EXHIBIT C

AMENDED AND RESTATED REDEVELOPMENT PLAN

FOR

MILPITAS REDEVELOPMENT PROJECT AREA NO. 1

DRAFT

JANUARY 2010

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AMENDED AND RESTATED
REDEVELOPMENT PLAN
FOR
MILPITAS REDEVELOPMENT PROJECT AREA NO. 1

I. [§100] INTRODUCTION

This is the Amended and Restated Redevelopment Plan (the "Plan") for Milpitas Redevelopment Project Area No. 1 (the "Project") in the City of Milpitas (the "City"), County of Santa Clara (the "County"), and State of California. This Plan was prepared by the Redevelopment Agency of the City of Milpitas (the "Agency") pursuant to the Community Redevelopment Law of the State of California (CRL; Health and Safety Code Section 33000 et seq.), the California Constitution, and all applicable local laws and ordinances.

The City of Milpitas has two redevelopment projects, Milpitas Redevelopment Project Area No. 1 and the Great Mall Redevelopment Project. This Amended and Restated Redevelopment Plan describes the Agency's authorities, responsibilities and limitations in implementing redevelopment of Milpitas Redevelopment Project Area No. 1. The Great Mall Redevelopment Project has a separate and independent Redevelopment Plan. This Amended and Restated Redevelopment Plan is a legal document that incorporates the required components of a redevelopment plan as defined by the CRL rather than a specific plan of actions. The original Redevelopment Plan was adopted in 1976 and has been amended thirteen times including four times to add territory, in 1979, 1982, 2003 and 2010. Each of the redevelopment areas have a separate life (duration) and period for collecting tax increment and repaying debt. The original project area and areas added in 1979 and 1982 have one combined tax increment limit. The area added in 2003 and the area added in 2010 are not required to have a tax increment limit and are not included in the combined tax increment limit. All areas of the Project Area have one combined limit on the amount of debt that may be outstanding at anytime. Finally, the area added in 2003 has eminent domain authority which expires in 2015 and for all other areas eminent domain authority expires in 2022 (twelve (12) years from adoption of the ordinance adopting the Thirteenth Amendment). Eminent domain authority for all areas is limited to non-residential properties only. The CRL time and financial limits for the areas included within this Amended and Restated Redevelopment Plan are outlined in the attached Table 1.

Table 1 - TIME AND FINANCIAL LIMITS

Milpitas Redevelopment Project Area No. 1						
PROJECT ADOPTION DATE	**DEBT ESTABLISHMENT**	**PLAN EFFECTIVENESS**	**DEBT REPAYMENT (RECEIPT OF T.I.)**	**TAX INCREMENT**	**BOND DEBT**	**EMINENT DOMAIN**
Original Project Area Adopted 9/21/76 577 acres	~~1/1/14~~ Repealed by 13th Amendment	~~9/21/19~~ 9/21/29 Extended by 13th Amendment	~~9/21/29~~ 9/21/39 Extended by 13th Amendment	~~2.4 billion~~ $6.7 billion One limit for all areas Increased by 13th Amendment	~~$498 million~~ $1.3 billion One limit for all areas Increased by 13th Amendment	5/4/22[1] Established by 13th Amendment (non-residential only)
Amendment Area No. 1 Added 9/4/79 483 acres	~~1/1/14~~ Repealed by 13th Amendment	~~9/4/22~~ 9/4/32 Extended by 13th Amendment	~~9/4/32~~ 9/4/42 Extended by 13th Amendment			5/4/22[1] Established by 13th Amendment (non-residential only)
Amendment Area No. 2 Added 5/4/82 479 acres	~~1/1/14~~ Repealed by 13th Amendment	~~5/4/25~~ 5/4/35 Extended by 13th Amendment	~~5/4/35~~ 5/4/45 Extended by 13th Amendment			5/4/22[1] Established by 13th Amendment (non-residential only)
Midtown Added Area Added 6/17/03 691 acres	6/17/23	6/17/34	6/17/49	Not Applicable Limit repealed by 13th Amendment		6/17/15[1] (non-residential only)
Thirteenth Amendment[1] Added Area 596 Acres	5/4/30[1] Established by 13th Amendment	5/4/40[1] Established by 13th Amendment	5/4/55[1] Established by 13th Amendment	Not Applicable		5/4/22[1] Established by 13th Amendment (non-residential only)

[1] Based on the assumption that the ordinance adopting the Thirteenth Amendment is adopted on May 4, 2010.

A. [Section 101] Project History

The Milpitas Redevelopment Project Area No. 1 contains approximately 2,230 acres. The original Redevelopment Plan for Project No. 1 was adopted by the City Council by Ordinance No. 192, on September 21, 1976, and consisted of approximately 577 acres located in the central portion of the City ("Original Project Area"). Since the original adoption of Project No. 1, the Redevelopment Plan has been amended 13 times.

The first amendment adopted September 4, 1979, by Ordinance No. 192.1, added approximately 483 acres to the Original Project Area ("Amendment Area No. 1"). The second amendment adopted May 4, 1982, by Ordinance No. 192.2, added approximately 479 acres to the Original Project Area ("Amendment Area No. 2"). The third amendment, adopted on November 27, 1984, by Ordinance No. 192.3, added provisions applicable only to Amendment Area No. 1 and Amendment Area No. 2 including a public improvements list and a tax increment limit. The fourth amendment, adopted on December 9, 1986, by Ordinance No. 192.4, contained time and financial limits.

The fifth amendment, adopted on April 16, 1991, by Ordinance No. 192.6A, made changes to clarify the time and financial limitations applicable to the areas within Project Area No. 1. The sixth amendment, adopted on December 9, 1994, by Ordinance No. 192.9, amended the time limits in accordance with Assembly Bill 1290. The seventh amendment, adopted on October 15, 1996, by Ordinance No. 192.11, increased the tax increment limit, increased the bond debt limit, and extended the debt establishment time limit. The eighth amendment, adopted October 16, 2001, by Ordinance No. 192.12, deleted certain property from the Project Area (sign area).

The ninth amendment, adopted June 17, 2003, by Ordinance No. 192.14, included the following: 1) added area (691 acres) to the Original Project Area (the "Midtown Added Area"); 2) increased the tax increment limit; 3) increased the bonded indebtedness limit; 4) established eminent domain in the Midtown Added Area for properties not occupied by a residence; and 5) revised and updated various text provisions to conform to the requirements of the CRL. The tenth amendment, adopted on October 7, 2003, by Ordinance No. 192.15, extended the time limits on plan effectiveness/receipt of tax increment by one year for the Original Project Area, Amendment Area No. 1, Amendment Area No. 2 and the Midtown Added Area as allowed by SB 1045 in exchange for the Agency's payments to the Educational Revenue Augmentation Fund (ERAF) in fiscal year 2003-04. The Agency was allowed to further extend the time limits on plan effectiveness/receipt of tax increment by two years for the Original Project Area Amendment Area No. 1 and Amendment Area No. 2 as allowed by SB 1096 in exchange for the Agency's ERAF payments made in fiscal years 2004-05 and 2005-06. Pursuant to SB 1096 the eleventh amendment was adopted on October 3, 2006 by Ordinance No. 192.16. On November 29, 2006, by Ordinance No. 192.18, the twelfth amendment was adopted which merged Project Area No. 1 with the Great Mall Redevelopment Project. The Thirteenth Amendment, adopted _____, by Ordinance No._____ : 1) extended by 10 years the Redevelopment Plan effectiveness time limit and time period to repay debt/collect tax increment for the Original Project Area and Amendment Area Nos. 1 and 2; 2)

repealed the debt establishment limits for the Original Project Area and Amendment Area Nos. 1 and 2; 3) increased the tax increment and bonded indebtedness limits and excluded the Midtown Added Area from the tax increment limit; 4) added projects and facilities to the list of eligible projects and facilities the Agency may fund; 5) reinstated eminent domain over non-residential uses in the Original Project Area and Amendment Area Nos. 1 and 2; 6) added territory totaling 596 acres ("Thirteenth Amendment Added Area"); and 7) made certain technical corrections, revised and updated the various text provisions within the Redevelopment Plan to conform to the requirements of the California Community Redevelopment Law (CRL).

B. [Section 102] General

For purposes of this Plan, the area included in the Original Project Area, Amendment Area No. 1, Amendment Area No. 2, and the Midtown Added Area are referred to as the "Existing Project Area" and, combined with the Thirteenth Amendment Added Area, are collectively referred as the "Project Area". This Amended and Restated Redevelopment Plan replaces and supersedes the original Redevelopment Plan as previously amended. This Plan consists of the text, the Legal Description of the Project Area Boundaries (Attachment No. 1), the Project Area Map (Attachment No. 2), the Redevelopment Land Use Map (Attachment No. 3), and the Potential Public Improvements (Attachment No. 4). In accordance with the CRL, Section 502 of this Plan contains one limit on the total maximum number of dollars of taxes that may be allocated to the Agency from the Original Project Area and Amendment Area Nos. 1 and 2 and one limit on the maximum amount of debt that may be outstanding at one time for the Project Area.

The proposed redevelopment of the Project Area as described in this Plan is consistent with the City of Milpitas General Plan (the "General Plan") as amended from time to time, and as applied in accordance with local codes and ordinances. This Plan is based upon a Preliminary Plan formulated and adopted by the Planning Commission of the City of Milpitas (the "Planning Commission") on August 4, 2009, by Resolution No. 7909.

This Plan provides the Agency with powers, duties, and obligations to implement and further the program generally formulated in this Plan for the redevelopment, rehabilitation, and revitalization of the area within the Project Area. Because of the long-term nature of this Plan and the need to retain the Agency's flexibility to respond to market and economic conditions, property owner and developer interests, and opportunities from time to time presented for redevelopment, this Plan does not present a precise plan or establish specific projects for the redevelopment, rehabilitation, and revitalization of the Project Area. Instead, this Plan presents a process and a basic framework within which specific plans will be presented, specific projects will be established, and specific solutions will be proposed and by which tools are provided to the Agency to fashion, develop, and proceed with such specific plans, projects, and solutions.

The purposes of the Community Redevelopment Law will be attained through the implementation of the major goals and objectives of this Plan outlined below. In general, the goals and objectives of the Project Area are as follows:

PROJECT AREA NO. 1 GOALS AND OBJECTIVES

1. Eliminate and prevent the spread of blighting influences including vacant and under-utilized land and deteriorating buildings, inadequate transportation, sewer, water and drainage, and other physical and economic and environmental deficiencies.

2. Provide for the mitigation of hazardous materials and the productive reuse of brownfields.

3. Replan, redesign, rehabilitate and redevelop areas that are stagnant or improperly utilized.

4. Encourage a compatible mix of residential, retail, office, service-oriented commercial, public facilities and industrial uses.

5. Provide for a land use mix that supports major transit facilities.

6. Develop a transportation system integrated with the pattern of living, working and shopping areas to provide safe, convenient and efficient movement within the Project Area and connections to the City.

7. Develop adequate civic, recreational, cultural centers in locations for the best service to the residents and employees of the Project Area and in ways that will promote community beauty and growth.

8. Acquire and maintain open space sufficient to provide for parks and recreational facilities.

9. Provide urban open spaces (i.e., plazas, squares) that serve multiple purposes and can be used for special events.

10. Improve the viability of the pedestrian, bicycle and transit systems.

11. Develop mass transportation facilities.

12. Provide opportunities for participation by owners in the revitalization of their properties.

13. Provide for a variety of residential types consistent with the CRL to serve the varying needs of individuals and families while retaining existing structural standards.

14. Stimulate commercial and industrial development and the creation of employment opportunities.

15. Encourage economic pursuits to strengthen and promote development through stability and balance.

II. [§200] DESCRIPTION OF PROJECT AREA

The boundaries of the Project Area are described in the "Legal Description of the Project Area Boundaries," attached hereto as Attachment No. 1 and incorporated herein by reference, and are shown on the "Project Area Map," attached hereto as Attachment No. 2 and incorporated herein by reference.

III. [§300] PROPOSED REDEVELOPMENT ACTIONS

A. [§301] General

The Agency proposes to eliminate and prevent the spread of blight and deterioration in the Project Area by:

1. Permitting participation in the redevelopment process by owners of properties located in the Project Area consistent with this Plan and rules adopted by the Agency;

2. The acquisition of real property;

3. The elimination of areas experiencing economic dislocation and disuse;

4. The replanning, redesign and/or redevelopment of areas which are stagnant or improperly utilized, and which would not be accomplished by private enterprise acting alone without public participation and assistance;

5. The protection and promotion of sound development and redevelopment of blighted areas and the general welfare of citizens of the City by remedying such injurious conditions through the employment of appropriate means;

6. The installation of new or replacement of existing public improvements, facilities, and utilities in areas that are currently inadequately served with regard to such improvements, facilities and utilities;

7. The development and rehabilitation of improved housing opportunities in the Project Area including housing opportunities for low and moderate income persons and families;

8. Providing relocation assistance to displaced persons and business concerns;

9. The demolition or removal of certain buildings and improvements;

10. Providing for participation by owners presently located in the Project Area and the extension of preferences to business occupants desiring to remain or reenter into business within the redeveloped Project Area;

11. The installation, construction, or reconstruction of streets, utilities, and other public improvements;

12. The disposition of property for uses in accordance with this Plan;

13. The redevelopment of land by private enterprise or public agencies for use in accordance with this Plan;

14. The rehabilitation of structures and improvements by present owners, their successors, and the Agency; and

15. Providing for the retention of controls and the establishment of restrictions or covenants running with the land so that property will continue to be used in accordance with this Plan.

In the accomplishment of these purposes and activities and in the implementation and furtherance of this Plan, the Agency is authorized to use all the powers provided in this Plan and all the powers now or hereafter permitted by law.

B. [§302] Participation Opportunities; Extension of Preferences for Reentry Within Redeveloped Project Area

1. [§303] Opportunities for Owners and Business Occupants

In accordance with this Plan and the rules for participation adopted by the Agency pursuant to this Plan and the Community Redevelopment Law, persons who are owners of real property in the Project Area shall be given a reasonable opportunity to participate in the redevelopment of the Project Area consistent with the objectives of this Plan.

The Agency shall extend reasonable preferences to persons who are engaged in business in the Project Area to remain or reenter into business within the redeveloped Project Area if they otherwise meet the requirements prescribed in this Plan and the rules adopted by the Agency.

2. [§304] Rules for Participation Opportunities, Priorities, and Preferences

In order to provide opportunities to owners to participate in the redevelopment of the Project Area and to extend reasonable preferences to businesses to reenter into business within the redeveloped Project Area, the Agency shall promulgate rules for participation by owners and the extension of preferences to business tenants for reentry within the redeveloped Project Area.

3. [§305] Participation Agreements

The Agency shall require, as a condition of financial participation in development, each participant shall enter into a binding agreement with the Agency by which the participant agrees to rehabilitate, develop, use and maintain the property in conformance with this Plan and to be subject to the provisions hereof. In such agreements, participants may be required to join in the recordation of such documents as may be necessary to ensure the property will be developed and used in accordance

with this Plan and the participation agreement. Whether or not a participant enters into a participation agreement with the Agency, the provisions of this Plan are applicable to all public and private property in the Project Area.

In the event a participant fails or refuses to rehabilitate, develop, use and/or maintain its real property pursuant to this Plan and a participation agreement, the Agency will exercise any or all rights or remedies it may have in order to provide for the rehabilitation, development, use and/or maintenance of the real property in accordance with this Plan.

4. [§306] Conforming Owners

The Agency may, at its sole and absolute discretion, determine that certain real property within the Project Area presently meets the requirements of this Plan, and the owner of such property will be permitted to remain as a conforming owner without a participation agreement with the Agency provided such owner continues to operate, use, and maintain the real property within the requirements of this Plan. However, a conforming owner may be required to enter into a participation agreement with the Agency in the event that such owner desires to: (a) construct any additional improvements or substantially alter or modify existing structures on any of the real property described above as conforming; or (b) acquire additional property within the Project Area.

5. [§307] Implementing Rules

The provisions of Sections 302 through 306 shall be implemented according to the rules adopted by the Agency prior to the approval of this Plan, and the same may be from time to time amended by the Agency. Where there is a conflict between the participation and re-entry preference provisions in this Plan and such rules adopted by the Agency, the Plan shall prevail.

C. [§308] Cooperation with Public Bodies

Certain public bodies are authorized by state law to aid and cooperate, with or without consideration, in the planning, undertaking, construction, or operation of this Project. The Agency shall seek the aid and cooperation of such public bodies and shall attempt to coordinate this Plan with the activities of such public bodies in order to accomplish the purposes of redevelopment and the highest public good.

The Agency, by law, is not authorized to acquire real property owned by public bodies without the consent of such public bodies. The Agency, however, will seek the cooperation of all public bodies which own or intend to acquire property in the Project Area. Any public body which owns or leases property in the Project Area will be afforded all the privileges of owner and tenant participation if such public body is willing to enter into a participation agreement with the Agency. All plans for development of property in the Project Area by a public body shall be subject to City approval.

The Agency may impose on all public bodies the planning and design controls contained in this Plan to insure that present uses and any future development by public bodies will conform to the requirements of this Plan. To the extent now or hereafter permitted by law, the Agency is authorized to financially (and otherwise) assist any public entity in the cost of public land, buildings, facilities, structures, or other improvements that are or would be of benefit to the Project.

D. [§309] Property Acquisition

1. [§310] Real Property

Except as specifically exempted herein, the Agency may acquire, but is not required to acquire, any real property located in the Project Area by gift, devise, exchange, lease, purchase or any other lawful method, including eminent domain, except that eminent domain shall not be utilized to acquire properties upon which any person resides. For the purposes of this Plan, "properties upon which any person resides" shall means that a person actually lives on the property.

It is in the public interest and is necessary in order to execute this Plan for the power of eminent domain to be employed by the Agency to acquire real property in the Project Area that cannot be acquired by gift, devise, exchange, purchase or any other lawful method, provided, however, that the Agency shall not use the power of eminent domain to acquire any real property that is occupied as a residence. No eminent domain proceeding to acquire real property within the Midtown Added Area shall be commenced after June 17, 2015, and no eminent domain proceeding to acquire real property within the Original Project Area, Amendment Area No. 1, Amendment Area No. 2 or the Thirteenth Amendment Added Area shall be commenced after the date that is twelve (12) years from the effective date of the ordinance approving and adopting the Thirteenth Amendment. Such time limitation may be extended only by amendment of this Plan.

The Agency shall not acquire real property to be retained by an owner pursuant to a participation agreement if the owner fully performs under the agreement. The Agency is authorized to acquire structures without acquiring the land upon which those structures are located. The Agency is authorized to acquire either the entire fee or any other interest in real property less than a fee.

