

**SECOND AMENDMENT TO
FUNDING, CONSTRUCTION AND ACQUISITION AGREEMENT**

**CITY OF ROSEVILLE
WESTBROOK COMMUNITY FACILITIES DISTRICT NO. 1**

This Second Amendment to Funding, Construction and Acquisition Agreement (this "Second Amendment") is entered into as of the 2nd day of May, 2019, by and among the CITY OF ROSEVILLE, a California charter city and municipal corporation (the "City"), WP DEVELOPMENT COMPANY, LLC, a California limited liability company, and WESTPARK S.V. 400, LLC, a California limited liability company (collectively, the "Owner").

WHEREAS, the City previously issued for and on behalf of the City of Roseville Westbrook Community Facilities District No. 1 (Public Facilities) (the "District"), the City of Roseville Westbrook Community Facilities District No. 1 (Public Facilities) Special Tax Bonds, Series 2014 (the "2014 Bonds"), in the initial principal amount of \$14,355,000, which 2014 Bonds constituted the first series of bonds issued for the District; and

WHEREAS, at the time of formation of the District, Westpark S.V. 400, LLC, a California limited liability company, owned all of the land in the District; in contemplation of development, the Phase 1 area was transferred to WP Development Company, LLC (an affiliate comprised of the same principals as Westpark S.V. 400, LLC), for lot development and sales; and

WHEREAS, in connection with the 2014 Bonds, the City entered into a Funding, Construction and Acquisition Agreement, dated as of December 1, 2014 (the "Prior Agreement"), by and between the City and WP Development Company, LLC, providing for the acquisition of certain improvements within the Phase 1 area of the District as set forth in a list of authorized facilities from the proceeds of bonds to be issued for the District; and

WHEREAS, the City previously issued for and on behalf of the District the City of Roseville Westbrook Community Facilities District No. 1 (Public Facilities) Special Tax Bonds, Series 2018 (the "2018 Bonds"), in the initial principal amount of \$11,615,000, which 2018 Bonds constituted the second series of bonds issued for the District, and in connection with the issuance of the 2018 Bonds, the City and the Owner entered into the First Amendment to Funding, Construction and Acquisition Agreement, dated as of July 26, 2018 (the "First Amendment"); and

WHEREAS, references herein to the "Prior Agreement" shall include the First Amendment and this Second Amendment; and

WHEREAS, the City and Owner desire that an additional series of bonds be issued, and in connection therewith, desire to have the terms of the Prior Agreement be applicable to disbursements of proceeds which become available for Authorized Facilities from the City of Roseville Westbrook Community Facilities District No. 1 (Public Facilities) Special Tax Bonds, Series 2019 (the "2019 Bonds"), in the initial principal amount of \$14,010,000, being issued on the date hereof; and

WHEREAS, the City desires to amend and supplement the Prior Agreement pursuant to the terms of this Second Amendment.

NOW, THEREFORE, in consideration of the preceding recitals and the mutual covenants hereinafter contained, the parties agree as follows:

1. The definition of "Bonds" referred to in Section 2 of the Prior Agreement shall include the 2019 Bonds. The Public Facilities contemplated to be financed by the Bonds may include any authorized Public Facilities, including such facilities located within Phase 3 of the Project. Exhibit A attached to the Prior Agreement, describing the Public Facilities contemplated to be financed by the Bonds, is hereby deleted and replaced with Exhibit A, attached to this Second Amendment.

[Signatures on following page.]

IN WITNESS WHEREOF, the parties have caused this Second Amendment to Funding, Construction and Acquisition Agreement to be signed as of the date first above written.

CITY OF ROSEVILLE, a municipal corporation,
for and on behalf of the City of Roseville
Westbrook Community Facilities District No. 1
(Public Facilities)

By: 

DOMINICK CASEY
City Manager

WP DEVELOPMENT COMPANY, LLC,
a California limited liability company

By: _____
JEFF JONES
Manager

ATTEST:

By: 

SONIA OROZCO
City Clerk

WESTPARK S.V. 400, LLC,
a California limited liability company

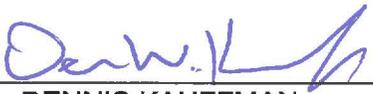
By: _____
JEFF JONES
Manager

APPROVED AS TO FORM:

By: 

ROBERT R. SCHMITT
City Attorney

APPROVED AS TO SUBSTANCE:

By: 

DENNIS KAUFFMAN
Chief Financial Officer

IN WITNESS WHEREOF, the parties have caused this Second Amendment to Funding, Construction and Acquisition Agreement to be signed as of the date first above written.

