

PL16-0442



PLACER, County Recorder
RYAN RONCO
DOC- 2017-0073441-00

Recording Requested by
CITY OF ROSEVILLE
When Recorded Mail to
City Clerk
City of Roseville
311 Vernon Street
Roseville, CA 95678

FRIDAY, SEP 22 2017 8 10 19
MIC \$0 00 | AUT \$0 00 | SBS \$0 00
ERD \$0 00 | RED \$0 00 | * \$0 00
ADD \$0 00
Ttl Pd \$0 00 Rcpt # 02628930
CLK98DV282/SG/1-13

Excmpt from Recording Fees Pursuant to
Cal Gov Code §27383

(This Space Reserved for Recorder s Use)

**SEVENTH AMENDMENT OF DEVELOPMENT AGREEMENT BY AND BETWEEN
THE CITY OF ROSEVILLE AND ROSEVILLE FIDDYMENT LAND
VENTURE, LLC, RELATIVE TO THE WEST ROSEVILLE SPECIFIC PLAN**

This Seventh Amendment of Development Agreement (this "Seventh Amendment") is entered into this 15th day of Sept, 2017, by and among the CITY OF ROSEVILLE, a municipal corporation ("City") and ATC REALTY ONE, LLC, a Delaware limited liability company and FIDDYMENT 116 LOTS, LLC, a California limited liability company (collectively, "Developer"), pursuant to Sections 65864 through 65869.5 of the Government Code of California

WITNESSETH

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

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

C On January 4, 2006, City and RFLV, by Ordinance No 4324, entered into the First Amendment of the Development Agreement ("First Amendment"). The First

Amendment was recorded on March 2, 2006, in the Official Records of Placer County as Instrument No. 2006-0022488.

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

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

F. On July 17, 2013, City and ATC Realty One, LLC, by Ordinance No. 5211, entered into the Fourth Amendment of the Development Agreement ("Fourth Amendment"). The Fourth Amendment was recorded on August 20, 2013, in the Official Records of Placer County as Instrument No. 2013-0082174.

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

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

I. This Seventh Amendment affects portions of the property subject to the Development Agreement that is owned by each party comprising Developer within the Plan Area (the "Seventh Amendment Property"), which portions are described in Exhibit "A-1", and depicted in Exhibit "A-2" attached to this Seventh Amendment, and shall run with the land described therein.

J. This Seventh Amendment is authorized by Section 1.4 of the Development Agreement.

NOW THEREFORE, THE PARTIES MUTUALLY AGREE AS FOLLOWS:

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

a. REVISED SECTION 3.5.17.1. Section 3.5.17.1 of the Development Agreement is hereby amended in its entirety to read as follows:

“3.5.17.1 Placer County Traffic Mitigation Fee. As more particularly described below, Developer agrees to pay to City at the time building permits are issued within the planning areas described below, a fee of \$125 per DUE (the “Placer County Traffic Mitigation Fee”) to provide fair share funding to Placer County as full mitigation of impacts on the Placer County roadway circulation system for roadways in the adopted County Capital Improvement Program at the date of approval of this Agreement that are north of Interstate 80, west of Highway 65, and outside of County approved specific plan areas (excluding Watt Avenue (Santucci Boulevard) and the extension of Vista Grande Boulevard as provided in Section 3.5.15 above) for the additional 1,189 LDR and MDR units and the 472 HDR units. Once established, the Placer County Road Impact Fee shall be adjusted annually after the completion of annexation proceedings for the Specific Plan by the percentage of change in the CCI.

