

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

DEPARTMENT: Airport
AGENDA DATE: October 6, 2009
CONTACT PERSON/PHONE: Monica Lombraña , A.A.E.
DISTRICT(S) AFFECTED: 3

SUBJECT:

That the City Manager be authorized to sign the Lessor's Approval of Assignment of Air Cargo Center Lease Agreement by and between the City of El Paso (Lessor), BAX Global, Inc. ("Assignor") and Schenker, Inc. ("Assignee")

BACKGROUND / DISCUSSION:

BAX Global, Inc. has been a lessee at the 301 George Perry Blvd., Suite I since August 2001, leasing approximately 25,168 sf of office/warehouse space, 10,400 sf of front vehicular parking, 94,966 sf of aircraft parking and ground service equipment area (GSE).

The initial lease term was for 5 years with 1 – 5 year option period terminating on July 31, 2011. Lessee is presently in option period generating combined annual revenues of \$284,131.72.

BAX Global (BAX) has recently been acquired by Schenker, Inc. (Shenker) and desires to assign its Cargo lease by and between the City of El Paso and BAX to Schenker. This assignment will not affect the terms and conditions of the lease as it simply allows for the continued operation of this business at the Airport.

By this document, the City consents to the assignment provided that Schenker agrees to assume and become liable for all the terms and conditions of the lease.

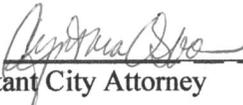
PRIOR COUNCIL ACTION:

N/A

AMOUNT AND SOURCE OF FUNDING:

N/A. This is a revenue-generating lease.

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

LEGAL: (if required)  **FINANCE:** (if required) _____
Cynthia Osborne, Assistant City Attorney

OTHER: Monica Lombraña, Director of Aviation Monica Lombraña

(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 of the Air Cargo Center Agreement by and between the City of El Paso ("Lessor"), BAX Global, Inc. ("Assignor"), and Schenker, Inc. ("Assignee") for the following described property:

- A. That certain office and warehouse space containing 25,168 square feet, more or less, as shown in Exhibit A of the Agreement, and also known as Air Cargo Center, 301 George Perry Blvd., Suite I; El Paso, Texas; and
- B. The exclusive right to use the loading dock and 10,400 square feet, more or less, of vehicle parking space directly in front of said Air Cargo Center as shown on Exhibit A of the Agreement; and
- C. The preferential, non-exclusive right to use 94,966 square feet, more or less, of the aircraft parking apron and ground service equipment parking apron directly behind said Air Cargo Center as shown on Exhibit A of the Agreement; and
- D. The non-exclusive right to use a portion of the vehicle parking area, and the roadway, located in front of and adjacent to said Air Cargo Center, such portion to be commensurate with Lessee's share of warehouse and office space as to that leased to the tenants that share common use of this vehicle parking area, as shown on Exhibit B of the Agreement;

ADOPTED this ____ day of _____ 2009.

THE CITY OF EL PASO

John F. Cook
Mayor

ATTEST:

Richarda Duffy Momsen
City Clerk

APPROVED AS TO FORM:



Cynthia Osborn
Assistant City Attorney

APPROVED AS TO CONTENT:



Monica Lombrana, A. A. E.
Director of Aviation

assignment of the Agreement and Assignee shall, as of the effective date of the assignment, enjoy all rights and privileges and be responsible for satisfying all such obligations the same as if the Agreement had originally been executed between Lessor and Assignee.

4. **RATIFICATION OF AGREEMENT.** Except as expressly modified herein, no provision of this consent alters or modifies any of the terms and conditions of the Agreement; all other terms and conditions of the Agreement shall remain in full force and effect.

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

ASSIGNEE:	Schenker, Inc. Corporate Office 150 Albany Avenue Freeport, NY 11520
ASSIGNOR:	BAX Global, Inc. 440 Exchange Irvine, CA 92602

6. **AUTHORIZED REPRESENTATIVE.** The persons signing this Lessor's Approval of Assignment on behalf of the Assignee and Assignor represent and warrant that they have the legal authority to bind the Assignee or Assignor, respectively, 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.

8. **EFFECTIVE DATE.** The parties have approved this Lessor's Approval of Assignment hereto this _____ day of _____ 2009.

(SIGNATURES BEGIN ON THE FOLLOWING PAGE)

LESSOR: CITY OF EL PASO

Joyce A. Wilson
City Manager

APPROVED AS TO FORM:



Cynthia Osborn
Assistant City Attorney

APPROVED AS TO CONTENT:



Monica Lombraña, A.A.E.
Director of Aviation

LESSOR'S ACKNOWLEDGEMENT

THE STATE OF TEXAS)
)
COUNTY OF EL PASO)

This instrument was acknowledged before me on this ___ day of _____, 2009, by **Joyce A. Wilson as City Manager of the City of El Paso, Texas** (Lessor).

Notary Public, State of Texas

My Commission Expires:

(SIGNATURES CONTINUE ON THE FOLLOWING PAGE)

ASSIGNOR: BAX Global, Inc.

Stephen Mattesich

Printed Name: Stephen Mattesich

Title: CFD

ASSIGNOR'S ACKNOWLEDGMENT

THE STATE OF _____)

COUNTY OF _____)

This instrument was acknowledged before me on this ____ day of _____, 2009,
by _____ as _____ of **BAX Global, Inc.**
(Assignor).

