

# CITY COUNCIL AGENDA

CITY COUNCIL CHAMBERS . 11465 WEST CIVIC CENTER DRIVE . AVONDALE, AZ 85323

**WORK SESSION**  
**November 5, 2012**  
**6:00 PM**

## CALL TO ORDER BY MAYOR ROGERS

### 1 ROLL CALL BY THE CITY CLERK

### 2 WEST-MEC INFORMATIONAL PRESENTATION

Diane McCarthy, Director of Business Partnerships and Government Affairs, will provide a presentation on the successes and opportunities of West-MEC (Western Maricopa Education Center). For information and discussion only.

### 3 REVIEW OF CITY OF AVONDALE PARKING ORDINANCE; 23-62.A

City Council will receive information regarding the City Parking Ordinance (23-62.A) which limits what vehicles can park on public streets by the gross vehicle weight (GVW), chassis weight or by specifically defined vehicles and whether there are any exceptions for drivers who are "on call". This item is for information and discussion purposes only.

### 4 ADJOURNMENT

Respectfully submitted,

A handwritten signature in cursive script that reads "Carmen Martinez".

Carmen Martinez  
City Clerk

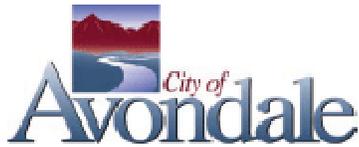
Individuals with special accessibility needs, including sight or hearing impaired, large print, or interpreter, should contact the City Clerk at 623-333-1200 or TDD 623-333-0010 at least two business days prior to the Council Meeting.

Personas con necesidades especiales de accesibilidad, incluyendo personas con impedimentos de vista u oído, o con necesidad de impresión grande o interprete, deben comunicarse con la Secretaria de la Ciudad at 623-333-1200 o TDD 623-333-0010 cuando menos dos días hábiles antes de la junta del Concejo.

Notice is hereby given that pursuant to A.R.S. § 1-602.A.9, subject to certain specified statutory exceptions, parents have a right to consent before the State or any of its political subdivisions make a video or audio recording of a minor child. Meetings of the City Council may be audio and/or video recorded and, as a result, proceedings in which children are present may be subject to such recording. Parents, in order to exercise their rights may either file written consent with the City Clerk to such recording, or take personal action to ensure that their child or children are not present when a recording may be made. If a child is present at the time a recording is made, the City will assume that the rights afforded parents pursuant to A.R.S. § 1-602.A.9 have been waived.

De acuerdo con la ley A.R.S. § 1-602.A.9, y sujeto a ciertas excepciones legales, se da aviso que los padres tienen derecho a dar su consentimiento antes de que el Estado o cualquier otra entidad política haga grabaciones de video o audio de un menor de edad. Las juntas del Concejo de la Ciudad pueden ser grabadas y por consecuencia, existe la posibilidad de que si hay menores de edad presentes éstos aparezcan en estos videos o grabaciones de audio. Los padres puedan ejercitar su derecho si presentan su consentimiento por escrito a la Secretaria de la Ciudad, o pueden asegurarse que los niños no estén presentes durante la grabación de la junta. Si hay algún menor de edad presente durante la

grabación, la Ciudad dará por entendido que los padres han renunciado sus derechos de acuerdo a la ley contenida A.R.S. § 1-602.A.9.



# CITY COUNCIL REPORT

**SUBJECT:**  
West-MEC Informational Presentation

**MEETING DATE:**  
November 5, 2012

**TO:** Mayor and Council  
**FROM:** Gina Montes, Neighborhood & Family Services Director (623) 333-2727  
**THROUGH:** Charlie McClendon, City Manager

**PURPOSE:**

This item is an opportunity for the City Council to learn about the strengths, successes and aspirations of West-MEC (Western Maricopa Education Center) and discuss how the City of Avondale can support the educational system.

**BACKGROUND:**

The quality of the educational system and perceptions of the school districts have a direct impact on the success of the community. In addition to preparing young people to enter the workforce and higher education, it also impacts the overall desirability of the community from a real estate perspective. This item is part of an ongoing dialogue with school district officials and other stakeholders on the educational system. The goal is to understand the strengths and opportunities within each district and to begin a discussion on how to strengthen partnerships with the schools and celebrate their strengths.

**DISCUSSION:**

West-MEC (Western Maricopa Education Center) is a public school district that is dedicated to providing students innovative Career and Technical Education programs that will prepare them to enter the workforce and pursue continuing education. West-MEC operates under the same laws and regulations as all public school districts in Arizona. Governed by a seven-member board, West-MEC is funded by taxes and state aid, based on student enrollment. More than 26,000 students from 40 high schools across almost 4,300 square miles are currently enrolled in West-MEC Career and Technical Education courses.

High school students living within the boundaries of the West-MEC member districts are eligible to enroll in its programs. West-MEC Member Districts include the following: Agua Fria Union, Buckeye Union, Deer Valley Unified, Dysart Unified, Glendale Union, Paradise Valley Unified, Peoria Unified, Saddle Mountain Unified, Wickenburg Unified, Cartwright Elementary, Fowler Elementary, Pendergast Elementary.

Central Programs are offered at educational facilities operated by West-MEC and its community college partners. Students attend their home high school for core subjects and travel to West-MEC Central Program career campuses to receive their high school elective credits and opportunities to earn college credit, internship experience and industry certifications.

West-MEC Central Programs for 2012-13 include: Automotive Collision Industries; Automotive Technology; Aviation Technology; Cosmetology; Emergency Medical Technician (EMT); Dental Assisting; Fire Science; and Medium Heavy Diesel Technology.

**BUDGETARY IMPACT:**

This item has no budgetary impact.

**RECOMMENDATION:**

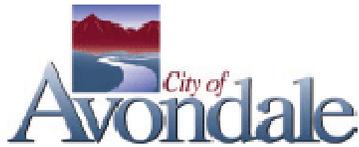
For information and discussion only.

**ATTACHMENTS:**

Click to download

[West-MEC Boudary Map](#)





# CITY COUNCIL REPORT

**SUBJECT:**

Review of City of Avondale Parking Ordinance; 23-62.A

**MEETING DATE:**

November 5, 2012

**TO:** Mayor and Council  
**FROM:** Kevin Kotsur, Chief of Police (623) 333-7201  
**THROUGH:** Charlie McClendon, City Manager

**PURPOSE:**

Staff has been asked to research the current City Parking Ordinance (23-62.A) which limits what vehicles can park on public streets by the gross vehicle weight (GVW), chassis weight or by specifically defined vehicles and whether there are any exemptions for drivers who are "on call". This item is for information and discussion purposes only. No Council action required.

**BACKGROUND:**

The current parking ordinance (23-62.A) limits the type of vehicles that can park on public streets or parking lots. Vehicles cannot be rated for a GVW in excess of 10,000 lbs., and have a chassis rating of greater than one ton, or consist of a tractor, semi-trailer, trailer, bus, mobile home, recreational vehicle, farm implement, livestock trailer, or similar equipment. Staff was asked to provide information on the ordinance and if the current Avondale City Ordinance is comparable to other surrounding jurisdictions.

**DISCUSSION:**

As part of this, Staff examined several topics and how they interact with the Avondale City Ordinance 23-62.A. 1. Current Ordinance 23-62.A states -*"No person shall stand or park a vehicle having both (i) a gross vehicle weight rating in excess of ten thousand (10,000) pounds and (ii) exceeding one (1) ton chassis rating, or a tractor, semi-trailer, trailer, bus, mobile home, recreational vehicle, farm implement, livestock trailer or similar equipment on a public street or in a parking lot of any retail, industrial, office, commercial establishment"*.

There are exceptions to the ordinance when addressing vehicles in parking lots which are defined in City Ordinance 23-61.B and includes exemptions for school buses (on school grounds) commercial dealerships, municipal vehicles on city property, vehicles in a fenced yard operated by a trucking company, vehicles at truck stops, and vehicles parked or stored at tow lots.

2. City Comparison- Staff researched surrounding cities and compared the Avondale parking ordinance and restrictions on parking to each jurisdiction including any exceptions to the ordinance.

City	Parking Limitations on Residential Streets	Exemptions
Avondale	Not in excess of 10,000 GVWR, and 1 ton chassis, specific vehicles	None on public streets

<i>City</i>	<i>Parking Limitations on Residential Streets</i>	<i>Exemptions</i>
Tolleson	Not in excess of 1 ton chassis	Loading/Unloading
Goodyear	None	None
Glendale	Not in excess of rated chassis of 1 ton, or any commercial vehicle	Expediently loading/unloading
Peoria	Not in excess of 10,000 GVWR, or exceeding one ton chassis	None on public streets
Surprise	Not in excess of 1.5 tons or having height of 7'6" or 36 ft. in length	None on public streets

3. Zoning Guidelines - The current parking ordinance is in line with the current zoning ordinances for the City of Avondale and vehicles on private property. In discussion with other staff, the constraint of parking no vehicles in residential areas in excess of 10,000 GVW is in line with other cities' requirements. Considering height, width and safety factors in residential neighborhoods, the GVW limit of 10,000 lbs. is standard.

4. Homeowner Associations (HOA) - Staff consulted with the City Attorney and determined that regardless of changes to the parking ordinance or not, local HOAs can further restrict parking in their associations or enforce current HOA regulations. Currently, there are 46 different HOAs within the City of Avondale.

**BUDGETARY IMPACT:**

None

**RECOMMENDATION:**

For Information Only.

**ATTACHMENTS:**

Click to download

[Truck Classification](#)

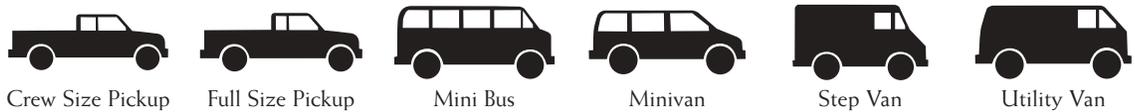
# TRUCK TYPE AND WEIGHT CLASS

The vehicle icons on the following page depict examples of vehicles in each DOT classification 1-8 with corresponding load ranges. These classifications are guidelines in understanding the type of vehicle used for different applications by vehicle class.

**CLASS ONE**  
6,000 lbs. or less



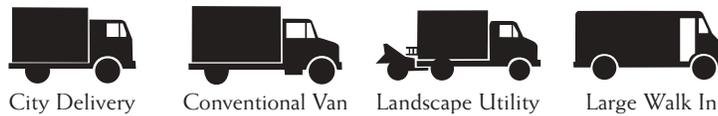
**CLASS TWO**  
6,001 to 10,000 lbs.



**CLASS THREE**  
10,001 to 14,000 lbs.



**CLASS FOUR**  
14,001 to 16,000 lbs.



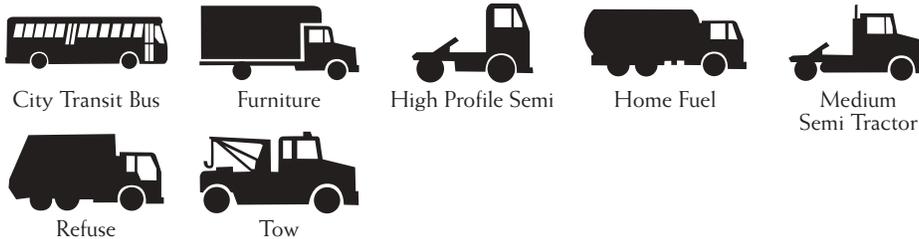
**CLASS FIVE**  
16,001 to 19,500 lbs.



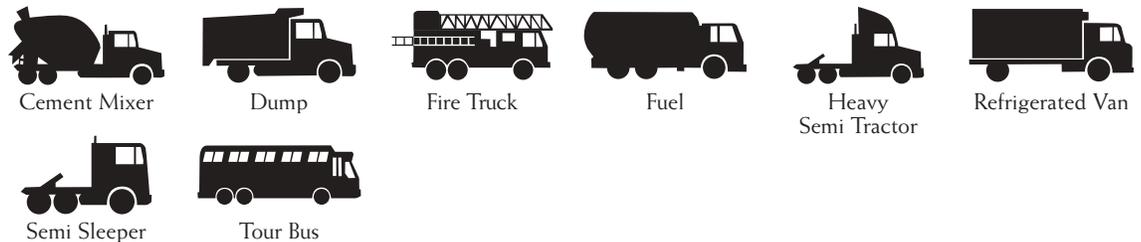
**CLASS SIX**  
19,501 to 26,000 lbs.



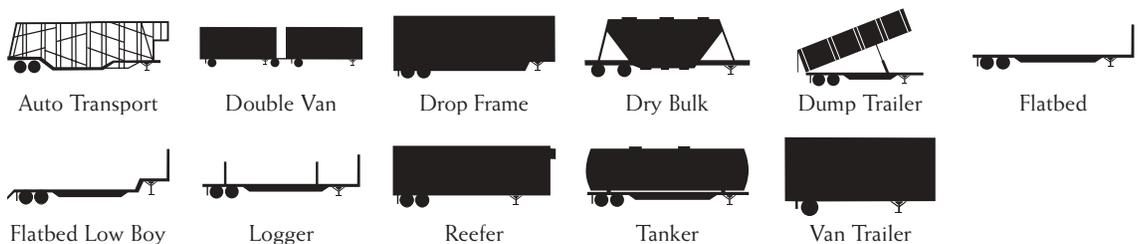
**CLASS SEVEN**  
26,001 to 33,000 lbs.

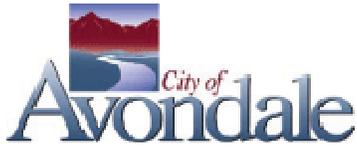


**CLASS EIGHT**  
33,001 lbs. & over



**TRAILERS**





# CITY COUNCIL AGENDA

CITY COUNCIL CHAMBERS . 11465 WEST CIVIC CENTER DRIVE . AVONDALE, AZ 85323

REGULAR MEETING  
November 5, 2012  
7:00 PM

**CALL TO ORDER BY MAYOR ROGERS  
PLEDGE OF ALLEGIANCE  
MOMENT OF REFLECTION**

**1 ROLL CALL AND STATEMENT OF PARTICIPATION BY THE CITY CLERK**

**2 UNSCHEDULED PUBLIC APPEARANCES**

(Limit three minutes per person. Please state your name.)

**3 CONSENT AGENDA**

Items on the consent agenda are of a routine nature or have been previously studied by the City Council at a work session. They are intended to be acted upon in one motion. Council members may pull items from consent if they would like them considered separately.

**a. APPROVAL OF MINUTES**

1. Work Session of October 8, 2012
2. Work Session of October 15, 2012
3. Regular Meeting of October 15, 2012

**b. LIQUOR LICENSE SERIES 10 (BEER AND WINE STORE) - SPROUTS FARMERS MARKET #13**

City Council will consider a request from Mr. Randy Nations for a Series 10 (Beer and Wine Store) License at Sprouts Farmers Market #13 located at 1813 N. Dysart Road in Avondale. The Council will take appropriate action.

**c. REAPPOINTMENT OF PRO TEMPORE JUDGE**

City Council will consider a request to re-appoint one judge pro tempore to a one year term expiring on November 5, 2013. The Council will take appropriate action.

**d. REIMBURSEMENT AGREEMENT – THE CHARTER SCHOOL FUND, LLC**

City Council will consider a request to approve a Reimbursement Agreement with The Charter School Fund, LLC for the purpose of improving the intersection of Corporate Drive and El Mirage Road as it relates to the development of the Legacy Traditional Charter School, authorize a necessary transfer, and authorize the Mayor, or City Manager and City Clerk to execute the necessary documents. The Council will take appropriate action.

**e. RESOLUTION 3079-1112 - CHANGE ORDER TO THE INTERGOVERNMENTAL AGREEMENT WITH THE CITY OF PHOENIX FOR TRANSIT SERVICES**

City Council will consider a resolution approving Change Order No. 1 to the Intergovernmental Agreement with the City of Phoenix as the Federal Designated Recipient for the Avondale Urbanized Area, increasing the amount by \$167,226.00 for a total of \$2,171,462.00 and authorize the Mayor or City Manager and City Clerk to execute the necessary documents. The Council will take appropriate action.

f. **RESOLUTION 3081-1112 - APPROVAL OF TOHONO O'ODHAM GRANT-IN-AID AGREEMENT FOR POLICE LESS LETHAL WEAPONS**

City Council will consider a resolution approving a Grant-in-Aid Agreement with the Tohono O'odham Nation for the Avondale Police Department in the amount of \$9,051.34 for the purchase of less lethal weapons and ammunition and authorize the Mayor or City Manager and City Clerk to execute the necessary documents. The Council will take appropriate action.

g. **PROFESSIONAL SERVICES AGREEMENT – RITTOCH-POWELL & ASSOCIATES CONSULTING ENGINEERS, INC.**

City Council will consider a request to approve a Professional Services Agreement with Ritoch-Powell & Associates to provide professional design services for the City Center Phase 3 Improvements in the amount of \$101,110 and authorize the Mayor or City Manager and City Clerk to execute the necessary documents. The Council will take appropriate action.

4 **RESOLUTION 3082-1112 - AUTHORIZING SUBMISSION OF GRANT APPLICATION TO THE ARIZONA DEPARTMENT OF HOUSING AND AMENDING THE OWNER-OCCUPIED HOME REHABILITATION PROGRAM POLICIES AND PROCEDURES**

City Council will consider a resolution authorizing the submission of a \$440,000 State Housing Fund, HOME Investment Partnership program grant application to the Arizona Department of Housing to provide additional funding for the existing City of Avondale Owner Occupied Home Rehabilitation Program, adopting the Amended and Restated Avondale Owner-Occupied Home Rehabilitation Program Policies and Procedures, and authorize the Mayor or City Manager and City Clerk to execute the necessary documents. The Council will take appropriate action.

5 **ORDINANCE 1500-1112 - ANNEXATION OF RIGHT-OF-WAY AND ROADWAY ALONG INDIAN SCHOOL ROAD RIGHT OF WAY**

City Council will consider an ordinance annexing a portion of right-of-way and roadway along Indian School Road from El Mirage to Dysart Road which has been deannexed by the City of Litchfield Park, authorize the Mayor or City Manager and City Clerk to execute all the necessary documents including the Letter Agreement with the City of Litchfield Park to clarify changes and access to the shopping center located at the northeast corner of Indian School Road and Dysart Road and authorize submission of the adopted ordinance to the Maricopa Board of Supervisors for approval. The Council will take appropriate action.

6 **DESIGNATION OF VOTING DELEGATES FOR NLC ANNUAL BUSINESS MEETING**

City Council will designate a primary and an alternate voting delegate to represent Avondale at the National League of Cities' Annual Business Meeting to be held at the conclusion of the Congress of Cities in Boston, Massachusetts on Saturday, December 1, 2012. The Council will take appropriate action.

7 **EXECUTIVE SESSION**

a. The Council may hold an executive session pursuant to (i) Ariz. Rev. Stat. § 38-431.03 (A)(7) for discussion or consultation with City representatives in order to consider its position and instruct its representatives regarding negotiations for the acquisition of real property; and (ii) Ariz. Rev. Stat. § 38-431.03 (A)(4) for discussion or consultation with the City's Attorney in order to consider its position and instruct the City's Attorney regarding potential litigation with respect to tax matters.

8 **ADJOURNMENT**

Respectfully submitted,



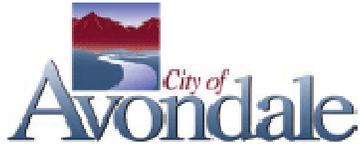
Carmen Martinez  
City Clerk

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# CITY COUNCIL REPORT

**SUBJECT:**  
APPROVAL OF MINUTES

**MEETING DATE:**  
November 5, 2012

**TO:** Mayor and Council  
**FROM:** Carmen Martinez, City Clerk (623) 333-1214  
**THROUGH:** Charlie McClendon, City Manager

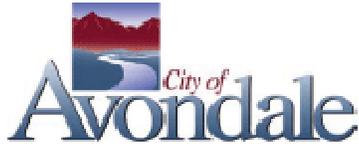
**PURPOSE:**

1. Work Session of October 8, 2012
2. Work Session of October 15, 2012
3. Regular Meeting of October 15, 2012

**ATTACHMENTS:**

[Click to download](#)

No Attachments Available



# CITY COUNCIL REPORT

**SUBJECT:**

Liquor License Series 10 (Beer and Wine Store) -  
Sprouts Farmers Market #13

**MEETING DATE:**

November 5, 2012

**TO:** Mayor and Council  
**FROM:** Carmen Martinez, City Clerk (623) 333-1214  
**THROUGH:** Charlie McClendon, City Manager

**PURPOSE:**

Staff is recommending approval of a request from Mr. Randy Nations for a Series 10 (Beer and Wine Store) License at Sprouts Farmers Market #13 located at 1813 N. Dysart Road in Avondale.

**DISCUSSION:**

The City Clerk's Department has received an application for a Series 10 (Beer and Wine Store) License at Sprouts Farmers Market located at 1813 N. Dysart Road in Avondale. The store is already licensed to sell beer and wine, but a change in ownership requires that a new application be applied for and issued.

As required by state law and city ordinance, the application was posted for the required period of time starting October 10, 2012 and a notice was published in the West Valley View on October 26 and 30, 2012. No comments were received.

The Arizona Department of Liquor License and Control has accepted the submitted application as complete.

The Development Services, Finance and Fire Departments have reviewed the application and are recommending approval. Their comments are attached.

**RECOMMENDATION:**

Staff is recommending approval of a request from Mr. Randy Nations for a Series 10 (Beer and Wine Store) License at Sprouts Farmers Market #13 located at 1813 N. Dysart Road in Avondale.

**ATTACHMENTS:**

Click to download

- [Application](#)
- [Review by Departments](#)
- [Posting Photos](#)
- [Vicinity Map](#)

Arizona Department of Liquor Licenses and Control

SEP 14 10 52

800 West Washington, 5th Floor  
 Phoenix, Arizona 85007  
 www.azliquor.gov  
 602-542-5141

**APPLICATION FOR LIQUOR LICENSE**  
**TYPE OR PRINT WITH BLACK INK**

Notice: Effective Nov. 1, 1997, ~~All Owners, Agents, Partners, Stockholders, Officers, or Managers~~ actively involved in the day to day operations of the business must attend a Department approved liquor law training course or provide proof of attendance within the last five years. See page 5 of the Liquor Licensing requirements.

**SECTION 1** This application is for a:

- MORE THAN ONE LICENSE
- INTERIM PERMIT *Complete Section 5*
- NEW LICENSE *Complete Sections 2, 3, 4, 13, 14, 15, 16*
- PERSON TRANSFER (Bars & Liquor Stores ONLY)  
*Complete Sections 2, 3, 4, 11, 13, 15, 16*
- LOCATION TRANSFER (Bars and Liquor Stores ONLY)  
*Complete Sections 2, 3, 4, 12, 13, 15, 16*
- PROBATE/WILL ASSIGNMENT/DIVORCE DECREE  
*Complete Sections 2, 3, 4, 9, 13, 16 (fee not required)*
- GOVERNMENT *Complete Sections 2, 3, 4, 10, 13, 15, 16*

**SECTION 2** Type of ownership:

- J.T.W.R.O.S. *Complete Section 6*
- INDIVIDUAL *Complete Section 6*
- PARTNERSHIP *Complete Section 6*
- CORPORATION *Complete Section 7*
- LIMITED LIABILITY CO. *Complete Section 7*
- CLUB *Complete Section 8*
- GOVERNMENT *Complete Section 10*
- TRUST *Complete Section 6*
- OTHER (Explain) \_\_\_\_\_

**SECTION 3** Type of license and fees LICENSE #(s):

1. Type of License(s): Series 10

10076334

2. Total fees attached: \$

Department Use Only

**APPLICATION FEE AND INTERIM PERMIT FEES (IF APPLICABLE) ARE NOT REFUNDABLE.**

The fees allowed under A.R.S. 44-6852 will be charged for all dishonored checks.

**SECTION 4** Applicant

1. Owner/Agent's Name: Mr. Nations Randy D.  
 (Insert one name ONLY to appear on license) Last First Middle
2. Corp./Partnership/L.L.C.: SF Markets LLC (FN) B 1048420  
 (Exactly as it appears on Articles of Inc. or Articles of Org.)
3. Business Name: Sprouts Farmers Market #13 B 1034805  
 (Exactly as it appears on the exterior of premises)
4. Principal Street Location: 1813 N. Dysart Rd. Avondale Maricopa 85323  
 (Do not use PO Box Number) City County Zip
5. Business Phone: 623-535-8989 Daytime Contact: \_\_\_\_\_
6. Is the business located within the incorporated limits of the above city or town?  YES  NO
7. Mailing Address: \_\_\_\_\_  
 City State Zip
8. Price paid for license only bar, beer and wine, or liquor store: Type \_\_\_\_\_ \$ \_\_\_\_\_ Type \_\_\_\_\_ \$ \_\_\_\_\_

**DEPARTMENT USE ONLY**

Fees: 100 Application 100 Interim Permit 0 Agent Change 0 Club 0 Finger Prints \$ 200.00  
**TOTAL OF ALL FEES**

Is Arizona Statement of Citizenship & Alien Status For State Benefits complete?  YES  NO

Accepted by: M.C. Date: 9/14/2012 Lic. # 10076334

**SECTION 5 Interim Permit:**

1. If you intend to operate business when your application is pending you will need an Interim Permit pursuant to A.R.S. 4-203.01.
2. There **MUST** be a valid license of the same type you are applying for currently issued to the location.
3. Enter the license number currently at the location. 10075199
4. Is the license currently in use?  YES  NO If no, how long has it been out of use? \_\_\_\_\_

12 SEP 14 11:41 AM '10

**ATTACH THE LICENSE CURRENTLY ISSUED AT THE LOCATION TO THIS APPLICATION.**

I, Randy D. Nations, declare that I am the CURRENT OWNER, AGENT, CLUB MEMBER, PARTNER, MEMBER, STOCKHOLDER, OR LICENSEE (circle the title which applies) of the stated license and location.

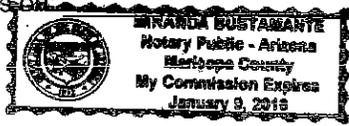
Randy D. Nations  
(Signature)

State of Arizona County of Maricopa

The foregoing instrument was acknowledged before me this

12<sup>th</sup> day of September, 2012  
Day Month Year

My commission expires on:



Miriam B. Bustamante  
(Signature of NOTARY PUBLIC)

**SECTION 6 Individual or Partnership Owners:**

EACH PERSON LISTED MUST SUBMIT A COMPLETED QUESTIONNAIRE (FORM LIC0101), AN "APPLICANT" TYPE FINGERPRINT CARD, AND \$22 PROCESSING FEE FOR EACH CARD.

1. Individual:

Last	First	Middle	% Owned	Mailing Address	City State Zip

Partnership Name: (Only the first partner listed will appear on license) \_\_\_\_\_

General-Limited	Last	First	Middle	% Owned	Mailing Address	City State Zip
<input type="checkbox"/> <input type="checkbox"/>						
<input type="checkbox"/> <input type="checkbox"/>						
<input type="checkbox"/> <input type="checkbox"/>						
<input type="checkbox"/> <input type="checkbox"/>						

) Y R A S S E C E N F I

2. Is any person, other than the above, going to share in the profits/losses of the business?  YES  NO  
If Yes, give name, current address and telephone number of the person(s). Use additional sheets if necessary.

Last	First	Middle	Mailing Address	City, State, Zip	Telephone#

STATE OF ARIZONA

DEPARTMENT OF LIQUOR LICENSES  
AND CONTROL  
ALCOHOLIC BEVERAGE LICENSE

License 10075199

Issue Date: 8/10/2006

Expiration Date: 12/31/2012

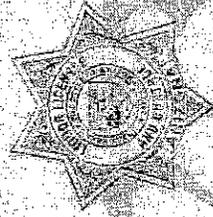
Issued To:  
RANDY D NATIONS, Agent  
SPROUTS FARMERS MARKET LLC, Owner

Beer & Wine Store

Mailing Address:

RANDY D NATIONS  
SPROUTS FARMERS MARKET LLC  
SPROUTS FARMERS MARKET #13  
P O BOX 2502  
CHANDLER, AZ 85244

Location:  
SPROUTS FARMERS MARKET #13  
1813 N DYSART RD  
AVONDALE, AZ 85323



POST THIS LICENSE IN A CONSPICUOUS PLACE

EXPIRES 12/31/2012

**SECTION 7 Corporation/Limited Liability Co.:**

EACH PERSON LISTED MUST SUBMIT A COMPLETED QUESTIONNAIRE (FORM LIC0101), AN "APPLICANT" TYPE FINGERPRINT CARD, AND \$22 PROCESSING FEE FOR EACH CARD.

CORPORATION **Complete questions 1, 2, 3, 5, 6, 7, and 8.**

L.L.C. **Complete 1, 2, 4, 5, 6, 7, and 8.**

1. Name of Corporation/L.L.C.: SF Markets LLC (FN)  
 (Exactly as it appears on Articles of Incorporation or Articles of Organization)

2. Date Incorporated/Organized: 03/04/11 State where Incorporated/Organized: Delaware

3. AZ Corporation Commission File No.: \_\_\_\_\_ Date authorized to do business in AZ: \_\_\_\_\_

4. AZ L.L.C. File No: R-1664007-8 Date authorized to do business in AZ: 03/09/11

5. Is Corp./L.L.C. Non-profit?  YES  NO

6. List all directors, officers and members in Corporation/L.L.C.:

Last	First	Middle	Title	Mailing Address	City State
Sprouts Farmers Markets Holdings LLC			Man Mem	11811 N. Tatum Blvd. #2400 Phoenix, Arizona 85028	

(ATTACH ADDITIONAL SHEET IF NECESSARY)

7. List stockholders who are controlling persons or who own 10% or more:

Last	First	Middle	% Owned	Mailing Address	City State Zip
Sprouts Farmers Markets Holdings LLC			100%	11811 N. Tatum Blvd. #2400 Phoenix, Arizona 85028	

(ATTACH ADDITIONAL SHEET IF NECESSARY)

8. If the corporation/L.L.C. is owned by another entity, attach a percentage of ownership chart, and a director/officer/member disclosure for the parent entity. Attach additional sheets as needed in order to disclose personal identities of all owners.

**SECTION 8 Club Applicants:**

EACH PERSON LISTED MUST SUBMIT A COMPLETED QUESTIONNAIRE (FORM LIC0101), AN "APPLICANT" TYPE FINGERPRINT CARD, AND \$22 PROCESSING FEE FOR EACH CARD.

1. Name of Club: \_\_\_\_\_ Date Chartered: \_\_\_\_\_  
 (Exactly as it appears on Club Charter or Bylaws) (Attach a copy of Club Charter or Bylaws)

2. Is club non-profit?  YES  NO

3. List officer and directors:

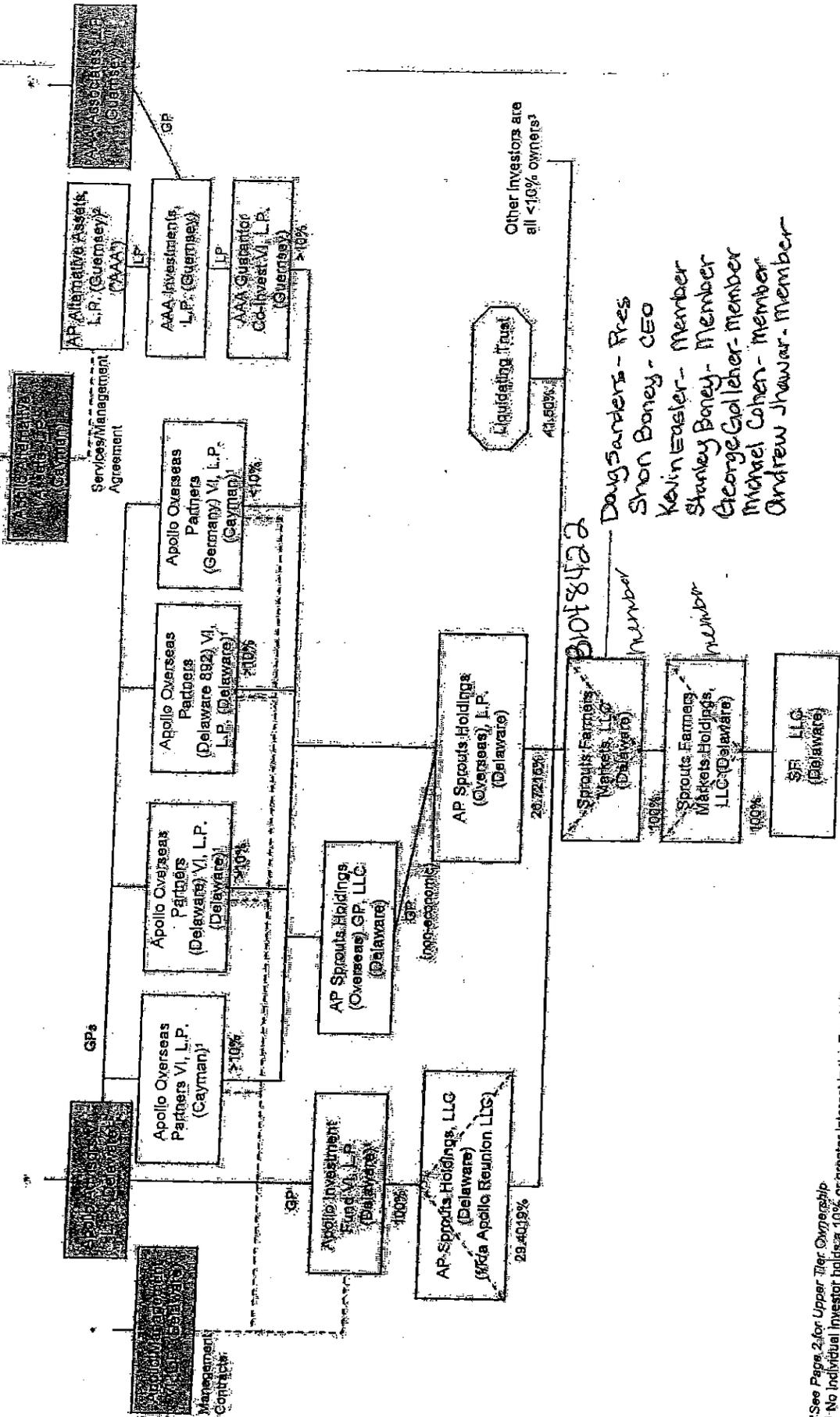
Last	First	Middle	Title	Mailing Address	City State Zip

(ATTACH ADDITIONAL SHEET IF NECESSARY)

12 SEP 14 11:44 AM '11

# Apollo/Sprouts Structure Chart

Privileged & Confidential  
As of December 12, 2007



See Page 2 for Upper Tier Ownership  
 1. No individual investor holds a 10% or greater interest in the Fund VI  
 2. The common units of APAA are listed on Euronext Amsterdam by NYSE Euronext.  
 3. Certain other Apollo-affiliated entities, each with less than 10% ownership interest in Sprouts Farmers Markets, LLC, are not depicted.

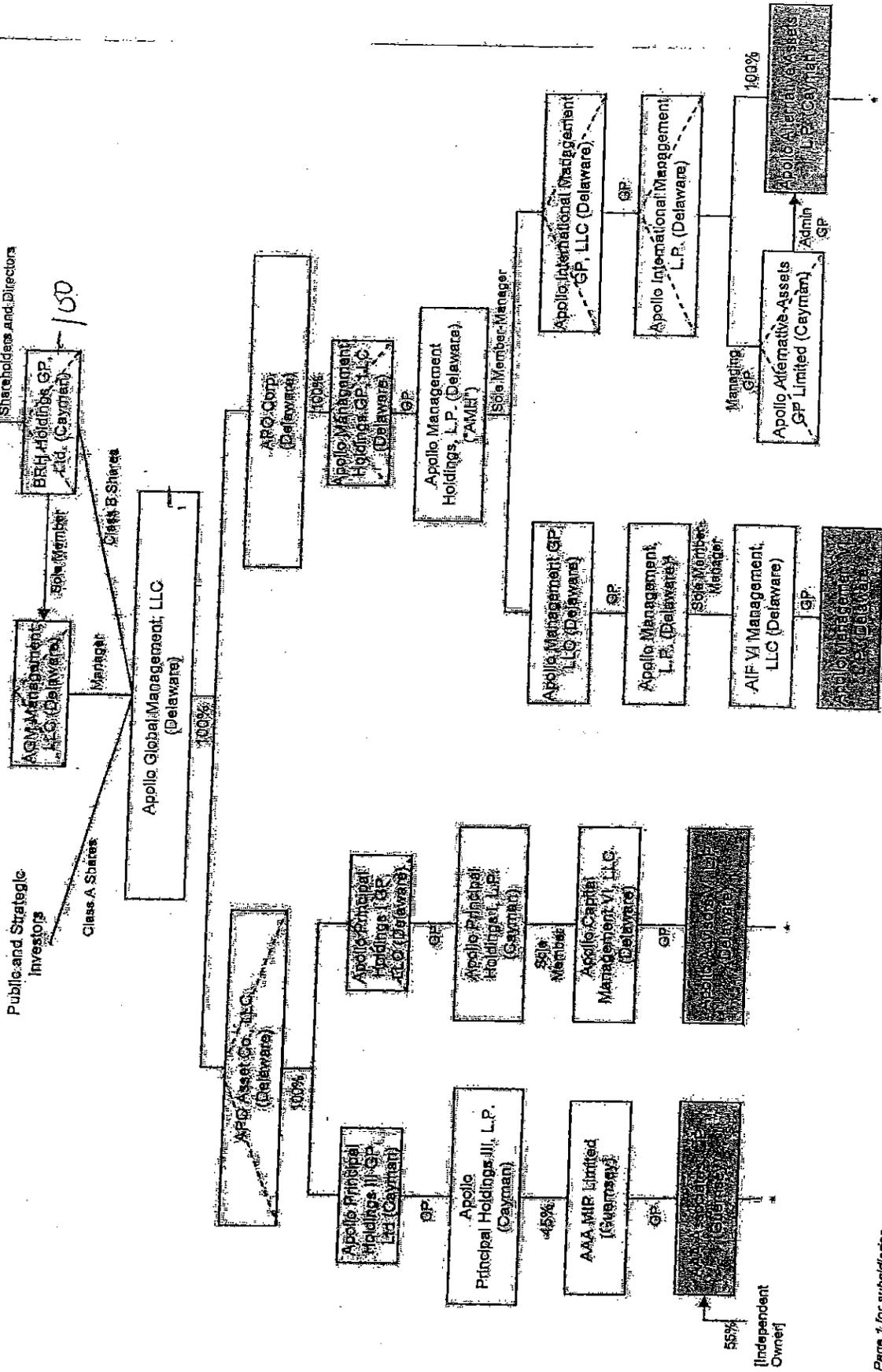
12 SEP 14 11:47 AM '07

# Apollo/Sprouts Upper Tier Structure Chart

Privileged & Confidential  
As of December 12, 2014

33% 33% 33%

Leon Black, Josh Harris and Marc Rowan



\*See Page 1 for subsidiaries.  
 †Apollo Management, L.P. is an investment adviser registered under the U.S. Investment Advisers Act of 1940.

12 SEP 14 11:47 AM 052

**SECTION 9 Probate, Will Assignment or Divorce Decree of an existing Bar or Liquor Store License:**

1. Current Licensee's Name: \_\_\_\_\_  
(Exactly as it appears on license) Last First Middle
2. Assignee's Name: \_\_\_\_\_  
Last First Middle
3. License Type: \_\_\_\_\_ License Number: \_\_\_\_\_ Date of Last Renewal: \_\_\_\_\_
4. ATTACH TO THIS APPLICATION A CERTIFIED COPY OF THE WILL, PROBATE DISTRIBUTION INSTRUMENT, OR DIVORCE DECREE THAT SPECIFICALLY DISTRIBUTES THE LIQUOR LICENSE TO THE ASSIGNEE TO THIS APPLICATION.

12 SEP 14 11:47 AM 10/02

**SECTION 10 Government: (for cities, towns, or counties only)**

1. Governmental Entity: \_\_\_\_\_
2. Person/designee: \_\_\_\_\_  
Last First Middle Contact Phone Number

**A SEPARATE LICENSE MUST BE OBTAINED FOR EACH PREMISES FROM WHICH SPIRITUOUS LIQUOR IS SERVED.**

**SECTION 11 Person to Person Transfer:**

**Questions to be completed by CURRENT LICENSEE (Bars and Liquor Stores ONLY-Series 06,07, and 09).**

1. Current Licensee's Name: \_\_\_\_\_ Entity: \_\_\_\_\_  
(Exactly as it appears on license) Last First Middle (Indiv., Agent, etc.)
2. Corporation/L.L.C. Name: \_\_\_\_\_  
(Exactly as it appears on license)
3. Current Business Name: \_\_\_\_\_  
(Exactly as it appears on license)
4. Physical Street Location of Business: Street \_\_\_\_\_  
City, State, Zip \_\_\_\_\_
5. License Type: \_\_\_\_\_ License Number: \_\_\_\_\_
6. If more than one license to be transferred: License Type: \_\_\_\_\_ License Number: \_\_\_\_\_
7. Current Mailing Address: Street \_\_\_\_\_  
(Other than business) City, State, Zip \_\_\_\_\_
8. Have all creditors, lien holders, interest holders, etc. been notified of this transfer?  YES  NO
9. Does the applicant intend to operate the business while this application is pending?  YES  NO If yes, complete Section 5 of this application, attach fee, and current license to this application.

10. I, \_\_\_\_\_, hereby authorize the department to process this application to transfer the  
(print full name)  
privilege of the license to the applicant, provided that all terms and conditions of sale are met. Based on the fulfillment of these conditions, I certify that the applicant now owns or will own the property rights of the license by the date of issue.

I, \_\_\_\_\_, declare that I am the CURRENT OWNER, AGENT, MEMBER, PARTNER  
(print full name)  
STOCKHOLDER, or LICENSEE of the stated license. I have read the above Section 11 and confirm that all statements are true, correct, and complete.

\_\_\_\_\_  
(Signature of CURRENT LICENSEE)

State of \_\_\_\_\_ County of \_\_\_\_\_  
The foregoing instrument was acknowledged before me this

\_\_\_\_\_  
Day Month Year

My commission expires on: \_\_\_\_\_

\_\_\_\_\_  
(Signature of NOTARY PUBLIC)

**SECTION 12 Location to Location Transfer: (Bars and Liquor Stores ONLY)**

APPLICANTS CANNOT OPERATE UNDER A LOCATION TRANSFER UNTIL IT IS APPROVED BY THE STATE

1. Current Business: Name \_\_\_\_\_  
(Exactly as it appears on license) Address \_\_\_\_\_
2. New Business: Name \_\_\_\_\_  
(Physical Street Location) Address \_\_\_\_\_
3. License Type: \_\_\_\_\_ License Number: \_\_\_\_\_
4. If more than one license to be transferred: License Type: \_\_\_\_\_ License Number: \_\_\_\_\_
5. What date do you plan to move? \_\_\_\_\_ What date do you plan to open? \_\_\_\_\_

12 SEP 14 11:49 AM AZD

**SECTION 13 Questions for all in-state applicants excluding those applying for government, hotel/motel, and restaurant licenses (series 5, 11, and 12):**

A.R.S. § 4-207 (A) and (B) state that no retailer's license shall be issued for any premises which are at the time the license application is received by the director, within three hundred (300) horizontal feet of a church, within three hundred (300) horizontal feet of a public or private school building with kindergarten programs or grades one (1) through (12) or within three hundred (300) horizontal feet of a fenced recreational area adjacent to such school building. The above paragraph DOES NOT apply to:

- a) Restaurant license (§ 4-205.02)
- b) Hotel/motel license (§ 4-205.01)
- c) Government license (§ 4-205.03)
- d) Fenced playing area of a golf course (§ 4-207 (B)(5))

1. Distance to nearest school: .3MI ft. Name of school La Petite Academy  
Address 13003 W. McDowell Rd. Avondale, Arizona 85392  
City, State, Zip \_\_\_\_\_
2. Distance to nearest church: .7MI ft. Name of church Faith Harvest Church  
Address 2150 N. Rancho Santa Fe Blvd. Avondale, Arizona 85392  
City, State, Zip \_\_\_\_\_
3. I am the:  Lessee  Sublessee  Owner  Purchaser (of premises)
4. If the premises is leased give lessors: Name Alameda Avondale LLC West Valley Properties Inc.  
Address 1840 E. Warner Rd. Ste. 137 Tempe, Arizona 85284  
City, State, Zip \_\_\_\_\_
- 4a. Monthly rental/lease rate \$ 30,916.67 What is the remaining length of the lease 15 yrs. 0 mos.
- 4b. What is the penalty if the lease is not fulfilled? \$ \_\_\_\_\_ or other Still owe term  
(give details - attach additional sheet if necessary)
5. What is the total **business** indebtedness for this license/location excluding the lease? \$ 0  
Please list lenders you owe money to.

Last	First	Middle	Amount Owed	Mailing Address	City State	Zip

(ATTACH ADDITIONAL SHEET IF NECESSARY)

6. What type of business will this license be used for (be specific)? Grocery store

**SEE  
AMENDMENT**

**SECTION 12 Location to Location Transfer: (Bars and Liquor Stores ONLY)**

APPLICANTS CANNOT OPERATE UNDER A LOCATION TRANSFER UNTIL IT IS APPROVED BY THE STATE.

- 1. Current Business: Name \_\_\_\_\_  
(Exactly as it appears on license) Address \_\_\_\_\_
- 2. New Business: Name \_\_\_\_\_  
(Physical Street Location) Address \_\_\_\_\_
- 3. License Type: \_\_\_\_\_ License Number: \_\_\_\_\_
- 4. What date do you plan to move? \_\_\_\_\_ What date do you plan to open? \_\_\_\_\_

**SECTION 13 Questions for all in-state applicants excluding those applying for government, hotel/motel, and restaurant licenses (series 5, 11, and 12):**

A.R.S. § 4-207 (A) and (B) state that no retailer's license shall be issued for any premises which are at the time the license application is received by the director, within three hundred (300) horizontal feet of a church, within three hundred (300) horizontal feet of a public or private school building with kindergarten programs or grades one (1) through (12) or within three hundred (300) horizontal feet of a fenced recreational area adjacent to such school building. The above paragraph DOES NOT apply to:

- a) Restaurant license (§ 4-205.02)
- b) Hotel/motel license (§ 4-205.01)
- c) Government license (§ 4-205.03)
- d) Fenced playing area of a golf course (§ 4-207 (B)(5))

- 1. Distance to nearest school: 1400 ft. Name of school Tutor Time Kindergarden  
Address 1730 N. Dysart Road, Goodyear, AZ. 85338  
City, State, Zip
- 2. Distance to nearest church: 1715 ft. Name of church Faith Harvest Church  
Address 2150 N. Rancho Santa Fe Blvd., Avondale, AZ. 85392  
City, State, Zip
- 3. I am the:  Lessee  Sublessee  Owner  Purchaser (of premises)
- 4. If the premises is leased give lessors: Name Alameda Avondale LLC West Valley Properties Inc.  
Address 1840 E. Warner Rd. Ste. 137, Tempe, Arizona 85284  
City, State, Zip
- 4a. Monthly rental/lease rate \$ 30,916.67 What is the remaining length of the lease 15 yrs. 0 mos.
- 4b. What is the penalty if the lease is not fulfilled? \$ \_\_\_\_\_ or other Still owe term  
(give details - attach additional sheet if necessary)
- 5. What is the total **business** indebtedness for this license/location excluding the lease? \$ 0  
Please list debtors below if applicable.

Last	First	Middle	Amount Owed	Mailing Address	City State	Zip

(ATTACH ADDITIONAL SHEET IF NECESSARY)

- 6. What type of business will this license be used for (be specific)? Grocery store

**AMENDMENT**

12 OCT 10 10:49 AM '08

**SECTION 13 - continued**

- 7. Has a license or a transfer license for the premises on this application been denied by the state within the past one (1) year?  
 YES  NO If yes, attach explanation.
- 8. Does any spirituous liquor manufacturer, wholesaler, or employee have any interest in your business?  YES  NO
- 9. Is the premises currently licensed with a liquor license?  YES  NO If yes, give license number and licensee's name:  
 License # 10075199 (exactly as it appears on license) Name Randy D. Nations

2 SEP 14 11:49 AM 1053

**SECTION 14 Restaurant or hotel/motel license applicants:**

- 1. Is there an existing restaurant or hotel/motel liquor license at the proposed location?  YES  NO  
 If yes, give the name of licensee, Agent or a company name:  
 \_\_\_\_\_ and license #: \_\_\_\_\_  
Last First Middle
- 2. If the answer to Question 1 is YES, you may qualify for an Interim Permit to operate while your application is pending; consult A.R.S. § 4-203.01; and complete SECTION 5 of this application.
- 3. All restaurant and hotel/motel applicants must complete a Restaurant Operation Plan (Form LIC0114) provided by the Department of Liquor Licenses and Control.
- 4. As stated in A.R.S. § 4-205.02.G.2, a restaurant is an establishment which derives at least 40 percent of its gross revenue from the sale of food. Gross revenue is the revenue derived from all sales of food and spirituous liquor on the licensed premises. By applying for this  hotel/motel  restaurant license, I certify that I understand that I must maintain a minimum of 40 percent food sales based on these definitions and have included the Restaurant Hotel/Motel Records Required for Audit (form LIC 1013) with this application.

\_\_\_\_\_  
applicant's signature

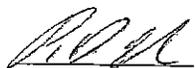
As stated in A.R.S § 4-205.02 (B), I understand it is my responsibility to contact the Department of Liquor Licenses and Control to schedule an inspection when all tables and chairs are on site, kitchen equipment, and, if applicable, patio barriers are in place on the licensed premises. With the exception of the patio barriers, these items are not required to be properly installed for this inspection. Failure to schedule an inspection will delay issuance of the license. If you are not ready for your inspection 90 days after filing your application, please request an extension in writing, specify why the extension is necessary and the new inspection date you are requesting. To schedule your site inspection visit [www.azliquor.gov](http://www.azliquor.gov) and click on the "Information" tab.

\_\_\_\_\_  
applicants initials

**SECTION 15 Diagram of Premises: (Blueprints not accepted, diagram must be on this form)**

- 1. Check ALL boxes that apply to your business:  
 Entrances/Exits       Liquor storage areas      Patio:  Contiguous  
 Service windows       Drive-in windows       Non Contiguous
- 2. Is your licensed premises currently closed due to construction, renovation, or redesign?  YES  NO  
 If yes, what is your estimated opening date? \_\_\_\_\_  
month/day/year
- 3. Restaurants and hotel/motel applicants are required to draw a detailed floor plan of the kitchen and dining areas including the locations of all kitchen equipment and dining furniture. Diagram paper is provided on page 7.
- 4. The diagram (a detailed floor plan) you provide is required to disclose only the area(s) where spiritous liquor is to be sold, served, consumed, dispensed, possessed, or stored on the premises unless it is a restaurant (see #3 above).
- 5. Provide the square footage or outside dimensions of the licensed premises. Please do not include non-licensed premises, such as parking lots, living quarters, etc.

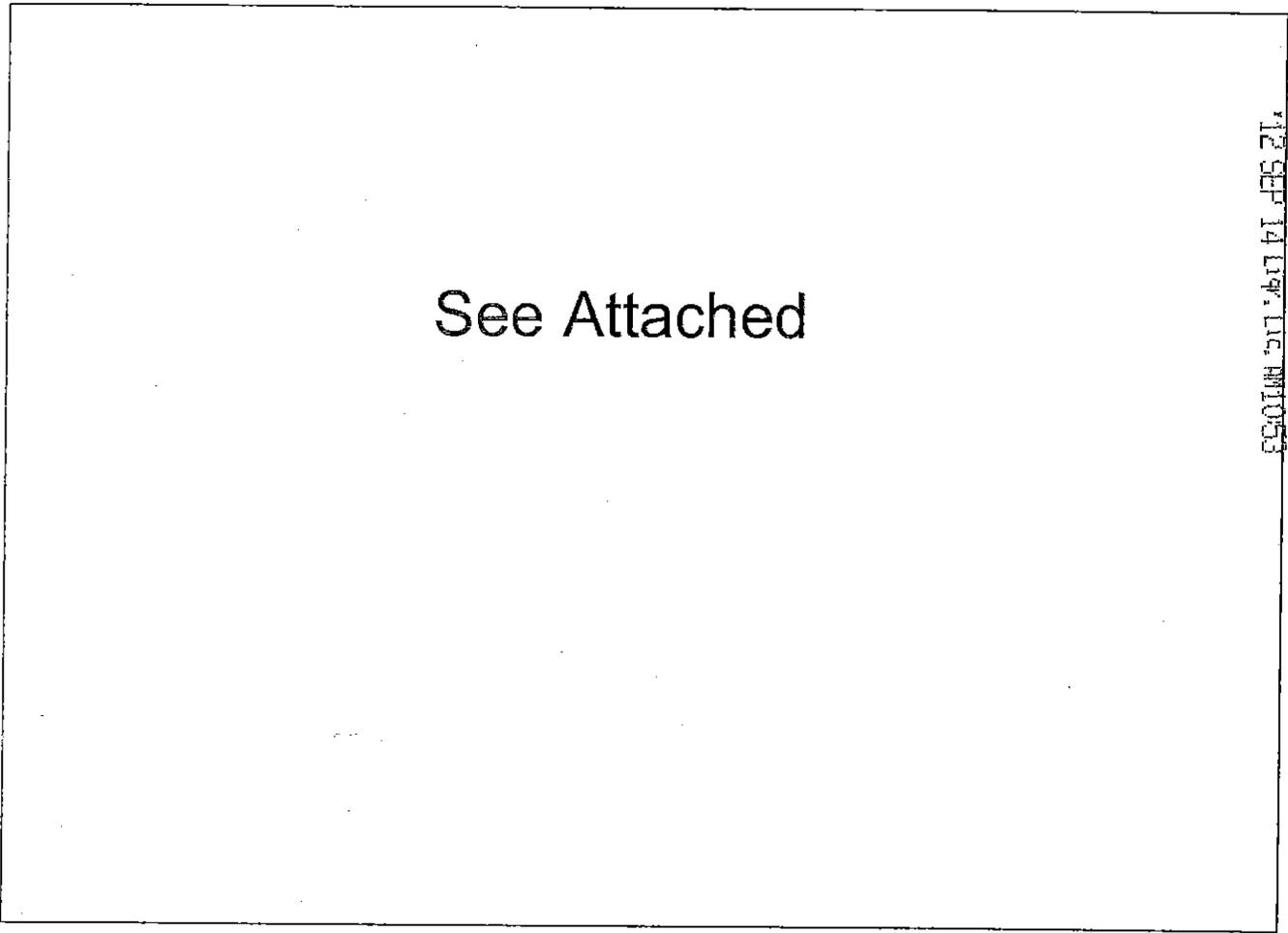
As stated in A.R.S. § 4-207.01(B), I understand it is my responsibility to notify the Department of Liquor Licenses and Control when there are changes to boundaries, entrances, exits, added or deleted doors, windows or service windows, or increase or decrease to the square footage after submitting this initial drawing.

  
applicants initials

**SECTION 15 Diagram of Premises**

4. In this diagram please show only the area where spirituous liquor is to be sold, served, consumed, dispensed, possessed or stored. It must show all entrances, exits, interior walls, bars, bar stools, hi-top tables, dining tables, dining chairs, the kitchen, dance floor, stage, and game room. Do not include parking lots, living quarters, etc. When completing diagram, North is up ↑.

If a legible copy of a rendering or drawing of your diagram of premises is attached to this application, please write the words "diagram attached" in box provided below.

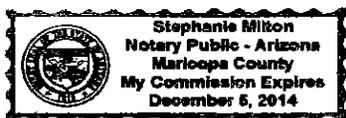


**SECTION 16 Signature Block**

I, Randy D. Nations, hereby declare that I am the OWNER/AGENT filing this application as stated in Section 4, Question 1. I have read this application and verify all statements to be true, correct and complete.

X *Randy D. Nations*  
(signature of applicant listed in Section 4, Question 1)

State of Arizona County of Maricopa



My commission expires on : \_\_\_\_\_  
Day Month Year

The foregoing instrument was acknowledged before me this

15th of August, 2012  
Day Month Year

*Stephanie Milton*  
signature of NOTARY PUBLIC





AZ CORPORATION COMMISSION  
FILED

AZ CORPORATION COMMISSION  
FILED

MAY 24 2011

MAY 17 2011

FILE NO. P-10490078

FILE NO. P-10490078

12 SEP 14 11:47 AM 2011

DO NOT WRITE IN THESE AREAS

ARTICLES OF AMENDMENT  
OF  
FOREIGN LIMITED LIABILITY COMPANY

A. Our actual name for the name under which we or solely obtained a certificate of incorporation in Arizona is:

[Redacted]

We are a [Redacted] Foreign Limited Liability Company authorized to do business in the state of Arizona and have adopted the Articles of Amendment pursuant to A.R.S. §10-505 because we have changed the following:

1. The name of the foreign LLC is:

[Redacted]

If the actual name of the foreign LLC is not available for use in this state, then the following name adopted by the manager, member or authorized agent in Arizona is:

[Redacted]

(Please print a copy of the company resolution adopting the LLC's name)

2. Other changes:

The names and addresses of the managers and sole member is as follows: Brian Francis Martin Hockley, LLC

1211 No. Duane Blvd, Suite 200 Phoenix, Arizona 85002. We hereby agree that we will not amend the Arizona certificate of formation or formation to change the manager and sole member.

Attached hereto is a verified copy of the foreign limited liability company's documents, resolutions or operative of its Articles of Organization filed in its state of incorporation.

EXECUTED BY (Signature): [Signature]  
[Redacted]  Member  Manager  Authorized Agent

Printed Name: Bradley A. Dixon, Sr. VP, CFO, Secretary & Treasurer  
Special Finance Markets Hockley, LLC  
[Redacted] (Printing on behalf of a company, this company name here)

10/20/11  
REV. 03/09

Page 1 of 7

Arizona Corporation Commission  
Department of State

03/04/11 10:19 FAX 492 401 5100

CHERYLLE J. JARVIS



AZ CORPORATION COMMISSION  
FILED

MAR 04 2011

FILE NO. 166,400,718

APPLICATION FOR REGISTRATION  
OF A  
FOREIGN LIMITED LIABILITY COMPANY

**SPAC LLC**  
a Nevada Limited Liability Company

12 SEP 14 10:41 AM 1053

1. The name of the limited liability company is **SPAC LLC**.
- 1.a. If the exact name of the foreign limited liability company is not available for use in this state, then the name was chosen because it is the name of the limited liability company in its home state, **SPAC LLC**.
2. The limited liability company is organized under the laws of **Nevada**.
3. The date of the limited liability company's formation is **February 4, 2011**.
4. The purpose of the limited liability company is the general operation of business in support of business in Arizona's retail grocery stores, and all matters of activity related thereto.
5. The name and street address of the statutory agent for the foreign limited liability company in Arizona is:

**Cherylle J. Jarvis**  
11811 Via Tucson Blvd.  
Suite 2400  
Phoenix, AZ 85028

**Acceptance of Appointment by Statutory Agent**

The undersigned, **Cherylle J. Jarvis**, being duly designated to act as statutory agent, hereby consents to act in that capacity, and consents to registration of appointment in accordance with the Arizona Revised Statutes.

**Cherylle J. Jarvis**

PRO-100-0000

03/24/11 12:20 FAX 602.425.4100

RECEIVED

03/24/11

Management of the limited liability company is vested in a manager. The name and address of each and every member, AND of each and every member who owns a twenty percent or greater interest in the capital or profits of the limited liability company, are as follows:

Spokane Partners Marketing, LLC  
11811 N. Tacoma Blvd.  
Suite 2400  
Phoenix, Arizona 85024

The address of the office required to be maintained in the state of Arizona is:

100 Corporation Service Company  
7711 Rockville Road, Suite 400  
Springfield, Arkansas 71103

Dated this 24th day of March, 2011.

BY: \_\_\_\_\_

By: \_\_\_\_\_  
Name: Stanley A. [unclear]  
Title: Chief Operating Officer

[Handwritten signature]

12 SEP 14 11:49 AM '11

03/04/11 12:20 PM FAX 602-445-8100

SENDER'S TRACKING

0000/000

# Delaware

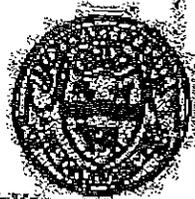
The First State

12 SEP 14 09:16 AM 053

I, JAMES H. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THAT THIS IS FULLY POWERED UNDER THE LAWS OF THIS STATE OF DELAWARE AND IS IN FULL STANDING AND HAS A VALID EXPIRE DATE AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE ABOVE DAY OF MARCH, A.D. 2011.

AND I DO KNOW OF NO OTHER CERTIFICATE THAT THE SAID FEE RECEIVED FROM THE STATE OF THE EIGHTH DAY OF FEBRUARY, A.D. 2011.

AND I DO KNOW OF NO OTHER CERTIFICATE THAT THE SAID FEE RECEIVED FROM THE STATE OF THE EIGHTH DAY OF FEBRUARY, A.D. 2011.



*[Handwritten Signature]*  
AUTHORITY: 13 DEL. CODE TITLE 13, CHAPTER 1301, SECTION 1301  
DATE: 03-03-11

433775 0300  
11070725

ARIZONA DEPARTMENT OF LIQUOR LICENSES & CONTROL

800 W Washington 5th Floor  
Phoenix AZ 85007-2934  
(602) 542-5141

*FP  
applicant*

QUESTIONNAIRE

Attention all Local Governing Bodies: Social Security and Birthdate information is Confidential. This information may be given to local law enforcement agencies for the purpose of background checks only but must be blocked to be unreadable prior to posting or any public view.

Read carefully. This instrument is a sworn document. Type or print with BLACK INK. An extensive investigation of your background will be conducted. False or incomplete answers could result in criminal prosecution and the denial or subsequent revocation of a license or permit.

TO BE COMPLETED BY EACH CONTROLLING PERSON, AGENT OR MANAGER. EACH PERSON COMPLETING THIS FORM MUST SUBMIT AN "APPLICANT" TYPE FINGERPRINT CARD AVAILABLE AT THIS OFFICE. FINGERPRINTS ON FBI-APPROVED CARDS ARE ACCEPTED FROM LAW ENFORCEMENT AGENCIES, BONA FIDE FINGERPRINT SERVICES, OR THE DEPARTMENT OF LIQUOR. THE DEPARTMENT CHARGES A \$13 FEE.

In addition to other fingerprint fees, a \$22 DPS background check fee will be charged for each fingerprint card.

The fees allowed by A.R.S. § 44-6852 will be charged for all dishonored checks.

*\$1000/yr*

Liquor License #  
*100742334*

(If the location is currently licensed)

1. Check appropriate box →	Controlling Person	✓ Agent	Manager (Only)
	(Complete Questions 1-19) Controlling Person or Agent must complete #21 for a Manager		(Complete All Questions <u>except</u> # 14, 14a & 21) Controlling Person or Agent must complete # 21

2. Name: Nations Randy D. Date of Birth: / /  
 Last First Middle (NOT a Public Record)

3. Social Security Number: (NOT a public record) Drivers License #: (NOT a public record) State: AZ

4. Place of Birth: Morenci AZ USA Height: 6'1 Weight: 210 Eyes: Haz Hair: Bro  
 City State Country (not county)

5. Marital Status Single ✓ Married Divorced Widowed

6. Name of Current or Most Recent Spouse: Nations Deborah Jean Collier Date of Birth: / /  
 (List all for last 5 years - Use additional sheet if necessary) Last First Middle Maiden (NOT a public record)

7. You are a bona fide resident of what state? Arizona If Arizona, date of residency: / /

8. Telephone number to contact you during business hours for any questions regarding this document.

9. If you have been an Arizona resident for less than three (3) months, submit a copy of your Arizona driver's license or voter registration card.

10. Name of Licensed Premises: Sprouts Farmers Market #13 Premises Phone: 623-535-8989

11. Physical Location of Licensed Premises Address: 1813 N Dysart Rd Avondale Maricopa 85392  
 Street Address (Do not use PO Box #) City County Zip

12. List your employment or type of business during the past five (5) years. If unemployed part of the time, list those dates. List most recent 1st.

FROM Month/Year	TO Month/Year	DESCRIBE POSITION OR BUSINESS	EMPLOYER'S NAME OR NAME OF BUSINESS (street address, city, state & zip)
4/93	CURRENT	President	ALIC Enterprises LLC 1811 S Alma School Rd #268 Mesa AZ 85210

ATTACH ADDITIONAL SHEET IF NECESSARY FOR EITHER SECTION ↓

13. Indicate your residence address for the last five (5) years:

FROM Month/Year	TO Month/Year	Rent or Own	RESIDENTIAL Street Address (If rented, attach additional sheet with name, address and phone number of landlord)	City	State	Zip
12/95	CURRENT	OWN				

If you checked the Manager box on the front of this form skip to # 15

14. As a Controlling Person or Agent, will you be physically present and operating the licensed premises? If you answered YES, how many hrs/day? _____, and answer #14a below. If NO, skip to #15.	YES x NO
14a. Have you attended a DLLC-approved Liquor Law Training Course within the past 5 years? (Must provide proof) If the answer to # 14a is "NO", course must be completed before issuance of a new license or approval on an existing license.	YES NO

15. Have you been cited, arrested, indicted or summoned into court for violation of ANY law or ordinance, regardless of the disposition, even if dismissed or expunged, within the past ten (10) years? In addition, please include all traffic tickets and complaints within the last ten (10) years that resulted in a warrant for arrest AND any traffic tickets and complaints that are alcohol or drug-related. YES x NO
16. Are there ANY administrative law citations, compliance actions or consents, criminal arrest, indictments or summonses PENDING against you or ANY entity in which you are now involved? Include only criminal traffic tickets and complaints. x YES NO
17. Have you or any entity in which you have held ownership, been an officer, member, director or manager EVER had a business, professional or liquor application or license rejected, denied, revoked, suspended or fined in this or any other state? x YES NO
18. Has anyone EVER filed suit or obtained a judgment against you, the subject of which involved fraud or misrepresentation? x YES NO
19. Are you NOW or have you EVER held ownership, been a controlling person, been an officer, member, director or manager on any other liquor license in this or any other state? x YES NO

If any answer to Questions 15 through 19 is "YES" YOU MUST attach a signed statement. Give complete details including dates, agencies involved, and dispositions.  
**SUBSTANTIVE CHANGES TO THIS APPLICATION WILL NOT BE ACCEPTED**

20. I, Randy D. Nations, hereby declare that I am the APPLICANT/REPRESENTATIVE  
(print full name of Applicant)  
filling this questionnaire. I have read this questionnaire and all statements are true, correct and complete.

