

SECOND AMENDMENT TO AGREEMENT

THIS SECOND AMENDMENT TO AGREEMENT ("Amendment"), is made and entered into as of the date stated on the City's signature page, by and between the **CITY AND COUNTY OF DENVER**, a municipal corporation of the State of Colorado, for and on behalf of the Department of Aviation ("City"), and **PROVENZANO RESOURCES, INC., LLC**, a Colorado limited liability company ("Concessionaire"), (collectively, "Parties").

WITNESSETH:

WHEREAS, the Parties entered into an agreement for the management of DEN's RMU Program, on December 7, 2010, (AR18002) amended this agreement on October 11, 2012 (AR18002-01) ("Original Agreement"); and

WHEREAS, under the Original Agreement Concessionaire performed retail asset management services for City, creating and managing a first-class mobile retail merchandising unit program consisting solely of interesting and varied specialty retail products; and

WHEREAS, the Original Agreement expires on September 30, 2018, and City plans to issue a procurement for the services performed by Concessionaire thereafter; and

WHEREAS, City has determined its procurement will likely not be completed by the Expiration Date in the Original Agreement and it is in City's best interest to avoid interrupting Concessionaire's services to the traveling public at DEN; and

WHEREAS, the Parties agree Concessionaire's continual operation of the RMU Program at DEN until City negotiates a new agreement for such services, is beneficial to both Parties; and

NOW, THEREFORE, for the foregoing reasons and for other good and valuable consideration, the Parties hereby agree to amend the Original Agreement as follows:

1. Effective as of the date of execution stated herein, the Expiration Date, stated in the Summary Page is hereby amended by deleting it entirely and replacing it with the following:

Expiration Date: April 30, 2019

2. Except as modified or revised herein, all terms, conditions, covenants and provisions of the Original Agreement shall remain in full force and effect as if fully set forth herein.
3. This Amendment is expressly subject to and shall not be or become effective or binding on City until approved by City Council, if required by City's Charter, and fully executed by all signatories of the City and County of Denver. This Amendment may be executed in two or more counterparts, each of which will be deemed an original signature page to this Amendment and either Party in the manner specified by City may sign it electronically.

[SIGNATURE PAGES FOLLOW]

Contract Control Number: PLANE-AR18002-02

Contractor Name:

Provenzano Resources, LLC
a Colorado limited liability company
By: Teller Street Investors, LLC
a New York limited liability company
Fts: member

By: _____

Name: Mark G. Falcone
(please print)

Title: managing member
(please print)

ATTEST: [if required]

By: _____

Name: Ross V. Provenzano
(please print)

Title: member
(please print)



Contract Control Number:

IN WITNESS WHEREOF, the parties have set their hands and affixed their seals at Denver, Colorado as of

SEAL

CITY AND COUNTY OF DENVER

ATTEST:

By _____

APPROVED AS TO FORM:

REGISTERED AND COUNTERSIGNED:

By _____

By _____

By _____

