

MODESTO REDEVELOPMENT AGENCY
RESOLUTION NO. 1-94

A RESOLUTION DESIGNATING AGENCY MEMBER JANINE McCLANAHAN TO SERVE AS VICE CHAIRPERSON FOR THE ENSUING YEAR PURSUANT TO SECTION 2.03 OF THE BYLAWS FOR THE REDEVELOPMENT AGENCY OF THE CITY OF MODESTO

BE IT RESOLVED by the Redevelopment Agency of the City of Modesto that Agency Member Janine McClanahan is hereby designated to serve as Vice Chairperson for the ensuing year pursuant to Section 2103 of the Bylaws for the Redevelopment Agency of the City of Modesto.

The foregoing resolution was introduced at a special meeting of the Redevelopment Agency of the City of Modesto held on the 4th day of January, 1994, by Agency Member Dobbs , who moved its adoption, which motion being duly seconded by Agency Member Friedman , was upon roll call carried and the resolution adopted by the following vote:

AYES: Agency Members: Cogdill, Dobbs, Friedman, McClanahan, Muratore, Mayor Lang

NOES: Agency Members: None

ABSENT: Agency Members: Patterson

ATTEST: *Norrine Coyle*
NORRINE COYLE Secretary

MODESTO REDEVELOPMENT AGENCY
RESOLUTION NO. 2-94

A RESOLUTION APPROVING AN EXTENSION OF NEGOTIATING AGREEMENT BETWEEN THE REDEVELOPMENT AGENCY OF THE CITY OF MODESTO AND WILJAN/REGENT PARTNERS FOR THE PLAZA PROJECT

BE IT HEREBY RESOLVED by the Redevelopment Agency of the City of Modesto that the extension of negotiating agreement with WilJan/Regent Partners for the Plaza Project be, and it is hereby approved.

BE IT FURTHER RESOLVED that the execution of said agreement by the designated Agency officials be authorized.

The foregoing resolution was introduced at a special meeting of the Redevelopment Agency of the City of Modesto held on the 4th day of January, 1994, by Agency Manager Dobbs, who moved its adoption, which motion being duly seconded by Agency Member Friedman, was upon roll call carried and the resolution adopted by the following vote:

AYES: Agency Members: Cogdill, Dobbs, Friedman, Muratore, Mayor Lang

NOES: Agency Members: None

ABSENT: Agency Members: McClanahan, Patterson

ATTEST: *Norrine Coyle*
NORRINE COYLE, Secretary

MODESTO REDEVELOPMENT AGENCY
RESOLUTION NO. 3-94

A RESOLUTION AMENDING THE ANNUAL BUDGET OF
THE REDEVELOPMENT AGENCY FOR THE FISCAL YEAR
1993-94.

WHEREAS, it has been determined that certain
adjustments are required to the Annual Budget of the
Redevelopment Agency for the Fiscal Year 1993-94,

NOW, THEREFORE, BE IT RESOLVED by the Modesto
Redevelopment Agency that the 1993-94 Annual Budget be amended
per Attachment "A".

BE IT FURTHER RESOLVED that the Finance Director is
hereby authorized to take the necessary steps to implement the
provisions of this resolution.

The foregoing resolution was introduced at a special meeting of the Redevelopment Agency of the City of Modesto held on the 15th day of February, 1994, by Agency Member Friedman, who moved its adoption, which motion being duly seconded by Agency Member Cogdill, was upon roll call carried and the resolution adopted by the following vote:

AYES: Agency Members: Cogdill, Dobbs, Friedman, McClanahan, Muratore, Mayor Lang

NOES: Agency Members: None

ABSENT: Agency Members: Patterson

ATTEST: *Norrine Coyle*
NORRINE COYLE, Secretary

(SEAL)

APPROVED AS TO FORM:

By *Roland Stevens Asst.*
MICHAEL D. MILICH, General Counsel

**REDEVELOPMENT AGENCY
MID-YEAR REVENUE PROJECTION**

<i>FUND/ACCOUNT</i>	<i>REVENUE</i>	<i>REVENUE</i>		<i>MID-YEAR</i>
		<i>BUDGET</i>	<i>MID-YEAR</i>	<i>ESTIMATED</i>
		<i>93-94</i>	<i>ADJUSTMENT</i>	<i>BUDGET</i>
				<i>93-94</i>
RDA COP Debt				
902-510-9510-1101	Current Yr Secured	565,400	121,528	686,928
902-510-9510-1104	Delinquent Taxes	0	44,072	44,072
902-510-9510-6101	Interest Income	0	50,000	50,000
902-510-9510-6201	Lease of Land	129,000	(26,000)	103,000
902-510-9510-8122	Refunds & Damage Recovery	0	296,087	296,087
RDA Administration				
905-700-7000-9010	Transfer In	288,115	(43,164)	244,951
RDA Low & Moderate Income Housing Fund				
906-020-0291-1101	Current Yr Secured	158,600	41,400	200,000
RDA School Facilities Fund				
907-020-0292-8155	Miscellaneous Revenue	0	10,000	10,000

**REDEVELOPMENT AGENCY
MID-YEAR APPROPRIATION PROJECTION**

<i>FUND</i>	<i>OPERATING</i>		<i>MID-YEAR</i>
	<i>BUDGET</i>	<i>MID-YEAR</i>	<i>ESTIMATED</i>
	<i>93-94</i>	<i>ADJUSTMENT</i>	<i>BUDGET</i>
			<i>93-94</i>
RDA COP Debt			
Fund 902	1,664,745	(44,438)	1,620,307
RDA Administration			
Fund 905	285,935	(41,028)	244,907
Fund 905 Transfers Out	0	44	44
RDA School Facilities Fund			
Fund 907	79,000	39,573	118,573

MODESTO REDEVELOPMENT AGENCY
RESOLUTION NO. 4-94

A RESOLUTION APPROVING AN AMENDED AGREEMENT WITH McDONALD CORPORATION FOR EXCLUSIVE NEGOTIATING FOR DEVELOPMENT OF THE NORTHEAST CORNER OF 9TH AND I STREETS TO ALLOW EXTENSION OF THE AGREEMENT UNTIL MAY 31, 1994

BE IT HEREBY RESOLVED by the Redevelopment Agency of the City of Modesto that the amended agreement between the Redevelopment Agency and McDonald Corporation for exclusive negotiating for development of the northeast corner of 9th and I Streets to allow extension of the agreement until May 31, 1994, be and it is hereby approved.

BE IT FURTHER RESOLVED that the execution of said amended agreement by the designated agency officials be authorized.

The foregoing resolution was introduced at a special meeting of the Redevelopment Agency of the City of Modesto held on the 8th day of March, 1994, by Agency Member Muratore , who moved its adoption, which motion being duly seconded by Agency Member Friedman , was upon roll call carried and the resolution adopted by the following vote:

AYES: Agency Members: Cogdill, Dobbs, Friedman, Muratore, Mayor Lang

NOES: Agency Members: None

ABSENT: Agency Members: McClanahan, Patterson

ATTEST: Norrine Coyle
NORRINE COYLE, Secretary

MODESTO REDEVELOPMENT AGENCY
RESOLUTION NO. 5-94

A RESOLUTION OF THE REDEVELOPMENT AGENCY OF THE CITY OF MODESTO DECLARING ITS INTENTION TO REIMBURSE ITSELF FROM THE PROCEEDS OF ONE OR MORE TAX-EXEMPT FINANCINGS FOR CERTAIN EXPENDITURES MADE AND/OR TO BE MADE IN CONNECTION WITH THE ACQUISITION, CONSTRUCTION AND EQUIPPING OF CERTAIN CAPITAL IMPROVEMENTS.

WHEREAS, the Redevelopment Agency of the City of Modesto (the "Issuer") is a redevelopment agency, a public body, corporate and politic, duly created, established and authorized to transact business and exercise its powers, all under and pursuant to the Community Redevelopment Law (Part I of Division 24 of the Health and Safety Code of the State of California), and

WHEREAS, the Issuer has paid, beginning no earlier than March 11, 1994, which date is no more than sixty (60) days prior to adoption of this resolution, and will pay, on and after the date hereof, certain expenditures (the "Expenditures") in connection with the acquisition, construction and/or equipping of the Plaza Project (the "Project"), as more fully described in Exhibit A attached hereto, and

WHEREAS, the Board of Directors of the Issuer (the "Board") has determined that those moneys previously advanced no more than sixty (60) days prior to the date hereof and to be advanced on and after the date hereof to pay the Expenditures are available only for a temporary period and it is necessary to reimburse the Issuer for the Expenditures from the proceeds of one or more issues of tax-exempt bonds (the "Bonds"),

NOW, THEREFORE BE IT RESOLVED by the Redevelopment Agency, the "Board" as follows:

Section 1. The Board hereby declares the Issuer's intent to reimburse the Issuer with the proceeds of the Bonds for the Expenditures with respect to the Project made on and after March 11, 1994, which date is no more than sixty (60) days prior to adoption of this resolution, and which date is no more than sixty (60) days prior to the date hereof. The Issuer reasonably expects on the date hereof that it will reimburse the Expenditures with the proceeds of the Bonds.

Section 2. Each Expenditure was and will be either (a) of a type properly chargeable to capital account under general federal income tax principles (determined in each case as of the date of the Expenditure), (b) a cost of issuance with respect to the Bonds, (c) a nonrecurring item that is not customarily payable from current revenues, or (d) a grant to a party that is not related to or an agent of the Issuer so long as such grant does not impose any obligation or condition (directly or indirectly) to repay any amount to or for the benefit of the Issuer.

Section 3. The maximum principal amount of the Bonds expected to be issued for the Project is fifteen million dollars (\$15,000,000.00).

Section 4. The Issuer will make a reimbursement allocation, which is a written allocation by the Issuer that evidences the Issuer's use of proceeds of the Bonds to reimburse

an Expenditure, no later than eighteen (18) months after the later of the date on which the Expenditure is paid or the Project is placed in service or abandoned, but in no event more than three (3) years after the date on which the Expenditure is paid. The Issuer recognizes that exceptions are available for certain "preliminary expenditures," costs of issuance, certain de minimis amounts, expenditures by "small issuers" (based on the year of issuance and not the year of expenditure) and expenditures for construction projects of at least five (5) years.

Section 5. This resolution shall take effect immediately upon its passage.

The foregoing resolution was introduced at a special meeting of the Redevelopment Agency of the City of Modesto held on the 10th day of May, 1994, by Agency Member Friedman, who moved its adoption, which motion being duly seconded by Agency Member Cogdill, was upon roll call carried and the resolution adopted by the following vote:

AYES: Agency Members: Cogdill, Dobbs, Friedman,
Muratore, Mayor Lang

NOES: Agency Members: None

ABSENT: Agency Members: McClanahan, Patterson

ATTEST: Norrine Coyle
NORRINE COYLE, Secretary

(SEAL)

APPROVED AS TO FORM:

By Michael D. Milich
MICHAEL D. MILICH, General Counsel

Exhibit A

Description of the Plaza Project

The Plaza Project is a mixed-use development proposed for development in downtown Modesto. It is to be located between 9th, 11th, J and K Streets, immediately south of the Red Lion Hotel and Modesto Centre Plaza.