The Agency shall not acquire real property on which an existing building is to be continued on its present site and in its present form and use without the consent of the owner unless: (a) such building requires structural alternation, improvement, modernization, or rehabilitation; (b) the site, or lot on which the building is situated, requires modification in size, shape, or use; or (c) it is necessary to impose upon such property any of the controls, limitations, restrictions, and requirements of this Plan and the owner fails or refuses to execute a participation agreement in accordance with the provisions of this Plan.

The Agency is not authorized to acquire real property owned by public bodies which do not consent to such acquisition. The Agency is authorized, however, to acquire public property transferred to private ownership before redevelopment of the Project Area is

completed, unless the Agency and the private owner enter into a participation agreement and the owner completes his responsibilities under the participation agreement.

2. [§311] Personal Property

Generally, personal property shall not be acquired. However, where necessary in the execution of this Plan, the Agency is authorized to acquire personal property in the Project Area by any lawful means.

E. [§312] Property Management

During such time as property, if any, in the Project Area is owned by the Agency, such property shall be under the management and control of the Agency. Such property may be rented or leased by the Agency pending its disposition for redevelopment, and such rental or lease shall be pursuant to such policies as the Agency may adopt.

F. [§313] Payments to Taxing Agencies

Pursuant to Sections 33607.5 and 33607.7 of the Community Redevelopment Law, the Agency is required to and shall make payments to affected taxing entities to alleviate the financial burden and detriment that the affected taxing entities may incur as a result of the adoption and amendment of this Plan. The payments made by the Agency shall be calculated and paid in accordance with the requirements of Sections 33607.5 and 33607.7, as applicable.

G. [§314] Relocation of Person, Business Concerns, and Other Displaced by the Project

1. [Section 315] Relocation Housing Requirements

No persons or families of low and moderate income shall be displaced unless and until there is a suitable housing unit available and ready for occupancy by such displaced person or family at rents comparable to those at the time of their displacement. Such housing units shall be suitable to the needs of such displaced persons or families and must be decent, safe, sanitary, and otherwise standard dwellings. The Agency shall not displace such persons or families until such housing units are available and ready for occupancy.

Permanent housing facilities shall be made available within three years from the time occupants are displaced. Pending the development of such facilities, adequate temporary housing facilities shall be made available to such displaced occupants at rents comparable to those in the community at the time of their displacement.

2. [Section 316] Replacement Housing Plan

Not less than thirty days prior to the execution of an agreement for acquisition of real property, or the execution of an agreement for the disposition and development of

property or the execution of an owner participation agreement, which agreement would lead to the destruction or removal of dwelling units from the low and moderate income housing market, the Agency shall adopt by resolution, a replacement housing plan.

The replacement housing plan shall include: (1) the general location of housing to be rehabilitated, developed, or constructed pursuant to Section 33413 of the Community Redevelopment Law: (2) an adequate means of financing such rehabilitation, development, or construction; (3) a finding that the replacement housing does not require the approval of the voters pursuant to Article XXXIV of the California Constitution, or that such approval has been obtained; (4) the number of dwelling units housing persons and families of low or moderate income planned for construction or rehabilitation; and (5) the timetable for meeting the plan's relocation, rehabilitation, and replacement housing objectives. A dwelling unit whose replacement is required by Section 33413 shall not be destroyed or removed from the low and moderate income housing market until the Agency has by resolution adopted a replacement housing plan.

Nothing in this section shall prevent the Agency from destroying or removing from the low and moderate income housing market a dwelling unit which the Agency owns and which is an immediate danger to health and safety. The Agency shall, as soon as practicable, adopt by resolution, a replacement housing plan with respect to such dwelling unit.

3. [Section 317] Assistance in Finding Other Locations

The Agency shall assist all persons (including individuals and families), business concerns, and others displaced by Agency action in the Project Area in finding other locations and facilities. In order to carry out the Project with a minimum of hardship to persons (including individuals and families), business concerns, and others, if any, displaced from their respective places of residence or business, the Agency shall assist such persons (including individuals and families), business concerns and others in finding new locations that are decent, safe, sanitary, within their respective financial means, in reasonably convenient locations, and otherwise suitable to their respective needs. Such assistance shall be provided pursuant to the California Relocation Assistance Law (Government Code Section 7260 et seq.) and Agency rules and regulations adopted pursuant thereto as such may be amended from time to time. The Agency may also provide housing inside or outside the Project Area for displaced persons.

4. [Section 318] Relocation Payments

The Agency shall make all relocation payments required by law to persons (including individuals and families), business concerns, and other displaced by the Agency from property in the Project Area. Such relocation payments shall be made pursuant to the California Relocation Assistance Law (Government Code Section 7260 et seq.) and Agency rules and regulations adopted pursuant thereto as such may be amended from time to time. The Agency may make such other payments as it may deem appropriate and for which funds are available.

H. [§319] Demolition, Clearance, and Building and Site Preparation

1. [§320] Demolition and Clearance

The Agency is authorized to demolish and clear buildings, structures, and other improvements from any real property in the Project Area as necessary to carry out the purposes of this Plan.

2. [§321] Preparation of Building Sites

The Agency is authorized to prepare, or cause to be prepared, as building sites any real property in the Project Area owned by the Agency. In connection therewith, the Agency may cause, provide for, or undertake the installation or construction of streets, utilities, parks, playgrounds, and other public improvements necessary to carry out this Plan.

Prior consent of the City Council is required for the Agency to develop sites for commercial or industrial use by providing streets, sidewalks, utilities, or other improvements which an owner or operator of the site would otherwise be obligated to provide.

I. [§322] Property Disposition and Development

1. [§323] Real Property Disposition and Development

a. [§324] General

For the purposes of this Plan, the Agency is authorized to sell, lease, exchange, subdivide, transfer, assign, pledge, encumber by mortgage or deed of trust, or otherwise dispose of any interest in real property. To the extent permitted by law, the Agency is authorized to dispose of real property by negotiated lease, sale, or transfer without public bidding. Property acquired by the Agency for rehabilitation and resale shall be offered for resale within one (1) year after completion of rehabilitation or an annual report concerning such property shall be published by the Agency as required by law.

Real property acquired by the Agency may be conveyed by the Agency without charge to the City and, where beneficial to the Project Area, without charge to any public body. All real property acquired by the Agency in the Project Area shall be sold or leased to public or private persons or entities for development for the uses permitted in this Plan.

All purchasers or lessees of property acquired from the Agency shall be obligated to use the property for the purposes designated in this Plan, to begin and complete development of the property within a period of time which the Agency fixes as reasonable, and to comply with other conditions which the Agency deems necessary to carry out the purposes of this Plan.

b. [§325] Disposition and Development Documents

To provide adequate safeguards to ensure that the provisions of this Plan will be carried out and to prevent the recurrence of blight, all real property sold, leased, or conveyed by the Agency, as well as all property subject to participation agreements, is subject to the provisions of this Plan.

The Agency shall reserve such powers and controls in the disposition and development documents as may be necessary to prevent transfer, retention, or use of property for speculative purposes and to ensure that development is carried out pursuant to this Plan.

Leases, deeds, contracts, agreements, and declarations of restrictions of the Agency may contain restrictions, covenants, covenants running with the land, rights of reverter, conditions subsequent, equitable servitudes, or any other provisions necessary to carry out this Plan. Where appropriate, as determined by the Agency, such documents, or portions thereof, shall be recorded in the office of the Recorder of Santa Clara County.

All property in the Project Area is hereby subject to the restriction that there shall be no discrimination or segregation based upon race, color, creed, religion, sex, marital status, national origin, or ancestry in the sale, lease, sublease, transfer, use, occupancy, tenure, or enjoyment of property in the Project Area. All property sold, leased, conveyed, or subject to a participation agreement shall be expressly subject by appropriate documents to the restriction that all deeds, leases, or contracts for the sale, lease, sublease, or other transfer of land in the Project Area shall contain such non-discrimination and non-segregation clauses as required by law.

c. [§326] Development by the Agency

To the extent now or hereafter permitted by law, the Agency is authorized to pay for, develop, or construct any publicly-owned building, facility, structure, or other improvement either within or without the Project Area, for itself or for any public body or entity, which buildings, facilities, structures, or other improvements are or would be of benefit to the Project Area. Specifically, the Agency may pay for, install, or construct the buildings, facilities, structures, and other improvements identified in Attachment No. 4, attached hereto and incorporated herein by reference, and may acquire or pay for the land required therefore.

In addition to the public improvements authorized under Section 321 and the publicly-owned improvements identified in Attachment No. 4 of this Plan, the Agency is authorized to install and construct, or to cause to be installed and constructed, within or without the Project Area, for itself or for any public body or entity for the benefit of the Project Area, public improvements and public utilities, including, but not limited to, the following: (1) sewers; (2) natural gas distribution systems; (3) water distribution systems; (4) parks, plazas, and pedestrian paths; (5) parking facilities; (6) landscaped areas; (7) street improvements; and (8) storm water facilities.

The Agency may enter into contracts, leases, and agreements with the City or other public body or entity pursuant to this Section 326, and the obligation of the Agency under such contract, lease, or agreement shall constitute an indebtedness of the Agency which may be made payable out of the taxes levied in the Project Area and allocated to the Agency under subdivision (b) of Section 33670 of the Community Redevelopment Law and Section 502 of this Plan or out of any other available funds.

d. [§327] Development Plans

All development plans (whether public or private) shall be submitted to the City for approval. All development in the Project Area must conform to City design review standards.

2. [§328] Real Property Disposition and Development

For the purposes of this Plan, the Agency is authorized to lease, sell, exchange, transfer, assign, pledge, encumber, or otherwise dispose of personal property which is acquired by the Agency.

J. [§329] Rehabilitation, Conservation, and Moving of Structures

1. [§330] Rehabilitation and Conservation

The Agency is authorized to rehabilitate and conserve, or to cause to be rehabilitated and conserved, any building or structure in the Project Area owned by the Agency. The Agency is also authorized and directed to advise, encourage, and assist in the rehabilitation and conservation of property in the Project Area not owned by the Agency.

2. [§331] Moving of Structures

As necessary in carrying out this Plan, the Agency is authorized to move, or to cause to be moved, any standard structure or building or any structure or building which can be rehabilitated to a location within or outside the Project Area.

K. [§332] Low and Moderate Income Housing

1. [Section 333] Authority Generally

The Agency may, inside or outside the Project Area, acquire land, improve sites, or construct or rehabilitate structures in order to provide housing for persons and families of low or moderate income. The Agency may also provide subsidies to or for the benefit of, such persons and families or households to assist them in obtaining housing. The Agency may also sell, lease, grant, or donate real property owned or acquired by the Agency to non-profit or for-profit housing developers and may otherwise cooperate with the Agency in carrying out the provisions of Section 334 herein below.

2. [Section 334] Replacement Housing

In accordance with Sections 33334.5 and 33413 of the Community Redevelopment Law, whenever dwelling units housing persons and families of low or moderate income are destroyed or removed from the low and moderate income housing market as part of a redevelopment project that is subject to a written agreement with the Agency or where financial assistance has been provided by the Agency, the Agency shall, within four years of such destruction or removal, rehabilitate, develop, or construct, or cause to be rehabilitated, developed, or constructed, for rental or sale to persons and families of low or moderate income, an equal number of replacement dwelling units which have an equal or greater number of bedrooms as those destroyed or removed units at affordable housing costs, as defined by Sections 50052.5 and 50053 of the Health and Safety Code, within the territorial jurisdiction of the Agency, in accordance with all of the provisions of Sections 33413 and 33413.5 of the Community Redevelopment Law. All (100%) of the replacement dwelling units shall be available at affordable housing cost to persons in the same or a lower income category (low, very low or moderate), as the persons displaced from those destroyed or removed units.

3. [Section 335] Increase, Improve and Preserve the Supply

Pursuant to Sections 33334.2 and 33334.6 of the Community Redevelopment Law, not less than 20 percent of all taxes that are allocated to the Agency from the Project Area pursuant to Section 33670 of the Community Redevelopment Law and Section 502 of this Plan shall be deposited into a separate Low and Moderate Income Housing Fund and used by the Agency for the purposes of increasing, improving and preserving the City's supply of low and moderate income housing available at affordable housing costs, as defined by Sections 50052.5 and 50053 of the Health & Safety Code, to persons and families of low or moderate income, as defined in Section 50093 of the Health & Safety Code, lower income households, as defined in Section 50079.5 of the Health & Safety Code, and extremely low income households, as defined in Section 50106 of the Health & Safety Code, unless one of the findings permitted by Section 33334.2 is made annually by resolution. Commencing in the first fiscal year following the date of adoption of the ordinance approving and adopting the Thirteenth Amendment, the amount of the deposit into the Low and Moderate Income Housing Fund attributable to the taxes allocated to the Agency from the Original Project Area, Amendment Area No. 1 and Amendment Area No. 2 pursuant to Section 33670 of the Community Redevelopment Law and Section 502 of this Plan shall be increased to 30 percent as required by Section 33333.10(f) of the Health & Safety Code and shall be used by the Agency specifically as required in Section 33333.10(f) of the Health & Safety Code.

The Agency may use these funds to meet, in whole or in part, the replacement housing provisions in Section 334 above. These funds may be used inside or outside the Project Area provided, however, that such funds may be used outside the Project Area only if findings of benefit to the Project are made as required by said Section 33334.2 of the Community Redevelopment Law.

Any interest earned by the Low and Moderate Income Housing Fund and any repayments or other income to the Agency for loans, advances, or grants, of any kind, from such Low and Moderate Income Housing Fund, shall accrue to and be deposited

in, the fund and may only be used in the manner prescribed for the use of monies deposited into the Low and Moderate Income Housing Fund.

Pursuant to the requirements of Section 33334.12 of the Community Redevelopment Law, upon failure of the Agency to expend or encumber surplus in the Low and Moderate Income Housing Fund within one year from the date the moneys become excess surplus, within the meaning defined in Section 33334.12 of the Community Redevelopment Law, the Agency shall either disburse that excess surplus to another public agency in accordance with said Section 33334.12, or expend or encumber the excess surplus within two additional years. A housing authority or other public agency shall utilize the moneys for the purposes of, and subject to, the same restrictions that are applicable to the Agency under the Community Redevelopment Law, and for that purpose may exercise all of the powers of a housing authority under the Housing Authorities Law (Section 34200 et seq. of the Health and Safety Code) to the extent not inconsistent with these limitations.

4. [Section 336] New or Rehabilitated Dwelling Units Developed within the Project Area

At least thirty percent (30%) of all new and substantially rehabilitated dwelling units developed by the Agency, if any, shall be available at affordable housing cost to, and occupied by, persons and families of low or moderate income. Not less than fifty percent (50%) of the dwelling units required to be available at affordable housing cost to persons and families of low or moderate income shall be available at affordable housing cost to, and occupied by, very low income households.

At least fifteen percent (15%) of all new and substantially rehabilitated dwelling units developed within the Project Area by public or private entities or persons other than the Agency, if any, shall be available at affordable housing cost to, and occupied by, persons and families of low or moderate income. Not less than forty percent (40%) of the dwelling units required to be available at affordable housing cost to persons and families of low or moderate income shall be available at affordable housing costs to, and occupied by, very low income households.

The Agency may satisfy the provisions of the above paragraphs, in whole or in part, by any of the methods described in Community Redevelopment Law Section 33413(b) or any other method permitted by law.

The percentage requirements set forth in this Section 336 shall apply independently of the requirements of Section 334 and in the aggregate to housing made available pursuant to the first and second paragraphs, respectively, of this Section 336 and not to each individual case of rehabilitation, development or construction of dwelling units, unless the Agency determines otherwise.

If all or any portion of the Project Area is developed with low or moderate income housing units, the Agency shall require by contract or other appropriate means that such housing be made available for rent or purchase to the persons and families of low and moderate income displaced by the Project. Such persons and families shall be given priority in renting or buying such housing; provided, however, failure to give such priority shall not affect the validity of title to real property.

5. [Section 337] Duration of Dwelling Unit Availability and Agency Monitoring

The Agency shall require that the aggregate number of replacement dwelling units and other dwelling units rehabilitated developed, constructed, or price-restricted pursuant to Sections 334 and 336 shall remain available at affordable housing cost to persons and families of low income, moderate income and very low income households, respectively, for the longest feasible time, as determined by the Agency, but for not less than 55-years for rental units and 45-years for ownership units, except to the extent a longer or shorter period of time is permitted or required by other provisions of the law.

Pursuant to Section 33418 of the Community Redevelopment Law, the Agency shall monitor, on an ongoing basis, any housing affordable to persons and families of low or moderate income developed or otherwise made available pursuant to the Community Redevelopment Law. As part of this monitoring, the Agency shall require owners or managers of the housing to submit an annual report to the Agency. The annual reports shall include for each rental unit the rental rate and the income and family size of the occupants, and for each owner-occupied unit whether there was a change in ownership from the prior year and, if so, the income and family size of the new owners. The income information required by this section shall be supplied by the tenant in a certified statement on a form provided by the Agency.

L. [Section 338] Implementation Plans

In accord with the provisions of Section 33490 of the Community Redevelopment Law, the Agency adopted an implementation plan for the Project. Commencing with the fifth year after the first implementation plan was adopted, and each five years thereafter, the Agency shall adopt, after a public hearing, succeeding implementation plans that shall contain the specific goals and objectives of the Agency for the Project Area, the specific programs, including potential projects, and estimated expenditures proposed to be made during the next five years, and an explanation of how the goals and objectives, programs, and expenditures will eliminate blight within the Project Area and implement the requirements of Sections 33333.10, 33334.2, 33334.4, 33334.6, and 33413 of the Community Redevelopment Law. The parts of future implementation plans that address Sections 33333.10, 33334.2, 33334.4, 33334.6, and 33413 of the Community Redevelopment Law shall be adopted every five years either in conjunction with the General Plan Housing Element cycle or the implementation plan cycle. The Agency may adopt implementation plans that include more than one project area, and may amend the implementation plan after conducting a public hearing on the proposed amendment.

At least once within the five-year term of each plan adopted by the Agency, no earlier than two years and no later than three years after adoption of each plan, the Agency shall conduct a public hearing and hear testimony of all interested parties for the purpose of reviewing this Plan and the implementation plan and evaluating the progress of the Project. The hearing may be for two or more project areas if those project areas are included within the same implementation plan.

