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When Recorded Mail To:

Maria Gonzalez  
Phoenix-Mesa Gateway Airport  
5835 South Sossaman Road  
Mesa, Arizona 85212-6014

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**AMENDMENT NO. 1**

**to the**

**AMENDED AND RESTATED  
INTERGOVERNMENTAL AGREEMENT**

**(PHOENIX-MESA GATEWAY AIRPORT AUTHORITY)**

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**(PHOENIX-MESA GATEWAY AIRPORT AUTHORITY)**

THIS AMENDMENT NO. 1 TO THE AMENDED AND RESTATED INTERGOVERNMENTAL AGREEMENT (this "Amendment No. 1"), amending that certain Amended and Restated Intergovernmental Agreement, dated May 22, 2006, and filed with the Arizona Secretary of State on July 20, 2006 (the "2006 IGA") is entered into as of the 1st day of July, 2013 (the "Effective Date"), by and among the PHOENIX-MESA GATEWAY AIRPORT AUTHORITY, an Arizona joint powers airport authority (the "Authority" or "PMGAA"), the TOWN OF GILBERT, an Arizona municipal corporation, as a Member of the Authority ("Gilbert"), the CITY OF MESA, an Arizona municipal corporation, as a Member of the Authority ("Mesa"), the TOWN OF QUEEN CREEK, an Arizona municipal corporation, as a Member of the Authority ("Queen Creek"), the GILA RIVER INDIAN COMMUNITY, a federally recognized Indian tribe, as a Member of the Authority (the "Community"), the CITY OF PHOENIX, an Arizona municipal corporation, as a Member of the Authority ("Phoenix") and the CITY OF APACHE JUNCTION, an Arizona municipal corporation ("Apache Junction"), collectively the "Parties" or "Members."

**RECITALS**

A. Gilbert, Mesa, Queen Creek, the Community and Phoenix are Members of the Authority pursuant to the Amended and Restated JPAAA dated May 22, 2006, filed with the Arizona Secretary of State on July 20, 2006 (the "2006 PMGAA Agreement").

B. The Authority was established pursuant to Arizona Revised Statutes ("A.R.S."), Section 28-8521, *et seq.* for the purposes of acquiring, developing and operating an airport and related facilities (the "Airport Facilities") located on a portion of the property formerly known as Williams Air Force Base (the "Base Property"), now known as the Phoenix-Mesa Gateway Airport (the "Airport").

C. Apache Junction has requested and the Authority and its Members have approved Apache Junction as a Member of the Authority, by adopting, along with Apache Junction, the Amended and Restated Joint Powers Airport Authority Agreement dated July 19, 2013, and filed with the Arizona Secretary of State on \_\_\_\_\_ ("2013 PMGAA Agreement").

D. The Authority, Gilbert, Mesa, Queen Creek, the Community and Phoenix entered into the 2006 IGA to add Phoenix as a Member of the Authority and to establish Phoenix's financial contribution to the Phoenix-Mesa Gateway Airport Authority.

E. To date, Mesa, Gilbert, Queen Creek, the Community and Phoenix have contributed more than \$80 million to the operation, maintenance and development of the Airport.

F. Apache Junction intends to become a meaningful proprietor, along with the other Members of the Authority, which are also meaningful proprietors of the Authority, by participating as a Member of the Authority.

G. The Authority is interested in adding another financial partner to help develop the Airport and the Airport Facilities.

H. The Authority, Gilbert, Mesa, Queen Creek, the Community, Phoenix, and Apache Junction desire to amend the 2006 IGA to recognize Apache Junction as a Member of the Authority and to establish Apache Junction's financial contribution to the Authority.

### **AMENDMENT**

NOW, THEREFORE, in consideration of the foregoing recitals, which are incorporated herein by reference, the following mutual covenants and conditions, and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the Parties hereto agree to the terms of Amendment No. 1 as follows, all other terms and conditions of the 2006 IGA to remain in full force and effect:

#### **Section 1. Apache Junction Agreement**

Apache Junction hereby agrees to all the terms and conditions set forth in the 2006 IGA. Upon the approval of all Parties to this Amendment No. 1, all references to "parties" or "party" or "members" or "member" in the 2006 IGA shall include Apache Junction.

#### **Section 2. Development of Authority's Budget.**

2.1 Each Member shall contribute funds for the PMGAA annual (operating and capital) budget as approved by the Authority's Board of Directors pursuant to Sections 8 and 9 of the 2013 PMGAA Agreement.

2.2 For fiscal year 2014, in addition to its annual Member contribution for fiscal year 2014, Apache Junction will contribute a one-time payment of \$400,000 to the Authority. This investment will evidence Apache Junction's meaningful participation in the Authority, the proprietor of the Airport.

