AMENDED

CITY OF EL PASO, TEXAS
DEPARTMENT HEAD'S SUMMARY REQUEST FOR COUNCIL ACTION (RCA)

DEPARTMENT: **AIRPORT**
AGENDA DATE: **April 12, 2005**
CONTACT PERSON/PHONE: **Patrick T. Abeln, A.A.E. – 780-4724**
DISTRICT(S) AFFECTED: 3

SUBJECT:
AUTHORIZE the City Manager to sign four separate Lessor's Approval of Assignments from Superior Aviation Fuel Enterprises, Assignor, to Trajen Flight Support, LP, Assignee, covering the following Leases:

Old Fixed Base Operators Facility (FBO) lease located at 6775 Convair Rd.;
New FBO Site Lease located at 1751 Shuttle Columbia Drive;
Old Fuel Site Lease located at 7623 and 8201 Boeing Drive; and
New Fuel Site Lease located at the new air cargo facility at 301 George Perry Blvd.

BACKGROUND / DISCUSSION:
Superior has entered into an agreement to sell the above referenced leasehold improvements and has requested these leases be assigned to Trajen. The purpose of these assignments is to assign all rights and obligations under the lease agreements to Trajen. Further, Trajen Holdings, Inc., a Delaware corporation guarantees payment of rent to the Lessor .
The Department of Aviation has been planning the relocation of our F.B.O. operations to a new site located at the base of the control tower.
The reasons for this relocation include:

1. A requirement to provide additional automobile parking for our terminal operations.
2. A security need to separate general aviation traffic from the air carrier terminal operations. Increasing security concerns have placed even greater emphasis on this issue.
3. A need to provide additional operating area for general aviation traffic.
4. A need to update and modernize facilities that are in excess of 40 years of age.

PRIOR COUNCIL ACTION:
Has the Council previously considered this item or a closely related one? If so, when?
No.

AMOUNT AND SOURCE OF FUNDING:
How will this item be funded? Has the item been budgeted? If so, identify funding source by account numbers and description of account. Does it require a budget transfer?
N/A. These are revenue-generating leases.

BOARD / COMMISSION ACTION:
These four Lessor's Approval of Assignment were presented to the Airport Advisory Board on March 17, 2005 and were approved unanimously.

COUNCIL ACTION REQUIRED: City Council did not delegate the authority to sign airport leases, concession agreements or operating agreements.

**********REQUIRED AUTHORIZATION**********

LEGAL: (if required) Sylvia Borunda Firth, Asst. City Attorney **FINANCE:** (if required) _____

OTHER: Patrick T. Abeln, A. A. E., Director of Aviation _____
(Example: if RCA is initiated by Purchasing, client department should sign also)
Information copy to appropriate Deputy City Manager

APPROVED FOR AGENDA:

CITY MANAGER: _____ **DATE:** _____

RESOLUTION

BE IT RESOLVED BY THE CITY COUNCIL OF THE CITY OF EL PASO:

That the City Manager be authorized to sign a Lessor's Approval of Assignment by and between the City of El Paso ("Lessor"); Superior Aviation Fuel Enterprises, L.L.C. ("Assignor"); Trajen Flight Support, LP (Assignee"); and Trajen Holdings, Inc. ("Guarantor") with regard to the Fixed Base Operators Lease Agreement effective September 1, 2003, covering the property described as a parcel of property known as Site 3, El Paso International Airport Tracts, Unit 11, El Paso County, Texas, containing 435,542.892 square feet of land and municipally known and numbered as 1751 Shuttle Columbia Drive, El Paso, Texas.

ADOPTED this the 12th day of April 2005.

THE CITY OF EL PASO

Joe Wardy
Mayor

ATTEST:

Richarda Duffy Momsen
City Clerk

APPROVED AS TO FORM:

Sylvia Borunda Firth
Assistant City Attorney

APPROVED AS TO CONTENT:

Patrick T. Abeln, A. A. E.
Director of Aviation

ORIGINATING DEPARTMENT: AIRPORT

#10651/SFIR/Airport/1/LAA Trajen
New FBO

STATE OF TEXAS §
§
COUNTY OF EL PASO §

LESSOR'S APPROVAL OF ASSIGNMENT

The City of El Paso ("Lessor") entered into a Fixed Base Operators Lease Agreement effective September 1, 2003 ("Lease") with Superior Aviation Fuel Enterprises, L.L.C. ("Assignor") covering the following described property:

> **A parcel of property known as Site 3, El Paso International Airport Tracts, Unit 11, El Paso County, Texas, containing 435,542.892 square feet of land and municipally known and numbered as 1751 Shuttle Columbia Drive, El Paso, Texas ("Premises").**

1. **CONSENT TO ASSIGNMENT.** Lessor hereby approves and consents to the assignment of the Lease from Assignor to Trajen Flight Support, LP ("Assignee"), on the condition that Assignee assumes and becomes liable to pay any and all sums owing or becoming due Lessor under terms of the Lease from and after the effective date of the assignment of the Lease to Assignee, and upon the further condition that Assignee agree to accept and abide by all the terms, covenants, and conditions of the Lease.

