

**FIRST AMENDMENT TO
USE AND LEASE**

THIS FIRST AMENDMENT TO USE AND LEASE AGREEMENT (this “First Amendment”) is made and entered into as of the date state on the City’s signature page below, by and between the **CITY AND COUNTY OF DENVER**, a municipal corporation of the State of Colorado, on behalf of its Department of Aviation (“**the City**”); and **FRONTIER AIRLINES, INC.**, a corporation organized and existing under and by virtue of the laws of the State of Colorado (“**Airline**”).

WITNESSETH

WHEREAS, the City owns and operates Denver International Airport (“**DIA**” or the “**Airport**”); and

WHEREAS, the parties hereto entered into a certain Use and Lease Agreement, executed January 1, 2012 by the parties (the “**Existing Agreement**”);

WHEREAS, capitalized terms used in this First Amendment but not defined shall have the meanings set forth in the Existing Agreement;

WHEREAS, in April of 2015, the Airline and the City entered into discussions relating to the reconfiguration of the Airline’s Demised Premises; and

WHEREAS, the parties now wish to modify certain terms and conditions of the Existing Agreement to formalize the reconfiguration of the Demised Premises.

NOW, THEREFORE, for and in consideration of the premises and other good and valuable consideration, the parties hereto agree as follows:

1. The Parties have negotiated the return and relocation of portions of the Demised Premises as set forth in the Existing Agreement. These revisions to the Demised Premises are set forth in “**Exhibit C**” and “**Exhibit D**” which are attached hereto and hereby replace “**Exhibit C**” and “**Exhibit D**” from the Existing Agreement.

2. The effective date of this Amendment shall be July 1, 2015 and to continue in effect through the remaining term of the Agreement (December 31, 2016). The parties agree to work cooperatively to accomplish the required relocation, as more fully set forth in Exhibit C and Exhibit D, by September 30, 2015, or as otherwise agreed by the parties, for both gate changes and facility changes. Any available Airline Revenue Credit will be paid on a pro-rata basis for the space used in the Airport during the period of January 1, 2015 to June 30, 2015 and thereafter from July 1, 2015 for the remainder of the lease term.

3. As Consideration for the return and relocation of the Demised Premises, as more fully set forth on Exhibit C and Exhibit D, Article 3.04, “**PAYMENT OF FIXED AND VARIABLE RATES, FEES AND CHARGES**” of the Existing Agreement, is hereby modified by adding paragraph C, which reads as follows:

(C) The Airline will reimburse the City for the costs incurred in order to complete the return and relocation of the Demised Premises. These costs shall not exceed \$170,000. Within a reasonable timeframe, the City agrees to use the reimbursed cost to procure and install comparable common use technology similar to what exists at gates A44 and A46. Frontier agrees to reimburse the City for this work within thirty (30) days upon receipt of invoice based on actual costs, with detailed documentation of such costs.

4. Except as modified by this First Amendment, all of the terms and conditions of the Existing Agreement shall remain in full force and effect.

5. This First Amendment shall not be effective or binding on the City until approved and fully executed by all signatories of the City and County of Denver.

[THE REMAINDER OF THIS PAGE IS INTENTIONALLY LEFT BLANK]

Contract Control Number: PLANE-201206414-01

Contractor Name: FRONTIER AIRLINES, INC.

By:  _____

Name: _____
(please print)

Title: _____
(please print)

ATTEST: [if required]

By: _____

Name: _____
(please print)

Title: _____
(please print)



Contract Control Number:

IN WITNESS WHEREOF, the parties have set their hands and affixed their seals at Denver, Colorado as of

SEAL

CITY AND COUNTY OF DENVER

ATTEST:

By _____

APPROVED AS TO FORM:

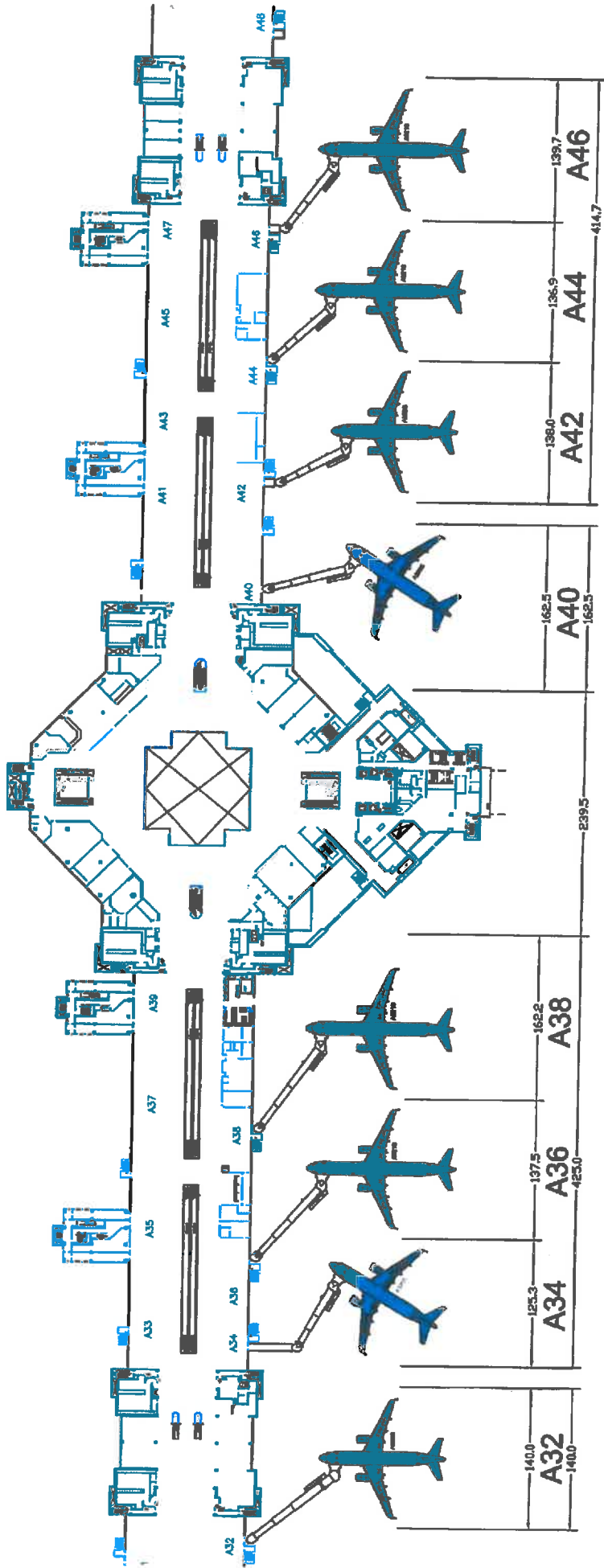
REGISTERED AND COUNTERSIGNED:

By _____

By _____

By _____





CONCOURSE A



PREFERENTIAL AIRCRAFT PARKING POSITIONS



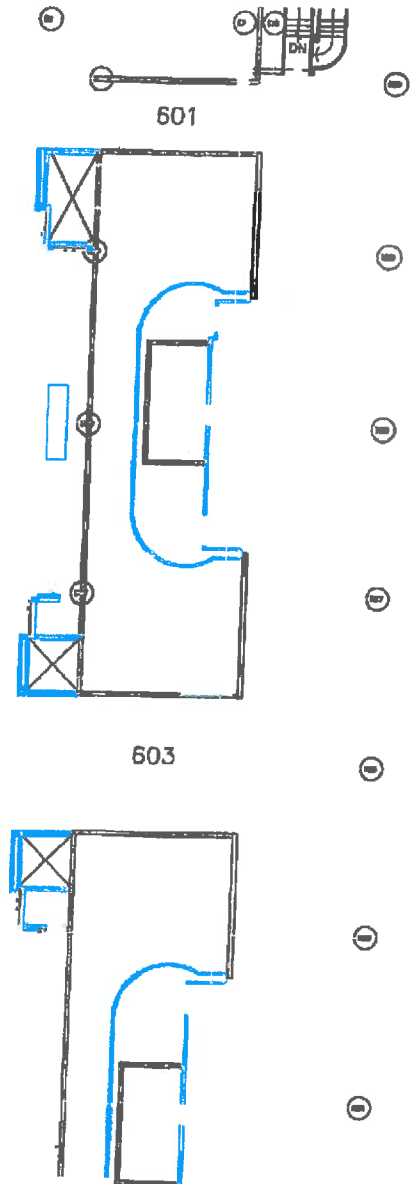
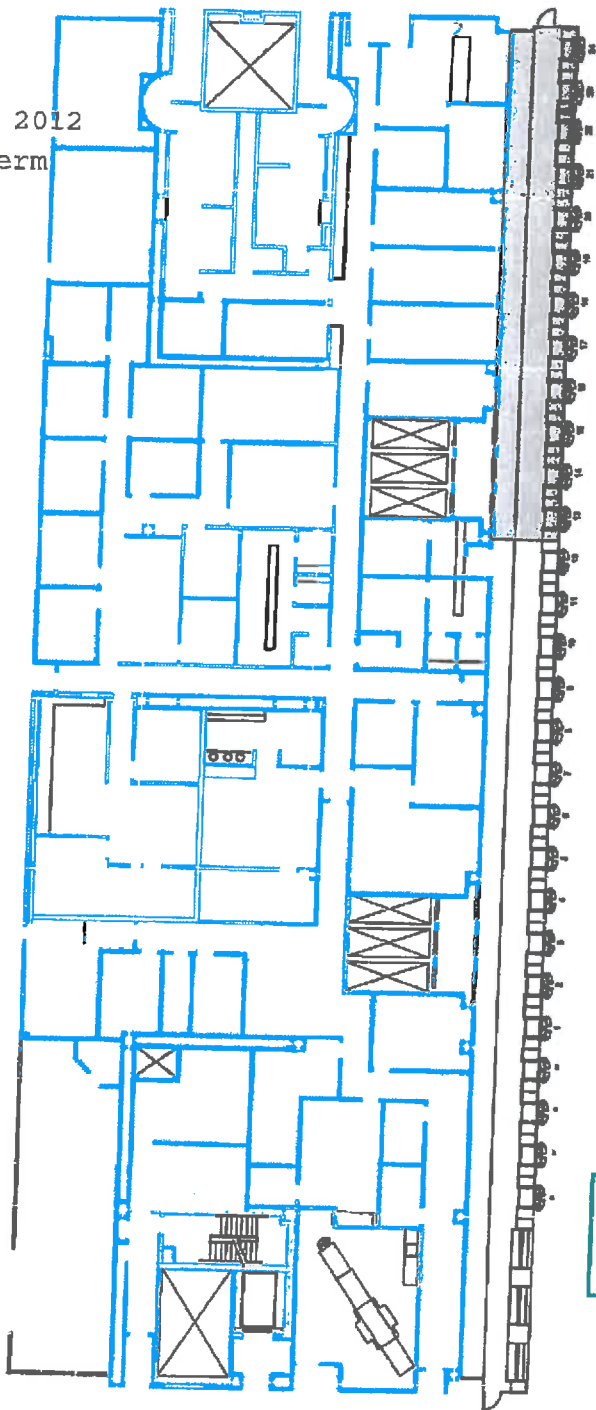
NOTE:

This exhibit depicts only approximate dimensions and square footage of leased area based upon planning data and is not intended to show dimensions for construction details.

David N. ...
 Director of Facilities Services

	REVISED	DENVER INTERNATIONAL AIRPORT
		EXHIBIT C
		GATE LOCATION
		FRONTIER AIRLINES
	CC#: fal	DATE: 06/03/15

Effective
November 1, 2012
to End of Term



Frontier Airlines
R16-1-6-E6-N27-1
1070.3 sq. ft.

COND. WALL (BY CITY)
STUD/SCREEN WALL (BY CITY)
GLASS WALL (BY CITY)
TYPICAL LEASE LINE
COLUMNS
NIC = Not Included
(In Lease or Sp. Pl. Code.)

