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NUMBER: 192.8

TITLE: AN ORDINANCE OF THE CITY COUNCIL OF THE CITY OF MILPITAS, CALIFORNIA, APPROVING AND ADOPTING THE REDEVELOPMENT PLAN FOR THE GREAT MALL REDEVELOPMENT PROJECT

HISTORY: This ordinance was introduced at a meeting of the Milpitas City Council of the City of Milpitas on October 19, 1993, by motion of Councilmember Lawson and was finally adopted at a meeting of said Council on November 2, 1993, upon motion of Councilmember Lawson by the following vote:

AYES: (4) Councilmembers Lawson, Lee, Livengood and S kyrud

NOES: (0) None

ABSENT: (0) None

ABSTAIN: (1) Mayor McHugh

ATTEST:

Gail Blalock, City Clerk

APPROVED:

Peter A. McHugh, Mayor

APPROVED AS TO FORM:

Cecilia M. Quick, Acting City Attorney

ORDAINING CLAUSE:

THE CITY COUNCIL OF THE CITY OF MILPITAS DOES HEREBY ORDAIN AS FOLLOWS:

WHEREAS, the City Council of the City of Milpitas (the "Council") has received from the Milpitas Redevelopment Agency (the "Agency") the proposed Redevelopment Plan (the "Redevelopment Plan") for the Great Mall Redevelopment Project (the "Project"), as approved by the Agency, a copy of which is on file at the office of the Agency at 455 Calaveras Boulevard, Milpitas, California, and at the office of the City Clerk, City Hall, 455 Calaveras Boulevard, Milpitas, California, together with the Report of the Agency, including the reasons for the selection of the boundaries of the Project (the "Project Area"); a description of the physical, social and economic conditions existing in the Project Area; the proposed method of financing the redevelopment of the Project Area; an analysis of the Preliminary Plan; the report and recommendations of the Planning Commission of the City of Milpitas (the "Planning Commission"); and an Environmental Impact Report on the Redevelopment Plan; and

WHEREAS, the Planning Commission has submitted to the Council its report and recommendations for approval of the Plan and its certification that the Plan conforms to the General Plan of the City of Milpitas; and

WHEREAS, the Council and the Agency held a joint public hearing on October 19, 1993, on adoption of the Redevelopment Plan and on certification of the Final Environmental Impact Report on the Redevelopment Plan in the City Council Chambers, 455 Calaveras Boulevard, Milpitas, California; and

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

WHEREAS, copies of the notice of joint public hearing were mailed by certified mail with return receipt requested to the last known address of each assessee of each parcel of land in the proposed Project Area as shown on the last equalized assessment roll of the County of Santa Clara; and

WHEREAS, copies of the notice of joint public hearing were mailed by certified mail with return receipt requested to the governing body of each taxing agency which receives taxes from property in the Project Area; and

WHEREAS, the Council has considered the report and recommendations of the Planning Commission, the report of the Agency, the Redevelopment Plan and its economic feasibility and the Environmental Impact Report, and 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 Redevelopment Plan; and

WHEREAS, the Council has reviewed and considered the Environmental Impact Report for the Redevelopment Plan, prepared and submitted by the Agency pursuant to Public Resources Code Section 21151 and Health and Safety Code Section 33352, and determined that the Redevelopment Plan will have a significant effect on the environment and adopted mitigation measures and a statement of overriding considerations;

NOW, THEREFORE, BE IT ORDAINED BY THE CITY COUNCIL OF THE CITY OF MILPITAS AS FOLLOWS:

Section 1. That the purpose and intent of the Council with respect to the Project Area is to accomplish the following:

- a. Eliminate blighting influences and correct environmental deficiencies in the Project Area, including, among others: faulty exterior spacing; obsolete and aged building types; building vacancies; uneconomic land uses; and inadequate or deteriorated public improvements, facilities and utilities;
- b. Replan, redesign, rehabilitate and redevelop areas which are stagnant or improperly utilized;
- c. Provide opportunities for participation by owners in the revitalization of their properties;
- d. Strengthen retail and other commercial functions in the Project Area;
- e. Strengthen the economic base of the Project Area and the community by installing needed off-site improvements to stimulate new commercial expansion, employment and economic growth;
- f. Provide adequate land for parking and open spaces; and
- g. Establish and implement performance criteria to assure high site design standards and environmental quality and other design elements which provide unity and integrity to the entire Project.

