

FIRST AMENDMENT TO ADVERTISING LICENSE AGREEMENT

THIS FIRST AMENDMENT TO ADVERTISING LICENSE AGREEMENT, is made and entered into as of the date stated on the signature page (“Effective Date”), by and between the **CITY AND COUNTY OF DENVER**, a municipal corporation of the State of Colorado ("City"), and Clear Channel Outdoor Inc. d/b/a Clear Channel Airports, a Delaware corporation authorized to do business in the State of Colorado, (“Concessionaire”).

WITNESSETH:

WHEREAS, the City and Concessionaire entered into a written Advertising License Agreement (201205012) dated May 11, 2012 (existing “Existing Agreement”) wherein Concessionaire uses airport space in Assigned Locations to operate advertising services for the City; and

WHEREAS, Concessionaire is required to spend at least two million one hundred thousand dollars (\$2,100,000.00) toward a refurbishment of the advertising locations by the end of 2018; and

WHEREAS, the City desires Concessionaire to make capital investments into the advertising program during years 2016 and 2017 that will partially satisfy its Minimum Refurbishment Investment requirements contained in Section 7.G. of the Existing Agreement; and

WHEREAS, the parties desire to amend the Existing Agreement as hereinafter set forth;

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

1. Section 2 Definitions and Interpretations, number 45, PSA is hereby amended and restated as follows:

“45. **PSA** shall mean nonpaid advertising that is consistent with Section 1.6 Advertising Content Regulations, of the Guidelines for Signage and Advertising on Airport Property, as amended from time to time, attached hereto as Exhibit Y.”

2. Section 7 Minimum Capital Investment is hereby amended and restated as follows:

G. Refurbishment or Replacement of Existing Signage

“Licensee agrees to maintain the fixtures and displays in the advertising program in first class condition throughout the term of the agreement. In year five (5) of the agreement, Licensee and the airport will conduct a comprehensive review of the advertising program and the Licensee will work in good faith to mutually agree with the airport to specific replacement and/or substantial upgrades to the fixtures comprising the advertising program, including but not limited to centerpiece video screens in the terminal, any

freestanding double sided digital/static signage, LED backlit panels, video screens, and if necessary any supporting digital communication or computerized element for these, LED backlit static displays, fabric displays or any other manner of advertising on Exhibit A. In the event the airport and Licensee cannot mutually agree on the specific elements to replace or refurbish, or the designs of the replacements or the manner of refurbishments, the Licensee agrees to spend at least two million one hundred thousand dollars (\$2,100,000.00) toward a refurbishment of the advertising locations on Exhibit A and shall submit a plan of refurbishment to DIA for its review and approval, to be complete by the end of 2018 (as described in the following paragraph), or as agreed and extended by the airport. If the total cost of the Licensee's refurbishment investment is less than the Minimum Refurbishment Investment, the difference between such total cost and the Minimum Refurbishment Investment for renovating the Assigned Locations, shall be paid to City within 30 days after written notice from City to Licensee. The comprehensive review of the advertising program and its fixtures described in the above paragraph can be conducted ahead of year five (5) of the agreement if the parties mutually agree that fixture condition or business reasons necessitate performing an accelerated review. Should this accelerated review identify the need for refurbishment of the fixtures, such refurbishment shall count towards satisfying this Section 7.G of the Existing Agreement's Minimum Refurbishment Investment requirements. In the event there is a conflict between deadlines in other provisions of this Agreement corresponding with the Refurbishment Completion Date, this accelerated review provision will control."

3. Section 9 Licensee's Service Standards is hereby amended and restated as follows:

"E. Advertising Guidelines. All proposed advertising shall conform to Section 1.6, of Exhibit Y, Advertising Content Regulations, of the Guidelines for Signage and Advertising on Airport Property, as amended from time to time, which shall also be incorporated in any Advertising Contracts.

The City reserves the right to reject, or discontinue displaying, at any time and without advance notice, any advertising, in whole or in part, that in the City's sole judgment, violates the Guidelines for Signage and Advertising on Airport Property or any other material term or condition of this Agreement. Advertising Displays shall not obstruct or interfere with Airport directional and other signage providing travelers and other Airport users with information about flights, gates, ticket counter, baggage claim, restrooms or other amenities. The City or the CEO furthermore reserves the right to identify and instruct Licensee to correct any such situations. Licensee shall not install any Advertising Displays that include pamphlets or other handout material without the express prior written consent of the CEO."

