



CITY OF SURPRISE
Regular City Council Meeting
16000 N. Civic Center Plaza
Surprise, AZ 85374
Tuesday, March 5, 2019 @ 6:00 PM
COUNCIL CHAMBERS

- A. Call To Order
- B. Roll Call
- C. Pledge of Allegiance
- D. Proclamation and Community Acknowledgements
- E. City Manager Report

Presentation by Friends of the Surprise Libraries.

- F. City Clerk Report

- G. Call To The Public

INSTRUCTIONS: In order to address the City Council, you will need to fill out a Call to the Public Form available at the front counter, and then turn it in to the City Clerk before the meeting begins.

[Download the Call to the Public form](#) (PDF download requires Adobe Acrobat Reader)

[Fill out the Call to the Public form online](#) If submitting form electronically, please submit to City Clerk at least one hour before the meeting start time.

The Call to the Public form is also available at the front counter.

Note: A.R.S. 38-431.01(H)- During this time members of the public may address City Council only on issues within the jurisdiction of the City Council which are not an item on the agenda. At the conclusion of the open call, City Council may respond to criticism, may ask staff to review the matter or may ask that the matter be put on a future agenda. No discussion or action shall take place on any item raised.

Approval of items on the Consent Agenda – all items with an asterisk (*) are considered to be routine matters and will be enacted by one motion and one roll call vote to the City Council. There will be no separate discussion on these items unless a Councilmember requests, in which event the item will be removed from the consent agenda and considered in its normal sequence on the agenda.

Please be aware that Council Members may not discuss or respond to matters raised during call to the public that are not specifically identified on the agenda. Council Members may however, in their discretion, discuss or respond to relevant matters raised during a noticed public hearing or agenda item.

- H. Regular City Council Meeting Agenda

CONSENT AGENDA:

- | | | | |
|----|------------|---|--|
| 1. | District 5 | Consideration and action pertaining to approval of the Final Plat entitled "Final Plat for Rangers Housing at Surprise Center," dated January 7, 2019, generally located on the northeastern corner of Bullard Avenue and Greenway Road. | None

Hobart Wingard
Community
Development |
| 2. | District 3 | Consideration and action pertaining to approval of the Final Plat entitled, "Final Plat – Toll at Prasada, Phase 1 Unit A", dated January 10, 2019, a property generally located west of Cotton Lane between Cactus Road and Peoria Avenue. | None

Robert Kuhfuss
Community
Development |
| 3. | District 3 | Consideration and action pertaining to approval of the Final Plat entitled, "Final Plat – Toll at Prasada, Phase 1 Unit D", dated January 10, 2019, a property generally located west of Cotton Lane between Cactus Road and Peoria Avenue. | None

Community
Development |
| 4. | Citywide | Consideration and action regarding a Master License Agreement for ExteNet Systems Inc., under Case FS19-049. | None

Hobart Wingard
Community
Development |
| 5. | District 3 | Consideration and action pertaining to approval of the Final Plat entitled, "Final Plat – Toll at Prasada, Phase 1 Unit B", dated January 10, 2019, a property generally located west of Cotton Lane between Cactus Road and Peoria Avenue. | None

Eric Fitzer
Community
Development |
| 6. | District 1 | Consideration and Action pertaining to acceptance of a Right of Way from George Hoefer and Sheila Redding-Hoefer; Resolution #2019-24. | None

Eric Fitzer
Community
Development |
| 7. | District 1 | Consideration and action pertaining to a grant of an Easement to Southwest Gas Utility for the purpose of providing service to the Ottawa Campus. | None

Eric Fitzer
Community
Development |
| 8. | Internal | Consideration and action on the minutes for Tuesday, February 19, 2019 for the Regular Work Session, Regular Council Meeting and Executive Session. | None

Sherry Aguilar
City Clerk |

REGULAR AGENDA ITEM - PUBLIC HEARING:

- | | | | |
|----|----------|--|-------------------------------------|
| 9. | Citywide | A Public hearing pertaining to the results of the Biennial Audit of the City's land use assumptions, infrastructure improvements plan and development fees as required by Section 106-61 of the City of Surprise Municipal Code and Arizona Revised Statute (ARS) 9-463.05 (G)(2). | None

Andrea Davis
Finance |
|----|----------|--|-------------------------------------|

- | | | | |
|-----|------------|--|--|
| 10. | District 3 | Consideration and action pertaining to approval of a rezone of 200.3 acres of property located in the Sycamore Farms Planned Area Development ("PAD") at the southeastern corner of Cotton Lane and Cactus Road from Sycamore Farms PAD-RL-5, PAD-RM9, PAD-CC, and Park to Sycamore Farms PAD-RL-5, PAD-RM9, and PAD-CC; Ordinance #2019-04. | Hobart Wingard
Community
Development |
|-----|------------|--|--|

REGULAR AGENDA ITEM - NON-PUBLIC HEARING:

- | | | | |
|-----|----------|--|--|
| 11. | Citywide | Consideration and action pertaining to a Fiscal Year 2019 budget amendment reallocating appropriations in the amount of \$40,000 in support of continuing the digital Shop Surprise program for a second year in partnership with the Surprise Regional Chamber of Commerce; Resolution #2019-07. | None

Jeanine Jerkovic
Economic
Development |
| 12. | Citywide | Consideration and action pertaining to approval of an amendment to the Fiscal Year 2019 Budget and Capital and Operating List of Items of 50k by reallocating appropriation of \$250,200 from General Capital contingency and \$124,800 from CRS replacement Project #A54010 to Project #P54140, Tennis Court Lights, for a total of \$375,000; and amending items #19407 for Tennis Court Lighting and #19035-CRS Asset Replacement; Resolution #2019-23. | None

Donna Miller
Community and
Recreation Svcs |
| 13. | Citywide | Presentation and discussion on the Community and Recreation Services Fee Policy and proposed updates to the Comprehensive Citywide Fee Schedule. | None

Donna Miller
Community and
Recreation Svcs |
| 14. | Citywide | Consideration and action pertaining to approval of the Settlement Agreement for Stipulated Condemnation By and Between Circle City Water Company, L.L.C. and City of Surprise. | None

Terry Lowe
Water Resource
Management |

I. Other Business and Future Agenda Items

J. City Council Reports

K. Executive Session

For information Purposes; Upon a public majority vote of a quorum of the City Council, the Council may hold an executive session, which will not be open to the public, but for only the following purposes:

- discussion or consideration of personnel matters (A.R.S. §38-431.03 (A)(1));
- discussion or consideration of records exempt by law from public inspection (A.R.S. §38-401.03 (A)(2));
- discussion or consultation for legal advice with the city's attorneys (A.R.S. §38-431.03 (A)(3));
- discussion or consultation with the city's attorneys regarding the city's position regarding contracts that are the subject of negotiations, in pending or contemplated litigation, or in settlement discussions conducted in order to avoid or resolve litigation (A.R.S. §38-431.03 (a)(4));
- discussion or consultation with designated representatives of the city in order to consider its position and instruct its representatives regarding negotiations with employee organizations (A.R.S. §38-431.03 (A)(5)); or
- discussion, consultation or consideration for international and interstate negotiations or for negotiations by a city or town, or its designated representatives, with members of a tribal council, or its designated representatives, of an Indian reservation located within or adjacent to the city or town. A.R.S. §38-401.03 (A)(6)).
- discussing or consulting with designated representatives of the city in order to consider its position and instruct its representatives regarding negotiations for the purchase, sale or lease of real property (A.R.S. §38-431.03 (A)(7)).

Confidentiality Requirements Pursuant to A.R.S. §38-431.03(C)(D): Any person receiving executive session information pursuant to A.R.S. §38-431.02 shall not disclose that information except to the Attorney General or County Attorney by agreement of the City Council, or as otherwise ordered by a court of competent jurisdiction.

The council may vote to hold an executive session for the purpose of obtaining legal advice from the Board's attorney on any matter listed on the agenda pursuant to A.R.S. § 38-431.03(A)(3).

L. Adjournment

SHERRY ANN AGUILAR, CITY CLERK, MMC

POSTED: Thursday, February 28, 2019 @ 11:38 a.m. Amended on February 28, 2019 @ 3:41 p.m. Agenda formatting issues.

SPECIAL NOTE: PERSONS WITH SPECIAL ACCESSIBILITY NEEDS, INCLUDING LARGE PRINT MATERIALS OR INTERPRETER, SHOULD CONTACT THE CITY CLERK'S OFFICE @ 623.222.1200 OR TTY 623.222.1002, BY NO LATER THAN 24 HOURS IN ADVANCE OF THE REGULAR SCHEDULED MEETING TIME.



CITY OF SURPRISE Regular City Council Meeting

Council Meeting Date: March 5, 2019
Submitting Department: City Manager Office
Staff Recommendations: None

Contact Person: Alyson Cline
District: Citywide

Consent: No	Regular: No	Public Hearing: No	Report/Discussion: Yes
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Agenda Wording:

Presentation by Friends of the Surprise Libraries.

Motion:

None, presentation only.

Background:

Friends of the Surprise Libraries is a local, non-profit organization which has been working with local 6th, 7th and 8th grade students since 2006, with a focus on literacy and art literacy as an additional form of expression and communication.

The Friends of the Surprise Libraries' bookmark contest is open each year to schools from all over Surprise including Charter Schools, Public Schools and Home Schools. This year's panel of judges included members from the Surprise Arts and Cultural Advisory Commission, as well as volunteers from the Friends of the Surprise Libraries.

Submitted bookmarks will be on display in Surprise City Hall for the entire month of March. First place and an honorable mention will be awarded to students from each grade level.

Objective Analysis:

Policy Compliant:

Financial Impact:

None.

Budget Impact:

None.

FTE Impact:

None.

ATTACHMENTS:



CITY OF SURPRISE Regular City Council Meeting

Council Meeting Date: March 5, 2019 Contact Person: Hobart Wingard, PLANNER II
Submitting Department: Community Development District: District 5
Staff Recommendations: None

Consent: Yes Regular: No Public Hearing: No Report/Discussion: No

Agenda Wording:

Consideration and action pertaining to approval of the Final Plat entitled “Final Plat for Rangers Housing at Surprise Center,” dated January 7, 2019, generally located on the northeastern corner of Bullard Avenue and Greenway Road.

Motion:

I move to approve the plat entitled “Final Plat for Rangers Housing at Surprise Center,” dated January 7, 2019, generally located on the northeastern corner of Bullard Avenue and Greenway Road.

Background:

Beck Consulting Engineers on behalf of Carefree Partners Investments seeks approval of a Final Plat to provide property for the proposed Ranger’s Housing facility in Surprise Center. This request is being processed in conjunction with a Site Plan, Case FS18-615, for Ranger’s Housing facility to be heard by the Planning and Zoning Commission on February 21, 2019.

Objective Analysis:

The Site Plan for the Ranger’s Housing facility at Surprise Center necessitated a Final Plat on the 70.01 acre southwestern quadrant of Surprise Center. The Ranger’s Housing Facility will occupy 3.07 acres, 0.75 acres will be dedicated as Right-of-Way, and the remaining 66.19 acres will remain vacant.

Policy Compliant:

The Surprise General Plan 2035 shows the subject property as lying within the Commerce and Office Character Area, which supports uses such as that proposed

Financial Impact:

All activity related to ongoing development of the City of Surprise has an economic and fiscal impact on the city and the region.

Budget Impact:

There is no anticipated budget impact related to this item.

FTE Impact:

This item does not have an impact on current staffing levels.

ATTACHMENTS:

1. SR - FS18-665 - Rangers Housing at Surprise Center FP - Staff Report - CC 030519
 2. 01 - FS18-665 - Rangers Housing at Surprise Center FP - Vicinity Maps - CC 030519
 3. 02 - FS18-665 - Rangers Housing at Surprise Center FP - Plat - CC 030519
 4. 03 - FS18-665 - Rangers Housing at Surprise Center FP - Site Plan Exhibit - CC 030519
 5. 04 - FS18-665 - Rangers Housing at Surprise Center FP - PowerPoint - CC 030519
-

Case: **FS18-665**

Project Name: Rangers Housing at Surprise Center Final Plat

Council District: 5 – Palm

Meeting Date: **March 5, 2019**

Planner: Hobart Wingard, Planner II

Owner: Carefree Partners Investments

Applicant: Beck Consulting Engineers

Request: Final Plat approval for the southwest quadrant of the Surprise Center Planned Area Development (“PAD”)

Site Location: Generally, on the northeast corner of Bullard Avenue and Greenway Road.

Site Size: Approximately 71.01 acres of the 640 acre Surprise Center PAD.

General Plan Conformance: The proposal is consistent with the Surprise General Plan 2035.

Support/Opposition: None received by staff.

Findings:

- The proposed Final Plat demonstrates compliance with the General Plan.
- The proposed Final Plat demonstrates compliance with the criteria set forth in the Surprise Center PAD.
- The proposed Final Plat demonstrates compliance with the criteria set forth in Surprise Unified Development Code (SUDC).
- The reviewing agencies have indicated no objections to the request.

ALTERNATIVE ACTIONS:

Approval of the requested Final Plat will allow the applicant to develop the property in a manner that is consistent with the Final Plat, City of Surprise requirements, and the approved PAD.

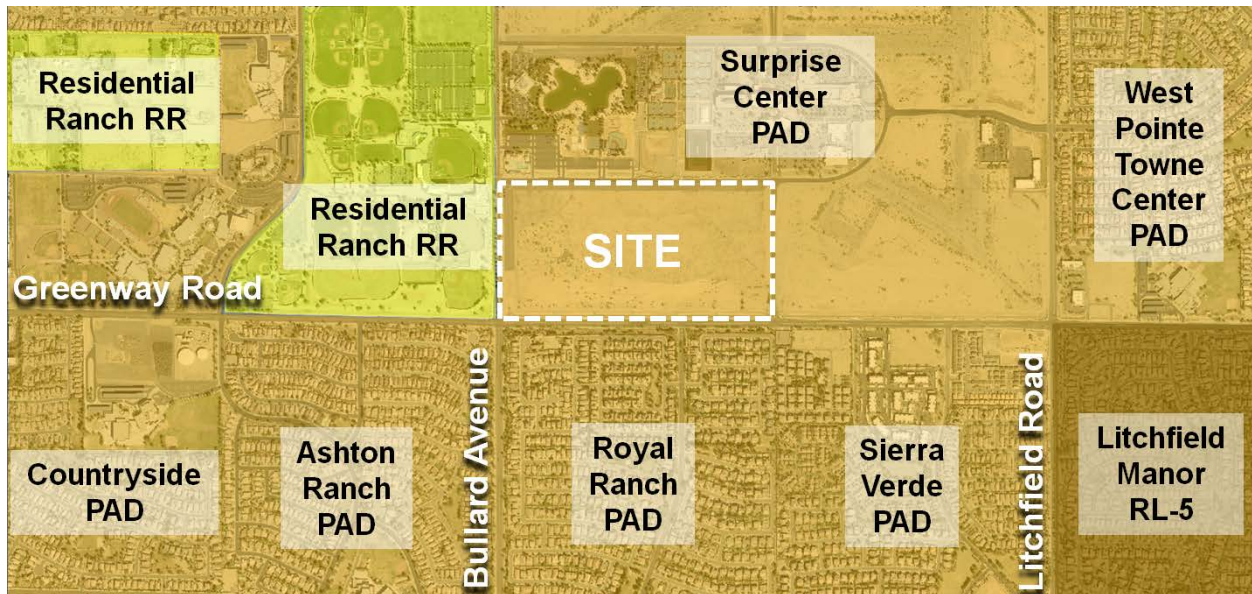
Denial of the requested Final Plat will deny the applicant the opportunity to develop the property pursuant to the requested Final Plat.

PROJECT DESCRIPTION:

Beck Consulting Engineers, on behalf of Carefree Partners Investments, seeks approval of a Final Plat to provide property for the proposed Ranger's Housing facility in Surprise Center. This request is being processed in conjunction with a Site Plan, Case FS18-615, for Ranger's Housing facility that was approved by the Planning and Zoning Commission on February 21, 2019.

EXISTING ZONING:

The following map and chart depicts the existing zoning of the subject site and its surroundings:



Residential Ranch (RR) Surprise Stadium	Surprise Center PAD Recreation Campus / Ottawa	Surprise Center PAD Maricopa Courts
Residential Ranch (RR) Surprise Stadium	Surprise Center PAD	Surprise Center PAD Vacant
Ashton Ranch PAD PAD-RL-5	Royal Ranch PAD PAD-RL-5	Royal Ranch PAD PAD-MDR

BACKGROUND:

June 12, 1980: The Mayor and City Council approved an Annexation for the subject property under Ordinance 80-03.

January 25, 2001: The Mayor and City Council approved a PAD for Surprise Center, under case PAD00-105.

September 20, 2018: Staff met with the applicant for concept review to discuss the subject project during a regularly scheduled Concept review meeting under Case CR18-420.

November 13, 2018: The applicant filed a request for a Site Plan for the Ranger's Housing facility under Case FS18-615.

December 7, 2018: The applicant filed a request for a Final Plat for the Ranger's Housing facility under Case FS18-665, the subject case.

February 21, 2019: Planning and Zoning approved the Site Plan for the Ranger's Housing at Surprise Center under Case FS18-615.

ANALYSIS AND DISCUSSION:

A concurrent request for a Site Plan for the Ranger's Housing Facility is proposed for the Lot 2. The proposed Final Plat will split the 71.01 acre area into the following lots:

Lot	Use	Square Feet	Acreage
1	Undetermined	1,840,230.15	42.25
2	Ranger's Housing	133,821.04	3.07
3	Undetermined	215,233.29	4.94
4	Undetermined	871,232.04	20.00
ROW	Roadway	32,556.73	0.75
Total	-	3,093,073.25	71.01

UTILITY AND SERVICES TABLE:

Electric:	APS
Water:	City of Surprise
Wastewater:	City of Surprise
Internet:	Cox/Century Link
Refuse:	Private
Natural Gas:	SWG

86 **CONFORMANCE WITH ADOPTED PLANS:**

87 The Surprise General Plan 2035 shows the subject property as lying within the Commerce
88 and Office Character Area, which supports uses such as that proposed.

89
90 **REVIEWING AGENCIES:**

91 All City reviewing departments have reviewed the request and expressed no objections.
92 The subject Site Plan was also routed to the standard external reviewing agencies, who
93 offered the following comments:

94 **Maricopa Water District (MWD):** In an email dated December 11, 2018, MWD
95 indicated that they have no comments on the proposal.

96 **Arizona Department of Transportation (ADOT):** In emails dated December 11, 2018,
97 ADOT indicated the proposal will have no impact on existing highway facilities.

98 **Maricopa Flood Control District (FCDX):** In an email dated July 25, 2018, FCDX
99 indicated the proposal would not impact FCDX.

100
101 **SUMMARY:**

102 Staff believes the proposed Final Plat is consistent with the manner and intent of the
103 Surprise Center PAD Zoning District in which it occupies. If approved, the site will be
104 allowed to be developed in accordance with the requirements of the City of Surprise.

105
106 **FINDINGS:**

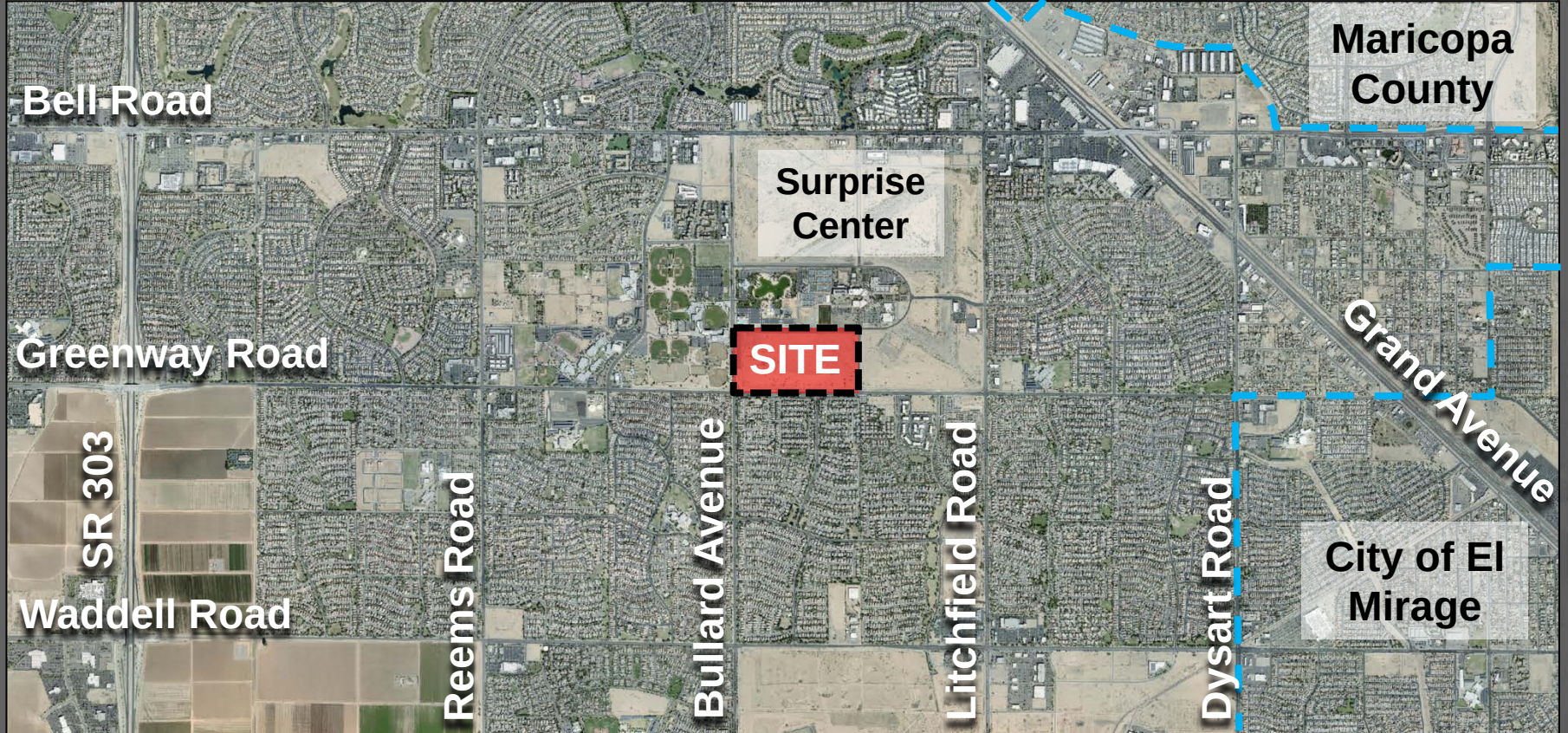
- 107
- The proposed Final Plat demonstrates compliance with the General Plan.
 - The proposed Final Plat demonstrates compliance with the criteria set forth in the
108 Surprise Center PAD.
 - The proposed Final Plat demonstrates compliance with the criteria set forth in
109 Surprise Unified Development Code (SUDC).
 - The reviewing agencies have indicated no objections to the request.
- 110
111
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114 **ATTACHMENTS:**

- 115 01 – Vicinity Maps
116 02 – Final Plat
117 03 – Site Plan Exhibit
118 04 – PowerPoint

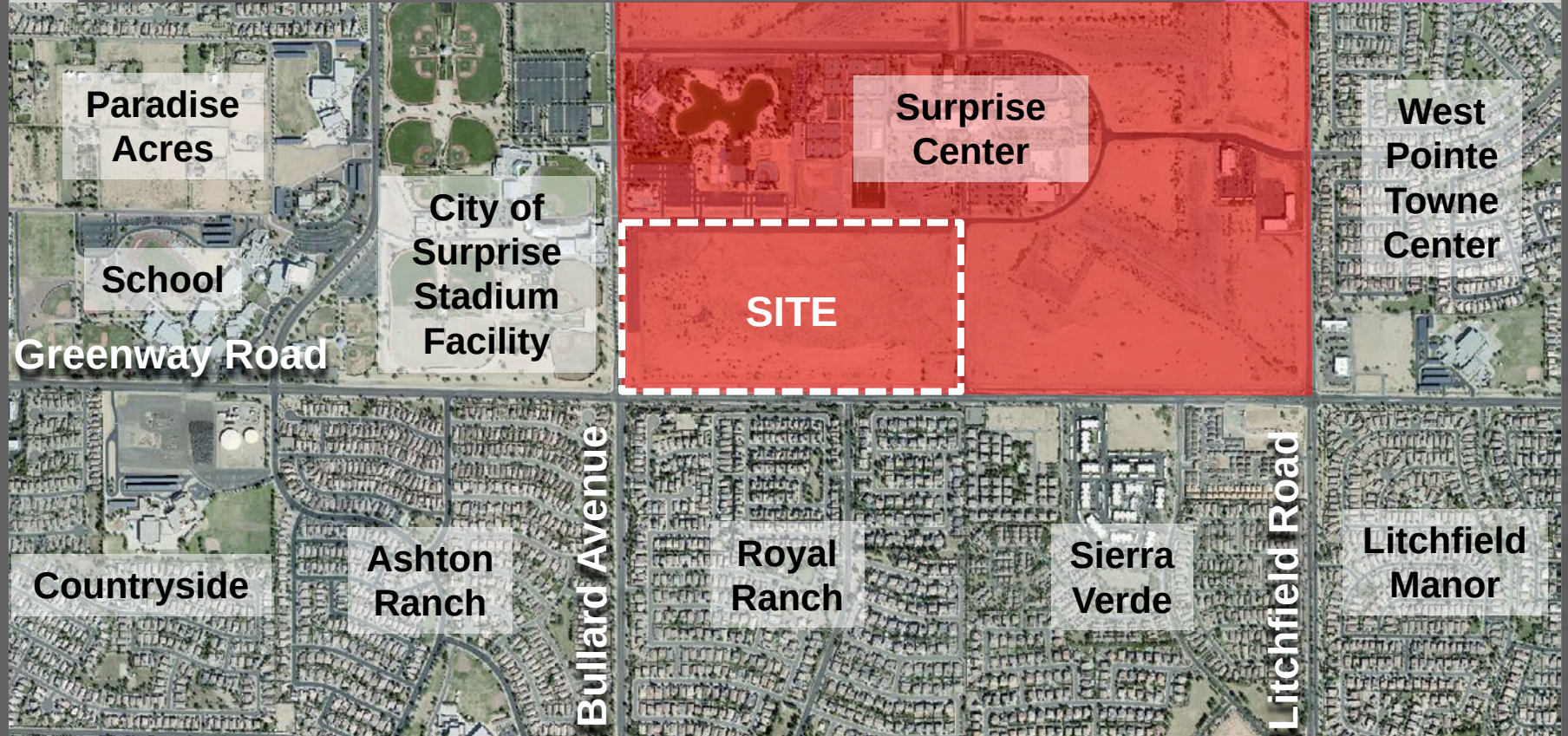
VICINITY MAP

FS18-665
Ranger's Housing



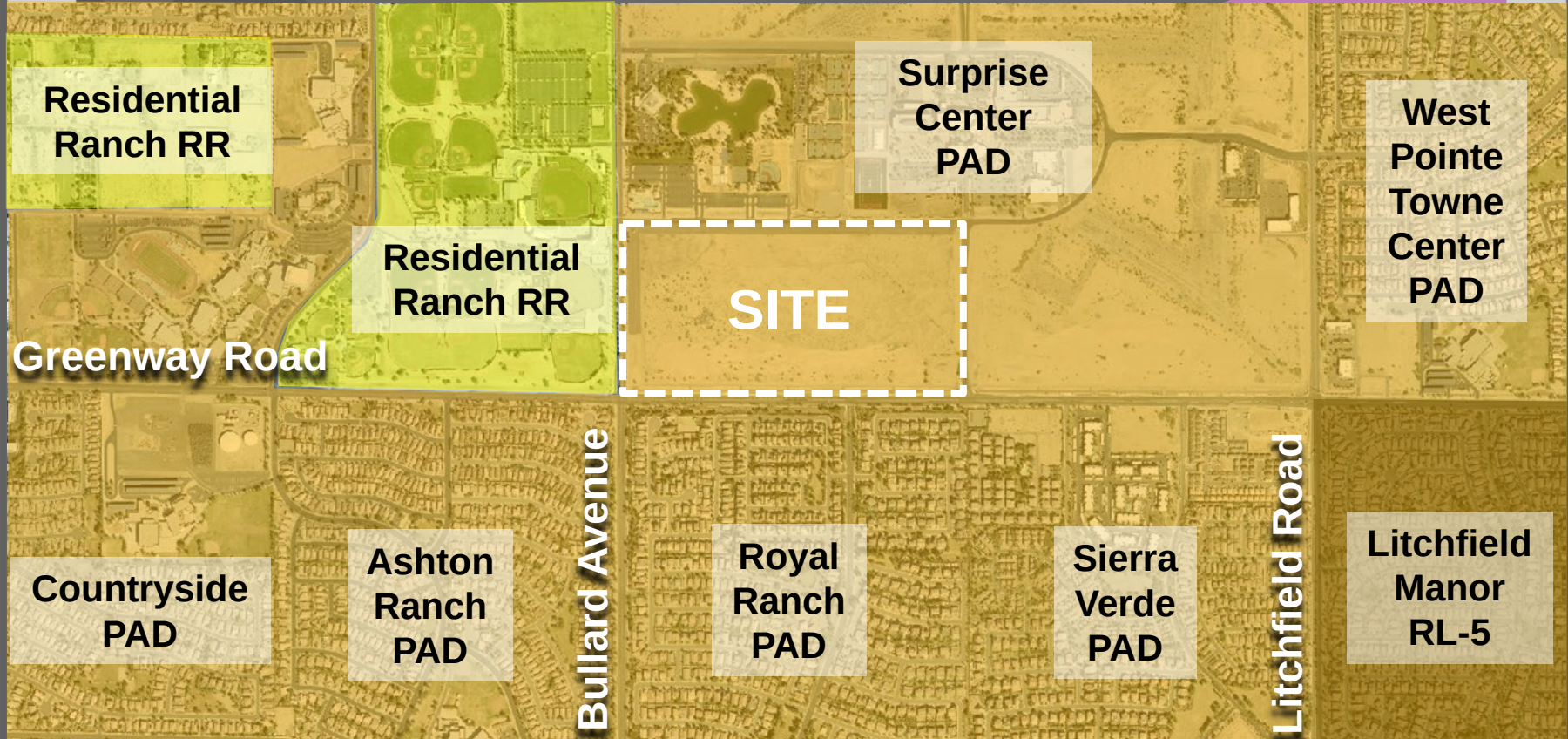
VICINITY MAP

FS18-665
Ranger's Housing



ZONING

FS18-665 Ranger's Housing



DEDICATIONS

STATE OF ARIZONA }
COUNTY OF MARICOPA } SS

KNOW ALL PERSONS BY THESE PRESENTS: THAT SURPRISE CENTER DEVELOPMENT COMPANY, LLC, AN ARIZONA LIMITED LIABILITY COMPANY, TR SURPRISE, LLC, A DELAWARE LIMITED LIABILITY COMPANY, AND CITY OF SURPRISE, AN ARIZONA MUNICIPAL CORPORATION, AS OWNERS, HAVE SUBDIVIDED UNDER THE NAME OF "RANGERS HOUSING AT SURPRISE CENTER", SAID PLAT BEING A PART OF THE SOUTHWEST QUARTER OF SECTION 4, TOWNSHIP 3 NORTH, RANGE 1 WEST OF THE GILA AND SALT RIVER BASE AND MERIDIAN, MARICOPA COUNTY ARIZONA, AS SHOWN AND PLATTED HEREON, AND DOES HEREBY PUBLISH THIS PLAT AND DECLARES THAT THIS PLAT SETS FORTH THE LOCATION AND GIVES THE DIMENSIONS OF EACH LOT, TRACT, STREET, AND EASEMENT CONSTITUTING SAME, AND THAT EACH LOT, TRACT, STREET, AND EASEMENT SHALL BE KNOWN BY THE NUMBER, LETTER, AND/OR NAME GIVEN TO EACH RESPECTIVELY AS SHOWN ON THIS PLAT.

OWNERS HEREBY DEDICATE TO THE CITY OF SURPRISE FEE TITLE TO ALL PUBLIC RIGHTS--OF--WAY AS SHOWN ON THE PLAT.

OWNERS HEREBY GRANT TO THE CITY OF SURPRISE A PERPETUAL CROSS ACCESS EASEMENT ACROSS THE PLAT INCLUDING ROADS AND STREETS, OPEN SPACES, COMMUNITY FACILITIES, TRACTS, SIDEWALKS, DRAINAGE BASINS, AND ANY PROPERTY WITHIN THE PLAT OWNED BY THE HOMEOWNERS ASSOCIATION FOR THE PURPOSES OF PROVIDING CONTINUOUS AND UNINTERRUPTED INGRESS AND EGRESS FOR EMERGENCY VEHICLES.

OWNERS HEREBY GRANT TO THE CITY OF SURPRISE A PERPETUAL EASEMENT ACROSS THE PLAT INCLUDING ROADS AND STREETS, OPEN SPACES, COMMUNITY FACILITIES, TRACTS, SIDEWALKS, DRAINAGE BASINS, AND ANY PROPERTY WITHIN THE PLAT OWNED BY THE HOMEOWNERS ASSOCIATION FOR THE PURPOSE OF PROVIDING CONTINUOUS AND UNINTERRUPTED INGRESS AND EGRESS FOR TRASH COLLECTION VEHICLES.

OWNERS HEREBY GRANT TO THE PUBLIC A PERPETUAL NON--EXCLUSIVE EASEMENT IN, UPON, OVER, UNDER, THROUGH, AND ACROSS THE AREAS DESIGNATED AS PUBLIC UTILITY EASEMENTS AS SHOWN ON THE PLAT FOR THE PURPOSE OF INSTALLING, CONSTRUCTING, MAINTAINING, REPAIRING, REPLACING AND UTILIZING PUBLIC UTILITIES.

OWNERS HEREBY GRANT TO THE UNITED STATES OF AMERICA DEPARTMENT OF THE AIR FORCE ("USAF") AN AVIGATION EASEMENT OVER AND ACROSS THIS PLAT AND EVERY LOT AND PARCEL THEREOF, WHICH EASEMENT SHALL INCLUDE, BUT NOT BE LIMITED TO, THE RIGHT OF FLIGHT OF AIRCRAFT OVER THIS PLAT, TOGETHER WITH ITS ATTENDANT NOISE, VIBRATIONS, FUMES, DUST, FUEL AND LUBRICANT PARTICLES, AND ALL OTHER EFFECTS THAT MAY BE CAUSED BY THE OPERATION OF AIRCRAFT LANDING AT, OR TAKING OFF FROM, OR OPERATING AT OR ON LUKE AIR FORCE BASE AND AUXILIARY FIELD.

OWNERS DO HEREBY (1) RELEASE AND DISCHARGE THE CITY OF SURPRISE, AND (2) INDEMNIFY, DEFEND, AND HOLD HARMLESS THE CITY OF SURPRISE, OF AND FROM ANY LIABILITY FOR ANY AND ALL CLAIMS FOR DAMAGES OF ANY KIND TO PERSONS OR PROPERTY THAT MAY ARISE AT ANY TIME IN THE FUTURE OVER, OR IN CONNECTION WITH THE AREAS LOCATED WITHIN THE NEWLY DEDICATED RIGHT--OF--WAY AS DEPICTED ON THIS PLAT UNTIL SUCH TIME THE RIGHT--OF--WAY IS IMPROVED TO CITY STANDARDS AND THOSE IMPROVEMENTS ARE APPROVED AND ACCEPTED BY THE CITY COUNCIL. THE MAINTENANCE OF THE AREA WITHIN ANY NEWLY DEDICATED RIGHT--OF--WAY AS SHOWN ON THIS PLAT SHALL BE THE RESPONSIBILITY OF THE ADJACENT OWNER/OR SUBSEQUENT ADJACENT OWNERS WITHIN THE BOUNDARY OF SAID PLAT UNTIL SUCH TIME THAT THE AREA WITHIN THE RIGHT--OF--WAY IS IMPROVED TO CITY STANDARD AND ACCEPTED BY THE CITY OF SURPRISE.

THE MAINTENANCE OF LANDSCAPING WITHIN THE OPEN SPACES, LANDSCAPED TRACTS, RETENTION BASINS AND PARKS SHALL BE THE RESPONSIBILITY OF THE OWNER OR THE ASSOCIATION FORMED BY THE OWNER.

THE MAINTENANCE OF LANDSCAPING WITHIN THE ADJACENT PUBLIC RIGHTS--OF--WAY, INCLUDING LANDSCAPED MEDIANS WITHIN COLLECTORS AND LOCAL STREETS AND LANDSCAPED AREAS BETWEEN THE CURB AND THE DETACHED SIDEWALK, SHALL BE THE RESPONSIBILITY OF THE ADJACENT PROPERTY OWNER OR THE PROPERTY ASSOCIATION FORMED BY THE ADJACENT PROPERTY.

ALL IMPROVEMENTS, FOR STREETS AND PUBLIC UTILITIES OWNED AND OPERATED BY THE CITY, INSTALLED OR CONSTRUCTED BY OWNER WITHIN THE PUBLIC RIGHTS--OF--WAY, THE EASEMENTS, OR ANY TRACTS OR PARCELS HEREBY DEDICATED TO THE CITY OF SURPRISE SHALL BE DEEMED TO HAVE BEEN DEDICATED BY OWNER TO THE CITY UPON THEIR COMPLETION; HOWEVER, SUCH TRANSFER SHALL NOT OCCUR UNTIL THE CITY COUNCIL FOR THE CITY OF SURPRISE MANIFESTS ITS ACCEPTANCE BY SEPARATE FORMAL COUNCIL ACTION.

GRANTORS HEREBY GRANT AND CONVEY TO THE CITY OF SURPRISE A PERPETUAL, EXCLUSIVE EASEMENT OVER THE EASEMENT AREAS FOR INSTALLATION AND MAINTENANCE OF WATER METERS.

THE EASEMENTS GRANTED WITHIN THIS DEDICATION ARE PERMANENT AND PERPETUAL AND SHALL RUN WITH THE LAND AND BE BINDING UPON OWNER AND ITS HEIRS, ASSIGNS, AND SUCCESSORS IN INTEREST TO THIS PLAT OR ANY PARCEL OR LOT THEREOF.

IN WITNESS WHEREOF, OWNERS HAVE HEREUNTO CAUSED ITS CORPORATE NAME TO BE SIGNED AND ITS CORPORATE SEAL TO BE AFFIXED BY THE UNDERSIGNED, DULY AUTHORIZED OFFICER THIS

DATED THIS _____ DAY OF _____, 20_____.

BY: SURPRISE CENTER DEVELOPMENT COMPANY, L.L.C., AN ARIZONA LIMITED LIABILITY COMPANY
ITS: SOLE MEMBER AND MANAGER
ITS: AIRFIELD CAPITAL PARTNERS, L.L.C., AN ARIZONA LIMITED LIABILITY COMPANY
ITS: MANAGING MEMBER
BY: AIRFIELD MANAGEMENT ASSOCIATES, L.L.C., AN ARIZONA LIMITED LIABILITY COMPANY
ITS: MANAGING MEMBER
BY: TRW PARTNERS LLC., AN ARIZONA LIMITED LIABILITY COMPANY
ITS: MEMBER
BY: WEST MANAGEMENT LIMITED PARTNERSHIP, AN ARIZONA LIMITED PARTNERSHIP
ITS: MANAGING MEMBER
BY: RICHARD WEST CO., AN ARIZONA CORPORATION
ITS: GENERAL MANAGER

BY: _____
RICHARD B. WEST, III,
ITS: _____

BY: TR SURPRISE, LLC, A DELAWARE LIMITED LIABILITY COMPANY

BY: _____
NEIL LEIBMAN
ITS: _____
MANAGING MEMBER

BY: CITY OF SURPRISE, AN ARIZONA MUNICIPAL CORPORATION

BY: _____

ACKNOWLEDGEMENT

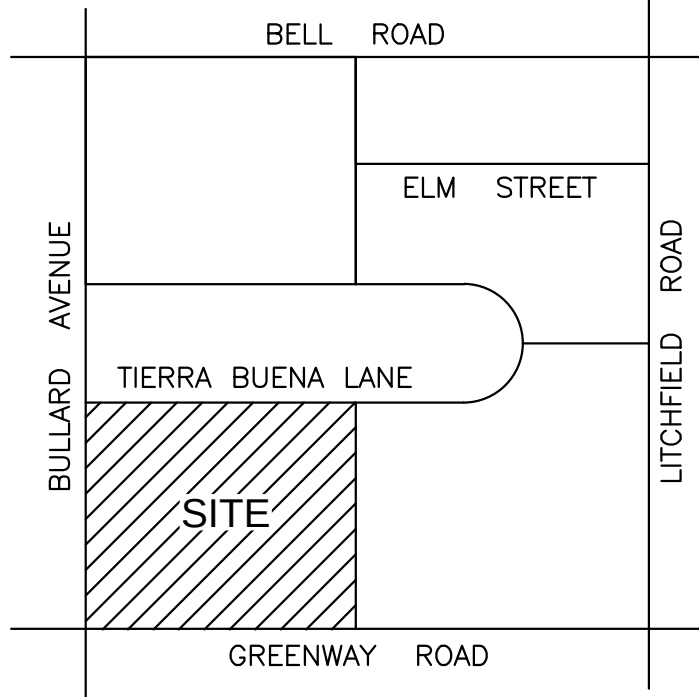
STATE OF ARIZONA }
COUNTY OF MARICOPA } SS

THIS DOCUMENT WAS ACKNOWLEDGED BEFORE ME THIS _____ DAY OF _____
2019, SURPRISE CENTER DEVELOPMENT COMPANY, LLC, AN ARIZONA LIMITED LIABILITY COMPANY, IN WITNESS WHEREOF, I HEREUNTO SET MY HAND AND OFFICIAL SEAL.

NOTARY PUBLIC
MY COMMISSION EXPIRES: _____

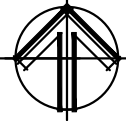
FINAL PLAT
FOR
"RANGERS HOUSING AT SURPRISE CENTER"

A PART OF THE SOUTHWEST QUARTER OF SECTION 4, TOWNSHIP 3 NORTH, RANGE 1 WEST,
OF THE GILA AND SALT RIVER BASE AND MERIDIAN, MARICOPA COUNTY, ARIZONA



VICINITY MAP

SCALE: N.T.S. SEC. 4 T.3N, R.1W.



GENERAL NOTES

- FIRE SPRINKLERS ARE REQUIRED IN ALL ONE AND TWO FAMILY DWELLINGS BUILT IN AREAS WHICH DO NOT HAVE AN ADEQUATE WATER SUPPLY.
- NO ON--SITE GRADING OR EXCAVATION SHALL OCCUR WITHOUT FIRST OBTAINING A PERMIT FROM THE CITY OF SURPRISE.
- THE AREA PLATTED HEREON LIES WITHIN THE DOMESTIC WATER SERVICE AREA OF THE CITY OF SURPRISE WHICH IS DESIGNATED AS HAVING AN ASSURED WATER SUPPLY PURSUANT A.R.S. § 45--576.
- THE ROADS DESIGNATED AS "PRIVATE" AND ANY APPURTENANCES INCLUDING BUT NOT LIMITED TO ROAD SIGNS, STRIPING, CURB AND GUTTER, AND SIDEWALKS ARE PRIVATE; SUCH ROADS AND APPURTENANCES ARE OWNED, MAINTAINED AND REPAIRED BY OWNER OR THE HOMEOWNER'S ASSOCIATION FORMED BY OWNER. THE CITY OF SURPRISE SHALL NOT MAINTAIN OR REPAIR ANY ROAD DESIGNATED AS "PRIVATE".
- IN ACCORDANCE WITH ARS § 9--461.07, THE CITY OF SURPRISE HAS DETERMINED THAT ALL DEDICATIONS OCCURRING WITH THIS PLAT ARE IN CONFORMANCE WITH THE SURPRISE GENERAL PLAN.
- PURSUANT TO A.R.S. § 42--11102, THE CITY OF SURPRISE, A POLITICAL SUBDIVISION OF THE STATE OF ARIZONA, IS EXEMPT FROM ALL TAXES AND ASSESSMENTS BASED ON ASSESSED VALUE EXCEPT FOR SPECIAL DISTRICTS #14751 AND 14710, WHEN APPLICABLE.

FLOOD ZONE

THE PROPERTY IS LOCATED WITHIN AN AREA HAVING FLOOD ZONE "X," BY THE FEDERAL EMERGENCY MANAGEMENT AGENCY, ON FLOOD INSURANCE RATE MAP NO. 04013C1220I AND 04013C1240L, WITH EFFECTIVE DATES OF OCTOBER 16, 2013, FOR COMMUNITY NO. 040053, IN MARICOPA COUNTY, STATE OF ARIZONA, WHICH IS THE CURRENT FLOOD INSURANCE RATE MAP FOR THE COMMUNITY IN WHICH SAID PROPERTY IS SITUATED.

BASIS OF BEARING

SOUTH 00 DEGREES 11 MINUTES 00 SECONDS WEST ALONG THE WEST LINE OF THE SOUTHWEST QUARTER OF SECTION 4, TOWNSHIP 3 NORTH, RANGE 1 WEST, OF THE GILA AND SALT RIVER BASE AND MERIDIAN, MARICOPA COUNTY, ARIZONA, AS SHOWN ON INSTRUMENT NO.: 2000--0325404, RECORDS OF MARICOPA COUNTY, AZ.

REFERENCE DOCUMENTS

(R) INST. NO. 2000--0325404 MCR
(R1) INST. NO. 2006--1100434 MCR
(R2) BOOK 890 OF MAPS, PAGE 04 MCR
(R3) BOOK 688 OF MAPS, PAGE 41 MCR

CITY OF SURPRISE ENGINEER APPROVAL

DATA ON THIS PLAT REVIEWED AND APPROVED THIS _____ DAY OF _____, 2019,
BY CITY ENGINEER OF SURPRISE, ARIZONA.

APPROVED _____ DATE _____
CITY ENGINEER

CITY OF SURPRISE COUNCIL APPROVAL

APPROVED BY THE CITY COUNCIL OF THE CITY OF SURPRISE, ARIZONA. THIS _____ DAY OF _____, 2019,

MAYOR DATE _____

ATTEST: _____ DATE _____
CITY CLERK

LAND SURVEYOR'S CERTIFICATION:

THE IS TO CERTIFY THAT THE SURVEY AND PLAT OF THE PREMISES DESCRIBED HEREON WERE MADE UNDER MY DIRECTION AND THIS PLAT IS CORRECT AND ACCURATE AND THE FOUND MONUMENTS SHOWN HEREON HAVE BEEN LOCATED AND ARE SUFFICIENT TO ENABLE THE SURVEY TO BE RETRACED.

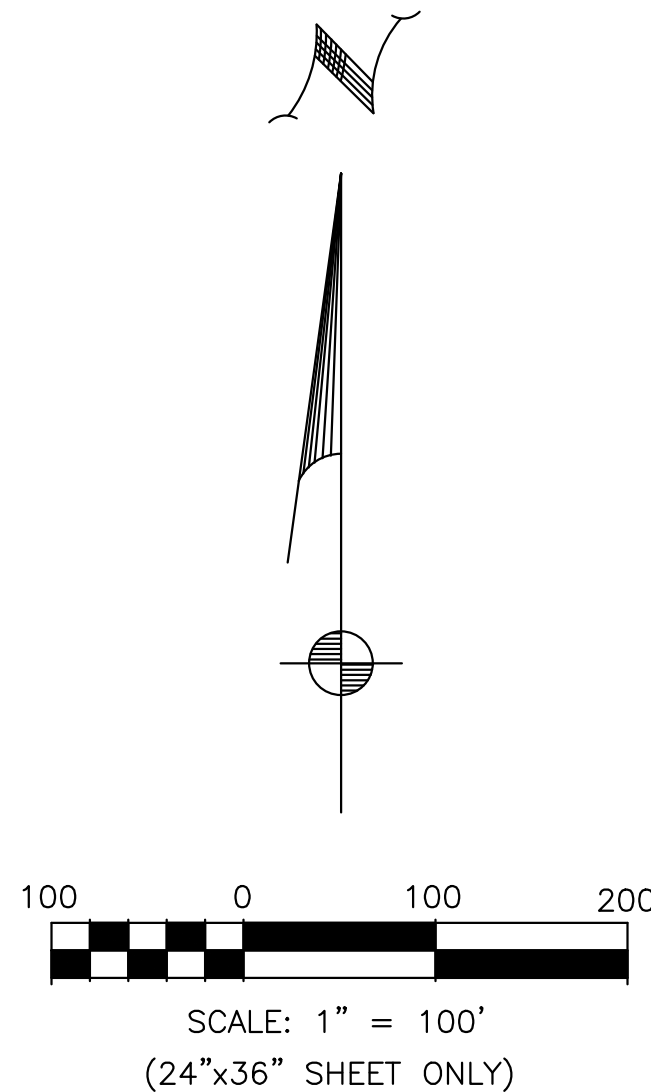
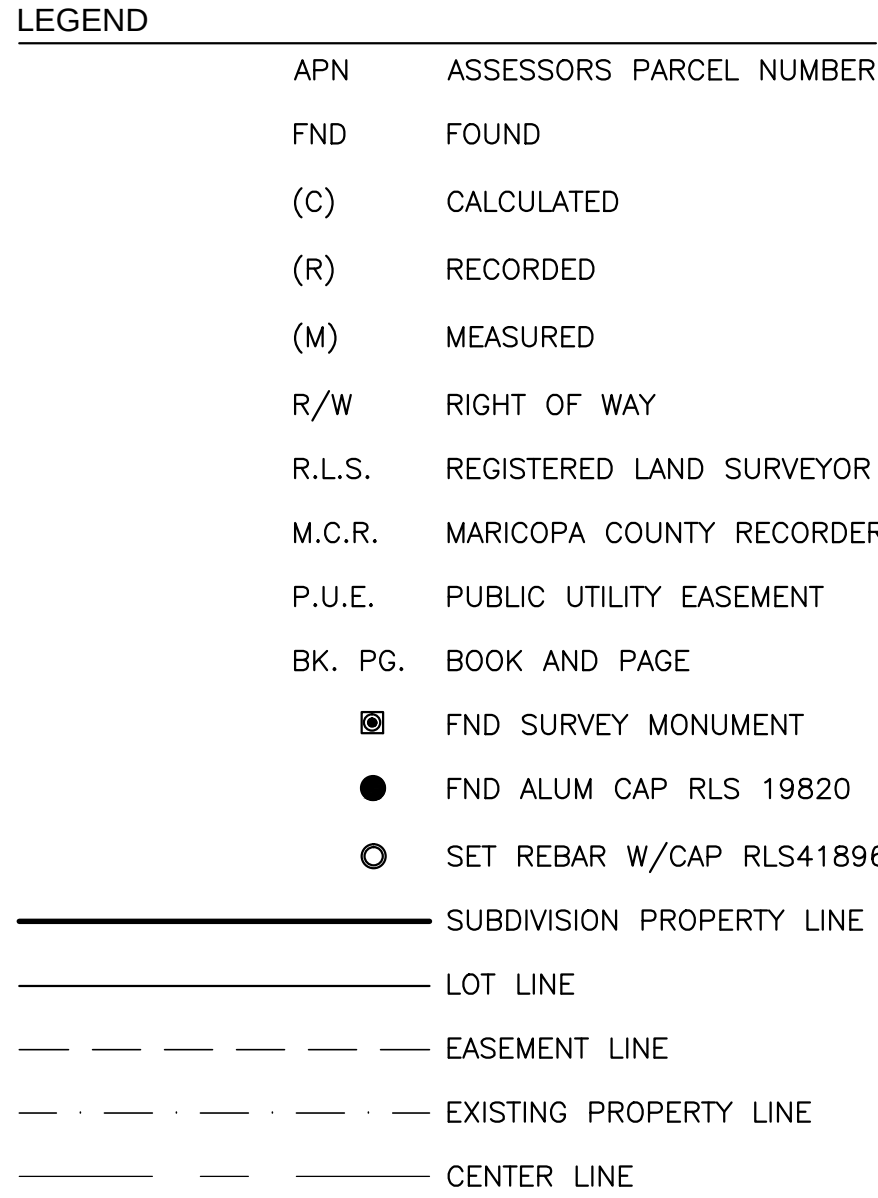
BY: _____
BRETT L. NOWACKI
REGISTERED LAND SURVEYOR # 41896

FS18-665

OWNERS SURPRISE CENTER DEVELOPMENT, LLC, & TR SURPRISE, LLC, & CITY OF SURPRISE			
PREPARED FOR BECK CONSULTING ENGINEERS 2942 N. 24TH STREET #114 PHOENIX, AZ 85016 (602) 943-6200			
PROPERTY INFO A PART OF THE SW 1/4 OF SECTION 4, T-3N, R-1W, CITY OF SURPRISE, MARICOPA COUNTY, ARIZONA			
FINAL PLAT "RANGERS HOUSING AT SURPRISE CENTER" COVER SHEET A PART OF THE SOUTHWEST 1/4 OF SECTION 4, T-3N, R-1W MARICOPA COUNTY, ARIZONA			
DRAWN BY:	BLN	CHECKED BY:	AJW
DATE:	11/20/18	SCALE:	AS SHOWN
PROJECT #:	16042	LAST MODIFIED:	11/20/18
LAST MODIFIED BY:	BLN		
 P.O. BOX 88034 PHOENIX, AZ 85080 PHONE: (602) 670-8635			
SHEET 1		OF 2	
PL1			

CITY OF SURPRISE

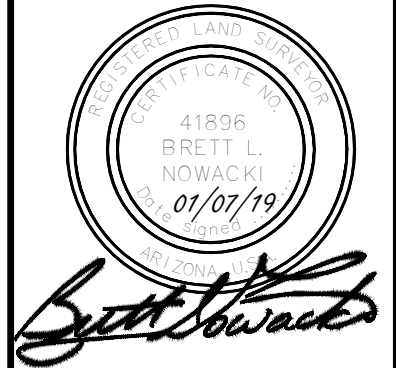
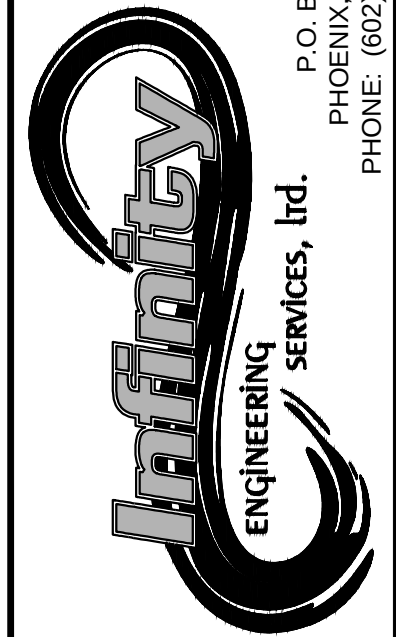
RANGERS HOUSING
172001



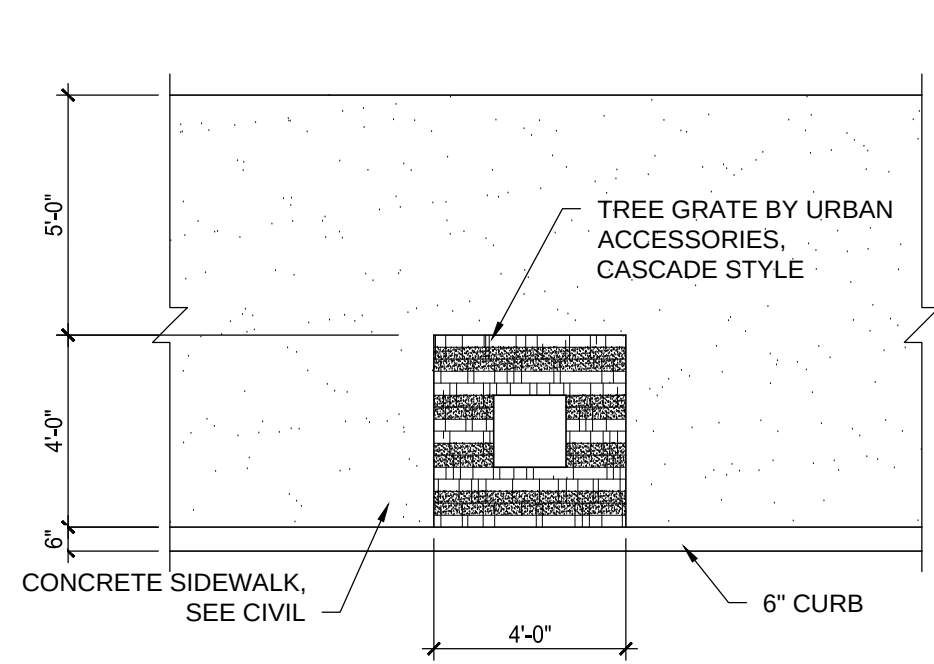
OWNER
SURPRISE CENTER DEVELOPMENT, LLC, & TR SURPRISE, LLC, & CITY OF SURPRISE
PREPARED FOR
BECK CONSULTING ENGINEERS 2942 N. 24TH STREET #114 PHOENIX, AZ 85016 (602) 943-6200
PROPERTY INFO
A PART OF THE SW 1/4 OF SECTION 4, T-3N, R1W, CITY OF SURPRISE, MARICOPA COUNTY, ARIZONA

FINAL PLAT
"RANGERS HOUSING AT SURPRISE CENTER"
A PART OF THE SOUTHWEST 1/4 OF SECTION 4, T-3N, R-1W
MARICOPA COUNTY, ARIZONA

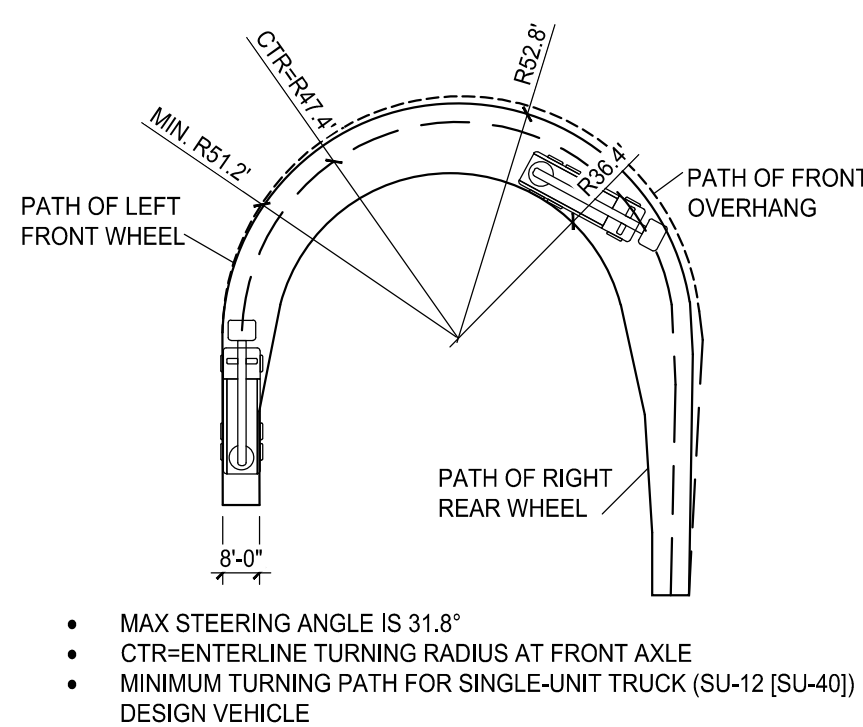
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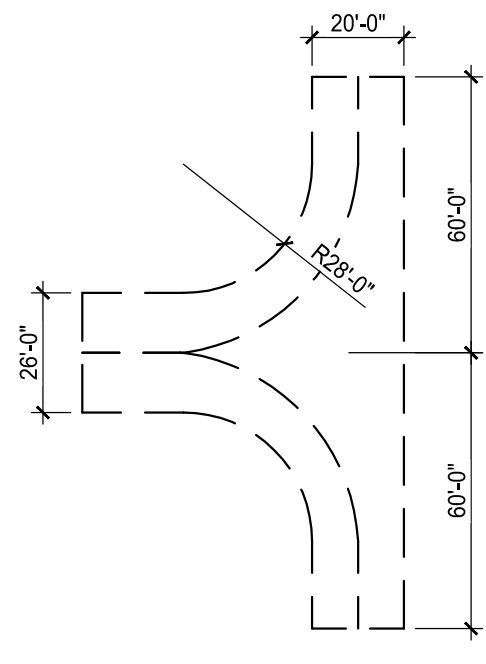
SHEET 2	OF 2
PL2	



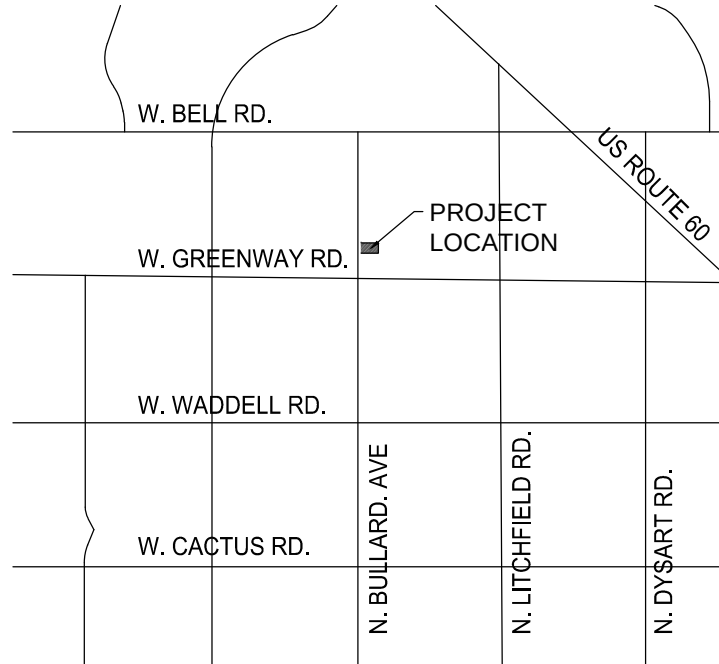
5 SIDEWALK DETAIL
SCALE: 1/4"=1'-0"



4 MIN. TURNING PATH FOR SU-40
SCALE: N.T.S.



3 FIRE TRUCK HAMMERHEAD
SCALE: N.T.S.



2 VICINITY MAP
SCALE: N.T.S.

SITE SUMMARY

OWNER	TR SURPRISE, LLC. 5950 S HERRY LANE, SUITE 550 DALLAS, TX. 75225
ADDRESS	N. BULLARD AVE & W. GREENWAY RD. SURPRISE AZ 85379
JURISDICTION LAND USE PLAN AREA	SURPRISE, AZ PAD
ZONING CLASSIFICATION SETBACK HEIGHT ALLOWED	PAD 0'-0" REQUIRED EXCEPT 8'-0" PUE ALONG BULLARD 15 - STORIES (0 - 300'-0") OFF BULLARD - 3 STORIES
SITE AREA (NET) RANGERS NEW R.O.W.	166,181 SQ.FT. (3.81 ACRES) 134,021 SQ.FT. (3.08 ACRES) 32,160 SQ.FT. (.73 ACRES)
PERMEABLE SURFACE COVERAGE SITE AREA VILLAGE FOOTPRINT SPORTS LAB FOOTPRINT IMPERMEABLE SURFACE TOTAL (94,648/134,021)	134,021 SQ.FT. 30,636 SQ.FT. 12,760 SQ.FT. 51,250 SQ.FT. 94,646 SQ.FT. 70.62%
DENSITY RANGE RANGERS HOUSING FACILITY FIRST FLOOR SECOND FLOOR THIRD FLOOR RANGERS SPORTS LAB TOTAL (82,899/134,021)	FLOOR AREA RATIO (F.A.R.) MAXIMUM = 1.50 30,636 SQ. FT. 21,867 SQ.FT. 17,636 SQ.FT. 12,760 SQ. FT. 82,899 SQ. FT. F.A.R. = 0.62
PARKING REQUIRED 8 PER ROOM 1/800 SQ.FT. PUBLIC SPACE SPORTS LAB TOTAL PROVIDED	36 ROOMS X 0.8 PER ROOM = 28.8 NO PUBLIC SPACE PROVIDED 12,760 SQ.FT. / 4 PER 1,000 SQ.FT. = 13 42 PARKING SPACES 3 ACCESSIBLE STALLS INCLUDING 50 TOTAL SPACES
NOTE: REFER TO PARKING STUDY PREPARED BY CIVITECH DATED 11-5-18 STIPULATIONS: DESIGNATE 15-18 SPACES AS VISITOR SPACES	
BICYCLE PARKING	3 REQUIRED 3 PROVIDED

PROJECT SUMMARY

THE PROPOSED PROJECT IS BEING DEVELOPED BY T.R. SURPRISE, L.L.C. FOR THE TEXAS RANGERS BASEBALL CLUB.

THIS PROPOSED DEVELOPMENT INCLUDES A COMMERCIAL LOT FOR A TWO STORY PUBLIC AREA AND A PRIVATE THREE-STORY HOUSING FACILITY FOR THE TEXAS RANGERS BASEBALL CLUB WHICH IS FOR THE MINOR LEAGUE BASEBALL PLAYERS AND COACHES. IN ADDITION, A PRIVATE "STATE-OF-THE-ART" SPORTS LAB FOR INDIVIDUAL TRAINING OF THE TEXAS RANGERS BASEBALL CLUB.

THE PROPOSED PROJECT IS LOCATED ON THE EAST SIDE OF BULLARD AVENUE, DIRECTLY ACROSS FROM THE EXISTING TEXAS RANGERS PRACTICE FIELDS. THIS EXISTING VACANT PROPERTY IS LOCATED IN THE CITY OF SURPRISE, AZ. THIS IS A "P.A.D." SPECIAL PLANNING AREA.

HISTORICALLY THIS CURRENT PROPERTY HAS SERVED AS OVERFLOW PARKING FOR SPRING TRAINING GAMES AT THE SHARED TEXAS RANGERS AND KANSAS CITY ROYALS BASEBALL STADIUM.

THE TEXAS RANGERS HOUSING FACILITY WILL CONSIST OF AN TWO-STORY STRUCTURE FOR THE PUBLIC AREA AND A THREE-STORY PRIVATE STRUCTURE FOR THE VILLAGE HOUSING UNITS. THE FACILITY WILL INCLUDE A LOBBY, PUBLIC RESTROOMS, BREAKFAST RESTAURANT, CLASSROOMS, AUDITORIUM, FITNESS ROOM, ONE-BEDROOM, AND TWO-BEDROOM ROOM SUITES, LAUNDRY ROOMS, HOUSING MANAGEMENT OFFICES, AND MECHANICAL/ELECTRICAL SUPPORT ROOMS. THE EXTERIOR AMENITIES WILL BE OUTDOOR EATING AREAS AND ROOFTOP PATIO, NO POOL IS PLANNED. THE RESIDENTS ARE EITHER BALLPLAYERS OR CLUB EMPLOYEES THAT WILL ARRIVE BY PLANE, SO LIMITED SURFACE PARKING WILL BE SUPPLIED.

THE RANGERS SPORTS LAB IS A CLEAR-SPAN METAL BUILDING WITH MATCHING EXTERIOR FEATURES AS TO THE HOTEL BUILDING. THE INTERIOR INCLUDES AN OPEN TRAINING AREA, WEIGHT ROOM, LOCKER ROOM, AND A SPORTS SCIENCE ROOM.

THE PROPERTY IS BEING DEVELOPED WITH A PORTION OF NEW PUBLIC STREET AT THE REQUEST OF THE CURRENT LANDOWNER WHO PLANS ON DEVELOPING THE REMAINING BLOCKS AROUND THIS PROJECT. AS AGREED TO WITH THE CITY OF SURPRISE, CONSTRUCTION OF THE NEW PUBLIC STREET WILL EXTEND JUST PAST THE FIRST DRIVEWAY AND TO INCLUDE REQUIRED STREET LIGHTS, PUBLIC SIDEWALKS WITH TREE WELLS, AND ONE DRIVEWAY CURB CUT FOR THE PARKING LOT.

BUILDING SUMMARY

TEXAS RANGERS HOUSING USE:	R-1: RESIDENTIAL CONSTRUCTION TYPE V-B SPRINKLERED BUILDING Aa = (At + [At x 2]) Aa = (7,000 + [7,000 x 2]) = 21,000 21,000 SQ.FT. > 18,255 SQ.FT. ACTUAL 3 FLOOR ALLOWED = 3 FLOORS ACTUAL
	B: BUSINESS CONSTRUCTION TYPE V-B SPRINKLERED BUILDING Aa = (At + [At x 2]) Aa = (9,000 + [9,000 x 2]) = 27,000 27,000 SQ.FT. > 8,522 SQ.FT. ACTUAL 2 FLOORS ALLOWED > 2 FLOORS ACTUAL

SPORTS LAB:	B: BUSINESS CONSTRUCTION TYPE III-B SPRINKLERED BUILDING Aa = [At + [At x 2]) Aa = (19,000 + [19,000 x 2]) = 57,000 57,000 SQ.FT. > 12,760 SQ.FT. ACTUAL 4 FLOOR ALLOWED > 1 FLOORS ACTUAL
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KEYNOTES

- FIRE RISER ROOM
- FIRE CONNECTION LOCATED 36" ABOVE FINISHED GRADE
- FIRE HAMMERHEAD TURN, REFER TO DETAIL 3/AS1.0 & 4/AS1.0
- EXTERIOR STAIRS TO ROOFTOP PATIO
- OUTDOOR GRILL AREA
- ROOF OF SHADE STRUCTURE
- LAWN AREA
- SIDEWALK
- ACCESSIBLE PATH OF TRAVEL FROM PUBLIC ACCESS
- ACCESSIBLE PARKING SPACES
- BARRICADE
- 3'-0" PAINTED SCREEN WALL, TYPICAL ALONG NEW ROW, REFER TO WALL ELEVATIONS
- 8'-0" PAINTED SCREEN WALL, REFER TO WALL ELEVATIONS
- 8'-0" PAINTED ORNAMENTAL METAL FENCE, REFER TO WALL ELEVATIONS
- 9'-0"x18'-0" PARKING SPACE
- 4'-0" GATE
- (2)3'-0" GATE
- TRASH ENCLOSURE
- EXISTING PUBLIC SIDEWALK
- EXISTING LANDSCAPE MEDIAN
- NEW IRRIGATION FOR TREES ON SOUTH SIDE OF ROW TO CONNECT UNDERGROUND TO IRRIGATION SYSTEM ON NORTH SIDE OF ROW
- 5'-6"x9'-0" GOLF CART PARKING
- 150' MAXIMUM HOSE-LAY
- FLAGPOLE
- APPROXIMATE LOCATION OF FUTURE SES CABINET, PAINT TO MATCH BUILDING
- EXISTING STREET LIGHT, SEE STREET LIGHT PLANS
- STRUCTURAL COLUMN
- PLANTER WITH GRATE, REFER TO LANDSCAPING PLAN
- EXISTING STREET LIGHT TO BE RELOCATED, SEE STREET LIGHT PLANS
- NEW STREET LIGHT, SEE STREET LIGHT PLANS
- FIRE TURNING RADIUS, REFER TO DETAIL 4/AS1.0
- SIGHT DISTANCE REQUIREMENTS ON ARTERIALS AND COLLECTORS WILL ADHERE TO SURPRISE DETAIL 4-01. SIGHT VISIBILITY WITHIN THE UNOBSTRUCTED VIEW EASEMENT AREA AND IN FRONT OF STOP SIGNS MUST MEET OR EXCEED REQUIREMENTS IN SURPRISE DETAILS 4-01 AND 4-02
- SITE LIGHTING, SEE ELECTRICAL DRAWINGS, CONCRETE LIGHT POLE TO BE PAINTED TO MATCH BUILDING, COLOR: DUNN EDWARDS "SLOPES"
- BIKE RACK
- LINT TRAP FOR STACKED GUEST LAUNDRY ROOMS - ENGINEERED CALCULATIONS WILL BE PROVIDED IN PERMIT DRAWINGS
- STOP SIGN AND MARKING
- EXISTING FIRE HYDRANT
- FIRE HYDRANT, SEE CIVIL DRAWINGS
- CATCH BASIN, SEE CIVIL DRAWINGS
- WATER METER, SEE CIVIL DRAWINGS
- BACKFLOW PREVENTOR WITH LOCKABLE CAGE, SEE CIVIL DRAWINGS
- STORM DRAIN MANHOLE, SEE CIVIL DRAWINGS
- CONCRETE HEADWELL, SEE CIVIL DRAWINGS
- UNDERGROUND STORM DRAIN, SEE CIVIL DRAWINGS
- KNOW BOX AT MAIN ENTRANCE
- POSSIBLE LOCATION OF PAD MOUNTED ELECTRICAL TRANSFORMER
- 3'-0" GATE
- STEEL CANOPY
- CROSSWALK PER CITY STANDARDS
- 42" HIGH GUARDRAIL
- PAVING, SEE CIVIL DRAWINGS
- CURB RAMP PER M&S DETAIL 237, SEE CIVIL DRAWINGS
- CURB RAMP PER SURPRISE DETAIL 3-09, SEE CIVIL DRAWINGS
- INTERNAL GREASE TRAP WITH EXTERIOR CLEAN-OUT PORT - ENGINEERED CALCULATIONS WILL BE PROVIDED IN PERMIT DRAWINGS
- DRYWELL, SEE CIVIL DRAWINGS
- PAINTED TRAFFIC ARROWS
- 5'-0" WIDE BIKE LANE, SEE CIVIL DRAWINGS
- ACCESS WARNING PANEL AT ROAD, SEE CIVIL DRAWINGS



TITLE

SITE PLAN

DATE
1.23.19
PROJECT NO.
18-177

SURPRISE CASE NUMBER F518-615

AS1.0

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15974 N 77TH ST
SUITE 100
SCOTTSDALE
ARIZONA
85260

TEXAS
RANGERS
VILLAGE
HOUSING

N. BULLARD AVE
SURPRISE, AZ 85379

TR Surprise, LLC



SURPRISE
ARIZONA

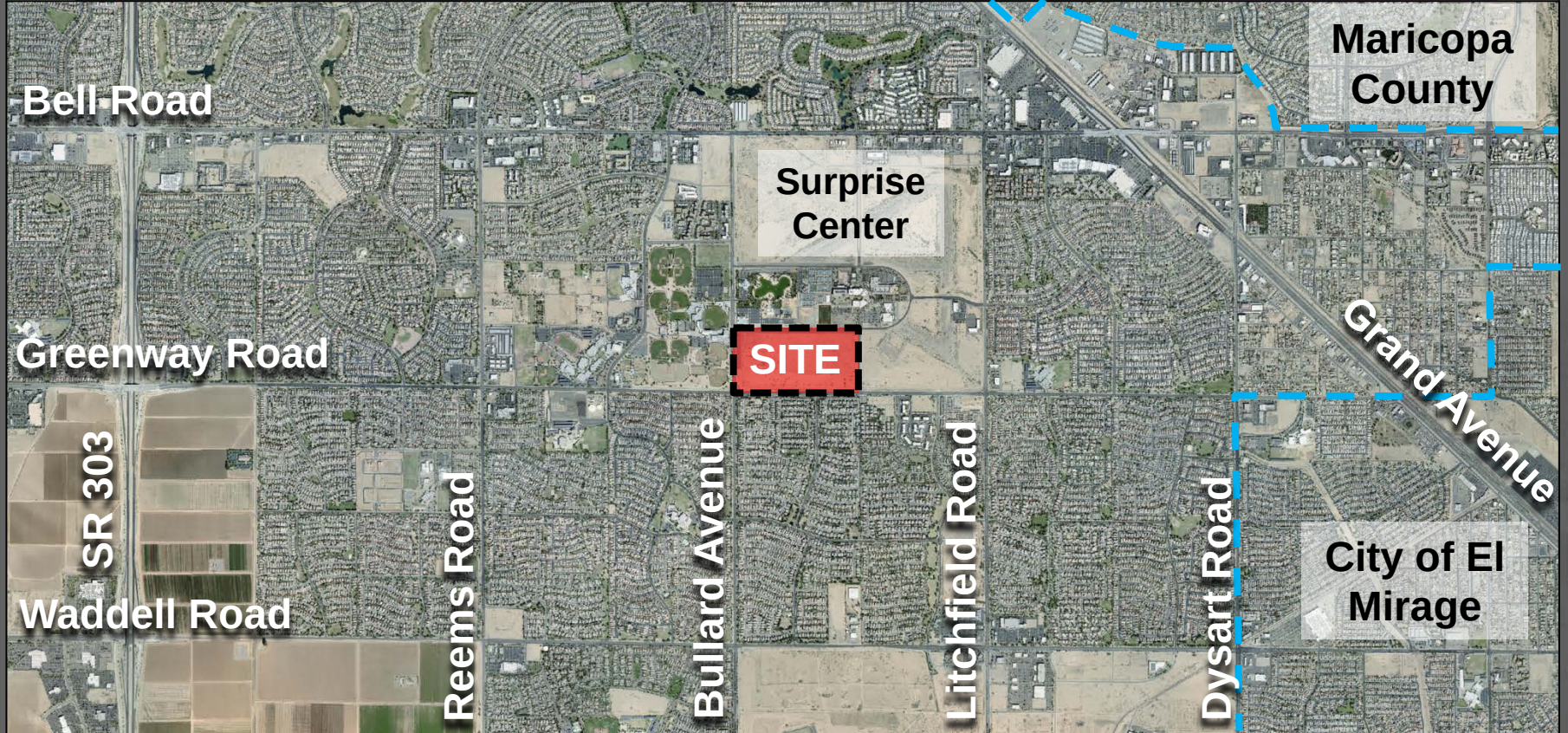
FS18-665

Ranger's Housing at Surprise Center Final Plat

City Council – March 5, 2019

VICINITY MAP

FS18-665
Ranger's Housing



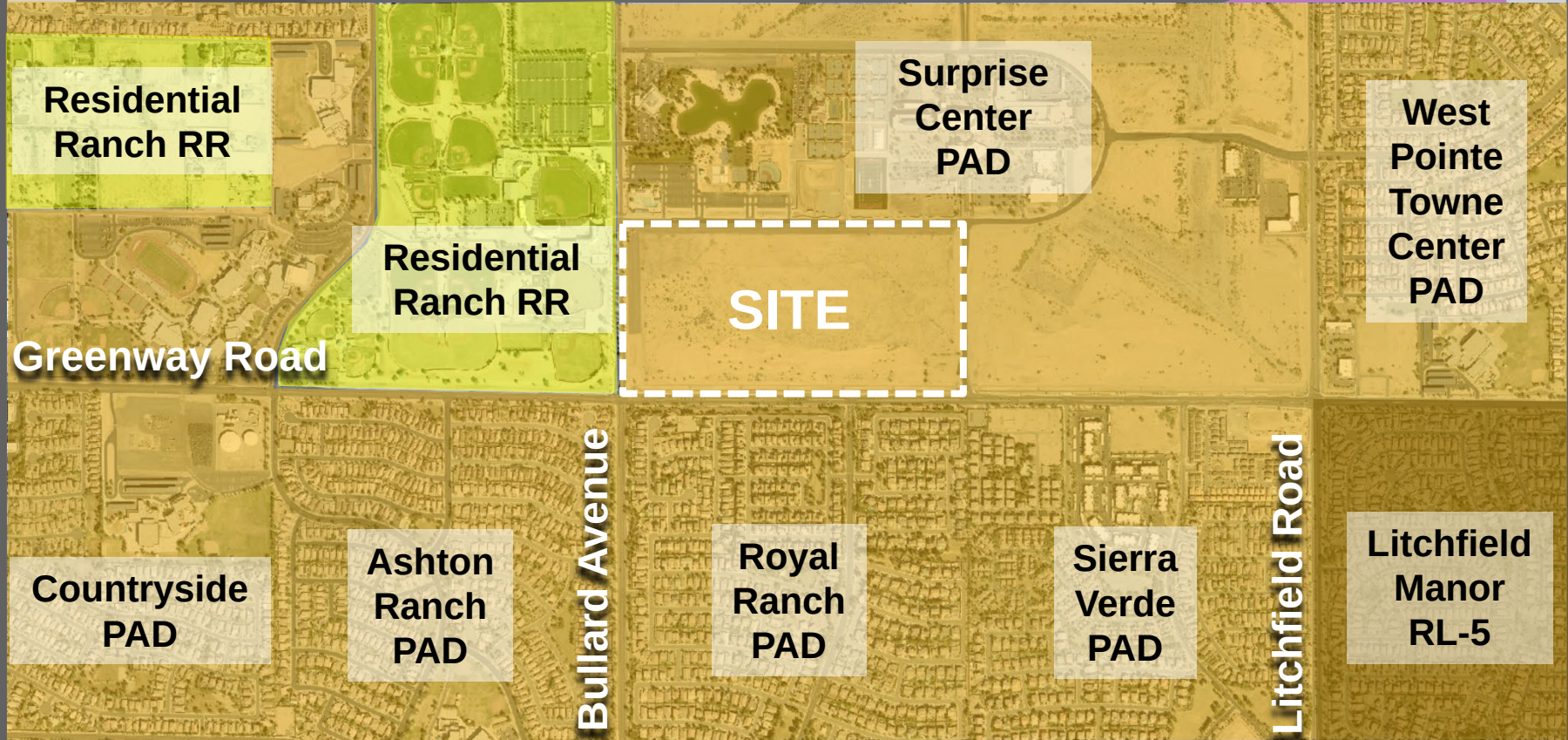
VICINITY MAP

FS18-665
Ranger's Housing

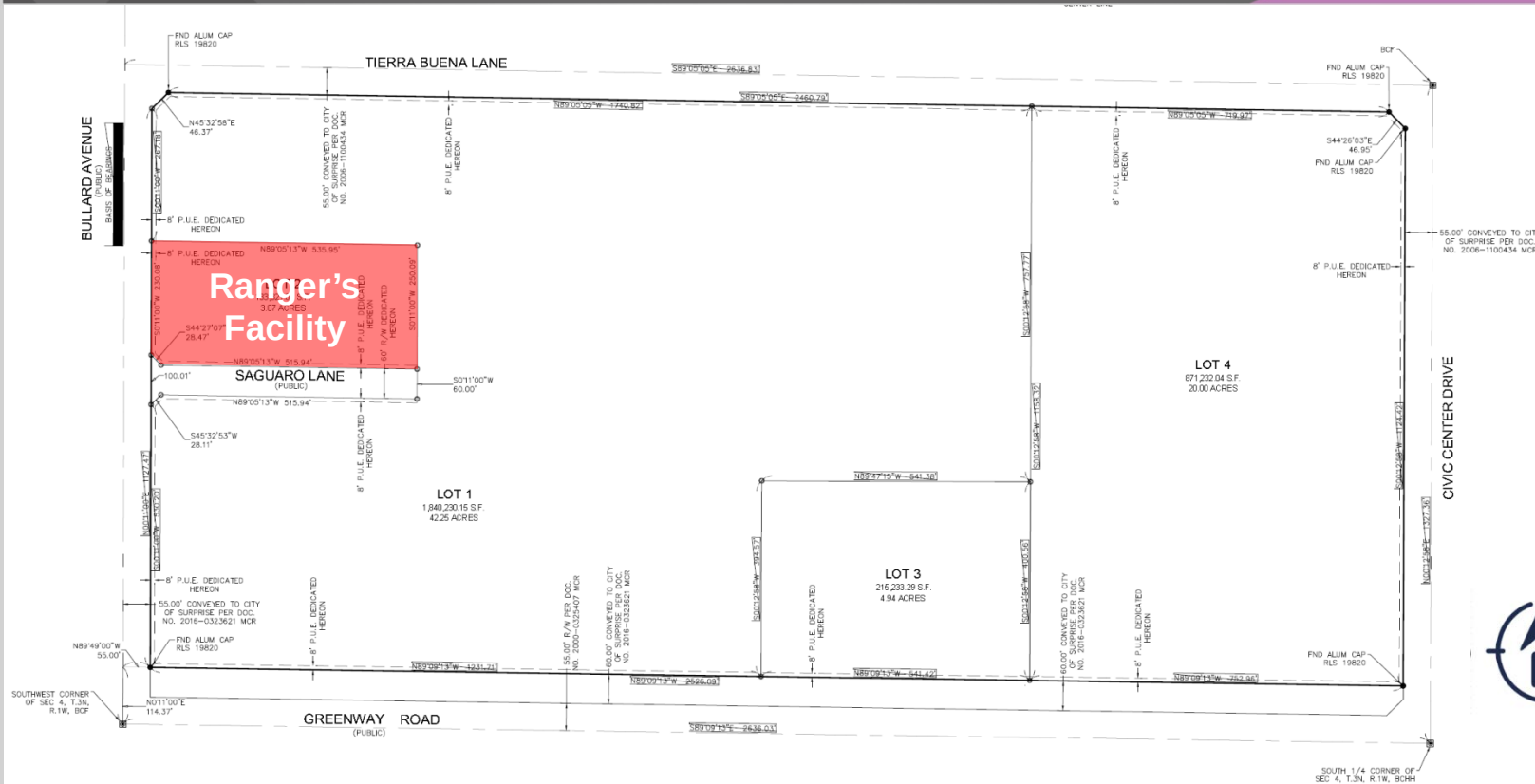


ZONING

FS18-665
Ranger's Housing













SURPRISE
ARIZONA

QUESTIONS OR COMMENTS?

Thank You



CITY OF SURPRISE Regular City Council Meeting

Council Meeting Date: March 5, 2019 Contact Person: Robert Kuhfuss
Submitting Department: Community Development District: District 3
Staff Recommendations: None

Consent: Yes Regular: No Public Hearing: No Report/Discussion: No

Agenda Wording:

Consideration and action pertaining to approval of the Final Plat entitled, “Final Plat – Toll at Prasada, Phase 1 Unit A”, dated January 10, 2019, a property generally located west of Cotton Lane between Cactus Road and Peoria Avenue.

Motion:

I move to approve the Final Plat entitled, “Final Plat – Toll at Prasada, Phase 1 Unit A”, dated January 10, 2019.

Background:

The subject request involves a Final Plat of Phase 1 Unit A of the Toll at Prasada project. The subject Plat will create 141 single-family residential lots in addition to 21 open space tracts and a new MWD Wellsite. Two (2) additional Final Plats are scheduled for City Council review this date. In addition, a separate a Map of Dedication (MOD) for Peoria Avenue is under review as is a second infrastructure plat related to Cactus Road. Staff anticipates these being scheduled for City Council in the near future.

Objective Analysis:

The Maricopa Water District (MWD) required the applicant to enter into a Development Agreement with MWD and to establish a number of new easements intended to replace certain existing easements that currently encumber the property and interfere with the development plans for the site. The applicant addressed this issue with MWD and entered into a Development Agreement with the District. The proposed Final Plat is one of several case activities related to the Toll at Prasada development. City Council approval of the subject Final Plat will allow the applicant to obtain the civil construction permits necessary to begin construction of the Phase 1 Unit A Final Plat. The proposed Final Plat is consistent with the Prasada PAD and other regulatory documents, and the reviewing agencies have expressed no objections to the approval of the Final Plat.

Policy Compliant:

The requested Final Plat is consistent with the Prasada PAD and advances the goals and policies of the General Plan.

Financial Impact:

All activity related to ongoing development of the City of Surprise has an economic and fiscal impact on the city and the region.

Budget Impact:

There is no anticipated budget impact related to this item.

FTE Impact:

This item does not have an impact on current staff levels.

ATTACHMENTS:

1. 00 FS18-260 Toll at Prasada Phase 1 Unit A Final Plat 03-05-19 CC Staff Report
 2. 01 FS18-260 Toll at Prasada Phase 1 Unit A Final Plat Vicinity Map
 3. 02 FS18-260 Toll at Prasada Phase 1 Unit A Final Plat Case Map
 4. 03 FS18-260 Toll at Prasada Phase 1 Unit A Final Plat
 5. 04 FS17-700, FS18-260, FS18-289 Toll at Prasada Units 1B, 1A and 1D Final Plats Combined Presentation
-

Case: **FS18-260**

Project Name: Toll at Prasada Phase 1 Unit A Final Plat

Council District: 3 - Mesquite

City Council Date: **March 5, 2019**

Planner: Robert H. Kuhfuss, AICP

Owner: Toll Prasada, LLC

Applicant: Aaron Insko of Toll Bros, Inc.

Request: Final Plat for Toll at Prasada Phase 1 Unit A within the Prasada PAD

Site Location: Generally located west of Cotton Lane, between Cactus Road and Peoria Avenue

Site Size: 33 acres (approx.)

Density: N/A

General Plan Conformance: The proposal is consistent with the Surprise General Plan 2035

Support/Opposition: None known

Findings:

- The proposed Final Plat is consistent with the Prasada PAD.
- The proposed Final Plat is consistent with the Toll at Prasada Preliminary Plat as approved under FS17-394.
- The proposed Final Plat is consistent with the applicable City of Surprise regulations.
- The reviewing agencies have indicated no objections to the request.

Alternative Actions: **Approval** of the requested Final Plat will allow the developer to obtain civil permits and commence construction of Phase 1 Unit A of the Toll at Prasada Project.

Denial of the requested Final Plat will deny the applicant the opportunity to develop the property as depicted on the proposed Final Plat.

44 **Project Description:**

45
46 The subject request involves a Final Plat of Phase 1 Unit A of the Toll at Prasada project. The subject
47 Plat will create 141 single-family residential lots in addition to 21 open space tracts and a new MWD
48 Wellsite. Two (2) additional Final Plats are scheduled for City Council review this date. In addition,
49 a separate a Map of Dedication (MOD) for Peoria Avenue is under review as is a second
50 infrastructure plat related to Cactus Road. Staff anticipates these being scheduled for City Council
51 in the near future.

52
53 **Background:**

54
55 **June 22, 2006:** The City Council approved the original Prasada PAD under case PAD05-465.

56
57 **December 21, 2016:** Staff approved a Minor Amendment to the Lake Village portion of the Prasada
58 PAD under case FS16-400 for the purpose of revising the Lake Village land plan and development
59 standards.

60
61 **December 1, 2017:** The applicant submitted a request for the Phase 1 Unit B Final Plat under case
62 FS17-700.

63
64 **February 12, 2018:** Staff approved a Minor Amendment to the Toll Brothers' portion of the Prasada
65 Lake Village under case FS17-587 for the purpose of revising specific development standards
66 related to the Toll Brothers development.

67
68 **April 17, 2018:** The City Council approved the Toll at Prasada Preliminary Plat under case FS17-394.

69
70 **May 18, 2018:** The applicant filed a request for the Phase 1 Unit A Final Plat under case FS18-260.

71
72 **June 5, 2018:** The applicant filed a request for the Phase 1 Unit D Final Plat under case FS18-289.

73
74 **June 19, 2018:** The City Council approved the amended Prasada SLR Development Agreement
75 under case FS18-271.

76
77 **July 5, 2018:** The applicant filed a request for the Cactus Road Infrastructure Plat under case FS18-
78 342.

79
80 **July 5, 2018:** The applicant filed a request for a Map of Dedication covering a portion of Peoria
81 Avenue under case FS18-343.

82
83 **November 9, 2018:** The applicant filed a request for a Site Plan covering the South Guardhouse
84 under case FS18-611.

86 **November 9, 2018:** The applicant filed a request for a Site Plan covering the Pump House under
87 case FS18-612.
88
89 **November 9, 2018:** The applicant filed a request for a Site Plan covering the Main (North)
90 Guardhouse under case FS18-613.
91
92 **December 6, 2018:** Staff approved a request for a Site Plan covering the Phase 1 Temporary
93 Construction Yard under case FS18-369.
94
95 **December 17, 2018:** Staff approved the first Home Product Review covering fourteen (14) models
96 under case FS18-397.
97
98 **December 18, 2018:** Staff approved a Minor PAD Amendment to allow a Temporary Long Term
99 Construction Office, Temporary Nursery, and Stay-and-Play Cottages w/ associated parking under
100 case FS18-514.
101
102 **December 18, 2018:** The applicant filed a request for the Phase 1 Model Complex under case FS18-
103 687.
104
105 **December 18, 2018:** The applicant filed a request for the Phase 2 Peoria Avenue Map of Dedication
106 under case FS18-691.
107
108 **December 20, 2018:** Staff met with the developer to discuss revised Preliminary Plats and related
109 Plats for Parcels C, E, F and P during a regularly scheduled Concept Review Meeting.
110
111 **January 15, 2019:** The City Council approved Phase 1 Onsite Infrastructure Final Plat under FS18-
112 290.
113
114 **January 16, 2019:** The applicant filed a request for a site plan for the Long Term Construction and
115 Laydown Yard under case FS19-050.
116
117 **January 18, 2019:** The applicant filed a request for a site plan for the Golf Course Maintenance Yard
118 under case FS19-059.
119
120 **January 18, 2019:** The applicant filed a request for Landscape Review covering the golf course
121 under case FS19-060.
122
123 **January 18, 2019:** The applicant filed a request for the Phase 2 (Phase 1A) Onsite Infrastructure Plat
124 under case FS19-061.
125
126
127
128

129 **Reviewing Agencies:**

130
131 **City of Surprise (COS):** The request was routed to the standard reviewing agencies who have
132 reviewed the proposal. All issues or concerns regarding this proposal have been addressed by the
133 applicant.

134
135 **Maricopa Water District (MWD):** MWD notes the project will have a significant impact on MWD
136 facilities in the area. The applicant has entered into a Development Agreement with MWD to
137 address those issues.

138
139 **Flood Control District of Maricopa County (FCDMC):** FCDMC indicated no objections to the
140 request.

141
142 **Arizona Department of Transportation (ADOT):** ADOT indicated no objections to the request.

143
144 **Luke Air Force Base (LAFB):** LAFB offers no objections to the request, but recommends sound
145 attenuation and a strong notification program.

146
147 **Discussion:**

148
149 The Maricopa Water District (MWD) required the applicant to enter into a Development Agreement
150 with MWD and to establish a number of new easements intended to replace certain existing
151 easements that currently encumber the property and interfere with the development plans for the
152 site. The applicant addressed this issue with MWD and entered into a Development Agreement
153 with the District.

154
155 **Summary:**

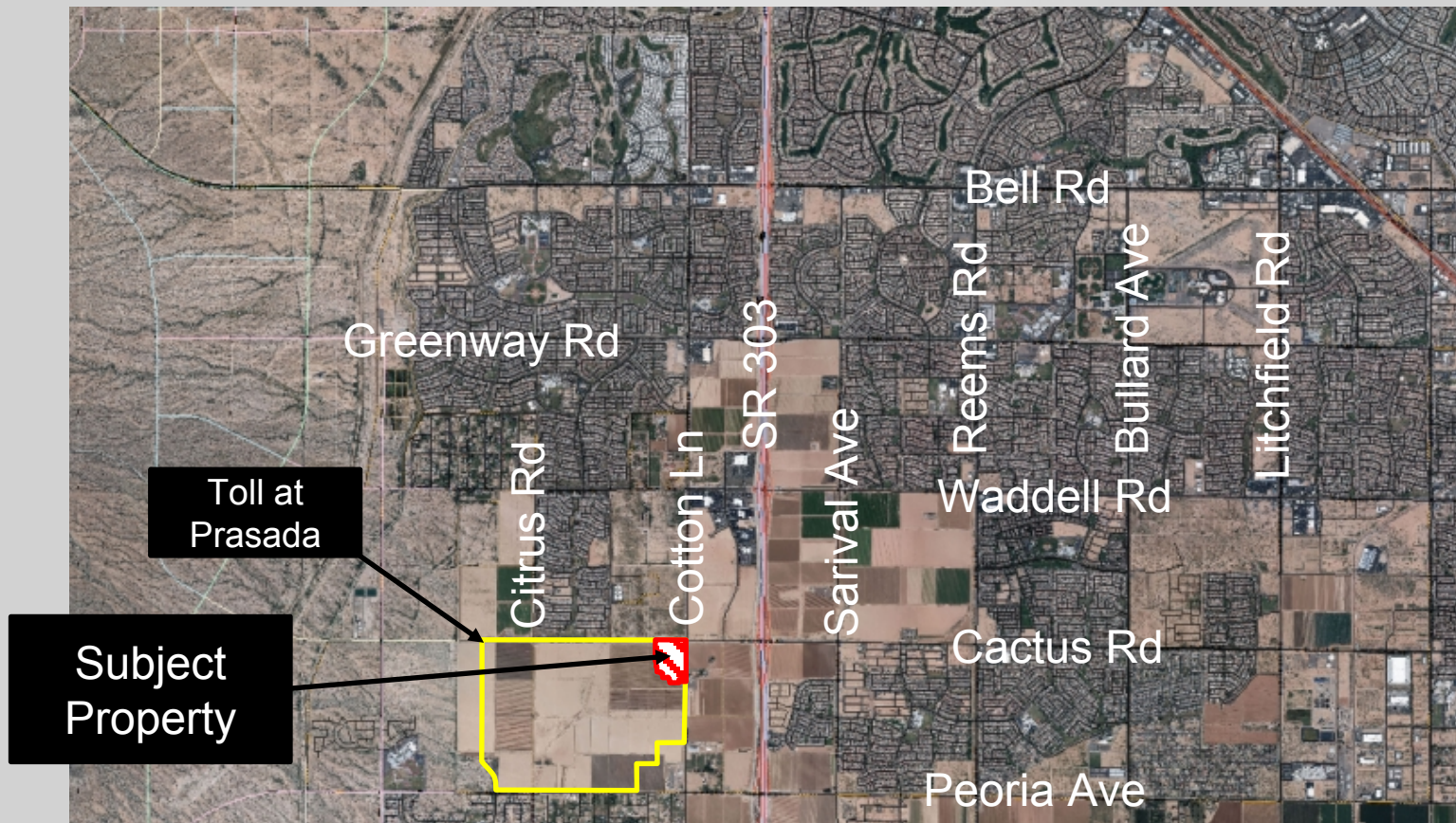
156
157 The proposed Final Plat is one of several case activities related to the Toll at Prasada development
158 and follows the recently approved Phase 1 Infrastructure Plat. City Council approval of the subject
159 Final Plat will allow the applicant to obtain the civil construction permits necessary to begin
160 construction of the infrastructure associated with Phase 1 Unit A. The proposed Final Plat is
161 consistent with the Prasada PAD and other regulatory documents, and the reviewing agencies have
162 expressed no objections to the approval of the Final Plat.

163
164 **Findings:**

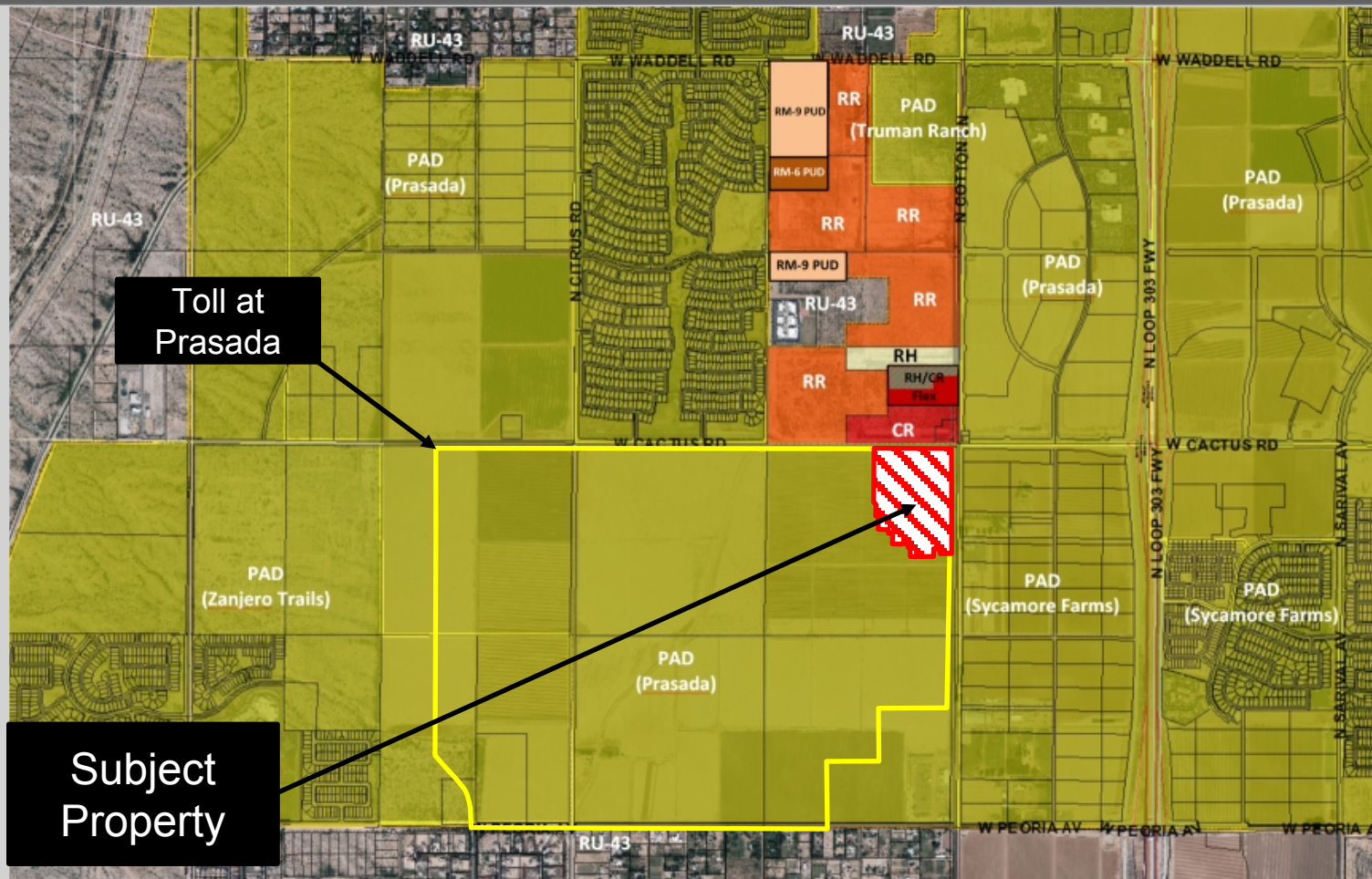
- 165
166
 - The proposed Final Plat is consistent with the Prasada PAD.
 - The proposed Final Plat is consistent with the Toll at Prasada Preliminary Plat as
167 approved under FS17-394.
 - The proposed Final Plat is consistent with the applicable City of Surprise regulations.
 - The reviewing agencies have indicated no objections to the request.

168
169
170
171

172 **Attachments:**
173
174 01 Vicinity Map
175 02 Case Map
176 03 Final Plat



FS18-260 Vicinity Map



FS18-260 Case Map

DEDICATION

STATE OF ARIZONA }
COUNTY OF MARICOPA } SS

KNOW ALL PERSONS BY THESE PRESENTS: THAT TOLL PRASADA LLC, AN ARIZONA LIMITED LIABILITY COMPANY, AS "OWNER", DOES HEREBY PUBLISH THIS FINAL PLAT AS AND FOR THE PLAT OF TOLL AT PRASADA, PHASE 1 UNIT A, BEING LOCATED IN A PORTION OF THE NORTHEAST QUARTER OF SECTION 23, TOWNSHIP 3 NORTH, RANGE 2 WEST OF THE GILA AND SALT RIVER MERIDIAN, MARICOPA COUNTY, ARIZONA AND HEREBY DECLARES THAT SAID PLAT SETS FORTH THE LOCATION AND GIVES THE DIMENSIONS OF EACH LOT, TRACT AND EASEMENT, AND THAT EACH LOT AND TRACT SHALL BE KNOWN BY THE NUMBER, AND LETTER GIVEN TO EACH RESPECTIVELY. THE PURPOSES OF THE EASEMENTS ARE SHOWN HEREON.

OWNER HEREBY GRANTS TO THE CITY OF SURPRISE A PERPETUAL EASEMENT ACROSS THE PLAT INCLUDING ROADS AND STREETS, OPEN SPACES, COMMUNITY FACILITIES, TRACTS, SIDEWALKS, DRAINAGE BASINS AND ANY PROPERTY WITHIN THE PLAT OWNED BY THE HOMEOWNERS ASSOCIATION FOR THE PURPOSE OF PROVIDING CONTINUOUS AND UNINTERRUPTED INGRESS AND EGRESS FOR TRASH COLLECTION VEHICLES.

OWNER HEREBY GRANTS TO THE PUBLIC A PERPETUAL NON-EXCLUSIVE EASEMENT IN, UPON, OVER, UNDER, THROUGH, AND ACROSS THE AREAS DESIGNATED AS PUBLIC UTILITY EASEMENTS AS SHOWN ON THE PLAT FOR THE PURPOSE OF ACCESSING, INSTALLING, CONSTRUCTING, MAINTAINING, REPAIRING, REPLACING AND UTILIZING PUBLIC UTILITIES.

OWNER HEREBY GRANTS TO THE CITY OF SURPRISE A PERPETUAL NON-EXCLUSIVE EASEMENT OVER, UPON AND ACROSS THE AREAS DESIGNATED AS SIGHT VISIBILITY TRIANGLES FOR THE PURPOSE OF ENSURING THAT THESE AREAS REMAIN FREE OF SIGHT VISIBILITY OBSTRUCTIONS.

OWNER HEREBY GRANTS TO THE UNITED STATES OF AMERICA DEPARTMENT OF THE AIR FORCE ("USAF") AN AVIGATION EASEMENT OVER AND ACROSS THIS PLAT AND EVERY LOT AND PARCEL THEREOF, WHICH EASEMENT SHALL INCLUDE, BUT NOT BE LIMITED TO, THE RIGHT OF FLIGHT OF AIRCRAFT OVER THIS PLAT, TOGETHER WITH ITS ATTENDANT NOISE, VIBRATIONS, FUMES, DUST, FUEL AND LUBRICANT PARTICLES, AND ALL OTHER EFFECTS THAT MAY BE CAUSED BY THE OPERATION OF AIRCRAFT LANDING AT, OR TAKING OFF FROM, OR OPERATING AT OR ON LUKE AIR FORCE BASE AND AUXILIARY FIELD.

ALL IMPROVEMENTS, FOR STREETS AND PUBLIC UTILITIES OWNED AND OPERATED BY THE CITY, INSTALLED OR CONSTRUCTED BY OWNER WITHIN THE PUBLIC RIGHTS-OF-WAY, THE EASEMENTS, OR ANY TRACTS OR PARCELS HEREBY DEDICATED TO THE CITY OF SURPRISE SHALL BE DEEMED TO HAVE BEEN DEDICATED BY OWNER TO THE CITY UPON THEIR COMPLETION; HOWEVER, SUCH TRANSFER SHALL NOT OCCUR UNTIL THE CITY COUNCIL FOR THE CITY OF SURPRISE MANIFESTS ITS ACCEPTANCE BY SEPARATE FORMAL COUNCIL ACTION.

OWNER HEREBY GRANTS TO THE CITY OF SURPRISE A TEMPORARY ACCESS EASEMENT EXTENDING THROUGH TRACT A OUT TO COTTON LANE.

THE EASEMENTS GRANTED WITHIN THIS DEDICATION ARE PERMANENT AND PERPETUAL AND SHALL RUN WITH THE LAND AND BE BINDING UPON OWNER AND ITS HEIRS, ASSIGNS, AND SUCCESSORS IN INTEREST TO THIS PLAT OR ANY PARCEL OR LOT THEREOF.

TRACTS A THROUGH R, INCLUSIVE, ARE NOT DEDICATED TO THE PUBLIC, BUT ARE PLATTED AS COMMON PROPERTY FOR THE USE AND ENJOYMENT OF TOLL AT PRASADA COMMUNITY ASSOCIATION, INC., AN ARIZONA NON-PROFIT CORPORATION AS MORE FULLY SET FORTH IN THE DECLARATION OF COVENANTS, CONDITIONS AND RESTRICTIONS. HOA IS RESPONSIBLE FOR MAINTENANCE OF SAID TRACTS.

OWNER HEREBY GRANTS TO THE CITY OF SURPRISE A PERPETUAL EXCLUSIVE EASEMENT OVER, UNDER, UPON AND ACROSS ALL AREAS DESIGNATED ON THE PLAT AS APPLICABLE: SEWER LINES AND MANHOLES, FOR THE PURPOSE OF INSTALLING, CONSTRUCTING, MAINTAINING, REPAIRING, REPLACING AND UTILIZING THE SEWER LINES AND MANHOLES.

OWNER HEREBY GRANTS TO THE CITY OF SURPRISE A PERPETUAL CROSS ACCESS EASEMENT ACROSS THE PLAT INCLUDING ROADS AND STREETS, OPEN SPACES, COMMUNITY FACILITIES, TRACTS, SIDEWALKS, DRAINAGE BASINS AND ANY PROPERTY WITHIN THE PLAT OWNED BY THE HOMEOWNERS ASSOCIATION FOR THE PURPOSES OF PROVIDING CONTINUOUS AND UNINTERRUPTED INGRESS AND EGRESS FOR EMERGENCY VEHICLES.

IN WITNESS WHEREOF, OWNER HAS HEREUNTO CAUSED ITS CORPORATE NAME TO BE SIGNED AND ITS CORPORATE SEAL TO BE AFFIXED BY THE UNDERSIGNED, DULY AUTHORIZED OFFICER THIS _____ DAY OF _____, 2019.

TOLL PRASADA LLC, AN ARIZONA LIMITED LIABILITY COMPANY
BY _____ DATE _____
ITS _____

ACKNOWLEDGMENT

STATE OF ARIZONA }
COUNTY OF MARICOPA } SS

ON THIS ____ DAY OF _____, 2019 BEFORE ME, THE UNDERSIGNED, PERSONALLY APPEARED _____ WHO ACKNOWLEDGED HIMSELF TO BE THE PERSON WHOSE NAME IS SUBSCRIBED TO THE INSTRUMENT WITHIN, AND WHO EXECUTED THE FOREGOING INSTRUMENT FOR THE PURPOSES THEREIN CONTAINED.

IN WITNESS WHEREOF, I HAVE HEREUNTO SET MY HAND AND OFFICIAL SEAL.

NOTARY PUBLIC DATE _____
MY COMMISSION EXPIRES: _____

HOMEOWNERS ASSOCIATION RATIFICATION

KNOW ALL PERSONS BY THESE PRESENTS: THAT TOLL AT PRASADA COMMUNITY ASSOCIATION, INC., AN ARIZONA NON-PROFIT CORPORATION, HEREBY RATIFIES, AFFIRMS AND APPROVES THIS PLAT FOR "TOLL AT PRASADA, PHASE 1 UNIT A" AND THE RESPONSIBILITIES IMPOSED UPON IT UNDER THIS PLAT.

IN WITNESS WHEREOF, _____ HAS CAUSED ITS NAME TO BE AFFIXED BY THE UNDERSIGNED, DULY AUTHORIZED OFFICER THIS ____ DAY OF _____, 2019.

TOLL AT PRASADA COMMUNITY ASSOCIATION, INC.,
AN ARIZONA NON-PROFIT CORPORATION

BY: _____
ITS: _____

ACKNOWLEDGMENT

STATE OF ARIZONA }
COUNTY OF MARICOPA } SS

ON THIS ____ DAY OF _____, 2019 BEFORE ME, THE UNDERSIGNED, PERSONALLY APPEARED _____ WHO ACKNOWLEDGED HIMSELF TO BE THE PERSON WHOSE NAME IS SUBSCRIBED TO THE INSTRUMENT WITHIN, AND WHO EXECUTED THE FOREGOING INSTRUMENT FOR THE PURPOSES THEREIN CONTAINED.

IN WITNESS WHEREOF, I HAVE HEREUNTO SET MY HAND AND OFFICIAL SEAL.

NOTARY PUBLIC DATE _____
MY COMMISSION EXPIRES: _____

Final Plat
Toll at Prasada, Phase I Unit A

A portion of the northeast quarter of Section 23,
Township 3 North, Range 2 West of the Gila and Salt River Meridian
Maricopa County, Arizona

NOTICE OF PRASADA PRE-ANNEXATION DEVELOPMENT AGREEMENT

OWNER'S PREDECESSOR, SUBURBAN LAND RESERVE, INC., A UTAH CORPORATION, FULTON HOMES CORPORATION, AN ARIZONA CORPORATION, AND WESTCOR/SURPRISE LLC, AN ARIZONA LIMITED LIABILITY COMPANY HAVE ENTERED INTO A PRE-ANNEXATION DEVELOPMENT AGREEMENT DATED SEPTEMBER 12, 2006 ("AGREEMENT") WITH CITY OF SURPRISE, AN ARIZONA MUNICIPAL CORPORATION, FOR WHICH A MEMORANDUM OF AGREEMENT WAS RECORDED ON SEPTEMBER 19, 2006, AT THE MARICOPA COUNTY RECORDER'S OFFICE AT DOCUMENT NO. 20061238109. AGREEMENT WAS RECENTLY AMENDED AND RECORDED ON JULY 20, 2018, AT THE MARICOPA COUNTY RECORDER OFFICE DOCUMENT NO. 20180551464. THE PROPERTIES INVOLVED IN THIS PLAT ARE SUBJECT TO THIS AGREEMENT.

NOTICE OF INTERGOVERNMENTAL AGREEMENT

THE CITY OF SURPRISE ("CITY") AND MARICOPA COUNTY MUNICIPAL WATER CONSERVATION DISTRICT NUMBER ONE ("MWD") ENTERED INTO AN INTERGOVERNMENTAL AGREEMENT DATED APRIL 8, 1997, AND RECORDED IN THE MARICOPA COUNTY RECORDER'S OFFICE ON APRIL 9, 1997, UNDER DOCKET NO. 97-0231759 ("IGA"). CITY AND MWD HAVE FACILITIES AND PROPERTY INTERESTS DESCRIBED AND DELINEATED WITHIN CERTAIN SUBDIVISION PLATS OR, FOR LANDS NOT INCLUDED IN A SUBDIVISION PLAT, DECLARATIONS OF TURF LANDS OR DECLARATIONS OF URBANIZED AREA, THAT HAVE PRIOR AND SUPERIOR RIGHTS TO THE UTILITY SERVICE PROVIDERS, AS DEFINED IN THE IGA. THE IGA PROVIDES FOR THE CITY TO HAVE A PUBLIC UTILITY EASEMENT WITHIN CERTAIN MWD PROPERTY INTERESTS AND FOR MWD TO HAVE AN EASEMENT WITHIN CITY'S PUBLIC RIGHTS-OF-WAY. CITY AND MWD RIGHTS WITHIN THESE EASEMENTS ARE SUBJECT TO AND CONTROLLED BY THE TERMS AND CONDITIONS OF THE IGA.

IN LOCATIONS WHERE APPLICABLE, INCLUDING ANY AND ALL DEDICATIONS WITHIN A SUBDIVISION PLAT, MWD'S PRIOR AND SUPERIOR RIGHTS OF ACCESS TO AND USE OF EXISTING AND FUTURE MWD FACILITIES AND PROPERTY INTERESTS, SHALL BE SUBJECT TO THE TERMS AND CONDITIONS OF THE IGA.

CITY SHALL HAVE THE RIGHT TO AUTHORIZE AND CONTROL THE UTILITY SERVICE PROVIDER'S USE AND OCCUPANCY OF THESE EASEMENTS. CITY REQUIRES THAT UTILITY SERVICE PROVIDERS CONSENT TO BE BOUND BY THE IGA PRIOR TO THE USE OR OCCUPANCY OF THE EASEMENTS GRANTED UNDER THE IGA. SUCH USE OR OCCUPANCY OF THE EASEMENTS CONSTITUTES CONSENT OF THE UTILITY SERVICE PROVIDERS TO BE BOUND BY THE IGA.

PUBLIC NOTICE

THE LOTS DEPICTED ON THIS PLAT ARE LOCATED WITHIN THE VICINITY OF LUKE AIR FORCE BASE AND MAY BE SUBJECT TO OVERFLIGHTS BY JET AIRCRAFT. ALL STRUCTURES WITHIN THIS PLAT SHALL BE CONSTRUCTED IN COMPLIANCE WITH THE SOUND ATTENUATION STANDARDS ADOPTED BY THE CITY OF SURPRISE, A MAP DEPICTING THE MOST CURRENT ADOPTED MAG NOISE CONTOURS IN RELATION TO THIS PLAT SHALL BE DISPLAYED IN ALL SALES OFFICES. ADDITIONAL INFORMATION MAY BE OBTAINED BY CONTACTING THE CITY OF SURPRISE COMMUNITY DEVELOPMENT DEPARTMENT.

RELEASE OF LIABILITY

TOLL PRASADA LLC, AN ARIZONA LIMITED LIABILITY COMPANY ("OWNER") DOES HEREBY (1) RELEASE AND DISCHARGE THE USAF AND THE CITY OF SURPRISE, AND (2) INDEMNIFY, DEFEND, AND HOLD HARMLESS THE CITY OF SURPRISE, OF AND FROM ANY LIABILITY FOR ANY AND ALL CLAIMS FOR DAMAGES OF ANY KIND TO PERSONS OR PROPERTY THAT MAY ARISE AT ANY TIME IN THE FUTURE OVER, OR IN CONNECTION WITH AIRCRAFT OVERFLIGHTS FROM AIRCRAFT UTILIZING LUKE AIR FORCE BASE, WHETHER SUCH DAMAGE SHALL ORIGINATE FROM NOISE, VIBRATION, FUMES, DUST, FUEL AND LUBRICANT PARTICLES, AND ALL OTHER EFFECTS THAT MAY BE CAUSED BY THE OPERATION OF AIRCRAFT LANDING AT, OR TAKING OFF FROM, OR OPERATING AT OR ON LUKE AIR FORCE BASE. THIS INSTRUMENT SHALL RUN WITH THE LAND AND BE BINDING UPON OWNER AND ITS HEIRS, ASSIGNS, AND SUCCESSORS IN INTEREST TO THIS PLAT OR ANY PARCEL OR LOT THEREOF. THIS INSTRUMENT DOES NOT RELEASE THE USAF FROM LIABILITY FOR DAMAGE OR INJURY TO PERSON OR PROPERTY CAUSED BY FALLING AIRCRAFT OR FALLING PHYSICAL OBJECTS FROM AIRCRAFT, EXCEPT AS STATED HEREIN WITH RESPECT TO NOISE, FUMES, DUST, FUEL, AND LUBRICANT PARTICLES.

OWNER HEREBY FURTHER AGREES TO INDEMNIFY, DEFEND, AND HOLD HARMLESS THE CITY OF SURPRISE FROM ANY AND ALL CLAIMS FOR DAMAGES OF ANY KIND TO PERSONS OR PROPERTY LOCATED WITHIN THE RIGHT OF WAY THAT MAY ARISE IN CONNECTION WITH THE USE OF THE SIDEWALKS LOCATED WITHIN THE RIGHT-OF-WAY, UNTIL SUCH TIME THE CITY OF SURPRISE HAS ACCEPTED THE SIDEWALKS.

OWNER DOES HEREBY (1) RELEASE AND DISCHARGE THE CITY OF SURPRISE, AND (2) INDEMNIFY, DEFEND, AND HOLD HARMLESS THE CITY OF SURPRISE, OF AND FROM ANY LIABILITY FOR ANY AND ALL CLAIMS FOR DAMAGES OF ANY KIND TO PERSONS OR PROPERTY THAT MAY ARISE AT ANY TIME IN THE FUTURE OVER, OR IN CONNECTION WITH THE AREAS LOCATED WITHIN THE NEWLY DEDICATED RIGHT-OF-WAY AS DEPICTED ON THIS PLAT UNTIL SUCH TIME THE RIGHT-OF-WAY IS IMPROVED TO CITY STANDARDS AND THOSE IMPROVEMENTS ARE APPROVED AND ACCEPTED BY THE CITY COUNCIL. THE MAINTENANCE OF THE AREA WITHIN ANY NEWLY DEDICATED RIGHT-OF-WAY AS SHOWN ON THIS PLAT SHALL BE THE RESPONSIBILITY OF THE ADJACENT OWNER/OR SUBSEQUENT ADJACENT OWNERS WITHIN THE BOUNDARY OF SAID PLAT UNTIL SUCH TIME THAT THE AREA WITHIN THE RIGHT-OF-WAY IS IMPROVED TO CITY STANDARD AND ACCEPTED BY THE CITY OF SURPRISE.

100 YEAR ASSURED WATER SUPPLY

THE SUBDIVIDER HAS OBTAINED A CERTIFICATE OF 100 YEAR ASSURED WATER SUPPLY FROM THE DEPARTMENT OF WATER RESOURCES.

27-701007.0000 11/14/2018
CERTIFICATE NUMBER DATE

BASIS OF BEARING

THE BASIS OF BEARING IS THE EAST LINE OF THE NORTHEAST QUARTER OF SECTION 23, TOWNSHIP 3 NORTH, RANGE 2 WEST, BEARING SOUTH 00 DEGREES 24 MINUTES 11 SECONDS WEST PER THIS PLAT.

AREA SUMMARY TABLE		
DESCRIPTION	AREA (SF)	AREA (ACRES)
LOTS 301 - 441 (141 LOTS)	870,177	19.9765
TRACTS A - U	260,225	5.9739
PARCEL NEW MWD WELL SITE 7-23E	22,500	0.5165
PRIVATE STREETS (TRACT PS)	273,099	6.2695
GROSS AREA	1,426,000	32.7365

SEE SHEET 2 FOR LOT & TRACT AREA TABLE

LEGAL DESCRIPTION

A PORTION OF EAST HALF OF SECTION 23, TOWNSHIP 3 NORTH, RANGE 2 WEST OF THE GILA AND SALT RIVER MERIDIAN, MARICOPA COUNTY, ARIZONA, AND MORE PARTICULARLY DESCRIBED AS FOLLOWS:

COMMENCING AT THE NORTHEAST CORNER OF SAID SECTION 23, BEING A FLUSH CITY OF SURPRISE BRASS CAP, FROM WHICH THE EAST QUARTER CORNER THEREOF, BEING A MARICOPA COUNTY DEPARTMENT OF TRANSPORTATION BRASS CAP IN A HAND HOLE BEARS SOUTH 0 DEGREES 24 MINUTES 11 SECONDS WEST, 2640.04 FEET;
NORTH 89 DEGREES 59 MINUTES 46 SECONDS WEST, 1208.03 FEET;
THENCE SOUTH 0 DEGREES 24 MINUTES 11 SECONDS WEST, 88.00 FEET TO THE POINT OF BEGINNING;
THENCE SOUTH 89 DEGREES 59 MINUTES 46 SECONDS EAST, 1120.03 FEET;
THENCE SOUTH 0 DEGREES 24 MINUTES 11 SECONDS WEST, 1357.59 FEET;
THENCE NORTH 89 DEGREES 35 MINUTES 49 SECONDS WEST, 160.00 FEET;
THENCE NORTH 9 DEGREES 09 MINUTES 02 SECONDS WEST, 70.50 FEET TO THE BEGINNING OF A NON-TANGENT CURVE, CONCAVE NORTHERLY, FROM WHICH THE RADIUS POINT BEARS NORTH 9 DEGREES 09 MINUTES 02 SECONDS WEST A DISTANCE OF 50.00 FEET;
THENCE WESTERLY 8.34 FEET ALONG THE ARC OF SAID CURVE TO THE RIGHT THROUGH A CENTRAL ANGLE OF 9 DEGREES 33 MINUTES 14 SECONDS;
THENCE NORTH 89 DEGREES 35 MINUTES 49 SECONDS WEST, 70.00 FEET;
THENCE SOUTH 0 DEGREES 24 MINUTES 11 SECONDS WEST, 110.00 FEET;
THENCE NORTH 89 DEGREES 35 MINUTES 49 SECONDS WEST, 340.00 FEET;
THENCE NORTH 0 DEGREES 24 MINUTES 11 SECONDS EAST, 102.00 FEET;
THENCE NORTH 89 DEGREES 35 MINUTES 49 SECONDS WEST, 40.00 FEET;
THENCE SOUTH 45 DEGREES 24 MINUTES 11 SECONDS WEST, 16.97 FEET;
THENCE NORTH 89 DEGREES 35 MINUTES 49 SECONDS WEST, 202.00 FEET;
THENCE NORTH 0 DEGREES 24 MINUTES 11 SECONDS EAST, 12.00 FEET;
THENCE NORTH 89 DEGREES 35 MINUTES 49 SECONDS WEST, 4.00 FEET TO THE BEGINNING OF A CURVE, CONCAVE NORTHEAST, HAVING A RADIUS OF 58.00 FEET;
THENCE NORTHWESTERLY 91.11 FEET ALONG THE ARC OF SAID CURVE TO THE RIGHT THROUGH A CENTRAL ANGLE OF 90 DEGREES 00 MINUTES 00 SECONDS;
THENCE NORTH 0 DEGREES 24 MINUTES 11 SECONDS EAST, 11.64 FEET TO THE BEGINNING OF A CURVE, CONCAVE SOUTHWEST, HAVING A RADIUS OF 17.00 FEET;
THENCE NORTHWESTERLY 26.70 FEET ALONG THE ARC OF SAID CURVE TO THE LEFT THROUGH A CENTRAL ANGLE OF 90 DEGREES 00 MINUTES 00 SECONDS;
THENCE NORTH 89 DEGREES 35 MINUTES 49 SECONDS WEST, 1.25 FEET;
THENCE NORTH 0 DEGREES 24 MINUTES 11 SECONDS EAST, 99.00 FEET;
THENCE SOUTH 89 DEGREES 35 MINUTES 49 SECONDS EAST, 1.25 FEET TO THE BEGINNING OF A CURVE, CONCAVE NORTHWEST, HAVING A RADIUS OF 17.00 FEET;
THENCE NORTHEASTERLY 26.70 FEET ALONG THE ARC OF SAID CURVE TO THE LEFT THROUGH A CENTRAL ANGLE OF 90 DEGREES 00 MINUTES 00 SECONDS;
THENCE NORTH 0 DEGREES 24 MINUTES 11 SECONDS EAST, 41.36 FEET;
THENCE NORTH 89 DEGREES 35 MINUTES 49 SECONDS WEST, 146.00 FEET;
THENCE NORTH 0 DEGREES 24 MINUTES 11 SECONDS EAST, 180.00 FEET;
THENCE NORTH 89 DEGREES 35 MINUTES 49 SECONDS WEST, 36.00 FEET;
THENCE NORTH 0 DEGREES 24 MINUTES 11 SECONDS EAST, 152.15 FEET TO THE BEGINNING OF A NON-TANGENT CURVE, CONCAVE NORTHEAST, FROM WHICH THE RADIUS POINT BEARS NORTH 27 DEGREES 02 MINUTES 11 SECONDS EAST A DISTANCE OF 58.00 FEET;
THENCE NORTHWESTERLY 64.15 FEET ALONG THE ARC OF SAID CURVE TO THE RIGHT THROUGH A CENTRAL ANGLE OF 63 DEGREES 22 MINUTES 01 SECONDS;
THENCE NORTH 0 DEGREES 24 MINUTES 11 SECONDS EAST, 660.96 FEET TO THE POINT OF BEGINNING.

NOTICE OF TOLL AT PRASADA DEVELOPMENT AND WATER DELIVERY AGREEMENT

LANDOWNER ENTERED INTO THE TOLL AT PRASADA DEVELOPMENT AND WATER DELIVERY AGREEMENT DATED _____ ("AGREEMENT") WITH MARICOPA COUNTY MUNICIPAL WATER CONSERVATION DISTRICT NUMBER ONE ("MWD") FOR WHICH A MEMORANDUM OF AGREEMENT WAS RECORDED ON _____, AT THE MARICOPA COUNTY RECORDERS' OFFICE AT _____. THE PROPERTIES INVOLVED IN THIS PLAT ARE SUBJECT TO THIS AGREEMENT. THE AGREEMENT AND THIS PLAT, INCLUDING ANY AND ALL DEDICATIONS THEREIN, HEREBY PRESERVE MWD'S PRIOR AND SUPERIOR RIGHTS OF ACCESS TO AND USE OF EXISTING AND FUTURE MWD FACILITIES AND MWD PROPERTY INTERESTS, AS SUCH TERMS ARE DEFINED IN THE AGREEMENT, TO ENABLE MWD TO ACCOMPLISH ALL OF MWD'S PURPOSES, INCLUDING, BUT NOT LIMITED TO, THE TRANSMISSION AND DISTRIBUTION OF WATER, WASTEWATER, POWER AND COMMUNICATIONS, AND TO CONSTRUCT, RECONSTRUCT, OPERATE, MAINTAIN AND REPLACE THOSE MWD FACILITIES AND MWD PROPERTY INTERESTS. THE AGREEMENT IS ON FILE AT THE OFFICES OF TOLL PRASADA LLC, AN ARIZONA LIMITED LIABILITY COMPANY, AND MAY BE REVIEWED AS TO ALL DETAILS, WITH PARTICULAR REFERENCE TO SECTION 7 AND SECTION 9, UPON REASONABLE REQUEST.

DATED THIS _____ DAY OF _____, 2019.

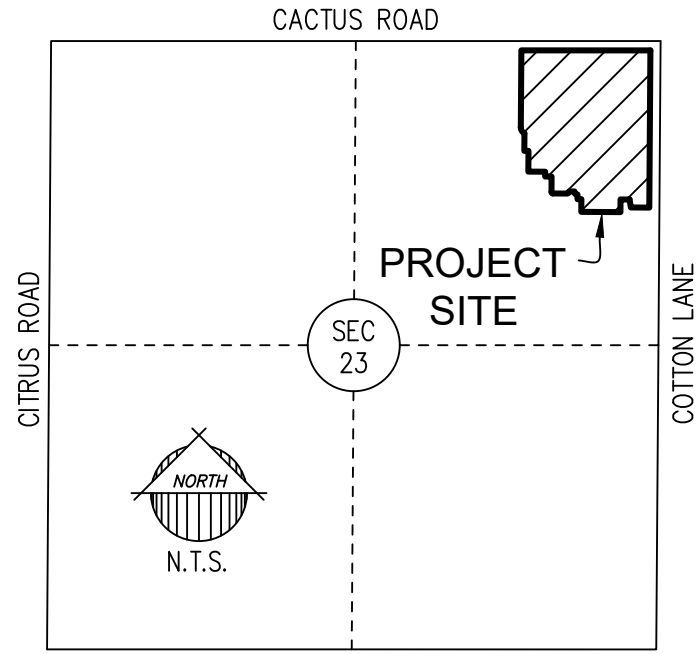
MARICOPA COUNTY MUNICIPAL WATER
CONSERVATION DISTRICT NUMBER ONE,
A POLITICAL SUBDIVISION OF THE STATE OF ARIZONA

BY: _____ ATTEST: _____
CHRISTINE CAIN GLEN VORTHERMS

ITS: PROPERTY & CONTRACTS **MANAGER** ITS: ASSISTANT SECRETARY

TOLL PRASADA LLC, AN ARIZONA LIMITED LIABILITY COMPANY

BY: _____
ITS: _____



VICINITY MAP

DEVELOPER

TOLL BROTHERS
8767 E VIA DE VENTURA, SUITE 390
SCOTTSDALE, AZ 85258
TEL: (480) 314-6711
CONTACT: OSCAR DOMINGUEZ

ENGINEER

EPS GROUP, INC.
2045 S. VINEYARD, SUITE 101
MESA, AZ 85210
TEL: (480)-503-2250
FAX: (480)-503-2258
CONTACT: RICH HOPPE, P.E.

GENERAL NOTES

- SPRINKLERS ARE REQUIRED IN ALL ONE AND TWO FAMILY DWELLINGS BUILT IN AREAS WHICH DO NOT HAVE AN ADEQUATE WATER SUPPLY.
- NO ON-SITE GRADING OR EXCAVATION SHALL OCCUR WITHOUT FIRST OBTAINING A PERMIT FROM THE CITY OF SURPRISE.
- THE PROPERTY IS LOCATED WITHIN AN AREA HAVING FLOOD ZONE "ZONE X SHADED AND ZONE A," BY THE FEDERAL EMERGENCY MANAGEMENT AGENCY, ON FLOOD INSURANCE RATE MAP NO. 04013C1660L, WITH A DATE OF IDENTIFICATION OF OCTOBER 16, 2013, FOR COMMUNITY NO. 040053, IN MARICOPA COUNTY, STATE OF ARIZONA, WHICH IS THE CURRENT FLOOD INSURANCE RATE MAP FOR THE COMMUNITY IN WHICH SAID PROPERTY IS SITUATED.
- THE ROADS DESIGNATED AS "PRIVATE" AND ANY APPURTENANCES INCLUDING BUT NOT LIMITED TO ROAD SIGNS, STRIPING, CURB AND GUTTER, AND SIDEWALKS ARE PRIVATE; SUCH ROADS AND APPURTENANCES ARE OWNED, MAINTAINED AND REPAIRED BY OWNER OR THE HOMEOWNER'S ASSOCIATION FORMED BY OWNER. THE CITY OF SURPRISE SHALL NOT MAINTAIN OR REPAIR ANY ROAD DESIGNATED AS "PRIVATE."
- IN ACCORDANCE WITH ARS § 9-461.07, THE CITY OF SURPRISE HAS DETERMINED THAT ALL DEDICATIONS OCCURRING WITH THIS PLAT ARE IN CONFORMANCE WITH THE SURPRISE GENERAL PLAN.
- PURSUANT TO A.R.S. § 42-11102, THE CITY OF SURPRISE, A POLITICAL SUBDIVISION OF THE STATE OF ARIZONA, IS EXEMPT FROM ALL TAXES AND ASSESSMENTS BASED ON ASSESSED VALUE EXCEPT FOR SPECIAL DISTRICTS #14751 AND 14710, WHEN APPLICABLE.
- THE MAINTENANCE OF LANDSCAPING WITHIN THE OPEN SPACES, LANDSCAPED TRACTS, RETENTION BASINS AND PARKS SHALL BE THE RESPONSIBILITY OF THE OWNER OR THE ASSOCIATION FORMED BY THE OWNER.
- THE MAINTENANCE OF LANDSCAPING WITHIN THE ADJACENT PUBLIC RIGHTS-OF-WAY, INCLUDING LANDSCAPED MEDIANS WITHIN COLLECTORS AND LOCAL STREETS AND LANDSCAPED AREAS BETWEEN THE CURB AND THE DETACHED SIDEWALK, SHALL BE THE RESPONSIBILITY OF THE ADJACENT PROPERTY OWNER OR THE PROPERTY ASSOCIATION FORMED BY THE ADJACENT PROPERTY.
- THE PROPERTY CONTAINED WITHIN THIS PLAT IS ZONED PAD PER CITY OF SURPRISE CASE FS17-587 OR AS SUBSEQUENTLY AMENDED.
- THIS FINAL PLAT IS IN CONFORMANCE WITH THE PRELIMINARY PLAT AS APPROVED BY THE CITY OF SURPRISE UNDER CASE FS17-394.

CITY OF SURPRISE ENGINEER APPROVAL

DATA ON THIS PLAT REVIEWED AND APPROVED THIS _____ DAY OF _____, 2019,
BY THE CITY ENGINEER OF SURPRISE, ARIZONA.

APPROVED _____ CITY ENGINEER _____ DATE _____

CITY OF SURPRISE COUNCIL APPROVAL

APPROVED BY THE CITY COUNCIL OF THE CITY OF SURPRISE, ARIZONA, THIS ____ DAY OF _____, 2019.

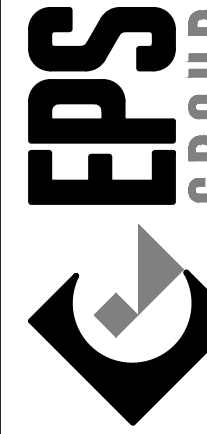
MAYOR DATE _____
ATTEST: _____ CITY CLERK _____ DATE _____

CERTIFICATION

I, JESSE BOYD, HEREBY CERTIFY THAT I AM A REGISTERED LAND SURVEYOR IN THE STATE OF ARIZONA; THAT THIS PLAT CORRECTLY REPRESENTS A SURVEY MADE UNDER MY DIRECTION DURING THE MONTH OF DECEMBER 2017; THAT THE SURVEY IS TRUE AND CORRECT TO MY KNOWLEDGE AND BELIEF; THAT ALL MONUMENTS ACTUALLY EXIST OR WILL BE SET AS SHOWN; THAT SAID MONUMENTS ARE SUFFICIENT TO ENABLE THE SURVEY TO BE RETRACED.

