

## **THIRD AMENDMENT TO THE TERMINAL FACILITIES LEASE AND LICENSE AGREEMENT**

THIS THIRD AMENDMENT TO THE TERMINAL FACILITIES LEASE AND LICENSE AGREEMENT (this “Third Amendment”) is made as of \_\_\_\_\_, 2020 (“Execution Date”) between the CITY OF LOS ANGELES, acting by and through the Board of Airport Commissioners of its Department of Airports, as landlord and licensor (the “Landlord”), and ALASKA AIRLINES, INC. as tenant and licensee (the “Tenant”) and shall be effective on the last day of the month following Los Angeles City Council approval of this Third Amendment.

### **RECITALS**

WHEREAS, the Tenant and the Landlord entered into that certain Airline Terminal Facilities Lease and License Agreement dated June 24, 2011 (LAA-8581)(the “Original Lease”); and

WHEREAS, the Tenant and the Landlord entered into that certain Amended and Restated Terminal Facilities Lease and License Agreement dated May 31, 2019 (LAA-8581A)(the “First Amendment”) that amended and restated the Original Lease; and

WHEREAS, the Tenant and the Landlord entered into that certain letter amendment dated April 2020 regarding rent and fee deferrals (LAA-8581B)(the “Second Amendment,” and together with the Original Lease and the First Amendment, the “Amended Alaska Lease”); and

WHEREAS, the Tenant and the Landlord wish to revise the Maximum Acquisition Amount and Schedule 1 to the Amended Alaska Lease.

NOW, THEREFORE, in consideration of the mutual agreements contained in this Third Amendment, the Landlord and the Tenant agree with each other as follows (certain terms used in this Third Amendment and not defined elsewhere in the text of this Third Amendment, are used with the meanings specified in the Amended Alaska Lease):

### **AGREEMENT**

1. The phrase “Two Hundred Twenty Million Dollars (\$220,000,000)” in the definition of “Maximum Acquisition Amount” in Section 25 of the Amended Alaska Lease shall be replaced with the phrase “Two Hundred Twenty-Five Million Dollars (\$225,000,000).”

2. Schedule 1 – Attachment B of the Amended Alaska Lease shall be replaced with the Schedule 1-Attachment B attached hereto.

3. Miscellaneous.

3.1. It is understood and agreed by and between the parties that, except as specifically provided herein, this Third Amendment shall not, in any manner, alter, change, modify or affect any of the rights, privileges, duties or obligations of either of the parties under the Amended

Alaska Lease and except as expressly amended herein, all of the terms, covenants and conditions of the Amended Alaska Lease shall remain in full force and effect.

3.2. This Third Amendment shall be binding upon the parties hereto and their respective heirs, personal representatives, successors and assigns.

3.3. This Third Amendment may be executed in counterparts, including counterparts that are manually executed and counterparts that are in the form of electronic records and are electronically executed. An electronic signature means a signature that is executed by symbol attached to or logically associate with a record and adopted by a party with the intent to sign such record, including facsimile or e-mail signatures. All executed counterparts shall constitute one amendment, and each counterpart shall be deemed an original. The parties hereby acknowledge and agree that electronic records and electronic signatures, as well as facsimile signatures, may be used in connection with the execution of this Third Amendment and electronic signatures, facsimile signatures or signatures transmitted by electronic mail in so-called PDF format shall be legal and binding and shall have the same full force and effect as if a paper original of this amendment had been delivered that had been signed using a handwritten signature. All parties to this Third Amendment (i) agree that an electronic signature, whether digital or encrypted, of a party to this Third Amendment is intended to authenticate this writing and to have the same force and effect as a manual signature; (ii) intended to be bound by the signatures (whether original, faxed, or electronic) on any document sent or delivered by facsimile or electronic mail or other electronic means; (iii) are aware that the other party(ies) will rely on such signatures; and, (iv) hereby waive any defenses to the enforcement of the terms of this Third Amendment based on the foregoing forms of signature. If this Third Amendment has been executed by electronic signature, all parties executing this document are expressly consenting, under the United States Federal Electronic Signatures in Global and National Commerce Act of 2000 ("E-SIGN") and the California Uniform Electronic Transactions Act ("UETA") (California Civil Code §1633.1 et seq.), that a signature by fax, e-mail, or other electronic means shall constitute an Electronic Signature to an Electronic Record under both E-SIGN and UETA with respect to this specific transaction.

