

ORDINANCE 68558
Board Bill No. 263

An ordinance recommended by the Airport Commission and the Board of Estimate and Apportionment authorizing and directing the Director of Airports and the Comptroller of the City of St. Louis ("St. Louis") to enter into and execute on behalf of St. Louis a Development Agreement AL-479 substantially in the form as set out in **ATTACHMENT "1"** to this Ordinance ("Development Agreement"), which is attached hereto and incorporated herein, between St. Louis, the owner and operator of Lambert-St. Louis International Airport® ("Airport"), which is located in St. Louis County, Missouri, and Aero St. Louis, LLC, a limited liability company organized and existing under the laws of the State of Delaware ("Aero"), granting to Aero the exclusive right to develop in phases certain real property located in St. Louis County (the "Premises") consisting of approximately 75.99 acres and improvements thereon commonly known as the "Northern Tract", which is more fully described in Section 1 and EXHIBITS "B" and "C" of the Development Agreement, and to perform all operations and functions that are incidental or necessary to such development subject to and in accordance with the provisions of the Development Agreement; authorizing and directing the Director of Airports and the Comptroller of St. Louis, with the approval of the Airport Commission and the Board of Estimate and Apportionment, to enter into and execute, on behalf of St. Louis in accordance with the terms of the Development Agreement, lease agreements from time to time with Aero for each phase of the development of the Premises under the Development Agreement, substantially in the form as set out in EXHIBIT "G" to the Development Agreement entitled "Prototype Lease Agreement", granting to Aero, subject to the provisions of the Prototype Lease Agreement, the right and privilege to occupy and use the "Leased Premises" as defined therein, to demolish any existing improvements that are not retained improvements, and to construct, repair or make new improvements, for an initial term expiring on the thirty (30) year anniversary of the "Completion Date", unless extended by Aero under the two (2) additional five (5) year renewal terms, in accordance with Sections 301 and 302 of the Prototype Lease Agreement; authorizing the Director of Airports, on behalf of St. Louis, to enter into and execute agreements or permits with Aero or any sublessees of Aero providing for the collection and payment of Airport fees and charges and/or other operating requirements, as contemplated and provided for in Section 407 of the Prototype Lease Agreement; authorizing the Mayor, the Comptroller, the Register, the City Counselor, the Director of Airports, and other appropriate officers, agents, and employees of St. Louis, with the advice of the Director of Airports, to enter into and execute on behalf of St. Louis and in St. Louis' best interest any attendant or related documents, agreements, permits, amendments, affidavits, certifications, or instruments deemed necessary to effectuate the terms set forth in the Development Agreement, the Prototype Lease Agreement, and/or deemed necessary to preserve and protect St. Louis' interest, and/or to take such actions as may be necessary or appropriate in connection with the consummation of the transactions contemplated herein; providing that the provisions set forth in this Ordinance shall be applicable exclusively to the agreements, documents, permits, affidavits, certifications, and instruments approved, contemplated, and/or authorized by this Ordinance; and containing severability and emergency clauses.

BE IT ORDAINED BY THE CITY OF ST. LOUIS AS FOLLOWS:

SECTION ONE. The Director of Airports and the Comptroller of the City of St. Louis ("St. Louis") are hereby authorized and directed to enter into and execute on behalf of St. Louis a Development Agreement AL-479 substantially in the form as set out in **ATTACHMENT "1"** to this Ordinance ("Development Agreement"), which is attached hereto and incorporated herein, between St. Louis, the owner and operator of Lambert-St. Louis International Airport® ("Airport"), which is located in St. Louis County, Missouri, and Aero St. Louis, LLC, a limited liability company organized and existing under the laws of the State of Delaware ("Aero"), granting to Aero the exclusive right to develop in phases certain real property located in St. Louis County (the "Premises") consisting of approximately 75.99 acres and improvements thereon commonly known as the "Northern Tract", which is more fully described in Section 1 and EXHIBITS "B" and "C" of the Development Agreement, and to perform all operations and functions that are incidental or necessary to such development, subject to and in accordance with the provisions of the Development Agreement.

SECTION TWO. The Director of Airports and the Comptroller of St. Louis are hereby authorized and directed to enter into and execute on behalf of St. Louis with the approval of the Airport Commission and the Board of Estimate and Apportionment and in accordance with the terms of the Development Agreement, lease agreements from time to time with Aero for each phase of the development of the Premises under the Development Agreement, substantially in the form as set out in EXHIBIT "G" of the Development Agreement entitled "Prototype Lease Agreement", granting to Aero, subject to the provisions of the Prototype Lease Agreement, the right and privilege to occupy and use the "Leased Premises" as defined therein, to demolish any existing improvements that are not retained improvements, and to construct, repair or make new improvements, for an initial term expiring on the thirty (30) year anniversary of the "Completion Date", unless extended by Aero under the two (2) additional five (5) year renewal terms, in accordance with Sections 301 and 302 of the Prototype Lease Agreement

SECTION THREE. The Director of Airports is hereby authorized and directed to enter into and execute on behalf of St. Louis agreements or permits with Aero or any sublessees of Aero providing for the collection and payment of Airport fees and charges and/or other operating requirements, as contemplated and provided for in Section 407 of the Prototype Lease Agreement.

SECTION FOUR. The Mayor, the Comptroller, the Register, the City Counselor, the Director of Airports, and other appropriate officers, agents, and employees of St. Louis, with the advice of the Director of Airports, are hereby authorized to enter into and execute on behalf of St. Louis and in St. Louis' best interest any attendant or related documents, agreements, permits, amendments, affidavits, certifications, or instruments deemed necessary to effectuate the terms set forth in the Development Agreement, the Prototype Lease Agreement, and/or deemed necessary to preserve and protect St. Louis' interest, and/or to take such actions as may be necessary or appropriate in connection with the consummation of the transactions or agreements contemplated herein.

SECTION FIVE. The terms, covenants, and conditions set forth in this Ordinance shall be applicable exclusively to the agreements, documents, permits, and instruments approved, contemplated, or authorized by this Ordinance and shall not be applicable to any other existing or future agreements, documents, permits, or instruments unless specifically authorized by an ordinance enacted after the effective date of this Ordinance. All provisions of other ordinances of St. Louis which are in conflict with this Ordinance shall be of no force nor effect as to the agreements, documents, permits, and instruments approved, contemplated, and/or authorized by this Ordinance.

SECTION SIX. The sections, conditions, or provisions of this Ordinance or portions thereof shall be severable. If any section, condition, or provision of this Ordinance or portion thereof contained herein is held invalid by a court of competent jurisdiction, such holding shall not invalidate the remaining sections, conditions or provisions of this Ordinance.

SECTION SEVEN. This being an Ordinance providing for public peace, health, and safety, it is hereby declared to be an emergency measure as defined in Article IV, Section 20, of St. Louis' Charter and shall become effective immediately upon its approval by the Mayor of St. Louis.

**ATTACHMENT #1
THE CITY OF ST. LOUIS
LAMBERT - ST. LOUIS INTERNATIONAL AIRPORT**

**AERO ST. LOUIS, LLC
DEVELOPMENT AGREEMENT
NO. AL-479**

Is on file in the Register's Office.

Approved: January 29, 2010