

**RESOLUTION OF THE CITY COUNCIL OF THE CITY OF EL PASO DE ROBLES  
APPROVING AN ASSIGNMENT AND ASSUMPTION AGREEMENT  
BETWEEN CTS, INC., and JAY A. ANDREWS, AS TRUSTEE OF THE  
MICHAEL ERNEST HOLMES IRREVOCABLE TRUST DATED  
JANUARY 22, 1986**

WHEREAS, the City and CTS KEENE, INC., a California corporation, entered into that certain Development Agreement dated as of the 23rd day of March, 1979, (the "Original Agreement") providing for the acquisition and development by CTS KEENE, INC., of certain land described therein as Lots 19 through 25 on Parcel Map 77-163; and

WHEREAS, CTS, INC., an Indiana corporation ("CTS") is the successor in interest to CTS KEENE, INC.; and

WHEREAS, the Original Agreement has been amended and restated in its entirety pursuant to an Amended and Restated Development Agreement between the City and CTS, which Amended and Restated Development Agreement is applicable to that land described as Parcels 24 and 25 only of Parcel Map 77-163 (the "Property"); and

WHEREAS, CTS desires to sell the Property, and to assign its respective interests under the Amended and Restated Development Agreement, to Jay A. Andrews, as Trustee of the Michael Ernest Holmes Irrevocable Trust Dated January 22, 1986 ("Holmes"); and

WHEREAS, Holmes desires to purchase the Property from CTS and to assume all of CTS's obligations and other terms and conditions under the Amended and Restated Development Agreement with respect to the Property; and

WHEREAS, pursuant to Section 13 of the Amended and Restated Development Agreement, CTS may not assign, transfer or convey its rights and obligations thereunder without the prior written approval of the City;

**NOW, THEREFORE, THE CITY COUNCIL OF THE CITY OF EL PASO DE ROBLES DOES HEREBY RESOLVE AS FOLLOWS:**

**Section 1.** The City Council hereby approves the assignment and assumption of CTS's rights and obligations under the Amended and Restated Development Agreement to Jay A. Andrews, as Trustee of the Michael Ernest Holmes Irrevocable Trust Dated January 22, 1986, pursuant to that certain Assignment and Assumption

Agreement between CTS and Holmes, in substantially the form attached hereto as Exhibit A and incorporated herein by reference.

**Section 2.** The Mayor and City Clerk are hereby authorized and directed to execute said Assignment and Assumption Agreement on behalf of the City, subject to any minor, technical, clarifying or conforming changes as may be approved by the City Attorney.

**PASSED AND ADOPTED** this 3rd day of May, 1994, by the following vote:

**AYES:** Heggarty, Macklin, Martin, Picanco, and Iversen

**NOES:** None

**ABSENT:** None

**ABSTAIN:** None

  
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Mayor

**ATTEST:**  
  
\_\_\_\_\_  
City Clerk