



PLACER, County Recorder

JIM MCCAULEY

DOC- 2004-0024010

Thursday, MAR 04, 2004 09:10:31
NOC \$0.00

Ttl Pd \$0.00

Nbr-0001034005

gmV/GV/1-14

Recording Requested by:

CITY OF ROSEVILLE

When Recorded Mail to:

City Clerk

City of Roseville

311 Vernon Street

Roseville, CA 95678

Exempt from recording fees

Pursuant to Govt. Code 27383

(THIS SPACE RESERVED FOR RECORDER'S USE)

Seventh Amendment to the Development Agreement by and Between the City of
Roseville and Highland Reserve North L.P. Relative to the Development Known as
Highland Reserve North

CF: 0401-03-15

Highland Reserve North Specific Plan

4
also CF: 0403-06-01

Subdivision

Highland Reserve North

0304 0000 0036 0000

FILED

MAY 07 2004

CITY OF ROSEVILLE
BY _____

04

SEVENTH AMENDMENT TO THE DEVELOPMENT AGREEMENT
BY AND BETWEEN THE CITY OF ROSEVILLE AND
HIGHLAND RESERVE NORTH L.P. RELATIVE TO THE
DEVELOPMENT KNOWN AS HIGHLAND RESERVE NORTH

THIS SEVENTH AMENDMENT to the Development Agreement By and Between the City of Roseville and Highland Reserve North, L.P. Relative To The Development Known As Highland Reserve North, is entered into on the date set forth below, by and between the City of Roseville, a municipal corporation ("City"), and WL Homes, LLC, a Delaware limited liability company ("WL Homes"), and WL Roseville Reserve Associates, L.P., a California limited partnership ("WL Roseville") (collectively "Landowner"), pursuant to the authority of Sections 65864 through 65869.5 of the Government Code of California.

RECITALS

A. The City and Highland Reserve North, L.P. ("HRN") entered into a Development Agreement regarding certain property known as Highland Reserve North (the "Development Agreement"); which was approved by the City Council of City on June 23, 1997 and which was recorded on October 30, 1997, in the Official Records of Placer County as Instrument No. 97-0067515-00.

B. The Highland Reserve North property subject to this Sixth Amendment (the "Property") is described in Exhibit A-1 and shown on Exhibit A-2, attached hereto and incorporated herein by reference, and consists of Parcel 20 and Parcel 30 of the Highland Reserve North property. Parcel 20 is owned by WL Homes, and Parcel 30 is owned by WL Roseville.

C. On July 21, 1999, City, HRN and Oakville Reserve, Ltd., a Florida limited partnership (Oakville Reserve"), by Ordinance No. 3375, entered into the First Amendment of the Development Agreement (the "First Amendment"). The First Amendment was recorded on September 27, 1999, in the Official Records of Placer County as Instrument No. 95-0085315.

D. On September 1, 1999, City, HRN and Oakville Reserve, by Ordinance No. 3391, entered into the Second Amendment of the Development Agreement (the "Second Amendment"). The Second Amendment was recorded on November 24, 1999, in the Official Records of Placer County as Instrument No. 96-002-015.

E. On June 21, 2000, City, HRN and Oakville Reserve, by Ordinance No. 3529, entered into the Third Amendment of the Development Agreement (the "Third Amendment"). The Third Amendment was recorded on August 2, 2000, in the Official Records of Placer County as Instrument No. 00-0056069.

F. On July 9, 2001, City, HRN and Oakville Reserve, by Ordinance No. 3678, entered into the Fourth Amendment of the Development Agreement (the "Fourth Amendment"). The Fourth Amendment was recorded on July 13, 2001, in the Official Records of Placer County as Instrument No. 2001-0070545.

G. On October 24, 2001, City and HRN, by Ordinance No. 3745, entered into the Fifth Amendment of the Development Agreement (the "Fifth Amendment"). The Fifth Amendment was recorded on December 18, 2001, in the Official Records of Placer County as Instrument No. 2001-0136401.

