

21. Severability. If any provision of this Agreement is declared void or unenforceable, such provision shall be severed from this Agreement, which shall otherwise remain in full force and effect. If any applicable law or court of competent jurisdiction prohibits or excuses the Town from undertaking any contractual commitment to perform any act hereunder, this Agreement shall remain in full force and effect, but the provision requiring such action shall be deemed to permit the Town to take such action at its discretion, if such a construction is permitted by law. If, however, the Town fails to take the actions described herein, the Developer shall be entitled to terminate this Agreement and initiate de-annexation procedures.

22. Town's Failure to Perform. If the Town does not allow the subject property to be developed in accordance with PUD, the Development Agreement or the preliminary plats, then the Developer shall be entitled to petition a court of competent jurisdiction to (1) specifically enforce the provisions of this Agreement; or (2) to pursue any other remedy allowable by law or equity. The remedies hereunder are cumulative and concurrent and may be pursued singly, successively or together, and may be exercised as often as occasion therefore shall occur; and the failure to exercise any such right or remedy shall in no event be construed as a waiver or release thereof. Such remedies shall include, without limitation, the right to restrain by injunction any violation or threatened violation by any Party of any such terms, covenants or conditions, it being agreed that the remedy at law for any breach of any such term, covenant or condition (except those, if any, requiring the payment of a liquidated sum) is not adequate.

23. Annexation Ordinance Adoption and Effectiveness.

As a condition of Annexation, the Town agrees to: the extent permitted by law, repeal the Annexation Ordinance (and also thereby the Zoning) and terminate this Agreement and the Development Agreement before the annexation of the Property is final and effective under applicable law if a referendum petition (that the Town Clerk and Attorney do not consider invalid on its face) to repeal the Zoning and or Annexation is timely submitted to the Town in accordance with applicable law. Town shall schedule and advertise a Council Meeting for this purpose at the latest date reasonably possible prior to the annexation Ordinance becoming final and effective and shall use its best efforts to perform in accordance with this Section.

24. Governing Law. This Agreement is entered into in Arizona and shall be construed and interpreted under the laws of Arizona.

25. Choice of Forum. Notwithstanding A.R.S. § 12-408, any suit or action brought under this Agreement shall be commenced in Superior Court of the State of Arizona in and for the County of Pinal and may be removed therefrom only upon the mutual agreement of the Town and Owner.

26. Recordation. This Agreement shall be recorded in its entirety in the official records of Pinal County, Arizona, not later than ten (10) days after this Agreement is executed by the Town and the Developer.