

**RESOLUTION OF CITY OF HOLLAND
TO FORM THE WEST MICHIGAN AIRPORT AUTHORITY**

Act 206 of the Public Acts of 1957

At a regular meeting of the Council of the City of Holland, Michigan, held at City Hall, Holland, Michigan, on the 17th day of January 2007 at 7:00 P.M. local time.

PRESENT: Mayor M^cGeehan, Council Members De Boer, Trethewey, Orozco, Vande Vusse, Hoekstra, Dykstra and Kobes.

ABSENT: Council Member Rich.

The following Resolution was offered by Council Member Vande Vusse and supported by Council Member Hoekstra.

RESOLUTION

WHEREAS, the City of Holland ("Holland City") acquired Tulip City Airport in 1986 from Prince Corporation;

WHEREAS, Tulip City Airport has grown steadily during the ensuing years as Holland's/Zeeland's industrial employers have expanded operations locally, nationally, and internationally;

WHEREAS, the Macatawa Area Coordinating Council ("MACC") formed the Area Airport Authority Exploratory Committee ("Committee") in October, 2004 to study the formation of an airport authority under Michigan law;

WHEREAS, the Committee has received input from Holland/Zeeland area employers,

aviation industry leaders, representatives of two (2) existing West Michigan airport authorities, and the general public.

WHEREAS, the Committee obtained research data from a researcher who conducted a Michigan Department of Transportation Community Benefits Assessment (“CBA”) of Tulip City Airport and provided financial and economic data to the Committee.

WHEREAS, the Committee has submitted its report dated October 28, 2005 setting forth the conclusions of the Committee regarding the formation of an airport authority pursuant to Act 206 of the Public Acts of 1957, as amended (the “Act”).

WHEREAS, Holland City, Holland Charter Township (“Holland Township”), City of Zeeland (“Zeeland City”) and the Township of Park (“Park Township”) have passed Resolutions of Intent of their desire to study and potentially form an Airport Authority.

WHEREAS, the Act permits two or more counties, cities, incorporated villages, or townships, or any combination thereof, by Resolution of their respective legislative bodies, to form an airport authority for the purpose of planning, promoting, acquiring, constructing, improving, enlarging, extending, owning, maintaining, and operating the landing, navigational, and building facility necessary thereto for one or more community airports; and

WHEREAS, the City Council of Holland City finds that it is in the best interest of Holland City, in conjunction with Holland Township, Zeeland City, and Park Township to form an airport authority which shall be named and designated as the West Michigan Airport Authority (“Airport Authority”) to operate the Tulip City Airport (“Airport”) pursuant to the Act.

NOW, THEREFORE, be it resolved as follows, pursuant to the Act:

1. That the Council of the City of Holland hereby adopts this Resolution, including

all attachments hereto, which are incorporated herein by reference to form the Airport Authority;

2. That the Airport Authority shall initially consist of the City of Holland, Holland Charter Township, the City of Zeeland, and Park Township (“Members”), or such combination of those units of government which satisfy the “taxable value” formula set forth in paragraph 5(C) of this Resolution. The formation of the Airport Authority shall be subject to the terms and conditions set forth in the Agreement to Form the West Michigan Airport Authority (“Agreement”), and the Bylaws of the West Michigan Airport Authority (“Bylaws”), the terms and conditions of which are incorporated by reference. The name of the Airport for purposes of the operation of the Airport Authority shall be Tulip City Airport or such name as shall be determined by the governing board of the Airport Authority.

