

**ASSIGNMENT AND ASSUMPTION**  
**AGREEMENT**

This Assignment and Assumption Agreement ("Agreement") is made and entered into by and between the Trustees of the Oklahoma City Airport Trust ("Trust") and Oshkosh Aerotech, LLC who is authorized to conduct business in the State of Oklahoma ("Assignee").

**WITNESSETH**

**WHEREAS**, the Trust leases, operates, and maintains certain real estate for the benefit of the City, including what is known as the Will Rogers World Airport ("Airport") located in Cleveland and Oklahoma Counties, Oklahoma for the benefit of The City of Oklahoma City; and

**WHEREAS**, the Trust and JBT Aerotech Corporation entered into the Construction Contract on September 28, 2023, ("Original Agreement"), whereby the Contractor agreed to furnish all materials and perform all work for Project No. OCAT WRWA 2308, "Passenger Boarding Bridge Replacement – Phase I"; and

**WHEREAS**, JBT Aerotech Corporation underwent a conversion in its corporate structure to Oshkosh Aerotech, LLC as of February 16, 2024.

**NOW, THEREFORE**, for and in consideration of mutual covenants herein contained, the parties agree as follows:

1. This Agreement shall be effective as of March 28, 2024 ("Effective Date").
2. The Certificate of Conversion converted JBT Aerotech Corporation to the Assignee and under Delaware's Limited Liability Company Act's 2 DE Code 18-214 the Assignee is deemed to be the same entity as the JBT Aerotech Corporation and the conversion is a continuation of JBT Aerotech Corporation's existence.
3. Assignee understands and accepts the above assignment and hereby assumes, agrees and undertakes to perform all of the obligations, covenants and agreements of JBT Aerotech Corporation pursuant to the Original Agreement. From and after the Effective Date, all references to JBT Aerotech Corporation in the Original Agreement shall be deemed to a reference to Assignee. Assignee accepts and assumes this Assignment and any covenants contained in this instrument and agrees to strictly honor and comply with all terms, provisions, conditions, obligations, and liabilities created by or under the Original Agreement as if it were an original contracting party to the Original Agreement.
4. Assignee further understands that the Airport Lands are part of a public use, but federally obligated, airport and that these lands and the subject well location are in close proximity to and may impact the operation and movement of aircraft in connection with the operation of the Airport. Assignee thus understands and agrees that any new activity, construction,

or any change in any existing activity, operation, equipment, or facility must be coordinated with the Trust and may involve approval by the Trust and/or the FAA depending on the anticipated activity.

5. The Trust approves of the assignment of the Original Agreement to Assignee and further approves the assumption by Assignee of all rights, interests, duties, and obligations in and under that Original Agreement, subject to the terms hereof.
6. All notices given pursuant to the Original Agreement shall now be to and shall be provided as follows:

Oshkosh Aerotech, LLC  
Address: 4074 South 1900 West, Roy, Utah 84067  
Phone Number: 801.940.1809  
Email: john.thompson@jbtc.com

**IN WITNESS WHEREOF**, the parties hereto have set their hands and seals as of the Effective Date.

**ASSIGNEE:**

**Oshkosh Aerotech, LLC**

By: Frank Moore

Name: Frank Moore

Title: President & General Mgr.

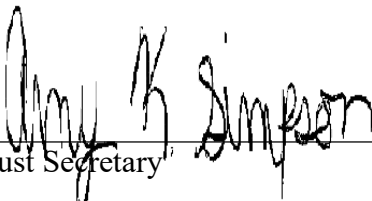
**TRUST:**

**APPROVAL RECOMMENDED:**

Jeff Mulder  
Director of Airports

**APPROVED** by the Oklahoma City Airport Trust and signed by the Chairman this 28TH day of MARCH, 2024.

**ATTEST:**

  
Trust Secretary



**OKLAHOMA CITY AIRPORT TRUST:**

  
Chairman

**REVIEWED** for form and legality.



Assistant Municipal Counselor/  
Attorney for the Trust