4. Except as otherwise provided herein, all of the terms, provisions, and conditions of the Existing Agreement shall remain in full force and effect as though set out in full here, and are hereby ratified and reaffirmed.

5. This First Amendment to Agreement shall not become effective or binding on the City until approved by the City Council, if so required by the City's Charter, and fully executed by all signatories of the City and County of Denver.

[SIGNATURE PAGES FOLLOW]

Contract Control Number: PLANE-201205012-01

Contractor Name: Clear Channel Outdoor, Inc.

By:  _____

Name: Eugene P. Leckman
(please print)

Title: Senior Regional President
(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 _____





GUIDELINES FOR SIGNAGE AND ADVERTISING ON AIRPORT PROPERTY



1.1 PURPOSE

The primary purpose of advertising at the City and County of Denver International Airport (“DEN”) is to generate non-aeronautical revenue to make the airport self-sustaining through commercial advertising and to enhance travel and business in the state of Colorado. The airport premises at DEN are a non-public forum. The status of DEN as a non-public forum is well-settled by case law and this policy. DEN seeks to avoid controversial advertising topics through the adoption of these guidelines. Avoiding controversy will preserve the marketing potential of DEN’s advertising program, thus maximizing revenue, while also minimizing disruption to passenger experience at the airport. In doing so, all advertising at the airport must be consistent with the nature of the airport as a business enterprise and shall be limited narrowly to advance the permitted advertising set forth below in Section 1.6.

DEN recognizes that signage and advertising is an essential part of airport leaseholds, concessions, information, and identity programs, but must also be aesthetically consistent with DEN’s design and architecture and not interfere with operational efficiencies and safety. A balance between informational signage and advertising must be maintained in order to preserve visual continuity and avoid clutter and message overload.

1.2 AUTHORITY

This directive is being issued under the authority delegated to the Manager of Aviation in Article II, Part 11 of the Denver Charter and provided by Chapter 5, Article II of the Denver Revised Municipal Code.

1.3 APPLICABILITY

- A. All existing and future signs must comply with Section 1.6 of these guidelines. All other sections of these guidelines will not apply to existing signs until the time that existing signs are modified, changed, replaced or removed at which time such signs shall comply with these guidelines as modified from time to time.
- B. These guidelines are not intended to restrict in any way DEN and its Chief Executive Officer or the CEO’s designee (collectively “CEO”), to erect signage, display advertisements, inform the public, promote or otherwise identify DEN facilities, services, or tenants, or market DEN.
- C. Not including the DEN Welcome Sign, no outdoor advertising device will be permitted outdoors on DEN property until such time DEN has adopted a land plan and/or comprehensive signage plan.
- D. No advertising signs of any type are permitted within an area known as the “Pena Boulevard Transportation Corridor Scenic Buffer” (map attached), which is subject to



development restrictions under the terms of a 1988 Intergovernmental Agreement, as amended, between the City of Denver and Adams County (“IGA”).

- E. Pena Boulevard Transportation Corridor information signs are governed by Procedures and Standards, Specific Information Signs and Business Logos in the Transportation Corridor (copy attached).
- F. These guidelines supplement existing Signage Guideline documents utilized by DEN for exterior and interior signs including the:
 - 1. Tenant Development Guidelines;
 - 2. Procedures and Standards for Specific Information Signs and Business Logos on Pena Blvd;
 - 3. Roadway and Wayfinding Signage Guidelines currently under development by Airport Infrastructure Management; and,
 - 4. Concessions Guidelines.

If this document conflicts with any of these existing signage documents the existing signage document controls.

- G. These Guidelines may be amended from time to time by the DEN CEO for any reason.



1.4 GENERAL RULES

- A. Signs and/or advertisements shall be designed and constructed to withstand a wind pressure according to AASHTO Standards.
- B. Signs and/or advertisements must be limited in height and design as to not constitute a hazard or obstruction per 14 CFR Part 77 and FAA Airport Design and Engineering Standards.
- C. Signs and/or advertisements must comply with any applicable safety standards including ADA Guidelines.
- D. All leaseholds and advertisers will indemnify and hold harmless the City and County of Denver and DEN, its officers and agents, against all expenses and losses resulting from failure to comply with these guidelines; publication of the contents of advertisement, including claims for libel, violation of privacy, copyright infringement, or plagiarism; or claims for personal injury caused by defective construction, installation, or maintenance of a sign.

