

RECORDING REQUESTED

BY CITY OF SAN JOSE:

WITHOUT FEE UNDER SECTION 6103 GOVERNMENT CODE OF THE STATE OF CALIFORNIA

When Recorded, Return To:
City of San Jose
200 East Santa Clara Street
San Jose, CA 95113
Attn: City Clerk, 2nd Floor West Wing

Final Tract No. 9275

**FIRST AMENDMENT TO SETTLEMENT AND PARKLAND
AGREEMENT BETWEEN
CITY OF SAN
JOSE AND
FRIT SAN JOSE TOWN AND COUNTY VILLAGE,
LLC AND
RESTRICTIONS AND COVENANTS RELATING TO
PRIVATE RECREATIONAL IMPROVEMENTS**

This FIRST AMENDMENT TO PARKLAND AGREEMENT ("First Amendment") is made and entered into by and between the CITY OF SAN JOSE, a municipal corporation of the State of California (hereinafter "CITY"), and FRIT SAN JOSE TOWN AND COUNTRY VILLAGE, LLC, a California Limited Liability Company (hereinafter "DEVELOPER") as of the date of City's execution ("Effective Date"). Each of CITY and DEVELOPER are sometimes hereinafter referred to as a "PARTY" and collectively as the "PARTIES."

RECITALS

WHEREAS, on December 5, 2006, CITY and DEVELOPER entered into an agreement entitled "SETTLEMENT AND PARKLAND AGREEMENT BETWEEN CITY OF SAN JOSE AND FRIT SAN JOSE TOWN AND COUNTY VILLAGE, LLC" ("PARKLAND AGREEMENT") under which DEVELOPER agreed to satisfy its Parkland Dedication Obligation Tract No. 8907 for the subdivision of real property located at the southeasterly corner of Stevens Creek Boulevard and Winchester Boulevard ("PROJECT"), in the City of San José; and

WHEREAS, under the PARKLAND AGREEMENT, DEVELOPER's total Parkland Dedication Obligation for the PROJECT consisted of a parkland obligation of 8.25 acres, which when converted to a park impact in-lieu fee equaled \$7,506,250 (1201 units x \$6250). Per the PARKLAND AGREEMENT, DEVELOPERS compliance with the PDO/PIO obligation was to be met through the construction of on-site Private Recreation totaling 50,000 gross square feet, the cash value of which equals \$2,924,240. The remainder of the obligation was met through a \$25,000 credit for previous work toward potential parkland acquisition and the payment of a \$4,557,010 park impact in-lieu fee; all as further described in the PARKLAND AGREEMENT; and

WHEREAS, the PARKLAND AGREEMENT was recorded in the Office of Santa Clara County Clerk-Recorder on March 7, 2007 as document 19329927; and

WHEREAS, building permits have been issued for a majority of residential units in the PROJECT and construction of all Private Recreation Improvements have been completed, except for those intended for Santana Row Parcel 12 and Santana Row Plaza; and

WHEREAS, the Parties desire to enter into this First Amendment to the ORIGINAL PARKLAND AGREEMENT to replace ATTACHMENT A and ATTACHMENT B in its entirety with the attached REVISED ATTACHMENT A and ATTACHMENT B that is

RD:JVP:LCP
11/28/12

Recreation Improvements constructed to date and delineate changes to the Private Recreation Improvements previously constructed as part of the PROJECT;

NOW, THEREFORE, THE PARTIES HEREBY AGREE TO AMEND THE AGREEMENT AS FOLLOWS:

SECTION 1. ATTACHMENT A is amended and replaced in its entirety as shown in REVISED ATTACHMENT A, attached and incorporated into this First Amendment.

SECTION 2. ATTACHMENT B is amended and replaced in its entirety as shown in REVISED ATTACHMENT B, attached and incorporated into this First Amendment.

SECTION 3. All of the terms and conditions of the ORIGINAL PARKLAND AGREEMENT not modified by this First Amendment shall remain in full force and effect.

RDJVP:LCP
11/28/12

WITNESS THE EXECUTION HEREOF on the day and year hereinafter written by City.

APPROVED AS TO FORM:

CITY OF SAN JOSE, a municipal
corporation

JON CALEGARI Deputy City Attorney

By: _____
TONI J. TABER, CMC
Acting City Clerk

Date: _____

DEVELOPER

FRIT SAN JOSE TOWN AND
COUNTRY VILLAGE, LLC

By: _____

Seth Bland
Senior Vice President, Regional
Development
365 Santana Row, Suite 1005
San Jose, CA 95128

- * All Developer/Owner's signatures must be accompanied by an attached notary acknowledgement.
- * Proof of authorization for Developer's/Owner's signatures is required to be submitted concurrently with this Agreement.

ACKNOWLEDGMENT

A notary public or other officer completing this certificate verifies only the identity of the individual who signed the document to which this certificate is attached, and not the truthfulness, accuracy, or validity of that document.

State of California

County of Santa Clara

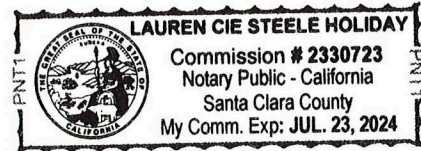
On November 8, 2021 before me, Lauren Cie Steele Holiday, Notary Public
(insert name and title of the officer)

personally appeared Seth Bland,
who proved to me on the basis of satisfactory evidence to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

I certify under PENALTY OF PERJURY under the laws of the State of California that the foregoing paragraph is true and correct.

WITNESS my hand and official seal.

Signature [Signature] (Seal)



REVISED ATTACHMENT A



DATE	AGREEMENT	CRITERIA: SUMMARY OF REQUIREMENTS TERMS OF AGREEMENT
03.07.2007	Settlement and Parkland Agreement See Appendix A	<p>1. Two hotels and 1201 units approved, required dedication or in lieu reimbursements for land and improvements totaling 50,000 gross square feet of improved on-site recreation space.</p> <p>2. Proposed to convert the park dedication to an in lieu fee based on the following:</p> <p>FEE BASIS:</p> <p>1201 units x 2.29 persons/unit</p> <p>.003 Acre/Person = 8.25 ac.</p> <p>1201 units x \$6,250 = \$7,506,250</p> <p>LESS CREDITS:</p> <p>Private Recreation Credits referenced above equaling:</p> <p>\$2,924,240</p> <p>plus \$25,000 deposit (appraisal fee)</p> <p>FEE BASIS: -\$7,506,250</p> <p>CREDIT: +\$2,924,240</p> <p><u>DEPOSIT: + \$25,000</u></p> <p> =\$4,557,010</p>
05.27.2016	Planned development permit PD15-068 See Appendix B	<p>1. Approved demolition of 47 M.F. units, approved construction of 110 M.F. units.</p> <p>2. 110 units are part of the 395 unbuilt and previously entitled Santana Row expansion FEIR, therefore no additional parkland dedication or fee is required.</p>



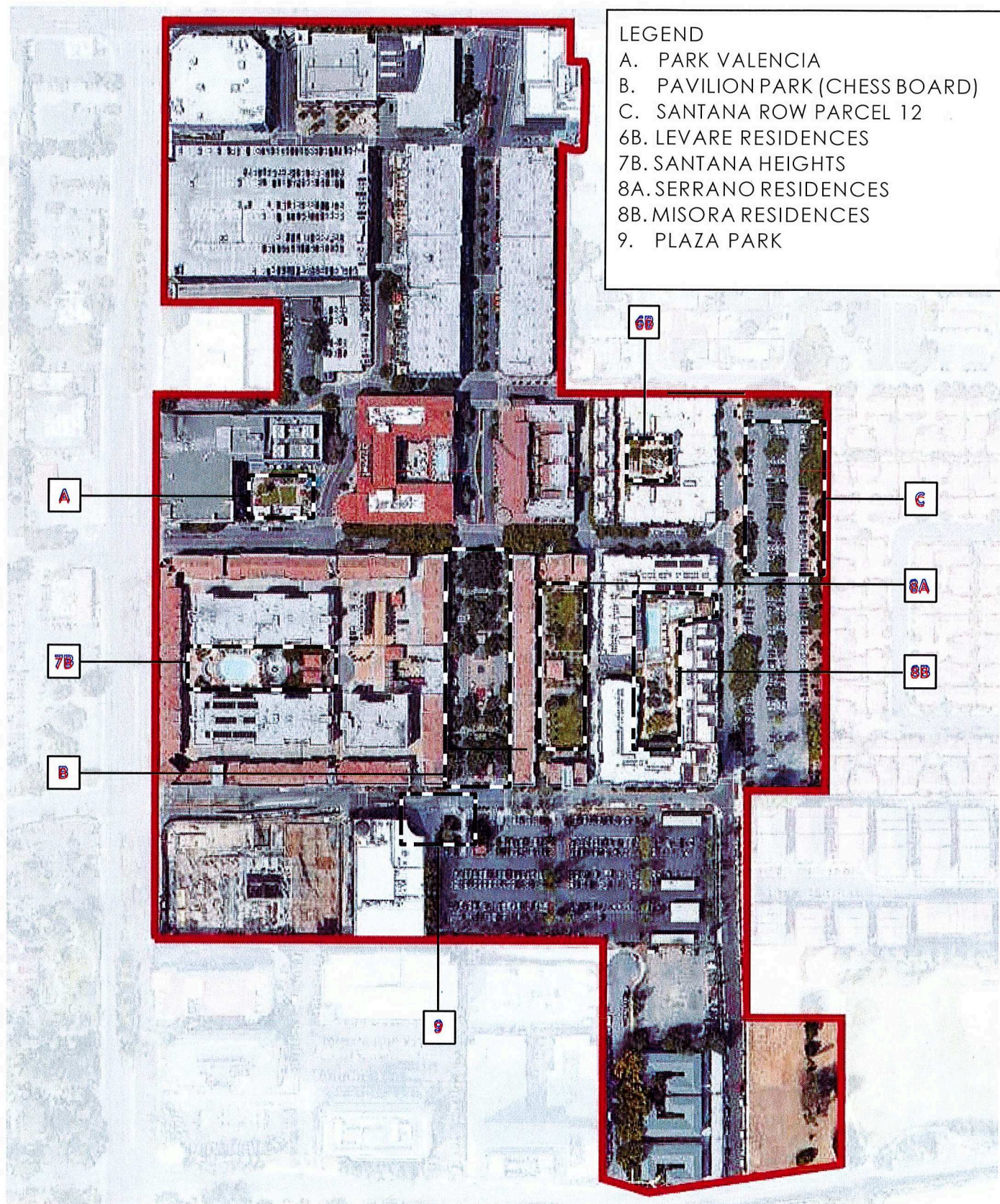
REVISED ATTACHMENT B

SANTANA ROW RECREATION

CONTENTS

- 1 OVERALL SITE KEY MAP
- 2 CRITERIA: SUMMARY OF REQUIREMENTS
- 3 INVENTORY
- 4 CALCULATIONS

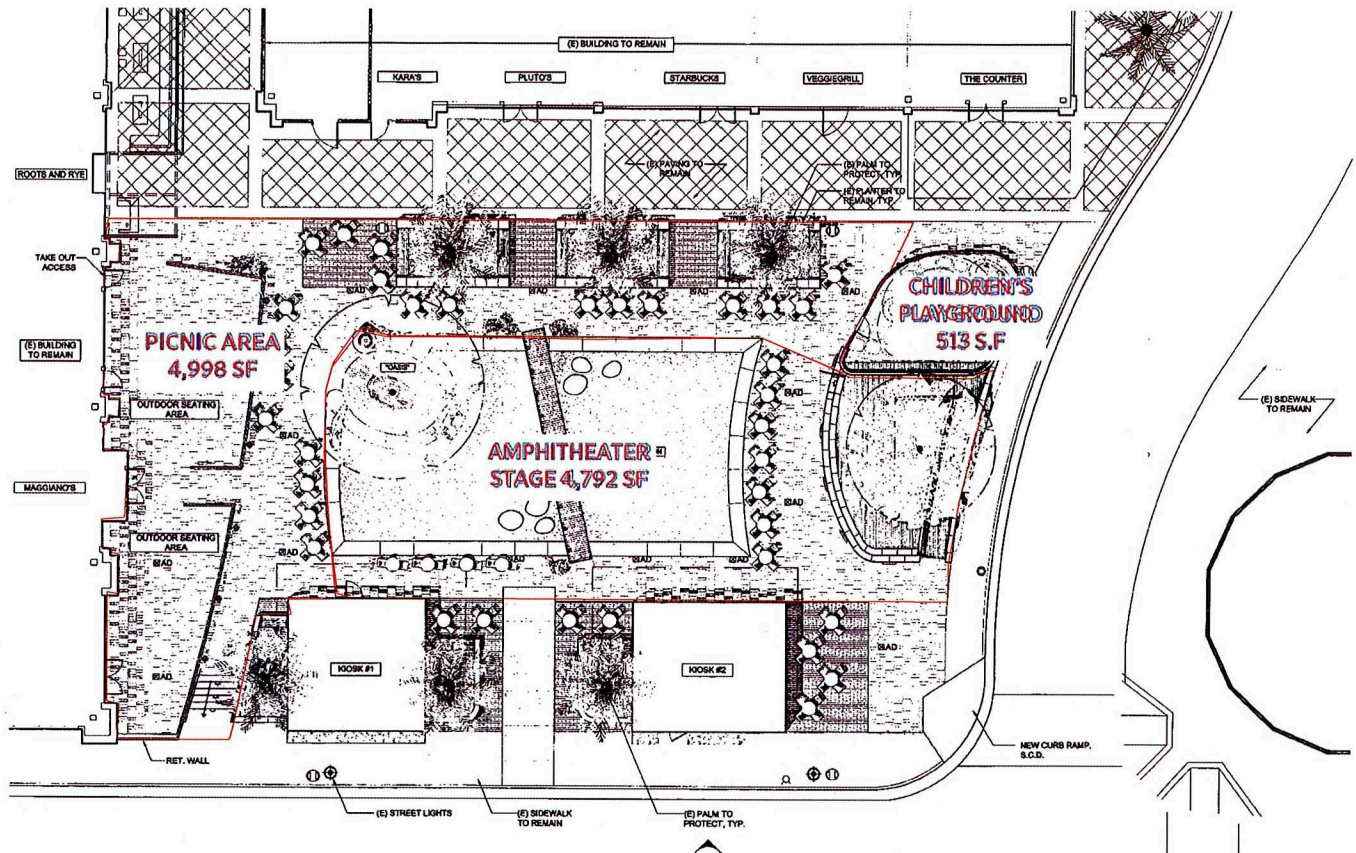
OVERALL SITE KEYMAP



OVERALL SITE KEYMAP

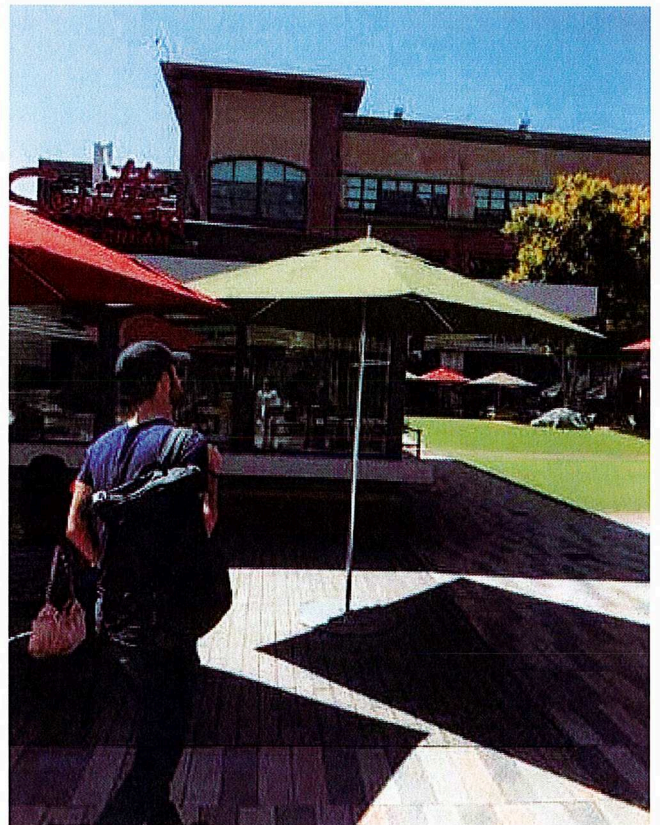
PRIVATE RECREATION AMENITY ASSESSMENT

Map Location	Building/Amenity Name	Items	Size (SQ Ft.)
6B	Lezare	Picnic Area	284
		Picnic Area	2,931
7B	Santana Heights	Pool Area	3,400
		Picnic Area	2,700
		Picnic Area	944
		Recreation Room, Fitness	3,864
		Picnic Area	3,360
8A	Serrano	Community Room, Outdoor	4,191
		Picnic Area	8,848
8B	Misora	Pool Area	9,048
		Picnic Area	4,921
		Recreation Room	279
		Recreation Room	237
		Recreation Room	196
		Recreation Room, Media Room	1,038
		Theater Room	266
		Community Room, Community Kitchen	1,210
		Recreation Room, Fitness	1,700
		Recreation Room, Rooftop	1,411
		Picnic Area, Rooftop	3,822
9	700 Santana Row	Plaza Park	8,495
C	Future Private Rec	Recreation Room	7,610
A	Park Valencia	Outdoor Park	10,303
B	Santana Row Park	Outdoor Park	5,500
Total Recreation Provided			86,558

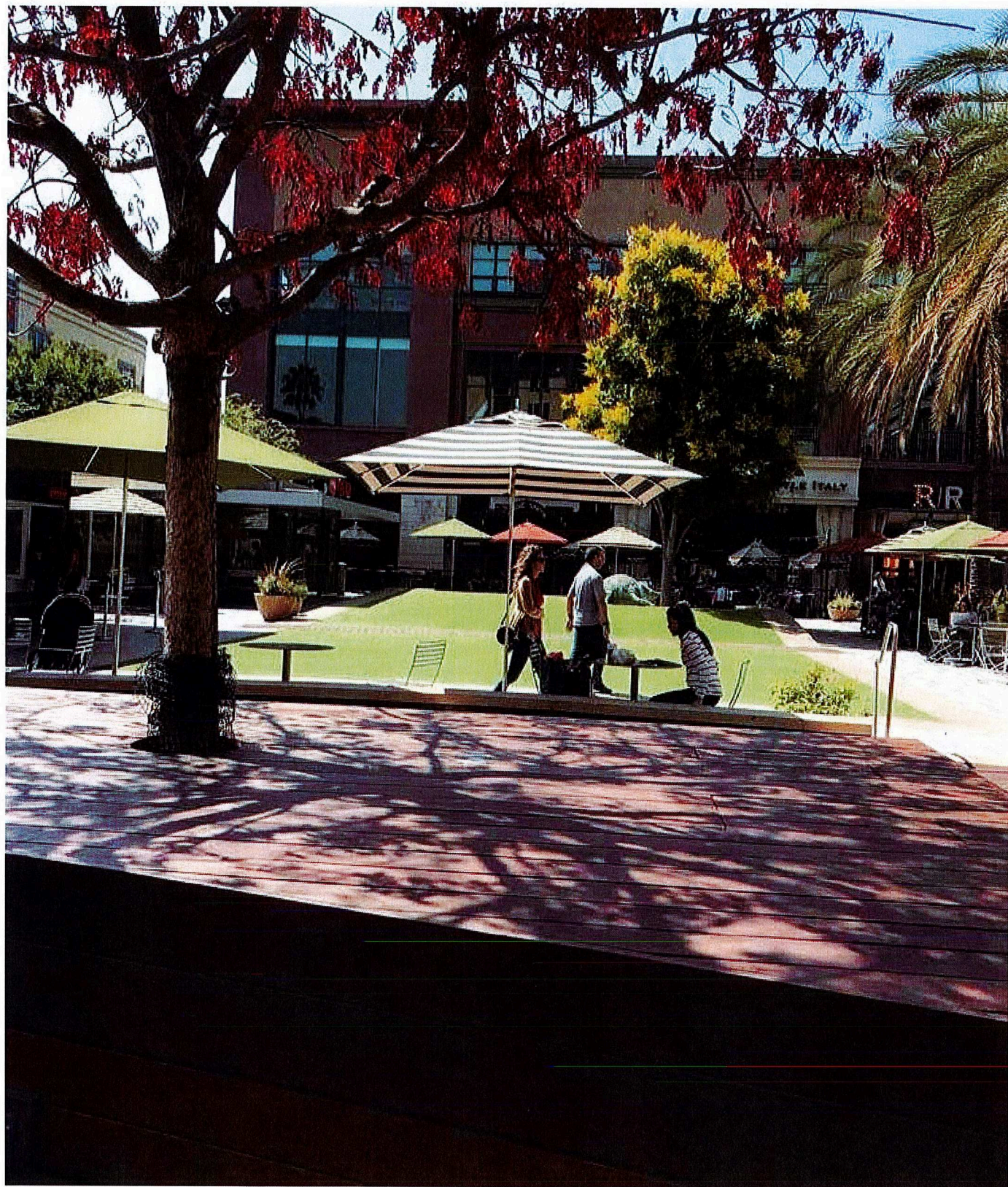


PARK VALENCIA

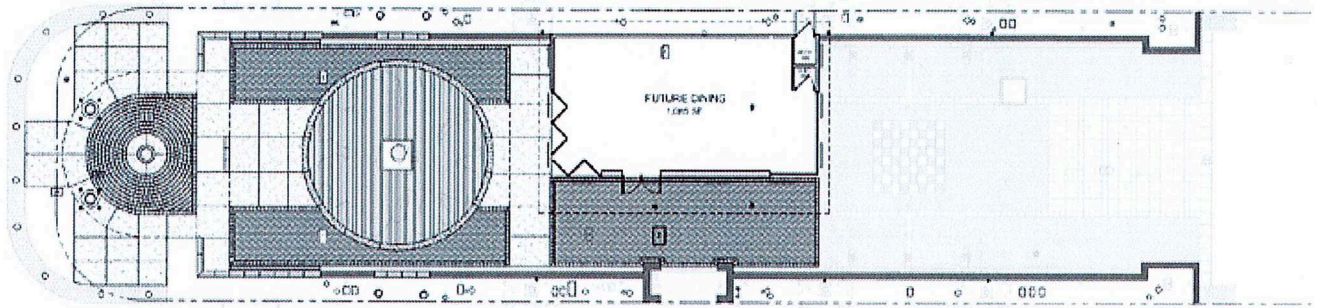
As a central plaza surrounded by retail, Park Valencia offers opportunities for passive and active recreation with a children's play area, chairs and tables for socializing, and amphitheater and synthetic turf open space for community gathering.



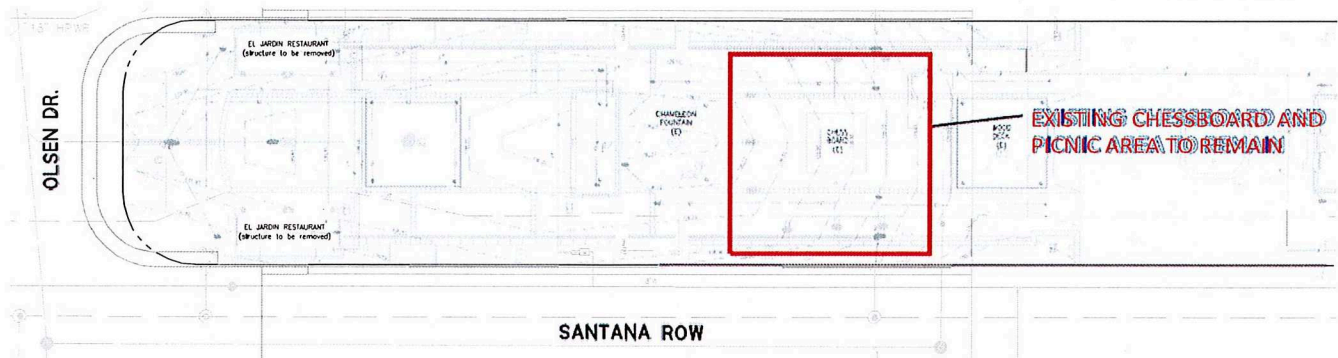
SANTANA ROW RECREATION 5



SANTANA ROW



PROPOSED PLAN



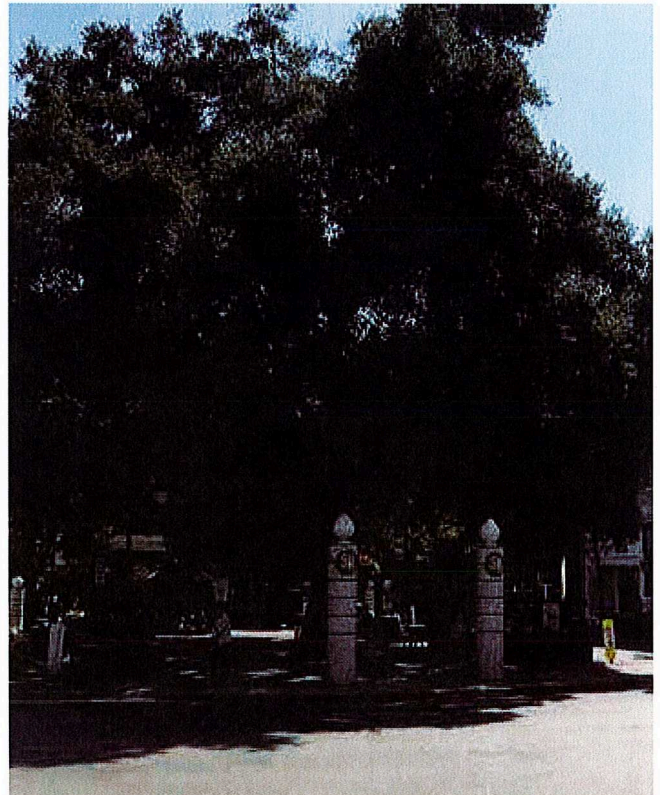
EXISTING CONDITIONS PLAN

SANTANA ROW PARK (PAVILION CHESSBOARD)