The project has several major components, beginning with one or more office buildings. One office building is envisioned as a 5 story structure with roughly 163,000 square feet of office space. This building is to be home to Modesto City Schools and the Stanislaus County Office of Education. It is also possible that additional office space could be built into the project depending upon market demand.

A second major component of the project is entertainment uses, including a multi-screen cinema complex. Other possible entertainment uses are also being explored.

A third major component is retail space. Current plans include roughly 73,000 square feet of retail space. Some of the retail space is freestanding, some located within the same buildings as the office space and the cinemas.

The fourth component of the project is parking. A major parking structure is contemplated to serve all the uses in the project.

MODESTO REDEVELOPMENT AGENCY
RESOLUTION No. 6-94

A RESOLUTION ACCEPTING TITLE TO PROPERTY
CONVEYED BY THE CITY OF MODESTO TO THE
REDEVELOPMENT AGENCY OF THE CITY OF MODESTO
(APN'S 105-41-13 AND 105-41-14).

WHEREAS, the City of Modesto owns APN's 105-41-13 and
105-41-14 in Block 56 of the City of Modesto, and

WHEREAS, said property was acquired for a public
parking lot, and

WHEREAS, the Council of the City of Modesto has agreed
to convey the parking lot to the Redevelopment Agency of the City
of Modesto, and

WHEREAS, the Redevelopment Agency is prepared to enter
into a Development and Disposition Agreement (DDA) with McDonalds
Corporation for the development of a restaurant involving a
portion of the property, and

WHEREAS, in order for the Redevelopment Agency to carry
out the terms of the DDA, title to said property should vest in
the Redevelopment Agency of the City of Modesto, and

WHEREAS, the City of Modesto has agreed to convey by
grant deed title to said property to the Redevelopment Agency of
the City of Modesto,

NOW, THEREFORE, BE IT RESOLVED by the members of the
Redevelopment Agency of the City of Modesto that it does hereby
accept the conveyance of title to APN's 105-41-13 and 105-41-14

in Block 56 of the City of Modesto in order for the Redevelopment Agency to enter into a DDA involving the property.

The foregoing resolution was introduced at a special meeting of the Redevelopment Agency of the City of Modesto held on the 17th day of May, 1994, by Agency Member Muratore, who moved its adoption, which motion being duly seconded by Agency Member Cogdill, was upon roll call carried and the resolution adopted by the following vote:

AYES: Agency Members: Cogdill, Dobbs, Friedman, Muratore, Mayor Lang

NOES: Agency Members: None

ABSENT: Agency Members: McClanahan, Patterson

ATTEST: *Norrine Coyle*
NORRINE COYLE, Secretary

(SEAL)

APPROVED AS TO FORM:

By *Michael D. Milich*
MICHAEL D. MILICH, General Counsel

MODESTO REDEVELOPMENT AGENCY
RESOLUTION No. 6-94

A RESOLUTION ACCEPTING TITLE TO PROPERTY
CONVEYED BY THE CITY OF MODESTO TO THE
REDEVELOPMENT AGENCY OF THE CITY OF MODESTO
(APN'S 105-41-13 AND 105-41-14 (PORTION)).

WHEREAS, the City of Modesto owns APN's 105-41-13 and
105-41-14 (portion) in Block 56 of the City of Modesto, and

WHEREAS, said property was acquired for a public
parking lot, and

WHEREAS, the Council of the City of Modesto has agreed
to convey a portion of the parking lot to the Redevelopment
Agency of the City of Modesto, and

WHEREAS, the Redevelopment Agency is prepared to enter
into a Development and Disposition Agreement (DDA) with McDonalds
Corporation for the development of a restaurant involving the
property, and

WHEREAS, in order for the Redevelopment Agency to carry
out the terms of the DDA, title to said property should vest in
the Redevelopment Agency of the City of Modesto, and

WHEREAS, the City of Modesto has agreed to convey by
grant deed title to said property to the Redevelopment Agency of
the City of Modesto,

NOW, THEREFORE, BE IT RESOLVED by the members of the
Redevelopment Agency of the City of Modesto that it does hereby
accept the conveyance of title to APN's 105-41-13 and 105-41-14

MODESTO REDEVELOPMENT AGENCY
RESOLUTION No. ~~6-94~~

A RESOLUTION ACCEPTING TITLE TO PROPERTY
CONVEYED BY THE CITY OF MODESTO TO THE
REDEVELOPMENT AGENCY OF THE CITY OF MODESTO
(APN'S 105-41-13 AND 105-41-14 (PORTION)).

WHEREAS, the City of Modesto owns APN's 105-41-13 and
105-41-14 (portion) in Block 56 of the City of Modesto, and

WHEREAS, said property was acquired for a public
parking lot, and

WHEREAS, the Council of the City of Modesto has agreed
to transfer a portion of the parking lot to the Redevelopment
Agency of the City of Modesto, and

WHEREAS, the Redevelopment Agency is prepared to enter
into a Development and Disposition Agreement (DDA) with
McDonalds Corporation for the development of a restaurant
involving the property, and

WHEREAS, in order for the Redevelopment Agency to carry
out the terms of the DDA, title to said property should vest in
the Redevelopment Agency of the City of Modesto, and

WHEREAS, the City of Modesto has by grant deed conveyed
title to said property to the Redevelopment Agency of the City of
Modesto,

NOW, THEREFORE, BE IT RESOLVED by the members of the
Redevelopment Agency of the City of Modesto that it does hereby
accept the conveyance of title to APN's 105-41-13 and 105-41-14

(portion) in Block 56 of the City of Modesto in order for the Redevelopment Agency to enter into a DDA involving the property.

The foregoing resolution was introduced at a special meeting of the Redevelopment Agency of the City of Modesto held on the 17th day of May, 1994, by Agency Member Muratore, who moved its adoption, which motion being duly seconded by Agency Member Cogdill, was upon roll call carried and the resolution adopted by the following vote:

AYES: Agency Members: Cogdill, Dobbs, Friedman, Muratore, Mayor Lang

NOES: Agency Members: None

ABSENT: Agency Members: McClanahan, Patterson

ATTEST: Norrine Coyle
NORRINE COYLE, Secretary

(SEAL)

APPROVED AS TO FORM:

By Michael D. Milich
MICHAEL D. MILICH, General Counsel

MODESTO REDEVELOPMENT AGENCY
RESOLUTION NO. 7-94

A RESOLUTION APPROVING AND AUTHORIZING THE EXECUTION OF A DISPOSITION AND DEVELOPMENT AGREEMENT BETWEEN THE AGENCY AND MCDONALD'S CORPORATION, DOING BUSINESS AS DELAWARE MCDONALD'S CORPORATION, AND RELATED DOCUMENTS.

WHEREAS, the Redevelopment Agency of the City of Modesto (the "Agency") is carrying out the Amended Redevelopment Plan (the "Redevelopment Plan") for the Modesto Redevelopment Project (the "Project"), and

WHEREAS, the Agency has received a proposed Disposition and Development Agreement (the "DDA") from McDonald's Corporation, doing business as Delaware McDonald's Corporation, a Delaware corporation (the "Developer"), providing for the sale of certain real property (the "Site") located within the City of Modesto to the Developer for the development of a restaurant, and associated parking and landscaping, trash enclosures and restorative work on an adjacent parking lot, and

WHEREAS, the Site is currently owned by the City and will be conveyed to the Agency for purposes of disposition to the Developer pursuant to the DDA, in accordance with the approvals set forth in Agency Resolution No. 6-94 and Council Resolution No. 94-281, and the Site will not be acquired by the Agency, either directly or indirectly, with tax increment monies, and

WHEREAS, the Community Redevelopment Law of the State of California (Health and Safety Code Section 33000 et seq.)

provides in Section 33431 that any sale or lease of Agency property may be made only after a public hearing of the Agency after publication of notice as provided by law, and

WHEREAS, notice of a joint public hearing by the City Council of the City of Modesto (the "City") and the Agency were published in the Modesto Bee on May 3, and May 10, 1994, and

WHEREAS, the City Council and the Agency held a joint public hearing on May 17, 1994, in the City Council Chambers to consider and act on the disposition and development of the Site pursuant to the DDA,

NOW, THEREFORE, BE IT RESOLVED by the Redevelopment Agency of the City of Modesto as follows:

SECTION 1. The Agency hereby finds and determines that the sale of the Site to the Developer, and development of the Site pursuant to the DDA, will assist in the elimination of blight within the redevelopment project area. This finding is based upon the fact that the Site is an underutilized parcel within the Modesto Redevelopment Project Area, which is currently developed with a surface public parking lot. The Site is being sold to the Developer for purposes of development of a restaurant, with associated parking and landscaping, trash enclosures and restorative work on the adjacent public parking lot, pursuant to the DDA and in accordance with and in implementation of the Redevelopment Plan. Development of the proposed improvements on the Site will assist the Agency in

achieving the stated objectives under the Redevelopment Plan through the redevelopment of a currently underutilized parcel within the Redevelopment Project Area, expansion of retail and commercial uses within the Redevelopment Project Area, increased property and sales tax revenue within the Redevelopment Project Area, and expansion of employment opportunities through the creation of temporary construction employment and permanent employment positions resulting from the management and operation of the restaurant facilities.

SECTION 2. The Agency hereby finds and determines that the consideration for the Site to be paid by the Developer is not less than the fair reuse value at the use and with the covenants and conditions and development costs authorized by the DDA. This finding is based upon the fact that the purchase price to be paid by the Developer pursuant to the DDA was determined based upon the estimated value of the property to be sold, at its highest and best use, less the estimated value of the extra work not directly associated with construction of the improvements on the Site, which extra work is required to be performed by the Developer in accordance with the DDA. The estimated value of the property to be sold was determined based upon independent, third-party appraisals of the Site obtained by the Agency and Developer.

SECTION 3. The Agency finds and determines that the project, including the development of the Site, is covered by a

Final Environmental Impact Report for the Amended Redevelopment Plan for the Modesto Redevelopment Project (SCH # 90021233) ("EIR") certified with findings by Agency Resolution No. 27-91 and City Council Resolution No. 91-673 on November 5, 1991, for which a Notice of Determination was filed November 20, 1991, and that the Project incorporates all applicable mitigation measures identified in said Resolution Nos. 27-91 and 91-673 to reduce environmental impacts to less than a significant level. The Agency further finds and determines, based on an initial study, that the project is within the scope of the Amended Redevelopment Plan for the Modesto Redevelopment Project and the EIR adequately describes the project for purposes of CEQA, that no substantial changes are proposed in the Project that will require major or important revisions of the EIR due to the involvement of new significant environmental impacts not considered in the EIR, that no substantial changes have occurred with respect to the circumstances under which the Project is being undertaken which will require major or important revisions in the EIR due to the involvement of new significant environmental impacts not considered in the EIR, that no new information which was not known or could not have been known at the time the EIR was certified has become available, and that no additional environmental documentation is required for the Project.

