

Amendment No. 1

To

Airport Agreement No. CN-2412

THIS AMENDMENT TO AGREEMENT, made and entered into the \_\_\_\_ day of \_\_\_\_\_, 20\_\_\_\_, by and between MILWAUKEE COUNTY, a municipal corporation in the state of Wisconsin (hereinafter called "County"), and INMOTION MKE, LLC, a Limited Liability Company, whose principal office is located at 4801 Executive Park Court, Suite 100, Jacksonville, Florida 32216(hereinafter referred to as "Concessionaire").

THAT, WHEREAS, County and Concessionaire have heretofore entered into a written agreement dated April 27, 2015, more specifically identified as Airport Agreement No. CN-2412, for the operation of a Specialty Retail Concession on Concourse C and Concourse D in the terminal building at General Mitchell International Airport (GMIA); and

WHEREAS, the Agreement was for a term of seven (7) years commencing on the date of Substantial Beneficial Occupancy of the concession premises with the County having the option to extend the term for up to three additional periods of one (1) year each at the County's sole discretion; and

WHEREAS, due to airline space realignments it is necessary to change the location of Concessionaire's facilities on Concourse C;

WHEREAS, Concessionaire is requesting to change its location on Concourse D and develop a larger concession space to better serve the Concourse D passengers; and

WHEREAS, the County, by action of its County Board of Supervisors on June 25, 2015, File No. 15-\_\_\_\_\_, approved amending Airport Agreement No. CN-2412 to modify Concessionaire's space on Concourse C and Concourse D,

NOW, THEREFORE, for and in consideration of the respective covenants and agreements between the parties hereto, and the fees, charges, and rentals to be paid County by Concessionaire, and other valuable considerations, it is agreed between the County and Concessionaire that the aforementioned Agreement, as amended, dated April 27, 2015, shall be and the same is hereby amended in the following particulars, to wit:

1. Paragraph 6., CONSTRUCTION AND ALTERATION OF FACILITIES, Paragraph 6.A. shall be deleted in its entirety and the following shall be added to read as follows:

"6. A. Minimum Investment Requirement

Concessionaire agrees to expend no less than Six Hundred Fifty Thousand and No/100 Dollars (\$650,000.00) to renovate, construct, furnish and equip, at its sole cost, pursuant to County's Request for Proposal and Concessionaire's Proposal, the Leased Premises. Written approval by the Airport Director of all plans and specifications for said renovation and refinishing must be obtained prior to commencement of construction, as further described in Paragraph 6. C."

