

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

**A RESOLUTION OF THE CITY COUNCIL OF THE CITY OF MESA, MARICOPA COUNTY, ARIZONA, AUTHORIZING THE CITY MANAGER TO ENTER INTO AN AMENDMENT OF LICENSE AGREEMENT AND ASSIGNMENT, ASSUMPTION, AND CONSENT TO ASSIGNMENT AND ASSUMPTION AGREEMENT WITH THE ARIZONA MUSEUM OF NATURAL HISTORY GUILD, INC. F/K/A MESA SOUTHWEST MUSEUM GUILD AND THE ARIZONA MUSEUM OF NATURAL HISTORY FOUNDATION, INC. RELATED TO THE LICENSE AGREEMENT WITH THE MESA SOUTHWEST MUSEUM GUILD FOR THE OPERATION OF THE GIFT SHOP AT THE ARIZONA MUSEUM OF NATURAL HISTORY LOCATED AT 53 NORTH MACDONALD, MESA, ARIZONA.**

WHEREAS, The City, as Licensor, and the Arizona Museum of Natural History Guild, Inc. f/k/a Mesa Southwest Museum Guild (“Guild”), as Licensee, entered into that certain Cooperative Relations Agreement Between the City of Mesa and the Mesa Southwest Museum Guild dated as of July 1, 1999 (“License Agreement”), which includes as Exhibit A to the License Agreement an agreement with respect to the licensing of space for a gift shop at the Arizona Museum of Natural History located at 53 North Macdonald, Mesa, Arizona (“Museum”);

WHEREAS, although the term of the License Agreement ended on June 30, 2004 the City and the Guild have continued to operate under the terms and conditions of the License Agreement since that time, thus an amendment of the term of the License Agreement to allow for annual renewals upon mutual agreement of the parties would be mutually beneficial to both the City and the Guild;

WHEREAS, on or about June 16, 2015 the Guild and the Foundation merged into a single Arizona non-profit corporation that will provide services supportive to the Museum, including providing services of the same nature as previously made available by the Guild, with the joint entity being titled the Arizona Museum of Natural History Foundation, Inc.; and

WHEREAS, the Guild desires to assign its responsibilities under the License Agreement to the Foundation, the Foundation desires to assume the Guild's responsibilities under the License Agreement, and the City desires to consent to the assignment and assumption between the Guild and the Foundation.

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

Section 1: The City of Mesa consents to an amendment of the term of the License Agreement allowing for annual renewals of the term upon the mutual agreement of the parties.

Section 2: The City of Mesa consents to the Arizona Museum of Natural History Guild, Inc. f/k/a Mesa Southwest Museum Guild assigning its responsibilities under the License Agreement to the Arizona Museum of Natural History Foundation, Inc. and the Arizona Museum of Natural History Foundation, Inc. assuming the responsibilities of the Arizona Museum of Natural History Guild f/k/a Mesa Southwest Museum Guild under the License Agreement.

Section 3: The City Manager, or his designated representative, is hereby authorized and directed on behalf of the City of Mesa to execute as Amendment of License Agreement and Assignment, Assumption, and Consent to Assignment and Assumption Agreement, and any renewals, amendments or modifications thereto with the Arizona Museum of Natural History Guild, Inc. f/k/a Mesa Southwest Museum Guild and the Arizona Museum of Natural History Foundation, Inc. The City Clerk is authorized and directed to attest to the signature of the City Manager thereon.

PASSED AND ADOPTED by the City Council of the City of Mesa, Maricopa County, Arizona this 8th day of July, 2015.

APPROVED:

ATTEST:

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Mayor

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City Clerk