IV. [§400] USES PERMITTED IN THE PROJECT AREA

A. [§401] Redevelopment Land Use Map

The "Redevelopment Land Use Map," attached hereto as Attachment No. 3 and incorporated herein by reference, illustrates the location of the Project Area boundaries, major streets within the Project Area, and the land uses authorized within the Project by the City's current General Plan. The City will from time to time update and revise the General Plan. It is the intention of this Amended and Restated Redevelopment Plan that the land uses to be permitted within the Project Area shall be as provided within the City's General Plan, as it currently exists or as it may from time to time be amended, and as implemented and applied by City ordinances, resolutions and other laws. Uses other than those currently designated in the City's General Plan as shown on the Redevelopment Land Use Map, may be authorized by the City from time to time by amendments to the City's General Plan as authorized by law.

B. [§402] Other Land Uses

1. [§403] Public Rights-of-Way

As illustrated on the Redevelopment Land Use Map (Attachment No. 3), the major public streets/roadways within the Project Area include Interstate 680, Interstate 880, Main Street, Able Street, McCarthy Boulevard, Murphy Ranch Road, Tasman Drive, Milpitas Boulevard, Hillview Drive, Jacklin Drive, Montague Expressway, Great Mall Parkway, Capital Avenue, Calaveras Boulevard, Adams Avenue, South Park Victoria Drive, Selwyn Drive, Shirley Drive, Sinclair Frontage Boulevard, South Milpitas Boulevard, Piper Drive, Los Coches Street, Yosemite Drive and Ames Avenue.

Additional public streets, alleys, and easements may be created in the Project Area as needed for proper development. Existing streets, alleys, and easements may be abandoned, closed, or modified as necessary for proper development of the Project.

Any changes in the existing interior or exterior street layout shall be in accordance with the General Plan and Specific Plan, the objectives of this Plan, and the City's design standards, and shall be effectuated in the manner prescribed by state and local law, and shall be guided by the following criteria:

a. The requirements imposed by such factors as topography, traffic safety and aesthetics, and;

b. The potential need to serve not only the Project Area and new or existing developments but to also serve areas outside the Project by providing convenient and efficient vehicular access and movement.

c. The potential need or desire to accommodate the facilities and/or equipment of mass transportation modes.

The public rights-of-way may be used for vehicular and/or pedestrian traffic, as well as for public improvements, public and private utilities, and activities typically found in public rights-of-way.

2. [§404] Other Public, Semi-Public, Institutional, and Non-profit Uses

In any area shown on the Redevelopment Land Use Map (Attachment No. 3), the Agency is authorized to permit the maintenance, establishment, or enlargement of public, semi-public, institutional, or non-profit uses, including park and recreational facilities, libraries, educational, fraternal, employee, philanthropic, religious and charitable institutions, utilities, railroad rights-of-way, and facilities of other similar associations or organizations. All such uses shall, to the extent possible, conform to the provisions of this Plan applicable to the uses in the specific area involved. The Agency may impose such other reasonable requirements and/or restrictions as may be necessary to protect the development and use of the Project Area.

3. [§405] Interim Uses

Pending the ultimate development of land by developers and participants, the Agency is authorized to use or permit the use of any land in the Project Area for interim uses that are not in conformity with the uses permitted in this Plan.

4. [§406] Non-conforming Uses

The Agency may permit an existing use to remain in an existing building in good condition which use does not conform to the provisions of this Plan, provided that such use is generally compatible with existing and proposed developments and uses in the Project Area.

The Agency may authorize additions, alterations, repairs, or other improvements in the Project Area for uses, which do not conform to the provisions of this Plan where such improvements are within a portion of the Project where, in the determination of the Agency, such improvements would be compatible with surrounding Project uses and development.

C. [§407] General Controls and Limitations

All real property in the Project Area is made subject to the controls and requirements of this Plan. No real property shall be developed, rehabilitated or otherwise changed after the date of adoption of this Plan, except in conformance with the provisions of this Plan.

1. [§408] Construction

All construction in the Project Area shall comply with all applicable state and local laws and codes in effect from time to time. In addition to applicable codes, ordinances, or other requirements governing development in the Project Area, additional specific performance and development standards may be adopted by the Agency to control and direct redevelopment activities in the Project Area.

2. [§409] Rehabilitation and Retention of Properties

Any existing structure within the Project Area approved by the Agency for retention and rehabilitation shall be repaired, altered, reconstructed, or rehabilitated in such a manner that it will be safe and sound in all physical respects and be attractive in appearance and not detrimental to the surrounding uses.

3. [§410] Limitation on the Number of Buildings

The approximate number of buildings in the Project Area shall not exceed the number of buildings permitted under the General Plan.

4. [§411] Number of Dwelling Units

The number of dwelling units permitted in the Project Area shall not exceed the number of dwelling units permitted under the General Plan as it now exists or may be amended.

5. [§412] Limitation on Type, Size, and Height of Buildings

Except as set forth in other sections of this Plan, the type, size, and height of buildings shall be as limited by applicable federal, state, and local statutes, ordinances, and regulations.

6. [§413] Open Spaces, Landscaping, Light, Air, and Privacy

The approximate amount of open space to be provided in the Project Area is the total of all areas which will be in the public rights-of-way, the public ground, the space around buildings, and all other outdoor areas not permitted to be covered by buildings. Landscaping shall be provided to enhance open spaces in the Project Area and create a high-quality aesthetic environment.

Sufficient space shall be maintained between buildings in all areas to provide adequate light, air, and privacy.

7. [§414] Signs

All signs shall conform to City sign ordinances and other requirements as they now exist or are hereafter amended.

8. [§415] Utilities

The Agency shall require that all utilities be placed underground whenever physically and economically feasible.

9. [§416] Incompatible Uses

No use or structure which by reason of appearance, traffic, smoke, glare, noise, odor, or similar factors, as determined by the Agency, would be incompatible with the surrounding areas or structures shall be permitted in any part of the Project Area.

10. [§417] Non-discrimination and Non-segregation

There shall be no discrimination or segregation in the sale lease, sublease, transfer, use, occupancy, tenure, or enjoyment of property in the Project Area on account of any basis listed in subdivision (a) or (d) of Section 12955 of the Government Code, as those bases are defined in Sections 12926, 12926.1, subdivision (m) and paragraph (1) of subdivision (p) of Section 12955 and Section 12955.2 of the Government Code.

11. [§418] Minor Variations

Under exceptional circumstances, the Agency is authorized to permit a variation from the limits, restrictions, and controls established by this Plan. In order to permit such variation, the Agency must determine that:

a. The application of certain provisions of this Plan would result in practical difficulties or unnecessary hardships inconsistent with the general purpose and intent of this Plan;

b. There are exceptional circumstances or conditions applicable to the property or to the intended development of the property which do not apply generally to other properties having the same standards, restrictions, and controls;

c. Permitting a variation will not be materially detrimental to the public welfare or injurious to property or improvements in the area, and;

d. Permitting a variation will not be contrary to the objectives of this Plan, the General Plan, or the Specific Plan.

No variation shall be granted which changes a basic land use or which permits other than a minor departure from the provisions of this Plan. In permitting any such variation, the Agency shall impose such conditions as are necessary to protect the public peace, health, safety, or welfare and to assure compliance with the purposes of this Plan. Any variation permitted by the Agency hereunder shall not supersede any other approval required under applicable City codes and ordinances.

D. [§419] Design for Development

Within the limits, restrictions, and controls established in this Plan, the Agency is authorized to establish heights of buildings, land coverage, setback requirements, design criteria, traffic circulation, traffic access, and other development and design controls necessary for proper development of both private and public areas within the

Project Area. Such limitations, restrictions and controls are subject to the General Plan and zoning standards.

No new improvement shall be constructed, and no existing improvement shall be substantially modified, altered, repaired, or rehabilitated, except in accordance with this Plan and any such controls and, in the case of property which is the subject of a disposition and development or participation agreement with the Agency and any other property, at the discretion of the Agency, in accordance with architectural, landscape, and site plans submitted to and approved in writing by the Agency. One of the objectives of this Plan is to create an attractive and pleasant environment in the Project Area. Therefore, such plans shall give consideration to good design, open space, and other amenities to enhance the aesthetic quality of the Project Area. The Agency shall not approve any plans that do not comply with this Plan.

E. [§420] Building Permits

No permit shall be issued for the construction of any building or for any construction on an existing building in the Project Area from the date of adoption of this Plan until the application for such permit has been approved as consistent with all City requirements. An application shall be deemed consistent with this Plan if it is consistent with the General Plan, applicable zoning ordinances and any adopted design for development.

The Agency is authorized to review and approve all permits in addition to those set forth above for projects receiving Agency financial assistance. Where such additional procedures and approvals are required, a building permit shall be issued only after the applicant for same has been granted all approvals required by the City at the time of application.

V. [§500] METHODS OF FINANCING THE PROJECT

A. [§501] General Description of the Proposed Financing Method

The Agency is authorized to finance this Project with financial assistance from the City, the State of California, the federal government, tax increment funds, interest income, Agency bonds, donations, loans from private financial institutions, the lease or sale of Agency-owned property, or any other available source, public or private.

The Agency is also authorized to obtain advances, borrow funds, and create indebtedness in carrying out this Plan. The principal and interest on such advances, funds, and indebtedness may be paid from tax increments or any other funds available to the Agency. Advances and loans for survey and planning and for the operating capital for nominal administration of this Project may be provided by the City until adequate tax increment or other funds are available, or sufficiently assured, to repay the advances and loans and to permit borrowing adequate working capital from sources other than the City. The City, as it is able, may also supply additional assistance through City loans and grants for various public facilities.

The City or any other public agency may expend money to assist the Agency in carrying out this Project. As available, gas tax funds from the state and county may be used for street improvements and public transit facilities.

B. [§502] Tax Increment Funds

All taxes levied upon taxable property within the respective portions of the Project Area each year, by or for the benefit of the State of California, the County of Santa Clara, the City, any district, or any other public corporation (hereinafter sometimes called "taxing agencies"), after the effective date of the ordinance adopting or amending this Plan as to such portions of the Project Area shall be divided as follows:

1. That portion of the taxes which would be produced by the rate upon which the tax is levied each year by or for each of said taxing agencies upon the total sum of the assessed value of the taxable property in the Project as shown upon the assessment roll used in connection with the taxation of such property by such taxing agency, last equalized prior to the effective date of such ordinance, shall be allocated to and when collected shall be paid into the funds of the respective taxing agencies as taxes by or for said taxing agencies on all other property are paid (for the purpose of allocating taxes levied by or for any taxing agency or agencies which did not include the territory of the Project on the effective date of such ordinance but to which such territory is annexed or otherwise included after such effective date, the assessment roll of the County of Santa Clara, last equalized on the effective date of said ordinance, shall be used in determining the assessed valuation of the taxable property in the Project on said effective date).

2. Except as provided in subdivision 3, below, that portion of said levied taxes each year in excess of such amount shall be allocated to and when collected shall be paid into a special fund of the Agency to pay the principal of and interest on loans, moneys advanced to, or indebtedness (whether funded, refunded, assumed, or otherwise) incurred by the Agency to finance or refinance, in whole or in part, this Project. Unless and until the total assessed valuation of the taxable property in the Project exceeds the total assessed value of the taxable property in the Project as shown by the last equalized assessment roll referred to in subdivision 1 hereof, all of the taxes levied and collected upon the taxable property in the Project shall be paid into the funds of the respective taxing agencies as taxes on all other property are paid.

3. That portion of the taxes in excess of the amount identified in subdivision 1, above, which are attributable to a tax rate levied by a taxing agency which was approved by the voters of the taxing agency on or after January 1, 1989, for the purpose of producing revenues in an amount sufficient to make annual repayments of the principal of, and the interest on, any bonded indebtedness for the acquisition or improvement of real property shall be allocated to, and when collected shall be paid into, the fund of that taxing agency.

The portion of taxes mentioned in subdivision 2, above, are hereby irrevocably pledged for the payment of the principal of and interest on the advance of moneys, or making of

loans or the incurring of any indebtedness (whether funded, refunded, assumed, or otherwise) by the Agency to finance or refinance the Project, in whole or in part. The Agency is authorized to make such pledges as to specific advances, loans, and indebtedness as appropriate in carrying out the Project. For the Original Project Area, Amendment Area No. 1 and Amendment Area No. 2, the total maximum number of dollars of taxes that may be divided and allocated to the Agency pursuant to subdivision 2 of this Section 502 shall not exceed six billion seven hundred million dollars ($6,700,000,000), except by amendment of this Plan. This limit does not apply to the Midtown Added Area or the Thirteenth Amendment Added Area.

C. [§503] Bonds, Advances and Indebtedness

The Agency is authorized to issue bonds from time to time, if it deems appropriate to do so, in order to finance all or any part of the Project. Neither the members of the Agency nor any persons executing the bonds are liable personally on the bonds by reason of their issuance.

The bonds and other obligations of the Agency are not a debt of the City or the state, nor are any of its political subdivisions liable for them, nor in any event shall the bonds or obligations by payable out of any funds or properties other than those of the Agency, and such bonds and other obligations shall so state on their face. The bonds do not constitute an indebtedness within the meaning of any constitutional or statutory debt limitation or restriction.

The amount of bonded indebtedness to be repaid in whole or part from the allocation of taxes described in subdivision 2 of Section 502 above which can be outstanding at any one time for the Project Area shall not exceed one billion three hundred million dollars ($1,300,000,000) in principal amount, except by amendment of this Plan. This limit, however, shall not prevent the Agency from issuing additional bonds in order fulfill the Agency's obligations under Section 33413 of the Health and Safety Code.

D. [§504] Time Limit on Establishment of Indebtedness

The Agency shall not establish or incur loans, advances, or indebtedness to finance in whole or in part the redevelopment of the Midtown Added Area beyond June 17, 2023. The Agency shall not establish or incur loans, advances or indebtedness to finance in whole or in part the redevelopment of the Thirteenth Amendment Added Area beyond twenty (20) years from the date of adoption of the ordinance approving and adopting the Thirteenth Amendment. There is no limitation on the time to establish or incur loans, advances, or indebtedness to finance in whole or in part the redevelopment of the Original Project Area, Amendment Area No. 1 or Amendment Area No. 2.

Loans, advances, or indebtedness may be repaid over a period of time beyond said time limit. The time limits established in this Section 504 shall not prevent the Agency from incurring debt to be paid from the Low and Moderate Income Housing Fund or establishing more debt in order to fulfill the Agency's obligations under Section 33413 of the Community Redevelopment Law and Section 334 of this Plan. Nor shall the time limits established in this Section 504 prevent the Agency from refinancing, refunding or restructuring indebtedness after the respective time limit if the

indebtedness is not increased and the time during which the indebtedness is to be repaid is not extended beyond the time limit contained in this Section 504.

E. [§505] Time Limit on Receipt of Tax Increment

The Agency may not receive and shall not repay indebtedness with the proceeds from property taxes received pursuant to 33670 of the Community Redevelopment Law and Section 502 of this Plan beyond September 21, 2039 for the Original Project Area, September 4, 2042 for Amendment Area No. 1, May 4, 2045 for Amendment Area No. 2, June 17, 2049 for the Midtown Added Area, and forty-five (45) years from the date of adoption of the ordinance approving and adopting the Thirteenth Amendment for the Thirteenth Amendment Added Area, except to repay debt to be paid from the Low and Moderate Income Housing Fund established pursuant to Section 33334.2 of the Community Redevelopment Law and Section 335 of this Plan, or debt established in order to fulfill the Agency's obligations under Section 33413 of the Community Redevelopment Law and Section 334 of this Plan.

F. [§506] Other Loans and Grants

Any other loans, grants, guarantees, or financial assistance from the United States, the State of California, or any other public or private source will be utilized if available.

VI. [§600] ACTIONS BY THE CITY

The City shall aid and cooperate with the Agency in carrying out this Plan and shall take all actions necessary to ensure the continued fulfillment of the purposes of this Plan and to prevent the recurrence or spread in the area of conditions causing blight. Actions by the City shall include, but not be limited to, the following:

A. Institution and completion of proceedings for opening, closing, vacating, widening, or changing the grades of streets, alleys, and other public rights-of-way and for other necessary modifications of the streets, the street layout, and other public rights-of way in the Project Area. Such action by the City shall include the requirement of abandonment, removal, and relocation by the public utility companies of their operations of public rights-of-way as appropriate to carry out this Plan provided that nothing in this Plan shall be construed to require the cost of such abandonment, removal, and relocation to be borne by others than those legally required to bear such cost.

B. Provision of advances, loans, or grants to the Agency or the expenditure of funds for projects implementing this Plan as deemed appropriate by the City and to the extent funds are available therefore.

C. Institution and completion of proceedings necessary for changes and improvements in private and publicly-owned public utilities within or affecting the Project Area.

D. Revision of zoning (if necessary) within the Project Area to permit the land uses and development authorized by this Plan.

E. Imposition wherever necessary (by conditional use permits or other means) of appropriate controls within the limits of this Plan upon parcels in the Project Area to ensure their proper development and use.

F. Provision for administrative enforcement of this Plan by the City after development. The City and the Agency shall develop and provide for enforcement of a program for continued maintenance by owners of all real property, both public and private, within the Project Area throughout the duration of this Plan.

G. Performance of the above actions and of all other functions and services relating to public peace, health, safety, and physical development normally rendered in accordance with a schedule which will permit the redevelopment of the Project Area to be commenced and carried to completion without unnecessary delays.

H. The undertaking and completing of any other proceedings necessary to carry out the Project.

The forgoing actions to be taken by the City do not involve or constitute any commitment for financial outlays by the City unless specifically agreed to and authorized by the City.

VII. [§700] ENFORCEMENT

The administration and enforcement of this Plan, including the preparation and execution of any documents implementing this Plan, shall be performed by the Agency and/or the City.

The provisions of this Plan or other documents entered into pursuant to this Plan may also be enforced by court litigation instituted by either the Agency or the City. Such remedies may include, but are not limited to specific performance, damages, reentry, injunctions, or any other remedies appropriate to the purposes of this Plan. In addition, any recorded provisions which are expressly for the benefit of owners of property in the Project Area may be enforced by such owners.

VIII. [§800] DURATION OF THIS PLAN

Except for the non-discrimination and non-segregation provisions imposed by the Agency which shall run in perpetuity, and the affordable housing covenants imposed by the Agency which shall continue in effect for a period as may be determined and specified by the Agency, the provisions of this Plan shall be effective, and the provisions of other documents formulated pursuant to this Plan may be made effective until September 21, 2029 for the Original Project Area, September 4, 2032 for Amendment Area No. 1, May 4, 2035 for Amendment Area No. 2, June 17, 2034 for the Midtown Added Area, and thirty (30) years from the date of adoption of the ordinance approving and adopting the Thirteenth Amendment for the Thirteenth Amendment Added Area, however, subject to the limitations and exceptions

thereto set forth in Section 505 of this Plan, the Agency may issue bonds and incur obligations pursuant to this Plan which extend beyond the termination date, and in such event, this Plan shall continue in effect for the purpose of repaying such bonds or other obligations until the date of retirement of such bonds or other obligations. After the termination of this Plan, the Agency shall have no authority to act pursuant to this Plan except to pay previously incurred indebtedness and to enforce existing covenants or contracts.

IX. [§900] PROCEDURE FOR AMENDMENT

This Plan may be amended by means of the procedure established in Sections 33354.6 and/or 33450 *et. seq*. of the Community Redevelopment Law or by any other procedure hereafter established by law.

ATTACHMENT NO. 1

LEGAL DESCRIPTION OF THE PROJECT AREA BOUNDARIES

LEGAL DESCRIPTION FOR THE ORIGINAL PROJECT AREA

III. PROJECT AREA BOUNDARIES

The boundaries of Redevelopment Project Area No. 1 are illustrated on the Map. The legal description of the boundaries of the Project Area is as follows:

"All that certain real property situated in the City of Milpitas, County of Santa Clara, State of California, and being more particularly described as follows:

All that real property situate in the City of Milpitas, County of Santa Clara, State of California, containing 577 acres more or less and being more particularly described as follows:

BEGINNING at the northwest corner of Parcel Two as shown on that certain Record of Survey recorded in the Office of the Recorder of Santa Clara County on October 28, 1975 in Book 363 of Maps at Page 33, said point of beginning being on the general easterly line of the Western Pacific Railroad (WPRR) Right-of-Way (60 feet wide) as said right-of-way is shown on said Record of Survey;

Thence along said general easterly line of WPRR
North 23°01'01" West, 1,144.24 feet;

Thence
North 75°20'07" East, 10.11 feet;

Thence
North 23°01'01" West, 1,497.20 feet;

Thence
South 75°33'54" West, 10.11 feet;

Thence
North 23°01'01" West, 504.57 feet

to the intersection of said general easterly line of WPRR with the easterly line of Main Street (66 feet wide) as said street is shown on that certain Record of Survey recorded in the Office of the Recorder of Santa Clara County on June 21, 1966 in Book 211 of Maps at Pages 22 and 23;

Thence continuing along the said general easterly line of WPRR as shown on that certain Record of Survey recorded in the Office of the Recorder of Santa Clara County on August 11, 1954 in Book 49 of Maps at Pages 36 and 37

North 23°01'01" West, 110.00 feet;

Thence along a curve to the left
thru a central angle of 1°37'00"
with a radius of 11,419.00 feet
for an arc distance of 322.20 feet;

Thence along a non-tangent line
North 21°24'00" West, 2,478.34 feet
to the northwest corner of that certain parcel of land granted by deed to Milpitas Materials Company, said deed recorded in the Office of the Recorder of Santa Clara County on August 26, 1954 in Book 2946 of Official Records at Page 89;

Thence leaving said general easterly line along the northerly line and the easterly prolongation thereof of said parcel granted to Milpitas Materials Company
North 80°06'00" East, 657.92 feet
to the easterly line of Parcel D as said parcel is shown on that certain Record of Survey recorded in the Office of the Recorder of Santa Clara County on August 5, 1974 in Book 344 of Maps at Page 3;

Thence along said easterly line and the northerly prolongation thereof of Parcel D

North 8°56'29" West, 995.82 feet

to the northeast corner of Parcel A as shown on last said Record of Survey;

Thence along the prolongation of the northerly line of said Parcel A, also being the northerly line of lot 6 as shown on that certain Map of the partition of the Thomas Russell Tract in the Rancho Agua Caliente recorded in the Office of the Recorder of Santa Clara County on October 1, 1920 in Volume Q of Maps at Page 26

North 74°41'45" East, 1,548.20 feet

to the northeasterly corner of Parcel A as described in the Deed to the City of Milpitas recorded in the Office of the Recorder of Santa Clara County on March 16, 1970 in Book 8861 of Official Records at Page 153;

Thence along the easterly line of last said Parcel A along a curve to the right from a tangent bearing South 13°37'32" East

thru a central angle of 0°07'05" with
a radius of 1,028.00 feet for an arc
distance of 2.12 feet;

Thence along a compound curve to the right

thru a central angle of 10°17'26"
with a radius of 1,403.59 feet
for an arc distance of 252.09 feet;

Thence

South 3°13'01" East, 1,247.54 feet

to the southeast corner of last said Parcel A, said point also being on the southerly line of Parcel Three as shown on that certain Record of Survey recorded in the Office of the Recorder of Santa Clara County on November 7, 1961 in Book 140 of Maps at Page 8;

Thence along said southerly line of Parcel Three

North 74°10'09" East, 722.72 feet;

Thence continuing along said southerly line and the easterly prolongation thereof

North 61°33'49" East, 45.89 feet

to a point on the southeasterly line of Parcel Four as shown on last said Record of Survey;

Thence

North 48°32'09" East, 1,003.60 feet

to a point on the westerly line of the 80 foot wide right-of-way of the City and County of San Francisco as said right-of-way is shown on last said Record of Survey, said point also being the southeast corner of Parcel B as said Parcel B is described in the aforementioned Deed to the City of Milpitas;

Thence along the westerly line and the southerly prolongation thereof of said 80 foot wide right-of-way

South 36°48'30" East, 165.06 feet

to its intersection with the southeasterly line of Russell Lane (45 feet wide) as said Lane is shown on that certain Tract Map for Tract 4703 recorded in the Office of the Recorder of Santa Clara County on May 6, 1971 in Book 282 of Maps at Pages 51 and 52;

Thence along the said southeasterly line of Russell Lane

North 16°54'30" East, 99.26 feet;

to the western most corner of said Tract 4703;

South 30°48'30" East, 1,141.69 feet
to the southwest corner of said Tract;

Thence along the southerly line and the easterly prolongation thereof of said Tract

North 79°37'37" East, 774.13 feet
to the southeast corner of Tract 4966 as said Tract is shown on that certain Tract Map recorded in the Office of the Recorder of Santa Clara County on May 7, 1971 in Book 283 of Maps at Pages 11 and 12;

Thence along the easterly line and the northerly prolongation thereof of said Tract 4966

North 10°26'33" West, 1,189.43 feet
to a point on the northerly line of the aforementioned Russell Lane (50 feet wide) as shown on said Map for Tract 4966;

Thence along said northerly line

North 79°31'30" East, 323.15 feet
to its intersection with the westerly line of Freeway 680 also being the easterly line of Tract 3815 as said Freeway (called "Proposed Freeway – Rte 5") and Tract 3815 are shown on that certain Tract Map recorded in the Office of the Recorder of Santa Clara County on October 5, 1965 in Book 200 of Maps at Pages 31 and 32;

Thence along said westerly line of Freeway 680 along a curve to the right from a tangent bearing South 29°23'37" East
thru a central angle of 2°16'10"
with a radius of 4,491.30 feet
for an arc distance of 177.90 feet;

Thence along a non-tangent line
South 20°20'31" East, 144.87 feet;

Thence along a curve to the right
thru a central angle of 2°46'15"
with a radius of 4,542.30 feet
for an arc distance of 219.67 feet;

Thence along a compound curve to the right
thru a central angle of 13°52'48"
with a radius of 1,942.13 feet
for an arc distance of 470.48 feet;

Thence

South 3°41'28" East, 191.37 feet;

Thence

South 3°41'48" East, 438.20 feet;

Thence along a curve to the right
thru a central angle of 72°22'26"
with a radius of 20.00 feet
for an arc distance of 25.26 feet;

Thence

South 68°40'38" West, 142.21 feet;

Thence continuing along said westerly line of Freeway 680
South 3°11'20" East, 5.00 feet
to its intersection with the northerly line of Jacklin Road (80 feet wide);

Thence continuing along said westerly line of Freeway 680, also being said northerly line of Jacklin Road
North 86°48'40" East, 48.01 feet;

Thence continuing along said westerly line of Freeway 680, but leaving said northerly line of Jacklin Road
South 3°11'20" East, 85.00 feet;

Thence
South 74°03'58" East, 109.19 feet;

Thence along a curve to the right
thru a central angle of 54°18'44"
with a radius of 20.00 feet
for an arc distance of 18.96 feet;

Thence
South 19°45'14" East, 376.09 feet;

Thence
South 16°53'29" East, 527.02 feet;

Thence along a curve to the right
thru a central angle of 7°20'24"
with a radius of 2,942.00 feet
for an arc distance of 376.89 feet;

Thence
South 9°33'05" East, 299.51 feet;

Thence
South 8°24'20" East, 736.33 feet;

Thence along a curve to the right
thru a central angle of 4°52'29"
with a radius of 1,000.00 feet
for an arc distance of 85.08 feet;

Thence
South 3°31'51" East, 211.82 feet;

Thence
South 4°58'19" East, 378.68 feet;

Thence
South 2°54'03" East, 300.08 feet;

Thence
South 4°14'16" East, 251.25 feet;

Thence along a curve to the right .
thru a central angle of 18°48'43"
with a radius of 950.00 feet
for an arc distance of 311.91 feet;

Thence

South 14°34'27" West, 545.03 feet;

Thence along a curve to the right
thru a central angle of 56°56'08"
with a radius of 350.00 feet
for an arc distance of 347.80 feet
to a point on the northerly line of Calaveras Boulevard as granted to the City of Milpitas by Parcel 2 of the Deed recorded in the Office of the Recorder of Santa Clara County on September 19, 1969 in Book 8675 of Official Records at Page 625;

Thence leaving said westerly line of Freeway 680 along the said northerly line of Calaveras Boulevard along a non-tangent line
South 74°36'13" West, 483.03 feet;

Thence along a curve to the right
thru a central angle of 0°52'29"
with a radius of 9,938.00 feet
for an arc distance of 151.72 feet;

Thence along a line parallel with and 58 feet distant measured at right angles from the southerly line and the westerly prolongation thereof of Parcel A as said parcel is shown on that certain Record of Survey recorded in the Office of the Recorder of Santa Clara County on June 21, 1966 in Book 211 of Maps at Pages 22 and 23
South 75°28'42" West, 1,283.84 feet
to the southeast corner of the 7.243 acre parcel shown in that certain Record of Survey recorded in the Office of the Recorder of Santa Clara County on October 20, 1967 in Book 229 of Maps at Page 20;

Thence along the general southerly line of said 7.243 acre parcel
South 75°28'42" West, 266.06 feet;

Thence along a curve to the right
thru a central angle of 3°49'22"
with a radius of 1,938.00 feet
for an arc distance of 129.30 feet;

Thence along a compound curve to the right
thru a central angle of 14°21'56"
with a radius of 390.00 feet
for an arc distance of 97.78 feet;

Thence along a compound curve to the right
thru a central angle of 56°28'57"
with a radius of 40.00 feet
for an arc distance of 39.43 feet;

Thence along a compound curve to the right
thru a central angle of 15°19'45"
with a radius of 390.00 feet
for an arc distance of 104.34 feet
to the northeast corner of Parcel Two as said parcel is shown on the aforementioned Record of Survey recorded in Book 363 of Maps at Page 33;

Thence leaving the said general southerly line of 7.243 acre parcel along the general northerly line of the last said Parcel Two along a radial line
South 75°28'42" West, 114.00 feet;

Thence

South 14°31'18" East, 11.00 feet;

Thence along a curve to the right
thru a central angle of 10°16'16"
with a radius of 390.00 feet
for an arc distance of 69.91 feet;

Thence along a compound curve to the right
thru a central angle of 74°38'47"
with a radius of 30.00 feet
for an arc distance of 39.09 feet;

Thence along a compound curve to the right
thru a central angle of 12°54'53"
with a radius of 390.00 feet
for an arc distance of 87.91 feet;

Thence along a non-tangent line
North 86°25'22" West, 112.22 feet;

Thence

South 88°44'15" West, 401.80 feet;

Thence

North 75°52'58" West, 53.49 feet;

Thence

South 86°48'38" West, 304.88 feet
to the point of beginning.

EXCEPTING from the above that certain parcel more particularly described as follows:

BEGINNING at a point at the southeast corner of Tract 5324 as said Tract is shown on that certain Tract Map recorded in the Office of the Recorder of Santa Clara County on October 24, 1974 in Book 348 of Maps at Pages 2 and 3, said point being designated Pt. "A" on said Map;

Thence along the easterly line of said Tract 5324
North 12°41'00" East, 341.00 feet;

Thence

North 4°23'11" East, 97.01 feet;

Thence along said easterly line
North 12°41'00" East, 105.50 feet
to its intersection with the southerly line of Tract 4865 as said Tract 4865 is shown on that certain Tract Map recorded in the Office of the Recorder of Santa Clara County on September 3, 1971 in Book 289 at Pages 30 and 31;

Thence along said southerly line of Tract 4865
South 77°19'00" East, 134.61 feet;

Thence

North 80°41'08" East, 1,289.06 feet
to a southeast corner of said Tract 4865;

Thence along the general easterly line of said Tract 4865
North 9°18'52" West, 75.08 feet;

Thence along a curve to the right
thru a central angle of 100°06'13"
with a radius of 20.00 feet
for an arc distance of 34.94 feet;

Thence along a compound curve to the right
thru a central angle of 1°57'53"
with a radius of 637.00 feet
for an arc distance of 21.84 feet
to a point on the westerly line of the aforementioned 80 foot wide right-of-way owned by the City and County of San Francisco;

Thence continuing along said general easterly line and the northerly prolongation thereof of Tract 4865 also being said westerly line of the 80 foot wide right-of-way

North 9°58'11" East, 611.95 feet
to the eastern most corner of Tract 4845 as shown on that certain Tract Map recorded in the Office of the Recorder of Santa Clara County on September 3, 1971 in Book 289 of Maps at Pages 32 and 33;

Thence along the easterly line of said Tract 4845 also being said westerly line of the 80 foot wide right-of-way
North 36°48'40" West, 978.71 feet
to the intersection with the southerly line of Jacklin Road (85 feet wide) as said Road is shown on said Tract Map for Tract 4845;

Thence along said southerly line of Jacklin Road
South 86°47'44" West, 92.11 feet;

Thence

South 3°12'16" East, 7.00 feet;

Thence continuing along said southerly line and the westerly prolongation thereof of Jacklin Road

South 86°47'44" West, 2,149.26 feet;

Thence along a curve to the left
thru a central angle of 30°27'18"
with a radius of 948 feet
for an arc distance of 503.91 feet
to a point at the eastern most corner of Parcel A as said Parcel is shown on that certain Record of Survey recorded in the Office of the Recorder of Santa Clara County on November 9, 1973 in Book 332 of Maps at Page 43, said point also being on the easterly line of lands of O'Hare as shown on last said Record of Survey;

Thence along said easterly line and the southerly prolongation thereof of lands of O'Hare

South 14°29'53" East, 739.54 feet;

Thence leaving said easterly line
North 81°15'00" East, 159.01 feet;

Thence along a curve to the left from a tangent bearing
North 08°45'00" West
thru a central angle of 4°10'43"
with a radius of 356.00 feet
for an arc distance of 25.96 feet;

Thence along a radial line
North 77°04'17" East, 140.86 feet;

Thence

South 83°55'49" East, 133.10 feet
to a point at the southern most corner of *Lot* 70 as said *Lot 70* is shown on that certain Tract Map for Tract 5142 recorded in the Office of the Recorder of Santa Clara County on September 19, 1975 in Book 361 of Maps at Pages 43, 44 and 45, said point also being a northwest corner of *Lot* 71 as shown on last said Tract Map;

Thence along the general westerly line of said Lot 71
South 28°08'00" West, 111.59 feet
to a point of cusp;

Thence continuing along a curve to the right from a tangent bearing
South 42°40'02" East
thru a central angle of 91°35'15"
with a radius of 45.00 feet
for an arc distance of 71.93 feet
to a point of cusp;

Thence

South 41°04'47" East, 21.17 feet;

Thence

South 06°04'11" West, 100.00 feet;

Thence

South 29°33'20" West, 106.91 feet
to a point of cusp;

Thence along a curve to the right from a tangent bearing
South 54°06'37" East
thru a central angle of 106°31'10"
with a radius of 45.00 feet
for an arc distance of 83.66 feet;

Thence continuing along a radial line
South 37°35'27" East, 19.25 feet;

Thence

South 03°04'30" West, 105.00 feet;

Thence continuing along said general westerly line and the southerly prolongation thereof of Lot 71

South 21°55'00" West, 171.00 feet
to a southwest corner of said Tract 5142;

Thence along the general southerly line of Tract 5142 along a curve to the right from a tangent bearing
South 68°05'00" East
thru a central angle of 4°10'00"
with a radius of 770.00 feet
for an arc distance of 56.00 feet;

Thence along a reverse curve to the left
thru a central angle of 14°47'05"
with a radius of 633.00 feet
for an arc distance of 163.34 feet;

Thence along a reverse curve to the right
thru a central angle of 85°47'05"
with a radius of 20.00 feet
for an arc distance of 29.94 feet;

Thence

South 7°05'00" West, 162.63 feet;

Thence along a curve to the left
thru a central angle of 92°18'15"
with a radius of 100.00 feet
for an arc distance of 161.10 feet;

Thence along a non-tangent line
South 9°18'52" East, 108.01 feet;

Thence

North 80°41'08" East, 282.00 feet;

Thence along a curve to the right
thru a central angle of 17°47'22"
with a radius of 495.00 feet
for an arc distance of 153.69 feet
to a southeast corner of said Tract 5142 and also being a southwest corner of the aforementioned Tract 5324;

Thence along the southerly line of said Tract 5324 and continuing along the last described curve
thru a central angle of 4°12'30"
with a radius of 495.00 feet
for an arc distance of 36.36 feet;

Thence
South 77°19'00" East, 441.70 feet
to the point of Beginning.

LEGAL DESCRIPTION FOR AMENDMENT AREA NO. 1

PART III

LEGAL DESCRIPTION FOR THE REDEVELOPMENT AGENCY
PROJECT AREA AMENDMENT NO. 1
Milpitas, California

All that certain real property situate in the City of Milpitas, County of Santa Clara, State of California, containing acres more or less and being more particularly described as follows:

BEGINNING at the most southerly corner of that certain Parcel A containing 237.726 acres as shown on that certain Record of Survey filed for record on March 6, 1979 in Book 437 of Maps at Page 7, Santa Clara County Records, said point also being on the northerly line of Parcel C as deeded to the County of Santa Clara for widening of Montague Expressway as recorded in Book E-317 of Official Records of Santa Clara County at Page 155;

Thence northerly along the westerly boundary line of said Parcel A the following courses and distances:

North 15°22'00" West, 885.66 feet;

Thence on the arc of a tangent curve to the left
having a radius of 1,000.00 feet
through a central angle of 26°23'00"
an arc length of 460.48 feet;

Thence on the arc of a tangent curve to the right
having a radius of 1,000.00 feet
through a central angle of 30°17'00"
an arc length of 528.54 feet;

Thence
North 11°28'00" West, 358.00 feet;

Thence on the arc of a tangent curve to the left
having a radius of 1,000.00 feet
through a central angle of 55°18'00"
an arc length of 965.17 feet;

Thence on the arc of a tangent curve to the right
having a radius of 1,000.00 feet
through a central angle of 20°26'00"
an arc length of 356.63 feet;

Thence
North 46°20'00" West, 725.00 feet;

Thence on the arc of a tangent curve to the right
having a radius of 900.00 feet
through a central angle of 38°35'56"
an arc length of 606.31 feet
to the northwesterly corner of said Parcel A;

Thence northeasterly along the northerly boundary of said Parcel A

North 63°59'20" East, 3,577.04 feet;

to a point on the easterly boundary line of the Nimitz Freeway 170.00 feet wide, said point also being the southerly corner of that certain 122.300-acre tract of land labeled as Parcel C as shown on that certain Record of Survey filed March 7, 1963 in Book 157 of Maps at Page 56, Santa Clara County Records;

Thence along said easterly line of the Nimitz Freeway, said line also being the westerly line of said Parcel C

North 14°19'40" West, 3,048.95 feet;

to the northwesterly corner of that certain 28.949-acre tract of land labeled as Parcel B as shown on that said Record of Survey recorded in Book 157 of Maps at Page 56, Santa Clara County Records;

Thence leaving said easterly line of the Nimitz Freeway and running easterly along the northerly line of said Parcel B

North 64°01'17" East, 2,471.73 feet;

to a point on the easterly line of Abel Street (90.00 feet wide) as shown on said Record of Survey recorded in Book 157 of Maps at Page 56, Santa Clara County Records;

Thence southerly along the easterly line of Abel Street as shown on said Record of Survey recorded in Book 157 of Maps at Page 56, Santa Clara County Records

South 10°21'53" East, 366.04 feet;

to the northwesterly corner of that certain 1.079-acre parcel of land shown on that certain Record of Survey recorded October 24, 1968 in Book 244 of Maps at Page 2, Santa Clara County Records;

Thence leaving the easterly line of said Abel Street and running easterly along the northerly line of said 1.079-acre parcel

North 79°39'57" East, 226.16 feet;

to the northeasterly corner of said 1.079-acre parcel;

Thence southerly along the easterly line of said 1.079-acre parcel

South 10°27'43" East, 180.24 feet;

to a point on the northerly line of the Lands of the City and County of San Francisco (Hetch Hetchy right-of-way) as shown on said map recorded in Book 244 of Maps at Page 2, Santa Clara County Records;

Contd

Thence southwesterly along the northerly line of said Lands of the City and County of San Francisco

South 66°04'07" West, 50.83 feet;

Thence leaving said northerly line of the Lands of the City and County of San Francisco and running southeasterly along the centerline of Penitencia Creek as shown on that certain amended Record of Survey recorded October 11, 1963 in Book 168 of Maps at Pages 1 and 2, Santa Clara County Records;

South 28°34'23" East, 61.84 feet;

Thence continuing along said Penitencia Creek

South 48°20'03" East, 116.81 feet;

Thence

South 33°14'53" East, 177.30 feet;

Thence

South 10°54'53" East, 257.07 feet;

Thence

South 33°43'53" East, 157.01 feet;

Thence

South 46°26'13" East, 49.02 feet;

Thence

North 62°08'47" East, 40.39 feet;

to a point on the westerly line of South Main Street (San Jose - Oakland Road) as shown on that certain Record of Survey filed for record October 24, 1968 in Book 244 of Maps at Page 4, Santa Clara County Records;

Thence along the westerly line of said South Main Street on the arc of a curve to the left having a tangent bearing of

South 13°06'58" East
with a radius of 4,030 feet
through a central angle of 4°44'05"
an arc length of 333.02 feet;

Thence leaving the westerly line of said South Main Street

North 72°08'57" East, 60.00 feet
to a point on the easterly line of said South Main Street;

Thence southeasterly along the easterly line of said South Main Street

South 17°51'03" East, 1,800.34 feet;

Thence continuing southeasterly along said South Main Street as shown on said map recorded in Book 244 of Maps at Page 3, Santa Clara County Records;

South 11°28'03" East, 463.94 feet;

Thence

South 2°26'03" East, 183.77 feet;

Thence

South 9°48'37" West, 80.84 feet;

to a point on the centerline of Capital Avenue (90-feet wide) as shown on said Record of Survey recorded in Book 244 of Maps at Page 3, Santa Clara County Records;

Thence northwesterly along said centerline of Capitol Avenue

North 80°13'02"West, 98.00 feet;

Thence leaving said centerline of Capitol Avenue

South 9°46'58" West, 45.00 feet

to a point on the southerly line of said Capitol Avenue;

Thence northwesterly along said southerly line of Capitol Avenue

North 80°13'02" West, 535.05 feet;

Thence leaving said southerly line of Capitol Avenue

North 9°46'58" East, 90.00 feet

to a point on the Northerly line of said Capitol Avenue;

Thence on the arc of a curve to the left having a tangent bearing of

North 80°13'02" West
with a radius of 622.96 feet
through a central angle of 13°33'05"
an arc length of 147.34 feet;

Thence on the arc of a tangent curve to the right having a
radius of 30.00 feet
through a central angle of 83°24'14"
an arc length of 43.67 feet

to a point on the easterly line of Abel Street (90-feet wide) as shown on that certain Tract Map No. 4370 recorded in Book 234 at Pages 23 through 25, Santa Clara County Records;

Thence northwesterly along the easterly line of said Abel Street

North 10°21'53" West, 662.47 feet

to the point of intersection of the easterly line of said Abel Street with the northeasterly prolongation of the northerly boundary line of Tract No. 4472 as shown on that certain map recorded on July 8, 1968 in Book 239 of Maps at Pages 42 and 43, Santa Clara County Records;

Thence southwesterly along said northwesterly prolongation of said northerly boundary line of Tract No. 4472

South 63°59'20" West, 140.19 feet

to the northeasterly corner of said Tract No. 4472;

Thence along the northerly line of said Tract No. 4472, the northerly line of Tract No. 4528 as recorded in Book 249 of Maps at Pages 32 and 33, Santa Clara County Records, and the northerly boundary line of Tract No. 4529 as recorded in Book 249 of Maps at Pages 34 thru 36, Santa Clara County Records

South 63°59'20" West, 2,100.61 feet

to the northwesterly corner of Lot 824 as shown on said Tract No. 4529, said point also being on the easterly boundary line of Nimitz Freeway as shown on said Tract No. 4529;

Thence southeasterly along the westerly boundary of said Tract No. 4529

South 14°19'40"East, 1,175.67 feet;

Thence continuing along said westerly line of Tract No. 4529 along the arc of a tangent curve to the right

having a radius of 10,094.54 feet
through a central angle of 2°53'14"
an arc length of 508.68 feet;

Thence

South 11°04'30" East, 976.07 feet;

Thence continuing along the easterly line of said Nimitz Freeway and the westerly boundary line of Tract No. 3885 recorded November 9, 1965 in Book 202 of Maps at Pages 10 and 11, Santa Clara County Records, along the arc of a tangent curve to the left

having a radius of 2,950.16 feet
through a central angle of 3°00'41"
an arc length of 155.06 feet;

Thence

South 14°05'11" East, 423.16 feet;

Thence on the arc of a tangent curve to the left

having a radius of 250.01 feet
through a central angle of 27°28'06"
an arc length of 119.86 feet;

Thence on the arc of a curve to the left having a tangent bearing of

North 52°35'44" West
with a radius of 300.00 feet
through a central angle of 19°34'55"
an arc length of 102.53 feet;

Thence

South 72°10'39" East, 152.02 feet;

Contd...

Thence on the arc of a tangent curve to the left

having a radius of 250.00 feet
through a central angle of 51°39'38"
an arc length of 225.41 feet;

Thence

North 56°09'43" East, 260.83 feet

to a point on the northwesterly line of Trimble Road (60-feet wide) as shown on that certain map entitled "Tract No. 3774" recorded October 6, 1964 in Book 186 of Maps at Pages 1 through 6, Santa Clara County Records;

Thence southwesterly along said northwesterly line of Trimble Road

South 43°22'03" West, 2,022.78 feet

to the most easterly corner of that certain 0.471-acre parcel entitled "Parcel C" as shown on that certain Record of Survey recorded March 6, 1979 in Book 437 of Maps at Page 7, Santa Clara County Records;

Thence

North 46°37'57" West, 9.13 feet

to a point on the southeasterly boundary line of that certain 237.726-acre parcel entitled "Parcel A" as shown on that certain Record of Survey recorded March 6, 1979 in Book 437 of Maps at Page 7, Santa Clara County Records;

Thence southwesterly along said southeasterly boundary line of Parcel A the following courses and distances:

South 43°21'55" West, 701.57 feet;

Thence on the arc of a tangent curve to the right

having a radius of 50.00 feet
through a central angle of 89°58'47"
an arc length of 78.52 feet;

Thence

South 43°20'42" West, 62.00 feet;

Thence on the arc of a curve to the left having a tangent bearing of

South 46°39'18" East
with a radius of 700.00 feet
through a central angle of 00°00'03"
an arc length of 0.01 feet

Thence

South 43°20'39" West, 62.00 feet;

Contd...

Thence on the arc of a curve to the right having a tangent bearing of

South 46°39'21" East
with a radius of 50.00 feet
through a central angle of 89°59'38"
an arc length of 78.53 feet;

Thence

South 43°20'17" West, 320.69 feet

to the point of beginning.

LEGAL DESCRIPTION FOR AMENDMENT AREA NO. 2

"This document presented for filing
recording under Government Code
6103 by City of Milpitas. No fee."

EXHIBIT "A"

Ord. No. 192.2

Legal Description for the Redevelopment Agency
Project Area Amendment No. 2
Milpitas, California

All that certain real property situate in the City of Milpitas, County of Santa Clara, State of California containing 479 acres of land more or less and being more particularly described as follows:

BEGINNING at the intersection of the Northwesterly line of that certain 36.466± acre (gross) parcel of land designated as Parcel "F" on that certain Record of Survey recorded in Book 437 of Maps at page 7 Santa Clara County Records, with the general Easterly line of that certain 288.222 acre parcel of land shown on that certain Record of Survey recorded in Book 377 of Maps at pages 49 and 50 Santa Clara County Records, being also a point on the centerline of the Coyote River as shown on last described Record of Survey; thence leaving said POINT OF BEGINNING Northerly along said centerline of the Coyote River as shown on said 288.222 acre parcel, from a tangent bearing of North 5° 46' 49" East along a curve to the right with a radius of 1748.56 feet through a central angle of 4° 53' 27" for an arc length of 149.26 feet; thence North 10° 40' 16" East 282.48 feet; thence along a curve to the right with a radius of 986.26 feet through a central angle of 14° 59' 58" for an arc length of 258.19 feet; thence North 25° 40' 14" East 145.86 feet; thence along a curve to the left with a radius of 455.00 feet through a central angle of 45° 37' 38" for an arc length of 362.34 feet to a point of compound curvature; thence continuing along said curve to the left with a radius of 530.00 feet through a central angle of 7° 59' 59" for an arc length of 74.00 feet; thence North 16° 06' 56" West 425.08 feet; thence along a non-tangent curve to the left with a radius of 791.77 feet, whose radius point bears South 49° 56' 58" West, through a central angle of 36° 21' 47" for an arc length of 502.50 feet; thence North 76° 24' 49" West 73.50 feet; thence along a curve to the right with a radius of 205.00 feet through a central angle of 79° 33' 26" for an arc length of 284.65 feet; thence North 3° 08' 37" East 60.00 feet; thence along a curve to the left with a radius of 513.00 feet through a central angle of 49° 21' 57" for an arc length of 441.99 feet; thence North 46° 13' 20" West 200.00 feet; thence along a curve to the left with a radius of 217.00 feet through a central angle of 58° 52' 48" for an arc length of 223.00 feet; thence South 74° 53' 52" West 110.00 feet; thence along a curve to the right with a radius of 115.00 feet through a central angle of 79° 21' 08" for an arc length of 159.27 feet to the Northeasterly corner of said 288.222 acre parcel, being also the Southeasterly corner of the parcel of land shown as Parcel "AA" upon the Record of Survey recorded in Book 388 of Maps at page 7 Santa Clara County Records; thence continuing along the centerline of Coyote River as shown upon said Record of Survey along said curve to the right with a

radius of 115.00 feet through a central angle of 28° 00' 00" for an arc length of 56.20 feet to a point of reverse curvature; thence along a curve to the left with a radius of 431.00 feet through a central angle of 31° 52' 25" for an arc length of 239.76 feet; thence North 38° 37' 25" West 734.94 feet; thence along a curve to the right with a radius of 200.00 feet through a central angle of 66° 41' 14" for an arc length of 232.78 feet; thence North 28° 03' 49" East 112.16 feet; thence along a curve to the left with a radius of 190.00 feet through a central angle of 112° 10' 47" for an arc length of 372.00 feet; thence North 84° 06' 58" West 52.99 feet; thence along a curve to the right with a radius of 200.00 feet through a central angle of 100° 46' 53" for an arc length of 351.79 feet; thence North 16° 39' 55" East 23.77 feet; thence along a curve to the right with a radius of 200.00 feet through a central angle of 42° 01' 08" for an arc length of 146.67 feet; thence leaving the boundary line of said Parcel "AA" and running along the centerline of the Coyote River North 60° 00' 00" East 1923.0 feet more or less to the Northerly monument line of Highway 237 as shown upon California State Highway Monument Map, filed at the State of California Department of Transportation, Drawing S-181.8; thence along said Northerly monument line of Highway 237, as shown on said Monument Map, North 81° 53' 17" East 13.8 feet more or less to the intersection thereof with the Southerly line of the original State Highway in Santa Clara County Road N-SCI-113-A (60 feet wide) as shown on said California State Highway Monument Map; thence along said Southerly line the following courses and distances: South 75° 04' 00" East 43.99 feet; along a tangent curve to the left with a radius of 190.01 feet through a central angle of 37° 46' 00" for an arc length of 125.25 feet; North 67° 10' 00" East 353.92 feet; along a tangent curve to the right with a radius of 970.05 feet through a central angle of 3° 16' 00" for an arc length of 55.31 feet; North 70° 26' 00" East 184.31 feet; North 69° 06' 00" East 386.61 feet; and North 70° 22' 00" East 611.40 feet to a point; thence continuing along said Southerly line and its Northeasterly prolongation North 70° 22' 00" East 1092.42 feet more or less to the intersection thereof with the Northerly prolongation of the Westerly line of Parcels "B" and "C" as shown on that certain Record of Survey filed for record in Book 157 of Maps at page 56 Santa Clara County Records, said Westerly line of Parcels "B" and "C" being also the Westerly boundary of the Redevelopment Agency Project Area, Amendment No. 1; thence along said Northerly prolongation and said Westerly line of Parcels "B" and "C" South 15° 23' 35" East 4897.63 feet more or less to the most Southerly corner of said Parcel "C"; thence along the Northeasterly prolongation of the Northwesterly line of Parcel "A" as shown on the aforementioned Record of Survey filed for record in Book 437 of Official Records at page 7 Santa Clara County Records, said Northwesterly line of Parcel "A" being also the Northwesterly boundary of said Redevelopment Agency Project Area, Amendment No. 1, and along said Northwesterly line of Parcel "A" South 62° 58' 00" West 3974.95 feet more or less to the POINT OF BEGINNING.

Prepared March 17, 1981
Revised November 16, 1981 by

MARK THOMAS & CO. INC.

LEGAL DESCRIPTION FOR
EIGHTH AMENDMENT
DELETED AREA

PROPERTY DESCRIPTION
I-880 ADDED AREA
Great Mall Redevelopment Project

ALL THAT CERTAIN REAL PROPERTY SITUATED IN THE CITY OF MILPITAS, COUNTY OF SANTA CLARA, STATE OF CALIFORNIA, BEING A PORTION OF THAT CERTAIN 277.105-ACRE PARCEL AS SHOWN ON THE RECORD OF SURVEY RECORDED FEBRUARY 24, 1965 IN BOOK 191 OF MAPS AT PAGE 18, SANTA CLARA COUNTY RECORDS; BEING MORE PARTICULARLY DESCRIBED AS FOLLOWS:

COMMENCING AT THE CENTELINE INTERSECTION OF COTTONWOOD DRIVE AND BARBER LANE DRIVE; THENCE ALONG THE CENTERLINE OF BARBER LANE (1) SOUTH 09°44'57" EAST 37.89 FEET; THENCE (2) ALONG A TANGENT CURVE CONCAVE TO THE WEST AND HAVING A RADIUS OF 1000.00 FEET THROUGH A CENTRAL ANGLE OF 03°39'19" AN ARC DISTANCE OF 63.80 FEET; THENCE (3) SOUTH 06°05'38" EAST 573.35 FEET; THENCE (4) ALONG A TANGENT CURVE CONCAVE TO THE WEST AND HAVING A RADIUS OF 931.00 FEET THROUGH A CENTRAL ANGLE OF 07°00'30"AN ARC DISTANCE OF 113.88 FEET; THENCE, LEAVING SAID CENTERLINE ALONG A RADIAL LINE TO SAID CURVE, (5) SOUTH 89°05'07" EAST 30.00 FEET TO THE EAST LINE OF BARBER LANE AND THE **POINT OF BEGINNING**; THENCE (6), CONTINUING ALONG SAID EAST LINE, BEING A CURVE CONCAVE TO THE WEST AND HAVING A RADIUS OF 961.00 FEET THROUGH A CENTRAL ANGLE 19°13'29" AN ARC DISTANCE OF 322.45 FEET; THENCE (7) SOUTH 20°08'22" WEST 201.43; THENCE (8) ALONG A TANGENT CURVE CONCAVE TO THE WEST AND HAVING A RADIUS OF 450.00 FEET THROUGH A CENTRAL ANGLE OF 17°11'06" AN ARC DISTANCE OF 134.97 FEET; THENCE,(9) LEAVING SAID EAST LINE SOUTH 56°59'19" EAST 41.59 FEET; THENCE (10) NORTH 37°26'41" EAST 228.98 FEET; THENCE (11)NORTH 19°51'47" EAST 56.40 FEET; THENCE (12) ALONG A TANGENT CURVE CONCAVE TO THE WEST AND HAVING A RADIUS OF 232.94 FEET THROUGH A CENTRAL ANGLE OF 24°50'35"AN ARC DISTANCE OF 101.00 FEET; THENCE (13)NORTH 04°58'39" WEST 44.18 FEET; THENCE (14) NORTH 02°05'50" WEST 267.17 FEET TO THE **POINT OF BEGINNING**;

CONTAINING AN AREA OF 0.75 OF AN ACRE MORE OR LESS.

