



CITY COUNCIL AGENDA

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

WORK SESSION
December 1, 2014
6:00 PM

CALL TO ORDER BY MAYOR

1 ROLL CALL BY THE CITY CLERK

2. **LANDSCAPE GATEWAY CONCEPTS AT DYSART ROAD & MAIN STREET**

Staff will present proposed landscape gateway design concepts for City Council consideration located at the northeast corner of Dysart Rd and MC-85/Main Street. A gateway entry into the Historic Avondale District. For information, discussion and direction only.

3 **ADJOURNMENT**

Respectfully submitted,

Carmen Martinez
City Clerk

Council Members of the City of Avondale will attend either in person or by telephone conference call.

Los miembros del Concejo de la Ciudad de Avondale participaran ya sea en persona o por medio de llamada telefonica.

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 oido, o con necesidad de impresion grande o interprete, deben comunicarse con la Secretaria de la Ciudad at 623-333-1200 o TDD 623-333-0010 cuando menos dos dias habiles 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 politica 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 estos 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 ninos no sten presentes durante la grabacion de la junta. Si hay algun menor de edad presente durante la grabacion, la Ciudad dara por entendido que los padres han renunciado sus derechos de acuerdo a la ley contenida A.R.S. 1-602.A.9.



CITY COUNCIL AGENDA

SUBJECT:

Landscape Gateway Concepts at Dysart Road &
Main Street

MEETING DATE:

12/1/2014

TO: Mayor and Council**FROM:** Tracy Stevens, Development & Engineering Services Department Director**THROUGH:** David Fitzhugh, City Manager**PURPOSE:**

Staff will provide two alternatives for a proposed landscape gateway design in Historic Avondale to the City Council. Staff will present concepts and request feedback from Council.

BACKGROUND:

Within the Street Tree Master Plan, several gateway locations were identified as either a primary or secondary location to create a unique first impression when entering the City of Avondale. These gateways create a level of connection with the public and a sense of the community image to visitors, businesses, and residents. On August 4, 2014, the Street Tree Master Plan was presented to City Council. The Council advised to prepare a gateway concept, unique from the existing gateway at 99th Avenue and McDowell Road, for project consideration.

DISCUSSION:

The intersection of Dysart Road and Main Street/MC85 is a key entrance location into Historic Avondale. The northeast corner is existing City property and currently hosts Avondale monument signage with outdated branding. Main Street hosts travelers from across the region who may be unaware of the opportunity to visit our historic arts district only yards away. Improving the aesthetics of this corner will compliment the improvements along Dysart Road north of Western Avenue to create a connected corridor from Main Street north to Van Buren Street. The gateway landscaping utilizes the trees suggested in our Street Tree Master Plan complimented by the materials adopted in the Historic Avondale Design Guidelines. Materials suggested include low maintenance hardscape and landscape elements to compliment the arts district, historic neighborhood, and create a place for future wayfinding/monument signage.

BUDGET IMPACT:

Two concepts are attached for consideration by the City Council to best evaluate the investment costs for the value of a gateway to be constructed. Gateway concepts as presented are Option A at \$50,000 or a full cost implementation plan (Option B) approximately \$100,000.

As the concepts include improvements north of the Union Pacific Railroad tracks, the intent is to show those improvements only as future potential phases.

As this area currently includes trees and turf maintained by City contractors, the intent is to remove the turf and implement a low cost maintenance concept. It is estimated that these improvements will require maintenance to a similar level that is required currently. The estimated maintenance

cost for the proposed area is estimated as follows:

1. Cost of maintaining Phase 01-50K - \$515/month
2. Cost of maintaining Phase 01-100K - \$600/month

An overall increase up to \$200.00 a month.

RECOMMENDATION:

This item is presented for information, discussion, and City Council direction.

ATTACHMENTS:

Description

[Design Concepts](#)

GATEWAY CONCEPTS AT DYSART ROAD AND MAIN STREET

DUE TO ITS SIZE, THIS DOCUMENT
HAS BEEN POSTED SEPARATELY

PLEASE CLICK ON THE LINK BELOW TO VIEW

<http://www.avondale.org/DocumentCenter/View/35544>



CITY COUNCIL AGENDA

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

**REGULAR MEETING
December 1, 2014
7:00 PM**

**CALL TO ORDER BY MAYOR
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 November 17, 2014
2. Regular Meeting of November 17, 2014

b. LIQUOR LICENSE ACQUISITION OF CONTROL - FOOD CITY #83

City Council will consider a request from Mr. Michael J. Basha for approval of an application for Acquisition of Control of the Series 9 Liquor Store license to sell all spirituous liquors at Food City #83 located at 325 Main Street in Avondale. The Council will take appropriate action.

c. LIQUOR LICENSE - SERIES 3 (MICROBREWERY) - 8-BIT BREWERY

City Council will consider a request for approval of an application for a Series 3 (Microbrewery) Liquor License submitted by Mr. Ryan Scott Whitten to be used at 8-Bit Brewery located at 1050 N Fairway Drive, F101 in Avondale. The Council will take appropriate action.

d. PROFESSIONAL SERVICES AGREEMENT - ARIZONA'S CHILDREN ASSOCIATION DBA NEW DIRECTIONS INSTITUTE

City Council will consider a request to approve the Professional Services Agreement with New Directions Institute, for Play Group Facilitator Services in the amount of \$7,500 (through June 2015) and the option of renewing for up to four additional one-year terms (\$15,000 per year) at an aggregate maximum amount not to exceed \$67,500 and authorize the Mayor or City Manager and City Clerk to execute the necessary documents. The Council will take appropriate action.

e. PROFESSIONAL SERVICES AGREEMENT - NB CONSTRUCTION FOR COMMUNICATIONS TOWER

City Council will consider a request to approve a Professional Services Agreement with NB Construction for the construction and transition to a new communications tower at the Avondale Police Detention Facility for the aggregate amount of \$131,359 and authorize the Mayor or City Manager and City Clerk to execute the necessary documents. The Council will take appropriate action.

f. CONTRACT AWARD - CS CONSTRUCTION, INC. FOR DYSART RD 12KV UNDERGROUNDING

City Council will consider a request to award a Construction Contract to CS Construction, Inc. for the Dysart Road 12kv Undergrounding Public Safety Improvements in an amount of \$ 2,042,000.00 and authorize the Mayor or City Manager and City Clerk to execute the necessary documents. The Council will take appropriate action.

g. RESOLUTION 3230-1214 - INTERGOVERNMENTAL AGREEMENT - MARICOPA COUNTY FOR WORKFORCE DEVELOPMENT SERVICES

City Council will consider a resolution authorizing a First Ammendment to an Intergovernmental Agreement with the Maricopa County Human Services Department, Maricopa Workforce Connections to allow the use of the City's Executive Conference Building located at 124 S. 4th St Street in Avondale for the delivery of workforce development services for youth and authorize the Mayor or City Manager and City Clerk to execute the necessary documents. The Council will take appropriate action.

h. RESOLUTION 3231-1214 - CITY OF AVONDALE STREET TREE MASTER PLAN

City Council will consider a resolution adopting the Street Tree Master Plan to achieve the overall City goals of increased shade coverage, beautification of the community, and sustainable development. The Council will take appropriate action.

i. ORDINANCE 1563-1214 - BUILDING LEASE - TIERRA MADRE LANDSCAPE SERVICES, INC.

City Council will consider an ordinance authorizing the lease of city-owned property located at 325 N. Avondale Blvd. to Tierra Madre Landscape Services and authorize the Mayor or City Manager and City Clerk to execute the necessary documents. The Council will take appropriate action.

j. RESOLUTION 3229-1214 AND ORDINANCE 1564-1214 - AMENDMENT OF CITY CODE CHAPTER 19 AND ADOPTION OF INFILL INCENTIVE PROGRAM

City Council will consider a resolution declaring as a public record the City of Avondale Infill Incentive Program Amended and Restated January 1, 2015 and an ordinance adopting the same and amending Chapter 19 of the City Code. The Council will take appropriate action.

4 2014 DIGITAL CITIES AWARDS NAMES CITY OF AVONDALE #1

City Council will receive a report regarding the Center for Digital Government naming the City of Avondale as the #1 Digital City among its peers for a second year in the 2014 Digital Cities of America review. For information only.

5 ORDINANCE 1565-1214 GATEWAY CROSSING PAD AMENDMENT (PL-14-0066)

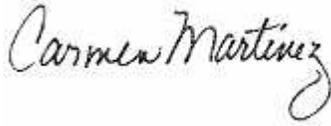
City Council will consider an ordinance approving a request by Mr. Joseph Walters, Lot 7 Gateway LLC, to amend the Gateway Crossing Planned Area Development (PAD), located at the southwest corner of 99th Avenue and McDowell Road to 1) Remove/ relocate an existing 5,500 square foot pedestrian plaza on Lot 7 (located between Hobby Lobby and Claim Jumper), and 2) Increase the total site building area from 245,568 square feet to 252,271 square feet. The Council will take appropriate action.

6 ADDENDUM TO SALES ORDER AND MAJOR ACCOUNTS AGREEMENT - ADP, LLC

City Council will consider a request to authorize the City Manager or his designee to sign the Sales Order and Major Accounts Agreement with Automated Data Processing, ADP for human resources and payroll system services conditioned upon City Council approval on December 15, 2014. The Council will take appropriate action.

7 ADJOURNMENT

Respectfully submitted,



Carmen Martinez
City Clerk

Council Members of the City of Avondale will attend either in person or by telephone conference call.

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CITY COUNCIL AGENDA

SUBJECT:

Liquor License Aquisition of Control - Food City #83

MEETING DATE:

12/1/2014

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

Staff is recommending approval of a request from Mr. Michael J. Basha for approval of an application for Acquisition of Control of the Series 9 Liquor Store license to sell all spirituous liquors at Food City #83 located at 325 Main Street in Avondale.

DISCUSSION:

The City Clerk's Department has received an application from Mr. Michael J. Basha for approval of an application for acquisition of control of the series 9 liquor license resulting from changes in their corporate structure. The required fees totaling \$1,150.00 have been paid.

The Arizona Department of Liquor License and Control has accepted the submitted application as complete. As required by state law and city ordinance, the application was posted at the location for the required period of time starting November 5, 2014 and a notice was published in the West Valley View on November 25 and 28, 2014. No comments have been received.

The Development Services, Police and Fire Departments have reviewed the application and are recommending approval. While not required by the ordinance, the application was also reviewed by the Finance Department which has determined that the Center is in good financial standing with the City. Department comments are attached.

RECOMMENDATION:

Staff is recommending approval of a request from Mr. Michael J. Basha for approval of an application for Acquisition of Control of the Series 9 Liquor Store license to sell all spirituous liquors at Food City #83 located at 325 Main Street in Avondale.

ATTACHMENTS:**Description**

[Application](#)

[Departmental Review](#)

[Vicinity Map](#)

[Posting Photos](#)

ARIZONA DEPARTMENT OF LIQUOR LICENSES & CONTROL

800 W Washington 5th Floor
 Phoenix, AZ 85007-2934
 www.azliquor.gov
 (602) 542-5141

14 SEP 4 11:19 AM

APPLICATION FOR AGENT CHANGE - ACQUISITION OF CONTROL - RESTRUCTURE

Check Appropriate Box

<input type="checkbox"/> Agent Change Complete Sections 1,2,3,4,6 (See Note 1 on back)	<input checked="" type="checkbox"/> Acquisition of Control Complete Sections 1,2, (3,4 if changing Agent), 6	<input type="checkbox"/> Restructure Complete Sections 1,2,(3,4 if changing Agent), 5,6 (See Note 2 on back)
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SECTION 1 (COMPLETE THIS SECTION FOR AGENT CHANGE, ACQUISITION OF CONTROL OR RESTRUCTURE)

1. Name (INDIVIDUAL OR EXISTING AGENT (if no agent change) OR NEW AGENT OR CORPORATE OFFICER OR L.L.C. CONTROLLING MEMBER)

BASHA MICHAEL Joseph 09074000
Last First Middle Liquor License #

2. Corporation L.L.C. N/A: BASHAS' INC Corp. File # 0044605-4
(Exactly as it appears on Articles of Inc. or Articles of Org.)

3. Business Name: Food City # 83

4. Business Address: 325 Main St Coondate Maricopa 85232
(Do not use P.O. Box Number) City COUNTY Zip

5. Is the business located within the incorporated limits of the above city or town? Yes No

6. Mailing Address: [Redacted]
City State Zip

7. Business Phone: (623) 940-2224 Residence Phone: [Redacted]

8. Does this transaction involve the sale of any portion of the corporate stock? YES NO N/A If yes, submit a certified copy of minutes.

9. Has there been any change of officers? YES NO N/A If yes, submit a certified copy of minutes.

SECTION 2 (COMPLETE THIS SECTION FOR AGENT CHANGE, ACQUISITION OF CONTROL OR RESTRUCTURE)

Each person listed in Section II must submit a personal questionnaire (Form LIC0101) and a Department approved fingerprint card which may be obtained at the Dept. A person appearing in both lists need only submit one questionnaire and fingerprint card.

1. List individual owner or partners or all directors, officers in corp., members in LLC:

Last	First	Middle	Title	Residence Address	City State Zip
See attached					
SEE AMENDMENTS					

(ATTACH ADDITIONAL SHEET(S) IF NECESSARY)

2. List stockholders or controlling members owning 10% or more of Corp/LLC:

Last	First	Middle	% Owned	Residence Address	City State Zip
See Attached					

(ATTACH ADDITIONAL SHEET(S) IF NECESSARY)

1/7/2013

Disabled individuals requiring special accommodations please call the Department

Date Received 10/1/14
 CSR MS-

ARIZONA DEPARTMENT OF LIQUOR LICENSES & CONTROL

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

14 SEP 9 11:45 AM '14

AMENDMENT

APPLICATION FOR AGENT CHANGE - ACQUISITION OF CONTROL - RESTRUCTURE

Check Appropriate Box

Agent Change
 Complete Sections 1,2,3,4,6
 (See Note 1 on back)

Acquisition of Control
 Complete Sections 1,2, (3,4 if changing Agent), 6

Restructure
 Complete Sections 1,2,(3,4 if changing Agent), 5,6
 (See Note 2 on back)

SECTION 1 (COMPLETE THIS SECTION FOR AGENT CHANGE, ACQUISITION OF CONTROL OR RESTRUCTURE)

- Name (INDIVIDUAL OR EXISTING AGENT (if no agent change) OR NEW AGENT OR CORPORATE OFFICER OR LLC, CONTROLLING MEMBER)
 BASHA, MICHAEL BASHA 09074000
Last First Middle Liquor License #
- Corporation L.L.C. N/A: BASHAS INC Corp. File #: 044605-4
(Exactly as it appears on Articles of Inc. or Articles of Org.)
- Business Name: _____
(Exactly as it appears on license)
- Business Address: _____
(Do not use P.O. Box Number) City COUNTY Zip
- Is the business located within the incorporated limits of the above city or town? Yes No.
- Mailing Address: _____
City State Zip
- Business Phone: () Residence Phone: ()
- Does this transaction involve the sale of any portion of the corporate stock? YES NO N/A If yes, submit a certified copy of minutes.
- Has there been any change of officers? YES NO N/A If yes, submit a certified copy of minutes.

SECTION 2 (COMPLETE THIS SECTION FOR AGENT CHANGE, ACQUISITION OF CONTROL OR RESTRUCTURE)

Each person listed in Section 1 must submit a personal questionnaire (Form LIC0101) and a Department approved fingerprint card which may be obtained at the Dept. A person appearing in both lists need only submit one questionnaire and fingerprint card.

1. List individual owner or partners or all directors, officers in corp., members in LLC:

Last	First	Middle	Title	Residence Address	City State Zip

(ATTACH ADDITIONAL SHEET(S) IF NECESSARY)

2. List stockholders or controlling members owning 10% or more of Corp/LLC:

Last	First	Middle	% Owned	Residence Address	City State Zip

(ATTACH ADDITIONAL SHEET(S) IF NECESSARY)

Disabled Individuals requiring special accommodations please call the Department

1/7/2013

Date Received 10/17/14
 CSR MMS

14 NOV 13 11:56 AM

ARIZONA DEPARTMENT OF LIQUOR LICENSES & CONTROL

800 W. Washington 5th Floor
Phoenix AZ 85007-2934

www.azliquor.gov
(602) 642-5141

AMENDMENT

APPLICATION FOR AGENT CHANGE - ACQUISITION OF CONTROL - RESTRUCTURE

Check Appropriate Box

Agent Change
Complete Sections 1,2,3,4,5
(See Note 1 on back)

Acquisition of Control
Complete Sections 1,2 (3,4 if changing Agent), 6

Restructure
Complete Sections 1,2 (3,4 if changing Agent), 5,6
(See Note 2 on back)

SECTION 1 (COMPLETE THIS SECTION FOR AGENT CHANGE, ACQUISITION OF CONTROL OR RESTRUCTURE)

1. Name (INDIVIDUAL OR EXISTING AGENT (if no agent change) OR NEW AGENT OR CORPORATE OFFICER OR L.L.C. CONTROLLING MEMBER)

Basha Michael Joseph 09074000
Last First Middle Liquor License #

2. Corporation L.L.C. N/A: _____ Corp. File #: _____
(Exactly as it appears on Articles of Inc. or Articles of Org.)

3. Business Name: FOOD CITY #83

4. Business Address: 323 E. MAIN STREET, AVONDALE, AZ. 85323
(Do not use P.O. Box Number) City COUNTY Zip

5. Is the business located within the incorporated limits of the above city or town? Yes No

6. Mailing Address: _____
City State Zip

7. Business Phone: (____) _____ Residence Phone: (____) _____

8. Does this transaction involve the sale of any portion of the corporate stock? YES NO N/A If yes, submit a certified copy of minutes.

9. Has there been any change of officers? YES NO N/A If yes, submit a certified copy of minutes.

SECTION 2 (COMPLETE THIS SECTION FOR AGENT CHANGE, ACQUISITION OF CONTROL OR RESTRUCTURE)

Each person listed in Section II must submit a personal questionnaire (Form LIC0101) and a Department approved fingerprint card which may be obtained at the Dept. A person appearing in both lists need only submit one questionnaire and fingerprint card.

1. List individual owner or partners or all directors, officers in corp., members in LLC:

Last	First	Middle	Title	Residence Address	City State Zip

(ATTACH ADDITIONAL SHEET(S) IF NECESSARY)

2. List stockholders or controlling members owning 10% or more of Corp/LLC:

Last	First	Middle	% Owned	Residence Address	City State Zip

(ATTACH ADDITIONAL SHEET(S) IF NECESSARY)

Disabled individuals requiring special accommodations please call the Department

1/7/2013

Date Received _____
CSR _____

1. If the corporation/L.L.C. is owned by another entity, ATTACH AN OWNERSHIP AND DIRECTOR / OFFICER / MEMBER DISCLOSURE for the parent entity. Attach additional sheets as necessary in order to disclose real people.

As an Agent, will you be physically present and operating the licensed premises? YES NO

If you answered YES, you must provide proof of attendance of a Department approved Liquor Law Training Course within the last five years before your application for Agent can be submitted. If "no" a manager with approved training must be submitted.

SECTION 4 (COMPLETE THIS SECTION FOR AGENT CHANGE)

To be completed by the INDIVIDUAL OR EXISTING AGENT OR CORPORATE OFFICER OR L.L.C. CONTROLLING MEMBER:

1. License Number: _____ Date of last renewal: _____

2. Current Licensee or Agent: _____
(Exactly as it appears on license) Last First Middle

I, _____, hereby consent to the agent appointment named herein and agree to immediately assign a new agent in the event of the death, resignation, or discharge of this agent. I also understand that if the background report shows that I, the corporation, or any officer, director, member, or stockholder have been convicted of a felony in the past five (5) years, I will immediately surrender the license to the Arizona Department of Liquor Licenses and Control and hereby waive all rights to appeal such action.

State of _____ County of _____

X _____
(Signature of INDIVIDUAL/ CORPORATE/CLUB OFFICER/MEMBER)

The foregoing instrument was acknowledged before me this

_____ day of _____
Day Month Year

My commission expires on: _____

(Signature of NOTARY PUBLIC)

SECTION 5 (COMPLETE THIS SECTION FOR RESTRUCTURE)

Is there more than one licensed premises involved? YES NO If yes, SEPARATE APPLICATIONS must be filed and fees paid for each license/location.

Type of current ownership:

- J.T.W.R.O.S.
 INDIVIDUAL
 PARTNERSHIP
 CORPORATION
 LIMITED LIABILITY CO.
 TRUST
 OTHER Explain _____

Type of new ownership:

- J.T.W.R.O.S.
 INDIVIDUAL
 PARTNERSHIP
 CORPORATION
 LIMITED LIABILITY CO.
 TRUST
 OTHER Explain _____



SECTION 6 (COMPLETE THIS SECTION FOR AGENT CHANGE, ACQUISITION OF CONTROL OR RESTRUCTURE)

To be completed by INDIVIDUAL OR EXISTING AGENT (if no agent change) OR NEW AGENT OR CORPORATE OFFICER OR L.L.C. CONTROLLING MEMBER as listed in Question 1 Section 1:

I, MICHAEL JOSEPH BASHA, hereby declare that I am the APPLICANT filing this application.
(Print full name)

have read the application and the contents and all statements are true, correct and complete.

X _____
(Signature of INDIVIDUAL OR AGENT)

State of AZ County of Maricopa

The foregoing instrument was acknowledged before me this

12 day of August 2014
Day Month Year

My commission expires on: 6/24/16

(Signature of NOTARY PUBLIC)

NOTE 1: The fee for an agent change MUST be submitted with this application: \$100.00 for the first application and \$50.00 for each additional application, not to exceed \$1,000.00. (A.R.S. 4-209.H)

NOTE 2: The \$100.00 fee for restructure/acquisition of control MUST be submitted with this application. (A.R.S. 4-209.A)

BASHAS' INC. OFFICERS

<i>TITLE</i>	<i>NAME</i>	<i>ADDRESS</i>	<i>CITY-STATE-ZIP</i>
PRESIDENT & CHIEF OPERATING OFFICER	EDWARD N. BASHA III	2618 E. Virgo Place	CHANDLER, AZ 85249
VICE PRESIDENT WAREHOUSING/DISTRIBUTION	MICHAEL J. BASHA	16213 S. 29 th Drive	PHOENIX, AZ 85045

STOCKHOLDERS

<i>STOCKHOLDERS</i>	<i>ADDRESS</i>	<i>CITY/STATE/ZIP</i>	<i>% OF OWNERSHIP</i>
EDWARD N BASHA, JR - ESTATE	15 BULLMOOSE DRIVE	CHANDLER, AZ 85224	16.49
KAREN RISHWAIN	2350 MOREING ROAD	STOCKTON, CA 95204	10.31
CONSTANCE VITALE	6658 E. INDIAN BEND ROAD	PARADISE VALLEY, AZ 85253	12.37

EDWARD N. BASHA, JR - ESTATE

EDWARD N. BASHA, JR - ESTATE
NADINE K. MATHIS - TRUSTEE

14 SEP 25 11:49 AM '96

14 SEP 4 11:00 AM

CERTIFIED COPY

MICHAEL K. JEANES, CLERK
DEP

M. Mathis

FILED

13 MAY -3 AM 10:50

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IÑIGUEZ LAW P.A.
1702 East Highland Ave., Suite 202
Phoenix, Arizona 85016
Telephone (602) 265-6016

Guadalupe Iñiguez, SBA #004217
Anthony R. Iñiguez, SBA #017283
Attorneys for Personal Representative

SUPERIOR COURT OF ARIZONA, MARICOPA COUNTY

In the Matter of the Estate of,)	No. PB2013-001397
)	
EDWARD N. BASHA JR.)	LETTERS OF PERSONAL
)	REPRESENTATIVE
Deceased.)	

NADINE KAY MATHIS is hereby appointed as Personal Representative of this Estate without restriction except as follows:

WITNESS: MAY 03 2013 20

MICHAEL K. JEANES, Clerk

Clerk of the Superior Court



M. Mathis
Deputy Clerk

The foregoing instrument is a full, true and correct copy of the original on file in this office.
I further certify that the Order/Statement appointing the
 Personal Representative Conservator Guardian
was signed on 5/3/13 and that these letters have not been revoked.

Attest 5/3/13
MICHAEL K. JEANES, Clerk of the Superior Court of the State of Arizona, in and for the County of Maricopa.
M. Mathis Deputy

CERTIFICATION OF VITAL RECORD

STATE OF ARIZONA

STATE OF ARIZONA
DEPARTMENT OF HEALTH SERVICES - OFFICE OF VITAL RECORDS
CERTIFICATE OF DEATH

State File NO. 102- 2013-013040

L.A. M. 3-20

1. DECEDENT'S LEGAL NAME (FIRST, MIDDLE, LAST) EDWARD NAJEEB BASHA JR		2. AKA'S (IF ANY)		3. DATE OF DEATH MARCH 26, 2013		
4. SEX MALE	5. SOCIAL SECURITY NUMBER	6. DATE OF BIRTH	7. AGE	8. UNDER 1 YEAR 8. MONTHS 9. DAYS 10. HOURS 11. MINUTES		
12. PLACE OF DEATH - HOSPITAL: <input checked="" type="checkbox"/> INPATIENT <input type="checkbox"/> E.R./OUTPATIENT <input type="checkbox"/> DEAD ON ARRIVAL		13. PLACE OF DEATH - OTHER THAN HOSPITAL: <input type="checkbox"/> NURSING HOME OR LONG TERM CARE FACILITY <input type="checkbox"/> RESIDENCE <input type="checkbox"/> HOSPICE FACILITY <input type="checkbox"/> OTHER				
14. FACILITY NAME (OR STREET ADDRESS IF NOT A FACILITY): BANNER GOOD SAMARITAN MEDICAL CENTER			15. CITY, TOWN & ZIP CODE OR LOCATION OF DEATH: PHOENIX 85006		16. COUNTY OF DEATH: MARICOPA	
17. BIRTH PLACE (CITY AND STATE OR FOREIGN COUNTRY): MESA, ARIZONA			18. MARITAL STATUS AT TIME OF DEATH: MARRIED		19. NAME OF SURVIVING SPOUSE (MAIDEN NAME IF WIFE): NADINE KAY MATHIS	
20. DECEDENT'S USUAL RESIDENCE STREET ADDRESS:		21. CITY AND COUNTY:		22. STATE	23. ZIP CODE	
25. WAS DECEDENT OF HISPANIC ORIGIN? <input type="checkbox"/> NO, NOT SPANISH, HISPANIC OR LATINO <input type="checkbox"/> YES, MEXICAN, MEXICAN AMERICAN, CHICANO <input type="checkbox"/> YES, PUERTO RICAN <input type="checkbox"/> YES, CUBAN <input type="checkbox"/> YES, OTHER (SPECIFY)		26. DECEDENT'S RACE(S): <input checked="" type="checkbox"/> WHITE <input type="checkbox"/> BLACK, AFRICAN AMERICAN <input type="checkbox"/> NATIVE HAWAIIAN <input type="checkbox"/> ASIAN INDIAN <input type="checkbox"/> CHINESE <input type="checkbox"/> FILIPINO <input type="checkbox"/> JAPANESE <input type="checkbox"/> GUAMANIAN OR CHAMORRO <input type="checkbox"/> KOREAN <input type="checkbox"/> VIETNAMESE <input type="checkbox"/> SAMOAN <input type="checkbox"/> AMERICAN INDIAN OR ALASKA NATIVE		27. IF AMERICAN INDIAN OR ALASKA NATIVE, SPECIFY UP TO 4 TRIBES, PRIMARY OR ENROLLED TRIBE: ADDITIONAL TRIBE: ADDITIONAL TRIBE: ADDITIONAL TRIBE:		
28. OCCUPATION: EXECUTIVE		24. EVER IN THE ARMED FORCES NO				
29. FATHER'S NAME (FIRST, MIDDLE, LAST) EDWARD NAJEEB BASHA SR			30. MOTHER'S NAME (FIRST, MIDDLE, & LAST NAME PRIOR TO FIRST MARRIAGE) ESMA ABRAHAM			
31. INFORMANT'S NAME NADINE MATHIS BASHA		32. RELATIONSHIP SPOUSE		33. INFORMANT'S MAILING ADDRESS:		
34. NAME AND ADDRESS OF FUNERAL FACILITY:			35. FUNERAL DIRECTOR:		36. LICENSE NUMBER: F1085	
37. METHOD(S) OF DISPOSITION:		38. NAME AND LOCATION OF 1st DISPOSITION FACILITY:		39. NAME AND LOCATION OF 2nd DISPOSITION FACILITY:		
MEDICAL CERTIFICATION SECTION CAUSE OF DEATH PART I						
40. A. IMMEDIATE CAUSE OF DEATH	41. APPROXIMATE INTERVAL: UNKNOWN					
42. B. DUE TO OR AS A CONSEQUENCE OF	43. APPROXIMATE INTERVAL: UNKNOWN					
44. C. DUE TO OR AS A CONSEQUENCE OF	45. APPROXIMATE INTERVAL: UNKNOWN					
46. D. DUE TO OR AS A CONSEQUENCE OF	47. APPROXIMATE INTERVAL:					
CAUSE OF DEATH PART II						
48. OTHER SIGNIFICANT CONDITIONS CONTRIBUTING TO DEATH BUT NOT RESULTING IN THE UNDERLYING CAUSES GIVEN ABOVE:		49. INJURY? NO	50. INJURY AT WORK? NO	51. MANNER OF DEATH: NATURAL DEATH	52. TIME OF DEATH: 1512	
		53. WAS AN AUTOPSY PERFORMED? YES		54. WERE AUTOPSY FINDINGS AVAILABLE TO COMPLETE THE CAUSE OF DEATH? YES		
CAUSE AND MANNER OF DEATH CERTIFICATION						
<input checked="" type="checkbox"/> Certifying Physician/Nurse Practitioner/Physician's Assistant - To the best of my knowledge, death occurred due to the cause(s) and manner stated.		55. NAME OF PERSON COMPLETING CAUSE OF DEATH: M ZUHDI JASSER, M.D.		56. DATE CERTIFIED: 04/08/2013		
<input type="checkbox"/> Medical Examiner/tribal Law Enforcement Authority - On the basis of examination, and/or investigation, in my opinion, death occurred at the time, date, and place, and due to the cause(s) and manner stated.		57. CERTIFIER'S ADDRESS: 1301 E MCDOWELL RD., STE. 202 PHOENIX, AZ 85006-2665		58. NAME OF REGISTRAR: MICHELE CASTANEDA-MARTINEZ		
				59. DATE REGISTERED: 04/01/2013		

DATE ISSUED: 04/12/2013

This is a true certification of the facts on file with the OFFICE OF VITAL RECORDS,
ARIZONA DEPARTMENT OF HEALTH SERVICES, PHOENIX, ARIZONA.
Revised 04/2010

Patricia Adams

PATRICIA ADAMS
ASSISTANT STATE REGISTRAR

Arizona
Department of
Health Services

This copy not valid unless prepared on a form displaying the State Seal and impressed with the raised seal of the Issuing agency.

ANY ALTERATION OR FRASURE VOIDS THIS DOCUMENT



WEB FORM COPY

STATE OF ARIZONA
CORPORATION COMMISSION
CORPORATION ANNUAL REPORT
& CERTIFICATE OF DISCLOSURE

AZ Corp. Commission
 03585107



DUE ON OR BEFORE 08/22/2011

FILING FEE \$48.00

PLEASE READ ALL INSTRUCTIONS. The following information is required by A.R.S. §§10-1822 & 10-1122 for all corporations organized pursuant to Arizona Revised Statutes, Title 10. The Commission's authority to prescribe this form is A.R.S. §§ 10-121(A) & 10-311(A). YOUR REPORT MUST BE SUBMITTED ON THIS ORIGINAL FORM. Make changes or corrections where necessary. Information for the report should reflect the current status of the corporation.

-0044805-4

1. **BASHAS' INC.**
PO BOX 488
CHANDLER, AZ 85244

RECEIVED
AUG 08 2011

ARIZONA CORP. COMMISSION
 CORPORATION DIVISION

Business Phone: _____ (Business phone is optional)
 State of Domicile: ARIZONA Type of Corporation: PROFIT

2.

Statutory Agent: **ANDREW ABRAHAM** Statutory Agent's Street or Physical Address, if Different:
 Mailing Address: **BURCH & GRAGGIOLO PA** Physical Address:
702 E GIBBORN RD #200 City, State, Zip:
 City, State, Zip: **PHOENIX, AZ 85014**

ACC USE ONLY

Fee \$ _____
 Penalty \$ _____
 Returned _____
 Expedite \$ _____
 Resubmit _____

If appointing a new statutory agent, the new agent MUST consent to that appointment by signing below. Note that the agent address must be in Arizona.

I, (individual) or I/We, (corporation or limited liability company) having been designated the new Statutory Agent, do hereby consent to this appointment until my removal or resignation pursuant to law.

 Signature of new Statutory Agent

 Printed Name of new Statutory Agent

3. **Secondary Address:**

(Foreign Corporations are **REQUIRED** to complete this section).

4. Check the one category below which best describes the CHARACTER OF BUSINESS of your corporation.

BUSINESS CORPORATIONS

- 1. Accounting
- 2. Advertising
- 3. Aerospace
- 4. Agriculture
- 5. Architecture
- 6. Banking/Finance
- 7. Business/Consulting
- 8. Construction
- 9. Contractor
- 10. Credit/Collection
- 11. Education
- 12. Engineering
- 13. Entertainment
- 14. General Consulting
- 15. Health Care
- 16. Healthcare
- 17. Import/Export
- 18. Insurance
- 19. Legal Services
- 20. Manufacturing
- 21. Mining
- 22. News Media
- 23. Pharmaceutical
- 24. Publishing/Printing
- 25. Publishing/Internet
- 26. Real Estate
- 27. Restaurant
- 28. Retail Sales
- 29. Sales/Marketing
- 30. Sports/Sports Events
- 31. Technology/Computer
- 32. Telecommunications
- 33. Television/Radio
- 34. Tourism/Convention Services
- 35. Transportation
- 36. Utilities
- 37. Voluntary Medical/Non-Medical Care
- 38. Other _____

NON-PROFIT CORPORATIONS

- 1. Charitable
- 2. Religious
- 3. Educational
- 4. Civic
- 5. Political
- 6. Religious
- 7. Social
- 8. Literary
- 9. Cultural
- 10. Athletic
- 11. Science/Research
- 12. Hospital/Health Care
- 13. Agricultural
- 14. Cooperative Marketing Association
- 15. Animal Husbandry
- 16. Homeowners Association
- 17. Professional, commercial, industrial or trade association
- 18. Other _____

0044805-4 BASHAS INC.

Page 2

8. CAPITALIZATION: (For-profit Corporations and Business Trusts are **REQUIRED** to complete this section.)

Business trusts must indicate the number of transferable certificates held by trustees evidencing their beneficial interest in the trust estate. PLEASE PRINT OR TYPE CLEARLY.

5a. Please examine the corporation's original Articles of Incorporation for the amount of shares authorized.

Number of Shares/Certificates Authorized	Class	Series Within Class (if any)
17,688	Common	

5b. Review all corporation amendments to determine if the original number of shares has changed. Examine the corporation's minutes for the number of shares issued.

Number of Shares/Certificates Issued	Class	Series Within Class (if any)
27,688	Common	

6. SHAREHOLDERS: (For-profit Corporations and Business Trusts are **REQUIRED** to complete this section.)

List shareholders holding more than 20% of any class of shares issued by the corporation, or having more than a 20% beneficial interest in the corporation.

None Name: Edward N. Basha, Jr. Trust Name: _____
 Name: _____ Name: _____

7. OFFICERS PLEASE TYPE OR PRINT CLEARLY. YOU MUST LIST AT LEAST ONE.

Name: <u>EDWARD N BASHA III</u>	Name: <u>DARL ANDERSEN</u>
Title: <u>VP-RETAIL OPERATIONS</u>	Title: <u>PRESIDENT & CEO</u>
Address: <u>PO BOX 488</u>	Address: <u>PO BOX 488</u>
<u>CHANDLER, AZ 85244</u>	<u>CHANDLER, AZ 85244</u>
Date taking office: <u>4/1/2004</u>	Date taking office: <u>11/9/2009</u>

Name: _____	Name: _____
Title: _____	Title: _____
Address: _____	Address: _____
_____	_____
_____	_____

Date taking office: _____ Date taking office: _____

8. DIRECTORS PLEASE TYPE OR PRINT CLEARLY. YOU MUST LIST AT LEAST ONE.

Name: <u>EDWARD N BASHA JR</u>	Name: _____
Address: <u>PO BOX 488</u>	Address: _____
<u>CHANDLER, AZ 85244</u>	_____

Date taking office: <u>1/1/2008</u>	Date taking office: _____
Name: _____	Name: _____
Address: _____	Address: _____
_____	_____
_____	_____

Date taking office: _____ Date taking office: _____

Please Enter Corporation Name: BABHAS INC.

File number -004605-4 Page 3

9. FINANCIAL DISCLOSURE (A.R.S. §10-1162(A)(6))

Nonprofits - If your annual report is due on or before September 25, 2008, you must attach a financial statement (e.g. income/expense statement, balance sheet including assets, liabilities). If your nonprofit annual report is due after September 25, 2008, a financial statement is not required. Cooperative marketing associations must in all cases submit a financial statement. All other forms of corporations are exempt from filing a financial statement no matter what date the annual report was due.

ONLY NONPROFIT CORPORATIONS MUST ANSWER THIS QUESTION:

9A. MEMBERS (A.R.S. §10-1162(A)(6))

This corporation DOES DOES NOT have members.

10. CERTIFICATE OF DISCLOSURE (A.R.S. §§ 10-202(D), 10-200(D), 10-1622(A)(6) & 10-1162(A)(7))

A. Has any person who is currently an officer, director, trustee, incorporator, or who, in a For-profit corporation, controls or holds more than 10% of the issued and outstanding common shares or 10% of any other proprietary, beneficial or membership interest in the corporation been:

1. Convicted of a felony involving a transaction in securities, consumer fraud or antitrust in any state or federal jurisdiction within the seven year period immediately preceding the execution of this certificate?
2. Convicted of a felony, the essential elements of which consisted of fraud, misrepresentation, theft by false pretenses or restraint of trade or monopoly in any state or federal jurisdiction within the seven year period immediately preceding execution of this certificate?
3. Subject to an injunction, judgment, decree or permanent order of any state or federal court entered within the seven year period immediately preceding execution of this certificate where such injunction, judgment, decree or permanent order involved the violation of:
 - (a) fraud or registration provisions of the securities laws of that jurisdiction, or
 - (b) the consumer fraud laws of that jurisdiction, or
 - (c) the antitrust or restraint of trade laws of that jurisdiction?

One box must be marked: YES NO

If "YES" to A, the following information must be submitted as an attachment to this report for each person subject to one or more of the actions stated in items 1 through 3 above.

- | | |
|---|---|
| 1. Full birth name. | 5. Date and location of birth. |
| 2. Full present name and prior names used. | 6. The nature and description of each conviction or judicial action; the date and location; the court and public agency involved; and the file or cause number of the case. |
| 3. Present home address. | |
| 4. All prior addresses for immediately preceding 7 year period. | |

B. Has any person who is currently an officer, director, trustee, incorporator, or who, in a For-profit corporation, controls or holds over 20% of the issued and outstanding common shares, or 20% of any other proprietary, beneficial or membership interest in the corporation, served in any such capacity or held a 20% interest in any other corporation on the bankruptcy or receivership of that other corporation?

One box must be marked: YES NO

If "YES" to B, the following information must be submitted as an attachment to this report for each corporation subject to the statement above.

- (a) Name and address of each corporation and the persons involved.
- (b) State(s) in which it (i) was incorporated and (ii) transacted business.
- (c) Dates of corporate operation.

11. STATEMENT OF BANKRUPTCY OR RECEIVERSHIP (A.R.S. §§ 10-1623 & 10-11623)

A. Has the corporation filed a petition for bankruptcy or appointed a receiver? **One box must be marked: YES NO**

If "Yes" to A, the following information must be submitted as an attachment to this report:

1. All officers, directors, trustees and major stockholders of the corporation within one year of filing the petition for bankruptcy or the appointment of a receiver. If a major stockholder in a corporation, the statement shall list the current president, chairman of the board of directors and major stockholders of such corporate stockholder. "Major stockholder" means a shareholder possessing or controlling twenty per cent of the issued and outstanding shares or twenty per cent of any proprietary, beneficial or membership interest in the corporation.
2. Whether any such person has been an officer, director, trustee or major stockholder of any other corporation within one year of the bankruptcy or receivership of the other corporation. If so, for each such corporation give:
 - (a) Name and address of each corporation;
 - (b) States in which it (i) was incorporated and (ii) transacted business.
 - (c) Dates of operation.

12. SIGNATURES: Annual Reports must be signed and dated by at least one duly authorized officer or they will be rejected. I declare, under penalty of perjury, that all corporate income tax returns required by Title 43 of the Arizona Revised Statutes have been filed with the Arizona Department of Revenue. I further declare under penalty of perjury that I (we) have examined this report and the certificate, including any attachments, and to the best of my (our) knowledge and belief they are true, correct and complete.

Name Darl Anderson Date 7/27/2011 Name _____ Date _____
 Signature Darl Anderson Signature _____
 Title President & CEO Title _____

(Signator(s) must be duly authorized corporate officer(s) listed in section 7 of this report.)



WEB FORM COPY

STATE OF ARIZONA CORPORATION COMMISSION CORPORATION ANNUAL REPORT & CERTIFICATE OF DISCLOSURE

AZ Corp. Commission 03979875

DUE ON OR BEFORE 06/23/2012

FLING FEE \$45.00

PLEASE READ ALL INSTRUCTIONS. The following information is required by A.R.S. §§10-1022 & 10-11022 for all corporations organized pursuant to Arizona Revised Statutes, Title 10. The Commission's authority to prescribe this form is A.R.S. §§ 10-121(A) & 10-312(A). YOUR REPORT MUST BE SUBMITTED ON THIS ORIGINAL FORM. Make changes or corrections where necessary. Information for the report should reflect the current status of the corporation.

-0044605-4

- 1. BASHAS' INC. PO BOX 488 CHANDLER, AZ 85244

RECEIVED AUG 13 2012 ARIZONA CORP COMMISSION CORPORATIONS DIVISION

Business Phone: State of Domicile: ARIZONA

(Business phone is optional)

Type of Corporation: PROFIT

2.

Statutory Agent: ANDREW ABRAHAM Mailing Address: BUNCH & CRACHOLO FA 702 E OSBORN RD #300 City, State, Zip: PHOENIX, AZ 85014

Statutory Agent's Street or Physical Address, if Different: Physical Address: City, State, Zip:

ADD LINE ONLY Fee Penalty Relations Expense Residual

If appointing a new statutory agent, the new agent MUST consent to that appointment by signing below. Note that the agent address must be in Arizona. Signature of new Statutory Agent Printed Name of new Statutory Agent

3. Secondary Address:

(Foreign Corporations are REQUIRED to complete this section).

4. Check the one category below which best describes the CHARACTER OF BUSINESS of your corporation.

BUSINESS CORPORATIONS

- 1. Accounting 2. Advertising 3. Airplane 4. Agriculture 5. Architecture 6. Bakery/Pastry 7. Barbers/Beauty 8. Bookkeeping 9. Contractor 10. Credit/Collection 11. Education 12. Engineering 13. Entertainment 14. General Consulting 15. Health Care 16. Hotel/Motel 17. Import/Export 18. Insurance 19. Legal Services 20. Manufacturing 21. Mining 22. News Media 23. Personnel 24. Printing/Publishing 25. Retail/Liquor 26. Retail Store 27. Restaurant 28. Retail Sales 29. Science/Research 30. Sports/Sporting Events 31. Technology/Computer 32. Technology/Internet 33. Television/Radio 34. Tourism/Conventions Services 35. Transportation 36. Utilities 37. Veterinary/Medical/Veteral Care 38. Other

NON-PROFIT CORPORATIONS

- 1. Charitable 2. Educational 3. Educational 4. Club 5. Fraternal 6. Religious 7. Social 8. Library 9. Cultural 10. Athletic 11. Business/Professional 12. Hospital/Health Care 13. Agricultural 14. Cooperative Marketing Association 15. Retail Hardware 16. Homeowner's Association 17. Professional, unincorporated 18. Industrial or trade association 19. Other

-0044605-4 - BASHA'S INC.

Page 2

6. CAPITALIZATION:

(For-profit Corporations and Business Trusts are **REQUIRED** to complete this section.)

Business trusts must indicate the number of transferable certificates held by trustees evidencing their beneficial interest in the trust estate. PLEASE PRINT OR TYPE CLEARLY.

6a. Please examine the corporation's original Articles of Incorporation for the amount of shares authorized.

Number of Shares/Certificates Authorized Class Series Within Class (if any)

11/14/08

Common

6b. Review all corporation amendments to determine if the original number of shares has changed. Examine the corporation's minutes for the number of shares issued.

Number of Shares/Certificates Issued Class Series Within Class (if any)

11/14/08

Common

8. SHAREHOLDERS:

(For-profit Corporations and Business Trusts are **REQUIRED** to complete this section.)

List shareholders holding more than 20% of any class of shares issued by the corporation, or having more than a 20% beneficial interest in the corporation.

Name: _____

Name: _____

NONE

Name: _____

Name: _____

7. OFFICERS: PLEASE TYPE OR PRINT CLEARLY. YOU MUST LIST AT LEAST ONE.

Name: EDWARD N BASHA III

Name: DARL ANDERSEN

Title: OTHER OFFICER

Title: PRESIDENT/CEO

Address: PO BOX 488

Address: PO BOX 488

CHANDLER, AZ 85244

CHANDLER, AZ 85244

Date taking office: 4/1/2004

Date taking office: 11/8/2008

Name: _____

Name: _____

Title: _____

Title: _____

Address: _____

Address: _____

Date taking office: _____

Date taking office: _____

8. DIRECTORS: PLEASE TYPE OR PRINT CLEARLY. YOU MUST LIST AT LEAST ONE.

Name: EDWARD N. BASHA III

Name: _____

Address: PO BOX 488

Address: _____

CHANDLER, AZ 85244

Date taking office: 4/1/2004

Date taking office: _____

Name: _____

Name: _____

Address: _____

Address: _____

Date taking office: _____

Date taking office: _____

Please Enter Corporation Name: **BASHAS' INC.**

File number **0044806-4** Page **3**

B. FINANCIAL DISCLOSURE (A.R.S. §10-11622(A)(7))

Nonprofits - If your annual report is due on or before September 25, 2008, you must submit a financial statement (e.g. income/expenses statement, balance sheet including assets, liabilities). If your nonprofit annual report is due after September 25, 2008, a financial statement is not required. Cooperative marketing associations must in all cases submit a financial statement. All other forms of corporations are exempt from filing a financial statement no matter what date the annual report was due.

ONLY NONPROFIT CORPORATIONS MUST ANSWER THIS QUESTION:

0A. MEMBERS (A.R.S. §10-11622(A)(6)) This corporation **DOES** **DOES NOT** have members.

