of the Tenant Relocation Assistance Plan for the Property, a copy of which is attached to this Agreement as **Exhibit B**.

2.A.3.d Termination of Development Agreement. This Agreement shall automatically be terminated, without any further action by either party or need to record

any additional document, with respect to any condominium unit within the Property, upon completion of conveyance of such unit by Developer to a bona fide good faith purchaser thereof. Termination of this Agreement for any such condominium unit as provided for in this section 2.A.3.d shall not in any way be construed to terminate or modify any assessment district or Mello-Roos Community Facilities District lien affecting such lot at the time of termination.

2.A.3.e Waiver of Extension. Developer acknowledges that the Condominium Conversion Ordinance was enacted by the City Council as an urgency measure, due to the immediate and ongoing need in the City and the region for affordable purchase housing. Therefore, Developer hereby knowingly and intentionally waives all rights, under the California Subdivision Map Act or any other applicable provision of law, to extend the term of the tentative map approval for conversion of the Property from apartments to condominiums. Developer expressly acknowledges and agrees that such tentative map approval will expire 24 months from the date of tentative map approval if a final condominium map for the Property has not been approved and recorded by that time.

2.A.3.f Parking Plan. Developer shall prepare a parking plan for the Property prior to recordation of the Final Map. The parking plan provisions shall include the following, in addition to other provisions reasonably required by the Planning Department:

(i) Garages are intended and shall be used for resident vehicle parking. Any general storage or other use of garages shall be ancillary in nature and shall be minimized in order to assure continuing use of garages for resident vehicle parking.

(ii) Each unit in the Property shall include an exclusive right to use one or more garage or covered parking space. Each unit containing two or more bedrooms shall include an exclusive right to use two or more parking spaces, including at least one garage or covered parking space.

2. All other section of the existing Development Agreement shall remain in full force and effect.

Approved this 7th day of September, 2005 by the City Council of the City of Roseville.

CITY:

CITY OF ROSEVILLE, a municipal corporation

By: W. Craig Robinson
W. CRAIG ROBINSON
City Manager

ATTEST

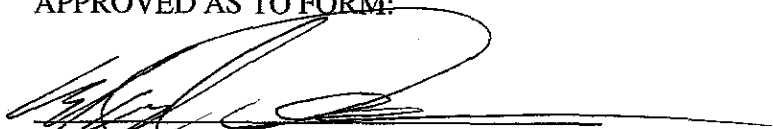
Sonia Orozco
SONIA OROZCO
City Clerk

DEVELOPER:

VILLAS AT GALLERIA, L.P.
A California limited partnership

By: David Dewar Kenneth Losch
Name: David Dewar Kenneth Losch
Title: Partners
Date: 8.15.05

APPROVED AS TO FORM:



MARK J. DOANE
City Attorney

APPROVED AS TO SUBSTANCE:



PAUL RICHARDSON
Planning Director

Exhibits:

- A-1 Legal Description of Property
- A-2 Map of Property
- B Tenant Relocation Plan

State of Arizona
County of Maricopa
On 8-5-05 David Dewar and Kenneth
Losch appeared before me to be the signers
of the above instrument.

Stephanie Lee Stroud Martensen



Signature Addendum

Dated: October 27th, 2005

Villas at Galleria, L.P., a California limited partnership

By: Enclave at Roseville Investments, Inc.
An Arizona corporation, General Partner

By: _____

Name: David C. Dewar

Title: Partner

By: _____

Name: Kenneth K. Losch

Title: Partner

State of Arizona
County of Maricopa

On October 27th, 2005, David C. Dewar and Kenneth K. Losch, partners of Villas at Galleria, LP personally appeared before me, whom I personally know to be the signers of the above instrument.

Stephanie Lee Stroud Martensen
Notary Signature

My Commission Expires: 3.25.06



STATE OF CALIFORNIA)
 : ss.
COUNTY OF PLACER)

On this 7th day of October in the year of 2005, 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.

Helen Dreyer
Notary Public in and for said State



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

Title or Type of Document: Twentieth Amendment to Development Agreement – The Venu at Galleria Condominium Conversion

Date of Document: September 7, 2005

Acknowledgment – All Purpose

EXHIBIT "A-1"
Legal Description of Property

LEGAL DESCRIPTION

Real property in the City of Roseville, County of Placer, State of California, described as follows:

All that certain real property situate in a portion of Lots 54a and 54b and 56, as shown on the "Plat of Regional 65 Centre", as filed for record in Book "R" of Maps, at Page 24 of the Official Records of Placer County, and being more particularly described as follows:

Beginning at the most Northerly corner of said Lot 54a; said point being on a curve and on the Southerly right-of-way of Gibson Drive; thence from said True Point of Beginning along said curve to the right which tangent bears South 50 degrees 27 minutes 45 seconds East; thence along said curve to the right having a radius of 973.00 feet through a central angle of 79 degrees 27 minutes 02 seconds with an arc length of 1349.24 feet; subtended by a chord which bears South 10 degrees 44 minutes 13 seconds East for a distance of 1243.70 feet; thence leaving said right-of-way North 48 degrees 05 minutes 11 seconds West a distance of 984.43 feet to the Northwesterly line of said Lot 54a; thence North 41 degrees 35 minutes 27 seconds East along said Northwesterly line of Lot 54a a distance of 754.53 feet to the point of beginning.

Excepting therefrom all oil, gas, minerals, hydrocarbon and kindred substances lying below a depth of 500 feet as reserved in that certain Deed recorded May 5, 1982 in Book 2497, Page 696, and that certain Deed recorded July 24, 1972 in Book 1432, at Page 305, Placer County Records.

APN: 363-010-056-000 and 363-010-060-000

EXHIBIT A-2
Map of Property



N50°27'45"W

VILLAS AT GALLERIA, LP
A.P.N. - 363-010-060

APN# 363-010-056 & 060
12.9± ACRES

R=973.00'
Δ=79°27'02"
L=1349.24'
CB=S10°44'13"E
CD=1243.70'

N49°05'11"W

CITY OF ROSEVILLE
A.P.N. - 363-010-057

684.45'

N28°59'18"E



Design Group, Inc

590 MENLO DRIVE SUITE 1
ROCKLIN, CA 95765
(916) 625-1309
FAX. (916) 625-1310

DEC. 22, 2005
LDC JOB #0341

PREPARED FOR:
CITY OF ROSEVILLE

PROPERTY EXHIBIT

TRILLIUM

301 GIBSON BLVD.

ROSEVILLE, CALIFORNIA



***VENU AT GALLERIA
CONDOMINIUM CONVERSION PROJECT***

TENANT RELOCATION ASSISTANCE PLAN

Prepared for:

Avenue Communities, LLC

By:

**Overland, Pacific & Cutler, Inc.
8950 Cal Center Drive, Suite 102
Sacramento, California 95826
(800) 385-0244**

**Final
June 2005**

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INTRODUCTION

Avenue Communities, LLC of Phoenix, Arizona is in the process of complying with the various state and local legal requirements that apply to the proposed condominium conversion of the Venu at Galleria apartment complex in the city of Roseville (the City). Among the local requirements are those expressed in Title 19 (Zoning) of the Roseville Municipal Code (the Code) Code section 19.58.050 lays out the required contents of the Condominium Conversion Application, one of which is a Tenant Relocation Assistance Plan. Code section 19.58.070 (see **Exhibit A**) details the specific requirements of the tenant relocation plan and provides the basis for the following document.