END OF DESCRIPTION.

1222\03\146027.2
8/31/01

ORDINANCE No. 192.13

LEGAL DESCRIPTION FOR
MIDTOWN ADDED AREA

EXHIBIT "A"
LEGAL DESCRIPTION FOR AMENDMENT NO. 8 TO THE
REDEVELOPMENT PROJECT AREA NO. 1
MILPITAS, CALIFORNIA

PARCEL A

Commencing at the monument at the intersection of the centerlines of Abel Street and Curtis Avenue having a coordinate of N1977865.191, E6153460.606, California coordinate System Zone 3; thence N77°05'33"E, 539.08 feet to the point of beginning of this description, said point being the south east corner of Curtis Avenue and South Main Street per Book 244 of Maps, Page 4, Santa Clara County Records, thence N17°51'03"W 395.01 along the easterly line of South Main Street, thence S72°08'57"W, 60.00 feet to the westerly line of South Main Street; thence on a curve to the right having a radius of 4030.00 feet through a central angle of 4°44'05", an arc of 333.02 feet; thence along the centerline of Penitencia Creek the following course:

S62°08'47"W, 40.39 feet;
N46°26'13"W, 49.02 feet;
N33°43'53"W, 157.01 feet;
N10°54'53"W, 257.07 feet;
N33°14'53"W, 177.30 feet;
N48°20'03"W, 116.81 feet;
N28°34'23"W, 61.84 feet to the northerly line of the City and County of San Francisco per Book 168 of Maps, Pages 1-2.

Thence along the northwesterly line of the City and County of San Francisco N66°04'07"E, 50.83 feet;

Thence N10°27'43"W, 180.24 feet;

Thence S79°39'57"W, 226.16 feet to the easterly line of Abel Street;

Thence along the easterly line of Abel Street N10°21'53"W, 366.04 feet to the north east corner of Parcel B in Book 157 of Maps, Page 56;

Thence S62°58'40"W, 46.72 feet to the centerline of Abel Street;

Thence along the centerline of Abel Street N11°24'30"W, 437.18 feet to the northerly line of Tract 1047 recorded in Book 51 of Maps, Pages 20-21, Santa Clara County Records;

Thence S69°34'20"W, 45.56 feet to the westerly line of Abel Street;

Thence N10°22'21"W, 21.27 feet along the westerly line of Abel Street; being the easterly line of Tract 4817 recorded in Tract 274 of Maps, Pages 29-30, Santa Clara County Records the following courses;

On a curve to the left having a radius of 993.13 feet through a central angle of 16°48'50", an arc of 291.44 feet;

On a curve to the right having a radius of 1183.14 feet through a central angle of 5°25'43", an arc of 112.10 feet to the centerline of Junipero Drive;

Thence on a curve to the right having a radius of 1183.14 feet through a central angle of 1°27'12", an arc of 30.01 feet to the northwesterly line of Junipero Avenue;

Thence along the said northwesterly line S70°36'29"W, 729.56 feet;

Thence leaving the said northwesterly line N19°52'10"W, 123.61 feet;

Thence S70°36'29"W, 436.53 feet;

Thence N17°02'43"W, 93.06 feet;

Thence S72°57'17"W, 316.07 feet to the southwest corner of Parcel 1 recorded in Book 578 of Maps, Pages 1-3, Santa Clara County Records;

Thence S72°57'17'W, 150.14 feet to the southwest corner of Parcel 1 recorded on Book 531 of Maps, Pages 13-14, Santa Clara County Records;

Thence S72°57'17"W, 469.64 feet to State Hwy 880;

Thence along the off ramp of HWY 880 N18°43'21"E, 279.73 feet;

Thence on a curve to the right having a radius of 150.00 feet through a central angle of 42°55'52", an arc of 112.40 feet;

Thence N61°39'13"E, 218.04 feet;

Thence N58°20'W 212 feet more or less crossing HWY 237 to the southeast corner of Lot 2 recorded in Book 514 of Maps, Page 23, Santa Clara County Records;

Thence along the on ramp of HWY 880 S78°48'22'W, 15.75 feet;

Thence on a curve to the right having a radius of 400.00 feet through a central angle of 38°11'26", an arc of 266.63 feet;

Thence N57°34'00"W, 75.29 feet;

Thence leaving the on ramp N23°53'53"E, 425.82 feet;

Thence N11°30'51"W, 166.88 feet;

Thence N20°07'51"W, 44.67 feet to the northwest corner of Parcel 1 recorded in Book 275 of Maps, Page 22, Santa Clara County Records;

Thence S86°03'51"E, 62.83 feet;

Thence N81°29'25"E, 94.57 feet to the westerly line of Abbott Avenue;

Thence N69°52'09"E, 65.00 feet to the easterly line of Abbott Avenue;

Thence S21°02'15"E, 16 feet more or less along the easterly line of Abbott Avenue;

Thence N70°31'45"E, 207.89 feet to the northeast corner of Parcel C recorded in Book 65 of Maps, Page 3, Santa Clara County Records;

Thence S 20°40'15"E, 417.16 feet;

Thence N72°27'45"E, 285.43 feet;

Thence N20°40'15"W, 391.78 feet;

Thence N70°24'58"E, 976.91 feet;

Thence N11°07'18"W, 97.51 feet

Thence N74°22'50"E, 66.42 feet to the westerly line of Abel Street;
Thence along the westerly line of Abel Street the following courses:

N12°45'20"W, 726.69 feet;
N6°26'04"W, 191.13 feet;
N74°55'44"E, 5.06 feet;
N6°26'04"W, 165.74 feet;
On a curve to the left having a radius of 345.00 feet through a central angle of 12°11'41", an arc of 73.43 feet in Book 117 of Maps, Pages 50-52, Santa Clara County Records;
On a curve to the left having a radius of 955.00 feet through a central angle of 6°28'38", an arc of 107.96 feet;
N73°45'11"E, 90.00 feet to the northerly line of Weller Lane;

Thence along the said northerly line the following courses:

On a curve to the left having a radius of 50.00 feet through a central angle of 85°01'22", an arc of 74.20 feet per Book 327 of Maps, Page 16, Santa Clara County Records;
On a curve to the right having a radius of 395.00 feet through a central angle of 27°10'49", an arc of 187.38 feet;
S74°05'22"E, 125.05 feet;

On a curve to the left having a radius of 305.00 feet through a central angle of 23°30'49", an arc of 125.17 feet;

On a curve to the left having a radius of 50.00 feet through a central angle of 81°07'10", an arc of 70.79 feet to the westerly of North Main Street;

Thence along the westerly line of North Main Street the following courses;

On a curve to the right having a radius of 532.97 feet through a central angle of 13°30'48", an arc of 125.70 feet;
N14°47'27"E, 309.65 feet;
On a curve to the left having a radius of 466.97 feet through a central angle of 44°25'39", an arc of 362.14 feet;
N29°38'32"W, 103.82 feet;
N60°21'28"E, 66.00 feet to the easterly line of North Main Street, said point being the south corner of Lot 114 of the Tract Map 2545 recorded in Book 117 of Maps, Pages 50-52, Santa Clara County Records;

Thence along the easterly line of the said Tract Map 2545, being the southwesterly line of Santa Clara County Flood Control & Water Conservation District the following courses;

N10°33'10"W, 1313.62 feet;
On a curve to the left having a radius of 5594.686 feet through a central angle of 9°35'03", an arc of 935.85 feet to the north corner of the said Tract Map 2545, being a point on the southeasterly line of Abel Street;

Thence on a curve to the left having a radius of 5595.00 feet through a central angle of 0°21'33", an arc of 35.07 feet;

Thence S80°16'04"E, 116.22 feet;

Thence N21°23'10"W, 159.83 feet;

Thence N43°47'24"E, 159.53 feet to the right of way of Western Pacific Railroad (WPRR);

Thence along the easterly right of way of Western Pacific Railroad the following courses;

S21°24'00"E, 421.95 feet to a non-tangent point having a radial bearing of S65°21'49"W;
On a curve to the right having a radius of 11419.00 feet through a central angle of 1°37'00", an arc of 322.20 feet;
S23°01'01"E, 110.00 feet;
S23°01'01"E, 504.57 feet;
N75°33'54"E, 10.11 feet;
S23°01'01"E, 1497.20 feet;
N75°20'07"E, 10.11 feet;

S23°01'01"E, 1144.24 feet to the north west corner of Parcel 2 recorded in Book 363 of Maps, Page 33, Santa Clara County Records;

S23°01'01"E, 324.61 feet along the westerly line of the said Parcel 2;

Thence N75°28'42"E, 178.51 feet along the southerly line of the said parcel 2;

Thence S14°31'18"E, 46.20 feet to the north west corner of Parcel 1 in Book 417 of Maps, Page 21, Santa Clara County Records;

Thence along the westerly line of Parcels 1 and 2 of the said map the following courses:

S23°01'01"E, 691.28 feet;
S75°28'39"W, 70.55 feet;
S23°01'01"E, 888.78 feet;
S66°58'59"W, 50.00 feet;
S23°01'01"E, 914.25 feet to the south west corner of Parcel 2 of the said map; said point also being the most westerly corner of the Parcel Map recorded in Book 542 of Maps, Page 50, Santa Clara County Records;

Thence along the southerly line of said Parcel Map in Book 542 of Maps, Page 50 the following courses:

S23°01'01"E, 192.43 feet;
S75°29'08"W, 20.32 feet;
S23°01'01"E, 1525.21 feet

Thence along the northerly line of Curtis Avenue S66°59'30"W, 1977.61 feet to the point of beginning.

Containing 342.5 Acres more or less.

PARCEL B

All that certain real property situated in the City of Milpitas, County of Santa Clara, State of California, being described as follows:

Commencing at a monument at the intersection of the centerlines of Gladding Court and Montague Expressway, having a coordinate of N1975425.75, E6158374.56, California Coordinate System Zone 3, recorded in a record of survey recorded in Book 737 of Maps, Page 42, Santa Clara County Records, thence S69°46'08"W, 925.66 feet along the centerline of Montague Expressway; thence S23°00'15"E, 45.95 feet to the point of beginning of this description, said point being the southwest corner of Parcel D as shown on the Record of Survey recorded in Book 308 of Maps, Page 16, Santa Clara County Records;

Thence along the southerly line of the said Record of Survey in Book 308 of Maps, Page 16, being the southerly line of Montague Expressway the following courses;

N75°40'00"E, 150.61 feet;
On a curve to the left having a radius of 1067.00 feet through a central angle of 5°53'52", an arc length of 109.83 feet;

N69°46'08"E, 589.07 feet;

Thence on a curve to the right having a radius of 40.00 feet through a central mangle of 90°00'00", an arc length of 62.83 feet to the southwesterly line of Gladding Court, being the south corner of Parcel E recorded in Book 308 of Maps, Page 16, and southeast corner of Parcel CC recorded in Book 308 of Maps, Page 18, Santa Clara County Records;

Thence N69°46'08"E, 60.00 feet to the easterly line of Gladding Court;

Thence on a curve to the right having a radius of 40.00 feet through a central angle of 90°00'00", an arc of 62.83 feet;

Thence along the southerly line of Montague Expressway the following courses;

N69°46'08"E, 300.00 feet;
N66°19'45"E, 200.00 feet;
N69°46'08"E, 117.41 feet to the southeast corner of Parcel D of the said parcel map recorded in Book 308 of Maps, Page 18 and the northwest corner of Santa Clara County Flood Control & Water District Right of Way as shown on a parcel map recorded on December 14, 1973 on Book 334 of Maps, Page 8, Santa Clara County Records;
N73°12'09"E, 95.36 feet crossing the Right of Way of Santa Clara County Control & Water District;
N73°12'09"E, 103.65 feet;
N69°46'08"E, 150.00 feet;
N69°46'08"E, 100.00 feet crossing Watson Court;
N69°46'08"E, 178.62 feet to the northeast corner of Parcel 1 recorded in Book 337 of Maps, Page 33, Santa Clara County Records;
N69°46'08"E, 182.08 feet along the northerly line of Parcel 1 recorded in Book 67 of Maps, Pages 27-28, Santa Clara County Records;
N69°46'08"E, 116.00 crossing Pecten Court;
N69°46'08"E, 204.21 feet along the northerly line of the property at Grant Deed Instrument No. 6781691;
N26°15'17"W, 1.18 feet to the northwest corner of the property at Grant Deed Instrument No. 7818251;
N74°20'14"E, 74.68 feet along the northerly line of the above said property at Grant Deed 7818251;
On a curve to the right having a radius of 312 feet through a central angle of 16°42'55", an arc of 91.02 feet;
On a curve to the right, having a radius of 312.00 feet through a central angle of 11°01'06", an arc of 60.00 feet;

Thence leaving Montague Expressway S30°42'00"E, 100.00 feet to the southerly line of Pecten Court, said point being the northeast corner of the property at Grant Deed Instrument No. 15529941;

Thence along the northeast line of the said property in Grant Deed No. 15529941 S30°42'00"E, 739.12 feet;

Thence S64°09'30"W, 677.94 feet

Thence S30°42'30"E, 50.18 feet;

Thence S64°09'30"W, 581.90 feet;

Thence S21°04'30"E, 210.75 feet;

Thence along the limit of City of Milpitas the following courses;

S64°05'00"W, 1508.74 feet along the southeast line of Parcels 1 & 2 in Book 177 of Maps, Page 25, Santa Clara County Records;
S51°25'30"E, 356.83 feet to the intersection of Capitol Avenue and Lundy Place;
S38°30'04"W, 339.64 feet in Book 527 of Maps, Page 34, Santa Clara County Records;
S38°30'04"W, 112.87 feet crossing the lands of PG&E and Western Pacific Railroad;
S38°30'04"W, 765.81 feet to the intersection of Lundy Place and Lundy Avenue;
S38°30'04"W, 449.59 feet to Trade Zone Boulevard;
N84°10'36"W, 239.84 feet;
N4°57'39"W, 20 feet more or less;
N84°10'36"W, 2175 feet more or less;

Thence N6°41'44"E, 48 feet more or less to the northerly line of Montague Expressway;

Thence along the northerly line of Montague Expressway the following courses;

N83°17'16"W, 235.00 feet to the northeasterly line of South Pacific Railway, Book 301 of Maps, Page 12, Santa Clara County Records;
N83°17'16"W, 570.46 feet to the most westerly corner of Parcel A recorded in Book 296 of Maps, Page 48, Santa Clara County Records;
N83°17'16"W, 265.69 feet crossing South Main Street;
N83°17'16"W, 139.37 feet along the south line of the property in Grant Deed Instrument No. 15167740;
N19°34'18"E, 12.31 feet;
N83°17'16"W, 99.27 feet;
On a curve to the left, having a radius of 879.00 feet through a central angle of 4°09'45", an arc of 63.86 feet;
On a curve to the left, having a radius of 879.00 feet through a central angle of 1°23'45", an arc of 21.41 feet;
On a curve to the right, having a radius of 40.00 feet through a central angle of 73°11'32", an arc of 51.10 feet;
S74°20'46"W, 50.00 feet;
On a curve to the left having a radius of 80.00 feet through a central angle of 15°22'35", an arc of 21.47 feet;

On a curve to the left having a radius of 879.00 feet through a central angle of 3°28'33", an arc of 53.32 feet;

Thence leaving Montague Expressway, along the westerly line of Parcel 1 recorded in Book 620 of Maps, Pages 46-47, Santa Clara County Records the following courses;

N11°17'50"W, 90.15 feet;

On a curve to the right having a radius of 800.00 feet through a central angle of 22°03'56", an arc of 308.09 feet;

N10°46'06"E, 401.02 feet;

On a curve to the right having a radius of 342.00 feet through a central angle of 50°50'13", an arc of 303.45 feet;

N61°36'19", 330.85 feet;

Thence N25°36'55"E, 65.55 feet to the most easterly corner of Lot 298, Tract 3886 recorded in Book 223 of Maps, Pages 33-35, Santa Clara County Records;

Thence on a curve to the left having a radius of 20.00 feet through a central angle of 79°35'45", an arc of 27.78 feet to the southerly line of Cedar Way;

Thence N06°22'44"E, 70.00 feet to the northerly line of Cedar Way;

Thence on a curve to the left having a radius of 20.00 feet through a central angle of 86°36'01", an arc of 30.23 feet;

Thence along the westerly line of South Main Street N9°46'47"E, 196.45 feet;

Thence along the easterly line of the property in Grant Deed Instrument No. 15098922 N9°46'47"E, 305.47;

Thence along the westerly line of Abel Street the following courses:

N9°46'43"E, 211.20 feet;

On a curve to the left having a radius of 700.00 feet through a central angle of 41°31'51", an arc of 507.40 feet to the northerly corner of Tract 4798 recorded in Book 269 of Maps, page 49, Santa Clara County Records;

On a curve to the left having a radius of 700.00 feet through a central angle of 13°50'48", an arc of 169.17 feet, Book 269 of Maps, Page 50, Santa Clara County Records;

N45°35'56"W, 220.00 feet;

On a curve to the right having a radius of 790.00 feet through a central angle of 28°29'56", an arc of 392.85 feet;

Thence on a curve to the left having a radius of 20.00 feet through a central angle of 23°15'15", an arc of 8.12;

Thence along the westerly line of Abel Street N10°21'53"W, 752.98' per Book 234 of Maps, Pages 23-25, Santa Clara County Records;

Thence N63°59'20"E, 93.50 feet;

Thence S10°21'53"E, 662.47 feet along the easterly line of Abel Street;

Thence S10°21'53"E, 27.31 feet;

Thence on a curve to the left having a radius of 700.00 feet through a central angle of 9°37'01", an arc of 117.49 feet;

Thence on a curve to the right having a radius of 20.00 feet through a central angle of 107°38'13", an arc of 37.57 feet;

Thence along the south line of West Capitol Avenue the following courses:

On a curve to the right having a radius of 532.96 feet through a central angle of 11°51'05", an arc of 110.24 feet;
S80°13'02"E, 535.05 feet;
On a curve to the right having a radius of 20.00 feet through a central angle of 89°59'45", an arc of 31.41 feet;

Thence N9°46'43"E, 26.35 feet;

Thence on a curve to the left having a radius of 855.00 feet through a central angle of 2°35'26", an arc of 38.66 feet to the centerline of West Capitol Avenue;

Thence S80°13'02"E, 90.00 feet;

Thence N1°20'04"E, 78.20 feet to a point on the easterly line of South Main Street;

Thence N2°26'03"W, 183.77 feet along the easterly line of South Main street;

Thence S58°08'30"E, 120 feet more or less to the easterly line of Southern Pacific Transportation Company;

Thence S58°08'30"E, 495.44 feet;

Thence on a curve to the right having a radius of 742.00 feet through a central angle of 10°19'06", an arc of 133.63 feet and radial bearing of S21°32'24"W to a point on the northeasterly line of Great Mall Parkway;

Thence along the said northeasterly line S58°08'30"E, 1501.39 feet;

Thence S58°06'15"E, 226.48 feet;

Thence along the said northerly line the following courses;

On a curve to the left having a radius of 60.00 feet through a central angle of 30°11'16", an arc of 31.61 feet and a radial bearing of N31°51'31"E;
On a curve to the left having a radius of 70.00 feet through a central angle of 26°37'05", an arc of 32.52 feet and a radial bearing of N0°27'27"E;
N63°50'22"E, 212.54 feet;
On a curve to the right having a radius of 1055.00 feet through a central angle of 11°50'00", an arc of 217.89 feet;
N75°40'22'E, 346.53 feet to the intersection of the southwesterly line of Union Pacific Corporation and northerly line of Montague Expressway;

Thence S50°04'51"W, 80.13 feet to the point of beginning.

