

ATTACHMENT 3

AMENDMENT NO. 2 TO THE IMPROVEMENT AGREEMENT FOR 320 AIRPORT WAY SUBDIVISION, TRACT 4165, BETWEEN THE CITY OF MANTECA AND 320 AIRPORT WAY, LLC

This Amendment No. 2 (“Amendment”) to the Improvement Agreement for 320 Airport Way Subdivision (C2025-08), between the City of Manteca and 320 Airport Way, LLC, is made and entered into this _____ day of _____ 2026, by and between the City of Manteca, a public body, corporate and politic (“City”) and 320 Airport Way, LLC (“Developer”).

RECITALS

- A. On December 3, 2024, the City and Developer, entered into an Improvement Agreement for the 320 Airport Way Subdivision, Tract 4165 (C2025-08) (“Agreement”) with an Estimated Total Cost of Improvements of \$9,691,400.65.
- B. The Improvement Agreement for the 320 Airport Way Subdivision, Tract 4165 (C2025-08) included SCHEDULE B, PUBLIC FACILITIES IMPLEMENTATION PLAN (PFIP), that identified Credits and Reimbursements in SECTION IV.
- C. SECTION IV did not include reimbursements for the repairs that were needed to be made to a segment of the existing sanitary sewer force main on N. Airport Way.
- D. In light of the previous Recitals, the City and Developer desire to amend the Improvement Agreement for the 320 Airport Way Subdivision, Tract 4165 (C2025-08).

NOW THEREFORE, the City of Manteca and 320 Airport Way, LLC hereby agree as follows:

1. SCHEDULE B, contained in the Improvement Agreement for 320 Airport Way Subdivision, Tract 4165 (C2025-08) is deleted in its entirety and replaced by Exhibit A, SCHEDULE B, incorporated by reference and attached to this attachment.
2. Except as otherwise provided in this Amendment, the Improvement Agreement for 320 Airport Way Subdivision, Tract 4165 (C2025-08) between the City and Developer shall continue in full force and effect.

[signatures on following page]

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TO EFFECTUATE THIS AMENDMENT, each of the parties has caused this Amendment to be executed by its duly authorized representative as of the date set forth in the introductory paragraph on page 1 above.

CITY OF MANTECA:

320 Airport Way, LLC:

Toni Lundgren,
City Manager

(Signature)

(Print Name & Title)

ATTEST:

320 Airport Way, LLC
3200 Danville Blvd., Suite 94507
Alamo, CA 94507

Cassandra Candini-Tilton, Director of
Legislative Services

COUNTERSIGNED:

Matthew Boring,
Director of Finance

APPROVED AS TO FORM:

Kousha Mckeenejad,
Deputy City Attorney

**EXHIBIT A
SCHEDULE B**

320 AIRPORT WAY SUBDIVISION, TRACT NO. 4165

SECTION I

PUBLIC FACILITIES IMPLEMENTATION PLAN (P.F.I.P.)

- A) Developer shall pay or receive credit, as the case may be, for the Public Facilities Implementation Plan fees in existence at the time building permits are issued for those units within the existing Public Facilities Implementation Plan boundaries.
- B) The condition (a) as stated above shall take precedence over all conditions stated in the Development Agreement for 320 AIRPORT WAY SUBDIVISION, and its amendments, should conflict arise.

SECTION II

P. F. I. P. CREDITS AND REIMBURSEMENTS

1) TRANSPORTATION SYSTEM

- A) City shall reimburse Developer its cost to install portions of the City's Transportation system, as shown on the 320 AIRPORT WAY SUBDIVISION, Manteca, California, as approved by the City Engineer. Said reimbursement shall be in the form of credit against P.F.I.P. Transportation Fees, for an amount up to, but not exceeding, the cost of installing said improvements. The credit will be given when building permits are issued for construction of residences within the 320 Airport Way Subdivision. In the event the cost of installing said improvements exceeds the credited amount, the remainder shall be reimbursed after the following has occurred:
 - i) Building permits have been pulled on all available lots.
 - ii) Council accepts said improvements establishing the reimbursement priority (See Section III of this Schedule regarding establishment of reimbursement priorities);
 - iii) The City receives sufficient P.F.I.P. Transportation System Fee revenue from development occurring within the same P.F.I.P. Transportation Financing Zone to make the reimbursement;
 - iv) Council approves said reimbursement.

Reimbursement shall be given for the installation of the following P.F.I.P. Transportation System improvements.

