

File No. 230342

Committee Item No. 6

Board Item No. _____

COMMITTEE/BOARD OF SUPERVISORS

AGENDA PACKET CONTENTS LIST

Committee: Budget and Finance Committee Date May 3, 2023

Board of Supervisors Meeting Date _____

Cmte Board

- Motion
- Resolution
- Ordinance
- Legislative Digest
- Budget and Legislative Analyst Report
- Youth Commission Report
- Introduction Form
- Department/Agency Cover Letter and/or Report
- MOU
- Grant Information Form
- Grant Budget
- Subcontract Budget
- Contract/Agreement
- Form 126 – Ethics Commission, 11 Lessees
- Award Letter
- Application
- Public Correspondence

OTHER (Use back side if additional space is needed)

- DRAFT Lease and Use Agrmt - Air Canada 23-0064 - [LINK](#)
- DRAFT Lease and Use Agrmt - American Airlines 23-0065 - [LINK](#)
- DRAFT Lease and Use Agrmt - British Airways 23-0066 - [LINK](#)
- DRAFT Lease and Use Agrmt - Cathay Pacific 23-0067 - [LINK](#)
- DRAFT Lease and Use Agrmt - China Airlines 23-0068 - [LINK](#)
- DRAFT Lease and Use Agrmt - China Southern 23-0069 - [LINK](#)
- DRAFT Lease and Use Agrmt - Frontier Airlines 23-0070 - [LINK](#)
- DRAFT Lease and Use Agrmt - Philippine Airlines 23-0071 - [LINK](#)
- DRAFT Lease and Use Agrmt - Swiss Intl 23-0072 - [LINK](#)
- DRAFT Lease and Use Agrmt - TACA 23-0073 - [LINK](#)
- DRAFT Lease and Use Agrmt - WestJet 23-0074 - [LINK](#)
- Airport Commission Memo - Resolution Nos. 23-0064 through 23-0074 3/21/2023
- CEQA Determination - 10/6/2022
- AIR Presentation 5/3/2023

Completed by: Brent Jalipa Date April 27, 2023

Completed by: Brent Jalipa Date _____

1 [Airline and Airport 2023 Lease and Use Agreement - Various Airlines]

2

3 **Resolution approving the 2023 Lease and Use Agreement between the City and County**
4 **of San Francisco, acting by and through its Airport Commission, and 11 airlines to**
5 **conduct flight operations at the San Francisco International Airport, for a term of ten**
6 **years, from July 1, 2023, through June 30, 2033; affirming the Planning Department’s**
7 **determination under the California Environmental Quality Act; and to authorize the**
8 **Airport Director to enter into modifications to the Lease that do not materially increase**
9 **the obligations or liabilities to the City and are necessary to effectuate the purposes of**
10 **the Lease or this Resolution.**

11

12 WHEREAS, Various airlines conduct flight operations at the San Francisco
13 International Airport (“SFO” or “Airport”) pursuant to the 2011 Airline/Airport Lease and Use
14 Agreements (“2011 Lease”); and

15 WHEREAS, The 2011 Lease was originally set to expire on June 30, 2021 (the
16 “Original Expiration Date”); and

17 WHEREAS, Prior to the Original Expiration Date, the Airport Commission of the City
18 and County of San Francisco (“City”) and the airlines were negotiating a new comprehensive
19 lease and use agreement intended to replace the 2011 Lease, which would have commenced
20 immediately following the Original Expiration Date; and

21 WHEREAS, The COVID-19 pandemic interrupted the negotiations and rendered
22 impractical reaching agreement on a comprehensive replacement lease and use agreement;
23 and

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1 WHEREAS, In lieu of such replacement agreement, City and airlines negotiated a
2 modification to the 2011 Lease which extended the term for a period of two years (the “2011
3 Lease Extension Modification”), effective July 1, 2021, and expiring June 30, 2023; and

4 WHEREAS, That this Board of Supervisors approved the 2011 Lease Extension
5 Modifications with the airlines through various resolutions; and

6 WHEREAS, City and the airlines have completed negotiations and have agreed to the
7 terms of a new comprehensive lease and use agreement, for a term of ten years, to
8 commence on July 1, 2023, and expire on June 30, 2033, and which provides for the
9 continuation of flight operations and payment of landing fees and terminal rentals by such
10 airlines at the Airport (“2023 Lease”); and

11 WHEREAS, The 2023 Lease will be the same for all airlines that elect to be a signatory
12 to the 2023 Lease with only conforming changes that reflects the specific airline; and

13 WHEREAS, On February 7, 2023, the Airport Commission adopted Resolution
14 Nos. 23-0019 through 23-0047 awarding a 2023 Lease to 29 airlines; and

15 WHEREAS, On March 21, 2023, the Airport Commission adopted Resolution Nos. 23-
16 0064 through 23-0074 awarding a 2023 Lease to an additional 11 airlines, as listed on
17 Attachment I (along with the 29 leases previously approved by the Airport Commission, each
18 a “Signatory Airline” and collectively, “Signatory Airlines”); and

19 WHEREAS, Certain Signatory Airlines must obtain full compliance with Chapter 12B of
20 the City’s Administrative Code (“Chapter 12B”); and

21 WHEREAS, A copy of the 2023 Lease with each of the Signatory Airlines is on file with
22 the Clerk of the Board of Supervisors in File No. 230342, which is hereby declared to be part
23 of this Resolution as if set forth fully herein; and

1 WHEREAS, The Planning Department has determined that the actions contemplated in
2 this Resolution comply with the California Environmental Quality Act (California Public
3 Resources Code, Sections 21000 et. seq.); and

4 WHEREAS, Said determination is on file with the Clerk of the Board of Supervisors in
5 File No. 230342 and is incorporated herein by reference; now, therefore, be it

6 RESOLVED, That this Board of Supervisors affirms this determination; and, be it

7 FURTHER RESOLVED, That, subject to the express condition set forth in the
8 immediately following Resolved clause, this Board of Supervisors approves the award of the
9 2023 Lease with Air Canada - Lease No. 23-0064; American Airlines, Inc. - Lease No. 23-
10 0065; British Airways, PLC - Lease No. 23-0066; Cathay Pacific Airways, Ltd. - Lease No. 23-
11 0067; China Airlines, Ltd. - Lease No. 23-0068; China Southern Airlines Company Limited -
12 Lease No. 23-0069; Frontier Airlines, Inc. - Lease No. 23-0070; Philippine Airlines, Inc. -
13 Lease No. 23-0071; Swiss International Air Lines, Ltd. - Lease No. 23-0072; TACA
14 International Airlines, S.A. (TACA dba Avianca) - Lease No. 23-0073; and WestJet - Lease
15 No. 23-0074; and, be it

16 FURTHER RESOLVED, That the foregoing approval of the 2023 Leases is expressly
17 conditioned on each Signatory's full compliance with Chapter 12B no later than June 30,
18 2023, or obtaining the appropriate waivers thereto, to the extent such compliance is required
19 under Chapter 12B, and the Airport is directed to provide a report to the Board of Supervisors
20 no later than July 10, 2023, on the airlines that complied, those that did not comply, and those
21 that obtained a waiver; and, be it

22 FURTHER RESOLVED, That, in order to facilitate the administration of the 2023
23 Lease, this Board of Supervisors authorizes the Airport Director to enter into non-material
24 modifications to any 2023 Lease throughout its term that do not otherwise: (a) materially
25

1 increase the financial obligations or liabilities of City; (b) increase the term, or (c) change the
2 general use of the demised premises from the permitted uses of the 2023 Lease; and, be it

3 FURTHER RESOLVED, That within thirty (30) days of each 2023 Lease being fully
4 executed by all parties, the Airport Commission shall provide a copy of the final contract to the
5 Clerk of the Board for inclusion into the official file.

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1 **ATTACHMENT 1**

2 AIRLINE LEASE NO.

| | |
|---|---------|
| 3 1. Air Canada | 23-0064 |
| 4 2. American Airlines, Inc. | 23-0065 |
| 5 3. British Airways, PLC | 23-0066 |
| 6 4. Cathay Pacific Airways, Ltd. | 23-0067 |
| 7 5. China Airlines, Ltd. | 23-0068 |
| 8 6. China Southern Airlines Company Limited | 23-0069 |
| 9 7. Frontier Airlines, Inc. | 23-0070 |
| 10 8. Philippine Airlines, Inc. | 23-0071 |
| 11 9. Swiss International Air Lines, Ltd. | 23-0072 |
| 12 10. TACA International Airlines, S.A. (TACA dba Avianca) | 23-0073 |
| 13 11. WestJet | 23-0074 |

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| Items 5 & 6 Files 23-0204 & 23-0342 <i>(Continued from 4/19/23 meeting)</i> | Department: Airport |
|---|-------------------------------|

EXECUTIVE SUMMARY

Legislative Objectives

- **File 23-0204** is a resolution that would approve the 2023 Lease and Use agreement between the City and 29 airlines to conduct flight operations at the Airport for a 10-year term from July 1, 2023 through June 30, 2033.
- **File 23-0342** is a resolution that would approve the 2023 Lease and Use agreement between the City and an additional 11 airlines to conduct flight operations at the Airport for a 10-year term from July 1, 2023 through June 30, 2033.

Key Points

- According to Airport staff, there are currently 60 airlines operating at the Airport. Of the 60 airlines, 40 signatory airlines are under the Airport’s 2011 Lease and Use Agreement and 20 are “non-signatory airlines” operating under month-to-month Airline Operating Permits and Terminal Space and Use Permits. Non-signatory airlines pay a 25 percent premium on landing fees and a higher security deposit compared to signatory airlines.
- The original term of the 2011 Lease was July 1, 2011 through June 30, 2021, later extended to June 30, 2023 due to COVID.
- Rental rates, landing fees, and related fees are adjusted annually according to the Airport’s “residual rate setting methodology (breakeven policy)” such that the total amount of airline revenues received by the Airport together with non-airline revenues received by the Airport, including concession and parking revenues, is equal to total Airport costs, including debt service and operating costs.
- The proposed lease creates a new Operating Revenue and Capital Improvement Fund (ORCIF) totaling \$800 million over the 10-year term and increases annually to account for inflation, among other changes. According to the proposed lease, ORCIF funds “may be used for any lawful purpose for which Airport Revenues may be used.”

Fiscal Impact

- The proposed new lease and use agreement with the 40 signatory airlines are estimated by Airport staff to provide approximately \$6.1 billion in revenues to the Airport, over the 10-year lease term, including \$3.4 billion in airline rents and \$2.6 billion in landing fees.

Recommendation

- Approve the proposed resolutions.

MANDATE STATEMENT

Section 2A.173 of the City's Administrative Code authorizes the Airport to negotiate and execute leases of Airport lands and space in Airport buildings without undergoing a competitive bid process, as long as the original term of the lease does not exceed 50 years.

City Charter Section 9.118(a) states that contracts entered into by a department, board, or commission that (i) have anticipated revenues of \$1 million or more, or (ii) have anticipated revenues of \$1 million or more and require modifications, are subject to Board of Supervisors approval.

BACKGROUND**2011 Airport Lease & Use Agreement**

According to Airport staff, there are currently 60 airlines operating at the Airport. Of the 60 airlines, 40 signatory airlines are under the Airport's 2011 Lease and Use Agreement and 20 are "non-signatory airlines" operating under month-to-month Airline Operating Permits and Terminal Space and Use Permits. The airline lease and use agreement set the rate making methodology, legal and business terms for the operation of airlines at the airport, and gate allocation and operating procedures. Non-signatory airlines pay a 25 percent premium on landing fees and a higher security deposit compared to signatory airlines.

The original term of the 2011 Lease was July 1, 2011 through June 30, 2021. According to a February 7, 2023 memorandum from the Airport Director to the Airport Commission on the award of the 2023 Lease and Use Agreement (2023 Airport Lease Award Memo), airport staff and signatory airlines suspended negotiations of a new lease due to the impact of the COVID-19 pandemic on airport operations, and the Airport Commission approved a two-year extension of the term for the 2011 Lease for a new expiration date of June 30, 2023, which was approved by the Board of Supervisors in May 2021 (File 21-0335). The Airport and signatory airlines later resumed negotiations of a new lease and have agreed to the terms of the 2023 proposed lease.

Residual Rate Setting Methodology

The rent and landing fees, which are charged by the Airport to the airlines, are determined by the Airport's "residual rate setting methodology (breakeven policy)" set forth in the 2011 Lease. Under such methodology, the rental rates, landing fees, and related fees are adjusted annually such that the total amount of airline revenues received by the Airport together with non-airline revenues received by the Airport, including concession and parking revenues, is equal to total Airport costs, including debt service and operating costs.

According to Exhibit O of the 2023 proposed lease, each airline's terminal area rentals are calculated by multiplying the terminal area rental rate by the airline's leased terminal space (in square feet). Terminal area rental rates are based on net terminal area expenses and gross terminal space and vary according to five categories of terminal space (i.e., the rental rates for check-in counters are different than the rental rates for baggage claim lobbies). Landing fees are

calculated by multiplying net airfield area expenses by the airline's projected share of total landed weight (in thousands of pounds). In addition, each airline pays a surcharge (which is applied to both terminal area rentals and landing fees) to cover the expenses of public space in the terminal. The Pro Forma for FY 2023-24 from Exhibit O of the 2023 proposed lease showing the calculation of terminal area rentals, rental rate structure, and calculation of landing fees is provided in Attachment 1.

Airport Economic Recovery

According to traffic and non-airline revenue performance data presented to the Airport Commission on January 17, 2023, the number of enplaned passengers for both domestic and international air travel was 82 percent of 2019 levels in November 2022, and non-airline revenues were 104 percent of 2019 levels due to strong parking, ground transportation, and car rental revenues according to the meeting minutes. Although air traffic has not fully recovered, Airport staff report that airline revenues continue to be sufficient together with non-airline revenues to cover the Airport's costs due to the breakeven policy.

DETAILS OF PROPOSED LEGISLATION

File 23-0204 is a resolution that would approve the 2023 Lease and Use agreement between the City and 29 airlines to conduct flight operations at the Airport for a 10-year term from July 1, 2023 through June 30, 2033.

File 23-0342 is a resolution that would approve the 2023 Lease and Use agreement between the City and an additional 11 airlines to conduct flight operations at the Airport for a 10-year term from July 1, 2023 through June 30, 2033.

The proposed resolutions would also affirm the Planning Department's determination under the California Environmental Quality Act and authorize the Airport Director to enter into immaterial modifications to the lease.

Signatory Airlines

All signatory airlines execute the same form of the lease with slight differences reflecting the specific airline's allocation of space. To date, the Airport Commission has awarded the proposed 2023 lease to 40 airlines. The Airport Commission awarded the proposed 2023 lease to the following 29 signatory airlines on February 7, 2023:

- | | |
|---|--|
| 1. ABX Air, Inc. | 16. Federal Express Corporation |
| 2. Aerovias de Mexico S.A. de C.V. dba Aeromexico | 17. Japan Airlines Co., Ltd. |
| 3. Air China Limited | 18. Kalitta Air LLC |
| 4. Air India Limited | 19. Koninklijke Luchtvaart Maatschappij N. V. dba KLM Royal Dutch Airlines |
| 5. Air New Zealand Limited | 20. Korean Air Lines Co., Ltd |
| 6. Air Transport International, Inc. | 21. Nippon Cargo Airlines, Inc. |
| 7. Alaska Airlines, Inc. | 22. Scandinavian Airlines of North America Inc dba Scandinavian Airlines SAS |
| 8. All Nippon Airways Co, Limited | 23. Singapore Airlines Limited |
| 9. Asiana Airlines Inc. | 24. Societe Air France dba Air France |
| 10. China Eastern Airlines Co. Ltd | 25. Southwest Airlines Co. |
| 11. Condor Flugdienst GMBH | 26. Sun Country, Inc. |
| 12. Delta Air Lines, Inc. | 27. Turk Hava Yolları A.O. dba Turkish Airlines |
| 13. Deutsche Lufthansa AG dba Lufthansa German Airlines | 28. United Airlines, Inc. |
| 14. Emirates | 29. Virgin Atlantic Airways Limited |
| 15. EVA Airways Corporation | |

In addition, the Airport Commission awarded the proposed 2023 lease to the following 11 airlines on March 21, 2023:

- | | |
|---|--|
| 30. Air Canada | 36. Frontier Airlines, Inc. |
| 31. American Airlines, Inc. | 37. Philippine Airlines, Inc. |
| 32. British Airways, PLC | 38. Swiss International Air Lines, Ltd. |
| 33. Cathay Pacific Airways, Ltd. | 39. TACA International Airlines, S.A. (TACA dba Avianca) |
| 34. China Airlines, Ltd. | 40. WestJet |
| 35. China Southern Airlines Company Limited | |

File 23-0204 would approve leases between the City and airlines one through 29 above, and File 23-0342 would approve leases between the City and airlines 30 through 40. According to the 2023 Airport Lease Award Memo, the proposed 2023 lease has been offered to all airlines operating at the Airport and will continue to be offered to all other airlines, including new entrants, through the remainder of its term.¹

Key Lease Terms

Key lease terms are summarized in Exhibit 1 below, based on the 2023 Airport Lease Award Memo.

¹ According to Airport staff, there were fewer signatory airlines initially under the proposed lease (29) compared to the existing lease (40) because some airlines could not get the necessary corporate approval within the timeframe or may elect not to sign the 2023 lease.

Exhibit 1: Proposed 2023 Airport Lease and Use Agreement Terms

| Term | July 1, 2023 through June 30, 2033 (10 years) |
|--|---|
| Rate-Making Methodology | Existing residual rate setting methodology (described above) is maintained. Signatory airlines pay terminal area rentals, landing fees, and other usage fees, which are adjusted annually by the Commission to ensure that total airline and non-airline revenues are equal to total airport costs, including debt service. |
| Annual Service Payment | Existing Airport Annual Service Payment to the City's General Fund is maintained at the greater of \$5 million or 15% of Airport concession revenues. |
| Operating Reserve and Capital Improvement Fund | Establishes an operating reserve and capital improvement fund totaling \$800 million over the 10-year term and adjusted annually for inflation. |
| Shared Use Equipment | Expands rights of the Airport Commission to install shared use equipment throughout the Airport, including in exclusive use spaces of airlines, to enhance operational efficiency. |
| Preferential Use Gate Allocation | Expands review period of airline seat capacity to allocate preferential use gates to encourage consistent use of preferential use gates throughout the year. |
| Gate Accommodations | Enhances rights of the City to accommodate flights at preferential use gates of signatory airlines to maximize the use of a gate and capacity and efficiency of the Airport. |
| Sustainable Aviation Fuel Working Group | Establishes a Sustainable Aviation Fuel Working Group of Airport staff and signatory airlines that would determine how the parties can cooperate to increase the uptake of sustainable aviation fuel at the Airport. The working group will be chaired by the Airport Director. |
| Ground Service Equipment Electrification | Establishes a mutual goal to achieve 100% electric-powered ground service equipment at the Airport. |
| Airline Relocation Costs | Clarifies financial liability for airline relocations. If an airline initiates its relocation within the Airport, that airline is financially responsible for the move and for any required secondary relocations of other airlines. If the Airport initiates relocation of an airline, the Airport is financially responsible, subject to rate recovery under the lease. |
| Digital Information Working Group | Establishes a Digital Information Working Group chaired by the Airport Director and consisting of Airport staff and signatory airlines that will identify data on airport infrastructure and airline operations that could be exchanged to enhance Airport operations and improve the experience of Airport guests. |
| Commercialization of Digital Assets | Acknowledgement that the Airport has the sole and exclusive right to control, manage, and utilize all Airport Proprietary Content. |

Source: 2023 Airport Lease Award Memo

Operating Revenue and Capital Improvement Fund

As shown in Exhibit 1 above, the proposed lease creates a new Operating Revenue and Capital Improvement Fund (ORCIF) totaling \$800 million over the 10-year term and increases annually to account for inflation. According to the proposed lease, ORCIF funds “may be used for any lawful purpose for which Airport Revenues may be used.” Expenditures on capital improvements from the fund are subject to the lease’s review process for capital improvements. The proposed lease establishes a minimum and a maximum annual ORCIF deposit for each year and states that no deposit shall be made to the fund in any year when the unencumbered and unallocated balance of the fund exceeds \$650 million. Deposits to the fund will be funded by airline revenues.

FISCAL IMPACT

As shown in Exhibit 2 below, the proposed new lease and use agreement with the 40 signatory airlines are estimated by the Airport to provide approximately \$6.1 billion in revenues to the Airport, over the 10-year lease term.² In FY 2023-24, total airline rents are budgeted at \$371.5 million, of which \$283.1 million is provided by the Lease and Use Agreement for the 40 airlines, with the remaining \$88.4 million in rental revenues coming from non-signatory airlines. Total landing fees are budgeted at \$300.4 million in FY 2023-24, of which \$217.4 million is provided by the Lease and Use Agreement, with the remaining \$83.0 million in landing fees coming from non-signatory airlines.