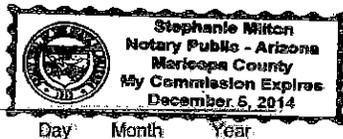
*Randy D. Nations*  
(Signature of Applicant)

State of Arizona County of Maricopa

The foregoing instrument was acknowledged before me this  
15th day of August, 2012  
Month Year

*Stephanie Milton*  
(Signature of NOTARY PUBLIC)

My commission expires on:



**COMPLETE THIS SECTION ONLY IF YOU ARE A CONTROLLING PERSON OR AGENT APPROVING A MANAGER'S APPLICATION**

21. The applicant hereby authorizes the person named on this questionnaire to act as manager for the named liquor license. The manager named must be at least 21 years of age.

State of \_\_\_\_\_ County of \_\_\_\_\_

The foregoing instrument was acknowledged before me this

x \_\_\_\_\_  
Signature of Controlling Person or Agent (circle one)

\_\_\_\_\_ day of \_\_\_\_\_  
Month Year

\_\_\_\_\_  
Print Name

\_\_\_\_\_  
(Signature of NOTARY PUBLIC)

My commission expires on: \_\_\_\_\_  
Day Month Year

P.O. Box 2502  
Chandler, Arizona 85244  
(480) 730-2675 Phone (480) 730-2676 Fax



## ARIZONA LIQUOR INDUSTRY CONSULTANTS

This addendum is written in response to questions 16, 17, 18, and 19 on the QUESTIONNAIRE.

In response to question 16, my company is currently contracted with over five hundred (500) liquor establishments statewide, not to mention those who have cancelled services since our inception in 1993. Depending on when this document is reviewed, it's possible that there may be a pending administrative citation, compliance action, arrest or summons against one of them.

In response to question 17, since I began ALIC in April of 1993, I have been associated with hundreds of liquor establishments and liquor licenses. Several of them have received citations (fines) and in some instances, a suspension. I work with the compliance officer on a regular basis acting as a representative for those who utilize my contract service. I do not however, have anything to do with the actual operation of any liquor establishment in this or any other state. Therefore, none of the violations to which I have just referred can be associated to me personally. Additionally, it would be almost impossible for me to give you a reconciliation of these violations, as I have been associated with so many licenses for so many years.

Question 18. In early 1995, I was involved in litigation over the sale of a class six (6) liquor license. The seller in this case presented documents to me, you (DLLC), and the Arizona Department of Revenue, showing him as the president of a corporation that owned a liquor license. He requested my assistance in selling this license, as I am a liquor license broker. The license was brokered and sold by me. Some weeks later I discovered that the individual selling the license on behalf of the corporation was a fraud, therefore the sale of the license illegal. After notifying the purchaser (victim), he instigated a lawsuit against both me and the escrow company used to consummate the sale of the license. The litigation against my company and me was later dropped; I did however have to pay the buyer's attorney's fees. Additionally, I prepared a felony complaint, took it to prior police associates at the Arizona Department of Public Safety and we obtained a five count Grand Jury Indictment and six year prison conviction against the fraudulent seller.

Question 19. I am currently the Administrative Agent on numerous liquor licenses throughout the State of Arizona. I have also owned liquor licenses that were purchased for resale only.

Respectfully Submitted,

A handwritten signature in black ink, appearing to read "Randy Nations". The signature is stylized and cursive.

Randy Nations,  
President ALIC

12 SEP 14 09:14 AM 1053

ARIZONA DEPARTMENT OF LIQUOR LICENSES & CONTROL

800 W Washington 5th Floor  
Phoenix AZ 85007-2934  
(602) 542-5141

QUESTIONNAIRE

*FP  
background*

Attention all Local Governing Bodies: Social Security and Birthdate information is Confidential. This information may be given to local law enforcement agencies for the purpose of background checks only but must be blocked to be unreadable prior to posting or any public view.

Read carefully. This instrument is a sworn document. Type or print with BLACK INK. An extensive investigation of your background will be conducted. False or incomplete answers could result in criminal prosecution and the denial or subsequent revocation of a license or permit.

TO BE COMPLETED BY EACH CONTROLLING PERSON, AGENT, OR MANAGER. EACH PERSON COMPLETING THIS FORM MUST SUBMIT AN "APPLICANT" TYPE FINGERPRINT CARD AVAILABLE AT THIS OFFICE. FINGERPRINTS ON FBI-APPROVED CARDS ARE ACCEPTED FROM LAW ENFORCEMENT AGENCIES, BONA FIDE FINGERPRINT SERVICES, OR THE DEPARTMENT OF LIQUOR. THE DEPARTMENT CHARGES A \$13 FEE. In addition to other fingerprint fees, a \$22 DPS background check fee will be charged for each fingerprint card.

The fees allowed by A.R.S. § 44-6852 will be charged for all dishonored checks.

*10167305*

Liquor License #

*16074334*

(If the location is currently licensed)

1. Check appropriate box →	<input checked="" type="checkbox"/> Controlling Person (Complete Questions 1-19) Controlling Person or Agent must complete #21 for a Manager	<input type="checkbox"/> Agent (Complete All Questions except # 14, 14a & 21) Controlling Person or Agent must complete # 21	<input type="checkbox"/> Manager (Only) (Complete All Questions except # 14, 14a & 21) Controlling Person or Agent must complete # 21
----------------------------	--	--	---

2. Name: Harris, Joshua Jordan Date of Birth: 1/1/1988  
Last First Middle (NOT a Public Record)

3. Social Security Number: \_\_\_\_\_ Drivers License #: \_\_\_\_\_ State: New York  
(NOT a public record) (NOT a public record)

4. Place of Birth: Arlington, VA, U.S.A. Height: 5'8" Weight: 160 Eyes: Green Hair: Brown  
City State Country (not county)

5. Marital Status  Single  Married  Divorced  Widowed

6. Name of Current or Most Recent Spouse: Harris, Marjorie Date of Birth: 1/1/1988  
(List all for last 5 years - Use additional sheet if necessary) Last First Middle Maiden (NOT a public record)

7. You are a bona fide resident of what state? New York If Arizona, date of residency: \_\_\_\_\_

8. Telephone number to contact you during business hours for any questions regarding this document. \_\_\_\_\_

9. If you have been an Arizona resident for less than three (3) months, submit a copy of your Arizona driver's license or voter registration card.

10. Name of Licensed Premises: Sprouts Farmers Market # 13 Premises Phone: 602-535-8989

11. Physical Location of Licensed Premises Address: 1813 N. Dysart Rd. Avondale Maricopa 85323  
Street Address (Do not use PO Box #) City County Zip

12. List your employment or type of business during the past five (5) years. If unemployed part of the time, list those dates. List most recent 1st.

FROM Month/Year	TO Month/Year	DESCRIBE POSITION OR BUSINESS	EMPLOYER'S NAME OR NAME OF BUSINESS (street address, city, state & zip)
06/1990	CURRENT	Sr MD & Director	Apollo Global Management, LLC - 9 West 57th Street, New York, NY 10019

ATTACH ADDITIONAL SHEET IF NECESSARY FOR EITHER SECTION

13. Indicate your residence address for the last five (5) years:

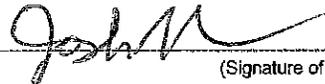
FROM Month/Year	TO Month/Year	Rent or Own	RESIDENTIAL Street Address (If rented, attach additional sheet with name, address and phone number of landlord)	City	State	Zip
06/2006	CURRENT	OWN				

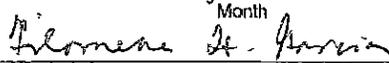
If you checked the Manager box on the front of this form skip to # 15

- 14. As a Controlling Person or Agent, will you be physically present and operating the licensed premises? YES  NO  
If you answered YES, how many hrs/day? \_\_\_\_\_, and answer #14a below. If NO, skip to #15.
- 14a. Have you attended a DLLC-approved Liquor Law Training Course within the past 5 years? (Must provide proof) YES NO  
If the answer to # 14a is "NO", course must be completed before issuance of a new license or approval on an existing license.
- 15. Have you been cited, arrested, indicted or summoned into court for violation of ANY law or ordinance, regardless of the disposition, even if dismissed or expunged, within the past ten (10) years? YES  NO  
In addition, please include all traffic tickets and complaints within the last ten (10) years that resulted in a warrant for arrest AND any traffic tickets and complaints that are alcohol or drug-related.
- 16. Are there ANY administrative law citations, compliance actions or consents, criminal arrest, indictments or summonses PENDING against you or ANY entity in which you are now involved? Include only criminal traffic tickets and complaints. YES  NO
- 17. Have you or any entity in which you have held ownership, been an officer, member, director or manager EVER had a business, professional or liquor application or license rejected, denied, revoked, suspended or fined in this or any other state?  YES NO
- 18. Has anyone EVER filed suit or obtained a judgment against you, the subject of which involved fraud or misrepresentation?  YES NO
- 19. Are you NOW or have you EVER held ownership, been a controlling person, been an officer, member, director or manager on any other liquor license in this or any other state?  YES NO

If any answer to Questions 15 through 19 is "YES" YOU MUST attach a signed statement. Give complete details including dates, agencies involved, and dispositions.  
**SUBSTANTIVE CHANGES TO THIS APPLICATION WILL NOT BE ACCEPTED**

20. I, Joshua Jordan Harris, hereby declare that I am the APPLICANT/REPRESENTATIVE  
(print full name of Applicant)  
 filing this questionnaire. I have read this questionnaire and all statements are true, correct and complete.

x   
(Signature of Applicant)

State of New York County of Richmond  
 The foregoing instrument was acknowledged before me this  
13<sup>th</sup> day of August, 2012  
Month Year  
  
(Signature of NOTARY PUBLIC)

My commission expires on: 19 June 2015  
Day Month Year

**FILOMENA H. GARCIA**  
 Notary Public, State of New York  
 No. 01062045404

**COMPLETE THIS SECTION ONLY IF YOU ARE A CONTROLLING PERSON OR AGENT APPROVING A MANAGER'S APPLICATION** County Commission Expires June 19, 2015

21. The applicant hereby authorizes the person named on this questionnaire to act as manager for the named liquor license. The manager named must be at least 21 years of age.

State of \_\_\_\_\_ County of \_\_\_\_\_  
 The foregoing instrument was acknowledged before me this  
 \_\_\_\_\_ day of \_\_\_\_\_  
Month Year  
 \_\_\_\_\_  
(Signature of NOTARY PUBLIC)

x \_\_\_\_\_  
 Signature of Controlling Person or Agent (circle one)  
 \_\_\_\_\_  
 Print Name

My commission expires on: \_\_\_\_\_  
Day Month Year

Appendix to Arizona Department of Licenses & Control Questionnaire – JOSHUA J. HARRIS

**17. Have you or any entity in which you have held ownership, been an officer, member, director or manager EVER had a business, professional or liquor application or license rejected, denied, revoked, suspended or fined in this or any other state?**

The Applicant has never had a business, professional or liquor application or license rejected, denied, revoked, suspended or fined in Arizona or any other state. The Applicant is also not presently aware of holding an ownership interest in—or being an officer, member, director or manager of—any entity that has had a business, professional or liquor application or license rejected, denied, revoked, suspended or fined in Arizona or any other state. The Applicant has owned indirect interests in and/or served as a director of the parent company of various entities (such as gaming and alcoholic beverage companies) as a result of his ownership interests in various private equity funds affiliated with Apollo Global Management, LLC. Such interests have been of a nominal nature with the Applicant having no direct involvement in the day-to-day business operations, even in situations where the Applicant was a director of the parent company. Apollo has also invested in supermarket companies and transportation companies which may have had alcoholic beverage licenses or permits. Accordingly, such entities have not been included in response to this question.

**18. Has anyone EVER filed suit or obtained a judgment against you, the subject of which involved fraud or misrepresentation?**

No one has ever obtained a final judgment against the Applicant for fraud or misrepresentation. From time to time, generally in connection with his role as a member of the Board of Directors of one or more Apollo portfolio companies, the Applicant will be named individually in lawsuits that may include allegations of fraud and/or misrepresentation. For example, the Applicant was named as a defendant in Huntsman Corp. v. Leon Black, et al., Cause No. 08-06-06037 (Montgomery County, Texas, District Court); Lifschitz v. Hexion Specialty Chemicals, Inc., et al., 08-cv-6394 (S.D.N.Y.); Steamfitters Local 449 Pension & Retirement Security Funds v. Quality Distribution, Inc., et al., No. 8:04-CV-00961 (M.D. Fla.); and Norwood Venture Corp. v. Converse, Inc. et al., No. 96 Civ. 3713 (S.D.N.Y.). None of the lawsuits listed herein are currently pending. The Applicant believes that he has fully disclosed all lawsuits in which (a) he has been named individually and also (b) include causes of action alleging fraud and/or misrepresentation, and any omissions are unintentional. The Applicant will supplement his response to the extent that he becomes aware of any other lawsuits that may be responsive to this question.

**19. Are you NOW or have you EVER held ownership, been a controlling person, been an officer, member, director or manager on any other liquor license in this or any other state?**

The Applicant has never directly held an ownership interest in any business that holds (or held) a liquor license in Arizona or any other state. The Applicant has owned indirect interests in and/or served as a director of the parent company of various entities (such as companies in the leisure industry, grocery and/or alcoholic beverage companies) that hold liquor licenses as a result of his ownership interests in various private equity funds affiliated with Apollo Global Management, LLC. Such interests have been of a nominal nature with the Applicant having no direct involvement in the day-to-day business operations, even in situations where the Applicant was a director of the parent company. Accordingly, such entities have not been included in response to this question.

I have read this appendix and all statements are true, correct and complete.

  
\_\_\_\_\_  
Joshua J. Harris

May 24, 2012

12 SEP 14 11:47 AM 1053

ARIZONA DEPARTMENT OF LIQUOR LICENSES & CONTROL

800 W Washington 5th Floor  
Phoenix AZ 85007-2934

(602) 542-5141

QUESTIONNAIRE

*TP  
Account*

Attention all Local Governing Bodies: Social Security and Birthdate information is Confidential. This information may be given to local law enforcement agencies for the purpose of background checks only but must be blocked to be unreadable prior to posting for any public view.

Read carefully. This instrument is a legal document. Type or print with BLACK INK. An extensive investigation of your background will be conducted. False or incomplete answers could result in criminal prosecution and the denial or subsequent revocation of a license or permit.

TO BE COMPLETED BY EACH CONTROLLING PERSON, AGENT OR MANAGER. EACH PERSON COMPLETING THIS FORM MUST SUBMIT AN "APPLICANT" TYPE FINGERPRINT CARD AVAILABLE AT THE GENERAL FINGERPRINTING FBI-APPROVED CARDS ARE ACCEPTED FROM LAW ENFORCEMENT AGENCIES; BONA FIDE FINGERPRINT SERVICES, OR THE DEPARTMENT OF LIQUOR. THE DEPARTMENT CHARGES A \$13 FEE.

In addition to other fingerprint fees, a \$22 DPS background check fee will be charged for each fingerprint card.

The fees allowed by A.R.S. § 44-6852 will be charged for all dishonored checks.

Liquor License #  
*10076334*

*91059143*

1. Check appropriate box →

<input checked="" type="checkbox"/> Controlling Person (Complete Questions 1-19) Controlling Person or Agent must complete #21 for a Manager	<input type="checkbox"/> Agent (Complete Questions 1-19) Controlling Person or Agent must complete #21 for a Manager	<input type="checkbox"/> Manager (Only) (Complete All Questions except # 14, 14a & 21) Controlling Person or Agent must complete # 21
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2. Name: Golleher George Gregory Date of Birth:      /      /       
Last First Middle (NOT a Public Record)

3. Social Security Number:      Drivers License #:      State: Idaho  
(NOT a public record) (NOT a public record)

4. Place of Birth: Bethesda Maryland USA Height: 5'7" Weight: 170 Eyes: GR Hair: Gray  
City State Country (not county)

5. Marital Status  Single  Married  Divorced  Widowed

6. Name of Current or Most Recent Spouse: Golleher Rita Martinez Date of Birth:      /      /       
(List all for last 5 years - Use additional sheet if necessary) Last First Middle Maiden (NOT a public record)

7. You are a bona fide resident of what state? Idaho If Arizona, date of residency:     

8. Telephone number to contact you during business hours for any questions regarding this document:     

9. If you have been an Arizona resident for less than three (3) months, submit a copy of your Arizona driver's license or voter registration card.

10. Name of Licensed Premises: Sprouts Farmers Market #13 Premises Phone: 623.535.8989

11. Physical Location of Licensed Premises Address: 1813 N. Dysart Rd. Avondale Maricopa 85323  
Street Address (Do not use PO Box #) City County Zip

12. List your employment or type of business during the past five (5) years. If unemployed part of the time, list those dates. List most recent 1st.

FROM Month/Year	TO Month/Year	DESCRIBE POSITION OR BUSINESS	EMPLOYER'S NAME OR NAME OF BUSINESS (street address, city, state & zip)
01/98	CURRENT	Self-Employed	

ATTACH ADDITIONAL SHEET IF NECESSARY FOR EITHER SECTION 12

13. Indicate your residence address for the last five (5) years:

FROM Month/Year	TO Month/Year	Rent or Own	RESIDENTIAL Street Address If rented, attach additional sheet with name, address and phone number of landlord.	City	State	Zip
01/91	CURRENT	<input type="radio"/>				

If you checked the Manager box on the front of this form skip to # 15

- 14. As a Controlling Person or Agent, will you be physically present and operating the licensed premises?  
If you answered YES, how many hrs/day? \_\_\_\_\_, and answer #14a below. YES  NO
- 14a. Have you attended a DLLC-approved Liquor Law Training Course within the past 5 years? (Must provide proof)  
If the answer to # 14a is "NO", course must be completed before issuance of a new license or approval on an existing license. YES NO
- 15. Have you been cited, arrested, indicted or summoned into court for violation of ANY law or ordinance, regardless of the disposition, even if dismissed or expunged, within the past ten (10) years?  
In addition, please include all traffic tickets and complaints within the last ten (10) years that resulted in a warrant for arrest AND any traffic tickets and complaints that are alcohol or drug-related. YES  NO
- 16. Are there ANY administrative law citations, compliance actions or consents, criminal arrest, indictments or summonses PENDING against you or ANY entity in which you are now involved? Include only criminal traffic tickets and complaints. YES  NO
- 17. Have you or any entity in which you have held ownership, been an officer, member, director or manager EVER had a business, professional or liquor application or license rejected, denied, revoked, suspended or fined in this or any other state?  YES NO
- 18. Has anyone EVER filed suit or obtained a judgment against you, the subject of which involved fraud or misrepresentation? YES  NO
- 19. Are you NOW or have you EVER held ownership, been a controlling person, been an officer, member, director or manager on any other liquor license in this or any other state?  YES NO

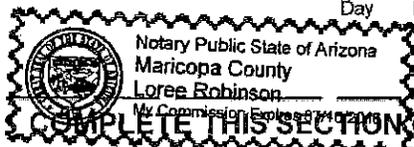
If any answer to Questions 15 through 19 is "YES" YOU MUST attach a signed statement. Give complete details including dates, agencies involved, and dispositions.  
**SUBSTANTIVE CHANGES TO THIS APPLICATION WILL NOT BE ACCEPTED**

20. I, George Gregory Golleher, hereby declare that I am the APPLICANT/REPRESENTATIVE  
(print full name of Applicant)  
 filing this questionnaire. I have read this questionnaire and all statements are true, correct and complete.

X \_\_\_\_\_  
(Signature of Applicant)

State of Arizona County of Maricopa  
 The foregoing instrument was acknowledged before me this  
10<sup>th</sup> day of September, 2012  
Month Year  
Loree Robinson  
(Signature of NOTARY PUBLIC)

My commission expires on: 07/10/16  
Day Month Year



**COMPLETE THIS SECTION ONLY IF YOU ARE A CONTROLLING PERSON OR AGENT APPROVING A MANAGER'S APPLICATION**

21. The applicant hereby authorizes the person named on this questionnaire to act as manager for the named liquor license. The manager named must be at least 21 years of age.

State of \_\_\_\_\_ County of \_\_\_\_\_  
 The foregoing instrument was acknowledged before me this  
 \_\_\_\_\_ day of \_\_\_\_\_, \_\_\_\_\_  
Month Year  
 \_\_\_\_\_  
(Signature of NOTARY PUBLIC)

X \_\_\_\_\_  
 Signature of Controlling Person or Agent (circle one)  
 \_\_\_\_\_  
Print Name  
 My commission expires on: \_\_\_\_\_  
Day Month Year



12 SEP 14 17. Lic. #M1057

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11811 N. Tatum Blvd., Suite 2400, Phoenix, AZ 85028      Phone: 480-814-8016      Fax: 480-391-3479

This addendum is written in response to questions 17 and 19 on the questionnaire.

In response to question 17, over the past several years, I have held ownership and been an officer, member, director and/or manager of many entities that have held liquor licenses. Occasionally, these licenses may have received minor violations and paid fines for such violations. None of such violations can be associated to me personally. To the best of my knowledge, I do not recall any such liquor licenses being rejected, denied, revoked or suspended.

In response to question 19, I am, or will be upon completion of necessary transfer and application procedures presently in process, a controlling person, officer, member, director and/or manager on various liquor licenses associated with (1) Sprouts Farmers Markets, LLC and/or its subsidiaries in California and Texas and (2) Smart & Final Stores LLC and/or its subsidiaries in California and Nevada.

Respectfully submitted,

  
George G. Golleher

#19.

Sprouts Ahwatukee Store #16  
4711 E. Ray Rd.  
Ahwatukee, AZ 85044

Sprouts Avondale Store #13  
1813 N. Dysart Rd.  
Avondale, AZ 85392

Sprouts Chandler - S. Alma School Rd. Store #15  
2855 S. Alma School Rd.  
Chandler, AZ 85286

Sprouts Chandler - W. Ray Rd. Store #1  
1959 W. Ray Rd.  
Chandler, AZ 85224

Sprouts Gilbert Store #14  
2582 S. Val Vista Dr.  
Gilbert, AZ 85296

Sprouts Glendale - W. Bell Rd. Store #3  
5665 W. Bell Rd.  
Glendale, AZ 85308

Sprouts Glendale - W. Peoria Ave. Store #9  
5130 W. Peoria Ave.  
Glendale, AZ 85302

Sprouts Mesa - E. Brown Rd. Store #5  
1933 E. Brown Rd.  
Mesa, AZ 85213

Sprouts Mesa - Higley Rd. Store #10  
5225 E. Southern Ave.  
Mesa, AZ 85206

Sprouts Paradise Valley Store #4  
12415 N. Tatum Blvd.  
Phoenix, AZ 85032

Sprouts Peoria Store #6  
8375 W. Thunderbird Rd.  
Peoria, AZ 85213

Sprouts Phoenix - E. Indian School Rd. Store #8  
2824 E. Indian School Rd.  
Phoenix, AZ 85016

Sprouts Phoenix - Northern Ave. Store #7  
8040 N. 19th Ave.  
Phoenix, AZ 85016

Sprouts Scottsdale Store #2  
9301 E. Shea Blvd.  
Scottsdale, AZ 85260

Sprouts Surprise Store #12  
13759 W. Bell Rd.  
Surprise, AZ 85374

Sprouts Tucson - Oro Valley Store #11  
7665 N. Oracle Way  
Oro Valley, AZ 85704

Sunflower Phoenix - E. Bell Rd. Store #18  
245 E. Bell Rd. #15  
Phoenix, AZ 85022

Sunflower Scottsdale Store #19  
4402 N. Miller Rd.  
Scottsdale, AZ 85251

Sunflower Tempe Store #20  
1706 E. Southern Ave.  
Tempe, AZ 85282

Sunflower Tucson - E. Broadway Blvd. Store #22  
7877 E. Broadway Blvd.  
Tucson, AZ 85710

Sunflower Tucson - E. Speedway Blvd. Store #24  
4645 E. Speedway Blvd.  
Tucson, AZ 85712

Sunflower Tucson - N. First Ave Store #23  
4282 N. 1st Ave.  
Tucson, AZ 85719

Sunflower Tucson - W. River Rd. Store #21  
3860 W. River Rd.  
Tucson, AZ 85741

Henry's Rancho Temecula Store #251  
39606 Winchester Rd.  
Temecula, CA 92591

Henry's Temecula Store #248  
32413 Temecula Pkwy. S.  
Temecula, CA 92592

Sprouts Brea Store #209  
735 E. Birch St.  
Brea, CA 92821

Sprouts Burbank Store #236  
1011 N. San Fernando Blvd.  
Burbank, CA 91504

Sprouts Carlsbad Store #239  
2618 El Camino Real  
Carlsbad, CA 92008

Sprouts Carlsbad - Rancho Santa Fe Store #247  
3243 Camino de los Coches  
Carlsbad, CA 92009

Sprouts Carmel Mountain Ranch Store #213  
11710 Carmel Mountain Rd.

Sprouts Chino Hills Store #241  
3630 Grand Ave.  
Chino Hills, CA 91709

Sprouts Citrus Heights Store #263  
7905 Greenback Ln.  
Citrus Heights, CA 95610

Sprouts Claremont Store #205  
835 W. Foothill Blvd.  
Claremont, CA 91711

12 SEP 14 11:41 AM 1057

Sprouts Corona Store #243  
120 W. Ontario Ave.  
Corona, CA 92882

Sprouts Costa Mesa - Harbor Blvd. Store #240  
3030 Harbor Blvd.  
Costa Mesa, CA 92626

Sprouts Costa Mesa - Newport Store #258  
225 E. 17th St.  
Costa Mesa, CA 92627

Sprouts Culver City Store #215  
5660 Sepulveda Blvd.  
Culver City, CA 90230

Sprouts Dublin Store #221  
7153 Amador Plaza Rd.  
Dublin, CA 94568

Sprouts El Cajon Store #202  
152 N. 2nd St.  
El Cajon, CA 92021

Sprouts Elk Grove Store #230  
8211 Laguna Blvd.  
Elk Grove, CA 95758

Sprouts Encinitas Store #224  
1327 Encinitas Blvd.  
Encinitas, CA 92024

Sprouts Escondido Store #253  
510 W. 13th Ave.  
Escondido, CA 92025

Sprouts Fullerton Store #244  
1447 S. Harbor Blvd.  
Fullerton, CA 92832

Sprouts Granada Hills Store #223  
10821 N. Zelzah Ave.  
Granada Hills, CA 91344

Sprouts Hemet Store #235  
1295 S. State St.  
Hemet, CA 92543

Sprouts Huntington Beach Store #212  
9861 Adams Ave.  
Huntington Beach, CA 92646

Sprouts Irvine Store #206  
3775 Alton Pkwy.  
Irvine, CA 92606

Sprouts La Cañada - Flintridge Store #261  
920 Foothills Blvd.  
La Cañada/Flintridge, CA 91011

Sprouts La Mesa Store #225  
4630 Palm Ave.  
La Mesa, CA 91941

Sprouts La Quinta Store #246  
79050 Hwy. 111  
La Quinta, CA 92253

Sprouts Laguna Niguel Store #237  
27271 La Paz Rd.  
Laguna Niguel, CA 92677

Sprouts Lakewood Store #260  
4253 Woodruff Ave.  
Lakewood, CA 90713

Sprouts Lemon Grove Store #233  
3205 Lemon Grove Ave.  
Lemon Grove, CA 91945

Sprouts Mission Viejo Store #242  
27765 Santa Margarita Pkwy.  
Mission Viejo, CA 92691

Sprouts Monrovia Store #257  
400 W. Huntington Dr.  
Monrovia, CA 91016

Sprouts Oceanside Store #250  
471 College Blvd.  
Oceanside, CA 92057

Sprouts Orange Store #211  
1500 E. Village Way  
Orange, CA 92865

Sprouts Pasadena Store #217  
39 N. Rosemead Blvd.  
Pasadena, CA 91107

Sprouts Poway Store #229  
13536 Poway Rd.  
Poway, CA 92064

Sprouts Rancho Cucamonga Store #245  
7355 Day Creek Blvd.  
Rancho Cucamonga, CA 91739

Sprouts Redondo Beach Store #222  
1515 Hawthorne Blvd.  
Redondo Beach, CA 90278

Sprouts Riverside Store #210  
475 E. Alessandro Blvd.  
Riverside, CA 92508

Sprouts Roseville Store #219  
6760 Stanford Ranch Rd.  
Roseville, CA 95678

Sprouts San Diego - Bernardo Heights Store #249  
15727 Bernardo Heights Pkwy.  
San Diego, CA 92128

Sprouts San Diego - Genesee Ave. Store #234  
4439 Genesee Ave.  
San Diego, CA 92117

Sprouts San Diego - North Park Store #226  
4175 Park Blvd.  
San Diego, CA 92103

Sprouts San Diego - Pacific Beach Store #227  
1260 Garnet Ave.  
San Diego, CA 92109

12 SEP 14 11:41 AM '07

Sprouts San Diego - Point Loma Store #228  
3315 Rosecrans St.  
San Diego, CA 92110

Sprouts San Diego - University City Store #232  
3358 Governor Dr.  
San Diego, CA 92122

Sprouts San Marcos Store #203  
149 S. Las Posas Rd.  
San Marcos, CA 92078

Sprouts San Pedro Store #252  
820 N. Western Ave.  
San Pedro, CA 90732

Sprouts Santee Store #254  
9361 Mission Gorge Rd.  
Santee, CA 92071

Sprouts Seal Beach Store #208  
12301 Seal Beach Blvd.  
Seal Beach, CA 90740

Sprouts Solana Beach Store #231  
659 Lomas Santa Fe Dr.  
Solana Beach, CA 92075

Sprouts Sunnyvale Store #216  
111 E. El Camino Real  
Sunnyvale, CA 94087

Sprouts Thousand Oaks Store #214  
600 W. Hillcrest Dr.  
Thousand Oaks, CA 91360

Sprouts Torrance Store #204  
4230 Pacific Coast Hwy.  
Torrance, CA 90505

Sprouts Tustin - Holt Ave. Store #207  
14945 Holt Ave.  
Tustin, CA 92780

Sprouts Tustin - Jamboree Rd. Store #256  
3011 El Camino Real  
Tustin, CA 92782

Sprouts Valencia Store #218  
24285 W. Magic Mountain Pkwy.  
Valencia, CA 91355

Sprouts Walnut Creek (coming soon!) Store #259  
1510 Geary Rd.  
Walnut Creek, CA 94597

Sprouts Westlake Village Store #220  
1012 S. Westlake Blvd.  
Thousand Oaks, CA 91361

Sprouts Woodland Hills Store #255  
21821 Ventura Blvd.  
Woodland Hills, CA 91364

Sprouts Yorba Linda Store #238  
17482 Yorba Linda Blvd.  
Yorba Linda, CA 92886

Sprouts Yorba Linda - Savi Ranch Store #262  
22401 Old Canal Rd.  
Yorba Linda, CA 92887

Sprouts Licensee Chula Vista Store #298  
690 3rd Ave.  
Chula Vista, CA 91910

Sprouts Licensee Chula Vista - Eastlake Store #299  
878 Eastlake Pkwy.  
Chula Vista, CA 91914

Sunflower Fremont Store #268  
3900 Mowry Ave.  
Fremont, CA 94538

Sunflower Modesto Store #265  
1700 McHenry Blvd.  
Modesto, CA 95350

Sunflower Roseville Store #266  
424 Roseville Square  
Roseville, CA 95678

Sunflower Sacramento Store #267  
4408 Del Rio Rd.  
Sacramento, CA 95822

Sunflower San Jose - Prospect Rd. Store #269  
5205 Prospect Rd.  
San Jose, CA 95129