H. On February 6, 2002, City and Len-Highland Park, LLC, and Lennar Renaissance, Inc., by Ordinance No. 3796, entered into the Sixth Amendment of the Development Agreement (the "Sixth Amendment"). The Sixth Amendment was recorded on April 16, 2002, in the Official Records of Placer County as Instrument No. 2002-0042801.

I. Concurrent with its consideration of the Seventh Amendment, City is processing a Specific Plan Amendment (Resolution No. 04-16), for purposes of holding excess units from HRNSP Parcels 20 and 30 in reserve to HRN, Landowner's predecessor in interest, subject to a future allocation by a Specific Plan Amendment. City and Landowner wish to enter into this Seventh Amendment in order to provide consistency with this land use approval.

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

AGREEMENT

NOW, THEREFORE, CITY AND LANDOWNER AGREE AS FOLLOWS:

1. The prior Section 2.A.2 of the Development Agreement, page 6 of 58, is superseded and is amended by substitution herewith, and Section 2.A.2, as set forth below, is substituted therefore:

2.A.2 Vested Entitlements. Subject to the provisions and conditions of this Agreement, City hereby grants a fully vested entitlement and right to develop the Property in accordance with the terms and conditions of this Agreement and the other Entitlements, unless otherwise provided herein, and subject to amendment of this Agreement as provided in Section 1.F. The vested entitlements include the following land uses for the Property: 162.43 acres of Community Commercial use, 36.55 acres of Public/Quasi-public use, 36.72 acres of Park use, 9.85 acres of School use, 39.87 acres of Open Space use and 1,886 dwelling units for Residential use, of which 210 units are held in reserve as contained herein, all as set forth in Exhibits B and C. Such uses shall be as set forth and defined in the Highland Reserve North Specific Plan and the Zoning Ordinance of the City of Roseville.

Outstanding Unused Units. City hereby acknowledges that the number of underutilized units retained by HRN for potential relocation and development within either the North Central Roseville Specific Plan ('NCRSP') or Highland Reserve North Specific Plan ('HRNSP') areas pursuant to the Development Agreement is now 210 retained units.

Subsequent approval(s) of HRN's use of any of the outstanding retained units shall be made in accordance with the provisions herein. Any application for the

use of such retained units shall be made in connection with an application for a Specific Plan Amendment and Development Agreement for the receiving parcel. Any such proposed use of the retained units shall require approval by the City, in the City's sole and absolute discretion.

All outstanding retained units not otherwise utilized within two (2) years from the date of City Council approval of this agreement shall immediately revert to the City's unit pool and HRN shall have no subsequent claim to such units. Provided, however, if an application(s) for a Specific Plan Amendment and Development Agreement for utilization of the outstanding retained units has been accepted as complete by the City prior to the end of the two (2) year period from the date of execution of this agreement, that portion of the outstanding retained units included in such application(s) shall not immediately revert to the City. In such case, any units not approved for use by the City as a part of the action on said application(s) shall revert to the City's unit pool at the time the City takes final action on such application(s).

2. The prior Exhibit C (Table of Land Uses) to the Development Agreement, page 1 of 1, is superseded and amended by substitution herewith, and Exhibit C, page 1 of 1, attached hereto and incorporated by reference, is substituted therefore.

3. All provisions of the Development Agreement not otherwise inconsistent with this 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 Amendment and the readoption and ratification are consistent with the Roseville General Plan, and Highland Reserve North Specific Plan and the EIR certified by the City of Roseville on May 28, 1997, Resolution 97-125.

Approved and adopted pursuant to Ordinance No. 4031 this 25th day of February, 2004.

CITY OF ROSEVILLE
a municipal corporation



W. CRAIG ROBINSON
City Manager

Parcel 20

WL HOMES, LLC,
A Delaware Limited Liability Company

By: 

Name: Kevin S. Carson

Its: President of Sacramento Division

Parcel 30

WL ROSEVILLE RESERVE ASSOCIATES, L.P.,
A California Limited Partnership

By: 

Name: Kevin S. Carson

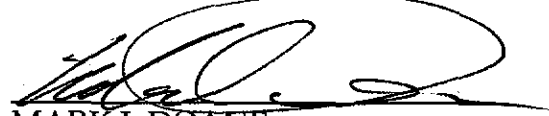
Its: President of Sacramento Division

ATTEST:



SONIA OROZCO
City Clerk

APPROVED AS TO FORM:

A handwritten signature in black ink, appearing to read 'Mark J. Doane', written over a horizontal line.