SCALE 1" = 20.00'

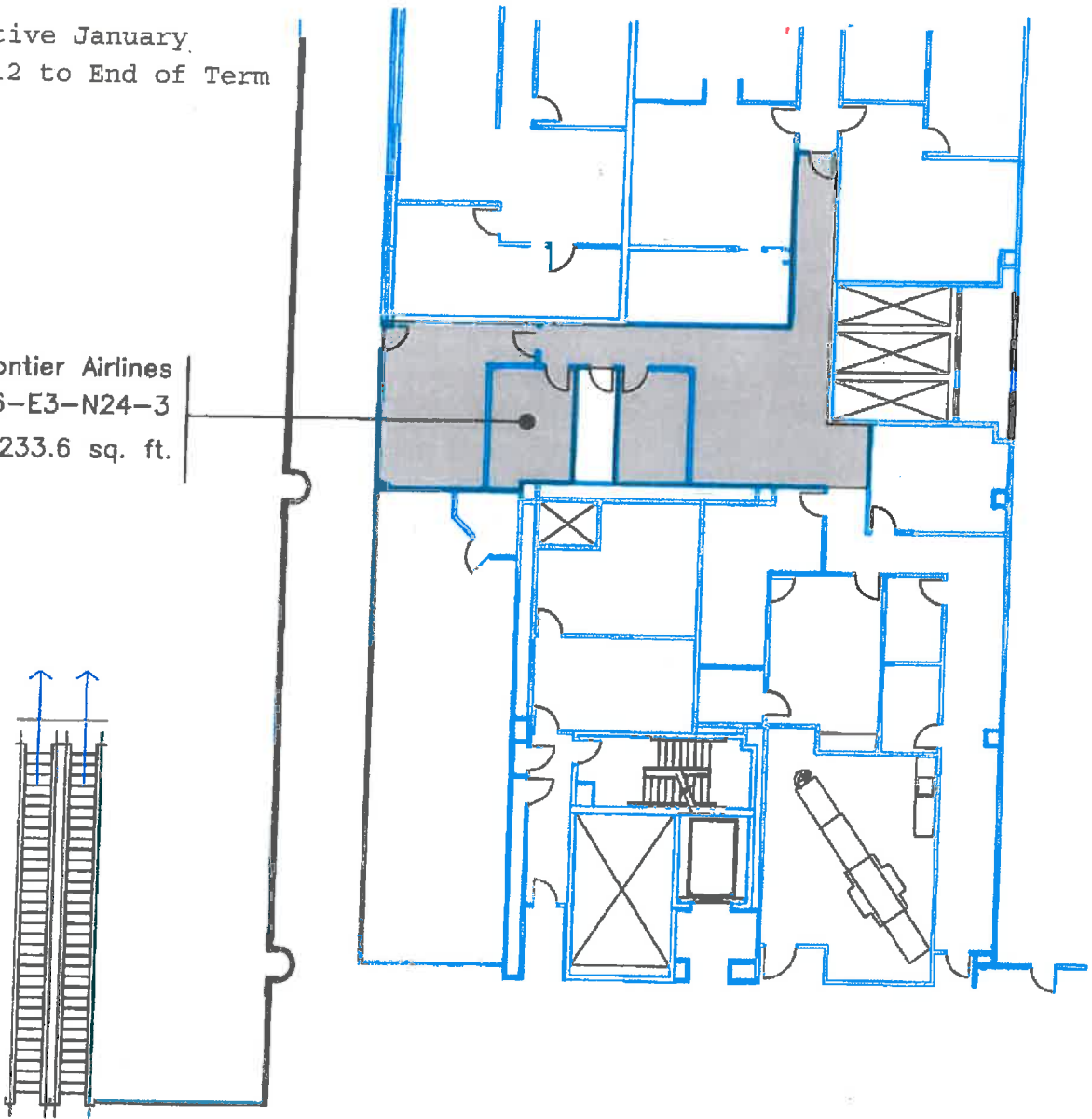
Ronald Horn
MANAGER OF DESIGN

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

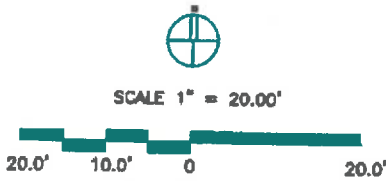
<p>KEY PLAN TERMINAL AREA</p>		REVISED 09/07/12	DENVER INTERNATIONAL AIRPORT
		EXHIBIT 'D' Terminal Level 6 Frontier Airlines	
		CC#: fal	DATE: 9/04/08

Effective January
1, 2012 to End of Term

Frontier Airlines
R16-1-6-E3-N24-3
1233.6 sq. ft.



CONG. WALL (BY CITY)
 EXTERIOR WALL (BY CITY)
 SLAB WALL (BY CITY)
 WINDOW LINE
 (H) (X) columns
 MC = Not included
 (In Lease or the Pl. Code)



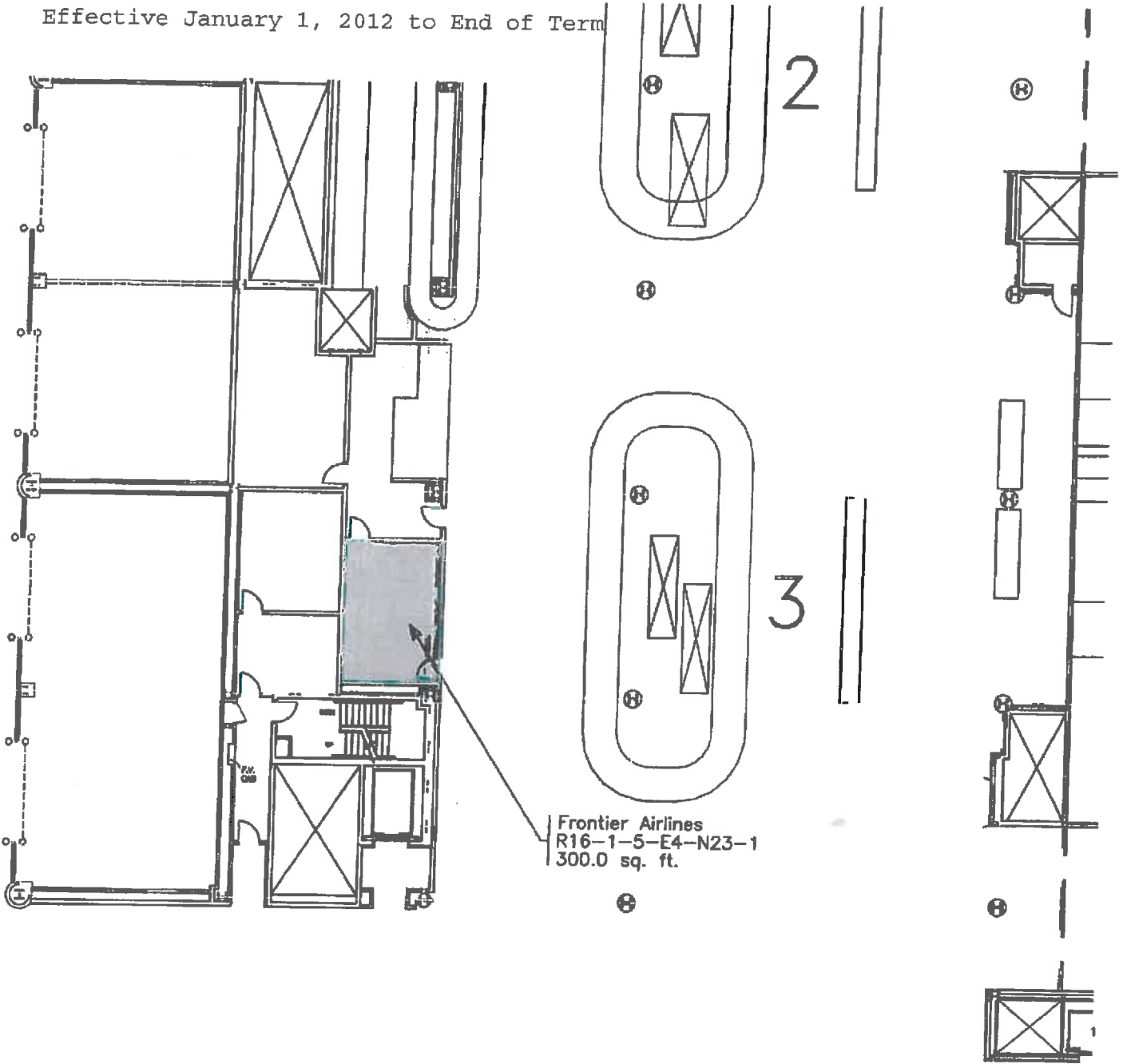
Ronald Horn
MANAGER OF DESIGN

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

<p>KEY PLAN TERMINAL AREA</p>		REVISED	DENVER INTERNATIONAL AIRPORT
		EXHIBIT D- Terminal Level 6 Frontier Airlines	
		CC#: fal	DATE: 8/25/05

R16-1-6-15-111

Effective January 1, 2012 to End of Term



Frontier Airlines
R16-1-5-E4-N23-1
300.0 sq. ft.

CONC. WALL (BY CITY)
STRUCTURAL WALL (BY CITY)
GLASS WALL (BY CITY)
TERRIT. LOOSE LINE
COLLARS
NYC = Not Included
(By Lease or Sp. Pl. Code.)



SCALE 1" = 20.00'



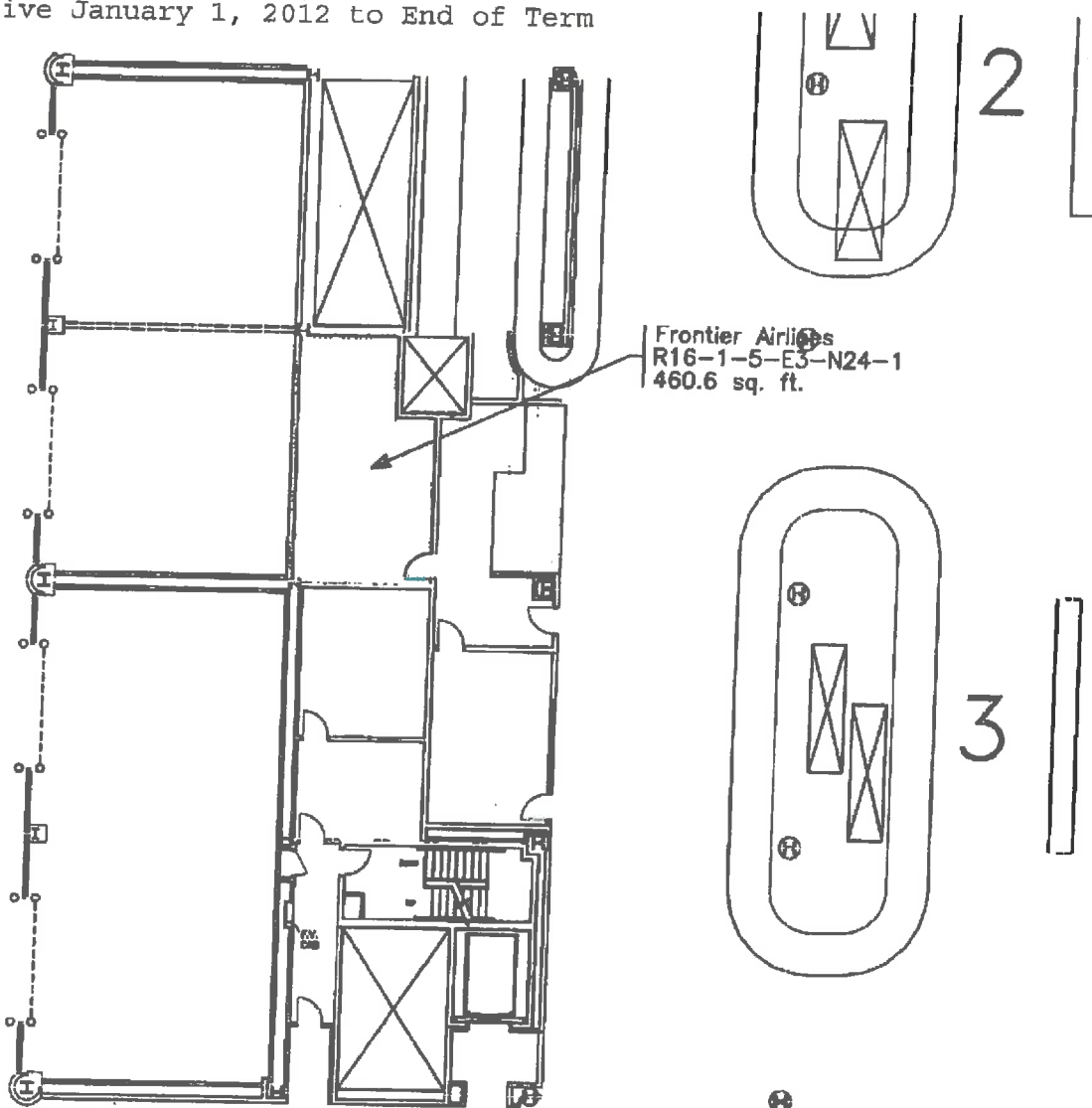
Richard Horn
MANAGER OF DESIGN

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

<p>KEY PLAN TERMINAL AREA</p>		REVISED	DENVER INTERNATIONAL AIRPORT	
		EXHIBIT D Terminal Level 5 Frontier Airlines		
		CC#: 101	DATE: 8/25/05	

R16-1-5-15-61

Effective January 1, 2012 to End of Term



COND. WALL (BY CITY)
 FOLD/RECORD WALL (BY CITY)
 GLASS WALL (BY CITY)
 TYPICAL LEASE LINE
 (H) (X) COLLISION
 NIC = Not included
 (In Lease or Sq. Ft. Calc.)