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EXHIBIT A SCHEDULE B

Table 1: Transportation System P.F.I.P. Reimbursement

ITEM	QUANTITY	UNIT	UNIT COST	TOTAL
8" Median Curb	1,229	LF	\$27.00	\$33,183.00
7.0" AC over 21" AB Pavement	9,732	SF	\$8.37	\$81,456.84
Traffic Delineation	3,870	LF	\$5.45	\$21,091.50
Landscape w/Irrigation (Median)	10,313	SF	\$12.50	\$128,912.50
Raise Existing Manhole to Grade	1	EA	\$780.00	\$780.00
			Subtotal	\$265,423.84
			Mobilization (2%)	\$5,308.48

Total Transportation Facilities System P.F.I.P. Reimbursement \$ 270,732.32

2) WATER DISTRIBUTION SYSTEM

A) City shall reimburse Developer its cost to install portions of the City's water distribution system, as shown on the improvement plans designated 320 AIRPORT WAY SUBDIVISION, Manteca, California, as approved by the City Engineer. Said reimbursement shall be in the form of credit against P.F.I.P. Water Facilities Development Fees, for an amount up to, but not exceeding, the P.F.I.P. reimbursement amount in the City of Manteca 2013 Public Facilities Implementation Plan Update. The credit will be given when building permits are issued for construction of residences within the 320 Airport Way Subdivision. In the event the cost of installing said improvements exceeds the credited amount, the remainder shall be reimbursed after the following has occurred:

- i) Building permits have been pulled on all available lots.
- ii) Council accepts said improvements establishing the reimbursement priority (See Section III of this Schedule regarding establishment of reimbursement priorities);
- iii) The City receives sufficient P.F.I.P. Water Fee revenue from development occurring within the same P.F.I.P. Water Financing Zone to make the reimbursement;
- iv) Council approves said reimbursement.

Reimbursement shall be given for the installation of the following P.F.I.P. Water Distribution System improvements. The amount of the reimbursement is based on the P.F.I.P. reimbursement amount in the City of Manteca 2013 Public Facilities Implementation Plan Update.

**EXHIBIT A
SCHEDULE B**

Table 2: Water Distribution System, Financing Zone 12 P.F.I.P. Reimbursement

ITEM	QUANTITY	UNIT	UNIT COST	TOTAL
12" PVC – Water – Main Grid	1,175	LF	\$85.75	\$100,756.25
Total Water Distribution System P.F.I.P. Reimbursement				\$100,756.25

3) STORM DRAINAGE SYSTEM

- A) City shall reimburse Developer its cost to install portions of the City's storm drainage system, as shown on the improvement plans designated 320 AIRPORT WAY SUBDIVISION, Manteca, California, as approved by the City Engineer. Developer shall be readily reimbursed upon completion of the improvements.

Reimbursement shall be given for the installation of the following P.F.I.P. Storm Drainage System Improvements.

ATTACHMENT 3**EXHIBIT A
SCHEDULE B**

Table 3: Storm Drainage System, Financing Zone 34 P.F.I.P. Reimbursement

ITEM	QUANTITY	UNIT	UNIT COST	TOTAL
<u>Segment 2 - 3'x6' Box Culvert, Transition and Headwall Structures within Drain 5</u>				
Mobilization	1	LS	\$45,000.00	\$45,000.00
Clearing Only	0.02	AC	\$1,000.00	\$20.00
Earthwork	78	CY	\$7.00	\$546.00
Fine Grading	1,058	SF	\$0.45	\$476.10
Erosion Control Improvements	1	AC	\$10,000.00	\$10,000.00
Connect to Existing Box Culvert	1	EA	\$11,400.00	\$11,400.00
3'x6' Box Culvert	29	LF	\$3,190.00	\$92,510.00
Box Culvert to RCP Junction Structure	1	EA	\$84,685.00	\$84,685.00
Bypass Pumping for Drain 5	1	LS	\$25,560.00	\$25,560.00
Dewatering	1	LS	\$49,640.00	\$49,640.00
SJC D-19 Inlet Structure	1	EA	\$19,200.00	\$19,200.00
			Segment 2	
			Subtotal	\$339,037.10
			Soft Costs (12%)	\$40,684.45
			<u>Segment 2 Total</u>	<u>\$379,721.55</u>
			City's Fair Share of Segment 2 (22.5%)	\$85,437.35
<u>Segment 3 - 60" Storm Drain and Swale</u>				
Clearing Only	0.44	AC	\$1,000.00	\$440.00
Earthwork	1,420	CY	\$7.00	\$9,940.00
Fine Grading	19,098	SF	\$0.45	\$8,594.10
Erosion Control Improvements	0.44	AC	\$10,000.00	\$4,400.00
60" RCP - Storm Drainage	477	LF	\$410.00	\$195,570.00
12" PVC - Storm Drainage	87	LF	\$89.00	\$7,743.00
84" - Storm Drainage Manhole	1	EA	\$10,400.00	\$10,400.00
6" PCC/4" AB (Meandering Path)	4,756	SF	\$14.12	\$67,154.72
Landscape w/ Irrigation	14,217	SF	\$12.50	\$177,712.50
			Subtotal	\$481,954.32
			Soft Costs (12%)	\$57,834.52
			<u>Segment 3 Total</u>	<u>\$539,788.84</u>
			City's Fair Share of Segment 3 (50.0%)	\$269,894.42
			Total Storm Drainage System P.F.I.P. Reimbursement (City's Fair Share of Segment 2 + Segment 3)	\$355,331.77