10. CERTIFICATE OF DISCLOSURE (A.R.S. §§ 10-202(D), 10-3202(D), 10-1622(A)(8) & 10-11622(A)(7))

A. Has any person who is currently an officer, director, trustee, incorporator, or who, in a For-profit corporation, controls or holds more than 10% of the issued and outstanding common shares or 10% of any other proprietary, beneficial or membership interest in the corporation been:

- 1. Convicted of a felony involving a transaction in securities, consumer fraud or antitrust in any state or federal jurisdiction within the seven year period immediately preceding the execution of this certificate?
- 2. Convicted of a felony, the essential elements of which consisted of fraud, misrepresentation, theft by false pretenses or restraint of trade or monopoly in any state or federal jurisdiction within the seven year period immediately preceding execution of this certificate?
- 3. Subject to an injunction, judgment, decree or permanent order of any state or federal court entered within the seven year period immediately preceding execution of this certificate where such injunction, judgment, decree or permanent order involved the violation of:
 - (a) fraud or registration provisions of the securities laws of that jurisdiction, or
 - (b) the consumer fraud laws of that jurisdiction, or
 - (c) the antitrust or restraint of trade laws of that jurisdiction?

One box must be marked: YES NO

If "YES" to A, the following information must be submitted as an attachment to this report for each person subject to one or more of the actions stated in Items 1 through 3 above.

- 1. Full birth name.
- 2. Full present name and prior names used.
- 3. Present home address.
- 4. All prior addresses for immediately preceding 7 year period.
- 5. Date and location of birth.
- 6. The nature and description of each conviction or judicial action; the date and location; the court and public agency involved; and the file or cause number of the case.

B. Has any person who is currently an officer, director, trustee, incorporator, or who, in a For-profit corporation, controls or holds over 20% of the issued and outstanding common shares, or 20% of any other proprietary, beneficial or membership interest in the corporation, served in any such capacity or held a 20% interest in any other corporation on the bankruptcy or receivership of that other corporation?

One box must be marked: YES NO

If "YES" to B, the following information must be submitted as an attachment to this report for each corporation subject to the statement above.

- (a) Name and address of each corporation and the persons involved.
- (b) State(s) in which it: (i) was incorporated and (ii) transacted business.
- (c) Dates of corporate operation.

11. STATEMENT OF BANKRUPTCY OR RECEIVERSHIP (A.R.S. §§ 10-1623 & 10-11623)

A. Has the corporation filed a petition for bankruptcy or appointed a receiver? **One box must be marked: YES NO**

If "Yes" to A, the following information must be submitted as an attachment to this report:

- 1. All officers, directors, trustees and major stockholders of the corporation within one year of filing the petition for bankruptcy or the appointment of a receiver. If a major stockholder is a corporation, the statement shall list the current president, chairman of the board of directors and major stockholders of such corporate stockholder. "Major stockholder" means a shareholder possessing or controlling twenty per cent of the issued and outstanding shares or twenty per cent of any proprietary, beneficial or membership interest in the corporation.
- 2. Whether any such person has been an officer, director, trustee or major stockholder of any other corporation within one year of the bankruptcy or receivership of the other corporation. If so, for each such corporation give:
 - (a) Name and address of each corporation;
 - (b) State in which it: (i) was incorporated and (ii) transacted business.
 - (c) Dates of operation.

12. SIGNATURES: Annual Reports must be signed and dated by at least one duly authorized officer or they will be rejected.

I declare, under penalty of perjury, that all corporate income tax returns required by Title 42 of the Arizona Revised Statutes have been filed with the Arizona Department of Revenue. I further declare under penalty of perjury that I (we) have examined this report and the certificate, including any attachments, and to the best of my (our) knowledge and belief they are true, correct and complete.

Name Darl Anderson Date 8/12/2012 Name _____ Date _____
 Signature Darl Anderson Signature _____
 Title President & CEO Title _____

(Signator(s) must be duly authorized corporate officer(s) listed in section 7 of this report.)

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 state 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 OFFICE OF 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 #

09074000

(If the location is currently licensed)

1. Check appropriate box → Controlling Person (Complete Questions 1-19) Agent (Complete Questions 1-19) 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: BASHA MICHAEL JOSEPH Date of Birth: [REDACTED] (NOT a Public Record)

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

4. Place of Birth: PHOENIX, AZ, USA City State Country (not county) Height: 5'7" Weight: 160 Eyes: brn Hair: brn

5. Marital Status Single Married Divorced Widowed

6. Name of Current or Most Recent Spouse: N/A Last First Middle Maiden Date of Birth: / / (NOT a public record)

7. You are a bona fide resident of what state? AZ If Arizona, date of residency: [REDACTED]

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

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: Food City #83 Premises Phone: 623-925-1125

11. Physical Location of Licensed Premises Address: 325 S. Main St Doondale 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)
6/97	CURRENT	YP	Bashas DC 200 S. 56th Street Chandler, AZ 85226

SEE AMENDMENTS

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
12/12	CURRENT	Own	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]
10/10	12/12	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]
7/95	10/10	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]

14 OCT 1 11:49 AM '08

* Amendment

ARIZONA DEPARTMENT OF LIQUOR LICENSES & CONTROL

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

AMENDMENT

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.

Liquor License #

09704000

(If the location is currently licensed)

1. Check appropriate box → Controlling Person (Complete Questions 1-19) Agent (Complete Questions 1-19) 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: BASHA MICHAEL JOSEPH Date of Birth: [Redacted] (NOT a Public Record)

Last First Middle

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

4. Place of Birth: PHOENIX, AZ USA Height: 5'7" Weight: 160 Eyes: brn Hair: brn

City State Country (not county)

5. Marital Status: Single Married Divorced Widowed

6. Name of Current or Most Recent Spouse: N/A Date of Birth: [Redacted] (NOT a public record)

(List all for last 5 years - Use additional sheet if necessary) Last First Middle Maiden

7. You are a bona fide resident of what state? AZ If Arizona, date of residency: [Redacted]

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

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: _____ Premises Phone: _____

11. Physical Location of Licensed Premises Address: _____

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)
6/97	CURRENT	YP	Bashas DC 200 S. 56th Street Chandler, AZ 85226

ATTACH ADDITIONAL SHEET IF NECESSARY FOR EITHER SECTION

3. 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
12/12	CURRENT	OWN	[Redacted]	[Redacted]	[Redacted]	[Redacted]
10/10	12/12	OWN	[Redacted]	[Redacted]	[Redacted]	[Redacted]
7/95	10/10	OWN	[Redacted]	[Redacted]	[Redacted]	[Redacted]

14 NOV 13 11:56 AM

ARIZONA DEPARTMENT OF LIQUOR LICENSES & CONTROL

800 W Washington 5th Floor
Phoenix AZ 85007-2934
(602) 542-6141

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Liquor License #

09074000

(if the location is currently licensed)

1. Check appropriate box →

Controlling Person (Complete Questions 1-19) Controlling Person or Agent must complete #21 for a Manager	Agent (Complete All Questions <u>except</u> # 14, 14a & 21) Controlling Person or Agent must complete # 21
--	--

2. Name: Basha Michael Joseph Date of Birth: 1 / 1 / 1
Last First Middle (NOT a Public Record)

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

4. Place of Birth: _____ Height: _____ Weight: _____ Eyes: _____ Hair: _____
City State Country (not county)

5. Marital Status Single Married Divorced Widowed

6. Name of Current or Most Recent Spouse: _____ 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? _____ 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: FOOD CITY #83 Premises Phone: _____

11. Physical Location of Licensed Premises Address: 323 E. MAIN STREET, AVONDALE, AZ. 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)
	CURRENT		

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
	CURRENT					

April 16, 2012

Disabled Individuals requiring special accommodations, please call the Department (602) 542-9027

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

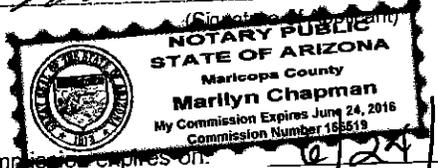
14. As a Controlling Person or Agent, will you be physically present and operating the licensed premises? YES NO
 If you answered YES, how many hrs/day? _____, and answer #14a below. If NO, skip to #15. YES NO
- 14a. Have you attended a DLLC-approved Liquor Law Training Course within the past 5 years? (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 JOSEPH BASHA, 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.

State of AZ County of Maricopa

X [Signature]
 My commission expires on: 07/24/16
 Day Month Year



The foregoing instrument was acknowledged before me this
12 day of August, 2014
 Month Year
[Signature]
 (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)

 Print Name

_____ day of _____
 Month Year

 (Signature of NOTARY PUBLIC)

My commission expires on: _____
 Day Month Year

14 SEP 22 Liv. Lic. #1157

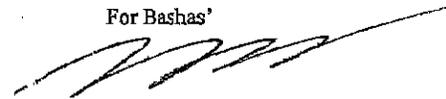
Arizona Department of Liquor License and Control
800 W. Washington - 5th Floor
Phoenix, Arizona 85007

Dear License Technician:

This communication is in answer to Questionnaire #18 for each Officer of Bashas' Inc. Listed below are violations Bashas' has received for the last two years at various locations. Violations prior to 1998 are on file at Bashas' Distribution Center, 200 S. 56th Street, Chandler, AZ 85226.

<i>DATE</i>	<i>LICENSE #</i>	<i>STORE LOCATION</i>	<i>VIOLATION</i>
February 5, 1997	09070029	Bashas' #5 3131 E. Indian School Rd, Phoenix, AZ	Sale to Minor
December 10, 1998	09110004	Bashas' #4 300 N. Florence, Casa Grande, AZ	Sale to Minor
December 17, 1998	09120003	Mercado #60 450 Grand Court Plaza Dr. Nogales, AZ	Sale to Minor
December 17, 1999	09071013	Bashas' #43 Fountain Hills, AZ	Sale to Minor
December 21, 1999	09070759	Bashas' #47 Fountain Hills, AZ	Sale to Minor
August 2, 2000	09070254	Bashas' #84 Gilbert, AZ	Sale to Minor

For Bashas'



Michael J. Basha
Agent

**SEE
AMENDMENT**

AMENDMENT

Arizona Department of Liquor License and Control
 800 W. Washington - 5th Floor
 Phoenix, Arizona 85007

Dear License Technician:

This communication is in answer to Questionnaire #17 for each Officer of Bashas' Inc. Listed below are violations Bashas' has received for the last two years at various locations. Violations prior to 1998 are on file at Bashas' Distribution Center, 200 S. 56th Street, Chandler, AZ 85226.

DATE	LICENSE #	STORE LOCATION	VIOLATION
February 5, 1997	09070029	Bashas' #5 3131 E. Indian School Rd, Phoenix, AZ	Sale to Minor
December 10, 1998	09110004	Bashas' #4 300 N. Florence, Casa Grande, AZ	Sale to Minor
December 17, 1998	09120003	Mercado #60 450 Grand Court Plaza Dr. Nogales, AZ	Sale to Minor
December 17, 1999	09071013	Bashas' #43 Fountain Hills, AZ	Sale to Minor
December 21, 1999	09070759	Bashas' #47 Fountain Hills, AZ	Sale to Minor
August 2, 2000	09070254	Bashas' #84 Gilbert, AZ	Sale to Minor

For Bashas'

Michael J. Basha
 Agent

BASHAS' LIQUOR LICENSES
9/11/2014

2	339 E. Brown Road, Mesa, AZ 85201	9070044		MARICOPA	Dec, 2014
3	3320 N. 7th Ave., Phoenix, AZ 85013	9070117		MARICOPA	Dec, 2014
4	300 N. Florence, Case Grande, AZ 85222	9110051		PINAL	Aug, 2014
7	8035 E. Indian School Rd., Scottsdale, AZ 85251	09070033S		MARICOPA	Dec, 2014
10	1342 E. Main St., Mesa, AZ 85201	9070032		MARICOPA	Dec, 2014
11	4855 E. Warner Rd., Phoenix, AZ 85044	9070039S		MARICOPA	Dec, 2014
12	2124 E. McDowell Rd., Phoenix, AZ 85006	9070034		MARICOPA	Dec, 2014
14	1954 E. McKellips Rd., Mesa, AZ 85203	9070083		MARICOPA	Dec, 2014
15	10631 N. 32nd St., Phoenix, AZ 85028	09070741S		MARICOPA	Dec, 2014
16	8423 E. McDonald Dr., Scottsdale, AZ 85250	9070027		MARICOPA	Dec, 2014
18	2700 S. Woodlands Village Blvd., Flagstaff, AZ 86001	9030045		COCONINO	May, 2015
21	1162 E. Florence Blvd., Casa Grande, AZ 85222	9110023		PINAL	Aug, 2014
22	10715 E. Apache Trail, Apache Junction, AZ 85220	9070038		MARICOPA	Dec, 2014
24	1010 E. Broadway, Needles, CA 92363	237400			Oct, 2014
25	450 E. Southern Ave., Mesa, AZ 85204	9070045		MARICOPA	Dec, 2014
26	1005 N. Arizona Ave., Chandler, AZ 85225	9070046		MARICOPA	Dec, 2014
28	160 Coffee Pot Dr., Sedona, AZ 86336	9130003S		YAVAPAI	Aug, 2014
30	3360 Andy Devine, Kingman, AZ 86401	9080004		MOHAVE	July, 2015
37	1051 E. Highway 279, Cottonwood, AZ 86326	9130004		YAVAPAI	Aug, 2014
40	2323 W. Hwy. 70, Thatcher, AZ 85552	9050015		GRAHAM	June, 2015
41	1845 N. Scottsdale Rd., Tempe, AZ 85281	9070652		MARICOPA	Dec, 2014
43	10325 E. Riggs Rd., Sun Lakes, AZ 85248	9070691		MARICOPA	Dec, 2014
46	23760 S. Power Rd., Queen Creek 85242	9070121S		MARICOPA	Dec, 2014
47	16605 E. Palisades, Fountain Hills, AZ 85268	9070759S		MARICOPA	Dec, 2014
48	1761 E. Warner Rd., Tempe, AZ 85284	9070052		MARICOPA	Dec, 2014
49	650 W. Finne Flat Rd. Camp Verde, AZ 86322	9130005		YAVAPAI	Aug, 2014
51	1122 N. Higley, Mesa, AZ 85205	9070054		MARICOPA	Dec, 2014
52	15310 N. Oracle Rd, Tucson, AZ 85739	9100144S		PIMA	Oct, 2014
53	650 N. Main, Taylor, AZ 85939	9090005		NAVAJO	May, 2015
54	Nec Highway 260 & 87 Payson, AZ 85541	9040033		GILA	June, 2015
55	275 N. Tegner St, Wickenburg, AZ 85358	9070260		MARICOPA	Dec, 2014
56	21064 W. Main Street, Buckeye, AZ 85326	9070666		MARICOPA	Dec, 2014
60	450 N. Grand Court Plaza, Nogales, AZ 85621	9120003		SANTA CRUZ	June, 2015
61	1836 S. Val Vista Dr., Mesa, AZ 85204	9070031	7070774	MARICOPA	Dec, 2014/Feb 2015
63	7141 E. Lincoln Dr., Scottsdale, AZ 85253	9070258	7070156	MARICOPA	Dec, 2014/Feb 2015
64	5017 N. Central Ave., Phoenix, AZ 85012	09070253S		MARICOPA	Dec, 2014
65	1020 Arizona Ave., Parker, AZ 85344	9150005		LA PAZ	July, 2015
66	36889 Tom Darlington Carafrae AZ 85377	1 090702741S		MARICOPA	Dec, 2014

BASHAS' LIQUOR LICENSES
9/1/2014

67	1000 N. Humphreys Blvd. #112, Flagstaff, AZ 86001	9030017		COCONINO	May, 2015
69	3923 N. Flowing Wells, Tucson, AZ 85705	9100231		PIMA	Oct, 2014
70	10105 E. Via Linda #10, Scottsdale, AZ 85258	9070261S		MARICOPA	Dec, 2014
71	6900 E. Sunrise, Tucson, AZ 85750	9100028S		PIMA	Oct, 2014
73	2864 N. Power Rd., Mesa, AZ 85215	9070042S		MARICOPA	Dec, 2014
75	23251 N. Pima Rd., Scottsdale, AZ 85255-4315	90700354		MARICOPA	Dec, 2014
77	2950 S. 6th Ave, Tucson, AZ 85713	9100215		PINAL	Oct, 2014
79	8360 N. Thornydale Rd., Tucson, AZ 85741	9100030		PIMA	Oct, 2014
82	5311 S. Superstition Mtn. Dr. Gold Canyon, AZ 85219	9110056S		PINAL	Oct, 2014
83	325 E. Main St., Avondale, AZ 85323	9074000		MARICOPA	Aug, 2014
85	1920 W. Chandler Blvd., Chandler, AZ 85224	9070478S		MARICOPA	Dec, 2014
87	7131 W. Ray Rd, Chandler, AZ 85226	9070387S		MARICOPA	Dec, 2014
88	1763 E. White Mountain Blvd., Pinetop, AZ 85935	9090037		NAVAJO	May, 2015
89	12321 W. Grand Ave., El Mirage, AZ 85335	9070259		MARICOPA	Dec, 2014
90	31311 N. Scottsdale Rd., Scottsdale, AZ 85262	9070342	7070095	MARICOPA	Dec, 2014/Feb 2015
91	105 Main Street, Bagdad, AZ 86321	9130018		YAVAPAI	Aug, 2014
92	172 Plaza, Morenci AZ 85540	9060012		GREENLEE	June, 2015
93	1450 N. Dysart Rd., Avondale, AZ 85323	9070700		MARICOPA	Dec, 2014
94	3442 W. Van Buren St., Phoenix, AZ 85009	9070644		MARICOPA	Dec, 2014
95	1940 W. Indian School Rd., Phoenix, AZ 85015	9070415		MARICOPA	Dec, 2014
96	1338-40 E. Apache Boulevard, Tempe, AZ 85281	9070112		MARICOPA	Dec, 2014
97	20745 N. Scottsdale Rd., Scottsdale, AZ 85255	9070128S		MARICOPA	Dec, 2014
99	10111 E. Bell Rd, Scottsdale, AZ 85260	9070003S		MARICOPA	Dec, 2014
100	3275 N. Swan Rd., Tucson, AZ 85712	9100131		PIMA	Oct, 2014
102	20351 N. Lake Pleasant Rd., Peoria, AZ 85382	9070395		MARICOPA	Dec, 2014
103	4239 W. McDowell Rd. #10, Phoenix, AZ 85009	9070651		MARICOPA	Dec, 2014
104	3202 E. Greenway Rd., Phoenix, AZ 85032	9070737		MARICOPA	Dec, 2014
105	3514 W. Glendale Ave., Phoenix, AZ 85051	9070255		MARICOPA	Dec, 2014
107	7227 S. Central Ave., Phoenix, AZ 85042	9070269		MARICOPA	Dec, 2014
108	1831 Kiowa Ave., Lake Havasu City, AZ 86403	9080019		MOHAVE	July, 2015
109	21044 N. John Wayne Parkway, Maricopa, AZ 85239	9110004S		PINAL	Aug, 2014
110	1133 N. Ellsworth Rd, Mesa, AZ 85207	9070473S		MARICOPA	Dec, 2014
111	85 S. Highway 92, Sierra Vista, AZ 85635	9020058		COCHISE	June, 2015
112	1300 San Antonio Ave., Douglas, AZ 85607	9020032		COCHISE	June, 2015
113	731 E. Union Hills Drive, Phoenix, AZ 85024	9070037		MARICOPA	Dec, 2014
114	1240 W. 8th St., Yuma, AZ 85364	9140038		YUMA	July, 2014
115	1477 E. Apache Trail, Apache Junction 85222	9110052		PINAL	Aug, 2014
116	3269 Maricopa Av #120	9090033S		MOHAVE	July, 2015

ARIZONA DEPARTMENT OF LIQUOR LICENSES & CONTROL

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

14 SEP 4 Lir. Dept 2011:19

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09074000

(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. Controlling Person or Agent must complete # 21

2. Name: MATHIS NADINE KAY Date of Birth: [REDACTED]
Last First Middle (NOT a Public Record)

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

4. Place of Birth: Rapid City S. Dakota USA Height: 5'7" Weight: 150 Eyes: BL Hair: BLN
City State Country (not county)

5. Marital Status Single Married Divorced Widowed

6. Name of Current or Most Recent Spouse: [REDACTED] 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? AZ If Arizona, date of residency: [REDACTED]

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

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: Food City # 83 Premises Phone: 623-925-1725

11. Physical Location of Licensed Premises Address: 325 Main St Goondale 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)
	CURRENT		

SEE AMENDMENTS

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
<u>11/1987</u>	CURRENT	OWN	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]

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Liquor License #

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(if the location is currently licensed)

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

2. Name: Mathis Nadine Key Date of Birth: 1/1/
Last First Middle (NOT a Public Record)

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

4. Place of Birth: _____ Height: _____ Weight: _____ Eyes: _____ Hair: _____
City State Country (not country)

5. Marital Status Single Married Divorced Widowed

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

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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: FOOD CITY #83 Premises Phone: _____

11. Physical Location of Licensed Premises Address: 323 E. MAIN STREET, AVONDALE, AZ. 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)
	CURRENT		

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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
	CURRENT					

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.

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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

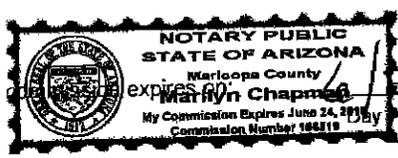
20. I, Nadine Kay Mathis, hereby declare that I am the APPLICANT/REPRESENTATIVE (print full name of Applicant) filing this questionnaire. I have read this questionnaire and all statements are true, correct and complete.

X Nadine Kay Mathis (Signature of Applicant)

State of AZ County of Maricopa

The foregoing instrument was acknowledged before me this 12 day of August 2014 Month Year

Mary E Chapman (Signature of NOTARY PUBLIC)



My commission expires on: 24 / 12 / 14 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

X _____ (Signature of Controlling Person or Agent (circle one))

_____ (Signature of NOTARY PUBLIC)

Print Name _____
My commission expires on: _____ Day Month Year

SEE AMENDMENT

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 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

14 SEP 25 11:49 AM 2015

20. I, _____, 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 _____ 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
_____ day of _____, _____
Month Year

X _____
Signature of Controlling Person or Agent (circle one)

(Signature of NOTARY PUBLIC)

Print Name

My commission expires on: _____
Day Month Year



DEPARTMENTAL REVIEW FORM

TYPE OF LICENSE:

ACQUISITION OF CONTROL – SERIES 09

ROUTING:

- POLICE DEPARTMENT
 FIRE DEPARTMENT
 FINANCE DEPARTMENT
 DEVELOPMENT SERVICES

APPLICANT'S NAME: MICHAEL JOESEPH BASHA

BUSINESS NAME: FOOD CITY #83

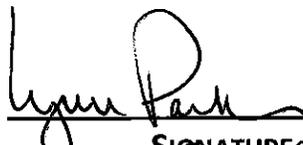
EVENT ADDRESS: 323 E MAIN STREET

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

DEPARTMENTAL COMMENTS:

APPROVED

DENIED



SIGNATURE
ASSISTANT POLICE CHIEF

TITLE

11.06.14
DATE

THIS LICENSE IS SCHEDULED FOR THE COUNCIL MEETING OF: **DEC.1, 2014**
PLEASE RETURN YOUR COMMENTS TO THE CITY CLERK'S OFFICE BY: **NOV.12, 2014**



DEPARTMENTAL REVIEW FORM

TYPE OF LICENSE:

ACQUISITION OF CONTROL – SERIES 09

ROUTING:

- POLICE DEPARTMENT
 FIRE DEPARTMENT
 FINANCE DEPARTMENT
 DEVELOPMENT SERVICES

APPLICANT'S NAME: MICHAEL JOSEPH BASHA

BUSINESS NAME: FOOD CITY #83

EVENT ADDRESS: 323 E MAIN STREET

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

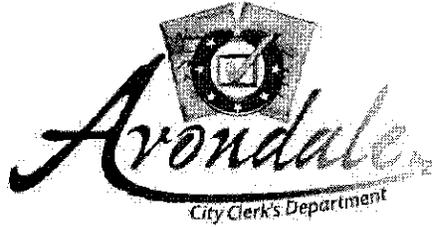
DEPARTMENTAL COMMENTS:

APPROVED
 DENIED

Jesse J. Gomez
SIGNATURE
Fire Inspector
TITLE

11/12/14
DATE

THIS LICENSE IS SCHEDULED FOR THE COUNCIL MEETING OF: **DEC.1, 2014**
PLEASE RETURN YOUR COMMENTS TO THE CITY CLERK'S OFFICE BY: **NOV.12, 2014**



DEPARTMENTAL REVIEW FORM

TYPE OF LICENSE:

ACQUISITION OF CONTROL – SERIES 09

ROUTING:

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

APPLICANT'S NAME: MICHAEL JOSEPH BASHA

BUSINESS NAME: FOOD CITY #83

EVENT ADDRESS: 323 E MAIN STREET

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

DEPARTMENTAL COMMENTS:

APPROVED
 DENIED



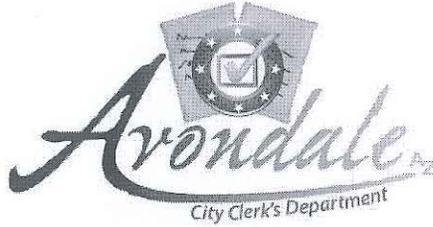
SIGNATURE
Chief Building Official

TITLE

11/6/14

DATE

THIS LICENSE IS SCHEDULED FOR THE COUNCIL MEETING OF: DEC.1, 2014
PLEASE RETURN YOUR COMMENTS TO THE CITY CLERK'S OFFICE BY: NOV.12, 2014



DEPARTMENTAL REVIEW FORM

TYPE OF LICENSE:

ACQUISITION OF CONTROL – SERIES 09

ROUTING:

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

APPLICANT'S NAME: MICHAEL JOSEPH BASHA

BUSINESS NAME: FOOD CITY #83

EVENT ADDRESS: 323 E MAIN STREET

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

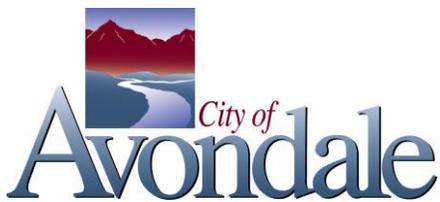
DEPARTMENTAL COMMENTS:

APPROVED
 DENIED

Benjamin Foster
SIGNATURE
Zoning Specialist
TITLE

11/6/14
DATE

THIS LICENSE IS SCHEDULED FOR THE COUNCIL MEETING OF: DEC.1, 2014
PLEASE RETURN YOUR COMMENTS TO THE CITY CLERK'S OFFICE BY: NOV.12, 2014



DEVELOPMENT SERVICES

MEMORANDUM

DATE: November 6, 2014

TO: Carmen Martinez, City Clerk

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

SUBJECT: Series 9 Liquor License – Acquisition of Control
Food City #83 – 323 E Main St

The site is located south of the southwest corner of Main St and 4th St. The building is existing.

The Acquisition of Control of a liquor license is exempt from the 300 foot separation requirement from a church, school, or fenced school recreational area.

The General Plan designates the property as Local Commercial. The site is currently zoned Community Commercial (C-2). A grocery store is a permitted use.

Staff recommends approval of this request.

Attachment: 2014 Aerial Photography
Zoning Vicinity Map

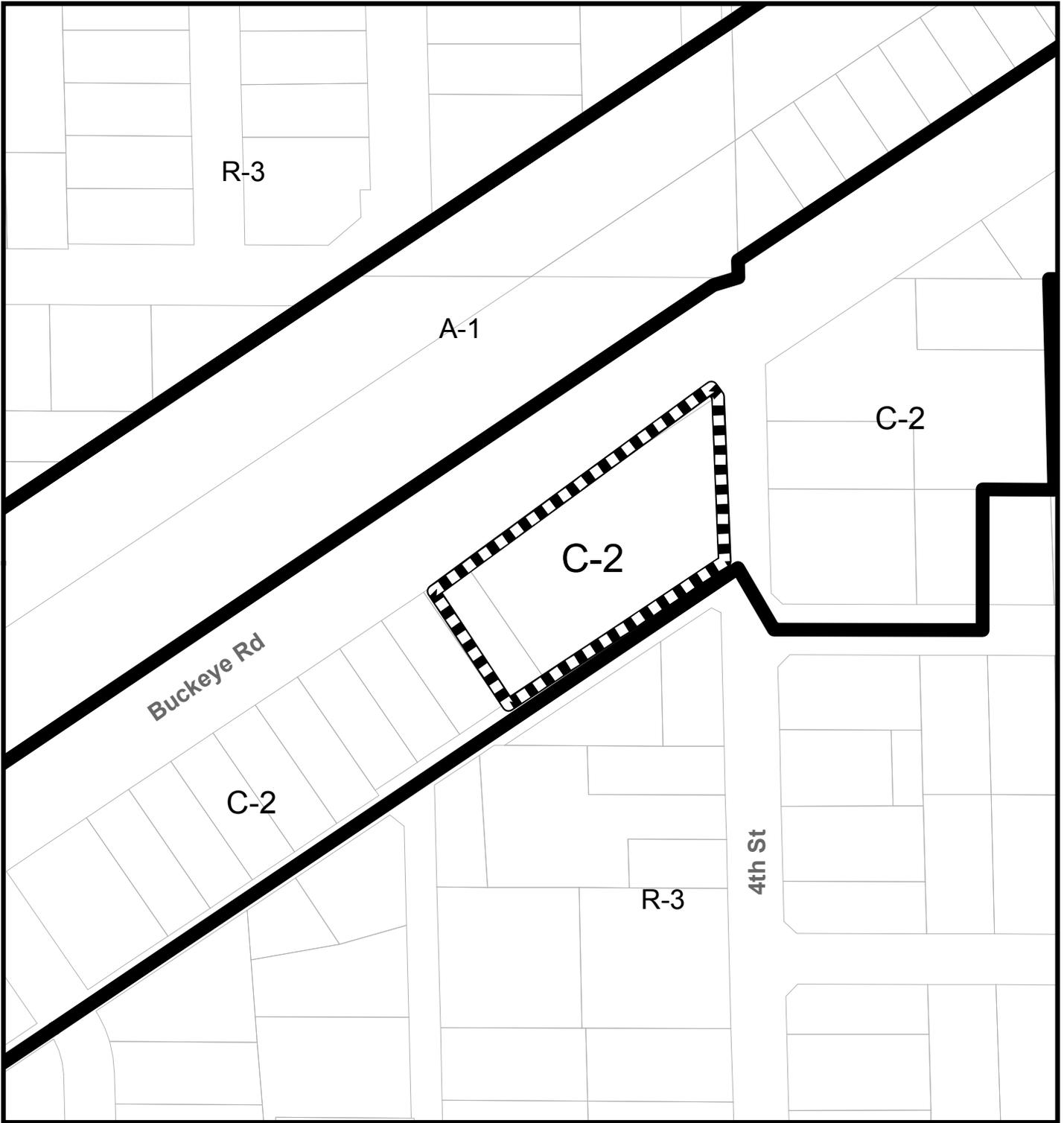


2014 Aerial Photograph



Food City #83





Zoning Vicinity Map



Food City #83





DEPARTMENTAL REVIEW FORM

TYPE OF LICENSE:

ACQUISITION OF CONTROL – SERIES 09

ROUTING:

- POLICE DEPARTMENT
 FIRE DEPARTMENT
 FINANCE DEPARTMENT
 DEVELOPMENT SERVICES

APPLICANT'S NAME: MICHAEL JOSEPH BASHA

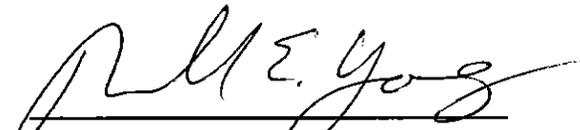
BUSINESS NAME: FOOD CITY #83

EVENT ADDRESS: 323 E MAIN STREET

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

DEPARTMENTAL COMMENTS:

- APPROVED
 DENIED

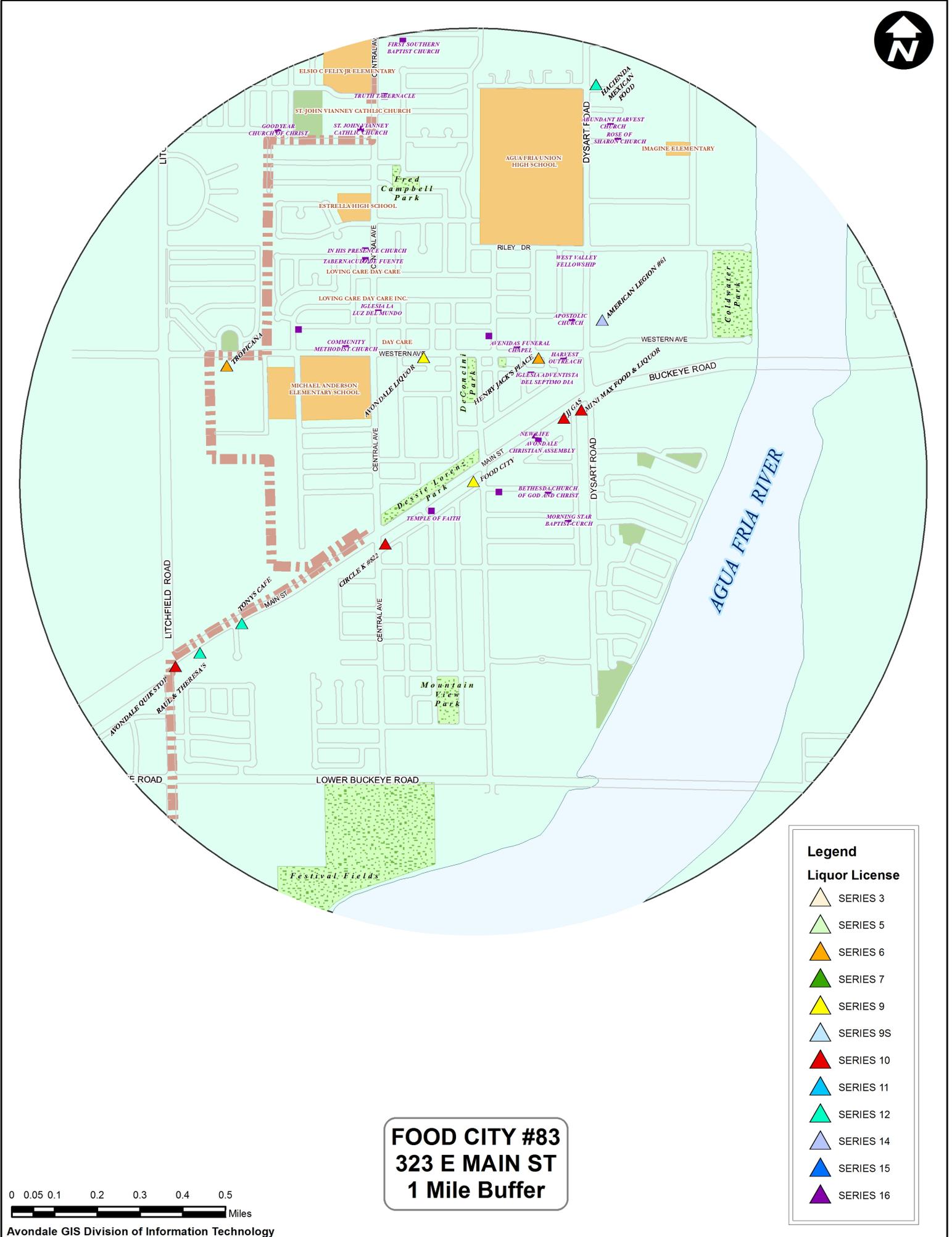


SIGNATURE
TAX SUPERVISOR

TITLE

11-5-14
DATE

THIS LICENSE IS SCHEDULED FOR THE COUNCIL MEETING OF: DEC.1, 2014
PLEASE RETURN YOUR COMMENTS TO THE CITY CLERK'S OFFICE BY: NOV.12, 2014



FOOD CITY #83
323 E MAIN ST
1 Mile Buffer



NOTICE

APPLICATION TO SELL ALCOHOLIC BEVERAGES
DATE POSTED: NOVEMBER 5, 2014

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

LOCATION: 11465 WEST CIVIC CENTER DRIVE
DATE: MONDAY, DECEMBER 1, 2014
AT 7:00 PM.

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

****SERIES 09: LIQUOR STORE LICENSE ****

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:

Food City #83
323 E. Main Street
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.

2014.11.05 10:44

ARIZONA DEPARTMENT OF LIQUOR LICENSES & CONTROL

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

14 SEP 4 11:49 AM '14

APPLICATION FOR AGENT CHANGE - ACQUISITION OF CONTROL - RESTRUCTURE

Check Appropriate Box
 Agent Change Complete Sections 1,2,3,4,5 (See Note 1 on back)
 Acquisition of Control Complete Sections 1,2, (4) (For Foreign Agents), 6
 Restructure Complete Sections 1,2,3,4,5 (Franchising Agents), 6 (See Note 1 on back)

SECTION 1 (COMPLETE THIS SECTION FOR AGENT CHANGE, ACQUISITION OF CONTROL OR RESTRUCTURE)

1. Name (INDIVIDUAL OR EXISTING AGENT (if no agent change) OR NEW AGENT OR CORPORATE OFFICER OR L.L.C. CONTROLLING MEMBER)
Last: BASHA First: MICHAEL Middle: Joseph Licor License #: 09074000
2. Corporation L.L.C. N/A. BASHA'S, INC Corp. File #: 0044605-7
3. Business Name: Food City #83
4. Business Address: 323 E Main St (Do not use P.O. Box Number) City: Avondale State: Arizona Zip: 85323
5. Is the business located within the incorporated limits of the above city or town? Yes No
6. Mailing Address: [Redacted]
7. Business Phone: 623-425-1205 Residence Phone: [Redacted]
8. Does this transaction involve the sale of any portion of the corporate stock? YES NO N/A. If yes, submit a certified copy of minutes.
9. Has there been any change of officers? YES NO N/A. If yes, submit a certified copy of minutes.

SECTION 2 (COMPLETE THIS SECTION FOR AGENT CHANGE, ACQUISITION OF CONTROL OR RESTRUCTURE)

Each person listed in Section 1 (if not submit a personal questionnaire (Form LQ0101)) and a Department approved fingerprint card which may be obtained at the Dept. A person appearing in both lists must only submit one questionnaire and fingerprint card.

1. List individual owner or partners or all directors, officers in corp., members in L.L.C.	Last	First	Middle	Title	Residence Address	City	State	Zip
	<u>See attache</u>							

(ATTACH ADDITIONAL SHEETS IF NECESSARY)

2. List stockholders or controlling members owning 10% or more of Corp./L.L.C. City, State

FOOD CITY

325 E. MAIN ST.

FREE ADMISSION

FOOD CITY

FREE ADMISSION

PERMITS presented by

Food, Music, and lots of fun for the whole family!

Friday, November 7, 8pm - 10pm
Saturday, November 8, 10am - 10pm
Sunday, November 9, 10am - 10pm
Mesa Sports Complex
2000 N. 10th Avenue Phoenix, AZ 85012



ARIZONA

TRIPPY



2014.11.05 10:46



CITY COUNCIL AGENDA

SUBJECT:

Liquor License - Series 3 (Microbrewery) - 8-Bit Brewery

MEETING DATE:

12/1/2014

TO: Mayor and Council

FROM: Carmen Martinez, City Clerk (623) 333-1214

THROUGH: David Fitzhugh, City Manager

PURPOSE:

Staff is recommending approval of an application for a Series 3 (Microbrewery) Liquor License submitted by Mr. Ryan Scott Whitten to be used at 8-Bit Brewery located at 1050 N Fairway Drive, F101 in Avondale.

DISCUSSION:

The City Clerk's Department has received an application for a Series 3 (Microbrewery) to sell beer manufactured on the premises for consumption on or off the premises and to serve beer for sampling. State law also allows Series 3 licensed establishments to make sales and deliveries of beer to persons licenses to sell beer. The application was submitted by Mr. Ryan Scott Whitten for use at 8-Bit Brewery located at 1050 N Fairway Drive, F101 in Avondale.

The required fees in the amount of \$1,350 have been paid.

As required by state law and city ordinance, the application was posted for the required period of time starting November 10, 2014 and a notice was published in the West Valley View on November 25 and 28, 2014. No comments have been received.

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

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

RECOMMENDATION:

Staff is recommending approval of an application for a Series 3 (Microbrewery) Liquor License submitted by Mr. Ryan Scott Whitten to be used at 8-Bit Brewery located at 1050 N Fairway Drive, F101 in Avondale.

ATTACHMENTS:**Description**

[Application](#)

[Departmental Review](#)

[Vicinity Map](#)

[Posting Photos](#)

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 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 1 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): 3

1. Type of License(s): Microbrewery 03073087
2. Total fees attached: \$ 135. 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. Whitten Ryan Scott
(insert one name ONLY to appear on license) Last First Middle
2. Corp./Partnership/L.L.C.: 8-Bit Brewing LLC 131053351
(Exactly as it appears on Article of Inc. or Articles of Org.)
3. Business Name: 8-Bit Brewery 131053352
(Exactly as it appears on the exterior of premises)
4. Principal Street Location: 1050 N Fairway Road Avondale Maricopa 85323
(Do not use PO Box Number) Drive St E of City County Zip
5. Business Phone: 602-696-7436 Daytime Phone: [REDACTED] mail: [REDACTED]
6. Is the business located within the incorporated limits of the above city or town? YES NO
7. Mailing Address: [REDACTED]
8. Price paid for license only bar, beer and wine, or liquor store: Type _____ \$ _____ Type _____ \$ _____

DEPARTMENT USE ONLY				
Fees:	<u>100</u>	<u>22</u> ^{#3}	<u>135.</u>	
	Application	Interim Permit	Site Inspection	Finger Prints
				TOTAL OF ALL FEES
Is Arizona Statement of Citizenship & Alien Status For State Benefits complete? <input checked="" type="checkbox"/> YES <input type="checkbox"/> NO				
Accepted by:	<u>M.S.</u>	Date:	<u>10/30/2014</u>	Lic. # <u>03073087</u>

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. _____
4. Is the license currently in use? YES NO If no, how long has it been out of use? _____

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

I, _____, declare that I am the CURRENT OWNER, AGENT, CLUB MEMBER, PARTNER,
 (Print full name)
 MEMBER, STOCKHOLDER, OR LICENSEE (circle the title which applies) of the stated license and location.

State of _____ County of _____

X _____
 (Signature)

The foregoing instrument was acknowledged before me this

My commission expires on: _____

_____ day of _____
 Day Month Year

 (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 T

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#

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.: 8-Bit Brewing LLC
 (Exactly as it appears on Articles of Incorporation or Articles of Organization)
2. Date Incorporated/Organized: ^{RW} 8/28/2013 State where Incorporated/Organized: AZ
3. AZ Corporation Commission File No.: L-1868530-6 ^{RW} Date authorized to do business in AZ: 8/28/13 ^{RW}
4. AZ L.L.C. File No: L-1868530-6 Date authorized to do business in AZ: 8/28/13
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 Zip
Whitten	Ryan	Scott	Manager	[REDACTED]	[REDACTED]

(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
Whitten	Ryan	Scott	100%	[REDACTED]	[REDACTED]

(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)

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.

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.

OCT 30 11:41 AM '24

10. I, _____, hereby authorize the department to process this application to transfer the 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 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

(Signature of NOTARY PUBLIC)

My commission expires on: _____

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

14 OCT 30 1:14 PM '03

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? _____

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: 1000 ft. Name of school Legacy Traditional School
Address 12320 W Van Buren St Avondale AZ 85323
City, State, Zip
2. Distance to nearest church: 8000 ft. Name of church First Southern Baptist Church
Address 1001 N Central Ave, Avondale AZ 85323
City, State, Zip

3. I am the: Lessee Sublessee Owner Purchaser (of premises)

4. If the premises is leased give lessors: Name _____
Address _____
City, State, Zip _____

- 4a. Monthly rental/lease rate \$ 1842.60 What is the remaining length of the lease 5 yrs. 3 mos.
- 4b. What is the penalty if the lease is not fulfilled? \$ _____ or other Remaining cost of the lease
(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)? Microbrewery w/ Tasting Room

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.

~~SEE Attached~~ Diagram Attached

14 OCT 30 11:49 AM '14

SECTION 16 Signature Block

I, Ryan Scott Whitten, 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 [Signature]
(signature of applicant listed in Section 4, Question 1)

State of ARIZONA County of MARICOPA

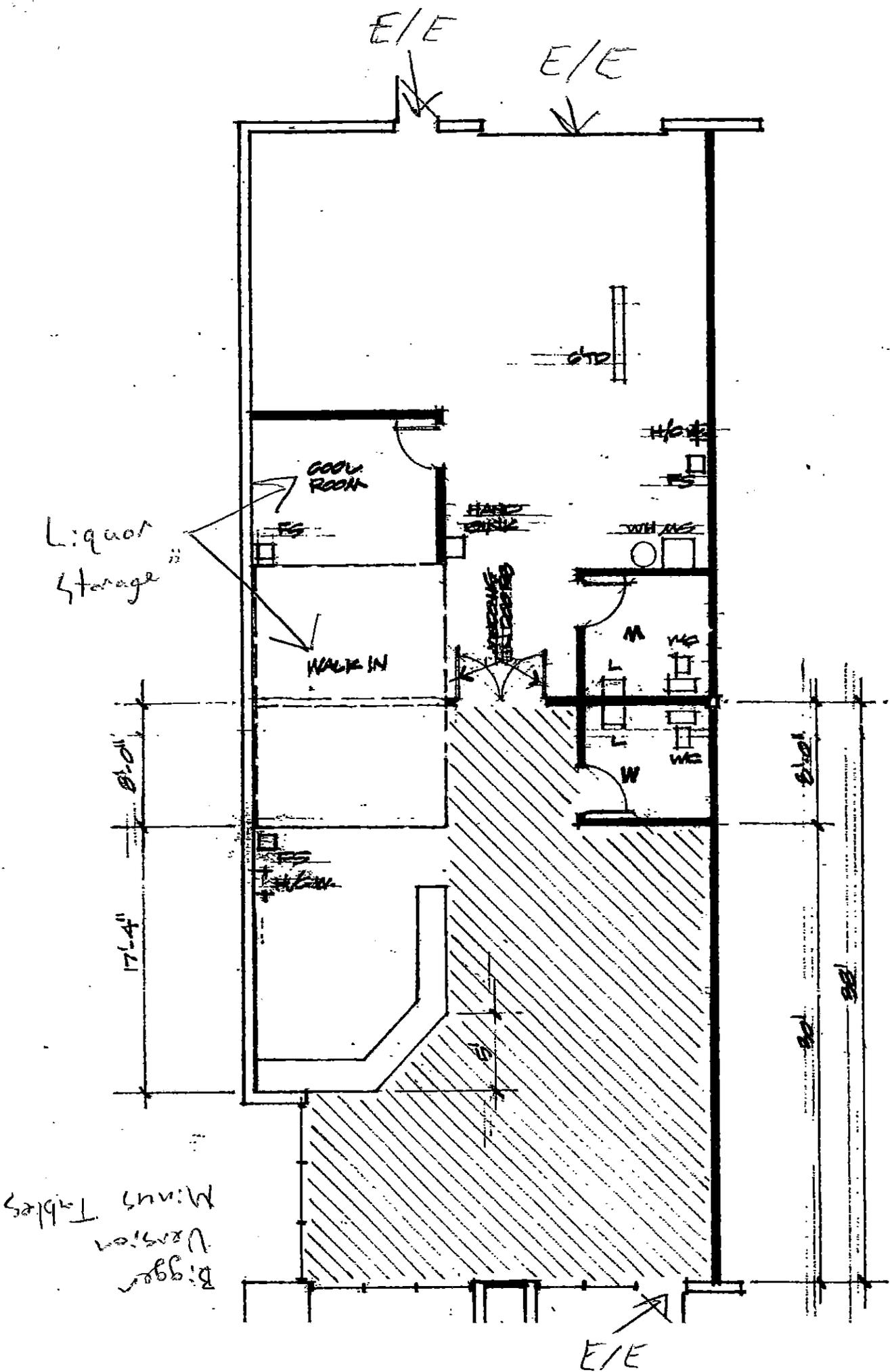
The foregoing instrument was acknowledged before me this 30 of OCTOBER, 2014
Day Month Year

My commission expires on: 1 JUNE 2017
Day Month Year

[Signature]
signature of



14 OCT 30 1147. LIC. RM 4123



AZ CORPORATION COMMISSION
FILED

AUG 21 2013

FILE NO. L18685306

AZ Corp. Commission



04383810

DO NOT WRITE ABOVE THIS LINE; RESERVED FOR A/C USE ONLY.

ARTICLES OF ORGANIZATION

Read the Instructions L0101

1. ENTITY TYPE - check only one to indicate the type of entity being formed:

LIMITED LIABILITY COMPANY

PROFESSIONAL LIMITED LIABILITY COMPANY

2. ENTITY NAME - see Instructions L0101 for naming requirements - give the exact name of the LLC:

8-Bit Brewing LLC

3. PROFESSIONAL LIMITED LIABILITY COMPANY SERVICES - If professional LLC is checked in number 1 above, describe the professional services that the professional LLC will provide (examples: law firm, accounting, medical):

4. STATUTORY AGENT - see Instructions L0101:

4.1 REQUIRED - give the name (can be an individual or an entity) and physical or street address (not a P.O. Box) in Arizona of the statutory agent:		4.2 OPTIONAL - mailing address in Arizona of Statutory Agent (can be a P.O. Box):	
Statutory Agent Name: <u>Ryan Whitten</u>			
Attention (optional):		Attention (optional):	
Address 1:		Address 1:	
Address 2 (optional):		Address 2 (optional):	
City:	State:	Zip:	City:
			State:
			Zip:
4.3 REQUIRED - the Statutory Agent Acceptance form M002 must be submitted along with these Articles of Organization.			

14 OCT 30 11:47 AM 4:23

5. ARIZONA KNOWN PLACE OF BUSINESS ADDRESS:

5.1 Is the Arizona known place of business address the same as the street address of the statutory agent? Yes - go to number 6 and continue
 No - go to number 5.2 and continue

5.2 If you answered "No" to number 5.1, give the physical or street address (not a P.O. Box) of the known place of business of the LLC in Arizona:

Attention (optional):			
Address 1:			
Address 2 (optional):			
City:	State or Province:	Zip:	
Country:			

6. DURATION - the duration or life period of the LLC is presumed to be perpetual unless one of the boxes is checked below and the corresponding blank is filled in:

- The LLC's life period will end on this date: _____ (enter a date)
- The LLC's life period will end upon the occurrence of this event _____ (describe an event)

COMPLETE NUMBER 7 OR NUMBER 8 - NOT BOTH.

- 7. MANAGER-MANAGED LLC - see Instructions L0101 - check this box If management of the LLC will be vested in a manager or managers, and complete and attach the Manager Structure Attachment form L040. The filing will be rejected if it is submitted without the attachment.
- 8. MEMBER-MANAGED LLC - see Instructions L0101 - check this box If management of the LLC will be reserved to the members, and complete and attach the Member Structure Attachment form L041. The filing will be rejected if it is submitted without the attachment.
- 9. ORGANIZERS - list the name and address, and provide the signature, of each and every organizer - minimum of one is required. If more space is needed, check this box and complete and attach the Organizer Attachment form L042.

14 OCT 30 11:49 AM 4:23

Name: Ryan Whitten

Address 1: [Redacted]

Address 2 (optional): [Redacted]

City: USA State: [Redacted] Zip: [Redacted]

Country: [Redacted]

Name: [Redacted]

Address 1: [Redacted]

Address 2 (optional): [Redacted]

City: [Redacted] State: [Redacted] Zip: [Redacted]

Country: [Redacted]

SIGNATURE - see Instructions L0101:

By checking the box marked "I accept" below, I acknowledge under penalty of perjury that this document together with any attachments is submitted in compliance with Arizona law.

I ACCEPT

Signature: [Handwritten Signature]

Printed Name: Ryan Whitten Date: 8/2/13

- IF SIGNING FOR AN ENTITY, CHECK ONE, FILL IN BLANK:**
- Corporation as Organizer - I am signing as an officer or authorized agent of a corporation and its name is: _____
 - LLC as Organizer - I am signing as a member, manager, or authorized agent of a limited liability company, and its name is: _____

SIGNATURE - see Instructions L0101:

By checking the box marked "I accept" below, I acknowledge under penalty of perjury that this document together with any attachments is submitted in compliance with Arizona law.

I ACCEPT

Signature: [Redacted]

Printed Name: _____ Date: _____

- IF SIGNING FOR AN ENTITY, CHECK ONE, FILL IN BLANK:**
- Corporation as Organizer - I am signing as an officer or authorized agent of a corporation and its name is: _____
 - LLC as Organizer - I am signing as a member, manager, or authorized agent of a limited liability company, and its name is: _____

Filing Fee: \$50.00 (regular processing)
 Expedited processing - add \$35.00 to filing fee.
 All fees are nonrefundable - see Instructions.

Mail: Arizona Corporation Commission
 Corporate Filings Section
 1300 W. Washington St., Phoenix, Arizona 85007
 Fax: 602-542-4100

Please be advised that A.C.C. forms reflect only the minimum provisions required by statute. You should seek private legal counsel for those matters that may pertain to the individual needs of your business.
 All documents filed with the Arizona Corporation Commission are public records and are open for public inspection.
 If you have questions after reading the instructions, please call 602-542-3026 or within Arizona enter 800-345-5819.

DO NOT WRITE ABOVE THIS LINE; RESERVED FOR ACC USE ONLY.

MANAGER STRUCTURE ATTACHMENT

- 1. ENTITY NAME** – give the exact name of the LLC (foreign LLCs – give name in domicile state or country):
B-B-T Brewing LLC
- 2. A.C.C. FILE NUMBER** (if known):
Find the A.C.C. file number on the upper corner of filed documents OR on our website at: <http://www.azcc.gov/Divisional/Corporations>
- 3. Check one box only to indicate what document the Attachment goes with:**
 Articles of Organization Articles of Amendment
 Application for Registration Articles of Amendment to Application for Registration
- 4. MANAGERS / MEMBERS** – give the name and address of each and every manager and list all members who own 20% or more of the profits or capital of the LLC. Members who own less than 20% may also be listed, but it is not required. Check the appropriate box or boxes below each person listed – do not check both member boxes. If more space is needed, use another Manager Structure Attachment form.

14 OCT 30 11:47 AM 4 23

Name: <u>Ryan Whitten</u>			Name:		
Address 1:			Address 1:		
Address 2 (optional):			Address 2 (optional):		
City: <u>USA</u>	State or Province:	Zip:	City:	State or Province:	Zip:
Country: <input checked="" type="checkbox"/> Manager <input type="checkbox"/> 20% or more member <input type="checkbox"/> Less than 20% member			Country: <input type="checkbox"/> Manager <input type="checkbox"/> 20% or more member <input type="checkbox"/> Less than 20% member		
Name:			Name:		
Address 1:			Address 1:		
Address 2 (optional):			Address 2 (optional):		
City:	State or Province:	Zip:	City:	State or Province:	Zip:
Country: <input type="checkbox"/> Manager <input type="checkbox"/> 20% or more member <input type="checkbox"/> Less than 20% member			Country: <input type="checkbox"/> Manager <input type="checkbox"/> 20% or more member <input type="checkbox"/> Less than 20% member		
Name:			Name:		
Address 1:			Address 1:		
Address 2 (optional):			Address 2 (optional):		
City:	State or Province:	Zip:	City:	State or Province:	Zip:
Country: <input type="checkbox"/> Manager <input type="checkbox"/> 20% or more member <input type="checkbox"/> Less than 20% member			Country: <input type="checkbox"/> Manager <input type="checkbox"/> 20% or more member <input type="checkbox"/> Less than 20% member		

DO NOT WRITE ABOVE THIS LINE; RESERVED FOR A.C.C. USE ONLY.

MEMBER STRUCTURE ATTACHMENT

1. **ENTITY NAME** – give the exact name of the LLC (foreign LLCs – give name in domicile state or country):

2. **A.C.C. FILE NUMBER** (if known):

Find the A.C.C. file number on the upper corner of filed documents OR on our website at: <http://www.azcc.gov/Divisions/Corporations>

3. **Check one box only to indicate what document this Attachment goes with:**

- Articles of Organization
- Articles of Amendment
- Application for Registration
- Articles of Amendment to Application for Registration

4. **MEMBERS** – give the name and address of all Members. If more space is needed, use another Member Structure Attachment form.

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Name			Name		
Address 1			Address 1		
Address 2 (optional)			Address 2 (optional)		
City	State or Province	Zip	City	State or Province	Zip
Country			Country		
Name			Name		
Address 1			Address 1		
Address 2 (optional)			Address 2 (optional)		
City	State or Province	Zip	City	State or Province	Zip
Country			Country		
Name			Name		
Address 1			Address 1		
Address 2 (optional)			Address 2 (optional)		
City	State or Province	Zip	City	State or Province	Zip
Country			Country		

DO NOT WRITE ABOVE THIS LINE, RESERVED FOR A.C.C. USE ONLY.

STATUTORY AGENT ACCEPTANCE

Please read Instructions **MO021**

1. **ENTITY NAME** - give the exact name in Arizona of the corporation or LLC that has appointed the Statutory Agent:

8-Bit Brewing LLC

2. **A.C.C. FILE NUMBER** (if entity is already incorporated or registered in AZ):
Find the A.C.C. file number on the upper corner of filed documents OR on our website at: <http://www.azcc.gov/Divisions/Corporations>

3. **STATUTORY AGENT NAME** - give the exact name of the Statutory Agent appointed by the entity listed in number 1 above (this will be either an individual or an entity):

Ryan Whitten

3.1 Check one box: The statutory agent is an Individual (natural person).
 The statutory agent is an Entity.

14 OCT 30 11:49 AM '13

STATUTORY AGENT SIGNATURE:

By the signature appearing below, the individual or entity named in number 3 above accepts the appointment as statutory agent for the entity named in number 1 above, and acknowledges that the appointment is effective until the entity replaces the statutory agent or the statutory agent resigns, whichever occurs first.

By checking the box marked "I accept" below, I acknowledge under penalty of perjury that this document together with any attachments is submitted in compliance with Arizona law.

I ACCEPT

[Signature]
Signature

Ryan Whitten
Printed Name

8/21/13
Date

REQUIRED - check only one:

<input checked="" type="checkbox"/> Individual as statutory agent: I am signing on behalf of myself as the individual	<input type="checkbox"/> Entity as statutory agent: I am signing on behalf of the entity named as statutory agent, and I am authorized to act for that entity.
--	---

Filing Fee: none (regular processing) Expedited processing - (available only if this form is submitted by first) add \$35.00 to filing fee. All fees are nonrefundable - see Instructions.	Mail: Arizona Corporation Commission - Corporate Filings Section 1300 W. Washington St., Phoenix, Arizona 85007 Fax: 602-542-4100
---	---

Please be advised that A.C.C. forms reflect only the minimum provisions required by statute. You should seek private legal counsel for those matters that may pertain to the individual needs of your business.
All documents filed with the Arizona Corporation Commission are public records and are open for public inspection.
If you have questions after reading the Instructions, please call 602-542-3026 or (within Arizona only) 800-345-5219.

ARIZONA DEPARTMENT OF LIQUOR LICENSES & CONTROL

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

QUESTIONNAIRE

P1072633

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.

Liquor License #

03073087

(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: Whitten Ryan Scott Date of Birth: [Redacted] (NOT a Public Record)

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

4. Place of Birth: [Redacted] Height: 5'10" Weight: 170 Eyes: Brown Hair: Brown

5. Marital Status Single Married Divorced Widowed

6. Name of Current or Most Recent Spouse: Whitten Krystina Elisa Hastings Date of Birth: [Redacted] (List all for last 5 years - Use additional sheet if necessary)

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

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

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: 8-Bit Brewery Premises Phone: 602-696-7636

11. Physical Location of Licensed Premises Address: 1050 N Fairway Dr F-101 Avondale Maricopa 85333

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)
7/2007	CURRENT	Web Hosting	Endurance International Group 1500 N. Priest Ave Tempe AZ 85284

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
5/2009	CURRENT	OWN	[Redacted]	[Redacted]	[Redacted]	[Redacted]

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? 24 5, 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, Ryan Scott Whitten, 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 30 day of OCTOBER, 2014

My commission expires on: 1 JUNE 2017
Day Month Year

[Signature]
OFFICIAL SEAL
ROBERT ION BEDIENT
Notary Public, State of Arizona
MARICOPA COUNTY
My Comm. Expires June 1, 2017

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 ARIZONA County of MARICOPA

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

14 OCT 30 11:41 AM '14

July 2nd 2006

Question #15

I was cited with Failure to Control my vehicle due to being involved in a low speed collision where I hit my brakes and slid into the rear of the car in front of me. I went to traffic school for this and did not go to court

Tom W. 

14 OCT 30 11P. LIC. RM 4 23

Certificate # JR112314-1

<input type="checkbox"/>	On-sale
<input type="checkbox"/>	Off-sale
<input checked="" type="checkbox"/>	On- and off-sale

Certificate of Completion
For
Title 4 **BASIC** Liquor Law Training

A Certificate of Completion must be on a form provided by the Arizona Department of Liquor. Certificates are completed by a state-approved training provider and, when issued, the Certificate is signed by the course participant.

The State requires BASIC Title 4 training only as a prerequisite for MANAGEMENT Title 4 training or as a result of a liquor law violation. Persons required to have BASIC Title 4 training are listed at the base of this Certificate. Licensees sometimes require BASIC Title 4 Training a condition of employment.

A replacement Certificate of Completion for Title 4 training must be available through the training provider for two years after the training completion date.

Student Information

Ryan Scott Whitten

Full Name (please print)

[Signature]

Signature

11-23-2014

Training Completion Date

11-23-2017

Certificate Expiration Date
(three years from completion date)

Training Provider Information

AATF – All-Star Alcohol Awareness

Company Name

P.O. Box 6252, Chandler, Arizona 85246

Mailing Address

(480) 664-0389

Daytime Contact Phone Number

Jared Repinski

Instructor Name (please print)

I, Jared Repinski, certify that the above named individual did successfully complete

Title 4 BASIC Training in accordance with A.R.S. §4-112(G)(2) and Arizona Administrative Code (A.A.C.) R19-1-103 using training course content and materials approved by the Arizona Department of Liquor Licenses and Control. I understand that misuse of this Certificate of Completion can result in the revocation of State-approval for the Title 4 Training Provider named in this section as provided by A.A.C. R19-1-103(E) and (F).

[Signature]

Instructor Signature

23 / 11 / 2014

Day Mo Year

Persons required to complete BASIC & MANAGEMENT Title 4 training: 1) owner(s) actively involved in the daily business operations of a liquor-licensed business of a series listed below
2) licensees, agents and managers actively involved in the daily business operations of a liquor-licensed business of a series listed below

- | | | | |
|----------------------------------|----------------------------------|--------------------------|--------------------------------------|
| In-state Microbrewery (series 3) | Government (series 5) | Bar (series 6) | Beer & Wine Bar (series 7) |
| Conveyance (series 8) | Liquor Store (series 9) | Private Club (series 14) | Hotel/Motel w/restaurant (series 11) |
| Restaurant (series 12) | In-state Farm Winery (series 13) | | Beer & Wine Store (series 10) |

Liquor license applications (initial and renewal) are not complete until valid Certificates of Completion for all required persons have been submitted to the Department of Liquor.

The questionnaire (which designates a manager to a location) and the agent change form (which assigns a new agent to active liquor licenses) are not complete until valid Certificates of Completion for all required persons have been submitted to the Department of Liquor.

14 NOV 24 11:13 AM '14

Certificate # JR12314-1

Certificate of Completion
For
Title 4 **MANAGEMENT** Liquor Law Training

A Certificate of Completion must be on a form provided by the Arizona Department of Liquor. Certificates are completed by a state-approved training provider and, when issued, the Certificate is signed by the course participant.

Basic Title 4 training is a prerequisite for MANAGEMENT Title 4 training. A valid Certificate of Completion for BASIC Title 4 training must be on file at the Department of Liquor and satisfactory completion of a State-approved BASIC Title 4 course must be verified by the training provider prior to issuing a Certificate of Completion for MANAGEMENT Title 4 training.

A replacement Certificate of Completion for Title 4 training must be available through the training provider for two years after the training completion date.

Student Information

Ryan Scott Whitten
Full Name (please print)

[Signature]
Signature

11-23-2014
Training Completion Date

11-23-2017
Certificate Expiration Date
(three years from completion date)

Training Provider Information

AATF - All-Star Alcohol Awareness

Company Name

P.O. Box 6252, Chandler, Arizona 85246

Mailing Address

(480) 664-0389

Daytime Contact Phone Number

I, Jared Repinski, certify that the above named individual did successfully complete
Instructor Name (please print)

Title 4 MANAGEMENT Training in accordance with A.R.S. §4-112(G)(2) and Arizona Administrative Code (A.A.C.)R19-1-103 using training course content and materials approved by the Arizona Department of Liquor Licenses and Control. I understand that misuse of this Certificate of Completion can result in the revocation of State-approval for the Title 4 Training Provider named in this section as provided by A.A.C. R19-1-103(E) and (F).

[Signature]
Instructor Signature

23 / 11 / 2014
Day Mo Year

Persons required to complete BASIC & MANAGEMENT Title 4 training: 1) owner(s) actively involved in the daily business operations of a liquor-licensed business of a series listed below
2) licensees, agents and managers actively involved in the daily business operations of a liquor-licensed business of a series listed below

In-state Microbrewery (series 3)
Conveyance (series 8)
Restaurant (series 12)

Government (series 5)
Liquor Store (series 9)
In-state Farm Winery (series 13)

Bar (series 6)
Private Club (series 14)

Beer & Wine Bar (series 7)
Hotel/Motel w/restaurant (series 11)
Beer & Wine Store (series 10)

Liquor license applications (initial and renewal) are not complete until valid Certificates of Completion for all required persons have been submitted to the Department of Liquor.

The questionnaire (which designates a manager to a location) and the agent change form (which assigns a new agent to active liquor licenses) are not complete until valid Certificates of Completion for all required persons have been submitted to the Department of Liquor.

July 11, 2013

14 NOV 24 11:49 AM '14



DEPARTMENTAL REVIEW FORM

TYPE OF LICENSE:

SERIES 03 –(IN STATE) MICROBREWERY

ROUTING:

- POLICE DEPARTMENT
 FIRE DEPARTMENT
 FINANCE DEPARTMENT
 DEVELOPMENT SERVICES

APPLICANT'S NAME: RYAN SCOTT WHITTEN

BUSINESS NAME: 8-BIT BREWERY

BUSINESS ADDRESS: 1050 N. FAIRWAY DRIVE, F-101

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

DEPARTMENTAL COMMENTS:

- APPROVED
 DENIED

Lynn Park
SIGNATURE
ASSISTANT POLICE CHIEF
TITLE

11.14.14
DATE

THIS LICENSE IS SCHEDULED FOR THE COUNCIL MEETING OF: **DEC. 1, 2014**
PLEASE RETURN YOUR COMMENTS TO THE CITY CLERK'S OFFICE BY: **NOV. 18, 2014**



DEPARTMENTAL REVIEW FORM

TYPE OF LICENSE:

SERIES 03 —(IN STATE) MICROBREWERY

ROUTING:

POLICE DEPARTMENT

FIRE DEPARTMENT

FINANCE DEPARTMENT

DEVELOPMENT SERVICES

APPLICANT'S NAME: RYAN SCOTT WHITTEN

BUSINESS NAME: 8-BIT BREWERY

BUSINESS ADDRESS: 1050 N. FAIRWAY DRIVE, F-101

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

DEPARTMENTAL COMMENTS:

APPROVED
 DENIED

Jose G. Gomez
SIGNATURE
Fire Inspector
TITLE

11/2/14
DATE

THIS LICENSE IS SCHEDULED FOR THE COUNCIL MEETING OF: DEC. 1, 2014
PLEASE RETURN YOUR COMMENTS TO THE CITY CLERK'S OFFICE BY: NOV. 18, 2014



DEPARTMENTAL REVIEW FORM

TYPE OF LICENSE:

SERIES 03 –(IN STATE) MICROBREWERY

ROUTING:

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

APPLICANT'S NAME: RYAN SCOTT WHITTEN

BUSINESS NAME: 8-BIT BREWERY

BUSINESS ADDRESS: 1050 N. FAIRWAY DRIVE, F-101

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

DEPARTMENTAL COMMENTS:

- APPROVED
- DENIED

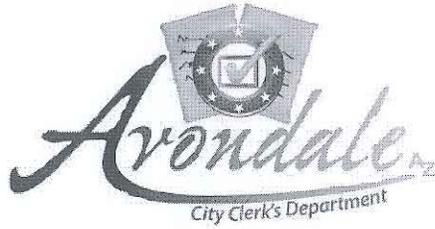


SIGNATURE


TITLE

11/13/14
DATE

THIS LICENSE IS SCHEDULED FOR THE COUNCIL MEETING OF: DEC. 1, 2014
PLEASE RETURN YOUR COMMENTS TO THE CITY CLERK'S OFFICE BY: NOV. 18, 2014



DEPARTMENTAL REVIEW FORM

TYPE OF LICENSE:

SERIES 03 —(IN STATE) MICROBREWERY

ROUTING:

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

APPLICANT'S NAME: RYAN SCOTT WHITTEN

BUSINESS NAME: 8-BIT BREWERY

BUSINESS ADDRESS: 1050 N. FAIRWAY DRIVE, F-101

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

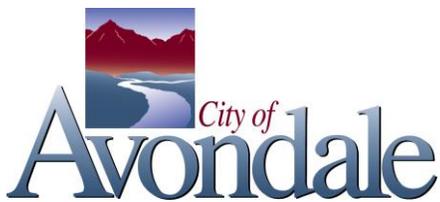
DEPARTMENTAL COMMENTS:

- APPROVED
 DENIED

[Handwritten Signature]
SIGNATURE
Zoning Specialist
TITLE

11/17/14
DATE

THIS LICENSE IS SCHEDULED FOR THE COUNCIL MEETING OF: DEC. 1, 2014
PLEASE RETURN YOUR COMMENTS TO THE CITY CLERK'S OFFICE BY: NOV. 18, 2014



DEVELOPMENT SERVICES

MEMORANDUM

DATE: November 17, 2014

TO: Carmen Martinez, City Clerk

PREPARED BY: Jennifer Fostino, Zoning Specialist

SUBJECT: Series 3 Liquor License - Microbrewery
8-Bit Brewery – 1050 N Fairway Dr, F-101

The site is generally located north of the northwest corner of Fairway Drive and Van Buren Street. The building is existing.

State Statute requires a Series 3 liquor license to be separated a minimum of 300 feet from K-12 schools or church buildings. It also requires 300 feet from fenced recreational areas that are part of a school building. There are no church buildings, K-12 school buildings, or fenced recreational areas associated with K-12 schools within 300-feet of the proposed site.

The General Plan designates the property as Business Park and the current zoning is Planned Area Development (PAD). A microbrewery is an allowable use within the PAD.

Staff recommends approval of this request.

Attachment: 2014 Aerial Photography
Zoning Vicinity Map
300 Foot Separation

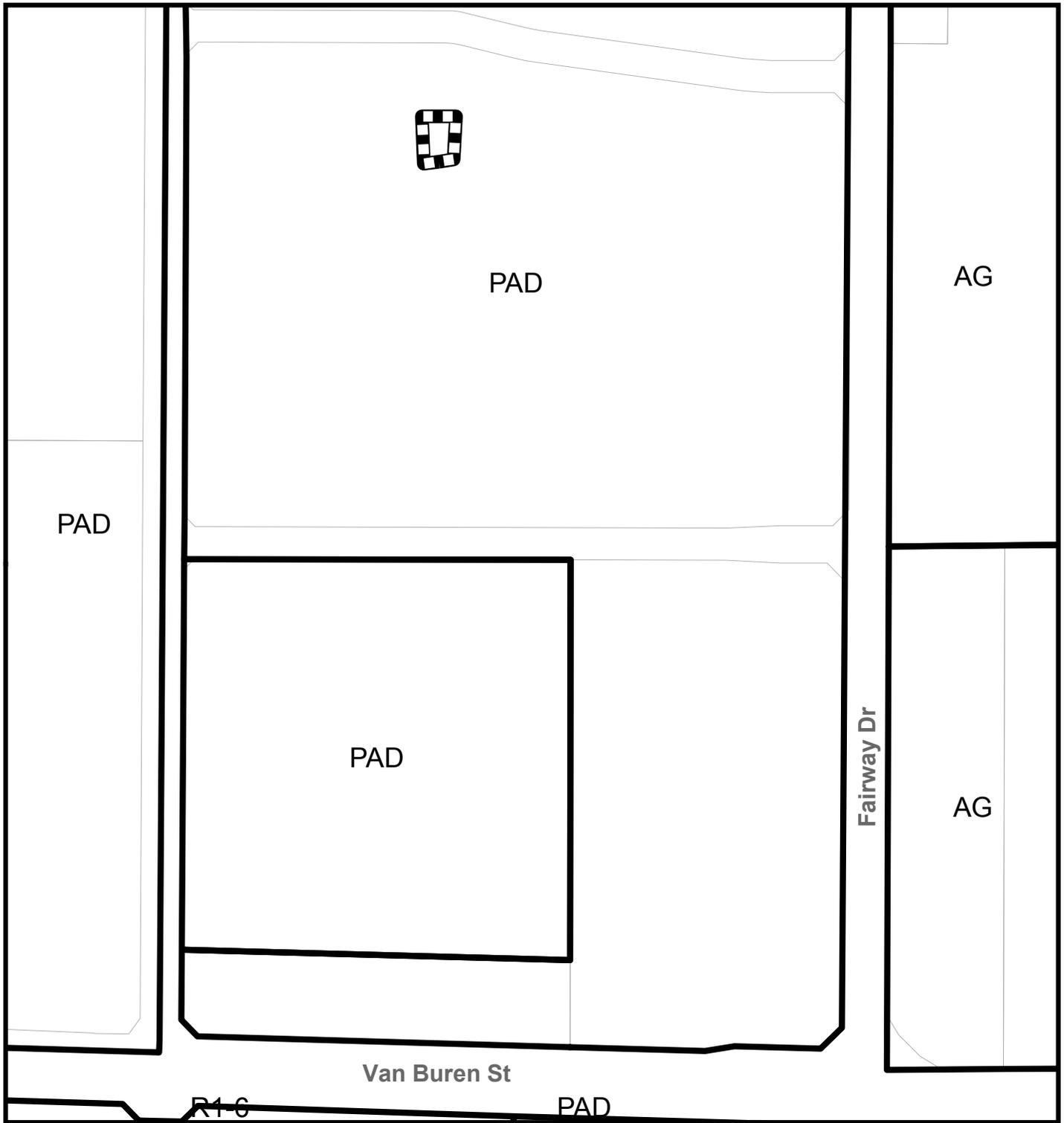


2014 Aerial Photograph

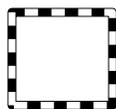


8-Bit Brewery



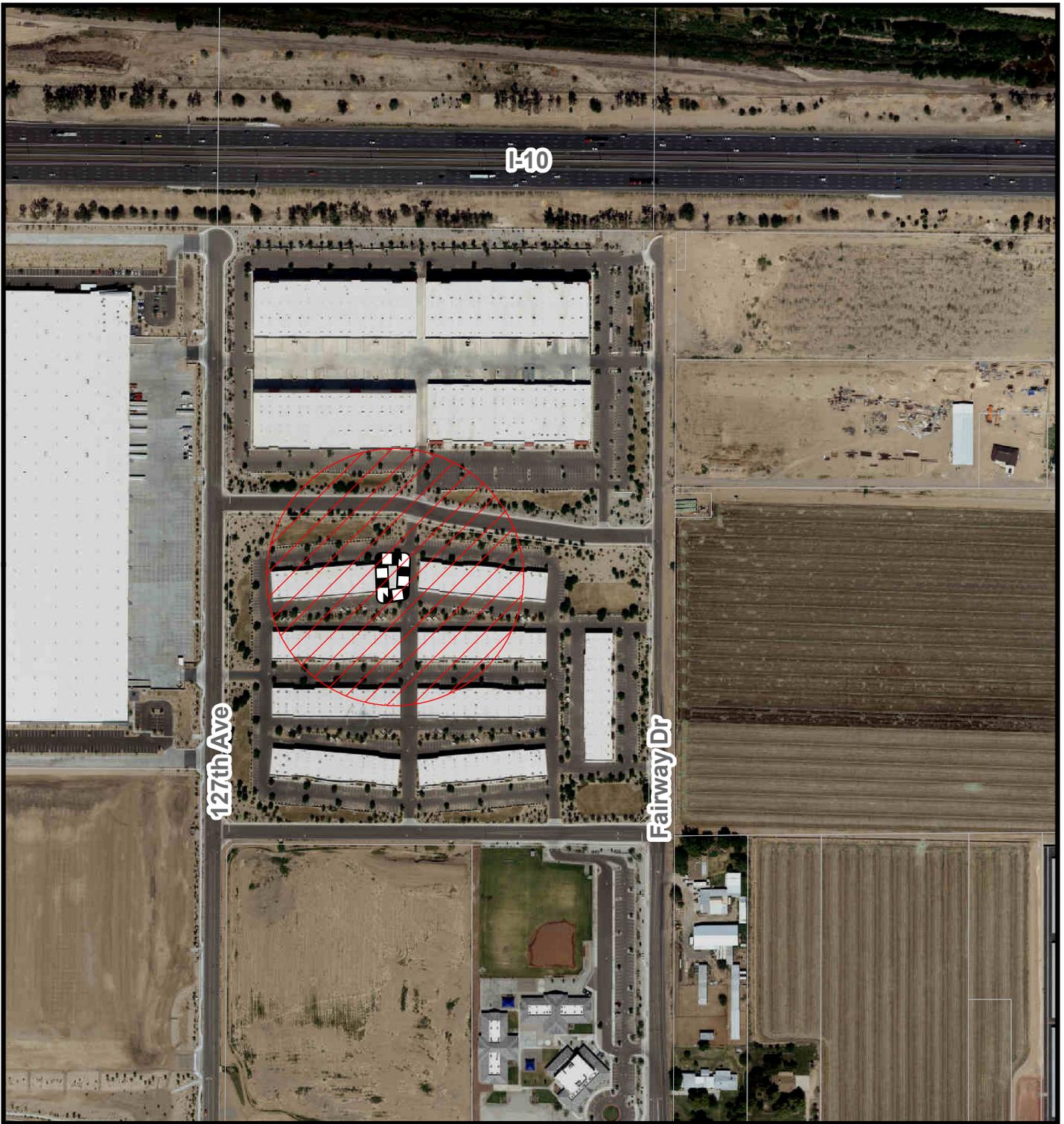


Zoning Vicinity Map



8-Bit Brewery





300 Foot Separation



8-Bit Brewery





DEPARTMENTAL REVIEW FORM

TYPE OF LICENSE:

SERIES 03 –(IN STATE) MICROBREWERY

ROUTING:

POLICE DEPARTMENT

FIRE DEPARTMENT

FINANCE DEPARTMENT

DEVELOPMENT SERVICES

APPLICANT'S NAME: RYAN SCOTT WHITTEN

BUSINESS NAME: 8-BIT BREWERY

BUSINESS ADDRESS: 1050 N. FAIRWAY DRIVE, F-101

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

DEPARTMENTAL COMMENTS:

APPROVED
 DENIED

Pat E. Young
SIGNATURE
Tax Audit Supervisor
TITLE

11/17/14
DATE

THIS LICENSE IS SCHEDULED FOR THE COUNCIL MEETING OF: **DEC. 1, 2014**
PLEASE RETURN YOUR COMMENTS TO THE CITY CLERK'S OFFICE BY: **NOV. 18, 2014**



8-BIT BREWERY
1050 N FAIRWAY DR STE# F-101
1 Mile Buffer



Legend	
Liquor License	
	SERIES 3
	SERIES 5
	SERIES 6
	SERIES 7
	SERIES 9
	SERIES 9S
	SERIES 10
	SERIES 11
	SERIES 12
	SERIES 14
	SERIES 15
	SERIES 16

SUITE 101

NOTICE

APPLICATION TO SELL ALCOHOLIC BEVERAGES

DATE POSTED: **NOVEMBER 10, 2014**

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

LOCATION: 11465 WEST CIVIC CENTER DRIVE

DATE: **MONDAY, DECEMBER 1, 2014**

AT 7:00 P.M.

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

*****Series 3: New Liquor License****

MICROBREWERY

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 PARTICIPANT. TO REQUEST INFORMATION REGARDING PROCEDURES BEFORE THE BOARD AND NOTICE OF ANY BOARD HEARINGS REGARDING:

B - B17 BREWERY

1050 N. FAIRWAY DRIVE, F-101
AVONDALE, AZ 85323

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

Application for Liquor License

Applicant Name	Address	City	State	Zip
...

Application Fee: \$1000.00

License Fee: \$1000.00

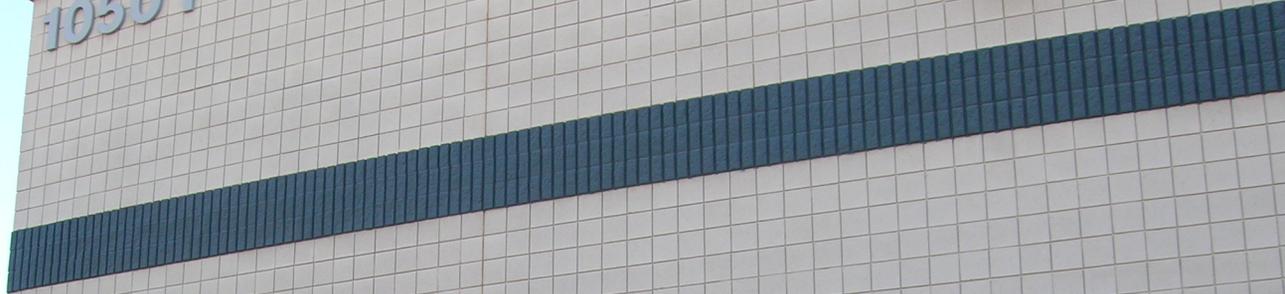
Total: \$2000.00

Signature: _____

Date: _____

2014.11.10 16:09

1050 F



2014.11.10 16:09



CITY COUNCIL AGENDA

SUBJECT:

Professional Services Agreement - Arizona's
Children Association dba New Directions Institute

MEETING DATE:

12/1/2014

TO: Mayor and Council**FROM:** Stephanie Small, Neighborhood & Family Services Director, 623-333-2711**THROUGH:** David Fitzhugh, City Manager**PURPOSE:**

Staff is requesting that the City Council approve a Professional Services Agreement with Arizona's Children Association, dba New Directions Institute, to provide Play Group Facilitator Services, in an amount not to exceed \$7,500 (through June 2015). This Agreement may be renewed for up to four successive one-year terms for the continuation of Play Group Facilitator Services, in an amount not to exceed \$15,000 per year and an aggregate maximum contract amount not to exceed \$67,500.

BACKGROUND:

The Arizona Early Childhood Development and Health Board, known as First Things First, is a state agency established by a voter initiative to support a voluntary system of early care and education for children five and under. The Southwest Maricopa Regional Partnership Council (Regional Council) represents Avondale and the surrounding communities. The Regional Council is charged with making funding and strategy recommendations to the First Things First Board. The Neighborhood and Family Services Department received a grant of \$175,000 from the Regional Council for FY 15 to provide services in the Southwest Valley. The grant agreement with the Regional Council requires that play group services be provided through the Care1st Avondale Resource and Housing Center, which is operated by the Neighborhood and Family Services Department.

Play & Learn playgroups, which have been held at the Center since 2011, are intended to give children 0 to 5 years of age the opportunity to socialize with other children and develop school readiness skills in a fun, safe and caring environment. These playgroups also provide an opportunity for parents to meet with other parents and learn parenting information and community resources that are available in the community. Arizona Childrens Association dba New Directions Institute provided play group services to children ages 0-5 and their parents in FY 14 at the Care1st Avondale Resource Center.

DISCUSSION:

A need has been identified by the Regional Council to prepare young children to succeed when they enter school the Southwest Valley. With the approval of this contract, this service will continue to be provided at the Care1st Avondale Resource and Housing Center.

BUDGET IMPACT:

There is no impact on the General Fund. The grant received from the First Things First Southwest Maricopa Regional Council will fully fund the cost of this agreement.

RECOMMENDATION:

Staff recommends that the City Council approve a Professional Services Agreement with Arizona's Children Association, dba New Directions Institute, to provide Play Group Facilitator Services, in an amount not to exceed \$7,500 (through June 2015). This Agreement may be renewed for up to four successive one-year terms for the continuation of Play Group Facilitator Services, in an amount not to exceed \$15,000 per year and an aggregate maximum contract amount not to exceed \$67,500.

ATTACHMENTS:**Description**

[PSA - Arizona's Children Association](#)

PSA – ARIZONA'S CHILDREN ASSOCIATION

DUE TO ITS SIZE, THIS DOCUMENT

HAS BEEN POSTED SEPARATELY

PLEASE CLICK ON THE LINK BELOW TO VIEW

<http://www.avondale.org/DocumentCenter/View/35537>



CITY COUNCIL AGENDA

SUBJECT:

Professional Services Agreement - NB
Construction for Communications Tower

MEETING DATE:

12/1/2014

TO: Mayor and Council**FROM:** Rob Lloyd, Chief Information Officer (623) 333-5011**THROUGH:** David Fitzhugh, City Manager**PURPOSE:**

The purpose of this item is to obtain City Council approval of a Professional Services Agreement between the City of Avondale and NB Construction for the construction of a replacement communications tower at the Avondale Police Detention Facility, located on Western Avenue, in the amount of \$131,359.

BACKGROUND:

As part of the City of Avondale's 2014-2015 Annual Budget and Financial Plan, City Council approved \$160,000 to construct a replacement communications tower at the Avondale Police Detention Facility/Fire Station 171 complex located at 519 East Western Avenue. The replacement tower is a 100-foot monopole structure that replaces the failing rooftop structure in use for more than ten years. The expected life of the new structure is at least 20 years.

The existing communications tower has become unserviceable due to rust and height/location limits. The new tower will be safer, as well as provide a clean angle at City facilities supported by the communications infrastructure on the tower, including crucial Avondale Police Department and Fire Departments sites, the Care 1st Resource Center, Sam Garcia Library, Community Center, and Senior Center.

After a competitive Request for Proposal process, the City of Avondale awarded the project to NB Construction. All phases needed for the construction, transition, and decommissioning of the communications towers is included in the award, which will be completed in three phases. Phase One of the project consists of siting and building the new tower for \$96,949. Phase Two will move communications from the old communications tower to the tower for \$22,910. Phase Three consists of properly decommissioning and tearing down the old communications tower for \$11,500.

DISCUSSION:

The City of Avondale's Information Technology Department (IT) staff requests the Mayor and City Council award a contract to NB Construction for construction of the new 100-foot communications tower. NB Construction's proposal was deemed to have offered the best services and value by a panel of City and outside experts. Services include Federal Communications Commission (FCC) coordination, Federal Aviation Association (FAA) coordination, site engineering and coordination, project management, and construction and deconstruction costs. Staff expects the new tower will last at least twenty years.

The current communications tower on the roof of the Avondale Police Detention Facility has been in place for over 10 years and is a residential kit. While it has served its purpose, it has become unserviceable due to growing rust eating at the structural guide wires, joint sections, and base that hold the tower. Additionally, anchor points of the guide wires and the tower base require better fastening that is not practical as the tower cannot sustain new tension in support guide wires to secure the structure. An independent tower structure also removes risks associated with roof-mounted equipment.

If approved, IT will work with the awarded contractor to construct the new communications tower and complete associated project work within the City's current fiscal year.

BUDGET IMPACT:

The City's FY2015 Annual Budget and Financial Plan included \$160,000 for the costs of contracted services and the City's site preparation. Funds are allocated as one-time costs, under 101-5120-00-8012 for Capital Technology Hardware.

RECOMMENDATION:

Staff recommends that the Mayor and City Council approve the Professional Services Agreement between the City of Avondale and NB Construction for construction of a new communications tower located at 519 East Western Avenue, in the amount of \$131,359, and authorize the Mayor or City Manager and City Clerk to execute the agreement.

ATTACHMENTS:

Description

[PSA - NB Construction](#)

PROFESSIONAL SERVICES AGREEMENT – NB CONSTRUCTION

DUE TO ITS SIZE, THIS DOCUMENT

HAS BEEN POSTED SEPARATELY

PLEASE CLICK ON THE LINK BELOW TO VIEW

<http://www.avondale.org/DocumentCenter/View/35562>



CITY COUNCIL AGENDA

SUBJECT:

Contract Award - CS Construction, Inc. for Dysart Rd 12kv Undergrounding

MEETING DATE:

12/1/2014

TO: Mayor and Council**FROM:** Tracy Stevens, Development and Engineering Services Director (623) 333-4012**THROUGH:** David Fitzhugh, City Manager**PURPOSE:**

Staff is requesting that the City Council award a contract to CS Construction, Inc. for the construction of the electrical and communication trench that will allow for the undergrounding of the 12kv power along Dysart Road from Van Buren Street to Western Avenue (Phase1) in the amount of \$2,042,000.00, and authorize the Mayor, or City Manager and City Clerk to execute the necessary documents.

BACKGROUND:

An approximate 1 mile stretch of Dysart Road, from Van Buren Street to Main Street (MC85), has approximately 38 power poles that are located along the east side of Dysart Road and 5 power poles located on the west side. The double-strand 12kv lines are unsightly and pose a potential safety issue for vehicular traffic. The existing power poles are located in the sidewalk area and create accessibility problems for pedestrians and bicyclists. In addition, in accordance with the American Disabilities Act (ADA), a minimum of 5 feet in width is required for sidewalks.

Currently, Dysart Road from Van Buren Street to Main Street is not striped for bicyclists. Bicyclists may use the discontinuous sidewalk for bicycle travel, which is not desirable. In addition, sidewalk facilities on the east and west side are discontinuous and in some areas, non-existent. Furthermore, the vast majority of driveways are not ADA compliant. Rights-of-way (ROW) vary along the east and west side of Dysart Road.

On March 3, 2014, staff provided City Council with an update on undergrounding the existing power along Dysart Road. Based upon preliminary electrical plans and discussions with APS, the costs associated with removing the poles, installing the required electrical equipment, removing the overhead wiring from the main poles and providing underground service from the main line to each existing customer would be approximately \$300/lf. At \$300/lf, the fee for APS would be approximately \$1.6M. This does not include any costs for the required trenching, conduit, backfill, pavement replacement, sidewalk improvements or any other miscellaneous improvement.

Staff also presented Council with two (2) alternatives for a future construction phase. The construction phase or Phase 2 of the project was submitted to MAG for Federal Transportation Alternative (TA) funding. The City was awarded \$840,000.00 in Federal TA grant funding for construction. Phase 2 will be possible once the power poles are removed and will provide for

pedestrian and bicycle amenities, as well as landscaping, landscape irrigation, ADA compliant sidewalks and driveways, and other amenities.

DISCUSSION:

Based on Council direction, staff was directed to move forward with the undergrounding and Alternative 2 was selected for the future construction phase (Phase 2). During Phase 1, the construction of the electrical and communication trench will allow for the undergrounding of the 12kv power along Dysart Road from Van Buren Street to Western Avenue, which in turn will permit APS to remove the power poles along Dysart Road.

The City’s overall CIP budget of \$3.9M will fund Phase 1, Phase 2 and APS’ fee. Total grant funding, trench cost sharing with Cox and CenturyLink, and power pole relocation credits from APS is estimated at \$1.3M.

SCOPE OF WORK:

The main scope of work for this project (Phase 1) will include:

- Installing approximately 5,459 LF of main power and telecommunication trench
- Installing approximately 8,807 LF of lateral power, telecommunication, and streetlight trench
- Installing 60 new LED streetlights and associated wiring
- Installing conduit, wire and J-boxes for future pedestrian lighting (Phase 2), and the future LED-lit Arch (separate project) that will be installed along the west leg of Western Avenue at the Dysart Road Intersection.

BID PROCESS:

Requests-for-Bid notices were published in the West Valley View on September 26 and September 30, 2014 and the Arizona Business Gazette on September 25, 2014. The Development and Engineering Services Department held a mandatory pre-bid meeting on October 7, 2014. On November 12, 2014, two (2) bids were received and opened. Each bid package was reviewed and both bidders met the bidding requirements. The following is a list of the responsive bidders and bid amounts.

BIDDER	TOTAL BID AMOUNT	M/DBE
CS Construction, Inc.	\$2,042,000.00	No
PDI Construction	\$2,963,743.24	No

CS Construction, Inc. with a bid of \$2,042,000.00 was determined to have submitted the lowest, responsible and qualified bid. Staff contacted references and believes CS Construction, Inc. to be competent and qualified for this project. CS Construction, Inc. has successfully completed similar work for other local government agencies. Staff contacted the Registrar of Contractors and found no claims on file against this contractor.

The Bid Tabulation Sheet which provides a detailed, bid item breakdown of each submitted bid is attached.

SCHEDULE:

A tentative construction schedule is as follows:

PROJECT MILESTONES	TARGET DATES
Issue Notice of Award	12/02/14

Pre-Construction Conference	12/09/14
Notice-to-Proceed	12/16/14
Begin Construction	01/05/15
Project Completion	05/05/15

BUDGET IMPACT:

Funding in the amount of \$2,042,000.00, is available in CIP Fund Line Item, 322-1345-00-8420, Dysart Road Bike and Pedestrian Facilities, Van Buren Street to MC85 (Western Avenue).

RECOMMENDATION:

Staff recommends that the City Council award a contract to CS Construction, Inc. for the construction of the electrical and communication trench that will allow for the undergrounding of the 12kv power along Dysart Road from Van Buren to Western Avenue (Phase1) in the amount of \$2,042,000.00, and authorize the Mayor, or City Manager and City Clerk to execute the necessary documents.

ATTACHMENTS:

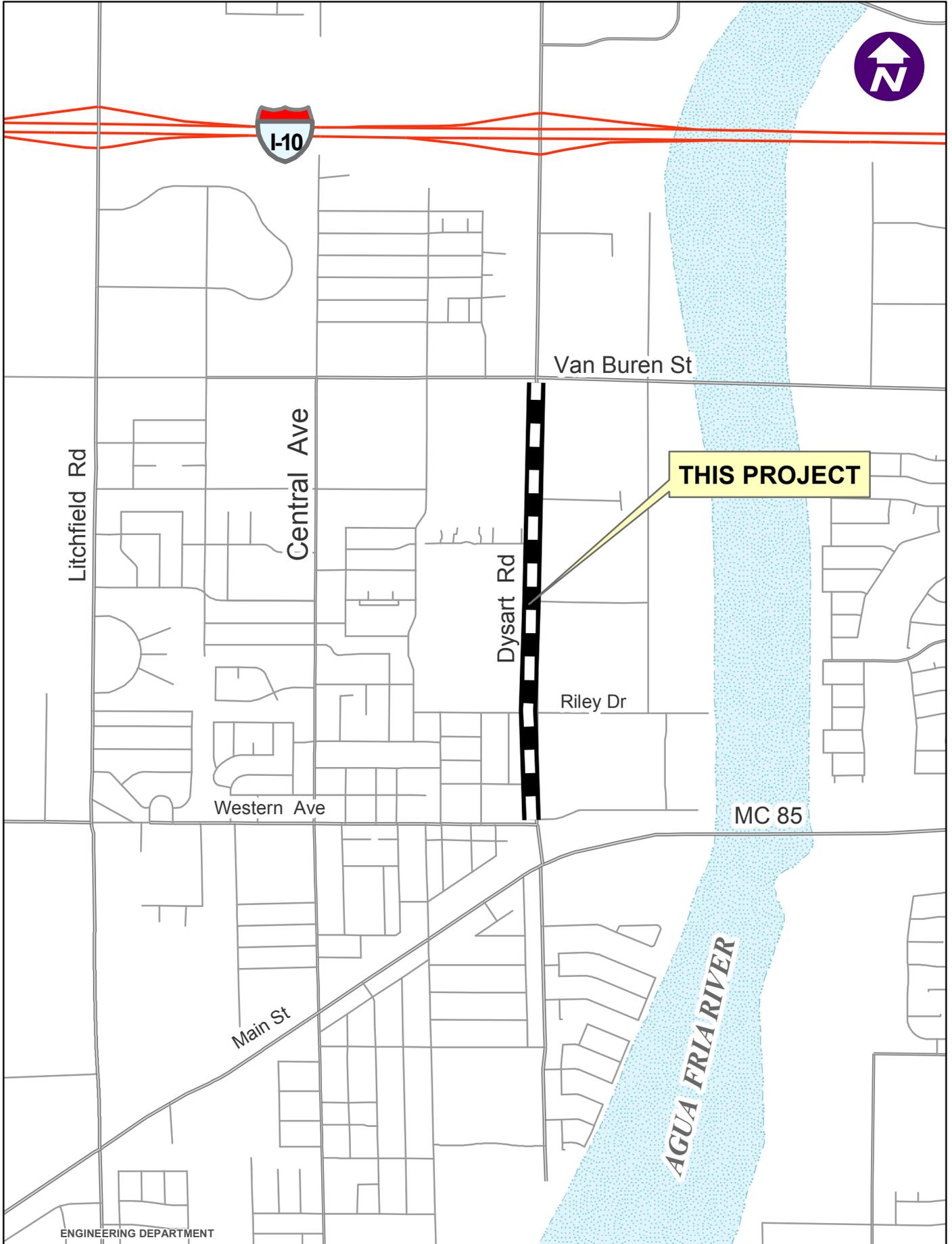
Description

[Vicinity Map](#)

[Bid Tab](#)

[Bid Documents - CS Construction](#)

VICINITY MAP



**Dysart Road
Van Buren St to Western Ave**



CITY OF AVONDALE
 BID TABULATION SHEET

EN14-003 Dysart Road Phase I - Public Safety Improvements – Undergrounding 12kv Power and Telecommunications Project
 BID DATE: November 12, 2014

Item No.	Description of Materials and/or Services	Qty	Unit	PDI		CS Construction, Inc.	
				Unit Price	Total Price	Unit Price	Total Price
105.30010	As-Built Documentation	1	LS	\$3,794.12	\$3,794.12	\$5,000.00	\$5,000.00
105.80010	Construction Staking, Survey, and Layout	1	LS	\$20,235.29	\$20,235.29	\$16,850.00	\$16,850.00
107.02000	NPDES/SWPPP	1	LS	\$25,294.12	\$25,294.12	\$10,000.00	\$10,000.00
107.15000	Community Relations (Allowance)	1	ALLOW	\$25,000.00	\$25,000.00	\$25,000.00	\$25,000.00
109.10010	Mobilization/Demobilization	1	LS	\$63,764.19	\$63,764.19	\$90,986.00	\$90,986.00
109.50010	Miscellaneous Reimbursables (Allowance)	1	ALLOW	\$200,000.00	\$200,000.00	\$200,000.00	\$200,000.00
300.01000	Subgrade Preparation		NPI	\$0.00	\$0.00	\$0.00	\$0.00
310.03000	Aggregate Base Course (12-inches thick)		NPI	\$0.00	\$0.00	\$0.00	\$0.00
310.03230	Re-Grade and Re-Compact Existing Aggregate Base Course (ABC), Remnant Pavement Section Areas		NPI	\$0.00	\$0.00	\$0.00	\$0.00
336.01101	Permanent Asphalt Concrete Pavement Replacement (19mm Base Course HV)(3 inches thick) for Utility Trench Excavation, Longitudinal and Transverse; MAG Detail 200-1 "A"		NPI	\$0.00	\$0.00	\$0.00	\$0.00
336.01105	Permanent Asphalt Concrete Pavement Replacement (12.5mm base ARAC Surface Course)(2-inches thick) for Utility Trench Excavation, Longitudinal and Transverse; MAG Detail 200-1, Type "A" Modified		NPI	\$0.00	\$0.00	\$0.00	\$0.00
340.01110	6-Inch Vertical Curb and Gutter, MAG Detail 220-1, Type "A"	300	LF	\$22.76	\$6,828.00	\$55.00	\$16,500.00
340.01210	Concrete Sidewalk, MAG Standard Detail 230, (4" Thick)	800	SF	\$8.85	\$7,080.00	\$17.00	\$13,600.00
340.01220	Temporary Asphalt Sidewalk, (2½" Thick, 12.5mm)	2,500	SF	\$5.06	\$12,650.00	\$12.00	\$30,000.00
340.01452	Commercial Driveway Entrance Partial Concrete Replacement	300	SF	\$22.76	\$6,828.00	\$30.00	\$9,000.00
340.01600	Concrete Valley Gutter and Apron	100	SF	\$18.97	\$1,897.00	\$35.00	\$3,500.00
350.01310	Removal of Existing Asphalt Concrete Pavement for Longitudinal and Transverse Utility Excavation (including remnant section <48 inches)		NPI	\$0.00	\$0.00	\$0.00	\$0.00
350.01800	Remove Existing Curb and Gutter	300	LF	\$1.26	\$378.00	\$20.00	\$6,000.00
350.01810	Remove Existing Concrete Valley Gutter and Apron	100	SF	\$4.43	\$443.00	\$12.00	\$1,200.00
350.01900	Remove Existing Concrete Sidewalk, Ramp, Driveway and Slab	800	SF	\$2.37	\$1,896.00	\$8.00	\$6,400.00
350.04004	Remove and Salvage Streetlight Pole, Mast Arm, and Luminaires (Complete)	3	EA	\$1,265.72	\$3,797.16	\$250.00	\$750.00
351.46100	Remove and Abandonment of Existing Junction, Pull or Splice Boxes and Cover	3	EA	\$168.76	\$506.28	\$100.00	\$300.00
401.01000	Traffic Control	1	LS	\$43,695.00	\$43,695.00	\$250,000.00	\$250,000.00
401.01100	Uniformed Off-Duty Officer (Allowance)	1	ALLOW	\$7,500.00	\$7,500.00	\$7,500.00	\$7,500.00
430.00001	Restore Landscape and Irrigation (Allowance)	1	ALLOW	\$7,500.00	\$7,500.00	\$7,500.00	\$7,500.00
461.01100	100mm (4") White Traffic Paint Stripe	50	LF	\$10.12	\$506.00	\$20.00	\$1,000.00
461.01112	100mm (12") White Traffic Paint Stripe (Crosswalk)	40	LF	\$11.50	\$460.00	\$20.00	\$800.00
461.01124	100mm (24") White Traffic Paint Stripe (Stop Bar)	40	LF	\$12.65	\$506.00	\$25.00	\$1,000.00
461.01200	100mm (4") Yellow Traffic Paint Stripe	50	LF	\$10.12	\$506.00	\$20.00	\$1,000.00
461.01511	Left Turn Arrow Symbol; Preformed	2	EA	\$94.85	\$189.70	\$1,000.00	\$2,000.00
461.01512	Right Turn Arrow Symbol; Preformed	2	EA	\$94.85	\$189.70	\$1,000.00	\$2,000.00
471.60042	Streetlight Junction Box (APS Furnished Box, Contractor to Install)	60	EA	\$149.07	\$8,944.20	\$350.00	\$21,000.00
471.60068	No. 7 Pull Boxes (Fiber) (Detail per Plan-Detail A1067)	11	EA	\$743.65	\$8,180.15	\$850.00	\$9,350.00
477.80251	Install City Furnished 232W LED Streetlight (Pole, Mast Arm, and Luminaire Supplied by City) and Foundation Complete	60	EA	\$1,394.95	\$83,697.00	\$1,600.00	\$96,000.00
481.00070	Fiber Optic Splice Vault (City of Avondale Standard Detail A1068) (Detail per Plan)	4	EA	\$3,897.82	\$15,591.28	\$6,000.00	\$24,000.00
482.00096	Install Century Link Pedestal (Century Link to Supply Pedestal) (Pedestal to be Placed over the 4-4" Duct Stub-ups at Locations by Telco Cabinets)	3	EA	\$236.75	\$710.25	\$500.00	\$1,500.00
516.03000	Install Century Link Manhole: 467-TA-4 (Century Link to Provide Manhole)	5	EA	\$1,118.00	\$5,590.00	\$7,500.00	\$37,500.00
610.05106	Vertical Realignment of 6-Inch Water Main	2	EA	\$18,772.03	\$37,544.06	\$6,500.00	\$13,000.00
610.05108	Vertical Realignment of 8-Inch Water Main	1	EA	\$24,684.53	\$24,684.53	\$5,500.00	\$5,500.00
610.05120	Pipe Support, MAG Standard Detail 403-1, Type "A"	5	EA	\$1,576.84	\$7,884.20	\$750.00	\$3,750.00
610.10625	Reconnect Existing 1" Water Service	2	EA	\$2,229.68	\$4,459.36	\$750.00	\$1,500.00
610.10631	Replace Existing ¾ inch to 1 inch Water Service Line	2	EA	\$3,764.40	\$7,528.80	\$1,100.00	\$2,200.00
610.10632	Replace Existing 1 1/2 inch to 2 inch Water Service Line	2	EA	\$4,039.47	\$8,078.94	\$1,600.00	\$3,200.00
610.10637	Replace Existing ¾ inch to 1 inch Water Service Line, New Saddle Req.	2	EA	\$3,865.57	\$7,731.14	\$1,300.00	\$2,600.00
610.10638	Replace Existing 1 1/2 inch to 2 inch Water Service Line, New Saddle Req.	2	EA	\$4,080.57	\$8,161.14	\$1,850.00	\$3,700.00
610.55000	Extra Protection (Ductile Iron Pipe Replacement or Concrete Encasement)	8	EA	\$9,579.83	\$76,638.64	\$2,300.00	\$18,400.00
615.03102	Replace/Realign New Sewer Service Connection (4-inch)	6	EA	\$14,830.36	\$88,982.16	\$1,750.00	\$10,500.00



CITY OF AVONDALE
 BID TABULATION SHEET

EN14-003 Dysart Road Phase I - Public Safety Improvements – Undergrounding 12kv Power and Telecommunications Project

BID DATE: November 12, 2014

Item No.	Description of Materials and/or Services	Qty	Unit	PDI		CS Construction, Inc.	
				Unit Price	Total Price	Unit Price	Total Price
615.03103	Replace/Realign New Sewer Service Connection (6-inch)	6	EA	\$15,525.65	\$93,153.90	\$1,900.00	\$11,400.00
900.30SL1	Trench SL1 (Trench and Conduit) (Refer to APS plans)	121	LF	\$109.57	\$13,257.97	\$25.00	\$3,025.00
900.30SL2	Trench SL2 (Trench and Conduit) (Refer to APS plans)	5,108	LF	\$113.76	\$581,086.08	\$38.00	\$194,104.00
900.30SL3	Trench SL3 (Trench and Conduit) (Refer to APS plans)	53	LF	\$108.95	\$5,774.35	\$35.00	\$1,855.00
900.30PL1	Trench PL1 (Trench and Conduit) (Refer to APS plans)	255	LF	\$108.50	\$27,667.50	\$20.00	\$5,100.00
900.30PL2	Trench PL2 (Trench and Conduit) (Refer to APS plans)	269	LF	\$105.53	\$28,387.57	\$25.00	\$6,725.00
900.30PL3	Trench PL3 (Trench and Conduit) (Refer to APS plans)	5	LF	\$94.90	\$474.50	\$55.00	\$275.00
900.300SC1	Trench SC1 (Trench and Conduit) (Refer to APS plans)	226	LF	\$113.33	\$25,612.58	\$20.00	\$4,520.00
900.30SV1	Trench SV1 (Trench and Conduit) (Refer to APS plans)	16	LF	\$102.63	\$1,642.08	\$35.00	\$560.00
900.30SV2	Trench SV2 (Trench and Conduit) (Refer to APS plans)	212	LF	\$109.40	\$23,192.80	\$20.00	\$4,240.00
900.300P1	Trench P1 (Trench and Conduit) (Refer to APS plans)	145	LF	\$144.66	\$20,975.70	\$20.00	\$2,900.00
900.300P2	Trench P2 (Trench and Conduit) (Refer to APS plans)	186	LF	\$109.02	\$20,277.72	\$25.00	\$4,650.00
900.300P3	Trench P3 (Trench and Conduit) (Refer to APS plans)	89	LF	\$95.50	\$8,499.50	\$25.00	\$2,225.00
900.300P4	Trench P4 (Trench and Conduit) (Refer to APS plans)	14	LF	\$93.41	\$1,307.74	\$30.00	\$420.00
900.300P5	Trench P5 (Trench and Conduit) (Refer to APS plans)	93	LF	\$99.56	\$9,259.08	\$40.00	\$3,720.00
900.300P6	Trench P6 (Trench and Conduit) (Refer to APS plans)	95	LF	\$100.37	\$9,535.15	\$25.00	\$2,375.00
900.300P7	Trench P7 (Trench and Conduit) (Refer to APS plans)	197	LF	\$111.21	\$21,908.37	\$20.00	\$3,940.00
900.300P8	Trench P8 (Trench and Conduit) (Refer to APS plans)	278	LF	\$110.05	\$30,593.90	\$30.00	\$8,340.00
900.300P9	Trench P9 (Trench and Conduit) (Refer to APS plans)	19	LF	\$108.10	\$2,053.90	\$65.00	\$1,235.00
900.300F1	Trench F1 (Trench and Conduit) (Refer to APS plans)	691	LF	\$116.66	\$80,612.06	\$27.00	\$18,657.00
900.300F2	Trench F2 (Trench and Conduit) (Refer to APS plans)	69	LF	\$108.10	\$7,458.90	\$35.00	\$2,415.00
900.300F3	Trench F3 (Trench and Conduit) (Refer to APS plans)	14	LF	\$98.56	\$1,379.84	\$50.00	\$700.00
900.300F4	Trench F4 (Trench and Conduit) (Refer to APS plans)	80	LF	\$98.12	\$7,849.60	\$30.00	\$2,400.00
900.300F5	Trench F5 (Trench and Conduit) (Refer to APS plans)	284	LF	\$149.48	\$42,452.32	\$55.00	\$15,620.00
900.300F6	Trench F6 (Trench and Conduit) (Refer to APS plans)	16	LF	\$174.50	\$2,792.00	\$85.00	\$1,360.00
900.300F7	Trench F7 (Trench and Conduit) (Refer to APS plans)	16	LF	\$172.44	\$2,759.04	\$100.00	\$1,600.00
900.300F8	Trench F8 (Trench and Conduit) (Refer to APS plans)	25	LF	\$154.56	\$3,864.00	\$90.00	\$2,250.00
900.300F9	Trench F9 (Trench and Conduit) (Refer to APS plans)	16	LF	\$155.76	\$2,492.16	\$80.00	\$1,280.00
900.30F10	Trench F10 (Trench and Conduit) (Refer to APS plans)	16	LF	\$161.22	\$2,579.52	\$90.00	\$1,440.00
900.30F11	Trench F11 (Trench and Conduit) (Refer to APS plans)	16	LF	\$162.64	\$2,602.24	\$90.00	\$1,440.00
900.30F12	Trench F12 (Trench and Conduit) (Refer to APS plans)	82	LF	\$149.88	\$12,290.16	\$55.00	\$4,510.00
900.30F13	Trench F13 (Trench and Conduit) (Refer to APS plans)	70	LF	\$160.36	\$11,225.20	\$85.00	\$5,950.00
900.30F14	Trench F14 (Trench and Conduit) (Refer to APS plans)	31	LF	\$118.80	\$3,682.80	\$30.00	\$930.00
900.30JT1	Trench JT1 (Trench and Conduit) (Refer to APS plans)	2,242	LF	\$162.97	\$365,378.74	\$95.00	\$212,990.00
900.30JT2	Trench JT2 (Trench and Conduit) (Refer to APS plans)	168	LF	\$153.33	\$25,759.44	\$80.00	\$13,440.00
900.30JT3	Trench JT3 (Trench and Conduit) (Refer to APS plans)	1,501	LF	\$159.63	\$239,604.63	\$108.00	\$162,108.00
900.30JT4	Trench JT4 (Trench and Conduit) (Refer to APS plans)	212	LF	\$162.25	\$34,397.00	\$120.00	\$25,440.00
900.30JT5	Trench JT5 (Trench and Conduit) (Refer to APS plans)	168	LF	\$152.01	\$25,537.68	\$90.00	\$15,120.00
900.30JT6	Trench JT6 (Trench and Conduit) (Refer to APS plans)	135	LF	\$159.53	\$21,536.55	\$120.00	\$16,200.00
900.30JT8	Trench JT8 (Trench and Conduit) (Refer to APS plans)	592	LF	\$170.43	\$100,894.56	\$130.00	\$76,960.00
900.30JT9	Trench JT9 (Trench and Conduit) (Refer to APS plans)	57	LF	\$163.98	\$9,346.86	\$175.00	\$9,975.00
900.3JT10	Trench JT10 (Trench and Conduit) (Refer to APS plans)	64	LF	\$133.97	\$8,574.08	\$110.00	\$7,040.00
900.3JT11	Trench JT11 (Trench and Conduit) (Refer to APS plans)	46	LF	\$164.71	\$7,576.66	\$135.00	\$6,210.00
900.3JT12	Trench JT12 (Trench and Conduit) (Refer to APS plans)	20	LF	\$129.48	\$2,589.60	\$110.00	\$2,200.00
900.3JT13	Trench JT13 (Trench and Conduit) (Refer to APS plans)	254	LF	\$108.95	\$27,673.30	\$30.00	\$7,620.00
950.10010	Install Single Phase Transformer Pad (APS)	7	EA	\$1,171.12	\$8,197.84	\$1,300.00	\$9,100.00
950.10020	Install Switching Cabinet Pad (APS)	11	EA	\$4,808.41	\$52,892.51	\$7,500.00	\$82,500.00
950.10030	Install Capacitor Bank Pad (APS)	1	EA	\$1,171.12	\$1,171.12	\$7,500.00	\$7,500.00
950.10040	Install J-Box (Cutovers of Service) (APS)	13	EA	\$405.43	\$5,270.59	\$1,000.00	\$13,000.00
950.10050	Install Pull Box (750 Traffic Bearing) (APS)	1	EA	\$3,761.24	\$3,761.24	\$1,400.00	\$1,400.00
950.10060	Install Pull Box (750 Polymer) (APS)	3	EA	\$3,283.18	\$9,849.54	\$1,400.00	\$4,200.00
950.10070	Install Pull Box (1/0 Polymer) (APS)	6	EA	\$2,927.79	\$17,566.74	\$1,600.00	\$9,600.00
950.70080	Install Standard Traffic Bearing Octagon or Reinforced Pre-Cast Concrete Manholes (8680) (Per APS Plans and Specifications)	2	EA	\$19,059.12	\$38,118.24	\$10,000.00	\$20,000.00
970.10000	Install Century Link Facilities (Boring)	185	LF	\$32.50	\$6,012.50	\$70.00	\$12,950.00
TOTAL BASED ON UNIT PRICES*					\$2,956,259.06		\$1,999,300.00
TOTAL SUBMITTED BY BIDDER					\$2,945,793.24		\$1,999,300.00



CITY OF AVONDALE
 BID TABULATION SHEET

EN14-003 Dysart Road Phase I - Public Safety Improvements – Undergrounding 12kv Power and Telecommunications Project
 BID DATE: November 12, 2014

				PDI		CS Construction, Inc.	
Item No.	Description of Materials and/or Services	Qty	Unit	Unit Price	Total Price	Unit Price	Total Price
BID ALT NO. 1							
481.00096	Fiber Optic Splice Closure and Fusion Splices	4	EA	\$1,175.00	\$4,700.00	\$5,000.00	\$20,000.00
482.01100	Single Mode Fiber Optic Cable (96 Fibers)	5,800	LF	\$1.79	\$10,382.00	\$3.50	\$20,300.00
482.01112	Single Mode Fiber Optic Cable (12 Fibers)	400	LF	\$7.17	\$2,868.00	\$6.00	\$2,400.00
TOTAL BID ALT NO. 1 AMOUNT BASED ON UNIT PRICES*					\$17,950.00		\$42,700.00
TOTAL BID ALT NO. 1 AMOUNT SUBMITTED BY BIDDER					\$17,950.00		\$42,700.00
TOTAL BASE BID AND BID ALT NO. 1 BASED ON UNIT PRICES*					\$2,974,209.06		\$2,042,000.00
TOTAL BASE BID AND BID ALT NO. 1 SUBMITTED BY BIDDER					\$2,963,743.24		\$2,042,000.00
Required Attachments Included?					Yes		Yes

*All bids are presumed to include all applicable taxes
 Calculation or Extension Error

CONTRACT AWARD – CS CONSTRUCTION, INC.

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<http://www.avondale.org/DocumentCenter/View/35535>



CITY COUNCIL AGENDA

SUBJECT:

Resolution 3230-1214 - Intergovernmental Agreement - Maricopa County for Workforce Development Services

MEETING DATE:

12/1/2014

TO: Mayor and Council**FROM:** Stephanie J. Small, Neighborhood and Family Services Director 623-333-2711**THROUGH:** David Fitzhugh, City Manager**PURPOSE:**

Consideration of a resolution approving an amendment to renew an intergovernmental agreement with the Maricopa County Human Services Department, Maricopa Workforce Connections (MWC) that will allow use of the Executive Conference Building located at 124 S. 4th Street for the provision of WIA (Workforce Investment Act) youth program services.

BACKGROUND:

The Neighborhood & Family Services Department with the assistance of Parks, Recreation & Libraries has completed minor improvements to the Executive Conference Building in order to accommodate additional youth programming. It is optimally located near the Sam Garcia Library and the Tri-City Thornwood Boys & Girls Club next to DeConcini Park. An opportunity has arisen for Maricopa County to provide youth workforce services at the site through Workforce Investment Act funding. Maricopa Workforce Connections has established the Avondale site as a hub for regional workforce investment services with the grand opening of the Genesis Youth Center on November 5, 2014. The program's goal is to increase the employment, retention, and earnings of participants. A full range of services will be provided to economically disadvantaged youth 14 through 21 years of age who may face barriers to staying in school, completing high school or finding stable employment.

DISCUSSION:

The proposed amendment will enable Maricopa Workforce Connections to continue offering the Genesis Youth Workforce Program in Avondale for an additional one year term. The Genesis program offers selected youth workforce development services at a location that is easily accessible to the targeted population. The location will serve as a comprehensive MWC Youth Center for the southwestern section of Maricopa County. A Career Guidance Specialist will provide outreach, eligibility and case management services to youth on a full-time basis. The center will house a computer lab and a multi-purpose classroom. These rooms will be used to provide on-site GED classes, tutoring, assessments, pro-social activities, various workshops and specialized training.

Maricopa County staff will work collaboratively with a variety of organizations in the area to expand the array of services offered to youth. Partnerships will be developed with educational institutions, employers, non-profits, City and County departments to enhance the youth program activities.

Maricopa Workforce Connections provides effective and innovative services to youth that assist youth in making a successful transition to employment and further education. A wide range of activities and services will be available to assist youth, especially at-risk youth, in making a successful transition to adulthood including:

- Tutoring, study skills training and instruction leading to secondary school completion, including dropout prevention strategies
- Alternative secondary school
- Summer Employment
- Paid and unpaid work experience
- Occupational skill training
- Leadership development
- Supportive services
- Adult mentoring
- Follow-up Services
- Comprehensive guidance and counseling

The city is providing use of the building at no cost to Maricopa Workforce Connections. This partnership has resulted in Avondale youth having easier access to the full array of Workforce Investment Act services. The formerly under utilized building will become another positive outlet for youth and will further strengthen the services and partnerships to benefit youth.

BUDGET IMPACT:

No additional funds are needed. Direct costs will be reimbursed by Maricopa County.

RECOMMENDATION:

Staff is recommending that City Council adopt a resolution authorizing an amendment to renew an Intergovernmental Agreement with the Maricopa County Human Services Department, Maricopa Workforce Connections (MWC) that will allow use of the Executive Conference Building for the delivery of WIA (Workforce Investment Act) youth program services and authorize the Mayor or City Manager and City Clerk to execute the necessary documents.

ATTACHMENTS:

Description

[Resolution 3230-1214](#)

RESOLUTION NO. 3230-1214

A RESOLUTION OF THE COUNCIL OF THE CITY OF AVONDALE, ARIZONA, APPROVING AMENDMENT NO. 1 TO THE INTERGOVERNMENTAL AGREEMENT WITH MARICOPA COUNTY RELATING TO YOUTH WORKFORCE DEVELOPMENT SERVICES.

BE IT RESOLVED BY THE COUNCIL OF THE CITY OF AVONDALE as follows:

SECTION 1. Amendment No. 1 to the Intergovernmental Agreement with Maricopa County, administered by its Human Services Department, relating to providing youth workforce development services (the “Amendment”) is hereby approved in substantially the form and substance attached hereto as Exhibit A and incorporated herein by reference.

SECTION 2. 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 Amendment 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, December 1, 2014.

Kenneth N. Weise, Mayor

ATTEST:

Carmen Martinez, City Clerk

APPROVED AS TO FORM:

Andrew J. McGuire, City Attorney

EXHIBIT A
TO
RESOLUTION NO. 3230-1214

[Amendment]

See following page.

AMENDMENT TO THE
INTERGOVERNMENTAL AGREEMENT
BETWEEN
MARICOPA COUNTY
AND
THE CITY OF AVONDALE

- I. The purpose of the Amendment is to address the following items:
 - A. Exercise the option to renew the agreement for an additional one-year term as provided for in paragraph 1. Term.
 - B. The term of this renewal is December 1, 2014 to November 30, 2015.
 - C. Maricopa County shall continue to pay the City of Avondale for all utility and janitorial service costs incurred by the City for the use of the Center.
- II. The foregoing paragraphs contain all the changes to the Agreement. All other terms and conditions of the original Agreement as amended remain the same and are in full force and effect.

IN WITNESS WHEREOF, the parties hereto have executed this Amendment as of the date and year first set forth above.

CITY OF AVONDALE

MARICOPA COUNTY

David W. Fitzhugh, City Manager

Chairman, Board of Supervisors

Date

Date

Attested to:

Attested to:

Carmen Martinez, City Clerk

Fran McCarroll, Clerk of the Board

This Amendment has been reviewed by the undersigned legal counsel for the County and the City who have determined that it is in proper form and within the power and authority granted under the laws of the State of Arizona.

This _____ day of _____, 2014

This _____ day of _____, 2014

Andrew J. McGuire, City Attorney

Attorney for County



CITY COUNCIL AGENDA

SUBJECT:

Resolution 3231-1214 - City of Avondale Street
Tree Master Plan

MEETING DATE:

12/1/2014

TO: Mayor and Council**FROM:** Tracy Stevens, Development & Engineering Services Director (623) 333-4012**THROUGH:** David Fitzhugh, City Manager**PURPOSE:**

Staff is requesting Council consider a resolution adopting the Street Tree Master Plan. The Street Tree Master Plan includes specifications for trees planted within the City rights-of-way to include species, location, and spacing to best achieve the City's goals for increased shade coverage, beautification of the community, and sustainable development. The Plan also includes a colorful palette of low water use species, theming of specific corridors, and maintenance and pruning guidance to promote healthy flourishing trees.

BACKGROUND:

Creating a unique sense of place for any community involves many factors. From the first impressions entering the City or within a physical location, both play an important role in the perceptions people emit while in any space. Integral elements of a tree master plan include promoting the high level of connection people have with the built environment, enhancing the overall image and aesthetics of the community, promotion of economic development and business attraction, and providing shaded elements for residents and visitors. The goal of creating a unified street tree program will be to shape the overall image of the community, increase the shade canopy and promote health and welfare.

The draft plan was presented to City Council on August 4, 2014, Parks and Recreation Board on June 11, 2014, the Neighborhood and Family Services Commission on June 25, 2014, the Planning Commission on July 17, 2014, and the Energy, Environmental, and Natural Resources Commission on July 23, 2014.

Council members noted the importance of the right tree planted in the right place, agreed with the choice of both colorful but low water use plantings in the plan, requested the Orchid Tree be added to the Western Avenue tree species list, and requested that City contractors are certified and receive specific training on tree care and pruning. It was also requested that each designated "Gateway" location in the plan be unique and further defined throughout the City. Staff will be providing an update to the Council on the Gateway design for Historic Avondale during a work session this winter.

The draft plan was uploaded to the planning website for public comment, and sent out to the public through the interested parties list. The public meeting was held on July 28, 2014, 6:00 pm, at City Hall.

DISCUSSION:

The intentional and functional design of assembled row plantings with uniformly spaced trees provides an organized structure in the landscape. That design provides a sense of comfort, safety, traffic calming, and aesthetics within the street network.

Street trees are one element that can transform a City's streets by providing numerous environmental, social, and economic benefits. Examples of environmental benefits include improving air quality and stormwater, production of oxygen, moderation of air temperatures, reducing the heat island effect on pavement and concrete and stormwater erosion. Street trees also support multi-modal transportation and healthy lifestyles, increase property values, calm traffic speeds, and absorb vehicular noise.

The Street Tree Master Plan complements the Municipal Sustainable Plan to provide a healthy ecosystem of trees to provide shade, beauty, pollution filtration, cooling, erosion mitigation, shelter, and recreational opportunities.

Key objectives of the Street Tree Master Plan include:

- Creating a sense of arrival and place;
- Establish a tree species palette best suited to the environmental conditions of Avondale;
- Enhance the character areas of the City using distinct street tree planting;
- Increase the number of trees, species and canopy coverage in Avondale's streets, creating pedestrian friendly and walkable environments;
- Guide the maintenance and management of existing and new street trees to ensure trees survive and thrive;
- Seek additional funding to further develop the City's urban forest; and
- Add color, variety, and vibrancy around the city and increase the tree coverage to 25% by the year 2030.

A complete analysis of the existing conditions of Avondale's street trees was completed this spring to understand existing conditions and determine the character profiles. Through this analysis, six character areas were defined within the City to include: North Avondale, Freeway Corridor, Historic Avondale, City Center, Central Core, and South Avondale. Each character area is unique based on the environment, existing development, and street network. Primary and secondary trees are identified for specific streets to provide a visually compatible street tree configuration based on repetition, sequence, balance, and scale. Within each of the six character areas, street tree function, tree palette matrix, tree character profiles, and street vignettes are provided to define the type, size, and placement of trees along our streets. Composing the primary and secondary street trees with the planting principles, the selected species will create continuity throughout the City of Avondale by uniting the surrounding neighborhoods and six Character Areas, creating a visually pleasing environment. The complimentary tree palette will accentuate the character of the existing landscape, creating a unified appearance. The result is a shaded and connected environment which enhances the pedestrian experience and economic development opportunities.

Maintenance guidelines are provided within the document to define proper pruning, watering, and fertilization techniques to ensure healthy tree maintenance procedures. All trees proposed in the plan are identified on the Arizona Department of Water Resources Low Water Plant List.

BUDGET IMPACT:

There is no budgetary impact as this plan will not increase the number of trees along the street. The plan remains consistent with the current requirements set forth in the Zoning Ordinance in reference to spacing/number of trees requirements.

RECOMMENDATION:

Staff is recommending City Council adoption of a resolution adopting the City of Avondale Street Tree Master Plan.

ATTACHMENTS:

Description

[Resolution 3231-1214](#)

RESOLUTION 3231-1214 – STREET TREE MASTER PLAN

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<http://www.avondale.org/DocumentCenter/View/35536>



CITY COUNCIL AGENDA

SUBJECT:

Ordinance 1563-1214 - Building Lease - Tierra Madre Landscape Services, Inc.

MEETING DATE:

12/1/2014

TO: Mayor and Council**FROM:** Daniel Davis, Economic Development Director (623) 333-1411**THROUGH:** David Fitzhugh, City Manager**PURPOSE:**

Staff is recommending adoption of an ordinance authorizing the lease of city-owned property located at 325 N. Avondale Blvd. to Tierra Madre Landscape Services. The Council will take appropriate action.

BACKGROUND:

The city has leased the city-owned property, located at 325 N. Avondale Blvd. to Planned Development Services (PDS) since December 2009. Planned Development Services operated their landscaping service business and equipment yard at the facility. Recently, PDS sold their business activities and are now operating as Tierra Madre Landscape Service.

DISCUSSION:

Tierra Madre Landscape Services would like to continue to operate at the city-owned property. The term of the lease agreement will be one year, with a rent payment of \$2,500 per month. In addition, Tierra Madre will make aesthetic improvements to the building including new exterior paint, along with enhanced landscaping. Tierra Madre will be responsible for the maintenance of the building and grounds during the term of the agreement.

BUDGET IMPACT:

The lease of city owned property will provide revenue of \$2500.00 per month that will be directed to the General Fund. If approved, a lease agreement will be presented to City Council on December 15th.

RECOMMENDATION:

Staff recommends that city council adopt an ordinance authorizing the lease of real property located at 325 N. Avondale Boulevard and authorize the Mayor or City Manager and City Clerk to execute all the necessary documents.

ATTACHMENTS:

Description

[Ordinance 1563-1214](#)

ORDINANCE 1563-1214 – TIERRA MADRE LANDSCAPE SERVICES LEASE APPROVAL

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CITY COUNCIL AGENDA

SUBJECT:

Resolution 3229-1214 and Ordinance 1564-1214
- Amendment of City Code Chapter 19 and
adoption of Infill Incentive Program

MEETING DATE:

12/1/2014

TO: Mayor and Council

FROM: Daniel Davis, Economic Development Director 623-333-1411

THROUGH: David Fitzhugh, City Manager

PURPOSE:

Staff is requesting that City Council adopt a resolution declaring as a public record the City of Avondale Infill Incentive Program Amended and Restated January 1, 2015 and an ordinance adopting the same and amending Chapter 19 of the City Code.

BACKGROUND:

The existing Infill Incentive Program was adopted by ordinance in November 2003. The Program is designed to reinvigorate existing neighborhoods in Avondale's most historic areas and to support new, compact, mixed-use development that recaptures the "sense of place" in those neighborhoods. The Infill Incentive Program will target the Las Ligas, Cashion and Historic Avondale neighborhoods and provide incentives such as building permit, plan review, and development impact fee reductions to catalyze revitalization in the target neighborhoods. These investments will increase economic mobility, encourage residential in-migration, and contribute to the City's rich historic, cultural and artistic heritage.

Staff presented an overview of the existing program, along with proposed changes to city council during the October 6, 2014 council work session.

DISCUSSION:

The revisions to Ordinance Chapter 19 can be summarized in predominately four (4) areas:

1. Infill District Maps

The three (3) infill districts are defined as Historic Avondale, Las Ligas, and Cashion. The maps depicting these areas are consistent with the City's 2030 General Plan.

2. Development Impact Fee Reduction

Although the existing ordinance reduces plan review and building permit fees by 50%, staff believes that a significant barrier for new development is our development impact fees. Staff proposes to enhance the infill incentive program by providing a fifty percent (50%) fee reduction for both commercial and residential development impact fees. Currently, the residential development

impact fee is \$17,007 per home and the commercial rate is determine based upon building use, size and the size of the water meter service.

3. Eligible Uses

The existing ordinance lists eligible commercial uses that would qualify for the incentives. This approach creates confusion when the specific business use is not included in the eligible use list. Staff believes that a clearer approach would be to make all commercial uses that are permitted within the zoning classification eligible for incentives. The revised Infill Incentive Program thus includes a list of prohibited uses that are not eligible incentives. Among the prohibited uses are: cash checking, pawn shops, thrift stores, sexually oriented businesses, liquor stores, shooting ranges, and outdoor storage facilities.

4. Sales Tax Rebates

The existing ordinance provides a rebate to businesses for a portion of their local sales tax. Sales tax rebates are now prohibited under state law unless the rebated monies are specifically utilized for public infrastructure improvements. Staff believes that most of the area covered by the infill district already has the necessary public infrastructure. If we find a specific project and location within the Infill District that requires public infrastructure improvements, the city still has the ability to enter into a separate Economic Development Agreement for that purpose.

BUDGET IMPACT:

The infill incentive will reduce the fees for plan review, building permits, and development impact fees. Proposed reductions to plan review and building permit fees are anticipated to have a net zero budget impact to the General Fund as the reduced fees are monies that would not have otherwise been paid to the City. The estimated budget impact on the impact fee accounts for the proposed develop impact fee reductions is \$8,500 per residential unit, and could be in excess of \$100,000 for a commercial project. Staff proposes funding the develop impact fee reductions with the Economic Opportunity Fund. Council will have the opportunity to evaluate the program throughout the year and determine the needed funding during the annual budget process.

RECOMMENDATION:

Staff recommends that City Council adopt a resolution declaring as a public record the City of Avondale Infill Incentive Program Amended and Restated January 1, 2015 and an ordinance adopting the same and amending Chapter 19 of the City Code.

ATTACHMENTS:

Description

[Resolution 3229-1214](#)

[Ordinance 1564-1214](#)

[Infill Incentive Program - Amended and Restated January 1, 2015](#)

RESOLUTION NO. 3229-1214

A RESOLUTION OF THE COUNCIL OF THE CITY OF AVONDALE, ARIZONA, DECLARING AS A PUBLIC RECORD THAT CERTAIN DOCUMENT FILED WITH THE CITY CLERK AND ENTITLED THE "CITY OF AVONDALE INFILL INCENTIVE PROGRAM, AMENDED AND RESTATED JANUARY 1, 2015."

BE IT RESOLVED BY THE COUNCIL OF THE CITY OF AVONDALE as follows:

SECTION 1. That certain document entitled the "City of Avondale Infill Incentive Program, Amended and Restated January 1, 2015," of which three copies are on file in the office of the City Clerk and open for public inspection during normal business hours, is hereby declared to be a public record and said copies are ordered to remain on file with the City Clerk.

PASSED AND ADOPTED by the Council of the City of Avondale, December 1, 2014.

Kenneth N. Weise, Mayor

ATTEST:

Carmen Martinez, City Clerk

APPROVED AS TO FORM:

Andrew J. McGuire, City Attorney

ORDINANCE NO. 1564-1214

AN ORDINANCE OF THE COUNCIL OF THE CITY OF AVONDALE, ARIZONA, ADOPTING BY REFERENCE THE “CITY OF AVONDALE INFILL INCENTIVE PROGRAM, AMENDED AND RESTATED JANUARY 1, 2015” AMENDING THE AVONDALE CITY CODE, CHAPTER 19, PLANNING AND DEVELOPMENT, ARTICLE IV, COMMERCIAL INFILL INCENTIVE PLAN; DELETING ARTICLE V, RESIDENTIAL INFILL INCENTIVE PLAN IN ITS ENTIRETY AND RESERVING SAID ARTICLE FOR FUTURE USE; AND ESTABLISHING AN EFFECTIVE DATE.

NOW, THEREFORE, BE IT ORDAINED BY THE COUNCIL OF THE CITY OF AVONDALE as follows:

SECTION 1. That certain document known as the “City of Avondale Infill Incentive Program, Amended and Restated January 1, 2015” (the “Restated Infill Incentive Program”) three copies of which are on file in the office of the City Clerk, which document was made a public record by Resolution No. 3229-1114 of the City of Avondale, Arizona, is hereby referred to, adopted and made a part hereof as if fully set out in this Ordinance.

SECTION 2. The Avondale City Code, Chapter 19 (Planning and Development), Article IV (Commercial Infill Incentive Plan), is hereby deleted in its entirety and replaced by the Restated Infill Incentive Program, which shall be inserted into the Avondale City Code Chapter 19, Planning and Development, as the new Article IV (Infill Incentive Program).

SECTION 3. The Avondale City Code, Chapter 19 (Planning and Development), Article V (Residential Infill Incentive Plan), is hereby deleted in its entirety and reserved for future use.

SECTION 4. This Ordinance shall become effective at 12:01 a.m. on January 1, 2015, or if the effectiveness of this Ordinance is prohibited by Arizona law at such time, then this Ordinance shall become effective at the earliest such later time as authorized by Arizona law.

SECTION 5. If any section, subsection, sentence, clause, phrase or portion of this Ordinance or any part of the Restated Infill Incentive Program adopted herein by reference is for any reason to be held invalid or unconstitutional by the decision of any court of competent jurisdiction, such decision shall not affect the validity of the remaining portions thereof.

SECTION 6. 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, December 1, 2014.

Kenneth N. Weise, Mayor

ATTEST:

Carmen Martinez, City Clerk

APPROVED AS TO FORM:

Andrew J. McGuire, City Attorney

CITY OF AVONDALE
INFILL INCENTIVE PROGRAM
Amended and Restated January 1, 2015

Article IV – Infill Incentive Program

19-61 - Purpose.

19-62 - Infill Areas Designated.

19-63 - Definitions.

19-64 - Residential Incentives.

19-65 - Commercial Incentives.

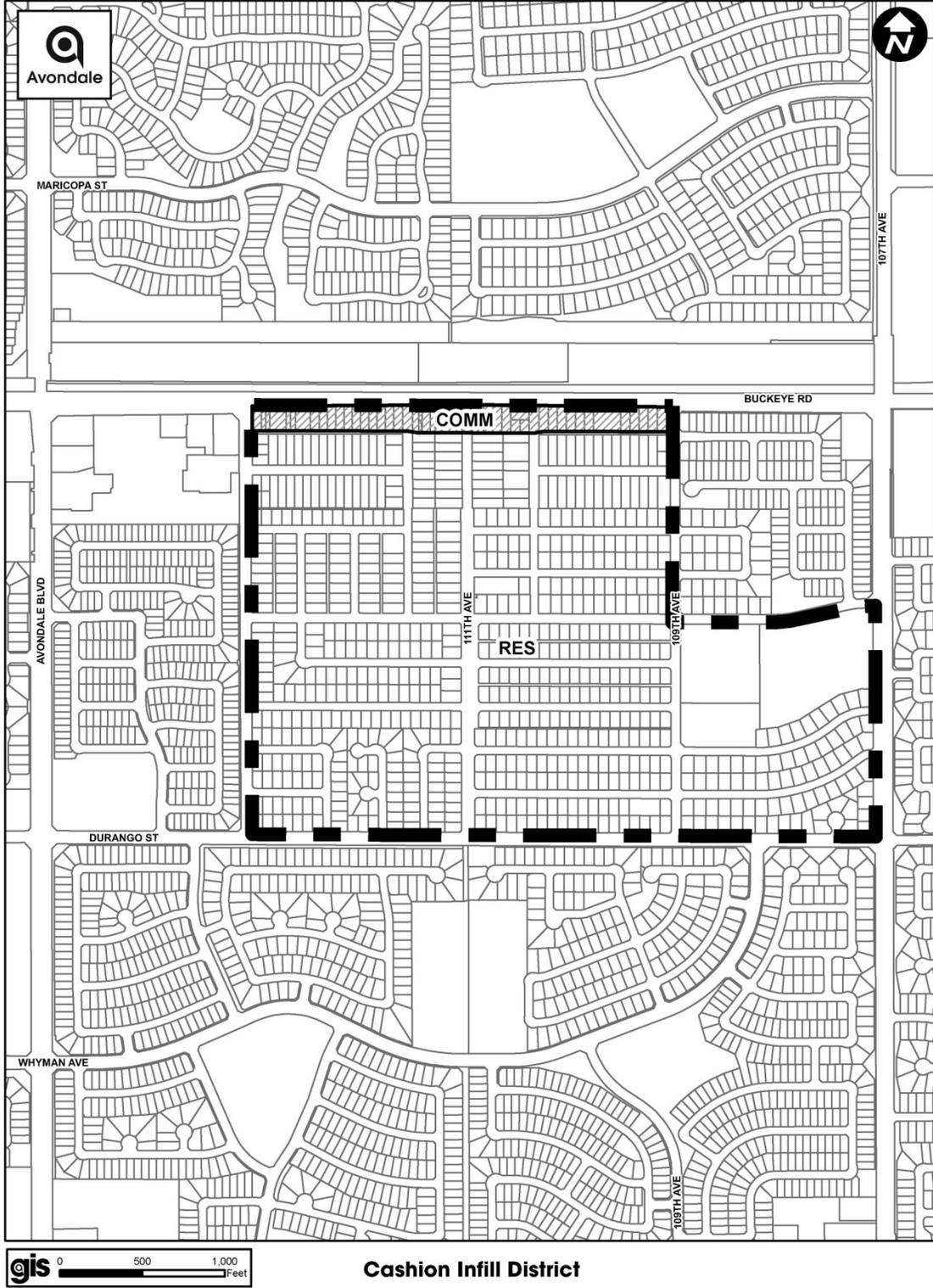
19-66 - Ineligible Projects.

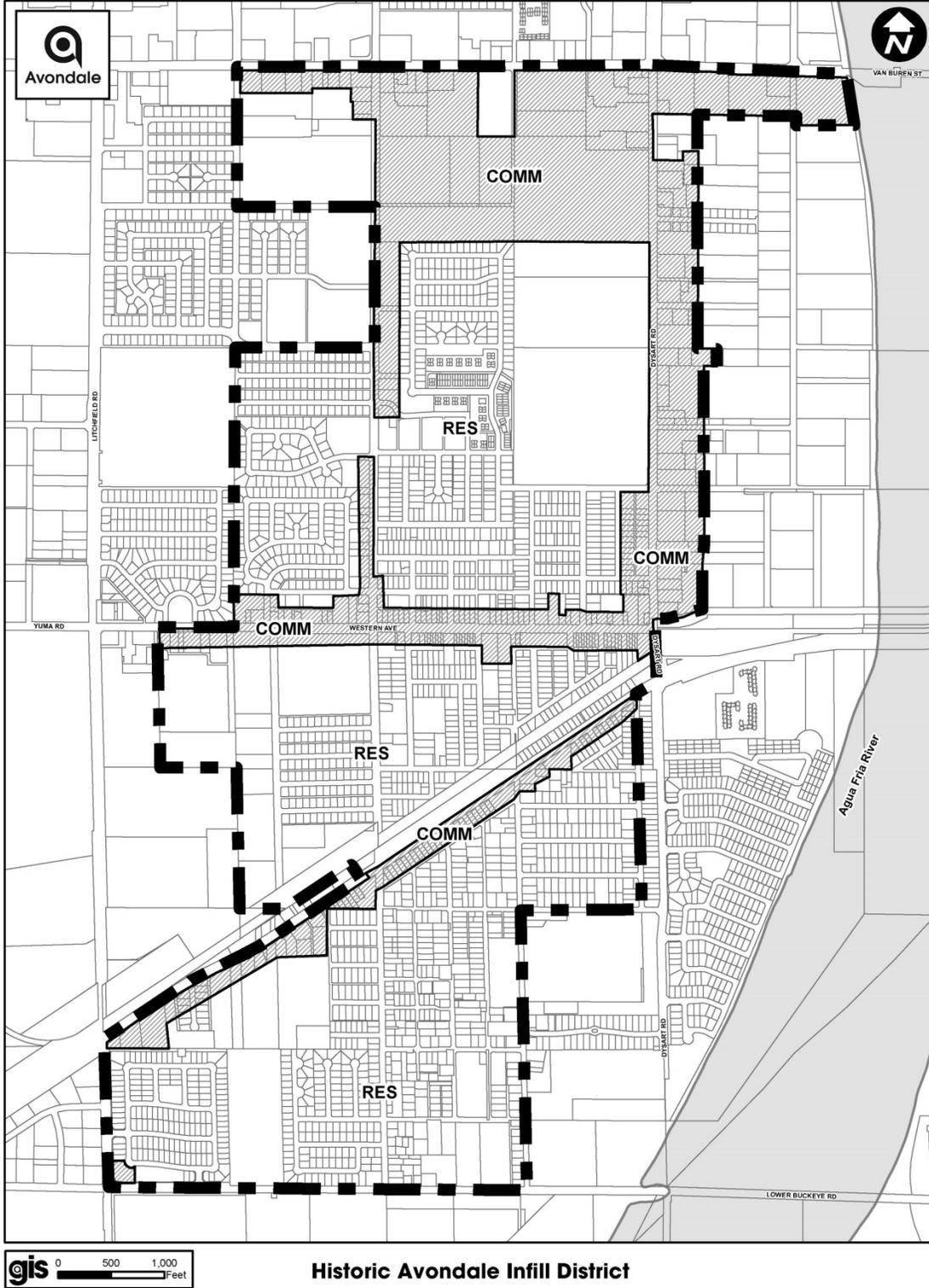
19-61 Purpose.

- (a) This Article IV is hereby created as the City of Avondale Infill Incentive Program. The Program is designed to reinvigorate existing neighborhoods in Avondale’s most historic areas and to support new, compact, mixed-use development that recaptures the “sense of place” in those neighborhoods. The Infill Incentive Program will target the Las Ligas, Cashion and Historic Avondale neighborhoods provide incentives such as building permit, plan review, and development impact fee reductions to catalyze revitalization in the target neighborhoods. These investments will increase economic mobility, encourage residential in-migration, and contribute to the City’s rich historic, cultural and artistic heritage.
- (b) The neighborhoods targeted in this Infill Incentive Program contain many areas that are vacant or otherwise underutilized and that exhibit one or more of the following characteristics:
 - (1) High vacancy rates
 - (2) Large number of older or dilapidated buildings or structures
 - (3) Large number of vacant or underused parcels of property, obsolete or inappropriate lot or parcel sizes or environmentally contaminated sites
 - (4) Continued decline in population in relation to the City as a whole
- (c) The Infill Incentive Program will address the issues of high vacancy and underutilization within the target neighborhoods by achieving the following goals:
 - (1) Increase new residential and commercial development on vacant infill lots
 - (2) Increase redevelopment of underused buildings and sites
 - (3) Increase rehabilitation, upgrade, and adaptive reuse of existing buildings
 - (4) Increase business recruitment and expansion

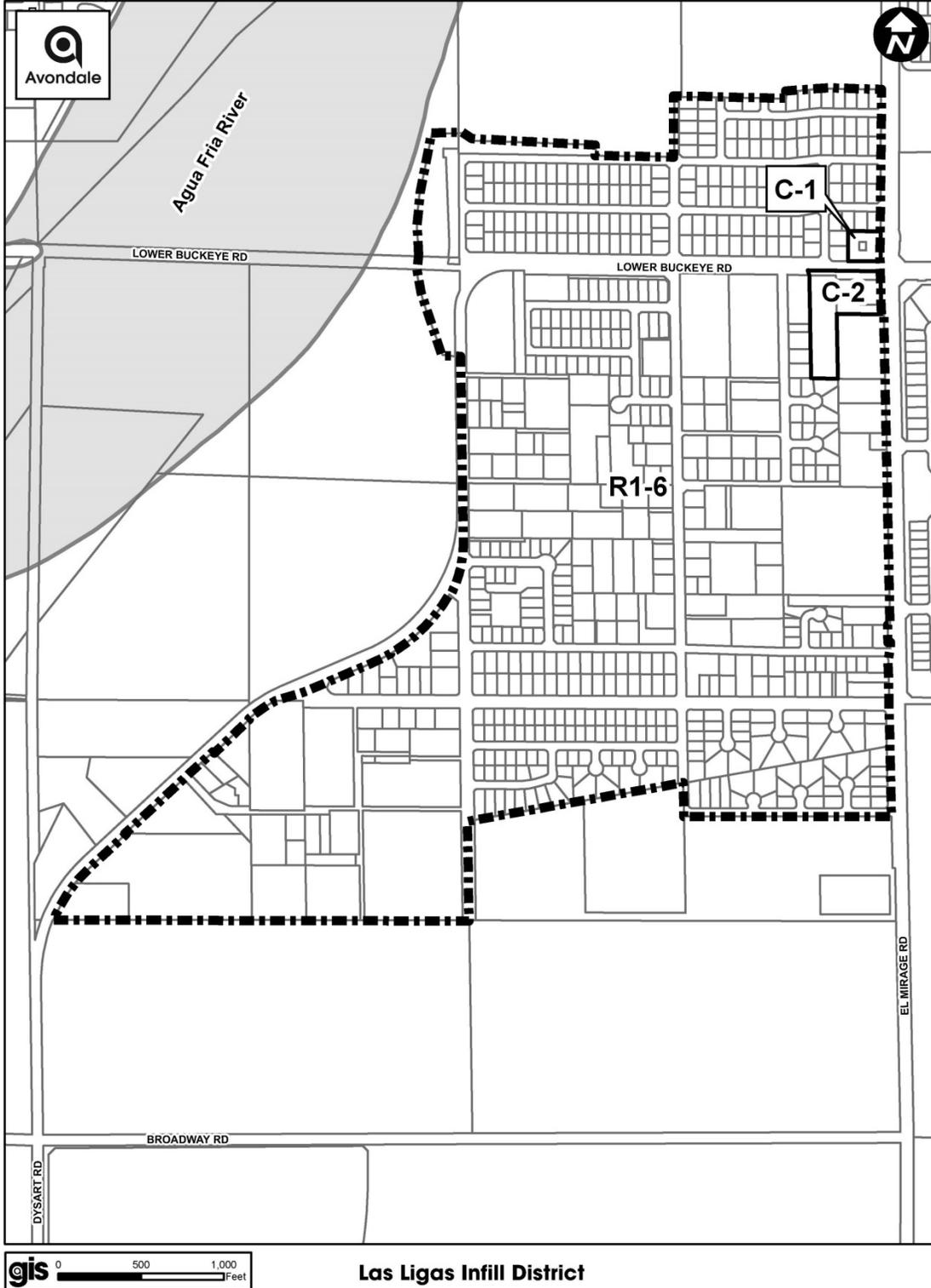
19-62 Infill Areas Designated.

The maps below establish the boundaries of the infill districts contained within the Las Ligas, Cashion, and Historic Avondale Neighborhoods.





Historic Avondale Infill District



Las Ligas Infill District

19-63 Definitions.

“Eligible residential project” shall mean new and rehabilitated single-family and mixed-use residential projects within residential infill incentive districts that have been officially submitted to the City of Avondale’s Development and Engineering Services Department for review and approval on or after January 1, 2015.

“Eligible commercial project” shall mean a commercial project for new facility or a refurbished/repurposed existing building for an eligible use established on or after January 1, 2015, that is located within a commercial infill incentive district and that has been officially submitted to the City of Avondale’s Development and Engineering Services Department for review and approval on or after January 1, 2015.

19-64 Residential Incentives.

Any eligible residential project located on residentially-zoned property within the infill districts designated in Section 19-62 shall be entitled to reduced fees as follows:

Type of Project	Planning and Permit Fee Reduction	Development Impact Fee ⁽¹⁾
New Residential Construction	50% of normal fee	50% of normal fee
Remodeling/Rehabilitation	50% of normal fee	\$0

(1) Remodeling or rehabilitation projects for existing residential properties may not be considered new growth (as determined by the Zoning Administrator) and may not be subject to development impact fees. Any development impact fees assessed for a residential project within the infill districts will be reduced by 50% (which portion will be paid for by the Infill Incentive Program; all reductions are subject to the availability of funds).

19-65 Commercial Incentives.

Eligible commercial projects within the infill incentive districts designated in Section 19-62 shall be entitled to reduced fees as follows:

Type of Project	Planning and Permit Fees	Development Impact Fees ⁽¹⁾
Existing Building Renovation	50% of normal fee	\$0
New Commercial Construction	50% of normal fee	50% of normal fee

(1) Remodeling or rehabilitation projects for existing commercial properties may not be considered new growth (as determined by the Zoning Administrator) and may not be subject to development impact fees. Any development impact fees assessed for a commercial project within the infill districts will be reduced by 50% (which portion will be paid for by the Infill Incentive Program; all reductions are subject to the availability of funds).

This reduction will be applied at the time each payment is required during the review process and will be handled administratively. Additional incentives may be available if approved by the City Council. Additional incentives will be based on other criteria that include, but are not limited to, high-wage job creation and the creation of building inventory for prospective companies.

19-66 Ineligible Projects.

The following uses shall not be eligible for infill incentives:

- Bar which is not attached to and part of a restaurant
- Boarding house
- Bail bondsman
- Cigar bar/tobacco lounge/smoke shop, including establishments selling “vapor” products
- Day labor hiring center
- Group home
- Impound lot
- Kennel
- Liquor store
- Manufactured home park
- Non-chartered financial institution
- Outdoor storage
- Pawn shop
- Personal wireless service facility
- Pet boarding and day care facility
- Place of worship
- Plasma center
- Recreational vehicle park
- Sexually oriented business
- Shooting range
- Substance abuse detoxification center
- Substance abuse treatment center
- Thrift store



CITY COUNCIL AGENDA

SUBJECT:

2014 Digital Cities Awards Names City of Avondale #1

MEETING DATE:

12/1/2014

TO: Mayor and Council

FROM: Rob Lloyd, Chief Information Officer (623) 333-5011

THROUGH: David Fitzhugh, City Manager

PURPOSE:

City Council will receive a report regarding the Center for Digital Government naming the City of Avondale as the #1 Digital City among its peers for a second year in the 2014 Digital Cities of America review.

BACKGROUND:

Each year, the Center for Digital Government evaluates local governments in the United States on their use of technology to engage with citizens and businesses, improve municipal operations, and innovate services in the interests of communities. The Digital Cities survey is both a prestigious honor and a cause to share methods for improving citizen-business-government interactions through technology across communities.

The evaluation process reviews the entire information and communications technology (ICT) program of organizations to determine honorees. The Center requires submittal of a questionnaire with significant supporting materials to demonstrate the achievements identified. Competition is steep as hundreds of cities apply each year. The Information Technology Department and Community Relations Department submitted Avondale's application, highlighting joint accomplishments across the City's departments.

The City completes in the 75,000 – 124,999 citizens population category of the Digital Cities Awards, one of four population groups.

DISCUSSION:

The City has placed in the top-ten for five consecutive years and earned #1 spots in 2013 and 2014. Consecutive #1 finishes is rare feat and is truly a citywide accomplishment. Many departments worked together to produce the initiatives that yielded recognition by the judges of the Digital Cities Awards.

Of note in the City of Avondale's 2014 review: (1) The City's centralized and joint prioritization of technology initiatives; (2) heavy use of online and social media tools for community input in the City's Aspire-Achieve-Accelerate branding initiative; (3) the success of Avondale's Cybersecurity, Green IT and Internal Cloud strategies; and (4) the City's level of investment in technology solutions across the departments, as evidenced by the City's Budget. Scores also included points for a city's website popularity and utility, use of social media, its technology management and policies, and the overall maturity of its ICT environment in support of the city's goals.

The Center for Digital Government named the City of Los Angeles (CA), City of Winston-Salem (NC), City of Avondale (AZ), and City of Dublin (OH) as the #1 cities for 2014. Other Arizona communities recognized include the cities of Phoenix (#6), Mesa (#10), Scottsdale (#5), and Marana (#6). The Center recognized all Digital Cities of American honorees at the National League of Cities Congress of Cities on November 20th, 2014. Mayor Weise, Vice Mayor Scott, and Councilmember McDonald received the award on behalf of the City of Avondale.

BUDGET IMPACT:

None

RECOMMENDATION:

This is an informational item with no action required.



CITY COUNCIL AGENDA

SUBJECT:

Ordinance 1565-1214 Gateway Crossing PAD
Amendment (PL-14-0066)

MEETING DATE:

12/1/2014

TO:

Mayor and Council

FROM:

Tracy Stevens, Development & Engineering Services Director (623) 333-4012

THROUGH:

David Fitzhugh, City Manager (623) 333-1014

REQUEST:

Amend the Gateway Crossing Planned Area Development (PAD) to: 1) Remove/ relocate an existing 5,500 square foot pedestrian plaza on Lot 7 (located between Hobby Lobby and Claim Jumper), and 2) Increase the total site building area from 245,568 square feet to 252,271 square feet.

PARCEL SIZE:

Multiple Parcels - Approximately 29.2 Gross Acres

LOCATION:

Southwest corner of 99th Avenue and McDowell Road (Exhibits A, B, and C)

APPLICANT:

Mr. Joseph Walters, Lot 7 Gateway LLC

OWNER:

Multiple Owners

BACKGROUND:

The property (Exhibits A, B, and C) was annexed on March 17, 1986 and zoned AG (Agricultural). It was rezoned to PAD (Avondale Park Plaza Planned Area Development) on April 18, 1988. On August 15, 2005, after seventeen years of development inactivity, the City Council approved a new development plan for the property establishing the current Gateway Crossing PAD (Exhibits E, F, and G). The PAD allows for a range of commercial uses typical of a regional power center, including retail, restaurant, and personal services. The Gateway Crossing PAD zoning document also lists specifically prohibited uses, which include: Check cashing, bondsman, pawn shops, plasma centers, thrift stores, day labor centers, outdoor storage, sexually oriented businesses, and shooting ranges.

A Master Site Plan for the Gateway Crossing development was approved in November of 2005 and the center opened in 2006 with over 200,000 square feet of tenant space. Today, the center is amongst the most successful retail locations in Avondale, operating at nearly full occupancy, anchored by major tenants Best Buy, Old Navy, and Hobby Lobby, in addition to a multitude of restaurants and smaller retail and personal service establishments. Only one undeveloped building pad (Lot 7) remains on the site, located directly west of Hobby Lobby.

The Gateway Crossing site is designated by the General Plan Land Use Map as Freeway Commercial. The Freeway Commercial designation is intended to accommodate a broad range of non-residential uses, including, but not limited to, retail, medical/office, higher education, hospitality, entertainment, and service uses. Additionally, the property is located within the Freeway Corridor Specific Plan (FCSP) area. The Gateway Crossing PAD and retail center development are in complete conformance with the intent of the Freeway Commercial land use category.

The subject property is bordered by Interstate 10 to the south, McDowell Road to the north, and by 99th Avenue to the east. The existing uses of the surrounding properties are as follows:

- **EAST:** Across 99th Avenue, Crossroads at Tolleson, a shopping center located in the City of Tolleson, zoned C-2 (Commercial).
- **SOUTH:** Across Interstate-10, the Avondale Auto Mall, a collection of new vehicle dealerships zoned PAD (Planned Area Development).
- **WEST:** Undeveloped property zoned AG (Agricultural). Designated by the General Plan as Regional Commercial, future development of the property with retail/restaurant/service/office uses is anticipated.
- **NORTH:** Across McDowell Road, Gateway Pavilions, a regional power retail center zoned PAD (Planned Area Development).

SUMMARY OF REQUEST:

1. The applicant is proposing to amend the Gateway Crossing PAD as it relates to two standards:

- **Proposed Amendment #1:** There is an existing 5,500 square foot pedestrian plaza, which contains seating, a fountain, trash receptacles, pedestrian lighting, and landscaping, located directly west of Hobby Lobby on the site of a proposed new building. The applicant is proposing to remove this plaza and create a smaller pedestrian plaza (975 square feet) just north of the proposed new building. Except for the fountain, which would be eliminated, the smaller plaza would be required to provide the same amenities as the existing larger plaza – seating, landscaping, lighting, etc.
- **Proposed Amendment #2:** The PAD specifies that the site will contain 245,568 square feet of building area. The applicant is proposing to revise that language to allow 252,271 square feet, an increase of 6,703 square feet (2.7 percent increase). There is sufficient parking provided in the center to accommodate this proposed increase.

2. The request originally contained a third proposed amendment to remove “Thrift Stores” from the PAD’s list of prohibited uses and add “Retail Sales of Used Merchandise within Enclosed Buildings/Thrift Stores/Second Hand Sales & Associated Donation Drop-off Area” to the PAD’s list of permitted uses, to be allowed only on Lot 7, the undeveloped pad site immediately west of Hobby Lobby. The original project applicant, Mr. Jason Morris, Withey Morris PLC, on behalf of Goodwill of Central Arizona, has withdrawn the request to amend the permitted uses (Exhibit O) following the October 16, 2014 Planning Commission hearing. Mr. Joseph Walters, owner of a significant portion of the property within the Gateway Crossing PAD, has elected to continue with the other two requests, as described above.

PARTICIPATION:

The applicant conducted a neighborhood meeting to discuss the proposed PAD Amendment on Tuesday, June 17 at 6:00 P.M. at Avondale City Hall. The meeting was advertised in the May 27, 2014 edition of the West Valley View. A notification sign was erected on the subject property on May 30, 2014. Additionally, 27 property owners within 500 feet of the Gateway Crossing PAD were notified of the meeting by letters sent by the applicant on May 29, 2014. No members of the public attended the neighborhood meeting.

Letters notifying nearby property owners of the September 18, 2014 Planning Commission public hearing for this item were mailed on August 29, 2014. Additionally, the sign was updated to include the time and date of the September Planning Commission meeting on August 28, 2014. Lastly, a notice of the Planning Commission hearing was published in the West Valley View on August 29, 2014. No members of the public spoke on this item at the September Planning Commission meeting, during which the item was continued to the October 16, 2014 Planning Commission meeting.

At the October Planning Commission meeting, Mr. Joe Walters, owner of a significant portion of the Gateway Crossing center, spoke and requested support for the item. No persons not connected to the application spoke at this meeting.

The original applicant, did not provide public notice for this December 1, 2014 City Council meeting. While notice of City Council meetings is a requirement of the Avondale Zoning Ordinance, it is not a statutory requirement of the State of Arizona. Therefore, the application has met all State requirements for public notification during the Planning Commission phase of this process. The City Attorney has authorized staff to bring this application forward for City Council action.

PLANNING COMMISSION ACTION:

A Work Session with the Avondale Planning Commission was held on August 21, 2014 to receive direction on this proposal (Exhibit I). Several concerns with the proposal were raised by the Commission, particularly with the thrift store use that was part of the proposal at that time.

A Public Hearing on this item was held by the Planning Commission on September 18, 2014. At that meeting, the Applicant had requested, with staff support, an indefinite continuance to allow further opportunity to research and answer issues raised by staff and the Commission at the previous work session meeting. The Commission voted 4-1 (Exhibit L) to continue the item, date specific, to the October 16th Planning Commission meeting.

A second Public Hearing on this item was held by the Planning Commission on October 16, 2014, prior to which the applicant had again requested an indefinite continuance of the item. Staff supported the applicant's continuance request but, in the event that the Commission did not wish to consider an additional continuance, provided an alternate recommendation for action. The Commission voted 5-0 (Exhibit N) to recommend approval of the item subject to the following conditions, as recommended by staff:

1. The Gateway Crossing PAD Development Plan and Ordinance 1132-05, including all stipulations of prior approval from August 15, 2005, shall remain in full force and effect, unless expressly modified by this amendment.
2. Development and use of land within the Gateway Crossing PAD shall conform to the Gateway Crossing PAD Amendment Narrative dated June 18, 2014, except as modified by these conditions.
3. The proposed amendment to the List of permitted, prohibited, and conditional uses (PAD Amendment Narrative, pages 4-7, and Tabs C and D) is not approved. Thrift stores shall remain a prohibited use within the Gateway Crossing PAD.

The recommended stipulations, above, have the effect of approving the proposed amendments to the pedestrian plaza redesign and the increase in square footage for the shopping center, but denying any change to the PAD's permitted use list to allow for thrift stores.

ANALYSIS:

Procedure

Rezoning applicants are required to provide the City with a “Waiver of Claims for Diminution of Value”, commonly referred to as a Proposition 207 Waiver. These waivers protect the City against future legal action by property owners claiming a devaluing of their property resulted from the City approval of their rezoning request. Proposition 207 waivers must be signed by all property owners subject to a rezoning action; in a PAD setting with multiple property owners, all owners within the PAD must be party to the waiver or the potential for future litigation against the City could occur.

Since 2007, when Proposition 207 became effective, all rezoning actions within the City of Avondale, excluding those where the City was acting in the capacity of applicant, have been accompanied by a signed waiver.

The City has not obtained the information required to execute a waiver with all property owners within the boundary of the Gateway Crossing PAD. The City Attorney recommends against approving the modification to permitted uses for this reason.

Proposed Amendment #1 (Pedestrian Plaza)

- Pedestrian plazas typically thrive in locations near clusters of restaurants/bars. These plazas are most utilized when they provide a gathering location for people waiting on friends, for a table to open, etc. The location of the plaza on the side of a big box retail store is not ideal and future increases in use would not be expected.
- The applicant is proposing to replace the existing 5,500 square foot plaza with a 975 square foot plaza that contains all of the same amenities as the existing plaza, with the exception of the fountain. The City’s Design Manual requires pedestrian plazas in commercial centers to be a minimum of 500 square feet. The proposed 975 square foot plaza would meet current City requirements for commercial open space design.
- Replacement of the plaza with an equivalent 5,500 square foot plaza would not be possible without elimination of existing landscape/retention areas or required parking spaces.
- Because of its location, the existing 5,500 square foot plaza is rarely used and subject to occasional vandalism. Overall, while the proposed smaller plaza will decrease the overall area of onsite pedestrian areas at the Gateway Crossing center, it will be more optimally located near a building entrance to encourage use as originally intended. A smaller, more utilized plaza area is preferred to the current condition - a large but heavily underutilized space.

Proposed Amendment #2 (Overall Floor Area)

- A 2.7 percent increase in floor area from what was originally anticipated (245,568 sq. ft.) to what is proposed (252,271 sq. ft.) is minor and will not cause the site to function poorly.
- The center contains enough parking to support the proposed approximately 7,000 square foot increase in building area.

Conclusion:

Based upon staff’s review and analysis of the proposed PAD Amendment (as amended by the withdrawal of the request to allow for Thrift Stores), staff recommends the following:

- Approval of request #1, to allow replacement of the existing 5,500 square foot plaza with a 975 foot plaza, and
- Approval of request #2, to allow a 2.7 percent increase in the overall floor area of the center.

Note: Recommended stipulation #3, below, contains language necessary to ensure that the PAD's use list is not amended by this approval. Although the request has been withdrawn by the applicant, the original request materials have not been revised to remove that information. As such, a stipulation that expressly states that the PAD use list is unaffected by this amendment is necessary.

RECOMMENDATION:

The City Council should adopt the Ordinance approving Application PL-14-0066, a request to amend the Gateway Crossing Planned Area Development (PAD), subject to three conditions of approval, as recommended by the Planning Commission:

1. The Gateway Crossing PAD Development Plan and Ordinance 1132-05, including all stipulations of prior approval from August 15, 2005, shall remain in full force and effect, unless expressly modified by this amendment.
2. Development and use of land within the Gateway Crossing PAD shall conform to the Gateway Crossing PAD Amendment Narrative dated June 18, 2014, except as modified by these conditions.
3. The proposed amendment to the List of permitted, prohibited, and conditional uses (PAD Amendment Narrative, pages 4-7, and Tabs C and D) is not approved. Thrift stores shall remain a prohibited use within the Gateway Crossing PAD.

PROPOSED MOTION:

I move that the City Council accept the findings and **ADOPT** the Ordinance approving Application PL-14-0066, a request to amend the Gateway Crossing Planned Area Development (PAD), subject to three conditions of approval, as recommended by the Planning Commission.

ATTACHMENTS:

Description

[Exhibit A – General Plan Land Use Map](#)

[Exhibit B – Zoning Vicinity Map](#)

[Exhibit C – Aerial Photograph](#)

[Exhibit D – Summary of Related Facts](#)

[Exhibit E – Gateway Crossing PAD Development Plan, approved on August 15, 2005](#)

[Exhibit F – Ordinance 1132-05, approving the Gateway Crossing PAD on August 15, 2005](#)

[Exhibit G – Excerpt of City Council Minutes from August 15, 2005 \(PAD Approval\)](#)

[Exhibit H – Proposed Gateway Crossing PAD Amendment](#)

[Exhibit I – Excerpt of Minutes, Planning Commission Work Session of August 21, 2014](#)

[Exhibit J – Testimonials and Letters of Support](#)

[Exhibit K – Gateway Crossing Tenant Petition](#)

[Exhibit L – Excerpt of Minutes, Planning Commission meeting of September 18, 2014](#)

[Exhibit M – Letter from Withey Morris, PLC \(Project Applicant\)](#)

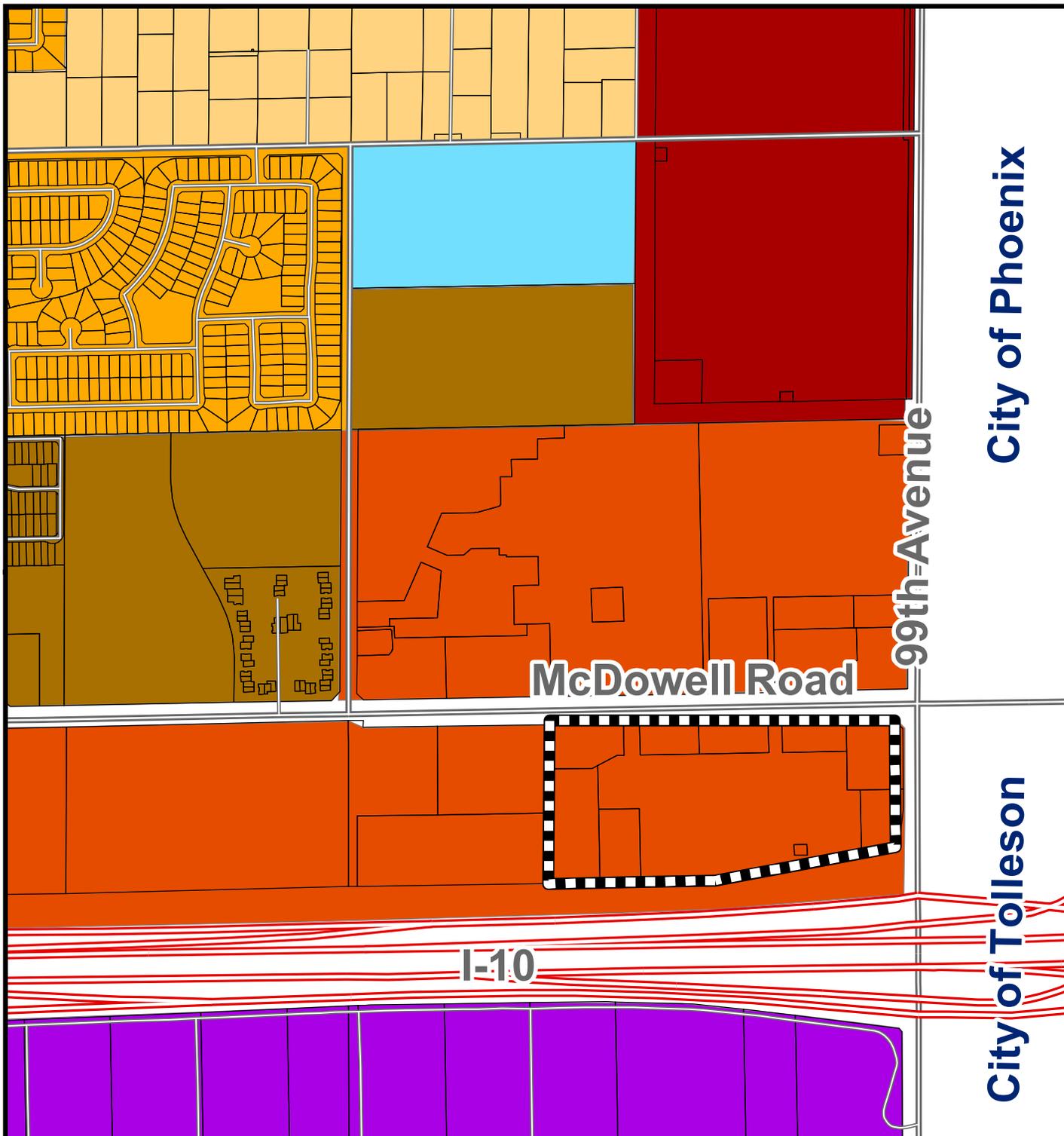
[Exhibit N – Excerpt of Draft Minutes, Planning Commission meeting of October 16, 2014](#)

[Exhibit O - Letter from Withey Morris, dated November 21, 2014, withdrawing the request to allow for a "Thrift Store" use on Lot 7](#)

[Ordinance 1565-1214](#)

PROJECT MANAGER

Ken Galica, Senior Planner (623) 333-4019



General Plan Land Use Map



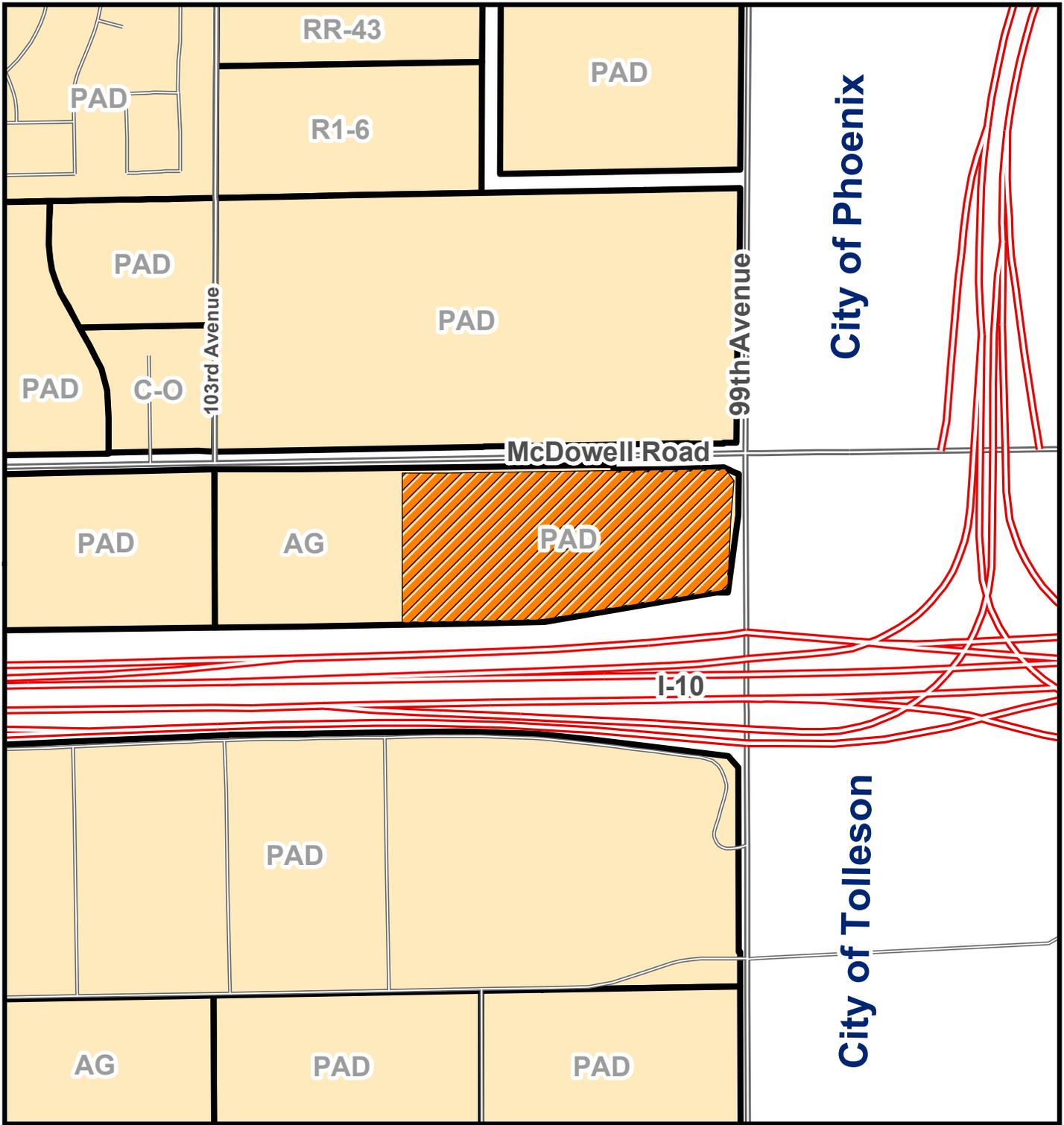
Subject Property



- Freeway Commercial
- Business Park
- Urban Commercial

- High Density Residential
- Medium Density Residential
- Estate/Low Density Residential

- Education



Zoning Vicinity Map



Subject Property





Aerial Photograph



Subject Property



*SUMMARY OF RELATED FACTS
APPLICATION PL-14-0066*

<i>THE PROPERTY</i>	
PARCEL SIZE	29.2 Gross Acres
LOCATION	Southwest corner of 99 th Avenue and McDowell Road.
PHYSICAL CHARACTERISTICS	Relatively flat, rectangular shaped development site.
EXISTING LAND USE	Shopping Center (228,000 sq. ft. floor area) with a mix of retail, service, and restaurant tenants. The Center is nearly at full occupancy and is anchored by major tenants Best Buy, Hobby Lobby, and Old Navy.
EXISTING ZONING	Planned Area Development (PAD)
ZONING HISTORY	The parcel was zoned AG after being annexed in 1986. The Council approved a rezoning for the subject property to PAD in 1988. A new development plan, the Gateway Crossing PAD, was approved by the City Council on August 15, 2005.
DEVELOPMENT AGREEMENT	None

<i>SURROUNDING ZONING AND LAND USE</i>	
NORTH	Commercial (Shopping Center), zoned PAD (Gateway Pavilions)
EAST	Commercial (Shopping Center), City of Tolleson
SOUTH	Interstate 10
WEST	Agricultural (AG), undeveloped

<i>GENERAL PLAN AND FREEWAY CORRIDOR SPECIFIC PLAN</i>	
Designated by General Plan land use map as Freeway Commercial; the subject parcel also falls within the boundaries of the Freeway Corridor Specific Plan but does not contain a minimum floor-area-ratio (FAR).	

<i>PUBLIC SCHOOLS</i>	
SCHOOL DISTRICT(S)	Pendergast Elementary and Tolleson Union High School
ELEMENTARY SCHOOL	Rio Vista Elementary School
HIGH SCHOOL	Tolleson Union High School

STREETS

99th Avenue

Classification	Arterial
Existing half street ROW	65 Feet
Standard half street ROW	65 Feet
Existing half street improvements	Three traffic lanes with a center median, curb, gutter, attached sidewalk, landscaping, and street lights.
Standard half street improvements	Three traffic lanes with center median. Curb, gutter, detached sidewalk, landscaping and street lights.

McDowell Road

Classification	Arterial
Existing half street ROW	65 Feet
Standard half street ROW	65 Feet
Existing half street improvements	Three traffic lanes with a center median/turn lane, curb, gutter, detached sidewalk, landscaping, and street lights.
Standard full street improvements	Three traffic lanes with center median/turn lane. Curb, gutter, detached sidewalk, landscaping and street lights.

Utilities

15” sanitary sewer runs along the entire McDowell Road frontage.

12” waterline that spans both the 99th Avenue and McDowell Road frontages. .

CITY COUNCIL

Approved
 Denied

Approved with
Conditions

8-15-05
Date

GATEWAY CROSSING

A Community Shopping Center
at the
Southwest Corner of 99th Avenue and McDowell Road

*P.A.D. General Development Plan
and Design Guidelines*

February 23, 2005
Revised May 17, 2005
Revised June 20, 2005

PLANNING
RECEIVED
JUN 2005
DIVISION
Z-05-1

Project Team

Owners:

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Akshun & Akshun, Inc.
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Phoenix, Arizona 85051

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*Cynthia Tubbs Limited Partnership II, The
Tubbs Family Limited Partnership, The
Clements Family Trust and the Norton
Family Living Trust*
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Exhibits

Exhibit/ Tab:

- Exhibit A** Legal Description of the Property
- Exhibit B** General Plan of Development
- Exhibit C** Color General Plan of Development and Landscape Plan
- Exhibit D** Land Use Matrix
- Exhibit E** Color Depiction of Gathering Areas and Entry Drive
- Exhibit F** Sewer Line and Force Main Map (Right and Left)
- Exhibit G** Map of Waterlines, Sewer Lines and Wells
- Exhibit H** Flood Insurance Rate Map
- Exhibit I** Conceptual Elevations

Site Data

Total Area

Gross = 29.218 Acres or 1,272,715 square feet
Net = 26.3 Acres or 1,143,955 square feet

Flood Zone = "X"

Existing and Proposed Right of Way

McDowell Road	Existing = 33' Proposed = 65'
99 th Avenue	Existing = 40' + varies (south portion (ADOT R/W)) Proposed = 65'

INTRODUCTION

Purpose of Request

The purpose of this request is to process a major amendment to a Planned Area Development ("P.A.D.") on approximately 29 gross acres at the southwest corner of 99th Avenue and McDowell Road (the "Site"). The requested P.A.D. amendment will allow the development of a shopping center to provide community retail and related commercial uses serving the existing and expected population of the surrounding area. The future pattern of development in this area will likely be master-planned neighborhoods which rarely include larger commercial parcels. This proposed shopping center is designed to provide some of the necessary retail, service and office uses to support the growing residential needs of the nearby community. The Site is an ideal location to provide these community retail and commercial uses because of its location in close proximity to the intersection of Interstate 10 and the Agua Fria (Loop 101) Freeway, as well as its location at the intersection of two arterial streets (99th Avenue and McDowell Road).

Zoning History

The Property was annexed into the City of Avondale (the "City") on March 17, 1986. On April 18, 1988 the City Council approved a rezoning to the Community Commercial Zoning District and also approved a conceptual plan of development pursuant to a planned area development designation (C-2 P.A.D.). This project was called the Avondale Park Plaza and consisted of approximately 44 acres at the southwest corner of 99th Avenue and McDowell Road. The Avondale Park Plaza P.A.D. allowed for the development of hotel, office, retail and convention uses for the Site.

Surrounding Land Uses and Zoning

The Site is located near the intersection of the Agua Fria Freeway Loop 101 and Interstate 10. Interstate 10 abuts the Property to the south and the Agua Fria is a few hundred feet from the eastern boundary of the Property. The site located to the north of the Property, the Gateway Pavilions, has a P.A.D. zoning classification and has been constructed with uses similar to those proposed for this Property. The property to the west of the Site is largely vacant farm land (a portion of which land is located directly across the street from the Gateway Pavilions and, thus, will likely develop as some sort of commercial use).

The pattern of development surrounding the Property, beyond the immediately affected boundaries, has been, and will likely continue to be, master-planned communities of varying size and densities. This area of Avondale has recently experienced a significant amount of growth and there are plans for residential development in the immediate vicinity of the Site. However, the majority of the existing and planned developments are residential in nature and do not include much, if any, commercial development. Thus, the proposed use has been designed to serve the existing and future residents of the area by providing an opportunity for a community shopping center in a centralized, easily accessed location.

The immediately surrounding land uses and zoning districts are summarized in the table below:

Location	Zoning Designation	Existing Land Use
Site	P.A.D.	Vacant
North	P.A.D.	Commercial Center
South	None	Interstate 10
East	Tolleson C-2	Under Construction
West	P.A.D.	Vacant

GENERAL AND SPECIFIC PLAN ANALYSIS

General Plan Analysis

The City of Avondale General Plan and Freeway Corridor Specific Plan, discussed below, both identify the Site as Freeway Commercial. This designation allows flexibility for developments by allowing regional retail, neighborhood retail, family entertainment and employments uses.

Freeway Corridor Specific Plan

The Property is within the boundaries of the City of Avondale Freeway Corridor Specific Plan dated June 1991 (the "**Specific Plan**"). The shopping center proposed in this P.A.D. General Development Plan is in keeping with, and will further, the goals and policies of the Specific Plan. According to the Specific Plan, its primary mission is to inspire a public-private joint venture for quality economic development in this area of the City (which is identified as having the highest urbanizing potential). The Specific Plan further states this area of the City provides the most prime real estate among the metropolitan area inventory of land that is ripe for urban development and should achieve a profitable urban development.

The Specific Plan identifies that section of McDowell Road located near Interstate 10 as an area that creates a significant opportunity for intense uses benefiting from high visibility between 115th Avenue and 99th Avenue. The Specific Plan specifically mentions office, retail and entertainment land uses for this area. These are the very uses proposed for the shopping center. Further, the Specific Plan notes commercial land use (which is the identified land use for this Site) includes hospitality, food establishments, professional and general offices, wholesaling, automotive uses and enclosed storage of inventory/ records for sale or use on the premises. Finally, the Specific Plan notes this area of the City may accommodate structures of greater height and bulk than are permitted elsewhere in the City. The uses proposed for the Site are in keeping with these land use designations and development standards, and development of the Site will comply with the applicable design and landscaping standards set forth in this Specific Plan.

DEVELOPMENT PLAN AND REVIEW PROCESS

Description of the Proposal - The General Development Plan

A General Development Plan/Conceptual Site Plan for the P.A.D. (the "General Development Plan") showing the overall concept for the Site development is attached as Exhibit B. A color version of the General Development Plan is attached as Exhibit C. The General Development Plan establishes the intended scale and character of the proposed shopping center, along with the general circulation pattern.

As shown on the General Development Plan, the shopping center is anticipated to include several anchor retail stores (identified as the "Major" spaces) grouped in an attached but staggered configuration oriented towards the McDowell Road frontage, but visible from Interstate-10. Several mid-size retail stores (identified as "Junior" spaces) will also be included in the main building grouping, with smaller retail/commercial spaces (identified as "Shops") provided in groupings at the end of the main building group, and in clustered linear groupings situated closer to the McDowell Road and 99th Avenue frontages. Up to five individual freestanding pad sites, some of which may include drive-thru lanes, will be located towards the outer boundaries of the Site.

The land uses for the proposed project are set forth on the Land Use Table attached as Exhibit D. This table lists all uses which will be permitted, along with those which will require a Conditional Use Permit. Conditional uses shown on this matrix shall be processed and evaluated in accordance with Section 108 (Conditional Use Permits) of the Zoning Ordinance. Adult/ Sexually Oriented uses of any sort will be specifically prohibited in the development.

Generous landscaped setbacks will be provided along the street frontages, and additional landscaped areas will be distributed throughout the Site. The landscape theme proposed for this Site will be complementary to the buildings and will utilize desert-type plant materials throughout the interior of the project and within the setbacks along 99th Avenue and McDowell Road. Entryways will also have landscaped monumentation, and the primary entry on McDowell Road (see Exhibit E) will feature a creative design with decorative surface materials at the driveway. The generous landscape setbacks and creative entryways are designed to create an attractive streetscape and define the architectural and landscape elements of this shopping center.

Additionally, the Site has been designed to feature gathering areas between Shops C and B and surrounding PAD 4. These gathering areas feature landscaping and patios designed to encourage pedestrian activity and outdoor activity that is not typically included in shopping centers. The gathering areas, as shown on Exhibit E, also provide larger areas of landscaping relief to complement the buildings and soften the Site design.

As discussed in more detail in the Development Standards sections, development of the Site will utilize creative and contemporary site design features such as defined entryways, stamped and stained concrete surfaces, and a combination of steel and stone components in structures and decorative features. We believe that the attention to the Site design, landscape layout and

architectural design of the buildings and center ensure that the proposed development will be an attractive addition to this community.

Final Development Plan(s)

Following approval of the General Development Plan and Program (i.e. the standards and materials submitted with this request), a Final Development Plan/Master Site Plan for the Major and Junior buildings shown on the General Development Plan (the "**Final Development Plan**") will be submitted to establish the final form of on-site circulation and architectural design. This Final Development Plan will need to be reviewed and approved prior to or concurrent with any Final Development Plan(s) for the freestanding pads shown on the General Plan of Development. The ultimate building configurations and sizes shown in the Final Development Plan(s) may vary somewhat from the conceptual locations and sizes shown on the General Development Plan, but the overall Site development concept will remain the same.

The Final Development Plan(s) will require review and approval by the Planning Commission and City Council, as set forth in Section 603 (P.A.D. Procedures) of the Zoning Ordinance, and review and approval of the Final Development Plan(s) will comply with the Site plan review procedures set forth in Section 106 (Site Plan Review) of the Zoning Ordinance.

Individual Site Plans

Subsequent site plans for individual tenants and freestanding pads will be reviewed administratively for conformance with the Final Development Plan(s).

Circulation

The Site has been designed to orient the uses toward McDowell Road (as directed by the Specific Plan). The primary entryway and four additional entries are located off of McDowell Road. Secondary access serving 99th Avenue is provided by an entryway located mid-point along that portion of the Site fronting 99th Avenue. Driveway locations will be in accordance with City requirements and will be designed to consolidate driveways and provide shared access points to individual tenants and users within the center. All driveways, parking and circulation areas will be paved and include decorative paving features.

The proposed buildings have been sited to organize a site layout compatible with the driveway cuts to the north along McDowell Road. Circulation for vehicular traffic is from three right-in/right-out curb cuts along McDowell Road. The major entrance along McDowell Road is a signalized intersection aligned with the driveway serving the commercial center to the north. Access along 99th Avenue is a right-in/right-out driveway that is aligned with the front of the retail development. A proposed shared access drive is located along the west edge of the Site. The owner of the Site is amenable to a cross-access easement between this Site and the property immediately to the west, but has so far been unable to get the adjacent property owner to agree to such.

Pedestrian links will connect the Pads along the street frontage and each of the retail uses within the main shopping center. Shaded pedestrian canopies are proposed for the main retail shopping center and tree lined pedestrian walks will provide access to (and along) McDowell Road from several locations.

Deliveries to the Site will enter through the center's service entry located at, and aligned with, the western property line of the Property and will exit the Site at the additional entry and exit point to and from 99th Avenue located along the eastern Property line via the access route situated to the west of Pad 5.

McDowell Road and 99th Avenue are major arterial streets. All off-site and perimeter street improvements will be completed simultaneously with the first phase of development.

Utilities

All utilities will be developed simultaneously with the Site and placed underground.

Waste Water

Two issues will affect the ability to provide sewer service to the Site. These two issues include the wastewater treatment plant capacity available to service the wastewater and the wastewater trunk main that will deliver the wastewater from the development to the treatment plant.

The proposed uses within the Site anticipate receiving wastewater treatment from the City wastewater treatment plant located approximately ½ mile south of Broadway Road and west of Dysart Road. Currently the wastewater treatment plant has a capacity of 6.4 MGD with expansions planned to increase the size of the plant to 11.3 MGD.

In addition to receiving wastewater treatment capacity, it is also necessary to have a method to deliver the wastewater from the project Site to the treatment plant. The project Site is approximately 6 ½ miles from the treatment plant. The size of the trunk line necessary for this project will depend on the type of development that occurs. There is an existing 15-inch sewer line within McDowell Road, north of the proposed development as shown on the maps attached as Exhibits F and G. Participating in this sewer line may be an option for the proposed development, depending on the excess capacity in this sewer line.

