

TO: James L. App, City Manager
FROM: Meg Williamson, Assistant City Manager
SUBJECT: Airport Lease Assignment - Andros
DATE: September 20, 2011

NEEDS: For the City Council to adopt Resolution No. 11-XX approving and consenting to an assignment of the master lease between Paso Robles Aviation, LLC, and Matthew J. Andros and Susan B. Andros, Trustees of the Andros Family Trust, for Parcel 51 in the Airport Industrial Park.

FACTS:

1. The master lease on Parcel 51 of the Airport Industrial Park has been in effect for many years. The most recent action is approval by City Council of an assignment of lease to Paso Robles Aviation, LLC on July 3, 2007.
2. Lessee remains in full compliance with all terms and conditions of the agreement.
3. The Lessee requests assignment of the lease from Paso Robles Aviation, LLC, to the Andros Family Trust, the previous lessee under this Master Lease agreement.
4. Paso Robles Aviation, LLC, as lessee, has fulfilled all requirements and obligations under the lease and therefore requests to be relieved of any further responsibility therein.

ANALYSIS
AND

CONCLUSION: The Lessee is currently in full compliance with the terms of the agreement. The Lessee remains responsible for any and all performance requirements under the lease agreement. The requested change allows the Lessee to function as intended under the previous Family Trust designation and remain operational under those conditions.

POLICY
REFERENCE: Adopted Lease Agreement and Airport Lease Policy

FISCAL
IMPACT: None

OPTIONS:

- A. Adopt Resolution No. 07-XX, approving the requested lease assignment.
- B. Amend, modify, or reject the above option.

Attachments (2):

1. Resolution 11-XX
2. Master Lease Assignment

RESOLUTION NO. 11-xxx

RESOLUTION OF THE CITY COUNCIL OF THE CITY OF EL PASO DE ROBLES
APPROVING AND CONSENTING TO AN ASSIGNMENT OF THE MASTER LEASE
BETWEEN CITY OF PASO ROBLES AND PASO ROBLES AVIATION, LLC, TO
MATTHEW J. ANDROS AND SUSAN B. ANDROS, TRUSTEES, ANDROS FAMILY TRUST
(PRAL 80-53, 4282 Second Wind Way, Paso Robles, California)

WHEREAS, the City of El Paso de Robles (the "City"), as Lessor, and Well Products West, Inc. ("Well"), as Lessee, entered into a long-term Lease, dated August 1, 1980 ("Master Lease"), wherein Well leased from the City Parcel 51 of Parcel Map PRAL 80-53, commonly referred to as 4282 Second Wind Way, Paso Robles, California ("Premises"); and

WHEREAS, the Master Lease, and all Well's rights thereunder, were subsequently repossessed by Santa Lucia Bank, and on or about March 15, 1999, Santa Lucia Bank assigned the Master Lease to Matthew James Andros & Susan Berry Andros (collectively, "Andros") pursuant to that certain Consent to Assignment of Lease and Amendment to Lease; and

WHEREAS, on July 6, 2004, Andros assigned the Master Lease to Matthew J. Andros and Susan B. Andros, as Trustees of the Matt and Sue Andros Family Trust dated March 4, 2004 ("Andros Trust"); and

WHEREAS, on July 3, 2007, Andros Trust assigned the Master Lease to Paso Robles Aviation, LLC, ("PR Aviation"), pursuant to that certain Assignment and Assumption of Master Lease agreement, dated as of July 3, 2007; and

WHEREAS, Andros Trust has requested the City approve an assignment of the Master Lease from PR Aviation to Andros Trust thereby returning all of the rights, title and interest as Lessee under the Master Lease to Andros Trust; and

WHEREAS, PR Aviation has fulfilled all responsibilities and obligations as lessee under the lease and desires hereby to be released from any further responsibilities under the subject agreement,

NOW, THEREFORE, THE CITY COUNCIL OF THE CITY OF EL PASO DE ROBLES DOES HEREBY RESOLVE AS FOLLOWS:

Section 1. The City Council hereby approves the Assignment Agreement in substantially the form currently on file with the City Clerk and incorporated herein by reference, and consents to the assignment by PR Aviation to Andros Trust and the assumption of all of the rights, title and interest as Lessee under the Master Lease. The City Manager is authorized and directed to execute the Assignment Agreement on behalf of the City, and to take such other actions and execute such documents as may be necessary to effectuate the purposes of this Resolution.

