

REGULAR

NUMBER: 192.23

TITLE: AN ORDINANCE OF THE CITY COUNCIL OF THE CITY OF MILPITAS AMENDING ORDINANCE NOS. 192.8, 192.10, 192.13, 192.17, 192.19, 192.22 AND APPROVING AND ADOPTING THE SIXTH AMENDMENT TO THE REDEVELOPMENT PLAN FOR THE GREAT MALL REDEVELOPMENT PROJECT

HISTORY: This Ordinance was introduced (first reading) by the City Council at its meeting of _____, upon motion by _____ and was adopted (second reading) by the City Council at its meeting of _____, upon motion by _____. The Ordinance was duly passed and ordered published in accordance with law by the following vote:

AYES:

NOES:

ABSENT:

ABSTAIN:

ATTEST:

APPROVED:

Mary Lavelle, City Clerk

Robert Livengood, Mayor

APPROVED AS TO FORM:

Michael J. Ogaz, City Attorney

RECITALS AND FINDINGS:

WHEREAS, on November 2, 1993, by Ordinance No. 192.8, the City Council of the City of Milpitas (“City Council”) adopted the redevelopment plan (“Redevelopment Plan” or “Plan”) for the Great Mall Redevelopment Project (“Great Mall Project Area”) in accordance with the requirements of the Community Redevelopment Law of the State of California (Health and Safety Code Section 33000, *et seq.*; “CRL”); and

WHEREAS, the Plan has been amended a total of five (5) times (as amended, the “Existing Plan”): (1) on December 6, 1994, by Ordinance No. 192.10, to bring the Great Mall Project Area into conformity with the CRL as amended by Assembly Bill 1290 (Stats. 1993, ch. 942); (2) on October 16, 2001, by Ordinance No. 192.13, to add 0.76 acres in two separate properties (located along Interstate 880 and Montague Expressway containing 0.75 acres and along Interstate 680 south of Calaveras Boulevard containing 613 square feet) for the placement and maintenance of freeway signs for the Great Mall of the Bay Area; (3) on October 3, 2006, by Ordinance No. 192.17, to extend the time limits on plan effectiveness and receipt of tax increment by two years as allowed by SB 1096 (Stats. 2004, ch. 211); (4) on November 29, 2006, by Ordinance No. 192.19, to merge the Great Mall Project Area with the Milpitas Redevelopment Project Area No. 1 (together the Great Mall Project Area and Project Area No. 1 are referred to as the “Merged Project Area”); and (5) on May 5, 2009, by Ordinance No. 192.22, to extend the plan effectiveness from 17 to 40 years; and

WHEREAS, the ordinances adopting the Existing Plan (collectively, the “Original Ordinances”) for the Great Mall Redevelopment Project, including the findings and determinations made by the City Council therein, are made a part hereof by reference and are final and conclusive, there having been no action timely brought to question the validity of the Existing Plan; and

WHEREAS, the Agency again desires to amend the Existing Plan (“Sixth Amendment” or “Amendment”) to delete a non-contiguous area developed with a freeway sign (“Sixth Amendment Deleted Area”); and

WHEREAS, concurrent with the Sixth Amendment, the Agency is proposing to amend the Redevelopment Plan for the Milpitas Redevelopment Project Area No. 1 (the “Thirteenth Amendment”) to: (1) extend by 10 years the effectiveness time limit and time period to repay debt and collect tax increment of the original Project Area No. 1 and Amendment Areas No. 1 and 2 (collectively, the original Project Area No. 1 and Amendment Areas No. 1 and 2 are referred to as the “Amendment Areas”); (2) repeal the debt establishment limit for the Amendment Areas; (3) increase the tax increment limit and bonded indebtedness limit and exclude the Midtown Added Area from the tax increment limit; (4) add projects and facilities to the list of eligible projects and facilities the Agency may fund; (5) reinstate eminent domain over non-residential uses in the Amendment Areas; (6) add territory totaling approximately 600 acres (“Thirteenth Amendment Added Area” or “Added Area”); and (7) make certain technical corrections, revise and update the various text provisions within the Redevelopment Plan to conform to the requirements of the CRL; collectively, the Sixth Amendment and Thirteenth Amendment are referred to as the “Amendments”; and

WHEREAS, on December 9, 2009, the Planning Commission, by Resolution No. 09-056, determined the Amendments to be consistent with the City of Milpitas General Plan and recommended that the Agency and City Council approve and adopt the Amendments; and

WHEREAS, the Agency, acting as the Lead Agency, prepared and circulated for public review and comment a Draft Environmental Impact Report (the “Draft EIR”) on the proposed Amendments in accordance with the provisions of the California Environmental Quality Act (Public Resources Code Section 21000, *et seq.*; “CEQA”), the Guidelines for Implementation of the California Environmental Quality Act (14 Cal. Code Regs. Section 15000, *et seq.*, hereafter the “State CEQA Guidelines”) and the local procedures adopted by the Agency pursuant thereto; and

WHEREAS, the City Council has received from the Agency the proposed Sixth Amendment, a copy of which is on file at City Hall located at 455 East Calaveras Boulevard, Milpitas, California, together with the Agency’s Report to the City Council on the proposed Amendments, including the reasons for the Amendments, descriptions of the physical and economic blighting conditions in the Amendment Areas and proposed Added Area; proposed projects and programs; the proposed method of financing the redevelopment of the amended Merged Project Area; an Implementation Plan amendment; a neighborhood impact report; a method or plan for

relocation; an analysis of the Preliminary Plan; the report of the Planning Commission of the City with respect to the conformity of the proposed Amendments with the General Plan; a summary of community consultations; the EIR; the report of the County Fiscal Officer prepared pursuant to CRL Section 33328 for the Thirteenth Amendment Added Area and the Agency's analysis thereof, including a summary of consultations with affected taxing entities; and

WHEREAS, a Project Area Committee was not required to be formed in connection with the Amendments because the Amendments do not contain authority for the Agency to use eminent domain to acquire properties on which any person resides; and

WHEREAS, the City Council and the Agency held a joint public hearing on April 6, 2010, on the adoption of the proposed Amendments, amendment to the Agency's five-year Implementation Plan and on the certification of the EIR prepared for said Amendments in the City Council Chambers located at 455 East Calaveras Boulevard, Milpitas, California; and

WHEREAS, notice of said joint public hearing was duly and regularly published in a newspaper of general circulation in the City, once a week for five successive weeks prior to the date of such joint public hearing, and copies of said notice and affidavit of publication are on file with the City Clerk; and

WHEREAS, copies of the notice of joint public hearing were mailed by first class mail to the last known address of each assessee of each parcel of land within the boundaries of Project Area No. 1, the proposed Added Area and the Great Mall Project Area, as shown on the last equalized assessment roll of Santa Clara County; and

WHEREAS, copies of the notice of joint public hearing were mailed by first class mail to all residents and businesses within the boundaries of Project Area No. 1, the proposed Added Area and the Great Mall Project Area; and

WHEREAS, copies of the notice of joint public hearing and the Agency's Report to City Council were mailed by certified mail with return receipt requested to the governing body of each taxing agency that receives taxes from property within the boundaries of Project Area No. 1, the proposed Added Area and the Great Mall Project Area; and

