



**SANTA MARIA PUBLIC AIRPORT DISTRICT  
BOARD OF DIRECTORS**

**Tuesday  
August 4, 2020**

**Virtual Meeting  
Zoom Meeting: [Zoom.us](https://zoom.us)  
Meeting ID: [864 5271 5594](https://zoom.us/j/86452715594)  
Meeting Password: 296528  
7:00 P.M.**

**SPECIAL MEETING  
A G E N D A**

***This agenda is prepared and posted pursuant to the requirements of the California Government Code Section 54954.2. By listing a topic on this agenda, the Santa Maria Public Airport District has expressed its intent to discuss and act on each item. The Santa Maria Public Airport District welcomes orderly participation at its meetings from all members of the public. This includes assistance under the Americans with Disabilities Act to provide an equally effective opportunity for individuals with a disability to participate in and benefit from District activities. To request assistance with disability accommodation, please call (805) 922-1726. Notification at least 48 hours prior to the meeting would enable the Santa Maria Public Airport District to make reasonable arrangements to ensure accessibility to this meeting.***

**CALL TO ORDER**

**PLEDGE OF ALLEGIANCE**

**ROLL CALL: Adams, Brown, Rafferty, Engel, Baskett**

- 1. PUBLIC SESSION:** Statements from the public will be heard during public session. Requests requiring board action will be referred to staff and brought on the next appropriate agenda. Members of the public may use the “raise hand” feature to be put in a speaking queue. Public comment will be limited to three (3) minutes. If a speaker continues speaking after being notified of the end of their public comment period, the meeting Host will mute the speaker and move on to the next person in the queue.

**Please raise your hand in the following ways:**

**Telephone:** Press “\*9” to raise your hand and notify the meeting Host. You will be placed in the queue and unmuted, in order, so that you may provide public comment.

**Computer and Mobile:** Click the “raise hand” button to notify the Host. You will be placed in the queue and unmuted, in order, so that you may provide public comment.

2. **CONSENT TO ASSIGNMENT OF ENGLISH AIR SERVICE, INC., A CALIFORNIA CORPORATION TO ENGLISH AIR SERVICE LLC, A CALIFORNIA LIMITED LIABILITY COMPANY.**
3. **AUTHORIZATION FOR THE PRESIDENT AND SECRETARY TO EXECUTE THE LANDLORD WAIVER FOR THE ENGLISH AIR SERVICE LEASE LOCATED AT 3409 CORSAIR CIRCLE.**
4. **DIRECTORS' COMMENTS.**
5. **ADJOURNMENT.**

**PLAN OF CONVERSION  
FOR CONVERTING  
ENGLISH AIR SERVICE, INC.  
a California corporation  
TO  
ENGLISH AIR SERVICE LLC,  
a California limited liability company**

This Plan of Conversion is adopted as of the date below, to convert ENGLISH AIR SERVICE, INC., a California corporation (the "Converting Entity"), to ENGLISH AIR SERVICE LLC, a California limited liability company (the "Converted Entity").

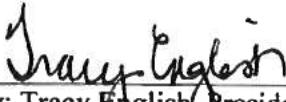
1. Converted Entity will be a limited liability company organized under the laws of the State of California.
2. Converting Entity is a corporation organized under the laws of the State of California.
3. Converting Entity shall be converted into Converted Entity.
4. The parties acknowledge and agree that English Air Holdings, Inc., a California corporation is the sole shareholder of the Converting Entity owning 1,000 shares (a 100% ownership interest in the Converting Entity). Each outstanding one percent (1%) ownership interest in Converting Entity shall be converted to a one percent (1%) membership interest in Converted Entity as set forth in **Exhibit A**.
5. The Articles of Organization - Conversion for Converted Entity are attached as **Exhibit B**.
6. The Operating Agreement of Converted Entity is attached as **Exhibit C**.
7. The sole shareholder of Converting Entity shall, from time to time, as and when requested by the manager of the Converted Entity, execute and deliver all such further documents and instruments and take such other further action as may be necessary or desirable to carry out the intent and purposes of this Plan of Conversion.
8. This Plan of Conversion has been duly approved by the sole shareholder of the Converting Entity as follows: one hundred percent (100%) of all ownership interests (common stock) have voted in favor of this conversion.
9. This Plan of Conversion may be executed in any number of counterparts and delivered by facsimile or other means of electronic transmission, each of which shall be deemed an original, and all of which shall constitute one and the same Plan of Conversion.

