

**RECORDING REQUESTED BY
AND WHEN RECORDED MAIL TO:**

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



PLACER, County Recorder

JIM MCCAULEY

DOC- 2006-0126975-00

Tuesday, NOV 28, 2006 10:16:07

NOC \$0.0011

Ttl Pd \$0.00

Nbr-0001574573

baj/BJ/1-17

SPACE ABOVE THIS LINE FOR RECORDER'S USE

**MEMORANDUM OF UNDERSTANDING BY AND BETWEEN THE
CITY OF ROSEVILLE AND PL ROSEVILLE, LLC PERTAINING
TO THE RELOCATION OF AGE RESTRICTED AFFORDABLE
RENTAL UNITS WITHIN THE WESTPARK PORTION OF THE
WEST ROSEVILLE SPECIFIC PLAN**

This Memorandum is entered into on this 21st day of November 2006, by and between the City of Roseville ("City") and PL Roseville, LLC, a California limited liability company ("Developer").

RECITALS

- A. Developer is the owner of that certain real property located in the West Roseville Specific Plan area in the City of Roseville ("City"), County of Placer ("County"), commonly known as "**Westpark**." Developer intends to develop Westpark as a master planned community consisting of single family residential lots, multi-family residential lots, neighborhood parks, commercial uses, an elementary and middle school site, open spaces and related amenities. The Legal Description for Westpark is attached hereto and incorporated herein as **Exhibit A-1**. Portions of the residential villages within Westpark have been sold by Developer to the various builders (collectively, the "**Builders**" and individually a "**Builder**") listed on **Schedule 1** attached hereto. The real property located within Westpark which is owned by each Builder is identified in **Exhibit A-2**, attached hereto and incorporated herein. Each Builder shall sign an acknowledgement and consent authorizing the recordation of this Memorandum against the real property comprising the residential villages owned by each respective Builder.
- B. **Development Agreement.** Westpark is subject to a Development Agreement dated as of February 18, 2004, by and between the City and PL Roseville's predecessor-in-interest, which was recorded against the Property on May 28, 2004, as Document Number 2004-0069488 in the Official Records of Placer County, which Development Agreement was assigned to PL Roseville pursuant to the "Assignment and Assumption of Development Agreement Relative to the West Roseville Specific Plan," which recorded on March 21, 2005 as Document Number 2005-0032912 in the Official Records of Placer County, California; as amended by the First Amendment of Development Agreement by and between The City of Roseville and PL Roseville, LLC, which recorded on April 20, 2006 as Document Number 2006-0042921 in the Official Records of Placer County,

California (collectively, as assigned and amended, the "Development Agreement").

- C. Affordable Housing Requirement. The Westpark portion of the West Roseville Specific Plan has an obligation to provide a total of 426 units of affordable housing. This obligation includes a requirement to construct 150 units of age restricted rental affordable housing. Seventy-five of the age restricted rental units will be made available to low income households and the remaining 75 will be made available to very low-income households.
- D. Location of Age Restricted Affordable Rental Units. The West Roseville Specific Plan ("WRSP") identifies the distribution of affordable housing units throughout the entire plan area. The WRSP designates the age restricted affordable rental units to be constructed on Parcel W-29.
- E. Transferability of Affordable Housing Units. The West Roseville Specific Plan and the Development Agreement allow the Community Services Director to administratively approve revisions to the location and allocation of affordable housing units within Westpark without the need for a Specific Plan Amendment if it is determined that:
 - (1) The proposed transfers/credits of affordable units are applied to parcels within the WRSP and covered by the same Development Agreement.
 - (2) The proposed transfers/credits improve the ability to produce the affordable units and achieve the WRSP affordable housing goal.
- F. Authority and Requirement of this MOU. Pursuant to the provisions outlined within the Development Agreement, the reallocation and relocation of affordable units is permissible, subject to an administrative approval by the Community Services Director and the mutual execution of a Memorandum of Understanding.

UNDERSTANDING

NOW, THEREFORE, CITY AND DEVELOPER UNDERSTAND AS FOLLOWS:

- A. Pursuant to the Development Agreement and the West Roseville Specific Plan, the planned implementation of the affordable housing program was adopted with the flexibility to amend portions of the plan in such a manner that allows the implementation of the affordable housing goals.
- B. The City and Developer agree that 150 units of age restricted rental affordable housing as required by the WRSP shall be relocated from parcel W-29 to parcel W-25, within the Village Center in Phase 2 of the Westpark portion of the West Roseville Specific Plan area. Seventy-five units will be made available to low income households and the remaining 75 units will be made available to very low-income households.
- C. The City and Developer agree that the contents of this MOU will be more formally ratified in the Developer's application to amend phases 3 and 4 of the

Westpark portion of the WRSP. In the interim, this MOU will be implemented on a stand-alone basis for the relocation of units utilizing the flexibility that is within the Specific Plan and the Development Agreement to implement the Affordable Housing program.

