

FIRST AMENDMENT TO THE
AMENDED AND RESTATED GLOBAL AGREEMENT

This **FIRST AMENDMENT TO THE AMENDED AND RESTATED GLOBAL AGREEMENT** (“First Amendment”) dated as of this _____ day of _____, 2022, (“Effective Date”) is by and between Greater Orlando Aviation Authority (“GOAA”), having its principal offices at the Orlando International Airport, One Jeff Fuqua Boulevard, Orlando, Florida 32827 and the Orlando Utilities Commission (“OUC”), whose offices are located at 100 West Anderson Street, Orlando, Florida 32801 (together GOAA and OUC referred to as a “Party” or together as the “Parties”).

WITNESSETH:

WHEREAS, pursuant to Chapter 163.01, Fla. Stat., GOAA and OUC entered into an Interlocal Agreement on or about September 22, 2017 (“Interlocal Agreement”), pursuant to which GOAA and OUC agreed to work together for their mutual benefit to allow OUC to provide GOAA with the opportunity to utilize OUC’s expertise in providing chilled water, energy and sustainable services, distributed generation, conservation, renewables, and electric lighting systems;

WHEREAS, pursuant to the Interlocal Agreement, GOAA and OUC approved a Letter of Intent (“LOI”) on or about October 17, 2018, whereby both entities agreed to pursue a comprehensive set of service agreements between them whereby GOAA and OUC will co-locate certain facilities and personnel on GOAA’s property located at the Orlando International Airport (“MCO”) so as to allow OUC to provide various services as more specifically described in this Global Agreement;

WHEREAS, the Parties have negotiated and agreed to the terms and conditions under which OUC and GOAA will proceed to negotiate a series of agreements as described in the LOI based on the terms, conditions, principles, and understandings set forth in that certain Global Agreement on or about August 16, 2019 (the “Global Agreement”);

WHEREAS, GOAA operates and controls the Orlando International Airport pursuant to that certain Amended and Restated Operation and Use Agreement, dated August 31, 2015, by and between the City of Orlando and GOAA;

WHEREAS, OUC has expertise in installing, operating, and maintaining central energy plants, back-up generation facilities and 12 kV wire and transformers;

WHEREAS, GOAA is charged with operating the world class airport known as the Orlando International Airport and has determined that by entering these series of capital leases and service agreements with OUC it can better focus on providing and ensuring no interruption of the Orlando Experience to the flying public

WHEREAS, the Parties entered into that certain Amended and Restated Global Agreement dated November 12, 2021, the (“ARGA”) to remove EV changers from the Global Agreement; and

WHEREAS, the Parties desire to amend the ARGA to change the definition of Turnover Date to coincide with Substantial Completion of the STC.

NOW, THEREFORE, in consideration of the premises and the mutual promises and agreements of the Parties herein expressed, the Parties, intending to be legally bound, hereby agree to the following:

1.0 RECITALS

The foregoing recitals are true and correct and are incorporated herein by this reference.

2.0 DEFINITIONS

Capitalized terms contained herein shall have the meaning ascribed to them in the ARGA, unless otherwise defined herein.

3.0 DEFINITIONS

Section 2.0 entitled Definitions is amended by deleting 2.54 “Turnover Date” and replacing it with the following:

“Turnover Date” means the date on which OUC assumes operations or ownership, as the case may be, for each Project, which is an even date with the Substantial Completion of the STC, as determined by GOAA.

4.0 BINDING AGREEMENT

This Amendment shall be binding on and inure to the benefit of the parties hereto and their respective successors and assigns.

5.0 RATIFICATION

Except as expressly amended by First Amendment, the ARGA shall continue in full force and effect in accordance with its terms.

[REMAINDER OF PAGE LEFT INTENTIONALLY BLANK]

IN WITNESS WHEREOF, the Parties hereto have caused this First Amendment to be executed and delivered by their representatives thereunto duly authorized as of the day and year first above written.

Witness:

Gail Musselwhite
Print Name: Gail Musselwhite

Alba L. Owen
Print Name: Alba L. Owen

“GOAA”
THE GREATER ORLANDO
AVIATION AUTHORITY

By: Phillip N. Brown
Phillip N. Brown, A.A.E.,
Chief Executive Officer

Date: 1-18, 2022

ATTEST:

By: Anna Farmer
Anna Farmer
Assistant Secretary



[Official Seal]

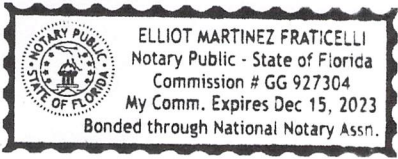
APPROVED AS TO FORM AND LEGALITY on this 11th day of January, 2022 for the use and reliance of the Greater Orlando Aviation Authority, only.
C.J. Wilson Law, P.A., Counsel

By: Christopher J. Wilson
Christopher J. Wilson, Esq.

STATE OF FLORIDA
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 18 day of January, 2022, by Phillip N. Brown who represented to me that he is the Chief Executive Officer of the Greater Orlando Aviation Authority, with the authority to execute this instrument on behalf of the Greater Orlando Aviation Authority. He is personally known to me.

(SEAL)



Elliot Martinez Fraticelli
Notary Public
Elliot Martinez Fraticelli
Print Name
Commission Expires:

“OUC”

ORLANDO UTILITIES COMMISSION

Print Name: _____

Print Name: _____

By _____

Print Name: _____

Title: _____

Date: _____

ATTEST:

Print Name: _____

Title: _____

Approved as to Form and Legality

This ___ day of _____, 2022

By: _____

General Counsel

Orlando Utilities Commission

STATE OF FLORIDA

COUNTY OF ORANGE

Before me, the undersigned authority, duly authorized under the laws of the State of Florida to take acknowledgments, this day personally appeared _____ and _____, respectively _____ and _____ of the Orlando Utilities Commission, of the City of Orlando, personally known to me to be the individuals and officers described in and who executed the foregoing instrument on behalf of said City of Orlando, and severally acknowledged the execution thereof to be their free act and deed as such officers and that they were duly authorized so to do.

In witness whereof, I have hereunto set my hand and official seal at Orlando, in the County of Orange, State of Florida, this ___ day of _____, 2022.

Notary Public

My commission expires: