

**City and County of San Francisco**  
**Airport Commission**  
**P.O. Box 8097**  
**San Francisco, California 94128**

**Modification No. 5**

THIS MODIFICATION (this "Modification") is made as of **June 1, 2018**, in San Francisco, California, by and between **The Bank of New York Mellon Trust Company**, N.A. (the "Trustee"), and the City and County of San Francisco, a municipal corporation ("City"), acting by and through its Airport Commission, hereinafter referred to as "Commission."

RECITALS

WHEREAS, City and Trustee have entered into the Agreement (as defined below); and

WHEREAS, on November 4, 1991, by Resolution No. 91-0197, the Commission awarded the Agreement to First Interstate Bank, Ltd. (now known as the Bank of New York Mellon Trust Company, N.A.) to provide bond trustee services in the amount of \$260,000; and

WHEREAS, bond trustee services are required pursuant to Resolution No. 91-0210, adopted by the Commission on December 3, 1991 (as subsequently amended and supplemented, the "1991 Master Bond Resolution"); and

WHEREAS, the 1991 Master Bond Resolution requires the services of a bond trustee so long as any of the Commission's bonds are outstanding; and

WHEREAS, in accordance with the provisions of the 1991 Master Bond Resolution, the Trustee may serve as bond trustee until a replacement bond trustee is appointed by the Commission; and

WHEREAS, on December 4, 2001, the Commission adopted Resolution No. 01-0360 approving Modification No. 1 to the Agreement to increase the authorized not-to-exceed compensation amount by \$600,000, for a total contract authorization of \$860,000 to provide ongoing trustee services; and

WHEREAS, on February 6, 2007, the Commission adopted Resolution No. 07-0035 approving Modification No. 2 to the Agreement to increase the authorized not-to-exceed compensation amount by \$900,000, for a total contract authorization of \$1,760,000 to provide ongoing trustee services; and

WHEREAS, on November 15, 2011, the Commission adopted Resolution No. 11-0251 approving Modification No. 3 to the Agreement to increase the authorized not-to-exceed compensation amount by \$800,000, for a total contract authorization of \$2,560,000 to provide ongoing trustee services; and

WHEREAS, on February 7, 2017, the Commission adopted Resolution No. 17-0022 approving Modification No. 4 to the Agreement to increase the authorized not-to-exceed compensation amount by \$190,000, for a total contract authorization of \$2,750,000 to provide ongoing trustee services; and

WHEREAS, the 1991 Master Bond Resolution allows the Commission from time to time to appoint agents other than the bond trustee as may be appropriate to perform duties and obligations under the 1991 Master Bond Resolution as provided by resolution of the Commission; and

WHEREAS, to facilitate issuance of Special Facility Bonds (as defined in the 1991 Master Bond Resolution) to finance an on-Airport hotel pursuant to Section 2.16 of the 1991 Master Bond Resolution, on April 3, 2018, the Commission adopted Resolution No. 18-0089 authorizing formation of a statutory trust to act as purchaser of such Special Facility Bonds and performance by the Trustee of trustee services for the statutory trust; and

WHEREAS, the Trustee has been appointed trustee for the statutory trust for a term of 10 years pursuant to an Owner Trust Agreement, dated May 29, 2018 (the "Owner Trust Agreement"), between the Trustee, as trustee (in such capacity, the "Owner Trust Trustee"), and the City; and

WHEREAS, the Owner Trust Agreement provides that fees of the Owner Trust Trustee shall be payable under a separate agreement; and

WHEREAS, City and Trustee desire to administratively modify the Agreement on the terms and conditions set forth herein to reflect this additional service to be provided by the Trustee and the compensation for it, without increasing the not-to-exceed compensation amount under the Agreement; and

WHEREAS, Trustee's service as Owner Trust Trustee is provided pursuant to a separate trust agreement and is therefore provided in a separate legal capacity from its service as bond trustee under the 1991 Master Bond Resolution; and

WHEREAS, approval for this Modification was obtained when the Department of Human Resources approved PSC 4023-98/99 on May 23, 2017;

NOW, THEREFORE, Trustee and the City agree as follows:

1. **Definitions.** The following definitions shall apply to this Modification:

a. **Agreement.** Contract No. 9186 dated November 4, 1991, between the Trustee and the City, as previously amended by the following modifications, and as amended by this Modification:

Modification No. 1, dated December 4, 2001,  
Modification No. 2, dated February 6, 2006,  
Third Amendment to Contract No. 9186, dated April 1, 2012, and  
Modification No. 4, dated April 1, 2017.

b. **Other Terms.** Terms used and not defined in this Modification shall have the meanings assigned to such terms in the Agreement.

2. **Appendix A – Services to be Provided by Trustee** is modified to add the following sentence to Section 1, Description of Services:




The Owner Trust Trustee will provide services as specified under the Owner Trust Agreement, including maintenance of trust assets in trust and payment of trust receipts to the beneficiary thereof.

3. **Appendix B – Bond Trustee Services – Calculation of Charges –Modification No. 4** is replaced in its entirety with the attached **Appendix B – Bond Trustee Services – Calculation of Charges –Modification No. 5**.

4. **Effective Date.** Each of the changes set forth in this Modification shall be effective on and after the date of this Modification

5. **Legal Effect.** Except as expressly changed by this Modification, all of the terms and conditions of the Agreement shall remain unchanged and in full force and effect.

IN WITNESS WHEREOF, Trustee and City have executed this Modification as of the date first referenced above.

CITY	CONTRACTOR
AIRPORT COMMISSION CITY AND COUNTY OF SAN FRANCISCO	
By:  Ivar C. Satero, Airport Director	 Authorized Signature
	Johanna K. Tokunaga Printed Name
	Vice President Title
	The Bank of New York Mellon Trust Company, N.A. Company Name
	0000004793 City Supplier ID
	400 So. Hope Street, Suite 500 Address
	Los Angeles, CA 90071 City, State, ZIP
	213-630-6268 Telephone Number
	95-3571558 Federal Employer ID Number
Approved as to Form:  Dennis J. Herrera City Attorney	
By:  Brooke D. Abola Deputy City Attorney	

**Appendix B – Bond Trustee Services  
Calculation of Charges –Modification No. 5**

Fee	Unit Price	Estimated Annual Cost
<b>Regular Fees</b>		
Annual Administration Fee – Bond Trustee	\$2,000	\$98,000
Annual Administration Fee – Statutory Trust	\$1,500	\$1,500
Investment Charge per Transaction	\$35	\$3,955
Transaction Fee per Wire Transfer	\$25	\$5,700
Transaction Fee per Check	n/a	
Bondholder Services per Issue	\$100	\$4,900
Annual Audit Report per Issue	\$50	\$2,450
Investment Agreement, or Repurchase/Forward Purchase Agreement (if applicable)	\$500	\$2,000
Annual Fee of a Repurchase/Forward Purchase Agreement (if applicable)	\$500	\$6,000
Indirect Costs (not to exceed, per issue)	\$150	\$7,350
<b>Subtotal</b>		<b>\$131,855</b>
<b>Transaction Fees</b>		
Annual Administration Fees	\$2,300	\$9,200
Acceptance Fee per New Issue	\$250	\$1,500
Annual Escrow Agent (Registrar & Paying) Agent, Acceptance Fee per Escrow	\$500	\$3,000
Redemption Processed per Redemption	\$500	\$0
Termination Fee per Issue	\$500	\$500
Acceptance Fee – Statutory Trust Trustee	\$500	\$500
<b>Subtotal</b>		<b>\$14,700</b>
<b>Total</b>		<b>\$146,555</b>

Trustee agrees to notify Commission sixty (60) days in advance of any fees or charges not shown in the above schedule; provided, however, that during the continuance of an Event of Default (as defined in the Commission’s Resolution No. 91-0290 adopted on December 3, 1991 (the “1991 Resolution”), the provisions of Section 7.04 of the 1991 Resolution shall apply. Such other fees and charges as may arise during the term of this contract shall be payable upon approval by the Commission.