

RESOLUTION NO. 11-2017

A RESOLUTION OF THE CITY COUNCIL OF THE CITY OF MESQUITE, TEXAS, AUTHORIZING THE CITY MANAGER TO CONSENT TO THE SALE, TRANSFER OR ASSIGNMENT OF A CONTROLLING INTEREST IN THE CORPORATE SHARES OF BAKER BROTHERS ROTOVISION, INC. (THE "COMPANY") TO FORT ACQUISITION CORP (THE "FORT ACQUISITION TRANSFER") AND TO WAIVE, AS TO THE FORT ACQUISITION TRANSFER ONLY, THE REQUIREMENT THAT THE COMPANY OBTAIN THE CITY'S PRIOR WRITTEN CONSENT TO THE FORT ACQUISITION TRANSFER.

WHEREAS, the City of Mesquite, Texas (the "City"), Baker Brothers Rotovision, Inc. (the "Company") and 75032 Investments, LLC, a Texas Limited Liability Company ("75032") entered into an Economic Development Program Agreement (Chapter 380 Agreement) dated effective August 13, 2015 (the "Agreement"); and

WHEREAS, pursuant to Section 12.1 of the Agreement, the rights and obligations of the Company under the terms of the Agreement may not be assigned or transferred by the Company without the prior written consent of the City which may be withheld in the City's sole discretion; and

WHEREAS, pursuant to Section 12.1 of the Agreement, the sale, transfer or assignment of a controlling interest in the shares of the Company is an assignment of the Agreement requiring the Company to obtain the prior written consent of the City prior to such sale, transfer or assignment; and

WHEREAS, the Company has advised the City that one hundred percent (100%) of the shares of the Company have been sold, transferred or assigned to Fort Acquisition Corp, a Delaware corporation ("the Fort Acquisition Transfer"); and

WHEREAS, the Fort Acquisition Transfer is the sale of a controlling interest in the shares of the Company and as such would require the prior written consent of the City pursuant to Section 12.1 of the Agreement; and

WHEREAS, the Company has requested that the City consent to the Fort Acquisition Transfer and has further requested that the City waive, for the Fort Acquisition Transfer only, the requirement under Section 12.1 of the Agreement that the Company obtain the prior written consent of the City to the Fort Acquisition Transfer.

NOW, THEREFORE, BE IT RESOLVED BY THE CITY COUNCIL OF THE CITY OF MESQUITE, TEXAS:

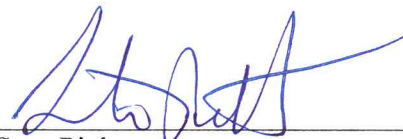
SECTION 1. That the City Council hereby authorizes the City Manager to consent to the Fort Acquisition Transfer and to waive, as to the Fort Acquisition Transfer only, the requirement under Section 12.1 of the Agreement that the Company obtain the prior written consent of the City to the Fort Acquisition Transfer.

SECTION 2. That the consent and waiver authorized by Section 1 above shall be conditioned upon the acknowledgement and agreement in writing by the Company, 75032 and Fort Acquisition Corp that: (i) all terms, provisions, agreements, covenants and conditions of the Agreement shall remain in full force and effect; and (ii) that such consent and waiver shall not: (a) amend the Agreement in any manner; (b) release the Company and/or 75032 from any obligations under the terms of the Agreement including, without limitation, the obligation of the Company and 75032 to timely keep and perform all terms, provisions, agreements, covenants and conditions to be kept or performed by the Company and 75032 under the terms of the Agreement; or (c) affect or impair the rights and remedies of the City pursuant to the terms of the Agreement.

SECTION 3. That the consent and waiver authorized by Section 1 above shall apply only to the Fort Acquisition Transfer and such consent and waiver shall further be conditioned upon the acknowledgment and agreement in writing by the Company, 75032 and Fort Acquisition Corp that such consent and waiver shall not be interpreted or construed as: (i) the consent to any future sale, transfer or assignment of a controlling interest in the shares of the Company; (ii) the consent to any sale, transfer or assignment of a controlling interest in the shares of a corporation or the membership interests of a limited liability company that is the general or managing partner of 75032; (iii) the consent to any future assignment of the Agreement to any person or entity; or (iv) the waiver of the requirement to obtain the prior written consent of the City to any future assignment of the Agreement.

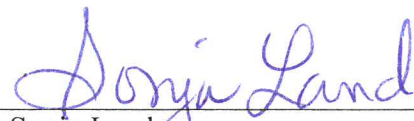
SECTION 4. That the City Manager is hereby authorized to execute such documents as necessary or requested to carry out the terms and provisions of this resolution.

DULY RESOLVED by the City Council of the City of Mesquite, Texas, on the 6th day of March, 2017.



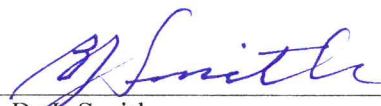
Stan Pickett
Mayor

ATTEST:



Sonja Land
City Secretary

APPROVED:



B. J. Smith
City Attorney