WHEREAS, copies of the notice of joint public hearing and the Agency's Report to City Council were mailed by certified mail with return receipt requested to the State Department of Finance and State Department of Housing and Community Development; and

WHEREAS, the Agency and the City Council have reviewed and considered the EIR prepared for the proposed Amendments and determined that the Amendments may have significant and unavoidable impacts even with mitigation measures, including climate change resulting from individual redevelopment-assisted development projects that could produce operational greenhouse gas emissions that contribute to global climate change; transportation and circulation impacts resulting from redevelopment activities and development engendered by the Amendments that could result in increased traffic on currently impacted roadway segments and intersections where no mitigation is feasible; and other transportation and circulation impacts resulting from redevelopment activities and development engendered by the Amendments could result in increased traffic on currently impacted freeway segments where no mitigation is feasible; and, based on the foregoing, the Agency and the City Council have each adopted a Statement of Overriding Considerations, mitigation measures and a Mitigation Monitoring Plan; and

WHEREAS, the City Council has considered the report and recommendation of the Planning Commission, the Agency's Report to City Council including an amendment to the Agency's Implementation Plan incorporated therein, has provided an opportunity for all persons to be heard, and has received and considered all evidence and testimony presented for or against any and all aspects of the Amendments and, if necessary, has made written findings in response to each written objection of an affected property owner or taxing entity, if any, filed with the City Clerk before or during such joint public hearing; and

WHEREAS, all actions required by law have been taken by all appropriate public bodies.

NOW, THEREFORE, the City Council of the City of Milpitas does ordain as follows:

Section 1. The purposes and intent of the City Council with respect to the Sixth Amendment are to delete a non-contiguous area developed with a freeway sign. The area identified for deletion is within the boundaries of the area proposed to be added to Milpitas Redevelopment Project Area No. 1 and could not easily be excluded from the proposed Added Area because it is not a legal parcel in and of itself. The purpose of adding the sign property to the Great Mall Project in 2001 was to allow monument and digital message boards to be located along Interstate 680 for the purposes of advertising public events and promoting businesses in the Great Mall Project Area. The transfer of the sign to Milpitas Redevelopment Project Area No. 1 will not affect the use of sign, but will simplify the adoption process for the Thirteenth Amendment and administration of Project Area No. 1 by having the sign site coterminous with the surrounding area which is proposed to be added to Project Area No. 1.

Section 2. Based on the evidence in the record, including, but not limited to, the Agency's Report to the City Council on the Amendments prepared in accordance with CRL Sections 33333.11, 33352, 33451.5 and 33457.1, and all documents referenced therein, and evidence and testimony received at the joint public hearing on adoption of the Amendments held on April 6, 2010, the City Council hereby makes the following findings and determinations in connection with the adoption of the Sixth Amendment:

(a) The Sixth Amendment will not impact the redevelopment of the Great Mall Project Area. This finding is based upon the fact that the purposes of the CRL to eliminate conditions of blight in the Great Mall Project and prevent their recurrence through the implementation of the Agency's proposed projects and programs in conjunction with other public and private projects and programs would not be affected by the deletion of the sign from the Great Mall Project. Because the Great Mall Project Area is merged with Project Area No. 1, the sign will continue to be available to serve the Great Mall Project Area as necessary and appropriate.

(b) The adoption and carrying out of the Sixth Amendment is economically sound and feasible. This finding is based on the fact that the proposed Amendment is limited to the deletion of a very small area (613 square feet) containing a sign and does not make any changes to the activities authorized by the Redevelopment Plan or the means of financing those activities. Under the Redevelopment Plan, the Agency is authorized to finance its activities with financial assistance from the City, State of California, federal government, loans from private institutions, tax increment revenue from Milpitas Redevelopment Project Area No. 1 or any other available source, public or private.

(c) The Sixth Amendment is consistent with the General Plan of the City of Milpitas, including, but not limited to, the Housing Element of the General Plan, which substantially complies with the requirements of Article 10.6 (commencing with Section 65580) of Chapter 3 of Division 1 of Title 7 of the Government Code. This finding is based upon the General Plan and the findings of the Planning Commission that the Amendments conform to the General Plan as set forth in its Resolution No. 09-056, adopted on December 9, 2009.

(d) The carrying out of the Sixth Amendment would promote the public peace, health, safety and welfare of the City and would effectuate the purposes and policies of the CRL. This finding is based on the fact that the sign that will be deleted from the Great Mall Project Area will continue to serve the Great Mall Project Area.

Section 3. The City Council is satisfied that written findings have been adopted in response to the written objections to the Sixth Amendment, if any, received at or before the noticed joint public hearing from affected property owners and/or taxing agencies. Having considered all evidence and testimony presented for or against any and all aspects of the Sixth Amendment, the City Council hereby overrules all written and oral objections to the Sixth Amendment.

Section 4. The Redevelopment Plan as adopted on November 2, 1993, by Ordinance No. 192.8 and previously amended on December 6, 1994, by Ordinance No. 192.10; on October 16, 2001, by Ordinance No. 192.13; on October 3, 2006, by Ordinance No. 192.17; on November 29, 2006, by Ordinance No. 192.19; and on May 5, 2009, by Ordinance No. 192.22 is hereby further amended as set forth in the proposed "Sixth Amendment to the Redevelopment Plan for the Great Mall Redevelopment Project" attached hereto as Exhibit A. As so amended, the Redevelopment Plan is hereby incorporated herein by reference. The Executive Director of the Agency is hereby authorized to combine the Redevelopment Plan, as amended by the Sixth Amendment, into a

single document, and said document, when filed with the City Clerk and the Secretary of the Agency, shall constitute the official Redevelopment Plan for the Great Mall Redevelopment Project.

Section 5. In order to implement and facilitate the effectuation of the Sixth Amendment hereby approved, it may be necessary for the City Council to take certain actions, and accordingly, this City Council hereby (a) pledges its cooperation in helping to carry out the Sixth Amendment; (b) authorizes and directs the various officials, departments, boards, and agencies of the City having administrative responsibilities in the Great Mall Project Area likewise to cooperate to such end and to exercise their respective functions and powers in a manner consistent with redevelopment of the Great Mall Project Area pursuant to the Sixth Amendment; (c) stands ready to consider and take appropriate action upon proposals and measures designed to effectuate the Sixth Amendment; and (d) declares its intention to undertake and complete any proceeding necessary to be carried out by the City under the provisions of the Sixth Amendment.

Section 6. The City Clerk or designee is hereby directed to send a certified copy of this Ordinance to the Agency, whereupon the Agency is vested with the responsibility for carrying out the Redevelopment Plan as amended by the Sixth Amendment.

Section 7. The City Clerk or designee is hereby directed to record with the County Recorder of the Santa Clara County not later than 60 days after adoption of this Ordinance, a statement that the Redevelopment Plan has been amended. The statement shall contain a description of the land deleted from the Great Mall Project Area.

