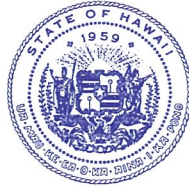


DAVID Y. IGE
GOVERNOR



STATE OF HAWAII
DEPARTMENT OF TRANSPORTATION
869 PUNCHBOWL STREET
HONOLULU, HAWAII 96813-5097

JADE T. BUTAY
DIRECTOR

Deputy Directors
ROY CATALANI
ROSS M. HIGASHI
EDWARD H. SNIFFEN
DARRELL T. YOUNG

IN REPLY REFER TO:

Board of Land and
Natural Resources
State of Hawai'i
Honolulu, Hawai'i

AMENDMENT NO. 3 TO CONCESSION AGREEMENT NO. DOT-A-16-0012
FOR THE ADDITION OF SPACE ALLOCATED FOR STORAGE
WI-FI SERVICES CONCESSION
BOINGO WIRELESS, INC.
DANIEL K. INOUYE INTERNATIONAL AIRPORT
TAX MAP KEY: (1) 1-1-003: 001 (PORTION) O'AHU

PURPOSE:

To amend the existing Concession Agreement No. DOT-A-16-0012 at the Daniel K. Inouye International Airport to add space allocated for storage. Under Article III (Premises) of the Agreement, the specific area assigned or provided for the concession activity may be changed at the discretion of the Director of Transportation

LEGAL REFERENCE:

Section 102-2, Hawaii Revised Statutes.

APPLICANT:

Boingo Wireless, Inc., whose business address is 10960 Wilshire Boulevard 23rd Floor, Los Angeles, California 90024.

DCCA VERIFICATION:

Place of business registration confirmed:	YES <u>X</u>	NO _____
Registered business name confirmed:	YES <u>X</u>	NO _____
Good standing confirmed:	YES <u>X</u>	NO _____

LOCATION AND TAX MAP KEY:

Daniel K. Inouye International Airport (HNL), 1st Division, 1-1-003: 001 (Portion).

ITEM M-1

AMENDMENT NO. 3 TO CONCESSION AGREEMENT NO. DOT-A-16-0012 FOR THE ADDITION OF SPACE ALLOCATED FOR STORAGE, BOINGO WIRELESS, INC.

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ZONING:

State Land Use District: Urban
City and County of Honolulu LUO: Industrial (I-2)

LAND TITLE STATUS:

Section 5(a) and 5(b) lands of the Hawai'i Admission Act: Non-Ceded
DHHL 30% entitlement lands pursuant to Hawai'i State Constitution: No

TERM:

February 1, 2017 and expires on January 31, 2028.

ADDITIONAL PREMISES:

Area/Space No. 152-117C, containing an area of approximately 1,200 square feet, as delineated on the attached map labeled Exhibit C dated April 2018.

IMPROVEMENTS:

Applicant at its own cost and expense shall be responsible for any renovation, upgrade, remodeling and improvements to the storage space.

RENTAL:

Currently Applicant is paying the greater of the Minimum Annual Guarantee (MAG) of \$300,000 or 30% of the gross receipts. However, as specified in Article III (Premises), the State shall not charge space rent for the initial allocation.

DCCA VERIFICATION:

Place of business registration confirmed: YES X NO _____
Registered business name confirmed: YES X NO _____
Good standing confirmed: YES X NO _____

CHAPTER 343, HRS – ENVIRONMENTAL ASSESSMENT:

Pursuant to Section 11-200-8(a) Environmental Impact Statement Rules of the Department of Health, State of Hawai'i, this disposition is exempt from the requirements regarding preparation of an environmental assessment, negative declaration, or environmental impact statement as required by Chapter 343, Hawai'i

AMENDMENT NO. 3 TO CONCESSION AGREEMENT NO. DOT-A-16-0012 FOR THE ADDITION OF SPACE ALLOCATED FOR STORAGE, BOINGO WIRELESS, INC.

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Revised Statutes, as amended, relating to Environmental Impact Statements, because the proposed action falls within Exemption Class #1, Comprehensive Exemption List for the State of Hawai'i, Department of Transportation, dated November 2000, as approved by the Environmental Quality Council. Exemption Class #1 covers operations, repairs, or maintenance of existing structures, facilities, equipment, or topographical features involving negligible or no expansion or change of use beyond that previously existing.

The DOTA consulted with the U.S. Federal Aviation Administration as to the appropriateness of the citation of the Environmental Exemption Class from the Comprehensive list for the Department of Transportation dated November 15, 2000. The FAA concurred on the appropriateness.

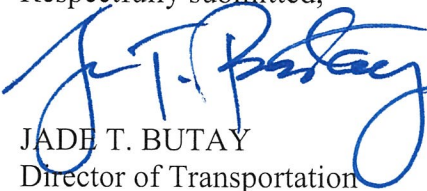
REMARKS:

The Department of Transportation and Boingo Wireless, Inc. entered into that certain Concession Agreement No. DOT-A-16-0012, dated January 26, 2017, for the wi-fi services concession at Daniel K. Inouye International Airport. The storage space is integral to Boingo's wi-fi services operation at the Airport.

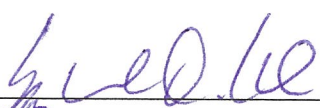
RECOMMENDATION:

That the Board authorize the DOT to issue a concession agreement to subject to:
(1) terms and conditions herein outlined, which are by reference incorporated herein;
(2) such additional terms and conditions as may be prescribed by the Director of Transportation to best serve the interests of the State; and (3) review and approval of the Department of the Attorney General as to the lease form and content.

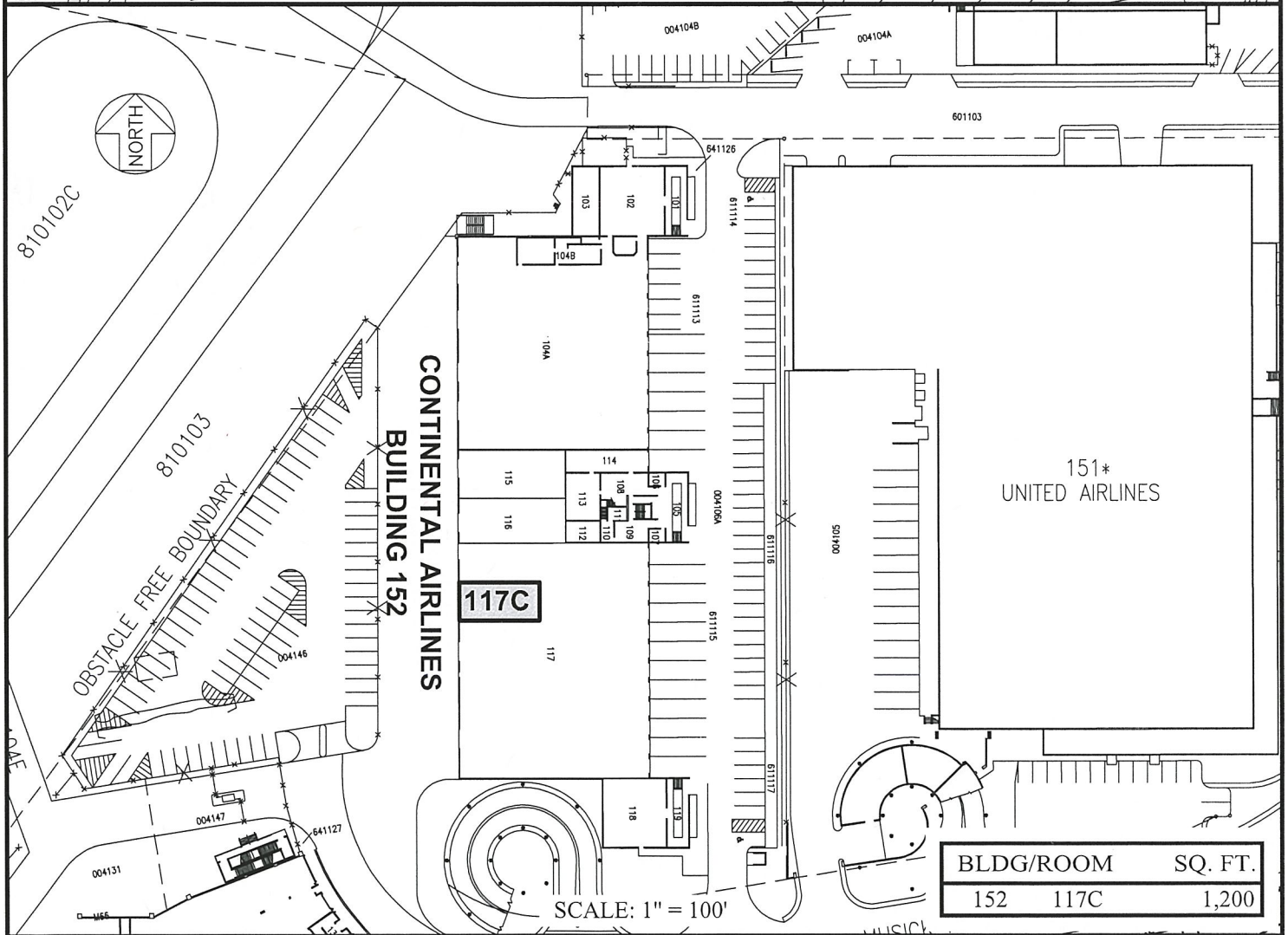
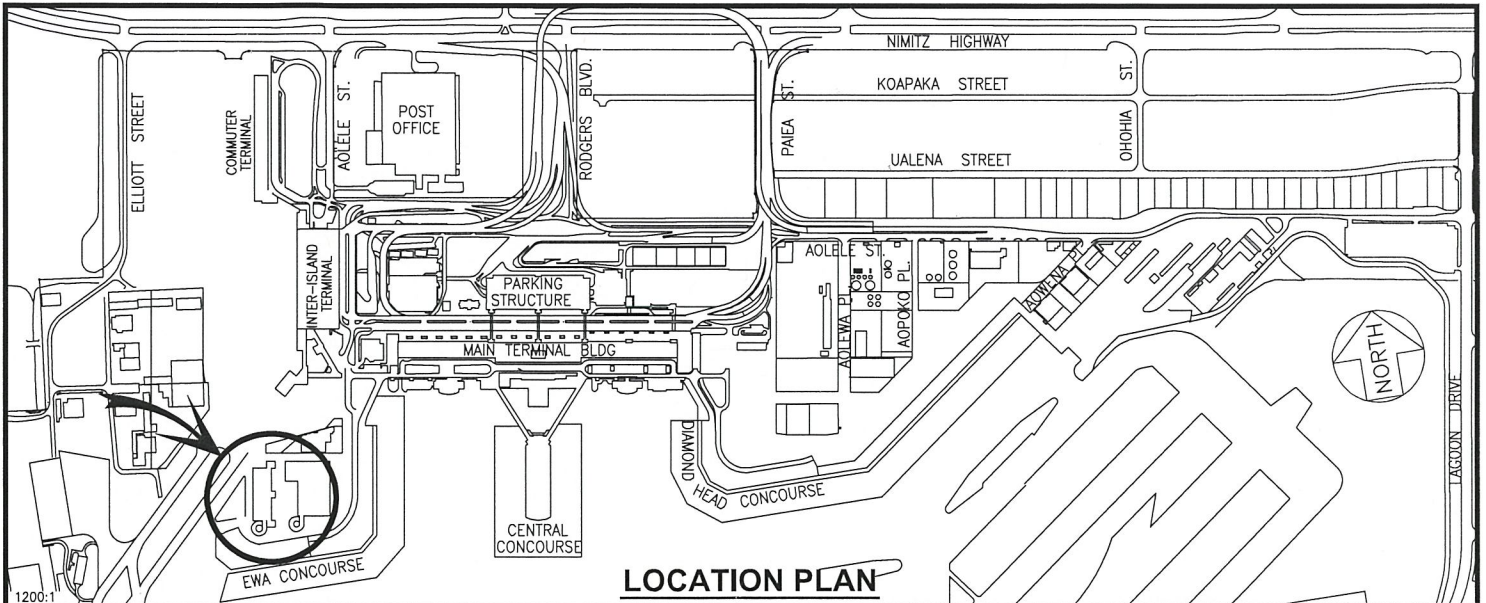
Respectfully submitted,


JADE T. BUTAY
Director of Transportation

APPROVED FOR SUBMITTAL:



SUZANNE D. CASE
Chairperson and Member



DATE : JULY 2017

EXHIBIT: **C.**



BOINGO WIRELESS

BUILDING 152
CONTINENTAL CARGO BLDG
GROUND LEVEL

152117C