Section 2. The Council hereby finds and determines that:

a. The Project Area is a blighted area, the redevelopment of which is necessary to effectuate the public purposes declared in the California Community Redevelopment Law (Health and Safety Code Section 33000 et seq.). This finding is based upon the following conditions which characterize the Project Area:

- (1) The existence of unfit or unsafe buildings and structures due to deterioration, age and obsolescence and faulty exterior spacing;
- (2) The existence of properties which suffer from economic dislocation, deterioration and disuse because of inadequate public improvements, facilities and utilities, and the existence of hazardous waste materials that must be remedied prior to any development, which cannot be remedied with private or governmental action without redevelopment;
- (3) A lack of proper utilization of property, resulting in a stagnant and unproductive condition of land potentially useful and valuable; and

(4) A prevalence of economic maladjustment evidenced by vacant properties resulting in depreciated values and impaired investments.

It is further found and determined that such conditions are causing and will increasingly cause a reduction and lack of proper utilization of the area to such an extent that it constitutes a serious physical, social and economic burden on the City, which cannot reasonably be expected to be reversed or alleviated by private enterprise acting alone, requiring redevelopment in the interest of the health, safety and general welfare of the people of the City and State. This finding is based on the fact that governmental action available to the City without redevelopment would be insufficient to cause any significant correction of the blighting conditions, and that the nature and costs of the public improvements and facilities required to correct the blighting conditions are beyond the capacity of the City, and cannot be undertaken or borne by private enterprise acting alone or in concert with available governmental action.

b. The Redevelopment Plan will redevelop the Project Area in conformity with the Community Redevelopment Law and in the interests of the public peace, health, safety and welfare. This finding is based upon the fact that redevelopment of the Project Area will implement the objectives of the Community Redevelopment Law by aiding in the elimination and correction of the conditions of blight, providing for planning, development, redesign, clearance, reconstruction or rehabilitation of properties which need improvement and providing for higher economic utilization of potentially useful land.

c. The adoption and carrying out of the Redevelopment Plan is economically sound and feasible. This finding is based on the facts contained in Part (c) of the Report to Council.

d. The Redevelopment Plan conforms to the General Plan of the City of Milpitas, including, but not limited to, the City's housing element, which substantially complies with the requirements of Article 10.6 of Chapter 3 of Division 1 of Title 7 of the Government Code. This finding is based on the finding of the Planning Commission that the Redevelopment Plan conforms to the General Plan of the City of Milpitas and the fact that the Project Area does not contain any existing housing and the General Plan does not designate residential uses as a permitted use within the Project Area.

e. The carrying out of the Redevelopment Plan will promote the public peace, health, safety and welfare of the City of Milpitas and will effectuate the purposes and policy of the Community Redevelopment Law. This finding is based on the fact that redevelopment will benefit the Project Area by correcting conditions of blight and by coordinating public and private actions to stimulate development and improve the economic, social and physical conditions of the Project Area.

f. All non contiguous areas of the Project Area are either blighted or necessary for effective redevelopment and not included for the purpose of obtaining the allocation of taxes from the Project Area pursuant to Section 33670 of the Community Redevelopment Law ("tax increments") without other substantial justification for their inclusion. This finding is based upon the fact that the Plan does not authorize the Agency to receive tax increments and the boundaries of the Project Area were chosen as a unified and consistent

whole to include lands that were underutilized because of blighting influences, or affected by the existence of blighting influences, and land uses significantly contributing to the condition of blight, which inclusion is necessary to accomplish the objectives and benefits of the Redevelopment Plan.

