

**UNITED
CONTRACT
183376-1**

AMENDMENT NO. 1

TO

AIRLINE OPERATIONS AGREEMENT

Between

CITY OF FRESNO,
A MUNICIPAL CORPORATION

And

UNITED AIRLINES, INC.
A DELAWARE CORPORATION

Dated

JULY, 2016

THIS AMENDMENT NO. 1, effective as of July 1, 2013, is entered into between the City of Fresno California, a municipal corporation, (hereinafter referred to as "City") and, United Airlines, Inc., A Delaware Corporation, admitted in good standing to do business in California, (hereinafter referred to as "Airline").

RECITALS

WHEREAS, City is the owner and operator of Fresno Yosemite International Airport located in the City of Fresno, County of Fresno, State of California, hereinafter referred to as "Airport"; and

WHEREAS, City desires to lease to Airline certain facilities located at Airport in accordance with the terms, covenants, and conditions hereinafter set forth in this Agreement including incorporated exhibits, documents and instruments; and

WHEREAS, Airline and City (each a "Party"; collectively the "Parties") have heretofore entered an Airline Operations Agreement dated February 7, 2013 ("AOA") covering space occupancy and use, and airfield user privileges, at the Fresno Yosemite International Airport ("Airport"); and

WHEREAS the Parties desire to amend the AOA, to extend the term and make other changes; and

WHEREAS the Parties recognize that due to various improvements to the passenger terminal at the Airport ("Terminal"), including the installation of common use hardware and software systems, and the implementation of policy and procedures related to common use of airline ticket counters and gates, the Parties wish to amend the space(s) covered by the AOA and the Exhibits attached to the AOA.

NOW, THEREFORE, in consideration of the mutual promises herein, it is hereby agreed as follows:

1. Article 1, Section 1.1- Delete the following definitions:

- F. Airline Common Use Equipment
- G. Airline Common Use Equipment Charge
- H. Airline Common Use Equipment Cost Center
- I. Airline Common Use Equipment Retirement
- U. City Airports
- QQ. Preferential Use Space
- RR. Relocation Cost Reimbursement Allowance
- TT. Shared Use Space
- UU. Shared Use Space Formula

Amend the following definitions:

- PP. Preferential Use. Means the right conferred by the Airport to a Class I Airline to use Gate Facilities and Common Use Ticket Counter Positions on a preferential basis **during those periods of time defined by the Common Use Facilities Policy and Procedures.**

2. Article 1, Section 1.1- Add following definitions:

- XX. Affiliate Airline. Shall mean any Air Transportation entity that is (i) controlled by, controlling, or under common control with Airline, or (ii) shares an International Air Transport Association (IATA) flight designator code with Airline at the Airport (code sharing partner), or (iii) otherwise operates under the same trade name as Airline at the Airport or uses essentially the same livery as Airline at the Airport. Airline may give the Director thirty (30) days prior written notice that such an Affiliate is no longer to be considered an Affiliate hereunder.
- YY. Airport Rules for Airlines/Ground Handlers (Rules and Regs.) Means the manual provided by Director for operating an Airline at Airport, provided that such manual doesn't conflict with any rights in this AOA.
- ZZ. Assigned Common Use Facilities. Means all common use facilities, including, but not limited to: ticket counters and gates, as assigned in accordance with the Common Use Facilities Policy and Procedures Manual.
- AAA. Common Use Gate. Means a Gate Facility designated by the City for the use by the Airline, as assigned in accordance with the Common Use Facilities Policy and Procedures manual.
- BBB. Common Use Facilities Policy and Procedures (Common Use Policy). Means the policy and procedures as set forth in the manual provided by Director, which describes the procedures agreed to between City and Airlines, for assigning Common Use Facilities for the various classifications of airlines, based on scheduled landings and other criteria, as described therein.
- CCC. Common Use Ticket Counter Position. Means the ticket counter position(s) designated by the City for the use by the Airline as assigned in accordance with the Common Use Facilities Policy and Procedures Manual.
- DDD. Gate Facilities. Means, but is not limited to, the use and access to a gate door, jet bridge, Common Use computer system, podium(s), counter and aircraft parking position, at a specified location within the passenger terminal for the purposes of operating a commercial air service airline.
- EEE. New Entrant. Means any airline or air carrier that desires to begin service at the Airport and is not currently operating under a signed AOA.

3. Article 2, Section 2.1 shall be replaced with the following:

2.1 Term:

This Agreement shall be effective on August 22, 2012 ending on June 30, 2020, subject to earlier termination with or without cause by either Party giving sixty (60) days advance written notice to the other Party.