November 5, 2004, Avenue Communities, LLC issued a series of written notifications to the residents of The Venu at Galleria including, a letter of notification concerning the proposed conversion (see **Exhibit B**), a 60 Day Notice of Filing Tentative Map for Conversion (see **Exhibit C**) and a 180 Day Notice of Intention to Convert to Condominiums (see **Exhibit D**). In the course of this communication, tenants have been informed of their 90-day exclusive right to purchase a unit in the complex. To date, 92 residents have indicated a desire to pursue or consider the purchase option. Some residents, opting to take advantage of nearby available housing opportunities, have moved, or plan to move on their own volition, waiving any right to relocation assistance.

Avenue Communities, LLC has made all residents aware that there is no need to vacate presently and that notices-to-vacate will only be issued in the event the Conversion Application were to be approved.

The objectives of Avenue Communities, LLC are to meet all of its legal responsibilities associated with the conversion application process and to assure the City and The Venu at Galleria apartment residents that the company will extend every effort and courtesy it can to minimize the disruption of the relocation process. The company realizes it has a special obligation to low income, elderly, families with children in grades K through 12, and handicapped households and will act, as required, to provide the special protections called for in the Municipal Code.

This plan was written by Overland, Pacific & Cutler, Inc. (OPC), a professional consulting firm with offices in Sacramento specializing in public agency acquisition and relocation projects.

A. PROJECT LOCATION

The Venu at Galleria Condominium Conversion Project is located in the City of Roseville, within the south-western part of Placer County. The Venu at Galleria can be reached by traveling east on Highway 80 then exiting north onto Highway 65, then exiting west onto Galleria Blvd, turning right at Roseville Parkway and finally turning right onto Gibson Drive. (See Figures 1 and 2)

Figure 1: Regional Project Location

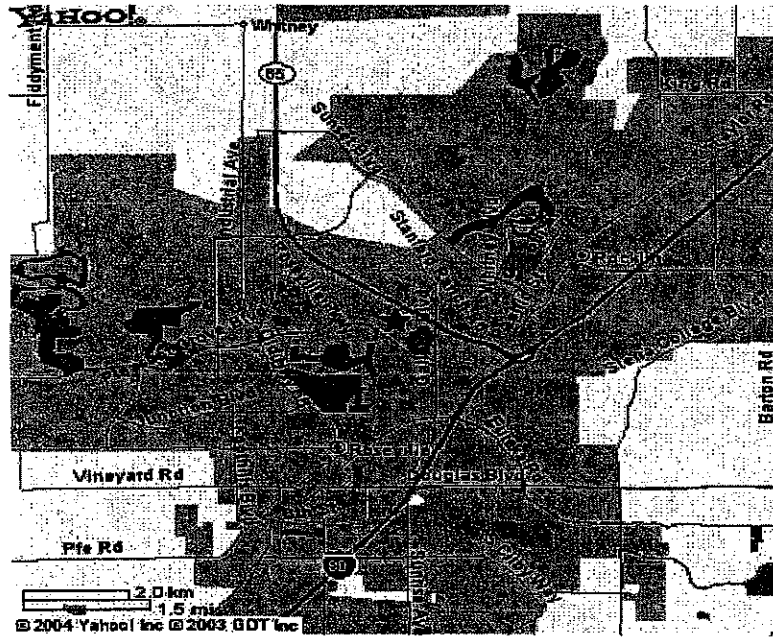
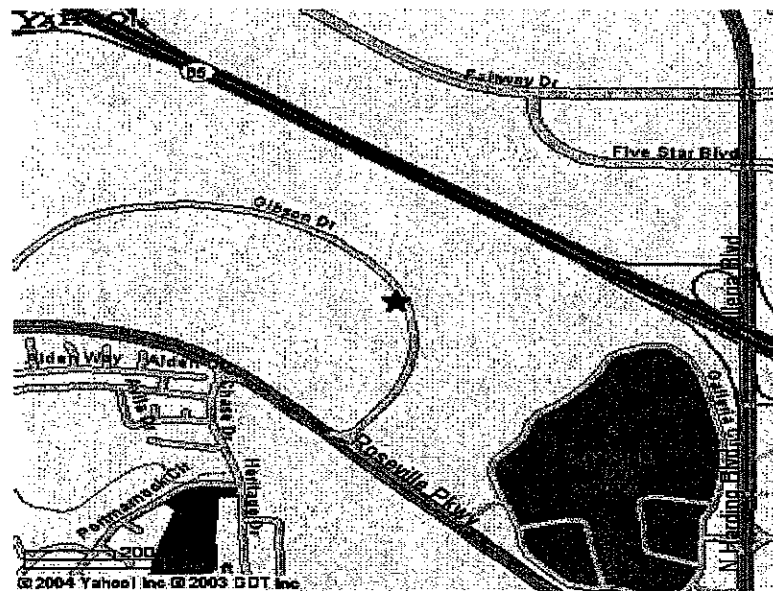


Figure 2: Project Site Location



TENANT PROFILE

Efforts were made over a three week period beginning November 6 through December 15, 2004 to personally survey/interview all residents of the complex. OPC mailed a "Request for Contact" letter to each occupied unit (see **Exhibit E**). Households that failed to respond to the first "Request for Contact" letter were mailed a second request (see **Exhibit F**). In an effort to assure that all residents had an opportunity to participate in the survey/interview, OPC representatives made themselves available to meet with the residents both in the evening and on weekends. In addition, OPC made at least three door-to-door attempts to reach all remaining non-responsive residents. On June 8, 2005 OPC mailed a "Request for Contact" to 16 new occupants, these occupants move into the complex before January 14, 2005. The purpose of the survey/interview was to gather, in the form of a residential questionnaire (see **Exhibit G**), the general demographic information necessary to identify households that might qualify for special assistance under the Municipal Code, and to become broadly acquainted with tenants' rehousing requirements and preferences.

At the time the survey/interview process, there were 215 households renting units at The Trillium at Galleria. Of these, 62 households declined to be interviewed. An additional 17 households which might otherwise have qualified for assistance were in the midst of moving and voluntarily relinquished any claim to benefits. Of the 16 new occupants 6 occupants were interviewed, 1 declined stating giving notice, 4 had give notice to vacate and 5 made no contact with OPC. Of the 152 remaining eligible households, 139 were interviewed on-site and three were interviewed by phone. Demographic details concerning the 142 surveyed households are presented below followed by a discussion of the "special assistance" households.

1. Demographic Data

- a. Total Occupant Population - 265
- b. Adults/Children - 218/47
- c. Ethnicity:

Ethnicity of Project Households (141) Households		
Ethnicity	# of Households	Project %
White	116	82%
Black	2	1%
Hispanic	8	6%
Asian	14	7%
Some Other Race	6	4%

- d. Income Breakdown: (See **Exhibit H - 2004 Income Limits**)

The Trillium Residential Profile Sheets were used to determine household income in cases where the household declined to provide income information.

Very Low (31-50% of median)	Lower (51-80% of median)	Moderate (81-120% of median)	High (>121% of median)
6	24	103	8

e. Project Rents:

Project Rents (Apartments)				
Bedroom Size	Studio	One Bedroom	Two Bedroom	Three Bedroom
Market Rent Range	\$838-\$1145	\$890-\$1265	\$1000-\$1500	\$1267-\$1770
Average (rounded)	\$943	\$1059	\$1238	\$1463

Project Rents (Townhouse)		
Bedroom Size	Two Bedroom	Three Bedroom
Market Rent Range	\$1086-\$1545	\$1150-\$1800
Average (rounded)	\$1300	\$1592

2. Special Assistance Households

The Municipal Code requires enhanced assistance to those households with any of the following five characteristics: a) persons with permanent disabilities (as defined in 42 U.S.C. 423, or Section 102(7) of the Development Disabilities Assistance Bill of Rights Act [42 U.S.C. 6001], or 24 C.F.R. 8.3); b) low-income tenants (defined as having incomes equal or below eighty (80) percent of the Sacramento Primary Metropolitan Statistical Area median income); c) permanently disabled tenants that are sixty (60) years of age or older; d) low-income tenants that are sixty (60) years of age or older or, e) families with children in grades K through 12.