g. Inclusion of any lands, buildings or improvements 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 area included is necessary for effective redevelopment and is not included solely for the purpose of obtaining the allocation of tax increment revenues from such area pursuant to Section 33670 of the Community Redevelopment Law ("tax increments") without other substantial justification for its inclusion. This finding is based upon the fact that the Plan does not authorize the Agency to receive tax increments and the boundaries of the Project Area were chosen as a unified and consistent whole to include lands that were underutilized because of blighting influences, or affected by the existence of blighting influences, and land uses significantly contributing to the conditions of blight, whose inclusion is necessary to accomplish the objectives and benefits of the Redevelopment Plan.

h. The elimination of blight and the redevelopment of the Project Area could not reasonably be expected to be accomplished by private enterprise acting alone 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 and facilities, and the inability of individual developers to economically remove these blighting influences without substantial public assistance in providing adequate public improvements and facilities, and the inadequacy of other governmental programs and financing mechanisms to eliminate blight, including the provision of necessary public improvements and facilities.

i. The effect of tax increment financing will not cause a significant financial burden or detriment on any taxing agency deriving revenues from the Project Area. This finding is based on the fact that the Redevelopment Plan does not authorize the allocation of tax increments to the Agency for redevelopment of the Project Area.

j. The Project Area is predominantly urbanized. This finding is based upon the fact that all of the land in the Project Area has been or is developed for urban uses.

k. The Redevelopment Plan for the Project Area will afford the maximum opportunity, consistent with the sound needs of the City as a whole, for the redevelopment of such area by private enterprise.

l. The Redevelopment Plan contains adequate safeguards so that the work of redevelopment will be carried out pursuant to the Redevelopment Plan, and it provides for the retention of controls and the establishment of restrictions and covenants running with the land sold or leased for private use for periods of time and under conditions specified in the Redevelopment Plan, which this Council deems necessary to effectuate the purposes of the Community Redevelopment Law.

m. The ordinance finding called for in Health and Safety Code Section 33367(d)(6), regarding condemnation of real property, is not applicable in that the

Redevelopment Plan does not provide for the exercise of the power of eminent domain by the Agency.

n. The ordinance findings called for in Health and Safety Code Section 33367(d)(7) and (8), regarding a relocation plan and available relocation resources for displaced Project Area residents, is not applicable in that the Project Area does not contain any residents and, therefore, no residents will be displaced as a result of adoption and carrying out of the Redevelopment Plan.

Section 3. The ordinance statement called for in Health and Safety Code Section 33367(e), regarding the availability of permanent housing facilities within three years from the time occupants of the Project Area are displaced, is not applicable in that the Project Area does not contain residents and, therefore, no residents will be displaced.

Section 4. The Council hereby overrules all objections to the adoption of the Redevelopment Plan.

Section 5. The mitigation measures, as identified in Council Resolution No. 6251 and Agency Resolution No. 119, adopted on October 19, 1993, making findings as to the Final Environmental Impact Report on the Redevelopment Plan, are incorporated into the proposed redevelopment of the Project Area.

Section 6. That certain document entitled "Redevelopment Plan for the Great Mall Redevelopment Project," the maps contained therein and such other reports as are incorporated therein by reference, a copy of which is on file in the office of the City Clerk, having been duly reviewed and considered, is hereby incorporated in this Ordinance by reference and made a part hereof, and as so incorporated is hereby designated, approved and adopted as the official "Redevelopment Plan for the Great Mall Redevelopment Project".

Section 7. In order to implement and facilitate the effectuation of the Redevelopment Plan hereby approved, this Council hereby (a) pledges its cooperation in helping to carry out the Redevelopment Plan, (b) requests the various officials, departments, boards and agencies of the City having administrative responsibilities in the Project Area likewise to cooperate to such end and to exercise their respective functions and powers in a manner consistent with the redevelopment of the Project Area, (c) stands ready to consider and take appropriate action upon proposals and measures designed to effectuate the Redevelopment Plan, and (d) declares its intention to undertake and complete any proceeding necessary to be carried out by the City under the provisions of the Redevelopment Plan.

Section 8. The City Clerk 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.

Section 9. The City Clerk is hereby directed to record with the County Recorder of Santa Clara County a description of the land within the Project Area and a statement that proceedings for the redevelopment of the Project Area have been instituted under the Community Redevelopment Law.

