

BY AUTHORITY

1  
2 ORDINANCE NO. \_\_\_\_\_  
3 SERIES OF 2011

COUNCIL BILL NO. \_\_\_\_\_  
COMMITTEE OF REFERENCE:  
BUSINESS, WORKFORCE & SUSTAINABILITY

A BILL

7 For an ordinance approving a proposed Second Amendment to Airport Use and  
8 Facilities Lease Agreement between the City and County of Denver and American  
9 Airlines, Inc., related to leased space at Denver International Airport.

11 **BE IT ENACTED BY THE COUNCIL OF THE CITY AND COUNTY OF DENVER:**

12 **Section 1.** The proposed Second Amendment to Airport Use and Facilities Lease Agreement  
13 between the City and County of Denver and American Airlines, Inc., in the words and figures  
14 contained and set forth in that form of Second Amendment to Airport Use and Facilities Lease  
15 Agreement filed in the office of the Clerk and Recorder, Ex-Officio Clerk of the City and County of  
16 Denver, on the 24th day of March, 2011, City Clerk's Filing No. 05-332-B is hereby approved.

18 COMMITTEE APPROVAL DATE: March 18, 2011

19 MAYOR-COUNCIL DATE: March 22, 2011

20 PASSED BY THE COUNCIL \_\_\_\_\_ 2011  
21 \_\_\_\_\_ - PRESIDENT

22 APPROVED: \_\_\_\_\_ - MAYOR \_\_\_\_\_ 2011

23 ATTEST: \_\_\_\_\_ - CLERK AND RECORDER,  
24 EX-OFFICIO CLERK OF THE  
25 CITY AND COUNTY OF DENVER

26 NOTICE PUBLISHED IN THE DAILY JOURNAL \_\_\_\_\_ 2011; \_\_\_\_\_ 2011

27 PREPARED BY: ~~Helen Eckardt Raabe~~ Helen Eckardt Raabe DATE: March 24, 2011

28 Pursuant to section 13-12, D.R.M.C., this proposed ordinance has been reviewed by the office of the  
29 City Attorney. We find no irregularity as to form and have no legal objection to the proposed  
30 ordinance. The proposed ordinance is submitted to the City Council for approval pursuant to § 3.2.6  
31 of the Charter.

33 David R. Fine, City Attorney

34 BY: \_\_\_\_\_, \_\_\_\_\_ City Attorney

35 DATE: March 24, 2011



**SECOND AMENDMENT TO  
AIRPORT USE AND FACILITIES LEASE AGREEMENT**

THIS SECOND AMENDMENT TO AGREEMENT is made and entered into as of this \_\_\_\_\_ day of \_\_\_\_\_, 2011, by and between the City and County of Denver, a municipal corporation of the State of Colorado ("the City"), and AMERICAN AIRLINES, INC., a Delaware corporation ("Airline," ) Party of the Second Part.

**WITNESSETH**

**WHEREAS**, the parties hereto entered into a certain Airport Use and Facilities Lease Agreement dated May 24, 2005, as amended by a First Amendment dated March 27, 2007 (the "Existing Agreement"), under which the City leased certain premises and facilities to the Airline for its use at Denver International Airport ("Airport"); and

**WHEREAS**, the parties hereto desire to amend the Existing Agreement as hereinafter provided;

**NOW, THEREFORE**, the Existing Agreement is modified as set forth herein.

1. The attached Exhibit C-2 and C-International hereto, replace the Existing Agreement Exhibit C effective May 1, 2010 in its entirety.
2. Exhibit D-2, attached hereto, replaces Exhibit D-1 of the Existing Agreement, effective on the dates specified in the attached revised Exhibit D-2.
3. Paragraph 6.01, "TERM OF AGREEMENT," of the Existing Agreement is deleted in its entirety and replaced with the following:

"The term of this Agreement shall commence on March 1, 2005 and shall terminate on December 31, 2011, unless this Agreement is earlier cancelled, terminated, or extended as hereinafter provided."

4. The following Section 2.07 is inserted following Section 2.06 of the Existing Agreement:

**2.07 USE OF INTERNATIONAL GATES ON CONCOURSE A**

The Airline will be assigned, on a subordinated use basis, certain areas on Concourse A as designated in Exhibit C-International, subject to the conditions set forth herein and in accordance with the reasonable and nondiscriminatory rules and regulations regarding the operation and use of the international gates as such rules and regulations exhibit or may be promulgated in the future. Specifically, such gates are subject to priority use by international flights as set forth in the "Rules and Regulations for the Management, Operations, Control and Use of the Denver Municipal Airport System (the Airport Rules and Regulations). Use of such gates by the Airline will be assessed at Preferential Rates.

05-332-B

Airline agrees that if all international gates (A33/35/37/39/41/43) are occupied by international aircraft, the Manager may assign an international aircraft to international gates A45/47, and the City will provide Airline with comparable preferential use space at the airport as near as possible to international gates A45/47.

5. Except as otherwise modified or amended herein, all of the terms and conditions of the Existing Agreement shall remain in full force and effect as though set out in full herein.

6. This Second Amendment to Agreement shall not be effective or binding on the City until approved by the Denver City Council and fully executed by all signatories of the City and County of Denver.

[SIGNATURE PAGE FOLLOWS]

IN WITNESS WHEREOF, the parties hereto have caused this Second Amendment to Agreement to be executed as of the day and year first above written.

ATTEST:

CITY AND COUNTY OF DENVER

By \_\_\_\_\_  
STEPHANIE Y. O'MALLEY  
Clerk and Recorder, Ex-Officio Clerk of  
the City and County of Denver

By \_\_\_\_\_  
Mayor

RECOMMENDED AND APPROVED:

By  \_\_\_\_\_  
Manager of Aviation

APPROVED AS TO FORM:

DAVID R. FINE, Attorney  
for the City and County of Denver

By \_\_\_\_\_  
Assistant City Attorney


REGISTERED AND COUNTERSIGNED:

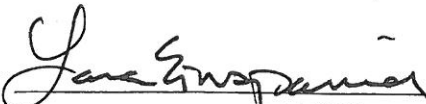
By \_\_\_\_\_  
Manager of Finance  
Contract Control No. AR 56003(2)

By \_\_\_\_\_  
Auditor

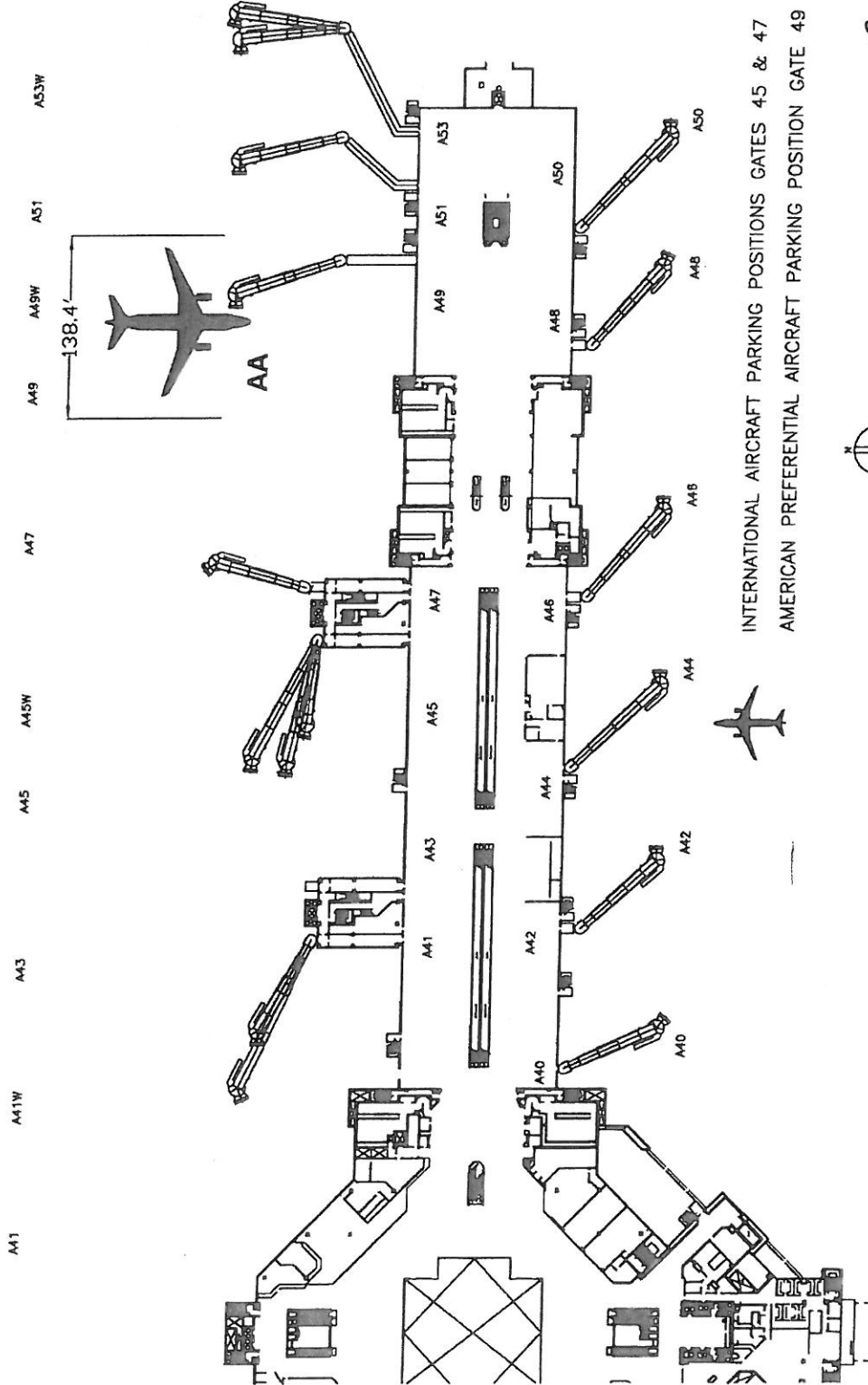
PARTY OF THE FIRST PART

AMERICAN AIRLINES, INC.

ATTEST:  
By  \_\_\_\_\_  
Title Lease Administrator

By  \_\_\_\_\_  
Title LAURA A. EINSPANIER  
Vice President  
Corporate real Estate

PARTY OF THE SECOND PART



INTERNATIONAL AIRCRAFT PARKING POSITIONS GATES 45 & 47  
 AMERICAN PREFERENTIAL AIRCRAFT PARKING POSITION GATE 49

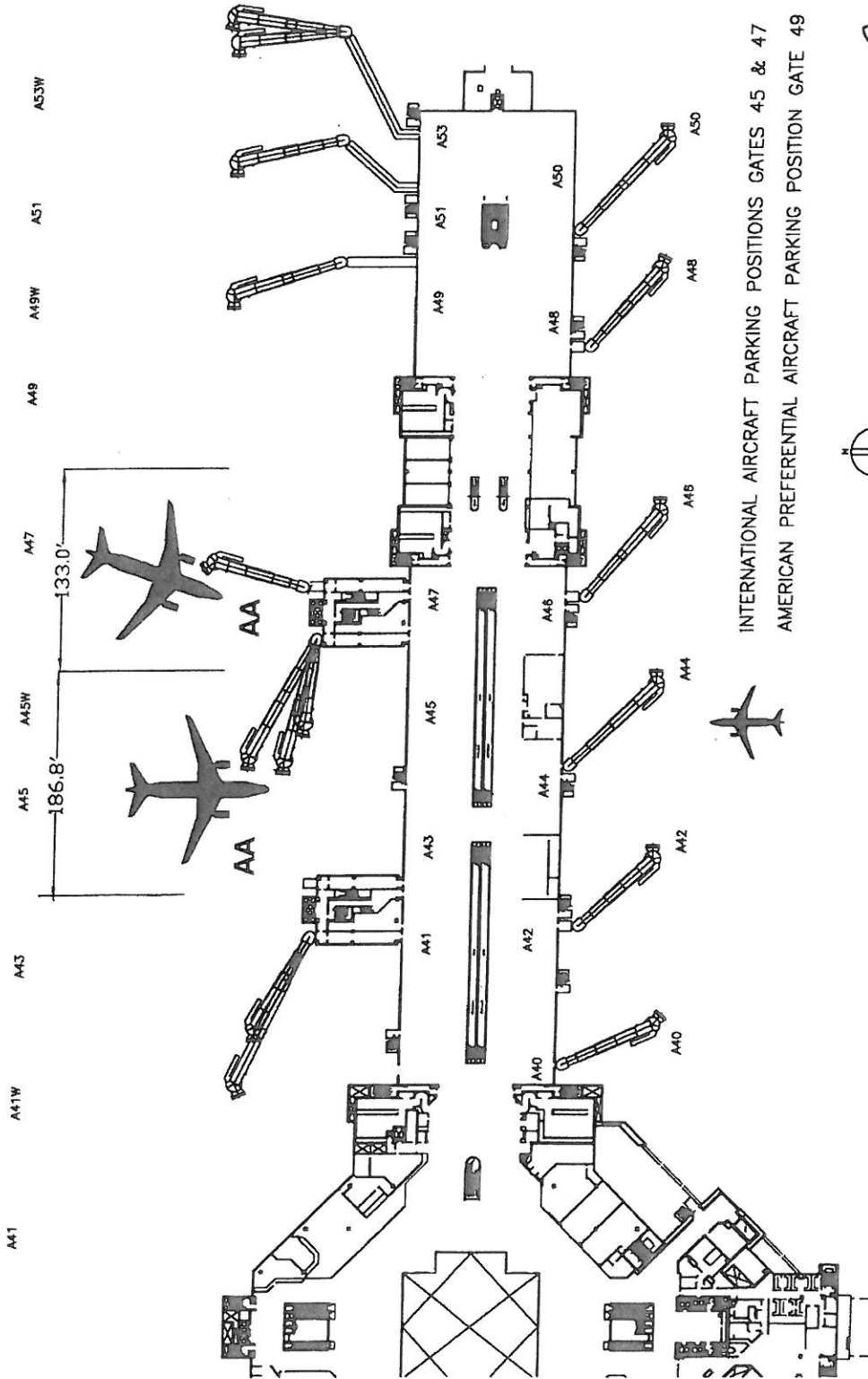


SCALE 1" = 120'

*[Signature]*  
 MANAGER OF DESIGN

NOTE: This exhibit depicts only square footage of leased area based upon planning data and is not intended to address construction details.

REVISED				KEY PLAN CONCOURSE A
				DENVER INTERNATIONAL AIRPORT EXHIBIT C-2 PARKING POSITIONS AMERICAN AIRLINES CC#: AMAL DATE: 4/20/10

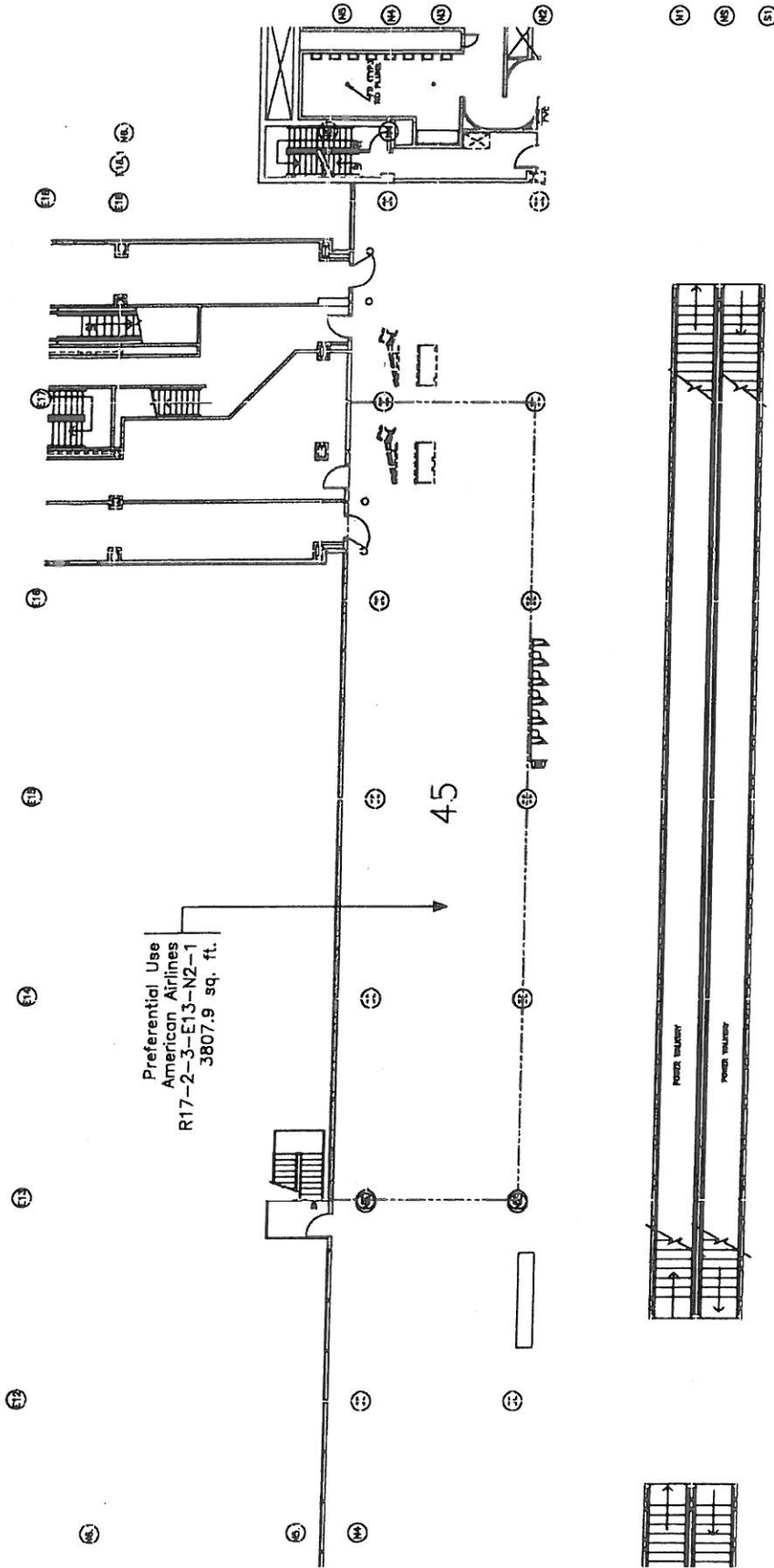


SCALE 1" = 120'

*Richard K. ...*  
 MANAGER OF DESIGN

NOTE: This exhibit depicts only square footage of leased area based upon planning data and is not intended to address construction details.