The typical wastewater design factors utilized within the City are summarized below:

- Average day wastewater generation factor for shopping mall/ retail and restaurant are 0.5 gallons per square foot and 1.0 gallons per square foot, respectively.
- Wastewater peaking factors are based on pipe diameters. For sewer mains less than 12" in diameter, the peak daily flow is assumed at 4 times the average daily flow. For sewer mains 12" or larger in diameter, the peak daily flow is assumed at 2.5 times the average daily flow.
- All sewer pipes must be designed with a minimum allowable full flow velocity of 2.0 feet per second.

The projected wastewater demand for the proposed development is estimated at 148,575 gallons per day.

Sewer flow Calculations

Description	Area (square feet)	Demand Factor (gal/ square feet)	Avg. daily flows (gpd)
Retail	246,750	0.5	123,375
Restaurant	25,200	1.0	25,200
Total	271,950		148,575

Water

The Site is not currently located within a water provider's certificated service area but is adjacent to the area currently served by the City of Avondale. The City has agreed to serve water to this Site upon development. The City's existing water system includes a 12-inch water line located within 99th Avenue that extends south of Interstate 10. As shown on the map attached as Exhibit

E, water service will be extended to the Site by connecting to the existing City lines located in 99th Avenue and McDowell Road. A public water line will loop the Site, running behind the main span of buildings and back out to the street frontage. A private line will be located along the front of the main span of buildings to provide water to fire hydrants.

Grandfathered irrigation water rights are connected with some of the parcels on the Site. Following plat approval but prior to construction, these water rights will be extinguished and the water credits pledged to the City of Avondale's Assured Water Supply account following the procedures set forth by ADWR.

Wells

The Arizona Department of Water Resources (ADWR) database was researched to determine the existing wells within the area. According to the database, there is an existing well within the Property. The location of the well within the Property and the wells in the surrounding area are shown the map attached as Exhibit G. At the appropriate time in the development process, the existing well will be abandoned or moved, per the request of the City of Avondale, in compliance with ADWR regulations and procedures.

Existing Reservoirs

There is an existing 1 MG reservoir approximately ½ mile north of the proposed development. The Rancho Sante Fe Reservoir located approximately 3.5 miles west of the development has a capacity of 2.75 MG. In addition to these two reservoirs, the Coldwater Springs Reservoir located south of Van Buren Road and west of 123rd Avenue has an excess capacity of 2.5 MG.

Design Standards

The Site will be designed to meet the requirements set forth by the City. Currently the City requires that each project provide enough storage to meet the maximum day demand plus the fire flow without depleting more than 80% of the total volume. Based on a factor of 1.5 gallons per square foot (City Design Standards, page 111-2), the projected demands for this development are shown below:

Development	Average Day (gpd)	Maximum day (gpd)	Peak Hour (gpd)
Gateway Crossing	407,925	938,880	1,595, 520

The fire flow requirements for commercial projects vary, but, if 2,125 gallons per minute were assumed for three hours, approximately 500,000 gallons of storage would be required. This demand produces an estimated overall storage requirement of 624,723 gallons to meet the city's storage requirements shown below:

Storage Calculations:

Description	Approximate Area (square feet)	Demand Factor (gal/ square feet)	Average Daily Flows (gpd)
Retail	246,750	1.5	370,125
Restaurant	25,200	1.5	37,800
Total	271,950		407,925

Average day demand (gpm)= 283

Maximum day demand (gpm) = 652

Peak hour demand (gpm) = 1,108

Maximum day flow factor = 2.3 x Avg. day demand

Peak hour flow factor = 1.7 x Max. day demand

Storage based on fire flow:

Commercial fire flow demand = 2,125 gpm

Total commercial fire flow demand = 2,777 gpm (Com. fire flow demand + max. day demand)

Volume required for 3 hours = 499,778 gallons

Required useable fire flow storage = 624,723 gallons (without depleting storage more than 80%)

Peak Hour Storage

Peak hour storage = 265,831 gpm (storage for 4 hours)

Required useable storage = 531,662 gallons (without depleting storage more than 50%)

Operating Storage

Operating storage = 130 gpm (20% of maximum day demand)

Required useable storage = 187,646 gallons

Emergency storage

Emergency storage = 227 gpm (80% of avg. Day demand)

Required useable storage = 326, 340 gallons

Required Storage

Development	Fire flow storage (gallons)
Gateway Crossing	624,723

It is important to note that the required fire flow for the Site can vary depending on the type of building construction, installation of fire sprinklers, etc. and the size of the buildings. The required flow for this development will be established based on discussions with the City.

Grading and Drainage

The development will provide onsite storage for runoff from a 100-year, 2 hour storm event. The development will also collect adjacent street runoff per the City of Avondale Engineering Department requirements.

A single shared retention basin located on the south side of the Site will provide the bulk of the required retention, and individual development pads will not have separate retention areas. Additionally, retention will be provided within landscaped areas along the Site perimeter, but no more than 50% of the street frontage landscaped areas will be utilized for retention.

Flood Zone

The Flood Zone for this Property is shown as "X" per the Flood Insurance Rate Map attached as Exhibit H.

Irrigation Canals

The civil engineer has been in discussions with SRP to provide design drawings to place any open channels into underground pipelines. The first 1,000'± of canal located west of 99th Avenue has been piped underground but there is another 600'± of canal that will also need to be piped underground. The applicant has held initial meetings with Harold Bevier at SRP and has paid the initial design fees required by SRP.

DEVELOPMENT STANDARDS

General

Unless otherwise noted, all development shall comply with the City of Avondale C-2 Zoning District development standards. In the event the text of the Zoning Ordinance and this P.A.D. differ, the terms of this P.A.D. shall prevail.

Setbacks

In conformance with the Zoning Ordinance and the Freeway Corridor Specific Plan, the required yards fronting on public streets shall be entirely landscaped excluding driveways and walkways. Minimum required yards shall be as follows:

McDowell Road	30 feet to building and 40 feet to parking lot
99 th Avenue	20 feet to parking lot and building
Interstate 10	30 feet to building

Building Height

In keeping with the Specific Plan and Zoning Ordinance, all Major tenants will be limited to a maximum height of two stories with a maximum building height of 45' (measured from the top of the adjacent curb to the top of the parapet). Junior tenants, the Shops and Pads will be limited to one story, with a maximum building height of 24', except for decorative tower elements which will have a maximum building height of 34 feet.

Building Area

The total approximate building area, as shown on the General Development Plan, is 221,900 square feet. Maximum building envelopes are shown on the General Development Plan.

Pads with Drive-Thru Lanes

The freestanding pad sites may be used for any of the permitted uses, and some may be developed as restaurants with drive-thru lanes. Any drive-thru lanes will comply with City standards for stacking distances, and will include a covered canopy area at the pull-up window. Additionally, the drive-thru lanes will be screened from view from adjacent streets by landscaped areas, menu boards will not be visible from adjacent streets, and the drive-thru circulation will be designed to minimize traffic intrusion to the remainder of the Site.

Lighting

In addition to the following requirements, all lighting on the Site will comply with *Section 707: Outdoor Lighting* of the Zoning Ordinance:

- Accent lighting of selected architectural, landscape and hardscape features will be allowed and encouraged. Bulbs will be limited to 100 watts.
- Exterior fixtures will be located and oriented to focus light inward from the edge of each parcel.
- The design of lighting fixtures and their structural support shall be of a scale and architectural design compatible with on-site buildings.
- Utilizing neon, or similar lighting is not allowed on building elevations.
- All outdoor lighting will be downward directional and shielded to eliminate any candle foot power off site.
- A common lighting theme will be utilized throughout the development.

Screening

The Site is visible from the Interstate 10 Freeway corridor. Accordingly, any delivery bays or service areas will be architecturally integrated with the adjacent building by using similar and complementary materials and colors. A combination of elements will be used including angled walls, berms, architectural pop-outs, and landscaping to minimize the presence of the service areas and to make them appear to be an integral part of the main building. The Site will not be dominated by long screen walls along the boundaries of the Property and loading docks, delivery stalls and overhead doors will not dominate the buildings.

No loading areas will be located at the front of the buildings where it is difficult to adequately screen same from view. These facilities will be restricted to the side or rear of the Site. Loading docks for Major tenants will be depressed to ensure the loading areas are screened from view.

Parking will be screened by the use of landscaping and/ or staggered three-foot high walls. These walls will be designed in conformance with the architectural materials used with the Site, including integral color CMU or painted stucco to match the materials used within the Site. The design and materials used for any wall within the Site will be consistent with materials used throughout the Site, and in compliance with the Zoning Ordinance.

Utility and Mechanical Equipment/ Trash Enclosure

All roof mounted equipment, satellite dishes and ventilators projecting above the roofline will be fully screened by a building parapet. The equipment will be painted to match the roof color. No secondary screen elements will be allowed.

No wall-mounted equipment will be permitted between any street and building setback line. Ground mounted electrical or mechanical equipment will be fully screened from view by walls and landscaping.

All trash or refuse collection areas will be enclosed by a minimum six foot masonry wall, designed to match the material of the building. Landscaping will be included around screen walls. No refuse collection areas will be permitted between any street and the building setback line.

All downspouts will be internalized to ensure quality four-sided architectural treatment of all buildings.

ADA signage and fire lane signs will match Site standards.

Walls and Fences

Walls and fences will be used minimally for screening or security purposes and will not be used at the boundaries of the Property unless required for screening or security purposes.

Walls will be designed to complement the architecture for the Site. Landscaping will be used in combination with all walls.

Parking

The exact number and size of all parking spaces, driveways, parking lot islands and other improvements in the parking areas will be determined as uses for the center are determined and will be reviewed and approved by the City Planning Department. The General Plan of Development includes nearly 1250 parking spaces, and a preliminary calculation of proposed uses based on the General Plan of Development shows a parking requirement of just under 1050 spaces, clearly indicating that there is adequate room allowed for necessary parking.

The Zoning Ordinance normally requires one parking island to be provided for every 12 consecutive parking spaces, with a minimum width of 5 feet and a minimum area of 50 square feet. To help break up larger spans of parking, the P.A.D. proposes to alter this standard by providing smaller parking islands (with a minimum size of 25 square feet) between fewer parking spaces (one island between every 6 parking spaces) in the middle sections of rows of parking. These smaller islands will be diamond shaped as shown on the General Plan of Development, with a minimum width of 5 feet. At the end of the parking row, one-half rectangular shaped landscaped islands will be provided. This proposed parking island standard

will result in the same overall amount of landscaped area within the parking lot, but will have the affect of spreading the landscaping out throughout the parking area, helping to soften the affect of large spans of pavement, and increasing the opportunities for shaded areas within the parking lot. This deviation is also in compliance with landscaping standards set forth in the Specific Plan, which requires one tree for every six parking spaces.

There are a few parking areas on the Site which are located within 200 feet of McDowell Road. These parking areas have been designed to comply with the additional requirements set forth in the Specific Plan, which call for a landscaped divider island every two parking rows or every 130 feet. Within this area, the parking has been grouped so that there are no areas with more than three consecutive rows of parking, and so that landscaped areas are provided along the perimeter of each third row.

Landscaping

Significant landscape setbacks are proposed along the two frontages for the Site, with a minimum landscape setback depth of 20 feet along 99th Avenue. Along McDowell Road, in compliance with landscaping provisions set forth in the City of Avondale Freeway Corridor Specific Plan, a landscaped setback of 30 feet to buildings and 40 feet to parking areas will be provided. Additionally, the entryways to the Site will incorporate landscaping in their design.

The landscape palette will be similar to that used by the development to the north of the Site. Arid plantings will be used for water conservation and plantings will be used to provide shade along pedestrian links to the public street. The City's boulevard street tree theme will be continued. Additionally, landscaping will comply with the applicable provisions in the Freeway Corridor Specific Plan.

A conceptual landscape plan is attached as Exhibit B.

Design Standards

A common architectural theme, with warm colors and textures and masonry construction, will be used throughout the entire project to create visual unity, continuity and an identifiable character for the shopping center. Conceptual elevations showing the design concepts are attached as Exhibit I.

Major Tenants

The Major tenants will feature four-sided architecture. The south/rear elevations facing Interstate 10 will be designed to limit the visual impact of loading and receiving areas through the use of upgraded architectural treatments and materials. Pilasters, overhangs, wall signs and wall undulation are required along the south/rear elevation.

To provide visual interest from the freeway, monotonous façades and large segments of flat wall planes will be prohibited. Variations in the wall plane will be required for every sixty feet of

linear wall. Additionally, roll-up doors and receiving docks will be recessed and painted to match the building.

To encourage pedestrian circulation, each Major tenant will feature an overhang or canopy element on the north elevation. Such elements will be designed to compliment the building design. Through the use of shade trees, canopies and arcades, a minimum of 50% of each building façade will feature pedestrian shading elements. Pedestrian refuge areas will be provided along the front/north elevation to encourage pedestrian circulation as determined at the time of Final Development Plan Approval.

The materials and colors of the Major tenants will compliment those of the Junior tenants and the In-Line Shops (Shops A, B, C, D and E). The final colors and materials of the Major tenants will be provided at the time of Master Site Plan Approval. The use of consistent accent materials will bring consistency to the architecture of the center. All buildings will feature varied front building setbacks.

Junior Tenants and Pads

All materials and colors of the Junior tenants and pads will match the Major tenants as determined at the time of Final Development Plan approval. The colors and materials will be chosen to compliment the Major tenants and provide a unique character to the development.

Outdoor plaza and/or pedestrian refuge areas will be integrated into freestanding pad sites. The use of canopies and overhangs (canopies, arcades, shade trees or similar elements providing shade) are required for at least 30% of the building façade to provide a pedestrian friendly environment.

Estimated Traffic Production

The Property will consist of approximately 188,200 square feet of retail shops and 33,700 square feet of restaurant pads. Utilizing trips rates and equations from the *ITE Trip Generation, 7th Edition* Manual, the proposed commercial center is projected to generate approximately 13,031 daily trips, which includes approximately 286 a.m. peak hour trips and 1,212 p.m. peak hour trips.

The analysis of the projected traffic will utilize the McDowell access plan prepared by Kirkham/Michael (dated August 2003) to verify that adequate storage is provided at median openings. In addition, should the City require additional trips generated by the adjacent properties be included in the analysis, the reports associated with these projects will be obtained. The Site trips and recommended geometries will then be incorporated in the analysis and report.

Land Use Table

The purpose of the district is to provide community retail and related commercial services serving the existing and expected population of the surrounding area.

Permitted Uses

The following uses are authorized within the PAD:

- Restaurants and Similar Uses
- Tavern, Bar, Lounge or establishment that sells beer or intoxicating liquor for consumption on premise, excluding Adult/Sexually Oriented Uses
- Resorts and Hotels
- Business or Technical School
- Schools and Educational Institutions (Public and Private) excluding Colleges, Universities and Vocational Schools
- Emergency Medical Care Facility
- Medical, Dental or Health Offices, Clinics and Laboratories, Sports Medicine Facilities
- Professional, Administrative or Business Offices, Banks and Financial or Similar Uses
- Appliance Service and Repair
- Clothing Alteration, Custom Dressmaking or Tailor Shop
- Day Spa (which provides a variety of personal services such as hair styling, manicures and pedicures, makeup, facials, tanning, massage and other related or similar services), excluding Adult/Sexually Oriented Uses
- Employment Agencies
- Nail Salon, Barber Shop and Beauty Salon
- Photographic Developing and Printing Studio (for retail use only)
- Ticket and Travel Agency
- Retail Sales of New Merchandise within Enclosed Buildings
- Specialty Stores and Services, Indoor
- Automatic Teller Machine (ATM)

Permitted Uses Subject to Conditions

The following uses are authorized within the PAD subject to the listed conditions:

- Drive-Thru Restaurants for restaurants, delis, coffee shops or similar eating establishments *- ONLY 1 ON SITE*
 - All drive-thru lanes must comply with City standards for stacking distances;
 - All drive-thru lanes must include a covered canopy area that is integrated into the building architecture and located at the pull-up window;

- All drive thru lanes must be fully screened from view from adjacent streets by utilizing landscaped areas;
- All drive-thru lanes must use menu boards that are not visible from adjacent streets;
- Circulation for all drive thru lanes must be designed to minimize traffic intrusion to the remainder of the Site)
- Dry cleaning and laundry establishments
 - Not to exceed 1,000 square feet
 - Excluding any wholesaling or products or services

Conditional Uses

The following uses may be allowed through the review and approval of a Conditional Use Permit. Conditional uses shall be processed and evaluated in accordance with Section 108, *Conditional Use Permits*, of the City of Avondale Zoning Ordinance:

- Auto Supply Store, Indoor
- Reception Centers, Recreation and Social/Private Clubs
- Day Care Centers or Pre-School Centers
- Convention Centers and Exhibition Halls
- Dancing, Theatrical or Music Studio
- Health and Exercise Center
- Veterinary Hospital, Offices and Clinics, excluding animal boarding
- Personal Service Establishments, such as Tanning Salon, Massage Therapy, excluding Adult/Sexually Oriented Uses
- Large-Scale Retail Establishment (individual retailer occupying 80,000 square feet or greater) (including as accessory uses: plant nursery, with open air areas, but excluding unscreened outdoor storage; retail sales of lumber, landscaping and building materials, but excluding unscreened outdoor storage; tire sales, repair and mounting; and installation of vehicular stereos)
- Consignment Sales of Furniture

Accessory Uses

The following uses are allowed as accessory uses directly related with an approved permitted use:

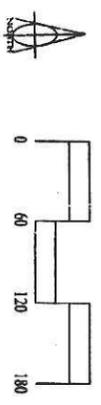
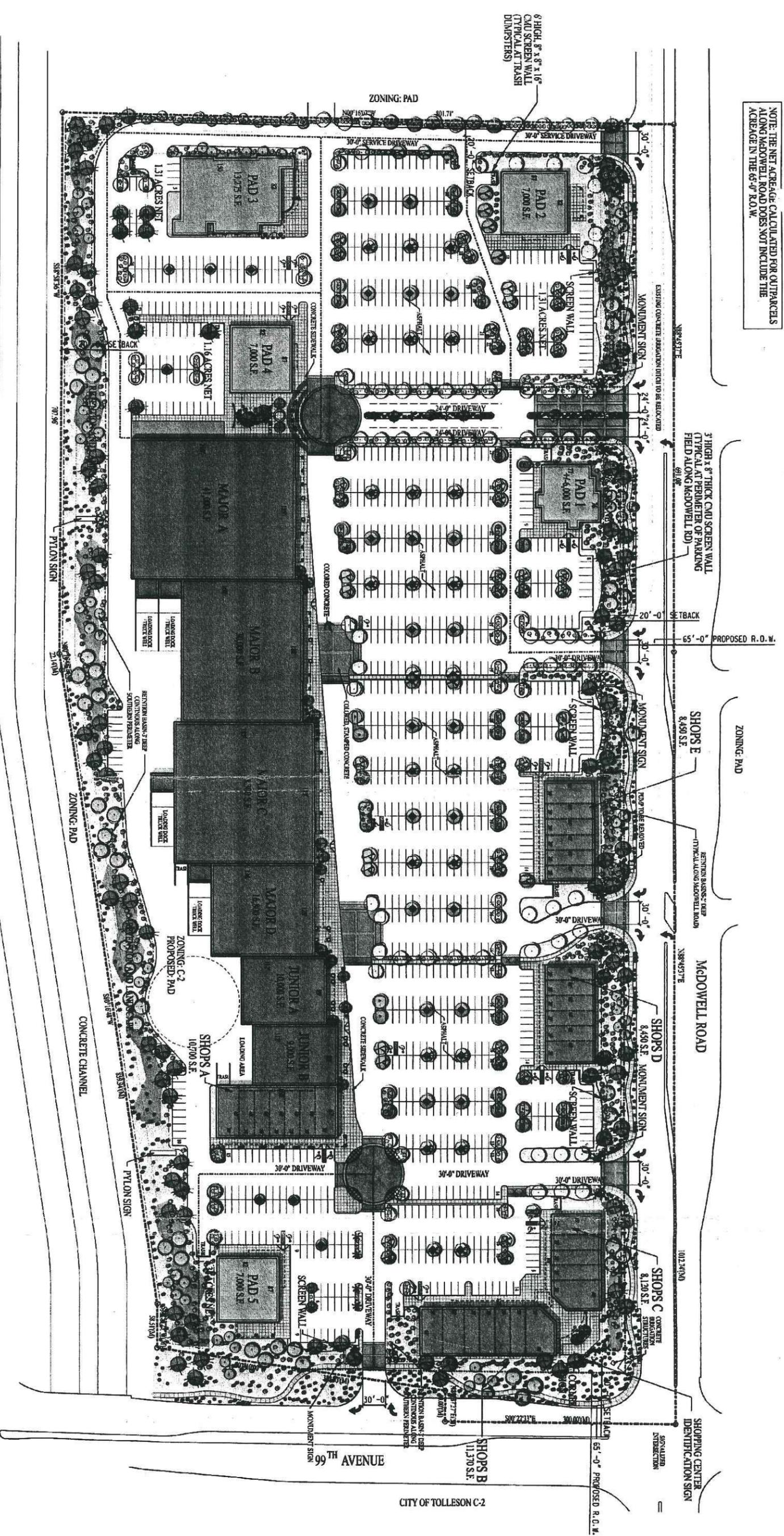
- Accessory buildings, structures and uses customarily incidental to a permitted use
- Accessory installation of vehicular stereos

Prohibited Uses

The following uses are prohibited:

- Check cashing, bondsman, pawn shops, plasma centers, thrift stores;
- Day labor centers
- Outdoor storage
- Sexually oriented businesses
- Shooting Ranges
- Any use not expressly permitted herein

NOTE: THE NET ACREAGE CALCULATED FOR OUTPARCELS ALONG McDOWELL ROAD DOES NOT INCLUDE THE ACREAGE IN THE 65'-0" R.O.W.



Gateway Crossing

McDowell Road & 99th Avenue
Avondale, Arizona



Architects, P.A.
1401 W. Northport St., Suite 100
Chandler, North Carolina 28208
704.276.1919 Fax 704.276.1920
www.adwarchitects.com

ORDINANCE NO. 1132-05

AN ORDINANCE OF THE COUNCIL OF THE CITY OF AVONDALE, ARIZONA, AMENDING THE OFFICIAL ZONING ATLAS OF THE CITY OF AVONDALE FOR APPROXIMATELY 29.1 ACRES OF LAND LOCATED AT THE SOUTHWEST CORNER OF 99TH AVENUE AND MCDOWELL ROAD AS SHOWN IN FILENAME Z-05-1, APPROVING A NEW DEVELOPMENT PLAN IN THE PLANNED AREA DEVELOPMENT (PAD) DISTRICT AND IMPOSING CONDITIONS UPON SUCH PLAN.

WHEREAS, on April 18, 1988, the Council of the City of Avondale, (the "City Council") approved the Avondale Park Plaza PAD rezoning, including development standards relating thereto (the "Development Standards") for approximately 43.7 acres of real property generally located at the southeast corner of 99th Avenue and McDowell Road; and

WHEREAS, the City Council desires to amend the property Development Standards by approving a new development plan for 29.1 acres of the Avondale Park Plaza PAD; and

WHEREAS, all due and proper notices of public hearings on the intended amendment held before the City of Avondale Planning and Zoning Commission (the "Commission") and the City Council were given in the time, form, substance and manner provided by ARIZ. REV. STAT. § 9-462.04; and

WHEREAS, the Commission held a public hearing on Thursday, July 21, 2005, on this Ordinance pursuant to such notices and as required by ARIZ. REV. STAT. § 9-462.04; and

WHEREAS, the Commission recommended to the City Council that this Ordinance be approved; and

WHEREAS, the City Council held a public hearing regarding this Ordinance on August 15, 2005.

NOW, THEREFORE, BE IT ORDAINED BY THE COUNCIL OF THE CITY OF AVONDALE, as follows:

SECTION 1. That the Development Standards set forth in the Avondale Park Plaza PAD are deleted in their entirety and replaced by the Gateway Crossing PAD development plan date stamped July 7, 2005, on file in the City Clerk's office and incorporated herein by reference, subject to the following conditions:

1. Development shall be in substantial conformance with the development plan and narrative dated July 7, 2005.
2. The required development standards shall be as shown in the narrative request dated July 7, 2005.
3. All water rights on the property shall be conveyed to the City of Avondale prior to recordation of the final plat.

4. Perimeter half-street improvements along 99th Avenue and McDowell Road shall be constructed in a single phase prior to or concurrent with the first phase of development.
5. Street improvements shall be required as follows, as determined by the City Engineer:

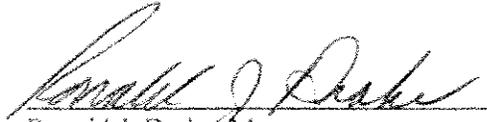
<i>Street</i>	<i>Required ROW Width</i>	<i>Required Improvements</i>
99th Avenue	65' (half-street)	Paving, curb, gutter, street lights, detached sidewalk and landscaping. Deceleration lanes if deemed necessary by City Engineer at the time of final improvement plan approval
McDowell Road	65' (half-street)	Paving, curb, gutter, street lights, detached sidewalk and landscaping. Deceleration lanes if deemed necessary by City Engineer at the time of final improvement plan approval

6. The 65-foot half-width right-of way for 99th Avenue and 65-foot half-width right-of-way for McDowell Road shall be dedicated at the time of final plat.
7. The developer has agreed in concept to the relocation of an existing irrigation well to the southeastern portion of the subject property. The developer shall work with the City in good faith to develop agreements addressing such issues as well siting, property purchase, rights-of-way, easements, well abandonment, well and transmission line design and construction, and reimbursement.
8. Directional signs shall have a maximum height of four feet and a maximum area of seven feet.
9. Convenience stores, gas stations, and pharmacies are prohibited.
10. Sign fields for each building shall be designated at the time of final site plan review.
11. A minimum of 20% of the total building floor area will be completed concurrent with phase I of the development.
12. All proposed buildings, including those of franchise uses, shall use the Materials and Color Selections Board date stamped June 20, 2005.
13. All proposed buildings, including those of franchise users, shall substantially conform to the architectural theme of the Conceptual Elevation Plan date stamped June 20, 2005.
14. No more than 50 percent of the McDowell Road and 99th Avenue frontage shall be utilized for retention.
15. The shopping center shall be prominently identified on all multi-tenant monument signs.

16. Drive-thru restaurants shall include a minimum of 100 foot vehicle stacking measured from the drive-thru menu board.
17. Additional right-of-way shall be dedicated to accommodate a right-turn only lane as determined by the City Engineer at the time of final plan approval.
18. The front yard setback from McDowell Road between 99th Avenue and 250 feet west of the 99th Avenue right-of-way shall be 20 feet.
19. A cross-access easement shall be recorded for the proposed drive aisle access to the west adjacent property prior to the first issuance of a certificate of occupancy for the site.
20. No more than one drive-thru restaurant facility shall be permitted on the site.

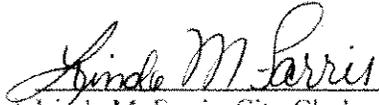
SECTION 3. If any provision of this Ordinance is for any reason held by any court of competent jurisdiction to be unenforceable, such provision or portion hereof shall be deemed separate, distinct and independent of all other provisions and such holding shall not affect the validity of the remaining portions of this Ordinance.

PASSED AND ADOPTED by the Council of the City of Avondale, August 15, 2005.



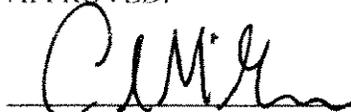
Ronald J. Drake, Mayor

ATTEST:



Linda M. Farris, City Clerk

APPROVED:



Andrew J. McGuire, City Attorney

Minutes of the regular meeting held August 15, 2005 at 7:00 p.m. in the Council Chambers.

MEMBERS PRESENT

Mayor Drake and Council Members

Vice Mayor Lynch

Albert Carroll, Jr.

Jason Earp

Gail Leitner

Marie Lopez Rogers

Chuck Wolf

ALSO PRESENT

Charlie McClendon, City Manager

Andrew McGuire, City Attorney

Dan Davis, Community Recreation Services Director

Anna Roedler, Senior Planner

Carnell Turman, City Engineer

Nathan Crane, Planning Manager

Connie Randall, Planner II

Linda Farris, City Clerk

**7) PUBLIC HEARING – ORDINANCE 1132-05 – DEVELOPMENT PLAN –
GATEWAY CROSSING PAD – Z-05-1**

Public Hearing and consideration of an ordinance approving the Development Plan for the Gateway Crossing PAD (Planned Area Development), 26.1 acres located on the southwest corner of 99th Avenue and McDowell Road.

Anna Roedler, Senior Planner, explained the subject property was originally zoned PAD in 1988, but the property was not developed within the two year time requirement and the development plan consequently lapsed. She said a new development plan needs to be approved by the City Council to establish uses and required development standards for the property. She stated the site is designated as freeway commercial on the General Plan and the area is given emphasis in the Freeway Corridor Specific Plan with an increased height of buildings and intense land uses encouraged. She explained access to the site will be primarily provided from McDowell Road, with an additional entrance from 99th Avenue, noting lights exist at both the 99th Avenue and 101st Avenue alignments. She said the first phase of development will include the installation of all road improvements and staff recommends a stipulation that at least 20 percent of the building floor area be included in Phase I. She stated the conceptual site plan will establish the circulation pattern, parking configuration and building mapping. She noted a master site plan will be reviewed by the Planning Commission and City Council and additional individual site plans will be approved administratively for conformance with the master site plan, zoning ordinance and PAD requirements. She stated that two driveways are proposed on McDowell Road as well as 99th Avenue. She stated a secondary access is proposed to the future development to the west. She stated that the drives are aligned with the existing drives at Gateway Pavillions Shopping Center. She explained truck traffic will be

directed primarily to the westernmost driveway since there are fewer parking and pedestrian conflicts along that side of the property. She stated that a truck turn around is provided behind the junior tenants. She said the conceptual site plan includes nearly 200 parking spaces over the required number of parking spaces and special consideration was given to the fact that only 20 of the spaces are located behind the major tenant. She noted points of access are coordinated with the adjacent Gateway Pavilion shopping center. She stated the developer has agreed to work with the city to coordinate all street and SRP irrigation line improvements. She stated that the city is planning to begin a median project for McDowell Road to include medians between 99th Avenue and 103rd. She stated that this will control turning movements. She stated an SRP irrigation ditch along north property line will be placed underground for the road improvements for this property. She stated that the developer has agreed to coordinate road improvements with the city so they can all be done at the same time. Ms. Roedler explained the primary objective of the PAD is to provide pedestrian open space amenities throughout the regional shopping center, noting four pedestrian walkways are provided from McDowell Road and each walkway includes decorative paving where the walkway crosses drive-ways. She stated two pedestrian plazas are proposed within the center and each freestanding pad site within the center will include an outdoor plaza of approximately 50 square feet. She stated the proposed uses are similar to the city's C-2 Community Commercial District except that they are modified to meet the intentions of the Area Specific Plan and a Regional Retail Center. She explained hotels, restaurants, retail sales, medical offices, and professional offices are permitted outright, drive-thru restaurants and dry-cleaning establishments are permitted subject to conditions and automotive supply stores, daycare centers, exercise centers, consignment sales of furniture, and large scale retail establishments require a Conditional Use Permit. She said the PAD includes specific design standards for all buildings, including four-sided architecture, and the design of the center is intended to coordinate with its shared building materials and architectural elements. She stated a sign package is included with the PAD and a master identification sign is being requested at the primary entrance. She said, additionally, two 75-foot freeway monument signs are requested along I-10, noting each could include up to six tenants and the shopping center identification. She explained four multi-tenant monument signs are requested along McDowell road and one for 99th Avenue, pointing out they would measure approximately 22.5 feet in height. She said two directional signs are requested for each drive-thru facility and building identification wall signs are requested for each elevation of each building.

Ms. Roedler reported the Planning Commission reviewed the proposed rezoning on July 21, 2005 and recommended approval subject to 16 stipulations. She said staff recommends approval subject to the 20 stipulations set forth in the staff report.

Vice Mayor Lynch commended the applicant on the site plan and color scheme. She complimented that customers can walk between businesses. She asked why they have not stipulated that drive-thru banks are not allowed on this site. Ms. Roedler said it was not included in the site plan, but a limitation has been placed on the applicant limiting the site to no more than one drive-thru facility. Vice Mayor Lynch expressed concern that a

bank drive-thru could take up a major portion of a very critical corner. She asked for Council discussion on this concern.

Vice Mayor Lynch expressed concern that there was only one exit that allowed left turns out of the center. She stated that residents will want to stay in Avondale where they live and to do so they will have to go through the one left turn light and traffic will back up into the parking lot.

Councilman Carroll expressed his opinion the enhancements staff is requiring on the freeway side of the building are unnecessary, stating most people will not even notice the structure. He asked if the heating and air conditioning equipment will be mounted on the ground. Ms. Roedler explained the front yard setback referred to is from McDowell, with an additional 20 foot setback from the freeway. She said from the applicant's elevations staff found the top of the building would be visible from the freeway; therefore additional vertical variations were required. She said roof mounted equipment is proposed, but the equipment will be painted to match the roof color.

Councilman Carroll asked how the signs along McDowell and 99th Avenue compare to those at Desert Ridge along the 101. Ms. Roedler said the Desert Ridge signs are very eye-catching and work well in that location; however, the line of signs would not be as visible in this location because the road curves. She stated it is staff's opinion the single monument with multiple sign panels will be more readable.

Council Member Wolf asked if consideration was given to mansard roofs to conceal the roof mounted equipment. Ms. Roedler said a parapet of at least five feet will conceal the equipment from the roadway, except possibly from the elevated freeway. Council Member Wolf stated that the five foot parapet should be sufficient.

Council Member Leitner stated the project complements Gateway Pavilion very nicely and the landscaping along the freeway compliments the auto mall area on the other side of the freeway. She stated she also likes the parking, but she is concerned about having only one location where left turns will be permitted. Ms. Roedler stated it was staff's concern about limitation of left turns that prompted them to request the developer to have an access point to the west property.

Vice Mayor Lynch said there is no median on McDowell at this time and people will want to turn left. She said until the other center is developed people will only have one location where they can make a left turn. She stated the same situation exists at Gateway. Carnell Thurman, City Engineer, said, while he understands Vice Mayor Lynch's concern about limited access to McDowell Road, the medians are successful at moving traffic within a commercial center. He said the median is proposed for construction after the first of the year so access along McDowell Road between 99th Avenue and 107th Avenue will be controlled by the time the shopping center opens. He pointed out shopping centers along arterial corridors typically try to reduce the amount of stacking within the major arterials, restricting that circulation to within the shopping center.

Mayor Drake expressed his opinion the left turn is appropriate.

Councilman Carroll asked if they could change the light at 101st Avenue to allow for leading left turns.

Mayor Drake pointed out the light at 99th Avenue will allow for left turns. Mr. Thurman agreed, stating the light will be phased such that it will allow for protected left turns. Councilman Carroll asked if the developer agrees with staff's position with regard to left turns. Mr. Thurman responded yes.

Mayor Drake asked if other Council Members had an issue with only one drive-thru facility. Vice Mayor Lynch stated that was not her issue, she pointed out Council placed a restriction prohibiting banks with drive-thru windows on the site plan for the hotels. She stated that she would like to allow banks but without a drive up. Ms. Roedler said the applicant has agreed to a stipulation that would read, "Banks and similar institutions shall not include a drive-thru facility."

Mayor Drake pointed out that there is a bank with a drive-thru at the Gateway Pavilions across the street from this site.

Council Member Earp said he does not necessarily agree banks should be prohibited from having a drive-thru window, stating banks need to be as customer friendly as possible to be successful.

Council Member Wolf stated the hotel site was very narrow and a lot of the frontage space would have been consumed by a drive-thru facility. He said the subject site is significant in comparison, with decent depth as well as large frontage along McDowell Road. He expressed his opinion a bank with a drive-thru facility would be acceptable if the developer could make it fit within the requirements.

Mayor Drake agreed.

Council Member Leitner said she would prefer to have a bank than a drive-thru restaurant on the corner.

Mayor Drake opened the public hearing. As no comments were received, he closed the public hearing.

Andrew McGuire, City Attorney, read Ordinance 1132-05 by title only. Councilman Carroll moved to adopt the ordinance. Council Member Leitner seconded the motion.

ROLL CALL VOTE AS FOLLOWS:

Council Member Earp	Aye
Council Member Rogers	Aye

Council Member Wolf	Aye
Council Member Carroll	Aye
Council Member Leitner	Aye
Vice Mayor Lynch	Aye
Mayor Drake	Aye

Motion carried unanimously.

GATEWAY CROSSING

**A Community Shopping Center at the Southwest Corner of 99th
Avenue and McDowell Road in Avondale, Arizona**

Case No. PL-14-0066

P.A.D. Amendment Narrative

1st Submittal: April 7, 2014
2nd Submittal: June 18, 2014

Project Team

Property Owner

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Lot 9 Gateway, LLC
Lot 7 Gateway, LLC
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kim.ryder@goodwillaz.org

List of Exhibits

Aerial Map.....	Tab A
Zoning & General Plan Maps.....	Tab B
Amended List of Permitted, Prohibited, and Conditional Uses.....	Tab C
2014 Goodwill Phoenix Store Opening Photographs....	Tab D
Site Plan and Development Plan	Tab E
Map of Existing Pedestrian Amenity Area	Tab F

Gateway Crossing PAD Amendment Narrative

A Request to Amend the Gateway Crossing PAD to Permit a Thrift/Second Hand Store and Associated Donation Drop-Off Area on Lot No. 7

I. Introduction & Location of Property

The Gateway Crossing Shopping Center is located at the Southwest Corner of 99th Avenue and McDowell Road and consists of approximately 25.96 gross acres (the "Property"). The scope of this PAD Amendment, however, is limited to Lot No. 7 (APN 102-54-071) located to the west of the existing Major A (Hobby Lobby) and the East of Pad 3 (Claim Jumper). See Aerial Map Exhibit attached at **Tab A**. Lot No. 7 is approximately 64,600 square feet and exists today as an undeveloped, vacant parcel within the shopping center. The existing 29.2 acre shopping center consists of inline shops, pad shops, and restaurants along the McDowell Road frontage, as well as three major retailers. The existence of the vacant parcel is preventing this shopping center from reaching its full potential and bestowing its full economic benefits upon the City of Avondale.

The limited scope of this PAD Amendment is to allow for a thrift store/second-hand sales use and associated donation drop off area only within Lot No. 7 and subject to the strict guidelines and requirements set forth in the amended PAD. As is explained in greater detail below, second-hand sales of used merchandise will only be permitted within the boundaries of Lot No. 7, and not within any other portion of the Gateway Crossing Shopping Center.

II. Property History & Current Zoning

The Property was annexed into the City of Avondale (the "City") on March 17, 1986. On April 18, 1988 the City Council approved a rezoning to the Community Commercial Zoning District and also approved a conceptual plan of development pursuant to a planned area development designation (C-2 PAD). This project was called the Avondale Park Plaza and consisted of approximately 44 acres at the southwest corner of 99th Avenue and McDowell Road. The Avondale Park Plaza PAD allowed for the development of hotel, office, retail and convention uses, but was never developed.

On August 15, 2005, the City Council approved Case No. Z-05-1 for the existing Development Plan for the Gateway Crossing PAD for the Property. The City of Avondale General Plan and Freeway Corridor Specific Plan designations for the

Property remained as “Freeway Commercial.” See Zoning and General Plan Maps attached at **Tab B**. Subsequent to this PAD approval, the Gateway Shopping Center was developed with the exception of two vacant lots, including Lot No. 7 as shown at **Tab A**.

The Avondale General Plan 2030 designation of “Freeway Commercial,” and the Avondale Freeway Corridor Specific Plan do not prohibit thrift or second-hand retail uses. In fact, as general policy documents, the Plans do not intend to prohibit specific land uses. Additionally, as stated on the Freeway Corridor Specific Plan, page 31, “[e]xisting, valid PADs processed before September 16, 2013 are exempt from the requirements of this Plan . . .” Therefore, the Gateway Crossing PAD approved in 2005 is not governed by the specific plan.

Regarding zoning requirements, the approved Gateway Crossing PAD is governed by C-2 Zoning District standards, and not C-3 Freeway Commercial Standards. Therefore, the request to amend the Gateway Crossing PAD to allow a thrift store use is consistent with the underlying C-2 Zoning District Standards. As is discussed in greater detail below, the Applicant has voluntarily included additional restrictions and conditions within the PAD above and beyond what would be required in a standard C-2 Zoning District, in order to ensure the development of a Class A, upscale retail use.

III. Request

Amendment to the List of Permitted, Prohibited, and Conditional Uses

The purpose of this request is to amend the PAD and associated list of permitted, prohibited, and conditional uses as approved by the City Council in Case No. Z-05-1 to allow for a thrift store/second hand sales use, exclusively limited to Lot No. 7, and only if the stringent requirements and operational standards set forth in the revised PAD are met. Per recent discussions with the City of Avondale, City Staff prefers strict standards to be included within the PAD, rather than requiring a Conditional Use Permit. Per the amended PAD standards provided in this application, only an upscale, high-quality second-hand retail use will be permitted on the Property. See Amended List of Permitted, Prohibited, and Conditional Uses attached at **Tab C**. If, however, during further discussions regarding this application the City determines a Conditional Use Permit requirement is warranted, the Applicant is willing to consider this additional requirement.

It should be noted the original PAD approved in 2005 stated “all development shall comply with the City of Avondale C-2 Zoning District development standards.” As provided in Sections 303 & 304 of the City’s Zoning Ordinance, the C-2 zoning district allows thrift/second-hand stores, without a Conditional Use Permit, subject to conditions. Therefore, the proposed amendment to the PAD remains consistent with the underlying C-2 zoning district standards. The additional PAD standards and

requirements, however, prevent unwanted uses and lower-quality retail stores on the Property.

While the requested PAD Amendment language is not specific to any user, the City of Avondale is aware the property owner intends to lease the proposed building for Lot No. 7 for a Goodwill Store & Donation Center. Pursuant to the property owner's agreement to include specific restrictions within the PAD, it is ownership's intent to allow Goodwill to remain as the key anchor tenant.

About Goodwill of Central Arizona

As one of the oldest and largest non-profit agencies in Arizona, Goodwill of Central Arizona is nationally recognized as the leader in empowering people to achieve their highest level of personal and economic independence. The operating revenue for this charitable organization is generated primarily from the clothing and household goods gathered from their donation centers and sold at their 40+ retail stores throughout the greater Phoenix metro area. In recent years, Goodwill has invested in a massive rebranding, re-design, and upgrading of existing and new stores to further compete in the retail store market. See Photographs of a New Goodwill Phoenix Store attached at **Tab D**. These dramatic changes have been well-received by customers and help to ensure a clean, bright, and well-organized store for an enjoyable shopping and donation experience.

Standard Operating Procedures

The hours of operation for typical Goodwill stores are 9am to 9pm Monday through Saturday with shortened hours on Sunday (typically 10am to 6pm). The largest proportion of building space is dedicated to the display and sale of retail merchandise. Donations are received at a designated area near the rear of the building and processed internally.

Donations and Donation Drop-Off Area

Donations are only accepted during business hours and signs are posted near donation receiving areas to further highlight this standard. Donors are typically greeted within thirty (30) seconds by an attendant and their donations are unloaded by an attendant. Donations are brought into the store and sorted into bins. If donations are left outside for any reason during business hours, employees remove the donations within fifteen (15) minutes. If donations are left outside during non-business hours, the donations are removed within two (2) hours through the use of the surveillance system described below. No outdoor storage or processing is permitted.

Surveillance and Security Devices

Goodwill installs and maintains 24-hour monitored video surveillance cameras. This provides further safety and assurance that any potential donations left in the Shopping Center are promptly removed. Additional security lighting and motion activated voice commands are also incorporated. The lighting is chosen to be

compatible with the existing center and set and maintained so as not to shine onto adjacent properties. The automated voice commands alert people that after-hours donations are not permitted. The alert is set in a manner to be audible, but not exceed the ambient volume of the center or nearby traffic. If donations are left outside of a store after business hours, the attendant monitoring the surveillance system requests a truck to pick up the donations within two (2) hours.

Prohibition Against Outside Storage and Donation Bins

Goodwill will not store any items outside the tenant space nor will they utilize storage containers or trailers at this location. Goodwill does not operate donation boxes and any such donation boxes placed within the center by other companies will be removed from the property by Goodwill.

Trash Control

Any trash generated by the use is kept internally within the tenant space before proper disposal within a trash compactor.

Proposed Goodwill Store & Donation Center on Lot No. 7

Pending the approval of this PAD Amendment application, the property owner is proposing the addition of a new 24,550 square foot Goodwill Store & Donation Center within Lot No. 7 of the Gateway Crossing Shopping Center. See Site Plan and Development Plan attached at **Tab E**.

All of the circulation and access to the site is existing. Circulation for the overall center is provided by five (5) drive access points along the McDowell Road frontage, one (1) of which is signalized and by one (1) right in/right-out access to the east for access to 99th Ave. The signalized drive access from McDowell Road is partially aligned with our site. A main drive isle connects the frontage of the Major retailers east to west, with the north-south drives providing access through the parking field to McDowell Road to the north.

The land planning, architectural theme, and overall color and material pallet for the center are existing. The land planning of the site consists of a common staggered building alignment of the major retailers with a connected and common pedestrian walk and frontage design. A drive circle and architectural arch trellis feature is also part of the center which is located at the termination of the signalized drive and the main east west drive through the project. This focal drive circle will be maintained as part of this new project. The existing architectural theme and materials of the center will be incorporated into the design of the new Goodwill building. These existing themes, colors, material, and accents will be utilized in a cohesive and contemporary way to create a building harmonious with the approved design for the development. These materials include painted tilt-up concrete panels with decorative score lines, cultured stone piers, painted stucco facades, and EIFS cornices. The existing decorative wall mounted light fixtures will be relocated on the north and west elevations of the proposed building.

The parking for the overall center for the majority of the scope is existing. The modifications as needed for this new building will conform to the existing circulations and parking patterns. The overall center is over-parked per City ordinance and the added parking proposed fulfills the need for the additional employee and customer related parking quantities. The drainage and retention system for the overall center is existing and it will be modified only slightly to accommodate the new parking along the southern edge of the project. All of the major drainage and storm water retention systems are existing and will be maintained and utilized as originally designed to accommodate this new facility.

Amendment to Remove Minor Pedestrian Amenity

In order to construct an adequately sized retail building on Lot No. 7, an existing, but minor pedestrian amenity area must be removed. See Map of Existing Pedestrian Amenity Area attached at **Tab F**. The area is less than 5,500 square feet and is currently underutilized. Property ownership has also recognized this area as an attractive nuisance for graffiti and unauthorized skate-boarding.

Additionally, ownership believes the removal of the associated water fountain will save a significant amount of water per year. In reviewing the zoning history for Z-05-1, it was noted Planning Commissioner Demlong on July 21, 2005 was concerned about water conservation throughout the shopping center and instructed the applicant “to install water-saving features where ever possible.” Property ownership is confident the additional square footage of active retail space, as well as the direct reduction in water waste, will be more beneficial to the Gateway Crossing Shopping Center than the current underutilized pedestrian area.

Per comments received from City Staff on April 24, 2014 and subsequent discussions and meetings with City Staff, a consensus has been reached between the City and the Applicant allowing for the existing pedestrian amenity area to be replaced and reduced in size with an area of approximately 975 square feet. The size and new orientation of the revised pedestrian amenity ensures existing parking spaces will not be removed and the internal circulation of the shopping center will not be impacted. The new area will maintain all existing paving selections and will provide walkway paths between buildings. The existing semi-circular feature will be reintroduced with a landscaped area at a central focal point. Moreover, where possible, existing site amenities will be salvaged and re-used within the area, including pedestrian seating, trash receptacles, and pedestrian scale lighting. The existing trellis, which provides ample shading, will remain within the area and provide an additional central focal and gathering point. The area immediately in front of the shade structure will be enhanced with a new dense landscape planter of shrubs and groundcover consisting of “Lady’s Slipper,” “Gopher Plant,” “Purple Heart,” and “Angelita Daisey,” to provide colorful interest and attention to the entry feature.

