

**THIRD AMENDMENT
TO
OPERATING AGREEMENT**

UTAH PERFORMING ARTS CENTER

THIS THIRD AMENDMENT TO OPERATING AGREEMENT (“**Third Amendment**”) is entered into as of _____, 2022 (“**Effective Date**”), by and between the Utah Performing Arts Center Agency, an interlocal entity and political subdivision of the State of Utah (“**Owner**”), and Salt Lake County, a body corporate and politic of the state of Utah (“**County**”, and/or “**Operator**”). Owner and Operator may be referred to individually as a “**Party**”, or collectively as the “**Parties**”.

R E C I T A L S

A. The Parties executed that certain Operating Agreement Utah Performing Arts Center (“**Operating Agreement**”), with an effective date of March 19, 2013, which Operating Agreement is identified as Salt Lake County Contract No. SG13517C and sets forth certain requirements for Operator to operate the George S. and Dolores Doré Eccles Theater, formerly known as the Utah Performing Arts Center (“**Theater**”), beginning on March 19, 2013 and ending on December 31, 2041.

B. When the Operating Agreement was executed, the Parties agreed UPAC maintain its own policy of insurance, however the parties have since learned that maintaining insurance through the County will generate significant savings for those involved.

C. Pursuant to Section 8.8 of the Operating Agreement, the Parties now wish to amend the Operating Agreement to revise the UPAC Pre-Opening Services to more reflect the Parties wishes.

AGREEMENT

THEREFORE, for good and valuable consideration, the Parties agree as follows:

1. The Parties agree 2.24 Expense of the Operating Agreement will be amended to include property, casualty and general liability insurance, risk management and claims administration obtained through the County and treat all associated costs and claims as an operating expense. In addition, the Parties agree that legal fees associated with, general counsel duties, prosecution and defense of actions in which UPACA is a party, whether filed or not shall be included in the definition of Expense.

2. Further, Operator will use County risk management as its sole provider in handling claims that may arise from operations and property damage. County will bill Operator for the costs of such services on a full reimbursement basis and for the actual costs of any claims paid by County on UPACA’s behalf.

3. **Amendment.** All Parts, Paragraphs, Attachments and other provisions of the Agreement and any prior amendments thereof not specifically modified by this amendment shall be the same and remain in full force and effect.

[SIGNATURE PAGES FOLLOW]

IN WITNESS WHEREOF, Owner, Operator, City and RDA have executed this Third Amendment to be effective as of the Effective Date.

OPERATOR:

SALT LAKE COUNTY, a body corporate and politic
of the State of Utah

By: _____
Its: Mayor or Designee
Print Name: _____

Reviewed as to form and legality

Craig J. Wangsgard Digitally signed by Craig J.
Wangsgard
Date: 2022.06.02 15:57:35 -06'00'

Deputy District Attorney

County, by resolution of its County Council, a copy of which is attached hereto, caused this Third Amendment to Operating Agreement be signed by the Mayor, or his designee.

IN WITNESS WHEREOF, Owner, Operator, City and RDA have executed this Third Amendment to be effective as of the Effective Date.

OWNER:

UTAH PERFORMING ARTS CENTER AGENCY, an interlocal agency of the State of Utah



By: Darrin Casper (Jul 15, 2022 11:03 MDT)
Its: _____
Date: _____


Approved as to form:

Owner, by resolution duly adopted by its Board, a copy of which is attached hereto, caused this Agreement to be signed by its _____.

IN WITNESS WHEREOF, Owner, Operator, City and RDA have executed this Third Amendment to be effective as of the Effective Date.

CITY:

SALT LAKE CITY CORPORATION, a Utah municipal corporation


Erin J. Mendenhall (Nov 9, 2022 12:24 MST)


Erin J. Mendenhall
Mayor

ATTEST:


City Recorder (Nov 9, 2022 12:59 MST)

City Recorder Minutes & Records Clerk

RECORDED
Nov 9, 2022

Approved as to legal form:
Salt Lake City Attorney's Office

Katherine Lewis (Jul 8, 2022 13:09 MDT)

_____, Senior City Attorney

City, by resolution duly adopted by its City Council, a copy of which is attached hereto, caused this Third Amendment to Operating Agreement to be signed by its Mayor and attested by its City Recorder.

IN WITNESS WHEREOF, Owner, Operator, City and RDA have executed this Third Amendment to be effective as of the Effective Date.

RDA:

REDEVELOPMENT AGENCY OF
SALT LAKE CITY, a public agency


Erin J. Mendenhall (Jul 9, 2022 12:24 MST)

Erin J. Mendenhall
Executive Director

Approved as to legal form:
Salt Lake City Attorney's Office


Allison Parks (Jul 8, 2022 14:43 MDT)

_____, Senior City Attorney

RDA, by resolution duly adopted by its Board, a copy of which is attached hereto, caused this Agreement to be signed by its Executive Director, and approved as to legal form by its legal counsel.