

RESOLUTION NO. 15-1725

A RESOLUTION OF THE MAYOR AND COUNCIL OF THE CITY OF GOODYEAR, MARICOPA COUNTY, ARIZONA, APPROVING, AUTHORIZING AND DIRECTING THE EXECUTION OF THE FOURTH AMENDMENT TO THE AMENDED AND RESTATED DEVELOPMENT AGREEMENT FOR AMBER MEADOWS; PROVIDING AUTHORIZATION AND DIRECTION TO TAKE ACTIONS AND EXECUTE DOCUMENTS NECESSARY TO CARRY OUT INTENT OF RESOLUTION AND FOURTH AMENDMENT; AND PROVIDING FOR AN EFFECTIVE DATE.

WHEREAS, Hinton Amber Meadows, LLP, an Arizona limited partnership (“Owner”) owns approximately 108.5 acres generally located at the southeast corner of Van Buren Road and Perryville Road within the City of Goodyear, as more specifically described in Exhibit A attached hereto (the “Property”); and

WHEREAS, the Property is located within the West Goodyear Central Planning Area (“WGCPA”); and

WHEREAS, Owner’s predecessor in interest to the Property was a member of a group of owners of properties in the WGCPA (“WGCPA Properties”) that has been working with the City since 2005 to facilitate development in the WGCPA, the members of this group are known as “IDG Members”; and

WHEREAS, the City and certain of the IDG Members, including Owner’s predecessor in interest to the Property, Pacific Capital Meadows, L.L.C., an Arizona limited liability company (“Pacific Capital”) entered into amended and restated development agreements, one of the purposes of which was to facilitate the timely and orderly development of the WGCPA Properties; and

WHEREAS, Pacific Capital and the City of Goodyear (the “City”) entered into that certain Amended & Restated Development Agreement for Amber Meadows dated June 26, 2013 recorded in the official records of Maricopa County, Arizona as Record No. 2013 0595602 (“Amber Meadows Amended & Restated Development Agreement”), which sets forth certain obligations and commitments of the Parties relative to the development of the Property; and

WHEREAS, Hinton Amber Meadows LLP, an Arizona limited partnership, having acquired the Property, succeeded to the interests of Pacific Capital in the Property and in the Amber Meadows Amended & Restated Development Agreement, and has become an “Owner” as that term is defined in the Amber Meadows Amended & Restated Development Agreement; and

WHEREAS, the Amber Meadows Amended & Restated Development Agreement included a deadline for the recordation of the existing final plat for the Property; and

WHEREAS, Owner and the City entered into that certain First Amendment to the Amended & Restated Development Agreement for Amber Meadows dated January 16, 2014

("First Amendment"), which amended terms related to Owner's obligations with respect to cost recovery payments for the construction of regional water and sewer lines that benefitted multiple properties within the WGCPA; and

WHEREAS, Owner and the City entered into that certain Second Amendment to the Amended & Restated Development Agreement for Amber Meadows dated May 19, 2014 recorded in the official records of Maricopa County, Arizona as Record No. 2014 0334363 (the "Second Amendment"), which, amended terms related to the deadline for recording existing approved final plats for the Property; and

WHEREAS, Owner and the City entered into that certain Third Amendment to the Amended & Restated Development Agreement for Amber Meadows dated June 12, 2015 recorded in the official records of Maricopa County, Arizona as Record No. 2015 0457221 (the "Third Amendment"), which, amended terms related to the deadline for recording existing approved final plats for the Property; and

WHEREAS, under the terms of the Amber Meadows Amended & Restated Development Agreement, as amended, the existing approved final plat for Amber Meadows will terminate if it is not recorded by October 31, 2015; and

WHEREAS, the City is still interested in seeing development occur in the West Goodyear Central Planning Area, including the Property; and

WHEREAS, City staff and certain West Goodyear Properties' owners, developers and/or their representatives are working on a new development strategy for the WGCPA Properties that is intended to spur the development of the WGCPA Properties; and

WHEREAS, the outline of the strategy has been presented to Council during a work session, and the intent of the Parties is to present amended and restated development agreements for the WGCPA Properties to Council in January 2016; and

WHEREAS, any amended and restated development agreement for Amber Meadows will include an extension of time for the recordation of currently existing approved final plat for Amber Meadows; and

WHEREAS, in the interim and in order to allow City staff and West Goodyear Properties' owners, developers, and/or their representatives to work through the details of the amended and restated development agreements for the WGCPA Properties, the Parties desire to amend the Amber Meadows Amended & Restated Development Agreement to extend the deadline for recording the currently existing approved final plat for Amber Meadows to January 31, 2016.

NOW, THEREFORE, BE IT RESOLVED by the Mayor and City Council of the City of Goodyear, Maricopa County, Arizona, as follows:

Section 1. The Mayor and Council of the City of Goodyear hereby approve the Fourth Amendment to Amended & Restated Development Agreement for Amber Meadows between Hinton Amber Meadows LLP, an Arizona limited partnership and the City of Goodyear, an Arizona municipal corporation attached hereto as Exhibit B (the “Fourth Amendment”); and

Section 2. The City Attorney is hereby authorized, at his discretion, to make non-substantive modifications to the Fourth Amendment prior to its execution; and

Section 3. The City Manager is hereby authorized and directed to execute the Fourth Amendment to Amended & Restated Development Agreement for Amber Meadows between Hinton Amber Meadows LLP, an Arizona limited partnership and the City of Goodyear, an Arizona municipal corporation attached hereto as Exhibit B as modified by the City Attorney; and

Section 4. The Fourth Amendment is intended to be a development agreement pursuant to A.R.S. § 9-500.05.

Section 5. The City Manager or his designee is hereby authorized and directed to take any and all actions and to execute all documents necessary to carry out the intent of this Resolution and the terms of the Fourth Amendment.

Section 6. That this Resolution shall become effective as provided by law.

PASSED AND ADOPTED by the Mayor and Council of the City of Goodyear, Maricopa County, Arizona this 5th day of October, 2015.

Georgia Lord, Mayor

ATTEST:

Maureen Scott, City Clerk

APPROVED AS TO FORM:

Roric Massey, City Attorney

CERTIFICATION OF RECORDING OFFICER

STATE OF ARIZONA)
) ss.
County of Maricopa)

I, the undersigned Maureen Scott, being the duly appointed, qualified and acting City Clerk of the City of Goodyear, Maricopa County, Arizona, certify that the foregoing Resolution No. 15-1725, is a true, correct and accurate copy of Resolution No. 15-1725, passed and adopted at a Regular Meeting of the Council of the City of Goodyear, Maricopa County, Arizona, held on the 5th day of October, 2015, at which a quorum was present and, by a _____ vote, _____ members voted in favor of said Resolution.

Given under my hand and sealed this ____ day of _____, 2015.

Maureen Scott, City Clerk

Seal

EXHIBIT A

RESOLUTION NO. 15-1725

Legal Description of Amber Meadows

(attached)

June 4, 2013

LEGAL DESCRIPTION FOR
AMBER MEADOWS
ANNEXATION PARCEL

That part of Lots 25 through 48 inclusive, White Tank Citrus Tract, Plat B, according to Book 21 of Maps, Page 28, Records of Maricopa County, Arizona, together with that portion of Jefferson Street abandoned by Road Abandonment (Road File No. 5120) as recorded in Document No. 2000-0024101, Maricopa County Records, together with that part of the Northwest Quarter of Section 10, Township 1 North, Range 2 West of the Gila and Salt River Meridian, Maricopa County, Arizona, being more particularly described as follows:

Commencing at the Aluminum Cap Flush marking the West Quarter Corner of said Section 10, from which the Maricopa County Highway Department Brass Cap in handhole marking the Northwest Corner of said Section 10 bears North 00°16'35" East, a distance of 2,645.27 feet;

Thence South 89°46'45" East, along the South line of the Northwest Quarter of said Section 10, a distance of 43.00 feet to a point on a line which is parallel with and 43.00 feet Easterly, as measured at right angles, from the West line of the Northwest Quarter of said Section 10, and the True Point of Beginning;

Thence North 00°16'35" East, along said parallel line, a distance of 1,178.47 feet to a point on the Southerly right-of-way line of the Roosevelt Irrigation District Canal as depicted on the plat of said White Tank Citrus Tract, Plat B;

Thence North 64°05'34" East, along said Southerly right-of-way line, a distance of 2,898.04 feet to a point on the East line of the Northwest Quarter of said Section 10;

Thence South 00°15'41" West, along said East line, a distance of 2,454.71 feet to the chiseled "X" in a concrete ditch marking the Center of said Section 10;

Thence North 89°46'45" West, along the South line of the Northwest Quarter of said Section 10, a distance of 2,601.31 feet to the True Point of Beginning.

Containing 108.474 Acres, more or less.



Expires: 6/30/2013

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EXHIBIT B
RESOLUTION NO. 15-1725

FOURTH AMENDMENT TO AMENDED & RESTATED DEVELOPMENT AGREEMENT

FOR AMBER MEADOWS

(attached)