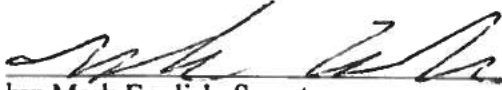
IN WITNESS WHEREOF, the undersigned have caused this Plan of Conversion to be executed as of the date set forth below.

*[Signatures follow on next page.]*

Dated as of: May 23, 2017

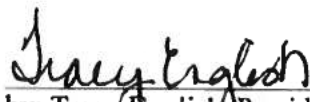
"CONVERTING ENTITY"  
ENGLISH AIR SERVICE, INC.,  
a California corporation

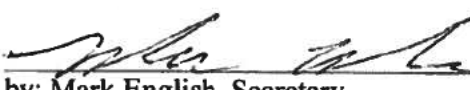
  
by: Tracy English, President

  
by: Mark English, Secretary

Approved by Sole Shareholder of Converting Entity:

ENGLISH AIR HOLDINGS, INC.,  
A California corporation

  
by: Tracy English, President

  
by: Mark English, Secretary  
ASSISTANT

**EXHIBIT A**

**CONVERTED ENTITY  
MEMBERSHIP INTEREST OWNERSHIP  
AFTER CONVERSION**

**ENGLISH AIR SERVICE LLC  
MEMBERS' PERCENTAGE INTERESTS**

<b><u>Member</u></b>	<b><u>Ownership Interest in English Air Service, Inc. (before conversion)</u></b>	<b><u>Percentage Interest in English Air Service LLC (after conversion)</u></b>
English Air Holdings, Inc.	100%	100%

**EXHIBIT B**

**ARTICLES OF ORGANIZATION - CONVERSION OF  
ENGLISH AIR SERVICE LLC**



State of California  
Secretary of State

Limited Liability Company  
Articles of Organization - Conversion

LLC-1A

File #

201714410095

FILED  
Secretary of State  
State of California  
MAY 23 2017

61401459

IMPORTANT — Read all instructions before completing this form.

This Space For Filing Use Only

Converted Entity Information

1. Name of Limited Liability Company (The name must include the words Limited Liability Company or the abbreviations LLC or L.L.C. The words Limited and Company may be abbreviated to Ltd. and Co., respectively.)

ENGLISH AIR SERVICE LLC

2. The purpose of the limited liability company is to engage in any lawful act or activity for which a limited liability company may be organized under the California Revised Uniform Limited Liability Company Act.

3. The limited liability company will be managed by (check only one):



One Manager



More Than One Manager



All Limited Liability Company Member(s)

4. Initial Street Address of Limited Liability Company's Designated Office in CA

City

State

Zip Code

SANTA MARIA

CA

93455

5. Initial Mailing Address of Limited Liability Company, if different from Item 4

City

State

Zip Code

6. Initial Agent for Service of Process: Item 6a: List the name of an individual or a corporation registered in CA under California Corporations Code section 1505 that agrees to be your agent for service of process. You may not list the converted entity as the agent. Item 6b: If the agent is an individual, list the agent's CA business or residential street address. Item 6c: If the agent is an individual and the converting entity is a CA corporation, limited partnership or general partnership, list the agent's mailing address. Do not list an address if the agent is a CA registered corporate agent as the address for service of process is already on file.