Exhibit 2: Estimated Total Annual Lease Revenues

| Fiscal Year | Terminal Area Rental Revenue | Landing Fees | Total Lease Revenue | Annual Percent Change |
|--------------------|-------------------------------------|------------------------|----------------------------|------------------------------|
| FY 2023-24 | \$283,070,971 | \$217,443,856 | \$500,514,827 | |
| FY 2024-25 | 297,856,096 | 230,664,442 | 528,520,538 | 6% |
| FY 2025-26 | 312,526,623 | 242,336,064 | 554,862,687 | 5% |
| FY 2026-27 | 327,807,755 | 252,126,441 | 579,934,196 | 5% |
| FY 2027-28 | 339,703,578 | 262,312,349 | 602,015,927 | 4% |
| FY 2028-29 | 349,946,602 | 270,234,181 | 620,180,784 | 3% |
| FY 2029-30 | 360,455,258 | 278,395,254 | 638,850,513 | 3% |
| FY 2030-31 | 371,279,173 | 286,802,790 | 658,081,963 | 3% |
| FY 2031-32 | 382,427,805 | 295,464,235 | 677,892,040 | 3% |
| FY 2032-33 | 393,910,897 | 304,387,256 | 698,298,154 | 3% |
| Total | \$3,418,984,758 | \$2,640,166,870 | \$6,059,151,628 | |

Source: Airport

² File 23-0204 would generate an estimated \$5.1 billion in revenues over the 10-year term from 29 signatory airlines, and File 23-0342 would generate an estimated \$1.0 billion in revenues over the 10-year term from 11 additional signatory airlines.

The estimated revenue is based on: (a) projected terminal use and landed weight of the 40 airlines through FY 2027-28; (b) proforma terminal area rental rates from the proposed lease, increased annually by three percent per year; and (c) proforma landing fee rates from the proposed lease, increased annually by two percent per year.

As discussed above, the revenues generated by the proposed leases are calculated by the Airport's residual rate setting methodology (breakeven policy), such that the proposed new leases would continue to result in the Airport's budget being fully balanced by the revenues paid by the airlines to the Airport after considering the Airport's budgeted expenditures and all non-airline revenues. Changes to Airport expenses, including debt service, and non-airline revenues will result in changes in airline revenues.

RECOMMENDATION

Approve the proposed resolutions.

Attachment 1: FY 2023-24 Pro Forma for Terminal Rentals and Landing Fees from Exhibit O of Proposed ABX Air, Inc. Lease

| <u>Attachment 3</u> | |
|--|-------------------|
| CALCULATION OF TERMINAL AREA RENTALS AND RENTAL SURCHARGE | |
| (BASIC RENTAL ADJUSTMENT) | |
| SAN FRANCISCO INTERNATIONAL AIRPORT | |
| Fiscal Year 2023/24 | |
| (dollars in thousands, except for rates) | |
| | Pro Forma 2024 |
| <u>Terminal Area Expenses</u> | |
| Operation and Maintenance Expenses | \$ 390,267 |
| Debt Service | 453,436 |
| Small Capital Outlays | 2,699 |
| Equipment | 1,185 |
| Annual Service Payment | 45,773 |
| Annual ORCIF Deposit | 196,844 |
| Deferred Aviation Revenue | (196,844) |
| | \$ 893,360 |
| + 'Gross Terminal Space (square feet) | 5,916 |
| = Basic Rate | \$151.02 |
| x Airline Leased Space (square feet) | 1,742 |
| = Basic Rentals | (A) \$ 263,048 |
| <u>Rental Surcharge (Basic Rental Adjustment)</u> | |
| Basic Rate | \$151.02 |
| x Public Space | 4,174 |
| = Cost of Public Space | \$630,312 |
| - Non-airline revenues | (175,077) |
| - PFCs Classified as Revenues | (150,000) |
| + Net Expense - GT and Parking Area | - |
| Rental Surcharge | \$ 305,236 |
| <u>Allocation of Rental Surcharge (Basic Rental Adjustment)</u> | |
| Terminal Area Rental Surcharge | (B) \$ 152,618 |
| Landing Fee Surcharge | 152,618 |
| | 305,236 |
| <u>Terminal Area Rentals</u> | |
| Basic Rentals | (A) \$ 263,048 |
| Terminal Area Rental Surcharge | (B) 152,618 |
| | \$ 415,666 |
| <u>Effective Average Rental Rate</u> | |
| Basic Rate | \$151.02 |
| Rental Surcharge Rate | 87.62 |
| | \$238.63 |

Note: Amounts may not add due to rounding.

Attachment 4

DERIVATION OF REQUIRED AIRLINE RENTAL RATE STRUCTURE

SAN FRANCISCO INTERNATIONAL AIRPORT

Fiscal Year 2023/24

(dollars in thousands, except for rates)

| Airline Leased Space (square feet) | Pro Forma 2024 | |
|--|-------------------|------------|
| Category I | | 321 |
| Category II | | 552 |
| Category III | | 195 |
| Category IV | | 633 |
| Category V | | 40 |
| | | 1,742 |
| | Relative value | |
| Equivalent Category I (square feet) | | |
| Category I | 1.00 | 321 |
| Category II | 0.75 | 414 |
| Category III | 0.50 | 98 |
| Category IV | 0.25 | 158 |
| Category V | 0.10 | 4 |
| | | 995 |
| | | |
| Required Category I | | |
| Terminal Area Rentals | | \$ 415,666 |
| Divided by Equivalent Category I space (square feet) | | 995 |
| Required Category I Rate (per square foot) | | \$417.58 |

| Terminal Rental Rates | Relative value | |
|-----------------------|-------------------|----------|
| Category I | 1.00 | \$417.58 |
| Category II | 0.75 | 313.19 |
| Category III | 0.50 | 208.79 |
| Category IV | 0.25 | 104.40 |
| Category V | 0.10 | 41.76 |

Note: Amounts may not add due to rounding.

Attachment 5

CALCULATION OF LANDING FEES AND LANDING FEE RATE

SAN FRANCISCO INTERNATIONAL AIRPORT

Fiscal Year 2023/24

(dollars in thousands, except for rates)

| | <u>Pro Forma 2024</u> |
|---|---------------------------|
| <u>BASIC LANDING FEES</u> | |
| Operation and Maintenance Expenses | \$105,388 |
| Debt Service | 43,403 |
| Small Capital Outlays | 460 |
| Equipment | 671 |
| Annual ORCIF Deposit | 53,156 |
| | <u>\$203,077</u> |
| Non-airline revenues | (4,616) |
| PFCs Classified as Revenues | (1,000) |
| Deferred Aviation Revenue deficit (surplus) | (53,156) |
| Net expense (revenue) - Other Leased Areas | 3,115 |
| Net expense (revenue) - West of Bayshore Area | 2,471 |
| | <u>\$149,891</u> |
| Airfield Area Net Expense | \$149,891 |
| + Composite landed weight forecast (in 1,000 lbs units) | 36,050 |
| | <u>\$4.16</u> |
| | |
| <u>LANDING FEE SURCHARGE</u> | |
| Landing Fee Surcharge | \$ 152,618 |
| Net revenue - GT and Parking Area | (52,048) |
| | <u>\$ 100,570</u> |
| + Composite landed weight forecast (in 1,000 lbs units) | 36,050 |
| | <u>\$2.79</u> |

| | |
|-------------------------|-------------------|
| Landing Fees | |
| Basic Landing Fees | \$ 149,891 |
| Landing Fee Surcharge | 100,570 |
| | <u>\$ 250,461</u> |
| Landing Fee Rate | |
| Basic Rate | \$4.16 |
| Surcharge Rate | 2.79 |
| | <u>\$6.95</u> |

Note: Amounts may not add due to rounding.

| | |
|--|-------------------------------|
| Items 9 & 10 Files 23-0204 & 23-0342 | Department: Airport |
| EXECUTIVE SUMMARY | |
| <p>Legislative Objectives</p> <ul style="list-style-type: none"> • File 23-0204 is a resolution that would approve the 2023 Lease and Use agreement between the City and 29 airlines to conduct flight operations at the Airport for a 10-year term from July 1, 2023 through June 30, 2033. • File 23-0342 is a resolution that would approve the 2023 Lease and Use agreement between the City and an additional 11 airlines to conduct flight operations at the Airport for a 10-year term from July 1, 2023 through June 30, 2033. <p>Key Points</p> <ul style="list-style-type: none"> • According to Airport staff, there are currently 60 airlines operating at the Airport. Of the 60 airlines, 40 signatory airlines are under the Airport’s 2011 Lease and Use Agreement and 20 are “non-signatory airlines” operating under month-to-month Airline Operating Permits and Terminal Space and Use Permits. Non-signatory airlines pay a 25 percent premium on landing fees and a higher security deposit compared to signatory airlines. • The original term of the 2011 Lease was July 1, 2011 through June 30, 2021. Airport staff and signatory airlines suspended negotiations of a new lease due to the impact of the COVID-19 pandemic on airport operations, and the Board of Supervisors approved a two-year extension of the term for the 2011 Lease to a new expiration date of June 30, 2023. • Rental rates, landing fees, and related fees are adjusted annually according to the Airport’s “residual rate setting methodology (breakeven policy)” such that the total amount of airline revenues received by the Airport together with non-airline revenues received by the Airport, including concession and parking revenues, is equal to total Airport costs, including debt service and operating costs. • The proposed lease creates a new Operating Revenue and Capital Improvement Fund (ORCIF) totaling \$800 million over the 10-year term and increases annually to account for inflation, among other changes. According to the proposed lease, ORCIF funds “may be used for any lawful purpose for which Airport Revenues may be used.” <p>Fiscal Impact</p> <ul style="list-style-type: none"> • The proposed new lease and use agreement with the 40 signatory airlines are estimated by Airport staff to provide approximately \$6.1 billion in revenues to the Airport, over the 10-year lease term, including \$3.4 billion in airline rents and \$2.6 billion in landing fees. <p>Recommendation</p> <ul style="list-style-type: none"> • Approve the proposed resolutions. | |

MANDATE STATEMENT

Section 2A.173 of the City’s Administrative Code authorizes the Airport to negotiate and execute leases of Airport lands and space in Airport buildings without undergoing a competitive bid process, as long as the original term of the lease does not exceed 50 years.

City Charter Section 9.118(a) states that contracts entered into by a department, board, or commission that (i) have anticipated revenues of \$1 million or more, or (ii) have anticipated revenues of \$1 million or more and require modifications, are subject to Board of Supervisors approval.

BACKGROUND

2011 Airport Lease & Use Agreement

According to Airport staff, there are currently 60 airlines operating at the Airport. Of the 60 airlines, 40 signatory airlines are under the Airport’s 2011 Lease and Use Agreement and 20 are “non-signatory airlines” operating under month-to-month Airline Operating Permits and Terminal Space and Use Permits. The airline lease and use agreement set the rate making methodology, legal and business terms for the operation of airlines at the airport, and gate allocation and operating procedures. Non-signatory airlines pay a 25 percent premium on landing fees and a higher security deposit compared to signatory airlines.

The original term of the 2011 Lease was July 1, 2011 through June 30, 2021. According to a February 7, 2023 memorandum from the Airport Director to the Airport Commission on the award of the 2023 Lease and Use Agreement (2023 Airport Lease Award Memo), airport staff and signatory airlines suspended negotiations of a new lease due to the impact of the COVID-19 pandemic on airport operations, and the Airport Commission approved a two-year extension of the term for the 2011 Lease for a new expiration date of June 30, 2023, which was approved by the Board of Supervisors in May 2021 (File 21-0335). The Airport and signatory airlines later resumed negotiations of a new lease and have agreed to the terms of the 2023 proposed lease.

Residual Rate Setting Methodology

The rent and landing fees, which are charged by the Airport to the airlines, are determined by the Airport’s “residual rate setting methodology (breakeven policy)” set forth in the 2011 Lease. Under such methodology, the rental rates, landing fees, and related fees are adjusted annually such that the total amount of airline revenues received by the Airport together with non-airline revenues received by the Airport, including concession and parking revenues, is equal to total Airport costs, including debt service and operating costs.

According to Exhibit O of the 2023 proposed lease, each airline’s terminal area rentals are calculated by multiplying the terminal area rental rate by the airline’s leased terminal space (in square feet). Terminal area rental rates are based on net terminal area expenses and gross terminal space and vary according to five categories of terminal space (i.e., the rental rates for check-in counters are different than the rental rates for baggage claim lobbies). Landing fees are

calculated by multiplying net airfield area expenses by the airline's projected share of total landed weight (in thousands of pounds). In addition, each airline pays a surcharge (which is applied to both terminal area rentals and landing fees) to cover the expenses of public space in the terminal. The Pro Forma for FY 2023-24 from Exhibit O of the 2023 proposed lease showing the calculation of terminal area rentals, rental rate structure, and calculation of landing fees is provided in Attachment 1.

Airport Economic Recovery

According to traffic and non-airline revenue performance data presented to the Airport Commission on January 17, 2023, the number of enplaned passengers for both domestic and international air travel was 82 percent of 2019 levels in November 2022, and non-airline revenues were 104 percent of 2019 levels due to strong parking, ground transportation, and car rental revenues according to the meeting minutes. Although air traffic has not fully recovered, Airport staff report that airline revenues continue to be sufficient together with non-airline revenues to cover the Airport's costs due to the breakeven policy.

DETAILS OF PROPOSED LEGISLATION

File 23-0204 is a resolution that would approve the 2023 Lease and Use agreement between the City and 29 airlines to conduct flight operations at the Airport for a 10-year term from July 1, 2023 through June 30, 2033.

File 23-0342 is a resolution that would approve the 2023 Lease and Use agreement between the City and an additional 11 airlines to conduct flight operations at the Airport for a 10-year term from July 1, 2023 through June 30, 2033.

The proposed resolutions would also affirm the Planning Department's determination under the California Environmental Quality Act and authorize the Airport Director to enter into immaterial modifications to the lease.

Signatory Airlines

All signatory airlines execute the same form of the lease with slight differences reflecting the specific airline's allocation of space. To date, the Airport Commission has awarded the proposed 2023 lease to 40 airlines. The Airport Commission awarded the proposed 2023 lease to the following 29 signatory airlines on February 7, 2023:

- | | |
|---|--|
| 1. ABX Air, Inc. | 16. Federal Express Corporation |
| 2. Aerovias de Mexico S.A. de C.V. dba Aeromexico | 17. Japan Airlines Co., Ltd. |
| 3. Air China Limited | 18. Kalitta Air LLC |
| 4. Air India Limited | 19. Koninklijke Luchtvaart Maatschappij N. V. dba KLM Royal Dutch Airlines |
| 5. Air New Zealand Limited | 20. Korean Air Lines Co., Ltd |
| 6. Air Transport International, Inc. | 21. Nippon Cargo Airlines, Inc. |
| 7. Alaska Airlines, Inc. | 22. Scandinavian Airlines of North America Inc dba Scandinavian Airlines SAS |
| 8. All Nippon Airways Co, Limited | 23. Singapore Airlines Limited |
| 9. Asiana Airlines Inc. | 24. Societe Air France dba Air France |
| 10. China Eastern Airlines Co. Ltd | 25. Southwest Airlines Co. |
| 11. Condor Flugdienst GMBH | 26. Sun Country, Inc. |
| 12. Delta Air Lines, Inc. | 27. Turk Hava Yollarina A.O. dba Turkish Airlines |
| 13. Deutsche Lufthansa AG dba Lufthansa German Airlines | 28. United Airlines, Inc. |
| 14. Emirates | 29. Virgin Atlantic Airways Limited |
| 15. EVA Airways Corporation | |

In addition, the Airport Commission awarded the proposed 2023 lease to the following 11 airlines on March 21, 2023:

- | | |
|---|--|
| 30. Air Canada | 36. Frontier Airlines, Inc. |
| 31. American Airlines, Inc. | 37. Philippine Airlines, Inc. |
| 32. British Airways, PLC | 38. Swiss International Air Lines, Ltd. |
| 33. Cathay Pacific Airways, Ltd. | 39. TACA International Airlines, S.A. (TACA dba Avianca) |
| 34. China Airlines, Ltd. | 40. WestJet |
| 35. China Southern Airlines Company Limited | |

File 23-0204 would approve leases between the City and airlines one through 29 above, and File 23-0342 would approve leases between the City and airlines 30 through 40. According to the 2023 Airport Lease Award Memo, the proposed 2023 lease has been offered to all airlines operating at the Airport and will continue to be offered to all other airlines, including new entrants, through the remainder of its term.¹

Key Lease Terms

Key lease terms are summarized in Exhibit 1 below, based on the 2023 Airport Lease Award Memo.

¹ According to Airport staff, there were fewer signatory airlines initially under the proposed lease (29) compared to the existing lease (40) because some airlines could not get the necessary corporate approval within the timeframe or may elect not to sign the 2023 lease.

Exhibit 1: Proposed 2023 Airport Lease and Use Agreement Terms

| Term | July 1, 2023 through June 30, 2033 (10 years) |
|--|---|
| Rate-Making Methodology | Existing residual rate setting methodology (described above) is maintained. Signatory airlines pay terminal area rentals, landing fees, and other usage fees, which are adjusted annually by the Commission to ensure that total airline and non-airline revenues are equal to total airport costs, including debt service. |
| Annual Service Payment | Existing Airport Annual Service Payment to the City's General Fund is maintained at the greater of \$5 million or 15% of Airport concession revenues. |
| Operating Reserve and Capital Improvement Fund | Establishes an operating reserve and capital improvement fund totaling \$800 million over the 10-year term and adjusted annually for inflation. |
| Shared Use Equipment | Expands rights of the Airport Commission to install shared use equipment throughout the Airport, including in exclusive use spaces of airlines, to enhance operational efficiency. |
| Preferential Use Gate Allocation | Expands review period of airline seat capacity to allocate preferential use gates to encourage consistent use of preferential use gates throughout the year. |
| Gate Accommodations | Enhances rights of the City to accommodate flights at preferential use gates of signatory airlines to maximize the use of a gate and capacity and efficiency of the Airport. |
| Sustainable Aviation Fuel Working Group | Establishes a Sustainable Aviation Fuel Working Group of Airport staff and signatory airlines that would determine how the parties can cooperate to increase the uptake of sustainable aviation fuel at the Airport. The working group will be chaired by the Airport Director. |
| Ground Service Equipment Electrification | Establishes a mutual goal to achieve 100% electric-powered ground service equipment at the Airport. |
| Airline Relocation Costs | Clarifies financial liability for airline relocations. If an airline initiates its relocation within the Airport, that airline is financially responsible for the move and for any required secondary relocations of other airlines. If the Airport initiates relocation of an airline, the Airport is financially responsible, subject to rate recovery under the lease. |
| Digital Information Working Group | Establishes a Digital Information Working Group chaired by the Airport Director and consisting of Airport staff and signatory airlines that will identify data on airport infrastructure and airline operations that could be exchanged to enhance Airport operations and improve the experience of Airport guests. |
| Commercialization of Digital Assets | Acknowledgement that the Airport has the sole and exclusive right to control, manage, and utilize all Airport Proprietary Content. |

Source: 2023 Airport Lease Award Memo

Operating Revenue and Capital Improvement Fund

As shown in Exhibit 1 above, the proposed lease creates a new Operating Revenue and Capital Improvement Fund (ORCIF) totaling \$800 million over the 10-year term and increases annually to account for inflation. According to the proposed lease, ORCIF funds “may be used for any lawful purpose for which Airport Revenues may be used.” Expenditures on capital improvements from the fund are subject to the lease’s review process for capital improvements. The proposed lease establishes a minimum and a maximum annual ORCIF deposit for each year and states that no deposit shall be made to the fund in any year when the unencumbered and unallocated balance of the fund exceeds \$650 million. Deposits to the fund will be funded by airline revenues.

FISCAL IMPACT

As shown in Exhibit 2 below, the proposed new lease and use agreement with the 40 signatory airlines are estimated by the Airport to provide approximately \$6.1 billion in revenues to the Airport, over the 10-year lease term.² In FY 2023-24, total airline rents are budgeted at \$371.5 million, of which \$283.1 million is provided by the Lease and Use Agreement for the 40 airlines, with the remaining \$88.4 million in rental revenues coming from non-signatory airlines. Total landing fees are budgeted at \$300.4 million in FY 2023-24, of which \$217.4 million is provided by the Lease and Use Agreement, with the remaining \$83.0 million in landing fees coming from non-signatory airlines.

