

03-1985

(Do Not Write Above This Line)

A RESOLUTION

BY TRANSPORTATION COMMITTEE

A RESOLUTION AUTHORIZING THE MAYOR OR HER DESIGNEE TO APPROVE TO CONSENT TO THE SALE TO AIRPORT MANAGEMENT SERVICES, LLC OF WH SMITH AIRPORT PARTNERS, INC.'S MAJORITY INTEREST IN SMITH/FWAC AIR VENTURES, A JOINT VENTURE, AND THE SUCCESSOR IN INTEREST TO BENJAMIN BOOK, INC., AS TENANT, IN A LEASE AGREEMENT WITH THE CITY OF ATLANTA FOR A BOOKSTORE CAFE CONCESSION AT CONCOURSE B AT HARTSFIELD-JACKSON ATLANTA INTERNATIONAL AIRPORT, DATED DECEMBER 26, 1996, AS AMENDED, FC-605 **ADOPTED BY**

SUBSTITUTE NOV 17 2003

- CONSENT REFER **COUNCIL**
- REGULAR REPORT REFER
- ADVERTISE & REFER
- 1st ADOPT 2nd READ & REFER
- PERSONAL PAPER REFER

Date Referred

Referred To:

Date Referred

Referred To:

Date Referred

Referred To:

First Reading

Committee _____
 Date _____
 Chair _____
 Referred To _____

TRANSPORTATION

11/2/03

Chair

Action

Fav, Adv, Hold (see rev. side)

Other

Members

[Handwritten signatures]

Refer To

Committee

Date

Chair

Action

Fav, Adv, Hold (see rev. side)

Other

Members

Committee

Date

Chair

Action

Fav, Adv, Hold (see rev. side)

Other

Members

Refer To

Committee

Date

Chair

Action

Fav, Adv, Hold (see rev. side)

Other

Members

- FINAL COUNCIL ACTION
- 2nd
 - 1st & 2nd
 - 3rd
 - Consent
 - V Vote
 - RC Vote

CERTIFIED

CERTIFIED
 NOV 17 2003
 MUNICIPAL CLERK

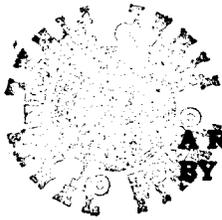
CERTIFIED
 NOV 17 2003
 MUNICIPAL CLERK

MAYOR'S ACTION

APPROVED

NOV 26 2003

WITHOUT SIGNATURE BY OPERATION OF LAW



CITY COUNCIL
ATLANTA, GEORGIA

**A RESOLUTION
BY TRANSPORTATION COMMITTEE**

03-R-1985

**AS SUBSTITUTED BY:
FULL COUNCIL**

A SUBSTITUTE RESOLUTION AUTHORIZING THE MAYOR OR HER DESIGNEE TO APPROVE TO CONSENT TO THE SALE TO AIRPORT MANAGEMENT SERVICES, LLC OF WH SMITH AIRPORT PARTNERS, INC.'S MAJORITY INTEREST IN SMITH/FWAC AIR VENTURES, A JOINT VENTURE, AND THE SUCCESSOR IN INTEREST TO BENJAMIN BOOK, INC., AS TENANT, IN A LEASE AGREEMENT WITH THE CITY OF ATLANTA FOR A BOOKSTORE CAFÉ CONCESSION AT CONCOURSE B AT HARTSFIELD-JACKSON ATLANTA INTERNATIONAL AIRPORT, DATED DECEMBER 26, 1996, AS AMENDED, FC-6050-94.

