

TERMINATION AGREEMENT

This Termination Agreement, effective March 1, 2022, is between the City of Indian Wells (“City”) and Miles Lodge, LLC, and 3x5, LLC (“Developers”).

BACKGROUND

- A. On or about April 2018, the City and Miles Lodge, LLC, executed a Development Agreement regarding the development of the Miles Lodge project.
- B. Miles Lodge entered into a sales agreement and escrow with 3x5, LLC, to purchase the property, and 3x5 entered into discussions with the City to both extend the deadlines associated with the Development Agreement to negotiate various terms.
- C. The City and Developers entered into a new Development Agreement (dated April 19, 2018, for reference purposes only) (“New Development Agreement”). The New Development Agreement was recorded with the County of Riverside on January 31, 2021, as document number 2021-0040622.
- D. Developers were not able to meet the deadlines for performance in the New Development Agreement. The escrow between 3x5, LLC, and Miles Lodge, LLC, was cancelled and closed, and as a result, the City terminated the New Development Agreement as of March 1, 2022.
- E. Some terms in section 5.2 of the New Development Agreement survive termination (“Surviving Terms”), but none is relevant now. At this point, any future development will be subject to different entitlements; there are no other covenants of any other development specified in the Agreement; and the City is not aware of any assessment, lien, fee, or tax that is owed to the City by the Developers that remains unpaid.
- F. The parties desire to see the property in question developed. To that end, the parties desire now to terminate the Surviving Terms and confirm that the entire New Development Agreement has been terminated.

THEREFORE, in consideration of the facts recited above, the parties agree as follows:

TERMS AND CONDITIONS

1. **Termination.** The parties hereto acknowledge that the New Development Agreement terminated as of March 1, 2022, including the Surviving Terms, which have no further application.

SIGNATURES ON THE FOLLOWING PAGE

MILES LODGE, LLC

3x5, a Delaware LLC

By: Gerald Fogelson

by: Phil Bates

MANAGER

MANAGER

CITY OF INDIAN WELLS

By:

Title: