

FIRST AMENDMENT TO OPERATIONS AND MAINTENANCE MANAGEMENT AGREEMENT

THIS FIRST AMENDMENT to OPERATIONS AND MAINTENANCE MANAGEMENT AGREEMENT (the “First Amendment”), dated as of the latter of the signature dates below (the “Effective Date”), is by and between the City of Santa Rosa, a municipal corporation (“City”) and Touchstone Golf, LLC, a Delaware limited liability company (“Operator”).

City and Operator entered into that certain Operations and Maintenance Management Agreement dated June 7, 2022 (the “Agreement”), relating to the operation, maintenance and management of the City-owned golf course and clubhouse facilities at Bennett Valley Golf Course.

City and Operator seek to amend the Agreement to, amongst other things, extend the term of the Lease and consent to ownership change, pursuant to the following terms and conditions.

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

1. Renewal Term. Pursuant to Section 2 of the Agreement, upon mutual interest of the Parties, the Term shall be extended from June 7, 2025-June 7, 2027 (the “Renewal Term”).
2. Additional Option to Extend. Notwithstanding anything in the Agreement to the contrary, upon mutual interest of the Parties, the Renewal Term may be extended for an additional two-years at the discretion of the City upon written notice by the City. The City shall provide notice of approval or denial of extension of the Renewal Term to the Operator no later than one hundred eight (180) Days prior to the end of the Renewal Term.
3. Ownership Change. Pursuant to Section 25(C) of the Agreement, if Operator is a limited liability company, any cumulative transfer of more than fifty percent (50%) of the beneficial ownership interest shall require the City’s consent. Operator and City hereby acknowledge that Operator has notified City that (i) Kemper Sports Management LLC, a Delaware limited liability company has acquired 100% of the ownership interest of Operator. and (ii) the terms and conditions of the Agreement remain in full force and effect, including all responsibilities and duties under the Agreement.
4. No Further Modification. Except as modified by the terms of this First Amendment, all terms and conditions of the Agreement shall remain unmodified and in full force and effect.
5. Counterparts. This First Amendment may be executed in one or more counterparts, each of which shall be deemed an original, but all of which shall constitute one and the same document. Counterparts executed and exchanged by email or facsimile transmission shall be fully enforceable.

IN WITNESS WHEREOF, the parties have executed this First Amendment as of the Effective Date

City of Santa Rosa
a municipal corporation

Touchstone Golf, LLC
a Delaware limited liability company

By: _____

By: _____

Name: _____

Name: _____

Title: _____

Title: _____

Date: _____

Date: _____

Approved as to form:

City Attorney's Office