[signature page follows]

IN WITNESS WHEREOF, the Landlord and the Tenant have respectively executed this Third Amendment as of the day and year first above written.

APPROVED AS TO FORM:

Michael N. Feuer,  
City Attorney

Date:

By:

10/6/2020  
  
Deputy/Assistant City Attorney

LANDLORD:

CITY OF LOS ANGELES

By:

\_\_\_\_\_  
Chief Executive Officer  
Department of Airports

ATTEST:

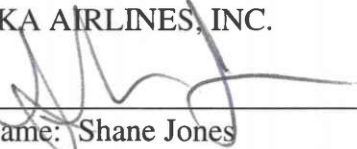
By:

  
\_\_\_\_\_  
Name: Joost Vlek  
Title: Airport Affairs Director

TENANT:

ALASKA AIRLINES, INC.

By:

  
\_\_\_\_\_  
Name: Shane Jones  
Title: Vice President of Airport Real  
Estate and Development

## Schedule 1-B

### Terminal 6 – Summary of Terminal Renovations

#### Terminal 6 – Summary of Non-Proprietary Renovations

The following Terminal Renovations are proposed to be designed and constructed by Alaska.

- Terminal 6 gate system enhancements, including passenger boarding bridge replacement, airfield pavement replacement/renovations and infrastructure improvements to the hydrant fueling system to support a total of fifteen (15) aircraft positions in Terminal 6 – (13) ADG-III and (2) ADG-V;
- Implementation of a common-use bus gate with direct vertical circulation to/from the Concourse level;
- Additional vertical circulation and accessibility to the FIS sterile corridor(s) in Terminal 6 to support international arrivals;
- Expansion of the Terminal Facility at Gates 61 and 63 to support additional gate hold room capacity for three (3) ADG-III aircraft;
- Reconfigure and install infrastructure at the Terminal 6 SSCP to facilitate the incorporation of advanced screening lanes; and,
- Implement a Concourse level, public area passenger connection to the T5.5 Terminal Vertical Core

Specifically, Alaska's Non-Proprietary improvements include, but are not limited to:

Scope Component	Description
1. Moat Level Reconfiguration and Enabling	<p>Design and construction of non-proprietary improvements to the moat-level support space, including access corridors, utilities, and other infrastructure improvements. This also includes enabling works and investigative work conducted simultaneously. This scope includes:</p> <ul style="list-style-type: none"><li>• Reconfiguration of moat-level airline operations and support space</li><li>• Utility and infrastructure improvements to enable terminal renovations and program development</li></ul>
2. Bus Gate and Gate Systems – 68B, 66	<p>Design and construct a new airside bus gate with vertical circulation to accommodate bi-directional passenger circulation between the Concourse and Ramp level. Gate systems scope to include apron pavement repair/replacement at aircraft parking position(s), airfield lighting, passenger boarding bridges and hydrant fueling. This scope includes:</p> <ul style="list-style-type: none"><li>• Ramp level, drive forward bus gate capable of accommodating staging for two (2) airside bus positions</li><li>• Installation of new Passenger Boarding Bridge (PBB) at Gate 66, including 400Hz power, pre-conditioned air, potable water</li><li>• Exterior high mast lighting at gate positions and bus gate</li></ul>



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**Terminal 6 – Summary of Terminal Renovations**

