

File No. 231038

Committee Item No. 5

Board Item No. \_\_\_\_\_

## COMMITTEE/BOARD OF SUPERVISORS

### AGENDA PACKET CONTENTS LIST

Committee: Budget and Finance Committee Date January 31, 2024

Board of Supervisors Meeting Date \_\_\_\_\_

#### Cmte Board

- |                                     |                          |  |
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| <input type="checkbox"/>            | <input type="checkbox"/> | Motion   |
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| <input type="checkbox"/>            | <input type="checkbox"/> | Ordinance  |
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| <input checked="" type="checkbox"/> | <input type="checkbox"/> | Budget and Legislative Analyst Report  |
| <input type="checkbox"/>            | <input type="checkbox"/> | Youth Commission Report  |
| <input type="checkbox"/>            | <input type="checkbox"/> | Introduction Form  |
| <input checked="" type="checkbox"/> | <input type="checkbox"/> | Department/Agency Cover Letter and/or Report   |
| <input type="checkbox"/>            | <input type="checkbox"/> | MOU  |
| <input type="checkbox"/>            | <input type="checkbox"/> | Grant Information Form   |
| <input type="checkbox"/>            | <input type="checkbox"/> | Grant Budget   |
| <input type="checkbox"/>            | <input type="checkbox"/> | Subcontract Budget   |
| <input checked="" type="checkbox"/> | <input type="checkbox"/> | Contract/Agreement – Follow the hyperlinks below to be routed to the Legislative Research Center to view these voluminous files. |

- [Draft Aer Lingus Lease No. 23-0190](#)
- [Draft Flair Airlines Lease No. 23-0191](#)
- [Draft Hawaiian Airlines Lease No. 23-0192](#)
- [Draft JetBlue Airways Lease No. 23-0193](#)
- [Draft Qatar Airways Lease No. 23-0194](#)
- [Draft TAP Air Portugal Lease No. 23-0195](#)
- [Draft Zipair Tokyo Lease No. 23-0196](#)

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| <input checked="" type="checkbox"/> | <input type="checkbox"/> | Forms 126 – Ethics Commission |
| <input type="checkbox"/>            | <input type="checkbox"/> | Award Letter                  |
| <input type="checkbox"/>            | <input type="checkbox"/> | Application                   |
| <input type="checkbox"/>            | <input type="checkbox"/> | Public Correspondence         |

#### OTHER (Use back side if additional space is needed)

- |                                     |                          |   |
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| <input checked="" type="checkbox"/> | <input type="checkbox"/> | <u>AIR Commission Resolution Nos. 23-0191 through 23-0196 8/15/2023</u> |
| <input checked="" type="checkbox"/> | <input type="checkbox"/> | <u>AIR Commission Memos 23-0191 through 23-0196 8/15/2023</u>           |
| <input checked="" type="checkbox"/> | <input type="checkbox"/> | <u>AIR Commission CEQA Determination 10/6/2022</u>                      |
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Completed by: Brent Jalipa Date January 25, 2024,

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 seven airlines to**  
5 **conduct flight operations at the San Francisco International Airport for a term of ten**  
6 **years, from the first day of the calendar month following the receipt of full approvals of**  
7 **the City, through June 30, 2033; affirming the Planning Department’s determination**  
8 **under the California Environmental Quality Act; and authorizing the Airport Director to**  
9 **enter into modifications to the Lease that do not materially increase the obligations or**  
10 **liabilities to the City and are necessary to effectuate the purposes of the Lease or this**  
11 **Resolution.**

12

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

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

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

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

25

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”), which was effective from July 1, 2021 through June 30, 2023;  
4 and

5           WHEREAS, This Board of Supervisors approved the 2011 Lease Extension  
6 Modifications with the airlines through various Resolutions; and

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

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

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

16           WHEREAS, On March 21, 2023, the Airport Commission adopted Resolution Nos. 23-  
17 0064 through 23-0074 awarding a 2023 Lease to an additional 11 airlines; and

18           WHEREAS, On August 15, 2023, the Airport Commission adopted Resolution Nos. 23-  
19 0190 through 23-0196 for the additional seven airlines listed on Attachment I (along with the  
20 40 leases previously approved by the Airport Commission, each a “Signatory Airline” and  
21 collectively, “Signatory Airlines”); and

22           WHEREAS, Those Signatory Airlines with Exclusive Use Spaces have obtained full  
23 compliance with Chapter 12B of the City’s Administrative Code (“Chapter 12B”); and

24  
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1           WHEREAS, A copy of the 2023 Lease with each of the Signatory Airlines is on file with  
2 the Clerk of the Board of Supervisors in File No. 231038, which is hereby declared to be part  
3 of this Resolution as if set forth fully herein; and

4           WHEREAS, The Planning Department has determined that the actions contemplated in  
5 this Resolution comply with the California Environmental Quality Act (California Public  
6 Resources Code, Sections 21000 et. seq.); now, therefore, be it

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

8           FURTHER RESOLVED, That, subject to the express condition set forth in the  
9 immediately following Resolved clause, this Board of Supervisors approves the award of the  
10 2023 Lease with Aer Lingus Limited – Lease No. 23-0190; Flair Airlines Ltd. – Lease No. 23-  
11 0191; Hawaiian Airlines, Inc. – Lease No. 23-0192; JetBlue Airways Corporation – Lease  
12 No. 23-0193; Qatar Airways Group Q.C.S.C. – Lease No. 23-0194; Transportes Aereos  
13 Portugueses, S.A. dba TAP Air Portugal – Lease No. 23-0195; and ZIPAIR Tokyo, Inc. –  
14 Lease No. 23-0196; and, be it

15           FURTHER RESOLVED, That, in order to facilitate the administration of the 2023  
16 Lease, this Board of Supervisors authorizes the Airport Director to enter into non-material  
17 modifications to any 2023 Lease throughout its term that do not otherwise: (a) materially  
18 increase the financial obligations or liabilities of City; (b) increase the term, or (c) change the  
19 general use of the demised premises from the permitted uses of the 2023 Lease; and, be it

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

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1 **ATTACHMENT 1**

2 AIRLINE LEASE NO.

3 1. Aer Lingus Limited 23-0190

4 2. Flair Airlines Ltd. 23-0191

5 3. Hawaiian Airlines, Inc. 23-0192

6 4. JetBlue Airways Corporation 23-0193

7 5. Qatar Airways Group Q.C.S.C. 23-0194

8 6. Transportes Aereos Portugueses, S.A. dba Tap Air Portugal 23-0195

9 7. ZIPAIR Tokyo, Inc. 23-0196

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**CITY AND COUNTY OF SAN FRANCISCO**

