

HILLSBOROUGH COUNTY AVIATION AUTHORITY

AMENDMENT NO. 4 TO AGREEMENT FOR ON-AIRPORT CAR RENTAL CONCESSION

TAMPA INTERNATIONAL AIRPORT

DTG OPERATIONS, INC.

Board Date: February 1, 2018

HILLSBOROUGH COUNTY AVIATION AUTHORITY
AMENDMENT NO. 4 TO AGREEMENT FOR ON-AIRPORT CAR RENTAL CONCESSION
TAMPA INTERNATIONAL AIRPORT

THIS AMENDMENT to that certain Agreement for On-Airport Car Rental Concession at Tampa International Airport, by and between the HILLSBOROUGH COUNTY AVIATION AUTHORITY, a public body corporate existing under the laws of the State of Florida (hereinafter referred to as the "Authority"), and DTG OPERATIONS, INC., a corporation organized and existing under the laws of the State of Oklahoma and authorized to conduct business in the State of Florida (hereinafter referred to as "Company") (hereinafter individually and collectively referred to as the "Party" or "Parties") is made and entered into this 1st day of February, 2018 (hereinafter referred to as "Amendment No. 4").

WITNESSETH:

WHEREAS, on February 24, 2010, Authority and Company entered into an Agreement for On-Airport Car Rental Concession at Tampa International Airport for the establishment and operation of a car rental concession in the Landside Building and necessary support facilities thereto as a service to the traveling public (hereinafter referred to as the "Agreement"); and

WHEREAS, on September 1, 2011, the Parties executed Amendment No. 1 to the Agreement which revised the methodology for retirement of debt for existing car rental improvements and provided an additional source of funding in the form of a Rental Car Facility Fee for the planning and development of future rental car facilities; and

WHEREAS, on January 27, 2014, the Parties executed Amendment No. 2 to the Agreement which modified the written notice period required to adjust the Rental Car Facility Fee from 90 days prior written notice to 30 days prior written notice; and

WHEREAS, on June 4, 2015, the Parties executed Amendment No. 3 to the Agreement which extended the term of the Agreement and modified insurance and Airport Concession Disadvantaged Business Enterprise requirements; and

WHEREAS, Authority is constructing a new consolidated rental car facility on Tampa International Airport (hereinafter referred to as the "ConRAC"); and

WHEREAS, Company will be relocating to and occupying space in the ConRAC on or about February 14, 2018; and

WHEREAS, after relocating to the ConRAC, Company must decommission its existing facilities which will not be completed until after the termination of the Agreement; and

WHEREAS, the Parties agree to extend the term of the Agreement until Company completes its decommissioning of its existing facilities; and

WHEREAS, the Parties agree to extend the term of the Agreement until April 15, 2018.

NOW, THEREFORE, for and in consideration of the sum of Ten Dollars (\$10.00) and other valuable consideration, the receipt and sufficiency whereof are hereby mutually acknowledged, the Parties do agree that the Agreement is amended as follows:

1. The above recitals are true and correct and are incorporated herein.
2. This Amendment No. 4 is effective February 1, 2018.
3. ARTICLE 4, TERM, Section 4.2, Term, is hereby deleted in its entirety and replaced by the following:

4.2 Term

The term of this Agreement will commence on October 1, 2010 ("Commencement Date") and will continue through April 15, 2018.

4. ARTICLE 6, RENTS, FEES, and PAYMENTS, is hereby deleted in its entirety effective February 14, 2018.
5. ARTICLE 32, SURRENDER OF PREMISES, is hereby deleted in its entirety and replaced by the following:

ARTICLE 32, SURRENDER OF PREMISES

Company will surrender up and deliver the Premises to the Authority upon the conclusion of the term in the same condition as existed at the commencement of the term, ordinary wear and tear excepted. Provided Company is not in default of this Agreement, Company will immediately remove all of its personal property from the Premises at the conclusion of the term pursuant to Attachment 1, Decommissioning of Existing Facilities (attached hereto and made part of the Agreement). Failure on the part of Company to remove its personal property as provided for in Attachment 1 by April 15, 2018 will constitute a gratuitous transfer of title thereof to the Authority for whatever disposition is deemed to be in the best interest of the Authority. Any costs incurred

by the Authority in the disposition of such personal property will be borne by the Company. If Company is in default of any rent terms of this Agreement, Authority will have a lien for such rent upon any personal property of Company found upon the Premises in accordance with Florida Statutes and, in such event, Company shall not remove any personal property from the Premises without written approval of the Authority. Attachment 1 may be modified by Authority via a written letter signed by the VP of Airport Concessions without the need for formal amendment to this Agreement.

