

THIRD AMENDATORY AGREEMENT

THIS THIRD AMENDATORY AGREEMENT is made and entered into by and between the **CITY AND COUNTY OF DENVER**, a municipal corporation of the State of Colorado (the “City”), and **SMG**, formerly known as SPECTACOR MANAGEMENT GROUP, a Pennsylvania general partnership, whose address is 700 14th Street, Denver, Colorado 80202 (hereinafter referred to as “SMG”) (together, the “Parties”).

WITNESSETH:

WHEREAS, the City and SMG entered into an Agreement dated November 18, 2008, as amended by an Amendatory Agreement dated January 11, 2012 and an Second Amendatory Agreement dated April 27, 2013, pursuant to which SMG provides the City stagehand staffing and payroll services as needed to various City venues and facilities (collectively, the “Agreement”); and

WHEREAS, the City and SMG wish to amend the IATSE Membership Pension and HW rates set forth in Exhibit B-1 to this Agreement;

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

1. Exhibit B-1 to the Agreement is hereby deleted in its entirety and replaced with Exhibit B-2, attached hereto and incorporated herein. All references to “Exhibit B” and “Exhibit B-1” in the Agreement are hereby amended to read “Exhibit B-2”.

2. As herein amended, the Agreement is affirmed and ratified in each and every particular.

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: THTRS-CE933004-03

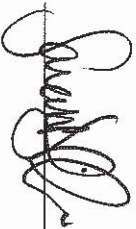
Contractor Name: S M G

By: 

Name: JOHN F. BURNS
(please print)

Title: Exec VP + CFO
(please print)

ATTEST: [if required]

By: 

Name: SPRAPH D. WELKESDHN
(please print)

Title: ADMINISTRATIVE ASSISTANT
(please print)



EXHIBIT B-2
SMG STAGEHAND PAYROLL ADMINISTRATIVE MARKUP

Assumed Annual Stagehand Payroll **\$ 3,500,000**

Statutory Payroll Taxes & Other	AMOUNT	% TOTAL PAYROLL	COMMENTS & ASSUMPTIONS
FICA	267,750	7.650%	
SUI (SUTA)	115,150	3.290%	
FUI (FUTA)	23,800	0.680%	
Workers Compensation	175,000	5.000%	
Medicare/OASDI	50,750	1.450%	
Total Markup for Statutory Payroll Taxes & Other	632,450	18.070%	
Total Mark-up for All Other Payroll Related Costs			
Stagehand Pension and HW Benefits & House Head 401(k)	474,982	13.6%	SEE ASSUMPTIONS BELOW
Administrative Salaries and Related Expense	144,685	4.1%	SEE ASSUMPTIONS BELOW
Other General & Administrative Expense	74,120	2.1%	SEE ASSUMPTIONS BELOW
Profit	105,000	3.0%	
Total % Markup for All Other Costs	\$ 798,787	22.8%	
Total Administrative Cost	\$ 1,431,237	40.9%	

ASSUMPTIONS:

Stagehand Pension & HW Benefits	AMOUNT	% TOTAL PAYROLL	
IATSE Membership Pension & HW	\$ 340,000	9.7%	
House Head Benefits	116,982	3.3%	12 FTE x \$ 9,748.47 /FTE = \$ 116,982
401k-House Heads	18,000	0.5%	
Total Stagehand Pension & HW Benefits	\$ 474,982	13.6%	

Administrative Salaries & Related Expense	Salary	Benefits & Related	AMOUNT	% TOTAL PAYROLL
Production Manager	65,000	30,831	95,831	
Production Assistant	35,000	13,854	48,854	
Total Administrative Salaries & Related Expense			\$ 144,685	4.1%

General & Administrative Expense	AMOUNT	% TOTAL PAYROLL			
Time & Attendance	\$ 350.00	5	\$ 21,000	0.6%	
Processing Fees			20,800	0.6%	52 PRs x \$ 2.00 /PR x 200 FTE = \$ 20,800
Insurance			9,000	0.3%	
Audit			5,000	0.1%	
Letter of Credit Fee			5,000	0.1%	
Bonding	300,000		3,750	0.1%	
W-2 Reporting	\$ 2.80	750	2,100	0.1%	
Other Reports and Expense			2,000	0.1%	
Shipping & Handling			1,820	0.1%	52 PRs x \$ 35.00 /PR = 1,820
Office Supplies			1,000	0.0%	
Telephone/Fax			1,000	0.0%	
Unemployment Processing			600	0.0%	
New Hire Reporting	\$ 2.00	250	500	0.0%	
Computer/Microsoft			300	0.0%	
Badges			250	0.0%	
Total General & Administrative Expense			\$ 74,120	2.1%	