

Contract Review / Payment Summary Sheet

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Agency/Dept.	OED H&ND	BusinessUnit	<u>CPCDA</u>
Contractor Name	St. Charles Town Co	Vendor Number	71107
ContractType	<u>Exp</u>	AmendmentNumber	<u>02</u>
Contract Number	<u>GE6A010-02</u>	Contract Term	<u>1/1/2006 - 1/1/2026</u>
Amts	<u>\$0.00</u> <u>\$2,400,000.00</u>	AvailableBudget	<u>\$0.00</u>
OrdinanceNoSeries	<u>521/09</u>	Form42Date	<u>7/16/2009</u>
CFDANumber		C&RFilingNumber	<u>06-264-B</u>

AuditClause	<input type="checkbox"/>	PrevailingWage	<input type="checkbox"/>	BondClause	<input type="checkbox"/>	Change	<input type="checkbox"/>
InsuranceClause	<input type="checkbox"/>	DavisBacon	<input type="checkbox"/>	RetainageClause	<input type="checkbox"/>	Order	<input type="checkbox"/>

<u>Amount</u>	<u>Account</u>	<u>Fund</u>	<u>Org</u>	<u>Proj/Grant</u>
\$0.00	690400	16002	0145101	M1059BE08

Mayor Sign Date	<u>9/29/2009</u>	Contract Reviewer and Date Breck Grover 10/8/2009
Controller Sign Date	<u>10/2/2009</u>	
Date Received	<u>10/5/2009</u>	
Auditor's Sign Date	<u>10/8/2009</u>	

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PaymentTerms:

OED has agreed to modify repayment terms to interest only payments commencing on August 1, 2009 for a period of 18 months with the original P&I payments of \$18,598.10 to start back up again on February 1, 2011. All other terms to remain same

Reimbursables:

ContractPurpose:

NO NEW MONEY OED has agreed to modify repayment terms to interest only payments commencing on August 1, 2009 for a period of 18 months with the original P&I payments of \$18,598.10 to start back up again on February 1, 2011. All other terms to remain same
LN agree dated 4/18/06; Prom Note dated 5/11/06; DOT dated 5/11/06 recorded 5/18/06 at Rec. No. 2006079150; DOT dated 5/11/06 recorded 5/18/06 at Rec No 2006079151; Amend/Mod Agree dated 10/9/07 recorded 11/21/07 at Rec. No. 2007180180; Release DOT dated 11/21/07 recorded 11/30/07 at Rec No. 2007184676. ATTN Risk: prior agree insurance requirements

Contractor Address:

St. Charles Town Company
Theater
1515 Wazee Street, #300
Denver, CO 80202

District 10; Congres

Mayor Sign Date	<u>9/29/2009</u>	Contract Reviewer and Date Breck Grover 10/8/2009
Controller Sign Date	<u>10/2/2009</u>	
Date Received	<u>10/5/2009</u>	
Auditor's Sign Date	<u>10/8/2009</u>	



DENVER
THE MILE HIGH CITY

Department of Law
Municipal Operations Section

201 West Colfax Avenue, Dept. 1207
Denver, CO 80202-5332
p: 720-913-3275
f: 720-913-3180
www.denvergov.org/city_attorney

CONTRACT ROUTE SHEET

To: Bryan Slekes
Office of Economic Development - Division of Business Development

07/16/09

Re: **St. Charles Town Company Theater**

GE6A010

OED has agreed to modify repayment terms to interest only payments commencing on 08/01/09 for a period of 18 months with original P&I payments of \$18,598.10 to start back up again on 01/01/2011. All other terms to remain same.

Attached is the proposed contract pursuant to the attached Form 42.

1. Please review the contract's language to ensure it complies with your intent.
2. Upon approval, please make 2 copies and attach the required exhibits.
3. Securely flag each execution page.
4. Obtain original signatures of second party & recommending/approving City officials on each counterpart.
5. When executed, please return all contracts to this office with this route sheet.
6. Do not date the contract.

Initiating Authority and Other Recommending/Approving Agencies:

Revisions

OED/DBD- Contract to B. Slekes via
PDF by KLG

07/22/09

To Agency

Out

To Agency

Out

In

Out

In

Out

In

Out

In

Out

Clerk's Filing No.:

06-264-B

Date Filed:

9/3/09

Council Bill:

50.3

Ordinance No.:

521

Series of:

2009

Published:

9/25/09

Assistant City Attorney: **Karen L Golan**

Sent to Mayor:

9/24/09
Date

9/23/09
In (to ACA)

Mayor Signed Contract:

9/29/09 uw
Date Initials

9/24/09 9/24/09
In (to Mayor) Out (to Clerk)

Effective date of contract if different from date Mayor signs: _____

City Clerk:

Manager of Finance:

10-1-09
Date

9/29/09
In (to Clerk)

9/30/09
Out (to CFO)

10-1-09
In (to CFO)

10-209
Out (to Aud)

Auditor Signed Contract:

(retained Clerk copy for scanning) Date

10/8 DB6
Date Initials

10/8
In (to Aud.)

