

UNITED CONTRACT

179469-3

**MODIFICATION NO. 1 TO
2011 LEASE AND USE AGREEMENT L10-0097
SAN FRANCISCO INTERNATIONAL AIRPORT
UNITED AIRLINES, INC.**

THIS MODIFICATION OF AGREEMENT (this "**Modification**"), dated as of _____, is entered into by and between the City and County of San Francisco, acting by and through its Airport Commission ("**City**"), and United Airlines, Inc. ("**Airline**").

Recitals

- A. The City and County of San Francisco owns the San Francisco International Airport ("**Airport**") located in the County of San Mateo, State of California, which Airport is operated by and through the Airport Commission ("**Commission**"), the chief executive officer of which is the Airport Director.
- B. The Commission has the legal responsibility for the management, supervision, operation, use, maintenance, extension, construction, and control of the Airport's terminals.
- C. The Commission has the authority to enter into all contracts, permits, leases, and agreements relating to matters within its jurisdiction and properties.
- D. Pursuant to Airport Commission Resolution No. 10-0097 and Board of Supervisors' Resolution No. 208-10, adopted on March 16, 2010 and May 21, 2010 respectively, Airline became a signatory to the 2011 Lease and Use Agreement No. L10-0097 ("**Agreement**"), effective July 1, 2011, whereby Airline commenced a ten-year leasehold with the City for operating rights and occupancy of certain Demised Premises located in Terminal 3 and the International Terminal at the Airport.
- E. Pursuant to Airport Commission Resolution No. 12-0030, adopted on February 2, 2012, as part of the Airport's long term capital plan, the Airport commenced the Boarding Area "E" Refurbishment Project and the Terminal 3 Checkpoint Improvement Project, which reconfigured and/or demolished certain Terminal 3 and Boarding Area "E" ("**BAE**") spaces, including portions of Airline's Exclusive Use Space under the Agreement.
- F. The Boarding Area "E" Refurbishment Project is nearing completion and the new BAE opened to the public for air transportation operations on January 28, 2014.
- G. Airline wishes to develop a Services Operations Center in the mezzanine level annex area of Terminal 3, Boarding Area "F" ("**BAF**").
- H. City and Airline also desire to consolidate into the Agreement certain terminal space currently occupied under Airline Terminal Space or Use Permits ("**Permits**") including:
1) Categories I, II, III, and IV Exclusive Use Space in Terminal 3 and BAE (Permit 4283), and
2) Category II Exclusive Use Space in Terminal 3 (Permit 4140).

2. From and after the Effective Date, Airline's Exclusive Use Space in Terminal 3 and Boarding Areas "E" and "F", as defined in the Agreement, including Article 1 and Exhibit D, is modified by approximately the net addition of the following space:

- (a) 112 square feet of Category I space;
- (b) 31,910 square feet of Category II space;
- (c) 17,320 square feet of Category III space; and
- (d) 42,989 square feet of Category IV space.

3. From and after the Effective Date, Airline's Exclusive Use Space in Terminal 3, Boarding Areas "E" and "F", and the International Terminal, as defined in the Agreement, including Article 1 and Exhibit D, shall be comprised of approximately 485,481 square feet as following:

- (a) 6,325 square feet of Category I space;
- (b) 125,761 square feet of Category II space;
- (c) 96,329 square feet of Category III space;
- (d) 233,659 square feet of Category IV space; and
- (e) 23,407 square feet of Category V space.

3.1 The aforementioned Demised Premises description includes the interim club on the mezzanine level of Terminal 3 and excludes the yet to be constructed permanent VIP Club in Terminal 3, BAE. Upon the date that Airline takes possession of the permanent VIP Club, for purposes of commencing tenant improvements, the Demised Premises shall be modified to add the incremental square footage to reflect the final configuration and dimensions without further formal modification to the Agreement. Terminal rental for the permanent VIP Club shall commence on the date it opens to the public, with a corresponding cessation of terminal rent for the interim club. United shall return possession of the interim club to the Airport within thirty (30) days of such opening.

3.2 The aforementioned Demised Premises description also includes Carousels 10, 11, and 14. Terminal rental for Carousels 10, 11 and 14 shall commence on the date that Airline takes possession of the Carousels.

4. From and after the Effective Date, Exhibit D of the Agreement shall be deleted in its entirety and substituted with Exhibit D, dated March 18, 2014, reflecting modifications to the following Airport Drawings:

- (a) Deletion of Airport Drawing Number UAT32T, dated July 1, 2011; and
- (b) Deletion of Airport Drawing Number UAT3B, dated July 1, 2011 and substitution by Airport Drawing Number UAT3B, dated February 13, 2014; and

IN WITNESS WHEREOF, the parties hereto have executed this Agreement in duplicate by their duly authorized officers the day and year first hereinabove written.

AIRLINE: By: Kate Gebo
Name: Kate Gebo
Title: Vice President, Corporate Real Estate

By: _____
Name: _____
Title: _____

CITY: CITY AND COUNTY OF SAN FRANCISCO,
a municipal corporation,
acting by and through its Airport Commission

John L. Martin
Airport Director

AUTHORIZED BY AIRPORT COMMISSION

Resolution No. 14-0052

Adopted: March 18, 2014

Attest: _____
Secretary
Airport Commission

APPROVED AS TO FORM:
DENNIS J. HERRERA, City Attorney

By Dennis J. Herrera
Deputy City Attorney

LIST OF DRAWINGS

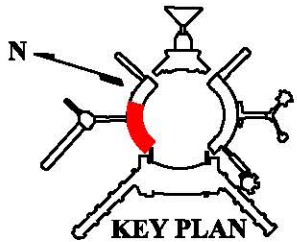
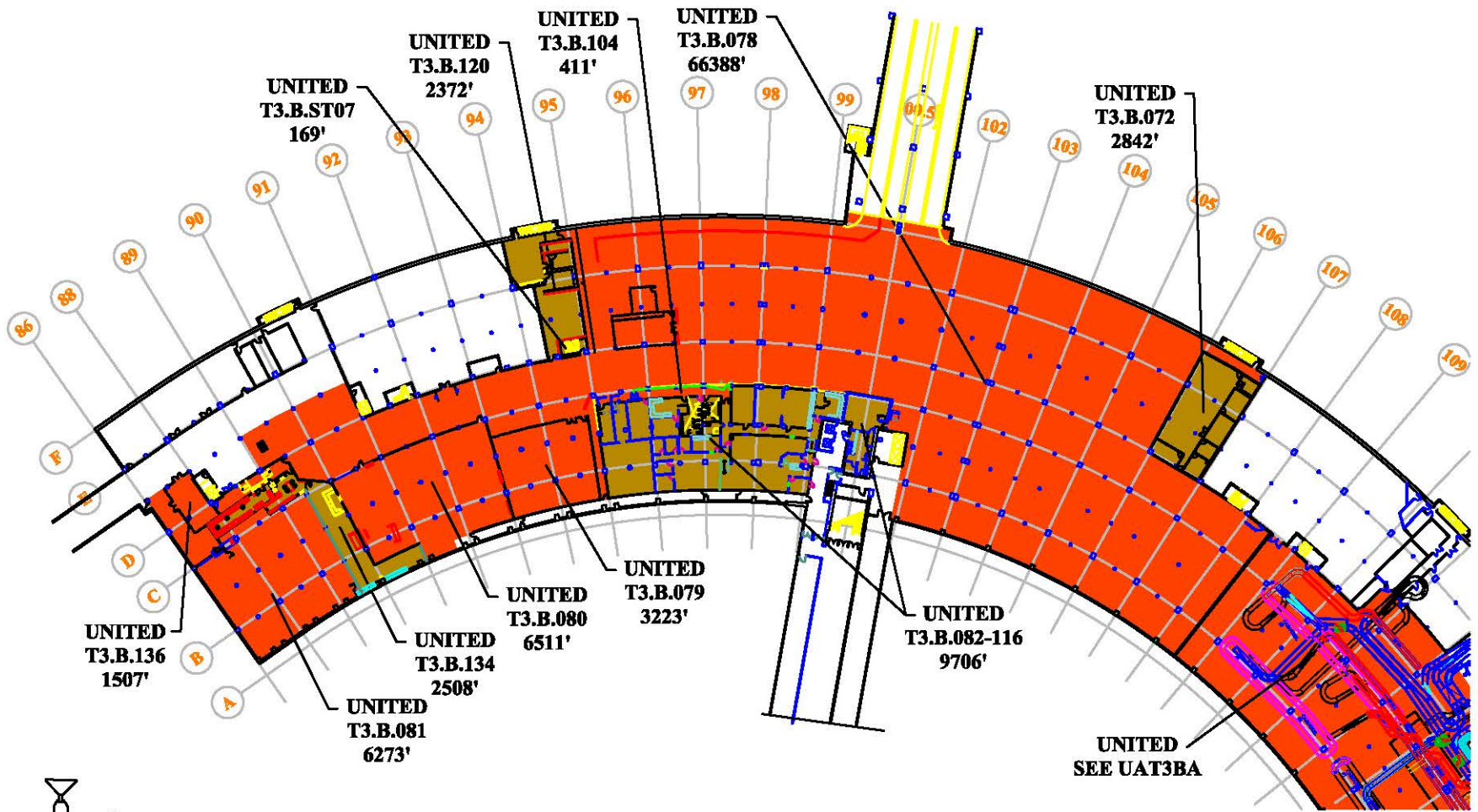
<u>EXCLUSIVE USE SPACE</u>	<u>Drawing No.</u>	<u>Dated</u>
Terminal 3, Basement	UAT3B	February 13, 2014
Terminal 3, Basement	UAT3BA	February 11, 2014
Terminal 3, 1 st Floor	UAT31A	February 7, 2014
Terminal 3, 2 nd Floor	UAT32	December 19, 2013
Terminal 3, 2 nd Floor	UAT32A	February 28, 2014
Terminal 3, 1 st Floor	UAT31T	July 1, 2011
Terminal 3, 3 rd Floor	UAT33	December 17, 2013
Terminal 3, 1 st Floor, Connector	UAT31CON	July 1, 2011
Terminal 3, 1 st Floor, Hub and North Wing	UAT31HUB	July 1, 2011
Terminal 3, 2 nd Floor, Hub and North Wing	UAT32HUB	July 1, 2011
Terminal 3, 3 rd Floor, Hub	UAT33HUB	December 19, 2013
Terminal 3, 1 st Floor, Boarding Area E	UABAE1	December 19, 2013
Terminal 3, 1 st Floor, Boarding Area F	UAT31BAF	July 1, 2011
Terminal 3, 2 nd Floor, Boarding Area F	UAT32BAF	July 1, 2011
ITB, 2 nd Floor, Center	UAIT2E	July 1, 2011
ITB, 3 rd Floor, Center and North	UAIT3E	July 1, 2011
ITB, 3 rd Floor, Mezzanine	UAIT3ME	July 1, 2011
ITB, 4 th Floor, Center and North	UAIT4E	July 1, 2011
ITB, Boarding Area G, 1 st Floor	UABAG1E	July 1, 2011
ITB, Boarding Area G, 2 nd Floor	UABAG2E	July 1, 2011
ITB, Boarding Area G, 3 rd Floor	UABAG3E	July 1, 2011

The deletion of Airport Drawing Number UAT32T, pursuant to this Modification, nullifies the effect of two (2) Space Changes Summary Notices, with effective dates of June 13, 2013 and July 1, 2013 respectively, which notices were authorized by Subsection A of Section 1922 [Amendments] of the Agreement and as attached hereto as Attachment B.

<u>JOINT USE SPACE</u>	<u>Drawing No.</u>	<u>Dated</u>
International Terminal, 1 st Floor	IT1JT	July 1, 2011
International Terminal, 2 nd Floor	IT2JT	July 1, 2011
International Terminal, 3 rd Floor	IT3JT	July 1, 2011
Boarding Area A, 1 st Floor	BAA1JT	July 1, 2011
Boarding Area A, 2 nd Floor	BAA2JT	July 1, 2011
Boarding Area A, 2 nd Floor Mezzanine	BAA2MJT	July 1, 2011
Boarding Area A, 3 rd Floor	BAA3JT	July 1, 2011
Boarding Area G, 1 st Floor	BAG1JT	July 1, 2011
Boarding Area G, 2 nd Floor	BAG2JT	July 1, 2011
Boarding Area G, 3 rd Floor	BAG3JT	July 1, 2011

PREFERENTIAL USE SPACE

For future determination.



T3.B.082-116	UA	3	9706'	L10-0097	
T3.B.104	UA	4	411'	L10-0097	
T3.B.120	UA	3	2372'	L10-0097	
T3.B.134	UA	3	2508'	L10-0097	
T3.B.136	UA	4	1507'	L10-0097	
LOCATION	TENANT	CAT	AREA	CONTRACT	EFF DATE
T3.B.ST07	UA	3	169'	L10-0097	
T3.B.072	UA	3	2842'	L10-0097	
T3.B.078	UA	4	66388'	L10-0097	
T3.B.079	UA	4	3223'	L10-0097	
T3.B.080	UA	4	6511'	L10-0097	
T3.B.081	UA	4	6273'	L10-0097	

TENANT LOCATION LEASE DRAWING

LOCATION: TERMINAL 3, BASEMENT

UNITED AIRLINES

CITY & COUNTY OF SAN FRANCISCO

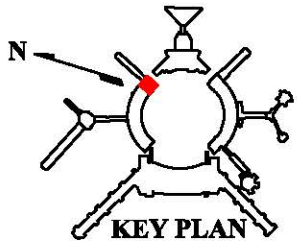
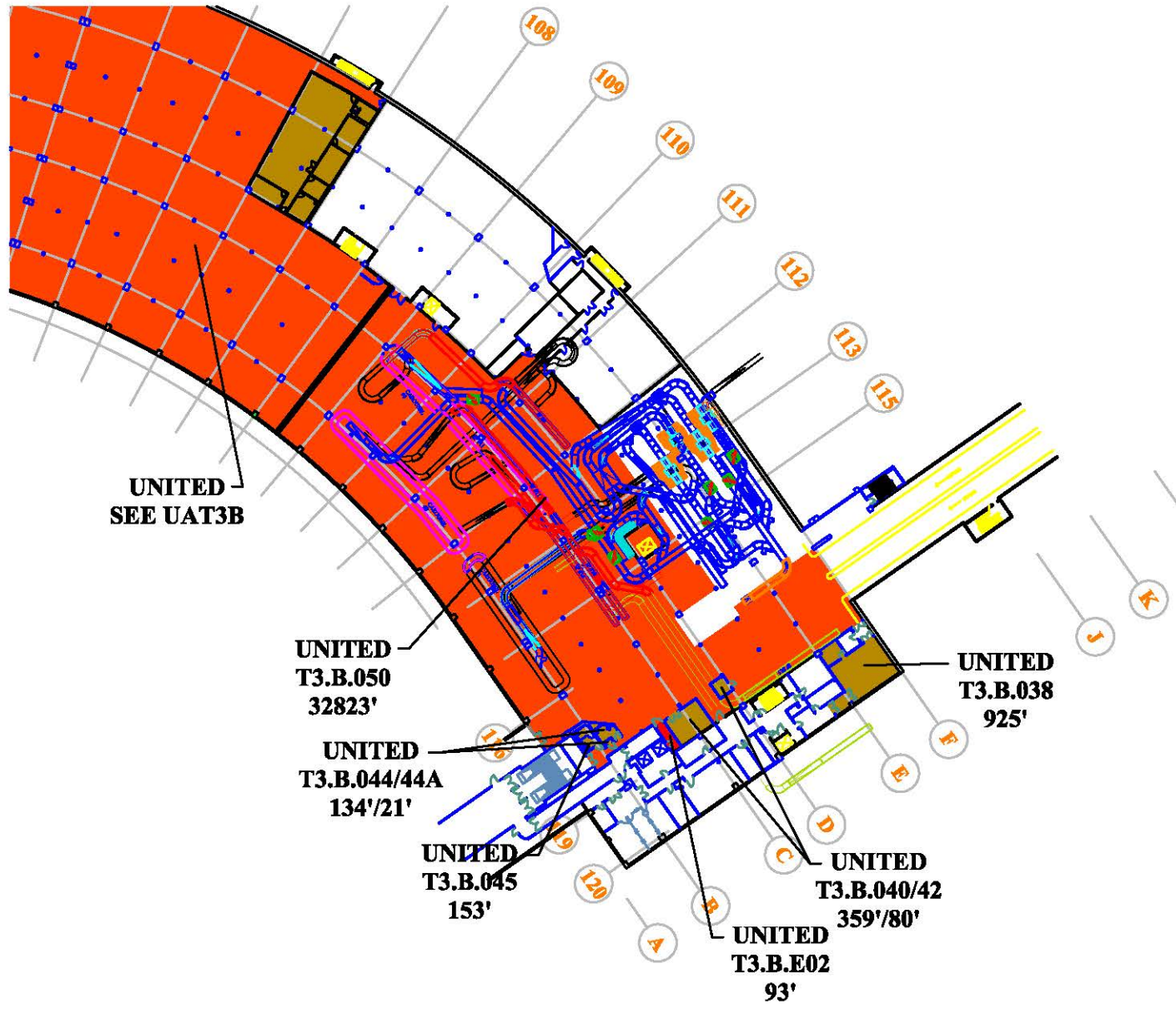
AIRPORTS COMMISSION

SAN FRANCISCO INTERNATIONAL AIRPORT

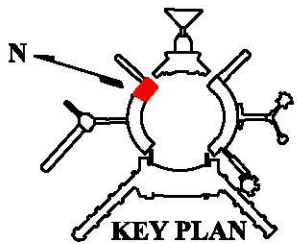
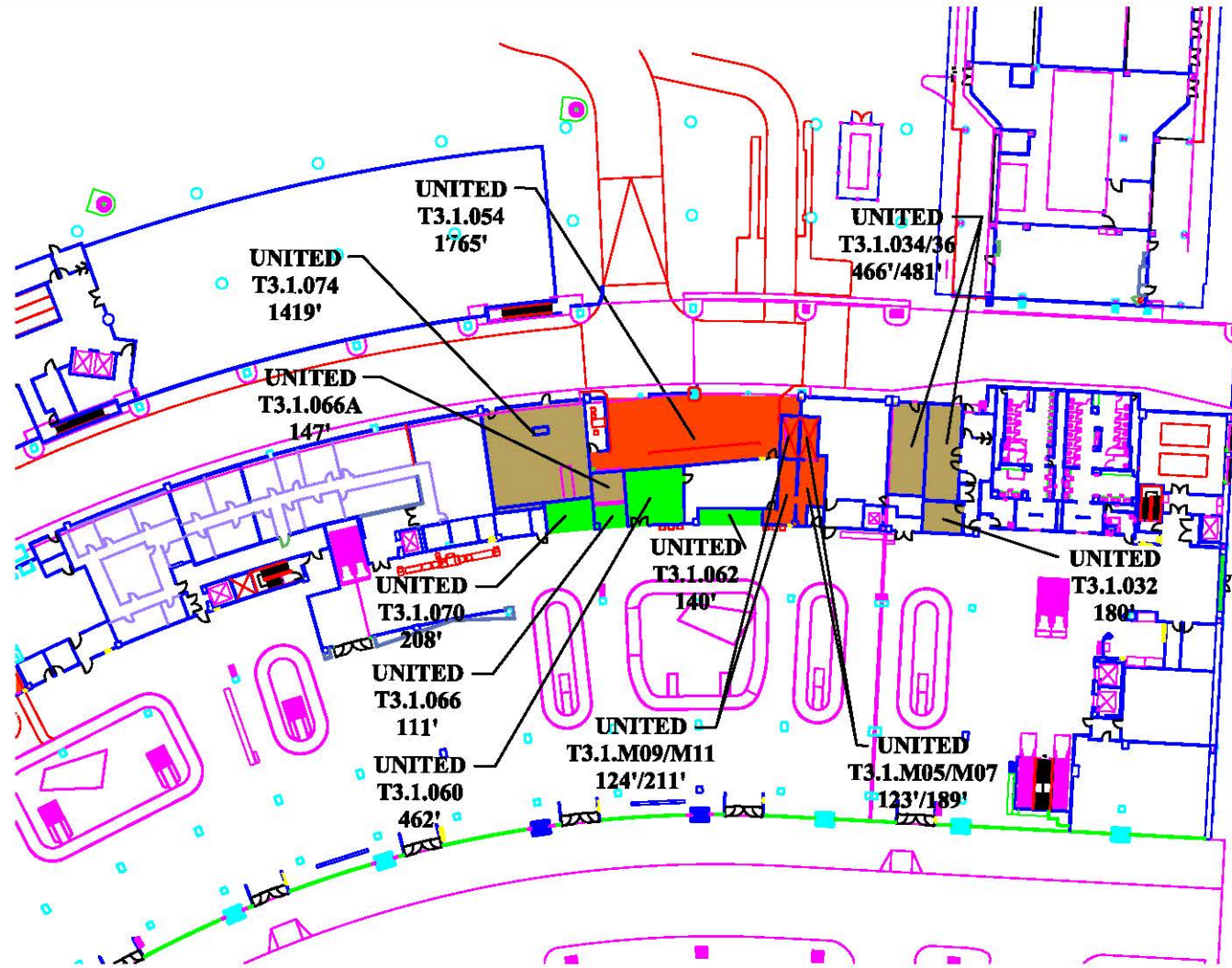
DWG: UAT3B

SCALE: 1/8"=1'-0"

DATE: 02/13/2014



TENANT LOCATION LEASE DRAWING		LOCATION	TENANT	CAT	AREA	CONTRACT	EFF DATE
		LOCATION: TERMINAL 3, BASEMENT	T3.B.E02	UA	4	93'	L10-0097
UNITED AIRLINES	T3.B.038	UA	3	925'	L10-0097		
CITY & COUNTY OF SAN FRANCISCO	DWG: UAT3BA	T3.B.040/42	UA	3	359'/80'	L10-0097	
AIRPORTS COMMISSION	SCALE: 1"=10'-0"	T3.B.044/44A	UA	3	134'/21'	L10-0097	
SAN FRANCISCO INTERNATIONAL AIRPORT	DATE: 02/11/2014	T3.B.045	UA	3	153'	L10-0097	
		T3.B.050	UA	4	32823'	L10-0097	



T3.1.060	UA	2	462'	L10-0097	
T3.1.062	UA	2	140'	L10-0097	
T3.1.066	UA	2	111'	L10-0097	
T3.1.066A	UA	3	147'	L10-0097	
T3.1.070	UA	2	208'	L10-0097	
LOCATION	TENANT	CAT	AREA	CONTRACT	EFF DATE
T3.1.032	UA	3	180'	L10-0097	
T3.1.034/36	UA	3	466'/481'	L10-0097	
T3.1.054	UA	4	1765'	L10-0097	
T3.1.074	UA	3	1419'	L10-0097	
T3.1.M05/M07	UA	4	123'/189'	L10-0097	
T3.1.M09/M11	UA	4	124'/211'	L10-0097	

TENANT LOCATION LEASE DRAWING

LOCATION: TERMINAL 3, LEVEL 1

UNITED AIRLINES

CITY & COUNTY OF SAN FRANCISCO

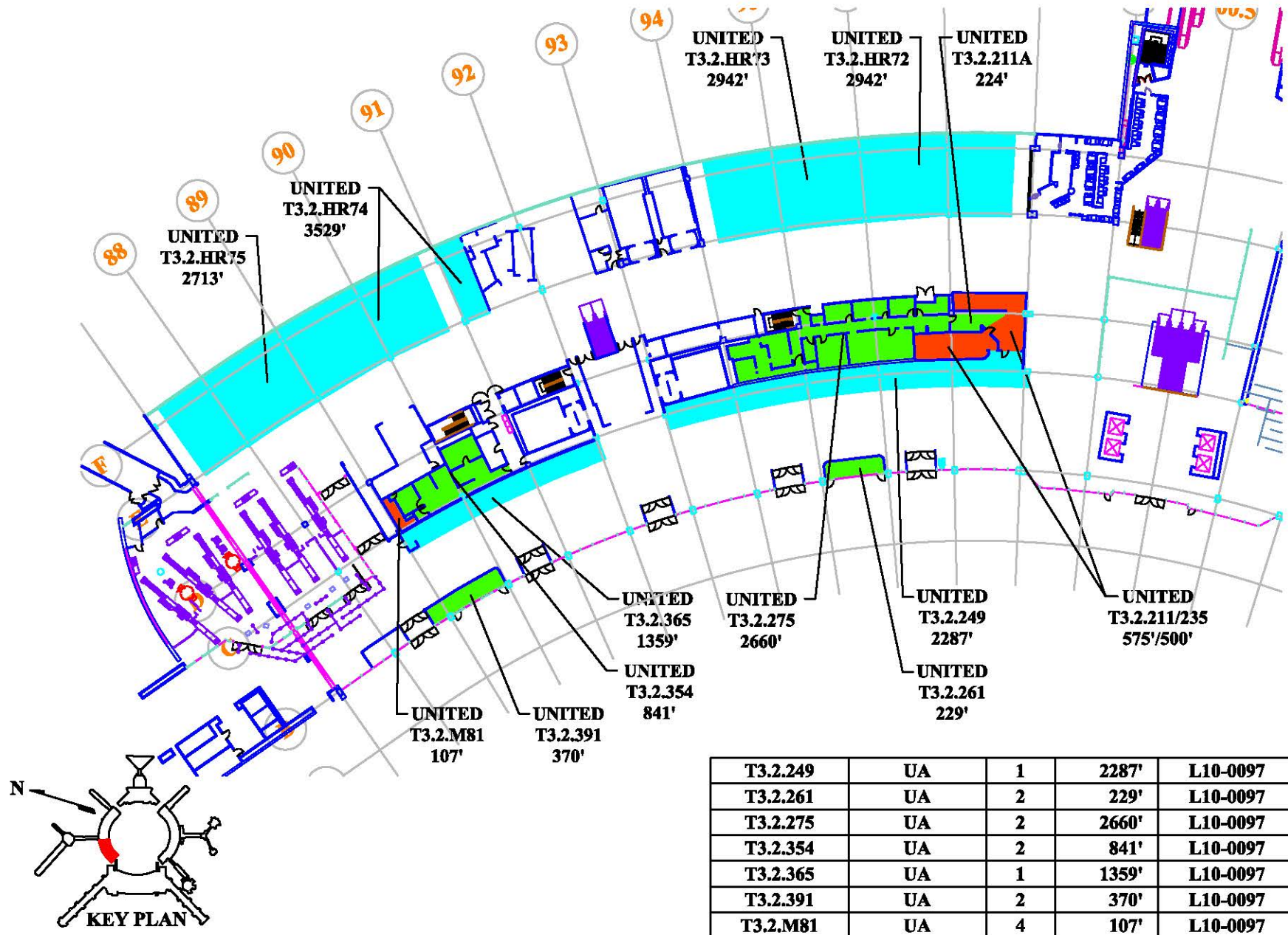
AIRPORTS COMMISSION

SAN FRANCISCO INTERNATIONAL AIRPORT

DWG: UAT31A

SCALE: 1"=10'-0"

DATE: 02/07/2014



T3.2.249	UA	1	2287'	L10-0097	
T3.2.261	UA	2	229'	L10-0097	
T3.2.275	UA	2	2660'	L10-0097	
T3.2.354	UA	2	841'	L10-0097	
T3.2.365	UA	1	1359'	L10-0097	
T3.2.391	UA	2	370'	L10-0097	
T3.2.M81	UA	4	107'	L10-0097	
LOCATION	TENANT	CAT	AREA	CONTRACT	EFF DATE
T3.2.HR72	UA	1	2942'	L10-0097	
T3.2.HR73	UA	1	2942'	L10-0097	
T3.2.HR74	UA	1	3529'	L10-0097	
T3.2.HR75	UA	1	2713'	L10-0097	
T3.2.211A	UA	2	224'	L10-0097	
T3.2.211/235	UA	4	575'/500'	L10-0097	

TENANT LOCATION LEASE DRAWING

LOCATION: TERMINAL 3, LEVEL 2

UNITED AIRLINES

CITY & COUNTY OF SAN FRANCISCO

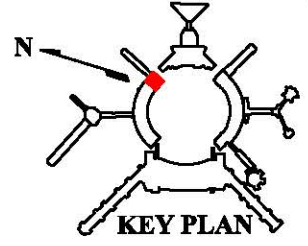
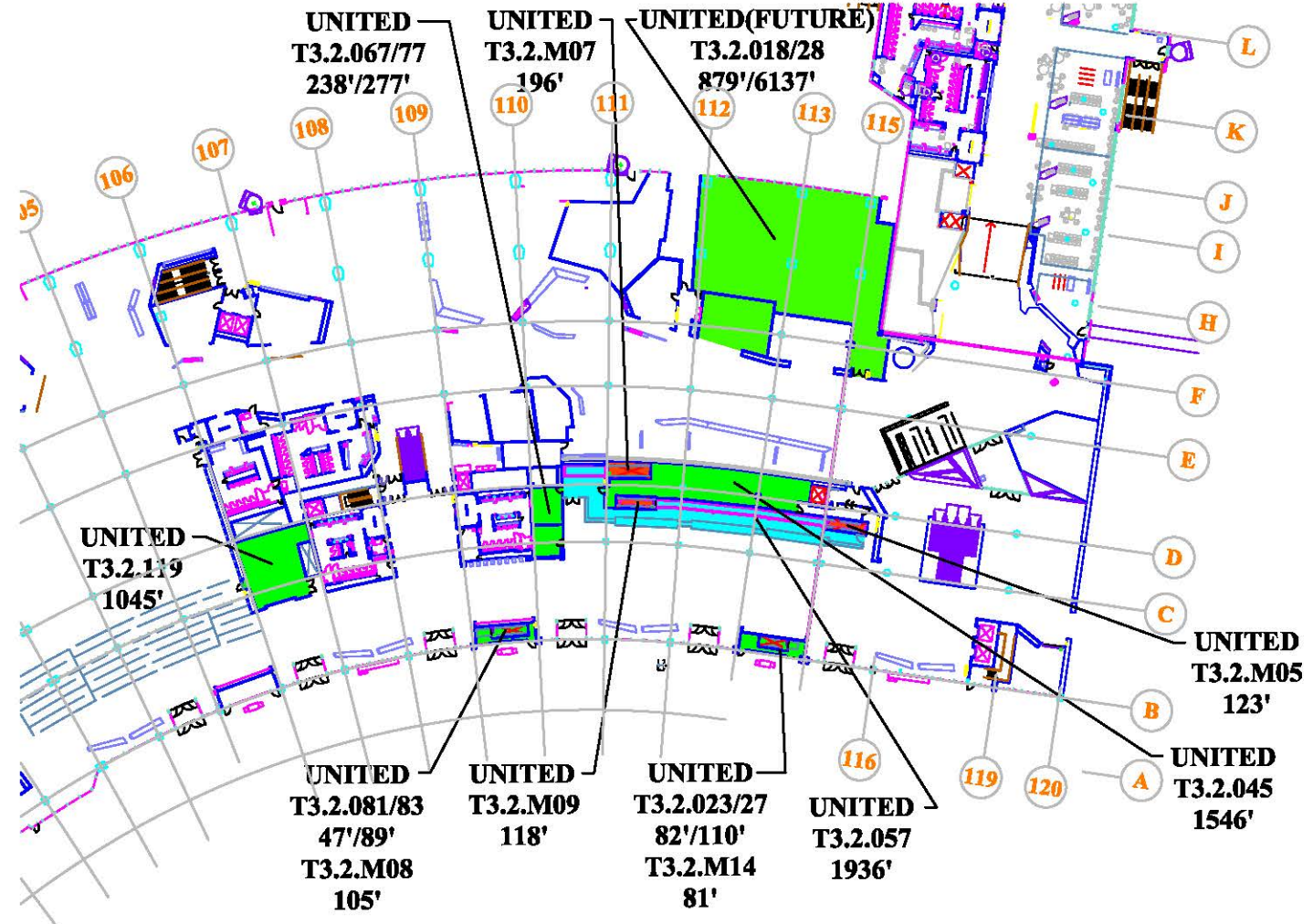
AIRPORTS COMMISSION

SAN FRANCISCO INTERNATIONAL AIRPORT

DWG: UAT32

SCALE: 1"=10'-0"

DATE: 12/19/2013



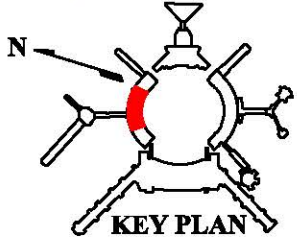
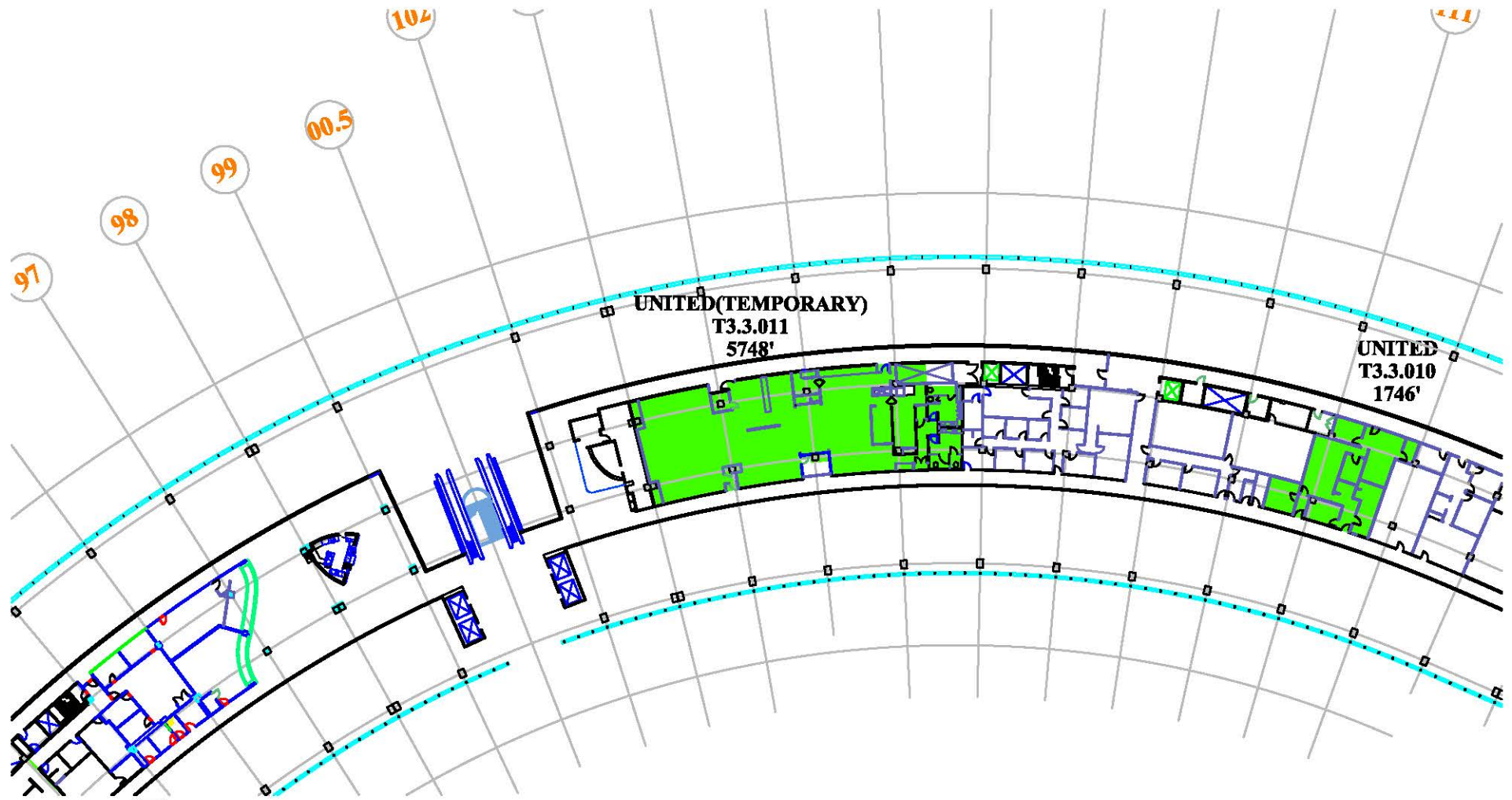
T3.2.119	UA	2	1045'	L10-0097	
T3.2.M05	UA	4	123'	L10-0097	
T3.2.M07	UA	4	196'	L10-0097	
T3.2.M08	UA	2	105'	L10-0097	
T3.2.M09	UA	4	118'	L10-0097	
T3.2.M14	UA	2	81'	L10-0097	
LOCATION	TENANT	CAT	AREA	CONTRACT	EFF DATE
T3.2.018/028	UA	2	879'/6137'	L10-0097	
T3.2.023/027	UA	2	82'/110'	L10-0097	
T3.2.045	UA	2	1546'	L10-0097	
T3.2.057	UA	1	1936'	L10-0097	
T3.2.067/77	UA	2	238'/277'	L10-0097	
T3.2.081/83	UA	2	47'/89'	L10-0097	

TENANT LOCATION LEASE DRAWING

LOCATION: TERMINAL 3, LEVEL 2
UNITED AIRLINES
CITY & COUNTY OF SAN FRANCISCO
AIRPORTS COMMISSION
SAN FRANCISCO INTERNATIONAL AIRPORT

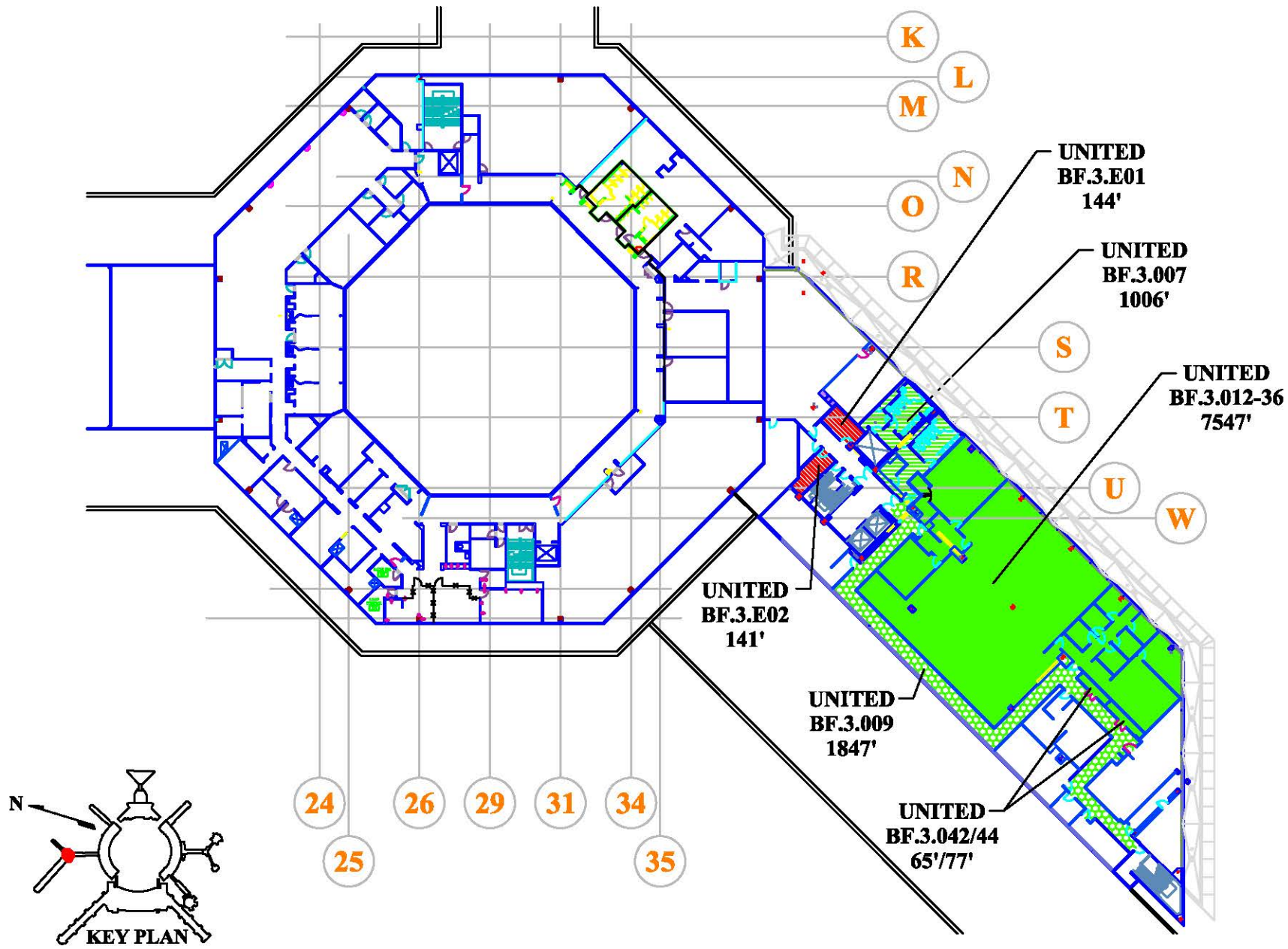
DWG: UAT32A
SCALE: 1"=10'-0"
DATE: 02/28/2014

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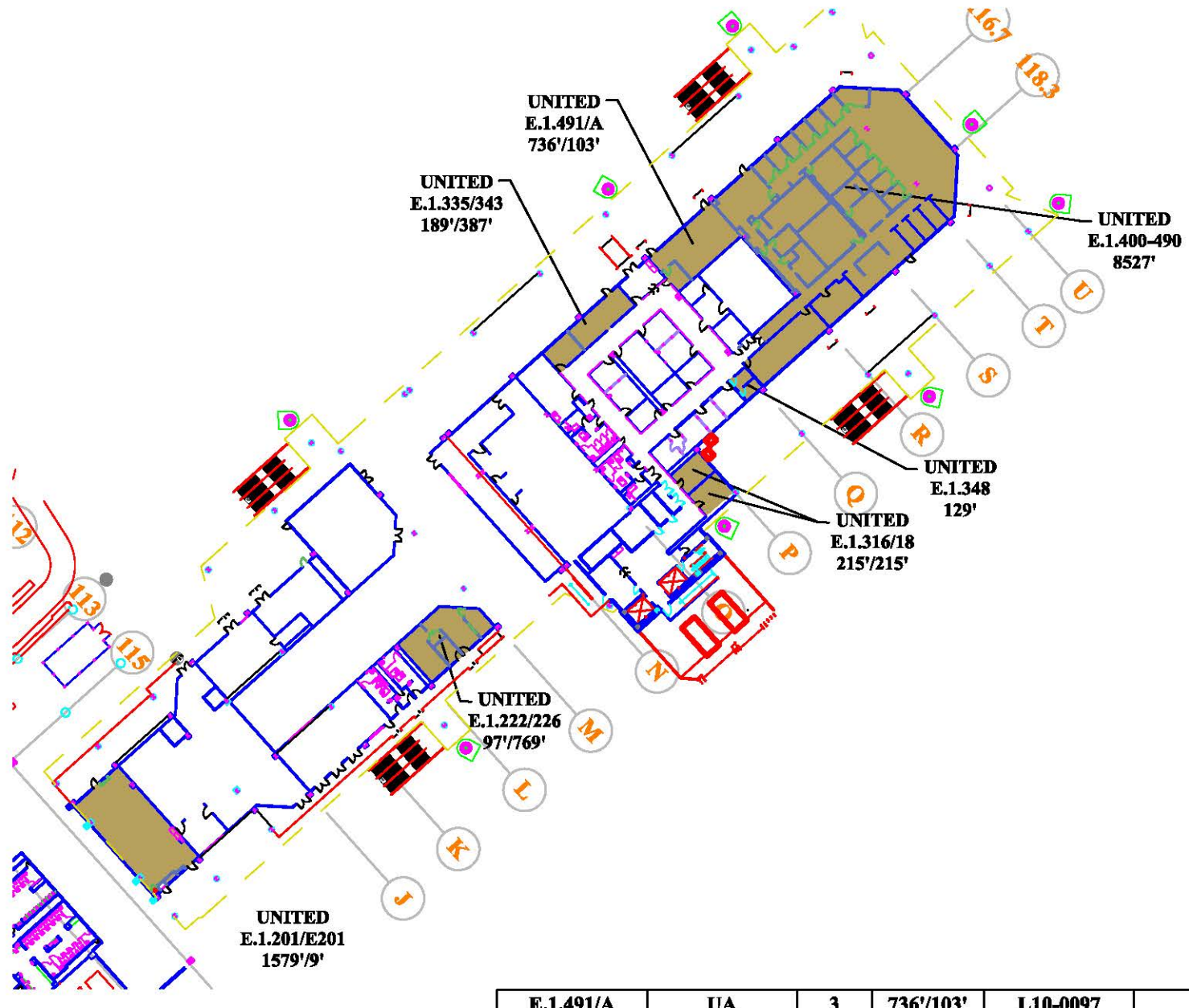
TENANT LOCATION LEASE DRAWING