SECTION 4. The Agency hereby approves the DDA in substantially the form on file with the Secretary of the Agency

and further approves and authorizes the sale of the Site to the Developer.

SECTION 5. The Chairman and Secretary of the Agency are hereby authorized and directed to execute the DDA on behalf of the Agency, subject to any minor conforming, technical or clarifying changes approved by the Agency Counsel. The Executive Director and Secretary are hereby authorized and directed to execute a Reciprocal Easement Agreement ("REA") and Entry Agreement in conformance with and pursuant to the terms and provisions of the DDA, in substantially the form currently on file with the Agency Secretary, subject to any changes or modifications as may be approved by the Agency Counsel that are consistent with the terms and provisions of the DDA. The Executive Director and Secretary are further authorized and directed to take such further actions and execute such documents as are necessary to carry out the DDA, the REA and the Entry Agreement relating thereto, on behalf of the Agency.

The foregoing resolution was introduced at a special meeting of the Redevelopment Agency of the City of Modesto held on the 17th day of May, 1994, by Agency Member Dobbs, who moved its adoption, which motion being duly seconded by Agency Member Cogdill, was upon roll call carried and the resolution adopted by the following vote:

AYES: Agency Members: Cogdill, Dobbs, Friedman,
Muratore, Mayor Lang

NOES: Agency Members: None

ABSENT: Agency Members: McClanahan, Patterson

ATTEST: *Norrine Coyle*
NORRINE COYLE, Secretary

(SEAL)

APPROVED AS TO FORM:

By *Michael D. Milich*
MICHAEL D. MILICH, General Counsel

MODESTO REDEVELOPMENT AGENCY
RESOLUTION NO. 8-94

A RESOLUTION APPROVING AN AGREEMENT BETWEEN THE REDEVELOPMENT AGENCY OF THE CITY OF MODESTO AND KEYSER MARSTON ASSOCIATES FOR CONSULTING ON REAL ESTATE TRANSACTIONS

BE IT HEREBY RESOLVED by the Redevelopment Agency of the City of Modesto that the agreement between the Redevelopment Agency and Keyser Marston Associates for consulting on real estate transactions be, and it is hereby approved.

BE IT FURTHER RESOLVED that the execution of said agreement by the designated Agency officials be authorized.

The foregoing resolution was introduced at a special meeting of the Redevelopment Agency of the City of Modesto held on the 17th day of May, 1994, by Agency member Friedman , who moved its adoption, which motion being duly seconded by Agency member Muratore , was upon roll call carried and the resolution adopted by the following vote:

AYES: Agency member: Cogdill, Dobbs, Friedman, McClanahan, Muratore, Mayor Lang
NOES: Agency member: None
ABSENT: Agency member: Patterson

ATTEST: *Norrine Coyle*
NORRINE COYLE, Secretary

MODESTO REDEVELOPMENT AGENCY
RESOLUTION NO. 9-94

A RESOLUTION APPROVING AN AMENDED NEGOTIATING AGREEMENT BETWEEN THE REDEVELOPMENT AGENCY OF THE CITY OF MODESTO AND WILMORE/REGENT PARTNERSHIP ON THE PLAZA PROJECT

BE IT HEREBY RESOLVED by the Redevelopment Agency of the City of Modesto that the amended negotiating agreement between the Redevelopment Agency of the City of Modesto and Wilmore/Regent Partnership on the Plaza Project be, and it is hereby approved.

BE IT FURTHER RESOLVED that the execution of said agreement by the designated agency officials be authorized.

The foregoing resolution was introduced at a special meeting of the Redevelopment Agency of the City of Modesto held on the 28th day of June, 1994, by Agency member Cogdill, who moved its adoption, which motion being duly seconded by Agency member Dobbs, was upon roll call carried and the resolution adopted by the following vote:

AYES: Agency members: Cogdill, Dobbs, Friedman, McClanahan, Muratore,
Mayor Lang

NOES: Agency members: None

ABSENT: Agency members: Patterson

ATTEST: *Norrine Coyle*
NORRINE COYLE Secretary

MODESTO CITY REDEVELOPMENT AGENCY
RESOLUTION NO. 10-94

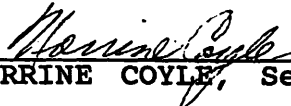
A RESOLUTION APPROVING A HOME LOAN AGREEMENT BETWEEN THE REDEVELOPMENT AGENCY, CITY OF MODESTO, AND HOUSING AUTHORITY OF STANISLAUS COUNTY

BE IT HEREBY RESOLVED by the Redevelopment Agency of the City of Modesto that the HOME Loan agreement between the Redevelopment Agency, the City of Modesto, and the Housing Authority of Stanislaus County to assist in the construction of an 80 unit senior citizen housing complex on Conant Avenue be, and it is hereby approved.

BE IT FURTHER RESOLVED that the execution of said agreement by the designated agency officials be authorized.

The foregoing resolution was introduced at a special meeting of the Redevelopment Agency of the City of Modesto held on the 12th day of July, 1994, by Agency member Cogdill , who moved its adoption, which motion being duly seconded by Agency member Dobbs , was upon roll call carried and the resolution adopted by the following vote:

AYES:	Agency members:	Cogdill, Dobbs, Friedman, McClanahan, Muratore, Mayor Lang
NOES:	Agency members:	None
ABSENT:	Agency members:	Patterson

ATTEST: 
NORRINE COYLE, Secretary

MODESTO REDEVELOPMENT AGENCY
RESOLUTION NO. 11-94

A RESOLUTION AMENDING THE ANNUAL BUDGET OF
THE CITY OF MODESTO FOR THE FISCAL YEAR 1994-95.

WHEREAS, it has been determined that certain adjustments are required
to the Annual Budget of the City of Modesto for the Fiscal Year 1994-95,

NOW, THEREFORE, BE IT RESOLVED by the Council of the City of
Modesto that the changes to the Annual Budget of the City of Modesto for Fiscal
Year 1994-95 are as follows:

REDEVELOPMENT FUND
APPROPRIATIONS ADJUSTMENTS

<u>Fund Account</u>	<u>Description</u>	<u>Current Budget</u>	<u>Adjustment</u>	<u>Revised Budget</u>
Downtown Park				
908-020-E599-6040	Construction	\$ 20,000	\$11,000	\$ 31,000
908-800-8000-8003	Contingency Reserve	\$235,283	(\$11,000)	\$224,283

BE IT FURTHER RESOLVED that the Finance Director is hereby
authorized to take the necessary steps to implement the provisions of this resolution.

The foregoing resolution was introduced at a special meeting of the Redevelopment Agency of the City of Modesto held on the 9th day of August, 1994, by Agency Member Friedman, who moved its adoption, which motion being duly seconded by Agency Member Dobbs, was upon roll call carried and the resolution adopted by the following vote:

AYES: Agency Members: Dobbs, Friedman, McClanahan, Muratore,
Mayor Lang

NOES: Agency Members: None

ABSENT: Agency Members: Cogdill, Patterson

ATTEST: Norrine Coyle
NORRINE COYLE, Secretary

(SEAL)

APPROVED AS TO FORM:

By Michael D. Milich
MICHAEL D. MILICH, General Counsel

MODESTO REDEVELOPMENT AGENCY
RESOLUTION NO. 12-94

A RESOLUTION APPROVING IMPLEMENTATION OF A
FACADE IMPROVEMENT REBATE PROGRAM TO IMPROVE
THE EXTERIOR APPEARANCE OF COMMERCIAL AND
INDUSTRIAL BUILDINGS LOCATED IN THE
REDEVELOPMENT AREA.

WHEREAS, the Redevelopment Agency currently has
budgeted \$100,000 for a program intended to improve the exterior
appearance of buildings in the Redevelopment Area, and

WHEREAS, the Design Committee of the Citizens
Redevelopment Advisory Commission was asked to devise a method of
implementing such a program, and

WHEREAS, additionally, the Modesto Chamber of Commerce
had input relating to such a program, and

WHEREAS, thereafter, the Advisory Commission
recommended to the Redevelopment Agency the adoption of a Facade
Improvement Rebate Program, and

WHEREAS, the Facade Improvement Rebate Program is
intended to improve the exterior appearance of commercial and
industrial buildings located in the Redevelopment Area through
the use of rebates for costs associated with improvements to
building exteriors, and

WHEREAS, said matter was considered by the Modesto
Redevelopment Agency at its meeting which was held on September
27, 1994, at 4:00 p.m., in the City Council Chambers, City Hall,
801 11th Street, Modesto, California,

NOW, THEREFORE, BE IT RESOLVED by the Council of the City of Modesto that the Facade Improvement Rebate Program as recommended by the Citizens Redevelopment Advisory Commission, is hereby approved to improve the exterior appearance of commercial and industrial buildings located in the Redevelopment Area through the use of rebates for costs associated with improvements to building exteriors. A copy of the Facade Improvement Rebate Program guidelines is attached hereto and incorporated herein by reference.

The foregoing resolution was introduced at a special meeting of the Redevelopment Agency of the City of Modesto held on the 27th day of September, 1994, by Agency Member McClanahan, who moved its adoption, which motion being duly seconded by Agency Member Friedman, was upon roll call carried and the resolution adopted by the following vote:

AYES: Agency Members: Cogdill, Dobbs, Friedman, McClanahan
Muratore, Chairperson Lang

NOES: Agency Members: None

ABSENT: Agency Members: Patterson

ATTEST: Norrine Coyle
NORRINE COYLE, Secretary

(SEAL)

APPROVED AS TO FORM:

By Michael D. Milich
MICHAEL D. MILICH, General Counsel

FACADE IMPROVEMENT REBATE PROGRAM

I. OBJECTIVES

The Facade Improvement Rebate Program is intended to improve the appearance of commercial and industrial buildings located in the Redevelopment Area through the use of rebates for costs associated with improvements to building exteriors.

II. ELIGIBLE AREAS AND BUSINESSES

Commercial and industrial structures located within the boundaries of the Redevelopment Area are eligible to apply for this program.

Property owners or tenants of commercial and industrial buildings are eligible to apply. Tenants are required to provide written concurrence of the owners of the property to participate in the program.

III. IMPLEMENTATION

In order to implement this program, funds may from time to time be set aside in the Redevelopment Agency's annual budget to provide rebates to qualified and eligible applicants who upgrade the exterior of their buildings.

IV. REBATE LEVELS

Each participating property will be entitled to a 50% rebate with a \$10,000 dollar maximum rebate including, but not limited to the following types of work:

- New Paint (base, trim & accent colors)
- Sign removal (old and or illegal signs)
- Plaster repair (damaged plaster stucco)
- New windows and doors
- Architectural lighting
- Professional Services (max. \$1,000)
- New awnings
- New signs
- Masonry tile work (damaged and new)
- New exterior lighting
- Landscaping
- Building permit fees

The maximum rebate dollar limitation may be exceeded in some instances subject to approval and the availability of funds. In addition, subject to Agency approval 3 or more adjacent property owners or tenants committing to upgrade facades concurrently shall be entitled to a 60% rebate with a \$10,000 maximum.