4. Article 5, Section 5.4 shall be deleted in its entirety and replaced with the following:

5.4 Application of Rental Rates

1. Common Use Area and Ticket Counter Position.

The Terminal Area Rental Rate shall be applied to Common Use Space ("CUS") on the basis of the Common Use Space Formula ("CUSF"). The CUSF is an allocation of the CUS among the Signatory Airlines based on Enplaning Passenger statistics for each month as reported by the Airlines. The Common Use Space is shown on Exhibit "B-1", which is attached hereto and hereby incorporated into this agreement.

a. Common Use Ticket Counter Position. Terminal ticket counter numbers: 15-01; 15-02; and 16-01; 16-02 as shown on Exhibit "A-1" attached hereto and hereby made a part hereof and are assigned in accordance with the Common Use Facilities Policy and Procedures Manual.

b. Annual Reallocation of Ticket Counters. Airline acknowledges that every July 1st, the possibility of a reallocation of the ticket counters at the sole discretion of the Director of Aviation.

c. Common Use Ticket Counters.

i. The assignment of ticket counters to an Airline in accordance with the Airline's classification and the Common Use Policy.

ii. If a Ticket Counter is assigned as Preferential Use and there is a need for use by another Airline, such use shall be granted in accordance with the Common Use Policy, and if such use cannot meet the requirements in the Common Use Policy, such use shall not be granted.

iii. All remaining Ticket Counters not already assigned to an Airline may be available for Airlines requesting additional use in accordance with the Common Use Policy.

d. Assignment of Service. All requests for common use ticket counter access shall be assigned by Director or Designee consistent with the Common Use Policy and the Rules and Regs Manual.

2. Gate Facilities. The Terminal Area Rental Rate shall be applied to Common Use Space ("CUS") on the basis of the Common Use Space Formula ("CUSF"). The CUSF is an allocation of the CUS among the Signatory Airlines based on Enplaning Passenger statistics for each month as reported by the Airlines. The Common Use Space is shown on Exhibit "B-1", which is attached hereto and hereby incorporated to this agreement.

- a. Annual Reallocation of Gates. Airline acknowledges that every July 1st, the reallocation of the gate(s) will be considered at the sole discretion of the Director of Aviation.
 - b. Gate Facility Assignments.
 - i. Airline is assigned use of Gate Facilities no. 5, 7, and 15, as shown in Exhibit "C-1" attached hereto and hereby made a part hereof, and which is designated as a Class (I, II, III) Airline in accordance with the Common Use Policy .
 - ii. Assignment of Service. All requests by an Airline for common use gate access shall be assigned by Director or Designee consistent with the Common Use Policy.
3. The Terminal Area Rental Rate, as stated in the Master Fee Schedule as amended from time to time ("Terminal Area Rental Rate"), shall be applied to Exclusive Use Space on a per square foot basis.
- a. Exclusive Use Space as stated below:
 - i. Room B-101, comprising 473 square feet of passenger terminal as shown in Exhibit "A-1" attached hereto and hereby made a part hereof is Airline's exclusive use space.
 - ii. Room T-118, comprising 749 square feet of passenger terminal as shown in Exhibit "A-1" attached hereto and hereby made a part hereof is Airline's exclusive use space.
 - iii. Room C-163A, comprising 73 square feet of passenger terminal as shown in Exhibit "A-1" attached hereto and hereby made a part hereof is Airline's exclusive use space.
 - iv. Room C-163B, comprising 111 square feet of passenger terminal as shown in Exhibit "A-1" attached hereto and hereby made a part hereof is Airline's exclusive use space.
 - v. Room C-163D, comprising 162 square feet of passenger terminal as shown in Exhibit "A-1" attached hereto and hereby made a part hereof is Airline's exclusive use space.
4. All other Airport Use Fees shall be applied as defined in the Master Fee Schedule.

5. Article 14, Section 14.19(D) shall be modified as follows:

Duty to Notify City. In the event of a release or threatened release of Hazardous Material into the environment that is or could be in violation of Environmental Laws

relating to or arising out of Airline's use or occupancy of the Leased Premises or in the event any claim, demand, action or notice is made against Airline regarding Airline's failure or alleged failure to comply with any Environmental Laws, Airline promptly shall notify City by telephone, followed by written notice and shall provide City with copies of any written claims, demands, notices, or actions so made.

- 6. Exhibits "A" and "B" from the AOA shall be deleted and replaced with Exhibits "A-1", "B-1" and "C-1", each attached hereto.**

Except as expressly set forth herein, the AOA and all of the aforementioned Amendments shall otherwise remain unchanged and in full force and effect.

///

///

///

IN WITNESS WHEREOF, City has caused this Amendment No. 1 to be executed by its duly authorized officer, and Airline has executed the same, with signatures notarized, as of the date first above written.

CITY OF FRESNO, CALIFORNIA
A Municipal Corporation

By: _____
Kevin R. Meikle,
Director of Aviation

Address for Notice:
City of Fresno
Airports Department
4995 E. Clinton Way
Fresno, CA 93727

