

ORIGINAL

AMENDMENT #1 TO
THE AMENDED AND RESTATED
JOINT POWERS AIRPORT AUTHORITY AGREEMENT

This Amendment #1 ("Amendment") to the Amended and Restated Joint Powers Airport Authority Agreement (the "Agreement") dated May 22, 2006, is made and entered into as of 15th day of July, 2009 pursuant to Arizona Revised Statutes Title 28, Chapter 25, Article 8, and the terms of the Agreement, by and among the Town of Gilbert, an Arizona municipal corporation ("Gilbert"), the City of Mesa, an Arizona municipal corporation, ("Mesa"), the Town of Queen Creek, an Arizona municipal corporation ("Queen Creek"), the Gila River Indian Community ("Community") and the City of Phoenix, an Arizona municipal corporation ("Phoenix"), collectively the "Parties".

The Parties to the Agreement agree to this Amendment as follows:

1. The official legal name of the Joint Powers Airport Authority formed pursuant to Arizona law and the Agreement shall be the Phoenix-Mesa Gateway Airport Authority.
2. All references to the Joint Powers Airport Authority and/or Airport Authority in the Agreement shall, from the effective date of this Amendment, be to the Phoenix-Mesa Gateway Airport Authority.
3. All other Terms and Conditions of the Agreement remain in full force and effect.
4. The Amendment has been reviewed by legal counsel to each party hereto prior to its approval and execution, to determine whether it is in proper form and within the powers and authority granted under the Agreement and applicable Arizona law.
5. This Amendment shall be effective (the "Effective Date") on the approval of the Amendment by all parties to the Agreement and Amendment, and the later of its filing with the Arizona Secretary of State and the Maricopa County Recorder.

Attest:

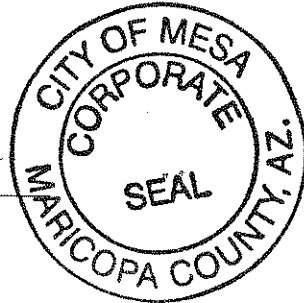
TOWN OF GILBERT

By Catherine Campbell By John J...

Attest:

CITY OF MESA

By Michael Clappell By [Signature]



Attest:

TOWN OF QUEEN CREEK

By Jennifer Robinson By [Signature]

Attest:

GILA RIVER INDIAN COMMUNITY

By [Signature] By [Signature]

Attest:

CITY OF PHOENIX

By Blaine Paniagua By [Signature]



CITY CLERK DEPT.
2009 JUN 23 PM 3:00

DETERMINATION OF LEGAL COUNSEL

The foregoing Amendment has been reviewed by the undersigned attorneys who have determined that it is in proper form and within the power and authority granted under the applicable laws of each party.

7/17/09
Date

[Signature]
Gila River Indian Community Attorney

7/2/09
Date

[Signature]
Gilbert Town Attorney

5/21/09
Date

[Signature]
Mesa City Attorney

6/18/09
Date

ACTING [Signature]
Phoenix City Attorney

6/2/09
Date

[Signature]
Queen Creek Town Attorney

7/27/09
Date

[Signature]
Phoenix-Mesa Gateway Airport Authority Attorney

No. 30942

Filed with the Secretary of State

Date Filed: 7/30/09

[Signature]
Secretary of State

By: [Signature]