

**Exhibit E**

Memorandum of Agreement

**Exhibit E**

Recording Requested by:

*Successor Agency to the Sunnyvale  
Redevelopment Agency*

When Recorded Mail to:

**Agency General Counsel  
Office of Sunnyvale City Attorney  
City of Sunnyvale  
456 West Olive Avenue  
Sunnyvale, CA 94086**

DOCUMENT WILL BE RETURNED TO  
NAME & ADDRESS IDENTIFIED ABOVE

No fee for recording per Government Code § 27383

(Above Space for Recorder's Use Only)

**MEMORANDUM OF 2016 MODIFIED AND RESTATED AMENDED DISPOSITION  
AND DEVELOPMENT AND OWNER PARTICIPATION AGREEMENT**

THE SUCCESSOR AGENCY TO THE SUNNYVALE REDEVELOPMENT AGENCY, a public body, corporate and politic (“Successor Agency”) \_\_\_\_\_ (“Developer”), have entered into that certain Modified and Restated Amended Disposition and Development and Owner Participation Agreement (the “Modified ADDOPA”), dated as of \_\_\_\_\_, concerning the redevelopment of the Sunnyvale Town Center property situated in the City of Sunnyvale, County of Santa Clara, State of California, more particularly described in Exhibit A attached hereto (the “Project”).

The Modified ADDOPA amends in its entirety the rights and obligations of the parties to the 2010 Amended Disposition and Development and Owner Participation Agreement (“2010 ADDOPA”) which implemented the 2010 Modification Agreement to the Amended and Restated Disposition and Development and Owner Participation Agreement, a memorandum of which was recorded as Document No. 20717738 on May 20, 2010 in the Official Records, and which amended, restated and superseded in its entirety the Amended and Restated Disposition and Development Agreement and Owner Participation Agreement, a memorandum of which was recorded as Document No. 19602163 on October 1, 2007 in the records of the Santa Clara County Recorder (the “Official Records”). The Modified ADDOPA includes, but is not limited to the following:

1. Developer’s obligations to construct and the timing of construction of the Project.
2. The termination of the Successor Agency’s enforceable obligation to release Tax Increment funds to Developer upon satisfaction of certain conditions.
3. Developer’s ability to and criteria for the transfer of all or portions of the property within the Project.
4. Allocation of responsibility among Developer and the Successor Agency for Environmental Costs.
5. An obligation to refrain from discrimination on account of race, color, creed, religion, sex, marital status, national origin or ancestry in the conveyance, leasing, subleasing, transferring, use, occupancy, tenure or enjoyment of the Project.
6. An obligation to participate in certain downtown Sunnyvale activities.
7. An obligation to obtain the consent of the Successor Agency for certain transfers of the property within the Project.
8. An obligation to permit the Successor Agency or City of Sunnyvale to make use of certain plazas in the Project.
9. An obligation to provide certain levels of security for the Project.
10. Modification of the rights of the Successor Agency to exercise certain remedies in the event that there is an uncured default or failure by Developer under the Modified ADDOPA prior to issuance of a certificate of completion.

NOW, THEREFORE, in consideration of the mutual covenants and promises of the parties, the parties agree as follows:

1. This Memorandum is recorded to provide constructive notice of the rights and obligations of Successor Agency and Developer under the Modified ADDOPA. All the terms and conditions of the Modified ADDOPA are incorporated herein by reference as if fully set forth.

2. In the event of any conflict between the terms and conditions of the Modified ADDOPA and this Memorandum, the terms of the Modified ADDOPA shall control.

3. This Memorandum may be executed in counterparts, each of which shall constitute an original hereof, and all of which taken together shall constitute one and the same agreement.

[SIGNATURES ARE ON THE FOLLOWING PAGE]

IN WITNESS WHEREOF, the parties hereto have executed this Memorandum effective as of \_\_\_\_\_, 20\_\_.

