

Recording Requested by

CITY OF ROSEVILLE

When Recorded Mail to:

City Clerk

City of Roseville

2000 Hilltop Circle

Roseville, CA 95747

Exempt from recording fees
pursuant to Govt. Code 27383



PLACER, County Recorder

JIM MCCAULEY Co Recorder Office

DOC- 2000-0101231

Friday, DEC 29, 2000 14:42:55

NOC \$0.00

Ttl Pd \$0.00

Nbr-0000393575

rec/R2/1-19

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

CF: 0401-03-09 #15
Land use elements
North Central Road Specific Plan

FILED

FEB 06 2001

CITY OF ROSEVILLE
BY mm

1001 1001 1001 1001 1001

Record and When Recorded
Return Original to:

City Clerk
City of Roseville
311 Vernon Street, Room 208
Roseville, CA 95678

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

July 2000
(Parcels R, 18C, 20C, 21B)

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

RECITALS

A. The City and Landowner's predecessor in interest, Roseville Properties Investment Partners Ltd. ("RPIP") entered into a Development Agreement regarding certain property known as Regional 65 Centre (the "Development Agreement"), which was approved by the City Council of City of September 5, 1990, and which was recorded on October 16, 1990, in the Official Records of Placer County as Instrument No. 90-67309.

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

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

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

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

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

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

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

I. On May 17, 2000, City and Richland by Ordinance No. 3516, entered into the Eighth Amendment of the Development Agreement (the "Eighth Amendment"). The Eighth Amendment was recorded on June 21, 2000, in the Official Records of Placer County as Instrument No. 00-0044211.

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

K. On July 5, 2000, City and Parkland by Ordinance No. 3551, entered into the Tenth Amendment of the Development Agreement (the "Tenth Amendment"). The Tenth Amendment was recorded on Sept. 28, 2000, in the Official Records of Placer County as Instrument No. 358808.

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

M. The property subject to this Amendment of North Central Roseville Specific Plan ("NCRSP") Parcels R, 18C, 20C, 21B are shown on Exhibit B, the Schematic Development Plan, attached hereto and incorporated herein by reference.

AGREEMENT

NOW, THEREFORE, City and Landowner agree as follows:

1. The prior Section 2.C.1.d., of the Development Agreement, page 9 of 53, is superseded and is amended by substitution herewith, and Section 2.C.1.d. as set forth below is substituted therefore:

2.C.1.d. At the request of Landowner, the affordable obligation (or any portion thereof) for a particular parcel (the Transferring Parcel), as set forth in Section 2.C.1.b. of this Agreement, Sections 2.B.1.b., 2.B.4.a. and 2.B.4.c. of the Highland Reserve North Specific Plan (HRNSP) Development Agreement, and Section 2.5.1 of the Woodcreek East Development Agreement (to the extent it is determined that the Woodcreek East affordable housing unit reservations are allowed to be transferred from the Woodcreek East project to the NCRSP), may be transferred, with the consent of City, to another parcel (the Transferee Parcel) within the North Central Roseville Specific Plan Area (excluding Parcels 101 or 102). No such transfer shall require an amendment to this Agreement or to the North Central Roseville Specific Plan, to the HRNSP, or, after any initial amendment allowing for such transfers, to the Woodcreek East Development Agreement, but City and Landowner shall execute an instrument memorializing such transfer of obligation which shall be recorded against both the Transferring Parcel~~s~~ and the Transferee Parcel in the office of the Recorder of Placer County.

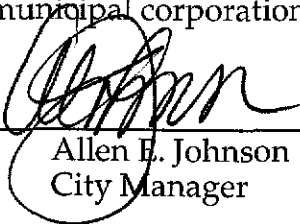
2. The property subject to this Eleventh Amendment is and shall be Parcels R, 18C, 20C and 21B of the North Central Roseville Specific Plan (as described in Exhibit A-1 and shown on Exhibit A-2) and no other property. This Eleventh Amendment shall apply to such parcels as its interests appear. With respect to land subject to the Development Agreement which is not part of the property subject to this Eleventh Amendment, the Development Agreement shall continue to apply (except to the extent that portions of such land have been terminated as provided in Section 1.B of such Agreement).

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

Approved and adopted pursuant to Ordinance No. ~~3589~~ this 15th day of December, 2000.

CITY:

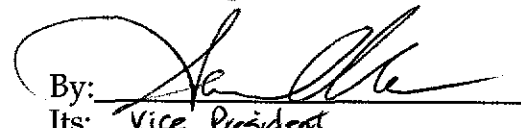
CITY OF ROSEVILLE,
A municipal corporation

By: 

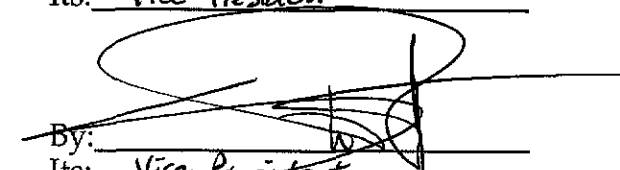
Allen E. Johnson
City Manager

RICHLAND:

RICHLAND IRVINE, INC.,
a Florida corporation

By: 

Its: Vice President

By: 

Its: Vice President

APPROVED AS TO FORM:

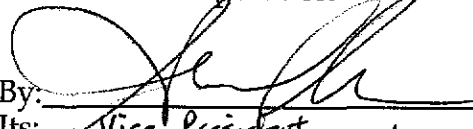

Mark J. Doane
City Attorney

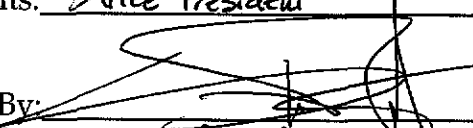
ATTEST:


Carolyn Parkinson
City Clerk

PARKLAND:

PARKLAND RESERVE, INC.,
a California corporation

By: 
Its: Vice President

By: 
Its: Vice President

5

STATE OF CALIFORNIA)
 : ss.
COUNTY OF PLACER)

On this 27 day of December in the year of 2000, before me, the undersigned, a Notary Public in and for said State, personally appeared Allen E. Johnson personally known to me (or proved 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 in and for said State



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

Title or Type of Document

Eleventh Amendment to Revel Agreement
Regional 65 Centre

Date of Document

12.20.00

Acknowledgment – All Purpose

2000 2000 2000 2000

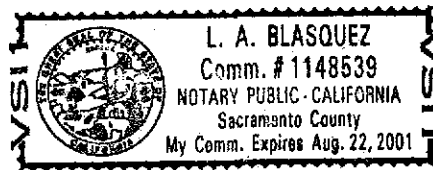
6

STATE OF CALIFORNIA }
 }
COUNTY OF SACRAMENTO } ss.

On 10-9-00, before me, L. A. BLASQUEZ, a Notary Public, personally appeared SAMUEL K. ROSS, personally known to me (or 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 entity(ies) upon behalf of which the person(s) acted, executed the instrument.

WITNESS my hand and official seal.

Signature *L. A. Blasquez*



STATE OF CALIFORNIA }
 }
COUNTY OF SACRAMENTO } ss.

On 10-11-00, before me, L. A. BLASQUEZ, a Notary Public, personally appeared STEPHEN THURTL, personally known to me (or 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 entity(ies) upon behalf of which the person(s) acted, executed the instrument.

WITNESS my hand and official seal.

Signature L. A. Blasquez



18131-20
10-09-00
dwk
Parcel "R"

EXHIBIT "A"
DESCRIPTION OF PARCEL "R"
DEVELOPMENT AGREEMENT

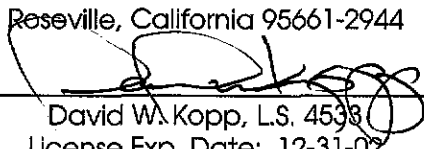
All that certain real property situate in a portion of Lots 8, as shown on the "Plat of Regional 65 Centre", as filed for record in Book "R" of Maps, at Page 24 of the Official Records of Placer County, and being more particularly described as follows:

Beginning at the most southerly corner of said Lot 8, said point being the **TRUE POINT OF BEGINNING**; thence North 45°32'34" West, a distance of 1,099.03 Feet to the point of curve of a non tangent curve to the left, of which the radius point lies North 22°35'00" West, a radial distance of 2,050.00 Feet; thence northeasterly along the arc, through a central angle of 06°30'34", a distance of 232.90 Feet; thence North 63°27'42" East, a distance of 131.00 Feet to the point of curve of a non tangent curve to the left, of which the radius point lies North 32°44'07" West, a radial distance of 2,060.00 Feet; thence northeasterly along the arc, through a central angle of 04°16'45", a distance of 153.85 Feet to a point of reverse curve to the right having a radius of 62.00 Feet and a central angle of 81°28'18"; thence easterly along the arc, a distance of 88.16 Feet; thence South 45°32'34" East, a distance of 768.93 Feet to a point of curve to the left having a radius of 2,030.00 Feet and a central angle of 02°04'42"; thence southeasterly along the arc a distance of 73.64 Feet to a point of reverse curve to the right having a radius of 25.00 Feet and a central angle of 88°27'17"; thence southerly along the arc, a distance of 38.60 Feet; thence South 49°10'00" East, a distance of 30.00 Feet; thence South 40°50'00" West, a distance of 228.84 Feet to a point of curve to the right having a radius of 1,030.00 Feet and a central angle of 16°42'57"; thence southwesterly along the arc a distance of 300.50 Feet to the POINT OF BEGINNING.