According to the above criteria, the information reported by the residents during the survey/interview indicate that there are four (4) permanently disabled tenants over the age of sixty (60), two (2) senior low income households, twenty-nine (29) non senior low-income households, and 22 households with children in grades K through 12 which potentially qualify for enhanced assistance.

3. Replacement Housing Needs

The replacement housing needs of Venu at Galleria residents match the current housing mix according to bedroom size. Eligible households currently occupy 26 studio, 50 one-bedroom, 59 two-bedroom and 17 three-bedroom units. According to the City of Roseville Affordable Rental Housing Development Agreement with Venu at Galleria Apartments, 26 housing units are to be held for tenants with below 80% income level, currently 18 of those units are in-use.

C. THE RELOCATION ASSISTANCE PROGRAM

The relocation assistance program for the Project conforms to the requirements of the Municipal Code. Assistance will be provided as shown in the table below to 6 groups of individuals. To qualify for assistance all households must be residents of the Venu at Galleria at the time the Conversion Application is approved and must have been occupants prior to January 14, 2005.

GROUP	BENEFIT
Displaced tenants with incomes that exceed eighty (80) percent of the Sacramento Primary Metropolitan Statistical Area median income	Relocation assistance including, but not limited to, active assistance in securing replacement housing, not higher in cost than the unit being converted, and a payment for displacement cost. Such payment shall be equal in amount to two months rent and the security deposit amount paid by the tenant for the existing apartment unit. If Avenue Communities, LLC cannot supply the displaced tenant with an available referral to a comparable replacement dwelling, not higher in cost than the unit being converted, a 12 month price differential payment will be paid to the displaced tenant.
Tenants with permanent disabilities (as defined in 42 U.S.C. 423, or Section 102(7) of the Development Disabilities Assistance Bill of Rights Act [42 U.S.C. 6001], or 24 C.F.R. 8.3)	Leases with terms no less than twelve (12) months, either in the building being converted, or in alternative housing provided by Avenue Communities, LLC comparable in location, amenities, and cost to that being converted. If off-site alternative housing is provided, Avenue Communities, LLC will provide a payment for displacement cost. Such payment shall be equal in amount to two months rent and the security deposit amount paid by the tenant for the existing apartment unit. If Avenue Communities, LLC cannot supply alternative housing, not higher in cost than the unit being converted, a 12 month price differential payment will be paid to the displaced tenant.
Tenants who are low-income (defined as having incomes equal or below eighty (80) percent of the Sacramento Primary Metropolitan Statistical Area median income)	Leases with terms no less than twelve (12) months, either in the building being converted, or in alternative housing provided by Avenue Communities, LLC comparable in location, amenities, and cost to that being converted. If off-site alternative housing is provided, Avenue Communities, LLC will provide a payment for displacement cost. Such payment shall be equal in amount to two months rent and the security deposit amount paid by the tenant for the existing apartment unit. If Avenue Communities, LLC cannot supply alternative housing, not higher in cost than the unit being converted, a 12 month price differential payment will be paid to the displaced tenant.
Permanently disabled tenants that are sixty (60) years of age or older	Lifetime lease at the Venu at Galleria starting at current rent and adjusted according to HUD Section 8 criteria.
Low-income tenants that are sixty (60) years of age or older	Lifetime lease at the Venu at Galleria starting at current rent and adjusted according to HUD Section 8 criteria.
Families with children in grades K through 12 Actual moving services provided by Avenue Communities, LLC or professional mover and	A displacement payment equal in amount to two months rent plus the security deposit amount paid by the tenant for the existing apartment unit, a 12 month rent differential, if applicable. In addition, households that fall into this category will not be required to vacate during the school year.

1. Minimum Relocation Assistance Provisions

The Tenant Relocation Assistance shall be equivalent of two month's rent and the return of deposit amount paid by the tenant for their existing apartment unit. This pertains to all eligible residents who resided at the Venu at Galleria prior to January 14, 2005.

2. Referral Assistance

Prior to, or upon issuance of the 60 Day Notice-to-Vacate, a referral list of available apartment units will be distributed to each eligible household. The referral list will provide addresses, contact names, bedroom size, rental amount, lease terms and a description of amenities, if available. Staff will be available on-site, at the Venu at Galleria complex to assist residents in the process of locating and securing units.

3. Displacement Payments

Displacement payments will be disbursed in a lump sum upon confirmation that a replacement unit has been secured.

4. Deposits

The full amount of the security deposit paid by the tenant for the existing apartment unit will be refunded in full to the tenant upon vacation of the unit.

5. Rent Differential

A household may qualify for a rent differential payment if it is determined that comparably priced, similar sized housing is unavailable to that household after service of the 60 Day Notice-to-Vacate and before the household commits to rent a replacement unit. Rent differential amounts will reflect the lesser difference between the monthly rent for an available referral unit and the actual new rent of the replacement dwelling. Rent differential payments will be calculated over a 12 month period and paid in a lump sum following vacation of the Venu at Galleria unit. Claim for rent differential assistance will have to be made prior to vacation of the Venu at Galleria unit.

6. Purchasing Incentives

If resident should decide to purchase a condominium unit at The Venu at Galleria, tenant shall receive a \$5,000 credit to be used either towards escrow, down payment or deduction in the price of the unit.

D. REPLACEMENT HOUSING RESOURCES

Replacement housing resources in the Roseville/Rocklin area were surveyed in mid-November, 2004. As the data presented in the table below show, there appears to be a more than sufficient number necessary to meet the re-housing requirements of Venu at Galleria residents. The median prices of found units compare favorably with current rents at the Venu at Galleria complex (see Exhibit I).

Availability and Cost of Replacement Rental Housing - Roseville/Rocklin Area			
Bedroom Size	Studio/One	Two	Three
# Found (# needed)	172 (73)	464 (49)	138 (15)
Rent Range	\$675-\$1,300	\$895-\$1,500	\$1,175-\$1,880
Market Median Rent	\$988	\$1,197	\$1,525

E. CONCLUSION

Avenue Communities, LLC recognizes its obligations pursuant to Roseville Municipal Code Section 19.058.070 and has fashioned a tenant assistance program which complies with the spirit and intent of the Code. The residents of the Venu at Galleria complex have been personally surveyed to determine eligibility for benefits and have been apprised of their rights to pursue a purchase of a converted unit in the complex. The tenant assistance program provides for coordination and counseling services as well as potential financial benefits to offset increases in monthly rent. Six households will receive lifetime assistance because of qualifying conditions. Because of the number of individuals who are opting to move prior to actual approval of the Conversion Application, it is estimated that it would be necessary, upon approval, to relocate approximately 142 households from the complex. Replacement housing resource data obtained as recently as the middle of November, 2004 suggest there will be more than sufficient units available to meet the needs of Venu at Galleria residents.

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EXHIBIT A

CHAPTER 19.58 – RESIDENTIAL CONDOMINIUM CONVERSION

Section 19.58.010 - Mitigation Measures

The Council finds that the existing stock of rental housing provides the majority of housing opportunities for lower and middle income households. A shortage of such units exists, and any reduction in the stock of such units would be incompatible with the goals of the Housing Element of the General Plan. Conversion of such units into condominiums often results in displacement of lower and middle-income households. It is the intention of this section to regulate such conversion and to mitigate displacement where conversion occurs. (Ord. 3014 (part), 1996.)