V. PROGRAM COMMITTEE

The Agency will review applications for the eligible structures and evaluate projects based on design, community impact and budget.

VI. DESIGN

Applicants must make an application for assistance prior to the start of the renovation. Improvement projects must enhance the appearance of the street elevation or additional primary access points to the building such as an alley or parking lot. Attractive new colors, appropriate design, shadow relief, consistent signage and landscaping will be evaluated. Existing architectural features on the subject building and on the surrounding structures will be considered. The design of the proposed improvement must comply with any design standards or guidelines that may be adopted by the Redevelopment Agency.

VII. PROGRAM EMPHASIS

Priority will be placed on projects with the most visual impact and benefit to the community such as those along and or at intersections of major streets.

VIII. GUIDELINES

1. All projects shall comply with current City codes and ordinances. Building permits shall be obtained by applicant when required by law.
2. Participants shall pay for all agreed upon improvements by cashiers check or personal check with appropriate documentation. The Participant must submit copies of cancelled personal checks or receipts along with supporting documentation evidencing completion of work for which the rebate has been approved.
3. Participants must complete all agreed upon work within 120 days of the date of approval. If it is determined the time limit is unreasonable, an extension can be granted by the Agency to remain eligible for the rebate.
4. Before, during and after the improvements are made, the Agency shall have the right to inspect all exterior work. The project is not qualified for a rebate until all improvements have been completed to the satisfaction of the Agency.
5. The work shall be performed by a licensed contractor, the owner of the building or his tenant if they are qualified to perform the work.

IX.

EXCLUSIONS

1. Project related costs and improvements started prior to approval, except for design work necessary to make the application. Pre-project design work is eligible only for a project subsequently approved.
2. Anything not visible from the exterior of the building along the main street or other primary access point such as alleys or parking lots except for the painting of other exterior walls.
3. Security bars, roofing, and mechanical equipment.
4. Exterior improvements not approved by the Agency.
5. Buildings in which exist businesses operating without a Modesto Business License, churches and residential structures.
6. Any building housing an Adult related business as defined in the Modesto Municipal Code.

X.

DISPLAY OF PROGRAM SIGN

If requested by the Agency the participant shall display a sign indicating participation in the program. This sign shall be located on the front of the building for a minimum period of 30 days. This sign will be provided by the Agency.

XI.

APPLICATION

Prior to the start of construction, the applicant must submit the following:

1. A completed and signed application form.
2. Plans for the proposed building improvements including sign and awning designs or architectural plans in sufficient detail to identify the nature and quality of the improvements.
3. A breakdown of proposed project costs. The submittal of more than one bid is encouraged and the Agency reserves the right to require additional bids in its sole discretion.
4. Name of licensed contractor at the time the project is approved.

APPLICANT

Name: _____

Address : _____

Phone No: _____

OWNER

Name: _____

Address: _____

Phone No: _____

PROJECT

Address: _____

Description of Improvements: _____

(attach plans, cost breakdown and additional information which will describe the project in sufficient detail to identify the nature and quality of the improvements)

Contractor: _____

SIGNATURES

Applicant: _____

Date: _____

Owner: _____

Date: _____

**MODESTO REDEVELOPMENT AGENCY
RESOLUTION NO. 14-94**

**A RESOLUTION AMENDING THE ANNUAL BUDGET OF
THE REDEVELOPMENT AGENCY FOR THE FIRST QUARTER
OF THE FISCAL YEAR 1994-95.**

**WHEREAS, it has been determined that certain adjustments are required
to the Annual Budget of the Redevelopment Agency for the first quarter of Fiscal Year
1994-95,**

**NOW, THEREFORE, BE IT RESOLVED by the Agency Members of the
Modesto Redevelopment Agency that the 1994-95 Annual Budget be amended as
listed on Schedule "A" attached.**

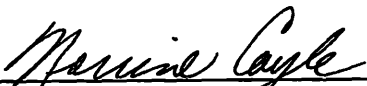
**BE IT FURTHER RESOLVED that the Finance Director is hereby
authorized to take the necessary steps to implement the provisions of this resolution.**

The foregoing resolution was introduced at a special meeting of the Redevelopment Agency of the City of Modesto held on the 1st day of November, 1994, by Agency Member Cogdill, who moved its adoption, which motion being duly seconded by Agency Member Dobbs, was upon roll call carried and the resolution adopted by the following vote:

AYES: Agency Members: Cogdill, Dobbs, Friedman, McClanahan, Muratore, Mayor Lang

NOES: Agency Members: None

ABSENT: Agency Members: Patterson

ATTEST: 
NORRINE COYLE, Secretary

(SEAL)

APPROVED AS TO FORM:

By 
MICHAEL D. MILICH, General Counsel

INCREASE/

(DECREASE)

(Svc Cr

Opposite

Entry)

NEW

CURRENT

APPR

APPR

REVISED

BUDGET

UNIT

UNIT

BUDGET

FD	AGY	ORGN	OBJT	LINE-DESCRIPTION	CURRENT	APPR	APPR	REVISED	(DECREASE)
					BUDGET	UNIT	UNIT	BUDGET	Entry)
905	020	0290	0110	SALARIES AND WAGES, REGULAR	28,597	95A		21	(28,576)
905	020	0290	0111	VACATION	1,962	95A		0	(1,962)
905	020	0290	0112	SICK LEAVE	590	95A		0	(590)
905	020	0290	0114	HOLIDAY, REGULAR	1,256	95A		0	(1,256)
905	020	0290	0115	HOLIDAY CTO	43	95A		0	(43)
905	020	0290	0116	M & C LEAVE	681	95A		0	(681)
905	020	0290	0117	JURY DUTY	20	95A		0	(20)
905	020	0290	0119	BEREAVEMENT LEAVE	37	95A		0	(37)
905	020	0290	0121	WORK COMP - SICK LEAVE NONTAX	3	95A		0	(3)
905	020	0290	0150	LIFE INSURANCE	58	95A		0	(58)
905	020	0290	0151	HEALTH INSURANCE	3,064	95A		0	(3,064)
905	020	0290	0152	DENTAL INSURANCE	901	95A		0	(901)
905	020	0290	0153	VISION INSURANCE	109	95A		0	(109)
905	020	0290	0154	DISABILITY INSURANCE	183	95A		0	(183)
905	020	0290	0155	MEDICARE	6,669	95A		4	(6,665)
905	020	0290	0160	PUBLIC EMPLOYEE RETIREMENT SYS	1,692	95A		0	(1,692)
905	020	0290	0161	DEFERRED COMPENSATION	290	95A		0	(290)
905	020	0290	0162	WORKERS' COMPENSATION	381	95A		127	(254)
905	020	0290	0164	UNEMPLOYMENT INSURANCE	14	95A		0	(14)
905	020	0290	0166	EMPLOYEE ASSISTANCE	14	95A		4	(10)
905	020	0290	0167	EMPLOYEE BENEFITS ADMIN-REMBSM	132	95A		44	(88)
905	020	0290	0168	EMPLOYEE LEAVE REIMBURSEMENT	0	95A		0	0
905	020	0290	0201	POSTAGE	4,000	95B		0	(4,000)
905	020	0290	0202	MAIL SERVICES - INSIDE	853	95B		137	(716)
905	020	0290	0204	PRINTING SERVICES - INSIDE	959	95B		555	(404)
905	020	0290	0207	CONFERENCE EXPENSES	5,000	95B		452	(4,548)
905	020	0290	0208	BUSINESS EXPENSES	5,000	95B		914	(4,086)
905	020	0290	0209	TRAINING EXPENSES	2,400	95B		39	(2,361)
905	020	0290	0210	UTILITIES	0	95B		0	0
905	020	0290	0217	PHOTOCOPY-RENT,SERVICE,SUPPLY	0	95B		0	0
905	020	0290	0218	EQUIPMENT POOL RENTAL	0	95B		0	0
905	020	0290	0230	ADVERTISING	4,000	95B		0	(4,000)
905	020	0290	0235	SERVICES, PROFESSIONAL & OTHER	70,000	95B		60,924	(9,076)
905	020	0290	0245	DELIVERY SERVICES	1,000	95B		285	(715)
905	020	0290	0250	CUSTODIAL SERVICE-CITY FORCES	1,344	95B		448	(896)
905	020	0290	0255	SERVICES CITY FORCES	34,290	95B		8,257	(26,033)
905	020	0290	0301	OFFICE SUPPLIES	500	95C		389	(111)
905	020	0290	0302	BOOKS AND PERIODICALS	1,500	95C		0	(1,500)
905	020	0290	0306	PC SOFTWARE	1,000	95C		0	(1,000)
905	020	0290	0401	MEMBERSHIPS AND DUES	1,700	95D		0	(1,700)
905	020	0290	0415	OTHER LIABILITY INSURANCE	183	95D		46	(137)
905	020	0290	0429	OTHER SPECIAL CHARGES	16,000	95D		0	(16,000)
905	020	0290	0430	TAXES	44,000	95D		0	(44,000)
905	020	0290	0432	PROPERTY TAX COLLECTIONS	30,000	95D		0	(30,000)
905	020	0290	5048	CHAIR (0290)	400	95E		0	(400)
905	020	0290	5049	COMPUTER/PRINTER (0290)	3,500	95E		0	(3,500)
905	020	0290	9990	SERVICE CREDITS	(17,934)	95F		0	17,934
905	140	1490	0110	SALARIES AND WAGES, REGULAR	0	90A		28,576	28,576

INCREASE/
(DECREASE)

