

RESOLUTION NO. 2021-2152

A RESOLUTION OF THE MAYOR AND COUNCIL OF THE CITY OF GOODYEAR, MARICOPA COUNTY, ARIZONA, APPROVING THE SECOND AMENDMENT TO THE INFRASTRUCTURE DEVELOPMENT AGREEMENT FOR PROJECT 10-11; DIRECTING THE CITY MANAGER TO EXECUTE THE AMENDMENT DOCUMENT; AUTHORIZING AND DIRECTING ACTIONS; AND PROVIDING FOR AN EFFECTIVE DATE.

WHEREAS, Microsoft owns approximately 279 acres of real property within the City of Goodyear generally located between the north side of Broadway Road and the south side of MC-85 and extending from east of Bullard Avenue to west of Litchfield Road (the "Property"); and

WHEREAS, Microsoft is developing the Property under the name PHX 10-11; and

WHEREAS, Microsoft is responsible for the design and construction of all public infrastructure, within the boundaries of the Property and outside the boundaries of the Property as reasonably determined by the city to be both in accordance with the duly-adopted Development Regulations and needed to support the development of the Property and to allow the city to provide city services to the Property; and

WHEREAS, Microsoft intends to develop the Property in phases, and anticipates that when fully developed the Property could consist of five (5) buildings; and

WHEREAS, the first phase of the development of the Property will consist of the construction of one building that is approximately 290,000 square feet (the "First Phase Development"); and the second phase of development of the Property will consist of the construction of a second building that is approximately 250,000 square feet (the "Second Phase Development"); and

WHEREAS, Microsoft and the city entered into that certain Infrastructure Development Agreement for Project 10-11 recorded on June 27, 2019 in the official records of Maricopa County, Arizona at recording number 2019-0486224 (hereinafter referred to as the "PHX 10-11 IDA"), which addressed certain requirements regarding the development of the Property, including requirements for infrastructure that were to be completed before any certificate of completion and/or certificate of occupancy would be issued for the First Phase Development being constructed on the Property (the "Phase One Improvements"); and

WHEREAS, Microsoft and the city entered into that certain First Amendment to Infrastructure Development Agreement for Project 10-11 recorded on July 14, 2020, in the official records of Maricopa County, Arizona at recording number 20200625939 (hereinafter referred to as the "First Amendment"), which addressed the timing of certain portions of the Phase One Improvements by Microsoft and the completion of the Raw Water Line by the City; and

WHEREAS, together, the PHX 10-11 IDA and the First Amendment are referred to herein as the "Agreement"; and

WHEREAS, under the terms of the Agreement, the City must expressly approve of any building permits to be issued on the Property other than the building permits for the Phase One Development;

WHEREAS, the Microsoft's Site Plan contemplates the development of the Phase Two Development and their desire to obtain building permits for the same; and

WHEREAS, Microsoft will agree to limit the industrial discharge from the Phase One Development and the Phase Two Development to 500,000 gallons per day and to install a Discharge Control System to ensure that such limit is not exceeded.

WHEREAS, the City will agree to obtain the Additional Carollo Study, at Microsoft's sole cost and expense, to address the water supply and Additional Necessary Infrastructure Improvements required for future buildings on the Property; and

WHEREAS, the city acknowledges the development of the Property is consistent with the city's general plan; and

WHEREAS, Microsoft and the city intend this Second Amendment to be a Development Agreement within the meaning of A.R.S. § 9-500.05 that binds Microsoft and all future owners of all or any portion of the Property.

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

SECTION 1. The Mayor and Council of the city of Goodyear find the approval of the Second Amendment to the Infrastructure Development Agreement for Project 10-11 by and between Microsoft Corporation, a Washington corporation and the city of Goodyear, an Arizona municipal corporation, a copy of which is attached hereto as Exhibit 1 and incorporated herein by this reference, to be in the best interest of the City of Goodyear, and hereby approve the Second Amendment to the Infrastructure Development Agreement for Project 10-11; and

SECTION 2. The City Manager or her designee is hereby authorized and directed to execute the Second Amendment to the Infrastructure Development Agreement for Project 10-11; and

SECTION 3. The City Manager or her designee is hereby authorized and directed to take any and all actions and to execute all the documents necessary to carry out the intent of this Resolution and the terms of the Second Amendment of the Infrastructure Development Agreement for Project 10-11; and

SECTION 4. This Resolution shall become effective as provided by law.

EXHIBIT “1”

Second Amendment to Infrastructure Development Agreement
For Project 10-11

(on the following pages)