Section 19.58.020 - Condominium Conversion Defined

Condominium conversion occurs whenever a multiple residential dwelling unit building or a residential housing project containing three (3) or more dwelling units under the same ownership, or such a project that has been granted an occupancy permit is subdivided so that individual dwelling units are available for sale as condominiums within the meaning of Civil Code Section 783. The subdivision shall be processed in accordance with Roseville Municipal Code Title 18 and the Subdivision Map Act. (Government Code section 66410 et seq.) All notices to tenants required by Government Code Section 66427.1 shall be given by the developer. (Ord. 3922 § 12, 2003; Ord. 3901 § 1, 2002; Ord. 3014 (part), 1996.)

Section 19.58.030 - Limitations on Conversions

- A. Where Allowed. A conversion to condominiums shall be permitted only in the R3, Attached Housing District, Residential Mixed Use District (RMU) and Planned Development (PD) District.
- B. Minimum Community Vacancy Rate. No conversion to condominiums shall be accepted or approved when the City-wide vacancy rate for multiple unit housing, as determined by the Director, is equal to or less than five (5) percent averaged over the previous four (4) quarters prior to application submittal. If the averaged vacancy rate exceeds five (5) percent, then an application for a conversion to condominiums may be accepted by the City. A request for conversion shall apply to an entire multi-family housing project and partial conversions shall not be permitted.
- C. Determination of Vacancy Rate. The vacancy rate shall be determined by using information regarding vacancies within multi-family complexes of fifty (50) or more units. Supplemental information on rental vacancies in multi-family complexes of between three (3) and fifty (50) units obtained by City staff, the applicant, or other interested parties may also be utilized if available.
- D. Minimum Multi-Family Rental Unit Pool. No conversion to condominiums shall be accepted or approved if the current percentage of multi-family rental units (within complexes of 3 or more units) is at or below fifteen percent (15%) of the total number of housing units within the city. Under no circumstance shall a conversion reduce the percentage of multi-family rental units below fifteen percent (15%) of the total number of housing units within the city.
- E. Applicants requesting a Condominium Conversion shall enter into a Development Agreement which provides for the following:
 1. Affordable Housing Requirements. Condominium conversions may be permitted only when the following criteria are met:
 - a. Projects not already subject to recorded affordable rental obligations ("affordable rent component") shall subject 10% of the units within the project to affordable purchase obligations, without City subsidy, as part of the conversion.
 - b. Parcels that have an existing affordable rent components shall convert the affordable rental units to affordable purchase units. In addition a condominium conversion shall

increase the total number of affordable units by a number equal to 5% of the total number of units within the project. However, the total number of affordable purchase units shall not be less than 10% of the total units in a project. The converted and new affordable units shall be provided with out City subsidy.

c. Projects with an existing affordable rent components shall provide affordable purchase units in the same ratio of middle, low, and very low-income units as required by the project's existing Affordable Housing Development Agreement. Without City subsidy, the new or additional affordable units as required by Sections 19.58.030.E.1 and 2, shall be provided at a ratio reflection the then current City requirement for middle, low, and very-low income, as determined by the Economic and Community Services Director.

2. **Public Safety Services Assessment.** All residential units converted to condominiums shall be included in a new or existing Community Facilities District for Services (CFD-Services) to provide for costs associated with the provision of public safety services. Low or Medium Density Residential units shall be assessed two-hundred eighty five dollars pre unit annually (baseline year 2004). High Density Residential units shall be assessed one-hundred eight six dollars per unit annually (baseline year 2004). The per-unit assessment shall be adjusted annually based on any increase in the City's Public Safety budget, not to exceed an increase of four percent annually.

3. **Community Benefit Fee.** All residential units converted to condominiums shall be subject to payment of a one-time Community Benefit Fee of \$5,000 per unit (baseline year 2004). Said fee shall be paid at the close of escrow for each unit or within 12 months from the recordation of a Final Condominium Map, whichever is sooner. The Community Benefit Fee shall be subject to annual adjustments above the baseline year based on the Construction Cost Index. At the discretion of the City Manager, the Community Benefit Fee may be reduced on a case-by-case basis for projects that provide a community benefit that is above and beyond the requirements of this title. The Community Benefit Fee shall be deposited into the General Fund and shall be allocated at the City Council's discretion.

F. **Lease Agreements.** Upon the filing of an application for condominium conversion, existing tenants living within a project seeking to convert to condominiums shall be allowed to terminate a preexisting lease without penalty. However, any tenant who terminates a lease prior to receiving a notice to vacate from the property owner shall not be entitled to relocation benefits as provided in Section 19.58.070.

G. **Final Map Approval.** No Final Condominium Map shall be approved within a period of 90 days following Tentative Condominium Map approval.

Section 19.58.040 - Processing of Conversion, Notice to Tenants

A condominium conversion shall be filed and processed with a subdivision map in accordance with Roseville Municipal Code Title 18 and the Subdivision Map Act (Government Code Section 66410 et seq.). All notices to tenants required by Government Code Section 66427.1 shall be given by the developer. (Ord. 3014 (part), 1996.)

Section 19.58.050 - Application Required

The application for a Condominium Conversion to implement the provisions of the chapter shall be submitted with the tentative map application. The application shall include the following information, in addition to the information required by Chapter 19.84:

A. A site/development plan;

B. A detailed list of rents for each unit to be converted for the twelve (12) months prior to the application, a copy of the lease for each unit and the renting history for each unit;

- C. *Economic and demographic information regarding the current tenants as required by the Director;*
- D. Evidence that all current tenants have received a Notice of Intention to Convert and Notice of Purchase Rights as required by the Subdivision Map Act;
- E. A Tenant Relocation Assistance plan as provided in Section 19.58.070, below;
- F. A vacancy rate survey of multi-family rental complexes of at least fifty (50) units or more, located within the City limits of Roseville and current to within six (6) months of the condominium conversion application date, if requested by the Director; and
- G. Any additional information as the Director deems necessary.

(Ord. 3014 (part), 1996.)

Section 19.58.060 - Retrofitting of Units Required

All converted units shall be retrofitted to the standards required of new residential condominiums as required by the Chief Building Inspector, including energy conservation. (Ord. 3014 (part), 1996.)

Section 19.58.070 - Tenant Relocation Assistance Plan

If any tenants are displaced, the applicant shall, as a condition of approval, be required to implement a Tenant Relocation Assistance Plan.

- A. **Plan Content.** The Tenant Relocation Assistance Plan shall be prepared by the applicant and indicate how the applicant will assist tenants who are displaced or will be displaced in securing decent, safe, sanitary, and affordable replacement housing, not higher in cost than the rent of the existing unit being converted. The plan shall, at a minimum, include a specific commitment by the applicant to provide:
 1. Leases with terms no less than twelve (12) months for persons with permanent disabilities (as defined in 42 U.S.C. 423, or Section 102(7) of the Development Disabilities Assistance Bill of Rights Act [42 U.S.C. 6001], or 24 C.F.R.8.3) or low-income tenants (defined as having incomes equal or below eighty (80) percent of the County or the Sacramento Primary Metropolitan Statistical Area median income), either in the building being converted, or in alternative housing provided by the subdivider comparable in location, amenities, and cost to that being converted. Lease extensions may be granted and the length of such extension shall be based on individual tenant needs. Such permanently disabled or low-income tenants, that are sixty (60) years of age or older, shall receive a lifetime lease in which the annual rent increase shall coincide with the increases as shown in the Section 8 Housing Assistance Payments Program published for the West Census Region by the United States Department of Housing and Urban Development (HUD). In the event HUD terminates the publication, rents shall be adjusted annually to coincide with the annual percentage increase for residential rent as shown in the "Rent, Residential" component of the Housing Component in the Consumer Price Index for all urban consumers in the Sacramento Primary Metropolitan Statistical Area.
 2. Relocation assistance including, but not limited to, active assistance in securing replacement housing, not higher in cost than the unit being converted, for tenants who will be displaced, and a payment as determined by the Council to each household for displacement costs. At a minimum, such payment shall be equal in amount to two months rent and the security deposit amount paid by the tenant for the existing apartment unit.
 3. Families with children in grades K through 12 shall not be required to vacate during the school year.
- B. **Ownership Incentives.** In order to reduce the number of tenants being displaced, the applicant shall consider providing incentives that would aid tenants in becoming owner/shareholders in the converted project. Any such incentives, including terms and conditions, shall be documented and