FD	AGY	ORGN	OBJT	LINE-DESCRIPTION	CURRENT BUDGET	NEW APPR UNIT	APPR UNIT	REVISED BUDGET	Opposite Entry)		
									(Svc Cr		
905	140	1490	0111	VACATION	0	90A		1,962	1,962		
905	140	1490	0112	SICK LEAVE	0	90A		590	590		
905	140	1490	0114	HOLIDAY, REGULAR	0	90A		1,256	1,256		
905	140	1490	0115	HOLIDAY CTO	0	90A		43	43		
905	140	1490	0116	M & C LEAVE	0	90A		681	681		
905	140	1490	0117	JURY DUTY	0	90A		20	20		
905	140	1490	0119	BEREAVEMENT LEAVE	0	90A		37	37		
905	140	1490	0121	WORK COMP - SICK LEAVE NONTAX	0	90A		3	3		
905	140	1490	0150	LIFE INSURANCE	0	90A		58	58		
905	140	1490	0151	HEALTH INSURANCE	0	90A		3,064	3,064		
905	140	1490	0152	DENTAL INSURANCE	0	90A		901	901		
905	140	1490	0153	VISION INSURANCE	0	90A		109	109		
905	140	1490	0154	DISABILITY INSURANCE	0	90A		183	183		
905	140	1490	0155	MEDICARE	0	90A		1,047	1,047		
905	140	1490	0160	PUBLIC EMPLOYEE RETIREMENT SYS	0	90A		1,692	1,692		
905	140	1490	0161	DEFERRED COMPENSATION	0	90A		290	290		
905	140	1490	0162	WORKERS' COMPENSATION	0	90A		254	254		
905	140	1490	0164	UNEMPLOYMENT INSURANCE	0	90A		14	14		
905	140	1490	0166	EMPLOYEE ASSISTANCE	0	90A		10	10		
905	140	1490	0167	EMPLOYEE BENEFITS ADMIN-REMBSM	0	90A		88	88		
905	140	1490	0168	EMPLOYEE LEAVE REIMBURSEMENT	0	90A		0	0		
905	140	1490	0201	POSTAGE	0	90B		4,000	4,000		
905	140	1490	0202	MAIL SERVICES - INSIDE	0	90B		716	716		
905	140	1490	0204	PRINTING SERVICES - INSIDE	0	90B		404	404		
905	140	1490	0207	CONFERENCE EXPENSES	0	90B		4,548	4,548		
905	140	1490	0208	BUSINESS EXPENSES	0	90B		4,086	4,086		
905	140	1490	0209	TRAINING EXPENSES	0	90B		2,361	2,361		
905	140	1490	0210	UTILITIES	0	90B		0	0		
905	140	1490	0217	PHOTOCOPY-RENT,SERVICE,SUPPLY	0	90B		0	0		
905	140	1490	0218	EQUIPMENT POOL RENTAL	0	90B		0	0		
905	140	1490	0230	ADVERTISING	0	90B		4,000	4,000		
905	140	1490	0235	SERVICES, PROFESSIONAL & OTHER	0	90B		9,076	9,076		
905	140	1490	0245	DELIVERY SERVICES	0	90B		715	715		
905	140	1490	0250	CUSTODIAL SERVICE-CITY FORCES	0	90B		896	896		
905	140	1490	0255	SERVICES CITY FORCES	0	90B		37,029	37,029		
905	140	1490	0301	OFFICE SUPPLIES	0	90C		111	111		
905	140	1490	0302	BOOKS AND PERIODICALS	0	90C		1,500	1,500		
905	140	1490	0306	PC SOFTWARE	0	90C		1,000	1,000		
905	140	1490	0401	MEMBERSHIPS AND DUES	0	90D		1,700	1,700		
905	140	1490	0415	OTHER LIABILITY INSURANCE	0	90D		137	137		
905	140	1490	0429	OTHER SPECIAL CHARGES	0	90D		16,000	16,000		
905	140	1490	0430	TAXES	0	90D		44,000	44,000		
905	140	1490	0432	PROPERTY TAX COLLECTIONS	0	90D		30,000	30,000		
905	140	1490	5048	CHAIR (0290)	0	90E		400	400		
905	140	1490	5049	COMPUTER/PRINTER (0290)	0	90E		3,500	3,500		
905	140	1490	9990	SERVICE CREDITS	0	90F		(17,934)	(17,934)		5,378
905	800	8000	8003	CONTINGENCY RESERVE	5,436	95H		0	(5,436)		
905	800	8000	8003	CONTINGENCY RESERVE	0	90H		5,436	5,436		0

FD	AGY	ORGN	OBJT	LINE-DESCRIPTION	CURRENT BUDGET	APPR UNIT	NEW	REVISED BUDGET	(DECREASE)	
							APPR UNIT		Opposite Entry	
906	020	0291	0208	BUSINESS EXPENSES	800	96B		0	(800)	
906	020	0291	0255	SERVICES CITY FORCES	46,191	96B		8,349	(37,842)	
906	020	0291	9990	SERVICE CREDITS	0	96F		0	0	
906	140	1491	0208	BUSINESS EXPENSES	0	91B		800	800	
906	140	1491	0255	SERVICES CITY FORCES	0	91B		37,842	37,842	
906	140	1491	9990	SERVICE CREDITS	0	91F		0	0	0
906	800	8000	8003	CONTINGENCY RESERVE	444,061	96H		0	(444,061)	
906	800	8000	8003	CONTINGENCY RESERVE	0	91H		444,061	444,061	0
907	020	0292	0235	SERVICES, PROFESSIONAL & OTHER	56,000	97B		50,166	(5,834)	
907	020	0292	0255	SERVICES CITY FORCES	22,272	97B		13,843	(8,429)	
907	140	1492	0235	SERVICES, PROFESSIONAL & OTHER	0	92B		5,834	5,834	
907	140	1492	0255	SERVICES CITY FORCES	0	92B		8,429	8,429	0
908	020	0293	0235	SERVICES, PROFESSIONAL & OTHER	70,000	98B		7,415	(62,585)	
908	020	0293	0489	COMMERCIAL FACADE RENOVATION	100,000	98D		0	(100,000)	
908	140	1493	0235	SERVICES, PROFESSIONAL & OTHER	0	93B		62,585	62,585	
908	140	1493	0489	COMMERCIAL FACADE RENOVATION	0	93D		100,000	100,000	0
908	700	7000	7080	TRANSFER OUT TO FUND 080	10,000	98G		0	(10,000)	
908	700	7000	7080	TRANSFER OUT TO FUND 080	0	93G		10,000	10,000	0
908	800	8000	8003	CONTINGENCY RESERVE	235,283	98H		0	(235,283)	

MODESTO REDEVELOPMENT AGENCY
RESOLUTION NO. 15-94

A RESOLUTION APPROVING AN AGREEMENT BETWEEN THE REDEVELOPMENT AGENCY AND ELS/ELBASANI AND LOGAN ASSOCIATES FOR ARCHITECTURAL REVIEW SERVICES FOR THE PLAZA PROJECT DEVELOPMENT

BE IT HEREBY RESOLVED by the Redevelopment Agency of the City of Modesto that the agreement between the Redevelopment Agency and ELS/Elbasani and Logan Associates for architectural review services for the Plaza Project development be, and it is hereby approved.

BE IT FURTHER RESOLVED that the execution of said agreement by the designated agency officials be authorized.

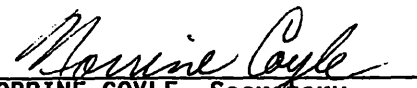
The foregoing resolution was introduced at a special meeting of the Redevelopment Agency of the City of Modesto held on the 15th day of November, 1994, by Agency member Dobbs , who moved its adoption, which motion being duly seconded by Agency member Cogdill , was upon roll call carried and the resolution adopted by the following vote:

AYES: Agency members: Cogdill, Dobbs, Friedman, Muratore,
Mayor Lang

NOES: Agency members: None

ABSENT: Agency members: McClanahan, Patterson

ATTEST:


NORRINE COYLE, Secretary

MODESTO REDEVELOPMENT AGENCY
RESOLUTION NO. 16-94

A RESOLUTION ADOPTING THE IMPLEMENTATION PLAN
FOR THE MODESTO REDEVELOPMENT PROJECT.

WHEREAS, legislation requires that Redevelopment Agencies adopt five (5) year implementation plans by the end of the calendar year, and

WHEREAS, on December 7, 1994, the Citizens Commission reviewed the Implementation Plan proposed for the Modesto Redevelopment Project Area, and

WHEREAS, said Citizens Commission recommended that the Redevelopment Agency adopt the proposed Implementation Plan, and

WHEREAS, a copy of the Implementation Plan proposed for the Modesto Redevelopment Project Area is on file in the Office of the City Clerk, and

WHEREAS, on December 20, 1994, the Redevelopment Agency held a duly noticed public hearing in the City Council Chambers, City Hall, 801 11th Street, Modesto, California, relating to the Implementation Plan as recommended by the Citizens Commission,

NOW, THEREFORE, BE IT RESOLVED by the Council of the City of Modesto that it hereby adopts the Implementation Plan proposed for the Modesto Redevelopment Project Area. A copy of said Implementation Plan is on file in the Office of the City Clerk.

The foregoing resolution was introduced at a special meeting of the Redevelopment Agency of the City of Modesto held on the 20th day of December, 1994, by Agency Member Cogdill, who moved its adoption, which motion being duly seconded by Agency Member Friedman, was upon roll call carried and the resolution adopted by the following vote:

AYES: Agency Members: Cogdill, Dobbs, Friedman,
McClanahan, Muratore, Mayor Lang

NOES: Agency Members: None

ABSENT: Agency Members: Patterson

ATTEST: *Norrine Coyle*
NORRINE COYLE, Secretary

(SEAL)

APPROVED AS TO FORM:

By *Michael D. Milich*
MICHAEL D. MILICH, General Counsel

RESOLUTION OF THE REDEVELOPMENT AGENCY
OF THE CITY OF MODESTO CERTIFYING
THE SUPPLEMENTAL ENVIRONMENTAL
IMPACT REPORT, MAKING FINDINGS AS TO
ENVIRONMENTAL IMPACTS, AND ADOPTING
STATEMENT OF OVERRIDING CONSIDERATIONS
AS TO THE PLAZA PROJECT

WHEREAS, in 1991, the Redevelopment Agency of the City of Modesto ("Agency") and the City of Modesto ("City") adopted an amended project area for the Modesto Redevelopment Plan ("Redevelopment Plan"). Pursuant to the California Environmental Quality Act ("CEQA"; Pub. Resources Code §§ 21000 et seq.), the Agency, acting as lead agency, prepared and certified the "Final Environmental Impact Report for the Amended Plan For the Modesto Redevelopment Project" ("Plan EIR"); and

WHEREAS, the Agency and the City of Modesto ("City") have been in the process of considering "the Plaza Project," which, for the purposes of this Resolution, is defined to include;

- (1) the execution of a Disposition and Development Agreement between the Agency and the Wilmore/Regent Partnership ("Developer") providing for the acquisition of certain property within the Redevelopment Plan Area and the development on said property of a mixed-use center including retail uses, a cinema complex, office space, a public parking garage, school facilities improvements, and city hall improvements;
- (2) the execution of a School Facilities Agreement between the Agency, the Modesto City School District, the Modesto High School District, and the Stanislaus County Office of Education, providing for the Agency's funding of a portion of the school facilities improvements;
- (3) the execution of a Public Facilities Agreement between the Agency and the City providing for the construction of City Hall;
- (4) all other actions necessary to facilitate development of the mixed-use center; and

WHEREAS, as recommended in the Plan EIR, the Agency and the City included a mitigation measure which provided that the Landmark Preservation Commission, a qualified architectural historian, and the city engineer were to agree upon solutions to mitigate any significant impacts to structural resources found to be historically significant by both the City Council and the City of Modesto Landmark Preservation Commission; and

WHEREAS, the Plaza Project, as proposed, calls for the demolition of the Covell Hotel, which has been nominated for listing on the National Register, listed on the California Register of Historic Resources, and identified as an important historical resource by the City of Modesto Landmark Preservation Commission; and

WHEREAS, on September 29, 1994, the City of Modesto's Environmental Assessment Committee determined that a supplement to the Plan EIR should be prepared for the Plaza Project, to address the Plaza Project's impact on the Covell Hotel; and

WHEREAS, in October, 1994, the Agency, again acting as lead agency, prepared the "Draft Supplemental Environmental Impact Report for the Plaza Project" ("Draft SEIR"), addressing the Plaza Project's impact to the Covell Hotel and analyzing potential measures and alternatives to mitigate or avoid this impact; and

WHEREAS, the Agency circulated the Draft SEIR for public review and comment for a 45-day period, through December 1, 1994. During this period, the Agency received 13 comments on the Draft SEIR from various persons, organizations, and public agencies. The Agency has prepared written responses to these comments; and

WHEREAS, the Final Supplemental Environmental Impact Report for the Plaza Project ("Final SEIR") consists of the Draft SEIR, the aforementioned comments received on the Draft SEIR, the aforementioned responses by the Agency to those comments, and a list of all persons, organizations, and public agencies commenting on the Draft SEIR, all as collected and prepared by the Agency; and

WHEREAS, on December 13, 1994, the Final SEIR, including the responses to comments, was delivered to all public agencies who commented on the draft SEIR; and

WHEREAS, on December 20, 1994, the Agency and the City Council of the City of Modesto held a duly noticed joint public hearing on the Plaza Project, at which they considered the information in the Plan EIR and the Final SEIR; and

WHEREAS, the Agency and the City Council continued the joint public hearing on the Plaza Project to December 27, 1994, to allow public agencies additional time to comment on the Plaza Project, on which date said public hearing was closed.

