

**RESOLUTION NUMBER 311**

**WHEREAS**, the City of St. Louis (“City”) and Lewis & Clark Marine, Inc. (“Lewis & Clark”) entered into a Lease Agreement (“Lease”) for land and mooring privileges on April 7, 2010, authorized by Ordinance 68574; and

**WHEREAS**, Lewis & Clark and SCF Marine, Inc. (“SCF”) recently agreed that a sale of Lewis & Clark’s assets to SCF and the employment of Lewis & Clark’s personnel by SCF would enhance its ability to better service customers and compete efficiently and effectively in the marketplace; and

**WHEREAS**, a new entity, SCF Lewis and Clark Terminals, L.L.C., was formed to conduct the same type of terminal operations that Lewis & Clark performed in the past; and

**WHEREAS**, as a result, Lewis & Clark will assign to SCF Lewis and Clark Terminals, L.L.C, subject to the City’s approval, its rights and obligations pursuant to the Lease; and

**WHEREAS**, the Lease between the City and Lewis & Clark provides that any assignment of the Lease must be approved by the Port Commission, the Board of Public Service and the Board of Aldermen; and

**WHEREAS**, Lewis & Clark and SCF Lewis and Clark Terminals, L.L.C. will execute an Assignment and Assumption Agreement in substantially the form as attached hereto and incorporated by reference herein as Exhibit 1; and

**WHEREAS**, the parties hereto have requested the City to execute the Lessor’s Consent in substantially the form as attached hereto and incorporated by reference herein as Exhibit 2; and

**WHEREAS**, a copy of the Lease is available for inspection in the Office of the Register; and

**WHEREAS**, the City Counselor’s Office has reviewed the Lessor’s Consent and has approved its legal form; and

**WHEREAS**, the Port Commission of the City of St. Louis has approved Resolution No. 12-PT-3 at its February 14, 2012, Port Commission meeting, approving the execution of the aforementioned Assignment and Assumption Agreement and Lessor’s Consent; and

**WHEREAS**, additionally the Board of Public Service has approved the execution of the aforementioned Assignment and Assumption Agreement and Lessor’s Consent at its February 14, 2012, meeting; and

**WHEREAS**, Ordinance 63687, approved March 20, 1996, mandates that such agreements must be approved by the Board of Aldermen of the City of St. Louis; and

**WHEREAS**, this honorable Board wishes to express its approval of the execution of the aforementioned Assignment and Assumption Agreement and Lessor’s Consent.

**NOW THEREFORE BE IT RESOLVED** that this honorable Board of Aldermen hereby endorses and approves the execution of said aforementioned Assignment and Assumption Agreement and Lessor’s Consent.

Introduced on the 17<sup>th</sup> day of February, 2012, by:

**Honorable Dionne Flowers, Alderwoman 2<sup>nd</sup> Ward**

Adopted this the 17<sup>th</sup> day of February, 2012, as attested by:

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David W. Sweeney  
Clerk, Board of Aldermen

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Lewis E. Reed  
President, Board of Aldermen