

**FIRST AMENDMENT
ST. LOUIS LAMBERT INTERNATIONAL AIRPORT**

SCANNED

MAY 07 2019

**AIRLINE OPERATING AGREEMENT AND
TERMINAL BUILDING SPACE PERMIT**

ACCOUNTING DEPT

825642

MESA AIRLINES INC.

This First Amendment dated April 30, 2019 ("First Amendment"), between The City of St. Louis, a municipal corporation of the State of Missouri ("City"), and Mesa Airlines, Inc. a corporation organized and existing under the laws of the State of Nevada ("Airline") is an amendment to the Airline Operating Agreement and Terminal Building Space Permit dated June 22, 2016, between the City and Airline (the "Agreement").

WHEREAS, the City and the Airline are parties to the Agreement and desire to amend the Agreement to their mutual benefit by amending the termination date to coincide with the termination date of the current Airport Use and Lease Agreements authorized by Ordinance 70273 approved May 25, 2016.

NOW THEREFORE, for and in consideration of the promises, the mutual covenants and agreements herein contained, and other valuable considerations, the City and the Airline agree as follows:

Section 1. The effective date of this First Amendment shall be the date in which this First Amendment has been duly signed and executed by both the City and Airline, as written by the City above.

Section 2. Section 201 entitled "Term" of the Agreement is hereby deleted in its entirety and the following is substituted its place:

"Section 201. Term

"The Term of this Agreement shall commence on July 1, 2016 (the "Commencement Date") and shall continue month-to-month, unless sooner terminated pursuant to the provisions hereof; provided, however, that the term of this Agreement shall not extend beyond June 30, 2021. Either the City of Airline may terminate this Agreement without cause by giving 30-day Notice to the other party."

Section 3. All other terms, covenants and conditions of the Agreement not inconsistent with this First Amendment are unchanged and are hereby ratified and approved and shall remain in full force and effect.

IN WITNESS WHEREOF, the parties hereto for themselves, their successors and assigns, have executed this First Amendment as of date first written above.

THE CITY OF ST. LOUIS, MISSOURI, OPERATING ST. LOUIS LAMBERT INTERNATIONAL AIRPORT:

The foregoing First Amendment was approved by the Airport Commission at its meeting on April 3, 2019.

By:

[Signature] 4/30/19
Commission Chairman
and Director of Airports

The foregoing First Amendment was approved by the Board of Estimate and Apportionment at its meeting on April 16, 2019.

By:

[Signature] 4/23/19
Secretary, Board of Estimate &
Apportionment

APPROVED AS TO FORM ONLY:

COUNTERSIGNED:

[Signature] 4/26/19
City Counselor Date

[Signature] 4/26/19
Comptroller Date

ATTESTED:

[Signature] 4-30-2019
Register Date

MESA AIRLINES INC.

By:

[Signature]
Title VP of Flight Ops Date 2/27/19

ATTESTED:

By:

[Signature]
Title Mgr, Contracts Date 2/27/19

COMPTROLLER'S OFFICE
DOCUMENT # 70140