

**SECOND AMENDMENT TO THE FY 2008-09 COOPERATION AGREEMENT
BETWEEN THE CITY OF SAN JOSE AND THE REDEVELOPMENT AGENCY OF
THE CITY OF SAN JOSE -- MERGED AREA REDEVELOPMENT PROJECT**

This Second Amendment to the FY 2008-09 Cooperation Agreement is made and entered into this _____ day of _____, 2009 by and between the Redevelopment Agency of the City of San Jose, a public agency ("Agency") and the City of San Jose, a municipal corporation of the State of California ("City").

RECITALS

WHEREAS, on June 24, 2008, the CITY and AGENCY entered into the "FY 2008-09 Cooperation Agreement Between The City Of San Jose And The Redevelopment Agency Of The City Of San Jose -- Merged Area Redevelopment Project" ("FY 2008-09 Merged Area Coop Agreement") which provides in general certain obligations between the City and Agency with regards to the funding of City projects that benefit Redevelopment project areas, and in particular, the payment of monies owed to the City by the Agency for deferred Parkland In-Lieu of Fees under the former Parkland In-Lieu Fee Low-Income Unit Voucher Program in the amount of \$8,111,800.

WHEREAS, on January 27, 2009, the City and Agency entered into that certain "Cooperation Agreement relating to the Watson Park Restoration Project and First Amendment to the FY 2008-09 Cooperation Agreement between the City of San Jose and the Redevelopment Agency of the City of San Jose – Merged Area Redevelopment Project."

NOW, THEREFORE, Agency and City agree to further amend the FY 2008-09 Merged Area Coop Agreement as follows:

1. Section 18 of the FY2008-09 Merged Area Coop Agreement is hereby amended to read in full as follows:

The Parties acknowledge that Agency owes City \$8,111,800 in deferred payments under the Parkland In-Lieu Fee Low-Income Unit Voucher Program. Agency shall transfer payment to the City as follows:

\$2,300,000	On or before October 1, 2009
\$1,311,800	On or before October 1, 2010
\$4,500,000	On or before October 2, 2011.

IN WITNESS HEREOF, this Cooperation Agreement is entered into as of the date first entered.

APPROVED AS TO FORM:

Patricia A. Deignan
Chief Deputy General Counsel

REDEVELOPMENT AGENCY
OF THE CITY OF SAN JOSE

By: _____
Harry Mavrogenes
Executive Director

APPROVED AS TO FORM:

Karin Murabito
Sr. Deputy City Attorney

CITY OF SAN JOSE

By: _____
Name: _____
Title: _____