

Exempt from recording
fees pursuant to
Government Code 27383

RECORD AND WHEN
RECORDED RETURN TO:

CITY CLERK **RECORDING REQUESTED BY:**

CITY OF ROSEVILLE
311 Vernon Street
Roseville, California 95678

PLACER Co Recorder's Office
JIM MCCAULEY, County Recorder

DOC - 97-0047420-00

Tuesday, AUG 12, 1997 09:56:53

NOC \$0.00

Ttl Pd \$0.00

Nbr-0000060008

REC/R1/1-14

8-26-97

FIFTH AMENDMENT
TO
THE THIRD AMENDED AND RESTATED
DEVELOPMENT AGREEMENT
BY AND BETWEEN
THE CITY OF ROSEVILLE
AND
SOUTHFORK PARTNERSHIP
REGARDING A PORTION OF THE
SOUTHEAST ROSEVILLE SPECIFIC PLAN

JUNE, 1997

FILED

SEP 03 1997

CITY OF ROSEVILLE
BY [Signature]

Copy in CF

0401-03-07

General Plan

Land Use Elements/Amendments

SERSP

7

0403-06-01

Ashley Woods Folder #2

0502 0000 0011 0029

51

FIFTH AMENDMENT TO THE THIRD AMENDED AND RESTATED
DEVELOPMENT AGREEMENT BY AND BETWEEN
THE CITY OF ROSEVILLE AND
SOUTHFORK PARTNERSHIP REGARDING
A PORTION OF THE
SOUTHEAST ROSEVILLE SPECIFIC PLAN

JUNE 1997

This Fifth Amendment to the Third Amended and Restated Development Agreement is entered into by and between the City of Roseville (hereafter "City") and Southfork Partnership (hereafter "Southfork") on July 18, 1997.

RECITALS

A. On August 16, 1989, City and Southfork entered into a Third Amended and Restated Development Agreement (hereafter the "Development Agreement") regarding certain property included within the Southeast Roseville Specific Plan. The Development Agreement was recorded at Page 1, *et seq.*, Book 3717 of the Official Records of Placer County on September 20, 1989.

B. On September 4, 1991, City and Southfork, by Ordinance No. 2449, adopted the First Amendment to the Development Agreement. The First Amendment was recorded as Instrument No. 91-0735428 of the Official Records of Placer County on November 26, 1991.

C. On May 5, 1993, City and Southfork, by Ordinance No. 2697, adopted the Second Amendment to the Development Agreement. The Second Amendment was recorded as Instrument No. 93-044801 of the Official Records of Placer County on June 23, 1993.

D. On January 5, 1994, City and Southfork, by Ordinance No. 2759, adopted the Third Amendment to the Development Agreement. The Third Amendment was recorded as Instrument No. 94-010360 of the Official Records of Placer County on February 9, 1994.

E. On November 15, 1995, City and Southfork, by Ordinance No. 2938, adopted the Fourth Amendment to the Development Agreement. The Fourth Amendment was recorded as Instrument No. 96-002012 of the Official Records of Placer County on January 12, 1996.

F. On June 4, 1997 pursuant to Resolution No. 97-143, City amended the Southeast Roseville Specific Plan and, in accordance with CEQA (Section 21000 et seq. of the Public Resources Code), exempted the project from additional environmental review.

G. City and Southfork wish to amend the Development Agreement, as amended, to conform to the Specific Plan, as concurrently amended.

H. This Fifth Amendment is authorized pursuant to Section 1.E. of the Development Agreement and Section 65868 of the Government Code of the State of California.

I. The Property subject to this Amendment is described in Exhibit A-1, and shown on Exhibit A-2, both attached hereto and incorporated by this reference. All such Property is owned either by Southfork or by the City. No other property encumbered by the Development Agreement, as amended, is or shall be subject to this Fifth Amendment.

NOW, THEREFORE, City and Southfork agree as follows:

1. Line 5 of Section 2.I.2 of the Development Agreement is amended to read:
as such plan provides on August 1, 1997.
2. With respect to land subject to the Development Agreement which is not part of the Property subject to this Fifth Amendment, the Development Agreement shall continue to apply (except to the extent that portions of such land have been terminated as provided in Sections 1.B.1 and 1.B.3 of such Agreement).
3. All provisions of the Development Agreement not otherwise inconsistent with this Amendment are, and shall remain, in full force and effect with respect to the Property. Such provisions are herewith re-enacted, adopted, approved and ratified herewith as if fully set forth herein. Adoption of this Fifth Amendment and the readoption and ratification are consistent with the Roseville General Plan, the Southeast

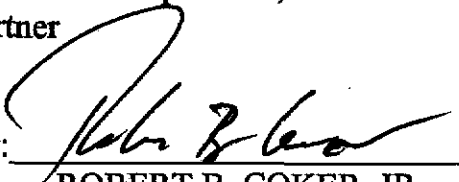
Roseville Specific Plan as amended and the EIR certified by the City of Roseville on April 20, 1988.