Section 10. The City Clerk is hereby directed to transmit a copy of the description and statement recorded by the Clerk pursuant to Section 8 of this Ordinance, a copy of this Ordinance and a map or plat indicating the boundaries of the Project Area, to the auditor and assessor of the County of Santa Clara, to the governing body of each of the taxing agencies which receives taxes from property in the Project Area and to the State Board of Equalization.

Section 11. Publication. The City Clerk is hereby ordered and directed to certify to the passage of this Ordinance and to cause the same to be published once in the Milpitas Post, a newspaper of general circulation, published and circulated in the City of Milpitas and the Project Area.

Section 12. Severability. If any part of this Ordinance or the Redevelopment Plan 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 Redevelopment Plan, and this Council hereby declares that it would have passed the remainder of this Ordinance or approved the remainder of the Redevelopment Plan if such invalid portion thereof had been deleted.

Section 13. Effective Date. This Ordinance shall be in full force and effect thirty (30) days after its passage.

AS/15015/V

REDEVELOPMENT PLAN
FOR THE
GREAT MALL REDEVELOPMENT PROJECT

Prepared by the —
MILPITAS REDEVELOPMENT AGENCY

*Adapted by
Ord 10. 192. 8*

The Redevelopment Plan for the Great Mall Redevelopment Project was adopted by Ordinance 192.8 on November 2, 1993; amended by Ordinance 192.10 on November 15, 1994 and amended by Ordinance 192.17 on October 3, 2006.

The purpose of Ordinance 192.10 incorporated time limits mandated by AB 1290. The purpose of Ordinance 192.17 extended the life of the project area two years, consistent with SB 1096.

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Attachments

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REDEVELOPMENT PLAN
FOR THE
GREAT MALL REDEVELOPMENT PROJECT

I. (§100) INTRODUCTION.

This is the Redevelopment Plan (the "Plan") for the Great Mall Redevelopment Project (the "Project") in the City of Milpitas (The "City"), County of Santa Clara, State of California, and 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 Proposed Public Improvements (Attachment No. 4). This Plan was prepared by the Milpitas Redevelopment Agency (the "Agency") pursuant to the Community Redevelopment Law of the State of California (Health and Safety Code Section 33000) et seq.), the California Constitution and all applicable local laws and ordinances.

The proposed redevelopment of the Project Area as described in this Plan conforms to the General Plan for the City of Milpitas, as amended, adopted by the City Council of the City of Milpitas (the "City Council") on March 29, 1993.

This Plan is based upon a Preliminary Plan formulated and adopted by the Planning Commission of the City of Milpitas (the "Planning Commission") by Resolution No. 446, adopted on July 28, 1993.

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 boundaries of the Project (the "Project Area"). This Plan establishes specific projects for the redevelopment, rehabilitation and revitalization of the Project Area and specific proposals in an attempt to solve or alleviate the concerns and problems of the community relating to the Project Area. 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, and the major goals of this Plan are:

- A. The elimination of blighting influences and the correction of environmental deficiencies in the Project Area, including, among others, faulty exterior spacing, obsolete and aged building types, building vacancies, uneconomic land uses and inadequate or deteriorated public improvements, facilities and utilities.

- B. The replanning, redesign, rehabilitation and development of areas which are stagnant or improperly utilized.
- C. The providing of opportunities for participation by owners in the revitalization of their properties.
- D. The strengthening of retail and other commercial functions in the Project Area.
- E. The strengthening of the economic base of the Project Area and the community by the installation of needed off-site improvements to stimulate new commercial expansion, employment and economic growth.
- F. The provision of adequate land for parking and open spaces.
- G. The establishment and implementation of performance criteria to assure high site design standards and environmental quality and other design elements which provide unity and integrity to the entire Project.

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. The demolition or removal of certain buildings and improvements;
2. Providing for participation by the owners presently located in the Project Area;
3. The installation, construction or reconstruction of streets, utilities and other public improvements;

4. The redevelopment of land by private enterprise or public agencies for uses in accordance with this Plan; and
5. The rehabilitation of structures and improvements by present owners and their successors.