KEY PLAN CONCOURSE A			REVISED	DENVER INTERNATIONAL AIRPORT
				EXHIBIT C-INTERNATIONAL PARKING POSITIONS AMERICAN AIRLINES
			CC#: AMAL	DATE: 4/20/10



*Handwritten signature*

MANAGER OF DESIGN  
 DENVER INTERNATIONAL AIRPORT  
 EXHIBIT C-Intl  
 Concourse A Conc. Level  
 American Airlines  
 CC#: arial  
 DATE: 3/25/93

NOTE: This exhibit depicts only square footage of leased area based upon planning date and is not intended to address construction details.

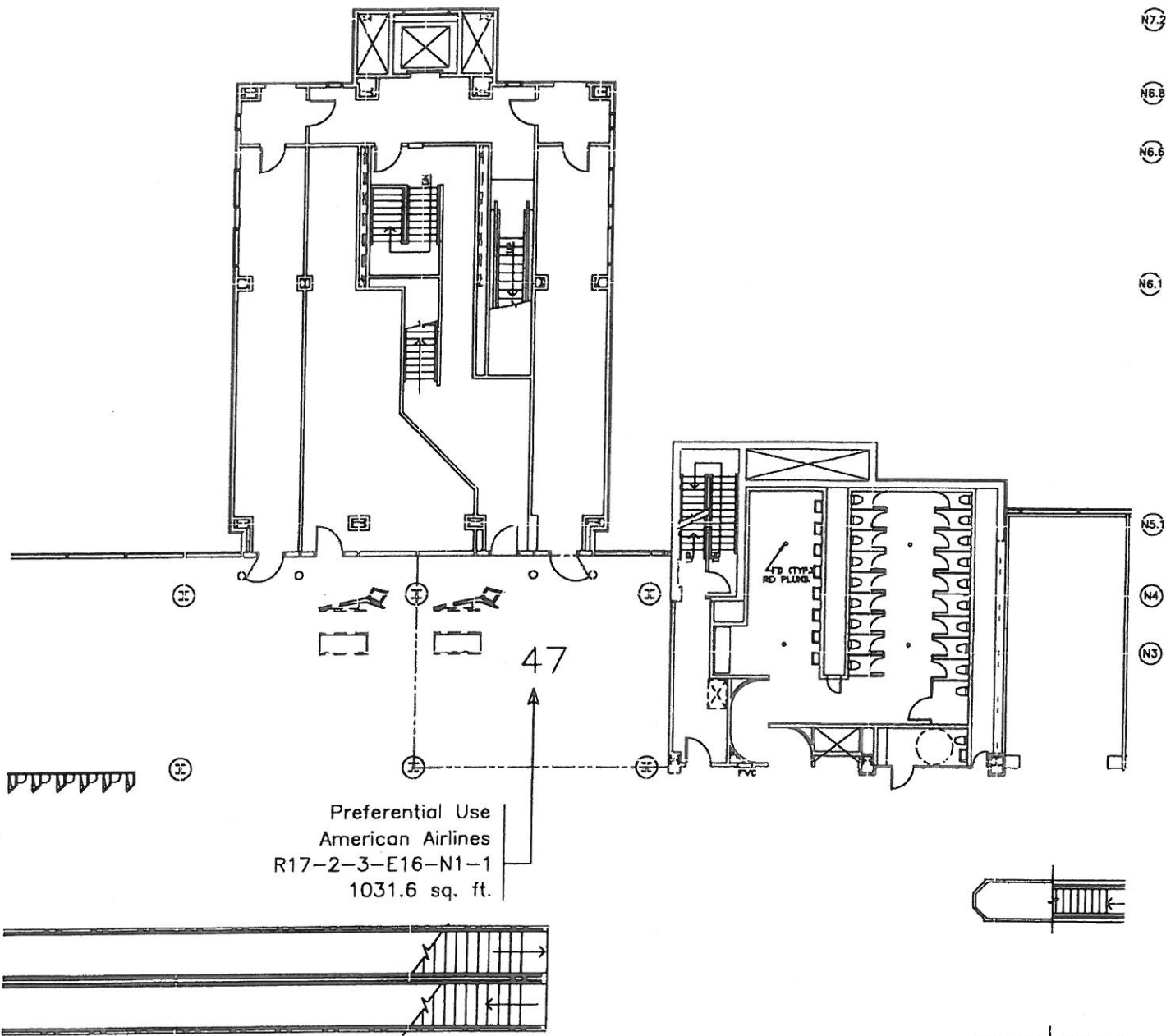
REVISED	3/15/00
	2/19/10
KEY PLAN CONCOURSE A	

SCALE 1" = 20.00'

CONC. TRAILERY (BY CITY)  
 DENVER INTERNATIONAL AIRPORT (BY CITY)  
 AIRPORT TRAILERY (BY CITY)  
 TRAILERY (BY CITY)  
 CONC. TRAILERY  
 NIC is Not Included  
 (By Letter or By R. Check)

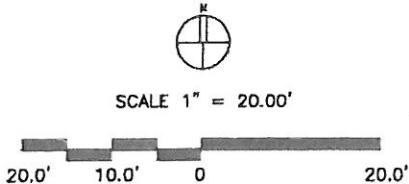


Exhibit C-International, Page 3 of 3



Preferential Use  
American Airlines  
R17-2-3-E16-N1-1  
1031.6 sq. ft.

- CONC. WALL (BY CITY)
- STUD/GYPSUM WALL (BY CITY)
- GLASS WALL (BY CITY)
- TENANT LEASE LINE
- COLLUMNS
- NIC = Not Included  
(In Lease or Sq. Ft. Calc.)



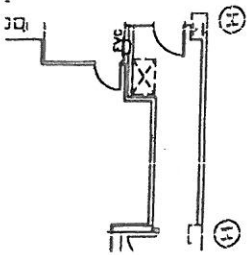
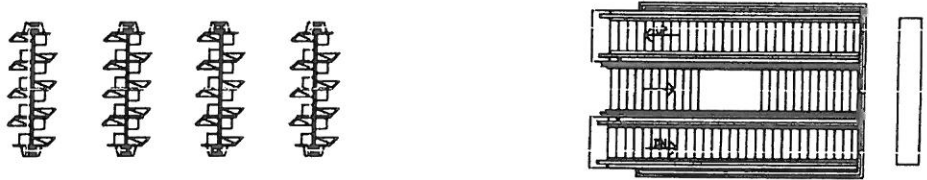
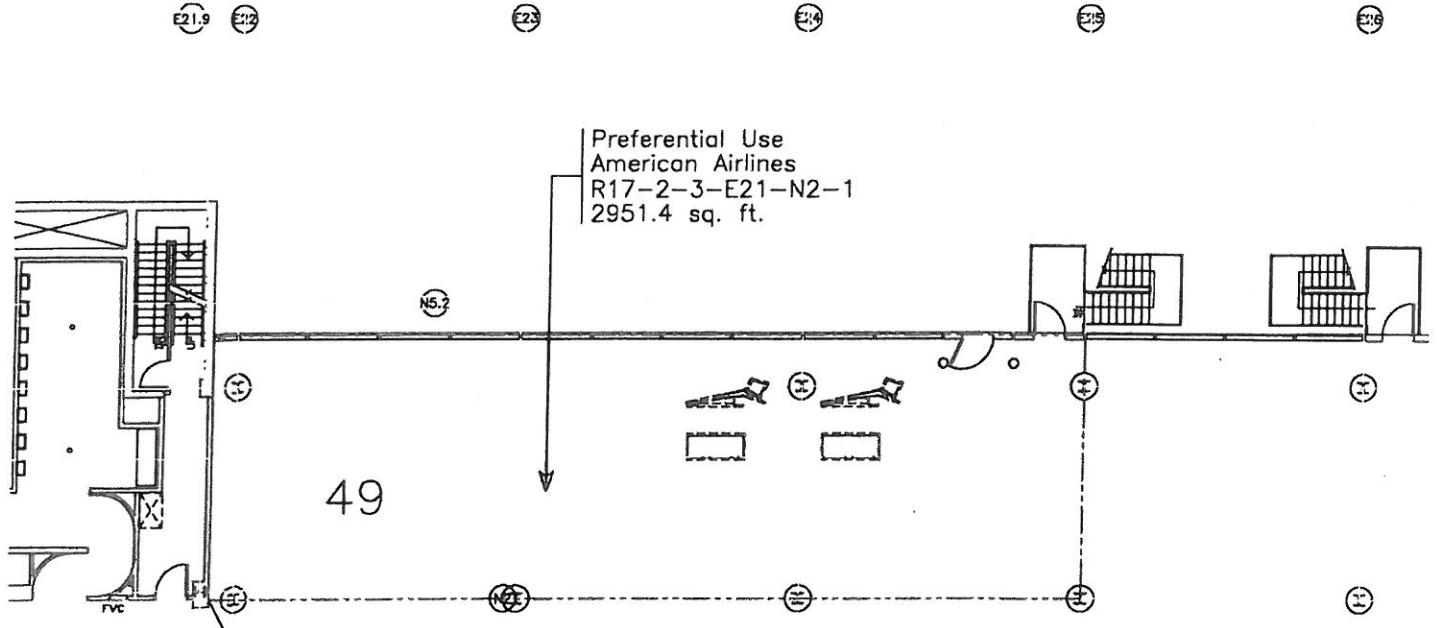
*Ronald Form*  
MANAGER OF DESIGN

