

**AMENDMENT NO. 2  
AIRSIDE 4 and LANDSIDE EAST  
NEWS/GIFTS/SUNDRIES CONCESSION AGREEMENT  
ORLANDO INTERNATIONAL AIRPORT**

**THIS AMENDMENT NO. 2 TO THE AIRSIDE 4 AND LANDSIDE EAST NEWS/GIFTS/SUNDRIES CONCESSION AGREEMENT** by and between **THE GREATER ORLANDO AVIATION AUTHORITY** ("Aviation Authority") and **STELLAR PARTNERS, INC.** ("Company"), is made and entered into as of the 25 day August, 2023, and shall be effective upon the execution of the parties hereto.

**WHEREAS**, on December 23, 2009, the Aviation Authority and Company entered into that certain AIRSIDE 4 AND LANDSIDE EAST NEWS/GIFTS/SUNDRIES CONCESSION AGREEMENT, as subsequently amended by Amendment No. 1 (collectively, together with all amendments thereto, referred to herein as the "Concession Agreement"), to provide Company the right, privilege and obligation to rent, occupy, equip, furnish, and maintain a concession at the designated locations in the Terminal Complex at Orlando International Airport; and

**WHEREAS**, the term of the Agreement was initially for a period of seven (7) years, however, the terms of Amendment No. 1, executed November 10, 2016, extended the Term of the Concession Agreement to November 1, 2022; and

**WHEREAS**, the Aviation Authority, in response to COVID-19 pandemic, adopted a Resolution on April 15, 2020, which was subsequently amended and restated by the Amended and Restated Resolution adopted on May 20, 2020 (collectively, the "Resolution"); and

**WHEREAS**, the Resolution granted the Company an option to elect, a Limited Deferral of Minimum Annual Concession Fee Option ("Limited Deferral"); and

**WHEREAS**, on May 29, 2020, Company executed and delivered its signed acceptance of the Limited Deferral option ("Signed Acceptance"); and

**WHEREAS**, the Company's election of the Limited Deferral thereby extended the Term of the Concession Agreement for a period of nine (9) months ending August 1, 2023;

**WHEREAS**, the terms of the Limited Deferral under the Resolution constituted an amendment to the Concession Agreement; and

**WHEREAS**, on April 19, 2023, the Aviation Authority's Board approved Consent Agenda Item L ("Board Approval"), providing for among other things, extending the Term of the Concession Agreement to May 31, 2024, retaining the Aviation Authority's right at its sole discretion, to terminate the Concession Agreement, with 120 days' notice and requiring the Company's obligation to refurbish the premises, as needed, to ensure attractive and welcoming locations; and

**WHEREAS**, the Company and Aviation Authority now desire to enter into this Amendment No. 2 to memorialize the resulting change to the Term of the Concession agreement pursuant to the Resolution, Signed Acceptance, and Board Approval.

**NOW THEREFORE**, in consideration of the mutual covenants, terms and conditions contained herein, the parties do hereby agree to amend the Concession Agreement as follows:

- 1. Definitions.** Article 1 of the Concession Agreement, entitled "Definitions," is incorporated herein by reference. Capitalized terms used, but not defined, in this Amendment No. 2, including, without limitation, the recitals hereto, shall have the meanings assigned to such terms in the Concession

Agreement.

2. **Incorporation of Recitals**. The above recitals are hereby incorporated herein by reference as part of this Amendment No. 2.
3. **Incorporation of Resolution, Signed Acceptance, and Board Approval**. The Resolution, the Signed Acceptance, and Board Approval are each hereby incorporated herein by reference as part of this Amendment No. 2.
4. **Amendment to Term**. Article 4, of the Concession Agreement, entitled "Term" is hereby modified by deleting the last two sentences appearing therein in their entirety and replacing the same with the following:

This Agreement shall commence on the Commencement Date and shall continue thereafter until May 31, 2024 (hereinafter referred to as the "Term"), unless sooner terminated in accordance with the terms and provisions hereof. In addition to all other rights and remedies afforded to the Aviation Authority in the Agreement, the Aviation Authority retains the right in its sole discretion to terminate this Agreement with 120 days' notice to the Company.

5. **Entire Agreement**. The Concession Agreement, together with Amendment No.1, and this Amendment No. 2, constitute the entire agreement between the parties hereto with respect to the matters set forth herein. There have been no additional oral or written representations or agreements.
6. **Applicability of Remaining Provisions; Ratification**. Any provisions of the Concession Agreement not amended by Amendment No. 1, or this Amendment No. 2 shall remain unaffected and in full force and effect. In the event of a conflict between the provisions of Amendment No. 2, Amendment No. 1, and the Concession Agreement, the provisions of this Amendment No. 2 shall control.
7. **Counterparts**. This Amendment No. 2 may be executed in several counterparts, each of which shall be an original and all of which shall constitute one and the same instrument.

**[THIS SECTION INTENTIONALLY LEFT BLANK]**

**[SIGNATURE PAGE FOLLOWING]**

IN WITNESS WHEREOF, the parties hereto have caused this Amendment No. 2 to be executed the day and year first above written.

ATTEST:

By:   
boxSIGN 42PKY684-4YRLYXP

Anna Farmer  
Manager of Board Services

Date: Aug 28, 2023, 2023

GREATER ORLANDO AVIATION AUTHORITY

By:   
boxSIGN 1V3Q2914-4YRLYXP

Kevin J. Thibault, P.E., F.ASCE  
Chief Executive Officer

Date: Aug 25, 2023, 2023

APPROVED AS TO FORM AND LEGALITY

On the 22nd day of August, 20 23  
for the use and reliance of the Greater Orlando  
Aviation Authority, only.

By:   
boxSIGN 4V8P8P8-4YRLYXP

Camille M. Evans, Esq., Virtus LLP

ATTEST: \_\_\_\_\_

Printed Name: \_\_\_\_\_

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

Date: \_\_\_\_\_, 2023

By: 


Printed Name: TODD KNIGHT


Title: Vice President

Date: August 8th, 2023

OR

TWO WITNESSES:

(1.)   
Printed Name: Joanne R Shreve  
Date: 8/8/23

(2.)   
Printed Name: JON W. STENTZ  
Date: 8-8-2023