**BOARD OF SUPERVISORS**

**BUDGET AND LEGISLATIVE ANALYST**

1390 Market Street, Suite 1150, San Francisco, CA 94102 (415) 552-9292  
FAX (415) 252-0461

January 26, 2024

**TO:** Budget and Finance Committee  
**FROM:** Budget and Legislative Analyst   
**SUBJECT:** January 31, 2024 Budget and Finance Committee Meeting

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5 & 6	23-1038 Airline and Airport 2023 Lease and Use Agreement - Various Airlines 24-0011 Airline and Airport 2023 Lease and Use Agreement - STARLUX Airlines Co., LTD dba STARLUX Airlines North America, Co.....	13

<b>Items 5 &amp; 6</b> <b>Files 23-1038, 24-0011</b>	<b>Department:</b> San Francisco International Airport (Airport)
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**EXECUTIVE SUMMARY**

**Legislative Objectives**

- The proposed resolutions would approve the 2023 Lease and Use Agreement (2023 Lease) between the San Francisco International Airport (Airport) and the following eight airlines: (1) Aer Lingus Limited; (2) Flair Airlines Ltd.; (3) Hawaiian Airlines, Inc.; (4) JetBlue Airways Corporation; (5) Qatar Airways Group Q.C.S.C.; (6) Transportes Aereos Portugueses S.A. dba TAP Air Portugal; (7) ZIPAIR Tokyo, Inc. (File 23-1038); and (8) STARLUX Airlines Co., LTD dba STARLUX Airlines North America, Co. (File 24-0011), affirm the Planning Department’s determination under the California Environmental Quality Act (CEQA), and authorize the Airport Director to enter into further immaterial modifications to the lease.

**Key Points**

- In 2022, the Airport negotiated a new lease and use agreement (2023 Lease) with signatory airlines that operate at the Airport. The 2023 Lease replaced the 2011 Lease, which was set to expire on June 30, 2023. In June 2023, the Board of Supervisors approved the 2023 Lease with 40 airlines. 20 other airlines that did not sign onto the 2023 Lease operate under operating permits, which requires a 25 percent premium on landing fees and a higher security deposit compared to signatory airlines. The 2023 Lease retains the 2011 Lease’s residual rate setting methodology, which adjusts rental rates, landing fees, and related fees annually such that the total amount of airline revenues received by the Airport, together with non-airline revenues (such as concessions and parking), is equal to total Airport costs, including debt service and operating costs.
- Eight airlines that did not initially sign onto the 2023 Lease have now signed on. In August 2023, the Airport Commission approved the 2023 Lease with seven airlines. In November 2023, the Airport Commission approved the 2023 Lease with STARLUX Airlines.

**Fiscal Impact**

- Over the 10-year term of the lease, the Airport anticipates total revenue of approximately \$367.1 million between the eight airlines. This includes approximately \$207.9 million in rental revenue and \$159.2 million 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**

In 2022, the San Francisco International Airport (Airport) negotiated a new lease and use agreement (2023 Lease) with signatory airlines that operate at the Airport. The 2023 Lease replaced the 2011 Lease, which was set to expire on June 30, 2023. In June 2023, the Board of Supervisors approved the 2023 Lease with 40 airlines (Files 23-0204, 23-0342). 20 other airlines that did not sign onto the 2023 Lease operate under operating permits, which requires a 25 percent premium on landing fees and a higher security deposit compared to signatory airlines. The 2023 Lease retains the 2011 Lease's residual rate setting methodology, which adjusts rental rates, landing fees, and related fees annually such that the total amount of airline revenues received by the Airport, together with non-airline revenues (such as concessions and parking), is equal to total Airport costs, including debt service and operating costs.

Eight airlines that did not initially sign onto the 2023 Lease have now signed on.<sup>1</sup> In August 2023, the Airport Commission approved the 2023 Lease with seven airlines. In November 2023, the Airport Commission approved the 2023 Lease with STARLUX Airlines.

**DETAILS OF PROPOSED LEGISLATION**

The proposed resolution in File 23-1038 would approve the 2023 Lease between the San Francisco International Airport (Airport) and the following seven airlines: (1) Aer Lingus Limited; (2) Flair Airlines Ltd.; (3) Hawaiian Airlines, Inc.; (4) JetBlue Airways Corporation; (5) Qatar Airways Group Q.C.S.C.; (6) Transportes Aereos Portugueses S.A. dba TAP Air Portugal; and (7) ZIPAIR Tokyo, Inc. The proposed resolution in File 24-0011 would approve the 2023 Lease with STARLUX Airlines Co., LTD dba STARLUX Airlines North America, Co. The proposed resolutions would also affirm the Planning Department's determination under the California Environmental Quality Act (CEQA) and authorize the Airport Director to make further immaterial amendments to the lease.

The key terms of the 2023 Lease are shown in Exhibit 1 below.

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<sup>1</sup> According to Senior Property Manager Murphy, these airlines required more time to consider the business case of become Signatory airlines to the 2023 Lease and/or to obtain legal and executive approvals.



**Exhibit 1: Key Terms of 2023 Lease**

<b>Term</b>	Approximately 9 years and 6 months, from the first month following full approvals of the lease through June 2033
<b>Rate-Making Methodology</b>	Existing residual rate setting methodology is maintained. Signatory airlines pay terminal area rentals, landing fees, and other usage fees, which are adjusted annually by the Airport Commission to ensure that total airline and non-airline revenues are equal to total Airport costs, including debt service.
<b>Annual Service Payment</b>	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.
<b>Operating Reserve and Capital Improvement Fund</b>	Establishes an operating reserve and capital improvement fund totaling \$800 million over the 10-year term and adjusted annually for inflation.
<b>Shared Use Equipment</b>	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.
<b>Preferential Use Gate Allocation</b>	Expands review period of airline seat capacity to allocate preferential use gates to encourage consistent use of preferential use gates throughout the year.
<b>Gate Accommodations</b>	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.
<b>Sustainable Aviation Fuel Working Group</b>	Establishes a Sustainable Aviation Fuel Working Group of Airport staff and signatory airlines, chaired by the Airport Director, that would determine how the parties can cooperate to increase the uptake of sustainable aviation fuel at the Airport.
<b>Ground Service Equipment Electrification</b>	Establishes a mutual goal to achieve 100% electric-powered ground service equipment at the Airport.
<b>Airline Relocation Costs</b>	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.
<b>Digital Information Working Group</b>	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.
<b>Commercialization of Digital Assets</b>	Acknowledgment that the Airport has the sole and exclusive right to control, manage, and utilize all Airport Proprietary Content.

