

**PALM BEACH COUNTY
BOARD OF COUNTY COMMISSIONERS**

AGENDA ITEM SUMMARY

Meeting Date: August 19, 2014

<input checked="" type="checkbox"/>	Consent	<input type="checkbox"/>	Regular
<input type="checkbox"/>	Ordinance	<input type="checkbox"/>	Public Hearing

Department:

Submitted By: Department of Airports

Submitted For: Department of Airports

I. EXECUTIVE BRIEF

Motion and Title: Staff recommends motion to receive and file: Master Lease Confirmation (Attachment “2”) to the Consent to Assignment of Lease (Lease) between Galaxy Aviation of Palm Beach, Inc. (Galaxy) and Atlantic Aviation West Palm Beach LLC (Atlantic).

Summary: Delegation of authority for execution of the Master Lease Confirmation was approved by the Board in R-2014-0502. **Countywide (AH)**

Background and Justification: The County is required to provide the Master Lease Confirmation pursuant to the Lease.

Attachments: One (1) Master Lease Confirmation

Recommended By:  7/9/14
Department Director Date

Approved By:  7/2/14
County/Deputy/Assistant County Administrator Date

II. FISCAL IMPACT ANALYSIS

A. Five Year Summary of Fiscal Impact:

Fiscal Years	<u>2014</u>	<u>2015</u>	<u>2016</u>	<u>2017</u>	<u>2018</u>
Capital Expenditures					
Operating Costs					
External Revenues					
Program Income (County)					
In-Kind Match (County)					
NET FISCAL IMPACT					
No. ADDITIONAL FTE POSITIONS (Cumulative)	- <i>See below</i>		-	-	-

Is Item Included In Current Budget? Yes X No
Budget Account No: Fund 4100 Department 120 Unit RSource

B. Recommended Sources of Funds/Summary of Fiscal Impact:

~~*~~ No fiscal impact.

C. Departmental Fiscal Review: Com. Summer

III. REVIEW COMMENTS

A. OFMB Fiscal and/or Contract Dev. and Control Comments:

Susan Neary 7/17/14
BA AM OFMB
7/17

Dr. G. J. Jorolont 7/21/14
Contract Dev. and Control
7-21-14 *B. J. Jorolont*

B. Legal Sufficiency:

Anne Delgant 7/22/14
Assistant County Attorney

C. Other Department Review:

Department Director

MASTER LEASE CONFIRMATION

Dated April 28, 2014

TO: Atlantic Aviation West Palm Beach LLC (the "Buyer")
c/o Atlantic Aviation FBO Inc.
6652 Pinecrest Drive, Suite 300
Plano, Texas 75024

FROM: Palm Beach County (the "County")
c/o Department of Airports
Director
Building 846, PBIA
West Palm Beach, Florida 33406-1491

RE: Galaxy Aviation of Palm Beach, Inc.'s (the "Master Lessee")
Fixed Base Operations Facility
3800 Southern Blvd.
West Palm Beach, Florida 33406-1491

The County hereby certifies to and covenants and agrees with the Buyer as follows:

1. The County is and remains the lessor under that certain Lease Agreement dated October 18, 2000, as amended by eight (8) amendments (collectively, the "Master Lease"), by and between the County, as lessor, and the Master Lessee, as lessee.
2. As of the date hereof, the County certifies to the Buyer that, to the County's knowledge, the Master Lessee is not in default under any of the terms, covenants, conditions of the Master Lease to be observed or performed thereby, all assessments, fees, charges or other sums due and payable by the Master Lessee have been paid in full, all capital expenditure obligations of the Master Lessee have been fulfilled with the exception of completion of the Required Parcel S-5 Improvements (as defined in the Master Lease), which are currently under construction, and no event has occurred which with the passage of time or the giving of notice or both would constitute a default by the County or the Master Lessee, as applicable under the Master Lease. By accepting this Confirmation, the Buyer acknowledges that construction of the Required Parcel S-5 Improvements is required to be completed on or before June 1, 2015, unless otherwise approved by the Department of Airports in writing, and that the Buyer shall be required to complete construction of the Required Parcel S-5 Improvements in accordance with approved plans and submit the documentation required under Section 8.01(D) of the Master Lease to County if such obligations are not satisfied by Master Lessee on or before the assignment of the Master Lease to the Buyer.

3. The Master Lease is a valid and binding agreement, enforceable in all material respects against both the County and the Master Lessee, except as such enforceability may be limited by (a) applicable bankruptcy, insolvency, reorganization, fraudulent conveyance, moratorium or other laws affecting the enforcement of creditors' rights and remedies generally, and (b) general principles of equity (regardless of whether enforceability is considered in a proceeding in equity or at law).

4. The provisions of this Confirmation shall be binding upon the County and may be relied upon and shall inure to the benefit of the Buyer, its successors and assigns.

IN WITNESS WHEREOF, this Confirmation has been duly executed and delivered by the Director of the Department of Airports on behalf of County.

Signed, sealed and delivered in the presence of two witnesses for County:

Laura Beebe
Witness Signature

Laura Beebe
(Typed or Printed Name)

Debra Reese
Witness Signature

Debra Reese
(Typed or Printed Name)

PALM BEACH COUNTY, FLORIDA

By: Dean Kelly
Director, Department of Airports

**APPROVED AS TO FORM AND
LEGAL SUFFICIENCY**

By: Anne Delgado
County Attorney

PALM BEACH COUNTY
BOARD OF COUNTY
COMMISSIONERS
Priscilla A. Taylor, Mayor
Paulette Burdick, Vice Mayor
Hal R. Valeche
Shelley Vana
Steven L. Abrams
Mary Lou Berger
Jess R. Santamaria

Palm Beach

INTERNATIONAL AIRPORT



COUNTY ADMINISTRATOR
Robert Weisman
DEPARTMENT OF AIRPORTS

4/15
2014 - 0502

TO: Anne Helfant, Assistant County Attorney
County Attorney Office

FROM: Martha LaVerghetta
Assistant Airport Properties Manager

DATE: April 22, 2014

SUBJECT: Atlantic Aviation - Master Lease Confirmation Form

Please find enclosed for your review and approval, three (3) copies of the Master Lease Confirmation form for Galaxy Aviation's Lease assignment to Atlantic Aviation at the Palm Beach International Airport. The Master Lease Confirmation that was approved by the BCC on April 15, 2014

If satisfactory, please sign and return to my attention for execution by the Department Director. Mr. Pelly was delegated the authority to sign the document by R-2014-0502.

If you have any questions, please do not hesitate to contact me at 561-471-7421.

Enclosure(s)

APR 24 2014

846 PALM BEACH INTERNATIONAL AIRPORT
West Palm Beach, Florida 33406-1470
(561) 471-7400 FAX: (561) 471-7427 www.pbia.org

PALM BEACH COUNTY GLADES AIRPORT
Pahokee

PALM BEACH COUNTY PARK AIRPORT
Lantana

NORTH COUNTY GENERAL AVIATION AIRPORT
Palm Beach Gardens

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