MARK J. DOANE
City Attorney

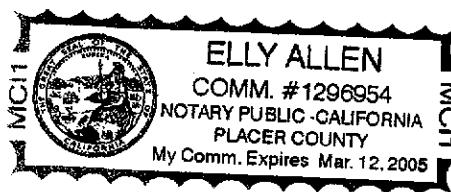
STATE OF CALIFORNIA)
 : ss.
COUNTY OF PLACER)

On this 24th day of February in the year of 2004, 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.



Notary Public in and for said State



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

Title or Type of Document: Seventh Amendment to Development Agreement

Date of Document: February 25, 2004

Acknowledgment – All Purpose

CALIFORNIA ALL-PURPOSE ACKNOWLEDGMENT

State of California

County of

Placer

ss.

On

Dec 18, 2003

Date

before me

Erika M. Schaldach, Notary Public

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

personally appeared

Kevin A. Carson

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.

Erika M. Schaldach
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

EXHIBIT "A-1"
HIGHLAND RESERVE NORTH
LOT 20
City of Roseville, County of Placer, State of California

Lot "20" as shown on the Amended Final Map for Highland Reserve North Phase No. B through F Large Lot Subdivision, as filed for record in the office of the Recorder of Placer County, California, on July 26, 2000 in Book W of Maps at Page 43.

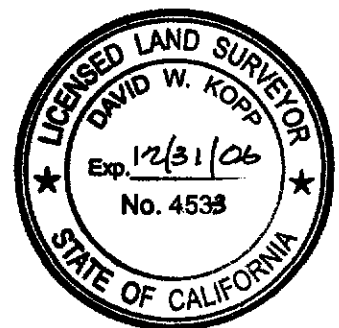
Containing 11.95 acres more or less.