Exhibit 2: Estimated Total Annual Lease Revenues

| Fiscal Year | Terminal Area Rental Revenue | Landing Fees | Total Lease Revenue | Annual Percent Change |
|--------------------|-------------------------------------|------------------------|----------------------------|------------------------------|
| FY 2023-24 | \$283,070,971 | \$217,443,856 | \$500,514,827 | |
| FY 2024-25 | 297,856,096 | 230,664,442 | 528,520,538 | 6% |
| FY 2025-26 | 312,526,623 | 242,336,064 | 554,862,687 | 5% |
| FY 2026-27 | 327,807,755 | 252,126,441 | 579,934,196 | 5% |
| FY 2027-28 | 339,703,578 | 262,312,349 | 602,015,927 | 4% |
| FY 2028-29 | 349,946,602 | 270,234,181 | 620,180,784 | 3% |
| FY 2029-30 | 360,455,258 | 278,395,254 | 638,850,513 | 3% |
| FY 2030-31 | 371,279,173 | 286,802,790 | 658,081,963 | 3% |
| FY 2031-32 | 382,427,805 | 295,464,235 | 677,892,040 | 3% |
| FY 2032-33 | 393,910,897 | 304,387,256 | 698,298,154 | 3% |
| Total | \$3,418,984,758 | \$2,640,166,870 | \$6,059,151,628 | |

Source: Airport

² File 23-0204 would generate an estimated \$5.1 billion in revenues over the 10-year term from 29 signatory airlines, and File 23-0342 would generate an estimated \$1.0 billion in revenues over the 10-year term from 11 additional signatory airlines.

The estimated revenue is based on: (a) projected terminal use and landed weight of the 40 airlines through FY 2027-28; (b) proforma terminal area rental rates from the proposed lease, increased annually by three percent per year; and (c) proforma landing fee rates from the proposed lease, increased annually by two percent per year.

As discussed above, the revenues generated by the proposed leases are calculated by the Airport's residual rate setting methodology (breakeven policy), such that the proposed new leases would continue to result in the Airport's budget being fully balanced by the revenues paid by the airlines to the Airport after considering the Airport's budgeted expenditures and all non-airline revenues. Changes to Airport expenses, including debt service, and non-airline revenues will result in changes in airline revenues.

RECOMMENDATION

Approve the proposed resolutions.

Attachment 1: FY 2023-24 Pro Forma for Terminal Rentals and Landing Fees from Exhibit O of Proposed ABX Air, Inc. Lease

| <u>Attachment 3</u> | |
|--|-------------------|
| CALCULATION OF TERMINAL AREA RENTALS AND RENTAL SURCHARGE | |
| (BASIC RENTAL ADJUSTMENT) | |
| SAN FRANCISCO INTERNATIONAL AIRPORT | |
| Fiscal Year 2023/24 | |
| (dollars in thousands, except for rates) | |
| | Pro Forma 2024 |
| <u>Terminal Area Expenses</u> | |
| Operation and Maintenance Expenses | \$ 390,267 |
| Debt Service | 453,436 |
| Small Capital Outlays | 2,699 |
| Equipment | 1,185 |
| Annual Service Payment | 45,773 |
| Annual ORCIF Deposit | 196,844 |
| Deferred Aviation Revenue | (196,844) |
| | \$ 893,360 |
| + 'Gross Terminal Space (square feet) | 5,916 |
| = Basic Rate | \$151.02 |
| x Airline Leased Space (square feet) | 1,742 |
| = Basic Rentals | (A) \$ 263,048 |
| <u>Rental Surcharge (Basic Rental Adjustment)</u> | |
| Basic Rate | \$151.02 |
| x Public Space | 4,174 |
| = Cost of Public Space | \$630,312 |
| - Non-airline revenues | (175,077) |
| - PFCs Classified as Revenues | (150,000) |
| + Net Expense - GT and Parking Area | - |
| Rental Surcharge | \$ 305,236 |
| <u>Allocation of Rental Surcharge (Basic Rental Adjustment)</u> | |
| Terminal Area Rental Surcharge | (B) \$ 152,618 |
| Landing Fee Surcharge | 152,618 |
| | 305,236 |
| <u>Terminal Area Rentals</u> | |
| Basic Rentals | (A) \$ 263,048 |
| Terminal Area Rental Surcharge | (B) 152,618 |
| | \$ 415,666 |
| <u>Effective Average Rental Rate</u> | |
| Basic Rate | \$151.02 |
| Rental Surcharge Rate | 87.62 |
| | \$238.63 |

Note: Amounts may not add due to rounding.

Attachment 4

DERIVATION OF REQUIRED AIRLINE RENTAL RATE STRUCTURE

SAN FRANCISCO INTERNATIONAL AIRPORT

Fiscal Year 2023/24

(dollars in thousands, except for rates)

| | Pro Forma 2024 |
|--|-------------------|
| Airline Leased Space (square feet) | |
| Category I | 321 |
| Category II | 552 |
| Category III | 195 |
| Category IV | 633 |
| Category V | 40 |
| | 1,742 |
| | |
| | Relative value |
| Equivalent Category I (square feet) | |
| Category I | 1.00 321 |
| Category II | 0.75 414 |
| Category III | 0.50 98 |
| Category IV | 0.25 158 |
| Category V | 0.10 4 |
| | 995 |
| | |
| Required Category I | |
| Terminal Area Rentals | \$ 415,666 |
| Divided by Equivalent Category I space (square feet) | 995 |
| Required Category I Rate (per square foot) | \$417.58 |

| Terminal Rental Rates | Relative value | |
|-----------------------|-------------------|----------|
| Category I | 1.00 | \$417.58 |
| Category II | 0.75 | 313.19 |
| Category III | 0.50 | 208.79 |
| Category IV | 0.25 | 104.40 |
| Category V | 0.10 | 41.76 |

Note: Amounts may not add due to rounding.

Attachment 5

CALCULATION OF LANDING FEES AND LANDING FEE RATE

SAN FRANCISCO INTERNATIONAL AIRPORT

Fiscal Year 2023/24

(dollars in thousands, except for rates)

| | <u>Pro Forma 2024</u> |
|---|---------------------------|
| <u>BASIC LANDING FEES</u> | |
| Operation and Maintenance Expenses | \$105,388 |
| Debt Service | 43,403 |
| Small Capital Outlays | 460 |
| Equipment | 671 |
| Annual ORCIF Deposit | 53,156 |
| | <u>\$203,077</u> |
| Non-airline revenues | (4,616) |
| PFCs Classified as Revenues | (1,000) |
| Deferred Aviation Revenue deficit (surplus) | (53,156) |
| Net expense (revenue) - Other Leased Areas | 3,115 |
| Net expense (revenue) - West of Bayshore Area | 2,471 |
| | <u>\$149,891</u> |
| Airfield Area Net Expense | \$149,891 |
| + Composite landed weight forecast (in 1,000 lbs units) | 36,050 |
| | <u>\$4.16</u> |
| | |
| <u>LANDING FEE SURCHARGE</u> | |
| Landing Fee Surcharge | \$ 152,618 |
| Net revenue - GT and Parking Area | (52,048) |
| | <u>\$ 100,570</u> |
| + Composite landed weight forecast (in 1,000 lbs units) | 36,050 |
| | <u>\$2.79</u> |

| | |
|-------------------------|-------------------|
| Landing Fees | |
| Basic Landing Fees | \$ 149,891 |
| Landing Fee Surcharge | 100,570 |
| | <u>\$ 250,461</u> |
| Landing Fee Rate | |
| Basic Rate | \$4.16 |
| Surcharge Rate | 2.79 |
| | <u>\$6.95</u> |

Note: Amounts may not add due to rounding.

Airport Lease & Use Agreement

Use of Airline Revenues and Discussion
of Operating Reserve & Capital
Investment Fund (ORCIF)

May 3, 2023

SFO

A decorative graphic on the right side of the slide, consisting of a central vertical light blue bar flanked by two dark blue, curved, tapering shapes that resemble a stylized tower or a pair of wings. The shapes are symmetrical and have a slight 3D effect with shading.

WHAT ARE THE SOURCES OF AIRLINE REVENUE?

Two Primary Sources of Revenue Paid by Airlines to SFO

Terminal Rent

5 categories of terminal rental rates (\$ per square foot) are set each year

- Most expensive: Ticket counters, holdrooms, service counters, kiosks
- Least expensive: unenclosed space and covered ramp level areas

Landing Fees

Each aircraft is charged an activity-based fee set at a rate per 1,000 pounds of landed weight

HOW AIRLINE REVENUES ARE USED

Under Airport's "breakeven" financial framework in the 2023 Lease & Use Agreement:

Total Revenue

Airline Revenue +
Non-Airline Revenue
(e.g., concessions, parking)

Total Expenses

O&M + Debt Service +
Deposits to Operating Revenue & Capital
Investment Fund (ORCIF)

- To breakeven, Total Annual Revenue is set to equal Total Annual Expenses by adjusting the amount of airline revenue required each year
 - \$6.0 Billion in airline revenues (over 10 years) from the initial group of 40 airlines will be combined with revenue from other airlines and non-airline revenue to yield Total Revenue
 - Total Revenue will pay O&M, Debt Service and ORCIF deposits over the 10-year term of the lease agreement

\$6.1 BILLION IN REVENUE FROM 40 SIGNATORY AIRLINES OVER 10-YEAR LEASE TERM

| Fiscal Year | Terminal Area Rental Revenue | Landing Fees | Total Lease Revenue | Annual Percent Change |
|-------------|------------------------------|-----------------|---------------------|-----------------------|
| FY 2023-24 | \$283,070,971 | \$217,443,856 | \$500,514,827 | |
| FY 2024-25 | 297,856,096 | 230,664,442 | 528,520,538 | 6% |
| FY 2025-26 | 312,526,623 | 242,336,064 | 554,862,687 | 5% |
| FY 2026-27 | 327,807,755 | 252,126,441 | 579,934,196 | 5% |
| FY 2027-28 | 339,703,578 | 262,312,349 | 602,015,927 | 4% |
| FY 2028-29 | 349,946,602 | 270,234,181 | 620,180,784 | 3% |
| FY 2029-30 | 360,455,258 | 278,395,254 | 638,850,513 | 3% |
| FY 2030-31 | 371,279,173 | 286,802,790 | 658,081,963 | 3% |
| FY 2031-32 | 382,427,805 | 295,464,235 | 677,892,040 | 3% |
| FY 2032-33 | 393,910,897 | 304,387,256 | 698,298,154 | 3% |
| Total | \$3,418,984,758 | \$2,640,166,870 | \$6,059,151,628 | |

OPERATING RESERVE AND CAPITAL INVESTMENT FUND

Background: Under the Airport's "traditional" breakeven financial framework (dating to 1981):

Virtually all capital investments were required to be bond financed or grant-funded

- This kept near-term costs lower, but increased future costs compared to cash-funding some portion of the Airport's capital improvements

Airport retained limited amount of liquidity (days cash on hand)

- Days cash on hand is a key measure of financial health, but airports using a breakeven financial structure usually accept lower liquidity

OPERATING RESERVE AND CAPITAL INVESTMENT FUND

Purpose of ORCIF - Create a Fund that provides the Airport with:

Ability to Cash-Fund Capital Projects

A major funding source for capital investments that supplements the Airport's bond financing program

Improved Financial Stability

Ability to stabilize airline rates & charges and to meet unforeseen operating needs
(increasing days cash on hand)

USES OF ORCIF

- **“Any lawful airport purpose”**
 - Funds can be used for Airport operating, maintenance and capital investment purposes
 - Language complies with FAA requirements regarding using airport revenue only for airport purposes
- **Most likely use is to invest in capital projects without requiring Airport to issue bonds**
 - Lower long-term cost
 - Types of possible capital investment projects:
 - ✓ Real estate acquisitions near the airport, which may require faster execution than would be feasible if a bond financing were required
 - ✓ Projects that could increase non-airline revenue
- In addition, the available balance in the ORCIF helps protect the Airport’s competitive position by providing a source for **airline rate stabilization**, if it is ever needed

HOW ORCIF FUNDS WILL BE DISBURSED

ORCIF funding and uses are to be included in Airport's Two-Year Budget

- Internal capital project review process will be used to identify capital projects that may be appropriate to be funded with ORCIF rather than bond funds, such as real estate acquisition
 - Identification of projects and uses will need an internal "Finance Committee" review to ensure that projects could increase non-airline revenue or aviation operational efficiency. The "Finance Committee" will make recommendations to the Airport Director regarding the use of the ORCIF funding
- Airlines will have a Majority-In-Interest review of ORCIF funding projects as specified in the Lease and Use Agreement for capital projects.

Potential Projects for ORCIF Funds

- **Property acquisition to build and operate an offsite catering facility for airlines serving SFO**
- **Property acquisition to build an SFO Academy**
 - Potential uses can be a site to restart the Airframe and Powerplant license program formerly run by City College San Francisco
 - An SFO training center can be a location to introduce young students to careers in aviation
 - A location to hold Civil Service Exams for the trades
 - Training center for SFO staff and tenants
- **Purchase of a Point-of-Sale system for all concessions so SFO management can run real-time revenue reports on the purchase of goods and services**
- **Development of passenger amenities such as an on-airport gas station and convenience store for arriving and departing rental car customers**



LEASE AND USE AGREEMENT (2023-2033)

SAN FRANCISCO INTERNATIONAL AIRPORT

by and between the
CITY AND COUNTY OF SAN FRANCISCO
acting by and through its
AIRPORT COMMISSION

and

AIR CANADA,
a Canadian corporation

Mayor London N. Breed

AIRPORT COMMISSION
Hon. Eleanor Johns, President
Hon. Malcolm Yeung, Vice President
Hon. Everett A. Hewlett
Hon. Jane Natoli
Hon. Jose F. Almanza

Ivar C. Satero
Airport Director

Lease No. 23-0064

Click on the BLUE hyperlink to view the Lease and Use Agreement in the Legislative Research Center - [DRAFT American Airlines Lease No. 23-0065](#)

LEASE AND USE AGREEMENT (2023-2033)

SAN FRANCISCO INTERNATIONAL AIRPORT

by and between the

CITY AND COUNTY OF SAN FRANCISCO

acting by and through its

AIRPORT COMMISSION

and

AMERICAN AIRLINES, INC.,
a Delaware corporation

Mayor London N. Breed

AIRPORT COMMISSION
Hon. Eleanor Johns, President
Hon. Malcolm Yeung, Vice President
Hon. Everett A. Hewlett
Hon. Jane Natoli
Hon. Jose F. Almanza

Ivar C. Satero
Airport Director

Lease No. 23-0065

Click on the BLUE hyperlink to view the Lease and Use Agreement in the Legislative Research Center - [DRAFT British Airways Lease No. 23-0066](#)

LEASE AND USE AGREEMENT (2023-2033)

SAN FRANCISCO INTERNATIONAL AIRPORT

by and between the
CITY AND COUNTY OF SAN FRANCISCO
acting by and through its
AIRPORT COMMISSION

and

BRITISH AIRWAYS, PLC,
a United Kingdom public limited company

Mayor London N. Breed

AIRPORT COMMISSION
Hon. Eleanor Johns, President
Hon. Malcolm Yeung, Vice President
Hon. Everett A. Hewlett
Hon. Jane Natoli
Hon. Jose F. Almanza

Ivar C. Satero
Airport Director

Lease No. 23-0066

LEASE AND USE AGREEMENT (2023-2033)

SAN FRANCISCO INTERNATIONAL AIRPORT

by and between the

CITY AND COUNTY OF SAN FRANCISCO

acting by and through its

AIRPORT COMMISSION

and

CATHAY PACIFIC AIRWAYS LIMITED,
a Hong Kong corporation

Mayor London N. Breed

AIRPORT COMMISSION
Hon. Eleanor Johns, President
Hon. Malcolm Yeung, Vice President
Hon. Jose F. Almanza
Hon. Everett A. Hewlett
Hon. Jane Natoli

Ivar C. Satero
Airport Director

Lease No. 23-0067

LEASE AND USE AGREEMENT (2023-2033)

SAN FRANCISCO INTERNATIONAL AIRPORT

by and between the
CITY AND COUNTY OF SAN FRANCISCO
acting by and through its
AIRPORT COMMISSION

and

CHINA AIRLINES LTD,
a Taiwan limited company

Mayor London N. Breed

AIRPORT COMMISSION
Hon. Eleanor Johns, President
Hon. Malcolm Yeung, Vice President
Hon. Everett A. Hewlett, Jr.
Hon. Jane Natoli
Hon. Jose F. Almanza

Ivar C. Satero
Airport Director

Lease No. 23-0068

Click on the BLUE hyperlink to view the Lease and Use Agreement in the Legislative Research Center - [DRAFT China Southern Airlines Lease No. 23-0069](#)

LEASE AND USE AGREEMENT (2023-2033)

SAN FRANCISCO INTERNATIONAL AIRPORT

by and between the

CITY AND COUNTY OF SAN FRANCISCO

acting by and through its

AIRPORT COMMISSION

and

CHINA SOUTHERN AIRLINES COMPANY LIMITED,
a company owned by the Republic of China

Mayor London N. Breed

AIRPORT COMMISSION
Hon. Eleanor Johns, President
Hon. Malcolm Yeung, Vice President
Hon. Jose F. Almanza
Hon. Everett A. Hewlett
Hon. Jane Natoli

Ivar C. Satero
Airport Director

Lease No. 23-0069

LEASE AND USE AGREEMENT (2023-2033)

SAN FRANCISCO INTERNATIONAL AIRPORT

by and between the

CITY AND COUNTY OF SAN FRANCISCO

acting by and through its

AIRPORT COMMISSION

and

FRONTIER AIRLINES, INC.

a Colorado corporation

Mayor London N. Breed

AIRPORT COMMISSION

Hon. Eleanor Johns, President

Hon. Malcolm Yeung, Vice President

Hon. Everett A. Hewlett

Hon. Jane Natoli

Hon. Jose F. Almanza

Ivar C. Satero

Airport Director

Lease No. 23-0070

Click on the BLUE hyperlink to view the Lease and Use Agreement in the Legislative Research Center - [DRAFT Philippine Airlines Lease No. 23-0071](#)

LEASE AND USE AGREEMENT (2023-2033)

SAN FRANCISCO INTERNATIONAL AIRPORT

by and between the

CITY AND COUNTY OF SAN FRANCISCO

acting by and through its

AIRPORT COMMISSION

and

PHILIPPINE AIRLINES, INC.,
a Philippine corporation

Mayor London N. Breed

AIRPORT COMMISSION
Hon. Eleanor Johns, President
Hon. Malcolm Yeung, Vice President
Hon. Everett A. Hewlett
Hon. Jane Natoli
Hon. Jose F. Almanza

Ivar C. Satero
Airport Director

Lease No. 23-0071

Click on the BLUE hyperlink to view the Lease and Use Agreement in the Legislative Research Center - [DRAFT Swiss International Lease No. 23-0072](#)

LEASE AND USE AGREEMENT (2023-2033)

SAN FRANCISCO INTERNATIONAL AIRPORT

by and between the

CITY AND COUNTY OF SAN FRANCISCO

acting by and through its

AIRPORT COMMISSION

and

SWISS INTERNATIONAL AIR LINES LTD.,
a Switzerland corporation

Mayor London N. Breed

AIRPORT COMMISSION
Hon. Eleanor Johns, President
Hon. Malcolm Yeung, Vice President
Hon. Everett A. Hewlett
Hon. Jane Natoli
Hon. Jose F. Almanza

Ivar C. Satero
Airport Director

Lease No. 23-0072

Click on the BLUE hyperlink to view the Lease and Use Agreement in the Legislative Research Center - [DRAFT TACA Lease No. 23-0073](#)

LEASE AND USE AGREEMENT (2023-2033)

SAN FRANCISCO INTERNATIONAL AIRPORT

by and between the

CITY AND COUNTY OF SAN FRANCISCO

acting by and through its

AIRPORT COMMISSION

and

TACA INTERNATIONAL AIRLINES. S.A. (TACA dba AVIANCA),
a company incorporated in El Salvador

Mayor London N. Breed

AIRPORT COMMISSION
Hon. Eleanor Johns, President
Hon. Malcolm Yeung, Vice President
Hon. Everett A. Hewlett
Hon. Jane Natoli
Hon. Jose F. Almanza

Ivar C. Satero
Airport Director

Lease No. 23-0073

Click on the BLUE hyperlink to view the Lease and Use Agreement in the Legislative Research Center - [DRAFT WestJet Lease No. 23-0074](#)

LEASE AND USE AGREEMENT (2023-2033)

SAN FRANCISCO INTERNATIONAL AIRPORT

by and between the
CITY AND COUNTY OF SAN FRANCISCO
acting by and through its
AIRPORT COMMISSION

and

WESTJET, AN ALBERTA PARTNERSHIP

Mayor London N. Breed

AIRPORT COMMISSION
Hon. Eleanor Johns, President
Hon. Malcolm Yeung, Vice President
Hon. Jose F. Almanza
Hon. Everett A. Hewlett
Hon. Jane Natoli

Ivar C. Satero
Airport Director

Lease No. 23-0074

AIRPORT COMMISSION
SAN FRANCISCO INTERNATIONAL AIRPORT
CITY AND COUNTY OF SAN FRANCISCO
INTER-OFFICE MEMORANDUM

TO: Javad Hadizadeh, Aviation Management **DATE:** October 6, 2022
FROM: Audrey Park, Bureau of Planning and Environmental Affairs
SUBJECT: Notification of Environmental Review: New 2023 Lease and Use Agreement

VIA EMAIL ONLY

| | |
|--|-----------------------|
| State Law: California Environmental Quality Act (CEQA): Lead Agency: SF Planning Department – Environmental Planning Division | COMPLETED |
| <p>On October 6, 2022, the San Francisco Planning Department – Environmental Planning Division (SF Planning) determined that the project identified as “2023 Lease and Use Agreement” between SFO and airlines/tenants is exempt from the requirements of CEQA per CEQA Guidelines as a Common Sense Exemption under section 15061(b)(3) (SF Planning Department File No. 2022-009712ENV).</p> <p>Table 1 includes a list of CEQA-related Action Items regarding your project. The CEQA Exemption issued by SF Planning is provided as Attachment A to this memo.</p> <p>Please include the attached CEQA Exemption from the SF Planning Department if the 2023 Lease and Use Agreement is subject to SF Board of Supervisors approval. Proof of CEQA compliance is one of the Board Clerk required elements.</p> <p>SFEP has published this exemption the “Public Agency Exemptions” header of its website: https://sfplanning.org/resource/ceqa-exemptions</p> | |
| Federal Law: National Environmental Policy Act (NEPA): Lead Agency: Federal Aviation Administration – SF Airports District Office (FAA SF ADO) | NOT APPLICABLE |
| <p>As a federally obligated public use airport, SFO adheres with NEPA and the Federal Aviation Administration (FAA) Orders 1050.1F and 5050.4B. Environmental review by the FAA under NEPA is not applicable to this project.</p> | |

As always, should you have any questions or require further assistance, please feel free to call me at extension 1-7844.

Attachments

- cc SFO Planning S. Murphy, AVM
K. Bumen, C&F C. Stuart, CAT
G. Neumayr, PDC C. Davis, CAT
D. Volek, EA

TABLE 1: PROJECT ACTION ITEMS FOR PROJECTS WITH CALIFORNIA ENVIRONMENTAL QUALITY ACT (CEQA) EXEMPTIONS¹

| 1 | CHANGES TO PROJECT SCOPE | TIMING |
|---|--|--|
| | <p>Contract Manager/Project Manager (PM/CM) to notify BPEA of any changes to the final lease terms (“Project”) to confirm Environmental Reviews and Approvals remain valid for the Project as revised.</p> <p>PM/CM Action Item: Notify your assigned BPEA staff of project scope changes.</p> | <p>Throughout project development.</p> |
| 2 | SAN FRANCISCO ADMINISTRATIVE CODE, CHAPTER 31 | TIMING |
| | <p>Background: All San Francisco Departments must adhere to Chapter 31 of the Administrative Code, which implements the CCSF-specific CEQA requirements. Under Chapter 31, the Airport must provide public notice when it takes the “Approval Action” for a project, which is the first action taken committing the Airport to the project. Please note the Approval Action listed in the CEQA Exemption approval. Notify your assigned BPEA staff if you do not believe the correct approval action is listed.</p> <p>PM/CM Action Item: You must follow the correct procedure for noticing the Approval Action for your project to trigger the 30-day CEQA appeal period:</p> <ul style="list-style-type: none"> For Approval Actions that will be <u>taken by the Commission</u>, notify BPEA staff to include the appropriate language in the Commission package (Box Item 3 Below). The 30-day CEQA appeal period starts from the date of a properly noticed public Airport Commission meeting taking the Approval Action. For Approval Actions <u>other than a formal Commission action</u>, you must notify your assigned BPEA staff as soon as the Approval Action occurs. The 30-day CEQA appeal period starts from the date that the SF Planning Department posts the notice on its website that the Approval Action has occurred. <p>Consequences of Not Correctly Noticing an Approval Action: If an exemption determination for a project is not properly noticed at an Airport Commission meeting or posted on the SF Planning Department’s website, an appeal may be filed within 30 days following the discovery of the exemption determination. When an appeal to a project is filed:</p> <ul style="list-style-type: none"> Construction activities must be stopped until the appeal is resolved. Bond funding cannot be released until the 30-day appeal period has been closed and there are no remaining risks for an appeal of the project. | <p>Upon receipt of CEQA Exemption approval.</p> |
| 3 | FORMAL ACTIONS REQUIRING AIRPORT COMMISSION APPROVAL(S) | TIMING |
| | <p>PM/CM Action Item: Send your full Airport Commission package (agenda/blue sheet, Memorandum, and Resolution) to your assigned BPEA staff, who will review it to make sure that it satisfies Chapter 31 requirements, including public notification requirements on the Commission agenda. <u>Please ensure the provided Chapter 31 language is not deleted or modified during reviews and routing of your Airport Commission package.</u></p> <p>[SAMPLE AIRPORT COMMISSION PACKAGE ON NEXT PAGE]</p> | <p>Notify BPEA prior to full routing of Commission package</p> |

¹ This memo guidance does not apply to projects with stand-alone environmental reviews (i.e., Negative Declaration and Environmental Impact Report). BPEA staff will insert language for you. Do not use this template for Negative Declarations and EIRs.

| 3 | FORMAL ACTIONS REQUIRING AIRPORT COMMISSION APPROVAL(S) (CONTINUED) | TIMING |
|---|--|---------------|
| | <p>AGENDA SHEET SUMMARY OF ITEM:</p> <p>Please add the following stand-alone paragraph at the end of the summary.</p> <p>This action constitutes the Approval Action for the Project for purposes of the California Environmental Quality Act, pursuant to Section 31.04(h) of the San Francisco Administrative Code.</p> <p>MEMORANDUM</p> <p>Include the following paragraph before the “Recommendation” paragraph:</p> <p><u>Environmental Review:</u></p> <p>On October 6, 2022, the San Francisco Planning Department, Environmental Planning Division, has determined that the 2023 Lease and Use Agreement is exempt from review under the California Environmental Quality Act (“CEQA”) (Public Resources Code Section 21000, <i>et seq.</i>) and Section 15061(b)(3) of the CEQA Guidelines as a common sense exemption. This exemption determination is available on the Planning Department’s website (Planning Department File No. 2022-009712ENV). This action constitutes the Approval Action for the 2023 Lease and Use Agreement for the purposes of CEQA, pursuant to Section 31.04(h) of the San Francisco Administrative Code.</p> <p>RESOLUTION</p> <p>RESOLUTION RECITALS:</p> <p>....</p> <p>WHEREAS, on October 6, 2022, the San Francisco Planning Department, Environmental Planning Division determined that the 2023 Lease and Use Agreement is exempt from review under the California Environmental Quality Act, (Public Resources Code section 21000, <i>et seq.</i>) (“CEQA”), CEQA Guidelines §15061(b)(3) exemption as a common sense exemption, and Chapter 31 of the San Francisco Administrative Code (Planning Department File No. 2022-009712ENV); now, therefore, be it</p> <p>RESOLVED, that the Commission hereby affirms and incorporates by reference the Planning Department’s determination that the Project is exempt from review under CEQA; and, be it further</p> <p>RESOLVED, that the Commission hereby authorizes the _____</p> | |

ATTACHMENT A

**CALIFORNIA ENVIRONMENTAL QUALITY ACT (CEQA)
COMMON SENSE EXEMPTION
SAN FRANCISCO PLANNING DEPARTMENT,
ENVIRONMENTAL PLANNING DIVISION**



CEQA Exemption Determination

PROPERTY INFORMATION/PROJECT DESCRIPTION

| | | |
|---|---|--|
| Project Address | | Block/Lot(s) |
| SFO: 2023 Lease and Use Agreement | | |
| Case No. | | Permit No. |
| 2022-009712ENV | | |
| <input type="checkbox"/> Addition/Alteration | <input type="checkbox"/> Demolition (requires HRE for Category B Building) | <input type="checkbox"/> New Construction |
| <p>Project description for Planning Department approval.</p> <p>The City and County of San Francisco, by and through the San Francisco Airport Commission, proposes to enter into a new 2023 Lease and Use Agreement between the San Francisco International Airport and airlines for a term of 10 years, and to update standard legal provisions. The existing lease and use agreement expires June 30, 2023. There would be no physical expansions or modifications to SFO facilities as a result of the proposed project.</p> <p>Approval Action: Airport Commission Approval to execute 2023 Lease and Use Agreement</p> | | |

STEP 1: EXEMPTION TYPE

| | |
|--|---|
| The project has been determined to be exempt under the California Environmental Quality Act (CEQA). | |
| <input type="checkbox"/> | Class 1 - Existing Facilities. Interior and exterior alterations; additions under 10,000 sq. ft. |
| <input type="checkbox"/> | Class 3 - New Construction. Up to three new single-family residences or six dwelling units in one building; commercial/office structures; utility extensions; change of use under 10,000 sq. ft. if principally permitted or with a CU. |
| <input type="checkbox"/> | <p>Class 32 - In-Fill Development. New Construction of seven or more units or additions greater than 10,000 sq. ft. and meets the conditions described below:</p> <p>(a) The project is consistent with the applicable general plan designation and all applicable general plan policies as well as with applicable zoning designation and regulations.</p> <p>(b) The proposed development occurs within city limits on a project site of no more than 5 acres substantially surrounded by urban uses.</p> <p>(c) The project site has no value as habitat for endangered rare or threatened species.</p> <p>(d) Approval of the project would not result in any significant effects relating to traffic, noise, air quality, or water quality.</p> <p>(e) The site can be adequately served by all required utilities and public services.</p> <p>FOR ENVIRONMENTAL PLANNING USE ONLY</p> |
| <input type="checkbox"/> | Other _____ |
| <input checked="" type="checkbox"/> | Common Sense Exemption (CEQA Guidelines section 15061(b)(3)). It can be seen with certainty that there is no possibility of a significant effect on the environment. FOR ENVIRONMENTAL PLANNING USE ONLY |

STEP 2: ENVIRONMENTAL SCREENING ASSESSMENT

TO BE COMPLETED BY PROJECT PLANNER

| | |
|--|---|
| <input type="checkbox"/> | <p>Air Quality: Would the project add new sensitive receptors (specifically, schools, day care facilities, hospitals, residential dwellings, and senior-care facilities within an Air Pollution Exposure Zone? Does the project have the potential to emit substantial pollutant concentrations (e.g. use of diesel construction equipment, backup diesel generators, heavy industry, diesel trucks, etc.)? (refer to <i>The Environmental Information tab on the San Francisco Property Information Map</i>)</p> |
| <input type="checkbox"/> | <p>Hazardous Materials: If the project site is located on the Maher map or is suspected of containing hazardous materials (based on a previous use such as gas station, auto repair, dry cleaners, or heavy manufacturing, or a site with underground storage tanks): Would the project involve 50 cubic yards or more of soil disturbance - or a change of use from industrial to residential?</p> <p>Note that a categorical exemption shall not be issued for a project located on the Cortese List if box is checked, note below whether the applicant has enrolled in or received a waiver from the San Francisco Department of Public Health (DPH) Maher program, or if Environmental Planning staff has determined that hazardous material effects would be less than significant. (refer to <i>The Environmental Information tab on the San Francisco Property Information Map</i>)</p> |
| <input type="checkbox"/> | <p>Transportation: Does the project involve a child care facility or school with 30 or more students, or a location 1,500 sq. ft. or greater? Does the project have the potential to adversely affect transit, pedestrian and/or bicycle safety (hazards) or the adequacy of nearby transit, pedestrian and/or bicycle facilities?</p> |
| <input type="checkbox"/> | <p>Archeological Resources: Would the project result in soil disturbance/modification greater than two (2) feet below grade in an archeological sensitive area or eight (8) feet in a non-archeological sensitive area? If yes, archeology review is required.</p> |
| <input type="checkbox"/> | <p>Subdivision/Lot Line Adjustment: Does the project site involve a subdivision or lot line adjustment on a lot with a slope average of 20% or more? (refer to <i>The Environmental Information tab on the San Francisco Property Information Map</i>) If box is checked, Environmental Planning must issue the exemption.</p> |
| <input type="checkbox"/> | <p>Average Slope of Parcel = or > 25%, or site is in Edgehill Slope Protection Area or Northwest Mt. Sutro Slope Protection Area: Does the project involve any of the following: (1) New building construction, except one-story storage or utility occupancy, (2) horizontal additions, if the footprint area increases more than 50%, or (3) horizontal and vertical additions increase more than 500 square feet of new projected roof area? (refer to <i>The Environmental Planning tab on the San Francisco Property Information Map</i>) If box is checked, a geotechnical report is likely required and Environmental Planning must issue the exemption.</p> |
| <input type="checkbox"/> | <p>Seismic Hazard: <input type="checkbox"/> Landslide or <input type="checkbox"/> Liquefaction Hazard Zone:</p> <p>Does the project involve any of the following: (1) New building construction, except one-story storage or utility occupancy, (2) horizontal additions, if the footprint area increases more than 50%, (3) horizontal and vertical additions increase more than 500 square feet of new projected roof area, or (4) grading performed at a site in the landslide hazard zone? (refer to <i>The Environmental tab on the San Francisco Property Information Map</i>) If box is checked, a geotechnical report is required and Environmental Planning must issue the exemption.</p> |
| <p>Comments and Planner Signature (optional): Don Lewis</p> | |

**STEP 3: PROPERTY STATUS - HISTORIC RESOURCE
TO BE COMPLETED BY PROJECT PLANNER**

| | |
|--|--|
| PROPERTY IS ONE OF THE FOLLOWING: (refer to Property Information Map) | |
| <input type="checkbox"/> | Category A: Known Historical Resource. GO TO STEP 5. |
| <input type="checkbox"/> | Category B: Potential Historical Resource (over 45 years of age). GO TO STEP 4. |
| <input checked="" type="checkbox"/> | Category C: Not a Historical Resource or Not Age Eligible (under 45 years of age). GO TO STEP 6. |

**STEP 4: PROPOSED WORK CHECKLIST
TO BE COMPLETED BY PROJECT PLANNER**

| | |
|--|--|
| Check all that apply to the project. | |
| <input type="checkbox"/> | 1. Change of use and new construction. Tenant improvements not included. |
| <input type="checkbox"/> | 2. Regular maintenance or repair to correct or repair deterioration, decay, or damage to building. |
| <input type="checkbox"/> | 3. Window replacement that meets the Department's <i>Window Replacement Standards</i> . Does not include storefront window alterations. |
| <input type="checkbox"/> | 4. Garage work. A new opening that meets the <i>Guidelines for Adding Garages and Curb Cuts</i> , and/or replacement of a garage door in an existing opening that meets the Residential Design Guidelines. |
| <input type="checkbox"/> | 5. Deck, terrace construction, or fences not visible from any immediately adjacent public right-of-way. |
| <input type="checkbox"/> | 6. Mechanical equipment installation that is not visible from any immediately adjacent public right-of-way. |
| <input type="checkbox"/> | 7. Dormer installation that meets the requirements for exemption from public notification under <i>Zoning Administrator Bulletin No. 3: Dormer Windows</i> . |
| <input type="checkbox"/> | 8. Addition(s) that are not visible from any immediately adjacent public right-of-way for 150 feet in each direction; does not extend vertically beyond the floor level of the top story of the structure or is only a single story in height; does not have a footprint that is more than 50% larger than that of the original building; and does not cause the removal of architectural significant roofing features. |
| Note: Project Planner must check box below before proceeding. | |
| <input type="checkbox"/> | Project is not listed. GO TO STEP 5. |
| <input type="checkbox"/> | Project does not conform to the scopes of work. GO TO STEP 5. |
| <input type="checkbox"/> | Project involves four or more work descriptions. GO TO STEP 5. |
| <input type="checkbox"/> | Project involves less than four work descriptions. GO TO STEP 6. |

**STEP 5: ADVANCED HISTORICAL REVIEW
TO BE COMPLETED BY PRESERVATION PLANNER**

| | |
|---|---|
| Check all that apply to the project. | |
| <input type="checkbox"/> | 1. Reclassification of property status. (Attach HRER Part I) <input type="checkbox"/> Reclassify to Category A a. Per HRER b. Other (specify): <input type="checkbox"/> Reclassify to Category C (No further historic review) |
| <input type="checkbox"/> | 2. Project involves a known historical resource (CEQA Category A) as determined by Step 3 and conforms entirely to proposed work checklist in Step 4. |
| <input type="checkbox"/> | 3. Interior alterations to publicly accessible spaces that do not remove, alter, or obscure character defining features. |
| <input type="checkbox"/> | 4. Window replacement of original/historic windows that are not "in-kind" but are consistent with existing historic character. |
| <input type="checkbox"/> | 5. Façade/storefront alterations that do not remove, alter, or obscure character-defining features. |

| | |
|---|---|
| <input type="checkbox"/> | 6. Raising the building in a manner that does not remove, alter, or obscure character-defining features. |
| <input type="checkbox"/> | 7. Restoration based upon documented evidence of a building's historic condition, such as historic photographs, plans, physical evidence, or similar buildings. |
| <input type="checkbox"/> | 8. Work consistent with the <i>Secretary of the Interior Standards for the Treatment of Historic Properties (Analysis required)</i> : |
| <input type="checkbox"/> | 9. Work compatible with a historic district (Analysis required): |
| <input type="checkbox"/> | 10. Work that would not materially impair a historic resource (Attach HRER Part II). |
| Note: If ANY box in STEP 5 above is checked, a Preservation Planner MUST sign below. | |
| <input type="checkbox"/> | Project can proceed with exemption review. The project has been reviewed by the Preservation Planner and can proceed with exemption review. GO TO STEP 6. |
| Comments (optional): | |
| Preservation Planner Signature: | |

STEP 6: EXEMPTION DETERMINATION
TO BE COMPLETED BY PROJECT PLANNER

| | | |
|-------------------------------------|---|--|
| <input checked="" type="checkbox"/> | Common Sense Exemption: No further environmental review is required. The project is exempt under CEQA. It can be seen with certainty that there is no possibility of a significant effect on the environment. | |
| | Project Approval Action: Airport Commission Approval to Execute Agreement | Signature: Don Lewis 10/06/2022 |
| | Once signed or stamped and dated, this document constitutes a n exemption pursuant to CEQA Guidelines and Chapter 31of the Administrative Code. In accordance with Chapter 31 of the San Francisco Administrative Code, an appeal of an exemption determination to the Board of Supervisors can only be filed within 30 days of the project receiving the approval action. | |

STEP 7: MODIFICATION OF A CEQA EXEMPT PROJECT

TO BE COMPLETED BY PROJECT PLANNER

In accordance with Chapter 31 of the San Francisco Administrative Code, when a California Environmental Quality Act (CEQA) exempt project changes after the Approval Action and requires a subsequent approval, the Environmental Review Officer (or his or her designee) must determine whether the proposed change constitutes a substantial modification of that project. This checklist shall be used to determine whether the proposed changes to the approved project would constitute a "substantial modification" and, therefore, be subject to additional environmental review pursuant to CEQA.