Amendment to Total Building Area Square Footage

Per the 2005 PAD, the proposed total building square footage was 245,568 square feet. This number was conceptual in nature and did not account for specific uses. As the Property was developed with specific tenants and buildings, the projected total building area varied. Today, with the addition of the proposed 24,550 square foot building on Lot No. 7, the total building area will be 252,271 square feet.

Amendment to Total Parking Counts

According to the 2005 PAD, the Gateway Crossing Shopping Center Plan anticipated over 1,250 parking spaces. The Gateway Crossing Shopping Center as it exists today provides 1,245 parking spaces. The development of Lot No. 7 will add an additional 12 spaces, for a total of 1,257 onsite spaces. The PAD plan approved in 2005 generated a parking requirement of 1,143 spaces, which will be increased to approximately 1,192 spaces with the addition of the new building. The total 1,257 spaces will be more than sufficient to accommodate future parking needs.

IV. Justification for Proposed PAD Amendment

Within the last two years, property ownership and Goodwill of Central Arizona identified this location within the City of Avondale to host Goodwill's most modern store and donation center to serve the community. Subsequently, ownership engaged in considerable market research to validate the business plan, and today both parties strongly believe the retail operation at Gateway Crossing will flourish with the approval of a Goodwill Store and Donation Center. In order for this to occur, the City must first approve the proposed PAD Amendment as outlined in this application.

This PAD Amendment is necessary to enable the development of a vacant portion of the existing shopping center for use by a high-quality retail tenant with a proven track record of success. This amendment will positively affect the existing development by further establishing the center as an all-in-one destination shopping center.

Several key factors are important for the City to consider:

- Similar to the proposed location in Avondale along the I-10 Freeway, Goodwill's existing premier, upscale store locations already face or abut major freeway corridors throughout the Valley and state, including the following locations: **(1)** Pebble Creek and I-10 Freeway; **(2)** Scottsdale Pavilions (101 Freeway and Indian bend); **(3)** Arizona Avenue and 202 San Tan Freeway; **(4)** 85th Avenue and Grand Avenue; **(5)** Prescott Valley (Highway 69 and Lake Valley Road); **(6)** Yuma Foothills (Fortuna and I-8); and **(7)** Surprise (Grand Avenue and Reems - 14063 Grand Ave, Surprise, AZ 85374). In addition, Goodwill's Corporate Center sits directly on I-17 and Peoria Avenue. As expected in all of these jurisdictions,

Goodwill and proven to maintain first-class retail stores with upscale exterior and interior design worthy of high-visibility freeway corridors.

- Goodwill stores attract quality shoppers (those who donate most of the goods) who become more familiar with the area and the surrounding shopping and dining opportunities. Existing stores and service providers see increased activity with the arrival of a Goodwill. In turn, sales tax revenues are increased for the City and provide enhanced stability and added sales for existing tenants.
- The demographics for Goodwill shoppers have continued to evolve and many are college graduates and shoppers who will generate increased business throughout the shopping center.
- The Gateway Crossing tenants support new growth in the shopping center to fill vacant pads and several have expressed specific support of Goodwill as a new anchor tenant.
- Goodwill's new building and associated site improvements will finish the main entrance and provide a model toward final enhancements to the shopping center.
- Goodwill has invested considerable resources into store redesign and enhancement. Goodwill now provides retail shopping and donation services in the most sought after locations around the Valley and in first class retail centers around the country.

The City should also consider the following economic benefits. The new Goodwill Store and Donation Center will:

- Provide employment for residents;
- Provide additional donations and revenues to support local Goodwill vocational training and job placement programs;
- Provide additional property tax to the City by directly contributing to an increase in customer foot traffic in and around the Gateway Crossing Shopping Center;
- Provide additional permit and development fees to the City;
- Provide additional transaction privilege tax to the City during construction; and
- Provide ongoing and reliable transaction privilege tax to the City from rental income.

An additional benefit of approving the proposed amendment will be the sustainability it will create for the shopping center for years to come. The majority of the current tenants' leases must be renewed within the next three years. The development

of vacant/underutilized land, the quality of Goodwill's newest store, and the additional influx of reliable customers will all be significant factors for maintaining the quality and diversity of the existing tenants onsite.

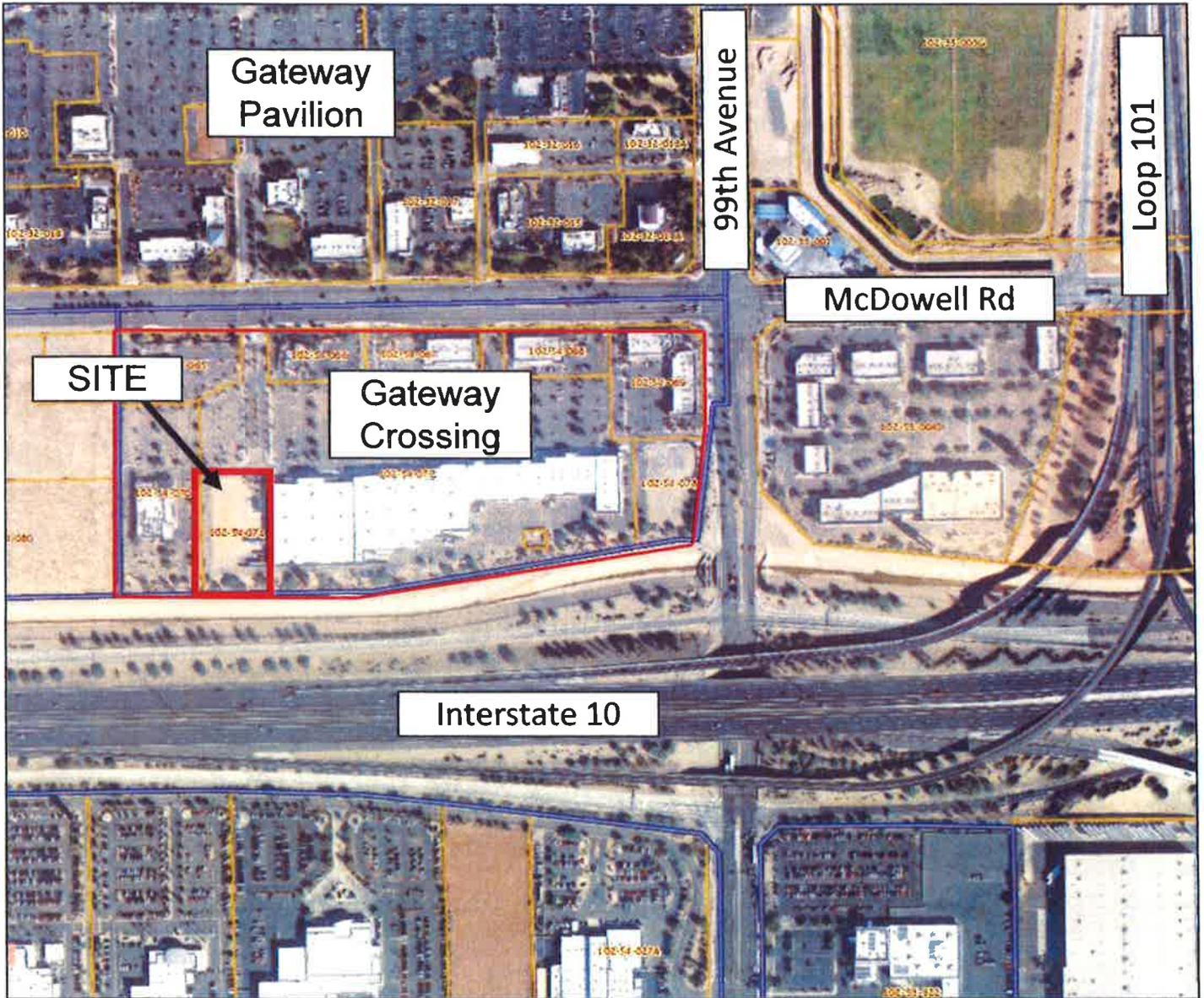
V. Conclusion

The proposed PAD Amendment will result in positive economic impacts for the Gateway Crossing Shopping Center and the City of Avondale. The proposed changes will allow for a thrift/second hand store and associated donation drop off area use on the Property, but only within Lot No. 7 and pursuant to narrowly tailored and restrictive conditions. The applicant is confident the restrictions and requirements set forth in the application prohibit the proliferation of low quality thrift store uses in the area. The amendment will only allow for a single second-hand store on the Property, limited to the boundaries of Lot No. 7. Property ownership requests this amendment to allow for Goodwill's newest and highest quality store and donation center. As previously stated, this Goodwill store shall conduct its non-profit business under its model operating standards which ensure a clean, well-managed, and efficient Class A retail operation.

Tab

A

Aerial Map

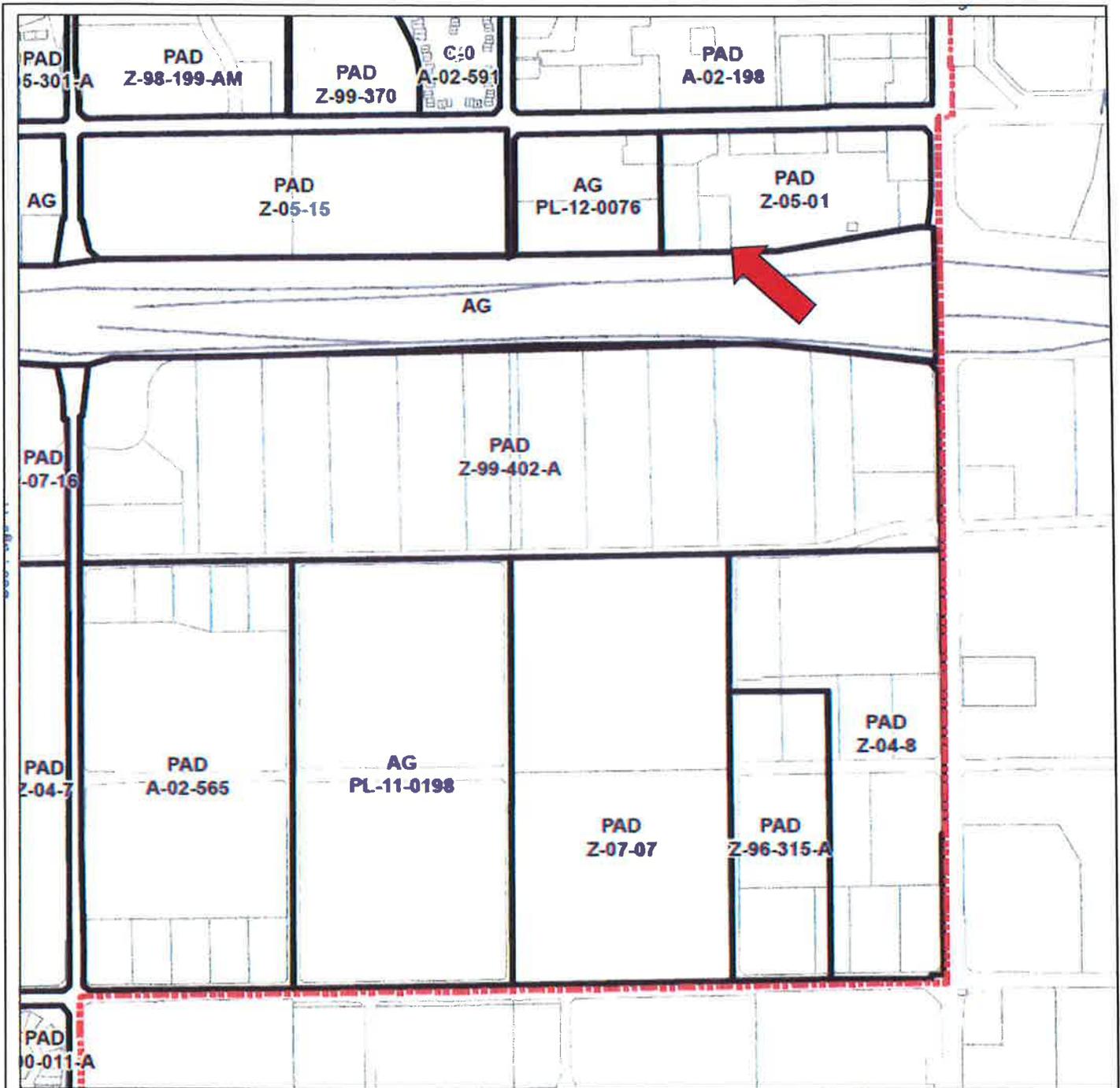


Gateway Crossing – 99th Ave & McDowell



Tab B

Zoning Map



Legend
RIVER
CITY BOUNDARY
ZONING BOUNDARY

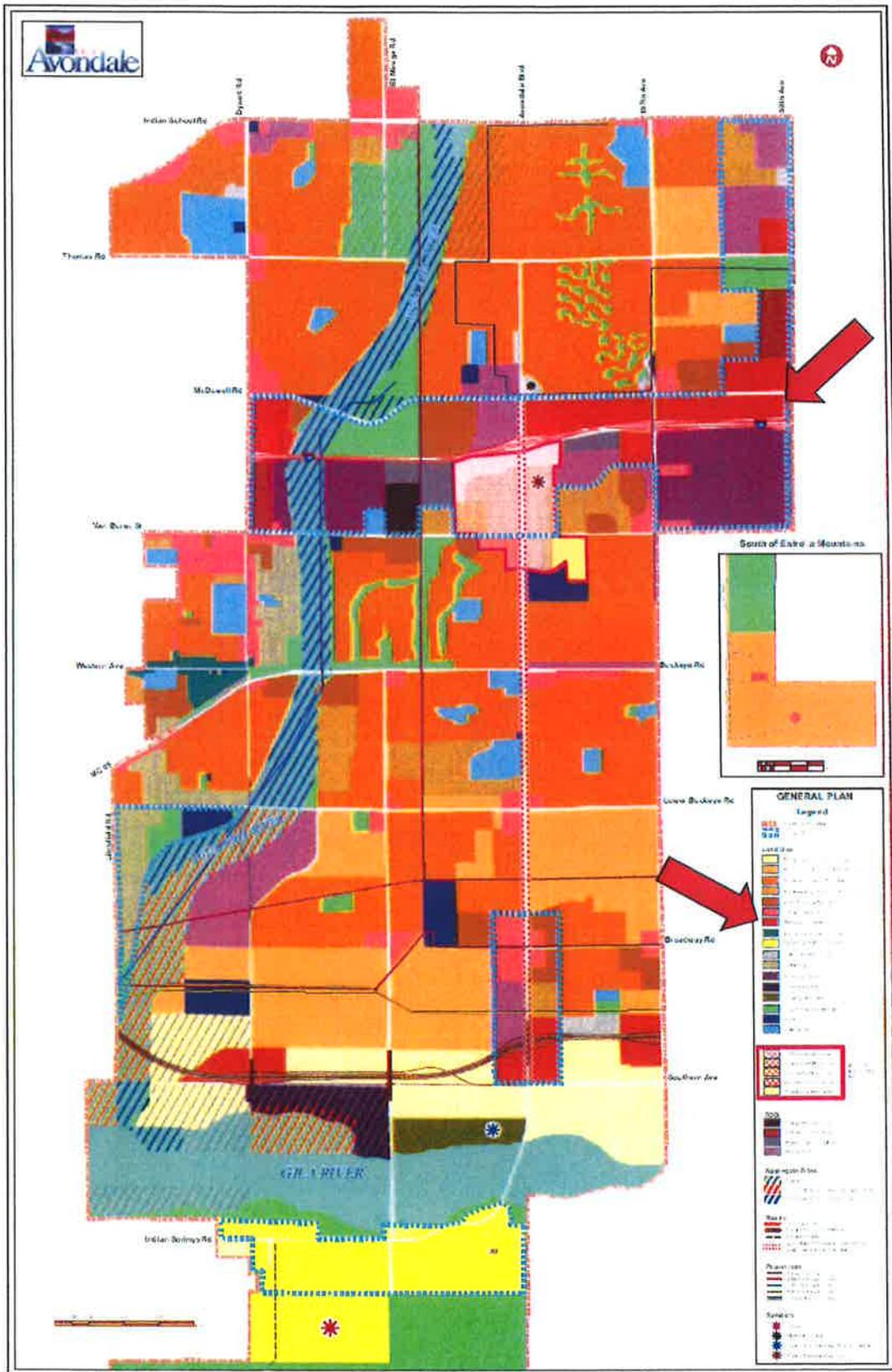
Approximate Scale
1 inch = 700 feet

City of Avondale
Zoning Atlas

Gateway Crossing – 99th Ave & McDowell



General Plan Map



Gateway Crossing – 99th Ave & McDowell



Tab C

Amended Gateway Crossing Land Use Table

The purpose of the district is to provide community retail and related commercial services serving the existing and expected population of the surrounding area.

Permitted Uses

The following uses are authorized within the PAD:

- Restaurants and Similar Uses
- Tavern, Bar, Lounge or establishment that sells beer or intoxicating liquor for consumption on premise, excluding Adult/Sexually Oriented Uses
- Resorts and Hotels
- Business or Technical School
- Schools and Educational Institutions (Public and Private) excluding Colleges, Universities and Vocational Schools
- Emergency Medical Care Facility
- Medical, Dental or Health Offices, Clinics and Laboratories, Sports Medicine Facilities
- Professional, Administrative or Business Offices, Banks and Financial or Similar Uses
- Appliance Service and Repair
- Clothing Alteration, Custom Dressmaking or Tailor Shop
- Day Spa (which provides a variety of personal services such as hair styling, manicures and pedicures, makeup, facials, tanning, massage and other related or similar services), excluding Adult/Sexually Oriented Uses
- Employment Agencies
- Nail Salon, Barber Shop and Beauty Salon
- Photographic Developing and Printing Studio (for retail use only)
- Ticket and Travel Agency
- Retail Sales of New Merchandise Within Enclosed Buildings
- Specialty Stores and Services, Indoor
- Automatic Teller Machine (ATM)

Permitted Uses Subject to Conditions

The following uses are authorized within the PAD subject to the listed conditions:

- Drive-Thru Restaurants for restaurants, delis, coffee shops or similar eating establishments
 - All drive-thru lanes must comply with City standards for stacking distances;
 - All drive-thru lanes must include a covered canopy area that is integrated into the building architecture and located at the pull-up window;

- All drive thru lanes must be fully screened from view from adjacent streets by utilizing landscaped areas;
- All drive-thru lanes must use menu boards that are not visible from adjacent streets;
- Circulation for all drive thru lanes must be designed to minimize traffic intrusion to the remainder of the Site)
- Dry cleaning and laundry establishments
 - Not to exceed 1,000 square feet
 - Excluding any wholesaling or products or services
- **RETAIL SALES OF USED MERCHANDISE WITHIN ENCLOSED BUILDINGS/THRIFT STORES/SECOND HAND SALES & ASSOCIATED DONATION DROP OFF AREA.**
 - **ONLY ONE THRIFT/SECONHAND SALES STORE, LIMITED TO 26,000 SQUARE FEET, AND ASSOCIATED DONATION DROP OFF AREA SHALL BE PERMITTED. SUCH USE SHALL ONLY BE LOCATED WITHIN LOT NO. 7 OF THE GATEWAY CROSSING SHOPPING CENTER.**
 - **THE STORE SHOULD MAINTAIN AN UPSCALE APPEARANCE IN LINE WITH THE ARCHITECTURE, MATERIALS, AND DESIGN OF THE EXISTING STORES AND USES WITHIN THE GATEWAY CROSSING SHOPPING CENTER.**
 - **THE HOURS OF OPERATION ARE LIMITED TO 9AM TO 9PM MONDAY THROUGH SATURDAY AND 10AM TO 6PM ON SUNDAYS.**
 - **DONATIONS SHALL BE RECEIVED AT A DESIGNATED AREA NEAR THE REAR OR SIDE OF THE BUILDING AND PROCESSED INTERNALLY.**
 - **DONATIONS SHALL ONLY BE ACCEPTED DURING BUSINESS HOURS AND SIGNS SHALL BE POSTED NEAR DONATION RECEIVING AREAS TO NOTIFY CUSTOMERS OF THIS REQUIREMENT.**
 - **DURING OPERATING HOURS, DONORS SHALL BE GREETED IN A TIMELY MANNER BY AN ATTENDANT AND DONATIONS SHALL BE UNLOADED WITH THE ASSISTANCE OF AN EMPLOYEE/ATTENDANT.**
 - **DONATIONS SHALL BE BROUGHT INTO THE STORE AND SORTED WITHIN THE BUILDING.**
 - **IF DONATIONS ARE LEFT OUTSIDE FOR ANY REASON DURING BUSINESS HOURS, EMPLOYEES SHALL REMOVE THE DONATIONS WITHIN FIFTEEN (15) MINUTES.**
 - **IF DONATIONS ARE LEFT OUTSIDE DURING NON-BUSINESS HOURS, THE DONATIONS SHALL BE REMOVED WITHIN TWO (2) HOURS THROUGH THE USE OF AN ONSITE MONITORED VIDEO SURVEILLANCE AND TRUCK DISPATCH SYSTEM.**
 - **NO OUTDOOR STORAGE OR PROCESSING IS PERMITTED.**
 - **THE STORE SHALL INSTALL AND MAINTAIN A 24-HOUR MONITORED VIDEO SURVEILLANCE CAMERA SYSTEM IN ORDER TO PROVIDE SAFETY AND ASSURANCE THAT ANY**

POTENTIAL DONATIONS LEFT OUTSIDE OF THE STORE ARE PROMPTLY REMOVED. THE SYSTEM SHALL ALSO INCORPORATE SECURITY LIGHTING.

- **IF DONATIONS ARE LEFT OUTSIDE OF A STORE AFTER BUSINESS HOURS, THE ATTENDANT MONITORING THE SURVEILLANCE SYSTEM SHALL REQUEST A TRUCK TO PICK UP THE DONATIONS WITHIN TWO (2) HOURS.**
- **NO ITEMS SHALL BE STORED OUTSIDE THE BUILDING. OUTDOOR STORAGE CONTAINERS OR TRAILERS ARE PROHIBITED. OUTDOOR DONATION DROP BOXES ARE PROHIBITED.**
- **ANY TRASH GENERATED BY THE STORE SHALL BE KEPT INTERNALLY WITHIN THE BUILDING PRIOR TO PROPER DISPOSAL WITHIN A TRASH COMPACTOR.**

Conditional Uses

The following uses may be allowed through the review and approval of a Conditional Use Permit. Conditional uses shall be processed and evaluated in accordance with Section 108, *Conditional Use Permits*, of the City of Avondale Zoning Ordinance:

- Auto Supply Store, Indoor
- Reception Centers, Recreation and Social/Private Clubs
- Day Care Centers or Pre-School Centers
- Convention Centers and Exhibition Halls
- Dancing, Theatrical or Music Studio
- Health and Exercise Center
- Veterinary Hospital, Offices and Clinics, excluding animal boarding
- Personal Service Establishments, such as Tanning Salon, Massage Therapy, excluding Adult/Sexually Oriented Uses
- Large-Scale Retail Establishment (individual retailer occupying 80,000 square feet or greater) (including as accessory uses: plant nursery, with open air areas, but excluding unscreened outdoor storage; retail sales of lumber, landscaping and building materials, but excluding unscreened outdoor storage; tire sales, repair and mounting; and installation of vehicular stereos)
- Consignment Sales of Furniture

Accessory Uses

The following uses are allowed as accessory uses directly related with an approved permitted use:

- Accessory buildings, structures and uses customarily incidental to a permitted use
- Accessory installation of vehicular stereos

Prohibited Uses

The following uses are prohibited:

- Check cashing, bondsman, pawn shops, **AND** plasma centers, ~~thrift stores;~~
- Day labor centers
- Outdoor storage
- Sexually oriented businesses
- Shooting Ranges
- Any use not expressly permitted herein

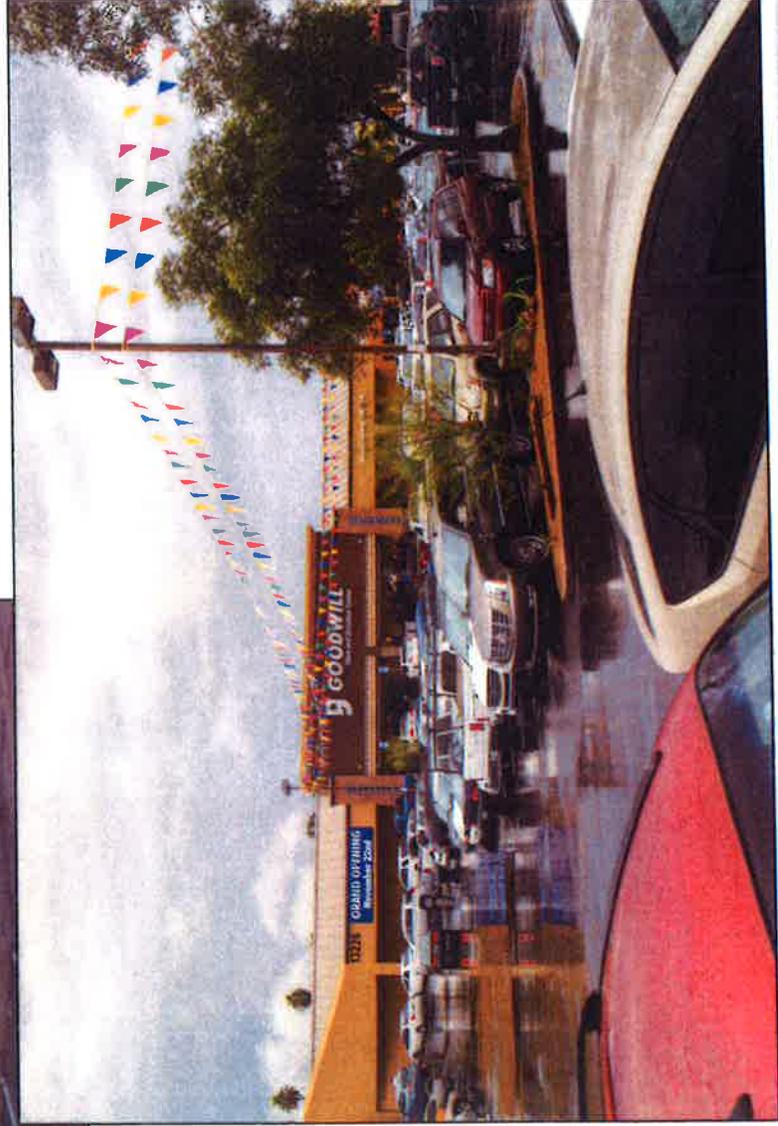
Tab D

Enhanced Exterior Improvements

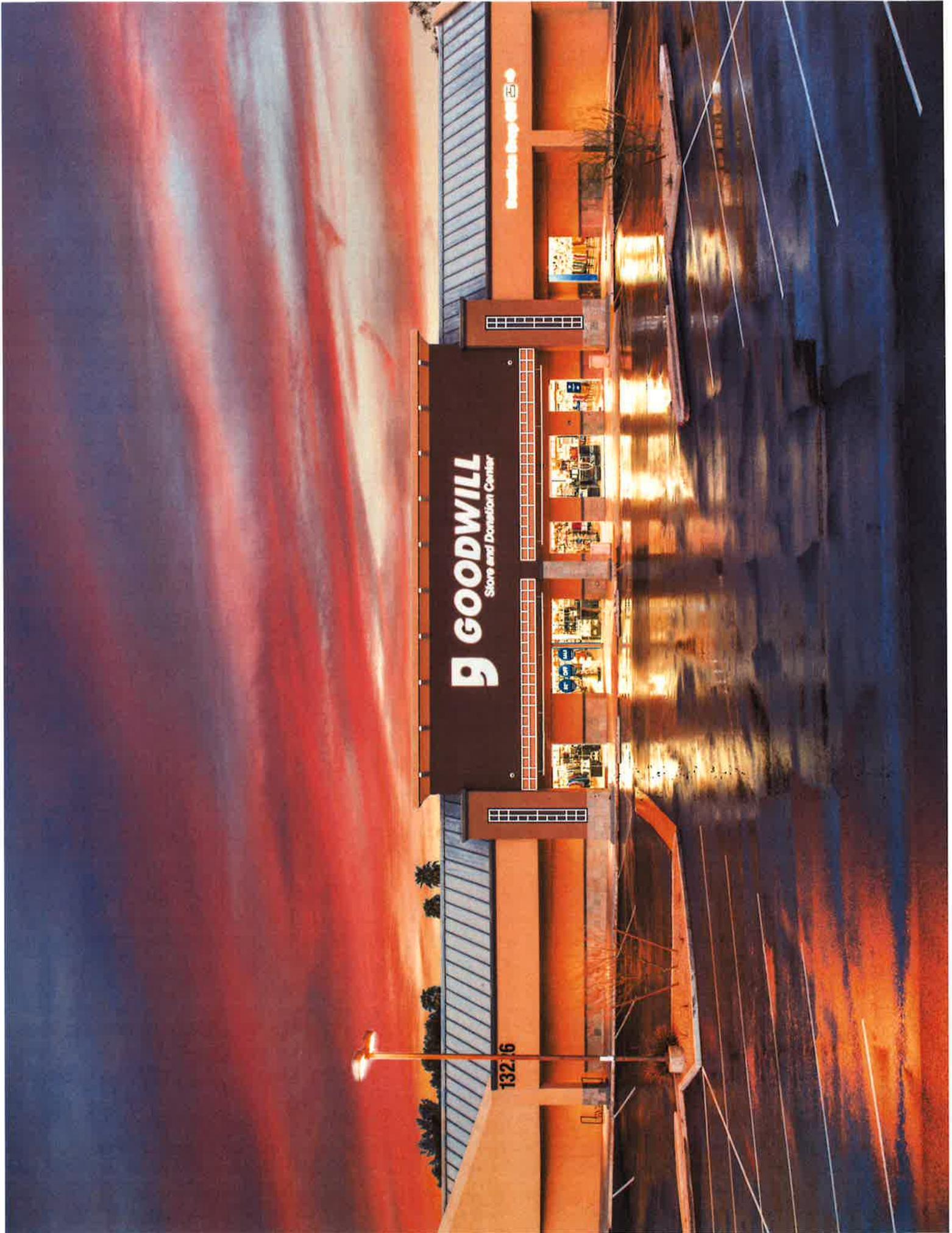


Before

After



New Phoenix Store Located at the SWC of 7th Street & Thunderbird



GOODWILL
Store and Donation Center

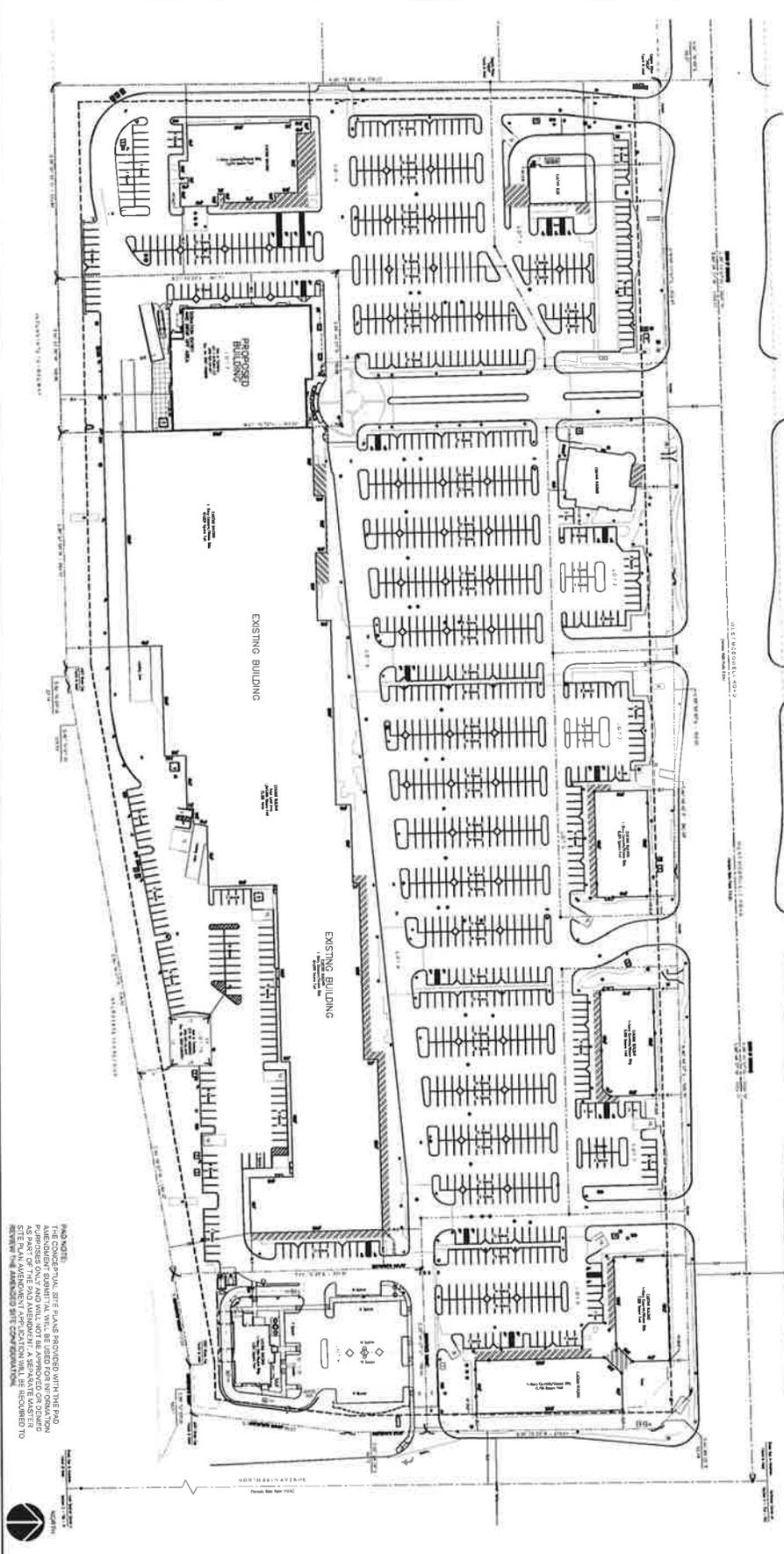
13216

Donation Drop Off



Tab E

3 OVERALL MASTER SITE PLAN



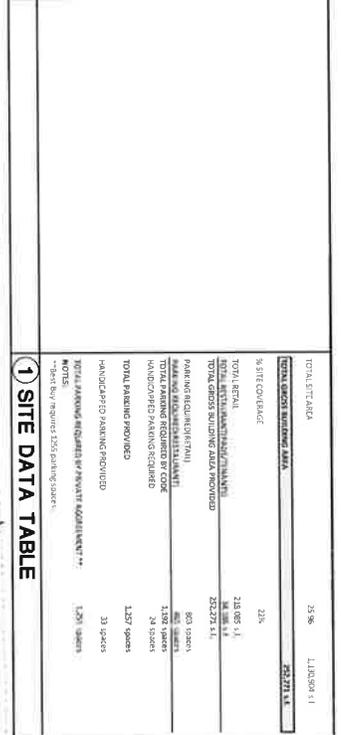
FOR CONSTRUCTION, SITE PLANS PROVIDED WITH THE FINAL AMENDMENT SUBMITTAL WILL BE USED FOR CONSTRUCTION AS PART OF THE MAG AMENDMENT. A SEPARATE MASTER SITE PLAN AMENDMENT APPLICATION WILL BE REQUIRED TO OBTAIN THE AMENDMENT FOR CONSTRUCTION.



1 SITE DATA TABLE

TOTAL SITE AREA	23.96	1,183,591 S.F.
TOTAL GROSS BUILDING AREA	423,271 S.F.	
% SITE COVERAGE	22%	
TOTAL GROSS BUILDING AREA PROVIDED	218,085 S.F.	
TOTAL GROSS BUILDING AREA REQUIRED	423,271 S.F.	
AREA NOT REQUIRING CONSTRUCTION	803 SQUARES	
TOTAL PARKING REQUIRED BY CODE	1,198 SPACES	
HANDICAPPED PARKING REQUIRED	24 SPACES	
TOTAL PARKING PROVIDED	1,257 SPACES	
HANDICAPPED PARKING PROVIDED	33 SPACES	
TOTAL PARKING REQUIRED BY RESIDENT DEVELOPMENT**	1,201 SPACES	

NOTES:
 **Based on request for 1255 parking spaces.



ARCHICON CONSULTANTS & ENGINEERS, L.C.
 1501 CANTONMENT STREET
 SUITE 200
 PHOENIX, ARIZONA 85016
 PHONE: 602.242.8200
 FAX: 602.242.8200
 WWW.ARCHICON.COM

DATE: 07/14/2014

MSP

DATE: 07/14/2014

PROJECT: MASTER SITE PLAN

NO.	DATE	DESCRIPTION
1	07/14/2014	ISSUED FOR PERMITTING
2		
3		
4		
5		
6		
7		
8		
9		
10		

MASTER SITE PLAN
 GATEWAY CROSSING
 S.W.C. OF 69TH AVE & MCDOWELL ROAD
 AVONDALE, ARIZONA

Tab

F

Aerial Map of Existing Amenity



Gateway Crossing – 99th Ave & McDowell



Aerial Map of Existing Amenity



Gateway Crossing – 99th Ave & McDowell



Excerpt of the Minutes of the Planning Commission Work Session meeting held August 21, 2014 at 6:00 p.m. in the Council Chambers.

COMMISSIONERS PRESENT

Kevin Kugler, Chair
Lisa Amos, Vice Chair
Michael Long, Commissioner
Michael Demlong, Commissioner
Gary Smith, Commissioner
Sean Scibienski, Commissioner

COMMISSIONERS EXCUSED

Grace Carrillo, Commissioner

CITY STAFF PRESENT

Robert Gubser, Planning Manager
Chris Schmaltz, Legal Counsel
Ken Galica, Senior Planner
Linda Herring, Development Services Representative

APPLICATION NO. PL-14-0066

Staff will present an overview of the proposed request by Mr. Jason Morris, Withey Morris PLC, to amend the 25.96 acre Gateway Crossing Planned Area Development (PAD) as it relates to three standards, as follows: 1) To allow for a thrift/secondhand store use on Lot 7 (located between Hobby Lobby and Claim Jumper), 2) To remove/relocate an existing 5,500 square foot pedestrian plaza on Lot 7, and 3) To increase total site building area from 245,568 square feet to 252,271 square feet. The center is located at the southwest corner of 99th Avenue and McDowell Road. Staff contact: Ken Galica

Ken Galica, Senior Planner, presented a major PAD amendment request for Gateway Crossing. The property is currently developed as a retail center. To the north is Gateway Pavilions, a regional retail center. To the west is undeveloped property slated for commercial or office uses. To the south is the I-10 freeway and the Avondale Auto Mall. The PAD was approved in 2005 on property annexed in 1985. The shopping center opened in 2006, and has one of the highest occupancy rates for any retail center in Avondale.

Mr. Galica explained that the Applicant is requesting three amendments to the existing PAD. The first would allow for a thrift store use on Lot 7 only, which sits between Hobby Lobby and Claim Jumper. This request would be subject to a set of Applicant proposed operating conditions designed to protect the image of the center. Thrift stores were not supported at the time the center was developed in 2005. The proposed operating standards effectively reduce the concerns staff initially had regarding deterioration caused by after-hours donations. He noted that Code Enforcement has limited work hours during

evenings and weekends. Goodyear has reported no issues with the Goodwill store located on a similar site on Estrella Parkway.

Mr. Galica said the second amendment request is to relocate a 5,500 square foot pedestrian plaza west of the Hobby Lobby. It would be resized to 975 square feet to make room for the thrift store building. All plaza amenities would be retained with the exception of the fountain. The downsized area would still meet the minimum size established for pedestrian plazas. The third request is to increase the total square footage of the shopping center by 2.7%. Staff does not expect this increase to have a significant impact on traffic or parking supply.

Kim Ryder, Vice President of Real Estate for Goodwill of Central Arizona, 2626 W Beryl Avenue, Phoenix, AZ 85021, described Goodwill as a not-for-profit organization that operates like a commercial retailer. The stores raise money that is used to support job training and job placement services. In order to be a good neighbor to other retail tenants, Goodwill does not allow outside storage and requires that all donations be brought inside. Each store typically employs 35 and 50 people who live within five miles of the workplace. They are not trainees, and are paid competitive wages. Goodwill has a \$734 million economic impact in Arizona annually.

Ms. Ryder explained that this location was chosen because of its high level of activity. The build would be from the ground up, allowing for up-to-date standards and operating uses. The appearance and hours will conform to the other buildings and retailers in the center. Donations will only be accepted during business hours, and no drop boxes will be used. Stores are monitored 24 hours a day and anything left outside when the store is closed will be picked up within two hours.

Mike Vercellino, Lot 7 Gateway LLC, 2980 E Northern Avenue, Ste A, Phoenix, AZ 85028, said Gateway Crossing is a family-owned center. Of the limited set of tenants available for this PAD and that meet all of the necessary criteria, Goodwill was the best fit. They bring the most value to the center, and the highest rental tax to the City. Their traffic counts will boost sales for other tenants. Developing the site for their use will cost the owners about \$2 million. Goodwill has a good reputation around the Valley.

Jason Morris, Withey Morris PLC, 2525 East Arizona Biltmore Circle, Suite A-212, Phoenix, Arizona 85016, spoke on behalf of the Applicant. He noted that ten years ago, the Gateway site had a stipulation placed on it prohibiting thrift store uses. At that time there was no Class A thrift store operator suitable for a shopping center of this profile, unlike today. Lot 7 is currently not generating any revenue for the City. The pool of tenants that can utilize a lot of this size has shrunk over the past ten years. Every tenant in the center has agreed that Goodwill will be a good fit and will increase business. Goodwill has upgraded their image and were named retailer of the year last year in Arizona. They will operate to the same standards of every other retailer in the center. Nobody has expressed opposition to the proposal.

Commissioner Long noted that in the materials provided, he saw only three tenants expressing support for the amendment, and two of those were anonymous. He argued that Goodwill could reduce business for other retailers. Mr. Morris said the Applicant has reached out to every tenant in the center to ensure they would support the idea, and offered to provide proof of that assertion. Commissioner Long noted that the City would not receive any sales tax revenue from Goodwill, only property tax. Mr. Morris clarified that the City would also receive construction sales tax and a monthly rental tax. He explained that the center has a number of leases expiring over the next few years and the owner of the shopping center would not pursue Goodwill if it were to jeopardize those renewals.

Commissioner Long inquired whether the owners were working to attract more appropriate businesses to the site. Mr. Morris responded that of the pool of possible tenants, Goodwill provides the highest and best use that would benefit the center overall. Commissioner Long stated that the Commission is tasked with deciding what is best for the City over the long term. Mr. Morris noted that the owners would not be willing to spend \$2 million if they thought the use was short-term.

Vice Chair Amos said the new Goodwill stores are nice, but the old ones have not been renovated to the same standards. She would not like to see that happen at Gateway Crossing. Mr. Morris responded that the landlord is subjecting Goodwill to a higher degree of scrutiny than the City would even propose, and they will be held to the same standards as every other tenant. The older Goodwill stores are in the process of transitioning to a newer footprint. Ms. Ryder added that the store buildings are typically maintained on a five-year rotating schedule.

Commissioner Smith inquired whether there was sufficient space behind the new store for donation drop offs, like at the store in Goodyear. Mr. Morris indicated that there is actually more space available at the Avondale location, and since this is being built from scratch, can be designed that way from the beginning. Commissioner Smith inquired about the last time a thrift store was proposed next to the freeway. Mr. Galica said he was unaware of such a request, but past stipulations have prohibited them. Commissioner Smith inquired about the clothing drop-off box by the bank. Mr. Morris explained that most of those are run by for-profit out of state businesses that have located them there largely without the permission of property owners. They are a detriment to non-profits that give back to local communities.

Commissioner Demlong said Gateway Crossing is a well-run shopping center. He inquired whether the City would be compensated for the nearly 4,500 square foot loss of open space, which was one of the selling points for the original PAD. Mr. Galica said the open space will not be replaced, as the center would continue to meet minimum open space requirements even after the reduction. Commissioner Demlong inquired about the size of the lot. Mr. Galica explained that the Goodwill building is about 7,000 square feet larger than what had been intended for that PAD. Commissioner Demlong asked about truck traffic access. Mr. Galica surmised that trucks would access Goodwill the same way they access other retailers.

Commissioner Demlong inquired about other suitable locations for the Goodwill store. Mr. Galica responded that any property zoned C-1 or C-2 would allow for this use, but none that are directly comparably with frontage on the freeway. Commissioner Demlong asked whether the City has a mechanism to enforce store operating standards. Mr. Galica said Code Enforcement can issue citations during their operating hours, but enforcement at night or weekends would be problematic. The PAD restrictions proposed for this site are more stringent than what existed at the Dysart Road and Van Buren Street Goodwill store.

Commissioner Demlong felt the Goodwill presentation was overstated. The organization has a good name, but the real issue is whether the City should allow any thrift store at that location, because this decision will set a precedent. Commissioner Amos said she would prefer that the request be handled with a special use permit rather than a PAD amendment. Mr. Galica responded that the zoning has to be in place to allow for a conditional use permit to be granted. The Applicant has been willing to make this a conditional use on top of changing the PAD to allow for a thrift store, but either way, the PAD will have to be amended.

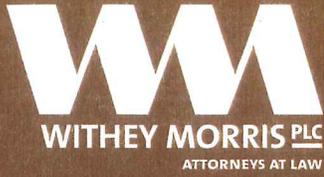
Chris Schmaltz, Legal Counsel, said the decision to amend this PAD would not set a precedent as it is specific to this site. It does not change the citywide determination as to where thrift stores should go. Each can be evaluated on a site by site basis, but neither the Commission nor the City Council would have to accept the argument. Commissioner Demlong felt that this would be a poor policy decision. He suggested that the Applicant make a large contribution to Public Art to make up for the loss in open space.

Chair Kugler asked about a conceptual site plan regarding drop-off points, access ways, and screening. Mr. Galica explained that the Applicant has submitted a site plan that specifies donations in the rear of the store. If all the conditions are adhered to, there should be no discernible difference between this use and any other retailer at the center. Chair Kugler inquired about the 24-hour surveillance system. Ms. Ryder explained that there will be cameras along the entire perimeter of the building and someone at the corporate office will be monitoring all cameras 24 hours a day. They will route a driver to whatever stores need a pickup regardless of the time of day. Chair Kugler inquired about parking supply at the center. Mr. Galica said the center has a surplus of parking and can accommodate the additional square footage.

Chair Kugler agreed that open space be maintained in some fashion. Mr. Galica said he would discuss the situation with the Applicant. Commissioner Smith asked whether the open space could be moved. Mr. Galica responded that it could not be moved without replacing parking or landscaping.

Commissioner Amos suggested the elimination of the parking spaces to the west. There is plenty available elsewhere and she felt parking there would interfere with those trying to access the drop-off location. She too said she would like to see the open space moved elsewhere. Chair Kugler said he is undecided. Gateway Crossing is a high-end

commercial corridor in Avondale and any decision on what belongs there will be a challenging one. Commissioner Demlong concurred. He said Goodwill has a good name, but the recent history of the Van Buren Street & Dysart Road store diminishes their claim.