ATTEST:
Yvonne Spence, CMC
City Clerk

By: _____
Deputy

APPROVED AS TO FORM:
Douglas T. Sloan
City Attorney

By: *Charles Freeman*
Deputy, Date 7/6/17

UNITED AIRLINES, INC.
A Delaware Corporation

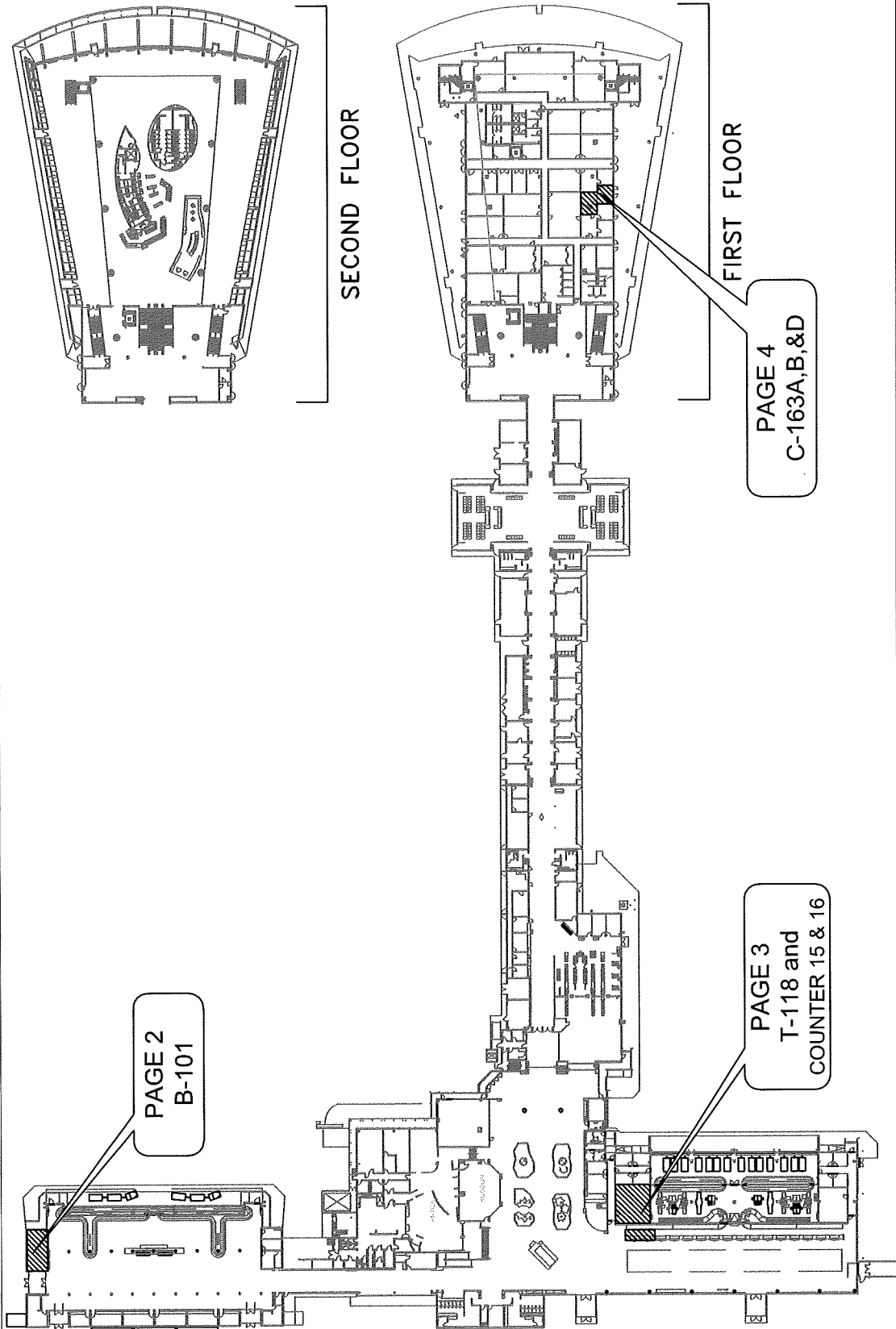
By: *Peter Froehlich*
Peter Froehlich, Managing Director
Title: Airport Affairs- Corporate Real Estate
(Board Chair, President or Vice
President)


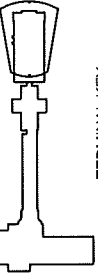

By: *Jennifer L. Kraft*
Jennifer L. Kraft
Title: Secretary
(CFO, Treasurer, Secretary or
Assistant Secretary)

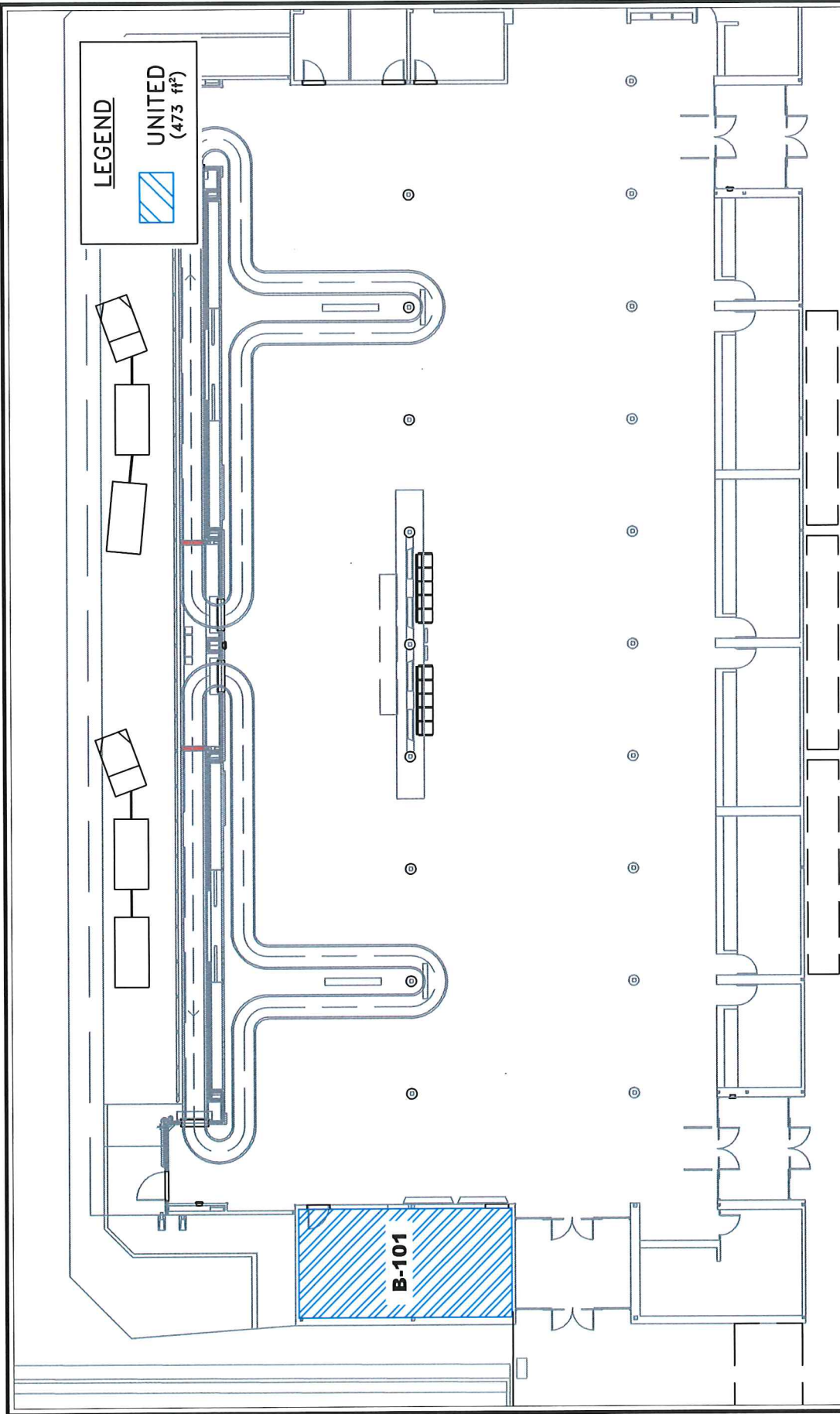
Address for Notice:
United Airlines, Inc.
Corporate Real Estate- HDQOU
233 S. Wacker Drive, 11th Floor
Chicago, IL 60606



Exhibit A-1 Leased Premises Terminal Building
Exhibit B-1 Common Use Premises in Terminal Building
Exhibit C-1 Gate Facilities

