

CONTRACT NO.: CON-19-053-CMD-A2

AMENDMENT NO. TWO (EXTENSION)
to
THIRD-PARTY INSPECTION AGREEMENT
WITH
FIVE STAR RESORT OWNER, LLC AND FIVE STAR LAND OWNER, LLC

This Amendment No. Two ("Amendment Two") to the Third-Party Inspection Agreement with Five Star Resort Owner, LLC and Five Star Land Owner, LLC ("Agreement") is made and entered into as of this 1st day of July 2020 ("Effective Date"), by and between the Town of Paradise Valley, an Arizona municipal corporation ("Town") and Five Star Resort Owner, LLC and Five Star Land Owner, LLC, Delaware limited liability companies (collectively, "Five Star").

RECITALS

- A. Town and Five Star previously entered into Agreement on December 20, 2018 to provide third-party plan review and inspection services by Brown & Associates Certified Inspection Service, Inc. ("Brown") for Five Star's resort hotel, commercial, and dwelling unit project in the Town of Paradise Valley, Arizona; and
- B. On July 1, 2019, Town and Five Star amended the Agreement to expand the scope of services to allow Five Star to request additional services from Brown; and
- C. The Agreement provides that the Initial Term may be extended up to six months after June 30, 2020; and
- E. Five Star has requested that the term of the Agreement be extended six months; and
- F. Town and Five Star wish to again modify and amend the Agreement subject to and strictly in accordance with the terms of this Amendment Two.

AGREEMENT

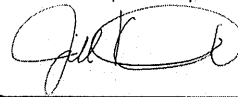
In consideration of the mutual promises set forth herein and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the Town and Five Star hereby agree as follows:

- 1. **Recitals.** The recitals set forth above are not merely recitals, but form an integral part of this Amendment Two.
- 2. **Term.** Pursuant to Paragraph 2, "Term of Agreement," the term of the Agreement, including any Amendment, is extended an additional six (6) months through midnight on December 31, 2020, unless terminated as otherwise provided in the Agreement.

3. **Ratification of Agreement.** Town and Five Star hereby agree that except as expressly provided herein, the provisions of the Agreement shall be, and remain in full force and effect and that if any provision of this Amendment conflicts with the Agreement, then the provisions of this Amendment shall prevail.

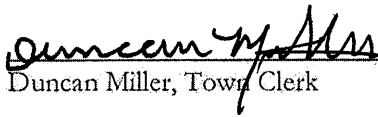
IN WITNESS WHEREOF, THE Parties execute this Amendment No. Two upon the terms and conditions stated above:

TOWN OF PARADISE VALLEY,
an Arizona municipal corporation



Jill Keimach, Town Manager

ATTEST:

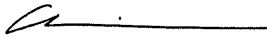


Duncan Miller, Town Clerk

(SEAL)




APPROVED AS TO FORM:



Andrew Miller, Town Attorney

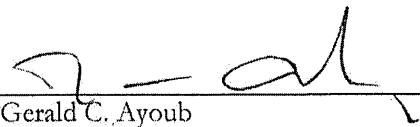
FIVE STAR RESORT OWNER, LLC,
a Delaware limited liability company



By: Gerald C. Ayoub

Its: Manager

FIVE STAR LAND OWNER, LLC,
a Delaware limited liability company



By: Gerald C. Ayoub

Its: Manager