The Placer County Traffic Mitigation Fee will be collected within the following planning areas of the Seventh Amendment Property consistent with Large Lot Tentative Map PL16-0364, and as shown on attached Exhibit “B”: F-6A1, F-6A2, F-6B, F-6C1, F-6C2, F-8A, F-8B, F-10A1, F-10A2, F-10B1, F-10B2, F-10C1, F-10C2, F-11B, F-13A-1, F-13A-2, and F-13B-3 (14 units). Planning area F-13B-3 is currently approved for 45 units. Concurrently with the City’s approval of a small lot final subdivision map for planning area F-13B-3, lot numbers 1 through 14 within F-13B-3 will be subject to the Placer County Traffic Mitigation Fee.”

b. REVISED SECTION 3.15.15. Section 3.15.15 of the Development Agreement is hereby amended in its entirety to read as follows:

“3.15.15 Downtown Benefit Fee. Developer acknowledges and agrees to pay to City at the time building permits are issued within the planning areas described below, the Downtown Benefit Fee, for the additional 1,189 LDR and MDR units and the 472 HDR units being added to the Fifth Amendment Property in connection with this Fifth Amendment. The Downtown Benefit Fee is \$5,000 per unit.

The Downtown Benefit Fee will be collected within the following planning areas of the Seventh Amendment Property consistent with Large Lot Tentative Map PL16-0364, and as shown on attached Exhibit “B”: F-6A1, F-6A2, F-6B, F-6C1, F-6C2, F-8A, F-8B, F-10A1, F-10A2, F-10B1, F-10B2, F-10C1, F-10C2, F-11B, F-13A-1, F-13A-2, and F-13B-3 (14 units). Planning area F-13B-3 is currently approved for 45 units. Concurrently with the City’s approval of a small lot final subdivision map for planning area F-13B-3, lot numbers 1 through 14 within F-13B-3 will be subject to the Downtown Benefit Fee.”

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

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

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

[Signature Page Follows]

IN WITNESS WHEREOF, the City of Roseville, a municipal corporation, has authorized the execution of this Seventh Amendment in duplicate by its City Manager and attested to by its City Clerk under the authority of Ordinance No. 5863, adopted by the Council of the City of Roseville on the 16th day of August, 2017.

CITY OF ROSEVILLE,
a municipal corporation

By: [Signature]
Rob Jensen
City Manager

ATC REALTY ONE, LLC,
a Delaware limited liability company

By: [Signature]
Name: DAVID L. ASH
Title: Sr VP

ATTEST:

By: [Signature]
Sonia Orozco
City Clerk

FIDDYMENT 116 LOTS, LLC, a
California limited liability company

By: [Signature]
Name: Gary L. Galindo
Title: Trustee of Member

APPROVED AS TO FORM:

By: [Signature]
Robert R. Schmitt
City Attorney

APPROVED AS TO SUBSTANCE:

By: [Signature]
Kevin Payne
Development Services Director

A notary public or other officer completing this certificate verifies only the identity of the individual who signed the document to which this certificate is attached, and not the truthfulness, accuracy, or validity of that document.

STATE OF CALIFORNIA)
 : ss.
COUNTY OF PLACER)

On September 14, 2017, before me, Judy Moore, Notary Public, personally appeared Rob Jensen, who 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 upon behalf of the which the person(s) acted, executed the instrument.

I certify under PENALTY OF PERJURY under the laws of the State of California that the foregoing paragraph is true and correct.

WITNESS my hand and official seal.

Signature *Judy Moore*
Signature of Notary Public



Document: Seventh Amendment of Development Agreement
By and Between the City of Roseville and
Roseville Fiddyment Land Venture, LLC,
Relative to the West Roseville Specific Plan

CALIFORNIA ALL-PURPOSE ACKNOWLEDGMENT

CIVIL CODE § 1189

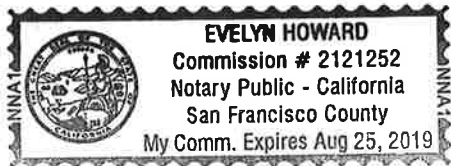
A notary public or other officer completing this certificate verifies only the identity of the individual who signed the document to which this certificate is attached, and not the truthfulness, accuracy, or validity of that document.

