

**RECORDING FEES
EXEMPT PURSUANT TO
GOVERNMENT CODE §27383**

RECORDING REQUESTED BY:
City of Vacaville

Recorded in Official Records,
Solano County
Doc#: 201400035644
5/14/2014 8:40 AM

WHEN RECORDED MAIL TO:
Michelle Thornbrugh
City Clerk
City of Vacaville
650 Merchant Street, Vacaville, CA 95688

APN 136-140-090

**FIRST AMENDMENT TO DEVELOPMENT AGREEMENT
BY AND BETWEEN THE CITY OF VACAVILLE
AND THE VANDEN PROPERTIES JOINT VENTURES
REGARDING THE DEVELOPMENT OF REAL PROPERTY COMMONLY
REFERRED TO AS THE ESTATES AT VANDEN MEADOWS**

March 25, 2014
DATE

MARC TONNESEN
Solano County
Assessor/Recorder
675 Texas Street, Suite 2700
Fairfield, CA 94533-6338
(707) 784-6290 / Vitals 784-6294

P City of Vacaville

Rcpt # 598620 05/14/14 08:40AM

Description	Fee
DOC# 201400035642 AGREEMENT No Fee	\$0.00 \$0.00
DOC# 201400035643 AGREEMENT No Fee	\$0.00 \$0.00
DOC# 201400035644 AMEND AGREEMENT No Fee	\$0.00 \$0.00

Total Amount Due \$0.00

Total Paid

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THIS FIRST AMENDMENT TO DEVELOPMENT AGREEMENT (hereinafter the “First Amendment”) is entered into this 25th day of March, 2014, by and between **THE VANDEN PROPERTIES JOINT VENTURES**, a California limited liability company (the “Developer”) and the **CITY OF VACAVILLE**, a municipal corporation (the “City”), pursuant to the authority of Sections 65864 through 65869.5 of the California Government Code, and Division 14.17 of the Vacaville Municipal Code. City and Developer are also referred to hereinafter individually as “party” or collectively as the “parties.”

RECITALS

This First Amendment is made with reference to the following facts:

- A.** On October 8, 2013, the parties entered into an agreement entitled “Development Agreement By and Between the City of Vacaville and the Vanden Properties Joint Ventures Regarding the Development of Real Property Commonly Referred to As the Estates at Vanden Meadows” (hereinafter “Agreement”). The real property that is the subject of the Agreement is generally described in Exhibit A of the Agreement and more particularly described in Exhibit A-1 of the Agreement. The Agreement was recorded on March 17, 2014 (Doc # 201400018531). All capitalized words and phrases in this First Amendment shall have the same meaning as in the Agreement.
- B.** At the public hearing on October 8, 2013, the Developer and members of the public indicated an interest in revising the Project to modify the designated high density residential site, known as Area E of the Specific Plan, to low density residential use. Subsequently, Developer has submitted a request to amend City’s land use plans and policies and the Agreement to modify the density of said Area E to low density residential use in order to construct thereon thirty-two single-family residential units in place of the 192-unit apartment project provided for in the Agreement.
- C.** Subsection 14.D of the Agreement provides that the Agreement may be amended from time to time by mutual consent of the parties or their successors in interest, in accordance with the provisions of Government Code Sections 65867 and 65688, and Division 14.17 of the Vacaville Municipal Code, and all amendments to the Agreement shall automatically become part of the Project Approvals.
- D.** City has provided the required notice of its intention to approve this First Amendment and has conducted public hearings thereon pursuant to Government Code Section 65867. As required by Government Code Section 65867.5, City has found that the provisions of this First Amendment and its purposes are

consistent with the goals, policies, standards and land use designations specified in City's General Plan.

- E.** On September 24, 2013, the City Council certified with findings the EIR for the Agreement with the adoption of Resolution No. 2013-073.
- F.** The Environmental Impact Report (State Clearinghouse No. 2011022008), which was prepared pursuant to CEQA, was certified with findings by the City Council on September 24, 2013, by Resolution No. 2013-073 (the "EIR"). On February 18, 2014, the Planning Commission recommended for approval the Reaffirmation of the EIR for Area E of the Specific Plan, which the City Council subsequently adopted with findings on March 11, 2014, by Resolution No. 2014-027.
- G.** On February 18, 2014, the Planning Commission recommended approval of this First Amendment as provided in Resolution No. 2013-085 of the Planning Commission. On March 25, 2014, the City Council adopted Ordinance No. 1866 approving this First Amendment and authorizing its execution.
- H.** Developer has secured various Planning Approvals relating to the development of the Project Site as amended by the reduction in density to Area E of the Specific Plan. These Project Approvals include, without limitation, the following:

 - (1) General Plan Amendment. On March 11, 2014, following Planning Commission review and recommendation, and after a duly-noticed public hearing, the City Council, by Resolution No. 2014-028, approved the Vanden Meadows General Plan Amendment for Area E of the Specific Plan (the "General Plan Amendment").
 - (2) Specific Plan Amendment. On March 11, 2014, following Planning Commission review and recommendation, and after a duly-noticed public hearing, the City Council, by Resolution No. 2014-029, approved the Vanden Meadows Specific Plan Amendment (the "Specific Plan Amendment") for Area E of the Specific Plan that removed the requirement for a high density residential component in Area E of the Specific Plan area that is otherwise required by General Plan Guiding Policy 2.5-G 2 relating to housing mix in new development areas.
 - (3) Zone Change. On March 25, 2014, following Planning Commission review and recommendation, and after a duly-noticed public hearing, the City Council, by Ordinance No. 1865, approved the rezoning of Area E of the Specific Plan to low density residential (the "Zone Change").
- I.** Immediately prior to the approval of this First Amendment, the City Council took the following actions:

- (1) Determined that the Addendum to the EIR adequately addressed this First Amendment and made the findings required by CEQA; and
- (2) After a duly-noticed public hearing, made appropriate findings required by Division 14.17 of the Vacaville Municipal Code that the provisions of this First Amendment are consistent with the General Plan.

NOW, THEREFORE, in consideration of the premises, covenants and provisions set forth herein, the parties agree as follows:

FIRST AMENDMENT

SECTION 1. VESTED ELEMENTS

This First Amendment is to incorporate into the Vested Elements the revised Vanden Meadows Specific Plan and development Project Approvals related to the reduction in density to Area E of the Specific Plan. Certain actions of City identified below (the full enactments of which are incorporated herein by reference thereto), reflect the revision of the Project to incorporate a revised land use plan for Area E of the Specific Plan, permitting the construction of up to 32 single-family residential units in place of the originally approved 192-apartment unit project, and are declared binding and not subject to change except if specifically stated to the contrary elsewhere in the Agreement or this First Amendment. Such actions are hereinafter referred to herein as the "Vested Elements."

No part of the Vested Elements may be revised or changed during the Term of the Agreement without the consent of the owner of the portion of the Project Site to which the change applies (or that would be affected by any reduction or decrease in rights or increase in burdens caused by such change), unless expressly stated to the contrary elsewhere in the Agreement or this First Amendment. The foregoing notwithstanding, applications for permits, entitlements, and other approvals shall be subject to such changes in the General Plan, the Vacaville Municipal Code, City's zoning code, and other rules, regulations, ordinances and official policies hereinafter adopted (and in effect at the time of the application) that do not conflict with the Vested Elements or materially deprive Developer of the benefits thereof.

The Vested Elements shall be effective against, and shall not be amended by, any subsequent ordinance or regulation, whether adopted or imposed by the City Council or through the initiative or referendum process. The Vested Elements are:

- A. The General Plan, approved by the City Council on August 21, 1990, as amended by the General Plan Amendment.
- B. The Specific Plan, as amended by the Specific Plan Amendment.
- C. The Zone Change, including the rezone of Area E of the Specific Plan to residential low density.
- D. Mitigation measures proposed (and not rejected by City as infeasible) in the EIR and the Addendum to EIR with respect to the Specific Plan and related development project actions for the Project Site.

