

**RESOLUTION NO. 10725**

**A RESOLUTION OF THE CITY COUNCIL OF THE CITY OF MESA, MARICOPA COUNTY, ARIZONA, APPROVING THE AMENDMENT OF A CERTAIN SUBLEASE AGREEMENT; APPROVING THE AMENDMENT OF A CERTAIN PROPERTY & SPECIAL FACILITY LEASE AGREEMENT; CONSENTING TO AN OWNERSHIP TRANSFER IN ACCORDANCE WITH THE SUBLEASE AGREEMENT; AND RATIFYING ALL ACTIONS TAKEN IN CONNECTION THEREWITH.**

**WHEREAS**, the City of Mesa, Arizona (the "City"), previously entered into that certain Property & Special Facility Lease Agreement, dated as of February 1, 2012 (the "Lease Agreement"), by and between the City, as lessee, and Phoenix-Mesa Gateway Airport Authority (the "Authority"), as lessor, and that certain Sublease Agreement, dated as of February 1, 2012 (the "Sublease Agreement"), by and between the City, as sublessor, and Able Engineering and Component Services, Inc. ("Able"), as sublessee; and

**WHEREAS**, in accordance with the Lease Agreement and the Sublease Agreement, the City leased a certain Project Site and Special Facility from the Authority, each as described in the Lease Agreement, and Able subleased the Project Site and Special Facility from the City; and

**WHEREAS**, the Special Facility was financed with the proceeds of the Authority's Special Facility Revenue Bonds (Mesa Project), Series 2012 (the "Series 2012 Bonds"), a portion of which remain outstanding and the interest income on which is excluded from gross income for federal tax purposes; and

**WHEREAS**, Able and Textron Aviation Inc. ("TAI") plan to enter into a Stock Purchase Agreement, pursuant to which TAI will acquire all the outstanding shares of Able and will be thereafter Able's sole shareholder (the "Acquisition"); and

**WHEREAS**, in connection with the Acquisition, the Authority, the City and Able now desire to amend, as applicable, the Lease Agreement and the Sublease Agreement; and

**WHEREAS**, the proposed form of the First Amendment to Lease Agreement (the "Lease Amendment"), by and between the Authority and the City, and the proposed form of the First Amendment to Sublease Agreement (the "Sublease Amendment"), by and between the City, Able and TAI, have been provided to Council for this meeting; and

**WHEREAS**, pursuant to the Sublease Agreement the City must consent to the Acquisition;

**NOW, THEREFORE, IT IS RESOLVED BY THE CITY COUNCIL OF THE CITY OF MESA, MARICOPA COUNTY, ARIZONA, AS FOLLOWS:**

**Section 1. Approval of Lease Amendment and Sublease Amendment.** The form, terms, and provisions of the Lease Amendment and the Sublease Amendment, in substantially the form of such documents presented at this meeting, are hereby approved, with such final provisions, insertions, deletions, and changes as may be approved by the City Manager, the

execution of each such document being conclusive evidence of such approval, and the City Manager is hereby authorized and directed to execute and deliver, where applicable, or approve, and the City Clerk is authorized and directed to attest where applicable, the Lease Amendment and the Sublease Amendment and to take all action to carry out and comply with the terms of such documents.

**Section 2. Consent to Acquisition.** Pursuant to Section 9.1 of the Sublease Agreement, the City hereby consents to the Acquisition. The City has obtained an opinion of Gust Rosenfeld P.L.C., bond counsel, stating that the Acquisition will not impair the tax-exempt status of the Series 2012 Bonds.

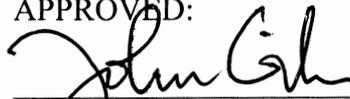
**Section 3. Execution of Documents.** The City Manager, on behalf of the City, is hereby authorized and directed, without further order of the City Council, to execute and deliver such certificates, proceedings and agreements as may be necessary or convenient to be executed and delivered on behalf of the City, to evidence compliance with, or further the purposes of, all the terms and conditions of this resolution and the consummation of the transactions contemplated by the Acquisition.

**Section 4. Severability.** If any section, paragraph, subdivision, sentence, clause, or phrase of this resolution is for any reason held to be illegal, invalid, or unenforceable, such decision will not affect the validity of the remaining portions of this resolution. The Mayor and City Council hereby declare that the City would have adopted this resolution and each and every other section, paragraph, subdivision, sentence, clause, or phrase hereof and consented to the Acquisition and authorized the execution and delivery of the Lease Amendment and the Sublease Amendment pursuant hereto irrespective of the fact that any one or more sections, paragraphs, subdivisions, sentences, clauses, or phrases of this resolution may be held illegal, invalid or unenforceable.

**Section 5. Ratification of Actions.** All actions of the officers and agents of the City which conform to the purposes and intent of this resolution and which further the transactions as contemplated by this resolution whether heretofore or hereafter taken shall be and are hereby ratified, confirmed, and approved. The proper officers and agents of the City are hereby authorized and directed to do all such acts and things and to execute and deliver all such documents on behalf of the City as may be necessary to carry out the terms and intent of this resolution.

**PASSED AND ADOPTED** by the City Council of the City of Mesa, Maricopa County, Arizona, on January 7, 2016.

APPROVED:

  
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Mayor

ATTEST:

  
\_\_\_\_\_  
City Clerk

