

Eppley Airfield AIRPORT COMPETITION PLAN

FISCAL YEAR 2024



OMAHA AIRPORT AUTHORITY
4501 ABBOTT DRIVE, SUITE 2300
OMAHA, NE 68110

Table of Contents

INTRODUCTION	2
1. AVAILABILITY OF GATES AND RELATED FACILITIES	3
2. LEASING AND SUBLEASING	8
3. GATE USE REQUIREMENTS	9
4. GATE ASSIGNMENT POLICY	11
5. FINANCIAL CONSTRAINTS.....	12
6. AIRPORT CONTROLS OVER AIR AND GROUND SIDE CAPACITY	12
7. AIRPORT INTENTION TO BUILD GATES AS COMMON FACILITIES.....	13
8. PUBLIC AVAILABILITY OF COMPETITION PLAN	13
9. OMA MARKET SHARE AND AIRFARE LEVELS COMPARED TO SIMILAR SIZED AIRPORTS ...	13
EXHIBIT A – CURRENT AIRPORT LAYOUT	
EXHIBIT B – AIRPORT LAYOUT POST-TERMINAL MODERIZATION PROGRAM	
EXHIBIT C – PROCEDURES FOR TERMINAL FACILITIES AND GATE USE, AND REMAIN OVERNIGHT (RON) PARKING	
EXHIBIT D – SAMPLE GATE MONITORING CHART	
EXHIBIT E – PREFERENTIAL-USE LANGUAGE	
EXHIBIT F – GATE UTILIZATION CHARTS	
EXHIBIT G – CURRENT LAYOUT OF AIRCRAFT PARKING POSITIONS	
EXHIBIT H.1 – AIRLINE-AIRPORT LEASE AND USE AGREEMENT – SUN COUNTRY AIRLINES	
EXHIBIT H.2 – AIRLINE-AIRPORT LEASE AND USE AGREEMENT – ALASKA AIRLINES	

INTRODUCTION

The Omaha Airport Authority (“OAA” or “Authority”) is the operator of Eppley Airfield (“Airport” or “OMA”). The Airport plays an integral role in meeting Omaha’s regional area demand for air transportation. OMA is also a key member of the national transportation system providing efficient operations, competitive air service, and high levels of safety, security, and service for its passengers, communities, and stakeholders.

As of September 30, 2023, the Federal Aviation Administration (“FAA”) designated OMA as a “Covered Airport,” defined as a large- or medium-hub airport that has two air carriers controlling at least 50 percent of enplanements, requiring the OAA to file a Competition Plan (“Plan”) for OMA. Accordingly, the OAA submits this Competition Plan for the Airport in response to the requirements of Section 155 of the Wendell H. Ford Aviation Investment and Reform Act for the 21st Century (AIR-21).

Based on passenger enplanement data from the FAA’s Air Carrier Activity Information System database (“ACAIS”), as shown in **Table 1** below, Southwest Airlines and SkyWest Airlines accounted for a combined 50.2 percent of enplaned passengers at OMA in calendar year (CY) 2022. Southwest Airlines and United Airlines accounted for 52.8% of enplaned passengers at OMA in CY 2023.

Airline	Enplaned Passengers CY 2022	% Share CY 2022	Enplaned Passengers CY 2023 (Prelim.)	% Share CY 2023
Air Wisconsin	6,153	0.28%	13,543	0.55%
Alaska Airlines	50,733	2.30%	58,050	2.36%
Allegiant Airlines	71,019	3.22%	83,850	3.40%
American Airlines	289,738	13.14%	366,495	14.87%
CommuteAir	954	0.04%	232	0.01%
Delta Air Lines	189,932	8.62%	212,299	8.61%
Endeavor Air	18,991	0.86%	25,359	1.03%
Envoy Air	65,942	2.99%	17,141	0.70%
Frontier Airlines	61,991	2.81%	52,688	2.14%
GoJet Airlines	7,679	0.35%	506	0.02%
Mesa Airlines	20,351	0.92%	13,044	0.53%
PSA Airlines	10,528	0.48%	0	0.00%
Republic Airlines	59,992	2.72%	86,996	3.53%
SkyWest Airlines	296,891	13.47%	225,534	9.15%
Southwest Airlines	808,947	36.70%	907,454	36.82%
Sun Country Airlines	0	0.00%	4,986	0.20%
United Airlines	237,642	10.78%	392,438	15.92%
Other	6,912	0.31%	3,803	0.15%
Total	2,204,395	100.00%	2,464,418	100.00%

Source: FAA, ACAIS.

1. AVAILABILITY OF GATES AND RELATED FACILITIES

1-1. Number of gates at the airport by lease arrangement

The Airport currently has a total of 20 gates in two concourses. The allocation of gates by airline is presented later in **Table 4**. Of the 20 contact gates, 16 are operated through 1-year exclusive lease agreements that are renewed annually. The OAA converted the 16 contact gates from exclusive-use to preferential-use (non-exclusive) effective January 1, 2024 (note: for the purposes of this Plan these gates are heretofore referred to as “leased” or “preferential-use” gates). The leases have a 1-year term. Airline proprietary equipment are deployed on all 16 preferential-use gates. The remaining 4 gates are currently operated by the Authority on a per-use (common-use) basis. **Table 2** provides the breakdown of available gates by lease agreement as currently configured.

The Authority is currently underway with the design of the Terminal Modernization Program (“TMP”), which will remodel, modernize, and expand the existing facilities to a total of 22 gates on one linear concourse. Of the 22 gates, 16 will be operated as preferential-use and 6 will be operated as common-use. **Table 3** provides the breakdown of available gates by lease agreement at the completion of the TMP.

Table 2
Available Gates by Lease Arrangement

Location	Total Gates	Preferential-use*	Common-use
Concourse A	10	9	1
Concourse B	10	7	3
Total Gates	20	16	4

* Converting to preferential-use effective January 2024.

Table 3
Future Available Gates by Lease Arrangement

Location	Total Gates	Preferential-use	Common-use
Concourse	22	16	6
Total Gates	22	16	6

1-2. Air carriers serving OMA for more than 3 years relying exclusively on common-use gates

Allegiant Airlines and Frontier Airlines, which have both been serving OMA for more than 3 years, exclusively rely on common-use gates.

1-3. Diagram of the Airport’s concourses

See **Exhibit A** for a current diagram of the Airport and see **Exhibit B** for a diagram of the Airport upon completion of the TMP.

1-4. Description of gate use monitoring policies

Gate Use Monitoring Policy

See Section 4 of **Exhibit C**, *Procedures for Terminal Facilities and Gate Use, and Remain Overnight (RON) Parking*. The OAA Operations Department uses video surveillance to monitor gate usage on common-use gates but does not routinely monitor the use of preferential-use gates.

Gate Use Monitoring Charts

Activity on common-use gates, which includes daily operations and remain overnight (“RON”) use, is documented daily in an Excel spreadsheet. Documentation includes the carrier, date, duration in the parking position, the aircraft’s tail number, and remarks describing the reason for use of the gate (see **Exhibit D**). This information, primarily used for billing purposes, is disseminated to the airlines upon request though, to date, airlines have not expressed interest.

PFC Assurance #7

No Passenger Facility Charge (“PFC”) revenue was used on the terminal building through December 2023, so PFC Assurance #7 did not apply historically. During 2024 the Authority began utilizing PFCs on eligible and approved portions of the TMP (see Section 5-3). As noted in Section 1-1, the Authority converted all leases to preferential use from exclusive use effective January 1, 2024. The 1-year airline agreements are renewed each calendar year and the OAA has the authority to recapture gates at that time, if needed, based on relevant circumstances including, but not limited to, under-utilization of gates.

1-5. Description of the process for accommodating new service and for service by new entrant

When a new air carrier requests to initiate service at OMA, they contact the Chief Information & Development Officer (“CIDO”), also serving as the “Competitive Access Liaison”, and/or the Air Service and Business Development Analyst (“AS/BDA”). The CIDO and the AS/BDA provide the basic information about the Airport (rates and charges, local vendor list, and airport layout) and in turn, request that the entrant provide a proposed schedule. The CIDO and AS/BDA review the entrant’s facility requirements, schedule, and gating needs against available space and resources, and will determine what options are available for accommodating the entrant’s request. The requesting carrier is notified of the available facilities and, in coordination with the Chief Commercial Officer (“CCO”), is offered the option of leasing facility space and preferential-use gate(s) or entering a one year per-turn agreement for the use of common-use gate(s). The rates, fees, and charges associated with each option is provided to the requesting carrier at the same time.

1-6. Instances in which Passenger Facility Charge Program Assurance #7 caused exclusive use gates to convert to preferential or common-use gates

As noted in Section 1-4, no PFC revenue was used in the terminal building through 2023. No such instances occurred through 2023 or during 2024 to date. The OAA received FAA approval in March 2023 (Application 23-02-C-00-OMA) to use PFC revenue on eligible and approved portions of the TMP, with construction starting in 2024.

The Authority amended all of the airline agreements to convert gates from exclusive-use to preferential-use, effective January 1, 2024, in compliance with PFC Assurance #7. The preferential-use language is provided as **Exhibit E**. The preferential-use language expanded the Authority’s ability to accommodate airlines on preferential gates during TMP construction and for future operations.

1-7. Gate Utilization (departures/gate) per week and month reported for each gate

Table 4 below provides the gate assignments and gate utilization of the airlines that operated at OMA in the 12 months ended September 30, 2024. The utilization is for an average week and an average month over the period. See **Exhibit F** for charts of this table.

Table 4
Gate Utilization by Airline
12 Months Ending September 2024

Airline	Flights	No. of Gates	Gate Assignment	Turns Per Week Per Gate	Turns Per Month Per Gate
Leased Gates					
Alaska	471	1	A9	9.1	39
American	4,987	4	A6, A7, A8 ,A10	24.0	104
Delta	6,108	4	A2, A3, A4, A5	29.4	127
Southwest	7,933	3	B16, B17, B18	50.9	220
United	3,681	4	B12, B13, B14, B15	17.7	77
Total Leased	23,180	16		27.9	121
Common-Use Gates					
Allegiant	565		B19	10.9	47
Frontier	469		A1	9.0	39
Sun Country	22		B11	0.4	2
Open	0		B20		
Total Common-Use	1,056	4		5.1	22
Airport Total	24,236	20		23.3	101

Source: Cirium Diio Schedule Monthly Summary Report.

