

## Agenda Item Details

Meeting	Dec 21, 2023 - Bryan City Council Special Meeting
Category	4. Consent (Automatic Approval) Agenda - This agenda consists of ministerial or "housekeeping" items required by law such as routine bids, contracts, purchases, and resolutions. Items may be removed from the consent agenda for separate consideration at the request of two Councilmembers.
Subject	B. Consent to a change in "Controlling Person of Tenant" of Bryan BSG Partnership, LLC, (f/k/a Villa Maria Partnership, LLC) in accordance with the Ground Lease Agreement, dated February 12, 2020, as amended by that certain First Amendment to Ground Lease Agreement dated December 22, 2020, by and between Bryan BSG Partnership, LLC (formerly known as Villa Maria Partnership, LLC) and the City of Bryan; and authorizing the Mayor to execute necessary related documents
Type	Action (Consent)
Preferred Date	Dec 21, 2023
Absolute Date	Dec 21, 2023
Fiscal Impact	No
Budget Source	na
Goals	Quality of Life Economic Development

### Summary:

The City Council approved a Ground Lease Agreement with the Villa Maria Partnership, LLC, dated February 12, 2020. Since that time, the Villa Maria Partnership changed its name to Bryan BSG Partnership, LLC. The majority owner of the Partnership is Invited Clubs (Invited or Invited, Inc.), formerly known as ClubCorp. The intent and purpose of the Agreement was and is for the Partnership to construct and operate BigShots Golf Aggieland in Travis Bryan Midtown Park.

Since the Grand Opening of BigShots Golf Aggieland on January 5, 2022, the Partnership has operated the 60-bay cutting-edge golf and entertainment facility in Midtown Park. The business has become known as one of the bookends, along with the Legends Event Center, within the Park.

Recently, City staff was notified of the impending acquisition of the Partnership by TopGolf Callaway Brands Corp., a Delaware corporation (**TCBC**) or more commonly known for this type of facility as TopGolf. Per Article XXI of the Lease Agreement, any direct or indirect sale, assignment, transfer, change in control of the Partnership, etc. requires the City's approval, which approval shall not be unreasonably withheld (reference: Section 21.1 and 21.1(a)).

### Staff Analysis and Recommendation:

With the pending change in control of the Partnership, Invited representatives have requested the City's consent and approval for the Change of Control of the Tenant to TopGolf. Staff anticipates this action being an initial step to transfer operation of BigShots Golf Aggieland from Invited to TopGolf.

After the change of control of the Tenant, staff expects BigShots Golf Aggieland to be rebranded as a TopGolf facility; however, staff does not have formal documentation to substantiate this possible action.

Based on information obtained to date and the Lease Agreement requirements, staff recommends the City Council consent to a change in "Controlling Person of Tenant" of Bryan BSG Partnership, LLC, (f/k/a Villa Maria Partnership, LLC) in accordance with the *Ground Lease Agreement*, dated February 12, 2020, as amended by that certain *First Amendment to Ground Lease Agreement* dated December 22, 2020, by and between Bryan BSG Partnership, LLC (f/k/a Villa Maria Partnership, LLC) and the City of Bryan; and authorizing the Mayor to execute necessary related documents, which essentially transfers the Lease Agreement from Invited to TopGolf.

### Options:

1. Consent to a change in "Controlling Person of Tenant" of Bryan BSG Partnership, LLC, (f/k/a Villa Maria Partnership, LLC) in accordance with the *Ground Lease Agreement*, dated February 12, 2020, as amended by that certain *First Amendment to Ground Lease Agreement* dated December 22, 2020, by and between Bryan BSG Partnership, LLC (f/k/a Villa Maria Partnership, LLC) and the City of Bryan; and authorizing the Mayor to execute necessary related documents

2. Modify and then consent to a change in "Controlling Person of Tenant" of Bryan BSG Partnership, LLC, (f/k/a Villa Maria Partnership, LLC) in accordance with the *Ground Lease Agreement*, dated February 12, 2020, as amended by that certain *First Amendment to Ground Lease Agreement* dated December 22, 2020, by and between Bryan BSG Partnership, LLC (f/k/a Villa Maria Partnership, LLC) and the City of Bryan; and authorizing the Mayor to execute necessary related documents; this option may require additional negotiations with the firm and consideration at a future City Council meeting

3. Do not consent to the change and provide staff direction

4. Take no action and provide direction to staff

**Attachments:** (note: Attachments 2 and 3 are combined into a single pdf)

1. Proposed Consent to Change in Controlling Person – (a) Ground Lease Agreement, dated February 12, 2020, as amended by that certain First Amendment to Ground Lease Agreement dated December 22, 2020 (as amended, the "Ground Lease Agreement"), by and between Bryan BSG Partnership, LLC, a Delaware limited liability company (f/k/a Villa Maria Partnership, LLC, a Delaware limited liability company) ("Bryan BSG Partnership") and the City of Bryan, a Texas home-rule municipal corporation (the "City"), and (b) Chapter 380 Program Agreement for Economic Development Incentives, dated February 12, 2020, as amended by that certain First Amendment to Chapter 380 Program Agreement for Economic Development Incentives, dated December 22, 2020 (as amended, the "Chapter 380 Agreement" and, together with the Ground Lease Agreement, each an "Agreement" and collectively, the "Agreements"), by and between Bryan BSG Partnership and the City

2. Ground Lease Agreement with the Villa Maria Partnership, LLC (now known as Bryan BSG Partnership, LLC), dated February 12, 2020

3. First Amendment to the Ground Lease Agreement dated December 22, 2020

4. Chapter 380 Agreement with the Villa Maria Partnership, LLC (now known as Bryan BSG Partnership, LLC), dated February 12, 2020

5. First Amendment to the Chapter 380 Agreement dated December 22, 2020

VILLA MARIA PARTNERSHIP LLC\_GROUND LEASE AGREEMENT.pdf (14,769 KB)

VILLA MARIA PARTNERSHIP LLC\_CHAPTER 380.pdf (9,492 KB)

VILLA MARIA PARTNERSHIP LLC\_CHAPTER 380.pdf (16,133 KB)

Project RSVP - Consent to Assignment of Bryan TX Lease and Chapter 380 Agreement (signed).pdf (235 KB)