Source: Airport staff memo to Airport Commission.

**FISCAL IMPACT**

Over the 10-year term of the lease, the Airport anticipates total revenue of approximately \$367.1 million between the eight airlines, as shown in Exhibit 2 below.

**Exhibit 2: Projected Revenues by Fiscal Year**

<b>Fiscal Year</b>	<b>Rental Revenue</b>	<b>Landing Fees</b>	<b>Total Revenue</b>	<b>Annual % Change</b>
FY 2023-24	\$13,012,465	\$11,432,482	\$24,444,947	-
FY 2024-25	16,103,982	13,783,980	29,887,961	22.3%
FY 2025-26	18,624,627	15,466,352	34,090,979	14.1%
FY 2026-27	19,277,192	14,758,991	34,036,183	-0.2%
FY 2027-28	21,851,836	16,039,888	37,891,723	11.3%
FY 2028-29	22,478,860	16,521,085	38,999,945	2.9%
FY 2029-30	23,120,390	17,016,717	40,137,106	2.9%
FY 2030-31	23,781,164	17,527,218	41,308,382	2.9%
FY 2031-32	24,461,763	18,053,035	42,514,798	2.9%
FY 2032-33	25,162,779	18,594,625	43,757,404	2.9%
<b>Total</b>	<b>\$207,875,057</b>	<b>\$159,194,371</b>	<b>\$367,069,429</b>	

Source: Airport. FY 2023-24 revenues are projected for the full fiscal year.

According to Sean Murphy, Airport Senior Property Manager, Airport finance staff anticipates an increase in non-airline revenues in FY 2026-27, which allows for reductions to airline revenues. Projected 10-year revenues by airline are shown in Exhibit 3 below.

**Exhibit 3: Projected 10-Year Revenues by Airline**

<b>Airline</b>	<b>Rental Revenue</b>	<b>Landing Fees</b>	<b>Total Revenue</b>
Aer Lingus	\$21,413,942	\$12,056,535	\$33,470,477
Flair	2,474,340	3,172,535	5,646,875
Hawaiian	8,471,250	25,013,325	33,484,575
JetBlue	34,872,429	75,164,312	110,036,741
Qatar Airways	49,203,127	15,602,914	64,806,040
TAP Air Portugal	27,024,452	5,960,806	32,985,258
ZIPAIR Tokyo	30,549,239	8,353,642	38,902,881
Starlux	33,866,279	13,870,303	47,736,582
<b>Total</b>	<b>\$207,875,057</b>	<b>\$159,194,371</b>	<b>\$367,069,429</b>

Source: Airport

**RECOMMENDATION**

Approve the proposed resolutions.

Click anywhere on this page to be routed to the Legislative Research Center to view this voluminous file.

# 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

AER LINGUS LIMITED,

a Dublin LTD - Private Company Limited by Shares

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. 23-0190



# 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

FLAIR AIRLINES LTD.,  
a Canadian corporation

Mayor London N. Breed

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

Ivar C. Satero  
Airport Director

Lease No. 23-0191

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# 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

HAWAIIAN AIRLINES, INC.,  
a Delaware 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. 23-0192

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# 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

JETBLUE AIRWAYS CORPORATION,  
a Delaware 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. 23-0193

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

QATAR AIRWAYS GROUP Q.C.S.C,

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. 23-0194



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# 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

TRANSPORTES AEREOS PORTUGUESES, S. A.  
dba TAP AIR PORTUGAL,  
a Portugal corporation

Mayor London N. Breed

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

Ivar C. Satero  
Airport Director

Lease No. 23-0195



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

ZIPAIR TOKYO INC.,  
a Japan corporation

Mayor London N. Breed

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

Ivar C. Satero  
Airport Director

Lease No. 23-0196

AIRPORT COMMISSION  
CITY AND COUNTY OF SAN FRANCISCO  
RESOLUTION NO. 23-0190

**AWARD A 2023 LEASE AND USE AGREEMENT AT SAN FRANCISCO  
INTERNATIONAL AIRPORT TO AER LINGUS LIMITED**

WHEREAS, a majority of airlines serving San Francisco International Airport (SFO or Airport) currently operate pursuant to the 2023 Airline Lease and Use Agreement (2023 Lease), which commenced on July 1, 2023 for a ten-year term and replaced the previous 2011 Airline Lease and Use Agreement (2011 Lease); and

WHEREAS, Aer Lingus Limited (Airline) currently conducts flight operations at San Francisco International Airport (Airport or SFO) pursuant to 2011 Lease No. 16-0298, which is on a month-to-month holdover basis since its June 30, 2023 expiration date; and

WHEREAS, Airline desires to continue operating as a signatory airline at the Airport by entering into a 2023 Lease, on the same terms and conditions as the other 2023 Lease signatories, except that the term will not commence until the first day of the calendar month following the receipt of full approvals of City, and will expire on the same expiration date of June 30, 2033; 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. 2022-09712ENV); 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

AIRPORT COMMISSION

CITY AND COUNTY OF SAN FRANCISCO

RESOLUTION NO. 23-0190


RESOLVED, that this Commission awards the 2023 Lease to Aer Lingus 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.

Page 2 of 2

*I hereby certify that the foregoing resolution was adopted by the Airport Commission*  
- AUG 15 2023  
*at its meeting of* \_\_\_\_\_

  
\_\_\_\_\_  
Secretary

AIRPORT COMMISSION  
CITY AND COUNTY OF SAN FRANCISCO  
RESOLUTION NO. 23-0191

**AWARD A 2023 LEASE AND USE AGREEMENT AT SAN FRANCISCO  
INTERNATIONAL AIRPORT TO FLAIR AIRLINES LTD.**

WHEREAS, a majority of airlines serving San Francisco International Airport (SFO or Airport) currently operate pursuant to the 2023 Airline Lease and Use Agreement (2023 Lease), which commenced on July 1, 2023 for a ten-year term and replaced the previous 2011 Airline Lease and Use Agreement (2011 Lease); and

WHEREAS, Flair Airlines Ltd. (Airline) currently conducts flight operations at San Francisco International Airport (Airport or SFO) pursuant to 2023 Airline Operating and Space Permit No. 5057; and

WHEREAS, Airline now desires to become a signatory airline by entering into a 2023 Lease, on the same terms and conditions as the other 2023 Lease signatories, except that the term will not commence until the first day of the calendar month following the receipt of full approvals of City, and will expire on the same expiration date of June 30, 2033; 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. 2022-09712ENV); 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

AIRPORT COMMISSION

CITY AND COUNTY OF SAN FRANCISCO

RESOLUTION NO. 23-0191

RESOLVED, that this Commission awards the 2023 Lease to Flair 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.