1-8. Accommodating new entrants or expansion in preceding 12-months

Sun Country Airlines is the most recent new entrant. The airline contacted OAA on November 9, 2022 to inform staff of their intent to commence operations at the Airport effective May 26, 2023. Sun Country was offered the option of leasing gate(s) or operating on a per-turn basis at gate(s), including use of a gate and ticket counter. They were also offered the option to exclusively lease back-office space. Sun Country elected to lease one back-office and utilize one common use ticket counter and one common use gate on a on a per-turn basis. No other new entrant carriers have requested accommodation related to the start of new service, and no existing carriers have sought accommodation beyond existing leased or common-use space for expansion of service, within the preceding 12-months.

1-9. Resolution of any access complaints

There have been no access complaints in the preceding 12 months, nor has the Authority denied any airline access. All carriers that have requested access or expansion have been accommodated. To the extent that a future claim is filed, the Authority will address the specific circumstances related to the potential complaint at the time of the complaint in an expedited manner. The CIDO/Competitive Access Liaison would coordinate response to any complaints regarding access to gates.

1-10. Use/lose or use/share policies and policy regarding “recapturing” gates that are not being fully used

No use/lose or use/share policies exist at the Airport. As noted in Section 1-1, the Authority has 4 common-use gates and 16 leased gates which provide sufficient capacity for existing operations, potential expansion of service by existing airlines, and potential service by new entrants. The airline agreements have provisions that permit the Authority to accommodate the needs of a requesting carrier on leased gates. See **Exhibit E** for the preferential-use language provided in the airline agreements.

The 1-year airline agreements are renewed each calendar year and the OAA has the authority to recapture gates at that time, if needed, based on relevant circumstances including, but not limited to, under-utilization of gates.

1-11. Plans to make gates and related facilities available to new entrants or to air carriers that want to expand service at the airport

There are 4 common-use gates available for new entrants as well as existing carriers who wish to expand service at OMA. Once complete, the TMP will provide two (2) additional common-use gates. To the extent that a new entrant or existing air carrier wishes to expand service and can demonstrate sufficient utilization, and the new entrant or existing carrier desires to preferentially lease a gate, the Authority will review requests on a case-by-case basis. As stated in Section 1-2 above, to accommodate future gate demand by new entrants and existing carriers, the Authority is currently underway with the design of the TMP, which will remodel, modernize, and expand the existing facilities to a total of 22 gates. Of the 22 gates, 16 will be operated as preferential-use and 6 will be operated as common-use.

1-12. Availability of an airport competitive access liaison for requesting carriers, including new entrants

As noted in Section 1-5 above, the Airport’s Chief Information & Development Officer and the Air Service and Business Development Analyst actively assist both existing airlines and new entrants in gaining access to the facilities required for their operations. The CIDO/Competitive Access Liaison works internally with the AS/BDA, the Chief Commercial Officer, Operations, Information Technology, Facilities Maintenance, and other departments, as required, to ensure access and a successful program.

1-13. Number of aircraft remain overnight (RON) positions available at the airport by lease agreement

Parking Positions

The terminal has 20 contact terminal gates with 22 available aircraft parking positions (Gates A2 and A5 can each accommodate two aircraft simultaneously, depending on aircraft size). Of the 22 aircraft parking positions, 18 are preferential-use and 4 are common-use. **Table 5** below shows the distribution of terminal parking positions by airline. In addition to the terminal parking positions, OMA has 15 marked remote positions in close proximity to the terminal accessible via the non-movement area. All of the remote parking positions are common-use and not leased. **Exhibit G** shows the location of the 22 terminal aircraft parking positions and 15 remote parking positions.

**Table 5
RON Parking Positions**

Airline	Number of Parking Positions
Alaska	1
American	4
Delta	6
Southwest	3
United	4
Total Preferential-use	18
Common-use	4
Subtotal Terminal	22
Total Remote RON	15
Grand Total RON	37

Procedure for Assigning RON Positions

Sections 10 and 11 of **Exhibit C, Procedures for Terminal Facilities and Gate Use, and Remain Overnight (RON) Parking**, describe the processes for assigning RONs at contact gates and remote parking positions, respectively. Common-use gates are assigned on a first-come first-served basis. Airlines that lease Preferential Use gates have first right to utilize the parking positions at their gate(s) overnight, but only if accommodation at the gate is not necessary to permit passenger loading and unloading operations in conjunction with the scheduled operations of a requesting carrier. Requests for a remote parking position are approved on the day of the actual aircraft operation. Airlines generally request locations based on their proximity to their Preferential Use gates. The Operations Department evaluates airline schedules and coordinates in advance with requesting carriers related to use of the RON Parking Assignments.

Procedure for Monitoring RON Positions

The OAA Operations Department uses video surveillance to monitor gate usage on common-use gates but does not routinely monitor the use of preferential-use gates. Activity on common-use gates and remote parking positions, which includes daily operations and remain overnight (“RON”) use, is documented daily in an Excel spreadsheet (see **Exhibit C**). This information is disseminated to the airlines

upon request.

2. LEASING AND SUBLEASING

2-1. Whether a subleasing or handling arrangement with incumbent carrier is necessary to obtain access

No subleasing or handling arrangements are necessary with incumbent carriers for new entrants to obtain access to gates or other facilities at the Airport. All airlines have been accommodated on leased gates and/or common-use gates.

2-2. How the airport assists requesting airlines in obtaining a sublease or ground handling arrangement

The airline leases do not permit subleasing or assignment without Authority approval. No requests have been received to provide assistance in obtaining subleases for new entrants, nor has the OAA permitted airlines to sublease space to another requesting carrier. Airlines interact directly with the Authority and as noted above the Authority has common-use gates available to use on a common-use basis or potentially for lease.

The Authority provides a list of approved existing ground handlers for requesting carriers. The airlines are permitted to self-handle, utilize existing approved independent ground handlers, or may request a qualified new handler for OAA review and approval. Independent ground handlers may enter or leave the market based on airlines that contract for services. Similar to airline agreements, independent ground handlers also have 1-year agreements with the Authority that are renewed at the end of each calendar year. Airlines may also request a qualified new handler for OAA review and approval.

2-3. Airport oversight policies for sublease fees

As noted in Section 2-2, the Authority does not have any subleasing arrangements or sharing arrangements requiring fees for which oversight would be required. Sub-leasing requests would be reviewed on a case-by-case basis and if needed, fees would be determined and an oversight policy drafted.

2-4. Process by which availability of facilities for sublease or sharing is communicated to other interested carrier

As noted in Section 2-2, the airline leases do not permit subleasing or assignment without approval by the Authority and the OAA Board. Sub-leasing or sharing requests would be reviewed by the CCO on a case-by-case basis and the interested carrier would be advised of a decision. To reiterate, the Authority has 4 common-use gates available, so sub-leasing or sharing is neither occurring nor anticipated.

2-5. Formal dispute resolution procedure

The CCO, and CIDO/Competitive Access Liaison are the primary channels for airline dispute resolution in regard to the use of airport facilities. The Authority has not received any complaints or been asked to resolve a dispute, but if a complaint is received or a dispute lodged in the future, the CCO and CIDO will review the circumstances behind the complaint and work with the airlines to resolve the issue in coordination with other Authority resources and based on review of the Airport Rules and Regulations, and Agreements.

2-6. Resolution of any disputes over subleasing agreements in the 12 months preceding filing

As noted in Section 2-2, the Authority does not have any subleasing or sharing arrangements. There have been no disputes in the 12 months preceding the submittal of this Plan.

2-7. Accommodation of independent ground service support contractors

The Authority permits airlines to self-handle, utilize existing approved independent ground support contractors, or they may request a qualified new handler for OAA review and approval. Contractors may enter or leave the market based on airlines that contract for services. Similar to airline agreements, independent ground handlers also have 1-year agreements with the Authority that are renewed at the end of each calendar year.

2-8. Copies of Lease and Use Agreement in effect at the airport

See **Exhibit H** for copies of the Lease and Use Agreements for Sun Country Airlines (most recent) and Alaska Airlines (next most recent). See **Exhibit E** for the new preferential-use language and other changes that became effective January 1, 2024.

3. GATE USE REQUIREMENTS

3-1. Gate use monitoring policy

See Section 4 of Exhibit C, Procedures for Terminal Facilities and Gate Use, and Remain Overnight (RON) Parking. The OAA Operations Department uses video surveillance to monitor gate usage on common-use gates but does not routinely monitor the use of preferential-use gates. Activity, which includes daily operations and remain overnight (RON) use, is documented daily in an Excel spreadsheet (see Exhibit D) and disseminated to interested airlines upon request.

3-2. Requirements for signatory status and identity of signatory carriers

The Authority does not assign “signatory” or “non-signatory” status to airlines serving OMA.

3-3. Minimum use requirements for leases

There are presently no minimum use requirements in the airline lease agreements with regard to aircraft operations, number of seats, or the minimum amount of terminal space required to be leased.

3-4. Accommodation priorities

It is OAA’s objective and priority to ensure that adequate gate capacity and terminal space is available at the Airport to accommodate existing airlines wishing to add or expand service, and to accommodate new entrants wishing to enter the Omaha market. The Authority currently has 4 common-use gates available and uses them to accommodate expansion of service by existing carriers or new service requests by new entrants. As noted in Section 2-2, sub-leasing arrangements have never been requested or approved at the Airport. Likewise, there have been no occurrences of forced sharing.

Priorities for accommodation are included in the new preferential-use language (see **Exhibit E**). These priorities have been communicated to all existing airlines and are included in all of the airline agreements. Additionally, any new entrant requesting accommodation will be provided copies.

3-5. Justification for any difference in gate use requirements among tenants

As noted in Section 3-3, there are presently no minimum gate use requirements for airlines serving OMA, therefore there are no differences among tenants.

3-6. Common-use gate usage policies

Section 4 of **Exhibit C, Procedures for Terminal Facilities and Gate Use, and Remain Overnight (RON) Parking** provides the Authority’s common-use gate policies at OMA. Common-use gates are assigned on a first-come first-served basis and carriers call the Operations Department to request a gate. The Operations Department evaluates airline schedules, aircraft size, and aircraft type when making assignments and coordinates with the airline requesting use of the common-use gates. Priorities of common-use gate assignments are listed below:

Common-Use Gate Priorities

- Priority 1: Air carrier conducting a live scheduled flight operation
- Priority 2: Charter flight
- Priority 3: Diverted passenger aircraft
- Priority 4: RON parking
- Priority 5: Aircraft with unexpected maintenance requirement

3-7. Calculation of Rentals, Fees, and Charges.

