

**SECOND AMENDMENT TO
TERMINAL MEDIA OPERATOR CONCESSION AGREEMENT NO. LAA-8796
BETWEEN
THE CITY OF LOS ANGELES AND JCDECAUX AIRPORT, INC.**

THIS SECOND AMENDMENT to TERMINAL MEDIA OPERATOR CONCESSION AGREEMENT NO. LAA-8796 between the CITY OF LOS ANGELES DEPARTMENT OF AIRPORTS (City) and JCDECAUX AIRPORT, INC., (hereinafter referred to as "Agreement") is made and entered into this ____ day of _____, 2019 at Los Angeles, California by and between the CITY OF LOS ANGELES, a municipal corporation, acting by order of and through its Board of Airport Commissioners (hereinafter referred to as "Board") of the Department of Airports (hereinafter referred to as "LAWA" or "Department"), and JCDECAUX AIRPORT, Inc. (hereinafter referred to as "Concessionaire").

RECITALS

WHEREAS, City and Concessionaire entered into Terminal Media Operator Concession Agreement No. LAA-8796 (the "Agreement") dated February 1, 2014, and

WHEREAS, City and Concessionaire entered into the First Amendment to Terminal Media Operator Concession Agreement No. LAA-8796 Between The City Of Los Angeles and JCDecaux Airport, Inc., on May 14, 2018;

WHEREAS, the Parties now desire to revise the TMO Agreement a second time to modify Exhibit U (Emerging Media) and delete certain City requirements regarding potential third party Emerging Media.

NOW, THEREFORE, in consideration of the covenants and conditions hereinafter contained to be kept and performed by the respective parties hereto, IT IS MUTUALLY AGREED that Agreement No. LAA-8796 BE AMENDED AS FOLLOWS:

AMENDMENT

1. Exhibit U shall be deleted in its entirety and replaced with the Exhibit U1 attached hereto.
2. Section 5.1.5(d) shall be deleted in its entirety and replaced with the following text:

TMO does not have any exclusive rights regarding development of Emerging Media at the Airport. City has no obligation to disclose to, or seek TMO's approval of/non-objection to, any Emerging Media development efforts for LAX (by City or Third Parties), nor does TMO have any right to restrict, or share in any revenues from, advertising or sponsorship on any LAWA or third party emerging media that may be displayed on any mobile devices or non-fixed digital screens. If a third party approaches City with a proposal to provide an element of Emerging Media at the Airport, City may, in its sole discretion, procure such element of Emerging Media or negotiate directly with such third party or others to provide such element of Emerging Media at the Airport on such terms and conditions as shall be acceptable to City.

It is understood and agreed by and between the parties hereto that, except as specifically provided herein, this Second Amendment shall not in any manner alter, change, modify or affect any of the rights, privileges, duties or obligations of either of the parties hereto under or by reason of Agreement LAA-8796, and except as expressly amended herein, all terms, covenants, and conditions of Agreement LAA-8796 shall remain in full force and effect.

IN WITNESS WHEREOF, City has caused this Second Amendment to be executed by Executive Director and Concessionaire has caused the same to be executed by its duly authorized officers and its corporate seal to be hereunto affixed, all as of the day and year first hereinabove written.

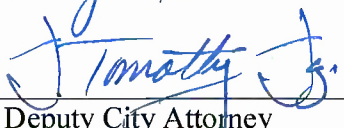
APPROVED AS TO FORM:
MICHAEL N. FEUER, City Attorney

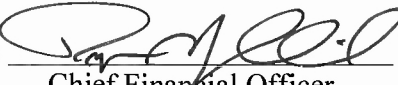
CITY OF LOS ANGELES

Date: May 21, 2019

By: _____

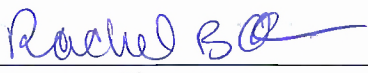
Chief Executive Officer
Department of Airports


By: 
Deputy City Attorney

By: 
Chief Financial Officer
Deputy Executive Director
Department of Airports

ATTEST:

JCDECAUX AIRPORT, INC.

By: 
Signature

By: 
Signature

Rachel B. Sherman
Print Name

Bernard Parisot
Print Name

Associate General Counsel
Print Title

Co-CEO
Print Title

APPROVED AS TO FORM:
Attorney for JCDECAUX

JCDECAUX AIRPORT, INC.

By: 

By: 

Martre D. Bailey
Print Name

Sandra Boisseau
CFO

EVP Legal Affairs + General Counsel

EXHIBIT U₁

Emerging Media to Maintain

Exhibit U1
Emerging Media to Maintain

- Interactive Visitors Kiosks
- Interactive Directories
- LAX Airport TV Network
- IEMS Content