

ORDINANCE NO. 2013-1182

AN ORDINANCE AUTHORIZING THE MAYOR TO EXECUTE DOCUMENTS IN CONNECTION WITH THE LEASE OF AN ORANGE BEACH EVENT CENTER

WHEREAS, the City of Orange Beach, Alabama (the "City") owns that certain event center located generally on Lots 2 and 4, according to the survey of The Wharf West Side Subdivision (Amended), as recorded on Slide 0002447-D in the records of the Office in the Judge of Probate of Baldwin County, Alabama (the "Conference Center"); and

WHEREAS, HCI Conference Center, LLC ("HCI") and the City have entered into that certain Lease Agreement dated as of April 6, 2011 (the "Primary Lease"), with respect to the Conference Center; and

WHEREAS, the Primary Lease grants HCI the rights of occupancy thereunder only during the months of June and July during the term thereof; and

WHEREAS, HCI has entered into that certain Lease Agreement dated March 22, 2011 (the "Student Life Sublease") providing for the sublease of the Conference Center to Student Life, Inc. ("Student Life"); and

WHEREAS, HCI and the City have entered into that certain Collateral Assignment of Subleases dated April 6, 2011, to secure the obligations of HCI to the City under the Primary Lease; and

WHEREAS, Student Life has assigned its interest in the Student Life Sublease to LifeWay Christian Resources of the Southern Baptist Convention, a Tennessee nonprofit corporation ("Lifeway"), pursuant to that certain Assignment and Assumption of Lease, Consent to Assignment, Modifications to Lease and Estoppel dated effective August 15, 2012 (the "Assignment and Assumption Agreement"); and

WHEREAS, Lifeway and HCI have requested that the City consent to the Assignment and Assumption Agreement and approve Lifeway as the subtenant under the Primary Lease, by execution of that certain Consent of City of Orange Beach appended to the Assignment and Assumption Agreement (the "City Consent"); and

WHEREAS, as a condition to doing so, the City has required that Lifeway enter into a Nondisturbance and Attornment Agreement with the City (the "Nondisturbance Agreement") and that HCI enter into an Amended and Restated Collateral Assignment of Subleases with the City (the "Amended and Restated Collateral Assignment").

BE IT ORDAINED BY THE CITY COUNCIL OF THE CITY OF ORANGE BEACH, ALABAMA as follows:

Section 1. The City hereby approves the assignment of the Student Life Sublease from Student Life to Lifeway, on the terms and conditions set forth in the Assignment and Assumption Agreement.

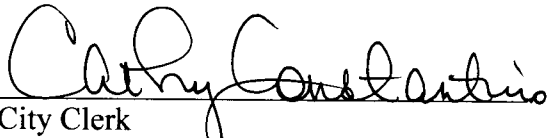
Section 2. The City hereby authorizes, adopts and approves the City Consent, the Nondisturbance Agreement and the Amended and Restated Collateral Assignment (collectively, the "Assignment Documents") in substantially the form and of substantially the content as the form of the Assignment Documents presented to and considered at this meeting (a copy of which has been ordered filed in the permanent records of the City in the custody of the City Clerk) with such changes and additions thereto and deletions therefrom as the Mayor shall approve, which approval shall be evidenced by his executing the Assignment Documents, and the Mayor is hereby authorized and directed, in the name and on behalf of the City, to execute, acknowledge and deliver said Assignment Documents, and the City Clerk is hereby authorized and directed to affix to the Assignment Documents the seal of the City and to attest the same.

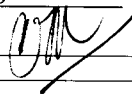
Section 3. It is hereby established and declared that the Conference Center is not, and has not been, needed for public or municipal purposes during the months of June and July during the term of the Primary Lease.

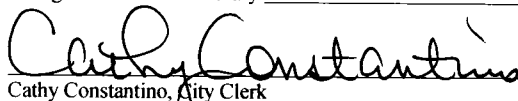
Section 4. The City hereby ratifies and approves the City's execution and delivery of the Primary Lease.

Section 5. This ordinance shall become effective immediately upon its adoption publication is required by law.

ADOPTED AND APPROVED THIS THE 1st DAY OF OCTOBER, 2013.


City Clerk

The City Clerk of the City of Orange Beach, Alabama hereby certifies that the foregoing Ordinance No. 2013-1182 was posted on 10/02/13 in the following three (3) public places:
Orange Beach City Hall 
Orange Beach Post Office _____
Orange Beach Public Library _____


Cathy Constantino, City Clerk