2.3 Apache Junction will commit a minimum of \$130,000 as its annual Member contribution for fiscal years 2014-2018.

**Section 3. Notices.**

Section 15 of the 2006 IGA is amended to include the following information:

City of Mesa  
20 E. Main Street  
Mesa, Arizona 85201  
Attention: City Manager

City of Apache Junction  
300 East Superstition Boulevard  
Apache Junction, Arizona 85119  
Attention: City Manager

**Section 4. Approving Action of Amendment.**

4.1 Copies of appropriate action by ordinance, resolution or otherwise authorizing the respective Parties approving this Amendment No. 1 are attached hereto as Exhibit A and incorporated herein by reference.

**Section 5. Counterparts.**

5.1 This Amendment No. 1 may be executed in any number of counterparts, all such counterparts shall be deemed to constitute one and the same instrument, and each of said counterparts shall be deemed original hereof.

**Section 6. Affirmation of 2006 IGA.**

6.1 Except as specifically amended by this Amendment No. 1, the provisions of the 2006 IGA are hereby affirmed and remain in full force and effect.

[SIGNATURE PAGE FOLLOWS]

IN WITNESS WHEREOF, the Parties hereto have approved and executed this Amendment No. 1 to be effective as of the date set forth above.

Attest:

PHOENIX-MESA GATEWAY AIRPORT AUTHORITY

By M. P. [Signature]  
Board Secretary

By [Signature]  
Scott Smith, Chairperson

Attest:

TOWN OF GILBERT

By [Signature]  
Town Clerk

By [Signature]  
John Lewis, Mayor

Attest:

CITY OF MESA

By [Signature]  
City Clerk

By [Signature]  
Scott Smith, Mayor

Attest:

TOWN OF QUEEN CREEK

By [Signature]  
Town Clerk

By [Signature]  
Gail Barney, Mayor

Attest:

GILA RIVER INDIAN COMMUNITY

By [Signature]

By [Signature]  
Gregory Mendoza, Governor



Attest:

CITY OF PHOENIX

By [Signature]  
City Clerk

By [Signature]  
for David Cavazos, City Manager

Aviation Director

Attest:

CITY OF APACHE JUNCTION

By [Signature]  
City Clerk

By [Signature]  
John Insalaco, Mayor



DETERMINATION OF LEGAL COUNSEL

The foregoing Amendment No. 1 has been reviewed by the undersigned attorneys who have determined that, with respect to their respective clients only, it is in proper form and within the power and authority granted under the applicable laws of each party.

<u>7/15/13</u> Date	 Phoenix-Mesa Gateway Airport Authority Attorney
<u>6/27/13</u> Date	 Gilbert Town Attorney
<u>7/16/13</u> Date	 Mesa City Attorney
<u>6/19/13</u> Date	 Queen Creek Town Attorney
<u>7.19.13</u> Date	 Gila River Indian Community Attorney
<u>6/24/13</u> Date	ACTING  Phoenix City Attorney <span style="float: right;">cup</span>
<u>6.18.13</u> Date	 Apache Junction City Attorney

**EXHIBIT A  
TO  
AMENDMENT NO. 1 to the  
2006 IGA**

**[Approving Action]**

See following pages.



PhxMesa **Gateway** Airport

**RESOLUTION NO. 13-32**

WHEREAS, the Phoenix-Mesa Gateway Airport Authority ("Authority"), a joint powers airport authority, was formed pursuant to Arizona Revised Statutes § 28-8521 *et seq.* for the purpose of, among other things, redeveloping portions of the former Williams Air Force Base as a civilian airport known as the Phoenix-Mesa Gateway Airport ("Airport"); and

WHEREAS, the Authority and its Members desire to memorialize and set forth the terms and conditions for adding the City of Apache Junction as the newest Member of the Authority, and to update and continue the ongoing commitment of the Members related to the development of the Airport;

NOW, THEREFORE, BE IT RESOLVED by the Board of Directors of Phoenix-Mesa Gateway Airport Authority as follows:

**The Phoenix-Mesa Gateway Airport Authority Board of Directors hereby approves Amendment No. 1 to the Amended and Restated Intergovernmental Agreement (Phoenix-Mesa Gateway Airport Authority), attached hereto as Exhibit A and incorporated as if fully set forth herein.**

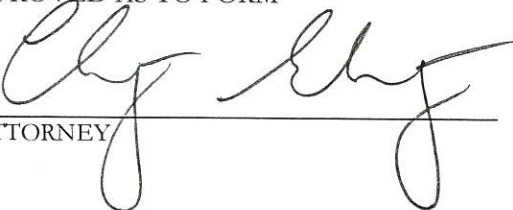
Passed and adopted by the Phoenix-Mesa Gateway Airport Authority this 17th day of June 2013.

ATTEST:

  
\_\_\_\_\_  
CLERK

  
\_\_\_\_\_  
CHAIR

APPROVED AS TO FORM

  
\_\_\_\_\_  
ATTORNEY