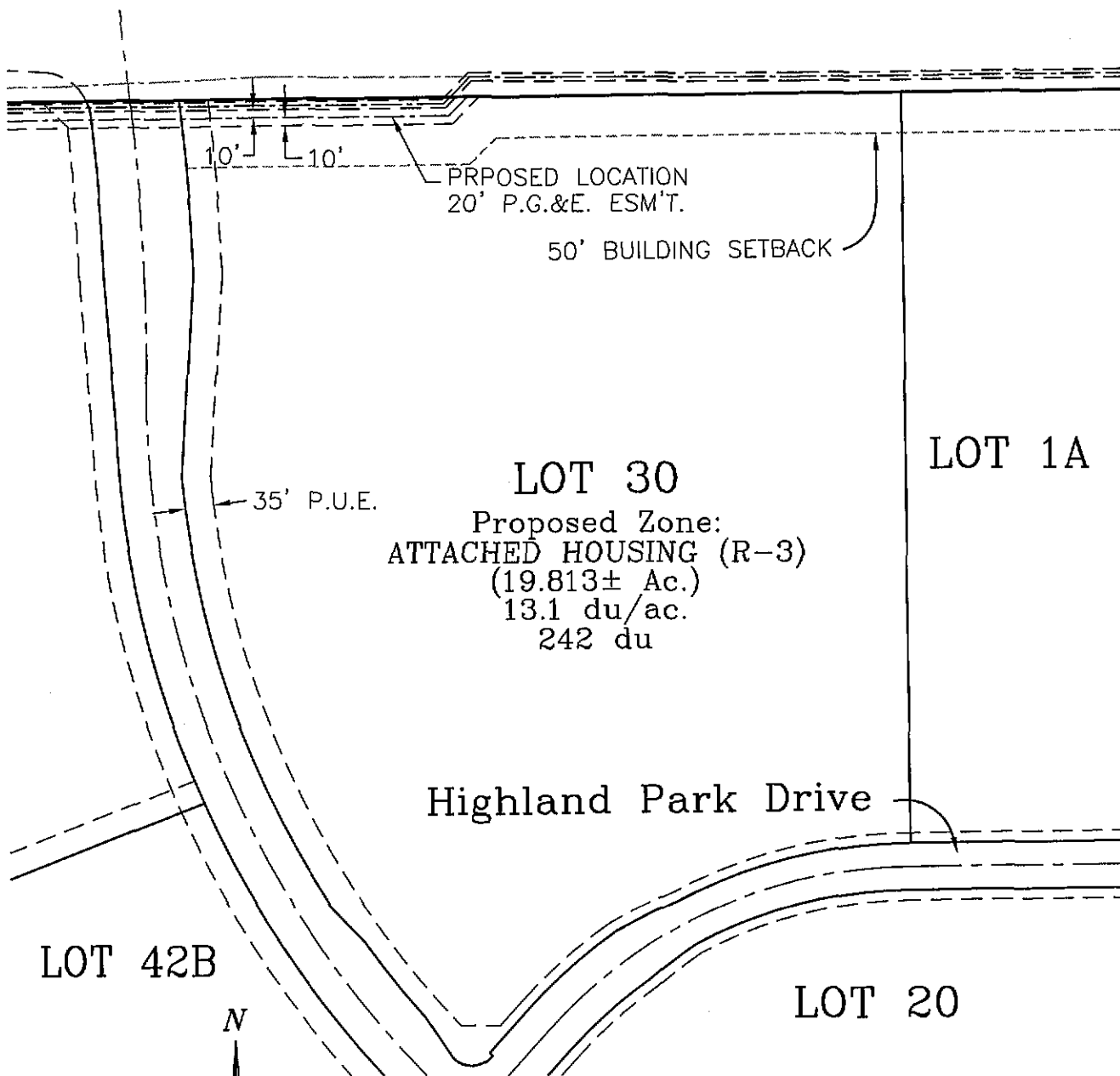
END OF DESCRIPTION

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



David W. Kopp, P.L.S. 4533
License Expiration Date: 12-31-06
Date: December 1, 2003





LOT 42B



Highland Park Drive

LOT 1A

LOT 30

Proposed Zone:
ATTACHED HOUSING (R-3)
(19.813± Ac.)
13.1 du/ac.
242 du

LOT 20

EXHIBIT A-2

LOT 30

HIGHLAND RESERVE NORTH
PROPERTY DELINEATION

MACKEY & SOMPS

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

dwk	1"=200'	12-01-03	18182-00
DRAWN BY	SCALE	DATE	JOB NO.

This exhibit is for graphic purposes only.
Any errors or omissions on this exhibit
shall not affect the deed description.

EXHIBIT "A-1"
HIGHLAND RESERVE NORTH
LOT 30
City of Roseville, County of Placer, State of California

Lot "30" as shown on the Amended Final Map for Highland Reserve North Phase No. B through F Large Lot Subdivision, as filed for record in the office of the Recorder of Placer County, California, on July 26, 2000 in Book W of Maps at Page 43.

Containing 19.813 acres more or less.

END OF DESCRIPTION

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



David W. Kopp, P.L.S. 4533
License Expiration Date: 12-31-06
Date: December 1, 2003



LOT 30

LOT 1A

Highland Park

Drive

LOT 20

Proposed Zone:
ATTACHED HOUSING R-3
(11.953± Ac.)
14.0 du/ac.
166 du

Fairway

40' P.U.E.

LOT 47A

Drive

40' P.U.E.



LOT 47B

EXHIBIT A-2

LOT 20

HIGHLAND RESERVE NORTH
PROPERTY DELINEATION

MACKEY & SOMPS

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

dwk	1"=200'	12-01-03	18182-00
DRAWN BY	SCALE	DATE	JOB NO.

This exhibit is for graphic purposes only.
Any errors or omissions on this exhibit
shall not affect the deed description.

