



receiver to convey the real property underlying the Districts together with all rights and interests in the “Master Development Agreement Mesa del Sol Public Improvements Districts 1 through 5 By and Among the City of Albuquerque, New Mexico, Mesa del Sol, LLC, and Mesa del Sol Public Improvement Districts 1 Through 5, with an Effective Date of March 3, 2008, pursuant to the Mesa del Sol Public Improvement Districts 1-5 Notice of Formation Resolution, recorded in the Bernalillo County, New Mexico real estate records on April 13, 2009, as Document No. 2009038714 and all rights and interests in that certain related Bond Anticipation Reimbursement Agreement by and between Mesa del Sol, LLC and Mesa del Sol Public Improvement Districts 1-5 (see Third Amendment to Emergency Order Appointing Receiver filed 2/19/2018); and

WHEREAS through the Foreclosure and a series of transactions (the “Transaction”) the underlying real property and the rights under the District Agreements were conveyed from Seller to MDS Investments, LLC (the “Purchaser”); and

WHEREAS, Section 9.H of the March 3, 2008, Development Agreement provides that the Development Agreement shall not be assigned without the written consent of the City; and

WHEREAS, the Purchaser has presented a form of a Consent to Assignment of the Development Agreements acceptable to the City (the form of Consent to Assignment is attached hereto as Exhibit B); and

WHEREAS, the Purchaser has provided satisfactory evidence to the City that each entity comprising the Seller has disclaimed any interest in the real property underlying the District and any rights under the District Agreements-and other due diligence materials and related studies (collectively the “Due Diligence Documents” attached hereto as Exhibit C).

BE IT RESOLVED BY THE COUNCIL, THE GOVERNING BODY OF THE CITY OF ALBUQUERQUE:

Section 1. Consent to Assignment of the District Agreements. Pursuant to the promises and the acceptance of the obligations referenced in the Consent to Assignment, the City consents to the assignment of the District Agreements to the Purchaser and the Chief Administrative Officer of the City will execute the Consent to Assignment.

Section 2. Repealer. All ordinances or resolutions, or parts thereof in conflict with the provisions of this Resolution, are hereby repealed to the extent only of such inconsistency. This repealer shall not be construed to revive any ordinance or resolution, or part thereof, heretofore repealed.

Section 3. Severability. If any section, paragraph, clause or provision of this Resolution

shall for any reason be held to be invalid or unenforceable, the invalidity or unenforceability of such section, paragraph, clause or provision shall in no manner affect any remaining provisions of this Resolution.