NOTE: This exhibit depicts only square footage of leased area based upon planning data and is not intended to address construction details.

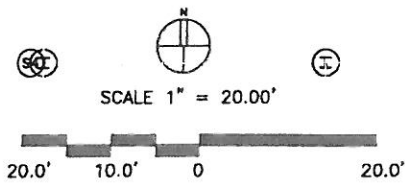
<p>KEY PLAN CONCOURSE A</p>		REVISED	DENVER INTERNATIONAL AIRPORT
		3/15/00	EXHIBIT C-Intl Concourse A Conc. Level American Airlines
		2/19/10	CC#: amal
			DATE: 8/2/95

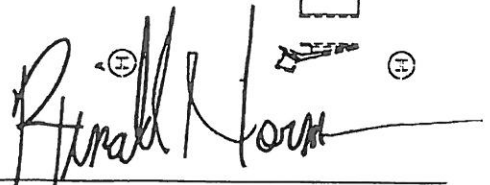
Exhibit D-2

Effective May 1, 2010 to End of Term



CONC. WALL (BY CITY)  
 STUO/CYPSUM WALL (BY CITY)  
 GLASS WALL (BY CITY)  
 TENANT LEASE LINE  
 (H) (I) COLUMNS  
 NIC = Not Included  
 (In Lease or Sq. Ft. Calc.)



  
 MANAGER OF DESIGN

NOTE: This exhibit depicts only square footage of leased area based upon planning data and is not intended to address construction details.

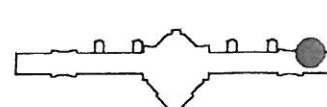

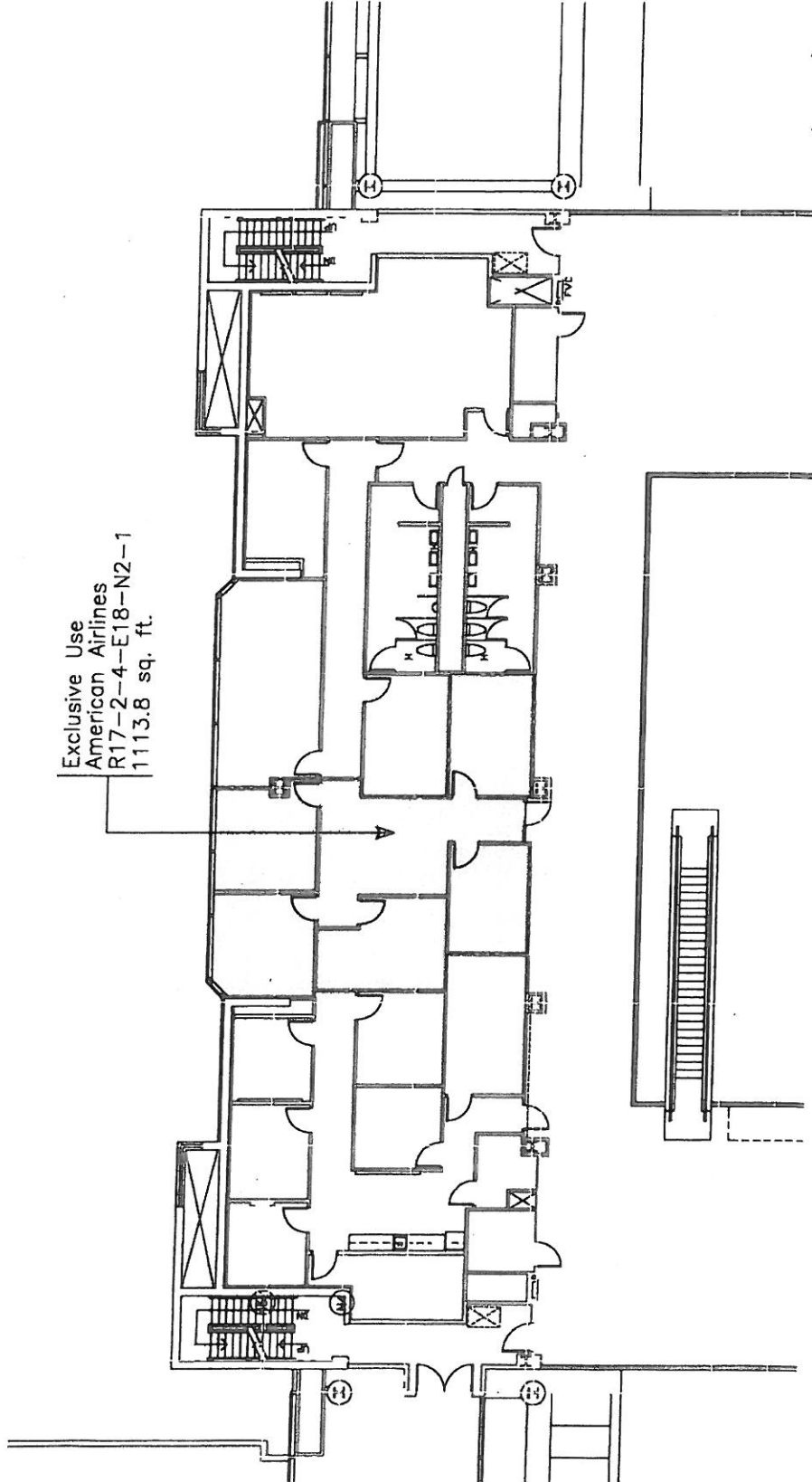
 KEY PLAN CONCOURSE A		REVISED	DENVER INTERNATIONAL AIRPORT	
		3/15/00	EXHIBIT D -2	
		2/19/10	Concourse A Conc. Level	
			American Airlines	
			CC#: amal	DATE: 9/20/95

Exhibit D-2

Effective May 1, 2010 to End of Term

Exclusive Use  
American Airlines  
R17-2-4-E18-N2-1  
1113.8 sq. ft.



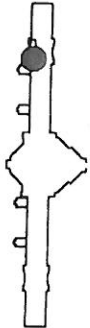
*Frank York*  
MANAGER OF DESIGN  
not intended to address construction details.

SCALE 1" = 20.00'



NOTE: This exhibit depicts only square footage of leased area based upon planning data and is not intended to address construction details.

- CONC. WALL (BY CITY)
- GLASS WALL (BY CITY)
- GLASS WALL (BY CITY)
- TENANT LEASE LINE
- columns
- NIC = Not Included (In Leases or Sk. Pl. Docs.)



