FIRST AMENDMENT TO MANAGEMENT AGREEMENT

THIS FIRST AMENDMENT TO AGREEMENT, made and entered into on this _____day of _____, 2026, by and between **LEXINGTON-FAYETTE URBAN COUNTY GOVERNMENT**, a Kentucky urban county government located at 200 East Main Street, Lexington, Fayette County, Kentucky 40507 (hereinafter referred to as "Owner"), and **FRIENDS OF THE KENTUCKY THEATRE**, a Kentucky non-profit corporation pursuant located at 214 East Main Street, Lexington, Kentucky 40507 (hereinafter referred to as "Manager");

WHEREAS, Owner leases the land with improvements located at 212 East Main Street, Lexington, Kentucky (hereinafter the "Kentucky Theater") and at 218 East Main Street, Lexington Kentucky (hereinafter the "State Theater"), from the Lexington-Fayette Urban County Government Public Facilities Corporation; and

WHEREAS, Owner and Manager entered into a Management Agreement dated October 19, 2021 ("Agreement"), for the manager to assist in meeting facility budget goals by initiating new processes, increasing revenue and attendance, driving continuous improvement, promoting the Kentucky and State Theatres, and managing & operating the Kentucky and State Theatres on the terms set out in the Agreement dated October 19, 2021; and

WHEREAS, the last automatic one (1) year extension of the term of the Agreement expires on or about November 1, 2026;

WHEREAS, Owner and Manager wish to amend the Agreement to extend the term of the Agreement to now end on November 1, 2029; and

WHEREAS, the Agreement provides that the Agreement may be amended only in a writing executed by the Owner and the Manager.

NOW, THEREFORE, in consideration of the foregoing and mutually agreed upon promises, conditions, and covenants hereinafter set forth, the parties hereto agree as follows:

1. Incorporation of Recitals. The above recitals and referenced exhibits are incorporated herein as a part of this Amendment.

2. Section 1. Management Term. The Parties agree to modify Section 1 of the Agreement to extend the period of performance to November 1, 2029, as follows:

   > The term of this Management Agreement shall begin at 12:01 a.m. E.S.T on November 1, 2021 (the "Commencement Date") and end on November 1, 2029, at midnight E.S.T. Owner agrees that on or before the commencement date of this agreement that Owner shall deliver to the Manager keys to the Premises.

3. Effect. In all other respects, except as specifically modified herein, the terms of the Agreement dated October 19, 2021, shall remain in full force and effect with respect to the provisions outlined therein.

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SIGNATURE PAGE TO FOLLOW.

IN WITNESS WHEREOF, the parties executed this Amendment the day, month, and year above written.

LEXINGTON-FAYETTE URBAN COUNTY GOVERNMENT

BY_____
Linda Gorton, Mayor

ATTEST:

_____
Clerk of Urban County Council

FRIENDS OF THE KENTUCKY THEATRE

BY:_____
Hayward Wilkirson, Director

FRIENDS OF THE KENTUCKY THEATRE

BY:_____
Lisa Meek, Co-Chair