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RECORDED AT REQUEST OF AND
WHEN RECORDED MAIL TO:

Redevelopment Agency of the City of Sunnyva
456 West Olive Avenue
Sunnyvale, CA 94086
Attn: Brice McQueen

REGINA ALCOMENDRAS
SANTA CLARA COUNTY RECORDER
Recorded at the request of
City

RDE # 003
12/18/2007
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NO RECORDING FEE PURSUANT TO
GOVERNMENT CODE SECTION 27383

SIGNATURE DATE

SIGNATURE DATE

REVISED STATEMENT OF INSTITUTION OF REDEVELOPMENT PLAN

**THE PROPERTY THAT IS SUBJECT TO THIS STATEMENT IS IN A
REDEVELOPMENT PROJECT AREA (THE "PROJECT AREA")**

The Project Area is subject to the Redevelopment Plan for the Central Core Project Area (the "Redevelopment Plan"). The Project Area is situated in the County of Santa Clara, State of California, and is more particularly described on the attached Exhibit A.

Proceedings for the redevelopment of the Project Area have been instituted under the Redevelopment Plan and the California Community Redevelopment Law (Health and Safety Code Section 33000 et seq.).

The Redevelopment Plan authorizes the use of eminent domain by the Redevelopment Agency of the City of Sunnyvale (the "Agency") in the Project Area as set forth in the attached Exhibit B.

The Agency must commence any eminent domain proceedings with respect to the Redevelopment Plan by January 13, 2012.

Dated: December 11, 2007

Redevelopment Agency of the City of Sunnyvale

Brice McQueen
Redevelopment Manager

STATE OF CALIFORNIA)
)
COUNTY OF)

On December 11, 2007 before me, Lupita Gaeta,
Notary Public, personally appeared Brice McQueen,
personally known to me (~~or proved to me on the basis of satisfactory evidence~~) to be the
person(s) whose name(s) is 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.

WITNESS my hand and official seal.

Signature Lupita Gaeta (Seal)

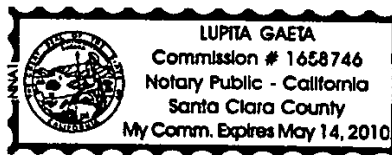


EXHIBIT A

LEGAL DESCRIPTION OF THE PROJECT AREA

BEGINNING at the northeast corner of Old San Francisco Road and Carroll Street;

THENCE, northerly along the east side of Carroll Street to the north side of Evelyn Avenue;

THENCE, easterly along the north side of Evelyn Avenue to the easterly property line of the property shown on the Santa Clara County assessor's Rolls as lot 3, Page 5, Book 209;

THENCE, northerly along said property line to the southern Pacific Railroad right-of-way;

THENCE, westerly along said right-of-way, merging with the north side of Evelyn Avenue to a point opposite the extension of the west side of Charles Street;

THENCE, southerly along the west side of Charles Street to the south side of Olive Avenue;

THENCE, easterly along the south side of Olive Avenue to the west side of Mathilda Avenue;

THENCE, southerly along the west side of Mathilda Avenue to the north side of Civic Center Way;

THENCE, westerly along the north side of Civic Center Way to a point opposite the westerly property line of the properties shown on the Santa Clara County Assessor's Rolls as lots 94, 95, 123, and 124, Page 20, Book 163;

THENCE, southerly along side westerly property line to the north side of El Camino Real;

THENCE, easterly along the north side of El Camino Real to its junction with the north side of Old San Francisco Road;

THENCE, easterly along the north side of Old San Francisco Road to east side of Carroll Street, THE POINT OF BEGINNING.

EXHIBIT B

PROPERTY ACQUISITION BY EMINENT DOMAIN POLICY FOR IMPLEMENTATION OF THE ACQUISITION PROGRAM

Except as specifically limited herein (see paragraphs a, b, c, and d below regarding limitations on the Redevelopment Agency of the City of Sunnyvale's (the "Agency"), eminent domain power), the Agency may, but is not required to, acquire or obtain options to acquire all real property located in the Central Core Project Area (the "Project Area") by gift, devise, exchange, purchase, eminent domain or any other lawful method whatsoever. The Agency may also acquire any other interest in real property less than a fee interest.

Since it is in the public interest and is necessary for the elimination of those conditions requiring redevelopment, the power of eminent domain may be employed by the Agency to acquire real property in the Project Area. The power of eminent domain shall not be exercised, however, when the conditions described in either subdivision a. or b. or c. or d. below exist:

- a. The property in question is property used residentially (e.g. property which contains a structure or structures occupied at the time of proposed acquisition with one or more residential dwelling units); or
- b. The property in question is owned by a public body and that public body has not consented to the exercise of the power of eminent domain by the Agency; or
- c. The property in question is improved with a structure and, although not conforming to the Agency's Amended and Restated Redevelopment Plan for the Central Core Project Area (the "Amended Plan"), the Agency has determined that the property and the structure can so conform pursuant to an owner participation agreement and that the owner is faithfully performing under the terms of the owner participation agreement; or
- d. The property in question is improved with a structure and, in the sole determination of the Agency, all of the following are true:
 - (1) The property is not needed for those specific activities outlined in the Amended Plan, including for development by a master developer pursuant to the Section C.2 of the Amended Plan; and
 - (2) The property is not needed for the development of replacement housing for those displaced by Agency activity, if any; and
 - (3) The property is not needed for any other public improvement or facility; and
 - (4) The property is not needed to promote historical or architectural preservation; and
 - (5) The property is not needed to remove a blighting influence on surrounding properties which prevents achievement of the objectives of this Amended Plan; and
 - (6) The property is not needed for the elimination of environmental deficiencies including among other things, inadequate circulation, access or street layout, hazardous materials, incompatible and mixed uses, overcrowding and small parcel size; and

- (7) The property is not needed for the removal of impediments to land development and disposition through assembly of land into appropriately sized and shaped parcels served by improved circulation and utilities.

Notwithstanding the foregoing limitations, the Agency may, with the prior written consent of the affected property owner, use the power of eminent domain to acquire property within the Project Area that is otherwise excluded from the exercise of the power of eminent domain.

The Agency must commence eminent domain proceedings with respect to any property which it intends to acquire by February 12, 2012. This time limit for commencement of eminent domain proceedings may be extended only by amendment of the Amended Plan. The Agency may acquire property by voluntary (e.g., non-eminent domain) means after the expiration of the time limit for eminent domain proceedings and prior to the expiration of the effectiveness of the Amended Plan.

Prior to any acquisition through eminent domain the Agency shall adopt a resolution declaring a need to acquire any specific property and authorizing the acquisition by such method.