Section 8. The City Clerk or designee is hereby directed to transmit a copy of the description and statement recorded with the County Recorder pursuant to Section 7 of this Ordinance, a copy of this Ordinance, and a map or plat indicating the boundaries of the land deleted from the Great Mall Project Area, to the Auditor-Controller and Assessor of Santa Clara County, to the governing body of each of the taxing agencies that receives taxes from property in the Great Mall Project Area, as amended, and to the State Board of Equalization within thirty (30) days following the adoption of the Sixth Amendment.

Section 9. The City Clerk is hereby ordered and directed to certify to the passage of this Ordinance and to cause the same or a summary thereof to be published in a newspaper of general circulation, which is published and circulated in the City of Milpitas within fifteen (15) days of adoption of this Ordinance.

Section 10. This Ordinance shall be in full force and effect ninety (90) days after its passage; provided, however, that this Ordinance is contingent upon and shall not take effect unless an Ordinance approving and adopting the Thirteenth Amendment to the Redevelopment Plan for the Milpitas Redevelopment Project Area No. 1 has been adopted and has become effective; and provided, further, that if the Ordinance approving and adopting the Thirteenth Amendment is determined to be invalid for any reason, this Ordinance shall be automatically repealed as of the date of its adoption. It is the intent of this section that this Ordinance and the resulting Sixth Amendment shall be of no force and effect unless the Ordinance approving and adopting the Thirteenth Amendment is in full force and effect without the possibility of being invalidated.

Section 11. If any part of this Ordinance or the Sixth Amendment which it approves, is held to be invalid for any reason, such decision shall not affect the validity of the remaining portion of this Ordinance or of the Sixth Amendment, and this City Council hereby declares that it would have passed the remainder of the Ordinance, or approved the remainder of the Sixth Amendment, if such invalid portion thereof had been deleted.

EXHIBIT A

**SIXTH AMENDMENT TO THE REDEVELOPMENT PLAN
FOR THE GREAT MALL REDEVELOPMENT PROJECT**

**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:

COMMENCING AT THE CENTERLINE INTERSECTION OF DEMPSEY ROAD AND EDESEL 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.

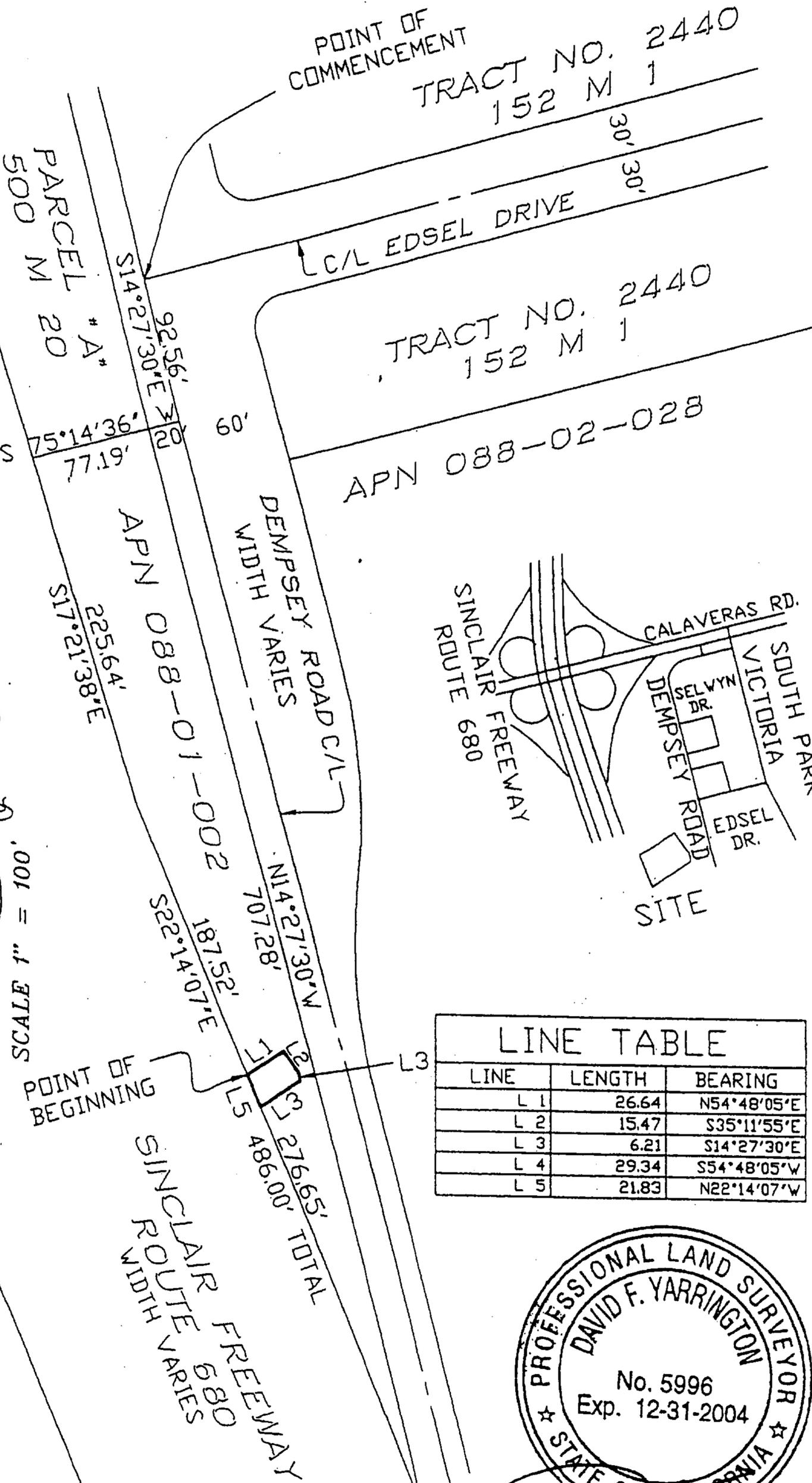
CONTAINING AN AREA OF 613 SQUARE FEET MORE OR LESS.

END OF DESCRIPTION.

EXHIBIT B

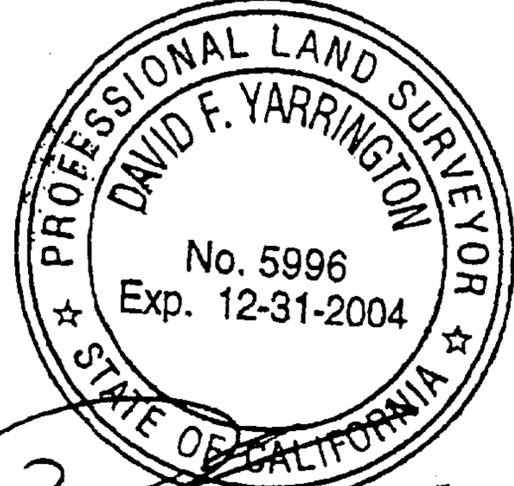
MAP OF SIXTH AMENDMENT DELETED AREA

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



DRAWN BY: DMI	DATE: 05/18/01
CHECKED BY:	SCALE: 1"=100'
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RTE. 680 REDEVELOPMENT PARCEL

