

AMENDMENT NO. FIVE
to the
AGREEMENT FOR PROFESSIONAL SERVICES
BETWEEN
THE TOWN OF PARADISE VALLEY
AND BROWN & ASSOCIATES

This Amendment No. Five to the Agreement for Professional Services between the Town of Paradise Valley and Brown and Associates (“Amendment Five”) is made and entered into as of this ___ day of February 2022 (“Effective Date”), by and between the Town of Paradise Valley, an Arizona municipal corporation (“Town”) and Brown and Associates Certified Inspection Service, Inc., an Arizona corporation (“Consultant”).

RECITALS

- A. At the request of Five Star Development Resort Communities, LLC (“Five Star”) the Town and Consultant entered into Contract No. CON-19-046-CMD, dated November 1, 2018 (the “Agreement”) to provide certain plan review and inspection services in connection with Five Star’s construction of a resort hotel and residential dwelling units in Paradise Valley, Arizona; and
- B. On June 24, 2021, Town and Consultant entered into Amendment Four, Contract No. CON-19-046-CMD-A4 to increase the compensation and allow additional Services to be available to Five Star; and
- C. Five Star has again requested additional Services be available from Consultant; and
- D. Town and Consultant wish to modify and amend the Agreement to increase the compensation and extend the term.

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 Consultant hereby agree as follows:

- 1. **Recitals.** The introduction and recitals set forth above are not merely recitals but form an integral part and are incorporated into this Amendment Five.
- 2. **Term.** Paragraph 1 of the Agreement, “Term of Agreement,” is deleted and replaced to read as follows:
 - 1. Term of Agreement. This Agreement shall be effective as of the date set forth above and shall remain in full force and effect until midnight on December 31, 2022, unless sooner terminated as otherwise provided in this Agreement.

3. **Compensation.** Paragraph 3 of the Agreement, "Compensation," is deleted and replaced to read as follows:

3. Compensation. Town shall pay Consultant an amount not to exceed Nine Hundred Forty Thousand Dollars (\$940,000) for the Services at the rates set forth in the Fee Schedule, attached hereto as Exhibit A and incorporated herein by reference.

4. **Insurance Certificate.** There are no changes to the insurance requirements and other provisions. However, if the current certificate of insurance does not cover the extension period, a new certificate of insurance covering the extended Term must be provided to the Town within 5 days of the Effective Date.
5. **Ratification of Agreement.** Town and Consultant 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 Five upon the terms, conditions and provisions stated above, upon the day and year first written above.

TOWN OF PARADISE VALLEY,
an Arizona municipal corporation

Jill Keimach, Town Manager

ATTEST:

Duncan Miller, Town Clerk (SEAL)

APPROVED AS TO FORM:

Andrew McGuire, Town Attorney

**BROWN & ASSOCIATES
CERTIFIED INSPECTION
SERVICES, INC.,**
an Arizona corporation

By: Michael J. Brown

Its: President