KEY PLAN CONCOURSE A

REVISIONS	DENVER INTERNATIONAL AIRPORT
	EXHIBIT D-2
	Concourse A Mezz. Level
	American Airlines
CC#:	amal
DATE:	2/23/10

R17-2-4-15-21

E18, E19, E20, E21, E22

N2, N4, N2, N2, N1, N5

E21

E21.4

E22

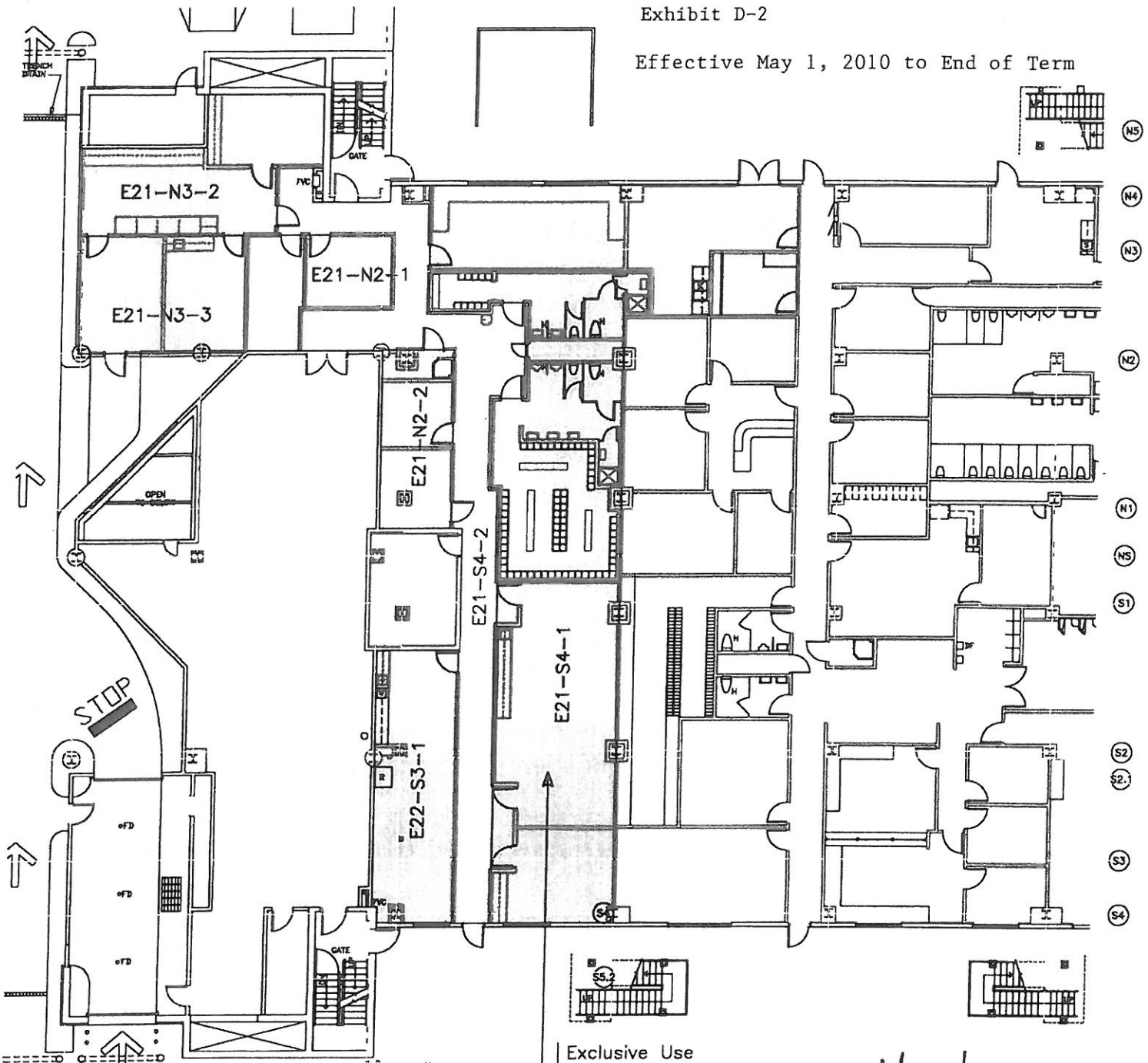
E23

E24

E25

Exhibit D-2

Effective May 1, 2010 to End of Term



Exclusive Use  
 American Airlines  
 R17-2-2-E21-S4-1  
 4476.9 sq. ft.

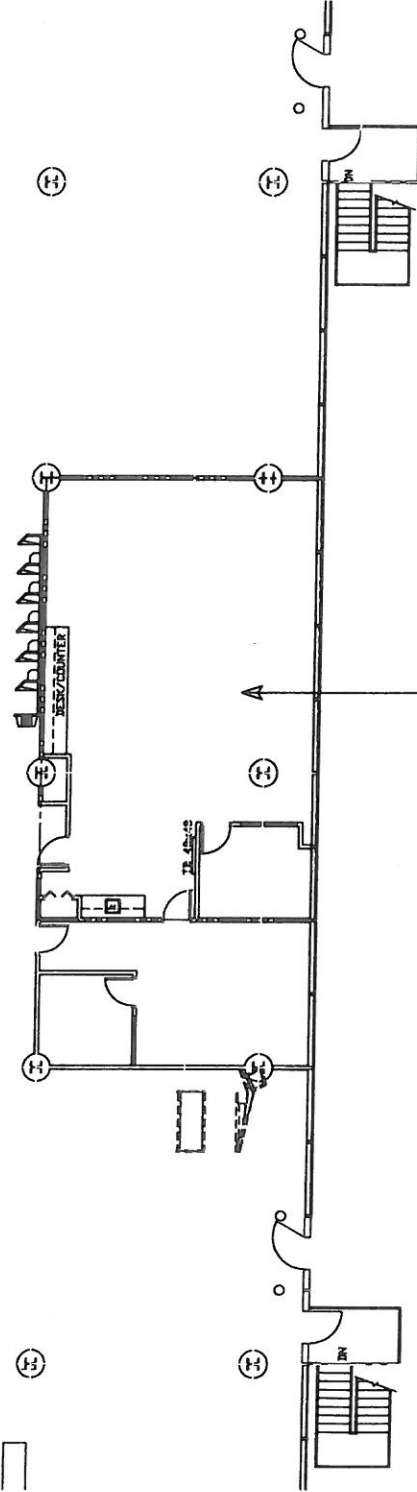
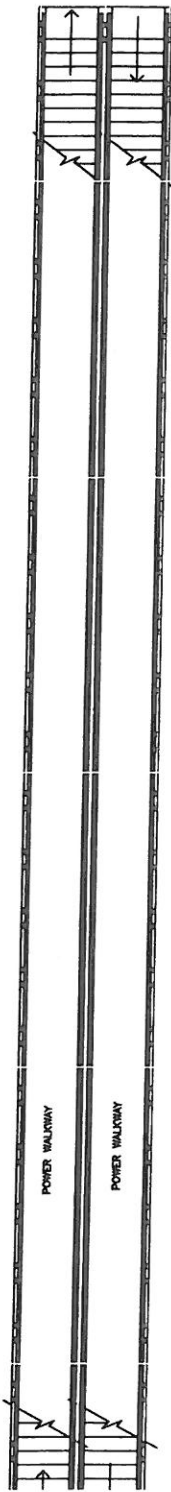
*Ronald Horn*  
 MANAGER OF DESIGN

SCALE 1" = 20.00'



NOTE: This exhibit depicts only square footage of leased area based upon planning data and is not intended to address construction details.

 KEY PLAN CONCOURSE A		REVISED	DENVER INTERNATIONAL AIRPORT	
			EXHIBIT D -2 Concourse A Apron Level American Airlines	
		CC#: amal	DATE: 03/03/10	



Exclusive Use  
 American Airlines  
 R17-2-3-E14-S4-1  
 1429.7 sq. ft.



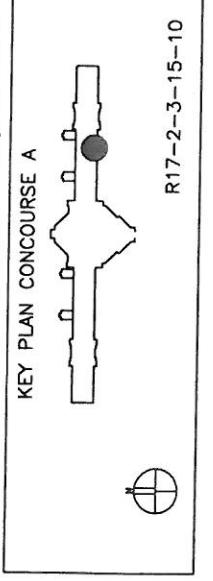
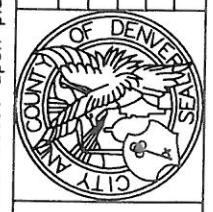
SCALE 1" = 20.00'