MILPITAS 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

REGULAR

NUMBER: 192.24

TITLE: AN ORDINANCE OF THE CITY COUNCIL OF THE CITY OF MILPITAS AMENDING ORDINANCE NOS. 192, 192.1, 192.2, 192.3, 192.4, 192.6A, 192.9, 192.11, 192.12, 192.14, 192.15, 192.16, 192.18 AND APPROVING AND ADOPTING THE THIRTEENTH AMENDMENT TO THE REDEVELOPMENT PLAN FOR THE MILPITAS REDEVELOPMENT PROJECT AREA NO. 1

HISTORY: This Ordinance was introduced (first reading) by the City Council at its meeting of _____, upon motion by _____ and was adopted (second reading) by the City Council at its meeting of _____, upon motion by _____. The Ordinance was duly passed and ordered published in accordance with law by the following vote:

AYES:

NOES:

ABSENT:

ABSTAIN:

ATTEST:

APPROVED:

Mary Lavelle, City Clerk

Robert Livengood, Mayor

APPROVED AS TO FORM:

Michael J. Ogaz, City Attorney

RECITALS AND FINDINGS:

WHEREAS, on September 21, 1976, by Ordinance No. 192, the City Council of the City of Milpitas (“City Council”) adopted the redevelopment plan (“Redevelopment Plan” or “Plan”) for the Milpitas Redevelopment Project Area No. 1 (“Original Project Area”) in accordance with the requirements of the Community Redevelopment Law of the State of California (Health and Safety Code Section 33000, *et seq.*; “CRL”); and

WHEREAS, the Plan has been amended a total of twelve (12) times (as amended, the “Existing Plan”): (1) on September 4, 1979, by Ordinance No. 192.1, to add approximately 483 acres to the Original Project Area (“Amendment Area No. 1”); (2) on May 4, 1982, by Ordinance No. 192.2, to add approximately 479 acres to the Original Project Area (“Amendment Area No. 2”); (3) on November 27, 1984, by Ordinance No. 192.3, to add provisions applicable only to Amendment Area No. 1 and Amendment Area No. 2 including a public improvements list and a tax increment limit; (4) on December 9, 1986, by Ordinance No. 192.4, to add time and financial limits; (5) on April 16, 1991, by Ordinance No. 192.6A, to make changes to clarify the time and financial limitations applicable to the areas within Project Area No. 1; (6) on December 9, 1994, by Ordinance No. 192.9, to amend the time limits in accordance with Assembly Bill 1290 (Stats. 1993, ch. 942); (7) on October 15, 1996, by Ordinance No. 192.11, to increase the tax increment limit, increase the bond debt limit, and extend the debt establishment time limit; (8) on October 16, 2001, by Ordinance No. 192.12, to delete certain property from Amendment Area No. 1 (sign property); (9) on June 17, 2003, by Ordinance No. 192.14, to add area (691 acres known as the “Midtown Added Area”), increase the tax increment limit, increase the bonded indebtedness limit, and revise and update various text provisions to conform to the requirements of the CRL; (10) on October 7, 2003, by Ordinance No. 192.15, to extend the time limits on plan effectiveness and 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 (Stats. 2003, ch. 260) in exchange for the Agency’s payment to the Educational Revenue Augmentation Fund (ERAF) in fiscal year 2003-04; (11) on October 3, 2006, by Ordinance No. 192.16, to further extend the time limits on plan effectiveness and 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 (Stats. 2004, ch. 211) in exchange for the Agency’s ERAF payments made in fiscal years 2004-05 and 2005-06; and (12) on November 29, 2006, by Ordinance No. 192.18, to merge Project Area No. 1 with the Great Mall Redevelopment Project (“collectively the Merged Project Area”); and

WHEREAS, the ordinances adopting the Existing Plan (collectively, the “Original Ordinances”) for Milpitas Redevelopment Project Area No. 1, including the findings and determinations made by the City Council therein, are made a part hereof by reference and are final and conclusive, there having been no action timely brought to question the validity of the Existing Plan; and

WHEREAS, the Agency again desires to amend the Existing Plan (“Thirteenth Amendment” or “Amendment”) to: (1) extend by 10 years the effectiveness time limit and time period to repay debt and collect tax increment of the Original Project Area and Amendment Areas No. 1 and 2 (collectively, the Original Project Area and Amendment Areas No. 1 and 2 are referred to as the “Amendment Areas”); (2) repeal the debt establishment limit for the Amendment Areas; (3) increase the tax increment limit and bonded indebtedness limit and exclude the Midtown Added Area from the tax increment limit; (4) add projects and facilities to the list of eligible projects and facilities the Agency may fund; (5) reinstate eminent domain over non-residential uses in the Amendment Areas; (6) add territory totaling approximately 600 acres (“Thirteenth Amendment Added Area” or “Added Area”); and (7) make certain technical corrections, revise and update the various text provisions within the Redevelopment Plan to conform to the requirements of the CRL; and

WHEREAS, concurrent with the Thirteenth Amendment, the Agency is proposing to amend (the “Sixth Amendment”) the Redevelopment Plan for the Great Mall Redevelopment Project (“Great Mall Project”) to delete a non-contiguous area developed with a freeway sign (“Sixth Amendment Deleted Area”) because the area identified for deletion is within the area proposed to be added to Project Area No. 1; collectively, the Thirteenth Amendment and Sixth Amendment are referred to as the “Amendments”; and

WHEREAS, on December 9, 2009, the Planning Commission, by Resolution No. 09-056, determined the Amendments to be consistent with the City of Milpitas General Plan and recommended that the Agency and City Council approve and adopt the Amendments; and

WHEREAS, the Agency, acting as the Lead Agency, prepared and circulated for public review and comment a Draft Environmental Impact Report (the “Draft EIR”) on the proposed Amendments in accordance with the provisions of the California Environmental Quality Act (Public Resources Code Section 21000, *et seq.*; “CEQA”), the Guidelines for Implementation of the California Environmental Quality Act (14 Cal. Code Regs. Section 15000, *et seq.*, hereafter the “State CEQA Guidelines”) and the local procedures adopted by the Agency pursuant thereto; and

WHEREAS, the City Council has received from the Agency the proposed Thirteenth Amendment, as incorporated within an Amended and Restated Redevelopment Plan, a copy of which is on file at City Hall located at 455 East Calaveras Boulevard, Milpitas, California, together with the Agency’s Report to the City Council on the proposed Amendments, including the reasons for the Amendments, descriptions of physical and economic blighting conditions in the Amendment Areas and proposed Added Area; proposed projects and programs; the proposed method of financing the redevelopment of the amended Merged Project Area; an Implementation Plan amendment; a neighborhood impact report; a method or plan for relocation; an analysis of the Preliminary Plan; the report of the Planning Commission of the City with respect to the conformity of the proposed Amendments with the General Plan; a summary of community consultations; the EIR; the report of the County Fiscal Officer prepared pursuant to CRL Section 33328 for the Thirteenth Amendment Added Area and the Agency’s analysis thereof, including a summary of consultations with affected taxing entities; and

WHEREAS, a Project Area Committee was not required to be formed in connection with the Amendments because the Amendments do not contain authority for the Agency to use eminent domain to acquire properties on which any person resides; and

