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[Airport 2011 Lease and Use Agreements with Various Airlines]

**Resolution approving the terms of twenty five (25) new Lease and Use Agreements between City and County of San Francisco and various airlines, effective July 1, 2011, to allow such airlines to conduct domestic and international flight operations at San Francisco International Airport.**

WHEREAS, Various airlines conduct flight operations at San Francisco International Airport (the "Airport") pursuant to Airline/Airport Lease and Use Agreements, Lease and Operating Agreements, or Airline Operating Permits (collectively, the "Agreements"), including: Air China Limited - L99-0315; Air France - L99-0316; All Nippon Airways Corporation Limited - L99-0319; American Airlines, Inc. - L82-0111; Asiana Airlines – L99-0318; British Airways, PLC - L99-0320; Cathay Pacific Airways Limited - L99-0321; China Airlines Limited - L82-0315; Delta Air Lines, Inc. - L82-0115; Emirates - Permit 4039; EVA Airways Corporation - L99-0323; Federal Express Corporation - L82-0318; Frontier Airlines, Inc. - Permit 3129; Japan Airlines International Company Limited - L82-0117; KLM Royal Dutch Airlines - Permit 2579; Korean Airlines Company Limited - L99-0325; Deutsche Lufthansa, AG, dba, Lufthansa German Airlines - L99-0328; Compania Mexicana de Aviacion S.A. de C.V. dba Mexicana Airlines - L83-0045; Philippine Airlines, Inc. - L82-0317; Singapore Airlines Limited - L82-0124; Southwest Airlines Company - Permit 3948; TACA International Airlines - Permit 2048; United Air Lines, Inc. - L82-0126; Virgin America, Inc. - Permit 3951; and Virgin Atlantic Airways Limited Company - L99-0331, (collectively, the "Airlines"); and

WHEREAS, The Airport Commission of the City and County of San Francisco (the "City") and Airlines have negotiated a new Lease and Use Agreement to take effect

1 July 1, 2011 (the “Lease”) for a term of ten (10) years to provide for the continuation of flight  
2 operations by the Airlines at the Airport; and

3 WHEREAS, The above referenced Airlines desire to lease from City and City desires to  
4 lease the said Airlines certain premises at the Airport, as described on Attachment A hereto;  
5 and

6 WHEREAS, The City also desires to authorize the Airport Director to enter into non-  
7 material modifications to the Leases, including changes to the demised premises of not-to-  
8 exceed ten percent (10%) of the leased square footage, that the Commission, in consultation  
9 with the City Attorney, determines are in the best interests of the Commission and necessary  
10 to effectuate the purposes of the Leases and are in compliance with all applicable laws,  
11 including the City’s Charter; and

12 WHEREAS, The Commission adopted Resolutions on March 16, 2010, approving the new  
13 Leases between the Airlines and the City, and authorizing the Airport Director to execute the  
14 new Leases, subject to the Airlines complying with Chapter 12B of the City’s Administrative  
15 Code and other City contracting requirements, or obtaining the appropriate waivers thereto,  
16 specifically as follows: Air China Limited – L10-0075 by Resolution No. 10-0075; Air France –  
17 L10-0076 by Resolution 10-0076; All Nippon Airways Corporation Limited – L10-0077 by  
18 Resolution No 10-0077; American Airlines, Inc. – L10-0078 by Resolution No 10-0078; Asiana  
19 Airlines – L10-0079 by Resolution No 10-0079; British Airways, PLC – L10-0080 by  
20 Resolution No. 10-0080; Cathay Pacific Airways Limited – L10-0081 by Resolution No. 10-  
21 0081; China Airlines Limited – L10-0082 by Resolution No. 10-0082; Delta Air Lines, Inc. –  
22 L10-0083 by Resolution No. 10-0083; Emirates – L10-0084 by Resolution No 10-0084; EVA  
23 Airways Corporation – L10-0085 by Resolution No. 10-0085; Federal Express Corporation –  
24 L10-0086 by Resolution No. 10-0086; Frontier Airlines, Inc. – L10-0087 by Resolution No. 10-  
25 0087; Japan Airlines International Company – L10-0088 by Resolution No. 10-0088; KLM

1 Royal Dutch Airlines – L10-0089 by Resolution No. 10-0089; Korean Airlines Company  
2 Limited – L10-0090 by Resolution No. 10-0090; Deutsche Lufthansa, AG, dba, Lufthansa  
3 German Airlines – L10-0091 by Resolution No. 10-0091; Compania Mexicana de Aviacion  
4 S.A. de C.V. dba Mexicana Airlines – L10-0092 by Resolution No. 10-0092; Philippine  
5 Airlines, Inc. – L10-0093 by Resolution No. 10-0093; Singapore Airlines Limited – L10-0094  
6 by Resolution No. 10-0094; Southwest Airlines Company – L10-0095 by Resolution No. 10-  
7 0095; TACA International Airlines – L10-0096 by Resolution No. 10-0096; United Air Lines,  
8 Inc. – L10-0097 by Resolution No. 10-0097; Virgin America, Inc. – L10-0098 by Resolution  
9 No. 10-0098; and Virgin Atlantic Airways Limited Company – L10-0099 by Resolution No. 10-  
10 0099; and