Approved and adopted pursuant to Ordinance No. 3104, this 18th day of June, 1997.

SOUTHFORK PARTNERSHIP,
a California general partnership

By: Coker-Ewing Company, L.P.,
a California Limited Partnership,
General Partner

By: Coker Development, Inc., a
California Corporation, a General
Partner

By: 
ROBERT B. COKER, JR.
President

By: Ewing Development, Inc.,
a California Corporation,
a General Partner

By: 
HARRY W. EWING
President

By: Coker-Ewing Company Four,
a California General Partnership,
a General Partner

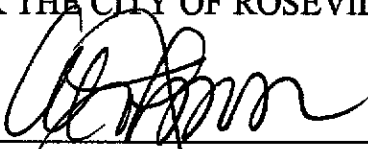
By: CODI 4, a California Corporation,
General Partner

By: 
ROBERT B. COKER, JR.
President

By: UD4, a California Corporation,
a General Partner

By: 
HARRY W. EWING,
President

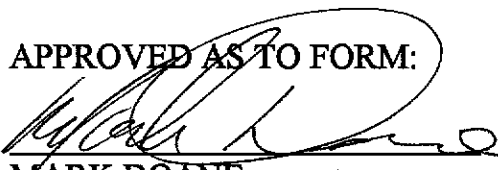
FOR THE CITY OF ROSEVILLE

By: 
ALLEN JOHNSON,
City Manager

ATTEST:


CAROLYN PARKINSON,
City Clerk

APPROVED AS TO FORM:


MARK DOANE,
City Attorney

**DESCRIPTION
PARCELS 42-A, 46 AND 47**

SOUTHEAST ROSEVILLE SPECIFIC PLAN

All that certain real property situate in the City of Roseville, County of Placer, State of California, described as follows:

Parcel 42-A as shown and so designated on the plat of "SOUTHFORK" entitled "Johnson Ranch East Unit No. 2", filed at Page 4 in Book 28 of Parcel Maps, filed April 20, 1994 in the Official Records of Placer County.

Parcel 46 as shown and so designated on the plat of "SOUTHFORK" entitled "Johnson Ranch East Unit No. 2", filed at Page 13 in Book Q of Parcel Maps, filed December 13, 1988 in the Official Records of Placer County.

Parcel 47 as shown and so designated on the plat of "SOUTHFORK" entitled "Johnson Ranch East Unit 2", filed at Page 13 in Book Q of Parcel Maps, filed December 13, 1988 in the Official Records of Placer County.

Parcel 82 as shown and so designated on the plat of "SOUTHFORK" entitled "Johnson Ranch East Unit 2", filed at Page 13 in Book Q of Parcel Maps, filed December 13, 1988 in the Official Records of Placer County.