MODIFIED PROJECT DESCRIPTION

Modified Project Description:

DETERMINATION IF PROJECT CONSTITUTES SUBSTANTIAL MODIFICATION

Compared to the approved project, would the modified project:

| | |
|--------------------------|--|
| <input type="checkbox"/> | Result in expansion of the building envelope, as defined in the Planning Code; |
| <input type="checkbox"/> | Result in the change of use that would require public notice under Planning Code Sections 311 or 312; |
| <input type="checkbox"/> | Result in demolition as defined under Planning Code Section 317 or 19005(f)? |
| <input type="checkbox"/> | Is any information being presented that was not known and could not have been known at the time of the original determination, that shows the originally approved project may no longer qualify for the exemption? |

If at least one of the above boxes is checked, further environmental review is required

DETERMINATION OF NO SUBSTANTIAL MODIFICATION

| | |
|--|---|
| <input type="checkbox"/> | The proposed modification would not result in any of the above changes. |
| If this box is checked, the proposed modifications are exempt under CEQA, in accordance with prior project approval and no additional environmental review is required. This determination shall be posted on the Planning Department website and office and mailed to the applicant, City approving entities, and anyone requesting written notice. In accordance with Chapter 31, Sec 31.08j of the San Francisco Administrative Code, an appeal of this determination can be filed to the Environmental Review Officer within 10 days of posting of this determination. | |
| Planner Name: | Date: |
| | |

AIRPORT COMMISSION

CITY AND COUNTY OF SAN FRANCISCO

RESOLUTION NO. 23-0064

AWARD A 2023 LEASE AND USE AGREEMENT AT SAN FRANCISCO INTERNATIONAL AIRPORT TO AIR CANADA, AND DIRECT THE COMMISSION SECRETARY TO FORWARD THE LEASE TO THE BOARD OF SUPERVISORS FOR APPROVAL

- WHEREAS, Air Canada (Airline) conducts flight operations at San Francisco International Airport (Airport or SFO) pursuant to 2011 Lease and Use Agreement No. 11-0007 with the City and County of San Francisco (City), acting by and through its Airport Commission (Commission), which expires on June 30, 2023; and
- WHEREAS, Staff and the signatory airlines operating at SFO have negotiated the terms of a new form of Lease and Use Agreement, which has a ten-year term commencing July 1, 2023 and expiring June 30, 2033 (2023 Lease); and
- WHEREAS, the 2023 Lease largely builds and improves upon the terms of the 2011 Lease, with some significant financial and operational improvements for the Airport, which are further set forth in the Director's Memorandum accompanying this Resolution; and
- WHEREAS, on October 6, 2022, the San Francisco Planning Department, Environmental Planning Division determined that the 2023 Lease is exempt from review under the California Environmental Quality Act (CEQA) (Public Resources Code Section 21000, et seq.) and Section 15061(b)(3) of the CEQA Guidelines as a common sense exemption (Planning Department under File No. 2022-009712ENV); now, therefore, be it
- RESOLVED, that this Commission hereby affirms and incorporates, by reference, the Planning Department's determination that the 2023 Lease is exempt from review under CEQA; and, be it further
- RESOLVED, that the above recitals are true and correct; and, be it further
- RESOLVED, that this Commission hereby determines to proceed with the 2023 Lease; and, be it further
- RESOLVED, that this Commission awards the 2023 Lease to Air Canada; and, be it further
- RESOLVED, that, in order to facilitate the administration of the 2023 Lease, this Commission authorizes the Airport Director to enter into any non-material modifications to the 2023 Lease throughout its term that do not otherwise: (a) materially increase the financial obligations or liabilities of City; (b) increase the term, or (c) change the general use of the demised premises from the permitted uses of the 2023 Lease; and, be it further
- RESOLVED, that the Commission Secretary is hereby directed to forward this 2023 Lease to the Board of Supervisors for approval pursuant to Section 9.118 of the Charter of the City and County of San Francisco.

*I hereby certify that the foregoing resolution was adopted by the Airport Commission
at its meeting of*

MAR 21 2023


Secretary

AIRPORT COMMISSION
CITY AND COUNTY OF SAN FRANCISCO
RESOLUTION NO. 23-0065

AWARD A 2023 LEASE AND USE AGREEMENT AT SAN FRANCISCO INTERNATIONAL AIRPORT TO AMERICAN AIRLINES, INC., AND DIRECT THE COMMISSION SECRETARY TO FORWARD THE LEASE TO THE BOARD OF SUPERVISORS FOR APPROVAL

- WHEREAS, American Airlines, Inc. (Airline) conducts flight operations at San Francisco International Airport (Airport or SFO) pursuant to 2011 Lease and Use Agreement No. 10-0078 with the City and County of San Francisco (City), acting by and through its Airport Commission (Commission), which expires on June 30, 2023; and
- WHEREAS, Staff and the signatory airlines operating at SFO have negotiated the terms of a new form of Lease and Use Agreement, which has a ten-year term commencing July 1, 2023 and expiring June 30, 2033 (2023 Lease); and
- WHEREAS, the 2023 Lease largely builds and improves upon the terms of the 2011 Lease, with some significant financial and operational improvements for the Airport, which are further set forth in the Director's Memorandum accompanying this Resolution; and
- WHEREAS, on October 6, 2022, the San Francisco Planning Department, Environmental Planning Division determined that the 2023 Lease is exempt from review under the California Environmental Quality Act (CEQA) (Public Resources Code Section 21000, et seq.) and Section 15061(b)(3) of the CEQA Guidelines as a common sense exemption (Planning Department under File No. 2022-009712ENV); now, therefore, be it
- RESOLVED, that this Commission hereby affirms and incorporates, by reference, the Planning Department's determination that the 2023 Lease is exempt from review under CEQA; and, be it further
- RESOLVED, that the above recitals are true and correct; and, be it further
- RESOLVED, that this Commission hereby determines to proceed with the 2023 Lease; and, be it further
- RESOLVED, that this Commission awards the 2023 Lease to American Airlines, Inc.; and, be it further
- RESOLVED, that, in order to facilitate the administration of the 2023 Lease, this Commission authorizes the Airport Director to enter into any non-material modifications to the 2023 Lease throughout its term that do not otherwise: (a) materially increase the financial obligations or liabilities of City; (b) increase the term, or (c) change the general use of the demised premises from the permitted uses of the 2023 Lease; and, be it further
- RESOLVED, that the Commission Secretary is hereby directed to forward this 2023 Lease to the Board of Supervisors for approval pursuant to Section 9.118 of the Charter of the City and County of San Francisco.

*I hereby certify that the foregoing resolution was adopted by the Airport Commission
at its meeting of _____*

— MAR 21 2023


Secretary

AIRPORT COMMISSION
CITY AND COUNTY OF SAN FRANCISCO
RESOLUTION NO. 23-0066


AWARD A 2023 LEASE AND USE AGREEMENT AT SAN FRANCISCO INTERNATIONAL AIRPORT TO BRITISH AIRWAYS, PLC, AND DIRECT THE COMMISSION SECRETARY TO FORWARD THE LEASE TO THE BOARD OF SUPERVISORS FOR APPROVAL

- WHEREAS, British Airways, PLC (Airline) conducts flight operations at San Francisco International Airport (Airport or SFO) pursuant to 2011 Lease and Use Agreement No. 10-0080 with the City and County of San Francisco (City), acting by and through its Airport Commission (Commission), which expires on June 30, 2023; and
- WHEREAS, Staff and the signatory airlines operating at SFO have negotiated the terms of a new form of Lease and Use Agreement, which has a ten-year term commencing July 1, 2023 and expiring June 30, 2033 (2023 Lease); and
- WHEREAS, the 2023 Lease largely builds and improves upon the terms of the 2011 Lease, with some significant financial and operational improvements for the Airport, which are further set forth in the Director's Memorandum accompanying this Resolution; and
- WHEREAS, on October 6, 2022, the San Francisco Planning Department, Environmental Planning Division determined that the 2023 Lease is exempt from review under the California Environmental Quality Act (CEQA) (Public Resources Code Section 21000, et seq.) and Section 15061(b)(3) of the CEQA Guidelines as a common sense exemption (Planning Department under File No. 2022-009712ENV); now, therefore, be it
- RESOLVED, that this Commission hereby affirms and incorporates, by reference, the Planning Department's determination that the 2023 Lease is exempt from review under CEQA; and, be it further
- RESOLVED, that the above recitals are true and correct; and, be it further
- RESOLVED, that this Commission hereby determines to proceed with the 2023 Lease; and, be it further
- RESOLVED, that this Commission awards the 2023 Lease to British Airways, PLC; and, be it further
- RESOLVED, that, in order to facilitate the administration of the 2023 Lease, this Commission authorizes the Airport Director to enter into any non-material modifications to the 2023 Lease throughout its term that do not otherwise: (a) materially increase the financial obligations or liabilities of City; (b) increase the term, or (c) change the general use of the demised premises from the permitted uses of the 2023 Lease; and, be it further
- RESOLVED, that the Commission Secretary is hereby directed to forward this 2023 Lease to the Board of Supervisors for approval pursuant to Section 9.118 of the Charter of the City and County of San Francisco.

I hereby certify that the foregoing resolution was adopted by the Airport Commission

at its meeting of _____

= **MAR 21 2023**



Secretary

AIRPORT COMMISSION

CITY AND COUNTY OF SAN FRANCISCO


RESOLUTION NO. 23-0067

AWARD A 2023 LEASE AND USE AGREEMENT AT SAN FRANCISCO INTERNATIONAL AIRPORT TO CATHAY PACIFIC AIRWAYS, LTD., AND DIRECT THE COMMISSION SECRETARY TO FORWARD THE LEASE TO THE BOARD OF SUPERVISORS FOR APPROVAL

- WHEREAS, Cathay Pacific Airways, Ltd. (Airline) conducts flight operations at San Francisco International Airport (Airport or SFO) pursuant to Operating and Space Permit No. 4943 with the City and County of San Francisco (City), acting by and through its Airport Commission (Commission), which expires on June 30, 2023; and
- WHEREAS, Staff and the signatory airlines operating at SFO have negotiated the terms of a new form of Lease and Use Agreement, which has a ten-year term commencing July 1, 2023 and expiring June 30, 2033 (2023 Lease); and
- WHEREAS, the 2023 Lease largely builds and improves upon the terms of the 2011 Lease, with some significant financial and operational improvements for the Airport, which are further set forth in the Director's Memorandum accompanying this Resolution; and
- WHEREAS, on October 6, 2022, the San Francisco Planning Department, Environmental Planning Division determined that the 2023 Lease is exempt from review under the California Environmental Quality Act (CEQA) (Public Resources Code Section 21000, et seq.) and Section 15061(b)(3) of the CEQA Guidelines as a common sense exemption (Planning Department under File No. 2022-009712ENV); now, therefore, be it
- RESOLVED, that this Commission hereby affirms and incorporates, by reference, the Planning Department's determination that the 2023 Lease is exempt from review under CEQA; and, be it further
- RESOLVED, that the above recitals are true and correct; and, be it further
- RESOLVED, that this Commission hereby determines to proceed with the 2023 Lease; and, be it further
- RESOLVED, that this Commission awards the 2023 Lease to Cathay Pacific Airways, Ltd.; and, be it further
- RESOLVED, that, in order to facilitate the administration of the 2023 Lease, this Commission authorizes the Airport Director to enter into any non-material modifications to the 2023 Lease throughout its term that do not otherwise: (a) materially increase the financial obligations or liabilities of City; (b) increase the term, or (c) change the general use of the demised premises from the permitted uses of the 2023 Lease; and, be it further
- RESOLVED, that the Commission Secretary is hereby directed to forward this 2023 Lease to the Board of Supervisors for approval pursuant to Section 9.118 of the Charter of the City and County of San Francisco.

*I hereby certify that the foregoing resolution was adopted by the Airport Commission
at its meeting of*

MAR 21 2023


Secretary

AIRPORT COMMISSION

CITY AND COUNTY OF SAN FRANCISCO

RESOLUTION NO. 23-0068

AWARD A 2023 LEASE AND USE AGREEMENT AT SAN FRANCISCO INTERNATIONAL AIRPORT TO CHINA AIRLINES, LTD., AND DIRECT THE COMMISSION SECRETARY TO FORWARD THE LEASE TO THE BOARD OF SUPERVISORS FOR APPROVAL

- WHEREAS, China Airlines, Ltd. (Airline) conducts flight operations at San Francisco International Airport (Airport or SFO) pursuant to 2011 Lease and Use Agreement No. 10-0082 with the City and County of San Francisco (City), acting by and through its Airport Commission (Commission), which expires on June 30, 2023; and
- WHEREAS, Staff and the signatory airlines operating at SFO have negotiated the terms of a new form of Lease and Use Agreement, which has a ten-year term commencing July 1, 2023 and expiring June 30, 2033 (2023 Lease); and
- WHEREAS, the 2023 Lease largely builds and improves upon the terms of the 2011 Lease, with some significant financial and operational improvements for the Airport, which are further set forth in the Director's Memorandum accompanying this Resolution; and
- WHEREAS, on October 6, 2022, the San Francisco Planning Department, Environmental Planning Division determined that the 2023 Lease is exempt from review under the California Environmental Quality Act (CEQA) (Public Resources Code Section 21000, et seq.) and Section 15061(b)(3) of the CEQA Guidelines as a common sense exemption (Planning Department under File No. 2022-009712ENV); now, therefore, be it
- RESOLVED, that this Commission hereby affirms and incorporates, by reference, the Planning Department's determination that the 2023 Lease is exempt from review under CEQA; and, be it further
- RESOLVED, that the above recitals are true and correct; and, be it further
- RESOLVED, that this Commission hereby determines to proceed with the 2023 Lease; and, be it further
- RESOLVED, that this Commission awards the 2023 Lease to China Airlines, Ltd.; and, be it further
- RESOLVED, that, in order to facilitate the administration of the 2023 Lease, this Commission authorizes the Airport Director to enter into any non-material modifications to the 2023 Lease throughout its term that do not otherwise: (a) materially increase the financial obligations or liabilities of City; (b) increase the term, or (c) change the general use of the demised premises from the permitted uses of the 2023 Lease; and, be it further
- RESOLVED, that the Commission Secretary is hereby directed to forward this 2023 Lease to the Board of Supervisors for approval pursuant to Section 9.118 of the Charter of the City and County of San Francisco.

I hereby certify that the foregoing resolution was adopted by the Airport Commission
- MAR 21 2023
at its meeting of _____


Secretary

AIRPORT COMMISSION

CITY AND COUNTY OF SAN FRANCISCO

RESOLUTION NO. 23-0069

AWARD A 2023 LEASE AND USE AGREEMENT AT SAN FRANCISCO INTERNATIONAL AIRPORT TO CHINA SOUTHERN AIRLINES COMPANY LIMITED, AND DIRECT THE COMMISSION SECRETARY TO FORWARD THE LEASE TO THE BOARD OF SUPERVISORS FOR APPROVAL

- WHEREAS, China Southern Airlines Company Limited (Airline) conducts flight operations at San Francisco International Airport (Airport or SFO) pursuant to 2011 Lease and Use Agreement No. 15-0253 with the City and County of San Francisco (City), acting by and through its Airport Commission (Commission), which expires on June 30, 2023; and
- WHEREAS, Staff and the signatory airlines operating at SFO have negotiated the terms of a new form of Lease and Use Agreement, which has a ten-year term commencing July 1, 2023 and expiring June 30, 2033 (2023 Lease); and
- WHEREAS, the 2023 Lease largely builds and improves upon the terms of the 2011 Lease, with some significant financial and operational improvements for the Airport, which are further set forth in the Director's Memorandum accompanying this Resolution; and
- WHEREAS, on October 6, 2022, the San Francisco Planning Department, Environmental Planning Division determined that the 2023 Lease is exempt from review under the California Environmental Quality Act (CEQA) (Public Resources Code Section 21000, et seq.) and Section 15061(b)(3) of the CEQA Guidelines as a common sense exemption (Planning Department under File No. 2022-009712ENV); now, therefore, be it
- RESOLVED, that this Commission hereby affirms and incorporates, by reference, the Planning Department's determination that the 2023 Lease is exempt from review under CEQA; and, be it further
- RESOLVED, that the above recitals are true and correct; and, be it further
- RESOLVED, that this Commission hereby determines to proceed with the 2023 Lease; and, be it further
- RESOLVED, that this Commission awards the 2023 Lease to China Southern Airlines Company Limited; and, be it further
- RESOLVED, that, in order to facilitate the administration of the 2023 Lease, this Commission authorizes the Airport Director to enter into any non-material modifications to the 2023 Lease throughout its term that do not otherwise: (a) materially increase the financial obligations or liabilities of City; (b) increase the term, or (c) change the general use of the demised premises from the permitted uses of the 2023 Lease; and, be it further
- RESOLVED, that the Commission Secretary is hereby directed to forward this 2023 Lease to the Board of Supervisors for approval pursuant to Section 9.118 of the Charter of the City and County of San Francisco.

*I hereby certify that the foregoing resolution was adopted by the Airport Commission
at its meeting of*

MAR 21 2023


Secretary

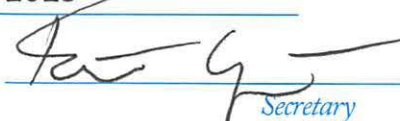
AIRPORT COMMISSION
CITY AND COUNTY OF SAN FRANCISCO
RESOLUTION NO. 23-0070

AWARD A 2023 LEASE AND USE AGREEMENT AT SAN FRANCISCO INTERNATIONAL AIRPORT TO FRONTIER AIRLINES, INC., AND DIRECT THE COMMISSION SECRETARY TO FORWARD THE LEASE TO THE BOARD OF SUPERVISORS FOR APPROVAL

- WHEREAS, Frontier Airlines, Inc. (Airline) conducts flight operations at San Francisco International Airport (Airport or SFO) pursuant to 2011 Lease and Use Agreement No. 10-0087 with the City and County of San Francisco (City), acting by and through its Airport Commission (Commission), which expires on June 30, 2023; and
- WHEREAS, Staff and the signatory airlines operating at SFO have negotiated the terms of a new form of Lease and Use Agreement, which has a ten-year term commencing July 1, 2023 and expiring June 30, 2033 (2023 Lease); and
- WHEREAS, the 2023 Lease largely builds and improves upon the terms of the 2011 Lease, with some significant financial and operational improvements for the Airport, which are further set forth in the Director’s Memorandum accompanying this Resolution; and
- WHEREAS, on October 6, 2022, the San Francisco Planning Department, Environmental Planning Division determined that the 2023 Lease is exempt from review under the California Environmental Quality Act (CEQA) (Public Resources Code Section 21000, et seq.) and Section 15061(b)(3) of the CEQA Guidelines as a common sense exemption (Planning Department under File No. 2022-009712ENV); now, therefore, be it
- RESOLVED, that this Commission hereby affirms and incorporates, by reference, the Planning Department’s determination that the 2023 Lease is exempt from review under CEQA; and, be it further
- RESOLVED, that the above recitals are true and correct; and, be it further
- RESOLVED, that this Commission hereby determines to proceed with the 2023 Lease; and, be it further
- RESOLVED, that this Commission awards the 2023 Lease to Frontier Airlines, Inc.; and, be it further
- RESOLVED, that, in order to facilitate the administration of the 2023 Lease, this Commission authorizes the Airport Director to enter into any non-material modifications to the 2023 Lease throughout its term that do not otherwise: (a) materially increase the financial obligations or liabilities of City; (b) increase the term, or (c) change the general use of the demised premises from the permitted uses of the 2023 Lease; and, be it further
- RESOLVED, that the Commission Secretary is hereby directed to forward this 2023 Lease to the Board of Supervisors for approval pursuant to Section 9.118 of the Charter of the City and County of San Francisco.

*I hereby certify that the foregoing resolution was adopted by the Airport Commission
at its meeting of* _____

- MAR 21 2023



Secretary

AIRPORT COMMISSION

CITY AND COUNTY OF SAN FRANCISCO

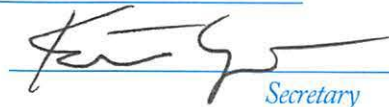
RESOLUTION NO. 23-0071

AWARD A 2023 LEASE AND USE AGREEMENT AT SAN FRANCISCO INTERNATIONAL AIRPORT TO PHILIPPINE AIRLINES, INC., AND DIRECT THE COMMISSION SECRETARY TO FORWARD THE LEASE TO THE BOARD OF SUPERVISORS FOR APPROVAL

- WHEREAS, Philippine Airlines, Inc. (Airline) conducts flight operations at San Francisco International Airport (Airport or SFO) pursuant to Operating and Space Permit No. 4941 with the City and County of San Francisco (City), acting by and through its Airport Commission (Commission), which expires on June 30, 2023; and
- WHEREAS, Staff and the signatory airlines operating at SFO have negotiated the terms of a new form of Lease and Use Agreement, which has a ten-year term commencing July 1, 2023 and expiring June 30, 2033 (2023 Lease); and
- WHEREAS, the 2023 Lease largely builds and improves upon the terms of the 2011 Lease, with some significant financial and operational improvements for the Airport, which are further set forth in the Director's Memorandum accompanying this Resolution; and
- WHEREAS, on October 6, 2022, the San Francisco Planning Department, Environmental Planning Division determined that the 2023 Lease is exempt from review under the California Environmental Quality Act (CEQA) (Public Resources Code Section 21000, et seq.) and Section 15061(b)(3) of the CEQA Guidelines as a common sense exemption (Planning Department under File No. 2022-009712ENV); now, therefore, be it
- RESOLVED, that this Commission hereby affirms and incorporates, by reference, the Planning Department's determination that the 2023 Lease is exempt from review under CEQA; and, be it further
- RESOLVED, that the above recitals are true and correct; and, be it further
- RESOLVED, that this Commission hereby determines to proceed with the 2023 Lease; and, be it further
- RESOLVED, that this Commission awards the 2023 Lease to Philippine Airlines, Inc.; and, be it further
- RESOLVED, that, in order to facilitate the administration of the 2023 Lease, this Commission authorizes the Airport Director to enter into any non-material modifications to the 2023 Lease throughout its term that do not otherwise: (a) materially increase the financial obligations or liabilities of City; (b) increase the term, or (c) change the general use of the demised premises from the permitted uses of the 2023 Lease; and, be it further
- RESOLVED, that the Commission Secretary is hereby directed to forward this 2023 Lease to the Board of Supervisors for approval pursuant to Section 9.118 of the Charter of the City and County of San Francisco.

*I hereby certify that the foregoing resolution was adopted by the Airport Commission
at its meeting of* _____

≡ MAR 21 2023


Secretary

AIRPORT COMMISSION
CITY AND COUNTY OF SAN FRANCISCO
RESOLUTION NO. 23-0072

AWARD A 2023 LEASE AND USE AGREEMENT AT SAN FRANCISCO INTERNATIONAL AIRPORT TO, SWISS INTERNATIONAL AIR LINES, LTD., AND DIRECT THE COMMISSION SECRETARY TO FORWARD THE LEASE TO THE BOARD OF SUPERVISORS FOR APPROVAL

- WHEREAS, Swiss International Air Lines, Ltd. (Airline) conducts flight operations at San Francisco International Airport (Airport or SFO) pursuant to 2011 Lease and Use Agreement No. 11-0182 with the City and County of San Francisco (City), acting by and through its Airport Commission (Commission), which expires on June 30, 2023; and
- WHEREAS, Staff and the signatory airlines operating at SFO have negotiated the terms of a new form of Lease and Use Agreement, which has a ten-year term commencing July 1, 2023 and expiring June 30, 2033 (2023 Lease); and
- WHEREAS, the 2023 Lease largely builds and improves upon the terms of the 2011 Lease, with some significant financial and operational improvements for the Airport, which are further set forth in the Director's Memorandum accompanying this Resolution; and
- WHEREAS, on October 6, 2022, the San Francisco Planning Department, Environmental Planning Division determined that the 2023 Lease is exempt from review under the California Environmental Quality Act (CEQA) (Public Resources Code Section 21000, et seq.) and Section 15061(b)(3) of the CEQA Guidelines as a common sense exemption (Planning Department under File No. 2022-009712ENV); now, therefore, be it
- RESOLVED, that this Commission hereby affirms and incorporates, by reference, the Planning Department's determination that the 2023 Lease is exempt from review under CEQA; and, be it further
- RESOLVED, that the above recitals are true and correct; and, be it further
- RESOLVED, that this Commission hereby determines to proceed with the 2023 Lease; and, be it further
- RESOLVED, that this Commission awards the 2023 Lease to Swiss International Air Lines, Ltd.; and, be it further
- RESOLVED, that, in order to facilitate the administration of the 2023 Lease, this Commission authorizes the Airport Director to enter into any non-material modifications to the 2023 Lease throughout its term that do not otherwise: (a) materially increase the financial obligations or liabilities of City; (b) increase the term, or (c) change the general use of the demised premises from the permitted uses of the 2023 Lease; and, be it further
- RESOLVED, that the Commission Secretary is hereby directed to forward this 2023 Lease to the Board of Supervisors for approval pursuant to Section 9.118 of the Charter of the City and County of San Francisco.

*I hereby certify that the foregoing resolution was adopted by the Airport Commission
at its meeting of* _____

MAR 21 2023



Secretary

AIRPORT COMMISSION

CITY AND COUNTY OF SAN FRANCISCO

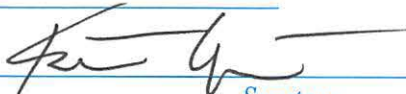
RESOLUTION NO. 23-0073

AWARD A 2023 LEASE AND USE AGREEMENT AT SAN FRANCISCO INTERNATIONAL AIRPORT TO TACA INTERNATIONAL AIRLINES, S.A. (TACA DBA AVIANCA), AND DIRECT THE COMMISSION SECRETARY TO FORWARD THE LEASE TO THE BOARD OF SUPERVISORS FOR APPROVAL

- WHEREAS, TACA International Airlines, S.A. (TACA dba Avianca) (Airline) conducts flight operations at San Francisco International Airport (Airport or SFO) pursuant to 2011 Lease and Use Agreement No. 10-0096 with the City and County of San Francisco (City), acting by and through its Airport Commission (Commission), which expires on June 30, 2023; and
- WHEREAS, Staff and the signatory airlines operating at SFO have negotiated the terms of a new form of Lease and Use Agreement, which has a ten-year term commencing July 1, 2023 and expiring June 30, 2033 (2023 Lease); and
- WHEREAS, the 2023 Lease largely builds and improves upon the terms of the 2011 Lease, with some significant financial and operational improvements for the Airport, which are further set forth in the Director's Memorandum accompanying this Resolution; and
- WHEREAS, on October 6, 2022, the San Francisco Planning Department, Environmental Planning Division determined that the 2023 Lease is exempt from review under the California Environmental Quality Act (CEQA) (Public Resources Code Section 21000, et seq.) and Section 15061(b)(3) of the CEQA Guidelines as a common sense exemption (Planning Department under File No. 2022-009712ENV); now, therefore, be it
- RESOLVED, that this Commission hereby affirms and incorporates, by reference, the Planning Department's determination that the 2023 Lease is exempt from review under CEQA; and, be it further
- RESOLVED, that the above recitals are true and correct; and, be it further
- RESOLVED, that this Commission hereby determines to proceed with the 2023 Lease; and, be it further
- RESOLVED, that this Commission awards the 2023 Lease to TACA International Airlines, S.A. (TACA dba Avianca); and, be it further
- RESOLVED, that, in order to facilitate the administration of the 2023 Lease, this Commission authorizes the Airport Director to enter into any non-material modifications to the 2023 Lease throughout its term that do not otherwise: (a) materially increase the financial obligations or liabilities of City; (b) increase the term, or (c) change the general use of the demised premises from the permitted uses of the 2023 Lease; and, be it further
- RESOLVED, that the Commission Secretary is hereby directed to forward this 2023 Lease to the Board of Supervisors for approval pursuant to Section 9.118 of the Charter of the City and County of San Francisco.

*I hereby certify that the foregoing resolution was adopted by the Airport Commission
at its meeting of*

MAR 21 2023


Secretary

AIRPORT COMMISSION

CITY AND COUNTY OF SAN FRANCISCO

RESOLUTION NO. 23-0074

AWARD A 2023 LEASE AND USE AGREEMENT AT SAN FRANCISCO INTERNATIONAL AIRPORT TO WESTJET, AN ALBERTA PARTNERSHIP, AND DIRECT THE COMMISSION SECRETARY TO FORWARD THE LEASE TO THE BOARD OF SUPERVISORS FOR APPROVAL

- WHEREAS, WestJet, an Alberta Partnership (Airline) conducts flight operations at San Francisco International Airport (Airport or SFO) pursuant to 2011 Lease and Use Agreement No. 11-0239 with the City and County of San Francisco (City), acting by and through its Airport Commission (Commission), which expires on June 30, 2023; and
- WHEREAS, Staff and the signatory airlines operating at SFO have negotiated the terms of a new form of Lease and Use Agreement, which has a ten-year term commencing July 1, 2023 and expiring June 30, 2033 (2023 Lease); and
- WHEREAS, the 2023 Lease largely builds and improves upon the terms of the 2011 Lease, with some significant financial and operational improvements for the Airport, which are further set forth in the Director's Memorandum accompanying this Resolution; and
- WHEREAS, on October 6, 2022, the San Francisco Planning Department, Environmental Planning Division determined that the 2023 Lease is exempt from review under the California Environmental Quality Act (CEQA) (Public Resources Code Section 21000, et seq.) and Section 15061(b)(3) of the CEQA Guidelines as a common sense exemption (Planning Department under File No. 2022-009712ENV); now, therefore, be it
- RESOLVED, that this Commission hereby affirms and incorporates, by reference, the Planning Department's determination that the 2023 Lease is exempt from review under CEQA; and, be it further
- RESOLVED, that the above recitals are true and correct; and, be it further
- RESOLVED, that this Commission hereby determines to proceed with the 2023 Lease; and, be it further
- RESOLVED, that this Commission awards the 2023 Lease to WestJet, an Alberta Partnership; and, be it further
- RESOLVED, that, in order to facilitate the administration of the 2023 Lease, this Commission authorizes the Airport Director to enter into any non-material modifications to the 2023 Lease throughout its term that do not otherwise: (a) materially increase the financial obligations or liabilities of City; (b) increase the term, or (c) change the general use of the demised premises from the permitted uses of the 2023 Lease; and, be it further
- RESOLVED, that the Commission Secretary is hereby directed to forward this 2023 Lease to the Board of Supervisors for approval pursuant to Section 9.118 of the Charter of the City and County of San Francisco.

*I hereby certify that the foregoing resolution was adopted by the Airport Commission
at its meeting of*

MAR 21 2023


Secretary



San Francisco International Airport

MEMORANDUM

March 21, 2023

TO: AIRPORT COMMISSION
Hon. Eleanor Johns, President
Hon. Malcolm Yeung, Vice President
Hon. Everett A. Hewlett, Jr.
Hon. Jane Natoli
Hon. Jose F. Almanza

23-0064
through
23-0074
= MAR 21 2023

FROM: Airport Director

SUBJECT: Award of the 2023 Lease and Use Agreement with Certain Airlines Operating at San Francisco International Airport

DIRECTOR'S RECOMMENDATION: ADOPT THE ACCOMPANYING RESOLUTIONS AWARDING THE 2023 LEASE AND USE AGREEMENT TO CERTAIN AIRLINES OPERATING AT SAN FRANCISCO INTERNATIONAL AIRPORT, AND DIRECT THE COMMISSION SECRETARY TO FORWARD THE AGREEMENTS TO THE BOARD OF SUPERVISORS FOR APPROVAL.

Executive Summary

A majority of airlines serving San Francisco International Airport (SFO or Airport) currently operate pursuant to the 2011 Airline Lease and Use Agreement (2011 Lease). The 2011 Lease expires on June 30, 2023. Airport staff and airline representatives have negotiated a new form of a Lease and Use Agreement, which will commence July 1, 2023 for a ten-year term (2023 Lease). Staff seeks Airport Commission (Commission) award of the 2023 Lease to the airlines listed in Attachment 1 to this Memorandum.

Background

Airline lease and use agreements generally set the rate-making methodology, gate allocation and operating procedures, and general business and legal terms for the operation of airlines at an airport. Most of the airlines serving SFO currently operate under the 2011 Lease (Signatory Airlines) originally set to expire on June 30, 2021. Airport staff and Signatory Airlines began negotiations for a new lease and use agreement in December 2019. As a result of the COVID-19 pandemic, the parties determined that continuing negotiations at that time was impractical given the emergency conditions facing the Airport and Signatory Airlines. Staff requested and the Commission approved modifications of the 2011 Lease providing for a two-year extension of the term for a new expiration date of June 30, 2023.

The Airport and Signatory Airlines subsequently resumed negotiations and agreed to the terms of the 2023 Lease in July 2022 and on the final form of the 2023 Lease in November 2022. All Signatory Airlines execute the same form of 2023 Lease with only conforming changes reflecting the specific Signatory Airline and its demised premises.

THIS PRINT COVERS CALENDAR ITEM NO. 4

AIRPORT COMMISSION CITY AND COUNTY OF SAN FRANCISCO

LONDON N. BREED
MAYOR

ELEANOR JOHNS
PRESIDENT

MALCOLM YEUNG
VICE PRESIDENT

EVERETT A. HEWLETT, JR.

JANE NATOLI

JOSE F. ALMANZA

IVAR C. SATERO
AIRPORT DIRECTOR

Proposal

The 2023 Lease largely builds on the terms of the 2011 Lease, with some significant financial and operational improvements for the Airport. The major terms and conditions of the 2023 Lease are as follows:

- **Term**: Ten years commencing on July 1, 2023 and expiring on June 30, 2033.
- **Rate-Making Methodology**: Retention of the existing financial residual rate-making structure under which Signatory Airlines agree to collectively assume the financial risk of operating at the Airport to the extent the Airport's operating costs are not covered by non-aviation sources of revenue (i.e., concession and ground transportation fees). Each of the Signatory Airlines pays Terminal Area Rentals, Landing Fees, and other usage fees set forth in the Airport Rates and Charges as adopted annually by the Commission.
- **Annual Service Payment**: Retention of the Airport's Annual Service Payment to the City's General Fund, which equals the greater of \$5 million or 15% of Airport concession revenues.
- **Operating Reserve and Capital Improvement Fund**: Establishment of an operating reserve and capital improvement fund totaling \$800 million over the 10-year term (adjusted for inflation by an agreed-upon index), which may be used only by the Commission for any lawful Airport purposes.
- **Shared Use Equipment**: Enhanced rights of the Commission to install shared use equipment throughout the Airport, including in exclusive use spaces of airlines, which enhances operational efficiency and Commission control over the Airport.
- **Preferential Use Gate Allocation**: Expanded review period of airline seat capacity for the purposes of allocating Preferential Use Gates, which will encourage Preferential Use Gates to be used more consistently year-round.
- **Gate Accommodations**: Enhanced rights of the City to accommodate flights at Preferential Use Gates of Signatory Airlines, which maximizes the use of a gate and, in turn, the efficiency and capacity of the Airport.
- **Sustainable Aviation Fuel Working Group**: Establishment of an Airport Director-chaired Sustainable Aviation Fuel Working Group of Airport staff and Signatory Airlines tasked with identifying areas where the parties can cooperate to increase the uptake of sustainable aviation fuel at the Airport.
- **Ground Service Equipment Electrification**: Mutual agreement on a goal to achieve 100% electric-powered ground service equipment at the Airport.

- Airline Relocation Costs: Clarification on the financial liability for airline relocations. An airline initiating its relocation within the Airport will be responsible for such move and any required secondary relocations of other airlines, while any relocation initiated by the Airport will be the responsibility of the Airport, subject to recovery through rates and charges.
- Digital Information Working Group: Establishment of an Airport Director-chaired Digital Information Working Group of Airport staff and Signatory Airlines tasked with identifying information on Airport infrastructure and airline operations that could be exchanged in real-time to enhance the efficiency of Airport operations and the guest experience.
- Commercialization of Digital Assets: Expressed acknowledgment by the Signatory Airlines that the Airport has the sole and exclusive right to control, manage, and exploit, for commercial and non-commercial purposes, all Airport Proprietary Content.

Insurance and indemnification obligations of the Signatory Airlines, as well as all City contracting provisions, have been revised to comply with current City requirements. All other terms and conditions of the 2023 Lease are substantially similar to those in the 2011 Lease.

The 2023 Lease has been offered to all airlines operating at SFO, providing the opportunity to maintain or obtain Signatory Airline status at the Airport. Those airlines who forego Signatory Airline status may operate at the Airport by separately entering into a month-to-month operating permit, which requires a 25% premium on landing fees and a higher security deposit requirement. On February 7, 2023, this Commission approved the 2023 Lease with 29 air carriers listed in Attachment 2. The 2023 Lease will continue to be offered to all other airlines through the remainder of its term, including to new entrants.

Staff now seeks Commission award of the 2023 Lease with each airline listed in Attachment 1, subject to the approval of the Board of Supervisors. The 2023 Leases executed by airlines after those awarded today will be brought forward for the Commission and the Board of Supervisors' approvals at various intervals in the future.

Environmental Review

On October 6, 2022, the San Francisco Planning Department, Environmental Planning Division determined that the 2023 Lease is exempt from review under the California Environmental Quality Act (CEQA) (Public Resources Code Section 21000, et seq.) and Section 15061(b)(3) of the CEQA Guidelines as a common sense exemption. This exemption determination is available from the Planning Department under File No. 2022-009712ENV. This action constitutes the Approval Action for all of the 2023 Leases in the attached Resolutions for the purposes of CEQA pursuant to Section 31.04(h) of the San Francisco Administrative Code, including, without limitation, for the avoidance of doubt, those 2023 Leases approved at the February 7, 2023 meeting of the Commission, as set forth on Attachment 2 to this Memorandum.

Recommendation

I recommend adoption of the accompanying Resolutions awarding the 2023 Lease to each of the airlines listed in Attachment 1 to this Memorandum and directing the Commission Secretary to forward the leases for approval by the Board of Supervisors under Section 9.118 of the Charter of the City and County of San Francisco.



Ivar C. Satero
Airport Director

Prepared by: Kevin Bumen
Chief Financial and Commercial Officer

Attachment 1 – Signatory Airlines to the 2023 Lease and Use Agreement

Attachment 2 – Signatory Airlines to the 2023 Lease and Use Agreement, approved by the
Airport Commission on February 7, 2023

ATTACHMENT 1

SIGNATORY AIRLINES TO THE 2023 LEASE AND USE AGREEMENT For Airport Commission Approval

1. Air Canada
2. American Airlines, Inc.
3. British Airways, PLC
4. Cathay Pacific Airways, Ltd.
5. China Airlines, Ltd.
6. China Southern Airlines Company Limited
7. Frontier Airlines, Inc.
8. Philippine Airlines, Inc.
9. Swiss International Air Lines, Ltd.
10. TACA International Airlines, S.A. (TACA dba Avianca)
11. WestJet

ATTACHMENT 2

SIGNATORY AIRLINES TO THE 2023 LEASE AND USE AGREEMENT

Approved by the Airport Commission on February 7, 2023

| AIRLINES | LEASE NO. |
|---|-----------|
| 1. ABX Air, Inc. | 23-0019 |
| 2. Aerovías de México S.A. de C.V. dba Aeroméxico | 23-0020 |
| 3. Air China Limited | 23-0021 |
| 4. Air India Limited | 23-0022 |
| 5. Air New Zealand Limited | 23-0023 |
| 6. Air Transport International, Inc. | 23-0024 |
| 7. Alaska Airlines, Inc. | 23-0025 |
| 8. All Nippon Airways Co, Limited | 23-0026 |
| 9. Asiana Airlines Inc. | 23-0027 |
| 10. China Eastern Airlines Co. Ltd | 23-0028 |
| 11. Condor Flugdienst GMBH | 23-0029 |
| 12. Delta Air Lines, Inc. | 23-0030 |
| 13. Deutsche Lufthansa AG dba Lufthansa German Airlines | 23-0031 |
| 14. Emirates | 23-0032 |
| 15. EVA Airways Corporation | 23-0033 |
| 16. Federal Express Corporation | 23-0034 |
| 17. Japan Airlines Co., Ltd. | 23-0035 |
| 18. Kalitta Air LLC | 23-0036 |
| 19. Koninklijke Luchtvaart Maatschappij N.V. dba KLM Royal Dutch Airlines | 23-0037 |
| 20. Korean Air Lines Co., Ltd | 23-0038 |
| 21. Nippon Cargo Airlines, Inc. | 23-0039 |
| 22. Scandinavian Airlines of North America Inc dba Scandinavian Airlines SAS | 23-0040 |
| 23. Singapore Airlines Limited | 23-0041 |
| 24. Société Air France dba Air France | 23-0042 |
| 25. Southwest Airlines Co. | 23-0043 |
| 26. Sun Country, Inc. | 23-0044 |
| 27. Turk Hava Yolları A.O. dba Turkish Airlines | 23-0045 |
| 28. United Airlines, Inc. | 23-0046 |
| 29. Virgin Atlantic Airways Limited | 23-0047 |



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Received On:

File #: 230342

Bid/RFP #:

Notification of Contract Approval

SFEC Form 126(f)4

(S.F. Campaign and Governmental Conduct Code § 1.126(f)4)

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1. FILING INFORMATION

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| Original | |
| AMENDMENT DESCRIPTION – Explain reason for amendment | |
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2. CITY ELECTIVE OFFICE OR BOARD

| | |
|------------------------|--------------------------------------|
| OFFICE OR BOARD | NAME OF CITY ELECTIVE OFFICER |
| Board of Supervisors | Members |

3. FILER'S CONTACT

| | |
|----------------------------------|--------------------------------|
| NAME OF FILER'S CONTACT | TELEPHONE NUMBER |
| Angela Calvillo | 415-554-5184 |
| FULL DEPARTMENT NAME | EMAIL |
| office of the clerk of the Board | Board.of.Supervisors@sfgov.org |

4. CONTRACTING DEPARTMENT CONTACT

| | |
|-------------------------------------|--|
| NAME OF DEPARTMENTAL CONTACT | DEPARTMENT CONTACT TELEPHONE NUMBER |
| Cathy widener | 415-264-3704 |
| FULL DEPARTMENT NAME | DEPARTMENT CONTACT EMAIL |
| AIR AIRPORT COMMISSION | CATHY.WIDENER@FLYSFO.COM |

| 5. CONTRACTOR | |
|---|---|
| NAME OF CONTRACTOR AIR CANADA | TELEPHONE NUMBER (514) 422-6382 |
| STREET ADDRESS (including City, State and Zip Code) 7373 Boulevard de la Côte-vertu Ouest, Saint-Laurent, | EMAIL |

| 6. CONTRACT | | |
|---|--------------------------------|--|
| DATE CONTRACT WAS APPROVED BY THE CITY ELECTIVE OFFICER(S) | ORIGINAL BID/RFP NUMBER | FILE NUMBER (If applicable) 230342 |
| DESCRIPTION OF AMOUNT OF CONTRACT Per Formula | | |
| NATURE OF THE CONTRACT (Please describe) Lease and Use Agreement (2023 - 2033) for a ten-year term commencing July 1, 2023 and expiring June 30, 2033 | | |

| 7. COMMENTS |
|--|
| Full Contractor Address: 7373 Boulevard de la Côte-vertu Ouest Saint-Laurent, QC H4S 1Z3, Canada |

| 8. CONTRACT APPROVAL | |
|-------------------------------------|--|
| This contract was approved by: | |
| <input type="checkbox"/> | THE CITY ELECTIVE OFFICER(S) IDENTIFIED ON THIS FORM |
| <input checked="" type="checkbox"/> | A BOARD ON WHICH THE CITY ELECTIVE OFFICER(S) SERVES Board of Supervisors |
| <input type="checkbox"/> | THE BOARD OF A STATE AGENCY ON WHICH AN APPOINTEE OF THE CITY ELECTIVE OFFICER(S) IDENTIFIED ON THIS FORM SITS |

9. AFFILIATES AND SUBCONTRACTORS

List the names of (A) members of the contractor's board of directors; (B) the contractor's principal officers, including chief executive officer, chief financial officer, chief operating officer, or other persons with similar titles; (C) any individual or entity who has an ownership interest of 10 percent or more in the contractor; and (D) any subcontractor listed in the bid or contract.

| # | LAST NAME/ENTITY/SUBCONTRACTOR | FIRST NAME | TYPE |
|----|--------------------------------|---------------|-------------------------|
| 1 | ROUSSEAU | MICHAEL | CEO |
| 2 | KAZZAZ | AMOS | CFO |
| 3 | GUILLEMETTE | LUCIE | Other Principal Officer |
| 4 | BARBEAU | MARC | Other Principal Officer |
| 5 | LANDRY | CRAIG | COO |
| 6 | MELOUL-WECHSLER | ARIELLE | Other Principal Officer |
| 7 | CHANDE | AMEE | Board of Directors |
| 8 | CLARK | CHRISTIE J.B. | Board of Directors |
| 9 | DOER | GARY A. | Board of Directors |
| 10 | FYFE | ROB | Board of Directors |
| 11 | GREEN | MICHAEL M. | Board of Directors |
| 12 | HUOT | JEAN MARC | Board of Directors |
| 13 | PAQUIN | MADELEIINE | Board of Directors |
| 14 | ROUSSEAU | MICHAEL | Board of Directors |
| 15 | SØRENSEN | VAGN | Board of Directors |
| 16 | TAYLOR | KATHLEEN | Board of Directors |
| 17 | VERSCHUREN | ANNETTE | Board of Directors |
| 18 | WILSON | MICHAEL M. | Board of Directors |
| 19 | | | |

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Check this box if you need to include additional names. Please submit a separate form with complete information. Select “Supplemental” for filing type.

10. VERIFICATION

I have used all reasonable diligence in preparing this statement. I have reviewed this statement and to the best of my knowledge the information I have provided here is true and complete.

I certify under penalty of perjury under the laws of the State of California that the foregoing is true and correct.

| | |
|---|---------------------------|
| <p>SIGNATURE OF CITY ELECTIVE OFFICER OR BOARD SECRETARY OR CLERK</p> <p>BOS Clerk of the Board</p> | <p>DATE SIGNED</p> |
|---|---------------------------|



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| OFFICE OR BOARD | NAME OF CITY ELECTIVE OFFICER |
| Board of Supervisors | Members |

3. FILER'S CONTACT

| | |
|----------------------------------|--------------------------------|
| NAME OF FILER'S CONTACT | TELEPHONE NUMBER |
| Angela Calvillo | 415-554-5184 |
| FULL DEPARTMENT NAME | EMAIL |
| office of the clerk of the Board | Board.of.Supervisors@sfgov.org |

4. CONTRACTING DEPARTMENT CONTACT

| | |
|---|--|
| NAME OF DEPARTMENTAL CONTACT | DEPARTMENT CONTACT TELEPHONE NUMBER |
| Cathy widener | 415-264-3704 |
| FULL DEPARTMENT NAME | DEPARTMENT CONTACT EMAIL |
| AIR San Francisco International Airport | cathy.widener@flysfo.com |

| 5. CONTRACTOR | |
|--|--|
| NAME OF CONTRACTOR AMERICAN AIRLINES | TELEPHONE NUMBER 382-2478-3575 |
| STREET ADDRESS (including City, State and Zip Code) 1 SKYVIEW DR., MD8E100, FORT WORTH, TX 76155 | EMAIL |

| 6. CONTRACT | | |
|---|--------------------------------|--|
| DATE CONTRACT WAS APPROVED BY THE CITY ELECTIVE OFFICER(S) | ORIGINAL BID/RFP NUMBER | FILE NUMBER (If applicable) 230342 |
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| NATURE OF THE CONTRACT (Please describe) Lease and Use Agreement (2023 - 2033) for a ten-year term commencing July 1, 2023 and expiring June 30, 2033 | | |

| 7. COMMENTS |
|-------------|
| |

| 8. CONTRACT APPROVAL | |
|-------------------------------------|--|
| This contract was approved by: | |
| <input type="checkbox"/> | THE CITY ELECTIVE OFFICER(S) IDENTIFIED ON THIS FORM |
| <input checked="" type="checkbox"/> | A BOARD ON WHICH THE CITY ELECTIVE OFFICER(S) SERVES Board of Supervisors |
| <input type="checkbox"/> | THE BOARD OF A STATE AGENCY ON WHICH AN APPOINTEE OF THE CITY ELECTIVE OFFICER(S) IDENTIFIED ON THIS FORM SITS |

9. AFFILIATES AND SUBCONTRACTORS

List the names of (A) members of the contractor's board of directors; (B) the contractor's principal officers, including chief executive officer, chief financial officer, chief operating officer, or other persons with similar titles; (C) any individual or entity who has an ownership interest of 10 percent or more in the contractor; and (D) any subcontractor listed in the bid or contract.

| # | LAST NAME/ENTITY/SUBCONTRACTOR | FIRST NAME | TYPE |
|----|--------------------------------|------------|-------------------------|
| 1 | ALBAUGH | JAMES F. | Board of Directors |
| 2 | BENJAMIN | JEFFREY D. | Board of Directors |
| 3 | BROWN | ADRIANE M. | Board of Directors |
| 4 | CAHILL | JOHN T. | Board of Directors |
| 5 | EMBLER | MICHAEL J. | Board of Directors |
| 6 | HART | MATTHEW J. | Board of Directors |
| 7 | KRONICK | SUSAN D. | Board of Directors |
| 8 | NESBITT | MARTIN H. | Board of Directors |
| 9 | O'LEARY | DENISE M. | Board of Directors |
| 10 | REYNAL | VICENTE | Board of Directors |
| 11 | ROBINSON | RAY M. | Board of Directors |
| 12 | SMITH | GREGORY D. | Board of Directors |
| 13 | STEENLAND | DOUG | Board of Directors |
| 14 | PARKER | W. DOUGLAS | Board of Directors |
| 15 | ISOM JR. | ROBERT D. | Board of Directors |
| 16 | ISOM JR. | ROBERT D. | CEO |
| 17 | AIYAR | PRIYA | Other Principal Officer |
| 18 | BROWN | COLE | Other Principal Officer |
| 19 | DEFEO | RON | Other Principal Officer |

9. AFFILIATES AND SUBCONTRACTORS

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| # | LAST NAME/ENTITY/SUBCONTRACTOR | FIRST NAME | TYPE |
|----|--------------------------------|------------|-------------------------|
| 20 | GATTEN | NATE | Other Principal Officer |
| 21 | JAYARAM | GANES | Other Principal Officer |
| 22 | JOHNSON | STEVE | Other Principal Officer |
| 23 | MAY | DEVON | CFO |
| 24 | RAJA | VASU | Other Principal Officer |
| 25 | SEYMOUR | DAVID | COO |
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Check this box if you need to include additional names. Please submit a separate form with complete information. Select “Supplemental” for filing type.

10. VERIFICATION

I have used all reasonable diligence in preparing this statement. I have reviewed this statement and to the best of my knowledge the information I have provided here is true and complete.

I certify under penalty of perjury under the laws of the State of California that the foregoing is true and correct.

| | |
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| <p>SIGNATURE OF CITY ELECTIVE OFFICER OR BOARD SECRETARY OR CLERK</p> <p>BOS Clerk of the Board</p> | <p>DATE SIGNED</p> |
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3. FILER'S CONTACT

| | |
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| NAME OF FILER'S CONTACT | TELEPHONE NUMBER |
| Angela Calvillo | 415-554-5184 |
| FULL DEPARTMENT NAME | EMAIL |
| office of the clerk of the Board | Board.of.Supervisors@sfgov.org |

4. CONTRACTING DEPARTMENT CONTACT

| | |
|--------------------------------------|--|
| NAME OF DEPARTMENTAL CONTACT | DEPARTMENT CONTACT TELEPHONE NUMBER |
| CATHY WIDENER | 415-264-3704 |
| FULL DEPARTMENT NAME | DEPARTMENT CONTACT EMAIL |
| AIR SAN FRANCISCO AIRPORT COMMISSION | CATHY.WIDENER@FLYSFO.COM |

| 5. CONTRACTOR | |
|---|---|
| NAME OF CONTRACTOR BRITISH AIRWAYS PLC | TELEPHONE NUMBER (646) 265-8536 |
| STREET ADDRESS (including City, State and Zip Code) 11 W. 42ND ST., NEW YORK, NY 1036 | EMAIL |

| 6. CONTRACT | | |
|---|--------------------------------|--|
| DATE CONTRACT WAS APPROVED BY THE CITY ELECTIVE OFFICER(S) | ORIGINAL BID/RFP NUMBER | FILE NUMBER (If applicable) 230342 |
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| 7. COMMENTS |
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| |

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| This contract was approved by: | |
| <input type="checkbox"/> | THE CITY ELECTIVE OFFICER(S) IDENTIFIED ON THIS FORM |
| <input checked="" type="checkbox"/> | A BOARD ON WHICH THE CITY ELECTIVE OFFICER(S) SERVES Board of Supervisors |
| <input type="checkbox"/> | THE BOARD OF A STATE AGENCY ON WHICH AN APPOINTEE OF THE CITY ELECTIVE OFFICER(S) IDENTIFIED ON THIS FORM SITS |

9. AFFILIATES AND SUBCONTRACTORS

List the names of (A) members of the contractor's board of directors; (B) the contractor's principal officers, including chief executive officer, chief financial officer, chief operating officer, or other persons with similar titles; (C) any individual or entity who has an ownership interest of 10 percent or more in the contractor; and (D) any subcontractor listed in the bid or contract.

| # | LAST NAME/ENTITY/SUBCONTRACTOR | FIRST NAME | TYPE |
|----|--------------------------------|-----------------|--------------------|
| 1 | BRITTAIN | ALLISON JANE | Board of Directors |
| 2 | DOYLE | SEAN LIAM | Board of Directors |
| 3 | EMBLETON | LYNNE LOUISE | Board of Directors |
| 4 | MARTINOLI | CAROLINA SANDRA | Board of Directors |
| 5 | NAPIER | REBECCA LOUISE | Board of Directors |
| 6 | REED | ALISON CLARE | Board of Directors |
| 7 | FLEMING | ANDREW IAN | Board of Directors |
| 8 | DOYLE | SEAN | CEO |
| 9 | MAHONEY | JASON | COO |
| 10 | NAPIER | REBECCA | CFO |
| 11 | | | |
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| <input type="checkbox"/> | Check this box if you need to include additional names. Please submit a separate form with complete information. Select "Supplemental" for filing type. | | |

10. VERIFICATION

I have used all reasonable diligence in preparing this statement. I have reviewed this statement and to the best of my knowledge the information I have provided here is true and complete.

I certify under penalty of perjury under the laws of the State of California that the foregoing is true and correct.

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| <p>SIGNATURE OF CITY ELECTIVE OFFICER OR BOARD SECRETARY OR CLERK</p> <p>BOS Clerk of the Board</p> | <p>DATE SIGNED</p> |
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| NAME OF DEPARTMENTAL CONTACT | DEPARTMENT CONTACT TELEPHONE NUMBER |
| CATHY WIDENER | 415-264-3704 |
| FULL DEPARTMENT NAME | DEPARTMENT CONTACT EMAIL |
| AIR SAN FRANCISCO INTERNATIONAL AIRPORT | CATHY.WIDENER@FLYSFO.COM |

| 5. CONTRACTOR | |
|--|---|
| NAME OF CONTRACTOR CATHAY PACIFIC AIRWAYS LIMITED | TELEPHONE NUMBER 917-915-1733 |
| STREET ADDRESS (including City, State and Zip Code) 360 Post St, Ste 300, San Francisco, CA 94108-4912 | EMAIL |

| 6. CONTRACT | | |
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| This contract was approved by: | |
| <input type="checkbox"/> | THE CITY ELECTIVE OFFICER(S) IDENTIFIED ON THIS FORM |
| <input checked="" type="checkbox"/> | A BOARD ON WHICH THE CITY ELECTIVE OFFICER(S) SERVES Board of Supervisors |
| <input type="checkbox"/> | THE BOARD OF A STATE AGENCY ON WHICH AN APPOINTEE OF THE CITY ELECTIVE OFFICER(S) IDENTIFIED ON THIS FORM SITS |

9. AFFILIATES AND SUBCONTRACTORS

List the names of (A) members of the contractor's board of directors; (B) the contractor's principal officers, including chief executive officer, chief financial officer, chief operating officer, or other persons with similar titles; (C) any individual or entity who has an ownership interest of 10 percent or more in the contractor; and (D) any subcontractor listed in the bid or contract.

| # | LAST NAME/ENTITY/SUBCONTRACTOR | FIRST NAME | TYPE |
|----|--------------------------------|------------|-------------------------|
| 1 | HEALY | PATRIC | Board of Directors |
| 2 | HUGHES | GREGORY | Board of Directors |
| 3 | LAM | RONADL | Board of Directors |
| 4 | LAU | LAVINIA | Board of Directors |
| 5 | SHARPE | REBECCA | Board of Directors |
| 6 | CHONGXIAN | MA | Board of Directors |
| 7 | BRADLEY | GUY | Board of Directors |
| 8 | YUQUAN | SUN | Board of Directors |
| 9 | SWIRE | MERLIN | Board of Directors |
| 10 | FENG | XIAO | Board of Directors |
| 11 | PING | ZHANG ZHUO | Board of Directors |
| 12 | CHAN | BERNARD | Board of Directors |
| 13 | HARRISON | JOHN | Board of Directors |
| 14 | MUELLER | CHRISTOPH | Board of Directors |
| 15 | TUNG | ANDREW | Board of Directors |
| 16 | LAM | RONALD | CEO |
| 17 | SHARPE | REBECCA | CFO |
| 18 | LAU | LAVINIA | Other Principal Officer |
| 19 | HUGHES | GREG | COO |

9. AFFILIATES AND SUBCONTRACTORS

List the names of (A) members of the contractor’s board of directors; (B) the contractor’s principal officers, including chief executive officer, chief financial officer, chief operating officer, or other persons with similar titles; (C) any individual or entity who has an ownership interest of 10 percent or more in the contractor; and (D) any subcontractor listed in the bid or contract.

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9. AFFILIATES AND SUBCONTRACTORS

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Check this box if you need to include additional names. Please submit a separate form with complete information. Select “Supplemental” for filing type.

10. VERIFICATION

I have used all reasonable diligence in preparing this statement. I have reviewed this statement and to the best of my knowledge the information I have provided here is true and complete.

I certify under penalty of perjury under the laws of the State of California that the foregoing is true and correct.

| | |
|---|---------------------------|
| <p>SIGNATURE OF CITY ELECTIVE OFFICER OR BOARD SECRETARY OR CLERK</p> <p>BOS Clerk of the Board</p> | <p>DATE SIGNED</p> |
|---|---------------------------|



San Francisco Ethics Commission

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Phone: 415.252.3100 . Fax: 415.252.3112

ethics.commission@sfgov.org . www.sfethics.org

Received On:

File #: 230342

Bid/RFP #:

Notification of Contract Approval

SFEC Form 126(f)4

(S.F. Campaign and Governmental Conduct Code § 1.126(f)4)

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1. FILING INFORMATION

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|---|---|
| TYPE OF FILING | DATE OF ORIGINAL FILING (for amendment only) |
| Original | |
| AMENDMENT DESCRIPTION – Explain reason for amendment | |
| | |

2. CITY ELECTIVE OFFICE OR BOARD

| | |
|------------------------|--------------------------------------|
| OFFICE OR BOARD | NAME OF CITY ELECTIVE OFFICER |
| Board of Supervisors | Members |

3. FILER'S CONTACT

| | |
|----------------------------------|--------------------------------|
| NAME OF FILER'S CONTACT | TELEPHONE NUMBER |
| Angela Calvillo | 415-554-5184 |
| FULL DEPARTMENT NAME | EMAIL |
| office of the clerk of the Board | Board.of.Supervisors@sfgov.org |

4. CONTRACTING DEPARTMENT CONTACT

| | |
|---|--|
| NAME OF DEPARTMENTAL CONTACT | DEPARTMENT CONTACT TELEPHONE NUMBER |
| CATHY WIDENER | 415-264-3704 |
| FULL DEPARTMENT NAME | DEPARTMENT CONTACT EMAIL |
| AIR SAN FRANCISCO INTERNATIONAL AIRPORT | CATHY.WIDENER@FLYSFO.COM |

| 5. CONTRACTOR | |
|---|---|
| NAME OF CONTRACTOR CHINA AIRLINES LTD | TELEPHONE NUMBER 650-931-8008 |
| STREET ADDRESS (including City, State and Zip Code) 1 HANGZHAN S. ROAD, DAYUAN DISTRICT, TAIWAN | EMAIL |

| 6. CONTRACT | | |
|---|--------------------------------|--|
| DATE CONTRACT WAS APPROVED BY THE CITY ELECTIVE OFFICER(S) | ORIGINAL BID/RFP NUMBER | FILE NUMBER (If applicable) 230342 |
| DESCRIPTION OF AMOUNT OF CONTRACT Per Formula | | |
| NATURE OF THE CONTRACT (Please describe) Lease and Use Agreement (2023 - 2033) for a ten-year term commencing July 1, 2023 and expiring June 30, 2033 | | |

| 7. COMMENTS |
|---|
| CONTRACTOR'S COMPLETE ADDRESS: 1 HANGZHAN S. ROAD, DAYUAN DISTRICT, TAoyUAN CITY, 33758 TAIWAN |

| 8. CONTRACT APPROVAL | |
|-------------------------------------|--|
| This contract was approved by: | |
| <input type="checkbox"/> | THE CITY ELECTIVE OFFICER(S) IDENTIFIED ON THIS FORM |
| <input checked="" type="checkbox"/> | A BOARD ON WHICH THE CITY ELECTIVE OFFICER(S) SERVES Board of Supervisors |
| <input type="checkbox"/> | THE BOARD OF A STATE AGENCY ON WHICH AN APPOINTEE OF THE CITY ELECTIVE OFFICER(S) IDENTIFIED ON THIS FORM SITS |

9. AFFILIATES AND SUBCONTRACTORS

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| # | LAST NAME/ENTITY/SUBCONTRACTOR | FIRST NAME | TYPE |
|----|--------------------------------|---------------|--------------------|
| 1 | HSIEH | SU-CHIEN | CEO |
| 2 | KAO | SHING-HWANG | COO |
| 3 | HSIEH | SU-CHIEN | Board of Directors |
| 4 | CHEN | CHIH-YUAN | Board of Directors |
| 5 | TING | KWANG-HUNG | Board of Directors |
| 6 | CHEN | MAUN-JEN | Board of Directors |
| 7 | WEI | YUNG-YEH | Board of Directors |
| 8 | CHEN | HAN-MING | Board of Directors |
| 9 | KAO | SHING-HWANG | Board of Directors |
| 10 | CHAO | KANG | Board of Directors |
| 11 | CHANG | HUI-CHUAN | Board of Directors |
| 12 | WANG | SHIH-SZU | Board of Directors |
| 13 | HWANG | CHIN-YEONG | Board of Directors |
| 14 | HUANG | HSIEH-HSING | Board of Directors |
| 15 | CHANG | HSIEN GEN-SEN | Board of Directors |
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Check this box if you need to include additional names. Please submit a separate form with complete information. Select “Supplemental” for filing type.

10. VERIFICATION

I have used all reasonable diligence in preparing this statement. I have reviewed this statement and to the best of my knowledge the information I have provided here is true and complete.

