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April 29, 2015

18,691

Gunnison County Board of Commissioners
200 E. Virginia Ave
Gunnison, Colorado 81241

via hand delivery

Re: **Gunnison Valley Aviation, LLC**
NOTICE OF ASSIGNMENT OF FBO Master Lease

Dear Sirs/Madam:

Pursuant to paragraph 7.1 of the FBO MASTER OPERATING AGREEMENT AND LEASE dated June 1, 2003, as amended, (the "Lease") the Operator, Gunnison Valley Aviation, LLC, and its related entities which own and operate the facilities at the Gunnison FBO, hereby request Gunnison County's consent to an assignment of the Lease to AvFlight Corporation in connection with the Operator's sale of its FBO assets to AvFlight Corporation, which closing is scheduled to occur on or before **May 31, 2015**. Attached is a draft Assignment and Consent.

The Lease provides:

VII. ASSIGNMENT AND SUBLETTING

7.1 Assignment and Subletting. Operator shall not at any time assign or sublet its rights or obligations under this Agreement or any part thereof without the written consent of the County. No such assignment or subletting shall release Operator from its obligations under this Agreement. All subcontracts or assignments to perform the obligations of Operator hereunder shall be filed with and shall be subject to the approval of the County, which approval shall not be unreasonably withheld. Notwithstanding the foregoing, upon notice to the County, Operator shall have the right to assign all or part of its rights and obligations under this Agreement to an entity in which Operator or its principal members, E. Patrick Wiesner and Richard B. Hayes have a controlling interest.

Please schedule this matter on the next Board of County Commissioners Meeting agenda for action, and feel free to contact me if you have any questions or need additional information.

Sincerely,

Michael C. Dawson

cc: David Baumgarten, Gunnison County Attorney
Gunnison Valley Aviation, LLC

ASSIGNMENT OF FBO MASTER OPERATING AGREEMENT AND LEASE

THIS ASSIGNMENT AND ASSUMPTION, dated as of June 1, 2015 (the "Closing Date"), confirms the assignment and delegation by GUNNISON VALLEY AVIATION, LLC ("Seller") and the acceptance and assumption by AVFLIGHT GUNNISON CORPORATION ("Purchaser") of all rights of the Seller under the FBO MASTER OPERATING AGREEMENT AND LEASE dated June 1, 2003, as amended, between The Board of County Commissioners of Gunnison County, Colorado and the Seller (the "Airport Agreement") for land located at the Gunnison/Crested Butte Regional Airport and all obligations of the Seller under that Airport Agreement to the extent attributable to periods from and after the date of this ASSIGNMENT AND ASSUMPTION. This assignment, delegation, acceptance and assumption are effective as of 12:01 a.m. on the Closing Date. Seller remains liable for payment and performance of all obligations under the Airport Agreement attributable to periods prior to the Closing Date. Purchaser is liable for the payment and performance of all obligations under the Airport Agreement attributable to periods from and after the Closing Date. This ASSIGNMENT AND ASSUMPTION is pursuant to and is subject to all representations, warranties and waivers made by Seller and the Purchaser in the FBO TRANSFER AGREEMENT dated as of May __, 2015.

EXECUTED as of the date first written above.

GUNNISON VALLEY AVIATION, LLC	AVFLIGHT GUNNISON CORPORATION
By:_____	By: _____
Richard B. Hayes, Managing Member	Craig R. Sincock, Chairman

CONSENT OF GUNNISON COUNTY, COLORADO
TO ASSIGNMENT AND ASSUMPTION

The Board of County Commissioners hereby consents to the assignment of the Airport Agreement under paragraph 7.1 of the Airport Agreement and releases Seller only for payment and performance of all obligations under the Airport Agreement attributable to periods on or after the Closing Date. Gunnison County will hold Purchaser liable for the payment and performance of all obligations under the Airport Agreement attributable to periods from and after the Closing Date.

BOARD OF COUNTY COMMISSIONERS
OF THE COUNTY OF GUNNISON, COLORADO

By:_____
Paula Swenson, Chairperson

ATTEST:

_____
Deputy County Clerk