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Roseville, CA 95678

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**FIRST AMENDMENT OF DEVELOPMENT AGREEMENT
BY AND BETWEEN
THE CITY OF ROSEVILLE AND KAISER FOUNDATION HOSPITALS**

This First Amendment of Development Agreement is entered into this ____ day of _____, 2022, by and between the CITY OF ROSEVILLE, a municipal corporation ("City") and KAISER FOUNDATION HOSPITALS, a California non-profit benefit corporation ("Landowner") pursuant to Sections 65864 through 65869.5 of the Government Code of California.

RECITALS

A. Landowner and City entered into a Development Agreement (the "Development Agreement"), which the City Council of City approved on or about May 5, 2004, and recorded on or about July 8, 2004, in the Official Records of Placer County as Document No. 2004-0089092. Except as otherwise defined herein, all capitalized terms used herein shall have the meanings ascribed thereto in the Development Agreement.

B. Landowner and City entered into the Development Agreement relative to development of the "Kaiser Permanente Roseville Medical Center Expansion Project" ("2004 Expansion Project") located at 1600 Eureka Road and within a portion of the Northeast Roseville Specific Plan Area as defined in Exhibit "A-1" and depicted in Exhibit "A-2" of the Development Agreement (the "Property").

C. The City Council approved land use entitlements for the 2004 Expansion Project on or around April 21, 2004. The 2004 Expansion Project included construction and operation of a 705,360 square-foot expansion to the existing Kaiser Permanente Medical Center ("Medical Center") located on the Property, which included a five-story, 155,000 gross-square-foot Surgery and Intensive Care Unit Facility located along the north elevation of the existing main hospital building and a three-level approximately 400-space parking garage located in the northeast corner of the Property. To date, neither the Surgery and Intensive Care Unit Facility nor the three-story parking garage have been constructed, although those sites have been developed with surface parking.

D. On or about February 9, 2022, Landowner applied to City for development approvals for the Roseville Medical Center Inpatient Bed Tower Project ("Tower Project"), to be located on a portion of the existing 52-acre Property. The Tower Project increases the size and capacity of the 2004 Expansion Project and includes an approximately 278,000 square-foot, six-story, 138-bed Inpatient Tower building on the site of the prior approved Intensive Care Unit Facility; a relocation of the northwest corner loop road; a new four-level

garage with rooftop parking to accommodate approximately 800 stalls located in the northeast corner of the campus, on the site of the prior approved parking garage; a new main hospital entrance and drop off area; expansion of the existing Emergency Department to add 36 new treatment bays; a new generator yard and internal upgrades to the existing Central Utility Plant (“CUP”). The Tower Project will be constructed on portions of the Property currently occupied by surface parking lots.

E. Landowner and City entered into this First Amendment to the Development Agreement (the “First Amendment”) relative to the development of the Tower Project, with the intent for this First Amendment to incorporate the Tower Project’s increased use intensity and vested entitlements. This First Amendment affects certain portions of the Property (the “First Amendment Property”), the location of which more precisely depicted in Exhibit “C” of this First Amendment attached hereto. This First Amendment was approved by the City Council of City on _____, and recorded on _____, in the Official Records of Placer County as Document No. _____.

F. City has taken several actions to review and plan for development of the Tower Project. These include, without limitation, the following:

1. Supplemental Environmental Impact Report (“SEIR”).
 - a. The environmental impacts of the Tower Project, including the Tower Project Entitlements, have properly been reviewed and assessed by City pursuant to the California Environmental Quality Act, Public Resources Code Section 21000 et seq.; California Code of Regulations Title 14, Section 15000 et seq. (the “CEQA Guidelines”); and City’s local guidelines promulgated thereunder (collectively, “CEQA”). On ____, pursuant to CEQA and in accordance with the recommendation of the Planning Commission, the City Council certified the Tower Project SEIR (“Tower Project SEIR”) (State Clearinghouse Number 2022020590). As required by CEQA, the City adopted written findings and approved a Mitigation Monitoring and Reporting Program (“MMRP”) concurrent with its consideration of the Tower Project Entitlements.
2. Planning Commission and City Council Approvals.
 - a. Major Project Permits, Stages 1-3, as approved by the Planning Commission on _____, 2022.
 - b. An amendment to the Northeast Roseville Specific Plan, as adopted by Resolution No. _____, to modify the minimum setback requirements for the new five-level parking garage located at the northeast corner of Eureka Road and Lead Hill Boulevard on the Kaiser Roseville Medical Campus site.
 - c. This First Amendment, as adopted by Ordinance No. _____.
 - d. The Tower Project SEIR Findings and MMRP.