PHONE: 602-230-0600

FAX: 602-212-1787

2525 E. Arizona Biltmore Circle, Suite A-212, Phoenix, AZ 85016

August 21, 2014

Ken Galica
Senior Planner
City of Avondale Development Services
114654 N. Civic Center Drive
Avondale, AZ 85323

Re: PL-14-0066 Gateway Crossing, Letters of Support

Dear Ken:

Please accept this letter and attachments for distribution to the Planning Commission for its August 21, 2014 Study Session on the Gateway Crossing PAD Amendment. Attachment A includes letters of support from shopping center owners throughout the Valley who have seen significant economic benefits for their tenants as a result of a Goodwill opening within their shopping center. Attachment B includes letters of support from current tenants of the Gateway Crossing Shopping Center.

Very truly yours,

WITHEY MORRIS P.L.C.

By

A handwritten signature in black ink, appearing to read 'Benjamin W. Graff'.

Benjamin W. Graff

cc: Tracy Stevens
Rob Gubser

ATTACHMENT A



KORNWASSER
SHOPPING CENTER PROPERTIES LLC

2355 EAST CAMELBACK ROAD, SUITE 315
PHOENIX, ARIZONA 85016
TEL: 602-889-2070 | FAX: 602-889-2071

August 21, 2014

City of Avondale
11465 West Civic Center Drive
Avondale, AZ 85323

**Re: Goodwill Economic Impact
South Mountain Pavilion/Southgate Mall**

To Whom It May Concern:

Kornwasser Shopping Center Properties has placed Goodwill into two of our shopping centers; South Mountain Pavilion in Phoenix, Arizona and Southgate Mall in Yuma, Arizona. In both of these centers, we invested significant capital into the Goodwill building, which we would not have done were we not confident in Goodwill's tenancy. In both locations, Goodwill has brought significant customer traffic to these centers.

There is an synergetic effect between Goodwill and the other tenants in these centers which include Sears, Burlington Coat Factory, CVS, Fresh and Easy and Lowe's to name a few.

The Goodwill Retail Center in Southgate Mall in Yuma, Arizona is expected to be complete by October 1st, 2014. The 20,000 square foot Goodwill Career Center has been open in the mall since March 2014. Their tenancy in Yuma has already greatly benefitted the mall and the redevelopment of other property surrounding Southgate Mall.

The presence of Goodwill has been a positive factor in driving additional energy and traffic to our centers. The City of Avondale will benefit from a new Goodwill in your City.

Best Regards,

Gordon Keig
Senior Vice-President
Kornwasser Shopping Center Properties

Cc: Kim Ryder
Jeff Lee



Evergreen

Development | Services | Investments

www.evgre.com

June 24, 2014

Re: Goodwill Industries of Central Arizona, Inc.
Centerpointe – Goodyear, Arizona

To Whom It May Concern:

Evergreen is the developer of Goodyear Centerpointe, a 32-acre power center in Goodyear, Arizona. We recently made the decision to enter into a lease with Goodwill for a roughly 30,000 square foot space, and the addition of Goodwill to our tenant mix has had a very positive impact on the center.

Since Goodwill opened for business in February, 2014 we have experienced a noticeable increase in the number of cars in the parking lot as well as the foot traffic throughout the development. Nearly all stores that report monthly sales have shown increased sales since Goodwill took occupancy, and our tenants are pleased to have Goodwill as a co-tenant.

We supported Goodwill's rebranding efforts and granted them permission to install their new, more contemporary signage package which has a very clean and inviting look that is consistent with the upscale architecture of Goodyear Centerpointe.

Goodwill has been a good operator, always keeping the store clean, organized and staffed with friendly employees. We would welcome the opportunity to have Goodwill as a tenant in any of our centers.

Sincerely,

Heather Personne
Evergreen Devco, Inc.

Phoenix, Arizona
2390 E. Camelback Rd., #410
Phoenix, AZ 85016

Glendale, California
200 N. Maryland Ave., # 201
Glendale, CA 91206

Denver, Colorado
1873 S. Bellaire St., #1106
Denver, CO 80222

Dallas, Texas
190 Bee Caves Rd.
Lucas, TX 75002



Friday, June 20, 2014

Mr. Jeff Lee
Real Estate Development Manager
Goodwill of Central Arizona, Inc.
2626 W. Beryl Ave
Phoenix, AZ 85021

RE: Park Lee Shopping Center 1625 W. Camelback Rd, Phoenix, AZ / Goodwill Economic Impact

Dear Jeff:

Per our conversation today, I wanted to take a moment to share with you some of the positive, quantifiable and measurable impacts that Goodwill's tenancy at our shopping center has created.

First, I want to acknowledge you, Jim, Tim, Kim, and Fernando and the entire operations team for delivering such an excellent product both inside and out at our center. Not only do the interior improvements, signage, and "character" of the store exceed the level of expectations for our partners, but the exterior management of the donation delivery / drop-off area has been superb.

This August 16th will be Goodwill's one-year grand opening anniversary and I'm happy to share that all the Tenants in the center have experienced a positive gain in sales and we've received no tenant or neighborhood complaints as it relates to your operations (quite contrary to some of the initial concerns). Your team should be commended for the product it's delivered to the neighborhood.

Most importantly though, let me put into perspective some of the impacts that the Goodwill Store has had at Park Lee, and in the neighborhood specifically:

1. In conjunction with the Goodwill lease, we have taken occupancy at the center from 19% to 87%, completely remodeled the exterior fascia of a boarded up, foreclosed center, and revitalized a major shopping center in Phoenix's "transportation overlay district".
2. As a direct result of having the Goodwill lease "in-play" we were able to sign a lease on the adjacent 20,750 SF space with a national fitness operator who has been open and paying rent since December of 2013.
3. We have renewed four (4) tenants in the past 9 months and each of them have seen (on average) a 15% increase in their gross sales. As you know, this translates into tenant stability, decreased turnover costs, a higher tax base for the City, and less vacancy (which is a concern for neighbors, landlords, and cities alike).
4. Lastly, as you know, we as a Landlord also spent approximately \$3.2mm on the center remodel, a portion of which goes to sales tax, permit fees, and of course, most importantly, job creation and neighborhood stabilization.



I can say with a reasonable level of certainty that our re-development of Park Lee Shopping Center has been a catalyst for other, adjacent property owners and has breathed much needed life into the

intersection and neighborhood. Shortly after our acquisition, the property across the street from us (another neglected mutli-tenant retail center) underwent a full exterior renovation and we are now starting to see other projects along the light rail in the 2 mile radius undertake similar projects. Much of this would not be possible without the partnership of Goodwill of Central Arizona.

If you ever need clarification on the above case study, or would like me to share our story in a public forum, I would be very happy to oblige.

Thank you again for your continued partnership.

Warmly,

A handwritten signature in black ink, appearing to read "Joel Moyes", with a long horizontal flourish extending to the right.

Joel Moyes

Partner – AT Park Lee AZ, LLC / Principal – Kinetic Companies

Director - International Council of Shopping Centers - Arizona & New Mexico

Ethan Christopher LLC

Monday, July 28, 2014

Mr. Jeff Lee

Real Estate Development Manager

Goodwill of Central Arizona, Inc.

2626 W. Beryl Ave

Phoenix, AZ 85021

Re: Goodwill as anchor tenant in multiple retail shopping centers

Dear Jeff,

We have enjoyed our ten year relationship with Goodwill in Arizona. We have benefitted from Goodwill anchoring approximately 500,000 square feet of shopping centers in our portfolio. We own and operate approximately 2,000,000 square feet of shopping centers and medical buildings with approximately 1,200,000 square feet of retail in Arizona.

We have benefitted from their clean operations and efficient drop off areas. They attract a great demographic and we have never had an adverse impact from their tenancies. Their occupancy generates a huge amount of customer traffic which benefits the balance of the tenants in the shopping center.

Goodwill continues to upgrade its operations and store designs setting a new standard for these types of retail establishments. It is not uncommon to see Goodwill in power centers like Pavilion's Shopping Center in Scottsdale and co-tenanting with Ross stores in other shopping centers. Goodwill creates jobs and though it's charitable giving's changing our communities and greatly impacting the lives of its citizens. If anyone has any further questions feel free to give me a call.

Thank You

Aric Browne

Ethan Christopher Arizona LLC

Friday, June 20, 2014

To Whom it may concern:

RE: Park Lee Shopping Center 1625 W. Camelback Rd, Phoenix, AZ / Goodwill Economic Impact

Per our conversation today, I wanted to take a moment to share with you some of the positive, quantifiable and measurable impacts that Goodwill's tenancy at our shopping center has created.

First, I want to acknowledge Jim, Tim, Kim, Jeff, and Fernando and the entire operations team for delivering such an excellent product both inside and out at our center. Not only do the interior improvements, signage, and "character" of the store exceed the level of expectations for our partners, but the exterior management of the donation delivery / drop-off area has been superb.

This August 16th will be Goodwill's one-year grand opening anniversary and I'm happy to share that all the Tenants in the center have experienced a positive gain in sales and we've received no tenant or neighborhood complaints as it relates to your operations (quite contrary to some of the initial concerns). The Goodwill team should be commended for the product it's delivered to the neighborhood.

Most importantly though, let me put into perspective some of the impacts that the Goodwill Store has had at Park Lee, and in the neighborhood specifically:

1. In conjunction with the Goodwill lease, we have taken occupancy at the center from 19% to 87%, completely remodeled the exterior fascia of a boarded up, foreclosed center, and revitalized a major shopping center in Phoenix's "transportation overlay district".
2. As a direct result of having the Goodwill lease "in-play" we were able to sign a lease on the adjacent 20,750 SF space with a national fitness operator who has been open and paying rent since December of 2013.
3. We have renewed four (4) tenants in the past 9 months and each of them have seen (on average) a 15% increase in their gross sales. As you know, this translates into tenant stability, decreased turnover costs, a higher tax base for the City, and less vacancy (which is a concern for neighbors, landlords, and cities alike).
4. Lastly, as you know, we as a Landlord also spent approximately \$3.2mm on the center remodel, a portion of which goes to sales tax, permit fees, and of course, most importantly, job creation and neighborhood stabilization.



I can say with a reasonable level of certainty that our re-development of Park Lee Shopping Center has been a catalyst for other, adjacent property owners and has breathed much needed life into the

intersection and neighborhood. Shortly after our acquisition, the property across the street from us (another neglected multi-tenant retail center) underwent a full exterior renovation and we are now starting to see other projects along the light rail in the 2 mile radius undertake similar projects. Much of this would not be possible without the partnership of Goodwill of Central Arizona.

If you ever need clarification on the above case study, or would like me to share our story in a public forum, I would be very happy to oblige.

Thank you.

Warmly,

Joel Moyes

Partner – AT Park Lee AZ, LLC / Principal – Kinetic Companies

Director - International Council of Shopping Centers - Arizona & New Mexico

ATTACHMENT B



HOBBY LOBBY

VIA UPS DELIVERY

December 11, 2013

Gammage & Burnham
Attn: George Winney, Esq.
Two North Central Avenue, 15th Floor
Phoenix, Arizona 85004

RE: Endorsement Letter – Goodwill Store & Donation Center, Gateway Crossing Shopping Center, Avondale, AZ

Dear Mr. Winney:

Please find enclosed one (1) signed original Endorsement Letter for the above mentioned.

If you have any questions, I can be reached via email at carol.sorensen@hobbylobby.com and by telephone at (405) 518-628.

Sincerely,

Carol E. Sorensen
Real Estate Counsel

CES/sw

Enclosure

Real Estate
7707 SW 44th Street
Oklahoma City, OK 73179 USA
Phone: (405) 745-1792
Fax: (405) 745-1635



HOBBY LOBBY

December 11, 2013

Mayor and Councilmembers
City of Avondale
11465 W Civic Center Dr., Ste. 280
Avondale, AZ 85323

Re: Proposed Goodwill Store & Donation Center to be located within the Gateway Crossing Shopping Center at the southwest corner of McDowell Road & 99th Avenue, Avondale, Arizona (the "Shopping Center")

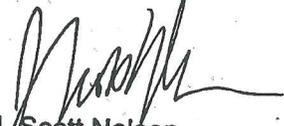
To Whom It May Concern:

Hobby Lobby Stores, Inc. ("Hobby Lobby") operates a Hobby Lobby retail store within the Shopping Center referenced above. Hobby Lobby has agreed and consented to the location of a Goodwill Store & Donation Center within the Shopping Center. Hobby Lobby is aware of Goodwill's efforts to invest in a massive rebranding, re-design and upgrading of existing and new stores throughout central Arizona and we believe Goodwill, as a partnering retail use, will help enhance and ensure that the Shopping Center remains a clean, bright and inviting commercial corner.

Further, as commercial land at the Shopping Center that was otherwise intended to bring customers to our doors, currently sits unutilized, the addition of the Goodwill Store will serve to increase the business in the Shopping Center and thus will be beneficial for all tenants. In that regard, Hobby Lobby has no concerns regarding parking or traffic circulation with the addition of the Goodwill Store to the Shopping Center. The Shopping Center is currently over-parked, and was originally designed to accommodate a retail use on the area that is the proposed future site of the Goodwill Store.

In summary, the proposed Goodwill Store will be a welcomed addition to the Shopping Center. Its use will be beneficial to all of the existing tenants of the Shopping Center and Hobby Lobby urges the City of Avondale to approve the Goodwill's application to locate within the Shopping Center.

Very truly yours,


J. Scott Nelson
Assistant Vice President

Real Estate
7707 SW 44th Street
Oklahoma City, OK 73179 USA
Phone: (405) 745-1792
Fax: (405) 745-1635

November 25, 2013

To Whom It May Concern:

I am a tenant at Gateway Crossing and have been for almost 2 years. The shopping center is top notch and property management has been very supportive to me personally and my business. I am in full agreement to have Goodwill of Central Arizona as one of our co-tenants and hope the City of Avondale will be supportive of this as well. I feel that with the vast amount of diverse tenants in the shopping center, this tenant will be very beneficial for all of the tenants, but more importantly, the patrons and residents of Avondale. Please support Goodwill of Central Arizona to be one of our neighbors. It will benefit us all!!

Sincerely,

A handwritten signature in black ink, appearing to read "Anthony DiGiuseppe". The signature is fluid and cursive, with a long horizontal stroke at the end.

Anthony DiGiuseppe

The Joint Avondale, LLC

602-405-0558

To Whom It May Concern,

I'm a tenant of Gateway crossing for over two years now. We have been blessed with the traffic that has come our way, and would love to have Goodwill in the same shopping center. I believe it will bring a wave of new customers and should increase business for us and all the other tenants in the same shopping center. I fully support to have goodwill as part of our neighbor tenants in avondale. Please support Goodwill in coming to avondale, it will definitely benefit all of us tenants.

Thank you in advance.

Pita Kitchen



Reimun Shleimun (Owner)

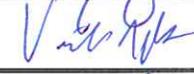
8/18/14

Date

Petition to bring Goodwill of Central Arizona to the Gateway Crossing Shopping Center!

We, the undersigned tenants of the Gateway Crossing Shopping Center in Avondale, AZ, are in full support of Case No. PL-14-0066 – a request to amend the PAD zoning to allow Goodwill to locate a Store and Donation Center on Lot No. 7 within our shopping center. We believe the Goodwill will generate a substantial increase in foot traffic and sales from those donating to and shopping at the store. Our support is exclusively for a Goodwill Store and Donation Center and we do not support any other thrift store use within the shopping center.

	Printed Name	Signature	Tenant	Date
1	VAN CAO		Nails	8.28.14
2	Daniel Gerberding		Mens Wearhouse	8-28-14
3	KEENEY ADAMS		ISLANDS	8/28/14
4	FREDERICK LAKE		COMERICA	8/28/14
5	Patty McGaffey		Claim Jumpin	8/28/14
6	SAN BARBER		HOBBY LOSSY	8/28/14
7	DAVID GROGITSKY		BEST BUY	8-28-14
8	Nicole Calve		BOLD NARY	8-28-14
9	KARINA ROQUE	Karin Roque	RACK ROOM	8/28/14
10	Nicole Hibbs	Nicole Hibbs	JUSTICE	8-28-14
11	Lorraine Suter		Empire	8/28/14
12	GARY ROMER		Guitar center	8/28/14
13	Kellynn Duguid	Kellynn Duguid	massage Envy	8/28/14
14	Linda Barten		David's Bridal	8/28/14
15	HARMONIE FRANCK		David's Bridal	8/28/14
16	Stuart Schmalz	Stuart Schmalz	Raising Cane's	8/28/14
17	Ricky Hernandez		Smash Burger	8-28-14
18	Jackie Silva	Jackie Silva	Pita Kitchen	8-28-14
19	Carolina Diaz		gateway Dental	8/28/14

20	Gelasie San Nicolas		Rumbi	8/28/14
21	ANTONIO SHIPP		CHIPOTLE	8/28/14
22	Darryl J. Hornback		The Joint	8/28/14
23	Angie Kelley		GNC	8/28/14
24	Melissa Fuqua		FXO	8-28-14
25	Victor J Patti		FXO	8-28-14
26	Brian Farn		Paradise	8-28-14
27	John Simpson		Mattress Firm	8-28-14
28				
29				
30				

Excerpt of the Minutes of the Planning Commission meeting held September 18, 2014 at 6:30 p.m. in the Council Chambers.

COMMISSIONERS PRESENT

Lisa Amos, Vice Chair
Michael Long, Commissioner
Michael Demlong, Commissioner
Gary Smith, Commissioner
Sean Scibienski, Commissioner
Grace Carrillo, Commissioner

COMMISSIONERS EXCUSED

Kevin Kugler, Chair

CITY STAFF PRESENT

Robert Gubser, Planning Manager
Ken Galica, Senior Planner
Linda Herring, Development Services Representative

APPLICATION NO. PL-14-0066

Presentation and Public Hearing on the proposed request by Mr. Jason Morris, Withey Morris PLC, to amend the 25.96 acre Gateway Crossing Planned Area Development (PAD) as it relates to three standards, as follows: 1) To allow for a thrift/secondhand store use on Lot 7 (located between Hobby Lobby and Claim Jumper), 2) To remove/relocate an existing 5,500 square foot pedestrian plaza on Lot 7, and 3) To increase total site building area from 245,568 square feet to 252,271 square feet. The center is located at the southwest corner of 99th Avenue and McDowell Road. Staff Contact: Ken Galica

Ken Galica, Senior Planner, stated that the applicant, Mr. Jason Morris, Withey Morris PLC, provided a letter requesting an indefinite continuance in order to allow them more time to address both staff and the Commissioners concerns voiced at the Work Session. The recommended motion to continue the item and letter from the applicant have been provided to you tonight.

Commissioner Demlong stated that he disagreed on an indefinite continuance; Commission should put a cap on it or even vote on the original staff report. Mr. Galica responded that is at the discretion of the Commission. An indefinite continuance would require future notifications, postings and mailings to the surrounding neighborhoods and the sign being updated. From a public perspective, nobody will be blind-sided when it comes back.

Commissioner Smith inquired if it is normal for someone to postpone something indefinitely. Mr. Galica replied it goes both ways. Sometimes there is a clear timeline that you know you will have something resolved by and we can continue it to a date specific. When there are larger outstanding issues and an uncertainty as to how much

time it will take to resolve those, it's not unusual to not know when you will be ready to come back.

Commissioner Long stating that it's his understanding that the City has completed the required postings, expended time, money and resources and the applicant wants an indefinite continuance and wants the City to turn around and expend more resources, more time and man hours to come back at their convenience. Mr. Galica responded that all notifications are paid for by the applicant and the City collects a \$500 continuance fee to cover some of the man hour expense.

Commission Long asked what happens if we don't grant the continuance. Mr. Galica responded that the Commissioners could vote on it tonight and make a recommendation to City Council. Rob Gubser, Planning Manager, recommended that Commission not hear the case at this time as the City attorney and the applicant are not present. If it is the Commissions wish, we can pick a date certain. However, we are moving forward with the recommendation of an indefinite continuance supporting the applicants request at this time.

Vice Chair Amos asked if we were to recommend an indefinite continuance, is there a point in time where City staff tells the applicant that they have to proceed on a specific date? Mr. Galica responded that it would be a year from the date of last activity. If tonight were the final action, the case would automatically be closed a year from today.

Commissioner Demlong stated that we have studied the packet and looked over the information and inquired, "Why can't we vote tonight? The applicant chose not to come". Mr. Gubser responded that is the right of the Commission to move forward with their own motion if they want to hear the case and speak amongst themselves and then actually have a vote on it. At this point, it is just the recommendation of staff, based on conversations with the applicant, that we are moving forward with the recommendation of a continuance. I am not comfortable moving forward with it, but it is up to the Commission to choose.

Vice Chair Amos stated that she agreed that the Commission should not vote on it tonight but would not be opposed to having an end date. Commissioner Smith agreed that the applicant should be given more time. It wasn't the most well received presentation given last time. I don't see anything wrong with giving the applicant additional time to gather information to present their case, but would like to see a time limit.

Mr. Gubser stated that if the Commission wanted to put a date on it, he recommended that they make a motion supporting the continuance to the November 20th Planning Commission meeting. From conversations with the applicant, they did not think they would ready to present at the October meeting. If they are not ready, they can request another continuance. This should alleviate some of the concerns of the Commission about leaving this as an indefinite continuance.

Commissioner Long made a **MOTION** that item be continued to the October 16, 2014, Planning Commission meeting. Commission Demlong **SECONDED** the motion.

ROLL CALL VOTE

Kevin Kugler, Chair	Excused
Lisa Amos, Vice Chair	Aye
Michael Demlong, Commissioner	Aye
Michael Long, Commissioner	Aye
Gary Smith, Commissioner	Nay
Sean Scibienski, Commissioner	Recused
Grace Carrillo, Commissioner	Aye

Approved 4-1.

Mr. Gubser confirmed that the motion was for the meeting of October 16th, 2014

October 2, 2014

Ken Galica
Senior Planner
City of Avondale Development Services
114654 N. Civic Center Drive
Avondale, Arizona 85323

Re: PL-14-0066 Gateway Crossing: 9/18/14 and 10/16/14 Requests for Continuance

Dear Ken:

As you know, our firm recently requested a continuance of the September 18, 2014 Avondale Planning Commission Hearing on Case No. PL-14-0066. In consultation with City Staff, our request specifically asked for an open-ended period of time to respond to the issues raised in the Staff Report received on September 9, 2014 as well as the individualized concerns and comments provided by the Avondale Planning Commission during the August 21, 2014 Study Session. This type of continuance request, which causes no harm to the City and is requested at the Applicant's expense, is typically approved in other jurisdictions. Notwithstanding our request and the \$510.00 continuance fee paid to the City of Avondale, it is our understanding the Planning Commission denied our request as filed and continued Case No. PL-14-0066 to October 16, 2014.

The continuance period was to be determined by the Applicant in order to set a hearing date at which we could provide a full presentation, responsive to the Planning Commission's unique issues. Please also note our firm intentionally did not request a continuance to the October 16, 2014 Planning Commission Hearing date, as our firm and Goodwill have a conflict and will be attending a hearing at the City of Peoria on the same evening and at the same time.

Obviously, the scheduling conflict makes it impossible for our firm or Goodwill to attend the October 16, 2014 Planning Commission Hearing and make a full and adequate presentation. Therefore, we are again requesting an indefinite continuance.

Very truly yours,

WITHEY MORRIS P.L.C.

By


Benjamin W. Graff

cc: Tracy Stevens
Rob Gubser
Kevin Kugler

Excerpt of the Minutes of the Planning Commission meeting held October 16, 2014 at 6:30 p.m. in the Council Chambers.

COMMISSIONERS PRESENT

Lisa Amos, Vice Chair
Michael Long, Commissioner
Michael Demlong, Commissioner
Gary Smith, Commissioner
Grace Carrillo, Commissioner

COMMISSIONERS EXCUSED

Kevin Kugler, Chair
Sean Scibienski, Commissioner

CITY STAFF PRESENT

Robert Gubser, Planning Manager
Ken Galica, Senior Planner
Linda Herring, Development Services Representative

APPLICATION NO. PL-14-0066

Presentation and Public Hearing on the proposed request by Mr. Jason Morris, Withey Morris PLC, to amend the 25.96 acre Gateway Crossing Planned Area Development (PAD) as it relates to three standards, as follows: 1) To allow for a thrift/secondhand store use on Lot 7 (located between Hobby Lobby and Claim Jumper), 2) To remove/relocate an existing 5,500 square foot pedestrian plaza on Lot 7, and 3) To increase total site building area from 245,568 square feet to 252,271 square feet. The center is located at the southwest corner of 99th Avenue and McDowell Road. Contact: Ken Galica

Ken Galica, Senior Planner, said Gateway Crossing is located just north of the freeway, and is surrounded by Gateway Pavilions to its north, a Tolleson shopping center to the east, and undeveloped land to the west. The Gateway Crossing property was annexed in 1986. The PAD was approved in 2005, and the shopping center opened in 2006. It is designated as Freeway Commercial by the General Plan. The Applicant has three requests. The first is to amend the permitted use list in the PAD to allow for thrift stores. The thrift store would be subject to a number of operating conditions designed to protect the image of the center. Thrift stores were not a supported use in 2005 when the PAD was approved. Enforcing the operating conditions could be problematic, due to the limited Code Enforcement staff available. Various tenants in the shopping center have expressed support for the proposed use.

Mr. Galica said the second request would be to remove/relocate a 5,500 square-foot pedestrian plaza on Lot 7, and downsize it to 975 square feet. All current amenities would remain except for the fountain. The new plaza would meet the intent of the design manual. The current plaza is not adjacent to any commonly used pedestrian way. Staff agrees that a smaller, more optimally located plaza would be preferable. The final request is

to increase the square footage of the shopping center by about 2.7% from 245,000 to 252,000 square feet. Staff does not believe this increase would negatively impact operations or parking.

Mr. Galica stated that staff recommends indefinite continuance at the request of the Applicant, but should a continuance not be granted, staff recommends denial of the first request and approval of the second and third requests.

Commissioner Smith inquired whether the Applicant has an anticipated hearing date. Mr. Galica responded that they believe they will be ready in either December or January, but the amendment would still be open-ended based on its indefinite language.

Vice Chair Amos opened the public hearing. Joe Walters, 2980 E. Northern Avenue, Suite A, Phoenix AZ 85028, is the owner of Gateway Crossing shopping center. He said Goodwill has become a much more desirable tenant than they were 10 or 15 years ago. He requested that the Planning Commission approve all three requests, but at the very least approve requests two and three if the Commission does not want to grant the continuance. With no other speakers coming forward, Vice Chair Amos closed the public hearing.

Commissioner Long **MOVED** to accept the findings and recommend APPROVAL of application PL-14-0066, a request to amend the Gateway Crossing Planned Area Development (PAD), subject to three staff recommended conditions of approval, being the denial of the first request (Thrift Stores), and approval of the second (Pedestrian Plaza), and third (Square Foot Increase) requests. Commissioner Demlong **SECONDED** the motion.

ROLL CALL VOTE

Kevin Kugler, Chair	Excused
Lisa Amos, Vice Chair	Aye
Michael Demlong, Commissioner	Aye
Michael Long, Commissioner	Aye
Gary Smith, Commissioner	Aye
Sean Scibienski, Commissioner	Excused
Grace Carrillo, Commissioner	Aye

Approved 5-0

November 21, 2014

Ken Galica
Senior Planner
City of Avondale Development Services
114654 N. Civic Center Drive
Avondale, Arizona 85323

Re: PL-14-0066 Gateway Crossing: Withdrawal of Legal Representation, Modification to Pending Application

Dear Ken:

As you know, our firm currently represents Goodwill of Central Arizona in regard to Case No. PL-14-0066 – a request to amend the Gateway Crossing PAD. The purpose of this letter is threefold: **(1)** withdraw Goodwill as the Applicant as well as our firm's legal representation of this case; **(2)** withdraw the request to allow a thrift store within the Gateway Crossing PAD; and **(3)** allow the property owner to determine whether or not to pursue the remaining requests to amend the pedestrian amenity and increase the overall building square footage of the Gateway Crossing PAD.

Please contact the property owner, Joe Walters, at (602) 667-6685 to determine how to proceed with the next steps of the case. If the case does proceed, the property owner will be responsible for all application, notification, and hearing requirements, including rescheduling the pending Avondale City Council action if deemed necessary by City Staff.

Very truly yours,

WITHEY MORRIS P.L.C.

By


Benjamin W. Graff

cc: Joe Walters
Tracy Stevens
Rob Gubser

ORDINANCE 1565-1214

AN ORDINANCE OF THE COUNCIL OF THE CITY OF AVONDALE, ARIZONA, MODIFYING THE PREVIOUSLY APPROVED PLANNED AREA DEVELOPMENT FOR REAL PROPERTY GENERALLY LOCATED AT THE SOUTHWEST CORNER OF 99TH AVENUE AND MCDOWELL ROAD, AS SHOWN IN APPLICATION PL-14-0066, BY AMENDING THE LAND USE PLAN FOR THE DEVELOPMENT.

WHEREAS, on August 15, 2005, the Council of the City of Avondale (the “City Council”) amended the City of Avondale Zoning Atlas (the “Zoning Atlas”) by rezoning approximately 29.1 acres of land located at the southwest corner of 99th Avenue and McDowell Road (the “Property”) as more particularly described and depicted on Exhibit A, attached hereto and incorporated herein by reference, to a planned area development known as the Gateway Crossing PAD (the “PAD”) and imposed conditions referenced as the Gateway Crossing PAD development plan date stamped July 7, 2005 (the “2005 Narrative”); and

WHEREAS, the City Council now desires to modify the conditions of development and use of the PAD by adopting an amendment to the 2005 Narrative known as the Gateway Crossing PAD Amendment Narrative dated June 18, 2014 (the “2014 Amended Narrative”) as shown in Application PL-14-0066, subject to certain modifications; and

WHEREAS, all due and proper notice of the public hearing on the 2014 Amended Narrative held before the City of Avondale Planning Commission (the “Commission”) was given in the time, form, substance and manner provided by ARIZ. REV. STAT. § 9-462.04; and

WHEREAS, the Commission held a public hearing on Thursday, October 16, 2014, on the 2014 Amended Narrative, after which the Commission recommended approval of a portion of the 2014 Amended Narrative and denial of a portion.

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 2014 Amended Narrative is hereby approved subject to the following conditions:

1. The 2005 Narrative and Ordinance 1132-05, including all stipulations of approval from August 15, 2005, shall remain in full force and effect, unless expressly modified by the 2014 Amended Narrative.

2. Development and use of land within the Gateway Crossing PAD shall conform to the 2014 Amended Narrative, except as modified by these conditions.
3. The proposed amendment to the list of permitted, prohibited and conditional uses (2014 Amended Narrative, pages 4-7, and Tabs C and D) is not approved. Thrift stores shall remain a prohibited use within the Gateway Crossing PAD.

SECTION 3. 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 4. 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, December 1, 2014.

Kenneth N. Weise, Mayor

ATTEST:

Carmen Martinez, City Clerk

APPROVED:

Andrew J. McGuire, City Attorney

EXHIBIT A
TO
ORDINANCE NO. 1565-1214

[Legal Description and Map]

See following pages.

LEGAL DESCRIPTION

Parcel No. 1:

That portion of the Northeast quarter of Section 5, Township 1 North, Range 1 East of the Gila and Salt River Base and Meridian, Maricopa County, Arizona, described as follows:

Commencing at the North quarter of said Section 5;

Thence North 88 degrees 45 minutes 37 seconds East along the North line of said Section 5, a distance of 930.42 feet to the Northeast corner of the real property as described in Instrument No. 90-291037, records of said County, and also being the point of beginning; Thence continuing along said North line North 88 degrees 45 minutes 37 seconds East, a distance of 377.33 feet;

Thence departing said North line South 01 degrees 14 minutes 23 seconds East, a distance of 424.17 feet;

Thence North 88 degrees 45 minutes 37 seconds East, a distance of 338.93 feet; Thence South 01 degrees 14 minutes 23 seconds East, a distance of 376.83 feet to the Northerly line of the Ehrenberg-Phoenix Highway;

Thence South 80 degrees 16 minutes 48 seconds West along said Northerly line, a distance of 22.14 feet;

Thence continuing along said Northerly line, South 88 degrees 58 minutes 36 seconds West, a distance of 707.96 feet to the Southeast corner of said real property;

Thence departing said Northerly line North 00 degrees 16 minutes 71 seconds West along the East line of said real property, a distance of 801.71 feet to the point of beginning.

Parcel No. 2:

That portion of the Northeast quarter of Section 5, Township 1 North, Range 1 East of the Gila and Salt River Base and Meridian, Maricopa County, Arizona, described as follows:

Commencing at the North quarter corner of said Section 5;

Thence North 88 degrees 45 minutes 37 seconds East along the North line of said Section 5, a distance of 930.42 feet to the Northeast corner of the real property as described in Instrument No. 90-291037, records of said County;

Thence continuing along said North line North 88 degrees 45 minutes 37 seconds East, a distance of 377.33 feet to the point of beginning;

Thence continuing along said North line North 88 degrees 45 minutes 37 seconds East, a distance of 313.75 feet;

Thence departing said North line South 01 degrees 14 minutes 23 seconds East a distance of 50.58 feet to the beginning of a non tangent curve to the right, the center of which bears South 01 degrees 14 minutes 39 seconds East a distance of 20.00 feet;

Thence Southeasterly 28.76 feet along the arc of said curve through a central angle of 82 degrees 23 minutes 39 seconds;

Thence South 01 degrees 14 minutes 23 seconds East, a distance of 316.17 feet;

Thence South 88 degrees 45 minutes 37 seconds West, a distance of 338.93 feet;

Thence North 01 degrees 14 minutes 23 seconds West, a distance of 424.17 feet to the point of beginning.

LEGAL DESCRIPTION

That portion of Lot 1, Section 5, Township 1 North, Range 1 East of the Gila and Salt River Base and Meridian, Maricopa County, Arizona, described as follows:

BEGINNING at the Northeast corner of said Section 5;

Thence South 0 degrees 22 minutes 39 seconds East along the East line of said Section 5, a distance of 300.00 feet to the North right-of-way line of Interstate 10;

Thence departing said East line South 89 degrees 37 minutes 21 seconds West, along said North right-of-way line, a distance of 40.00 feet;

Thence continuing along said North right-of-way line South 7 degrees 08 minutes 11 seconds West, a distance of 382.33 feet;

Thence continuing along said North right-of-way line South 88 degrees 58 minutes 31 seconds West, a distance of 58.51 feet;

Thence continuing along said North right-of-way line South 80 degrees 16 minutes 47 seconds West, a distance of 837.80 feet;

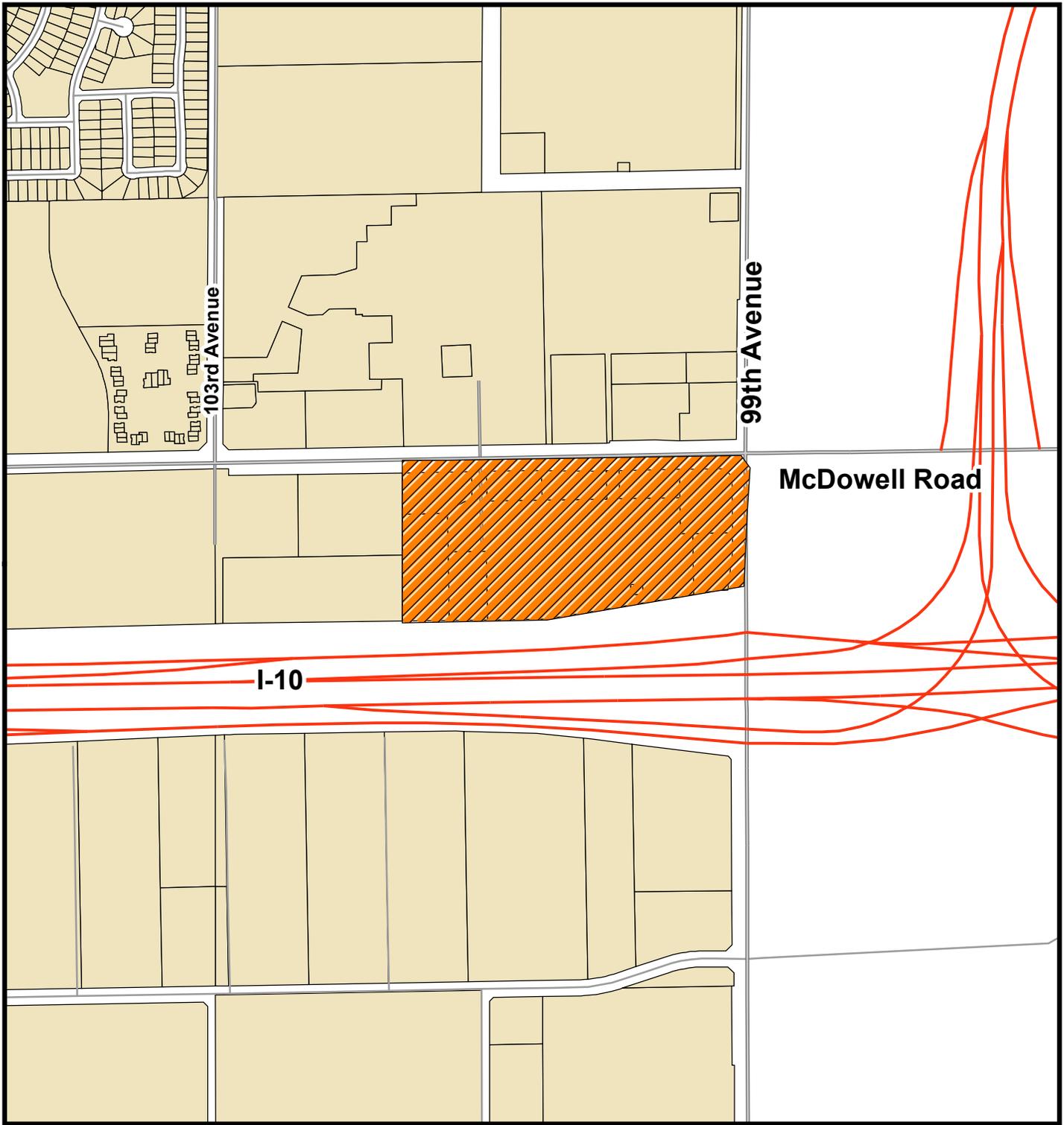
Thence departing said North right-of-way line North 01 degrees 14 minutes 23 seconds West, a distance of 693.00 feet;

Thence North 08 degrees 51 minutes 00 seconds West, a distance of 40.43 feet to a point of curve concave to the southwest and having a radius of 20.00 feet;

Thence Northwesterly 28.76 feet along said curve through a central angle of 82 degrees 23 minutes 39 seconds;

Thence North 01 degrees 14 minutes 23 seconds West, a distance of 50.58 feet to the North line of said Section 5;

Thence North 88 degrees 45 minutes 37 seconds East, along the North line of said Section 5, a distance of 1012.74 feet to the POINT OF BEGINNING.



Application PL-14-0066



Subject Property





CITY COUNCIL AGENDA

SUBJECT:

Addendum to Sales Order and Major Accounts Agreement - ADP, LLC

MEETING DATE:

12/1/2014

TO: Mayor and Council**FROM:** Pilar Aguilar, Assistant Director, Finance & Budget (623) 333-2026**THROUGH:** David Fitzhugh, City Manager**PURPOSE:**

Staff is requesting that City Council authorize the City Manager or his designee to sign a sales order and agreement for human resources information and payroll system services through Automated Data Processing, ADP.

BACKGROUND:

City staff has been reviewing alternatives to human resources information and payroll systems (HR/Payroll). Staff has determined that outsourcing these technology systems may be the most expedient solution. Staff found that ADP services are available through cooperative contract purchase.

Discussions with ADP have progressed to a point where a more defined scope of services is required. ADP has prepared a sales order and agreement for which they require a signature in order to commit their staff to develop the full scope of services and to also secure a promotional discount which totals approximately \$108,000. The ADP sales order identifies costs estimated to total \$275,078.83 in the first year for one-time set up as well as HR/Payroll services.

DISCUSSION:

City staff will provide a comprehensive review of these HR/Payroll services, estimated costs and proposed discounts at the City Council work session of December 8, 2014. As previously stated, ADP requires an authorized signature to assign a team to work with City staff to assess the full scope of outsourcing the City's HR/Payroll systems and offer the discount. The City Attorney has drafted an amendment to the sales order and agreement that gives the City the option to terminate all of the related agreements within thirty (30) days should the City determine the scope of services will not meet the City's needs, or should the City Council not approve this agreement through formal action.

Formal approval of this agreement is scheduled for December 15, 2014, after the City Council has had time to evaluate the proposed services and costs. At that time the City Council will have the option to approve to (i) approve moving forward with the sales order, major accounts agreement and addendum or (ii) direct that the agreements be terminated.

BUDGET IMPACT:

The full potential budgetary impact of the Sales Order will be presented for Council's review and approval on December 15, 2015.

RECOMMENDATION:

Staff recommends that City Council authorize the City Manager or his designee to sign the Sales Order, Major Accounts Agreement and Addendum conditioned upon final City Council approval on December 15, 2014.

ATTACHMENTS:**Description**

[Addendum to Sales Order and Major Account Agreement](#)

ADDENDUM
to
MAJOR ACCOUNTS AGREEMENT
between
ADP, LLC
and
THE CITY OF AVONDALE

This Addendum, made as of the 1st day December, 2014 by and between ADP, LLC, A Delaware limited liability company ("ADP") with its principal office at One ADP Boulevard, Roseland, New Jersey 07068 and THE CITY OF AVONDALE, an Arizona municipal corporation, having a principal place of business at 11465 West Civic Center Drive, Avondale, Arizona 85323, ("Client"), contains changes, modifications, revisions and additions to the Major Accounts Agreement dated of even date herewith between ADP and Client (the "Agreement").

In consideration of the mutual covenants contained in the Agreement and in this Addendum, and for other good and valuable consideration, notwithstanding anything to the contrary in the Agreement, ADP and Client agree as follows:

1. Section 1A of the Agreement, entitled "**Services**", is hereby amended by inserting the following after the first sentence: "The ADP Sales Order, Quote Number 2014-329173.6 (attached hereto and incorporated herein) specifically identify the ADP Products and Services Client purchased as of the Effective Date of this Agreement. Thereafter, any ADP Products and Services added by Client (which are covered under this Agreement) will be specified in a new separate sales order form signed by the parties and such additional products and services shall be provided by ADP subject to the applicable terms of this Agreement."
2. Section 2A of this Agreement, entitled "**Fees**", is hereby amended by inserting the following language after "items" in the last sentence: "; provided however, fee increases (excluding delivery fees, reverse wire fees, jurisdiction fees, maintenance fees and W-2s) shall not exceed five percent (5%) over the previous years' per employee per processing rate for the same Services".
3. Section 2B of the Agreement, entitled "**Billing**" is hereby amended by inserting the following between the second and third sentences: "Client shall not be billed for implementation fees until the date the Services are available for use in a production environment."
4. Section 7A of this Agreement, entitled "**Termination/Suspension**", is hereby amended by inserting the following immediately after the first sentence: "In addition to the foregoing sentence, Client may terminate this Agreement and the corresponding Sales Order (Quote Number 2014-32917.6) immediately upon notice to ADP within the first thirty (30) days after the Effective Date of this Agreement in the event that (i) the Avondale City Council declines, in its sole discretion, to approve this Agreement and the corresponding Sales Order (Quote Number 2014-32917.6) at its meeting on December 15, 2014, or (ii) Client determines that the scope of services does not meet its needs during implementation of the Services."
5. Section 9A of the Agreement, entitled "**Time and Attendance Products**", is hereby amended by inserting the following at the end of the section: "Pursuant to Sales Order, Quote Number 2014-329173.6, Client will purchase and own the Enterprise E-Time System time clocks it requires from ADP for the cost set forth in such Sales Order. Client may contract with ADP or a separate vendor for the maintenance of the time clocks. The actual number of time clocks to be purchased from ADP will be agreed to by ADP and Client during implementation. If maintained by ADP, sections 9(F) and (G) shall apply."
6. Section 13A of this Agreement, entitled "**Inducement; Entire Agreement; Modification**", is hereby deleted in its entirety and replaced with the following:

“A. Inducement; Entire Agreement; Modification. Client has not been induced to enter into this Agreement by any representation or warranty not set forth in this Agreement. This Agreement and the Addendum executed contemporaneously herewith, contain the entire agreement of the parties with respect to its subject matter and supersede and override all prior agreements on the same subject matter, and shall govern all disclosures and exchanges of Confidential Information made by the parties previously hereto. This Agreement shall not be modified except by a writing signed by ADP and Client.”

7. Section 13 of the Agreement, entitled **“Miscellaneous”**, is hereby amended by inserting the following new Sections Q - T as follows:

“Q. Addendum. This Agreement and the corresponding Sales Order are not valid without concurrent execution of the Addendum dated of even date herewith to Sales Order and Major Accounts Agreement between the Client and ADP. The Agreement and the corresponding Sales Order serve as a proposal of the pricing details, products, and services offered of ADP to client. ADP understands that, by signing this Agreement, it agrees the Client may terminate this Agreement pursuant to Section 7 above without cause or penalty, and that such termination shall not be deemed “bad faith” under applicable law.

R. Conflict of Interest. This Agreement is subject to the provisions of ARIZ. REV. STAT. § 38-511. The Client may, within three years after its execution, cancel this Agreement, without penalty or further obligation, made by the Client or any of its departments or agencies if any person significantly involved in initiating, negotiating, securing, drafting or creating this Agreement on behalf of the Client or any of its departments or agencies is, at any time while the Agreement or any extension of the Agreement is in effect, an employee or agent of any other party to the Agreement in any capacity or a consultant to any other party of the Agreement with respect to the subject matter of the Agreement. If any ADP Products or Services are terminated by Client under this Section, Client will immediately (i) become solely responsible for all of its third-party payment obligations covered by such ADP Products or Services (including, for Tax Filing Services, all related penalties and interest) then or thereafter due; and (ii) reimburse ADP for all payments made by ADP hereunder on Client’s behalf to any third-party.

S. E-Verify Requirements. To the extent applicable under ARIZ. REV. STAT. § 41 4401, ADP warrants compliance with all federal immigration laws and regulations that relate to their employees and their compliance with the E-verify requirements under ARIZ. REV. STAT. § 23-214(A). ADP’s breach of the above-mentioned warranty shall be deemed a material breach of the Agreement and may result in the termination of the Agreement by the Client. Client shall have the right to request and inspect ADP’s E-Verify registration or other reasonable evidence to demonstrate compliance with the above warranty.

T. Agreement Subject to Appropriation. The Client is obligated only to pay its obligations set forth in the Agreement as may lawfully be made from funds appropriated and budgeted for that purpose during the Client’s then current fiscal year. The Client’s obligations under this Agreement are current expenses subject to the Arizona “budget law” and the unfettered legislative discretion of the Client concerning budgeted purposes and appropriation of funds. Should the Client elect not to appropriate and budget funds to pay its Agreement obligations, this Agreement shall be deemed terminated at the end of the then-current fiscal year term for which such funds were appropriated and budgeted for such purpose and the Client shall be relieved of any subsequent obligation under this Agreement. The parties agree that the Client has no obligation or duty of good faith to budget or appropriate the payment of the Client’s obligations set forth in this Agreement in any budget in any fiscal year other than the fiscal year in which the Agreement is executed and delivered. The Client shall be the sole judge and authority in determining the availability of funds for its obligations under this Agreement. The Client shall keep ADP informed as to the availability of funds for this Agreement and shall provide ADP with at least thirty days’ notice of the termination of this Agreement in the event funds are not appropriated and budgeted for the next fiscal year. The obligation of the Client to make any payment pursuant to this Agreement is not a general obligation or indebtedness of the Client.”