WHEREAS, the City of Atlanta and Benjamin Co. Inc., entered into a Lease Agreement for a bookstore café concession at Concourse B, at Hartsfield-Jackson Atlanta International Airport, dated December 26, 1994, as amended, FC-6050-94 (the "Lease"); and

WHEREAS, with the City of Atlanta's prior approval, Benjamin Co., Inc. assigned its leasehold interest to WH Smith Hotel Services, Inc.; and

WHEREAS, WH Smith Hotel Services, Inc. assigned its leasehold interest in the Lease to Smith/FWAC Air Ventures, a Joint Venture in which WH Smith Airport Partners Inc. owns the majority interest, as approved by the City of Atlanta, in Resolution 00-R-1483, dated October 10, 2000; and

WHEREAS, the Aviation General Manager received a letter from WH Smith Airport Partners Inc., dated September 16, 2003, requesting the City's consent to the sale of its majority interest in Smith/FWAC Air Ventures, a Joint Venture, to Air Management Services, LLC, which is deemed an "assignment" under Section 4.1 of the Lease; and

WHEREAS, the Aviation General Manager has reviewed the request submitted by WH Smith Airport Partners Inc., and has determined that Airport Management Services, LLC is an acceptable "assignee" to the ownership interest of WH Smith Airport Partners, Inc. in Smith/FWAC Air Ventures; and

WHEREAS, the rent and all other existing terms of the Lease will be applicable to and assumed by Airport Management Services, LLC from the time it consummates the purchase of WH Smith Airport Partners, Inc.'s majority interest in Smith/FWAC Air Ventures; and

WHEREAS, the managing member of Airport Management Services, Inc., Hudson News Company, is willing to guarantee all of Airport Management Services, Inc.'s obligations as new majority partner in Smith/FWAC Air Ventures, including the Lease, and those outstanding obligations of WH Smith Airport Partners, Inc. will execute the appropriate documents guaranteeing all obligations of Airport Management Services, Inc. and WH Smith Airport Partners, Inc.

NOW, THEREFORE, BE IT RESOLVED BY THE COUNCIL OF THE CITY OF ATLANTA, GEORGIA, that the Mayor or her designee is hereby authorized to consent to the sale of WH Smith Airport Partners, Inc.'s majority interest in Smith/FWAC Air Ventures, a Joint Venture, to Airport Management Services, LLC;



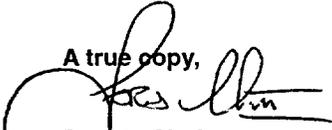
BE IT FURTHER RESOLVED that the rent and all other existing terms of the Lease as amended will be applicable to and assumed by Airport Management Services, LLC from the time Airport Management Services, LLC consummates the purchase of WH Smith Airport Partners, Inc.'s majority interest in Smith/FWAC Air Ventures, a Joint Venture.

BE IT FURTHER RESOLVED that Hudson News Company, as the managing member of Airport Management Services, Inc. shall execute the appropriate documents to memorialize Hudson New Company's guarantee all obligations of Airport Management Services, Inc. as new majority partner under Smith/FWAC Air Ventures, including the Lease, and to guarantee to make current all obligations of WH Smith Airport Partners, Inc.

BE IT FURTHER RESOLVED that the City Attorney shall prepare all documents necessary to complete consent to the assignment.

BE IT FINALLY RESOLVED that said Agreement shall not become binding upon the City, and the City shall incur neither obligation nor liability thereunder, until the same has been signed by the Mayor or her designee and delivered to Airport Management Services.

A true copy,


Deputy Clerk

ADOPTED by the Council
RETURNED WITHOUT SIGNATURE OF THE MAYOR
APPROVED as per City Charter Section 2-403

NOV 17, 2003

NOV 26, 2003

RCS# 5179
11/17/03
7:29 PM

Atlanta City Council

Regular Session

MULTIPLE

03-R-1985 AND 03-R-1986

ADOPT ON SUB

YEAS: 14
NAYS: 0
ABSTENTIONS: 0
NOT VOTING: 2
EXCUSED: 0
ABSENT 0

Y Smith	Y Archibong	Y Moore	Y Mitchell
NV Starnes	Y Fauver	Y Martin	Y Norwood
Y Young	Y Shook	Y Maddox	Y Willis
Y Winslow	Y Muller	Y Boazman	NV Woolard

MULTIPLE