

# UNITED CONTRACT

## C 18 1793 - 2



Peter O. Knight Airport  
Plant City Airport  
Tampa Executive Airport

April 4, 2019

Hillsborough County  
Aviation Authority  
P.O. Box 22287  
Tampa, Florida 33622  
phone/ 813-870-8700  
fax/ 813-875-6670  
TampaAirport.com

**Mr. Peter Froehlich**  
Managing Director, Corporate Real Estate  
United Airlines, Inc.  
233 South Wacker Drive, 11<sup>th</sup> Floor  
Chicago, IL 60606

**Adam R. Kokas**  
Executive Vice President / General Counsel  
Atlas Air, Inc.  
2000 Westchester Ave  
Purchase, NY 10577

RE: Letter of Agreement (LOA)  
Cargo Building Space Rental Agreement – Suite 1500 (Premises)  
Tampa International Airport

Dear Mr. Froehlich and Mr. Kokas:

The following constitutes an LOA between United Airlines, Inc. (United) and Atlas Air, Inc. (Atlas) regarding the Cargo Building Space Rental Agreement between United and the Hillsborough County Aviation Authority (Authority), dated October 7, 2010 (Agreement). The purpose of this LOA is to clarify the responsibility for repayment to Authority of Company's Improvements Rent (CIR) for the Premises, as those terms are defined in the Agreement, before, during, and after the proposed future tenancy of the Premises by Atlas.

Whereas, the Agreement, in part, requires United to repay Authority for the cost of CIR for the Premises constructed by Authority at United's request until such time as the balance of CIR is paid in full or Authority executes a Space Rental Agreement for the Premises with a replacement tenant (see Section 5.02(B)(1) and (2) of the Agreement); and

Whereas, Atlas desires to lease the Premises for a period from April 4, 2019 through September 30, 2020 (Term); and

Whereas, Atlas agrees to pay to Authority the Cargo Building Rent, O&M Rent, and CIR, as those terms are defined in the Agreement, during the Term of this LOA.

Now, therefore, the parties agree as follows:

- 1) If Atlas leases the Premises from Authority, Atlas thereby assumes the obligation for payment of the Cargo Building Rent, O&M Rent, and CIR during the Term of this LOA, unless terminated earlier as provided for in this LOA. Upon completion of the Term or earlier termination of this LOA, United will retain the obligation to repay the outstanding balance of CIR to Authority. United's obligation will continue thereafter until the CIR is paid in full or until Authority

executes a subsequent space rental agreement with a replacement tenant for the payment of all Rents, including payment of the outstanding balance of CIR; and

- 2) United grants permission to Atlas to modify/demolish any or all of Company's Improvements, as such term is defined in the Agreement. Upon termination of this LOA, and at United's request, Atlas will restore Company's Improvements to their condition at the commencement of this LOA, all at Atlas's own expense. Atlas and United understand and agree that such modification/demolition and restoration will not reduce or otherwise impact Atlas's or United's obligation to repay the CIR to Authority under this LOA or under the Agreement; and
- 3) Atlas understands and agrees that it will repair, to the satisfaction of Authority, any damage caused to the Premises by such modifications or demolition and restoration; and
- 4) This LOA represents the entire understanding between the parties relative to the CIR for the Premises as defined in the Agreement; and
- 5) The parties expressly warrant that each signatory is vested with the necessary authority to sign this LOA and is a bona fide representative of the named party; and
- 6) This LOA can be amended only by written instrument executed by all of the parties hereto.
- 7) This Agreement may be executed in multiple counterparts, each of which will be deemed to be an original, but all of which together will constitute one and the same instrument.

(The remainder of this page is intentionally left blank)

United Airlines, Inc.  
Atlas Air, Inc.  
April 4, 2019  
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In witness whereof, the parties have set their hands and seals on the date of execution by each.