WHEREAS, the City Council and the Agency held a joint public hearing on April 6, 2010, on the adoption of the proposed Amendments, amendment to the Agency’s five-year Implementation Plan and on the certification of the EIR prepared for said Amendment, in the City Council Chambers located at 455 East Calaveras Boulevard, Milpitas, California; and

WHEREAS, notice of said joint public hearing was duly and regularly published in a newspaper of general circulation in the City, once a week for five successive weeks prior to the date of such joint public hearing, and copies of said notice and affidavit of publication are on file with the City Clerk; and

WHEREAS, copies of the notice of joint public hearing were mailed by first class mail to the last known address of each assessee of each parcel of land within the boundaries of Project Area No. 1, the proposed Added Area and the Great Mall Project Area, as shown on the last equalized assessment roll of Santa Clara County; and

WHEREAS, copies of the notice of joint public hearing were mailed by first class mail to all residents and businesses within the boundaries of Project Area No. 1, the proposed Added Area and the Great Mall Project Area; and

WHEREAS, copies of the notice of joint public hearing and the Agency’s Report to City Council were mailed by certified mail with return receipt requested to the governing body of each taxing agency that receives taxes from property within the boundaries of Project Area No. 1, the proposed Added Area and the Great Mall Project Area; and

WHEREAS, copies of the notice of joint public hearing and the Agency’s Report to City Council were mailed by certified mail with return receipt requested to the State Department of Finance and State Department of Housing and Community Development; and

WHEREAS, the Agency and the City Council have reviewed and considered the EIR prepared for the proposed Amendments and determined that the Amendments may have significant and unavoidable impacts even with mitigation measures, including climate change resulting from individual redevelopment-assisted development projects that could produce operational greenhouse gas emissions that contribute to global climate change; transportation and circulation impacts resulting from redevelopment activities and development engendered by the Amendments that could result in increased traffic on currently impacted roadway segments and intersections where no mitigation is feasible; and other transportation and circulation impacts resulting from redevelopment activities and development engendered by the Amendments could result in increased traffic on currently impacted freeway segments where no mitigation is feasible; and, based on the foregoing, the Agency

and the City Council have each adopted a Statement of Overriding Considerations, mitigation measures and a Mitigation Monitoring Plan; and

WHEREAS, the City Council has considered the report and recommendation of the Planning Commission, the Agency's Report to City Council including an amendment to the Agency's Implementation Plan incorporated therein, has provided an opportunity for all persons to be heard, and has received and considered all evidence and testimony presented for or against any and all aspects of the Amendments and, if necessary, has made written findings in response to each written objection of an affected property owner or taxing entity, if any, filed with the City Clerk before or during such joint public hearing; and

WHEREAS, all actions required by law have been taken by all appropriate public bodies.

NOW, THEREFORE, the City Council of the City of Milpitas does ordain as follows:

Section 1. The purposes and intent of the City Council with respect to the Thirteenth Amendment are to: (1) extend by ten years the effectiveness time limit and time period to repay debt and collect tax increment of the Original Project Area and Amendment Areas No. 1 and 2; (2) repeal the debt establishment limit for the Amendment Areas; (3) increase the tax increment limit and bonded indebtedness limit and exclude the Midtown Added Area from the tax increment limit; (4) add projects and facilities to the list of eligible projects and facilities the Agency may fund; (5) reinstate eminent domain over non-residential uses in the Amendment Areas; (6) add territory totaling approximately 600 acres; and (7) make certain technical corrections, revise and update the various text provisions within the Redevelopment Plan to conform to the requirements of the CRL. These actions will enable the Agency to continue to carry out and complete the work of redevelopment and elimination of blighting conditions within the Amendment Areas and will provide the tools to enable the Agency to eliminate blighting conditions within and to provide for the revitalization and redevelopment of the proposed Added Area.

Section 2. Based on the evidence in the record, including, but not limited to, the Agency's Report to the City Council on the Amendments prepared in accordance with CRL Sections 33333.11, 33352, 33451.5 and 33457.1, and all documents referenced therein, and evidence and testimony received at the joint public hearing on adoption of the Amendments held on April 6, 2010, the City Council hereby makes the following findings and determinations in connection with the adoption of the Thirteenth Amendment:

(a) Significant blight remains within the Amendment Areas. This finding is based on the following facts, as more particularly set forth in the Agency's Report to the City Council, that the Amendment Areas continue to suffer from a combination of blighting physical and economic conditions, in that there are still areas where there are conditions that prevent or substantially hinder the viable use or capacity of buildings or lots, abnormally high vacancy rates and abnormally low lease rates, impaired property values, due in significant part, to hazardous materials contamination sites, and buildings in which it is unsafe or unhealthy for persons to live or work due to construction that is vulnerable to flooding. The sum of these blighting conditions is significant and of the magnitude to warrant continued Agency assistance.

(b) The significant remaining blight within the Amendment Areas cannot be eliminated without extending the effectiveness time limit of the Redevelopment Plan and the time period to repay debt and collect tax increment from the Amendment Areas. This finding is based on the following facts, as more particularly set forth in the Agency's Report to the City Council, that the increase in the tax increment limit combined with the additional ten years of Plan effectiveness and receipt of tax increment will provide the Agency additional non-housing funds to assist the private sector in eliminating blighting conditions, marketing the Amendment Areas and making additional public improvements to reduce the possibility of flooding and further entice new private sector investment. Of the total increase in non-housing funds projected from the proposed Thirteenth Amendment, a necessary portion is generated within the Amendment Areas as a result of the ten-year extension combined with the increase in the tax increment limit. Without this additional funding, there would be a shortfall to implement non-housing programs designed to eliminate significant remaining blight in the Amendment Areas. The Thirteenth Amendment will also provide the Agency with additional affordable housing set-aside funds, as well as additional time (ten years) for the maintenance of development controls to ensure that redevelopment in the Amendment Areas is stabilized.

(c) The significant remaining blight within the Amendment Areas cannot be eliminated without the establishment of additional debt and the increase in the number of dollars to be allocated to the Agency. This

finding is based on the following facts, as more particularly set forth in the Agency's Report to the City Council, that the increase in the tax increment limit combined with the additional ten years of Plan effectiveness and receipt of tax increment will provide the Agency additional non-housing funds to assist the private sector in eliminating blighting conditions, marketing the Amendment Areas and making additional public improvements to reduce the possibility of flooding and further entice new private sector investment. Of the total increase in non-housing funds projected from the proposed Thirteenth Amendment, a necessary portion is generated within the Amendment Areas as a result of the 10-year extension combined with the increase in the tax increment limit. Without this additional funding, there would be a shortfall to implement non-housing programs designed to eliminate significant remaining blight in the Amendment Areas.

(d) The significant remaining blight within the Amendment Areas cannot be eliminated without the use of eminent domain. This finding is based on the following facts, as more particularly set forth in the Agency's Report to the City Council, that the Agency's redevelopment efforts would be impaired without the ability to assemble properties into parcels suitable for modern development or to acquire properties that have been abandoned or are suffering from hazardous materials contamination.

