

ORDINANCE

WHEREAS, the City of Chicago ("City") is a home rule unit of government as defined in Article VII, §6(a) of the Illinois Constitution, and, as such, may exercise any power and perform any function pertaining to its government and affairs; and

WHEREAS, the City owns and operates Chicago O'Hare International Airport ("Airport") and possesses the power and authority to lease its premises and facilities and to grant other rights and privileges with respect thereto; and

WHEREAS, the City is vested with authority to provide for the needs of aviation, commerce, shipping, and traveling to and around the Airport to promote and develop the Airport, and, in the exercise of such power, to lease City-owned properties at the Airport, upon such terms and conditions as the corporate authorities of the City shall prescribe; and

WHEREAS, the City and Aero Chicago, LLC, a Delaware limited liability company ("Aero Chicago"), previously executed and delivered that certain Aero Chicago, LLC Cargo Facility Phase I Lease, dated August 8, 2012 (the "Original Phase I Lease"), which Original Phase I Lease provides, among other things, for a right for Aero Chicago to lease the Phase I Leased Premises (as defined therein) from the City in accordance with the provisions set forth therein, pursuant to an ordinance of the City adopted on June 28, 2012; and

WHEREAS, the City and Aero Chicago previously executed and delivered that certain First Amendment to the Phase I Lease, dated June 30, 2016, and that certain Second Amendment to the Phase I Lease, dated March 16, 2021, each amending the Original Phase I Lease (the Original Phase I Lease as so amended, the "Phase I Lease"); and

WHEREAS, the City and Aero Chicago have determined that it is necessary to amend the Phase I Lease (the "Third Amendment to the Phase I Lease"); and

WHEREAS, the City and Aero Chicago desire to enter into the Third Amendment to the Phase I Lease substantially in the form attached hereto as Exhibit A; and

WHEREAS, the City and Aero Chicago previously executed and delivered that certain Aero Chicago, LLC Cargo Facility Phase II Lease, dated April 26, 2016 (the "Original Phase II Lease"), which Original Phase II Lease provides, among other things, for a right for Aero Chicago to lease the Phase II Leased Premises (as defined therein) from the City in accordance with the provisions set forth therein, pursuant to an ordinance of the City adopted on June 28, 2012; and

WHEREAS, the City and Aero Chicago previously executed and delivered that certain First Amendment to the Phase II Lease, dated March 16, 2021, amending the Original Phase II Lease (the Original Phase II Lease as so amended, the "Phase II Lease"); and

WHEREAS, the City and Aero Chicago have determined that it is necessary to amend the Phase II Lease (the "Second Amendment to the Phase II Lease"); and

WHEREAS, the City and Aero Chicago desire to enter into the Second Amendment to the Phase II Lease substantially in the form attached hereto as Exhibit B; and

WHEREAS, the City and Aero Chicago II, LLC, a Delaware limited liability company and affiliate of Aero Chicago ("Aero Chicago II"), previously executed and delivered that certain Aero

Chicago II, LLC Cargo Facility Phase III Lease, dated March 16, 2021 (the "Phase III Lease"), which Phase III Lease provides, among other things, for a right for Aero Chicago II to lease the Phase III Leased Premises (as defined therein) from the City in accordance with the provisions set forth therein, pursuant to an ordinance of the City adopted on January 27, 2021; and

WHEREAS, the City and Aero Chicago have determined that it is necessary to amend the Phase III Lease (the "First Amendment to the Phase III Lease"); and

WHEREAS, the City and Aero Chicago desire to enter into the First Amendment to the Phase III Lease substantially in the form attached hereto as Exhibit C; now therefore

BE IT ORDAINED BY THE CITY COUNCIL OF THE CITY OF CHICAGO:

SECTION 1. The above recitals are incorporated by reference as if fully set forth herein.

SECTION 2. The Mayor or the Mayor's proxy is hereby authorized to execute, upon the recommendation of the Commissioner of the Chicago Department of Aviation ("Commissioner") and the approval of the Corporation Counsel as to form and legality, the Third Amendment to the Phase I Lease, substantially in the form attached hereto as Exhibit A.

SECTION 3. The Mayor or the Mayor's proxy is hereby authorized to execute, upon the recommendation of the Commissioner and the approval of the Corporation Counsel as to form and legality, the Second Amendment to the Phase II Lease, substantially in the form attached hereto as Exhibit B.

SECTION 4. The Mayor or the Mayor's proxy is hereby authorized to execute, upon the recommendation of the Commissioner and the approval of the Corporation Counsel as to form and legality, the First Amendment to the Phase III Lease, substantially in the form attached hereto as Exhibit C.

SECTION 5. The Commissioner and such other City officials and employees as may be required are authorized to take such actions and execute such other documents as may be necessary or desirable to implement the objectives of this ordinance.

SECTION 6. To the extent that any ordinance, resolution, rule, order or provision of the City, or part thereof, is in conflict with the provisions of this ordinance, the provisions of this ordinance shall control. If any section, paragraph, clause or provision of this ordinance shall be held invalid, the invalidity of such section, paragraph, clause or provision shall not affect any of the other provisions of this ordinance.

SECTION 7. This ordinance shall be in full force and effect from the date of its passage and approval.