Sprouts Aurora Store #305  
1150 S. Ironton St.  
Aurora, CO 80012

Sprouts Boulder Store #304  
2950 Baseline Rd.  
Boulder, CO 80303

Sprouts Castle Rock Store #307  
5650 Allen Way  
Castle Rock, CO 80108

Sprouts Centennial Store #306  
20831 E. Smoky Hill Rd.  
Centennial, CO 80015

Sprouts Fort Collins Store #303  
4345 Corbett Dr.  
Fort Collins, CO 80525

Sprouts Greeley Store #308  
4759 W. 29th St.  
Greeley, CO 80634

Sprouts Lone Tree Store #309  
10018 Commons St.  
Lone Tree, CO 80124

Sprouts Parker Store #302  
9751 S. Parker Rd.  
Parker, CO 80134

Sprouts Westminster Store #301  
5150 W. 120th Ave.  
Westminster, CO 80020

12 SEP 14 11:49 AM 057

Sunflower Arvada Store #310  
7725 Wadsworth Blvd.  
Arvada, CO 80003

Sunflower Aurora Store #311  
15405 E. Briarwood Cir.  
Aurora, CO 80016

Sunflower Boulder Store #312  
2525 Arapahoe Ave.  
Boulder, CO 80302

Sunflower Colorado Springs Store #313  
1730 Dublin Blvd.  
Colorado Springs, CO 80918

Sunflower Denver - S. Colorado Blvd. Store #315  
2880 S. Colorado Blvd.  
Denver, CO 80222

Sunflower Denver - W. 38th Ave. Store #314  
4700 W. 38th Ave.  
Denver, CO 80212

Sunflower Fort Collins Store #316  
2601 S. Lemay Ave.  
Fort Collins, CO 80525

Sunflower Greenwood Village Store #317  
8557 E. Arapahoe Rd. #B  
Greenwood Village, CO 80112

Sunflower Highlands Ranch Store #318  
1980 E. County Line Rd.  
Highlands Ranch, CO 80126

Sunflower Lafayette Store #319  
555 W. South Boulder Rd.  
Lafayette, CO 80026

Sunflower Littleton Store #320  
8601 W. Cross Dr.  
Littleton, CO 80123

Sunflower Thornton Store #321  
1131 E. 120th Ave.  
Thornton, CO 80233

Sunflower Albuquerque - Corrales Rd. NW Store #701  
10701 Corrales Rd. NW  
Albuquerque, NM 87114

Sunflower Albuquerque - Lomas Blvd. NE Store #702  
5112 Lomas Blvd. NE  
Albuquerque, NM 87110

Sunflower Albuquerque - Montgomery Blvd. NE Store #703  
11201 Montgomery Blvd. NE  
Albuquerque, NM 87111

Sunflower Albuquerque - San Mateo Blvd. NE Store #704  
6300 San Mateo Blvd. NE  
Albuquerque, NM 87109

Sunflower Santa Fe - Paseo de Peralta Store #706  
199 Paseo de Peralta  
Santa Fe, NM 87051

Sunflower Santa Fe - Zafarano Dr. Store #705  
3201 Zafarano Dr. Suite #20  
Santa Fe, NM 87507

Sunflower Las Vegas - E. Tropicana Ave. Store #501  
3365 E. Tropicana Ave.  
Las Vegas, NV 89121

Sunflower Las Vegas - S. Rainbow Blvd. Store #502  
4020 S. Rainbow Blvd.  
Las Vegas, NV 89103

Sunflower Oklahoma City Store #801  
6410 N. May Ave.  
Oklahoma City, OK 73116

Sunflower Edmond Store #802  
24 E. 2nd St.  
Edmond, OK 73034

Sprouts Austin - Great Hills Store #112  
10225 Research Blvd.  
Austin, TX 78759

Sprouts Austin - South Lamar Store #117  
4006 S. Lamar Blvd.  
Austin, TX 78704

Sprouts Carrollton Store #115  
1745 E. Hebron Pkwy.  
Carrollton, TX 75010

Sprouts Cedar Hill Store #113  
362 E. FM 1382  
Cedar Hill, TX 75104

Sprouts Coppel Store #108  
110 W. Sandy Lake Rd.  
Coppel, TX 75019

Sprouts Corpus Christi Store #119  
1440 Airline Rd.  
Corpus Christi, TX 78412

Sprouts El Paso Store #120  
6100 N. Mesa St.  
El Paso, TX 79912

Sprouts Flower Mound Store #102  
2301 Cross Timbers Rd.  
Flower Mound, TX 75028

Sprouts Fort Worth Store #114  
4650 SW Loop 820  
Fort Worth, TX 76109

Sprouts Frisco Store #105  
5190 Preston Rd.  
Frisco, TX 75034

Sprouts Dallas Store #103  
11722 Marsh Ln.  
Dallas, TX 75229

Sprouts Lubbock Store #124  
8201 Quaker Ave.  
Lubbock, TX 79424

12 SEP 14 10:57 AM '07

Sprouts McAllen Store #121  
2008 N. 10th St.  
McAllen, TX 78501

Sprouts Murphy Store #107  
207 E. FM 544  
Murphy, TX 75094

Sprouts Plano Store #101  
4100 E. Legacy Dr.  
Plano, TX 75024

Sprouts Richardson Store #106  
1343 W. Campbell Rd.  
Richardson, TX 75080

Sprouts Round Rock Store #110  
110 Interstate Hwy. 35 North  
Round Rock, TX 78681

Sprouts San Antonio - Callaghan Rd. Store #118  
8101 Callaghan Rd.  
San Antonio, TX 78239

Sprouts San Antonio - Henderson Pass Store #123  
17700 N. US Hwy 281  
San Antonio, TX 78232

Sprouts San Antonio - Nacogdoches Rd. Store #122  
2502 Nacogdoches Rd.  
San Antonio, TX 78217

Sprouts Southlake Store #104  
220 Randol Mill Ave.  
Southlake, TX 76092

Sunflower Austin Store #125  
6920 Manchaca Rd.  
Austin, TX 78745

Sunflower Dallas Store #126  
1800 N. Henderson Ave.  
Dallas, TX 75206

Sunflower Murray Store #601  
6284 S. State St.  
Murray, UT 84107

Sunflower Orem Store #602  
1375 S. State St.  
Orem, UT 84097

Sunflower Salt Lake City Store #603  
656 E. 200 South  
Salt Lake City, UT 84102

12 SEP 14 09:13 AM 1057

ARIZONA DEPARTMENT OF LIQUOR LICENSES & CONTROL

800 W Washington 5th Floor  
Phoenix AZ 85007-2934  
(602) 542-5141

QUESTIONNAIRE

*Per comment*

Attention all Local Governing Bodies: Social Security and Birthdate information is Confidential. This information may be given to local law enforcement agencies for the purpose of background checks only but must be blocked to be unreadable prior to posting or any public view.

Read carefully. This instrument is a sworn document. Type or print with BLACK INK. An extensive investigation of your background will be conducted. False or incomplete answers could result in criminal prosecution and the denial or subsequent revocation of a license or permit.

TO BE COMPLETED BY EACH CONTROLLING PERSON, AGENT, OR MANAGER. EACH PERSON COMPLETING THIS FORM MUST SUBMIT AN "APPLICANT" TYPE FINGERPRINT CARD AVAILABLE AT THIS OFFICE. FINGERPRINTS ON FBI-APPROVED CARDS ARE ACCEPTED FROM LAW ENFORCEMENT AGENCIES, BONA FIDE FINGERPRINT SERVICES, OR THE DEPARTMENT OF LIQUOR. THE DEPARTMENT CHARGES A \$13 FEE. In addition to other fingerprint fees, a \$22 DPS background check fee will be charged for each fingerprint card.

The fees allowed by A.R.S. § 44-6852 will be charged for all dishonored checks.

*1007394*

Liquor License #

*100710334*

(If the location is currently licensed)

1. Check appropriate box →	<input checked="" type="checkbox"/> Controlling Person (Complete Questions 1-19) Controlling Person or Agent must complete #21 for a Manager	Agent (Complete All Questions <b>except</b> # 14, 14a & 21) Controlling Person or Agent must complete # 21	Manager (Only) (Complete All Questions <b>except</b> # 14, 14a & 21) Controlling Person or Agent must complete # 21
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2. Name: Rowan, Marc Jeffrey Date of Birth: 1/1/1971  
Last First Middle (NOT a Public Record)

3. Social Security Number: \_\_\_\_\_ Drivers License #: \_\_\_\_\_ State: New York  
(NOT a public record) (NOT a public record)

4. Place of Birth: Freeport, NY, U.S.A. Height: 5'7" Weight: 160 Eyes: Brown Hair: Brown  
City State Country (not county)

5. Marital Status  Single  Married  Divorced  Widowed

6. Name of Current or Most Recent Spouse: Rowan, Carolyn Gail Date of Birth: \_\_\_\_\_  
(List all for last 5 years - Use additional sheet if necessary) Last First Middle Maiden (NOT a public record)

7. You are a bona fide resident of what state? Yes, New York If Arizona, date of residency: \_\_\_\_\_

8. Telephone number to contact you during business hours for any questions regarding this document. \_\_\_\_\_

9. If you have been an Arizona resident for less than three (3) months, submit a copy of your Arizona driver's license or voter registration card.

10. Name of Licensed Premises: Sprouts Farmers Market #13 Premises Phone: 623.535.8989

11. Physical Location of Licensed Premises Address: 1813 N. Dussart Rd Wendell Maricopa 85323  
Street Address (Do not use PO Box #) City County Zip

12. List your employment or type of business during the past five (5) years. If unemployed part of the time, list those dates. List most recent 1st.

FROM Month/Year	TO Month/Year	DESCRIBE POSITION OR BUSINESS	EMPLOYER'S NAME OR NAME OF BUSINESS (street address, city, state & zip)
06/1990	CURRENT	Sr Managing Director & Director	Apollo Global Management, LLC - 9 West 57th Street, New York, NY 10019

ATTACH ADDITIONAL SHEET IF NECESSARY FOR EITHER SECTION

13. Indicate your residence address for the last five (5) years:

FROM Month/Year	TO Month/Year	Rent or Own	RESIDENTIAL Street Address If rented, attach additional sheet with name, address and phone number of landlord	City	State	Zip
08/2001	CURRENT	OWN				

If you checked the Manager box on the front of this form skip to # 15

14. As a Controlling Person or Agent, will you be physically present and operating the licensed premises?  
If you answered YES, how many hrs/day? \_\_\_\_\_, and answer #14a below. If NO, skip to #15. YES  NO
- 14a. Have you attended a DLLC-approved Liquor Law Training Course within the past 5 years? (Must provide proof)  
If the answer to # 14a is "NO", course must be completed before issuance of a new license or approval on an existing license. YES NO
15. Have you been cited, arrested, indicted or summoned into court for violation of ANY law or ordinance, regardless of the disposition, even if dismissed or expunged, within the past ten (10) years?  
In addition, please include all traffic tickets and complaints within the last ten (10) years that resulted in a warrant for arrest AND any traffic tickets and complaints that are alcohol or drug-related. YES  NO
16. Are there ANY administrative law citations, compliance actions or consents, criminal arrest, indictments or summonses PENDING against you or ANY entity in which you are now involved? Include only criminal traffic tickets and complaints. YES  NO
17. Have you or any entity in which you have held ownership, been an officer, member, director or manager EVER had a business, professional or liquor application or license rejected, denied, revoked, suspended or fined in this or any other state?  YES NO
18. Has anyone EVER filed suit or obtained a judgment against you, the subject of which involved fraud or misrepresentation?  YES NO
19. Are you NOW or have you EVER held ownership, been a controlling person, been an officer, member, director or manager on any other liquor license in this or any other state?  YES NO

If any answer to Questions 15 through 19 is "YES" YOU MUST attach a signed statement. Give complete details including dates, agencies involved, and dispositions.  
**SUBSTANTIVE CHANGES TO THIS APPLICATION WILL NOT BE ACCEPTED**

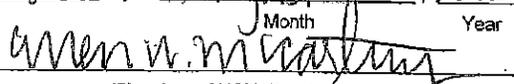
20. I, Marc Jeffrey Rowan, hereby declare that I am the APPLICANT/REPRESENTATIVE  
(print full name of Applicant)  
filing this questionnaire. I have read this questionnaire and all statements are true, correct and complete.

X   
(Signature of Applicant)

State of New York County of New York

The foregoing instrument was acknowledged before me this  
8 day of August, 2012  
Month Year

My commission expires on: 8 August 2015  
Day Month Year

  
(Signature of NOTARY PUBLIC)

**ELLEN WRIGHT McCARTHY**  
Notary Public, State of New York  
No. 01MC6245904  
Qualified in Nassau County  
Commission Expires Aug. 8, 2015

**COMPLETE THIS SECTION ONLY IF YOU ARE A CONTROLLING PERSON OR AGENT APPROVING A MANAGER'S APPLICATION**

21. The applicant hereby authorizes the person named on this questionnaire to act as manager for the named liquor license. The manager named must be at least 21 years of age.

State of \_\_\_\_\_ County of \_\_\_\_\_

The foregoing instrument was acknowledged before me this

X \_\_\_\_\_  
Signature of Controlling Person or Agent (circle one)

\_\_\_\_\_ day of \_\_\_\_\_  
Month Year

\_\_\_\_\_  
Print Name

\_\_\_\_\_  
(Signature of NOTARY PUBLIC)

My commission expires on: \_\_\_\_\_  
Day Month Year

Appendix to Arizona Department of Licenses & Control Questionnaire – MARC JEFFREY ROWAN

17. Have you or any entity in which you have held ownership, been an officer, member, director or manager EVER had a business, professional or liquor application or license rejected, denied, revoked, suspended or fined in this or any other state?

The Applicant has never had a business, professional or liquor application or license rejected, denied, revoked, suspended or fined in Arizona or any other state. The Applicant is also not presently aware of holding an ownership interest in—or being an officer, member, director or manager of—any entity that has had a business, professional or liquor application or license rejected, denied, revoked, suspended or fined in Arizona or any other state. The Applicant has owned indirect interests in and/or served as a director of the parent company of various entities (such as gaming and alcoholic beverage companies) as a result of his ownership interests in various private equity funds affiliated with Apollo Global Management, LLC. Such interests have been of a nominal nature with the Applicant having no direct involvement in the day-to-day business operations, even in situations where the Applicant was a director of the parent company. Apollo has also invested in supermarket companies and transportation companies which may have had alcoholic beverage licenses or permits. Accordingly, such entities have not been included in response to this question.

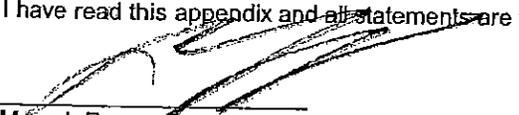
18. Has anyone EVER filed suit or obtained a judgment against you, the subject of which involved fraud or misrepresentation?

No one has ever obtained a final judgment against the Applicant for fraud or misrepresentation. From time to time, generally in connection with his role as a member of the Board of Directors of one or more Apollo portfolio companies, the Applicant will be named individually in lawsuits that may include allegations of fraud and/or misrepresentation. For example, the Applicant was named as a defendant in Steamfitters Local 449 Pension & Retirement Security Funds v. Quality Distribution, Inc., et al., No. 8:04-CV-00961 (M.D. Fla.); Daleanes et al. v. Samsonite Corp. et al., No. 98-K-1878 (D. Colo.); Knudson et al. v. Samsonite Corp. et al., No. 98CV2210 (Colorado State District Court, Denver); Weiss v. Samsonite Corp. et al., C.A. No. 16503 (Del. Ch.); and Cooperman v. Andrews Group, Inc. et al., No. BC 100359 (Superior Court of the State of California, Los Angeles County). None of the lawsuits listed herein are currently pending. The Applicant believes that he has fully disclosed all lawsuits in which (a) he has been named individually and also (b) include causes of action alleging fraud and/or misrepresentation, and any omissions are unintentional. The Applicant will supplement his response to the extent that he becomes aware of any other lawsuits that may be responsive to this question.

19. Are you NOW or have you EVER held ownership, been a controlling person, been an officer, member, director or manager on any other liquor license in this or any other state?

The Applicant has never directly held an ownership interest in any business that holds (or held) a liquor license in Arizona or any other state. The Applicant has owned indirect interests in and/or served as a director of the parent company of various entities (such as companies in the leisure industry, grocery and/or alcoholic beverage companies) that hold liquor licenses as a result of his ownership interests in various private equity funds affiliated with Apollo Global Management, LLC. Such interests have been of a nominal nature with the Applicant having no direct involvement in the day-to-day business operations, even in situations where the Applicant was a director of the parent company. Accordingly, such entities have not been included in response to this question.

I have read this appendix and all statements are true, correct and complete.

  
Marc J. Rowan

May 11, 2012

12 SEP 14 11:41 AM '12

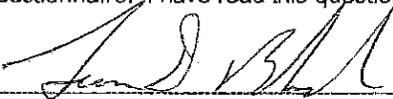


If you checked the Manager box on the front of this form skip to # 15

14. As a Controlling Person or Agent, will you be physically present and operating the licensed premises?  
If you answered YES, how many hrs/day? \_\_\_\_\_, and answer #14a below. If NO, skip to #15. YES  NO
- 14a. Have you attended a DLLC-approved Liquor Law Training Course within the past 5 years? (Must provide proof)  
If the answer to # 14a is "NO", course must be completed before issuance of a new license or approval on an existing license. YES NO
15. Have you been cited, arrested, indicted or summoned into court for violation of ANY law or ordinance, regardless of the disposition, even if dismissed or expunged, within the past ten (10) years?  
In addition, please include all traffic tickets and complaints within the last ten (10) years that resulted in a warrant for arrest AND any traffic tickets and complaints that are alcohol or drug-related. YES  NO
16. Are there ANY administrative law citations, compliance actions or consents, criminal arrest, indictments or summonses PENDING against you or ANY entity in which you are now involved? Include only criminal traffic tickets and complaints. YES  NO
17. Have you or any entity in which you have held ownership, been an officer, member, director or manager EVER had a business, professional or liquor application or license rejected, denied, revoked, suspended or fined in this or any other state?  YES NO
18. Has anyone EVER filed suit or obtained a judgment against you, the subject of which involved fraud or misrepresentation?  YES NO
19. Are you NOW or have you EVER held ownership, been a controlling person, been an officer, member, director or manager on any other liquor license in this or any other state?  YES NO

If any answer to Questions 15 through 19 is "YES" YOU MUST attach a signed statement.  
Give complete details including dates, agencies involved, and dispositions.  
**SUBSTANTIVE CHANGES TO THIS APPLICATION WILL NOT BE ACCEPTED**

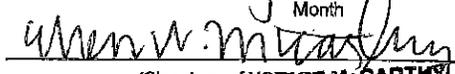
20. I, Leon David Black, hereby declare that I am the APPLICANT/REPRESENTATIVE  
(print full name of Applicant)  
filing this questionnaire. I have read this questionnaire and all statements are true, correct and complete.

X   
(Signature of Applicant)

State of New York County of New York

The foregoing instrument was acknowledged before me this  
16 day of August, 2012  
Month Year

My commission expires on: 8 August 2015  
Day Month Year

  
(Signature)  
**ELLEN WARRATT MCCARTHY**  
Notary Public, State of New York  
No. 01MC6245908  
Qualified in Nassau County  
Commission Expires Aug. 8, 2015

**COMPLETE THIS SECTION ONLY IF YOU ARE A CONTROLLING PERSON OR AGENT APPROVING A MANAGER'S APPLICATION**

21. The applicant hereby authorizes the person named on this questionnaire to act as manager for the named liquor license.  
The manager named must be at least 21 years of age.

State of \_\_\_\_\_ County of \_\_\_\_\_

The foregoing instrument was acknowledged before me this

X \_\_\_\_\_  
Signature of Controlling Person or Agent (circle one)

\_\_\_\_\_ day of \_\_\_\_\_  
Month Year

\_\_\_\_\_  
Print Name

\_\_\_\_\_  
(Signature of NOTARY PUBLIC)

My commission expires on: \_\_\_\_\_  
Day Month Year

Appendix to Arizona Department of Licenses & Control Questionnaire - LEON DAVID BLACK

17. Have you or any entity in which you have held ownership, been an officer, member, director or manager EVER had a business, professional or liquor application or license rejected, denied, revoked, suspended or fined in this or any other state?

The Applicant has never had a business, professional or liquor application or license rejected, denied, revoked, suspended or fined in Arizona or any other state. The Applicant is also not presently aware of holding an ownership interest in—or being an officer, member, director or manager of—any entity that has had a business, professional or liquor application or license rejected, denied, revoked, suspended or fined in Arizona or any other state. The Applicant has owned indirect interests in and/or served as a director of the parent company of various entities (such as gaming and alcoholic beverage companies) as a result of his ownership interests in various private equity funds affiliated with Apollo Global Management, LLC. Such interests have been of a nominal nature with the Applicant having no direct involvement in the day-to-day business operations, even in situations where the Applicant was a director of the parent company. Apollo has also invested in supermarket companies and transportation companies which may have had alcoholic beverage licenses or permits. Accordingly, such entities have not been included in response to this question.

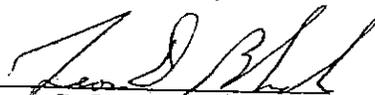
18. Has anyone EVER filed suit or obtained a judgment against you, the subject of which involved fraud or misrepresentation?

No one has ever obtained a final judgment against the Applicant for fraud or misrepresentation. From time to time, generally in connection with his role as a member of the Board of Directors of one or more Apollo portfolio companies, the Applicant will be named individually in lawsuits that may include allegations of fraud and/or misrepresentation. For example, the Applicant was named as a defendant in Huntsman Corp. v. Leon Black, et al., Cause No. 08-06-06037 (Montgomery County, Texas, District Court); Brockwell v. Sirius Satellite Radio, Inc., et al., No. 07-600819 (Sup. Ct., N.Y. County); and Schine v. AIF II L.P., et al., No. BC 252481 (Superior Court of the State of California, Los Angeles County); Daleanes et al. v. Samsonite Corp. et al., No. 98-K-1878 (D. Colo.); Knudson et al. v. Samsonite Corp. et al., No. 98CV2210 (Colorado State District Court, Denver); Weiss v. Samsonite Corp. et al., C.A. No. 16503 (Del. Ch.); Norwood Venture Corp. v. Converse, Inc. et al., No. 96 Civ. 3713 (S.D.N.Y.); and Shenk v. Karmazin, et al., 11-cv-2943 (S.D.N.Y.). Only the Shenk lawsuit is currently pending. The Applicant believes that he has fully disclosed all lawsuits in which (a) he has been named individually and also (b) include causes of action alleging fraud and/or misrepresentation, and any omissions are unintentional. The Applicant will supplement his response to the extent that he becomes aware of any other lawsuits that may be responsive to this question.

19. Are you NOW or have you EVER held ownership, been a controlling person, been an officer, member, director or manager on any other liquor license in this or any other state?

The Applicant has never directly held an ownership interest in any business that holds (or held) a liquor license in Arizona or any other state. The Applicant has owned indirect interests in and/or served as a director of the parent company of various entities (such as companies in the leisure industry, grocery and/or alcoholic beverage companies) that hold liquor licenses as a result of his ownership interests in various private equity funds affiliated with Apollo Global Management, LLC. Such interests have been of a nominal nature with the Applicant having no direct involvement in the day-to-day business operations, even in situations where the Applicant was a director of the parent company. Accordingly, such entities have not been included in response to this question.

I have read this appendix and all statements are true, correct and complete.

  
Leon D. Black

May 11, 2012

12 SEP 14 11:49 AM 1053

ARIZONA DEPARTMENT OF LIQUOR LICENSES & CONTROL

800 W Washington 5th Floor  
Phoenix AZ 85007-2934  
(602) 542-5141

QUESTIONNAIRE

*Amendment*

Attention all Local Governing Bodies: Social Security and Birthdate information is Confidential. This information may be given to local law enforcement agencies for the purpose of background checks only but must be blocked to be unreadable prior to posting for any public view.

Read carefully. This instrument is a sworn document. Type or print with BLACK INK. An extensive investigation of your background will be conducted. False or incomplete answers could result in criminal prosecution and the denial or subsequent revocation of a license or permit.

TO BE COMPLETED BY EACH CONTROLLING PERSON, AGENT, OR MANAGER. EACH PERSON COMPLETING THIS FORM MUST SUBMIT AN "APPLICANT" TYPE FINGERPRINT CARD AVAILABLE AT THIS OFFICE. FINGERPRINTS ON FBI-APPROVED CARDS ARE ACCEPTED FROM LAW ENFORCEMENT AGENCIES, BONA FIDE FINGERPRINT SERVICES OR THE DEPARTMENT OF LIQUOR. THE DEPARTMENT CHARGES A \$13 FEE. In addition to other fingerprint fees, a \$22 DPS background check fee will be charged for each fingerprint card.

The fees allowed by A.R.S. § 44-6852 will be charged for all dishonored checks.

*10/9/11*

Liquor License #

*10076334*

(if the location is currently licensed)

1. Check appropriate box →	<input checked="" type="checkbox"/> Controlling Person	<input type="checkbox"/> Agent	<input type="checkbox"/> Manager (Only)
	(Complete Questions 1-19) Controlling Person or Agent must complete #21 for a Manager		(Complete All Questions except # 14, 14a & 21) Controlling Person or Agent must complete # 21

2. Names: Jhavar Andrew Sardep Date of Birth: 1/1/  
Last First Middle (NOT a Public Record)

3. Social Security Number: \_\_\_\_\_ Drivers License #: \_\_\_\_\_ State: California  
(NOT a public record) (NOT a public record)

4. Place of Birth: Rockford Illinois USA Height: 5'11" Weight: 225 Eyes: BRO Hair: BLK  
City State Country (not county)

5. Marital Status: Single Married Divorced Widowed

6. Name of Current or Most Recent Spouse: Jhavar Delina R. Bird Date of Birth: 1/1/  
(List all for last 5 years - Use additional sheet if necessary) Last First Middle Maiden (NOT a public record)

7. You are a bona fide resident of what state? California If Arizona, date of residency: \_\_\_\_\_

8. Telephone number to contact you during business hours for any questions regarding this document: \_\_\_\_\_

9. If you have been an Arizona resident for less than three (3) months, submit a copy of your Arizona driver's license or voter registration card.

10. Name of Licensed Premises: Sprouts Farmers Market #13 Premises Phone: 623-535-8989

11. Physical Location of Licensed Premises Address: 1813 N. Dysart Rd Avondale Maricopa 85323  
Street Address (Do not use PO Box #) City County Zip

12. List your employment or type of business during the past five (5) years. If unemployed part of the time, list those dates. List most recent 1st.

FROM Month/Year	TO Month/Year	DESCRIBE POSITION OR BUSINESS	EMPLOYER'S NAME OR NAME OF BUSINESS (street address, city, state & zip)
02/00	CURRENT	Private Equity Investing	Apollo Management, L.P. 2000 Ave Of the Stars Suite 510 North Los Angeles, Ca 90067

ATTACH ADDITIONAL SHEET IF NECESSARY FOR EITHER SECTION 11 OR 12

13. Indicate your residence address for the last five (5) years:

FROM Month/Year	TO Month/Year	Rent or Own	RESIDENTIAL Street Address If rented, attach additional sheet with name, address and phone number of landlord	City	State	Zip
06/09	CURRENT	O				
06/06	06/09	R				

SEE

AMENDMENT



If you checked the Manager box on the front of this form skip to # 15

14. As a Controlling Person or Agent, will you be physically present and operating the licensed premises? If you answered YES, how many hrs/day? _____, and answer #14a below. If NO, skip to #15.	YES <input checked="" type="checkbox"/> NO
14a. Have you attended a DLLC-approved Liquor Law Training Course within the past 5 years? (Must provide proof) If the answer to # 14a is "NO", course must be completed before issuance of a new license or approval on an existing license.	YES <input type="checkbox"/> NO

15. Have you been cited, arrested, indicted or summoned into court for violation of ANY law or ordinance, regardless of the disposition, even if dismissed or expunged, within the past ten (10) years?  
In addition, please include all traffic tickets and complaints within the last ten (10) years that resulted in a warrant for arrest AND any traffic tickets and complaints that are alcohol or drug-related.

YES  NO

16. Are there ANY administrative law citations, compliance actions or consents, criminal arrest, indictments or summonses PENDING against you or ANY entity in which you are now involved? Include only criminal traffic tickets and complaints.

YES  NO

17. Have you or any entity in which you have held ownership, been an officer, member, director or manager EVER had a business, professional or liquor application or license rejected, denied, revoked, suspended or fined in this or any other state?

YES NO

18. Has anyone EVER filed suit or obtained a judgment against you, the subject of which involved fraud or misrepresentation?

YES  NO

19. Are you NOW or have you EVER held ownership, been a controlling person, been an officer, member, director or manager on any other liquor license in this or any other state?

YES NO

If any answer to Questions 15 through 19 is "YES" YOU MUST attach a signed statement. Give complete details including dates, agencies involved, and dispositions.  
**SUBSTANTIVE CHANGES TO THIS APPLICATION WILL NOT BE ACCEPTED**

20. I, Andrew Sandeep Jhawar, hereby declare that I am the APPLICANT/REPRESENTATIVE  
(print full name of Applicant)  
filing this questionnaire. I have read this questionnaire and all statements are true, correct and complete.

X: Andrew Jhawar  
(Signature of Applicant)

State of \_\_\_\_\_ County of \_\_\_\_\_

**PLEASE SEE ATTACHED ACKNOWLEDGMENT**

The foregoing instrument was acknowledged before me this  
\_\_\_\_\_ day of \_\_\_\_\_, \_\_\_\_\_  
Month Year

My commission expires on: \_\_\_\_\_  
Day Month Year

\_\_\_\_\_  
(Signature of NOTARY PUBLIC)

**COMPLETE THIS SECTION ONLY IF YOU ARE A CONTROLLING PERSON OR AGENT APPROVING A MANAGER'S APPLICATION**

21. The applicant hereby authorizes the person named on this questionnaire to act as manager for the named liquor license. The manager named must be at least 21 years of age.

State of \_\_\_\_\_ County of \_\_\_\_\_

X: \_\_\_\_\_  
Signature of Controlling Person or Agent (circle one)

The foregoing instrument was acknowledged before me this  
\_\_\_\_\_ day of \_\_\_\_\_, \_\_\_\_\_  
Month Year

\_\_\_\_\_  
Print Name

\_\_\_\_\_  
(Signature of NOTARY PUBLIC)

My commission expires on: \_\_\_\_\_  
Day Month Year

**CALIFORNIA ALL-PURPOSE ACKNOWLEDGMENT**

State of California

County of LOS ANGELES

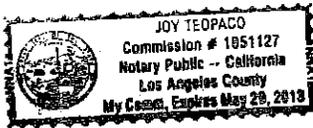
On October 24, 2011 before me, Joy TEOPACO, NOTARY PUBLIC  
Date Here Insert Name and Title of the Officer

personally appeared ANDREW S. JHAWAR and no one else  
Name(s) of Signer(s)

who proved to me on the basis of satisfactory evidence to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

I certify under PENALTY OF PERJURY under the laws of the State of California that the foregoing paragraph is true and correct.

WITNESS my hand and official seal.



Place Notary Seal Above

Signature Joy Teopaco  
Signature of Notary Public

**OPTIONAL**

*Though the information below is not required by law, it may prove valuable to persons relying on the document and could prevent fraudulent removal and reattachment of this form to another document.*

**Description of Attached Document**

Title or Type of Document: QUESTIONNAIRE  
ARIZONA DEPARTMENT OF LIQUOR LICENSES & CONTROL

Document Date: OCTOBER 24, 2011 Number of Pages: 2

Signer(s) Other Than Named Above: NO ONE ELSE

**Capacity(ies) Claimed by Signer(s)**

Signer's Name: ANDREW S. JHAWAR

- Individual
- Corporate Officer — Title(s): \_\_\_\_\_
- Partner —  Limited  General
- Attorney in Fact
- Trustee
- Guardian or Conservator
- Other: CONTROLLING PERSON

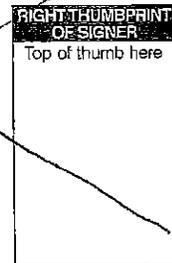
Signer Is Representing: \_\_\_\_\_



Signer's Name: \_\_\_\_\_

- Individual
- Corporate Officer — Title(s): \_\_\_\_\_
- Partner —  Limited  General
- Attorney in Fact
- Trustee
- Guardian or Conservator
- Other: \_\_\_\_\_

Signer Is Representing: \_\_\_\_\_



17. In 2007 we were fined under Sprouts Farmers Market LLC for the violation of selling to an underage, a \$500.00 fine was paid. In 2011, we were fined under Sprouts Farmers Market LLC for delinquent taxes at various locations, a \$375.00 fine was paid for each count. #205 CA 2007 or 2008 sold alcohol to a minor, no fine. #106 TX 4/2009 sold alcohol to a minor, fined \$3,500. #110 TX 4/21/2011 sold alcohol to a minor, no fine but all cashiers had to re-take a mandatory alcohol training class which was completed. #245 CA 12/2/2011 sold alcohol to a minor, fined \$3,000.

