

CONTRACT NO.: CON-19-053-CMD-A3

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

This Amendment No. Three ("Amendment Three") 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 23 day of November 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 requested that the term of the Agreement be extended six months; and
- F. On July 1, 2020, Town and Five Star amended the Agreement to extend the Term through December 31, 2020; and
- G. Five Star has again requested that the inspection services under the Agreement be continued; and
- H. Town and Five Star wish to again modify and amend the Agreement subject to and strictly in accordance with the terms of this Amendment Three.

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 Three.

2. **Term.** The following is added to Paragraph 2 of the Agreement, "Term of Agreement:"

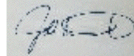
Town and Five Star seek to extend the Term of the Agreement. Notwithstanding any prior Amendment relating to the Term of the Agreement, the Agreement shall be in full force and effect until June 30, 2021, unless terminated as otherwise provided in the Agreement. Upon Five Star's request and the Town's written approval, the Term of the Agreement may be extended up to an additional six (6) months.

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. Three upon the terms and conditions stated above:

TOWN OF PARADISE VALLEY,
an Arizona municipal corporation

DocuSigned by:



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Jill Keimach, Town Manager

ATTEST:

DocuSigned by:



FD56FF67A95043D...

Duncan Miller, Town Clerk

(SEAL)

DocuSigned by:



APPROVED AS TO FORM:

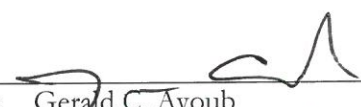
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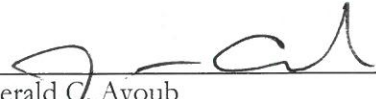
Andrew Miller, Town Attorney

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