filed with the application to convert. Incentives may include, but are not limited to, low-interest loans, reduced prices, application of a percentage of rent payment toward a down payment for purchase of a unit within the project, or other similar items approved by the Commission. At a minimum, the incentives offered to existing tenants for purchase of a unit within a project shall be equal or greater in value to the dollar amount of compensation provided to tenants who are relocated. (Ord. 3014 (part), 1996.)

Section 19.58.080 - Notice to New Tenants

Following submittal of a condominium conversion application to the City, any prospective tenant shall be notified in writing of the intent to convert prior to leasing or renting a unit but shall not be eligible for any relocation benefits or moving expenses as provided by Subsection 19.58.070, above. (Ord. 3014 (part), 1996.)

EXHIBIT B
Introduction Letter

October 28, 2004

Dear Trillium Resident,

We would like to take this opportunity to inform you of a unique program coming your way. The owner's of Trillium at Galleria are entertaining an opportunity to convert the existing apartment community to condominiums. This means that individual apartments may be offered for sale as condominiums in the future. Apartments and Townhomes at Trillium at Galleria were originally conceived with higher quality finishes, larger floor plans, and enclosed garages in a lower density community distinguishing them from most rental communities as a premier home. We want to assure you that your tenancy is both valued and greatly appreciated. For the foreseeable future, we will continue to manage and operate the buildings as apartments, with the same care and attention you have enjoyed to date.

Enclosed with this letter is, a notice entitled "180 Day Notice of Intention to Convert to Condominiums" and a notice entitled "60 Day Notice of Intent to Convert to Condominiums". We are required by law to provide you with these notices in order to comply with state regulations. *The enclosed are not notices to vacate or terminations of your lease and do not change the terms of your current rental agreement.* As the notice states, you will have a minimum of 180 days from the date of the "180 Day Notice of Intention to Convert to Condominiums" before you may be required to move because of the condominium conversion. Furthermore, if the owners are granted approval and choose to move forward with the conversion, a 90-day exclusive right to purchase a home within the community will be offered. This option will be offered to any resident that continues to lawfully occupy their home at the time of the issuance of a separate notice from us and following issuance of a public report by the Department of Real Estate.

An additional requirement by the City of Roseville is to partner with a relocation company. Therefore, we have employed the services of Overland, Pacific & Cutler, Inc. who will be contacting each of you in order to assess your housing needs. Our number one priority is the complete satisfaction of all of our residents, ensuring your ongoing enjoyment of your home whether you consider the opportunity of purchasing or continue as our valued resident.

Trillium Residential appreciates your residency at Trillium at Galleria and we thank you in advance for your assistance. We plan to introduce further details to our residents in a series of informational meetings. Please look for future correspondence from us so we may keep you informed along the way. If you have any questions or concerns, please feel free to contact your Community Manager, Bernie Bray, at 787-9887.

Sincerely,

Matt Perrin
Principal

EXHIBIT C

60 Day Notice of Filing Tentative Map for Conversion

60 Day Notice of Filing Tentative Map for Conversion

November 5, 2004

To: All Lawful Tenants of the Trillium at Galleria, Unit _____

The owners of the Trillium at Galleria located at 301 Gibson Drive plan to file a Tentative Map with the City of Roseville to convert the building you reside in to a condominium project. You shall be given notice of each hearing for which notice is required pursuant to Sections 66451.3 and 66452.5 of the Government Code. You have the right to appear and the right to be heard at any such hearing.

No units may be sold in this building unless the City approves the conversion maps and until after a public report is issued by the Department of Real Estate. Should the condominium conversion project be approved, tenants may be required to vacate the premises.

In the event that the owners commence a sales program while you are still lawfully a resident at the property, you (i) will be given various notices and a right to first refusal to purchase your unit as required by law; and (ii) may be entitled, pursuant to City of Roseville Municipal Code sections 19.58.070, to certain relocation benefits.

Thank you for your continuing residency at this project. The tentative map application is just the first step in a lengthy process. If you have any questions or comments, please do not hesitate to contact your Community Manager, Bernie Bray, at 787-9889.

Matt Perrin
Trillium Residential

EXHIBIT D

180 Day Notice of Intention to Convert to Condominiums

November 5, 2004

To: All Lawful Tenants of Trillium at Galleria, Unit _____

Concurrently with this notice, we notified you that we applied for a tentative map with the City of Roseville to authorize the conversion of this project to condominiums. We are required by law to provide you with this notice at this time, and to inform you that if the condominium conversion is approved you may be required to vacate your Unit. However, you will have a minimum of 180 days from the date of this letter before you will be required to move.

Please note that this is not a notice of termination or cancellation of your lease. No units may be sold in this building unless the conversion is approved by the City and until after a public report is issued by the Department of Real Estate. You may continue to lease and occupy your unit upon the terms set forth in your lease. Furthermore, during the mapping process, you will be given notice of each hearing for which a notice is required pursuant to Sections 66451.3 and 66452.5 of the Government Code and Sections 18.06.140 and 19.58.040 of the City of Roseville Municipal Code. You will have the right to appear and the right to be heard at any such hearing.

Thank you for your continuing residency at this project. If you have any questions or comments, please do not hesitate to contact your Community Manager, Bernie Bray, at 787-9887.

Matt Perrin
Trillium Residential

EXHIBIT E
Request for Information

November 8, 2004

Trillium Resident
301 Gibson Drive, Apt #
Roseville, CA 95678

Subject: Trillium at Galleria Condominium Conversion Project

Dear Trillium Resident:

As you may be aware, the owner of Trillium at Galleria is considering a **condominium conversion project** that involves the property which you occupy at **301 Gibson Drive, Roseville**. In order to comply with the City of Roseville's Condominium Conversion Ordinance, it will be necessary to prepare a study of possible relocation needs of the occupants residing within the *Trillium at Galleria community*.

The owner has retained our firm **Overland, Pacific & Cutler, Inc. (OPC)**, to prepare a Relocation Plan. In order to obtain the required information, OPC will conduct personal interviews of all the households living within the Trillium at Galleria community.

OPC relocation personnel will be conducting the surveys from November 15th through November 30th, 2004, excluding November 25th and 26th for the Thanksgiving Holiday. It should take no more than 10 or 15 minutes of your time to complete the interview. In order to minimize inconvenience, the personal interviews will be conducted in your home, or if you prefer, at the Trillium at Galleria Club House. Please contact OPC at the following local number, (916) 857-1520 to set up the date and time that will be most convenient for your interview.

Please be advised, OPC staff will be on-site during the time period mentioned above; door-to-door surveys of all households who do not respond will be attempted.

PLEASE BE ADVISED THAT THIS IS NOT A NOTICE TO VACATE. This survey is just for the purpose of gathering information regarding your needs for possible future relocation. You should not move at this time and if you do move, you may lose potential relocation benefits.