12-01-2003

13:16:28

shaskell

P:\18182\survey\mapping\plats\lot 20.dwg

EXHIBIT C TABLE OF LAND USES HIGHLAND RESERVE NORTH

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

Parcel No.	Land Use ⁽¹⁾	Acreage ⁽²⁾	Density	D.U.
1A	LDR	11.66	5.66	66
1B	LDR	24.25	4.17	101
2	LDR	30.33	4.78	145
3	LDR	13.79	4.65	64
4	LDR	26.70	3.60	96
5	LDR	18.52	4.32	80
6A	LDR	12.39	3.39	42
6B	LDR	18.85	3.98	75
7	LDR	21.81	3.44	75
8	LDR	17.42	4.77	83
9A	LDR	21.42	3.69	79
9B	LDR	11.92	3.36	40
10	LDR	19.66	3.67	72
LDR sub-total		248.72		1,018
20	HDR	11.95	14.00	166
30	HDR	19.81	13.10	242
31	HDR	13.72	18.23	250
units held in reserve		-	-	210
total residential		294.20		1,886
40	CC	13.93		
41	CC	12.37		
42A	CC	14.83		
42B	CC	3.39		
43A	CC	20.60		
43B	CC	1.00		
44	CC	3.96		
45A	CC	13.99		
45B	CC	14.51		
46A	CC	9.05		
46B	CC	15.23		
46C	CC	11.37		
47A	CC	9.33		
47B	CC	9.50		
47C	CC	9.37		
sub-total		162.43		
50	Park	3.35		
51	Park	3.55		
52	Park	20.35		
53	Park	5.16		
sub-total		32.41		
60	P/QP	9.85		
61	P/QP	36.55		
sub-total		46.40		
70	OS	4.05		
71 (portion)	OS	19.66		
71A (portion)	Park & Rec.	4.31		
72	OS	7.43		
73	OS	8.73		
sub-total		44.18		
Major Roads & R/W		35.42		
sub-total		35.42		
Total		615.04 ⁽³⁾		

Notes:

- (1) Stanford Ranch Road is illustrated within the Plan Area boundaries, however, the road area (9.29 ± ac.) is already dedicated right-of-way and is excluded from the Land Use Tables.
- (2) Listed acreages for Parcels 1-73 are gross acres, and include adjacent landscape corridors and entry street stubs.
- (3) Total site area per final map is 615.035 ac. (Book R of Maps, page 24).
- (4) All acreages are approximate.

ORDINANCE NO. 4031

ORDINANCE OF THE COUNCIL OF THE CITY OF ROSEVILLE
ADOPTING A SEVENTH AMENDMENT TO DEVELOPMENT AGREEMENT WITH THE
HIGHLAND RESERVE NORTH L.P., WL HOMES, LLC AND WL ROSEVILLE RESERVE
ASSOCIATES 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 Seventh Amendment to Development Agreement with the Highland Reserve North L.P., WL Homes, LLC and WL Roseville Reserve Associates L.P. to alter and clarify provisions in the existing 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 for the Highland Reserve North Specific Plan, and makes the following findings:

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

SECTION 3. The Seventh Amendment to Development Agreement by and between the Highland Reserve North L.P., WL Homes, LLC, WL Roseville Reserve Associates 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 Seventh 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.

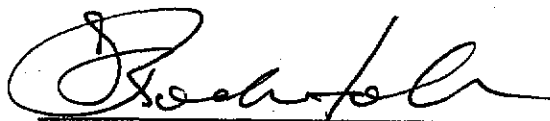
SECTION 6. The City Clerk is hereby directed to cause this ordinance to be published in full at least once within fourteen (14) days after it is adopted in a newspaper of general circulation in the City, or shall within fourteen (14) days after its adoption cause this ordinance to be posted in full in 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 21st day of January, 2004, by the following vote on roll call:

AYES COUNCILMEMBERS: John Allard, Richard Roccucci, Jim Gray, Gina Garbolino, Rocky Rockholm

NOES COUNCILMEMBERS: None

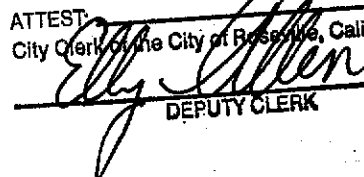
ABSENT COUNCILMEMBERS: None


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

Ord. 4031

0304 0000 00236 0013