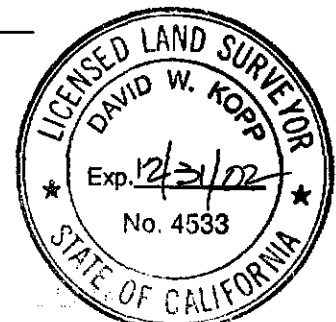
Containing 12.850 Acres, more or less.

END OF DESCRIPTION.

DESCRIPTION PREPARED BY:
MACKAY & SOMPS CIVIL ENGINEERS, INC.
1552 Eureka, Suite 100
Roseville, California 95661-2944



David W. Kopp, L.S. 4533
License Exp. Date: 12-31-02
Date: October 9, 2000



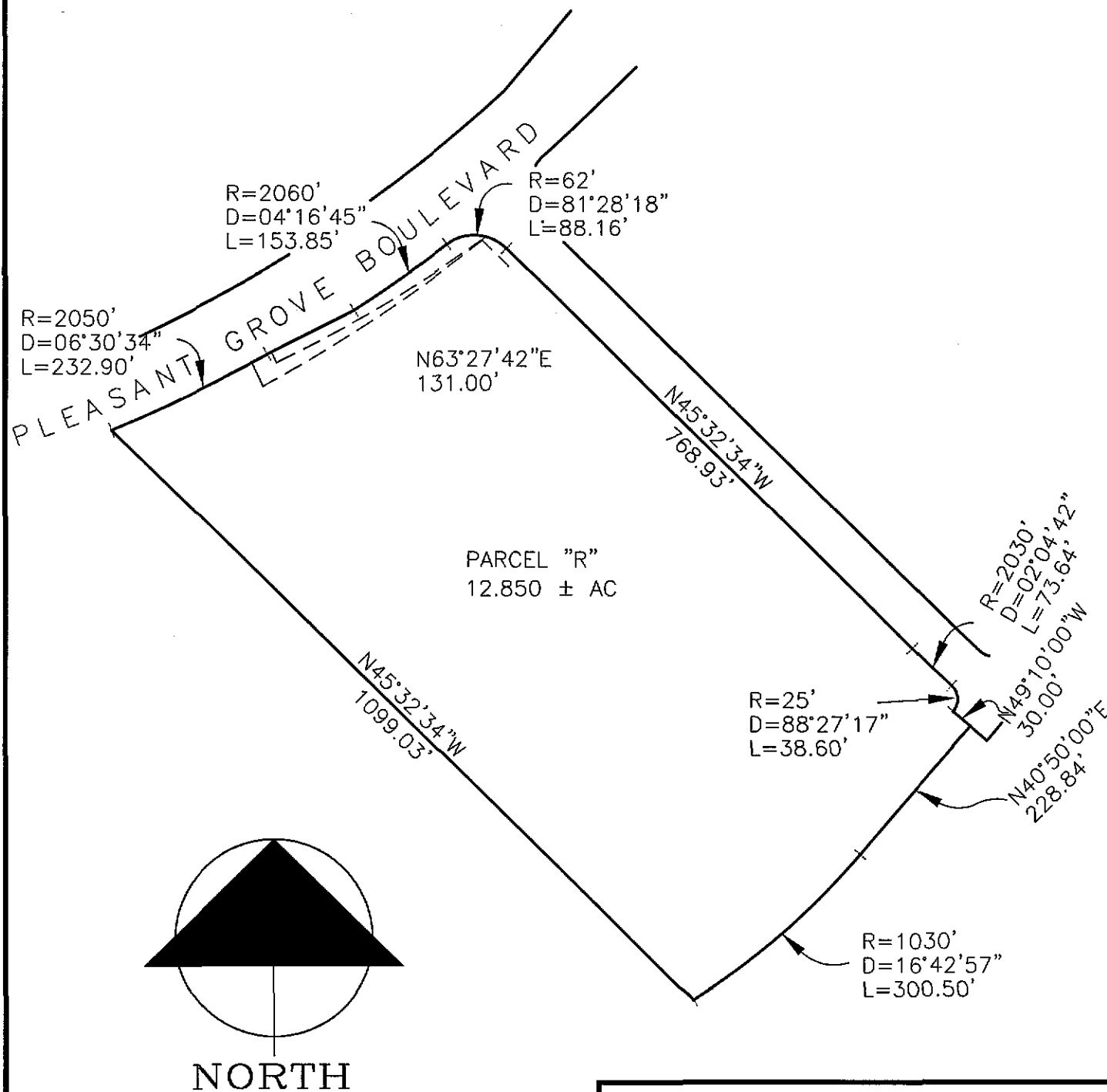


EXHIBIT A-2
PAGE 8 OF 78
PARCEL "R"
ROSEVILLE, CA

MACKAY & SOMPS
CIVIL ENGINEERS, INC.
CIVIL ENGINEERING • LAND PLANNING • LAND SURVEYING
ROSEVILLE, CALIFORNIA

DWK	1"=200'	10-09-00	18100-26
DRAWN BY	SCALE	DATE	JOB NO.

10

DESCRIPTION OF PARCEL 18c

DEVELOPMENT AGREEMENT

Being all that real property situated in the City of Roseville, Placer County, State of California and being a portion of Lot 48 "Regional 65 Centre " as filed for record in Book "R" of Maps at Page 24, Placer County Records and also being a portion of Section 22, Township 11 North, Range 6 East, Mount Diablo Meridian, Placer County, California described as

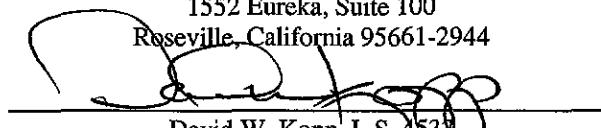
Beginning at a point, said point being the POINT OF BEGINNING and the beginning of a curve to the left, of which the radius point lies South 74°09'45" East, a radial distance of 2,055.00 Feet; thence southerly along the arc, through a central angle of 03°42'09", a distance of 132.80 Feet; thence South 09°51'43" West, a distance of 96.55 Feet to the point of curve of a non tangent curve to the left, of which the radius point lies South 78°31'40" East, a radial distance of 2,049.85 Feet; thence southerly along the arc, through a central angle of 04°11'36", a distance of 150.02 Feet to a point of reverse curve to the right having a radius of 26.00 Feet and a central angle of 86°33'11"; thence southwesterly along the arc, a distance of 39.28 Feet; thence North 86°10'04" West, a distance of 15.30 Feet; thence South 03°49'56" West, a distance of 54.00 Feet; thence South 86°10'04" East, a distance of 24.02 Feet to a point of curve to the right having a radius of 26.00 Feet and a