Thank you in advance for your cooperation.

Sincerely,

Tammie Bedlington
Senior Project Manager

EXHIBIT F
Second Request for Information

November 30, 2004

Trillium Resident
5201 Laguna Oaks Drive # ___
Elk Grove, CA 95758

Subject: Trillium at Galleria Condominium Conversion Project

Dear Trillium Resident:

By now you should have received either a telephone call or a door notice from Overland, Pacific & Cutler Inc, (OPC). In order to comply with the City of Roseville's Condominium Ordinance, OPC has made a number of attempts to contact you to obtain the necessary information needed by the owners of Trillium at Galleria, to comply with the City's Chapter 19.58 Residential Condominium Conversion Ordinance.

The ordinance is in place to help assist tenants when the time comes to relocate. There may be monetary benefits that you may be entitled to associated with moving or relocation costs. Those benefits can not be determined until OPC and its representatives have a chance to gather the necessary information from you to provide to the city.

For your added convenience, OPC will be available this Saturday December 4, 2004 at the Clubhouse, from 10:00am to 2:00pm. If there is some reason why you can not meet with OPC personally, a Residential Questionnaire Form has been enclosed with this letter. Please complete the Residential Questionnaire Form and return it to the Clubhouse no later than December 6, 2004.

If OPC does not receive a response from you by December 6, 2004, a determination will be made that you are not interested in any relocation assistance.

You can reach our office by calling (916) 857-1520.

Sincerely,

Tammie Bedlington
Senior Project Manager
OVERLAND, PACIFIC & CUTLER INC.

EXHIBIT G

Residential Questionnaire

AVENUE COMMUNITIES TRILLIUM AT GALLERIA CONDOMINIUM CONVERSION RESIDENTIAL QUESTIONNAIRE FORM

Head of Household _____ Status: Single Married
 Address: 301 Gibson Drive, Roseville APT # _____ Contact # _____

DISPLACEMENT STATISTICS

Dwelling Type: (Circle one / write in Number of bath)

Studio/Efficiency # of bath 1

Apartment: 1 bedroom # of bath _____, 2 bedroom # of bath _____, 3 bedroom # of Bath _____

Townhome: 2 bedroom # of bath _____, 3 bedroom # of bath _____ Garage Attached or Detached Carport

OCCUPANCY / FINANCIAL INFORMATION

Occupancy Status: \$ _____ Rental Rate per month Move in Date _____ Security Deposit? \$ _____

M/M Lease Is apartment an affordable housing unit? Yes No What % _____

SPECIALIZED NEEDS / OTHER:

Elderly Household (60+) Handicapped Household Describe: _____

Need Barrier-Free: Yes No Describe: _____

Other Special needs or services requested: Describe: _____

ETHNICITY:

White Hispanic/Latino
 African American Asian
 Other _____

PRIMARY LANGUAGE:

English Spanish
 Other: _____

TRANSPORTATION:

Own Car? Yes No
 Need access to public transportation?
 Describe mode: _____

Would you be interested in Purchasing a Condominium Unit at this property? (Circle one)

YES or NO We are interested in Purchasing a condominium

YES or NO We would like to be relocated

Comments: _____

HOUSEHOLD MEMBERS	SEX	AGE	INCOME	RELATIONSHIP/SCHOOL
1	M F			
2	M F			
3	M F			
4	M F			
5	M F			
6	M F			

I CERTIFY THAT ALL THE INFORMATION ON THIS QUESTIONNAIRE IS TRUE AND CORRECT. I AUTHORIZE AVENUE COMMUNITIES, LLC TO PERSONALLY DELIVER THIS QUESTIONNAIRE ON MY BEHALF TO THE CITY OF ROSEVILLE.

EXHIBIT H

May 23, 2005

Dear Trillium at Galleria Resident,

CONGRATULATIONS! You have a unique opportunity coming your way! The owners of Trillium at Galleria are entertaining an opportunity to convert the existing apartment community into a for sale condominium community.

As an existing occupant, you will be given the first opportunity to purchase your unit or another unit within the community before the general public is notified. The owners would also like to offer you a special credit of \$5,000.00, which will apply towards your closing costs at the close of escrow. Wells Fargo Bank and Loan intends to be our lender on this project and may be able to assist you in your financial needs regarding a purchase. As you know in today's financial environment, the lending rates are extremely favorable for first time home buyers.

If you do not wish to purchase a unit after the tentative map has been approved by the City of Roseville, the owners of Trillium at Galleria will assist you in relocating to another apartment community in the surrounding area. This will only be those residents who were current residents prior to January 14th, 2005. For those residents who qualify and chose this option to relocate, they will receive an equivalent of two month's rent and the return of their security deposit. Please remember that this option will be granted only after the tentative map has been approved.

The owner's are currently processing all the necessary government paperwork associated with this conversion. They will keep you informed as they progress with the application. It is important to remember that this conversion has not been approved and may not be approved. There is no need to look for a new home at this time. Please contact your management company, Trillium Residential, regarding any questions you may have. They will be compiling a list of current residents who are interested in purchasing a unit, so please communicate your interest to your manager. We look forward to working with you in this exciting opportunity!

Sincerely,

Tammie Bedlington
Senior Project Manager
Overland, Pacific & Cutler, Inc.

EXHIBIT I

The following figures are approved by the United States Department of Housing and Urban Development (H.U.D.), for use in the Placer County, to define and determine housing eligibility by income level.

Area Median \$64,100					
Family Size	Extremely Low Income	Very Low Income	Lower Income	Median Income	Moderate Income
1 Person	13,450	22,450	35,900	44,850	53,850
2 Person	15,400	25,650	41,000	51,300	61,500
3 Person	17,300	28,850	46,150	57,700	69,200
4 Person	19,250	32,050	51,300	64,100	76,900
5 Person	20,750	34,600	55,400	69,250	83,050
6 Person	22,300	37,200	59,500	74,350	89,200
7 Person	23,850	39,750	63,600	79,500	95,350
8 Person	25,400	42,300	67,700	84,600	101,500

Figures are per the Department of Housing and Community Development (California), Division of Housing Policy Development, January 28, 2004.

Fair Market Rent Housing Occupancy and Rent Survey in Roseville, California December 2004

