

TOWN OF APPLE VALLEY
RESOLUTION NO. R-2026-09

**A RESOLUTION OF THE TOWN COUNCIL OF APPLE VALLEY, UTAH,
DECLARING DEFAULTS UNCURED UNDER THE GOOSEBERRY PRESERVE AT
ZION MASTER DEVELOPMENT AGREEMENT AND TERMINATING SAID
AGREEMENT**

WHEREAS, the Town of Apple Valley (the "Town") entered into the Gooseberry Preserve at Zion Master Development Agreement (the "MDA") with Gooseberry Preserve at Zion, LLC (the "Master Developer") in February 2025, pursuant to Ordinance O-2025-08; and

WHEREAS, the MDA contains provisions in Section 10 governing defaults and remedies, including the requirement for written notice of default and a public Town Council meeting prior to pursuing remedies; and

WHEREAS, on January 13, 2026, the Town delivered a Notice of Default (the "Notice") to the Master Developer via certified mail and regular mail, with copies via email where applicable, in accordance with Section 12 of the MDA, identifying multiple material defaults under the MDA, including, without limitation, false representations at execution regarding ownership and authority to enter into the MDA; and

WHEREAS, the Town has obtained information indicating that third-party creditors holding deeds of trust encumbering property subject to the MDA have recorded, or have threatened to record, notices of default, that deeds in lieu of foreclosure affecting such property may be recorded, and that a principal of the Master Developer has filed for personal bankruptcy, which circumstances have raised substantial concerns regarding the Master Developer's financial capacity and ability to perform its ongoing and future obligations under the MDA, even if a cure were otherwise possible; and

WHEREAS, on February 2, 2026, the Town conducted a meet and confer in accordance with the dispute resolution procedure of the MDA; and

WHEREAS, the foregoing breaches, whether considered individually or collectively, constitute material defaults under the MDA, many of which are incurable, and which substantially impair the essential purposes of the MDA and the Town's ability to rely on the Master Developer's continued performance thereunder; and

WHEREAS, based on the nature of the defaults, the surrounding financial and ownership circumstances, and the evidence presented, the Town has substantial and reasonable grounds to believe that the Master Developer lacks the present and prospective financial and operational capacity to perform its remaining obligations under the MDA in accordance with its terms, giving rise to a reasonable anticipation of continued nonperformance; and

WHEREAS, on February 24th 2026, the Planning Commission held a duly noticed public hearing pursuant to the Utah Open and Public Meetings Act; and

WHEREAS, on February 25th 2026 the Town Council held a duly noticed public council meeting during which the Town presented evidence of the defaults and the Master Developer (or its representatives) was given the opportunity to be heard; and

WHEREAS, the Town Council has considered all evidence, public input, and applicable law, and finds that the defaults are material, uncured, and in many respects incurable; and

WHEREAS, the Town Council finds that termination is necessary to protect the public interest and is consistent with the MDA and applicable law;

NOW, THEREFORE, BE IT RESOLVED by the Town Council of Apple Valley, Utah, as follows:

1. The foregoing recitals are incorporated herein by this reference and adopted as the Town's findings of fact and conclusions of law in support of this Resolution.
2. The Town Council hereby finds and declares that the Master Developer is in material default under the MDA, and that such defaults have not been cured or are not reasonably capable of cure.
3. Pursuant to Section 10 of the MDA and applicable law, the Gooseberry Preserve Master Development Agreement is hereby terminated, effective immediately upon adoption of this Resolution.
4. Upon termination of the MDA, all contractual rights, obligations, approvals, incentives, and vested development rights arising solely under the MDA are terminated and of no further force or effect. Nothing herein shall be construed to affect the Town's generally applicable land use regulations or any rights or obligations that exist independent of the MDA.
5. Town staff is authorized and directed to take all actions reasonably necessary to implement this Resolution and the termination of the MDA, including providing notice of termination as permitted by law, withholding permits or approvals that are dependent upon the MDA, and recording notice of termination in the official records of Washington County.
6. This Resolution shall take effect immediately upon adoption.

PASSED AND ADOPTED this February 25th, 2026.

Councilmember (check one per seat):

Michael Farrar (Mayor)	Aye:	Nae:	Abstain:	Absent:
Kevin Sair	Aye:	Nae:	Abstain:	Absent:
Annie Spendlove	Aye:	Nae:	Abstain:	Absent:
Scott Taylor	Aye:	Nae:	Abstain:	Absent:
Richard Palmer	Aye:	Nae:	Abstain:	Absent:

TOWN OF APPLE VALLEY
A Utah municipal Corporation

ATTEST:

Michael Farrar, Mayor

Jenna Vizcardo, Town Recorder