The Pavilion at Santana Row was originally constructed in January 2003, and has been in continuous operation since then. The project is currently going through a renovation design process and will be ready for demolition and reconstruction of the building only in the Spring of 2019.

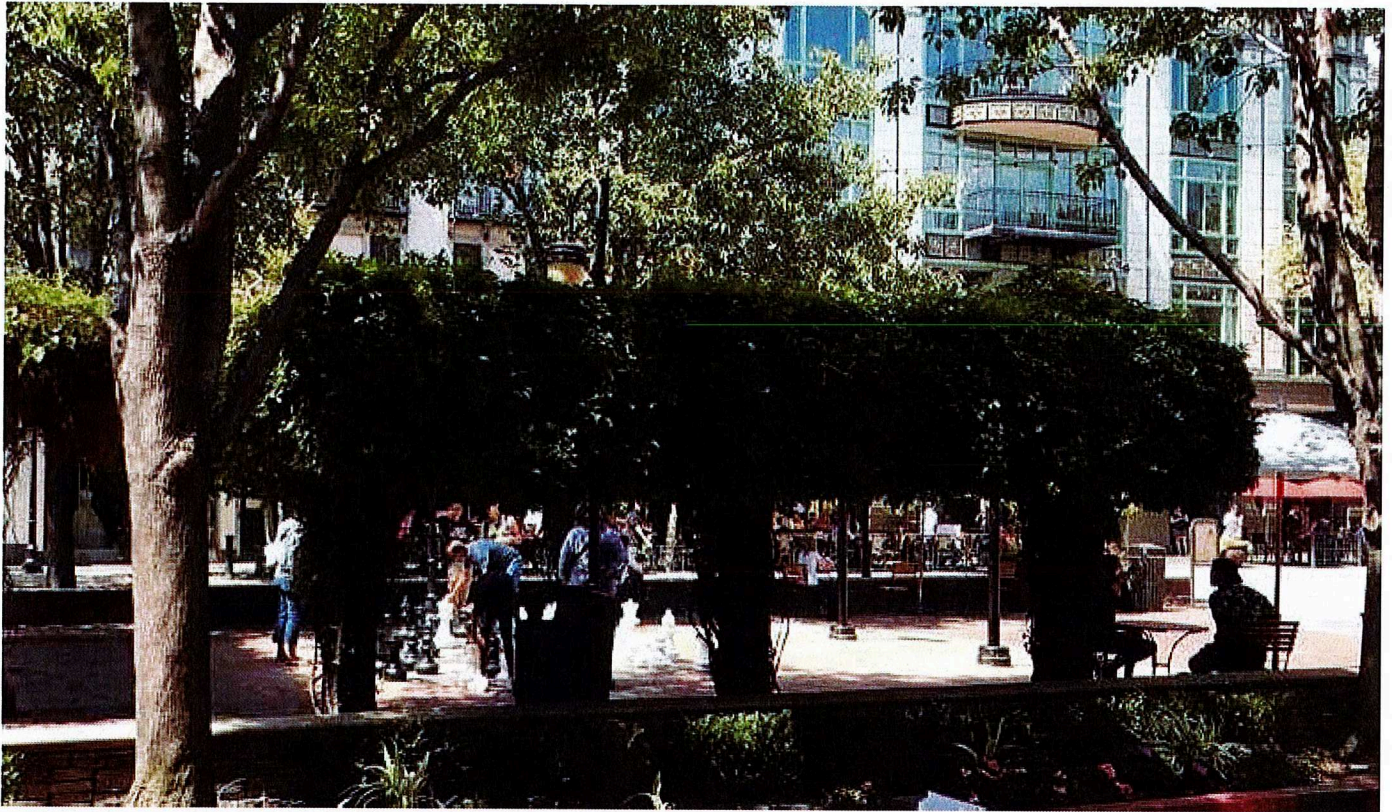
The project includes a large scale in-ground chess board with large chess pieces for visitors to conduct a chess match in the park setting. This area will not be modified by the construction project. The site contains numerous outdoor dining tables, chairs, shade trees and a fountain to make it a destination amenity in the heart of the restaurant district of Santana Row.