Name	Address	Phone	# Units	# Units Available	Type of Units	# of 1 Bedrooms	# of 2 Bedrooms	# of 3 Bedrooms	Rent Amount	Comments
Autumn Oaks	1451 Kingswood Dr., Roseville, CA 95678	888-468-9125	416	36	Studio/1 bed 2 bedroom 3 bedroom	7	22	7	\$675-\$815 \$940-\$990 \$1175-\$1200	
The Bridges at Woodcreek Oaks	7950 Foothills Blvd., Roseville, CA 95747	877-744-6653	185	0	1 bedroom 2 bedroom 3 bedroom	0	0	0	\$850 \$995 \$1195	Left message
Cauterbury Downs	800 Micro Ct., Roseville, CA 95678	877-429-9746	173	9	1 bedroom 2 bedroom	2	7	0	\$830-\$870 \$1005-\$1045	
Carmel at Woodcreek Oaks	1890 Junction Blvd., Roseville, CA 95747	877-716-9543	222	7	2 bedroom 3 bedroom	0	7	0	\$1335-\$1500 \$1780-\$1880	
Cirby Oaks	1000 Cirby Oaks Way, Roseville, CA 95678	888-725-6930	56	0	1 bedroom 2 bedroom	0	0	0	\$720-\$775 \$899-\$975	
Cobblestone Creek	1010 Madden Lane, Roseville, CA 95661	866-701-7351	92	12	1 bedroom 2 bedroom	4	8	0	\$699-\$750 \$925-\$950	
Coventry Park	751 Central Park Dr., Roseville, CA 95678	877-412-8186	244	16	1 bedroom 2 bedroom 3 bedroom	5	10	1	\$1057-\$1078 \$1319-\$1393 \$1613-\$1708	
Deer Valley	1801 Eureka Rd., Roseville, CA 95661	888-225-1530	262	23	1 bedroom 2 bedroom 3 bedroom	0	18	5	\$860-\$885 \$995-\$1020 \$1255	
Foothills Tennis Village	5 Marcia Way, Roseville, CA 95747	888-634-8876	268	6	1 bedroom 2 bedroom 3 bedroom	1	5	0	\$784 \$950-\$972 \$1241	
Olympus Park	1148 Conroy Lane, Roseville, CA 95661	916-781-6877	205	15	1 bedroom 2 bedroom	9	6	0	\$645-\$675 \$790-\$900	
Pepperwood	1900 S. Cirby Way, Roseville, CA 95661	866-253-6566	168	9	1 bedroom 2 bedroom	3	6	0	\$745-\$765 \$865-\$885	
Quail Ridge	1950 Quail Ridge West Lane, Roseville, CA 95678	866-220-2247	200	0	Studio 2 bedroom 3 bedroom	0	0	0	\$600-\$660 \$700 \$795-\$840	
Shadowbrook	400 Forest Knoll Roseville, CA 95678	866-220-2886	112	0	1 bedroom 2 bedroom	0	0	0	\$800 \$1100	
Sierra Ridge	700 Valjejo Avenue, Roseville, CA 95678	866-743-5137	134	4	1 bedroom 2 bedroom	2	2	0	\$820 - \$860 \$940 - \$1080	
Somerset Hills	3 Sommer Ridge Drive, Roseville, CA 95661	916-782-7766	124	13	1 bedroom 2 bedroom	5	8	0	\$825 \$975 - \$1100	
West Wind	425 Cirby Way, Roseville, CA 95678	866-788-7806	126	0	1 bedroom 2 bedroom 3 bedroom	0	0	0	\$730 \$860 \$1175	
Windscape	300 Cirby Way, Roseville, CA 95678	866-788-7823	128	1	1 bedroom 2 bedroom	1	0	0	\$795-\$835 \$895-\$950	
TOTALS:			3115	151	Vacancy Rate %	39	99	13	4.85%	

Affordable Housing Apartment Complexes and Fair Market Rent Housing Occupancy with Affordable Housing Development Agreements and Rent Survey in Roseville, California December 2004

Name	Address	Phone	# Units	Total # of Affordable Units	Type of Units	# Units Available	# of Affordable Units Available	# of 1 Bedroom	# of 2 Bedroom	# of 3 Bedroom	Rent Amount	Comments
Colonial Village	5881 Eureka Road, Roseville, CA 95661	916-786-2770	56	6	2 bedroom 3 bedroom	3	0	0	0	3	\$820 \$943	3 and 3 at 60% of Median Income 4 at 50%, 11 at 60% and 20 at 80% 6 at 50%, 15 at 60% and 26 at 80% 4 at 50%, 12 at 60% and 20 at 80% of Median Income
Crocker Oaks	8000 Desert Painted Dr., Roseville, CA 95757	888-786-5984	131	118	1 bedroom 2 bedroom 3 bedroom	2	6	3	4	1	\$601-\$805 \$721-\$1154 \$833-\$1333	
Haverhill at Highland Reserve	701 Gibson Dr., Roseville, CA 95678	916-780-4723	400	20	1 bedroom 2 bedroom	39	1	26	13	1	\$860 \$1050	10 and 10 at 80% of Median Income
Heritage Park	1098 Woodcreek Oaks Blvd, Roseville, CA 95747	916-771-0145	328	328	2 bedroom 3 bedroom 4 bedroom	25	0	0	10	15	\$643-\$787 \$741-\$907 \$822-\$1008	37 at 50% and 147 at 60% 24 at 50 % and 96 at 60% 4 at 50% and 20 at 60% of Median Income
Highland Creek	800 Gibson Dr., Roseville, CA 95678	916-784-0404	184	184	2 bedroom 3 bedroom 4 bedroom	0	18	0	9	9	\$847 \$971 \$1078	42 at 50% and 42 at 60% 9 at 50 % and 67 at 60% 4 at 50% and 20 at 60% of Median Income
Indigo Creek/Slate Creek	1751 E. Roseville Parkway, Roseville, CA 95661	916-773-5525	612	62	1 bedroom 2 bedroom	37	13	28	22	0	\$730-\$960 \$847-\$1165 \$1091-\$1385	2 at 65% and 38 at 80% 2 at 65% and 30 at 80% of Median Income
The Oaks at Woodcreek	1550 Pleasant Grove Blvd., Roseville, CA 95747	916-772-6861	80	13	2 bedroom 3 bedroom	5	2	0	5	2	\$817-\$925 \$941-\$1125	7 and 6 at 60% of Median Income
Pinnacle at Galleria	1100 Roseville Parkway, Roseville, CA 95678	916-788-4141	236	35	1 bedroom 2 bedroom 3 bedroom	15	0	6	6	3	\$905-\$945 \$1185-\$1215 \$1510-\$1560	5 at 60 % and 9 at 80% 6 at 60% and 12 at 80% 1 at 60% and 2 at 80% of Median Income
The Preserve at Creekside	1299 Antelope Creek Dr., Roseville, CA 95678	916-791-2000	336	34	1 bedroom 2 bedroom 3 bedroom	50	34	40	34	11	\$850 \$1000-\$1095 \$1325	13, 16 and 5 at 100% of Median Income
Rosemeade at Olympus Point	1451 Rocky Ridge Dr., Roseville, CA 95661	916-773-7400	465	47	1 bedroom 2 bedroom	19	19	20	14	4	\$806-\$940 \$1170-\$1230	26 and 21 at 80% of Median Income
Terraces at Highland Reserve	700 Gibson Drive, Roseville, CA 95678	916-788-1100	273	27	1 bedroom 2 bedroom 3 bedroom	6	17	8	7	8	\$995 \$1200 \$1295	8, 13 and 6 at 80% of Median Income
Vineyard Gate	1601 Vineyard Rd., Roseville, CA 95747	916-782-7800	280	14	1 bedroom 2 bedroom 3 bedroom	18	2	3	12	4	\$950 \$1220 \$1440	2 at 60% and 4 at 80% 3 at 60% and 4 at 80% 1 at 80% of Median Income
TOTALS			3381	888	Total Units Available	219	Affordable Units Available	134	136	61	9.79%	Vacancy Rate %

Independent Living/Senior Community Housing Occupancy and Rent Survey in Roseville, California December 2004