EXHIBIT A - 1

Fifth Amendment

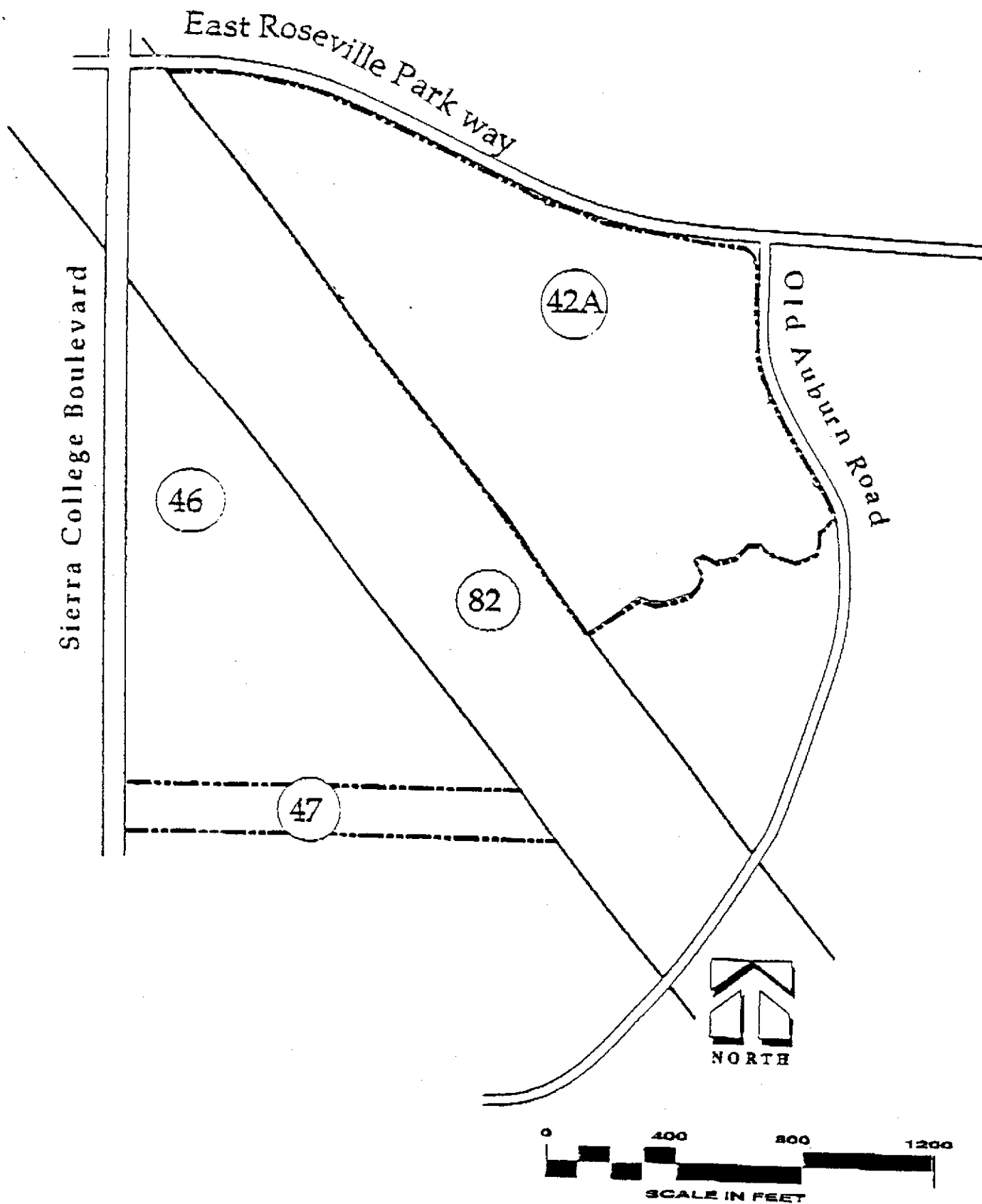


EXHIBIT A-2
0502 0000 0011 0036

STATE OF CALIFORNIA)
COUNTY OF Placer)

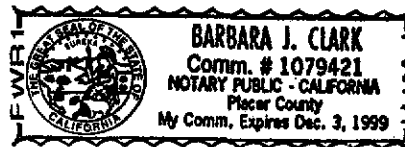
On June 19, 1997, before me, the undersigned notary public, personally appeared Robert B. Coker, Jr

☒ personally known to me
☐ proved to me on the basis of satisfactory evidence

to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity on behalf of which the person(s) acted, executed the instrument.

WITNESS my hand and official seal.

Barbara J Clark
Notary Public



STATE OF CALIFORNIA)
COUNTY OF Placer)

On June 19, 1997, before me, the undersigned notary public, Harry W. Ewing personally appeared

☒ personally known to me
☐ proved to me on the basis of satisfactory evidence

to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their signature(s) on the instrument the person(s), or the entity on behalf of which the person(s) acted, executed the instrument.

WITNESS my hand and official seal.

Notary Public

STATE OF CALIFORNIA)
COUNTY OF Placer)

On June 19, 1997, before me, the undersigned notary public,
personally appeared Harry W. Ewing

[☒] personally known to me
[] proved to me on the basis of satisfactory evidence

to be the person(s) whose name(s) is/are subscribed to the within instrument and
acknowledged to me that he/she/they executed the same in his/her/their authorized
capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the
entity on behalf of which the person(s) acted, executed the instrument.

WITNESS my hand and official seal.

Barbara J. Clark
Notary Public



STATE OF CALIFORNIA)
COUNTY OF _____)

On _____, 199__, before me, the undersigned notary public, personally
appeared _____

[] personally known to me
[] proved to me on the basis of satisfactory evidence

to be the person(s) whose name(s) is/are subscribed to the within instrument and
acknowledged to me that he/she/they executed the same in his/her/their authorized
capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the
entity on behalf of which the person(s) acted, executed the instrument.

WITNESS my hand and official seal.