EXHIBIT A-1

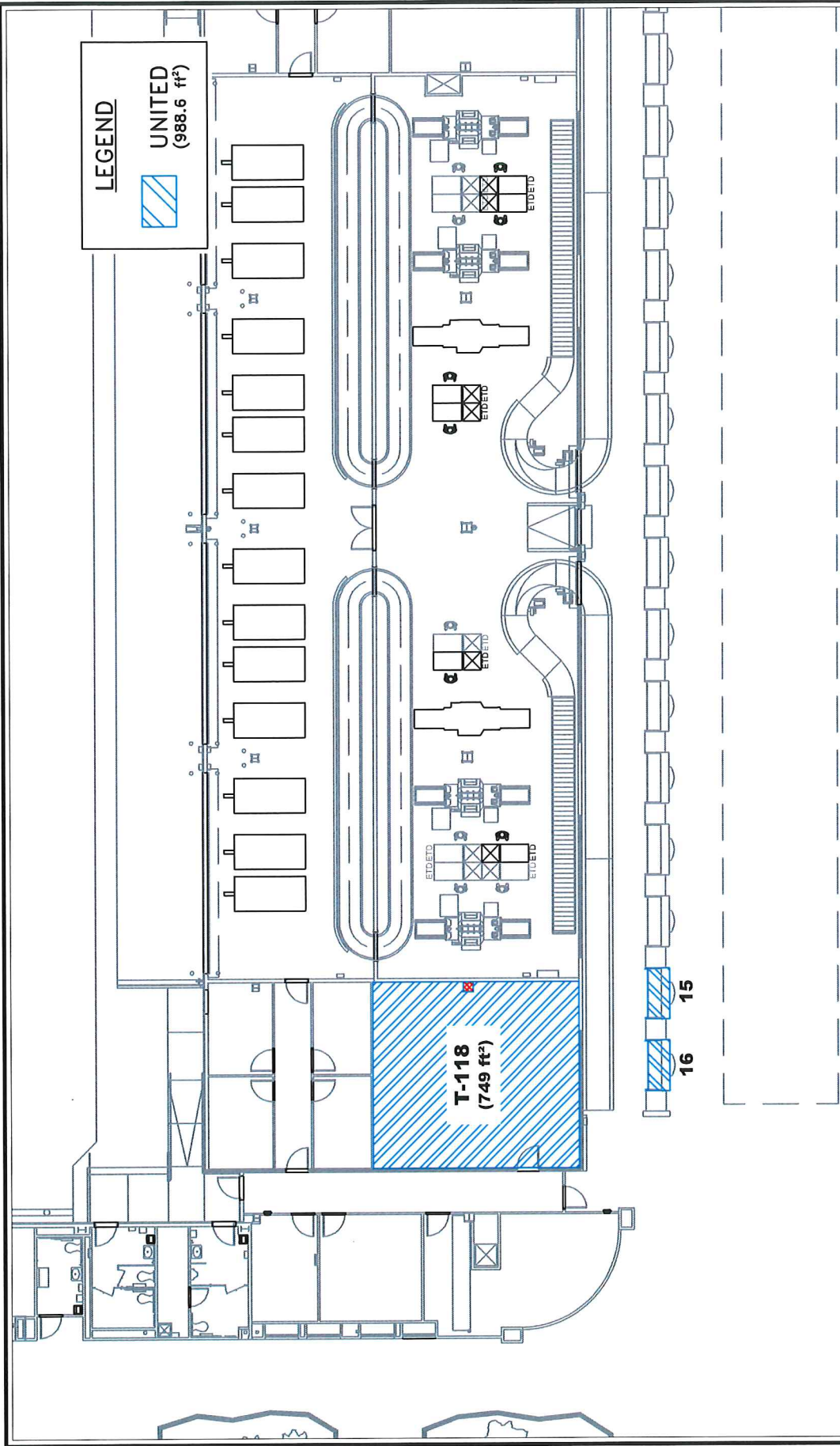



  TERMINAL KEY	AIRPORTS DEPARTMENT DIRECTOR OF AVIATION KEVIN R. MEKLE, ARCHITECT  FRESNO YOSEMITE INTERNATIONAL AIRPORT CITY OF FRESNO AIRPORTS DEPARTMENT 4995 EAST CLINTON WAY FRESNO, CALIFORNIA 93727 PHONE: 558-621-4600	FRESNO YOSEMITE INTERNATIONAL AIRPORT TERMINAL COMPLEX UNITED LEASES LOCATIONS J:\ARCHIVE\25A\25A00419.DWG		KRA NO. _____ FUND NO. _____ ORG NO. _____ ACTIVITY _____ PROJECT I.D. _____	REVISIONS/REFERENCE REV NO. 1 1/24/13, DJY REV NO. 2 10/07/15, JG
	APPROVED _____ OFFICE ENG. _____ CONST. ENG. _____ CITY DESIGN ENG. _____ DR. BY: LNS CH. BY: MCP DATE: 7-26-13 SCALE: N/A		CITY DRAWING NO. 25-A-419 SHEET NO. 1 OF 4 SHEETS		

