

RESOLUTION NO. R22-__

CONSIDER ACTION ON A RESOLUTION CONSENTING TO THE CHANGE OF CONTROL OF WESTGROVE AIR PLAZA I AND WESTGROVE AIR PLAZA II (“TENANT”) FROM MM AVIATION HOLDINGS, LLC TO WESTGROVE AVIATION GROUP, LLC, AND AUTHORIZING THE CITY MANAGER TO EXECUTE THE CONSENT OF LANDLORD CONFIRMING THE CHANGE OF CONTROL AGREEMENT.

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

WHEREAS: Westgrove Aviation Group, LLC is purchasing all the membership interests in Westgrove Air Plaza I, LLC and Westgrove Air Plaza II, LLC from MM Aviation Holdings, LLC; and

WHEREAS: Pursuant to the terms and conditions of Tenant’s respective ground leases, the Town of Addison as Landlord is required to grant its consent to such change of control of Tenant.

Section 1. The Change of Control is between MM Aviation Holdings, LLC and Westgrove Aviation Group, LLC a copy of which is attached to this Resolution as **Exhibit A**, is hereby approved. The City Manager is hereby authorized to execute the agreement.

Section 2. This Resolution shall take effect from and after its date of adoption.

DULY RESOLVED AND ADOPTED by the City Council of the Town of Addison, Texas, on this the 28th day of JUNE 2022.

TOWN OF ADDISON, TEXAS

Joe Chow, Mayor

ATTEST:

Irma Parker, City Secretary

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Joe Chow, Mayor

ATTEST:

By: _____ Irma Parker, City Secretary

3. *Agreements; Affirmation by Company*

3.1 The Company acknowledges and agrees that:

3.1.1 The Company, acquiring the Membership Interest shall be the Tenant and as Tenant under the Ground Leases, is expressly subject to and bound by, and bound to comply with all of the terms and provisions, duties, conditions, and obligations of tenant under of the respective Ground Leases.

3.1.2 No term or provision of this Agreement shall constitute a novation or otherwise be construed or be deemed to modify, alter, amend or change any term, provision or condition of the Ground Lease.

3.1.3 Any assignment or subletting, leasehold mortgage, or other conveyance or transfer of the Ground Lease or the Sublease by WAG continues to be subject to the prior written consent of the Town of Addison, Texas.

3.1.4 The address of Assignee is:

Westgrove Aviation, LLC
4700 Westgrove
Addison, Texas 75001
Attn: Steve Wilson
Email: steve@jet-ten.com

With a copy to:

Friedman & Feiger, L.L.P.
5301 Spring Valley Road, Suite 200
Dallas, Texas 75254
Attn: Joy H. Phillips, Esq.
Email: jphillips@flawoffice.com

Dated: _____, 2022.

WESTGROVE AVIATION GROUP, LLC.,
a Texas limited liability company

By: _____
Stephen Wilson, President

MM AVIATION HOLDINGS, LLC,
a Texas limited liability company

By: _____
Mehrddad Moayedi, Sole Member

CONSENT OF LANDLORD

Subject to the Company's (as described above) compliance with the provisions contained herein, the Town of Addison, Texas, as Landlord under the above described Ground Leases, consents to the purchase of the Membership Interest as described above, solely for the purposes of compliance with the Ground Leases, this the ___ day of _____ 2022, waiving none of its rights under the WAPI Ground Lease or the WAP-II Ground Lease, and this Consent shall not operate as a waiver of the prohibition against further assignment, transfer or subletting without Landlord's prior written consent.

TOWN OF ADDISON, TEXAS

By: _____

Name: _____

Title: Authorized Agent for City Council

By: _____

Name: _____

Title: City Manager

LEASEHOLD ESTATE TRACT I
Ground Lease #080A-27
ALP#U21

BEING a tract of land situated in the William Lomax Survey Abstract No. 792, Town of Addison, Dallas County, Texas, being a part of Addison Airport, an addition to the Town of Addison, Texas, according to the plat thereof recorded in Volume 2005131, Page 82 in the Map Records of Dallas County, Texas (MRCCT), and being more particularly described as follows:

BEGINNING at a 5/8-inch iron rod set with plastic cap stamped "Sparr Surveys" at the intersection of the south line of Westgrove Road (60 foot right-of-way), with the east line of Claire Chennault (60 foot ingress and egress easement);

THENCE North 89 Degrees 25 Minutes 57 Seconds East, along the south line of said Westgrove Road, 492.94 feet to a "PK" nail set in concrete;

THENCE South 00 Degrees 28 Minutes 24 Seconds East, departing the south line of said Westgrove Road, 305.67 feet to a "PK" nail set in concrete;

THENCE North 89 Degrees 25 Minutes 50 Seconds East, 8.64 feet to a "PK" nail set in concrete;

THENCE South 00 Degrees 33 Minutes 42 Seconds East, at 9.00 feet passing a "PK" nail set in concrete at an interior corner of said Addison Airport, same being the northwest corner of the Blakely Airport Addition Replat, an addition to the Town of Addison according to the replat thereof recorded in Volume 85100, Page 4042 MRDCT, continuing along the west line of said Blakely Airport Addition Replat, in all a distance of 33.84 feet to a "PK" nail found;

THENCE South 89 Degrees 25 Minutes 50 Seconds West, departing the west line of said Blakely Airport Addition Replat, 150.05 feet to a "PK" nail found in concrete in the east line of said Taxiway U;

THENCE North 00 Degrees 34 Minutes 07 Seconds West, along the east line of said Taxiway U, 33.84 feet to a "PK" nail set in concrete at the northeast corner of said Taxiway U;

THENCE South 89 Degrees 25 Minutes 50 Seconds West, along the north line of said Taxiway U, 120.58 feet to a "PK" nail set in concrete at the northwest corner of said Taxiway U;

THENCE South 00 Degrees 39 Minutes 09 Seconds East, along the west line of said Taxiway U, 144.76 feet to a "PK" nail set in concrete;

THENCE North 46 Degrees 41 Minutes 09 Seconds West, departing the west line of said Taxiway U, 208.29 feet to a cut 'x' found in concrete;

THENCE South 89 Degrees 56 Minutes 35 Seconds West, 88.59 feet to a 5/8-inch iron rod set with plastic cap stamped "Sparr Surveys" in the east line of said Claire Chennault and lying in a non-tangent circular curve to the left having a radius of 130.00 feet;

THENCE northeasterly, along the east line of said Claire Chennault and along said curve to the left, through a central angle of 20 Degrees 43 Minutes 19 Seconds, an arc distance of 47.02 feet and having a chord which bears North 09 Degrees 43 Minutes 43 Seconds East, 46.76 feet to a "PK" nail set in concrete;

THENCE North 00 Degrees 37 Minutes 57 Seconds West, along the east line of said Claire Chennault, 259.26 feet to the **POINT of BEGINNING** and containing 3.825 acres of land.

LEASEHOLD ESTATE TRACT II
Ground Lease #080A-29
ALP#U23

BEING a tract of land situated in the William Lomax Survey Abstract No. 792, Town of Addison, Dallas County, Texas, being a part of Addison Airport, an addition to the Town of Addison, Texas, according to the plat thereof recorded in Volume 2005131, Page 82 in the Map Records of Dallas County, Texas (MRDCT), and being more particularly described as follows:

BEGINNING at a "PK" nail set in concrete at the south end of a corner clip at the intersection of the south line of Westgrove Road (60 foot right-of-way), with the west line of Addison Road (60 foot right-of-way);

THENCE South 00 Degrees 34 Minutes 12 Seconds East, along the west line of said Addison Road, 290.66 feet to a 5/8-inch iron rod set with plastic cap stamped "Sparr Surveys";

THENCE South 89 Degrees 25 Minutes 50 Seconds West, departing the west line of said Addison Road, 208.45 feet to a "PK" nail set in concrete;

THENCE North 00 Degrees 28 Minutes 24 Seconds West, 305.67 feet to a "PK" nail set in concrete in the south line of said Westgrove Road;

THENCE North 89 Degrees 25 Minutes 57 Seconds East, along the south line of said Westgrove Road, 192.93 feet to a "PK" nail set in concrete at the north end of said corner clip;

THENCE South 45 Degrees 34 Minutes 08 Seconds East, along said corner clip, 21.21 feet to the **POINT of BEGINNING** and containing 1.458 acres of land.