State of California)
County of San Francisco)
On 5/31/17 before me, Evelyn Howard, Notary Public,
Date Here Insert Name and Title of the Officer
personally appeared David L. Ash
Name(s) of Signer(s)

who 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 upon behalf of which the person(s) acted, executed the instrument.

I certify under PENALTY OF PERJURY under the laws of the State of California that the foregoing paragraph is true and correct.

WITNESS my hand and official seal.



Signature Evelyn Howard
Signature of Notary Public

Place Notary Seal Above

OPTIONAL

Though this section is optional, completing this information can deter alteration of the document or fraudulent reattachment of this form to an unintended document.

Description of Attached Document

Title or Type of Document: _____ Document Date: _____
Number of Pages: _____ Signer(s) Other Than Named Above: _____

Capacity(ies) Claimed by Signer(s)

Signer's Name: _____ Signer's Name: _____
 Corporate Officer — Title(s): _____ Corporate Officer — Title(s): _____
 Partner — Limited General Partner — Limited General
 Individual Attorney in Fact Individual Attorney in Fact
 Trustee Guardian or Conservator Trustee Guardian or Conservator
 Other: _____ Other: _____
Signer Is Representing: _____ Signer Is Representing: _____

CALIFORNIA ALL-PURPOSE ACKNOWLEDGMENT

CIVIL CODE § 1189

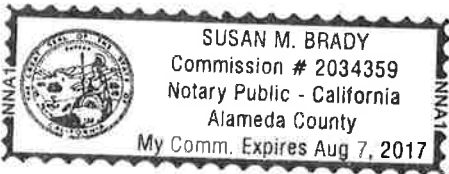
A notary public or other officer completing this certificate verifies only the identity of the individual who signed the document to which this certificate is attached, and not the truthfulness, accuracy, or validity of that document.

State of California)
County of Alameda)
On June 13, 2017 before me, Susan M. Brady, Notary Public,
Date Here Insert Name and Title of the Officer
personally appeared Gary L. Galindo
Name(s) of Signer(s)

who 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 upon behalf of which the person(s) acted, executed the instrument.

I certify under PENALTY OF PERJURY under the laws of the State of California that the foregoing paragraph is true and correct.

WITNESS my hand and official seal.



Signature Susan M. Brady
Signature of Notary Public

Place Notary Seal Above

OPTIONAL

Though this section is optional, completing this information can deter alteration of the document or fraudulent reattachment of this form to an unintended document.

Description of Attached Document

Title or Type of Document: _____ Document Date: _____

Number of Pages: _____ Signer(s) Other Than Named Above: _____

Capacity(ies) Claimed by Signer(s)

Signer's Name: _____

Corporate Officer — Title(s): _____

Partner — Limited General

Individual Attorney in Fact

Trustee Guardian or Conservator

Other: _____

Signer Is Representing: _____

Signer's Name: _____

Corporate Officer — Title(s): _____

Partner — Limited General

Individual Attorney in Fact

Trustee Guardian or Conservator

Other: _____

Signer Is Representing: _____

EXHIBIT 'A-1'
WRSP Fiddymment Ranch DAA No. 7
Description of Properties Subject to DAA No. 7

Properties owned by ATC Reality One, LLC:

All that real property located in the City of Roseville, County of Placer, State of California as shown on Exhibit A-2 attached and described as follows:

PARCEL 1

All of the Designated Remainder, as shown on that certain map titled "Final Map of Fiddymment Ranch Phase 2, Large Lot Subdivision", filed in Book BB of Maps, at Page 24, Official Records of Placer County.

EXCEPTING THEREFROM,

All of that certain map titled "Final Map of Fiddymment Ranch – Phase 2, F-13B1", filed in Book DD of Maps, at Page 73, Official Records of Placer County.

FURTHER EXCEPTING THEREFROM,

All of that certain parcel of land conveyed to the City of Roseville in a Grant Deed recorded September 16, 2015 as Document No. 2015-0081570, Official Records of Placer County.