Notary Public
STATE OF CALIFORNIA)
COUNTY OF _____)

On _____, 199__, before me, the undersigned notary public, personally
appeared _____,

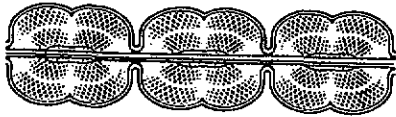
[] personally known to me
[] proved to me on the basis of satisfactory evidence

to be the person(s) whose name(s) is/are subscribed to the within instrument and
acknowledged to me that he/she/they executed the same in his/her/their authorized
capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the
entity on behalf of which the person(s) acted, executed the instrument.

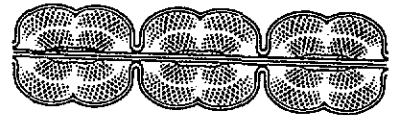
WITNESS my hand and official seal.

Notary Public

CALIFORNIA



ALL-PURPOSE



ACKNOWLEDGEMENT

STATE OF CALIFORNIA)
COUNTY OF PLACER)

On July 23, 1997 before me, the undersigned, a Notary Public in and for said State, personally appeared, Allen E. Johnson personally known to me (or proved to me on the basis of satisfactory evidence) to be the person(s) whose names is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

WITNESS my hand and official seal.

Carolyn Parkinson
Notary Public Signature



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

Title or Type of Document 5th Amendment to the Third Amended
& Restated Development Agmt. - Southfork

Date of Document 7.18.97

ORDINANCE NO. 3104

ORDINANCE OF THE COUNCIL OF THE CITY OF ROSEVILLE ADOPTING
THE FIFTH AMENDMENT TO THE THIRD AMENDED AND RESTATED
DEVELOPMENT AGREEMENT WITH SOUTHFORK PARTNERSHIP
(SOUTHEAST ROSEVILLE SPECIFIC PLAN) AND AUTHORIZING
THE CITY MANAGER TO EXECUTE IT ON BEHALF OF
THE CITY OF ROSEVILLE

THE CITY COUNCIL OF THE CITY OF ROSEVILLE DOES ORDAIN AS FOLLOWS:

SECTION 1. In accordance with Chapter 19.84 of 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 the Fifth Amendment to the Third Amended and Restated Development Agreement for a portion of property within the Southeast Roseville Specific Plan area referred to as "Ashley Woods" and "Ashley Woods Unit 1" with Southfork Partnership, as described within the subject development agreement on file in the City Clerks Department.

SECTION 2. The Council of the City of Roseville has reviewed the findings of the Planning Commission recommending approval of the Fifth Amendment to the Third Amended and Restated Development Agreement for a portion of property within the Southeast Roseville Specific Plan area, known as Parcels 42A-D, 46, 47 and 82; and makes the following findings:

1. The Development Agreement is consistent with the objectives, policies, general land uses and programs specified in the City of Roseville General Plan and the Highland Reserve North Specific Plan;
2. The Development Agreement is consistent with the provisions of Chapter 19,.84 of the Zoning Ordinance of the City of Roseville;
3. The Development Agreement will not be detrimental to the health, safety and general welfare of residents of the City of Roseville;
4. The Development Agreement will not adversely affect the orderly development of the property or the preservation of property values; and
5. The development permitted by the Development Agreement will provide sufficient benefit to the City of Roseville to justify entering into the Development Agreement.

SECTION 3. The Fifth Amendment to the Third Amended and Restated Development Agreement by and between Southfork Partnership and the City of Roseville, referenced herein and on file in the City Clerks Department, relating to a portion of the Southeast Roseville Specific Plan area, 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 Development Agreement Modification within 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 30 days from the date of its adoption, provided the Specific Plan Amendment adopted by Resolution 97-143 first go into effect; and further provided no valid referendum regarding this Development Agreement Amendment is filed with the City Clerk of the City during such 30-day period.

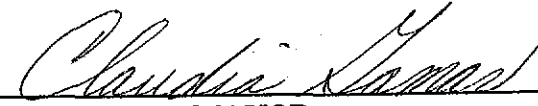
SECTION 6. The City Clerk is hereby directed to cause this ordinance to be published in full at least once within 14 days after it is adopted in a newspaper of general circulation in the city, or shall within 14 days after its adoption cause this ordinance to be posted in full in at least three public 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 18th day of June, 1997, by the following vote on roll call;

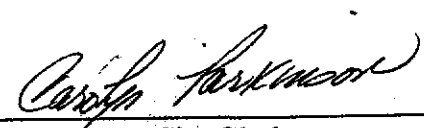
AYES COUNCILMEMBERS: Harry Crabb, Randy Graham, Claudia Gamar

NOES COUNCILMEMBERS: None

ABSENT COUNCILMEMBERS: Pauline Roccucci


MAYOR

ATTEST:


City Clerk