Page 2 of 2

*I hereby certify that the foregoing resolution was adopted by the Airport Commission  
at its meeting of* \_\_\_\_\_ **AUG 15 2023**

\_\_\_\_\_  
*Secretary*

AIRPORT COMMISSION  
CITY AND COUNTY OF SAN FRANCISCO  
RESOLUTION NO. 23-0192

**AWARD A 2023 LEASE AND USE AGREEMENT AT SAN FRANCISCO  
INTERNATIONAL AIRPORT TO HAWAIIAN AIRLINES, INC.**

WHEREAS, a majority of airlines serving San Francisco International Airport (SFO or Airport) currently operate pursuant to the 2023 Airline Lease and Use Agreement (2023 Lease), which commenced on July 1, 2023 for a ten-year term and replaced the previous 2011 Airline Lease and Use Agreement (2011 Lease); and

WHEREAS, Hawaiian Airlines, Inc. (Airline) currently conducts flight operations at San Francisco International Airport (Airport or SFO) pursuant to 2011 Lease No. 11-0011, which is on a month-to-month holdover basis since its June 30, 2023 expiration date; and

WHEREAS, Airline desires to continue operating as a signatory airline at the Airport by entering into a 2023 Lease, on the same terms and conditions as the other 2023 Lease signatories, except that the term will not commence until the first day of the calendar month following the receipt of full approvals of City, and will expire on the same expiration date of June 30, 2033; 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. 2022-09712ENV); 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

AIRPORT COMMISSION

CITY AND COUNTY OF SAN FRANCISCO

RESOLUTION NO. 23-0192

RESOLVED, that this Commission awards the 2023 Lease to Hawaiian 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.

Page 2 of 2

*I hereby certify that the foregoing resolution was adopted by the Airport Commission*  
at its meeting of                      **AUG 15 2023**                     

  
*Secretary*

AIRPORT COMMISSION  
CITY AND COUNTY OF SAN FRANCISCO  
RESOLUTION NO. 23-0193

**AWARD A 2023 LEASE AND USE AGREEMENT AT SAN FRANCISCO  
INTERNATIONAL AIRPORT TO JETBLUE AIRWAYS CORPORATION**

WHEREAS, a majority of airlines serving San Francisco International Airport (SFO or Airport) currently operate pursuant to the 2023 Airline Lease and Use Agreement (2023 Lease), which commenced July 1, 2023 for a ten-year term and replaced the previous 2011 Airline Lease and Use Agreement (2011 Lease); and

WHEREAS, JetBlue Airways Corporation (Airline) currently conducts flight operations at San Francisco International Airport (Airport or SFO) pursuant to 2011 Lease No. 12-0027, which is on a month-to-month holdover basis since its June 30, 2023 expiration date; and

WHEREAS, Airline desires to continue operating as a signatory airline at the Airport by entering into a 2023 Lease, on the same terms and conditions as the other 2023 Lease signatories, except that the term will not commence until the first day of the calendar month following the receipt of full approvals of City, and will expire on the same expiration date of June 30, 2033; 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. 2022-09712ENV); 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



AIRPORT COMMISSION

CITY AND COUNTY OF SAN FRANCISCO

RESOLUTION NO. 23-0193

RESOLVED, that this Commission awards the 2023 Lease to JetBlue Airways Corporation;  
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.

Page 2 of 2

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

**AUG 15 2023**

  
Secretary

AIRPORT COMMISSION  
CITY AND COUNTY OF SAN FRANCISCO  
RESOLUTION NO. 23-0194

**AWARD A 2023 LEASE AND USE AGREEMENT AT SAN FRANCISCO  
INTERNATIONAL AIRPORT TO QATAR AIRWAYS GROUP Q.C.S.C.**

WHEREAS, a majority of airlines serving San Francisco International Airport (SFO or Airport) currently operate pursuant to the 2023 Airline Lease and Use Agreement (2023 Lease), which commenced July 1, 2023 for a ten-year term and replaced the previous 2011 Airline Lease and Use Agreement (2011 Lease); and

WHEREAS, Qatar Airways Group Q.C.S.C. (Airline) currently conducts flight operations at San Francisco International Airport (Airport or SFO) pursuant to 2011 Airline Operating and Space Permit No. 4915; and

WHEREAS, Airline now desires to become a signatory airline at the Airport by entering into a 2023 Lease, on the same terms and conditions as the other 2023 Lease signatories, except that the term will not commence until the first day of the calendar month following the receipt of full approvals of City, and will expire on the same expiration date of June 30, 2033; 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. 2022-09712ENV); 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



AIRPORT COMMISSION  
CITY AND COUNTY OF SAN FRANCISCO  
RESOLUTION NO. 23-0195

**AWARD A 2023 LEASE AND USE AGREEMENT AT SAN FRANCISCO  
INTERNATIONAL AIRPORT TO TRANSPORTES AEREOS PORTUGUESES, S.A.  
DBA TAP AIR PORTUGAL**

- WHEREAS, a majority of airlines serving San Francisco International Airport (SFO or Airport) currently operate pursuant to the 2023 Airline Lease and Use Agreement (2023 Lease), which commenced on July 1, 2023 for a ten-year term and replaced the previous 2011 Airline Lease and Use Agreement (2011 Lease); and
- WHEREAS, Transportes Aereos Portugueses, S.A. dba TAP Air Portugal (Airline) currently conducts flight operations at San Francisco International Airport (Airport or SFO) pursuant to 2011 Airline Space and Operating Permit No. 4783; and
- WHEREAS, Airline now desires to continue operating as a signatory airline by entering into a 2023 Lease, on the same terms and conditions as the other 2023 Lease signatories, except that the term will not commence until the first day of the calendar month following the receipt of full approvals of City, and will expire on the same expiration date of June 30, 2033; 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. 2022-09712ENV); 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

AIRPORT COMMISSION

CITY AND COUNTY OF SAN FRANCISCO

RESOLUTION NO. 23-0195

RESOLVED, that this Commission awards the 2023 Lease to Transportes Aereos Portugueses, S.A. dba TAP Air Portugal; 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.