3. That a sum of money not to exceed one-tenth (0.10) mill of the taxable value of all non-exempt real and personal property within the City of Holland, Holland Charter Township, the City of Zeeland, and Park Township may be requested and certified by the governing board of the Airport Authority annually, and that the governing bodies of the respective municipalities forming the Airport Authority are authorized to raise by an ad valorem property tax a sum not to exceed one-tenth (0.10) of a mill of the taxable value on all non-exempt real and personal property within their respective jurisdictions as permitted by the Act (“Millage”), subject to the terms and conditions of the Agreement, the terms of which are incorporated by reference. The Millage shall not be levied except upon the approval of the majority of the qualified and registered electors residing in the City of Holland and voting on the Millage as authorized by the Act. The City of Holland shall not pay and contribute revenues to the Authority, other than the Millage, without compliance with Section 2.1(14) of its City

Charter unless the City of Holland amends Section 2.1(14) of its City Charter subsequent to the adoption of this resolution. The terms and conditions of the Millage are also subject to the Agreement and Bylaws, the terms of which are incorporated by reference.

4. The Millage, in whole or in part, as determined by the Airport Authority Board, may be pledged by the governing board of the Airport Authority for the pledge by the Airport Authority Board for the payment of revenue bonds under Act 94 of the Public Acts of 1933, as amended, being Sections 141.1012, 141.139 of the Michigan Compiled Laws.

5. That this Resolution forming the Airport Authority shall be operative upon compliance with the following conditions:

A. That the City of Holland, Holland Charter Township, City of Zeeland, and Park Township (or such combination of units of government satisfying paragraph 5(C) of this Resolution) shall adopt a Resolution of substantially similar terms and conditions on or before February 8, 2007;

B. That a Millage election to authorize the levy of the Millage is held on or before May 8, 2007 or such date as shall be determined by the Authority Board and the Members which shall not be later than November 11, 2008;

C. That the Millage must be approved by the qualified and registered electors residing in the City of Holland and Holland Township, Park Township, and the City of Zeeland which have a combined taxable value equal to or more than the City of Holland, unless Holland Charter Township, Park Township, or the City of Zeeland agree to contribute the amount of the Millage applicable to the taxable value of the respective governing jurisdiction for the term of the Millage. This paragraph incorporates by reference the terms and conditions of the

Agreement and Bylaws.

6. That the adoption of this Resolution is subject to the terms, conditions, and agreements set forth in the following delineated documents, which are also approved:

- Agreement to Form the West Michigan Airport Authority;
- Bylaws of the West Michigan Airport Authority;
- Management Agreement;
- Ground Lease between Holland City and the West Michigan Airport Authority;

7. All Resolutions and parts of Resolutions in conflict with this Resolution are hereby repealed to the extent of such conflict.

After discussion, the vote was:

AYES: Council Members: De Boer, Trethewey, Orozco, Vande Vusse, Hoekstra, Dykstra, Kobes and Mayor M^cGeehan.

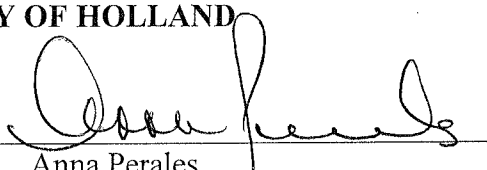
NAYS: None.

ABSENT: Councilmember Rich.

Dated: January 17, 2007

CITY OF HOLLAND

By


Anna Perales

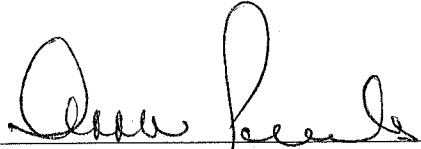
Its Acting Deputy City Clerk

CERTIFICATE

STATE OF MICHIGAN)
)ss
COUNTY OF OTTAWA)

I, the undersigned, the duly qualified and acting Clerk of the Holland City Council, City of Holland, State of Michigan, do hereby certify that the foregoing is a true and complete copy of proceedings taken at a regular City Council Meeting of the Council of the City of Holland, held on the 17th day of January, 2007, insofar as the same relate to the Resolution of the City of Holland to form the West Michigan Airport Authority, the original of which is on file in my office. Public notice of said meeting was given pursuant to and in full compliance with Act 267, Public Acts of 1976, as amended.

IN WITNESS WHEREOF, I have hereunto affixed my official signature this 17th day of January, 2007.



Anna Perales, Acting Deputy City Clerk