CITY OF ROSEVILLE, a municipal corporation,
for and on behalf of the City of Roseville
Westbrook Community Facilities District No. 1
(Public Facilities)

WP DEVELOPMENT COMPANY, LLC,
a California limited liability company

By: _____
DOMINICK CASEY
City Manager

By:  _____
JEFF JONES
Manager

ATTEST:

WESTPARK S.V. 400, LLC,
a California limited liability company

By: _____
SONIA OROZCO
City Clerk

By:  _____
JEFF JONES
Manager

APPROVED AS TO FORM:

By: _____
ROBERT R. SCHMITT
City Attorney

APPROVED AS TO SUBSTANCE:

By: _____
DENNIS KAUFFMAN
Chief Financial Officer

EXHIBIT A
(as amended by Second Amendment)
TO FUNDING, CONSTRUCTION AND ACQUISITION AGREEMENT

CITY OF ROSEVILLE WESTBROOK COMMUNITY FACILITIES DISTRICT NO. 1
(PUBLIC FACILITIES)

DESCRIPTION OF FACILITIES TO BE FINANCED BY THE CFD

TRANSPORTATION IMPROVEMENTS

- Pleasant Grove Blvd.
- Westbrook Blvd.
- Santucci Blvd.
- Sierra Trail Drive
- Mountain Glen Drive
- Silver Spruce Drive
- La Sierra Drive
- Other public roadway improvements designed to meet the needs of the project. Eligible roadway improvements include, but are not limited to, these: acquisition of land and easements; roadway design; project management; bridge crossings and culverts; clearing, grubbing, and demolition; grading, soil import/export, paving (including slurry seal), and decorative/enhanced pavement concrete and/or pavers; joint trenches, underground utilities and undergrounding of existing utilities; dry utilities and appurtenances; curbs, gutters, sidewalks, bike trails (including onsite and off-site), enhanced fencing, and access ramps; street lights, signalization, and traffic signal control systems; bus turnouts; signs and striping; erosion control; median and parkway landscaping and irrigation; entry monumentation as shown in Figure B-2 of the Specific Plan; bus shelters, Bus Rapid Transit improvements including transfer stations and regional public transit improvements; masonry walls; traffic control and agency fees; and other improvements related thereto. Eligible improvements for the roads listed above also include any and all necessary underground potable and non-potable water, sanitary sewer, and storm drainage system improvements.

POTABLE AND NON-POTABLE WATER SYSTEM IMPROVEMENTS

Authorized facilities include any and all on- and off-site backbone water facilities designed to meet the needs of development of the Project. These facilities include, but are not limited to, potable and non-potable mains, valves, services and appurtenances; wells; and water treatment and storage facilities.

Eligible improvements also include the Recycled Water Storage Tank Facility. Facility improvements include, but are not limited to, these: site clearing, grading and paving; curbs and gutters; recycled water storage tanks, booster pump stations and all appurtenances thereto; wells; water treatment; stand-by generator; site lighting, drainage,

sanitary sewer, and water service; landscaping and irrigation; access gates, and fencing; and striping and signage.

- *Water lines in all authorized facility roads*
- *Recycled water lines in all authorized facility roads*
- *Well construction on WB-61*
- *Reimbursement obligation for the Baseline Road 24" water line and all major water line segments per the Westbrook Amendments to the Sierra Vista DA (DA Section 3.8.3)*
- *CFD obligations for RW tank(s) required by DA Section 3.*

DRAINAGE SYSTEM IMPROVEMENTS

Authorized facilities include any and all onsite and off-site backbone drainage and storm drainage improvements designed to meet the needs of development of the Project. These facilities include, but are not limited to mains, pipelines and appurtenances, outfalls and water quality measures, temporary drainage facilities, detention/retention basins and drainage pretreatment facilities; drainage ways/channels, pump stations, landscaping and irrigation; access roads, gates, and fencing; and striping and signage.

- *All storm drain lines and facilities within authorized facility roadways*
- *WB-80 Detention and drainage facilities*
- *W-16/WB31 Outfall channel Improvements*

WASTEWATER SYSTEM IMPROVEMENTS

Authorized facilities include any and all backbone wastewater facilities designed to meet the needs of development of the Project. These facilities include, but are not limited to pipelines and all appurtenances thereto; manholes; tie-in to existing main line; force mains; lift stations; odor-control facilities; sewer treatment plant improvements and permitting related thereto; and related sewer system improvements.

- *All wastewater facilities within authorized facility roadways*
- *WB-62 lift station*

SOLID WASTE IMPROVEMENTS

Authorized facilities include any and all backbone solid waste improvements designed to meet the needs of development of the Project. Eligible improvements also include the project's pro-rata contribution, as described in the project development agreement, to the Sierra Vista Specific Plan Solid Waste Recycling Center.

- *SVSP Recycle Center pro-rata reimbursement (DA Section 3.26(iii))*

PARK IMPROVEMENTS

Authorized facilities include any and all improvements to neighborhood parks located in the Project.

- *Construction of Park Sites WB-50, WB-51 and WB-52*

OPEN SPACE IMPROVEMENTS

Authorized facilities include any and all open space improvements designed to meet the needs of development of the Project, including, but not limited to: bike trails, bike/pedestrian bridges, storm drain crossings, storm drain detention/retention, wetland mitigation, tree mitigation, off-site hawk mitigation, agricultural mitigation, and/or wetland mitigation, property acquisition, endowment payments for open space management, landscaping and irrigation, access gates and fencing and related open space improvements.

- *Improvements related to WB-80 other than those included in the Storm Drain section above. Wetland creation mitigation, fencing, etc.*

UTILITIES

Authorized facilities include any and all utility improvements designed to meet the needs of development of the Project. All utility improvements, easement payments, and land acquisition not located under or alongside transportation improvements are considered authorized facilities. Authorized Facilities shall also include costs related to the acquisition of the offsite electric substation site, site clearing, grading, street frontage improvements including curbs, gutters, and paving; construction of an all-weather access road to the site from the nearest public street and/or extension of temporary 12kV overhead lines as described in the Project Development Agreement.

- *SVSP Electric Substation site acquisition, and improvements required by DA Section 3.11.3*

OTHER PUBLIC FACILITIES

Authorized facilities includes any and all public facilities or infrastructure including the Project's pro-rata contribution to the land acquisition of the off-site fire station site, site clearing, grading, street frontage improvements including curbs, gutters, and paving.

- *Fire Station site reimbursement obligations in DA Section 3.26(iii).*

DEVELOPMENT IMPACT FEES

Authorized facilities includes deferred development impact fees whether standard City fees levied at the time of the issuance of a building permit or required as part of the Development Agreement for the property recorded as Document No. 2012-0066790-00 in the Official Records of Placer County on July 25, 2012, including but not limited to the fees described in Section 3.17.1.2(i) of the Development Agreement.

FORMATION, ADMINISTRATIVE, AND INCIDENTAL EXPENSES

In addition to the above facilities, other incidental expenses as authorized by the Mello-Roos Community Facilities Act of 1982, include, but are not limited to, these: the cost of planning, permitting, approving and designing the facilities (including the cost of environmental evaluation, orthophotography, environmental remediation/mitigation, and preparation of an overarching Operation and Maintenance [O&M] Plan for the City of Roseville Open Space Preserves); land acquisition and easement payments for authorized CFD facilities; project management, construction staking; engineering studies and preparation of an engineer's report for the use of recycled water; utility relocation and demolition costs incidental to the construction of the public facilities, cost associated with the creation of the CFD, issuance of bonds; determination of the amount of taxes, collection of taxes; payment of taxes; or costs otherwise incurred in order to carry out the authorized purposes of the CFD; reimbursements to other areas for infrastructure facilities or planning purposes serving development in the CFD; and any other expenses incidental to the construction, completion, and inspection of the facilities and related expenses associated with any of the foregoing.