

1 **BOARD BILL NO. 206 INTRODUCED BY ALDERWOMAN PHYLLIS YOUNG**

2 An ordinance recommended by the Airport Commission, the Board of Public Service, and
3 the Board of Estimate and Apportionment authorizing and directing the Director of Airports and the
4 Comptroller of the City of St. Louis, Missouri, a municipal corporation ("St. Louis") to enter into
5 and execute on behalf of St. Louis an "Agreement and Contract of Sale" (substantially in the form as
6 set out in **ATTACHMENT "1"** which is incorporated herein), between St. Louis, the owner and
7 operator of Lambert–St. Louis International Airport® ("Airport") which is located in St. Louis
8 County, Missouri, and Hunter Engineering Company, a Missouri corporation ("Buyer"), necessary
9 for the sale by St. Louis to Buyer of certain surplus property (the "Property") located in St. Louis
10 County that is more fully described in Section 1 and EXHIBIT "A" of the Agreement and Contract
11 of Sale in accordance with and subject to its provisions and to the applicable rules and regulations of
12 the Federal Aviation Administration ("FAA") and the applicable provisions of the Airport's
13 Amended and Restated Indenture of Trust between UMB Bank, N.A., Trustee, dated October 15,
14 1984 as amended, and restated on September 10, 1997 as amended; providing for the deposit of the
15 proceeds from the Agreement and Contract of Sale; authorizing and directing the Mayor and the
16 Comptroller of St. Louis to enter into and execute on behalf of St. Louis the "Quit Claim Deed"
17 substantially in the form as set out in EXHIBIT "B" to the Agreement and Contract of Sale subject
18 to and in accordance with the terms of the Agreement and Contract of Sale, remising, releasing and
19 forever quit-claiming unto the Buyer, its successors and assigns the Property subject to the easement
20 and restrictive covenants as defined and provided for in the Quit Claim Deed; conditioning the
21 execution and delivery by St. Louis of the agreements, documents, and instruments contemplated in

July 13, 2007

Page 1 of 6

Board Bill No. 206 Introduced by: Alderwoman Young

1 this Ordinance on the FAA’s prior written approval of: a) the release and sale of the surplus Property
2 to the Buyer, b) the provisions of the Agreement and Contract of Sale including, without limitation,
3 the “Purchase Price” of Five Hundred Ten Thousand Three Hundred Ninety Seven Dollars
4 (\$510,397.00), as defined and provided for in Section 2 of the Agreement and Contract of Sale, and
5 c) any other related matter required to be submitted to and approved by the FAA; authorizing the
6 Mayor, the Comptroller, the Register, the City Counselor, Director of Airports, and other appropriate
7 officers, officials, agents, and employees of St. Louis with the advice of the Director of Airports to
8 enter into and execute on behalf of St. Louis and in St. Louis’ best interest any attendant or related
9 documents, agreements, affidavits, certificates, or instruments deemed necessary to effectuate the
10 terms set forth in the Agreement and Contract of Sale or the Quit Claim Deed, and/or deemed
11 necessary to preserve and protect St. Louis’ interest and to take such actions as are necessary or
12 appropriate in connection with the sale of the Property or the consummation of the transactions
13 contemplated herein; providing that the provisions set forth in this Ordinance shall be applicable
14 exclusively to the agreements, documents, and instruments approved and/or authorized by this
15 Ordinance, and containing a severability clause, and an emergency clause.

16 **WHEREAS**, pursuant to certain ordinances of the City of St. Louis, Missouri (“St.
17 Louis”) approving the purchase of real estate required for noise abatement purposes and/or the
18 development or improvement of Lambert-St. Louis International Airport® (“Airport”), and in
19 accordance with Federal Aviation Regulation (“FAR”) part 150 Noise Compatibility Program
20 and the Federal Aviation Administration (“FAA”) Airport Improvement Program (the “AIP”),
21 St. Louis, acting through the Airport Authority of St. Louis (the “Airport Authority”), has

July 13, 2007

Page 2 of 6

Board Bill No. 206 Introduced by: Alderwoman Young

1 acquired and St. Louis is the fee owner of approximately 2.4118 acres or 105,057 square feet of
2 real property (the “Property”) located in St. Louis County, Missouri and is more fully described
3 in Section 1 and EXHIBIT “A” to the Agreement and Contract of Sale, which is attached hereto
4 As **ATTACHEMENT “1”** and incorporated herein;

5 **WHEREAS**, pursuant to Section 809 of the Lambert-St. Louis International Airport
6 Amended and Restated Indenture of Trust between UMB Bank, N.A., Trustee, dated October 15,
7 1984 as amended, and restated on September 10, 1997 as amended, St. Louis may and hereby
8 determines that the Property is not necessary or useful in the operation of the Airport and is not
9 needed for further aviation purposes of the Airport and, therefore, St. Louis may dispose of or
10 transfer the Property in order that it may be redeveloped for uses compatible with the Airport’s
11 operations;