My Commission Expires:

Notary Public, State of _____

See attached

(SIGNATURES CONTINUE ON THE FOLLOWING PAGE)

CALIFORNIA ALL-PURPOSE ACKNOWLEDGMENT

State of California

County of Orange

On June 19, 2009 before me, Clare Federiconi
Date Here Insert Name and Title of the Officer

personally appeared Stephen Mattessich
Name(s) of Signer(s)

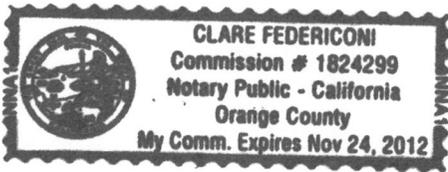
who proved to me on the basis of satisfactory evidence to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/~~she/they~~ executed the same in his/~~her/their~~ authorized capacity(ies), and that by his/~~her/their~~ signature(s) on the instrument the person(s); or the entity upon behalf of which the person(s) acted, executed the instrument.

I certify under PENALTY OF PERJURY under the laws of the State of California that the foregoing paragraph is true and correct.

WITNESS my hand and official seal.

Signature Clare Federiconi
Signature of Notary Public

Place Notary Seal Above



OPTIONAL

Though the information below is not required by law, it may prove valuable to persons relying on the document and could prevent fraudulent removal and reattachment of this form to another document.

Description of Attached Document

Title or Type of Document: Lessors Approval of Assignment

Document Date: _____ Number of Pages: _____

Signer(s) Other Than Named Above: _____

Capacity(ies) Claimed by Signer(s)

Signer's Name: Stephen Mattessich

- Individual
- Corporate Officer — Title(s): CEO
- Partner — Limited General
- Attorney in Fact
- Trustee
- Guardian or Conservator
- Other: _____

RIGHT THUMBPRINT OF SIGNER

Top of thumb here

Signer's Name: _____

- Individual
- Corporate Officer — Title(s): _____
- Partner — Limited General
- Attorney in Fact
- Trustee
- Guardian or Conservator
- Other: _____

RIGHT THUMBPRINT OF SIGNER

Top of thumb here

Signer Is Representing: _____

BAX Global Inc.

Signer Is Representing: _____

ASSIGNEE: SCHENKER, INC.

Donna A. Hanson
Printed Name: DONNA A. HANSON
Title: V.P. Finance

ASSIGNEE'S ACKNOWLEDGMENT

THE STATE OF ~~TEXAS~~ New York
COUNTY OF ~~EL PASO~~ Nassau)

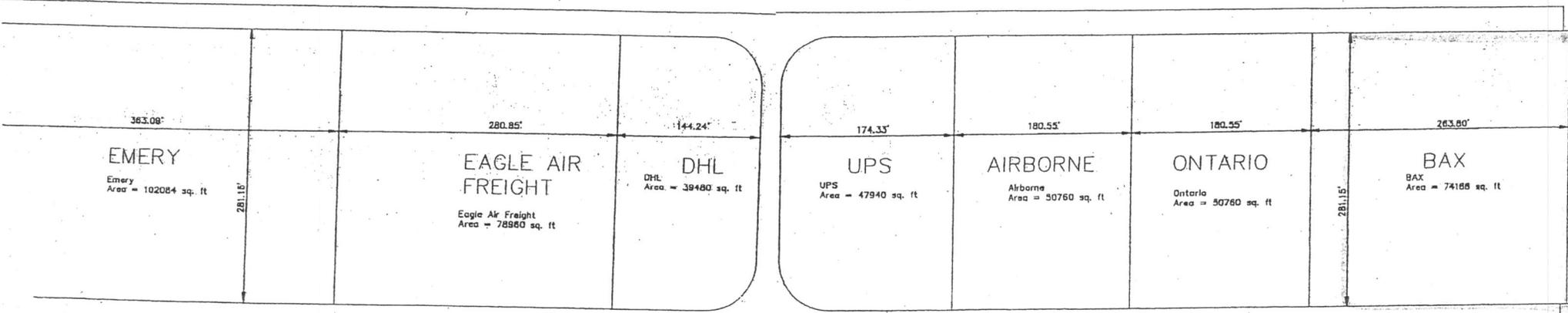
This instrument was acknowledged before me on this 17th day of June, 2009,
by Donna Hanson as VP Finance of **Schenker, Inc.** (Assignee).

My Commission Expires:
11-27-10

Barbara Cadolino
Notary Public, State of New York

BARBARA CADOLINO
NOTARY PUBLIC - STATE OF NEW YORK
NO. 01CA6051426
QUALIFIED IN NASSAU COUNTY
MY COMMISSION EXPIRES 11-27-2010

EXHIBIT A



Emery Area = 28000 sq. ft. "A"	Eagle Area = 9100 sq. ft. "B"	"C"	"D"	ABX Area = 10400 sq. ft. "G"	OAS Area = 5200 sq. ft. "H"	BAX Area = 20800 sq. ft. "I"	East Remainder Area = 736 sq. ft.
EMERY WORLDWIDE Suite A 44,044 sf	DHL Area = 2600 sq. ft. EAGLE Suite B 22,022 sf	DHL C 5292	UPS D E Area = 1300 sq. ft. 2600	Customs Area = 2600 sq. ft.	ABX G 6,292	ONTARIO Suite H 12,584sf	BAX GLOBAL Suite I 25,168 sf.
18,200 sf	9,100 sf	2600	2600		2600	5,200sf	10,400 sf.

EXHIBIT
B