“AGENCY”

“DEVELOPER”

SUCCESSOR AGENCY TO THE  
SUNNYVALE REDEVELOPMENT  
AGENCY, a Public Body, Corporate and  
Politic

[\_\_\_\_\_]

By: \_\_\_\_\_  
Deanna J. Santana, Executive  
Director

By: \_\_\_\_\_  
[\_\_\_\_\_]

Approved As To Form  
John Nagel, Successor Agency General  
Counsel  
Date: \_\_\_\_\_

## **Exhibit A**

### **Legal Description**

All that certain real property situated in the City of Sunnyvale, County of Santa Clara, State of California, described as follows:

#### **Block 1**

- Lot 1, Block 1, Tract 9925 entitled "Sunnyvale Town Center", filed October 1, 2007 in Book 818 of Maps at Pages 47 to 55 of the Official Records of Santa Clara County.
- Lot 2, Block 1, Tract 9925 entitled "Sunnyvale Town Center", filed October 1, 2007 in Book 818 of Maps at Pages 47 to 55 of the Official Records of Santa Clara County.
- Lot 3, Block 1, Tract 9925 entitled "Sunnyvale Town Center", filed October 1, 2007 in Book 818 of Maps at Pages 47 to 55 of the Official Records of Santa Clara County.
- Lot 4, Block 1, Tract 9925 entitled "Sunnyvale Town Center", filed October 1, 2007 in Book 818 of Maps at Pages 47 to 55 of the Official Records of Santa Clara County.

#### **Block 2**

- Lot 1, Block 2, Tract 9925 entitled "Sunnyvale Town Center", filed October 1, 2007 in Book 818 of Maps at Pages 47 to 55 of the Official Records of Santa Clara County.
- Lot 2, Block 2, Tract 9925 entitled "Sunnyvale Town Center", filed October 1, 2007 in Book 818 of Maps at Pages 47 to 55 of the Official Records of Santa Clara County.
- Lot 3, Block 2, Tract 9925 entitled "Sunnyvale Town Center", filed October 1, 2007 in Book 818 of Maps at Pages 47 to 55 of the Official Records of Santa Clara County.
- Lot 4, Block 2, Tract 9925 entitled "Sunnyvale Town Center", filed October 1, 2007 in Book 818 of Maps at Pages 47 to 55 of the Official Records of Santa Clara County.
- Lot 5, Block 2, Tract 9925 entitled "Sunnyvale Town Center", filed October 1, 2007 in Book 818 of Maps at Pages 47 to 55 of the Official Records of Santa Clara County.
- Lot 6, Block 2, Tract 9925 entitled "Sunnyvale Town Center", filed October 1, 2007 in Book 818 of Maps at Pages 47 to 55 of the Official Records of Santa Clara County.
- Lot 7, Block 2, Tract 9925 entitled "Sunnyvale Town Center", filed October 1, 2007 in Book 818 of Maps at Pages 47 to 55 of the Official Records of Santa Clara County.

#### **Block 3**

Parcel 113 of a lot line adjustment recorded October 30, 2000 Series 20033369 Santa Clara County

#### **Block 4**

- Lot 2, Block 3, Tract 10007 entitled "Sunnyvale Town Center", filed October 29, 2008 in Book 828 of Maps at Pages 15 to 16 of the Official Records of Santa Clara County,
- Unit 2 of a Condominium Plan for Lot 1, Tract 10007 Recorded October 30, 2008 Series 20033370 'Official Records of Santa Clara County,

**Block 5**

- Lot 1, Block 5, Tract 9925 entitled “Sunnyvale Town Center”, filed October 1, 2007 in Book 818 of Maps at Pages 47 to 55 of the Official Records of Santa Clara County.
- Lot 2, Block 5, Tract 9925 entitled “Sunnyvale Town Center”, filed October 1, 2007 in Book 818 of Maps at Pages 47 to 55 of the Official Records of Santa Clara County.
- Lot 3, Block 5, Tract 9925 entitled “Sunnyvale Town Center”, filed October 1, 2007 in Book 818 of Maps at Pages 47 to 55 of the Official Records of Santa Clara County.

**Block 6**

- Lot .1, Block 6, Tract 9925 entitled “Sunnyvale Town Center”, filed October 1, 2007 in Book 818 of Maps at Pages 47 to 55 of the Official Records of Santa Clara County.
- Lot 2, Block 6, Tract 9925 entitled “Sunnyvale Town Center”, filed October 1, 2007 in Book 818 of Maps at Pages 47 to 55 of the Official Records of Santa Clara County.
- Lot 3, Block 6, Tract 9925 entitled “Sunnyvale Town Center”, filed October 1, 2007 in Book 818 of Maps at Pages 47 to 55 of the Official Records of Santa Clara County.
- Lot 4, Block 6, Tract 9925 entitled “Sunnyvale Town Center”, filed October 1, 2007 in Book 818 of Maps at Pages 47 to 55 of the Official Records of Santa Clara County.