1.5 PROHIBITIONS

- A. Pole signs that have a display face larger than 8 feet high by 15 feet wide are prohibited.
- B. Signs and/or advertisements shall not be permitted on the exterior of the Terminal building, or exterior of the concourses, with the exception of passenger loading bridges, upon which they will be permitted.
- C. Signs and/or advertisements shall not emit any sound, contain strobe, laser lighting, exposed neon, backwash or be flashing.
- D. Signs and/or advertisements shall not cause beams or rays of light to be directed at any portion of a roadway, which beams or rays are of such intensity or brightness as to cause glare or to impair the vision of the driver of any motor vehicle or otherwise interfere with the operation of a motor vehicle. Signs and/or advertisements shall also not cause beams or rays of light to be directed at any aircraft or the FAA air traffic control tower.
- E. Signs and/or advertisements shall not interfere with, imitate or resemble any traffic control sign or device, or attempt to appear to attempt to direct the movement of traffic.
- F. Signs and/or advertisements shall not obscure or otherwise interfere with a motor vehicle operator's view of approaching, merging or intersecting traffic.
- G. Except as noted herein, advertising is prohibited along roadways except for tenant ground or wall signs identifying their on-site businesses.



1.6 ADVERTISING CONTENT REGULATIONS

A. **Permitted Advertising Content.** All advertisements must fall within one of the following categories:

1. Commercial and promotional advertising. Advertising that promotes or solicits the sale, rental, distribution, or availability of goods, services, food, entertainment, events, programs, transactions, products, property (real or personal) for commercial purposes, or more generally promoting an entity that engages in such activities.

2. Noncommercial advertising. Advertising made available by a governmental agency or a 501(c)(3) entity as registered with the Internal Revenue Service or similar nonprofit entity (1) related to tourism or business development, (2) for an aviation-related message, or (3) for a message identifying an organization in the education, or public health, public safety, or public welfare sector. All Public Service Advertising shall include in readily visible typeface at the bottom of the page the following: "The views expressed in this advertisement are those of the sponsoring organization and do not necessarily reflect the view of the City and County of Denver," shall identify the sponsoring organization by name and website, and shall comply with Section B below.

3. Advertising made available by the City and County of Denver for any purposes.

B. **Prohibited Advertising Content.** DEN prohibits advertisements, or displays of weblinks or QR codes that lead to a webpage, that fall within one or more of the following categories:

1. Public Issue. Advertising that expresses or advocates opinions, positions, or viewpoint on matters of public debate about economic, political, religious or social issues.

a. Political. Advertising that contains political campaign speech that refers to a specific ballot question, initiative petition or referendum, refers to a candidate for public office, promotes or opposes a political party, or directly or indirectly implicates the action, inaction, prospective action, or policies of a government entity.

b. Religious. Advertising that promotes the existence or non-existence of deities, that promotes a specific religion, religious beliefs or lack thereof. This prohibition also covers the depiction of text, symbols, or images commonly associated with any religion or deities.

c. Social. Advertising that depicts a group or groups within society about or between which controversy or disparity exists as a result of real or perceived current or historical societal conditions.



- d. Economic. Advertising that addresses controversial issues relating to the financial status of businesses, individuals, groups, or organizations, including but not limited to the issues of wages, taxes, trade, labor conditions, the financial system, entitlements, health insurance coverage, and subsidies.
2. Profanity, hatred, bigotry, disparagement and violence. Advertising that includes any profane language, portrays images or descriptions of violence, or that promotes hatred, bigotry, disparagement or violence towards individuals, groups, businesses, organizations or government entities.
3. Obscenity, nudity, and adult oriented goods or services. Advertising that promotes or encourages adult book stores, adult video stores, adult telephone services, adult internet sites, escort services, nude dance clubs, nudity, sexual conduct, sexual excitement, sexual innuendo, or obscene material or images.
4. Alcoholic products. Unless a content management agreement entered into with the City and County of Denver provides otherwise, no advertising that promotes consumption or purchase of alcoholic beverages or spirits, including but not limited to beer, wine, liquor, and other alcoholic substances.
5. Tobacco or marijuana products. Advertising that promotes tobacco or marijuana products, tobacco or marijuana related products, including e-cigarettes, vapor pens, and other substitute forms of tobacco or marijuana products.
6. Firearms. Advertising that promotes or solicits the sale, rental, distribution, discharge, or availability of firearms, firearms related products, or services.
7. Illegal or unlawful goods, services, and conduct. Advertising that promotes or encourages the use or possession of illegal, goods, services, or illegal behavior or activities under federal, state, or local law.
8. False or misleading. Advertising that is false, misleading, or deceptive.
9. Libelous speech or trademark or copyright infringement. Advertising that is libelous or infringes on any copyright, trademark or service mark. Moreover, neither DEN's name, logo, and designations, nor testimonials by current DEN employees, may be used in advertisements to endorse non-airport products or services, unless the CEO has specifically contracted with a particular advertiser to promote or endorse a product or service apart from the purposes of the advertising program.



