

THIRD AMENDMENT TO
SECOND AMENDED AND RESTATED LEASE AGREEMENT

This Third Amendment to Second Amended and Restated Lease Agreement (“Third Amendment”) is entered into by and between CITY OF AUSTIN, a Texas home rule city and municipal corporation (“Landlord”) and GREATER AUSTIN PERFORMING ARTS CENTER, INC., a Texas non-profit corporation using the assumed name “The Long Center” (“Tenant”).

RECITALS

A. Landlord and Tenant entered into a Ground Lease Agreement dated effective as of April 7, 1999, an Amended and Restated Lease Agreement dated effective as of May 3, 2001, and a Second Amended and Restated Lease Agreement dated effective as of January 13, 2005, covering (i) the land under, and certain land surrounding, the existing Palmer Auditorium in Austin, Texas and (ii) the permanent improvements then and thereafter located on such land, which Second Amended and Restated Lease Agreement was amended by First Amendment dated effective as of April 7, 2005, and Second Amendment dated effective as of February 14, 2008 (the “Lease Agreement”).

B. Landlord and Tenant presently desire to enter into a Third Amendment to the Lease to provide for the insertion of the legal description of the Access Area as Exhibit “A-1” to the Lease Agreement.

NOW, THEREFORE, in consideration of the premises and other good and valuable consideration, the receipt and legal sufficiency of which are hereby acknowledged, Landlord and Tenant hereby amend and modify the Lease Agreement as set forth herein:

1. The legal description of the Access Area, which is attached hereto as Exhibit “A” and made a part hereof will be attached to the Lease Agreement as Exhibit “A-2”, as provided in paragraph 1.1(c) of the Lease Agreement.
2. This Third Amendment to the Lease Agreement hereby amends and modifies the Lease Agreement only as set forth herein, and the Lease Agreement, as amended, is otherwise ratified, approved, and confirmed.

EXECUTED to be effective as of the later date set forth below.

LANDLORD:

City of Austin
a home rule city and municipal corporation

By: _____

Name: _____

Title: _____

Date: _____, 2008

Approved as to form:

Assistant City Attorney

TENANT:

Greater Austin Performing Arts Center, Inc.,
A Texas nonprofit corporation using the
assumed name "The Long Center"

By: _____

Name: _____

Title: _____

Date: _____, 200_

Attest:

_____, Secretary

EXHIBIT “A”