*[Signature]*  
 MANAGER OF DESIGN

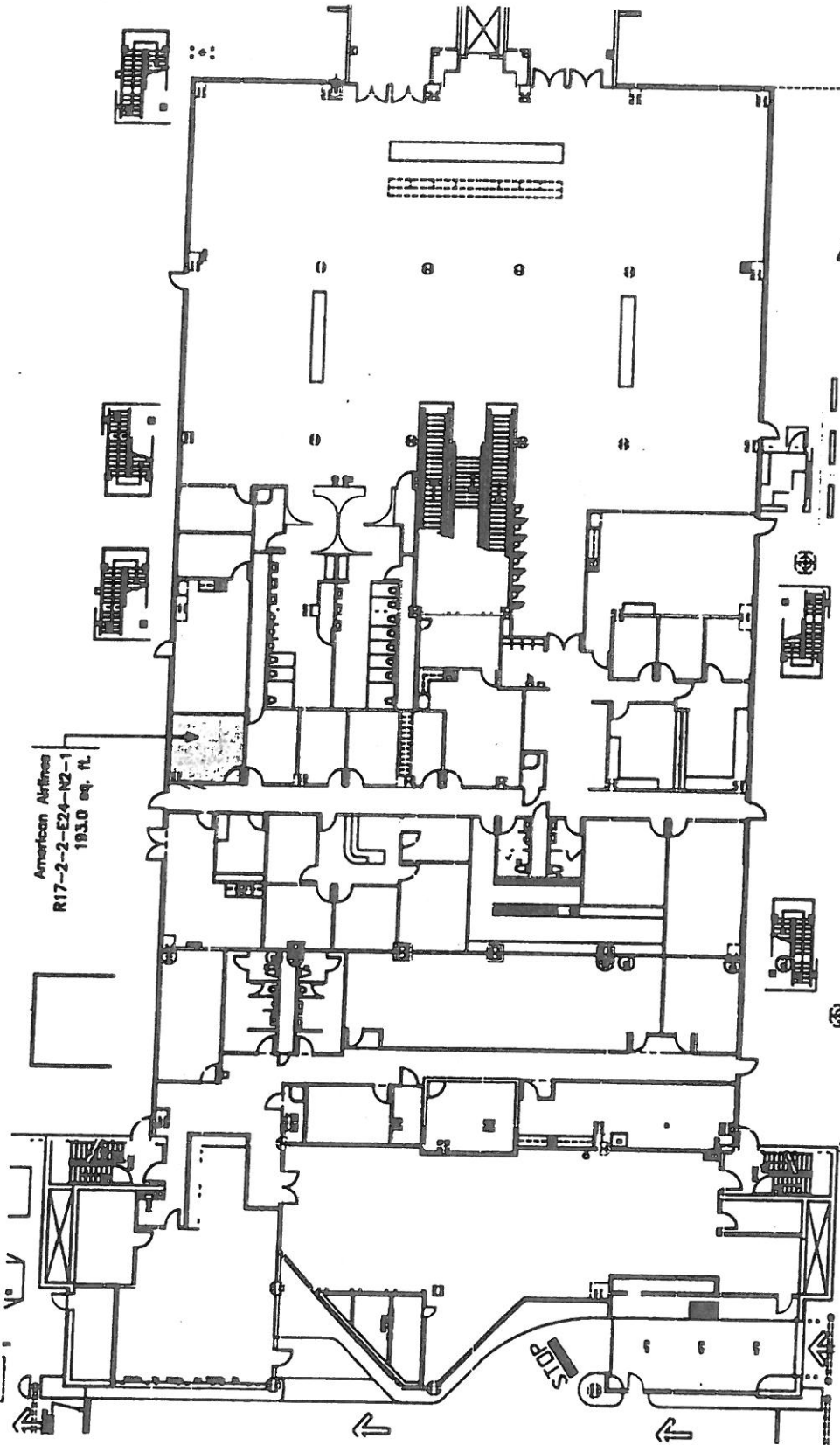
NOTE: This exhibit depicts only square footage of leased area based upon planning data and is not intended to address construction details.

- CONC. WALL (BY CITY)
- STUD/GYPSUM WALL (BY CITY)
- GLASS WALL (BY CITY)
- TENANT LEASE LINE
- (H) COLUMNS
- NIC = Not Included  
 (In Lease or Sub. Pl. Code.)



REVISIONS	DENVER INTERNATIONAL AIRPORT
	EXHIBIT D-2
	Concourse A Conc. Level
	American Airlines
CC#: amal	DATE: 4/12/10

Exhibit D-2  
 Effective 10/1/2010 to End of Term

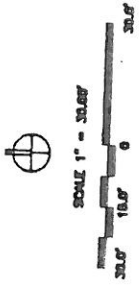
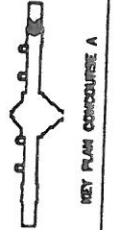


*Handwritten signature: R. K. [unclear]*

MANAGER OF DESIGN

NOTE: This exhibit depicts only square footages of leased area based upon planning data and is not intended to address construction details.

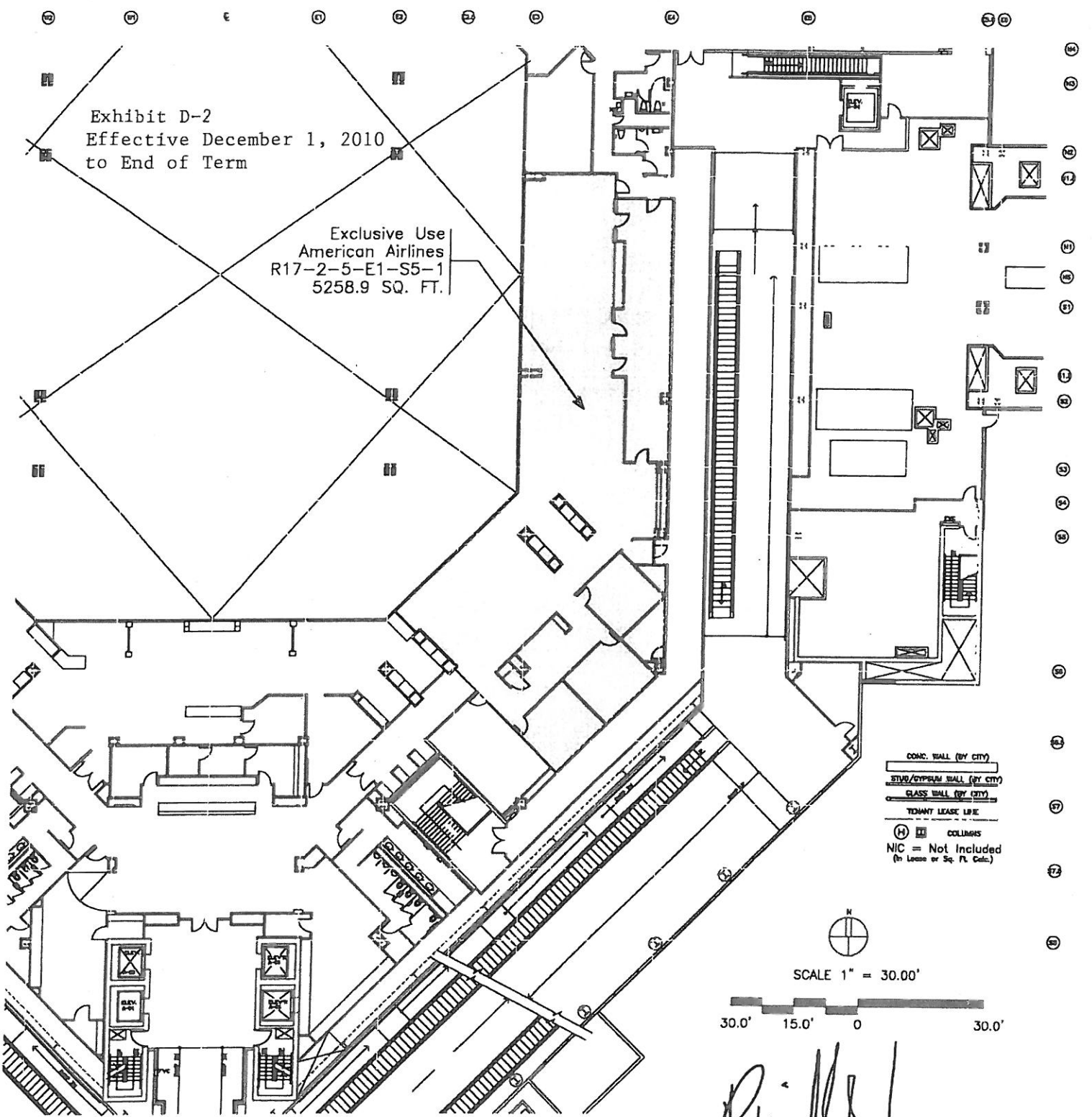
REVISIONS	DENVER INTERNATIONAL AIRPORT
	EXHIBIT D-2
	Concourse A Apron Level
	American Airlines
DATE: 9/3/10	



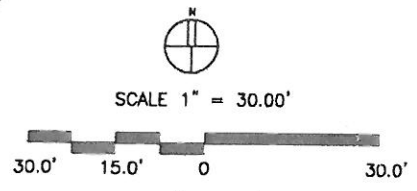
DATE: 09/03/10  
 PROJECT: DENVER INTERNATIONAL AIRPORT  
 DRAWING: EXHIBIT D-2  
 SCALE: 1" = 30.00'  
 N/C: Not to Scale  
 FOR: [unclear]

Exhibit D-2  
 Effective December 1, 2010  
 to End of Term

Exclusive Use  
 American Airlines  
 R17-2-5-E1-S5-1  
 5258.9 SQ. FT.



CONC. WALL (BY CITY)  
 STUD/STYPAN WALL (BY CITY)  
 GLASS WALL (BY CITY)  
 TENANT LEASE LINE  
 (H) (I) COLUMNS  
 NIC = Not Included  
 (In Lease or Sq. Ft. Calc.)



