



STATE OF HAWAII
DEPARTMENT OF TRANSPORTATION
869 PUNCHBOWL STREET
HONOLULU, HAWAII 96813-5097

GLENN M. OKIMOTO
DIRECTOR

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RANDY GRUNE
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IN REPLY REFER TO:

Board of Land and
Natural Resources
State of Hawaii
Honolulu, Hawaii

CONSENT TO ASSIGNMENT OF STATE LEASE NO. DOT-A-77-0030 AND
STATE LEASE NO. DOT-A-87-0019
FROM SIMPLY WHEELZ LLC DBA ADVANTAGE RENT A CAR
TO ADVANTAGE OPCO LLC DBA ADVANTAGE RENT A CAR
HONOLULU INTERNATIONAL AIRPORT
TAX MAP KEY: (1) 1-1-03: PORTION OF 1

O'AHU

REQUEST:

Consent to Assignment of State Lease No. DOT-A-77-0030 and State Lease No. DOT-A-87-0019 from Simply Wheelz LLC dba Advantage Rent A Car, as Lessee/Assignor, to Advantage Opco, LLC dba Advantage Rent A Car, as Assignee at Honolulu International Airport.

LEGAL REFERENCE:

Subsection 171-36(a) (5), Hawaii Revised Statutes, as amended

APPLICANTS:

LESSEE/ASSIGNOR: Simply Wheelz LLC dba Advantage Rent A Car, a Delaware Limited Liability Company, authorized to do business in the State of Hawaii, having a mailing address of 225 Brae Boulevard, Park Ridge, New Jersey 07656.

ASSIGNEE: Advantage Opco LLC dba Advantage Rent A Car, a Delaware Limited Liability Company, authorized to do business in the State of Hawaii, having a mailing address of 7652 Narcoossee Road, Orlando, Florida 32822.

AREA:

Area/Space No. 002-102, containing a land area of approximately 15,783 square feet of improved/paved land, along with a number of parking spaces as shown on the attached Exhibit A-1.

Area/Space No. 351-103, containing a land area of approximately 213 square feet of improved/paved land, as shown on the attached Exhibit A-2.

LOCATION AND TAX MAP KEY:

Portion of Honolulu International Airport, Honolulu, Island of O‘ahu, identified by Tax Map Key: 1st Division, 1-1-03: Portion of 1

ZONING:

State Land Use District:	Urban
City and County of Honolulu:	Industrial (I-2)

LAND TITLE STATUS:

Section 5(a) lands of the Hawaii Admissions Act – Non-Ceded
DHHL 30% entitlement lands: No X

CURRENT USE STATUS:

Land presently encumbered by Governor’s Executive Order No. 3201, dated June 8, 1983 setting aside 3,152,177 acres designated as Honolulu International Airport under the control and management of the Department of Transportation, Airports Division, State of Hawaii, for Airport purposes.

CHARACTER OF USE:

Operation of rental car concession.

TERM OF LEASE:

The assumed lease will continue for a period of roughly three years until the new consolidated rental car facility is constructed and ready for occupancy.

CONSIDERATION:

Zero. Assignment of Lease is required by the United States Federal Trade Commission to maintain competition among rental car concessions at various airports.

RECOMMENDED PREMIUM:

Due to the nature of the bankruptcy proceedings, the DOT has determined that there is no premium due.

DCCA VERIFICATION:

LESSEE/ASSIGNOR:

Place of business registration confirmed:	YES <u>X</u>	NO _____
Registered business name confirmed:	YES <u>X</u>	NO _____
Good standing confirmed:	YES <u>X</u>	NO _____

ASSIGNEE:

Place of business registration confirmed:	YES <u>X</u>	NO _____
Registered business name confirmed:	YES <u>X</u>	NO _____
Good standing confirmed:	YES <u>X</u>	NO _____

REMARKS:

At the January 11, 2013 meeting, under Item M-6, the Board approved the assignment of State Lease No. DOTA-87-0019 and State Lease No. DOTA-77-0030 from DTG Operations, Inc. dba Dollar Car Rental to Simply Wheelz LLC (Simply Wheelz). Simply Wheelz, doing business as Advantage Rent A Car, a former subsidiary of Hertz Global Holdings, Inc. (Hertz), filed for Chapter 11 protection over valuation of vehicles provided to Simply Wheelz when Hertz, subsequent to a United States Federal Trade Commission (USFTC) requirement, divested itself of Simply Wheelz, in order to receive approval for the acquisition of Dollar Thrifty Automotive Group, Inc. (Dollar Thrifty). As part of the acquisition of Dollar Thrifty, the USFTC conditioned its approval of the acquisition on Hertz's agreement to: (i) divest its Simply Wheelz subsidiary, which operates the Advantage brand to an entity capable of successfully expanding the operation of that brand, and (ii) ensure that the buyer of the Advantage brand will have the right to operate that brand on-airport at certain additional locations indentified by the USFTC, including Honolulu International Airport. As part of the Chapter 11 proceedings, Simply Wheelz assigned its right, title and interest in the agreements at Honolulu to Advantage Opco, LLC dba Advantage Rent A Car.

RECOMMENDATION:

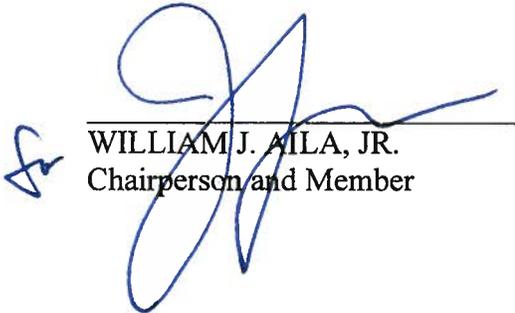
That the Board approves of and gives its approval to the Consent to the Assignment of Lease No. DOT-A-77-0030 and State Lease No. DOT-A-87-0019 as herein outlined, subject to: (1) such terms and conditions as may be prescribed by the Director of Transportation to best serve the interests of the State; and (2) review and approval of the Department of the Attorney General.

Respectfully submitted,

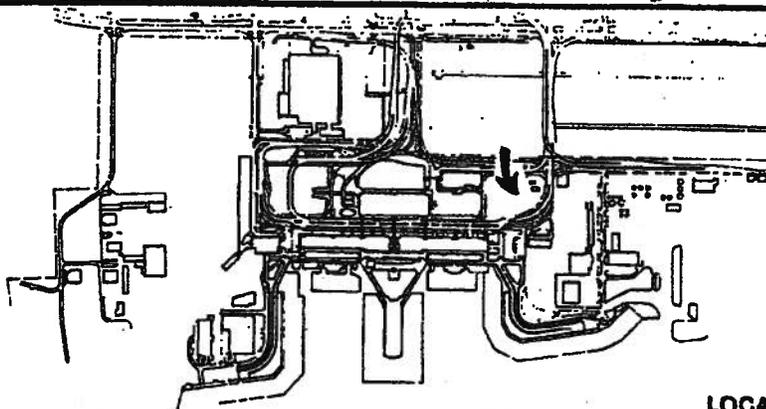


GLENN M. OKIMOTO, Ph.D.
Director of Transportation

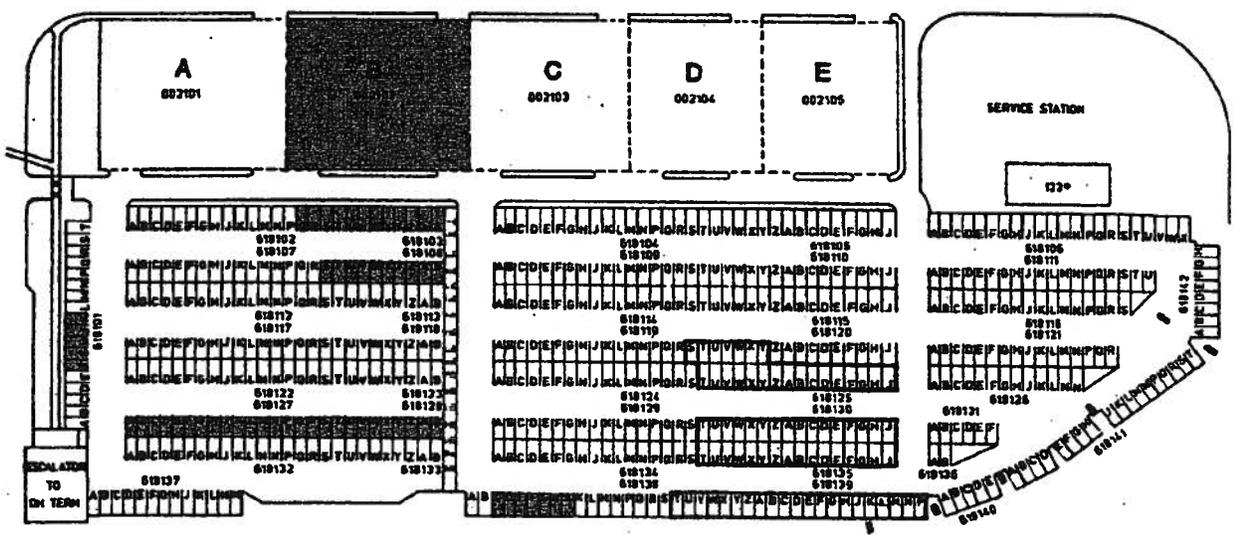
APPROVED FOR SUBMITTAL:



WILLIAM J. AILA, JR.
Chairperson and Member



LOCATION PLAN TERMINAL AREA



LOT B	SPACE/AREA	SQ. FT.
002 102		15,783

READY STALLS (Permanent)	SPACE/AREA	AMOUNT
618 101F-K		5
618 102Q-Z		10
618 103A&B		2
618 107S-Z		8
618 108A&B		2
618 127A-Z		24
618 128A&B		2
618 138C-J		7
Total		60

READY STALLS (Adjusted yearly)	SPACE/AREA	AMOUNT
618 119S-Y		7
618 124T-Z		7
618 125A-J		9
618 129T-Z		7
618 130A-J		9
618 134T-Z		7
618 135A-J		9
618 138T-Z		7
618 139A-P		14
Total		76

DATE November, 1987 EXHIBIT A-1



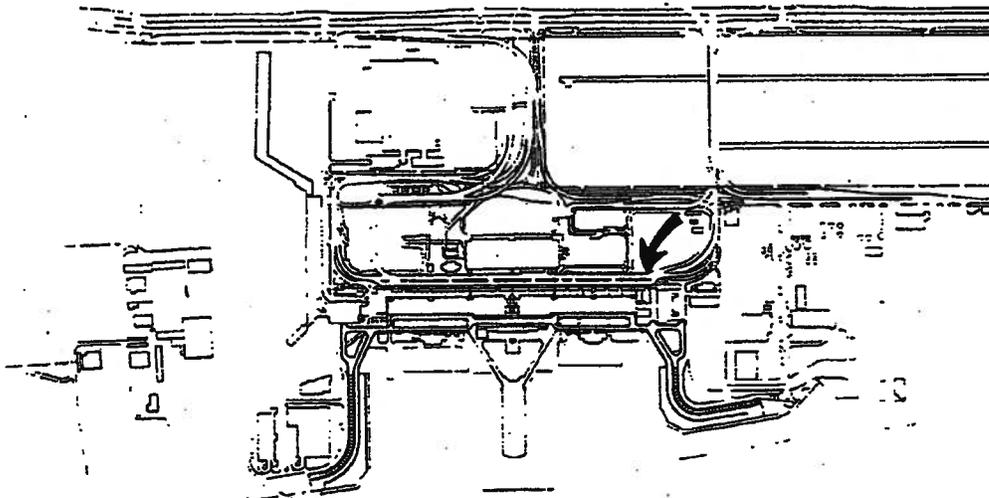
Airports Division
DEPARTMENT OF TRANSPORTATION
STATE OF HAWAII