10. Directly competing with the enterprise. Advertising that promotes or encourages services in direct competition with DEN's business objectives or promotes or encourages services that detract from the mission of DEN to provide a comfortable, pleasant passenger experience.

11. Harmful or disruptive to airport operations. Advertising that is so objectionable to contemporary community standards as to be reasonably foreseeable that it will result in harm to, disruption of, or interference with the safe and secure operation of the airport.

1.7 SUBMISSION AND APPROVAL PROCESS

A. SUBMISSION

Sign applicants are required to provide a completed submission application as well as an electronic version (PDF) of the submittal package for review prior to the final submission. Written review comments and notes will be given and feedback may include a conference call with the applicant and/or their design team to review the package. All comments must be addressed prior to submitting the Applicant package to the DEN Design Review Committee (DRC) Coordinator. Submittal Package Concept submittals shall consist of a complete electronic (PDF) version of documents/materials board for submission to the DRC for review and approval.

Submissions shall be made to Design Review Committee Coordinator. For more information regarding the Design Review Committee and Process please visit <https://business.flydenver.com/bizops/documents/denDesignReview.pdf>

A sign submission shall include the following:

1. Detailed plans of proposed signage/graphics for new construction, or revisions to existing signage/graphics.
2. A sign location plan or site plan to scale showing the building footprint (if applicable) and the location of the proposed signs.
3. A minimum of two (2) high-quality 3D renderings (more recommended) in electronic format (PDF) are required to show the Applicant's design intent. Renderings should be taken from at least two vantage points to demonstrate context.
4. Sign components and materials.
5. An elevation plan in scale showing sign graphics in place. For wall signs provide building elevation showing the proposed sign with dimensions of sign and method of lighting the sign.
6. For wall signs provide illustration of the method of attachment to the building.



7. A detail scale drawing of the sign showing letter style, dimensions, and specifications describing materials and color.
8. Illumination specifications and diagram.
9. Project Design Report and Schedule detailing the proposed Scope of Work, summarize major design issues and state the basic design criteria used to accomplish various project elements. The report shall present a schedule of performance, including design and review periods, project fabrication and installation times.
10. All drawing documents a minimum of 11"x17" in PDF format.
11. Animated and/or full motion video sign submissions must include a traffic impact analysis and video renderings showing the following: context, content, luminance and transition speed in real time.

Once a submittal is determined to be complete, the Design Review Committee will set a meeting to discuss preliminary approval of the submission at the next available scheduled meeting.

B. APPROVAL

1. In reviewing any application for a sign permit, the DEN Design Review Committee shall take into account the following criteria:
 - a. Signs shall comply with these guidelines;
 - b. Signs shall protect the public health, safety, and welfare;
 - c. Signs shall enhance the high quality design and style of airport;
 - d. Signs shall relate to the site, surrounding buildings, landscaping, and adjacent areas;
 - e. Signs shall be appropriate in scale and enhance their graphic impact to pedestrians, public, and the flying public, where applicable;
 - f. Signs shall be constructed with high quality materials that are durable and take into consideration maintenance.
2. After receiving the DEN Design Review Committee approval the DEN CEO will make the final sign permit approval of the submittal.
3. Every sign permit issued shall expire 180 calendar days from the date of issuance if the work permitted thereunder has not commenced, or if the work started has been suspended for a period of 180 days or more.
4. Any changes to submitted design or plans after DEN approval must be resubmitted to the DRC Coordinator.
5. For other sign types not specifically addressed within this guideline document, review and approval of signs will be based on those portions of this signage guideline deemed to be most applicable to the sign presented for approval.

Adopted by _____ Date _____