SCALE 1" = 20.00'

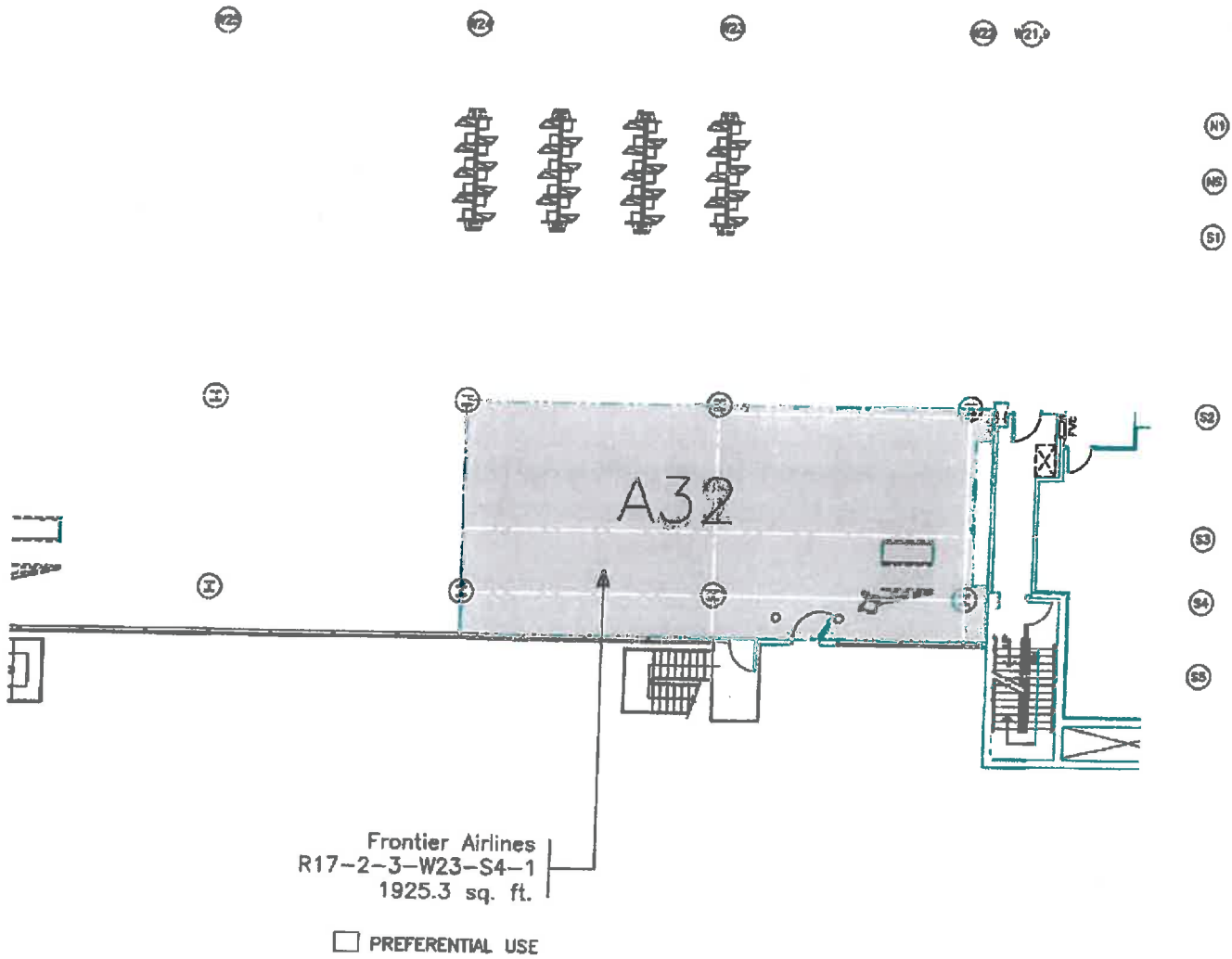


Ronald Horn
 MANAGER OF DESIGN

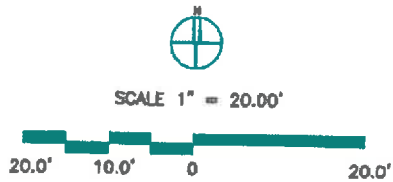
NOTE: This exhibit depicts only square footage of leased area based upon planning data and is not intended to address construction details.

<p>KEY PLAN TERMINAL AREA</p>		REVISED	DENVER INTERNATIONAL AIRPORT
		EXHIBIT D Terminal Level 5 Frontier Airlines	
		CC#: fol	DATE: 8/25/05

Effective January 1, 2012 to End of Term



- CONC. WALL (BY CITY)
- STUD/GYPSUM WALL (BY CITY)
- GLASS WALL (BY CITY)
- TENANT LEASE LINE
- Ⓜ Ⓧ COLUMNS
- NIC = Not Included
(In Lease or Sp. Pl. Calc.)



Hana Rocas

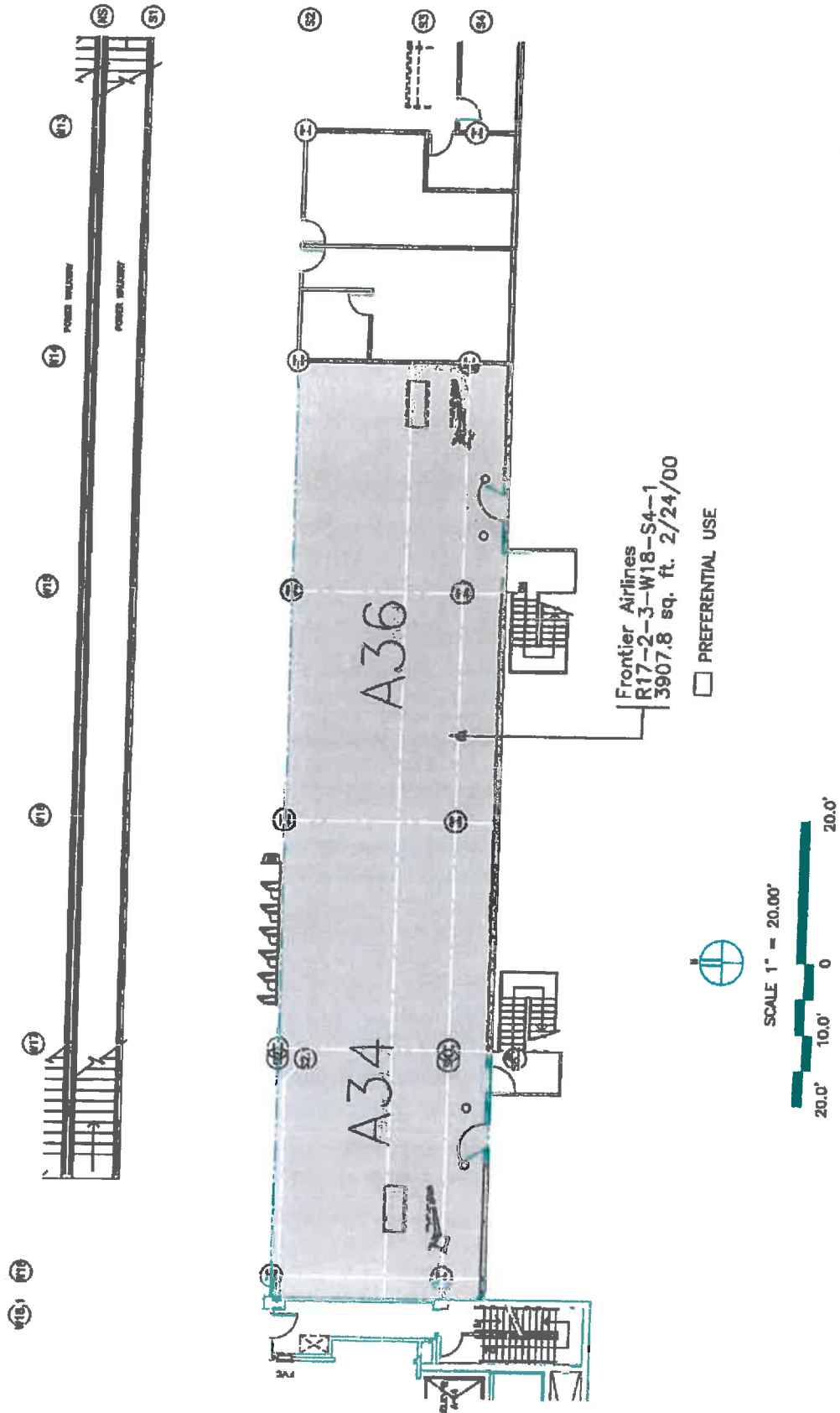
MANAGER OF DESIGN

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 Concourse A Conc. Level Frontier Airlines
		CC#: fal	DATE: 2/24/00

R17-2-3-2-1

Effective January 1, 2012 to End of Term

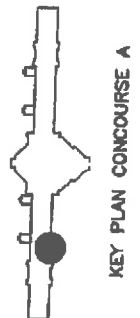
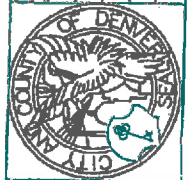


Hana Roberts

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.

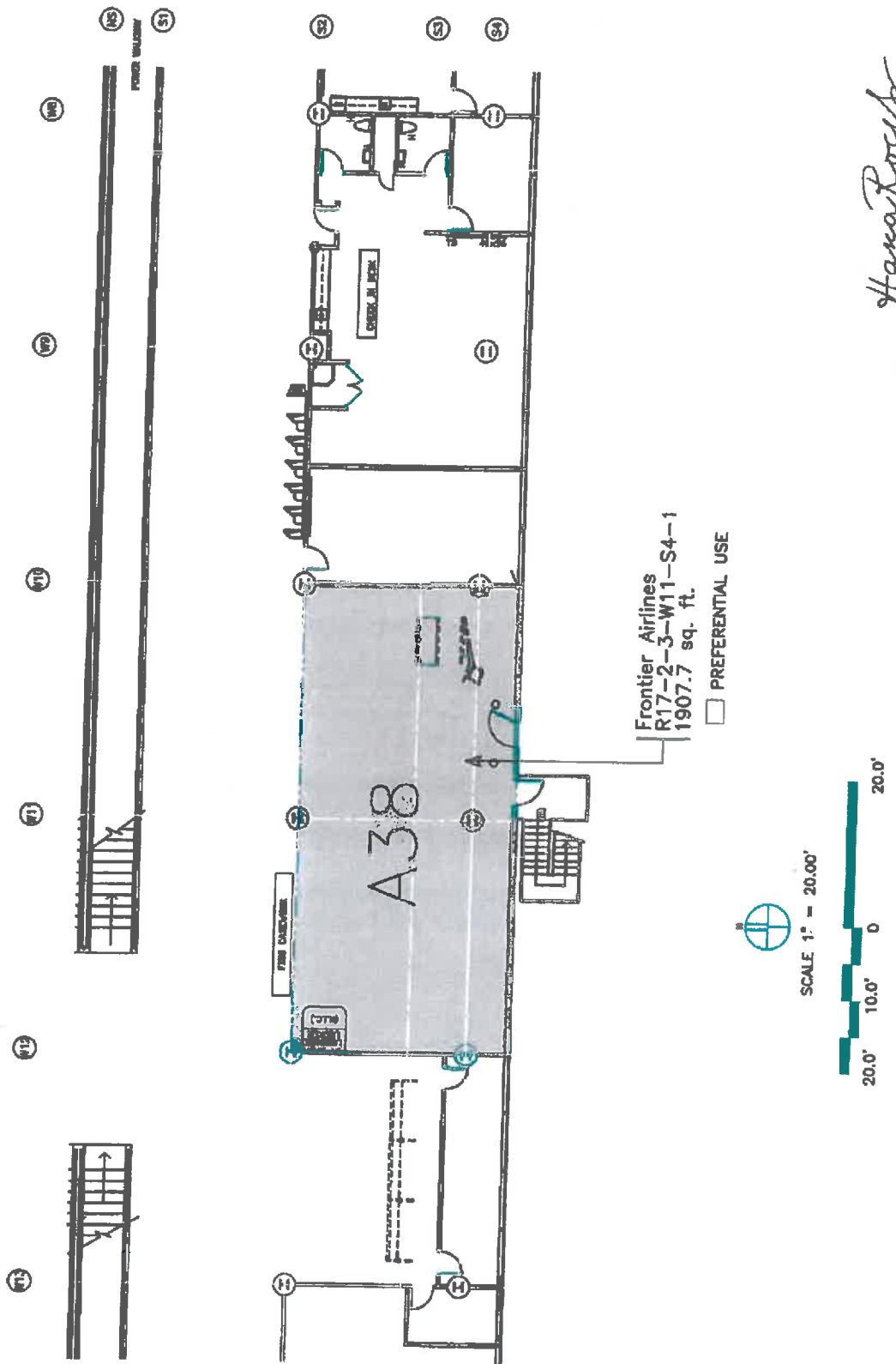
- CONC. WALL (BY CITY)
- STUD/STYRAM WALL (BY CITY)
- GLASS WALL (BY CITY)
- TENANT LEASE LINE
- COLUMNS
- NIC = Not Included (In Lease or Sp. Pl. Call.)



KEY PLAN CONCOURSE A

REVISIONS	DENVER INTERNATIONAL AIRPORT
	EXHIBIT D
	Concourse A Conc. Level
	Frontier Airlines
CC#: fal	DATE: 2/24/00

R17-2-3-15-3



CONG. WALL (BY CITY)
 TYPICAL WALL (BY CITY)
 GLASS WALL (BY CITY)
 TENANT LEASE USE
 COLUMNS
 NIC = Not Included
 (In Lease or Sp. Fl. Code)

Hana Roberts

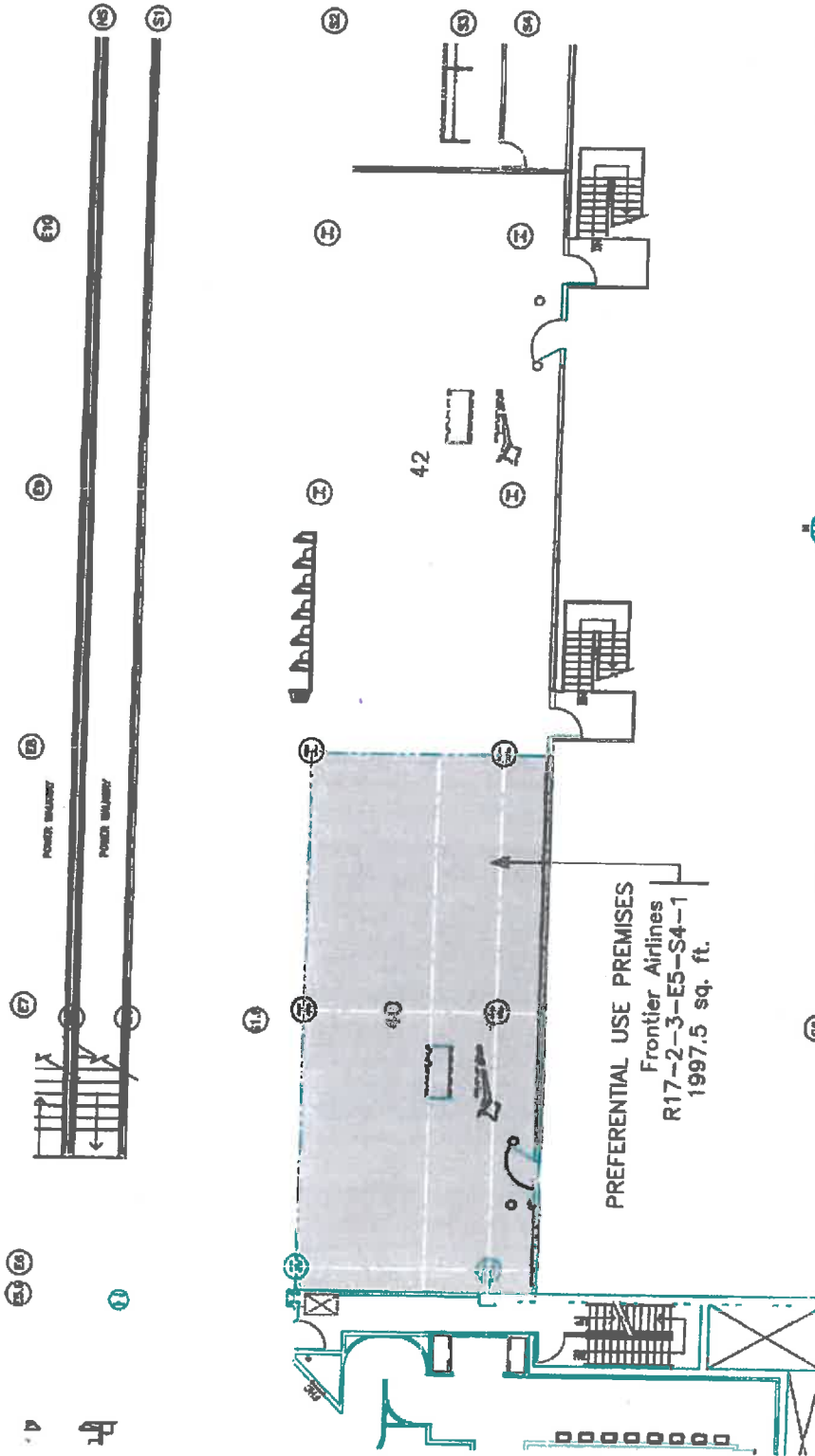
MANAGER OF DESIGN

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

REVISED			DENVER INTERNATIONAL AIRPORT EXHIBIT D Concourse A Conc. Level Frontier Airlines	CC#: fat DATE: 2/24/00

R17-2-3-15-5

Effective January 1, 2012 to End of Term



CONC. WALL (BY 507)
 STRUCTURAL WALL (BY 507)
 SLAB WALL (BY 507)
 THIN WALL (BY 507)
 TRUSS (BY 507)
 COLUMN
 NIC = Not Included
 (per Limits of the Pl. Cont.)



SCALE 1" = 20.00'



Handwritten signature: R. K. Korman

MANAGER OF DESIGN

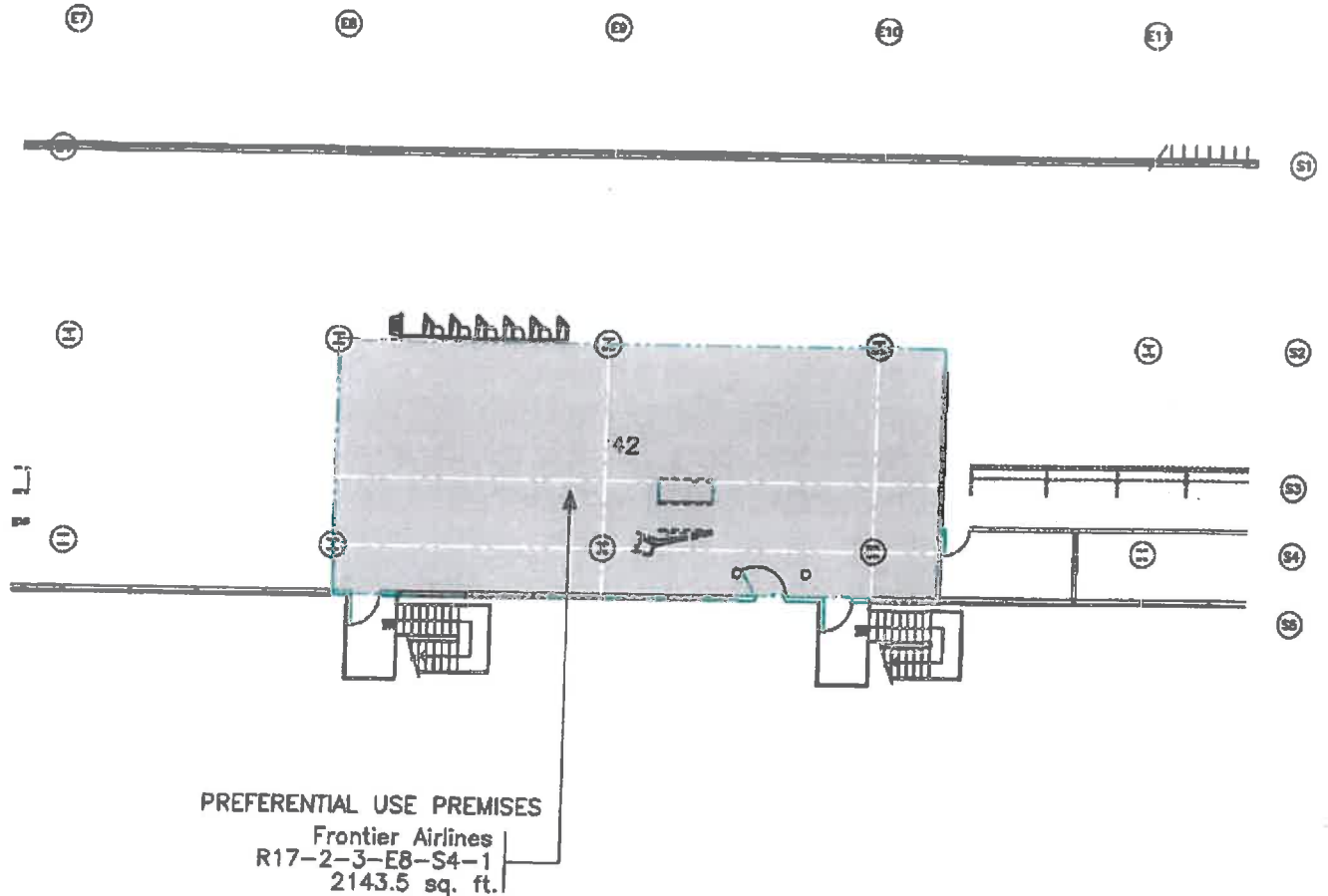
NOTE: This exhibit depicts only square footage of leased area based upon planning data and is not intended to address construction details.

REVISED		DENVER INTERNATIONAL AIRPORT EXHIBIT D Concourse A Conc. Level Frontier Airlines	CC#: fal	DATE: 2/08/07
			R17-2-3-15-7	

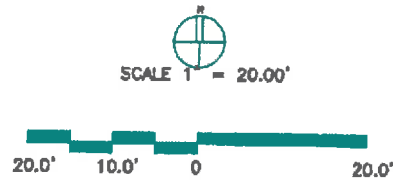


KEY PLAN CONCOURSE A

Effective January 1, 2012 to End of Term



CONCR. WALL (BY CITY)
 EXPOSED CONCR. WALL (BY CITY)
 GLASS WALL (BY CITY)
 TYPICAL LEASE LINE
 (M) (S) COLUMNS
 NIC = Not Included
 (In Lease or Sp. Use Code)



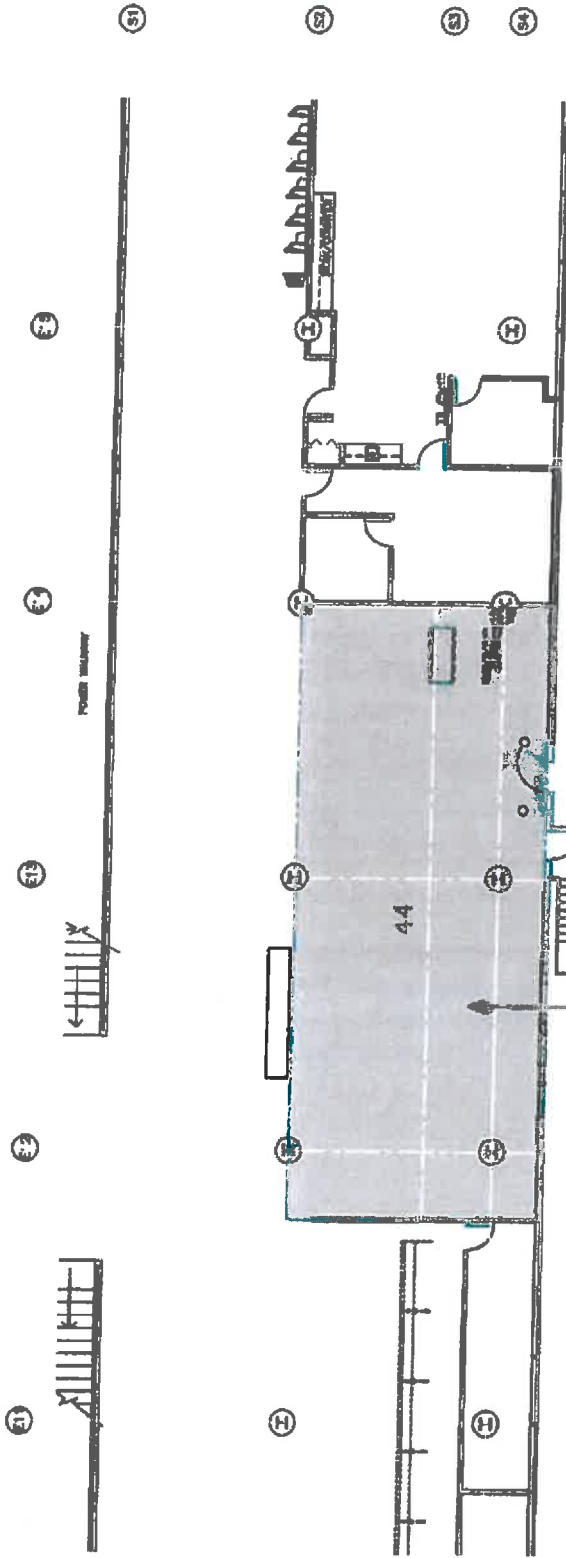
Ronald Horn
 MANAGER OF DESIGN

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

<p>KEY PLAN CONCOURSE A</p>		REVISED	DENVER INTERNATIONAL AIRPORT
			EXHIBIT D: Concourse A Conc. Level Frontier Airlines
		CC#: fal	DATE: 2/08/07

R17-2-3-2-2

Effective July 1, 2015 to End of Term



PREFERENTIAL USE PREMISES
 Frontier Airlines
 R17-2-3-E11-S4-1
 2140.4 sq. ft.



SCALE 1" = 20.00'

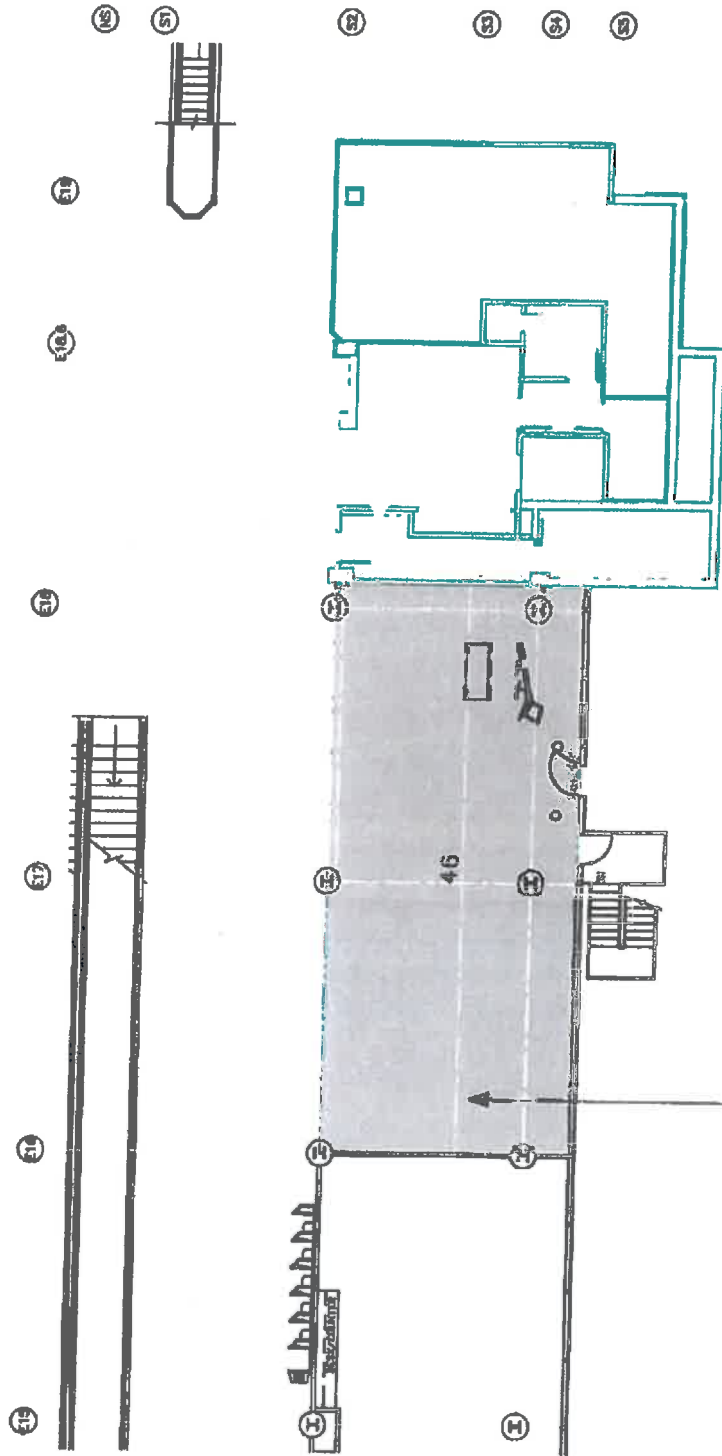


[Handwritten Signature]
 MANAGER OF DESIGN

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

	DENVER INTERNATIONAL AIRPORT EXHIBIT D Concourse A Canc. Level Frontier Airlines	DATE: 2/08/07
	CC#: fal	
KEY PLAN CONCOURSE A 	R17-2-3-15-9	
REVISED		

CONC. WALL OF CONC.
 STRUCTURAL WALL OF CONC.
 SLAB WALL OF CONC.
 CHANGE LEASE LINE
 (M) columns
 NC = Not Included
 for Lease or sq. ft. study



PREFERENTIAL USE PREMISES
 Frontier Airlines
 R17-2-3-E16-S4-1
 1987.9 sq. ft.



SCALE 1" = 20.00'



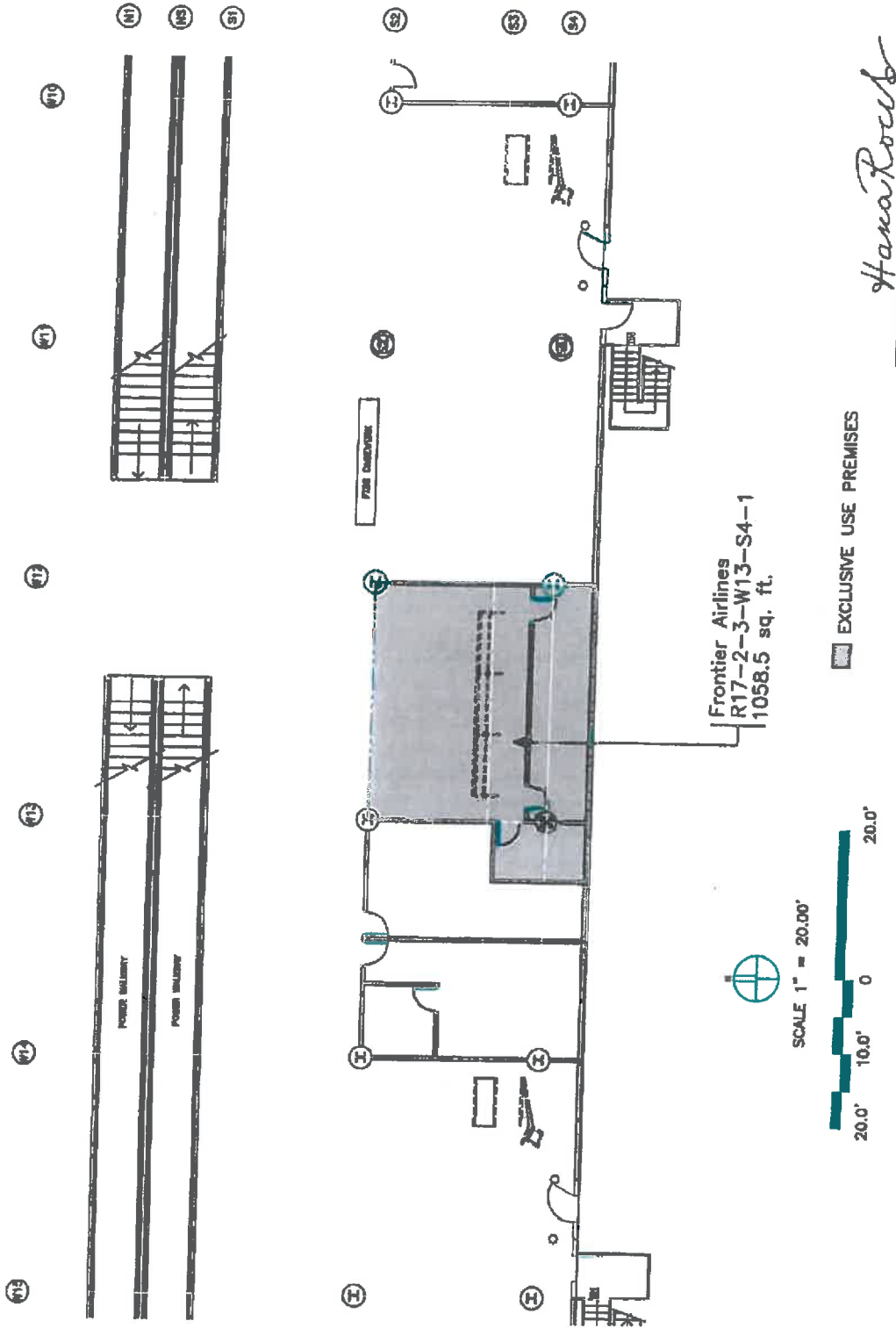
- CONC. WALL (BY CITY)
- STRUCTURAL WALL (BY CITY)
- MAIN WALL (BY CITY)
- TRAVEL LANE LINE
- COLUMN
- NIC = Not Included
(By Lease or By P.C. Check)

Ronald Koon
 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.

	REMOVED	DENVER INTERNATIONAL AIRPORT
		EXHIBIT D. Concourse A Conc. Level Frontier Airlines
	R17-2-3-15-11	CC#: fol DATE: 2/8/07

Effective January 1, 2012 to End of Term



Hawaiirocks

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./SCREEN WALL (BY CITY)
- GLASS WALL (BY CITY)
- TENANT LEASE LINE
- ④ COLUMNS
- NIC = Not Included
(In Lease or Sp. P. Cont.)

EXCLUSIVE USE PREMISES

SCALE 1" = 20.00'

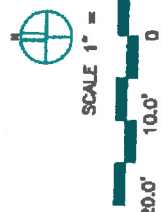
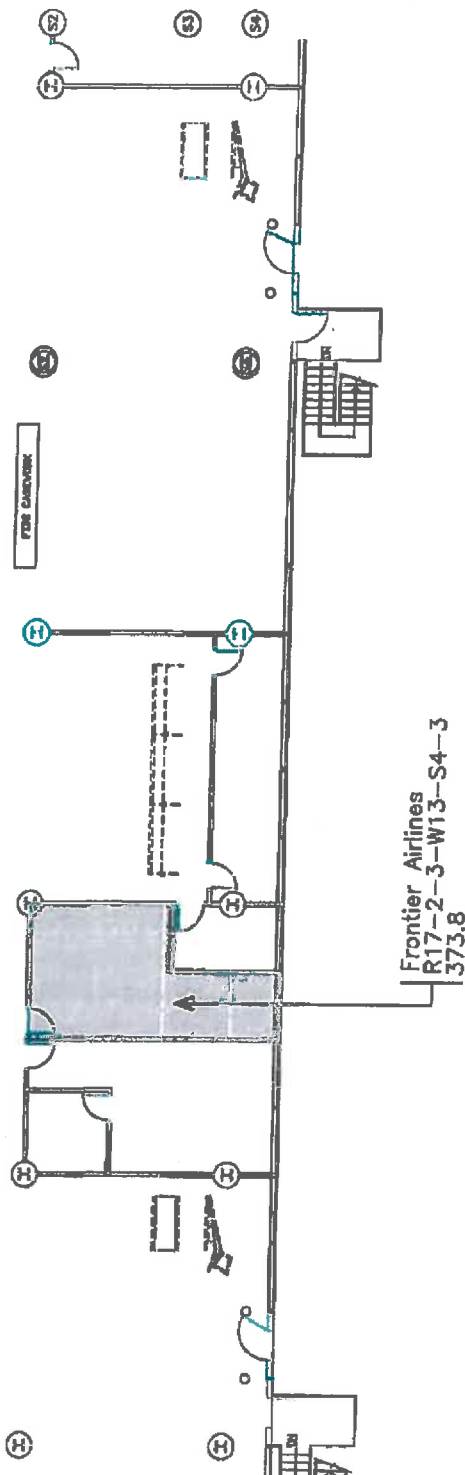
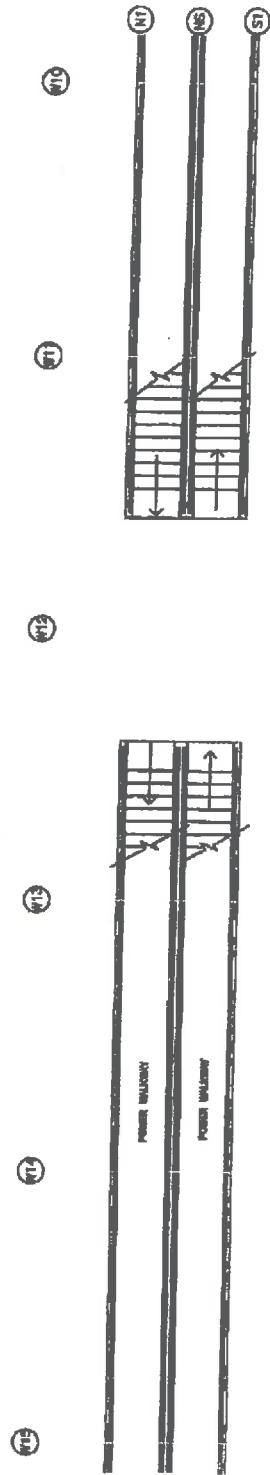


KEY PLAN CONCOURSE A

REVISIONS	DENVER INTERNATIONAL AIRPORT
	EXHIBIT D
	Concourse A Conc. Level
	Frontier Airlines
CC#:	fal
DATE:	2/24/00

R17-2-3-15-4

Effective January 1, 2012 to End of Term



Final

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

MANAGER OF DESIGN
 DENVER INTERNATIONAL AIRPORT
 EXHIBIT D
 Concourse A Conc. Level
 Frontier Airlines