Containing 347.3 Acres more or less.

LICENSED LAND SURVEYOR
KENNY KA-CHUN WONG
6/30/04
Exp.
Nº L6713
STATE OF CALIFORNIA

Kenny, PE, PLS
5/5/03

LEGAL DESCRIPTION FOR
THIRTEENTH AMENDMENT ADDED AREA

William J. Wagner | Thomas A. Armstrong | Michael L. Morsilli | David M. Wilson

LEGAL DESCRIPTION FOR THE THIRTEENTH AMENDMENT ADDED AREA

REAL PROPERTY in the City of Milpitas, County of Santa Clara, State of California, being a portion of the Milpitas and Tularcitos Ranchos, described as follows:

BEGINNING at an angle point in the existing Redevelopment Project Area No. 1 boundary line, at the northwesterly corner of Parcel 2 as shown on that certain Record of Survey filed for record on October 28, 1975, in Book 363 of Maps, page 33, Santa Clara County Records, also being the intersection of the northerly line of Calaveras Boulevard and the northeasterly right-of-way line of W.P.R.R. as shown on said Record of Survey;

Thence along said Redevelopment boundary line and the northerly line of Calaveras Boulevard, the following eighteen courses:

1. Thence North 87°24'47" East, 304.88 feet;
2. Thence South 73°16'49" East, 53.49 feet;
3. Thence North 89°20'24" East, 401.80 feet;
4. Thence South 85°49'13" East, 112.22 feet;
5. Thence easterly, along a non-tangent curve to the left, having a radius of 390.00 feet, whose center bears North 06°05'13" West, through a central angle of 12°54'53" for an arc length of 87.91 feet;
6. Thence along a compound curve to the left, having a radius of 30.00 feet, through a central angle of 74°38'47" for an arc length of 39.08 feet;
7. Thence along a compound curve to the left, having a radius of 390.00 feet, through a central angle of 10°16'16" for an arc length of 69.91 feet;
8. Thence North 13°55'09" West, 11.00 feet;
9. Thence North 75°07'21" East, 119.08 feet;
10. Thence southerly, along a non-tangent curve to the left, having a radius of 390.00 feet, whose center bears North 74°49'18" East, through a central angle of 13°19'36" for an arc length of 90.71 feet;
11. Thence along a compound curve to the left, having a radius of 40.00 feet, through a central angle of 58°36'50" for an arc length of 40.92 feet;
12. Thence along a compound curve to the left, having a radius of 390.00 feet, through a central angle of 13°25'35" for an arc length of 91.39 feet;
13. Thence along a compound curve to the left, having a radius of 1,938.00 feet, through a central angle of 03°49'22" for an arc length of 129.30 feet;
14. Thence North 75°37'56" East, 781.33 feet;
15. Thence North 75°33'18" East, 679.35 feet;
16. Thence North 74°42'09" East, 136.33 feet;
17. Thence North 74°35'18" East, 571.36 feet;
18. Thence along a tangent curve to the left, having a radius of 350.00 feet, through a central angle of 60°00'51" for an arc length of 366.60 feet, to the general westerly line of Interstate 680;

Thence continuing along said Redevelopment boundary line and said general westerly line, the following four courses:

19. Thence North 14°34'27" East, 553.12 feet;

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20. Thence along a tangent curve to the left, having a radius of 950.00 feet, through a central angle of 18°48'43" for an arc length of 311.91 feet;
21. Thence North 04°14'16" West, 248.53 feet;
22. Thence North 03°04'03" West, 93.98 feet;

23. Thence North 81°19'53" East, 363.48 feet, to the general easterly line of Interstate 680;

Thence along said general easterly line, the following four courses:
24. Thence South 13°43'59" East, 682.08 feet;
25. Thence along a tangent curve to the left, having a radius of 340.02 feet, through a central angle of 41°42'02" for an arc length of 247.47 feet;
26. Thence South 55°26'01" East, 310.98 feet;
27. Thence easterly, along a non-tangent curve to the left, having a radius of 300.00 feet, whose center bears North 34°44'10" East, through a central angle of 36°54'53" for an arc length of 193.29 feet, to the northerly line of Calaveras Boulevard;

Thence along said northerly line, the following three courses:
28. Thence North 76°20'19" East, 605.09 feet;
29. Thence southeasterly, along a non-tangent curve to the left, having a radius of 20.00 feet, whose center bears North 69°08'58" East, through a central angle of 83°40'28" for an arc length of 29.21 feet;
30. Thence North 75°28'30" East, 916.54 feet, to the southwesterly corner of Lot 15 as shown on Map of Tract 2784 filed for record on August 24, 1960, in Book 124 of Maps, pages 34 through 36, Santa Clara County Records;

Thence along the westerly and northerly lines of said Lot 15, the following two courses:
31. Thence North 13°38'09" West, 326.26 feet;
32. Thence North 76°21'51" East, 104.19 feet;

33. Thence North 59°49'28" East, 94.14 feet, to the northerly line of Adams Avenue;

34. Thence along said northerly line, North 75°28'30" East, 1,325.87 feet, to the easterly line of N. Temple Drive;

Thence along said easterly line, the following two courses:
35. Thence South 18°46'37" East, 346.74 feet;
36. Thence South 16°45'57" East, 119.32 feet, to the southerly line of Calaveras Boulevard;

Thence along said southerly line, the following six courses:
37. Thence North 89°09'02" West, 83.00 feet;
38. Thence South 75°22'00" West, 959.69 feet;
39. Thence South 78°11'48" West, 101.62 feet;
40. Thence South 75°28'30" West, 550.06 feet;
41. Thence South 74°19'45" West, 100.01 feet;
42. Thence South 75°28'30" West, 99.99 feet, to the westerly line of Tract 935, which map was filed for record on September 30, 1954, in Book 51 of Maps, pages 50 and 51, Santa Clara County Records;

43. Thence along said westerly line, South 14°29'54" East, 371.72 feet, to the southerly line of Lot 7 as shown on said Map of Tract 935;

44. Thence along said southerly line, North 75°27'07" East, 119.90 feet, to the westerly line of Carnegie Drive;

45. Thence along said westerly line, South 14°29'01" East, 30.10 feet, to the northerly line of Lot 8 as shown on said Map of Tract 935;

46. Thence along said northerly line, South 75°29'59" West, 119.21 feet, to the northeasterly corner of Tract 3781, which map was filed for record on October 14, 1965, in Book 200 of Maps, pages 54 and 55, Santa Clara County Records;

Thence along the general northerly and westerly lines of said Tract 3781, the following five courses:

47. Thence along a tangent curve to the left, having a radius of 150.00 feet, through a central angle of 59°30'50" for an arc length of 155.81 feet;
48. Thence along a reverse curve to the right, having a radius of 370.00 feet, through a central angle of 59°20'21" for an arc length of 383.20 feet;
49. Thence South 75°19'29" West, 244.41 feet;
50. Thence South 62°01'27" West, 109.96 feet;
51. Thence South 14°24'11" East, 698.25 feet, to the northeasterly corner of Tract 2440, which map was filed for record on September 12, 1962, in Book 152 of Maps, page 1, Santa Clara County Records;

Thence along the easterly and southerly lines of said Tract 2440, the following two courses:

52. Thence South 14°24'11" East, 630.89 feet
53. Thence South 75°39'20" West, 561.71 feet, to the easterly line of Dempsey Road;

Thence along said easterly line, the following eleven courses:

54. Thence South 14°25'21" East, 114.23 feet;
55. Thence along a tangent curve to the right, having a radius of 600.00 feet, through a central angle of 13°28'05" for an arc length of 141.04 feet;
56. Thence along a reverse curve to the left, having a radius of 600.00 feet, through a central angle of 13°28'05" for an arc length of 141.04 feet;
57. Thence South 14°25'21" East, 269.40 feet;
58. Thence South 22°48'24" East, 119.90 feet;
59. Thence South 21°53'29" East, 188.71 feet;
60. Thence South 28°30'06" East, 74.24 feet;
61. Thence South 33°20'54" East, 294.67 feet;
62. Thence South 23°14'53" East, 176.25 feet;
63. Thence South 09°25'37" East, 337.05 feet;
64. Thence South 12°17'02" East, 1,804.92 feet;

65. Thence South 77°42'58" West, 321.52 feet, to the right-of-way line of Sinclair Frontage Road, also being the easterly line of the boundary shown on that certain Parcel Map filed for record on December 29, 1999, in Book 723 of Maps, pages 38 through 40, Santa Clara County Records;

Thence along said right-of-way line, the following two courses:

66. Thence northwesterly, along a non-tangent curve to the right, having a radius of 66.00 feet, whose center bears South 79°13'04" West, through a central angle of 251°26'26" for an arc length of 289.64 feet;
67. Thence along a reverse curve to the left, having a radius of 54.00 feet, through a central angle of 73°39'10" for an arc length of 69.42 feet, to the northerly line of said boundary;

Thence along the northerly and westerly lines of the boundary of said Parcel Map, the following three courses:

68. Thence South 69°46'24" West, 1,526.11 feet;
69. Thence South 11°53'21" East, 892.97 feet;
70. Thence South 16°56'32" East, 1,224.89 feet;

71. Thence South 14°16'13" East, 144.33 feet, to a point in the existing Redevelopment Project Area No. 1 boundary line;

Thence along said Redevelopment boundary line and the southerly line of Montague Expressway, the following ten courses:

72. Thence South 69°09'51" West, 148.57 feet;
73. Thence South 74°29'27" West, 245.09 feet;
74. Thence South 65°42'41" West, 200.92 feet;
75. Thence South 69°00'00" West, 300.32 feet;
76. Thence along a tangent curve to the left, having a radius of 40.00 feet, through a central angle of 90°00'00" for an arc length of 62.83 feet;
77. Thence South 69°00'00" West, 60.00 feet;
78. Thence northwesterly, along a non-tangent curve to the left, having a radius of 40.00 feet, whose center bears South 69°00'00" West, through a central angle of 90°00'00" for an arc length of 62.83 feet;
79. Thence South 69°00'00" West, 589.07 feet;
80. Thence along a tangent curve to the right, having a radius of 1,067.00 feet, through a central angle of 05°53'52" for an arc length of 109.83 feet;
81. Thence South 74°53'21" West, 145.85 feet,

82. Thence leaving said southerly line and continuing along said Redevelopment boundary line, North 20°07'04" West, 138.64 feet, to the existing Great Mall Redevelopment Project Area boundary line;

83. Thence along said Redevelopment boundary line and the southwesterly line of VTA Parcel 14 as shown on that certain Record of Survey filed for record on December 7, 2007, in Book 821 of Maps, pages 1 through 51, Santa Clara County Records, North 23°00'30" West, 1,550.13 feet, to the northerly line of said VTA Parcel 14;

84. Thence along said northerly line and the northerly line of the 63.063 acre parcel of land as shown on that certain Record of Survey filed for record on September 4, 1953, in Book 45 of Maps, page 19, Santa Clara County Records, North 78°49'02" East, 1,745.99 feet, to the general westerly line of S. Milpitas Boulevard;

Thence along said general westerly line, the following twelve courses:
85. Thence North 11°36'46" West, 13.96 feet;
86. Thence along a tangent curve to the left, having a radius of 1,160.00 feet, through a central angle of 26°06'36" for an arc length of 528.62 feet;
87. Thence North 37°43'22" West, 1,724.33 feet;
88. Thence along a tangent curve to the right, having a radius of 1,040.00 feet, through a central angle of 13°42'13" for an arc length of 248.74 feet;
89. Thence North 24°01'10" West, 297.15 feet;
90. Thence North 23°02'04" West, 159.78 feet;
91. Thence North 23°01'41" West, 1,612.04 feet;
92. Thence North 23°24'42" West, 160.36 feet;
93. Thence North 22°53'48" West, 741.97 feet;
94. Thence along a tangent curve to the left, having a radius of 660.00 feet, through a central angle of 31°24'06" for an arc length of 361.72 feet;
95. Thence North 54°17'53" West, 40.78 feet;
96. Thence along a tangent curve to the left, having a radius of 50.00 feet, through a central angle of 83°32'52" for an arc length of 72.91 feet, to the general southerly line of Los Coches Street;

Thence along said general southerly line, the following three courses:
97. Thence along a reverse curve to the right, having a radius of 280.00 feet, through a central angle of 33°03'39" for an arc length of 161.57 feet;
98. Thence South 75°12'54" West, 335.68 feet;
99. Thence along a tangent curve to the left, having a radius of 70.00 feet, through a central angle of 98°14'44" for an arc length of 120.03 feet, to the northeasterly line of Topaz Street;

100. Thence along said northeasterly line, South 23°01'50" East, 69.57 feet, to the northeasterly prolongation of the southeasterly line of Parcel 3 as shown on that certain Parcel Map filed for record on April 3, 1980, in Book 461 of Maps, pages 36 and 37, Santa Clara County Records;

101. Thence along said southeasterly line and its northeasterly prolongation, South 67°11'09" West, 340.70 feet, to the existing Redevelopment Project Area No. 1 boundary line;

Thence along said Redevelopment boundary line and the general northeasterly line of VTA Parcel 9 as shown on said Record of Survey filed for record in Book 821 of Maps, pages 1 through 51, the following three courses:
102. Thence North 23°07'36" West, 433.00 feet;
103. Thence North 76°22'05" East, 99.44 feet;
104. Thence North 23°59'40" West, 746.20 feet, to the southerly line of Parcel 2 as shown on said Record of Survey filed for record in Book 363 of Maps, page 33;

Thence continuing along said Redevelopment boundary line and the southerly and southwesterly lines of said Parcel 2, the following two courses:
105. Thence South 75°28'42" West, 153.88 feet;
106. Thence North 23°01'01" West, 321.75 feet, to the POINT OF BEGINNING.

EXCEPTING THEREFROM:

REAL PROPERTY in the City of Milpitas, County of Santa Clara, State of California, being all of Tract 9018, which map was filed for record on May 15, 1998, in Book 702 of Maps, pages 22 through 25, Santa Clara County Records, described as follows:

BEGINNING at the intersection of the centerlines of Los Coches Street and Horizon Drive;

107. Thence along the centerline of Horizon Drive, South 14°07'07" East, 78.72 feet, to the northerly line of said Tract 9018, being the TRUE POINT OF BEGINNING;

Thence along the northerly, northeasterly, southerly and westerly lines of said Tract 9018, the following nine courses:

108. Thence North 75°52'50" East, 659.19 feet;
109. Thence southeasterly, along a non-tangent curve to the right, having a radius of 268.00 feet, whose center bears South 20°59'18" West, through a central angle of 41°03'49" for an arc length of 192.07 feet;
110. Thence South 28°14'27" East, 240.04 feet;
111. Thence South 31°05'13" East, 44.53 feet;
112. Thence South 27°16'57" East, 70.29 feet;
113. Thence South 75°52'50" West, 1,176.52 feet;
114. Thence North 12°13'29" West, 52.16 feet;
115. Thence North 09°57'24" West, 448.06 feet;
116. Thence North 75°52'50" East, 289.42 feet, to the TRUE POINT OF BEGINNING.

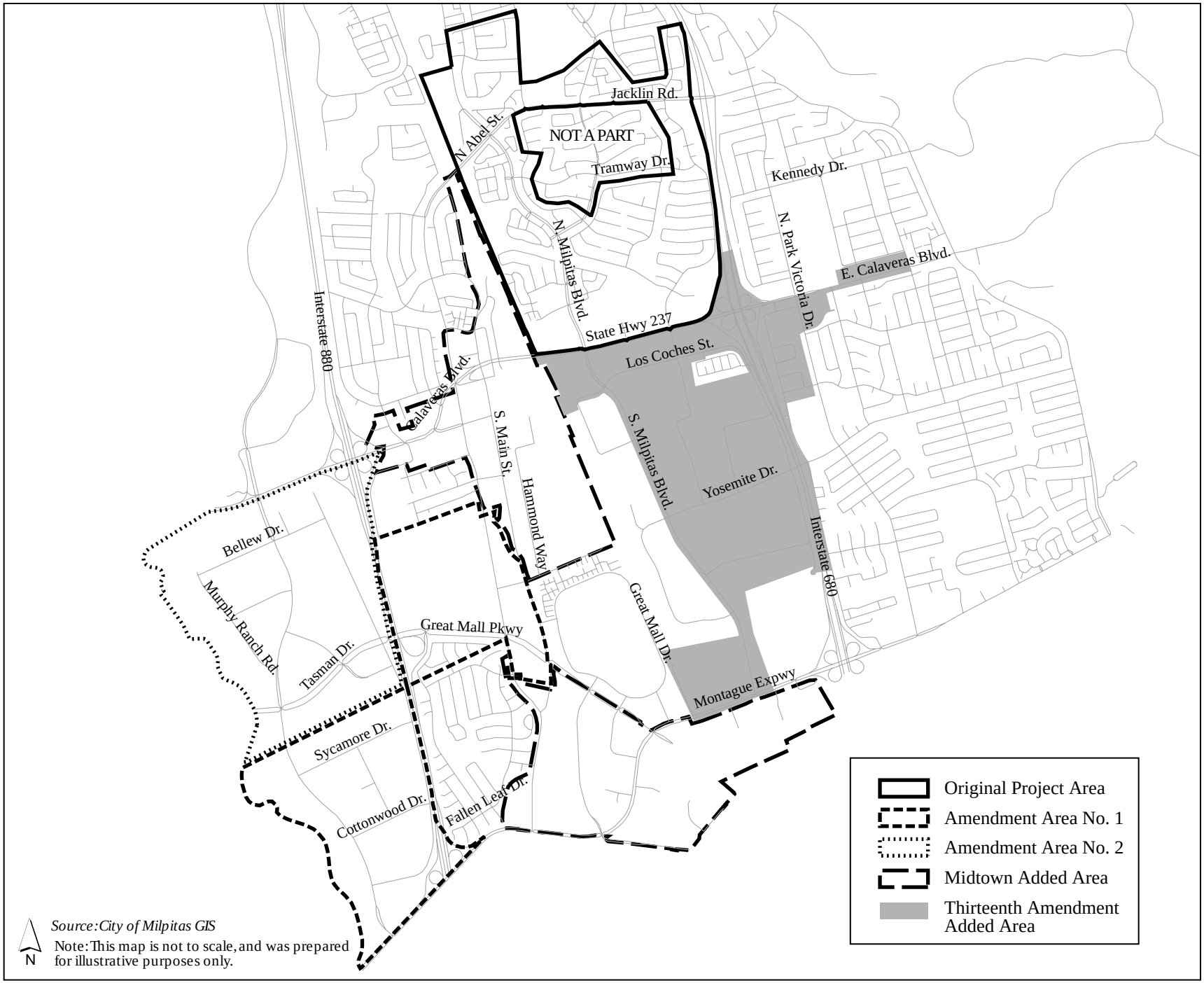
Containing 595.95 acres, more or less.