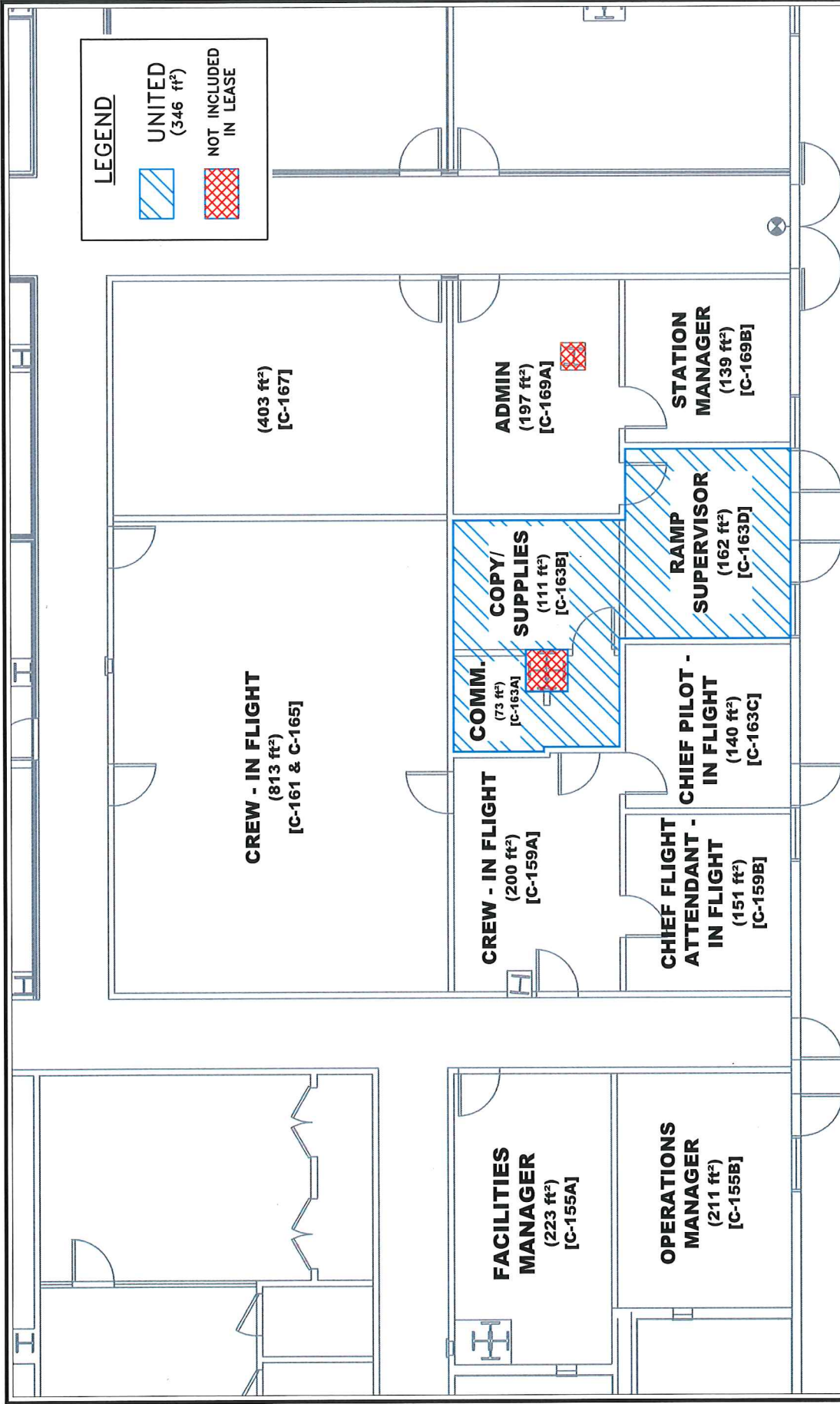


	AIRPORTS DEPARTMENT DIRECTOR OF AVIATION KEVIN R. MEIKLE, ARCHITECT  FRESNO YOSEMITE INTERNATIONAL AIRPORT CITY OF FRESNO AIRPORTS DEPARTMENT 4995 EAST CLINTON WAY FRESNO, CALIFORNIA 93727 PHONE: 559-621-4600	FRESNO YOSEMITE INTERNATIONAL AIRPORT TERMINAL BAGGAGE CLAIM UNITED LEASE (B-101)		KRA NO. _____ FUND NO. _____ ORG NO. _____ ACTIVITY _____ PROJECT I.D. _____	REVISIONS/REFERENCE REV NO.1 10/07/15 JG
		APPROVED CONST. ENG. _____ CITY DESIGN ENG. _____ DR. BY: LNS _____ CH. BY: MGP _____ DATE: 7-26-31 SCALE: 1" = 20'		OFFICE ENG. _____ CITY DRAWING NO. 25-A-419 SHEET NO. 2 OF 4 SHEETS	

J:\ARCHIVE\25A\25A00419.DWG



	AIRPORTS DEPARTMENT DIRECTOR OF AVIATION KEVIN R. MEIKLE, ARCHITECT  FRESNO YOSEMITE INTERNATIONAL AIRPORT CITY OF FRESNO AIRPORTS DEPARTMENT 4950 EAST JENNIFER WAY FRESNO, CALIFORNIA 93727 PHONE: 559-621-4500	FRESNO YOSEMITE INTERNATIONAL AIRPORT TERMINAL TICKETING LOBBY UNITED LEASE (T-118 & COUNTERS 15-A/B & 16-A/B) J:\ARCHIVE\25A\25A00419.DWG		KRA NO. _____ FUND NO. _____ CITY DESIGN ENG. _____ ACTIVITY PROJECT I.D. _____	REVISIONS/REFERENCE REV NO.1 10/07/15 JG
	APPROVED CONST. ENG. _____ CITY DESIGN ENG. _____ DR. BY: LNS CH. BY: MGP DATE: 7-26-13 SCALE: 1" = 20'	OFFICE ENG. _____ CITY DRAWING NO. 25-A-419 SHEET NO. 3 OF 4 SHEETS			






  TERMINAL KEY	AIRPORTS DEPARTMENT DIRECTOR OF AVIATION KEVIN R. MEIKLE, ARCHITECT  FRESNO YOSEMITE INTERNATIONAL AIRPORT CITY OF FRESNO AIRPORTS DEPARTMENT 4995 EAST CLINTON WAY FRESNO, CALIFORNIA 93727 PHONE: 559-621-4500	FRESNO YOSEMITE INTERNATIONAL AIRPORT FIRST FLOOR TERMINAL CONCURSE UNITED LEASE (C-163A,B,&D) J:\ARCHIVE\25A\25A00419.DWG	KRA NO. _____ FUND NO. _____ ORG NO. _____ ACTIVITY _____ PROJECT I.D. _____	REVISIONS/REFERENCE REV NO. 1 1/24/13, DJY REV NO. 2 10/07/15, JG
	APPROVED CONST. ENG. _____ OFFICE ENG. _____ CITY DESIGN ENG. _____ DR. BY: LNS CH. BY: MGP DATE: 7-26-13 SCALE: 1" = 10'	CITY DRAWING NO. 25-A-419 SHEET NO. 4 OF 4 SHEETS		

EXHIBIT B-1

**46,900.8 FT² OF TOTAL
COMMON USE AREA**

B-102
9,453 FT²

T-109 (123 FT²)
T-111 (122 FT²)

C-101
(4,798 FT²)

C-200A, B, C, D, E, and F
(2,339 FT² EACH)=14,034 FT²

C-140
(2,551 FT²)

C-141
(2,551 FT²)

C-182 (523 FT²)
C-186 (516 FT²)

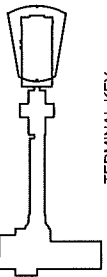
T-123 (2,913 FT²)
T-124 (3,539 FT²)

T-131 (1,916.8 FT²)
T-132 (3,861 FT²)