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

REVISIONS

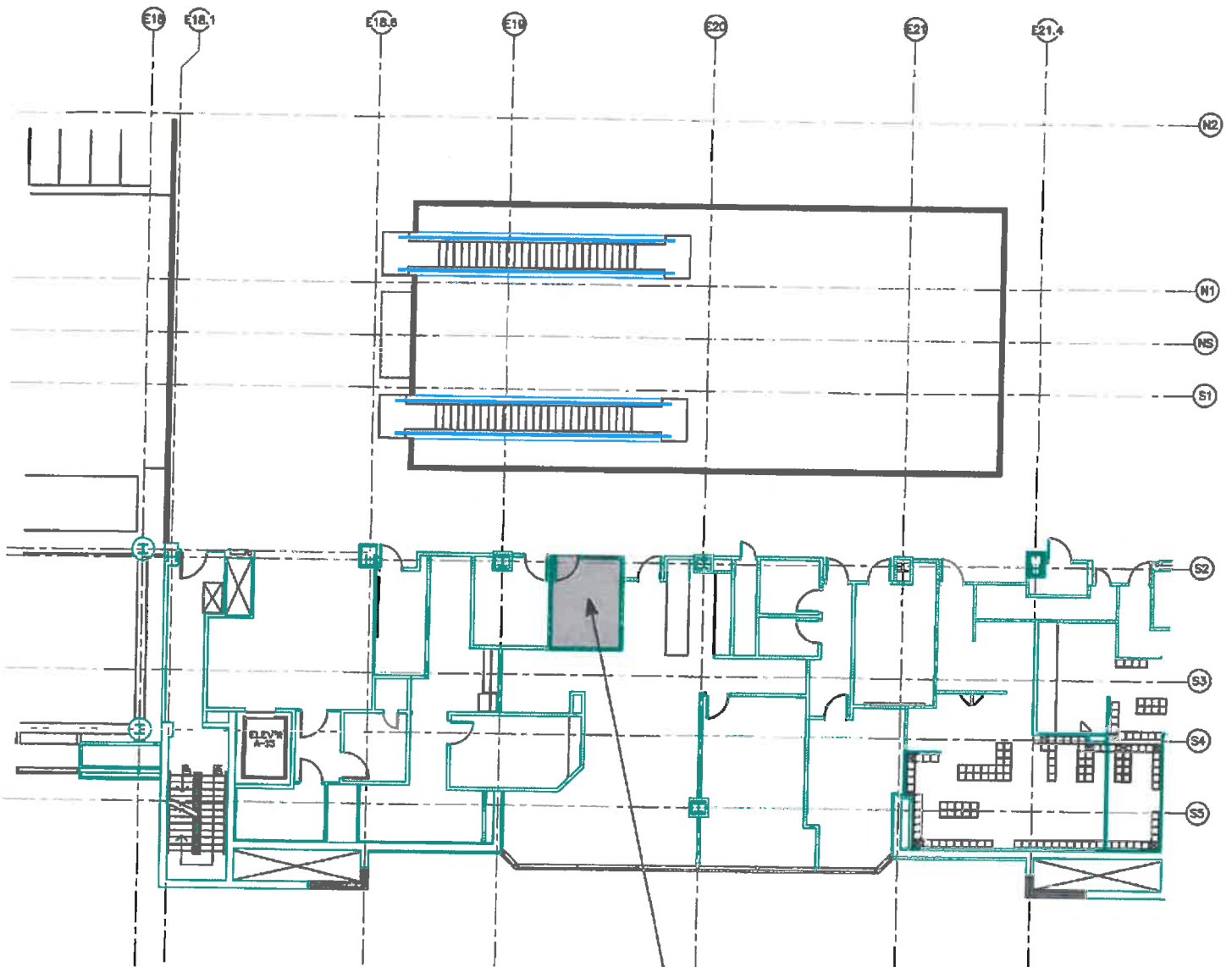
CITY AND COUNTY OF DENVER

KEY PLAN CONCOURSE A

CC#: fel DATE: 8/31/07

R17-2-3-15-123

Effective July 1, 2015 to End of Term



Frontier Airlines, Inc.
R17-2-4-E19-S3-1
117.9 sq. ft.

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



SCALE 1" = 20.00'



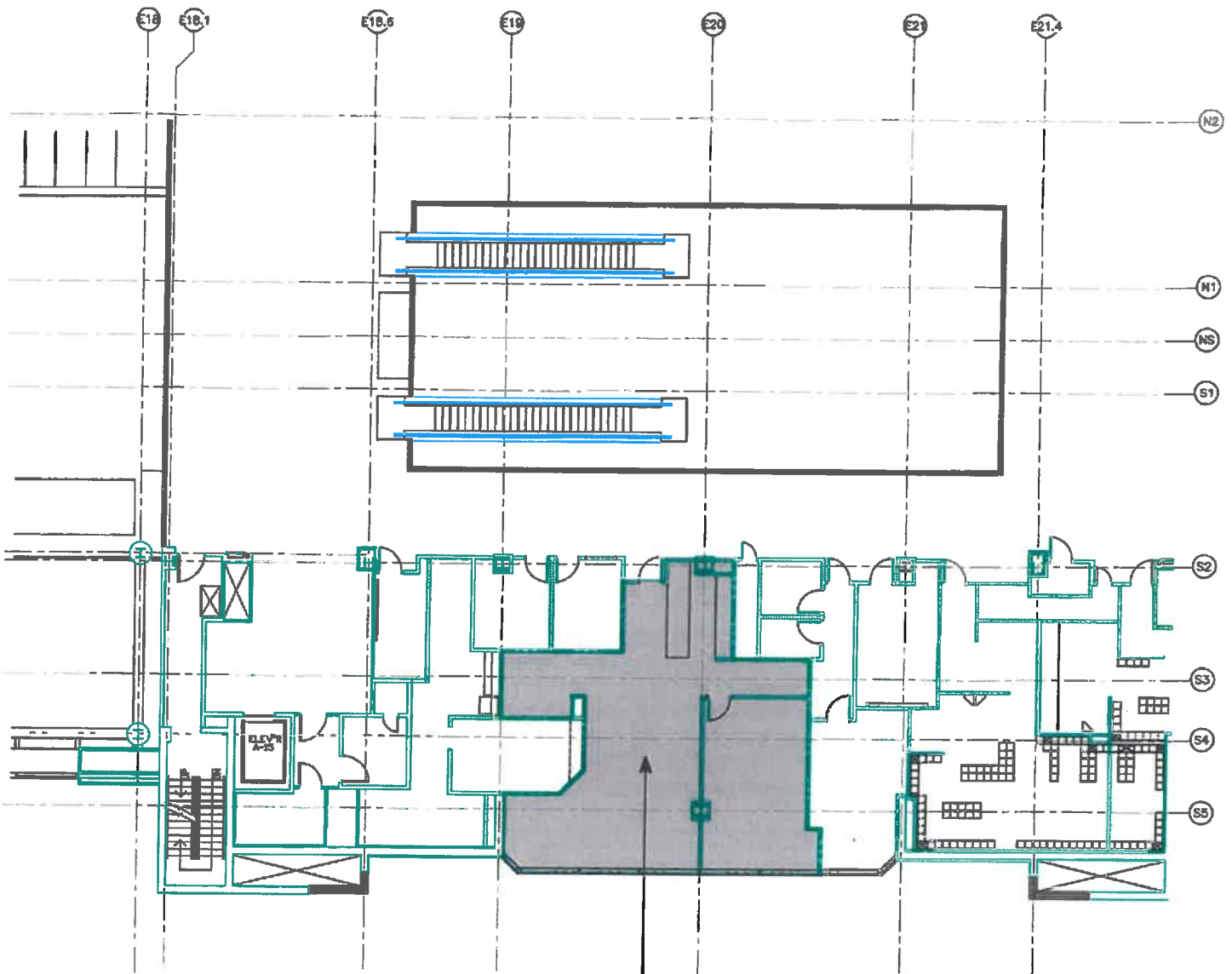
NOTE:

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David Mashley
Director of Facilities Services

<p>KEY PLAN CONCOURSE A</p>		REVISED	DENVER INTERNATIONAL AIRPORT	
			EXHIBIT D Concourse A Mezz Level 4 Frontier Airlines, Inc.	
		CC#: fal	DATE: 06/01/15	

Effective July 1, 2015 to End of Term



Frontier Airlines, Inc.
R17-2-4-E18-S5-1
1253.8 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.)



SCALE 1" = 20.00'



NOTE:

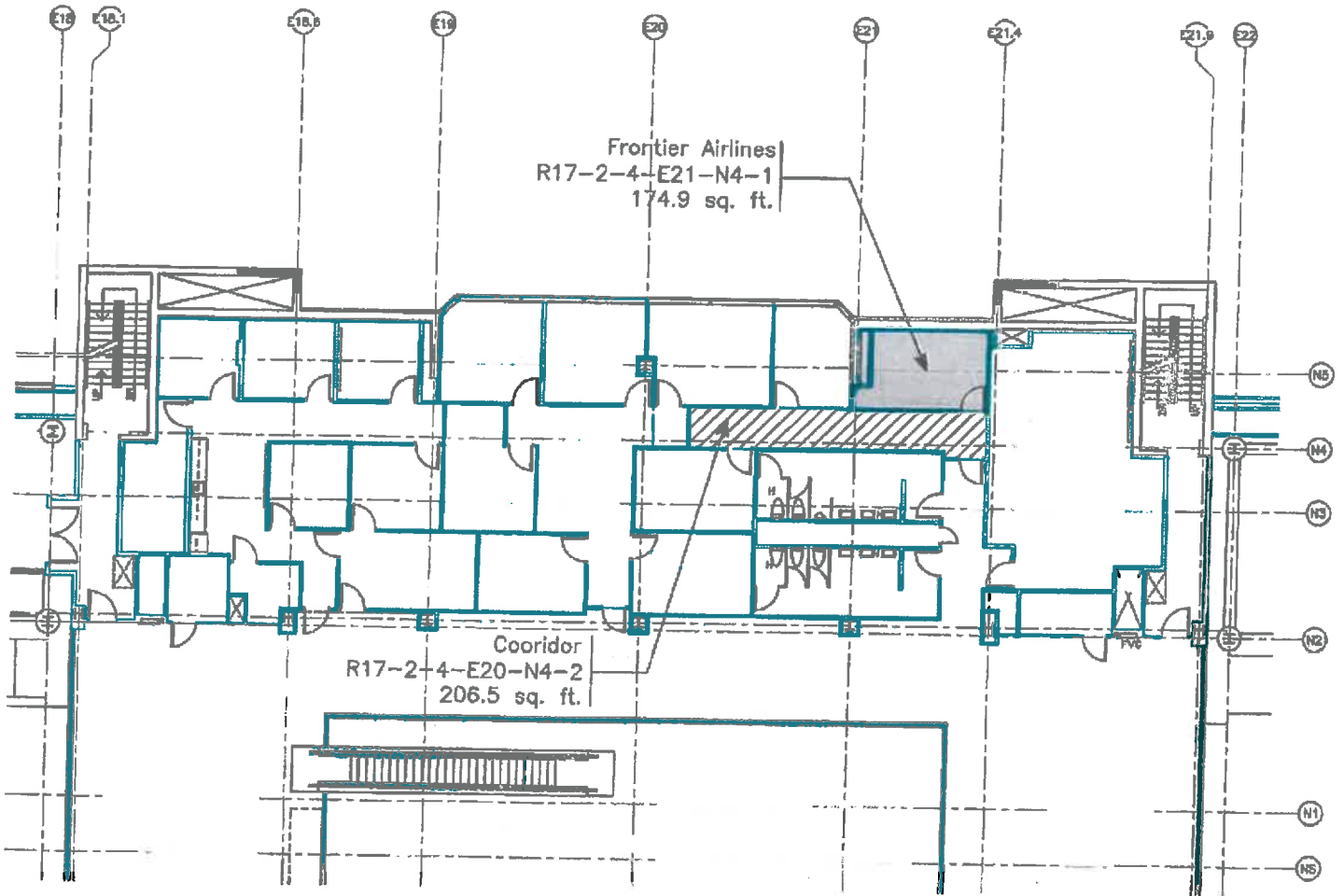
This exhibit depicts only approximate dimensions and square footage of leased area based upon planning data and is not intended to show dimensions for construction details.

David Washburn
Director of Facilities Services

<p>KEY PLAN CONCOURSE A</p>		REVISED	DENVER INTERNATIONAL AIRPORT
			EXHIBIT D Concourse A Mezz Level 4 Frontier Airlines, Inc.
		CC#: fal	DATE: 06/01/15

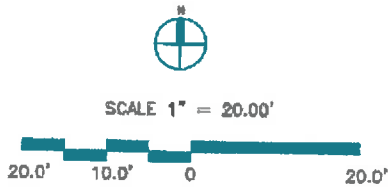
R17-2-4-15-120

Effective July 1, 2015 to End of Term



Frontier's share of corridor: 36.9%
or 76.2 sq. ft.