For assessment purposes only. This description of land is not a legal property description as defined in the Subdivision Map Act and may not be used as the basis for an offer for sale of the land described."

ATTACHMENT NO. 2

PROJECT AREA MAP

Project Area Map

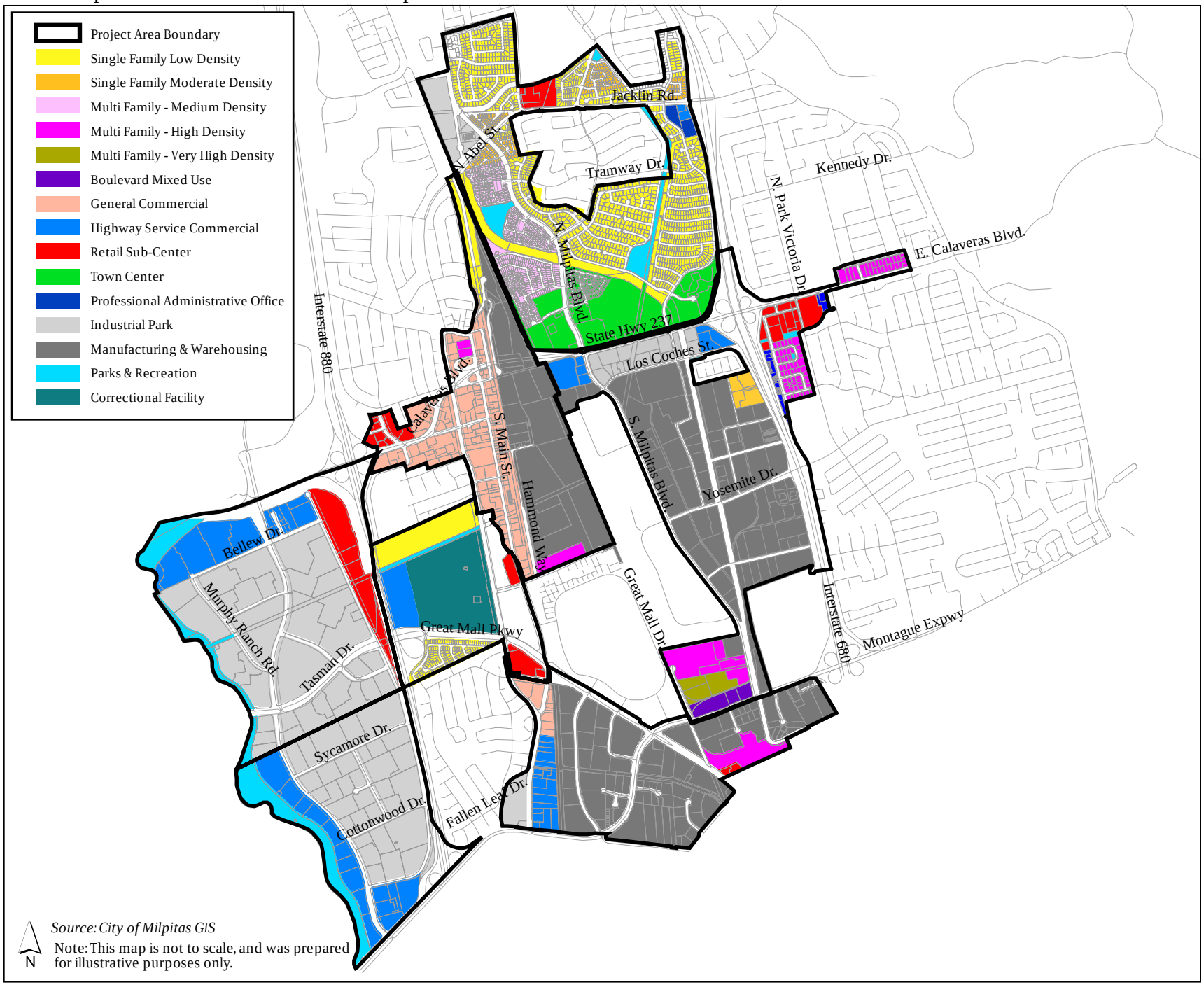


Prepared by: Keyser Marston Associates, Inc.
Filename: All Projects-Boundaries.ai; 01/09/02, cb; 9/1/09, bm

ATTACHMENT NO. 3

REDEVELOPMENT LAND USE MAP

Redevelopment General Plan Land Use Map



Source: City of Milpitas GIS

Note: This map is not to scale, and was prepared for illustrative purposes only.

Prepared by: Keyser Marston Associates, Inc.
Filename: All Projects - GP LU.ai; 01/09/03, cb; 9/1/09, bm

ATTACHMENT NO. 4
POTENTIAL PUBLIC IMPROVEMENTS

The following public improvements projects may be provided in the Project Area:

1. Traffic/Circulation

   a. The construction, reconstruction, widening or other improvement of streets and roadways within or serving the Project Area;

   b. The installation or modernization of traffic signals on streets and roadways within or serving the Project Area;

   c. The realignment or removal of railroad tracks within or serving the Project Area;

   d. The construction, reconstruction or other improvement of curbs, gutters and sidewalks along or adjacent to streets and roadways within or serving the Project Area; and

   e. The installation, construction, reconstruction or other improvement of bridges, over or underpasses, and street medians, as well as bicycle paths, bus shelters and other improvements that facilitate multi-modal public transportation.

2. Water, Sewer and Flood Control

   The installation, construction, reconstruction or other improvement of water, sewer and storm drainage systems and lines (collection, treatment and/or delivery) within or serving the Project Area, including the acquisition of new water sources.

3. Parking

   The installation, construction, reconstruction or other improvement of both on-street and surface parking spaces and lots, as well as structured parking facilities, within or serving the Project Area.

4. Streetscape and Street Lighting

   The installation of new, or repair or replacement of existing, landscaping and irrigation, street lighting, gateways and other signage, street furniture, trash receptacles, planters, murals and other amenities within or serving the Project Area.

5. Utilities

The installation of new, or repair or replacement of existing, electrical distribution systems, natural gas distribution systems, and cable television and fiber optic communication systems; where feasible, said utilities shall be placed underground.

6. Parks, Open Spaces and Community Facilities

The installation, construction, reconstruction or other improvement of parks, open spaces including trails, school facilities, fire and police facilities, libraries, community centers including cultural centers, teen centers, plazas, recreational facilities and playgrounds.

SIXTH AMENDMENT

TO THE REDEVELOPMENT PLAN

FOR THE

GREAT MALL REDEVELOPMENT PROJECT

I. INTRODUCTION

The City Council (the "City Council") of the City of Milpitas (the "City") has adopted, and the Milpitas Redevelopment Agency (the "Agency") is responsible for implementing, in accordance with the Community Redevelopment Law of the State of California (Health and Safety Code Sections 33000 et seq.; the "Redevelopment Law"), the Redevelopment Plan for the Great Mall Redevelopment Project (as previously amended, the "Redevelopment Plan"). The Redevelopment Plan was adopted by Ordinance No. 192.8 on November 2, 1993, as amended by Ordinance No. 192.10 adopted December 6, 1994, as amended by Ordinance No. 192.13 adopted on October 16, 2001, as amended by Ordinance No. 192.17 adopted on October 3, 2006, as amended by Ordinance No. 192.19 on November 29, 2006, and as amended by Ordinance No. 192.22 on May 5, 2009.

The Redevelopment Plan has established the Great Mall Redevelopment Project Area (the "Great Mall Project" or "Project Area"). Among other matters, the Redevelopment Plan contains the designation of the boundaries of the Project Area in the form of a legal description (the "Project Area Legal Description") and a boundary map (the "Project Area Boundary Map").

This document constitutes the sixth amendment (the "Sixth Amendment") to the Redevelopment Plan and consists of text, a legal description of the area proposed to be deleted from the Project Area (the "Sixth Amendment Deleted Area"), and a map of the Deleted Area. The proposed Sixth Amendment is a technical amendment necessary to avoid splitting on funding a parcel within an area that is concurrently proposed to be added to Milpitas Redevelopment Project Area No. 1 (the "Thirteenth Amendment Added Area" or "Added Area"). The area proposed for deletion from the Great Mall Project includes only a freeway sign. The sign is not on a separate parcel but part of a parcel proposed to be included in the Added Area. Rather than try to exclude the sign from the parcel in the Added Area, it is proposed to be included as part of the Added Area and deleted from the Great Mall Project.

This Sixth Amendment has been prepared by the Agency and adopted by the City Council pursuant to the Constitution of the State of California, the Redevelopment Law, and all applicable laws and local ordinances. This Sixth Amendment has been prepared

to be accompanied by the Report to City Council on the Thirteenth Amendment to Milpitas Redevelopment Project Area No. 1 and the Sixth Amendment to the Great Mall Redevelopment Project, as called for in the Redevelopment Law.

II. AMENDMENTS TO THE REDEVELOPMENT PLAN

The Redevelopment Plan is hereby amended as follows:

A. The Project Area Legal Description of the Redevelopment Plan is hereby revised to delete the Sixth Amendment Deleted Area, as further described in the attached Exhibit A, to the boundaries of the Project Area.

B. The Project Area Map of the Redevelopment Plan is hereby revised to delete the Sixth Amendment Deleted Area, as further mapped in the Exhibit B, to the boundaries of the Project Area.

III. INCORPORATION OF EXHIBITS

The attached Exhibit A and Exhibit B are hereby incorporated in this Sixth Amendment by this reference.

IV. EFFECT OF AMENDMENT

All provisions of the Redevelopment Plan not specifically amended by this Sixth Amendment shall continue in full force and effect.

EXHIBIT A

LEGAL DESCRIPTION OF SIXTH AMENDMENT DELETED AREA

PROPERTY DESCRIPTION
SIXTH AMENDMENT DELETED AREA
GREAT MALL REDEVELOPMENT PROJECT

ALL THAT CERTAIN REAL PROPERTY SITUATED IN THE CITY OF MILPITAS, THE COUNTY OF SANTA CLARA, STATE OF CALIFORNIA, BEING A PORTION OF THOSE PARCELS OF LAND CONVEYED TO THE STATE OF CALIFORNIA BY PARCEL 1 OF DEED NO. 36787 RECORDED MAY 17, 1968 IN BOOK 8126 AT PAGE 395 AND BY DEED NO. 36788 RECORDED DECEMBER 21, 1967 IN BOOK 7970 AT PAGE 473, BOTH OF OFFICIAL RECORDS OF SANTA CLARA COUNTY; BEING MORE PARTICULARLY DESCRIBED AS FOLLOWS:

COMMECING AT THE CENTELINE INTERSECTION OF DEMPSEY ROAD AND EDSEL DRIVE; THENCE ALONG THE CENTERLINE OF DEMPSEY ROAD (1) SOUTH 22°14'07" EAST 92.56 FEET; THENCE (2) SOUTH 75°14'36" WEST 20.00 FEET TO THE SOUTHEAST CORNER OF PARCEL A OF THAT CERTAIN PARCEL MAP FILED MAY 17, 1982 IN BOOK 500 PAGE 20 OF MAPS IN THE OFFICE OF THE SANTA CLARA COUNTY RECORDER; (3) THENCE SOUTH 75°14'36" WEST 77.19 FEET ALONG SAID SOUTH LINE TO THE EAST LINE OF ROUTE 680; THENCE (4) SOUTH 17°21'38" EAST 225.64 FEET ALONG SAID EAST LINE; THENCE (5) SOUTH 22°14'07" EAST 187.52 TO THE **POINT OF BEGINNING**; THENCE LEAVING SAID EAST LINE (6) NORTH 54°48'05" EAST 26.64 FEET; THENCE (7) SOUTH 35°11'55" EAST 15.47; THENCE (8)SOUTH 14°27'30" EAST 6.21 FEET; THENCE (9) SOUTH 54°48'05" WEST 29.34 FEET TO THE EAST LINE OF ROUTE 680; THENCE (10) NORTH 22°14'07" East 21.83 FEET ALONG SAID EAST LINE TO THE **POINT OF BEGINNING.**

CONTAINING AN AREA OF 613 SQUARE FEET MORE OR LESS.

END OF DESCRIPTION.

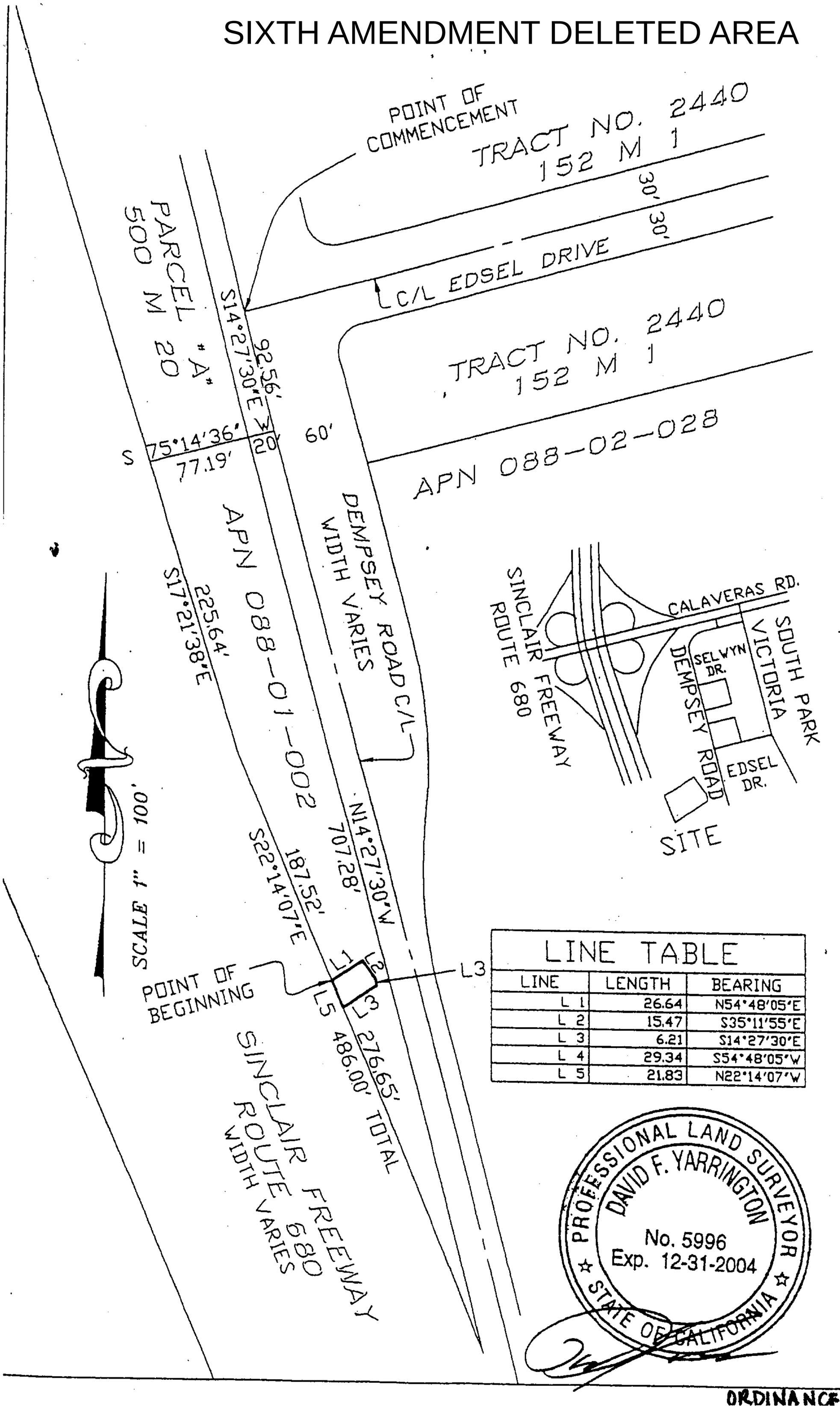
1222\03\146027.2
8/31/01

ORDINANCE NO. 192.13

<u>EXHIBIT B</u>

MAP OF SIXTH AMENDMENT DELETED AREA

SIXTH AMENDMENT DELETED AREA



LINE TABLE		
LINE	LENGTH	BEARING
L 1	26.64	N54°48'05"E
L 2	15.47	S35°11'55"E
L 3	6.21	S14°27'30"E
L 4	29.34	S54°48'05"W
L 5	21.83	N22°14'07"W

PROFESSIONAL LAND SURVEYOR
DAVID F. YARRINGTON
No. 5996
Exp. 12-31-2004
STATE OF CALIFORNIA

DRAWN BY: DMI
CHECKED BY:
JOB NO. SWER0001
REF.
DWG. LOC.
P:\SDSK\PROJ\SWER0001\SV\SBE\SWER01-EASE-SBE.DWG
SHEET 1 OF 1
APN 088-01-002

DATE: 05/18/01
SCALE: 1"=100'

RTE. 680
REDEVELOPMENT
PARCEL

MIL PITAS SANTA CLARA COUNTY CALIFORNIA

DAVID EVANS & ASSOCIATES, INC.
ENGINEERS - PLANNERS - SURVEYORS
5000 EXECUTIVE PARKWAY - SUITE 125
SAN RAMON CALIFORNIA 94583
(925) 867-3380 FAX (925) 867-3388

NO.	BY	DATE	REVISIONS

ORDINANCE NO. 1992