

AIRPORT COMMISSION
CITY AND COUNTY OF SAN FRANCISCO
15-0101
RESOLUTION NO. _____

**APPROVAL OF AMENDMENT NO. 2 TO DOMESTIC TERMINAL FOOD AND
BEVERAGE PROGRAM LEASE NO. 03-0183 WITH BAYPORT CONCESSIONS, LLC,
AND DIRECT THE COMMISSION SECRETARY TO FORWARD AMENDMENT NO. 2
TO THE BOARD OF SUPERVISORS FOR APPROVAL**

- WHEREAS, pursuant to Resolution No. 03-0183, adopted on February 23, 2003, the Airport Commission ("Commission") awarded the Domestic Terminal Food and Beverage Program Lease No. 03-0183 (the "Lease") to Bayport Concessions, LLC ("Bayport"), for two locations, one in Terminal 3 East and the other in Terminal 1 Boarding Area B for a term of ten years with one option to extend the term by two years; and
- WHEREAS, pursuant to Resolution No. 09-0111, adopted May 22, 2009, the Commission approved an early exercise of the option, thus extending the term of the Lease to May 21, 2017; and
- WHEREAS, the Terminal 3 East renovation project required the demolition of Tenant's facility in Terminal 3 and in anticipation of such demolition, the Commission adopted Resolution No. 13-0175 on August 13, 2013, approving Amendment No. 1 to the Lease ("Amendment No. 1"), which offered a replacement for Bayport's Terminal 3 Premises with a new ten year term for that location; and
- WHEREAS, the Airport has determined that the Terminal 3 replacement premises contemplated by Amendment No. 1 are no longer available due to further changes in Terminal 3 East's overall design and the Airport's need for more space for public circulation; and
- WHEREAS, the Airport has identified new replacement for Bayport's Terminal 3 premises comprised of approximately 787 square feet in the Terminal 3 Boarding Area F Hub available to Tenant in September 2015, and the Airport desires to lease to Bayport such space for a term of seven years with three one-year options to extend exercisable at the Commission's discretion; and
- WHEREAS, as a result of the Terminal 1 redevelopment program, Bayport's Terminal 1 Boarding Area B location will need to permanently close in or around June 2016, which is earlier than the May 21, 2017, expiration of the Lease term for such premises; and

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WHEREAS, the Airport desires to lease to Bayport comparable replacement space in Terminal 1 through September 2019 or until such time as the present Terminal 1, Boarding Area B is decommissioned; and

WHEREAS, the Minimum Annual Guarantee portion of the rental and other fees and charges due from Bayport under the Lease and which are tied to square footage will be adjusted to reflect the change (if any) in the square footage of the premises; now, therefore, be it

RESOLVED, that this Commission hereby approves Amendment No. 2 to the Domestic Terminal Food and Beverage Program Lease No. 03-0183 with Bayport Concessions, LLC, for the lease of a new Terminal 3 replacement premises for a term of seven years with three one year options to extend, and which, in consideration of the Airport's closure of Bayport's existing facility in Terminal 1, leases to Bayport a space of comparable square footage in Terminal 1, Boarding Area B, commencing in or around June 2016 and expiring in or around September 2019; and, be it further

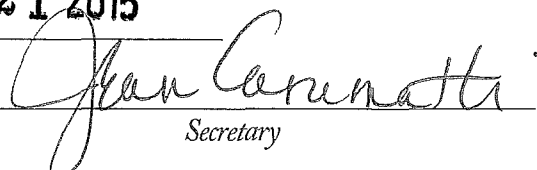
RESOLVED, that this Commission hereby directs the Commission Secretary to forward Amendment No. 2 to the Board of Supervisors for approval pursuant to Section 9.118 of the Charter of the City and County of San Francisco.

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

at its meeting of _____

APR 21 2015


Secretary