

**FIRST AMENDMENT TO AMENDED AND RESTATED VIRGINIA AVENUE
PARKING GARAGE PARKING AGREEMENT**

This FIRST AMENDMENT TO AMENDED AND RESTATED VIRGINIA AVENUE PARKING GARAGE PARKING AGREEMENT (this "**Amendment**") is entered as of *December 14*, 2015 by and among the Capital Improvement Board of Managers of Marion County, Indiana (the "**CIB**"), Pacers Basketball, LLC, an Indiana limited liability company ("**PBLLC**"), and Fieldhouse Management, LLC, an Indiana limited liability company ("**Manager**").

RECITALS

A. CIB, PBLLC and Manager entered into that certain Amended and Restated Virginia Avenue Parking Garage Parking Agreement on April 21, 2014, with an Effective Date of January 1, 2014 (the "**Agreement**").

B. The parties desire to develop the Elevated Lot as a training facility and, in connection therewith, to amend the Agreement to remove the Elevated Lot, the Employee Spaces and the Surface Spaces therefrom as set forth below.

TERMS AND CONDITIONS

NOW, THEREFORE, in consideration of the foregoing and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the CIB, PBLLC and Manager agree as follows:


1. **Elevated Lot.** Recital B of the Agreement, Exhibit B attached to the Agreement and all references to the Elevated Lot in the Agreement are hereby deleted in their entirety.
2. **Employee Spaces.** The definition of "Employee Spaces" in Article I of the Agreement and Section 3.07 of the Agreement are hereby deleted in their entirety.
3. **Surface Spaces.** The definition of "Surface Spaces" in Article I of the Agreement and Section 3.01 of the Agreement are hereby deleted in their entirety.
4. **Section 3.11.** The following phrase is hereby deleted from Section 3.11 of the Agreement: "With the exception of the Surface Spaces and the Employee spaces, which shall be used solely by PBLLC, Manager and their respective guests, invitees, employees and staff,".
5. **Section 7.01.** The first sentence (Manager shall issue...) and the fifth sentence (Manager shall not issue...) of Section 7.01 of the Agreement are hereby deleted.
6. **Reinstatement.** After any termination of that certain Training Facility Use Agreement of even date herewith executed by the CIB and Pacers Training Facility, Inc. (the "**Use Agreement**"), this Amendment shall be of no further force or effect and the Agreement reinstated to its original terms and conditions if the Elevated Lot is in substantially the same condition as it is on the Effective Date or is restored to a surface parking lot in accordance with the terms of the Use Agreement.

7. **Miscellaneous.** Capitalized terms not otherwise defined in this Amendment shall have the meanings ascribed to them in the Agreement. To the extent not amended, modified or supplemented hereby, all other terms and provisions of the Agreement are hereby ratified and confirmed and shall remain in full force and effect. In the event of an inconsistency between the terms and provisions contained in the Agreement and those set forth in this Amendment, the terms and provisions of this Amendment shall control. This Amendment may be executed in one or more counterparts or by use of counterpart signature pages. Furthermore, executed counterparts or counterpart signature pages of this Amendment may be delivered by facsimile or other reliable electronic means (including sending .pdf documents by electronic mail), and executed counterparts or counterpart signature pages so delivered shall be deemed to be originals for all purposes and shall be valid and binding for all purposes.

[SIGNATURE PAGE FOLLOWS]

IN WITNESS WHEREOF, the parties hereto have executed this Amendment as of the date first written above.

THE CAPITAL IMPROVEMENT BOARD OF
MANAGERS OF MARION COUNTY, INDIANA

By:  _____

Printed: Earl A. Goode

Title: President, Capital Improvement Board

PACERS BASKETBALL, LLC

By: _____
Herbert Simon, Manager

FIELDHOUSE MANAGEMENT, LLC

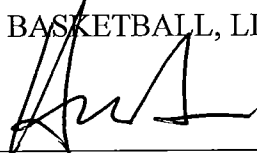
By: _____
Herbert Simon, Manager

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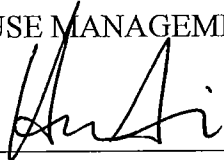
THE CAPITAL IMPROVEMENT BOARD OF
MANAGERS OF MARION COUNTY, INDIANA

By: _____
Printed: _____
Title: _____

PACERS BASKETBALL, LLC

By:  _____
Herbert Simon, Manager

FIELDHOUSE MANAGEMENT, LLC

By:  _____
Herbert Simon, Manager