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] Owner Participation Opportunities Within Project Area

1. [§303] Opportunities for Owners

In accordance with this Plan and the rules for participation by owners 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 redevelopment by retaining all or a portion of their properties and developing or improving such property for use in accordance with this Plan.

2. [§304] Rules for Participation Opportunities

In order to provide opportunities to owners to participate in the redevelopment of the Project Area, the Agency shall promulgate rules for participation by owners within the Project Area.

In addition to opportunities for participation by individual persons and firms, participation shall be available for two or more persons, firms or institutions to join together in partnerships, corporations or other joint entities.

Participation opportunities shall necessarily be subject to and limited by such factors as: (1) the elimination and changing of some land uses; (2) the construction, widening or realignment of some streets; (3) the ability of participants to finance acquisition and development or rehabilitation in accordance with this Plan; (4) the reduction in the total number of individual parcels in the Project Area; and (5) the construction or expansion of public facilities.

3. [§305] Participation Agreements

The Agency may require that, as a condition to participation in redevelopment, each participant shall enter into a binding agreement with the Agency by which the participant agrees to rehabilitate, develop and use and maintain the property in conformance with this Plan and to be subject to the provisions hereof. In such agreements, participants who retain real property shall be required to join in the recordation of such documents as may be necessary to

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

In the event a participant fails or refuses to rehabilitate, develop and use and maintain its real property pursuant to this Plan and a participation agreement, the real property or any interest therein may be acquired by the Agency and sold or leased for rehabilitation or development 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 shall be required by the Agency to enter into a participation agreement with the Agency in the event that such owner desires to construct any additional improvements or substantially alter or modify existing structures on any of the real property described above as conforming.

C. [§307] 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 is authorized to financially (and otherwise) assist any public entity in the cost of public land, buildings, facilities, structures or other improvements (within or without the Project Area) which land, buildings, facilities, structures or other improvements are or would be of benefit to the Project.

D. [§308] Property Acquisition

Except as specifically exempted herein, the Agency may acquire, but is not required to acquire, any real property located in the Project Area by any means authorized by law, except eminent domain.

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.

E. [§309] 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. [§310] Relocation of Persons Displaced by the Project

The Agency does not have the authority to acquire property within the Project Area by eminent domain, and at the time of adoption of this Plan the Project Area did not have any occupants; therefore, the Agency does not anticipate causing any displacement.

However, in the event any displacement should be caused by the Agency, the Agency will provide relocation assistance pursuant to the California Relocation Assistance Law (Government Code Section 7260 et seq.).

G. [§311] Property Disposition and Development

1. [§312] Real Property Disposition and Development

a. [§313] 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.

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 made 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. [§314] 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 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 the 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 nondiscrimination and nonsegregation clauses as required by law.

c. [§315] 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 therefor.

In addition to the public 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; and (7) street improvements.

The Agency may enter into contracts, leases and agreements with the City or other public body or entity pursuant to this Section 315.

d. [§316] Development Plans

All development plans (whether public or private) shall conform to City design review standards.

2. [§317] Personal Property Disposition

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.

H. [§318] Rehabilitation and Conservation of Structures

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.

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 and the proposed land use to be permitted in the Project Area.

B. [§402] Designated Land Use

The Project Area (Attachment No. 3) shall be used for the general commercial uses set forth and described in the City's General Plan.

C. [§403] Other Land Uses

1. [§404] Public Rights-of-Way

There are no existing public streets within the Project Area.

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

Any 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. [§405] Other: Public, Semi-Public, Institutional and Nonprofit 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 nonprofit uses. 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.

D. [§406] 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 the adoption of this Plan, except in conformance with the provisions of this Plan.

1. [§407] 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. [§408] Limitation on the Number of Buildings

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

3. [§409] Number of Dwelling Units

There are no dwelling units presently in the Project Area and no dwelling units are permitted under the City's General Plan.

4. [§410] Limitation on Type, Size and Height of Buildings

The type, size and height of buildings shall be as limited by applicable federal, state and local statutes, ordinances and regulations.