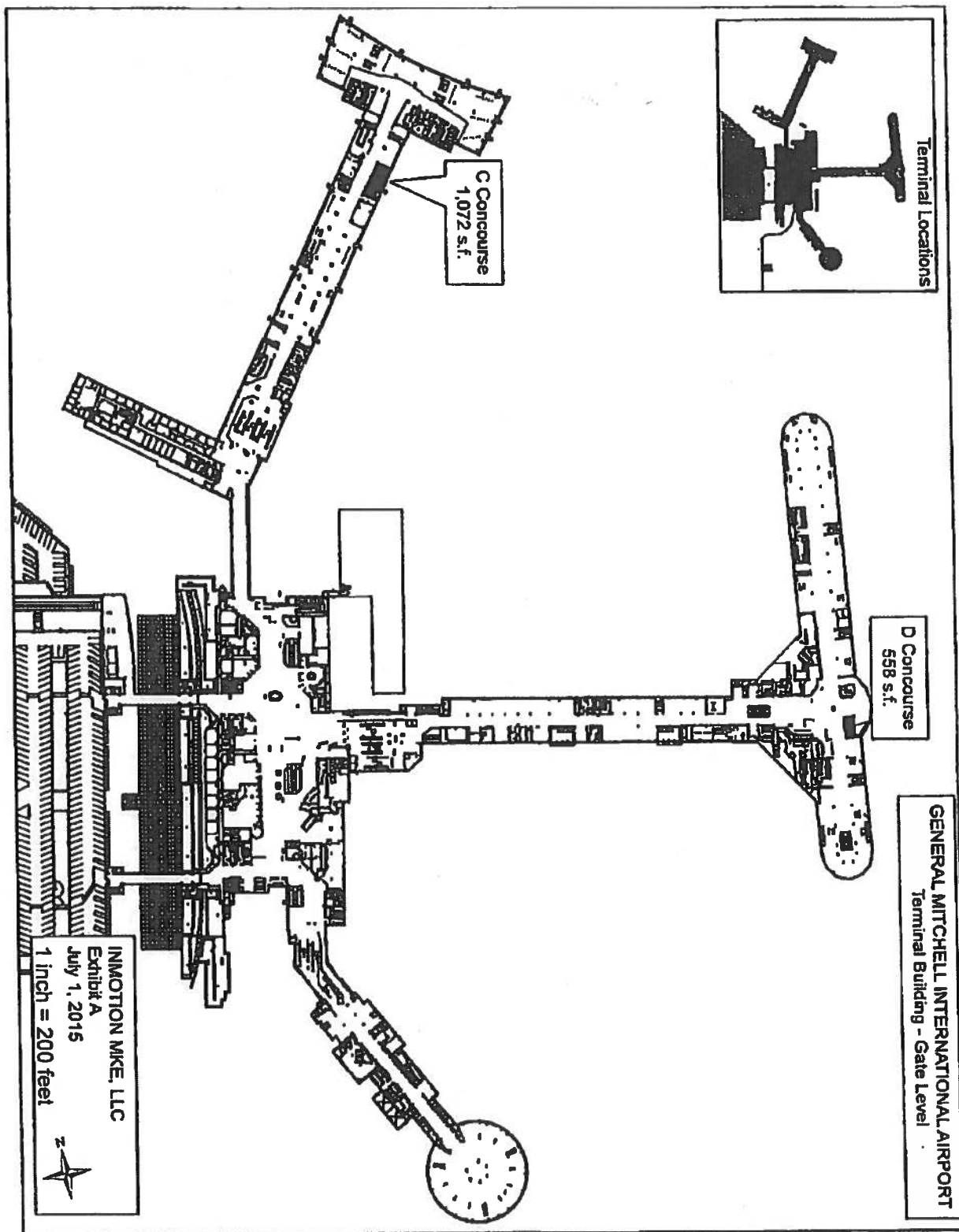
2. Paragraph 9. RENTAL AND PRIVILEGE FEES, CHARGES, ACCOUNTING RECORDS AND REPORTS, Paragraph 9.A.(1)(a) shall be deleted in its entirety and the following shall be added to read as follows:

"(1) Minimum Annual Guarantee

(a) The Minimum Annual Guarantee for the first Contract Year of this Agreement shall equal One Hundred Forty-five and No/100 Dollars (\$145,000.00)."

3. Exhibit A, dated October 1, 2014, is deleted in its entirety and Exhibit A, dated July 1, 2015 hereto attached is added.

4. INMOTION MKE, LLC acknowledges that this amendment was sent for execution to the address and place (whether physical or electronic) requested by INMOTION MKE, LLC and that the person(s) signing this amendment have the full authority to do so and to bind INMOTION MKE, LLC to its terms.
  
5. Except as specifically provided herein, the terms and conditions of the Agreement heretofore entered into between the parties dated April 27, 2015, as amended, shall remain in force and effect.



IN WITNESS WHEREOF, the parties hereto have caused this Amendment to be executed by their respective proper officers and have affixed their corporate seals hereto as of the day and year first above written.

APPROVALS:

MILWAUKEE COUNTY,  
a municipal corporation

DocuSigned by:  
By Brian Dranzik 5/14/2015  
Brian Dranzik Date  
Director, Dept. of Transportation

Approved as to Execution:

DocuSigned by:  
Timothy Karaskiewicz 5/14/2015  
Timothy Karaskiewicz Date  
Corporation Counsel

Reviewed by Risk Management:

DocuSigned by:  
[Signature] 5/18/2015  
[Signature] Date  
Risk Management Director

Approved with regards to Milwaukee County Ordinance Chapter 42:

DocuSigned by:  
Rick Norris 5/15/2015  
Rick Norris Date  
Community Business Development Partners

DocuSigned by:  
[Signature] 5/21/2015  
[Signature] Date  
County Executive

Chris Abele  
County Executive

Approved as to Wis. Stats. §59.42:

\_\_\_\_\_  
Corporation Counsel Date

COUNTY

INMOTION MKE, LLC, a Florida Limited Liability Company

By [Signature] 5/14/15  
(Signature and Date)

Name P. Jeremy Smith Jr  
(Print)

Title President  
(Print)

By [Signature] 5/14/15  
(Signature and Date)

Name Tom Hund  
(Print)

Title EVP  
(Print)

CONCESSIONAIRE

**CONTRACT FORM** 1684 R5 (Refer to ADMINISTRATIVE MANUAL Section 1.13, for procedures)

|   |                                  |   |       |
|---|----------------------------------|---|-------|
| Mail to:<br>Preliminary: Office of the Comptroller, Contract Signatures, Room 301 Courthouse<br>Final: Office of the Comptroller, Accounts Payable, Room 301 Courthouse<br>Community Business Development Partners, 8th Floor City Campus | <b>CONTRACT TYPE</b>             |   |       |
|   | Professional Service - Operating |   |       |
|   | Professional Service - Capital   |   |       |
|   | Purchase of Service              |   |       |
|   | Preliminary                      | x | Final |

|                        |            |                       |
|------------------------|------------|-----------------------|
| DEPARTMENT NAME        | AGENCY NO. | DEPARTMENT (HIGH) ORG |
| Airport Administration | 504        | 5040                  |

**VENDOR INFORMATION**

|            |            |        |       |              |
|------------|------------|--------|-------|--------------|
| VENDOR NO. | ORDER TYPE | NEW or | AMEND | CONTRACT NO. |
|            |            |        | X     |              |

|                   |  |
|-------------------|--|
| NAME OF VENDOR    | ADDRESS  |
| InMotion MKE, LLC | 4801 Executive Park Court, Suite 100<br>Jacksonville, FL 32216 |

|              |                                |          |                                   |                                  |                          |
|--------------|--------------------------------|----------|-----------------------------------|----------------------------------|--------------------------|
| TAX I.D. NO. | EFFECTIVE DATES:<br>begin date | end date | LENGTH OF CONTRACT<br>(IN MONTHS) | AMENDMENT ONLY: DOLLAR<br>CHANGE | TOTAL CONTRACT<br>AMOUNT |
|              | TBD                            | TBD      | 84                                | \$ 115,500.00                    | \$ 1,095,500.00          |

**ACCOUNTING INFORMATION**

| Year to be Expended | Line No | Fund | Agency | Org Unit | Activity | Function | Object | Job Number   | Report Cat | Units | Amount to be Expended/ Amendment |
|---------------------|---------|------|--------|----------|----------|----------|--------|--------------|------------|-------|----------------------------------|
| 2016                |         | 0077 | 504    | 5041     |          |          | 4056   | News & Gifts |            |       | \$ 16,500.00                     |
|                     |         |      |        |          |          |          |        |              |            |       |                                  |
|                     |         |      |        |          |          |          |        |              |            |       |                                  |
|                     |         |      |        |          |          |          |        |              |            |       |                                  |
|                     |         |      |        |          |          |          |        |              |            |       |                                  |
|                     |         |      |        |          |          |          |        |              |            |       |                                  |

**PURPOSE OF CONTRACT**

Amendment to Revenue Contract. Revenue will begin when store is built.

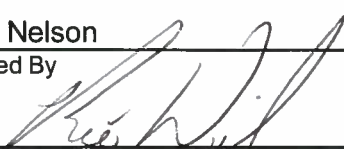
Was County Board approval received prior to contract execution or contract amendment or extension?

If YES, give County Board File No. \_\_\_\_\_ Date Approved 06/25/15

If NO, why is County Board approval not required? \_\_\_\_\_ signed agreements are required prior to board review

Was Contract **fully** executed prior to work being performed (all signatures received)?  YES  NO

Is Vendor a certified professional service DBE?  YES  NO

|   |          |  |
|---|----------|--|
| Kathy Nelson  | 05/14/15 | Airport Properties Manager             |
| Prepared By   | Date     | Title                                  |
|  | 05/14/15 | Director, Department of Transportation |
| Signature of County Administrator   | Date     | Title                                  |