ADOT JPA File No.: **07-091**
Amendment One
AG Contract No.: P0012007-001795
Project: Oro Valley Market Place
Section: SR 77 &
Innovation Market Drive
TRACS No.: H5459 01D & 01C
Budget Source Item No: 11505

AMENDMENT ONE
JOINT PROJECT AGREEMENT

BETWEEN
THE STATE OF ARIZONA
AND
VESTAR OVM, LLC

THIS AMENDED AGREEMENT is entered into this date March 17th 2008, between the STATE OF ARIZONA, acting by and through its DEPARTMENT OF TRANSPORTATION (the "State") and Vestar OVM, LLC, an Arizona limited liability company ("Developer"), acting by and through their authorized representatives. The original Agreement executed October 15th, 2007.

I. RECITALS

1. The State is empowered by Arizona Revised Statutes § 28-401 to enter into this Agreement and has delegated to the undersigned the authority to execute this Agreement on behalf of the State.

2. The Developer is empowered to enter into this Agreement and has authorized the undersigned to execute this Agreement on behalf of the Developer.

THE PARTIES HERETO AGREE to amend previous dates of the original Agreement under the Scope of Work Section II.1. e, & f. All other terms and conditions of the original Agreement shall remain in force and effect.

THEREFORE, in consideration of the mutual covenants expressed herein, it is agreed as follows:

II. SCOPE OF WORK

1. e & f, is amended to read as follows:

1. The State shall:

e. Include in the project specifications a direction to the contractor to complete the two access connections by **July 11th, 2008**.

f. In the event the Developer's two accesses are not completed by **August 1st, 2008** allow the Developer to obtain a permit to construct temporary entrances consisting solely of improvements connecting the development to the existing edge of the pavement of SR 77, and inspect all work performed by the Developer's contractors during and after completion of the two accesses along SR 77.

All notices or demands upon any party to this Agreement shall be in writing and shall be delivered in person or sent by mail, addressed as follows:

Arizona Department of Transportation Joint Project Administration 205 S. 17th Avenue, Mail Drop 616E Phoenix, Arizona 85007 (602) 712-7525 (602) 712-7424 Fax	Vestar OVM LLC Attn: Paul Rhodes 2425 E. Camelback Road Suite 750 Phoenix, Arizona 85016 Phone # (602) 553-2636 Phone# (602) 320-6123

IN WITNESS WHEREOF, the parties have executed this Joint Project Agreement the day and year first above written.

VESTAR OVM LLC.

By _____

STATE OF ARIZONA
Department of Transportation

By _____
DOUGLAS A. FORSTIE, P.E.
Deputy State Engineer, Operations

G: 07-091-Oro Valley
Vestar SR 77-Roadway Improvements
January 28th 2008-ly
February 21, 2008-ly

APPROVAL OF VESTAR OVM, LLC

ATTORNEY

I have reviewed the attached proposed Agreement, between the DEPARTMENT OF TRANSPORTATION, INTERMODEL TRANSPORTATION DIVISION, and VESTAR OVM, LLC. and declare this Agreement to be in proper form and within the powers and authority granted to VESTAR OVM, LLC under the laws of the State of Arizona.

DATED this March day of 6, 2008

ATTORNEY