12 SEP 14 11:19 AM 1057

**SEE  
AMENDMENT**

17. In 2007 we were fined under Sprouts Farmers Market LLC for the violation of selling to an underage; a \$500.00 fine was paid. In 2011, we were fined under Sprouts Farmers Market LLC for delinquent taxes at various locations, a \$975.00 fine was paid for each count. #205 CA 2007 or 2008 sold alcohol to a minor, no fine. #108 TX 4/2009 sold alcohol to a minor, fined \$3,500. #110 TX 4/21/2011 sold alcohol to a minor, no fine but all cashiers had to re-take a mandatory alcohol training class which was completed. #245 CA 12/2/2011 sold alcohol to a minor, fined \$3,000.

12 SEP 14 11:47 AM '12  
 11054

*Andrew Shawar*  
 Andrew S. Shawar

12 OCT 4 04:42 PM '12  
 1105

# AMENDMENT



'12 SEP 14 11:47 Lic. #M1057

---

11811 N. Tatum Blvd., Suite 2400, Phoenix, AZ 85028 Phone: 480-814-8016 Fax: 480-391-3479

This addendum is written in response to question 19 on the questionnaire.

I am, or will be upon completion of necessary transfer and application procedures presently in process, a controlling person, officer, member, director and/or manager on various liquor licenses associated with (1) Sprouts Farmers Markets, LLC and/or its subsidiaries in California and Texas and (2) Smart & Final Stores LLC and/or its subsidiaries in California and Nevada.

Respectfully submitted,

Andrew S. Jhawar

Same as #19 above

ARIZONA DEPARTMENT OF LIQUOR LICENSES & CONTROL

800 W Washington 5th Floor  
Phoenix AZ 85007-2934

(602) 542-5141

QUESTIONNAIRE

*PP  
current*

Attention all Local Governing Bodies: Social Security and Birthdate information is Confidential. This information may be given to local law enforcement agencies for the purpose of background checks only but must be blocked to be unreadable prior to posting for any public view.

Read carefully. This instrument is a sworn document. Type or print with BLACK INK. An extensive investigation of your background will be conducted. False or incomplete answers could result in criminal prosecution and the denial or subsequent revocation of a license or permit.

TO BE COMPLETED BY EACH CONTROLLING PERSON, AGENT OR MANAGER. EACH PERSON COMPLETING THIS FORM MUST SUBMIT AN "APPLICANT" TYPE FINGERPRINT CARD AVAILABLE AT THIS OFFICE. FINGERPRINTS ON FBI-APPROVED CARDS ARE ACCEPTED FROM LAW ENFORCEMENT AGENCIES, BONA FIDE FINGERPRINT SERVICES, OR THE DEPARTMENT OF LIQUOR. THE DEPARTMENT CHARGES A \$15 FEE.

In addition to other fingerprint fees, a \$22 DPS background check fee will be charged for each fingerprint card.

The fees allowed by A.R.S. § 44-6852 will be charged for all dishonored checks.

*P 1007309*

Liquor License #

*10076334*

(if the location is currently licensed)

1. Check appropriate box →  Controlling Person (Complete Questions 1-19)  Agent (Complete All Questions except # 14, 14a & 21)  Manager (Only) (Complete All Questions except # 14, 14a & 21) Controlling Person or Agent must complete #21 for a Manager

2. Name: Sanders James Douglas Date of Birth: / /  
Last First Middle (NOT a Public Record)

3. Social Security Number: Drivers License #: State: Arizona  
(NOT a public record) (NOT a public record)

4. Place of Birth: Naco, Doches TX USA Height: 5'10" Weight: 155 Eyes: BRO Hair: BRO  
City State Country (not county)

5. Marital Status: Single  Married  Divorced  Widowed

6. Name of Current or Most Recent Spouse: Sanders Cindy Love Date of Birth: / /  
(List all for last 5 years - Use additional sheet if necessary) Last First Middle Maiden (NOT a public record)

7. You are a bona fide resident of what state? Arizona If Arizona, date of residency: / /

8. Telephone number to contact you during business hours for any questions regarding this document: / /

9. If you have been an Arizona resident for less than three (3) months, submit a copy of your Arizona driver's license or voter registration card.

10. Name of Licensed Premises: Sprouts Farmers Market #13 Premises Phone: 623.535.8989

11. Physical Location of Licensed Premises Address: 1813 N. Dysart Rd Chandler Maricopa 85323  
Street Address (Do not use PO Box #) City County Zip

12. List your employment or type of business during the past five (5) years. If unemployed part of the time, list those dates. List most recent 1st.

FROM Month/Year	TO Month/Year	DESCRIBE POSITION OR BUSINESS	EMPLOYER'S NAME OR NAME OF BUSINESS (street address, city, state & zip)
09/02	CURRENT	President	Sprouts Farmers Market 11811 N. Tatum Blvd #2400 Phoenix, AZ 85028

ATTACH ADDITIONAL SHEET IF NECESSARY FOR EITHER SECTION 12

13. Indicate your residence address for the last five (5) years:

FROM Month/Year	TO Month/Year	Rent or Own	RESIDENTIAL Street Address If rented, attach additional sheet with name, address and phone number of landlord	City	State	Zip
09/10	CURRENT	O				
06/09	09/10	R				
10/08	06/09	O				
03/03	10/08	O				



'12 SEP 12 Liq. Lic. #M 9 11

'12 SEP 14 Liq. Lic. #M1054

Arizona Department of Liquor Licenses and Control  
300 West Washington, 5th Floor  
Phoenix, Arizona 85007  
www.azliquor.gov  
602-542-5141

**CERTIFICATE OF TITLE 4 TRAINING COMPLETION**

Do Not Duplicate This Form  
Certificates must be completed by a state-approved training course provided in black ink on an original form.

James (Doug) Sanders  
Name (please print)

09-11-2012  
Training Completion Date

09-10-2017  
Certificate Expiration Date

(MANAGEMENT - 5 years from completion date)  
(BASIC - 5 years from completion date)

Type of Training Completed (check Yes or No)

<input checked="" type="checkbox"/> Yes	<input type="checkbox"/> No	BASIC	<input checked="" type="checkbox"/> Yes	<input type="checkbox"/> No	OFF SALE
<input checked="" type="checkbox"/> Yes	<input type="checkbox"/> No	MANAGEMENT	<input checked="" type="checkbox"/> Yes	<input type="checkbox"/> No	OFF SALE
<input checked="" type="checkbox"/> Yes	<input type="checkbox"/> No	BOTH	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	OTHER

Trainee is Employed by A Licensee

Name of Licensee

Business Name

Liquor License #

**Alcohol Training Program Provider Information**

Professional Server Certification Corporation (PSCC)  
Company or Individual Name (please print)

Company or Individual Name (please print)

PO Box 192  
Address

Address

Madison, SD 57042  
City State Zip

City

State

Zip

(800) 247-7737  
Daytime Contact Phone #

Daytime Contact Phone #

I certify the above named individual has successfully completed the training specified above in accordance with Arizona Revised Statute, Arizona Administrative Code, and the training course curriculum approved by the Department of Liquor Licenses and Control.

Robert Graham  
Name of Trainer (please print)

Name of Trainer (please print)

Robert Graham  
Trainer Signature

Trainer Signature

09-11-2012  
Date

Date

Pursuant to A.R.S. 4-112(C)(2), mandatory Title 4 liquor law training is required prior to the issuance of all new liquor license applications submitted after November 1, 1997.

The personnel required to attend both the BASIC and MANAGEMENT Title 4 liquor law training, on- or off-site, will include all of the following:

Owners;

Licensed agent or manager(s) actively involved in daily business operation.

A valid (not expired) Certificate of Title 4 Training Completion must be submitted to the Department of Liquor Licenses and Control before a liquor license application is considered complete.

Before acceptance of a manager's questionnaire and/or agent change for an existing liquor license, proof of attendance for the BASIC and MANAGEMENT Title 4 liquor law training (on- or off-site) is required.

17. In 2007 we were fined under Sprouts Farmers Market LLC for the violation of selling to an underage, a \$500.00 fine was paid. In 2011, we were fined under Sprouts Farmers Market LLC for delinquent taxes at various locations, a \$375.00 fine was paid for each count. #205 CA 2007 or 2008 sold alcohol to a minor, no fine. #106 TX 4/2009 sold alcohol to a minor, fined \$3,500. #110 TX 4/21/2011 sold alcohol to a minor, no fine but all cashiers had to re-take a mandatory alcohol training class which was completed. #245 CA 12/2/2011 sold alcohol to a minor, fined \$3,000.

12 SEP 14 11:47 AM 01053

**SEE  
AMENDMENT**

17. In 2007 we were fined under Sprouts Farmers Market LLC for the violation of selling to an underage, a \$600.00 fine was paid. In 2011; we were fined under Sprouts Farmers Market LLC for delinquent taxes at various locations, a \$375.00 fine was paid for each count. #205 CA 2007 or 2008 sold alcohol to a minor, no fine. #108 TX 4/2008 sold alcohol to a minor, fined \$3,500. #110 TX 4/21/2011 sold alcohol to a minor, no fine but all cashiers had to re-take a mandatory alcohol training class which was completed. #245 CA 12/2/2011 sold alcohol to a minor, fined \$3,000.

*James Douglas Sanders*  
 James Douglas Sanders

12 SEP 14 11:41 AM '12  
 LIC. PH 1054

12 OCT 4 11:41 AM '12  
 LIC. PH 1 55

**AMENDMENT**

Same as #19 above

ARIZONA DEPARTMENT OF LIQUOR LICENSES & CONTROL

800 W Washington 5th Floor  
Phoenix AZ 85007-2934

(602) 542-5141

QUESTIONNAIRE

Attention all Local Governing Bodies: Social Security and Birthdate information is Confidential. This information may be given to local law enforcement agencies for the purpose of background checks only but must be blocked to be unreadable prior to posting for any public view.

Read carefully. This instrument is a strong document. Type or print with BLACK INK. An extensive investigation of your background will be conducted. False or incomplete answers could result in criminal prosecution and the denial or subsequent revocation of a license or permit.

TO BE COMPLETED BY EACH CONTROLLING PERSON, AGENT OR MANAGER. EACH PERSON COMPLETING THIS FORM MUST SUBMIT AN "APPLICANT" TYPE FINGERPRINT CARD AVAILABLE AT THIS OFFICE. FINGERPRINTS ON FBI-APPROVED CARDS ARE ACCEPTED FROM LAW ENFORCEMENT AGENCIES, BONA FIDE FINGERPRINT SERVICES, OR THE DEPARTMENT OF LIQUOR. THE DEPARTMENT CHARGES A \$13 FEE.

In addition to other fingerprint fees, a \$22 DPS background check fee will be charged for each fingerprint card.

The fees allowed by A.R.S. § 44-6852 will be charged for all dishonored checks.

Liquor License #

10070334

(if the location is currently licensed)

1. Check appropriate box →

<input checked="" type="checkbox"/> Controlling Person (Complete Questions 1-19) Controlling Person or Agent must complete #21 for a Manager.	<input type="checkbox"/> Agent (Complete All Questions except # 14, 14a & 21) Controlling Person or Agent must complete # 21	<input type="checkbox"/> Manager (Only)
---	--	---

2. Name: Boney Stanley Anslum Date of Birth: 1/1

Last First Middle (NOT a Public Record)

3. Social Security Number: \_\_\_\_\_ Drivers License #: \_\_\_\_\_ State: California

(NOT a public record) (NOT a public record)

4. Place of Birth: San Diego CA USA Height: 6'0" Weight: 230 Eyes: HAZ Hair: Gray

City State Country (not county)

5. Marital Status  Single  Married  Divorced  Widowed

6. Name of Current or Most Recent Spouse: Boney Betty Lynn King Date of Birth: 1/1

(List all for last 5 years - Use additional sheet if necessary) Last First Middle Maiden (NOT a public record)

7. You are a bona fide resident of what state? California If Arizona, date of residency: \_\_\_\_\_

8. Telephone number to contact you during business hours for any questions regarding this document: \_\_\_\_\_

9. If you have been an Arizona resident for less than three (3) months, submit a copy of your Arizona driver's license or voter registration card.

10. Name of Licensed Premises: Sprouts Farmers Market #13 Premises Phone: 602.535.8989

11. Physical Location of Licensed Premises Address: 1813 N. Dysart Rd Avendale Maricopa 85323

Street Address (Do not use PO Box #) City County Zip

12. List your employment or type of business during the past five (5) years. If unemployed part of the time, list those dates. List most recent 1st.

FROM Month/Year	TO Month/Year	DESCRIBE POSITION OR BUSINESS	EMPLOYER'S NAME OR NAME OF BUSINESS (street address, city, state & zip)
01/02	CURRENT	Chairman of the Board	Sprouts Farmers Market, 11811 N. Tatum Blvd #2400 Phoenix, AZ 85028

ATTACH ADDITIONAL SHEET IF NECESSARY FOR EITHER SECTION 12

13. Indicate your residence address for the last five (5) years:

FROM Month/Year	TO Month/Year	Rent or Own	RESIDENTIAL Street Address (If rented, attach additional sheet with name, address and phone number of landlord)	City	State	Zip
06/08	CURRENT	O				
05/06	06/08	O				

If you checked the Manager box on the front of this form skip to # 15

- 14. As a Controlling Person or Agent, will you be physically present and operating the licensed premises?  
If you answered YES, how many hrs/day? \_\_\_\_\_, and **answer #14a below.** If NO, skip to #15. YES  NO
- 14a. Have you attended a DLLC-approved Liquor Law Training Course within the past 5 years? (Must provide proof)  
If the answer to # 14a is "NO", course must be completed before issuance of a new license or approval on an existing license. YES NO
- 15. Have you been cited, arrested, indicted or summoned into court for violation of ANY law or ordinance, regardless of the disposition, even if dismissed or expunged, within the past ten (10) years?  
In addition, please include all traffic tickets and complaints within the last ten (10) years that resulted in a warrant for arrest AND any traffic tickets and complaints that are alcohol or drug-related. YES  NO
- 16. Are there ANY administrative law citations, compliance actions or consents, criminal arrest, indictments or summonses PENDING against you or ANY entity in which you are now involved? Include only criminal traffic tickets and complaints. YES  NO
- 17. Have you or any entity in which you have held ownership, been an officer, member, director or manager EVER had a business, professional or liquor application or license rejected, denied, revoked, suspended or fined in this or any other state?  YES NO
- 18. Has anyone EVER filed suit or obtained a judgment against you, the subject of which involved fraud or misrepresentation? YES  NO
- 19. Are you NOW or have you EVER held ownership, been a controlling person, been an officer, member, director or manager on any other liquor license in this or any other state?  YES NO

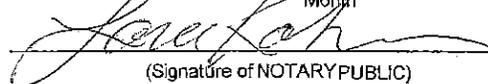
If any answer to Questions 15 through 19 is "YES" **YOU MUST** attach a signed statement. Give complete details including dates, agencies involved, and dispositions.  
**SUBSTANTIVE CHANGES TO THIS APPLICATION WILL NOT BE ACCEPTED**

20. I, Stanley Anslum Boney, hereby declare that I am the APPLICANT/REPRESENTATIVE  
(print full name of Applicant)  
 filing this questionnaire. I have read this questionnaire and all statements are true, correct and complete.

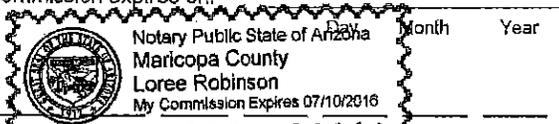
x   
(Signature of Applicant)

State of Arizona County of Maricopa

The foregoing instrument was acknowledged before me this  
10<sup>th</sup> day of September, 2012  
Month Year

  
(Signature of NOTARY PUBLIC)

My commission expires on: 07/10/16  
Day Month Year



**COMPLETE THIS SECTION ONLY IF YOU ARE A CONTROLLING PERSON OR AGENT APPROVING A MANAGER'S APPLICATION**

21. The applicant hereby authorizes the person named on this questionnaire to act as manager for the named liquor license. The manager named must be at least 21 years of age.

State of \_\_\_\_\_ County of \_\_\_\_\_

The foregoing instrument was acknowledged before me this

x \_\_\_\_\_  
 Signature of Controlling Person or Agent (circle one)

\_\_\_\_\_ day of \_\_\_\_\_  
Month Year

\_\_\_\_\_  
 Print Name

\_\_\_\_\_  
(Signature of NOTARY PUBLIC)

My commission expires on: \_\_\_\_\_  
Day Month Year

17. In 2007 we were fined under Sprouts Farmers Market LLC for the violation of selling to an underage, a \$500.00 fine was paid. In 2011, we were fined under Sprouts Farmers Market LLC for delinquent taxes at various locations, a \$375.00 fine was paid for each count. Violations in 1969 for fair trade pricing and in 1972 for selling to a minor. #205 CA 2007 or 2008 sold alcohol to a minor, no fine. #106 TX 4/2009 sold alcohol to a minor, fined \$3,500. #110 TX 4/21/2011 sold alcohol to a minor, no fine but all cashiers had to re-take a mandatory alcohol training class which was completed. #245 CA 12/2/2011 sold alcohol to a minor, fined \$3,000.

12 SEP 14 11:41 AM M1054

**SEE  
AMENDMENT**

17. In 2007 we were fined under Sprouts Farmers Market LLC for the violation of selling to an underage, a \$500.00 fine was paid. In 2011, we were fined under Sprouts Farmers Market LLC for delinquent taxes at various locations, a \$375.00 fine was paid for each count. Violations in 1989 for fair trade pricing and in 1972 for selling to a minor. #205 CA, 2007 or 2008, sold alcohol to a minor, no fine. #106 TX 4/2009 sold alcohol to a minor, fined \$3,500. #110 TX 4/21/2011 sold alcohol to a minor, no fine but all cashiers had to re-take a mandatory alcohol training class which was completed. #245 CA 12/2/2011 sold alcohol to a minor, fined \$3,000.

*Stanley Boney*

12 SEP 14 11:47 AM M1054

12 OCT 4 1:39 PM M1054

# AMENDMENT

Same as #19 above

ARIZONA DEPARTMENT OF LIQUOR LICENSES & CONTROL

800 W Washington 5th Floor  
Phoenix AZ 85007-2934

(602) 542-5141

QUESTIONNAIRE

Attention all Local Governing Bodies: Social Security and Birthdate information is Confidential. This information may be given to local law enforcement agencies for the purpose of background checks only but must be blocked to be unreadable prior to posting for any public view.

Read carefully. This instrument is a sworn document. Type or print with BLACK INK. An extensive investigation of your background will be conducted. False or incomplete answers could result in criminal prosecution and the denial or subsequent revocation of a license or permit.

TO BE COMPLETED BY EACH CONTROLLING PERSON, AGENT OR MANAGER. EACH PERSON COMPLETING THIS FORM MUST SUBMIT AN "APPLICANT" TYPE FINGERPRINT CARD AVAILABLE AT THIS OFFICE. FINGERPRINTS ON FBI-APPROVED CARDS ARE ACCEPTED FROM LAW ENFORCEMENT AGENCIES, BONA FIDE FINGERPRINT SERVICES, OR THE DEPARTMENT OF LIQUOR. THE DEPARTMENT CHARGES A \$15 FEE.

In addition to other fingerprint fees, a \$22 DPS background check fee will be charged for each fingerprint card.

The fees allowed by A.R.S. § 44-6852 will be charged for all dishonored checks.

Liquor License #

10070334

(if the location is currently licensed)

1. Check appropriate box →  Controlling Person (Complete Questions 1-19)  Agent  Manager (Only) (Complete All Questions except # 14, 14a & 21). Controlling Person or Agent must complete #21 for a Manager.

2. Names: Easler (Last) Kevin (First) Rice (Middle) Date of Birth: / / (NOT a Public Record)

3. Social Security Number: (NOT a public record) Drivers License #: (NOT a public record) State: Arizona

4. Place of Birth: La Mesa (City) CA (State) USA (Country) Height: 5'11" Weight: 180 Eyes: HAZ Hair: BRO

5. Marital Status: Single Married x Divorced Widowed

6. Name of Current or Most Recent Spouse: Easler (Last) Linda (First) Cheryl (Middle) Malkus (Maiden) Date of Birth: / / (NOT a public record)

7. You are a bona fide resident of what state? Arizona If Arizona, date of residency: / /

8. Telephone number to contact you during business hours for any questions regarding this document: / /

9. If you have been an Arizona resident for less than three (3) months, submit a copy of your Arizona driver's license or voter registration card.

10. Name of Licensed Premises: Sprouts Farmers Market #13 Premises Phone: 623.535.8989

11. Physical Location of Licensed Premises Address: 1813 N. Dysart Rd (Street Address) Avondale (City) Maricopa (County) 85322 (Zip)

12. List your employment or type of business during the past five (5) years. If unemployed part of the time, list those dates. List most recent 1st.

FROM Month/Year	TO Month/Year	DESCRIBE POSITION OR BUSINESS	EMPLOYER'S NAME OR NAME OF BUSINESS (street address, city, state & zip)
01/02	CURRENT	Secretary	Sprouts Farmers Markets, 11811 N. Tatum Blvd #2400 Phoenix, AZ 85028

ATTACH ADDITIONAL SHEET IF NECESSARY FOR EITHER SECTION 12

13. Indicate your residence address for the last five (5) years:

FROM Month/Year	TO Month/Year	Rent or Own	RESIDENTIAL Street Address	City	State	Zip
02/11	CURRENT	○				
01/02	02/11	○				

If you checked the Manager box on the front of this form skip to # 15

- 14. As a Controlling Person or Agent, will you be physically present and operating the licensed premises?  
If you answered YES, how many hrs/day? \_\_\_\_\_, and answer #14a below. YES  NO
- 14a. Have you attended a DLLC-approved Liquor Law Training Course within the past 5 years? (Must provide proof)  
If the answer to # 14a is "NO", course must be completed before issuance of a new license or approval on  
an existing license. YES NO
- 15. Have you been cited, arrested, indicted or summoned into court for violation of ANY law or ordinance,  
regardless of the disposition, even if dismissed or expunged, within the past ten (10) years?  
In addition, please include all traffic tickets and complaints within the last ten (10) years that resulted in  
a warrant for arrest AND any traffic tickets and complaints that are alcohol or drug-related. YES  NO
- 16. Are there ANY administrative law citations, compliance actions or consents, criminal arrest, indictments  
or summonses PENDING against you or ANY entity in which you are now involved? Include only criminal  
traffic tickets and complaints. YES  NO
- 17. Have you or any entity in which you have held ownership, been an officer, member, director or manager  
EVER had a business, professional or liquor application or license rejected, denied, revoked, suspended  
or fined in this or any other state?  YES NO
- 18. Has anyone EVER filed suit or obtained a judgment against you, the subject of which involved fraud or  
misrepresentation? YES  NO
- 19. Are you NOW or have you EVER held ownership, been a controlling person, been an officer, member,  
director or manager on any other liquor license in this or any other state?  YES NO

If any answer to Questions 15 through 19 is "YES" YOU MUST attach a signed statement.  
Give complete details including dates, agencies involved, and dispositions.  
**SUBSTANTIVE CHANGES TO THIS APPLICATION WILL NOT BE ACCEPTED**

20. I, Kevin Rice Easler, hereby declare that I am the APPLICANT/REPRESENTATIVE  
(print full name of Applicant)  
filing this questionnaire. I have read this questionnaire and all statements are true, correct and complete.

X: [Signature]  
(Signature of Applicant)

State of Arizona County of Maricopa  
The foregoing instrument was acknowledged before me this  
12<sup>th</sup> day of August, 2012  
Month Year

[Signature]  
(Signature of NOTARY PUBLIC)

My commission expires on:  


**COMPLETE THIS SECTION ONLY IF YOU ARE A CONTROLLING PERSON OR AGENT  
APPROVING A MANAGER'S APPLICATION**

21. The applicant hereby authorizes the person named on this questionnaire to act as manager for the named liquor license.  
The manager named must be at least 21 years of age.

State of \_\_\_\_\_ County of \_\_\_\_\_  
The foregoing instrument was acknowledged before me this  
\_\_\_\_ day of \_\_\_\_\_, \_\_\_\_\_  
Month Year

X: \_\_\_\_\_  
Signature of Controlling Person or Agent (circle one)  
\_\_\_\_\_  
Print Name

\_\_\_\_\_  
(Signature of NOTARY PUBLIC)

My commission expires on: \_\_\_\_\_  
Day Month Year

17. In 2007 we were fined under Sprouts Farmers Market LLC for the violation of selling to an underage, a \$500.00 fine was paid. In 2011, we were fined under Sprouts Farmers Market LLC for delinquent taxes at various locations, a \$375.00 fine was paid for each count. #205 CA 2007 or 2008 sold alcohol to a minor, no fine. #106 TX 4/2009 sold alcohol to a minor, fined \$3,500. #110 TX 4/21/2011 sold alcohol to a minor, no fine but all cashiers had to re-take a mandatory alcohol training class which was completed. #245 CA 12/2/2011 sold alcohol to a minor, fined \$3,000.

12 SEP 14 11:41 AM 1055

SEE  
AMENDMENT

17. In 2007 we were fined under Sprouts Farmers Market LLC for the violation of selling to an underage, a \$500.00 fine was paid. In 2011, we were fined under Sprouts Farmers Market LLC for delinquent taxes at various locations, a \$375.00 fine was paid for each count. #205 GA 2007 or 2008 sold alcohol to a minor, no fine. #106 TX 4/2009 sold alcohol to a minor, fined \$3,500. #110 TX 4/21/2011 sold alcohol to a minor, no fine but all cashiers had to re-take a mandatory alcohol training class which was completed. #245 GA 12/2/2011 sold alcohol to a minor, fined \$3,000.

  
 Kevin Easter

12 SEP 14 10:41:05 AM

12 SEP 4 10:41:05 PM

# AMENDMENT

Same as #19 above

ARIZONA DEPARTMENT OF LIQUOR LICENSES & CONTROL

800 W Washington 5th Floor  
Phoenix AZ 85007-2934  
(602) 542-5141

QUESTIONNAIRE

*Handwritten:* P. 1059142

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Attention all Local Governing Bodies: Social Security and Birthdate Information is Confidential. This information may be given to local law enforcement agencies for the purpose of background checks only, but must be blocked to be unreadable prior to posting for any public view.

Read carefully. This instrument is a sworn document. Type or print with BLACK INK. An extensive investigation of your background will be conducted. False or incomplete answers could result in criminal prosecution and the denial or subsequent revocation of a license or permit.

TO BE COMPLETED BY EACH CONTROLLING PERSON, AGENT, OR MANAGER. EACH PERSON COMPLETING THIS FORM MUST SUBMIT AN "APPLICANT" TYPE FINGERPRINT CARD AVAILABLE AT THIS OFFICE. FINGERPRINTS ON FBI-APPROVED CARDS ARE ACCEPTED FROM LAW ENFORCEMENT AGENCIES, BONA FIDE FINGERPRINT SERVICES, OR THE DEPARTMENT OF LIQUOR. THE DEPARTMENT CHARGES A \$13 FEE.

In addition to other fingerprint fees, a \$22 DPS background check fee will be charged for each fingerprint card.

The fees allowed by A.R.S. § 44-6852 will be charged for all dishonored checks.

Liquor License #  
10074334

1. Check appropriate box →  Controlling Person (Complete Questions 1-19)  Agent (Complete All Questions except # 14, 14a & 21)  Manager (Only) (Complete All Questions except # 14, 14a & 21)  
Controlling Person or Agent must complete #21 for a Manager. Controlling Person or Agent must complete # 21

2. Name: Cohen Michael Scott Date of Birth:        /        /         
Last First Middle (NOT a Public Record)

3. Social Security Number:        Drivers License #:        State: California  
(NOT a public record) (NOT a public record)

4. Place of Birth: Queens NY USA Height: 5'9" Weight:        Eyes: HAZ Hair: BLND  
City State Country (not county)

5. Marital Status Single  Married  Divorced  Widowed

6. Name of Current or Most Recent Spouse: Cohen Allison Marie Anodide Date of Birth:        /        /         
(List all for last 5 years - Use additional sheet if necessary) Last First Middle Maiden (NOT a public record)

7. You are a bona fide resident of what state? California If Arizona, date of residency:        /        /       

8. Telephonic number to contact you during business hours for any questions regarding this document:       

9. If you have been an Arizona resident for less than three (3) months, submit a copy of your Arizona driver's license or voter registration card.

10. Name of Licensed Premises: Sprouts Farmers Market #13 Premises Phone: 623.535.8989

11. Physical Location of Licensed Premises Address: 1813 N. Dysart Rd Avondale Maricopa 85323  
Street Address (Do not use PO Box #) City County Zip

12. List your employment or type of business during the past five (5) years. If unemployed part of the time, list those dates. List most recent last.

FROM Month/Year	TO Month/Year	DESCRIBE POSITION OR BUSINESS	EMPLOYER'S NAME OR NAME OF BUSINESS (street address, city, state & zip)
06/06	CURRENT	Investment Funds	Apollo Management 2000 Ave of the Stars Suite 501 N. Los Angeles, CA 90067

ATTACH ADDITIONAL SHEET IF NECESSARY FOR EITHER SECTION 12 OR 13.

13. Indicate your residence address for the last five (5) years:

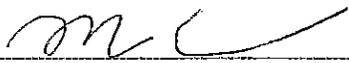
FROM Month/Year	TO Month/Year	Rent or Own	RESIDENTIAL Street Address (If rented, attach additional sheet with name, address and phone number of landlord)	City	State	Zip
11/07	CURRENT	O				
06/06	11/07	R				

If you checked the Manager box on the front of this form skip to # 15

14. As a Controlling Person or Agent, will you be physically present and operating the licensed premises?  
If you answered YES, how many hrs/day? \_\_\_\_\_, and **answer #14a below**. If NO, skip to #15. YES  NO
- 14a. Have you attended a DLLC-approved Liquor Law Training Course within the past 5 years? (Must provide proof)  
If the answer to # 14a is "NO", course must be completed before issuance of a new license or approval on an existing license. YES NO
15. Have you been cited, arrested, indicted or summoned into court for violation of ANY law or ordinance, regardless of the disposition, even if dismissed or expunged, within the past ten (10) years?  
In addition, please include all traffic tickets and complaints within the last ten (10) years that resulted in a warrant for arrest AND any traffic tickets and complaints that are alcohol or drug-related. YES  NO
16. Are there ANY administrative law citations, compliance actions or consents, criminal arrest, indictments or summonses PENDING against you or ANY entity in which you are now involved? Include only criminal traffic tickets and complaints. YES  NO
17. Have you or any entity in which you have held ownership, been an officer, member, director or manager EVER had a business, professional or liquor application or license rejected, denied, revoked, suspended or fined in this or any other state?  YES NO
18. Has anyone EVER filed suit or obtained a judgment against you, the subject of which involved fraud or misrepresentation? YES  NO
19. Are you NOW or have you EVER held ownership, been a controlling person, been an officer, member, director or manager on any other liquor license in this or any other state?  YES NO

If any answer to Questions 15 through 19 is "YES" YOU MUST attach a signed statement.  
Give complete details including dates, agencies involved, and dispositions.  
**SUBSTANTIVE CHANGES TO THIS APPLICATION WILL NOT BE ACCEPTED**

20. I, Michael Scott Cohen, hereby declare that I am the APPLICANT/REPRESENTATIVE  
(print full name of Applicant)  
filing this questionnaire. I have read this questionnaire and all statements are true, correct and complete.

X   
(Signature of Applicant)  
see attached

State of \_\_\_\_\_ County of \_\_\_\_\_  
The foregoing instrument was acknowledged before me this  
\_\_\_\_\_ day of \_\_\_\_\_  
Month Year

My commission expires on: \_\_\_\_\_  
Day Month Year

\_\_\_\_\_  
(Signature of NOTARY PUBLIC)

**COMPLETE THIS SECTION ONLY IF YOU ARE A CONTROLLING PERSON OR AGENT APPROVING A MANAGER'S APPLICATION**

21. The applicant hereby authorizes the person named on this questionnaire to act as manager for the named liquor license.  
The manager named must be at least 21 years of age.

State of \_\_\_\_\_ County of \_\_\_\_\_  
The foregoing instrument was acknowledged before me this

X \_\_\_\_\_  
Signature of Controlling Person or Agent (circle one)

\_\_\_\_\_ day of \_\_\_\_\_  
Month Year

\_\_\_\_\_  
Print Name

\_\_\_\_\_  
(Signature of NOTARY PUBLIC)

My commission expires on: \_\_\_\_\_  
Day Month Year

SEP 14 11:10 AM '06  
Lic. #1056

**CALIFORNIA ALL-PURPOSE ACKNOWLEDGMENT**

12 SEP 14 11:49 AM 1056

State of California

County of LOS ANGELES

On October 24, 2011 before me, JOY TEOPACO, NOTARY PUBLIC  
Date Here Insert Name and Title of the Officer

personally appeared MICHAEL SCOTT COHEN and no one else  
Name(s) of Signer(s)

who proved to me on the basis of satisfactory evidence to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

I certify under PENALTY OF PERJURY under the laws of the State of California that the foregoing paragraph is true and correct.



WITNESS my hand and official seal.

Place Notary Seal Above

Signature Joy Teopaco  
Signature of Notary Public

**OPTIONAL**

Though the information below is not required by law, it may prove valuable to persons relying on the document and could prevent fraudulent removal and reattachment of this form to another document.

**Description of Attached Document**

QUESTIONNAIRE

Title or Type of Document: ARIZONA DEPARTMENT OF LIQUOR LICENSES & CONTROL

Document Date: OCTOBER 24, 2011 Number of Pages: 2

Signer(s) Other Than Named Above: NO ONE ELSE

**Capacity(ies) Claimed by Signer(s)**

Signer's Name: MICHAEL SCOTT COHEN

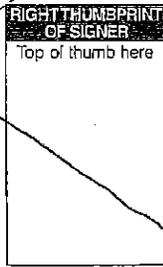
- Individual
- Corporate Officer — Title(s): \_\_\_\_\_
- Partner —  Limited  General
- Attorney in Fact
- Trustee
- Guardian or Conservator
- Other: CONTROLLING PERSON



Signer Is Representing: \_\_\_\_\_

~~Signer's Name: \_\_\_\_\_~~

- Individual
- Corporate Officer — Title(s): \_\_\_\_\_
- Partner —  Limited  General
- Attorney in Fact
- Trustee
- Guardian or Conservator
- Other: \_\_\_\_\_



~~Signer Is Representing: \_\_\_\_\_~~

17. In 2007 we were fined under Sprouts Farmers Market LLC for the violation of selling to an underage, a \$500.00 fine was paid. In 2011, we were fined under Sprouts Farmers Market LLC for delinquent taxes at various locations, a \$375.00 fine was paid for each count. #205 CA 2007 or 2008 sold alcohol to a minor, no fine. #106 TX 4/2009 sold alcohol to a minor, fined \$3,500. #110 TX 4/21/2011 sold alcohol to a minor, no fine but all cashiers had to re-take a mandatory alcohol training class which was completed. #245 CA 12/2/2011 sold alcohol to a minor, fined \$3,000.

12 SEP 14 09:16 AM 1056

**SEE  
AMENDMENT**

17. In 2007 we were fined under Sprouts Farmers Market LLC for the violation of selling to an underage, a \$500.00 fine was paid. In 2011, we were fined under Sprouts Farmers Market LLC for delinquent taxes at various locations, a \$375.00 fine was paid for each count. #205 CA. 2007 or 2008. sold alcohol to a minor, no fine. #108 TX. 4/2009 sold alcohol to a minor, fined \$3,500. #110 TX. 4/21/2011 sold alcohol to a minor, no fine but all cashiers had to re-take a mandatory alcohol training class which was completed. #245 CA. 12/2/2011. sold alcohol to a minor, fined \$3,000.

*Michael Cohen*  
Michael Cohen

12 SEP 14 11:47 AM '04

12 OCT 4 11:47 AM '05

# AMENDMENT



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11811 N. Tatum Blvd., Suite 2400, Phoenix, AZ 85028

Phone: 480-814-8016

Fax: 480-391-3479

This addendum is written in response to question 19 on the questionnaire.

I am, or will be upon completion of necessary transfer and application procedures presently in process, a controlling person, officer, member, director and/or manager on various liquor licenses associated with (1) Sprouts Farmers Markets, LLC and/or its subsidiaries in California and Texas and (2) Smart & Final Stores LLC and/or its subsidiaries in California and Nevada.

Respectfully submitted,

Michael S. Cohen

12 SEP 14 10:49 AM 1056

Same as #19 above



**DEPARTMENTAL REVIEW FORM**

**TYPE OF LICENSE:**

BEER AND WINE STORE -SERIES 10

**ROUTING:**

- POLICE DEPARTMENT  
 FIRE DEPARTMENT  
 FINANCE DEPARTMENT  
 DEVELOPMENT SERVICES

---

**APPLICANT'S NAME:** RANDY NATIONS

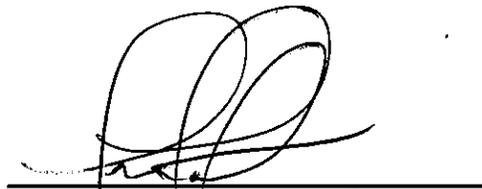
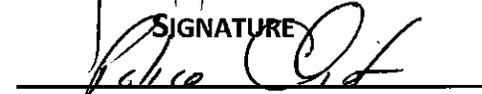
**BUSINESS NAME:** SPROUTS FARMERS MARKET #13

**ADDRESS:** 1813 N. DYSART RD.

**CITY:** AVONDALE      **STATE:** AZ      **ZIP CODE:** 85323

**DEPARTMENTAL COMMENTS:**

APPROVED  
 DENIED

  
\_\_\_\_\_  
SIGNATURE  
  
\_\_\_\_\_  
TITLE

10/3/12  
DATE

**THIS LICENSE IS SCHEDULED FOR THE COUNCIL MEETING OF: NOV 5, 2012**  
**PLEASE RETURN YOUR COMMENTS TO THE CITY CLERK'S OFFICE BY: OCTOBER 8, 2012**



**DEPARTMENTAL REVIEW FORM**

**TYPE OF LICENSE:**

BEER AND WINE STORE -SERIES 10

**ROUTING:**

POLICE DEPARTMENT

FIRE DEPARTMENT

FINANCE DEPARTMENT

DEVELOPMENT SERVICES

---

**APPLICANT'S NAME:** RANDY NATIONS

**BUSINESS NAME:** SPROUTS FARMERS MARKET #13

**ADDRESS:** 1813 N. DYSART RD.

**CITY:** AVONDALE    **STATE:** AZ    **ZIP CODE:** 85323

**DEPARTMENTAL COMMENTS:**

APPROVED

DENIED

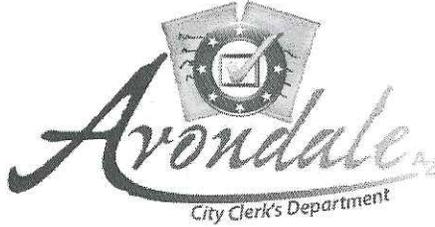
Valerie Russell  
SIGNATURE

Fire Inspector  
TITLE

10/4/12  
DATE

**THIS LICENSE IS SCHEDULED FOR THE COUNCIL MEETING OF: NOV 5, 2012**

**PLEASE RETURN YOUR COMMENTS TO THE CITY CLERK'S OFFICE BY: OCTOBER 8, 2012**



**DEPARTMENTAL REVIEW FORM**

**TYPE OF LICENSE:**

BEER AND WINE STORE -SERIES 10

**ROUTING:**

POLICE DEPARTMENT

FIRE DEPARTMENT

FINANCE DEPARTMENT

DEVELOPMENT SERVICES

**APPLICANT'S NAME:** RANDY NATIONS

**BUSINESS NAME:** SPROUTS FARMERS MARKET #13

**ADDRESS:** 1813 N. DYSART RD.

**CITY:** AVONDALE      **STATE:** AZ      **ZIP CODE:** 85323

**DEPARTMENTAL COMMENTS:**

APPROVED

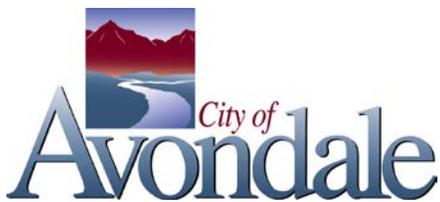
DENIED

*Jonnie Foster*  
SIGNATURE  
*Zoning Specialist*  
TITLE

*10/9/12*  
DATE

**THIS LICENSE IS SCHEDULED FOR THE COUNCIL MEETING OF: NOV 5, 2012**

**PLEASE RETURN YOUR COMMENTS TO THE CITY CLERK'S OFFICE BY: OCTOBER 8, 2012**



## DEVELOPMENT SERVICES

### MEMORANDUM

---

**DATE:** October 9, 2012

**TO:** Carmen Martinez, City Clerk

**PREPARED BY:** Jennifer Fostino, Zoning Specialist (623) 333-4022

**SUBJECT:** Interim Permit and New Series 10 Liquor License  
Sprouts Farmers Market #13  
1813 N Dysart Rd

The site is located north of the northeast corner of Dysart Road and McDowell Road within the Alameda Crossing shopping center. The building is existing.

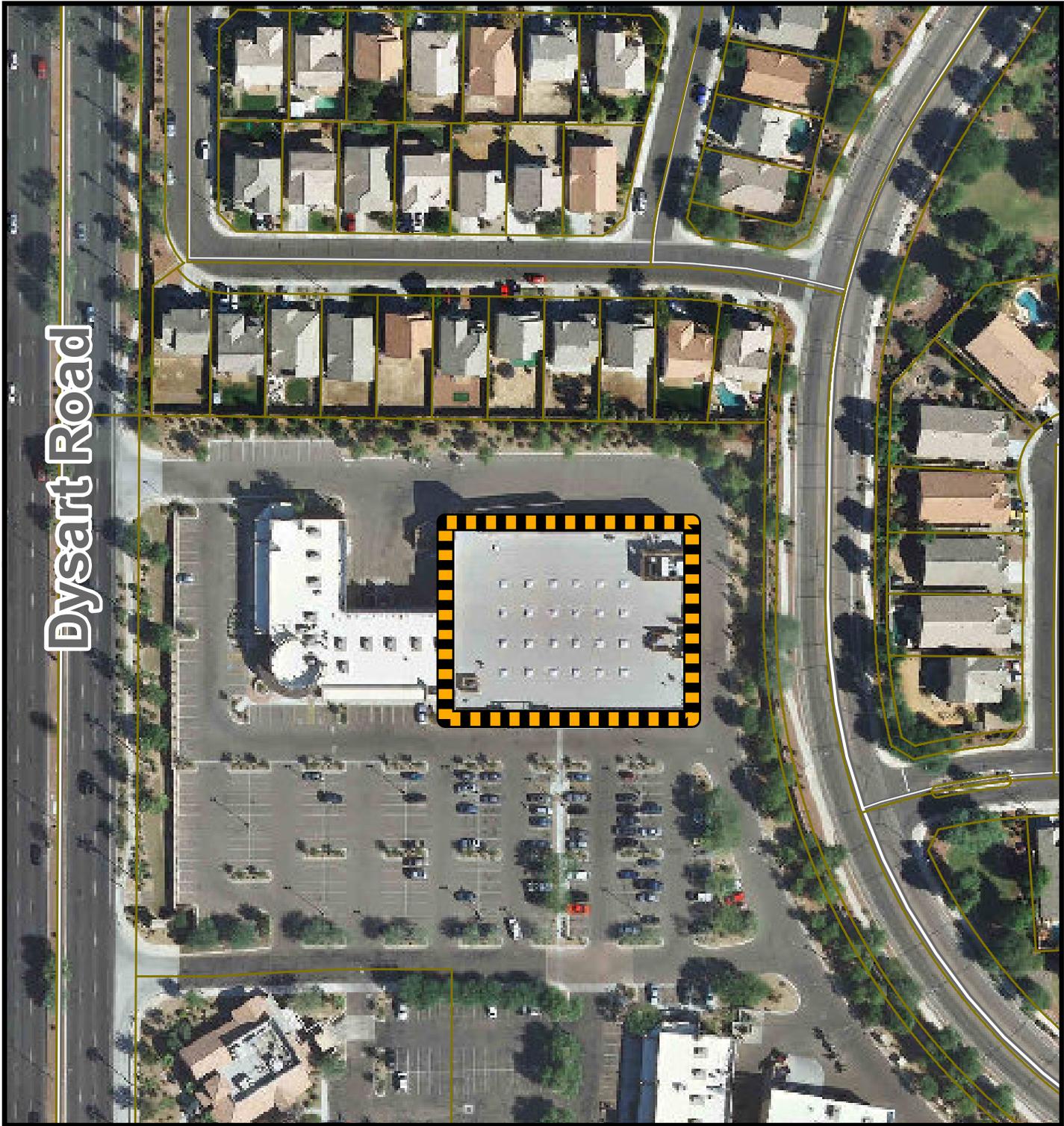
A Series 10 Liquor License was approved in May of 2006. A change in ownership triggered the application for a new liquor license. An Interim Permit is also being applied for to allow the business to continue operating without interruption.

Having met the State statute requiring a minimum separation of 300 feet from schools, school recreational areas, and churches back in 2006 and with no disruption between licenses, the current application is exempt from having to meet this requirement now.

The General Plan designates the property as Local Commercial. The subject property is located within the Palm Valley Planned Area Development (PAD), which allows Community Commercial (C-2) uses. A grocery store is a permitted use in the C-2 Zoning District.

Staff recommends approval of this request.

Attachment: 2012 Aerial Photo  
Zoning Vicinity Map

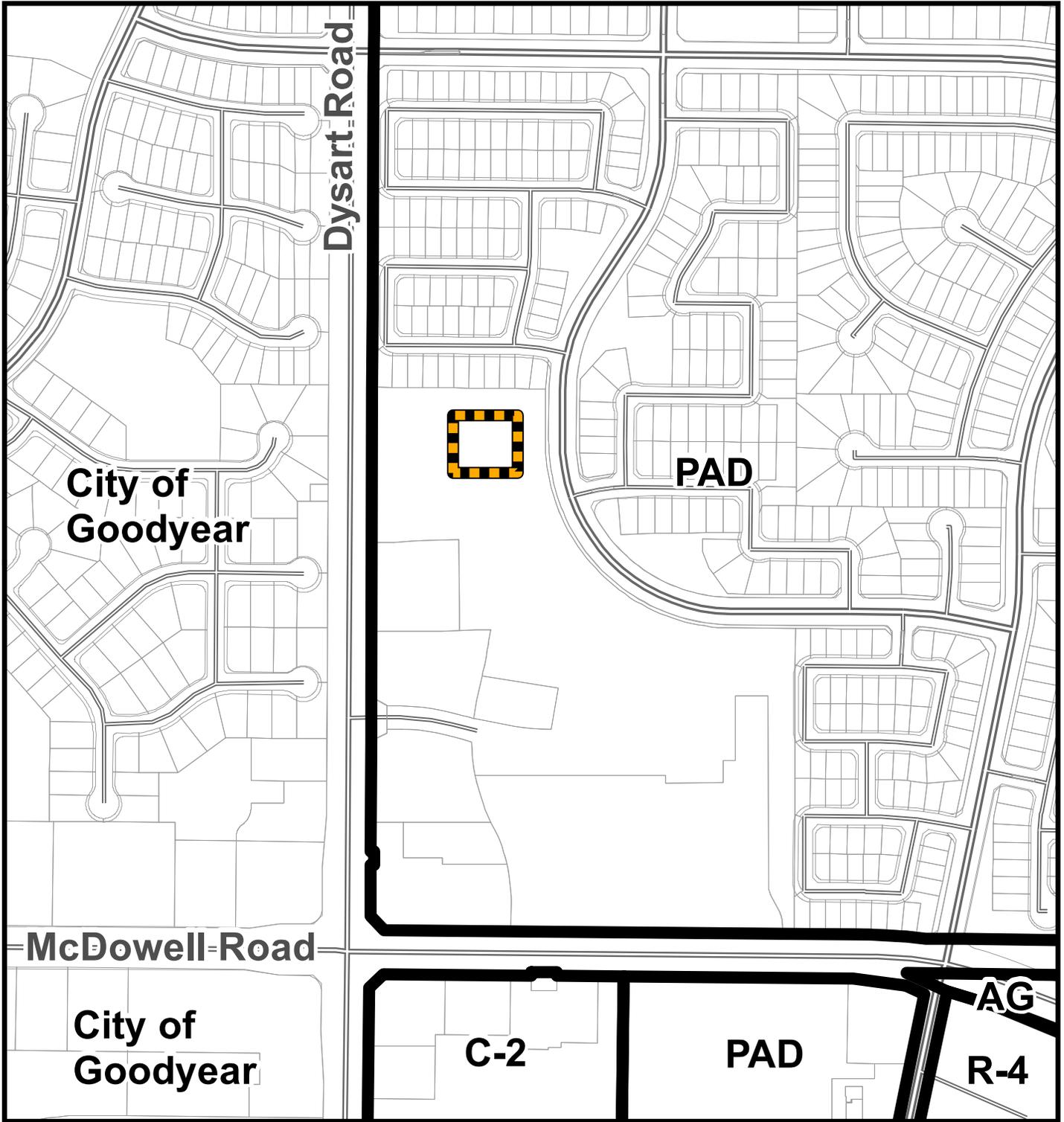


## 2012 Aerial Photograph



Sprouts Farmers Market #13





### Zoning Vicinity Map



**Sprouts Farmers Market #13**





**DEPARTMENTAL REVIEW FORM**

**TYPE OF LICENSE:**

BEER AND WINE STORE -SERIES 10

**ROUTING:**

POLICE DEPARTMENT

FIRE DEPARTMENT

FINANCE DEPARTMENT

DEVELOPMENT SERVICES

---

**APPLICANT'S NAME:** RANDY NATIONS

**BUSINESS NAME:** SPROUTS FARMERS MARKET #13

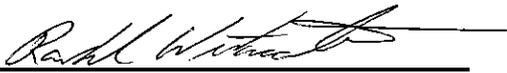
**ADDRESS:** 1813 N. DYSART RD.

**CITY:** AVONDALE    **STATE:** AZ    **ZIP CODE:** 85323

**DEPARTMENTAL COMMENTS:**

APPROVED

DENIED



SIGNATURE

Building Official

TITLE

10/3/12

DATE

**THIS LICENSE IS SCHEDULED FOR THE COUNCIL MEETING OF: NOV 5, 2012**

**PLEASE RETURN YOUR COMMENTS TO THE CITY CLERK'S OFFICE BY: OCTOBER 8, 2012**



**DEPARTMENTAL REVIEW FORM**

**TYPE OF LICENSE:**

BEER AND WINE STORE -SERIES 10

**ROUTING:**

- POLICE DEPARTMENT
- FIRE DEPARTMENT
- FINANCE DEPARTMENT
- DEVELOPMENT SERVICES

---

**APPLICANT'S NAME:** RANDY NATIONS

**BUSINESS NAME:** SPROUTS FARMERS MARKET #13

**ADDRESS:** 1813 N. DYSART RD.

**CITY:** AVONDALE    **STATE:** AZ    **ZIP CODE:** 85323

**DEPARTMENTAL COMMENTS:**

- APPROVED  
 DENIED

Lorene Purino  
SIGNATURE  
Revenue Collector  
TITLE

10/9/12  
DATE

THIS LICENSE IS SCHEDULED FOR THE COUNCIL MEETING OF: NOV 5, 2012  
PLEASE RETURN YOUR COMMENTS TO THE CITY CLERK'S OFFICE BY: OCTOBER 8, 2012

# NOTICE

APPLICATION TO SELL ALCOHOLIC BEVERAGES  
DATE POSTED: OCTOBER 10, 2012

A HEARING ON A LIQUOR LICENSE APPLICATION  
SHALL BE HELD BEFORE THE AVONDALE CITY COUNCIL

LOCATION: 11465 WEST CIVIC CENTER DRIVE  
DATE: MONDAY, NOVEMBER 5, 2012  
AT 7:00 PM.

(HEARING DATES SUBJECT TO CHANGE,  
TO VERIFY CALL: 623-333-1200)

## \*\*SERIES 10: BEER AND WINE STORE \*\*

THE LOCAL GOVERNING BODY WILL RECOMMEND TO THE STATE LIQUOR BOARD WHETHER THE BOARD SHOULD GRANT OR DENY THE LICENSE. THE STATE LIQUOR BOARD MAY HOLD A HEARING TO CONSIDER THE RECOMMENDATION OF THE LOCAL GOVERNING BODY. ANY PERSON RESIDING OR OWNING OR LEASING PROPERTY WITHIN A ONE-MILE RADIUS MAY CONTACT THE STATE LIQUOR BOARD IN WRITING TO REGISTER AS A PROTESTER. TO REQUEST INFORMATION REGARDING PROCEDURES BEFORE THE BOARD AND NOTICE OF ANY BOARD HEARINGS REGARDING:

**Sprouts Farmers Market #13**  
1813 N. Dysart Road  
Avondale, AZ. 85323

THIS APPLICATION, CONTACT: STATE LIQUOR BOARD - 800 W. WASHINGTON, 5TH FLOOR, PHOENIX, AZ 85007 STATE LIQUOR DEPT: (602) 542-9789  
INDIVIDUALS REQUIRING ADA ACCOMMODATIONS CALL THE CITY CLERK AT: 623-333-1200.

10.10.2012 15:16

Arizona Department of Liquor Licenses and Control  
800 West Washington, 5th Floor  
Phoenix, Arizona 85007  
www.azliquor.gov  
602-542-5141

APPLICATION FOR LIQUOR LICENSE  
TYPE OR PRINT WITH BLACK INK

Notice: Effective Nov. 1, 1997, all liquor license applications, permits, licenses, conditions, orders, or hearings held in violation of the law or operations of the business must attend a Department of Liquor Licenses and Control approved board training course or provide proof of attendance within the last five years. See page 6 of the Liquor Licensing requirements.

SECTION 1 This application is for a:  
 MORE THAN ONE LICENSE  
 INTERIM PERMIT Complete Sections 5  
 NEW LICENSE Complete Sections 2, 3, 4, 13, 14, 15, 16  
 PERSON TRANSFER (Bars & Liquor Stores ONLY) Complete Sections 2, 3, 4, 11, 13, 15, 16  
 LOCATION TRANSFER (Bars & Liquor Stores ONLY) Complete Sections 2, 3, 4, 12, 13, 15, 16  
 PROBATE WILL ASSIGNMENT TO SUCCESSOR Complete Sections 2, 3, 4, 9, 13, 16 (Probate Required)  
 GOVERNMENT Complete Sections 2, 3, 4, 10, 13, 16, 18

SECTION 2 Type of ownership:  
 AT W/O S. Complete Section 6  
 INDIVIDUAL Complete Section 6  
 PARTNERSHIP Complete Section 6  
 CORPORATION Complete Section 7  
 LIMITED LIABILITY CO. Complete Section 7  
 CLUB Complete Section 8  
 GOVERNMENT Complete Section 10  
 TRUST Complete Section 8  
 OTHER (Explain) \_\_\_\_\_

SECTION 3 Type of license and fees LICENSE # (s) 100711334  
1. Type of License(s): Series 10  
2. Total fees attached: \$ \_\_\_\_\_ Department Use Only

APPLICATION FEE AND INTERIM PERMIT FEES (IF APPLICABLE) ARE NOT REFUNDABLE.  
The fees allowed under A.R.S. 44-6852 will be charged for all dishonored checks.

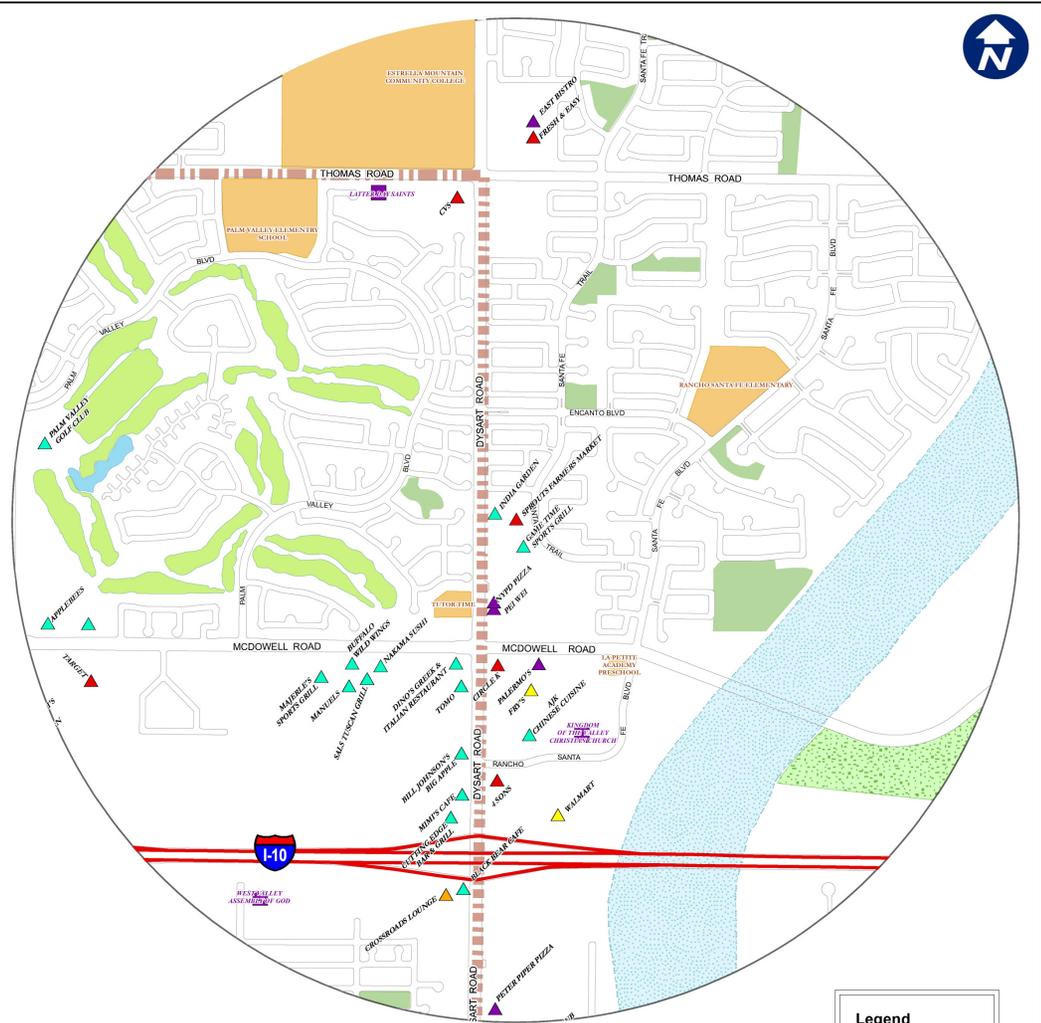
SECTION 4 Applicant  
1. Owner/Agent's Name: Mr. Nations Randy First Ms. Middle  
2. Corp./Partnership/L.C. SF Markets LLC (FN) B 1043420  
(Exactly as it appears on Articles of Inc. or Articles of Org.)  
3. Business Name: Sprouts Farmers Market #13 B 1043420  
(Exactly as it appears on the exterior of premises)  
4. Principal Street Location: 1813 N. Dysart Rd. Avondale Maricopa 85323  
(Do not use PO Box Number) City County Zip  
5. Business Phone: 623-535-8989 Daytime Contact: \_\_\_\_\_  
6. Is the Business located within the incorporated limits of the above city or town? BYES  NO  
7. Mailing Address: \_\_\_\_\_ City State Zip \_\_\_\_\_  
8. Price paid for licenses only bar, beer and wine, or liquor store: Type \_\_\_\_\_ \$ \_\_\_\_\_

DEPARTMENT USE ONLY

# SPROUTS<sup>®</sup>

FARMERS MARKET

10.10.2012 15:19



**Legend**

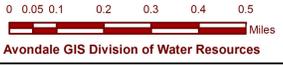
**PLACES OF WORSHIP**

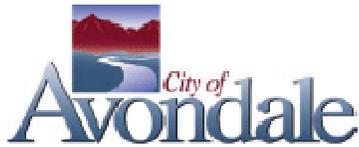
- CHURCH

**Liquor License**

- SERIES 6
- SERIES 7
- SERIES 9
- SERIES 10
- SERIES 12
- SERIES 14
- SERIES 16
- SCHOOLS

**Sprouts Farmers Market #13**  
**1813 N Dysart Rd**  
**1 Mile Buffer**





# CITY COUNCIL REPORT

**SUBJECT:**

Reappointment of Pro Tempore Judge

**MEETING DATE:**

November 5, 2012

**TO:** Mayor and Council

**FROM:** Abril Ruiz-Ortega, Court Administrator (623) 333-5822

**THROUGH:** Charlie McClendon, City Manager

**PURPOSE:**

Staff is requesting that the City Council re-appoint one judge pro tempore to a one year term expiring on November 5, 2013.

**BACKGROUND:**

Avondale City Code section 5-1 (f) gives the City Council the authority to appoint judges pro tempore. During its May 21, 2012 meeting, the City Council re-appointed five pro tem judges and three new judges to serve one year terms to fill in during the absence of the City Judge. Their terms expire on June 1, 2013.

The panel of qualified judges authorized to serve in Avondale fill in for the absent City Judge when all sitting judges are summoned on an annual basis to judicial conferences and mandatory training. Pro tem judges also fill in during the City Judge's scheduled vacation leave and sick leave.

**DISCUSSION:**

A vacancy was recently created due to an unexpected passing away of Hon. N. Bruce Randall. Judge Lynch is recommending the Council re-appoint the following to additional one-year term through November 5, 2013:

Hon. E. Evans Farnsworth

The judge named above has been admitted to the practice of law for at least five years as required by Avondale City Code, Section 5-1 (f); has extensive judicial experience in the courts of limited jurisdiction and has completed the application, interview and selection process conducted with the help of the Avondale Human Resources department.

**BUDGETARY IMPACT:**

Judges pro tempore are compensated at an hourly rate of \$55.00 per hour. This rate is competitive with other West Valley courts. Funding for the pro tem judges is provided in the Court operating budget in the Professional Services account.

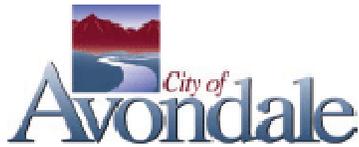
**RECOMMENDATION:**

Staff recommends that the City Council re-appoint the existing pro tem judge listed above to a one-year term expiring on November 5, 2013.

**ATTACHMENTS:**

[Click to download](#)

No Attachments Available



# CITY COUNCIL REPORT

**SUBJECT:**

Reimbursement Agreement – The Charter School Fund, LLC

**MEETING DATE:**

November 5, 2012

**TO:** Mayor and Council

**FROM:** Charles Andrews, P.E., Assistant City Engineer, 623-333-4216

**THROUGH:** Charlie McClendon, City Manager

**PURPOSE:**

Staff is requesting that City Council approve a Reimbursement Agreement with The Charter School Fund, LLC for the purpose of improving the intersection of Corporate Drive and El Mirage Road as it relates to the development of the Legacy Traditional Charter School, authorize the transfer of \$35,094.50 from CIP Street Fund Line Item 304-1009-00-8420 to CIP Street Fund Line Item 304-1089-00-8420, and authorize the Mayor, or City Manager and City Clerk to execute the necessary documents.

**BACKGROUND:**

On August 8, 2011, The Charter School Fund, LLC (Developer) opened the Legacy Traditional Charter School - Avondale Campus. In an effort to have the school opened for the 2011-12 school year, staff worked closely with the Developer to have all of the on-site improvements completed. Some offsite improvements were agreed to be postponed, specifically the offsite improvements at the intersection of Corporate Drive and El Mirage Road.

With the incoming development on 127th Avenue (Coldwater Depot), it is now necessary for the Developer to complete the offsite improvements. The Developer and their Contractor are committed to completing the offsite improvements at the intersection of Corporate Drive and El Mirage Road by January 4, 2013.

**DISCUSSION:**

The Legacy Traditional Charter School is located at 12320 W. Van Buren Street, near the northwest corner of Van Buren Street and El Mirage Road. The entrance to the school site was designed with one (1) point of ingress to the site. The traveling public can only enter the school site from Corporate Drive. Traffic is channeled through the site to either park or pass through and exit onto El Mirage Road. According to the traffic study completed for the Developer, a dedicated left turn lane on El Mirage Road at the intersection of Corporate Drive must be installed for the northbound to westbound movement.

The existing roadway widths along El Mirage Road are inconsistent requiring additional pavement beyond what would typically be needed for the installation of a dedicated left turn lane. Therefore, due to the existing roadway inconsistencies and the need for the dedicated left turn from El Mirage Road to Corporate Drive, the City has agreed to cost share with the Developer.

**BUDGETARY IMPACT:**

The anticipated cost for the necessary intersection improvements is \$70,189.90. The City has agreed to reimburse the Developer for approximately half of that cost or an amount not to exceed \$35,094.50. In lieu of a performance bond, the Developer deposited its share of the cost with the

City in the amount of \$35,094.50. The City has agreed to reimburse the Developer for the Developer's share of the costs out of the Performance Assurance and reimburse the Developer, up to the maximum amount of \$35,094.50, for the City's share of the cost incurred by the Developer in completing the school improvements. Funding for the City's share of the cost is available in CIP Street Fund Line Item 304-1009-00-8420 and is proposed to be transferred to CIP Street Fund Line Item 304-1089-00-8420.