- E. Parcel map waivers, tentative parcel maps, tentative subdivision maps, vesting tentative parcel maps, vesting tentative subdivision maps, conditional use permits, design review approvals and other zoning entitlements or discretionary approvals by City with respect to portions of the Project Site, subject to the provisions of Subsections 2.C and 2.D, of the Agreement.
- F. The Planned Development, as revised for Area E.
- G. The Annexation Request.

SECTION 2. OTHER TERMS AND CONDITIONS

All other terms and conditions of the Agreement not expressly amended by this First Amendment shall remain in full force and effect.

SECTION 3. SIGNATORY'S AUTHORITY

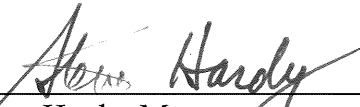
Each party warrants to each other party that he or she is fully authorized and competent to enter into this First Amendment in the capacity indicated by his or her signature and agrees to be bound by this First Amendment.

IN WITNESS WHEREOF, the parties hereto have executed this First Amendment as of the day and year first above written.


“CITY”

CITY OF VACAVILLE,
a municipal corporation

Approved as to form:

 5-12-14

Steve Hardy, Mayor



Gerald L. Hobrecht, City Attorney

“DEVELOPER”

THE VANDEN PROPERTIES JOINT
VENTURES, a California limited liability
company

Approved as to form:



Alan R. Brayton, Managing Member

Bruce Inman, Real Estate Attorney

[ADD NOTARY CERTIFICATES]

CALIFORNIA ALL-PURPOSE ACKNOWLEDGMENT
CIVIL CODE § 1189

State of California

County of Solano



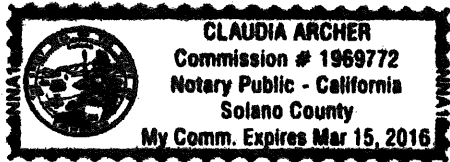
On May 12, 2014 before me, Claudia Archer, Notary Public,
Date Here Insert Name and Title of the Officer

personally appeared Steve Hardy
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.



Place Notary Seal Above

Signature: Claudia Archer
Signature of Notary Public

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: First Amendment to Deed Agree. between City of Vacaville and Vanden Properties Joint Ventures Document Date: March 25, 2014

Number of Pages: 6 - incl. this page Signer(s) Other Than Named Above: Alan R. Brayton

Capacity(ies) Claimed by Signer(s)

Signer's Name: Steve Hardy

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

Other: Mayor of the City of Vacaville

Signer Is Representing: City of Vacaville

Signer's Name: _____

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

Other: _____

Signer Is Representing: _____

CALIFORNIA ALL-PURPOSE ACKNOWLEDGMENT

State of California

County of MARIN }

On MAY 6, 2014 before me, JENNIFER S. HARWOOD NOTARY PUBLIC
Date Here Insert Name and Title of the Officer

personally appeared ALAN R. BRAYTON
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.



Place Notary Seal Above

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 [Handwritten Signature]
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: 1ST AMENDMENT TO DEVELOPMENT AGREEMENT

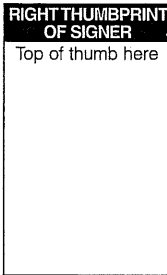
Document Date: MARCH 25, 2014 Number of Pages: 5

Signer(s) Other Than Named Above: STEVE HARDY, GERALD L. HOBRECHT, BRUCE INMAN

Capacity(ies) Claimed by Signer(s)

Signer's Name: _____

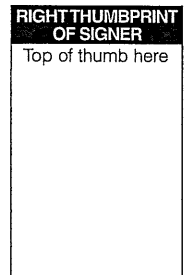
- Individual
- Corporate Officer — Title(s): _____
- Partner — Limited General
- Attorney in Fact
- Trustee
- Guardian or Conservator
- Other: _____



Signer Is Representing: _____

Signer's Name: _____

- Individual
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- Partner — Limited General
- Attorney in Fact
- Trustee
- Guardian or Conservator
- Other: _____



Signer Is Representing: _____