		LOCATION	TENANT	CAT	AREA	CONTRACT	EFF DATE
LOCATION: TERMINAL 3, MEZZANINE		T3.3.010	UA	2	1746'	L10-0097	
UNITED AIRLINES		T3.3.011	UA	2	5748'	L10-0097	
CITY & COUNTY OF SAN FRANCISCO	DWG: UAT33						
AIRPORTS COMMISSION	SCALE: 1"=10'-0"						
SAN FRANCISCO INTERNATIONAL AIRPORT	DATE: 12/17/2013						



TENANT LOCATION LEASE DRAWING

		LOCATION	TENANT	CAT	AREA	CONTRACT	EFF DATE
LOCATION: TERMINAL 3, LEVEL 3 HUB		BF.3.E01	UA	2	144'	L10-0097	
UNITED AIRLINES		BF.3.E02	UA	2	141'	L10-0097	
CITY & COUNTY OF SAN FRANCISCO		F.3.007	UA	2	1006'	L10-0097	
AIRPORTS COMMISSION		BF.3.009	UA	2	1847'	L10-0097	
SAN FRANCISCO INTERNATIONAL AIRPORT		BF.3.012-36	UA	2	7547'	L10-0097	
DWG: UAT33HUB		BF.3.042/44	UA	2	65'/77'	L10-0097	
SCALE: 1"=10'-0"							
DATE: 12/19/2013							



TENANT LOCATION LEASE DRAWING

LOCATION: TERMINAL 3 - BOARDING AREA E, LEVEL 1

UNITED AIRLINES

CITY & COUNTY OF SAN FRANCISCO

AIRPORTS COMMISSION

SAN FRANCISCO INTERNATIONAL AIRPORT

DWG: UABAE1

SCALE: 1"=10'-0"

DATE: 12/19/2013

LOCATION	TENANT	CAT	AREA	CONTRACT	EFF DATE
E.1.491/A	UA	3	736'/103'	L10-0097	
E.1.201/E201	UA	3	1579'/9'	L10-0097	
E.1.222/26	UA	3	97'/769'	L10-0097	
E.1.316/18	UA	3	215'/215'	L10-0097	
E.1.335/343	UA	3	189'/387'	L10-0097	
E.1.348	UA	3	129'	L10-0097	
E.1.400-490	UA	3	8527'	L10-0097	

EXHIBIT L

FORM OF SPACE CHANGE SUMMARY NOTICE

Statement of change(s) in [IT/T1/T2/T3] Exclusive Use Space leased by United Airlines, Inc. pursuant to the provisions of Section 1922 of Lease and Use Agreement No. L10-0097

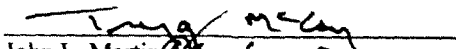
Effective Date: June 13, 2013

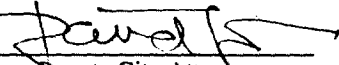
Type [modify as needed for specific Terminal/space]	Cat.	Original Space			Sq. Ft. Change		Space Following Change		
		Exh. D Sheet Nos.	Location	Sq. Footage	Surrendered	Added	Exh. D Sheet Nos.	Location	Sq. Footage
Other Enclosed Space Departure Level and Above	II	1-3 and DWG UAT32T	Terminal 3 Room T3.2075	223		31	1-3 and DWG UAT32T	B/A "F" Room F2.001/B/C	254

CITY:
CITY AND COUNTY OF SAN FRANCISCO,
a municipal corporation,
acting by and through its Airport Commission

APPROVED AS TO FORM:
DENNIS J. HERRERA, City Attorney

AIRLINE:
United Airlines, Inc.
a Delaware corporation


John L. Martin
Airport Director

By 
Deputy City Attorney

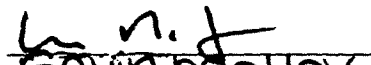
By: 
Name: Gavin Molloy
Title: Managing Director
Airport Affairs
Corporate Real Estate

EXHIBIT L

FORM OF SPACE CHANGE SUMMARY NOTICE

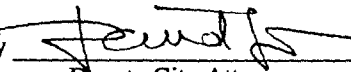
Statement of changes in T3 Exclusive Use Space leased by United Airlines pursuant to the provisions of Section 1922 of Lease and Use Agreement No. L10-0097
 Effective Date: July 1, 2013 (Summary Notice #2 of this Effective Date)

Type	Cat.	Original Space			Sq. Ft. Change		Space Following Change		
		Exh. D Sheet Nos.	Location	Sq. Footage	Surrendered	Added	Exh. D Sheet Nos.	Location	Sq. Footage
Ticket counters in Mod 1 area are being demolished for the T3 Checkpoint West Project	I	1-3 and DWG UAT32T 7/1/2011	T-3, Mod 1, (6) ticketing positions Rm T3.2.074A	335		308	1-3 and DWG UAT32 7/1/2013	T-3, Mod 3, (6) ticketing positions Rm T3.2.043A	643
ATO behind Mod 1. area being demolished for the T3 Checkpoint West Project	II	1-3 and DWG UAT32T 7/1/2011	T-3 Room Rm T3.2.080	1,105		234	1-3 and DWG UAT33 7/1/2013	T3, Mezz, CRE Office, Rm T3.3.019,22	1,339
Temporary baggage storage while United relocates ER4 for the T3 Checkpoint East Project	III	n/a	n/a	n/a		232	1-3 and DWG UAT31 7/1/2013	Across from Bag Claim 5, Rm T3.1.001L	232
Bag system behind Mod 1 being demolished for the T3 Checkpoint West Project	IV	1-3 and DWG UAT32T 7/1/2011	Rm T3.2.081	125	125		1-3 and DWG UAT32T 7/1/2013	n/a	0

CITY:
 CITY AND COUNTY OF SAN FRANCISCO,
 a municipal corporation,
 acting by and through its Airport Commission


John L. Martin
 Airport Director

APPROVED AS TO FORM:
 DENNIS J. HERRERA, City Attorney

By: 
 Deputy City Attorney

AIRLINE:

United Airlines, Inc.
 a Delaware corporation

By: 
 Name: Gavin M. Boy
 Title: Managing Director
 Airport Affairs
 Corporate Real Estate