- a. Name of Agent For Service of Process

TRACY ENGLISH

- b. If an individual, Street Address of Agent for Service of Process - Do not list a P.O. Box

City

State

Zip Code

SANTA MARIA

CA

93455

- c. If an individual, Mailing Address of Agent for Service of Process

City

State

Zip Code

SANTA MARIA

CA

93455

Converting Entity Information

7. Name of Converting Entity

ENGLISH AIR SERVICE, INC.

8. Form of Entity

CORPORATION

9. Jurisdiction

CALIFORNIA

10. CA Secretary of State File Number, if any

1736609

11. The principal terms of the plan of conversion were approved by a vote of the number of interests or shares of each class that equaled or exceeded the vote required. If a vote was required, the following was required for each class:

The class and number of outstanding interests entitled to vote.  
Common Stock: 1,000 shares

AND

The percentage vote required of each class.  
100%

Additional Information

12. Additional information set forth on the attached pages, if any, is incorporated herein by this reference and made part of this certificate.

13. I certify under penalty of perjury that the contents of this document are true. I declare I am the person who executed this instrument, which execution is my act and deed.

Tracy English

Signature of Authorized Person

Signature of Authorized Person

TRACY ENGLISH, President

Type or Print Name and Title of Authorized Person

MARK ENGLISH, Secretary

Type or Print Name and Title of Authorized Person



I hereby certify that the foregoing  
transcript of 1 page(s)  
is a full, true and correct copy of the  
original record in the custody of the  
California Secretary of State's office.

MAY 24 2017

Date: \_\_\_\_\_



ALEX PADILLA, Secretary of State



## CONSENT OF LANDLORD

The Santa Maria Public Airport District (the "District"), Landlord of the lease executed by the District July 27, 2017 with English Air Service, Inc., a California Corporation, hereby consents to the above assignment and assumption to English Air Service, LLC., a California Limited Liability Company. District's consent to this assignment shall in no way be deemed a waiver of its rights under the lease agreement to refuse consent to any further assignment or as the waiver or modification of any other terms of the lease. All provisions of the lease remain in full force and effect and the assignee agrees to be responsible for any breaches of the lease that predate this consent.

**Dated: August 4, 2020**

APPROVED AS TO CONTENT  
FOR DISTRICT

\_\_\_\_\_  
Chris Hastert, General Manager

APPROVED AS TO FORM FOR  
DISTRICT

\_\_\_\_\_  
District Counsel

**DISTRICT:**

SANTA MARIA PUBLIC AIRPORT DISTRICT

\_\_\_\_\_  
Chuck Adams, President

\_\_\_\_\_  
Hugh Rafferty, Secretary

**Assignor:**

English Air Service, Inc., a California Corporation

\_\_\_\_\_  
Tracy English, President

\_\_\_\_\_  
Mark English, Assistant Secretary

**Assignee:**

English Air Service, LLC., a California Limited  
Liability Company

\_\_\_\_\_  
Tracy English, President

\_\_\_\_\_  
Mark English, Assistant Secretary

**Landlord's Waiver**

**Loan:** **English Air Service**

**Lender:** Live Oak Banking Company  
1741 Tiburon Drive  
Wilmington, NC 28403

**Borrower (Lessee):** **English Air Service, Inc.**

**Lessor:** **Santa Maria Public Airport District**

**Lease Dated:** July 27, 2017

**Premises:** **3409 Corsair Circle, Santa Maria, CA 93455**

Lessor certifies to the Lender as follows:

1. Lessor agrees that in the event of any default by Tenant under the lease, it will not terminate the lease without giving Lender a sixty (60) day prior written notice by certified mail of such action at the above address. Lender shall have the right to cure such default during the applicable cure period provided to Tenant under the lease.
2. Lessor shall grant access to the premises to Lender for purposes of removal by Lender of any property subject to Lender's security interest with the understanding that Lender shall have the obligation to repair any damage to premises during the removal. Lender shall remove all such property within sixty (60) days after termination of the lease.

Date: \_\_\_\_\_

Lessor: Santa Maria Public Airport District

By: \_\_\_\_\_

\_\_\_\_\_  
Name and Title