NOW, THEREFORE, THE REDEVELOPMENT AGENCY OF THE CITY OF MODESTO DOES HEREBY RESOLVE AS FOLLOWS:

Section 1. The Agency finds that the foregoing Recitals are true and correct and are incorporated herein as a part of this resolution.

Section 2. The Agency finds and certifies that the Final SEIR has been completed in compliance with CEQA, that the Final SEIR and the Plan EIR were presented to the Board of Directors of the Agency, and that the Board of Directors reviewed and considered the information contained in the Final SEIR and the Plan EIR prior to approving the Plaza Project.

Section 3. The Agency finds that consideration and approval of the Plaza Project constitutes an action taken pursuant to and in furtherance of the Redevelopment Plan.

Section 4. Pursuant to sections 21090 and 21166 of the Public Resources Code and sections 15162, 15163, and 15180 of the CEQA Guidelines, the Agency finds that there has been a change in the Redevelopment Plan as originally analyzed in the Plan EIR and approved by the Agency requiring a major revision in the Plan EIR, in that the mitigation measure of the Redevelopment Plan and the Plan EIR calling for the Landmark Preservation Commission, a qualified architectural historian, and the city engineer to agree upon solutions to mitigate any significant impacts to historical structural resources is being modified to exclude the Covell Hotel.

Section 5. With the exception noted in Section 4, the Agency finds (1) that the Plaza Project is within the scope of the Redevelopment Plan analyzed in the Plan EIR; (2) that there are no other changes to the Redevelopment Plan or in the circumstances under which the Redevelopment Plan is being implemented which require major revisions to the Plan EIR, and (3) that no other new information of substantial importance to the Redevelopment Plan has become available which could not have been known when the Plan EIR was certified and which shows new or substantially more severe environmental effects or new feasible mitigation measures or alternatives. With the exception noted in Section 4 as to the Covell Hotel, all mitigation measures previously imposed pursuant to the Plan EIR remain in full effect.

Section 6. Pursuant to Public Resources Code section 21084.1, the Agency finds the loss of the Covell Hotel to be a significant environmental impact of the Plaza Project. The Agency finds that the Plaza Project does not have any other potentially significant environmental impacts which were not already addressed in or otherwise within the scope of the Plan EIR.

Section 7. Pursuant to Public Resources Code section 21081, subdivision (a), the Agency finds that specific economic, legal, social, technological, and other considerations make infeasible the mitigation measures and alternatives identified in the Plan EIR and the Final SEIR to mitigate or avoid the identified significant impact to the Covell Hotel, for the specific reasons discussed at length in the Final SEIR and incorporated herein by reference. As explained in the Final SEIR, there are no feasible measures to mitigate the impact to the Covell Hotel. The Final

SEIR identifies four different sets of alternatives to the project which would avoid the Plaza Project's impacts on the Covell Hotel. Specifically, it analyzes alternatives which would (1) exclude the Covell property from the Plaza Project, (2) include the Covell Hotel within and as part of the Plaza Project, (3) move part of the Plaza Project, and (4) move the entire Plaza Project to other locations. As explained in the Final SEIR, each of these alternatives would have some combination of the following impacts:

1. **Increased Costs:** Most of the alternatives, including Alternatives (1), (2), and (3), would increase project costs by \$2 million to \$6 million. This increased cost alone renders such alternatives infeasible, as it would prevent all of the involved parties from being able to finance necessary improvements. The Agency's current proposed expenditures are the maximum it will have available for the Plaza Project, especially in light of numerous competing demands for the Agency's funds in other portions of the Redevelopment Plan. Likewise, the higher cost would force the developer to charge higher rents for retail areas beyond a level that can be supported in the market. The area is currently blighted, and higher rents would discourage new retail uses in an area where such uses have been moving out for many years.
2. **Reduction of Retail:** Some of the alternatives, including a variant of Alternative (3) suggested by the Modesto Landmark Preservation Commission, would decrease the amount of retail space by 34% to 46%. This impact alone renders such alternatives infeasible. This would significantly reduce the stream of revenue available to make the Plaza Project economically feasible. Given that a net positive cash flow from the Cinema is not expected for many years, the developer is dependent upon the cash flow from retail uses to finance its share of the Plaza Project. Reduction in retail space will limit the type and quality of retail establishments which can be attracted to the project, rendering these alternatives economically infeasible for the developer. Furthermore, as a planning matter, there needs to be a concentration of a significant amount of retail space to create the necessary synergy between office, cinema, and retail uses. Reduction in the amount of retail uses to the extent provided in the alternatives would substantially impede the creation of this needed synergy. The loss of retail space could not be compensated by using multiple-story retail, as the higher stories are already designated for office uses, and second story retail is much more difficult to market to potential tenants, especially given its inaccessibility to pedestrian traffic.
3. **Loss of Existing Retail:** While the Plaza Project as

proposed would result in the loss of only 10 existing businesses and 160,000 square feet of vacant buildings, some of the variants of Alternative (4) would result in the loss of 16 to 34 existing businesses plus additional residences and office buildings (and fewer vacant buildings). This impact alone renders such alternatives infeasible, due to the conflict with the Agency's goal of increasing the usage of buildings in the Redevelopment Plan area, rather than eliminating existing uses.

4. **Conflict with Redevelopment Master Plan:** The other variants of Alternative (4) would result in decentralizing retail uses in the downtown core, thus conflicting with the objectives of the Redevelopment Plan and discouraging new retail uses from locating in the downtown area. This impact alone renders such alternatives infeasible.
5. **Other Design Impacts:** As more fully described in the Final SEIR, the various alternatives have numerous other design impacts which combine to make them infeasible, as they would deprive existing and new retail uses of important pedestrian traffic which the Plaza Project was designed to attract, decrease the marketability of new retail spaces, require new uses to face the back side of blank walls (severely limiting their marketability), and interfere with anticipated future expansion of the convention center.

The Final SEIR also includes analysis of a "no project" alternative, which would not accomplish the objectives of the Plaza Project. In addition, a member of the public suggested as an alternative the conversion of the Covell into a senior residential facility. The preservation of the Covell for some other use was assumed in each of the alternatives analyzed in the draft SEIR. The use of the Covell specifically as a senior residential facility would not facilitate the objectives of the Redevelopment Plan for this area (i.e. concentrating office, retail, and entertainment uses) any more than any other use.

Section 8. Statement of Overriding Considerations.

Pursuant to Public Resources Code section 21081, subdivision (b), the Agency finds that specific overriding economic, legal, social, technological, and other benefits of the Plaza Project outweigh the significant impact to the Covell Hotel. The Plaza Project implements and promotes the goals of the Redevelopment Plan for this area, concentrating new retail, office, and entertainment uses into this otherwise blighted area and greatly improving the overall environmental quality of life in the downtown area. The Redevelopment Plan includes the following goals:

1. Concentration of office uses in the core downtown area, providing an employment base and daytime support for retail land uses.
2. Focus of new retail uses on 10th and J Streets. A substantial massing of businesses is necessary in order for retail to reestablish itself successfully downtown. Office uses, which only provide Monday-Friday daytime customers, are not sufficient. A large number of stores developed close to one another can help create the market synergy to survive.
3. Introduction of new entertainment uses, providing additional pedestrian traffic to support retail uses during non-business hours.

The Plaza Project is the Agency's first major effort to implement this downtown office core/retail/entertainment strategy, including all three components in a concentrated two-block downtown area in close proximity to the convention center and the Red Lion Hotel. Further, the Plaza Project will generate new tax revenue for the City and the Agency, and provide jobs for its residents and customers for its businesses. The Plaza Project's added business may also provide financial support for the renovation of other historical structures in the area. The Agency finds that these considerations override the adverse impacts of the Plaza Project.

Section 9. Pursuant to Public Resources Code section 21081.6, subdivision (a)(2), the Agency specifies that the documents which constitute the record of proceedings upon which its findings and decision herein are based shall be located in the offices of the Agency, and their custodian shall be the Executive Director of the Agency.

The foregoing resolution was introduced at a special meeting of the Redevelopment Agency of the City of Modesto held on the 27th day of December, 1994, by Agency Member Cogdill, who moved its adoption, which motion being duly seconded by Agency Member Friedman, was upon roll call carried and the resolution adopted by the following vote:

AYES: Agency Members: Cogdill, Dobbs, Friedman, Muratore, Chairman Lang

NOES: Agency Members: None

ABSENT: Agency Members: McClanahan and Patterson

ATTEST: Norrine Coyle
NORRINE COYLE, Secretary

(SEAL)

APPROVED AS TO FORM:

By Michael D. Milich
MICHAEL D. MILICH, General Counsel

**RESOLUTION OF THE REDEVELOPMENT AGENCY OF THE CITY OF
MODESTO APPROVING AND AUTHORIZING THE EXECUTION OF
A DISPOSITION AND DEVELOPMENT AGREEMENT BETWEEN
THE AGENCY AND WILMORE/REGENT PARTNERSHIP, a Georgia
general partnership, dba WILJAN MODESTO PARTNERSHIP**

WHEREAS, the Redevelopment Agency of the City of Modesto (the "Agency") is carrying out the Redevelopment Plan (the "Redevelopment Plan") for the Modesto Redevelopment Project (the "Project"); and