Page 2 of 2

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

*at its meeting of* \_\_\_\_\_

**AUG 15 2023**

  
\_\_\_\_\_  
*Secretary*

AIRPORT COMMISSION  
CITY AND COUNTY OF SAN FRANCISCO  
RESOLUTION NO. 23-0196

**AWARD A 2023 LEASE AND USE AGREEMENT AT SAN FRANCISCO  
INTERNATIONAL AIRPORT TO ZIPAIR TOKYO, INC.**

WHEREAS, a majority of airlines serving San Francisco International Airport (SFO or Airport) currently operate pursuant to the 2023 Airline Lease and Use Agreement (2023 Lease), which commenced on July 1, 2023 for a ten-year term and replaced the previous 2011 Airline Lease and Use Agreement (2011 Lease); and

WHEREAS, ZIPAIR Tokyo, Inc. (Airline) conducts flight operations at San Francisco International Airport (Airport or SFO) pursuant to 2023 Airline Operating and Space Permit No. 5043; and

WHEREAS, Airline now desires to become a signatory airline by entering into a 2023 Lease, on the same terms and conditions as the other 2023 Lease signatories, except that the term will not commence until the first day of the calendar month following the receipt of full approvals of City, and will expire on the same expiration date of June 30, 2033; 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. 2022-09712ENV); 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

AIRPORT COMMISSION

CITY AND COUNTY OF SAN FRANCISCO

RESOLUTION NO. 23-0196

RESOLVED, that this Commission awards the 2023 Lease to ZIPAIR Tokyo, 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.

Page 2 of 2

*I hereby certify that the foregoing resolution was adopted by the Airport Commission*  
*at its meeting of*                      **AUG 15 2023**                     

  
*Secretary*



San Francisco International Airport

**MEMORANDUM**

August 15, 2023

23-0190

THROUGH

23-0196

= AUG 15 2023

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

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 AND DIRECT THE COMMISSION SECRETARY TO FORWARD THE LEASES TO THE BOARD OF SUPERVISORS FOR APPROVAL UNDER SECTION 9.118 OF THE CHARTER OF THE CITY AND COUNTY OF SAN FRANCISCO.

**Executive Summary**

A majority of airlines serving San Francisco International Airport (SFO or Airport) currently operate pursuant to the 2023 Airline Lease and Use Agreement (2023 Lease), which replaced the previous 2011 Airline Lease and Use Agreement (2011 Lease). Airport staff and airline representatives from the intended signatory airlines (Signatory Airlines) negotiated the form of the 2023 Lease, which went into effect on July 1, 2023 for a term of 10 years, with an expiration date of June 30, 2033. Staff now seeks approval of a 2023 Lease with each of the additional Airlines listed in Attachment 1 to this Memorandum, under the same terms, except that the lease term will commence on the first day of the month following receipt of full City approvals and terminate on the same expiration date of June 30, 2033.

**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. In December 2019, Airport staff and Signatory Airlines began negotiations for a new lease and use agreement to replace the 2011 Lease, originally set to expire on June 30, 2021. 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.

THIS PRINT COVERS CALENDAR ITEM NO. 6

AIRPORT COMMISSION CITY AND COUNTY OF SAN FRANCISCO

LONDON N. BREED  
MAYOR

MALCOLM YEUNG  
PRESIDENT

EVERETT A. HEWLETT, JR.  
VICE PRESIDENT

JANE NATOLI

JOSE F. ALMANZA

IVAR C. SATERO  
AIRPORT DIRECTOR



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 executed the same form of 2023 Lease, with only conforming changes reflecting the specific Signatory Airline and its demised premises.

### **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**: Commencing on the first day of the calendar month following receipt of full City approvals 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: Express 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 is offered to all airlines operating at SFO, including incumbents and new entrants, 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 and March 21, 2023, this Commission approved the 2023 Lease with a combined 40 air carriers.

Staff now seeks Commission award of the 2023 Lease with each of the airlines listed in Attachment 1, subject to the approval of the Board of Supervisors under Section 9.118 of the Charter of the City and County of San Francisco. The 2023 Leases executed by airlines after

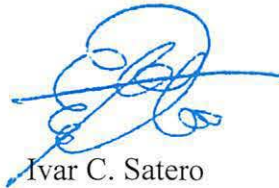
those awarded today will be brought forward for the Commission and the Board of Supervisors' approvals at various intervals in the future.

### **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 commonsense 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.

### **Recommendation**

I recommend adoption of the accompanying Resolutions awarding the 2023 Lease to each of the airlines listed in Attachment 1 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

Attachments

## **ATTACHMENT 1**

### **Signatory Airlines to the 2023 Lease and Use Agreement for Airport Commission Approval**

1. Aer Lingus Limited
2. Flair Airlines Ltd.
3. Hawaiian Airlines, Inc.
4. JetBlue Airways Corporation
5. Qatar Airways Group Q.C.S.C.
6. Transportes Aereos Portugueses, S.A. dba TAP Air Portugal
7. ZIPAIR Tokyo, Inc.

**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**

<b>State Law: California Environmental Quality Act (CEQA):</b> <b>Lead Agency: SF Planning Department – Environmental Planning Division</b>	<b>COMPLETED</b>
<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 <b>Attachment A</b> 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:  <a href="https://sfplanning.org/resource/ceqa-exemptions">https://sfplanning.org/resource/ceqa-exemptions</a></p>	
<b>Federal Law: National Environmental Policy Act (NEPA):</b> <b>Lead Agency: Federal Aviation Administration – SF Airports District Office (FAA SF ADO)</b>	<b>NOT APPLICABLE</b>
<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

S:\Global\BPEA\2022 Environmental Reviews

**TABLE 1: PROJECT ACTION ITEMS FOR PROJECTS WITH CALIFORNIA ENVIRONMENTAL QUALITY ACT (CEQA) EXEMPTIONS<sup>1</sup>**

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><b>PM/CM Action Item:</b> Notify your assigned BPEA staff of project scope changes.</p>	Throughout project development.
2	SAN FRANCISCO ADMINISTRATIVE CODE, CHAPTER 31	TIMING
	<p><b>Background:</b> 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><b>PM/CM Action Item:</b> 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"> <li>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.</li> <li>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.</li> </ul> <p><b>Consequences of Not Correctly Noticing an Approval Action:</b> 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"> <li>Construction activities must be stopped until the appeal is resolved.</li> <li>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.</li> </ul>	Upon receipt of CEQA Exemption approval.
3	FORMAL ACTIONS REQUIRING AIRPORT COMMISSION APPROVAL(S)	TIMING
	<p><b>PM/CM Action Item:</b> 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>	Notify BPEA prior to full routing of Commission package

<sup>1</sup> 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	<b>FORMAL ACTIONS REQUIRING AIRPORT COMMISSION APPROVAL(S) (CONTINUED)</b>	<b>TIMING</b>
	<p><b>AGENDA SHEET SUMMARY OF ITEM:</b></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><b>MEMORANDUM</b></p> <p>Include the following paragraph before the “Recommendation” paragraph:</p> <p><b><u>Environmental Review:</u></b></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><b>RESOLUTION</b></p> <p><b>RESOLUTION RECITALS:</b></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

