

RESOLUTION NO. 5492

A RESOLUTION OF THE CITY OF CHANDLER, ARIZONA, APPROVING A CONSENT TO ASSIGNMENT AND ASSUMPTION AGREEMENTS BETWEEN OVERSTREET PROJECT, LLC AND ASS KICKIN' RANCH, LLC FOR THE RETAIL/OFFICE PORTION OF THE OVERSTREET DEVELOPMENT IN DOWNTOWN CHANDLER LOCATED AT THE SOUTHWEST CORNER OF ARIZONA AVENUE AND BUFFALO STREET.

WHEREAS, on February 23, 2017, the Chandler City Council approved a Development Agreement and Option Agreement ("Development Agreement") with DT Chandler, LLC, which sets forth obligations of the parties with regard to the development of City-owned real property located on the southwest corner of Arizona Avenue and Chandler Boulevard and commonly referred to as the Overstreet development (the "Overstreet Property"), as permitted by Ariz. Rev. Stat. § 9-500.05; and

WHEREAS, in exchange for the DT Chandler, LLC's promise to build certain minimum improvements on the Overstreet Property, the Development Agreement allows the DT Chandler, LLC to lease the City's real property pursuant to a ground lease ("Ground Lease") and government property lease excise tax lease ("GPLET Lease") with an additional option to purchase the City's property for a price established within the Development Agreement; and

WHEREAS, on December 12, 2019, the City Council approved DT Chandler, LLC's request to amend the Development Agreement to provide for bifurcation of the Overstreet Property into separate projects that can be individually sold and owned by different entities, including a "Cinema Site," a "Retail/Office Site," and a "Remainder Site"; and

WHEREAS, on November 5, 2020, the City Council approved Resolution No. 5413 approving a consent to approve the assignment of the rights and obligations contained in the Development Agreement, Ground Lease, and GPLET Lease from DT Chandler, LLC to Overstreet Project, LLC of the Retail/Office Site of the Overstreet Development located at the southwest corner of Arizona Avenue and Chandler Boulevard; and

WHEREAS, Overstreet Project, LLC has negotiated a sale of the Retail/Office Site to Ass Kickin' Ranch, LLC; and

WHEREAS, Overstreet Project, LLC seeks the City's consent and approval of the sale pursuant to a Consent to Assignment and Assumption Agreements ("Assignment Agreements"), a copy of which is attached to this Resolution as **Exhibit A**; and

WHEREAS, the City Council finds that it is in the best interest of the City of Chandler to approve the Consent to the Assignment and Assumption Agreements.

NOW, THEREFORE, BE IT ORDAINED by the City Council of the City of Chandler, Arizona, as follows:

Section 1. Approving the Consent to Assignment Agreements in substantially the form attached to this Resolution as Exhibit A.

Section 2. Authorizing the City Manager to execute the Consent to Assignment Agreements.

PASSED AND ADOPTED by the City Council of the City of Chandler, Arizona, this 15th day of July, 2021

ATTEST:

CITY CLERK

MAYOR

CERTIFICATION

I HEREBY CERTIFY that the above and foregoing Resolution No. 5492 was duly passed and adopted by the City Council of the City of Chandler, Arizona, at a regular meeting held on the 15th day of July, 2021, and that a quorum was present thereat.

CITY CLERK

APPROVED AS TO FORM:

CITY ATTORNEY