JESSE BOYD, R.L.S. 42937
EPS GROUP, INC.
2045 S. VINEYARD AVENUE, SUITE 101
MESA, AZ 85210

2045 S. Vineyard Ave., Suite 101
Mesa, AZ 85210
T:480.503.2250 | F:480.503.2258
www.epsgroupinc.com



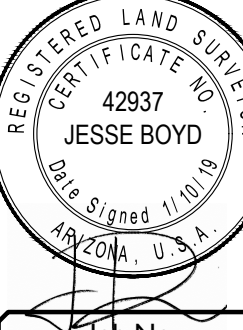
Toll at Prasada
Phase I Unit A
SURPRISE, ARIZONA

Final Plat

Project:

Revisions:

Designer: JB
Drawn by: AG



Job No.
16-339

FP01

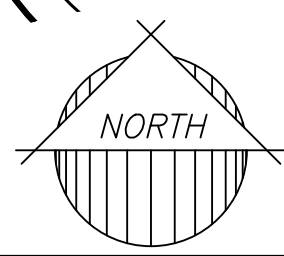
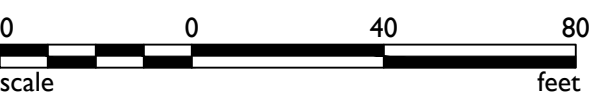
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1
of **4**

TOTAL AREA:
32.7365 ACRES
TOTAL LOTS: 141

16-339

Jan 10, 2019 10:50am S:\Projects\2016\16-339\Legal Survey\Drawings\Final Plats\UNIT A\16-339 - UNIT A Plat.dwg

jboyd



N Magnolia Dr
N02°24'0"E
1207.03'

TOLL AT PRASADA PHASE I
INFRASTRUCTURE FLAT,
M.C.R.

TRACT A

TRACT I

TRACT J

TRACT K

TRACT L

TRACT M

TRACT N

TRACT O

TRACT P

TRACT PS

TRACT Q

TRACT R

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NORTH QUARTER CORNER

SECTION 23, T.3N., R.2W.,

FOUND 3" MCDOT BRASS

CAP IN POTHOLE

STAMPED T.3N., R.2W.,

1/4, S.14S.23,

2003 29891

W. Cactus Road

W. Dartmouth Street

W. Vacaville Street

W. Montpelier Street

N. La Venera Street

N. San Clemente Street

FUTURE 15' WIDE PUE

FUTURE 15' WIDE PUE

FUTURE 15' WIDE PUE

FUTURE 15' WIDE PUE

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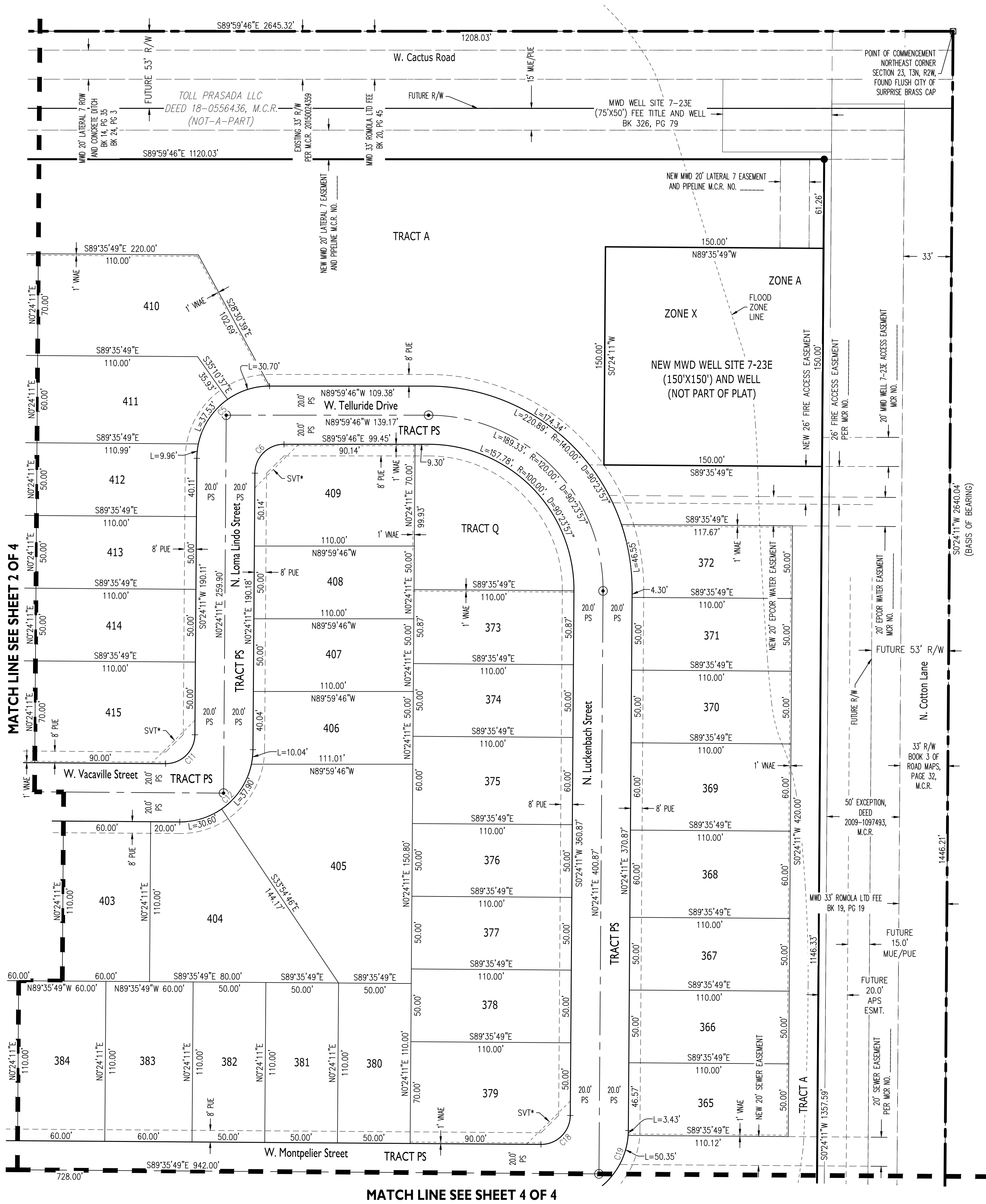
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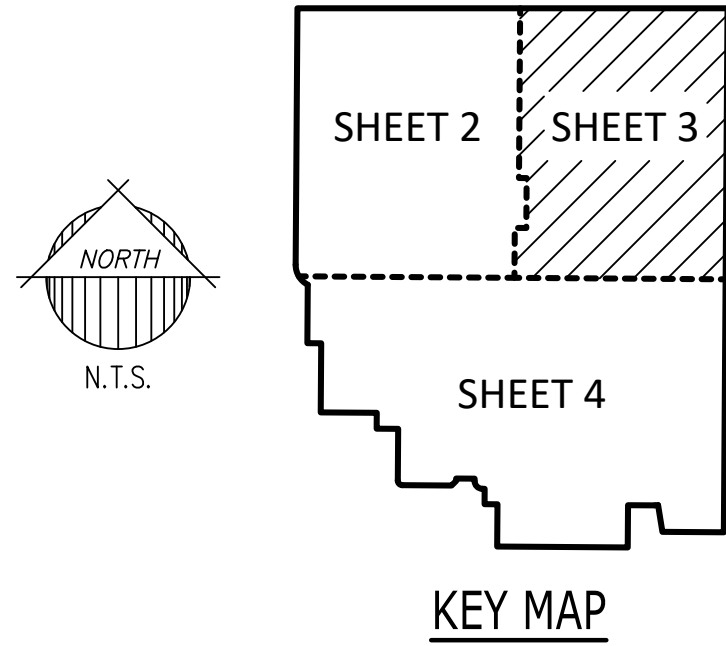
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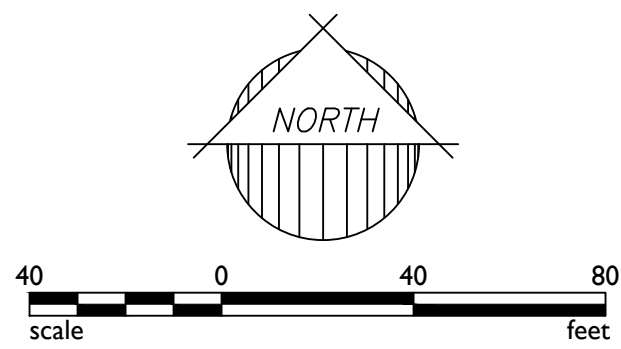


CURVE TABLE						
CURVE	LENGTH	RADIUS	DELTA	TANGENT	CHORD	CHORD BRG
C1	78.54'	50.00'	90°00'00"	50.00'	70.71'	S45°24'11"W
C2	31.42'	20.00'	90°00'00"	20.00'	28.28'	N45°24'11"E
C3	78.54'	50.00'	90°00'00"	50.00'	70.71'	N44°35'49"W
C4	31.42'	20.00'	90°00'00"	20.00'	28.28'	S44°35'49"E
C5	78.19'	50.00'	89°36'03"	49.65'	70.46'	S45°12'13"W
C6	31.28'	20.00'	89°36'03"	19.86'	28.19'	N45°12'13"E
C7	31.42'	20.00'	90°00'00"	20.00'	28.28'	N44°35'49"W
C8	31.42'	20.00'	90°00'00"	20.00'	28.28'	N45°24'11"E
C9	31.42'	20.00'	90°00'00"	20.00'	28.28'	S45°24'11"W
C10	31.42'	20.00'	90°00'00"	20.00'	28.28'	N44°35'49"W
C11	31.42'	20.00'	90°00'00"	20.00'	28.28'	S45°24'11"W
C12	78.54'	50.00'	90°00'00"	50.00'	70.71'	N45°24'11"E
C13	64.15'	58.00'	63°22'01"	35.80'	60.93'	N31°16'49"W
C14	78.54'	50.00'	90°00'00"	50.00'	70.71'	S44°35'49"E
C15	31.42'	20.00'	90°00'00"	20.00'	28.28'	N44°35'49"W
C16	31.42'	20.00'	90°00'00"	20.00'	28.28'	S44°35'49"E
C17	31.42'	20.00'	90°00'00"	20.00'	28.28'	N45°24'11"E
C18	31.42'	20.00'	90°00'00"	20.00'	28.28'	S45°24'11"W
C19	78.54'	50.00'	90°00'00"	50.00'	70.71'	N45°24'11"E
C20	31.42'	20.00'	90°00'00"	20.00'	28.28'	N44°35'49"W
C21	31.42'	20.00'	90°00'00"	20.00'	28.28'	N45°24'11"E
C22	31.42'	20.00'	90°00'00"	20.00'	28.28'	S44°35'49"E
C23	31.42'	20.00'	90°00'00"	20.00'	28.28'	N45°24'11"E
C24	31.42'	20.00'	90°00'00"	20.00'	28.28'	S44°35'49"E
C25	31.42'	20.00'	90°00'00"	20.00'	28.28'	N45°24'11"E
C26	31.42'	20.00'	90°00'00"	20.00'	28.28'	S44°35'49"E
C27	78.54'	50.00'	90°00'00"	50.00'	70.71'	N44°35'49"W
C28	26.70'	17.00'	90°00'00"	17.00'	24.04'	N45°24'11"E
C29	39.27'	25.00'	90°00'00"	25.00'	35.36'	S45°24'11"W
C30	39.27'	25.00'	90°00'00"	25.00'	35.36'	S44°35'49"E

CURVE TABLE						
CURVE	LENGTH	RADIUS	DELTA	TANGENT	CHORD	CHORD BRG
C31	26.70'	17.00'	90°00'00"	17.00'	24.04'	N44°35'49"W
C32	91.11'	58.00'	90°00'00"	58.00'	82.02'	N44°35'49"W
C33	78.54'	50.00'	90°00'00"	50.00'	70.71'	S44°35'49"E
C34	31.42'	20.00'	90°00'00"	20.00'	28.28'	N44°35'49"W
C35	31.42'	20.00'	90°00'00"	20.00'	28.28'	S45°24'11"W
C36	31.42'	20.00'	90°00'00"	20.00'	28.28'	N44°35'49"W
C37	31.42'	20.00'	90°00'00"	20.00'	28.28'	S44°35'49"E
C38	31.42'	20.00'	90°00'00"	20.00'	28.28'	N45°24'11"E
C39	31.42'	20.00'	90°00'00"	20.00'	28.28'	S45°24'11"W
C40	31.42'	20.00'	90°00'00"	20.00'	28.28'	N44°35'49"W
C41	8.34'	50.00'	9°33'14"	4.18'	8.33'	S85°37'34"W
C42	31.42'	20.00'	90°00'00"	20.00'	28.28'	S45°24'11"W
C43	78.54'	50.00'	90°00'00"	50.00'	70.71'	N45°24'11"E



TRACT USE TABLE			
TRACT	USE	AREA (SF)	AREA (AC)
A	LANDSCAPE, OPEN SPACE, PUBLIC UTILITY EASEMENT, RETENTION, FIRE ACCESS EASEMENT	160,714	3.6895
B	SHARED DRIVEWAY, LANDSCAPE, OPEN SPACE, PUBLIC UTILITY EASEMENT	3,360	0.0771
C	SHARED DRIVEWAY, LANDSCAPE, OPEN SPACE, PUBLIC UTILITY EASEMENT, TEMPORARY ACCESS EASEMENT	3,360	0.0771
D	LANDSCAPE, OPEN SPACE, PUBLIC UTILITY EASEMENT, RETENTION	45,017	1.0334
E	LANDSCAPE, OPEN SPACE, PUBLIC UTILITY EASEMENT	605	0.0139
F	SHARED DRIVEWAY, LANDSCAPE, OPEN SPACE, PUBLIC UTILITY EASEMENT	3,360	0.0771
G	LANDSCAPE, OPEN SPACE, PUBLIC UTILITY EASEMENT	1,463	0.0336
H	SHARED DRIVEWAY, LANDSCAPE, OPEN SPACE, PUBLIC UTILITY EASEMENT	3,360	0.0771
I	LANDSCAPE, OPEN SPACE, PUBLIC UTILITY EASEMENT	2,046	0.0470
J	SHARED DRIVEWAY, LANDSCAPE, OPEN SPACE, PUBLIC UTILITY EASEMENT	3,360	0.0771
K	SHARED DRIVEWAY, LANDSCAPE, OPEN SPACE, PUBLIC UTILITY EASEMENT	3,490	0.0801
L	LANDSCAPE, OPEN SPACE, PUBLIC UTILITY EASEMENT	3,034	0.0696
M	SHARED DRIVEWAY, LANDSCAPE, OPEN SPACE, PUBLIC UTILITY EASEMENT	3,490	0.0801
MWD WELL SITE 7-23E	FUTURE WELL SITE	22,500	0.5165
N	SHARED DRIVEWAY, LANDSCAPE, OPEN SPACE, PUBLIC UTILITY EASEMENT	3,490	0.0801
O	LANDSCAPE, OPEN SPACE, PUBLIC UTILITY EASEMENT	3,663	0.0841
P	SHARED DRIVEWAY, LANDSCAPE, OPEN SPACE, PUBLIC UTILITY EASEMENT	3,490	0.0801
PS	PRIVATE STREET, EMERGENCY AND SERVICES TYPE ACCESS EASEMENT, WATER AND SEWER EASEMENT	273,099	6.2695
Q	LANDSCAPE, OPEN SPACE, PUBLIC UTILITY EASEMENT, RETENTION	8,854	0.2033
U	LANDSCAPE, OPEN SPACE, PUBLIC UTILITY EASEMENT	4,072	0.0935



2045 S. Vineyard Ave, Suite 101
Mesa, AZ 85210
T:480.503.2250 | F:480.503.2258
www.epsgroupinc.com

Project:

Revisions:

Designer: JB
Drawn by: AG

Job No.
16-339

FP03

Sheet No.
3 of 4

Toll at Prasada
Phase I Unit A
SURPRISE, ARIZONA

Final Plat





City Council

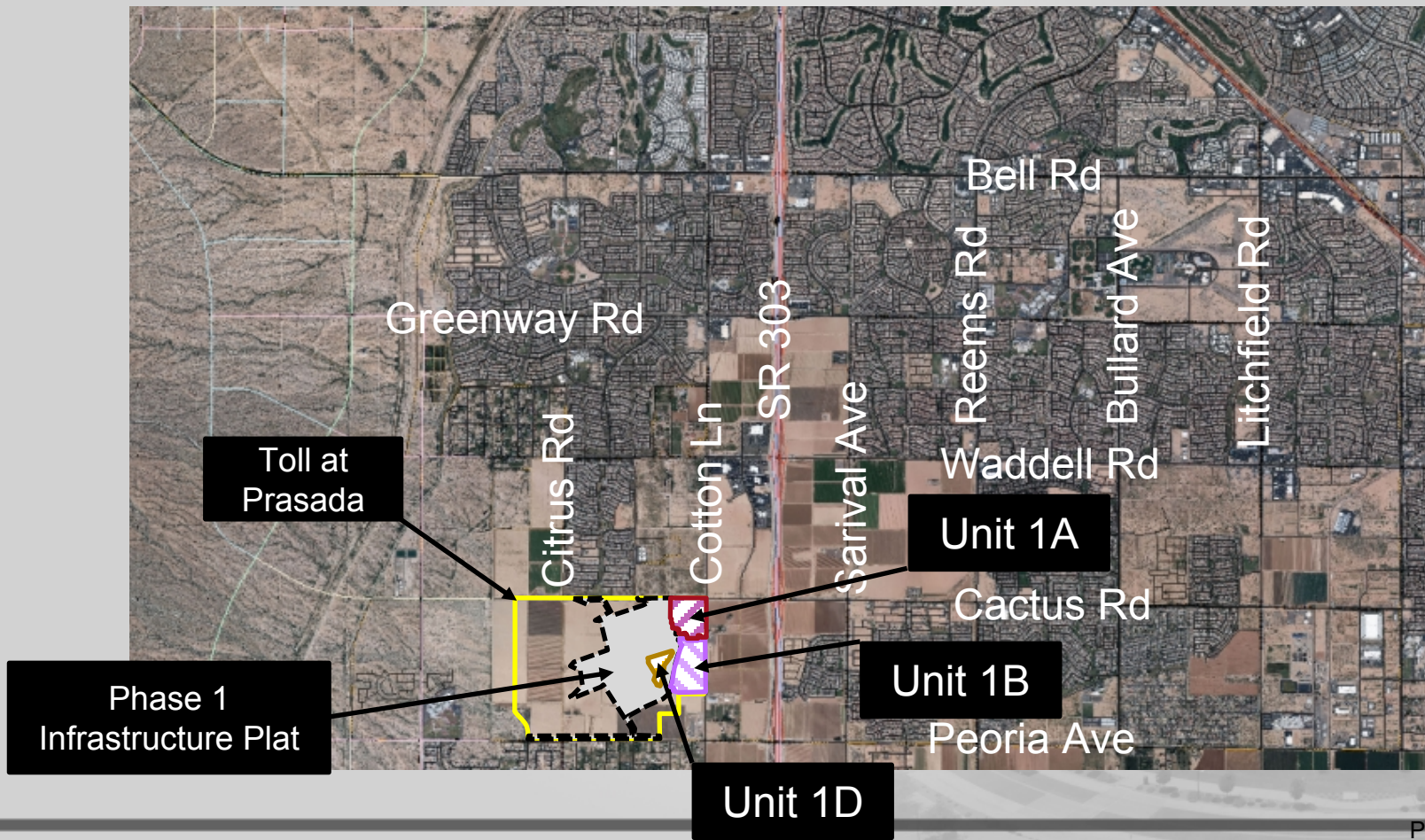
March 5, 2019

Toll at Prasada

Phase 1 – Unit A Final Plat

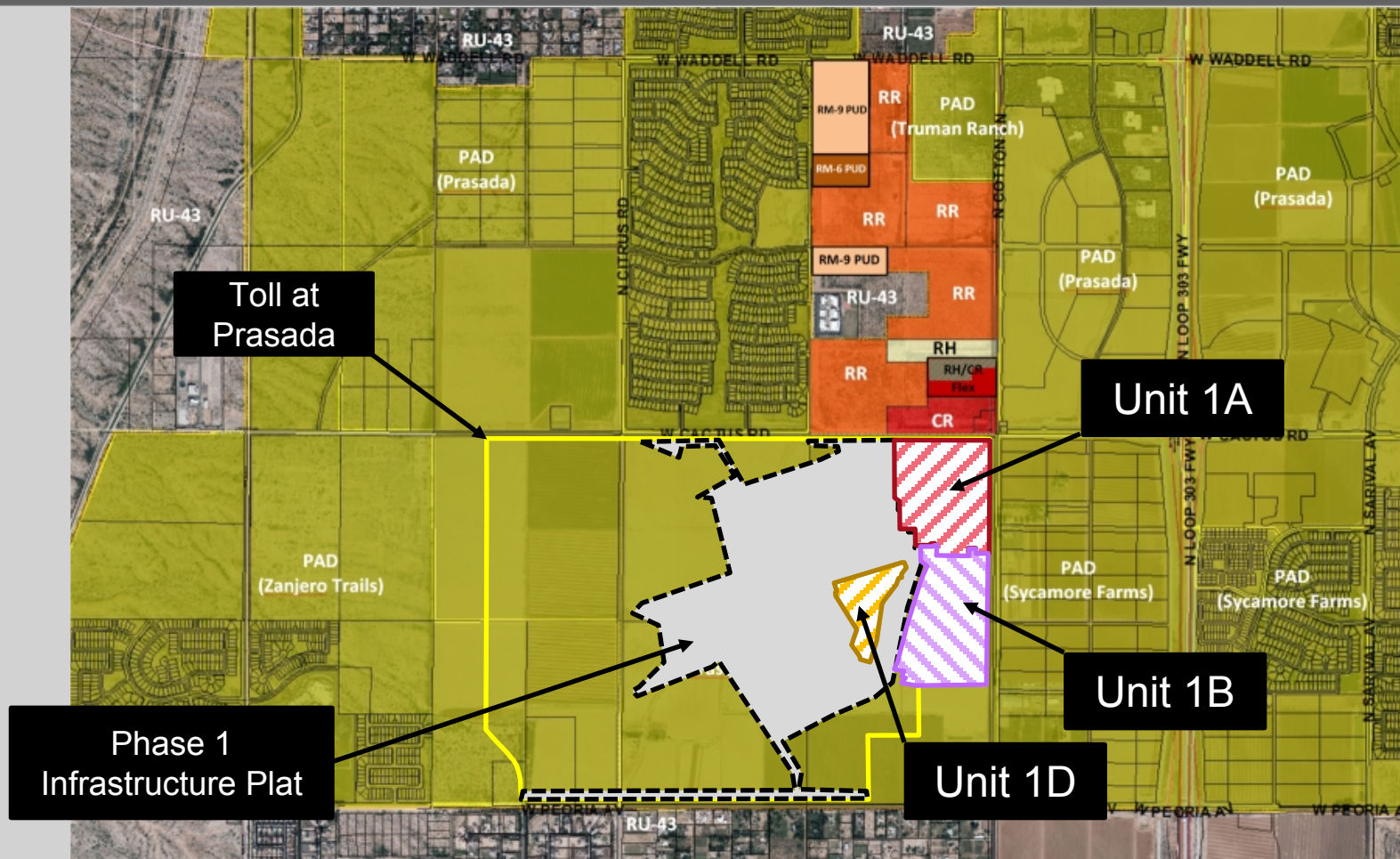
Phase 1 – Unit B Final Plat

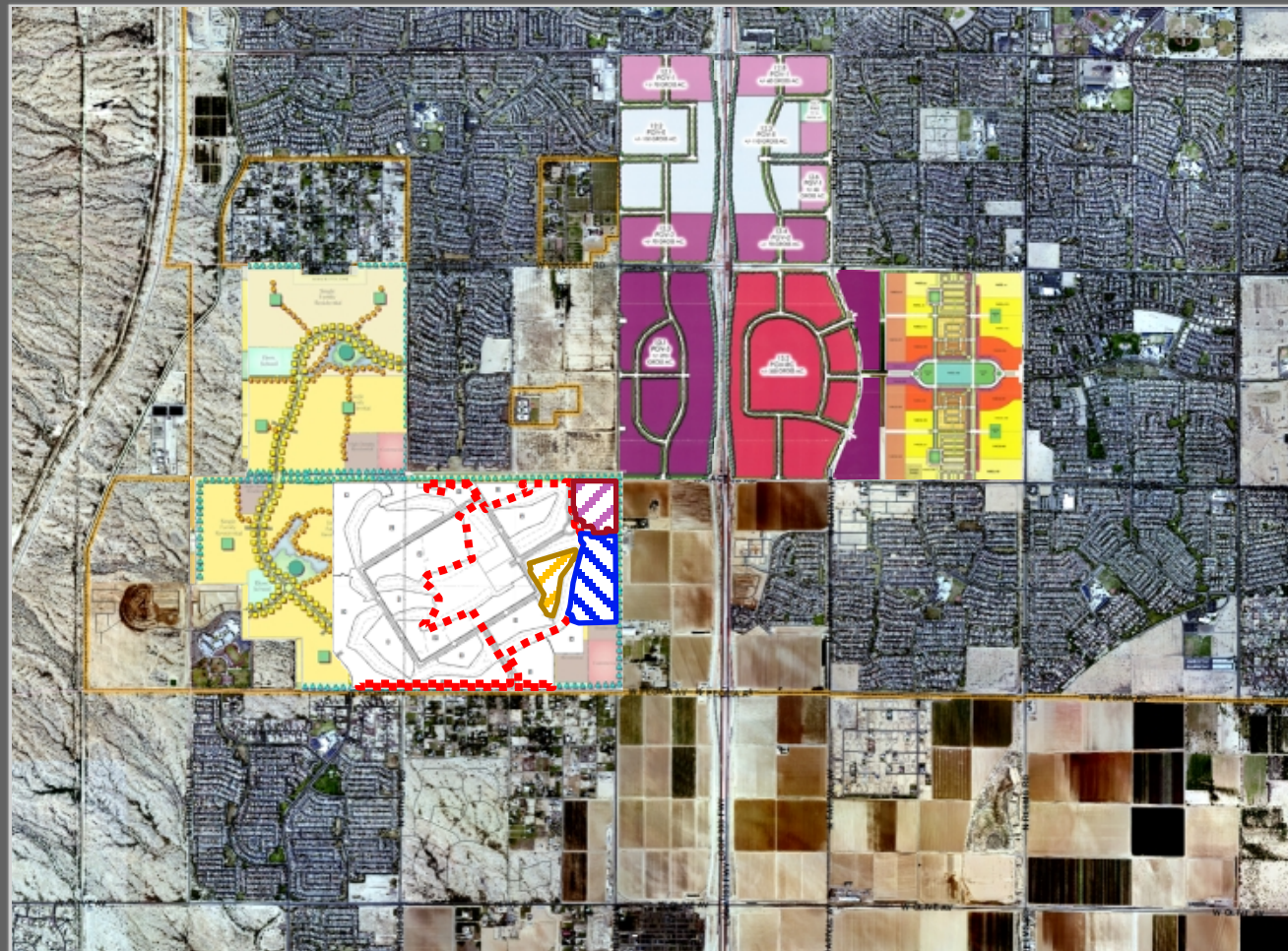
Phase 1 – Unit D Final Plat



Combined Vicinity Map

Combined Case Map





Context

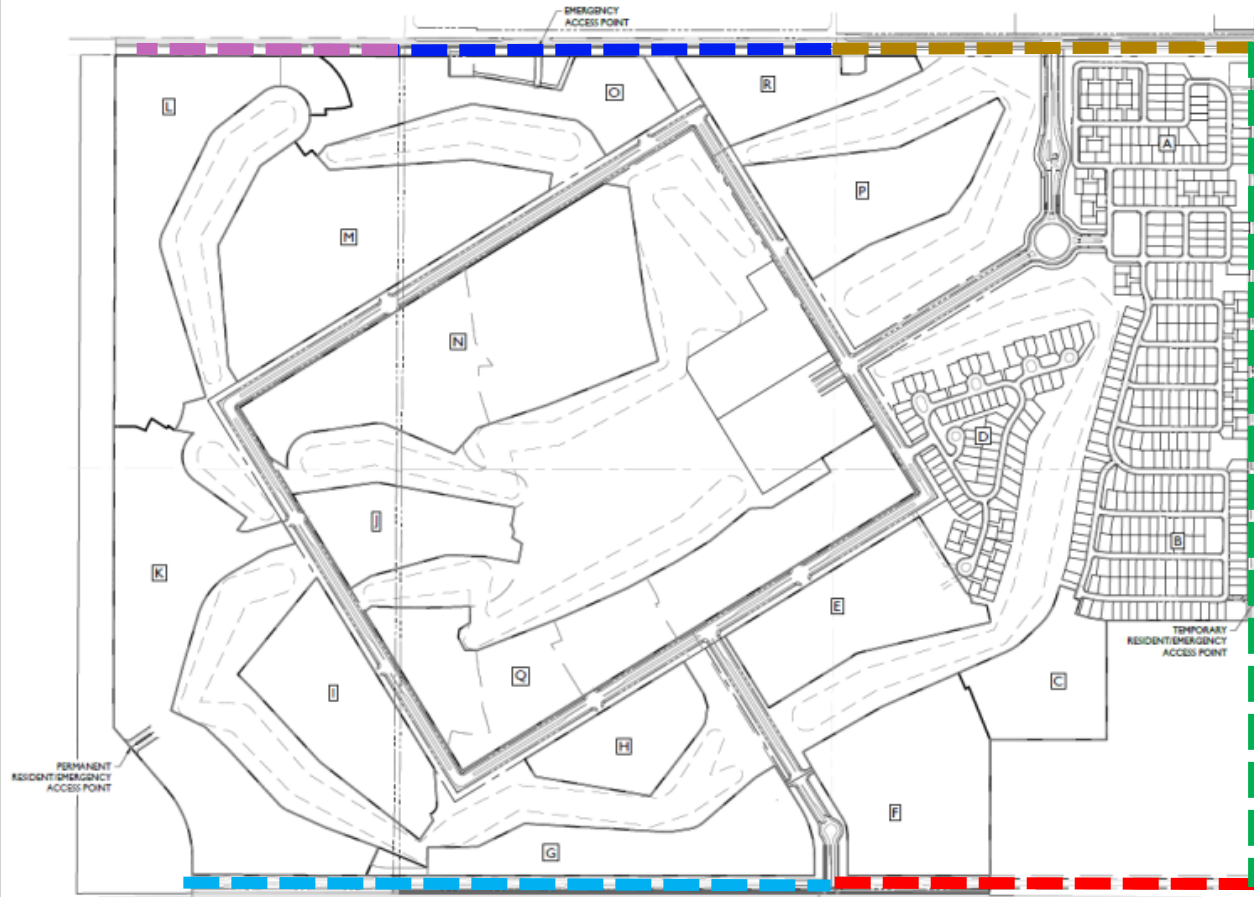


FS17-39

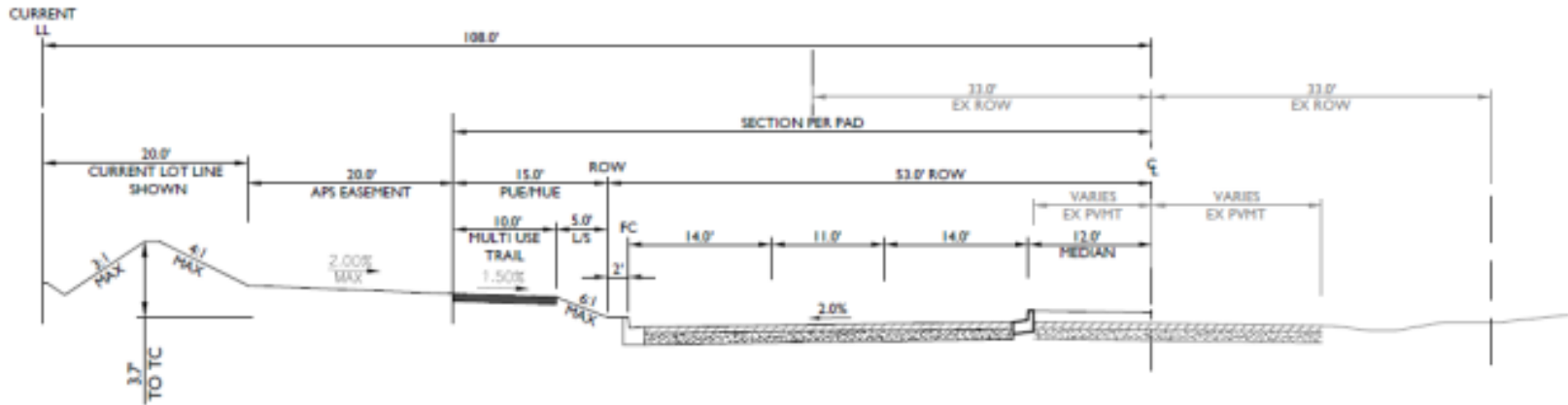


QUESTIONS OR COMMENTS?

Thank You

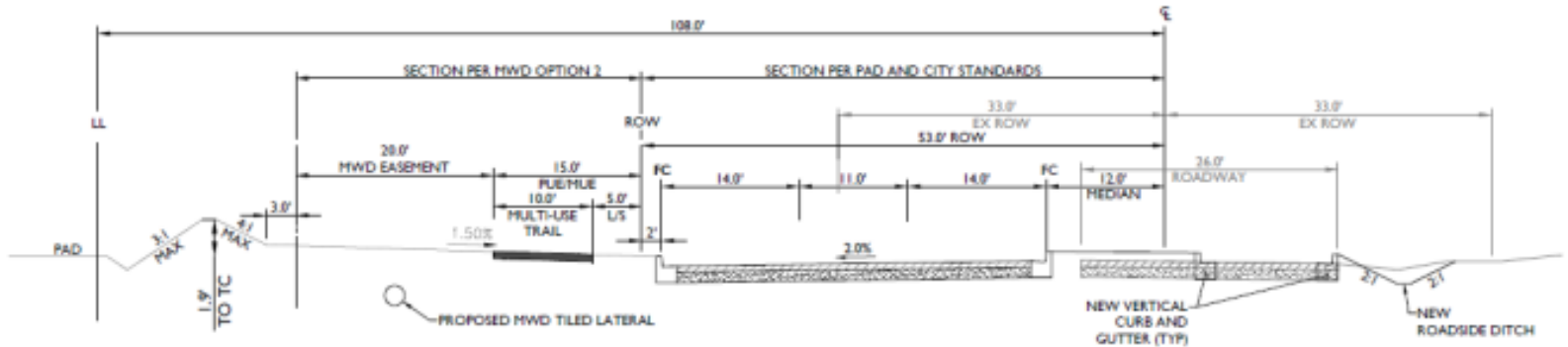


FS17-394 Pre-Plat



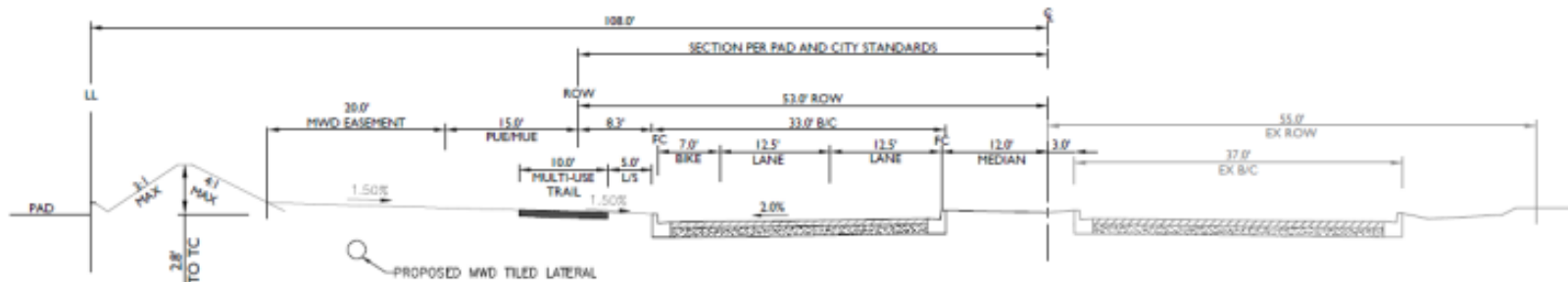
N. COTTON LANE
3 LANE URBAN MAJOR ARTERIAL ROAD HALF STREET IMPROVEMENTS (Looking North)
 N.T.S.





W. CACTUS ROAD
 3 LANE URBAN MAJOR ARTERIAL ROAD HALF STREET IMPROVEMENTS CACTUS ROAD (Looking West)
 175TH AVENUE TO COTTON LANE
 N.T.S.



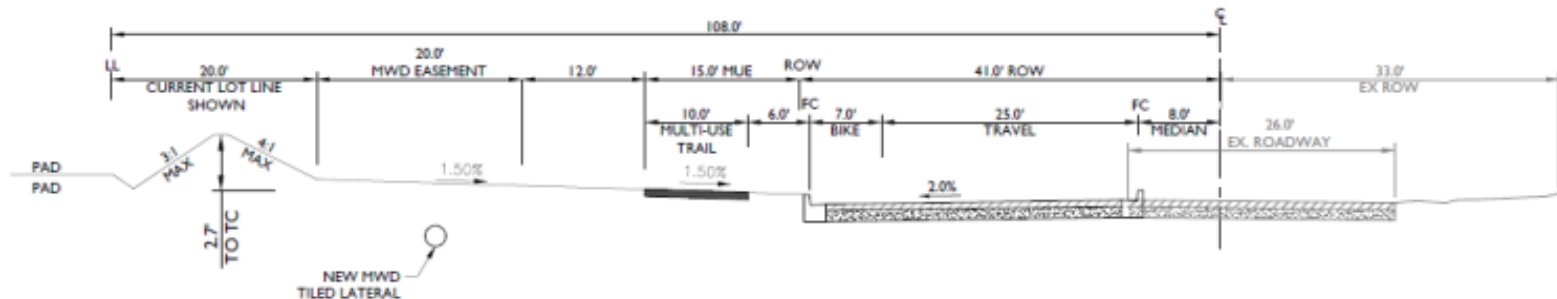


W. CACTUS ROAD

2 LANE URBAN MAJOR ARTERIAL ROAD HALF STREET IMPROVEMENTS CACTUS ROAD (Looking West)
MODIFIED TO HAVE A 12' MEDIAN
CITRUS ROAD TO 175TH AVENUE (SARAH ANN RANCH LIMITS)

N.T.S.



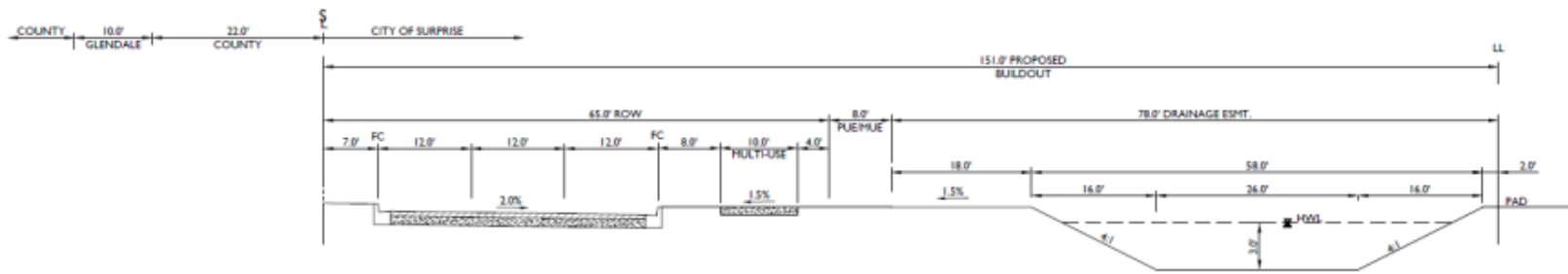


W. CACTUS ROAD

2 LANE URBAN MAJOR ARTERIAL ROAD HALF STREET IMPROVEMENTS (Looking West)
WEST OF CITRUS ROAD (MINOR ARTERIAL ROAD PER APPROVED PRASADA PAD)

N.T.S.





W. PEORIA AVENUE
 3 LANE URBAN PRINCIPAL ARTERIAL ROAD HALF HALF STREET IMPROVEMENTS (Looking West)
 COTTON LANE TO CITRUS ROAD
 N.T.S.



TS (Looking West)

FS17-3



3 LANE URBAN PRINCIPAL ARTERIAL ROAD HALF HALF STREET IMPROVEMENTS (Looking West)
CITRUS ROAD TO 183RD AVE

NA 5



CITY OF SURPRISE Regular City Council Meeting

Council Meeting Date: March 5, 2019 Contact Person:
Submitting Department: Community Development District: District 3
Staff Recommendations: None

Consent: Yes Regular: No Public Hearing: No Report/Discussion: No

Agenda Wording:

Consideration and action pertaining to approval of the Final Plat entitled, "Final Plat – Toll at Prasada, Phase 1 Unit D", dated January 10, 2019, a property generally located west of Cotton Lane between Cactus Road and Peoria Avenue.

Motion:

I move to approve the Final Plat entitled, "Final Plat – Toll at Prasada, Phase 1 Unit D" dated January 10, 2019.

Background:

The subject request involves a Final Re-Plat of Phase 1 Unit D of the Toll at Prasada project. The subject Plat will create 90 single-family residential lots in addition to 19 open space tracts. Two (2) additional Final Plats are scheduled for City Council review this date. In addition, a separate a Map of Dedication (MOD) for Peoria Avenue is under review as is a second infrastructure plat related to Cactus Road. Staff anticipates these being scheduled for City Council in the near future.

Objective Analysis:

The Maricopa Water District (MWD) required the applicant to enter into a Development Agreement with MWD and to establish a number of new easements intended to replace certain existing easements that currently encumber the property and interfere with the development plans for the site. The applicant addressed this issue with MWD and entered into a Development Agreement with the District. The proposed Final Plat is one of several case activities related to the Toll at Prasada development. City Council approval of the subject Final Plat will allow the applicant to obtain the civil construction permits necessary to begin construction of the Phase 1 Unit D Final Plat. The proposed Final Plat is consistent with the Prasada PAD and other regulatory documents, and the reviewing agencies have expressed no objections to the approval of the Final Plat.

Policy Compliant:

The requested Final Plat is consistent with the Prasada PAD and advances the goals and policies of the General Plan.

Financial Impact:

All activity related to ongoing development of the City of Surprise has an economic and fiscal impact on the city and the region.

Budget Impact:

There is no anticipated budget impact related to this item.

FTE Impact:

This item does not have an impact on current staff levels.

ATTACHMENTS:

1. 00 FS18-289 Toll at Prasada Phase 1 Unit D Final Plat 03-05-19 CC Staff Report
 2. 01 FS18-289 Toll at Prasada Phase 1 Unit D Final Plat Vicinity Map
 3. 02 FS18-289 Toll at Prasada Phase 1 Unit D Final Plat Case Map
 4. 03 FS18-289 Toll at Prasada Phase 1 Unit D Final Plat
 5. 04 FS17-700, FS18-260, FS18-289 Toll at Prasada Units 1B, 1A and 1D Final Plats Combined Presentation
-

FINAL RE-PLAT

REPORT TO THE CITY COUNCIL

Case: FS18-289

Project Name: Toll at Prasada Phase 1 Unit D Final Re-Plat

Council District: 3 - Mesquite

City Council Date: March 5, 2019

Planner: Robert H. Kuhfuss, AICP

Owner: Toll Prasada, LLC

Applicant: Aaron Insco of Toll Bros, Inc.

Request: Final Re-Plat for Toll at Prasada Phase 1 Unit D within the Prasada PAD

Site Location: Generally located west of Cotton Lane, between Cactus Road and Peoria Avenue

Site Size: 22 acres (approx.)

Density: N/A

General Plan Conformance: The proposal is consistent with the Surprise General Plan 2035

Support/Opposition: None known

Findings:

- The proposed Final Re-Plat is consistent with the Prasada PAD.
- The proposed Final Re-Plat is consistent with the Toll at Prasada Preliminary Plat as approved under FS17-394.
- The proposed Final Re-Plat is consistent with the applicable City of Surprise regulations.
- The reviewing agencies have indicated no objections to the request.

Alternative Actions: **Approval** of the requested Final Re-Plat will allow the developer to obtain civil permits and commence construction of Phase 1 Unit D of the Toll at Prasada Project.

42 **Denial** of the requested Final Re-Plat will deny the applicant the
43 opportunity to develop the property as depicted on the proposed
44 Final Plat.

45 **Project Description:**

46
47 The subject request involves a Final Re-Plat of Phase 1 Unit D of the Toll at Prasada project. The
48 subject Plat will create 90 single-family residential lots in addition to 19 open space tracts. Two (2)
49 additional Final Plats are scheduled for City Council review this date. In addition, a separate a Map
50 of Dedication (MOD) for Peoria Avenue is under review as is a second infrastructure plat related to
51 Cactus Road. Staff anticipates these being scheduled for City Council in the near future.

52
53 **Background:**

54
55 **June 22, 2006:** The City Council approved the original Prasada PAD under case PAD05-465.

56
57 **December 21, 2016:** Staff approved a Minor Amendment to the Lake Village portion of the Prasada
58 PAD under case FS16-400 for the purpose of revising the Lake Village land plan and development
59 standards.

60
61 **December 1, 2017:** The applicant submitted a request for the Phase 1 Unit B Final Plat under case
62 FS17-700.

63
64 **February 12, 2018:** Staff approved a Minor Amendment to the Toll Brothers' portion of the Prasada
65 Lake Village under case FS17-587 for the purpose of revising specific development standards
66 related to the Toll Brothers development.

67
68 **April 17, 2018:** The City Council approved the Toll at Prasada Preliminary Plat under case FS17-394.

69
70 **May 18, 2018:** The applicant filed a request for the Phase 1 Unit A Final Plat under case FS18-260.

71
72 **June 5, 2018:** The applicant filed a request for the Phase 1 Unit D Final Plat under case FS18-289.

73
74 **June 19, 2018:** The City Council approved the amended Prasada SLR Development Agreement
75 under case FS18-271.

76
77 **July 5, 2018:** The applicant filed a request for the Cactus Road Infrastructure Plat under case FS18-
78 342.

79
80 **July 5, 2018:** The applicant filed a request for a Map of Dedication covering a portion of Peoria
81 Avenue under case FS18-343.

82
83 **November 9, 2018:** The applicant filed a request for a Site Plan covering the South Guardhouse
84 under case FS18-611.

85

86 **November 9, 2018:** The applicant filed a request for a Site Plan covering the Pump House under
87 case FS18-612.

88 **November 9, 2018:** The applicant filed a request for a Site Plan covering the Main (North)
89 Guardhouse under case FS18-613.

90

91 **December 6, 2018:** Staff approved a request for a Site Plan covering the Phase 1 Temporary
92 Construction Yard under case FS18-369.

93

94 **December 17, 2018:** Staff approved the first Home Product Review covering fourteen (14) models
95 under case FS18-397.

96

97 **December 18, 2018:** Staff approved a Minor PAD Amendment to allow a Temporary Long Term
98 Construction Office, Temporary Nursery, and Stay-and-Play Cottages w/ associated parking under
99 case FS18-514.

100

101 **December 18, 2018:** The applicant filed a request for the Phase 1 Model Complex under case FS18-
102 687.

103

104 **December 18, 2018:** The applicant filed a request for the Phase 2 Peoria Avenue Map of Dedication
105 under case FS18-691.

106

107 **December 20, 2018:** Staff met with the developer to discuss revised Preliminary Plats and related
108 Plats for Parcels C, E, F and P during a regularly scheduled Concept Review Meeting.

109

110 **January 15, 2019:** The City Council approved Phase 1 Onsite Infrastructure Final Plat under FS18-
111 290.

112

113 **January 16, 2019:** The applicant filed a request for a site plan for the Long Term Construction and
114 Laydown Yard under case FS19-050.

115

116 **January 18, 2019:** The applicant filed a request for a site plan for the Golf Course Maintenance Yard
117 under case FS19-059.

118

119 **January 18, 2019:** The applicant filed a request for Landscape Review covering the golf course
120 under case FS19-060.

121

122 **January 18, 2019:** The applicant filed a request for the Phase 2 (Phase 1A) Onsite Infrastructure Plat
123 under case FS19-061.

124

125

126

127

128 **Reviewing Agencies:**

129
130 **City of Surprise (COS):** The request was routed to the standard reviewing agencies who have
131 reviewed the proposal. All issues or concerns regarding this proposal have been addressed by the
132 applicant.

133
134 **Maricopa Water District (MWD):** MWD notes the project will have a significant impact on MWD
135 facilities in the area. The applicant has entered into a Development Agreement with MWD to
136 address those issues.

137
138 **Flood Control District of Maricopa County (FCDMC):** FCDMC indicated no objections to the
139 request.

140
141 **Arizona Department of Transportation (ADOT):** ADOT indicated no objections to the request.

142
143 **Luke Air Force Base (LAFB):** LAFB offers no objections to the request, but recommends sound
144 attenuation and a strong notification program.

145
146 **Discussion:**

147
148 The Maricopa Water District (MWD) required the applicant to enter into a Development Agreement
149 with MWD and to establish a number of new easements intended to replace certain existing
150 easements that currently encumber the property and interfere with the development plans for the
151 site. The applicant addressed this issue with MWD and entered into a Development Agreement
152 with the District.

153
154 **Summary:**

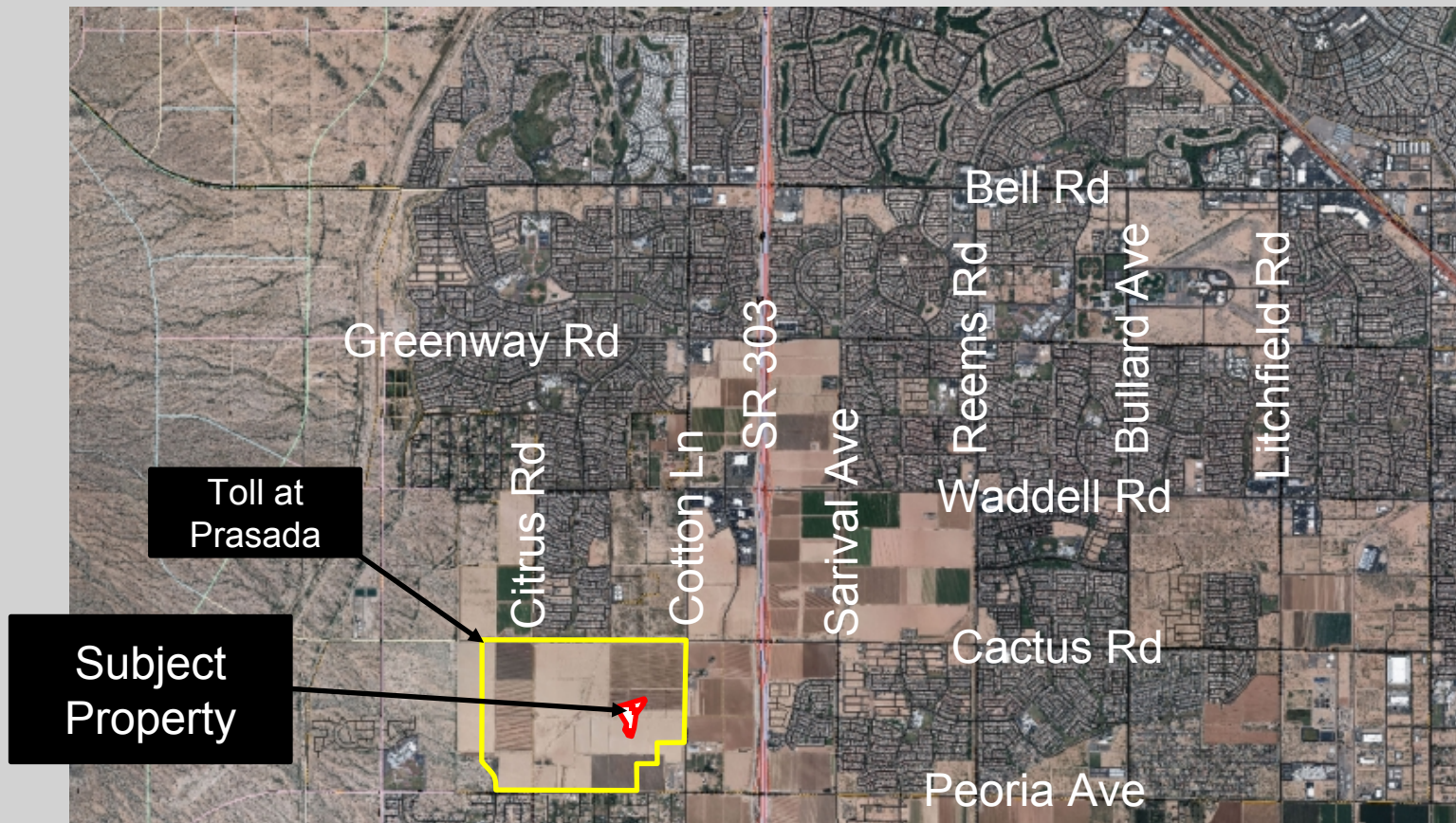
155
156 The proposed Final Plat is one of several case activities related to the Toll at Prasada development
157 and follows the recently approved Phase 1 Infrastructure Plat. City Council approval of the subject
158 Final Re-Plat will allow the applicant to obtain the civil construction permits necessary to begin
159 construction of the infrastructure associated with Phase 1 Unit D. The proposed Final Re-Plat is
160 consistent with the Prasada PAD and other regulatory documents, and the reviewing agencies have
161 expressed no objections to the approval of the Final Re-Plat.

162
163 **Findings:**

- 164
165
 - The proposed Final Re-Plat is consistent with the Prasada PAD.
 - 166 • The proposed Final Re-Plat is consistent with the Toll at Prasada Preliminary Plat as
 - 167 approved under FS17-394.
 - 168 • The proposed Final Re-Plat is consistent with the applicable City of Surprise regulations.
 - 169 • The reviewing agencies have indicated no objections to the request.

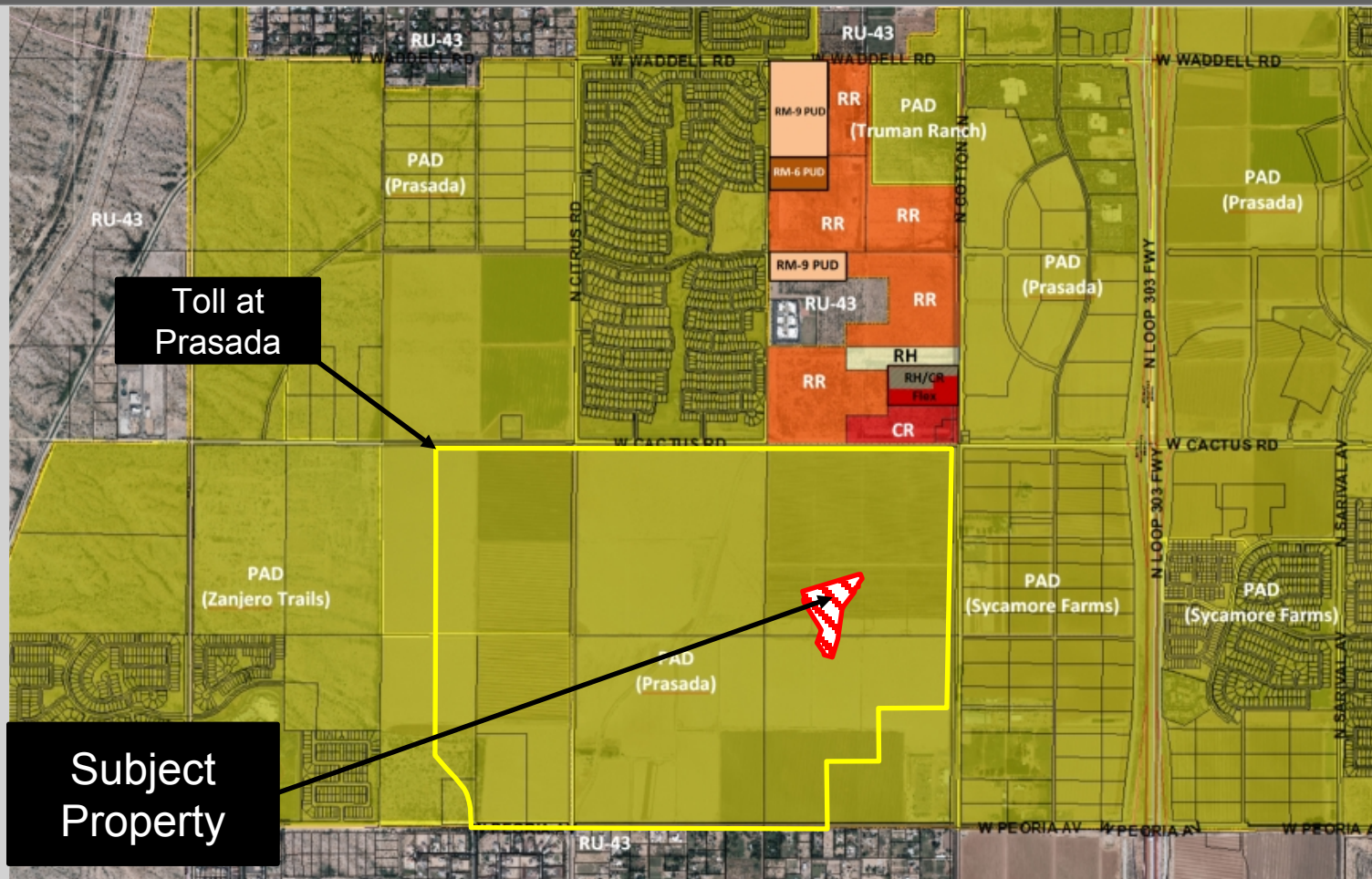
170

171 **Attachments:**
172
173 01 Vicinity Map
174 02 Case Map
175 03 Final Plat



FS18-289 Vicinity Map

FS18-289 Case Map



Final Plat

Toll at Prasada, Phase I Unit D

A Portion of Section 23,
Township 3 North, Range 2 West of the Gila and Salt River Meridian
Maricopa County, Arizona

DEDICATION

STATE OF ARIZONA }
COUNTY OF MARICOPA } SS

KNOW ALL MEN BY THESE PRESENTS: THAT TOLL PRASADA LLC, AN ARIZONA LIMITED LIABILITY COMPANY, AS "OWNER", HEREBY PUBLISHES THIS FINAL PLAT OF TOLL AT PRASADA, PHASE 1 UNIT D, BEING LOCATED IN A PORTION OF THE EAST HALF OF SECTION 23, TOWNSHIP 3 NORTH, RANGE 2 WEST OF THE GILA AND SALT RIVER MERIDIAN, MARICOPA COUNTY, ARIZONA AND HEREBY DECLARES THAT SAID PLAT SETS FORTH THE LOCATION AND GIVES THE DIMENSIONS OF EACH LOT, TRACT AND EASEMENT, AND THAT EACH LOT AND TRACT SHALL BE KNOWN BY THE NUMBER, AND LETTER GIVEN TO EACH RESPECTIVELY. THE PURPOSES OF THE EASEMENTS ARE SHOWN HEREON.

OWNER HEREBY DEDICATES TO THE CITY OF SURPRISE FEE TITLE TO ALL PUBLIC RIGHTS-OF-WAY AS SHOWN ON THE PLAT.

OWNER HEREBY GRANTS TO THE CITY OF SURPRISE A PERPETUAL CROSS ACCESS EASEMENT ACROSS THE PLAT INCLUDING ROADS AND STREETS, OPEN SPACES, COMMUNITY FACILITIES, TRACTS, SIDEWALKS, DRAINAGE BASINS AND ANY PROPERTY WITHIN THE PLAT OWNED BY THE HOMEOWNERS ASSOCIATION FOR THE PURPOSES OF PROVIDING CONTINUOUS AND UNINTERRUPTED INGRESS AND EGRESS FOR EMERGENCY VEHICLES.

OWNER HEREBY GRANTS TO THE CITY OF SURPRISE A PERPETUAL EASEMENT ACROSS THE PLAT INCLUDING ROADS AND STREETS, OPEN SPACES, COMMUNITY FACILITIES, TRACTS, SIDEWALKS, DRAINAGE BASINS AND ANY PROPERTY WITHIN THE PLAT OWNED BY THE HOMEOWNERS ASSOCIATION FOR THE PURPOSE OF PROVIDING CONTINUOUS AND UNINTERRUPTED INGRESS AND EGRESS FOR TRASH COLLECTION VEHICLES.

OWNER HEREBY GRANTS TO THE PUBLIC A PERPETUAL NON-EXCLUSIVE EASEMENT IN, UPON, OVER, UNDER, THROUGH, AND ACROSS THE AREAS DESIGNATED AS PUBLIC UTILITY EASEMENTS AS SHOWN ON THE PLAT FOR THE PURPOSE OF ACCESSING, INSTALLING, CONSTRUCTING, MAINTAINING, REPAIRING, REPLACING AND UTILIZING PUBLIC UTILITIES.

OWNER HEREBY GRANTS TO THE CITY OF SURPRISE A PERPETUAL NON-EXCLUSIVE EASEMENT OVER, UPON AND ACROSS THE AREAS DESIGNATED AS SIGHT VISIBILITY TRIANGLES FOR THE PURPOSE OF ENSURING THAT THESE AREAS REMAIN FREE OF SIGHT VISIBILITY OBSTRUCTIONS.

OWNER HEREBY GRANTS TO THE UNITED STATES OF AMERICA DEPARTMENT OF THE AIR FORCE ("USAF") AN AVIGATION EASEMENT OVER AND ACROSS THIS PLAT AND EVERY LOT AND PARCEL THEREOF, WHICH EASEMENT SHALL INCLUDE, BUT NOT BE LIMITED TO, THE RIGHT OF FLIGHT OF AIRCRAFT OVER THIS PLAT, TOGETHER WITH ITS ATTENDANT NOISE, VIBRATIONS, FUMES, DUST, FUEL AND LUBRICANT PARTICLES, AND ALL OTHER EFFECTS THAT MAY BE CAUSED BY THE OPERATION OF AIRCRAFT LANDING AT, OR TAKING OFF FROM, OR OPERATING AT OR ON LUKE AIR FORCE BASE AND AUXILIARY FIELD.

ALL IMPROVEMENTS, FOR STREETS AND PUBLIC UTILITIES OWNED AND OPERATED BY THE CITY, INSTALLED OR CONSTRUCTED BY OWNER WITHIN THE PUBLIC RIGHTS-OF-WAY, THE EASEMENTS, OR ANY TRACTS OR PARCELS HEREBY DEDICATED TO THE CITY OF SURPRISE SHALL BE DEEMED TO HAVE BEEN DEDICATED BY OWNER TO THE CITY UPON THEIR COMPLETION; HOWEVER, SUCH TRANSFER SHALL NOT OCCUR UNTIL THE CITY COUNCIL FOR THE CITY OF SURPRISE MANIFESTS ITS ACCEPTANCE BY SEPARATE FORMAL COUNCIL ACTION.

WITH THE EXCEPTION OF THAT PORTION OF THE TEMPORARY FIRE ACCESS EASEMENT THAT BISECTS TRACT P AS SHOWN ON SHEET FP06 OF THIS PLAT, THE EASEMENTS GRANTED WITHIN THIS DEDICATION ARE PERMANENT AND PERPETUAL AND SHALL RUN WITH THE LAND AND BE BINDING UPON OWNER AND ITS HEIRS, ASSIGNS, AND SUCCESSORS IN INTEREST TO THIS PLAT OR ANY PARCEL OR LOT THEREOF. THE TEMPORARY FIRE ACCESS EASEMENT THAT BISECTS TRACT P OF THIS PLAT IS CONSIDERED TEMPORARY IN NATURE AND MAY BE VACATED WITH THE FUTURE RE-PLAT OF THE ADJACENT PARCEL E.

TRACTS "A" THROUGH "N" ARE NOT DEDICATED TO THE PUBLIC, BUT ARE PLATTED AS COMMON PROPERTY FOR THE USE AND ENJOYMENT OF THE HOMEOWNERS ASSOCIATION, AS MORE FULLY SET FORTH IN THE DECLARATION OF COVENANTS, CONDITIONS, AND RESTRICTIONS. SAID HOMEOWNERS ASSOCIATION IS RESPONSIBLE FOR MAINTAINING SAID TRACTS.

OWNER HEREBY GRANTS TO THE CITY OF SURPRISE A PERPETUAL EXCLUSIVE EASEMENT OVER, UNDER, UPON AND ACROSS ALL AREAS DESIGNATED ON THE PLAT AS APPLICABLE: SEWER LINES AND MANHOLES, FOR THE PURPOSE OF INSTALLING, CONSTRUCTING, MAINTAINING, REPAIRING, REPLACING AND UTILIZING THE SEWER LINES AND MANHOLES.

IN WITNESS WHEREOF, OWNER HAS HEREUNTO CAUSED ITS CORPORATE NAME TO BE SIGNED AND ITS CORPORATE SEAL TO BE AFFIXED BY THE UNDERSIGNED, DULY AUTHORIZED OFFICER THIS _____ DAY OF _____, 2019.

TOLL PRASADA LLC, AN ARIZONA LIMITED LIABILITY COMPANY

BY _____ DATE _____

ITS _____

ACKNOWLEDGMENT

STATE OF ARIZONA }
COUNTY OF MARICOPA } SS

ON THIS _____ DAY OF _____, 2019 BEFORE ME, THE UNDERSIGNED, PERSONALLY APPEARED _____, WHO ACKNOWLEDGED HIMSELF TO BE THE PERSON WHOSE NAME IS SUBSCRIBED TO THE INSTRUMENT WITHIN, AND WHO EXECUTED THE FOREGOING INSTRUMENT FOR THE PURPOSES THEREIN CONTAINED.

IN WITNESS WHEREOF, I HAVE HEREUNTO SET MY HAND AND OFFICIAL SEAL.

NOTARY PUBLIC DATE _____

MY COMMISSION EXPIRES: _____

NOTICE OF PRASADA PRE-ANNEXATION DEVELOPMENT AGREEMENT

OWNER'S PREDECESSOR, SUBURBAN LAND RESERVE, INC., A UTAH CORPORATION, FULTON HOMES CORPORATION, AN ARIZONA CORPORATION, AND WESTCOR/SURPRISE LLC, AN ARIZONA LIMITED LIABILITY COMPANY HAVE ENTERED INTO A PRE-ANNEXATION DEVELOPMENT AGREEMENT DATED SEPTEMBER 12, 2006 ("AGREEMENT") WITH CITY OF SURPRISE, AN ARIZONA MUNICIPAL CORPORATION, FOR WHICH A MEMORANDUM OF AGREEMENT WAS RECORDED ON SEPTEMBER 19, 2006, AT THE MARICOPA COUNTY RECORDER'S OFFICE AT DOCUMENT NO. 20061238109. AGREEMENT WAS RECENTLY AMENDED AND RECORDED ON JULY 20, 2018, AT THE MARICOPA COUNTY RECORDER'S OFFICE DOCUMENT NO. 20180551464. THE PROPERTIES INVOLVED IN THIS PLAT ARE SUBJECT TO THIS AGREEMENT.

NOTICE OF INTERGOVERNMENTAL AGREEMENT

THE CITY OF SURPRISE ("CITY") AND MARICOPA COUNTY MUNICIPAL WATER CONSERVATION DISTRICT NUMBER ONE ("MWD") ENTERED INTO AN INTERGOVERNMENTAL AGREEMENT DATED APRIL 8, 1997, AND RECORDED IN THE MARICOPA COUNTY RECORDER'S OFFICE ON APRIL 9, 1997, UNDER DOCKET NO. 97-0231759 ("IGA"). CITY AND MWD HAVE FACILITIES AND PROPERTY INTERESTS DESCRIBED AND DELINEATED WITHIN CERTAIN SUBDIVISION PLATS OR, FOR LANDS NOT INCLUDED IN A SUBDIVISION PLAT, DECLARATIONS OF TURF LANDS OR DECLARATIONS OF URBANIZED AREA, THAT HAVE PRIOR AND SUPERIOR RIGHTS TO THE UTILITY SERVICE PROVIDERS, AS DEFINED IN THE IGA. THE IGA PROVIDES FOR THE CITY TO HAVE A PUBLIC UTILITY EASEMENT WITHIN CERTAIN MWD PROPERTY INTERESTS AND FOR MWD TO HAVE AN EASEMENT WITHIN CITY'S PUBLIC RIGHTS-OF-WAY. CITY AND MWD RIGHTS WITHIN THESE EASEMENTS ARE SUBJECT TO AND CONTROLLED BY THE TERMS AND CONDITIONS OF THE IGA

IN LOCATIONS WHERE APPLICABLE, INCLUDING ANY AND ALL DEDICATIONS WITHIN A SUBDIVISION PLAT, MWD'S PRIOR AND SUPERIOR RIGHTS OF ACCESS TO AND USE OF EXISTING AND FUTURE MWD FACILITIES AND PROPERTY INTERESTS, SHALL BE SUBJECT TO THE TERMS AND CONDITIONS OF THE IGA.

CITY SHALL HAVE THE RIGHT TO AUTHORIZE AND CONTROL THE UTILITY SERVICE PROVIDER'S USE AND OCCUPANCY OF THESE EASEMENTS. CITY REQUIRES THAT UTILITY SERVICE PROVIDERS CONSENT TO BE BOUND BY THE IGA PRIOR TO THE USE OR OCCUPANCY OF THE EASEMENTS GRANTED UNDER THE IGA. SUCH USE OR OCCUPANCY OF THE EASEMENTS CONSTITUTES CONSENT OF THE UTILITY SERVICE PROVIDERS TO BE BOUND BY THE IGA.

PUBLIC NOTICE

THE LOTS DEPICTED ON THIS PLAT ARE LOCATED WITHIN THE VICINITY OF LUKE AIR FORCE BASE AND MAY BE SUBJECT TO OVERFLIGHTS BY JET AIRCRAFT. ALL STRUCTURES WITHIN THIS PLAT SHALL BE CONSTRUCTED IN COMPLIANCE WITH THE SOUND ATTENUATION STANDARDS ADOPTED BY THE CITY OF SURPRISE. A MAP DEPICTING THE MOST CURRENT ADOPTED MAG NOISE CONTOURS IN RELATION TO THIS PLAT SHALL BE DISPLAYED IN ALL SALES OFFICES. ADDITIONAL INFORMATION MAY BE OBTAINED BY CONTACTING THE CITY OF SURPRISE COMMUNITY DEVELOPMENT DEPARTMENT.

RELEASE OF LIABILITY

TOLL PRASADA LLC, AN ARIZONA LIMITED LIABILITY COMPANY ("OWNER") DOES HEREBY (1) RELEASE AND DISCHARGE THE USAF AND THE CITY OF SURPRISE, AND (2) INDEMNIFY, DEFEND, AND HOLD HARMLESS THE CITY OF SURPRISE, OF AND FROM ANY LIABILITY FOR ANY AND ALL CLAIMS FOR DAMAGES OF ANY KIND TO PERSONS OR PROPERTY THAT MAY ARISE AT ANY TIME IN THE FUTURE OVER, OR IN CONNECTION WITH AIRCRAFT OVERFLIGHTS FROM AIRCRAFT UTILIZING LUKE AIR FORCE BASE, WHETHER SUCH DAMAGE SHALL ORIGINATE FROM NOISE, VIBRATION, FUMES, DUST, FUEL AND LUBRICANT PARTICLES, AND ALL OTHER EFFECTS THAT MAY BE CAUSED BY THE OPERATION OF AIRCRAFT LANDING AT, OR TAKING OFF FROM, OR OPERATING AT OR ON LUKE AIR FORCE BASE. THIS INSTRUMENT SHALL RUN WITH THE LAND AND BE BINDING UPON OWNER AND ITS HEIRS, ASSIGNS, AND SUCCESSORS IN INTEREST TO THIS PLAT OR ANY PARCEL OR LOT THEREOF. THIS INSTRUMENT DOES NOT RELEASE THE USAF FROM LIABILITY FOR DAMAGE OR INJURY TO PERSON OR PROPERTY CAUSED BY FALLING AIRCRAFT OR FALLING PHYSICAL OBJECTS FROM AIRCRAFT, EXCEPT AS STATED HEREIN WITH RESPECT TO NOISE, FUMES, DUST, FUEL, AND LUBRICANT PARTICLES.

OWNER HEREBY FURTHER AGREES TO INDEMNIFY, DEFEND, AND HOLD HARMLESS THE CITY OF SURPRISE FROM ANY AND ALL CLAIMS FOR DAMAGES OF ANY KIND TO PERSONS OR PROPERTY THAT MAY ARISE IN CONNECTION WITH THE USE OF THE SIDEWALKS LOCATED WITHIN THE RIGHT-OF-WAY.

OWNER DOES HEREBY (1) RELEASE AND DISCHARGE THE CITY OF SURPRISE, AND (2) INDEMNIFY, DEFEND, AND HOLD HARMLESS THE CITY OF SURPRISE, OF AND FROM ANY LIABILITY FOR ANY AND ALL CLAIMS FOR DAMAGES OF ANY KIND TO PERSONS OR PROPERTY THAT MAY ARISE AT ANY TIME IN THE FUTURE OVER, OR IN CONNECTION WITH THE AREAS LOCATED WITHIN THE NEWLY DEDICATED RIGHT-OF-WAY AS DEPICTED ON THIS PLAT UNTIL SUCH TIME THE RIGHT-OF-WAY IS IMPROVED TO CITY STANDARDS AND THOSE IMPROVEMENTS ARE APPROVED AND ACCEPTED BY THE CITY COUNCIL. THE MAINTENANCE OF THE AREA WITHIN ANY NEWLY DEDICATED RIGHT-OF-WAY AS SHOWN ON THIS PLAT SHALL BE THE RESPONSIBILITY OF THE ADJACENT OWNER/OR SUBSEQUENT ADJACENT OWNERS WITHIN THE BOUNDARY OF SAID PLAT UNTIL SUCH TIME THAT THE AREA WITHIN THE RIGHT-OF-WAY IS IMPROVED TO CITY STANDARD AND ACCEPTED BY THE CITY OF SURPRISE.

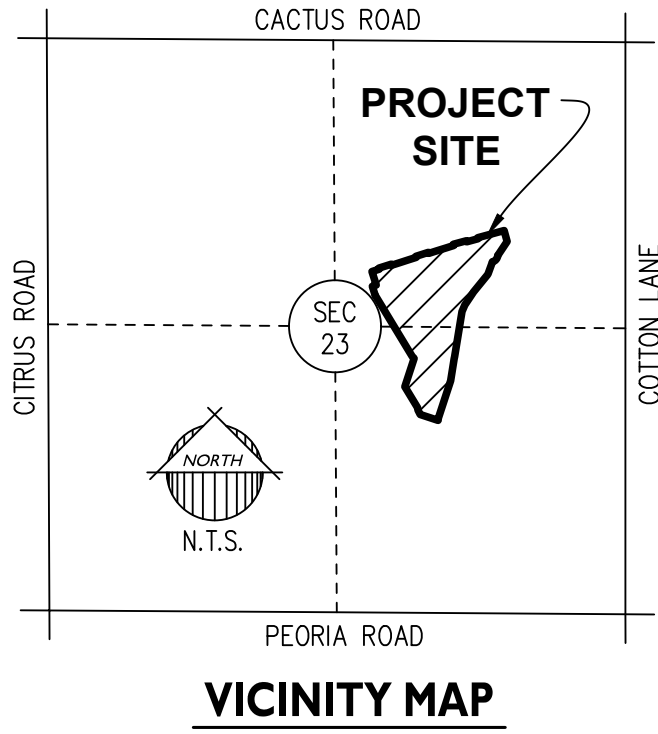
EPCOR PLAT DEDICATION

A PERPETUAL WATER EASEMENT AS DESCRIBED IN THIS PLAT IS GRANTED TO EPCOR WATER ARIZONA INC. AND ITS SUCCESSORS AND ASSIGNS (COLLECTIVELY, "GRANTEE"), TO CONSTRUCT, OPERATE, AND MAINTAIN WATER LINES AND APPURTENANT FACILITIES (COLLECTIVELY, "FACILITIES") UPON, ACROSS, OVER AND UNDER THE SURFACE OF THE EASEMENTS, TOGETHER WITH THE RIGHT TO OPERATE, REPAIR, REPLACE, MAINTAIN, AND REMOVE THE FACILITIES FROM THE PREMISES; TO ADD OR TO ALTER THE FACILITIES; AND TO PROVIDE GRANTEE WITH REASONABLE INGRESS AND EGRESS TO THE FACILITIES. GRANTEE WILL HAVE UNRESTRICTED ACCESS TO THE EASEMENT FOR THE ACTIVITIES DESCRIBED ABOVE AND FORMAL NOTIFICATION OR APPROVAL BY ANY ASSOCIATION PRIOR TO ACCESSING THE EASEMENT WILL NOT BE REQUIRED.

GRANTOR SHALL NOT ERECT OR CONSTRUCT OR PERMIT TO BE ERECTED OR CONSTRUCTED ANY BUILDING, STRUCTURE OR SIMILAR IMPROVEMENT WITHIN THE LIMITS OF THE EASEMENT GRANTED HEREIN. GRANTOR SHALL NOT, NOR PERMIT, THE GRADE OVER GRANTEE'S FACILITIES TO BE SUBSTANTIALLY ALTERED WITHOUT, IN EACH INSTANCE, THE PRIOR WRITTEN CONSENT OF GRANTEE, AND GRANTOR AGREES THAT NO OTHER PIPES OR CONDUITS SHALL BE PLACED WITHIN THE PREMISES SUBJECT TO THE EASEMENT GRANTED HEREIN, EXCEPT PIPES CROSSING GRANTEE'S FACILITIES AT RIGHT ANGLES, IN WHICH CASE, A MINIMUM VERTICAL DISTANCE OF TWO (2) FEET (AS MEASURED FROM THE CLOSEST POINTS ON THE OUTSIDE EDGES) SHALL BE MAINTAINED BETWEEN GRANTEE'S FACILITIES AND SUCH OTHER PIPES OR CONDUITS. UNLESS GRANTEE EXPRESSLY CONSENTS IN WRITING OTHERWISE, ANY AND ALL SEWER PIPES CROSSING THE EASEMENT GRANTED HEREIN SHALL BE LAID BELOW GRANTEE'S FACILITIES. HOWEVER, GRANTOR SHALL HAVE THE RIGHT TO CONSTRUCT AND ERECT FENCES, TO INSTALL LANDSCAPING, PARKING FACILITIES AND DRIVEWAYS, AND TO ESTABLISH OTHER USES THAT ARE NOT INCONSISTENT WITH USES WITHIN THE LIMITS OF SAID EASEMENT IN A MANNER THAT WILL NOT UNREASONABLY INTERFERE WITH GRANTEE'S ACCESS TO THE FACILITIES.

GENERAL NOTES

- SPRINKLERS ARE REQUIRED IN ALL ONE AND TWO FAMILY DWELLINGS BUILT IN AREAS WHICH DO NOT HAVE AN ADEQUATE WATER SUPPLY.
- NO ON-SITE GRADING OR EXCAVATION SHALL OCCUR WITHOUT FIRST OBTAINING A PERMIT FROM THE CITY OF SURPRISE.
- THE PROPERTY IS LOCATED WITHIN AN AREA HAVING FLOOD ZONE "ZONE X SHADED," BY THE FEDERAL EMERGENCY MANAGEMENT AGENCY, ON FLOOD INSURANCE RATE MAP NO. 04013C1660L, WITH A DATE OF IDENTIFICATION OF OCTOBER 16, 2013, FOR COMMUNITY NO. 040053, IN MARICOPA COUNTY, STATE OF ARIZONA, WHICH IS THE CURRENT FLOOD INSURANCE RATE MAP FOR THE COMMUNITY IN WHICH SAID PROPERTY IS SITUATED.
- THE ROADS DESIGNATED AS "PRIVATE" AND ANY APPURTENANCES INCLUDING BUT NOT LIMITED TO ROAD SIGNS, STRIPING, CURB AND GUTTER, AND SIDEWALKS ARE PRIVATE; SUCH ROADS AND APPURTENANCES ARE OWNED, MAINTAINED AND REPAIRED BY OWNER OR THE HOMEOWNER'S ASSOCIATION FORMED BY OWNER. THE CITY OF SURPRISE SHALL NOT MAINTAIN OR REPAIR ANY ROAD DESIGNATED AS "PRIVATE."
- IN ACCORDANCE WITH ARS § 9-461.07, THE CITY OF SURPRISE HAS DETERMINED THAT ALL DEDICATIONS OCCURRING WITH THIS PLAT ARE IN CONFORMANCE WITH THE SURPRISE GENERAL PLAN.
- PURSUANT TO A.R.S. § 42-11102, THE CITY OF SURPRISE, A POLITICAL SUBDIVISION OF THE STATE OF ARIZONA, IS EXEMPT FROM ALL TAXES AND ASSESSMENTS BASED ON ASSESSED VALUE EXCEPT FOR SPECIAL DISTRICTS #14751 AND 14710, WHEN APPLICABLE.
- LANDSCAPE PLANTINGS SHALL BE PER THE APS APPROVED PLANT LIST WITHIN THE REAR 10' OF LOTS 14 THROUGH 23. A 10' LANDSCAPE HEIGHT EASEMENT (LHE) DEPICTS AS SUCH.
- THE MAINTENANCE OF LANDSCAPING WITHIN THE OPEN SPACES, LANDSCAPED TRACTS, RETENTION BASINS AND PARKS SHALL BE THE RESPONSIBILITY OF THE OWNER OR THE ASSOCIATION FORMED BY THE OWNER.
- THE MAINTENANCE OF LANDSCAPING WITHIN THE ADJACENT PUBLIC RIGHTS-OF-WAY, INCLUDING LANDSCAPED MEDIANS WITHIN COLLECTORS AND LOCAL STREETS AND LANDSCAPED AREAS BETWEEN THE CURB AND THE DETACHED SIDEWALK, SHALL BE THE RESPONSIBILITY OF THE ADJACENT PROPERTY OWNER OR THE PROPERTY ASSOCIATION FORMED BY THE ADJACENT PROPERTY.
- ZONING OF THE PROPERTY IS PER SURPRISE ZONING CASE FS17-587 OR AS SUBSEQUENTLY AMENDED.
- THIS FINAL PLAT IS IN SUBSTANTIAL CONFORMANCE WITH THE PRELIMINARY PLAT AS APPROVED UNDER CITY OF SURPRISE CASE FS17-394.



DEVELOPER

TOLL BROTHERS
8767 E VIA DE VENTURA, SUITE 390
SCOTTSDALE, AZ 85258
TEL: (480) 314-6711
CONTACT: OSCAR DOMINGUEZ

SHEET INDEX

- | | |
|-------|---|
| 1 | COVER SHEET |
| 2 | LOT AREA TABLE, TRACT AREA & USAGE TABLE, CURVE TABLE, LINE TABLE |
| 3 - 6 | FINAL PLAT PLAN SHEETS |

ENGINEER

EPS GROUP, INC.
2045 S. VINEYARD, SUITE 101
MESA, AZ 85210
TEL: (480)-503-2250
FAX: (480)-503-2258
CONTACT: RICH HOPPE, P.E.

HOMEOWNERS ASSOCIATION RATIFICATION

KNOW ALL MEN BY THESE PRESENTS: THAT TOLL AT PRASADA COMMUNITY ASSOCIATION, INC., AN ARIZONA NON-PROFIT CORPORATION, HEREBY RATIFIES, AFFIRMS AND APPROVES THIS PLAT FOR "TOLL AT PRASADA, PHASE 1 UNIT D" AND THE RESPONSIBILITIES IMPOSED UPON IT UNDER THIS PLAT.

IN WITNESS WHEREOF, _____ HAS CAUSED ITS NAME TO BE AFFIXED BY THE UNDERSIGNED, DULY AUTHORIZED OFFICER THIS _____ DAY OF _____, 2019.

TOLL AT PRASADA COMMUNITY ASSOCIATION, INC.,
AN ARIZONA NON-PROFIT CORPORATION

BY: _____

ITS: _____

ACKNOWLEDGMENT

STATE OF ARIZONA }
COUNTY OF MARICOPA } SS

ON THIS _____ DAY OF _____, 2019 BEFORE ME, THE UNDERSIGNED, PERSONALLY APPEARED _____, WHO ACKNOWLEDGED HIMSELF TO BE THE PERSON WHOSE NAME IS SUBSCRIBED TO THE INSTRUMENT WITHIN, AND WHO EXECUTED THE FOREGOING INSTRUMENT FOR THE PURPOSES THEREIN CONTAINED.

IN WITNESS WHEREOF, I HAVE HEREUNTO SET MY HAND AND OFFICIAL SEAL.

NOTARY PUBLIC DATE _____

MY COMMISSION EXPIRES: _____

CITY OF SURPRISE ENGINEER APPROVAL

DATA ON THIS PLAT REVIEWED AND APPROVED THIS _____ DAY OF _____, 2019,
BY THE CITY ENGINEER OF SURPRISE, ARIZONA.

APPROVED _____ DATE _____
CITY ENGINEER

CITY OF SURPRISE COUNCIL APPROVAL

APPROVED BY THE CITY COUNCIL OF THE CITY OF SURPRISE, ARIZONA, THIS _____ DAY OF _____, 2019.

MAYOR DATE _____

ATTEST: _____ DATE _____
CITY CLERK

CERTIFICATION

I, JESSE BOYD, HEREBY CERTIFY THAT I AM A REGISTERED LAND SURVEYOR IN THE STATE OF ARIZONA; THAT THIS PLAT CORRECTLY REPRESENTS A SURVEY MADE UNDER MY DIRECTION DURING THE MONTH OF NOVEMBER, 2017; THAT THE SURVEY IS TRUE AND CORRECT AS SHOWN; THAT ALL MONUMENTS ACTUALLY EXIST OR WILL BE SET AS SHOWN; THAT SAID MONUMENTS ARE SUFFICIENT TO ENABLE THE SURVEY TO BE RETRACED.

JESSE BOYD, RLS 42937
EPS GROUP, INC.
2045 S. VINEYARD AVE., STE. 101
MESA, ARIZONA 85210
PHONE: (480) 503-2250
FAX: (480) 503-2258

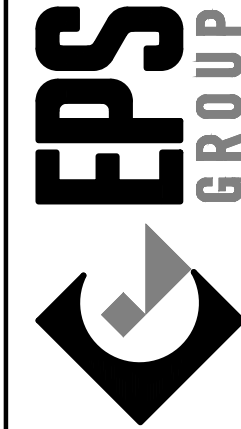
DATE OF PREPARATION: 08/22/18

16-339

Jan 10, 2019 10:48am C:\Users\jboyd\appdata\local\temp\AcPublish_12324\16-339 - UNIT D Plat.dwg

jboyd

2045 S. Vineyard Ave., Suite 101
Mesa, AZ 85210
T: 480.503.2250 | F: 480.503.2258
www.epsgroupinc.com



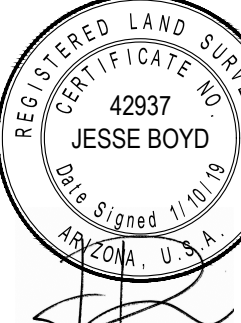
Toll at Prasada
Phase I Unit D
SURPRISE, ARIZONA

Final Plat

Project:

Revisions:

Designer: JB
Drawn by: AG



Job No.
16-339

FP01

Sheet No.
1
of 6

LOT AREA TABLE			
LOT #	AREA (SF)	AREA (AC)	LOT CATEGORY
500	4,680	0.1074	E
501	4,990	0.1146	E
502	6,065	0.1392	E
503	4,990	0.1146	E
504	5,429	0.1246	E
505	5,148	0.1182	E
506	4,990	0.1146	E
507	6,065	0.1392	E
508	4,990	0.1146	E
509	5,148	0.1182	E
510	5,270	0.1210	E
511	6,359	0.1460	E
512	5,627	0.1292	E
513	4,705	0.1080	E
514	5,293	0.1215	E
515	9,737	0.2235	C
516	9,091	0.2087	C
517	7,792	0.1789	D1
518	7,792	0.1789	D1
519	7,792	0.1789	D1

LOT AREA TABLE			
LOT #	AREA (SF)	AREA (AC)	LOT CATEGORY
560	5,500	0.1263	D1
561	9,473	0.2175	D2
562	7,678	0.1763	D1
563	6,382	0.1465	D1
564	5,836	0.1340	D1
565	5,500	0.1263	D1
566	6,600	0.1515	D1
567	5,500	0.1263	D1
568	5,500	0.1263	D1
569	5,500	0.1263	D1
570	12,046	0.2765	D2
571	6,561	0.1506	D1
572	6,700	0.1538	D1
573	5,500	0.1263	D1
574	5,763	0.1323	D1
575	10,014	0.2299	D2
576	5,500	0.1263	D1
577	5,500	0.1263	D1
578	5,500	0.1263	D1
579	6,600	0.1515	D1

LOT AREA TABLE			
LOT #	AREA (SF)	AREA (AC)	LOT CATEGORY
520	8,990	0.2064	D1
521	10,378	0.2382	C
522	7,527	0.1728	D1
523	10,234	0.2349	C
524	8,619	0.1979	C
525	5,250	0.1205	D1
526	6,300	0.1446	D1
527	7,300	0.1676	C
528	11,500	0.2640	C
529	9,118	0.2093	D1
530	7,680	0.1763	D1
531	10,685	0.2453	D1
532	8,146	0.1870	D2
533	11,189	0.2569	C
534	6,466	0.1484	D1
535	6,635	0.1523	D1
536	9,688	0.2224	C
537	8,339	0.1914	D2
538	6,533	0.1500	D2
539	9,729	0.2233	C

LOT AREA TABLE			
LOT #	AREA (SF)	AREA (AC)	LOT CATEGORY
580	6,600	0.1515	D1
581	6,648	0.1526	D1
582	5,621	0.1290	D1
583	6,610	0.1517	D1
584	9,933	0.2280	D2
585	6,318	0.1450	E
586	4,700	0.1079	E
587	5,600	0.1286	E
588	4,700	0.1079	E
589	6,260	0.1437	E

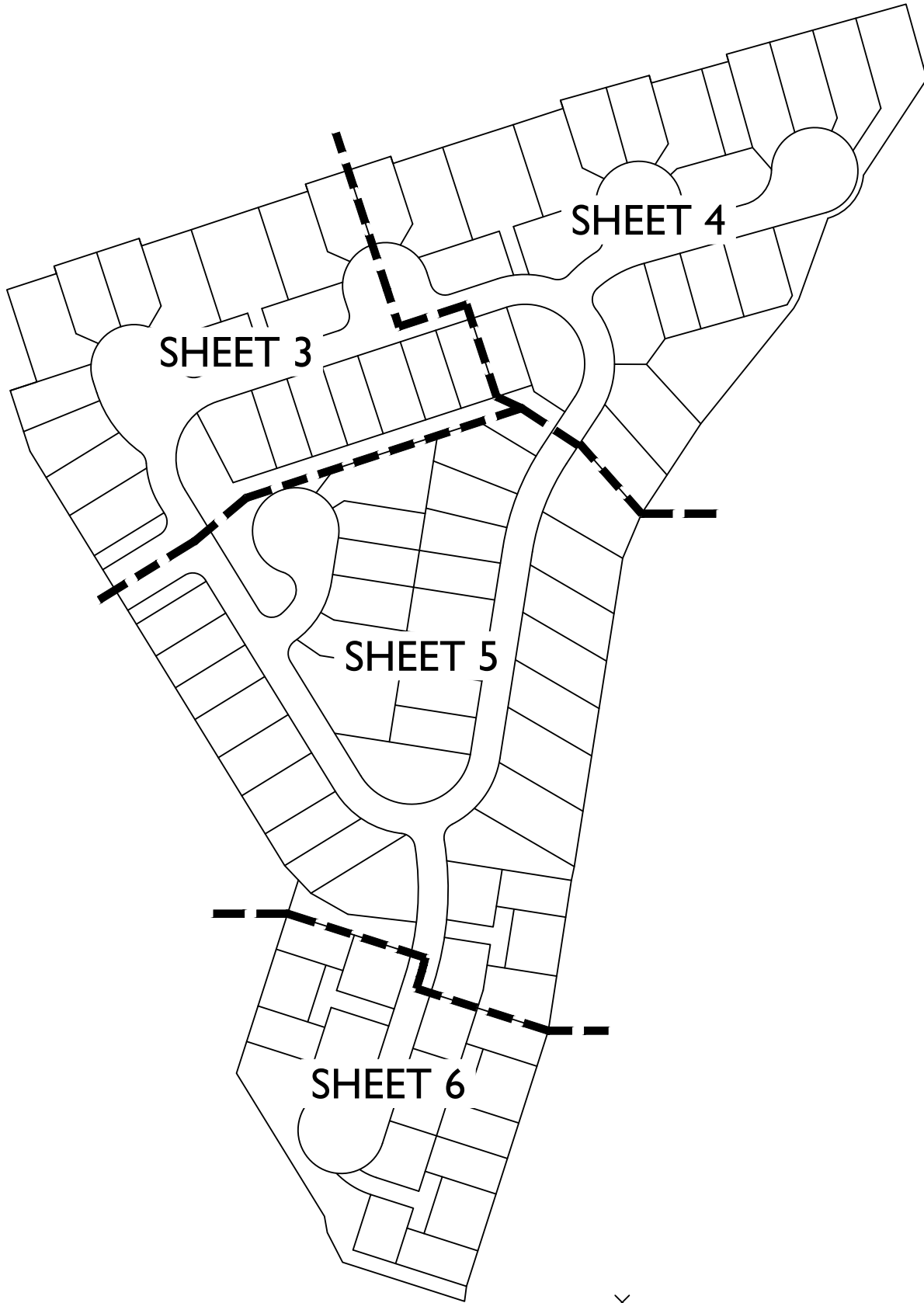
LOT AREA TABLE			
LOT #	AREA (SF)	AREA (AC)	LOT CATEGORY
540	6,478	0.1487	D1
541	6,465	0.1484	D1
542	9,730	0.2234	C
543	6,518	0.1496	D2
544	6,535	0.1500	D2
545	9,693	0.2225	C
546	6,468	0.1485	D1
547	6,464	0.1484	D1
548	9,694	0.2225	C
549	5,944	0.1364	D1
550	6,708	0.1540	D1
551	7,297	0.1675	D1
552	7,143	0.1640	D1
553	7,726	0.1774	D1
554	5,500	0.1263	D1
555	5,500	0.1263	D1
556	5,500	0.1263	D1
557	6,600	0.1515	D1
558	5,500	0.1263	D1
559	5,500	0.1263	D1

CURVE TABLE						
CURVE	LENGTH	RADIUS	DELTA	TANGENT	CHORD	CHORD BRG
C1	33.39'	20.00'	95°38'32"	22.07'	29.64'	S65°52'26"E
C2	11.82'	120.00'	5°38'32"	5.91'	11.81'	S69°07'34"W
C3	31.42'	20.00'	90°00'00"	20.00'	28.28'	N26°56'50"E
C4	182.21'	58.00'	180°00'00"	INFINITY	116.00'	S71°56'50"W
C5	31.42'	20.00'	90°00'00"	20.00'	28.28'	S63°03'10"E
C6	75.83'	120.00'	36°12'21"	39.23'	74.57'	N89°57'00"W
C7	22.71'	20.00'	65°03'13"	12.75'	21.51'	N75°37'34"E
C8	48.40'	190.00'	14°35'42"	24.33'	48.27'	S50°23'48"W
C9	25.58'	20.00'	73°17'26"	14.88'	23.87'	N21°02'56"E
C10	31.42'	20.00'	90°00'00"	20.00'	28.28'	S60°35'47"E
C11	61.63'	48.00'	73°33'34"	35.88'	57.48'	N37°37'26"E
C12	68.77'	150.00'	26°16'12"	35.00'	68.17'	S61°16'07"W
C13	30.10'	20.00'	86°13'10"	18.72'	27.34'	S05°01'26"W
C14	25.18'	20.00'	72°08'13"	14.57'	23.55'	S26°58'05"W
C15	26.16'	20.00'	74°55'45"	15.33'	24.33'	N46°17'09"W
C16	61.63'	48.00'	73°33'34"	35.88'	57.48'	N54°32'21"E
C17	30.21'	20.00'	86°31'57"	18.82'	27.42'	S11°41'05"W
C18	34.25'	20.00'	98°06'48"	23.05'	30.21'	S80°38'17"E
C19	24.58'	80.00'	17°36'18"	12.39'	24.48'	N41°30'10"E
C20	46.12'	25.00'	105°41'46"	32.99'	39.85'	N20°08'52"W

TRACT/PARCEL AREA TABLE			
TRACT/PARCEL	TRACT USE	AREA (SF)	AREA (AC)
A	LANDSCAPE/OPEN SPACE	13,563	0.3114
B	LANDSCAPE/OPEN SPACE	14,238	0.3269
E	LANDSCAPE/OPEN SPACE	18,696	0.4292
F	LANDSCAPE/OPEN SPACE	31,099	0.7139
G	LANDSCAPE/OPEN SPACE	2,334	0.0536
H	LANDSCAPE/OPEN SPACE	2,334	0.0536
I	LANDSCAPE/OPEN SPACE	10,333	0.2372
J	LANDSCAPE/OPEN SPACE	8,614	0.1978
K	SHARED DRIVEWAY	3,422	0.0786
L	LANDSCAPE/OPEN SPACE	5,680	0.1304
M	SHARED DRIVEWAY	3,504	0.0804
N	SHARED DRIVEWAY	4,279	0.0982
O	SHARED DRIVEWAY	3,868	0.0888
P	LANDSCAPE/OPEN SPACE/TEMPORARY ACCESS EASEMENT	20,541	0.4715
PS1	PRIVATE STREETS	187,808	4.3115

CURVE TABLE						
CURVE	LENGTH	RADIUS	DELTA	TANGENT	CHORD	CHORD BRG
C21	31.42'	20.00'	90°00'00"	20.00'	28.28'	N76°34'54"W
C22	31.42'	20.00'	90°00'00"	20.00'	28.28'	N13°25'06"E
C23	59.48'	120.00'	28°23'56"	30.36'	58.87'	S17°22'56"E
C24	17.84'	20.00'	51°07'13"	9.57'	17.26'	N28°44'34"W

LINE TABLE		
LINE	BEARING	LENGTH
L1	S18°03'10"E	16.32'
L2	S18°03'10"E	18.18'
L3	S31°34'54"E	13.97'



KEY MAP (NTS)



LEGAL DESCRIPTION

A PORTION OF THE EAST HALF OF SECTION 23, TOWNSHIP 3 NORTH, RANGE 2 WEST OF THE GILA AND SALT RIVER MERIDIAN, MARICOPA COUNTY, ARIZONA, MORE PARTICULARLY DESCRIBED AS FOLLOWS:

COMMENCING AT A BRASS CAP FLUSH AT THE NORTHEAST CORNER OF SAID SECTION 23, FROM WHICH THE CALCULATED EAST QUARTER--CORNER BEARS SOUTH 0 DEGREES 24 MINUTES 11 SECONDS WEST, 2640.04 FEET;

THENCE ALONG THE EAST LINE OF SAID EAST HALF, SOUTH 0 DEGREES 24 MINUTES 11 SECONDS WEST, 1737.23 FEET;

THENCE NORTH 89 DEGREES 35 MINUTES 49 SECONDS WEST, 1084.88 FEET TO THE POINT OF BEGINNING;

THENCE SOUTH 15 DEGREES 35 MINUTES 47 SECONDS EAST, 104.07 FEET;

THENCE SOUTH 33 DEGREES 21 MINUTES 30 SECONDS WEST, 154.10 FEET TO THE BEGINNING OF A NON-TANGENT CURVE, CONCAVE NORTHWEST, FROM WHICH THE RADIUS POINT BEARS NORTH 85 DEGREES 22 MINUTES 04 SECONDS WEST A DISTANCE OF 66.00 FEET;

THENCE SOUTHWESTERLY 80.37 FEET ALONG THE ARC OF SAID CURVE TO THE RIGHT THROUGH A CENTRAL ANGLE OF 69 DEGREES 46 MINUTES 18 SECONDS;

THENCE ON A NON-TANGENT LINE SOUTH 19 DEGREES 46 MINUTES 56 SECONDS WEST, 115.38 FEET;

THENCE SOUTH 29 DEGREES 24 MINUTES 13 SECONDS WEST, 14.14 FEET;

THENCE SOUTH 38 DEGREES 49 MINUTES 58 SECONDS WEST, 198.72 FEET;

THENCE SOUTH 33 DEGREES 21 MINUTES 30 SECONDS WEST, 144.45 FEET;

THENCE SOUTH 22 DEGREES 56 MINUTES 13 SECONDS WEST, 64.99 FEET;

THENCE SOUTH 8 DEGREES 55 MINUTES 20 SECONDS WEST, 418.57 FEET;

THENCE SOUTH 11 DEGREES 57 MINUTES 21 SECONDS WEST, 18.90 FEET;

THENCE SOUTH 8 DEGREES 42 MINUTES 26 SECONDS WEST, 204.06 FEET;

THENCE SOUTH 17 DEGREES 45 MINUTES 34 SECONDS WEST, 360.00 FEET;

THENCE SOUTH 7 DEGREES 14 MINUTES 10 SECONDS WEST, 20.34 FEET;

THENCE NORTH 72 DEGREES 14 MINUTES 26 SECONDS WEST, 171.81 FEET;

THENCE NORTH 27 DEGREES 14 MINUTES 26 SECONDS WEST, 44.85 FEET;

THENCE NORTH 9 DEGREES 57 MINUTES 56 SECONDS WEST, 22.07 FEET;

THENCE NORTH 31 DEGREES 34 MINUTES 54 SECONDS WEST, 225.29 FEET;

THENCE NORTH 17 DEGREES 45 MINUTES 34 SECONDS EAST, 272.21 FEET;

THENCE NORTH 43 DEGREES 27 MINUTES 44 SECONDS WEST, 26.69 FEET;

THENCE NORTH 31 DEGREES 34 MINUTES 54 SECONDS WEST, 71.23 FEET;

THENCE NORTH 31 DEGREES 34 MINUTES 54 SECONDS WEST, 581.12 FEET;

THENCE NORTH 18 DEGREES 03 MINUTES 10 SECONDS WEST, 85.65 FEET;

THENCE NORTH 71 DEGREES 56 MINUTES 50 SECONDS EAST, 37.52 FEET;

THENCE NORTH 18 DEGREES 00 MINUTES 00 SECONDS WEST, 130.00 FEET;

THENCE NORTH 71 DEGREES 56 MINUTES 50 SECONDS EAST, 70.00 FEET;

THENCE NORTH 18 DEGREES 00 MINUTES 00 SECONDS WEST, 10.50 FEET;

THENCE NORTH 71 DEGREES 56 MINUTES 50 SECONDS EAST, 120.00 FEET;

THENCE SOUTH 18 DEGREES 00 MINUTES 00 SECONDS EAST, 10.50 FEET;

THENCE NORTH 71 DEGREES 56 MINUTES 50 SECONDS EAST, 70.00 FEET;

THENCE NORTH 71 DEGREES 38 MINUTES 43 SECONDS EAST, 94.86 FEET;

THENCE NORTH 71 DEGREES 56 MINUTES 50 SECONDS EAST, 70.00 FEET;

THENCE NORTH 18 DEGREES 03 MINUTES 10 SECONDS WEST, 10.00 FEET;

THENCE NORTH 71 DEGREES 56 MINUTES 50 SECONDS EAST, 120.15 FEET;

THENCE SOUTH 18 DEGREES 00 MINUTES 00 SECONDS EAST, 10.00 FEET;

THENCE NORTH 71 DEGREES 56 MINUTES 50 SECONDS EAST, 70.00 FEET;

THENCE NORTH 72 DEGREES 14 MINUTES 03 SECONDS EAST, 99.86 FEET;

THENCE NORTH 71 DEGREES 56 MINUTES 50 SECONDS EAST, 70.00 FEET;

THENCE NORTH 18 DEGREES 03 MINUTES 10 SECONDS WEST, 11.58 FEET;

THENCE NORTH 74 DEGREES 24 MINUTES 13 SECONDS EAST, 123.67 FEET;

THENCE SOUTH 15 DEGREES 35 MINUTES 47 SECONDS EAST, 10.50 FEET;

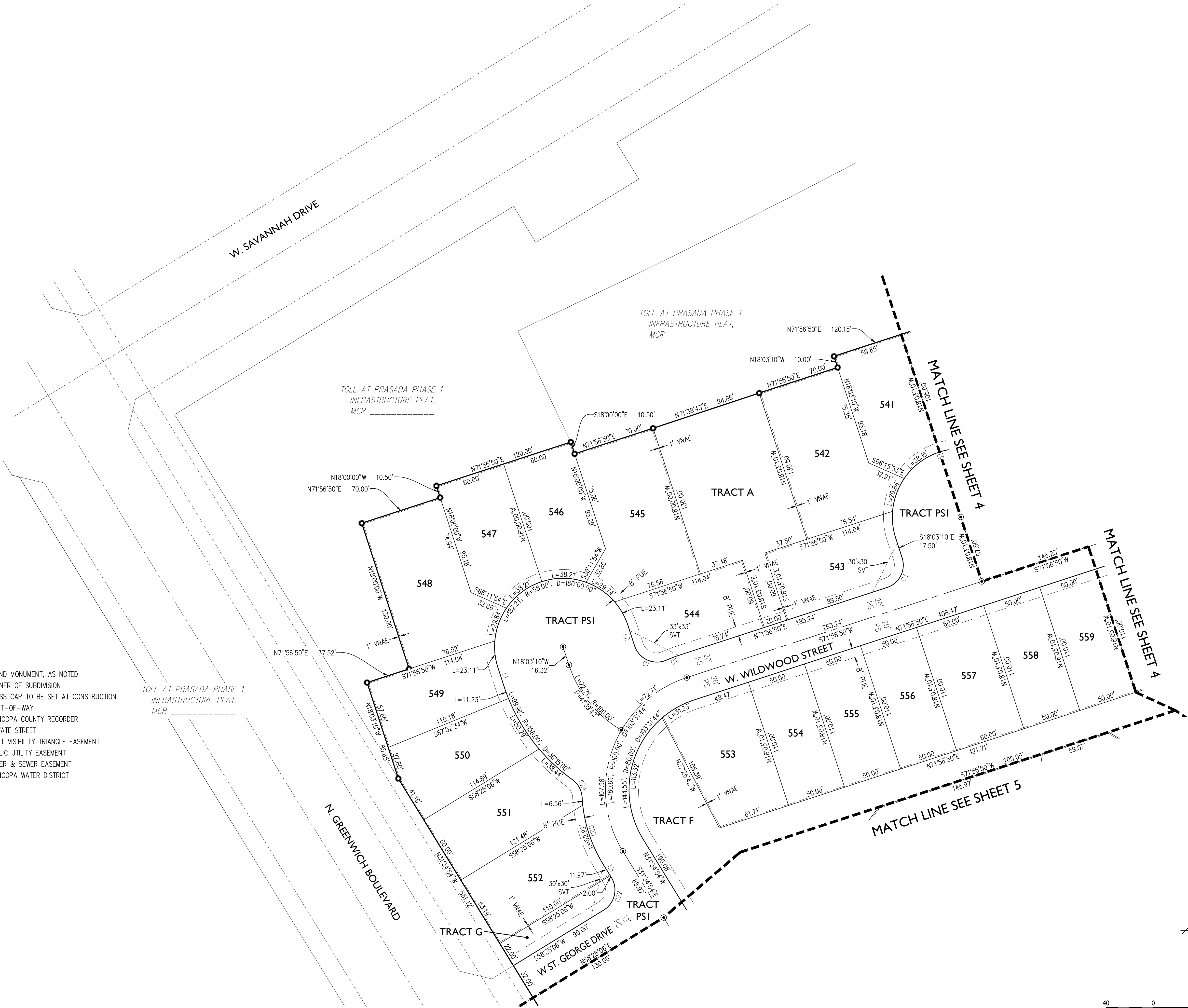
THENCE NORTH 74 DEGREES 24 MINUTES 13 SECONDS EAST, 107.50 FEET;

THENCE NORTH 15 DEGREES 35 MINUTES 47 SECONDS WEST, 10.00 FEET;

THENCE NORTH 74 DEGREES 24 MINUTES 13 SECONDS EAST, 250.00 FEET TO THE POINT OF BEGINNING.

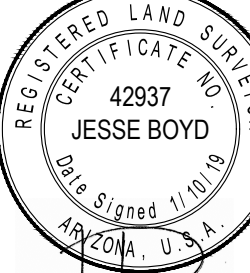
LEGEND

- FOUND MONUMENT, AS NOTED
- CORNER OF SUBDIVISION
- BRASS CAP TO BE SET AT CONSTRUCTION
- R/W RIGHT-OF-WAY
- M.C.R. MARICOPA COUNTY RECORDER
- PS PRIVATE STREET
- SVT SIGHT VISIBILITY TRIANGLE EASEMENT
- PUE PUBLIC UTILITY EASEMENT
- WSE WATER & SEWER EASEMENT
- MWD MARICOPA WATER DISTRICT



Revisions:

Designer: JB
Drawn by: AG



Job No.
16-339

FP03

Sheet No.
3
of 6

- LEGEND**
- FOUND MONUMENT, AS NOTED
 - CORNER OF SUBDIVISION
 - BRASS CAP TO BE SET AT CONSTRUCTION
 - R/W RIGHT-OF-WAY
 - M.C.R. MARICOPA COUNTY RECORDER
 - PS PRIVATE STREET
 - SVT SIGHT VISIBILITY TRIANGLE EASEMENT
 - PUE PUBLIC UTILITY EASEMENT
 - WSE WATER & SEWER EASEMENT
 - MWD MARICOPA WATER DISTRICT



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Mesa, AZ 85210
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www.epsgroupinc.com

Toll at Prasada
Phase I Unit D
SURPRISE, ARIZONA

Final Plat

Project:

Revisions:

Designer: JB
Drawn by: AG

Job No.
16-339

FP04

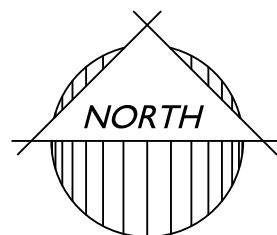
Sheet No.
4
of 6



TOLL AT PRASADA PHASE 1
INFRASTRUCTURE PLAT,
MCR

LEGEND

- FOUND MONUMENT, AS NOTED
- CORNER OF SUBDIVISION
- BRASS CAP TO BE SET AT CONSTRUCTION
- R/W RIGHT-OF-WAY
- M.C.R. MARICOPA COUNTY RECORDER
- PS PRIVATE STREET
- SVT SIGHT VISIBILITY TRIANGLE EASEMENT
- PUE PUBLIC UTILITY EASEMENT
- WSE WATER & SEWER EASEMENT
- MWD MARICOPA WATER DISTRICT



Project:

Revisions:

Design:

JB

Drawn by:

AG

REGISTERED LAND SURVEYOR

42937

JESSE BOYD

DATE Signed 1/10/19

ARIZONA, U.S.A.

Job No.

16-339

FP05

Sheet No.

5

of 6

EPS GROUP

2045 S. Vineyard Ave, Suite 101
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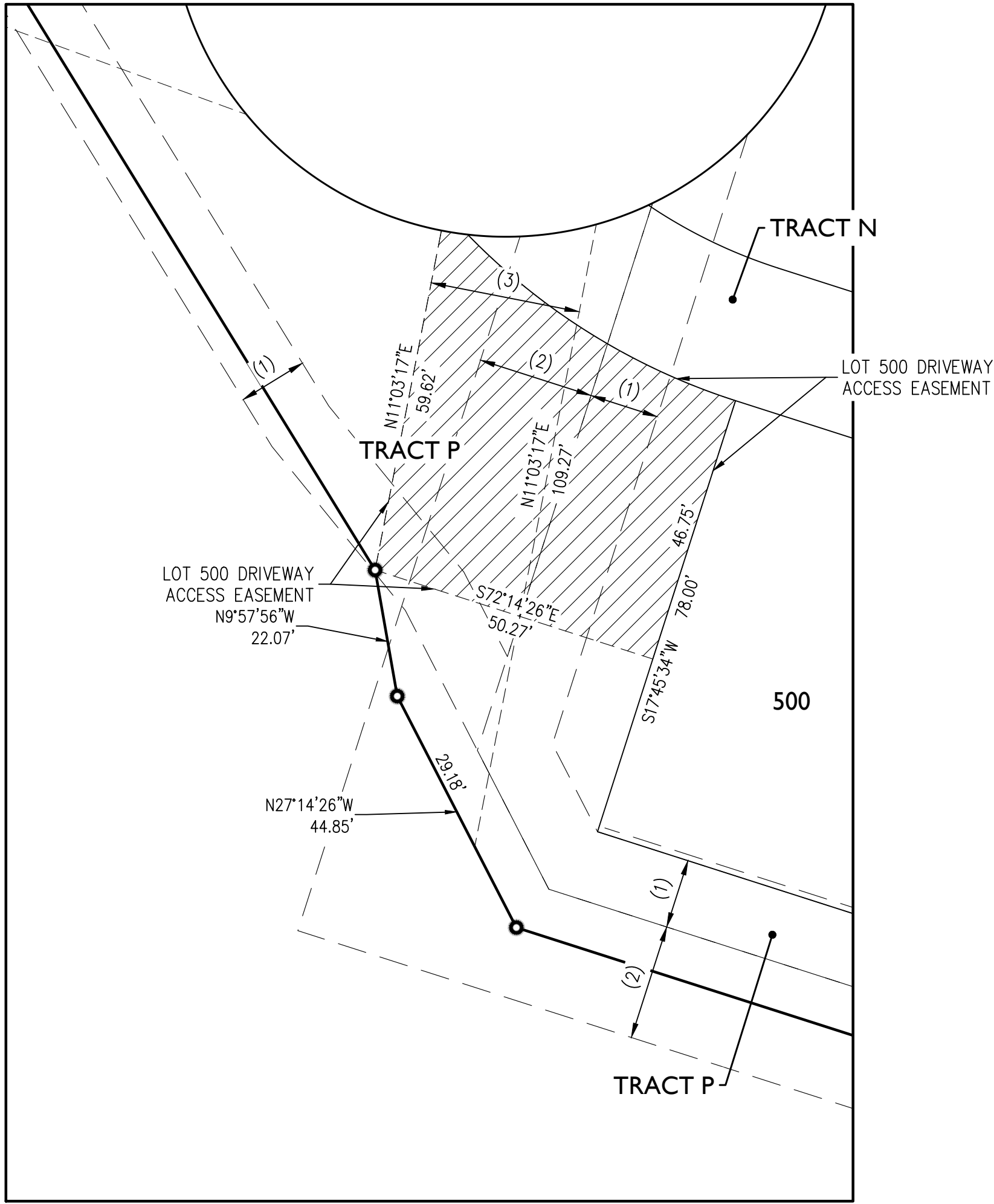
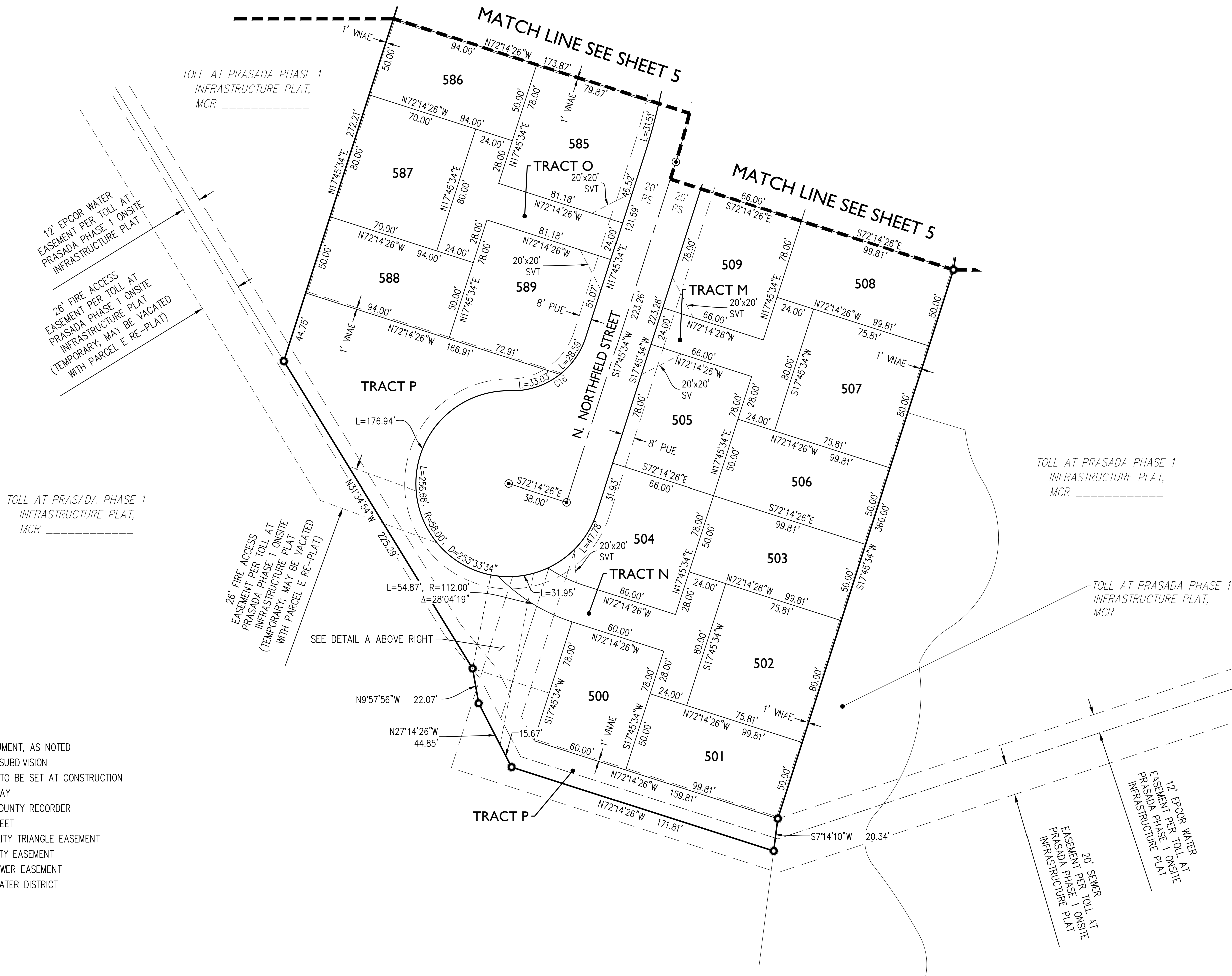
Toll at Prasada
Phase I Unit D
SURPRISE, ARIZONA

Final Plat

Page 66 of 1008

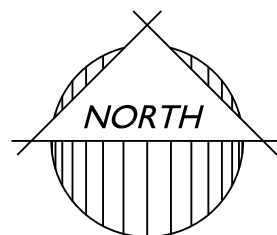
LEGEND

- FOUND MONUMENT, AS NOTED
- CORNER OF SUBDIVISION
- BRASS CAP TO BE SET AT CONSTRUCTION
- RIGHT-OF-WAY
- M.C.R. MARICOPA COUNTY RECORDER
- PS PRIVATE STREET
- SVT SIGHT VISIBILITY TRIANGLE EASEMENT
- PUE PUBLIC UTILITY EASEMENT
- WSE WATER & SEWER EASEMENT
- MWD MARICOPA WATER DISTRICT



- DETAIL A (NOT TO SCALE)
- 12' EPCOR WATER EASEMENT PER TOLL AT PRASADA PHASE 1 ONSITE INFRASTRUCTURE PLAT
 - 20' SEWER EASEMENT PER TOLL AT PRASADA PHASE 1 ONSITE INFRASTRUCTURE PLAT
 - 26' FIRE ACCESS EASEMENT (PERMANENT; NO PARKING IS ALLOWED WITHIN THE FIRE ACCESS EASEMENT)

LOT 500 DRIVEWAY ACCESS EASEMENT



Project:

Revisions:

Designer: JB

Drawn by: AG

REGISTERED LAND SURVEYOR

42937

JESSE BOYD

DATE Signed 1/10/19

ARIZONA, U.S.A.

Job No.

16-339

FP06

Sheet No.

6 of 6

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Toll at Prasada

Phase I Unit D

SURPRISE, ARIZONA

Final Plat



City Council

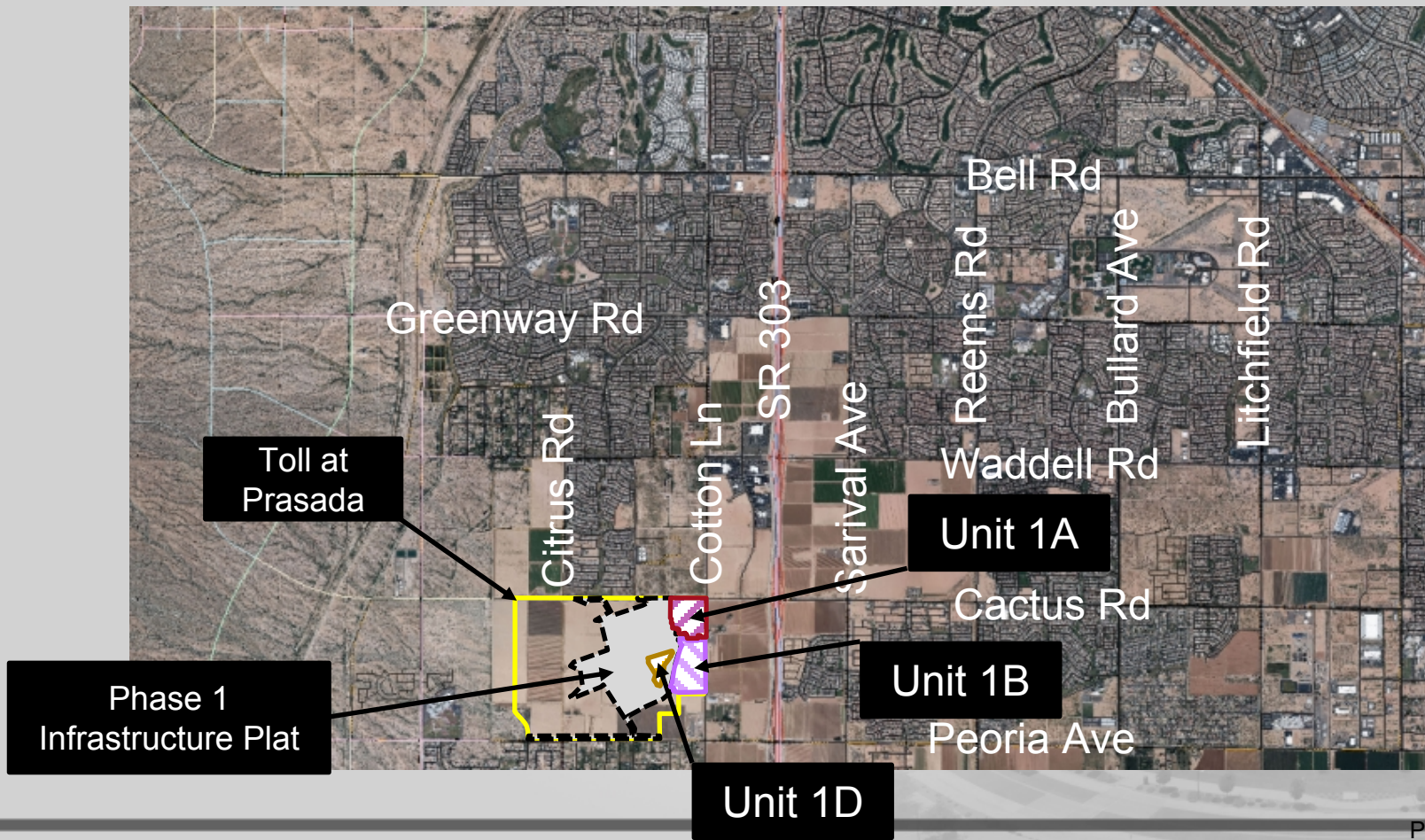
March 5, 2019

Toll at Prasada

Phase 1 – Unit A Final Plat

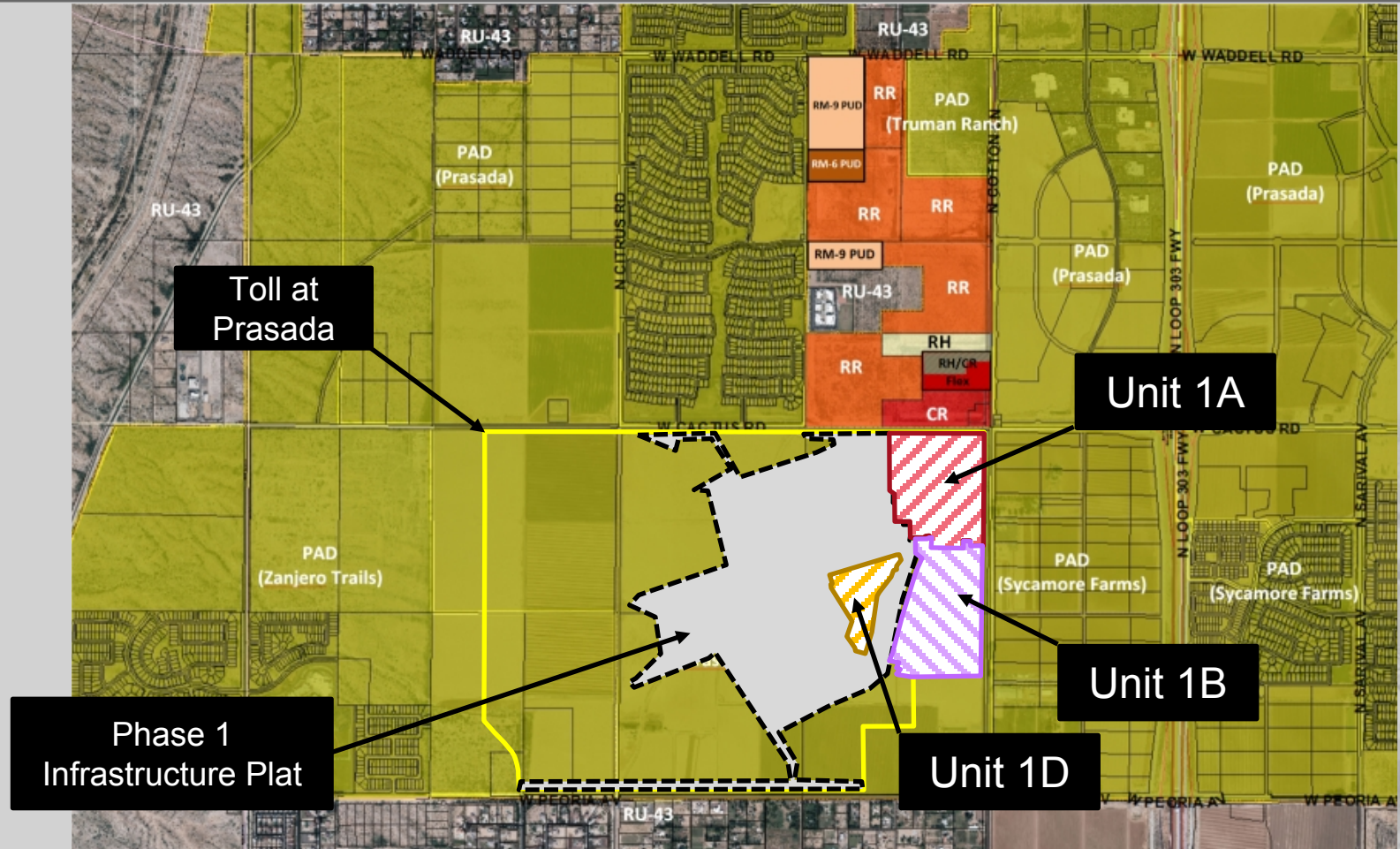
Phase 1 – Unit B Final Plat

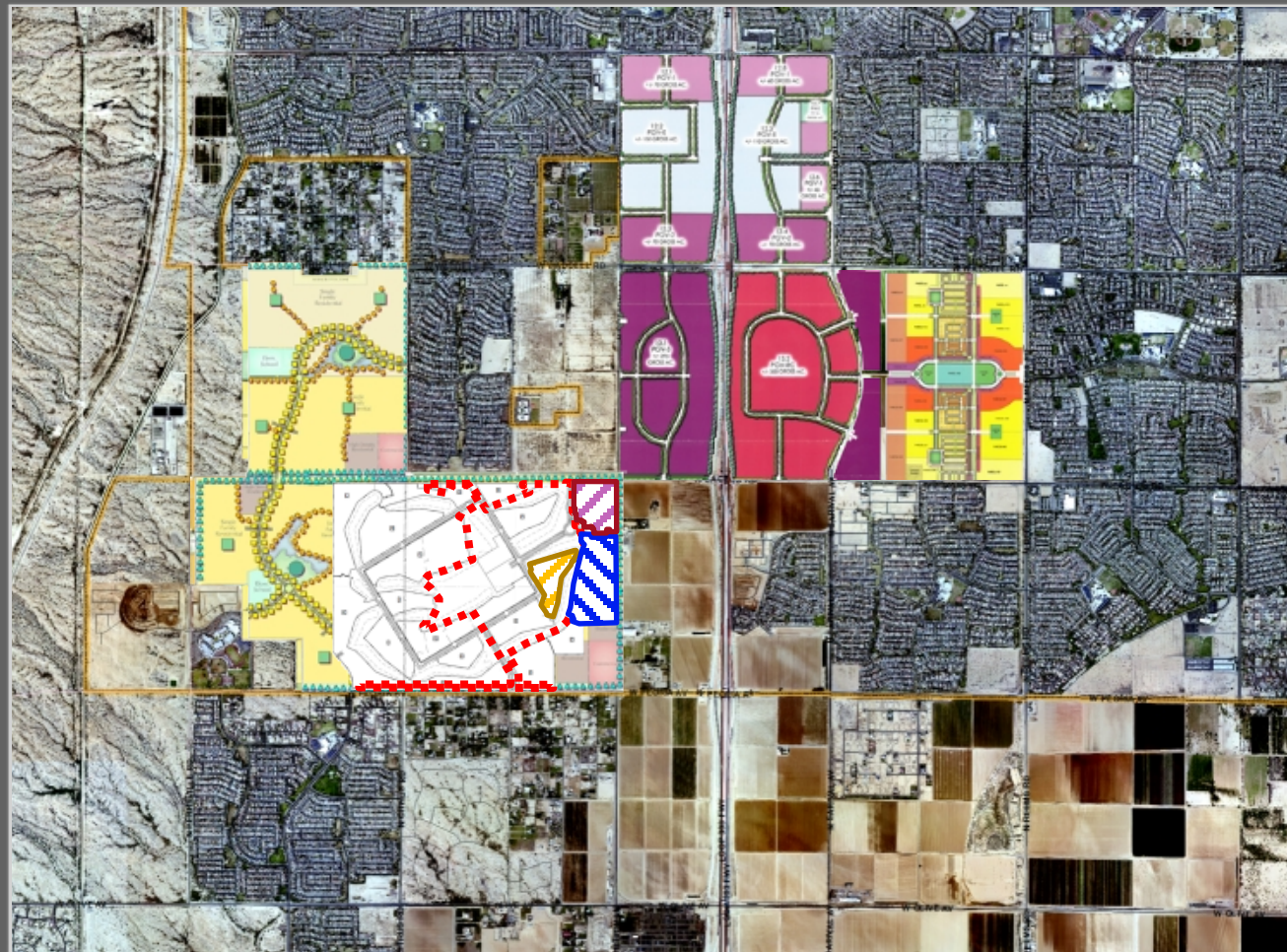
Phase 1 – Unit D Final Plat



Combined Vicinity Map

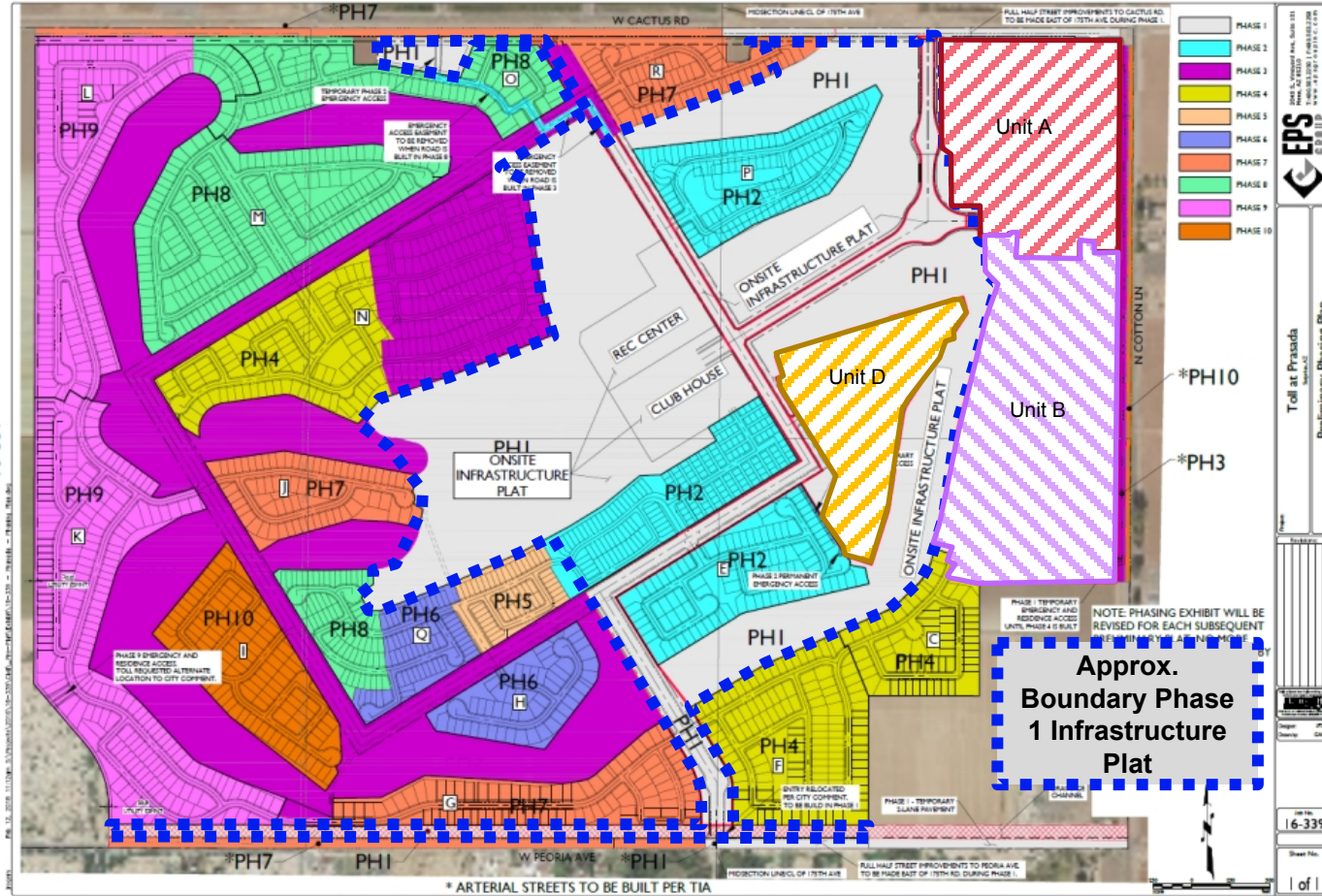
Combined Case Map





Context

16-339



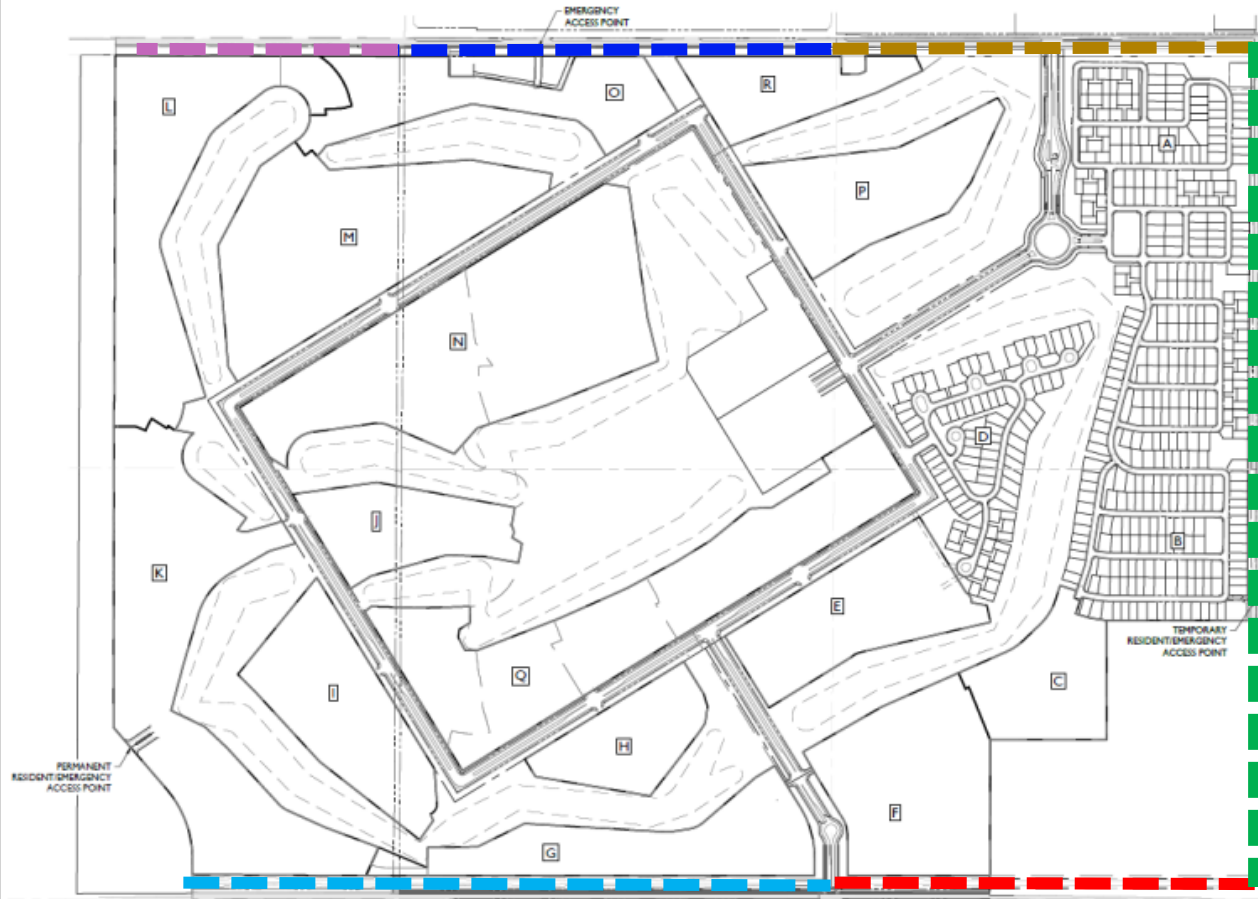
EPS
Engineering & Planning Services, Inc.
Toll at Paradise
Preliminary Phasing Plan
16-339
1 of 1

FS17-394 Phasing

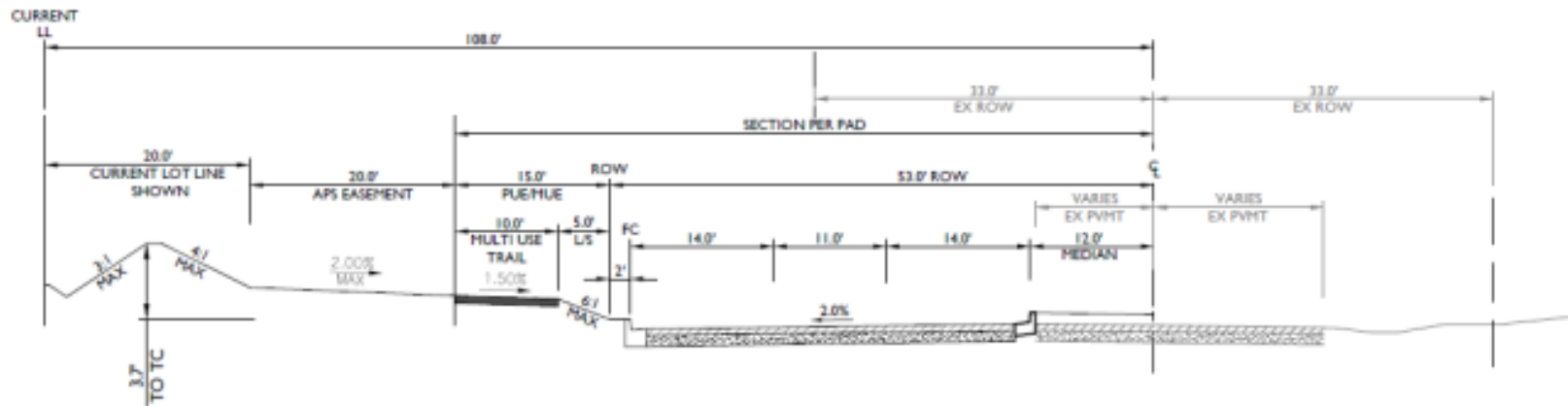


QUESTIONS OR COMMENTS?

Thank You



FS17-394 Pre-Plat

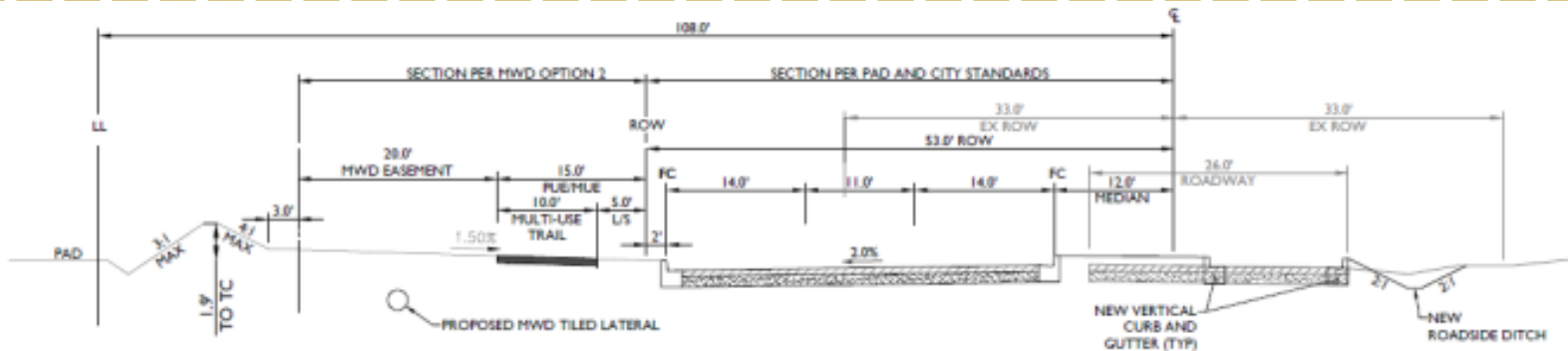


N. COTTON LANE

3 LANE URBAN MAJOR ARTERIAL ROAD HALF STREET IMPROVEMENTS (Looking North)

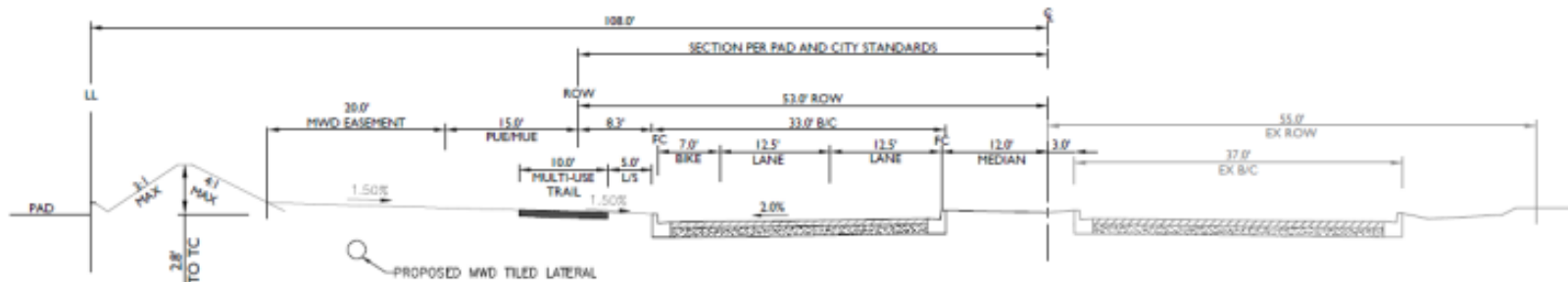
N.T.S.





W. CACTUS ROAD
 3 LANE URBAN MAJOR ARTERIAL ROAD HALF STREET IMPROVEMENTS CACTUS ROAD (Looking West)
 175TH AVENUE TO COTTON LANE
 N.T.S.



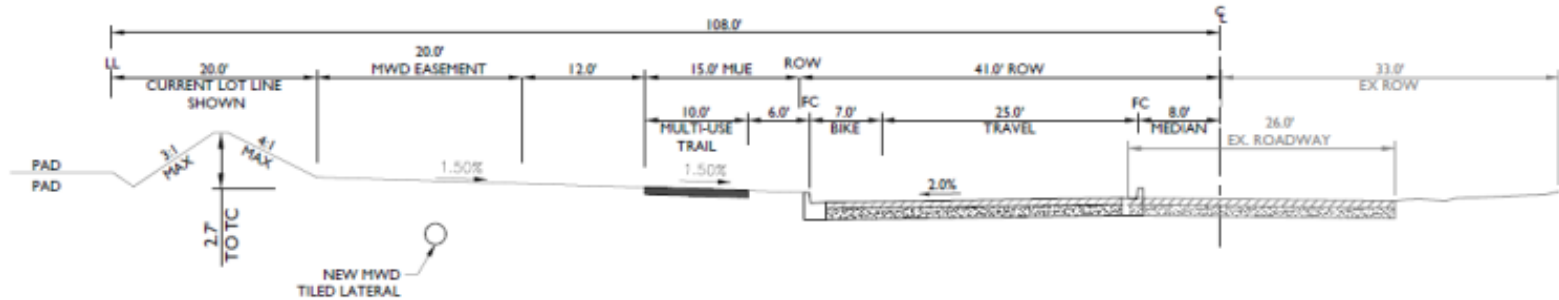


W. CACTUS ROAD

2 LANE URBAN MAJOR ARTERIAL ROAD HALF STREET IMPROVEMENTS CACTUS ROAD (Looking West)
MODIFIED TO HAVE A 12' MEDIAN
CITRUS ROAD TO 175TH AVENUE (SARAH ANN RANCH LIMITS)

N.T.S.



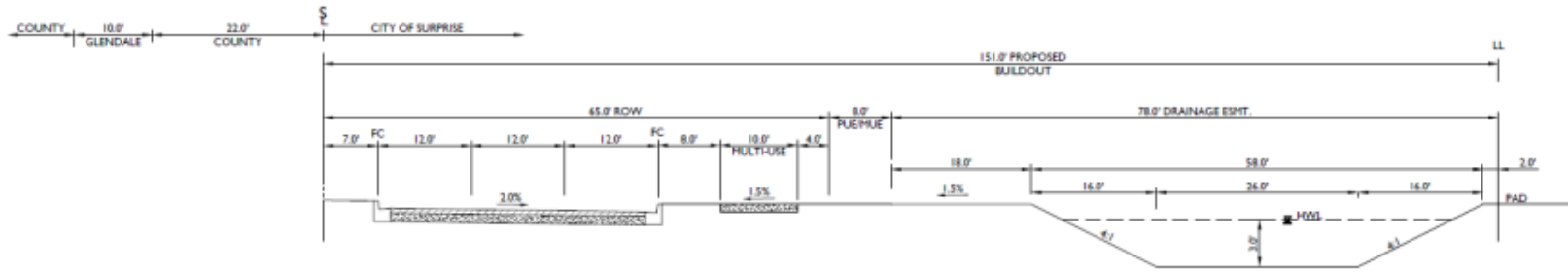


W. CACTUS ROAD

2 LANE URBAN MAJOR ARTERIAL ROAD HALF STREET IMPROVEMENTS (Looking West)
WEST OF CITRUS ROAD (MINOR ARTERIAL ROAD PER APPROVED PRASADA PAD)

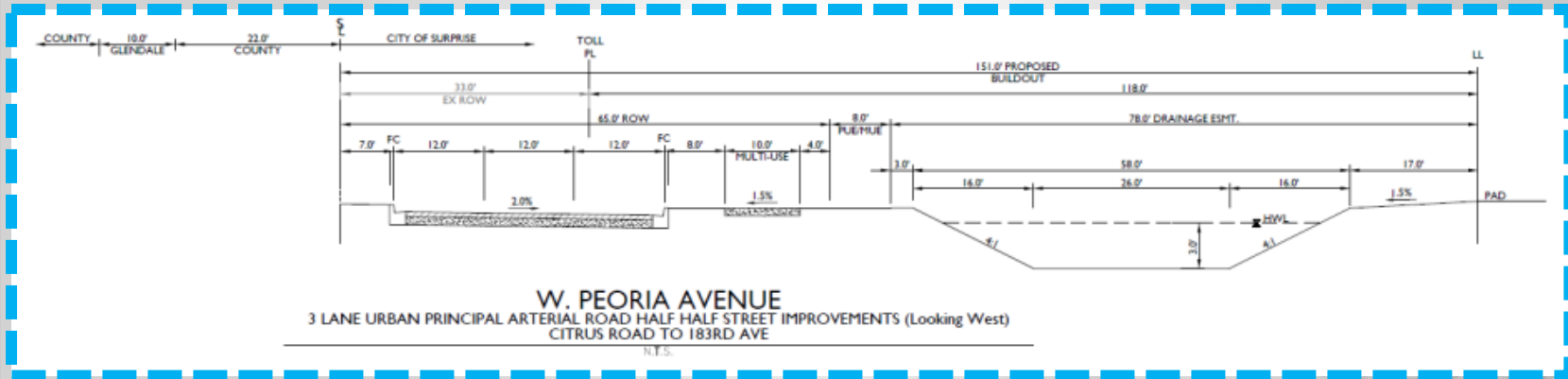
N.T.S.





W. PEORIA AVENUE
 3 LANE URBAN PRINCIPAL ARTERIAL ROAD HALF HALF STREET IMPROVEMENTS (Looking West)
 COTTON LANE TO CITRUS ROAD
 N.T.S.







CITY OF SURPRISE Regular City Council Meeting

Council Meeting Date: March 5, 2019 Contact Person: Hobart Wingard, PLANNER II
Submitting Department: Community Development District: Citywide
Staff Recommendations: None

Consent: Yes Regular: No Public Hearing: No Report/Discussion: No

Agenda Wording:

Consideration and action regarding a Master License Agreement for ExteNet Systems Inc., under Case FS19-049.

Motion:

I move to approve the Master License Agreement for ExteNet Systems, Inc., under Case FS19-049.

Background:

On January 16, 2018 the City Council approved a Zoning Text Amendment allowing for State mandated Small Wireless Facilities (“SWFs”) in City Rights-Of-Ways. Before submitting for the individual facilities, the Wireless Provider must submit for a Master License for all SWFs proposed by said provider. The language of the Master license was approved by staff and the City Council as part of the Zoning Text Amendment approved in January 16, 2018.

Objective Analysis:

The City Council has adopted the attached Master License to govern the use of City-Owned right-of-way for the placement of SWFs by a Wireless Services Provider as defined by the Arizona Revised Statutes (“ARS”), Section 9-591, et seq., Chapter 9, Title 8, entitled “Use of Public Highways by Wireless Providers (“Title 8”). These terms are effective as of August 9, 2017, and may be amended only upon approval of the City Council. These Terms work together with Section 122-105 of the Surprise Municipal Code for the City of Surprise.

Policy Compliant:

The Surprise General Plan 2035 Land Use Element identifies Wireless facility design, orientation, and access. The ExteNet SWFs will positively address each requirement as much as State and Federal Law permit.

Financial Impact:

All activity related to ongoing development of the City of Surprise has an economic and fiscal impact on the city and the region.

Budget Impact:

There is no anticipated budget impact related to this item.

FTE Impact:

This item does not have an impact on current staffing levels.

ATTACHMENTS:

1. 01 - FS19-049 - ExteNet Master License - CC Master License - 030519-rev
-

City of Surprise

WIRELESS PROVIDER MASTER LICENSE FOR WIRELESS FACILITIES LOCATED WITHIN RIGHTS-OF-WAY FORM WF01

☐ **Step 1** – Complete and submit for Master License, **WF01**

City Staff will review and present to the City Council for approval.

☐ **Step 2** – Applicant to submit Application **WF02**, location verification, with the following Items completed:

- Executed and approved Master License
- Application fees for each site

Within ten (10) business days, City Staff will review locations for eligibility and notify applicant of:

- o Listing of eligible site(s)
- o ROW Encroachment permit(s)
- o Annual ROW Encroachment Fee(s) due when permits items are picked up

☐ **Step 3** - Once location verification has been approved, the applicant may submit application **WF03** for construction document review for each site:

- Copy of ROW Encroachment permit
- Three (3) full sets of construction drawings for each site
- Letter of site compliance with FCC OET Bulletin 65 for each site
- Certificate of Insurance (COI) for each site

City Staff will review within the time limits set by the Arizona Revised Statutes (“ARS”)

City of Surprise

WIRELESS PROVIDER MASTER LICENSE FOR WIRELESS FACILITIES LOCATED WITHIN ROW

This Master License is made and entered into this 5th day of March, 2019 ("Effective Date"), by and between the City of Surprise, an Arizona municipal corporation ("City") and ExteNet Systems, Inc., a Delaware corporation ("Licensee"), for the use of City rights-of-way.

1. **Master License.** This Master License is issued to Licensee to conduct the Permitted Uses in compliance with those documents entitled "City of Surprise Wireless Facilities Terms and Conditions" ("Terms and Conditions"). The Terms and Conditions are attached as Exhibit "A" hereto and are incorporated by reference. Capitalized terms used in this Master License shall have the same meaning described for them in the Terms and Conditions unless otherwise indicated herein. **LICENSEE WARRANTS AND REPRESENTS THAT LICENSEE HAS READ AND AGREES TO THE TERMS AND CONDITIONS.**
2. **Preliminary Site Plan Approval and Permit Application.** Licensee certifies that any information it submits to the City with any Preliminary Site Plan or Permit Application will accurately set forth and depict the location of the Wireless Support Structure it desires to use for Wireless Facilities in the Right-of-Way and the specific Permitted Uses Licensee desires on each Support Structure, including all Licensee Facilities. Licensee also certifies that all work by Licensee or its contractor in the Right-of-Way shall comply with this Master License.
3. **LICENSEE'S INITIAL INFORMATION.** Unless and until Licensee provides notice otherwise:
 - a. Licensee's network operations center phone number is:
(866) 892-5327
 - b. Licensee's address for notices:
ExteNet Systems, Inc.
3030 Warrenville Road, Suite 340
Lisle, Illinois 60532
Attn: CFO
 - c. Licensee's billing address for routine billing invoices:
ExteNet Systems, Inc.
3030 Warrenville Road, Suite 340
Lisle, Illinois 60532
Attn: CFO
4. **Term; Termination.** The Term of this Master License shall commence on the Effective Date and continue for a term of ten (10) years and may be renewed for an additional term of ten (10) years
5. **Fees.** Licensee shall pay the applicable fees as adopted by resolution of the City Council, as set forth in the Terms and Conditions and listed herein as Exhibit "B."

6. **Approvals.** It is understood and agreed that Licensee's ability to use Wireless Support Structures in the Right-of-Way is contingent upon it obtaining all of the certificates, permits, and other approvals (collectively the "Governmental Approvals") that may be required by any Federal, State, or local authorities. Licensee shall obtain such Governmental Approvals prior to commencing work in the Right-of-Way. In the event that Licensee is not able to obtain such Governmental Approvals or not able to obtain them in a satisfactory manner, or that the approved location is no longer technically compatible for its use, Licensee shall have the right to terminate this Master License. Notice of Licensee's exercise of its right to terminate shall be given by Licensee to the City in writing by certified mail, return receipt requested, and shall be effective upon the mailing of such notice by Licensee, or upon such later date as designated by Licensee. All rentals paid to said termination date shall be retained by City. Upon such termination, this Master License shall be of no further force or effect except to the extent of the representations, warranties, and indemnities made by each party to the other hereunder. Otherwise, Licensee shall have no further obligations for the payment of rent to City.
7. **Compliance with Law.** Licensee acknowledges that this Master License does not constitute, and the City has not promised or offered, any type of waiver of, or agreement to waive (or show any type of forbearance, priority or favoritism to Licensee with regard to) any law, ordinance, power, regulation, tax, assessment, or other legal requirement now or hereafter imposed by the City or any other governmental body upon or affecting Licensee's use of the Use Area.
8. **Notices.** All notices, requests, demands, and other communications under this Master License shall be in writing and shall be deemed given if personally delivered or mailed, certified mail, return receipt requested, or sent by next-business-day delivery by a nationally recognized overnight carrier to the following addresses:

City of Surprise

16000 North Civic Center Plaza
Surprise, Arizona 85374-7470
Attention: City Manager
623.222.1100

Licensee: ExteNet Systems, Inc.

Address: 3030 Warrenville Road, Suite 340

Address: Lisle, Illinois 60532

Attention: CFO

Phone: 866-892-5327

SIGNATURES ON FOLLOWING PAGE

APPROVED AND ADOPTED this _____ day of _____ 2019.

Skip Hall, Mayor

Attest:

Approved as to form:

Sherry Aguilar, City Clerk

Robert Wingo, City Attorney

Internal Use Only

Received By: _____ Date: _____

Master License Number: _____

Exhibit A

City of Surprise Terms and Conditions for Wireless Facilities located within Rights-Of-Way.

The City of Surprise City Council adopted the following Terms and Conditions (the “Terms”), by Ordinance No. 2018-01 on January 16, 2018, to govern and regulate the use of City-owned utility, traffic, and street light poles and rights-of-way for the placement, operation, and maintenance of Wireless Facilities (“WF” or “WFs”), pursuant to Section 704 of the Federal Telecommunications Act of 1996 and Arizona Revised Statutes (“A.R.S”), Title 9, Sections 9-591, *et seq.*, and any other applicable law, regulation, or policy (collectively, the “Telecommunications Laws”). These Terms are effective as of March 15, 2018, and may be amended only upon approval of the City Council. These Terms shall be and are incorporated by reference into and are part of every Site License for Wireless Services approved and issued by the City.

RECITALS

- A. The City, in its governmental capacity, owns or holds a legal interest in public roads, streets, alleys, and public utility easements located in Surprise (collectively, the “ROW”). The City is responsible for management of the ROW within its municipal boundaries. Pursuant to A.R.S. §§ 9-240, 9-276, and 9-582, the City has exclusive control of the ROW.
- B. The City owns various street lights, traffic signals, utility poles, and signage at designated locations within the ROW (referred to herein as a “City Pole” or collectively as “City Poles”).
- C. The City anticipates that one or more Wireless Providers may desire to locate WFs and immediately related equipment at various Sites within the ROW.
- D. Pursuant to the Telecommunications Laws, the City may authorize Wireless Providers to attach a WF, including a Small Wireless Facility (“SWF”), to City Poles located within the ROW, and where permitted, erect Monopoles in the ROW.
- E. All City Poles approved for the location or collocation of WFs and SWFs for private use shall retain their primary governmental purpose, and no WF or SWF shall interfere with those purposes in any way, nor shall the activities of a Wireless Provider create an unreasonably dangerous condition to the public.
- F. The purposes of these Terms are to: (1) promote uniformity in Site Licenses; (2) streamline the preparation and administration of Site Licenses; (3) protect the public health, safety, and welfare; and (4) protect the value of and physical integrity of publicly-owned property and assets.

1. Definitions

Alternative Tower or Wireless Support Structure shall mean an innovative WF design, such as a clock-tower, grain silo, bell tower, false chimney, steeple, flag pole, windmill, and similar mounting structures that camouflage or conceal the presence of a WF.

Antenna shall mean communications equipment that transmits or receives electromagnetic radio frequency signals and that is used in providing Wireless Services.

Applicable Law(s) shall mean the Federal, State, county, and City of Surprise laws, ordinances, rules, regulations, and permit requirements that apply to the placement, operation, and maintenance of WFs within the City of Surprise.

Authorized Person shall mean the person(s), employee(s), agent(s), consultant(s), or contractor(s) authorized in writing by a Wireless Provider to complete and submit a WF application to the City.

Base Station shall mean the structure or equipment at a fixed location that enables Wireless Services licensed or authorized by the FCC between user equipment and a telecommunications network, including, but not limited to, radio transceivers, Antennas, coaxial or fiber-optic cable, and regular and backup power. A Base Station shall be ground mounted on a concrete slab, located within a building, or placed underground in a vault. The term does not encompass a Tower (as defined herein) or any equipment associated with a Tower.

City Pole shall mean a city-owned street light, traffic signal, signage, or other Utility Pole at designated locations within the ROW.

Collocate or Collocation shall mean to install, mount, maintain, modify, operate, or replace a WTF on, within, or adjacent to a Wireless Support Structure or Utility Pole.

Conceal or Concealment shall mean to design or disguise a WTF to look like something other than a Tower or Base Station.

Enclosure shall mean the enclosure housing the electronic ground equipment shown on the Site Plan.

FCC shall mean the Federal Communications Commission.

Hazardous Substance shall mean any substance, chemical, or waste that is identified as hazardous or toxic in any Applicable Law, including but not limited to petroleum products and asbestos.

Monopole shall mean a Wireless Support Structure composed of a single spire used to support telecommunications equipment and having no guy wires or ground anchors. A Monopole shall not be more than forty (40) inches in diameter at the ground level, and all of the wireless equipment shall be mounted on or contained inside of the pole. "Monopole" includes, but is not limited to, a monopalms, monocactus, monobroadleaf, or monopine.

Permitted Uses shall mean, and is limited to, a Wireless Provider's right to construct, install, operate, maintain, and repair any and all equipment associated with Wireless Facilities to deliver Wireless Services.

RF shall mean radio frequency.

RF Letter shall mean a letter attesting to the Wireless Provider's compliance with FCC RF exposure guidelines from the Wireless Provider's senior internal engineer.

Right-of-Way ("ROW") shall mean, as defined for Wireless Facility Sites in A.R.S. § 9-591(18), the area on, below, or above a public roadway, highway, street, sidewalk, alley, or utility easement. Right-of-way does not include a Federal Interstate Highway, a State highway or State route under the jurisdiction of the Arizona Department of Transportation ("ADOT"), a private easement, property that is owned by a special taxing district, or a utility easement that does not authorize the deployment sought by the Wireless Services Provider.

Site shall mean and refer to, for WFs other than those in the ROW, the current boundaries of the property surrounding the WF and any access or utility easements currently related to the Site, and, for other Wireless Support Structures, will mean and be further restricted to, that area in proximity to the structure and to other Transmission Equipment already deployed on the ground.

Site License shall mean a revocable, nonexclusive permission to attach a WF to a City Pole and encroach in the ROW that fully incorporates these Terms, but which does not create or confer any interest in the real or personal property of the City or a third party.

Site Plan shall mean a required plan, to scale, of a project area showing uses and structures, existing and proposed.

Small Wireless Facility ("SWF") shall mean, as defined in A.R.S. § 9-591(19), a WF that may consist of one (1) or more radio receivers, Antennas, interconnected cable, power supply, other associated electronics, and accessory equipment, which are attached to a structure and meet the following parameters:

- (A) All Antennas are located inside an Antenna Enclosure of no more than six (6) cubic feet in volume, or, in the case of an Antenna that has exposed elements, the Antenna and all of the Antenna's exposed elements could fit within an imaginary Enclosure of not more than six (6) cubic feet; and
- (B) All other wireless equipment associated with the facility is cumulatively not more than twenty-eight (28) cubic feet in volume, or fifty (50) cubic feet in volume if the equipment was ground mounted before February 9, 2018. The following types of associated ancillary equipment are not included in the calculation of equipment volume: electric meters, Concealment, telecommunications demarcation box, ground-based Enclosures, battery back-up power systems, grounding equipment, power transfer switch, cut-off switch, and vertical cable runs for the connection of power and other services.

Small Cell Network shall mean a collection of interrelated SWFs designed to deliver personal Wireless Services to the public.

Transmission Equipment shall mean equipment owned or used by the Wireless Provider or by any third party for Permitted Uses in connection with the Wireless Provider's or a third party's installation and operation of a WF pursuant to an individual Site License. Transmission Equipment includes, but is not limited to, radio transceivers, Antennas, coaxial or fiber-optic cable, and regular and back-up power supply. The term includes equipment associated with Wireless Services including, but not limited to, private, broadcast, and public safety services, as well as unlicensed wireless services and fixed wireless services such as microwave backhaul.

Tower shall mean any structure built for the sole or primary purpose of supporting any Antennas and their associated facilities, licensed or authorized by the FCC, including structures that are constructed for Wireless Services, including, but not limited to, private, broadcast, and public safety services, as well as unlicensed wireless services and fixed wireless services such as microwave backhaul, and the associated site.

Use Area shall mean the area that a Wireless Provider is permitted to use pursuant to an approved Site License. The term “Use Area” includes the area depicted on the Site Plan that shows where the Antenna will be attached to the City Pole or where it will be placed in the ROW, and where the Base Station will be located.

Utility Pole shall mean a pole or similar structure that is used in whole or in part for telecommunications purposes, electricity distribution, lighting, or traffic signals. Utility Pole does not include Monopole.

Wireless Infrastructure Provider shall mean, as defined in A.R.S. § 9-591(23), any person that is authorized to provide telecommunications services in this State and that builds or installs wireless communications transmission equipment, WFs, Utility Poles, or Monopoles, but that is not a Wireless Provider. Wireless Infrastructure Provider does not include a special taxing district.

Wireless Provider shall mean a person or legal entity that provides Wireless Services to the public that is duly licensed by the FCC to provide such services and that holds a valid Site License to use one or more City Poles and the ROW for this purpose.

Wireless Service shall mean any FCC licensed commercial wireless telecommunications services including cellular, personal communications services (PCS), specialized mobile radio (SMR), and enhanced specialized mobile radio (ESMR), as well as unlicensed wireless services, and common carrier wireless exchange access services

Wireless Facility (“WF”) or Wireless Facilities (“WFs”) shall mean, as defined in A.R.S. § 9-591(22):

- (A) Equipment at a fixed location that enables wireless communications between user equipment and a communications network, including both of the following: (i) equipment associated with wireless communications; and (ii) radio transceivers, Antennas, coaxial or fiber-optic cables, regular and backup power supplies, and comparable equipment, regardless of technological configuration.
- (B) Includes Small Wireless Facilities.
- (C) Does not include the structure or improvements on, under, or within which the equipment is collocated, wireline backhaul facilities, coaxial or fiber-optic cable that is between Wireless Support Structures or Utility Poles, or coaxial or fiber-optic cable that is otherwise not immediately adjacent to, or directly associated with, an Antenna.
- (D) Does not include Wi-Fi radio equipment or microcell equipment.

2. Licensing Scope, Standards, and Procedures

2.1 License Required. No person or entity shall attach any Antenna or WF to a City Pole, place its Transmission Equipment in the ROW, or erect a Monopole in the ROW without an approved Site License. Placement of any unauthorized facilities on a City Pole or in the ROW without a

Site License shall constitute trespass, and the unauthorized facilities may be removed by the City with any costs incurred for such removal to be reimbursed to the City by the owner of the unauthorized facilities.

2.2 Removal of Unauthorized Facilities. The City may require a Wireless Provider to remove any unauthorized attachment to a City Pole or placement of facilities in the ROW. If the Wireless Provider fails to remove the unauthorized facilities within thirty (30) days after written notice, the City may remove the unauthorized facilities without incurring any liability, including but not limited to liability for interruption of service. The Wireless Provider shall reimburse the City for its actual costs of removal of the unauthorized facilities. The failure of the City to act to remove any unauthorized facilities shall not constitute permission or a *de facto* Site License in any manner nor shall subsequent issuance of a Site License operate retroactively.

2.3 Completed Application Required. An Authorized Representative of a Wireless Provider shall submit a completed application form to the City for a Site License, which application shall be accompanied by a Site Plan(s) for each Site, to the City. Once the Site License application is reviewed and approved, a Site License will be issued by the City. The City Manager/Engineer, or his designee, shall have authority to execute a Site License on behalf of the City.

2.4 Notification to Adjacent Property Owners. Concurrently with submittal of an application, the Wireless Provider shall notify all adjacent property owners and the owners of any residential property located within three hundred feet (300') of each proposed WF site. Such notice shall be by U.S. mail and shall include the project location, address, general description, equipment dimensions, Wireless Provider contact information, and a construction schedule. The Wireless Provider shall include a copy of the notification and the property owner notification list with an attestation of mailing with any application.

2.5 Only Permitted Uses. WFs may be used solely for the Permitted Uses, and Wireless Providers are not authorized to and shall not use the WFs, Site, or Use Area to offer or provide any other services not specified in the Site License. The WFs shall be owned by the Wireless Provider.

2.6 No Changes without City Approval. No approved Site Plan or Site License may be changed unless the City agrees to the change in writing. Any change that is not approved shall be null, void, and of no effect.

2.7 Site License Grants Non-Exclusive Right. A Site License gives the Wireless Provider a non-exclusive right to have WFs occupy space in the ROW and/or on a City Pole (including any replacement City Pole) as shown by an approved location(s) identified on the Site License and authorizes the installation, operation, use, and maintenance of WFs to provide Wireless Services.

2.8 No Ownership or Leasehold Interest. A Site License does not provide the Wireless Provider with any ownership interests in City Poles (including any City Poles that are replaced by the Wireless Provider), real property, or ROW, nor does a Site License constitute an assignment of any of the City's rights to use the public property upon which the WFs are attached or is/are located (other than as expressly provided herein or in the Site License). Additionally, a Site License does not constitute or create a leasehold interest or right to the benefit of any City property or portion thereof.

2.9 Assumption of Risk. The Wireless Provider assumes all risk, costs, and expenses related to the WFs and loss of service that may occur due to damage, destruction, or collapse of any City Pole or due to any incompatibility of the Wireless Provider's use with the City's use, or another user's use, of the City Poles. The Wireless Provider shall be solely responsible for the relocation of any WFs placed on a structure or property not owned by the City or wrongly designated as a City Pole and/or ROW at any time.

2.10 Compliance with Applicable Laws. All WFs shall be designed, installed, and maintained during the term of a Site License in compliance with all Applicable Laws, including Section 122-11 of the City of Surprise Unified Development Code ("SUDC").

2.11 Wireless Provider Sole Cost and Expense. The Wireless Provider shall design, specify, and supply, at its sole cost and expense, all material associated with the installation, operation, and maintenance of the WFs.

2.12 Spare Light and Traffic Signal Poles. Wireless Providers shall purchase and store extra street light and traffic signal poles in anticipation of emergency or routine replacement of such poles utilized by the Wireless Provider or the City. All replacement poles shall be approved by the City prior to installation.

2.13 Blue Stake. To the extent that a Wireless Provider owns any fiber or conduits that will be placed underground, and to the extent that State law requires it, the Wireless Provider shall comply with Arizona Revised Statutes Title 40, Chapter 2, Article 6.3, by participating as a member of the Arizona Blue Stake Center (or other appropriate organization). A copy of the Wireless Provider's proof of membership shall be filed with the City.

2.14 Obtaining Permits. Wireless Providers shall comply with any necessary building permit, traffic control, ROW management requirements, non-City of Surprise utility permits, other permits as required, or other regulatory requirements ("Permits") that apply to the WFs.

2.15 Emergency Operations Permit. Wireless Providers shall apply for and obtain one annual permit for emergency operations (no excavation) occurring within the ROW and/or on City Poles.

2.16 Abandonment. If a Wireless Provider discontinues use of any of its WFs, or any portion thereof, installed under or pursuant to an approved Site License, for a period of ninety (90) consecutive days, the WF shall be deemed to have been abandoned. Upon such abandonment, the Wireless Provider of the WF shall have an additional ninety (90) days to (i) reactive the use of the WF or transfer the WF to another Wireless Provider who makes use of the WF; or (ii) dismantle and remove the WF. Upon removal of the WF, the Site shall be returned to its built or natural state and topography and vegetated consistent with the natural surroundings.

3. Installation and Replacement Poles

3.1 Other Required Permits and Approvals. The zoning processes, building permit processes, ROW management policies, and similar regulatory requirements that apply to the WFs are completely separate from the processes set forth in these Terms. The Wireless Provider's satisfaction of any requirement set forth in these Terms does not substitute for compliance with any other regulatory requirement. Similarly, the Wireless Provider's satisfaction of any other regulatory requirement does not substitute for compliance with any requirement of these Terms. To the extent that regulatory requirements and requirements of these Terms are the same,

compliance with regulatory requirements shall constitute compliance with these Terms and vice versa.

3.2 Inspections. Wireless Providers shall order City of Surprise inspections during and upon completion of installation of any WFs. Installation will be inspected for adherence to Applicable Laws, plan specifications, safe operation, workmanship, aesthetics, and/or interference with street, streetlight, or traffic signal operations. Post-installation inspection of WFs by the City shall be performed within thirty (30) days of installation. In the event that the City objects to the installation, the Wireless Provider will be required to remove the WF and resubmit a design/installation plan. The Pole may not be altered without the City's written permission.

3.3 As-Built Drawings. Wireless Providers shall prepare and maintain As-Built Drawings of all WFs located on City Poles and within the ROW and furnish such record drawings in hard copy and/or electronic format at the City's request. Electronic copies shall be provided in AutoCAD 2014 DWG format or other City-approved electronic format.

3.4 Pole Replacement. Because the City's existing streetlight poles and traffic signed poles are not designed to safely support the additional weight and stress of WFs, Wireless Provider shall be required to provide poles designed to support these facilities to replace existing City Poles prior to attaching WFs. The following will apply:

3.4.1 The Wireless Provider shall pay all costs related to City Pole replacement, including but not limited to replacement, transfer of all existing facilities, and removal and salvage of the existing pole to the City of Surprise. Payment of City Pole replacement costs does not provide the Wireless Provider with any ownership interest in the replaced City Pole. The Wireless Provider shall transfer ownership of all replacement poles to the City.

3.4.2 Any replacement City Pole shall conform to the height restrictions imposed by the City, and the arm height of the street light or traffic signal must conform to the existing arm height of the other street light or traffic signal structures in the adjacent area. The City Pole must also conform to the City of Surprise Supplement to the M.A.G. Uniform Standard Details and Specifications for Public Works Construction.

3.4.3 If the replacement City Pole is damaged by the Wireless Provider or a third-party and needs to be replaced, the Wireless Provider shall repair or replace (if deemed necessary by the City) the City Pole entirely at its expense within fourteen (14) days of discovery of the damage or receiving notice of the damage from the City. If the damage is caused by a third party, the City will reimburse the Wireless Provider for the cost of the repairs or a standard City Pole (if the pole is replaced) within forty five (45) days of the City's receipt of an invoice, but the Wireless Provider shall be responsible for any cost in excess of that amount.

3.4.4 The Wireless Provider may, with the consent of the City, place a temporary WF on a nearby City Pole or within the ROW during replacement. The City disclaims any and all liability to the Wireless Provider for any loss of services resulting from the need to install a temporary WF. Once the City Pole has been replaced, the Wireless Provider may re-install the WF at its sole expense (and the City will install its lighting and signal apparatus and wiring at its sole cost). In the event of localized interruptions (e.g. motor vehicle accidents), the City shall notify the Wireless Provider of the incident after taking any required actions to clear and restore the site. The Wireless Provider shall be responsible for collection of any damages from a third party that caused the damage to any WFs.

3.5 RF Letter. The Wireless Provider shall provide a RF Letter confirming its compliance with FCC Radio Frequency Exposure Guidelines (“FCC OET Bulletin 65”) and all other applicable RF emissions laws and regulations (collectively, the “Guidelines”) in effect at the time it submits its completed application. The Wireless Provider shall conduct an initial test for compliance with the Guidelines prior to placing a WF on a City Pole or in the ROW before the WF is activated for Wireless Services. The Wireless Provider shall perform additional tests upon any significant change in the WF on the City Pole or in the ROW. All such testing shall be performed by a qualified radio engineer, and a copy of the test results shall be provided to the City. If the tests show noncompliance with applicable Guideline exposure limits in effect, then the noncompliant WF attached to the City Pole or in the ROW shall be shut down (except for work necessary to bring it back into compliance) until subsequent tests again show compliance with the Guidelines. The City may, at its expense, perform tests to determine compliance of a WF with the Guidelines, as amended from time to time.

3.6 Notice. The Wireless Provider shall post a notice at each WF site providing a twenty-four (24) hour contact number and, as applicable, a RF emission hazards warning to the extent required by law.

3.7 Payment of Permit and License Fees. All WFs shall be installed and maintained in accordance with the requirements of the National Electric Code, the National Electrical Safety Code, the National Fire Protection Association Standards, the Occupational Safety and Health Administration (“OSHA”), and any other Applicable Laws. All fees, notices, permits, approvals, certifications, and licenses required for the installation, maintenance, and operation of the WFs shall be obtained and paid for by the Wireless Provider, and proof of such shall be provided to the City upon request at no charge prior to the start of work.

3.8 Payment of Utility Charges. The Wireless Provider shall install or cause to be installed a separate electric meter on each City Pole for any utilities used by the Wireless Provider and shall be responsible for payment of all electricity and other utility charges related to the usage of the WF and street light. No secondary power supply (generator or battery; permanent or temporary) may be attached to a City Pole and/or within the ROW without prior written consent of the City pursuant to an approved or amended Site License. Any third-party equipment needed to service the WFs shall require separate permits. In the event of an emergency, maintenance, accident, or condition that causes the City to replace or remove any part of the WF, the Wireless Provider at its sole expense shall be responsible for reconnection of any disconnected utilities.

3.9 Concealment. Wireless Providers shall Conceal, as applicable, all pole-mounted, pad, and ground-mounted equipment used for Permitted Uses with required aesthetic features, such as canisters, screen walls, and landscaping, as approved by the City with each Site License. Concealment shall blend with or enhance the surrounding area with the use of artistic and/or architectural detail and shall take into account scale, form, texture, materials, and color. Concealment features shall be noted on the Site Plan and construction drawings submitted with each application.

4. Maintenance/Modifications

4.1 Maintenance Costs. Maintenance of WFs shall be performed by the Wireless Provider at its sole cost and expense. The Wireless Provider shall obtain the appropriate permits for work in the ROW (Special Use Permit for work on WF; Utility Permit for any work on ground mounted

equipment) to access the City Poles and will also need to submit for a Barricade Permit (traffic control permit issued by Traffic Engineering), if applicable.

4.2 Correction of Violations. If the WFs are not placed and maintained in accordance with these Terms, and the Wireless Provider has not corrected any violation within thirty (30) days from its receipt of a written notice from the City (or such longer time as may be reasonable under the circumstances), the City may, at its discretion, correct the violation at the Wireless Provider's expense.

4.3 Approval Required for Modifications. Any upgrade and/or modification to the WFs other than a like replacement shall require specific approval from the City obtained in writing from the City Manager/Engineer or his designee.

5. Interference

5.1 No Interference. WFs shall only be used in a manner that will not cause interference, including, but not limited to, blocking or impeding access to the City Pole, electrical interference, RF interference, or mechanical interference to the City's and other users' use of the Pole, provided that such other users' installation predates the installation of the WFs. If applicable, the City will supply the Wireless Provider with a list of other users on any City Pole together with the respective transmission frequencies thereof.

5.2 Remedy Interference. The Wireless Provider shall not install, operate, or allow the use of equipment, methodology, or technology that may or would interfere with the optimum effective use or operation of the City's existing or future fire, emergency, or other communications equipment, methodology, or technology. The Wireless Provider shall be responsible to ensure compliance with this requirement by all persons using a City Pole or the ROW through or under the Wireless Provider.

5.1.1 In the event any such interference occurs, the Wireless Provider shall (i) remedy such interference as soon as possible but no later than within seventy-two (72) hours after receipt of written notice from the City, if required, or (ii) cease operation of the WFs until such interference is eliminated.

5.1.2 If such interference is not eliminated within the seventy-two (72) hour period, the City will have the right to take all necessary and reasonable steps, at the Wireless Provider's sole cost and expense, to disable the WFs to eliminate the interference.

5.3 Installation by the City or Third Parties. The City, or any other subsequent user of the City Pole or surrounding ROW within 500 feet of the Pole, will be permitted to install only such equipment that is of the type and frequency which will not cause harmful interference, as measured in accordance with then existing industry standards or the Guidelines, to the then existing equipment of the Wireless Provider.

5.4 No Liability of City for Interference. The City shall not have liability for any interference with the operation of WFs or a Wireless Provider's customer's equipment that may arise in any manner out of the Wireless Provider's use of City Poles or ROW.

6. City's Reserved Rights

6.1 Maintain Poles and Operate City Facilities. The City reserves the right to maintain its Poles and to operate City facilities on City Poles and within the ROW in such manner as will best

enable it to fulfill its own service requirements, including but not limited to attachment of additional facilities to City Poles.

6.2 Relocation. If the City deems it necessary to relocate any of the WFs, the City may require the Wireless Provider to relocate the WFs to another location in the ROW that is comparable to the existing location. The Wireless Provider shall perform the relocation work at its own expense. If it fails to do so, the City may perform any part of the relocation work that has not been performed, and the Wireless Provider shall reimburse City its actual costs incurred in performing relocation work.

6.3 Abandonment of Removal of City Pole(s). The City reserves the right to abandon and remove any City Pole(s). The City shall give the Wireless Provider no less than one hundred eighty (180) days' notice of its intent to abandon a Pole. The City may offer to sell the Pole to the Wireless Provider at the then value thereof in which case the Wireless Provider shall have thirty (30) days from the date of the notice to purchase and remove the Pole. If the Wireless Provider has already paid for the Pole, there will be no charge for the Pole. If the Wireless Provider does not purchase and remove the Pole within the 30-day period, the Site License for the subject City Pole shall terminate, and unless the City notifies the Wireless Provider otherwise, the Wireless Provider shall immediately remove the WFs from the Pole. If the WFs are not timely removed, the City may remove them with no further notice to the Wireless Provider and charge the Wireless Provider for the City's costs incurred. The Wireless Provider shall immediately reimburse the City for these costs upon receipt of a written statement from the City.

6.4 Use by Third Parties. All Site Licenses shall be subject to the privilege to use City Poles as granted by the City to any third parties under prior Site Licenses, franchises, or other permissions, and the City reserves the right to continue, modify, and extend such attachment privileges and to approve future Site Licenses or other permissions authorizing third parties to attach Wireless Service and other facilities to City Poles and install them in the ROW.

6.5 Modify Terms. The City reserves the right to modify these Terms in order to bring them into compliance with Applicable Laws enacted in the future that would necessitate modification of these Terms.

6.6 "AS IS" Condition. The Wireless Provider is responsible for the study and inspection of the City-owned facilities, City Poles, and ROW to be utilized by the Wireless Provider and for determining the fitness for the use intended by the Wireless Provider. The City expressly disclaims all warranties of merchantability or fitness for a particular purpose or absence of hazardous conditions associated with City-owned facilities, City Poles, or the ROW. The Wireless Provider accepts City Poles and the ROW in "AS IS" condition, without representation or warranty of any kind by the City, its officers, agents, or employees, and subject to all Applicable Laws governing the use of City-owned facilities, the City Poles, or ROW for the Permitted Uses allowed by the Site License.

7. Fees

7.1 Schedule of Fees. The Wireless Provider shall pay the City the fees set forth on the Schedule of Fees approved by the City of Surprise City Council on February 6, 2018 by Resolution No. 2018-14. These fees are subject to change by further action of the City Council

from time to time. The fees paid and collected by the City shall be consideration for the Wireless Provider's right to use the City Pole(s) or the ROW.

7.2 Application Fee. Wireless Providers shall pay the application fee shown on the Schedule of Fees when a Site License(s) application is submitted to the City.

7.3 Payment of Permit Fees. Wireless Providers shall pay all applicable permit fees at the time of issuance of a construction permit for each Site License, including, but not limited to, all applicable taxes, traffic control fees, and technology fees that are adopted by the City from time to time.

7.4 Payment in Advance. The fees shall be paid to the City in advance, on or before the anniversary date of the effective date of each Site License, without prior demand and without any deduction or offset whatsoever.

7.5 Nonrefundable. All fees paid are non-refundable.

7.6 Payment of Taxes. Wireless Providers shall pay all applicable city, county, and state taxes levied, assessed, or imposed by reason of the Wireless Services provided by the Wireless Provider. Such taxes are in addition to any non-tax amounts paid by the Wireless Provider to the City. The Wireless Provider consents to the disclosure of any and all information reported on the Wireless Provider's transaction privilege tax returns submitted to the City by authorizing and allowing the City's tax collector to release such information to the City Manager/Engineer or designees.

8. Term and Renewal

8.1 Term. A Site License shall be effective as of the date of issuance (the "Effective Date") and unless sooner revoked in accordance with the provisions of Section 14, shall continue in effect for a period of ten (10) years ("Term").

8.2 Renewal. A Site License shall be renewable for one additional Term of ten (10) years, upon mutual agreement, so long as the Wireless Provider and WFs are in compliance with these Terms, the Site License, and all Applicable Laws. The Parties shall be deemed to have elected to extend the Term, unless a Party provides written notice to the other Party to the contrary within at least ninety (90) days prior to the end of the original Term.

8.3 Return of Premises. When a Site License either expires or is terminated before expiration of the Term due to revocation or other earlier termination, the Wireless Provider shall be subject to all obligations under these Terms to restore and rehabilitate all City Poles and ROW used for the WFs to their former condition and utility.

8.4 Holding Over. In any circumstances whereby the Wireless Provider would remain in possession or occupancy of the Site or Use Areas after expiration of the Term (as extended, if applicable), such holding over shall not be deemed to operate as a renewal or extension of the Site License(s), but shall only create a use right from month-to-month that may be terminated at any time by the City upon thirty (30) days' written notice to the Wireless Provider, or by the Wireless Provider providing sixty (60) days' written notice to the City.

8.5 Termination by City. Notwithstanding anything contained herein to the contrary, the City shall have the unconditional right, with or without cause, to terminate any Site License for reasons including, but not limit to, street widening, ROW abandonment, or development that

may impact the location of the WFs, upon one hundred eight (180) days' written notice given at any time after the first one hundred eighty (180) days.

8.6 Termination by Wireless Provider. The Wireless Provider shall have the unilateral right to terminate any Site License without cause upon thirty (30) days' written notice to the City. However, there is no right to terminate after an event of default by the Wireless Provider has occurred (or an event has occurred that would become a default after passage of time or giving of notice).

9. ROW Use Requirements

9.1 Submittal of Application and Fees. A Wireless Provider shall submit the applicable permit application(s) together with the details, plans, and specifications required for City review and approval, and pay all applicable application, review, and inspection fees prior to any and all construction work performed pursuant to the rights granted under a Site License. The Wireless Provider and/or its contractor(s) shall abide by all stipulations of the Site License(s) and permits issued.

9.2 Denial of Application. The City may approve or deny such permits based on the availability of space at the location(s) sought by the Wireless Provider, safety, and other considerations in accordance with the City of Surprise City Code, applicable ROW construction regulations, and other Applicable Laws. The determination of whether a City Pole or location is available or unavailable for the attachment or placement of a WF or whether Collocation is required shall be within the City's sole, but reasonable discretion.

9.3 Removal of Temporary Facilities. The Wireless Provider and/or its Wireless Infrastructure Provider or other contractor(s) shall, during installation or relocation or removal of WFs, and upon completion of such work, remove all temporary construction facilities, debris, and unused materials provided for in the work, and put the work site and public ROW in a safe, neat, and clean condition.

9.4 Responsibility for Use Area. The Wireless Provider and/or its contractor(s) shall be solely and completely responsible for the conditions of any Use Area or Site where WFs are being placed, including safety of all persons (including employees) and property during performance of the work. This requirement shall apply continuously and not be limited to normal working hours. Safety provisions shall conform to all Applicable Laws, including, but not limited to, OSHA regulations. Where any of these are in conflict, the more stringent requirement shall be followed.

9.5 Repair of Damage. If the Wireless Provider damages City property, the Wireless Provider shall promptly, at its own expense, and in a manner acceptable to the City, repair the damage.

10. Traffic Control

10.1 Traffic Control Plan. If applicable, the Wireless Provider shall submit a Traffic Control Plan to Traffic Engineering for approval one week prior to beginning work under a Site License. The Wireless Provider shall not begin work until the Traffic Control Plan is approved by the City. An approved Traffic Control Plan shall be maintained onsite during all phases of work, otherwise work will cease until an approved Traffic Control Plan is present onsite. All traffic shall be regulated in accordance with MAG standards, the City of Surprise Barricade Manual, latest edition, the Manual on Uniform Traffic Control Devices (MUTCD), and any other requirements of the City.

10.2 Responsibility for Traffic Control. The Wireless Provider shall have the full responsibility and liability for traffic control for work performed by the Wireless Provider or its contractors. In the event the Wireless Provider or its contractor(s) damages any traffic signal equipment, traffic signal conduit, loop detectors, and/or circuits, it shall have them repaired immediately at its expense by an electrical contractor that has had traffic signal experience, as pre-approved by the City. Any damage caused by the Wireless Provider or its contractor(s) that is repaired by the City will be billed to the Wireless Provider at two (2) times the cost.

10.3 Pedestrian Access. Pedestrian access shall be maintained along the length of the project at all times per the requirements of the Americans with Disabilities Act and as approved by Traffic Engineering.

11. Insurance

11.1 Insurance Required in Advance. Prior to any access to City poles, ROW, or any other City-owned property, the Wireless Provider shall procure and maintain for the duration of the Site License insurance against claims for (i) bodily injury, sickness or disease, or death of any person other than the Wireless Provider's employees; (ii) damages insured by usual personal and advertising injury liability coverage; (iii) damages because of injury to or destruction of tangible property, including loss of use resulting from; (iv) products/completed operations; and (v) damages involving contractual liability insurance applicable to the Wireless Provider's indemnity obligations under these Terms. Such insurance shall cover claims as may be occasioned by the operations, act, omission, or negligence of the Wireless Provider or its officers, agents, representatives, employees, or contractors during all times that the Site License(s) is in effect and/or the WTFs are on the City Poles. Insurance limits are inclusive of umbrella coverage.

11.2 Licensed Insurance Companies. Without limiting any obligations or liabilities, the Wireless Provider, at its sole expense, shall purchase and maintain the insurance specified below with companies duly licensed, authorized, or permitted or otherwise approved by the State of Arizona, Department of Insurance and with forms satisfactory to the City. Each insurer shall have a current A.M. Best, Inc., rating of not less than A-VII.

11.3 Required Insurance Coverage.

11.3.1 Commercial general liability insurance with a limit of \$5,000,000 per occurrence, with a \$5,000,000 general aggregate limit. The policy shall be primary and include coverage for bodily injury, property damage, personal and advertising injury, products, completed operations, and blanket contractual liability, which coverage will be at least as broad as Insurance Services Office Inc. policy form or equivalent thereof, including but not limited to severability of interests and waiver of subrogation clauses.

11.3.2 Worker's compensation insurance in compliance with the statutory requirements of the state of operation and employer's liability insurance with a limit of \$1,000,000 each accident, \$1,000,000 disease each employee and \$1,000,000 disease policy limit.

11.3.3 Commercial automobile liability insurance with a combined single limit for bodily injury and property damages of \$2 million per each accident covering all owned, hired, and non-owned vehicles assigned to or used in performance of the Wireless Provider's work. Coverage shall be at least as broad as coverage Symbol 1 "any auto" (Insurance Service Office policy form CA 0001 or any replacements thereof).

11.3.4 Unless waived by the City's Risk Management Division in writing, all risk property insurance covering damage to or destruction of all real and personal improvements to the Right-of-Way, including without limitation, all improvements existing upon the Right-of-Way prior to this Agreement or hereafter constructed in an amount equal to full replacement costs of all such improvements. Such insurance shall be special causes of loss policy form including perils of fire, lightning, explosion, windstorm, hail, smoke, aircraft, vehicles, riot, civil commotion, theft, vandalism, malicious mischief, collapse and flood.

11.4 City as Additional Insured. The insurance coverage, except for workers compensation and employer's liability, and property insurance, required by this Agreement, shall include the City, its directors, officials, employees and officers, as additional insureds as their interest may appear under this Agreement. This provision and inclusion of the City as an additional insured shall in no way be construed as giving rise to responsibility or liability of the City for applicable deductible amounts under such policy(s).

11.5 Duty to Maintain Coverage. All insurance required herein shall be maintained in full force and effect while any Site License is effective and until the Wireless Provider has completed all removal and restoration obligations. Failure to do so shall constitute a material breach of these Terms and can be a cause for revocation of a Site License.

11.6 Insurance Primary. The Wireless Provider's insurance shall be primary insurance to the City, and any insurance or self-insurance maintained by the City shall not contribute to it.

11.7 Claims Reporting. Any failure to comply with the claim reporting provisions of the policies or any breach of a policy warranty shall not affect coverage afforded under the policy to protect the City. The Wireless Provider shall promptly furnish the City's Risk Management Division with copies of any accident or incident report(s) sent to the Wireless Provider's insurance carriers covering accidents/incident occurring in connection with and/or as a result of actions taken by the Wireless Provider or its contractor(s) pursuant to a Site License.

11.8 Waiver of Subrogation. The policies, including workers' compensation, shall contain a waiver of transfer rights of recovery (subrogation) against the City, its agents, representatives, directors, officers, and employees for any claims arising out of the Wireless Provider's acts, mistakes, omissions, work, or services.

11.9 Deductibles. The policies may provide coverage which contains deductibles or self-insured retentions. Such deductible and/or self-insured retentions shall be assumed by and be for the account of, and at the sole risk of the Wireless Provider who shall be solely responsible for deductible and/or self-insurance retention.

11.10 Certificates of Insurance. Within ten (10) days after issuance of any Site License, the Wireless Provider shall furnish to the City certificates of insurance with blanket additional insured endorsements issued by the Wireless Provider's insurer(s) as evidence that policies providing the required coverages, conditions, and limits are in full force and effect and obtain reasonable approval of such certificates from City. Notwithstanding the foregoing, no Site Licenses may be executed and the Wireless Provider may not perform any work pursuant to a Site License until a certificate of insurance is provided to the City. Such certificates shall include the blanket additional insured endorsement(s). Such certificates and all subsequent renewals that are required shall be sent directly to:

Procurement Manager
16000 N. Civic Center Plaza
Surprise, AZ 85374
Phone: 623.222.1857

11.11 Increase of Required Insurance. By written notice to the Wireless Provider, the City may elect to increase the amount or type of any insurance to account for inflation, changes in risk, or any other factor that the City reasonably determines to affect the reasonable amount of insurance to be provided.

11.12 No Limitation on Payment of Damages. Nothing contained in these insurance requirements shall be construed as limiting the extent of the Wireless Provider's responsibility for payment of damages resulting from the Wireless Provider's use of a City Pole, ROW, or other City-owned property, or limiting or diminishing the Wireless Provider's obligation to indemnify, defend, and hold harmless the City as set forth in Section 12.

11.13 Notice of Cancellation. Upon receipt of notice from its insurer(s), the Wireless Provider shall endeavor to provide the City with thirty (30) days' prior written notice of cancellation of any coverage required herein.

11.14 Expiration. If a policy does expire during the term of any of the Wireless Provider's Site Licenses, a renewal certificate(s) must be sent directly to the City's Risk Management prior to the expiration date.

11.15 Contractor's Insurance. The Wireless Provider shall require all contractors to obtain and maintain substantially the same coverage with substantially the same limits as required of the Wireless Provider and provide separate certificates of insurance and additional insured endorsements.

12. Indemnity

12.1 To the fullest extent permitted by law, the Wireless Provider shall pay, indemnify, defend, and hold harmless the City, its elected and appointed officials, employees, agents, successors, and assigns ("Indemnified Parties), for, from, and against any and all claims related to or arising from the Wireless Provider's use of City Poles, the ROW, or any other City-owned facilities (including, without limitation, the negligence, gross negligence, or intentional misconduct of the Wireless Provider and/or its employees, contractors, and/or agents in connection therewith) (collectively, the "Indemnity").

12.2 Without limitation, this indemnification shall include and apply to any and all claims that may arise in any manner out of any use by the Wireless Provider or its contractors of the ROW or other property related to a Site License, or any actions, acts, errors, mistakes, or omissions relating to work or services in the performance of or related to a Site License by the Wireless Provider or its contractor(s), including without limitation any injury or damages or cause of action claimed or caused by any employees, contractors, subcontractors, tenants, subtenants, agents, or other persons upon or using the ROW or surrounding areas related to a Site License. However, the Indemnity shall not include claims, liability, harm, or damage caused by the negligence, gross negligence, or willful misconduct of the City or any other Indemnified Party.

12.3 To the extent any provision of the Indemnity is not fully enforceable against the Wireless Provider for any reason whatsoever, the Indemnity shall be deemed automatically reformed to the minimal extent necessary to cause it to be enforceable to the fullest extent permitted by law.

12.4 The Indemnity shall also include and apply to any environmental injury, personal injury, or other liability relating to the Wireless Provider's use of the ROW or any other City-owned property under a Site License or from the Wireless Provider's non-compliance with the Site Plan, Site License, or any Applicable Law.

12.5 The Wireless Provider shall promptly notify the City in writing of any claims, demands, or lawsuits which may name or involve the Wireless Provider and/or name or involve the City in relation to a Site License and provide copies of all relevant accident reports, incident reports, statements, or other documents that are relevant to the claims, demands, or lawsuits, or which may lead to the discovery of relevant materials or information, in the possession of the Wireless Provider, its employees, agents, contractors, and/or others.

12.6 The Wireless Provider shall make its employees, agents, and contractors available to the City to gather any relevant information relating to an incident, which results in a claim, demand, or lawsuit which may involve the Wireless Provider and/or the City in relation to a Site License.

12.7 It is the purpose of the Indemnity to provide maximum indemnification to the City and, in the event of a dispute, the Indemnity shall be construed (to the greatest extent permitted by law) to provide for the indemnification of the City by the Wireless Provider against any and all claims, demands, or lawsuits. The sole exception shall be an express determination by a court of competent jurisdiction upon full adjudication of the case that the damages either arose only from the City's active negligence or intentional acts or that the City was comparatively at fault for the damages.

12.8 The amount and type of insurance coverage requirements set forth in these Terms will in no way be construed as limiting the scope of the Indemnity.

12.9 The obligations set forth in the Indemnity shall survive completion of the work, revocation, termination, or expiration of the Site License.

13. Limitation of Liability

13.1 Under no circumstances shall the City be liable to the Wireless Provider for any lost revenue, lost profits, loss of technology, rights or services, incidental, punitive, indirect, special or consequential damages, loss of data, or interruption or loss of use of service, whether under theory of contract, tort (including negligence, strict liability or otherwise), or in equity.

13.2 The Wireless Provider expressly acknowledges that the WFs are exposed to many risks beyond the reasonable control of the City, including acts of God or the public enemy, such as but not limited to, wind, rain, sleet, ice, floods, fire, riots, sabotage, expropriation, confiscation of facilities, or exercise of the power of eminent domain by a governmental entity other than the City. The Wireless Provider shall assume all risk of loss to WF that may arise in connection with these hazards and occurrences.

13.3 The Wireless Provider acknowledges and agrees that the Wireless Provider bears all risk of loss or damage to the WFs installed on the City Poles or ROW pursuant to its Site License from any cause, except for the cost of repairs to damaged WFs to the extent caused by the

negligence or willful misconduct of the City and not covered by the Wireless Provider's insurance.

14. Revocation by the City

14.1 The City may revoke a Site License upon thirty (30) days written notice if the Wireless Provider neglects or refuses to comply with any of the provisions of the Site License or these Terms beyond all applicable cure periods. The Wireless Provider shall have such extended period as may be required beyond the thirty (30) days if the nature of the cure is such that it reasonably requires more than thirty (30) days, and the Wireless Provider commences the cure within the thirty (30) day period and thereafter continuously and diligently pursues the cure to completion.

14.2 Failure by a Wireless Provider to operate a WF (except during specific periods expressly excused by these Terms) once installed under any Site License for a period of six (6) months within any twelve (12) month period will be grounds for revocation of the Site License at that location, unless the Wireless Provider recommences the use of such WF within thirty (30) days or any applicable cure period.

14.3 A Site License shall terminate and be revoked, without notice, (i) upon the institution by or against the Wireless Provider of an insolvency, receivership, or bankruptcy proceeding or any other proceedings for the settlement of the Wireless Provider's debts, (ii) upon the Wireless Provider making an assignment for the benefit of creditors, or (iii) upon the Wireless Provider's dissolution or ceasing to do business.

14.4 Upon revocation of a Site License, the Wireless Provider shall remove all WFs from the City Poles and the ROW within thirty (30) days of such revocation or termination, unless the City expressly agrees in writing to a longer time period, and to pay any fees then due and owing under the Site License or these Terms. The Wireless Provider's responsibility and obligation to indemnify and hold harmless the City, as required by Section 12, and duty to reimburse the City for all costs, expenses, and losses incurred by City shall survive revocation of a Site License.

14.5 In the event that the Wireless Provider fails to timely remove the WFs from the City Pole(s), the ROW, or other City-owned property, the City shall have the right, to remove the remaining WFs, in which event such equipment may be retained by City without accounting to the Wireless Provider therefore, and the expense of such removal and repairs shall be charged to and paid by the Wireless Provider without credit for the value, if any, of such WFs. If the WFs are attached to a third-party owned pole, the City will only remove the non-pole-attached portions of the WF.

14.6 Revocation of any Site License shall not affect the Wireless Provider's liabilities and obligations incurred under such Site License prior to the effective date of such revocation.

15. No Assignment

15.1 Each Site License is personal to the Wireless Provider and is for the Wireless Provider's use only. The Wireless Provider shall not assign, transfer, lease, sublicense, share with, convey, or resell to a third-party, any such space or rights granted hereunder without the express written consent of the City. Any unauthorized assignment, transfer, lease, sublicense, or sale of a Site license shall be void and not merely voidable.

15.2 In connection with any assignment/transfer approved by the City, the License shall pay to the City in advance the sum of Two Thousand Dollars (\$2,000.00) as a nonrefundable fee for legal, administrative, and other expenses related to every assignment/transfer.

15.3 Payment of any outstanding fees and/or any applicable attachment fee will need to be paid either by the Wireless Provider or the approved assignee or transferee before any permits will be issued.

16. No Liens

16.1 The Wireless Provider shall not do or allow or cause anything to be done whereby the City's Poles, ROW, or other City-owned property may be encumbered by a construction lien or any other type of lien. Notice is hereby given that the City will not be liable for any labor or materials furnished to the Wireless Provider on credit, and that no construction or other lien for any such labor or materials shall attach to or affect the City's interest in and to the City's Poles, ROW, or other City-owned property.

16.2 If any lien is filed against any City-owned property, the Wireless Provider shall discharge the lien or bond the lien off in a manner reasonably satisfactory to the City within thirty (30) days after the Wireless Provider receives written notice that the lien has been filed. The Wireless Provider shall immediately provide the City a copy of any written notice when received. The Wireless Provider shall indemnify, defend, and hold harmless the City from all claims, demands, costs, and liabilities, including reasonable attorney's fees and costs, in connection with or arising out of any such lien or claim of lien.

17. Contractors

17.1 The Wireless Provider shall only engage Wireless Infrastructure Providers and other contractors licensed by the Arizona Registrar of Contractors, pursuant to State law, to perform any work on City Poles or work within the ROW.

17.2 The Wireless Provider shall be responsible for ensuring that the work of Wireless Infrastructure Providers and other contractors is performed consistent with these Terms and Applicable Laws, shall be responsible for acts or omissions of its Wireless Infrastructure Providers and other contractors to the same degree it is responsible for the acts of its employees, shall be responsible for promptly correcting acts or omissions by any Wireless Infrastructure Providers or other contractor, and shall implement a quality control program to ensure that the work contemplated by the Site License is performed.

18. Hazardous Substances

Neither the Wireless Provider nor any Wireless Infrastructure Providers or any other contractor engaged by the Wireless Provider shall produce, dispose, transport, treat, use, generate, or store any Hazardous Substances on, under, about, or within the Site or Use Area in violation of the Arizona Hazardous Waste Management Act, A.R.S. § 49-901, et seq., the Resource Conservation and Recovery Act., 42 U.S.C. § 6901, et seq., or the Toxic Substances Control Act, 15 U.S.C. § 2601, et seq., or any other federal, state, county, or local law or regulation. The Wireless Provider and any Wireless Infrastructure Providers or other contractor may not use the ROW in a manner that would require a permit or approval related to Hazardous Substances from the Arizona Department of Health Services or any governmental agency other than the

City. The Wireless Provider will pay, indemnify, defend, and hold City harmless against any loss or liability incurred by reason of any Hazardous Substance produced, disposed of, or used by the Wireless Provider or any Wireless Infrastructure Provider or other contractor engaged by the Wireless Provider and must immediately notify City of any Hazardous Substance at any time discovered or existing upon the ROW. The Wireless Provider and any Wireless Infrastructure Provider or other contractor will ensure that any on-site or off-site storage, treatment, transportation, disposal, or other handling of Hazardous Substance will be performed by persons who are properly trained, authorized, licensed, and otherwise permitted to perform those services.

Exhibit “B”

City of Surprise Fee Schedule for Wireless Facilities

Activity	Amount	Measurement
Annual Use Fees		
Right-Of-Way Use Fee	\$50	Per year x number of Small Wireless Facilities
Right-Of-Way Use Fee for Monopoles and associated wireless facilities	\$100	Per year x number of Small Wireless Facilities
Application for collocating Small Wireless Facilities (Existing with no modifications)		
One (1) to five (5) applications	\$100	Each
Six (6) through 25 applications	\$50	Each
Application for utility pole and monopole (New or existing with modifications)		
New, replacement, or modified utility poles not subject to zoning review	\$400	Each
New, replacement, or modified monopoles, utility poles, collocations, or wireless facilities subject to zoning review	\$400	Each



CITY OF SURPRISE Regular City Council Meeting

Council Meeting Date: March 5, 2019

Contact Person: Eric Fitzer, DIRECTOR - COMM
DEV

Submitting Department: Community Development District: District 3

Staff Recommendations: None

Consent: Yes	Regular: No	Public Hearing: No	Report/Discussion: No
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Agenda Wording:

Consideration and action pertaining to approval of the Final Plat entitled, "Final Plat – Toll at Prasada, Phase 1 Unit B", dated January 10, 2019, a property generally located west of Cotton Lane between Cactus Road and Peoria Avenue.

Motion:

I move to approve the Final Plat entitled, "Final Plat – Toll at Prasada, Phase 1 Unit B" dated January 10, 2019.

Background:

The subject request involves a Final Plat of Phase 1 Unit B of the Toll at Prasada project. The subject Plat will create 23 single-family residential lots in addition to 20 open space tracts. Two (2) additional Final Plats are scheduled for City Council review this date. In addition, a separate a Map of Dedication (MOD) for Peoria Avenue is under review as is a second infrastructure plat related to Cactus Road. Staff anticipates these being scheduled for City Council in the near future.

Objective Analysis:

The Maricopa Water District (MWD) required the applicant to enter into a Development Agreement with MWD and to establish a number of new easements intended to replace certain existing easements that currently encumber the property and interfere with the development plans for the site. The applicant addressed this issue with MWD and entered into a Development Agreement with the District. The proposed Final Plat is one of several case activities related to the Toll at Prasada development. City Council approval of the subject Final Plat will allow the applicant to obtain the civil construction permits necessary to begin construction of the Phase 1 Unit B Final Plat. The proposed Final Plat is consistent with the Prasada PAD and other regulatory documents, and the reviewing agencies have expressed no objections to the approval of the Final Plat.

Policy Compliant:

The requested Final Plat is consistent with the Prasada PAD and advances the goals and policies of the General Plan.

Financial Impact:

All activity related to ongoing development of the City of Surprise has an economic and fiscal impact

on the city and the region.

Budget Impact:

There is no anticipated budget impact related to this item.

FTE Impact:

This item does not have an impact on current staff levels.

ATTACHMENTS:

1. 00 FS17-700 Toll at Prasada Phase 1 Unit B Final Plat 03-05-19 CC Staff Report
 2. 01 FS17-700 Toll at Prasada Phase 1 Unit B Final Plat Vicinity Map
 3. 02 FS17-700 Toll at Prasada Phase 1 Unit B Final Plat Case Map
 4. 03 FS17-700 Toll at Prasada Phase 1 Unit B Final Plat
 5. 04 FS17-700, FS18-260, FS18-289 Toll at Prasada Units 1B, 1A and 1D Final Plats Combined Presentation
-

Case: **FS17-700**

Project Name: Toll at Prasada Phase 1 Unit B Final Plat

Council District: 3 - Mesquite

City Council Date: **March 5, 2019**

Planner: Robert H. Kuhfuss, AICP

Owner: Toll Prasada, LLC

Applicant: Aaron Insco of Toll Bros, Inc.

Request: Final Plat for Toll at Prasada Phase 1 Unit B within the Prasada PAD

Site Location: Generally located west of Cotton Lane, between Cactus Road and Peoria Avenue

Site Size: 48 acres (approx.)

Density: N/A

General Plan Conformance: The proposal is consistent with the Surprise General Plan 2035

Support/Opposition: None known

Findings:

- The proposed Final Plat is consistent with the Prasada PAD.
- The proposed Final Plat is consistent with the Toll at Prasada Preliminary Plat as approved under FS17-394.
- The proposed Final Plat is consistent with the applicable City of Surprise regulations.
- The reviewing agencies have indicated no objections to the request.

Alternative Actions: **Approval** of the requested Final Plat will allow the developer to obtain civil permits and commence construction of Phase 1 Unit B of the Toll at Prasada Project.

Denial of the requested Final Plat will deny the applicant the opportunity to develop the property as depicted on the proposed Final Plat.

44 **Project Description:**

45
46 The subject request involves a Final Plat of Phase 1 Unit B of the Toll at Prasada project. The subject
47 Plat will create 23 single-family residential lots in addition to 20 open space tracts. Two (2)
48 additional Final Plats are scheduled for City Council review this date. In addition, a separate a Map
49 of Dedication (MOD) for Peoria Avenue is under review as is a second infrastructure plat related to
50 Cactus Road. Staff anticipates these being scheduled for City Council in the near future.

51
52 **Background:**

53
54 **June 22, 2006:** The City Council approved the original Prasada PAD under case PAD05-465.

55
56 **December 21, 2016:** Staff approved a Minor Amendment to the Lake Village portion of the Prasada
57 PAD under case FS16-400 for the purpose of revising the Lake Village land plan and development
58 standards.

59
60 **December 1, 2017:** The applicant submitted a request for the Phase 1 Unit B Final Plat under case
61 FS17-700.

62
63 **February 12, 2018:** Staff approved a Minor Amendment to the Toll Brothers' portion of the Prasada
64 Lake Village under case FS17-587 for the purpose of revising specific development standards
65 related to the Toll Brothers development.

66
67 **April 17, 2018:** The City Council approved the Toll at Prasada Preliminary Plat under case FS17-394.

68
69 **May 18, 2018:** The applicant filed a request for the Phase 1 Unit A Final Plat under case FS18-260.

70
71 **June 5, 2018:** The applicant filed a request for the Phase 1 Unit D Final Plat under case FS18-289.

72
73 **June 19, 2018:** The City Council approved the amended Prasada SLR Development Agreement
74 under case FS18-271.

75
76 **July 5, 2018:** The applicant filed a request for the Cactus Road Infrastructure Plat under case FS18-
77 342.

78
79 **July 5, 2018:** The applicant filed a request for a Map of Dedication covering a portion of Peoria
80 Avenue under case FS18-343.

81
82 **November 9, 2018:** The applicant filed a request for a Site Plan covering the South Guardhouse
83 under case FS18-611.

84
85 **November 9, 2018:** The applicant filed a request for a Site Plan covering the Pump House under
86 case FS18-612.

87 **November 9, 2018:** The applicant filed a request for a Site Plan covering the Main (North)
88 Guardhouse under case FS18-613.
89
90 **December 6, 2018:** Staff approved a request for a Site Plan covering the Phase 1 Temporary
91 Construction Yard under case FS18-369.
92
93 **December 17, 2018:** Staff approved the first Home Product Review covering fourteen (14) models
94 under case FS18-397.
95
96 **December 18, 2018:** Staff approved a Minor PAD Amendment to allow a Temporary Long Term
97 Construction Office, Temporary Nursery, and Stay-and-Play Cottages w/ associated parking under
98 case FS18-514.
99
100 **December 18, 2018:** The applicant filed a request for the Phase 1 Model Complex under case FS18-
101 687.
102
103 **December 18, 2018:** The applicant filed a request for the Phase 2 Peoria Avenue Map of Dedication
104 under case FS18-691.
105
106 **December 20, 2018:** Staff met with the developer to discuss revised Preliminary Plats and related
107 Plats for Parcels C, E, F and P during a regularly scheduled Concept Review Meeting.
108
109 **January 15, 2019:** The City Council approved Phase 1 Onsite Infrastructure Final Plat under FS18-
110 290.
111
112 **January 16, 2019:** The applicant filed a request for a site plan for the Long Term Construction and
113 Laydown Yard under case FS19-050.
114
115 **January 18, 2019:** The applicant filed a request for a site plan for the Golf Course Maintenance Yard
116 under case FS19-059.
117
118 **January 18, 2019:** The applicant filed a request for Landscape Review covering the golf course
119 under case FS19-060.
120
121 **January 18, 2019:** The applicant filed a request for the Phase 2 (Phase 1A) Onsite Infrastructure Plat
122 under case FS19-061.
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130 **Reviewing Agencies:**

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132 **City of Surprise (COS):** The request was routed to the standard reviewing agencies who have
133 reviewed the proposal. All issues or concerns regarding this proposal have been addressed by the
134 applicant.

135
136 **Maricopa Water District (MWD):** MWD notes the project will have a significant impact on MWD
137 facilities in the area. The applicant has entered into a Development Agreement with MWD to
138 address those issues.

139
140 **Flood Control District of Maricopa County (FCDMC):** FCDMC indicated no objections to the
141 request.

142
143 **Arizona Department of Transportation (ADOT):** ADOT indicated no objections to the request.

144
145 **Luke Air Force Base (LAFB):** LAFB offers no objections to the request, but recommends sound
146 attenuation and a strong notification program.

147
148 **Discussion:**

149
150 The Maricopa Water District (MWD) required the applicant to enter into a Development Agreement
151 with MWD and to establish a number of new easements intended to replace certain existing
152 easements that currently encumber the property and interfere with the development plans for the
153 site. The applicant addressed this issue with MWD and entered into a Development Agreement
154 with the District.

155
156 **Summary:**

157
158 The proposed Final Plat is one of several case activities related to the Toll at Prasada development
159 and follows the recently approved Phase 1 Infrastructure Plat. City Council approval of the subject
160 Final Plat will allow the applicant to obtain the civil construction permits necessary to begin
161 construction of the infrastructure associated with Phase 1 Unit B. The proposed Final Plat is
162 consistent with the Prasada PAD and other regulatory documents, and the reviewing agencies have
163 expressed no objections to the approval of the Final Plat.

164
165 **Findings:**

- 166
167
 - The proposed Final Plat is consistent with the Prasada PAD.
 - The proposed Final Plat is consistent with the Toll at Prasada Preliminary Plat as
168 approved under FS17-394.
 - The proposed Final Plat is consistent with the applicable City of Surprise regulations.
 - The reviewing agencies have indicated no objections to the request.

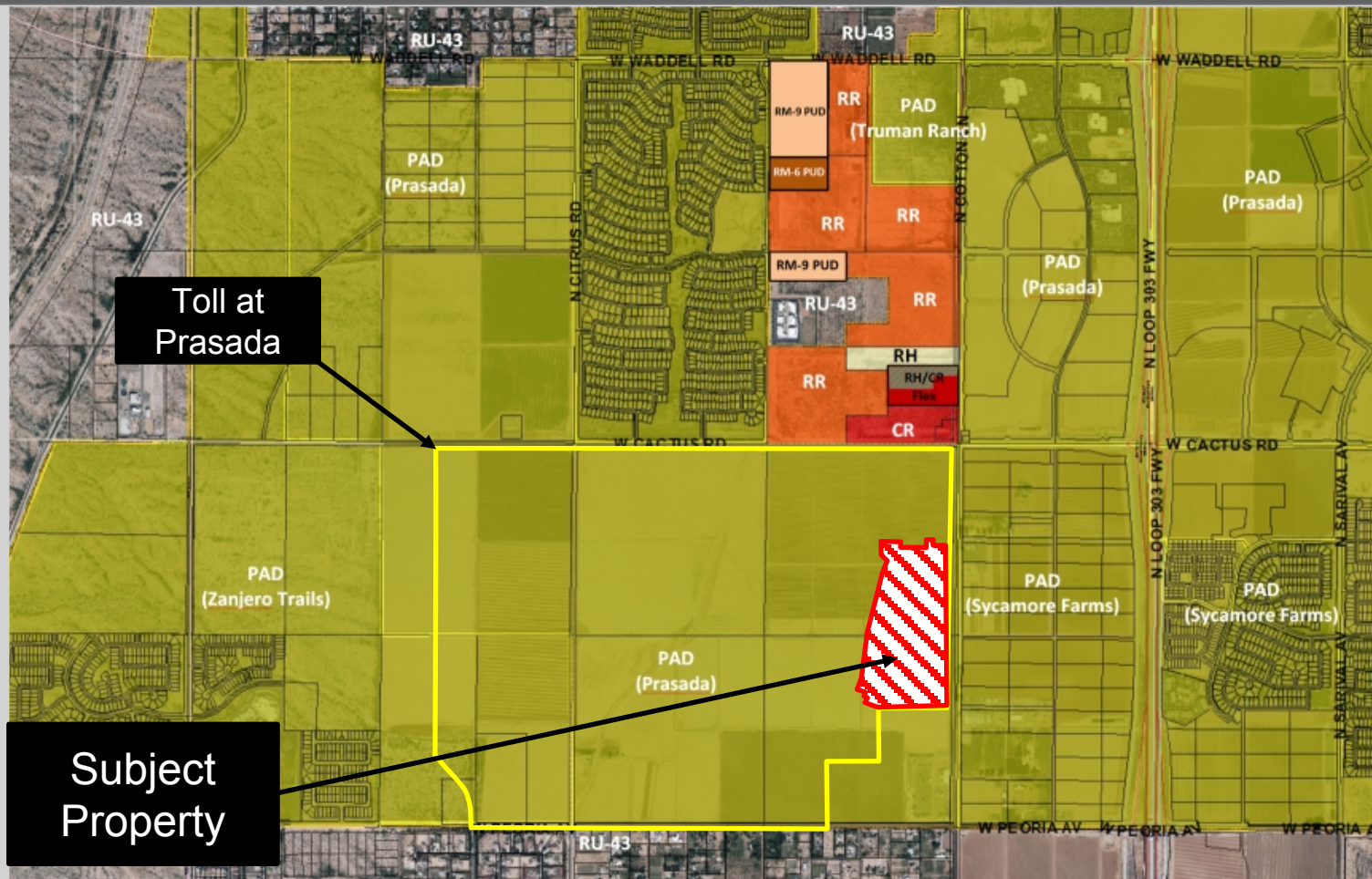
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173	<u>Attachments:</u>
174	
175	01 Vicinity Map
176	02 Case Map
177	03 Final Plat



FS17-700 Vicinity Map

FS17-700 Case Map



DEDICATION

STATE OF ARIZONA }
COUNTY OF MARICOPA }SS

KNOW ALL PERSONS BY THESE PRESENTS: THAT TOLL PRASADA LLC, AN ARIZONA LIMITED LIABILITY COMPANY, AS "OWNER", DOES HEREBY PUBLISH THIS FINAL PLAT AS AND FOR THE PLAT OF TOLL AT PRASADA, PHASE 1 UNIT B, BEING LOCATED IN A PORTION OF THE EAST HALF OF SECTION 23, TOWNSHIP 3 NORTH, RANGE 2 WEST OF THE GILA AND SALT RIVER MERIDIAN, MARICOPA COUNTY, ARIZONA AND HEREBY DECLARES THAT SAID PLAT SETS FORTH THE LOCATION AND GIVES THE DIMENSIONS OF EACH LOT, TRACT AND EASEMENT, AND THAT EACH LOT AND TRACT SHALL BE KNOWN BY THE NUMBER, AND LETTER GIVEN TO EACH RESPECTIVELY. THE PURPOSES OF THE EASEMENTS ARE SHOWN HEREON.

OWNER HEREBY GRANTS TO THE CITY OF SURPRISE A PERPETUAL EASEMENT ACROSS THE PLAT INCLUDING ROADS AND STREETS, OPEN SPACES, COMMUNITY FACILITIES, TRACTS, SIDEWALKS, DRAINAGE BASINS AND ANY PROPERTY WITHIN THE PLAT OWNED BY THE HOMEOWNERS ASSOCIATION FOR THE PURPOSE OF PROVIDING CONTINUOUS AND UNINTERRUPTED INGRESS AND EGRESS FOR TRASH COLLECTION VEHICLES.

OWNER HEREBY GRANTS TO THE PUBLIC A PERPETUAL NON-EXCLUSIVE EASEMENT IN, UPON, OVER, UNDER, THROUGH, AND ACROSS THE AREAS DESIGNATED AS PUBLIC UTILITY EASEMENTS AS SHOWN ON THE PLAT FOR THE PURPOSE OF ACCESSING, INSTALLING, CONSTRUCTING, MAINTAINING, REPAIRING, REPLACING AND UTILIZING PUBLIC UTILITIES.

OWNER HEREBY GRANTS TO THE CITY OF SURPRISE A PERPETUAL NON-EXCLUSIVE EASEMENT OVER, UPON AND ACROSS THE AREAS DESIGNATED AS SIGHT VISIBILITY TRIANGLES FOR THE PURPOSE OF ENSURING THAT THESE AREAS REMAIN FREE OF SIGHT VISIBILITY OBSTRUCTIONS.

OWNER HEREBY GRANTS TO THE ULTIMATE OWNER OF EACH PARCEL CREATED BY THIS PLAT AN EASEMENT OVER, UPON AND ACROSS THE ENTIRE PLAT FOR THE PURPOSE OF PROVIDING CONTINUOUS AND UNINTERRUPTED INGRESS AND EGRESS TO EACH PARCEL CREATED BY THIS PLAT.

OWNER HEREBY GRANTS TO THE CITY OF SURPRISE A PERPETUAL NON-EXCLUSIVE PEDESTRIAN ACCESS AND SIDEWALK CONSTRUCTION AND MAINTENANCE EASEMENT OVER, UPON AND ACROSS THE AREAS DESIGNATED AS SIDEWALK EASEMENT AS SHOWN ON THE PLAT.

OWNER HEREBY GRANTS TO THE UNITED STATES OF AMERICA DEPARTMENT OF THE AIR FORCE ("USAF") AN AVIGATION EASEMENT OVER AND ACROSS THIS PLAT AND EVERY LOT AND PARCEL THEREOF, WHICH EASEMENT SHALL INCLUDE, BUT NOT BE LIMITED TO, THE RIGHT OF FLIGHT OF AIRCRAFT OVER THIS PLAT, TOGETHER WITH ITS ATTENDANT NOISE, VIBRATIONS, FUMES, DUST, FUEL AND LUBRICANT PARTICLES, AND ALL OTHER EFFECTS THAT MAY BE CAUSED BY THE OPERATION OF AIRCRAFT LANDING AT, OR TAKING OFF FROM, OR OPERATING AT OR ON LUKE AIR FORCE BASE AND AUXILIARY FIELD.

ANY PARTY WITH RIGHTS TO ANY WATER OR SEWER EASEMENT THAT OVERLAPS ANOTHER WATER OR SEWER EASEMENT SHALL HAVE THE RIGHT TO INSTALL, CONSTRUCT, MAINTAIN, REPAIR, REPLACE AND UTILIZE THE WATER/SEWER LINES/WATER METERS IN SUCH EASEMENTS THAT OVERLAP IN AN EMERGENCY SITUATION WITHOUT THE CONSENT OF ALL PARTIES WITH RIGHTS TO SUCH EASEMENTS. IN SUCH AREAS THAT OVERLAP IN A NON-EMERGENCY SITUATION ALL PARTIES SHALL CONSENT PRIOR TO ALLOWING ANY OTHER PARTY TO PERFORM ANY INSTALLATION, CONSTRUCTION, MAINTENANCE, REPAIR, OR REPLACEMENT WORK WITHIN THE EASEMENT

ALL IMPROVEMENTS, FOR STREETS AND PUBLIC UTILITIES OWNED AND OPERATED BY THE CITY, INSTALLED OR CONSTRUCTED BY OWNER WITHIN THE PUBLIC RIGHTS-OF-WAY, THE EASEMENTS, OR ANY TRACTS OR PARCELS HEREBY DEDICATED TO THE CITY OF SURPRISE SHALL BE DEEMED TO HAVE BEEN DEDICATED BY OWNER TO THE CITY UPON THEIR COMPLETION; HOWEVER, SUCH TRANSFER SHALL NOT OCCUR UNTIL THE CITY COUNCIL FOR THE CITY OF SURPRISE MANIFESTS ITS ACCEPTANCE BY SEPARATE FORMAL COUNCIL ACTION.

OWNER HEREBY GRANTS TO THE CITY OF SURPRISE A TEMPORARY ACCESS EASEMENT EXTENDING THROUGH TRACT A OUT TO COTTON LANE.

THE EASEMENTS GRANTED WITHIN THIS DEDICATION ARE PERMANENT AND PERPETUAL AND SHALL RUN WITH THE LAND AND BE BINDING UPON OWNER AND ITS HEIRS, ASSIGNS, AND SUCCESSORS IN INTEREST TO THIS PLAT OR ANY PARCEL OR LOT THEREOF.

TRACTS A THROUGH W, INCLUSIVE, ARE NOT DEDICATED TO THE PUBLIC, BUT ARE PLATTED AS COMMON PROPERTY FOR THE USE AND ENJOYMENT OF TOLL AT PRASADA COMMUNITY ASSOCIATION, INC., AN ARIZONA NON-PROFIT CORPORATION AS MORE FULLY SET FORTH IN THE DECLARATION OF COVENANTS, CONDITIONS AND RESTRICTIONS. HOA IS RESPONSIBLE FOR MAINTENANCE OF SAID TRACTS.

OWNER HEREBY GRANTS TO THE CITY OF SURPRISE A PERPETUAL EXCLUSIVE EASEMENT OVER, UNDER, UPON AND ACROSS ALL AREAS DESIGNATED ON THE PLAT AS APPLICABLE: SEWER LINES AND MANHOLES, FOR THE PURPOSE OF INSTALLING, CONSTRUCTING, MAINTAINING, REPAIRING, REPLACING AND UTILIZING THE SEWER LINES AND MANHOLES.

OWNER HEREBY GRANTS TO THE CITY OF SURPRISE A PERPETUAL CROSS ACCESS EASEMENT ACROSS THE PLAT INCLUDING ROADS AND STREETS, OPEN SPACES, COMMUNITY FACILITIES, TRACTS, SIDEWALKS, DRAINAGE BASINS AND ANY PROPERTY WITHIN THE PLAT OWNED BY THE HOMEOWNERS ASSOCIATION FOR THE PURPOSES OF PROVIDING CONTINUOUS AND UNINTERRUPTED INGRESS AND EGRESS FOR EMERGENCY VEHICLES.

IN WITNESS WHEREOF, OWNER HAS HEREUNTO CAUSED ITS CORPORATE NAME TO BE SIGNED AND ITS CORPORATE SEAL TO BE AFFIXED BY THE UNDERSIGNED, DULY AUTHORIZED OFFICER THIS _____ DAY OF _____, 2019.

TOLL PRASADA LLC, AN ARIZONA LIMITED LIABILITY COMPANY

BY _____ DATE _____

ITS _____

ACKNOWLEDGMENT

STATE OF ARIZONA }
COUNTY OF MARICOPA }SS

ON THIS _____ DAY OF _____, 2019 BEFORE ME, THE UNDERSIGNED, PERSONALLY APPEARED _____, WHO ACKNOWLEDGED HIMSELF TO BE THE PERSON WHOSE NAME IS SUBSCRIBED TO THE INSTRUMENT WITHIN, AND WHO EXECUTED THE FOREGOING INSTRUMENT FOR THE PURPOSES THEREIN CONTAINED.

IN WITNESS WHEREOF, I HAVE HEREUNTO SET MY HAND AND OFFICIAL SEAL.

NOTARY PUBLIC DATE _____

MY COMMISSION EXPIRES:

NOTICE OF PRASADA PRE-ANNEXATION DEVELOPMENT AGREEMENT

OWNER'S PREDECESSORS, SUBURBAN LAND RESERVE, INC., A UTAH CORPORATION, FULTON HOMES CORPORATION, AN ARIZONA CORPORATION, AND WESTCOR/SURPRISE LLC, AN ARIZONA LIMITED LIABILITY COMPANY HAVE ENTERED INTO A PRE-ANNEXATION DEVELOPMENT AGREEMENT DATED SEPTEMBER 12, 2006 ("AGREEMENT") WITH CITY OF SURPRISE, AN ARIZONA MUNICIPAL CORPORATION, FOR WHICH A MEMORANDUM OF AGREEMENT WAS RECORDED ON SEPTEMBER 19, 2006, AT THE MARICOPA COUNTY RECORDER'S OFFICE AT DOCUMENT NO. 20061238109. AGREEMENT WAS RECENTLY AMENDED AND RECORDED ON JULY 20, 2018, AT THE MARICOPA COUNTY RECORDER'S OFFICE DOCUMENT NO. 20180551464. THE PROPERTIES INVOLVED IN THIS PLAT ARE SUBJECT TO THIS AGREEMENT.

NOTICE OF INTERGOVERNMENTAL AGREEMENT

THE CITY OF SURPRISE ("CITY") AND MARICOPA COUNTY MUNICIPAL WATER CONSERVATION DISTRICT NUMBER ONE ("MWD") ENTERED INTO AN INTERGOVERNMENTAL AGREEMENT DATED APRIL 8, 1997, AND RECORDED IN THE MARICOPA COUNTY RECORDER'S OFFICE ON APRIL 9, 1997, UNDER DOCKET NO. 97-0231759 ("IGA"). CITY AND MWD HAVE FACILITIES AND PROPERTY INTERESTS DESCRIBED AND DELINEATED WITHIN CERTAIN SUBDIVISION PLATS OR, FOR LANDS NOT INCLUDED IN A SUBDIVISION PLAT, DECLARATIONS OF TURF LANDS OR DECLARATIONS OF URBANIZED AREA, THAT HAVE PRIOR AND SUPERIOR RIGHTS TO THE UTILITY SERVICE PROVIDERS, AS DEFINED IN THE IGA. THE IGA PROVIDES FOR THE CITY TO HAVE A PUBLIC UTILITY EASEMENT WITHIN CERTAIN MWD PROPERTY INTERESTS AND FOR MWD TO HAVE AN EASEMENT WITHIN CITY'S PUBLIC RIGHTS-OF-WAY. CITY AND MWD RIGHTS WITHIN THESE EASEMENTS ARE SUBJECT TO AND CONTROLLED BY THE TERMS AND CONDITIONS OF THE IGA

IN LOCATIONS WHERE APPLICABLE, INCLUDING ANY AND ALL DEDICATIONS WITHIN A SUBDIVISION PLAT, MWD'S PRIOR AND SUPERIOR RIGHTS OF ACCESS TO AND USE OF EXISTING AND FUTURE MWD FACILITIES AND PROPERTY INTERESTS, SHALL BE SUBJECT TO THE TERMS AND CONDITIONS OF THE IGA.

CITY SHALL HAVE THE RIGHT TO AUTHORIZE AND CONTROL THE UTILITY SERVICE PROVIDER'S USE AND OCCUPANCY OF THESE EASEMENTS. CITY REQUIRES THAT UTILITY SERVICE PROVIDERS CONSENT TO BE BOUND BY THE IGA PRIOR TO THE USE OR OCCUPANCY OF THE EASEMENTS GRANTED UNDER THE IGA. SUCH USE OR OCCUPANCY OF THE EASEMENTS CONSTITUTES CONSENT OF THE UTILITY SERVICE PROVIDERS TO BE BOUND BY THE IGA.

PUBLIC NOTICE

THE LOTS DEPICTED ON THIS PLAT ARE LOCATED WITHIN THE VICINITY OF LUKE AIR FORCE BASE AND MAY BE SUBJECT TO OVERFLIGHTS BY JET AIRCRAFT. ALL STRUCTURES WITHIN THIS PLAT SHALL BE CONSTRUCTED IN COMPLIANCE WITH THE SOUND ATTENUATION STANDARDS ADOPTED BY THE CITY OF SURPRISE. A MAP DEPICTING THE MOST CURRENT ADOPTED MAG NOISE CONTOURS IN RELATION TO THIS PLAT SHALL BE DISPLAYED IN ALL SALES OFFICES. ADDITIONAL INFORMATION MAY BE OBTAINED BY CONTACTING THE CITY OF SURPRISE COMMUNITY DEVELOPMENT DEPARTMENT.

RELEASE OF LIABILITY

TOLL PRASADA LLC, AN ARIZONA LIMITED LIABILITY COMPANY ("OWNER") DOES HEREBY (1) RELEASE AND DISCHARGE THE USAF AND THE CITY OF SURPRISE, AND (2) INDEMNIFY, DEFEND, AND HOLD HARMLESS THE CITY OF SURPRISE, OF AND FROM ANY LIABILITY FOR ANY AND ALL CLAIMS FOR DAMAGES OF ANY KIND TO PERSONS OR PROPERTY THAT MAY ARISE AT ANY TIME IN THE FUTURE OVER, OR IN CONNECTION WITH AIRCRAFT OVERFLIGHTS FROM AIRCRAFT UTILIZING LUKE AIR FORCE BASE, WHETHER SUCH DAMAGE SHALL ORIGINATE FROM NOISE, VIBRATION, FUMES, DUST, FUEL AND LUBRICANT PARTICLES, AND ALL OTHER EFFECTS THAT MAY BE CAUSED BY THE OPERATION OF AIRCRAFT LANDING AT, OR TAKING OFF FROM, OR OPERATING AT OR ON LUKE AIR FORCE BASE. THIS INSTRUMENT SHALL RUN WITH THE LAND AND BE BINDING UPON OWNER AND ITS HEIRS, ASSIGNS, AND SUCCESSORS IN INTEREST TO THIS PLAT OR ANY PARCEL OR LOT THEREOF. THIS INSTRUMENT DOES NOT RELEASE THE USAF FROM LIABILITY FOR DAMAGE OR INJURY TO PERSON OR PROPERTY CAUSED BY FALLING AIRCRAFT OR FALLING PHYSICAL OBJECTS FROM AIRCRAFT, EXCEPT AS STATED HEREIN WITH RESPECT TO NOISE, FUMES, DUST, FUEL, AND LUBRICANT PARTICLES.

OWNER HEREBY FURTHER AGREES TO INDEMNIFY, DEFEND, AND HOLD HARMLESS THE CITY OF SURPRISE FROM ANY AND ALL CLAIMS FOR DAMAGES OF ANY KIND TO PERSONS OR PROPERTY LOCATED WITHIN THE RIGHT OF WAY THAT MAY ARISE IN CONNECTION WITH THE USE OF THE SIDEWALKS LOCATED WITHIN THE RIGHT-OF-WAY, UNTIL SUCH TIME THE CITY OF SURPRISE HAS ACCEPTED THE SIDEWALKS.

OWNER DOES HEREBY (1) RELEASE AND DISCHARGE THE CITY OF SURPRISE, AND (2) INDEMNIFY, DEFEND, AND HOLD HARMLESS THE CITY OF SURPRISE, OF AND FROM ANY LIABILITY FOR ANY AND ALL CLAIMS FOR DAMAGES OF ANY KIND TO PERSONS OR PROPERTY THAT MAY ARISE AT ANY TIME IN THE FUTURE OVER, OR IN CONNECTION WITH THE AREAS LOCATED WITHIN THE NEWLY DEDICATED RIGHT-OF-WAY AS DEPICTED ON THIS PLAT UNTIL SUCH TIME THE RIGHT-OF-WAY IS IMPROVED TO CITY STANDARDS AND THOSE IMPROVEMENTS ARE APPROVED AND ACCEPTED BY THE CITY COUNCIL. THE MAINTENANCE OF THE AREA WITHIN ANY NEWLY DEDICATED RIGHT-OF-WAY AS SHOWN ON THIS PLAT SHALL BE THE RESPONSIBILITY OF THE ADJACENT OWNER/OR SUBSEQUENT ADJACENT OWNERS WITHIN THE BOUNDARY OF SAID PLAT UNTIL SUCH TIME THAT THE AREA WITHIN THE RIGHT-OF-WAY IS IMPROVED TO CITY STANDARD AND ACCEPTED BY THE CITY OF SURPRISE.

100 YEAR ASSURED WATER SUPPLY

THE SUBDIVIDER HAS OBTAINED A CERTIFICATE OF 100 YEAR ASSURED WATER SUPPLY FROM THE DEPARTMENT OF WATER RESOURCES.

27-701007.0000 11/14/2018
CERTIFICATE NUMBER DATE

BASIS OF BEARING

THE BASIS OF BEARING IS THE EAST LINE OF THE NORTHEAST QUARTER OF SECTION 23, TOWNSHIP 3 NORTH, RANGE 2 WEST, BEARING SOUTH 00 DEGREES 24 MINUTES 11 SECONDS WEST PER THIS PLAT.

AREA SUMMARY TABLE		
DESCRIPTION	AREA (SF)	AREA (ACRES)
LOTS 1 – 230 (230 LOTS)	1,442,226	33.1090
TRACTS A – T	292,554	6.7161
PRIVATE STREETS (TRACT PS)	356,037	8.1735
GROSS AREA	2,090,817	47.9986

SEE SHEET 2 FOR LOT TABLE

Final Plat
Toll at Prasada, Phase I Unit B

A portion of the east half of Section 23,
Township 3 North, Range 2 West of the Gila and Salt River Meridian
Maricopa County, Arizona

GENERAL NOTES

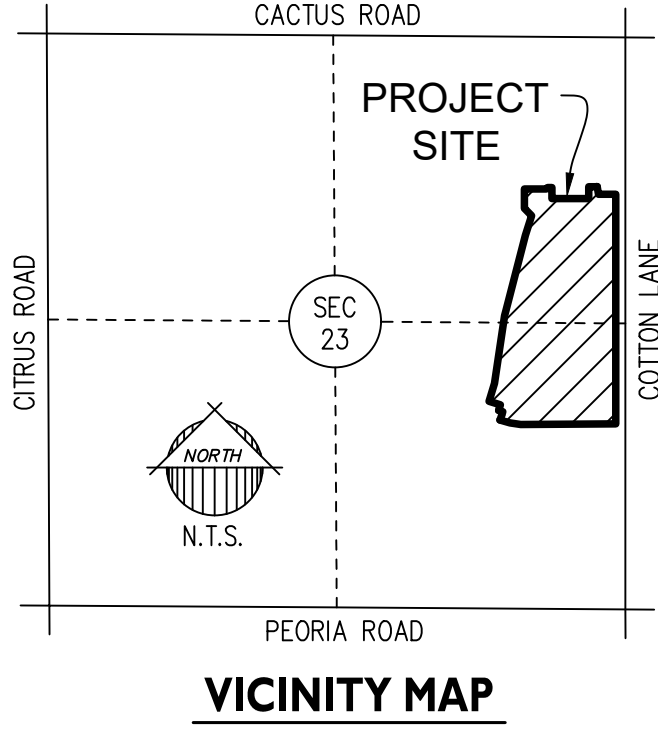
- SPRINKLERS ARE REQUIRED IN ALL ONE AND TWO FAMILY DWELLINGS BUILT IN AREAS WHICH DO NOT HAVE AN ADEQUATE WATER SUPPLY.
- NO ON-SITE GRADING OR EXCAVATION SHALL OCCUR WITHOUT FIRST OBTAINING A PERMIT FROM THE CITY OF SURPRISE.
- THE PROPERTY IS LOCATED WITHIN AN AREA HAVING FLOOD ZONE "ZONE X SHADED AND ZONE A," BY THE FEDERAL EMERGENCY MANAGEMENT AGENCY, ON FLOOD INSURANCE RATE MAP NO. 04013C1660L, WITH A DATE OF IDENTIFICATION OF OCTOBER 16, 2013, FOR COMMUNITY NO. 040053, IN MARICOPA COUNTY, STATE OF ARIZONA, WHICH IS THE CURRENT FLOOD INSURANCE RATE MAP FOR THE COMMUNITY IN WHICH SAID PROPERTY IS SITUATED.
- THE ROADS DESIGNATED AS "PRIVATE" AND ANY APPURTENANCES INCLUDING BUT NOT LIMITED TO ROAD SIGNS, STRIPING, CURB AND GUTTER, AND SIDEWALKS ARE PRIVATE; SUCH ROADS AND APPURTENANCES ARE OWNED, MAINTAINED AND REPAIRED BY OWNER OR THE HOMEOWNER'S ASSOCIATION FORMED BY OWNER. THE CITY OF SURPRISE SHALL NOT MAINTAIN OR REPAIR ANY ROAD DESIGNATED AS "PRIVATE."
- IN ACCORDANCE WITH ARS § 9-461.07, THE CITY OF SURPRISE HAS DETERMINED THAT ALL DEDICATIONS OCCURRING WITH THIS PLAT ARE IN CONFORMANCE WITH THE SURPRISE GENERAL PLAN.
- PURSUANT TO A.R.S. § 42-11102, THE CITY OF SURPRISE, A POLITICAL SUBDIVISION OF THE STATE OF ARIZONA, IS EXEMPT FROM ALL TAXES AND ASSESSMENTS BASED ON ASSESSED VALUE EXCEPT FOR SPECIAL DISTRICTS #14751 AND 14710, WHEN APPLICABLE.
- LANDSCAPE PLANTINGS SHALL BE PER THE APS APPROVED PLANT LIST WITHIN THE REAR 10' OF LOTS 14 THROUGH 23. A 10' LANDSCAPE HEIGHT EASEMENT (LHE) DEPICTS AS SUCH.
- THE MAINTENANCE OF LANDSCAPING WITHIN THE OPEN SPACES, LANDSCAPED TRACTS, RETENTION BASINS AND PARKS SHALL BE THE RESPONSIBILITY OF THE OWNER OR THE ASSOCIATION FORMED BY THE OWNER.
- THE MAINTENANCE OF LANDSCAPING WITHIN THE ADJACENT PUBLIC RIGHTS-OF-WAY, INCLUDING LANDSCAPED MEDIANS WITHIN COLLECTORS AND LOCAL STREETS AND LANDSCAPED AREAS BETWEEN THE CURB AND THE DETACHED SIDEWALK, SHALL BE THE RESPONSIBILITY OF THE ADJACENT PROPERTY OWNER OR THE PROPERTY ASSOCIATION FORMED BY THE ADJACENT PROPERTY.
- THE PROPERTY CONTAINED WITHIN THIS PLAT IS ZONED PAD PER CITY OF SURPRISE CASE FS17-587 OR AS SUBSEQUENTLY AMENDED.
- THIS FINAL PLAT IS IN CONFORMANCE WITH THE PRELIMINARY PLAT AS APPROVED BY THE CITY OF SURPRISE UNDER CASE FS17-394.

EPCOR DEDICATION

A PERPETUAL WATER EASEMENT AS DESCRIBED IN THIS PLAT IS GRANTED TO EPCOR WATER ARIZONA INC, AND ITS SUCCESSORS AND ASSIGNS (COLLECTIVELY, "GRANTEE"), TO CONSTRUCT, OPERATE, AND MAINTAIN WATER LINES AND APPURTENANT FACILITIES (COLLECTIVELY, "FACILITIES") UPON, ACROSS, OVER AND UNDER THE SURFACE OF THE EASEMENTS, TOGETHER WITH THE RIGHT TO OPERATE, REPAIR, REPLACE, MAINTAIN, AND REMOVE THE FACILITIES FROM THE PREMISES; TO ADD OR TO ALTER THE FACILITIES, AND TO PROVIDE GRANTEE WITH REASONABLE INGRESS AND EGRESS TO THE FACILITIES. GRANTEE WILL HAVE UNRESTRICTED ACCESS TO THE EASEMENT FOR THE ACTIVITIES DESCRIBED ABOVE AND FORMAL NOTIFICATION OR APPROVAL BY ANY ASSOCIATION PRIOR TO ACCESSING THE EASEMENT WILL NOT BE REQUIRED.

GRANTOR SHALL NOT ERECT OR CONSTRUCT OR PERMIT TO BE ERECTED OR CONSTRUCTED ANY BUILDING, STRUCTURE OR SIMILAR IMPROVEMENT WITHIN THE LIMITS OF THE EASEMENT GRANTED HEREIN. GRANTOR SHALL NOT, NOR PERMIT, THE GRADE OVER GRANTEE'S FACILITIES TO BE SUBSTANTIALLY ALTERED WITHOUT, IN EACH INSTANCE, THE PRIOR WRITTEN CONSENT OF GRANTEE, AND GRANTOR AGREES THAT NO OTHER PIPES OR CONDUITS SHALL BE PLACED WITHIN THE PREMISES SUBJECT TO THE EASEMENT GRANTED HEREIN. EXCEPT PIPES CROSSING GRANTEE'S FACILITIES AT RIGHT ANGLES, IN WHICH CASE, A MINIMUM VERTICAL DISTANCE OF TWO (2) FEET (AS MEASURED FROM THE CLOSEST POINTS ON THE OUTSIDE EDGES) SHALL BE MAINTAINED BETWEEN GRANTEE'S FACILITIES AND SUCH OTHER PIPES OR CONDUITS. UNLESS GRANTEE EXPRESSLY CONSENTS IN WRITING OTHERWISE, ANY AND ALL SEWER PIPES CROSSING THE EASEMENT GRANTED HEREIN SHALL BE LAID BELOW GRANTEE'S FACILITIES. HOWEVER, GRANTOR SHALL HAVE THE RIGHT TO CONSTRUCT AND ERECT FENCES, TO INSTALL LANDSCAPING, PARKING FACILITIES AND DRIVEWAYS, AND TO ESTABLISH OTHER USES THAT ARE NOT INCONSISTENT WITH USES WITHIN THE LIMITS OF SAID EASEMENT IN A MANNER THAT WILL NOT UNREASONABLY INTERFERE WITH GRANTEE'S ACCESS TO THE FACILITIES.

TRACT USE TABLE			
TRACT	USE	AREA (SF)	AREA (AC)
A	LANDSCAPE, OPEN SPACE, PUBLIC UTILITY EASEMENT, RETENTION, WATER/SEWER/FIRE ACCESS EASEMENT	140,414	3.2235
B	LANDSCAPE, OPEN SPACE, PUBLIC UTILITY EASEMENT	1,806	0.0415
C	LANDSCAPE, OPEN SPACE, PUBLIC UTILITY EASEMENT, WATER/SEWER EASEMENT, TEMPORARY ACCESS EASEMENT	4,400	0.1010
D	LANDSCAPE, OPEN SPACE, PUBLIC UTILITY EASEMENT	6,888	0.1581
E	LANDSCAPE, OPEN SPACE, PUBLIC UTILITY EASEMENT	5,356	0.1230
F	LANDSCAPE, OPEN SPACE, PUBLIC UTILITY EASEMENT, RETENTION	24,149	0.5544
G	LANDSCAPE, OPEN SPACE, PUBLIC UTILITY EASEMENT	10,732	0.2464
H	LANDSCAPE, OPEN SPACE, PUBLIC UTILITY EASEMENT	6,483	0.1488
I	LANDSCAPE, OPEN SPACE, PUBLIC UTILITY EASEMENT	13,264	0.3045
J	SHARED DRIVEWAY, LANDSCAPE, OPEN SPACE, PUBLIC UTILITY EASEMENT	3,361	0.0772
K	SHARED DRIVEWAY, LANDSCAPE, OPEN SPACE, PUBLIC UTILITY EASEMENT	3,360	0.0771
L	LANDSCAPE, OPEN SPACE, PUBLIC UTILITY EASEMENT	10,612	0.2436
M	SHARED DRIVEWAY, LANDSCAPE, OPEN SPACE, PUBLIC UTILITY EASEMENT	3,360	0.0771
N	LANDSCAPE, OPEN SPACE, PUBLIC UTILITY EASEMENT	11,360	0.2608
O	SHARED DRIVEWAY, LANDSCAPE, OPEN SPACE, PUBLIC UTILITY EASEMENT	3,360	0.0771
P	LANDSCAPE, OPEN SPACE, PUBLIC UTILITY EASEMENT	13,165	0.3022
PS	PRIVATE STREET, EMERGENCY AND SERVICES TYPE ACCESS EASEMENT, WATER AND SEWER EASEMENT	356,037	8.1735
Q	SHARED DRIVEWAY, LANDSCAPE, OPEN SPACE, PUBLIC UTILITY EASEMENT	3,377	0.0775
R	LANDSCAPE, OPEN SPACE, PUBLIC UTILITY EASEMENT	12,196	0.2800
S	LANDSCAPE, OPEN SPACE, PUBLIC UTILITY EASEMENT	11,551	0.2652
T	SHARED DRIVEWAY, LANDSCAPE, OPEN SPACE, PUBLIC UTILITY EASEMENT	3,360	0.0771



DEVELOPER

TOLL BROTHERS
8767 E VIA DE VENTURA, SUITE 390
SCOTTSDALE, AZ 85258
TEL: (480) 314-6711
CONTACT: OSCAR DOMINGUEZ

ENGINEER

EPS GROUP, INC.
2045 S. VINEYARD, SUITE 101
MESA, AZ 85210
TEL: (480)-503-2250
FAX: (480)-503-2258
CONTACT: RICH HOPPE, P.E.

SHEET INDEX

- COVER, NOTES, DEDICATION, SITE DATA, BASIS OF BEARING AND CERTIFICATIONS
- LOT AREA TABLE, CURVE TABLE, LINE TABLE, LEGAL DESCRIPTION
- 6 FINAL PLAT PLAN SHEET

HOMEOWNERS ASSOCIATION RATIFICATION

KNOW ALL PERSONS BY THESE PRESENTS: THAT TOLL AT PRASADA COMMUNITY ASSOCIATION, INC., AN ARIZONA NON-PROFIT CORPORATION, HEREBY RATIFIES, AFFIRMS AND APPROVES THIS PLAT FOR "TOLL AT PRASADA, PHASE 1 UNIT B" AND THE RESPONSIBILITIES IMPOSED UPON IT UNDER THIS PLAT.

IN WITNESS WHEREOF, _____ HAS CAUSED ITS NAME TO BE AFFIXED BY THE UNDERSIGNED, DULY AUTHORIZED OFFICER THIS _____ DAY OF _____, 2019.

TOLL AT PRASADA COMMUNITY ASSOCIATION, INC.,
AN ARIZONA NON-PROFIT CORPORATION

BY: _____

ITS: _____

ACKNOWLEDGMENT

STATE OF ARIZONA }
COUNTY OF MARICOPA }SS

ON THIS _____ DAY OF _____, 2019 BEFORE ME, THE UNDERSIGNED, PERSONALLY APPEARED _____, WHO ACKNOWLEDGED HIMSELF TO BE THE PERSON WHOSE NAME IS SUBSCRIBED TO THE INSTRUMENT WITHIN, AND WHO EXECUTED THE FOREGOING INSTRUMENT FOR THE PURPOSES THEREIN CONTAINED.

IN WITNESS WHEREOF, I HAVE HEREUNTO SET MY HAND AND OFFICIAL SEAL.

NOTARY PUBLIC DATE _____

MY COMMISSION EXPIRES:

CITY OF SURPRISE ENGINEER APPROVAL

DATA ON THIS PLAT REVIEWED AND APPROVED THIS _____ DAY OF _____, 2019, BY THE CITY ENGINEER OF SURPRISE, ARIZONA.

APPROVED _____ DATE _____
CITY ENGINEER

CITY OF SURPRISE COUNCIL APPROVAL

APPROVED BY THE CITY COUNCIL OF THE CITY OF SURPRISE, ARIZONA, THIS _____ DAY OF _____, 2019.

MAYOR DATE _____

ATTEST: _____ DATE _____
CITY CLERK

CERTIFICATION

I, JESSE BOYD, HEREBY CERTIFY THAT I AM A REGISTERED LAND SURVEYOR IN THE STATE OF ARIZONA; THAT THIS PLAT CORRECTLY REPRESENTS A SURVEY MADE UNDER MY DIRECTION DURING THE MONTH OF NOVEMBER, 2017; THAT THE SURVEY IS TRUE AND CORRECT AS SHOWN; THAT ALL MONUMENTS ACTUALLY EXIST OR WILL BE SET AS SHOWN; THAT SAID MONUMENTS ARE SUFFICIENT TO ENABLE THE SURVEY TO BE RETRACED.

JESSE BOYD, RLS 42937
EPS GROUP, INC.
2045 S. VINEYARD AVE., STE. 101
MESA, ARIZONA 85210
PHONE: (480) 503-2250
FAX: (480) 503-2258

TOTAL AREA:
47.9986 ACRES
TOTAL LOTS: 230

Toll at Prasada
Phase I Unit B
SURPRISE, ARIZONA
Final Plat

Project:

Revisions:



Designer: AG
Drawn by: GH



Job No.
16-339

FP01

Sheet No.
1
of 6

LOT AREA TABLE			
LOT #	AREA (SF)	AREA (AC)	LOT CATEGORY
1	5,542.0	0.1272	D1
2	5,538.8	0.1272	D1
3	5,556.1	0.1276	D1
4	5,573.5	0.1279	D1
5	6,711.0	0.1541	D1
6	5,611.6	0.1288	D1
7	5,629.0	0.1292	D1
8	5,646.3	0.1296	D1
9	6,798.4	0.1561	D1
10	6,823.4	0.1566	D1
11	5,705.3	0.1310	D1
12	5,722.6	0.1314	D1
13	5,739.9	0.1318	D1
14	7,798.5	0.1790	D1
15	7,684.3	0.1764	D1
16	6,556.3	0.1505	D2
17	6,619.4	0.1520	D1
18	8,368.4	0.1921	D2
19	6,845.8	0.1572	D2
20	5,500.0	0.1263	D1
21	5,500.0	0.1263	D1
22	6,600.0	0.1515	D1
23	7,700.0	0.1768	C
24	7,700.0	0.1768	C

LOT AREA TABLE			
LOT #	AREA (SF)	AREA (AC)	LOT CATEGORY
217	5,600.0	0.1286	E
218	4,700.0	0.1079	E
219	4,913.2	0.1128	E
220	5,500.0	0.1263	D1
221	5,500.0	0.1263	D1
222	5,500.0	0.1263	D1
223	6,600.0	0.1515	D1
224	6,600.0	0.1515	D1
225	7,700.0	0.1768	D1
226	5,033.4	0.1156	E
227	4,700.0	0.1079	E
228	5,600.0	0.1286	E
229	4,700.0	0.1079	E
230	4,680.0	0.1074	E

CURVE TABLE							
CURVE	LENGTH	RADIUS	DELTA	TANGENT	CHORD	CHORD BRG	
C1	38.68'	525.00'	41°3'15"	19.35'	38.67'	N19°52'11"E	
C2	30.33'	20.00'	86°54'05"	18.95'	27.51'	N61°12'36"E	
C3	32.63'	20.00'	93°28'29"	21.25'	29.13'	N28°58'41"W	
C4	31.42'	20.00'	90°00'00"	20.00'	28.28'	S45°24'44"W	
C5	78.54'	50.00'	90°00'00"	50.00'	70.71'	N45°24'44"E	
C6	31.42'	20.00'	90°00'00"	20.00'	28.28'	S44°35'16"E	
C7	31.42'	20.00'	90°00'00"	20.00'	28.28'	S45°24'44"W	
C8	115.85'	780.00'	8°30'37"	58.03'	115.75'	N85°19'58"W	
C9	121.79'	820.00'	8°30'37"	61.01'	121.68'	S85°19'58"E	
C10	31.42'	20.00'	90°00'00"	20.00'	28.28'	N36°04'40"W	
C11	31.42'	20.00'	90°00'00"	20.00'	28.28'	N53°55'20"E	
C12	49.36'	320.00'	8°50'14"	24.73'	49.31'	N13°20'27"E	
C13	46.27'	300.00'	8°50'14"	23.18'	46.23'	N13°20'27"E	
C14	43.19'	280.00'	8°50'14"	21.64'	43.14'	S13°20'27"W	
C15	31.42'	20.00'	90°00'00"	20.00'	28.28'	N36°04'40"W	

CURVE TABLE							
CURVE	LENGTH	RADIUS	DELTA	TANGENT	CHORD	CHORD BRG	
C16	31.42'	20.00'	90°00'00"	20.00'	28.28'	N53°55'20"E	
C17	71.29'	480.00'	8°30'37"	35.71'	71.23'	N85°19'58"W	
C18	74.27'	500.00'	8°30'37"	37.20'	74.20'	S85°19'58"E	
C19	77.24'	520.00'	8°30'37"	38.69'	77.16'	S85°19'58"E	
C20	31.42'	20.00'	90°00'00"	20.00'	28.28'	S45°24'44"W	
C21	31.42'	20.00'	90°00'00"	20.00'	28.28'	S44°35'16"E	
C22	31.42'	20.00'	90°00'00"	20.00'	28.28'	S44°35'16"E	
C23	78.54'	50.00'	90°00'00"	50.00'	70.71'	N44°35'16"W	
C24	144.97'	200.00'	41°31'47"	75.83'	141.81'	S68°49'23"E	
C25	27.76'	20.00'	79°31'28"	16.64'	25.58'	S87°49'14"E	
C26	291.83'	160.00'	104°30'09"	206.65'	253.02'	N37°20'12"W	
C27	328.30'	180.00'	104°30'09"	232.48'	284.65'	S37°20'12"E	
C28	27.76'	20.00'	79°31'28"	16.64'	25.58'	S12°39'19"W	
C29	121.46'	160.00'	43°29'42"	63.83'	118.57'	S30°40'11"W	
C30	106.28'	140.00'	43°29'42"	55.85'	103.75'	S30°40'11"W	

LOT AREA TABLE			
LOT #	AREA (SF)	AREA (AC)	LOT CATEGORY
97	5,500.0	0.1263	D1
98	5,500.0	0.1263	D1
99	6,600.0	0.1515	D1
100	5,516.4	0.1266	D1
101	6,794.7	0.1560	D2
102	9,511.0	0.2183	D2
103	6,600.4	0.1515	D1
104	5,500.0	0.1263	D1
105	5,500.0	0.1263	D1
106	5,500.0	0.1263	D1
107	5,500.0	0.1263	D1
108	6,600.0	0.1515	D1
109	6,600.0	0.1515	D1
110	5,500.0	0.1263	D1
111	6,600.0	0.1515	D1
112	5,500.0	0.1263	D1
113	5,500.0	0.1263	D1
114	5,500.0	0.1263	D1
115	6,600.0	0.1515	D1
116	6,639.9	0.1524	D2
117	8,445.5	0.1939	D2
118	5,504.5	0.1264	D1
119	6,604.9	0.1516	D1
120	5,503.7	0.1263	D1

CURVE TABLE							
CURVE	LENGTH	RADIUS	DELTA	TANGENT	CHORD	CHORD BRG	
C31	91.10'	120.00'	43°29'42"	47.87'	88.92'	N30°40'11"E	
C32	146.68'	200.00'	42°01'18"	76.82'	143.42'	S06°05'46"E	
C33	31.42'	20.00'	90°00'00"	20.00'	28.28'	N59°54'53"E	
C34	31.42'	20.00'	90°00'00"	20.00'	28.28'	N30°05'07"W	
C35	106.37'	420.00'	14°30'41"	53.47'	106.09'	S82°20'28"E	
C36	96.24'	380.00'	14°30'41"	48.38'	95.99'	N82°20'28"W	
C37	31.42'	20.00'	90°00'00"	20.00'	28.28'	S45°24'11"W	
C38	78.54'	50.00'	90°00'00"	50.00'	70.71'	N45°24'11"E	
C39	31.42'	20.00'	90°00'00"	20.00'	28.28'	S44°35'49"E	
C40	31.42'	20.00'	90°00'00"	20.00'	28.28'	S45°24'11"W	
C41	164.93'	180.00'	52°29'50"	88.76'	159.22'	S11°20'02"E	
C42	163.38'	180.00'	52°00'19"	87.80'	157.83'	S63°35'07"E	
C43	32.93'	130.00'	14°30'41"	16.55'	32.84'	N82°20'28"W	
C44	31.42'	20.00'	90°00'00"	20.00'	28.28'	N59°54'53"E	
C45	31.42'	20.00'	90°00'00"	20.00'	28.28'	N30°05'07"W	

LOT AREA TABLE			
LOT #	AREA (SF)	AREA (AC)	LOT CATEGORY
121	5,503.3	0.1263	D1
122	5,502.9	0.1263	D1
123	6,602.9	0.1516	D1
124	7,702.7	0.1768	C
125	7,911.1	0.1816	C
126	8,417.3	0.1932	D2
127	8,042.7	0.1846	D2
128	7,700.0	0.1768	C
129	7,700.0	0.1768	C
130	7,700.0	0.1768	C
131	7,700.0	0.1768	C
132	6,600.0	0.1515	D1
133	6,600.0	0.1515	D1
134	6,600.0	0.1515	D1
135	5,500.0	0.1263	D1
136	5,500.0	0.1263	D1
137	5,877.2	0.1349	D2
138	6,857.9	0.1574	D1
139	5,985.0	0.1374	D1
140	7,399.4	0.1699	D2
141	6,761.8	0.1552	D2
142	6,645.6	0.1526	D2
143	7,469.5	0.1715	D2
144	5,500.0	0.1263	D1

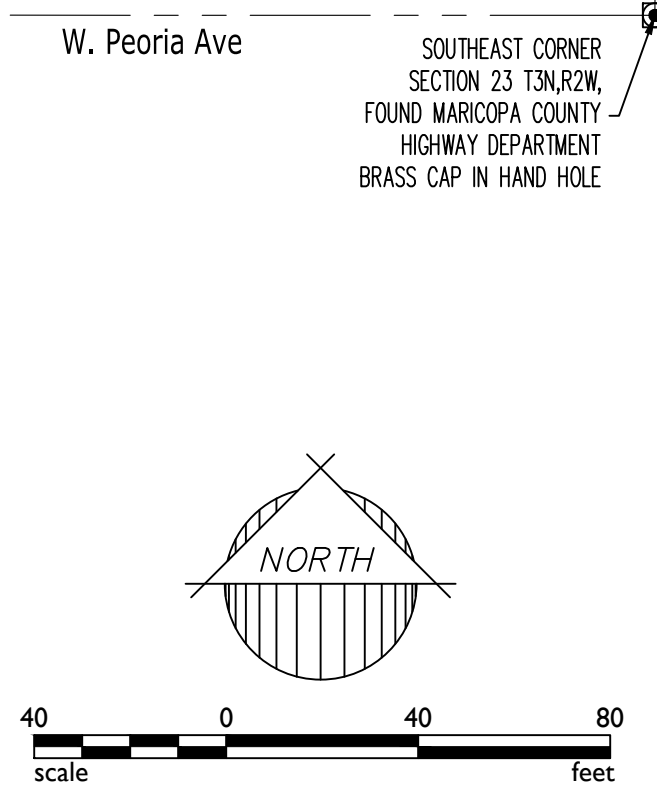
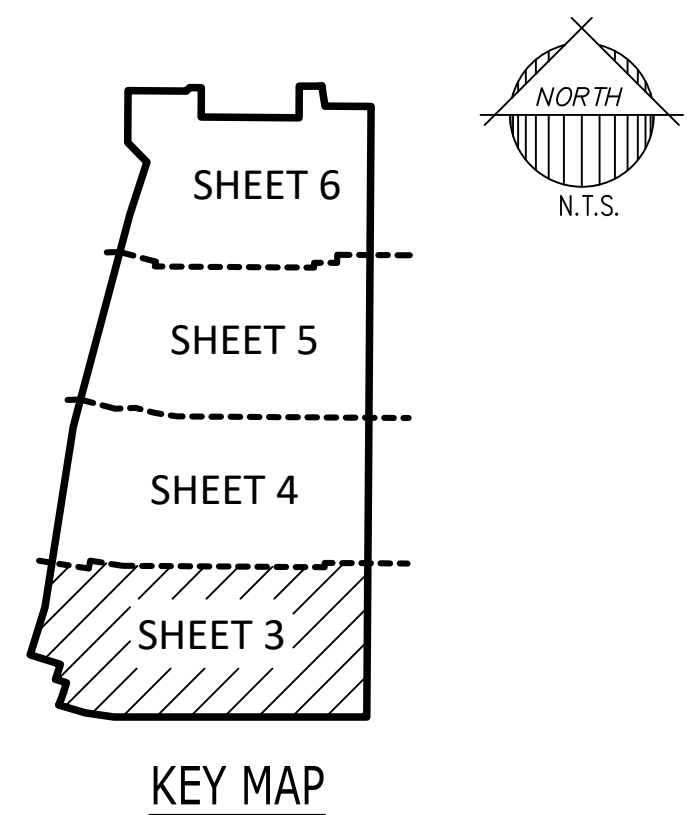
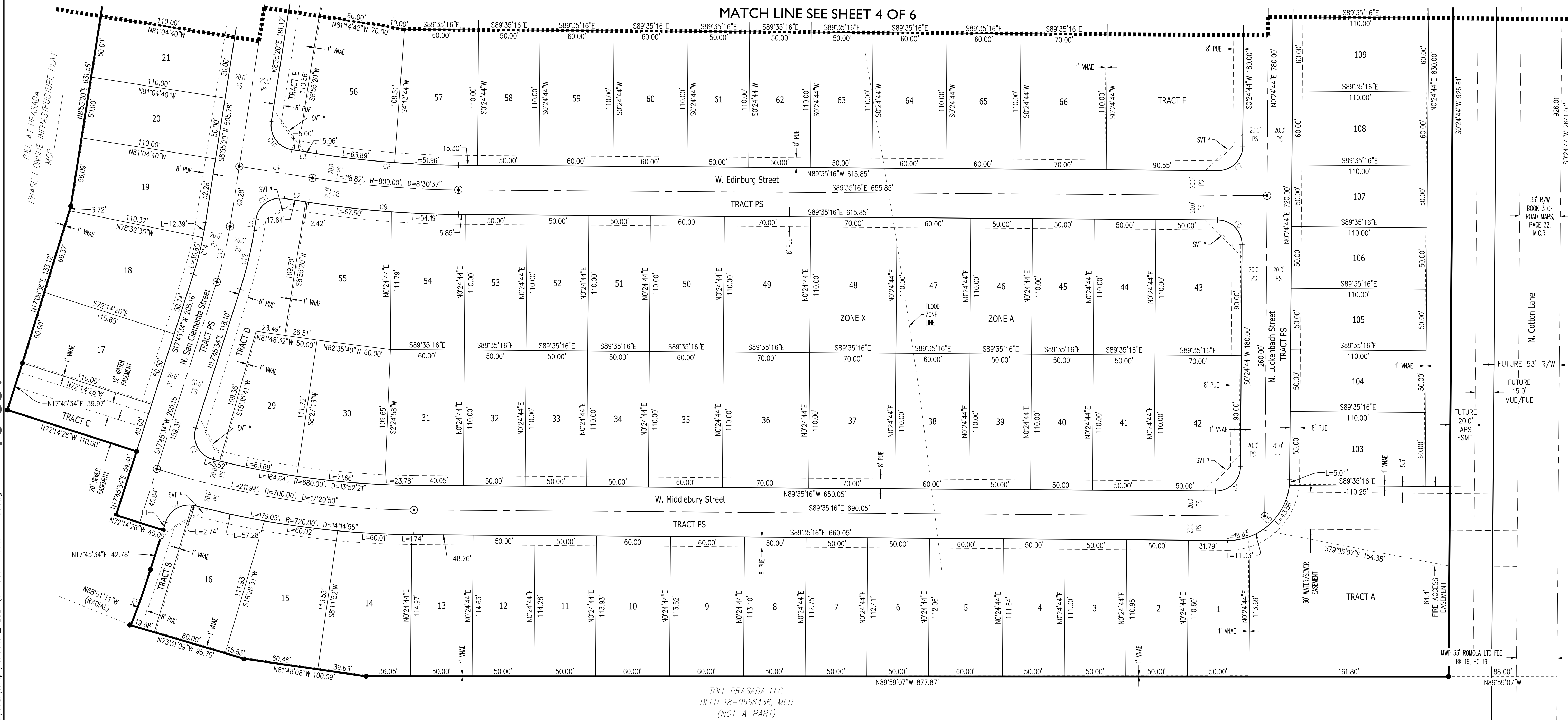
LOT AREA TABLE			
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145	5,500.0	0.1263	D1
146	5,500.0	0.1263	D1
147	6,600.0	0.1515	D1
148	7,700.0	0.1768	C
149	6,600.0	0.1515	C
150	7,614.2	0.1748	D2
151	5,500.0	0.1263	D1
152	5,500.0	0.1263	D1
153	6,600.0	0.1515	D1
154	6,600.0	0.1515	D1
155	5,500.0	0.1263	D1
156	5,500.0	0.1263	D1
157	6,599.2	0.1515	D1
158	9,224.1	0.2118	D2
159	7,026.5	0.1613	D2
160	6,600.0	0.1515	D1
161	5,500.0	0.1263	D1
162	5,500.0	0.1263	D1
163	6,600.0	0.1515	D1
164	6,600.0	0.1515	D1
165	5,500.0	0.1263	D1
166	5,500.0	0.1263	D1
167	7,614.2	0.1748	D2
168	8,494.2	0.1950	D2

LOT AREA TABLE			
LOT #	AREA (SF)	AREA (AC)	LOT CATEGORY
169	6,600.0	0.1515	D1
170	5,500.0	0.1263	D1
171	5,500.0	0.1263	D1
172	6,600.0	0.1515	D1
173	6,600.0	0.1515	D1
174	7,700.0	0.1768	C
175	7,009.9	0.1609	D2
176	7,700.2	0.1768	D2
177	6,600.0	0.1515	D1
178	6,600.0	0.1515	D1
179	5,500.0	0.1263	D1
180	5,500.0	0.1263	D1
181	6,600.0	0.1515	D1
182	8,494.2	0.1950	D2
183	8,494.2	0.1950	D2
184	5,500.0	0.1263	D1
185	5,500.0	0.1263	D1
186	6,600.0	0.1515	D1
187	7,700.0	0.1768	C
188	6,600.0	0.1515	D1
189	6,600.0	0.1515	D1
190	7,700.0	0.1768	C
191	6,600.0	0.1515	D1
192	5,500.0	0.1263	D1

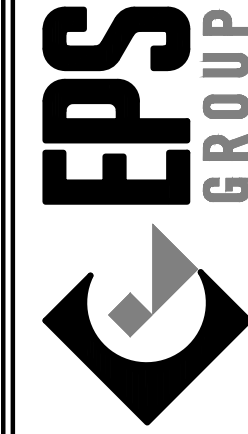
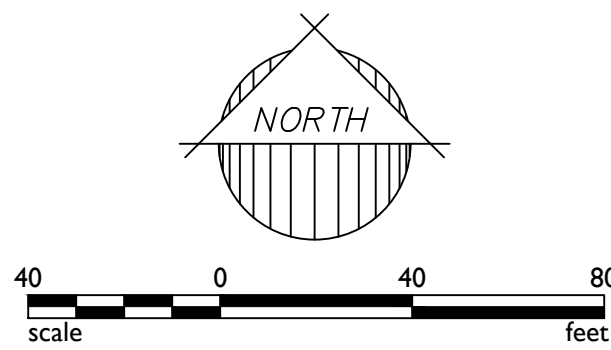
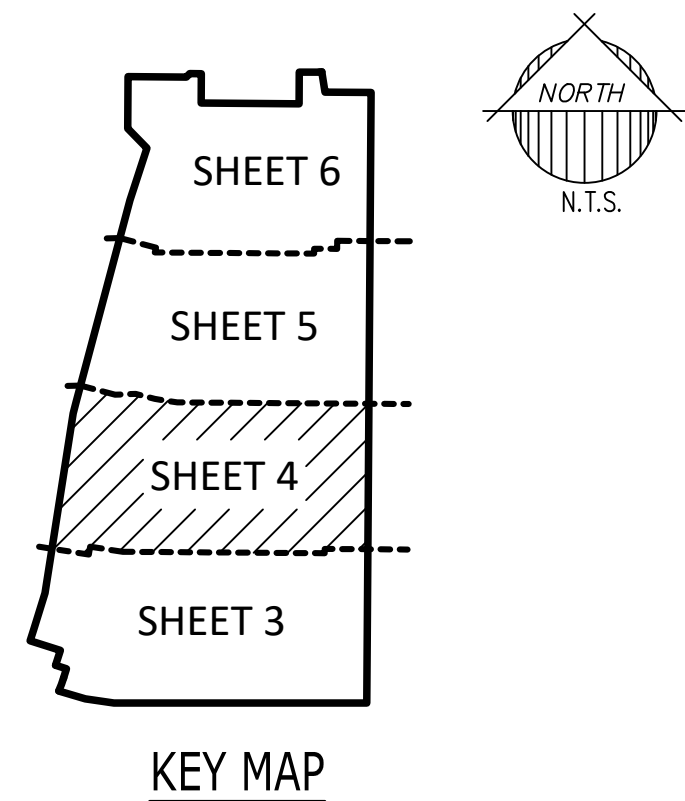
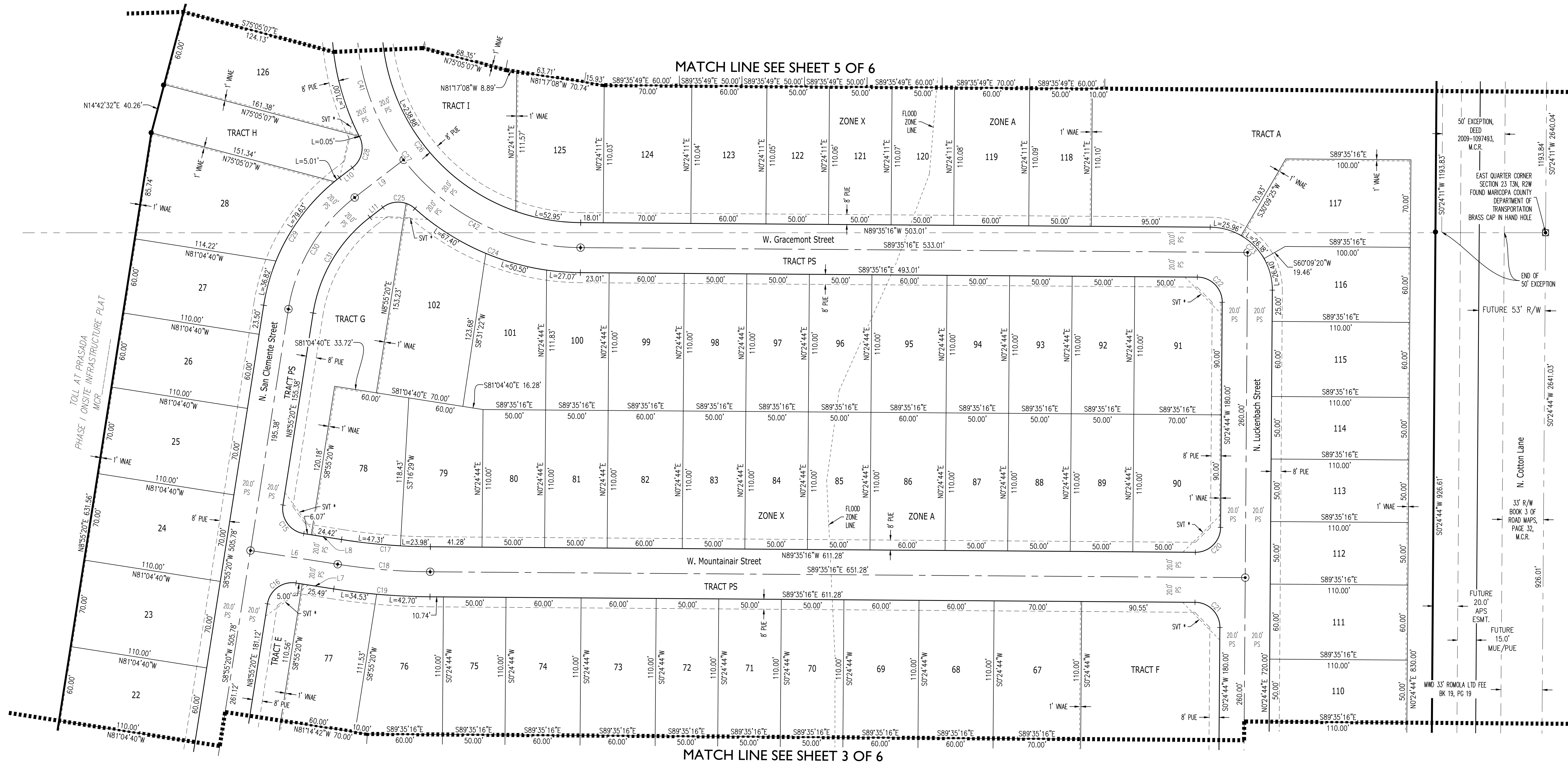
LOT AREA TABLE			
LOT #	AREA (SF)	AREA (AC)	LOT CATEGORY
193	5,500.0	0.1263	D1
194	8,494.2	0.1950	D2
195	5,504.5	0.1264	E
196	4,700.0	0.1079	E
197	5,600.0	0.1286	E
198	4,700.0	0.1079	E
199	4,680.0	0.1074	E
200	4,680.0	0.1074	E
201	4,700.0	0.1079	E
202	5,600.0	0.1286	E
203	4,700.0	0.1079	E
204	4,680.0	0.1074	E
205	4,680.0	0.1074	E
206	4,700.0	0.1079	E
207	5,600.0	0.1286	E
208	4,700.0	0.1079	E
209	4,680.0	0.1074	E
210	4,680.0	0.1074	E
211	4,700.0	0.1079	E
212	5,600.0	0.1286	E
213	4,700.0	0.1079	E
214	4,680.0	0.1074	E
215	4,680.0	0.1074	E
216	4,700.0	0.1079	E

LEGAL DESCRIPTION

A PORTION OF EAST HALF OF SECTION 23, TOWNSHIP 3 NORTH, RANGE 2 WEST OF THE GILA AND SALT RIVER MERIDIAN, MARICOPA COUNTY, ARIZONA, AND MORE PARTICULARLY DESCRIBED AS FOLLOWS:



16-339



**Toll at Prasada
Phase I Unit B
SURPRISE, ARIZONA**

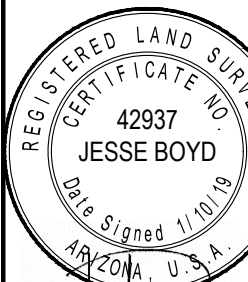
Final Plat

Project:

Revisions:



Designer:	AG
Drawn by:	GH



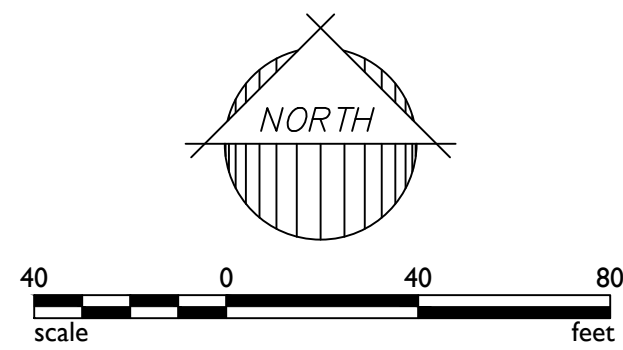
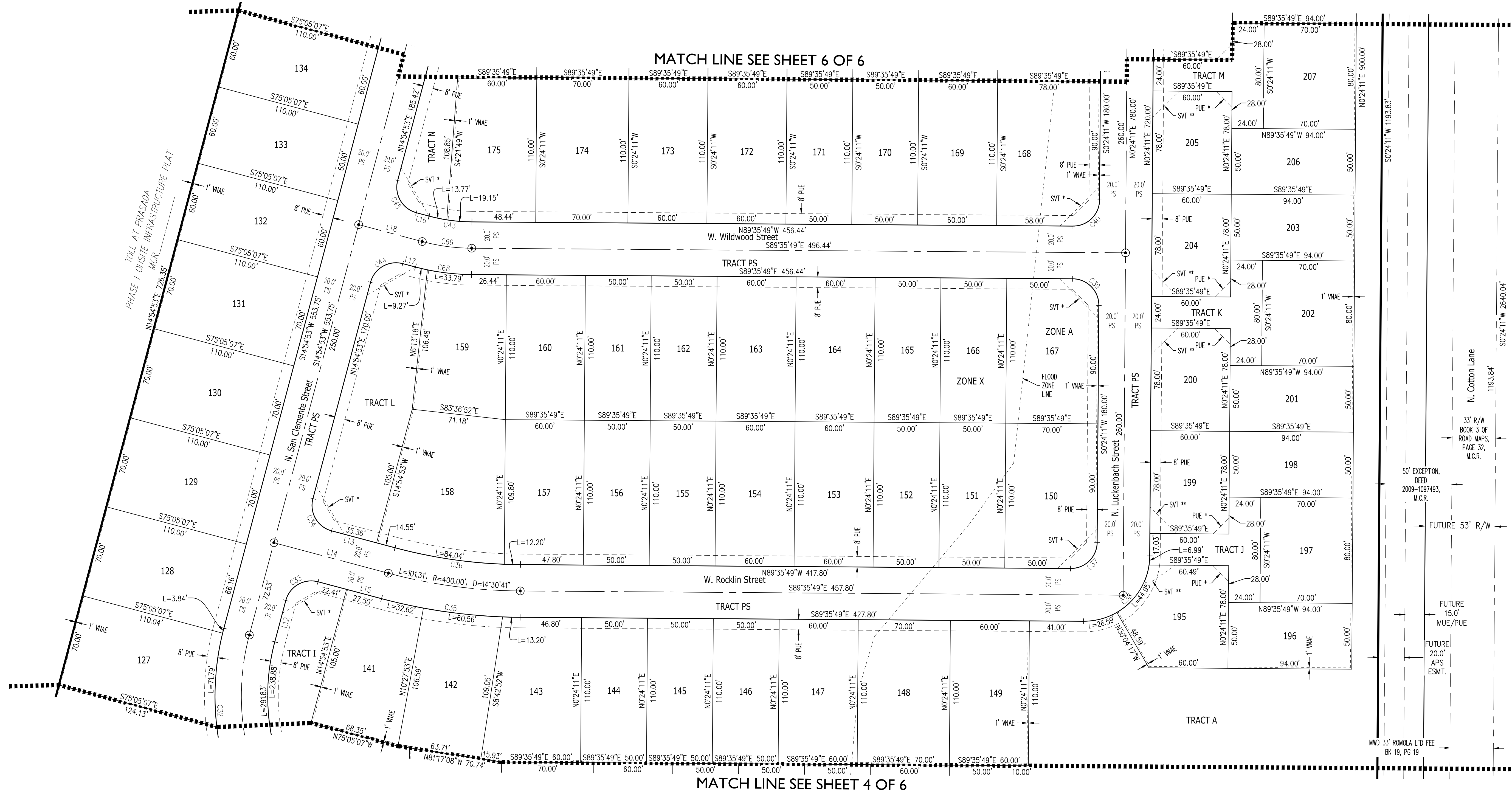
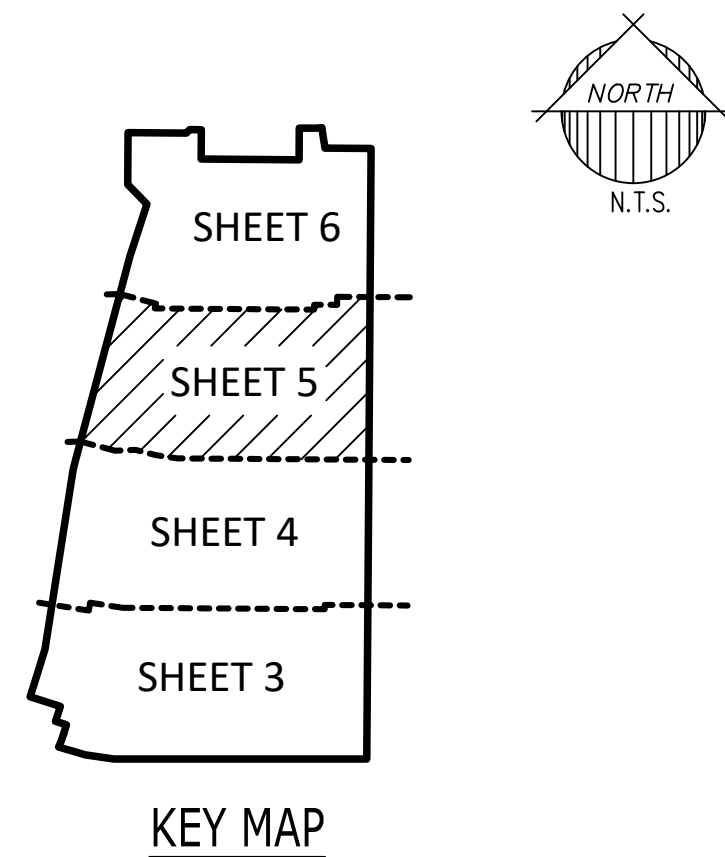
Job No.

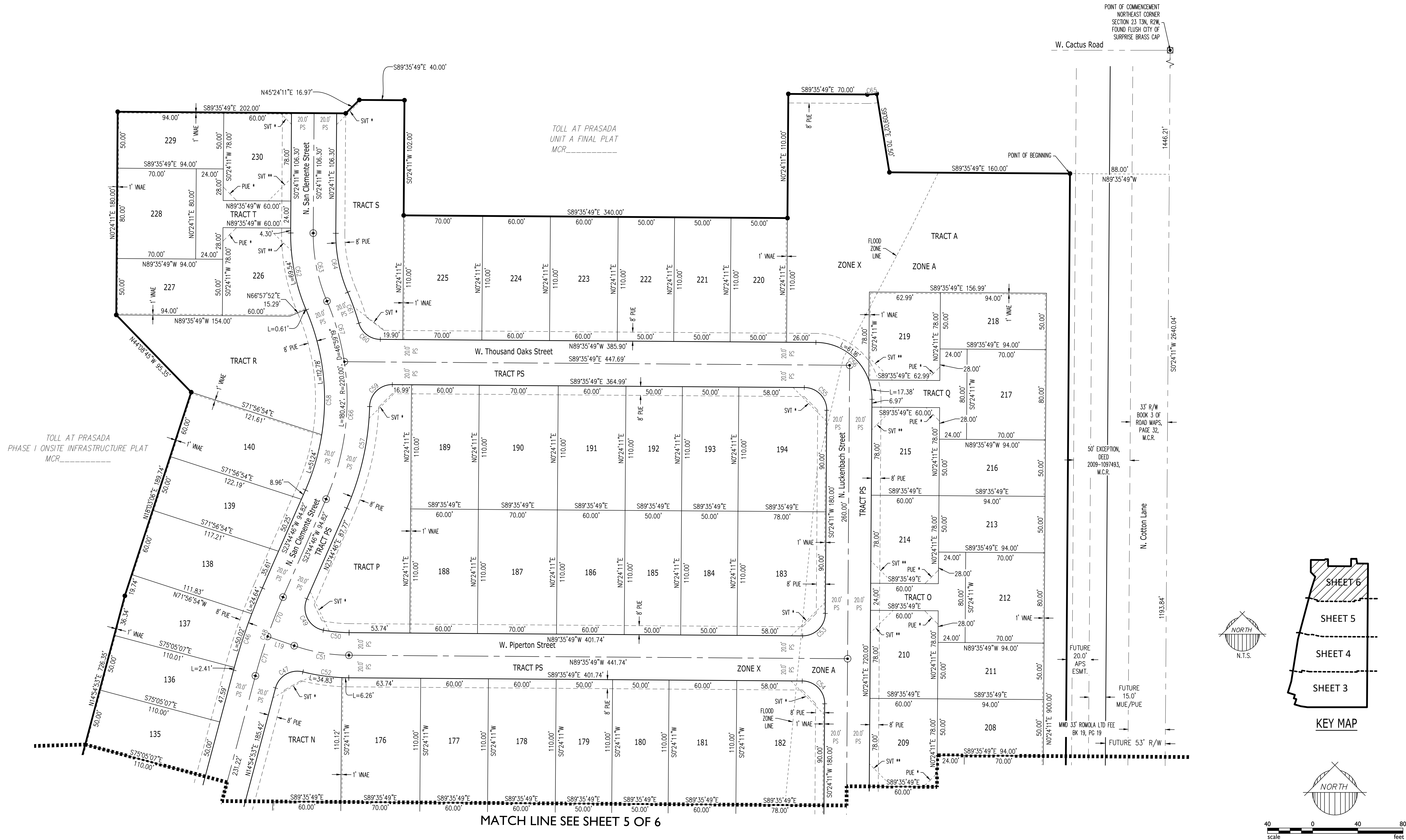
16-339

FP04

Sheet No

4
of 6





1130 N Alma School Road
Suite 120
Mesa, AZ 85201
T: 480.503.2350 | F: 480.503.2358
www.epsgroupinc.com

Toll at Prasada
Phase I Unit B
SURPRISE, ARIZONA

Final Plat

Project:

Revisions:

Call at least two full working days
before you begin excavation.

ARIZONA
REGISTERED LAND SURVEYOR
42937
JESSE BOYD
Signed 1/10/19
Notary Public for the State of Arizona

Designer: AG
Drawn by: GH

Job No.
16-339

FP06

Sheet No.
6
of 6



City Council

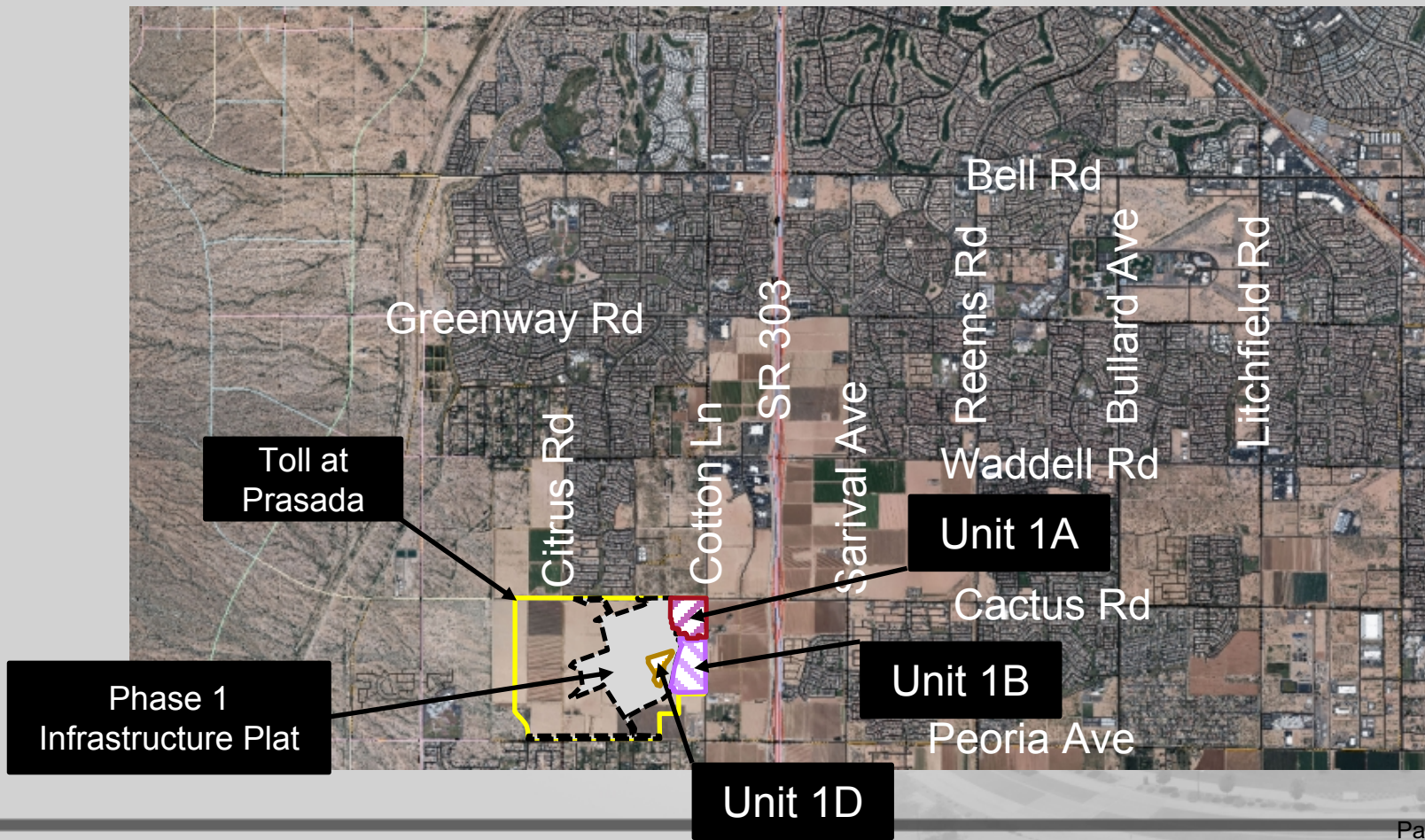
March 5, 2019

Toll at Prasada

Phase 1 – Unit A Final Plat

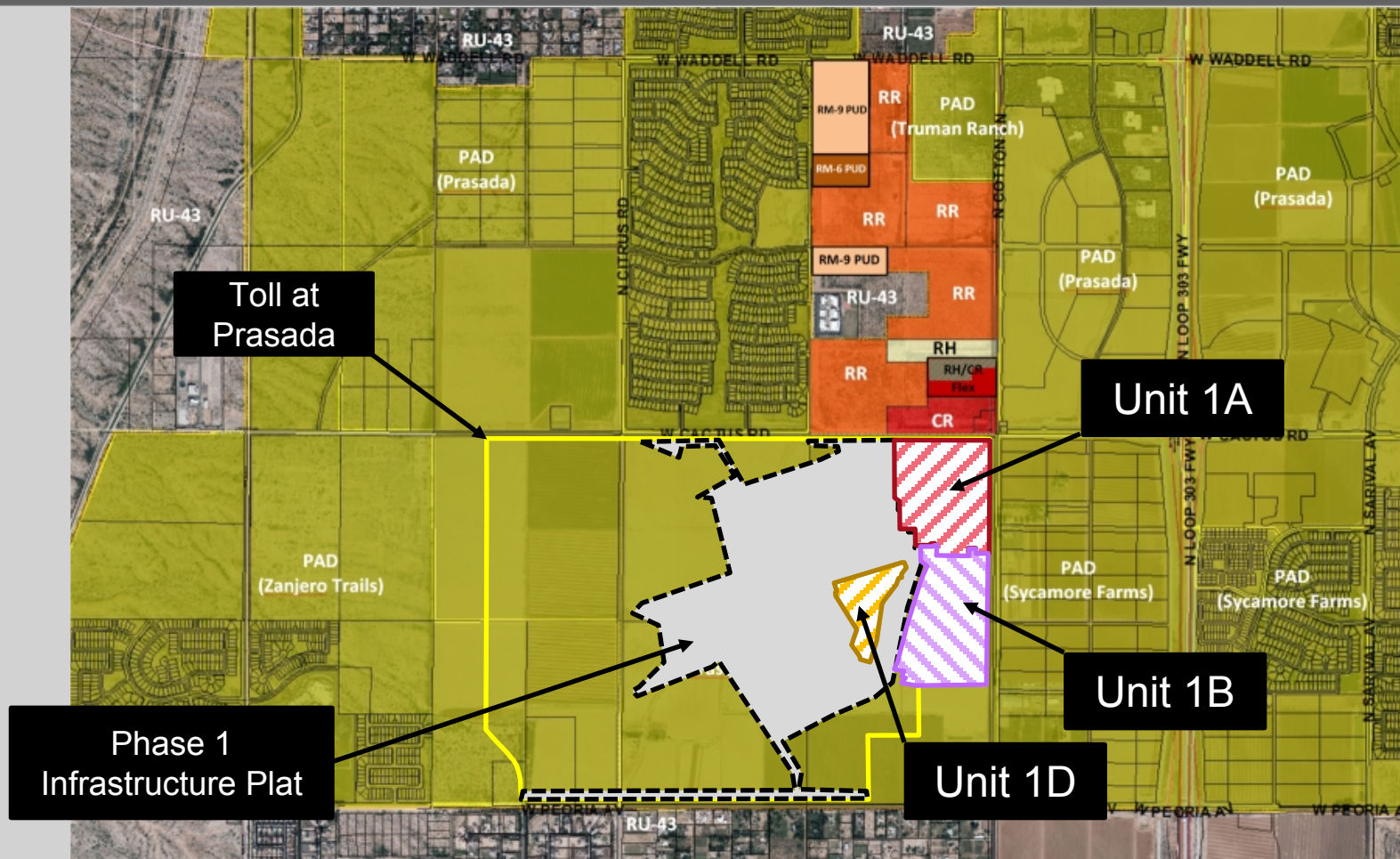
Phase 1 – Unit B Final Plat

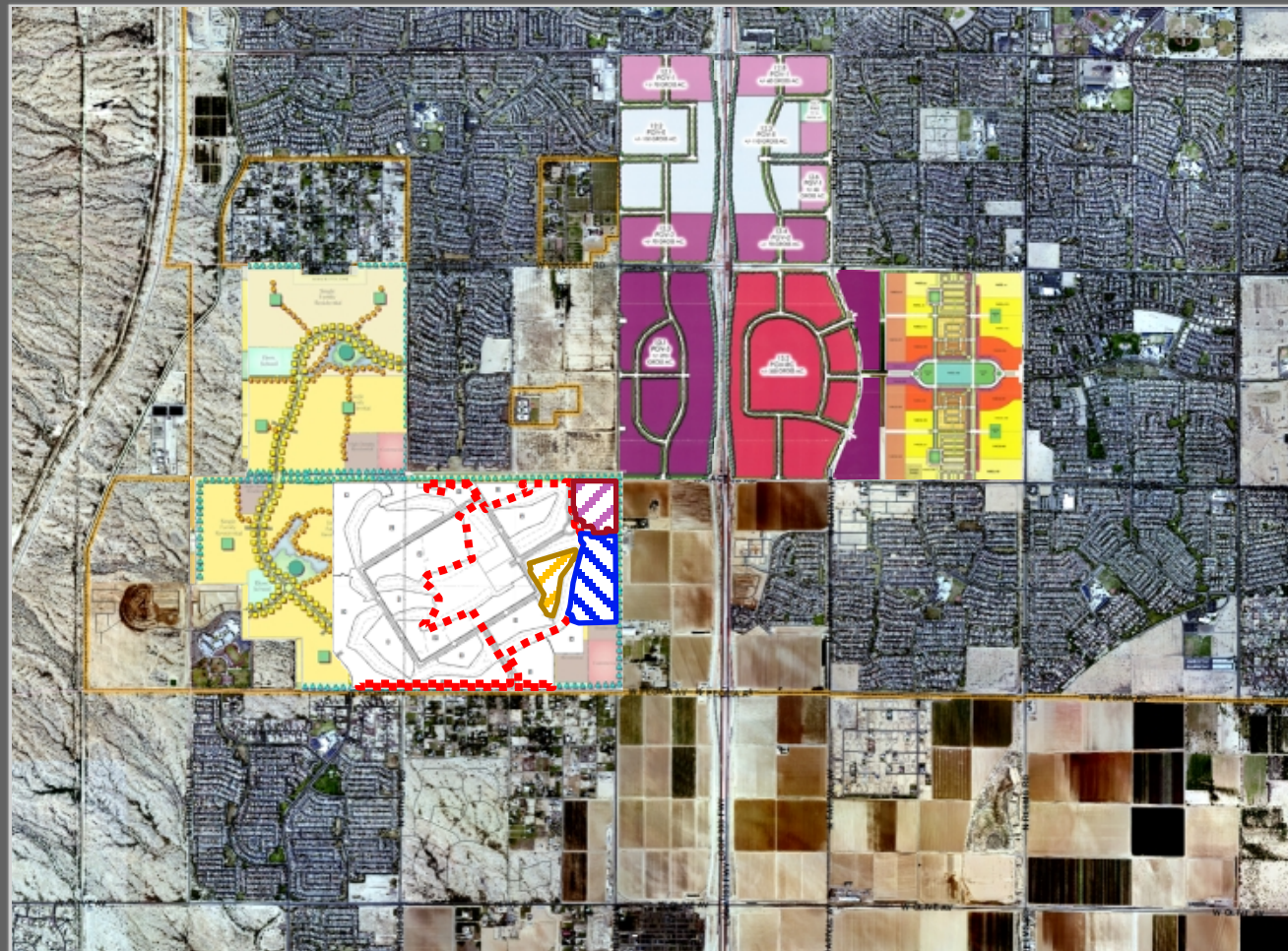
Phase 1 – Unit D Final Plat



Combined Vicinity Map

Combined Case Map





Context



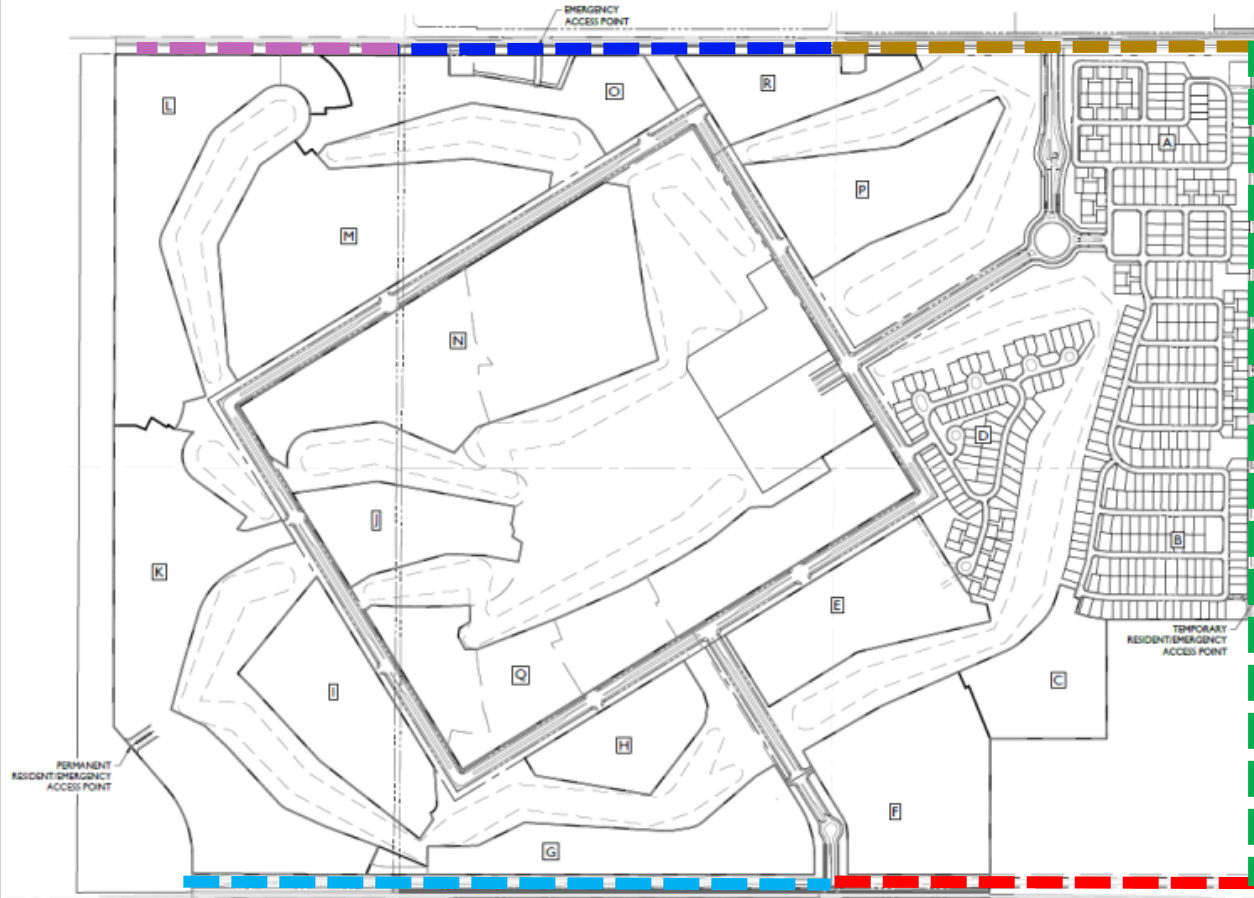


FS17-39

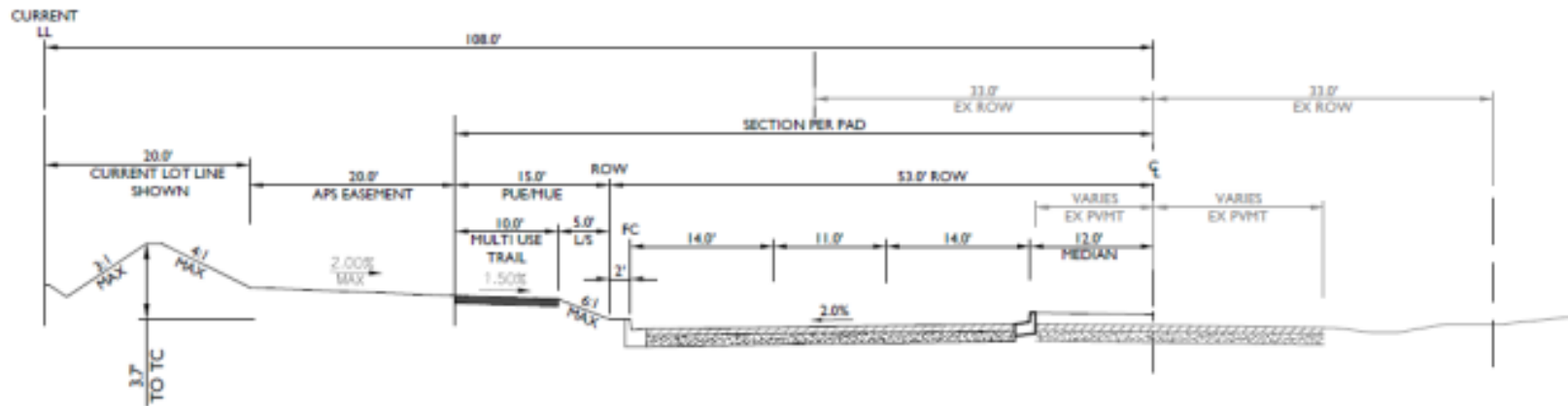


QUESTIONS OR COMMENTS?

Thank You



FS17-394 Pre-Plat

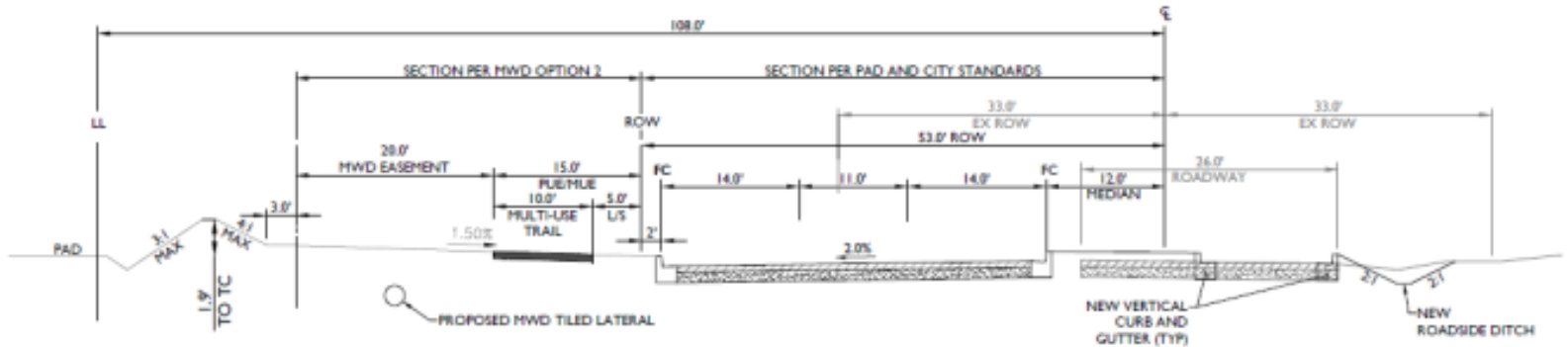


N. COTTON LANE

3 LANE URBAN MAJOR ARTERIAL ROAD HALF STREET IMPROVEMENTS (Looking North)

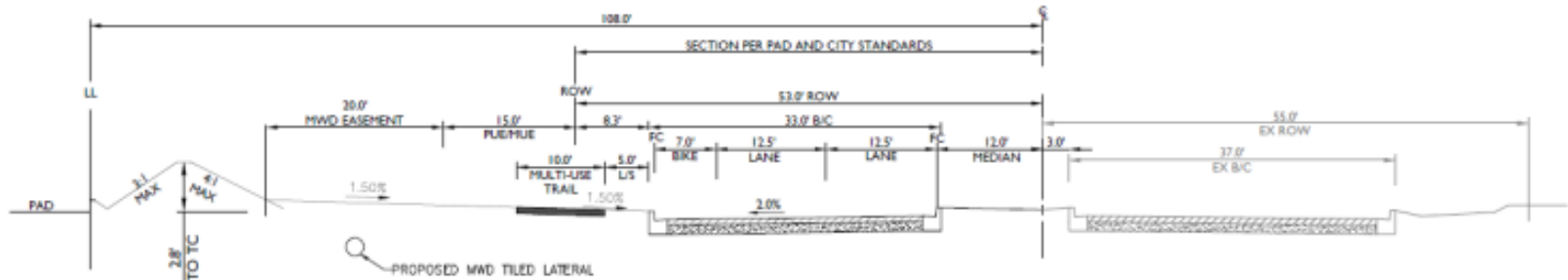
N.T.S.





W. CACTUS ROAD
 3 LANE URBAN MAJOR ARTERIAL ROAD HALF STREET IMPROVEMENTS CACTUS ROAD (Looking West)
 175TH AVENUE TO COTTON LANE
 N.T.S.



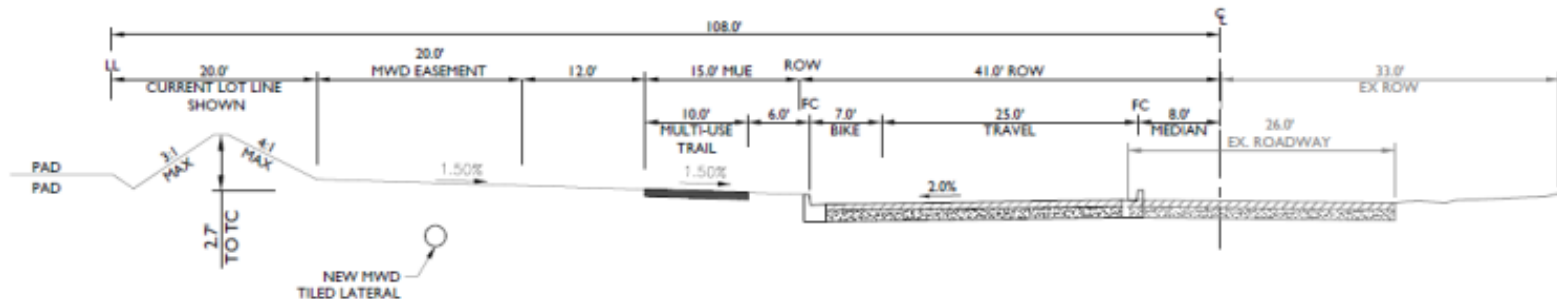


W. CACTUS ROAD

2 LANE URBAN MAJOR ARTERIAL ROAD HALF STREET IMPROVEMENTS CACTUS ROAD (Looking West)
MODIFIED TO HAVE A 12' MEDIAN
CITRUS ROAD TO 175TH AVENUE (SARAH ANN RANCH LIMITS)

N.T.S.



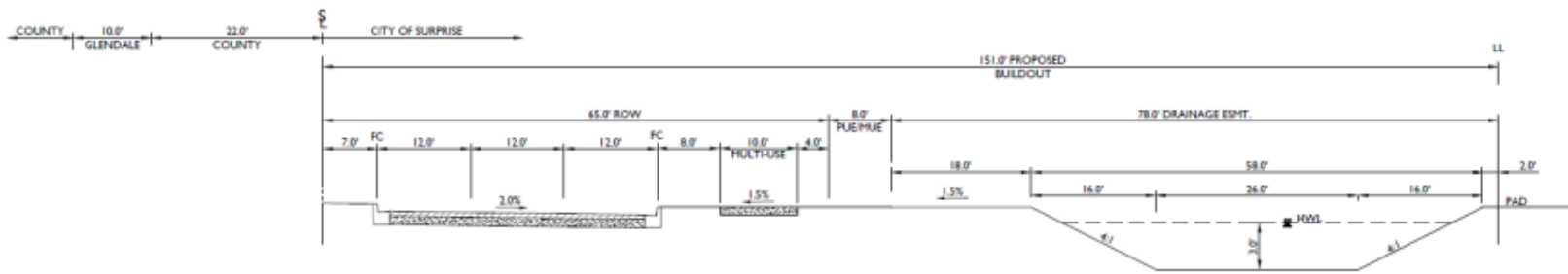


W. CACTUS ROAD

2 LANE URBAN MAJOR ARTERIAL ROAD HALF STREET IMPROVEMENTS (Looking West)
WEST OF CITRUS ROAD (MINOR ARTERIAL ROAD PER APPROVED PRASADA PAD)

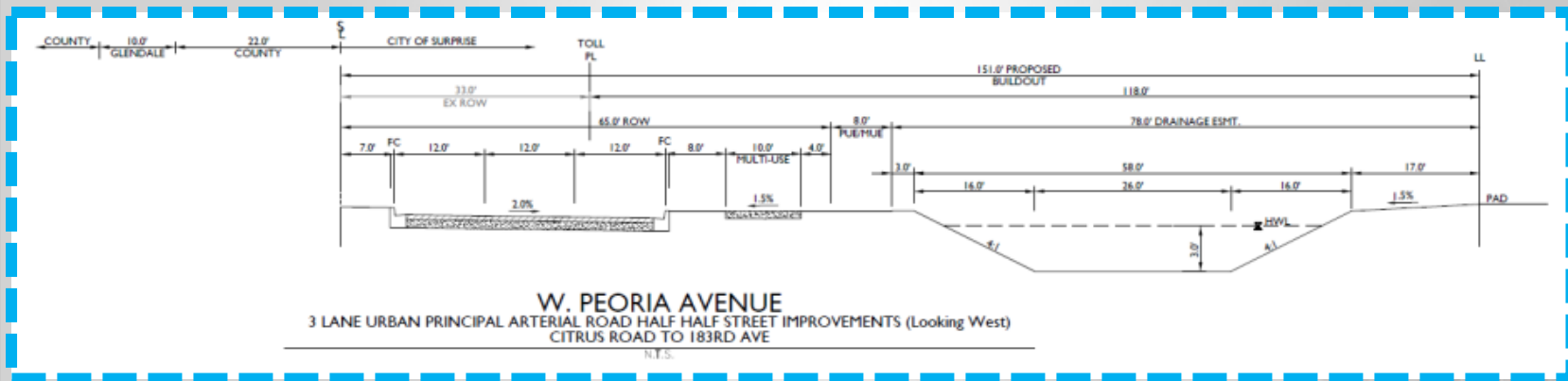
N.T.S.





W. PEORIA AVENUE
 3 LANE URBAN PRINCIPAL ARTERIAL ROAD HALF HALF STREET IMPROVEMENTS (Looking West)
 COTTON LANE TO CITRUS ROAD
 N.T.S.







CITY OF SURPRISE
Regular City Council Meeting

Council Meeting Date: March 5, 2019

Contact Person: Eric Fitzer, DIRECTOR - COMM
DEV

Submitting Department: Community Development District: District 1

Staff Recommendations: None

Consent: Yes	Regular: No	Public Hearing: No	Report/Discussion: No
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Agenda Wording:

Consideration and Action pertaining to acceptance of a Right of Way from George Hoefer and Sheila Redding-Hoefer; Resolution #2019-24.

Motion:

I move to approve Resolution #2019-24.

Background:

The right of way is being dedicated to contribute to the required width of Tierra Buena. The right of way will allow the City to maintain the street.

Objective Analysis:

The City lacks sufficient ROW on the north side of Tierra Buena within the Paradise Acres area of the City. Approval of this item allows the City to fully maintain and possibly, if needed, add additional improvements to the roadway.

Policy Compliant:

Approval of this item is policy compliant.

Financial Impact:

All activity related to ongoing development of the City of Surprise has an economic and fiscal impact on the city and the region.

Budget Impact:

There is currently no budgetary impact related to approval of this item. The City currently maintains Tierra Buena Road in this area.

FTE Impact:

This item does not have an impact on current staff levels.

ATTACHMENTS:

1. Hoefer rw warranty deed
2. Valuation Memo for Hoefer Property

When recorded return to:
City Clerk
City of Surprise
16000 N. Civic Center Plaza
Surprise, AZ 85374

Exempt from filing an
Affidavit of legal value
A.R.S. §11-1134(A)(3)

WARRANTY DEED

For the consideration of Ten Dollar (\$10.00) and other valuable consideration, the receipt and sufficiency of which is hereby acknowledged

GEORGE K HOEFER/SHEILA REDDING-HOEFER, ("Grantor")

Do hereby convey to the City of Surprise, an Arizona municipal corporation, all right, title and interest to and in that certain parcel of real property as legally described in Exhibit A.

It is the intention of the parties to cause the real property described on said Exhibit "A" to be dedicated as public right of way for roadway, drainage easements, and utility purposes, and to vest title in fee simple in the City of Surprise in Trust, for all the uses contemplated in public street dedication.

This deed supersedes and renders void any previous grant of a right in the real property described in Exhibit "A," including, but not limited to, any easements conveyed by Grantor to the City of Surprise concerning the real property described in Exhibit "A."

And I or We do warrant the title against any and all persons, subject only to those encumbrances or liens of record, or as above set forth, if any.

GRANTOR: GEORGE K
HOEFER/SHEILA REDDING-
HOEFER

GRANTEE: City of Surprise, an Arizona
Municipal corporation

By:

S. Redding-Hoefer
George K Hoefer

By: _____

Skip Hall
Mayor

EXHIBIT "A"

DESCRIPTION

RIGHT OF WAY DEDICATION

The north 15 feet of the south 30 feet of the south 220 feet of the west half of the southeast quarter of the northwest quarter of the southwest quarter of Section 5, Township 3 North, Range 1 West of the Gila and Salt River Base and Meridian, Maricopa County, Arizona.

End of description





COMMUNITY DEVELOPMENT
CITY OF SURPRISE
16000 N. CIVIC CENTER PLAZA
SURPRISE, AZ 85374
T. 623-222-3000

Date: February 19, 2019

To: Finance

From: Lari Beth Kirkendall, Real Property Manager

Re: Hoefer Property Right of Way Valuation

The Value of the Right of Way associated with the Hoefer Property is \$24,725.25.

The area being dedicated as right-of-way is 4,945 square feet. The value of the land is \$5.00/sq foot.

RESOLUTION #2019-24

A RESOLUTION OF THE MAYOR AND COUNCIL OF THE CITY OF SURPRISE, ARIZONA, TO ACCEPT A DEDICATION OF PUBLIC RIGHT OF WAY FROM GEORGE HOEFER AND SHEILA REDDING-HOEFER FOR RIGHT OF WAY ON TIERRA BUENA LANE NEAR REEMS ROAD.

WHEREAS, George Hoefer and Sheila Redding-Hoefer are conveying a portion of their land to the City of Surprise Road on Tierra Buena Lane west of Reems Road; and

WHEREAS, through the acceptance of the owners' dedication of public right of way, the City of Surprise will have the right to maintain right of way on this portion of Tierra Buena Lane.

NOW, THEREFORE, BE IT RESOLVED by the Mayor and City Council of the City of Surprise, Arizona, as follows:

Section 1. The City of Surprise accepts the Dedication of Public Right of Way as defined in Exhibit A, attached and by this reference incorporated.

APPROVED AND ADOPTED this ____ day of _____, 2019.

Skip Hall, Mayor

ATTEST:

APPROVED AS TO FORM:

Sherry A. Aguilar, City Clerk
Attorney

Robert Wingo, City

EXHIBIT "A"

DESCRIPTION

RIGHT OF WAY DEDICATION

The north 15 feet of the south 30 feet of the south 220 feet of the west half of the southeast quarter of the northwest quarter of the southwest quarter of Section 5, Township 3 North, Range 1 West of the Gila and Salt River Base and Meridian, Maricopa County, Arizona.

End of description





CITY OF SURPRISE Regular City Council Meeting

Council Meeting Date: March 5, 2019

Contact Person: Eric Fitzer, DIRECTOR - COMM
DEV

Submitting Department: Community Development District: District 1

Staff Recommendations: None

Consent: Yes	Regular: No	Public Hearing: No	Report/Discussion: No
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Agenda Wording:

Consideration and action pertaining to a grant of an Easement to Southwest Gas Utility for the purpose of providing service to the Ottawa Campus.

Motion:

I move to approve the Southwest Gas Utility Easement for service to the Ottawa Campus.

Background:

In order for the City to assist in getting Southwest Gas services to the Ottawa Campus, the City must grant the easement to Southwest gas.

Objective Analysis:

The City, as a proponent of Ottawa University developing a campus on the City Center, has another opportunity to assist with and ensure the development of same by granting an easement for utilities to service the Ottawa Campus. Absence of this easement is a barrier to the continued development of Ottawa University.

Policy Compliant:

This action furthers City Council direction and policy on ensuring quality development of City Center with projects that are beneficial to the community, such as a college campus. Moreover, this action is consistent with the mutually beneficial partnership which has been established between the City and Ottawa.

Financial Impact:

All activity related to ongoing development of the City of Surprise has an economic and fiscal impact on the city and the region.

Budget Impact:

N/A.

FTE Impact:

This item does not have an impact on current staff levels.

ATTACHMENTS:

1. SW Gas Easement
-

APN # 501-17-001P, 001Q

Recording Requested By/Return To:
Southwest Gas Corporation
9 South 43rd Avenue
Mail Code 42O-588 kas3
Phoenix, Arizona 85009



SOUTHWEST GAS CORPORATION
*** GRANT OF EASEMENT**

This form is used to acquire land rights for installation of pipeline(s) and appurtenances.

Prepared By	kas3	Reviewed By	
Sec. 4	T 3N R 1W	Meridian	G&SRM
County	Maricopa	State	Arizona
WR No.	3727402	LRS No.	9665

I (We) CITY OF SURPRISE, a municipal corporation of the State of Arizona

For and in consideration of the sum of One Dollar (\$1.00) and other good and valuable consideration, receipt of which is hereby acknowledged, the undersigned, hereinafter referred to as Grantor(s), does hereby grant, convey, quitclaim and release unto **SOUTHWEST GAS CORPORATION**, a California Corporation, its successors, assigns, licensees, and invitees as reasonably necessary to effect the purpose of the easement, hereinafter referred to as Grantee, a perpetual easement for the installation and maintenance of a natural gas pipeline or pipelines and appurtenances, across, over, under and through the following described property, to wit:

SEE ATTACHED EXHIBIT(s) "A"

together with the right of ingress and egress to and from the said easement and the right to use existing roads for the purpose of constructing, inspecting, repairing, and maintaining said pipeline or pipelines and appurtenances and the removal or replacement of same, in whole or in part, at will.

Grantor agrees that no buildings, structures, fences or trees shall be placed upon, over or under said parcel of land, except for street, road or driveway purposes, which Grantor agrees shall not interfere with Grantee's exercise of the rights herein granted. Grantee agrees to work with due care in the exercise of its rights on the property and to restore it to reasonably the same condition which existed before the work was performed.

Except as provided above, Grantee agrees to pay all direct damages which are caused by the Grantee's exercise of the rights herein granted.

Form 335.00 (08/2015) 581 - Microsoft Word

[Link to Form Instructions](#)

W.R. No. _____ LRS No. _____

The undersigned hereby affirms that there is no Social Security Number contained in this document submitted for recording.

TO HAVE AND TO HOLD said easement unto Grantee, its successors, assigns, licensees, and invitees, together with all rights granted hereby.

IN WITNESS WHEREOF, the duly authorized representative of the undersigned has executed this Grant of Easement this _____ day of _____, _____.

CITY OF SURPRISE, a municipal corporation of the State of Arizona

By: _____
Signature

Printed Name and Title

ACKNOWLEDGEMENT

STATE OF _____)
COUNTY OF _____)

On _____, before me, _____, a notary public,

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

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

WITNESS my hand and official seal.

Signature _____ (Seal)

EXHIBIT "A"
SOUTHWEST GAS CORPORATION
LEGAL DESCRIPTION

APN 501-17-001P & 501-17-001Q

THAT PORTION OF THE SOUTHWEST QUARTER (SW1/4) OF SECTION 4, TOWNSHIP 3 NORTH, RANGE 1 WEST OF THE GILA AND SALT RIVER MERIDIAN, MARICOPA COUNTY, ARIZONA, DESCRIBED AS FOLLOWS:

A STRIP OF LAND 8.00 FEET IN WIDTH DESCRIBED AS FOLLOWS:

COMMENCING AT THE SOUTHWEST (SW) CORNER OF THE SOUTHWEST QUARTER (SW1/4) OF SAID SECTION 4, THENCE NORTH 00°13'21" WEST 2660.68 FEET TO THE NORTHWEST (NW) CORNER OF THE SAID SOUTHWEST QUARTER;

THENCE SOUTH 89°25'44" EAST 2084.36 FEET ALONG THE NORTH LINE OF THE SAID SOUTHWEST QUARTER (SW1/4) OF SECTION 4 TO A POINT;

THENCE DEPARTING SAID NORTH LINE, SOUTH 00°34'15" WEST 491.47 FEET TO THE **POINT OF BEGINNING**;

THENCE SOUTH 00°57'14" WEST 8.00 FEET;

THENCE SOUTH 89°43'03" WEST 9.37 FEET;

THENCE SOUTH 00°37'43" WEST 299.52 FEET;

THENCE SOUTH 00°45'57" WEST 165.86 FEET;

THENCE SOUTH 89°20'55" EAST 21.45 FEET;

THENCE SOUTH 00°42'19" WEST 127.95 FEET;

THENCE SOUTH 89°17'41" EAST 392.76 FEET;

THENCE SOUTH 00°42'19" WEST 8.00 FEET;

THENCE NORTH 89°17'41" WEST 392.76 FEET;

THENCE SOUTH 00°42'19" WEST 171.99 FEET;

THENCE NORTH 89°29'34" WEST 8.00 FEET;

THENCE NORTH 00°42'19" EAST 299.95 FEET;

THENCE NORTH 89°20'55" WEST 21.45 FEET;

THENCE NORTH 00°45'57" EAST 170.01 FEET;

THENCE NORTH 89°31'36" WEST 268.87 FEET;

THENCE SOUTH 46°19'16" WEST 25.82 FEET;

THENCE SOUTH 00°27'02" WEST 50.57 FEET;
THENCE NORTH 89°30'23" WEST 132.24 FEET;
THENCE NORTH 00°26'49" EAST 8.00 FEET;
THENCE SOUTH 89°30'23" EAST 124.24 FEET;
THENCE NORTH 00°27'02" EAST 45.95 FEET;
THENCE NORTH 46°19'16" EAST 32.45 FEET;
THENCE SOUTH 89°31'36" EAST 272.15 FEET;
THENCE NORTH 00°37'43" EAST 303.23 FEET;
THENCE NORTH 89°43'03" EAST 17.41 FEET TO THE **POINT OF BEGINNING**.

CONTAINING 13,448 SQUARE FEET OR 0.309 ACRES, MORE OR LESS.

BCG PROJECT #9558-01-003-335
SWG WR#3727402

LINE TABLE		
LINE #	LENGTH	DIRECTION
L1	8.00'	S00°57'14"W
L2	9.37'	S89°43'03"W
L3	21.45'	S89°20'55"E
L4	8.00'	S00°42'19"W
L5	8.00'	N89°29'34"W
L6	21.45'	N89°20'55"W
L7	25.82'	S46°19'16"W
L8	50.57'	S00°27'02"W
L9	132.24'	N89°30'23"W
L10	8.00'	N00°26'49"E
L11	124.24'	S89°30'23"E
L12	45.95'	N00°27'02"E
L13	32.45'	N46°19'16"E
L14	17.41'	N89°43'03"E



Philip M. Fedor



SHEET 2 OF 2	DATE: 12-28-18	EXHIBIT NBW-OTTAWA UNIVERSITY				Bowman C O N S U L T I N G	1295 W Washington St, #108 Tempe, AZ 85281 Phone: (480) 629-8830 Fax: (480) 629-8841 www.bowmanconsulting.com
		BY: PF	CHK:	QC:			
		BCG PROJECT NO: 955801003 TASK: 335 CLIENT REF NO: WR#3727402					

CLOSURE REPORT

Name: WR3727402

North: 956948.836' East: 562060.591'

Segment #1 : Line

Course: S00°57'14"W Length: 8.00'

North: 956940.838' East: 562060.458'

Segment #2 : Line

Course: S89°43'03"W Length: 9.37'

North: 956940.791' East: 562051.088'

Segment #3 : Line

Course: S00°37'43"W Length: 299.52'

North: 956641.289' East: 562047.802'

Segment #4 : Line

Course: S00°45'57"W Length: 165.86'

North: 956475.444' East: 562045.585'

Segment #5 : Line

Course: S89°20'55"E Length: 21.45'

North: 956475.200' East: 562067.033'

Segment #6 : Line

Course: S00°42'19"W Length: 127.95'

North: 956347.260' East: 562065.458'

Segment #7 : Line

Course: S89°17'41"E Length: 392.76'

North: 956342.425' East: 562458.189'

Segment #8 : Line

Course: S00°42'19"W Length: 8.00'

North: 956334.426' East: 562458.090'

Segment #9 : Line

Course: N89°17'41"W Length: 392.76'

North: 956339.261' East: 562065.360'

Segment #10 : Line

Course: S00°42'19"W Length: 171.99'

North: 956167.284' East: 562063.243'

Segment #11 : Line

Course: N89°29'34"W Length: 8.00'

North: 956167.354' East: 562055.243'

Segment #12 : Line

Course: N00°42'19"E Length: 299.95'

North: 956467.282' East: 562058.935'

Segment #13 : Line

Course: N89°20'55"W Length: 21.45'

North: 956467.526' East: 562037.487'

Segment #14 : Line

Course: N00°45'57"E Length: 170.01'

North: 956637.520' East: 562039.759'

Segment #15 : Line

Course: N89°31'36"W Length: 268.87'

North: 956639.742' East: 561770.898'

Segment #16 : Line

Course: S46°19'16"W Length: 25.82'

North: 956621.910' East: 561752.225'

Segment #17 : Line

Course: S00°27'02"W Length: 50.57'

North: 956571.341' East: 561751.827'

Segment #18 : Line

Course: N89°30'23"W Length: 132.24'

North: 956572.481' East: 561619.592'

Segment #19 : Line

Course: N00°26'49"E Length: 8.00'

North: 956580.480' East: 561619.654'

Segment #20 : Line

Course: S89°30'23"E Length: 124.24'

North: 956579.410' East: 561743.890'

Segment #21 : Line

Course: N00°27'02"E Length: 45.95'

North: 956625.359' East: 561744.251'

Segment #22 : Line

Course: N46°19'16"E Length: 32.45'

North: 956647.769' East: 561767.720'

Segment #23 : Line

Course: S89°31'36"E Length: 272.15'

North: 956645.521' East: 562039.860'

Segment #24 : Line

Course: N00°37'43"E Length: 303.23'

North: 956948.733' East: 562043.187'

Segment #25 : Line

Course: N89°43'03"E Length: 17.41'

North: 956948.819' East: 562060.597'

Perimeter: 3377.98' Area: 13448 Sq. Ft.

Error Closure: 0.019 Course: S18°44'08"E

Error North: -0.0179 East: 0.0061

Precision 1: 177789.47



CITY OF SURPRISE
Regular City Council Meeting

Council Meeting Date: March 5, 2019
Submitting Department: City Clerk
Staff Recommendations: None

Contact Person: Sherry Aguilar, City Clerk
District: Internal

Consent: No Regular: No Public Hearing: No Report/Discussion: No

Agenda Wording:

Consideration and action on the minutes for Tuesday, February 19, 2019 for the Regular Work Session, Regular Council Meeting and Executive Session.

Motion:

Background:

Objective Analysis:

Policy Compliant:

Financial Impact:

Budget Impact:

FTE Impact:

ATTACHMENTS:

1. 02192019 WS MINUTES
 2. 02192019 REG MTG MINUTES
-

CITY OF SURPRISE
Regular City Council Work Session
16000 North Civic Center Plaza
Surprise, AZ 85374

Tuesday, February 19, 2019 @ 4:00PM

Call To Order - Mayor Hall called the Regular City Council Work session to order at 4:00 p.m.

Roll Call - In attendance with Mayor Hall were Vice-Mayor, Roland F. Winters, Jr., Councilmembers Patrick Duffy, David Sanders, Chris Judd, Nancy Hayden and Ken Remley.

Pledge of Allegiance

Proclamation and Community Acknowledgements

City Manager Report

City Clerk Report

Call To The Public - No call to the public received.

REGULAR CITY COUNCIL WORK SESSION:

1 - Presentation and discussion pertaining to Asante Branch Library.

Presentation on the Asante Branch Library Project.

CRS Director, Donna Miller gave a powerpoint presentation on this item. The conceptual drawing were reviewed as well as operational costs, furniture and fixtures, hours of operations, estimated opening timeframe, etc.

Council Comments/Questions:

Councilmember Remley commented about the Friends of the Library entrance and that it is basically a bookshelf along the wall. What kind of arrangement will you have for collecting money?

CRS Director, Donna Miller commented that we are looking at a drop box and that a lot of libraries around the valley are actually doing this right now.

Councilmember Remley, is this going to be an honor system? Ms. miller replied "Yes, correct".

Councilmember Sanders commented that it is interesting to watch this project from the beginning. The Intergovernmental Agreement includes staffing, does it give us resources from the County as well and will 48 hours operations be enough?

Ms. Miller replied that yes, this is correct. If we went forward on our own, we would lose access to the County resources.

Councilmember Judd asked if we have an idea of when the library is the busiest?

Ms. Miller commented, yes, we have looked at other libraries in the area, and the busiest time frame is during the week and the hours of 9 a.m. to 5 pm.

Vice-Mayor Winters commented that he is really excited about this library, especially out in the area of 163rd Avenue. As far as the furniture goes, this will be in the 2020 budget, correct?

Ms. Miller replied, yes correct.

Mayor Hall asked for clarification regarding Monday use compared to Sunday use? Ms. Miller replied that Monday use is much higher.

Councilmember Remley commented that maybe the library could have different hours in the summer compared to winter, maybe we could consider a flex schedule.

No other comments were received.

2. Presentation and discussion pertaining to the city's Household Hazardous Waste Program.

A presentation regarding Household Hazard Waste Program presented by Christina Betz, Public Works.

Spring 2019, we are planning to launch this as a pilot program. A press release will be sent out tonight through social media.

Council Questions:

Councilmember Duffy asked when you call to schedule, will staff give you an exact date so it doesn't sit out in the open? Ms. Betz replied that yes, when the resident calls they will be asked for a preferred date.

Vice-Mayor Winters asked "what type of boxes are residents suppose to use"?

Christine Betz commented that Instructions will be on the website, the resident will need to mark the box with HHW and put the materials in the box and it will be collected.

Vice-Mayor Winters asked if there will there be limits on the amount of items to be picked up.

Councilmember Judd asked if we will be able to accomodate all that call in compared to the amount at previous events? Ms. Betz replied that yes and we will be able to expand the amount of days if necessary.

Councilmember Sanders asked for clarification on the current budget for the current HHW program and if it is sufficient. Ms. Betz replied that it meets budgetary requirements.

Mayor Hall asked about the call volume and how are we going to communicate with callers.

Ms. Betz replied that our customer service utility billing will be able to handle the call volume. We have been meeting with them for sometime about this program.

No other comments were received.

3. Presentation and discussion pertaining to a financial update and revenue sources in preparation of the fiscal year 2020 budget.

Finance Director, Andrea Davis and Asst. Finance Director, Holly Osborn gave a powerpoint presentation on the financial status update and budget process.

Council Comments/Questions:

Councilmember Remley asked a question on the Intergovernmental funding, based on which population numbers is this calculated? Ms. Davis replied that this is based on City population of 132,000.

Councilmember Remley asked if the Income reported on income taxes, does this have any impact on how the revenue is shared?

Finance staff replied that the State distributes it based on population, not income.

Councilmember Remley asked that if we should keep the same rate that it is, we are estimating \$8,551,000., so the rate is the same but we will get more money. I wanted to clarify, most people are confused by this and think we are raising taxes.

Vice-Mayor Winters commented as for clarification on the secondary property tax, I would like to keep the rate the same.

Councilmember Judd asked that if there is an option to lower the rate, is that an option?

Finance staff clarified that you can go down easy enough, going up is a more difficult

procedure. Councilmember Judd commented that he is okay with keeping it the same.

Councilmember Remley commented on concerning the rate that we pay, one of our handouts shows property tax rate comparison, in terms of the primary tax rate is currently one of the lowest in the whole valley.

Mayor Hall commented that staff should have general direction with the discussion this evening.

4. Presentation and discussion pertaining to the fiscal year 2018 annual audit and Comprehensive Annual Financial Report, and associated reports.

Finance Director, Andrea Davis and Nick Sarpy, Accounting Manager gave a powerpoint presentation and overview. The auditors recommended improvements in several areas such as Conflict of Interest; Cash Reconciliations; Bad Debt Expense; Capital Assets; Federal Procurement Compliance are a few areas of concerns.

Council Comments/Questions:

Councilmember Remley thanked staff for bringing the management report issues forward. Last year, we didn't have any comments. It is comforting to know the auditor is on the job and to bring reports forward.

No other comments were received.

I. Other Business and Future Agenda Items

J. City Council Reports

K. Executive Session

1. Executive Disclaimer - Part 1

L. Adjournment - Councilmember Judd made the motion to adjourn the Regular City Council Work Session at 5:21 p.m. Seconded by Councilmember Hayden. Motion carried unanimously to adjourn.

Skip Hall, Mayor

ATTEST:

Sherry Ann Aguilar, City Clerk, MMC

CERTIFICATION:

I, Sherry Ann Aguilar, City Clerk for the City of Surprise, Maricopa County, Arizona, do hereby verify that these are the true and correct minutes of the Regular City Council Work Session of Tuesday, February 19, 2019.

Sherry Ann Aguilar, City Clerk, MMC

CITY OF SURPRISE
Regular City Council Meeting
16000 North Civic Center Plaza
Surprise, AZ 85374

Tuesday, February 19, 2019 @ 6:00PM

A. Call To Order: Mayor Hall called the Regular Council Meeting to order at 6:00 p.m.

B. Roll Call: In attendance with Mayor, Skip Hall were Vice-Mayor, Roland F. Winters, Jr.; Councilmembers Patrick Duffy; David Sanders; Chris Judd; Nancy Hayden and Ken Remley.

C. Pledge of Allegiance: The Pledge of Allegiance was led by students from Thompson Ranch Elementary Mrs. Densford's 6th grade class.

D. Proclamation and Community Acknowledgements: Mayor Hall presented a proclamation to Yesenia Gurka recognizing February as Go Red For Women Month in support of the American Heart Association.

E. City Manager Report:

Youth Coordinator, Mike Cassidy introduced Thompson Ranch 6th grade students who participated in the Literacy Challenge spoke on behalf of their school. students were Murcia Countee and Marcos Lovato.

Youth Coordinator, Mike Cassidy introduced 6th grade students from Thompson Ranch Elementary School.

Students spoke on behalf of the literacy challenge program.

F. City Clerk Report

1. Consideration and action on the appointment of Bill Pupo to fill a vacancy on the Community & Recreation Services Commission with a term expiration of June 30, 2021.

Councilmember Remley made the motion to approve appointment of Bill Pupo to fill a vacancy on the Community & Recreation Services Commission with a term expiration of June 30, 2021. Vice-Mayor Winters seconded the motion. 7 yes votes, motion carried.

Consideration and action on the appointment of Raymond Grim to fill a vacancy on the Community & Recreation Services Commission with a term expiration of June 30, 2019.

Councilmember Remley made the motion to approve appointment of Raymond Grim to fill a vacancy on the Community & Recreation Services Commission with a term expiration of June 30, 2019. Councilmember Judd seconded the motion. 7 yes votes, motion carried.

G. Call To The Public

No comments received.

H. Regular City Council Meeting Agenda

1. CONSENT AGENDA:

No items were removed by Council on the Consent Agenda.

Councilmember Remley made the motion to approve the Consent Agenda containing items 1 - 7. Councilmember Duffy seconded the motion. 7 yes votes, motion carried.

1. Consideration and action on the Fiscal Year 2019 budget amendment reallocating appropriations in the amount of \$128,000 for contract building inspectors; Resolution 2019-14 – **APPROVED.**

2. Consideration and action pertaining to amending the Fiscal Year 2019 budget by reallocating appropriations of \$27,400 from contingency within the Grants Fund to FFY19 GOHS Pedestrian & Bicyclist Safety OT (\$25,000) within the Grants Fund to cover overtime expenses for additional pedestrian and bicyclist safety enforcement and \$2,400 to FFY19 GOHS Motorcycle Overtime Grant for the purchase of traffic cones for civilian motorcycle operations courses. Resolution #2019-20 – **APPROVED.**

3. Consideration and action pertaining to amending the Fiscal Year 2019 budget by reallocating appropriations of \$10,000 from contingency within the Grants Fund to the US Marshals Service Joint Law Enforcement Operations (JLEO) Overtime Task Force project within the Grants Fund to cover expenditures associated with Task Force overtime expenses; Resolution # 2019-22 – **APPROVED.**

4. Consideration and action on the minutes of February 5, 2019 Regular City Council Work Session and Regular City Council Meeting – **APPROVED.**

5. Consideration and action on a Series 10 (Beer & Wine Store) liquor license request for Dollar General Store #19349, located at 17174 W. Jomax Road, Surprise, AZ 85387 – **APPROVED.**

6. Consideration and action pertaining to a Fiscal Year 2019 Budget amendment reallocating appropriation of \$125,000 from Project P42040 to Project P42030 within the General Capital Projects Fund for preliminary design services on Litchfield Road; Resolution # 2019-21 – **APPROVED.**

7. Consideration and action pertaining to approval of a Reciprocal Access and Parking Easement Agreement with Ottawa University – **APPROVED.**

. REGULAR AGENDA ITEM - PUBLIC HEARING:

8. A Public Hearing on the proposed adoption of a utility rate adjustment pursuant to A.R.S. 9-511.01. Following the public hearing, City Council during the regular agenda, will consider and take action pertaining to the adoption of utility rates for a 5 year period - FY2020 - FY2024.

Finance Director, Andrea Davis gave a powerpoint presentation on this item. Accompanying Ms. Davis to address Council questions were Terry Lowe, Deputy City Manager and Mike Gent, public Work Director.

No Council questions or comments received.

Mayor Hall opened the public hearing. No public comments were received.

No action was taken for this item, discussion only.

9. A public hearing pertaining to the Paloma Creek annexation proposal, case FS18-149, in accordance with Arizona Revised Statutes 9-471(A)(3).

City Planner, Joshua Mike gave a powerpoint presentation on the Paloma Creek Annexation.

Vice-Mayor Winters asked if we have any idea how many signatures you will need to be successful?

Joshua Mike - At a minimum 16 properties that are interested in annexing.

Councilmember Remley asked why are we annexing this property?

Mr. Mike commented that there are property owners interested in development.

Mayor Hall opened the public hearing.

No public comments received.

No action was taken on this item.

City Planner, Joshua Mike gave a powerpoint presentation on the Paloma Creek Annexation.

Winters - Do you have any idea how many signatures you will need to be successful?

Joshua Mike - At a minimum 16 properties that are interested in annexing.

Remley - Why are we annexing this property?

No public comments received.

No action was taken on this item.

10. A public hearing pertaining to the Saddlehorn Ranch annexation proposal, case FS18-315, in accordance with Arizona Revised Statutes 9-471(A)(3).

City Planner, Joshua Mike gave a powerpoint presentation on this item.

Councilmember Judd asked if the two properties being annexed next to each other? Mr. Mike commented no they are not.

Mayor Hall opened the public hearing.

Leea Bowers - a resident of the area commented that her and her husband wanted to know if they have recourse to object to this annexation? is there anything that can be done.

Mayor Hall asked the resident to speak to City staff after the meeting.

Mayor Hall closed the public hearing. No other comments were received.

3. REGULAR AGENDA ITEM - NON-PUBLIC HEARING:

11. Consideration and action pertaining to approval of an amendment to the Fiscal Year 2019 budget by reallocating appropriations of \$657,000 from the Economic Development Contingency Fund to Capital Project P61420 City Center Public Infrastructure; Resolution # 2019-19 – APPROVED.

ED Manager, Mike Hoover gave a powerpoint presentation and video on this item.

Mayor Hall thanked staff for their efforts with Ottawa University and complimented Mr. Hoover and Mr. Boule for their close relationship with Ottawa creating a true partnership.

No other comments or questions.

Vice-Mayor Winters made the motion to approve Resolution No. 2019-19.
Councilmember Remley seconded the motion. 7 yes votes, motion carried.

12. Consideration and action pertaining to the approval of utility rates for a 5 year period - FY2020 - FY2024; Resolution #2019-17 – APPROVED.

Consideration and action to approve the Utility Rates for a 5 year period - FY2020 - FY 2024; Resolution No. 2019-17.

Finance Director, Andrea Davis introduced this item for approval.

Councilmember Remley made the motion to approve Resolution No. 2019-17.
Councilmember Hayden seconded the motion. 7 yes votes, motion carried.

I. Other Business and Future Agenda Items

J. Mayor/City Council Reports

Councilmember Remley complimented the Transportation Department (David Kohlbeck) for assisting a local resident with a transportation issue.

Councilmember Hayden attended the following: Destiny Springs ribbon cutting; Building homes for Heroes, one home given in Sun City Grand; Spring Training Welcome Back Luncheon; Fire Station opening; Chance Shelter Fundraiser.

Vice-Mayor Winters attended the following: Attended the Chance Shelter Fundraiser; Spring Training Welcome Back Luncheon; Destiny Springs Ribbon Cutting.

Councilmember Duffy commented that he is very excited that Spring Training starts on Saturday but the weather has been very cold. Hoping it warms up this week.

Councilmember Sanders commented that he is excited to serve on the Selection Committee for the City Boards and Commissions. Also attended the Welcome Back Spring Training luncheon, and several other events that have been mentioned this evening.

Councilmember Judd gave a shout out to Public Works Director, Mike Gent for quick responses to a few safety and road issues, he was very impressed with the timeliness. He also attended the ribbon cutting for Destiny Springs; Home for Heroes was made possible through a Charity and Chase Bank for an Army Staff Sgt. Charles Robles.

Mayor Hall commented that he attended a lot of the same events, very impressed with the program that gave Sgt. Robles his new home here in Surprise. Attended the Artisan Treasures Festival, there were so many people that there was no parking, great event. Thanked Deputy City Manager, Terry Lowe for a resident complaint that was handled very well.

K. Executive Session

Councilmember Remley made the motion to enter Executive Session at 6:51 p.m. Councilmember Sanders seconded the motion. 7 yes votes, motion carried.

The Regular Council meeting reconvened at 7:58 p.m.

Vice-Mayor Winters made the motion to adjourn the Regular Council Meeting at 7:59 p.m. Seconded by Councilmember Sanders. 7 yes votes, motion carried.

1. Executive Disclaimer

13. Consideration and action to enter into executive session for discussion and consultation with the City Attorney for legal advice and to consider the City Council's position and provide instruction regarding settlement of the Circle City Water Company condemnation litigation pursuant to A.R.S. 38-431.03(A)(3) and (4).

14. Consideration and action to enter into executive session for discussion, consultation, and legal advice with city attorneys and staff in order to consider the City Council's position regarding contract negotiations pertaining to real property in proximity of Surprise City Hall pursuant to A.R.S. 38-431.03(A)(3) and (4).

L. Adjournment

7:59 p.m.

Skip Hall, Mayor

ATTEST:

Sherry Ann Aguilar, City Clerk, MMC

CERTIFICATION:

I, Sherry Ann Aguilar, City Clerk for the City of Surprise, Maricopa County, Arizona, do hereby verify that these are the true and correct minutes of the Regular City Council Meeting of Tuesday, February 19, 2019.

Sherry Ann Aguilar, City Clerk, MMC



CITY OF SURPRISE Regular City Council Meeting

Council Meeting Date: March 5, 2019

Contact Person: Andrea Davis, DIRECTOR -
FINANCE

Submitting Department: Finance

District: Citywide

Staff Recommendations: None

Consent: No

Regular: No

Public Hearing: Yes

Report/Discussion: No

Agenda Wording:

A Public hearing pertaining to the results of the Biennial Audit of the City's land use assumptions, infrastructure improvements plan and development fees as required by Section 106-61 of the City of Surprise Municipal Code and Arizona Revised Statute (ARS) 9-463.05 (G)(2).

Motion:

N/A. A Public Hearing and discussion only.

Background:

On June 17, 2014, the City Council approved Ordinance 2014-09 in accordance with A.R.S. 9-463.05 related to the assessment and collection of development impact fees. The ordinance required that a biennial audit be performed that reviewed the assessment, collection, and uses of the development impact fees authorized by the ordinance. The ordinance became effective August 1, 2014 and this audit engagement is completed under the code and the holding of the public hearing is an additional requirement of code and statute.

Objective Analysis:

The engagement report presents the results of the audit engagement of the City's development impact fees assessed under Ordinance 2014-09.

Policy Compliant:

The agenda item is compliant with City policy, City of Surprise Municipal Code, and Arizona Revised Statutes.

Financial Impact:

Presently, biennial audits will need to be conducted every two years to evaluate the City's compliance with City of Surprise Municipal Code and A.R.S. 9-463.05. The cost for the audits will be dependent on quotes received from independent accounting firms, but the general estimate is between \$10,000 and \$15,000, which is paid from the collection of the development impact fees assessed under the ordinance in accordance with the City of Surprise Municipal Code and Arizona Revised Statute. Total cost for the current engagement is \$11,125.

Budget Impact:

Funding for the biennial audit is included in the FY 2019 annual budget. The cost for the current engagement will be allocated to the various 2014 Development Impact Fee funds. In future years, the budget will be established in the year the engagement is required to be conducted.

FTE Impact:

There is no full-time equivalent (FTE) impact as a result of this public hearing or the engagement.

ATTACHMENTS:

1. City of Surprise Impact Fee AUP FY17 and FY18
 2. 20190305 Biennial Audit
-

City of Surprise, Arizona
Report on Applying Agreed-Upon Procedures
Biennial Certification of Land Use
Assumptions, Infrastructure Improvement Plan
and Development Impact Fees
For the Period July 1, 2016 through June 30, 2018

**CITY OF SURPRISE, ARIZONA
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INDEPENDENT ACCOUNTANT'S REPORT ON APPLYING AGREED-UPON PROCEDURES

Honorable Mayor and Members of the City Council
City of Surprise, Arizona

We have performed the procedures identified below, which were agreed to by the management of City of Surprise, Arizona, solely to assist the management of City of Surprise, Arizona, in evaluating the City of Surprise, Arizona's compliance with the requirements set forth in Arizona Revised Statutes (A.R.S.) 9-463.05 for the period from July 1, 2016 through June 30, 2018. Management is responsible for City of Surprise, Arizona's compliance with those requirements. This agreed-upon procedures engagement was conducted in accordance with attestation standards established by the American Institute of Certified Public Accountants. The sufficiency of these procedures is solely the responsibility of those parties specified in this report. Consequently, we make no representation regarding the sufficiency of the procedures described below either for the purpose for which this report has been requested or for any other purposes.

We have applied the following procedures:

The progress of the infrastructure improvements plan.

- a. Compared growth projections for 2017 and 2018 related to population, housing units and nonresidential square footage as reported in the Land Use Assumptions to actual results. A list of all variances are reported in the Summary of Findings.
- b. Obtained City-prepared report (see Appendix A) documenting the progress of each project identified in the Infrastructure Improvement Plan (IIP) and performed the following procedures:
 - i. Agreed expenditures as of June 30, 2018 to the underlying accounting records.
 - ii. Agreed amounts reported as estimated cost to complete to underlying accounting records.

The collection and expenditures of development impact fees for each project in the plan.

- c. Selected a sample of 40 building permits issued and determined fees were charged in accordance with authorized fee schedules and that each permit holder is charged the same rate as another equivalent permit holder.
- d. Selected a sample of 25 expenditures and determined that the expenditure was associated with an approved project in the City's IIP.

Evaluating any inequities in implementing the plan or imposing the development impact fee.

- e. Determined each developer/unit is charged the same rate as another equivalent developer/unit by recalculating impact fees at the transaction level for the sample mentioned in step c. above.
- f. Determined that there were no instances in which the City waived development impact fees, except as allowed for under A.R.S. §9-499.10(B) and A.R.S. §9-500.18.

The accompanying Summary of Findings describes the findings we noted.

We were not engaged to, and did not conduct an audit, the objective of which would be the expression of an opinion on compliance. Accordingly, we do not express such an opinion. Had we performed additional procedures, other matters might have come to our attention that would have been reported to you.

This report is intended solely for the information and use of the management of City of Surprise, Arizona, and is not intended to be and should not be used by anyone other than these specified parties.

Heinfeld, Meech & Co., P.C.

Heinfeld, Meech & Co., P.C.
Phoenix, Arizona
February 21, 2019

CITY OF SURPRISE, ARIZONA
SUMMARY OF FINDINGS

FINDING NO. 1

Variances were noted for growth projections related to population, housing units and nonresidential square footage as reported in the Land Use Assumptions when compared to actual results. All variances are reported below.

	2017			
	<u>Projected</u>	<u>Actual</u>	<u>Variance</u>	<u>Variance %</u>
Population	138,147	130,129	(8,018)	-6%
Residential Housing Units	53,233	55,656	2,423	5%
Nonresidential Square Footage				
Retail	4,655,537	4,394,699	(260,838)	-6%
Office	1,328,969	1,269,917	(59,052)	-4%
Public	1,095,875	1,087,417	(8,458)	-1%
Industrial	1,713,101	1,609,385	(103,716)	-6%
Total Nonresidential Square Footage	8,793,482	8,361,418	(432,064)	-5%

	2018			
	<u>Projected</u>	<u>Actual</u>	<u>Variance</u>	<u>Variance %</u>
Population	146,620	132,444	(14,176)	-10%
Residential Housing Units	56,277	56,694	417	1%
Nonresidential Square Footage				
Retail	5,029,049	4,456,780	(572,269)	-11%
Office	1,495,519	1,443,403	(52,116)	-3%
Public	1,167,500	1,247,046	79,546	7%
Industrial	1,847,899	1,761,533	(86,366)	-5%
Total Nonresidential Square Footage	9,539,967	8,908,762	(631,205)	-7%

FINDING NO. 2

For two waived permit fees reviewed, the City recorded the fees as waived in error rather than recording them as credited in its permitting software.

CITY OF SURPRISE, ARIZONA
SUMMARY OF FINDINGS

FINDING NO. 3

The City charged several impact fee funds for the costs associated with the Development Impact Fee Study Update and the Report on Applying Agreed-Upon Procedures Biennial Certification of Land Use Assumptions, Infrastructure Improvement Plan and Development Impact Fees. It's reasonable to charge these expenditures to the impact fee funds; however, it should be noted that these expenditures are not explicitly listed in the City's IIP.

FINDING NO. 4

The City included the Cotton Road Sewer Line project in the IIP, which was previously completed by a developer, conveyed to the City during fiscal year 2010, and subject to the collection of a buy-in fee pursuant to an agreement which terminated on October 13, 2018. Since August 1, 2014, the City has issued 1,694 permits, of which 1,618 were Residential and 76 Commercial. This project accounts for 0.56 percent of the permit fee resulting in collections of \$37,348.

APPENDIX A

PROGRESS OF INFRASTRUCTURE IMPROVEMENT PLAN PROJECTS

Project Description	IIP Fund	Estimated Cost ^a	Expenditures as of 6/30/18 ^b	Estimated Cost to Complete	FY Budget Plan
Fire Station 308	Fire & EMS Impact Fee Fund	\$ 6,135,001	\$ -	\$ 6,135,001	FY20-22
Fire Station 309	Fire & EMS Impact Fee Fund	8,822,500	-	8,822,500	FY2024
Marley Park Well #3	Water Sys Dev Fee Fund SPA1	2,800,000	-	2,800,000	FY2023
Desert Oasis WSF - Arsenic Treatment Phase 2	Water Sys Dev Fee Fund SPA2	2,200,000	-	2,200,000	FY18-20
Cactus Rd Sewer Line - Sarival to Reems (GAP Study)	Wastewater Sys Dev Fee SPA1	1,400,000	-	1,400,000	Project Not Programmed
(18") 21" Sewer Line Cotton Rd (W Cactus Rd to W Peoria Ave)	Wastewater Sys Dev Fee SPA1	1,400,000	-	-	See Finding No. 4

a) The source of the information in the City of Surprise 2017 Infrastructure Improvements Plan.

b) The source of the information is the City's financial records for the period July 1, 2012 through June 30, 2018.



Biennial Development Impact Fee Audit

Regular City Council Meeting
March 5, 2019

DEVELOPMENT IMPACT FEE AUDIT

- Arizona Revised Statutes (A.R.S.) 9-463.05
- Review and test compliance with the requirements set forth in the development impact fee law
- July 1, 2016 through June 30, 2018.



Procedures performed

- Reviewed progress of infrastructure improvements plan
- Tested collection and expenditures of development impact fees for each project in the plan
- Evaluated if there were inequities in implementing the plan or imposing the development impact fees



Summary of Findings

Finding #1 – Variances between growth projections in the Land Use Assumptions and actual results.

Finding #2 – Two permits listed impact fees as being waived as opposed to being credited in the permitting software. The builders were properly charged for both permits and the system was corrected.



Summary of Findings

Finding #3 – The City charged several impact fee funds for the costs associated with the Development Impact Fee Study Update and the Report on Applying Agreed-Upon Procedures Biennial Certification of Land Use Assumptions, Infrastructure Improvement Plan and Development Impact Fees. It's reasonable to charge these expenditures to the impact fee funds; however, it should be noted that these expenditures are not explicitly listed in the City's IIP.



Summary of Findings

Finding #4 – The City included the Cotton Road Sewer Line project in the IIP, which was previously completed by a developer, conveyed to the City during fiscal year 2010, and subject to the collection of a buy-in fee pursuant to an agreement which terminated on October 13, 2018. Since August 1, 2014, the City has issued 1,694 permits, of which 1,618 were Residential and 76 Commercial. This project accounts for 0.56 percent of the permit fee resulting in collections of \$37,348.



SURPRISE
ARIZONA

**QUESTIONS OR
COMMENTS?**

Thank You



CITY OF SURPRISE Regular City Council Meeting

Council Meeting Date: March 5, 2019 Contact Person: Hobart Wingard, PLANNER II
Submitting Department: Community Development District: District 3
Staff Recommendations:

Consent: No Regular: No Public Hearing: Yes Report/Discussion: No

Agenda Wording:

Consideration and action pertaining to approval of a rezone of 200.3 acres of property located in the Sycamore Farms Planned Area Development ("PAD") at the southeastern corner of Cotton Lane and Cactus Road from Sycamore Farms PAD-RL-5, PAD-RM9, PAD-CC, and Park to Sycamore Farms PAD-RL-5, PAD-RM9, and PAD-CC; Ordinance #2019-04.

Motion:

I move to approve Ordinance #2019-04.

Background:

The City of Surprise, on behalf of Moore Ranches, Inc., seeks approval of a PAD Zoning Amendment to provide additional development opportunities by modifying 200.3 acres of Residential and Commercial zoned properties on the southeastern corner of Cotton Lane and Cactus Road.

Objective Analysis:

The Rezone for Sycamore Farms will provide residential and supporting commercial uses. Because the proposed public community park is better suited to a location proposed in the Prasada PAD, the land will be utilized to provide additional residential opportunities in this Transit Oriented Overlay.

Policy Compliant:

The Surprise General Plan 2035 shows the subject property as lying within the Neighborhood Character Area, which supports residential uses such as those proposed.

Financial Impact:

All activity related to ongoing development of the City of Surprise has an economic and fiscal impact on the city and the region.

Budget Impact:

There is no anticipated budget impact related to this item.

FTE Impact:

This item does not have an impact on current staffing levels.

ATTACHMENTS:

1. SR - FS18-554 - Sycamore Farms - Residential PADA - PZ Staff Report - 030519
 2. 01 - FS18-554 - Sycamore Farms - Residential PADA - Vicinity - 030519
 3. 02 - FS18-554 - Sycamore Farms - Residential PADA - Document - 030519
 4. 04 - FS18-554 - Sycamore Farms - Residential PADA - Public Engagement - 030519
 5. 05 - FS18-554 - Sycamore Farms - Residential PADA - PowerPoint - 030519
 6. Ord 2019-04 FS18-534 - Sycamore Farms - Residential PADA-final
-

PAD ZONING AMENDMENT

REPORT TO THE MAYOR AND CITY COUNCIL

Case: **FS18-554**

Project Name: Major PAD Zoning Amendment for Sycamore Farms PAD

Council District: 3 – Mesquite

Meeting Date: **March 5, 2019**

Planner: Hobart Wingard, Planner II

Owner: Moore Ranches, Inc.

Applicant: City of Surprise

Request: Planned Area Development (“PAD”) Zoning Amendment approval for Sycamore Farms PAD

Site Location: Generally, on the southeastern corner of Cotton Lane and Cactus Road

Site Size: Approximately 200.3 acres of the 613.6 acre Sycamore Farms PAD

General Plan Conformance: The proposal is consistent with the Surprise General Plan 2035

Support/Opposition: None received by staff

Findings:

- The proposed PAD Zoning Amendment demonstrates compliance with the General Plan.
- The proposed PAD Zoning Amendment demonstrates compliance with the criteria set forth in the Sycamore Farms PAD.
- The proposed PAD Zoning Amendment demonstrates compliance with the criteria set forth in Surprise Unified Development Code.
- The reviewing agencies have indicated no objections to the request.

Alternative Actions:

Approval of the requested PAD Zoning Amendment will allow the applicant to develop the property in a manner that is consistent with City of Surprise requirements and the approved PAD.

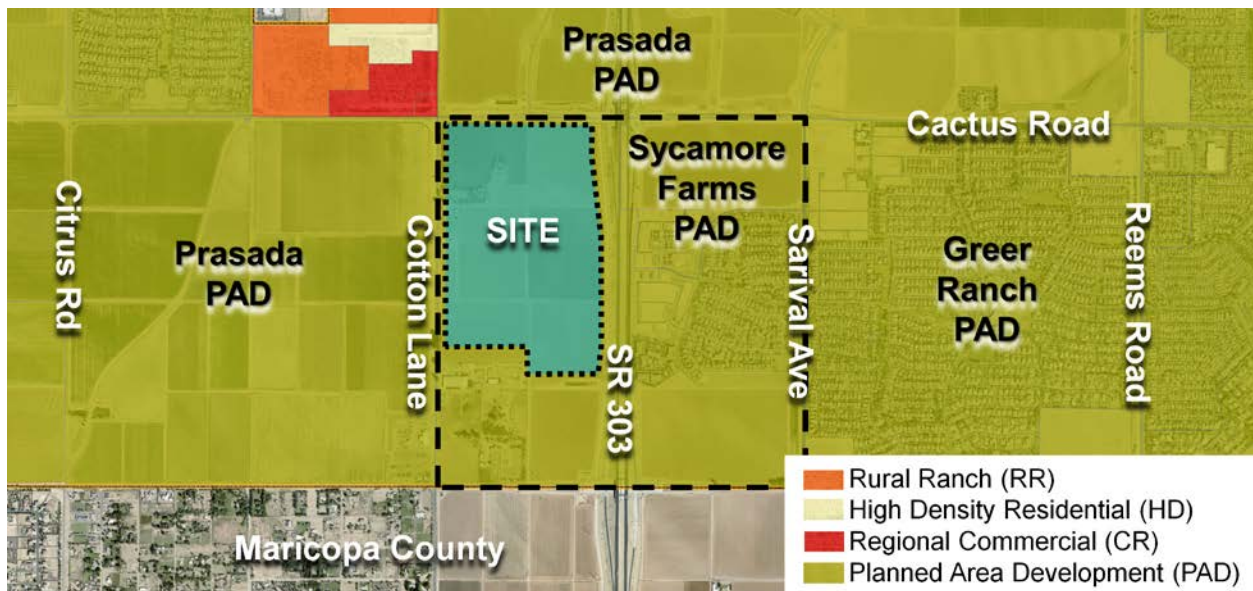
Denial of the requested PAD Zoning Amendment will deny the applicant the opportunity to develop the property in accordance with the subject PAD Zoning Amendment.

PROJECT DESCRIPTION:

The City of Surprise, on behalf of Moore Ranches, Inc., seeks approval of a PAD Zoning Amendment to provide additional development opportunities by modifying 200.3 acres of Residential and Commercial zoned properties on the southeastern corner of Cotton Lane and Cactus Road.

EXISTING ZONING:

The following map and chart depicts the existing zoning of the subject site and its surroundings:



Regional Commercial (CR)	Prasada PAD Gateway Village	Prasada PAD Urban Village
Prasada PAD Toll Brothers Residential	Sycamore Farms PAD Residential / Commercial	Greer Ranch PAD Residential / Commercial
Maricopa County Rural 43 (R43)	Maricopa County Rural 43 (R43) and PAD	Maricopa County Neighborhood Commercial (CN)

61 **BACKGROUND:**

62 **July 22, 2004:** The subject lands associated with Sycamore Farms were annexed
63 into the City of Surprise.

64 **July 22, 2004:** The Mayor and City Council approved a PAD for the Sycamore
65 Farms PAD under case PAD03-153.

66 **February 21, 2017:** The Mayor and City Council approved the first PAD Zoning
67 Amendment for the Sycamore Farms PAD under case FS16-231.

68 **October 16, 2018:** City Staff filed a request for a second amendment to the
69 Sycamore Farms PAD under case FS18-554, the subject case.

70 **November 7, 2018:** City Staff held a Citizen Review meeting in the Council Overflow
71 room at Surprise City Hall.

72 **January 10, 2019:** The Planning and Zoning Commission recommended approval of
73 the Sycamore Farms second amendment under Case FS18-554, the subject case.
74

75 **ANALYSIS AND DISCUSSION:**

76 Initially approved on July 22, 2004, the Sycamore Farms (PAD03-153) had the intent of
77 being a Mixed Use “Gateway” to the City. Since then, sporadic development has
78 developed approximately 25 percent of the square mile that encompasses Sycamore
79 Farms. Development included single family, medium density, and high density
80 residential. On February 21, 2017, a PAD zoning amendment was approved that
81 redistributed 266.7 acres of the 637.4 acres PAD.

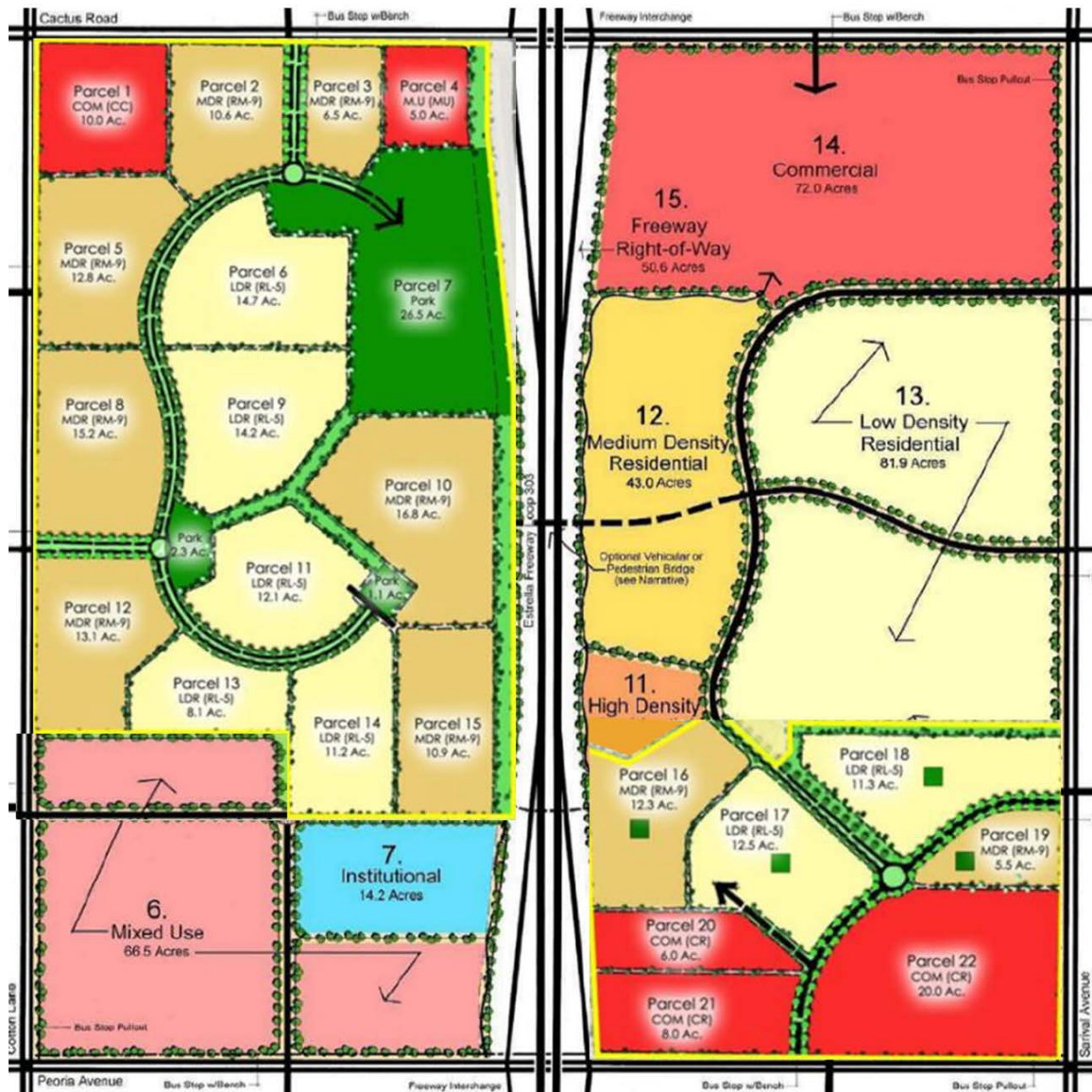
82 The City has determined the proposed 26.5 acre public community park is too close to
83 the municipal boundaries and would not be required by Community and Recreation
84 Services (“CRS”). Another sizable park will be included in donated Land from Prasada
85 that aligns closely with the goals and policies of CRS and the Parks and Trails Master
86 Plan.

87 The subject amendment will focus on:

- 88 • Reallocation of the northwest quadrant of the PAD to remove the Public
89 Community Park portion to allow for low and medium density residential; and
- 90 • Modify:
 - 91 o Land use matrix to reflect the modifications; and
 - 92 o Development Standards Table to reflect the modifications; and
 - 93 o Conceptual Plan Data to reflect the modifications; and
 - 94 o Land Use Summary to reflect the modifications; and
 - 95 o Revise land use maps to reflect the modifications.

96 The revision of the Land Use Matrix will provide for the zoning districts not addressed in
97 the original PAD and the removal of designations not found in the PAD. Performance
98 Standards and Requirements for all Permitted and Conditionally Permitted uses shall
99 comply with the currently adopted version of the Surprise Unified Development Code at
100 the time of design review.

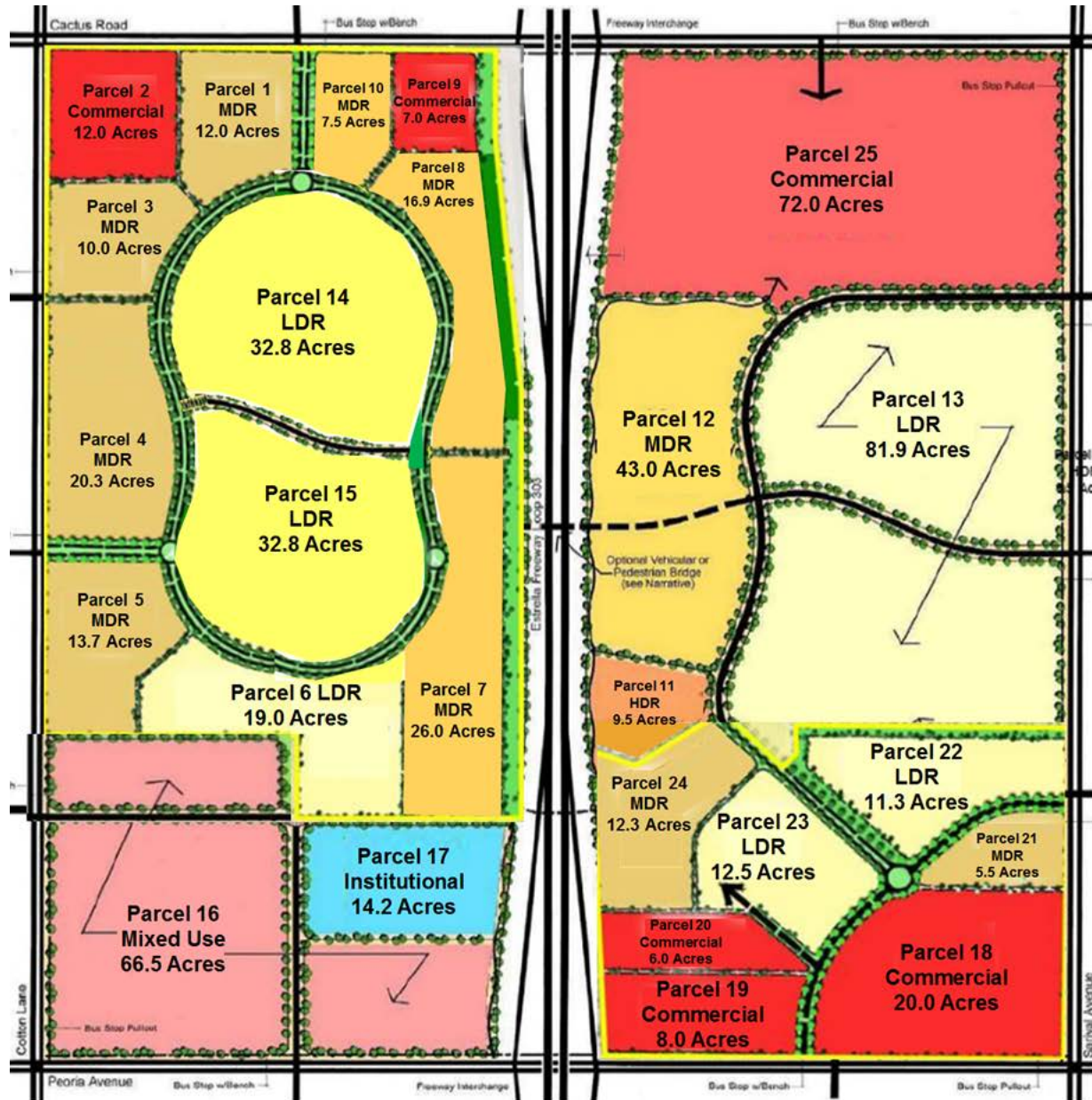
101 **EXISTING UNDERLYING ZONING:**



102

103
104

PROPOSED UNDERLYING ZONING:



105

UTILITY AND SERVICES TABLE:

Electric:	APS
Water:	EPCOR
Wastewater:	City of Surprise
Internet:	Cox/Century Link
Refuse:	Private
Natural Gas:	SWG

CONFORMANCE WITH ADOPTED PLANS:

The Surprise General Plan 2035 shows the subject property as lying within the Neighborhood Character Area under the Transit Oriented Development District Sub Area. While the character area is focused on integrated neighborhoods, the Transit Oriented Development Sub Area encourages a higher intensification of residential and nonresidential uses along the SR 303 corridor.

REVIEWING AGENCIES:

All City reviewing departments have reviewed the request and expressed no objections.

The subject Site Plan was also routed to the standard external reviewing agencies, who offered the following comments:

Luke Air Force Base (LAFB): In a letter dated October 24, 2018, LAFB indicates no objections to the request, but advises the applicant review sound attenuation requirements found in ARS 28-8482 and engage in a strong notification program with respect to the air base and its operations.

Maricopa Water District (MWD): In an email dated October 22, 2018, MWD indicated the project area is subject to the Sycamore Farms Development and Water Delivery Agreement between MWD and the original developer/landowner. Subsequent projects will have to work with MWD to satisfy all requirements of the agreement.

Arizona Department of Transportation (ADOT): In an email dated October 19, 2018, ADOT indicated that, because of the proximity to SR 303, subsequent projects will have to inquire to ADOT for the need for access permits and to ascertain if a traffic study will be necessary.

SUMMARY:

Staff believes the proposed PAD Zoning Amendment is consistent with the manner and intent of the Sycamore Farms PAD Zoning District in which it occupies. If approved, the site will be allowed to be developed in accordance with the requirements of the City of Surprise.

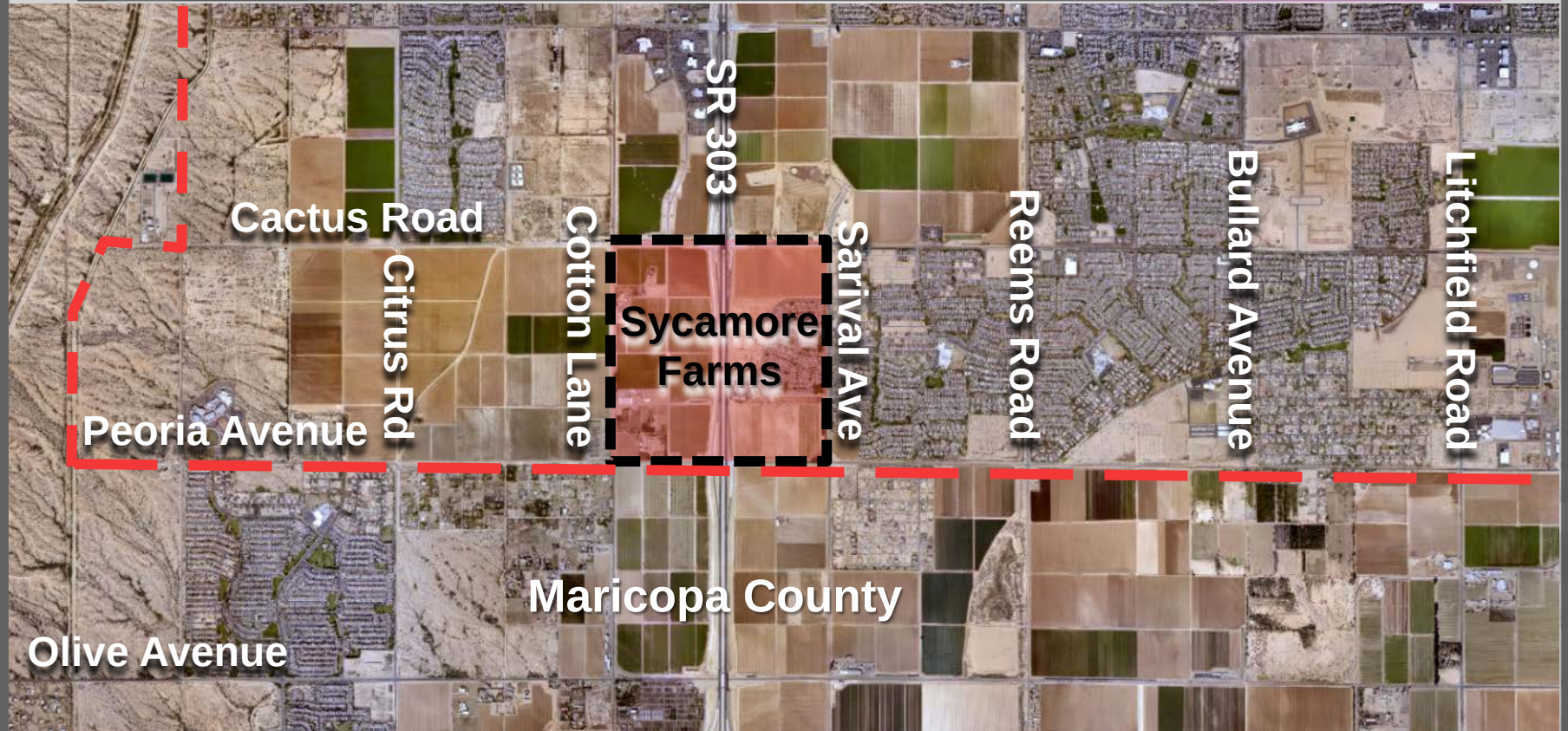
FINDINGS:

- The proposed PAD Zoning Amendment demonstrates compliance with the General Plan.
- The proposed PAD Zoning Amendment demonstrates compliance with the criteria set forth in the Sycamore Farms PAD.
- The proposed PAD Zoning Amendment demonstrates compliance with the criteria set forth in Surprise Unified Development Code.
- The reviewing agencies have indicated no objections to the request.

ATTACHMENTS:

- 01 - Vicinity Maps
- 02 - PAD Rezone Document
- 03 - Ordinance #2019-04
- 04 - Public Engagement Plan
- 05 - PowerPoint

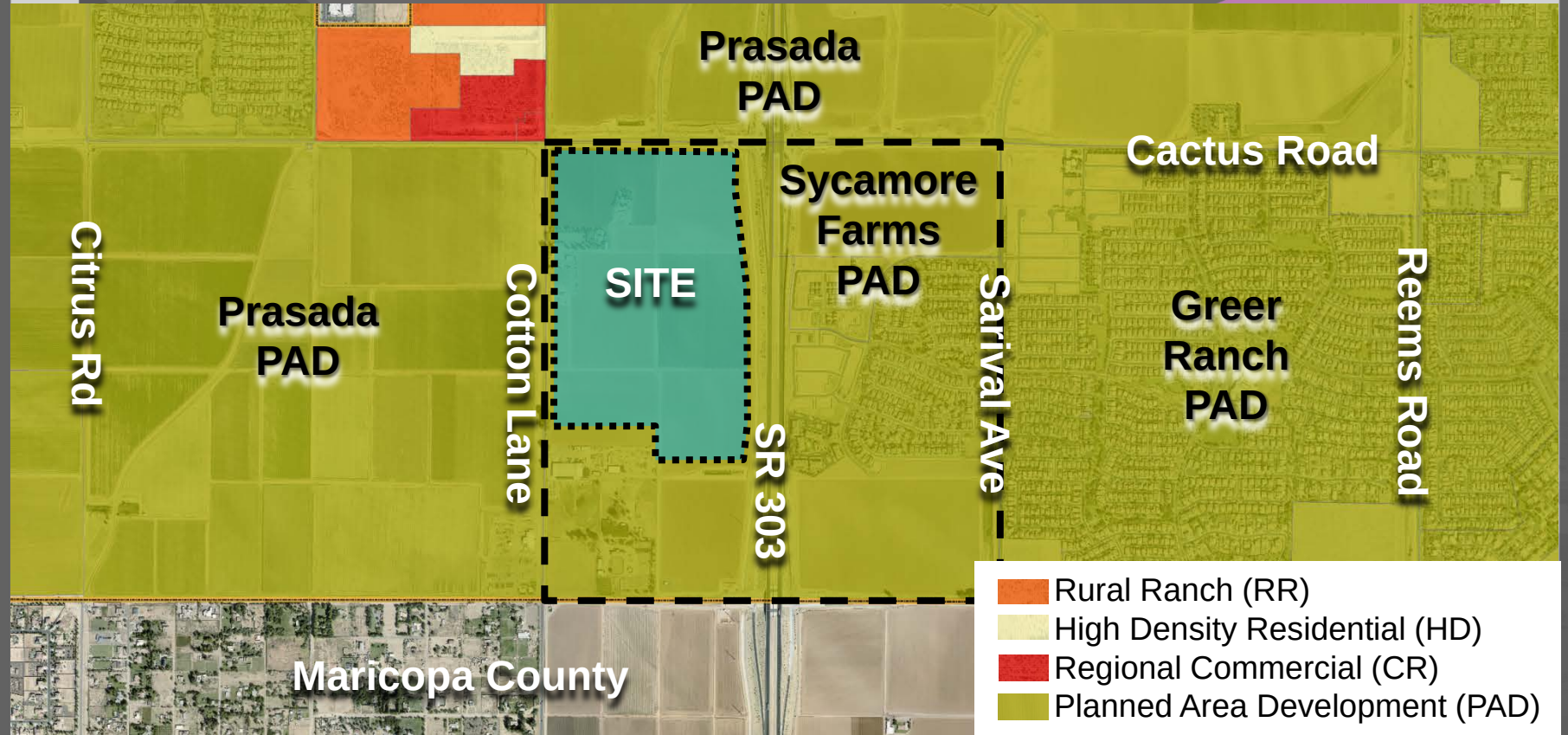
VICINITY MAP



LOCATION MAP



ADJACENT ZONING



Second PAD Zoning Amendment for Sycamore Farms - Residential FS18-554



Sycamore Farms PAD Approved July 22, 2004 (PAD03-153)

First PAD Amendment Approved February 21, 2017 (FS16-231)

Prepared By:

City of Surprise Community Development Department

16000 North Civic Center Plaza

Surprise, Arizona 85374-7470

623-222-3000

January 2019

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Narrative

Initially approved on July 22, 2004, the Sycamore Farms (PAD03-153) had the intent of being a Mixed Use “Gateway” to the City. Since then, sporadic development has developed approximately 25 percent of the square mile that encompasses Sycamore Farms. Development included single family, medium density, and high density residential. On February 21, 2017, a PAD zoning amendment was approved that redistributed 266.7 acres of the 637.4 acres PAD:

- Reoriented the commercial property at the corner of Peoria and Sarival Avenues so that the shopping center will face Peoria Avenue;
- Modify the commercial development standards;
- Allow for off-premise commercial freeway signage;
- Replace the Institutional and remaining High Density Residential zoning districts with both Medium and Low Density Residential zoning districts;
- Transfer the location of the large park area currently shown on the east side of the Loop 303 to the west side of the Loop 303; and
- Redesign of land uses on the north half of the PAD west of the 303 to include more diversity.

The City has determined the proposed 26.5 acre park is too close to the municipal boundaries and would not be required by Community and Recreation Services (“CRS”). Another sizable park will be included in donated Land from Prasada that aligns closely with the goals and policies of CRS. This amendment will focus on:

- Reallocate the northwest quadrant of the PAD to remove the Community Park portion to allow for low and medium density residential; and
- Modify:
 - o Land use matrix to reflect the modifications; and
 - o Development Standards Table to reflect the modifications; and
 - o Conceptual Plan Data to reflect the modifications; and
 - o Land Use Summary to reflect the modifications; and
 - o Revise land use maps to reflect the modifications.

The revision of the Land Use Matrix will provide for the zoning districts not addressed in the original PAD and the removal of designations not found in the PAD. Performance Standards and Requirements for all Permitted and Conditionally Permitted uses shall comply with the currently adopted version of the Surprise Unified Development Code at the time of design review.

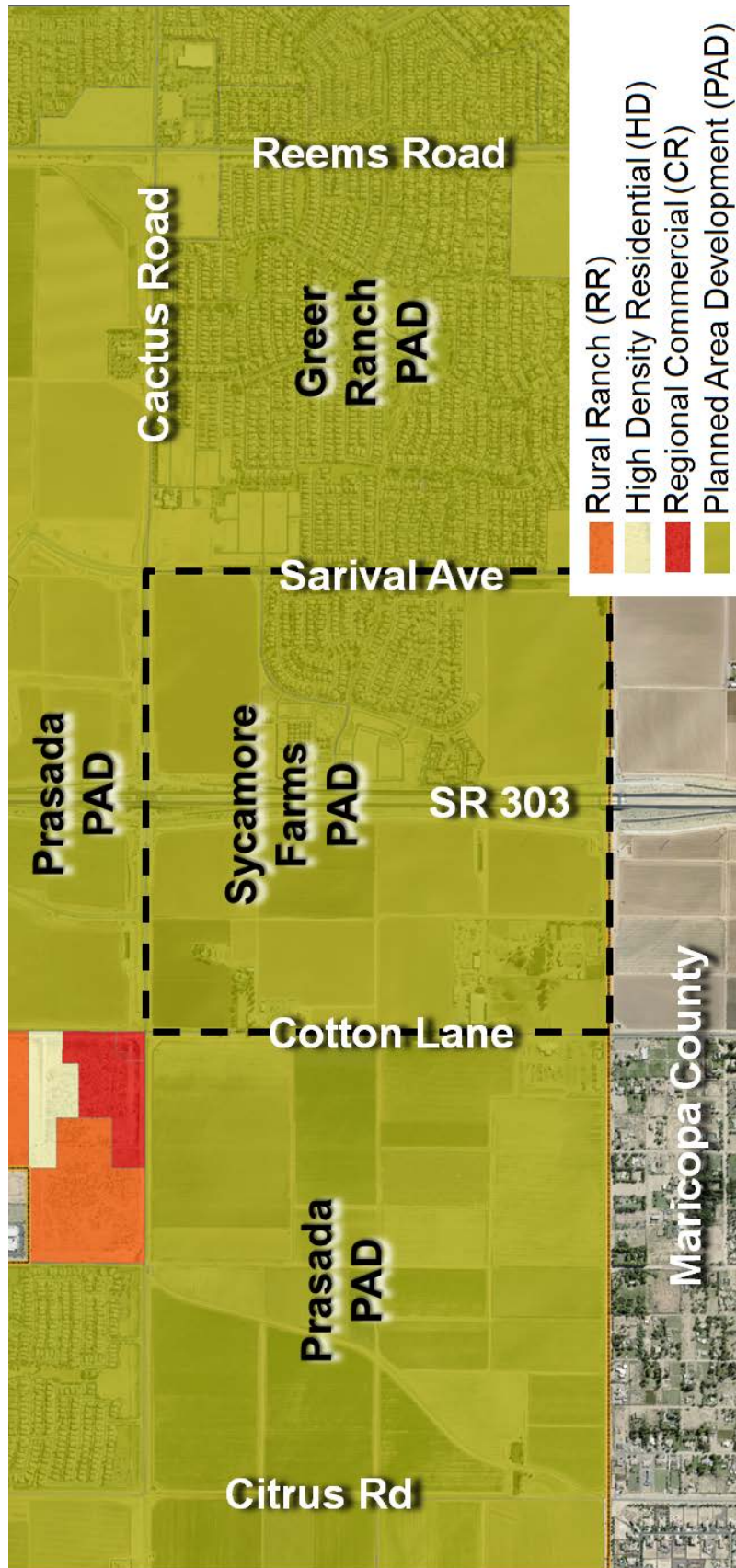
The proposed modifications will reflect the original intent of the PAD to be a Mixed Use development with a variety of housing types.



Broad Location Map

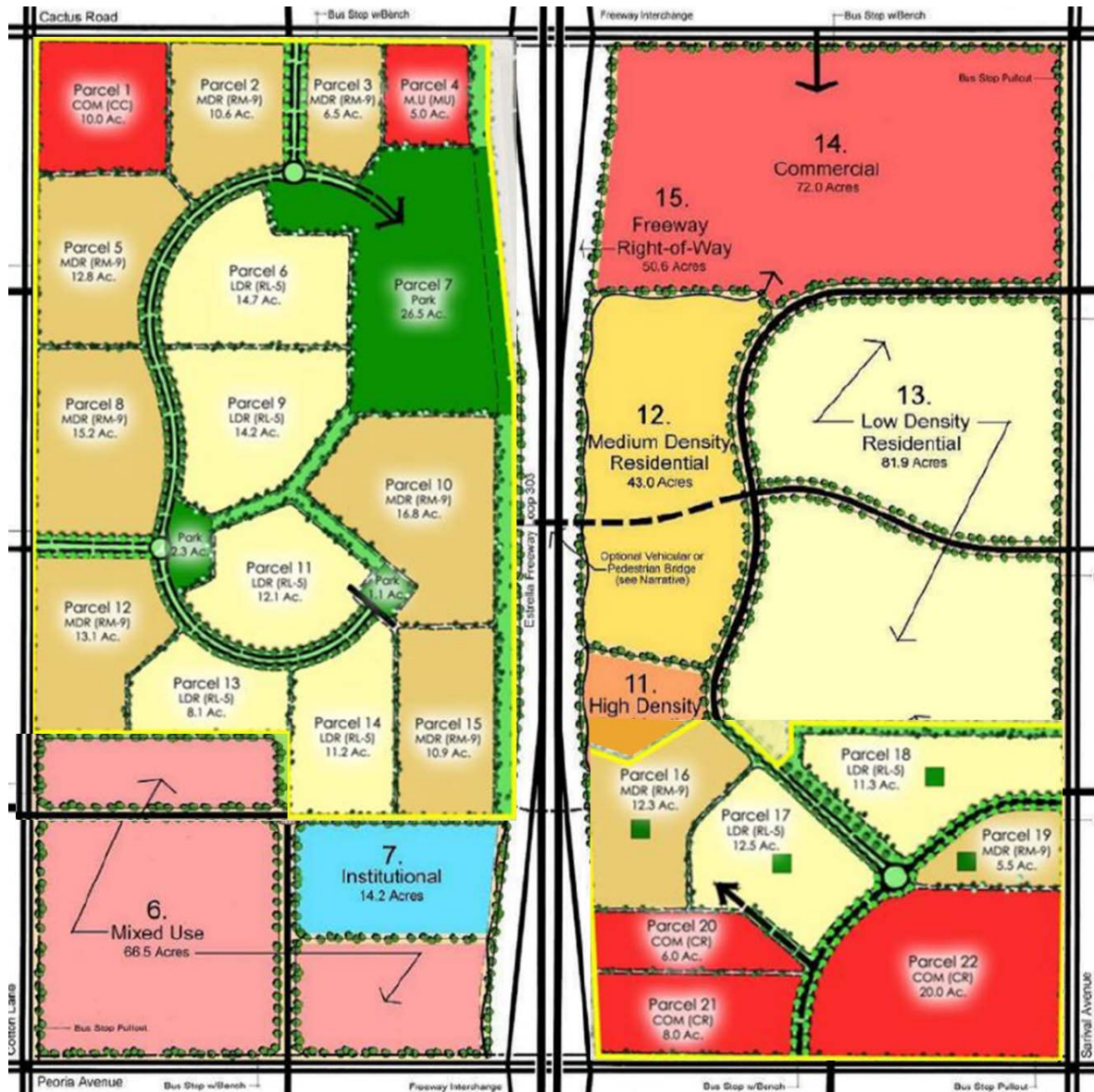


[Close Location Map](#)

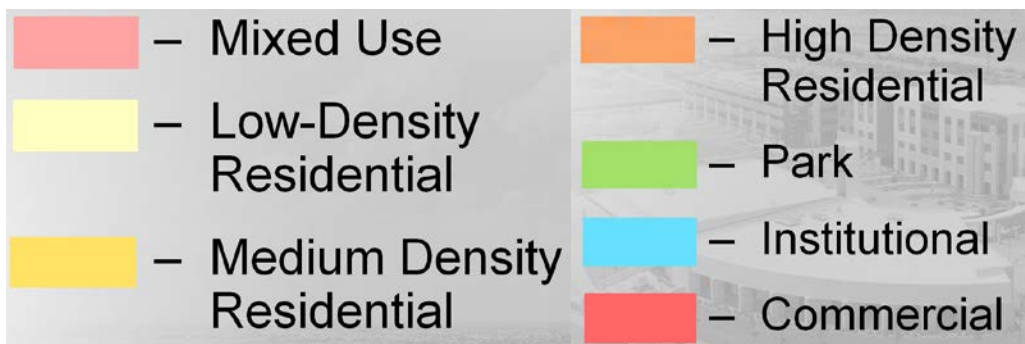
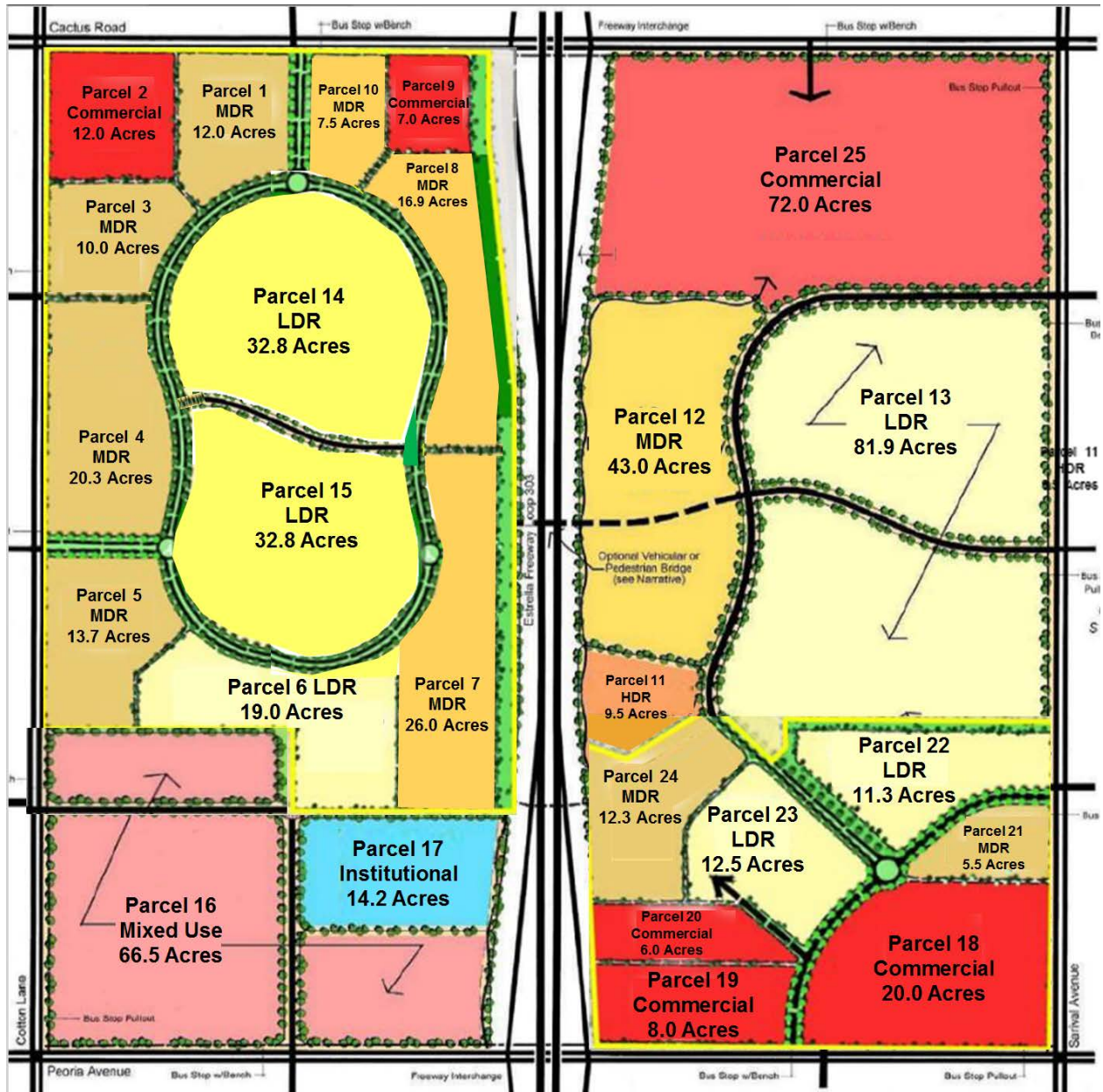


Zoning Map

Existing Land Use Map



Proposed Land Use Map



Existing Development Standards

Sycamore Farms Development Standards Table

Parcel #	10 and 14	1 and 6	7 and 8	4, 9 and 11	3 and 12	2 and 13
Description	Commercial	Mixed-Use	Institutional	High Density Residential	Medium Density Residential	Low Density Residential
Min Area	1-ACRE	1-ACRE	1-ACRE	5-ACRES	5-ACRES	5-ACRES
Max Density	NA	16 DU/AC	NA (3)	43 Du/Ac	6 Du/Ac	5 Du/Ac
Max House Width	NA	NA	NA	NA	NA	(4)
Min Lot Width	100'	100'	100'	100'	30'	58'
Min Lot Depth	NA	NA	NA	NA	80'	110'
Min lot Area/Unit		2,000 sf	NA (3)	1,000 sf	2,600 sf	6,000 sf
Front	35'	35' Non-Residential (5)	35'	20'	12' for Living Area or Side Load Garage 20' for Front Load Garage (6)(7)	12' for Living Area or Side Load Garage 20' for Front Load Garage (7)
Side	15' Interior 25' Corner	15' Interior 25' Corner	15' Interior 25' Corner	20'	0'/0' attached 3'/3' detached	5'/8' for detached units
Street Side	25'	25' (5)	25'	20'	10' (2)	13' single story 20' multi-story (2)
Rear	15'	15'	15'	20'	10' for Living 5' for Garage & unenclosed Patio Cover (1)	15' for Living 10' for unenclosed Patio Cover (1)
Rear or Side Adjacent to Residential Zoning	45'	45'	45'	N/A	N/A	N/A
Rear Adjacent to Arterial Street	20'	20'	20'	20'	20'	20'
Outdoor Living Area/unit	NA	NA (5)	NA	300 sf	300 sf	NA
Distance between/ Adjacent Building or House	NA	NA (5)	NA	20'	0' for attached units or 12' between bldgs w/ attached units; 6' between detached units	10' between detached units
Lot Coverage	.30 FAR	.50 FAR (5)	1.0 FAR	Per Setbacks	Per Setbacks	Per Setbacks
Maximum Bldg Height	40'	4 Stories	4 Stories	4 Stories	36'	30'

Proposed Development Standards

Parcel	2, 9, 18, 19, 20, 25	16	17	6, 13, 14, 15, 22, 23	1, 3, 4, 5, 7, 8, 10, 12, 21, 24	11
Description	C	MU	I	LDR	MDR	HDR
Min Area	1 Acre	1 Acre	1 Acre	5 Acres	5 Acres	5 Acres
Max Density	NA	16 du/A	NA	5 du/A	6 du/A	43 du/A
Min Lot Width	100 feet	100 feet	100 feet	58 feet	30 feet	100 feet
Min Lot Depth	NA	NA	NA	110 feet	80 feet	NA
Min Lot Area/Unit	NA	2,000 square feet	NA	6,000 square feet	2,600 square feet	1,000 square feet
Front	35 feet	35 feet	35 feet	12 feet Living, 20 foot Garage	12 feet Living, 20 foot Garage	20 feet
Side	15 feet Interior 25 foot Corner	15 feet Interior 25 foot Corner	15 feet Interior 25 foot Corner	5 feet and 8 feet	0 feet attached 5 feet and 5 feet detached	20 feet
Street Side	25 feet	25 feet	25 feet	13 feet single story, 20 feet multi-story	10 feet	20 feet
Rear	15 feet	15 feet	15 feet	15 feet Living, 5 feet for garage or unenclosed patio	10 feet Living, 5 feet for garage or unenclosed patio	20 feet
Rear or Side Adjacent to Residential	45 feet	45 feet	45 feet	NA	NA	NA
Rear Adjacent to Arterial Street	20 feet	20 feet	20 feet	20 feet	20 feet	20 feet
Outdoor Living Area/Unit	NA	NA	NA	NA	300 square feet	300 square feet

Distance Between Adjacent Building or Home	NA	NA	NA	10 feet	0 foot Attached 12 foot Detached	20 feet
Lot Coverage	.30 FAR	.50 FAR	1.0 FAR	Setback	Setback	Setback
Max Building Height	40 feet	4 Stories	4 Stories	30 feet	36 feet	4 Stories

- (1) Fireplaces, bay windows, or entertainment pop-outs may encroach 3 feet into the rear setback.
- (2) Setback includes adjacent common area landscape tract, but in no case shall be less than 5 feet from property line.
- (3) Dormitories permitted as part of College, University, or Trade School at High Density Residential dwelling units per acres (du/A).
- (4) Refer to High Density Residential setbacks when developed with residential uses.
- (5) Front setbacks may be 10 feet to property line if units have rear loaded garages and rear entry drives.
- (6) In no case shall the face of the garage be less than 20' from back of sidewalk.

Existing Conceptual Plan Data

Parcel Number	Revised Number	Gross Acres	Proposed Use	Maximum Density	Number of Units
1A**	2	10.0	Commercial (C)	-	-
2A**	1	10.6	Medium Density Residential (MDR)	6 du/A	64
3A**	10	6.5	Medium Density Residential (MDR)	6 du/A	39
4A**	9	5.0	Commercial (C)	-	-
5A**	3	12.8	Medium Density Residential (MDR)	6 du/A	77
6A**	14	14.7	Low Density Residential (LDR)	5 du/A	74
7A**	8	29.9	Parks	-	-
8A**	4	15.2	Medium Density Residential (MDR)	6 du/A	91
9A**	14	14.2	Low Density Residential (LDR)	5 du/A	71
10A**	7	16.8	Medium Density Residential (MDR)	6 du/A	101
11A**	15	12.1	Low Density Residential (LDR)	5 du/A	61
12A**	5	13.1	Medium Density Residential (MDR)	6 du/A	79
13A**	6	8.1	Low Density Residential (LDR)	5 du/A	41
14A**	6	11.2	Low Density Residential (LDR)	5 du/A	56
15A**	7	10.9	Medium Density Residential (MDR)	6 du/A	65
6	16	66.5	Mixed Use (MU)	16 du/A	Varies*
7	17	14.2	Institutional (I)	-	-
21A**	19	8.0	Commercial (C)	-	-
22A**	18	20.0	Commercial (C)	-	-
20A**	20	6.0	Commercial (C)	-	-
19A**	21	5.5	Medium Density Residential (MDR)	6 du/A	33
18A**	22	11.3	Low Density Residential (LDR)	5 du/A	57
17A**	23	12.5	Low Density Residential (LDR)	5 du/A	63
16A**	24	12.3	Medium Density Residential (MDR)	6 du/A	74
11	11	9.5	High Density Residential (HDR)	43 du/A	409
12	12	43.0	Medium Density Residential (MDR)	6 du/A	258
13	13	81.9	Low Density Residential (LDR)	5 du/A	410
14	25	72.0	Commercial (C)	-	-
15	SR303	50.6	SR303	-	-
Total		604.4	Total		Approx. 2,123 Units

*Depends on Mix of Uses

** A = First Amendment

Proposed Conceptual Plan Data

Parcel	Gross Acres	Proposed Use	Maximum Density	Number of Units
1	12.0	Medium Density Residential (MDR)	6 du/A	72
2	12.0	Commercial (C)	-	-
3	10.0	Medium Density Residential (MDR)	6 du/A	60
4	20.3	Medium Density Residential (MDR)	6 du/A	122
5	13.7	Medium Density Residential (MDR)	6 du/A	82
6	19.0	Low Density Residential (LDR)	5 du/A	95
7	26.0	Medium Density Residential (MDR)	6 du/A	156
8	16.9	Medium Density Residential (MDR)	6 du/A	101
9	7.0	Commercial (C)	-	-
10	7.5	Medium Density Residential (MDR)	6 du/A	45
11	9.5	High Density Residential (HDR)	43 du/A	409
12	43.0	Medium Density Residential (MDR)	6 du/A	258
13	81.9	Low Density Residential (LDR)	5 du/A	410
14	32.8	Low Density Residential (LDR)	5 du/A	164
15	32.8	Low Density Residential (LDR)	5 du/A	164
16	66.5	Mixed Use (MU)	16 du/A	Varies*
17	14.2	Institutional (I)	-	-
18	20.0	Commercial (C)	-	-
19	8.0	Commercial (C)	-	-
20	6.0	Commercial (C)	-	-
21	5.5	Medium Density Residential (MDR)	6 du/A	33
22	11.3	Low Density Residential (LDR)	5 du/A	57
23	12.5	Low Density Residential (LDR)	5 du/A	63
24	12.3	Medium Density Residential (MDR)	6 du/A	74
25	72.0	Commercial (C)	-	-
SR303	50.6	SR303	-	-
Total	623.3	Totals		Approximately 2,365 Units

*Depends on Mix of Uses

Existing Land Use Summary			
Land Use	Acres	Density	Units
Low Density Residential (LDR)	166.0	5 du/A	830
Medium Density Residential (MDR)	146.7	6 du/A	880
High Density Residential (HDR)	9.5	43 du/A	409
Institutional (I)	14.2	-	-
Mixed Use (MU)	66.5	16 du/A	Varies
Commercial (C)	121.0	-	-
Parks	29.9	-	-
SR303	50.6	-	-
Totals	604.4	-	2,119

Proposed Land Use Summary			
Land Use	Acres	Density	Units
Low Density Residential (LDR)	190.3	5 du/A	951
Medium Density Residential (MDR)	167.2	6 du/A	1,003
High Density Residential (HDR)	9.5	43 du/A	409
Institutional (I)	14.2	-	-
Mixed Use (MU)	66.5	16 du/A	Varies
Commercial (C)	125.0	-	-
SR303	50.6	-	-
Totals	623.3	-	2,363

Existing Land Use Matrix

Zoning Use Matrix	ZONING DISTRICTS	
	Permitted Use **	Conditionally Permitted Use **
Agricultural, Ranching & Open Space Uses		
Animal Hospitals, Clinics, and Boarding Facilities	C-2, C-3, I-1	R-1
Equestrian Center, Stables, and Riding Academies	C-2, C-3	R-1
Parks, Recreation, and Open Lands	All Districts	
Residential Uses		
Assisted Living Facility	R-2, R-3	
Bed And Breakfast Establishments		R-1, R-2, R-3
Caretaker, Guest or Granny Flat Dwelling	R-1, R-2	
Congregate Care Facility	R-2, R-3	
Group Home	R-1, R-2, R-3	
High Density Dwellings	R-3	
Hotels, Timeshares	C-2, C-3	
Low Density Dwellings	R-1	
Medium Density Dwellings	R-2, R-3	
Model Home Complex	R-1, R-2, R-3, C-1, C-2, C-3	
Residential Senior Care Facility	R-1, R-2, R-3	
Retail and Service Uses		
Alcohol – Bar and/or Tavern, Microbrewery	C-1, C-2, C-3	
Alcohol – Beverage Retail Sales	C-2, C-3	
Ambulance Service	C-2, C-3, I-1	
Ammunition and Firearms Sales	C-2, C-3, I-1	
Cemetery – Pets (limited to small animals)		C-2, C-3, I-1
Cemetery or Mausoleum		R-1, R-2, R-3, C-1, C-2, C-3
Day Care Center – Child and/or Adult Care		R-1, R-2, R-3, C-1, C-2, C-3
Drive-Through Facilities	C-3, I-1	C-2
Funeral Home, Mortuary	C-2, C-3	
Gunsmith	I-1	C-3
Home Improvement Center – (Typically home, lawn, and garden supplies, brick, lumber, and other similar building materials)	C-3, I-1	
Landscaping Materials – Sales & Storage	I-1	
Laundry or Dry Cleaning – Bulk Operation	I-1	
Linens/Uniform/Diaper Service (Pickup & Supply Only)	C-3, I-1	

Zoning Use Matrix	ZONING DISTRICTS	
	Permitted Use **	Conditionally Permitted Use **
Manufactured Home, Oversized Vehicle Sales, Service, or Storage	C-3, I-1	
Massage – Therapeutic	C-2, C-3	
Medical Clinic or Laboratory	C-1, C-2, C-3, BP	
Medical Hospital or Outpatient Facility	C-3	
Medical Office	C-1, C-2, C-3	
Mobile Vending	C-2, C-3, BP, I-1	
Moving Company	I-1	
Nursery (Growing, display, or sale of plant stock, seeds, or other horticultural items)	C-2, C-3, I-1	
Pawn Shop	C-2, C-3	
Personal Services Establishment (A facility for the sale of personal services. Typical personal service uses include hair and craft studios, banks, barber/beauty shops, locksmith, shoe repair, tailors, photo studios, laundry, cleaning pick-up and moving station, safe deposit boxes, travel agencies, printing or copy, shoes, savings and loan, appliance repair)	C-2, C-3	
Personal Services Establishment (Uses Listed Above) – Less than 5,000 sq. ft.	C-1, C-2, C-3	
Portable Building Sales	I-2	
Restaurant – Sit-down (Principally for the sale and consumption of food on the premises)	C-1, C-2, C-3, I-1, I-2	
Restaurant, Convenience (Sale and consumption of food which has direct window service allowing customers to pick up food for off-premise consumption)	C-2, C-3, I-1	
Retail Shopping Establishment (Typical general merchandise includes clothing and other apparel, equipment for hobbies and sports, gifts, flowers and household plants, dry goods, food, floor covering, home décor, toys, furniture, antiques, hardware, appliances, books and stationery, pets, drugs, auto parts and accessories, and similar consumer goods. Food store uses include grocery, delicatessen, catering, and convenience and specialty foods stores. The retail shopping establishment use does not include other uses in this article that are specifically listed)	C-2, C-3	
Retail Shopping Establishment – Less than 5,000 sq. ft. (Uses Listed Above in Retail Shopping Establishment)	C-1, C-2, C-3	
Store Monument – Retail & Wholesale	I-1, I-2, I-3	
Tattoo and/or Body Piercing Establishment	I-2, I-3	
Taxi / Limo Service – Parking & Dispatch	I-1, I-2	
Taxidermist	I-1, I-2	
Truck & Heavy Equipment – Auction	I-2	I-1
Truck Stop – Full Service & Repair Permitted	I-2	I-1
Vehicle Auction	I-1, I-2	
Vehicle Fueling Stations	C-2, C-3, I-1	

Zoning Use Matrix	ZONING DISTRICTS	
	Permitted Use **	Conditionally Permitted Use **
Vehicle Service – Major Repair	I-1, I-2	C-3
Vehicle Service – Minor Repair	I-1	C-2, C-3
Vehicle Washing Facilities	C-3, I-1, I-2	C-1, C-2
Vehicle Sales – Less than 15 (Facility for the display, service, and retail sale of new or used automobiles, boats, trucks, motorcycles, motor scooters, recreational vehicles, or trailers)	I-1	
Vehicle Sales – Large Scale (Uses Listed Above in Vehicle Sales: Less than 15 vehicles)	C-3, I-1	
Wholesale Shopping Establishment (Uses Listed Above in Retail Shopping Establishment)	C-3	
Wireless Communication Systems	I-2, I-3	R-1, R-2, R-3, C-1, C-2, C-3, BP, I-1
Wrecker Service	I-1, I-2	
Office Uses		
Call Center	C-3, BP	
Laboratory – Research & Testing	BP, I-1, I-2	
Office	C-1, C-2, C-3, BP, I-1, I-2, I-3	
Office / Warehouse – (Front Office Flex Space)	C-3, BP, I-1, I-2, I-3	
Public/Quasi-Public Facility Uses		
Animal Shelter		C-2, C-3
Clubhouse, Private including Lodges	C-2, C-3	
Community Facilities or Public Meeting Hall	R-1, R-2, R-3, C-1, C-2, C-3	
Convention Facilities	C-3	
Correction Institution		I-3
Fairground and/or Stadium		C-3, I-1
Library	R-1, R-2, R-3, C-1, C-2, C-3, CS, C-1, C-2, C-3, BP	
Post Office		I-3
Sanitary Landfill, Solid Waste Facility		I-3
State Vehicle Inspection Station	C-2, C-3, I-1, I-2	
Utility Equipment Infrastructure	All Districts	
Education, Religious, and Assembly Uses		
Places of Worship	R-3, C-2, C-3	

Zoning Use Matrix	ZONING DISTRICTS	
	Permitted Use **	Conditionally Permitted Use **
Recreational and Amusement Uses		
Amusement and/or Theme Park, Circus (permanent)		C-3
Archery Range – Indoor	C-3, I-1	
Archery Range – Outdoor		I-1, I-2, I-3
Athletic or Fitness Club, Commercial Recreation Facilities	R-3, C-2, C-3, BP, I-1	
Athletic or Fitness Club, Commercial Recreation Facilities (Less than 5,000 gross sq. ft. and Indoor Activities Only)	R-1, R-2, R-3, C-1, C-2, C-3, BP, I-1, I-2	
Athletic Fields – Non-commercial	R-1, R-2, R-3, C-1, C-2, C-3	
Bingo Parlor	C-2, C-3	
Bowling Alley, Dance Hall, Pool Hall	C-2, C-3	
Galleries, Auditoriums, Museums	C-2, C-3	
Golf Course, Driving Range, & Miniature Golf Facilities	C-2, C-3	
Racetrack		I-1, I-2
Rifle & Pistol Range – Indoor Only	I-1, I-2	
Sexually Oriented Businesses	I-2, I-3	
Skateboard Truck – Outdoor Commercial	I-1	C-2, C-3
Skating Rink – Ice or Roller Skating	C-2, I-1	
Theater – Indoor including Dinner Theatres	C-2, C-3	
Theater – Outdoor including Drive-In & Amphitheaters	I-1	C-3
Video Games – Commercial	C-1, C-2, C-3	
Zoos, Exotic Animal Keeping		C-3, I-1

Proposed Land Use Matrix		
Use Group	Land Use District	
	Permitted Use	Conditional Use
Agricultural, Ranching & Open Space Uses		
Animal Hospitals, Clinic, and Boarding Facilities	Commercial ("C")	Low Density Residential ("LDR")
Equestrian Center, Stables, and Riding Academies	C	LDR
Parks, Recreation, and Open Lands	All Districts	
Residential Uses		
Assisted Living Facility	Medium Density Residential ("MDR") High Density Residential ("HDR"), I	
Bed And Breakfast Establishments		LDR, MDR, HDR
Caretaker, Guest or Granny Flat Dwelling	LDR, MDR	
Congregate Care Facility	MDR, HDR, I	
Group Home	LDR, MDR, HDR	
High Density Dwellings	HDR, Mixed Use ("MU")	
Hotels, Timeshares	C	
Low Density Dwellings	LDR	
Medium Density Dwellings	MLD	
Model Home Complex	LDR, MDR, HDR, C	
Residential Setting Care Facility	LDR, MDR, HDR	
Retail and Service Uses		
Alcohol - Bar and/or Tavern, Microbrewery	C, MU	

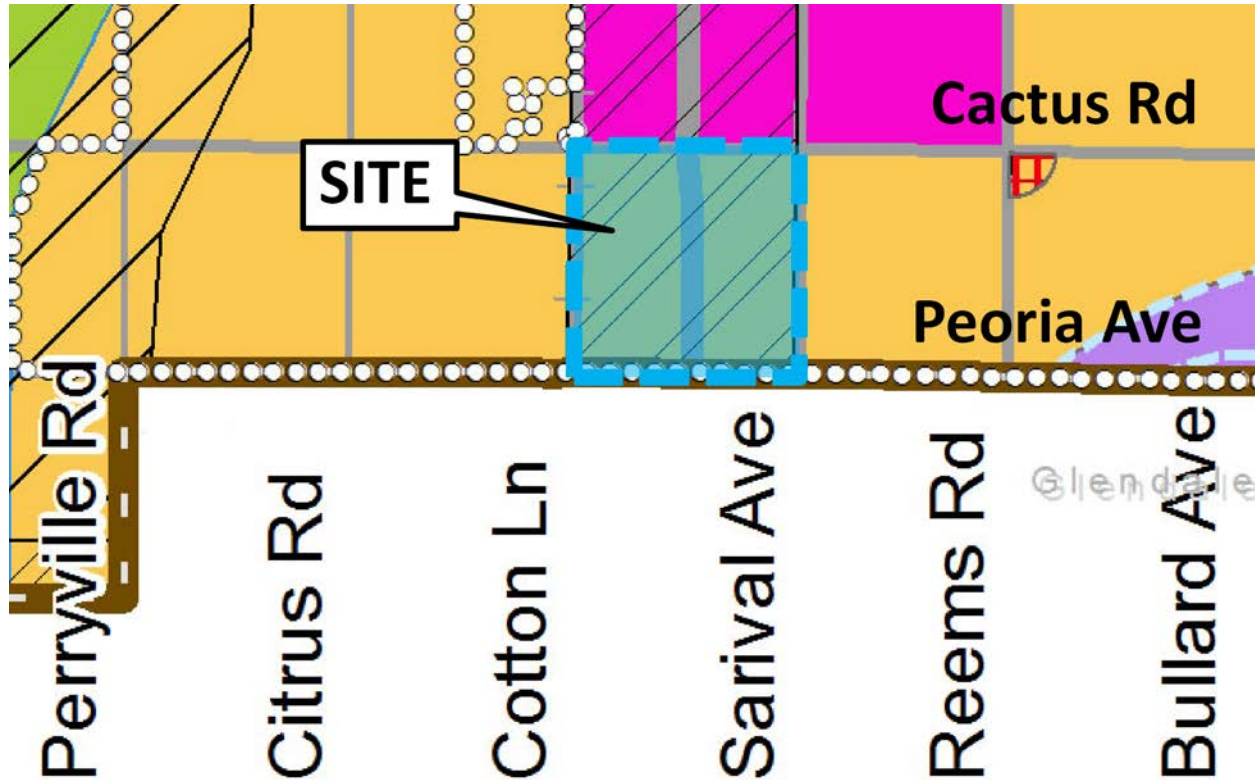
Use Group	Land Use District	
	Permitted Use	Conditional Use
Retail and Service Uses		
Alcohol - Beverage Retail Sales	C, MU	
Ambulance Service	C, MU	
Ammunition and Firearms Sales	C, MU	
Cemetery - Pets (<i>limited to small animals</i>)		C
Cemetery or Mausoleum		LDR, MDR, HDR, C
Day Care Center - Child and/or Adult Care		LDR, MDR, HDR, C
Drive-Through Facilities		C
Funeral Home, Mortuary	C	
Massage - Therapeutic	C, MU	
Medical Clinic or Laboratory	C, Institutional ("I")	
Medical Hospital or Outpatient Facility	I	
Medical Office	C, MU, I	
Mobile Vending	C, I, MU	
Nursery (<i>Growing, display, or sale of plant stock, seeds, or other horticultural items</i>)	C	
Pawn Shop	C, MU	
Personal Services Establishment (<i>A facility for the sale of personal services. Typical personal service uses include arts and craft studios, banks, barber/beauty shops, locksmith, shoe repair, tailors, photo studios, laundry, cleaning pickup and receiving station, safe deposit boxes, travel agencies, printing or copy shops, savings and loan, appliance repair</i>)	C, MU	
Restaurant - Sit-down (Principally for the sale and consumption of food on the premises)	C, MU	

Use Group	Land Use District	
	Permitted Use	Conditional Use
Retail and Service Uses		
Restaurant, Convenience (<i>Sale and consumption of food which has direct window service allowing customers to pick up food for off-premise consumption</i>)		C
Retail Shopping Establishment (<i>Typical general merchandise includes clothing and other apparel, equipment for hobbies and sports, gifts, flowers and household plants, dry goods, food, floor covering, home decor, toys, furniture, antiques, hardware, appliances, books and stationery, pets, drugs, auto parts and accessories, and similar consumer goods. Food store uses include grocery, delicatessen, catering, and convenience and specialty foods stores. The retail shopping establishment use does not include other uses in this article that are specifically listed</i>)	C	
Vehicle Fueling Stations	C	
Vehicle Service - Minor Repair		C
Vehicle Washing Facilities		C
Wholesale Shopping Establishment (<i>Uses Listed Above in Retail Shopping Establishment</i>)		C
Wireless Facilities	All Districts	
Office Uses		
Office	C, I	
Public / Quasi-Public Facility Uses		
Animal Shelter		C
Clubhouse, Private including Lodges	C	

Use Group	Land Use District	
	Permitted Use	Conditional Use
Community Facilities or Public Meeting Hall	LDR, MDR, HDR, C, I	
Library	LDR, MDR, HDR, C, I	
Post Office	C	
Utility Equipment Infrastructure	All Districts	
Education, Religious, and Assembly Uses		
Places of Worship	All Districts	
School – University, College, Specialty, or Trade		C, I
School - Pre-K - 12	LDR, MDR, HDR	
Recreational and Amusement Uses		
Athletic or Fitness Club, Commercial Recreation Facilities	HDR, C, BP, I	
Athletic or Fitness Club, Commercial Recreation Facilities (<i>Less than 5,000 GFA and Indoor Activities Only</i>)	LDR, MDR, HDR, C, I	
Athletic Fields - Non-commercial	LDR, MDR, HDR, C	
Bowling Alley. Dance Hall, Pool Hall	C	
Galleries, Auditoriums, Museums	C	
Golf Course. Driving Range, & Miniature Golf Facilities	C	
Skating Rink - Ice or Roller Skating	C	
Theater - Indoor including Dinner Theatres	C	

Performance Standards and Requirements for all Permitted and Conditionally Permitted uses shall comply with the current adopted version of the Surprise Municipal Code.

General Plan Land Use



Character Areas

- Neighborhood**
 - Rural
 - Suburban
 - Urban
- Commerce & Office**
 - Mixed Use: Residential
 - Mixed Use: Commercial
 - Regional Commercial
 - Commercial Office
- Employment**
 - Business Park
 - Industrial
- Open Space**

Covering the largest geographic planning area, the Neighborhood Land Use Character Area represents the various residential neighborhoods within Surprise. While neighborhoods are predominantly residential areas they can also be supported by locally oriented commercial and public facility uses, and can range from established to emerging and urban to rural in nature. Because of its proximity to SR303, the property also lies within the Transit Oriented Development District. The Transit Oriented Development area (TOD) designation denotes roadways and adjacent development areas where existing or planned high capacity vehicular multi-modal and transit corridors provide regionally significant connections to and from Surprise.

Sycamore Farms Second PAD Rezone Amendment (PADA) Ownership			
Moore Ranches, Inc. P O Box 40228 Phoenix, AZ 85067		Moore Ranches, Inc. 11805 N Cotton Ln. Surprise, AZ 85388	
Number	Owner	APN	Description
1	Moore Ranches, Inc.	501-10-001	Romola 29, Lot 3044
2	Moore Ranches, Inc.	501-10-018B	Romola 29, Lot 3075
3	Moore Ranches, Inc.	501-10-002	Romola 29, Lot 3045
4	Moore Ranches, Inc.	501-10-017	Romola 29, Lot 3074
5	Moore Ranches, Inc.	501-10-003	Romola 29, Lot 3046
6	Moore Ranches, Inc.	501-10-016	Romola 29, Lot 3073
7	Moore Ranches, Inc.	501-10-004	Romola 29, Lot 3047
8	Moore Ranches, Inc.	501-10-015B	Romola 29, Lot 3072
9	Moore Ranches, Inc.	501-10-015C	Romola 29, Lot 3072
10	Moore Ranches, Inc.	501-10-015D	Romola 29, Lot 3072
11	Moore Ranches, Inc.	501-10-006	Romola 29, Lot 3048
12	Moore Ranches, Inc.	501-10-013	Romola 29, Lot 3071
13	Moore Ranches, Inc.	501-10-005	Romola 29, Lot 3048
14	Moore Ranches, Inc.	501-10-014	Romola 29, Lot 3071
15	Moore Ranches, Inc.	501-10-007	Romola 29, Lot 3049
16	Moore Ranches, Inc.	501-10-012	Romola 29, Lot 3070
17	Moore Ranches, Inc.	501-10-008	Romola 29, Lot 3050
18	Moore Ranches, Inc.	501-10-011	Romola 29, Lot 3069
19	Moore Ranches, Inc.	501-10-009	Romola 29, Lot 3051
20	Moore Ranches, Inc.	501-10-010	Romola 29, Lot 3068
27	Moore Ranches, Inc.	501-10-018C	Romola 29, Lot 3075
28	Moore Ranches, Inc.	501-10-019	Romola 29, Lot 3076
29	Moore Ranches, Inc.	501-10-034A	Romola 29, Lot 3105
30	Moore Ranches, Inc.	501-10-020	Romola 29, Lot 3077
31	Moore Ranches, Inc.	501-10-033A	Romola 29, Lot 3104
32	Moore Ranches, Inc.	501-10-021	Romola 29, Lot 3078
33	Moore Ranches, Inc.	501-10-032A	Romola 29, Lot 3103
34	Moore Ranches, Inc.	501-10-023	Romola 29, Lot 3079
35	Moore Ranches, Inc.	501-10-030A	Romola 29, Lot 3102
36	Moore Ranches, Inc.	501-10-022	Romola 29, Lot 3079
37	Moore Ranches, Inc.	501-10-031A	Romola 29, Lot 3102
38	Moore Ranches, Inc.	501-10-024	Romola 29, Lot 3080
39	Moore Ranches, Inc.	501-10-029A	Romola 29, Lot 3101
40	Moore Ranches, Inc.	501-10-025	Romola 29, Lot 3081
41	Moore Ranches, Inc.	501-10-028A	Romola 29, Lot 3100
42	Moore Ranches, Inc.	501-10-026	Romola 29, Lot 3082
43	Moore Ranches, Inc.	501-10-027B	Romola 29, Lot 3099

Sycamore Farms Second PAD Rezone Amendment (PADA)			
Ownership			
Taylor Trust Farms, LLC			
PO Box 40228			
Phoenix, AZ 85067			
Number	Owner	APN	Description
21	Taylor Trust Farms, LLC	501-08-001	Romola 29, Lot 3052
22	Taylor Trust Farms, LLC	501-08-016	Romola 29, Lot 3067
23	Taylor Trust Farms, LLC	501-08-002	Romola 29, Lot 3053
24	Taylor Trust Farms, LLC	501-08-015	Romola 29, Lot 3066
25	Taylor Trust Farms, LLC	501-08-003B	Romola 29, Lot A
26	Taylor Trust Farms, LLC	501-08-014B	Romola 29, Lot A
44	Taylor Trust Farms, LLC	501-08-017	Romola 29, Lot 3083
45	Taylor Trust Farms, LLC	501-08-032A	Romola 29, Lot 3098
46	Taylor Trust Farms, LLC	501-08-018	Romola 29, Lot 3084
47	Taylor Trust Farms, LLC	501-08-031A	Romola 29, Lot 3097
48	Taylor Trust Farms, LLC	501-08-019	Romola 29, Lot 3085
49	Taylor Trust Farms, LLC	501-08-030A	Romola 29, Lot 3096
50	Taylor Trust Farms, LLC	501-08-020	Romola 29, Lot 3086
51	Taylor Trust Farms, LLC	501-08-029A	Romola 29, Lot 3095

Legal Description

EXHIBIT "A"

DESCRIPTION

NORTHWEST SYCAMORE FARMS

A portion of the west half of Section 24, Township 3 North, Range 2 West of the Gila and Salt River Base and Meridian, City of Surprise, Maricopa County, Arizona described as follows:

BEGINNING at the Northwest Corner of said Section 24;

Thence along the north line of the northwest quarter of Section 24, South 89°55'34" East 1786.10 feet;

Thence departing said line South 00°04'26" West 33.00 feet to a point on the southwest right of way line of the Arizona Department of Transportation's Loop 303 Parkway as defined by the Right of Way Plans of the Bob Stump Memorial Parkway Olive Ave. – Bell Road 303L MA 011 H7140 01R per Resolution 2011-05-A-037 dated 06-03-11;

Thence along the southwest and west Right of Way line of said Parkway the following 7 courses;

Thence South 75°18'50" East 284.25 feet;

Thence North 89°58'03" East 226.64 feet;

Thence South 01°01'17" West 134.05 feet;

Thence South 04°47'30" East 1495.15 feet;

Thence South 00°11'08" East 1006.02 feet;

Thence South 01°13'59" West 1000.56 feet;

Thence South 06°08'41" West 171.75 feet to the intersection of said Right of Way line and the southerly line of Block 3095 as shown on the Subdivision Plat of Unit Number 29 ROMOLA OF ARIZONA GRAPEFRUIT UNIT as recorded in Book 19 Page 19 Maricopa County Recorder;

Thence departing said Right of Way line along said southerly line and the southerly line of Block 3086 of said Plat, North 89°57'22" West 1036.79 feet to the southwest corner of said Block 3086;

DESCRIPTION continued on page 2 of 2

DESCRIPTION (continued from page 1 of 2)

Thence along the westerly line of said Block 3086 and the westerly line of Lot E of Block 3085 of said Plat, North 00°11'55" East 402.64 feet to the northwest corner of said Lot E, being also the easterly extension of the southerly line of Lot D of Block 3065 of said Plat;

Thence along said extension, and said southerly line and also the southerly line of Lot D of Block 3054 of said Plat and its westerly prolongation North 89°57'25" West 1351.59 feet to the intersection of said line with the west line of the southwest quarter of said Section 24;

Thence along said line North 00°13'38" East 863.76 feet to the West Quarter corner of said Section 24;

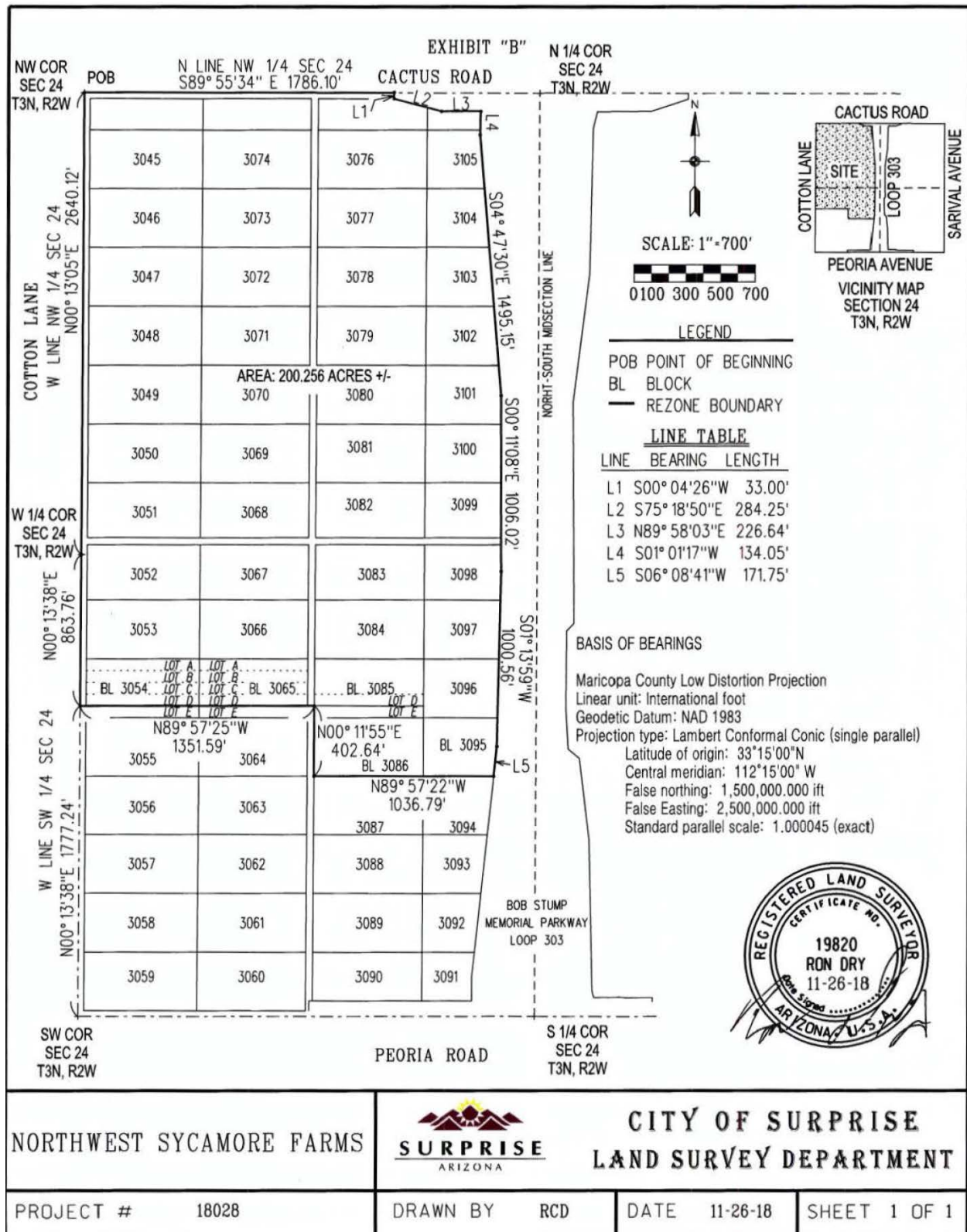
Thence along the west line of the Northwest Quarter of said Section 24 North 00°13'05" East 2640.12 feet to the POINT OF BEGINNING.

Containing 200.256 acres, more or less.

Attached is EXHIBIT "B" and by this reference is made a part hereof.

End of description





PUBLIC ENGAGEMENT FORM

PROJECT TITLE: Sycamore Farms Planned Area Development (PAD) Rezone Amendment, FS18-554.

OVERALL PUBLIC INVOLVEMENT LEVEL:

Citizen Review. Allows residents to input their opinions on the proposed rezone. The Public Hearing will allow another chance for the public to express their views on the proposal.

IDENTIFY STAKEHOLDERS:

The public at-large and adjacent property owners.

OBJECTIVES:

The applicant seeks approval of an amendment to the zoning of the Sycamore Farms Planned Area Development (PAD) to allow changes in land use and certain development standards.

PUBLIC ENGAGEMENT STRATEGIES & TOOLS:

Public Engagement & Project timeline:

Public outreach time frame (when to when) - November 7, 2018 at Surprise City Hall

Future Council Work Session/Meetings target dates - January 15, 2019

Election dates (if applicable) - Not applicable

Project start/completion dates - Not applicable

Communication Tools and Technique options: (which do you plan to use?)

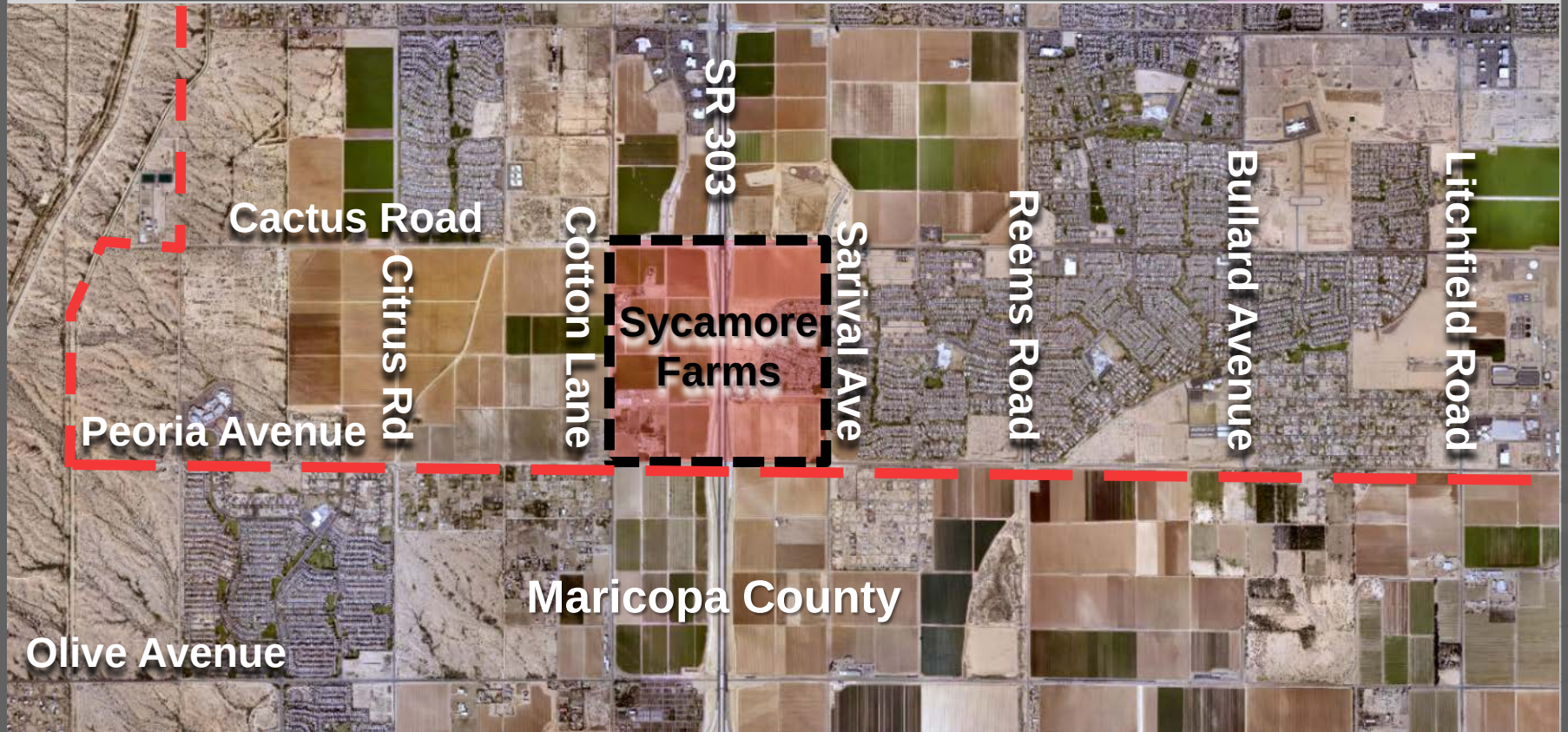
- ☐ Press releases
- ☒ Public meetings (video/photos, poster boards, fact sheet(s) *do you need Spanish version?)
- ☒ Presentations to boards and commissions, other interested community partners/stakeholders
- ☐ Third-party consultant/moderator (pending budget)
- ☐ Survey (online/paper/both?)
- ☐ Social media
- ☒ Surprise 11
- ☐ Notify Me email/ Council newsletters (opt-in audience)
- ☒ Paid advertising (pending budget)
- ☐ Surprise Progress (mailed quarterly and tied to print deadlines)
- ☐ Booth at city events
- ☒ Paid mailings (pending budget)
- ☐ Creation of a subcommittee/task force
- ☐ Youth/adult activities, registration, or orientation (HOA Academy)
- ☒ Website updates



SYCAMORE FARMS RESIDENTIAL REZONE

PAD Zoning Amendment – March 5, 2019
City Council

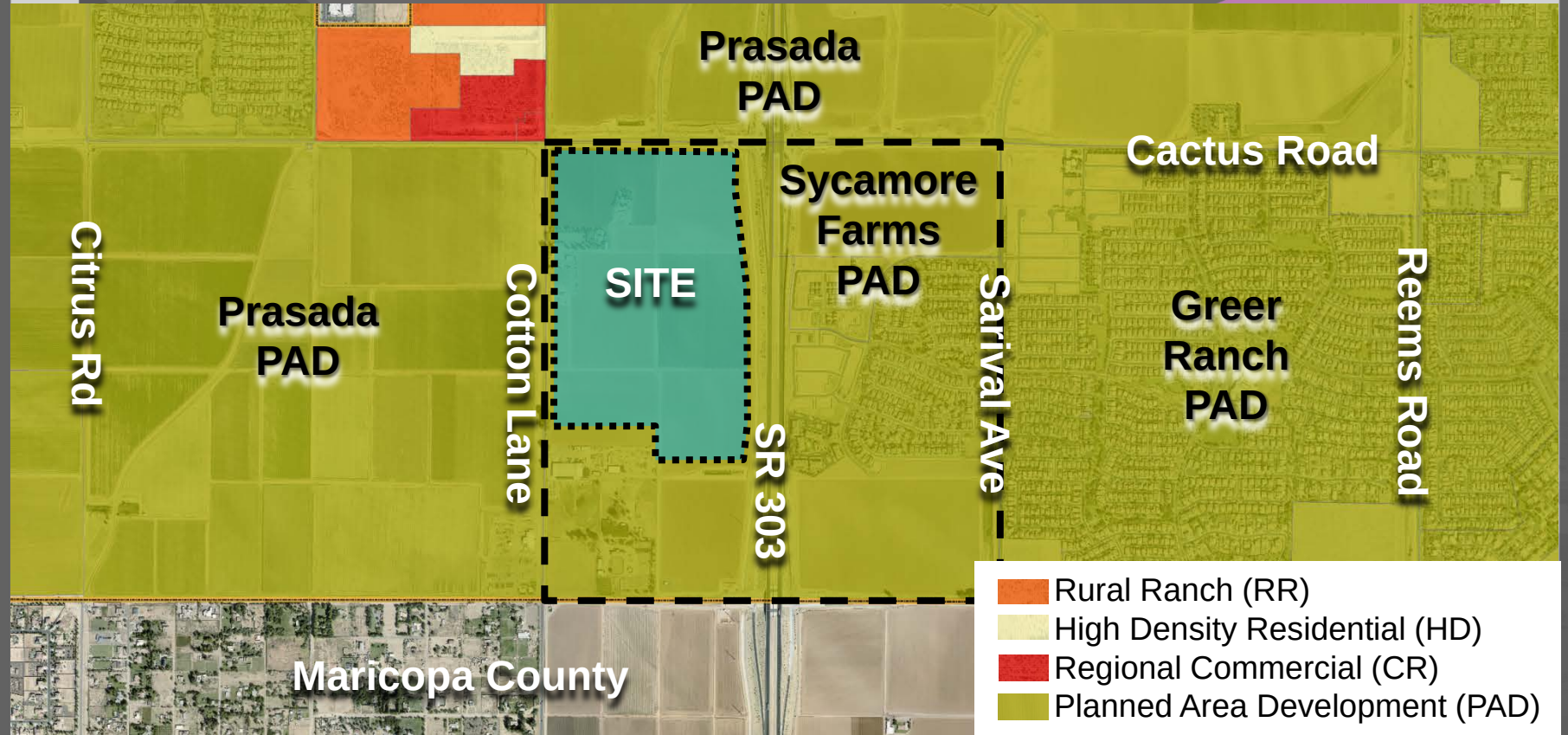
VICINITY MAP



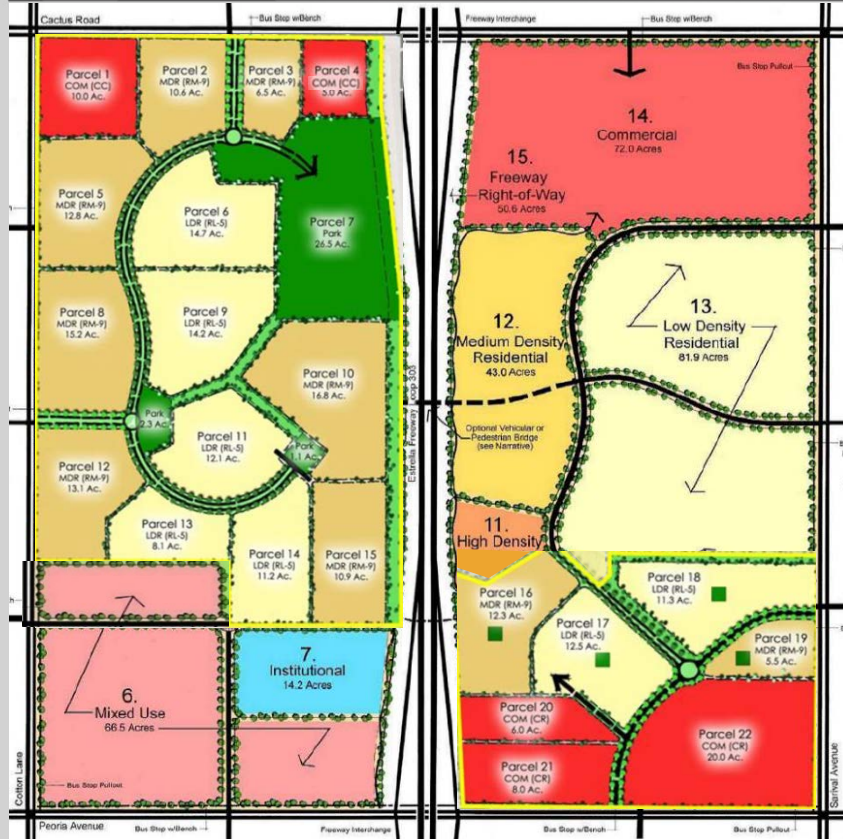
LOCATION MAP



ADJACENT ZONING

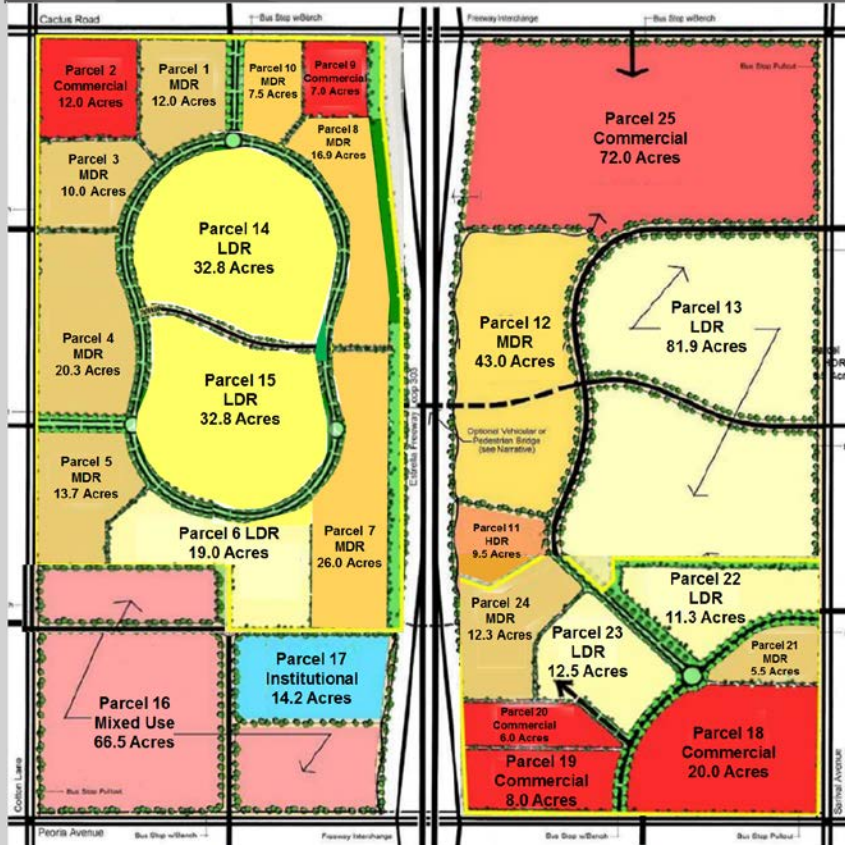


EXISTING PAD ZONING



- Mixed Use
- Low-Density Residential
- Medium Density Residential
- High Density Residential
- Park
- Institutional
- Commercial
- Business Park

PROPOSED PAD ZONING



- Mixed Use
- Low-Density Residential
- Medium Density Residential
- High Density Residential
- Institutional
- Commercial



COMPARISON

Land Use	Existing Acreage	Proposed Acreage	Difference
Low Density Residential (LDR)	166.0	190.3	24.3 Acre Gain
Medium Density Residential (MDR)	146.7	167.2	20.5 Acre Gain
High Density Residential (HDR)	9.5	9.5	No Change
Institutional (I)	14.2	14.2	No Change
Mixed Use (MU)	66.5	66.5	No Change
Commercial (C)	121.0	125.0	4.0 Acre Gain
Parks	29.9	0.0	29.9 Acre Loss



SURPRISE
ARIZONA

QUESTIONS OR COMMENTS?

Thank You

ORDINANCE #2019-04

AN ORDINANCE OF THE MAYOR AND COUNCIL OF THE CITY OF SURPRISE, ARIZONA, APPROVING A REZONE FROM SYCAMORE FARMS PAD-RL-5, PAD-RM-9, PAD-CC, AND PARK TO SYCAMORE FARMS PAD-RL-5, PAD-RM-9, AND PAD-CC FOR A 200.3 ACRE PORTION OF SYCAMORE FARMS PLANNED AREA DEVELOPMENT ("PAD"), GENERALLY LOCATED AT THE SOUTHEASTERN CORNER OF COTTON LANE AND CACTUS ROAD.

WHEREAS, this Ordinance was properly noticed for public hearing and the necessary hearings and opportunity for public input were completed;

WHEREAS, the subject site is located on the on the southeastern corner of Cotton Lane and Cactus Road;

WHEREAS, the subject site is zoned Sycamore Farms PAD-RL-5, PAD-RM-9, PAD-CC, and Park;

WHEREAS, the proposed use of the subject site requires modification of the applicable zoning regulations;

WHEREAS, the proposed Rezone to Sycamore Farms PAD-RL-5, PAD-RM-9, and PAD-CC, satisfies the requirements set forth in Chapter 122 of the Surprise Municipal Code;

WHEREAS, this Rezone is in harmony with the purposes and intent of the zoning ordinance and the Surprise General Plan; and

WHEREAS, on January 10, 2019, the Planning and Zoning Commission recommended approval of the Sycamore Farms PAD Rezone Amendment.

NOW, THEREFORE, BE IT ORDAINED by the Mayor and Council of the City of Surprise, Arizona, as follows:

Section 1. *Rezoning.* The parcel legally described on Exhibit A and depicted on Exhibit B, known as "Sycamore Farms PAD Rezone" is rezoned from "Sycamore Farms PAD-RL-5, PAD-RM9, PAD-CC, and Park" to "Sycamore Farms PAD-RL-5, PAD-RM-9, and PAD-CC."

Section 2. *Amendment of Zoning Map.* The City of Surprise zoning map is herewith amended to reflect the change in districts referred to in Section 1 above.

Section 3. *Codification.* This Ordinance is not of a general nature and shall not be codified.

Section 4. *Repeal of Conflicting Ordinances.* All ordinances or parts of ordinances in conflict with the provisions of this ordinance or any part of the code adopted herein by reference are hereby repealed, upon the effective date of this Ordinance.

Section 5. *Severability.* If any section, subsection, sentence, clause, phrase or portion of this ordinance is for any reason held to be 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. *Effective Date.* This ordinance shall become effective at the time and in the manner prescribed by law.

PASSED AND ADOPTED this ____ day of _____, 2019.

Skip Hall, Mayor

Attest:

Approved as to form:

Sherry Aguilar, City Clerk

Robert Wingo, City Attorney

EXHIBIT A – LEGAL DESCRIPTION FOR PROPERTY

EXHIBIT “A”

DESCRIPTION

NORTHWEST SYCAMORE FARMS

A portion of the west half of Section 24, Township 3 North, Range 2 West of the Gila and Salt River Base and Meridian, City of Surprise, Maricopa County, Arizona described as follows:

BEGINNING at the Northwest Corner of said Section 24;

Thence along the north line of the northwest quarter of Section 24, South 89°55'34" East 1786.10 feet;

Thence departing said line South 00°04'26" West 33.00 feet to a point on the southwest right of way line of the Arizona Department of Transportation's Loop 303 Parkway as defined by the Right of Way Plans of the Bob Stump Memorial Parkway Olive Ave. – Bell Road 303L MA 011 H7140 01R per Resolution 2011-05-A-037 dated 06-03-11;

Thence along the southwest and west Right of Way line of said Parkway the following 7 courses;

Thence South 75°18'50" East 284.25 feet;

Thence North 89°58'03" East 226.64 feet;

Thence South 01°01'17" West 134.05 feet;

Thence South 04°47'30" East 1495.15 feet;

Thence South 00°11'08" East 1006.02 feet;

Thence South 01°13'59" West 1000.56 feet;

Thence South 06°08'41" West 171.75 feet to the intersection of said Right of Way line and the southerly line of Block 3095 as shown on the Subdivision Plat of Unit Number 29 ROMOLA OF ARIZONA GRAPEFRUIT UNIT as recorded in Book 19 Page 19 Maricopa County Recorder;

Thence departing said Right of Way line along said southerly line and the southerly line of Block 3086 of said Plat, North 89°57'22" West 1036.79 feet to the southwest corner of said Block 3086;

DESCRIPTION continued on page 2 of 2

Page 1 of 2

DESCRIPTION (continued from page 1 of 2)

Thence along the westerly line of said Block 3086 and the westerly line of Lot E of Block 3085 of said Plat, North 00°11'55" East 402.64 feet to the northwest corner of said Lot E, being also the easterly extension of the southerly line of Lot D of Block 3065 of said Plat;

Thence along said extension, and said southerly line and also the southerly line of Lot D of Block 3054 of said Plat and its westerly prolongation North 89°57'25" West 1351.59 feet to the intersection of said line with the west line of the southwest quarter of said Section 24;

Thence along said line North 00°13'38" East 863.76 feet to the West Quarter corner of said Section 24;

Thence along the west line of the Northwest Quarter of said Section 24 North 00°13'05" East 2640.12 feet to the POINT OF BEGINNING.

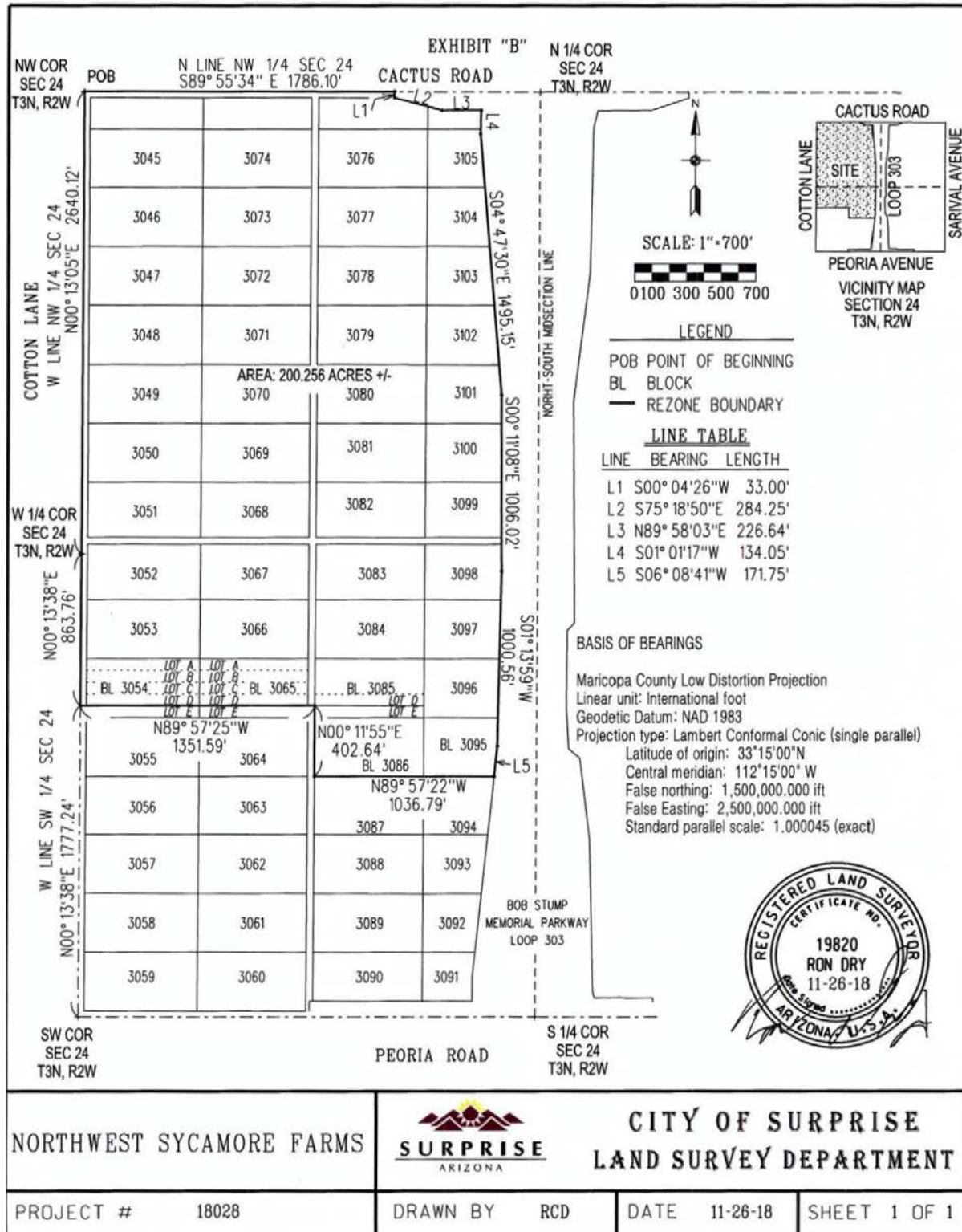
Containing 200.256 acres, more or less.

Attached is EXHIBIT "B" and by this reference is made a part hereof.

End of description



EXHIBIT B - DEPICTION OF THE PROPERTY TO BE RE-ZONED



Ordinance #2019-04
 RFLS 6604
 Rev 12/18



CITY OF SURPRISE Regular City Council Meeting

Council Meeting Date: March 5, 2019

Contact Person: Jeanine Jerkovic, DIRECTOR -
ECON DEV

Submitting Department: Economic Development District: Citywide

Staff Recommendations: None

Consent: No	Regular: Yes	Public Hearing: No	Report/Discussion: No
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Agenda Wording:

Consideration and action pertaining to a Fiscal Year 2019 budget amendment reallocating appropriations in the amount of \$40,000 in support of continuing the digital Shop Surprise program for a second year in partnership with the Surprise Regional Chamber of Commerce; Resolution #2019-07.

Motion:

I move to approve Resolution #2019-07.

Background:

At the September 5, 2017 Council meeting, the City Council approved a newly-piloted, citywide Surprise Regional Chamber of Commerce “Shop Local” program, modeled after the award-winning Bell & Grand digital marketing campaign in the amount of \$55,000. The first year start-up costs were estimated at \$53,704, and it was launched in November 2017 in time for National Small Business Month for the holiday shopping season. At that time, Council was informed that years two (2019) and three (2020), respectively, were estimated at a cost of approximately \$40,000 each year.

The three year ramp-up plan presented last year was as follows:

- 2017-2018 = Launch, Report Findings to Council 2018
- 2018-2019 = Market adaptation
- 2019-2020 = Monetize advertising services
- 2020 and forward = Tourism, BRE, licensed technology, corporate sponsors

Last year, the inaugural year of the newly improved citywide campaign, the goal was to capture holiday season shoppers for a successful launch. The first year cost for city participation requested was in the amount of \$53,704, and \$55,000 was allocated. Subsequent years were anticipated to require adjustment for market adaptations and the monetization of additional advertising services so that corporate sponsorships could be put into place that help sustain and improve the operation in perpetuity.

In the first year, the citywide digital Shop Surprise program has been awarded and recognized nationally as a best-practice in business retention and has distributed more than 25,000 messages in its first year. Its continued support is needed to ensure the program’s success and growth in the community.

Objective Analysis:

This item is separate from the approved annual membership agreement with the Surprise Regional

Chamber of Commerce, although it is related. The City-Chamber membership agreement, which includes a Chairman Gold sponsorship, outlines that the Chamber will work together with the City on a “Buy Local Campaign” in “the interest of promoting and stimulating a strong and vibrant local economy.” The campaign tactics in the contract were not specified but were assumed to be more traditional in scope, inclusive of non-digital tactics such as manually handing out stickers, printing coupons, and offering print advertising. The proposed enhanced strategy, originally created for the Bell & Grand intersection campaign, requires more technical capital investments as it ramps up than the traditional campaign, such as website design, social media management and digital campaign coordination, in order to achieve market adaptation and cost-self-sufficiency in subsequent years.

Continuing the investment will help the program improve and achieve greater market adaption. Not continuing the investment may require the Economic Development Department and Chamber to look for alternative outreach solutions which may also incur costs, create delay and market confusion. Either decision may also create additional Council consideration regarding the scope of the next membership and sponsorship contract pertaining to a Buy Local Campaign.

Policy Compliant:

Action on this item is consistent with City and Council Policy.

Financial Impact:

This item has a proposed cost of \$40,000 in fiscal year 2019 and may return for an additional request in fiscal year 2020.

Budget Impact:

There is no anticipated budget impact related to this item. This appropriation proposes a reallocation of \$40,000 from the Economic Development Contingency Fund to the Economic Development General Operations Fund.

FTE Impact:

This item does not have an impact on current staff levels.

ATTACHMENTS:

1. Staff Report - Chamber Shop Local - 1-15-2019
 2. Res 2019-07 BA for Shop Local Program
-



STAFF REPORT

ECONOMIC DEVELOPMENT DEPARTMENT

Date: December 26, 2018

To: Mayor and City Council

From: Jeanine Jerkovic, Economic Development Director

Re: Surprise Regional Chamber of Commerce Citywide Digital Shop Local pilot program, year two

Introduction

For consideration and action, the Surprise Regional Chamber of Commerce is requesting a second year of support for the digital Shop Surprise program in the amount of \$40,000.

From 2016-2017, during regular Council meeting updates on the Bell and Grand intersection project, City Council provided feedback to staff that they desired to see a comparable Shop Local initiative delivered citywide. **The Surprise Regional Chamber of Commerce and its partners developed the citywide digital Shop Surprise program as a direct result of Council's direction.** This program has maintained the high-impact digital/high-touch boots-on-the-ground approach, including an enhanced website, improved coupon and tracking capabilities, more tools to enhance business engagement, and an improved social media approach, inclusive of videos and other social media posts.

The only one-year-old citywide program has already been awarded and recognized nationally as a best-practice in business retention and has distributed more than 25,000 messages in its first year. Its continued support is needed to ensure its success and growth in the community.

Background

At the September 5, 2017 Council meeting, the City Council approved a newly-piloted, citywide Surprise Regional Chamber of Commerce "Shop Local" program, modeled after the award-winning Bell & Grand digital marketing campaign in the amount of \$55,000. The first year start-up costs were estimated at \$53,704, and it was launched in November 2017 in time for National Small Business Month for the holiday shopping season. At that time, Council was informed that years two (2019) and three (2020), respectively, were estimated at a cost of approximately \$40,000 each year.

The inspiration for Council's direction was the success of the Bell & Grand business outreach campaign. From October 2015-February 2017, the Surprise Economic Development Department partnered with the Surprise Regional Chamber of Commerce, who created and implemented this original digital campaign to assist and retain 277 local businesses who were potentially challenged by a 14-month, \$40 million Arizona Department of Transportation (ADOT) bridge construction project.

Last year, which was the inaugural year of the newly improved citywide campaign, it hit the ground running with a capture of holiday season shoppers. The first year cost for city participation requested was in the amount of \$53,704, and \$55,000 was allocated. Subsequent years were anticipated to require adjustment for

market adaptations and the monetization of additional advertising services so that corporate sponsorships could be put into place that help sustain and improve the operation in perpetuity.

Staff Comments

This would be the second year of the Surprise Regional Chamber of Commerce Citywide Digital Shop Local pilot program. The Economic Development Department recognizes that for the temporary Bell & Grand Campaign, the project scope was vastly different. Looking back for purposes of comparison, Economic Development budgeted \$50,000 for the one-time Bell & Grand campaign, \$32,000 of which was for the Chamber's digital campaign. The Bell & Grand campaign targeted 277 businesses, about half of which opted to participate in the digital campaign, and the newly proposed citywide campaign would aim to interact with upwards of twice-to-three-times as many businesses throughout the community.

Recommendation

None

Attachments

- Resolution / Budget Amendment

RESOLUTION # 2019-07

A RESOLUTION OF THE MAYOR AND COUNCIL OF THE CITY OF SURPRISE, ARIZONA, AMENDING THE FISCAL YEAR 2019 BUDGET BY REALLOCATING APPROPRIATIONS OF \$40,000 WITHIN THE GENERAL FUND FROM ECONOMIC DEVELOPMENT CONTINGENCY TO SERVICES FOR COSTS RELATED TO CONTINUED PROGRAMMING IN FACILITATION OF STRATEGIC BUSINESS RETENTION AND MARKETING ACTIVITIES ASSOCIATED WITH THE SURPRISE REGIONAL CHAMBER OF COMMERCE CITYWIDE SHOP LOCAL INITIATIVE.

WHEREAS, the FY2019 adopted budget includes economic development contingency to be utilized for pursuing economic development opportunities;

WHEREAS, the city's Economic Development Department has developed new and reconstituted programs that align with the City Council's Strategic Plan on economic development that, when fully implemented, will continue to increase economic and social sustainability for the community;

WHEREAS, the Surprise City Council recommended that staff pursue a citywide digital Shop Local campaign in partnership with the Surprise Regional Chamber of Commerce in FY 2017 and authorized economic development contingency dollars in the amount of \$55,000 to support the first phase of the three-phase program in FY 2018;

WHEREAS, the FY2019 budget was adopted by Council Resolution #2018-78 on June 5, 2018;

WHEREAS, this action will necessitate a budget amendment; and

WHEREAS, the City of Surprise Administrative Policies requires the approval of the Mayor and Council for budget amendments of this nature.

NOW, THEREFORE, BE IT RESOLVED by the Mayor and Council of the City of Surprise, Arizona, as follows.

Section 1. That the statements and schedules attached as *Exhibit A* and incorporated by reference are adopted, amending the budget of the City of Surprise, Arizona for the fiscal year July 1, 2018 through June 30, 2019.

SIGNATURES ON THE FOLLOWING PAGE

APPROVED AND ADOPTED this ____ day of _____, 2019.

Skip Hall, Mayor

Attest:

Approved as to form:

Sherry Aguilar, City Clerk

Robert Wingo, City Attorney

RESOLUTION # 2019-07

Exhibit A

1. Appropriation - The allocations below represent a reallocation of appropriations in the amount of \$40,000 within the General Fund from Economic Development Contingency to Services within the Chamber of Commerce and WV Art Fund. To establish a budget for costs related to continued programming in facilitation of strategic business retention and marketing activities associated with the surprise regional chamber of commerce citywide shop local initiative. These allocations do not represent an actual transfer of funds, but only a transfer of spending authority.

Fund	Department	Project/Category	Rev/ Exp	Current Budget	Increase/ (Decrease)	Amended Budget
General Fund	General Operations	Contingency	E	338,000	(40,000)	298,000
General Fund	Economic Development	Services	E	426,300	40,000	466,300
Expense Total				764,300	-	764,300



CITY OF SURPRISE Regular City Council Meeting

Council Meeting Date: March 5, 2019
Submitting Department: Community and
Recreation Svcs
Staff Recommendations: None

Contact Person: Donna Miller, DIRECTOR - CRS
District: Citywide

Consent: No	Regular: Yes	Public Hearing: No	Report/Discussion: No
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Agenda Wording:

Consideration and action pertaining to approval of an amendment to the Fiscal Year 2019 Budget and Capital and Operating List of Items of 50k by reallocating appropriation of \$250,200 from General Capital contingency and \$124,800 from CRS replacement Project #A54010 to Project #P54140, Tennis Court Lights, for a total of \$375,000; and amending items #19407 for Tennis Court Lighting and #19035-CRS Asset Replacement; Resolution #2019-23.

Motion:

I move to approve Resolution #2019-23.

Background:

Council approved \$240,000 for the purpose of replacing the Surprise Aquatic Center slide which was included on the Fiscal Year 2019 CRS Asset Replacement items and was also included in the awarding authority list of Capital and Operating List of Items over \$50,000. After meeting with vendors, the Department was informed that the fabrication of new slides won't be complete until May and installation in June. With summer programming and summer open swim hours starting in May and June, it would not be feasible at that time to install the slides once they are fabricated. As a result, the project will need to be completed in Fiscal Year 2020 with Asset Replacement funding. The CRS Department wishes to utilize the \$240,000 that was allocated for the slide for additional asset replacement and capital projects pertaining to CRS security renovations and a wash bay. The Department will have savings from the slide and wishes to prioritize lighting the remaining eight tennis courts at the Surprise Tennis & Racquet Complex.

Objective Analysis:

The CRS Department will utilize the funding that was allocated for the slide to install a wash bay at the CRS Maintenance yard as required by the Arizona Department of Environmental Quality and add security enhancements to the CRS Front Desk Renovation. In addition, the remaining asset budget will fund a portion of the project to install lights for the final eight courts at the Surprise Tennis & Racquet Complex that are currently unlit. Adding lights to these courts will maximize opportunities for programming, leagues and tournaments.

Policy Compliant:

This item is compliant with City and Council Policies and Procedures.

Financial Impact:

The funding for the slide will be reallocated to fund the wash bay and CRS Front Desk security enhancements. The remaining available funds from the Asset Replacement fund is \$124,800 which will be reallocated to the Project #P54140, a new project for tennis court lights. In addition, \$250,200 will be reallocated from contingency within the General Capital Projects Fund to Project #P54140 to fully fund the Tennis Court Lighting Project for \$375,000.

Budget Impact:

The installation of lights at the eight remaining tennis courts will cost approximately \$10,000 annually in electricity. Additional revenue will be realized from the rental of the eight courts during evening hours since they aren't currently rented in the evening. The courts will also be utilized for tennis tournaments which will bring in additional revenue.

FTE Impact:

There is no FTE impact associated with this item.

ATTACHMENTS:

1. Res #2019-23- Tennis Lighting funding update (1)
-

RESOLUTION # 2019-23

A RESOLUTION OF THE MAYOR AND COUNCIL OF THE CITY OF SURPRISE, ARIZONA, AMENDING THE FISCAL YEAR 2019 BUDGET AND CAPITAL AND OPERATING LIST OF ITEMS OVER \$50,000 BY REALLOCATING APPROPRIATIONS OF \$250,200 FROM CONTINGENCY WITHIN THE GENERAL CAPITAL PROJECTS FUND AND \$124,800 FROM PROJECT #A54010 TO PROJECT #P54140; AND \$240,000 FROM ITEM #19036 FOR THE SURPRISE AQUATIC CENTER SLIDE REPLACEMENT TO ITEM #19035 FOR CRS ASSET REPLACEMENT AND ITEM #19407 FOR TENNIS COURT LIGHTING.

WHEREAS, the FY2019 budget was adopted included funding for CRS Asset Replacement;

WHEREAS, the FY2019 Capital and Operating List of Items Over \$50,000 included the replacement of the Surprise Aquatic Center slide and CRS Asset Replacement;

WHEREAS, due to the lead time to manufacture the slide and the year-round utilization of the facility, the slide replacement will now need to be completed in FY20 with Asset Replacement funding;

WHEREAS, the CRS Department wishes to reallocate funding to other projects for FY 19;

WHEREAS, with the approved FY19 Asset Replacement funding, the CRS Department will add security enhancements to the CRS Front Desk renovation and a wash bay to the CRS Maintenance yard as required by the Arizona Department of Environmental Quality;

WHEREAS, CRS also wishes to prioritize a project to light the remaining eight tennis courts which would maximize opportunities for programming, leagues and tournaments;

WHEREAS, the remaining savings from Asset Replacement of \$124,800 will be reallocated to fund a portion of the Tennis Court Lighting Project;

WHEREAS, an additional \$250,200 will be reallocated from Contingency within the General Capital Projects Fund to Project #P54140 to fully fund the Tennis Court Lighting Project for \$375,000;

WHEREAS, the FY2019 budget, including the FY2019 Capital and Operating List of Items Over \$50,000, was adopted by Council Resolution #2018-78 on June 5, 2018; and

WHEREAS, the City of Surprise Procurement Code §2-338 (d) requires the authority of the Mayor and Council when the cost to the city is greater than \$50,000.

NOW, THEREFORE, BE IT RESOLVED by the Mayor and Council of the City of Surprise, Arizona, as follows.

Section 1. That the statements and schedules attached as *Exhibit A* and incorporated by reference are adopted, the Fiscal Year 2019 Capital and Operating List of Items Over \$50,000 of the City of Surprise, Arizona for the fiscal year July 1, 2018 through June 30, 2019.

APPROVED AND ADOPTED this ____ day of _____, 2019.

Skip Hall, Mayor

Attest:

Approved as to form:

Sherry Aguilar, City Clerk

Robert Wingo, City Attorney

RESOLUTION # 2019-23
Exhibit A

1. Appropriation – This amendment reallocates appropriation in the amount of \$124,800 from Project #A54010- Asset Replacement CRS to Project #T54290 and appropriation in the amount of \$250,200 from Contingency within the General Capital Projects Fund to Project #T54290. These allocations do not represent an actual transfer of funds, but only a transfer of spending authority. Additionally, these allocations do not increase or decrease the total budget.

Fund	Department	Project/Category	Rev/ Exp	Current Budget	Increase/ (Decrease)	Amended Budget
General Capital Projects Fund	Community and Recreation Svcs	#A54010 Asset Repl-CRS	E	1,137,000	(124,800)	1,012,200
General Capital Projects Fund	General Operations	Contingency	E	1,896,300	(250,200)	1,646,100
General Capital Projects Fund	Community and Recreation Svcs	#P54140 Tennis Court Lighting	E	-	375,000	375,000
Expense Total				3,033,300	-	3,033,300

2. List of Operating Items Over \$50,000 – Council approved \$240,000 for the purpose of replacing the slide at the Surprise Aquatic Center on the Fiscal Year 2019 Capital and Operating List of Items Over \$50,000. Due to manufacturing time and facility utilization, the CRS Department wishes to reallocate funding for the slide to CRS Asset Replacement and Tennis Court Lighting for FY19.

Reference #	Description	Current Amount	Increase/ (Decrease)	Amended Amount
19036	Surprise Aquatic Center Slide Renovation	\$240,000	(\$240,000)	\$0
19035	CRS Asset Replacement	\$897,000	\$115,200	\$1,012,200
19407	Tennis Court Lighting	\$0	\$375,000	\$375,000



CITY OF SURPRISE Regular City Council Meeting

Council Meeting Date: March 5, 2019
Submitting Department: Community and
Recreation Svcs
Staff Recommendations: None

Contact Person: Donna Miller, DIRECTOR - CRS
District: Citywide

Consent: No	Regular: Yes	Public Hearing: No	Report/Discussion: No
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Agenda Wording:

Presentation and discussion on the Community and Recreation Services Fee Policy and proposed updates to the Comprehensive Citywide Fee Schedule.

Motion:

None; discussion only.

Background:

The Community and Recreation Services Department collects various fees for recreation programs, services, and rentals. Existing fees have been established based on cost recovery rates utilized by the Department for several years. The Department has created a Fee Policy to formalize the CRS Pricing Model and identify other pricing considerations. Recreation fees for registration programs established pursuant to state law are exempt from municipal public notice requirements per Arizona Revised Statutes A.R.S. 9-499.15 (F). It is the intent of the CRS Department to only list fees that are subject to municipal public notice requirements on the Comprehensive Citywide Fee Schedule. The CRS Department will also be presenting additional fees for City Council review.

Objective Analysis:

The Comprehensive Citywide Fee Schedule lists very specific recreation programs which limits flexibility and quickly gets outdated as programs are consistently evolving. The CRS Department wishes to remove recreation program fees from the schedule pursuant to A.R.S. 9-499.15 (F) to allow for a greater opportunity to adjust programming that meets the needs of patrons while still ensuring cost recovery goals are met. The CRS Department will still continue to post a fee schedule on the City's website for recreation programs and will be reviewed annually. In addition, the fees associated with Stadium rentals and tournaments will be removed from the Comprehensive Citywide Fee Schedule. These fees will be charged in accordance with a Facility Use Agreement with the Sports & Tourism Department, therefore it is no longer necessary to include a listing of the fees on the Comprehensive Citywide Fee Schedule.

Policy Compliant:

This action is compliant with the City of Surprise Comprehensive Financial Management Policies.

Financial Impact:

The financial impact will include increased revenue to the City as staff will be able to revise fees and programs as needed rather than having to go through the public notice requirement process. It is the intent of the CRS Department to increase the youth sports leagues and adult softball fees once the Comprehensive Citywide Fee Schedule has been updated to no longer include registration- based programs. Youth Sport League fees and Adult Softball fees have not been increased since 2006, however there are annual increases to expenses for uniforms, officials and equipment. By increasing youth sport leagues by \$10 per registration, it is anticipated that approximately \$60,000 in revenue will be realized. The updates for fees included on the Comprehensive Citywide Fee Schedule will have minimal financial impact as they are minor additions.

Budget Impact:

There is no budget impact at this time. All fees associated with existing programs are currently budgeted. Requests for new programs that require general fund subsidy will be included in the annual budget process.

FTE Impact:

There is no FTE impact.

ATTACHMENTS:

1. Council Fees Presentation
 2. SOP- CRS Fee Policy
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CRS Fee Policy and Fee Schedule Changes

City Council Workshop- March 5, 2019

CRS Fee Policy

- Defines CRS Pricing Model
- Fee Increases/New Fee Establishment Procedures
- Supplemental Fees- including Non-Resident Fees

CRS Pricing Model

- Programs and services are categorized based on General Fund subsidy and Community/Individual Benefit.
 - High Community Benefit = High General Fund Subsidy
 - High Individual Benefit = Low General Fund Subsidy
- Program/Service Fees are established based on recovery of Direct Program costs- staffing, supplies, equipment, etc.
- Five levels of Cost Recovery

CRS Pricing Model

Level 1: Considerable Community Benefit	These programs, services and facilities are free to the public because the community at large benefits.	0% Direct Cost Recovery Fully Subsidized	Parks Open Gym/Open Rec Open Space & Trails Community Special Events Libraries
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CRS Pricing Model

Level 2: Mostly/ Considerable Community Benefit	These program and services cost a nominal fee because the community at large benefits, however there is some individual benefit as well.	20-49% Direct Cost Recovery Mostly Subsidized	Admissions- Tennis, Racquetball, Open Swim Teen Programming Adaptive Programs
Level 3: Individual/ Community Benefits	The programs and services in this category provide an ancillary benefit to the community at large but also have a positive impact to participants. These are beginner or introductory level programs. These programs are paid for partially by the general fund and partially by user fees.	50-75% Direct Cost Recovery Partially Subsidized	Youth Sports Leagues Recreation Swim and Dive Team Field Trips Swim Lessons

CRS Pricing Model

Level 4: Considerable Individual Benefit	These services are beginner and intermediate level programs. They are more specialized toward the interest of participants and most of the direct costs associated with these programs are paid for through user fees.	75-100% Direct Cost Recovery Minimally Subsidized	Youth Sports Camps Competitive Sports Special Interest Classes Tennis Classes & Pickleball Private Swim Lessons Licensed Day Care Programs
Level 5: High Individual Benefit	These programs are almost exclusively for individual benefit and have little to no value to the community at large.	100% Direct Cost Recovery	Adult Sports/Leagues Facility Rentals Concession/Merchandise Sports Tournaments

Supplemental Fees

- Fees charged in addition to the service fee
- Non-Resident Fees

Service Level	Additional Non-Resident Fee
Service Level 1 Programs (0% Cost Recovery)	\$0.00
Service Level 2 Programs (20-49% Cost Recovery)	\$0-\$10.00
Service Level 3 Programs (50-75% Cost Recovery)	\$20.00
Service Level 4 Programs (75-100% Cost Recovery)	\$20.00
Service Level 5 Programs (100% Cost Recovery)	\$0.00*
Ramada Rentals	\$10-\$25

*Non-Resident Fees are not applicable to team based activities such as Adult Sports Leagues or Team Competitive Leagues. Team based registration activities generally recover 100% of the direct costs and are priced accordingly. Charging Non-Resident Fees would be a detriment to the team based programming. Non-Resident Fees are also not applicable to the USA Club Swim Team as it's designed to be a regional program.

Comprehensive Citywide Fee Schedule Update

- Removing all registration-based fees per Arizona Revised Statutes (A.R.S.) 9-499.15.
- Removing stadium rentals and tournament fees that will be handled by the Sports & Tourism Department through a Facility Use Agreement.
- Proposed fee changes for Public Notice.

Proposed Fee Changes for Public Notice

New Fee Requests	Proposed Fee	Justification
Non-Resident Beer Permit Fee	\$20	Currently beer permits are not available to non-residents for ramada rentals
Lap Lane & Diving Well Rental	\$30/hr	Requests have been made for lanes and diving well for training classes.
Field Rentals Mon-Thur. Before 3pm	\$7.50/hr	Discounted rate for field rentals during off peak times
Rental Packages at Sierra Montana Rec Center	\$150-\$300/ 3 hours	Combines areas of Rec Center to accommodate various rental activities
Dance Room at Countryside	\$50-\$70/hr	Requests have been made for area.
Equipment Rentals at STRC	\$1-\$10	Racquets, goggles, balls, back board.

Proposed Fee Changes for Public Notice

- Tennis League Group Rental Rates: Adding a 2 hour group rental rate

90 Minute Rental	Current Resident Rate
Day	\$10
After 4pm	\$14

New 2 hour Rental	Proposed Resident Rate
Day	\$14
After 4pm	\$18

- Birthday Party Packages at pools
 - Changing rates at Surprise Aquatic Center from a 3 hour rental to a 2 hour rental and adjusting fee accordingly
 - Adding rates for 31-50 attendees at Surprise Aquatic Center
 - Adding rates for 26-30 and 31-50 attendees at Hollyhock Pool

Proposed Fee Changes for programs not requiring Public Notice

- Youth & Adult Sports Leagues:

	Current Resident Rate	Proposed New Resident Rate	Anticipated New Revenue
Youth Sport Leagues	\$50	\$60	\$60,000
Adult Softball Leagues	\$400	\$450	\$10,000

- There have been no fee increases to leagues since 2000 despite annual increases to expenses for uniforms, officials and equipment.
- Surprise youth and adult sports leagues are the lowest in comparison with the neighboring cities.

Next Steps

- Fee Schedule Public Notice Requirement- 60 Days
- Approval of Fee Schedule at City Council Meeting-
Tentative Date: May 21



QUESTIONS OR COMMENTS?

Thank You

		Community & Recreation Services STANDARD OPERATING PROCEDURES <i>Fee Policy</i>	
PROCESS: Fee Policy for the Community and Recreation Services Department programs and services			
POLICY REFERENCE: City of Surprise Comprehensive Financial Management Policies; City of Surprise User Fees Operating Procedure			
PURPOSE: To establish a fee policy and to ensure a consistent process is followed for the addition or adjustment of program fees and charges.			
SOP ISSUE DATE: 01/01/2019		SOP LAST AMENDED DATE:	
		EPM POLICY EFFECTIVE DATE: 01/01/2019	
RELATED FORMS: City of Surprise Citywide Fee Schedule, Community & Recreation Services Fee Schedule			
CRS DIRECTOR APPROVAL:			APPROVAL DATE:

INTRODUCTION:

The Community and Recreation Services Department provides unique and varied recreational services and programs as well as special events that meet the needs of the citizens of Surprise by using creativity, innovative leadership and foresight to maintain fun, safe, cost-effective and diverse offerings and attractive, quality facilities. It is the desire of the CRS Department to offer efficient, professional services that improve the quality of life for the residents of Surprise and the community as a whole by:

- Developing, implementing and maintaining high quality programs, events and facilities.
- Providing trained and qualified full-time personnel for supervision and instruction in recreation programs and facility maintenance.
- Maintaining responsiveness to citizen input regarding the planning, programming and evaluation of recreation programs, facilities and services.

In order to provide this level of service while still being prudent with City resources, the CRS Department has created a Fee Policy to provide guidance and oversight of recreation services fees and charges. The Fee Policy establishes a Pricing Model as well as defines all pricing related considerations.

COMMUNITY AND RECREATION SERVICES PRICING MODEL

The CRS Pricing Model illustrates a pricing philosophy based on establishing fees commensurate with the benefit received. Programs that have a greater community benefit are fully or mostly subsidized by the City's General Fund. As individual benefit increases, there is less General Fund subsidy and higher user fees. Cost recovery is based upon direct costs. Services are also priced so that they are priced competitively in the market.

City of Surprise Community & Recreation Services Pricing Model			
Level 1: Considerable Community Benefit	These programs, services and facilities are free to the public because the community largely benefits from these programs, services and facilities through the general fund.	0% Direct Cost Recovery Fully Subsidized	- Parks - Open Gym/Open Rec - Open Space & Trails - Community Special Events - Libraries
Level 2: Mostly/Considerable Community Benefit	These programs, services and facilities cost a nominal fee because the community benefits from these programs, services and facilities through the general fund.	20-49% Direct Cost Recovery Mostly Subsidized	- Tennis and Racquetball Admissions - Open Swim Admissions - Teen Programming - Signature Special Events - Adaptive Programs - Special Programs
Level 3: Individual/Community Benefits	The programs and services in this category provide an ancillary benefit to the community at large but also have a positive impact to participants. These are beginner or introductory level programs. These programs are paid for partially by the general fund and partially by user fees.	50-75% Direct Cost Recovery Partially Subsidized	- Youth Sports Leagues - Recreation Swim and Dive Team - Field Trips - Swim Lessons
Level 4: Considerable Individual Benefit	These services are beginner and intermediate level programs. They are more specialized toward the interest of participants and most of the direct costs associated with these programs are paid for through user fees.	75-100% Direct Cost Recovery Minimally Subsidized	- Youth Sports Camps - Competitive Sports - Special Interest Classes - Tennis Classes and Camps - Pickleball Programs - Private Swim Lessons - Licensed Day Care Programs
Level 5: High Individual Benefit	These programs are almost exclusively for individual benefit and have little to no value to the community at large.	100% Direct Cost Recovery	- Adult Sports/Leagues - Facility Rentals - Concession/Merchandise - Sports Tournaments

FEE OVERVIEW

- The fees for registration-based classes, programs and activities are posted on the Community and Recreation Services Fee Schedule.
- The fees for facility rentals and admission fees are posted both on the Community and Recreation Services Fee Schedule as well as the City of Surprise Citywide Fee Schedule.
- Fee ranges have been established to allow for flexibility with scheduling and to allow for minor fee adjustments based on target cost recovery.
- Fees and cost recovery shall be reviewed annually and may be adjusted within the established range to be consistent with the target cost recovery for the service.
- New fees or recommended changes for registration-based classes, programs and activities will be reviewed and approved by the CRS Advisory Commission.
- New fees or recommended changes for facility rentals and admission fees will be reviewed and recommended to the City Council by the CRS Advisory Commission. The fees must be approved by City Council prior to implementation.
- The Community and Recreation Services Fee Policy should be reviewed every five years with City Council to ensure cost recovery is aligned with the City's priorities.

EXISTING FEES

- All CRS services require a cost analysis to establish fees. Program Worksheets have been created for all existing programs which include all direct costs, anticipated revenue from existing user fee and cost recovery percentage.
- Program Worksheets must be reviewed annually to prepare for the budget process. The revenue and expenditures must be compared with the previous year's data to ensure the numbers being utilized are still accurate.
- In addition, a Market Study should be completed at a minimum of every other year to ensure the fees established are priced competitively in the market.

FEE INCREASES/NEW FEE ESTABLISHMENT

- All new fees or any increases to an existing fee require CRS Director and CRS Assistant Director approval. The following items are required for approval:
 1. Program Worksheet that includes all direct costs, recommended user fee, anticipated revenue generated from new fee or fee increase and cost recovery percentage.
 2. Market Study for similar program.
 3. Analysis for new fee. The following should be included in the analysis:
 - Who benefits from the service – the community in general or only the individual or group receiving the service?
 - What are the cost recovery goals relating to the fee? Do they support establishing the fee at the proposed rate?
 - Are there competing providers of the service in the public or private sector?
 - What does the market indicate as an acceptable rate for the service?

- Will the level of the fee affect the demand for the service?
- Once approved by CRS management, the new fee will be presented to the CRS Advisory Commission for approval.
- Fees for registration-based classes, programs and activities approved by the CRS Advisory Commission will go into effect for the next class session. The Finance Department must also be notified of fee changes.
- Fees for facility rentals and admission fees recommended by the CRS Advisory Commission will be presented to City Council for approval. Refer to City Policy: “User Fees” for procedure on City Council adoption of fees.

FACILITY RENTAL CATEGORIES

The following is a list of facility rental fee categories for the various users renting City of Surprise facilities. Rental fees will be determined based on the category the group falls under. Non-profit groups and organizations will be required to provide a valid 501(c)(3) certification prior to rental to qualify for Category II rental rates.

Rental Category	User	Fees
Category I	City of Surprise, Official City Sponsored Events or Programs, Texas Rangers, Kansas City Royals, or Volunteer.Org per Lease Agreement	Rental Fee: Fee Waived Direct Expenses: Fees Waived
Category II (A)	Bona Fide Non-Profit Groups, Non-Profit Corporations, Non-Profit Organizations	Rental Fee: Fee Required Direct Expenses: Fees Waived
Category II (B)	Surprise Youth Non-Profit Sports Organizations with 90% Residency Requirement, Dysart Unified School District IGA	Rental Fee: Fee Waived Direct Expenses: Fees Required
Category III	Individuals, Companies, Organizations, Commercial Entertainment, Consumer Events, Concerts, Trade Shows	Rental Fee: Fee Required Direct Expenses: Fees Required

SUPPLEMENTAL FEES

The following is a list of Supplemental Fees that may be charged in addition to the service fee:

- Beer Permit Fee: Fee charged for groups of five or more to drink beer in parks. Fee: \$10.00
- Cancellation Fee: Fee charged for cancellations for service to cover administrative costs associated with processing the transaction. Fee Range \$5.00-\$10.00
- Costume/Shirt/Supply Fee: Fee charged for costumes, shirts or supplies that are not included with the Activity Fee. Generally these fees are applied to Special Interest Classes and are noted in the class description. Fee Range from \$5.00-\$100.00

- **Equipment Fee:** Fees charged for equipment rentals such as tents, chairs, etc. for events and rentals. Fee Range from \$20.00-\$200.00.
- **Field Prep Fee:** Fee charged to prepare sports fields with lines, grading, etc. Fee Range from \$15.00-\$35.00.
- **Late Pick-Up Fee:** Fee charged at camps for children who are picked up after the designated program end time. Fee: \$5.00/every 5 minutes late
- **Late Payment Fee:** Fee charged for payments made after the due date for payment plan programs. Fee Range from \$10.00-\$20.00
- **Late Registration Fee:** An additional fee that is added to the Activity Fee after the regular registration time period has passed. This fee is meant to deter customers from waiting until right before the program starts to register. Fee \$20.00
- **Non-Resident Fee:** A fee that is added to the Activity Fee or Rental Fee for Non-Residents utilizing City of Surprise services. Non-Resident Fees are determined based on the CRS Pricing Model:

Service Level	Additional Non-Resident Fee
Service Level 1 Programs (0% Cost Recovery)	\$0.00
Service Level 2 Programs (20-49% Cost Recovery)	\$0-\$10.00
Service Level 3 Programs (50-75% Cost Recovery)	\$20.00
Service Level 4 Programs (75-100% Cost Recovery)	\$20.00
Service Level 5 Programs (100% Cost Recovery)	\$0.00*
Facility Rentals	\$10.00-\$25.00

*Non-Resident Fees are not applicable to team based activities such as Adult Sports Leagues or Team Competitive Leagues. Team based registration activities generally recover 100% of the direct costs and are priced accordingly. Charging Non-Resident Fees would be a detriment to the team based programming. Non-Resident Fees are also not applicable to the USA Club Swim Team as it's designed to be a regional program.

- **Registration Fee:** An additional fee that is added to camp registrations for the administrative costs of processing a camp application. Fee Range \$10.00-\$30.00
- **Returned Check Fee:** A service fee applied to each returned check. Fee \$15.00
- **Schedule Change Fee:** Fee charged for changing camp schedules after designated time. Fee \$20.00 per weekly change.
- **Scorecard:** Annual card available for Surprise resident families only which gives early access to registration for select programs. Fee \$10.00
- **Staffing Fee:** Fee charged for staff oversite during rentals. Fee will be charged based on type and size of reservation. Fee Range \$10.00-\$50.00/hr.

DISCOUNTS

The following is a list of discounts that are established that may be applied to the service fee:

- **Early Bird Discount:** Discount applied to the Activity Fee prior to the regular registration period to encourage early registration.
- **Multi-Child Registration Fee Discount:** Discount available for multi-child families registering for camps. Registration Fee for additional children within the same family may be waived

once the fee has been paid for the first child. Discount is applicable to one program and is not waived for subsequent programs.

- **Volunteer Coach Discount:** Discount applied to the Activity Fee as a benefit for volunteering as a coach for the youth sports leagues.

PROMOTIONAL PROGRAMS

The CRS Department will occasionally offer programs at a discounted rate or free for the purpose of promoting a specific program or service. Examples include offering a one-day introductory discounted rate for a special interest class to promote interest in the program. Or offering a free youth sports program during a raffle to introduce a new family to City of Surprise programs. All promotional program rates must be approved in advance by the CRS Director and will be tracked in the department's software program.

FEE WAIVERS

The CRS Department does not allow fee waivers for Activity Fees, Admission Fees, Rental Fees or Vendor Fees. Supplemental Fees such as Late Registration Fees may be waived by Recreation Supervisors or Managers. Discretion shall be utilized when granting a Fee Waivers for Supplemental Fees and shall be approved on a one-time basis.

PRO-RATED FEES

On occasion, Pro-Rated Fees may be applied for programs that have already started. Discretion shall be utilized when pro-rating fees and shall be based on the total class fee minus classes that have already taken place.

YOUTH SCHOLARSHIP PROGRAM

The CRS Department maintains a scholarship program to help Surprise youth who do not have the financial means to participate in recreation programs. (See Youth Scholarship Program policy for detailed information on the administration of the scholarship program.) Approved applicants may qualify for an annual maximum award of \$75 to be utilized for Activity Fees. Supplemental Fees are not eligible for scholarships.

DES PROGRAMS

Select programs within the CRS Department have been approved for DES (Department of Economic Security) funding. Participants must be pre-approved with DES prior to registration and will be responsible for all program co-pays and any fees not paid by DES. Supplemental Fees are not eligible for DES funding.

POLICY DEFINITIONS

1. **Activity Fee:** Fee for participation in a class, drop-in program, league, or program.

2. **Admission Fee:** Fee to enter a designated facility/area for utilization. Examples include fee to enter the pools for open swim, court time for tennis or admission into a special event.
3. **Admission Pass Fee:** Fee for pass to enter a designated facility/area for utilization. Passes are priced to allow for multiple admissions into the facility and are generally discounted from the regular Admission Fee. Passes are priced based on Resident Admission Fees and are not available to Non-Residents.
4. **Direct Costs:** All the specific, identifiable, expenses or resources associated with providing a service. These expenses include, but are not limited to, wages and benefits, contracted services, purchased equipment and supplies, and rental of facilities and equipment directly related to the service.
5. **Indirect Costs:** Department and facility overhead including full-time salaries, utilities, etc.
6. **Market Study:** Review of fees charged by providers of a similar service including other municipalities and private sector providers.
7. **Membership Fee:** A fixed fee charged to the user to utilize the amenities in a facility during a specified time. Fee can vary depending on the length of membership purchased such as annual, monthly, etc.
8. **Nominal Fee:** A minimal fee charged that is intended to recover only a small portion of the direct costs associated with a service.
9. **Non-Resident:** Any person permanently residing or living outside the corporate limits of the City of Surprise. A Surprise address does not automatically constitute residency as some Surprise addresses are not located within the corporate limits of the City.
10. **Rental Deposit:** Fee charged to reserve a larger facility such as a pool or recreation center or a long-term reservation. The deposit is the initial down-payment for the rental.
11. **Rental Fee:** Fee charged for the exclusive use of a City facility, field, park ramada, etc.
12. **Resident:** Any person permanently residing or living within the corporate limits of the City of Surprise. Acceptable proof is a copy of the property tax statement showing the physical location of the residence or staff viewing the website – www.maricopa.gov. Residency is not based on mailing address.
13. **Returned Check Fee:** Fee charged for checks returned from bank for any reason (ie: Non-sufficient Funds, Closed Account).

14. Service: Any program, league, class, event, activity, sales or rental opportunity provided by the Community and Recreation Services Department.

15. Vendor Fee: Fee charged for vendor booth at special events.



CITY OF SURPRISE Regular City Council Meeting

Council Meeting Date: March 5, 2019
Submitting Department: Water Resource
Management
Staff Recommendations: None

Contact Person: Terry Lowe, DIRECTOR - WRM
District: Citywide

Consent: No	Regular: Yes	Public Hearing: No	Report/Discussion: No
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Agenda Wording:

Consideration and action pertaining to approval of the Settlement Agreement for Stipulated Condemnation By and Between Circle City Water Company, L.L.C. and City of Surprise.

Motion:

I move to approve the Settlement Agreement For Stipulated Condemnation by and Between Circle City Water Co. L.L.C. and City of Surprise.

Background:

In 2008, the City Adopted the Integrated Water Mater Plan which identified Circle City Water (CCWC) as a possible source to grow its water portfolio. CCWC is a small water system in the northern part of Surprise's planning area that possess a Central Arizona Project (CAP) Municipal and Industrial (M&I) subcontract. The CAP allocation would increase the City's annual rights to Colorado River water from 10,249 acre-feet to 14,153 acre-feet. This increase in CAP water right will help towards the City meeting future water needs. On November 7, 2017, Council approved a resolution to seek voter approval to acquire CCWC. A Citywide vote was held on May 15, 2018, in which 80% of Surprise eligible voters authorized the City to purchase CCWC. The City shall utilize its powers of eminent domain to acquire 100% of CCWC's assets.

Objective Analysis:

A primary goal of the Water Resource Management Department is to grow the City's water portfolio. There are limited supplies of renewable water sources available, the Colorado (CO) River is the City's primary source. Through this action, the City take one more step forward in the process of acquiring Circle City Water Co. and consequently grow its ongoing right to CO River water. Other options for resources include the purchase of water credits which are only a one-time access to water or the lease or purchase of other renewable sources through exchanges which are more costly at the present time.

Policy Compliant:

This Council Item complies with the Water Acquisition Policy adopted by Council in 2015 and updated in 2018.

Financial Impact:

The one-time costs associated with eminent domain are approximately \$500,000 and will be funded from the proceeds of the sale of long term storage credits. Estimated ongoing expenses are estimate to be approximately \$1.0 million, which include approximately \$860k associated with CAP capital, delivery, and storage fees. The balance is operational expenses.

Budget Impact:

Per the Settlement Agreement, the consideration for the condemnation of assets of Circle City Water Company, L.L.C. (CCWC) is \$15M. The City intends to utilize Utility Bond proceeds to acquire CCWC.

FTE Impact:

Upon transfer of ownership, anticipated in 2020, the CCWC service area will become part of the City's service area. This will prompt the need for a Water Operator and a Maintenance Mechanic. These two positions have been accounted for in the most recent rate analysis schedule for adoption in Fiscal Year 2020.

ATTACHMENTS:

1. Circle City - Assignment and Assumption Agreement 4829-9898-0210 v.1
 2. Holdback Agreement 4836-4981-5922 v.4
 3. Surprise.Circle City Satisfaction of Judgment 4849-5432-3825_2
 4. Surprise.Circle City Stip Final Judgment in Condemnation 4810-8965-5636_5
 5. Surprise.Circle City Stip Final Order of Condemnation 4848-3949-3460_3
 6. Disclosure Schedules - Circle City (2)
 7. Schedule 2.1(a) Personal Property
 8. CC Revenue data (002)
 9. CC consumption 2017-2018
 10. Settlement Agreement for Stipulated Condemnation 4835-3744-0339 v.26
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ASSIGNMENT AND ASSUMPTION AGREEMENT

This ASSIGNMENT AND ASSUMPTION AGREEMENT (the “Agreement”), dated as of _____, 2019, is by and among CIRCLE CITY WATER CO., L.L.C., an Arizona limited liability company (“Assignor”), and the CITY OF SURPRISE, an Arizona municipal corporation (“Assignee”).

WHEREAS, Assignor and Assignee have entered into that certain Settlement Agreement for Stipulated Condemnation, dated as of _____, 2019 (the “Condemnation Agreement”), pursuant to which, among other things, Assignor will assign all of its rights, title and interests in and to, and Assignee has agreed to assume all of the Assignor’s duties and obligations set forth on Schedule 2.1(b) to the Condemnation Agreement.

NOW, THEREFORE, in consideration of the mutual covenants, terms and conditions set forth herein, and for other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the parties agree as follows:

1. Definitions. All capitalized terms used in this Agreement but not otherwise defined herein have the meanings set forth in the Condemnation Agreement.
2. Assignment and Assumption of Assigned Contracts. Assignor hereby sells, assigns, grants, conveys and transfers to Assignee all of its rights, title and interests in and to the Assigned Contracts. Subject to the terms of the Condemnation Agreement, Assignee hereby accepts such assignment and assumes all of the Assignor’s duties and obligations under the Assigned Contracts and agrees to pay, perform and discharge, as and when due, all of the obligations of Assignor under the Assigned Contracts.
3. Terms of the Condemnation Agreement. The terms of the Condemnation Agreement, including, but not limited to, the representations, warranties, covenants, agreements and indemnities relating to the Assigned Contracts are incorporated herein by this reference. The parties hereto acknowledge and agree that the representations, warranties, covenants, agreements and indemnities contained in the Condemnation Agreement shall not be superseded hereby, but they shall remain in full force and effect to the full extent provided therein. In the event of any conflict or inconsistency between the terms of the Condemnation Agreement and the terms hereof, the terms of the Condemnation Agreement shall govern.
4. Further Assurances. Each of the parties hereto shall execute and deliver, at the reasonable request of the other party hereto, such additional documents, instruments, conveyances and assurances and take such further actions as are necessary or reasonably appropriate to carry out the provisions hereof and give effect to the transactions contemplated by this Agreement.

IN WITNESS WHEREOF, the parties have executed this Agreement effective as of the date first above written.

ASSIGNEE:

CITY OF SURPRISE,
an Arizona municipal corporation

By: _____
Name: _____
Title: _____

ASSIGNOR:

CIRCLE CITY WATER CO., L.L.C.,
an Arizona limited liability company

By: _____
Name: _____
Title: _____

[SIGNATURE PAGE TO ASSIGNMENT AND ASSUMPTION AGREEMENT]

HOLDBACK AGREEMENT

This Holdback Agreement (this “**Holdback Agreement**”) dated this ____ day of _____, 2019, is entered into by and among CITY OF SURPRISE, an Arizona municipal corporation (the “**City**”), CIRCLE CITY WATER CO., L.L.C., an Arizona limited liability company (the “**Company**”), and Pioneer Title Agency, Inc., as escrow agent (“**Escrow Agent**”). City and Company are referred to herein from time to time each as a “**Party**” and collectively as the “**Parties**”. Capitalized terms used but not otherwise defined herein shall have the meanings ascribed thereto in the Settlement Agreement (as defined below).

RECITALS

A. Each of the City and the Company is party to that certain Settlement Agreement for Stipulated Condemnation dated as of _____, 2019 (the “**Settlement Agreement**”).

B. Section 2.10.6 of the Settlement Agreement provides that, on the date of the consummation and closing of the transactions contemplated under the Settlement Agreement (the “**Closing Date**”), the City shall deposit Two Hundred Fifty Thousand Dollars (\$250,000) (the “**Escrow Amount**”) with the Escrow Agent on behalf of the Company, such funds to be held and disbursed by the Escrow Agent in accordance with the terms and conditions of the Settlement Agreement and this Holdback Agreement..

C. This Holdback Agreement and the Escrow Property (as defined below) are intended to provide assurance to the City in respect of the obligations of the Company to the City under the Settlement Agreement.

D. The Parties acknowledge that the Escrow Agent is not a party to, is not bound by, and has no duties or obligations under, the Settlement Agreement, that all references in this Holdback Agreement to the Settlement Agreement are for convenience, and that the Escrow Agent shall have no implied duties beyond the express duties set forth in this Holdback Agreement.

In consideration of the promises and agreements of the Parties and the Escrow Agent and for other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, the Parties and the Escrow Agent agree as follows:

AGREEMENT

Section 1.1. Receipt of Escrow Property. Pursuant to the terms of the Settlement Agreement, on the date hereof, the City shall deliver to the Escrow Agent, and the Escrow Agent shall accept delivery of, the Escrow Amount in immediately available funds to the account designated in writing by the Escrow Agent to the City (the “**Escrow Account**”). The term “**Escrow Property**” as used herein refers to the Escrow Amount, less disbursements or payments thereof authorized and made hereunder. The Escrow Property shall be maintained by the Escrow Agent in the Escrow Account until the distribution of the Escrow Property in accordance with the terms of this Holdback Agreement. Other than pursuant to the terms set forth herein, the Escrow Agent shall make such distributions to the Company or the City only as shall be specified in a joint written direction to the Escrow Agent executed by City and the Company and delivered to the Escrow Agent.

Section 1.2. Investments. Unless otherwise directed by the parties hereto, Escrow Agent shall hold the Escrow Amount in a non-interest bearing account. Should the Parties elect to have the Escrow Amount in an interest-bearing account, they shall execute Escrow Agent's standard form of interest-bearing account instructions. Any interest accruing thereon shall inure to the benefit of the Party designated in said instructions, and shall be disbursed to said Party at such time as all remaining Escrow Amount is disbursed to the party entitled to receive them pursuant to the terms hereof.

Section 1.3. Claims and Disbursements.

(a) Presentation and Payment of Claims.

(i) At any time prior to the Escrow Property Distribution Date (as defined below), the City (on behalf of any City Indemnitees) may, acting in good faith and in accordance with the Settlement Agreement, from time to time serve upon the Escrow Agent and the Company a written notice demanding payment (a "**Claim**") pursuant to the Settlement Agreement (each such notice, a "**Demand**"). If the amount of damages with respect to a Claim are not reasonably determinable by the City at the time a Claim is submitted, the City shall expressly state that it cannot in good faith reasonably determine the amount of damages with respect to such Claim in the Demand, in which case the entire amount of the Escrow Property shall continue to be held by the Escrow Agent until the City submits a Demand with respect to such Claim that specifies the amount of such damages (after which the Escrow Agent shall disburse the Escrow Property with respect to such Claim pursuant to the terms of this Holdback Agreement).

(ii) The Company may reply to any Demand made under Section 1.3(a)(i) hereof by written notice given to the City with a copy to the Escrow Agent, which notice shall state whether the Company agrees or disagrees that the Claim asserted by the City is a valid Claim under the Settlement Agreement and/or agrees or disagrees with respect to the amount of the Claim. If, within thirty (30) calendar days after delivery of the Demand by the City, the Escrow Agent and the City have not received a notice from the Company that asserts that in good faith a dispute exists with respect to such Claim (a "**Dispute Notice**"), then the Company shall be deemed to have irrevocably agreed with such Claim, the Escrow Agent shall pay to the City from the Escrow Property the amount specified in the Claim and the Escrow Property shall be reduced to the extent thereof. If in the Dispute Notice the Company acknowledges that a portion of the Claim is a valid Claim and agrees with the amount attributable to the portion of the Claim so acknowledged, the Escrow Agent shall disburse to the City the amount so agreed to by the Company.

(iii) If a Dispute Notice is given by the Company in accordance with Section 1.3(a)(ii) hereof, then the amount of the Demand less the amount (if any) acknowledged in the Dispute Notice by the Company as due the City and disbursed to the City, shall be treated as a disputed claim (the "**Disputed Claim**") and the amount of such Disputed Claim shall be held by the Escrow Agent as an undivided portion of the Escrow Property (which amount shall continue to be available to satisfy other Claims) until the earlier to occur of (i) the Escrow Agent's receipt of a joint direction executed by the City and the Company with respect to such amount (a "**Settlement**"), (ii) the Escrow Agent's receipt of a final, non-appealable (A) judgment, order or decree of a court or other judicial body of competent jurisdiction, or (B) an arbitration award in accordance with Section 10.3 of the Settlement Agreement, that decided the underlying Claim with respect to such amount (the "**Final Judgment**"). If either a Settlement or Final Judgment with respect to such Disputed Claim is in the favor of the City, the Escrow Agent shall disburse an amount equal to the amount set forth in such Settlement or Final Judgment to the City within three (3) business days of Escrow Agent's receipt of such Settlement or Final Judgment. If either a Settlement or Final Judgment with respect to such Disputed Claim is in the favor of the

Company, the Escrow Agent shall continue to hold as part of the Escrow Property the amount of such Disputed Claim.

(b) Distributions and Payments.

(i) Within two (2) business days after the twelve (12) month anniversary of the Closing Date (the “**Escrow Property Distribution Date**”), the Escrow Agent shall disburse to the Company, to the account directed by the Company in writing, the positive amount (if any) equal to (i) all remaining funds constituting the Escrow Property then held by the Escrow Agent, minus (ii) the aggregate amount claimed by the City in Demands (or reservation of the entire Escrow Property in accordance with Section 1.3(a)(i)) that have not as of the Escrow Property Distribution Date either been paid to the City or resolved in favor of the Company pursuant to Section 1.3(a) (collectively, the “**Pending Demands**”).

(ii) Any time after the Escrow Property Distribution Date, within two (2) business days after Escrow Agent’s receipt of a Settlement or Final Judgment regarding the resolution of any Pending Demand, the Escrow Agent shall disburse to the Company the excess, if any, of the then-remaining Escrow Property amount over the sum of (A) the amount payable to the City in accordance with the resolution of such Pending Demand, if any, plus (B) the aggregate amount of Pending Demands then outstanding as of the date of such release.

Section 1.4. Termination. This Holdback Agreement shall terminate upon the disbursement of all of the Escrow Property, except that the provisions of Article 2 and Article 3 hereof shall survive termination.

ARTICLE 2 PROVISIONS CONCERNING THE ESCROW AGENT

Section 2.1. The Parties understand and agree that Escrow Agent shall have no liability in connection with this Holdback Agreement, except for the disbursement of the Escrow Amount in accordance with the terms hereof and except for its willful acts and gross negligence. The Parties hereto further agree to indemnify and hold Escrow Agent harmless for, from and against all costs, damages, attorneys' fees, and expenses arising as a result of or related to this agreement or the disbursement of the Escrow Amount, including without limitation any judgment, amounts paid in settlement, and all costs and expenses, including reasonable attorneys' fees, incurred in defending or settling any action, suit or proceeding in connection with the foregoing.

Section 2.2 Escrow Agent shall have no obligation to see that the disbursements made by it in accordance with the terms hereof are actually used for the purposes set forth herein, nor shall Escrow Agent have any responsibility or liability for (i) completion or satisfactory completion of said purpose, (ii) conducting inspections of any work performed, (iii) guaranteeing that the Escrow Amounts will be sufficient to complete said purpose, (iv) any mechanics' or materialmen's liens that may be filed or the obtaining of releases therefore, (v) compliance of the parties with the terms of any other agreements between the parties relating to the use of the Escrow Amounts, or (vi) any other matter relating to the accomplishment of the purposes set forth herein.

Section 2.3 The Escrow Agent shall act hereunder as a depository only and shall not be responsible or liable in any manner whatever for the sufficiency, correctness, genuineness or validity of any instrument deposited with the Escrow Agent hereunder, or with respect to the form or execution of same, or the identity, authority or rights of any person executing or depositing the same. The Escrow Agent is neither a Party to nor bound by any agreement which may be deposited under, evidenced by, or arising out of this Holdback Agreement. The Escrow Agent is not required to investigate the

circumstances, background or truthfulness of any notice received from the Parties hereto. The Escrow Agent shall have no duties to anyone except those signing this Holdback Agreement.

Section 2.4 If any conflict, disagreement or dispute arises between, among, or involving any of the Parties hereto concerning the meaning or validity of any provision hereunder or concerning any other matter relating to this Holdback Agreement, or the Escrow Agent is in doubt as to the action to be taken hereunder, the Escrow Agent may, at its option, retain the Escrow Property until the Escrow Agent (i) receives a final non-appealable order of a court of competent jurisdiction or a final non-appealable arbitration decision directing delivery of the Escrow Property accompanied by a written instrument of the presenting Party certifying that such court order or arbitration decision is final, non-appealable and from a court of competent jurisdiction or from a competent arbitration panel, upon which instrument the Escrow Agent shall be entitled to conclusively rely without further investigation, (ii) receives a written agreement executed by the Parties directing delivery of the Escrow Property, in which event the Escrow Agent shall be authorized to disburse the Escrow Property in accordance with such final court order, arbitration decision, or agreement, or (iii) files an interpleader action in any court of competent jurisdiction requiring all Parties involved to interplead and litigate in such court their claims and rights among themselves and with the Escrow Agent, and upon the filing thereof, the Escrow Agent shall be entitled to recover attorneys' fees, expenses and other costs incurred in commencing and maintaining any such interpleader action and shall have the right, at its option, to stop all further proceedings under and performance of this Holdback Agreement and of all instructions received hereunder until all differences shall have been rectified and all doubts resolved by agreement or until the rights of all Parties shall have been fully adjudicated. The Escrow Agent shall be entitled to act in good faith on any such agreement, court order, or arbitration decision without further question, inquiry, or consent.

Section 2.5 The Escrow Agent may resign by furnishing written notice of its resignation to the Parties, and the Parties may remove the Escrow Agent by furnishing to the Escrow Agent a joint written notice of its removal along with payment of all fees and expenses to which the Escrow Agent is entitled through the date of removal. Such resignation or removal, as the case may be, shall be effective thirty (30) calendar days after the delivery of such notice or upon the earlier appointment of a successor, and the Escrow Agent's sole responsibility thereafter shall be to safely keep the Escrow Property and to deliver the same to a successor escrow agent as shall be appointed by the Parties, as evidenced by a joint written notice filed with the Escrow Agent or in accordance with a court order. If the Parties have failed to appoint a successor escrow agent prior to the expiration of thirty (30) calendar days following the delivery of such notice of resignation or removal, the Escrow Agent may petition any court of competent jurisdiction for the appointment of a successor escrow agent or for other appropriate relief, and any such resulting appointment shall be binding upon the Parties.

Section 2.6 The Escrow Agent's liability to the holding and disbursement of the funds as set forth herein, and Escrow Agent is not responsible to pay any invoice or liens not specifically provided for herein.

Section 2.7 Escrow Agent shall act hereunder as a depository only and shall not be responsible or liable in any manner whatever for the sufficiency, correctness, genuineness or validity of any instrument deposited with Escrow Agent hereunder, or with respect to the form or execution of same, or the identity, authority or rights of any person executing or depositing the same. Escrow Agent is neither a party to nor bound by any agreement which may be deposited under, evidenced by, or arising out of this Agreement. Escrow Agent shall have no duties to anyone except those signing this Agreement.

ARTICLE 3 MISCELLANEOUS

Section 3.1. Binding Agreement; Successors and Assigns. The Parties and Escrow Agent represent and warrant that the execution and delivery of this Holdback Agreement and the performance of such Party's obligations hereunder have been duly authorized and that the Holdback Agreement is a valid and legal agreement binding on such Party and enforceable in accordance with its terms. This Holdback Agreement shall be binding on and inure to the benefit of the Parties and the Escrow Agent and their respective successors and permitted assigns. No other persons shall have any rights under this Holdback Agreement. No assignment of the interest of any of the Parties shall be binding unless and until written notice of such assignment shall be delivered to the other Party and the Escrow Agent and shall require the prior written consent of the other Party and the Escrow Agent (such consent not to be unreasonably withheld).

Section 3.2. Escheat. The Parties are aware that under applicable state law, property which is presumed abandoned may under certain circumstances escheat to the applicable state. The Escrow Agent shall have no liability to the Parties, their respective heirs, legal representatives, successors and assigns, or any other Party, should any or all of the Escrow Property escheat by operation of law.

Section 3.3. Notices. All notices, requests, demands, and other communications required under this Holdback Agreement shall be in writing, in English, and shall be deemed to have been duly given if delivered (i) personally, (ii) by facsimile transmission with written confirmation of receipt, (iii) on the day of transmission if sent by electronic mail ("e-mail", as long as such e-mail is accompanied by a PDF signature or similar version of the relevant document) to the e-mail address given below, and written confirmation of receipt is obtained promptly after completion of transmission, (iv) by overnight delivery with a reputable national overnight delivery service, or (v) by mail or by certified mail, return receipt requested, and postage prepaid. If any notice is mailed, it shall be deemed given five (5) Business Days after the date such notice is deposited in the United States mail. For the purpose of this Holdback Agreement, "Business Day" shall mean any day other than a Saturday, a Sunday, a federal or state holiday, and any other day on which the Escrow Agent is closed. If notice is given to a party, it shall be given at the address for such party set forth below. It shall be the responsibility of the Parties to notify the Escrow Agent and the other Party in writing of any name or address changes.

If to the City:

City of Surprise
16000 N. Civic Center Plaza
Surprise, AZ 85374
ATTN: Terry Lowe,
Water Resource Management Director

With a copy to:

City of Surprise
16000 N. Civic Center Plaza
Surprise, AZ 85374
ATTN: Robert Wingo,
City Attorney

With a courtesy copy to:

Snell & Wilmer L.L.P.
One Arizona Center
400 East Van Buren
Phoenix, AZ 85004
ATTN: Michael M. Donahey

If to the Company: Circle City Water Co., L.L.C.
P.O. Box 82218
Bakersfield, CA 93380
ATTN: Robert T. Hardcastle,
Managing Member

With courtesy copies to: Osborn Maledon, P.A.
2929 N. Central Ave., Suite 2100
Phoenix, AZ 85012
ATTN: Meghan Grabel

and

TJ Jamieson
PO Box 82515
Bakersfield, CA 93380

If to the Escrow Agent: Pioneer Title Agency, Inc.
7310 N. 16th Street, #250
Phoenix, AZ 85020
ATTN: Debbie Olsen
Escrow Administrator

Section 3.4. Governing Law. This Holdback Agreement shall be governed by and construed in accordance with the laws of the State of Arizona without regard to its conflict of law rules.

Section 3.5. Entire Agreement. This Holdback Agreement and Settlement Agreement and the exhibits hereto and thereto set forth the entire agreement and understanding of the Parties related to the Escrow Property and the subject matter hereof.

Section 3.6. Amendment. This Holdback Agreement may be amended, modified, superseded, rescinded, or canceled only by a written instrument executed by the Parties and the Escrow Agent.

[The remainder of this page left intentionally blank.]

DATED this ____ day of _____, 2019.

ACCEPTED AND APPROVED:

CITY:

CITY OF SURPRISE,
an Arizona municipal corporation

By: _____

Name: _____

Title: _____

COMPANY:

CIRCLE CITY WATER CO., L.L.C.,
an Arizona limited liability company

By: _____

Name: _____

Title: _____

ACCEPTED:

PIONEER TITLE AGENCY, INC.,
as Escrow Agent

By: _____

Name: Debbie Olsen

Title: Escrow Administrator

4836-4981-5922.4

Meghan H. Grabel, 021362
Shane M. Ham, 027753
OSBORN MALEDON, P.A.
2929 North Central Avenue, Suite 2100
Phoenix, Arizona 85012-2793
(602) 640-9000
mgrabel@omlaw.com
sham@omlaw.com

Attorneys for Defendant
Circle City Water Co., L.L.C.

IN THE SUPERIOR COURT OF THE STATE OF ARIZONA
IN AND FOR THE COUNTY OF MARICOPA

CITY OF SURPRISE, an Arizona
municipal corporation,

Plaintiff,

v.

CIRCLE CITY WATER CO., L.L.C., an
Arizona limited liability company; LAKE
PLEASANT 5000, L.L.C., an Arizona
limited liability company; HARVARD
INVESTMENTS, INC., an Arizona
corporation; COUNTY OF MARICOPA;
STATE OF ARIZONA by its agency the
ARIZONA DEPARTMENT OF
REVENUE; PART(IES) IN POSSESSION
OF AN UNRECORDED INTEREST;
UNKNOWN DEFENDANTS;
SUCCESSORS, ASSIGNS AND
INTEREST HOLDERS BY
INSTRUMENTS OR BY LAW; HEIRS
AND DEVISEES OF THE ABOVE-
NAMED DEFENDANTS, IF DECEASED,
Defendants.

NO. CV 2018-011038

**SATISFACTION OF FINAL
JUDGMENT IN
CONDEMNATION**

**(Eminent Domain and Declaratory
Judgment)**

(Parcel Nos.: 503-86-930A and 503-86-
931A)

Defendant Circle City Water Company, Inc. ("Condemnation Defendant"), by
and through its undersigned counsel, submits this Satisfaction of Final Judgment in

1 Condemnation pursuant to the Settlement Agreement for Stipulated Condemnation
2 signed and filed on _____, 2019 in this matter.

3 A. The Condemnation Defendant acknowledges that the Condemnation Price of
4 FIFTEEN MILLION DOLLARS (\$15,000,000.00) called for in Section 2.10.1 of the
5 Settlement Agreement for Stipulated Condemnation and the Stipulated Final
6 Judgment in Condemnation has been paid in full by the Plaintiff, City of Surprise.

7
8 DATED this _____ day of _____, 2019.

9
10 OSBORN MALEDON, P.A.

11 By /s/ _____
12 Meghan H. Grabel
13 Shane M. Ham
14 2929 North Central Avenue, Suite 2100
15 Phoenix, Arizona 85012-2793

16 Attorneys for Defendant Circle City
17 Water Co., L.L.C.
18
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28

1 ORIGINAL of the foregoing e-filed and a COPY
2 e-delivered this ____ day of _____, 2018, to:

3 The Honorable Connie Contes_____
4 Maricopa County Superior Court

5 COPY of the foregoing mailed (e-served)
6 this ____ day of _____, 2018, on:

7 Richard H. Herold
8 Hannah K. Speirs
9 SNELL & WILMER L.L.P.
10 One Arizona Center
11 400 East Van Buren
12 Phoenix, Arizona 85004-2202

13 Robert Wingo
14 City Attorney, City of Surprise
15 16000 North Civic Center Plaza
16 Surprise, Arizona 85374

17 Attorneys for Plaintiff
18 City of Surprise

19 /s/_____
20 7747749

Richard H. Herold (#018396)
Hannah K. Speirs (#033383)
SNELL & WILMER L.L.P.
One Arizona Center
400 E. Van Buren
Phoenix, AZ 85004-2202
Telephone: (602) 382-6223
Facsimile: (602) 382-6070
E-mail: rherold@swlaw.com
E-mail: hspeirs@swlaw.com
Attorneys for Plaintiff City of Surprise

**IN THE SUPERIOR COURT OF THE STATE OF ARIZONA
IN AND FOR THE COUNTY OF MARICOPA**

CITY OF SURPRISE, an Arizona
municipal corporation,

Plaintiff,

v.

CIRCLE CITY WATER CO., L.L.C., an
Arizona limited liability company; LAKE
PLEASANT 5000, L.L.C., an Arizona
limited liability company; HARVARD
INVESTMENTS, INC., an Arizona
corporation; COUNTY OF MARICOPA;
STATE OF ARIZONA by its agency the
ARIZONA DEPARTMENT OF
REVENUE; PART(IES) IN POSSESSION
OF AN UNRECORDED INTEREST;
UNKNOWN DEFENDANTS;
SUCCESSORS, ASSIGNS AND
INTEREST HOLDERS BY
INSTRUMENTS OR BY LAW; HEIRS
AND DEVISEES OF THE ABOVE-
NAMED DEFENDANTS, IF DECEASED,
Defendants.

NO. CV 2018-011038

**STIPULATED FINAL JUDGMENT
IN CONDEMNATION**

**(Eminent Domain and Declaratory
Judgment)**

(Parcel Nos.: 503-86-930A and 503-86-
931A)

Pursuant to the Stipulation of Plaintiff City of Surprise (“City”) and Defendant
Circle City Water Company, Inc. (“Condemnation Defendant”), and good cause
appearing therefor,

IT IS HEREBY ORDERED, ADJUDGED AND DECREED as follows:

1. Plaintiff is an Arizona municipal corporation to whom the State's power of eminent domain has been delegated for purposes including acquisition of the "Assets," as further defined in Section 2.1 of the Settlement Agreement for Stipulated Condemnation (**Exhibit 1** hereto, which is incorporated herein by reference).

2. Acquisition of the Assets by the City for the purposes described in the Complaint in Condemnation is a public use under ART. 2, SEC. 17, ARIZ. CONST., is for a purpose authorized by statute, and is necessary for those purposes as described in the Complaint in Condemnation. The City's authority to acquire the "Assets" and rights through this action is derived from the applicable provisions of A.R.S. §§ 12-1111, *et seq.*, 9-511, *et seq.*, and 9-522(A)(1).

3. This Court has jurisdiction over this action pursuant to one or more of the statutes referred to in paragraph 2 above.

4. All Defendants have been properly served with process in this action or have asserted a claim to proceeds of the condemnation award pursuant to A.R.S. § 12-1120. *See* Affidavits of Service filed September 5, 2016 and Acceptance of Service dated September 5, 2018.

5. Defendant State of Arizona, by the Arizona Department of Revenue, filed a Disclaimer of Interest with the Court on October 17, 2018 and shall take nothing by way of (a) this Judgment against the City or (b) acquisition of any of the Assets.

6. As of **September 19, 2018**, the property owner does not owe any taxes for parcel numbers 503-86-930A and 503-86-931A and Maricopa County disclaims any interest as to these parcels as long as the Court enters judgment before **October 1, 2018** and therefore takes nothing by way of (a) this Final Judgment or (b) acquisition of any of the Assets. **If the Court does not enter the Judgment before October 1, 2018, taxes will become due for the 2018 tax year, and the County will not file a disclaimer until the 2018 taxes are paid in full.**

7. **All of the Defendants (other than the Condemnation Defendant, Harvard**

Investments, Inc. and Lake Pleasant 5000, L.L.C.) having each been duly served with process or by publication as permitted by law, and having had judgment by default entered against them such that they each have no compensable interest in the Assets or the proceeds arising from the condemnation, they and each of them shall take nothing by way of this Final Judgment or for acquisition of the Assets.

8. The City and the Condemnation Defendant have entered into a Settlement Agreement for Stipulated Condemnation, which is attached as Exhibit 1 and which is incorporated by this reference as part of this Stipulated Final Judgment in Condemnation.

9. Final judgment is hereby entered in favor of Plaintiff City of Surprise condemning the Assets of the Condemnation Defendant pursuant to Section 2.1 of the attached Settlement Agreement for Stipulated Condemnation at Exhibit 1, including the real property described in Schedule 2.1(d) attached thereto, and all equipment and facilities thereon.

10. That the service area underlying the Condemnation Defendant's Certificate(s) of Convenience and Necessity is hereby taken in its entirety.

11. Except as set forth in this Final Judgment and the Settlement Agreement for Stipulated Condemnation, no other sums shall be due to any of the Defendants to satisfy this Stipulated Final Judgment.

12. Each party shall bear its own attorneys' fees, costs, and expenses in connection with this action, unless the City does not timely satisfy this Final Judgment according to the provisions of the Settlement Agreement for Stipulated Condemnation, including without limitation Section 7.1., in which case the City shall pay all attorneys' fees, costs, and expenses incurred by the Condemnation Defendant in connection with this action.

13. This Stipulated Final Judgment constitutes a final determination as to all issues raised in the City's Complaint in Condemnation pertaining to the Assets and as to all matters pertaining to damages and compensation due for the taking of the Assets, except as set forth herein, and in the Settlement Agreement for Stipulated Condemnation

1 where certain obligations are intended to survive this Final Judgment.

2 14. The Condemnation Defendant is adjudged to have the only compensable
3 interest in the Assets as described in this Final Judgment and is awarded judgment against
4 the City pursuant to the terms of the parties' Settlement Agreement for Stipulated
5 Condemnation, as follows:

6 a. Assets. The Condemnation Defendant is awarded immediate
7 judgment in the amount of \$15,000,000.00 for the "Condemnation Price," as
8 defined in Section 2.10.1 of the Settlement Agreement for Stipulated
9 Condemnation attached as Exhibit 1 (but subject to adjustment as set forth in
10 Section 2.9 and/or 2.10 of said agreement), which amount (as it may be so
11 adjusted) shall be payable at the Closing, as defined in Section 2.10 of said
12 agreement (but nonetheless subject to the provisions of Section 7.1 of said
13 agreement), without interest, regardless of entry of this Final Judgment and
14 notwithstanding the provisions of A.R.S. §9-409.

15 b. Total Just Compensation. The \$15,000,000.00 payment is awarded to
16 the Condemnation Defendant as and for total just compensation due to the
17 Condemnation Defendant for the taking of the Assets.

18 15. Upon entry of this Judgment, the Condemnation Defendant herein is
19 adjudged and declared to have no right or interest in the Assets described in the Complaint
20 and Settlement Agreement for Stipulated Condemnation. As such, upon entry by the
21 Court of its Final Order in Condemnation, all interests and claims of the Condemnation
22 Defendant in or relating to the Assets shall be fully terminated, and title to, and possession
23 of, the Assets shall not be subject to, or encumbered by, any existing or future rights, liens,
24 claims or other encumbrances, including, but not limited to, taxes and assessments upon or
25 against the Assets while owned or possessed by the Condemnation Defendant, or by any
26 persons, firms or corporations claiming any interest in the Assets, under or by virtue of
27 said Condemnation Defendant.

28 16. No other person, firm or corporation has any right, title or interest in and to

1 the Assets, or any part thereof, and any person, firm or corporation claiming any interest in
2 or to the Assets, or any part thereof, is hereby adjudged and decreed to be without any
3 right, title or interest in or to the Assets or any part thereof.

4 17. The Court finds that there is no just reason for delay in the enforcement of
5 this judgment, which is entered pursuant to Rule 54(b) of the Arizona Rules of Civil
6 Procedure.

7
8 **DONE IN OPEN COURT** this _____ day of _____, 2019.

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11 Judge of the Superior Court
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5 **IN THE SUPERIOR COURT OF THE STATE OF ARIZONA**
6 **IN AND FOR THE COUNTY OF MARICOPA**

7 CITY OF SURPRISE, an Arizona
8 municipal corporation,

9 Plaintiff,

10 v.

11 CIRCLE CITY WATER CO., L.L.C., an
12 Arizona limited liability company; LAKE
13 PLEASANT 5000, LLC, an Arizona limited
14 liability company; HARVARD
15 INVESTMENTS, INC., an Arizona
16 corporation; COUNTY OF MARICOPA;
17 STATE OF ARIZONA by its agency the
18 ARIZONA DEPARTMENT OF
19 REVENUE; PART(IES) IN POSSESSION
20 OF AN UNRECORDED INTEREST;
21 UNKNOWN DEFENDANTS;
22 SUCCESSORS, ASSIGNS AND
INTEREST HOLDERS BY
INSTRUMENTS OR BY LAW; HEIRS
AND DEVISEES OF THE ABOVE-
NAMED DEFENDANTS, IF DECEASED,

Defendants.

NO. CV 2018-011038

**PLAINTIFF CITY OF SURPRISE
FINAL ORDER OF
CONDEMNATION**

**(Eminent Domain and Declaratory
Judgment)**

(Parcel Nos.: 503-86-930A and 503-86-
931A)

23 Pursuant to the Stipulation for Entry of Final Order of Condemnation, and it
24 appearing to the Court that the Stipulated Final Judgment in Condemnation ("Final
25 Judgment") heretofore entered in favor of Defendant Circle City Water Co., L.L.C. and
26 against Plaintiff City of Surprise has been paid and therefore satisfied; and

27 **IT FURTHER APPEARING** to the Court, that pursuant to the provisions of the
28 aforementioned Final Judgment, this Court may now enter this Final Order of

1 Condemnation.

2 **IT IS, THEREFORE, ORDERED, ADJUDGED, AND DECREED**, that:

3 1. A fee simple interest in the “Assets” (as defined in Section 2.1 of the
4 Settlement Agreement at Exhibit 1 to the Final Judgment and as legally described and
5 designated in Exhibit A, attached hereto) is hereby vested in Plaintiff, City of Surprise;
6 and

7 2. Plaintiff has remaining obligations which are intended to, and do, survive
8 the entry of the Final Judgment and this Final Order of Condemnation (as set forth in the
9 Settlement Agreement (at Exhibit 1 to the Final Judgment) and in the Final Judgment
10 itself).

11
12 DONE IN OPEN COURT this _____ day of _____, 2019.

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14 _____
15 Judge of the Superior Court
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EXHIBIT A
To Stipulated Final Order of Condemnation

Delineation of Approximate Certificated Areas of Circle City Water Company W-03510A

Legal Descriptions of the Real Property to be Condemned

Tax Parcel Identification Number 503-86-930A:

That certain parcel designated as "Planting Area" on the plat of Circle City recorded in the Maricopa County Recorder's office, in Book 77 of Maps, page 39, bounded on the South by Black Mountain Road, on the Southeast by Weinberg Road, on the Northwest by Lots 233 and 234, and the Northeast by Lot 235.

Tax Parcel Identification Number 503-86-931A:

That certain parcel designated as "Planting Area" on the plat of Circle City recorded in the Maricopa County Recorder's office, in Book 77 of Maps, page 39, bounded on the South by Black Mountain Road, on the West by 243rd Avenue, and the Northeast by Lot 234.

SCHEDULES

TO THE SETTLEMENT AGREEMENT FOR STIPULATED CONDEMNATION

The Schedules (the “Schedules”) are made and given pursuant to the Settlement Agreement for Stipulated Condemnation, dated as of February __, 2019 (the “Agreement”), by and between CIRCLE CITY WATER CO., L.L.C., an Arizona limited liability company (the “Company”), and the CITY OF SURPRISE, an Arizona municipal corporation (the “City”).

Unless the context otherwise requires, capitalized terms not defined in the Schedules have the meanings specified in the Agreement. The disclosures in the Schedules are made in response to the representations and warranties of the Company and certain covenants in the Agreement, and nothing herein shall be deemed to modify in any respect any standard of materiality or knowledge set forth in the applicable representation, warranty, covenant or other provision contained in the Agreement.

INDEX OF SCHEDULES

Schedule 2.1(a)	Personal Property
Schedule 2.1(b)	Assigned Contracts
Schedule 2.1(d)	Real Property
Schedule 2.1(e)	Construction
Schedule 2.1(f)	Permits
Schedule 2.1(g)	Water Related Rights
Schedule 2.1(h)	Prepaid Items
Schedule 2.5	Excluded Assets
Schedule 2.6(e)	Assumed Liabilities
Schedule 3.1.3	Consents
Schedule 3.1.5	Account and Revenue Data
Schedule 3.1.7	No Undisclosed Liabilities
Schedule 3.1.8	No Changes
Schedule 3.1.9	Taxes
Schedule 3.1.10	Litigation
Schedule 3.1.12	Title to Assets
Schedule 3.1.15	Contracts
Schedule 3.1.17	Environmental Matters
Schedule 9.1(i)	Indemnification By the Company

SCHEDULE 2.1(a)
(Personal Property)

See attached.

SCHEDULE 2.1(b)
(Assigned Contracts)

1. The Company's arrangements with its customers whereby the Company provides water services to the customers and invoices them monthly.
2. Agreement and Notice of Municipal Provider Reporting Requirements for Warrick Property Regarding membership in the Central Arizona Groundwater Replenishment District dated January 14, 2008 among, the central Arizona water Conservation District, SMT Investors Limited Partnership, Boa Sorte Limited Partnership, Warrick 160, L.L.C., Cardon Family, L.L.C. and the Company.

SCHEDULE 2.1(d)
(Real Property)

Lot 235, CIRCLE CITY, according to that certain plat of record in the office of the Maricopa County Recorder, in Book 77 of Maps, page 39;

That certain parcel designated as “Planting Area” on the plat of Circle City recorded in the Maricopa County Recorder’s office, in Book 77 of Maps, page 39, bounded on the South by Black Mountain Road, on the Southeast by Weinberg Road, on the Northwest by Lots 233 and 234, and the Northeast by Lot 235.

That certain parcel designated as “Planting Area” on the plat of Circle City recorded in the Maricopa County Recorder’s office, in Book 77 of Maps, page 39, bounded on the South by Black Mountain Road, on the West by 243rd Avenue, and the Northeast by Lot 234.

SCHEDULE 2.1(e)
(Construction)

None.

SCHEDULE 2.1(f)
(Permits)

1. Maricopa County Drinking Water System Permit Number 07112.
2. ADWR Groundwater Right Permit 56-002166.0000.

SCHEDULE 2.1(g)
(Water Related Rights)

1. The Cap Contract.
2. ADWR Groundwater Right Permit 56-002166.0000.
3. ADWR Well Registration Number 55-625088.

SCHEDULE 2.1(h)
(Prepaid Items)

1. M&I payments for the CAP Contract.

SCHEDULE 2.5
(Excluded Assets)

1. Arizona Transaction Privilege Tax License, issued to Brooke Water LLC.
2. Services vehicles.
3. Water operations staff.
4. Back hoe.
5. Water system maps with meter locations.
6. Meter reading devices (Psion) and related software.
7. Hand tools including excavation tools and equipment.
8. Valve exerciser.
9. Water leak locator devices.
10. Cell phones and related software or applications.
11. Tank level monitoring software.
12. Dump truck.
13. Utility trailers.
14. Portable 75kw generator.
15. Miscellaneous inventory of pipes, valves, and other like materials.
16. Water meters and boxes.
17. General Liability Coverage Insurance Policy, issued to Jaco Oil Company by Zurich American Insurance Company.
18. Business Automobile Coverage Insurance Policy, issued to Jaco Oil Company by Zurich American Insurance Company.
19. Workers Compensation and Employers Liability Insurance Policy, issued to Jaco Oil Company by Zurich American Insurance Company.

SCHEDULE 2.6(e)
(Assumed Liabilities)

None.

SCHEDULE 3.1.3
(Consents)

1. The Cap Contract requires consent to transfer.

SCHEDULE 3.1.5
(Account and Revenue Data)

See attached.

SCHEDULE 3.1.7
(No Undisclosed Liabilities)

1. The Company has a Customer Refund Plan, dated January 12, 2018, pursuant to which it is required to make certain refunds to customers between April 23, 2018 and June 1, 2018. As of May 30, 2018 all customer refund checks had been issued of which 67, thus far, have been returned as “undeliverable.” Those undeliverable funds, totaling \$11,589.80, are being held in a separate account and will remain there until Circle City is condemned by the City, at which time the funds will be escheated to the Arizona Department of Revenue.

SCHEDULE 3.1.8
(No Changes)

None.

SCHEDULE 3.1.9
(Taxes)

None.

SCHEDULE 3.1.10
(Litigation)

1. The Company is currently involved in a dispute with the ACC related to the ACC's authority to approve or deny the condemnation of a private water company's utility assets by a municipality. The ACC's attempt to assert authority over the condemnation has been stayed by the Arizona Supreme Court, pending resolution of a Petition for Special Action filed by the City. Oral argument on the Special Action took place on October 4, 2018. The Company has also filed a Complaint in Superior Court appealing the ACC's investigation into the condemnation, which proceeding has also been stayed by stipulation between the parties pending resolution of the Special Action before the Arizona Supreme Court.
2. The Company is currently involved in a dispute with Lake Pleasant 5000 LP/Harvard Investments, Inc., which claims that the ACC has subject matter jurisdiction over the City of Surprise's condemnation of the Company's assets and are seeking to determine Lake Pleasant 5000 LP/Harvard Investments, Inc.'s rights under the LP5K WFA. Lake Pleasant 5000 LP/Harvard Investments, Inc. is a Real Party in Interest in the Supreme Court Petition for Special Action.
3. The Company has also been named as a defendant and served in the Maricopa County Superior Court pursuant to a condemnation complaint filed by the City against the Company. The Complaint also seeks a declaratory judgement against Lake Pleasant 5000 LP/Harvard Investments, Inc. that such entities have no cognizable interest under either the LP5K WFA or within the scope of the condemnation complaint.

SCHEDULE 3.1.12
(Real Property; Title to Assets)

Owned Real Property

1. Tax Parcel Identification Number: 503-86-930A

Legal Description:

Lot 235, CIRCLE CITY, according to that certain plat of record in the office of the Maricopa County Recorder, in Book 77 of Maps, page 39;

That certain parcel designated as “Planting Area” on the plat of Circle City recorded in the Maricopa County Recorder’s office, in Book 77 of Maps, page 39, bounded on the South by Black Mountain Road, on the Southeast by Weinberg Road, on the Northwest by Lots 233 and 234, and the Northeast by Lot 235.

2. Tax Parcel Identification Number: 503-86-931A

Legal Description:

That certain parcel designated as “Planting Area” on the plat of Circle City recorded in the Maricopa County Recorder’s office, in Book 77 of Maps, page 39, bounded on the South by Black Mountain Road, on the West by 243rd Avenue, and the Northeast by Lot 234.

The Company has a 50,000 gallon water storage tank which has been taken out of service and needs repair or replacement.

SCHEDULE 3.1.15
(Contracts)

(a)

(i)

1. APS provides electrical utility services to the well site. The Company does not have a written agreement with APS.

(v)

1. The CAP Contract

(vi)

1. The LP5K Contract

(vii)

1. ADWR Groundwater Right Permit 56-002166.0000.
1. ADWR Well Registration Number 55-625088.
2. The CAP Contract.

Agreement and Notice of Municipal Provider Reporting Requirements for Warrick Property Regarding membership in the Central Arizona Groundwater Replenishment District dated January 14, 2008 among, the central Arizona water Conservation District, SMT Investors Limited Partnership, Boa Sorte Limited Partnership, Warrick 160, L.L.C, Cardon Family, L.L.C. and the Company

SCHEDULE 3.1.17
(Environmental Matters)

None.

SCHEDULE 9.1(i)
(Indemnification By the Company)

None.

Circle City LLC
Asset Record
For the Period January 1, 2017 to April 30, 2018

Asset ID: 000001

Description: 430ft 4" AC PIPE

Field Name	Field Value	Field Name	Field Value
Asset Type:	Water Tank	Status:	ACTIVE
Acquisition Cost:	1,779.00	Acquisition Date:	10/17/1995
Asset GL Acct #	331	Depr Exp GL Acct #	
Accum Depr GL Acct #		Location	
Cost Center		Class	331
Department		Custodian	
Tag ID		Manufacturer	
Description 2		Description 3	
Model Number		Serial Number	
Vendor		Replacement Value	0.00
Size		Project ID	
Asset CIP GL Acct #			

Comments:

Gain/(Loss) Field Name	Field Value	Gain/(Loss) Field Name	Field Value
Disposal/Exchange Date:		Cash Paid:	
Cash Proceeds:		Non-Cash Payments:	
Like-Kind Property Received:		Net Proceeds:	
Non Like-Kind Property Received:			

Summary	GAAP
Ending Date:	04/30/2018
Ending Asset Balance:	1,779.00
Reported Ending Bal Accum Depr:	1,779.00
Net Book Value:	0.00
Reported Depreciation:	0.00
Net Section 179/179A:	0.00
Addition First Year Depr	0.00
Recognized Gain/Loss:	0.00

Asset ID: 000002

Description: 3690 ft - 6" PIPE

Field Name	Field Value	Field Name	Field Value
Asset Type:	Water Tank	Status:	ACTIVE
Acquisition Cost:	18,838.00	Acquisition Date:	10/17/1995
Asset GL Acct #	331	Depr Exp GL Acct #	
Accum Depr GL Acct #		Location	
Cost Center		Class	331
Department		Custodian	
Tag ID		Manufacturer	
Description 2		Description 3	
Model Number		Serial Number	
Vendor		Replacement Value	0.00
Size		Project ID	
Asset CIP GL Acct #			

Comments:

Gain/(Loss) Field Name	Field Value	Gain/(Loss) Field Name	Field Value
Disposal/Exchange Date:			
Cash Proceeds:		Cash Paid:	
Like-Kind Property Received:		Non-Cash Payments:	
Non Like-Kind Property Received:		Net Proceeds:	

Summary	GAAP
Ending Date:	04/30/2018
Ending Asset Balance:	18,838.00
Reported Ending Bal Accum Depr:	18,838.00
Net Book Value:	0.00
Reported Depreciation:	0.00
Net Section 179/179A:	0.00
Addition First Year Depr	0.00
Recognized Gain/Loss:	0.00

Asset ID: 000003**Description:** 1130 FT 8" PIPE

Field Name	Field Value	Field Name	Field Value
Asset Type:	Water Tank	Status:	ACTIVE
Acquisition Cost:	8,798.00	Acquisition Date:	10/17/1995
Asset GL Acct #	331	Depr Exp GL Acct #	
Accum Depr GL Acct #		Location	
Cost Center		Class	331
Department		Custodian	
Tag ID		Manufacturer	
Description 2		Description 3	
Model Number		Serial Number	
Vendor		Replacement Value	0.00
Size		Project ID	
Asset CIP GL Acct #			

Comments:

Gain/(Loss) Field Name	Field Value	Gain/(Loss) Field Name	Field Value
Disposal/Exchange Date:			
Cash Proceeds:		Cash Paid:	
Like-Kind Property Received:		Non-Cash Payments:	
Non Like-Kind Property Received:		Net Proceeds:	

Summary	GAAP
Ending Date:	04/30/2018
Ending Asset Balance:	8,798.00
Reported Ending Bal Accum Depr:	8,798.00
Net Book Value:	0.00
Reported Depreciation:	0.00
Net Section 179/179A:	0.00
Addition First Year Depr	0.00
Recognized Gain/Loss:	0.00

Asset ID: 000004

Description: MISC PALNT PIPING

Field Name	Field Value	Field Name	Field Value
Asset Type:	Water Tank	Status:	ACTIVE
Acquisition Cost:	1,748.00	Acquisition Date:	10/17/1995
Asset GL Acct #	331	Depr Exp GL Acct #	
Accum Depr GL Acct #		Location	
Cost Center		Class	331
Department		Custodian	
Tag ID		Manufacturer	
Description 2		Description 3	
Model Number		Serial Number	
Vendor		Replacement Value	0.00
Size		Project ID	
Asset CIP GL Acct #			

Comments:

Gain/(Loss) Field Name	Field Value	Gain/(Loss) Field Name	Field Value
Disposal/Exchange Date:			
Cash Proceeds:		Cash Paid:	
Like-Kind Property Received:		Non-Cash Payments:	
Non Like-Kind Property Received:		Net Proceeds:	

Summary	GAAP
Ending Date:	04/30/2018
Ending Asset Balance:	1,748.00
Reported Ending Bal Accum Depr:	1,748.00
Net Book Value:	0.00
Reported Depreciation:	0.00
Net Section 179/179A:	0.00
Addition First Year Depr	0.00
Recognized Gain/Loss:	0.00

Asset ID: 000005**Description:** 105000 GAL STOR TANK

Field Name	Field Value	Field Name	Field Value
Asset Type:	Water Tank	Status:	ACTIVE
Acquisition Cost:	10,296.00	Acquisition Date:	10/17/1995
Asset GL Acct #	304	Depr Exp GL Acct #	
Accum Depr GL Acct #		Location	
Cost Center		Class	304
Department		Custodian	
Tag ID		Manufacturer	
Description 2		Description 3	
Model Number		Serial Number	
Vendor		Replacement Value	0.00
Size		Project ID	
Asset CIP GL Acct #			

Comments:

Gain/(Loss) Field Name	Field Value	Gain/(Loss) Field Name	Field Value
Disposal/Exchange Date:			
Cash Proceeds:		Cash Paid:	
Like-Kind Property Received:		Non-Cash Payments:	
Non Like-Kind Property Received:		Net Proceeds:	

Summary	GAAP
Ending Date:	04/30/2018
Ending Asset Balance:	10,296.00
Reported Ending Bal Accum Depr:	10,296.00
Net Book Value:	0.00
Reported Depreciation:	0.00
Net Section 179/179A:	0.00
Addition First Year Depr	0.00
Recognized Gain/Loss:	0.00

Asset ID: 000006

Description:	3000 GAL PRESSURE TK
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Field Name	Field Value	Field Name	Field Value
Asset Type:	Water Tank	Status:	ACTIVE
Acquisition Cost:	389.00	Acquisition Date:	10/17/1995
Asset GL Acct #	304	Depr Exp GL Acct #	
Accum Depr GL Acct #		Location	
Cost Center		Class	304
Department		Custodian	
Tag ID		Manufacturer	
Description 2		Description 3	
Model Number		Serial Number	
Vendor		Replacement Value	0.00
Size		Project ID	
Asset CIP GL Acct #			

Comments:

Gain/(Loss) Field Name	Field Value	Gain/(Loss) Field Name	Field Value
Disposal/Exchange Date:		Cash Paid:	
Cash Proceeds:		Non-Cash Payments:	
Like-Kind Property Received:		Net Proceeds:	
Non Like-Kind Property Received:			

Summary	GAAP
Ending Date:	04/30/2018
Ending Asset Balance:	389.00
Reported Ending Bal Accum Depr:	389.00
Net Book Value:	0.00
Reported Depreciation:	0.00
Net Section 179/179A:	0.00
Addition First Year Depr	0.00
Recognized Gain/Loss:	0.00

Asset ID: 000007

Description: ELECTRIC PANEL			
Field Name	Field Value	Field Name	Field Value
Asset Type:	Water Tank	Status:	ACTIVE
Acquisition Cost:	583.00	Acquisition Date:	10/17/1995
Asset GL Acct #	304	Depr Exp GL Acct #	
Accum Depr GL Acct #		Location	
Cost Center		Class	304
Department		Custodian	
Tag ID		Manufacturer	
Description 2		Description 3	
Model Number		Serial Number	
Vendor		Replacement Value	0.00
Size		Project ID	
Asset CIP GL Acct #			

Comments:

Gain/(Loss) Field Name	Field Value	Gain/(Loss) Field Name	Field Value
Disposal/Exchange Date:			
Cash Proceeds:		Cash Paid:	
Like-Kind Property Received:		Non-Cash Payments:	
Non Like-Kind Property Received:		Net Proceeds:	

Summary	GAAP
Ending Date:	04/30/2018
Ending Asset Balance:	583.00
Reported Ending Bal Accum Depr:	583.00
Net Book Value:	0.00
Reported Depreciation:	0.00
Net Section 179/179A:	0.00
Addition First Year Depr	0.00
Recognized Gain/Loss:	0.00

Asset ID: 000008

Description: METERE SERVICES

Field Name	Field Value	Field Name	Field Value
Asset Type:	Meter - 7 yr	Status:	ACTIVE
Acquisition Cost:	594.00	Acquisition Date:	10/17/1995
Asset GL Acct #	334	Depr Exp GL Acct #	
Accum Depr GL Acct #		Location	
Cost Center		Class	334
Department		Custodian	
Tag ID		Manufacturer	
Description 2		Description 3	
Model Number		Serial Number	
Vendor		Replacement Value	0.00
Size		Project ID	
Asset CIP GL Acct #			

Comments:

Gain/(Loss) Field Name	Field Value	Gain/(Loss) Field Name	Field Value
Disposal/Exchange Date:		Cash Paid:	
Cash Proceeds:		Non-Cash Payments:	
Like-Kind Property Received:		Net Proceeds:	
Non Like-Kind Property Received:			

Summary	GAAP
Ending Date:	04/30/2018
Ending Asset Balance:	594.00
Reported Ending Bal Accum Depr:	594.00
Net Book Value:	0.00
Reported Depreciation:	0.00
Net Section 179/179A:	0.00
Addition First Year Depr	0.00
Recognized Gain/Loss:	0.00

Asset ID: 000009

Description: 3/4" SOLENOID VALVES

Field Name	Field Value	Field Name	Field Value
Asset Type:	Water Tank	Status:	ACTIVE
Acquisition Cost:	0.00	Acquisition Date:	10/17/1995
Asset GL Acct #	304	Depr Exp GL Acct #	
Accum Depr GL Acct #		Location	
Cost Center		Class	304
Department		Custodian	
Tag ID		Manufacturer	
Description 2		Description 3	
Model Number		Serial Number	
Vendor		Replacement Value	0.00
Size		Project ID	
Asset CIP GL Acct #			

Comments:

Gain/(Loss) Field Name	Field Value	Gain/(Loss) Field Name	Field Value
Disposal/Exchange Date:			
Cash Proceeds:		Cash Paid:	
Like-Kind Property Received:		Non-Cash Payments:	
Non Like-Kind Property Received:		Net Proceeds:	

Summary	GAAP
Ending Date:	04/30/2018
Ending Asset Balance:	0.00
Reported Ending Bal Accum Depr:	0.00
Net Book Value:	0.00
Reported Depreciation:	0.00
Net Section 179/179A:	0.00
Addition First Year Depr	0.00
Recognized Gain/Loss:	0.00

Asset ID: 000010**Description:** 10 HP BOOSTER PUMP

Field Name	Field Value	Field Name	Field Value
Asset Type:	Water Tank	Status:	ACTIVE
Acquisition Cost:	0.00	Acquisition Date:	10/17/1995
Asset GL Acct #	311	Depr Exp GL Acct #	
Accum Depr GL Acct #		Location	
Cost Center		Class	311
Department		Custodian	
Tag ID		Manufacturer	
Description 2		Description 3	
Model Number		Serial Number	
Vendor		Replacement Value	0.00
Size		Project ID	
Asset CIP GL Acct #			

Comments:

Gain/(Loss) Field Name	Field Value	Gain/(Loss) Field Name	Field Value
Disposal/Exchange Date:			
Cash Proceeds:		Cash Paid:	
Like-Kind Property Received:		Non-Cash Payments:	
Non Like-Kind Property Received:		Net Proceeds:	

Summary	GAAP
Ending Date:	04/30/2018
Ending Asset Balance:	0.00
Reported Ending Bal Accum Depr:	0.00
Net Book Value:	0.00
Reported Depreciation:	0.00
Net Section 179/179A:	0.00
Addition First Year Depr	0.00
Recognized Gain/Loss:	0.00

Asset ID: 000011**Description:** 200 FT GALV PIPE

Field Name	Field Value	Field Name	Field Value
Asset Type:	Water Tank	Status:	ACTIVE
Acquisition Cost:	0.00	Acquisition Date:	10/17/1995
Asset GL Acct #	331	Depr Exp GL Acct #	
Accum Depr GL Acct #		Location	
Cost Center		Class	331
Department		Custodian	
Tag ID		Manufacturer	
Description 2		Description 3	
Model Number		Serial Number	
Vendor		Replacement Value	0.00
Size		Project ID	
Asset CIP GL Acct #			

Comments:

Gain/(Loss) Field Name	Field Value	Gain/(Loss) Field Name	Field Value
Disposal/Exchange Date:			
Cash Proceeds:		Cash Paid:	
Like-Kind Property Received:		Non-Cash Payments:	
Non Like-Kind Property Received:		Net Proceeds:	

Summary	GAAP
Ending Date:	04/30/2018
Ending Asset Balance:	0.00
Reported Ending Bal Accum Depr:	0.00
Net Book Value:	0.00
Reported Depreciation:	0.00
Net Section 179/179A:	0.00
Addition First Year Depr	0.00
Recognized Gain/Loss:	0.00

Asset ID: 000012**Description:** Pumping Equipment

Field Name	Field Value	Field Name	Field Value
Asset Type:	Water Tank	Status:	ACTIVE
Acquisition Cost:	13,842.00	Acquisition Date:	10/08/2001
Asset GL Acct #	311	Depr Exp GL Acct #	
Accum Depr GL Acct #		Location	
Cost Center		Class	311
Department		Custodian	
Tag ID		Manufacturer	
Description 2		Description 3	
Model Number		Serial Number	
Vendor		Replacement Value	0.00
Size		Project ID	
Asset CIP GL Acct #			

Comments:

Gain/(Loss) Field Name	Field Value	Gain/(Loss) Field Name	Field Value
Disposal/Exchange Date:			
Cash Proceeds:		Cash Paid:	
Like-Kind Property Received:		Non-Cash Payments:	
Non Like-Kind Property Received:		Net Proceeds:	

Summary	GAAP
Ending Date:	04/30/2018
Ending Asset Balance:	13,842.00
Reported Ending Bal Accum Depr:	11,656.45
Net Book Value:	2,185.55
Reported Depreciation:	822.79
Net Section 179/179A:	0.00
Addition First Year Depr	0.00
Recognized Gain/Loss:	0.00

Asset ID: 000013**Description:** AIR COMPRESSOR

Field Name	Field Value	Field Name	Field Value
Asset Type:	Water Tank	Status:	ACTIVE
Acquisition Cost:	0.00	Acquisition Date:	10/17/1995
Asset GL Acct #	339	Depr Exp GL Acct #	
Accum Depr GL Acct #		Location	
Cost Center		Class	339
Department		Custodian	
Tag ID		Manufacturer	
Description 2		Description 3	
Model Number		Serial Number	
Vendor		Replacement Value	0.00
Size		Project ID	
Asset CIP GL Acct #			

Comments:

Gain/(Loss) Field Name	Field Value	Gain/(Loss) Field Name	Field Value
Disposal/Exchange Date:			
Cash Proceeds:		Cash Paid:	
Like-Kind Property Received:		Non-Cash Payments:	
Non Like-Kind Property Received:		Net Proceeds:	

Summary	GAAP
Ending Date:	04/30/2018
Ending Asset Balance:	0.00
Reported Ending Bal Accum Depr:	0.00
Net Book Value:	0.00
Reported Depreciation:	0.00
Net Section 179/179A:	0.00
Addition First Year Depr	0.00
Recognized Gain/Loss:	0.00

Asset ID: 000014**Description:** MARICOPA LAND

Field Name	Field Value	Field Name	Field Value
Asset Type:	Land	Status:	ACTIVE
Acquisition Cost:	4,018.00	Acquisition Date:	10/17/1995
Asset GL Acct #	303	Depr Exp GL Acct #	
Accum Depr GL Acct #		Location	
Cost Center		Class	303
Department		Custodian	
Tag ID		Manufacturer	
Description 2		Description 3	
Model Number		Serial Number	
Vendor		Replacement Value	0.00
Size		Project ID	
Asset CIP GL Acct #			

Comments:

Gain/(Loss) Field Name	Field Value	Gain/(Loss) Field Name	Field Value
Disposal/Exchange Date:			
Cash Proceeds:		Cash Paid:	
Like-Kind Property Received:		Non-Cash Payments:	
Non Like-Kind Property Received:		Net Proceeds:	

Summary	GAAP
Ending Date:	04/30/2018
Ending Asset Balance:	4,018.00
Reported Ending Bal Accum Depr:	0.00
Net Book Value:	4,018.00
Reported Depreciation:	0.00
Net Section 179/179A:	0.00
Addition First Year Depr	0.00
Recognized Gain/Loss:	0.00

Asset ID: 000015**Description:** MARICOPA CO LAND

Field Name	Field Value	Field Name	Field Value
Asset Type:	Land	Status:	ACTIVE
Acquisition Cost:	1,140.00	Acquisition Date:	10/17/1995
Asset GL Acct #	303	Depr Exp GL Acct #	
Accum Depr GL Acct #		Location	
Cost Center		Class	303
Department		Custodian	
Tag ID		Manufacturer	
Description 2		Description 3	
Model Number		Serial Number	
Vendor		Replacement Value	0.00
Size		Project ID	
Asset CIP GL Acct #			

Comments:

Gain/(Loss) Field Name	Field Value	Gain/(Loss) Field Name	Field Value
Disposal/Exchange Date:			
Cash Proceeds:		Cash Paid:	
Like-Kind Property Received:		Non-Cash Payments:	
Non Like-Kind Property Received:		Net Proceeds:	

Summary	GAAP
Ending Date:	04/30/2018
Ending Asset Balance:	1,140.00
Reported Ending Bal Accum Depr:	0.00
Net Book Value:	1,140.00
Reported Depreciation:	0.00
Net Section 179/179A:	0.00
Addition First Year Depr	0.00
Recognized Gain/Loss:	0.00

Asset ID: 000016**Description:** MARICOPA LAND .22ACR

Field Name	Field Value	Field Name	Field Value
Asset Type:	Land	Status:	ACTIVE
Acquisition Cost:	2,770.00	Acquisition Date:	10/17/1995
Asset GL Acct #	303	Depr Exp GL Acct #	
Accum Depr GL Acct #		Location	
Cost Center		Class	303
Department		Custodian	
Tag ID		Manufacturer	
Description 2		Description 3	
Model Number		Serial Number	
Vendor		Replacement Value	0.00
Size		Project ID	
Asset CIP GL Acct #			

Comments:

Gain/(Loss) Field Name	Field Value	Gain/(Loss) Field Name	Field Value
Disposal/Exchange Date:			
Cash Proceeds:		Cash Paid:	
Like-Kind Property Received:		Non-Cash Payments:	
Non Like-Kind Property Received:		Net Proceeds:	

Summary	GAAP
Ending Date:	04/30/2018
Ending Asset Balance:	2,770.00
Reported Ending Bal Accum Depr:	0.00
Net Book Value:	2,770.00
Reported Depreciation:	0.00
Net Section 179/179A:	0.00
Addition First Year Depr	0.00
Recognized Gain/Loss:	0.00

Asset ID: 000017

Description: HO EQUIPMENT			
Field Name	Field Value	Field Name	Field Value
Asset Type:	Water Tank	Status:	ACTIVE
Acquisition Cost:	780.00	Acquisition Date:	10/17/1995
Asset GL Acct #	304	Depr Exp GL Acct #	
Accum Depr GL Acct #		Location	
Cost Center		Class	304
Department		Custodian	
Tag ID		Manufacturer	
Description 2		Description 3	
Model Number		Serial Number	
Vendor		Replacement Value	0.00
Size		Project ID	
Asset CIP GL Acct #			

Comments:

Gain/(Loss) Field Name	Field Value	Gain/(Loss) Field Name	Field Value
Disposal/Exchange Date:			
Cash Proceeds:		Cash Paid:	
Like-Kind Property Received:		Non-Cash Payments:	
Non Like-Kind Property Received:		Net Proceeds:	

Summary	GAAP
Ending Date:	04/30/2018
Ending Asset Balance:	780.00
Reported Ending Bal Accum Depr:	780.00
Net Book Value:	0.00
Reported Depreciation:	0.00
Net Section 179/179A:	0.00
Addition First Year Depr	0.00
Recognized Gain/Loss:	0.00

Asset ID: 000018**Description:** DEL TUFO TIE-IN

Field Name	Field Value	Field Name	Field Value
Asset Type:	Water Tank	Status:	ACTIVE
Acquisition Cost:	15,963.00	Acquisition Date:	02/28/1998
Asset GL Acct #	304	Depr Exp GL Acct #	
Accum Depr GL Acct #		Location	
Cost Center		Class	304
Department		Custodian	
Tag ID		Manufacturer	
Description 2		Description 3	
Model Number		Serial Number	
Vendor		Replacement Value	0.00
Size		Project ID	
Asset CIP GL Acct #			

Comments:

Gain/(Loss) Field Name	Field Value	Gain/(Loss) Field Name	Field Value
Disposal/Exchange Date:			
Cash Proceeds:		Cash Paid:	
Like-Kind Property Received:		Non-Cash Payments:	
Non Like-Kind Property Received:		Net Proceeds:	

Summary	GAAP
Ending Date:	04/30/2018
Ending Asset Balance:	15,963.00
Reported Ending Bal Accum Depr:	15,963.00
Net Book Value:	0.00
Reported Depreciation:	864.66
Net Section 179/179A:	0.00
Addition First Year Depr	0.00
Recognized Gain/Loss:	0.00

Asset ID: 000019**Description:** CIRCLE CITY METERS

Field Name	Field Value	Field Name	Field Value
Asset Type:	Meter - 25 yr	Status:	ACTIVE
Acquisition Cost:	1,914.00	Acquisition Date:	06/30/1998
Asset GL Acct #	334	Depr Exp GL Acct #	
Accum Depr GL Acct #		Location	
Cost Center		Class	334
Department		Custodian	
Tag ID		Manufacturer	
Description 2		Description 3	
Model Number		Serial Number	
Vendor		Replacement Value	0.00
Size		Project ID	
Asset CIP GL Acct #			

Comments:

Gain/(Loss) Field Name	Field Value	Gain/(Loss) Field Name	Field Value
Disposal/Exchange Date:		Cash Paid:	
Cash Proceeds:		Non-Cash Payments:	
Like-Kind Property Received:		Net Proceeds:	
Non Like-Kind Property Received:			

Summary	GAAP
Ending Date:	04/30/2018
Ending Asset Balance:	1,914.00
Reported Ending Bal Accum Depr:	1,906.02
Net Book Value:	7.98
Reported Depreciation:	127.59
Net Section 179/179A:	0.00
Addition First Year Depr	0.00
Recognized Gain/Loss:	0.00

Asset ID: 000020**Description:** METERS AND METER INS

Field Name	Field Value	Field Name	Field Value
Asset Type:	Meter - 25 yr	Status:	ACTIVE
Acquisition Cost:	13,412.00	Acquisition Date:	06/30/1999
Asset GL Acct #	334	Depr Exp GL Acct #	
Accum Depr GL Acct #		Location	
Cost Center		Class	334
Department		Custodian	
Tag ID		Manufacturer	
Description 2		Description 3	
Model Number		Serial Number	
Vendor		Replacement Value	0.00
Size		Project ID	
Asset CIP GL Acct #			

Comments:

Gain/(Loss) Field Name	Field Value	Gain/(Loss) Field Name	Field Value
Disposal/Exchange Date:			
Cash Proceeds:		Cash Paid:	
Like-Kind Property Received:		Non-Cash Payments:	
Non Like-Kind Property Received:		Net Proceeds:	

Summary	GAAP
Ending Date:	04/30/2018
Ending Asset Balance:	13,412.00
Reported Ending Bal Accum Depr:	12,685.50
Net Book Value:	726.50
Reported Depreciation:	894.12
Net Section 179/179A:	0.00
Addition First Year Depr	0.00
Recognized Gain/Loss:	0.00

Asset ID: 000021**Description:** Communication Equipment

Field Name	Field Value	Field Name	Field Value
Asset Type:	Meter - 25 yr	Status:	ACTIVE
Acquisition Cost:	569.00	Acquisition Date:	12/31/2003
Asset GL Acct #	346	Depr Exp GL Acct #	
Accum Depr GL Acct #		Location	
Cost Center		Class	346
Department		Custodian	
Tag ID		Manufacturer	
Description 2		Description 3	
Model Number		Serial Number	
Vendor		Replacement Value	0.00
Size		Project ID	
Asset CIP GL Acct #			

Comments:

Gain/(Loss) Field Name	Field Value	Gain/(Loss) Field Name	Field Value
Disposal/Exchange Date:			
Cash Proceeds:		Cash Paid:	
Like-Kind Property Received:		Non-Cash Payments:	
Non Like-Kind Property Received:		Net Proceeds:	

Summary	GAAP
Ending Date:	04/30/2018
Ending Asset Balance:	569.00
Reported Ending Bal Accum Depr:	328.14
Net Book Value:	240.86
Reported Depreciation:	30.36
Net Section 179/179A:	0.00
Addition First Year Depr	0.00
Recognized Gain/Loss:	0.00

Asset ID: 000023**Description:** Mainline Extension - Solomon Dr

Field Name	Field Value	Field Name	Field Value
Asset Type:	Pipe	Status:	ACTIVE
Acquisition Cost:	1,970.00	Acquisition Date:	11/11/2004
Asset GL Acct #	331	Depr Exp GL Acct #	
Accum Depr GL Acct #		Location	
Cost Center	331	Class	331
Department		Custodian	
Tag ID		Manufacturer	
Description 2		Description 3	
Model Number		Serial Number	
Vendor		Replacement Value	0.00
Size		Project ID	
Asset CIP GL Acct #			

Comments:

Gain/(Loss) Field Name	Field Value	Gain/(Loss) Field Name	Field Value
Disposal/Exchange Date:			
Cash Proceeds:		Cash Paid:	
Like-Kind Property Received:		Non-Cash Payments:	
Non Like-Kind Property Received:		Net Proceeds:	

Summary	GAAP
Ending Date:	04/30/2018
Ending Asset Balance:	1,970.00
Reported Ending Bal Accum Depr:	1,063.81
Net Book Value:	906.19
Reported Depreciation:	105.08
Net Section 179/179A:	0.00
Addition First Year Depr	0.00
Recognized Gain/Loss:	0.00

Asset ID: 000024**Description:** Pumping Equipment -3 Bloomquist Pump

Field Name	Field Value	Field Name	Field Value
Asset Type:	Machinery Equipment	Status:	ACTIVE
Acquisition Cost:	705.99	Acquisition Date:	07/19/2005
Asset GL Acct #	311	Depr Exp GL Acct #	
Accum Depr GL Acct #		Location	
Cost Center		Class	311
Department		Custodian	
Tag ID		Manufacturer	
Description 2		Description 3	
Model Number		Serial Number	
Vendor		Replacement Value	0.00
Size		Project ID	
Asset CIP GL Acct #			

Comments:

Gain/(Loss) Field Name	Field Value	Gain/(Loss) Field Name	Field Value
Disposal/Exchange Date:			
Cash Proceeds:		Cash Paid:	
Like-Kind Property Received:		Non-Cash Payments:	
Non Like-Kind Property Received:		Net Proceeds:	

Summary	GAAP
Ending Date:	04/30/2018
Ending Asset Balance:	705.99
Reported Ending Bal Accum Depr:	705.99
Net Book Value:	0.00
Reported Depreciation:	0.00
Net Section 179/179A:	0.00
Addition First Year Depr	0.00
Recognized Gain/Loss:	0.00

Asset ID: 000025**Description:** Pumping Equipment - 2 Swain Electric

Field Name	Field Value	Field Name	Field Value
Asset Type:	Meter - 25 yr	Status:	ACTIVE
Acquisition Cost:	6,415.06	Acquisition Date:	08/19/2005
Asset GL Acct #	311	Depr Exp GL Acct #	
Accum Depr GL Acct #		Location	
Cost Center		Class	311
Department		Custodian	
Tag ID		Manufacturer	
Description 2		Description 3	
Model Number		Serial Number	
Vendor		Replacement Value	0.00
Size		Project ID	
Asset CIP GL Acct #			

Comments:

Gain/(Loss) Field Name	Field Value	Gain/(Loss) Field Name	Field Value
Disposal/Exchange Date:			
Cash Proceeds:		Cash Paid:	
Like-Kind Property Received:		Non-Cash Payments:	
Non Like-Kind Property Received:		Net Proceeds:	

Summary	GAAP
Ending Date:	04/30/2018
Ending Asset Balance:	6,415.06
Reported Ending Bal Accum Depr:	3,271.64
Net Book Value:	3,143.42
Reported Depreciation:	342.12
Net Section 179/179A:	0.00
Addition First Year Depr	0.00
Recognized Gain/Loss:	0.00

Asset ID: 000026**Description:** Meter

Field Name	Field Value	Field Name	Field Value
Asset Type:	Meter - 25 yr	Status:	ACTIVE
Acquisition Cost:	137.45	Acquisition Date:	09/01/2006
Asset GL Acct #	334	Depr Exp GL Acct #	
Accum Depr GL Acct #		Location	
Cost Center		Class	334
Department		Custodian	
Tag ID		Manufacturer	
Description 2		Description 3	
Model Number		Serial Number	
Vendor		Replacement Value	0.00
Size		Project ID	
Asset CIP GL Acct #			

Comments:

Gain/(Loss) Field Name	Field Value	Gain/(Loss) Field Name	Field Value
Disposal/Exchange Date:			
Cash Proceeds:		Cash Paid:	
Like-Kind Property Received:		Non-Cash Payments:	
Non Like-Kind Property Received:		Net Proceeds:	

Summary	GAAP
Ending Date:	04/30/2018
Ending Asset Balance:	137.45
Reported Ending Bal Accum Depr:	64.17
Net Book Value:	73.28
Reported Depreciation:	7.34
Net Section 179/179A:	0.00
Addition First Year Depr	0.00
Recognized Gain/Loss:	0.00

Asset ID: 000027

Description: Meter			
Field Name	Field Value	Field Name	Field Value
Asset Type:	Meter - 25 yr	Status:	ACTIVE
Acquisition Cost:	52.54	Acquisition Date:	09/05/2006
Asset GL Acct #	334	Depr Exp GL Acct #	
Accum Depr GL Acct #		Location	
Cost Center		Class	334
Department		Custodian	
Tag ID		Manufacturer	
Description 2		Description 3	
Model Number		Serial Number	
Vendor		Replacement Value	0.00
Size		Project ID	
Asset CIP GL Acct #			

Comments:

Gain/(Loss) Field Name	Field Value	Gain/(Loss) Field Name	Field Value
Disposal/Exchange Date:			
Cash Proceeds:		Cash Paid:	
Like-Kind Property Received:		Non-Cash Payments:	
Non Like-Kind Property Received:		Net Proceeds:	

Summary	GAAP
Ending Date:	04/30/2018
Ending Asset Balance:	52.54
Reported Ending Bal Accum Depr:	24.50
Net Book Value:	28.04
Reported Depreciation:	2.80
Net Section 179/179A:	0.00
Addition First Year Depr	0.00
Recognized Gain/Loss:	0.00

Asset ID: 000028**Description:** GOULDS 5RWALC 14 STAGE 20HP BOWL PUMP

Field Name	Field Value	Field Name	Field Value
Asset Type:	Meter - 25 yr	Status:	ACTIVE
Acquisition Cost:	10,650.28	Acquisition Date:	12/12/2006
Asset GL Acct #	311	Depr Exp GL Acct #	
Accum Depr GL Acct #	108.01	Location	
Cost Center		Class	311
Department		Custodian	
Tag ID		Manufacturer	
Description 2		Description 3	
Model Number		Serial Number	
Vendor		Replacement Value	0.00
Size		Project ID	
Asset CIP GL Acct #			

Comments:

Gain/(Loss) Field Name	Field Value	Gain/(Loss) Field Name	Field Value
Disposal/Exchange Date:			
Cash Proceeds:		Cash Paid:	
Like-Kind Property Received:		Non-Cash Payments:	
Non Like-Kind Property Received:		Net Proceeds:	

Summary	GAAP
Ending Date:	04/30/2018
Ending Asset Balance:	10,650.28
Reported Ending Bal Accum Depr:	4,863.61
Net Book Value:	5,786.67
Reported Depreciation:	568.01
Net Section 179/179A:	0.00
Addition First Year Depr	0.00
Recognized Gain/Loss:	0.00

Asset ID: 000031

Description: PUMP EQUIPMENT			
Field Name	Field Value	Field Name	Field Value
Asset Type:	Meter - 25 yr	Status:	ACTIVE
Acquisition Cost:	9,143.64	Acquisition Date:	11/01/2006
Asset GL Acct #	311	Depr Exp GL Acct #	
Accum Depr GL Acct #	108.01	Location	
Cost Center		Class	311
Department		Custodian	
Tag ID		Manufacturer	
Description 2		Description 3	
Model Number		Serial Number	
Vendor		Replacement Value	0.00
Size		Project ID	
Asset CIP GL Acct #			

Comments:

Gain/(Loss) Field Name	Field Value	Gain/(Loss) Field Name	Field Value
Disposal/Exchange Date:			
Cash Proceeds:		Cash Paid:	
Like-Kind Property Received:		Non-Cash Payments:	
Non Like-Kind Property Received:		Net Proceeds:	

Summary	GAAP
Ending Date:	04/30/2018
Ending Asset Balance:	9,143.64
Reported Ending Bal Accum Depr:	4,206.13
Net Book Value:	4,937.51
Reported Depreciation:	487.67
Net Section 179/179A:	0.00
Addition First Year Depr	0.00
Recognized Gain/Loss:	0.00

Asset ID: 000032**Description:** METER-25 YRS

Field Name	Field Value	Field Name	Field Value
Asset Type:	Meter - 25 yr	Status:	ACTIVE
Acquisition Cost:	57.44	Acquisition Date:	10/01/2006
Asset GL Acct #	334	Depr Exp GL Acct #	
Accum Depr GL Acct #	108.01	Location	
Cost Center		Class	334
Department		Custodian	
Tag ID		Manufacturer	
Description 2		Description 3	
Model Number		Serial Number	
Vendor		Replacement Value	0.00
Size		Project ID	
Asset CIP GL Acct #			

Comments:

Gain/(Loss) Field Name	Field Value	Gain/(Loss) Field Name	Field Value
Disposal/Exchange Date:			
Cash Proceeds:		Cash Paid:	
Like-Kind Property Received:		Non-Cash Payments:	
Non Like-Kind Property Received:		Net Proceeds:	

Summary	GAAP
Ending Date:	04/30/2018
Ending Asset Balance:	57.44
Reported Ending Bal Accum Depr:	26.63
Net Book Value:	30.81
Reported Depreciation:	3.06
Net Section 179/179A:	0.00
Addition First Year Depr	0.00
Recognized Gain/Loss:	0.00

Asset ID: 000033

Description: PUMPING EQUIP			
Field Name	Field Value	Field Name	Field Value
Asset Type:	Meter - 25 yr	Status:	ACTIVE
Acquisition Cost:	191.45	Acquisition Date:	12/06/2006
Asset GL Acct #	311	Depr Exp GL Acct #	
Accum Depr GL Acct #	108.01	Location	
Cost Center		Class	311
Department		Custodian	
Tag ID		Manufacturer	
Description 2		Description 3	
Model Number		Serial Number	
Vendor		Replacement Value	0.00
Size		Project ID	
Asset CIP GL Acct #			

Comments:

Gain/(Loss) Field Name	Field Value	Gain/(Loss) Field Name	Field Value
Disposal/Exchange Date:			
Cash Proceeds:		Cash Paid:	
Like-Kind Property Received:		Non-Cash Payments:	
Non Like-Kind Property Received:		Net Proceeds:	

Summary	GAAP
Ending Date:	04/30/2018
Ending Asset Balance:	191.45
Reported Ending Bal Accum Depr:	87.46
Net Book Value:	103.99
Reported Depreciation:	10.22
Net Section 179/179A:	0.00
Addition First Year Depr	0.00
Recognized Gain/Loss:	0.00

Asset ID: 000034

Description: Meter			
Field Name	Field Value	Field Name	Field Value
Asset Type:	Meter - 25 yr	Status:	ACTIVE
Acquisition Cost:	123.60	Acquisition Date:	12/12/2006
Asset GL Acct #	334	Depr Exp GL Acct #	
Accum Depr GL Acct #		Location	
Cost Center		Class	334
Department		Custodian	
Tag ID		Manufacturer	
Description 2		Description 3	
Model Number		Serial Number	
Vendor		Replacement Value	0.00
Size		Project ID	
Asset CIP GL Acct #			

Comments:

Gain/(Loss) Field Name	Field Value	Gain/(Loss) Field Name	Field Value
Disposal/Exchange Date:			
Cash Proceeds:		Cash Paid:	
Like-Kind Property Received:		Non-Cash Payments:	
Non Like-Kind Property Received:		Net Proceeds:	

Summary	GAAP
Ending Date:	04/30/2018
Ending Asset Balance:	123.60
Reported Ending Bal Accum Depr:	56.39
Net Book Value:	67.21
Reported Depreciation:	6.58
Net Section 179/179A:	0.00
Addition First Year Depr	0.00
Recognized Gain/Loss:	0.00

Asset ID: 000035

Description: Meter			
Field Name	Field Value	Field Name	Field Value
Asset Type:	Meter - 25 yr	Status:	ACTIVE
Acquisition Cost:	57.45	Acquisition Date:	12/05/2006
Asset GL Acct #	334	Depr Exp GL Acct #	
Accum Depr GL Acct #		Location	
Cost Center		Class	334
Department		Custodian	
Tag ID		Manufacturer	
Description 2		Description 3	
Model Number		Serial Number	
Vendor		Replacement Value	0.00
Size		Project ID	
Asset CIP GL Acct #			

Comments:

Gain/(Loss) Field Name	Field Value	Gain/(Loss) Field Name	Field Value
Disposal/Exchange Date:			
Cash Proceeds:		Cash Paid:	
Like-Kind Property Received:		Non-Cash Payments:	
Non Like-Kind Property Received:		Net Proceeds:	

Summary	GAAP
Ending Date:	04/30/2018
Ending Asset Balance:	57.45
Reported Ending Bal Accum Depr:	26.25
Net Book Value:	31.20
Reported Depreciation:	3.06
Net Section 179/179A:	0.00
Addition First Year Depr	0.00
Recognized Gain/Loss:	0.00

Asset ID: 000036**Description:** Meter DI S3603247.001

Field Name	Field Value	Field Name	Field Value
Asset Type:	Meter - 25 yr	Status:	ACTIVE
Acquisition Cost:	105.53	Acquisition Date:	01/10/2007
Asset GL Acct #	334	Depr Exp GL Acct #	
Accum Depr GL Acct #		Location	
Cost Center		Class	334
Department		Custodian	
Tag ID		Manufacturer	
Description 2		Description 3	
Model Number		Serial Number	
Vendor		Replacement Value	0.00
Size		Project ID	
Asset CIP GL Acct #			

Comments:

Gain/(Loss) Field Name	Field Value	Gain/(Loss) Field Name	Field Value
Disposal/Exchange Date:			
Cash Proceeds:		Cash Paid:	
Like-Kind Property Received:		Non-Cash Payments:	
Non Like-Kind Property Received:		Net Proceeds:	

Summary	GAAP
Ending Date:	04/30/2018
Ending Asset Balance:	105.53
Reported Ending Bal Accum Depr:	47.82
Net Book Value:	57.71
Reported Depreciation:	5.62
Net Section 179/179A:	0.00
Addition First Year Depr	0.00
Recognized Gain/Loss:	0.00

Asset ID: 000037**Description:** Meter DI S3613114.001

Field Name	Field Value	Field Name	Field Value
Asset Type:	Meter - 25 yr	Status:	ACTIVE
Acquisition Cost:	609.05	Acquisition Date:	01/10/2007
Asset GL Acct #	334	Depr Exp GL Acct #	
Accum Depr GL Acct #		Location	
Cost Center		Class	334
Department		Custodian	
Tag ID		Manufacturer	
Description 2		Description 3	
Model Number		Serial Number	
Vendor		Replacement Value	0.00
Size		Project ID	
Asset CIP GL Acct #			

Comments:

Gain/(Loss) Field Name	Field Value	Gain/(Loss) Field Name	Field Value
Disposal/Exchange Date:			
Cash Proceeds:		Cash Paid:	
Like-Kind Property Received:		Non-Cash Payments:	
Non Like-Kind Property Received:		Net Proceeds:	

Summary	GAAP
Ending Date:	04/30/2018
Ending Asset Balance:	609.05
Reported Ending Bal Accum Depr:	276.08
Net Book Value:	332.97
Reported Depreciation:	32.48
Net Section 179/179A:	0.00
Addition First Year Depr	0.00
Recognized Gain/Loss:	0.00

Asset ID: 000038**Description:** Meter #67106699, Sensus 5/8 x 3/4

Field Name	Field Value	Field Name	Field Value
Asset Type:	Meter - 25 yr	Status:	ACTIVE
Acquisition Cost:	57.45	Acquisition Date:	01/11/2007
Asset GL Acct #	334	Depr Exp GL Acct #	
Accum Depr GL Acct #		Location	
Cost Center		Class	334
Department		Custodian	
Tag ID		Manufacturer	
Description 2		Description 3	
Model Number		Serial Number	
Vendor		Replacement Value	0.00
Size		Project ID	
Asset CIP GL Acct #			

Comments:

Gain/(Loss) Field Name	Field Value	Gain/(Loss) Field Name	Field Value
Disposal/Exchange Date:			
Cash Proceeds:		Cash Paid:	
Like-Kind Property Received:		Non-Cash Payments:	
Non Like-Kind Property Received:		Net Proceeds:	

Summary	GAAP
Ending Date:	04/30/2018
Ending Asset Balance:	57.45
Reported Ending Bal Accum Depr:	26.06
Net Book Value:	31.39
Reported Depreciation:	3.06
Net Section 179/179A:	0.00
Addition First Year Depr	0.00
Recognized Gain/Loss:	0.00

Asset ID: 000039

Description: Meters			
Field Name	Field Value	Field Name	Field Value
Asset Type:	Meter - 25 yr	Status:	ACTIVE
Acquisition Cost:	336.04	Acquisition Date:	07/19/2007
Asset GL Acct #	334	Depr Exp GL Acct #	
Accum Depr GL Acct #		Location	
Cost Center		Class	334
Department		Custodian	
Tag ID		Manufacturer	
Description 2		Description 3	
Model Number		Serial Number	
Vendor		Replacement Value	0.00
Size		Project ID	
Asset CIP GL Acct #			

Comments:

Gain/(Loss) Field Name	Field Value	Gain/(Loss) Field Name	Field Value
Disposal/Exchange Date:		Cash Paid:	
Cash Proceeds:		Non-Cash Payments:	
Like-Kind Property Received:		Net Proceeds:	
Non Like-Kind Property Received:			

Summary	GAAP
Ending Date:	04/30/2018
Ending Asset Balance:	336.04
Reported Ending Bal Accum Depr:	145.60
Net Book Value:	190.44
Reported Depreciation:	17.92
Net Section 179/179A:	0.00
Addition First Year Depr	0.00
Recognized Gain/Loss:	0.00

Asset ID: 000040**Description:** Meter Work Order 984109-107-105-102-101-100

Field Name	Field Value	Field Name	Field Value
Asset Type:	Meter - 25 yr	Status:	ACTIVE
Acquisition Cost:	413.04	Acquisition Date:	10/31/2007
Asset GL Acct #	334	Depr Exp GL Acct #	
Accum Depr GL Acct #		Location	
Cost Center		Class	334
Department		Custodian	
Tag ID		Manufacturer	
Description 2		Description 3	
Model Number		Serial Number	
Vendor		Replacement Value	0.00
Size		Project ID	
Asset CIP GL Acct #			

Comments:

Gain/(Loss) Field Name	Field Value	Gain/(Loss) Field Name	Field Value
Disposal/Exchange Date:			
Cash Proceeds:		Cash Paid:	
Like-Kind Property Received:		Non-Cash Payments:	
Non Like-Kind Property Received:		Net Proceeds:	

Summary	GAAP
Ending Date:	04/30/2018
Ending Asset Balance:	413.04
Reported Ending Bal Accum Depr:	174.85
Net Book Value:	238.19
Reported Depreciation:	22.04
Net Section 179/179A:	0.00
Addition First Year Depr	0.00
Recognized Gain/Loss:	0.00

Asset ID: 000041**Description:** Meter replacement Work Orders

Field Name	Field Value	Field Name	Field Value
Asset Type:	Meter - 25 yr	Status:	ACTIVE
Acquisition Cost:	1,128.06	Acquisition Date:	11/01/2007
Asset GL Acct #	334	Depr Exp GL Acct #	
Accum Depr GL Acct #		Location	
Cost Center		Class	334
Department		Custodian	
Tag ID		Manufacturer	
Description 2		Description 3	
Model Number		Serial Number	
Vendor		Replacement Value	0.00
Size		Project ID	
Asset CIP GL Acct #			

Comments:

Gain/(Loss) Field Name	Field Value	Gain/(Loss) Field Name	Field Value
Disposal/Exchange Date:			
Cash Proceeds:		Cash Paid:	
Like-Kind Property Received:		Non-Cash Payments:	
Non Like-Kind Property Received:		Net Proceeds:	

Summary	GAAP
Ending Date:	04/30/2018
Ending Asset Balance:	1,128.06
Reported Ending Bal Accum Depr:	473.76
Net Book Value:	654.30
Reported Depreciation:	60.16
Net Section 179/179A:	0.00
Addition First Year Depr	0.00
Recognized Gain/Loss:	0.00

Asset ID: 000042

Description: Meters			
Field Name	Field Value	Field Name	Field Value
Asset Type:	Meter - 25 yr	Status:	ACTIVE
Acquisition Cost:	68.84	Acquisition Date:	12/01/2007
Asset GL Acct #	334	Depr Exp GL Acct #	
Accum Depr GL Acct #		Location	
Cost Center		Class	334
Department		Custodian	
Tag ID		Manufacturer	
Description 2		Description 3	
Model Number		Serial Number	
Vendor		Replacement Value	0.00
Size		Project ID	
Asset CIP GL Acct #			

Comments:

Gain/(Loss) Field Name	Field Value	Gain/(Loss) Field Name	Field Value
Disposal/Exchange Date:			
Cash Proceeds:		Cash Paid:	
Like-Kind Property Received:		Non-Cash Payments:	
Non Like-Kind Property Received:		Net Proceeds:	

Summary	GAAP
Ending Date:	04/30/2018
Ending Asset Balance:	68.84
Reported Ending Bal Accum Depr:	28.65
Net Book Value:	40.19
Reported Depreciation:	3.67
Net Section 179/179A:	0.00
Addition First Year Depr	0.00
Recognized Gain/Loss:	0.00

Asset ID: 000043**Description:** Pumping Equipment

Field Name	Field Value	Field Name	Field Value
Asset Type:	Meter - 25 yr	Status:	ACTIVE
Acquisition Cost:	1,079.68	Acquisition Date:	01/01/2008
Asset GL Acct #	311	Depr Exp GL Acct #	
Accum Depr GL Acct #		Location	
Cost Center		Class	311
Department		Custodian	
Tag ID		Manufacturer	
Description 2		Description 3	
Model Number		Serial Number	
Vendor		Replacement Value	0.00
Size		Project ID	
Asset CIP GL Acct #			

Comments:

Gain/(Loss) Field Name	Field Value	Gain/(Loss) Field Name	Field Value
Disposal/Exchange Date:			
Cash Proceeds:		Cash Paid:	
Like-Kind Property Received:		Non-Cash Payments:	
Non Like-Kind Property Received:		Net Proceeds:	

Summary	GAAP
Ending Date:	04/30/2018
Ending Asset Balance:	1,079.68
Reported Ending Bal Accum Depr:	1,079.68
Net Book Value:	0.00
Reported Depreciation:	0.00
Net Section 179/179A:	0.00
Addition First Year Depr	0.00
Recognized Gain/Loss:	0.00

Asset ID: 000048**Description:** A-1 Homes Main Line

Field Name	Field Value	Field Name	Field Value
Asset Type:	Meter - 25 yr	Status:	ACTIVE
Acquisition Cost:	16,995.00	Acquisition Date:	08/09/2001
Asset GL Acct #	334	Depr Exp GL Acct #	26.05.8010.09
Accum Depr GL Acct #	00.001750.09	Location	Sytem #26
Cost Center		Class	334
Department		Custodian	
Tag ID		Manufacturer	
Description 2		Description 3	
Model Number		Serial Number	
Vendor		Replacement Value	0.00
Size		Project ID	
Asset CIP GL Acct #			

Comments:

Gain/(Loss) Field Name	Field Value	Gain/(Loss) Field Name	Field Value
Disposal/Exchange Date:			
Cash Proceeds:		Cash Paid:	
Like-Kind Property Received:		Non-Cash Payments:	
Non Like-Kind Property Received:		Net Proceeds:	

Summary	GAAP
Ending Date:	04/30/2018
Ending Asset Balance:	16,995.00
Reported Ending Bal Accum Depr:	14,233.30
Net Book Value:	2,761.70
Reported Depreciation:	1,132.99
Net Section 179/179A:	0.00
Addition First Year Depr	0.00
Recognized Gain/Loss:	0.00

Asset ID: 000049

Description: AI Del Tufo Mainline			
Field Name	Field Value	Field Name	Field Value
Asset Type:	Meter - 25 yr	Status:	ACTIVE
Acquisition Cost:	67,500.00	Acquisition Date:	01/26/2002
Asset GL Acct #	334	Depr Exp GL Acct #	
Accum Depr GL Acct #		Location	
Cost Center		Class	334
Department		Custodian	
Tag ID		Manufacturer	
Description 2		Description 3	
Model Number		Serial Number	
Vendor		Replacement Value	0.00
Size		Project ID	
Asset CIP GL Acct #			

Comments:

Gain/(Loss) Field Name	Field Value	Gain/(Loss) Field Name	Field Value
Disposal/Exchange Date:			
Cash Proceeds:		Cash Paid:	
Like-Kind Property Received:		Non-Cash Payments:	
Non Like-Kind Property Received:		Net Proceeds:	

Summary	GAAP
Ending Date:	04/30/2018
Ending Asset Balance:	67,500.00
Reported Ending Bal Accum Depr:	55,125.00
Net Book Value:	12,375.00
Reported Depreciation:	4,500.00
Net Section 179/179A:	0.00
Addition First Year Depr	0.00
Recognized Gain/Loss:	0.00

Asset ID: 000050**Description:** VH Development Mainline

Field Name	Field Value	Field Name	Field Value
Asset Type:	Meter - 25 yr	Status:	ACTIVE
Acquisition Cost:	122,710.62	Acquisition Date:	10/04/2002
Asset GL Acct #	334	Depr Exp GL Acct #	
Accum Depr GL Acct #		Location	
Cost Center		Class	334
Department		Custodian	
Tag ID		Manufacturer	
Description 2		Description 3	
Model Number		Serial Number	
Vendor		Replacement Value	0.00
Size		Project ID	
Asset CIP GL Acct #			

Comments:

Gain/(Loss) Field Name	Field Value	Gain/(Loss) Field Name	Field Value
Disposal/Exchange Date:			
Cash Proceeds:		Cash Paid:	
Like-Kind Property Received:		Non-Cash Payments:	
Non Like-Kind Property Received:		Net Proceeds:	

Summary	GAAP
Ending Date:	04/30/2018
Ending Asset Balance:	122,710.62
Reported Ending Bal Accum Depr:	76,489.55
Net Book Value:	46,221.07
Reported Depreciation:	6,544.56
Net Section 179/179A:	0.00
Addition First Year Depr	0.00
Recognized Gain/Loss:	0.00

Asset ID: 000051**Description:** Work Order #09-17001 FEB2009

Field Name	Field Value	Field Name	Field Value
Asset Type:	Meter - 25 yr	Status:	ACTIVE
Acquisition Cost:	68.84	Acquisition Date:	02/23/2009
Asset GL Acct #	334	Depr Exp GL Acct #	
Accum Depr GL Acct #		Location	
Cost Center		Class	334
Department		Custodian	
Tag ID		Manufacturer	
Description 2		Description 3	
Model Number		Serial Number	
Vendor		Replacement Value	0.00
Size		Project ID	
Asset CIP GL Acct #			

Comments:

Gain/(Loss) Field Name	Field Value	Gain/(Loss) Field Name	Field Value
Disposal/Exchange Date:			
Cash Proceeds:		Cash Paid:	
Like-Kind Property Received:		Non-Cash Payments:	
Non Like-Kind Property Received:		Net Proceeds:	

Summary	GAAP
Ending Date:	04/30/2018
Ending Asset Balance:	68.84
Reported Ending Bal Accum Depr:	25.44
Net Book Value:	43.40
Reported Depreciation:	3.67
Net Section 179/179A:	0.00
Addition First Year Depr	0.00
Recognized Gain/Loss:	0.00

Asset ID: 000052**Description:** Wienberg & Green Rd Improvements

Field Name	Field Value	Field Name	Field Value
Asset Type:	Pipe	Status:	ACTIVE
Acquisition Cost:	53,969.66	Acquisition Date:	05/31/2010
Asset GL Acct #	304	Depr Exp GL Acct #	
Accum Depr GL Acct #		Location	
Cost Center		Class	304
Department		Custodian	
Tag ID		Manufacturer	
Description 2		Description 3	
Model Number		Serial Number	
Vendor		Replacement Value	0.00
Size		Project ID	
Asset CIP GL Acct #			

Comments:

Gain/(Loss) Field Name	Field Value	Gain/(Loss) Field Name	Field Value
Disposal/Exchange Date:			
Cash Proceeds:		Cash Paid:	
Like-Kind Property Received:		Non-Cash Payments:	
Non Like-Kind Property Received:		Net Proceeds:	

Summary	GAAP
Ending Date:	04/30/2018
Ending Asset Balance:	53,969.66
Reported Ending Bal Accum Depr:	17,270.32
Net Book Value:	36,699.34
Reported Depreciation:	2,878.39
Net Section 179/179A:	0.00
Addition First Year Depr	0.00
Recognized Gain/Loss:	0.00

Asset ID: 000053

Description: Storage Container			
Field Name	Field Value	Field Name	Field Value
Asset Type:	Container	Status:	ACTIVE
Acquisition Cost:	6,358.75	Acquisition Date:	05/31/2010
Asset GL Acct #	339	Depr Exp GL Acct #	
Accum Depr GL Acct #		Location	
Cost Center		Class	339
Department		Custodian	
Tag ID		Manufacturer	
Description 2		Description 3	
Model Number		Serial Number	
Vendor		Replacement Value	0.00
Size		Project ID	
Asset CIP GL Acct #			

Comments:

Gain/(Loss) Field Name	Field Value	Gain/(Loss) Field Name	Field Value
Disposal/Exchange Date:			
Cash Proceeds:		Cash Paid:	
Like-Kind Property Received:		Non-Cash Payments:	
Non Like-Kind Property Received:		Net Proceeds:	

Summary	GAAP
Ending Date:	04/30/2018
Ending Asset Balance:	6,358.75
Reported Ending Bal Accum Depr:	6,358.75
Net Book Value:	0.00
Reported Depreciation:	0.00
Net Section 179/179A:	0.00
Addition First Year Depr	0.00
Recognized Gain/Loss:	0.00

Asset ID: 000054

Description: Storage Container			
Field Name	Field Value	Field Name	Field Value
Asset Type:	Container	Status:	ACTIVE
Acquisition Cost:	3,717.85	Acquisition Date:	01/01/2011
Asset GL Acct #	339	Depr Exp GL Acct #	
Accum Depr GL Acct #		Location	
Cost Center		Class	339
Department		Custodian	
Tag ID		Manufacturer	
Description 2		Description 3	
Model Number		Serial Number	
Vendor		Replacement Value	0.00
Size		Project ID	
Asset CIP GL Acct #			

Comments:

Gain/(Loss) Field Name	Field Value	Gain/(Loss) Field Name	Field Value
Disposal/Exchange Date:			
Cash Proceeds:		Cash Paid:	
Like-Kind Property Received:		Non-Cash Payments:	
Non Like-Kind Property Received:		Net Proceeds:	

Summary	GAAP
Ending Date:	04/30/2018
Ending Asset Balance:	0.00
Reported Ending Bal Accum Depr:	0.00
Net Book Value:	0.00
Reported Depreciation:	0.00
Net Section 179/179A:	0.00
Addition First Year Depr	0.00
Recognized Gain/Loss:	0.00

Asset ID: 000055**Description:** Water Storage Tank - 75,000 Gal

Field Name	Field Value	Field Name	Field Value
Asset Type:	Water Tank	Status:	ACTIVE
Acquisition Cost:	197,368.66	Acquisition Date:	01/01/2012
Asset GL Acct #	304	Depr Exp GL Acct #	
Accum Depr GL Acct #		Location	
Cost Center		Class	304
Department		Custodian	
Tag ID		Manufacturer	
Description 2		Description 3	
Model Number		Serial Number	
Vendor		Replacement Value	0.00
Size		Project ID	
Asset CIP GL Acct #			

Comments:

Gain/(Loss) Field Name	Field Value	Gain/(Loss) Field Name	Field Value
Disposal/Exchange Date:			
Cash Proceeds:		Cash Paid:	
Like-Kind Property Received:		Non-Cash Payments:	
Non Like-Kind Property Received:		Net Proceeds:	

Summary	GAAP
Ending Date:	04/30/2018
Ending Asset Balance:	197,368.66
Reported Ending Bal Accum Depr:	71,941.31
Net Book Value:	125,427.35
Reported Depreciation:	13,646.63
Net Section 179/179A:	0.00
Addition First Year Depr	0.00
Recognized Gain/Loss:	0.00

Asset ID: 000059**Description:** New Meter Work Order 2013-26-012

Field Name	Field Value	Field Name	Field Value
Asset Type:	Meter - 25 yr	Status:	ACTIVE
Acquisition Cost:	526.06	Acquisition Date:	07/31/2013
Asset GL Acct #	334	Depr Exp GL Acct #	
Accum Depr GL Acct #		Location	
Cost Center		Class	334
Department		Custodian	
Tag ID		Manufacturer	
Description 2		Description 3	
Model Number		Serial Number	
Vendor		Replacement Value	0.00
Size		Project ID	
Asset CIP GL Acct #			

Comments:

Gain/(Loss) Field Name	Field Value	Gain/(Loss) Field Name	Field Value
Disposal/Exchange Date:			
Cash Proceeds:		Cash Paid:	
Like-Kind Property Received:		Non-Cash Payments:	
Non Like-Kind Property Received:		Net Proceeds:	

Summary	GAAP
Ending Date:	04/30/2018
Ending Asset Balance:	526.06
Reported Ending Bal Accum Depr:	101.68
Net Book Value:	424.38
Reported Depreciation:	28.04
Net Section 179/179A:	0.00
Addition First Year Depr	0.00
Recognized Gain/Loss:	0.00

Asset ID: 000060**Description:** Pumping Equipment AFE526

Field Name	Field Value	Field Name	Field Value
Asset Type:	Water Tank	Status:	ACTIVE
Acquisition Cost:	12,816.06	Acquisition Date:	10/01/2013
Asset GL Acct #	311	Depr Exp GL Acct #	
Accum Depr GL Acct #		Location	
Cost Center		Class	311
Department		Custodian	
Tag ID		Manufacturer	
Description 2		Description 3	
Model Number		Serial Number	
Vendor		Replacement Value	0.00
Size		Project ID	
Asset CIP GL Acct #			

Comments:

Gain/(Loss) Field Name	Field Value	Gain/(Loss) Field Name	Field Value
Disposal/Exchange Date:			
Cash Proceeds:		Cash Paid:	
Like-Kind Property Received:		Non-Cash Payments:	
Non Like-Kind Property Received:		Net Proceeds:	

Summary	GAAP
Ending Date:	04/30/2018
Ending Asset Balance:	12,816.06
Reported Ending Bal Accum Depr:	3,753.82
Net Book Value:	9,062.24
Reported Depreciation:	985.98
Net Section 179/179A:	0.00
Addition First Year Depr	0.00
Recognized Gain/Loss:	0.00

Asset ID: 000065**Description:** Electrical conduits, panel breakers and connections

Field Name	Field Value	Field Name	Field Value
Asset Type:	Leasehold Improvements	Status:	ACTIVE
Acquisition Cost:	4,300.00	Acquisition Date:	09/01/2017
Asset GL Acct #	304	Depr Exp GL Acct #	
Accum Depr GL Acct #		Location	
Cost Center		Class	304
Department		Custodian	
Tag ID		Manufacturer	
Description 2		Description 3	
Model Number		Serial Number	
Vendor		Replacement Value	0.00
Size		Project ID	
Asset CIP GL Acct #			

Comments:

Gain/(Loss) Field Name	Field Value	Gain/(Loss) Field Name	Field Value
Disposal/Exchange Date:			
Cash Proceeds:		Cash Paid:	
Like-Kind Property Received:		Non-Cash Payments:	
Non Like-Kind Property Received:		Net Proceeds:	

Summary	GAAP
Ending Date:	04/30/2018
Ending Asset Balance:	4,300.00
Reported Ending Bal Accum Depr:	71.67
Net Book Value:	4,228.33
Reported Depreciation:	71.67
Net Section 179/179A:	0.00
Addition First Year Depr	0.00
Recognized Gain/Loss:	0.00

Circle City Water Co.,L.L.C**Billed Consumption****For the period January 2017 - April 2018.**

DocumentNumber	ChargeType	Amount	Customer ID	Location ID	Date
BILL00000604732	CC 5/8 X 3/4	32.80	10000	50550	1/12/2017
BILL00000604733	CC 5/8 X 3/4	17.75	32349	50551	1/12/2017
BILL00000604734	CC 5/8 X 3/4	22.33	22364	50561	1/12/2017
BILL00000604735	CC 5/8 X 3/4	19.17	10013	50566	1/12/2017
BILL00000604736	CC 5/8 X 3/4	14.01	10015	50568	1/12/2017
BILL00000604737	CC 5/8 X 3/4	20.29	29476	50572	1/12/2017
BILL00000604738	CC 5/8 X 3/4	31.85	29557	50574	1/12/2017
BILL00000604739	CC 5/8 X 3/4	11.02	19043	50581	1/12/2017
BILL00000604740	CC 5/8 X 3/4	12.15	10030	50584	1/12/2017
BILL00000604741	CC 5/8 X 3/4	28.24	10031	50585	1/12/2017
BILL00000604742	CC 5/8 X 3/4	17.54	29794	50586	1/12/2017
BILL00000604743	CC 5/8 X 3/4	32.94	10035	50588	1/12/2017
BILL00000604744	CC 5/8 X 3/4	26.64	10035	50589	1/12/2017
BILL00000604745	CC 5/8 X 3/4	13.69	31497	50590	1/12/2017
BILL00000604746	CC 5/8 X 3/4	20.46	10037	50591	1/12/2017
BILL00000604748	CC 5/8 X 3/4	15.68	31437	50594	1/12/2017
BILL00000604749	CC 5/8 X 3/4	18.98	10043	50597	1/12/2017
BILL00000604750	CC 5/8 X 3/4	14.32	10044	50598	1/12/2017
BILL00000604751	CC 5/8 X 3/4	31.24	10047	50601	1/12/2017
BILL00000604752	CC 5/8 X 3/4	24.61	10048	50602	1/12/2017
BILL00000604753	CC 5/8 X 3/4	16.91	32426	50603	1/12/2017
BILL00000604754	CC 5/8 X 3/4	25.12	25113	50604	1/12/2017
BILL00000604755	CC 5/8 X 3/4	18.37	31418	50605	1/12/2017
BILL00000604756	CC 5/8 X 3/4	14.92	10053	50607	1/12/2017
BILL00000604757	CC 5/8 X 3/4	32.20	10054	50608	1/12/2017
BILL00000604760	CC 5/8 X 3/4	19.53	30463	50612	1/12/2017
BILL00000604761	CC 5/8 X 3/4	17.36	31717	50613	1/12/2017
BILL00000604762	CC 5/8 X 3/4	12.99	22820	50614	1/12/2017
BILL00000604763	CC 5/8 X 3/4	31.58	22073	50616	1/12/2017
BILL00000604764	CC 5/8 X 3/4	10.75	32435	50617	1/12/2017
BILL00000604765	CC 5/8 X 3/4	35.73	29765	50618	1/12/2017
BILL00000604766	CC 5/8 X 3/4	21.05	32474	50619	1/12/2017
BILL00000604767	CC 5/8 X 3/4	14.44	32321	50620	1/12/2017
BILL00000604768	CC 5/8 X 3/4	12.72	10065	50621	1/12/2017
BILL00000604769	CC 5/8 X 3/4	16.39	10066	50622	1/12/2017
BILL00000604770	CC 5/8 X 3/4	14.51	32633	50626	1/12/2017
BILL00000604771	CC 5/8 X 3/4	16.54	10071	50627	1/12/2017
BILL00000604772	CC 5/8 X 3/4	13.38	10072	50628	1/12/2017
BILL00000604773	CC 5/8 X 3/4	23.46	31430	50631	1/12/2017
BILL00000604774	CC 5/8 X 3/4	32.04	31839	50633	1/12/2017
BILL00000604775	CC 5/8 X 3/4	19.51	10080	50636	1/12/2017
BILL00000604776	CC 5/8 X 3/4	10.77	10081	50637	1/12/2017
BILL00000604777	CC 5/8 X 3/4	24.32	10084	50640	1/12/2017
BILL00000604778	CC 5/8 X 3/4	19.84	10085	50641	1/12/2017
BILL00000604779	CC 5/8 X 3/4	22.80	10086	50642	1/12/2017
BILL00000604780	CC 5/8 X 3/4	17.17	24375	50644	1/12/2017
BILL00000604781	CC 5/8 X 3/4	193.80	32661	50647	1/12/2017
BILL00000604782	CC 5/8 X 3/4	12.52	24411	50648	1/12/2017
BILL00000604783	CC 5/8 X 3/4	19.95	31586	50649	1/12/2017
BILL00000604784	CC 5/8 X 3/4	14.22	10098	50655	1/12/2017
BILL00000604785	CC 5/8 X 3/4	22.66	32162	50656	1/12/2017
BILL00000604786	CC 5/8 X 3/4	43.57	19334	50657	1/12/2017

BILL00000604787	CC 5/8 X 3/4	18.82 29017	50659	1/12/2017
BILL00000604788	CC 5/8 X 3/4	15.02 10107	50664	1/12/2017
BILL00000604789	CC 5/8 X 3/4	11.94 32629	50665	1/12/2017
BILL00000604790	CC 5/8 X 3/4	18.10 10109	50666	1/12/2017
BILL00000604791	CC 5/8 X 3/4	16.46 31395	50667	1/12/2017
BILL00000604792	CC 5/8 X 3/4	11.51 31677	50670	1/12/2017
BILL00000604793	CC 5/8 X 3/4	18.20 22204	50673	1/12/2017
BILL00000604794	CC 5/8 X 3/4	16.60 10116	50674	1/12/2017
BILL00000604795	CC 5/8 X 3/4	42.71 10117	50675	1/12/2017
BILL00000604796	CC 5/8 X 3/4	10.75 10119	50677	1/12/2017
BILL00000604797	CC 5/8 X 3/4	11.20 10122	50681	1/12/2017
BILL00000604798	CC 5/8 X 3/4	26.23 10123	50682	1/12/2017
BILL00000604799	CC 5/8 X 3/4	20.85 29650	50683	1/12/2017
BILL00000604800	CC 5/8 X 3/4	23.85 32178	50685	1/12/2017
BILL00000604801	CC 5/8 X 3/4	21.44 30605	50686	1/12/2017
BILL00000604802	CC 5/8 X 3/4	17.69 10133	50692	1/12/2017
BILL00000604803	CC 5/8 X 3/4	20.11 32540	50693	1/12/2017
BILL00000604804	CC 5/8 X 3/4	12.66 31991	50695	1/12/2017
BILL00000604805	CC 5/8 X 3/4	15.72 10138	50697	1/12/2017
BILL00000604806	CC 5/8 X 3/4	19.41 30595	50698	1/12/2017
BILL00000604807	CC 5/8 X 3/4	15.63 32211	50699	1/12/2017
BILL00000604808	CC 5/8 X 3/4	13.87 10143	50702	1/12/2017
BILL00000604809	CC 5/8 X 3/4	14.81 30646	50703	1/12/2017
BILL00000604810	CC 5/8 X 3/4	12.86 32053	50705	1/12/2017
BILL00000604811	CC 5/8 X 3/4	16.68 31798	50706	1/12/2017
BILL00000604812	CC 5/8 X 3/4	23.25 10149	50708	1/12/2017
BILL00000604813	CC 5/8 X 3/4	10.75 29164	50717	1/12/2017
BILL00000604814	CC 5/8 X 3/4	21.59 20989	50718	1/12/2017
BILL00000604815	CC 5/8 X 3/4	14.75 10161	50720	1/12/2017
BILL00000604817	CC 5/8 X 3/4	12.10 32478	50725	1/12/2017
BILL00000604818	CC 5/8 X 3/4	11.02 32614	50730	1/12/2017
BILL00000604819	CC 5/8 X 3/4	16.07 31067	50731	1/12/2017
BILL00000604820	CC 5/8 X 3/4	25.75 32448	50733	1/12/2017
BILL00000604821	CC 5/8 X 3/4	15.18 31720	50734	1/12/2017
BILL00000604822	CC 5/8 X 3/4	37.31 10177	50736	1/12/2017
BILL00000604823	CC 5/8 X 3/4	27.68 19162	50738	1/12/2017
BILL00000604825	CC 5/8 X 3/4	15.02 26855	50745	1/12/2017
BILL00000604826	CC 5/8 X 3/4	36.06 10189	50748	1/12/2017
BILL00000604827	CC 5/8 X 3/4	17.73 10190	50749	1/12/2017
BILL00000604828	CC 5/8 X 3/4	52.27 10192	50751	1/12/2017
BILL00000604829	CC 5/8 X 3/4	22.84 20716	50754	1/12/2017
BILL00000604830	CC 5/8 X 3/4	16.41 10199	50758	1/12/2017
BILL00000604831	CC 5/8 X 3/4	10.75 26328	50759	1/12/2017
BILL00000604832	CC 2	187.17 26328	50760	1/12/2017
BILL00000604833	CC 5/8 X 3/4	24.73 10202	50761	1/12/2017
BILL00000604834	CC 5/8 X 3/4	32.75 32588	50762	1/12/2017
BILL00000604835	CC 5/8 X 3/4	15.00 31079	50778	1/12/2017
BILL00000604836	CC 5/8 X 3/4	20.52 26509	50779	1/12/2017
BILL00000604837	CC 5/8 X 3/4	21.18 27455	59880	1/12/2017
BILL00000604838	CC 5/8 X 3/4	11.28 31349	59903	1/12/2017
BILL00000604839	CC 5/8 X 3/4	20.68 18391	59930	1/12/2017
BILL00000604841	CC 5/8 X 3/4	28.87 30162	60011	1/12/2017
BILL00000604842	CC 5/8 X 3/4	24.67 25500	60070	1/12/2017
BILL00000604843	CC 5/8 X 3/4	24.91 25859	60071	1/12/2017
BILL00000604844	CC 5/8 X 3/4	41.44 21543	60204	1/12/2017
BILL00000604845	CC 5/8 X 3/4	14.85 26855	60205	1/12/2017
BILL00000604846	CC 5/8 X 3/4	22.24 19043	60332	1/12/2017
BILL00000604847	CC 5/8 X 3/4	19.53 32403	60452	1/12/2017

BILL00000604849	CC 5/8 X 3/4	17.56 32228	61018	1/12/2017
BILL00000604850	CC 5/8 X 3/4	19.23 19967	61124	1/12/2017
BILL00000604851	CC 5/8 X 3/4	18.02 31661	61260	1/12/2017
BILL00000604852	CC 5/8 X 3/4	25.77 26855	61325	1/12/2017
BILL00000604853	CC 5/8 X 3/4	17.83 25925	61363	1/12/2017
BILL00000604854	CC 5/8 X 3/4	19.80 20060	61374	1/12/2017
BILL00000604855	CC 5/8 X 3/4	12.78 32153	61646	1/12/2017
BILL00000604856	CC 5/8 X 3/4	22.80 22430	62044	1/12/2017
BILL00000604857	CC 5/8 X 3/4	15.74 31319	62045	1/12/2017
BILL00000604858	CC 5/8 X 3/4	11.00 21379	62133	1/12/2017
BILL00000604859	CC 5/8 X 3/4	11.82 30893	62169	1/12/2017
BILL00000604860	CC 5/8 X 3/4	20.81 20880	62192	1/12/2017
BILL00000604861	CC 5/8 X 3/4	42.61 21130	62425	1/12/2017
BILL00000604862	CC 5/8 X 3/4	14.55 21280	62567	1/12/2017
BILL00000604863	CC 5/8 X 3/4	16.91 32579	62894	1/12/2017
BILL00000604864	CC 5/8 X 3/4	13.03 31229	62963	1/12/2017
BILL00000604865	CC 5/8 X 3/4	20.50 23767	63167	1/12/2017
BILL00000604867	CC 5/8 X 3/4	31.15 32060	63642	1/12/2017
BILL00000604868	CC 5/8 X 3/4	18.90 30582	63782	1/12/2017
BILL00000604869	CC 5/8 X 3/4	11.12 22647	63876	1/12/2017
BILL00000604870	CC 5/8 X 3/4	14.32 30283	64002	1/12/2017
BILL00000604871	CC 5/8 X 3/4	15.20 23669	64841	1/12/2017
BILL00000604872	CC 5/8 X 3/4	24.56 32232	64893	1/12/2017
BILL00000604873	CC 5/8 X 3/4	11.00 29231	64897	1/12/2017
BILL00000604874	CC 5/8 X 3/4	23.29 23755	64921	1/12/2017
BILL00000604875	CC 5/8 X 3/4	22.96 32640	65088	1/12/2017
BILL00000604876	CC 5/8 X 3/4	22.70 25731	65186	1/12/2017
BILL00000604877	CC 5/8 X 3/4	12.68 24228	65380	1/12/2017
BILL00000604878	CC 5/8 X 3/4	23.95 24249	65401	1/12/2017
BILL00000604879	CC 5/8 X 3/4	31.54 32635	65513	1/12/2017
BILL00000604881	CC 5/8 X 3/4	19.23 24634	65776	1/12/2017
BILL00000604882	CC 1 1/2	203.86 24645	65788	1/12/2017
BILL00000604883	CC 5/8 X 3/4	18.14 25772	66137	1/12/2017
BILL00000604884	CC 5/8 X 3/4	15.51 32659	66139	1/12/2017
BILL00000604885	CC 5/8 X 3/4	13.05 32274	66141	1/12/2017
BILL00000604886	CC 5/8 X 3/4	15.25 32354	66142	1/12/2017
BILL00000604887	CC 5/8 X 3/4	38.21 31948	66285	1/12/2017
BILL00000604888	CC 5/8 X 3/4	27.01 31648	66407	1/12/2017
BILL00000604889	CC 5/8 X 3/4	20.11 25474	66535	1/12/2017
BILL00000604890	CC 5/8 X 3/4	21.71 26219	66687	1/12/2017
BILL00000604891	CC 5/8 X 3/4	31.48 31219	66994	1/12/2017
BILL00000604892	CC 5/8 X 3/4	13.83 10133	67126	1/12/2017
BILL00000604893	CC 5/8 X 3/4	24.40 26391	67350	1/12/2017
BILL00000604894	CC 5/8 X 3/4	21.79 26502	67467	1/12/2017
BILL00000604895	CC 5/8 X 3/4	17.19 31060	67482	1/12/2017
BILL00000604896	CC 5/8 X 3/4	23.33 32022	67517	1/12/2017
BILL00000604897	CC 5/8 X 3/4	20.64 27610	67885	1/12/2017
BILL00000604898	CC 5/8 X 3/4	22.53 32376	68153	1/12/2017
BILL00000604899	CC 5/8 X 3/4	14.77 31388	68168	1/12/2017
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BILL00000604908	CC 5/8 X 3/4	10.85 32266	69421	1/12/2017

BILL00000604909	CC 5/8 X 3/4	21.12 32213	69422	1/12/2017
BILL00000604910	CC 5/8 X 3/4	22.80 32213	69423	1/12/2017
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BILL00000604912	CC 5/8 X 3/4	14.26 32480	69637	1/12/2017
BILL00000604913	CC 5/8 X 3/4	15.80 30768	69732	1/12/2017
BILL00000604914	CC 5/8 X 3/4	17.98 31101	69733	1/12/2017
BILL00000604915	CC 5/8 X 3/4	16.03 30889	69734	1/12/2017
BILL00000604916	CC 5/8 X 3/4	13.09 31021	69735	1/12/2017
BILL00000604917	CC 5/8 X 3/4	16.62 31041	69736	1/12/2017
BILL00000604918	CC 5/8 X 3/4	14.24 31978	70351	1/12/2017
BILL00000605871	CC 5/8 X 3/4	10.75 31455	65581	1/10/2017
BILL00000605872	CC 5/8 X 3/4	10.75 29684	50741	1/10/2017
BILL00000608709	CC 5/8 X 3/4	10.34 10037	50592	1/12/2017
BILL00000608712	CC 5/8 X 3/4	10.03 31027	50611	1/12/2017
FNAL00000004759	CC 5/8 X 3/4	10.75 10055	50610	1/12/2017
MISC00000048072	CC EST	25.00 32670	50610	1/10/2017
MISC00000048095	CC EST	25.00 32667	70415	1/19/2017
MISC00000048112	CC EST	25.00 21379	62133	1/27/2017
MISC00000048115	CC EST	25.00 32674	62133	1/27/2017
PNLT00000071552	CC PENALTY	(0.17) 10027	50581	1/3/2017
PNLT00000071870	CC PENALTY	(0.34) 10027	50581	1/3/2017
PNLT00000071900	CC PENALTY	(1.19) 32453	65088	1/3/2017
PNLT00000072330	CC PENALTY	(1.20) 10027	50581	1/3/2017
PNLT00000072340	CC PENALTY	(0.32) 24350	65513	1/20/2017
PNLT00000072362	CC PENALTY	(1.19) 32453	65088	1/3/2017
PNLT00000072505	CC PENALTY	0.19 10030	50584	1/11/2017
PNLT00000072506	CC PENALTY	0.91 10035	50588	1/11/2017
PNLT00000072507	CC PENALTY	0.32 10035	50589	1/11/2017
PNLT00000072508	CC PENALTY	1.66 10037	50591	1/11/2017
PNLT00000072509	CC PENALTY	0.45 10037	50592	1/11/2017
PNLT00000072510	CC PENALTY	0.88 10043	50597	1/11/2017
PNLT00000072511	CC PENALTY	1.06 10054	50608	1/11/2017
PNLT00000072512	CC PENALTY	0.30 10055	50610	1/11/2017
PNLT00000072513	CC PENALTY	0.20 10122	50681	1/11/2017
PNLT00000072514	CC PENALTY	0.02 10123	50682	1/11/2017
PNLT00000072515	CC PENALTY	31.90 18694	60003	1/11/2017
PNLT00000072516	CC PENALTY	0.40 19162	50738	1/11/2017
PNLT00000072517	CC PENALTY	0.75 21130	62425	1/11/2017
PNLT00000072518	CC PENALTY	0.19 21379	62133	1/11/2017
PNLT00000072519	CC PENALTY	0.21 23669	64841	1/11/2017
PNLT00000072520	CC PENALTY	0.55 23755	64921	1/11/2017
PNLT00000072521	CC PENALTY	0.32 24350	65513	1/11/2017
PNLT00000072521	CC PENALTY	(0.32) 24350	65513	1/20/2017
PNLT00000072522	CC PENALTY	0.54 25474	66535	1/11/2017
PNLT00000072523	CC PENALTY	0.38 26391	67350	1/11/2017
PNLT00000072524	CC PENALTY	0.20 26855	50745	1/11/2017
PNLT00000072525	CC PENALTY	0.22 26855	60205	1/11/2017
PNLT00000072526	CC PENALTY	0.33 26855	61325	1/11/2017
PNLT00000072527	CC PENALTY	0.02 27610	67885	1/11/2017
PNLT00000072528	CC PENALTY	0.56 31027	50611	1/11/2017
PNLT00000072529	CC PENALTY	0.37 31841	68294	1/11/2017
PNLT00000072530	CC PENALTY	0.54 32211	50699	1/11/2017
PNLT00000072531	CC PENALTY	0.78 32213	69423	1/11/2017
PNLT00000072532	CC PENALTY	0.43 32266	69421	1/11/2017
PNLT00000072533	CC PENALTY	0.52 32435	50617	1/11/2017
PNLT00000072534	CC PENALTY	0.23 32478	50725	1/11/2017
PNLT00000072535	CC PENALTY	0.57 32633	50626	1/11/2017
PNLT00000072536	CC PENALTY	0.80 32661	50647	1/11/2017

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BILL00000606996	CC 5/8 X 3/4	16.64 32349	50551	2/10/2017
BILL00000606997	CC 5/8 X 3/4	19.56 22364	50561	2/10/2017
BILL00000606998	CC 5/8 X 3/4	18.69 10013	50566	2/10/2017
BILL00000606999	CC 5/8 X 3/4	13.62 10015	50568	2/10/2017
BILL00000607001	CC 5/8 X 3/4	28.03 29557	50574	2/10/2017
BILL00000607002	CC 5/8 X 3/4	12.29 19043	50581	2/10/2017
BILL00000607003	CC 5/8 X 3/4	21.28 31648	50582	2/10/2017
BILL00000607004	CC 5/8 X 3/4	12.12 10030	50584	2/10/2017
BILL00000607005	CC 5/8 X 3/4	25.26 10031	50585	2/10/2017
BILL00000607006	CC 5/8 X 3/4	16.80 29794	50586	2/10/2017
BILL00000607008	CC 5/8 X 3/4	24.77 10035	50589	2/10/2017
BILL00000607009	CC 5/8 X 3/4	13.66 31497	50590	2/10/2017
BILL00000607010	CC 5/8 X 3/4	11.06 10037	50591	2/10/2017
BILL00000607012	CC 5/8 X 3/4	12.02 31437	50594	2/10/2017
BILL00000607013	CC 5/8 X 3/4	10.98 10043	50597	2/10/2017
BILL00000607014	CC 5/8 X 3/4	12.25 10044	50598	2/10/2017
BILL00000607015	CC 5/8 X 3/4	19.97 10047	50601	2/10/2017
BILL00000607016	CC 5/8 X 3/4	24.30 10048	50602	2/10/2017
BILL00000607017	CC 5/8 X 3/4	13.79 32426	50603	2/10/2017
BILL00000607018	CC 5/8 X 3/4	21.67 25113	50604	2/10/2017
BILL00000607019	CC 5/8 X 3/4	25.22 31418	50605	2/10/2017
BILL00000607020	CC 5/8 X 3/4	26.16 10053	50607	2/10/2017
BILL00000607022	CC 5/8 X 3/4	19.23 32670	50610	2/10/2017
BILL00000607024	CC 5/8 X 3/4	16.85 30463	50612	2/10/2017
BILL00000607025	CC 5/8 X 3/4	15.86 31717	50613	2/10/2017
BILL00000607026	CC 5/8 X 3/4	13.09 22820	50614	2/10/2017
BILL00000607027	CC 5/8 X 3/4	27.29 22073	50616	2/10/2017
BILL00000607029	CC 5/8 X 3/4	32.45 29765	50618	2/10/2017
BILL00000607030	CC 5/8 X 3/4	18.43 32474	50619	2/10/2017
BILL00000607031	CC 5/8 X 3/4	13.34 32321	50620	2/10/2017
BILL00000607033	CC 5/8 X 3/4	14.49 10066	50622	2/10/2017
BILL00000607034	CC 5/8 X 3/4	17.17 32633	50626	2/10/2017
BILL00000607035	CC 5/8 X 3/4	14.98 10071	50627	2/10/2017
BILL00000607036	CC 5/8 X 3/4	12.88 10072	50628	2/10/2017
BILL00000607037	CC 5/8 X 3/4	23.46 31430	50631	2/10/2017
BILL00000607038	CC 5/8 X 3/4	28.50 31839	50633	2/10/2017
BILL00000607039	CC 5/8 X 3/4	17.69 10080	50636	2/10/2017
BILL00000607040	CC 5/8 X 3/4	10.75 10081	50637	2/10/2017
BILL00000607041	CC 5/8 X 3/4	23.21 10084	50640	2/10/2017
BILL00000607042	CC 5/8 X 3/4	17.05 10085	50641	2/10/2017
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BILL00000607045	CC 5/8 X 3/4	13.19 32661	50647	2/10/2017
BILL00000607046	CC 5/8 X 3/4	12.33 24411	50648	2/10/2017
BILL00000607047	CC 5/8 X 3/4	18.34 31586	50649	2/10/2017
BILL00000607048	CC 5/8 X 3/4	13.32 10098	50655	2/10/2017
BILL00000607049	CC 5/8 X 3/4	17.69 32162	50656	2/10/2017
BILL00000607051	CC 5/8 X 3/4	17.36 29017	50659	2/10/2017
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BILL00000607055	CC 5/8 X 3/4	15.70 31395	50667	2/10/2017
BILL00000607056	CC 5/8 X 3/4	11.32 31677	50670	2/10/2017
BILL00000607059	CC 5/8 X 3/4	16.07 10117	50675	2/10/2017
BILL00000607060	CC 5/8 X 3/4	26.27 10119	50677	2/10/2017
BILL00000607061	CC 5/8 X 3/4	11.18 10122	50681	2/10/2017

BILL00000607063	CC 5/8 X 3/4	18.78 29650	50683	2/10/2017
BILL00000607064	CC 5/8 X 3/4	20.15 32178	50685	2/10/2017
BILL00000607065	CC 5/8 X 3/4	18.86 30605	50686	2/10/2017
BILL00000607066	CC 5/8 X 3/4	18.47 10133	50692	2/10/2017
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BILL00000607075	CC 5/8 X 3/4	15.06 31798	50706	2/10/2017
BILL00000607076	CC 5/8 X 3/4	21.71 10149	50708	2/10/2017
BILL00000607077	CC 5/8 X 3/4	11.92 29164	50717	2/10/2017
BILL00000607078	CC 5/8 X 3/4	15.10 20989	50718	2/10/2017
BILL00000607081	CC 5/8 X 3/4	15.18 32478	50725	2/10/2017
BILL00000607082	CC 5/8 X 3/4	12.10 32614	50730	2/10/2017
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BILL00000607089	CC 5/8 X 3/4	12.97 26855	50745	2/10/2017
BILL00000607090	CC 5/8 X 3/4	35.83 10189	50748	2/10/2017
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BILL00000607094	CC 5/8 X 3/4	15.74 10199	50758	2/10/2017
BILL00000607096	CC 2	181.71 26328	50760	2/10/2017
BILL00000607097	CC 5/8 X 3/4	15.66 10202	50761	2/10/2017
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BILL00000607100	CC 5/8 X 3/4	21.16 26509	50779	2/10/2017
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BILL00000607102	CC 5/8 X 3/4	15.10 31349	59903	2/10/2017
BILL00000607103	CC 5/8 X 3/4	19.74 18391	59930	2/10/2017
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BILL00000607107	CC 5/8 X 3/4	17.13 25859	60071	2/10/2017
BILL00000607108	CC 5/8 X 3/4	33.86 21543	60204	2/10/2017
BILL00000607109	CC 5/8 X 3/4	14.53 26855	60205	2/10/2017
BILL00000607110	CC 5/8 X 3/4	15.90 19043	60332	2/10/2017
BILL00000607111	CC 5/8 X 3/4	17.63 32403	60452	2/10/2017
BILL00000607113	CC 5/8 X 3/4	17.87 32228	61018	2/10/2017
BILL00000607114	CC 5/8 X 3/4	17.36 19967	61124	2/10/2017
BILL00000607115	CC 5/8 X 3/4	17.40 31661	61260	2/10/2017
BILL00000607116	CC 5/8 X 3/4	18.39 26855	61325	2/10/2017
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BILL00000607120	CC 5/8 X 3/4	19.97 22430	62044	2/10/2017
BILL00000607121	CC 5/8 X 3/4	17.03 31319	62045	2/10/2017
BILL00000607123	CC 5/8 X 3/4	11.76 30893	62169	2/10/2017
BILL00000607124	CC 5/8 X 3/4	18.36 20880	62192	2/10/2017
BILL00000607125	CC 5/8 X 3/4	34.95 21130	62425	2/10/2017
BILL00000607126	CC 5/8 X 3/4	14.24 21280	62567	2/10/2017
BILL00000607127	CC 5/8 X 3/4	16.70 32579	62894	2/10/2017
BILL00000607128	CC 5/8 X 3/4	12.90 31229	62963	2/10/2017
BILL00000607129	CC 5/8 X 3/4	16.97 23767	63167	2/10/2017
BILL00000607131	CC 5/8 X 3/4	23.04 32060	63642	2/10/2017
BILL00000607132	CC 5/8 X 3/4	18.20 30582	63782	2/10/2017
BILL00000607133	CC 5/8 X 3/4	11.14 22647	63876	2/10/2017

BILL00000607134	CC 5/8 X 3/4	16.27 30283	64002	2/10/2017
BILL00000607135	CC 5/8 X 3/4	12.95 23669	64841	2/10/2017
BILL00000607136	CC 5/8 X 3/4	21.71 32232	64893	2/10/2017
BILL00000607137	CC 5/8 X 3/4	10.91 29231	64897	2/10/2017
BILL00000607138	CC 5/8 X 3/4	19.76 23755	64921	2/10/2017
BILL00000607139	CC 5/8 X 3/4	27.83 32640	65088	2/10/2017
BILL00000607140	CC 5/8 X 3/4	21.09 25731	65186	2/10/2017
BILL00000607141	CC 5/8 X 3/4	11.78 24228	65380	2/10/2017
BILL00000607142	CC 5/8 X 3/4	27.23 24249	65401	2/10/2017
BILL00000607143	CC 5/8 X 3/4	25.86 32635	65513	2/10/2017
BILL00000607144	CC 5/8 X 3/4	22.39 31455	65581	2/10/2017
BILL00000607145	CC 5/8 X 3/4	16.83 24634	65776	2/10/2017
BILL00000607147	CC 5/8 X 3/4	16.80 25772	66137	2/10/2017
BILL00000607148	CC 5/8 X 3/4	16.44 32659	66139	2/10/2017
BILL00000607149	CC 5/8 X 3/4	12.62 32274	66141	2/10/2017
BILL00000607150	CC 5/8 X 3/4	14.18 32354	66142	2/10/2017
BILL00000607151	CC 5/8 X 3/4	46.44 31948	66285	2/10/2017
BILL00000607152	CC 5/8 X 3/4	23.04 25474	66535	2/10/2017
BILL00000607153	CC 5/8 X 3/4	24.58 26219	66687	2/10/2017
BILL00000607154	CC 5/8 X 3/4	32.18 31219	66994	2/10/2017
BILL00000607155	CC 5/8 X 3/4	14.16 10133	67126	2/10/2017
BILL00000607156	CC 5/8 X 3/4	21.30 26391	67350	2/10/2017
BILL00000607157	CC 5/8 X 3/4	19.92 26502	67467	2/10/2017
BILL00000607158	CC 5/8 X 3/4	20.73 31060	67482	2/10/2017
BILL00000607159	CC 5/8 X 3/4	19.74 32022	67517	2/10/2017
BILL00000607160	CC 5/8 X 3/4	18.63 27610	67885	2/10/2017
BILL00000607161	CC 5/8 X 3/4	17.67 32376	68153	2/10/2017
BILL00000607162	CC 5/8 X 3/4	12.15 31388	68168	2/10/2017
BILL00000607163	CC 5/8 X 3/4	14.69 31017	68191	2/10/2017
BILL00000607165	CC 5/8 X 3/4	19.33 31841	68294	2/10/2017
BILL00000607166	CC 5/8 X 3/4	11.34 27810	68617	2/10/2017
BILL00000607167	CC 5/8 X 3/4	12.29 32197	68748	2/10/2017
BILL00000607168	CC 5/8 X 3/4	14.63 32387	68837	2/10/2017
BILL00000607169	CC 5/8 X 3/4	17.01 30776	68838	2/10/2017
BILL00000607170	CC 5/8 X 3/4	21.30 28403	69138	2/10/2017
BILL00000607172	CC 5/8 X 3/4	19.49 32213	69422	2/10/2017
BILL00000607173	CC 5/8 X 3/4	16.89 32213	69423	2/10/2017
BILL00000607174	CC 5/8 X 3/4	15.04 32600	69548	2/10/2017
BILL00000607175	CC 5/8 X 3/4	14.24 32480	69637	2/10/2017
BILL00000607176	CC 5/8 X 3/4	14.28 30768	69732	2/10/2017
BILL00000607177	CC 5/8 X 3/4	16.76 31101	69733	2/10/2017
BILL00000607178	CC 5/8 X 3/4	16.13 30889	69734	2/10/2017
BILL00000607179	CC 5/8 X 3/4	12.84 31021	69735	2/10/2017
BILL00000607180	CC 5/8 X 3/4	15.08 31041	69736	2/10/2017
BILL00000607181	CC 5/8 X 3/4	14.67 31978	70351	2/10/2017
BILL00000607184	CC 5/8 X 3/4	25.24 10123	50682	2/10/2017
BILL00000608698	CC 5/8 X 3/4	21.28 27391	68257	2/10/2017
BILL00000608699	CC 1 1/2	203.86 24645	65788	2/10/2017
BILL00000608699	CC 1 1/2	(203.86) 24645	65788	2/28/2017
BILL00000608700	CC 5/8 X 3/4	7.20 32264	63631	1/12/2017
BILL00000608701	CC 5/8 X 3/4	14.77 32264	63631	2/10/2017
BILL00000608702	CC 5/8 X 3/4	17.83 25925	61363	2/10/2017
BILL00000608703	CC 5/8 X 3/4	7.53 31417	60505	1/12/2017
BILL00000608704	CC 5/8 X 3/4	10.75 31417	60505	2/10/2017
BILL00000608707	CC 5/8 X 3/4	20.29 29476	50572	2/10/2017
BILL00000608708	CC 5/8 X 3/4	32.94 10035	50588	2/11/2017
BILL00000608710	CC 5/8 X 3/4	11.16 10037	50592	2/10/2017
BILL00000608711	CC 5/8 X 3/4	29.04 10054	50608	2/10/2017

BILL00000608713	CC 5/8 X 3/4	10.75 31027	50611	2/10/2017
BILL00000608714	CC 5/8 X 3/4	12.72 10065	50621	2/10/2017
BILL00000608715	CC 5/8 X 3/4	43.57 19334	50657	2/10/2017
BILL00000608716	CC 5/8 X 3/4	10.20 22204	50673	2/10/2017
BILL00000608717	CC 5/8 X 3/4	16.60 10116	50674	2/10/2017
BILL00000608718	CC 5/8 X 3/4	14.85 32211	50699	2/10/2017
BILL00000608719	CC 5/8 X 3/4	14.75 10161	50720	2/10/2017
BILL00000608720	CC 5/8 X 3/4	14.12 31720	50734	2/10/2017
BILL00000608721	CC 5/8 X 3/4	10.75 26328	50759	2/10/2017
FNAL00000004777	CC 5/8 X 3/4	19.78 31648	66407	2/9/2017
FNAL00000004781	CC 5/8 X 3/4	12.51 31079	50778	2/9/2017
FNAL00000004782	CC 5/8 X 3/4	13.17 21379	62133	2/9/2017
FNAL00000004783	CC 5/8 X 3/4	11.53 32266	69421	2/9/2017
FNAL00000004786	CC 5/8 X 3/4	10.93 32435	50617	2/9/2017
MISC00000048148	CC EST	25.00 32682	65377	2/6/2017
MISC00000048159	CC EST	25.00 32679	66407	2/9/2017
MISC00000048175	CC DAMAGE FEE	32.54 32213	69422	2/15/2017
MISC00000048204	CC EST	25.00 32690	50730	2/23/2017
PNLT00000072529	CC PENALTY	(0.37) 31841	68294	2/14/2017
PNLT00000072697	CC PENALTY	0.38 10030	50584	2/9/2017
PNLT00000072698	CC PENALTY	1.18 10043	50597	2/9/2017
PNLT00000072699	CC PENALTY	0.47 10055	50610	2/9/2017
PNLT00000072700	CC PENALTY	0.29 10109	50666	2/9/2017
PNLT00000072701	CC PENALTY	0.38 10122	50681	2/9/2017
PNLT00000072702	CC PENALTY	0.17 18391	59930	2/9/2017
PNLT00000072703	CC PENALTY	0.59 18694	60003	2/9/2017
PNLT00000072704	CC PENALTY	0.68 21130	62425	2/9/2017
PNLT00000072705	CC PENALTY	0.18 21379	62133	2/9/2017
PNLT00000072706	CC PENALTY	0.50 22073	50616	2/9/2017
PNLT00000072707	CC PENALTY	0.38 26391	67350	2/9/2017
PNLT00000072708	CC PENALTY	0.02 27610	67885	2/9/2017
PNLT00000072709	CC PENALTY	0.17 29684	50741	2/9/2017
PNLT00000072710	CC PENALTY	0.09 31027	50611	2/9/2017
PNLT00000072711	CC PENALTY	0.46 31219	66994	2/9/2017
PNLT00000072712	CC PENALTY	0.25 31319	62045	2/9/2017
PNLT00000072713	CC PENALTY	0.34 31841	68294	2/9/2017
PNLT00000072714	CC PENALTY	0.79 32213	69423	2/9/2017
PNLT00000072715	CC PENALTY	0.39 32232	64893	2/9/2017
PNLT00000072716	CC PENALTY	0.60 32266	69421	2/9/2017
PNLT00000072717	CC PENALTY	0.27 32426	50603	2/9/2017
PNLT00000072718	CC PENALTY	0.69 32435	50617	2/9/2017
PNLT00000072719	CC PENALTY	0.34 32474	50619	2/9/2017
PNLT00000072720	CC PENALTY	0.42 32478	50725	2/9/2017
PNLT00000072721	CC PENALTY	0.78 32661	50647	2/9/2017
PYMT000000514443	WRITEOFF	(21.43) 24350	65513	2/1/2017
PYMT000000514899	CC CORRECTION	(80.00) 32682	65377	2/6/2017
BILL00000609686	CC 5/8 X 3/4	30.35 10000	50550	3/11/2017
BILL00000609688	CC 5/8 X 3/4	22.45 22364	50561	3/11/2017
BILL00000609689	CC 5/8 X 3/4	19.41 10013	50566	3/11/2017
BILL00000609690	CC 5/8 X 3/4	13.58 10015	50568	3/11/2017
BILL00000609692	CC 5/8 X 3/4	27.23 29557	50574	3/11/2017
BILL00000609693	CC 5/8 X 3/4	12.00 19043	50581	3/11/2017
BILL00000609694	CC 5/8 X 3/4	20.97 31648	50582	3/11/2017
BILL00000609695	CC 5/8 X 3/4	12.84 10030	50584	3/11/2017
BILL00000609696	CC 5/8 X 3/4	25.04 10031	50585	3/11/2017
BILL00000609697	CC 5/8 X 3/4	13.77 29794	50586	3/11/2017
BILL00000609700	CC 5/8 X 3/4	14.57 31497	50590	3/11/2017
BILL00000609703	CC 5/8 X 3/4	16.83 31437	50594	3/11/2017

BILL00000609704	CC 5/8 X 3/4	10.98 10043	50597	3/11/2017
BILL00000609705	CC 5/8 X 3/4	12.74 10044	50598	3/11/2017
BILL00000609706	CC 5/8 X 3/4	39.90 10047	50601	3/11/2017
BILL00000609707	CC 5/8 X 3/4	19.37 10048	50602	3/11/2017
BILL00000609708	CC 5/8 X 3/4	14.92 32426	50603	3/11/2017
BILL00000609709	CC 5/8 X 3/4	26.43 25113	50604	3/11/2017
BILL00000609710	CC 5/8 X 3/4	25.43 31418	50605	3/11/2017
BILL00000609711	CC 5/8 X 3/4	15.80 10053	50607	3/11/2017
BILL00000609712	CC 5/8 X 3/4	28.22 10054	50608	3/11/2017
BILL00000609713	CC 5/8 X 3/4	19.97 32670	50610	3/11/2017
BILL00000609714	CC 5/8 X 3/4	16.81 31027	50611	3/11/2017
BILL00000609715	CC 5/8 X 3/4	16.74 30463	50612	3/11/2017
BILL00000609717	CC 5/8 X 3/4	12.99 22820	50614	3/11/2017
BILL00000609719	CC 5/8 X 3/4	33.43 29765	50618	3/11/2017
BILL00000609721	CC 5/8 X 3/4	14.83 32321	50620	3/11/2017
BILL00000609722	CC 5/8 X 3/4	13.64 10065	50621	3/11/2017
BILL00000609723	CC 5/8 X 3/4	13.44 10066	50622	3/11/2017
BILL00000609724	CC 5/8 X 3/4	19.31 32633	50626	3/11/2017
BILL00000609725	CC 5/8 X 3/4	15.72 10071	50627	3/11/2017
BILL00000609726	CC 5/8 X 3/4	12.41 10072	50628	3/11/2017
BILL00000609727	CC 5/8 X 3/4	23.04 31430	50631	3/11/2017
BILL00000609728	CC 5/8 X 3/4	27.56 31839	50633	3/11/2017
BILL00000609729	CC 5/8 X 3/4	18.12 10080	50636	3/11/2017
BILL00000609730	CC 5/8 X 3/4	10.89 10081	50637	3/11/2017
BILL00000609734	CC 5/8 X 3/4	16.35 24375	50644	3/11/2017
BILL00000609735	CC 5/8 X 3/4	12.95 32661	50647	3/11/2017
BILL00000609736	CC 5/8 X 3/4	12.39 24411	50648	3/11/2017
BILL00000609737	CC 5/8 X 3/4	18.69 31586	50649	3/11/2017
BILL00000609738	CC 5/8 X 3/4	13.95 10098	50655	3/11/2017
BILL00000609742	CC 5/8 X 3/4	15.63 10107	50664	3/11/2017
BILL00000609743	CC 5/8 X 3/4	11.41 32629	50665	3/11/2017
BILL00000609744	CC 5/8 X 3/4	15.41 10109	50666	3/11/2017
BILL00000609745	CC 5/8 X 3/4	16.13 31395	50667	3/11/2017
BILL00000609746	CC 5/8 X 3/4	11.22 31677	50670	3/11/2017
BILL00000609747	CC 5/8 X 3/4	23.50 22204	50673	3/11/2017
BILL00000609748	CC 5/8 X 3/4	11.82 10116	50674	3/11/2017
BILL00000609749	CC 5/8 X 3/4	15.63 10117	50675	3/11/2017
BILL00000609750	CC 5/8 X 3/4	19.66 10119	50677	3/11/2017
BILL00000609753	CC 5/8 X 3/4	32.63 29650	50683	3/11/2017
BILL00000609755	CC 5/8 X 3/4	18.55 30605	50686	3/11/2017
BILL00000609756	CC 5/8 X 3/4	14.94 10133	50692	3/11/2017
BILL00000609757	CC 5/8 X 3/4	20.46 32540	50693	3/11/2017
BILL00000609758	CC 5/8 X 3/4	16.07 31991	50695	3/11/2017
BILL00000609759	CC 5/8 X 3/4	14.88 10138	50697	3/11/2017
BILL00000609760	CC 5/8 X 3/4	15.63 30595	50698	3/11/2017
BILL00000609761	CC 5/8 X 3/4	15.90 32211	50699	3/11/2017
BILL00000609762	CC 5/8 X 3/4	14.26 10143	50702	3/11/2017
BILL00000609763	CC 5/8 X 3/4	14.98 30646	50703	3/11/2017
BILL00000609765	CC 5/8 X 3/4	14.71 31798	50706	3/11/2017
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BILL00000609767	CC 5/8 X 3/4	10.89 29164	50717	3/11/2017
BILL00000609768	CC 5/8 X 3/4	14.65 20989	50718	3/11/2017
BILL00000609771	CC 5/8 X 3/4	18.86 32478	50725	3/11/2017
BILL00000609772	CC 5/8 X 3/4	19.72 32614	50730	3/11/2017
BILL00000609773	CC 5/8 X 3/4	15.70 31067	50731	3/11/2017
BILL00000609774	CC 5/8 X 3/4	31.87 32448	50733	3/11/2017
BILL00000609775	CC 5/8 X 3/4	14.88 31720	50734	3/11/2017
BILL00000609776	CC 5/8 X 3/4	31.34 10177	50736	3/11/2017

BILL00000609777	CC 5/8 X 3/4	23.54 19162	50738	3/11/2017
BILL00000609779	CC 5/8 X 3/4	13.52 26855	50745	3/11/2017
BILL00000609781	CC 5/8 X 3/4	14.86 10190	50749	3/11/2017
BILL00000609782	CC 5/8 X 3/4	34.31 10192	50751	3/11/2017
BILL00000609783	CC 5/8 X 3/4	19.92 20716	50754	3/11/2017
BILL00000609785	CC 5/8 X 3/4	10.75 26328	50759	3/11/2017
BILL00000609786	CC 2	208.42 26328	50760	3/11/2017
BILL00000609787	CC 5/8 X 3/4	17.75 10202	50761	3/11/2017
BILL00000609788	CC 5/8 X 3/4	28.38 32588	50762	3/11/2017
BILL00000609789	CC 5/8 X 3/4	16.17 26509	50779	3/11/2017
BILL00000609790	CC 5/8 X 3/4	16.46 27455	59880	3/11/2017
BILL00000609791	CC 5/8 X 3/4	21.09 31349	59903	3/11/2017
BILL00000609792	CC 5/8 X 3/4	19.68 18391	59930	3/11/2017
BILL00000609794	CC 5/8 X 3/4	33.12 30162	60011	3/11/2017
BILL00000609797	CC 5/8 X 3/4	36.76 21543	60204	3/11/2017
BILL00000609798	CC 5/8 X 3/4	13.68 26855	60205	3/11/2017
BILL00000609799	CC 5/8 X 3/4	16.85 19043	60332	3/11/2017
BILL00000609800	CC 5/8 X 3/4	18.41 32403	60452	3/11/2017
BILL00000609801	CC 5/8 X 3/4	11.28 31417	60505	3/11/2017
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BILL00000609803	CC 5/8 X 3/4	16.39 19967	61124	3/11/2017
BILL00000609804	CC 5/8 X 3/4	17.63 31661	61260	3/11/2017
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BILL00000609809	CC 5/8 X 3/4	20.44 22430	62044	3/11/2017
BILL00000609810	CC 5/8 X 3/4	17.11 31319	62045	3/11/2017
BILL00000609811	CC 5/8 X 3/4	19.60 32674	62133	3/11/2017
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BILL00000609814	CC 5/8 X 3/4	28.89 21130	62425	3/11/2017
BILL00000609815	CC 5/8 X 3/4	13.97 21280	62567	3/11/2017
BILL00000609816	CC 5/8 X 3/4	16.44 32579	62894	3/11/2017
BILL00000609817	CC 5/8 X 3/4	12.04 31229	62963	3/11/2017
BILL00000609818	CC 5/8 X 3/4	19.27 23767	63167	3/11/2017
BILL00000609819	CC 5/8 X 3/4	17.34 32264	63631	3/11/2017
BILL00000609820	CC 5/8 X 3/4	24.60 32060	63642	3/11/2017
BILL00000609821	CC 5/8 X 3/4	18.53 30582	63782	3/11/2017
BILL00000609822	CC 5/8 X 3/4	102.42 22647	63876	3/11/2017
BILL00000609824	CC 5/8 X 3/4	13.17 23669	64841	3/11/2017
BILL00000609825	CC 5/8 X 3/4	25.73 32232	64893	3/11/2017
BILL00000609826	CC 5/8 X 3/4	14.61 29231	64897	3/11/2017
BILL00000609827	CC 5/8 X 3/4	25.32 23755	64921	3/11/2017
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BILL00000609831	CC 5/8 X 3/4	11.90 24228	65380	3/11/2017
BILL00000609833	CC 5/8 X 3/4	25.63 32635	65513	3/11/2017
BILL00000609834	CC 5/8 X 3/4	17.11 31455	65581	3/11/2017
BILL00000609838	CC 5/8 X 3/4	14.67 32659	66139	3/11/2017
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BILL00000609841	CC 5/8 X 3/4	42.48 31948	66285	3/11/2017
BILL00000609842	CC 5/8 X 3/4	25.65 32679	66407	3/11/2017
BILL00000609843	CC 5/8 X 3/4	21.61 25474	66535	3/11/2017
BILL00000609844	CC 5/8 X 3/4	25.77 26219	66687	3/11/2017
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BILL00000609846	CC 5/8 X 3/4	14.01 10133	67126	3/11/2017
BILL00000609847	CC 5/8 X 3/4	21.07 26391	67350	3/11/2017
BILL00000609848	CC 5/8 X 3/4	21.07 26502	67467	3/11/2017
BILL00000609849	CC 5/8 X 3/4	23.99 31060	67482	3/11/2017

BILL00000609850	CC 5/8 X 3/4	24.77 32022	67517	3/11/2017
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BILL00000609863	CC 5/8 X 3/4	16.99 32213	69423	3/11/2017
BILL00000609864	CC 5/8 X 3/4	14.65 32600	69548	3/11/2017
BILL00000609865	CC 5/8 X 3/4	13.93 32480	69637	3/11/2017
BILL00000609866	CC 5/8 X 3/4	14.59 30768	69732	3/11/2017
BILL00000609867	CC 5/8 X 3/4	18.73 31101	69733	3/11/2017
BILL00000609868	CC 5/8 X 3/4	16.52 30889	69734	3/11/2017
BILL00000609869	CC 5/8 X 3/4	14.07 31021	69735	3/11/2017
BILL00000609870	CC 5/8 X 3/4	15.47 31041	69736	3/11/2017
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BILL00000610445	CC 5/8 X 3/4	15.86 31717	50613	3/11/2017
BILL00000610446	CC 5/8 X 3/4	27.29 22073	50616	3/11/2017
BILL00000610447	CC 5/8 X 3/4	18.43 32474	50619	3/11/2017
BILL00000610448	CC 5/8 X 3/4	14.63 32387	68837	3/10/2017
BILL00000610449	CC 5/8 X 3/4	19.33 31841	68294	3/10/2017
BILL00000610450	CC 5/8 X 3/4	23.21 10084	50640	3/11/2017
BILL00000610451	CC 5/8 X 3/4	16.80 25772	66137	3/10/2017
BILL00000610452	CC 5/8 X 3/4	17.05 10085	50641	3/11/2017
BILL00000611035	CC 1 1/2	461.57 24645	65788	3/11/2017
BILL00000611036	CC 5/8 X 3/4	16.83 24634	65776	3/11/2017
BILL00000611037	CC 5/8 X 3/4	27.23 24249	65401	3/11/2017
BILL00000611038	CC 5/8 X 3/4	21.09 25731	65186	3/11/2017
BILL00000611039	CC 5/8 X 3/4	27.83 32640	65088	3/11/2017
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BILL00000611252	CC 5/8 X 3/4	17.83 25925	61363	3/11/2017
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BILL00000611254	CC 5/8 X 3/4	22.49 25500	60070	3/11/2017
BILL00000611255	CC 5/8 X 3/4	46.98 18694	60003	3/11/2017
BILL00000611256	CC 5/8 X 3/4	15.74 10199	50758	3/11/2017
BILL00000611257	CC 5/8 X 3/4	35.83 10189	50748	3/11/2017
BILL00000611258	CC 5/8 X 3/4	14.94 29684	50741	3/11/2017
BILL00000611259	CC 5/8 X 3/4	14.75 10161	50720	3/11/2017
BILL00000611260	CC 5/8 X 3/4	12.12 32053	50705	3/11/2017
BILL00000611261	CC 5/8 X 3/4	20.15 32178	50685	3/11/2017
BILL00000611262	CC 5/8 X 3/4	25.24 10123	50682	3/11/2017
BILL00000611263	CC 5/8 X 3/4	11.18 10122	50681	3/11/2017
BILL00000611264	CC 5/8 X 3/4	17.36 29017	50659	3/11/2017
BILL00000611265	CC 5/8 X 3/4	43.57 19334	50657	3/11/2017
BILL00000611266	CC 5/8 X 3/4	17.69 32162	50656	3/11/2017
BILL00000611267	CC 5/8 X 3/4	19.86 10086	50642	3/11/2017
BILL00000611281	CC 5/8 X 3/4	12.78 32153	61646	2/10/2017
BILL00000611282	CC 5/8 X 3/4	12.78 32153	61646	3/10/2017
BILL00000611326	CC 5/8 X 3/4	11.06 10037	50591	3/11/2017
FNAL00000004809	CC 5/8 X 3/4	16.09 32349	50551	3/16/2017

FNAL00000004819	CC 5/8 X 3/4	10.75 32614	50730	3/23/2017
FNAL00000004837	CC 5/8 X 3/4	10.75 32478	50724	3/29/2017
MISC000000048112	CC EST	(25.00) 21379	62133	3/22/2017
MISC000000048215	CC EST	25.00 31648	50582	3/1/2017
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MISC000000048332	CC EST	25.00 32714	50725	3/30/2017
PNLT000000072512	CC PENALTY	(0.30) 10055	50610	3/2/2017
PNLT000000072515	CC PENALTY	(31.90) 18694	60003	3/22/2017
PNLT000000072699	CC PENALTY	(0.47) 10055	50610	3/2/2017
PNLT000000072705	CC PENALTY	(0.18) 21379	62133	3/31/2017
PNLT000000072909	CC PENALTY	0.58 10030	50584	3/10/2017
PNLT000000072910	CC PENALTY	0.53 10035	50588	3/10/2017
PNLT000000072911	CC PENALTY	0.40 10035	50589	3/10/2017
PNLT000000072912	CC PENALTY	1.36 10043	50597	3/10/2017
PNLT000000072913	CC PENALTY	0.56 10122	50681	3/10/2017
PNLT000000072914	CC PENALTY	0.49 18391	59930	3/10/2017
PNLT000000072915	CC PENALTY	0.59 18694	60003	3/10/2017
PNLT000000072916	CC PENALTY	0.37 19162	50738	3/10/2017
PNLT000000072917	CC PENALTY	0.70 19334	50657	3/10/2017
PNLT000000072918	CC PENALTY	1.24 21130	62425	3/10/2017
PNLT000000072919	CC PENALTY	0.78 21379	62133	3/10/2017
PNLT000000072919	CC PENALTY	(0.78) 21379	62133	3/31/2017
PNLT000000072920	CC PENALTY	0.21 23669	64841	3/10/2017
PNLT000000072921	CC PENALTY	0.26 24375	50644	3/10/2017
PNLT000000072922	CC PENALTY	3.26 24645	65788	3/10/2017
PNLT000000072923	CC PENALTY	0.37 25474	66535	3/10/2017
PNLT000000072924	CC PENALTY	0.34 25731	65186	3/10/2017
PNLT000000072925	CC PENALTY	0.34 26391	67350	3/10/2017
PNLT000000072926	CC PENALTY	0.21 26855	50745	3/10/2017
PNLT000000072927	CC PENALTY	0.23 26855	60205	3/10/2017
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PNLT000000072929	CC PENALTY	0.02 27610	67885	3/10/2017
PNLT000000072930	CC PENALTY	0.26 29794	50586	3/10/2017
PNLT000000072931	CC PENALTY	0.06 30283	64002	3/10/2017
PNLT000000072932	CC PENALTY	0.20 31079	50778	3/10/2017
PNLT000000072933	CC PENALTY	0.52 31319	62045	3/10/2017
PNLT000000072934	CC PENALTY	0.22 31497	50590	3/10/2017
PNLT000000072935	CC PENALTY	0.06 31720	50734	3/10/2017
PNLT000000072936	CC PENALTY	0.31 31841	68294	3/10/2017
PNLT000000072937	CC PENALTY	0.57 32213	69423	3/10/2017
PNLT000000072938	CC PENALTY	0.49 32426	50603	3/10/2017
PNLT000000072939	CC PENALTY	0.07 32435	50617	3/10/2017
PNLT000000072940	CC PENALTY	0.33 32448	50733	3/10/2017
PNLT000000072941	CC PENALTY	0.63 32474	50619	3/10/2017
PNLT000000072942	CC PENALTY	0.66 32478	50725	3/10/2017
PNLT000000072943	CC PENALTY	0.32 32540	50693	3/10/2017
PNLT000000072944	CC PENALTY	0.26 32579	62894	3/10/2017
PNLT000000072945	CC PENALTY	0.24 32600	69548	3/10/2017
PNLT000000072946	CC PENALTY	0.27 32633	50626	3/10/2017
PNLT000000072947	CC PENALTY	0.99 32661	50647	3/10/2017
BILL000000612464	CC 5/8 X 3/4	28.40 10000	50550	4/6/2017
BILL000000612465	CC 5/8 X 3/4	11.30 32704	50551	4/6/2017
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BILL000000612467	CC 5/8 X 3/4	19.43 10013	50566	4/6/2017
BILL000000612468	CC 5/8 X 3/4	14.71 10015	50568	4/6/2017
BILL000000612469	CC 5/8 X 3/4	14.91 29476	50572	4/6/2017
BILL000000612470	CC 5/8 X 3/4	28.36 29557	50574	4/6/2017
BILL000000612471	CC 5/8 X 3/4	11.18 19043	50581	4/6/2017

BILL00000612472	CC 5/8 X 3/4	22.16 31648	50582	4/6/2017
BILL00000612473	CC 5/8 X 3/4	12.84 10030	50584	4/6/2017
BILL00000612474	CC 5/8 X 3/4	24.56 10031	50585	4/6/2017
BILL00000612475	CC 5/8 X 3/4	13.97 29794	50586	4/6/2017
BILL00000612476	CC 5/8 X 3/4	26.21 10035	50588	4/6/2017
BILL00000612477	CC 5/8 X 3/4	26.50 10035	50589	4/6/2017
BILL00000612478	CC 5/8 X 3/4	14.63 31497	50590	4/6/2017
BILL00000612479	CC 5/8 X 3/4	10.83 10037	50591	4/6/2017
BILL00000612480	CC 5/8 X 3/4	13.27 10037	50592	4/6/2017
BILL00000612481	CC 5/8 X 3/4	18.88 31437	50594	4/6/2017
BILL00000612483	CC 5/8 X 3/4	12.27 10044	50598	4/6/2017
BILL00000612484	CC 5/8 X 3/4	33.97 10047	50601	4/6/2017
BILL00000612485	CC 5/8 X 3/4	19.31 10048	50602	4/6/2017
BILL00000612486	CC 5/8 X 3/4	13.13 32426	50603	4/6/2017
BILL00000612487	CC 5/8 X 3/4	38.52 25113	50604	4/6/2017
BILL00000612488	CC 5/8 X 3/4	18.32 31418	50605	4/6/2017
BILL00000612489	CC 5/8 X 3/4	23.11 10053	50607	4/6/2017
BILL00000612490	CC 5/8 X 3/4	19.90 32670	50610	4/6/2017
BILL00000612491	CC 5/8 X 3/4	19.17 31027	50611	4/6/2017
BILL00000612492	CC 5/8 X 3/4	23.64 30463	50612	4/6/2017
BILL00000612493	CC 5/8 X 3/4	17.38 31717	50613	4/6/2017
BILL00000612494	CC 5/8 X 3/4	12.70 22820	50614	4/6/2017
BILL00000612495	CC 5/8 X 3/4	23.11 22073	50616	4/6/2017
BILL00000612496	CC 5/8 X 3/4	32.43 29765	50618	4/6/2017
BILL00000612497	CC 5/8 X 3/4	17.89 32474	50619	4/6/2017
BILL00000612498	CC 5/8 X 3/4	15.96 32321	50620	4/6/2017
BILL00000612499	CC 5/8 X 3/4	18.71 10065	50621	4/6/2017
BILL00000612500	CC 5/8 X 3/4	14.77 10066	50622	4/6/2017
BILL00000612501	CC 5/8 X 3/4	18.12 32633	50626	4/6/2017
BILL00000612502	CC 5/8 X 3/4	16.64 10071	50627	4/6/2017
BILL00000612503	CC 5/8 X 3/4	13.69 10072	50628	4/6/2017
BILL00000612504	CC 5/8 X 3/4	23.85 31430	50631	4/6/2017
BILL00000612505	CC 5/8 X 3/4	10.75 31839	50633	4/6/2017
BILL00000612506	CC 5/8 X 3/4	16.00 10080	50636	4/6/2017
BILL00000612507	CC 5/8 X 3/4	10.75 10081	50637	4/6/2017
BILL00000612508	CC 5/8 X 3/4	21.36 10084	50640	4/6/2017
BILL00000612509	CC 5/8 X 3/4	10.75 10085	50641	4/6/2017
BILL00000612510	CC 5/8 X 3/4	19.70 10086	50642	4/6/2017
BILL00000612511	CC 5/8 X 3/4	15.70 24375	50644	4/6/2017
BILL00000612512	CC 5/8 X 3/4	12.90 32661	50647	4/6/2017
BILL00000612513	CC 5/8 X 3/4	12.35 24411	50648	4/6/2017
BILL00000612514	CC 5/8 X 3/4	20.36 31586	50649	4/6/2017
BILL00000612515	CC 5/8 X 3/4	13.75 10098	50655	4/6/2017
BILL00000612516	CC 5/8 X 3/4	20.89 32162	50656	4/6/2017
BILL00000612517	CC 5/8 X 3/4	34.60 19334	50657	4/6/2017
BILL00000612518	CC 5/8 X 3/4	21.67 29017	50659	4/6/2017
BILL00000612519	CC 5/8 X 3/4	25.36 10107	50664	4/6/2017
BILL00000612520	CC 5/8 X 3/4	11.45 32629	50665	4/6/2017
BILL00000612521	CC 5/8 X 3/4	15.41 10109	50666	4/6/2017
BILL00000612522	CC 5/8 X 3/4	16.17 31395	50667	4/6/2017
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BILL00000612524	CC 5/8 X 3/4	22.63 22204	50673	4/6/2017
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BILL00000612527	CC 5/8 X 3/4	19.66 10119	50677	4/6/2017
BILL00000612528	CC 5/8 X 3/4	11.63 10122	50681	4/6/2017
BILL00000612529	CC 5/8 X 3/4	24.97 10123	50682	4/6/2017
BILL00000612530	CC 5/8 X 3/4	41.97 29650	50683	4/6/2017

BILL00000612531	CC 5/8 X 3/4	15.10 32178	50685	4/6/2017
BILL00000612532	CC 5/8 X 3/4	18.67 30605	50686	4/6/2017
BILL00000612533	CC 5/8 X 3/4	11.18 10133	50692	4/6/2017
BILL00000612534	CC 5/8 X 3/4	19.84 32540	50693	4/6/2017
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BILL00000612536	CC 5/8 X 3/4	20.85 10138	50697	4/6/2017
BILL00000612537	CC 5/8 X 3/4	15.84 30595	50698	4/6/2017
BILL00000612538	CC 5/8 X 3/4	15.70 32211	50699	4/6/2017
BILL00000612539	CC 5/8 X 3/4	15.70 10143	50702	4/6/2017
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BILL00000612541	CC 5/8 X 3/4	9.44 32053	50705	4/6/2017
BILL00000612542	CC 5/8 X 3/4	15.10 31798	50706	4/6/2017
BILL00000612543	CC 5/8 X 3/4	24.99 10149	50708	4/6/2017
BILL00000612544	CC 5/8 X 3/4	12.21 29164	50717	4/6/2017
BILL00000612545	CC 5/8 X 3/4	19.45 20989	50718	4/6/2017
BILL00000612546	CC 5/8 X 3/4	14.63 10161	50720	4/6/2017
BILL00000612548	CC 5/8 X 3/4	21.40 32690	50730	4/6/2017
BILL00000612549	CC 5/8 X 3/4	15.76 31067	50731	4/6/2017
BILL00000612550	CC 5/8 X 3/4	31.32 32448	50733	4/6/2017
BILL00000612551	CC 5/8 X 3/4	15.86 31720	50734	4/6/2017
BILL00000612552	CC 5/8 X 3/4	35.63 10177	50736	4/6/2017
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BILL00000612554	CC 5/8 X 3/4	13.54 26855	50745	4/6/2017
BILL00000612555	CC 5/8 X 3/4	21.40 10189	50748	4/6/2017
BILL00000612556	CC 5/8 X 3/4	11.90 10190	50749	4/6/2017
BILL00000612557	CC 5/8 X 3/4	25.94 10192	50751	4/6/2017
BILL00000612558	CC 5/8 X 3/4	23.27 20716	50754	4/6/2017
BILL00000612559	CC 5/8 X 3/4	15.08 10199	50758	4/6/2017
BILL00000612560	CC 5/8 X 3/4	10.75 26328	50759	4/6/2017
BILL00000612561	CC 2	261.46 26328	50760	4/6/2017
BILL00000612562	CC 5/8 X 3/4	27.44 10202	50761	4/6/2017
BILL00000612563	CC 5/8 X 3/4	28.38 32588	50762	4/6/2017
BILL00000612564	CC 5/8 X 3/4	16.62 26509	50779	4/6/2017
BILL00000612565	CC 5/8 X 3/4	20.46 27455	59880	4/6/2017
BILL00000612566	CC 5/8 X 3/4	19.06 31349	59903	4/6/2017
BILL00000612567	CC 5/8 X 3/4	23.76 18391	59930	4/6/2017
BILL00000612568	CC 5/8 X 3/4	6.56 18694	60003	4/6/2017
BILL00000612569	CC 5/8 X 3/4	19.58 30162	60011	4/6/2017
BILL00000612570	CC 5/8 X 3/4	38.07 25500	60070	4/6/2017
BILL00000612571	CC 5/8 X 3/4	18.00 25859	60071	4/6/2017
BILL00000612572	CC 5/8 X 3/4	42.89 21543	60204	4/6/2017
BILL00000612573	CC 5/8 X 3/4	16.62 26855	60205	4/6/2017
BILL00000612574	CC 5/8 X 3/4	21.90 19043	60332	4/6/2017
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BILL00000612579	CC 5/8 X 3/4	23.27 31661	61260	4/6/2017
BILL00000612580	CC 5/8 X 3/4	26.68 26855	61325	4/6/2017
BILL00000612581	CC 5/8 X 3/4	26.04 25925	61363	4/6/2017
BILL00000612582	CC 5/8 X 3/4	19.80 20060	61374	4/6/2017
BILL00000612583	CC 5/8 X 3/4	18.80 32153	61646	4/6/2017
BILL00000612584	CC 5/8 X 3/4	1.64 22430	62044	4/6/2017
BILL00000612585	CC 5/8 X 3/4	17.77 31319	62045	4/6/2017
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BILL00000612587	CC 5/8 X 3/4	11.92 30893	62169	4/6/2017
BILL00000612588	CC 5/8 X 3/4	24.60 20880	62192	4/6/2017
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BILL00000612592	CC 5/8 X 3/4	12.45 31229	62963	4/6/2017
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BILL00000612596	CC 5/8 X 3/4	19.39 30582	63782	4/6/2017
BILL00000612597	CC 5/8 X 3/4	25.41 22647	63876	4/6/2017
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BILL00000612603	CC 5/8 X 3/4	26.61 32640	65088	4/6/2017
BILL00000612604	CC 5/8 X 3/4	20.60 25731	65186	4/6/2017
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BILL00000612606	CC 5/8 X 3/4	11.86 24228	65380	4/6/2017
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BILL00000612608	CC 5/8 X 3/4	25.73 32635	65513	4/6/2017
BILL00000612609	CC 5/8 X 3/4	17.48 31455	65581	4/6/2017
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BILL00000612611	CC 1 1/2	94.44 24645	65788	4/6/2017
BILL00000612612	CC 5/8 X 3/4	17.15 25772	66137	4/6/2017
BILL00000612613	CC 5/8 X 3/4	14.81 32659	66139	4/6/2017
BILL00000612614	CC 5/8 X 3/4	12.76 32274	66141	4/6/2017
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BILL00000612616	CC 5/8 X 3/4	52.52 31948	66285	4/6/2017
BILL00000612617	CC 5/8 X 3/4	22.80 32679	66407	4/6/2017
BILL00000612618	CC 5/8 X 3/4	27.87 25474	66535	4/6/2017
BILL00000612619	CC 5/8 X 3/4	21.59 26219	66687	4/6/2017
BILL00000612620	CC 5/8 X 3/4	41.38 31219	66994	4/6/2017
BILL00000612621	CC 5/8 X 3/4	14.51 10133	67126	4/6/2017
BILL00000612622	CC 5/8 X 3/4	24.81 26391	67350	4/6/2017
BILL00000612623	CC 5/8 X 3/4	18.20 26502	67467	4/6/2017
BILL00000612624	CC 5/8 X 3/4	32.79 31060	67482	4/6/2017
BILL00000612625	CC 5/8 X 3/4	22.82 32022	67517	4/6/2017
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BILL00000612633	CC 5/8 X 3/4	12.25 32197	68748	4/6/2017
BILL00000612634	CC 5/8 X 3/4	15.47 32387	68837	4/6/2017
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BILL00000612641	CC 5/8 X 3/4	14.05 32480	69637	4/6/2017
BILL00000612642	CC 5/8 X 3/4	16.03 30768	69732	4/6/2017
BILL00000612643	CC 5/8 X 3/4	17.75 31101	69733	4/6/2017
BILL00000612644	CC 5/8 X 3/4	19.64 30889	69734	4/6/2017
BILL00000612645	CC 5/8 X 3/4	11.24 31021	69735	4/6/2017
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BILL00000612647	CC 5/8 X 3/4	15.00 31978	70351	4/6/2017

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FNAL00000004853	CC 5/8 X 3/4	10.75 29684	50741	3/30/2017
FNAL00000004874	CC 5/8 X 3/4	11.57 19043	50581	4/27/2017
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FNAL00000004878	CC 5/8 X 3/4	14.71 10043	50597	4/27/2017
MISC000000048362	CC EST	25.00 32696	69421	4/5/2017
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PNLT000000072711	CC PENALTY	(0.46) 31219	66994	4/12/2017
PNLT000000072718	CC PENALTY	(0.69) 32435	50617	4/28/2017
PNLT000000072909	CC PENALTY	(0.58) 10030	50584	4/14/2017
PNLT000000072932	CC PENALTY	(0.20) 31079	50778	4/28/2017
PNLT000000072939	CC PENALTY	(0.07) 32435	50617	4/28/2017
PNLT000000073105	CC PENALTY	0.78 10030	50584	4/7/2017
PNLT000000073105	CC PENALTY	(0.78) 10030	50584	4/14/2017
PNLT000000073106	CC PENALTY	1.53 10043	50597	4/7/2017
PNLT000000073107	CC PENALTY	0.22 10065	50621	4/7/2017
PNLT000000073108	CC PENALTY	0.27 10085	50641	4/7/2017
PNLT000000073109	CC PENALTY	0.74 10122	50681	4/7/2017
PNLT000000073110	CC PENALTY	0.22 10133	67126	4/7/2017
PNLT000000073111	CC PENALTY	0.31 18391	59930	4/7/2017
PNLT000000073112	CC PENALTY	0.44 22073	50616	4/7/2017
PNLT000000073113	CC PENALTY	0.27 25859	60071	4/7/2017
PNLT000000073114	CC PENALTY	0.34 26391	67350	4/7/2017
PNLT000000073115	CC PENALTY	0.24 29684	50741	4/7/2017
PNLT000000073116	CC PENALTY	0.03 31017	68191	4/7/2017
PNLT000000073117	CC PENALTY	0.27 31027	50611	4/7/2017
PNLT000000073118	CC PENALTY	0.25 31067	50731	4/7/2017
PNLT000000073119	CC PENALTY	0.20 31079	50778	4/7/2017
PNLT000000073119	CC PENALTY	(0.20) 31079	50778	4/28/2017
PNLT000000073120	CC PENALTY	0.59 31219	66994	4/7/2017
PNLT000000073120	CC PENALTY	(0.59) 31219	66994	4/12/2017
PNLT000000073121	CC PENALTY	0.20 31497	50590	4/7/2017
PNLT000000073122	CC PENALTY	0.30 31720	50734	4/7/2017
PNLT000000073123	CC PENALTY	0.44 31839	50633	4/7/2017
PNLT000000073124	CC PENALTY	0.31 31841	68294	4/7/2017
PNLT000000073125	CC PENALTY	0.29 32213	69423	4/7/2017
PNLT000000073126	CC PENALTY	0.41 32232	64893	4/7/2017
PNLT000000073127	CC PENALTY	0.27 32376	68153	4/7/2017
PNLT000000073128	CC PENALTY	0.07 32435	50617	4/7/2017
PNLT000000073128	CC PENALTY	(0.07) 32435	50617	4/28/2017
PNLT000000073129	CC PENALTY	0.83 32448	50733	4/7/2017
PNLT000000073130	CC PENALTY	0.29 32474	50619	4/7/2017
PNLT000000073131	CC PENALTY	0.65 32540	50693	4/7/2017
PNLT000000073132	CC PENALTY	0.45 32588	50762	4/7/2017
PNLT000000073133	CC PENALTY	0.58 32633	50626	4/7/2017
PNLT000000073134	CC PENALTY	0.41 32679	66407	4/7/2017
PNLT000000073135	CC PENALTY	0.40 32682	65377	4/7/2017
BILL00000616526	CC 5/8 X 3/4	22.06 10000	50550	5/5/2017
BILL00000616527	CC 5/8 X 3/4	14.10 32704	50551	5/5/2017
BILL00000616528	CC 5/8 X 3/4	24.50 22364	50561	5/5/2017
BILL00000616529	CC 5/8 X 3/4	18.80 10013	50566	5/5/2017
BILL00000616530	CC 5/8 X 3/4	14.18 10015	50568	5/5/2017