(e) The proposed Added Area is a blighted area, the redevelopment of which is necessary to effectuate the public purposes declared in the CRL. This finding is based on the following facts, as more particularly set forth in the Agency's Report to the City Council:

(1) The proposed Added Area is predominantly urbanized in that 100 percent of the land in the proposed Added Area has been or is developed for urban uses or is an integral part of an area developed for urban uses;

(2) The proposed Added Area is characterized by and suffers from a combination of blighting physical and economic conditions, including, among others, buildings in which it is unsafe or unhealthy for persons to live or work due to serious code violations, deterioration and dilapidation, and construction that is vulnerable to serious damage due to flooding, conditions hindering the viable use of buildings and lots, the existence of parcels of inadequate size and irregular shape that are in multiple ownership, depreciated or stagnant property values, impaired property values due in significant part to hazardous wastes, and abnormally high business vacancies, serious residential overcrowding and a high crime rate; and

(3) The combination of the conditions affecting the proposed Added Area referred to in subparagraph (2) above is so prevalent and so substantial that it causes a reduction of, or lack of, proper utilization of the proposed Added Area to such an extent that it constitutes a serious physical and economic burden on the City that cannot reasonably be expected to be reversed or alleviated by private enterprise or governmental action, or both, without redevelopment.

(f) The Thirteenth Amendment will enable Project Area No. 1, as amended to include the proposed Added Area, to be redeveloped in conformity with the CRL and in the interests of the public peace, health, safety and welfare. This finding is based upon the fact that the purposes of the CRL would be attained by implementing the Thirteenth Amendment to eliminate conditions of blight in the Amendment Areas and proposed Added Area and prevent their recurrence through the implementation of the Agency's proposed projects and programs in conjunction with other public and private projects and programs.

(g) The adoption and carrying out of the Thirteenth Amendment is economically sound and feasible. This finding is based on the facts that under the Redevelopment Plan, as proposed to be amended by the Thirteenth Amendment, the Agency will be authorized to seek and utilize a variety of potential financing resources, including property tax increment revenues; that the nature and timing of public redevelopment assistance within the Amendment Areas and the proposed Added Area will continue to depend upon the amount and availability of such financing resources, including tax increment generated by new investment in the Amendment Areas and proposed Added Area; that under the Redevelopment Plan, as proposed to be amended, no public redevelopment activity can be undertaken unless the Agency can demonstrate that it has adequate revenue to finance the activity; and that the financing plan included within the Agency's Report to the City Council prepared for the Amendments demonstrates that sufficient financial resources will be available to carry out the implementation of the Redevelopment Plan, as proposed to be amended, and will allow flexibility within the Amendment Areas and proposed Added Area in addressing the most pressing needs and in responding to market forces more effectively.

(h) The Thirteenth Amendment is consistent with the General Plan, including, but not limited to, the Housing Element of the General Plan, which substantially complies with the requirements of Article 10.6 (commencing with Section 65580) of Chapter 3 of Division 1 of Title 7 of the Government Code. This finding is based upon the General Plan and the findings of the Planning Commission that the Amendments conform to the General Plan as set forth in its Resolution No. 09-056, adopted on December 9, 2009.

(i) The carrying out of the Thirteenth Amendment would promote the public peace, health, safety and welfare of the City and would effectuate the purposes and policies of the CRL. This finding is based on the fact that redevelopment will benefit the Amendment Areas and the proposed Added Area as a whole by correcting conditions of blight and by coordinating public and private actions to stimulate development and improve the economic and physical conditions of the Amendment Areas and proposed Added Area.

(j) The condemnation of real property within the Amendment Areas and proposed Added Area, as provided for in the Thirteenth Amendment, is necessary to the execution of the Redevelopment Plan, as amended by the Thirteenth Amendment, and adequate provisions have been made for payment for property to be acquired as provided by law. This finding is based upon the facts set forth in the Agency's Report to the City Council, in particular, that without eminent domain authority, the Agency's redevelopment efforts may be impaired. This finding is further based on the fact that in connection with the acquisition of property by the Agency, the Agency will be required to comply with all applicable provisions of the California Eminent Domain Law (Code of Civil Procedure Section 1230.010, *et seq.*) and the California Relocation and Real Property Acquisition Laws (Government Code Section 7260, *et seq.*), including provisions requiring the payment of just compensation, and the fact that the Thirteenth Amendment does not authorize the use of eminent domain to acquire real property on which persons reside.

(k) The Agency has a feasible method and plan for the relocation of families and persons who might be displaced, temporarily or permanently, from housing facilities in the Amendment Areas and proposed Added Area. The Agency also has a feasible method and plan for relocation of businesses. This finding is based upon the fact that the Agency will provide relocation assistance according to law, and the fact that such assistance, including relocation payments, constitutes a feasible method for relocation.

(l) There are, or shall be provided, within Project Area No. 1 or within other areas not generally less desirable with regard to public utilities and public and commercial facilities and at rents or prices within the financial means of the families and persons who might be displaced from the Amendment Areas or proposed Added Area, decent, safe and sanitary dwellings equal in number to the number of and available to such displaced families and persons and reasonably accessible to their places of employment. Families and persons shall not be displaced prior to the adoption of a relocation plan pursuant to CRL Sections 33411 and 33411.1, and dwelling units housing persons and families of low or moderate-income shall not be removed or destroyed prior to the adoption of a replacement housing plan pursuant to CRL Sections 33334.5, 33413 and 33413.5.

(m) The proposed Added Area does not contain any non-contiguous areas and all areas of the proposed Added Area are either blighted or necessary for effective redevelopment. This finding is based on the facts identified in subparagraphs (e) and (n) of this Section 2, as more particularly described in the Agency's Report to the City Council, that the boundaries of the proposed Added Area were chosen as a unified and cohesive whole to include those properties that were blighted or were necessary to the accomplishment of the objectives and benefits of the Redevelopment Plan.

(n) Inclusion of any lands, buildings, or improvements in the proposed Added Area which are not detrimental to the public health, safety or welfare is necessary for the effective redevelopment of the entire area of which they are a part, and any such area is not included solely for the purpose of obtaining the allocation of tax increment revenues from such area pursuant to CRL Section 33670 without other substantial justification for its inclusion. This finding is based upon the fact that all properties within the proposed Added Area boundaries were included because they were underutilized because of blighting influences, or were affected by the existence of blighting influences, or were necessary either to accomplish the objectives and benefits of the Redevelopment Plan or because of the need to impose uniform requirements on the proposed Added Area as a whole.

(o) The elimination of blight and the redevelopment of the Amendment Areas and the proposed Added Area could not reasonably be expected to be accomplished by private enterprise acting alone, or by

governmental action, or both, without the aid and assistance of the Agency. This finding is based upon the existence of blighting influences, including the lack of adequate public improvements, as identified within the Agency's Report to the City Council, and the inability of individual property owners or developers to economically remove these blighting influences without public assistance, and the inadequacy of other governmental programs and financing mechanisms to eliminate blight, including the provision of adequate public improvements and facilities.

(p) The proposed Added Area is a predominantly urbanized area as defined by subdivision (b) of CRL Section 33320.1. This finding is based upon the facts, as more particularly set forth in the Agency's Report to the City Council, that 100 percent of the land in the proposed Added Area has been or is developed for urban uses or is an integral part of an area developed for urban uses.