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EXHIBIT A SCHEDULE B

SECTION III

1) REIMBURSEMENT PRIORITY:

- A) Reimbursement priority shall be based upon the date of acceptance of the improvements by Council. When reimbursable P.F.I.P. improvements are accepted by Council, the Developer's name and the amount of the reimbursement will be added to the bottom of the list of reimbursements for the perspective Financing Zone. Developer will progress to the top of the list as each higher prioritized subdivider is reimbursed in full.
- B) In the event Subdivider desires to exchange credits for cash reimbursement, the exchange must be approved by Council.

SECTION IV

1) SEWER COLLECTION SYSTEM REIMBURSEMENT

City shall reimburse Developer its cost to install portions of the City's Sanitary Sewer System, as shown on the Improvement Plans designated as 320 Airport Way Subdivision by NorthStar Engineering Group, Inc., Manteca, California, as approved by the City Engineer. Reimbursement shall be given for the 36" Sanitary Sewer Infrastructure on Airport Way, Center Street and Bearpin Lane. Reimbursement shall be for one hundred percent (100%) of the total cost of said Sanitary Sewer improvements, not to exceed One Million Nine Hundred Sixty-Nine Thousand Three Hundred Ninety-Five Dollars and Fifty-Seven Cents (\$1,969,395.57). Said reimbursement shall be in the form of payment from Capital Improvements Project (CIP) #24004, for an amount up to, but not exceeding, the cost of installing said improvements. Reimbursement shall be based on the actual cost to install the improvements and shall be readily paid to the developer upon completion of the improvements.

Sewer Collection System, Financing CIP #24004 Reimbursement

ITEM	QUANTITY	UNIT	UNIT COST	TOTAL
Sewer Trunk Main Dewatering	1,672	LF	\$190.00	\$317,680.00
36" PVC - Sanitary Sewer	1,671	LF	\$615.00	\$1,027,665.00
60" Sanitary Sewer Manhole	8	EA	\$28,540.00	\$228,320.00
84" Sanitary Sewer Manhole	2	EA	\$37,000.00	\$74,000.00
Epoxy Coat Sewer Manhole on 36" Stub and Plug Proposed Sanitary Sewer Line	12	EA	\$7,500.00	\$90,000.00
	1	EA	\$975.00	\$975.00
Additional Sewer Bypass Work	1	LS	\$55,620.42	\$55,620.42
Sewer Bypass Monitoring	1	LS	\$29,254.00	\$29,254.00
			Subtotal	\$1,823,514.42
			Soft Costs (8%)	\$145,881.15

Total Sewer Collection System CIP #24004 Reimbursement \$1,969,395.57

**EXHIBIT A
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2) DRAIN 5 REIMBURSEMENT FROM YOSEMITE GREENS SUBDIVISION

The Drain 5 improvements, as shown on the improvement plans designated 320 AIRPORT WAY SUBDIVISION, Manteca, California, as approved by the City Engineer, which will be constructed by the Developer lay within the limits of the 320 Airport Way Subdivision and within the limits of the Yosemite Greens Subdivision to the north. The Yosemite Greens Subdivision submitted funds to the City to cover their estimated fair share of the costs of the improvements. Upon completion of the Drain 5 improvements, the City shall reimburse the Developer from the Yosemite Greens' funds for the fair share amount, based on actual costs.

3) AIRPORT WAY SANITARY SEWER FORCE MAIN REIMBURSEMENT

City shall reimburse Developer its cost to repair an existing segment of the City's Sanitary Sewer System. Reimbursement shall be given for the Sanitary Sewer Force Main repair in N. Airport Way. Reimbursement shall be for one hundred percent (100%) of the total cost of said Sanitary Sewer Force Main repairs, not to exceed One Hundred Fifty Thousand Two Hundred Fifty Dollars and Ninety Cents (\$150,250.90). Said reimbursement shall be in the form of payment from the Undesignated Reserve Sewer Operations and Maintenance Fund (Fund 640), for an amount up to, but not exceeding, the cost of performing said repairs. Reimbursement shall be based on the actual cost to perform the repairs and shall be readily paid to the Developer upon completion of the work.