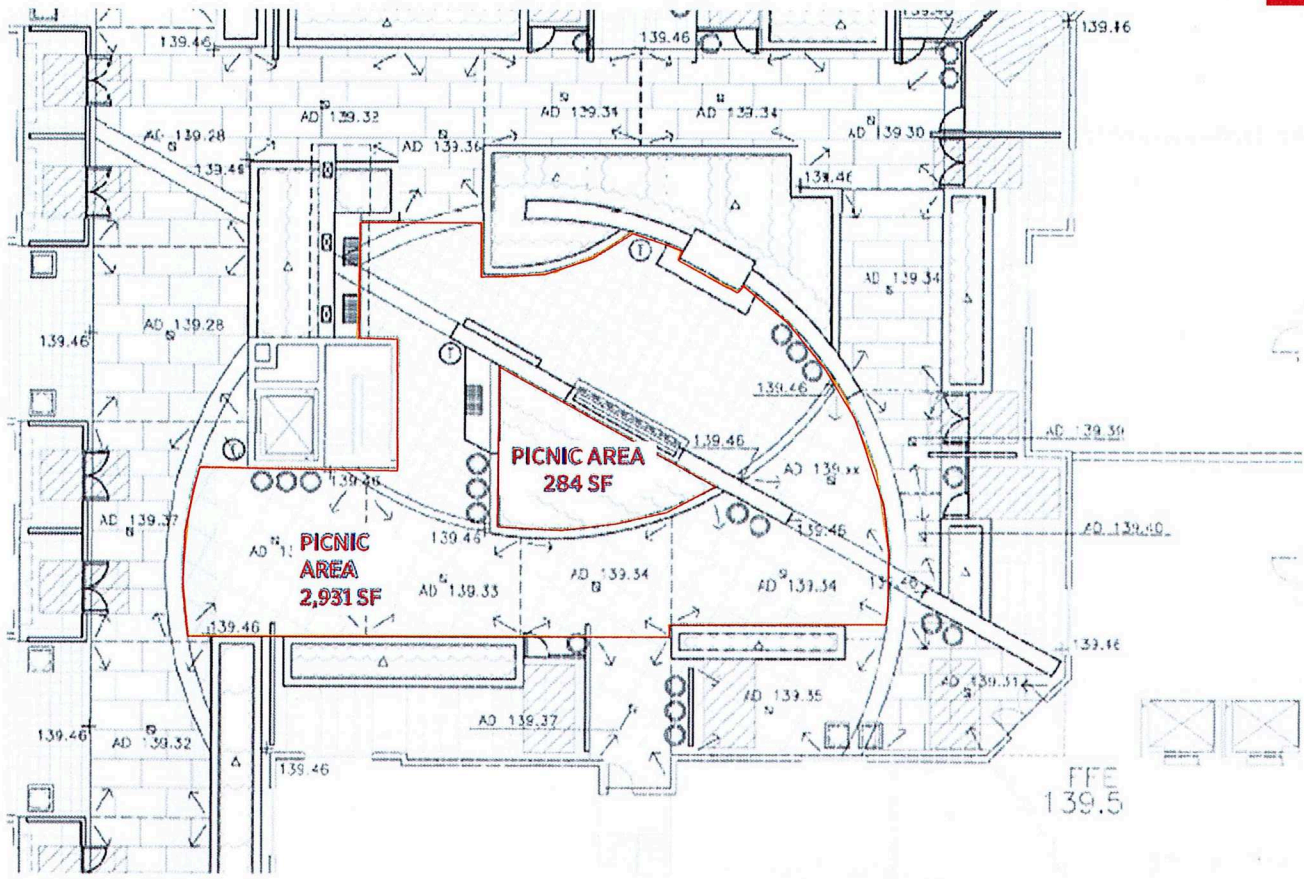
The large chessboard and picnic areas will not be affected by the construction project. Picnic and dining areas will be expanded by the project, resulting in larger recreation space available to the community.



SANTANA ROW RECREATION 7

INVENTORY





6B LEVARE RESIDENCES PICNIC PARK

The Levare residential building was constructed to provide recreation amenities in a common area courtyard setting. It provides large shaded picnic opportunities, numerous barbecue grills, tables and chairs, intimate seating arrangements, seatwalls, a fireplace and a decorative waterfall fountain. Recreation and picnic areas total 3,215 square feet on this site.