(q) The time limitations established by the Thirteenth Amendment are reasonably related to the proposed projects and programs to be implemented in the Amendment Areas and the proposed Added Area and the ability of the Agency to eliminate significant blighting conditions within the Amendment Areas and the proposed Added Area. This finding is based upon the facts that redevelopment depends, in large part, upon private market forces beyond the control of the Agency and shorter time limitations would impair the Agency's ability to be flexible and respond to market conditions as and when appropriate and would impair the Agency's ability to maintain development standards and controls over a period of time sufficient to assure area stabilization. In addition, shorter time limitations would limit the revenue sources and financing capacity necessary to carry out proposed projects and programs in the Amendment Areas and proposed Added Area.

(r) The implementation of the Thirteenth Amendment will improve or alleviate the physical and economic conditions of blight in the Amendment Areas and proposed Added Area, as described in the Agency's Report to the City Council. This finding is based upon the facts, as more particularly set forth in the Agency's Report to the City Council, that the proposed projects and programs to implement the Thirteenth Amendment are focused upon actions that improve or alleviate identified blighting conditions and that the means of financing the proposed projects and programs has been satisfactorily demonstrated.

(s) The Milpitas Redevelopment Agency has made the findings required pursuant to Health and Safety Code Section 33333.10(h).

Section 3. The City Council is satisfied that permanent housing facilities will be available within three years from the time residential occupants of the Amendment Areas or the proposed Added Area, if any, are displaced, and that pending the development of such facilities, there will be available to any such displaced residential occupants temporary housing facilities at rents comparable to those in the City at the time of their displacement. This finding is based upon the City Council's finding that no persons or families of low and moderate income shall be displaced from residences unless and until there are suitable housing units available and ready for occupancy by such displaced persons or families 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.

Section 4. The City Council is satisfied that written findings have been adopted in response to the written objections to the Thirteenth Amendment received at or before the noticed joint public hearing from affected property owners and taxing agencies. Having considered all evidence and testimony presented for or against any and all aspects of the Thirteenth Amendment, the City Council hereby overrules all written and oral objections to the Thirteenth Amendment.

Section 5. The Redevelopment Plan, as adopted on September 21, 1976, by Ordinance No. 192 and previously amended on September 4, 1979, by Ordinance No. 192.1; on May 4, 1982, by Ordinance No. 192.2; on November 27, 1984, by Ordinance No. 192.3; on December 9, 1986, by Ordinance No. 192.4; on April 16, 1991, by Ordinance No. 192.6A; on December 9, 1994, by Ordinance No. 192.9; on October 15, 1996, by Ordinance No. 192.11; on October 16, 2001, by Ordinance No. 192.12; on June 17, 2003, by Ordinance No. 192.14; on October 7, 2003, by Ordinance No. 192.15; on October 3, 2006, by Ordinance No. 192.16; and on November 29, 2006, by Ordinance No. 192.18, is hereby further amended as set forth in the proposed "Amended and Restated Redevelopment Plan for the Milpitas Redevelopment Project Area No. 1," attached hereto as Exhibit A, incorporated herein by reference, and designated as the official Redevelopment Plan for the Milpitas Redevelopment Project Area No. 1.

Section 6. In order to implement and facilitate the effectuation of the Thirteenth Amendment hereby approved, it may be necessary for the City Council to take certain actions, and accordingly, this City Council hereby (a) pledges its cooperation in helping to carry out the Thirteenth Amendment; (b) authorizes and directs the various officials, departments, boards, and agencies of the City having administrative responsibilities in Project Area No. 1, including the proposed Added Area, likewise to cooperate to such end and to exercise their respective functions and powers in a manner consistent with redevelopment of Project Area No. 1, including the proposed Added Area, pursuant to the Thirteenth Amendment; (c) stands ready to consider and take appropriate action upon proposals and measures designed to effectuate the Thirteenth Amendment; and (d) declares its intention to undertake and complete any proceeding necessary to be carried out by the City under the provisions of the Thirteenth Amendment.

Section 7. The City Clerk or designee is hereby directed to send a certified copy of this Ordinance to the Agency, whereupon the Agency is vested with the responsibility for carrying out the Redevelopment Plan as amended by the Thirteenth Amendment.

Section 8. The City Clerk or designee is hereby directed to record with the County Recorder of the Santa Clara County not later than 60 days after adoption of this Ordinance, a statement that the Redevelopment Plan has been amended. For the Added Area, the statement shall contain a description of the land within the Added Area, a prominent heading in boldface type noting that the property within the proposed Added Area is located within a redevelopment project, general description of the provisions of the Redevelopment Plan as amended that authorize the use of eminent domain within the proposed Added Area and a general description of the limitations on the uses of eminent domain including the exemption of properties on which persons reside and the 12-year time limit from adoption of this Ordinance to initiate eminent domain proceedings. For the Existing Project Area, the statement shall contain a description of the land within the Existing Project Area and a description of the changes to the Redevelopment Plan affecting the Existing Project Area, particularly those pertaining to the use of eminent domain within the Existing Project Area.

Section 9. The Building Department of the City is hereby directed for a period of two (2) years after the effective date of this Ordinance to advise all applicants for building permits within the proposed Added Area that the site for which a building permit is sought for the construction of buildings or for other improvements is within a redevelopment project area.

Section 10. The City Clerk or designee is hereby directed to transmit a copy of the description and statement recorded with the County Recorder pursuant to Section 8 of this Ordinance, a copy of this Ordinance, and a map or plat indicating the boundaries of the proposed Added Area, to the Auditor-Controller and Assessor of Santa Clara County, to the governing body of each of the taxing agencies that receives taxes from property in the Project Area, as amended, and to the State Board of Equalization within thirty (30) days following the adoption of the Thirteenth Amendment.

Section 11. The City Clerk is hereby ordered and directed to certify to the passage of this Ordinance and to cause the same or a summary thereof to be published in a newspaper of general circulation, which is published and circulated in the City of Milpitas within fifteen (15) days of adoption of this Ordinance.

Section 12. This Ordinance shall be in full force and effect ninety (90) days after its passage.

Section 13. If any part of this Ordinance or the Thirteenth Amendment which it approves, is held to be invalid for any reason, such decision shall not affect the validity of the remaining portion of this Ordinance or of the Thirteenth Amendment, and this City Council hereby declares that it would have passed the remainder of the Ordinance, or approved the remainder of the Thirteenth Amendment, if such invalid portion thereof had been deleted.

