

Prepared By and Return to:
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Marchena & Graham, P.A.
976 Lake Baldwin Lane
Orlando, FL 32814

MEMORANDUM OF AMENDED AND RESTATED OPERATION AND USE AGREEMENT

THIS MEMORANDUM of AMENDED AND RESTATED OPERATION AND USE AGREEMENT made this ____ day of January, 2016 by the City of Orlando (the "CITY"), a Florida municipal corporation and the Greater Orlando Aviation Authority (the "AUTHORITY"), an agency of the City of Orlando created by Special Act of the State of Florida.

WITNESSETH:

WHEREAS, the AUTHORITY has been created by Special Acts which have been codified as Chapter 16 of the charter of the CITY, hereinafter referred to as the "Act"; and

WHEREAS, the CITY and the AUTHORITY (collectively, the "Parties") entered into an Operation and Use Agreement dated September 27, 1976 (the "Original Agreement"), providing for the transfer of the operation and control of Orlando International Airport ("MCO") and Orlando Executive Airport ("ORL") ("MCO" and "ORL" are collectively, the "Airports") from the CITY to the AUTHORITY, effective on October 1, 1976 a memorandum of which was recorded at Book 3485 Page 195; and

WHEREAS, the AUTHORITY has continuously operated the Airports pursuant to the Original Agreement since October 1, 1976; and

WHEREAS, the CITY has benefitted from the AUTHORITY form of governance of its Airports during that time period; and

WHEREAS, the City Council has determined that the AUTHORITY has been organized and is operating in such manner as to make continued control of the Airports by the AUTHORITY appropriate, desirable, and feasible; and

WHEREAS, the CITY and the AUTHORITY have entered into that certain Amended and Restated Operation and Use Agreement (the "Agreement") that clarifies certain provisions of the Original Agreement and amends and restates same, to include an extension for a new fifty (50) year term, commencing October 1, 2015 and expiring on September 30, 2065.

NOW, THEREFORE, the CITY and the AUTHORITY, hereby confirm that the CITY has transferred control of the Airports to the AUTHORITY, and the AUTHORITY has accepted the continued control and responsibility for the operation of the Airports, in accordance with the terms, restrictions, limitations, qualifications, and regulations as set forth in the Act, the CITY's approval of the Agreement to extend the term of the control of the Airports by the AUTHORITY, and the Agreement.

All parties to whom these presents may come are put on notice of the existence of the Agreement and the right of the Authority to control and operate MCO and ORL including but not limited to, the right to enter into leases of property within the limits of the MCO and ORL, said properties having been described in Exhibit A and Exhibit B to the Agreement. A copy of said Exhibit A and Exhibit B to the Agreement are attached herein and incorporated here-by reference. Nothing in this Memorandum of Amended and Restated Operation and Use Agreement shall modify or amend the terms of the Agreement.

IN WITNESS WHEREOF, this Agreement has been executed the day and year first set forth above.

**GREATER ORLANDO
AVIATION AUTHORITY**

ATTEST:

Dayci S. Burnette-Snyder, Assistant Secretary

Seal

TWO WITNESSES:

Printed Name:

Printed Name:

By: _____
Frank Kruppenbacher
Chairman

Date: _____, 2016

APPROVED AS TO FORM AND
LEGALITY

On the ____ day of _____, 2016
for the use and reliance of the Greater
Orlando Aviation Authority, only.

Marchena and Graham, P.A., Counsel

By: _____
Marchena and Graham, P.A.

STATE OF FLORIDA
COUNTY OF ORANGE

Before me, the undersigned duly authorized under the laws of the State of Florida to take acknowledgments, this day personally appeared Frank Kruppenbacher and Dayci S. Burnette-Snyder respectively Chairman and Assistant Secretary of the Greater Orlando Aviation AUTHORITY, who are personally known to me to be the individuals and officers described in and who executed the foregoing instrument on behalf of said Greater Orlando Aviation AUTHORITY, 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 _____, 2016.

Notary Public
My commission expires:

THE CITY OF ORLANDO, a
municipal corporation existing under
the laws of the State of Florida

TWO WITNESSES:

By: _____

Print Name _____

Name: Buddy Dyer
Title: Mayor

Print Name _____

TWO WITNESSES:

Attest:

Print Name: _____

By: _____
Name: Celeste Brown
Title: City Clerk
Date: _____, 2016.

Print Name _____

APPROVED AS TO FORM AND
LEGALITY
for the use and reliance of the
City of Orlando, Florida, only.
_____, 2016.

Printed Name _____
City Attorney
Orlando, Florida

STATE OF FLORIDA
COUNTY OF ORANGE

Before me, the undersigned Notary Public, duly authorized under the laws of the State of Florida to take acknowledgments, this day personally appeared Buddy Dyer and Celeste Brown, respectively Mayor and City Clerk of the City of Orlando, who are 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 _____, 2016.

Notary Public
My commission expires: