



To: Felix Reliford  
Principal Housing Planner  
City of Milpitas

From: Jeff Gradinger  
Forward Planner  
D.R. Horton

Re: **Request to Amend the OPA for Centria West.**  
Plan Check No: B-BP2006-721

CC: Dean Mills, Gary Gilbar

Dear Felix,

As requested, I am writing this letter to memorialize D.R. Horton's request for Centria West Unit Type changes which differ from the previously approved OPA with the City of Milpitas. I have attached hereto a comparison chart that illuminates the proposed changes to the original mix.

The changes to the Unit types were necessitated solely as a function of architectural revisions mandated by Fire Code requirements. And because of the nature of the architectural design, there is a domino effect with regard to the Unit Mix. One vertical stack of 5 Units of 3 Bedroom Units was required to have greater fire separation clearance to the windows, thus necessitating the change from 3 Bedroom Units to 2 Bedroom Units. Additionally, a vertical stack of four units above the garage tunnel entrance required architectural revisions to meet Fire Code as well.

We are extremely mindful of the City's vision for this Community, and have tried to alter that vision as minimally as possible, while also working to satisfy and be compliant with other Agencies, and the requirements thereof. It is our hope that the Milpitas RDA will amend the OPA at their meeting on May 1, 2007 to reflect these requested changes.

Best Regards,

A handwritten signature in black ink, appearing to read "J. Gradinger".

Jeff Gradinger

## Centria Unit Mix Comparisons

	ORIGINAL PROPOSAL	REVISED PROPOSAL
West Building 1 bedrooms	101 units 680-978 S.F. 32%	89 units 680-975 S.F. 27%
West Building 2 bedrooms	186 units 1016-1221 S.F. 55%	205 units 1000-1222 S.F. 63%
West Building 3 bedrooms	40 unit 1434 S.F. 13%	33 units 1342-1454 S.F. 10%
West Building- Total	327 UNITS 337,524 S.F.	327 UNITS 335,362 S.F.

**SECOND AMENDMENT TO  
OWNER PARTICIPATION AGREEMENT**

This Second Amendment to Owner Participation Agreement ("**Second Amendment**"), is made as of this \_\_\_\_ day of \_\_\_\_\_, 2007 ("**Effective Date**") by and between the Milpitas Redevelopment Agency, a public body, corporate and politic ("**Agency**"), and Western Pacific Housing, Inc., a Delaware corporation ("**Participant**," and together with Agency, the "**Parties**").

A. The Agency and Fairfield Great Mall, LLC., a California limited liability company ("**Fairfield**"), entered into that certain Owner Participation Agreement dated August 17, 2005 ("**Agreement**") to provide for the development of a residential project known as the Fairfield, Mid-Town, or Centria Project ("**Project**"). All capitalized terms used herein and not defined shall have the meaning ascribed to them in the Agreement.

B. On or about November 23, 2005, Participant purchased the Project from Fairfield and, in connection therewith, Fairfield and Participant entered into that certain Assignment and Assumption of Owner Participation Agreement, pursuant to which, among other things, Fairfield assigned to Participant all of Fairfield's right, title, and interest in and to the Agreement, and Participant accepted such assignment and agreed to assume, all of Fairfield's obligations thereunder and, as a result, assumed the role of "Participant" thereunder.

C. Agency and Participant entered into that certain Amendment dated June 20, 2006 ("**First Amendment**") to amend the description of the Project.

D. Agency and Participant desire to further amend the Agreement to provide for a change in the mix of units in the building of the Project known as "Centria West" ("**Centria West**").

**NOW THEREFORE**, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, it is agreed as follows:

Section 1. Attachment No. 3, Scope of Development is hereby amended to read as follows [deletions in ~~strikethrough~~; additions in *italics*]:

"The Project shall be developed substantially in accordance with all of the terms and conditions applicable to Vesting Major Tentative Tract Map (MA 2005-4) Site, Architecture Review (SZ 2004-9) and Use Permit No. UP 2005-3, as approved by the City Council of the City of Milpitas on August 16, 2005, as said permits may be amended from time to time. In the event of any inconsistency between the description of the Project set forth in the narrative provisions of this Agreement and in said entitlements, the entitlements shall govern and control except with respect to the requirement to provide affordable units as set forth in this Agreement and any other applicable Regulatory Agreements.