*Rinald Horn*  
 MANAGER OF DESIGN

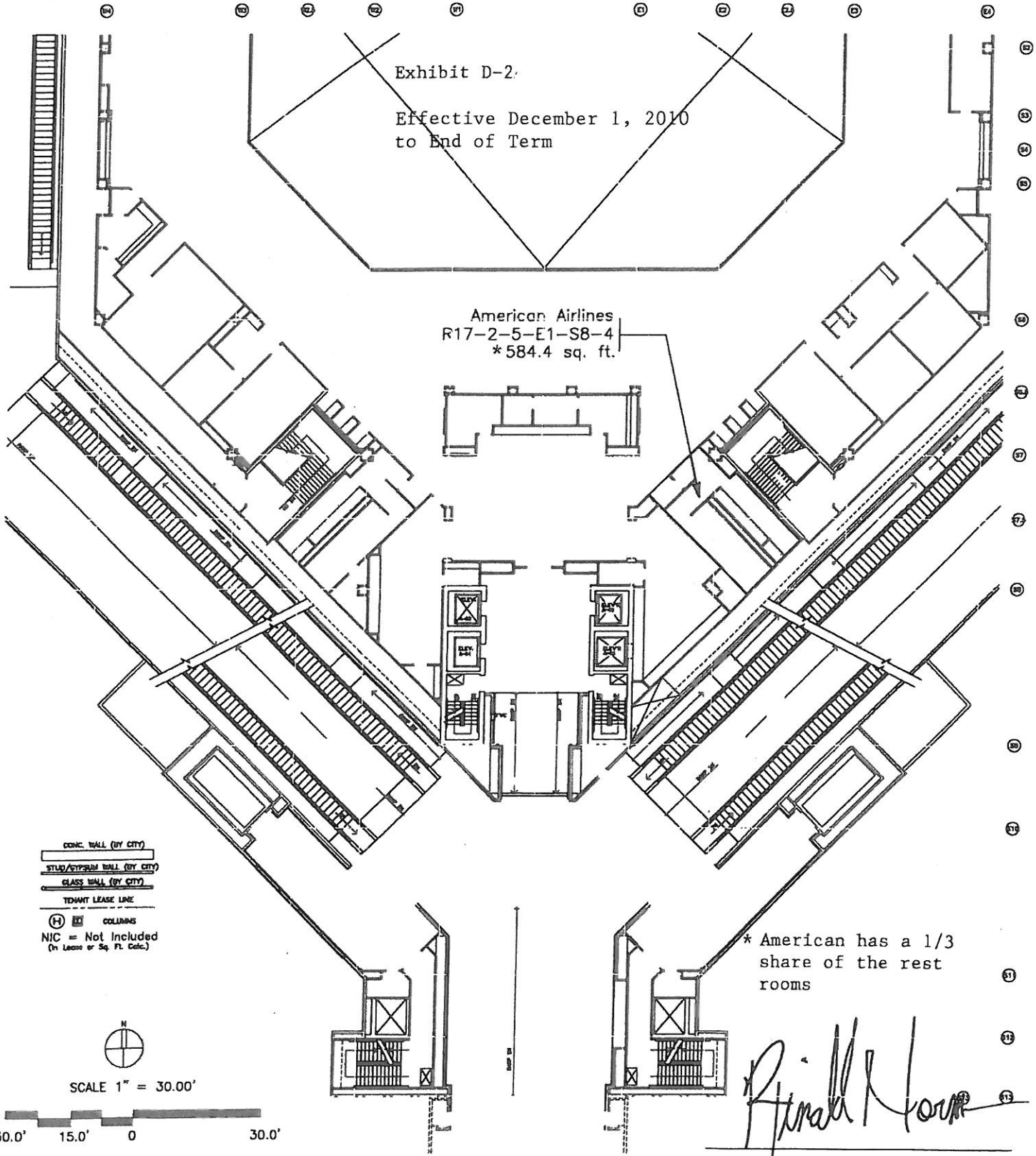
NOTE: This exhibit depicts only square footage of leased area based upon planning data and is not intended to address construction details.

 KEY PLAN CONCOURSE A		REVISED	DENVER INTERNATIONAL AIRPORT	
			EXHIBIT D-2 Concourse A Level 4 American Airlines	
		CC#: amal	DATE: 2/24/10	

Exhibit D-2.

Effective December 1, 2010  
to End of Term

American Airlines  
R17-2-5-E1-S8-4  
\* 584.4 sq. ft.



CONG. WALL (BY CITY)  
 STUD/STYPED WALL (BY CITY)  
 GLASS WALL (BY CITY)  
 TENANT LEASE LINE  
 (H) (C) COLUMNS  
 NIC = Not Included  
 (In Lease or Sq. Ft. Calc.)

\* American has a 1/3 share of the rest rooms

*Ronald L. Jones*

MANAGER OF DESIGN

NOTE: This exhibit depicts only square footage of leased area based upon planning data and is not intended to address construction details.

<p>KEY PLAN CONCOURSE A</p>		REVISED	DENVER INTERNATIONAL AIRPORT	
			EXHIBIT D - 2... Concourse A Level 5 American Airlines	
			CC#: amal	DATE: 2/23/10

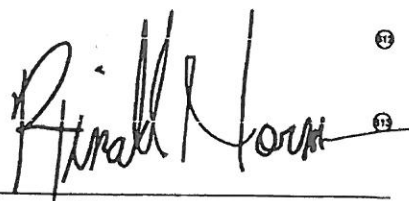


Exhibit D-2

Effective December 1, 2010  
to End of Term

American Airlines  
R17-2-5-W1-SB-4  
\*577.3 sq. ft.

\*American has a 1/3  
share of the rest  
rooms



MANAGER OF DESIGN

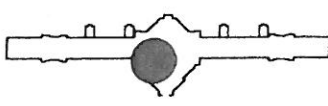

- CONC. WALL (BY CITY)
- STUD/GYPSUM WALL (BY CITY)
- GLASS WALL (BY CITY)
- TEENY LEASE LINE
- ⊕ □ COLUMNS
- NIC = Not Included  
(In Lease or Sq. Ft. Calc.)



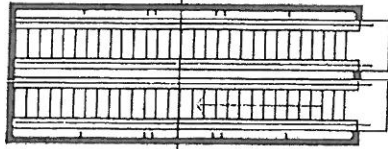
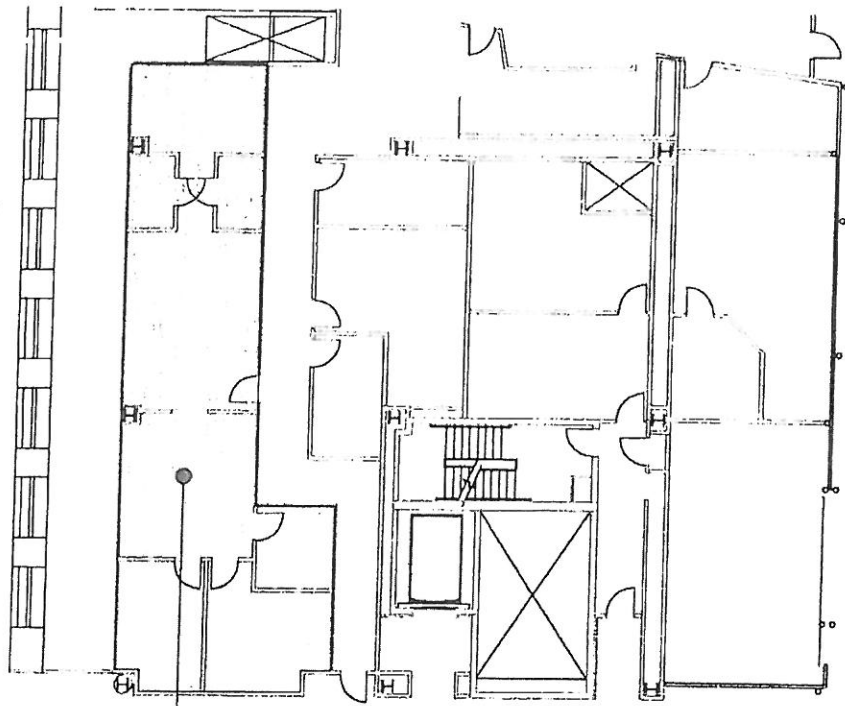
SCALE 1" = 30.00'



NOTE: This exhibit depicts only square footage of leased area based upon planning data and is not intended to address construction details.

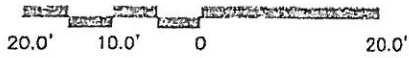
 KEY PLAN CONCOURSE A		REVISED	DENVER INTERNATIONAL AIRPORT	
			EXHIBIT D -2, Concourse A Level 5 American Airlines	
		CC#: omal	DATE: 2/23/10	

Effective  
 December 13, 2006  
 through End of  
 Term



American Airlines  
 R16-1-6-W6-N22-1  
 1245.4 sq. ft.