I certify under penalty of perjury under the laws of the State of California that the foregoing is true and correct.

| | |
|---|---------------------------|
| <p>SIGNATURE OF CITY ELECTIVE OFFICER OR BOARD SECRETARY OR CLERK</p> <p>BOS Clerk of the Board</p> | <p>DATE SIGNED</p> |
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1. FILING INFORMATION

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| TYPE OF FILING | DATE OF ORIGINAL FILING (for amendment only) |
| Original | |
| AMENDMENT DESCRIPTION – Explain reason for amendment | |
| | |

2. CITY ELECTIVE OFFICE OR BOARD

| | |
|------------------------|--------------------------------------|
| OFFICE OR BOARD | NAME OF CITY ELECTIVE OFFICER |
| Board of Supervisors | Members |

3. FILER'S CONTACT

| | |
|----------------------------------|--------------------------------|
| NAME OF FILER'S CONTACT | TELEPHONE NUMBER |
| Angela Calvillo | 415-554-5184 |
| FULL DEPARTMENT NAME | EMAIL |
| office of the clerk of the Board | Board.of.Supervisors@sfgov.org |

4. CONTRACTING DEPARTMENT CONTACT

| | |
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| NAME OF DEPARTMENTAL CONTACT | DEPARTMENT CONTACT TELEPHONE NUMBER |
| CATHY WIDENER | 415-264-3704 |
| FULL DEPARTMENT NAME | DEPARTMENT CONTACT EMAIL |
| AIR SAN FRANCISCO INTERNATIONAL AIRPORT | CATHY.WIDENER@FLYSFO.COM |

| 5. CONTRACTOR | |
|---|---|
| NAME OF CONTRACTOR CHINA SOUTHERN AIRLINES | TELEPHONE NUMBER 650-309-2679 |
| STREET ADDRESS (including City, State and Zip Code) 1633 OLD BAYSHORE HIGHWAY #316, BURLINGAME CA 94010 | EMAIL |

| 6. CONTRACT | | |
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| DATE CONTRACT WAS APPROVED BY THE CITY ELECTIVE OFFICER(S) | ORIGINAL BID/RFP NUMBER | FILE NUMBER (If applicable) 230342 |
| DESCRIPTION OF AMOUNT OF CONTRACT Per Formula | | |
| NATURE OF THE CONTRACT (Please describe) Lease and Use Agreement (2023 - 2033) for a ten-year term commencing July 1, 2023 and expiring June 30, 2033 | | |

| 7. COMMENTS |
|-------------|
| |

| 8. CONTRACT APPROVAL | |
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| This contract was approved by: | |
| <input type="checkbox"/> | THE CITY ELECTIVE OFFICER(S) IDENTIFIED ON THIS FORM |
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9. AFFILIATES AND SUBCONTRACTORS

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| # | LAST NAME/ENTITY/SUBCONTRACTOR | FIRST NAME | TYPE |
|----|--------------------------------|------------|-------------------------|
| 1 | XIANG | WU YING | CEO |
| 2 | YONG | YAO | CFO |
| 3 | FEI | GAO | Other Principal Officer |
| 4 | XIN | WU RONG | Other Principal Officer |
| 5 | HUA | CHEN WEI | Other Principal Officer |
| 6 | BIN | LI SHAO | Other Principal Officer |
| 7 | BING | XIE | Other Principal Officer |
| 8 | JIE | WANG REN | Other Principal Officer |
| 9 | LONG | ZHU HAI | COO |
| 10 | GANG | LI ZHI | Other Principal Officer |
| 11 | YE | LI | Other Principal Officer |
| 12 | LUN | MA XU | Board of Directors |
| 13 | SHENG | HAN WEN | Board of Directors |
| 14 | JUN | LUO LAI | Board of Directors |
| 15 | LE | LIU CHANG | Board of Directors |
| 16 | ZHONG | GU HUI | Board of Directors |
| 17 | WEI | GUO | Board of Directors |
| 18 | PING | CAI HONG | Board of Directors |
| 19 | | | |

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| NAME OF FILER'S CONTACT | TELEPHONE NUMBER |
| Angela Calvillo | 415-554-5184 |
| FULL DEPARTMENT NAME | EMAIL |
| office of the clerk of the Board | Board.of.Supervisors@sfgov.org |

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| NAME OF DEPARTMENTAL CONTACT | DEPARTMENT CONTACT TELEPHONE NUMBER |
| CATHY WIDENER | 415-264-3704 |
| FULL DEPARTMENT NAME | DEPARTMENT CONTACT EMAIL |
| AIR SAN FRANCISCO INTERNATIONAL AIRPORT | CATHY.WIDENER@FLYSFO.COM |

| 5. CONTRACTOR | |
|--|---|
| NAME OF CONTRACTOR FRONTIER AIRLINES, INC. | TELEPHONE NUMBER 949-274-0889 |
| STREET ADDRESS (including City, State and Zip Code) 4545 AIRPORT WAY, DENVER, CO 80239 | EMAIL |

| 6. CONTRACT | | |
|---|--------------------------------|--|
| DATE CONTRACT WAS APPROVED BY THE CITY ELECTIVE OFFICER(S) | ORIGINAL BID/RFP NUMBER | FILE NUMBER (If applicable) 230342 |
| DESCRIPTION OF AMOUNT OF CONTRACT Per Formula | | |
| NATURE OF THE CONTRACT (Please describe) Lease and Use Agreement (2023 - 2033) for a ten-year term commencing July 1, 2023 and expiring June 30, 2033 | | |

| 7. COMMENTS |
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| # | LAST NAME/ENTITY/SUBCONTRACTOR | FIRST NAME | TYPE |
|----|--------------------------------|----------------|-------------------------|
| 1 | BIFFLE | BARRY L. | CEO |
| 2 | DEMPSEY | JAMES G. | CFO |
| 3 | DIAMOND | HOWARD M. | Other Principal Officer |
| 4 | FILENE | JAKE F. | Other Principal Officer |
| 5 | STEDKE | TREVOR J. | Other Principal Officer |
| 6 | WETZEL | JOSH A. | Other Principal Officer |
| 7 | MACCUBBIN | CRAIG R. | Other Principal Officer |
| 8 | FANKE | WILLIAM A. | Board of Directors |
| 9 | BIFFLE | BARRY L. | Board of Directors |
| 10 | BRODERICK | ANDREW S. | Board of Directors |
| 11 | CONNOR | JOHSH T. | Board of Directors |
| 12 | FANKE | BRIAN H. | Board of Directors |
| 13 | GENISE | ROBERT J. | Board of Directors |
| 14 | HAN | BERNARD L. | Board of Directors |
| 15 | KUMPF | OFELIA | Board of Directors |
| 16 | MACDONALD | MICHAEL R. | Board of Directors |
| 17 | PINEDA | PATRICIA SALAS | Board of Directors |
| 18 | WOLFF | ALEJANDRO D. | Board of Directors |
| 19 | | | |

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Check this box if you need to include additional names. Please submit a separate form with complete information. Select “Supplemental” for filing type.

10. VERIFICATION

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I certify under penalty of perjury under the laws of the State of California that the foregoing is true and correct.

| | |
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| <p>SIGNATURE OF CITY ELECTIVE OFFICER OR BOARD SECRETARY OR CLERK</p> <p>BOS Clerk of the Board</p> | <p>DATE SIGNED</p> |
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3. FILER'S CONTACT

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|----------------------------------|--------------------------------|
| NAME OF FILER'S CONTACT | TELEPHONE NUMBER |
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| FULL DEPARTMENT NAME | EMAIL |
| office of the clerk of the Board | Board.of.Supervisors@sfgov.org |

4. CONTRACTING DEPARTMENT CONTACT

| | |
|---|--|
| NAME OF DEPARTMENTAL CONTACT | DEPARTMENT CONTACT TELEPHONE NUMBER |
| Cathy widener | 415-264-3704 |
| FULL DEPARTMENT NAME | DEPARTMENT CONTACT EMAIL |
| AIR San Francisco International Airport | CATHY.WIDENER@FLYSFO.COM |

| 5. CONTRACTOR | |
|--|---|
| NAME OF CONTRACTOR Philippine Airlines, Inc. | TELEPHONE NUMBER 650-451-8986 |
| STREET ADDRESS (including City, State and Zip Code) 1350 BAYSHORE HWY #150, BURLINGAME, CA 94010 | EMAIL |

| 6. CONTRACT | | |
|---|--------------------------------|--|
| DATE CONTRACT WAS APPROVED BY THE CITY ELECTIVE OFFICER(S) | ORIGINAL BID/RFP NUMBER | FILE NUMBER (If applicable) 230342 |
| DESCRIPTION OF AMOUNT OF CONTRACT Per Formula | | |
| NATURE OF THE CONTRACT (Please describe) Lease and Use Agreement (2023 - 2033) for a ten-year term commencing July 1, 2023 and expiring June 30, 2033 | | |

| 7. COMMENTS |
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| 8. CONTRACT APPROVAL | |
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| This contract was approved by: | |
| <input type="checkbox"/> | THE CITY ELECTIVE OFFICER(S) IDENTIFIED ON THIS FORM |
| <input checked="" type="checkbox"/> | A BOARD ON WHICH THE CITY ELECTIVE OFFICER(S) SERVES Board of Supervisors |
| <input type="checkbox"/> | THE BOARD OF A STATE AGENCY ON WHICH AN APPOINTEE OF THE CITY ELECTIVE OFFICER(S) IDENTIFIED ON THIS FORM SITS |

9. AFFILIATES AND SUBCONTRACTORS

List the names of (A) members of the contractor's board of directors; (B) the contractor's principal officers, including chief executive officer, chief financial officer, chief operating officer, or other persons with similar titles; (C) any individual or entity who has an ownership interest of 10 percent or more in the contractor; and (D) any subcontractor listed in the bid or contract.

| # | LAST NAME/ENTITY/SUBCONTRACTOR | FIRST NAME | TYPE |
|----|--------------------------------|------------|-------------------------|
| 1 | TAN | LUCIO C. | CEO |
| 2 | TAN LEE | JUANITA T. | Other Principal Officer |
| 3 | PESAYCO | CECILIA L. | Other Principal Officer |
| 4 | LEE | SUSAN T. | CFO |
| 5 | TAN | LUCIO C. | Board of Directors |
| 6 | TAN | CARMEN K. | Board of Directors |
| 7 | TAN III | LUCIO C | Board of Directors |
| 8 | PASCUAL | SHEILA T. | Board of Directors |
| 9 | NG | STANLEY K. | Board of Directors |
| 10 | MIYAGAWA | JUNICHIRO | Board of Directors |
| 11 | CUA | JOHNIP G. | Board of Directors |
| 12 | TAN | JEROME S. | Board of Directors |
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Check this box if you need to include additional names. Please submit a separate form with complete information. Select “Supplemental” for filing type.

10. VERIFICATION

I have used all reasonable diligence in preparing this statement. I have reviewed this statement and to the best of my knowledge the information I have provided here is true and complete.

I certify under penalty of perjury under the laws of the State of California that the foregoing is true and correct.

| | |
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| <p>SIGNATURE OF CITY ELECTIVE OFFICER OR BOARD SECRETARY OR CLERK</p> <p>BOS Clerk of the Board</p> | <p>DATE SIGNED</p> |
|---|---------------------------|



San Francisco Ethics Commission

25 Van Ness Avenue, Suite 220, San Francisco, CA 94102

Phone: 415.252.3100 . Fax: 415.252.3112

ethics.commission@sfgov.org . www.sfethics.org

Received On:

File #: 230342

Bid/RFP #:

Notification of Contract Approval

SFEC Form 126(f)4

(S.F. Campaign and Governmental Conduct Code § 1.126(f)4)

A Public Document

Each City elective officer who approves a contract that has a total anticipated or actual value of \$100,000 or more must file this form with the Ethics Commission within five business days of approval by: (a) the City elective officer, (b) any board on which the City elective officer serves, or (c) the board of any state agency on which an appointee of the City elective officer serves. For more information, see: <https://sfethics.org/compliance/city-officers/contract-approval-city-officers>

1. FILING INFORMATION

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| OFFICE OR BOARD | NAME OF CITY ELECTIVE OFFICER |
| Board of Supervisors | Members |

3. FILER'S CONTACT

| | |
|----------------------------------|--------------------------------|
| NAME OF FILER'S CONTACT | TELEPHONE NUMBER |
| Angela Calvillo | 415-554-5184 |
| FULL DEPARTMENT NAME | EMAIL |
| office of the clerk of the Board | Board.of.Supervisors@sfgov.org |

4. CONTRACTING DEPARTMENT CONTACT

| | |
|---|--|
| NAME OF DEPARTMENTAL CONTACT | DEPARTMENT CONTACT TELEPHONE NUMBER |
| CATHY WIDENER | 415-264-3704 |
| FULL DEPARTMENT NAME | DEPARTMENT CONTACT EMAIL |
| AIR SAN FRANCISCO INTERNATIONAL AIRPORT | CATHY.WIDENER@FLYSFO.COM |

| 5. CONTRACTOR | |
|---|---|
| NAME OF CONTRACTOR SWISS INTERNATIONAL AIR LINES LTD. | TELEPHONE NUMBER 646-244-1786 |
| STREET ADDRESS (including City, State and Zip Code) 1400 RXR PLAZA, WEST TOWER, UNIONDALE, NY 11556 | EMAIL |

| 6. CONTRACT | | |
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|----|--------------------------------|----------------|-------------------------|
| 1 | VRANCKX | DEITER | CEO |
| 2 | BINKERT | MARKUS | CFO |
| 3 | POU | TAMUR GOUDARZI | Other Principal Officer |
| 4 | RETO | FRANCIONE | Board of Directors |
| 5 | BLATTMANN | ANDRÉ | Board of Directors |
| 6 | FOERSTER | CHRISTINA | Board of Directors |
| 7 | SCHURTER | DORIS RUSSI | Board of Directors |
| 8 | STEENBERGEN | REMCO | Board of Directors |
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| <input type="checkbox"/> | Check this box if you need to include additional names. Please submit a separate form with complete information. Select "Supplemental" for filing type. | | |

10. VERIFICATION

I have used all reasonable diligence in preparing this statement. I have reviewed this statement and to the best of my knowledge the information I have provided here is true and complete.

I certify under penalty of perjury under the laws of the State of California that the foregoing is true and correct.

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3. FILER'S CONTACT

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|----------------------------------|--------------------------------|
| NAME OF FILER'S CONTACT | TELEPHONE NUMBER |
| Angela Calvillo | 415-554-5184 |
| FULL DEPARTMENT NAME | EMAIL |
| office of the clerk of the Board | Board.of.Supervisors@sfgov.org |

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| NAME OF DEPARTMENTAL CONTACT | DEPARTMENT CONTACT TELEPHONE NUMBER |
| CATHY WIDENER | 415-264-3704 |
| FULL DEPARTMENT NAME | DEPARTMENT CONTACT EMAIL |
| AIR SAN FRANCISCO INTERNATIONAL AIRPORT | CATHY.WIDENER@FLYSFO.COM |

| 5. CONTRACTOR | |
|--|---|
| NAME OF CONTRACTOR TACA INTERNATIONAL AIRLINES. S.A. (TACA dba AVIANCA) | TELEPHONE NUMBER (415) 373-7094 |
| STREET ADDRESS (including City, State and Zip Code) Ave. Calle 26 # 59-15, Bogota D.C COLUMBIA | EMAIL |

| 6. CONTRACT | | |
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| # | LAST NAME/ENTITY/SUBCONTRACTOR | FIRST NAME | TYPE |
|----|--------------------------------|---------------------|--------------------|
| 1 | MAJIA MATUTE | REYNA LUCIA | Board of Directors |
| 2 | SALAZAR | PATRICIA GOMEZ | Board of Directors |
| 3 | RODRIGUEZ | GRISELDA | Board of Directors |
| 4 | ANDRADE | DAVID ALEMAN | Board of Directors |
| 5 | DIAZ LOPEZ | RENE JESUS | Board of Directors |
| 6 | TACA S.A | ID 766793 | Shareholder |
| 7 | AV Taca International Ho | ID 155674580 | Shareholder |
| 8 | Grupo Taca Holdings Limite | ID 85244 B | Shareholder |
| 9 | AV International Ventures | ID 155674490-2-2019 | Shareholder |
| 10 | AV International Holdco S. | ID 155676320 | Shareholder |
| 11 | Avianca Group (UK) Limited | ID 13665105 | Shareholder |
| 12 | Avianca Midco 2 PLC | ID 13654405 | Shareholder |
| 13 | Avianca Midco 1 Limited | ID 13645172 | Shareholder |
| 14 | AVN Flight Cayman Limited | ID 381695 | Shareholder |
| 15 | Avianca Group Int'l | ID 13645132 | Shareholder |
| 16 | Investment vehicle 1 Limit | ID 388399 | Shareholder |
| 17 | South Lake One LLC | ID 7485375 | Shareholder |
| 18 | South Cone Investments Lim | ID 290701769 | Shareholder |
| 19 | | | |

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Check this box if you need to include additional names. Please submit a separate form with complete information. Select “Supplemental” for filing type.

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| Angela Calvillo | 415-554-5184 |
| FULL DEPARTMENT NAME | EMAIL |
| office of the clerk of the Board | Board.of.Supervisors@sfgov.org |

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| NAME OF DEPARTMENTAL CONTACT | DEPARTMENT CONTACT TELEPHONE NUMBER |
| CATHY WIDENER | 415-264-3704 |
| FULL DEPARTMENT NAME | DEPARTMENT CONTACT EMAIL |
| AIR SAN FRANCISCO INTERNATIONAL AIRPORT | CATHY.WIDENER@FLYSFO.COM |

| 5. CONTRACTOR | |
|--|---|
| NAME OF CONTRACTOR WESTJET | TELEPHONE NUMBER 403-827-2330 |
| STREET ADDRESS (including City, State and Zip Code) 22 AERIAL PLACE NE, CALGARY, ALBERTA T2E 3J1 | EMAIL |

| 6. CONTRACT | | |
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| DATE CONTRACT WAS APPROVED BY THE CITY ELECTIVE OFFICER(S) | ORIGINAL BID/RFP NUMBER | FILE NUMBER (If applicable) 230342 |
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| # | LAST NAME/ENTITY/SUBCONTRACTOR | FIRST NAME | TYPE |
|----|--------------------------------|-------------------|-------------------------|
| 1 | VON HOENSBROECH | ALEXIS | CEO |
| 2 | AVERY | ANGELA | Other Principal Officer |
| 3 | PEN | DIEDERIK | COO |
| 4 | TAYLOR | HARRY | Other Principal Officer |
| 5 | WEATHERWILL | JOHN | Other Principal Officer |
| 6 | MCDONALD | STUART | Other Principal Officer |
| 7 | ZNOTINS | BRIAN | Other Principal Officer |
| 8 | DUNCAN | CHARLES | Other Principal Officer |
| 9 | HAGEN | JEFF | Other Principal Officer |
| 10 | ANTONIUK | ROBERT | Other Principal Officer |
| 11 | BURLEY | CHRISTOPHER M. | Board of Directors |
| 12 | CRUZ DE LLANO | ALEJANDRO | Board of Directors |
| 13 | POPATIA | TAWFIQ | Board of Directors |
| 14 | MUELLER | CHRISTOPH ROMANUS | Board of Directors |
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10. VERIFICATION

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I certify under penalty of perjury under the laws of the State of California that the foregoing is true and correct.

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| <p>SIGNATURE OF CITY ELECTIVE OFFICER OR BOARD SECRETARY OR CLERK</p> <p>BOS Clerk of the Board</p> | <p>DATE SIGNED</p> |
|---|---------------------------|



San Francisco International Airport

March 23, 2023

Ms. Angela Calvillo
Clerk of the Board
Board of Supervisors
City Hall
1 Dr. Carlton B. Goodlett Place, Room 244
San Francisco, CA 94102-4689

Subject: 2023 Lease and Use Agreement between the City and County of San Francisco, acting by and through its Airport Commission, and 11 Various Airlines Operating at San Francisco International Airport

Dear Ms. Calvillo:

Pursuant to Section 9.118 of the City Charter, I am forwarding for the Board of Supervisors' approval the proposed Resolution, which approves a 2023 Lease and Use Agreement ("2023 Lease") between the City and County of San Francisco, acting by and through its Airport Commission, and various domestic, international, and cargo airlines that conduct flight operations at San Francisco International ("SFO"), as described on Attachment 1 of the Board of Supervisors Resolution.

The 2023 Lease, which sets the rate-making methodology, gate allocation and operating procedures, and general business and legal terms for the operation of airlines at SFO, will commence on July 1, 2023 and expire on June 30, 2033.

The following is a list of accompanying documents:

- Board of Supervisors Resolution;
- New 2023 Lease and Use Agreement CEQA Approval; and
- Approved Airport Commission Resolution Nos. 23-0064 through 23-0074;
- Airport Commission Memorandum;
- Copy of SFEC-126(f) Submittals; and
- Copy of the 2023 Lease and Use Agreements with airlines listed in Attachment 1 of the Board of Supervisors Resolution.

The following person may be contacted regarding this matter:

Diana Chow, Senior Property Manager
(650) 821-4525
Diana.Chow@flysfo.com

Very truly yours,

Kantrice Ogletree/s/

Kantrice Ogletree
Commission Secretary

Enclosures

cc: Diana Chow, SFO Aviation Management
Cathy Widener, SFO Governmental Affairs
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