**RECOMMENDATION:**

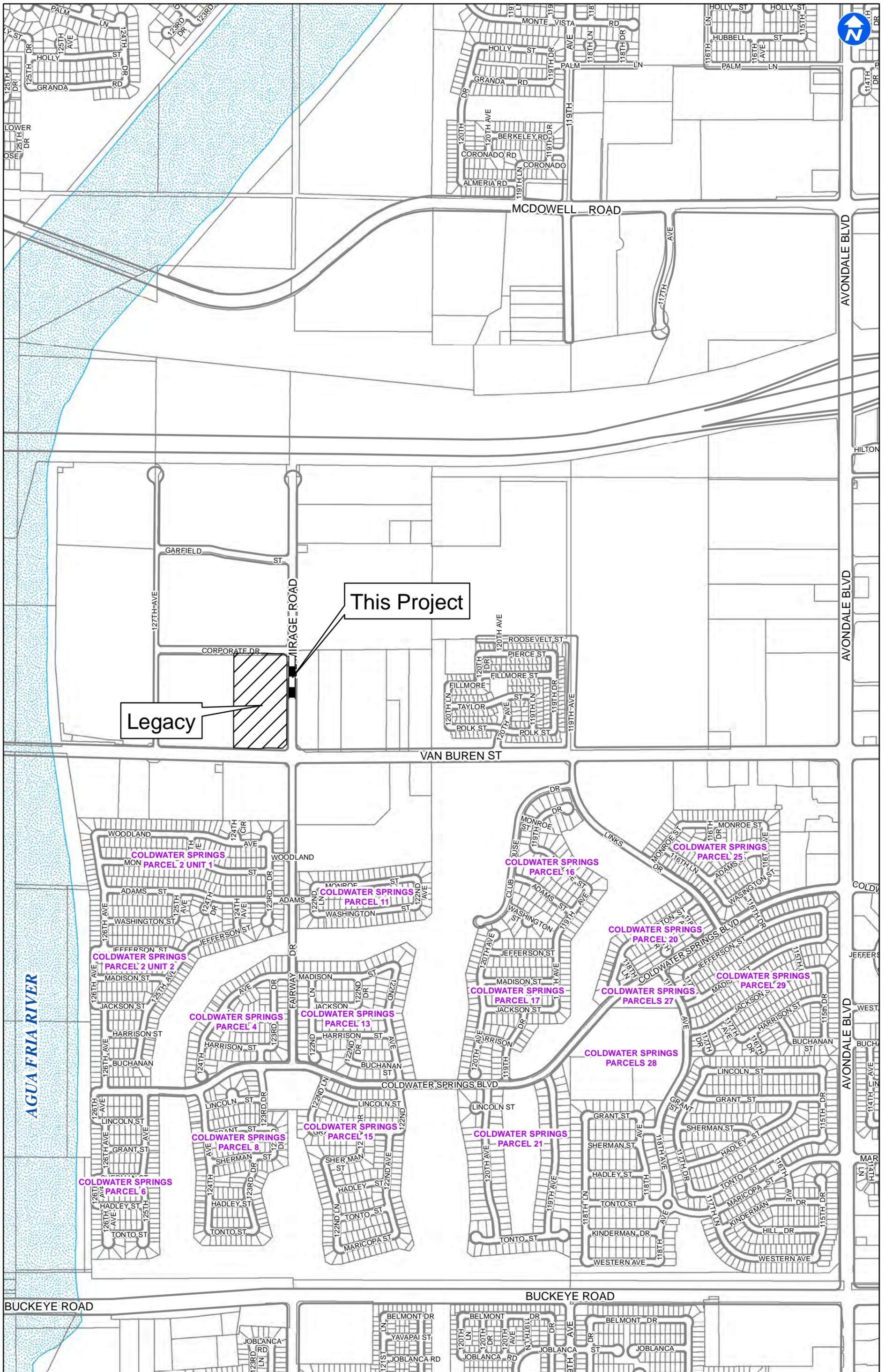
Staff recommends that City Council approve a Reimbursement Agreement with The Charter School Fund, LLC for the purpose of improving the intersection of Corporate Drive and El Mirage Road as it relates to the development of the Legacy Traditional Charter School, authorize the transfer of \$35,094.50 from CIP Street Fund Line Item 304-1009-00-8420 to CIP Street Fund Line Item 304-1089-00-8420, and authorize the Mayor, or City Manager and City Clerk to execute the necessary documents.

**ATTACHMENTS:**

Click to download

[Vicinity Map](#)

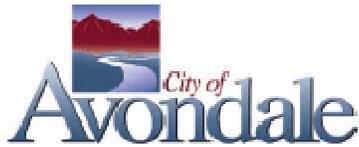
[Reimbursement Agreement](#)



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<http://www.avondale.org/DocumentCenter/View/30560>



# CITY COUNCIL REPORT

**SUBJECT:**

Resolution 3079-1112 - Change Order to the Intergovernmental Agreement with the City of Phoenix for Transit Services

**MEETING DATE:**

November 5, 2012

**TO:** Mayor and Council

**FROM:** Rogene Hill, Assistant City Manager (623) 333-1012

**THROUGH:** Charlie McClendon, City Manager

**PURPOSE:**

Staff is requesting that the City Council adopt a resolution approving Change Order No. 1 to the Intergovernmental Agreement with the City of Phoenix as the Federal Designated Recipient for the Avondale Urbanized Area, increasing the amount by \$167,226.00 for a total of \$2,171,462.00 and authorize the Mayor and City Clerk to amend the agreement.

**BACKGROUND:**

In 2002, the US Census Bureau designated the City of Avondale and surrounding communities, including sections of Goodyear, Litchfield Park, Glendale, Phoenix, and Maricopa County, as a separate urbanized area from the Phoenix-Mesa urbanized area. This designation was continued by FTA after the 2010 Census. Because the Avondale Urbanized Area is under 200,000 in population, it may spend its federal funds on both operating and capital expenditures. Operating expenses require a 50% local match, while capital expenses require a 20% local match.

The City of Phoenix is designated as the Metropolitan Planning Organization, for federal transit related operations, for Phoenix and its surrounding communities. This allows the City of Phoenix to submit a single federal grant application, which incorporates the funding requests of all the eligible communities. The Avondale Urbanized Area is named as a sub-recipient in the application and any monies allocated to the Avondale Urbanized Area are administered by the City of Phoenix under their federal grant status as designated recipient.

**DISCUSSION:**

The City of Avondale and the City of Phoenix have an Intergovernmental Agreement that is adjusted each year after the Federal Transit Administration (FTA) allocates funds to the Avondale Urbanized Area. The Council passed the IGA with Phoenix in February 2012.

Change Order No. 1 increases the funds designated to the Avondale Urbanized Area for operating assistance by an additional \$167,226.00 in FTA funds disbursed by the Arizona Department of Transportation from FTA funds that were not used by CYMPO, one of the other Arizona Small Urbanized Areas. The Arizona Department of Transportation divided CYMPO's unused FTA funds among the three remaining Arizona Small Urbanized Areas.

Change Order No. 1 adjusts the total funds designated for operating assistance to \$2,171,462.00.

**BUDGETARY IMPACT:**

The transit budget will be adjusted to reflect the additional allocation of funds.

**RECOMMENDATION:**

Staff recommends that the City Council adopt a resolution approving Change Oder No.1 to the Intergovernmental Agreement with the City of Phoenix for Federal Transit Administration Funding to total \$2,171,462.00 and authorize the Mayor and City Clerk to amend the IGA with the City of Phoenix to reflect the additional funds.

**ATTACHMENTS:**

Click to download

- [Resolution 3079-112](#)
- [Letter requesting funds](#)

**RESOLUTION NO. 3079-1112**

A RESOLUTION OF THE COUNCIL OF THE CITY OF AVONDALE, ARIZONA, APPROVING A CHANGE ORDER ADJUSTING THE CONTRACT AMOUNT FOR THE INTERGOVERNMENTAL AGREEMENT WITH THE CITY OF PHOENIX FOR FEDERAL TRANSIT ADMINISTRATION FUNDING RELATING TO OPERATING ASSISTANCE.

**WHEREAS**, the City of Avondale (the “City”) entered into an intergovernmental agreement dated February 22, 2012, with the City of Phoenix relating to Federal Transit Administration grant funding for operating assistance (the “Agreement”); and

**WHEREAS**, the Council of the City desires to approve Change Order No. 1, dated August 7, 2012 (the “Change Order”) to the Agreement for additional operating assistance funding made available through the Arizona Department of Transportation, as described in the Change Order.

**NOW, THEREFORE, BE IT RESOLVED** BY THE COUNCIL OF THE CITY OF AVONDALE as follows:

SECTION 1. The recitals above are hereby incorporated as if fully set forth herein.

SECTION 2. The Change Order is hereby approved in substantially the form attached hereto as Exhibit A and incorporated herein by reference.

SECTION 3. The expenditure of \$167,226.00 for operating assistance, resulting in an increase in the total funds designated for operating assistance under the Agreement to the amount of \$2,171,462.00, as described in the Change Order, is hereby authorized.

SECTION 4. The Mayor, the City Manager, the City Clerk and the City Attorney are hereby authorized and directed to take all steps necessary to cause the execution of the Change Order and to take all steps necessary to carry out the purpose and intent of this Resolution.

[SIGNATURES ON FOLLOWING PAGE]

**PASSED AND ADOPTED** by the Council of the City of Avondale, November 5, 2012.

---

Marie Lopez Rogers, Mayor

ATTEST:

---

Carmen Martinez, City Clerk

APPROVED:

---

Andrew J. McGuire, City Attorney

EXHIBIT A  
TO  
RESOLUTION NO. 3079-1112

[Change Order]

See following page.

CITY OF PHOENIX  
PUBLIC TRANSIT DEPARTMENT  
**CONTRACT CHANGE ORDER**

Change Order No.  
1

Contract No.  
132945

Issued To: (Name of Contractor or Consultant)  
CITY OF AVONDALE

Date  
8/7/2012

Project Description: GRANT PASS-THROUGH AGREEMENT AZ-90-X109

YOU ARE HEREBY requested to make the following changes to the contract, or to do the work described below which is not included in the contract. (Give brief description of work, estimate of quantities, fees or prices to be paid, etc.)

Additional funding is added to the Grant Pass-through agreement as listed below

GRANT NUMBER: AZ-90-X109				
TOTAL ELIGIBLE PROJECT COST (TEPC):		\$167,226		
• Federal Share of TEPC:		\$83,613		
• Local Share/Match of TEPC:		\$83,613		
• Original Agreement amount		\$2,004,236		
• New Amended Agreement Amount		\$2,171,462		
PROJECT(S) DESCRIPTION:				
Ali Code:	Project(s) Description:	Local:	Federal:	Total:
30.09.00	Operating Assistance	\$83,613	\$83,613	\$167,226

All other terms and conditions remain the same.

ACCEPTANCE

We, the undersigned, have given careful consideration to the change proposed, and hereby agree; if this proposal is approved that we will provide all equipment, furnish all materials, except as may otherwise be noted above, and perform all services necessary for the work specified, and will accept as full payment therefore the fees or prices shown above.

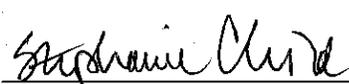
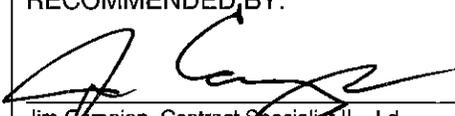
FIRM: **CITY OF AVONDALE**

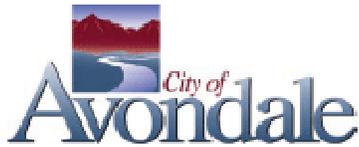
SIGNATURE: \_\_\_\_\_

TITLE: \_\_\_\_\_

DATE: \_\_\_\_\_

ENDORSEMENTS

REQUESTED BY:	DATE
 Stephanie Child, Budget Analyst II	8/16/12
RECOMMENDED BY:	DATE
 Jim Champion, Contract Specialist II -- Ld.	8/21/12
PTD FISCAL SECTION REVIEW:	DATE
 Kenneth Kessler, Acting Deputy Public Transit Director	8/20/12
CHECKED AS TO AVAILABILITY OF FUNDS BY:	DATE
N/A Budget and Research Department	
APPROVED FOR THE CITY MANAGER BY:	DATE
Neal Young - Interim Public Transit Director / Ted Mariscal	



# CITY COUNCIL REPORT

**SUBJECT:**

Resolution 3081-1112 - Approval of Tohono O'odham Grant-in-Aid Agreement for Police Less Lethal Weapons

**MEETING DATE:**

November 5, 2012

**TO:** Mayor and Council

**FROM:** Janice Simpson, Grants Administrator (623) 333-1025

**THROUGH:** Charlie McClendon, City Manager

**PURPOSE:**

Staff is requesting the City Council approve the Grant-in-Aid Agreement from the Tohono O'odham Nation for the Avondale Police Department in the amount of \$9,051.34 for the purchase of less lethal weapons and ammunition.

**BACKGROUND:**

Avondale Police Department officers respond to numerous calls daily that may pose a threat to officers or citizens. Avondale officers responding to calls for service encounter assaults involving a weapon, officer involved shootings, barricade situations, domestic situations, suicidal subjects, as well as those temporarily under the influence of alcohol or other substances. Frequently, officers must be available to provide security and preserve peace for large-scale events in crowded situations.

Most often, officers can resolve a threatening situation without the use of deadly force, especially if equipped with other, less lethal options such as bean bag equipment. The use of less lethal bean bag weapons allows officers the ability, from a safe distance, to disable or unarm a suspect who poses a threat. Officers are able to stop the threat while protecting others in the vicinity. This equipment allows SWAT members to carefully and safely resolve threatening situations in a peaceful manner.

**DISCUSSION:**

Avondale Police Department recognizes the City's growing population and need for maintaining safety and peace for all citizens. Calls for service that have a high probability of threat to officers or citizens remain high. Through the use of less lethal weapons, officers can resolve a threatening situation without the use of deadly force and preserve peace.

**BUDGETARY IMPACT:**

The Avondale Police Department will purchase the equipment following a City-approved price quote and procurement process. Any ongoing weapons or ammunition expenses will be absorbed through the department operating budget.

**RECOMMENDATION:**

Staff recommends the City Council approve the Grant-in-Aid Agreement from the Tohono O'odham Nation for the Avondale Police Department in the amount of \$9,051.34 for the purchase of less lethal weapons and ammunition and authorize the Mayor, City Manager or City Clerk to execute the necessary documents.

## ATTACHMENTS:

Click to download

[Resolution 3081-1112](#)

**RESOLUTION NO. 3081-1112**

A RESOLUTION OF THE COUNCIL OF THE CITY OF AVONDALE, ARIZONA, AUTHORIZING THE ACCEPTANCE OF GRANT FROM THE TOHONO O'ODHAM NATION FOR PROPOSITION 202 FUNDING RELATING TO PUBLIC SAFETY AND APPROVING A GRANT-IN-AID AGREEMENT RELATING TO THE GRANT

**WHEREAS**, the Tohono O'Odham Nation (the "Nation") has awarded the City of Avondale (the "City") a grant in the amount of \$9,051.34 for Proposition 202 project funding relating to the use of less lethal weapons by City police officers (the "Grant"); and

**WHEREAS**, the Mayor and Council of the City of Avondale ("City Council") desire to accept the Grant funds.

**NOW, THEREFORE, BE IT RESOLVED** BY THE COUNCIL OF THE CITY OF AVONDALE as follows:

SECTION 1. The recitals above are hereby incorporated as if fully set forth herein.

SECTION 2. The City Council hereby authorizes (i) the acceptance of the Grant in the amount of \$9,051.34 and (ii) the execution of the Grant-in-Aid Agreement with the Nation relating to the acceptance and administration of the Grant funds (the "Agreement") in substantially the form attached hereto as Exhibit A and incorporated herein by reference.

SECTION 3. That the Mayor, the City Manager, the City Clerk and the City Attorney are hereby authorized and directed to execute and submit the Agreement and any other necessary or desirable instruments in connection with the Grant and to take all steps necessary to carry out the purpose and intent of this Resolution.

**PASSED AND ADOPTED** by the Council of the City of Avondale, November 5, 2012.

\_\_\_\_\_  
Marie Lopez Rogers, Mayor

ATTEST:

\_\_\_\_\_  
Carmen Martinez, City Clerk

APPROVED AS TO FORM:

\_\_\_\_\_  
Andrew J. McGuire, City Attorney

EXHIBIT A  
TO  
RESOLUTION NO. 3081-1112

[Agreement]

See following pages.

**Grant-in-Aid Agreement  
between  
the Tohono O’odham Nation  
and  
the City of Avondale**

THIS GRANT-IN-AID AGREEMENT (“Grant”) is entered into as of the 5th day of November, 2012, by and between the Tohono O’odham Nation, a federally recognized Indian tribe (the “Nation”), and the City of Avondale, an Arizona municipal corporation (the “Grantee”).

**R E C I T A L S**

**A.** The Constitution of the Tohono O’odham Nation, Article VI, Section 1(f) provides that the Tohono O’odham Legislative Council is authorized to negotiate and conclude agreements on behalf of the Tohono O’odham Nation with Federal, State and local governments.

**B.** The Constitution of the Tohono O’odham Nation Article VII, Section 2(f) provides that the Chairman of the Nation is the official representative of the Tohono O’odham Nation; and as such, upon passage of a Resolution by the Legislative Council approving of any agreement with Federal, State and local governments, the Chairman is authorized to sign such agreements on behalf of the Nation.

**C.** The City of Avondale is authorized to enter into this Grant pursuant to the Avondale City Charter, Article I, Section 3.

Now, therefore, in consideration of the mutual promises contained herein, the parties hereby agree as follows:

**P R O V I S I O N S**

**1. Purpose.** The purpose of this Grant is to set forth the rights and responsibilities of the parties with respect to the payment and distribution of the Contribution, as hereinafter defined. The Grantee may not change the scope of the project or use the funds for a project other than that explained in Exhibit “A” without the written consent of the Nation.

**2. Contribution.** The Nation shall issue payment to the City of Avondale in the amount described in Exhibit “A” (the “Contribution”) for the purpose(s) detailed in Exhibit “A” on or about November 30, 2012.

**3. Funding.** The Contribution payment shall be delivered to the City of Avondale, without any further notice or invoice required, at the address set forth in Paragraph 7 below, upon the complete execution of this Grant.

**4. Money Unclaimed.** In the event that the City of Avondale fails to accept the grant funding on or before January 1, 2013, this Grant will be deemed to have been terminated by the City of Avondale and the Nation will award the grant funding to another applicant.

**5. Dispute Resolution.** The parties mutually agree that any disputes arising pursuant to this Grant shall be resolved through informal dispute resolution. For all disputes arising under this agreement the Nation and the City of Avondale shall first attempt to negotiate a resolution. All disputes that cannot be resolved through informal dispute resolution shall be resolved in the Courts of the Nation, subject to the laws of the Nation.

**6. Reports.** Unless otherwise extended by the Nation upon request of the City of Avondale, no later than July 31, 2013, the City of Avondale shall provide a report to the Nation explaining how and when the funds provided under this Grant were used. This report may be in the form of an affidavit signed by an officer of the City of Avondale and may be accompanied by supporting documentation. The report shall address: (i) changes in the scope of the project or purchase funded under this grant, (ii) the total expenses under the project or purchase funded by the Grant, (iii) a brief description of who has benefited from this Grant, and (iv) the Grantee's next steps with regard to the project or purchase made under this Grant. The Grantee will submit a final report to the Nation within 30 days of the end of this Agreement.

**7. Notices.** Any notice, consent or other communication required or permitted under this Grant shall be in writing and shall be deemed received at the time it is personally delivered, on the day it is sent by facsimile transmission, on the second day after its deposit with any commercial air courier or express service or if mailed, three (3) days after the notice is deposited in the United States mail addressed as follows:

If to the Nation:        Dr. Ned Norris, Jr.  
                                  Chairman  
                                  P.O. Box 837  
                                  Sells, Arizona 85634  
                                  Fax: 520-383-3379

and

Veronica Geronimo  
Special Counsel  
P.O. Box 837  
Sells, Arizona 85634  
Fax: 520-383-3379

If to the City of Avondale:

Janice Simpson, Grants Administrator  
11485 W. Civic Center Drive  
Avondale, AZ 85323  
Phone: 623-333-1025  
Fax: 623-333-0100

Any time period stated in a notice shall be computed from the time the notice is deemed received. Either party may change its mailing address or the person to receive notice by notifying the other party as provided in this paragraph.

**8. Term of Grant.** The term of this Grant shall begin on the date of execution and shall terminate on the one-year anniversary of this Grant.

**9. Entire Grant, Waivers and Amendments.** This Grant is executed in three (3) duplicate originals, each of which is deemed to be an original. This Grant constitutes the entire understanding and agreement of the parties. This Grant integrates all of the terms and conditions mentioned herein or incident hereto, and supersedes all negotiations or previous agreements between the parties with respect to all or any part of the subject matter hereof. All waivers of the provisions of this Grant and all amendments hereto must be in writing and signed by the appropriate authorities of each of the parties to this Grant.

**10. No Waiver.** Except as otherwise expressly provided in this Grant, any failure or delay by any party in asserting any of its rights or remedies as to any default, shall not operate as a waiver of any default, or of any such rights or remedies, or deprive any such party of its right to institute and maintain any actions or proceedings which it may deem necessary to protect, assert or enforce any such rights or remedies.

**11. Severability.** If any provision of this Grant shall be found invalid or unenforceable by a court of competent jurisdiction, the remaining provisions of this Grant shall not be affected thereby and shall be valid and enforceable to the fullest extent permitted by law.

**12. Sovereign Immunity.** Nothing in this Grant shall be deemed a waiver of either party's sovereign immunity in any forum or jurisdiction.

[SIGNATURES ON FOLLOWING PAGE]

TOHONO O'ODHAM NATION

CITY OF AVONDALE

\_\_\_\_\_  
Dr. Ned Norris, Jr., Chairman  
Tohono O'odham Nation

\_\_\_\_\_  
Charles P. McClendon, City Manager  
City of Avondale

Dated \_\_\_\_\_

Dated \_\_\_\_\_

Attest:

Attest:

\_\_\_\_\_

\_\_\_\_\_

Carmen Martinez, City Clerk

Approved as to form

Approved as to form

\_\_\_\_\_  
Jonathan L. Jantzen, Attorney General  
Tohono O'odham Nation

\_\_\_\_\_  
Andrew J. McGuire, City Attorney  
City of Avondale

**EXHIBIT "A"**

<b><u>Program</u></b>	<b><u>Contribution</u></b>
Less Lethal Weapons	\$9,051.34
<b>TOTAL</b>	<b>\$9,051.34</b>



# CITY COUNCIL REPORT

**SUBJECT:**

Professional Services Agreement – Ritoch-Powell & Associates Consulting Engineers, Inc.

**MEETING DATE:**

November 5, 2012

**TO:** Mayor and Council

**FROM:** Charles Andrews, P.E., Assistant City Engineer, 623-333-4216

**THROUGH:** Charlie McClendon, City Manager

**PURPOSE:**

Staff is requesting that City Council approve a Professional Services Agreement with Ritoch-Powell & Associates to provide professional design services for the City Center Phase 3 Improvements in the amount of \$101,110 and authorize the Mayor, or City Manager and City Clerk to execute the necessary documents.

**BACKGROUND:**

The approved 2012-2013 Capital Improvement Program (CIP) includes a project to design roadway, potable water, and sewer improvements as part of the roadway extensions of 114th Avenue and Park Avenue from Dale Earnhardt Drive to Roosevelt Street. The CIP also includes a project to design the Avondale City Center Transit Center which will consist of providing 350 paved parking stalls.

**DISCUSSION:**

The 114th Avenue and Park Avenue roadway extensions will match the existing lane configurations and features of those found south of Dale Earnhardt Drive. The initial Transit Center parking design will accommodate over 350 vehicles.

The scope of services for this contract includes:

- Roadway Design for 114th Avenue and Park Avenue
- Water & Sewer Analysis and Design
- Geometric Analysis and Design
- Irrigation Analysis and Design
- Updating City Center Water and Sewer Master Plans
- Transit Center Drainage Analysis and Design
- Transit Center Paving and Grading Design
- Specifications and Estimates
- Construction Plans

**SELECTION PROCESS:**

In accordance with the City's Procurement Policy, staff created a three (3) person panel and selected three (3) qualified firms from the current list of pre-qualified firms. All three (3) firms submitted Statements of Qualifications (SOQs) for the project. After reviewing the SOQs, the panel met again and found Ritoch Powell & Associates to be the best qualified firm to provide engineering design consulting services for this project. Staff contacted references and found that Ritoch Powell & Associates is considered to be a competent, knowledgeable, and highly recommended consultant

based on similar projects. Staff requested, received, and negotiated a proposal from Ritoch Powell & Associates for engineering services for the delivery of plans, specifications, and an engineer's estimate for the City Center Phase 3 roadway and Interim Transit Center parking designs. Staff reviewed the proposal and negotiated the scope of services and contract price in the amount of \$101,110.

### **SCHEDULE:**

Listed below is the tentative schedule for design and construction:

#### Design:

Notice-to-Proceed - November 6, 2012

Final Design - February 1, 2013

#### Construction:

Bid Award - March 2013

Begin Construction - April 2013

End Construction - September 2013

### **BUDGETARY IMPACT:**

Funding for this project in the amount of \$101,110 is available in CIP Street Fund Line Item No. 304-1261-00-8420, City Center.

### **RECOMMENDATION:**

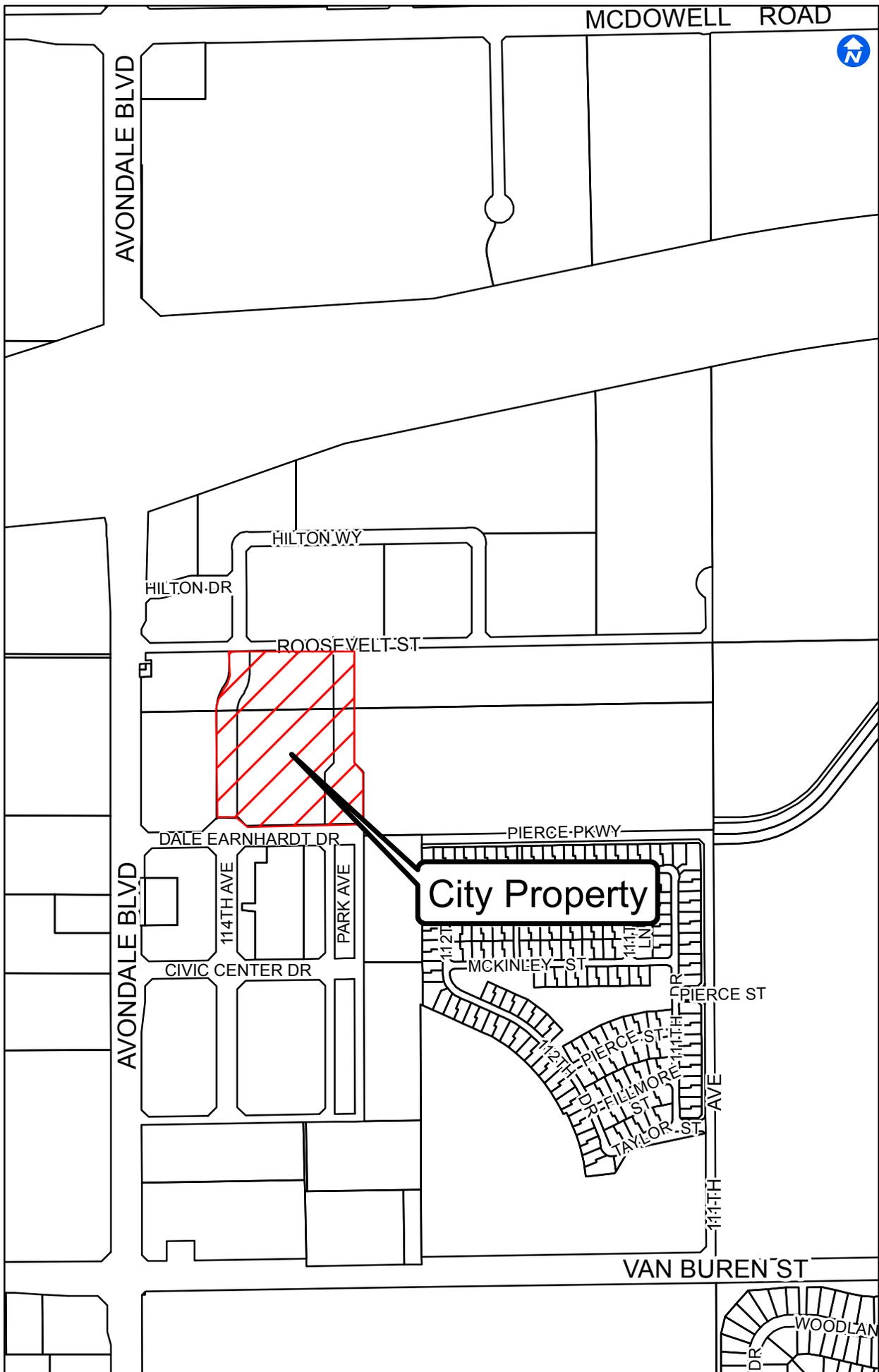
Staff recommends that City Council approve a Professional Services Agreement with Ritoch-Powell & Associates to provide professional design services for the City Center Phase 3 Improvements in the amount of \$101,110 and authorize the Mayor, or City Manager and City Clerk to execute the necessary documents.

### **ATTACHMENTS:**

Click to download

[Vicinity Map](#)

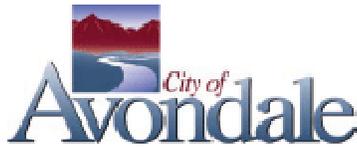
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# CITY COUNCIL REPORT

**SUBJECT:**

Resolution 3082-1112 - Authorizing Submission of Grant Application to the Arizona Department of Housing and Amending the Owner-Occupied Home Rehabilitation Program Policies and Procedures

**MEETING DATE:**

November 5, 2012

**TO:**

Mayor and Council

**FROM:**

Gina Montes, Neighborhood & Family Services Director (623) 333-2727

**THROUGH:**

Charlie McClendon, City Manager

**PURPOSE:**

Staff is requesting that City Council adopt a resolution authorizing the submission of a \$440,000 State Housing Fund (SHF), HOME Investment Partnership program grant application to the Arizona Department of Housing (ADOH) to provide additional funding for the existing City of Avondale Owner Occupied Home Rehabilitation Program. This grant would allow for continued expansion of the owner-occupied housing rehabilitation program. ADOH requires City Council authorization of all grant applications through a resolution and the adoption of the program policies and procedures prior to grant application submission.

**BACKGROUND:**

City Council authorized the Consolidated Plan in April of 2010 which contained as a strategy the preservation of the City's existing single-family housing stock. The current Substantial Home Rehabilitation Program is funded with HOME funds and continues to impact the city's low income neighborhoods in a positive way. This program is not only beneficial to the individual household that is assisted but impacts the community as a whole by arresting the further deterioration of the housing stock. Through the removal of health and safety issues and by addressing code violations this program serves to preserve the existing housing stock and remove substandard housing. There continues to be a high demand and need for this program. SHF is the only other currently available source of funds that can be used for Substantial Home Repair. These funds will facilitate in maintaining the program operational on a continuous year-around basis. As with home rehabilitation provided through the Neighborhood Stabilization Program, NFS staff would seek to operate this program in-house. The grant allows for up to \$40,000 to be used for general administration of the grant. Any salary costs attributable to the Housing Rehabilitation Specialist while working on this program would be provided for as project delivery costs and would also be covered by the grant outside the administrative cap.

**DISCUSSION:**

Success in obtaining the \$440,000 grant depends largely upon the ability of Avondale to demonstrate a demand for the program as well as the capacity to successfully spend the grant. It is expected that sufficient demand can be demonstrated both by the volume of persons that inquire about home repairs through the Neighborhood and Family Service Department (NFSD); an average of 5 clients per week inquire, the waiting list for substantial home repairs and the large quantity of housing in poor condition in Avondale's low-income neighborhoods. It is expected the capacity can be demonstrated by the performance of the current programs. Until the rehabilitation program was created in 2007, NFSD had very limited resources to assist distressed low-income homeowners with cooling and heating repairs, dangerous electrical wiring, leaking roofs, plumbing repairs and other

health and safety needs. The Substantial Home Rehabilitation program is a vital part of the services that are necessary in Avondale's low-income neighborhoods. If Avondale is successful in obtaining the SHF grant it is expected that the funds will be available by the end of January 2013.

**BUDGETARY IMPACT:**

No City of Avondale funding is necessary from grant or general fund resources.

**RECOMMENDATION:**

Staff recommends that the City Council adopt a resolution authorizing the submission of a \$440,000 State Housing Fund (SHF) grant application to the Arizona Department of Housing (ADOH) to provide additional funding for the existing City of Avondale Owner-Occupied Substantial Home Rehabilitation Program and in doing so, approve the Avondale SHF Owner Occupied Home Rehabilitation Policies and Procedures.