PASSED AND ADOPTED this 20th day of September, 2011, by the following vote:

AYES:
NOES:
ABSENT:
ABSTAIN:

Duane Picanco, Mayor

ATTEST:

Caryn Jackson, Deputy City Clerk

**RECORDING REQUESTED BY AND
WHEN RECORDED MAIL TO:**

City of El Paso de Robles
Attn. City Clerk
1000 Spring Street
Paso Robles, CA 93446

(Space Above This Line For Recorder's Use)

**ASSIGNMENT AND ASSUMPTION OF MASTER LEASE
(Parcel 51, PRAL 80-53)
4282 Second Wind Way, Paso Robles, California**

This Assignment and Assumption of Master Lease ("Assignment") is made as of September 20, 2011, by and between PASO ROBLES AVIATION, LLC, a California limited liability company ("PR Aviation" or "Assignor"), and MATTHEW J. ANDROS AND SUSAN B. ANDROS, as Trustees of the Matt and Sue Andros Family Trust dated March 4, 2004 ("Andros Trust" or "Assignee"), and is consented and agreed to by CITY OF EL PASO DE ROBLES, a municipal corporation and political subdivision of the State of California ("City" or "Lessor").

RECITALS

- A. The City, as Lessor, and Well Products West, Inc. ("Well"), as Lessee, entered into a long-term Lease, dated August 1, 1980 ("Master Lease"), wherein Well leased from the City Parcel 51 of Parcel Map PRAL 80-53, commonly referred to as 4282 Second Wind Way, Paso Robles, California, and more particularly described on Exhibit A, attached hereto and incorporated herein by reference ("Premises"), which Master Lease was recorded in the Official Records of San Luis Obispo County, California ("Official Records"), on July 2, 1981, as Document No. 30122 (commencing at volume 2337, page 669).
- B. The Master Lease, and all Well's rights thereunder, were subsequently repossessed by Santa Lucia Bank, and on or about March 15, 1999, Santa Lucia Bank assigned the Master Lease to Matthew James Andros & Susan Berry Andros (collectively, "Andros") pursuant to that certain Consent to Assignment of Lease and Amendment to Lease, which was recorded in the Official Records on March 17, 1999, as Document No. 1999-019090.
- C. On July 6, 2004, Andros assigned the Master Lease to Andros Trust pursuant to that certain Assignment of Lease and Memorandum of Assignment of Lease, dated as of July 6, 2004, and recorded in the Official Records on September 2, 2004, as Document No. 2004078123.
- D. On July 3, 2007, Andros Trust assigned the Master Lease to Paso Robles Aviation, LLC, a California limited liability company, pursuant to that certain Assignment and Assumption of Master Lease agreement, dated as of July 3, 2007, and recorded in the Official Records on November 15, 2007, as Document No. 2007074957.
- E. Paso Robles Aviation, LLC, filed a Certificate of Cancellation of the Limited Liability Company with the State of California on February 4, 2011, and as Assignor, has assigned the Master Lease to Assignee.

Therefore, for good and valuable consideration, the receipt and adequacy of which are acknowledged, Assignor and Assignee agree as follows:

ASSIGNMENT

1. Assignor hereby assigns and transfers to Assignee all of Assignor's right, title, and interest in the Master Lease and Assignee hereby accepts from Assignor all of Assignor's right, title, and interest in the Master Lease, subject to the terms and conditions set forth in this Assignment.
2. Assignee assumes and agrees to perform and fulfill all the terms, covenants, conditions, and obligations required to be performed and fulfilled by Assignor as Lessee under the Master Lease, including the making of all rent and other payments due to or payable on behalf of Lessor under the Master Lease as they become due and payable.
3. Any notice to be given or other document to be delivered by either party to the other party shall be addressed as follows:

Lessor: City of Paso Robles
Department of Public Works
1000 Spring Street
Paso Robles, CA 93446

Lessee: Andros Family Trust
P.O. Box 586
Santa Margarita, CA 93453

4. The Master Lease, as amended and assigned as set forth herein, shall remain in full force and effect pursuant to its terms.

