

AMENDMENT NO. ONE  
to  
THIRD-PARTY INSPECTION AGREEMENT  
WITH  
FIVE STAR RESORT OWNER, LLC AND FIVE STAR LAND OWNER, LLC

This Amendment No. One ("Amendment One") 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 1<sup>st</sup> day of July 2019 ("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 ("Agreement") 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. Five Star seeks to continue to utilize Services by Brown; and
- C. Town and Five Star wish to modify and amend the Agreement subject to and strictly in accordance with the terms of this Amendment One.

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 and are hereby incorporated into this Amendment One.
- 2. **Compensation.** Subparagraph 3.1 of Paragraph 3 "Scope of Services" is deleted and replaced with the following:

"3.1 Five Star is authorized to request Services directly from Brown & Associates up to an amount not to exceed Five Hundred Thousand Dollars (\$500,000)."

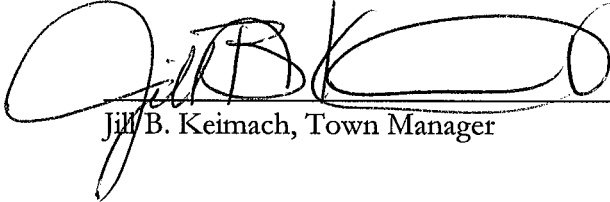
All other provisions of Paragraph 3 remain unchanged.

- 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

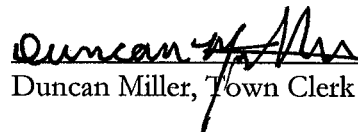
effect and that if any provision of this Amendment conflicts with the Agreement, then the provisions of this Amendment shall prevail.

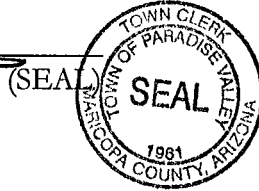
IN WITNESS WHEREOF, the Parties hereto have accepted, made and executed this Amendment No. One upon the terms and conditions stated above.

**TOWN OF PARADISE VALLEY,**  
an Arizona municipal corporation


  
Jill B. Keimach, Town Manager

ATTEST:

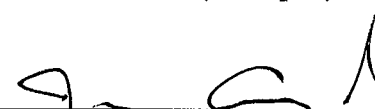
  
Duncan Miller, Town Clerk



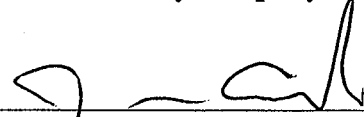
APPROVED AS TO FORM:

  
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