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BOARD OF PORT COMMISSIONERS CITY OF OAKLAND

RESOLUTION APPROVING CONSENT TO CHANGE IN CONTROL OF DAL GLOBAL SERVICES, LLC ("DGS") AND ASSIGNMENT OF LICENSE AND CONCESSION AGREEMENT TO OCCUPY WAREHOUSE SPACE AND TO PROVIDE PASSENGER, BAGGAGE, GROUND AND CARGO HANDLING, AIRCRAFT CABIN CLEANING AND GROUND SERVICE EQUIPMENT MAINTENANCE, REPAIR AND WASHING BUSINESS AT OAKLAND INTERNATIONAL AIRPORT FROM 100% OWNER DELTA AIR LINES, INC. TO AIRCO AVIATION SERVICES, LLC JOINTLY OWNED BY ARGENBRIGHT HOLDINGS IV, LLC (51%) AND DELTA AIR LINES, INC. (49%).

WHEREAS, the Board of Port Commissioners ("Board") has reviewed and evaluated the Agenda Report Item No. 2.1 dated January 24, 2019 ("Agenda Report") and related agenda materials, has received the expert testimony of Port of Oakland ("Port") staff, and has provided opportunities for and taken public comment;

WHEREAS, that in acting upon this matter, the Board has exercised its independent judgment based on substantial evidence in the record and adopts and relies upon the facts, data, analysis, and findings set forth in the Agenda Report and in related agenda materials and in testimony received; and

WHEREAS, on January 20, 2004, the Board approved the License and Concession Agreement (the "L&C Agreement") with DGS to occupy office and warehouse space at Oakland International Airport, and to provide passenger, baggage, ground and cargo handling, aircraft cabin cleaning and ground service equipment maintenance, repair and washing business; and

WHEREAS, DGS no longer occupies office space, but continues to occupy warehouse space in the Port's Cargo Building (M112); and

WHEREAS, through a number of extensions, the term of the L&C Agreement was extended to June 30, 2023, subject to termination by either party on 30-day written notice;

NOW, THEREFORE, BE IT RESOLVED AS FOLLOWS:

SECTION 1. Based upon the information contained in the Agenda Report and testimony received, the Board hereby:

A. Consents to the change in control of DGS and assignment of the L&C Agreement from DGS owned 100% by Delta Air Lines, Inc. to AirCo Aviation Services, LLC, jointly owned by Argenbright Holdings IV, LLC (51%) and Delta Air Lines, Inc. (49%); and

B. Authorizes the Executive Director to execute the appropriate documentation to consent to the change in control and assignment, subject to approval as to form and legality by the Port Attorney.

SECTION 2. This resolution is not evidence of and does not create or constitute (a) a contract, or the grant of any right, entitlement or property interest, or (b) any obligation or liability on the part of the Board or any officer or employee of the Port. Unless and until a separate written agreement is duly executed on behalf of the Board as authorized by this resolution, is signed as approved as to form and legality by the Port Attorney, and is delivered to other contracting party, there shall be no valid or effective agreement.