

RESOLUTION NO. \_\_\_\_\_

**A RESOLUTION OF THE COUNCIL OF THE CITY OF MESA, MARICOPA COUNTY, ARIZONA, APPROVING AND AUTHORIZING THE CITY MANAGER TO ENTER INTO A RIGHT OF WAY LICENSE WITH MATHESON TRI-GAS, INC., A DELAWARE CORPORATION FOR AN INITIAL TEN YEAR TERM WITH THE OPTION OF A TEN YEAR FIRST EXTENSION TERM, AND A FIVE YEAR SECOND EXTENSION TERM.**

This License (this "License" or this "Agreement"), is issued by the City of Mesa (hereinafter called "Licensor" or "City"), an Arizona municipal corporation, to Matheson Tri-Gas, Inc., a Delaware corporation (hereinafter called "Licensee"). Licensor/City and Licensee are collectively referred to herein as the "Parties" and individually as a "Party."

WHEREAS, the City owns public rights of way within the boundaries of the City of Mesa; and

WHEREAS, Matheson Tri-Gas, Inc. desires to have the ability to construct within the right of way improvements for the transportation of industrial gases; and

WHEREAS, the City of Mesa (the "City") by Resolution No. \_\_\_\_\_ on \_\_\_\_\_, thereby granted to Matheson a nonexclusive license for the transportation of industrial gases through an industrial gas pipeline located within public streets, roads and alleys in Mesa, Arizona; and

WHEREAS, Matheson Tri-Gas Inc. agrees not to use the Industrial Gas Pipeline to transport petroleum products and /or natural gas; and

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

Section 1: The License between the City of Mesa and Matheson Tri-Gas, Inc. regarding the right of way license is hereby approved,

Section 2: The Council of the City of Mesa hereby authorized City Manger Christopher J. Brady, or his designated representative, to execute the License and any other documents needed to implement this License on behalf of the City of Mesa, and authorizes the City Clerk to attest to the signature of the City Manger thereon.

PASSED AND ADOPTED by the City Council of the City of Mesa, Maricopa County, Arizona this 7<sup>th</sup> day of April, 2014.

APPROVED:

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Mayor

ATTEST:

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City Clerk