central angle of 52°47'28"; thence southeasterly along the arc a distance of 23.96 Feet; thence South 89°32'28" West, a distance of 318.30 Feet; thence South 71°33'23" West, a distance of 214.53 Feet; thence South 88°06'03" West, a distance of 277.28 Feet; thence North 37°16'34" West, a distance of 55.85 Feet; thence North 10°22'03" West, a distance of 241.37 Feet; thence North 05°50'38" East, a distance of 200.41 Feet; thence North 09°08'12" West, a distance of 221.25 Feet; thence North 51°32'42" West, a distance of 360.42 Feet; thence North 37°39'34" West, a distance of 331.53 Feet; thence North 03°53'52" East, a distance of 261.80 Feet; thence South 73°19'37" East, a distance of 67.93 Feet to the point of curve of a non tangent curve to the left, of which the radius point lies North 54°06'23" West, a radial distance of 323.00 Feet; thence northeasterly along the arc, through a central angle of 13°01'36", a distance of 73.44 Feet to a point of compound curve to the left having a radius of 39.00 Feet and a central angle of 42°08'41"; thence northerly along the arc, a distance of 28.69 Feet to a point of reverse curve to the right having a radius of 44.00 Feet and a central angle of 91°21'35"; thence northeasterly along the arc, a distance of 70.16 Feet to a point of reverse curve to the left having a radius of 10.00 Feet and a central angle of 69°18'47"; thence northeasterly along the arc, a distance of 12.10 Feet; thence North 02°46'07" East, a distance of 114.16 Feet; thence South 48°05'11" East, a distance of 1,735.02 Feet to the POINT OF BEGINNING.

Containing 26.433 Acres, more or less.

The above description reflects the proposed boundaries as shown on the tentative large lot merger and resubdivision map approved by the City of Roseville on 12/14/95. This description is not prepared for and shall not be used to divide, sell, lease, transfer or finance any parcel of real property without first meeting the requirements of the Subdivision Map Act.

END OF DESCRIPTION.