<b>Project Address</b>		<b>Block/Lot(s)</b>
SFO: 2023 Lease and Use Agreement		
<b>Case No.</b>		<b>Permit No.</b>
2022-009712ENV		
<input type="checkbox"/> <b>Addition/ Alteration</b>	<input type="checkbox"/> <b>Demolition (requires HRE for Category B Building)</b>	<input type="checkbox"/> <b>New Construction</b>
<p><b>Project description for Planning Department approval.</b></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

<b>The project has been determined to be exempt under the California Environmental Quality Act (CEQA).</b>	
<input type="checkbox"/>	<b>Class 1 - Existing Facilities.</b> Interior and exterior alterations; additions under 10,000 sq. ft.
<input type="checkbox"/>	<b>Class 3 - New Construction.</b> 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><b>Class 32 - In-Fill Development.</b> 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><b>FOR ENVIRONMENTAL PLANNING USE ONLY</b></p>
<input type="checkbox"/>	<b>Other</b> _____
<input checked="" type="checkbox"/>	<b>Common Sense Exemption (CEQA Guidelines section 15061(b)(3)).</b> It can be seen with certainty that there is no possibility of a significant effect on the environment. <b>FOR ENVIRONMENTAL PLANNING USE ONLY</b>

**STEP 2: ENVIRONMENTAL SCREENING ASSESSMENT****TO BE COMPLETED BY PROJECT PLANNER**

<input type="checkbox"/>	<b>Air Quality:</b> 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> )
<input type="checkbox"/>	<b>Hazardous Materials:</b> 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? <b>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>)</b>
<input type="checkbox"/>	<b>Transportation:</b> 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?
<input type="checkbox"/>	<b>Archeological Resources:</b> 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.
<input type="checkbox"/>	<b>Subdivision/Lot Line Adjustment:</b> 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> ) <b>If box is checked, Environmental Planning must issue the exemption.</b>
<input type="checkbox"/>	<b>Average Slope of Parcel = or &gt; 25%, or site is in Edgehill Slope Protection Area or Northwest Mt. Sutro Slope Protection Area:</b> 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> ) <b>If box is checked, a geotechnical report is likely required and Environmental Planning must issue the exemption.</b>
<input type="checkbox"/>	<b>Seismic Hazard:</b> <input type="checkbox"/> <b>Landslide or</b> <input type="checkbox"/> <b>Liquefaction Hazard Zone:</b> 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> ) <b>If box is checked, a geotechnical report is required and Environmental Planning must issue the exemption.</b>
<b>Comments and Planner Signature (optional):</b> Don Lewis	

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

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

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

<b>Check all that apply to the project.</b>	
<input type="checkbox"/>	1. <b>Change of use and new construction.</b> Tenant improvements not included.
<input type="checkbox"/>	2. <b>Regular maintenance or repair</b> to correct or repair deterioration, decay, or damage to building.
<input type="checkbox"/>	3. <b>Window replacement</b> that meets the Department's <i>Window Replacement Standards</i> . Does not include storefront window alterations.
<input type="checkbox"/>	4. <b>Garage work.</b> 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. <b>Deck, terrace construction, or fences</b> not visible from any immediately adjacent public right-of-way.
<input type="checkbox"/>	6. <b>Mechanical equipment installation</b> that is not visible from any immediately adjacent public right-of-way.
<input type="checkbox"/>	7. <b>Dormer installation</b> that meets the requirements for exemption from public notification under <i>Zoning Administrator Bulletin No. 3: Dormer Windows</i> .
<input type="checkbox"/>	8. <b>Addition(s)</b> 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.
<b>Note: Project Planner must check box below before proceeding.</b>	
<input type="checkbox"/>	Project is not listed. <b>GO TO STEP 5.</b>
<input type="checkbox"/>	Project <b>does not conform</b> to the scopes of work. <b>GO TO STEP 5.</b>
<input type="checkbox"/>	Project involves <b>four or more</b> work descriptions. <b>GO TO STEP 5.</b>
<input type="checkbox"/>	Project involves <b>less than four</b> work descriptions. <b>GO TO STEP 6.</b>

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

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

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

**STEP 6: EXEMPTION DETERMINATION**  
**TO BE COMPLETED BY PROJECT PLANNER**

<input checked="" type="checkbox"/>	<b>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.</b>	
	<b>Project Approval Action:</b> Airport Commission Approval to Execute Agreement	<b>Signature:</b> Don Lewis 10/06/2022
	Once signed or stamped and dated, this document constitutes a n exemption pursuant to CEQA Guidelines and Chapter 31 of 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:**



## 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](mailto:ethics.commission@sfgov.org) . [www.sfethics.org](http://www.sfethics.org)

Received On:

File #: 231038

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

<b>TYPE OF FILING</b>	<b>DATE OF ORIGINAL FILING (for amendment only)</b>
Original	
<b>AMENDMENT DESCRIPTION – Explain reason for amendment</b>	

#### 2. CITY ELECTIVE OFFICE OR BOARD

<b>OFFICE OR BOARD</b>	<b>NAME OF CITY ELECTIVE OFFICER</b>
Board of Supervisors	Members

#### 3. FILER'S CONTACT

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

#### 4. CONTRACTING DEPARTMENT CONTACT

<b>NAME OF DEPARTMENTAL CONTACT</b>	<b>DEPARTMENT CONTACT TELEPHONE NUMBER</b>
Cathy widener	415-264-3704
<b>FULL DEPARTMENT NAME</b>	<b>DEPARTMENT CONTACT EMAIL</b>
AIR Airport Commission	cathy.widener@flysfo.com

5. CONTRACTOR	
<b>NAME OF CONTRACTOR</b> Aer Lingus Limited	<b>TELEPHONE NUMBER</b> 353 87 389 5612
<b>STREET ADDRESS (including City, State and Zip Code)</b> Hangar 6, Dublin Airport, Dublin, Ireland	<b>EMAIL</b> marta.drodz@aerlingus.com

6. CONTRACT		
<b>DATE CONTRACT WAS APPROVED BY THE CITY ELECTIVE OFFICER(S)</b>	<b>ORIGINAL BID/RFP NUMBER</b>	<b>FILE NUMBER (If applicable)</b> 231038
<b>DESCRIPTION OF AMOUNT OF CONTRACT</b> Per Formula		
<b>NATURE OF THE CONTRACT (Please describe)</b> Lease and Use Agreement (2023 - 2033) commencing on the first day of the calendar month following the receipt of full approvals of City, and will expire on the same expiration date of June 30, 2033		