ATTEST:

HILLSBOROUGH COUNTY AVIATION AUTHORITY

\_\_\_\_\_  
Lesley "Les" Miller, Jr., Secretary

By: \_\_\_\_\_  
Robert I. Watkins, Chairman

Signed, sealed, and delivered  
in the presence of:

Dated: \_\_\_\_\_

LEGAL FORM APPROVED:

\_\_\_\_\_  
Witness Signature

By: \_\_\_\_\_  
David Scott Knight  
Assistant General Counsel

\_\_\_\_\_  
Print Name

\_\_\_\_\_  
Witness Signature

\_\_\_\_\_  
Print Name

HILLSBOROUGH COUNTY AVIATION AUTHORITY  
STATE OF FLORIDA  
COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before me this \_\_\_\_ day of \_\_\_\_\_, 2019, by Robert I. Watkins in the capacity of Chairman, and by Lesley "Les" Miller, Jr. in the capacity of Secretary, of the Board of Directors, Hillsborough County Aviation Authority, a public body corporate under the laws of the State of Florida, on its behalf. They are personally known to me and they did not take an oath.

(Stamp or seal of Notary)

\_\_\_\_\_  
Signature of Notary

\_\_\_\_\_  
Type or print name of Notary

\_\_\_\_\_  
Date of Commission Expiration (if not on stamp or seal)

United Airlines, Inc.  
Atlas Air, Inc.  
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UNITED AIRLINES, INC.

By: [Signature]  
Peter Froehlich Managing Director  
Title: Airport Affairs  
Date: March 12, 2019

Signed in the presence of:

[Signature]  
Witness Signature

Laura A. Asmussen  
Print Name

[Signature]  
Witness Signature

Trevor Craig  
Print Name

UNITED AIRLINES, INC.

STATE OF Illinois  
COUNTY OF Kane

The foregoing instrument was acknowledged before me this 12<sup>th</sup> day of March, 2019,  
By Peter Froehlich in the capacity of Managing Director,  
(Individual's Name) (Individual's Title)  
at United Airlines, Inc. a Corporation  
(Name of organization or company, if any) (Corporation/Partnership/Sole Proprietor/Other)  
on its behalf. he is personally known to me and has produced  
(He is/She is) (personally known to me / not personally known to me)  
the following document of identification n/a.



[Signature]  
Signature of Notary  
Sarah Voss  
Type or print name of Notary  
August 1, 2021  
Date of Commission Expiration (if not on stamp or seal)

United Airlines, Inc.  
Atlas Air, Inc.  
April 4, 2019  
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**ATLAS AIR, INC.**

By: \_\_\_\_\_

Title: \_\_\_\_\_

Date: \_\_\_\_\_

Signed in the presence of:

\_\_\_\_\_  
Witness Signature

\_\_\_\_\_  
Print Name

\_\_\_\_\_  
Witness Signature

\_\_\_\_\_  
Print Name

ATLAS AIR, INC.  
STATE OF \_\_\_\_\_  
COUNTY OF \_\_\_\_\_

The foregoing instrument was acknowledged before me this \_\_\_\_\_ day of \_\_\_\_\_, 2019,  
By \_\_\_\_\_ in the capacity of \_\_\_\_\_,  
(Individual's Name) (Individual's Title)  
at \_\_\_\_\_ a \_\_\_\_\_  
(Name of organization or company, if any) (Corporation/Partnership/Sole Proprietor/Other)  
on its behalf. \_\_\_\_\_ and has produced  
(He is/She is) (personally known to me / not personally known to me)  
the following document of identification \_\_\_\_\_

(Stamp or seal of Notary)

\_\_\_\_\_  
Signature of Notary

\_\_\_\_\_  
Type or print name of Notary

\_\_\_\_\_  
Date of Commission Expiration (if not on stamp or seal)


**CERTIFICATE**  
(Corporation)

The undersigned hereby certifies that the following are true and correct statements:

1. That I, Erin Conway, am Assistant Secretary of United Airlines, Inc. (formerly known as Continental Airlines, Inc. and successor in interest, by merger, to United Air Lines, Inc.), a corporation organized and existing in good standing under the laws of the State of Delaware, hereinafter referred to as the "Corporation"; and

2. That, pursuant to the Corporation's corporate matrix establishing signatory authority for the Corporation, Peter Froehlich, a Managing Director - Airport Affairs, Corporate Real Estate of the Corporation, is hereby authorized and instructed to execute certain Letter of Agreement dated April 4, 2019 between Hillsborough County Aviation Authority, Atlas Air, Inc. and the Corporation, a copy of which is attached hereto.

IN WITNESS WHEREOF, the undersigned has set his hand and affixed the Corporate Seal of the Corporation the 12<sup>th</sup> day of March 2019.

  
Erin Conway,  
Assistant Secretary

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Corporate Seal