DESCRIPTION PREPARED BY:
MACKAY & SOMPS CIVIL ENGINEERS, INC.
1552 Eureka, Suite 100
Roseville, California 95661-2944


David W. Kopp, L.S. 4533
License Exp. Date: 12-31-02
Date: October 9, 2000



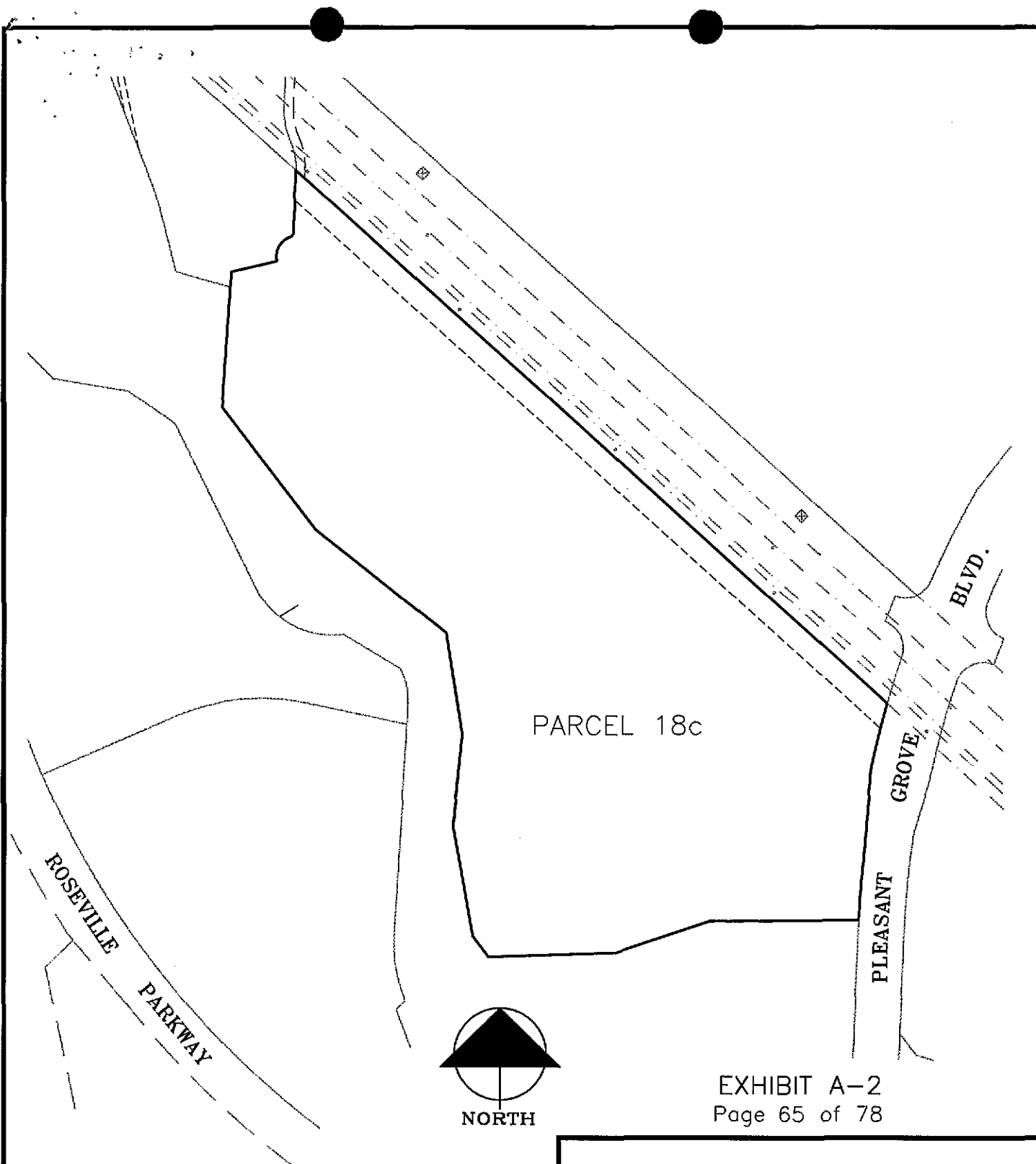


EXHIBIT A-2
Page 65 of 78

THE ABOVE PLAT REFLECTS THE PROPOSED BOUNDARIES AS SHOWN ON THE TENTATIVE LARGE LOT MERGER & RESUBDIVISION MAP APPROVED BY THE CITY OF ROSEVILLE ON 12/14/95. THIS PLAT IS NOT PREPARED FOR AND SHALL NOT BE USED TO DIVIDE, SELL, LEASE, TRANSFER OR FINANCE ANY PARCEL OF REAL PROPERTY WITHOUT FIRST MEETING THE REQUIREMENTS OF THE SUBDIVISION MAP ACT.