<b>Scope Component</b>	<b>Description</b>
	<ul style="list-style-type: none"> <li>• Install, relocate/replace hydrant fueling systems at gate position(s) to accommodate revised aircraft parking positions</li> <li>• Provide infrastructure to support fully electrified Ground Service Equipment (GSE)</li> </ul>
3. FIS Corridor and Gate Systems – 68A	<p>Implement modifications to the sterile corridor on the east side of the Terminal 6 Concourse to support arriving international passengers using the Terminal 7 FIS facility, including new vertical circulation and sterile passenger circulation from the ramp level. Gate systems scope to include apron pavement repair/replacement at aircraft parking position(s), airfield lighting, passenger boarding bridges and hydrant fueling. This scope includes:</p> <ul style="list-style-type: none"> <li>• Reconfigure the sterile corridor(s) to accommodate scope for the ramp level bus gate, including new vertical circulation to/from the Concourse and Ramp level within the sterile corridor.</li> <li>• Installation of new Passenger Boarding Bridge (PBB) at Gate 68A, including 400Hz power, pre-conditioned air, potable water</li> <li>• Exterior high mast lighting at gate position(s)</li> <li>• Install, relocate/replace hydrant fueling systems at gate position(s) to accommodate revised aircraft parking position(s)</li> <li>• Provide infrastructure to support fully electrified Ground Service Equipment (GSE)</li> </ul>
4. Gate Systems – 64B, 64A, 62, 60	<p>Gate systems scope to include apron pavement repair/replacement at aircraft parking position(s), airfield lighting, passenger boarding bridges and hydrant fueling. This scope includes:</p> <ul style="list-style-type: none"> <li>• Installation of new Passenger Boarding Bridges (PBB) at Gate 64B, 64A, 62 and 60, including 400Hz power, pre-conditioned air, potable water</li> <li>• Exterior high mast lighting at gate position(s)</li> <li>• Install, relocate/replace hydrant fueling systems at gate position(s) to accommodate revised aircraft parking position(s)</li> <li>• Provide infrastructure to support fully electrified Ground Service Equipment (GSE)</li> </ul>

**Schedule 1-B****Terminal 6 – Summary of Terminal Renovations**

5. Security Checkpoint, Plane to Train and Holdroom Expansion	<p>Enhance power and data infrastructure at existing security screening checkpoint to accommodate future modifications to screening lanes and equipment to increase passenger screening capacity. Construct a secure, Concourse level connector adjacent to Gate 61 for passenger connectivity between Terminal 6 and the Terminal Vertical Core (TVC) – T5.5. Expand the Concourse level at Gates 61 and 63 to the west by a full structural bay to increase holdroom capacity to support three (3) ADG-III aircraft. This scope includes:</p> <ul style="list-style-type: none"><li>• New holdroom seating, millwork, lighting, signage and interior, public area finishes within the expanded facilities</li></ul>
6. Gate Systems – 61, 63A, 63B	<p>Gate systems scope to include apron pavement repair/replacement at aircraft parking position(s), airfield lighting, passenger boarding bridges and hydrant fueling. This scope includes:</p> <ul style="list-style-type: none"><li>• Installation of new Passenger Boarding Bridges (PBB) at Gate 61, 63A and 63B, including 400Hz power, pre-conditioned air, potable water</li><li>• Exterior high mast lighting at gate position(s)</li><li>• Install, relocate/replace hydrant fueling systems at gate position(s) to accommodate revised aircraft parking position(s)</li><li>• Provide infrastructure to support fully electrified Ground Service Equipment (GSE)</li></ul>
7. Gate Systems – 65A, 65B, 67	<p>Gate systems scope to include apron pavement repair/replacement at aircraft parking position(s), airfield lighting, passenger boarding bridges and hydrant fueling. This scope includes:</p> <ul style="list-style-type: none"><li>• Installation of new Passenger Boarding Bridges (PBB) at Gate 65A, 65B and 67, including 400Hz power, pre-conditioned air, potable water</li><li>• Exterior high mast lighting at gate position(s)</li><li>• Install, relocate/replace hydrant fueling systems at gate position(s) to accommodate revised aircraft parking position(s)</li><li>• Provide infrastructure to support fully electrified Ground Service Equipment (GSE)</li></ul>

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**Terminal 6 – Summary of Terminal Renovations**

8. Gate Systems – 69A, 69B	<p>Gate systems scope to include apron pavement repair/replacement at aircraft parking position(s), airfield lighting, and hydrant fueling. This scope includes:</p> <ul style="list-style-type: none"> <li>• Exterior high mast lighting at gate position(s)</li> <li>• Install, relocate/replace hydrant fueling systems at gate position(s) to accommodate revised aircraft parking position(s)</li> <li>• Provide infrastructure to support fully electrified Ground Service Equipment (GSE)</li> </ul>
<b>TOTAL ESTIMATED NON-PROPRIETARY PROGRAM COST: (including interest *)</b>	<b>\$225,000,000</b>

\* Alaska estimates that it will invest at least \$5,000,000 in proprietary renovations, which are excluded from the \$225,000,000 Maximum Acquisition Amount that LAWA may acquire, subject to Board of Airport Commissioners approval.

**Terminal 6 – Summary of Proprietary Renovations by Airline**

Alaska understand that in general, Proprietary renovations are the improvements that are:

- Unique to Alaska’s specific operational needs, such that it is not reasonable to assume that another airline could use the improvements without modifications
- Specialty lighting, finishes, and other architectural elements specifically selected by Alaska
- All interior improvements of exclusive lease space, including airline support space, airline passenger lounges, and exclusive premium passenger check-in areas
- Airline-specific or branded podiums/casework
- MEP/F systems for airline-specific lease space <sup>(a)</sup>
- Loose office furniture and equipment
- All airline-specific IT equipment including end devices and patch cabling <sup>(a)</sup>
- Airline lounge interior improvements beyond a typical, “warm vanilla” shell. Warm vanilla shell space includes MEP/F systems infrastructure to the demised premises to support basic restrooms and food service preparation within the lounge.
- Architectural finish elements specific to airline <sup>(b)</sup>
- Airline maintained and owned GSE charging systems <sup>(a)</sup>
- Airline-specific security systems, employee identification systems,
- Gate area striping unless LAWA standard striping is mandated by LAWA <sup>(c)</sup>
- Interior construction for airline-specific purposes and functions <sup>(b)</sup>
- Airline branded boarding elements
- All airline branding

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**Terminal 6 – Summary of Terminal Renovations**

- Branded hold room seating
  - All soft costs associated to these items above
- (a) All specific systems and equipment selected by Alaska and installed for the sole and proprietary use of Alaska will be deemed proprietary. This applies to main gear, “head end equipment” or units and all distribution or branches of the system to the end device or user. If, however, LAWA agrees that a system and parts of its components, such as the power or IT backbone (raceways, cable trays, copper and fiber cabling, racks, uninterruptable power supplies, redundant infrastructure such as IT room cooling, etc.) are installed such that any future tenant can receive beneficial use of the system or any of the portions of the system, that system or portion thereof, may be deemed non-proprietary by LAWA in its sole discretion.
- (b) Finish scope that is developed for the sole and proprietary use of the developing airline shall be deemed proprietary. This includes all branded elements of the design and airline computer equipment.
- (c) Scope performed for the purposes of phasing are non-proprietary including restriping gates multiple times to support construction phasing.

Specifically, Alaska’s Proprietary Renovations include, but are not limited to:

<b>Scope Component</b>	<b>Description</b>
1. Moat Level Space Reconfiguration	All Proprietary interior improvements and renovations, as outlined herein, to Alaska’s demised premises and occupied space at the moat level.
2. Branding	Modifications, alterations, and improvements to branding and/or airline specific signage, as required.
3. Custom Millwork	New customer service, select gate area casework and podiums, including new/replacement proprietary equipment
4. Airline Lounge	Interior improvements and finishes to refresh the existing airline lounge
<b>TOTAL ESTIMATED PROPRIETARY PROGRAM COST:</b>	
<b>\$5,000,000</b>	

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### Terminal 6 – Non-Proprietary Renovations

#### Terminal 6 – Non-Proprietary Airline Renovations

In general, the Non-Proprietary Airline Renovations are the improvements that are:

- Usable by any airline operating in Terminal 6
- Performed in/on the portions of the building classified as “Airline”
- In cases of base building infrastructure or exterior envelope, the portion of the improvements allocated to Airline is based on the ratio of Airline to public space in Terminal 6. The portion allocated to public space is Non-Proprietary Terminal Renovations.

Scope Component	Description
1. Moat Level Reconfiguration and Enabling	<p>Design and construction of non-proprietary improvements to the moat-level support space, including access corridors, utilities, and other infrastructure improvements to support airline operations. This also includes enabling works and investigative work conducted simultaneously. This scope includes:</p> <ul style="list-style-type: none"><li>• Reconfiguration of moat-level airline operations and support space</li><li>• Utility and infrastructure improvements to enable terminal renovations and program development</li></ul>
2. Bus Gate and Gate Systems – 68B, 66	<p>Design and construct a new airside bus gate with vertical circulation to accommodate bi-directional passenger circulation between the Concourse and Ramp level. Gate systems scope to include apron pavement repair/replacement at aircraft parking position(s), airfield lighting, passenger boarding bridges and hydrant fueling. This scope includes:</p> <ul style="list-style-type: none"><li>• Ramp level, drive forward bus gate capable of accommodating staging for two (2) airside bus positions</li><li>• Installation of new Passenger Boarding Bridge (PBB) at Gate 66, including 400Hz power, pre-conditioned air, potable water</li><li>• Exterior high mast lighting at gate positions and bus gate</li><li>• Install, relocate/replace hydrant fueling systems at gate position(s) to accommodate revised aircraft parking positions</li><li>• Provide infrastructure to support fully electrified Ground Service Equipment (GSE)</li></ul>

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**Terminal 6 – Non-Proprietary Renovations**

<p>3. FIS Corridor and Gate Systems – 68A</p>	<p>Implement modifications to the sterile corridor on the east side of the Terminal 6 Concourse to support arriving international passengers using the Terminal 7 FIS facility, including new vertical circulation and sterile passenger circulation from the ramp level. Gate systems scope to include apron pavement repair/replacement at aircraft parking position(s), airfield lighting, passenger boarding bridges and hydrant fueling. This scope includes:</p> <ul style="list-style-type: none"> <li>• Reconfigure the sterile corridor(s) to accommodate scope for the ramp level bus gate, including new vertical circulation to/from the Concourse and Ramp level within the sterile corridor.</li> <li>• Installation of new Passenger Boarding Bridge (PBB) at Gate 68A, including 400Hz power, pre-conditioned air, potable water</li> <li>• Exterior high mast lighting at gate position(s)</li> <li>• Install, relocate/replace hydrant fueling systems at gate position(s) to accommodate revised aircraft parking position(s)</li> <li>• Provide infrastructure to support fully electrified Ground Service Equipment (GSE)</li> </ul>
<p>4. Gate Systems – 64B, 64A, 62, 60</p>	<p>Gate systems scope to include apron pavement repair/replacement at aircraft parking position(s), airfield lighting, passenger boarding bridges and hydrant fueling. This scope includes:</p> <ul style="list-style-type: none"> <li>• Installation of new Passenger Boarding Bridges (PBB) at Gate 64B, 64A, 62 and 60, including 400Hz power, pre-conditioned air, potable water</li> <li>• Exterior high mast lighting at gate position(s)</li> <li>• Install, relocate/replace hydrant fueling systems at gate position(s) to accommodate revised aircraft parking position(s)</li> <li>• Provide infrastructure to support fully electrified Ground Service Equipment (GSE)</li> </ul>

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**Terminal 6 – Non-Proprietary Renovations**

<p>5. Security Checkpoint, Plane to Train and Holdroom Expansion</p>	<p>Enhance power and data infrastructure at existing security screening checkpoint to accommodate future modifications to screening lanes and equipment to increase passenger screening capacity. Construct a secure, Concourse level connector adjacent to Gate 61 for passenger connectivity between Terminal 6 and the Terminal Vertical Core (TVC) – T5.5. Expand the Concourse level at Gates 61 and 63 to the west by a full structural bay to increase holdroom capacity to support three (3) ADG-III aircraft. This scope includes:</p> <ul style="list-style-type: none"> <li>• New holdroom seating, millwork, lighting, signage and interior, public area finishes within the expanded facilities</li> </ul>
<p>6. Gate Systems – 61, 63A, 63B</p>	<p>Gate systems scope to include apron pavement repair/replacement at aircraft parking position(s), airfield lighting, passenger boarding bridges and hydrant fueling. This scope includes:</p> <ul style="list-style-type: none"> <li>• Installation of new Passenger Boarding Bridges (PBB) at Gate 61, 63A and 63B, including 400Hz power, pre-conditioned air, potable water</li> <li>• Exterior high mast lighting at gate position(s)</li> <li>• Install, relocate/replace hydrant fueling systems at gate position(s) to accommodate revised aircraft parking position(s)</li> <li>• Provide infrastructure to support fully electrified Ground Service Equipment (GSE)</li> </ul>
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**Schedule 1-B****Terminal 6 – Non-Proprietary Renovations**