APN: 492-010-080-000

PARCEL 2

All of the Designated Remainder, as shown on that certain map titled "Final Map of Fiddymment Ranch Phase 2, Villages F-9 & F-19", filed in Book DD of Maps, at Page 9, Official Records of Placer County.

APN: 492-010-057-000

Properties Owned by Fiddymment 116 Lots, LLC:

All that real property located in the City of Roseville, County of Placer, State of California as shown on Exhibit A-2 attached and described as follows:

Lots 1 through 75, inclusive, and Lot D, all as shown on that certain map titled "Final Map of Fiddymment Ranch – Phase 2, F-13B1", filed in Book DD of Maps, at Page 73, Official Records of Placer County.

APNs:

403-010-001-000 through 403-010-029-000;

403-020-001-000 through 403-020-046-000; 492-010-079-000

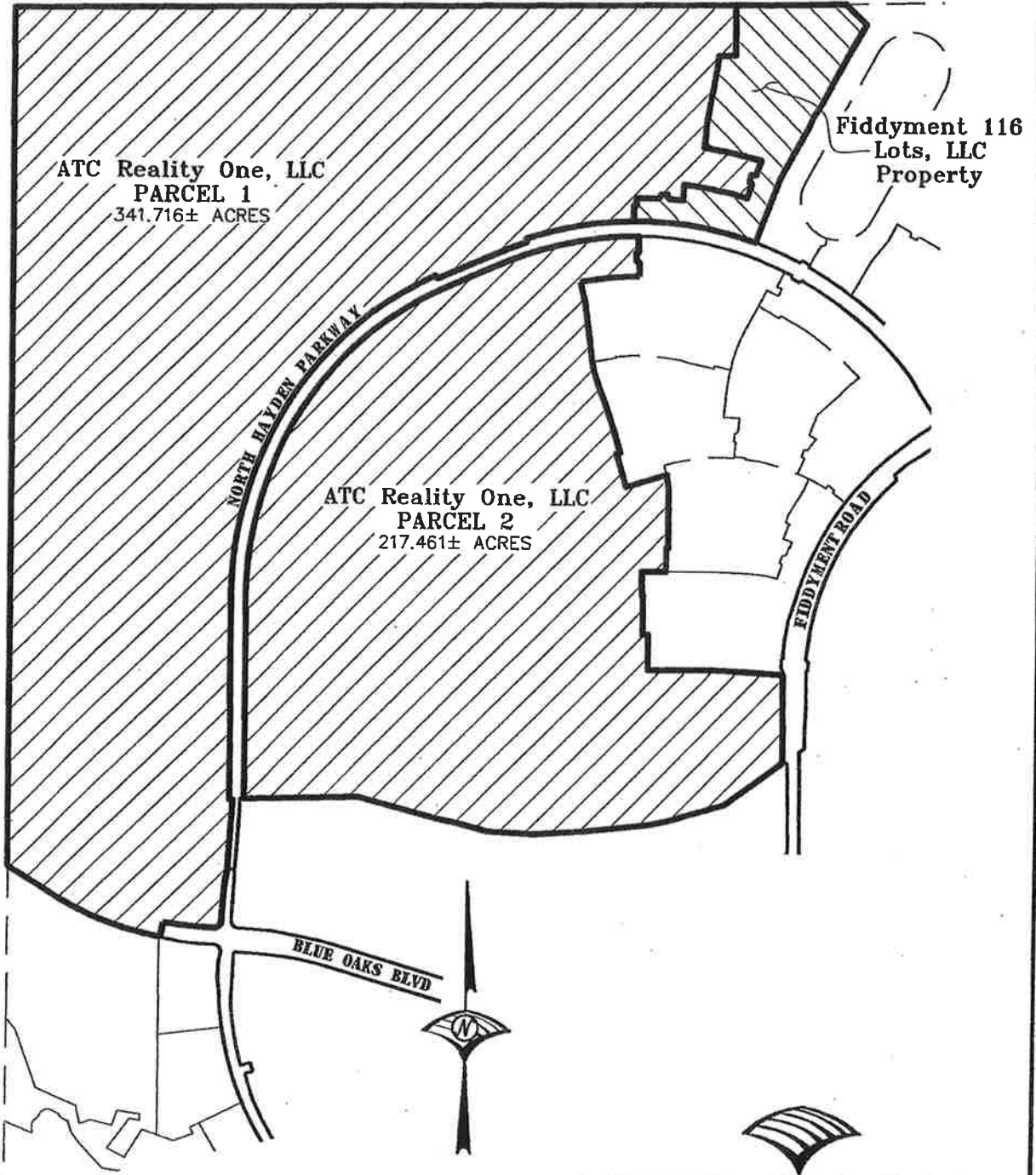
May 16, 2017

END OF DESCRIPTION

PREPARED BY WOOD RODGERS, INC
SACRAMENTO, CALIFORNIA

EXHIBIT 'A-2'

WRSP FIDDYMENT RANCH DAA NO. 7
PROPERTIES SUBJECT TO DAA NO. 7



ATC Realty One, LLC
PARCEL 1
341.716± ACRES

Fiddyment 116
Lots, LLC
Property

ATC Realty One, LLC
PARCEL 2
217.461± ACRES

NORTH HAYDEN PARKWAY

EDDYMENT ROAD

BLUE OAKS BLVD



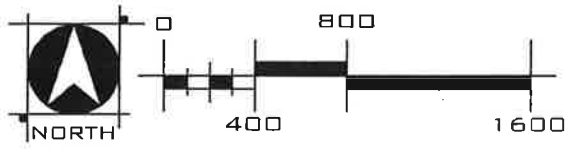
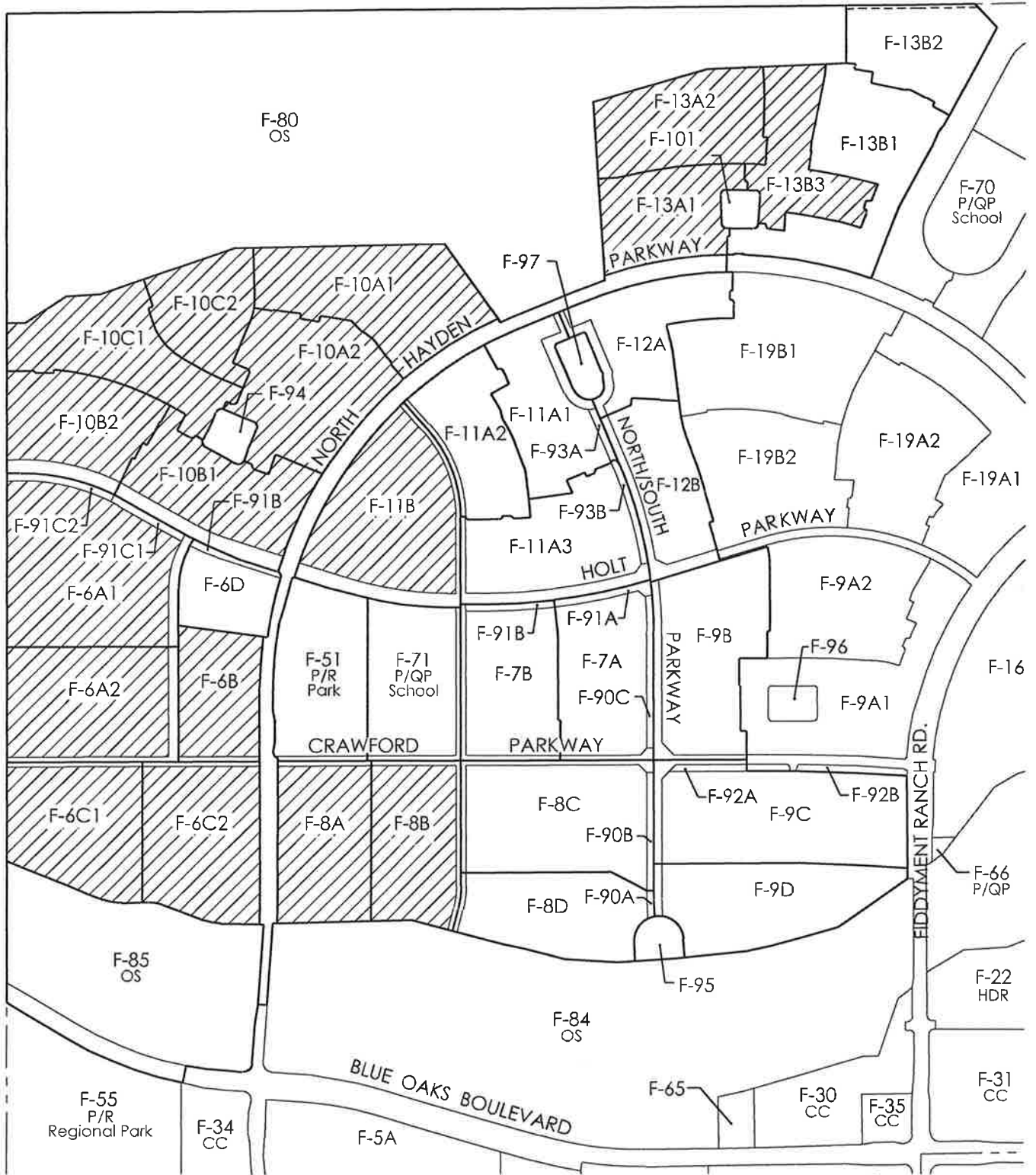
SCALE: 1" = 1000'



