

AMENDMENT 2

CITY OF MARSHALL

COMMERCIAL LEASE AND FIXED BASE OPERATOR'S AGREEMENT WITH SOUTHWEST AVIATION, INC.

THIS LEASE AGREEMENT (the "Lease"), dated as of the 1st day of January, 2015, is entered into by and between the City of Marshall, a municipal corporation of the State of Minnesota ("City") and Southwest Aviation, Inc., a Minnesota corporation ("Tenant") and Fixed Base Operator ("FBO") doing business as Midwest Aviation;

RECITALS

WHEREAS, City owns and/or controls real property in the City of Marshall which is known as the ("Airport") which is all located in the City of Marshall, County of Lyon, State of Minnesota; and located upon said airport are certain airport facilities some of which the FBO leases from the City as shown on Exhibit A which is attached and made a part of this agreement; and

WHEREAS, Tenant is engaged in the business of providing Fixed Base Operator services; and

WHEREAS, The base term of this Agreement is for a period of ten (10) years ("Term"), commencing on January 1, 2015 ("Commencement Date") and expiring, unless earlier terminated, on December 31, 2024.; and

WHEREAS, The City, prior to the expiration of the lease, the City and the FBO may renegotiate the provisions of this agreement and Lease for a successive five (5) year period of time. If the terms cannot be negotiated for a successive five-year period of time, this agreement shall terminate and upon termination the FBO shall no longer have any rights or obligations as the FBO to any of the Parcels described and any rights as FBO as pursuant to this agreement.

WHEREAS, The parties intend to enter into good faith negotiations to agree to such terms; however, it is not expected that such negotiations will be completed by the Lease expiration date.

WHEREAS, the parties agreed in Amendment 1 to negotiate a new Agreement and that if an Agreement was not reached on or before May 31, 2025, that the Agreement would terminate on December 31, 2025.

NOW, THEREFORE, in consideration of the mutual covenants set forth herein, City and Tenant do mutually agree to amend the Lease Agreement as follows:

The following Terms and Conditions will apply:

The following shall be substituted for Term in Amendment 1.

6. Term

a. Initial Term

The Initial Term of the Lease shall be extended from January 1, 2025 through December 31, 2025, in order for the parties to negotiate adjusted terms per Article 6. B. Adjusted Terms. The parties agree that if agreement is not reached on or before August 31, 2025, that the option term contemplated by the negotiation of the Adjusted Terms will terminate and the Lease will terminate on December 31, 2025, per the terms of the Lease.

IN WITNESS WHEREOF, City and the Tenant have executed this Amendment as of the dates indicated below.

CITY OF MARSHALL

SOUTHWEST AVIATION, INC. DBA MIDWEST
AVIATION

Mayor

President

City Administrator

Date: _____

City Clerk

Date: _____