IN WITNESS WHEREOF, the parties hereto have caused this Assignment to be fully executed as of this 20th day of September, 2011.

ASSIGNOR:
PASO ROBLES AVIATION, LLC

ASSIGNEE:
MATTHEW J. ANDROS AND
SUSAN B. ANDROS, as Trustees of the
Matt and Sue Andros Family Trust

Matthew J. Andros, President

Matthew J. Andros, Trustee

Susan B. Andros, Secretary/Treasurer

Susan B. Andros, Trustee

Consent of Lessor

The undersigned, as Lessor under the Master Lease, hereby approves and gives consent to this Assignment and Assumption of Master Lease, and the assignment of all rights, title and interest under the Master Lease to Assignee, MATTHEW J. ANDROS AND SUSAN B. ANDROS, as Trustees of the Matt and Sue Andros Family Trust dated March 4, 2004, and hereby releases Assignor, PASO ROBLES AVIATION, LLC, as indicated, as Lessee, from any and all responsibilities and obligations under the terms of the subject agreement.

By this Consent, Lessor hereby accepts Assignee as Lessee under the terms of the Master Lease and agrees to Assignee's assumption of all rights, responsibilities and obligations of the Lessee, as specified under the terms and conditions contained therein.

Lessor covenants that the Master Lease is in full effect and no default exists under the Master Lease, nor any act or events which, with the passage of time or the giving of notice or both, could become defaults.

Executed this 20th day of September, 2011, in Paso Robles, California, on behalf of the City of El Paso de Robles.

By: _____
James L. App, City Manager

ATTEST:

By: _____
Caryn Jackson, Deputy City Clerk

ACKNOWLEDGMENT

State of California)
) SS
County of San Luis Obispo)

On September 20, 2011 before me, Lisa Simpson, Notary Public, personally appeared Matthew J. Andros , who proved to me on the basis of satisfactory evidence to be the person whose name is subscribed to the within instrument and acknowledged to me that he executed the same in his authorized capacity, and that by his signature on the instrument the person, or the entity upon behalf of which the person acted, executed the instrument.

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

Witness my hand and official seal.

_____ [Seal]
(Signature)

ACKNOWLEDGMENT

State of California)
) SS
County of San Luis Obispo)

On September 20, 2011 before me, Lisa Simpson, Notary Public, personally appeared Susan B. Andros , who proved to me on the basis of satisfactory evidence to be the person whose name is subscribed to the within instrument and acknowledged to me that she executed the same in her authorized capacity, and that by her signature on the instrument the person, or the entity upon behalf of which the person acted, executed the instrument.

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_____ [Seal]
(Signature)

ACKNOWLEDGMENT

State of California)
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County of San Luis Obispo)

On September 20, 2011 before me, Lisa Simpson, Notary Public, personally appeared James L. App, who proved to me on the basis of satisfactory evidence to be the person whose name is subscribed to the within instrument and acknowledged to me that he executed the same in his authorized capacity, and that by his signature on the instrument the person, or the entity upon behalf of which the person acted, executed the instrument.

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Witness my hand and official seal.

_____ [Seal]
(Signature)

EXHIBIT A
Legal Description of Premises

That certain real property located in the City of El Paso de Robles, County of San Luis Obispo, California, more particularly described as:

A leasehold estate described as follows:

Parcel 51 of Parcel Map No. PRAL 80-53 in the City of El Paso De Robles, County of San Luis Obispo, State of California, according to map recorded July 7, 1980 in Book 29, Page 47 of Parcel Maps, Document #27806, in the office of the County Recorder of said County.

APN: 025-47-17

END OF DOCUMENT