WOOD RODGERS
DEVELOPING • INNOVATIVE • DESIGN • SOLUTIONS

3301 C St., Bldg. 100-B Tel 916.341.7760
Sacramento, CA 95816 Fax 916.341.7767
MAY 16, 2017 1027.152 SHEET 1 OF 1

EXHIBIT 'B'
 WRSP FIDDYMENT RANCH DAA NO. 7
 PROPERTIES SUBJECT TO PLACER COUNTY
 TRAFFIC MITIGATION FEE & DOWNTOWN BENEFIT FEE



ORDINANCE NO. 5863

ORDINANCE OF THE COUNCIL OF THE CITY OF ROSEVILLE
ADOPTING A SEVENTH AMENDMENT TO DEVELOPMENT AGREEMENT
REGARDING THE WEST ROSEVILLE SPECIFIC PLAN,
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 Seventh Amendment to Development Agreement by and between the City of Roseville and ATC Realty One, LLC (hereinafter, the “Seventh Amendment to Development Agreement”).

SECTION 2. The Council of the City of Roseville has reviewed the findings of the Planning Commission recommending approval of the Seventh Amendment to Development Agreement, and makes the following findings:

1. The Seventh Amendment to Development Agreement is consistent with the objectives, policies, programs and land use designations specified in the City of Roseville General Plan and the West Roseville Specific Plan;
2. The Seventh Amendment to Development Agreement is consistent with the City of Roseville Zoning Ordinance;
3. The Seventh Amendment to Development Agreement is in conformance with the public health, safety and welfare;
4. The Seventh Amendment to Development Agreement will not adversely affect the orderly development of the property or the preservation of property values; and
5. The Seventh Amendment to Development Agreement will provide sufficient benefit to the City to justify entering into said Amendment.

SECTION 3. The Seventh Amendment to Development Agreement, a copy of which is on file in the City Clerk’s Department and incorporated herein by reference, 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 Seventh Amendment to Development Agreement, within ten (10) days of its execution 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 16th day of August, 2017, by the following vote on roll call:

AYES COUNCILMEMBERS: Gore, Alvord, Herman, Allard, Rohan

NOES COUNCILMEMBERS: None

ABSENT COUNCILMEMBERS: None



MAYOR

ATTEST:



City Clerk