PACIFIC INTERNATIONAL
SERVICES CORP.
DBA DOLLAR RENT-A-CAR

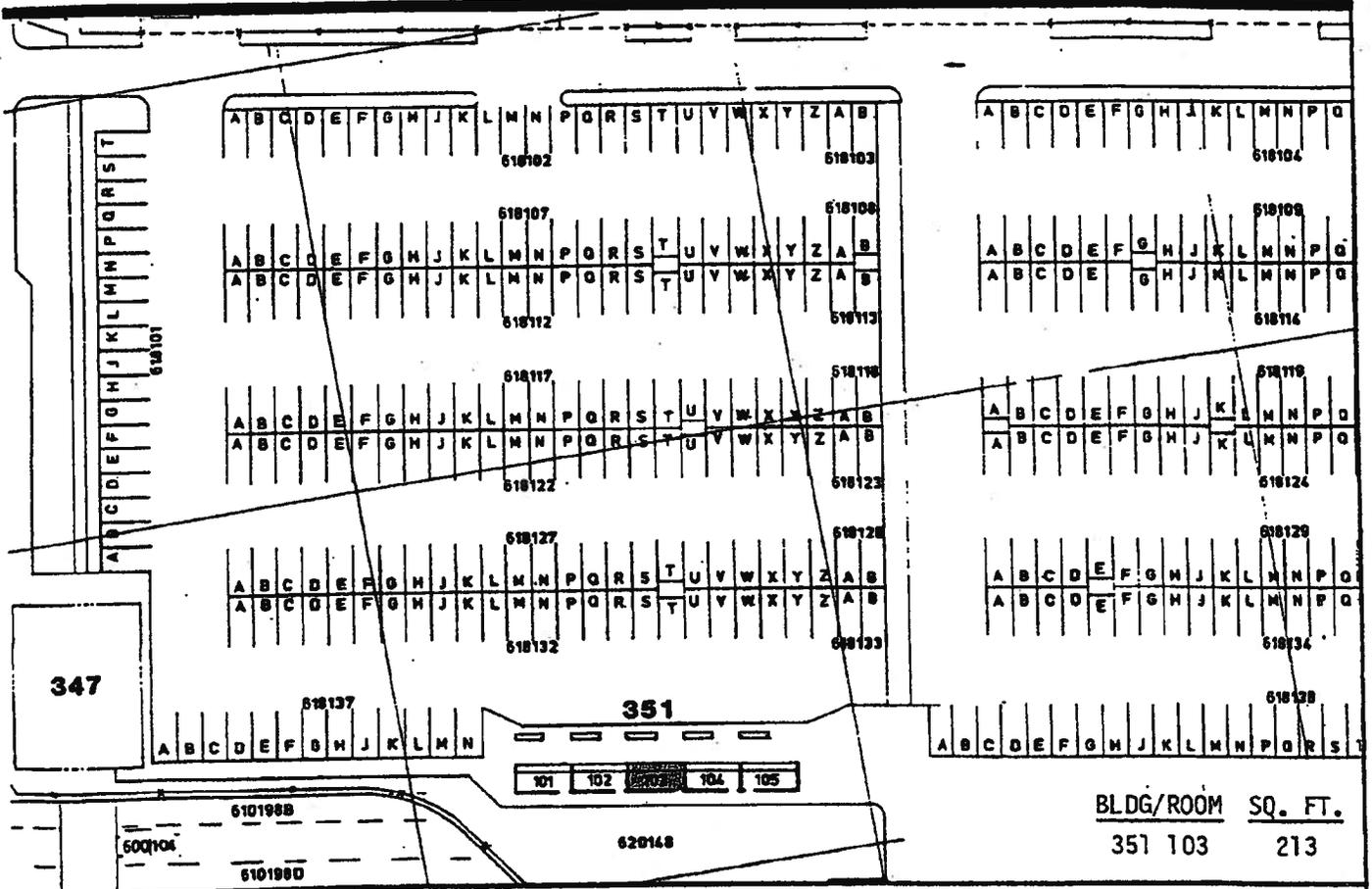
LOTS &
RENT-A-CAR
READY/RETURN STALLS

002 102
PLAT CI

HONOLULU INTERNATIONAL AIRPORT



LOCATION PLAN TERMINAL AREA



BLDG/ROOM	SQ. FT.
351 103	213

DATE December, 1988 EXHIBIT: A-2



Airports Division
DEPARTMENT OF TRANSPORTATION
STATE OF HAWAII

PACIFIC INTERNATIONAL
SERVICES CORP. DBA
DOLLAR RENT-A-CAR

BLDG 351
RENT-A-CAR BOOTHS

351 103
PLAT C1

HONOLULU INTERNATIONAL AIRPORT