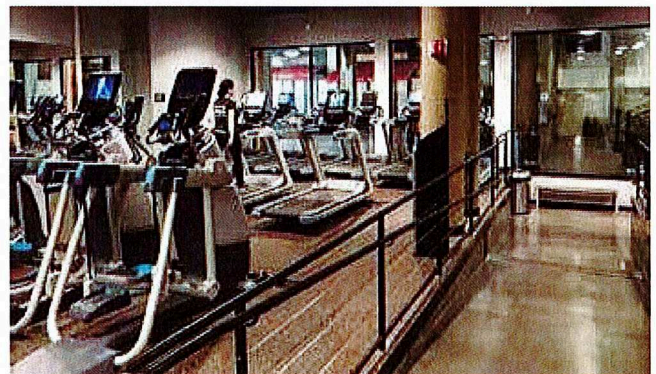
INVENTORY



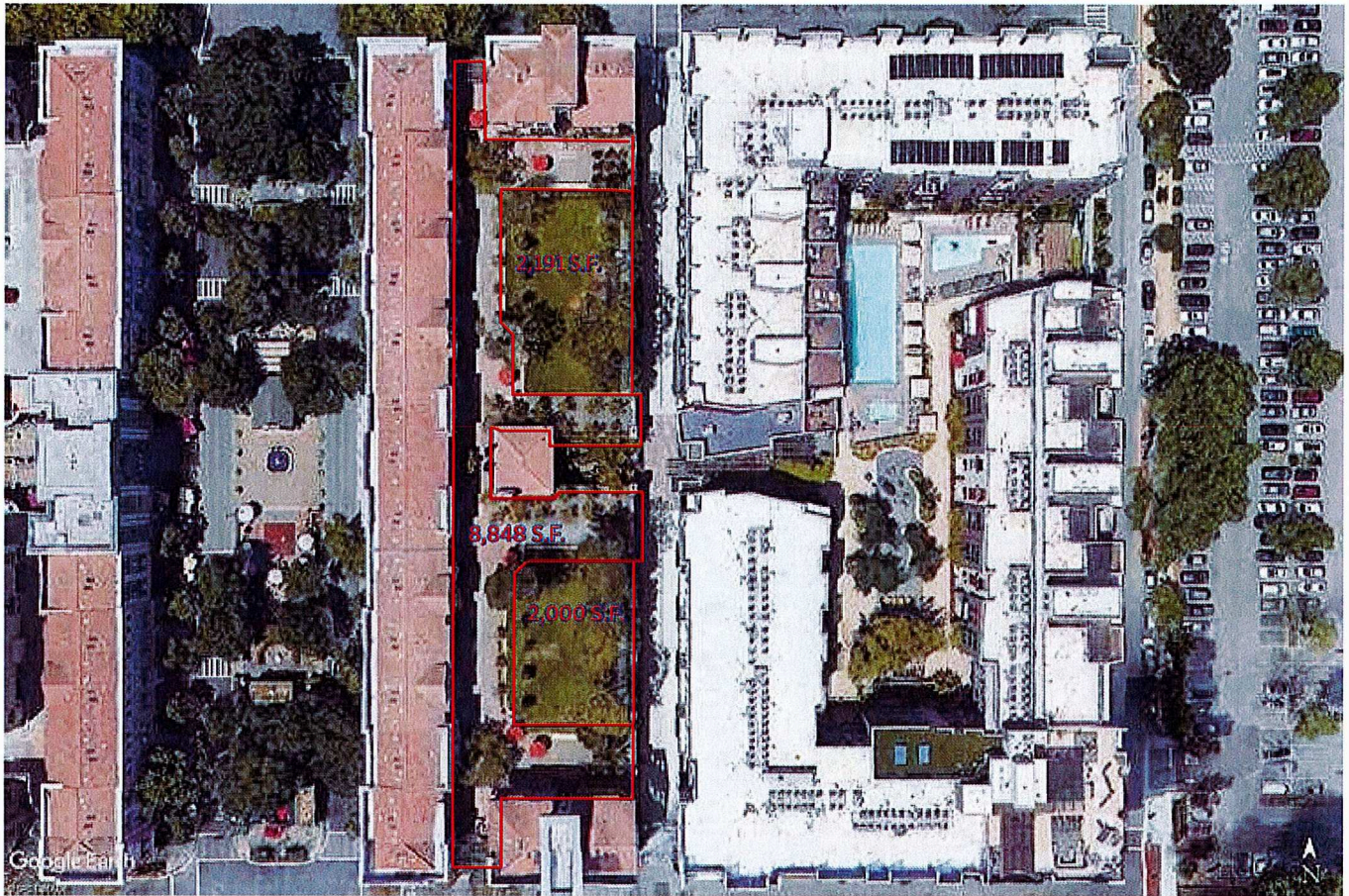


7B SANTANA HEIGHTS FITNESS STUDIO AND BARBECUE AREA

Santana Heights houses the fitness studio, which has equipment for active recreation including weightlifting, running and cross-training. The outdoor area has barbecues, and tables, chair and umbrellas for outdoor dining. Recreation amenities total 7,224 square feet in these areas.

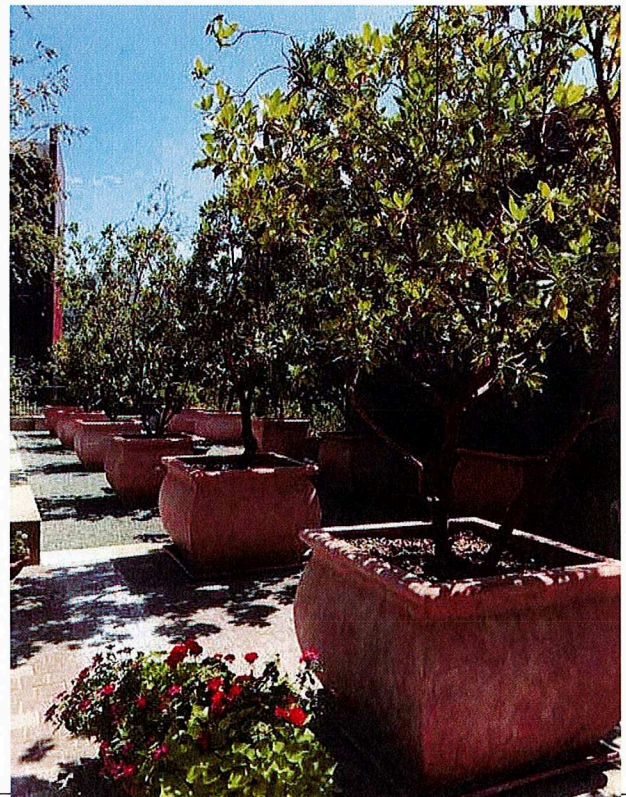






8A SERRANO RESIDENCES COURTYARD

Serrano apartments were constructed around active and passive recreation opportunities in the courtyard spaces. Lounging decks, picnic opportunities, and open multi-use lawn areas provide volleyball and badminton areas and dog walking opportunities. Large group picnic tables and barbecue grills are provided for families to entertain small and large gatherings. The combined active and passive spaces in the courtyards total 13,039 square feet.



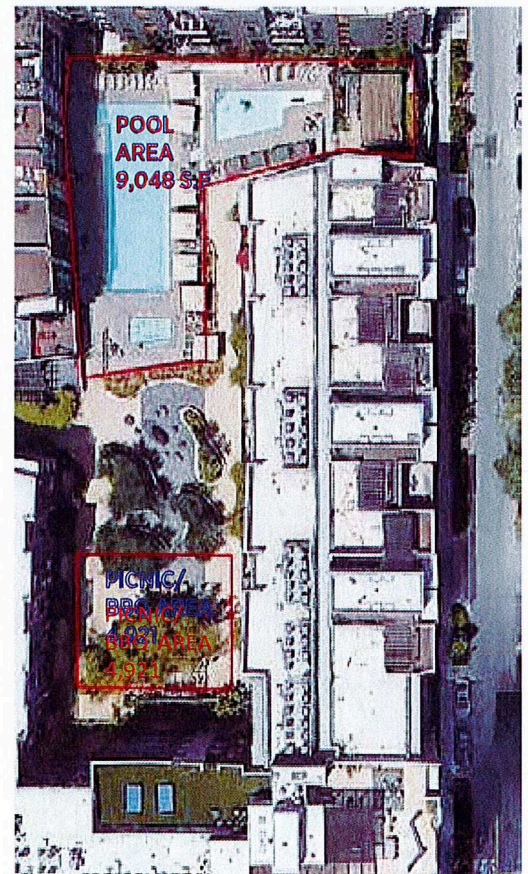


INVENTORY

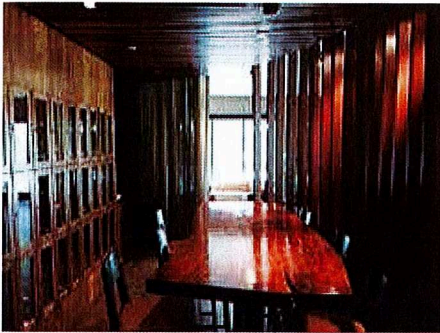


8B MISORA RESIDENCES OUTDOOR AMENITIES

The courtyard spaces constructed at Misora apartments provide active and passive recreation opportunities for programming, such as lap swimming, water volleyball, group water aerobics as well as family and individual recreation swimming, sunbathing, picnics, barbecues, socialization and passive contemplation opportunities. The recreation spaces in this area total 13,969 square feet.