BILL00000616531	CC 5/8 X 3/4	19.70 29476	50572	5/5/2017
BILL00000616532	CC 5/8 X 3/4	28.05 29557	50574	5/5/2017
BILL00000616533	CC 5/8 X 3/4	12.31 32726	50581	5/5/2017
BILL00000616534	CC 5/8 X 3/4	14.38 31648	50582	5/5/2017
BILL00000616535	CC 5/8 X 3/4	11.90 10030	50584	5/5/2017
BILL00000616536	CC 5/8 X 3/4	28.77 10031	50585	5/5/2017
BILL00000616537	CC 5/8 X 3/4	13.34 29794	50586	5/5/2017
BILL00000616538	CC 5/8 X 3/4	28.11 10035	50588	5/5/2017
BILL00000616539	CC 5/8 X 3/4	24.65 10035	50589	5/5/2017
BILL00000616540	CC 5/8 X 3/4	15.47 31497	50590	5/5/2017
BILL00000616541	CC 5/8 X 3/4	12.23 10037	50591	5/5/2017
BILL00000616542	CC 5/8 X 3/4	19.41 10037	50592	5/5/2017
BILL00000616543	CC 5/8 X 3/4	17.19 31437	50594	5/5/2017
BILL00000616544	CC 5/8 X 3/4	12.00 10044	50598	5/5/2017
BILL00000616545	CC 5/8 X 3/4	42.71 10047	50601	5/5/2017
BILL00000616546	CC 5/8 X 3/4	17.75 10048	50602	5/5/2017
BILL00000616547	CC 5/8 X 3/4	14.03 32426	50603	5/5/2017
BILL00000616548	CC 5/8 X 3/4	56.09 25113	50604	5/5/2017
BILL00000616549	CC 5/8 X 3/4	14.42 31418	50605	5/5/2017
BILL00000616550	CC 5/8 X 3/4	22.49 10053	50607	5/5/2017
BILL00000616551	CC 5/8 X 3/4	16.97 32670	50610	5/5/2017
BILL00000616552	CC 5/8 X 3/4	18.16 31027	50611	5/5/2017
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BILL00000616554	CC 5/8 X 3/4	18.82 31717	50613	5/5/2017
BILL00000616555	CC 5/8 X 3/4	13.83 22820	50614	5/5/2017
BILL00000616556	CC 5/8 X 3/4	24.79 22073	50616	5/5/2017
BILL00000616557	CC 5/8 X 3/4	34.81 29765	50618	5/5/2017
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BILL00000616559	CC 5/8 X 3/4	14.90 32321	50620	5/5/2017
BILL00000616560	CC 5/8 X 3/4	18.34 10065	50621	5/5/2017
BILL00000616561	CC 5/8 X 3/4	20.93 10066	50622	5/5/2017
BILL00000616562	CC 5/8 X 3/4	18.82 32633	50626	5/5/2017
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BILL00000616570	CC 5/8 X 3/4	19.17 10085	50641	5/5/2017
BILL00000616571	CC 5/8 X 3/4	20.32 10086	50642	5/5/2017
BILL00000616572	CC 5/8 X 3/4	15.94 24375	50644	5/5/2017
BILL00000616573	CC 5/8 X 3/4	13.32 32661	50647	5/5/2017
BILL00000616574	CC 5/8 X 3/4	11.80 24411	50648	5/5/2017
BILL00000616575	CC 5/8 X 3/4	22.04 31586	50649	5/5/2017
BILL00000616576	CC 5/8 X 3/4	13.66 10098	50655	5/5/2017
BILL00000616577	CC 5/8 X 3/4	24.32 32162	50656	5/5/2017
BILL00000616578	CC 5/8 X 3/4	36.53 19334	50657	5/5/2017
BILL00000616579	CC 5/8 X 3/4	21.51 29017	50659	5/5/2017
BILL00000616580	CC 5/8 X 3/4	28.46 10107	50664	5/5/2017
BILL00000616581	CC 5/8 X 3/4	11.26 32629	50665	5/5/2017
BILL00000616582	CC 5/8 X 3/4	10.75 10109	50666	5/5/2017
BILL00000616583	CC 5/8 X 3/4	14.57 31395	50667	5/5/2017
BILL00000616584	CC 5/8 X 3/4	11.37 31677	50670	5/5/2017
BILL00000616585	CC 5/8 X 3/4	24.28 22204	50673	5/5/2017
BILL00000616586	CC 5/8 X 3/4	13.71 10116	50674	5/5/2017
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BILL00000616588	CC 5/8 X 3/4	16.74 10119	50677	5/5/2017

BILL00000616589	CC 5/8 X 3/4	11.76 10122	50681	5/5/2017
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BILL00000616592	CC 5/8 X 3/4	16.87 32178	50685	5/5/2017
BILL00000616593	CC 5/8 X 3/4	18.82 30605	50686	5/5/2017
BILL00000616594	CC 5/8 X 3/4	10.75 10133	50692	5/5/2017
BILL00000616595	CC 5/8 X 3/4	31.40 32540	50693	5/5/2017
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BILL00000616597	CC 5/8 X 3/4	24.38 10138	50697	5/5/2017
BILL00000616598	CC 5/8 X 3/4	15.68 30595	50698	5/5/2017
BILL00000616599	CC 5/8 X 3/4	16.68 32211	50699	5/5/2017
BILL00000616600	CC 5/8 X 3/4	20.23 10143	50702	5/5/2017
BILL00000616601	CC 5/8 X 3/4	16.19 30646	50703	5/5/2017
BILL00000616602	CC 5/8 X 3/4	10.83 32053	50705	5/5/2017
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BILL00000616607	CC 5/8 X 3/4	13.93 10161	50720	5/5/2017
BILL00000616608	CC 5/8 X 3/4	28.83 32714	50725	5/5/2017
BILL00000616609	CC 5/8 X 3/4	21.44 32690	50730	5/5/2017
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BILL00000616611	CC 5/8 X 3/4	32.79 32448	50733	5/5/2017
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BILL00000616613	CC 5/8 X 3/4	33.35 10177	50736	5/5/2017
BILL00000616614	CC 5/8 X 3/4	25.82 19162	50738	5/5/2017
BILL00000616615	CC 5/8 X 3/4	10.75 32721	50741	5/5/2017
BILL00000616616	CC 5/8 X 3/4	13.50 26855	50745	5/5/2017
BILL00000616617	CC 5/8 X 3/4	33.78 10189	50748	5/5/2017
BILL00000616618	CC 5/8 X 3/4	11.51 10190	50749	5/5/2017
BILL00000616619	CC 5/8 X 3/4	33.78 10192	50751	5/5/2017
BILL00000616620	CC 5/8 X 3/4	25.12 20716	50754	5/5/2017
BILL00000616621	CC 5/8 X 3/4	15.74 10199	50758	5/5/2017
BILL00000616622	CC 5/8 X 3/4	10.75 26328	50759	5/5/2017
BILL00000616623	CC 2	214.27 26328	50760	5/5/2017
BILL00000616624	CC 5/8 X 3/4	30.13 10202	50761	5/5/2017
BILL00000616625	CC 5/8 X 3/4	32.14 32588	50762	5/5/2017
BILL00000616626	CC 5/8 X 3/4	16.91 26509	50779	5/5/2017
BILL00000616627	CC 5/8 X 3/4	20.03 27455	59880	5/5/2017
BILL00000616628	CC 5/8 X 3/4	18.51 31349	59903	5/5/2017
BILL00000616629	CC 5/8 X 3/4	23.41 18391	59930	5/5/2017
BILL00000616630	CC 5/8 X 3/4	11.61 18694	60003	5/5/2017
BILL00000616631	CC 5/8 X 3/4	23.04 30162	60011	5/5/2017
BILL00000616632	CC 5/8 X 3/4	43.49 25500	60070	5/5/2017
BILL00000616633	CC 5/8 X 3/4	16.83 25859	60071	5/5/2017
BILL00000616634	CC 5/8 X 3/4	40.76 21543	60204	5/5/2017
BILL00000616635	CC 5/8 X 3/4	14.55 26855	60205	5/5/2017
BILL00000616636	CC 5/8 X 3/4	29.76 19043	60332	5/5/2017
BILL00000616637	CC 5/8 X 3/4	18.32 32403	60452	5/5/2017
BILL00000616638	CC 5/8 X 3/4	10.75 31417	60505	5/5/2017
BILL00000616639	CC 5/8 X 3/4	19.35 32228	61018	5/5/2017
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BILL00000616642	CC 5/8 X 3/4	30.56 26855	61325	5/5/2017
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BILL00000616644	CC 5/8 X 3/4	19.78 20060	61374	5/5/2017
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BILL00000616647	CC 5/8 X 3/4	19.47 31319	62045	5/5/2017
BILL00000616648	CC 5/8 X 3/4	20.50 32674	62133	5/5/2017
BILL00000616649	CC 5/8 X 3/4	12.31 30893	62169	5/5/2017
BILL00000616650	CC 5/8 X 3/4	36.41 20880	62192	5/5/2017
BILL00000616651	CC 5/8 X 3/4	43.72 21130	62425	5/5/2017
BILL00000616652	CC 5/8 X 3/4	17.98 21280	62567	5/5/2017
BILL00000616653	CC 5/8 X 3/4	16.23 32579	62894	5/5/2017
BILL00000616654	CC 5/8 X 3/4	14.46 31229	62963	5/5/2017
BILL00000616655	CC 5/8 X 3/4	35.40 23767	63167	5/5/2017
BILL00000616656	CC 5/8 X 3/4	21.46 32264	63631	5/5/2017
BILL00000616657	CC 5/8 X 3/4	28.73 32060	63642	5/5/2017
BILL00000616658	CC 5/8 X 3/4	18.59 30582	63782	5/5/2017
BILL00000616659	CC 5/8 X 3/4	11.02 22647	63876	5/5/2017
BILL00000616660	CC 5/8 X 3/4	14.59 30283	64002	5/5/2017
BILL00000616661	CC 5/8 X 3/4	13.30 23669	64841	5/5/2017
BILL00000616662	CC 5/8 X 3/4	24.71 32232	64893	5/5/2017
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BILL00000616666	CC 5/8 X 3/4	23.09 25731	65186	5/5/2017
BILL00000616667	CC 5/8 X 3/4	23.70 32682	65377	5/5/2017
BILL00000616668	CC 5/8 X 3/4	11.63 24228	65380	5/5/2017
BILL00000616669	CC 5/8 X 3/4	39.06 24249	65401	5/5/2017
BILL00000616670	CC 5/8 X 3/4	28.79 32635	65513	5/5/2017
BILL00000616671	CC 5/8 X 3/4	15.88 31455	65581	5/5/2017
BILL00000616672	CC 5/8 X 3/4	22.88 24634	65776	5/5/2017
BILL00000616673	CC 1 1/2	205.53 24645	65788	5/5/2017
BILL00000616674	CC 5/8 X 3/4	17.22 25772	66137	5/5/2017
BILL00000616675	CC 5/8 X 3/4	16.37 32659	66139	5/5/2017
BILL00000616676	CC 5/8 X 3/4	12.47 32274	66141	5/5/2017
BILL00000616677	CC 5/8 X 3/4	16.70 32354	66142	5/5/2017
BILL00000616678	CC 5/8 X 3/4	26.80 31948	66285	5/5/2017
BILL00000616679	CC 5/8 X 3/4	26.74 32679	66407	5/5/2017
BILL00000616680	CC 5/8 X 3/4	25.84 25474	66535	5/5/2017
BILL00000616681	CC 5/8 X 3/4	23.54 26219	66687	5/5/2017
BILL00000616682	CC 5/8 X 3/4	43.57 31219	66994	5/5/2017
BILL00000616683	CC 5/8 X 3/4	14.90 10133	67126	5/5/2017
BILL00000616684	CC 5/8 X 3/4	23.54 26391	67350	5/5/2017
BILL00000616685	CC 5/8 X 3/4	20.05 26502	67467	5/5/2017
BILL00000616686	CC 5/8 X 3/4	45.11 31060	67482	5/5/2017
BILL00000616687	CC 5/8 X 3/4	25.63 32022	67517	5/5/2017
BILL00000616688	CC 5/8 X 3/4	18.71 27610	67885	5/5/2017
BILL00000616689	CC 5/8 X 3/4	18.92 32376	68153	5/5/2017
BILL00000616690	CC 5/8 X 3/4	13.19 31388	68168	5/5/2017
BILL00000616691	CC 5/8 X 3/4	19.10 31017	68191	5/5/2017
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BILL00000616693	CC 5/8 X 3/4	28.01 31841	68294	5/5/2017
BILL00000616694	CC 5/8 X 3/4	11.23 27810	68617	5/5/2017
BILL00000616695	CC 5/8 X 3/4	13.44 32197	68748	5/5/2017
BILL00000616696	CC 5/8 X 3/4	14.79 32387	68837	5/5/2017
BILL00000616697	CC 5/8 X 3/4	17.11 30776	68838	5/5/2017
BILL00000616698	CC 5/8 X 3/4	22.24 28403	69138	5/5/2017
BILL00000616699	CC 5/8 X 3/4	17.59 32696	69421	5/5/2017
BILL00000616700	CC 5/8 X 3/4	19.88 32213	69422	5/5/2017
BILL00000616701	CC 5/8 X 3/4	17.38 32213	69423	5/5/2017
BILL00000616702	CC 5/8 X 3/4	24.13 32600	69548	5/5/2017
BILL00000616703	CC 5/8 X 3/4	14.28 32480	69637	5/5/2017
BILL00000616704	CC 5/8 X 3/4	16.64 30768	69732	5/5/2017
BILL00000616705	CC 5/8 X 3/4	17.36 31101	69733	5/5/2017

BILL00000616706	CC 5/8 X 3/4	21.40 30889	69734	5/5/2017
BILL00000616707	CC 5/8 X 3/4	10.91 31021	69735	5/5/2017
BILL00000616708	CC 5/8 X 3/4	10.83 31041	69736	5/5/2017
BILL00000616709	CC 5/8 X 3/4	19.86 31978	70351	5/5/2017
BILL00000617669	CC 5/8 X 3/4	17.33 32640	65088	5/11/2017
FNAL00000004886	CC 5/8 X 3/4	13.19 10122	50681	5/5/2017
FNAL00000004887	CC 5/8 X 3/4	10.75 32448	50733	5/5/2017
MISC000000048586	CC EST	25.00 32739	50778	5/19/2017
PNLT000000071197	CC PENALTY	(0.33) 10043	50597	5/30/2017
PNLT000000071553	CC PENALTY	(0.33) 10043	50597	5/30/2017
PNLT000000071874	CC PENALTY	(0.32) 10043	50597	5/30/2017
PNLT000000072332	CC PENALTY	(0.60) 10043	50597	5/30/2017
PNLT000000072510	CC PENALTY	(0.88) 10043	50597	5/30/2017
PNLT000000072513	CC PENALTY	(0.20) 10122	50681	5/30/2017
PNLT000000072698	CC PENALTY	(1.18) 10043	50597	5/30/2017
PNLT000000072701	CC PENALTY	(0.38) 10122	50681	5/30/2017
PNLT000000072912	CC PENALTY	(1.36) 10043	50597	5/30/2017
PNLT000000072913	CC PENALTY	(0.56) 10122	50681	5/30/2017
PNLT000000073106	CC PENALTY	(1.53) 10043	50597	5/30/2017
PNLT000000073109	CC PENALTY	(0.74) 10122	50681	5/30/2017
PNLT000000073400	CC PENALTY	0.23 10015	50568	5/4/2017
PNLT000000073401	CC PENALTY	0.42 10035	50588	5/4/2017
PNLT000000073402	CC PENALTY	0.42 10035	50589	5/4/2017
PNLT000000073403	CC PENALTY	1.93 10043	50597	5/4/2017
PNLT000000073403	CC PENALTY	(1.93) 10043	50597	5/30/2017
PNLT000000073404	CC PENALTY	0.26 10080	50636	5/4/2017
PNLT000000073405	CC PENALTY	0.31 10086	50642	5/4/2017
PNLT000000073406	CC PENALTY	0.92 10122	50681	5/4/2017
PNLT000000073406	CC PENALTY	(0.92) 10122	50681	5/30/2017
PNLT000000073407	CC PENALTY	0.24 10199	50758	5/4/2017
PNLT000000073408	CC PENALTY	0.44 10202	50761	5/4/2017
PNLT000000073409	CC PENALTY	0.10 18694	60003	5/4/2017
PNLT000000073410	CC PENALTY	0.55 19334	50657	5/4/2017
PNLT000000073411	CC PENALTY	0.25 19967	61124	5/4/2017
PNLT000000073412	CC PENALTY	0.36 22364	50561	5/4/2017
PNLT000000073413	CC PENALTY	0.50 24249	65401	5/4/2017
PNLT000000073414	CC PENALTY	0.25 24375	50644	5/4/2017
PNLT000000073415	CC PENALTY	0.45 25474	66535	5/4/2017
PNLT000000073416	CC PENALTY	0.33 25731	65186	5/4/2017
PNLT000000073417	CC PENALTY	0.40 26391	67350	5/4/2017
PNLT000000073418	CC PENALTY	0.25 30595	50698	5/4/2017
PNLT000000073419	CC PENALTY	0.31 31027	50611	5/4/2017
PNLT000000073420	CC PENALTY	0.66 31219	66994	5/4/2017
PNLT000000073421	CC PENALTY	0.08 31229	62963	5/4/2017
PNLT000000073422	CC PENALTY	0.28 31319	62045	5/4/2017
PNLT000000073423	CC PENALTY	0.06 31388	68168	5/4/2017
PNLT000000073424	CC PENALTY	0.18 31677	50670	5/4/2017
PNLT000000073425	CC PENALTY	0.55 32213	69423	5/4/2017
PNLT000000073426	CC PENALTY	0.29 32376	68153	5/4/2017
PNLT000000073427	CC PENALTY	0.21 32426	50603	5/4/2017
PNLT000000073428	CC PENALTY	1.34 32448	50733	5/4/2017
PNLT000000073429	CC PENALTY	0.45 32588	50762	5/4/2017
PNLT000000073430	CC PENALTY	0.29 32600	69548	5/4/2017
PNLT000000073431	CC PENALTY	0.21 32661	50647	5/4/2017
PNLT000000073432	CC PENALTY	0.31 32682	65377	5/4/2017
PNLT000000073433	CC PENALTY	0.34 32690	50730	5/4/2017
PNLT000000073434	CC PENALTY	0.19 32696	69421	5/4/2017
PYMT00000522913	CC CORRECTION	(25.80) 26391	67350	5/22/2017

PYMT00000523287	CC OVERREAD	(10.00) 31948	66285	5/1/2017
BILL00000621203	CC 5/8 X 3/4	37.13000 10000	50550	6/9/2017
BILL00000621204	CC 5/8 X 3/4	18.20000 32704	50551	6/9/2017
BILL00000621205	CC 5/8 X 3/4	27.52000 22364	50561	6/9/2017
BILL00000621206	CC 5/8 X 3/4	20.85000 10013	50566	6/9/2017
BILL00000621207	CC 5/8 X 3/4	15.41000 10015	50568	6/9/2017
BILL00000621208	CC 5/8 X 3/4	20.50000 29476	50572	6/9/2017
BILL00000621209	CC 5/8 X 3/4	32.14000 29557	50574	6/9/2017
BILL00000621210	CC 5/8 X 3/4	14.08000 32726	50581	6/9/2017
BILL00000621211	CC 5/8 X 3/4	10.83000 31648	50582	6/9/2017
BILL00000621212	CC 5/8 X 3/4	12.10000 10030	50584	6/9/2017
BILL00000621213	CC 5/8 X 3/4	35.40000 10031	50585	6/9/2017
BILL00000621214	CC 5/8 X 3/4	16.27000 29794	50586	6/9/2017
BILL00000621215	CC 5/8 X 3/4	32.04000 10035	50588	6/9/2017
BILL00000621216	CC 5/8 X 3/4	25.51000 10035	50589	6/9/2017
BILL00000621217	CC 5/8 X 3/4	16.46000 31497	50590	6/9/2017
BILL00000621218	CC 5/8 X 3/4	80.11000 10037	50591	6/9/2017
BILL00000621219	CC 5/8 X 3/4	17.07000 10037	50592	6/9/2017
BILL00000621220	CC 5/8 X 3/4	19.72000 31437	50594	6/9/2017
BILL00000621221	CC 5/8 X 3/4	12.68000 10044	50598	6/9/2017
BILL00000621222	CC 5/8 X 3/4	75.72000 10047	50601	6/9/2017
BILL00000621223	CC 5/8 X 3/4	21.48000 10048	50602	6/9/2017
BILL00000621224	CC 5/8 X 3/4	13.54000 32426	50603	6/9/2017
BILL00000621225	CC 5/8 X 3/4	68.76000 25113	50604	6/9/2017
BILL00000621226	CC 5/8 X 3/4	15.88000 31418	50605	6/9/2017
BILL00000621227	CC 5/8 X 3/4	21.98000 10053	50607	6/9/2017
BILL00000621228	CC 5/8 X 3/4	15.92000 32670	50610	6/9/2017
BILL00000621229	CC 5/8 X 3/4	19.47000 31027	50611	6/9/2017
BILL00000621230	CC 5/8 X 3/4	36.28000 30463	50612	6/9/2017
BILL00000621231	CC 5/8 X 3/4	19.12000 31717	50613	6/9/2017
BILL00000621232	CC 5/8 X 3/4	14.22000 22820	50614	6/9/2017
BILL00000621233	CC 5/8 X 3/4	28.69000 22073	50616	6/9/2017
BILL00000621234	CC 5/8 X 3/4	34.29000 29765	50618	6/9/2017
BILL00000621235	CC 5/8 X 3/4	26.55000 32474	50619	6/9/2017
BILL00000621236	CC 5/8 X 3/4	16.41000 32321	50620	6/9/2017
BILL00000621237	CC 5/8 X 3/4	20.89000 10065	50621	6/9/2017
BILL00000621238	CC 5/8 X 3/4	23.15000 10066	50622	6/9/2017
BILL00000621239	CC 5/8 X 3/4	20.91000 32633	50626	6/9/2017
BILL00000621240	CC 5/8 X 3/4	16.72000 10071	50627	6/9/2017
BILL00000621241	CC 5/8 X 3/4	15.47000 10072	50628	6/9/2017
BILL00000621242	CC 5/8 X 3/4	27.89000 31430	50631	6/9/2017
BILL00000621243	CC 5/8 X 3/4	14.05000 31839	50633	6/9/2017
BILL00000621244	CC 5/8 X 3/4	18.02000 10080	50636	6/9/2017
BILL00000621245	CC 5/8 X 3/4	10.75000 10081	50637	6/9/2017
BILL00000621246	CC 5/8 X 3/4	22.78000 10084	50640	6/9/2017
BILL00000621247	CC 5/8 X 3/4	10.95000 10085	50641	6/9/2017
BILL00000621248	CC 5/8 X 3/4	21.65000 10086	50642	6/9/2017
BILL00000621249	CC 5/8 X 3/4	17.19000 24375	50644	6/9/2017
BILL00000621250	CC 5/8 X 3/4	14.28000 32661	50647	6/9/2017
BILL00000621251	CC 5/8 X 3/4	12.66000 24411	50648	6/9/2017
BILL00000621252	CC 5/8 X 3/4	27.48000 31586	50649	6/9/2017
BILL00000621253	CC 5/8 X 3/4	13.97000 10098	50655	6/9/2017
BILL00000621254	CC 5/8 X 3/4	19.86000 32162	50656	6/9/2017
BILL00000621255	CC 5/8 X 3/4	36.69000 19334	50657	6/9/2017
BILL00000621256	CC 5/8 X 3/4	18.96000 29017	50659	6/9/2017
BILL00000621257	CC 5/8 X 3/4	28.65000 10107	50664	6/9/2017
BILL00000621258	CC 5/8 X 3/4	10.93000 32629	50665	6/9/2017
BILL00000621259	CC 5/8 X 3/4	15.41000 10109	50666	6/9/2017

BILL00000621260	CC 5/8 X 3/4	10.87000 31395	50667	6/9/2017
BILL00000621261	CC 5/8 X 3/4	11.78000 31677	50670	6/9/2017
BILL00000621262	CC 5/8 X 3/4	28.14000 22204	50673	6/9/2017
BILL00000621263	CC 5/8 X 3/4	12.66000 10116	50674	6/9/2017
BILL00000621264	CC 5/8 X 3/4	18.59000 10117	50675	6/9/2017
BILL00000621265	CC 5/8 X 3/4	19.43000 10119	50677	6/9/2017
BILL00000621266	CC 5/8 X 3/4	28.90000 10123	50682	6/9/2017
BILL00000621267	CC 5/8 X 3/4	49.52000 29650	50683	6/9/2017
BILL00000621268	CC 5/8 X 3/4	14.85000 32178	50685	6/9/2017
BILL00000621269	CC 5/8 X 3/4	21.16000 30605	50686	6/9/2017
BILL00000621270	CC 5/8 X 3/4	11.18000 10133	50692	6/9/2017
BILL00000621271	CC 5/8 X 3/4	34.33000 32540	50693	6/9/2017
BILL00000621272	CC 5/8 X 3/4	10.75000 31991	50695	6/9/2017
BILL00000621273	CC 5/8 X 3/4	37.64000 10138	50697	6/9/2017
BILL00000621274	CC 5/8 X 3/4	18.34000 30595	50698	6/9/2017
BILL00000621275	CC 5/8 X 3/4	17.69000 32211	50699	6/9/2017
BILL00000621276	CC 5/8 X 3/4	24.71000 10143	50702	6/9/2017
BILL00000621277	CC 5/8 X 3/4	16.62000 30646	50703	6/9/2017
BILL00000621278	CC 5/8 X 3/4	11.00000 32053	50705	6/9/2017
BILL00000621279	CC 5/8 X 3/4	16.80000 31798	50706	6/9/2017
BILL00000621280	CC 5/8 X 3/4	46.16000 10149	50708	6/9/2017
BILL00000621281	CC 5/8 X 3/4	10.89000 29164	50717	6/9/2017
BILL00000621282	CC 5/8 X 3/4	27.62000 20989	50718	6/9/2017
BILL00000621283	CC 5/8 X 3/4	15.18000 10161	50720	6/9/2017
BILL00000621284	CC 5/8 X 3/4	22.63000 32714	50725	6/9/2017
BILL00000621285	CC 5/8 X 3/4	26.64000 32690	50730	6/9/2017
BILL00000621286	CC 5/8 X 3/4	19.84000 31067	50731	6/9/2017
BILL00000621287	CC 5/8 X 3/4	13.07000 31720	50734	6/9/2017
BILL00000621288	CC 5/8 X 3/4	40.12000 10177	50736	6/9/2017
BILL00000621289	CC 5/8 X 3/4	30.31000 19162	50738	6/9/2017
BILL00000621290	CC 5/8 X 3/4	15.98000 32721	50741	6/9/2017
BILL00000621291	CC 5/8 X 3/4	14.77000 26855	50745	6/9/2017
BILL00000621292	CC 5/8 X 3/4	39.98000 10189	50748	6/9/2017
BILL00000621293	CC 5/8 X 3/4	11.90000 10190	50749	6/9/2017
BILL00000621294	CC 5/8 X 3/4	62.87000 10192	50751	6/9/2017
BILL00000621295	CC 5/8 X 3/4	33.08000 20716	50754	6/9/2017
BILL00000621296	CC 5/8 X 3/4	15.44000 10199	50758	6/9/2017
BILL00000621297	CC 5/8 X 3/4	10.75000 26328	50759	6/9/2017
BILL00000621298	CC 2	100.00000 26328	50760	6/9/2017
BILL00000621299	CC 5/8 X 3/4	51.74000 10202	50761	6/9/2017
BILL00000621300	CC 5/8 X 3/4	160.33000 32588	50762	6/9/2017
BILL00000621301	CC 5/8 X 3/4	12.21000 32739	50778	6/9/2017
BILL00000621302	CC 5/8 X 3/4	24.46000 26509	50779	6/9/2017
BILL00000621303	CC 5/8 X 3/4	20.87000 27455	59880	6/9/2017
BILL00000621304	CC 5/8 X 3/4	21.14000 31349	59903	6/9/2017
BILL00000621305	CC 5/8 X 3/4	26.00000 18391	59930	6/9/2017
BILL00000621306	CC 5/8 X 3/4	25.08000 18694	60003	6/9/2017
BILL00000621307	CC 5/8 X 3/4	25.36000 30162	60011	6/9/2017
BILL00000621308	CC 5/8 X 3/4	75.06000 25500	60070	6/9/2017
BILL00000621309	CC 5/8 X 3/4	25.08000 25859	60071	6/9/2017
BILL00000621310	CC 5/8 X 3/4	37.69000 21543	60204	6/9/2017
BILL00000621311	CC 5/8 X 3/4	17.09000 26855	60205	6/9/2017
BILL00000621312	CC 5/8 X 3/4	35.91000 19043	60332	6/9/2017
BILL00000621313	CC 5/8 X 3/4	19.74000 32403	60452	6/9/2017
BILL00000621314	CC 5/8 X 3/4	10.75000 31417	60505	6/9/2017
BILL00000621315	CC 5/8 X 3/4	23.27000 32228	61018	6/9/2017
BILL00000621316	CC 5/8 X 3/4	27.89000 19967	61124	6/9/2017
BILL00000621317	CC 5/8 X 3/4	18.04000 31661	61260	6/9/2017

BILL00000621318	CC 5/8 X 3/4	41.15000 26855	61325	6/9/2017
BILL00000621319	CC 5/8 X 3/4	19.51000 25925	61363	6/9/2017
BILL00000621320	CC 5/8 X 3/4	21.81000 20060	61374	6/9/2017
BILL00000621321	CC 5/8 X 3/4	17.87000 32153	61646	6/9/2017
BILL00000621322	CC 5/8 X 3/4	27.62000 22430	62044	6/9/2017
BILL00000621323	CC 5/8 X 3/4	22.96000 31319	62045	6/9/2017
BILL00000621324	CC 5/8 X 3/4	25.98000 32674	62133	6/9/2017
BILL00000621325	CC 5/8 X 3/4	12.76000 30893	62169	6/9/2017
BILL00000621326	CC 5/8 X 3/4	37.04000 20880	62192	6/9/2017
BILL00000621327	CC 5/8 X 3/4	52.52000 21130	62425	6/9/2017
BILL00000621328	CC 5/8 X 3/4	15.98000 21280	62567	6/9/2017
BILL00000621329	CC 5/8 X 3/4	16.66000 32579	62894	6/9/2017
BILL00000621330	CC 5/8 X 3/4	14.79000 31229	62963	6/9/2017
BILL00000621331	CC 5/8 X 3/4	53.38000 23767	63167	6/9/2017
BILL00000621332	CC 5/8 X 3/4	24.22000 32264	63631	6/9/2017
BILL00000621333	CC 5/8 X 3/4	35.96000 32060	63642	6/9/2017
BILL00000621334	CC 5/8 X 3/4	11.08000 22647	63876	6/9/2017
BILL00000621335	CC 5/8 X 3/4	14.26000 30283	64002	6/9/2017
BILL00000621336	CC 5/8 X 3/4	14.49000 23669	64841	6/9/2017
BILL00000621337	CC 5/8 X 3/4	30.74000 32232	64893	6/9/2017
BILL00000621338	CC 5/8 X 3/4	15.53000 32725	64897	6/9/2017
BILL00000621339	CC 5/8 X 3/4	84.77000 23755	64921	6/9/2017
BILL00000621340	CC 5/8 X 3/4	23.68000 32640	65088	6/9/2017
BILL00000621341	CC 5/8 X 3/4	25.08000 25731	65186	6/9/2017
BILL00000621342	CC 5/8 X 3/4	30.06000 32682	65377	6/9/2017
BILL00000621343	CC 5/8 X 3/4	11.67000 24228	65380	6/9/2017
BILL00000621344	CC 5/8 X 3/4	58.47000 24249	65401	6/9/2017
BILL00000621345	CC 5/8 X 3/4	32.20000 32635	65513	6/9/2017
BILL00000621346	CC 5/8 X 3/4	17.77000 31455	65581	6/9/2017
BILL00000621347	CC 5/8 X 3/4	26.37000 24634	65776	6/9/2017
BILL00000621348	CC 1 1/2	224.55000 24645	65788	6/9/2017
BILL00000621349	CC 5/8 X 3/4	18.90000 25772	66137	6/9/2017
BILL00000621350	CC 5/8 X 3/4	25.02000 32659	66139	6/9/2017
BILL00000621351	CC 5/8 X 3/4	13.52000 32274	66141	6/9/2017
BILL00000621352	CC 5/8 X 3/4	18.10000 32354	66142	6/9/2017
BILL00000621353	CC 5/8 X 3/4	28.34000 31948	66285	6/9/2017
BILL00000621354	CC 5/8 X 3/4	24.67000 32679	66407	6/9/2017
BILL00000621355	CC 5/8 X 3/4	25.84000 25474	66535	6/9/2017
BILL00000621356	CC 5/8 X 3/4	32.55000 26219	66687	6/9/2017
BILL00000621357	CC 5/8 X 3/4	41.95000 31219	66994	6/9/2017
BILL00000621358	CC 5/8 X 3/4	14.26000 10133	67126	6/9/2017
BILL00000621359	CC 5/8 X 3/4	42.38000 26391	67350	6/9/2017
BILL00000621360	CC 5/8 X 3/4	21.48000 26502	67467	6/9/2017
BILL00000621361	CC 5/8 X 3/4	64.88000 31060	67482	6/9/2017
BILL00000621362	CC 5/8 X 3/4	31.89000 32022	67517	6/9/2017
BILL00000621363	CC 5/8 X 3/4	20.64000 27610	67885	6/9/2017
BILL00000621364	CC 5/8 X 3/4	20.13000 32376	68153	6/9/2017
BILL00000621365	CC 5/8 X 3/4	14.57000 31388	68168	6/9/2017
BILL00000621366	CC 5/8 X 3/4	25.30000 31017	68191	6/9/2017
BILL00000621367	CC 5/8 X 3/4	24.42000 27391	68257	6/9/2017
BILL00000621368	CC 5/8 X 3/4	33.02000 31841	68294	6/9/2017
BILL00000621369	CC 5/8 X 3/4	10.87000 27810	68617	6/9/2017
BILL00000621370	CC 5/8 X 3/4	15.00000 32197	68748	6/9/2017
BILL00000621371	CC 5/8 X 3/4	17.15000 32387	68837	6/9/2017
BILL00000621372	CC 5/8 X 3/4	18.90000 30776	68838	6/9/2017
BILL00000621373	CC 5/8 X 3/4	23.93000 28403	69138	6/9/2017
BILL00000621374	CC 5/8 X 3/4	19.70000 32696	69421	6/9/2017
BILL00000621375	CC 5/8 X 3/4	21.32000 32213	69422	6/9/2017

BILL00000621376	CC 5/8 X 3/4	19.14000 32213	69423	6/9/2017
BILL00000621377	CC 5/8 X 3/4	15.63000 32600	69548	6/9/2017
BILL00000621378	CC 5/8 X 3/4	17.69000 32480	69637	6/9/2017
BILL00000621379	CC 5/8 X 3/4	16.48000 30768	69732	6/9/2017
BILL00000621380	CC 5/8 X 3/4	18.53000 31101	69733	6/9/2017
BILL00000621381	CC 5/8 X 3/4	23.80000 30889	69734	6/9/2017
BILL00000621382	CC 5/8 X 3/4	10.85000 31021	69735	6/9/2017
BILL00000621383	CC 5/8 X 3/4	10.85000 31041	69736	6/9/2017
BILL00000621384	CC 5/8 X 3/4	16.48000 31978	70351	6/9/2017
FNAL00000004916	CC 5/8 X 3/4	15.84000 30582	63782	6/2/2017
MISC00000048707	CC EST	25.00000 32448	50733	6/23/2017
MISC00000048719	CC EST	25.00000 32755	50593	6/28/2017
MISC00000048719	CC EST	-25.00000 32755	50593	6/28/2017
MISC00000048725	CC EST	25.00000 32755	50592	6/28/2017
PNLT00000073635	CC PENALTY	0.19000 10030	50584	6/8/2017
PNLT00000073636	CC PENALTY	0.28000 10080	50636	6/8/2017
PNLT00000073637	CC PENALTY	0.29000 18694	60003	6/8/2017
PNLT00000073638	CC PENALTY	0.40000 22073	50616	6/8/2017
PNLT00000073639	CC PENALTY	0.13000 29164	50717	6/8/2017
PNLT00000073640	CC PENALTY	0.46000 31219	66994	6/8/2017
PNLT00000073641	CC PENALTY	0.20000 31839	50633	6/8/2017
PNLT00000073642	CC PENALTY	0.07000 32213	69422	6/8/2017
PNLT00000073643	CC PENALTY	0.39000 32232	64893	6/8/2017
PNLT00000073644	CC PENALTY	0.43000 32426	50603	6/8/2017
PNLT00000073645	CC PENALTY	0.23000 32480	69637	6/8/2017
PNLT00000073646	CC PENALTY	0.50000 32540	50693	6/8/2017
PNLT00000073647	CC PENALTY	0.30000 32633	50626	6/8/2017
PNLT00000073648	CC PENALTY	0.12000 32661	50647	6/8/2017
PNLT00000073649	CC PENALTY	0.47000 32696	69421	6/8/2017
BILL00000626005	CC 5/8 X 3/4	18.78 10000	50550	7/7/2017
BILL00000626006	CC 5/8 X 3/4	11.51 32704	50551	7/7/2017
BILL00000626007	CC 5/8 X 3/4	20.77 22364	50561	7/7/2017
BILL00000626008	CC 5/8 X 3/4	16.70 10013	50566	7/7/2017
BILL00000626009	CC 5/8 X 3/4	11.80 10015	50568	7/7/2017
BILL00000626010	CC 5/8 X 3/4	12.06 29476	50572	7/7/2017
BILL00000626011	CC 5/8 X 3/4	22.68 29557	50574	7/7/2017
BILL00000626012	CC 5/8 X 3/4	10.75 32726	50581	7/7/2017
BILL00000626013	CC 5/8 X 3/4	10.75 31648	50582	7/7/2017
BILL00000626014	CC 5/8 X 3/4	10.75 10030	50584	7/7/2017
BILL00000626015	CC 5/8 X 3/4	28.01 10031	50585	7/7/2017
BILL00000626016	CC 5/8 X 3/4	10.89 29794	50586	7/7/2017
BILL00000626017	CC 5/8 X 3/4	23.93 10035	50588	7/7/2017
BILL00000626018	CC 5/8 X 3/4	21.42 10035	50589	7/7/2017
BILL00000626019	CC 5/8 X 3/4	12.72 31497	50590	7/7/2017
BILL00000626020	CC 5/8 X 3/4	41.23 10037	50591	7/7/2017
BILL00000626021	CC 5/8 X 3/4	10.75 32755	50592	7/7/2017
BILL00000626022	CC 5/8 X 3/4	18.22 31437	50594	7/7/2017
BILL00000626023	CC 5/8 X 3/4	10.75 10044	50598	7/7/2017
BILL00000626024	CC 5/8 X 3/4	62.07 10047	50601	7/7/2017
BILL00000626025	CC 5/8 X 3/4	12.37 10048	50602	7/7/2017
BILL00000626026	CC 5/8 X 3/4	10.75 32426	50603	7/7/2017
BILL00000626027	CC 5/8 X 3/4	46.05 25113	50604	7/7/2017
BILL00000626028	CC 5/8 X 3/4	10.75 31418	50605	7/7/2017
BILL00000626029	CC 5/8 X 3/4	27.27 10053	50607	7/7/2017
BILL00000626030	CC 5/8 X 3/4	10.75 32670	50610	7/7/2017
BILL00000626031	CC 5/8 X 3/4	15.31 31027	50611	7/7/2017
BILL00000626032	CC 5/8 X 3/4	32.40 30463	50612	7/7/2017
BILL00000626033	CC 5/8 X 3/4	16.70 31717	50613	7/7/2017

BILL00000626034	CC 5/8 X 3/4	10.75 22820	50614	7/7/2017
BILL00000626035	CC 5/8 X 3/4	19.82 22073	50616	7/7/2017
BILL00000626036	CC 5/8 X 3/4	27.27 29765	50618	7/7/2017
BILL00000626037	CC 5/8 X 3/4	23.66 32474	50619	7/7/2017
BILL00000626038	CC 5/8 X 3/4	14.51 32321	50620	7/7/2017
BILL00000626039	CC 5/8 X 3/4	11.43 10065	50621	7/7/2017
BILL00000626040	CC 5/8 X 3/4	21.57 10066	50622	7/7/2017
BILL00000626041	CC 5/8 X 3/4	15.39 32633	50626	7/7/2017
BILL00000626042	CC 5/8 X 3/4	15.14 10071	50627	7/7/2017
BILL00000626043	CC 5/8 X 3/4	15.64 10072	50628	7/7/2017
BILL00000626044	CC 5/8 X 3/4	17.56 31430	50631	7/7/2017
BILL00000626045	CC 5/8 X 3/4	10.75 31839	50633	7/7/2017
BILL00000626046	CC 5/8 X 3/4	10.75 10080	50636	7/7/2017
BILL00000626047	CC 5/8 X 3/4	10.75 10081	50637	7/7/2017
BILL00000626048	CC 5/8 X 3/4	14.88 10084	50640	7/7/2017
BILL00000626049	CC 5/8 X 3/4	10.75 10085	50641	7/7/2017
BILL00000626050	CC 5/8 X 3/4	14.46 10086	50642	7/7/2017
BILL00000626051	CC 5/8 X 3/4	12.91 24375	50644	7/7/2017
BILL00000626052	CC 5/8 X 3/4	10.75 32661	50647	7/7/2017
BILL00000626053	CC 5/8 X 3/4	10.75 24411	50648	7/7/2017
BILL00000626054	CC 5/8 X 3/4	22.57 31586	50649	7/7/2017
BILL00000626055	CC 5/8 X 3/4	10.75 10098	50655	7/7/2017
BILL00000626056	CC 5/8 X 3/4	15.55 32162	50656	7/7/2017
BILL00000626057	CC 5/8 X 3/4	31.93 19334	50657	7/7/2017
BILL00000626058	CC 5/8 X 3/4	13.77 29017	50659	7/7/2017
BILL00000626059	CC 5/8 X 3/4	35.55 10107	50664	7/7/2017
BILL00000626060	CC 5/8 X 3/4	10.75 32629	50665	7/7/2017
BILL00000626061	CC 5/8 X 3/4	16.17 10109	50666	7/7/2017
BILL00000626062	CC 5/8 X 3/4	10.75 31395	50667	7/7/2017
BILL00000626063	CC 5/8 X 3/4	10.75 31677	50670	7/7/2017
BILL00000626064	CC 5/8 X 3/4	24.61 22204	50673	7/7/2017
BILL00000626065	CC 5/8 X 3/4	10.75 10116	50674	7/7/2017
BILL00000626066	CC 5/8 X 3/4	12.02 10117	50675	7/7/2017
BILL00000626067	CC 5/8 X 3/4	14.96 10119	50677	7/7/2017
BILL00000626068	CC 5/8 X 3/4	23.44 10123	50682	7/7/2017
BILL00000626069	CC 5/8 X 3/4	44.49 29650	50683	7/7/2017
BILL00000626070	CC 5/8 X 3/4	10.75 32178	50685	7/7/2017
BILL00000626071	CC 5/8 X 3/4	15.78 30605	50686	7/7/2017
BILL00000626072	CC 5/8 X 3/4	10.75 10133	50692	7/7/2017
BILL00000626073	CC 5/8 X 3/4	18.47 32540	50693	7/7/2017
BILL00000626074	CC 5/8 X 3/4	10.75 31991	50695	7/7/2017
BILL00000626075	CC 5/8 X 3/4	40.14 10138	50697	7/7/2017
BILL00000626076	CC 5/8 X 3/4	13.58 30595	50698	7/7/2017
BILL00000626077	CC 5/8 X 3/4	13.56 32211	50699	7/7/2017
BILL00000626078	CC 5/8 X 3/4	23.21 10143	50702	7/7/2017
BILL00000626079	CC 5/8 X 3/4	10.75 30646	50703	7/7/2017
BILL00000626080	CC 5/8 X 3/4	10.75 32053	50705	7/7/2017
BILL00000626081	CC 5/8 X 3/4	11.43 31798	50706	7/7/2017
BILL00000626082	CC 5/8 X 3/4	22.29 10149	50708	7/7/2017
BILL00000626083	CC 5/8 X 3/4	10.75 29164	50717	7/7/2017
BILL00000626084	CC 5/8 X 3/4	23.85 20989	50718	7/7/2017
BILL00000626085	CC 5/8 X 3/4	10.79 10161	50720	7/7/2017
BILL00000626086	CC 5/8 X 3/4	16.91 32714	50725	7/7/2017
BILL00000626087	CC 5/8 X 3/4	18.22 32690	50730	7/7/2017
BILL00000626088	CC 5/8 X 3/4	13.54 31067	50731	7/7/2017
BILL00000626089	CC 5/8 X 3/4	18.59 32448	50733	7/7/2017
BILL00000626090	CC 5/8 X 3/4	10.75 31720	50734	7/7/2017
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BILL00000626095	CC 5/8 X 3/4	33.78 10189	50748	7/7/2017
BILL00000626096	CC 5/8 X 3/4	10.75 10190	50749	7/7/2017
BILL00000626097	CC 5/8 X 3/4	60.98 10192	50751	7/7/2017
BILL00000626098	CC 5/8 X 3/4	28.22 20716	50754	7/7/2017
BILL00000626099	CC 5/8 X 3/4	13.25 10199	50758	7/7/2017
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BILL00000626101	CC 2	100.00 26328	50760	7/7/2017
BILL00000626102	CC 5/8 X 3/4	62.68 10202	50761	7/7/2017
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BILL00000626106	CC 5/8 X 3/4	18.10 27455	59880	7/7/2017
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BILL00000626108	CC 5/8 X 3/4	20.48 18391	59930	7/7/2017
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BILL00000626111	CC 5/8 X 3/4	69.46 25500	60070	7/7/2017
BILL00000626112	CC 5/8 X 3/4	18.86 25859	60071	7/7/2017
BILL00000626113	CC 5/8 X 3/4	16.49 21543	60204	7/7/2017
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BILL00000626117	CC 5/8 X 3/4	10.75 31417	60505	7/7/2017
BILL00000626118	CC 5/8 X 3/4	15.74 32228	61018	7/7/2017
BILL00000626119	CC 5/8 X 3/4	23.78 19967	61124	7/7/2017
BILL00000626120	CC 5/8 X 3/4	10.75 31661	61260	7/7/2017
BILL00000626121	CC 5/8 X 3/4	23.23 26855	61325	7/7/2017
BILL00000626122	CC 5/8 X 3/4	14.16 25925	61363	7/7/2017
BILL00000626123	CC 5/8 X 3/4	15.08 20060	61374	7/7/2017
BILL00000626124	CC 5/8 X 3/4	12.72 32153	61646	7/7/2017
BILL00000626125	CC 5/8 X 3/4	18.73 22430	62044	7/7/2017
BILL00000626126	CC 5/8 X 3/4	28.20 31319	62045	7/7/2017
BILL00000626127	CC 5/8 X 3/4	11.88 32674	62133	7/7/2017
BILL00000626128	CC 5/8 X 3/4	10.75 30893	62169	7/7/2017
BILL00000626129	CC 5/8 X 3/4	34.11 20880	62192	7/7/2017
BILL00000626130	CC 5/8 X 3/4	44.60 21130	62425	7/7/2017
BILL00000626131	CC 5/8 X 3/4	12.52 21280	62567	7/7/2017
BILL00000626132	CC 5/8 X 3/4	11.78 32579	62894	7/7/2017
BILL00000626133	CC 5/8 X 3/4	10.75 31229	62963	7/7/2017
BILL00000626134	CC 5/8 X 3/4	42.22 23767	63167	7/7/2017
BILL00000626135	CC 5/8 X 3/4	27.73 32264	63631	7/7/2017
BILL00000626136	CC 5/8 X 3/4	29.67 32060	63642	7/7/2017
BILL00000626137	CC 5/8 X 3/4	10.75 22647	63876	7/7/2017
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BILL00000626140	CC 5/8 X 3/4	24.56 32232	64893	7/7/2017
BILL00000626141	CC 5/8 X 3/4	10.75 32725	64897	7/7/2017
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BILL00000626147	CC 5/8 X 3/4	33.64 24249	65401	7/7/2017
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BILL00000626151	CC 1 1/2	86.10 24645	65788	7/7/2017
BILL00000626152	CC 5/8 X 3/4	13.30 25772	66137	7/7/2017
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BILL00000626156	CC 5/8 X 3/4	22.18 31948	66285	7/7/2017
BILL00000626157	CC 5/8 X 3/4	17.07 32679	66407	7/7/2017
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BILL00000626159	CC 5/8 X 3/4	17.50 26219	66687	7/7/2017
BILL00000626160	CC 5/8 X 3/4	38.59 31219	66994	7/7/2017
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BILL00000626165	CC 5/8 X 3/4	26.99 32022	67517	7/7/2017
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BILL00000626167	CC 5/8 X 3/4	16.58 32376	68153	7/7/2017
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BILL00000626181	CC 5/8 X 3/4	21.36 32480	69637	7/7/2017
BILL00000626182	CC 5/8 X 3/4	12.64 30768	69732	7/7/2017
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FNAL00000004940	CC 5/8 X 3/4	13.71 10037	50592	6/29/2017
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PNLT00000073747	CC PENALTY	0.38 10030	50584	7/6/2017
PNLT00000073748	CC PENALTY	0.29 10080	50636	7/6/2017
PNLT00000073749	CC PENALTY	0.22 10098	50655	7/6/2017
PNLT00000073750	CC PENALTY	0.69 18694	60003	7/6/2017
PNLT00000073751	CC PENALTY	0.48 19162	50738	7/6/2017
PNLT00000073752	CC PENALTY	0.18 20880	62192	7/6/2017
PNLT00000073753	CC PENALTY	0.40 25731	65186	7/6/2017
PNLT00000073754	CC PENALTY	0.06 26855	60205	7/6/2017
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PNLT00000073762	CC PENALTY	0.19 31677	50670	7/6/2017
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PNLT00000073768	CC PENALTY	2.56 32588	50762	7/6/2017
PNLT00000073769	CC PENALTY	0.63 32633	50626	7/6/2017
PNLT00000073770	CC PENALTY	0.05 32661	50647	7/6/2017
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BILL00000629533	CC 5/8 X 3/4	31.23 10000	50550	8/7/2017
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BILL00000629539	CC 5/8 X 3/4	20.85 29557	50574	8/7/2017
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BILL00000629543	CC 5/8 X 3/4	28.22 10031	50585	8/7/2017
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BILL00000629546	CC 5/8 X 3/4	21.07 10035	50589	8/7/2017
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BILL00000629552	CC 5/8 X 3/4	61.66 10047	50601	8/7/2017
BILL00000629553	CC 5/8 X 3/4	15.94 10048	50602	8/7/2017
BILL00000629554	CC 5/8 X 3/4	10.75 32426	50603	8/7/2017
BILL00000629555	CC 5/8 X 3/4	53.30 25113	50604	8/7/2017
BILL00000629556	CC 5/8 X 3/4	10.75 31418	50605	8/7/2017
BILL00000629557	CC 5/8 X 3/4	10.87 10053	50607	8/7/2017
BILL00000629558	CC 5/8 X 3/4	10.75 32766	50608	8/7/2017
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BILL00000629560	CC 5/8 X 3/4	18.00 31027	50611	8/7/2017
BILL00000629561	CC 5/8 X 3/4	33.29 30463	50612	8/7/2017
BILL00000629562	CC 5/8 X 3/4	13.25 31717	50613	8/7/2017
BILL00000629563	CC 5/8 X 3/4	10.75 22820	50614	8/7/2017
BILL00000629564	CC 5/8 X 3/4	19.99 22073	50616	8/7/2017
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BILL00000629567	CC 5/8 X 3/4	12.78 32321	50620	8/7/2017
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BILL00000629575	CC 5/8 X 3/4	10.75 10080	50636	8/7/2017
BILL00000629576	CC 5/8 X 3/4	10.75 10081	50637	8/7/2017
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BILL00000629578	CC 5/8 X 3/4	13.07 10085	50641	8/7/2017
BILL00000629579	CC 5/8 X 3/4	14.01 10086	50642	8/7/2017
BILL00000629580	CC 5/8 X 3/4	12.35 24375	50644	8/7/2017
BILL00000629581	CC 5/8 X 3/4	10.75 32661	50647	8/7/2017

BILL00000629582	CC 5/8 X 3/4	10.75 24411	50648	8/7/2017
BILL00000629583	CC 5/8 X 3/4	20.71 31586	50649	8/7/2017
BILL00000629584	CC 5/8 X 3/4	10.75 10098	50655	8/7/2017
BILL00000629585	CC 5/8 X 3/4	16.80 32162	50656	8/7/2017
BILL00000629586	CC 5/8 X 3/4	30.11 19334	50657	8/7/2017
BILL00000629587	CC 5/8 X 3/4	10.75 29017	50659	8/7/2017
BILL00000629588	CC 5/8 X 3/4	16.85 10107	50664	8/7/2017
BILL00000629589	CC 5/8 X 3/4	10.75 32629	50665	8/7/2017
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BILL00000629593	CC 5/8 X 3/4	20.31 22204	50673	8/7/2017
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BILL00000629595	CC 5/8 X 3/4	12.27 10117	50675	8/7/2017
BILL00000629596	CC 5/8 X 3/4	13.75 10119	50677	8/7/2017
BILL00000629597	CC 5/8 X 3/4	19.80 10123	50682	8/7/2017
BILL00000629598	CC 5/8 X 3/4	54.08 29650	50683	8/7/2017
BILL00000629599	CC 5/8 X 3/4	10.75 32178	50685	8/7/2017
BILL00000629600	CC 5/8 X 3/4	20.56 30605	50686	8/7/2017
BILL00000629601	CC 5/8 X 3/4	10.75 10133	50692	8/7/2017
BILL00000629602	CC 5/8 X 3/4	16.99 32540	50693	8/7/2017
BILL00000629603	CC 5/8 X 3/4	10.75 31991	50695	8/7/2017
BILL00000629604	CC 5/8 X 3/4	29.06 10138	50697	8/7/2017
BILL00000629605	CC 5/8 X 3/4	14.03 30595	50698	8/7/2017
BILL00000629606	CC 5/8 X 3/4	14.55 32211	50699	8/7/2017
BILL00000629607	CC 5/8 X 3/4	10.75 10143	50702	8/7/2017
BILL00000629608	CC 5/8 X 3/4	12.33 30646	50703	8/7/2017
BILL00000629609	CC 5/8 X 3/4	10.75 32053	50705	8/7/2017
BILL00000629610	CC 5/8 X 3/4	11.37 31798	50706	8/7/2017
BILL00000629611	CC 5/8 X 3/4	10.75 10149	50708	8/7/2017
BILL00000629612	CC 5/8 X 3/4	10.75 29164	50717	8/7/2017
BILL00000629613	CC 5/8 X 3/4	19.68 20989	50718	8/7/2017
BILL00000629614	CC 5/8 X 3/4	10.75 10161	50720	8/7/2017
BILL00000629615	CC 5/8 X 3/4	13.87 32714	50725	8/7/2017
BILL00000629616	CC 5/8 X 3/4	22.24 32690	50730	8/7/2017
BILL00000629617	CC 5/8 X 3/4	11.92 31067	50731	8/7/2017
BILL00000629618	CC 5/8 X 3/4	39.77 32448	50733	8/7/2017
BILL00000629619	CC 5/8 X 3/4	10.75 31720	50734	8/7/2017
BILL00000629620	CC 5/8 X 3/4	27.91 10177	50736	8/7/2017
BILL00000629621	CC 5/8 X 3/4	18.67 19162	50738	8/7/2017
BILL00000629622	CC 5/8 X 3/4	12.88 32721	50741	8/7/2017
BILL00000629623	CC 5/8 X 3/4	10.75 26855	50745	8/7/2017
BILL00000629624	CC 5/8 X 3/4	46.14 10189	50748	8/7/2017
BILL00000629625	CC 5/8 X 3/4	10.75 10190	50749	8/7/2017
BILL00000629626	CC 5/8 X 3/4	67.12 10192	50751	8/7/2017
BILL00000629627	CC 5/8 X 3/4	13.62 20716	50754	8/7/2017
BILL00000629628	CC 5/8 X 3/4	12.97 10199	50758	8/7/2017
BILL00000629629	CC 5/8 X 3/4	10.75 26328	50759	8/7/2017
BILL00000629630	CC 2	100.00 26328	50760	8/7/2017
BILL00000629631	CC 5/8 X 3/4	49.61 10202	50761	8/7/2017
BILL00000629632	CC 5/8 X 3/4	10.75 32588	50762	8/7/2017
BILL00000629633	CC 5/8 X 3/4	10.75 32739	50778	8/7/2017
BILL00000629634	CC 5/8 X 3/4	48.50 26509	50779	8/7/2017
BILL00000629635	CC 5/8 X 3/4	18.96 27455	59880	8/7/2017
BILL00000629636	CC 5/8 X 3/4	13.44 31349	59903	8/7/2017
BILL00000629637	CC 5/8 X 3/4	19.68 18391	59930	8/7/2017
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BILL00000629639	CC 5/8 X 3/4	19.66 30162	60011	8/7/2017

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BILL00000629644	CC 5/8 X 3/4	18.84 19043	60332	8/7/2017
BILL00000629645	CC 5/8 X 3/4	11.53 32403	60452	8/7/2017
BILL00000629646	CC 5/8 X 3/4	10.75 31417	60505	8/7/2017
BILL00000629647	CC 5/8 X 3/4	16.66 32228	61018	8/7/2017
BILL00000629648	CC 5/8 X 3/4	16.72 19967	61124	8/7/2017
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BILL00000629650	CC 5/8 X 3/4	27.07 26855	61325	8/7/2017
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BILL00000629655	CC 5/8 X 3/4	13.81 31319	62045	8/7/2017
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PNLT00000074169	CC PENALTY	2.81 10054	50608	8/2/2017
PNLT00000074170	CC PENALTY	0.23 10086	50642	8/2/2017
PNLT00000074171	CC PENALTY	0.07 10116	50674	8/2/2017
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BILL00000634857	CC 5/8 X 3/4	41.95 10031	50585	9/11/2017
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BILL00000634890	CC 5/8 X 3/4	10.75 10081	50637	9/11/2017
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BILL00000634892	CC 5/8 X 3/4	14.08 10085	50641	9/11/2017
BILL00000634893	CC 5/8 X 3/4	17.87 10086	50642	9/11/2017
BILL00000634894	CC 5/8 X 3/4	14.28 24375	50644	9/11/2017
BILL00000634895	CC 5/8 X 3/4	10.75 32661	50647	9/11/2017
BILL00000634896	CC 5/8 X 3/4	10.75 24411	50648	9/11/2017
BILL00000634897	CC 5/8 X 3/4	25.82 31586	50649	9/11/2017
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BILL00000634904	CC 5/8 X 3/4	21.88 10109	50666	9/11/2017
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BILL00000634916	CC 5/8 X 3/4	10.75 10133	50692	9/11/2017
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BILL00000634918	CC 5/8 X 3/4	34.29 10138	50697	9/11/2017

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BILL00000634921	CC 5/8 X 3/4	18.61 10143	50702	9/11/2017
BILL00000634922	CC 5/8 X 3/4	12.64 30646	50703	9/11/2017
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BILL00000634926	CC 5/8 X 3/4	10.75 29164	50717	9/11/2017
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BILL00000634938	CC 5/8 X 3/4	43.71 10189	50748	9/11/2017
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BILL00000634941	CC 5/8 X 3/4	18.10 20716	50754	9/11/2017
BILL00000634942	CC 5/8 X 3/4	13.38 10199	50758	9/11/2017
BILL00000634943	CC 5/8 X 3/4	10.75 26328	50759	9/11/2017
BILL00000634944	CC 2	100.00 26328	50760	9/11/2017
BILL00000634945	CC 5/8 X 3/4	56.85 10202	50761	9/11/2017
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BILL00000634950	CC 5/8 X 3/4	13.81 31349	59903	9/11/2017
BILL00000634951	CC 5/8 X 3/4	20.03 18391	59930	9/11/2017
BILL00000634952	CC 5/8 X 3/4	20.99 30162	60011	9/11/2017
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BILL00000634954	CC 5/8 X 3/4	14.63 25859	60071	9/11/2017
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BILL00000634958	CC 5/8 X 3/4	10.83 32403	60452	9/11/2017
BILL00000634959	CC 5/8 X 3/4	10.75 31417	60505	9/11/2017
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BILL00000634967	CC 5/8 X 3/4	22.68 22430	62044	9/11/2017
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BILL00000634970	CC 5/8 X 3/4	10.75 30893	62169	9/11/2017
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BILL00000634974	CC 5/8 X 3/4	15.16 32579	62894	9/11/2017
BILL00000634975	CC 5/8 X 3/4	10.75 31229	62963	9/11/2017
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BILL00000634989	CC 5/8 X 3/4	28.38 24249	65401	9/11/2017
BILL00000634990	CC 5/8 X 3/4	31.83 32635	65513	9/11/2017
BILL00000634991	CC 5/8 X 3/4	12.25 31455	65581	9/11/2017
BILL00000634992	CC 5/8 X 3/4	20.79 24634	65776	9/11/2017
BILL00000634993	CC 1 1/2	86.10 24645	65788	9/11/2017
BILL00000634994	CC 5/8 X 3/4	15.29 25772	66137	9/11/2017
BILL00000634995	CC 5/8 X 3/4	44.33 32659	66139	9/11/2017
BILL00000634996	CC 5/8 X 3/4	11.45 32274	66141	9/11/2017
BILL00000634997	CC 5/8 X 3/4	14.94 32354	66142	9/11/2017
BILL00000634998	CC 5/8 X 3/4	21.98 31948	66285	9/11/2017
BILL00000634999	CC 5/8 X 3/4	26.49 32679	66407	9/11/2017
BILL00000635000	CC 5/8 X 3/4	43.02 25474	66535	9/11/2017
BILL00000635001	CC 5/8 X 3/4	10.75 26219	66687	9/11/2017
BILL00000635002	CC 5/8 X 3/4	33.94 31219	66994	9/11/2017
BILL00000635003	CC 5/8 X 3/4	19.72 10133	67126	9/11/2017
BILL00000635004	CC 5/8 X 3/4	55.13 26391	67350	9/11/2017
BILL00000635005	CC 5/8 X 3/4	16.27 26502	67467	9/11/2017
BILL00000635006	CC 5/8 X 3/4	33.02 31060	67482	9/11/2017
BILL00000635007	CC 5/8 X 3/4	27.89 32022	67517	9/11/2017
BILL00000635008	CC 5/8 X 3/4	16.03 27610	67885	9/11/2017
BILL00000635009	CC 5/8 X 3/4	16.66 32376	68153	9/11/2017
BILL00000635010	CC 5/8 X 3/4	10.89 31388	68168	9/11/2017
BILL00000635011	CC 5/8 X 3/4	28.32 31017	68191	9/11/2017
BILL00000635012	CC 5/8 X 3/4	19.95 27391	68257	9/11/2017
BILL00000635013	CC 5/8 X 3/4	37.15 31841	68294	9/11/2017
BILL00000635014	CC 5/8 X 3/4	10.75 27810	68617	9/11/2017
BILL00000635015	CC 5/8 X 3/4	12.58 32197	68748	9/11/2017
BILL00000635016	CC 5/8 X 3/4	13.97 32387	68837	9/11/2017
BILL00000635017	CC 5/8 X 3/4	14.79 30776	68838	9/11/2017
BILL00000635018	CC 5/8 X 3/4	24.54 28403	69138	9/11/2017
BILL00000635019	CC 5/8 X 3/4	19.99 32696	69421	9/11/2017
BILL00000635020	CC 5/8 X 3/4	20.58 32213	69422	9/11/2017
BILL00000635021	CC 5/8 X 3/4	17.36 32213	69423	9/11/2017
BILL00000635022	CC 5/8 X 3/4	24.97 32600	69548	9/11/2017
BILL00000635023	CC 5/8 X 3/4	19.76 32480	69637	9/11/2017
BILL00000635024	CC 5/8 X 3/4	13.21 30768	69732	9/11/2017
BILL00000635025	CC 5/8 X 3/4	14.32 31101	69733	9/11/2017
BILL00000635026	CC 5/8 X 3/4	34.97 30889	69734	9/11/2017
BILL00000635027	CC 5/8 X 3/4	10.75 31021	69735	9/11/2017
BILL00000635028	CC 5/8 X 3/4	10.75 31041	69736	9/11/2017
BILL00000635029	CC 5/8 X 3/4	12.25 31978	70351	9/11/2017
FNAL00000004994	CC 5/8 X 3/4	20.71 32540	50693	9/7/2017
MISC000000048963	CC EST	25.00 32797	50685	9/27/2017
PNLT000000074505	CC PENALTY	0.17 10030	50584	9/6/2017
PNLT000000074506	CC PENALTY	1.09 10037	50591	9/6/2017
PNLT000000074507	CC PENALTY	2.81 10054	50608	9/6/2017

PNLT00000074508	CC PENALTY	0.17 10190	50749	9/6/2017
PNLT00000074509	CC PENALTY	0.79 10202	50761	9/6/2017
PNLT00000074510	CC PENALTY	0.29 31027	50611	9/6/2017
PNLT00000074511	CC PENALTY	0.07 31041	69736	9/6/2017
PNLT00000074512	CC PENALTY	0.35 31219	66994	9/6/2017
PNLT00000074513	CC PENALTY	0.22 31319	62045	9/6/2017
PNLT00000074514	CC PENALTY	0.34 31677	50670	9/6/2017
PNLT00000074515	CC PENALTY	0.40 32022	67517	9/6/2017
PNLT00000074516	CC PENALTY	0.10 32426	50603	9/6/2017
PNLT00000074517	CC PENALTY	0.62 32448	50733	9/6/2017
PNLT00000074518	CC PENALTY	0.31 32474	50619	9/6/2017
PNLT00000074519	CC PENALTY	1.62 32540	50693	9/6/2017
PNLT00000074520	CC PENALTY	0.17 32588	50762	9/6/2017
PNLT00000074521	CC PENALTY	0.18 32600	69548	9/6/2017
PNLT00000074522	CC PENALTY	0.26 32633	50626	9/6/2017
PNLT00000074523	CC PENALTY	0.17 32674	62133	9/6/2017
PNLT00000074524	CC PENALTY	0.31 32679	66407	9/6/2017
PYMT00000532332	CC OVERREAD	(4.52) 32540	50693	9/29/2017
BILL00000639412	CC 5/8 X 3/4	20.27 10000	50550	10/9/2017
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BILL00000639414	CC 5/8 X 3/4	24.75 22364	50561	10/9/2017
BILL00000639415	CC 5/8 X 3/4	15.43 10013	50566	10/9/2017
BILL00000639416	CC 5/8 X 3/4	12.27 10015	50568	10/9/2017
BILL00000639417	CC 5/8 X 3/4	12.19 29476	50572	10/9/2017
BILL00000639418	CC 5/8 X 3/4	22.66 29557	50574	10/9/2017
BILL00000639419	CC 5/8 X 3/4	18.14 32726	50581	10/9/2017
BILL00000639420	CC 5/8 X 3/4	10.75 31648	50582	10/9/2017
BILL00000639421	CC 5/8 X 3/4	10.75 10030	50584	10/9/2017
BILL00000639422	CC 5/8 X 3/4	32.84 10031	50585	10/9/2017
BILL00000639423	CC 5/8 X 3/4	19.04 29794	50586	10/9/2017
BILL00000639424	CC 5/8 X 3/4	40.27 10035	50588	10/9/2017
BILL00000639425	CC 5/8 X 3/4	10.75 10035	50589	10/9/2017
BILL00000639426	CC 5/8 X 3/4	11.22 31497	50590	10/9/2017
BILL00000639427	CC 5/8 X 3/4	28.83 10037	50591	10/9/2017
BILL00000639428	CC 5/8 X 3/4	15.96 32755	50592	10/9/2017
BILL00000639429	CC 5/8 X 3/4	16.99 31437	50594	10/9/2017
BILL00000639430	CC 5/8 X 3/4	10.75 10044	50598	10/9/2017
BILL00000639431	CC 5/8 X 3/4	62.43 10047	50601	10/9/2017
BILL00000639432	CC 5/8 X 3/4	13.40 10048	50602	10/9/2017
BILL00000639433	CC 5/8 X 3/4	11.26 32426	50603	10/9/2017
BILL00000639434	CC 5/8 X 3/4	28.98 25113	50604	10/9/2017
BILL00000639435	CC 5/8 X 3/4	10.75 31418	50605	10/9/2017
BILL00000639436	CC 5/8 X 3/4	12.33 10053	50607	10/9/2017
BILL00000639437	CC 5/8 X 3/4	45.32 32766	50608	10/9/2017
BILL00000639438	CC 5/8 X 3/4	10.75 32670	50610	10/9/2017
BILL00000639439	CC 5/8 X 3/4	18.73 31027	50611	10/9/2017
BILL00000639440	CC 5/8 X 3/4	35.40 30463	50612	10/9/2017
BILL00000639441	CC 5/8 X 3/4	12.08 31717	50613	10/9/2017
BILL00000639442	CC 5/8 X 3/4	11.49 22820	50614	10/9/2017
BILL00000639443	CC 5/8 X 3/4	20.23 22073	50616	10/9/2017
BILL00000639444	CC 5/8 X 3/4	22.82 29765	50618	10/9/2017
BILL00000639445	CC 5/8 X 3/4	17.13 32474	50619	10/9/2017
BILL00000639446	CC 5/8 X 3/4	10.95 32321	50620	10/9/2017
BILL00000639447	CC 5/8 X 3/4	11.88 10065	50621	10/9/2017
BILL00000639448	CC 5/8 X 3/4	16.17 10066	50622	10/9/2017
BILL00000639449	CC 5/8 X 3/4	22.00 32633	50626	10/9/2017
BILL00000639450	CC 5/8 X 3/4	15.41 10071	50627	10/9/2017
BILL00000639451	CC 5/8 X 3/4	10.75 10072	50628	10/9/2017

BILL00000639452	CC 5/8 X 3/4	19.08 31430	50631	10/9/2017
BILL00000639453	CC 5/8 X 3/4	17.15 31839	50633	10/9/2017
BILL00000639454	CC 5/8 X 3/4	14.30 10080	50636	10/9/2017
BILL00000639455	CC 5/8 X 3/4	10.75 10081	50637	10/9/2017
BILL00000639456	CC 5/8 X 3/4	10.75 10084	50640	10/9/2017
BILL00000639457	CC 5/8 X 3/4	15.27 10085	50641	10/9/2017
BILL00000639458	CC 5/8 X 3/4	13.50 10086	50642	10/9/2017
BILL00000639459	CC 5/8 X 3/4	13.99 24375	50644	10/9/2017
BILL00000639460	CC 5/8 X 3/4	10.75 32661	50647	10/9/2017
BILL00000639461	CC 5/8 X 3/4	10.75 24411	50648	10/9/2017
BILL00000639462	CC 5/8 X 3/4	20.64 31586	50649	10/9/2017
BILL00000639463	CC 5/8 X 3/4	10.75 10098	50655	10/9/2017
BILL00000639464	CC 5/8 X 3/4	23.52 32162	50656	10/9/2017
BILL00000639465	CC 5/8 X 3/4	26.10 19334	50657	10/9/2017
BILL00000639466	CC 5/8 X 3/4	26.39 10107	50664	10/9/2017
BILL00000639467	CC 5/8 X 3/4	10.75 32629	50665	10/9/2017
BILL00000639468	CC 5/8 X 3/4	22.65 10109	50666	10/9/2017
BILL00000639469	CC 5/8 X 3/4	10.75 31395	50667	10/9/2017
BILL00000639470	CC 5/8 X 3/4	10.75 31677	50670	10/9/2017
BILL00000639471	CC 5/8 X 3/4	14.46 22204	50673	10/9/2017
BILL00000639472	CC 5/8 X 3/4	12.06 10117	50675	10/9/2017
BILL00000639473	CC 5/8 X 3/4	14.98 10119	50677	10/9/2017
BILL00000639474	CC 5/8 X 3/4	10.75 32782	50681	10/9/2017
BILL00000639475	CC 5/8 X 3/4	23.33 10123	50682	10/9/2017
BILL00000639476	CC 5/8 X 3/4	43.53 29650	50683	10/9/2017
BILL00000639478	CC 5/8 X 3/4	14.47 30605	50686	10/9/2017
BILL00000639479	CC 5/8 X 3/4	24.99 10133	50692	10/9/2017
BILL00000639480	CC 5/8 X 3/4	10.75 31991	50695	10/9/2017
BILL00000639481	CC 5/8 X 3/4	21.48 10138	50697	10/9/2017
BILL00000639482	CC 5/8 X 3/4	14.36 30595	50698	10/9/2017
BILL00000639483	CC 5/8 X 3/4	11.63 32211	50699	10/9/2017
BILL00000639484	CC 5/8 X 3/4	10.75 10143	50702	10/9/2017
BILL00000639485	CC 5/8 X 3/4	12.10 30646	50703	10/9/2017
BILL00000639486	CC 5/8 X 3/4	10.75 32053	50705	10/9/2017
BILL00000639487	CC 5/8 X 3/4	11.37 31798	50706	10/9/2017
BILL00000639488	CC 5/8 X 3/4	26.00 10149	50708	10/9/2017
BILL00000639489	CC 5/8 X 3/4	10.75 29164	50717	10/9/2017
BILL00000639490	CC 5/8 X 3/4	17.58 20989	50718	10/9/2017
BILL00000639491	CC 5/8 X 3/4	10.87 10161	50720	10/9/2017
BILL00000639492	CC 5/8 X 3/4	13.50 32714	50725	10/9/2017
BILL00000639493	CC 5/8 X 3/4	19.37 32690	50730	10/9/2017
BILL00000639494	CC 5/8 X 3/4	10.75 31067	50731	10/9/2017
BILL00000639495	CC 5/8 X 3/4	10.89 32448	50733	10/9/2017
BILL00000639496	CC 5/8 X 3/4	10.75 31720	50734	10/9/2017
BILL00000639497	CC 5/8 X 3/4	30.68 10177	50736	10/9/2017
BILL00000639498	CC 5/8 X 3/4	20.54 19162	50738	10/9/2017
BILL00000639499	CC 5/8 X 3/4	14.61 32721	50741	10/9/2017
BILL00000639500	CC 5/8 X 3/4	10.75 26855	50745	10/9/2017
BILL00000639501	CC 5/8 X 3/4	41.44 10189	50748	10/9/2017
BILL00000639502	CC 5/8 X 3/4	10.75 10190	50749	10/9/2017
BILL00000639503	CC 5/8 X 3/4	24.42 10192	50751	10/9/2017
BILL00000639504	CC 5/8 X 3/4	17.26 20716	50754	10/9/2017
BILL00000639505	CC 5/8 X 3/4	12.27 10199	50758	10/9/2017
BILL00000639506	CC 5/8 X 3/4	10.75 26328	50759	10/9/2017
BILL00000639507	CC 2	100.98 26328	50760	10/9/2017
BILL00000639508	CC 5/8 X 3/4	53.20 10202	50761	10/9/2017
BILL00000639509	CC 5/8 X 3/4	10.75 32588	50762	10/9/2017
BILL00000639510	CC 5/8 X 3/4	11.94 32739	50778	10/9/2017

BILL00000639511	CC 5/8 X 3/4	13.87 26509	50779	10/9/2017
BILL00000639512	CC 5/8 X 3/4	16.05 27455	59880	10/9/2017
BILL00000639513	CC 5/8 X 3/4	12.17 31349	59903	10/9/2017
BILL00000639514	CC 5/8 X 3/4	18.51 18391	59930	10/9/2017
BILL00000639515	CC 5/8 X 3/4	10.75 30162	60011	10/9/2017
BILL00000639516	CC 5/8 X 3/4	33.47 25500	60070	10/9/2017
BILL00000639517	CC 5/8 X 3/4	13.60 25859	60071	10/9/2017
BILL00000639518	CC 5/8 X 3/4	10.75 21543	60204	10/9/2017
BILL00000639519	CC 5/8 X 3/4	16.89 26855	60205	10/9/2017
BILL00000639520	CC 5/8 X 3/4	34.81 19043	60332	10/9/2017
BILL00000639521	CC 5/8 X 3/4	10.75 32403	60452	10/9/2017
BILL00000639522	CC 5/8 X 3/4	10.75 31417	60505	10/9/2017
BILL00000639523	CC 5/8 X 3/4	13.50 32228	61018	10/9/2017
BILL00000639524	CC 5/8 X 3/4	19.78 19967	61124	10/9/2017
BILL00000639525	CC 5/8 X 3/4	11.06 31661	61260	10/9/2017
BILL00000639526	CC 5/8 X 3/4	17.17 26855	61325	10/9/2017
BILL00000639527	CC 5/8 X 3/4	10.75 25925	61363	10/9/2017
BILL00000639528	CC 5/8 X 3/4	15.76 20060	61374	10/9/2017
BILL00000639529	CC 5/8 X 3/4	12.06 32153	61646	10/9/2017
BILL00000639530	CC 5/8 X 3/4	22.82 22430	62044	10/9/2017
BILL00000639531	CC 5/8 X 3/4	13.32 31319	62045	10/9/2017
BILL00000639532	CC 5/8 X 3/4	22.00 32674	62133	10/9/2017
BILL00000639533	CC 5/8 X 3/4	10.75 30893	62169	10/9/2017
BILL00000639534	CC 5/8 X 3/4	32.84 20880	62192	10/9/2017
BILL00000639535	CC 5/8 X 3/4	40.92 21130	62425	10/9/2017
BILL00000639536	CC 5/8 X 3/4	11.55 21280	62567	10/9/2017
BILL00000639537	CC 5/8 X 3/4	13.66 32579	62894	10/9/2017
BILL00000639538	CC 5/8 X 3/4	10.75 31229	62963	10/9/2017
BILL00000639539	CC 5/8 X 3/4	41.83 23767	63167	10/9/2017
BILL00000639540	CC 5/8 X 3/4	27.34 32264	63631	10/9/2017
BILL00000639541	CC 5/8 X 3/4	32.12 32060	63642	10/9/2017
BILL00000639542	CC 5/8 X 3/4	10.75 22647	63876	10/9/2017
BILL00000639543	CC 5/8 X 3/4	15.35 30283	64002	10/9/2017
BILL00000639544	CC 5/8 X 3/4	10.75 23669	64841	10/9/2017
BILL00000639545	CC 5/8 X 3/4	28.73 32232	64893	10/9/2017
BILL00000639546	CC 5/8 X 3/4	15.61 32725	64897	10/9/2017
BILL00000639547	CC 5/8 X 3/4	55.05 23755	64921	10/9/2017
BILL00000639548	CC 5/8 X 3/4	18.92 32640	65088	10/9/2017
BILL00000639549	CC 5/8 X 3/4	20.46 25731	65186	10/9/2017
BILL00000639550	CC 5/8 X 3/4	20.07 32682	65377	10/9/2017
BILL00000639551	CC 5/8 X 3/4	10.75 24228	65380	10/9/2017
BILL00000639552	CC 5/8 X 3/4	21.77 24249	65401	10/9/2017
BILL00000639553	CC 5/8 X 3/4	25.36 32635	65513	10/9/2017
BILL00000639554	CC 5/8 X 3/4	10.75 31455	65581	10/9/2017
BILL00000639555	CC 5/8 X 3/4	18.37 24634	65776	10/9/2017
BILL00000639556	CC 1 1/2	87.32 24645	65788	10/9/2017
BILL00000639557	CC 5/8 X 3/4	12.78 25772	66137	10/9/2017
BILL00000639558	CC 5/8 X 3/4	20.25 32659	66139	10/9/2017
BILL00000639559	CC 5/8 X 3/4	10.75 32274	66141	10/9/2017
BILL00000639560	CC 5/8 X 3/4	12.04 32354	66142	10/9/2017
BILL00000639561	CC 5/8 X 3/4	19.35 32679	66407	10/9/2017
BILL00000639562	CC 5/8 X 3/4	35.26 25474	66535	10/9/2017
BILL00000639563	CC 5/8 X 3/4	10.75 26219	66687	10/9/2017
BILL00000639564	CC 5/8 X 3/4	26.97 31219	66994	10/9/2017
BILL00000639565	CC 5/8 X 3/4	11.98 10133	67126	10/9/2017
BILL00000639566	CC 5/8 X 3/4	30.31 26391	67350	10/9/2017
BILL00000639567	CC 5/8 X 3/4	14.08 26502	67467	10/9/2017
BILL00000639568	CC 5/8 X 3/4	41.46 31060	67482	10/9/2017

BILL00000639569	CC 5/8 X 3/4	22.57 32022	67517	10/9/2017
BILL00000639570	CC 5/8 X 3/4	14.40 27610	67885	10/9/2017
BILL00000639571	CC 5/8 X 3/4	12.70 32376	68153	10/9/2017
BILL00000639572	CC 5/8 X 3/4	10.75 31388	68168	10/9/2017
BILL00000639573	CC 5/8 X 3/4	26.99 31017	68191	10/9/2017
BILL00000639574	CC 5/8 X 3/4	23.31 27391	68257	10/9/2017
BILL00000639575	CC 5/8 X 3/4	37.66 31841	68294	10/9/2017
BILL00000639576	CC 5/8 X 3/4	10.75 27810	68617	10/9/2017
BILL00000639577	CC 5/8 X 3/4	11.84 32197	68748	10/9/2017
BILL00000639578	CC 5/8 X 3/4	19.68 32387	68837	10/9/2017
BILL00000639579	CC 5/8 X 3/4	16.62 30776	68838	10/9/2017
BILL00000639580	CC 5/8 X 3/4	18.88 28403	69138	10/9/2017
BILL00000639581	CC 5/8 X 3/4	12.31 32696	69421	10/9/2017
BILL00000639582	CC 5/8 X 3/4	18.67 32213	69422	10/9/2017
BILL00000639583	CC 5/8 X 3/4	22.82 32213	69423	10/9/2017
BILL00000639584	CC 5/8 X 3/4	25.20 32600	69548	10/9/2017
BILL00000639585	CC 5/8 X 3/4	13.52 32480	69637	10/9/2017
BILL00000639586	CC 5/8 X 3/4	10.75 30768	69732	10/9/2017
BILL00000639587	CC 5/8 X 3/4	13.23 31101	69733	10/9/2017
BILL00000639588	CC 5/8 X 3/4	26.76 30889	69734	10/9/2017
BILL00000639589	CC 5/8 X 3/4	10.75 31021	69735	10/9/2017
BILL00000639590	CC 5/8 X 3/4	10.75 31041	69736	10/9/2017
BILL00000639591	CC 5/8 X 3/4	10.75 31978	70351	10/9/2017
FNAL00000005019	CC 5/8 X 3/4	10.75 32178	50685	9/22/2017
FNAL00000005020	CC 5/8 X 3/4	18.57 31948	66285	9/26/2017
FNAL00000005021	CC 5/8 X 3/4	10.75 29017	50659	10/5/2017
FNAL00000005022	CC 5/8 X 3/4	12.08 10116	50674	9/12/2017
MISC00000048992	CC EST	25.00 24279	66285	10/5/2017
MISC00000049040	CC EST	25.00 18694	60003	10/19/2017
PNLT00000074711	CC PENALTY	0.18 10015	50568	10/5/2017
PNLT00000074712	CC PENALTY	0.42 10030	50584	10/5/2017
PNLT00000074713	CC PENALTY	0.69 10035	50588	10/5/2017
PNLT00000074714	CC PENALTY	0.33 10035	50589	10/5/2017
PNLT00000074715	CC PENALTY	2.81 10054	50608	10/5/2017
PNLT00000074716	CC PENALTY	0.19 10080	50636	10/5/2017
PNLT00000074717	CC PENALTY	0.37 10116	50674	10/5/2017
PNLT00000074718	CC PENALTY	0.91 10202	50761	10/5/2017
PNLT00000074719	CC PENALTY	0.32 18391	59930	10/5/2017
PNLT00000074720	CC PENALTY	0.51 19967	61124	10/5/2017
PNLT00000074721	CC PENALTY	0.21 24375	50644	10/5/2017
PNLT00000074722	CC PENALTY	0.57 31027	50611	10/5/2017
PNLT00000074723	CC PENALTY	0.24 31041	69736	10/5/2017
PNLT00000074724	CC PENALTY	0.16 31219	66994	10/5/2017
PNLT00000074725	CC PENALTY	0.46 31319	62045	10/5/2017
PNLT00000074726	CC PENALTY	0.25 31839	50633	10/5/2017
PNLT00000074727	CC PENALTY	0.33 32213	69422	10/5/2017
PNLT00000074728	CC PENALTY	0.28 32213	69423	10/5/2017
PNLT00000074729	CC PENALTY	0.45 32232	64893	10/5/2017
PNLT00000074730	CC PENALTY	0.29 32426	50603	10/5/2017
PNLT00000074731	CC PENALTY	1.03 32448	50733	10/5/2017
PNLT00000074732	CC PENALTY	0.39 32600	69548	10/5/2017
PNLT00000074733	CC PENALTY	0.64 32633	50626	10/5/2017
PNLT00000074734	CC PENALTY	0.19 32659	66139	10/5/2017
PNLT00000074735	CC PENALTY	0.04 32661	50647	10/5/2017
PNLT00000074736	CC PENALTY	0.52 32674	62133	10/5/2017
PNLT00000074737	CC PENALTY	0.42 32679	66407	10/5/2017
PNLT00000074738	CC PENALTY	0.42 32682	65377	10/5/2017
PNLT00000074739	CC PENALTY	0.36 32690	50730	10/5/2017

BILL00000644699	CC 5/8 X 3/4	32.57 10000	50550	11/13/2017
BILL00000644700	CC 5/8 X 3/4	11.78 32704	50551	11/13/2017
BILL00000644701	CC 5/8 X 3/4	28.90 22364	50561	11/13/2017
BILL00000644702	CC 5/8 X 3/4	16.50 10013	50566	11/13/2017
BILL00000644703	CC 5/8 X 3/4	12.56 10015	50568	11/13/2017
BILL00000644704	CC 5/8 X 3/4	16.11 29476	50572	11/13/2017
BILL00000644705	CC 5/8 X 3/4	25.71 29557	50574	11/13/2017
BILL00000644706	CC 5/8 X 3/4	10.75 32726	50581	11/13/2017
BILL00000644707	CC 5/8 X 3/4	10.75 31648	50582	11/13/2017
BILL00000644708	CC 5/8 X 3/4	23.52 10030	50584	11/13/2017
BILL00000644709	CC 5/8 X 3/4	29.28 10031	50585	11/13/2017
BILL00000644710	CC 5/8 X 3/4	10.75 29794	50586	11/13/2017
BILL00000644711	CC 5/8 X 3/4	10.75 10035	50588	11/13/2017
BILL00000644712	CC 5/8 X 3/4	26.12 10035	50589	11/13/2017
BILL00000644713	CC 5/8 X 3/4	12.76 31497	50590	11/13/2017
BILL00000644714	CC 5/8 X 3/4	20.77 10037	50591	11/13/2017
BILL00000644715	CC 5/8 X 3/4	14.98 32755	50592	11/13/2017
BILL00000644716	CC 5/8 X 3/4	23.41 31437	50594	11/13/2017
BILL00000644717	CC 5/8 X 3/4	10.75 10044	50598	11/13/2017
BILL00000644718	CC 5/8 X 3/4	75.82 10047	50601	11/13/2017
BILL00000644719	CC 5/8 X 3/4	18.08 10048	50602	11/13/2017
BILL00000644720	CC 5/8 X 3/4	13.34 32426	50603	11/13/2017
BILL00000644721	CC 5/8 X 3/4	59.56 25113	50604	11/13/2017
BILL00000644722	CC 5/8 X 3/4	10.75 31418	50605	11/13/2017
BILL00000644723	CC 5/8 X 3/4	15.59 10053	50607	11/13/2017
BILL00000644724	CC 5/8 X 3/4	40.18 32766	50608	11/13/2017
BILL00000644725	CC 5/8 X 3/4	12.97 32670	50610	11/13/2017
BILL00000644726	CC 5/8 X 3/4	16.93 31027	50611	11/13/2017
BILL00000644727	CC 5/8 X 3/4	31.54 30463	50612	11/13/2017
BILL00000644728	CC 5/8 X 3/4	16.11 31717	50613	11/13/2017
BILL00000644729	CC 5/8 X 3/4	18.32 22820	50614	11/13/2017
BILL00000644730	CC 5/8 X 3/4	26.90 22073	50616	11/13/2017
BILL00000644731	CC 5/8 X 3/4	10.75 29765	50618	11/13/2017
BILL00000644732	CC 5/8 X 3/4	23.74 32474	50619	11/13/2017
BILL00000644733	CC 5/8 X 3/4	12.51 32321	50620	11/13/2017
BILL00000644734	CC 5/8 X 3/4	20.13 10065	50621	11/13/2017
BILL00000644735	CC 5/8 X 3/4	17.98 10066	50622	11/13/2017
BILL00000644736	CC 5/8 X 3/4	10.75 32633	50626	11/13/2017
BILL00000644737	CC 5/8 X 3/4	12.19 10071	50627	11/13/2017
BILL00000644738	CC 5/8 X 3/4	12.90 10072	50628	11/13/2017
BILL00000644739	CC 5/8 X 3/4	22.26 31430	50631	11/13/2017
BILL00000644740	CC 5/8 X 3/4	25.43 31839	50633	11/13/2017
BILL00000644741	CC 5/8 X 3/4	14.79 10080	50636	11/13/2017
BILL00000644742	CC 5/8 X 3/4	10.75 10081	50637	11/13/2017
BILL00000644743	CC 5/8 X 3/4	10.75 10084	50640	11/13/2017
BILL00000644744	CC 5/8 X 3/4	28.22 10085	50641	11/13/2017
BILL00000644745	CC 5/8 X 3/4	14.69 10086	50642	11/13/2017
BILL00000644746	CC 5/8 X 3/4	15.76 24375	50644	11/13/2017
BILL00000644747	CC 5/8 X 3/4	10.75 32661	50647	11/13/2017
BILL00000644748	CC 5/8 X 3/4	10.75 24411	50648	11/13/2017
BILL00000644749	CC 5/8 X 3/4	21.28 31586	50649	11/13/2017
BILL00000644750	CC 5/8 X 3/4	10.75 10098	50655	11/13/2017
BILL00000644751	CC 5/8 X 3/4	26.29 32162	50656	11/13/2017
BILL00000644752	CC 5/8 X 3/4	34.05 19334	50657	11/13/2017
BILL00000644753	CC 5/8 X 3/4	24.38 10107	50664	11/13/2017
BILL00000644754	CC 5/8 X 3/4	10.75 32629	50665	11/13/2017
BILL00000644755	CC 5/8 X 3/4	21.75 10109	50666	11/13/2017
BILL00000644756	CC 5/8 X 3/4	10.75 31395	50667	11/13/2017

BILL00000644757	CC 5/8 X 3/4	10.75 31677	50670	11/13/2017
BILL00000644758	CC 5/8 X 3/4	24.17 22204	50673	11/13/2017
BILL00000644759	CC 5/8 X 3/4	14.67 10117	50675	11/13/2017
BILL00000644760	CC 5/8 X 3/4	10.81 10119	50677	11/13/2017
BILL00000644761	CC 5/8 X 3/4	10.75 32782	50681	11/13/2017
BILL00000644762	CC 5/8 X 3/4	26.08 10123	50682	11/13/2017
BILL00000644763	CC 5/8 X 3/4	41.40 29650	50683	11/13/2017
BILL00000644764	CC 5/8 X 3/4	16.54 32797	50685	11/13/2017
BILL00000644765	CC 5/8 X 3/4	18.69 30605	50686	11/13/2017
BILL00000644766	CC 5/8 X 3/4	10.75 10133	50692	11/13/2017
BILL00000644767	CC 5/8 X 3/4	10.75 31991	50695	11/13/2017
BILL00000644768	CC 5/8 X 3/4	16.23 10138	50697	11/13/2017
BILL00000644769	CC 5/8 X 3/4	15.84 30595	50698	11/13/2017
BILL00000644770	CC 5/8 X 3/4	10.75 32211	50699	11/13/2017
BILL00000644771	CC 5/8 X 3/4	10.75 10143	50702	11/13/2017
BILL00000644772	CC 5/8 X 3/4	12.15 30646	50703	11/13/2017
BILL00000644773	CC 5/8 X 3/4	10.75 32053	50705	11/13/2017
BILL00000644774	CC 5/8 X 3/4	12.70 31798	50706	11/13/2017
BILL00000644775	CC 5/8 X 3/4	27.31 10149	50708	11/13/2017
BILL00000644776	CC 5/8 X 3/4	10.75 29164	50717	11/13/2017
BILL00000644777	CC 5/8 X 3/4	17.32 20989	50718	11/13/2017
BILL00000644778	CC 5/8 X 3/4	11.88 10161	50720	11/13/2017
BILL00000644779	CC 5/8 X 3/4	14.57 32714	50725	11/13/2017
BILL00000644780	CC 5/8 X 3/4	19.83 32690	50730	11/13/2017
BILL00000644781	CC 5/8 X 3/4	10.75 31067	50731	11/13/2017
BILL00000644782	CC 5/8 X 3/4	10.75 32448	50733	11/13/2017
BILL00000644783	CC 5/8 X 3/4	10.75 31720	50734	11/13/2017
BILL00000644784	CC 5/8 X 3/4	35.83 10177	50736	11/13/2017
BILL00000644785	CC 5/8 X 3/4	26.00 19162	50738	11/13/2017
BILL00000644786	CC 5/8 X 3/4	13.01 32721	50741	11/13/2017
BILL00000644787	CC 5/8 X 3/4	15.31 26855	50745	11/13/2017
BILL00000644788	CC 5/8 X 3/4	37.78 10189	50748	11/13/2017
BILL00000644789	CC 5/8 X 3/4	10.75 10190	50749	11/13/2017
BILL00000644790	CC 5/8 X 3/4	26.17 10192	50751	11/13/2017
BILL00000644791	CC 5/8 X 3/4	22.27 20716	50754	11/13/2017
BILL00000644792	CC 5/8 X 3/4	13.87 10199	50758	11/13/2017
BILL00000644793	CC 5/8 X 3/4	10.75 26328	50759	11/13/2017
BILL00000644794	CC 2	178.98 26328	50760	11/13/2017
BILL00000644795	CC 5/8 X 3/4	46.16 10202	50761	11/13/2017
BILL00000644796	CC 5/8 X 3/4	10.75 32588	50762	11/13/2017
BILL00000644797	CC 5/8 X 3/4	18.26 32739	50778	11/13/2017
BILL00000644798	CC 5/8 X 3/4	15.08 26509	50779	11/13/2017
BILL00000644799	CC 5/8 X 3/4	17.15 27455	59880	11/13/2017
BILL00000644800	CC 5/8 X 3/4	11.30 31349	59903	11/13/2017
BILL00000644801	CC 5/8 X 3/4	10.81 18391	59930	11/13/2017
BILL00000644802	CC 5/8 X 3/4	10.75 18694	60003	11/13/2017
BILL00000644803	CC 5/8 X 3/4	10.75 30162	60011	11/13/2017
BILL00000644804	CC 5/8 X 3/4	45.28 25500	60070	11/13/2017
BILL00000644805	CC 5/8 X 3/4	18.22 25859	60071	11/13/2017
BILL00000644806	CC 5/8 X 3/4	27.15 21543	60204	11/13/2017
BILL00000644807	CC 5/8 X 3/4	13.85 26855	60205	11/13/2017
BILL00000644808	CC 5/8 X 3/4	25.57 19043	60332	11/13/2017
BILL00000644809	CC 5/8 X 3/4	11.88 32403	60452	11/13/2017
BILL00000644810	CC 5/8 X 3/4	10.75 31417	60505	11/13/2017
BILL00000644811	CC 5/8 X 3/4	21.57 32228	61018	11/13/2017
BILL00000644812	CC 5/8 X 3/4	27.48 19967	61124	11/13/2017
BILL00000644813	CC 5/8 X 3/4	16.78 31661	61260	11/13/2017
BILL00000644814	CC 5/8 X 3/4	19.17 26855	61325	11/13/2017

BILL00000644815	CC 5/8 X 3/4	10.75 25925	61363	11/13/2017
BILL00000644816	CC 5/8 X 3/4	18.76 20060	61374	11/13/2017
BILL00000644817	CC 5/8 X 3/4	16.23 32153	61646	11/13/2017
BILL00000644818	CC 5/8 X 3/4	24.75 22430	62044	11/13/2017
BILL00000644819	CC 5/8 X 3/4	17.95 31319	62045	11/13/2017
BILL00000644820	CC 5/8 X 3/4	32.02 32674	62133	11/13/2017
BILL00000644821	CC 5/8 X 3/4	10.75 30893	62169	11/13/2017
BILL00000644822	CC 5/8 X 3/4	31.15 20880	62192	11/13/2017
BILL00000644823	CC 5/8 X 3/4	52.21 21130	62425	11/13/2017
BILL00000644824	CC 5/8 X 3/4	14.55 21280	62567	11/13/2017
BILL00000644825	CC 5/8 X 3/4	18.53 32579	62894	11/13/2017
BILL00000644826	CC 5/8 X 3/4	10.75 31229	62963	11/13/2017
BILL00000644827	CC 5/8 X 3/4	35.18 23767	63167	11/13/2017
BILL00000644828	CC 5/8 X 3/4	25.51 32264	63631	11/13/2017
BILL00000644829	CC 5/8 X 3/4	27.70 32060	63642	11/13/2017
BILL00000644830	CC 5/8 X 3/4	10.75 22647	63876	11/13/2017
BILL00000644831	CC 5/8 X 3/4	14.47 30283	64002	11/13/2017
BILL00000644832	CC 5/8 X 3/4	10.75 23669	64841	11/13/2017
BILL00000644833	CC 5/8 X 3/4	10.75 32232	64893	11/13/2017
BILL00000644834	CC 5/8 X 3/4	29.04 32725	64897	11/13/2017
BILL00000644835	CC 5/8 X 3/4	64.02 23755	64921	11/13/2017
BILL00000644836	CC 5/8 X 3/4	16.48 32640	65088	11/13/2017
BILL00000644837	CC 5/8 X 3/4	20.54 25731	65186	11/13/2017
BILL00000644838	CC 5/8 X 3/4	10.75 32350	65377	11/13/2017
BILL00000644839	CC 5/8 X 3/4	10.75 24228	65380	11/13/2017
BILL00000644840	CC 5/8 X 3/4	42.87 24249	65401	11/13/2017
BILL00000644841	CC 5/8 X 3/4	26.60 32635	65513	11/13/2017
BILL00000644842	CC 5/8 X 3/4	13.81 31455	65581	11/13/2017
BILL00000644843	CC 5/8 X 3/4	23.09 24634	65776	11/13/2017
BILL00000644844	CC 1 1/2	94.28 24645	65788	11/13/2017
BILL00000644845	CC 5/8 X 3/4	13.13 25772	66137	11/13/2017
BILL00000644846	CC 5/8 X 3/4	27.64 32659	66139	11/13/2017
BILL00000644847	CC 5/8 X 3/4	10.93 32274	66141	11/13/2017
BILL00000644848	CC 5/8 X 3/4	12.12 32354	66142	11/13/2017
BILL00000644849	CC 5/8 X 3/4	10.75 24279	66285	11/13/2017
BILL00000644850	CC 5/8 X 3/4	20.70 32679	66407	11/13/2017
BILL00000644851	CC 5/8 X 3/4	37.64 25474	66535	11/13/2017
BILL00000644852	CC 5/8 X 3/4	10.75 26219	66687	11/13/2017
BILL00000644853	CC 5/8 X 3/4	33.49 31219	66994	11/13/2017
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BILL00000644855	CC 5/8 X 3/4	32.55 26391	67350	11/13/2017
BILL00000644856	CC 5/8 X 3/4	16.17 26502	67467	11/13/2017
BILL00000644857	CC 5/8 X 3/4	31.15 31060	67482	11/13/2017
BILL00000644858	CC 5/8 X 3/4	23.21 32022	67517	11/13/2017
BILL00000644859	CC 5/8 X 3/4	14.83 27610	67885	11/13/2017
BILL00000644860	CC 5/8 X 3/4	17.22 32376	68153	11/13/2017
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BILL00000644864	CC 5/8 X 3/4	24.42 31841	68294	11/13/2017
BILL00000644865	CC 5/8 X 3/4	10.75 27810	68617	11/13/2017
BILL00000644866	CC 5/8 X 3/4	11.80 32197	68748	11/13/2017
BILL00000644867	CC 5/8 X 3/4	10.75 32387	68837	11/13/2017
BILL00000644868	CC 5/8 X 3/4	14.34 30776	68838	11/13/2017
BILL00000644869	CC 5/8 X 3/4	20.40 28403	69138	11/13/2017
BILL00000644870	CC 5/8 X 3/4	13.93 32696	69421	11/13/2017
BILL00000644871	CC 5/8 X 3/4	19.92 32213	69422	11/13/2017
BILL00000644872	CC 5/8 X 3/4	27.83 32213	69423	11/13/2017

BILL00000644873	CC 5/8 X 3/4	32.59 32600	69548	11/13/2017
BILL00000644874	CC 5/8 X 3/4	15.31 32480	69637	11/13/2017
BILL00000644875	CC 5/8 X 3/4	10.75 30768	69732	11/13/2017
BILL00000644876	CC 5/8 X 3/4	15.55 31101	69733	11/13/2017
BILL00000644877	CC 5/8 X 3/4	23.72 30889	69734	11/13/2017
BILL00000644878	CC 5/8 X 3/4	10.75 31021	69735	11/13/2017
BILL00000644879	CC 5/8 X 3/4	11.06 31041	69736	11/13/2017
BILL00000644880	CC 5/8 X 3/4	10.75 31978	70351	11/13/2017
FNAL00000005047	CC 5/8 X 3/4	20.05 32682	65377	10/31/2017
PNLT00000075031	CC PENALTY	1.34 10035	50588	11/8/2017
PNLT00000075032	CC PENALTY	0.17 10035	50589	11/8/2017
PNLT00000075033	CC PENALTY	0.37 10116	50674	11/8/2017
PNLT00000075034	CC PENALTY	0.23 10133	50692	11/8/2017
PNLT00000075035	CC PENALTY	0.33 19162	50738	11/8/2017
PNLT00000075036	CC PENALTY	0.83 19967	61124	11/8/2017
PNLT00000075037	CC PENALTY	0.17 23669	64841	11/8/2017
PNLT00000075038	CC PENALTY	0.56 25474	66535	11/8/2017
PNLT00000075039	CC PENALTY	0.17 26855	50745	11/8/2017
PNLT00000075040	CC PENALTY	0.27 26855	60205	11/8/2017
PNLT00000075041	CC PENALTY	0.27 26855	61325	11/8/2017
PNLT00000075042	CC PENALTY	0.17 29017	50659	11/8/2017
PNLT00000075043	CC PENALTY	0.24 29794	50586	11/8/2017
PNLT00000075044	CC PENALTY	0.23 30463	50612	11/8/2017
PNLT00000075045	CC PENALTY	0.21 31319	62045	11/8/2017
PNLT00000075046	CC PENALTY	0.04 31720	50734	11/8/2017
PNLT00000075047	CC PENALTY	0.20 32376	68153	11/8/2017
PNLT00000075048	CC PENALTY	0.47 32426	50603	11/8/2017
PNLT00000075049	CC PENALTY	1.20 32448	50733	11/8/2017
PNLT00000075050	CC PENALTY	0.27 32474	50619	11/8/2017
PNLT00000075051	CC PENALTY	0.22 32579	62894	11/8/2017
PNLT00000075052	CC PENALTY	0.17 32588	50762	11/8/2017
PNLT00000075053	CC PENALTY	0.35 32633	50626	11/8/2017
PNLT00000075054	CC PENALTY	0.34 32674	62133	11/8/2017
BILL00000649625	CC 5/8 X 3/4	31.01 10000	50550	12/11/2017
BILL00000649626	CC 5/8 X 3/4	10.75 32704	50551	12/11/2017
BILL00000649627	CC 5/8 X 3/4	20.56 22364	50561	12/11/2017
BILL00000649628	CC 5/8 X 3/4	14.05 10013	50566	12/11/2017
BILL00000649629	CC 5/8 X 3/4	11.08 10015	50568	12/11/2017
BILL00000649630	CC 5/8 X 3/4	15.31 29476	50572	12/11/2017
BILL00000649631	CC 5/8 X 3/4	22.76 29557	50574	12/11/2017
BILL00000649632	CC 5/8 X 3/4	13.50 32726	50581	12/11/2017
BILL00000649633	CC 5/8 X 3/4	10.75 31648	50582	12/11/2017
BILL00000649634	CC 5/8 X 3/4	20.38 10030	50584	12/11/2017
BILL00000649635	CC 5/8 X 3/4	19.35 10031	50585	12/11/2017
BILL00000649636	CC 5/8 X 3/4	10.75 29794	50586	12/11/2017
BILL00000649637	CC 5/8 X 3/4	14.10 10035	50588	12/11/2017
BILL00000649638	CC 5/8 X 3/4	11.24 10035	50589	12/11/2017
BILL00000649639	CC 5/8 X 3/4	10.75 31497	50590	12/11/2017
BILL00000649640	CC 5/8 X 3/4	18.76 10037	50591	12/11/2017
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BILL00000649642	CC 5/8 X 3/4	14.22 31437	50594	12/11/2017
BILL00000649643	CC 5/8 X 3/4	10.75 10044	50598	12/11/2017
BILL00000649644	CC 5/8 X 3/4	57.06 10047	50601	12/11/2017
BILL00000649645	CC 5/8 X 3/4	15.22 10048	50602	12/11/2017
BILL00000649646	CC 5/8 X 3/4	10.75 32426	50603	12/11/2017
BILL00000649647	CC 5/8 X 3/4	26.82 25113	50604	12/11/2017
BILL00000649648	CC 5/8 X 3/4	10.75 31418	50605	12/11/2017
BILL00000649649	CC 5/8 X 3/4	10.75 10053	50607	12/11/2017

BILL00000649650	CC 5/8 X 3/4	28.57 32766	50608	12/11/2017
BILL00000649651	CC 5/8 X 3/4	16.48 32670	50610	12/11/2017
BILL00000649652	CC 5/8 X 3/4	20.93 31027	50611	12/11/2017
BILL00000649653	CC 5/8 X 3/4	20.87 30463	50612	12/11/2017
BILL00000649654	CC 5/8 X 3/4	11.73 31717	50613	12/11/2017
BILL00000649655	CC 5/8 X 3/4	11.35 22820	50614	12/11/2017
BILL00000649656	CC 5/8 X 3/4	38.11 22073	50616	12/11/2017
BILL00000649657	CC 5/8 X 3/4	10.75 29765	50618	12/11/2017
BILL00000649658	CC 5/8 X 3/4	19.21 32474	50619	12/11/2017
BILL00000649659	CC 5/8 X 3/4	11.16 32321	50620	12/11/2017
BILL00000649660	CC 5/8 X 3/4	11.34 10065	50621	12/11/2017
BILL00000649661	CC 5/8 X 3/4	11.73 10066	50622	12/11/2017
BILL00000649662	CC 5/8 X 3/4	12.12 32633	50626	12/11/2017
BILL00000649663	CC 5/8 X 3/4	11.92 10071	50627	12/11/2017
BILL00000649664	CC 5/8 X 3/4	10.75 10072	50628	12/11/2017
BILL00000649665	CC 5/8 X 3/4	20.70 31430	50631	12/11/2017
BILL00000649666	CC 5/8 X 3/4	20.50 31839	50633	12/11/2017
BILL00000649667	CC 5/8 X 3/4	16.13 10080	50636	12/11/2017
BILL00000649668	CC 5/8 X 3/4	10.75 10081	50637	12/11/2017
BILL00000649669	CC 5/8 X 3/4	10.75 10084	50640	12/11/2017
BILL00000649670	CC 5/8 X 3/4	10.75 10085	50641	12/11/2017
BILL00000649671	CC 5/8 X 3/4	12.91 10086	50642	12/11/2017
BILL00000649672	CC 5/8 X 3/4	13.23 24375	50644	12/11/2017
BILL00000649673	CC 5/8 X 3/4	10.75 32661	50647	12/11/2017
BILL00000649674	CC 5/8 X 3/4	10.75 24411	50648	12/11/2017
BILL00000649675	CC 5/8 X 3/4	16.97 31586	50649	12/11/2017
BILL00000649676	CC 5/8 X 3/4	10.75 10098	50655	12/11/2017
BILL00000649677	CC 5/8 X 3/4	14.92 32162	50656	12/11/2017
BILL00000649678	CC 5/8 X 3/4	21.96 19334	50657	12/11/2017
BILL00000649679	CC 5/8 X 3/4	18.61 10107	50664	12/11/2017
BILL00000649680	CC 5/8 X 3/4	10.75 32629	50665	12/11/2017
BILL00000649681	CC 5/8 X 3/4	13.01 10109	50666	12/11/2017
BILL00000649682	CC 5/8 X 3/4	11.78 31395	50667	12/11/2017
BILL00000649683	CC 5/8 X 3/4	10.75 31677	50670	12/11/2017
BILL00000649684	CC 5/8 X 3/4	18.36 22204	50673	12/11/2017
BILL00000649685	CC 5/8 X 3/4	11.88 10117	50675	12/11/2017
BILL00000649686	CC 5/8 X 3/4	18.47 10119	50677	12/11/2017
BILL00000649687	CC 5/8 X 3/4	10.75 32782	50681	12/11/2017
BILL00000649688	CC 5/8 X 3/4	22.26 10123	50682	12/11/2017
BILL00000649689	CC 5/8 X 3/4	43.45 29650	50683	12/11/2017
BILL00000649690	CC 5/8 X 3/4	14.92 32797	50685	12/11/2017
BILL00000649691	CC 5/8 X 3/4	14.96 30605	50686	12/11/2017
BILL00000649692	CC 5/8 X 3/4	10.75 10133	50692	12/11/2017
BILL00000649693	CC 5/8 X 3/4	10.75 31991	50695	12/11/2017
BILL00000649694	CC 5/8 X 3/4	11.80 10138	50697	12/11/2017
BILL00000649695	CC 5/8 X 3/4	14.36 30595	50698	12/11/2017
BILL00000649696	CC 5/8 X 3/4	11.71 32211	50699	12/11/2017
BILL00000649697	CC 5/8 X 3/4	10.75 10143	50702	12/11/2017
BILL00000649698	CC 5/8 X 3/4	10.75 30646	50703	12/11/2017
BILL00000649699	CC 5/8 X 3/4	10.75 32053	50705	12/11/2017
BILL00000649700	CC 5/8 X 3/4	26.95 31798	50706	12/11/2017
BILL00000649701	CC 5/8 X 3/4	17.85 10149	50708	12/11/2017
BILL00000649702	CC 5/8 X 3/4	10.75 29164	50717	12/11/2017
BILL00000649703	CC 5/8 X 3/4	15.00 20989	50718	12/11/2017
BILL00000649704	CC 5/8 X 3/4	10.75 10161	50720	12/11/2017
BILL00000649705	CC 5/8 X 3/4	12.93 32714	50725	12/11/2017
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BILL00000649707	CC 5/8 X 3/4	10.75 31067	50731	12/11/2017

BILL00000649708	CC 5/8 X 3/4	10.75 32448	50733	12/11/2017
BILL00000649709	CC 5/8 X 3/4	10.83 31720	50734	12/11/2017
BILL00000649710	CC 5/8 X 3/4	28.30 10177	50736	12/11/2017
BILL00000649711	CC 5/8 X 3/4	20.03 19162	50738	12/11/2017
BILL00000649712	CC 5/8 X 3/4	12.45 32721	50741	12/11/2017
BILL00000649713	CC 5/8 X 3/4	11.28 26855	50745	12/11/2017
BILL00000649714	CC 5/8 X 3/4	37.31 10189	50748	12/11/2017
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BILL00000649716	CC 5/8 X 3/4	20.58 10192	50751	12/11/2017
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BILL00000649718	CC 5/8 X 3/4	12.02 10199	50758	12/11/2017
BILL00000649719	CC 5/8 X 3/4	10.75 26328	50759	12/11/2017
BILL00000649720	CC 2	160.26 26328	50760	12/11/2017
BILL00000649721	CC 5/8 X 3/4	14.32 10202	50761	12/11/2017
BILL00000649722	CC 5/8 X 3/4	10.75 32588	50762	12/11/2017
BILL00000649723	CC 5/8 X 3/4	10.75 32739	50778	12/11/2017
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BILL00000649726	CC 5/8 X 3/4	24.01 31349	59903	12/11/2017
BILL00000649727	CC 5/8 X 3/4	10.75 18391	59930	12/11/2017
BILL00000649728	CC 5/8 X 3/4	15.41 18694	60003	12/11/2017
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BILL00000649731	CC 5/8 X 3/4	13.48 25859	60071	12/11/2017
BILL00000649732	CC 5/8 X 3/4	24.56 21543	60204	12/11/2017
BILL00000649733	CC 5/8 X 3/4	12.39 26855	60205	12/11/2017
BILL00000649734	CC 5/8 X 3/4	23.39 19043	60332	12/11/2017
BILL00000649735	CC 5/8 X 3/4	10.75 32403	60452	12/11/2017
BILL00000649736	CC 5/8 X 3/4	10.75 31417	60505	12/11/2017
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BILL00000649740	CC 5/8 X 3/4	16.93 26855	61325	12/11/2017
BILL00000649741	CC 5/8 X 3/4	19.84 25925	61363	12/11/2017
BILL00000649742	CC 5/8 X 3/4	16.50 20060	61374	12/11/2017
BILL00000649743	CC 5/8 X 3/4	15.39 32153	61646	12/11/2017
BILL00000649744	CC 5/8 X 3/4	18.49 22430	62044	12/11/2017
BILL00000649745	CC 5/8 X 3/4	15.55 31319	62045	12/11/2017
BILL00000649746	CC 5/8 X 3/4	23.58 32674	62133	12/11/2017
BILL00000649747	CC 5/8 X 3/4	10.75 30893	62169	12/11/2017
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BILL00000649750	CC 5/8 X 3/4	10.75 21280	62567	12/11/2017
BILL00000649751	CC 5/8 X 3/4	14.05 32579	62894	12/11/2017
BILL00000649752	CC 5/8 X 3/4	10.75 31229	62963	12/11/2017
BILL00000649753	CC 5/8 X 3/4	21.83 23767	63167	12/11/2017
BILL00000649754	CC 5/8 X 3/4	16.42 32264	63631	12/11/2017
BILL00000649755	CC 5/8 X 3/4	21.69 32060	63642	12/11/2017
BILL00000649756	CC 5/8 X 3/4	10.75 22647	63876	12/11/2017
BILL00000649757	CC 5/8 X 3/4	14.22 30283	64002	12/11/2017
BILL00000649758	CC 5/8 X 3/4	10.75 23669	64841	12/11/2017
BILL00000649759	CC 5/8 X 3/4	17.22 32232	64893	12/11/2017
BILL00000649760	CC 5/8 X 3/4	15.98 32725	64897	12/11/2017
BILL00000649761	CC 5/8 X 3/4	39.69 23755	64921	12/11/2017
BILL00000649762	CC 5/8 X 3/4	12.78 32640	65088	12/11/2017
BILL00000649763	CC 5/8 X 3/4	15.06 25731	65186	12/11/2017
BILL00000649764	CC 5/8 X 3/4	16.80 32350	65377	12/11/2017
BILL00000649765	CC 5/8 X 3/4	10.75 24228	65380	12/11/2017

BILL00000649766	CC 5/8 X 3/4	26.17 24249	65401	12/11/2017
BILL00000649767	CC 5/8 X 3/4	22.82 32635	65513	12/11/2017
BILL00000649768	CC 5/8 X 3/4	11.69 31455	65581	12/11/2017
BILL00000649769	CC 5/8 X 3/4	19.43 24634	65776	12/11/2017
BILL00000649770	CC 1 1/2	87.02 24645	65788	12/11/2017
BILL00000649771	CC 5/8 X 3/4	11.47 25772	66137	12/11/2017
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BILL00000649774	CC 5/8 X 3/4	10.75 32354	66142	12/11/2017
BILL00000649775	CC 5/8 X 3/4	10.75 24279	66285	12/11/2017
BILL00000649776	CC 5/8 X 3/4	16.74 32679	66407	12/11/2017
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BILL00000649784	CC 5/8 X 3/4	20.81 32022	67517	12/11/2017
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BILL00000649788	CC 5/8 X 3/4	15.27 31017	68191	12/11/2017
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BILL00000649797	CC 5/8 X 3/4	19.00 32213	69422	12/11/2017
BILL00000649798	CC 5/8 X 3/4	13.19 32213	69423	12/11/2017
BILL00000649799	CC 5/8 X 3/4	21.40 32600	69548	12/11/2017
BILL00000649800	CC 5/8 X 3/4	11.34 32480	69637	12/11/2017
BILL00000649801	CC 5/8 X 3/4	11.34 30768	69732	12/11/2017
BILL00000649802	CC 5/8 X 3/4	13.19 31101	69733	12/11/2017
BILL00000649803	CC 5/8 X 3/4	16.02 30889	69734	12/11/2017
BILL00000649804	CC 5/8 X 3/4	10.75 31021	69735	12/11/2017
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MISC00000049175	CC EST	25.00 32828	50659	12/5/2017
MISC00000049181	CC EST	25.00 32830	62359	12/7/2017
MISC00000049187	CC EST	25.00 32831	50674	12/7/2017
PNLT00000075387	CC PENALTY	0.38 10030	50584	12/6/2017
PNLT00000075388	CC PENALTY	0.33 10037	50591	12/6/2017
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PNLT00000075390	CC PENALTY	0.23 10086	50642	12/6/2017
PNLT00000075391	CC PENALTY	0.17 18391	59930	12/6/2017
PNLT00000075392	CC PENALTY	0.17 18694	60003	12/6/2017
PNLT00000075393	CC PENALTY	1.17 25474	66535	12/6/2017
PNLT00000075394	CC PENALTY	0.31 25731	65186	12/6/2017
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PNLT00000075397	CC PENALTY	0.17 31067	50731	12/6/2017
PNLT00000075398	CC PENALTY	0.54 31219	66994	12/6/2017
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PNLT00000075402	CC PENALTY	0.21 31720	50734	12/6/2017
PNLT00000075403	CC PENALTY	0.09 32211	50699	12/6/2017
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PNLT00000075408	CC PENALTY	0.17 32661	50647	12/6/2017
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BILL00000652660	CC 5/8 X 3/4	15.68 29476	50572	1/8/2018
BILL00000652661	CC 5/8 X 3/4	30.41 29557	50574	1/8/2018
BILL00000652662	CC 5/8 X 3/4	13.27 32726	50581	1/8/2018
BILL00000652663	CC 5/8 X 3/4	10.75 31648	50582	1/8/2018
BILL00000652664	CC 5/8 X 3/4	20.46 10030	50584	1/8/2018
BILL00000652665	CC 5/8 X 3/4	19.70 10031	50585	1/8/2018
BILL00000652666	CC 5/8 X 3/4	11.47 29794	50586	1/8/2018
BILL00000652667	CC 5/8 X 3/4	10.75 10035	50588	1/8/2018
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BILL00000652669	CC 5/8 X 3/4	10.91 31497	50590	1/8/2018
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BILL00000652677	CC 5/8 X 3/4	17.54 25113	50604	1/8/2018
BILL00000652678	CC 5/8 X 3/4	10.75 31418	50605	1/8/2018
BILL00000652679	CC 5/8 X 3/4	10.75 10053	50607	1/8/2018
BILL00000652680	CC 5/8 X 3/4	24.22 32766	50608	1/8/2018
BILL00000652681	CC 5/8 X 3/4	19.45 32670	50610	1/8/2018
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BILL00000652683	CC 5/8 X 3/4	22.00 30463	50612	1/8/2018
BILL00000652684	CC 5/8 X 3/4	11.84 31717	50613	1/8/2018
BILL00000652685	CC 5/8 X 3/4	13.32 22820	50614	1/8/2018
BILL00000652686	CC 5/8 X 3/4	10.75 22073	50616	1/8/2018
BILL00000652687	CC 5/8 X 3/4	28.05 29765	50618	1/8/2018
BILL00000652688	CC 5/8 X 3/4	16.25 32474	50619	1/8/2018
BILL00000652689	CC 5/8 X 3/4	11.30 32321	50620	1/8/2018
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BILL00000652692	CC 5/8 X 3/4	10.75 32633	50626	1/8/2018
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BILL00000652697	CC 5/8 X 3/4	12.25 10080	50636	1/8/2018
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BILL00000652700	CC 5/8 X 3/4	11.69 10085	50641	1/8/2018
BILL00000652701	CC 5/8 X 3/4	13.25 10086	50642	1/8/2018
BILL00000652702	CC 5/8 X 3/4	12.93 24375	50644	1/8/2018

BILL00000652703	CC 5/8 X 3/4	10.75 32661	50647	1/8/2018
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BILL00000652706	CC 5/8 X 3/4	10.81 10098	50655	1/8/2018
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BILL00000652708	CC 5/8 X 3/4	26.43 19334	50657	1/8/2018
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BILL00000652715	CC 5/8 X 3/4	10.75 22204	50673	1/8/2018
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BILL00000652717	CC 5/8 X 3/4	15.59 10119	50677	1/8/2018
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BILL00000652719	CC 5/8 X 3/4	21.49 10123	50682	1/8/2018
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BILL00000652721	CC 5/8 X 3/4	12.72 32797	50685	1/8/2018
BILL00000652722	CC 5/8 X 3/4	15.39 30605	50686	1/8/2018
BILL00000652723	CC 5/8 X 3/4	10.75 10133	50692	1/8/2018
BILL00000652724	CC 5/8 X 3/4	10.75 31991	50695	1/8/2018
BILL00000652725	CC 5/8 X 3/4	11.82 10138	50697	1/8/2018
BILL00000652726	CC 5/8 X 3/4	14.86 30595	50698	1/8/2018
BILL00000652727	CC 5/8 X 3/4	10.75 32211	50699	1/8/2018
BILL00000652728	CC 5/8 X 3/4	10.75 10143	50702	1/8/2018
BILL00000652729	CC 5/8 X 3/4	11.45 30646	50703	1/8/2018
BILL00000652730	CC 5/8 X 3/4	10.75 32053	50705	1/8/2018
BILL00000652731	CC 5/8 X 3/4	10.75 31798	50706	1/8/2018
BILL00000652732	CC 5/8 X 3/4	10.75 10149	50708	1/8/2018
BILL00000652733	CC 5/8 X 3/4	10.75 29164	50717	1/8/2018
BILL00000652734	CC 5/8 X 3/4	11.16 20989	50718	1/8/2018
BILL00000652735	CC 5/8 X 3/4	10.75 10161	50720	1/8/2018
BILL00000652736	CC 5/8 X 3/4	13.91 32714	50725	1/8/2018
BILL00000652737	CC 5/8 X 3/4	18.67 32690	50730	1/8/2018
BILL00000652738	CC 5/8 X 3/4	11.34 31067	50731	1/8/2018
BILL00000652739	CC 5/8 X 3/4	10.75 32448	50733	1/8/2018
BILL00000652740	CC 5/8 X 3/4	11.12 31720	50734	1/8/2018
BILL00000652741	CC 5/8 X 3/4	30.02 10177	50736	1/8/2018
BILL00000652742	CC 5/8 X 3/4	18.08 19162	50738	1/8/2018
BILL00000652743	CC 5/8 X 3/4	12.62 32721	50741	1/8/2018
BILL00000652744	CC 5/8 X 3/4	11.47 26855	50745	1/8/2018
BILL00000652745	CC 5/8 X 3/4	26.17 10189	50748	1/8/2018
BILL00000652746	CC 5/8 X 3/4	10.75 10190	50749	1/8/2018
BILL00000652747	CC 5/8 X 3/4	22.98 10192	50751	1/8/2018
BILL00000652748	CC 5/8 X 3/4	22.14 20716	50754	1/8/2018
BILL00000652749	CC 5/8 X 3/4	10.75 10199	50758	1/8/2018
BILL00000652750	CC 5/8 X 3/4	10.75 26328	50759	1/8/2018
BILL00000652751	CC 2	218.56 26328	50760	1/8/2018
BILL00000652752	CC 5/8 X 3/4	10.75 10202	50761	1/8/2018
BILL00000652753	CC 5/8 X 3/4	10.75 32588	50762	1/8/2018
BILL00000652754	CC 5/8 X 3/4	15.78 32739	50778	1/8/2018
BILL00000652755	CC 5/8 X 3/4	18.59 26509	50779	1/8/2018
BILL00000652756	CC 5/8 X 3/4	14.61 27455	59880	1/8/2018
BILL00000652757	CC 5/8 X 3/4	10.75 31349	59903	1/8/2018
BILL00000652758	CC 5/8 X 3/4	10.75 18391	59930	1/8/2018
BILL00000652759	CC 5/8 X 3/4	13.89 18694	60003	1/8/2018
BILL00000652760	CC 5/8 X 3/4	10.75 30162	60011	1/8/2018

BILL00000652761	CC 5/8 X 3/4	29.90 25500	60070	1/8/2018
BILL00000652762	CC 5/8 X 3/4	10.75 25859	60071	1/8/2018
BILL00000652763	CC 5/8 X 3/4	42.83 21543	60204	1/8/2018
BILL00000652764	CC 5/8 X 3/4	12.47 26855	60205	1/8/2018
BILL00000652765	CC 5/8 X 3/4	23.27 19043	60332	1/8/2018
BILL00000652766	CC 5/8 X 3/4	10.75 32403	60452	1/8/2018
BILL00000652767	CC 5/8 X 3/4	10.75 31417	60505	1/8/2018
BILL00000652768	CC 5/8 X 3/4	24.17 32228	61018	1/8/2018
BILL00000652769	CC 5/8 X 3/4	16.81 19967	61124	1/8/2018
BILL00000652770	CC 5/8 X 3/4	15.24 31661	61260	1/8/2018
BILL00000652771	CC 5/8 X 3/4	16.68 26855	61325	1/8/2018
BILL00000652772	CC 5/8 X 3/4	10.75 25925	61363	1/8/2018
BILL00000652773	CC 5/8 X 3/4	15.27 20060	61374	1/8/2018
BILL00000652774	CC 5/8 X 3/4	10.75 32153	61646	1/8/2018
BILL00000652775	CC 5/8 X 3/4	16.76 22430	62044	1/8/2018
BILL00000652776	CC 5/8 X 3/4	15.04 31319	62045	1/8/2018
BILL00000652777	CC 5/8 X 3/4	22.33 32674	62133	1/8/2018
BILL00000652778	CC 5/8 X 3/4	10.75 30893	62169	1/8/2018
BILL00000652779	CC 5/8 X 3/4	15.61 20880	62192	1/8/2018
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BILL00000652783	CC 5/8 X 3/4	10.75 31229	62963	1/8/2018
BILL00000652784	CC 5/8 X 3/4	21.07 23767	63167	1/8/2018
BILL00000652785	CC 5/8 X 3/4	14.61 32264	63631	1/8/2018
BILL00000652786	CC 5/8 X 3/4	20.07 32060	63642	1/8/2018
BILL00000652787	CC 5/8 X 3/4	10.75 22647	63876	1/8/2018
BILL00000652788	CC 5/8 X 3/4	11.67 30283	64002	1/8/2018
BILL00000652789	CC 5/8 X 3/4	10.75 23669	64841	1/8/2018
BILL00000652790	CC 5/8 X 3/4	13.44 32232	64893	1/8/2018
BILL00000652791	CC 5/8 X 3/4	14.63 32725	64897	1/8/2018
BILL00000652792	CC 5/8 X 3/4	33.99 23755	64921	1/8/2018
BILL00000652793	CC 5/8 X 3/4	13.81 32640	65088	1/8/2018
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BILL00000652797	CC 5/8 X 3/4	19.47 24249	65401	1/8/2018
BILL00000652798	CC 5/8 X 3/4	22.39 32635	65513	1/8/2018
BILL00000652799	CC 5/8 X 3/4	10.75 31455	65581	1/8/2018
BILL00000652800	CC 5/8 X 3/4	16.74 24634	65776	1/8/2018
BILL00000652801	CC 1 1/2	86.10 24645	65788	1/8/2018
BILL00000652802	CC 5/8 X 3/4	11.57 25772	66137	1/8/2018
BILL00000652803	CC 5/8 X 3/4	22.43 32659	66139	1/8/2018
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BILL00000652805	CC 5/8 X 3/4	10.75 32354	66142	1/8/2018
BILL00000652806	CC 5/8 X 3/4	10.75 24279	66285	1/8/2018
BILL00000652807	CC 5/8 X 3/4	16.72 32679	66407	1/8/2018
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BILL00000652812	CC 5/8 X 3/4	21.01 26391	67350	1/8/2018
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BILL00000652815	CC 5/8 X 3/4	16.33 32022	67517	1/8/2018
BILL00000652816	CC 5/8 X 3/4	12.60 27610	67885	1/8/2018
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BILL00000652821	CC 5/8 X 3/4	19.25 31841	68294	1/8/2018
BILL00000652822	CC 5/8 X 3/4	10.75 27810	68617	1/8/2018
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BILL00000652827	CC 5/8 X 3/4	12.25 32696	69421	1/8/2018
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BILL00000652831	CC 5/8 X 3/4	10.75 32480	69637	1/8/2018
BILL00000652832	CC 5/8 X 3/4	10.75 30768	69732	1/8/2018
BILL00000652833	CC 5/8 X 3/4	10.75 31101	69733	1/8/2018
BILL00000652835	CC 5/8 X 3/4	10.75 31021	69735	1/8/2018
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BILL00000652837	CC 5/8 X 3/4	10.75 31978	70351	1/8/2018
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MISC00000049316	CC EST	25.00 32850	50749	1/12/2018
PNLT00000075716	CC PENALTY	0.18 10015	50568	1/3/2018
PNLT00000075717	CC PENALTY	0.70 10030	50584	1/3/2018
PNLT00000075718	CC PENALTY	0.23 10035	50588	1/3/2018
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PNLT00000075720	CC PENALTY	0.63 10037	50591	1/3/2018
PNLT00000075721	CC PENALTY	0.42 18694	60003	1/3/2018
PNLT00000075722	CC PENALTY	0.35 19967	61124	1/3/2018
PNLT00000075723	CC PENALTY	0.43 20716	50754	1/3/2018
PNLT00000075724	CC PENALTY	0.24 20989	50718	1/3/2018
PNLT00000075725	CC PENALTY	0.17 24279	66285	1/3/2018
PNLT00000075726	CC PENALTY	0.21 24375	50644	1/3/2018
PNLT00000075727	CC PENALTY	0.32 25474	66535	1/3/2018
PNLT00000075728	CC PENALTY	0.17 29794	50586	1/3/2018
PNLT00000075729	CC PENALTY	0.19 30776	68838	1/3/2018
PNLT00000075730	CC PENALTY	0.60 31027	50611	1/3/2018
PNLT00000075731	CC PENALTY	0.17 31067	50731	1/3/2018
PNLT00000075732	CC PENALTY	0.17 31677	50670	1/3/2018
PNLT00000075733	CC PENALTY	0.43 31798	50706	1/3/2018
PNLT00000075734	CC PENALTY	0.28 32211	50699	1/3/2018
PNLT00000075735	CC PENALTY	0.30 32213	69422	1/3/2018
PNLT00000075736	CC PENALTY	0.21 32213	69423	1/3/2018
PNLT00000075737	CC PENALTY	0.45 32232	64893	1/3/2018
PNLT00000075738	CC PENALTY	0.21 32376	68153	1/3/2018
PNLT00000075739	CC PENALTY	0.31 32474	50619	1/3/2018
PNLT00000075740	CC PENALTY	0.22 32579	62894	1/3/2018
PNLT00000075741	CC PENALTY	0.17 32588	50762	1/3/2018
PNLT00000075742	CC PENALTY	0.19 32633	50626	1/3/2018
PNLT00000075743	CC PENALTY	0.38 32674	62133	1/3/2018
PNLT00000075744	CC PENALTY	0.29 32690	50730	1/3/2018
PNLT00000075745	CC PENALTY	0.20 32721	50741	1/3/2018
PYMT00000539410	CC OVERREAD	(14.36) 31798	50706	1/2/2018
BILL00000658400	CC 5/8 X 3/4	50.96 10000	50550	2/12/2018
BILL00000658401	CC 5/8 X 3/4	13.85 32704	50551	2/12/2018
BILL00000658402	CC 5/8 X 3/4	10.75 22364	50561	2/12/2018
BILL00000658403	CC 5/8 X 3/4	17.97 10013	50566	2/12/2018
BILL00000658404	CC 5/8 X 3/4	12.33 10015	50568	2/12/2018
BILL00000658405	CC 5/8 X 3/4	11.43 29476	50572	2/12/2018

BILL00000658406	CC 5/8 X 3/4	22.00 29557	50574	2/12/2018
BILL00000658407	CC 5/8 X 3/4	15.14 32726	50581	2/12/2018
BILL00000658408	CC 5/8 X 3/4	10.75 31648	50582	2/12/2018
BILL00000658409	CC 5/8 X 3/4	23.78 10030	50584	2/12/2018
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BILL00000658412	CC 5/8 X 3/4	10.75 10035	50588	2/12/2018
BILL00000658413	CC 5/8 X 3/4	10.75 10035	50589	2/12/2018
BILL00000658414	CC 5/8 X 3/4	10.75 31497	50590	2/12/2018
BILL00000658415	CC 5/8 X 3/4	10.75 10037	50591	2/12/2018
BILL00000658416	CC 5/8 X 3/4	17.32 32755	50592	2/12/2018
BILL00000658417	CC 5/8 X 3/4	14.32 31437	50594	2/12/2018
BILL00000658418	CC 5/8 X 3/4	10.75 10044	50598	2/12/2018
BILL00000658419	CC 5/8 X 3/4	65.43 10047	50601	2/12/2018
BILL00000658420	CC 5/8 X 3/4	19.56 10048	50602	2/12/2018
BILL00000658421	CC 5/8 X 3/4	11.24 32426	50603	2/12/2018
BILL00000658422	CC 5/8 X 3/4	21.77 25113	50604	2/12/2018
BILL00000658423	CC 5/8 X 3/4	12.27 31418	50605	2/12/2018
BILL00000658424	CC 5/8 X 3/4	19.10 10053	50607	2/12/2018
BILL00000658425	CC 5/8 X 3/4	21.98 32766	50608	2/12/2018
BILL00000658426	CC 5/8 X 3/4	16.29 32670	50610	2/12/2018
BILL00000658427	CC 5/8 X 3/4	20.58 31027	50611	2/12/2018
BILL00000658428	CC 5/8 X 3/4	17.93 30463	50612	2/12/2018
BILL00000658429	CC 5/8 X 3/4	13.75 31717	50613	2/12/2018
BILL00000658430	CC 5/8 X 3/4	25.61 22820	50614	2/12/2018
BILL00000658431	CC 5/8 X 3/4	10.75 22073	50616	2/12/2018
BILL00000658432	CC 5/8 X 3/4	34.29 29765	50618	2/12/2018
BILL00000658433	CC 5/8 X 3/4	17.54 32474	50619	2/12/2018
BILL00000658434	CC 5/8 X 3/4	11.92 32321	50620	2/12/2018
BILL00000658435	CC 5/8 X 3/4	11.14 10065	50621	2/12/2018
BILL00000658436	CC 5/8 X 3/4	12.19 10066	50622	2/12/2018
BILL00000658437	CC 5/8 X 3/4	10.75 32633	50626	2/12/2018
BILL00000658438	CC 5/8 X 3/4	12.45 10071	50627	2/12/2018
BILL00000658439	CC 5/8 X 3/4	11.14 10072	50628	2/12/2018
BILL00000658440	CC 5/8 X 3/4	23.54 31430	50631	2/12/2018
BILL00000658441	CC 5/8 X 3/4	30.93 31839	50633	2/12/2018
BILL00000658442	CC 5/8 X 3/4	10.75 10080	50636	2/12/2018
BILL00000658443	CC 5/8 X 3/4	10.75 10081	50637	2/12/2018
BILL00000658444	CC 5/8 X 3/4	10.75 10084	50640	2/12/2018
BILL00000658445	CC 5/8 X 3/4	12.58 10085	50641	2/12/2018
BILL00000658446	CC 5/8 X 3/4	13.77 10086	50642	2/12/2018
BILL00000658447	CC 5/8 X 3/4	13.56 24375	50644	2/12/2018
BILL00000658448	CC 5/8 X 3/4	10.75 32661	50647	2/12/2018
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BILL00000658450	CC 5/8 X 3/4	16.97 31586	50649	2/12/2018
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BILL00000658452	CC 5/8 X 3/4	14.38 32162	50656	2/12/2018
BILL00000658453	CC 5/8 X 3/4	25.61 19334	50657	2/12/2018
BILL00000658454	CC 5/8 X 3/4	10.75 32828	50659	2/12/2018
BILL00000658455	CC 5/8 X 3/4	14.86 10107	50664	2/12/2018
BILL00000658456	CC 5/8 X 3/4	10.75 32629	50665	2/12/2018
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BILL00000658459	CC 5/8 X 3/4	10.75 31677	50670	2/12/2018
BILL00000658460	CC 5/8 X 3/4	13.85 22204	50673	2/12/2018
BILL00000658461	CC 5/8 X 3/4	22.45 32831	50674	2/12/2018
BILL00000658462	CC 5/8 X 3/4	13.75 10117	50675	2/12/2018
BILL00000658463	CC 5/8 X 3/4	14.49 10119	50677	2/12/2018

BILL00000658464	CC 5/8 X 3/4	10.75 32782	50681	2/12/2018
BILL00000658465	CC 5/8 X 3/4	10.75 10123	50682	2/12/2018
BILL00000658466	CC 5/8 X 3/4	29.26 29650	50683	2/12/2018
BILL00000658467	CC 5/8 X 3/4	14.85 32797	50685	2/12/2018
BILL00000658468	CC 5/8 X 3/4	16.72 30605	50686	2/12/2018
BILL00000658469	CC 5/8 X 3/4	10.75 10133	50692	2/12/2018
BILL00000658470	CC 5/8 X 3/4	10.75 31991	50695	2/12/2018
BILL00000658471	CC 5/8 X 3/4	14.07 10138	50697	2/12/2018
BILL00000658472	CC 5/8 X 3/4	15.80 30595	50698	2/12/2018
BILL00000658473	CC 5/8 X 3/4	13.21 32211	50699	2/12/2018
BILL00000658474	CC 5/8 X 3/4	10.75 10143	50702	2/12/2018
BILL00000658475	CC 5/8 X 3/4	11.35 30646	50703	2/12/2018
BILL00000658476	CC 5/8 X 3/4	10.75 32053	50705	2/12/2018
BILL00000658477	CC 5/8 X 3/4	14.47 31798	50706	2/12/2018
BILL00000658478	CC 5/8 X 3/4	10.75 10149	50708	2/12/2018
BILL00000658479	CC 5/8 X 3/4	10.75 29164	50717	2/12/2018
BILL00000658480	CC 5/8 X 3/4	18.90 20989	50718	2/12/2018
BILL00000658481	CC 5/8 X 3/4	11.55 10161	50720	2/12/2018
BILL00000658482	CC 5/8 X 3/4	15.92 32714	50725	2/12/2018
BILL00000658483	CC 5/8 X 3/4	20.87 32690	50730	2/12/2018
BILL00000658484	CC 5/8 X 3/4	11.41 31067	50731	2/12/2018
BILL00000658485	CC 5/8 X 3/4	10.75 32448	50733	2/12/2018
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BILL00000658487	CC 5/8 X 3/4	34.81 10177	50736	2/12/2018
BILL00000658488	CC 5/8 X 3/4	21.09 19162	50738	2/12/2018
BILL00000658489	CC 5/8 X 3/4	14.20 32721	50741	2/12/2018
BILL00000658490	CC 5/8 X 3/4	12.31 26855	50745	2/12/2018
BILL00000658491	CC 5/8 X 3/4	31.15 10189	50748	2/12/2018
BILL00000658492	CC 5/8 X 3/4	11.73 32850	50749	2/12/2018
BILL00000658494	CC 5/8 X 3/4	18.47 20716	50754	2/12/2018
BILL00000658495	CC 5/8 X 3/4	10.75 10199	50758	2/12/2018
BILL00000658496	CC 5/8 X 3/4	10.75 26328	50759	2/12/2018
BILL00000658497	CC 2	276.67 26328	50760	2/12/2018
BILL00000658498	CC 5/8 X 3/4	37.80 10202	50761	2/12/2018
BILL00000658499	CC 5/8 X 3/4	10.75 32588	50762	2/12/2018
BILL00000658500	CC 5/8 X 3/4	10.75 32739	50778	2/12/2018
BILL00000658501	CC 5/8 X 3/4	13.89 26509	50779	2/12/2018
BILL00000658502	CC 5/8 X 3/4	15.12 27455	59880	2/12/2018
BILL00000658503	CC 5/8 X 3/4	17.77 31349	59903	2/12/2018
BILL00000658504	CC 5/8 X 3/4	20.27 18391	59930	2/12/2018
BILL00000658505	CC 5/8 X 3/4	10.75 18694	60003	2/12/2018
BILL00000658506	CC 5/8 X 3/4	10.75 30162	60011	2/12/2018
BILL00000658507	CC 5/8 X 3/4	35.32 25500	60070	2/12/2018
BILL00000658508	CC 5/8 X 3/4	10.75 25859	60071	2/12/2018
BILL00000658509	CC 5/8 X 3/4	52.21 21543	60204	2/12/2018
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BILL00000658511	CC 5/8 X 3/4	26.39 19043	60332	2/12/2018
BILL00000658512	CC 5/8 X 3/4	12.49 32403	60452	2/12/2018
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BILL00000658514	CC 5/8 X 3/4	13.17 32228	61018	2/12/2018
BILL00000658515	CC 5/8 X 3/4	10.75 19967	61124	2/12/2018
BILL00000658516	CC 5/8 X 3/4	19.66 31661	61260	2/12/2018
BILL00000658517	CC 5/8 X 3/4	18.37 26855	61325	2/12/2018
BILL00000658518	CC 5/8 X 3/4	10.75 25925	61363	2/12/2018
BILL00000658519	CC 5/8 X 3/4	16.95 20060	61374	2/12/2018
BILL00000658520	CC 5/8 X 3/4	10.75 32153	61646	2/12/2018
BILL00000658521	CC 5/8 X 3/4	19.12 22430	62044	2/12/2018
BILL00000658522	CC 5/8 X 3/4	16.21 31319	62045	2/12/2018

BILL00000658523	CC 5/8 X 3/4	26.35 32674	62133	2/12/2018
BILL00000658524	CC 5/8 X 3/4	10.75 30893	62169	2/12/2018
BILL00000658525	CC 5/8 X 3/4	18.16 20880	62192	2/12/2018
BILL00000658526	CC 5/8 X 3/4	10.75 32830	62359	2/12/2018
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BILL00000658528	CC 5/8 X 3/4	10.75 21280	62567	2/12/2018
BILL00000658529	CC 5/8 X 3/4	15.10 32579	62894	2/12/2018
BILL00000658530	CC 5/8 X 3/4	10.75 31229	62963	2/12/2018
BILL00000658531	CC 5/8 X 3/4	21.05 23767	63167	2/12/2018
BILL00000658532	CC 5/8 X 3/4	21.69 32264	63631	2/12/2018
BILL00000658533	CC 5/8 X 3/4	24.67 32060	63642	2/12/2018
BILL00000658534	CC 5/8 X 3/4	10.75 22647	63876	2/12/2018
BILL00000658535	CC 5/8 X 3/4	13.44 30283	64002	2/12/2018
BILL00000658536	CC 5/8 X 3/4	10.75 23669	64841	2/12/2018
BILL00000658537	CC 5/8 X 3/4	19.04 32232	64893	2/12/2018
BILL00000658538	CC 5/8 X 3/4	17.03 32725	64897	2/12/2018
BILL00000658539	CC 5/8 X 3/4	41.40 23755	64921	2/12/2018
BILL00000658540	CC 5/8 X 3/4	14.12 32640	65088	2/12/2018
BILL00000658541	CC 5/8 X 3/4	16.42 25731	65186	2/12/2018
BILL00000658542	CC 5/8 X 3/4	10.75 32350	65377	2/12/2018
BILL00000658543	CC 5/8 X 3/4	10.75 24228	65380	2/12/2018
BILL00000658544	CC 5/8 X 3/4	31.21 24249	65401	2/12/2018
BILL00000658545	CC 5/8 X 3/4	23.15 32635	65513	2/12/2018
BILL00000658546	CC 5/8 X 3/4	16.03 31455	65581	2/12/2018
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BILL00000658548	CC 1 1/2	85.90 24645	65788	2/12/2018
BILL00000658549	CC 5/8 X 3/4	13.05 25772	66137	2/12/2018
BILL00000658550	CC 5/8 X 3/4	22.16 32659	66139	2/12/2018
BILL00000658551	CC 5/8 X 3/4	10.75 32274	66141	2/12/2018
BILL00000658552	CC 5/8 X 3/4	13.23 32354	66142	2/12/2018
BILL00000658553	CC 5/8 X 3/4	22.82 24279	66285	2/12/2018
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BILL00000658555	CC 5/8 X 3/4	22.61 25474	66535	2/12/2018
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BILL00000658557	CC 5/8 X 3/4	29.08 31219	66994	2/12/2018
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BILL00000658561	CC 5/8 X 3/4	10.75 31060	67482	2/12/2018
BILL00000658562	CC 5/8 X 3/4	19.66 32022	67517	2/12/2018
BILL00000658563	CC 5/8 X 3/4	15.10 27610	67885	2/12/2018
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BILL00000658565	CC 5/8 X 3/4	10.75 31388	68168	2/12/2018
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BILL00000658571	CC 5/8 X 3/4	10.75 32387	68837	2/12/2018
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BILL00000658573	CC 5/8 X 3/4	14.14 28403	69138	2/12/2018
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FNAL00000005139	CC 5/8 X 3/4	10.75 10192	50751	2/2/2018
FNAL00000005148	CC 5/8 X 3/4	10.75 18694	60003	2/21/2018
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PNLT00000076178	CC PENALTY	0.04 10035	50588	2/7/2018
PNLT00000076179	CC PENALTY	0.20 10080	50636	2/7/2018
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PNLT00000076181	CC PENALTY	0.64 18694	60003	2/7/2018
PNLT00000076182	CC PENALTY	0.34 24279	66285	2/7/2018
PNLT00000076183	CC PENALTY	0.06 29794	50586	2/7/2018
PNLT00000076184	CC PENALTY	0.32 31027	50611	2/7/2018
PNLT00000076185	CC PENALTY	0.18 31067	50731	2/7/2018
PNLT00000076186	CC PENALTY	0.24 31319	62045	2/7/2018
PNLT00000076187	CC PENALTY	0.39 31839	50633	2/7/2018
PNLT00000076188	CC PENALTY	0.21 32232	64893	2/7/2018
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BILL00000662309	CC 5/8 X 3/4	11.73 10015	50568	3/13/2018
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BILL00000662314	CC 5/8 X 3/4	17.03 10030	50584	3/13/2018
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BILL00000662318	CC 5/8 X 3/4	10.75 10035	50589	3/13/2018
BILL00000662319	CC 5/8 X 3/4	10.75 31497	50590	3/13/2018
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BILL00000662336	CC 5/8 X 3/4	10.75 22820	50614	3/13/2018
BILL00000662337	CC 5/8 X 3/4	32.12 22073	50616	3/13/2018
BILL00000662338	CC 5/8 X 3/4	27.44 29765	50618	3/13/2018
BILL00000662339	CC 5/8 X 3/4	15.96 32474	50619	3/13/2018
BILL00000662340	CC 5/8 X 3/4	10.75 32321	50620	3/13/2018
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BILL00000662342	CC 5/8 X 3/4	11.43 10066	50622	3/13/2018
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BILL00000662351	CC 5/8 X 3/4	10.75 10085	50641	3/13/2018
BILL00000662352	CC 5/8 X 3/4	11.67 10086	50642	3/13/2018
BILL00000662353	CC 5/8 X 3/4	13.13 24375	50644	3/13/2018
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BILL00000662359	CC 5/8 X 3/4	18.78 19334	50657	3/13/2018
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BILL00000662373	CC 5/8 X 3/4	12.33 32797	50685	3/13/2018
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BILL00000662375	CC 5/8 X 3/4	10.75 10133	50692	3/13/2018
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BILL00000662377	CC 5/8 X 3/4	12.31 10138	50697	3/13/2018
BILL00000662378	CC 5/8 X 3/4	14.10 30595	50698	3/13/2018
BILL00000662379	CC 5/8 X 3/4	11.06 32211	50699	3/13/2018
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BILL00000662382	CC 5/8 X 3/4	10.75 32053	50705	3/13/2018
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BILL00000662387	CC 5/8 X 3/4	10.75 10161	50720	3/13/2018
BILL00000662388	CC 5/8 X 3/4	13.91 32714	50725	3/13/2018
BILL00000662389	CC 5/8 X 3/4	20.23 32690	50730	3/13/2018
BILL00000662390	CC 5/8 X 3/4	10.75 31067	50731	3/13/2018

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BILL00000662393	CC 5/8 X 3/4	29.22 10177	50736	3/13/2018
BILL00000662394	CC 5/8 X 3/4	19.53 19162	50738	3/13/2018
BILL00000662395	CC 5/8 X 3/4	12.41 32721	50741	3/13/2018
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BILL00000662397	CC 5/8 X 3/4	25.12 10189	50748	3/13/2018
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BILL00000662421	CC 5/8 X 3/4	22.20 19967	61124	3/13/2018
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BILL00000662423	CC 5/8 X 3/4	17.46 26855	61325	3/13/2018
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BILL00000662462	CC 5/8 X 3/4	10.75 26219	66687	3/13/2018
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BILL00000662472	CC 5/8 X 3/4	15.06 31017	68191	3/13/2018
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BILL00000662475	CC 5/8 X 3/4	10.75 27810	68617	3/13/2018
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BILL00000662477	CC 5/8 X 3/4	13.30 32387	68837	3/13/2018
BILL00000662478	CC 5/8 X 3/4	13.46 30776	68838	3/13/2018
BILL00000662479	CC 5/8 X 3/4	24.60 28403	69138	3/13/2018
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BILL00000662488	CC 5/8 X 3/4	10.75 31021	69735	3/13/2018
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FNAL00000005159	CC 5/8 X 3/4	10.75 32830	62359	3/16/2018
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FNAL00000005160	CC 5/8 X 3/4	10.75 19043	60332	3/22/2018
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PNLT00000076444	CC PENALTY	0.17 10190	50749	3/7/2018
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PNLT00000076457	CC PENALTY	0.31 29794	50586	3/7/2018
PNLT00000076458	CC PENALTY	0.03 31021	69735	3/7/2018
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BILL00000664790	CC 5/8 X 3/4	41.35 32881	50588	4/11/2018
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BILL00000664797	CC 5/8 X 3/4	10.75 10044	50598	4/11/2018
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BILL00000664802	CC 5/8 X 3/4	18.47 31418	50605	4/11/2018
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BILL00000664872	CC 5/8 X 3/4	20.42 20716	50754	4/11/2018
BILL00000664873	CC 5/8 X 3/4	14.83 32873	50758	4/11/2018
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PNLT00000077279	CC PENALTY	0.27 19043	60332	4/3/2018
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PNLT00000073132	CC PENALTY	0.45 32588	50762	4/7/2017
PNLT00000073133	CC PENALTY	0.58 32633	50626	4/7/2017
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BILL00000652663	CC 5/8 X 3/4	10.75	31648	50582	1/8/2018
BILL00000652664	CC 5/8 X 3/4	20.46	10030	50584	1/8/2018
BILL00000652665	CC 5/8 X 3/4	19.70	10031	50585	1/8/2018
BILL00000652666	CC 5/8 X 3/4	11.47	29794	50586	1/8/2018
BILL00000652667	CC 5/8 X 3/4	10.75	10035	50588	1/8/2018
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BILL00000658414	CC 5/8 X 3/4	10.75	31497	50590	2/12/2018
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BILL00000604735	CC 5/8 X 3/4	4,320.00	10013	50566	1/12/2017	No
BILL00000604736	CC 5/8 X 3/4	1,670.00	10015	50568	1/12/2017	No
BILL00000604737	CC 5/8 X 3/4	4,890.00	29476	50572	1/12/2017	No
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BILL00000608713	CC 5/8 X 3/4	- 31027	50611	2/10/2017 No
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BILL00000608720	CC 5/8 X 3/4	1,730.00 31720	50734	2/10/2017 No
BILL00000608721	CC 5/8 X 3/4	- 26328	50759	2/10/2017 No
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Bill Number	Rate	Gallons	Customer Number	Location ID	Doc Date	voided doc
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BILL00000609688	CC 5/8 X 3/4	6,000.00	22364	50561	3/11/2017	No
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BILL00000609791	CC 5/8 X 3/4	5,300.00 31349	59903	3/11/2017 No
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BILL00000609794	CC 5/8 X 3/4	11,470.00 30162	60011	3/11/2017 No
BILL00000609797	CC 5/8 X 3/4	13,340.00 21543	60204	3/11/2017 No
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FNAL000000004819	CC 5/8 X 3/4	- 32614	50730	3/23/2017 No
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3/30/2017 No

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BILL00000612599	CC 5/8 X 3/4	1,400.00 23669	64841	4/6/2017 No
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BILL00000612601	CC 5/8 X 3/4	190.00 29231	64897	4/6/2017 No
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BILL00000612603	CC 5/8 X 3/4	8,134.00 32640	65088	4/6/2017 No
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BILL00000612608	CC 5/8 X 3/4	7,680.00 32635	65513	4/6/2017 No
BILL00000612609	CC 5/8 X 3/4	3,450.00 31455	65581	4/6/2017 No
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BILL00000612611	CC 1 1/2	9,970.00 24645	65788	4/6/2017 No
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BILL00000612613	CC 5/8 X 3/4	2,080.00 32659	66139	4/6/2017 No
BILL00000612614	CC 5/8 X 3/4	1,030.00 32274	66141	4/6/2017 No
BILL00000612615	CC 5/8 X 3/4	2,570.00 32354	66142	4/6/2017 No
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BILL00000612646	CC 5/8 X 3/4	2,450.00 31041	69736	4/6/2017 No
BILL00000612647	CC 5/8 X 3/4	2,180.00 31978	70351	4/6/2017 No
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Bill Number	Rate	Gallons	Customer Number	Location ID	Doc Date	voided doc
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BILL00000616542	CC 5/8 X 3/4	4,440.00	10037	50592	5/5/2017	No
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BILL00000616706	CC 5/8 X 3/4	5,460.00 30889	69734	5/5/2017 No
BILL00000616707	CC 5/8 X 3/4	80.00 31021	69735	5/5/2017 No
BILL00000616708	CC 5/8 X 3/4	40.00 31041	69736	5/5/2017 No
BILL00000616709	CC 5/8 X 3/4	4,670.00 31978	70351	5/5/2017 No
BILL00000617669	CC 5/8 X 3/4	3,376.00 32640	65088	5/11/2017 No
FNAL00000004886	CC 5/8 X 3/4	1,251.00 10122	50681	5/5/2017 No
FNAL00000004887	CC 5/8 X 3/4	- 32448	50733	5/5/2017 No

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Bill Number	Rate	Gallons	Customer Number	Location ID	Doc Date	voided doc
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BILL00000621205	CC 5/8 X 3/4	8,600.00	22364	50561	6/9/2017	No
BILL00000621206	CC 5/8 X 3/4	5,180.00	10013	50566	6/9/2017	No
BILL00000621207	CC 5/8 X 3/4	2,390.00	10015	50568	6/9/2017	No
BILL00000621208	CC 5/8 X 3/4	5,000.00	29476	50572	6/9/2017	No
BILL00000621209	CC 5/8 X 3/4	10,970.00	29557	50574	6/9/2017	No
BILL00000621210	CC 5/8 X 3/4	1,710.00	32726	50581	6/9/2017	No
BILL00000621211	CC 5/8 X 3/4	40.00	31648	50582	6/9/2017	No
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BILL00000621214	CC 5/8 X 3/4	2,830.00	29794	50586	6/9/2017	No
BILL00000621215	CC 5/8 X 3/4	10,920.00	10035	50588	6/9/2017	No
BILL00000621216	CC 5/8 X 3/4	7,570.00	10035	50589	6/9/2017	No
BILL00000621217	CC 5/8 X 3/4	2,930.00	31497	50590	6/9/2017	No
BILL00000621218	CC 5/8 X 3/4	35,570.00	10037	50591	6/9/2017	No
BILL00000621219	CC 5/8 X 3/4	3,240.00	10037	50592	6/9/2017	No
BILL00000621220	CC 5/8 X 3/4	4,600.00	31437	50594	6/9/2017	No
BILL00000621221	CC 5/8 X 3/4	990.00	10044	50598	6/9/2017	No
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BILL00000621224	CC 5/8 X 3/4	1,430.00	32426	50603	6/9/2017	No
BILL00000621225	CC 5/8 X 3/4	29,750.00	25113	50604	6/9/2017	No
BILL00000621226	CC 5/8 X 3/4	2,630.00	31418	50605	6/9/2017	No
BILL00000621227	CC 5/8 X 3/4	5,760.00	10053	50607	6/9/2017	No
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BILL00000621229	CC 5/8 X 3/4	4,470.00	31027	50611	6/9/2017	No
BILL00000621230	CC 5/8 X 3/4	13,090.00	30463	50612	6/9/2017	No
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BILL00000621264	CC 5/8 X 3/4	4,020.00 10117	50675	6/9/2017 No
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BILL00000621272	CC 5/8 X 3/4	- 31991	50695	6/9/2017 No
BILL00000621273	CC 5/8 X 3/4	13,790.00 10138	50697	6/9/2017 No
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BILL00000621285	CC 5/8 X 3/4	8,150.00 32690	50730	6/9/2017 No
BILL00000621286	CC 5/8 X 3/4	4,660.00 31067	50731	6/9/2017 No
BILL00000621287	CC 5/8 X 3/4	1,190.00 31720	50734	6/9/2017 No
BILL00000621288	CC 5/8 X 3/4	15,060.00 10177	50736	6/9/2017 No
BILL00000621289	CC 5/8 X 3/4	10,030.00 19162	50738	6/9/2017 No
BILL00000621290	CC 5/8 X 3/4	2,680.00 32721	50741	6/9/2017 No
BILL00000621291	CC 5/8 X 3/4	2,060.00 26855	50745	6/9/2017 No
BILL00000621292	CC 5/8 X 3/4	14,990.00 10189	50748	6/9/2017 No
BILL00000621293	CC 5/8 X 3/4	590.00 10190	50749	6/9/2017 No
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BILL00000621298	CC 2	- 26328	50760	6/9/2017 No
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BILL00000621302	CC 5/8 X 3/4	7,030.00 26509	50779	6/9/2017 No
BILL00000621303	CC 5/8 X 3/4	5,190.00 27455	59880	6/9/2017 No
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BILL00000621305	CC 5/8 X 3/4	7,820.00 18391	59930	6/9/2017 No
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BILL00000621321	CC 5/8 X 3/4	3,650.00 32153	61646	6/9/2017 No
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BILL00000621324	CC 5/8 X 3/4	7,810.00 32674	62133	6/9/2017 No
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BILL00000621327	CC 5/8 X 3/4	21,420.00 21130	62425	6/9/2017 No
BILL00000621328	CC 5/8 X 3/4	2,680.00 21280	62567	6/9/2017 No
BILL00000621329	CC 5/8 X 3/4	3,030.00 32579	62894	6/9/2017 No
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BILL00000621331	CC 5/8 X 3/4	21,860.00 23767	63167	6/9/2017 No
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BILL00000621333	CC 5/8 X 3/4	12,930.00 32060	63642	6/9/2017 No
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BILL00000621337	CC 5/8 X 3/4	10,250.00 32232	64893	6/9/2017 No
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BILL00000621340	CC 5/8 X 3/4	6,630.00 32640	65088	6/9/2017 No
BILL00000621341	CC 5/8 X 3/4	7,350.00 25731	65186	6/9/2017 No
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BILL00000621348	CC 1 1/2	76,690.00 24645	65788	6/9/2017 No
BILL00000621349	CC 5/8 X 3/4	4,180.00 25772	66137	6/9/2017 No
BILL00000621350	CC 5/8 X 3/4	7,320.00 32659	66139	6/9/2017 No
BILL00000621351	CC 5/8 X 3/4	1,420.00 32274	66141	6/9/2017 No
BILL00000621352	CC 5/8 X 3/4	3,770.00 32354	66142	6/9/2017 No
BILL00000621353	CC 5/8 X 3/4	9,020.00 31948	66285	6/9/2017 No
BILL00000621354	CC 5/8 X 3/4	7,140.00 32679	66407	6/9/2017 No
BILL00000621355	CC 5/8 X 3/4	7,740.00 25474	66535	6/9/2017 No
BILL00000621356	CC 5/8 X 3/4	11,180.00 26219	66687	6/9/2017 No
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BILL00000621360	CC 5/8 X 3/4	5,500.00 26502	67467	6/9/2017 No
BILL00000621361	CC 5/8 X 3/4	27,760.00 31060	67482	6/9/2017 No
BILL00000621362	CC 5/8 X 3/4	10,840.00 32022	67517	6/9/2017 No
BILL00000621363	CC 5/8 X 3/4	5,070.00 27610	67885	6/9/2017 No
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BILL00000621366	CC 5/8 X 3/4	7,460.00 31017	68191	6/9/2017 No
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BILL00000621370	CC 5/8 X 3/4	2,180.00 32197	68748	6/9/2017 No
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BILL00000621374	CC 5/8 X 3/4	4,590.00 32696	69421	6/9/2017 No
BILL00000621375	CC 5/8 X 3/4	5,420.00 32213	69422	6/9/2017 No
BILL00000621376	CC 5/8 X 3/4	4,300.00 32213	69423	6/9/2017 No
BILL00000621377	CC 5/8 X 3/4	2,500.00 32600	69548	6/9/2017 No
BILL00000621378	CC 5/8 X 3/4	3,560.00 32480	69637	6/9/2017 No
BILL00000621379	CC 5/8 X 3/4	2,940.00 30768	69732	6/9/2017 No
BILL00000621380	CC 5/8 X 3/4	3,990.00 31101	69733	6/9/2017 No
BILL00000621381	CC 5/8 X 3/4	6,690.00 30889	69734	6/9/2017 No
BILL00000621382	CC 5/8 X 3/4	50.00 31021	69735	6/9/2017 No
BILL00000621383	CC 5/8 X 3/4	50.00 31041	69736	6/9/2017 No
BILL00000621384	CC 5/8 X 3/4	2,940.00 31978	70351	6/9/2017 No
FNAL00000004916	CC 5/8 X 3/4	2,610.00 30582	63782	6/2/2017 No
FNAL00000004940	CC 5/8 X 3/4	3,520.00 10037	50592	6/29/2017 No

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Bill Number	Rate	Gallons	Customer Number	Location ID	Doc Date	voided doc
BILL00000626005	CC 5/8 X 3/4	6,120.00	10000	50550	7/7/2017	No
BILL00000626006	CC 5/8 X 3/4	2,390.00	32704	50551	7/7/2017	No
BILL00000626007	CC 5/8 X 3/4	7,140.00	22364	50561	7/7/2017	No
BILL00000626008	CC 5/8 X 3/4	5,050.00	10013	50566	7/7/2017	No
BILL00000626009	CC 5/8 X 3/4	2,540.00	10015	50568	7/7/2017	No
BILL00000626010	CC 5/8 X 3/4	2,670.00	29476	50572	7/7/2017	No
BILL00000626011	CC 5/8 X 3/4	8,120.00	29557	50574	7/7/2017	No
BILL00000626012	CC 5/8 X 3/4	1,620.00	32726	50581	7/7/2017	No
BILL00000626013	CC 5/8 X 3/4	- 31648		50582	7/7/2017	No
BILL00000626014	CC 5/8 X 3/4	670.00	10030	50584	7/7/2017	No
BILL00000626015	CC 5/8 X 3/4	10,850.00	10031	50585	7/7/2017	No
BILL00000626016	CC 5/8 X 3/4	2,070.00	29794	50586	7/7/2017	No
BILL00000626017	CC 5/8 X 3/4	8,760.00	10035	50588	7/7/2017	No
BILL00000626018	CC 5/8 X 3/4	7,470.00	10035	50589	7/7/2017	No
BILL00000626019	CC 5/8 X 3/4	3,010.00	31497	50590	7/7/2017	No
BILL00000626020	CC 5/8 X 3/4	17,630.00	10037	50591	7/7/2017	No
BILL00000626021	CC 5/8 X 3/4	- 32755		50592	7/7/2017	No
BILL00000626022	CC 5/8 X 3/4	5,830.00	31437	50594	7/7/2017	No
BILL00000626023	CC 5/8 X 3/4	700.00	10044	50598	7/7/2017	No
BILL00000626024	CC 5/8 X 3/4	28,320.00	10047	50601	7/7/2017	No
BILL00000626025	CC 5/8 X 3/4	2,830.00	10048	50602	7/7/2017	No
BILL00000626026	CC 5/8 X 3/4	1,650.00	32426	50603	7/7/2017	No
BILL00000626027	CC 5/8 X 3/4	20,100.00	25113	50604	7/7/2017	No
BILL00000626028	CC 5/8 X 3/4	600.00	31418	50605	7/7/2017	No
BILL00000626029	CC 5/8 X 3/4	10,470.00	10053	50607	7/7/2017	No
BILL00000626030	CC 5/8 X 3/4	1,790.00	32670	50610	7/7/2017	No
BILL00000626031	CC 5/8 X 3/4	4,340.00	31027	50611	7/7/2017	No
BILL00000626032	CC 5/8 X 3/4	13,100.00	30463	50612	7/7/2017	No
BILL00000626033	CC 5/8 X 3/4	5,050.00	31717	50613	7/7/2017	No
BILL00000626034	CC 5/8 X 3/4	1,540.00	22820	50614	7/7/2017	No
BILL00000626035	CC 5/8 X 3/4	6,650.00	22073	50616	7/7/2017	No
BILL00000626036	CC 5/8 X 3/4	10,470.00	29765	50618	7/7/2017	No
BILL00000626037	CC 5/8 X 3/4	8,620.00	32474	50619	7/7/2017	No
BILL00000626038	CC 5/8 X 3/4	3,930.00	32321	50620	7/7/2017	No
BILL00000626039	CC 5/8 X 3/4	2,350.00	10065	50621	7/7/2017	No
BILL00000626040	CC 5/8 X 3/4	7,550.00	10066	50622	7/7/2017	No
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BILL00000639587	CC 5/8 X 3/4	3,270.00 31101	69733	10/9/2017 No
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BILL00000639590	CC 5/8 X 3/4	- 31041	69736	10/9/2017 No
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Bill Number	Rate	Gallons	Customer Number	Location ID	Doc Date	voided doc
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Bill Number	Rate	Gallons	Customer Number	Location ID	Doc Date	voided doc
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BILL00000649628	CC 5/8 X 3/4	3,690.00	10013	50566	12/11/2017	No
BILL00000649629	CC 5/8 X 3/4	2,170.00	10015	50568	12/11/2017	No
BILL00000649630	CC 5/8 X 3/4	4,340.00	29476	50572	12/11/2017	No
BILL00000649631	CC 5/8 X 3/4	8,160.00	29557	50574	12/11/2017	No
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BILL00000649635	CC 5/8 X 3/4	6,410.00	10031	50585	12/11/2017	No
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BILL00000649637	CC 5/8 X 3/4	3,720.00	10035	50588	12/11/2017	No
BILL00000649638	CC 5/8 X 3/4	2,250.00	10035	50589	12/11/2017	No
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BILL00000652718	CC 5/8 X 3/4	370.00 32782	50681	1/8/2018 No
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17-CC RES
17-CC RES

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BILL00000662469	CC 5/8 X 3/4	3,130.00 27610	67885	3/13/2018 No
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BILL00000662483	CC 5/8 X 3/4	6,420.00 32600	69548	3/13/2018 No
BILL00000662484	CC 5/8 X 3/4	- 32480	69637	3/13/2018 No
BILL00000662485	CC 5/8 X 3/4	- 30768	69732	3/13/2018 No
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BILL00000662489	CC 5/8 X 3/4	2,280.00 31041	69736	3/13/2018 No
BILL00000662490	CC 5/8 X 3/4	- 31978	70351	3/13/2018 No
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FNAL00000005154	CC 5/8 X 3/4	- 10199	50758	3/8/2018 No

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FNAL00000005163	CC 5/8 X 3/4	510.00 10035	50588	3/16/2018 No
FNAL00000005164	CC 5/8 X 3/4	- 10035	50589	3/16/2018 No

816,591.00

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17-CC	RES
17-CC	RES
17-CC	RES

Bill Number	Rate	Gallons	Customer Number	Location ID	Doc Date	voided doc
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BILL00000664784	CC 5/8 X 3/4	13,220.00	29557	50574	4/11/2018	No
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BILL00000664786	CC 5/8 X 3/4	8,380.00	31648	50582	4/11/2018	No
BILL00000664787	CC 5/8 X 3/4	3,690.00	10030	50584	4/11/2018	No
BILL00000664788	CC 5/8 X 3/4	11,720.00	10031	50585	4/11/2018	No
BILL00000664789	CC 5/8 X 3/4	2,290.00	29794	50586	4/11/2018	No
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17-CC	RES
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Bill Number	Rate	Gallons	Customer Number	Location ID	Doc Date
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BILL00000667607	CC 5/8 X 3/4	10,920.00	10013	50566	5/15/2018
BILL00000667608	CC 5/8 X 3/4	3,210.00	10015	50568	5/15/2018
BILL00000667609	CC 5/8 X 3/4	1,140.00	29476	50572	5/15/2018
BILL00000667610	CC 5/8 X 3/4	6,000.00	29557	50574	5/15/2018
BILL00000667611	CC 5/8 X 3/4	- 32726		50581	5/15/2018
BILL00000667612	CC 5/8 X 3/4	- 31648		50582	5/15/2018
BILL00000667613	CC 5/8 X 3/4	8,450.00	10030	50584	5/15/2018
BILL00000667614	CC 5/8 X 3/4	1,210.00	10031	50585	5/15/2018
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FNAL00000005232	CC 5/8 X 3/4	- 32860	50751	5/28/2018
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	GRAND TOTAL	868,398.00		

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No	17-CC	RES
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Bill Number	Rate	Gallons	Customer Number	Location ID	Doc Date
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BILL00000670778	CC 5/8 X 3/4	2,390.00	10015	50568	6/11/2018
BILL00000670779	CC 5/8 X 3/4	3,680.00	29476	50572	6/11/2018
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BILL00000670791	CC 5/8 X 3/4	10,150.00	31437	50594	6/11/2018
BILL00000670792	CC 5/8 X 3/4	760.00	32870	50597	6/11/2018
BILL00000670793	CC 5/8 X 3/4	620.00	10044	50598	6/11/2018
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BILL00000670797	CC 5/8 X 3/4	22,400.00	25113	50604	6/11/2018
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BILL00000670799	CC 5/8 X 3/4	4,040.00	10053	50607	6/11/2018
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BILL00000670805	CC 5/8 X 3/4	1,310.00	22820	50614	6/11/2018
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BILL00000670823	CC 5/8 X 3/4	1,030.00 32661	50647	6/11/2018
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BILL00000670825	CC 5/8 X 3/4	10,100.00 31586	50649	6/11/2018
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BILL00000670836	CC 5/8 X 3/4	2,160.00 32831	50674	6/11/2018
BILL00000670837	CC 5/8 X 3/4	2,170.00 10117	50675	6/11/2018
BILL00000670838	CC 5/8 X 3/4	3,980.00 10119	50677	6/11/2018
BILL00000670839	CC 5/8 X 3/4	- 32782	50681	6/11/2018
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BILL00000670858	CC 5/8 X 3/4	2,910.00 31067	50731	6/11/2018
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	GRAND TOTAL	876,207.00		

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No	17-CC	RES
No	17-CC	RES

Bill Number	Rate	Gallons	Customer Number	Location ID	Doc Date
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BILL00000672843	CC 5/8 X 3/4	4,880.00	10013	50566	7/11/2018
BILL00000672844	CC 5/8 X 3/4	2,960.00	10015	50568	7/11/2018
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BILL00000672846	CC 5/8 X 3/4	4,000.00	29557	50574	7/11/2018
BILL00000672847	CC 5/8 X 3/4	- 31648		50582	7/11/2018
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BILL00000672850	CC 5/8 X 3/4	2,230.00	29794	50586	7/11/2018
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BILL00000672854	CC 5/8 X 3/4	13,880.00	32916	50591	7/11/2018
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BILL00000672857	CC 5/8 X 3/4	- 32944		50597	7/11/2018
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BILL00000672863	CC 5/8 X 3/4	3,060.00	31418	50605	7/11/2018
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BILL00000672869	CC 5/8 X 3/4	3,240.00	31717	50613	7/11/2018
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BILL00000672955	CC 5/8 X 3/4	2,100.00 31661	61260	7/11/2018
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BILL00000672962	CC 5/8 X 3/4	8,970.00 32674	62133	7/11/2018
BILL00000672963	CC 5/8 X 3/4	- 30893	62169	7/11/2018
BILL00000672964	CC 5/8 X 3/4	8,260.00 20880	62192	7/11/2018
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BILL00000672966	CC 5/8 X 3/4	17,830.00 21130	62425	7/11/2018
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BILL00000672985	CC 5/8 X 3/4	9,460.00 32635	65513	7/11/2018
BILL00000672986	CC 5/8 X 3/4	4,000.00 31455	65581	7/11/2018
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FNAL00000005273	CC 5/8 X 3/4	- 32870	50597	7/10/2018
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GRAND TOTAL		1,086,428.00		

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Bill Number	Rate	Gallons	Customer Number	Location ID	Doc Date
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BILL00000676062	CC 5/8 X 3/4	8,430.00	10031	50585	8/13/2018
BILL00000676063	CC 5/8 X 3/4	1,740.00	29794	50586	8/13/2018
BILL00000676064	CC 5/8 X 3/4	7,460.00	32881	50588	8/13/2018
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BILL00000676066	CC 5/8 X 3/4	4,800.00	32942	50590	8/13/2018
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BILL00000676140	CC 5/8 X 3/4	14,190.00 10177	50736	8/13/2018
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BILL00000676165	CC 5/8 X 3/4	16,620.00 32879	60332	8/13/2018
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BILL00000676170	CC 5/8 X 3/4	8,490.00 26855	61325	8/13/2018
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BILL00000676177	CC 5/8 X 3/4	2,360.00 30893	62169	8/13/2018
BILL00000676178	CC 5/8 X 3/4	13,620.00 20880	62192	8/13/2018
BILL00000676180	CC 5/8 X 3/4	- 21130	62425	8/13/2018
BILL00000676181	CC 5/8 X 3/4	1,320.00 21280	62567	8/13/2018
BILL00000676182	CC 5/8 X 3/4	7,840.00 32579	62894	8/13/2018
BILL00000676183	CC 5/8 X 3/4	1,210.00 31229	62963	8/13/2018
BILL00000676184	CC 5/8 X 3/4	23,790.00 23767	63167	8/13/2018
BILL00000676185	CC 5/8 X 3/4	310.00 32264	63631	8/13/2018
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BILL00000676187	CC 5/8 X 3/4	- 32889	63782	8/13/2018
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BILL00000676191	CC 5/8 X 3/4	70.00 31537	64893	8/13/2018
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BILL00000676210	CC 5/8 X 3/4	- 26219	66687	8/13/2018
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BILL00000676216	CC 5/8 X 3/4	3,910.00 27610	67885	8/13/2018
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BILL00000676219	CC 5/8 X 3/4	3,020.00 31017	68191	8/13/2018
BILL00000676220	CC 5/8 X 3/4	4,860.00 27391	68257	8/13/2018
BILL00000676221	CC 5/8 X 3/4	- 31841	68294	8/13/2018
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BILL00000676224	CC 5/8 X 3/4	130.00 32387	68837	8/13/2018
BILL00000676225	CC 5/8 X 3/4	4,220.00 30776	68838	8/13/2018
BILL00000676226	CC 5/8 X 3/4	7,020.00 28403	69138	8/13/2018
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BILL00000676228	CC 5/8 X 3/4	4,660.00 32213	69423	8/13/2018
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BILL00000676230	CC 5/8 X 3/4	2,800.00 32480	69637	8/13/2018
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BILL00000676232	CC 5/8 X 3/4	2,160.00 31101	69733	8/13/2018
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BILL00000676235	CC 5/8 X 3/4	120.00 31041	69736	8/13/2018
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BILL00000676237	CC 3/4 X 3/4	- 32654	70410	8/13/2018
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BILL00000678587	CC 1 1/2	95,760.00 24645	65788	8/13/2018
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GRAND TOTAL	1,166,423.00
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Bill Number	Rate	Gallons	Customer Number	Location ID	Doc Date	voided doc
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BILL00000679732	CC 5/8 X 3/4	3,050.00	10015	50568	9/10/2018	No
BILL00000679733	CC 5/8 X 3/4	2,820.00	29476	50572	9/10/2018	No
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BILL00000679737	CC 5/8 X 3/4	5,290.00	10031	50585	9/10/2018	No
BILL00000679738	CC 5/8 X 3/4	1,630.00	29794	50586	9/10/2018	No
BILL00000679739	CC 5/8 X 3/4	1,060.00	32881	50588	9/10/2018	No
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FNAL00000005338 CC 5/8 X 3/4

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GRAND TOTAL 1,063,808.00

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Bill Number	Rate	Gallons	Customer NLocation ID	Doc Date	voided doc
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BILL00000682067	CC 5/8 X 3/4	3,420.00	29476 50572	10/11/2018	No
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Bill Number	Rate	Gallons	Customer NLocation ID	Doc Date	voided doc
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17-CC RES
17-CC RES

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BILL00000687219	CC 5/8 X 3/4	3,670.00 32831	50674	12/10/2018
BILL00000687220	CC 5/8 X 3/4	2,760.00 10117	50675	12/10/2018
BILL00000687221	CC 5/8 X 3/4	4,280.00 10119	50677	12/10/2018
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	GRAND TOTAL	1,050,252.00		

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SETTLEMENT AGREEMENT FOR STIPULATED CONDEMNATION

BY AND BETWEEN

CIRCLE CITY WATER CO., L.L.C.

AND

CITY OF SURPRISE

DATED FEBRUARY 20, 2019

LIST OF EXHIBITS
TO
SETTLEMENT AGREEMENT FOR STIPULATED CONDEMNATION

- Exhibit A: Stipulated Final Judgment of Condemnation
- Exhibit B: Satisfaction of Judgment
- Exhibit C: Stipulated Final Order of Condemnation
- Exhibit D: Assignment and Assumption Agreement
- Exhibit E: Holdback Agreement

SETTLEMENT AGREEMENT FOR STIPULATED CONDEMNATION

This Settlement Agreement for Stipulated Condemnation (this “Agreement”) is dated February 20, 2019, and is by and between CIRCLE CITY WATER CO., L.L.C., an Arizona limited liability company (the “Company”), and the CITY OF SURPRISE, an Arizona municipal corporation (the “City”). The Company and the City are collectively the “Parties” and individually a “Party.”

RECITALS

The Company is the legal and beneficial owner of the Assets and operates a water utility service that is regulated by the ACC.

The City desires to acquire the Assets to enhance its water resources portfolio relating to the provision of water utility services to its residents.

The City is authorized by the laws of the State of Arizona to construct, purchase, acquire or lease any plant or property or portion thereof devoted to the business or services rendered by a public water utility, either within or without the City limits, as set forth in the ARS Section 9-511.

The City has approved and adopted resolutions of public use necessity with respect to the Assets in accordance with this Agreement and of entering into this Agreement.

On August 29, 2018, the City filed a condemnation complaint against the Company seeking to acquire the Assets and titled *City of Surprise v. Circle City Water Co., L.L.C. Et al.*, in the Maricopa County Superior Court (the “Condemnation Action”).

The City and the Company desire to stipulate to the condemnation of the Assets and to resolve all issues in the Condemnation Action in a mutually agreeable manner.

The Parties intend that the obligations of the Parties under this Agreement will survive the entry of the stipulated Final Judgment, the stipulated Satisfaction of Judgment and the stipulated Final Order referenced herein and attached as Exhibits A, B and C, respectively, including each Party’s obligation to make the closing deliveries provided in this Agreement, each Party’s indemnification obligations and certain portions of Section 11.15 as referenced herein.

Pursuant to this Agreement, the Final Judgment and the Final Order, the Company is willing to permit the Assets to be condemned by the City and the City will condemn and acquire the Assets, all on the terms and subject to the conditions set forth in this Agreement.

In consideration of the mutual promises, covenants, representations, warranties and obligations herein contained, and on the terms and subject to the conditions herein set forth, the Parties agree as provided in this Agreement.

ARTICLE 1 DEFINITIONS

In addition to terms defined elsewhere in this Agreement the terms defined in this Article 1, whenever used in this Agreement (including the Schedules), shall have the respective meanings given to them below. All references herein to a Section, Article or Schedule are to a section, article, or Schedule of this Agreement, unless otherwise indicated.

AAC means Arizona Administrative Code.

ACC means the Arizona Corporation Commission.

ADEQ means the Arizona Department of Environmental Quality.

Advances in Aid of Construction means funds paid or advanced to the Company by third parties, which may be refundable, as meter advances or service connection tariffs or pursuant to Line Extension Agreements at and as of the Closing Date.

ADWR means the Arizona Department of Water Resources.

Affiliate of a Person means a Person that directly or indirectly through one or more intermediaries, controls, is controlled by, or is under common control with, the first Person. “Control” (including the terms “controlled by” and “under common control with”) means the possession, directly or indirectly, of the power to direct or cause the direction of the management or policies of a Person, whether through the ownership of voting securities, by contract or credit arrangement, as trustee or executor, or otherwise.

Agreement means this Agreement, including the Schedules.

Applicable Law means, with respect to any Person, any federal or state constitution, treaty, statute, law (including common law), rule, regulation, ordinance, code, Governmental Approval, or any order, decision, injunction, judgment, award, decree or agreement of, by or with any Governmental Authority, in any such case to the extent applicable to such Person or its assets and businesses as of the date hereof.

ARS means the Arizona Revised Statutes, as in effect on the Closing Date.

Assets is defined in Section 2.1.

Assigned Contracts is defined in Section 2.1(b).

Assumed Liabilities is defined in Section 2.6.

Best of Knowledge means (a) as to the Company, the knowledge after due investigation and inquiry of Robert T. Hardcastle, (b) as to the City, the knowledge after due investigation and inquiry of Terry Lowe, and (c) as to any other Person, the knowledge of such Person and the directors, officers, managers, general partners, trustees and similar agents or representatives of such Person after due investigation and inquiry.

Business means all of the business and operations of the Company as currently conducted, including operating a water utility system and acting as a public service corporation in the sale of water for commercial and domestic uses in the Service Area.

Business Day(s) means each day other than a Saturday, Sunday or any day on which banks in Phoenix, Arizona are required or permitted to be closed.

CAP means Central Arizona Project.

CAP Contract means the CAP subcontract between the Company and the Central Arizona Water Conservation District, as approved by the United States Bureau of Reclamation for the delivery of 3,932 acre-feet of water from the CAP system and designated as Contract Number 07-XX-30-W0463.

CAP Contract Consent means any approval(s) required for transfer of the CAP Contract from the Company to the City as party of the transactions contemplated by this Agreement.

CC&Ns means any Certificates of Convenience and Necessity granted or recognized by the ACC to the Company to engage as a public service corporation in the sale of water for domestic, commercial and other uses in its Certificated Areas.

Certificated Areas means the areas in which the Company, as of the date hereof, is permitted to provide utility service under the CC&Ns.

City is defined in the first paragraph of this Agreement.

City Breach is defined in Section 10.4.

City Indemnitees is defined in Section 9.1.

Closing is defined in Section 2.10.

Closing Date is defined in Section 2.10.

Closing Payment is defined in Section 2.10.1.

Code means the Internal Revenue Code of 1986, as amended.

Company is defined in the Recitals.

Company Breach is defined in Section 10.4.

Company Indemnitees is defined in Section 9.2.

Condemnation Action is defined in the Recitals.

Condemnation Materials is defined in Article 8.

Condemnation Price is defined in Section 2.10.1.

Confidentiality Agreement is defined in Section 4.8.

Consent means any consent, approval, authorization, waiver, permit, grant, franchise, concession, agreement, license, exemption or order of, registration, certificate declaration or filing with, or report or notice to, any Person, including but not limited to any Governmental Authority.

Contract(s) is defined in Section 3.1.15(a).

Control is defined in the definition of Affiliate.

Customers is defined in Section 2.1(c).

Customer Accounts is defined in Section 2.1(h).

Customer Deposits means all of the Company's security deposits, meter deposits, and other deposits from Customers, but shall not include any payment pursuant to a Line Extension Agreement.

Dispute is defined in Section 10.1.

Environmental Laws means any law, statute, ordinance, rule, regulation or legal requirement in effect at the Effective Date or the Closing Date pertaining to (a) the protection of health, safety or the environment; (b) the conservation, management, protection or use of natural resources and wildlife; (c) the protection or use of surface water, groundwater, stored, reclaimed or recovered water, or the CAP Contract; (d) the management, manufacture, possession, presence, use, generation, transportation, treatment, storage, disposal, release, threatened release, abatement, removal, remediation or handling of, or exposure to, any Hazardous Material; or (e) pollution (including any release to air, land, surface water and groundwater), and includes, without limitation, the Comprehensive Environmental Response, Compensation and Liability Act of 1980, as amended by the Superfund Amendments and Reauthorization Act of 1986 and the Small Business Liability Relief and Brownfields Revitalization Act, 42 USC 9601, *et seq.*, Solid Waste Disposal Act, as amended by the Resource Conservation Act of 1976 and Hazardous and Solid Waste Amendments of 1984, 42 USC 6901, *et seq.*, Federal Water Pollution Control Act, as amended by the Clean Water Act of 1977, 33 USC 1251, *et seq.*, Toxic Substances Control Act of 1976, 15 USC 2601, *et seq.*, Hazardous Materials Transportation Act, 49 USC 651, *et seq.*, Oil Pollution Act of 1990, 33 USC 2701, *et seq.*, Emergency Planning and Community Right-to-Know Act of 1986, 42 USC App. 11001, *et seq.*, National Environmental Policy Act of 1969, 42 USC 4321, *et seq.*, Safe Drinking Water Act of 1974, as amended by 42 USC 300(f), *et seq.*, and any similar, implementing or successor law.

Escrow is defined in Section 5.1.

Escrow Agent means Pioneer Title Agency.

Excluded Assets is defined in Section 2.5.

Excluded Books and Records is defined in Section 2.5(c).

Final Judgment is defined in Section 2.2.

Final Order is defined in Section 2.3.

GAAP means generally accepted accounting principles in effect in the United States of America as determined by the Financial Accounting Standards Board from time to time applied on a consistent basis as of the date of any application thereof.

Governmental Approval means any Consent of, with, or from any Governmental Authority.

Governmental Authority means any: (a) nation, state, county, city, town, village, district, or other jurisdiction of any nature; (b) federal, state, local, municipal, foreign, or other government; (c) governmental or quasi-governmental authority of any nature (including the ACC and any governmental agency, branch, department, official, or entity) and any court or other tribunal; (d) multi-national organization or body; or (e) body exercising, or entitled to exercise, any administrative, executive, judicial, legislative, police, regulatory, or taxing authority or power of any nature.

Hazardous Materials means any material, substance, chemical, waste, product, derivative, compound, mixture, solid, liquid, mineral or gas, in each case, that is hazardous, acutely hazardous, toxic, or words of similar import or regulatory effect under Environmental Laws.

Improvements is defined in Section 2.1(a).

Indebtedness means without duplication, the sum of (a) all obligations with respect to the Business or Assets for borrowed money or issued in substitution for or exchange of indebtedness for borrowed money, (b) other indebtedness with respect to the Business or Assets evidenced by notes, bonds, debentures or other debt securities, (c) indebtedness of the types described in clauses (a) and (b) guaranteed, directly or indirectly, in any manner by the Company with respect to the Business or the Assets through an agreement, contingent or otherwise, to supply funds to, or in any other manner, invest in, the debtor, or to purchase indebtedness, primarily for the purpose of enabling the debtor to make payment of the indebtedness or to insure the owners of indebtedness against loss, (d) indebtedness for the deferred purchase price of property or services with respect to the Business or Assets, (e) all obligations of the Company with respect to the Business or Assets as lessee or lessees under leases required to be accounted for as capital leases in accordance with GAAP, (f) all payment obligations under any interest rate swap agreements or interest rate hedge agreements with respect to the Business or Assets, (g) all obligations for unfunded liabilities relating to any “defined benefit plan”, as defined in ERISA Section 3(35), (h) any interest owed with respect to the indebtedness referred to above and prepayment premiums or fees related thereto, (i) any letters of credit, surety bonds, bids, performance bonds or similar obligations whether or not drawn upon by third parties, (j) the amount of any deferred revenue of the Company with respect to the Business, determined in accordance with GAAP, related to advance billings or advance collections by the Company with respect to the Business for service not yet rendered, or equipment not yet delivered, as of the Closing Date, and (k) any payments due from the Company to any Affiliate.

Indemnified Party is defined in Section 9.3.

Indemnifying Party is defined in Section 9.3.

Infrastructure is defined in Section 2.1(c).

Knowledge means (a) as to the Company, the actual knowledge without any investigation or inquiry (other than in the compilation of the Schedules in this Agreement) of Robert T. Hardcastle, (b) as to the City, the actual knowledge without any investigation and inquiry of Terry Lowe, and (c) as to any other Person, the actual knowledge without any investigation and inquiry of such Person and the directors, officers, manager, general partners trustees and similar agents or representatives of such Person.

Lien means any mortgage, deed of trust, claim, charge, lien, encumbrance, security interest, pledge, hypothecation, adverse interest, burden, judgment, encroachment, lease, sublease, license, occupancy agreement, easement, covenant, title defect, title retention agreement, and any other restriction or limitation of any nature whatsoever, including but not limited to any of the foregoing arising under any of the Contracts or imposed against any Owned Real Property or any of the other Assets.

Line Extension Agreement means a line extension agreement, main extension agreement, collection main extension agreement, plant expansion agreement, water service agreement, or any similar or other agreement under which the Company is a party in its capacity as a water utility service provider and that is subject to AAC R14-2-406, AAC R14-2-606, or other Applicable Law or that provides for an Advance in Aid of Construction or any other agreement with any developer or landowner; provided, however that the LP5K WFA is not a Line Extension Agreement.

Losses is defined in Section 9.1.

LP5K WFA means that certain Water Facilities Agreement, dated March 1, 2005, between the Company and Lake Pleasant 5000 L.L.C. (the entity, aside from the Company, that has executed the LP5K WFA) or Harvard Investments, Inc. (the entity stated as the party and referred to as the “Developer” under the LP5K WFA), as applicable (collectively, “LP5K”).

Material Adverse Effect means any event, occurrence, fact, condition, or change that materially and adversely affects (a) the business, results of operations, financial condition, or assets of the Business, taken as a whole, or (b) the ability of the Company to consummate the transactions contemplated by this Agreement; *provided, however*, that “Material Adverse Effect” shall not include any event, occurrence, fact, condition or change, directly or indirectly, arising out of or attributable to: (i) general economic or political conditions; (ii) conditions generally affecting the industry in which the Business operates; (iii) any changes in financial, banking, or securities markets in general; (iv) acts of war (whether or not declared), armed hostilities or terrorism, or the escalation or worsening thereof; (v) any action required or permitted by this Agreement or any action taken (or omitted to be taken) with the written consent of or at the written request of the City; (vi) any matter of which the City is aware on the date hereof; (vii) any changes in Applicable Laws or accounting rules (including GAAP) or the enforcement, implementation or interpretation thereof; (viii) the announcement, pendency or completion of the

transactions contemplated by this Agreement; (ix) any natural or man-made disaster or acts of God; or (x) any failure by the Business to meet any internal or published projections, forecasts or revenue or earnings predictions (provided that the underlying causes of such failures (subject to the other provisions of this definition) shall not be excluded).

Owned Real Property means all real property interests, whether owned in fee, an easement or otherwise owned by the Company, including, without limitation, all Real Property owned by the Company.

Parties is defined in the Recitals.

Party is defined in the Recitals.

Permits is defined in Section 2.1(f).

Permitted Encumbrances means (a) mechanics', carriers', workmen's, repairmen's or other like liens arising or incurred in the ordinary course of business and not yet due and payable; (b) zoning ordinances of general applicability, and easements, rights of way and other similar encumbrances of record and affecting the Real Property; (c) liens securing the payment of real and personal property taxes and assessments that are not yet due and payable; and (d) matters and conditions that would be revealed by a true, correct and complete ALTA/NSPS land title survey of the Real Property.

Person means any natural person, firm, partnership, association, corporation, company, limited liability company, general or limited partnership, trust, business trust, Governmental Authority, or other entity.

Prepaid Items is defined in Section 2.1(h).

Real Property is defined in Section 2.1(d).

Release means any release, spill, emission, leaking, pumping, injection, deposit, disposal, discharge, or dispersal into the environment, at or from any property owned or operated by the Company.

Remedial Action means all actions required to (1) clean up, remove, or treat any Hazardous Material as required by Environmental Laws; (2) prevent the Release or threat of Release, or minimize the further Release of any Hazardous Material so it does not endanger or threaten to endanger public health or welfare or the environment; or (3) perform pre-remedial studies and investigations or post-remedial monitoring and care directly related to or in connection with any such remedial action.

Reports is defined in Section 5.1.5.

Restricted Contracts is defined in Section 2.8.

Retained Liabilities is defined in Section 2.7.

Schedules means each of the schedules and exhibits referred to in and attached to this Agreement, all of which are hereby made a part of this Agreement.

Service Area means the geographic areas in which the Company is lawfully entitled to provide public utility water services pursuant to ARS Title 45.

Stipulation of Dismissal with Prejudice is defined in Article 8.

Tax or Taxes means any federal, state, provincial, local, foreign or other income, alternative, minimum, accumulated earnings, personal holding company, franchise, capital stock, net worth, capital, profits, windfall profits, gross receipts, value added, privilege, sales, use, goods and services, excise, customs duties, transfer, conveyance, mortgage, registration, stamp, documentary, recording, premium, severance, environmental (including taxes under Section 59A of the Code), real property, personal employment, unemployment insurance, social security, disability, workers' compensation, payroll, health care, registration, withholding, estimated or (including all interest and penalties thereon and additions thereto whether disputed or not).

Tax Return means any return, report, declaration, form, claim for refund, information return or statement relating to Taxes, including forms, schedules and attachments thereto, and including amendments thereof.

Warranties means all manufacturers' and vendors' warranties benefiting the Company with respect to any of the Assets.

ARTICLE 2 CONDEMNATION OF ASSETS; CLOSING

2.1 Condemnation of Assets. Subject to the terms and conditions of this Agreement and the Final Judgment, on the Closing Date, the City shall condemn from the Company, all of the Company's right, title and interest in and to all of the properties and assets, whether real, personal or mixed, tangible or intangible, of every kind and description, wherever located, related to, necessary for, and used or usable in, the Business, including, without limitation, the properties and assets set forth below as of the Closing Date (collectively, the "Assets") as well as the CC&Ns for the Certificated Areas, but expressly excluding the Excluded Assets from the "Assets":

(a) all power generation equipment, pumping equipment, water treatment equipment, laboratory equipment, power operated equipment, communication towers and equipment, radio read equipment, computers, miscellaneous equipment, surplus equipment, parts, machinery, tools, shop and garage equipment, transportation equipment, vehicles, trailers, furniture, fixtures, leasehold improvements, inventory, chemicals, supplies, and other personal property owned by the Company, including without limitation those set forth on the attached Schedule 2.1(a) and all of the Company's interests in all improvements to the Real Property (collectively, the "Improvements"), including without limitation those set forth on the attached Schedule 2.1(a);

(b) all of the Company's interests in each of the contracts and agreements between the Company and (i) all Customers, (ii) equipment lessors, and (iii) vendors and

suppliers (other than professionals, such as consultants, engineers, accountants, and attorneys) under only the contracts that are set forth on the attached Schedule 2.1(b) and no others (collectively the “Assigned Contracts”);

(c) all of the Company’s interests in all facilities, plants, structures, storage tanks, pumps, wells, booster pumps, water and supply mains, service lines, pipelines, waterlines, meters and meter installations, fire hydrants, distribution reservoirs and standpipes, transmission and distribution mains, back flow prevention devices, associated equipment, and other improvements comprising the utility water systems and infrastructure, whether owned or leased, used in the Business (the “Infrastructure”) in connection with the Company’s provision of water utility service to residential, commercial and other customers residing or located within the Certificated Areas (collectively, “Customers”);

(d) all of the Company’s interests, whether as owner or lessee, in all Infrastructure, Improvements and other real property (collectively the “Real Property”), including without limitation those identified or described on the attached Schedule 2.1(d) and including all utility easements, all tenements, hereditaments and appurtenances pertaining to the Real Property, all sewer, mineral, water and irrigation rights running with or otherwise appurtenant or pertaining to the Real Property, and all of the Company’s interests in any road adjoining the Real Property to the center line thereof, and any road franchise agreements with any Governmental Authority;

(e) all of the Company’s construction in progress, including the construction in progress set forth on the attached Schedule 2.1(e);

(f) all of the Company’s transferable interests in all permits, licenses, franchises, consents, rights, authorizations and approvals issued by, and all registrations and filings with, any Governmental Authority in connection with the Assets or the Business (collectively the “Permits”), including without limitation those set forth on the attached Schedule 2.1(f);

(g) all of the Company’s (i) surface water rights, (ii) groundwater rights (including, without limitation, Type I and Type II groundwater rights), (iii) stored, reclaimed and recovered water, (iv) ground water permits and water storage and well permits, (v) right to provide water utility service in the Service Area pursuant to ARS 45-492 and service area right no. 56-002166.0000 (“Service Area Right”), and (vi) rights pursuant to the CAP Contract, including any funds and interest thereon paid by Company to CAP pursuant to the CAP Contract for capital charges (including as set forth on the attached Schedule 2.1(g));

(h) all of the Company’s accounts receivable arising from the conduct of the Business on or prior to the Closing Date, whether or not an invoice has been submitted by the Company (collectively “Customer Accounts”), and prepaid expenses, credits and other prepaid items set forth on the attached Schedule 2.1(h) (collectively “Prepaid Items”);

(i) all of the Company’s interests as owner or licensee in any software licenses, software or data, including radio licenses or communications franchises or licenses, identified by the City in writing to be included in and as part of the Assets;

(j) all of the Company's Warranties;

(k) all books, records and files pertaining to Assigned Contracts, Assumed Liabilities, Customers, Customer Accounts, Customer Deposits, Advances in Aid of Construction, Line Extension Agreements, Infrastructure, Real Property, Improvements, the CAP Contract, GIS maps, maintenance records, and otherwise relating to the Assets or the Business, excepting only the Excluded Books and Records; and

(l) all of goodwill and the value as a going concern of Company.

2.2 Final Judgment. Following the execution of this Agreement, the Parties agree to use diligent efforts to cause the entry of the Stipulated Final Judgment of Condemnation (the "Final Judgment") in the form attached as Exhibit A, which incorporates this Agreement including the Schedules, as soon as possible following the execution of this Agreement.

2.3 Final Order. Following the execution of this Agreement, the Parties agree to use diligent efforts to submit to the court a Stipulated Final Order of Condemnation (the "Final Order") in the form attached as Exhibit C, as soon as possible following the execution of this Agreement. Once the Final Order is entered by the court, City agrees (i) not to record the Final Order with the Maricopa County Recorder and (ii) to deliver the Final Order in a recordable form to the Escrow Agent to be recorded by the Escrow Agent on the Closing Date in accordance with Section 5.1.4. The Parties (a) agree that they will not challenge the Final Judgment or Final Order entered by the Maricopa County Superior Court; (b) hereby waive any procedural right to do so under any applicable legal or equitable doctrine; and (c) hereby waive their rights to appeal the Final Judgment and the Final Order; provided, in each case, that the Final Judgment and Final Order are approved by the court in substantially the forms set forth on Exhibits A and C.

2.4 Waiver. Upon the execution of this Agreement, the provisions of this Agreement shall constitute the waiver of the requirements under ARS Sections 12-1116(A) through (D) as to the Condemnation Action. The Parties further agree and acknowledge that, upon entry of the Final Judgment, this Agreement shall not merge into the Final Judgment.

2.5 Excluded Assets. The Parties acknowledge and agree that Company is not conveying, transferring, assigning or delivering to the City, and the City is not condemning or acquiring, only the properties and assets set forth below (collectively the "Excluded Assets"):

(a) the Company's cash and cash equivalents;

(b) the Company's marketable securities;

(c) the Company's ownership records and ledgers and minute books, general books of account and books of original entry that comprise its permanent accounting or tax records, books and records for medical, dental, disability and workers compensation plans, financial statements, and Tax Returns (collectively the "Excluded Books and Records");

(d) the Company's receivables due from, and all claims, obligations and liabilities of every kind and nature whatsoever of or against, Affiliates of the Company;

(e) all files, emails, memoranda, letters and other communications, work product, engagement letters, and the attorney client privilege and the right to waive or assert attorney client privilege related to the engagement by the Company or by any Affiliate of the Company of any law firm;

(f) the assets specifically listed on the attached Schedule 2.5; and

(g) the LP5K WFA.

2.6 Assumed Liabilities. Subject to the terms and conditions of this Agreement and the Final Judgment, on the Closing, the City will assume and agrees to pay, perform and otherwise discharge only the following (collectively the “Assumed Liabilities”) and no other claims, obligations or liabilities of any kind or nature:

(a) the covenants and obligations of the Company accruing or arising after the Closing Date under the Assigned Contracts and Permits (but not for breaches or defaults of covenants or obligations thereunder to the extent occurring on or before the Closing Date);

(b) all accounts payable of the Company as of the Closing;

(c) Customer Deposits as of the Closing;

(d) all credits, prepaid expenses, deferred charges, and other prepaid items of the Company as of the Closing; and

(e) the specific liabilities of the Company set forth on the attached Schedule 2.6(e).

For the avoidance of doubt, the forgoing assumptions of Assumed Liabilities pursuant to Section 2.6(b), (c), and (d) above shall be subject to the caps in Section 2.7(f), (g) and (h) and shall not limit the Company’s liability for the representations and warranties made by the Company pursuant to Section 3.1.15(e).

2.7 Retained Liabilities. The Parties acknowledge and agree that the Company shall, after the Closing, pay, perform and discharge each of the following (collectively the “Retained Liabilities”):

(a) all obligations and liabilities in connection with the Excluded Assets;

(b) all obligations and liabilities of the Company for Taxes;

(c) all obligations and liabilities of the Company relating to or arising under any qualified retirement plan, non-qualified retirement or similar plan, or welfare benefit plan;

(d) any claim, obligations and liabilities relating to Liens (other than Permitted Encumbrances) on any of the Assets;

(e) all breaches or defaults by the Company of covenants or obligations under any of the Assigned Contracts on or before the Closing Date;

(f) all accounts payable in excess of \$10,000 in the aggregate; provided, however, that accounts payable under the CAP Contract shall not be subject to this \$10,000 cap;

(g) all Customer Deposits in excess of \$10,000 in the aggregate;

(h) all credits, prepaid expenses, deferred charges, and other prepaid items in excess of \$10,000 in the aggregate;

(i) all obligations and liabilities arising under any agreements between the Company and any Affiliates of Company;

(j) (i) any and all breaches and defaults and claimed breaches and defaults under any Line Extension Agreements; (ii) all refunds of Advances in Aid of Construction that are or will be due and owing under any Line Extension Agreement; and (iii) any and all costs, fines or penalties of any kind assessed by ADWR, ADEQ, Maricopa County, the ACC or CAP (except to the extent relating to the Assets or Business with respect to matters occurring after the Closing Date); and

(k) all claims, obligations and liabilities of every kind and nature whatsoever of the Company that are not specifically an Assumed Liability.

2.8 Nonassignable Contracts. If there are any Consents that are required to be obtained in connection with the assignment and assumption of any Assigned Contract hereunder that have not yet been obtained (or which Consent otherwise is not in full force and effect) as of the Closing, in the case of each Assigned Contract as to which such Consents were not obtained (or which Consent otherwise is not in full force and effect) (the “Restricted Contracts”), the City may in its sole and absolute discretion waive the closing condition as to any such Consent and either:

(a) elect to have the Company continue its efforts to obtain the Consent; or

(b) elect to accept the assignment of and assume the Restricted Contract and all liabilities arising therefrom or relating thereto, in which case, as between the City and the Company, such Restricted Contract shall, to the maximum extent practicable and notwithstanding the failure to obtain the applicable Consent, be transferred at the Closing.

If the City elects to have the Company continue its efforts to obtain any Consents with respect to a Restricted Contract and the Closing occurs, neither this Agreement nor the Assignment and Assumption Agreement nor any other document related to this Agreement shall constitute a sale, assignment, assumption, transfer, conveyance or delivery or an attempted sale, assignment, assumption, transfer, conveyance or delivery of the Restricted Contract, and following the Closing, the Parties shall cooperate with each other, to obtain the Consent relating to the Restricted Contract as quickly as practicable. Pending the obtaining of such Consent relating to any Restricted Contract, the Parties shall cooperate with each other in any reasonable and lawful arrangements designed to provide to the City the benefits and burdens of use of the Restricted

Contract for its term (or any right or benefit or burden arising thereunder, including the enforcement for the benefit of City of any and all rights and obligations of the Company with respect to a third party thereunder) without breaching the Restricted Contract. Once all Consents for the sale, assignment, assumption, transfer, conveyance and delivery of a Restricted Contract are obtained, the Company shall promptly assign, transfer, convey and deliver such Restricted Contract to the City, and the City shall assume the obligations under such Restricted Contract assigned to the City from and after the date of assignment to the City pursuant to a special-purpose assignment and assumption agreement substantially similar in terms to those of the Assignment and Assumption Agreement (which special-purpose agreement the Parties shall prepare, execute and deliver in good faith at the time of such transfer, all at no additional cost to the City). If the City elects to have the Company continue its efforts to obtain any Consents with respect to a Restricted Contract, the Company will continue to use commercially reasonable efforts to obtain those Consents.

2.9 Risk of Loss. The risk of loss, damage to, or the forfeiture or revocation of, the Assets or any part of the Assets on or before the consummation of the Closing shall be borne by the Company. In the event of any loss or damage prior to the Closing of all or any material portion of the Assets, City shall have the option to terminate this Agreement, in the City's sole discretion, in which case City shall not be entitled to any award relating to any loss, damage, forfeiture or revocation arising before the Closing. In the alternative, the City may negotiate for an adjustment to the Condemnation Price; however, if the Company and the City cannot agree upon an adjustment within a reasonable period (not to exceed ten (10) days after the date the City receives notice of the material loss, damage, forfeiture or revocation), but in no event later than the Closing Date, the City may, in the City's sole discretion, terminate this Agreement as provided above. In any event, if the City waives any such loss, damage, forfeiture or revocation of Assets and proceeds to consummate this transaction, the Company shall, at the Closing, deliver and assign to City as of the Closing all rights and claims to insurance or other proceeds that have been received and will be received by the Company in connection therewith, such insurance or other proceeds not to exceed the amount of the Condemnation Price.

2.10 Place and Date of Closing; Closing Matters. The consummation and closing under this Agreement and of the transactions contemplated herein (the "Closing") will take place at 10:00 a.m. Phoenix, Arizona time on such date as is agreed upon by the Parties following the satisfaction or waiver of the conditions set forth in Article VI and otherwise as is directed by the court in the Final Order (the "Closing Date"), at the offices of Snell & Wilmer L.L.P., 400 E. Van Buren Street, Suite 1900, Phoenix, Arizona 85004, or at such other place as the Parties may agree. The Closing shall be deemed effective as of 11:59 p.m. Phoenix, Arizona time on the Closing Date.

2.10.1 Condemnation Price. In addition to the assumption of the Assumed Liabilities by the City, the consideration for the condemnation of the Assets (the "Condemnation Price") shall be the sum of Fifteen Million Dollars (\$15,000,000). The Condemnation Price will be payable in readily available funds by wire transfer on the Closing Date (the "Closing Payment").

2.10.2 Satisfaction of Judgment. Upon or following receipt of the Closing Payment, the Parties shall file a stipulated form of Satisfaction of Judgment in the form attached as Exhibit B.

2.10.3 Recordation. Upon or following receipt of the Closing Payment, the Parties shall cause the recordation of the Final Judgment and Final Order.

2.10.4 Tax Certificates. The Company shall file with the Arizona Department of Revenue as close to the Closing Date as is practicable, a tax clearance application for a certificate of good standing relating to the sale of a business for the Company's income, transaction privilege, use and withholding taxes, and the Company shall promptly deliver a true copy of the response to the City.

2.10.5 CAP M&I Relinquishment Value. The Company may be entitled to the refund of certain funds from the CAP, known as the M&I relinquishment value. In that case, the City will be obligated to pay a like amount to CAP. The parties agree to cooperate in working with CAP to avoid the need to make these payments if possible. If a relinquishment payment is made to Company (or CAP determines that a relinquishment payment will be made), the Condemnation Price (and the Closing Payment) will be reduced on a dollar-for-dollar basis for the relinquishment payment. Likewise, if CAP agrees to place the relinquishment payment into the escrow described in Article 5 of this Agreement, the Closing Payment will be reduced dollar-for-dollar for the relinquishment value. For the avoidance of doubt, at the Closing the Company will receive the \$15,000,000 from the sum of the Closing Payment and relinquishment payment.

2.10.6 Holdback. The Escrow Agent established under Article 5 of this Agreement will retain a portion of the Closing Payment, in the amount of \$250,000 (the "Holdback Amount") pursuant to that certain Holdback Agreement in the form attached hereto as Exhibit E (the "Holdback Agreement"). The Holdback Amount will be used to satisfy any claims made by the City under Article 9 of this Agreement. If no such claims are made within 365 days of the Closing Date, the Escrow Agent will release the Holdback Amount to the Company. If a claim is made, it will be resolved under the dispute resolution provision of Article 10 of this Agreement.

2.10.7 Other Claims. If the Superior Court awards, or a settlement results in, compensation or remuneration to any third party under the Condemnation Action or any other related legal action, the City and the Company agree as follows: if the aggregate amount is less than or equal to \$500,000, the Company shall satisfy 60% of the amount and the City shall satisfy 40% of the amount. The Company shall either pay its portion of the amount, or such portion of the amount shall be deducted dollar-for-dollar from the Closing Payment for any amount paid by the City. However, if the amount exceeds \$500,000 in the aggregate, then the City shall have the option of either paying the amount in excess of \$500,000 (with the first \$500,000 subject to the 60/40 split referenced above) or terminating this Agreement. In the event the City elects to terminate the Agreement, the City will dismiss the Condemnation Action and the City and the Company will work to have any such third party award or settlement vacated as moot so that neither the City nor the Company will have any responsibility for the award. In such case, each party shall bear its own attorney's fees. The City and the Company agree to cooperate in the defense of any third party claims covered by this Section, and the

Company agrees to execute any settlement agreement approved by the City that provides for a full and unconditional release of the Company provided that the form and substance of such release is reasonably acceptable to the Company. Nothing in this Section prevents the City or the Company from appealing any award made to any party.

ARTICLE 3 REPRESENTATIONS AND WARRANTIES

3.1 Representations and Warranties of the Company. The Company represents and warrants to the City, as and at the date of this Agreement and as and at the Closing Date, as provided in this Section 3.1, except as set forth in the corresponding Schedule.

3.1.1 Status; Authority. The Company is a limited liability company duly organized, validly existing, and in good standing under the laws of the State of Arizona and has full power and authority (i) to execute and deliver this Agreement, to perform its obligations hereunder, and to consummate the transactions contemplated herein and (ii) to carry on its business and to own or lease and to operate its properties and assets as and in the places where such business is conducted and such properties or assets are owned, leased, or operated. This Agreement and all documents and instruments to be delivered by the Company pursuant to this Agreement constitute (or will constitute on their execution and delivery) the valid and legally binding obligations of the Company and are enforceable against the Company in accordance with their terms, subject to bankruptcy, insolvency, reorganization, fraudulent transfer and conveyance, receivership, moratorium, and similar laws affecting creditors' rights generally, and to the availability of equitable remedies (whether asserted at law or in equity).

3.1.2 No Conflicts or Violations. The execution, delivery, and performance by the Company and the consummation of the transactions contemplated herein, do not and will not (a) conflict with or result in a violation or breach of or a default under (with or without the giving of notice or the lapse of time or both) (i) any Applicable Law applicable to the Company or to any of its properties or assets, including the Assets, (ii) its articles of organization, operating agreement, or other organizational documents, as they may have been amended, or (iii) subject to obtaining the Consents set forth on the attached Schedule 3.1.3, any Contract to which it is a party or by which it or any of its properties or assets, including the Assets, may be legally bound.

3.1.3 Consents. Except as set forth on the attached Schedule 3.1.3, no Governmental Approval or other Consent is required to be obtained or made by the Company in connection with its execution, delivery and performance of this Agreement or the consummation of the transactions contemplated herein.

3.1.4 Compliance with Applicable Law. The Company has been during the past five (5) years, and is, in material compliance with all Applicable Laws affecting or relating to its properties and assets, including the Assets and the affairs and conduct of the Business, including federal, state and local laws, statutes, ordinances, rules and regulations relating to equal employment opportunities, fair employment practices, occupational health and safety, wages and hours, and discrimination. Without limiting the generality of the foregoing, the Company has satisfied all of its obligations to date with respect to the filing of annual reports with the ACC, ADWR, ADEQ and ADHS. During the past five (5) years, the Company has not

received any written notice indicating that the Assets or Company is in violation of any Applicable Laws, or that there has been or may be, or is currently, an investigation of the Assets or Company by any Governmental Authority.

3.1.5 Account and Revenue Data. Schedule 3.1.5 sets forth all customer account consumption and revenue data for the Company for the period beginning January 1, 2017 and ended on December 31, 2018. To the Knowledge of the Company, all meter location information which the Company has furnished to the City, is true, correct and complete in all material respects.

3.1.6 Financial Statements. The Company has delivered to the City true, correct and complete copies of the internal financial statements of the Company as at and for the period ended on December 31, 2018 (the “Financial Statements”), including in each case a balance sheet and a statement of income. The Financial Statements are consistent with the internal books and records of the Company. The Financial Statements have been prepared and maintained on the accrual method of accounting and in accordance with GAAP. The Financial Statements do not omit any material asset or liability of the Company and are consistent with the internal books and records of the Company.

3.1.7 No Undisclosed Liabilities. The Company has no liabilities, Indebtedness, guarantees or obligations of any kind or nature, whether known or unknown, absolute, accrued, fixed or contingent, disputed or undisputed, matured or unmatured, liquidated or unliquidated, secured or unsecured, or otherwise and whether due or to become due except (a) as set forth on the attached Schedule 3.1.7; (b) as and to the extent reflected, disclosed or reserved against in the Financial Statements; (c) liabilities of the type that are not required by GAAP to be reflected in the Financial Statements; and (d) liabilities incurred since April 30, 2018 in the ordinary course of business consistent with past practice. Without limiting the foregoing, except to the extent specifically disclosed in Schedule 3.1.7, there are no material:

- (a) overcharges to Customers;
- (b) due and unpaid refunds under any Line Extension Agreement or the LP5K WFA; and
- (c) due and unrefunded Customer Deposits.

3.1.8 No Changes. Except as set forth on the attached Schedule 3.1.8, since December 31, 2017, the Company has conducted the Business only in the ordinary course of business. Without limiting the generality of the foregoing sentence, since such date there has not been:

- (a) any material adverse change in the financial condition, results of the Business, the Assets, and liabilities of the Company or material adverse change in the Company’s contractual relations with any developer, builder or other Person or with any of the other party to the Assigned Contracts; or

(b) any notice to the Company of (i) termination of any Assigned Contract, except in the ordinary course of business and consistent with past practice, or (ii) any default by the Company under any Assigned Contract.

3.1.9 Taxes. Except as set forth on Schedule 3.1.9:

(a) the Company has filed all Tax Returns that the Company was required to file prior to the date of this Agreement, and all such Tax Returns are correct and complete in all material respects;

(b) all Taxes owed by the Company (whether or not shown on any Tax Return) with respect to Tax Returns the due date of which preceded the date of this Agreement have been paid;

(c) There are no outstanding requests, agreements, consents or waivers to extend the statutory period of limitations applicable to the assessment or collection of any Taxes or deficiencies against the Company, and there are no pending or, to the Knowledge of the Company, threatened examinations, audits, disputes or other proceedings concerning the Company's liability for any Taxes, and no issues have been raised with the Company in any examination by any taxing authority that could reasonably be expected to result in a proposed deficiency or assessment for any tax period following the Closing Date;

(d) there will be no Liens relating or attributable to Taxes on any of the Assets as of the Closing Date, except Liens securing the payment of real and personal property taxes and assessments that are not yet due and payable;

(e) the Company has, and as of the Closing Date will have, withheld and paid all Taxes required to have been withheld and paid in connection with any amounts paid or owing to any employee, director, member, manager, independent contractor, creditor, or other Person; and

(f) the City shall have no transferee liability for any Taxes of the Company.

3.1.10 Litigation. Except as set forth on the attached Schedule 3.1.10 and except for the Condemnation Action, (a) there is no action, claim, lawsuit, proceeding, arbitration, grievance, citation, summons, subpoena or investigation of any nature, civil, criminal, regulatory (including any ACC complaint or proceeding), or otherwise, at law or in equity, pending (or to the Knowledge of the Company, threatened) against the Company, the Assets or any of them, or the Business, or relating in any way to the transactions contemplated by this Agreement (whether as to its validity, enforceability, performance or otherwise), (b) neither the Company nor any of the Assets is a party to, subject to, or bound by any decree, order, injunction, settlement agreement, or arbitration decision or award (or agreement entered into in any administrative, judicial or arbitration proceeding with any Governmental Authority) with respect to or affecting the properties, assets, personnel or business activities of the Company or that would prevent or restrict the Company from entering into and performing this Agreement, and (c) no citation, fee, or penalty has been levied or asserted against the Company under any Environmental Laws or by

the ACC or any other Governmental Authority within the three years prior to the date of this Agreement, and no such citation, fee or penalty is currently pending or outstanding.

3.1.11 All Assets. Except for the Excluded Assets, the Assets include all properties, assets, rights, licenses, agreements and contracts, the use of which are necessary for the continued conduct of the Business substantially in the manner as it has been conducted, including the service of all Customers in substantially the same manner and substantially the same service levels as provided by the Company on the date of this Agreement.

3.1.12 Real Property; Title to Assets. Schedule 3.1.12 contains a correct legal description and tax parcel identification number of all Owned Real Property, which Owned Real Property is all of the all real property interests, whether owned in fee, an easement or otherwise, owned by the Company. Subject to the Permitted Encumbrances, the Company has good and marketable title to the Owned Real Property. The Real Property disclosed on Schedule 2.1(d) is a complete list of all Real Property of the Company. The Real Property and Owned Real Property constitutes all of the real property rights necessary to operate the Business as it is being operated as of the date of this Agreement. Except as set forth on the attached Schedule 3.1.12, the Company has, at and as of the date of this Agreement and will have at and as of the Closing Date, good and marketable title to all of the Assets free and clear of any Liens (other than Permitted Encumbrances). Except as set forth on the attached Schedule 3.1.12, upon the Closing (but not before), the City will have and receive good and marketable title to, and possession of, all of the Assets free and clear of any Liens (other than Permitted Encumbrances). The Company shall pay in full all Liens (other than Permitted Encumbrances) on the Assets at or prior to the Closing Date. Notwithstanding the foregoing, the Company shall cause any exceptions on Schedule 3.1.12 required to be removed (as each is identified with an asterisk (*) on Schedule 3.1.12) to be removed on or before the Closing. Each item of equipment referenced in Section 2.1(a), (c), (d) and (e) is in good repair and good operating condition, ordinary wear and tear excepted and is suitable for immediate use.

3.1.13 Receivables. The Company shall deliver to the City, no sooner than ten (10) Business Days before and no later than three (3) Business Days before the Closing Date, a schedule of all Customer Accounts. The schedule of Customer Accounts will be true, correct and complete in all material respects. The Customer Accounts will be collectible in the ordinary course, subject to any allowance for doubtful accounts.

3.1.14 Accounts Payable. The Company shall deliver to the City, no sooner than ten (10) Business Days before and no later than three (3) Business Days before the Closing Date, a schedule of all accounts payable of the Company as of the delivery date. The schedule of accounts payable delivered by the Company to the City will be true, correct and complete in all material respects.

3.1.15 Contracts.

(a) The attached Schedule 3.1.15 contains a complete and accurate list of all agreements, contracts, commitments, and other instruments and arrangements (whether written or oral) by which the Company or its assets, businesses, or operations receive benefits or

to which the Company is a party or by which the Company is legally bound (collectively the “Contracts”) including:

(i) leases, licenses, permits, franchises, insurance policies, warranties, guarantees, Governmental Approvals, and other contracts concerning or relating to the Company’s real property,

(ii) contracts for capital expenditures in excess of \$10,000 each;

(iii) performance bonds, collection bonds, bid bonds, suretyship agreements and similar instruments;

(iv) agreements providing for the leasing to or by the Company of personal property if the agreement is an Assumed Liability;

(v) the CAP Contract;

(vi) the LP5K WFA; and

(vii) agreements or instruments under which the Company has acquired or holds water rights.

(b) Copies of Contracts. The Company has delivered to the City true, complete and correct copies of all written Assigned Contracts, and all amendments, supplements, addenda, side agreements, renewals or extensions thereto. The Assigned Contracts do not include any oral Contracts.

(c) Contracts Enforceable. All of the Contracts are in full force and effect and are enforceable against each party thereto in accordance with their terms. The Company has not released any material right or benefit under any of the Contracts. No outstanding fees or costs are owed under the Contracts that remain unpaid after the end of the applicable time period in which payment is required. Except as set forth on the attached Schedule 3.1.3, no Consent of any third party is required under any Contract as a result of or in connection with, and the enforceability of any Contract will not be affected in any manner by, the execution, delivery or performance of this Agreement or the consummation of the transactions contemplated herein.

(d) No Association Membership. The Company is not a member of any property owner’s association.

(e) Certain Amounts as of Closing. As of the Closing:

(i) Accounts Payable. The accounts payable included in Assumed Liabilities pursuant to Section 2.6(b) do not exceed \$10,000 in the aggregate.

(ii) Customer Deposits. The Customer Deposits included in Assumed Liabilities pursuant to Section 2.6(c) do not exceed \$10,000 in the aggregate.

(iii) Other Prepaid Items. The credits, prepaid expenses, deferred charges, and other prepaid items included in Assumed Liabilities pursuant to Section 2.6(d) do not exceed \$10,000 in the aggregate.

(iv) LP5K WFA Refund. Any costs due as a refund to LP5K under Section VII of the LP5K WFA have been refunded to LP5K by the Company.

3.1.16 Water Rights. The only water rights claimed by the Company as a basis to withdraw and deliver water to existing Customers and future customers of the Company are (a) the Service Area Right, (b) the rights set forth in Company's CC&Ns, and (c) the rights of the Company to water, Permits, contracts, subcontracts and other water related rights set forth in the attached Schedule 2.1(g). To the Best of Knowledge of the Company, the water rights described above are all of the water rights that are needed for, or used by, the Company to operate the Business as of the date hereof in a manner consistent with the Company's prior practice.

3.1.17 Environmental Matters. Except as set forth in Schedule 3.1.17: (i) the Company is in material compliance with all applicable Environmental Laws and has no liability under any Environmental Law, and there is no reasonable basis for any such liability; (ii) the Company has obtained all Permits required, or has submitted applications for such Permits in a timely manner, under applicable Environmental Laws necessary for the operation of the Business as presently conducted; (iii) the Company has not received within the last 36 months any communication from, and is not aware of any pending communication from, any Governmental Authority or other party with respect to (1) any actual or alleged violation of any Environmental Laws; (2) any actual or proposed Remedial Action; or (3) any Release or threatened Release of a Hazardous Material; (iv) there are no underground storage tanks or septic tanks, active or abandoned, at any of the Owned Real Property or at any other property owned, operated, or leased by the Company; and (v) there is no Hazardous Material located, in violation of any Environmental Law, at any of the Owned Real Property or at any other site that is owned, leased, operated or managed by the Company. No notification of a Release of a Hazardous Material has been filed by or on behalf of the Company with respect to any of the Owned Real Property or with respect to any other property when owned, operated, or leased by the Company. The Company has provided or made available to the City all (and has not withheld from the City any) assessments, studies, analyses, reports and test results, in the possession, custody, or control of the Company, relating to the environmental conditions on, under, or about any of the Owned Real Property or any other property owned, operated, or leased by the Company.

3.1.18 CAP Contract. The Company holds the CAP Contract with the Central Arizona Water Conservation District. The CAP Contract is valid and enforceable. All payments due from the Company under the CAP Contract have been made, and, to the Best of Knowledge of the Company, no actions have been taken to impair the CAP Contract or the Company's rights thereunder.

3.1.19 Extension Agreements. The Company has not, and, to the Best of Knowledge of the Company, has never been a party to any, Line Extension Agreements.

3.1.20 Employees. The Company has no employees.

3.1.21 Brokers. All negotiations relating to this Agreement and the transactions contemplated herein have been carried on without the participation of any Person acting on behalf of the Company or any of its Affiliates in any way or manner as to give rise to any valid claim against the Company, or any of its Affiliates, or the City for any broker's or finder's commission, fee, or similar compensation, or for any bonus payable to any member, manager, director, officer, employee, agent, or sales representative of or consultant to the Company or any of its Affiliates by reason of the Parties entering into this Agreement or upon the consummation of the transactions contemplated herein or otherwise, except to the extent officers or employees of Affiliates of the Company might receive bonuses in connection with the transactions contemplated herein, which would not constitute Assumed Liabilities.

3.2 Representations and Warranties of City. The City represents and warrants to the Company, as and at the date of this Agreement and as of the Closing Date, as provided in this Section 3.2:

3.2.1 Status; Authorization. The City is an Arizona municipal corporation duly organized, validly existing, and in good standing under the laws of the State of Arizona with full corporate power and authority to execute and deliver this Agreement, to perform its obligations hereunder, and to consummate the transactions contemplated hereby. The execution and delivery by the City of this Agreement, and the consummation of the transactions contemplated herein, have been duly authorized by all requisite action of the City. The City has duly executed and delivered this Agreement. This Agreement and all documents and instruments to be delivered by the City under this Agreement constitute (or will constitute on their execution and delivery) the valid and legally binding obligation of the City enforceable against the City in accordance with their terms, subject to bankruptcy, insolvency, reorganization, fraudulent transfer and conveyance, receivership, moratorium, and similar laws affecting creditor's rights generally, and to the availability of equitable remedies (whether asserted at law or in equity).

3.2.2 No Conflicts. The execution, delivery, and performance by the City of this Agreement and the consummation of the transactions contemplated herein do not and will not conflict with or result in a violation of or under (with or without the giving of notice or the lapse of time or both) (i) any Applicable Law applicable to the City or any of its properties or assets or (ii) any contract to which the City is a party or by which it or any of its respective properties or assets may be legally bound.

3.3 General Provisions regarding Representations and Warranties. The following provisions shall apply to all representations and warranties of any of the Parties to this Agreement:

3.3.1 No Other Representations or Warranties. Each Party to this Agreement hereby expressly acknowledges and agrees that it has not relied on, and no other party has made, any representation or warranty, expressed or implied (all implied warranties being hereby expressly disclaimed), except for those representations and warranties that are expressly set forth in this Agreement.

3.3.2 ACKNOWLEDGEMENT. THE CITY ACKNOWLEDGES THAT NEITHER THE COMPANY, NOR ANY AFFILIATE OF THE COMPANY, NOR ANY

RESPECTIVE EMPLOYEE OR AGENT THEREOF HAS MADE ANY REPRESENTATIONS OR WARRANTIES OR COVENANTS THAT ARE NOT EXPRESSLY SET FORTH IN THIS AGREEMENT OR IN ANY OTHER DOCUMENT OR INSTRUMENT ATTACHED HERETO OR DELIVERED PURSUANT TO THE PROVISIONS OF THIS AGREEMENT. EXCEPT FOR THOSE REPRESENTATIONS, WARRANTIES AND COVENANTS EXPRESSLY SET FORTH HEREIN: (A) THE CITY IS ACQUIRING THE ASSETS AND ASSUMED LIABILITIES IN THEIR “AS IS WHERE IS” CONDITION AND THAT THE CITY IS RELYING UPON ITS OWN INVESTIGATION AND ANALYSIS; (B) THE CITY HAS NOT RELIED UPON AND WILL NOT RELY UPON, EITHER DIRECTLY OR INDIRECTLY, ANY REPRESENTATION OR WARRANTY OF THE COMPANY, ANY AFFILIATE OF THE COMPANY OR ANY RESPECTIVE EMPLOYEE OR AGENT THEREOF WHICH IS NOT SET FORTH IN THIS AGREEMENT; (C) THE CITY HAS CONDUCTED SUCH INSPECTIONS AND INVESTIGATIONS REGARDING THE ASSETS AS THE CITY DEEMS NECESSARY AND SHALL RELY UPON SAME (AND NOT ON ANY REPRESENTATION, INFORMATION OR DOCUMENTATION RECEIVED FROM THE COMPANY, ANY AFFILIATE OF THE COMPANY OR ANY RESPECTIVE EMPLOYEE OR AGENT THEREOF THAT IS NOT EXPRESSLY SET FORTH IN THIS AGREEMENT); AND (D) THE CITY FURTHER ACKNOWLEDGES AND AGREES THAT THE PROVISIONS OF THIS SECTION 3.3.2 WERE A MATERIAL FACTOR IN THE DETERMINATION OF THE CONDEMNATION PRICE.

3.3.3 ACKNOWLEDGEMENT. THE COMPANY ACKNOWLEDGES THAT NEITHER THE CITY, NOR ANY EMPLOYEE OR AGENT OF THE CITY HAS MADE ANY REPRESENTATIONS OR WARRANTIES OR COVENANTS THAT ARE NOT EXPRESSLY SET FORTH IN THIS AGREEMENT OR IN ANY OTHER DOCUMENT OR INSTRUMENT ATTACHED HERETO OR DELIVERED PURSUANT TO THE PROVISIONS OF THIS AGREEMENT. THE COMPANY ACKNOWLEDGES AND AGREES THAT THE REPRESENTATIONS AND WARRANTIES MADE IN SECTION 3.1 WERE AND ARE A MATERIAL INDUCEMENT TO THE CITY ENTERING INTO THIS AGREEMENT.

ARTICLE 4 ADDITIONAL COVENANTS

4.1 Conduct of Business.

4.1.1 Preservation of Business. From the date of this Agreement and through and including the Closing Date (and thereafter with respect to any covenant or agreement extending beyond the Closing Date), unless otherwise consented to by the City in writing, the Company shall: (a) carry on the Business in, and only in, the ordinary course and consistent with its prior practice; (b) use reasonable efforts to maintain the Assets in the same operating condition and repair as at the date of this Agreement, ordinary wear and tear and casualty and condemnation excepted; (c) use reasonable efforts to preserve intact its present business organization; (d) use reasonable efforts to preserve its relationships with Customers, developers, builders, vendors, suppliers, the CAP and others having business dealings with the Company, including by complying with the CAP Contract and making all payments due thereunder in a timely manner; and (e) keep and maintain in full force and effect all of their existing insurance

policies with respect to the Assets or the Business; all with the goal and intent that the goodwill and ongoing Business shall be in all material respects unimpaired as of the Closing Date.

4.1.2 Consent Required. From the date of this Agreement and through and including the Closing Date (and thereafter with respect to any covenant or agreement extending beyond the Closing Date), unless otherwise consented to by the City in writing, the Company shall not: (a) except in the ordinary course of the conduct of the Business and consistent with the Company's past practice, enter into any contract or commitment, incur any liability (absolute or contingent), waive any right, or enter into any other transaction; (b) permit any Lien (monetary or otherwise) (other than Permitted Encumbrances) to be imposed on or placed against any of the Assets (and, if so imposed or placed, shall cause the same to be removed prior to the Closing Date); (c) take any action or modify in any way the CAP Contract; or (d) take or omit to take any action that, if taken or omitted prior to the date of this Agreement, would constitute a breach of any of the representations or warranties of the Company in this Agreement or in any of the Schedules.

4.2 Further Actions.

4.2.1 Good Faith Efforts. The City and the Company agree to use reasonable good faith efforts to take all actions and to do all things necessary, proper or advisable to consummate the transactions contemplated herein as soon as is reasonably possible, including by way of illustration obtaining the Final Order.

4.2.2 Obtain Consents. The City and the Company shall, as promptly as practicable, file or supply, or cause to be filed or supplied, all applications, notifications and information required to be filed or supplied by it pursuant to Applicable Law in connection with this Agreement and the consummation of the transactions contemplated herein. The City and the Company, as promptly as practicable, shall use all reasonable efforts to obtain all Consents (including, without limitation, all Governmental Approvals and Consents required under any Assigned Contract) necessary to be obtained hereunder in order to consummate the transactions contemplated herein.

4.2.3 Cooperation. The City and the Company shall coordinate and cooperate with one another (i) in exchanging such information and providing such assistance as may be reasonably requested by a Party in connection with the filings and other actions contemplated in this Agreement; (ii) to reasonably maximize the value of and accelerate the benefits available to the City pursuant to the CAP Contract; and (iii) with respect to operational training and assistance in order to provide for a smooth transition.

4.2.4 Notification. At all times prior to the Closing Date, the City and the Company shall promptly notify one another in writing of any fact, condition, event, or occurrence that will or may result in the failure of any of the conditions precedent contained in Article 6, promptly upon becoming aware of the same.

4.2.5 Access to Company. Unless and until this Agreement is terminated in accordance with Article 7, until the Closing Date, the Company shall, unless prohibited by Applicable Law, provide to the City and its employees, consultants, and representatives complete

access to the Company's facilities, plants, properties, assets, books, records, contracts, agreements, ACC filings and directives, ADWR filings and directives, ADEQ filings and directives, and other information reasonably requested by the City or its employees, consultants or representatives, and the Company shall cause the officers, employees, consultants, and other agents and representatives of the Company to cooperate fully with the City and its officers, employees, attorneys, accountants, consultants, advisers, and other agents and representatives in connection with the City's due diligence investigation and integration planning.

4.2.6 City's Due Diligence. In addition to the provisions of Article 6 below, commencing on the date of this Agreement and continuing until the Closing Date, the City may conduct a due diligence review, investigation and inquiry respecting the Assets, the Assumed Liabilities, and the Business and including, without limitation, the following: (i) an engineering review of all of the Company's assets; (ii) volumetric consumption data and other customer data; (iii) a review of the CAP Contract and any similar agreements; (iv) a financial analysis and projection of revenues, expenses and capital expenditures; and (v) such other matters as the City deems relevant in its reasonable discretion. For the avoidance of doubt, the obligation of the City to proceed to Closing is not subject to the City's satisfaction with any due diligence review, investigation or inquiry (other than as expressly set forth in Section 4.9).

4.2.7 Standstill Agreement. Unless and until this Agreement is terminated pursuant to Article 7 without the Closing having taken place, the Company shall not, directly or indirectly, solicit offers, negotiate with, or in any manner encourage, discuss, accept, or consider any proposal by any Person relating to an acquisition of the Company or the Assets, in whole or in part, whether through a direct purchase, merger, consolidation, asset sale or other business combination. The Company shall notify the City immediately if any Person makes any proposal, offer, inquiry or contact with respect to any of the foregoing.

4.3 Further Assurances. Upon and following the Closing Date, the City and the Company shall, from time to time and without any additional consideration, execute and deliver such additional stipulations, instruments, documents, conveyances, or assurances consistent with the terms of this Agreement and take such other actions consistent with the terms of this Agreement as shall be necessary, or otherwise reasonably requested by any other Party, to confirm and assure the rights and obligations provided for in this Agreement and render effective the consummation of the transactions contemplated hereby. In the event this Agreement does not proceed to Closing, is terminated, or both, the City and the Company shall, from time to time and without any additional consideration, execute and deliver such additional stipulations, instruments, documents, conveyances, or assurances, consistent with Article 7.

4.4 Notice to ACC. After the Closing, and after entry of the Final Order of Condemnation, the Company will file a notice with the ACC (with such assistance by the City as the Company may reasonably require) that the Assets have been condemned and that its status as public service corporation has been terminated by the Court, and requesting that the ACC reflect the termination of the CC&Ns on the records of the ACC.

4.5 Costs of Transaction. Except as expressly provided otherwise in this Agreement, each Party and each Party's Affiliates shall bear their own costs and expenses, including the fees and costs of attorneys, accountants, financial advisors and consultants, in

connection with the negotiation, due diligence investigation, preparation and consummation of this Agreement and the transactions contemplated in this Agreement. There shall be no proration of any item of cost or expense relating to the Assets except as expressly provided in this Agreement.

4.6 Public Announcements. None of the Company, the Company's Affiliates, members, managers, directors, officers, employees, agents or representatives of the Company or its Affiliates, shall issue any press release or make any public disclosure or announcement (or any statement that a reasonable natural person might believe could result in a public disclosure) with respect to this Agreement or the transactions contemplated hereunder, without the prior written consent of the City, which consent shall be in the City's sole discretion. Nothing contained in this Section 4.6 shall prevent the Company at any time from furnishing any information to any Governmental Authority if required by Applicable Law or to comply with any Applicable Law. Unless otherwise required by an Applicable Law or a Governmental Authority or under this Agreement, each Party agrees that such Party and such Party's shareholders, members, managers, directors, officers, employees, agents and those of its Affiliates shall keep in strict confidence the fact and the content of the negotiations and agreements concerning the transactions contemplated in this Agreement until such time as the City and the Company agree on a press release or public announcement or otherwise consent in writing. Notwithstanding the foregoing, the Company acknowledges that the City is subject to certain disclosure obligations under Applicable Law (and open meeting obligations), and the Company understands that there will be public notice and proceedings with respect to the transactions contemplated by the Agreement.

4.7 Confidentiality Agreement. The City and the Company have entered into the Confidentiality & Nondisclosure Agreement dated April 15, 2015 (the "Confidentiality Agreement"). The Confidentiality Agreement shall continue in accordance with its terms until the Closing, at which time it shall terminate.

4.8 Retention of Excluded Books and Records. The Company shall maintain and retain all of the Excluded Books and Records that in any way pertain to the Business or the Assets for a period of three (3) years after the Closing Date. The City shall have the continuing right to inspect and copy any or all of such Excluded Books and Records after the Closing Date from time to time during normal business hours and upon reasonable notice to the Company for the entire three (3) year period after the Closing Date. The Company shall have the continuing right to inspect and copy after the Closing Date any and all of the Company's books and records acquired by the City hereby from time to time during normal business hours and upon reasonable notice to the City for the entire three (3) year period after the Closing Date.

4.9 Supplementation and Correction of Information. The Company shall have the right (but not the obligation) to supplement or amend the Schedules hereto with respect to any matter hereafter arising after the date hereof (each a "Schedule Supplement"). Any disclosure in any such Schedule Supplement shall not be deemed to have cured any inaccuracy in or breach of any representation or warranty contained in this Agreement, including for purposes of the indemnification or termination rights contained in this Agreement or of determining whether or not the conditions set forth in Section 6.2.1 have been satisfied; provided, however, that if the Company notifies the City in writing at the time of the delivery of any Schedule Supplement that

such Schedule Supplement would cause the condition set forth in Section 6.2.1 not to be satisfied, the City shall have ten (10) Business Days to request any supplemental information relevant to the Schedule Supplement that the City in its reasonable discretion deems necessary or desirable and the Company shall promptly provide City with such supplemental information. If City does not notify the Company in writing within twenty (20) Business Days after receipt by the City of all such supplemental information that City has elected to terminate this Agreement, then the City shall be deemed to have irrevocably waived any right to terminate but not its indemnification rights pursuant to this Agreement with respect to such new matter. In the event the Company provides a notice set forth in this Section 4.9 along with a Schedule Supplement, the Company shall also promptly provide any additional information relating thereto as the City may reasonably request.

ARTICLE 5 ESCROW

5.1 Escrow Agent and Instructions. Promptly after execution of this Agreement by the Parties, an escrow (the “Escrow”) shall be opened with Escrow Agent to facilitate the consummation of the condemnation of the Assets pursuant to this Agreement.

5.1.1 Escrow Instructions. This Article 5 constitutes escrow instructions to Escrow Agent. However, if required by Escrow Agent, the City and the Company shall execute and deliver to Escrow Agent printed form escrow instructions to the extent they are consistent with this Agreement. In the event of any conflict between the provisions of the printed form escrow instructions and this Agreement or any deed, instrument or document in connection with the transactions contemplated herein, the provisions of this Agreement or such deed, instrument or document shall control. No provision of the escrow instructions shall excuse any non-performance by a Party of such Party’s covenants and obligations under this Agreement or such deed, instrument or document.

5.1.2 Escrow Agent’s Acceptance. The assignment by Escrow Agent of an escrow number to this transaction and the opening of the Escrow by Escrow Agent shall constitute Escrow Agent’s acceptance of the instructions to, and the obligations of, Escrow Agent as set forth in this Article 5 and, if applicable, any printed form escrow instructions executed by the Parties.

5.1.3 Date Escrow Opened. Escrow Agent shall notify the Parties in writing of the date on which it received fully executed copies of this Agreement and which notice is Escrow Agent’s further agreement to act as Escrow Agent hereunder.

5.1.4 Closing of Escrow. The conveyance and acquisition of the Assets and the consummation of the transactions contemplated in this Article 5 shall occur on the Closing. The City and the Company each authorize Escrow Agent on the Closing Date (but not before) to deliver the Final Order in a recordable form to the Maricopa County Recorder for recording to vest title to the Assets in City.

5.1.5 Code Reports. Escrow Agent is the party responsible for closing the transactions related to the Owned Real Property within the meaning of Code Section

6045(e)(2)(A). Escrow Agent shall file all necessary information reports, returns and statements (collectively, “Reports”) regarding such transactions as are required by the Code, including, but not limited to, the reports required under Code Section 6045. Escrow Agent further agrees to indemnify and hold the Company, the City and their respective attorneys harmless for, from and against any and all claims, costs, liabilities, penalties, and expenses resulting from Escrow Agent’s failure to file, or incorrectly filing, the Reports that Escrow Agent is hereby required to file.

5.1.6 Property Taxes and Escrow Fees. Escrow fees shall be paid one-half by the City and one-half by the Company. The Company shall pay on or before the Closing Date all real property taxes and assessments and other similar taxes and any interest and penalties, on Owned Real Property that would be a Lien on any Owned Real Property at or as of the Closing Date. Notwithstanding the foregoing or any other provisions of this Agreement to the contrary, on or before that Closing Date, the Company shall pay or cause to be paid all real property taxes and any interest and penalties on the Owned Real Property that are due and unpaid as of the date of this Agreement or the Closing Date pursuant to ARS Section 12-1124.

5.1.7 Covenants. The Company shall not, without the prior written consent of the City, in its sole discretion: (i) consent to the imposition of any assessment against the Assets including the Owned Real Property if such assessment would be required to be paid, in whole or in part, by the City or the owner of the Owned Real Property after the Closing; and (ii) grant or convey or enter into any easement, lease, license, permit, agreement or any other legal or beneficial interest in or to the Assets including the Owned Real Property to the extent same would encumber or impact the Assets including the Owned Real Property or City after the Closing. The Company shall give the City timely written notice of any proposed governmental action, including, but not limited to, the formation of an improvement district or other similar district that could result in the imposition of assessments against the Assets including the Owned Real Property. Further, during the pendency of this Agreement: (1) the Company will use reasonable efforts to manage, operate, repair and maintain the Assets including the Owned Real Property generally in the same manner as the Company managed, operated, repaired and maintained same prior to the date hereof; and (2) the Company will not knowingly violate any Applicable Laws; and (3) the Company will pay, as and when due, all payments on any encumbrances or assessments presently affecting the Assets including the Owned Real Property. In addition, the Company will pay to the Arizona Department of Revenue the amounts referenced in Schedule 3.1.7.

ARTICLE 6

CONDITIONS PRECEDENT; CLOSING DELIVERIES

6.1 Conditions to Obligations of All Parties. The obligations of each of the Parties to consummate the transactions contemplated by this Agreement shall be and are subject to the fulfillment on or prior to the Closing Date, or the written waiver by all of the Parties, of each of the following conditions, which each Party agrees to use reasonable efforts in good faith to fulfill or cause to be fulfilled:

6.1.1 Final Order. The Court in the Condemnation Action shall have signed and entered the Final Order and, if any third party has formally intervened or been named as a

defendant in the Condemnation Action, all appeal periods shall have run with no appeals having been filed (or, if any appeals have been filed, they have been decided in favor of the Parties), and the Final Order shall not have been recorded with the Maricopa County Recorder's office prior to Closing.

6.1.2 Injunction. Consummation of the transactions contemplated hereby shall not have been restrained, enjoined or otherwise prohibited by any Applicable Law, including any order, injunction, decree, or judgment of any court or other Governmental Authority. No court or other Governmental Authority shall have determined Applicable Law to make illegal the consummation of the transactions contemplated hereby, and no proceeding with respect to the application of any such Applicable Law to such effect shall be pending.

6.1.3 Holdback Agreement. The Holdback Agreement shall have been duly executed by the Escrow Agent.

6.2 Conditions to Obligations of the City. The obligations of City to consummate the transactions contemplated hereby shall be subject to the fulfillment (or waiver by the City, in its sole discretion) on or prior to the Closing Date of the following additional conditions:

6.2.1 Representations and Performance. The representations and warranties of the Company contained in this Agreement shall be true and correct in all material respects at and as of the date hereof and as of the Closing Date. The Company shall have duly performed and complied in all material respects with all covenants and agreements and conditions required by this Agreement to be performed or complied with by the Company prior to or on the Closing Date.

6.2.2 Condemnation Compensation. No Person will be entitled to any compensation or remuneration under the Condemnation Action or any other related legal action other than the Company, except as addressed and resolved in accordance with Section 2.10.7, and there shall be no unresolved claim for such compensation or remuneration.

6.2.3 Consents and Governmental Approvals. All required Consents and Governmental Approvals, including those set forth on Schedule 3.1.3, shall have been obtained, including without limitation, the CAP Contract Consent.

6.2.4 Final Order. The Company shall have complied with Sections 2.2 and 2.3 and the court shall have entered the Final Order.

6.2.5 Tax Clearance. The Company shall have delivered to the City on or before the Closing Date a response from the Arizona Department of Revenue to the Company's tax clearance application to the Arizona Department of Revenue that the Company is in good standing in all material respects.

6.2.6 Action by Governmental Authority. No Governmental Authority (other than the City) shall have taken any action preventing the City from consummating the Closing transactions contemplated hereby in accordance with Applicable Law.

6.2.7 Escheat. The payments to the Arizona Department of Revenue referenced in Schedule 3.1.7 shall have been made.

6.2.8 Other Documents. The Company will deliver to City or the Escrow Agent as applicable on or before the Closing Date:

- (a) [Intentionally left blank];
- (b) an Assignment and Assumption Agreement in the form attached hereto as Exhibit D, duly executed by the Company;
- (c) such other evidence of the performance of all covenants and satisfaction of all conditions required of the Company by this Agreement, at or prior to the Closing Date, as the City or its counsel may reasonably require;
- (d) an affidavit in such form as is acceptable to Escrow Agent and to the Parties stating under penalty of perjury that the Company is not a “foreign person,” as such term is defined in Code Section 1445(f)(3);
- (e) an update, as of the most recently completed month before the Closing, of the information called for by Section 3.1.5;
- (f) wire transfer instructions for the payment of the Closing Payment, which shall be furnished by the Company to Escrow Agent at least three (3) Business Days before the Closing Date; and
- (g) the Holdback Agreement duly executed by the Company.

6.2.9 No Other Conditions. The City acknowledges and agrees that there are no conditions to its obligations under this Agreement that are not expressly set forth herein, but the Company acknowledges that City has no control over the acts of non-parties, such as a non-party’s challenge to the Final Judgment or Final Order.

6.3 Conditions to Obligations of the Company. The obligation of the Company to consummate the transactions contemplated hereby shall be subject to the fulfillment (or waiver by the Company in its sole discretion), on or prior to the Closing Date, of the following additional conditions:

6.3.1 Representations, Performance. The representations and warranties of the City contained in this Agreement shall be true and correct in all material respects at and as of the date hereof, and as of the Closing Date. The City shall have duly performed and complied in all material respects with all agreements and conditions required by this Agreement to be performed or complied with by the City prior to or on the Closing Date.

6.3.2 Action by Governmental Authority. No Governmental Authority shall have taken any action preventing the Company from consummating the Closing transactions contemplated hereby in accordance with Applicable Law, including without limitation payment in full of the Closing Payment at the Closing.

6.3.3 Final Order. The City shall have complied with Sections 2.2 and 2.3 and the court shall have entered the Final Order.

6.3.4 Condemnation Price and Other Documents. The City will deliver to the Company or the Escrow Agent at or prior to Closing:

- (a) the Closing Payment in the manner specified in Section 2.10;
- (b) an Assignment and Assumption Agreement duly executed by the City;
- (c) if issued and entered by the court, the Final Order in a recordable form for recording on, but not prior to, the Closing Date;
- (d) such other evidence of the performance of all covenants and satisfaction of all conditions required of the City by this Agreement, at or prior to the Closing Date, as the Company or its counsel may reasonably require; and
- (e) the Holdback Agreement duly executed by the City.

6.3.5 No Other Conditions. The Company acknowledges and agrees that there are no conditions to its obligations under this Agreement that are not expressly set forth herein. By way of example and not limitation, the Company's obligations under this Agreement are not contingent upon approval by the ACC, but the City acknowledges that the Company has no control over the acts of non-Parties, such as a non-Party's challenge to the Final Judgment or Final Order.

ARTICLE 7 TERMINATION

7.1 Termination.

7.1.1 By the City. This Agreement may be terminated at any time prior to the Closing Date by the City by written notice to the Company (a) pursuant to either Section 2.9 or Section 4.9; (b) if the representations and warranties of the Company shall not have been true and correct in all material respects as of the date when made; or (c) if any of the conditions set forth in Section 6.1 or 6.2 shall not have been, or if it becomes apparent to the City in its reasonable discretion that any of such conditions will not be, fulfilled by 5:00 p.m. Phoenix, Arizona time on June 30, 2019; unless any such failure above shall be due to the failure of the City to perform or comply with any of the covenants, agreements or conditions hereof to be performed or complied with by it prior to the Closing Date.

7.1.2 By the Company. This Agreement may be terminated at any time prior to the Closing Date by the Company by written notice to the City if (a) the representations and warranties of the City shall not have been true and correct in all material respects as of the date when made; or (b) any of the conditions set forth in Section 6.1 or 6.3 (other than obtaining the CAP Contract Consent) shall not have been, or if it becomes apparent to the Company in its reasonable discretion that any of such conditions will not be, fulfilled by 5:00 p.m. Phoenix,

Arizona time on June 30, 2019; unless any such failure above shall be due to the failure of the Company to perform or comply with any of the covenants, agreements or conditions hereof to be performed or complied with by them prior to the Closing Date.

ARTICLE 8 EFFECT OF TERMINATION

In the event of the termination of this Agreement pursuant to the provisions of Section 7.1: (a) this Agreement shall terminate and have no further force or effect, without any liability to any Person in respect hereof or of the transactions contemplated hereby on the part of any Party hereto, or any of its Affiliates or any of its or its Affiliates' directors, officers, employees, agents, consultants, representatives, advisers, or stockholders, except: (i) as specified in Subparagraphs (b) and (c) below; or (ii) for any liability resulting from such Party's material breach of this Agreement; (b) the City shall deliver to the Company or destroy (and, if destroyed, will so represent to the Company) all materials delivered to or acquired from the Company by the City ("Condemnation Materials"), the Parties shall agree on a stipulation to dismiss the Condemnation Action with prejudice (with the Parties to bear their own attorneys' fees and costs) ("Stipulation of Dismissal with Prejudice"), and the Final Judgment, Satisfaction of Judgment and Final Order, as applicable, shall be (i) deemed void and of no effect and (ii) simultaneous with the filing of the Stipulation of Dismissal with Prejudice, also vacated by stipulation of the Parties; (c) the City will maintain the confidentiality of, and not disclose to any third Person (other than its attorneys and other consultants to the extent reasonably required for the negotiation and processing of the transactions contemplated by this Agreement) any information obtained by the City from or through Condemnation Materials except to the extent such information is generally available to the public or required to be disclosed pursuant to legal process or Applicable Law; (d) Escrow Agent shall return all materials relating to this Agreement in its possession; and (e) the Parties shall stipulate to vacating the Final Judgment and Final Order.

ARTICLE 9 INDEMNIFICATION

9.1 Indemnification By the Company. To the extent permitted by Applicable Law, but subject to the limitations set forth in Section 9.4 and 9.5, the Company covenants and agrees to defend, indemnify and hold harmless the City, and its council members, officers, managers, employees, attorneys, consultants, advisors, agents, representatives and Affiliates (collectively, the "City Indemnitees") for, from and against, and to pay or reimburse the City Indemnitees for, any and all claims, amounts paid in settlement of claims, liabilities, obligations, losses, fines, penalties, costs, royalties, proceedings, deficiencies, and damages (whether absolute, accrued, or conditional and whether or not resulting from third party claims), including without limitation any out-of-pocket expenses and the reasonable fees and costs of attorneys, accountants, consultants and experts, incurred in the investigation or defense of any of the same or in asserting any of their respective rights hereunder, whether or not suit is brought and at trial and all levels of appeal and in bankruptcy, insolvency or similar proceedings (collectively, "Losses"), to the extent resulting from or arising out of:

(a) any inaccuracy of any representation or warranty by the Company contained in this Agreement;

(b) any failure of the Company to perform or breach of any covenant or agreement in this Agreement or in any certificate, instrument or document delivered or to be delivered by the Company pursuant to this Agreement or to fulfill any other obligation in respect hereof or thereof (excluding, for clarity, any inaccuracy of any representation or warranty by the Company contained in this Agreement that might otherwise be deemed such a failure to perform, breach or failure to fulfill an obligation);

(c) any claims asserted with respect to a period prior to (and including) the Closing Date by any Governmental Authority based on, arising out of, or relating to any Tax liability of the Company (or its members or owners); and

(d) any failure on the part of the Company to pay or perform any of the Retained Liabilities;

(e) any and all claims and liabilities to the extent based on, arising out of, or relating to any of the Excluded Assets;

(f) retention of unclaimed or abandoned property by the Company that is, was or will be required to be escheated to any Governmental Authority pursuant to Applicable Law, and any failure to file any required reports regarding unclaimed or abandoned property;

(g) the ownership, operation and maintenance of the Business or the Assets by the Company and acts or omissions arising on or prior to the Closing Date;

(h) any breaches by the Company of any of its obligations under Section 2.7; and

(i) the matters referenced on Schedule 9.1(i).

9.2 Indemnification by City. To the extent permitted by Applicable Law, but subject to the limitations set forth in Section 9.4 and 9.5, the City covenants and agrees to defend, indemnify and hold harmless the Company, and its officers, directors, employees, agents, advisors, representatives, and Affiliates (collectively, the “Company Indemnitees”) from and against, and to pay or reimburse the Company Indemnitees for, any and all Losses to the extent resulting from or arising out of:

(a) any inaccuracy of any representation or warranty by the City contained in this Agreement;

(b) any failure of the City to perform any covenant or agreement hereunder or to fulfill any other obligation in respect hereof (excluding, for clarity, any inaccuracy of any representation or warranty by the City contained in this Agreement that might otherwise be deemed such a failure to perform, breach or failure to fulfill an obligation);

(c) any failure on the part of the City to pay or perform any of the Assumed Liabilities; and

(d) the ownership, operation and maintenance of the Business or the Assets by the City and acts or omissions arising after the Closing Date.

9.3 Indemnification Procedures. In the case of any claim by a City Indemnitee or a Company Indemnitee (any of which, an “Indemnified Party”) for indemnification under this Article 9, notice shall be given by the Indemnified Party to the Party required to provide indemnification (the “Indemnifying Party”) promptly after such Indemnified Party has actual knowledge of any claim as to which indemnity may be sought hereunder. The notice shall specify the factual basis of the claim in reasonable detail to the extent known by the Indemnified Party.

9.3.1 Third Party Claims. With regard to third party claims, the Indemnified Party shall permit the Indemnifying Party (at the expense of the Indemnifying Party) to assume the defense of any third party claim or any litigation resulting therefrom; provided that (i) the counsel for the Indemnifying Party who shall conduct the defense of such claim or litigation shall be reasonably satisfactory to the Indemnified Party, (ii) the Indemnified Party may participate in the defense at the Indemnified Party’s expense, and (iii) the failure by any Indemnified Party to give notice as provided herein shall not relieve the Indemnifying Party of its indemnification obligation under this Agreement except to the extent that such omission results in a failure of actual notice to the Indemnifying Party and the Indemnifying Party is materially prejudiced as a result of the failure to give notice. Except with the prior written consent of the Indemnified Party, no Indemnifying Party, in the defense of any such claim or litigation, shall consent to entry of any judgment or enter into any settlement that provides for injunctive or other nonmonetary relief affecting the Indemnified Party or that does not include as an unconditional term thereof the giving by each claimant or plaintiff to such Indemnified Party of a release from all liability with respect to such claim or litigation. In the event that the Indemnified Party shall in good faith determine that the conduct of the defense of any claim subject to indemnification hereunder or any proposed settlement of any such claim by the Indemnifying Party might be expected to affect adversely the Indemnified Party’s tax liability or the ability of the Indemnified Party to conduct its business, or that the Indemnified Party may have available to it one or more defenses or counterclaims that are inconsistent with one or more of those that may be available to the Indemnifying Party in respect of such claim or any litigation relating thereto, the Indemnified Party shall have the right at all times to take over and assume control over the defense, settlement, negotiations or litigation relating to any such claim at the sole cost of the Indemnifying Party, provided that if the Indemnified Party does so take over and assume control, the Indemnified Party shall not settle such claim or litigation without the written consent of the Indemnifying Party, such consent not to be unreasonably withheld. In the event that the Indemnifying Party does not accept the defense of any matter as above provided, the Indemnified Party shall have the right to defend against any such claim or litigation and shall be entitled to settle such claim or litigation or agree to pay in full such claim. In any event, the Indemnifying Party and the Indemnified Party shall cooperate in the defense of any claim or litigation subject to this Section 9.3, including tax audits and appeals, and the records of each of them shall be available to the other to the extent relevant to such defense.

9.3.2 Claims for Losses other than Third Party Claims. With regard to a claim for indemnification for Losses other than a third party claim, the Indemnifying Party shall within twenty (20) days after receiving notice of the claim, give notice to the Indemnified Party of the acceptance or rejection of the claim by the Indemnifying Party. A notice of rejection of a claim will create a Dispute under Article 10, which shall be resolved pursuant to the provisions of Article 10.

9.4 Time Limitations. The Company will have liability with respect to Section 9.1(a) only if on or before the date which is twenty four (24) months after the Closing Date, the City notifies the Company in writing of the claim, specifying the factual basis of the claim in reasonable detail to the extent then known by the City. The City will have liability with respect to Section 9.2(a) only if on or before the date which is twenty four (24) months after the Closing Date, the Company notifies the City in writing of the claim, specifying the factual basis of the claim in reasonable detail to the extent then known by such Party. Notwithstanding the foregoing, if before 5:00 p.m. (Arizona time) on the date which is twenty four (24) months after the Closing Date, any party against which an indemnification claim has been made hereunder has been properly notified in writing of such claim and such claim has not been finally resolved or disposed of as of such date, then such claim shall continue to survive and shall remain a basis for indemnity hereunder until such claim is finally resolved or disposed of in accordance with the terms of this Agreement. Notwithstanding the foregoing, the representations and warranties contained in Sections 3.1.1, 3.1.2, 3.1.10, 3.1.12, 3.1.17 and 3.1.18 (the “Fundamental Representations”) shall survive the Closing indefinitely except for Sections 3.1.17 and 3.1.18 which will survive for a period of four (4) years.

9.5 Limitations on Amount.

9.5.1 Limitation on Obligation of the Company. No claim shall be asserted against the Company with respect to Section 9.1(a) until all such claims in the aggregate equal or exceed \$50,000. In addition, no claims shall be asserted against the Company with respect to Section 9.1(a) which, in the aggregate, exceed the sum of \$3,000,000. The City’s recourse under this Article 9 is not limited in any way to or by the proceeds, if any, recoverable or received by the Company under any policy of insurance. The foregoing limitations shall not apply to a breach of any Fundamental Representation or Losses arising out of fraud or willful misconduct or intentional misrepresentation by the Company. Any amounts payable by the Company pursuant to this Article shall be first paid out of the Holdback Amount.

9.5.2 Limitation on Obligation of the City. No claim shall be asserted against the City with respect to Section 9.2(a) until all such claims in the aggregate equal or exceed \$50,000. In addition, no claims shall be asserted against the City with respect to Section 9.2(a) which, in the aggregate, exceed the sum of \$3,000,000. The Company’s recourse under this Article 9 is not limited in any way to or by the proceeds, if any, recoverable or received by the City under any policy of insurance. The foregoing limitations shall not apply to Losses arising out of fraud or willful misconduct or intentional misrepresentation by the City. For the avoidance of doubt, no limitation on indemnification contained herein (e.g. basket, cap and time limitation) shall apply to the payment of the Condemnation Price.

9.6 Exclusive Remedy. Except for injunctive and equitable relief pursuant to Section 10.4, the right to indemnification provided in this Article 9 is the sole and exclusive remedy of City on the one hand and the Company on the other hand following the Closing.

9.7 Materiality. Solely for purposes of determining the amount of Losses arising from a breach, each representation and warranty contained in this Agreement shall be read without giving effect to any qualification that is based on materiality, including the words “material”, “material adverse effect”, “in any material respect” and any other uses of the word “material” or words of similar meaning (and shall be treated as if such words were deleted from such representation or warranty).

ARTICLE 10 DISPUTE RESOLUTION

10.1 Disputes. Except for equitable relief sought by a Party (as provided in Section 10.4), any claim, dispute, or other matter in controversy (a “Dispute”), whether based on contract, tort, statute, or other legal theory (including but not limited to any claim of fraud or misrepresentation), based on, arising out of, or related to this Agreement or the breach thereof shall be settled exclusively according to the procedures set forth in this Article 10; provided, however, that any Party may seek preliminary judicial relief if such remedy is otherwise available and such Party, in its good faith judgment, considers such action necessary to avoid irreparable damage during the pendency of such procedures.

10.2 Negotiation. In the event of a Dispute, except for equitable relief, prior to invoking the arbitration provisions of Section 10.3 below, the Parties to the Dispute shall attempt in good faith to resolve the Dispute through negotiation, third party intervention, or mediation, for a period of at least thirty (30) days or, if the disputing Parties agree on mediation, forty-five (45) days after one Party gives notice of the Dispute to any other Party.

10.3 Arbitration. Except for Disputes which may be resolved by the court in the Condemnation, if the Parties have first attempted in good faith to resolve the Dispute pursuant to Section 10.2 and the Dispute remains unresolved for the applicable period of time under Section 10.2, then the Dispute shall be settled or resolved by arbitration in metropolitan Phoenix, Arizona before three arbitrators in accordance with the then current Commercial Rules of Arbitration of the American Arbitration Association. Claims shall be heard by a panel of three arbitrators. Within 15 days after the commencement of arbitration, each party shall select one person to act as arbitrator and the two selected arbitrators shall select a third arbitrator within ten days of their appointment. If the arbitrators selected by the parties are unable or fail to agree upon the third arbitrator, the third arbitrator shall be selected by the American Arbitration Association. The resolution of the Dispute by the arbitrators shall be final, binding, nonappealable, and shall be fully enforceable by a court of competent jurisdiction under Applicable Law. The arbitrators may award damages to the prevailing Party and may award reasonable attorneys’ fees and costs to the prevailing Party. The arbitration award shall be in writing and shall include a statement of the reasons for the award.

10.4 Injunctive Relief. The Company, on the one hand, and the City, on the other hand, acknowledges and agrees that: (a) the Company would be irreparably injured in the event

of a breach by the City of its obligations under Sections 2.2, 2.3 or 2.10 or Article 6 hereunder (a “City Breach”), and the City would be irreparably injured in the event of a breach by the Company of its obligations under Sections 2.2, 2.3, 2.4 or 2.10 or Article 6 hereunder (a “Company Breach”); (b) monetary damages would not be an adequate remedy for the Company, in the event of a City Breach, or for the City, in the event of a Company Breach; and (c) the Company, in the event of a City Breach, and the City, in the event of a Company Breach, shall be entitled to seek specific performance or other injunctive relief with respect thereto (without posting of a bond), in addition to any other remedy that it or they may have under the terms of this Agreement.

ARTICLE 11 MISCELLANEOUS

11.1 Time Periods. If the time for the performance of any duty or obligation under this Agreement expires on a Saturday or Sunday or on a federal or Arizona holiday, the time for performance shall be extended to the next succeeding day that is not a Saturday, Sunday or federal or Arizona legal holiday.

11.2 Time of the Essence. All dates and times for performance set forth in this Agreement are of the essence.

11.3 Waiver. Except as may be specifically provided elsewhere in this Agreement, the waiver of a breach of any term or condition of this Agreement may be made only in writing and shall not be deemed to constitute a waiver of a subsequent breach of such term or condition, or a waiver of a breach or subsequent breach of any other term or condition.

11.4 Entire Agreement. This Agreement (including the Schedules) constitutes the entire agreement among the Parties with respect to the subject matter hereof and supersedes all prior agreements and understandings, both written and oral, among the Parties.

11.5 Amendment. No amendment to or modification of this Agreement shall be effective unless it is in writing and signed by all of the Parties.

11.6 Construction. This Agreement is the result of negotiations between the City and the Company, and the terms and provisions hereof shall be interpreted and construed in accordance with their usual and customary meanings. The Parties waive the application of any rule of law that otherwise would be applicable in connection with the interpretation and construction of this Agreement pursuant to which ambiguous or conflicting terms or provisions should be interpreted or construed against the Party who, or whose attorney, prepared this Agreement or any earlier draft of the same. The captions or headings of articles, sections or subsections of this Agreement are for purposes of reference only and shall not limit or define the meaning of any provision of this Agreement. Common nouns and pronouns shall be deemed to refer to the masculine, feminine, neuter, singular and plural, as the identity of the person may in the context require.

11.7 Severability. If any provision of this Agreement, including any phrase, sentence, clause, section or subsection is inoperative or unenforceable for any reason, such circumstances shall not have the effect of rendering the provision in question inoperative or unenforceable in

any other case or circumstance, or of rendering any other provision or provisions herein contained invalid, inoperative, or unenforceable to any extent whatsoever.

11.8 Governing Law; Venue. This Agreement shall be governed in all respects, including as to validity, interpretation and enforcement, by the internal laws of the State of Arizona, but without the application of any conflict of law principles that would require or permit the application of the laws of any other jurisdiction. Except for disputes resolved in accordance with Article 10, any action at law or judicial proceeding instituted by any Party relating to this Agreement shall be instituted and maintained only in the state or federal courts in Maricopa County, Arizona.

11.9 Binding Effect. Subject to the provisions of Section 11.16 below, this Agreement shall be binding upon and inure to the benefit of the Parties and their respective successors and permitted assigns.

11.10 No Third Party Beneficiaries. Except as provided in Article 9 with respect to indemnification of Indemnified Parties hereunder, nothing in this Agreement shall confer any rights upon any Person other than the Parties and their respective successors, and permitted assigns.

11.11 Legal Counsel. The Parties acknowledge and agree that (a) the law firm of Snell & Wilmer L.L.P. has represented only the City in connection with the negotiation and preparation of this Agreement, has not represented the Company in any manner, and has not been the “lawyer for the deal” and (b) the law firm of Osborn Maledon, P.A. has represented only the Company in connection with the negotiation and preparation of this Agreement, has not represented the City in any manner, and has not been the “lawyer for the deal.”

11.12 Attorneys’ Fees. All costs and expenses, including, without limitation, fees and disbursements of counsel, financial advisors and accountants, incurred in connection with this Agreement and the matters contemplated hereby shall be paid by the party incurring such costs and expenses, whether or not the Closing shall have occurred. In the event of any Dispute between or among any of the Parties arising out of or relating to this Agreement, including any breach, the prevailing Party shall be entitled, in addition to such other relief as may be granted, to recover its costs and expenses, including without limitation, reasonable attorneys’ fees, expert witness fees and investigators’ fees, all as may be determined by the arbitrator or, if applicable, the court if the matter is litigated.

11.13 Notices. Any notice or other communication required or permitted to be given under this Agreement shall be in writing and shall be deemed to have been duly given if (a) delivered to the Party at the address set forth below, (b) deposited in the U.S. first class mail, registered or certified, return receipt requested, to the address set forth below, or (c) given to a recognized and reputable overnight delivery service, to the address set forth below:

If to the City: City of Surprise
16000 N. Civic Center Plaza
Surprise, AZ 85374
ATTN: Terry Lowe,
Water Resource Management Director

With a copy to: City of Surprise
16000 N. Civic Center Plaza
Surprise, AZ 85374
ATTN: Robert Wingo,
City Attorney

With a courtesy copy to: Snell & Wilmer L.L.P.
One Arizona Center
400 East Van Buren
Phoenix, AZ 85004
ATTN: Michael M. Donahey

If to the Company: Circle City Water Co., L.L.C.
P.O. Box 82218
Bakersfield, CA 93380
ATTN: Robert T. Hardcastle,
Managing Member

With courtesy copies to: Osborn Maledon, P.A.
2929 N. Central Ave., Suite 2100
Phoenix, AZ 85012
ATTN: Meghan Gabel

and

TJ Jamieson
PO Box 82515
Bakersfield, CA 93380

or at such other address, and to the attention of such other person or officer, as any Party may designate in writing by notice duly given pursuant to this Section 11.13. Notices shall be deemed received (x) when delivered to the Party, (y) three (3) Business Days after being placed in the U.S. first class mail, registered or certified, properly addressed, with sufficient postage, or (z) the Business Day after being given to a recognized overnight delivery service, with the person giving the notice paying all required charges and instructing the delivery service to deliver on the following Business Day. If a copy of a notice is also given to a Party's counsel or other recipient, the provisions above governing the date on which a notice is deemed to have been received by a Party shall mean and refer to the date on which the Party, and not its counsel or other recipient to which a copy of the notice may be sent, is deemed to have received the notice.

11.14 Code Section 1033. The City makes no representations or warranties of any kind or nature whatsoever regarding the applicability or consequences to the Company with respect to section 1033 of the Internal Revenue Code of 1986, as amended.

11.15 ARS Section 38-511. The Parties acknowledge and agree that (a) ARS Section 38-511 provides City with the discretion to terminate this Agreement in certain limited circumstances set forth in A.R.S. Section 38-511(a) where persons representing the City and “significantly involved in initiating, negotiating, securing, drafting or creating the” Agreement are or become “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 within three (3) years of the date of execution. To the Knowledge of each Party, the following persons were significantly involved in initiating, negotiating, securing, drafting or creating this Agreement on behalf of the City: (i) the City Mayor who signed the Agreement and the City Council members who voted on the Agreement; (ii) the following employees of City: Terry Lowe, Robert Wingo and Fred Stevens; and (iii) the following attorneys representing City: Michael M. Donahey and Tim Sabo. Notwithstanding this Section 11.15, in no event will the City, or any of the persons listed in this Section 11.15, or any of the City Indemnitees (as such term is defined in Section 9.1 above) have, at any time, for any reason, or under any circumstances, any liability of any kind or nature whatsoever under this Agreement, any document or instrument referred to in or in any way related to this Agreement, the transactions contemplated herein, or otherwise, by reason of this Section 11.15 being included in this Agreement, or by reason of, or the exercise by the City of any rights or remedies available to the City under, ARS Section 38-511. The Company acknowledges that a Governmental Authority might find that there are other persons who have been significantly involved in initiating, negotiating, securing, drafting or creating this Agreement on behalf of the City.

11.16 Assignment. This Agreement shall not be assignable or otherwise transferable by any Party hereto without the prior written consent of the other Parties hereto, except that the Company consents to the City’s assignment of its rights hereunder to a municipal property corporation wholly owned by the City which assumes the obligations of the City hereunder; provided, however, that no assignment by the Company or by the City shall release or discharge the assigning Party from any of its covenants, obligations and liabilities under this Agreement (including, without limitation, under Article 9 hereof).

11.17 Counterparts. This Agreement may be executed in two or more counterparts, in original form or by electronic facsimile, each of which shall be deemed to be an original and all of which shall together constitute one and the same Agreement. This Agreement shall not be effective as between or among any Parties unless and until this Agreement has been so executed by all of the Parties.

[All signatures appear on the following page.]

In witness whereof, each of the Parties has duly executed this Settlement Agreement for Stipulated Condemnation by its authorized representative as of the date first above written.

CITY:

CITY OF SURPRISE,
an Arizona municipal corporation

By: _____
Name: _____
Title: _____

ATTEST:

Name: _____
Title: _____

COMPANY:

CIRCLE CITY WATER CO., L.L.C.,
an Arizona limited liability company

By: _____
Name: _____
Title: _____

ATTEST:

Name: _____
Title: _____

EXHIBIT A

Stipulated Final Judgment of Condemnation

(See attached)

EXHIBIT B

Satisfaction of Judgment

(See attached)

EXHIBIT C

Stipulated Final Order of Condemnation

(See attached)

EXHIBIT D

Assignment and Assumption Agreement

(See attached)

EXHIBIT E
Holdback Agreement

(See attached)

4835-3744-0339