*Notwithstanding the foregoing, the unit mix in the Centria West Building is amended as follows:*

1. *One- bedroom Units. There shall be 89 one-bedroom units consisting of 680-975 square feet in the Centria West Building.*

2. *Two-bedroom Units. There shall be 205 two-bedroom units consisting of 1000-1222 square feet in the Centria West Building.*

3. *Three-bedroom Units. There shall be 33 three-bedroom units consisting of 1342-1454 square feet in the Centria West Building.*

*The total number of units to be constructed in the Centria West Building remains 327 units."*

Section 2. All other provisions of the Agreement shall remain unchanged and in full force and effect.

Section 3. This Second Amendment may be executed in counterparts, each of which shall constitute an original and all of which taken together shall constitute one and the same instrument.

**WHEREFORE**, the Parties have executed this Amendment as of the date first above written.

***Signatures on the Next Page***

MILPITAS REDEVELOPMENT AGENCY,  
public body corporate and politic

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By: Thomas C. Williams  
Its: Executive Director

ATTEST:

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By: Mary Lavelle  
Its: Agency Secretary

APPROVED AS TO FORM:

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By: Steven T. Mattas  
Its: Agency Counsel

WESTERN PACIFIC HOUSING, a  
Delaware corporation

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By:  
Title:

RESOLUTION NO. RDA\_\_\_\_

**RESOLUTION OF THE REDEVELOPMENT AGENCY OF THE CITY OF MILPITAS APPROVING AN AMENDMENT TO OWNER PARTICIPATION AGREEMENT BETWEEN THE AGENCY AND WESTERN PACIFIC HOUSING FOR THE CENTRIA PROJECT**

**WHEREAS**, by Resolution No. 192 adopted in 1976, the Redevelopment Agency of the City of Milpitas (“**Agency**”) established the Milpitas Redevelopment Project Area No. 1 (“**Project Area**”) and adopted a redevelopment plan for the Project Area (as thereafter amended, the “**Redevelopment Plan**”); and

**WHEREAS**, the Agency and Fairfield Great Mall, LLC., a California limited liability company (“**Fairfield**”), entered into that certain Owner Participation Agreement dated August 17, 2005 (“**Agreement**”) to provide for the development of a residential project known as the Fairfield, Mid-Town, or Centria Project (“**Project**”); and

**WHEREAS**, Western Pacific Housing (“**Participant**”) purchased the Project from Fairfield and, in connection therewith, assumed all of Fairfield’s obligations under the Agreement; and

**WHEREAS**, Agency and Participant entered into that certain Amendment dated June 20, 2006 (“**First Amendment**”) to amend the description of the Project; and

**WHEREAS**, Agency and Participant desire to further Amend the Agreement (“**Second Amendment**”) in order to change the mix of units in the building of the Project known as “Centria West” (“**Centria West**”).

**NOW, THEREFORE, BE IT RESOLVED THAT THE REDEVELOPMENT AGENCY OF THE CITY OF MILPITAS HEREBY:**

1. Approves the Second Amendment and authorizes the Executive Director or his or her designee to execute said Second Amendment, substantially in the form on file with the Agency Secretary.
2. Authorizes the Executive Director to execute and deliver such other instruments and to take such other actions as necessary to carry out the intent of this Resolution.

**PASSED AND ADOPTED** at a meeting of the Redevelopment Agency of the City of Milpitas held on this \_\_\_\_ day of \_\_\_\_\_, by the following vote:

AYES:

NOES:

ABSENT:

ABSTAIN:

ATTEST:

APPROVED:

\_\_\_\_\_  
Mary Lavelle, Agency Secretary

\_\_\_\_\_  
Jose S. Esteves, Chairperson

APPROVED AS TO FORM:

\_\_\_\_\_  
Steven T. Mattas, Agency Counsel