CONC. WALL (BY CITY)  
 STUD/GYPSUM WALL (BY CITY)  
 GLASS WALL (BY CITY)  
 TENANT LEASE LINE  
 (H) (I) COLUMNS  
 NIC = Not Included  
 (In Lease or Sq. Ft. Calc.)



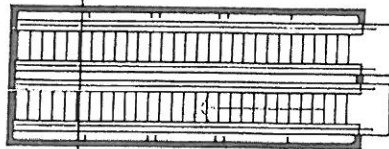
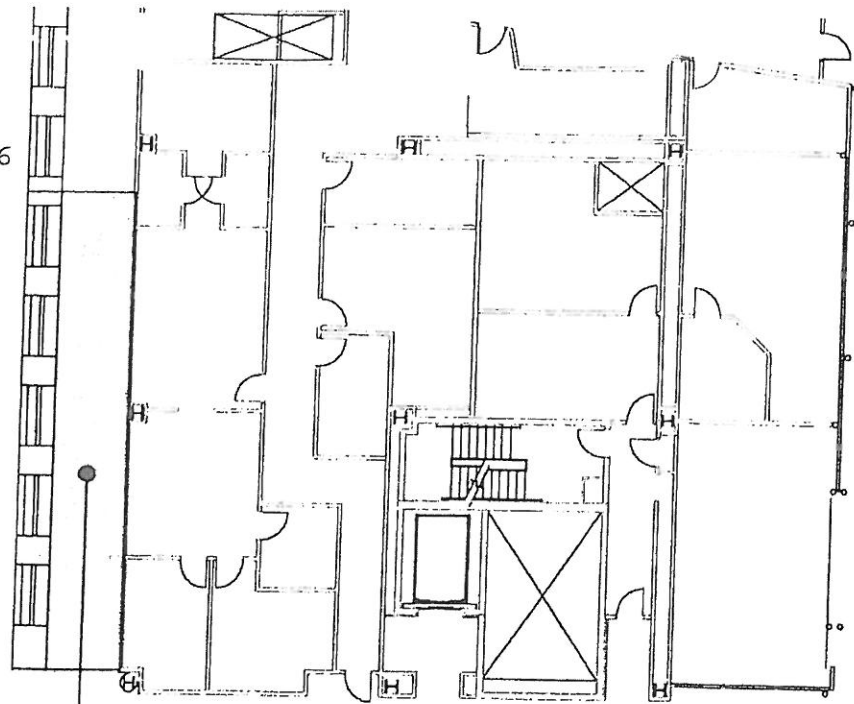
*Ronald Horn*  
 MANAGER OF DESIGN

NOTE: This exhibit depicts only square footage of leased area based upon planning data and is not intended to address construction details.

	KEY PLAN TERMINAL AREA 		REVISED	DENVER INTERNATIONAL AIRPORT	
				EXHIBIT D-2 Terminal Level 6 American Airlines	
				CC#: AMAL	DATE: 12-13-06

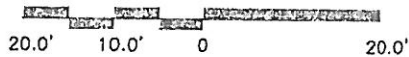
R16-1-3-15-121

Effective  
 December 13, 2006  
 through End of  
 Term



American Airlines  
 R16-1-6-W6-N22-2  
 636.3 sq. ft.

CONC. WALL (BY CITY)  
 STUD/GYPSUM WALL (BY CITY)  
 GLASS WALL (BY CITY)  
 TENANT LEASE LINE  
 (H) (I) COLUMNS  
 NIC = Not Included  
 (In Lease or Sq. Ft. Calc.)



*Ronald Horn*  
 MANAGER OF DESIGN

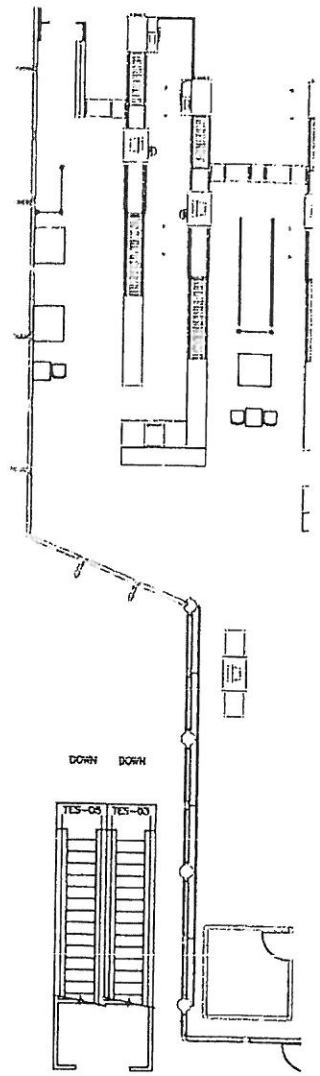
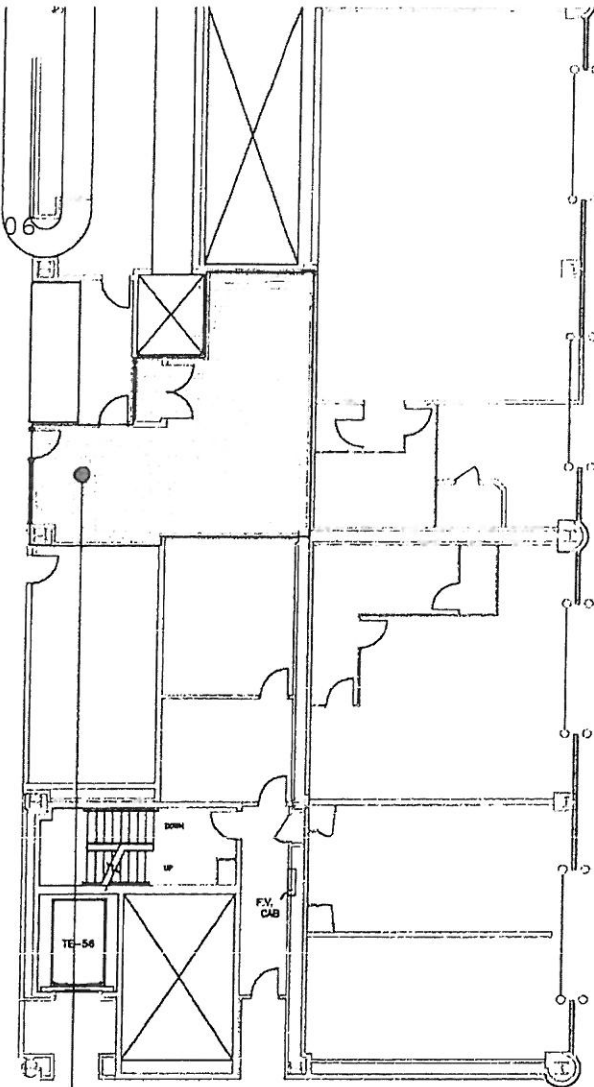
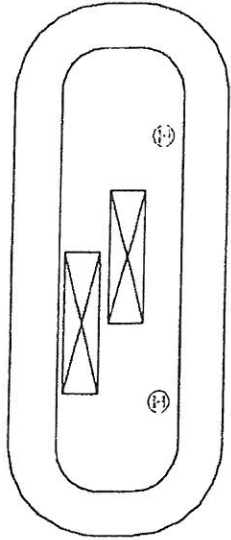
NOTE: This exhibit depicts only square footage of leased area based upon planning data and is not intended to address construction details.

	KEY PLAN TERMINAL AREA 		REVISED	DENVER INTERNATIONAL AIRPORT
				EXHIBIT D-2 Terminal Level 6 American Airlines
			CC#: AMAL	DATE: 12-13-06

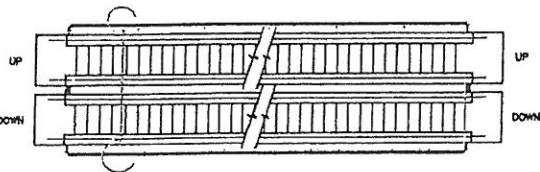
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Effective December 13, 2006  
through End of Term

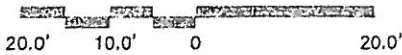
17



American Airlines  
R16-1-5-W4-N24-2  
687.5 sq. ft.



- CONC. WALL (BY CITY)
- STUD/GYPSUM WALL (BY CITY)
- GLASS WALL (BY CITY)
- TENANT LEASE LINE
- (H) (C) COLUMNS
- NIC = Not Included  
(In Lease or Sq. Ft. Calc.)



*Ronald Horn*  
MANAGER OF DESIGN

NOTE: This exhibit depicts only square footage of leased area based upon planning data and is not intended to address construction details.

	KEY PLAN TERMINAL AREA 		REVISED	DENVER INTERNATIONAL AIRPORT	
				EXHIBIT D- 2 Terminal Level 5 American Airlines	
			CC#: AMAL	DATE: 12-13-06	