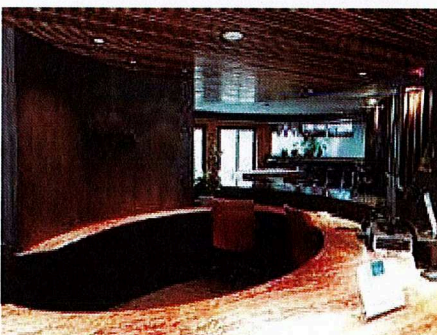
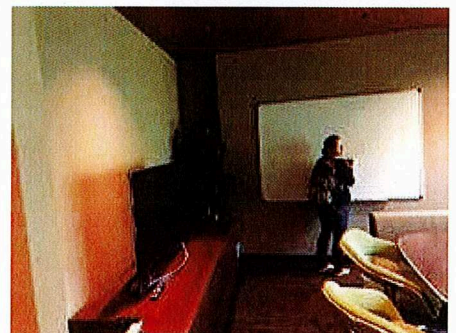
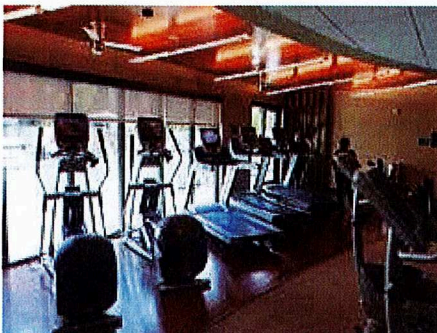
SOCIAL SPACES



EXERCISEROOM



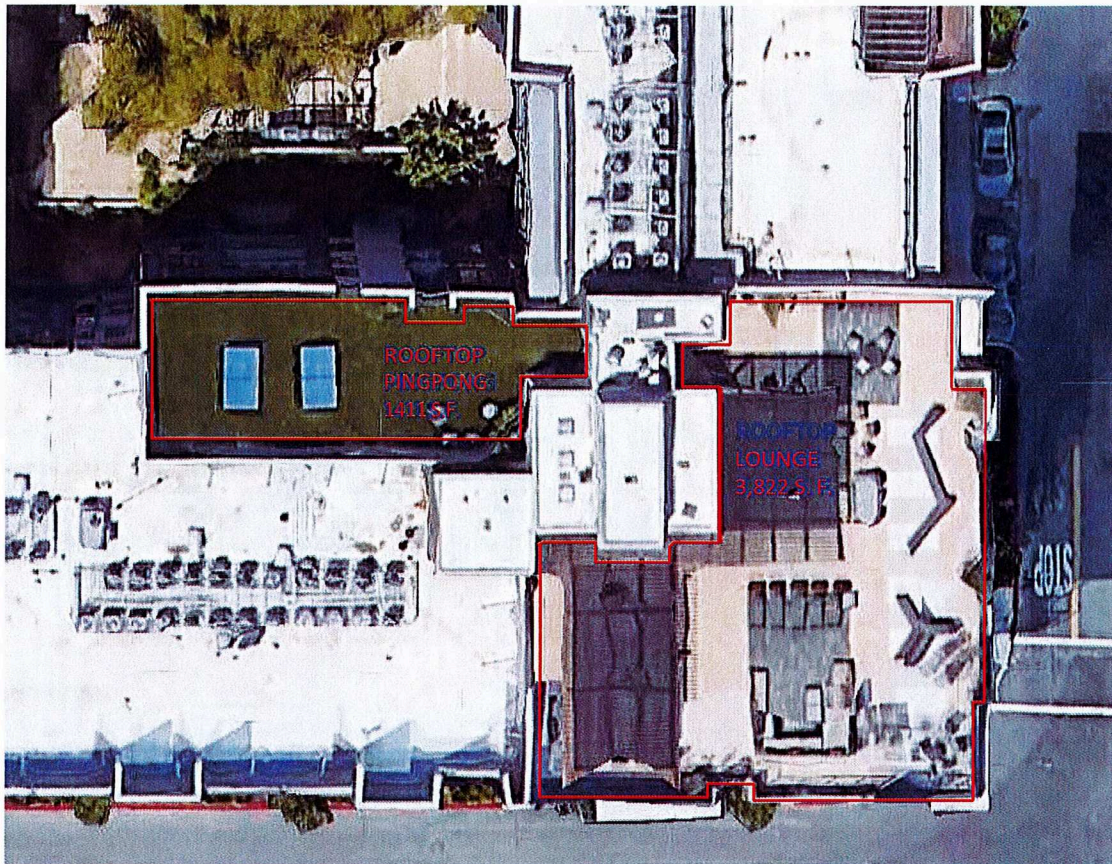
MEETING ROOMS



8B MISORA- INDOOR AMENITIES

Indoor recreation amenities constructed at Misora apartments provide recreation opportunities for year-round utilization. Amenities include meeting rooms, game rooms, reservable and casual drop-in use lounge spaces, kitchens, theater, social events, game playing, socializing, event rentals, exercise programs, movie screenings, community organization meetings, and group cooking demonstrations.