WHEREAS, the Agency has received a proposed Disposition and Development Agreement (the "DDA") from WILMORE/REGENT PARTNERSHIP, a Georgia general partnership, doing business as WILJAN MODESTO PARTNERSHIP (the "Developer"), providing for (a) the acquisition of certain property (the "Site") located within the City of Modesto, (b) the sale of a portion of the Site (the "Developer Parcels") to the Developer, and retention by the Agency of a portion of the Site (the "Agency Parcels"), and (c) the development by the Developer of a mixed-use center (the "Plaza Project"), including (i) retail uses, cinema complex and office space to be developed on the Developer Parcels and owned and operated by the Developer, (ii) public parking garage (the "Public Parking Garage") to be developed on a portion of the Agency Parcels and to be owned and operated by the Agency, (iii) school facilities improvements (the "School Facilities") to be developed by the Developer on a portion of the Agency Parcels (the "Schools Parcel"), to be owned by the School Districts (as defined below), and (iv) city hall improvements (the "City Hall") to be developed on a portion of the Agency Parcels (the "City Parcel"), to be owned and operated by the City of Modesto (the "City"); and

WHEREAS, in satisfaction of the Agency's obligations under agreements between the Agency and the Modesto School District, the Modesto High School District and the Stanislaus County Office of Education (collectively, the "School Districts") entered into pursuant to Health and Safety Code Section 33401, the Agency will contribute toward the costs for acquisition and the initial development and construction of the School Facilities for the School Districts to be located within the Project; and

WHEREAS, pursuant to the DDA, the Agency and Developer will enter into separate Public Improvements Development Agreement, attached to and incorporated into the DDA as Attachment No. 7, for development on the Agency Parcels of the Public Parking Garage, to be paid for by the Agency; the School Facilities, to be paid for by the School Districts with a contribution from the Agency, and to be subsequently conveyed to the School Districts; and the City Hall, to be paid for by the City, and to be subsequently conveyed to the City; and

WHEREAS, the Community Redevelopment Law of the State of California (Health and Safety Code Section 33000 *et seq.*) provides in Section 33431 that any sale or lease of Agency property may be made only after a public hearing of the Agency after publication of notice as provided by law; and

WHEREAS, the Community Redevelopment Law provides in Section 33433 that before any property acquired, in whole or in part, with tax increment monies, is sold or leased for development pursuant to a redevelopment plan, such sale or lease shall first be approved by the legislative body after a public hearing, that notice of the time and place of the hearing shall be published in a newspaper of general circulation in the community for at least two (2) successive weeks prior to the hearing, and that the Agency shall make available for public inspection a copy of the proposed sale or lease and a report containing specified information and the financial aspects of the proposal; and

WHEREAS, the Community Redevelopment Law provides in Section 33679 that before an agency commits to use tax increment funds for the purpose of paying all or part of the value of the land for, and the cost of the installation and construction of, any publicly owned building, other than parking facilities, the legislative body shall hold a public hearing, that notice of the time and place of the hearing shall be published in a newspaper of general circulation in the community for at least two (2) successive weeks prior to the hearing, and that a summary report shall be available for public inspection containing specified information; and

WHEREAS, pursuant to Section 33445 of the Community Redevelopment Law, the Agency is authorized, with the consent of the City Council, to pay all or part of the value of the land for and the cost of the installation and construction of any building, facility, structure or other improvement which is publicly owned either within or without the Project Area upon a determination by the City Council that such building, facility, structure or other improvement is of benefit to the Project Area or the immediate area in which the Project is located and that no other reasonable means of financing such building, facility, structure or other improvement are available to the community; and

WHEREAS, notice of public hearings by the City Council of the City of Modesto (the "City") and the Agency were published in the Modesto Bee on December 6, and December 13, 1994; and

WHEREAS, the Agency prepared a report pursuant to Section 33433 and 33679 of the Health and Safety Code containing a copy of the DDA and a summary describing the cost of the DDA to the Agency, the value of the property interest to be conveyed, the purchase price and other information required by said Sections 33433 and 33679, and said report was made available to the public for inspection; and

WHEREAS, the City Council and the Agency held a joint public hearing on December 20, 1994, in the City Council Chambers to consider and act on the

disposition and development of the Site and the construction of the publicly owned buildings pursuant to the DDA;

NOW, THEREFORE, THE REDEVELOPMENT AGENCY OF THE CITY OF MODESTO DOES HEREBY RESOLVE AS FOLLOWS:

Section 1. The Agency hereby finds and determines that the sale of the Developer Parcels to the Developer and development of the entire Site pursuant to the DDA will assist in the elimination of blight within the redevelopment project area and is consistent with the Five-Year Implementation Plan adopted by the Agency pursuant to Health and Safety Code Section 33490. This finding is based upon the fact that the Developer Parcels are being sold for purposes of development on the entire Site of a mixed-use center, including retail uses, cinema complex, office space, the School Facilities, the City Hall improvements and the Public Parking Garage, pursuant to the DDA and in accordance with and in implementation of the Redevelopment Plan. This finding is further based upon the additional facts and information contained in the Report prepared by the Agency pursuant to Health and Safety Code Sections 33433 and 33679.

Section 2. The Agency hereby finds and determines that the consideration for the Developer Parcels to be paid by the Developer is not less than the fair market value of the Developer Parcels at its highest and best use in accordance with the Redevelopment Plan. This finding is based upon the fact that the Developer is required to advance to the Agency, or pay directly to third parties, all costs for acquisition of the Developer Parcels, pursuant to the terms and conditions of the DDA. This finding is further based upon the facts and information contained in the Report prepared by the Agency pursuant to Health and Safety Code Sections 33433 and 33679.

Section 3. The Agency hereby finds and determines that the provision of the Public Parking Garage, School Facilities and other improvements by the Agency (collectively, the "Agency Improvements"), as provided in the DDA, is necessary to effectuate the purposes of the Redevelopment Plan. The Agency further finds and determines that the Agency Improvements are of benefit to the Project Area and the immediate neighborhood in which the project is located, that no other reasonable means of financing the Agency Improvements are available to the community, and that the payment of funds for the acquisition of land and the cost of such Agency Improvements will assist in the elimination of one or more blighting conditions inside the Project Area. The foregoing findings and determinations are based upon the facts and information contained in the Report prepared by the Agency pursuant to Health and Safety Code Sections 33433 and 33679.

Section 4. The Agency finds and determines that the publicly-owned improvements to be constructed by the Developer as part of the Plaza Project and to be owned by the Agency, School Districts and City, including without limitation the Public Parking Garage, the School Facilities and the City Hall, are so interwoven in terms of design and construction that it is infeasible to require those public

improvements to be designed or constructed separately by public bid. This finding is based upon the fact that the Plaza Project has been designed as an integral whole, and requiring that the publicly-owned elements of the Plaza Project be separately designed and constructed would result in ultimately higher costs to the Agency, School Districts and City.

Section 5. The Agency finds and determines that the project, including the development of the Site, is covered by a Final Environmental Impact Report for relating to the Modesto Redevelopment Project (SCH # 90021233), a program EIR certified by Agency Resolution No. 27-91 on November 5, 1991, and a Final Supplemental Environmental Impact Report relating to the Plaza Project, certified by Agency Resolution No. 17-94 on December 27, 1994, and that the Project incorporates all applicable mitigation measures identified in said Resolution Nos. 27-91 and 17-94 to reduce environmental impacts to less than a significant level except for the loss of an historic resource, the Covell Hotel, and as to such mitigation measures and environmental impacts, the Agency hereby adopts and incorporates by reference herein, to the extent applicable to the Project, those CEQA Findings, mitigation measures, monitoring plan and Statement of Overriding Considerations set forth in said Resolution Nos. 27-91 and 17-94.

Section 6. The Agency hereby approves the DDA in substantially the form on file with the Secretary of the Agency. The Agency further approves and authorizes the acquisition of the Site and sale of the Developer Parcels to the Developer, the conveyance of the Schools Parcel and the School Facilities to the School Districts, and the conveyance of the City Parcel and the City Hall to the City. The Agency hereby further approves the provision of the Agency Improvements by the Agency, including without limitation the Public Parking Facilities and the Agency's contribution toward the development of the School Facilities.

Section 7. The Executive Director and Secretary of the Agency are hereby authorized and directed to execute the DDA on behalf of the Agency, subject to any minor conforming, technical or clarifying changes approved by the Agency Counsel. The Executive Director and Secretary are hereby further authorized and directed to take such further actions and execute such documents as are necessary to carry out the DDA on behalf of the Agency, including without limitation the Public Improvements Development Agreements, attached to and incorporated in the DDA as Attachment No. 7, and all other actions and documents necessary for the acquisition, sale and development of the Site in accordance with the DDA.

The foregoing resolution was introduced at a special meeting of the Redevelopment Agency of the City of Modesto held on the 27th day of December, 1994, by Agency Member Cogdill, who moved its adoption, which motion being duly seconded by Agency Member Friedman, was upon roll call carried and the resolution adopted by the following vote:

AYES: Agency Members: Cogdill, Dobbs, Friedman, Muratore,
Chairman Lang

NOES: Agency Members: None

ABSENT: Agency Members: McClanahan and Patterson

ATTEST: Norrine Coyle
NORRINE COYLE, Secretary

(SEAL)

APPROVED AS TO FORM:

By Michael D. Milich
MICHAEL D. MILICH, General Counsel

RESOLUTION OF THE REDEVELOPMENT AGENCY OF THE CITY OF MODESTO APPROVING AND AUTHORIZING THE EXECUTION OF A SCHOOL FACILITIES AGREEMENT BETWEEN THE AGENCY, THE MODESTO CITY SCHOOL DISTRICT, THE MODESTO HIGH SCHOOL DISTRICT AND THE STANISLAUS COUNTY OFFICE OF EDUCATION AND MAKING CERTAIN FINDINGS RELATED THERETO

WHEREAS, the Redevelopment Agency of the City of Modesto (the "Agency") is carrying out the Redevelopment Plan (the "Redevelopment Plan") for the Modesto Redevelopment Project (the "Project"); and

WHEREAS, the Agency previously entered into separate agreements with the Modesto City School District, the Modesto High School District and the Stanislaus County Office of Education (collectively, the "School Districts"), pursuant to the provisions of Health and Safety Code Section 33401 in effect at the time of such agreements, which agreements (the "Pass-Through Agreements") were each dated November 5, 1991, and, among other things, committed the Agency to attempt to have constructed administrative office space in the project area for the Redevelopment Plan (the "Project Area") for the joint use of the School Districts; and

WHEREAS, the Agency and the Schools have mutually determined that in full satisfaction of the parties' obligations under the Pass-Through Agreements, they desire to provide for the development and construction of an administrative facility for the School Districts as provided herein and the conveyance of such facility to the School Districts; and

WHEREAS, the Agency is in the process of negotiating the terms of a Disposition and Development Agreement (the "DDA") with Wilmore/Regent Partnership, a Georgia general partnership, (the "Developer") for the disposition and development of certain real property within the Project Area (the "Site") as a mixed-use commercial center, which project is intended to act as a catalyst for downtown redevelopment, should strengthen weekday activity in the downtown core, create new destinations and uses for weeknight and weekend activities, and create spaces for community events and functions; and

WHEREAS, a portion of the development shall be for administrative office space for the School Districts (the "School Facilities"), in partial implementation of the intent of the Pass-Through Agreements;