**ATTACHMENTS:**

Click to download

[Resolution 3082-1112](#)

## **RESOLUTION 3082-1112**

A RESOLUTION OF THE COUNCIL OF THE CITY OF AVONDALE, ARIZONA, AUTHORIZING THE SUBMISSION OF A GRANT APPLICATION TO THE ARIZONA DEPARTMENT OF HOUSING FOR STATE HOUSING FUNDS AVAILABLE THROUGH THE HOME INVESTMENT PARTNERSHIP PROGRAM AND THE STATE HOUSING TRUST FUND; AND ADOPTING THE AMENDED AND RESTATED AVONDALE OWNER-OCCUPIED HOME REHABILITATION PROGRAM POLICIES AND PROCEDURES.

**WHEREAS**, the Arizona Department of Housing (“ADOH”) is accepting proposals from state and local agencies for project funding for housing rehabilitation programs for owner-occupied single family dwellings; and

**WHEREAS**, the Council of the City of Avondale (the “City Council”) desires to submit a grant application (the “Application”) to be considered by ADOH for funding for the City of Avondale (the “City”) Owner-Occupied Home Rehabilitation Program (the “Program”); and

**WHEREAS**, ADOH procedures require that the City Council certify, by resolution, (i) its approval of submission of the Application in support of the Program, (ii) that the Program meets the City’s housing and community development needs and the requirements of the State Housing Program, (iii) that the City will comply with all State Housing Fund Program Guidelines, HOME Investment Partnership Program regulations, other applicable State and Federal Statutes and regulations and the certifications contained in the Application and (iv) that the City adopts Owner-Occupied Home Rehabilitation Program Policies and Procedures to guide the conduct of the Program.

**NOW, THEREFORE, BE IT RESOLVED** BY THE COUNCIL OF THE CITY OF AVONDALE as follows:

SECTION 1. The recitals above are hereby incorporated as if fully set forth herein.

SECTION 2. The submission of the Application to ADOH for consideration for funding in support of the Program is hereby approved.

SECTION 3. The City Council hereby finds and determines that the Program meets the City’s housing and community development needs and the requirements of the State Housing Fund Program.

SECTION 4. The Avondale Owner-Occupied Home Rehabilitation Program Policies and Procedures, Amended and Restated November 5, 2012, are hereby adopted in the form attached hereto as Exhibit A.

SECTION 5. The City Council hereby warrants that the City will comply with all State Housing Fund Program Guidelines, HOME Investment Partnership Program regulations, other applicable State and Federal Statutes and regulations and the certifications contained in the Application.

SECTION 6. The Mayor, the City Manager, the City Clerk and the City Attorney are hereby authorized and directed to execute and submit all documents and any other necessary or desirable instruments or cause the execution and submission of all documents and any other necessary or desirable instruments in connection with the Application and to take all steps necessary to carry out the purpose and intent of this Resolution.

**PASSED AND ADOPTED** by the Council of the City of Avondale, November 5, 2012.

\_\_\_\_\_  
Marie Lopez Rogers, Mayor

ATTEST:

\_\_\_\_\_  
Carmen Martinez, City Clerk

APPROVED AS TO FORM:

\_\_\_\_\_  
Andrew J. McGuire, City Attorney

EXHIBIT A  
TO  
RESOLUTION NO. 3082-1112

[Amended and Restated Avondale Owner-Occupied Home Rehabilitation Program  
Policies and Procedures]

(State Housing Fund)

See following pages.

**AVONDALE OWNER-OCCUPIED HOME REHABILITATION  
PROGRAM POLICIES AND PROCEDURES  
AMENDED AND RESTATED NOVEMBER 5, 2012**

**(State Housing Fund)**

1. **Program Design, Goals and Objectives.** The City of Avondale (the “City”) Neighborhood and Family Services Department (“NFSD”) has been operating an Owner-Occupied Home Rehabilitation Program (the “Program”) since 2007. The Program was established in response to the prevalence of substandard housing conditions in the City’s low-income neighborhoods, many of which present imminent threats to the health and safety of the occupants. The Program is available only to low-income owner-occupied households in the City whose homes have one or more hazardous conditions that threaten the health and safety of the occupants. The maximum State Housing Fund investment per unit for rehabilitation is \$55,000 and the minimum investment is \$1,000. There may be instances when the City will invest additional Community Development Block Grant (“CDBG”) funds in the form of a grant up to a maximum of \$10,000 per unit. This funding is provided at the City’s discretion through the Emergency Repair Program. In the case that full replacement of a mobile/manufactured home is necessary, the maximum State Housing Fund investment will not exceed \$80,000; however up to an additional \$40,000 in Maricopa County HOME Consortium funds allocated to the City may be used. Funding for home rehabilitation is provided in the form of a forgivable loan to the homeowner. The NFSD is housed in the City’s Community Center which is located in the Old Town Neighborhood, the largest low-income neighborhood in the City. The NFSD is a one-stop-shop for low-income residents providing services which include the Community Assistance Program, the Weatherization Program, the Emergency Food Box Program and Code Enforcement.

2. **Staffing and Administrative Structure.** The Program is operated by the City’s NFSD Housing Division. Administration of the Program is the responsibility of the CDBG Program Manager under the general direction of the NFSD Director. Application intake and qualification is conducted by the Housing Program Coordinator. Rehabilitation services are conducted by a rehabilitation specialist.

3. **Marketing and Advertising Method.** The NFSD receives a steady stream of applications for the Program through referrals from staff working in the various NFSD program areas. Numerous referrals are also received by residents who have been previously assisted or who have seen program information which is available at various locations throughout the City. NFSD staff disseminates written information in English and Spanish during numerous community events in which they participate. The Program is also marketed on the City website and other available media. All written materials provide information regarding fair housing, language assistance and handicap accessibility. Bilingual staff are available.

4. **Application and Wait List Procedures.** Candidates complete an application and provide income eligibility documentation, proof of ownership and homeowner’s insurance. Program staff will visually verify original documents and copies will be obtained for the Program file. Income eligibility is determined following the U.S. Department of Housing and Urban Development (“HUD”) Section 8 guidelines based on household income. Eligible beneficiaries’ household income will not exceed 80% of the Area Median Income Limits as

determined by HUD. A limited title search will be performed to ensure that the property is free of restrictions or encumbrances that unduly restrict the good and marketable nature of the ownership interest, such as liens and non-owner occupants named on the deed. A formal wait list of qualified applicants is created and maintained. All eligible applicants will be placed on this list in the order in which their application was received. Applicants are notified of the need to re-qualify if they remain on the waiting list over six months. Each household on the waiting list is provided 30 days to re-qualify and remain on the waiting list. Program staff will prioritize immediate health and safety hazards and reserves the right to prioritize based on household type (i.e. elderly, disabled, households with children). It is the City's policy to serve all persons regardless of race, color, religion, gender, national origin, age or disability. Persons requiring hearing, visual, mobility, language or other accommodations may contact the City at 623-333-2700, or TDD 623-333-0010 to make special arrangements.

5. **Rehabilitation Standards.** All work shall be performed in accordance with City codes and ordinances, HUD Housing Quality Standards, Maricopa HOME Consortium Rehabilitation Standards and the State's Rehabilitation Standards.

6. **Method of Determining Scope of Work.** After program eligibility has been documented and verified, the rehabilitation specialist will inspect the property to determine the repairs needed. The rehabilitation specialist will inspect each property for issues regarding Housing Quality Standards ("HQS") and/or building code violations and will meet with the homeowners to discuss their needs. The scope of work shall address all deficiencies identified that affect the safety and habitability of the home. A focus on improving the overall energy efficiency and sustainability of the home will serve as a guide in the development of the scope of work. Examples of repairs include roofing, heating and cooling, plumbing, electrical and accessibility issues.

7. **Energy Efficiency/Energy Star Guidelines.** Compliance with the Owner Occupied Rehabilitation Weatherization Standards will be coordinated between a Building Performance Institute certified weatherization professional and the rehabilitation specialist. The weatherization professional will conduct both a pre-construction energy audit and a post construction compliance inspection. The energy audit will utilize pressure diagnostics, infrared cameras and other equipment to identify air leaks, duct leaks, insulation deficiencies, inefficient appliances, venting problems and other energy issues. Energy efficient improvements made will be cost effective, further ensure long-term affordability, increase homeowner sustainability and improve the overall appeal of the assisted home and neighborhood by replacing older obsolete products, systems and appliances with Energy Star and WaterSense labeled products. Improvements may include such items as compact fluorescent light bulbs, Energy Star rated HVAC systems and appliances, low-flow water fixtures and other green products as appropriate.

8. **Unit Inspection, Work Write-Up and Cost Estimate.** After determining income eligibility, the rehabilitation specialist will inspect the property to determine the rehabilitation needs. Based on the inspection, a scope of work will be developed according to the building safety codes adopted by the City and a cost estimate will be developed. The scope of work shall address the required repairs that affect the safety and habitability of the home and will be reviewed by the rehabilitation specialist with the homeowner.

9. **Bidding Process and Contractor Selection.** The City will maintain a list of qualified contractors; contractors not on the list will have the opportunity to be added to the pre-qualified list on a monthly basis. This opportunity will be advertised in the West Valley View quarterly and continuously on the City's website. Prior to award, licenses and insurance are verified and the Federal Excluded Parties List is checked. No contractors, including their subcontractors, will be awarded a project if they appear on the Federal Excluded Parties List or their licenses or insurance are expired. Only licensed general contractors will be allowed to perform the work. The City will advertise, and submit to pre-qualified contractors, requests for quotations for individual projects on an ongoing basis. General contractors wishing to perform work on a project must (a) submit a completed Statement of Qualifications, (b) meet the minimum qualifications threshold, (c) be placed on the pre-qualified list and (d) submit a quotation in response to request for quotations for each project. All quotations must be hand-delivered or mailed by the contractor to the Program office and received by the quotation due date and time. Late submittals will not be accepted. Because timeliness of the project completion is critical to the success of the Program, quotations may be awarded based on the lowest responsible and responsive quotation as well as the contractor's overall ability to complete the project on time and the responsibility and qualifications of the contractor. Contractor selection and notification will occur within three business days of the quotation due date. The homeowner may request to review the submitted quotations with Program staff. Every reasonable effort is made to obtain a minimum of three quotations per project.

10. **Pre-construction Conference.** The rehabilitation specialist will conduct a pre-construction conference for all projects. This conference will include the homeowner and the selected contractor. The rehabilitation specialist will introduce the two parties, answer any questions they may have and serve as a liaison between the contractor and the homeowner. The contract and notice to proceed will be reviewed with both parties and signed at this time.

11. **Construction Inspection Process.** The rehabilitation specialist will monitor construction throughout the process and perform a final inspection to ensure that work performed meets HQS and local building code and all required code inspections have been completed. A final walk-through is done with the homeowner, at which time the homeowner will be asked to sign off on a project completion certificate indicating that work was performed to the homeowner's satisfaction and that all warranty documentation has been provided. If the homeowner refuses to sign the completion certificate, the rehabilitation specialist shall (a) note the homeowner's reasons for such refusal and (b) inspect or cause to be inspected any items the homeowner has indicated are incomplete or unsatisfactory. If, in the rehabilitation specialist's opinion, the conditions objected to by the homeowner are in conformance with the plans and properly constructed, the project shall be deemed accepted.

12. **Housing Maintenance and Education Services.** The rehabilitation specialist will educate each homeowner as to the proper use and maintenance of newly repaired or installed equipment/appliances and provide general home maintenance educational information to the homeowners regarding items such as filter replacement. The importance of budgeting for home repairs/maintenance and maintaining homeowners insurance will be stressed. All warranty information will be reviewed with the homeowner and a general home maintenance schedule will be provided. All contractors are required to provide the homeowner a two year warranty on their workmanship.

13. **Temporary Relocation Policy.** Program staff will offer temporary relocation to homeowners as needed. Temporary relocation is normally provided for through an extended-stay establishment that includes a kitchenette. All relocation costs shall be covered as part of the total maximum repair cost per unit. If the homeowner has not been relocated during the construction period, every reasonable effort is made to minimize the disruption to the homeowners' daily routines.

14. **Lead Based Paint Activities.** Program staff will follow the HUD Lead Based Paint Regulations (24 CFR 35). All homes built prior to 1978 will receive a lead based paint test and risk assessment to determine lead hazards. If hazards are present, a licensed lead abatement contractor shall perform all lead abatement work or interim controls and will obtain clearance test results. Homeowners will be provided with a copy of the *Renovate Right* brochure, any test results, risk assessment report and clearance test reports.

15. **Method of Determining Before and After Rehabilitation Value.** The rehabilitation specialist will obtain a property valuation based on comparable homes and home sales data in the area. This amount is used to determine the before rehabilitation value of the home. Once the contract is awarded, the rehabilitation cost is added to the before value of the home and compared to the current Federal Housing Administration 203(b) limits to ensure that the after rehabilitation value does not exceed 95% of this limit. The final after rehabilitation value is determined once the project is completed and the total investment amount is added to the before rehabilitation value.

17. **Construction Lien Releases.** Each performing contractor must sign a lien release upon completion of a project and prior to receiving final payment. A copy will be maintained in the homeowner's file.

18. **Loan Servicing Policy/Procedures Including Lien Releases.** This assistance is provided to the homeowner in the form of a forgivable loan for a set period of affordability based on the amount of investment. Forgivable loans are non-interest bearing and require no payments provided the homeowner maintains ownership of the home and the home remains their primary residence. The principle is reduced relative to the amount of time the owner lives in and owns the home. The lien is secured through a promissory note and deed of trust recorded against the assisted property. The City is named the beneficiary on all documents. Loan forgiveness is conditioned upon the homeowner complying with the terms of the deed of trust and promissory note. Copies of these documents are kept in the homeowner's file. The lien may be released when the homeowner (a) satisfies all the terms of this Program and the recapture period has expired or (b) pays the remaining amount due on the lien.

19. **Refinancing Policy.** Refinancing will not be allowed after completion of the rehabilitation and prior to loan repayment or expiration of the recapture period, except when the refinance results in a fixed rate loan and lowers the monthly payment. The term of the loan may be lengthened so long as it lowers the monthly payment. The City Manager or authorized designee shall, in his/her sole discretion, determine if the City will consent to subordination of the Program lien to a refinancing loan. Under no circumstances will loan subordination be allowed for refinancing that includes a *cash-out* option.

20. **Grievance and Quality Assurance Procedures.** Any grievance by the homeowner relating to construction of the improvements to his/her property as part of the Program should be addressed with the rehabilitation specialist, in writing. If the homeowner feels there has not been an acceptable resolution by the rehabilitation specialist within two weeks of the date that the written grievance was delivered to the rehabilitation specialist, the homeowner may then submit his/her grievance in writing to the City's CDBG Program Manager. The CDBG Program Manager will have ten working days to respond in writing. If response from the CDBG Program Manager is not satisfactory to the homeowner, the complaint should be forwarded in writing to the NFSD Director. The NFSD Director will have ten working days to respond in writing. If the response is still not satisfactory, the complaint shall be submitted in writing to a mutually agreed upon third party moderator for final resolution. All decisions made by the moderator will be final and binding upon the parties.

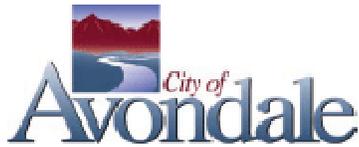
21. **Program Income.** In the event that Program staff acquires any recaptured or repayment of assisted amounts from the homeowners, it will be documented in the bi-monthly report in a current contract period or a direct notification to the ADOH. The recaptured or repayment amount will be submitted to ADOH.

22. **Pet Policy.** Pets are the sole responsibility of the homeowner during construction. Any temporary relocation of pets will be at the homeowner's expense. Pets are not allowed to be kept inside the homes receiving assistance under the Program, but they may be kept outside if the pet is cared for and contained; provided, however, that any violation of local code by the homeowner with respect to pets must be resolved. Any such violation during the application process may result in the homeowner becoming ineligible for the Program. If the homeowner fails to resolve such violation during the rehabilitation, the City may relocate the pet at the homeowner's expense.

23. **Excessive Debris/Sanitary Conditions.** To be eligible for assistance, removal of excessive debris on the property which is in violation of local code or which obstructs or causes a safety hazard will be required. If, upon initial inspection, the home is found to be unsanitary, i.e., animal feces/urine, unhealthy indoor air quality, excessive clutter which obstructs inspection, the homeowner will be required to remediate the condition of the home or face becoming ineligible for the Program. Failure to remediate will result in a Code Enforcement Citation and ineligibility for the Program.

24. **Criminal Activity/Threatening Behavior of Occupants.** The health and safety of the residents as well as the Program staff is critical. If before or during the application process, the address has been the location of any criminal activity as a result of the homeowner's occupancy or if any occupant exhibits threatening behavior toward Program staff or contractors, the property will be deemed ineligible. If such activity or threatening behavior occurs during the rehabilitation work, the City may take any steps necessary to allow for safe continuation of the rehabilitation work.

25. **Continuing Obligations.** The homeowner receiving assistance has a continuing obligation to comply with local, state and federal laws and regulations during and after the rehabilitation.



# CITY COUNCIL REPORT

**SUBJECT:**

Ordinance 1500-1112 - Annexation of Right-of-Way and Roadway Along Indian School Road Right of Way

**MEETING DATE:**

November 5, 2012

**TO:** Mayor and Council

**FROM:** Carmen Martinez, City Clerk (623) 333-1214

**THROUGH:** Charlie McClendon, City Manager

**PURPOSE:**

Staff is recommending Council adoption of an ordinance annexing a portion right-of-way along Indian School Road from El Mirage to Dysart Road which has been deannexed by the City of Litchfield Park, authorize the Mayor or City Manager and City Clerk to execute all the necessary documents including the Letter Agreement with the City of Litchfield Park to clarify changes and access to the shopping center located at the northeast corner of Indian School Road and Dysart Road and submission of the adopted ordinance to the Maricopa County Board of Supervisors for approval.

**BACKGROUND:**

On July 2, 2012, the Avondale City Council approved an Intergovernmental Agreement (IGA) with the City of Litchfield Park relating to the annexation/deannexation of the Wigwam Creek South subdivision. The IGA sets forth the multiple steps that will have to be undertaken by each jurisdiction to ultimately result in the annexation of the subdivision.

The Litchfield Park City Council subsequently approved the IGA on August 15, 2012.

**DISCUSSION:**

The first step in the IGA calls for the deannexation by the City of Litchfield Park of a portion of the annexed strip on Indian School Road between El Mirage Road and Dysart Road. As required by their Charter, the City of Litchfield Park held the first reading of the ordinance on September 19th. At that meeting, Litchfield Park Council Members raised concerns regarding future changes to the access to the shopping center located at the northeast corner of Indian School Road and Dysart Road which is to remain under the jurisdiction of the City of Litchfield Park. A Letter Agreement setting forth the procedures and requirements for approval of changes to the access to the shopping center from Indian School Road was approved by the Litchfield Park City Council on October 17, 2012. On that same date, the Litchfield Park City Council held the second reading and adopted the deannexation ordinance.

It is now Avondale's turn to adopt an ordinance annexing the right-of-way deannexed by Litchfield Park. Once adopted, both cities will submit their respective ordinance to the Maricopa County Board of Supervisors for approval. As set forth in ARS § 9-741.02, the Board of Supervisors will hold a public hearing to consider the request. Upon receiving notice of approval, Avondale may proceed with the annexation of the Wigwam Creek South subdivision.

**BUDGETARY IMPACT:**

None

**RECOMMENDATION:**

Staff is recommending Council adoption of an ordinance annexing a portion right-of-way along Indian School Road from El Mirage to Dysart Road which has been deannexed by the City of Litchfield Park, authorize the Mayor or City Manager and City Clerk to execute all the necessary documents including the Letter Agreement with the City of Litchfield Park to clarify changes and access to the shopping center located at the northeast corner of Indian School Road and Dysart Road and submission of the adopted ordinance to the Maricopa County Board of Supervisors for approval.

**ATTACHMENTS:**

Click to download

[Ordinance 1500-1112](#)

[Letter Agreement Related to Access Indian School Road](#)

**ORDINANCE NO. 1500-1112**

AN ORDINANCE OF THE COUNCIL OF THE CITY OF AVONDALE, ARIZONA, EXTENDING AND INCREASING THE CORPORATE LIMITS OF THE CITY OF AVONDALE BY ANNEXING THERETO A PORTION OF RIGHT-OF-WAY AND ROADWAY, GENERALLY LOCATED ALONG INDIAN SCHOOL ROAD EAST OF DYSART ROAD AND WEST OF EL MIRAGE ROAD.

**WHEREAS**, ARIZ. REV. STAT. § 9-741.02 provides a method for deannexation of land from one municipality and annexation to another municipality; and

**WHEREAS**, the City Council of the City of Litchfield Park adopted Ordinance No. 12-180 on October 17, 2012 deannexing certain territory within its corporate limits generally located along Indian School Road, east of Dysart Road and West of El Mirage Road, as more particularly described and depicted on Exhibit A, attached hereto and incorporated herein by reference (the “Annexation Area”); and

**WHEREAS**, said Annexation Area is contiguous to the corporate limits of the City of Avondale (the “City”); and

**WHEREAS**, it is the desire of the Council of the City of Avondale to annex said territory into the corporate limits of the City.

**NOW, THEREFORE, BE IT ORDAINED BY THE COUNCIL OF THE CITY OF AVONDALE** as follows:

SECTION 1. The recitals above are hereby incorporated as if fully set forth herein.

SECTION 2. The Annexation Area is hereby annexed into the corporate boundaries of the City, contingent upon the fulfillment of the conditions of ARIZ. REV. STAT. § 9-741.02

SECTION 3. The City Clerk is hereby authorized and directed to file a copy of this Ordinance with the Maricopa County Board of Supervisors with a request that the Board of Supervisors set a hearing date as set forth in ARIZ. REV. STAT. § 9-741.02 (D).

SECTION 4. If any provision of this Ordinance is for any reason held by any court of competent jurisdiction to be unenforceable, such provision or portion hereof shall be deemed separate, distinct and independent of all other provisions and such holding shall not affect the validity of the remaining portions of this Ordinance.

SECTION 5. The Mayor, the City Manager, the City Clerk and the City Attorney are hereby authorized and directed to take all steps necessary to carry out the purpose and intent of this Ordinance.

**PASSED AND ADOPTED** by the Council of the City of Avondale, November 5, 2012.

---

Marie Lopez Rogers, Mayor

ATTEST:

---

Carmen Martinez, City Clerk

APPROVED AS TO FORM:

---

Andrew J. McGuire, City Attorney

EXHIBIT A  
TO  
ORDINANCE NO. 1500-1112

[Legal Description and Map of Annexation Area]

See following pages

INDIAN SCHOOL ANNEXATION STRIP

LEGAL DESCRIPTION

Those portions of Section 23, Township 2 North, Range 1 West of the Gila & Salt River Meridian, Maricopa County, Arizona, described as follows:

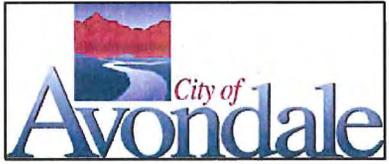
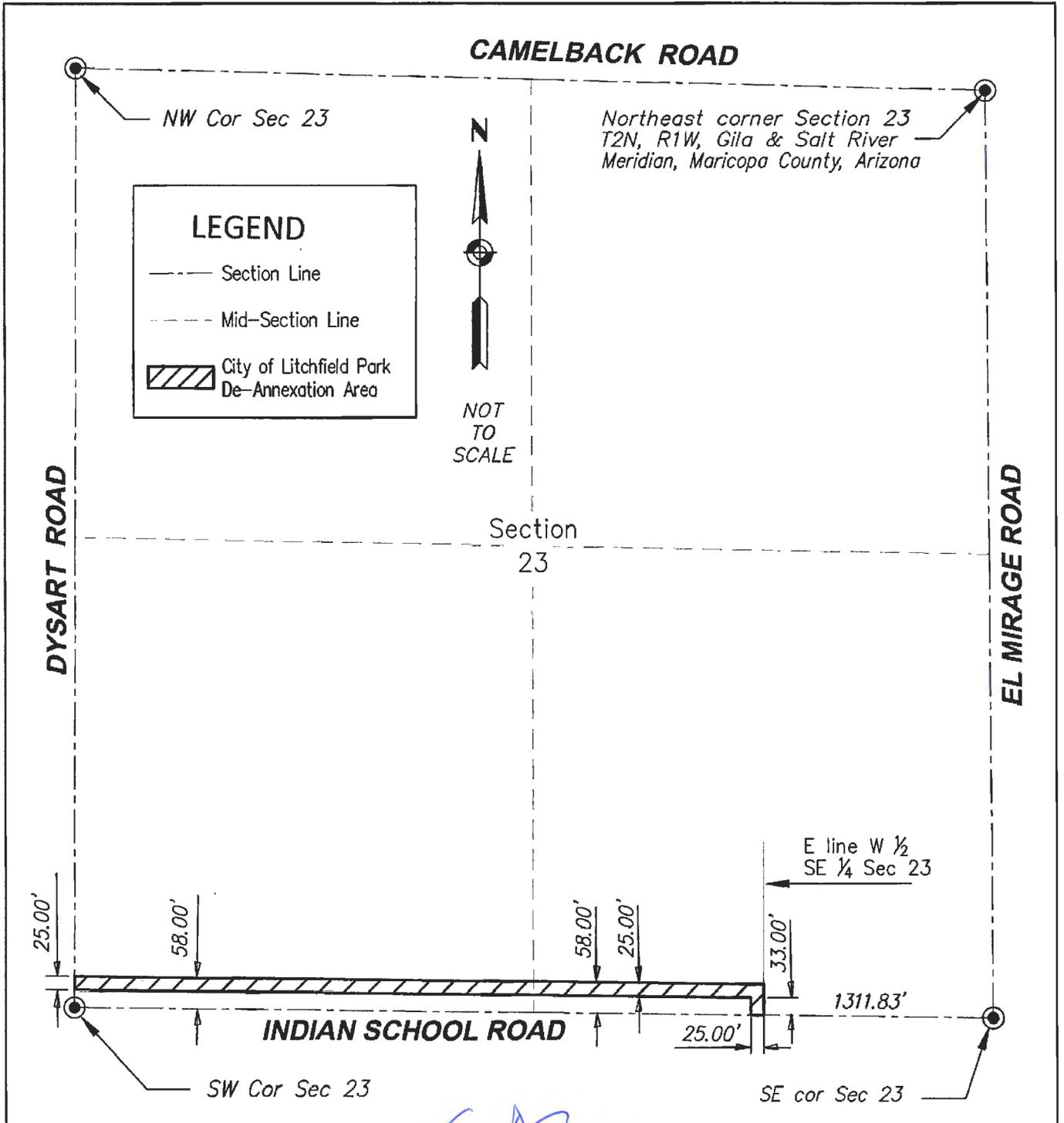
The North 25 feet of the South 58 feet of the Southwest one-quarter.

The North 25 feet of the South 58 feet of the West half of the Southeast Quarter;

The East 25 feet of the South 33 feet of the West half of the Southeast quarter.



EXPIRES *June 30, 2013*



ENGINEERING  
DEPARTMENT



Expires: 6-30-13

Indian School  
Annexation Strip  
DE-ANNEXATION/ANNEXATION EXHIBIT  
Section 23, T2N, R1W, G&SRM

DATE: 4-26-2012  
DSN: \_\_\_\_\_  
DRN: LS  
CHK: CH

PROJECT NAME  
LITCHFIELD PARK - AVONDALE  
BOUNDARY ADJUSTMENT  
PAGE: 1 of 1



THE CITY OF  
**Litchfield Park**  
DISCOVER THE PARK



Office of the Mayor

October 17, 2012

The Honorable Marie Lopez Rogers  
Mayor  
City of Avondale  
11465 W. Civic Center Drive  
Avondale, AZ 85323

Re: Intergovernmental Agreement Between the Cities of Avondale and Litchfield  
Park – Letter Agreement Related to Access to Indian School Road

Dear Mayor Lopez Rogers:

The Cities of Avondale and Litchfield Park recently entered into an Intergovernmental Agreement recorded on October 11, 2012, by the City of Litchfield Park (20120923003) related to the annexation and deannexation of certain property (the "Agreement"). Upon completion of annexation and deannexation actions contemplated by the Agreement, the entire existing right-of-way for Indian School Road from the center of the intersection of Indian School Road and Dysart Road to at least one-half mile to the east will be located within the incorporated limits of the City of Avondale. Located adjacent to the north side of that portion of Indian School Road is a shopping center anchored by an Albertsons' grocery store and consisting of APN parcels 508-07-950 through 508-07-958 (the "Albertsons' Parcel", see attached exhibit). The Albertsons' Parcel is located in the City of Litchfield Park. The Albertsons' parcel, which is fully developed, currently has four driveways connecting to Indian School Road.

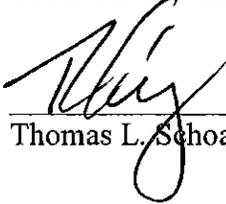
The City of Avondale agrees to not unreasonably deny a change in the current access from the Albertsons' Parcel to Indian School Road if the additional or changed access can be achieved in a safe manner in accordance with nationally recognized engineering access management standards. A change in access could result in additional driveways, the deletion of existing driveways, or the relocation of existing driveways caused by additional development or redevelopment of the Albertsons' Parcel.

The Honorable Marie Lopez Rogers  
October 17, 2012  
Letter Agreement Avondale – Litchfield Park  
Page 2 of 2

Should the City of Avondale propose changes to Indian School Road for the purpose of restricting access from the Albertsons' Parcel to Indian School Road, the City of Avondale agrees to provide a description of the proposed changes to the City of Litchfield Park City Engineer prior to constructing such changes to Indian School Road. Any changes that may restrict access to the Albertsons' Parcel shall be only for the purpose of improving safety related to one or more of the existing Alberstons' Parcel driveways. The need to improve safety shall be demonstrated to be in accordance with nationally recognized standards by an engineering analysis prepared by a qualified registered engineer retained by the City of Avondale. The City of Litchfield Park agrees to not unreasonably withhold approval of changes within the Indian School Road right-of-way that may restrict access from the Albertsons' Parcel to Indian School Road as long as the proposed changes are conclusively demonstrated to be required in order to improve access safety for one or more of the existing Alberstons' Parcel driveways.

If the City of Avondale accepts the procedures and commitments set forth in this Letter Agreement, please sign below and return the original to me.

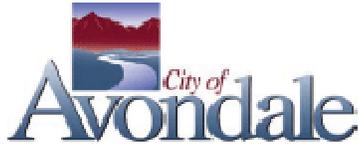
CITY OF LITCHFIELD PARK



Thomas L. Schoaf, Mayor

ACCEPTED

\_\_\_\_\_  
Marie Lopez Rogers  
Mayor of Avondale



# CITY COUNCIL REPORT

**SUBJECT:**

Designation of Voting Delegates for NLC Annual Business Meeting

**MEETING DATE:**

November 5, 2012

**TO:** Mayor and Council  
**FROM:** Carmen Martinez, City Clerk (623) 333-1214  
**THROUGH:** Charlie McClendon, City Manager

**PURPOSE:**

City Council will designate a primary and an alternate voting delegate to represent Avondale at the National League of Cities' Annual Business Meeting to be held at the conclusion of the Congress of Cities in Boston, Massachusetts on Saturday, December 1, 2012.

**BACKGROUND:**

The National League of Cities Annual Business Meeting will be held at the conclusion of the Congress of Cities and Exposition in Boston, Massachusetts on Saturday, December 1, 2012.

Based on population as of the 2010 Census, the City of Avondale is entitled to cast one vote at the meeting. The NLC bylaws require that voting delegates be officially designated by the City Council in order to be eligible to cast the City's vote at the meeting.

**DISCUSSION:**

Mayor Rogers will step up as President of the National League of Cities during this meeting and most Council Members will be in attendance. It will therefore be appropriate for the Council to accept nominations and vote to appoint one primary and one alternate voting delegate.

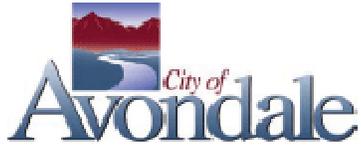
**RECOMMENDATION:**

Staff is recommending that the Council nominate and appoint a primary and an alternate voting delegate to represent Avondale at the National League of Cities' Annual Business Meeting to be held at the conclusion of the Congress of Cities in Boston, Massachusetts on December 1, 2012.

**ATTACHMENTS:**

[Click to download](#)

No Attachments Available



# CITY COUNCIL REPORT

**SUBJECT:**  
EXECUTIVE SESSION

**MEETING DATE:**  
November 5, 2012

**TO:** Mayor and Council  
**FROM:** Andrew McGuire, City Attorney (602) 257-7664  
**THROUGH:** Charlie McClendon, City Manager

**PURPOSE:**

The Council may hold an executive session pursuant to (i) Ariz. Rev. Stat. § 38-431.03 (A)(7) for discussion or consultation with City representatives in order to consider its position and instruct its representatives regarding negotiations for the acquisition of real property; and (ii) Ariz. Rev. Stat. § 38-431.03 (A)(4) for discussion or consultation with the City's Attorney in order to consider its position and instruct the City's Attorney regarding potential litigation with respect to tax matters.

**ATTACHMENTS:**

[Click to download](#)

No Attachments Available