The Authority does not have long-term airline agreements governing the use and occupancy of terminal space or the airfield at the Airport, rather the terms are formalized in the 1-year agreements with the airlines and Airport Rules and Regulations. Additionally, the Authority does not have a formal agreement with the airlines governing the rates and charges methodology for landing, terminal, and other fees. Such fees are calculated pursuant to a compensatory or cost-based rate-setting methodology and are set each year by OAA Board resolution. The Authority bears the risk of any shortfall in non-airline revenues and retains the benefit of any surplus in non-airline revenues for discretionary Airport-related uses.

Customarily, the compensatory airline rates are established at the beginning of the fiscal year in January, but the Authority has the flexibility to increase rates at any time during a fiscal year as necessary.

Airline Revenues consist of landing fees, terminal rentals, and other charges paid to the Authority by airlines for use and occupancy of the Airport. Selected Rentals Fees, and Charges for 2024 are shown in **Table 6**.

Table 6
Selected Rentals, Fees, and Charges
Effective January 1, 2024

Landing fees per 1,000-pound unit	\$3.743
Terminal rental – finished rate	\$110.76

Airlines with > 4.25% market share pay for shared space (e.g., baggage claim area) under a 90/10 methodology, whereby 90% of the costs are variable on enplaned passenger and 10% is fixed based on the number of airlines >4.25% plus one additional “Omaha Airport Authority” share. Airlines < 4.25% market share pay for shared space under a 100/0 methodology where the charge is completely variable.

There is no markup for the shared space calculation for airlines <4.25% of market share.

New entrants are offered the option of leasing facility space and gate(s) or operating on a per-turn basis to utilize common-use gate(s). Airlines may elect to pay a bundled per turn fee of \$520 (2024 rate) for aircraft with less than 125 seats and \$770 (2024 rate) for aircraft with more than 125 seats. The bundled per turn fee includes access to one (1) Authority designated gate, boarding bridge, and ticket counter bay for no more than four (4) hours per use. Airlines electing the bundled per turn charge will not have access to such space outside of the permitted time. The per-turn fee is assessed on a per operation basis. Airlines electing to pay the per-turn fee also pay shared space and landing fees but are not required to lease terminal space. The per-turn fees were first established in 2016 based on the average terminal space fees (i.e., excluding landing fees, excluding shared space fees) assessed on airlines leasing gates divided by respective airline operations at gates. This per-turn average was then multiplied by a premium due to the flexibility of infrequent use by carriers operating on a per-turn basis. The fee was further bifurcated based on seats (i.e., > 125 seats and < 125 seats) as the number of seats and passengers generally determines the amount of airport resources expended on a per operation basis.

4. GATE ASSIGNMENT POLICY

4-1. Methods of informing carriers of gate assignment policy

Gate Assignment Policy

The OAA's gate accommodation policy is provided in Section 2 of **Exhibit C, Procedures for Terminal Facilities and Gate Use, and Remain Overnight (RON) Parking**. It is the policy of Authority, to the extent practicable, to accommodate requests from requesting airlines in the following manner: (1) through Authority's use of the Common Use gates and facilities, (2) through the Authority's leasing of unleased premises in the Terminal; (3) through accommodation on Preferential Use Space; (4) through the use of Authority-approved subleases; (5) through the expansion of the Terminal, unless in the opinion of Authority, physical, financial, or time limitations make expansion impractical; (6) through accommodation of exclusive use space pursuant to lease or other agreements; and (7) through the recapture of Preferential Use and/or Exclusive Use Space.

Air Carriers leasing preferential-use gates have priority to utilize such gates and may not require further accommodation or assignment of gates if their leased gate(s) are sufficient to support their operations. Should existing carriers require accommodation or assignment of common-use gates the process for requesting a gate is the same as a new entrant. See Section 1-5.

As described in Section 3-2 and Section 3-3 the Authority does not have "signatory" or minimum use requirements. The airline agreement does not require a minimum amount of leased space, minimum amount of revenues, nor does it require a security deposit unless triggered due to default or bankruptcy of airline.

4-2. Methods for announcing to carrier when gates become available

The Authority notifies the airline tenants of gate occupancy and availability each year when the lease agreements are renewed. Should an airline request an additional gate, the method by which one would be assigned is provided in Section 4-1.

4-3. Policies on assigning RON positions

Airlines are given preferential use of their leased gates and have first rights to those resources. The OAA can assign leased gates to other airlines only when reasonable alternatives are not available. Airlines are

given priority use of the common-use gates they customarily use, but gates are assigned on a first-come first-served basis (see Section 3-6). Requests for a remote parking spot are approved by the Operations Department when requested on the day of the actual aircraft operation. Section 11 and Section 12 of **Exhibit C, Procedures for Terminal Facilities and Gate Use, and Remain Overnight (RON) Parking** provides the policies and procedures for assigning RON positions at OMA.

5. FINANCIAL CONSTRAINTS

5-1. Major sources of revenue at the airport for terminal projects

The Authority is currently underway with the Terminal Modernization Program, which will remodel, modernize, and expand the existing facilities to approximately 682,000 square feet with 16 preferential-use and 6 common-use gates. The primary sources of revenue at the Airport for the TMP and other terminal-related capital projects include:

- General Airport Revenue Bonds (GARB) backed by airport revenues
- GARB or PFC bonds, supported and/or backed by PFC revenues
- Federal grants
- PFC Pay-as-you-go
- Unrestricted airport revenues
- Customer Facility Charges (limited use in terminal areas)

5-2. Rates and charges methodology

The Authority has a compensatory rates and charges methodology.

5-3. Use of PFC's for gates and related terminals

Through December 2023, the Authority had not utilized PFCs on gates or terminal facilities. During 2024 the Authority began utilizing PFCs on eligible and approved portions of the TMP in 2024. See Section 1-6.

5-4. Availability of discretionary income for capital improvement projects

The Authority has a compensatory rates and charges methodology, as noted in Section 3-7 for a complete description. The Authority retains sole control over discretionary income for capital projects and has adequate discretionary reserves for new projects.

6. AIRPORT CONTROLS OVER AIR AND GROUND SIDE CAPACITY

6-1. Majority-in-Interest (MII) clauses covering projects

The Authority has a compensatory rates and charges methodology. There is no majority-in-interest (MII) clause in the airline agreements.

6-2. Projects delayed because of MII clauses revoked.

Not applicable. See response in Section 6-1.

6-3. Plans to modify existing MII agreements.

The Authority has no intention of adding a new MII clause to lease agreements.

7. AIRPORT INTENTION TO BUILD GATES AS COMMON FACILITIES

7.1. and 7.2 Common-use gates scheduled to be built

As noted in Section 1-1, the Authority plans to add 2 additional common-use gates as part of the 22-gate TMP. The 16 preferential-use and 6 common-use gates will be constructed concurrently and the TMP is scheduled to be complete in 2029. The construction of the TMP (and associated preferential-use and common-use gates) will be financed through Federal and Transportation Security Administration (TSA) grants, bonds, PFCs, and local funds.

7.3. International gates available for domestic use

Currently, OMA does not have direct service to locations outside the U.S. The Airport does not have an international passenger processing or customs capability for scheduled airline service. No gates at the Airport are designated for international use (either dedicated international, or on a “swing” basis). With the TMP, the Authority plans to add 2 international gates, both of which will be available for use on a swing basis for both domestic and international operations.

7-4. Domestic carrier reliance on international gates

Not applicable. See response in Section 7-3.

8. PUBLIC AVAILABILITY OF COMPETITION PLAN

8-1. Method for making the Competition Plan available to the public

The OMA Competition Plan will be posted on the Flyoma.com website.

9. OMA MARKET SHARE AND AIRFARE LEVELS COMPARED TO SIMILAR SIZED AIRPORTS

In CY 2023, there were 2,509,161 passengers enplaned at OMA which was nearly equal to the CY 2019 (pre-Covid 19 pandemic) numbers. According to the FAA's ranking of U.S. airports (preliminary), in CY 2023 OMA was ranked 61st in enplaned passenger traffic.

In CY 2023, OMA was served by 8 airlines with an average of 70 daily departures to 31 U.S. destinations. The top 5 airlines (including affiliates) ranked by passenger market share were: Southwest Airlines (36.6%), American Airlines (19.4%), Delta Air Lines (18.0%), United Airlines (17.9%) and Allegiant Airlines (3.3%). These airlines, combined, carried 95.2% of OMA's passenger traffic. See **Table 7** below.

