

RESOLUTION NO. 11779

A RESOLUTION OF THE COUNCIL OF THE CITY OF MESA, MARICOPA COUNTY, ARIZONA, AUTHORIZING THE CITY MANAGER TO ENTER INTO A SIXTH AMENDMENT TO THE DEVELOPMENT AGREEMENT, A FIRST AMENDMENT TO THE AMENDED AND RESTATED GROUND AND AIR LEASE AND A FIRST AMENDMENT TO THE AMENDED AND RESTATED LICENSE AGREEMENT FOR THE DEVELOPMENT COMMONLY KNOWN AS THE GRID, WHICH IS ON CITY-OWNED PROPERTY GENERALLY LOCATED AT THE SOUTHWEST CORNER OF MAIN STREET AND SOUTH POMEROY AT 233 EAST MAIN STREET AND 34 SOUTH POMEROY.

WHEREAS, City and 3W Management, LLC, an Arizona limited partnership and, subsequently by assignment dated May 9, 2018, Palladium Grid, LLC, an Arizona limited liability company (“Developer”) are parties to that certain Development Agreement dated December 7, 2017 and recorded in the Maricopa County Recorder’s Office as Recording No. 20170915520, that certain First Amendment to Development Agreement dated February 27, 2018, and recorded in the Maricopa County Recorder’s Office as Recording No. 20180149429, that certain Second Amendment to the Development Agreement dated July 24, 2018, and recorded in the Maricopa County Recorder’s Office as Recording No. 20180565588, and that certain Third Amendment to Development Agreement dated December 11, 2018, and recoded in Maricopa County Recorder’s Office as Recording No. 20180921635, that Fourth Amendment to the Development Agreement dated February 25, 2019, and recorded in the Maricopa County Recorder’s Office as Recording No. 20190149140, and the Fifth Amendment to the Development Agreement dated January 23, 2020, and recorded in the Maricopa County Recorder’s Office as Recording No. 20200071175 (collectively, the “Development Agreement”). The Development Agreement is for a mixed-use commercial and residential development described and defined as the “Project” in the Development Agreement.

WHEREAS, City (as Landlord) and Developer (as Tenant) are parties to that certain Amended and Restated Ground and Air Lease dated January 23, 2020, and approved by Resolution No. 11441 on January 13, 2020 (collectively, the “Lease”).

WHEREAS, City (as Licensor) and Developer (as Licensee) are parties to that certain Amended and Restated License Agreement dated January 23, 2020, and approved by Council by Resolution 11441 on January 13, 2020 (the “License Agreement”).

WHEREAS, City and Developer desire to make certain amendments to the Development Agreement, the Lease as well as the License Agreement to: (i) amend the Compliance Dates in the Development Agreement, (ii) grant to Tenant a revised option to purchase the Premises, an initial option and subsequent option (collectively, the “Option”), (iii) attach as an Exhibit to the First Amendment to the Amended and Restated Lease a Purchase and Sale Agreement and Escrow

Instructions (the "Sale Agreement") for the sale of the Property (as defined in the Sale Agreement) under the terms and limitations of the initial option,, and (iv) integrate these and other changes into the amendments to the Development Agreement, Lease, and License Agreement.


WHEREAS, the City is willing to approve the Sixth Amendment to the Development Agreement, the First Amendment to the Amended and Restated Ground and Air Lease, the Sale Agreement, and the First Amendment to the Amended and Restated License subject to the terms, limitations, and conditions provided in each of these agreements.

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

Section 1: The City Council approves the Sixth Amendment to the Development Agreement, the First Amendment to the Amended and Restated Ground and Air Lease, and the First Amendment to the Amended and Restated License Agreement and other agreements and documents as contemplated therein, and authorizes the City Manager, or his designee, to execute these documents. Further, the City Council approves and authorizes selling the Property pursuant to the Option and approves the Sale Agreement, and authorizes the City Manager, or his designee, to execute these documents and other agreements and documents as contemplated therein. Additionally, the City Manager may agree to, and enter into, modifications and amendments to these documents as necessary to carry out the intent of the parties or that are necessary to facilitate the development of the Project as contemplated and do not materially alter the terms of the agreements. Further, the City Clerk is authorized and directed to attest to the signature of the City Manager, or his designee, on all such documents.

PASSED AND ADOPTED by the Council of the City of Mesa, Maricopa County, Arizona this 8th day of December, 2021.

APPROVED:



---

Mayor

ATTEST:



---

City Clerk

