

## **RESOLUTION NO. 2019-2005**

A RESOLUTION OF THE MAYOR AND COUNCIL OF THE CITY OF GOODYEAR, MARICOPA COUNTY, ARIZONA, APPROVING THE DEVELOPMENT AGREEMENT FOR THE REIMBURSEMENT AND ALLOCATION OF COST RECOVERY PAYMENT; DIRECTING THE CITY MANAGER TO EXECUTE THE DEVELOPMENT AGREEMENT; AUTHORIZING AND DIRECTING ACTIONS; AND PROVIDING FOR AN EFFECTIVE DATE.

WHEREAS, Compass owns approximately 216 acres of land generally located at the northwest corner of Yuma Road and Bullard Avenue, commonly known as Compass Data Centers (the “Compass Property”); and

WHEREAS, Squaw Peak owns approximately 29 acres of land generally located at the southwest corner of Van Buren Street and Bullard Avenue (the Squaw Peak Property”); and

WHEREAS, the Compass Property and the Squaw Peak Property, which at one point were under common ownership of Squaw Peak, are subject to a reimbursement obligation pursuant to a cost recovery resolution adopted by the City (Resolution 06-1090) (the “Cost Recovery Resolution”) for the cost of improvements made to Van Buren Street when the properties were just one parcel; and

WHEREAS, the reimbursement obligation is \$1,127,894.94 (hereinafter referred to as the “Cost Recovery Payment”); and

WHEREAS, the Cost Recovery Payment is to be fully paid in connection with certain initial development activities within any portion of the Property, which have occurred; and

WHEREAS, when Squaw Peak sold the Compass Property, Squaw Peak and Compass entered into an agreement dated April 29, 2019 that provided for the Cost Recovery Payment to be allocated among the Compass Property and the Squaw Peak Property (the “Cost Sharing Agreement”); and

WHEREAS, the Cost Recovery Resolution does not provide for the allocation of a payment obligation or the modification of the timing of a cost recovery payment; and

WHEREAS, Compass and Squaw Peak have requested that the City enter into a development agreement that would allow the Cost Recovery Payment to be allocated between the Compass Property and the Squaw Peak Property based on the allocation set forth in the Cost Sharing Agreement and that would delay the timing of the payments; and

WHEREAS, because the Cost Recovery Payment is for the repayment of costs the City incurred in constructing the improvements to Van Buren Street the City has the ability to alter the requirements for the repayment by this Agreement; and

WHEREAS, although altering the repayment requirements as set forth in this Agreement will result in a delay in the City receiving full payment, the Agreement is nonetheless in the best interest of the City as it will serve to facilitate the development of both the Compass Property and the Squaw Peak Property;

NOW, THEREFORE, BE IT RESOLVED BY THE MAYOR AND COUNCIL OF THE CITY OF GOODYEAR, MARICOPA COUNTY, ARIZONA, AS FOLLOWS:

SECTION 1. The Mayor and Council of the City of Goodyear find the approval of the Development Agreement for the Reimbursement and Allocation of Cost Recovery Payment by and between Compass Datacenters PHX I LLC, a Delaware limited liability company, Squaw Peak Goodyear, LLC, an Arizona limited liability company, and the City of Goodyear, an Arizona municipal corporation, a copy of which is attached hereto as Exhibit 1 and incorporated herein by this reference, to be in the best interest of the City of Goodyear and hereby approve the Development Agreement for Compass Data Centers; and

SECTION 2. The City Manager or 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 Development Agreement for the Reimbursement and Allocation of Cost Recovery Payment attached hereto as Exhibit 1; and

SECTION 3. 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 \_\_\_\_\_ day of \_\_\_\_\_, 20\_\_\_\_.

\_\_\_\_\_  
Georgia Lord, Mayor

Date: \_\_\_\_\_

ATTEST:

APPROVED AS TO FORM:

\_\_\_\_\_  
Darcie McCracken, City Clerk

\_\_\_\_\_  
Roric Massey, City Attorney

## CERTIFICATION OF RECORDING OFFICER

STATE OF ARIZONA )  
 ) ss.  
County of Maricopa )

I, the undersigned Darcie McCracken, being the duly appointed, qualified City Clerk of the city of Goodyear, Maricopa County, Arizona, certify that the foregoing Resolution No. 2019-2005 is a true, correct and accurate copy of Resolution No. 2019-2005, passed and adopted at a regular meeting of the Council of the city of Goodyear, Maricopa County, Arizona, held on the \_\_\_\_\_ day of \_\_\_\_\_ 20\_\_\_\_, at which a quorum was present and, by a \_\_\_\_\_ vote, \_\_\_\_\_ voted in favor of said resolution.

Given under my hand and sealed this \_\_\_\_\_ day of \_\_\_\_\_, 20\_\_\_\_.

seal

City Clerk

**EXHIBIT “1”**

**Development Agreement for Reimbursement and Cost Recovery Payment**

*(on the following pages)*