7. COMMENTS
Formula of Description of Amount is defined in Exhibit O of the Lease and Use Agreement

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	EMBLETON	Lynne	Board of Directors
2	MORIARTY	Donal	Board of Directors
3	HAUN	Elizabeth	Board of Directors
4	HASELL	Aisling	Board of Directors
5	KAVANAGH	Stephen	Board of Directors
6	EMBLETON	Lynne	CEO
7	HAUN	Elizabeth	CFO
8	O'NEILL	Peter	COO
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#	LAST NAME/ENTITY/SUBCONTRACTOR	FIRST NAME	TYPE
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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><b>SIGNATURE OF CITY ELECTIVE OFFICER OR BOARD SECRETARY OR CLERK</b></p>  <p>BOS Clerk of the Board</p>	<p><b>DATE SIGNED</b></p>
---	---------------------------



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Cathy widener	415-264-3704
<b>FULL DEPARTMENT NAME</b>	<b>DEPARTMENT CONTACT EMAIL</b>
AIR Airport Commission	cathy.widener@flsfo.com

5. CONTRACTOR	
<b>NAME OF CONTRACTOR</b> Flair Airlines Ltd	<b>TELEPHONE NUMBER</b> 587-415-5075
<b>STREET ADDRESS (including City, State and Zip Code)</b> 4032 - 1000 Airport Road, Edmonton Int'l Airport CANAD	<b>EMAIL</b> Torne.mackenzie@flyflair.com

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<b>DATE CONTRACT WAS APPROVED BY THE CITY ELECTIVE OFFICER(S)</b>	<b>ORIGINAL BID/RFP NUMBER</b>	<b>FILE NUMBER (If applicable)</b> 231038
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2	DUTTON	Anthony	Board of Directors
3	JORDAN	Blair	Board of Directors
4	OUAKNINE	David	Board of Directors
5	OUAKNINE	Daniel	Board of Directors
6	PASKO	Steve W.	Board of Directors
7	SHEIKH	Muneeza	Board of Directors
8	WANDER	Josh	Board of Directors
9	JONES	Stephen	CEO
10	LEE	Joe	CFO
11	LUND	Garth	Other Principal Officer
12	WILK	Maciej	COO
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<p><b>SIGNATURE OF CITY ELECTIVE OFFICER OR BOARD SECRETARY OR CLERK</b></p>  <p>BOS Clerk of the Board</p>	<p><b>DATE SIGNED</b></p>
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### 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

<b>TYPE OF FILING</b>	<b>DATE OF ORIGINAL FILING (for amendment only)</b>
Original	
<b>AMENDMENT DESCRIPTION – Explain reason for amendment</b>	

#### 2. CITY ELECTIVE OFFICE OR BOARD

<b>OFFICE OR BOARD</b>	<b>NAME OF CITY ELECTIVE OFFICER</b>
Board of Supervisors	Members

#### 3. FILER'S CONTACT

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

#### 4. CONTRACTING DEPARTMENT CONTACT

<b>NAME OF DEPARTMENTAL CONTACT</b>	<b>DEPARTMENT CONTACT TELEPHONE NUMBER</b>
Cathy widener	415-264-3704
<b>FULL DEPARTMENT NAME</b>	<b>DEPARTMENT CONTACT EMAIL</b>
AIR Airport Commission	cathy.widener@flysfo.com



5. CONTRACTOR	
<b>NAME OF CONTRACTOR</b> Hawaiian Airlines, Inc.	<b>TELEPHONE NUMBER</b> 808-564-7447
<b>STREET ADDRESS (including City, State and Zip Code)</b> 3375 Koapaka St., G-350, Honolulu, HI 96819	<b>EMAIL</b> antony.tam@hawaiianair.com

6. CONTRACT		
<b>DATE CONTRACT WAS APPROVED BY THE CITY ELECTIVE OFFICER(S)</b>	<b>ORIGINAL BID/RFP NUMBER</b>	<b>FILE NUMBER (If applicable)</b> 231038
<b>DESCRIPTION OF AMOUNT OF CONTRACT</b> Per Formula		
<b>NATURE OF THE CONTRACT (Please describe)</b> Lease and Use Agreement (2023 - 2033) commencing on the first day of the calendar month following the receipt of full approvals of City, and will expire on the same expiration date of June 30, 2033.		

7. COMMENTS
Formula of Description of Amount is defined in Exhibit O of the Lease and Use Agreement

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	INGRAM	Peter	CEO
2	OKINAKA	Shannon	CFO
3	SNOOK	Jon	COO
4	OVERBEEK	Brent	Other Principal Officer
5	JACOBI	John	Other Principal Officer
6	HERSHFIELD	Lawrence S.	Board of Directors
7	INGRAM	Peter	Board of Directors
8	FRY	Earl E.	Board of Directors
9	HRDLICK	Jayne	Board of Directors
10	MCNAMARA	Michael	Board of Directors
11	ROSE	Crystal	Board of Directors
12	ZWERN	Richard	Board of Directors
13	WOERTH	DUANE e.	Board of Directors
14	BECK	Wendy A.	Board of Directors
15	VOSBERG	Craig E.	Board of Directors
16	AKINS	Daniel w.	Board of Directors
17	SCHNEIDER	Mark D.	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><b>SIGNATURE OF CITY ELECTIVE OFFICER OR BOARD SECRETARY OR CLERK</b></p>  <p>BOS Clerk of the Board</p>	<p><b>DATE SIGNED</b></p>
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## 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](mailto:ethics.commission@sfgov.org) . [www.sfethics.org](http://www.sfethics.org)

Received On:

File #: 231038

Bid/RFP #:

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Cathy widener	415-264-3704
<b>FULL DEPARTMENT NAME</b>	<b>DEPARTMENT CONTACT EMAIL</b>
AIR Airport Commission	cathy.widener@flysfo.com

5. CONTRACTOR	
<b>NAME OF CONTRACTOR</b> JetBlue Airways Corporation	<b>TELEPHONE NUMBER</b> 718-709-2202
<b>STREET ADDRESS (including City, State and Zip Code)</b> 27-01 Queens Plaza North, Long Island City, NY 11101	<b>EMAIL</b> martin.mares@jetblue.com