Name	Address	Phone	# Units	# Units Available	Type of Units	# of 1 Bedroom	# of 2 bedroom	# of 3 Bedroom	Total # of Affordable Units	# of Affordable Units Available	Rent Amount	Comments
Maidu Village	1750 Eureka Rd., Roseville, CA 95661	916-773-4050	80	0	1 bedroom 2 bedroom	0	0	0	80	0	\$613 \$700	70 and 10 at 60% of Median Income
Maidu Village II	101 Sterling Ct., Roseville, CA 95661	916-743-2643	84	0	1 bedroom	0	0	0	84	0	\$721	84 at 60% of Median Income
Manzanita Place	1019 Madden Ln., Roseville, CA 95661	916-773-5770	63	0	1 bedroom	0	0	0	63	0		63 at 0 - 50% of Median Income
The Sierra Regency	1015 Madden Ln., Roseville, CA 95661	866-287-3138	160	20	1 bedroom 2 bedroom	18	2	20	160	20	1350 1800	No income restrictions
Silver Ridge	1101 Stone Canyon Dr., Roseville, CA 95661	916-782-2009	156	0	1 bedroom 2 bedroom	0	0	0	156	0	\$518 \$630 \$759	31 at 50%, 65 at 60%, and 60 at 60% of Median Income
Sutter Terrace	6725 Fiddlyment Rd., Roseville, CA 95747	916-773-2900	90	0	1 bedroom 2 bedroom	0	0	0	90	0	\$562 \$676	16 at 50% and 54 at 60% 4 at 50% and 16 at 60 % of Median Income
Woodcreek Terrace	1295 Hemingway Grove Bl. Roseville, CA 95747	916-773-9078	104	0	1 bedroom 2 bedroom	0	0	0	104	0	\$682 \$820	4 at 50% and 52 at 60% 48 at 60 % of Median Income
TOTALS			737	20	Vacancy Rate %	18	2	20	737	20	3%	3%

Fair Market Rent Occupancy and Rent Survey in Rocklin, California December 2004

Name	Address	Phone	# Units	# Units Available	Type of Units	# of 1 Bedrooms	# of 2 Bedrooms	# of 3 Bedrooms	Rent Amount	Comments
Broadstone at Stanford Ranch	2301 Sunset Blvd, Rocklin, CA 95765	916-435-8400	186	15	1 bedroom 2 bedroom 3 bedroom	3	13	0	\$815-\$1100 \$995-\$1450 \$1425-\$1700	No affordable Housing
Creekside Village	5500 Aguilar Rd, Rocklin, CA	916-624-1497	21	0	Studio 1 bedroom	0	0	0	\$400 \$550	No affordable Housing
The Crossing	6050 Placer West Dr., Rocklin, CA 95677	916-784-3700	68	9	2 bedroom	0	9	0	\$650 \$880-\$990	No affordable Housing
Emerald Pointe	101 Gold Circle, Rocklin, CA 95765	916-315-8200	164	9	1 bedroom 2 bedroom 3 bedroom	1	6	2	\$1100-\$1120 \$1375-\$1395	No affordable Housing
Granite Creek	1501 Cobble Creek Circle, Rocklin, CA 95677	916-624-2588	80	0	1 bedroom 2 bedroom	0	0	0	\$875 - \$940 \$1095 - \$1150	No affordable Housing
Hidden Grove	5415 South Grove St., Rocklin, CA 95677	916-624-4382	124	9	1 bedroom 2 bedroom	9	0	0	\$725-\$775 \$825-\$850	No affordable Housing
Meridian at Stanford Ranch	2121 Sunset Blvd., Rocklin	916-315-3331	452	73	1 bedroom 2 bedroom	36	37	0	\$895-\$1305 \$1190-\$1400	No affordable Housing
The Oaks at Sunset	201 Sammy Way, Rocklin, CA 95765	866-714-1570	176	4	1 bedroom 2 bedroom 3 bedroom	1	2	1	\$686-\$805 \$820-\$950 \$946-\$1115	No affordable Housing
Park Village	5761 Shannon Bay Drive, Rocklin, CA 95677	916-624-8364	44	2	4 bedroom	0	2	0	\$1050 \$900-\$925	No affordable Housing
Rocklin Gold	2651 Sunset Blvd, Rocklin, CA 95677	916-624-3100	121	11	1 bedroom 2 bedroom	4	7	0	\$820-\$850 \$995-\$1045	No affordable Housing
Rocklin Manor	5240 Rocklin Rd., Rocklin	916-624-4213	157	5	1 bedroom 2 bedroom	2	3	0	\$765 \$795-\$905	No affordable Housing
Rocklin Ranch	6601 Blue Oaks Blvd, Rocklin, CA 95765	916-774-4770	356	80	1 bedroom 2 bedroom	4	76	0	\$890-\$970 \$1125-\$1270	No affordable Housing
Shaliko	5051 El Don Drive, Rocklin, CA 95677	916-632-3100	152	16	1 bedroom 2 bedroom	10	6	0	\$895-\$1035 \$990-\$1180	No affordable Housing
Springview Rocklin Duets	5432 Willowynd Ct., Rocklin, CA 95677	916-624-0404	72	72	2 bedroom 3 bedroom	0	36	36	\$ \$	Left messages
Springview Village	5902 Springview Dr., Rocklin, CA 95677	916-782-2081	96	5	1 bedroom 2 bedroom	0	5	0	\$725-\$775 \$825-\$895	No affordable Housing
Stanford Heights	5801 Little Rock Road, Rocklin, CA 95765	916-630-7065	170	11	1 bedroom 2 bedroom 3 bedroom	3	6	2	\$795-\$850 \$905-\$1100 \$1120-\$1225	No affordable Housing
Sunset Summit	2151 Sunset Blvd., Rocklin, CA 95765	916-624-9044	344	17	1 bedroom 2 bedroom 3 bedroom	3	11	3	\$795-\$860 \$895-\$975 \$1115-\$1235	No affordable Housing
Sutter Ridge	5800 Woodside Drive, Rocklin, CA 95677	916-624-0668	152	5	1 bedroom 2 bedroom	1	4	0	\$760 \$980-\$1050	No affordable Housing
Winsted at Sunset West	101 Coppervale Cr., Rocklin, CA 95765	916-789-1114	208	5	1 bedroom 2 bedroom 3 bedroom	4	1	0	\$895-\$1095 \$1025-\$1235 \$1415	No affordable Housing
Woodstream Townhomes	6115 Brookside Cr., Rocklin, CA 95677	916-783-0555	137	2	2 bedroom 3 bedroom	0	2	0	\$1005-\$1255 \$1315	No affordable Housing
TOTALS:			32	350	Units Available Vacancy Rate %	81	226	44		

EXHIBIT B
Tenant Relocation Plan

ORDINANCE NO. 4278

ORDINANCE OF THE COUNCIL OF THE CITY OF ROSEVILLE
ADOPTING A TWENTIETH AMENDMENT TO DEVELOPMENT AGREEMENT WITH
VILLAS AT GALLERIA, L.P., 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 Twentieth Amendment to Development Agreement originally executed by Roseville Properties Investment Partners, Ltd., to alter and clarify provisions in the existing Development Agreement relating to North Central Roseville Specific Plan (the Venu at Galleria Condominium Conversion).

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

1. The Twentieth 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 Twentieth Amendment to Development Agreement is consistent with the City of Roseville Zoning Ordinance and Zoning Map;
3. The Twentieth Amendment to Development Agreement is in conformance with public health, safety and welfare;
4. The Twentieth Amendment to Development Agreement will not adversely affect the orderly development of property or the preservation of property values; and
5. The Twentieth Amendment to Development Agreement will provide sufficient benefit to the City of Roseville to justify entering into the Twentieth Amendment to Development Agreement.

SECTION 3. The Twentieth Amendment to Development Agreement by and between Villas at Galleria, L. P. 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 Twentieth 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 September 20 05, by the following vote on roll call:

AYES COUNCILMEMBERS: Allard, Roccucci, Gray, Rockholm

NOES COUNCILMEMBERS: None

ABSENT COUNCILMEMBERS: None

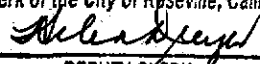
ABSTAIN: COUNCILMEMBERS: Garbolino


MAYOR

ATTEST:


City Clerk

The foregoing instrument is a correct copy of the original on file in this office.

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

DEPUTY CLERK