

EXHIBIT "1"
CONSENT TO ASSIGNMENT

The undersigned, City of Goodyear, an Arizona municipal corporation, hereby consents to the assignment by Madeira-Maricopa, LLC ("Madeira") of its rights, title, interest in, and obligations under the following agreements with respect to any property subject to this such agreement that is acquired by _____. Madeira will remain liable for all obligations under these agreements with respect to any property covered by such agreements until the property subject to such agreements has been acquired by _____. This consent, in no way modifies the terms any of the following agreements, and each agreement continues to run with the land and bind all future successors in interest to title to any or all of the real property subject to the following agreements.

1. Pre-Annexation and Development agreement recorded at 2007-1308897
2. Madeira Master Development Agreement recorded at 2009-1167765