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



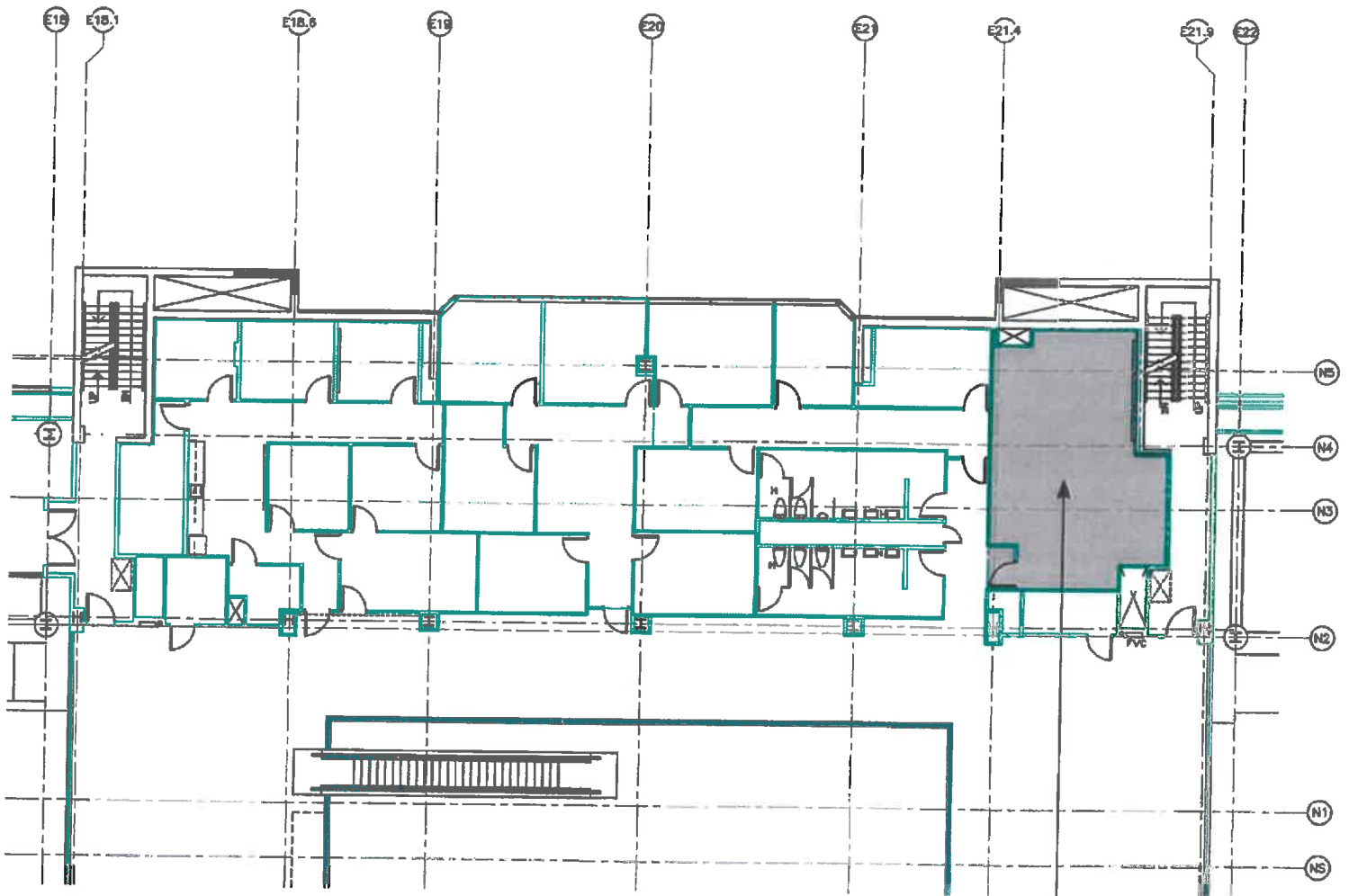
NOTE:
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David Marshall
Director of Facilities Services

<p>KEY PLAN CONCOURSE A</p>		REVISED	DENVER INTERNATIONAL AIRPORT	
			EXHIBIT D Concourse A Mezz. Level Frontier Airlines	
		CC#: fal	DATE: 06/01/15	

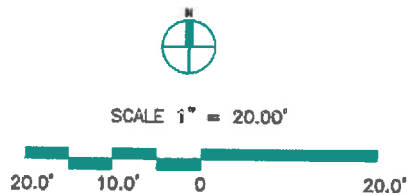
R17-2-4-15-30

Effective July 1, 2015 to End of Term



Frontier Airlines
R17-2-4-E21-N2-2
658.0 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.)



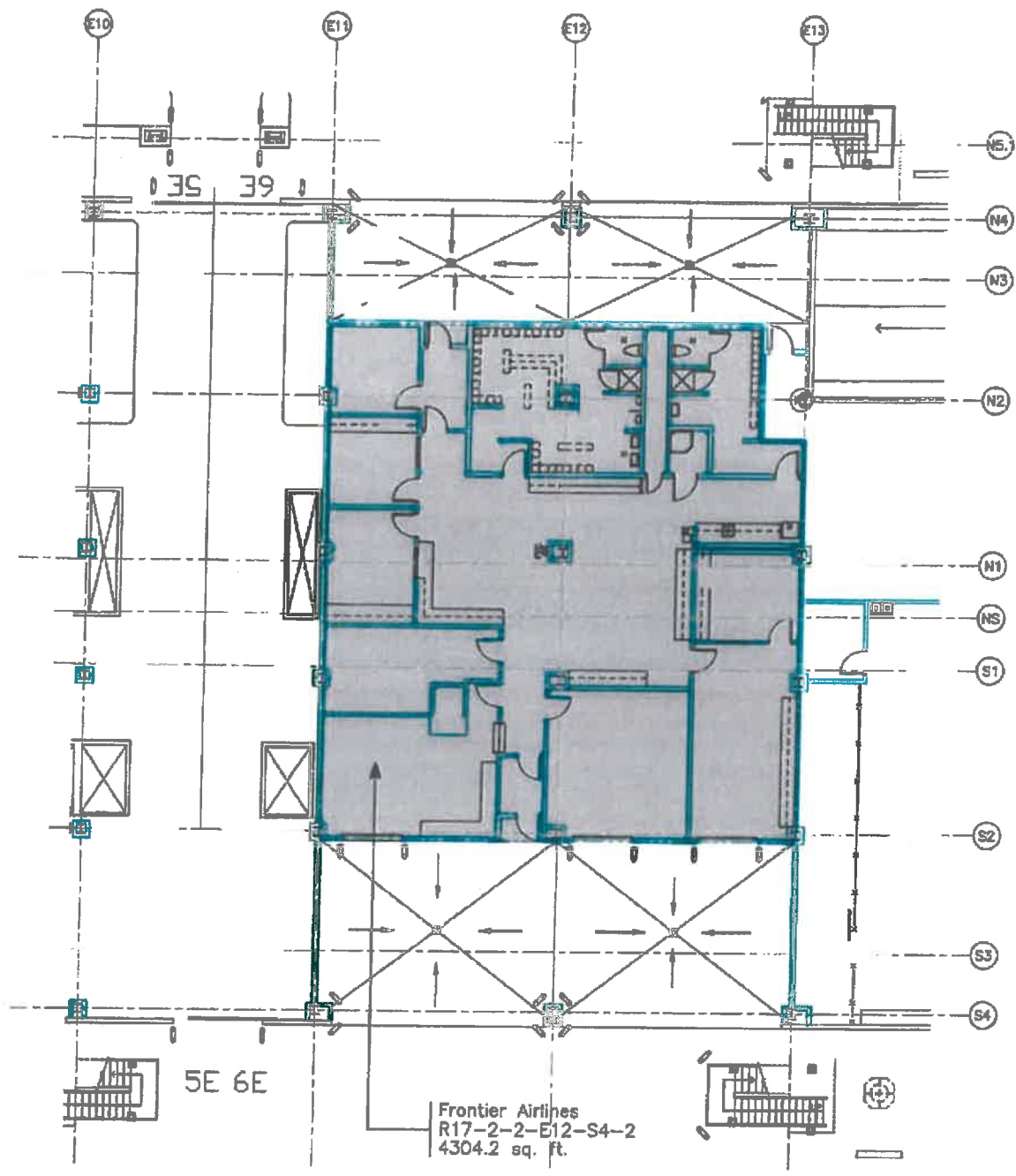
NOTE:

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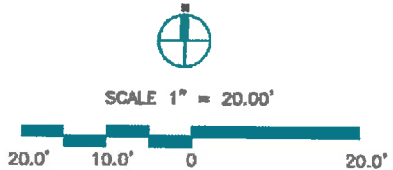
David Washburn
Director of Facilities Services

<p>KEY PLAN CONCOURSE A</p>		REVISED	DENVER INTERNATIONAL AIRPORT	
			EXHIBIT D Concourse A Mezz. Level Frontier Airlines	
		CC#: fal	DATE: 06/01/15	

Effective July 1, 2015 to End of Term



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

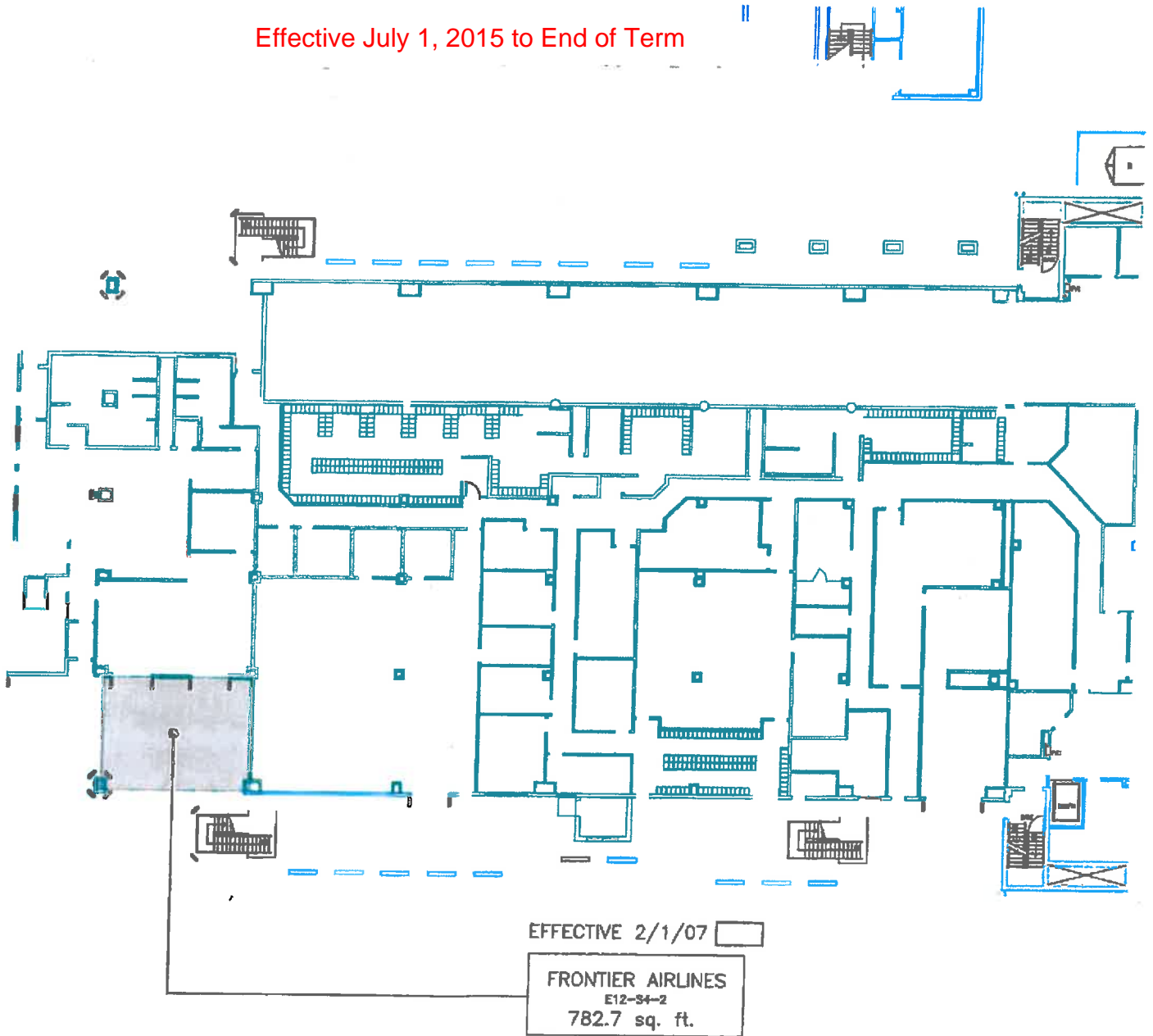


NOTE:
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David Washburn
 Director of Facilities Services

<p>KEY PLAN CONCOURSE A</p>		REVISED	DENVER INTERNATIONAL AIRPORT	
			EXHIBIT D Concourse A Apron Level Frontier Airlines	
		CC#: fal	DATE: 05/18/15	

Effective July 1, 2015 to End of Term



EFFECTIVE 2/1/07

FRONTIER AIRLINES
E12-34-2
782.7 sq. ft.