6. CONTRACT		
<b>DATE CONTRACT WAS APPROVED BY THE CITY ELECTIVE OFFICER(S)</b>	<b>ORIGINAL BID/RFP NUMBER</b>	<b>FILE NUMBER (If applicable)</b> 231038
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**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	BONEPARTH	Peter	Board of Directors
2	BALDANZA	B. Ben	Board of Directors
3	FORD	Monte	Board of Directors
4	MITTAL	Nik	Board of Directors
5	HAYES	Robin	Board of Directors
6	JEWETT	Ellen	Board of Directors
7	LEDUC	Robert	Board of Directors
8	MCCLURE	Teri P.	Board of Directors
9	O'HAGAN	Sarah Robb	Board of Directors
10	SHARMA	Vivek	Board of Directors
11	WINKELMANN	Thomas	Board of Directors
12	HAYES	Robin	CEO
13	HURLEY	Ursula	CFO
14	GERAGHTY	Joanna	COO
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<b>NAME OF DEPARTMENTAL CONTACT</b>	<b>DEPARTMENT CONTACT TELEPHONE NUMBER</b>
Cathy widener	415-264-3704
<b>FULL DEPARTMENT NAME</b>	<b>DEPARTMENT CONTACT EMAIL</b>
AIR Airport Commission	cathy.widener@flysfo.com

5. CONTRACTOR	
<b>NAME OF CONTRACTOR</b> Qatar Airways	<b>TELEPHONE NUMBER</b> 415.882.6017
<b>STREET ADDRESS (including City, State and Zip Code)</b> SFO, Mezz Lvl, Room T.3M.051, San Francisco, CA 94128	<b>EMAIL</b> sfokzqr@us.qatarairways.com

6. CONTRACT		
<b>DATE CONTRACT WAS APPROVED BY THE CITY ELECTIVE OFFICER(S)</b>	<b>ORIGINAL BID/RFP NUMBER</b>	<b>FILE NUMBER (If applicable)</b> 231038
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1	AL-KAABI	Saad Sharida	Board of Directors
2	AL-MAHMOUD	Mansoor Bin Ebrahi	Board of Directors
3	AL BAKER	Akbar	Board of Directors
4	AL-KHALIFA	Abdulla Mubarak	Board of Directors
5	AL-SHAIBI	Abdulrahman Ahmad	Board of Directors
6	AL-MANSOORI	Reem Bint Mohammed	Board of Directors
7	AL THANI	Faisal Bin Thani Bin Faisa	Board of Directors
8	NAYSMITH	Duncan	CFO
9	AL MEER	Badr Mohammed A A	COO
10	AL BAKER	Akbar	CEO
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Board of Supervisors	Members

#### 3. FILER'S CONTACT

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Angela Calvillo	415-554-5184
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Cathy widener	415-264-3704
<b>FULL DEPARTMENT NAME</b>	<b>DEPARTMENT CONTACT EMAIL</b>
AIR Airport Commission	cathy.widener@flsfo.com

5. CONTRACTOR	
<b>NAME OF CONTRACTOR</b> TRANSPORTES AEREOS PORTUGUESES, S. A. dba TAP AIR PORT	<b>TELEPHONE NUMBER</b> 201-491-7626
<b>STREET ADDRESS (including City, State and Zip Code)</b> 1 Rivertfront Plaza, 1037 Raymond Blvd., Newar, NJ 071	<b>EMAIL</b> rholewinski@tap.pt

6. CONTRACT		
<b>DATE CONTRACT WAS APPROVED BY THE CITY ELECTIVE OFFICER(S)</b>	<b>ORIGINAL BID/RFP NUMBER</b>	<b>FILE NUMBER (If applicable)</b> 231038
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#	LAST NAME/ENTITY/SUBCONTRACTOR	FIRST NAME	TYPE
1	CASTRO	Patricio	Board of Directors
2	LEHMANN	Ana	Board of Directors
3	PIRES	Gonçalo	Board of Directors
4	PIRES	Gonçalo	CFO
5	DUARTE	João	Board of Directors
6	SEQUEIRA	Ramiro	Board of Directors
7	FRANCO	Sofia	Board of Directors
8	FRANCO	Sofia	Other Principal Officer
9	RODRIGUEZ	Luís	Board of Directors
10	RODRIGUEZ	Luís	CEO
11	CHAVES	Mário	Board of Directors
12	CHAVES	Mário	COO
13	HENRIQUEZ	Jose	Board of Directors
14	HENRIQUEZ	Jose	Other Principal Officer
15	CARDOSO	Maria	Board of Directors
16	CARDOSO	Maria	Other Principal Officer
17	Portuguese	Republic	Shareholder
18			
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<b>FULL DEPARTMENT NAME</b>	<b>DEPARTMENT CONTACT EMAIL</b>
AIR Airport Commission	cathy.widener@flysfo.com

5. CONTRACTOR	
<b>NAME OF CONTRACTOR</b> ZIPAIR Tokyo, Inc.	<b>TELEPHONE NUMBER</b> 81-476-32-8819
<b>STREET ADDRESS (including City, State and Zip Code)</b> #407, North Wing, Terminal 1, Narita Int'l Airport	<b>EMAIL</b> zipair_uz@ml.jal.com

6. CONTRACT		
<b>DATE CONTRACT WAS APPROVED BY THE CITY ELECTIVE OFFICER(S)</b>	<b>ORIGINAL BID/RFP NUMBER</b>	<b>FILE NUMBER (If applicable)</b> 231038
<b>DESCRIPTION OF AMOUNT OF CONTRACT</b> Per Formula		
<b>NATURE OF THE CONTRACT (Please describe)</b> Lease and Use Agreement (2023 - 2033) commencing on the first day of the calendar month following the receipt of full approvals of City, and will expire on the same expiration date of June 30, 2033.		

7. COMMENTS
Formula of Description of Amount is defined in Exhibit O of the Lease and Use Agreement

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	IWAKOSHI	Hiroo	Board of Directors
2	NISHIDA	Shingo	Board of Directors
3	FUKADA	Yasuhiro	Other Principal Officer
4	YOSHIKAWA	Kenichi	Other Principal Officer
5	NISHIYAMA	Ichiro	Other Principal Officer
6	NISHIDA	Shingo	CEO
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**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
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**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
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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.**

<p><b>SIGNATURE OF CITY ELECTIVE OFFICER OR BOARD SECRETARY OR CLERK</b></p>  <p>BOS Clerk of the Board</p>	<p><b>DATE SIGNED</b></p>
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San Francisco International Airport

October 5, 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 Seven 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 the first day of the calendar month following the receipt of full approvals of City, and will 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. 23-0190 through 23-0196;
- 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.

Please contact Cathy Widener, Chief External Airport Government Affairs at 650-821-5023 if you have any questions or concerns regarding this matter.

Very truly yours,

*Kantrice Ogletree /s/*

Kantrice Ogletree  
Director of Commission Affairs

Enclosures