INVENTORY

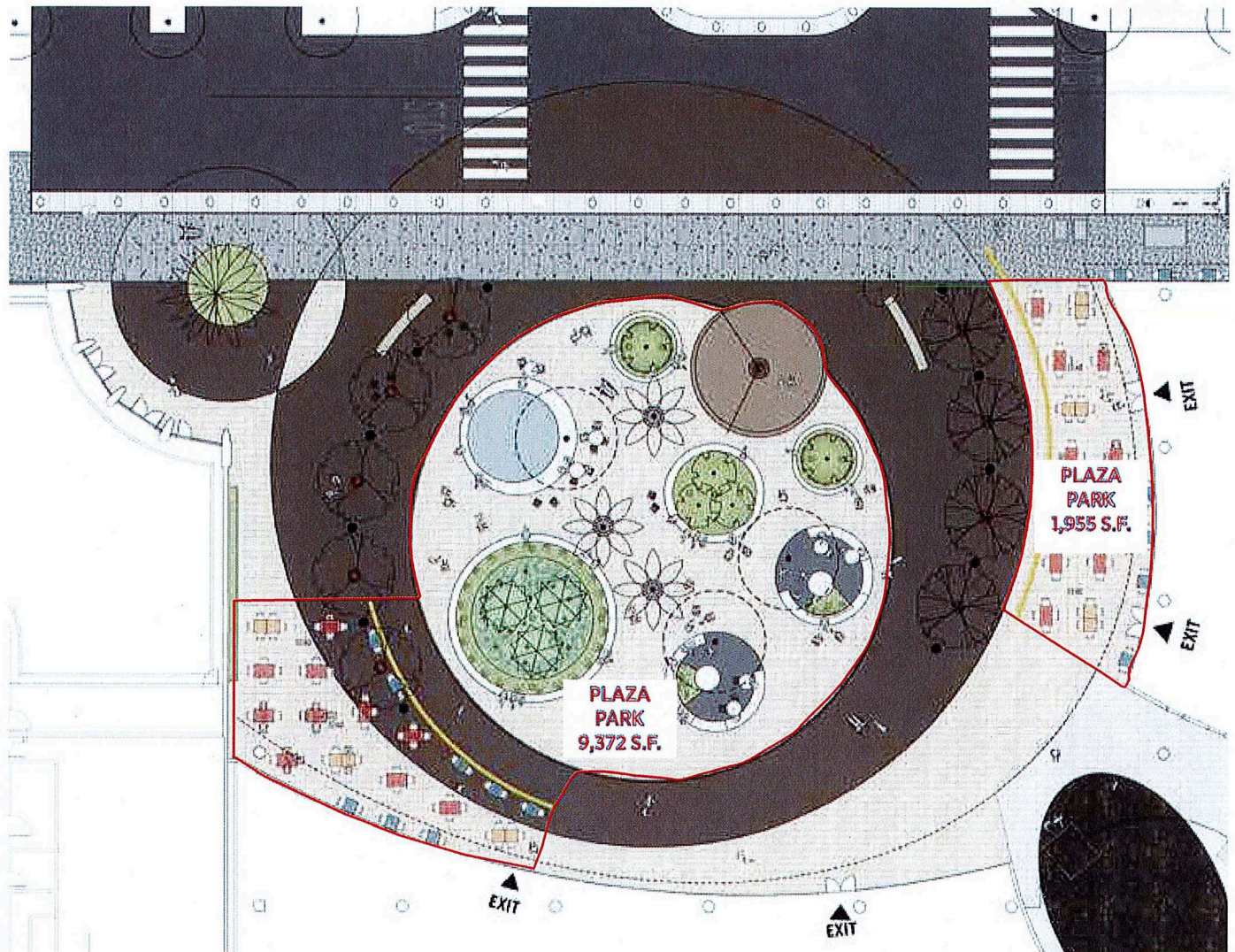


8B MISORA RESIDENCES ROOF DECK

The rooftop of the Misora apartment building has been designed and constructed to provide active and passive recreation opportunities, including ping-pong tournaments, table games, sunbathing, lounging, outdoor dining/picnic events, socialization, barbecues and enjoyment of the vistas from the elevated, open view rooftop environment. The recreation areas provide 4,963 square feet of active and passive recreation space.

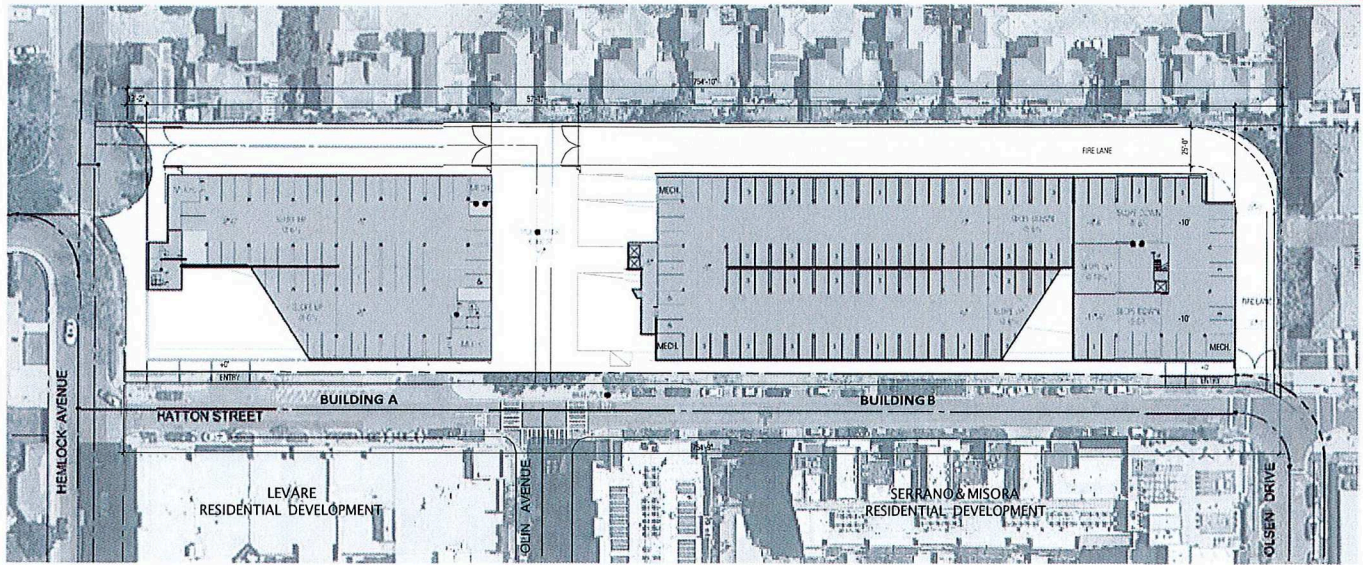


INVENTORY

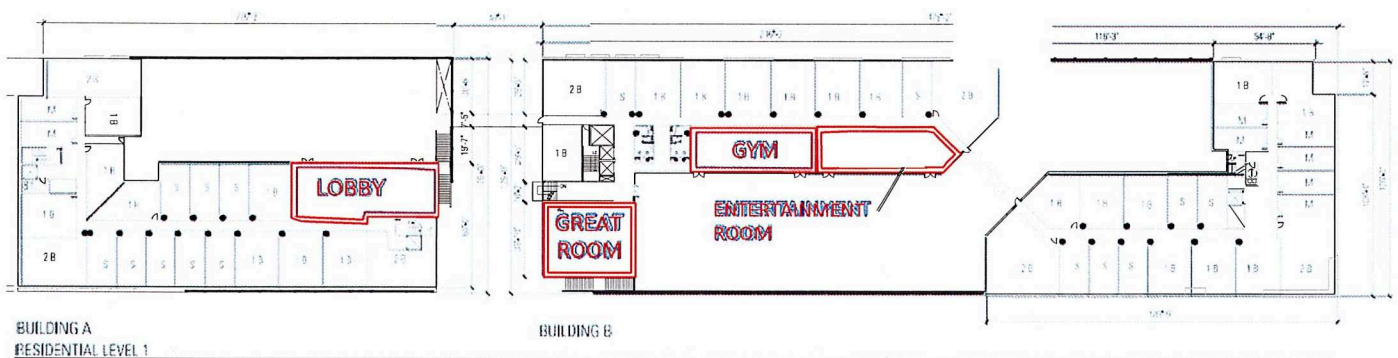


9 OFFICE PLAZA PARK

Currently under construction, the design for the common area at the terminus of Santana Row includes abundant picnic space, small and large group outdoor meeting opportunities and sculptural elements. Renovation opportunities provide a 75% credit toward meeting local parks and recreation needs, for a total of 8,495 square feet.



SITE PLAN



BUILDING A LEVEL 1 FLOORPLAN

SANTANA ROW PARCEL 12

This residential building on the eastern edge of Santana Row is scheduled to begin construction in 2019. The new building will have a lobby and an amenities area, a great room, gym, entertainment and game room, and conference rooms. Total recreation area totals 7,610 square feet.