The approvals and permits described in this Recital F(2) are collectively referred to as the “Tower Project Entitlements.”

G. This First Amendment is authorized by Section 1.4 of the Development Agreement and shall run with the land.

NOW THEREFORE, THE PARTIES MUTUALLY AGREE AS FOLLOWS:

1. Incorporation of Tower Project Entitlements. The Tower Project Entitlements described in Recital F above are hereby incorporated into and made a part of the “Entitlements” described and defined in Recital 5 of the Development Agreement.

2. Amendment of Development Agreement. The following sections and exhibits of the Development Agreement are hereby amended as follows:

a. REVISED SECTION 2.1. Section 2.1 is revised in its entirety to read as follows:

“Section 2.1 Permitted Uses. The permitted uses of the Property, the density and intensity of use, the maximum height and size of proposed building, provisions for reservation or dedication of land for public purposes, and location of public improvements, and other terms and conditions of development applicable to the Property shall be those set forth in the Entitlements and the Development Agreement, as amended.”

b. REVISED SECTION 2.2. The first sentence of the first paragraph of Section 2.2 (Vested Entitlements) is revised in its entirety to read as follows:

“Subject to the provisions and conditions of the Development Agreement, as amended, City agrees that City is granting, and grants herewith, a fully vested entitlement and right to develop the Property in accordance with the terms and conditions of the Development Agreement, as amended, and the Entitlements.”

c. REVISED SECTION 3.11. Section 3.11 is revised in its entirety to read as follows:

“Section 3.11. EIR Mitigation Measures. Notwithstanding any other provision in this Agreement to the contrary, as and when Landowner elects to develop the Property, Landowner shall be bound by, and shall perform, all mitigation measures contained in the Project EIR and the Tower Project SEIR related to such development which are adopted by the City and are identified in such environmental documentation as being the responsibility of the Landowner.”

d. REVISED SECTION 4.7. Section 4.7 is revised in its entirety to read as follows:

“Section 4.7. Environmental Mitigation. The parties understand that the Project EIR and Tower Project SEIR were intended to be used in connection with necessary Entitlements. CEQA and the CEQA Guidelines, particularly Sections 15153, 15162, 15163, and 15164 of the CEQA Guidelines, allow the City to use the NERSP EIR, the Project EIR, and the Tower Project SEIR (collectively, “EIRs”) to satisfy the environmental review requirements of CEQA for subsequent projects. City shall use the EIRs, including all related Findings, in connection with the processing of any Subsequent Approvals to the full extent allowed by CEQA and the CEQA Guidelines.”

3. Exhibits. The following exhibit is attached hereto and incorporated herein by reference:

Exhibit “C” Tower Project Site Plan

4. CONSISTENCY WITH GENERAL PLAN. The City Council has found and determined that this First Amendment of the Development Agreement is consistent with the General Plan and the Northeast Roseville Specific Plan.

5. AMENDMENT LIMITED TO FIRST AMENDMENT PROPERTY. This First Amendment is limited to and applies only to development of the First Amendment Property and does not affect or apply in any manner with respect to the development of any other property within the Northeast Roseville Specific Plan Area, including without limitation, any other portion of the Property.

6. AMENDMENT. This First Amendment amends, but does not replace or supersede, the Development Agreement, except as specified herein. As amended hereby with respect to the First Amendment Property, the Development Agreement remains in full force and effect.

7. FORM OF AMENDMENT. This First Amendment is executed in two duplicate originals, each of which is deemed to be an original.

IN WITNESS WHEREOF, the City of Roseville, a municipal corporation, has authorized the execution of this First Amendment in duplicate by its City Manager and attested to by its City Clerk under the authority of Ordinance No. _____, adopted by the Council of the City of Roseville on the ____ day of _____, 2022.

