CITY CLERK
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C-8055/9
07/27/2012

AMENDMENT NO. 5
TO THE
AGREEMENT OF MANAGEMENT, USE AND LEASE

This AMENDMENT NO. 5 (the "Amendment"), dated as of July 27, 2012, to the Agreement of Management, Use and Lease (as amended, the "Agreement"), dated as of June 30, 2010 and as last amended as of June 27, 2012, by and among the City of Glendale, an Arizona municipal corporation ("City"), Coyotes Newco, LLC, a Delaware limited liability company ("Team"), and Arena Newco, LLC, a Delaware limited liability company ("Operator"), is made by and among the City, the Team and the Operator. Capitalized terms used herein and not otherwise defined herein shall have the meanings ascribed to such terms in the Agreement.

WHEREAS, the parties hereto wish to amend the Agreement as set forth below.

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the parties hereto, intending to be legally bound, agree as follows:

1. Expiration Date. The parties hereto hereby amend Section 1 of the Agreement by deleting the definition of "Expiration Date" in its entirety and replacing it with the following:

> "Expiration Date" means the earlier to occur of: (i) September 1, 2012; provided, however, that if the Team and the Operator exercise their right to extend this Agreement pursuant to Section 3.4, the Expiration Date shall mean the last day of the Extension Period, and (ii) the date that this Agreement terminates pursuant to Section 6 hereof."

2. Interpretation.

On and after the date hereof, each reference in the Agreement to "this Agreement", "herein", "hereof", "hereunder" or words of similar import shall mean and be a reference to the Agreement as amended and supplemented hereby.

3. No Other Amendments or Supplements to Agreement.

Except as otherwise expressly provided herein, all of the terms and conditions of the Agreement remain unchanged and continue in full force and effect. Without limiting the foregoing, the rights of the Team and the Operator pursuant to Section 3.4 of the Agreement to extend the Term of the Agreement shall remain in full force and effect.

4. Counterparts. This Amendment may be executed in one or more counterparts and by different parties in separate counterparts, each of which when executed shall be deemed to be an original but all of which when taken together shall constitute one and the same agreement. Delivery of an executed counterpart of a signature to this Amendment by facsimile or emailing of a pdf file shall be as effective as delivery of a manually executed counterpart of this Amendment.

[SIGNATURE PAGE TO FOLLOW]

IN WITNESS WHEREOF, City, Team and Operator have respectively executed this Agreement as of the day and year first above written.

Approved as to form:

Craig Tindall
City Attorney

ATTEST:

City Clerk

CITY:

CITY OF GLENDALE,
an Arizona municipal corporation

By: _____
Name:
Title:

TEAM:

COYOTES NEWCO, LLC,
a Delaware limited liability company

By: _____
Name: William Daly
Title: Manager

OPERATOR:

ARENA NEWCO, LLC,
a Delaware limited liability company

By: _____
Name: William Daly
Title: Manager

IN WITNESS WHEREOF, City, Team and Operator have respectively executed this Agreement as of the day and year first above written.

CITY:

CITY OF GLENDALE,
an Arizona municipal corporation

By: _____
Name:
Title:

TEAM:

COYOTES NEWCO, LLC,
a Delaware limited liability company

By: _____
Name: William Daly
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a Delaware limited liability company

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