IN WITNESS WHEREOF, the City of Roseville, a municipal corporation, and PL Roseville, LLC, a California limited liability company, hereby enter into this Memorandum of Understanding by the mutual execution of this document in duplicate by their respective Authorized Agents on the ____ day of _____, 2006.

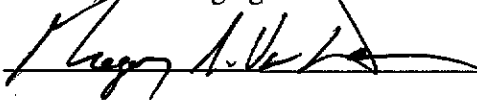
CITY:

CITY OF ROSEVILLE,
a municipal corporation

BY: 
MICHAEL T. SHELLITO
Community Services Director/
Assistant City Manager

DEVELOPER:

PL ROSEVILLE, LLC,
a California limited liability company,
By: Pulte Home Corporation, a Michigan
corporation, its Managing Member

By: 
Name: Gregory S. VanDam
Director, JV Operations
Its Authorized Agent

APPROVED AS TO FORM:

BY: 
BRITA J. MCNAY
City Attorney

APPROVED AS TO SUBSTANCE:

BY: 
JAN SHONKWILER
Housing Programs Manager

[ALL SIGNATURES MUST BE NOTARIZED]

[SIGNATURES CONTINUE ON NEXT PAGE]

The following Builders hereby consent and agree to the recordation of this Memorandum against the real property owned by each Builder within Westpark, which is legally described on Exhibit A-2.

BUILDERS:

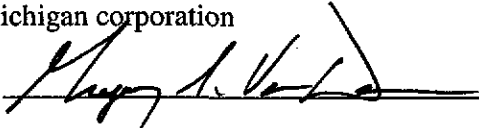
LENNAR HOMES OF CALIFORNIA, INC., a California corporation

By: _____

Name: _____

Its: _____

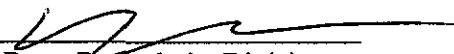
PULTE HOME CORPORATION, a Michigan corporation

By: 

Name: Gregory S. VanDam
Director, JV Operations
Its Authorized Agent

CENTEX HOMES, a Nevada general partnership

By: Centex Real Estate Corporation,
a Nevada corporation,
Its Managing General Partner

By: 
Doug Pautsch, its Division
President

Date: 10/26/06

CALIFORNIA ALL-PURPOSE ACKNOWLEDGMENT

State of California

County of

Placer

ss.

On

11/06/06

before me,

Nancy C Cox, Notary

Name and Title of Officer (e.g., "Jane Doe, Notary Public")

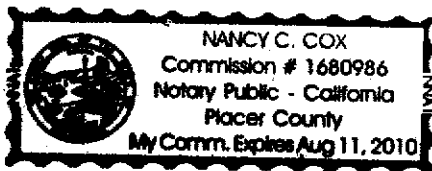
personally appeared

Michael T. Shellito

Name(s) of Signer(s)

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

WITNESS my hand and official seal.

Nancy C Cox

Signature of Notary Public

OPTIONAL

Though the information below is not required by law, it may prove valuable to persons relying on the document and could prevent fraudulent removal and reattachment of this form to another document.

Description of Attached Document

Title or Type of Document:

Mon Relocate age Rest Unit / West Park

Document Date:

Number of Pages:

Signer(s) Other Than Named Above:

Capacity(ies) Claimed by Signer

Signer's Name:

☐ Individual

☐ Corporate Officer — Title(s):

☐ Partner — ☐ Limited ☐ General

☐ Attorney-in-Fact

☐ Trustee

☐ Guardian or Conservator

☐ Other:

Signer Is Representing:

RIGHT THUMBPRINT
OF SIGNER

Top of thumb here

CALIFORNIA ALL-PURPOSE ACKNOWLEDGMENT

State of California

County of

Placer

ss.

On

11/06/06

before me,

Nancy C Cox, Notary

Date

Name and Title of Officer (e.g., "Jane Doe, Notary Public")

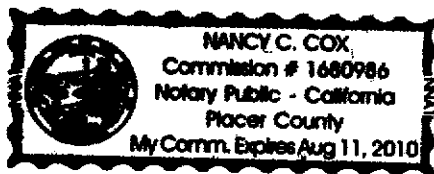
personally appeared

Jan Shunkwiler

Name(s) of Signer(s)

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

WITNESS my hand and official seal.

Nancy C Cox

Signature of Notary Public

OPTIONAL

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Description of Attached Document

Title or Type of Document:

Mou Relocation age Rest Units / West Park

Document Date:

Number of Pages:

Signer(s) Other Than Named Above:

Capacity(ies) Claimed by Signer

Signer's Name:

☐ Individual

☐ Corporate Officer — Title(s):

☐ Partner — ☐ Limited ☐ General

☐ Attorney-in-Fact

☐ Trustee

☐ Guardian or Conservator

☐ Other:

Signer Is Representing:

RIGHT THUMBPRINT
OF SIGNER

Top of thumb here

CALIFORNIA ALL-PURPOSE ACKNOWLEDGMENT

State of California

County of Placer

SS.

On October 30, 2006 before me, Mona R. Vergara

Date

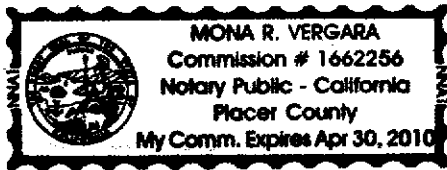
Name and Title of Officer (e.g., "Jane Doe, Notary Public")

personally appeared Gregory S. VanDam

Name(s) of Signer(s)

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

WITNESS my hand and official seal.

Mona R. Vergara
Signature of Notary Public

OPTIONAL

Though the information below is not required by law, it may prove valuable to persons relying on the document and could prevent fraudulent removal and reattachment of this form to another document.

Description of Attached Document

Title or Type of Document: Memorandum of Understanding

Document Date: _____ Number of Pages: _____

Signer(s) Other Than Named Above: _____

Capacity(ies) Claimed by Signer

Signer's Name: _____

- ☐ Individual
☐ Corporate Officer — Title(s): _____
☐ Partner — ☐ Limited ☐ General
☐ Attorney-in-Fact
☐ Trustee
☐ Guardian or Conservator
☐ Other: _____

Signer Is Representing On Behalf of P.L. Roseville

RIGHT THUMBPRINT
OF SIGNER

Top of thumb here

CALIFORNIA ALL-PURPOSE ACKNOWLEDGMENT

State of California

County of Placer

} ss.

On 10-24-06 before me, Carmela Carniato, Notary Public

Date

Name and Title of Officer (e.g., "Jane Doe, Notary Public")

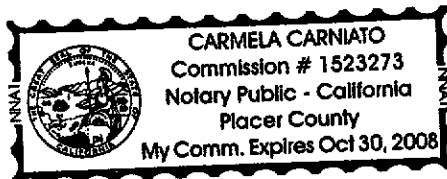
personally appeared Brian W. Bombeck

Name(s) of Signer(s)

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



WITNESS my hand and official seal.

Carmela Carniato

Signature of Notary Public

OPTIONAL

Though the information below is not required by law, it may prove valuable to persons relying on the document and could prevent fraudulent removal and reattachment of this form to another 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

Signer's Name: _____

- ☐ Individual
- ☐ Corporate Officer — Title(s): _____
- ☐ Partner — ☐ Limited ☐ General
- ☐ Attorney-in-Fact
- ☐ Trustee
- ☐ Guardian or Conservator
- ☐ Other: _____

Signer Is Representing: _____

RIGHT THUMBPRINT
OF SIGNER
Top of thumb here

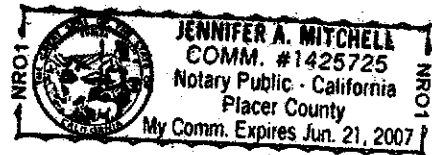
STATE OF CALIFORNIA)
)
COUNTY OF PLACER)

Subscribed and sworn to (or affirmed) before me, **Jennifer A. Mitchell** a Notary Public in and for said State, on this 26th day of October, 2006, by _____
Douglas Pautsch, personally known to me or proved to me on the basis of satisfactory evidence 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.

Signature: _____

Jennifer A Mitchell



CALIFORNIA ALL-PURPOSE ACKNOWLEDGMENT

State of California

County of

Placer

} ss.

On October 30, 2006 before me, Mona R. Vergara

Date

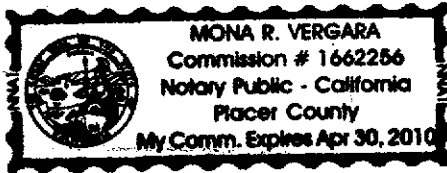
Name and Title of Officer (e.g., "Jane Doe, Notary Public")

personally appeared Gregory S. Van Dam

Name(s) of Signer(s)

☒ personally known to me

☐ proved to me on the basis of satisfactory evidence



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WITNESS my hand and official seal.