SECOND FLOOR

FIRST FLOOR

C-200C
C-200D



TERMINAL KEY

AIRPORTS
DEPARTMENT

DIRECTOR OF AVIATION
KEVIN R. MEKLE, ARCHITECT



CITY OF FRESNO
AIRPORTS DEPARTMENT
1405 G STREET, SUITE 100
FRESNO, CALIFORNIA 93727
PHONE: 559-621-4500

FRESNO YOSEMITE INTERNATIONAL AIRPORT

**TERMINAL CONCOURSE
COMMON USE LOCATIONS**

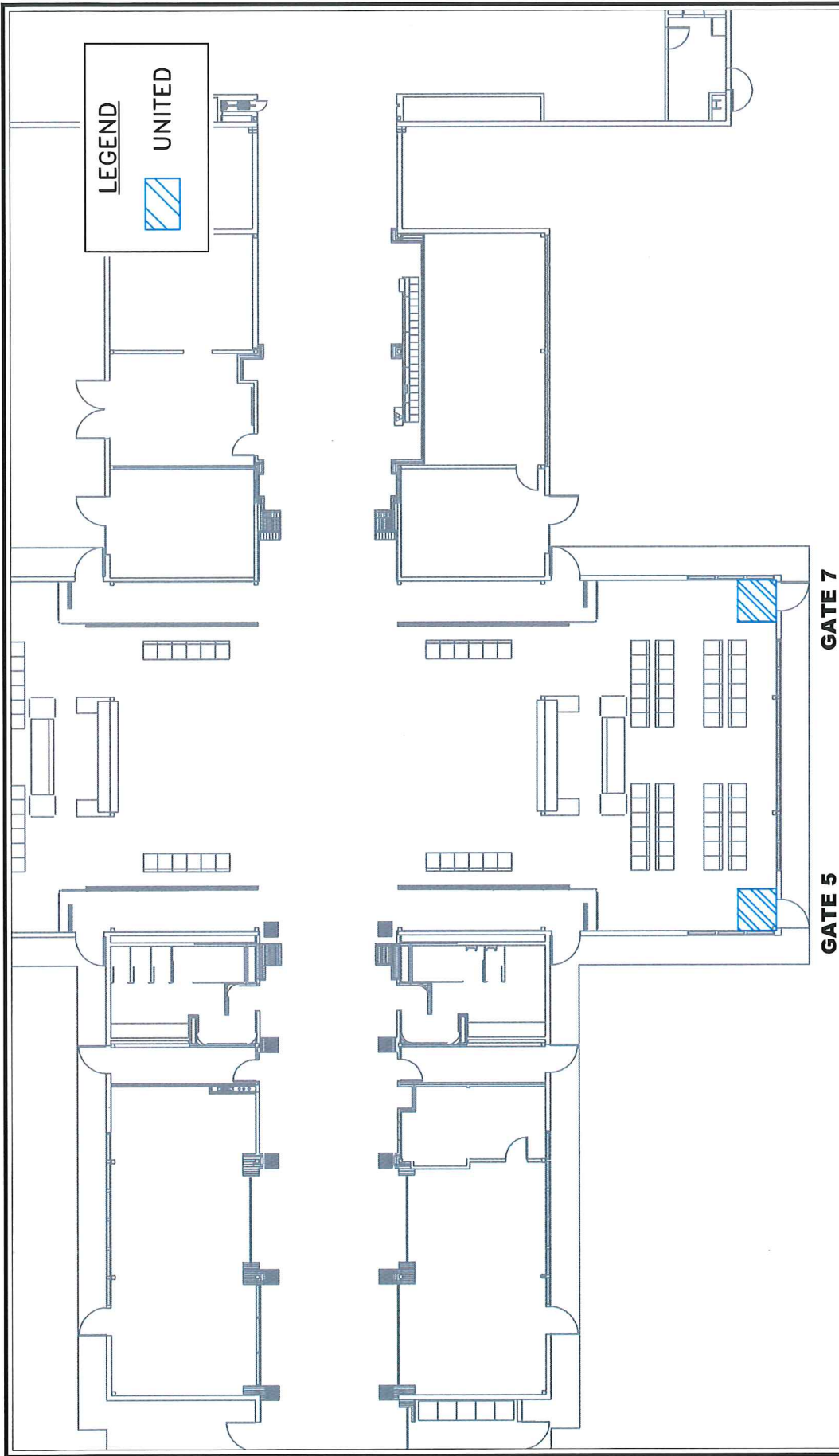
J:\ARCHIVE\25A\25A00410.DWG

KRA NO. _____
FUND NO. 1 / 25-A-406
CITY DESIGN ENG. _____
ACTIVITY _____
PROJECT I.D. _____

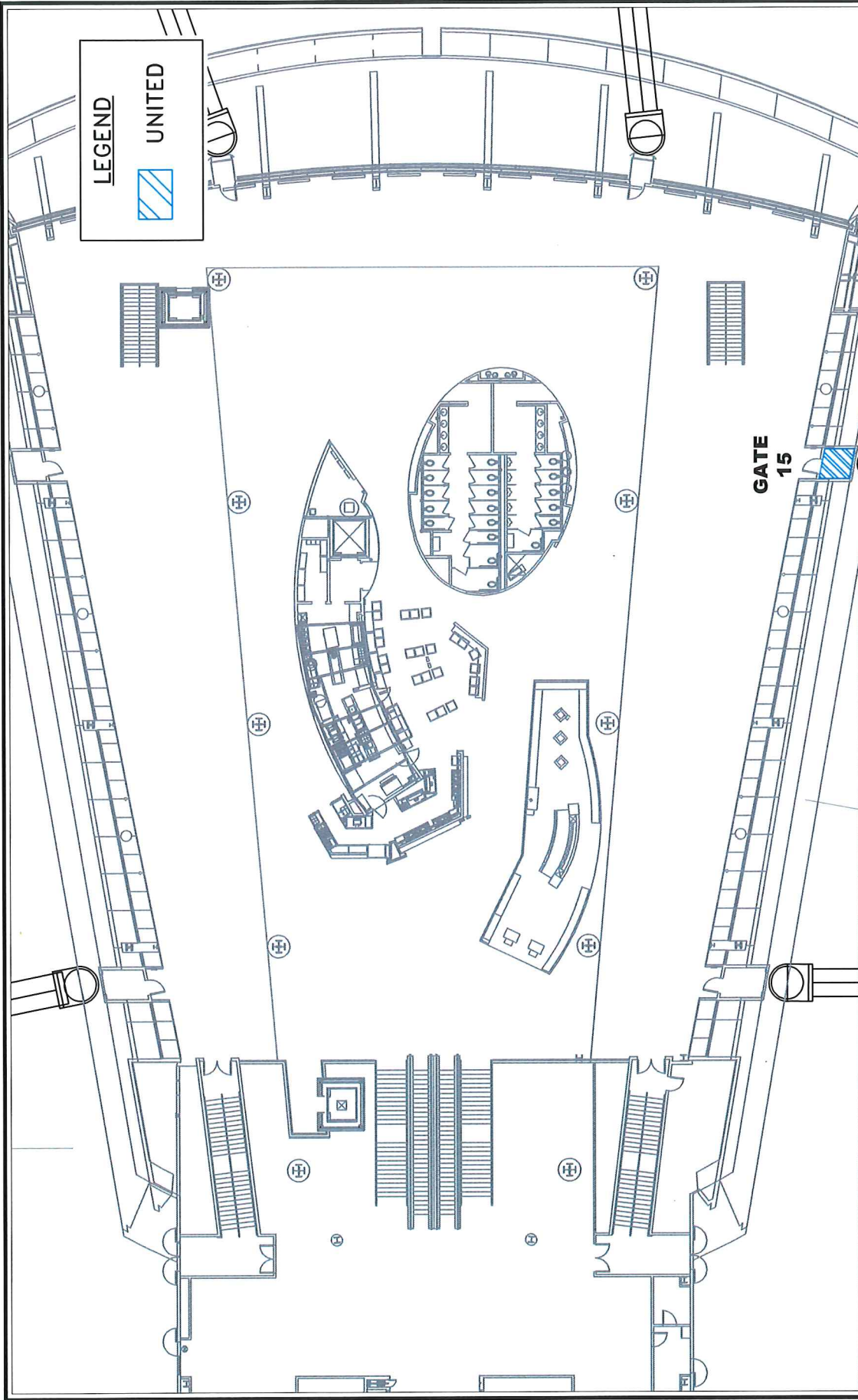
APPROVED
CONST. ENG. _____
CITY DESIGN ENG. _____
OFFICE ENG. _____

DR. BY: LNS
CH. BY: MCP
DATE: 7-18-13
SCALE: N/A
CITY DRAWING NO. 25-A-410
SHEET NO. **1**
OF 1 SHEETS

EXHIBIT C-1



  TERMINAL KEY	AIRPORTS DEPARTMENT DIRECTOR OF AVIATION KEVIN R. MEIKLE, ARCHITECT  FRESNO YOSEMITE INTERNATIONAL AIRPORT CITY OF FRESNO AIRPORTS DEPARTMENT 485 SOUTH G STREET FRESNO, CALIFORNIA 93727 PHONE: 559-621-4500	FRESNO YOSEMITE INTERNATIONAL AIRPORT FIRST FLOOR TERMINAL CONCOURSE