

FIRST AMENDMENT TO LEASE AGREEMENT

THIS FIRST AMENDMENT TO LEASE AGREEMENT is made and entered into between the **CITY AND COUNTY OF DENVER**, a municipal corporation and home rule city of the State of Colorado (the “City” or “Lessor”) and **SUBWAY REAL ESTATE LLC**, a limited liability company formed under the laws of Delaware and authorized to do business in the State of Colorado, with offices located at 325 Bic Drive, Milford, Connecticut 06461 (the “Lessee”).

RECITALS:

A. The City is the owner of certain property located at 434 West 14th Avenue, Denver, Colorado 80204 (the “Property”); and

B. The City entered into a Lease Agreement with Lessee dated January 5, 2012 (City Clerk File No. 11-1005) (“Lease”), to lease a portion of the Property for operation of a Subway sandwich shop (“Lease Space”); and

C. In accordance with the Lease, the Parties agree that the Commencement Date for the Term of the Lease Agreement was April 1, 2011; and

D. The Parties desire to adjust the amount of the rental payments to be made pursuant to the Lease.

NOW, THEREFORE, in consideration of the premises and the mutual covenants and obligations herein set forth the parties agree as follows:

1. That Section 2 of the Lease, entitled “**TERM**,” is modified in part to state the Commencement Date as follows:

“2. **TERM**: The Commencement Date for the term of the Lease, at which time the City Improvements were complete, was April 1, 2011.”

2. That Section 3 of the Lease, entitled “**RENT**,” is modified in part by changing the amount of rent effective as of May 1, 2014 as follows:

“3. **RENT**: Commencing May 1, 2014, and on the first day of each month thereafter throughout the Lease Term, the Lessee shall pay to the City for the rent and operation of the Lease Space the sum of One Thousand Six Hundred Dollars per month. Such adjusted rental amount makes the sum of the total rent to be paid

to the City for the initial Lease Term Eighty-Two Thousand One Hundred Seventy-Three Dollars (\$82,173.00).”

3. **ELECTRONIC SIGNATURES AND ELECTRONIC RECORDS:** Lessee consents to the use of electronic signatures by the City. This First Amendment, and any other documents requiring a signature hereunder, may be signed electronically by the City in the manner specified by the City. The Parties agree not to deny the legal effect or enforceability of the Agreement solely because it is in electronic form or because an electronic record was used in its formation. The Parties agree not to object to the admissibility of the Agreement in the form of an electronic record, or a paper copy of an electronic document, or a paper copy of a document bearing an electronic signature, on the ground that it is an electronic record or electronic signature or that it is not in its original form or is not an original.

4. **RATIFICATION:** Except as herein amended, the Lease, is affirmed, and ratified in each and every particular.

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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 _____



Contract Control Number:

Contractor Name:

900 SOUTH BROADWAY, LLC,

a Delaware limited liability company

By: Reus EW Broadway Station, LLC,
a Delaware limited liability company

Its: Manager

By: EverWest Real Estate Partners, LLC,
a Colorado limited liability company

Its: Manager

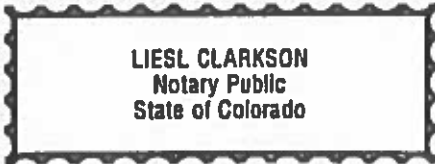
By: [Signature]
Name: David E Ramsay
Title: Managing Partner and General Counsel

STATE OF COLORADO)
) ss
COUNTY OF JEFFERSON)

The foregoing instrument was acknowledged before me on Oct. 23rd, 2014 by David E Ramsay, the ^{managing partner}~~general manager~~ of EverWest Real Estate Partners, LLC, the manager of Reus EW Broadway Station, LLC, the manager of 900 South Broadway, LLC, a Delaware limited liability company.

Witness my hand and official seal.

My commission expires: 2/29/2016



[Signature]
Notary Public