EXHIBIT A

**THIRTEENTH AMENDMENT TO THE REDEVELOPMENT PLAN
FOR THE MILPITAS REDEVELOPMENT PROJECT AREA NO. 1**

EXHIBIT A

**AMENDED AND RESTATED
REDEVELOPMENT PLAN**

FOR

**MILPITAS REDEVELOPMENT
PROJECT AREA NO. 1**

DRAFT

JANUARY 2010

TABLE OF CONTENTS

I.	[§100] INTRODUCTION	1
A.	[SECTION 101] PROJECT HISTORY.....	3
B.	[SECTION 102] GENERAL.....	4
II.	[§200] DESCRIPTION OF PROJECT AREA	6
III.	[§300] PROPOSED REDEVELOPMENT ACTIONS	6
A.	[§301] GENERAL.....	6
B.	[§302] PARTICIPATION OPPORTUNITIES; EXTENSION OF PREFERENCES FOR REENTRY WITHIN REDEVELOPED PROJECT AREA	7
1.	[§303] <i>Opportunities for Owners and Business Occupants</i>	7
2.	[§304] <i>Rules for Participation Opportunities, Priorities, and Preferences</i>	7
3.	[§305] <i>Participation Agreements</i>	7
4.	[§306] <i>Conforming Owners</i>	8
5.	[§307] <i>Implementing Rules</i>	8
C.	[§308] COOPERATION WITH PUBLIC BODIES.....	8
D.	[§309] PROPERTY ACQUISITION.....	9
1.	[§310] <i>Real Property</i>	9
2.	[§311] <i>Personal Property</i>	10
E.	[§312] PROPERTY MANAGEMENT.....	10
F.	[§313] PAYMENTS TO TAXING AGENCIES	10
G.	[§314] RELOCATION OF PERSON, BUSINESS CONCERNS, AND OTHER DISPLACED BY THE PROJECT.....	10
1.	[Section 315] <i>Relocation Housing Requirements</i>	10
2.	[Section 316] <i>Replacement Housing Plan</i>	10
3.	[Section 317] <i>Assistance in Finding Other Locations</i>	11
4.	[Section 318] <i>Relocation Payments</i>	11
H.	[§319] DEMOLITION, CLEARANCE, AND BUILDING AND SITE PREPARATION	12
1.	[§320] <i>Demolition and Clearance</i>	12
2.	[§321] <i>Preparation of Building Sites</i>	12
I.	[§322] PROPERTY DISPOSITION AND DEVELOPMENT	12
1.	[§323] <i>Real Property Disposition and Development</i>	12
2.	[§328] <i>Real Property Disposition and Development</i>	14
J.	[§329] REHABILITATION, CONSERVATION, AND MOVING OF STRUCTURES.....	14
1.	[§330] <i>Rehabilitation and Conservation</i>	14
2.	[§331] <i>Moving of Structures</i>	14
K.	[§332] LOW AND MODERATE INCOME HOUSING.....	14
1.	[Section 333] <i>Authority Generally</i>	14
2.	[Section 334] <i>Replacement Housing</i>	15
3.	[Section 335] <i>Increase, Improve and Preserve the Supply</i>	15

4.	<i>[Section 336] New or Rehabilitated Dwelling Units Developed within the Project Area</i>	<i>16</i>
5.	<i>[Section 337] Duration of Dwelling Unit Availability and Agency Monitoring</i>	<i>17</i>
L.	[SECTION 338] IMPLEMENTATION PLANS	17
IV.	 [§400] USES PERMITTED IN THE PROJECT AREA	18
A.	 [§401] REDEVELOPMENT LAND USE MAP	18
B.	 [§402] OTHER LAND USES	18
1.	<i>[§403] Public Rights-of-Way</i>	<i>18</i>
2.	<i>[§404] Other Public, Semi-Public, Institutional, and Non-profit Uses</i>	<i>19</i>
3.	<i>[§405] Interim Uses</i>	<i>19</i>
4.	<i>[§406] Non-conforming Uses</i>	<i>19</i>
C.	 [§407] GENERAL CONTROLS AND LIMITATIONS	19
1.	<i>[§408] Construction</i>	<i>19</i>
2.	<i>[§409] Rehabilitation and Retention of Properties</i>	<i>20</i>
3.	<i>[§410] Limitation on the Number of Buildings</i>	<i>20</i>
4.	<i>[§411] Number of Dwelling Units</i>	<i>20</i>
5.	<i>[§412] Limitation on Type, Size, and Height of Buildings</i>	<i>20</i>
6.	<i>[§413] Open Spaces, Landscaping, Light, Air, and Privacy</i>	<i>20</i>
7.	<i>[§414] Signs</i>	<i>20</i>
8.	<i>[§415] Utilities</i>	<i>20</i>
9.	<i>[§416] Incompatible Uses</i>	<i>21</i>
10.	<i>[§417] Non-discrimination and Non-segregation</i>	<i>21</i>
11.	<i>[§418] Minor Variations</i>	<i>21</i>
D.	 [§419] DESIGN FOR DEVELOPMENT	21
E.	 [§420] BUILDING PERMITS	22
V.	 [§500] METHODS OF FINANCING THE PROJECT	22
A.	 [§501] GENERAL DESCRIPTION OF THE PROPOSED FINANCING METHOD	22
B.	 [§502] TAX INCREMENT FUNDS	23
C.	 [§503] BONDS, ADVANCES AND INDEBTEDNESS	24
D.	 [§504] TIME LIMIT ON ESTABLISHMENT OF INDEBTEDNESS	24
E.	 [§505] TIME LIMIT ON RECEIPT OF TAX INCREMENT	25
F.	 [§506] OTHER LOANS AND GRANTS	25
VI.	 [§600] ACTIONS BY THE CITY	25
VII.	 [§700] ENFORCEMENT	26
VIII.	 [§800] DURATION OF THIS PLAN	26
IX.	 [§900] PROCEDURE FOR AMENDMENT	27

Tables

Table 1 - TIME AND FINANCIAL LIMITS2

Attachments

Attachment No. 1	Legal Description of the Project Area Boundaries
Attachment No. 2	Project Area Map
Attachment No. 3	Redevelopment Land Use Map
Attachment No. 4	Proposed Public Improvements

**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	4/1/14 Repealed by 13 th Amendment	9/21/19 9/21/29 Extended by 13 th Amendment	9/21/29 9/21/39 Extended by 13 th Amendment	2.4 billion \$6.7 billion	\$498 million \$1.3 billion	5/4/22 ¹ Established by 13 th Amendment (non-residential only)
Amendment Area No. 1 Added 9/4/79 483 acres	4/1/14 Repealed by 13 th Amendment	9/4/22 9/4/32 Extended by 13 th Amendment	9/4/32 9/4/42 Extended by 13 th Amendment	One limit for all areas Increased by 13 th Amendment	One limit for all areas Increased by 13 th Amendment	5/4/22 ¹ Established by 13 th Amendment (non-residential only)
Amendment Area No. 2 Added 5/4/82 479 acres	4/1/14 Repealed by 13 th Amendment	5/4/25 5/4/35 Extended by 13 th Amendment	5/4/35 5/4/45 Extended by 13 th Amendment			5/4/22 ¹ Established by 13 th 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 13 th Amendment		6/17/15 ¹ (non-residential only)
Thirteenth Amendment ¹ Added Area 596 Acres	5/4/30 ¹ Established by 13 th Amendment	5/4/40 ¹ Established by 13 th Amendment	5/4/55 ¹ Established by 13 th Amendment	Not Applicable		5/4/22 ¹ Established by 13 th 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 mean 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(g) of the Health & Safety Code and shall be used by the Agency specifically as required in Section 33333.10(f) and (g) 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 be 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 to 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.