UNITED LEASE (C-141 GATE 5 & 7) J:\ARCHIVE\25A\25A00419.DWG		KRA NO. _____ FUND NO. _____ ORG NO. _____ ACTIVITY _____ PROJECT I.D. _____	REVISIONS/REFERENCE REV NO.1 10/07/15 JG
	APPROVED _____ OFFICE ENG. _____ CONST. ENG. _____ CITY DESIGN ENG. _____ DR. BY: LNS CH. BY: MGP DATE: 7-26-13 SCALE: 1" = 20'		CITY DRAWING NO. 25-A-419 SHEET NO. 1 OF 2 SHEETS		



LEGEND

UNITED

	AIRPORTS DEPARTMENT DIRECTOR OF AVIATION KEVIN R. MEIKLE, ARCHITECT  FRESNO YOSEMITE INTERNATIONAL AIRPORT CITY OF FRESNO AIRPORTS DEPARTMENT 4955 EAST AVENUE FRESNO, CALIFORNIA 93727 PHONE: 559-621-4500	FRESNO YOSEMITE INTERNATIONAL AIRPORT SECOND FLOOR TERMINAL CONCOURSE UNITED LEASE GATE 15 (C-200E)		KRA NO. _____ FUND NO. _____ ORG NO. _____ ACTIVITY _____ PROJECT I.D. _____	REVISIONS/REFERENCE REV NO.1 10/07/15 JG
		APPROVED CONST. ENG. _____ OFFICE ENG. _____ CITY DESIGN ENG. _____ DR. BY: LNS CH. BY: MGP DATE: 7-26-13 SCALE: 1" = 10'		CITY DRAWING NO. 25-A-419 SHEET NO. 2 OF 2 SHEETS	



TERMINAL KEY