**24' WIDE EASEMENT FOR VEHICULAR &
PEDESTRIAN INGRESS & EGRESS**

BEING a tract of land situated in the William Lomax Survey Abstract No. 792, Town of Addison, Dallas County, Texas, being a part of Addison Airport, an addition to the Town of Addison, Texas, according to the plat thereof recorded in Volume 2005131, Page 82 in the Map Records of Dallas County, Texas (MRDCT), and being more particularly described as follows:

BEGINNING at a "PK" nail set in concrete in the south line of Westgrove Road (60 foot right-of-way), from which a "PK" nail set in concrete at the north end of a corner clip at the intersection of the south line of said Westgrove Road, with the west line of Addison Road (60 foot right-of-way) bears North 89 Degrees 25 Minutes 57 Seconds East, 180.93 feet;

THENCE South 00 Degrees 28 Minutes 24 Seconds East, departing the south line of said Westgrove Road, 305.67 feet to a 5/8-inch iron rod set with plastic cap stamped "Sparr Surveys";

THENCE South 89 Degrees 25 Minutes 50 Seconds West, 24.00 feet to a "PK" nail set in concrete;

THENCE North 00 Degrees 28 Minutes 24 Seconds West, 305.67 feet to a "PK" nail set in concrete in the south line of said Westgrove Road;

THENCE North 89 Degrees 25 Minutes 57 Seconds East, along the south line of said Westgrove Road, 24.00 feet to the **POINT of BEGINNING** and containing 0.168 acre of land.

SHARED RAMP EASEMENT

BEING a tract of land situated in the William Lomax Survey Abstract No. 792, Town of Addison, Dallas County, Texas, being a part of Addison Airport, an addition to the Town of Addison, Texas, according to the plat thereof recorded in Volume 2005131, Page 82 in the Map Records of Dallas County, Texas (MRDCT), and being more particularly described as follows:

COMMENCING at a 5/8-inch iron rod set with plastic cap stamped "Sparr Surveys" in the west line of Addison Road (60 foot right-of-way), from which a 1/2-inch iron rod found with plastic cap stamped "DAL TECH" at an interior corner of said Addison Airport bears South 00 Degrees 34 Minutes 12 Seconds East, 9.00 feet;

THENCE South 89 Degrees 25 Minutes 50 Seconds West, departing the west line of said Addison Road, 199.81 feet to a "PK" nail set at the **POINT of BEGINNING**;

THENCE South 00 Degrees 33 Minutes 42 Seconds East, at 9.00 feet passing a "PK" nail set in concrete at an interior corner of said Addison Airport, same being the northwest corner of the Blakely Airport Addition Replat, an addition to the Town of Addison according to the replat thereof recorded in Volume 85100, Page 4042 MRDCT, continuing along the west line of said Blakely Airport Addition Replat, in all a distance of 33.84 feet to a "PK" nail found;

THENCE South 89 Degrees 25 Minutes 50 Seconds West, departing the west line of said Blakely Airport Addition Replat, 150.05 feet to a "PK" nail found in concrete in the east line of said Taxiway U;

THENCE North 00 Degrees 34 Minutes 07 Seconds West, along the east line of said Taxiway U, 33.84 feet to a "PK" nail set in concrete at the northeast corner of said Taxiway U;

THENCE South 89 Degrees 25 Minutes 50 Seconds West, along the north line of said Taxiway U, 120.58 feet to a "PK" nail set in concrete at the northwest corner of said Taxiway U;

THENCE North 00 Degrees 39 Minutes 09 Seconds West, departing said Taxiway U, 49.36 feet to a "PK" nail set in concrete;

THENCE North 89 Degrees 26 Minutes 18 Seconds East, 262.15 feet to a "PK" nail set in concrete;

THENCE South 00 Degrees 28 Minutes 24 Seconds East, 49.32 feet to a "PK" nail set in concrete;

THENCE North 89 Degrees 25 Minutes 50 Seconds East, 8.64 feet to the **POINT of BEGINNING** and containing 0.413 acre of land.