Mona R. Vergara
Signature of Notary Public

OPTIONAL

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Signer(s) Other Than Named Above: _____

Capacity(ies) Claimed by Signer

Signer's Name: _____

- ☐ Individual
☐ Corporate Officer — Title(s): _____
☐ Partner — ☐ Limited ☐ General
☐ Attorney-in-Fact
☐ Trustee
☐ Guardian or Conservator
☐ Other: _____

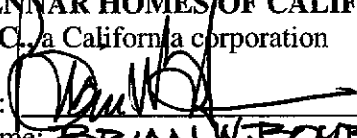
Signer Is Representing: Pulte Home Corp.

RIGHT THUMBPRINT
OF SIGNER
Top of thumb here

The following Builders hereby consent and agree to the recordation of this Memorandum against the real property owned by each Builder within Westpark, which is legally described on Exhibit A-2.

BUILDERS:

LENNAR HOMES OF CALIFORNIA, INC., a California corporation

By: 

Name: BRIAN W. BOMBEEK

Its: V.P.

PULTE HOME CORPORATION,
a Michigan corporation

By: _____

Name: _____

Its Authorized Agent

CENTEX HOMES,
a Nevada general partnership

By: Centex Real Estate Corporation,
a Nevada corporation,
Its Managing General Partner

By: _____

Doug Pautsch, its Division
President

Date: _____

SCHEDULE 1

LIST OF VILLAGES OWNED BY BUILDERS

Village 1	- Pulte Home Corporation, a Michigan corporation
Village 3A	- Pulte Home Corporation, a Michigan corporation
Village 3B	- Centex Homes, a Nevada general partnership
Village 4	- Centex Homes, a Nevada general partnership
Village 5	- Lennar Homes of California, Inc., a California corporation
Village 6	- Lennar Homes of California, Inc, a California corporation
Village 7	- Pulte Home Corporation, a Michigan corporation

EXHIBIT A-1

Legal Description - Property owned by Developer

All of that real property situated in the State of California, County of Placer, City of Roseville, and is described as follows:

PARCEL ONE:

Lot 2, Lots 4 through 6 inclusive, Lots 9 through 18 inclusive, and Lots 20 through 25, inclusive, as shown on the plat of "Westpark Phase 1" filed for record October 21, 2004, in Book "AA" of Maps, Page 4, Official Records of Placer County.

PARCEL TWO:

The remainder parcel as shown on the plat of "Westpark Phase 1" filed for record October 21, 2004, in Book "AA" of Maps, Page 4, Official Records of Placer County.

Excepting therefrom that portion of land described in the deed from PL Roseville, LLC, a limited liability company to the City of Roseville, a municipal corporation, recorded January 19, 2006 as Document No. 2006-0005328, Official Records of Placer County.

PARCEL THREE:

THE EAST HALF OF THE EAST HALF OF SECTION 22, TOWNSHIP 11 NORTH, RANGE 5 EAST, MOUNT DIABLO MERIDIAN.

PARCEL FOUR:

Lots 130 through 142 inclusive, and Lots 146 through 156 inclusive, as shown on the plat of "Westpark Village 1, Phase 1", filed for record January 26, 2006 in Book "AA" of Maps, Page 93, Official Records of Placer County.

PARCEL FIVE:

Lot 229, Lot 251 and Lot 252, and that portion entitled Remainder as shown on the plat of "Westpark Village 1, Phase 2", filed for record January 26, 2006 in Book "AA" of Maps, Page 94, Official Records of Placer County.

PARCEL SIX:

Lots 282 through 404 inclusive, as shown on the plat of "Westpark Village 1, Phase 3", filed for record January 26, 2006 in Book "AA" of Maps, Page 95, Official Records of Placer County.

PARCEL SEVEN:

Lots 161 through 175 inclusive, Lots 180 through 220 inclusive, Lots 230 through 248 inclusive, Lots 253 through 281, and that portion entitled Remainder as shown on the plat of "Westpark Village 1, Phase 4", filed for record May 19, 2006 in Book "BB" of Maps, Page 10, Official Records of Placer County.

PARCEL EIGHT:

Lots 1 through 5 inclusive, Lots 8 through 22 inclusive, Lots 25 through 37 inclusive, Lots 42 through 48 inclusive, Lots 51 through 60 inclusive, Lots 62 through 65 inclusive, Lots 70 through 74 inclusive, Lots 86 through 94 inclusive, Lots 103 through 117 inclusive, Lots 152 through 165 inclusive, Lots 170 through 198, and the Designated Remainder as shown on the plat of "Westpark Village 3A", filed for record December 19, 2005 in Book "AA" of Maps, Page 83, Official Records of Placer County.