8. Gate Systems – 69A, 69B	<p>Gate systems scope to include apron pavement repair/replacement at aircraft parking position(s), airfield lighting, and hydrant fueling. This scope includes:</p> <ul style="list-style-type: none"> <li>• Exterior high mast lighting at gate position(s)</li> <li>• Install, relocate/replace hydrant fueling systems at gate position(s) to accommodate revised aircraft parking position(s)</li> <li>• Provide infrastructure to support fully electrified Ground Service Equipment (GSE)</li> </ul>
<b>TOTAL ESTIMATED-NON-PROPRIETARY AIRLINE RENOVATIONS PROGRAM COST: (including interest)</b>	<b>\$202,500,000</b>

**Terminal 6 – Non-Proprietary Terminal Renovations**

In general, the Non-Proprietary Terminal Renovations are the improvements that are:

- Performed in/on the public portions of the building
- In cases of base building infrastructure or exterior envelope, the portion of the improvements allocated to Terminal is based on the ratio of Airline to public space in Terminal 6. The portion allocated to public space is Non-Proprietary Terminal Renovations.

<b>Scope Component</b>	<b>Description</b>
1. Moat Level Reconfiguration and Enabling	<p>Design and construction of non-proprietary improvements to the moat-level support space, including access corridors, utilities, and other infrastructure improvements. This also includes enabling works and investigative work conducted simultaneously. This scope includes:</p> <ul style="list-style-type: none"> <li>• Reconfiguration of moat-level airline operations and support space</li> <li>• Utility and infrastructure improvements to enable terminal renovations and program development</li> </ul>
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**Terminal 6 – Non-Proprietary Renovations**

Scope Component	Description
	<ul style="list-style-type: none"> <li>• Ramp level, drive forward bus gate capable of accommodating staging for two (2) airside bus positions</li> <li>• Installation of new Passenger Boarding Bridge (PBB) at Gate 66, including 400Hz power, pre-conditioned air, potable water</li> <li>• Exterior high mast lighting at gate positions and bus gate</li> <li>• Install, relocate/replace hydrant fueling systems at gate position(s) to accommodate revised aircraft parking positions</li> <li>• Provide infrastructure to support fully electrified Ground Service Equipment (GSE)</li> </ul>
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**Terminal 6 – Non-Proprietary Renovations**

Scope Component	Description
	<ul style="list-style-type: none"> <li>• Install, relocate/replace hydrant fueling systems at gate position(s) to accommodate revised aircraft parking position(s)</li> <li>• Provide infrastructure to support fully electrified Ground Service Equipment (GSE)</li> </ul>
5. Security Checkpoint, Plane to Train and Holdroom Expansion	<p>Enhance power and data infrastructure at existing security screening checkpoint to accommodate future modifications to screening lanes and equipment to increase passenger screening capacity. Construct a secure, Concourse level connector adjacent to Gate 61 for passenger connectivity between Terminal 6 and the Terminal Vertical Core (TVC) – T5.5. Expand the Concourse level at Gates 61 and 63 to the west by a full structural bay to increase holdroom capacity to support three (3) ADG-III aircraft. This scope includes:</p> <ul style="list-style-type: none"> <li>• New holdroom seating, millwork, lighting, signage and interior, public area finishes within the expanded facilities</li> </ul>
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**Terminal 6 – Non-Proprietary Renovations**

Scope Component	Description
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<b>TOTAL ESTIMATED NON-PROPRIETARY TERMINAL RENOVATIONS:</b> (including interest *)	<b>\$22,500,000</b>