WHEREAS, in accordance with the DDA and in satisfaction of the Agency's obligations under the Pass-Through Agreements, the Agency will contribute toward the costs for acquisition and the initial development and construction of the School Facilities; and

WHEREAS, pursuant to the DDA, the Agency and Developer will enter into a separate Public Improvements Development Agreement, attached to and incorporated into the DDA as Attachment No. 7, for development of the School Facilities, to be paid for by the School Districts with a contribution from the Agency, and to be subsequently conveyed to the School Districts; and

WHEREAS, the Agency and School Districts have prepared a School Facilities Agreement which sets forth the understandings and agreements of the parties relating to the development of the School Facilities; and

WHEREAS, the Community Redevelopment Law provides in Section 33679 that before an agency commits to use tax increment funds for the purpose of paying all or part of the value of the land for, and the cost of the installation and construction of, any publicly owned building, other than parking facilities, the legislative body shall hold a public hearing, that notice of the time and place of the hearing shall be published in a newspaper of general circulation in the community for at least two (2) successive weeks prior to the hearing, and that a summary report shall be available for public inspection containing specified information; and

WHEREAS, pursuant to Section 33445 of the Community Redevelopment Law, the Agency is authorized, with the consent of the City Council, to pay all or part of the value of the land for and the cost of the installation and construction of any building, facility, structure or other improvement which is publicly owned either within or without the Project Area upon a determination by the City Council that such building, facility, structure or other improvement is of benefit to the Project Area or the immediate area in which the Project is located and that no other reasonable means of financing such building, facility, structure or other improvement are available to the community; and

WHEREAS, notice of public hearings by the City Council of the City of Modesto (the "City") and the Agency were published in the Modesto Bee on December 6, and December 13, 1994; and

WHEREAS, the Agency prepared a report pursuant to Section 33679 of the Health and Safety Code containing the information required by said Section 33679, and said report was made available to the public for inspection; and

WHEREAS, the City Council and the Agency held a joint public hearing on December 20, 1994, in the City Council Chambers to consider and act on the construction of the publicly owned buildings, including the School Facilities, pursuant to the DDA;

NOW, THEREFORE, THE REDEVELOPMENT AGENCY OF THE CITY OF MODESTO DOES HEREBY RESOLVE AS FOLLOWS:

Section 1. The Agency hereby finds and determines that the provision of the School Facilities, in satisfaction of the Pass-Through Agreements and as provided in

the School Facilities Agreement, is necessary to effectuate the purposes of the Redevelopment Plan. The Agency further finds and determines that the School Facilities are of benefit to the Project Area and the immediate neighborhood in which the project is located, that no other reasonable means of financing the Agency's portion of the costs for the School Facilities are available to the community, and that the payment of funds for the acquisition of land and the cost of such School Facilities will assist in the elimination of one or more blighting conditions inside the Project Area. The foregoing findings and determinations are based upon the fact that the Agency's contribution toward the development of the School Facilities will satisfy the obligations of the Agency under the Pass-Through Agreements, as more fully set forth in the School Facilities Agreement. The foregoing findings and determinations are further based upon the facts and information contained in the Report prepared by the Agency pursuant to Health and Safety Code Section 33679, and further based upon the findings and determinations of the School Districts contained in Resolution No. 94/95-15 of the Modesto City School District, adopted on December 12, 1994, Resolution No. 94/95-15 of the Modesto High School District, adopted on December 12, 1994, and Resolution No. 94-21 of the Stanislaus County Office of Education, adopted on December 13, 1994.

Section 2. The Agency finds and determines that the project provided for under the DDA, including the development of the School Facilities, is covered by a Final Environmental Impact Report for relating to the Modesto Redevelopment Project (SCH # 90021233), a program EIR certified by Agency Resolution No. 27-91 on November 5, 1991, and a Final Supplemental Environmental Impact Report relating to the Plaza Project, certified by Agency Resolution No. 17-94 on December 27, 1994, and that the Project incorporates all applicable mitigation measures identified in said Resolution Nos. 27-91 and 17-94 to reduce environmental impacts to less than a significant level except for the loss of an historic resource, the Covell Hotel, and as to such mitigation measures and environmental impacts, the City Council hereby adopts and incorporates by reference herein, to the extent applicable to the Project, those CEQA Findings, mitigation measures, monitoring plan and Statement of Overriding Considerations set forth in said Resolution Nos. 27-91 and 17-94.

Section 3. The Agency finds and determines that the publicly-owned School Facilities to be constructed by the Developer as part of the Plaza Project and to be owned by the School Districts are so interwoven in terms of design and construction that it is infeasible to require the publicly-owned School Facilities to be designed or constructed separately by public bid. This finding is based upon the fact that the Plaza Project has been designed as an integral whole, and requiring that the publicly-owned elements of the Plaza Project, including the School Facilities, be separately designed and constructed would result in ultimately higher costs to the Agency, School Districts and City.

Section 4. The Agency hereby approves the School Facilities Agreement in substantially the form on file with the Secretary of the Agency. The Agency further approves and authorizes the conveyance of the Schools Parcel and the School

Facilities to the School Districts, as provided for under the School Facilities Agreement and the DDA. The Agency hereby further approves the Agency's contribution toward the development of the School Facilities.

Section 5. The Executive Director and Secretary of the Agency are hereby authorized and directed to execute the School Facilities Agreement on behalf of the Agency, subject to any minor conforming, technical or clarifying changes approved by the Agency Counsel. The Executive Director and Secretary are hereby further authorized and directed to take such further actions and execute such documents as are necessary to carry out the School Facilities Agreement on behalf of the Agency, including without limitation all actions and documents necessary for the development and conveyance of the School Facilities in accordance with the DDA and the School Facilities Agreement.

The foregoing resolution was introduced at a special meeting of the Redevelopment Agency of the City of Modesto held on the 27th day of December, 1994, by Agency Member Cogdill, who moved its adoption, which motion being duly seconded by Agency Member Friedman, was upon roll call carried and the resolution adopted by the following vote:

AYES: Agency Members: Cogdill, Dobbs, Friedman, Muratore, Chairman Lang

NOES: Agency Members: None

ABSENT: Agency Members: McClanahan and Patterson

ATTEST: Norrine Coyle
NORRINE COYLE, Secretary

(SEAL)

APPROVED AS TO FORM:

By Michael D. Milich
MICHAEL D. MILICH, General Counsel

**RESOLUTION OF THE REDEVELOPMENT AGENCY OF THE CITY OF
MODESTO APPROVING AND AUTHORIZING THE EXECUTION OF A
PUBLIC FACILITIES AGREEMENT BETWEEN THE AGENCY AND THE CITY
OF MODESTO AND MAKING CERTAIN FINDINGS RELATED THERETO**

WHEREAS, the Redevelopment Agency of the City of Modesto (the "Agency") is carrying out the Redevelopment Plan (the "Redevelopment Plan") for the Modesto Redevelopment Project (the "Project"); and

WHEREAS, the Agency is in the process of negotiating the terms of a Disposition and Development Agreement (the "DDA") with Wilmore/Regent Partnership, a Georgia general partnership, (the "Developer") for the disposition and development of certain real property within the Project Area (the "Site") as a mixed-use commercial center, which project is intended to act as a catalyst for downtown redevelopment, should strengthen weekday activity in the downtown core, create new destinations and uses for weeknight and weekend activities, and create spaces for community events and functions; and

WHEREAS, a portion of the development shall be for administrative office space for the City (the "City Hall"); and

WHEREAS, pursuant to the DDA, the Agency and Developer will enter into a separate Public Improvements Development Agreement, attached to and incorporated into the DDA as Attachment No. 7, for development of the City Hall, to be paid for by the City and to be subsequently conveyed by the Agency to the City; and

WHEREAS, the Agency and City have prepared a Public Facilities Agreement which sets forth the understandings and agreements of the parties relating to the development of the City Hall; and

WHEREAS, in connection with the consideration and approval of the DDA, the Agency prepared a report pursuant to Health and Safety Code Sections 33433 and 33679 containing the information required by said Sections, and the City Council and the Agency held a duly noticed joint public hearing on December 20, 1994, in the City Council Chambers to consider and act upon the acquisition, disposition and development of the Site pursuant to the DDA, and other issues relating to the development of the project;

**NOW, THEREFORE, THE REDEVELOPMENT AGENCY OF THE CITY OF
MODESTO DOES HEREBY RESOLVE AS FOLLOWS:**

Section 1. The Agency hereby finds and determines that no tax increments will be used, directly or indirectly, in the acquisition of that portion of the Site upon which the City Hall will be constructed (the "City Parcel"). The foregoing finding

and determination is based upon the fact that, pursuant to the DDA and the Public Facilities Agreement, the City is required to pay all costs associated with the acquisition and development of the City Parcel and the City Hall improvements to be constructed thereon.

Section 2. The Agency finds and determines that the development of the project in accordance with the DDA, including the development of the City Hall, is covered by a Final Environmental Impact Report relating to the Modesto Redevelopment Project (SCH # 90021233), a program EIR certified by Agency Resolution No. 27-91 on November 5, 1991, and a Final Supplemental Environmental Impact Report relating to the Plaza Project, certified by Agency Resolution No. 17-94 on December 27, 1994, and that the Project incorporates all applicable mitigation measures identified in said Resolution Nos. 27-91 and 17-94 to reduce environmental impacts to less than a significant level except for the loss of an historic resource, the Covell Hotel, and as to such mitigation measures and environmental impacts, the Agency hereby adopts and incorporates by reference herein, to the extent applicable to the Project, those CEQA Findings, mitigation measures, monitoring plan and Statement of Overriding Considerations set forth in said Resolution Nos. 27-91 and 17-94.

Section 3. The Agency hereby approves the Public Facilities Agreement in substantially the form on file with the Agency Secretary.

Section 4. The Executive Director of the Agency is hereby authorized and directed to execute the Public Facilities Agreement on behalf of the Agency, subject to any minor conforming, technical or clarifying changes approved by Agency Counsel, and is further authorized to take such further actions and execute such documents as are necessary to carry out the Public Facilities Agreement on behalf of the Agency. The Executive Director is hereby further authorized and directed to take such actions as may be appropriate to facilitate the issuance of bonds or the establishment of such other financing mechanism as appropriate by the City to cover the City's costs and obligations for development of the City Hall as provided for under the Public Facilities Agreement and the DDA.

The foregoing resolution was introduced at a special meeting of the Redevelopment Agency of the City of Modesto held on the 27th day of December, 1994, by Agency Member Cogdill, who moved its adoption, which motion being duly seconded by Agency Member Friedman, was upon roll call carried and the resolution adopted by the following vote:

AYES: Agency Members: Cogdill, Dobbs, Friedman, Muratore, Chairman Lang

NOES: Agency Members: None

ABSENT: Agency Members: McClanahan and Patterson

ATTEST: Norrine Coyle
NORRINE COYLE, Secretary

(SEAL)

APPROVED AS TO FORM:

By Michael D. Milich
MICHAEL D. MILICH, General Counsel