

Exhibit E

CERTIFIED COPY OF RESOLUTION OF PURCHASER'S BOARD OF DIRECTORS

**RESOLUTION NO. 2022-07
OF THE
JACKSON HOLE AIRPORT BOARD**

**RE: (1) ASSET PURCHASE AGREEMENT WITH JACKSON HOLE AVIATION, LLC,
AND (2) INTENT TO EXERCISE PROPRIETARY EXCLUSIVE RIGHT TO OPERATE FBO
SERVICES AND FACILITIES ON THE AIRPORT**

December 14, 2022

The Jackson Hole Airport Board (the "**Board**"), a body corporate, organized under the laws of Wyoming, finds that:

WHEREAS, Wyoming law grants municipal corporations and counties, acting singly or jointly, broad authority to develop, maintain, and operate airports and attendant facilities, including authority to:

- a. Acquire, by lease, purchase, or otherwise, lands and other property for airport purposes, and to construct, maintain and operate these facilities for the landing, housing, care, and departure of aircraft;
- b. Construct, maintain, and operate terminal offices; maintenance, repair and assembly shops; accommodations for mail, freight, and express services; and all other attendant facilities; and
- c. Do all things necessary in the discretion of the city, town or county governing authority for the purpose of making effective these powers.

WHEREAS, FBO services include the servicing, repair, operation, fueling, and storage of aircraft and, the provision of such FBO services is within such authority and powers;

WHEREAS, such authority and powers granted to municipal corporations and counties may be vested in an airport board, the Town of Jackson and County of Teton have in fact vested such power and authority in the Board, and the Board may therefore lawfully provide the commercial aeronautical services typically offered by an FBO, and appoint its own personnel necessary to provide such services;

WHEREAS, the Board has entered into an Agreement with the United States Department of the Interior, dated April 27, 1983, as amended, which authorizes the Board to provide certain specifically enumerated services to the public, and other "goods and services at the airport which are customary and usual for airports of [the Airport's] class and size and which are, to the maximum extent practicable, compatible with the purposes of Grand Teton National Park," and FBO services are among those services specifically authorized by such Agreement;

WHEREAS, the terms of the Board's grant agreements with the Federal Aviation Administration generally prohibit the Board from granting anyone an "exclusive right" for the use of the Airport to provide

aeronautical services to the public, but contain an exception to the extent the Board itself exercises an exclusive right, which exception is generally referred to as the sponsor’s “proprietary exclusive” right; and

WHEREAS, the Board’s entry into the Asset Purchase Agreement with Jackson Hole Aviation LLC, in substantially the form attached hereto as **Exhibit A** (the “**APA**”), and upon the closing of the purchase and sale contemplated by the APA, the exercise of its proprietary exclusive right to offer all FBO services on the Airport, would allow for better efficiency and safety of operations on the general aviation ramp and at the fuel facility, avoid the cost of constructing duplicate FBO facilities, permit the Board to achieve a good return on its investment – helping to assure the Airport can fund needed capital improvements and remain financially self-sufficient, and would therefore be in the best interests of the Airport and the public.

NOW THEREFORE, in open meeting and on motion made, seconded and unanimously adopted, the Jackson Hole Airport Board hereby resolves as follows:

1. The APA, in substantially the form attached hereto as **Exhibit A**, together with all other documents referenced in and attached to the APA as the exhibits (the “**Ancillary Documents**”), and all of the transactions contemplated by the APA and Ancillary Documents, are hereby approved and the Board is authorized to enter into the APA and perform the obligations described therein.

2. The Board President is authorized, empowered and directed to execute and deliver in the name and on behalf of this Board the APA and Ancillary Documents, each with such changes as the President may approve, such approval to be conclusively evidenced by his signature thereto.

3. The officers of the Board are authorized and directed to execute and deliver in the name and on behalf of the Board any and all documents and instruments and to take any and all actions contemplated by the APA and the Ancillary Documents, to deliver such closing certificates, instruments of transfer and assignment as they deem appropriate, and to take in the name of and on behalf of the Board any and all actions necessary and desirable to effectuate the transactions contemplated by the APA, the Ancillary Documents or the foregoing resolutions.

4. Effective upon closing of the purchase and sale contemplated by the APA, the Board shall exercise its proprietary exclusive right to provide FBO services and operate FBO facilities on the Airport, and in that regard to be the exclusive provider of aviation fuel storage and into-plane sale of aviation fuel, aviation ramp services, aircraft maintenance and repair services and aircraft hangaring services on the Airport. Said exclusive right shall not extend to non-FBO aeronautical services such as aircraft catering services, aircraft cleaning and detailing services, the transportation of persons or property from aircraft landed, aircraft charter, flight instruction or scenic flights at and from the Airport.

Adopted by the Board in open and public meeting this 14th day of December, 2022.

JACKSON HOLE AIRPORT BOARD

ATTEST:

DocuSigned by:
George Robert Wallace
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Rob Wallace, Secretary

DocuSigned by:
Robert McLaurin
By: _____
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Robert McLaurin, President