11 WHEREAS, A copy of the form of the 2011 Lease and Use Agreement is on file with  
12 the Clerk of the Board of Supervisors in File No. 100351, which is hereby declared to be a part  
13 of this resolution as if set forth fully herein; now, therefore, be it

14 RESOLVED, That this Board of Supervisors approves the new Leases with Air China Limited  
15 – L10-0075; Air France – L10-0076; All Nippon Airways Corporation Limited – L10-0077;  
16 American Airlines, Inc. – L10-0078; Asiana Airlines – L10-0079; British Airways, PLC – L10-  
17 0080; Cathay Pacific Airways Limited – L10-0081; China Airlines Limited – L10-0082; Delta  
18 Air Lines, Inc. – L10-0083; Emirates – L10-0084; EVA Airways Corporation – L10-0085;  
19 Federal Express Corporation – L10-0086; Frontier Airlines, Inc. – L10-0087; Japan Airlines  
20 International Company – L10-0088; KLM Royal Dutch Airlines – L10-0089; Korean Airlines  
21 Company Limited – L10-0090; Deutsche Lufthansa, AG, dba, Lufthansa German Airlines –  
22 L10-0091; Compania Mexicana de Aviacion S.A. de C.V. dba Mexicana Airlines – L10-0092;  
23 Philippine Airlines, Inc. – L10-0093; Singapore Airlines Limited – L10-0094; Southwest  
24 Airlines Company – L10-0095; TACA International Airlines – L10-0096; United Air Lines, Inc.  
25 – L10-0097; Virgin America, Inc. – L10-0098; and Virgin Atlantic Airways Limited Company –

1 L10-0099, subject to the Airlines complying with Chapter 12B of the City's Administrative  
2 Code and other City contracting requirements, or obtaining the appropriate waivers thereto;  
3 and, be it

4           RESOLVED, That this Board of Supervisors authorizes the Airport Director to enter into  
5 non-material modifications to the Leases, including changes to the demised premises of not-  
6 to-exceed ten percent (10%) of the leased square footage, that the Commission, in  
7 consultation with the City Attorney, determines are in the best interests of the Commission  
8 and necessary to effectuate the purposes of the Leases and are in compliance with all  
9 applicable laws, including the City's Charter.

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**ATTACHMENT A**

<b>Exclusive Use Space Summary (in square feet)</b>						
Airline		Categories of Rent				
		Cat I	Cat II	Cat III	Cat IV	Cat V
1	Air China Limited	-	409	916	-	-
2	Air France	-	4,673	537	158	-
3	All Nippon Airways Corp. Limited	-	1,777	-	-	-
4	American Airlines, Inc.	1,452	25,728	19,698	551	-
5	Asiana Airlines	-	1,789	-	-	-
6	British Airways, PLC	-	8,917	1,236	-	-
7	Cathay Pacific Airways Limited	-	2,616	-	-	-
8	China Airlines Limited	-	3,249	-	-	-
8	Delta Air Lines, Inc.	1,784	28,190	20,264	8,481	-
10	Emirates	-	1,696	-	-	-
9	EVA Airways Corporation	-	4,056	495	-	-
12	Federal Express Corporation	-	-	-	-	-
10	Frontier Airlines, Inc.	277	3,695	781	4,247	-
11	Japan Airlines Int'l Co. Limited	-	6,547	647	-	-
11	KLM Royal Dutch Airlines	-	607	-	-	-
12	Korean Airlines Company Limited	-	1534	421	-	-
12	Lufthansa German Airlines	-	2,292	1,023	-	-
13	Mexicana Airlines	-	1,599	594	-	-
13	Philippine Airlines, Inc.	-	4192	-	-	-
14	Singapore Airlines Limited	-	5,190	588	-	-
14	Southwest Airlines Company	732	9,199	6,900	10,833	-
15	TACA International Airlines	-	672	-	-	-
15	United Air Lines, Inc.	5,585	94,187	71,297	191,207	21,610
16	Virgin America, Inc.	1,096	899	7,185	-	-
16	Virgin Atlantic Airways Limited	-	4,898	425	-	-

<b>Joint Use Space Summary (in square feet)</b>						
International Airlines		Categories of Rent				
		Cat I	Cat II	Cat III	Cat IV	Cat V
International Terminal		138,367	214,307	12,025	265,400	1,888
Total = 631,987 square feet						
Terminal 1		-	216	-	791	-
Total = 1,007 square feet						
Terminal 2		-	13,006	-	78,957	-
Total = 91,963 square feet						
Terminal 3		-	-	-	-	-
Total = 0 square feet						