- CONC. WALL (BY CITY)
- STUCCO/EIFS WALL (BY CITY)
- GLASS WALL (BY CITY)
- RENTAL LEASE LINE
- COLLAGES
- NIC = Not Included
(In Terms of the P.L. Code)

SCALE 1" = 30.00'



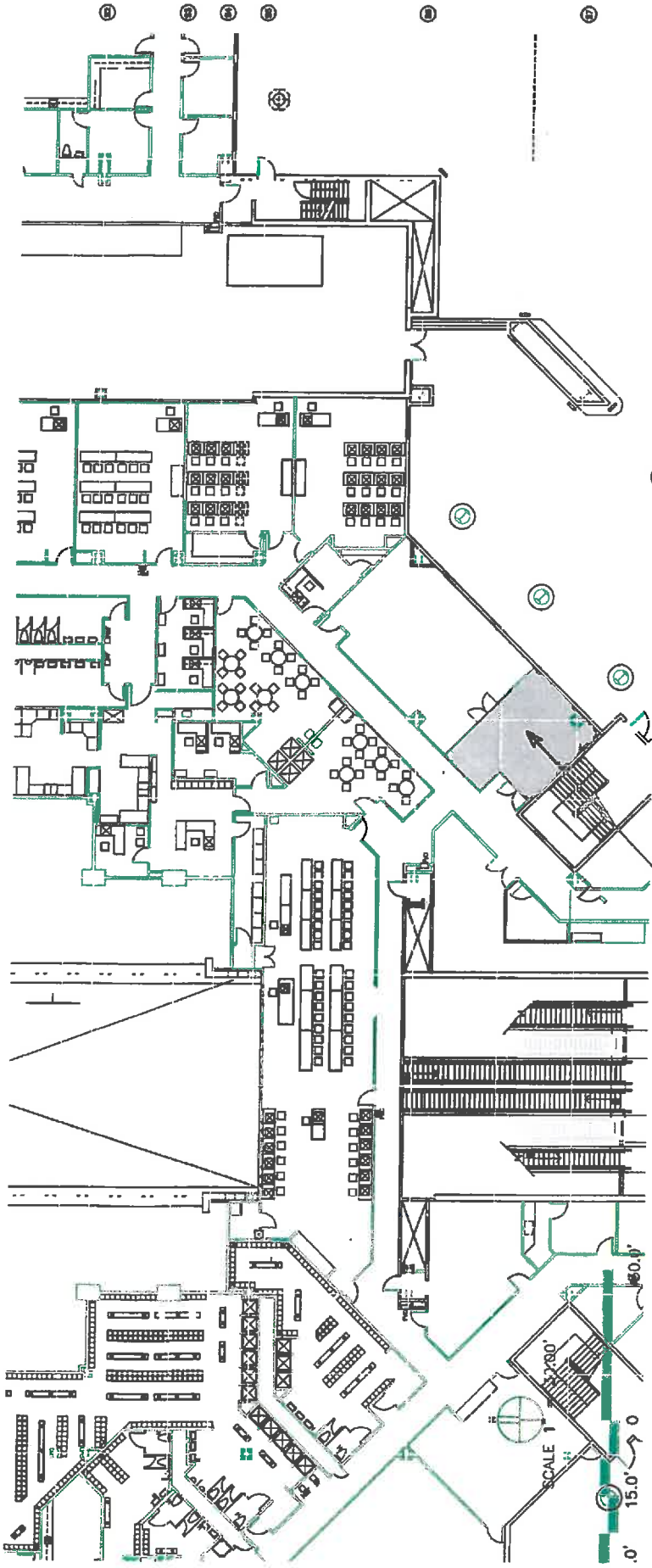
Ronald Horn

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.

<p>KEY PLAN CONCOURSE A</p>		REVISED	DENVER INTERNATIONAL AIRPORT	
			EXHIBIT D Concourse A Apron Level FRONTIER AIRLINES	
		CC#: FAL	DATE: 1/30/07	

Effective January 1, 2012 through End of Term



Frontier Airlines
R17-2-2-E2-S7-1
420.6 sq. ft.

Frank 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.

- CONC. WALL (BY CITY)
- STUB/STRESS WALL (BY CITY)
- GLASS WALL (BY CITY)
- TRAVEL LEASE LINE
- COLUMNS
- NIC = Not Included (for Lease or R.F. Calc.)

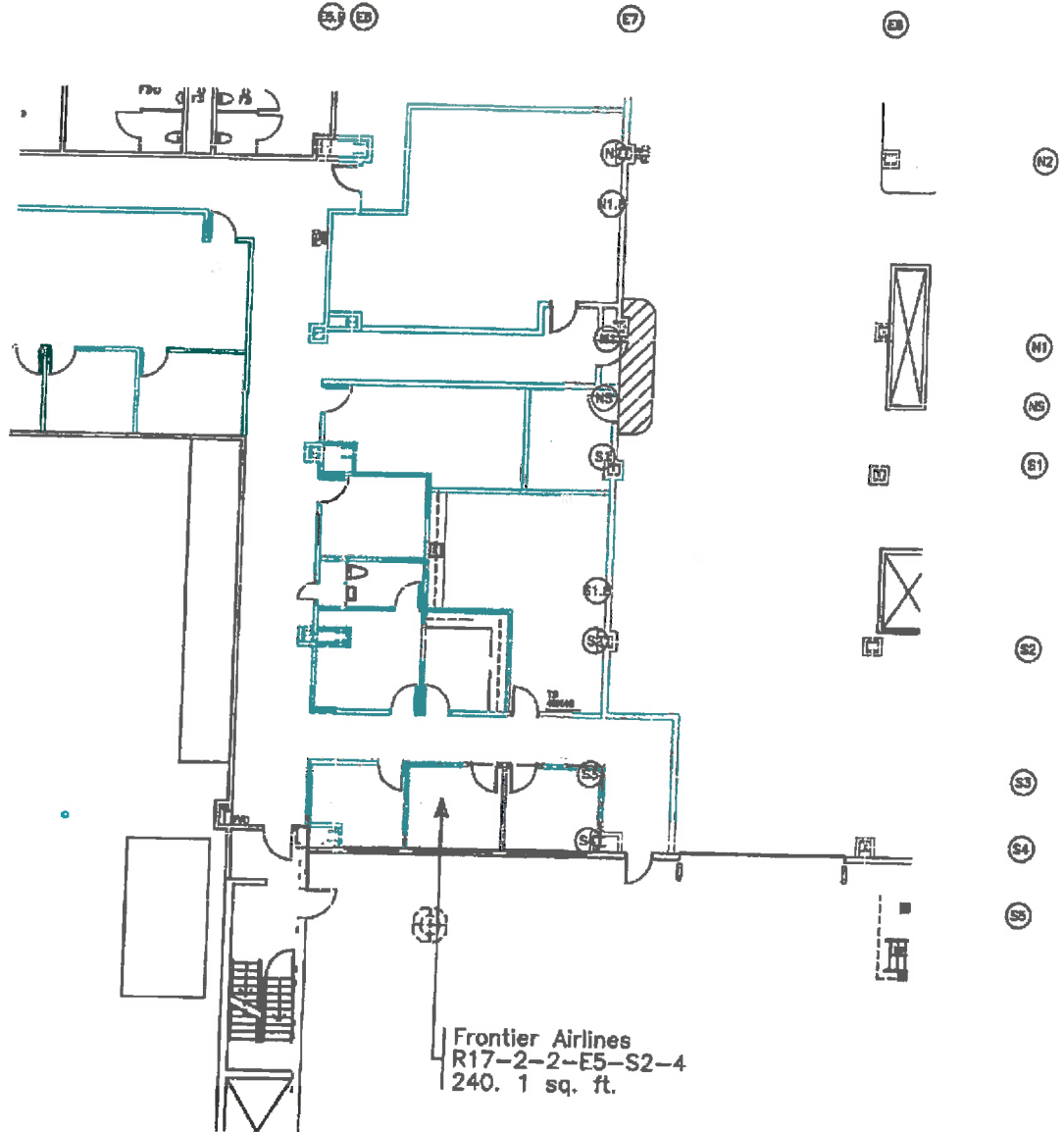


KEY PLAN CONCOURSE A

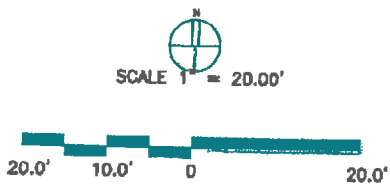
REVISIONS	DENVER INTERNATIONAL AIRPORT
	EXHIBIT D.
	FRONTIER AIRLINES
	CONCOURSE A - APRON LEVEL
	CC#: fai
	DATE: 5/02/07

R17-2-2-15-76

Effective January 1, 2012 through End of Term



CONC. WALL (BY CITY)
 REINFORCED WALL (BY CITY)
 GLASS WALL (BY CITY)
 TENANT LEASE LINE
 (H) (S) COLLISION
 NIC = Not Included
 (In Lease or Sp. Pl. Code.)



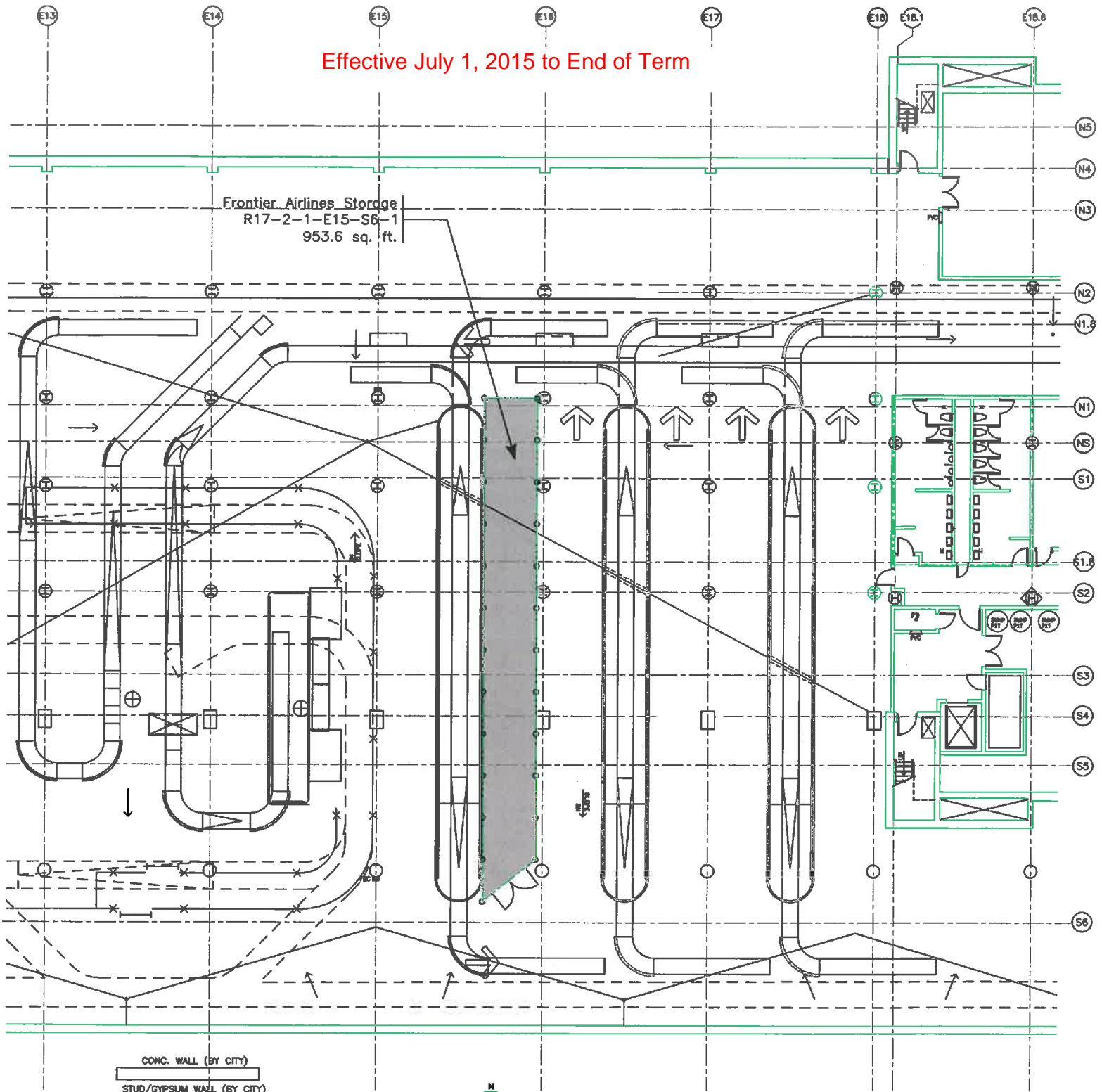
Ronald R. Horn
 MANAGER OF DESIGN

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 Concourse A Apron Level Frontier Airlines
		CC#: fal	DATE: 10/04/06

R17-2-2-15-17

Effective July 1, 2015 to End of Term



- CONC. WALL (BY CITY)
- STUD/GYPSUM WALL (BY CITY)
- GLASS WALL (BY CITY)
- TENANT LEASE LINE



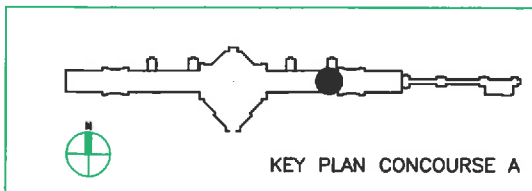
SCALE 1" = 25.00'



(H) (I) COLUMNS
 NIC = Not Included
 (In Lease or Sq. Ft. Calc.)

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

Mark H. Adams
 Director of Facilities Services



REVISED	DENVER INTERNATIONAL AIRPORT
	EXHIBIT A Concourse A Bsmt. Level Frontier Airlines
CC#: fal	DATE: 06/09/15