5. [§411] 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 developed in the Project Area to ensure optimum use of living plant material.

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

6. [§412] Signs

All signs shall conform to City sign ordinances as they now exist or are hereafter amended. Design of all proposed new signs shall be submitted to the City prior to installation for review and approval.

7. [§413] Utilities

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

8. [§414] Incompatible Uses

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

9. [§415] Nondiscrimination and Nonsegregation

There shall be no discrimination or segregation based upon race, color, creed, religion, sex, marital status, national origin or ancestry permitted in the sale, lease, sublease, transfer, use, occupancy, tenure or enjoyment of property in the Project Area.

10. [§416] Subdivision of Parcels

No parcel in the Project Area, including any parcel retained by a participant, shall be subdivided without the approval of the City.

E. [§417] Building Permits

No permit shall be issued for the construction of any new 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 made and processed in a manner consistent with all City requirements.

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, State of California, federal government, sales taxes pursuant to Section 7202.6 of the Revenue and Taxation Code, interest income, Agency bonds, donations, loans from private financial institutions 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 any 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 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] 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. Institution and completion of proceedings necessary for changes and improvements in private and publicly-owned public utilities within or affecting the Project Area.
- C. Revision of zoning (if necessary) within the Project Area to permit the land uses and development authorized by this Plan.
- D. 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.
- E. 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.
- F. 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.
- G. The undertaking and completing of any other proceedings necessary to carry out the Project.

The foregoing actions to be taken by the City do not involve or constitute any commitment for financial outlays 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 nondiscrimination and nonsegregation provisions which shall run in perpetuity, the provisions of this Plan shall be effective, and the provisions of other documents formulated pursuant to this Plan may be made effective, for fifteen (15) years from the date of adoption of this Plan by the City Council.

IX. [§900] PROCEDURE FOR AMENDMENT

This Plan may be amended by means of the procedure established in Sections 33450-33458 of the Community Redevelopment Law or by any other procedure hereafter established by law.

EXHIBIT "A"

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PROPERTY DESCRIPTION FOR REDEVELOPMENT PLAT

SITUATE in the City of Milpitas, County of Santa Clara, State of California being more particularly described as follows:

PARCEL A

BEGINNING at a point on the northerly right-of-way line of Montague Expressway with the southwesterly line of the Lands of Union Pacific Corporation;

THENCE from said POINT OF BEGINNING of PARCEL A along said right-of-way line the following (5) five courses:

- (1) South $75^{\circ} 40' 22''$ West 346.53 feet; thence,
- (2) Westerly along a tangent curve to the left, whose radius point bears South $14^{\circ} 19' 38''$ East for 1055.00 feet, along an arc length of 217.89 feet and through a central angle of $11^{\circ} 50' 00''$, to a point of tangency; thence,
- (3) South $63^{\circ} 50' 22''$ West 212.54 feet; thence,
- (4) Westerly along a tangent curve to the right, whose radius point bears North $26^{\circ} 09' 38''$ West for 70.00 feet, along an arc length of 32.52 feet and through a central angle of $26^{\circ} 37' 05''$, to a point of non-tangent curvature; thence;
- (5) Westerly along a curve to the right, whose radius point bears North $01^{\circ} 40' 15''$ East for 60.00 feet, along an arc length of 31.61 feet and through a central angle of $30^{\circ} 11' 16''$, to a point of non-tangency; thence,

THENCE leaving said right-of-way of Montague Expressway the following (11) eleven courses:

- (6) North $59^{\circ} 15' 30''$ East 34.92 feet, to a point of non-tangent curvature; thence,
- (7) Easterly along a curve to the left, whose radius point bears North $31^{\circ} 51' 30''$ East for 50.00 feet, along an arc length of 59.07 feet and through a central angle of $67^{\circ} 41' 06''$, to a point of reverse curvature; thence,
- (8) Northeasterly along a curve to the right, whose radius point bears South $35^{\circ} 49' 36''$ East for 1079.00 feet, along an arc length of 213.15 feet and through a central angle of $11^{\circ} 19' 07''$, to a point of reverse curvature; thence,

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- (9) Northeasterly along a curve to the left, whose radius point bears North $24^{\circ} 30' 29''$ West for 40.00 feet, along an arc length of 31.91 feet and through a central angle of $45^{\circ} 42' 31''$, to a point of non-tangency; thence,
- (10) North $68^{\circ} 41' 44''$ East 32.38 feet; thence,
- (11) North $21^{\circ} 18' 16''$ West 26.30 feet; thence,
- (12) North $23^{\circ} 00' 30''$ West 194.04 feet, to a point of cusp; thence,
- (13) Westerly and Northwesterly along a curve to the right, whose radius point bears North $45^{\circ} 06' 01''$ West for 70.00 feet, along an arc length of 176.90 feet and through a central angle of $144^{\circ} 47' 35''$, to a point of non-tangency; thence,
- (14) North $80^{\circ} 18' 26''$ West 53.41 feet; thence,
- (15) South $61^{\circ} 30' 00''$ West 157.21 feet; thence,
- (16) South $26^{\circ} 15' 20''$ West 267.56 feet to a point on the northerly right-of-way line of Capitol Avenue;

THENCE along said right-of-way line the following (3) three courses:

- (17) North $58^{\circ} 08' 30''$ West 1501.39 feet; thence,
- (18) Northwesterly along a tangent curve to the left, whose radius point bears South $31^{\circ} 51' 30''$ West for 742.00 feet, along an arc length of 133.63 feet and through a central angle of $10^{\circ} 19' 06''$, to a point of non-tangency; thence,
- (19) North $58^{\circ} 08' 30''$ West 495.44 feet to a point at the intersection of the northerly right-of-way line of Capitol Avenue and the easterly line of the Lands of Southern Pacific Transportation Company (60 feet wide);

THENCE along said easterly line North $10^{\circ} 32' 30''$ West 1956.69 feet to the intersection of the Lands of Southern Pacific Transportation Company and the southerly right-of-way line of Curtis Avenue;

THENCE along said southerly right-of-way line of Curtis Avenue and the southerly line of the Lands of Union Pacific Corporation North $66^{\circ} 59' 30''$ East 1772.88 feet to the southeast corner of said lands being also a point along the southwesterly line of the Lands of Union Pacific Corporation;

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THENCE along said southwesterly line South 23° 00' 30" East 3909.85 feet returning to the POINT OF BEGINNING of PARCEL A and containing 6,578,605 square feet of land more or less.

PARCEL B:

BEGINNING at a point on the southerly right-of-way line of Curtis Avenue with the intersection of westerly line of the Lands of Southern Pacific Transportation Company;

THENCE from the POINT OF BEGINNING of PARCEL B along said westerly line South 10° 32' 30" East 1265.21 feet to a point of intersection with the northwesterly right-of-way line of Main Street;

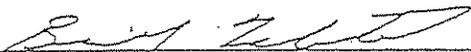
THENCE along said northwesterly line North 17° 50' 18" West 1222.15 feet;

THENCE Northerly along a tangent curve to the right, whose radius point bears North 72° 09' 42" East for 20.00 feet, along an arc length of 29.61 feet and through a central angle of 84° 49' 48", to a point on the southerly right-of-way line of Curtis Avenue;

THENCE along said southerly right-of-way line North 66° 7' 59" 30" East 143.07 feet returning to the POINT OF BEGINNING of PARCEL B and containing 99,592 square feet of land more or less.

A plat showing the above described Parcels is attached hereto and made a part hereof as Exhibit "B".

This description was prepared by:



Billy Martin, P.L.S. 5797
License Expires: 12/30/96

Dated: 7-19-93



BM:k

ATTACHMENT NO. 3

SCOPE OF DEVELOPMENT

I. GENERAL

The Participant agrees that the Site shall be renovated, rehabilitated, developed and improved in accordance with the provisions of this Agreement, the Site Plan approved by the Planning Commission on March 24, 1993, including the conditions imposed thereon, the conditions of approval of the rezone by the City Council on April 6, 1993, the final landscaping, grading and construction plans and drawings approved by the City, and all applicable state and local laws, including, but not limited to, prevailing wage and competitive bidding requirements of the Agency or City, if applicable. The Participant, its supervising architect, engineer and contractor, shall work with City staff to coordinate the overall design, architecture and color of the improvements on the Site.