2. **PROOF OF INSURANCE AND INDEMNIFICATION.** Assignee has provided a certificate of insurance to evidence compliance with the insurance requirements of the Lease and expressly agrees to be bound by the indemnification provisions contained in the Lease.

3. **GUARANTOR.** As additional consideration for the Lessor's consent for the assignment, Trajen Holdings, Inc., a Delaware corporation ("Guarantor") guarantees payment of rent to the Lessor and shall remain fully liable for the prompt and complete performance of any and all obligations arising, or to arise, under the Lease, including the obligation to construct improvements.

4. **RATIFICATION OF LEASE.** No provision of this consent alters or modifies any of the terms and conditions of the Lease. Except as expressly modified herein, all terms and conditions of the Lease shall remain in full force and effect.

5. **ADDRESS FOR NOTICE.** Notices to Assignee shall be sufficient if sent by certified mail, postage prepaid, addressed to:

Trajen Flight Support, LP
3131 Briarcrest, Suite 100
Bryan, Texas 77802
ATTN: John W. Clanton

6. **AUTHORIZED REPRESENTATIVE.** The person signing this Lessor's Approval of Assignment on behalf of the Assignee represents and warrants that he or she has the authority legally to bind the Assignee to the provisions of this Lessor's Approval of Assignment.

7. **NON-WAIVER.** The Lessor's Approval of Assignment hereby given by Lessor shall not end the need for Lessor's consent for any future assignments.

The parties have executed this Lessor's Approval of Assignment hereto this 12th day of April 2005.

LESSOR: CITY OF EL PASO:

By: _____
Joyce Wilson
City Manager

APPROVED AS TO FORM:

Sylvia Borunda Firth
Assistant City Attorney

APPROVED AS TO CONTENT:

Patrick T. Abeln, A.A.E.
Director of Aviation

(SIGNATURES CONTINUE ON FOLLOWING PAGE)

ATTEST:

_____

Printed Name: _____

ASSIGNOR: SUPERIOR AVIATION FUEL ENTERPRISES, L.L.C.

By: _____

Printed Name: Gerald S. Sarvadi

Title: President

ATTEST:

_____

Printed Name: _____

ASSIGNEE: TRAJEN FLIGHT SUPPORT, LP, Delaware Limited Partnership
By: Trajen FBO, LLC, its general partner

By: _____

Printed Name: Dan Bucaro

Title: Authorized Person

ATTEST:

_____

Printed Name: _____

GUARANTOR: TRAJEN HOLDINGS, INC.

By: _____

Printed Name: Dan Bucaro

Title: CEO

ACKNOWLEDGEMENT

THE STATE OF Florida)
)
COUNTY OF St. Johns)

This instrument was acknowledged before me on this 1ST day of April, 2005, by Gerald S. Sarvadi as President of Superior Aviation Fuel Enterprises, L.L.C. ("Assignor").

_____
Notary Public, State of Florida

My Commission Expires: 5/3/08

MELANIE ZADRA
Comm# DD0315609
Expires 5/3/2008
Bonded thru (800)432-4254
Florida Notary Assn., Inc

(ACKNOWLEDGMENTS CONTINUE ON FOLLOWING PAGE)

#10651/SFIR/Airport/1/LAA Trajen
New FBO

ACKNOWLEDGEMENT

THE STATE OF TEXAS)
)
COUNTY OF EL PASO)

This instrument was acknowledged before me on this 30th day of March 2005, by Dan Bucaro as Authorized Person of Trajen Flight Support, LP, a Delaware Limited Partnership ("Assignee").

Kathryn Murphy
Notary Public, State of Texas

My Commission Expires: 02-11-07

KATHRYN MURPHY
NOTARY PUBLIC
State of Texas

ACKNOWLEDGEMENT

THE STATE OF TEXAS)
)
COUNTY OF EL PASO))

This instrument was acknowledged before me on this 30th day of March 2005, by Don Bucaro as CEO of Trajen Holdings, Inc., a Delaware Corporation ("Guarantor").

Kathryn Murphy
Notary Public, State of Texas

My Commission Expires: 02-11-07

KATHRYN MURPHY
NOTARY PUBLIC
State of Texas