**Table 7
Passenger Market Share
CY 2023**

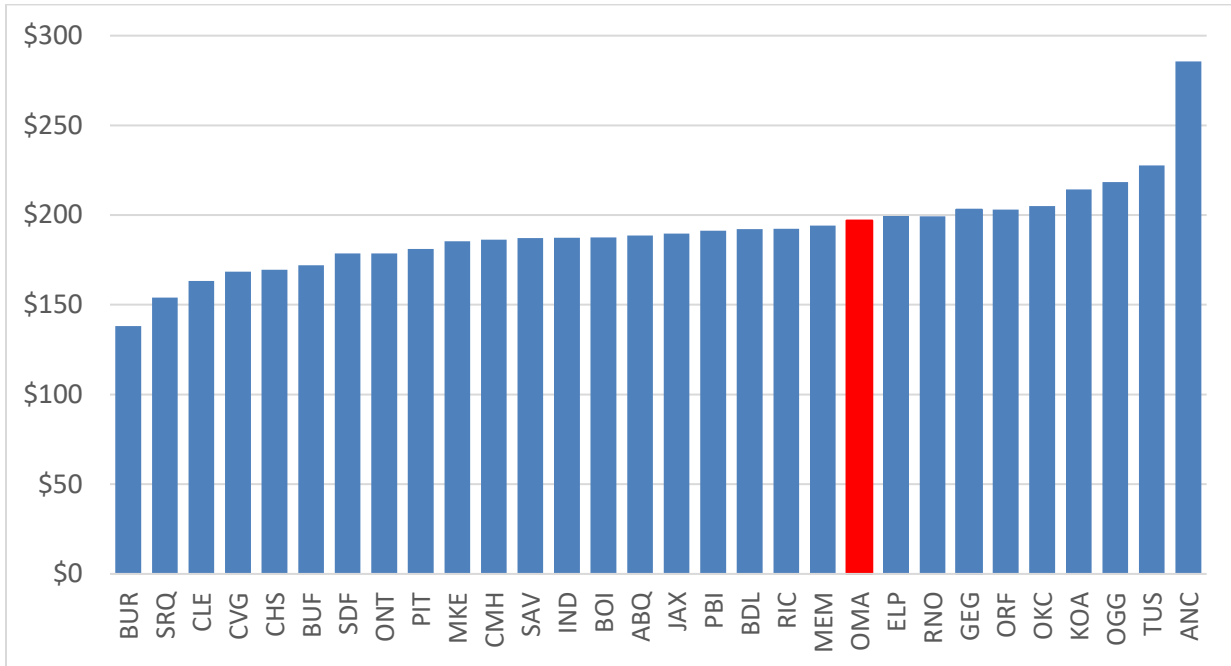
Operating Airline	Enplaned Passengers									Total
	Southwest	American	Delta	United	Allegiant	Alaska	Frontier	Sun Country	Charters	
Marketing Airline	918,424	376,749	216,959	400,896	83,732	59,283	52,984	4,272	3,458	2,116,757
SkyWest	-	36,714	173,327	19,991	-	-	-	-	-	230,032
Republic	-	38,973	35,842	14,642	-	-	-	-	-	89,457
Endeavor	-	-	25,766	-	-	-	-	-	-	25,766
Envoy	-	17,904	-	-	-	-	-	-	-	17,904
Air Wisconsin	-	15,295	-	-	-	-	-	-	-	15,295
Mesa	-	-	-	13,424	-	-	-	-	-	13,424
GoJet	-	-	-	526	-	-	-	-	-	526
Total	918,424	485,635	451,894	449,479	83,732	59,283	52,984	4,272	3,458	2,509,161

Operating Airline	Percent of Total									Total
	Southwest	American	Delta	United	Allegiant	Alaska	Frontier	Sun Country	Charters	
Marketing Airline	36.6%	15.0%	8.6%	16.0%	3.3%	2.4%	2.1%	0.2%	0.1%	84.36%
SkyWest	-	1.5%	6.9%	0.8%	-	-	-	-	-	9.17%
Republic	-	1.6%	1.4%	0.6%	-	-	-	-	-	3.57%
Endeavor	-	-	1.0%	-	-	-	-	-	-	1.03%
Envoy	-	0.7%	-	-	-	-	-	-	-	0.71%
Air Wisconsin	-	0.6%	-	-	-	-	-	-	-	0.61%
Mesa	-	-	-	0.5%	-	-	-	-	-	0.53%
GoJet	-	-	-	0.0%	-	-	-	-	-	0.02%
Total	36.60%	19.35%	18.01%	17.91%	3.34%	2.36%	2.11%	0.17%	0.14%	100.00%

Source: Omaha Airport Authority records.

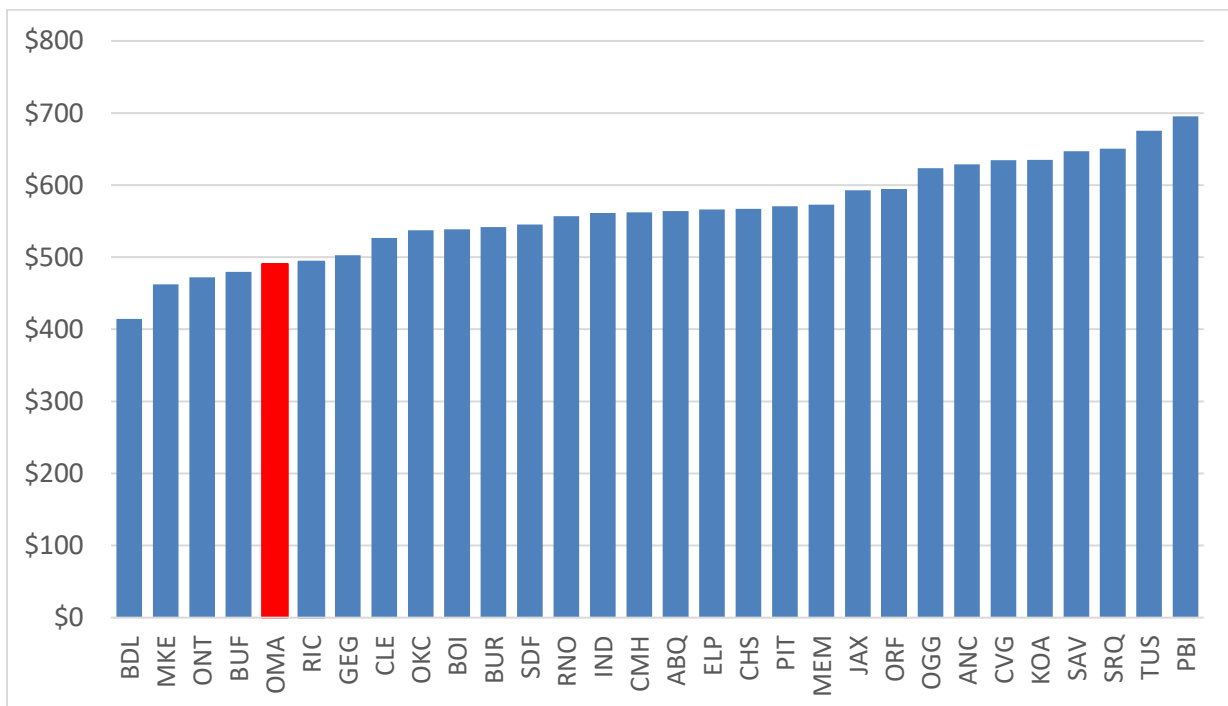
In 2023, OMA’s average domestic base fare paid was \$197 and the average international base fare paid was \$491. The average domestic fare ranked in the 70th percentile and the average international fare ranked in the 17th percentile when compared to similarly sized airports in the U.S. See **Figure 1** and **Figure 2** below.

Figure 1
Average Domestic Base Fare Comparison
CY 2023



Source: U.S. DOT, *Origin-Destination Passenger Survey*, Cirium Diio, accessed September 2024.

Figure 2
Average International Base Fare Comparison
CY 2023



Source: U.S. DOT, *Origin-Destination Passenger Survey*, Cirium Diio, accessed September 2024.

EXHIBIT A – CURRENT AIRPORT LAYOUT

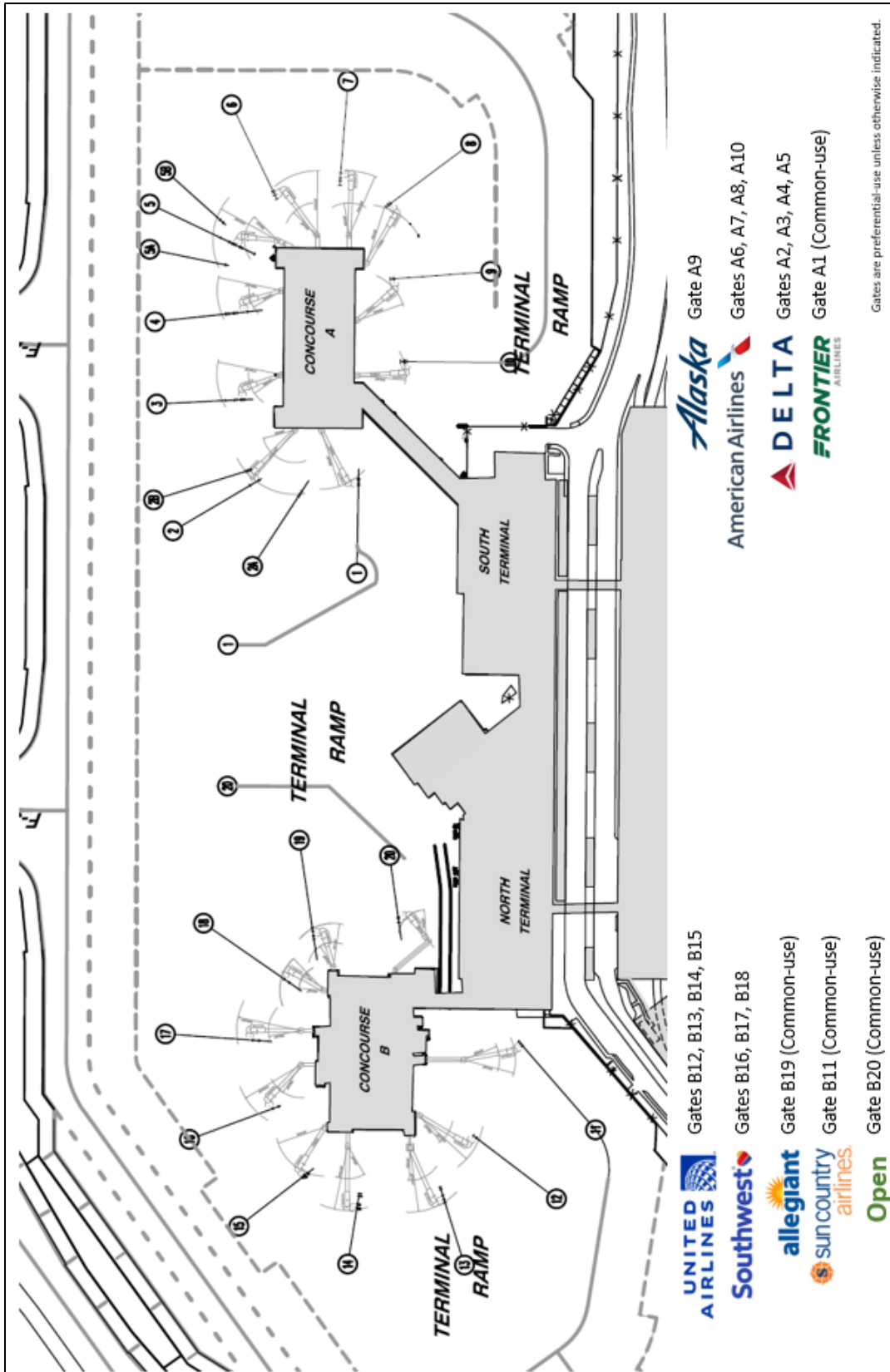
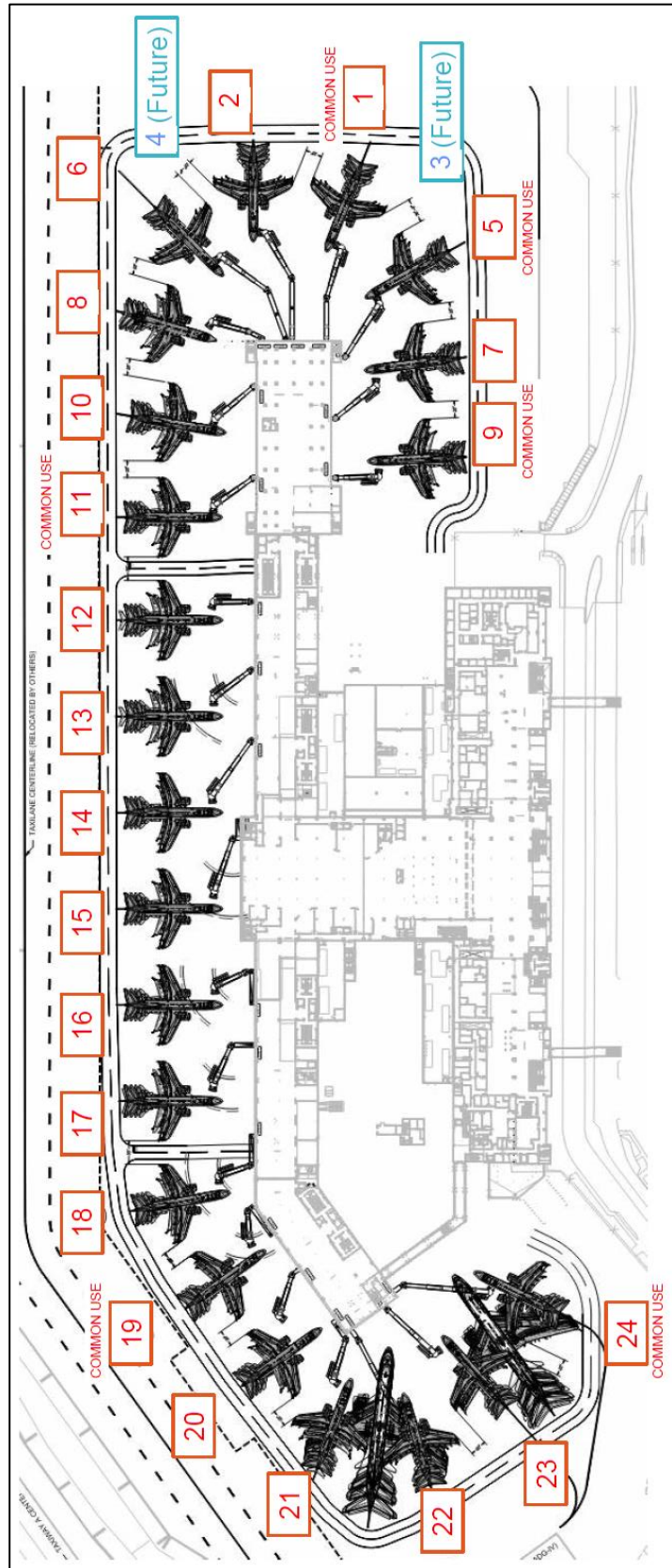


EXHIBIT B – AIRPORT LAYOUT POST-TERMINAL MODERNIZATION PROGRAM



**EXHIBIT C – PROCEDURES FOR TERMINAL FACILITIES AND GATE USE, AND
REMAIN OVERNIGHT (RON) PARKING**

Omaha Airport Authority
Eppley Airfield
Procedures for Terminal Facilities and Gate Use, and Remain Overnight (RON) Parking
Revised 9/27/2024

Section 1. Availability

- A. This procedure is available to any Airline leasing space and/or such other Air Carriers ("Requesting Airline(s)") desiring to use the Authority's gates at Eppley Airfield ("Airport" or "OMA").
- B. Any Requesting Airline can contact the Omaha Airport Authority ("Authority") at 402.661.8000 for additional information related to this procedure.
- C. The Authority has a standard Airline Agreement available to all Requesting Airlines. There is no minimum requirement for leased space, flight activity, or use in order for a Requesting Airline to enter into an Airline Agreement.

Section 2. Declaration of Intent.

- A. The parties acknowledge the objective of the Authority to offer: 1) all new Air Carriers requesting to initiate service at Airport access to Airport and to provide adequate gate positions and space in the Terminal and 2) to provide additional facilities to an existing Lessee or Airline on an as-needed basis. Recognizing that physical and financial limitations may preclude timely expansion of the Terminal to meet the requests of Airlines for additional facilities and/or such other Air Carriers for Airport facilities (collectively, "Requesting Airline(s)"), the Authority hereby states its intent to pursue the objective of achieving an optimum balance in the overall utilization of the Terminal to be achieved, if necessary, through sharing, from time to time, of gate positions and other passenger handling facilities.
- B. Air Carriers leasing Preferential Use Space have priority to utilize such space, subject to the provisions of this procedure. Such Air Carriers may not require further accommodation or assignment of gates if their Preferential Use Space is sufficient to support their operations. To the extent that such Air Carriers require accommodation or assignment of Common Use Space and are utilizing their Preferential Use Space, they are a "Requesting Airline" and able to seek accommodation for additional space under the provisions of this procedure.
- C. It is the intent of the Authority, to the extent practicable, to accommodate requests from Requesting Airlines in the following manner: (1) through the Authority's use of the Common Use gates and facilities, (2) through the Authority's leasing of unleased premises in the Terminal; (3) through accommodation on Preferential Use Space; (4) through the use of Authority-approved subleases; (5) through the expansion of the Terminal, unless in the opinion of the Authority, physical, financial, or time limitations make expansion impractical; (6) through accommodation of Exclusive Use Space pursuant to lease or other agreements; and (7) through the recapture of Preferential Use and/or Exclusive Use Space.

Section 3. Competitive Access to PFC-Funded Facilities.

- A. Should Airline not fully utilize any portion of its Leased Premises or Preferential Use Space that is PFC-Funded, in the sole determination of the Authority, such space or area may be made available for use by any Air Carrier or Requesting Airline. In accordance with 14 CFR Part 158, failure to make such PFC-funded space or area available shall be grounds for termination of an agreement.

Section 4. Authority’s Common Use Gates

- A. Table 1. identifies current Preferential Use and Common Use gate assignments. As of the date of this procedure, the Airport has 4 Common Use gates (A1, B11, B19, and B20). Attachment 1 illustrates their respective locations. Carriers requesting a Common Use gate do so by calling the Operations Department at (402) 661-8070. The Common Use gates are generally assigned on a first-come first-served basis, however the Operations Department may use considerations including, but not limited to, aircraft size and aircraft type when making assignments. The Operations Department evaluates airline schedules and coordinates in advance with Requesting Airlines related to use of the Common Use gates. General priorities of Common Use gate assignments are listed below:

Common-Use Gate Priorities:

- Priority 1: Air Carrier conducting a live scheduled flight operation
- Priority 2: Charter flights
- Priority 2: Diverted Air Carrier aircraft (e.g., due to weather or irregular operations)
- Priority 3: RON parking
- Priority 4: Aircraft maintenance

Table 1.

Terminal Gates		
Airline	No. of Gates	Assigned Gates
Alaska	1	A9
American	4	A6, A7, A8 ,A10
Delta	4	A2, A3, A4, A5
Southwest	3	B16, B17, B18
United	4	B12, B13, B14, B15
Common Use	4	A1, B11, B19, B20
Total Contact Gates	20	

The Operations Department uses video surveillance to monitor gate usage on Common Use gates. Daily aircraft operations and remain overnight (RON) use is documented daily in an Excel spreadsheet. Documentation includes: the carrier, date, duration in the parking position, the

aircraft's tail number, and remarks describing the reason for use of the gate. This documentation is provided to interested Airlines or Requesting Airlines upon request.

Section 5. Authority's Leasing of Unleased Premises

- A. Depending on the availability of space, Requesting Airlines may request to lease space within the Terminal. Gates and gate holdrooms are leased on a Preferential Use basis with the Authority having accommodation rights. Other space (such as ticket counters, back-office space, and operations space) is leased on an Exclusive Use basis. Requests to lease gates are considered on a first-come first-served basis by the Authority. The Authority maintains sole discretion over leasing arrangements based on relevant circumstances at the time of the request.

Section 6. Authority's Accommodation on Preferential Use Space

- A. Accommodation on Preferential Use Space is permitted in the Authority's Agreements with all Airlines operating at the Airport. See Exhibit E, Preferential Use Language, attached to this Procedure for the new language included in the Authority's Airline Agreements that became effective January 1, 2024.

Section 7. Authority Approval of Subleases

- A. Airlines that lease gates on a Preferential Use basis are subject to the Authority's Airline Agreements which state: *"The activities, uses, privileges and obligations authorized herein are personal to Airline and Airline agrees that it will not assign, subcontract or sublet the same or any portion thereof, or assign, subcontract or sublet the Leased Premises or any portion thereof without the express written consent of the Omaha Airport Authority in its sole and absolute discretion and any purported assignment or subcontract in violation hereof shall be void."*
- B. At the request of an Airline, the Authority may consider subleasing to an Airline's related parties such as Affiliates, sublessees, licensees, or permittees. Requests for subleasing to unrelated parties would be discouraged and only considered only in special circumstances such as: Common Use gates unavailable, unleased premises unavailable or unsuitable, or accommodation on Preferential Use gates unavailable or not possible.

Section 8. Authority's Accommodation on Exclusive Use Space

- A. Accommodation on Exclusive Use Space (i.e. ticket counter or operations space) is permitted in the Authority's agreements with all of the Airlines operating at the Airport. (See Exhibit E, Preferential Use Language, attached to this Procedure for the new language included in the Authority's Airline Agreements that became effective January 1, 2024).

Section 9. Recapture of Exclusive Use Space

- A. The Authority's Airline Agreements are 1-year leases, renewed annually on January 1st. The Authority may recapture space during this renewal period as necessary and at the Authority's discretion based on relevant circumstances at the time. Prior to recapturing space the Authority will, to the extent practical, solve space problems as stated in Section 2, Declaration of Intent, Section C.

Section 10. Remain Overnight (RON) Parking Assignments – Terminal Gates

- A. The Airport currently has 4 Common Use gates (A1, B11, B19, and B20). Attachment 1 illustrates their respective locations. The Common Use gates are assigned on a first-come first-served basis, based on the priorities outlined in Section 4.

- B. The Airport currently has 16 gates, supporting 18 parking positions (Gates A2 and A5 can each accommodate two aircraft simultaneously), leased on a Preferential Use basis. Table 2 in Section 11 illustrates the number of positions allocated to each Airline. Airlines that lease Preferential Use gates have first right to utilize the parking positions at the gate overnight, but only if accommodation at the gate is not necessary to permit passenger loading and unloading operations in conjunction with the scheduled operations of a Requesting Airline.

- C. See Exhibit E, Preferential Use Language, attached to this Procedure for the new language included in the Authority’s Airline Agreements that became effective January 1, 2024.

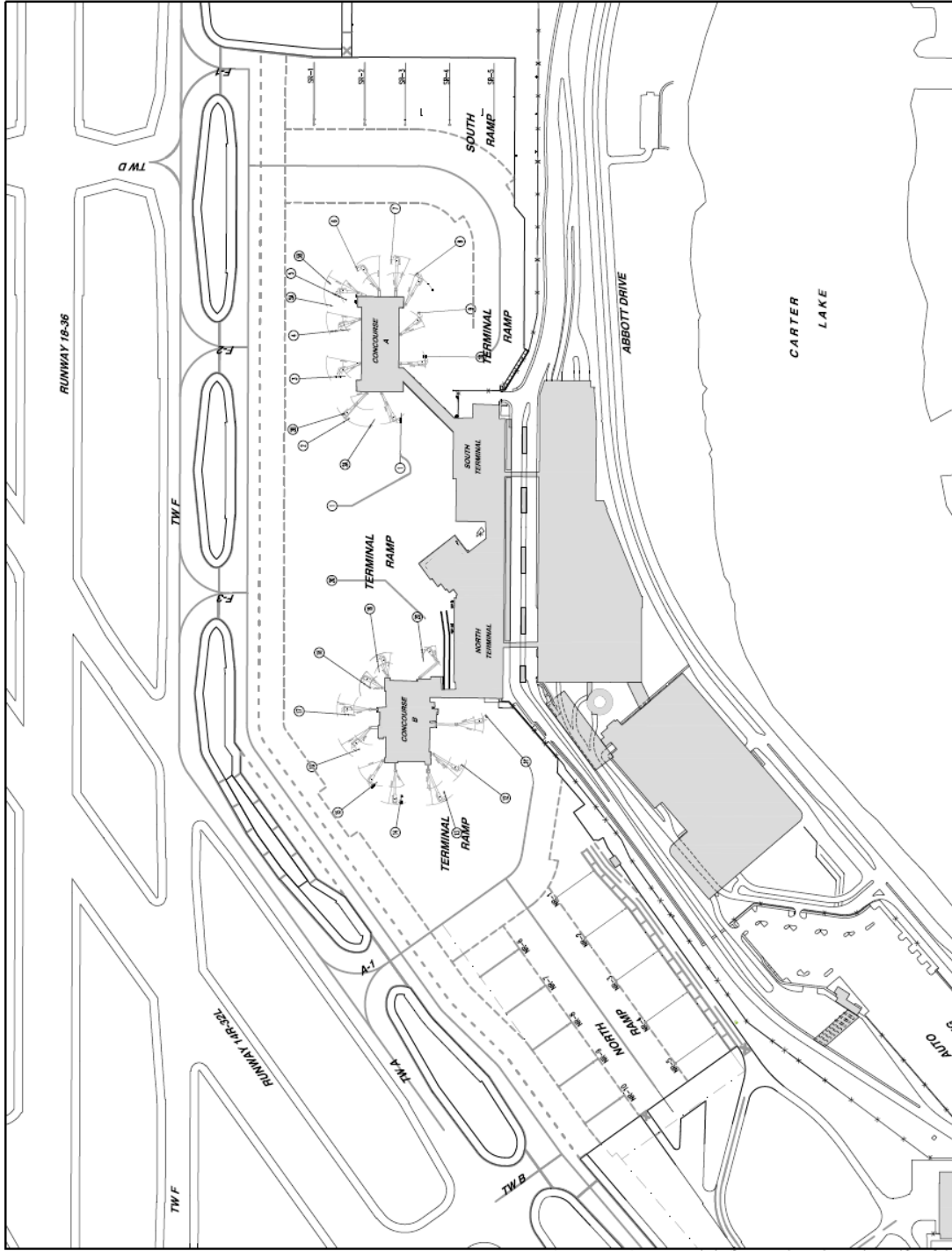
Section 11. Remain Overnight (RON) Parking Assignments – Remote Parking

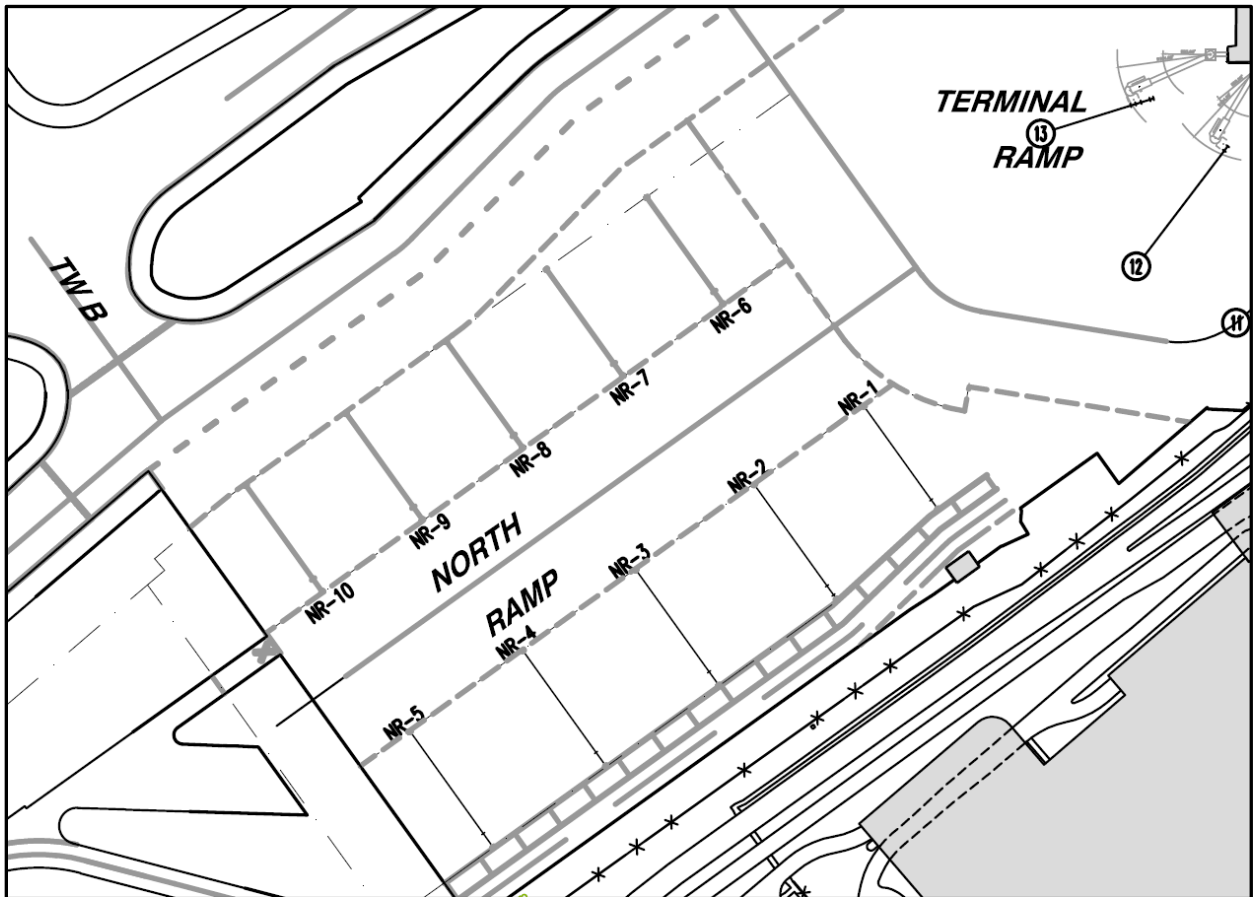
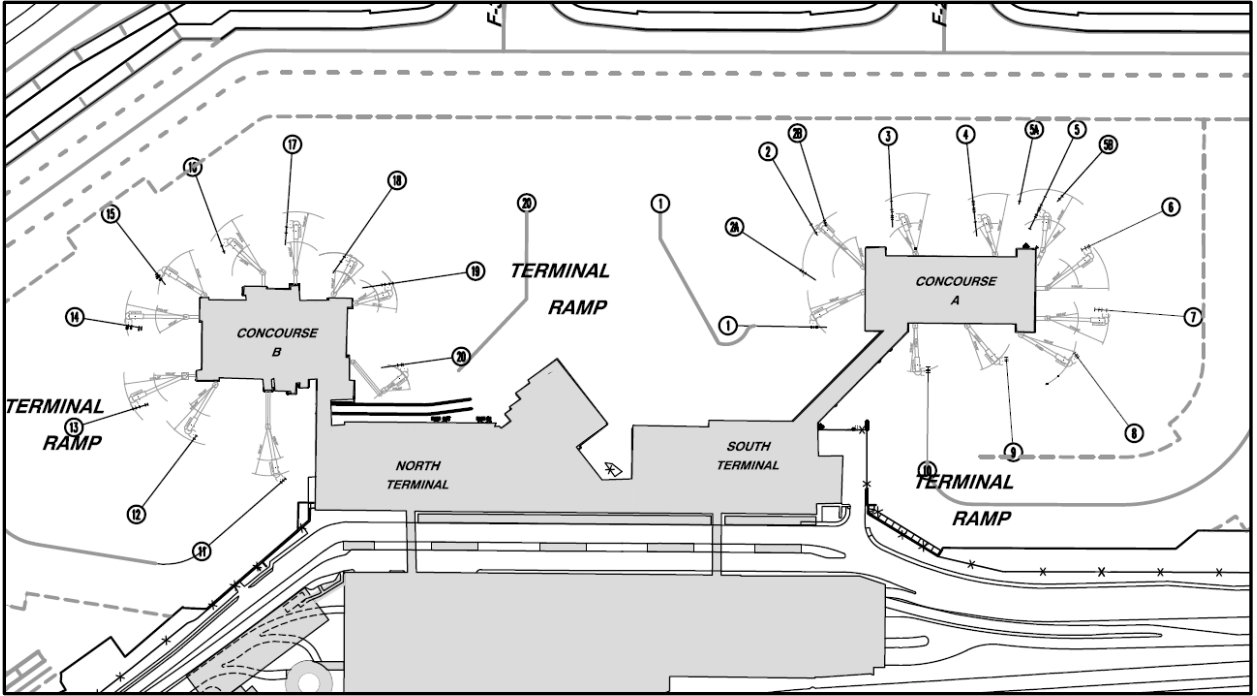
- A. The Airport has 15 remote Common Use RON parking locations available in close proximity to the Terminal. This includes 10 Common Use RON parking locations on the North Ramp and 5 Common Use RON parking locations on the South Ramp. Attachment 1 illustrates their respective locations. There are 37 RON parking positions near or at the terminal (see Table 2.). Airlines may request utilization of a RON parking location in advance, but these requests are approved on the day of the actual aircraft operation. The Operations Department communicates available remote RON positions to the Requesting Airline at the time of the request.

The number of available RON parking positions is considered ample as currently only 4-5 remote parking locations are utilized on an average night. Airlines generally request remote locations closest to their Preferential Use gates. The Operations Department uses video surveillance to monitor usage of remote parking spaces. RON use is documented daily in an Excel spreadsheet. This documentation includes the carrier, date, duration in the parking position, and the aircraft’s tail number, and is provided to interested carriers upon request.

Table 2.

Airline	Number of Parking Positions
Alaska	1
American	4
Delta	6
Southwest	3
United	<u>4</u>
Total Preferential Use	18
Common-use	<u>4</u>
Subtotal Terminal	22
Total Remote RON	<u>15</u>
Grand Total RON	37





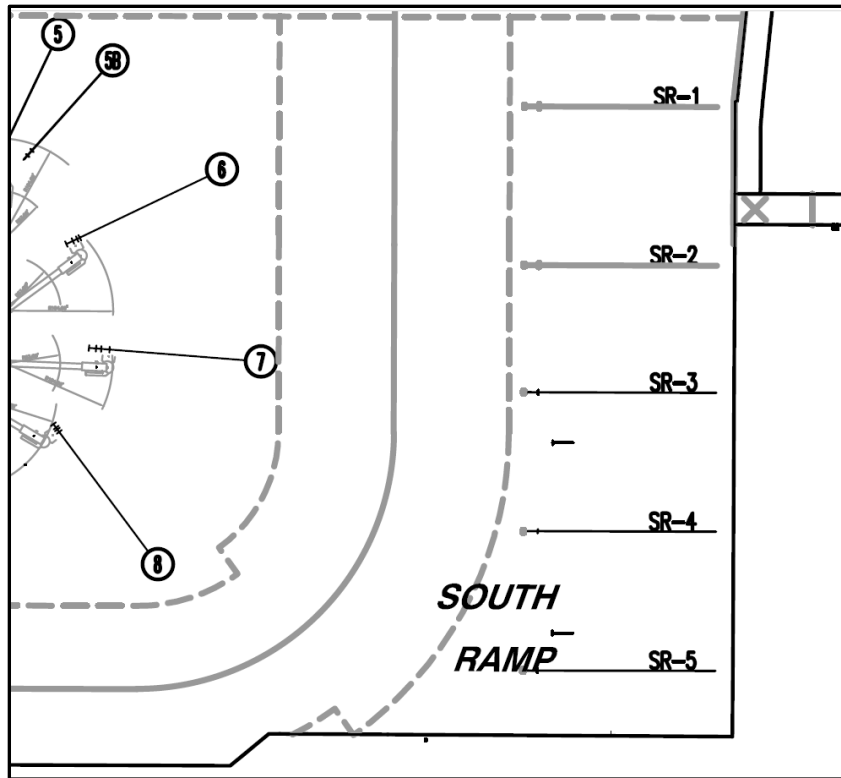


EXHIBIT D – SAMPLE GATE MONITORING CHART

UNSCHEDED GATE USE											
ARRIVALS						DEPARTURE					
Date/arr	Time	Carrier	Type	Tail	Gate	Date/dep	Time	Hours	Remark		
1-Sep	0:05	SOUTHWEST	B737	N8631A	B19	1-Sep	7:12	7.12	RON		
1-Sep	10:02	ALLEGIAN	A320	N206NV	B19	1-Sep	11:02	1.00	DAILY OPS		
1-Sep	16:40	FRONTIER	A320	N710FR	A1	1-Sep	17:50	1.17	DAILY OPS		
1-Sep	17:20	SUN COUNTRY	B737	N832SY	B19	1-Sep	18:51	1.52	DAILY OPS		
1-Sep	20:41	ENDEAVOR (DAL)	CRJ9	N323PQ	A1	2-Sep	9:30	12.82	RON		
1-Sep	20:53	UNITED	B737	N37274	NORTH RAMP	2-Sep	7:05	10.20	RON (NR1)		
1-Sep	22:41	UNITED	B737	N33714	B15	2-Sep	7:51	9.17	RON (NCC)		
1-Sep	23:32	SOUTHWEST	B737	N7723E	B19	2-Sep	6:50	7.30	RON		
2-Sep	1:23	SOUTHWEST	B737	N936WN	B20	2-Sep	10:00	8.62	RON(NORTH RAMP RATE)		
2-Sep	16:04	SOUTHWEST	B737	N7855A	B20	3-Sep	22:42	30.63	RON (NORTH RAMP RATE)		
2-Sep	20:54	UNITED	B737	N36207	NORTH RAMP	3-Sep	6:39	9.75	RON (NR1)		
2-Sep	21:26	UNITED	B737	N35204	B15	3-Sep	7:55	10.48	RON (NCC)		
2-Sep	23:40	SOUTHWEST	B737	N8867Q	B19	3-Sep	7:36	7.93	RON(NORTH RAMP RATE)		
3-Sep	10:47	ALLEGIAN	A319	N309NV	B19	3-Sep	11:51	1.07	DAILY OPS		
3-Sep	12:16	ALLEGIAN	A319	N309NV	B19	3-Sep	14:17	2.02	MECHANICAL		
3-Sep	20:27	FRONTIER	A320	FFT598	A1	3-Sep	21:30	1.05	DAILY OPS		
3-Sep	22:01	UNITED	B737	N47291	B15	4-Sep	7:49	9.80	RON (NCC)		
3-Sep	23:01	SOUTHWEST	B737	N201LV	B20	5-Sep	6:38	31.62	RON (NORTH RAMP RATE)		
4-Sep	0:06	SOUTHWEST	B737	N8307K	B19	4-Sep	7:23	7.28	RON (NORTH RAMP RATE)		
3-Sep	22:30	UNITED	B737	N78285	NORTH RAMP	4-Sep	6:42	8.20	RON NR-1		
4-Sep	9:53	ALLEGIAN	A319	N338NV	B19	4-Sep	11:19	1.43	DAILY OPS		
4-Sep	16:51	SUN COUNTRY	B737	N831SY	B19	4-Sep	17:51	1.00	DAILY OPS		
4-Sep	21:17	FRONTIER	A320	N316FR	A1	4-Sep	22:46	1.48	DAILY OPS		
4-Sep	22:45	UNITED	A320	N415UA	NORTH RAMP	5-Sep	6:50	8.08	RON NR-1		
4-Sep	22:58	UNITED	A320	N427UA	B15	5-Sep	7:57	8.98	RON (NCC)		
4-Sep	23:03	SOUTHWEST	B737	N8846Q	B19	5-Sep	7:17	8.23	RON (NORTH RAMP RATE)		
5-Sep	16:21	FRONTIER	A320	N619FR	A1	5-Sep	17:28	1.12	DAILY OPS		
5-Sep	17:51	SOUTHWEST	B737	N274WN	B20	6-Sep	7:01	13.17	RON (NORTH RAMP RATE)		
5-Sep	22:34	SOUTHWEST	B737	N416WN	B19	6-Sep	7:15	8.68	RON		
5-Sep	23:00	UNITED	A319	N805UA	B15	6-Sep	7:54	8.90	RON (NCC)		
5-Sep	23:03	UNITED	B737	N77537	NORTH RAMP	6-Sep	0:01	0.97	TEMPORARY PARKING (NR3)		

EXHIBIT E – PREFERENTIAL-USE LANGUAGE

ARTICLE [11]: ACCOMODATION OF REQUESTING AIRLINES

11.1 Declaration of Intent.

A. The parties acknowledge the objective of the Authority to offer: 1) all new Air Carriers requesting to initiate service at the Airport access to the Airport and to provide adequate gate positions and space in the Terminal and 2) to provide additional facilities to an existing Lessee or Airline on an as-needed basis. Recognizing that physical and financial limitations may preclude timely expansion of the Terminal to meet the requests of Airlines for additional facilities and/or such other Air Carriers for Airport facilities (collectively, "Requesting Airline(s)"), the Authority hereby states its intent to pursue the objective of achieving an optimum balance in the overall utilization of the Terminal to be achieved, if necessary, through sharing, from time to time, of gate positions and other passenger handling facilities.

B. Air Carriers leasing Preferential Use Space have priority to utilize such space, subject to the provisions of the Lease and the Authority's Gate Use Procedure. Such Air Carriers may not require further accommodation or assignment of gates if their Preferential Use Space is sufficient to support their operations. To the extent that such Air Carriers require accommodation or assignment of Common Use Space and are utilizing their Preferential Use Space, they are a "Requesting Airline" and able to seek accommodation for additional space under the provisions of the Authority's Gate Use Procedure.

C. It is the intent of the Authority, to the extent practicable, to accommodate requests from Requesting Airlines in the following manner: (1) through the Authority's use of the common use gates and facilities, (2) through the Authority's leasing of unleased premises in the Terminal; (3) through accommodation on Preferential Use Space; (4) through the use of Authority-approved subleases; (5) through the expansion of the Terminal, unless in the opinion of Authority, physical, financial, or time limitations make expansion impractical; (6) through accommodation of exclusive use space pursuant to lease or other agreements; and (7) through the recapture of Preferential Use and/or Exclusive Use Space.

11.2 Accommodation on Preferential Use Space.

A. [Airline] shall cooperate with Authority to accommodate the needs of a Requesting Airline by permitting such Requesting Airline to utilize [Airline's] Preferential Use Space for the time period(s) necessary to permit passenger loading and unloading operations in conjunction with the scheduled operations of such Requesting Airline at times when the use of such facilities shall not interfere with [Airline's] planned operations or those of its approved Affiliates, sublessees, licensees, or permittees.

B. In determining if [Airline] shall be required to accommodate a Requesting Airline, Authority shall consider [Airline's] capabilities, capacity, facilities, and personnel therefor, after taking into account [L Airline's] own requirements and contractual obligations, and the compatibility of said Requesting Airline's proposed operations with those of [Airline]. Authority shall not require [Airline] to accommodate a Requesting Airline if Authority has common use gates available within same concourse as Airline which can reasonably accommodate the needs of said Requesting Airline.

C. Provided, however, [Airline] shall not be required to accommodate such other Air Carriers if all of [Airline's] gate positions are occupied by [Airline's] flights or flights of other Air Carriers already being accommodated by [Airline] at the time of said flight needing to be accommodated. Authority shall use its best efforts to accommodate the Air Carrier on a gate not occupied. If [Airline] accommodates such

other Air Carriers then said other Air Carriers shall be required to vacate [Airline's] gate position at least sixty (60) minutes prior to [Airline's] next scheduled flight arrival at said gate position.

D. [Airline] shall cooperate with Authority to accommodate other Air Carriers from time to time, as deemed necessary by Authority for situations including, but not limited to scheduled flights, unscheduled flights, including charters, diversions and irregular operations, and other circumstances not otherwise accommodated.

E. During the period of use of [Airline's] facilities by an Air Carriers pursuant to this Article 11, [Airline] shall be relieved of its obligation under this Agreement to indemnify and save harmless Authority, its officers, directors, employees, or agents with regard to any claim for property damage or personal injury arising out of or in connection with said accommodated Air Carriers use of its Preferential Use Space, unless such damage or injury is caused by [Airline], its officers, directors, employees or agents who have come upon its Preferential Use Space in connection with [Airline's] occupancy hereunder.

11.3 Accommodation on Exclusive Ticket Counter and Baggage Makeup.

A. [Airline] shall cooperate with Authority to accommodate the needs of a Requesting Airline by permitting such Requesting Airline to utilize [Airline's] exclusive ticket counter and baggage makeup for the time period(s) necessary to permit the Requesting Airline to operate its air transportation business in conjunction with the scheduled operations of such Requesting Airline at times when the use of such facilities shall not interfere with [Airline's] planned operations or those of its approved Affiliates, sublessees, licensees, or permittees.

B. Authority will require Requesting Airline to first coordinate directly with [Airline] in writing for the use of such exclusive ticket counter and baggage makeup, if Authority has no available space in the Terminal to accommodate the needs of said Requesting Airline.

C. [Airline's] accommodation of a Requesting Airline shall be subject to a written agreement between [Airline] and Requesting Airline, approved in writing by Authority prior to the effective date thereof and Requesting Airline entering into an agreement with Authority to operate at the Airport.

D. In determining if [Airline] shall be required to accommodate a Requesting Airline, Authority shall consider [Airline's] capabilities, capacity, facilities, and personnel therefor, after taking into account [Airline's] own requirements and contractual obligations, and the compatibility of said Requesting Airline's proposed operations with those of [Airline]. Authority shall not require [Airline] to accommodate a Requesting Airline if Authority has Common Use or unleased premises which can reasonably accommodate the needs of said Requesting Airline.

E. During the period of use of [Airline's] facilities by an Air Carrier pursuant to this Article 11, [Airline] shall be relieved of its obligation under this Agreement to indemnify and save harmless Authority, its officers, directors, employees, or agents with regard to any claim for property damage or personal injury arising out of or in connection with said accommodated Air Carriers use of its exclusive ticket counter and baggage makeup, unless such damage or injury is caused by [Airline], its officers, directors, employees or agents who have come upon its exclusive ticket counter and baggage makeup in connection with Airline's occupancy hereunder. [Airline] shall require such accommodated Requesting [Airline] to agree in writing to indemnify Authority and [Airline] in the manner and to the extent required of [Airline], pursuant to **Article XX** hereof.

11.4 Competitive Access to PFC-Funded Facilities.

Should Airline not fully utilize any portion of its Leased Premises or Preferential Use Space that is PFC-Funded, in the sole determination of the Authority, such space or area may be made available for use by any Air Carrier or Requesting Airline. In accordance with 14 CFR Part 158, failure to make such PFC-funded space or area available shall be grounds for termination of this Agreement.

EXHIBIT F – GATE UTILIZATION CHARTS

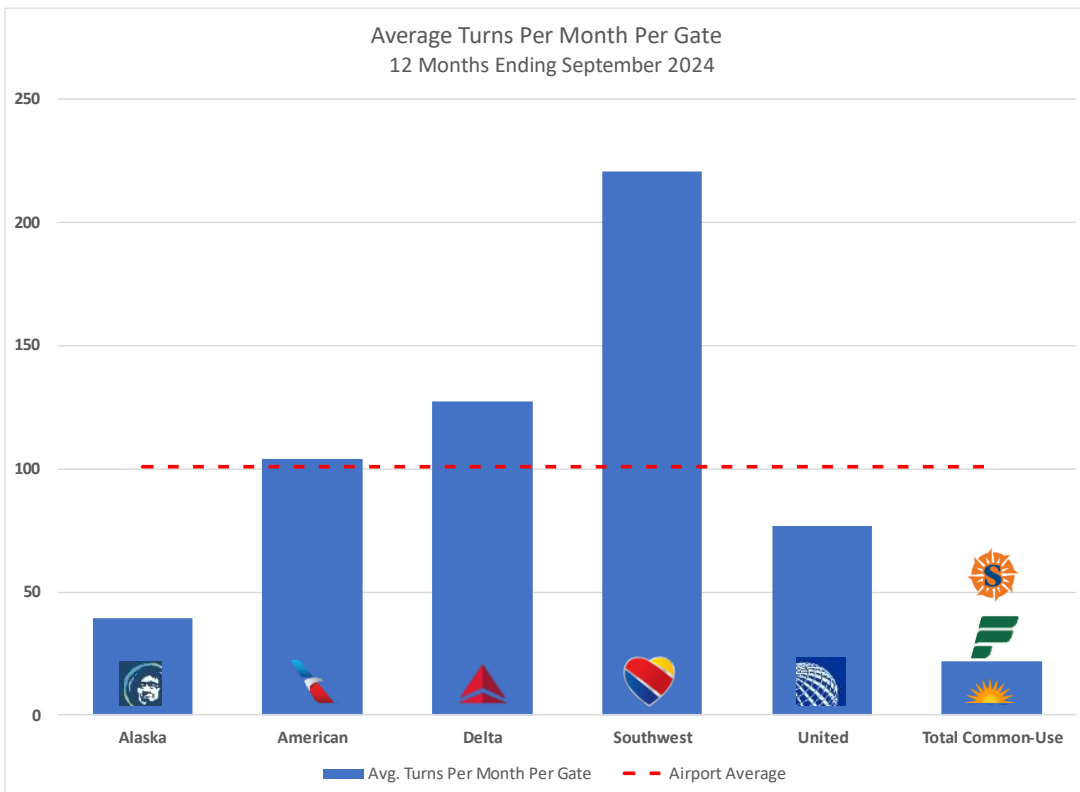
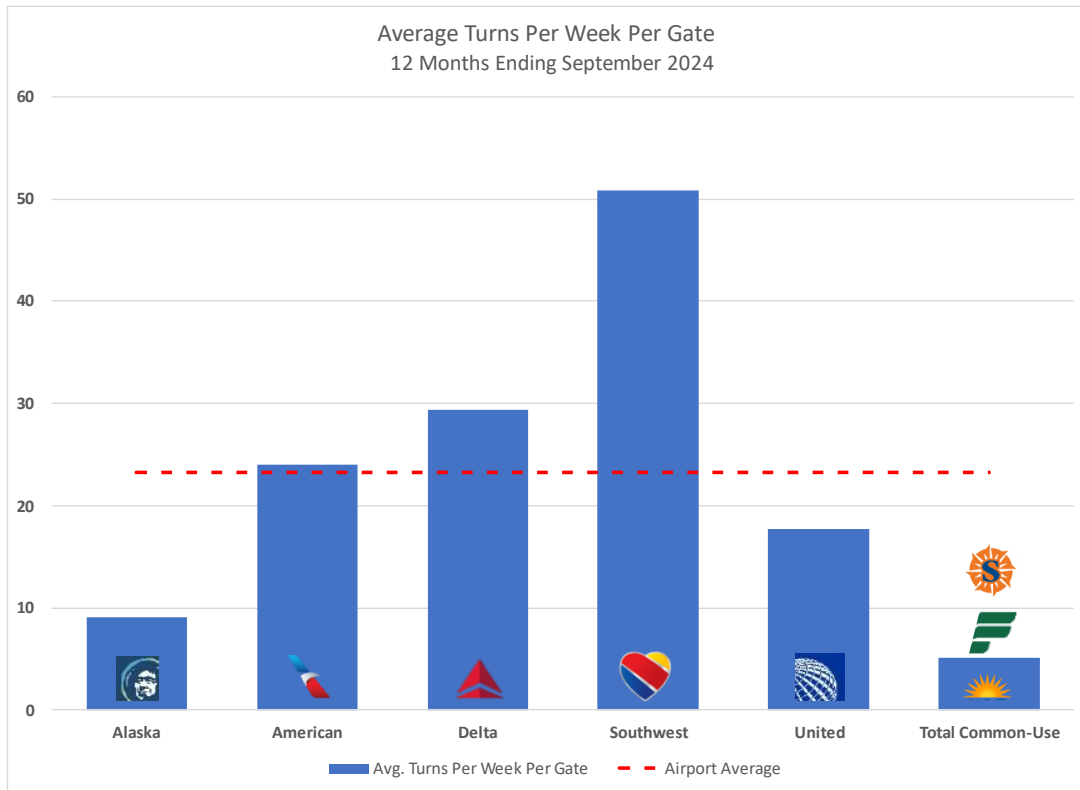


EXHIBIT G – CURRENT LAYOUT OF AIRCRAFT PARKING POSITIONS