NCRSP PARCEL 18c

ROSEVILLE, CALIFORNIA

MACKAY & SOMPS

CIVIL ENGINEERING • LAND PLANNING • LAND SURVEYING
ROSEVILLE, CA. 95661-2944 (916) 773-1189

MSJ	1"=300'	12/07/95	18083-00
DRAWN BY	SCALE	DATE	JOB NO.

12

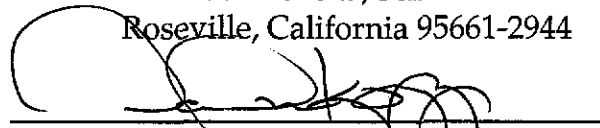
**EXHIBIT 1A
PARCEL 21B
HIGHLAND RESERVE PHASE VIII**

All that certain real property situate in a portion of Sections 23 & 26, Township 11 North, Range 6 East, Mount Diablo Meridian, City of Roseville, county of Placer, State of California and as shown on "Highland reserve Phase VIII, as filed for record in Book "U" of Maps, at Page 50 of the Records of Placer County, and being more particularly described as follows:

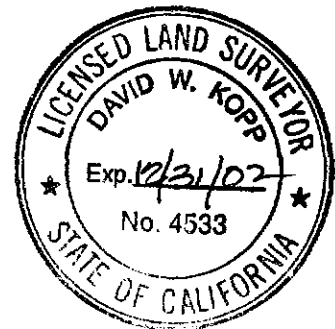
Lot 21b as shown on that certain Final Map known as "Highland reserve Phase VIII, as filed for record in Book "U" of Maps, at Page 50 of the Records of Placer County.

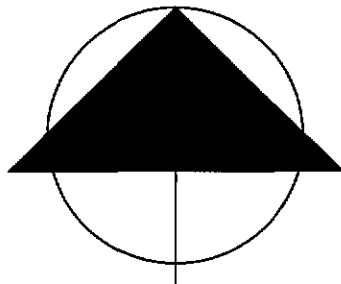
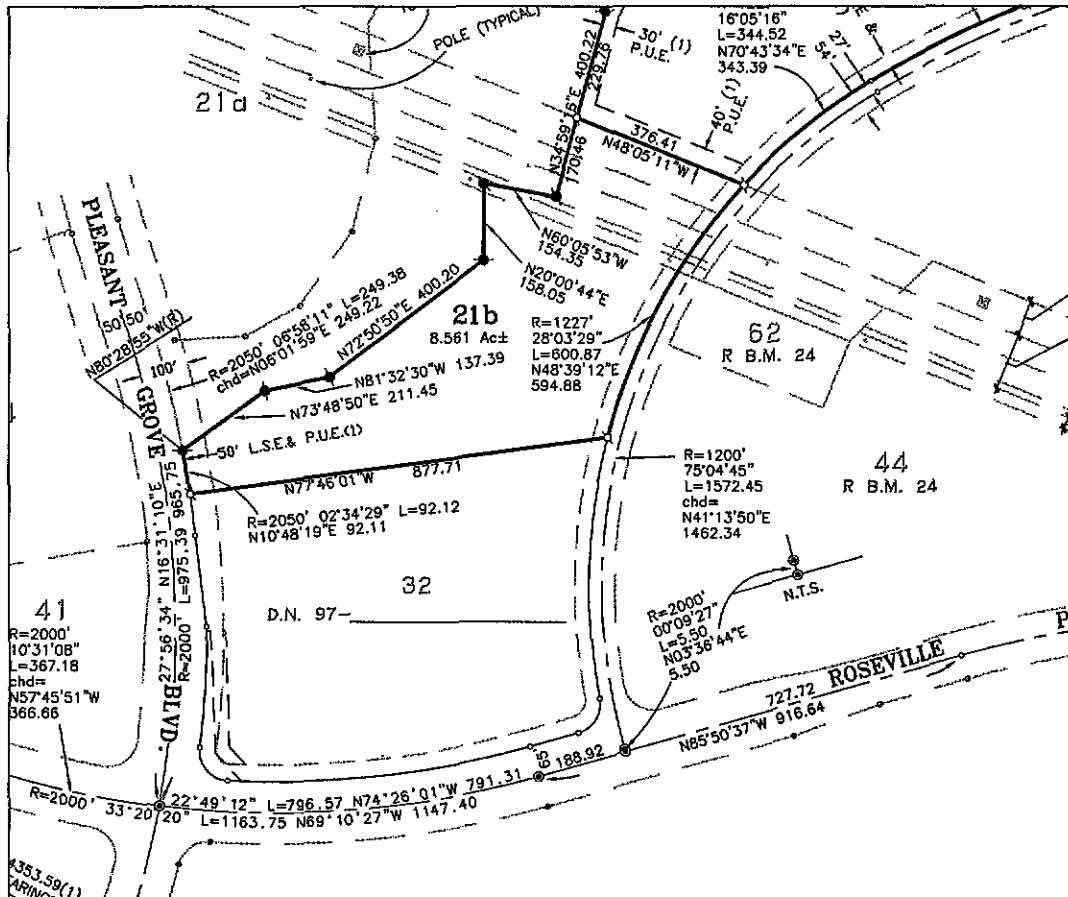
END OF DESCRIPTION.

DESCRIPTION PREPARED BY:
MACKAY & SOMPS CIVIL ENGINEERS, INC.
1552 Eureka, Suite 100
Roseville, California 95661-2944



David W. Kopp, L.S. 4533
License Exp. Date: 12-31-02
Date: October 9, 2000





NORTH



SCALE: 1"=400'

EXHIBIT "A-2"

LOT 21 b

HIGHLAND RESERVE VIII

ROSEVILLE, CA

MACKAY & SOMPS

CIVIL ENGINEERS, INC.

CIVIL ENGINEERING • LAND PLANNING • LAND SURVEYING
ROSEVILLE, CALIFORNIA

dwk	1"=400'	10-09-00	18131-20
DRAWN BY	SCALE	DATE	JOB NO.

EXHIBIT "A-1"
FOR AMENDED DEVELOPMENT AGREEMENT
(N.C.R.S.P. PARCEL 20 C)

CITY OF ROSEVILLE

All that certain real property situate in a portion of Lot 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; thence from said **TRUE POINT OF BEGINNING** along said curve to the right which tangent bears South 50°27'45" East; thence along said curve to the right having a radius of 973.00 feet through a central angle of 79°27'02" with an arc length of 1349.24 feet; subtended by a chord which bears South 10°44'13" East for a distance of 1243.70 feet; thence North 48°05'11" West a distance of 984.43 feet; thence North 41°35'27" East a distance of 754.53 feet to the point of beginning.

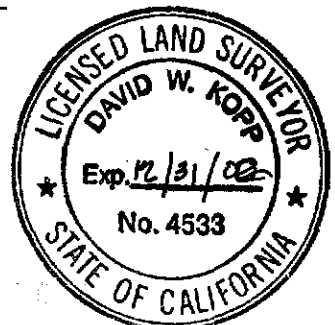
Containing 12.91 acres of land, more or less.

END OF DESCRIPTION.

DESCRIPTION PREPARED BY:
MACKAY & SOMPS CIVIL ENGINEERS, INC.

1552 Eureka, Suite 100
 Roseville, California 95661-2944


 David W. Kopp, L.S. 4533
 License Exp. Date: 12-31-02
 Date: October 9, 2000



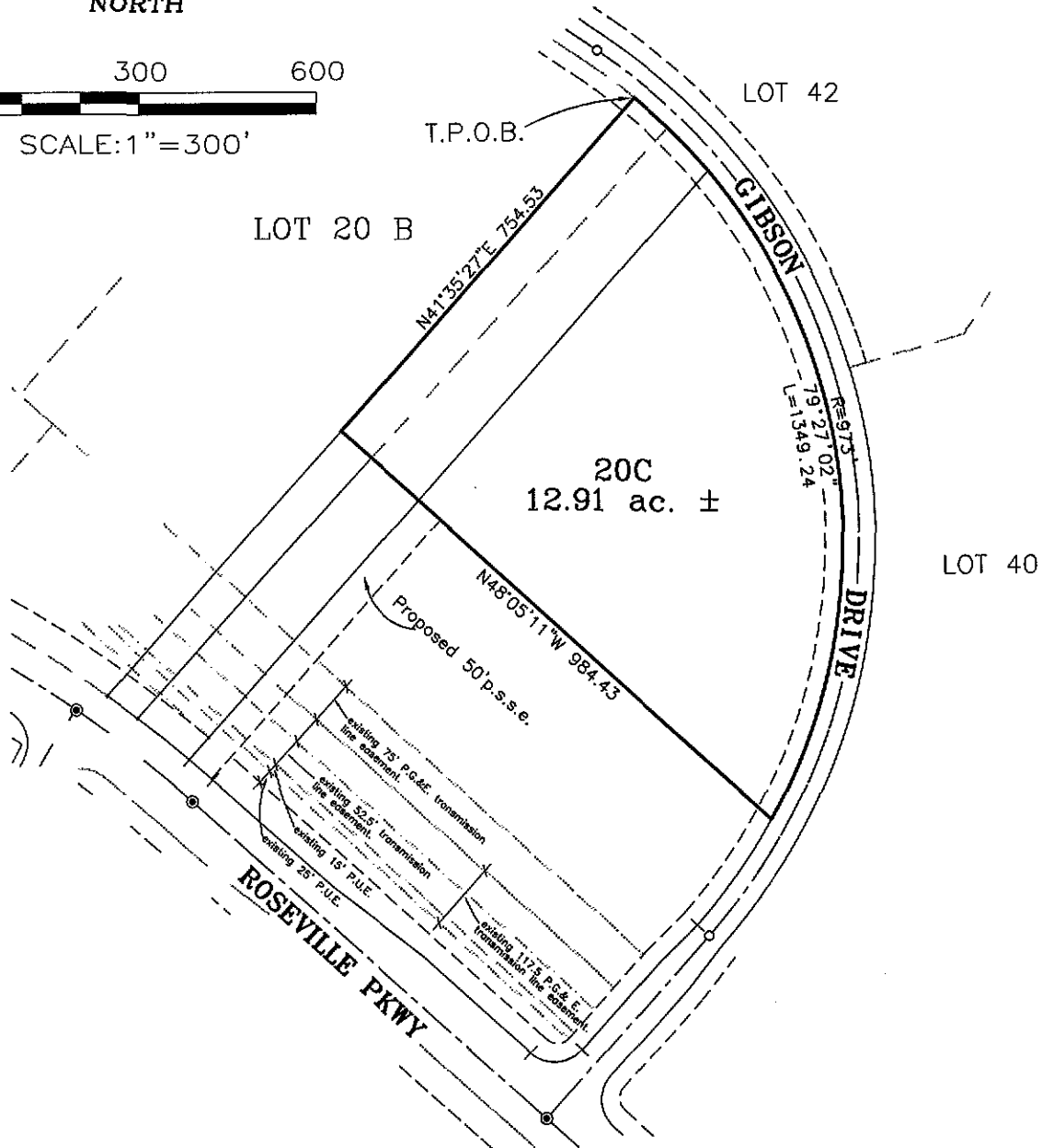


NORTH

0 300 600



SCALE: 1"=300'



Page 78 of 78

EXHIBIT A-2
Ptn. of Lots 54a,b and 56 (Parcel 20C)
AMENDED DEVELOPMENT AGREEMENT
Roseville, CA

MACKEY & SOMPS

CIVIL ENGINEERS, INC.
CIVIL ENGINEERING • LAND PLANNING • LAND SURVEYING
ROSEVILLE, CA. 95661-2944 (916) 773-1189
FAX: (916) 773-2595

dro	1"=300'	7-21-99	18,131-20
DRAWN BY	SCALE	DATE	JOB NO.

10-09-2000

09:37:06

P: \\18131\\18131-20\\city-richland\\da-city20c.dwg

ORDINANCE NO. 3589

ORDINANCE OF THE COUNCIL OF THE CITY OF ROSEVILLE
ADOPTING AN ELEVENTH AMENDMENT TO DEVELOPMENT AGREEMENT WITH
THE RICHLAND IRVINE, INC., 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 an Eleventh Amendment to Development Agreement with the Richland Irvine, Inc., to alter and clarify provisions in the existing Development Agreement relating to North Central Roseville Specific Plan (Parcels R, 18C, 20C, 21B).

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

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

SECTION 3. The Eleventh Amendment to Development Agreement by and between the Richland Irvine, Inc. and the City of Roseville, is hereby approved and the City Manager is authorized to execute it on behalf of the City of Roseville.

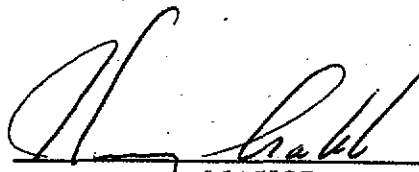
SECTION 4. The City Clerk is directed to record the executed Eleventh Amendment Development Agreement within ten (10) days of the execution of the agreement by the City Manager with the County Recorder's office of the County of Placer.

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 15th day of November, 2000, by the following vote on roll call:

AYES	COUNCILMEMBERS:	Earl Rush, Dan Goodhall, Claudia Gamar, Randolph Graham, Harry Crabb
NOES	COUNCILMEMBERS:	None
ABSENT	COUNCILMEMBERS:	None



MAYOR

ATTEST:



City Clerk

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

ATTEST
City Clerk of the City of Roseville, California


DEPUTY CLERK