PARCEL NINE:

Lots 1 through 3 inclusive, Lot 5, Lot 6, Lots 21 through 23 inclusive, Lots 37 through 39 inclusive, Lots 42 through 57 inclusive, Lots 63 through 75 inclusive, Lots 77 through 121 inclusive, Lots 140 through 147 inclusive, and the Designated Remainder as shown on the plat of "Westpark Village 4A", filed for record December 19, 2005 in Book "AA" of Maps, Page 84, Official Records of Placer County.

PARCEL TEN:

Lot 24, Lot 25, Lot 27, Lot 28, Lots 33 through 43 inclusive, and Lots 59 through 83 inclusive, as shown on the plat of "Westpark Village 5", filed for record December 19, 2005 in Book "AA" of Maps, Page 85, Official Records of Placer County.

PARCEL ELEVEN:

Lots 1 through 10 inclusive, Lot 27, Lot 28, Lots 34 through 51 inclusive, and Lots 60 through 77 inclusive, as shown on the plat of "Westpark Village 6", filed for record December 19, 2005 in Book "AA" of Maps, Page 86, Official Records of Placer County.

PARCEL TWELVE:

Lot 9, Lots 12 through 72 inclusive, and Lots D through J, as shown on the plat of "Westpark Village 7", filed for record December 19, 2005 in Book "AA" of Maps, Page 87, Official Records of Placer County.

EXHIBIT A-2

Legal Description - Property owned by Builders

All of that real property situated in the State of California, County of Placer, City of Roseville, and is described as follows:

LOTS OWNED BY PULTE HOME CORPORATION:

Village 1:

Lots 1 through 129 inclusive, Lot 143 through 145 inclusive, and Lots 157 through 160 inclusive, of plat of "Westpark Village 1, Phase 1", filed for record January 26, 2006 in Book "AA" of Maps, Page 93, Official Records of Placer County.

Lots 179, 221 through 228 inclusive, Lot 249, and Lot 250, of plat of "Westpark Village 1, Phase 2", filed for record January 26, 2006 in Book "AA" of Maps, Page 94, Official Records of Placer County.

Lots 176 through 178 inclusive, of plat of "Westpark Village 1, Phase 4", filed for record May 19, 2006 in Book "BB" of Maps, Page 10, Official Records of Placer County.

Village 3A:

Lot 6, Lot 7, Lot 23, Lot 24, Lots 38 through 41 inclusive, and Lots 142 through 151 inclusive, as shown on the plat of "Westpark Village 3A", filed for record December 19, 2005 in Book "AA" of Maps, Page 83, Official Records of Placer County.

Village 7:

Lots 1 through 8 inclusive, Lot 10, Lot 11, and Lots 73 through 111 inclusive, as shown on the plat of "Westpark Village 7", filed for record December 19, 2005 in Book "AA" of Maps, Page 87, Official Records of Placer County.

LOTS OWNED BY CENTEX HOMES:

Village 3B:

Lot 49, Lot 50, Lot 61, Lots 66 through 69, inclusive, Lots 75 through 85 inclusive, Lots 95 through 102 inclusive, and Lots 139 through 141 inclusive as shown on the plat of "Westpark Village 3A", filed for record December 19, 2005 in Book "AA" of Maps, Page 83, Official Records of Placer County.

Village 4A:

Lot 4, Lots 18 through 20 inclusive, Lot 40, Lot 41, Lots 58 through 62 inclusive, Lot 76, Lots 122 through 139 inclusive, as shown on the plat of "Westpark Village 4A", filed for record December 19, 2005 in Book "AA" of Maps, Page 84, Official Records of Placer County.

LOTS OWNED BY LENNAR HOMES OF CALIFORNIA, INC.:

Village 5:

Lots 1 through 23 inclusive, Lot 26, Lots 29 through 32 inclusive, Lots 44 through 58 inclusive, and Lots 84 through 88 inclusive, as shown on the plat of "Westpark Village 5", filed for record December 19, 2005 in Book "AA" of Maps, Page 85, Official Records of Placer County.

Village 6:

Lots 11 through 26 inclusive, Lots 29 through 33 inclusive, and Lots 52 through 59 inclusive, as shown on the plat of "Westpark Village 6", filed for record December 19, 2005 in Book "AA" of Maps, Page 86, Official Records of Placer County.