

AN ORDINANCE 2013-05-30-0378

**AUTHORIZING THE TERMS OF THE ASSIGNMENT AND ASSUMPTION AGREEMENT TRANSFERRING ALL OBLIGATIONS AND LIABILITIES OF THE CONTRACT WITH SRA INTERNATIONAL, INC. TO EXELIS, INC. FOR NOISE AND OPERATIONS MONITORING SYSTEM AT SAN ANTONIO INTERNATIONAL AIRPORT.**

\* \* \* \* \*

**WHEREAS**, in December 2003 the City entered into an agreement with Rannoch Corporation for a Noise and Operating System (NOMS) at San Antonio International Airport which (the NOMS Agreement) was later assigned to ERA Systems Corporation, which subsequently was acquired by SRA International, Inc., which sold its interest and obligations in the agreement to ITT Corporation (ITT); and

**WHEREAS**, ITT and Exelis, Inc. (Exelis) have executed the Assignment and Assumption Agreement whereby Exelis assumes all of the ITT's obligations and liabilities under the NOMS Agreement; and

**WHEREAS**, it is necessary to authorize the terms of the Assignment and Assumption Agreement to complete the transfer of all obligations and liabilities under the NOMS Agreement from ITT Corporation to Exelis, Inc.; **NOW THEREFORE:**

**BE IT ORDAINED BY THE CITY COUNCIL OF THE CITY OF SAN ANTONIO:**

**SECTION 1.** The terms of an Assignment and Assumption Agreement transferring all obligations and liabilities of the Noise and Monitoring Agreement at San Antonio International Airport are approved. The City Manager or her designee is hereby authorized to execute the Assignment and Assumption Agreement, a copy of which is set out in **Exhibit 1**.

**SECTION 2.** This Ordinance shall be effective immediately upon the receipt of eight affirmative votes; otherwise, it is effective ten days after passage.

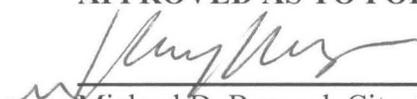
**PASSED and APPROVED** this 30<sup>th</sup> day of May, 2013.

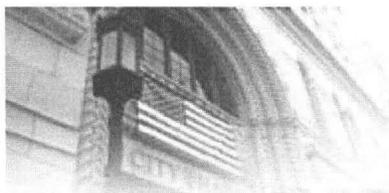
  
M A Y O R  
Julián Castro

**ATTEST:**

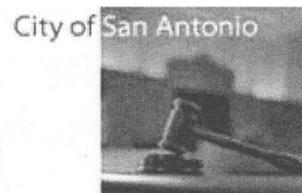
  
Deticia M. Vacek, City Clerk

**APPROVED AS TO FORM:**

  
Michael D. Bernard, City Attorney



Request for  
**COUNCIL  
ACTION**



## Agenda Voting Results - 29A

<b>Name:</b>	6, 7, 8, 9A, 9B, 11, 12, 13, 14, 15A, 15B, 16A, 16B, 16C, 17, 18, 20A, 20B, 20C, 21, 22, 25, 26, 27, 28, 29A, 29B, 30A, 30B						
<b>Date:</b>	05/30/2013						
<b>Time:</b>	10:49:32 AM						
<b>Vote Type:</b>	Motion to Approve						
<b>Description:</b>	An Ordinance consenting to the assignment of a contract with SRA International, Inc. to Exelis Inc.						
<b>Result:</b>	Passed						
Voter	Group	Not Present	Yea	Nay	Abstain	Motion	Second
Julián Castro	Mayor		x				
Diego Bernal	District 1		x				
Ivy R. Taylor	District 2		x				
Leticia Ozuna	District 3		x				
Rey Saldaña	District 4		x				x
David Medina Jr.	District 5		x				
Ray Lopez	District 6		x				
Cris Medina	District 7		x				
W. Reed Williams	District 8		x			x	
Elisa Chan	District 9		x				
Carlton Soules	District 10	x					

# **EXHIBIT 1**

## ASSIGNMENT & ASSUMPTION AGREEMENT

### (Noise and Operations Monitoring at San Antonio International Airport)

THIS AGREEMENT is made as of the date last signed (hereinafter "Execution Date"), **SRA International, Inc., hereinafter "Assignor,"** having its principal office at 4300 Fair Lakes Court, Fairfax, VA 22033, **Exelis Inc., the "Assignee"** having a place of business at 12975 Worldgate Dr. Herndon, Virginia 20170, (hereinafter "Exelis"), and the City of San Antonio (hereinafter "City").

IN CONSIDERATION OF the promises and mutual covenants and agreement contained herein, the Parties agree as follows:

1. On December 2, 2003, City entered into an agreement with Rannoch Corporation ("Agreement") for a Noise and Operations Monitoring System (NOMS). Rannoch Corporation subsequently assigned the Agreement to Era Systems Corporation ("Era") as part of a merger. Era Systems Corporation was subsequently acquired by SRA International, Inc. ("SRA" or "Assignor") and the Agreement was assigned to SRA thereafter. In November 2010, SRA International, Inc. sold its interest and obligation in certain contracts to ITT Corporation including this Agreement.

On January 12, 2011, ITT Corporation announced that it would conduct a tax-free spin-off of ITT Defense, resulting in ITT Defense becoming an independent publically-traded company effective October 31, 2011, named **Exelis Inc.** ITT Defense, including, without limitation, all of its current resources and personnel, remains wholly with Exelis Inc., a publically traded company.

At this time the Parties desire to assign this Agreement from Assignor to Exelis, Inc. ("Assignee" ) and obtain the City's consent for such assignment.

2. Assignee proposes to undertake all of Assignor's Interests and all of its obligations first occurring after the effective date of the assignment of the Agreement without waiving the Assignor's obligations to City that existed prior to the effective date of the assignment.
3. The Assignor does hereby assign, transfer and set over to the Assignee, to its own proper use, benefit, the Agreement, to have and to hold the same unto the Assignee, from the Execution date, for and during all the rest, residue and remainder of the term of the Agreement, subject to all the terms, provisions, covenants and conditions therein contained.
4. City hereby consents to the assignment of the Agreement from Assignor to Assignee.
5. The Assignee does hereby assume the performance of and does hereby agree to perform all the terms, provisions, covenants and conditions thereunder, as though the Assignee were the original signatory to the Agreement.