6. ARTICLE 46, AUTHORITY APPROVALS, is hereby added as follows:

Except as otherwise indicated elsewhere in this Agreement, wherever in this Agreement approvals are required to be given or received by Authority, it is understood that Authority Chief Executive Officer or designee is hereby empowered to act on behalf of Authority.

7. Attachment 1, Decommissioning of Existing Facilities, is hereby incorporated into this Agreement.
8. Except as otherwise stated herein, all other terms of the Agreement remain in full force and effect and are hereby ratified and confirmed. The Agreement and this Amendment No. 4 represent the entire understanding between the Parties on the issues contained therein, either written or oral, and may be amended only by written instrument signed by both Parties.

IN WITNESS WHEREOF, the parties hereto have set their hands and corporate seals on this 1st day of February, 2018.

ATTEST:

HILLSBOROUGH COUNTY AVIATION AUTHORITY

Victor D. Crist, Secretary
Address: P. O. Box 22287
Tampa, FL 33622

By: _____
Robert I. Watkins, Chairman
Address: P. O. Box 22287
Tampa, FL 33622

Signed, sealed, and delivered
in the presence of:

Witness Signature

LEGAL FORM APPROVED:

Print Name

By: _____
David Scott Knight
Assistant General Counsel

Witness Signature

Print Name

HILLSBOROUGH COUNTY AVIATION AUTHORITY

STATE OF FLORIDA

COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before me this 1st day of February, 2018, by Robert I. Watkins in the capacity of Chairman, and by Victor D. Crist 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)

DTG OPERATIONS, INC.

Signed in the presence of:

By: _____

Title: _____

Witness Signature

Print Name

Print Name

Print Address

Witness Signature

Print Name

DTG OPERATIONS, INC.

STATE OF _____

COUNTY OF _____

The foregoing instrument was acknowledge before me this ____ day of _____, 2018,
by _____ in the capacity of _____,
(Individual's Name) (Individual's Title)
at DTG Operations, Inc., a corporation, on its behalf. (He is / She is) (personally / not
personally) known to me and has produced _____
(Form 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)

ATTACHMENT 1
DECOMMISSIONING OF EXISTING RAC FACILITIES
FINAL: JANUARY 10, 2018
Customer Service Areas

Item	RAC Removal	HCAA Removal
Removal of counters		X
Removal of counter shells	X	
Removal of proprietary signage	X	
Removal of proprietary computers/phones	X	
Removal of proprietary electronic devices	X	
Removal of customer self-service devices	X	
Removal of proprietary cabling from conduits		X
Removal of installed exposed conduits as required		X
Termination of electrical connections as required		X
Removal of high and low voltage cables		X
Removal of proprietary furnishings/equipment	X	
Removal of vending machines	X	
Removal of backwall treatment/float backwall		X
Turnover of doors keys/combinations	X	
Counter space and offices: broom clean		X
Removal of Airport-owned signage		X

Ready/Return Areas

Item	RAC Removal	HCAA Removal
Removal of proprietary security devices	X	
Removal of proprietary jersey barriers and bollards	X	
Removal of proprietary parking bumpers		X
Removal of booths and concrete pads	X	
Removal of proprietary signage	X	
Removal of proprietary computers/phones	X	
Removal of proprietary electronic devices	X	
Removal of RAC installed pavement striping		X
Removal of proprietary cabling from conduits		X
Removal of RAC installed exposed conduits		X
Termination of electrical connections		X
Removal of high and low voltage cables		X
Removal of proprietary furnishings/equipment	X	
Removal of vending machines	X	
Turnover of doors keys/combinations	X	
Ready/Return offices: holes patched and broom clean		X
Ready/Return area: broom clean		X
Removal of Airport-owned signage		X

QTA Areas

Item	RAC Removal	HCAA Removal
Removal of common fueling system		X
Removal of vacuum system	X	
Removal of oil/water separators		X
Removal of air/water dispensers	X	
Removal of column mounted cooling fans	X	
Remediation of any RAC caused hazardous material releases	X	
Removal of proprietary car wash equipment	X	
Removal of above ground lube oil tanks ("lube cubes")	X	
Termination of plumbing connections as required	X	
Removal of proprietary computers/phones	X	
Removal of proprietary electronic devices	X	
Removal of proprietary cabling from conduits		X
Removal of RAC installed exposed conduits		X
Termination of electrical connections		
Removal of high and low voltage cables		X
Removal of proprietary security devices	X	
Removal of proprietary booths and concrete pads	X	
Removal of proprietary jersey barriers and bollards	X	
Removal of RAC installed pavement striping		X
Removal of proprietary furnishings/equipment	X	
Removal of vending machines	X	
Turnover of doors keys/combinations	X	
QTA offices: broom clean		X
QTA area: broom clean		X
Removal of Airport-owned signage		X