II. MALL IMPROVEMENTS

Within the time set forth in the Schedule of Performance (Attachment No. 4), the Participant shall rehabilitate and renovate the existing improvements on the Mall Parcel portion of the Site to develop a retail mall containing approximately 1,200,000 square feet of gross leasable area, with landscaping, lighting, parking and the Off-Site Improvements as specified in Section IV hereof, in accordance with the standards specified in Section I above (the "Mall Improvements").

For all purposes of this Agreement, including issuance of a Certificate of Completion pursuant to Section 212 and conformance with the Schedule of Performance (Attachment No. 4) for completion of the Mall Improvements, the Mall Improvements shall be deemed completed upon completion of exterior renovation and rehabilitation of the existing improvements on the Mall Parcel, provision of all required landscaping, lighting, parking, the Off-Site Improvements related to the Mall Parcel as set forth in Section IV hereof and completion of tenant improvements for not less than sixty-five percent (65%) of the gross leasable area of the retail mall being developed on the Mall Parcel.

III. PAD IMPROVEMENTS

The Participant agrees that it shall make diligent efforts to develop the Pad Parcels portion of the Site for the commercial/retail uses permitted under Section 301 of this Agreement, including a maximum of 452,700 square feet of gross leasable area, landscaping, lighting, parking and any off-site improvements in accordance with the standards specified in Section I above (the "Pad Improvements").

IV. OFF-SITE PUBLIC IMPROVEMENTS

The Participant shall be responsible for the dedication of land (as applicable) and shall install or construct or cause to be installed or constructed by a third party (which may include the City) all off-site public improvements required for the rehabilitation, renovation and development of the Mall Parcel, including any repairs or modifications needed to existing off-site improvements which are necessary due to rehabilitation, renovation and development of the Mall Parcel (the "Off-Site Improvements"). The parties agree that the required Off-Site Improvements for development of the Mall Parcel include, without limitation:

1. Widen Capitol Avenue East Side
2. Bus Stops on Main and Capitol
3. Traffic Signal at Main and Mall Entrance
4. Traffic Signal at Main and Curtis
5. Signal Modification at Capitol and McCandless
6. Traffic Signal at Capitol and Centre Point
7. Interconnect Signals on Main, Curtis to Capitol
8. Interconnect Signals on Capitol, Main to Montague
9. Intersection Modification at Abel and Calaveras
10. Relocate Median Along Capitol
11. Modify Intersection at Milpitas and Calaveras
12. Traffic Signal at Abel and Curtis
13. Montague Deceleration Lane
14. Widen Curtis, Main to Mall
15. Widen Curtis, Abel to Main
16. Restripe Abel at Calaveras
17. Additional Westbound Left Turn at Montague and Capitol

18. Additional Eastbound Left Turn at Montecito and Milpitas
19. Relocate PG&E Natural Gas Lines Along Capitol
20. Underground Electrical Lines
21. Water and Sewer Lines

Payment by the Participant to the City for constructing or contracting for construction of all or a portion of the Off-Site Improvements shall be pursuant to Cost-Sharing Agreements to be executed between the City and the Participant.

ATTACHMENT No. 4

PROPOSED PUBLIC IMPROVEMENTS

The off site improvements shall be those listed in Attachment No. 3 (Scope of Development) which is part of that Owner Participation Agreement between Ford Motor Land Development Corporation and the City of Milpitas dated July 20, 1993, attached hereto and made a part of Attachment No. 4.

I CERTIFY THAT THE FOREGOING IS A TRUE AND CORRECT

COPY OF Ordinance # 192.8

ADOPTED BY THE CITY COUNCIL OF THE CITY OF MILPITAS,
COUNTY OF SANTA CLARA, STATE OF CALIFORNIA, ON

November 2, 1993

ATTEST:
10/18/96 Deputy City Clerk
Date