12 **WHEREAS**, pursuant to the AIP, St. Louis may dispose of the Property only upon a
13 showing that such disposition is at a fair market value, and, is in accordance with a land use plan
14 and/or deed restrictions approved by the Federal Aviation Administration (“FAA”) which permit
15 only commercial or development uses of the Property that are compatible with the operations of
16 the Airport, due to Airport noise, over-flight patterns, and height restrictions; and

17 **WHEREAS**, the Board of Aldermen hereby determines that the terms of the Agreement
18 and Contract of Sale are acceptable and that the execution, delivery and performance by St.
19 Louis and the Buyer of their respective obligations under the Agreement and Contract of Sale are
20 in the best interests of St. Louis and the Airport and promote the peace, health, safety, and
21 welfare of its residents and the traveling public.

July 13, 2007

Page 3 of 6

Board Bill No. 206 Introduced by: Alderwoman Young

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

2 **SECTION ONE.** The Board of Aldermen hereby adopts the foregoing recitals, which
3 are incorporated herein by this reference, as findings.

4 **SECTION TWO.** The Director of Airports and the Comptroller of the City of St. Louis
5 (“St. Louis”) are hereby authorized and directed to enter into and execute on behalf of St. Louis the
6 “Agreement and Contract of Sale” (substantially in the form as set out in **ATTACHMENT “1”**
7 which is incorporated herein), between St. Louis, the owner and operator of Lambert–St. Louis
8 International Airport® (“Airport”) which is located in St. Louis County, Missouri, and Hunter
9 Engineering Company, a Missouri corporation (“Buyer”), necessary for the sale by St. Louis to
10 Buyer of certain surplus property (the “Property”) located in St. Louis County that is more fully
11 described in Section 1 and EXHIBIT A of the Agreement and Contract of Sale in accordance with
12 and subject to its provisions and to the applicable rules and regulations of the Federal Aviation
13 Administration (“FAA”) and the applicable provisions of the Airport’s Amended and Restated
14 Indenture of Trust between UMB Bank, N.A., Trustee, dated October 15, 1984 as amended, and
15 restated on September 10, 1997 as amended.

16 **SECTION THREE.** Proceeds from the sale of the Property shall be held by St. Louis in
17 accordance with applicable FAA rules and regulations for the release and sale or transfer of the
18 surplus Property.

19 **SECTION FOUR.** The Mayor and the Comptroller of St. Louis are hereby authorized
20 and directed to enter into and execute on behalf of St. Louis the “Quit Claim Deed” substantially in
21 the form as set out in EXHIBIT B to the Agreement and Contract of Sale subject to and in

1 accordance with the terms of the Agreement and Contract of Sale, remising, releasing and forever
2 quit-claiming unto Buyer, its successors and assigns the Property subject to the easement and
3 restrictive covenants as defined and provided for in the Quit Claim Deed.

4 **SECTION FIVE.** The execution and delivery by St. Louis of the agreements, documents,
5 and instruments contemplated in this Ordinance are hereby expressly conditioned on the FAA's
6 prior written approval of: a) the release and sale of the surplus Property to the Buyer, b) the
7 provisions of the Agreement and Contract of Sale including, without limitation, the "Purchase Price"
8 of Five Hundred Ten Thousand Three Hundred Ninety Seven Dollars (\$510,397.00), as defined and
9 provided for in Section 2 of the Agreement and Contract of Sale, and c) any other related matter
10 required to be submitted to and approved by the FAA.

11 **SECTION SIX:** The Mayor, the Comptroller, the Register, the City Counselor, the
12 Director of Airports, and other appropriate officers, officials, agents, and employees of St. Louis
13 with the advice of the Director of Airports are hereby authorized to enter into and execute on behalf
14 of St. Louis and in St. Louis' best interest any attendant or related documents, agreements, affidavits,
15 certificates, or instruments deemed necessary to effectuate the terms set forth in the Agreement and
16 Contract of Sale or the Quit Claim Deed, and/or deemed necessary to preserve and protect St. Louis'
17 interest, and to take such actions as are necessary or appropriate in connection with the sale Property
18 or the consummation of the transactions contemplated herein.

19 **SECTION SEVEN.** The terms, covenants, and conditions set forth in this Ordinance shall
20 be applicable exclusively to the agreements, documents, and instruments approved or authorized by
21 this Ordinance and shall not be applicable to any other existing or future agreements, documents, or

1 instruments unless specifically authorized by an ordinance enacted after the effective date of this
2 Ordinance. All provisions of other ordinances of St. Louis which are in conflict with this Ordinance
3 shall be of no force or effect as to the agreements, documents, and instruments approved and/or
4 authorized by this Ordinance.

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

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

July 13, 2007

Page 6 of 6

Board Bill No. 206 Introduced by: Alderwoman Young