CITY OF ROSEVILLE,
a municipal corporation

KAISER FOUNDATION HOSPITALS,
a California non-profit benefit corporation

By: _____
Dominick Casey
City Manager

By: _____
Name: _____
Its: _____

ATTEST:

By: _____
Name: _____
Its: _____

By: _____
Carman Avalos
City Clerk

APPROVED AS TO FORM;

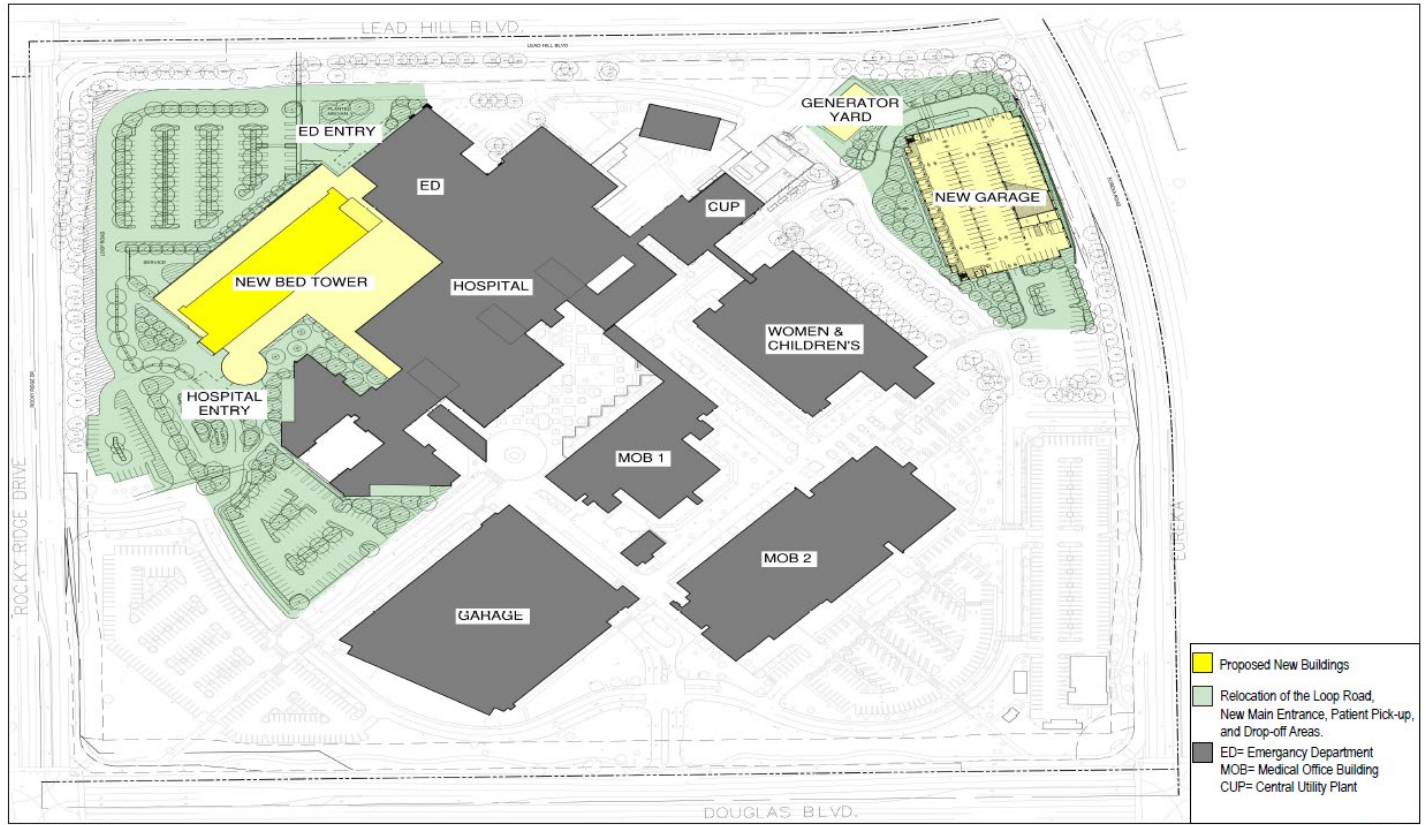
By: _____
Michelle Sheidenberger
City Attorney

APPROVED AS TO SUBSTANCE:

By: _____
Mike Isom
Development Services Director

Exhibit C

Tower Project Site Plan



SOURCE: City of Roseville 2019

DUDEK

FIGURE 2

Site Plan

Kaiser Roseville Medical Center Expansion Project