10/8
Out (to CAO)

If rejected by Auditor: Date Returned to CAO _____ Date Fixed and Returned to Auditor _____

Received by City Attorney: Contractor Copy _____ City Clerk Copy: _____

To Agency for Second Party (State, Federal, etc.) Signature: _____

Other Information:

Needs Ordinance (filed 9/3/09)

311
for City Services
Denver gets it done!

POSTED

ECV

CONTRACT APPROVAL AND PREPARATION REQUEST

CITY AND COUNTY OF DENVER

To: Mayor / City Attorney	Call ID / Ticket #: 00 075 826
Attention: K. Golan	Contract Administration Officer: Bryan Slekes
Date: 2009-07-16	Phone: 720-913-1629
Initiating City Agency/Authority: OED/SI	Division: OED H&ND

Agency Contact Familiar with this Contract: B. Slekes/N. Blan

1. Was this contractor selected by competitive process: Yes
2. City Council approval is required prior to entering this contract Yes
3. A Pre-Encumbrance has been entered into PeopleSoft: No Prevailing Wage Contract? F

4. Contractor Info & VendorID: 71107 St. Charles Town Company Theater 1515 Wazee Street, #300 Denver, CO 80202 District 10; Congress Park; non-minority loan	5. Contract Control Number: GE6A010 - 02 6. Type of Contract: Exp. T Rev. F Orig. F Amend. T 7. Type of Entity: Limited Liability Limited (LLLP) 8. IRS / SSN #: 84-1227302 9. Project/Grant ID + Name: CDBG/NBR 10. Ordinance: TBD Series <i>TBD 52/series 8/2009</i> 11. Proposed Term: 2006-01-01 to 2026-01-01 Existing Term: 2006-01-01 to 2026-01-01
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12. Current contract request amount: \$0.00
13. If amendment, previous total: \$2,400,000.00
14. Total with amendments: \$2,400,000.00
15. Additional Business Units Planning to use this Contract:

16.	Bus. Unit	Fund	Org.	Acct.	Project/Grant	Amounts
Funding Sources:	1	CPCDA	16002	0145101	690400	M1059BE08 \$0.00
	2					\$0.00
	3					\$0.00
	4					\$0.00
	5					\$0.00
	6					\$0.00

17. Contract Request Description: *****NO NEW MONEY***** OED has agreed to modify repayment terms to interest only payments commencing on August 1, 2009 for a period of 18 months with the original P&I payments of \$18,598.10 to start back up again on February 1, 2011. All other terms to remain same
 LN agree dated 4/18/06; Prom Note dated 5/11/06; DOT dated 5/11/06 recorded 5/18/06 at Rec. No. 2006079150; DOT dated 5/11/06 recorded 5/18/06 at Rec No 2006079151; Amend/Mod Agree dated 10/9/07 recorded 11/21/07 at Rec. No. 2007180180; Release DOT dated 11/21/07 recorded 11/30/07 at Rec No. 2007184676. ATTN Risk:

18. Supplemental Materials - transmit to City Attorney as e-mail attachment or hardcopy:

<input type="checkbox"/> F Cert. of Insurance	<input type="checkbox"/> F Evidence of Bonding	<input type="checkbox"/> F Real Estate Desc.	
<input type="checkbox"/> F RFP	<input type="checkbox"/> F RFQ	<input type="checkbox"/> F Scope of Work	<input type="checkbox"/> F Other

APPROVALS: Add agencies as needed: Facilities Planning and Management Council on Disabled Career Service Authority	Dept/Agency Head: cec ortiz	Date: 2009-07-17
	Risk Management: Devron McMillin	Date: 2009-07-20
	Other Authority:	Date:
	Other Authority:	Date:
	Other Authority:	Date:
	Other Authority:	Date:
	Other Authority:	Date:
	Other Authority:	Date:
Mayor Signature Date:		Date:
Auditor Signature Date:		Date:

CERTIFICATION: hereby certify that the articles or services requested herein are necessary for the operation of this agency, are not available within existing resources, are properly chargeable to the accounts detailed above in respect to which funds have been pre-encumbered, and that this proposed undertaking is in conformity with the Mayor's policy.	
cec ortiz Initiating Authority	Date: 2009-07-17 Date:
	City Attorney Date:

**CITY CLERK
OFFICIAL COPY**

SECOND AMENDMENT AND MODIFICATION AGREEMENT

THIS SECOND AMENDMENT AND MODIFICATION AGREEMENT (this "Amendment") is made and entered into this ____ day of _____, 2009, by and among the **CITY AND COUNTY OF DENVER**, a municipal corporation of the State of Colorado ("City"), **ST. CHARLES TOWN COMPANY THEATER LLC**, a Colorado limited liability company, ("Borrower" or "Contractor") whose address is 1515 Wazee Street, #300, Denver, Colorado 80202, and **CHARLES H. WOOLLEY** ("Guarantor"), whose address is 825 Vine Street, Denver, Colorado 80202 (together, the "Parties").

WITNESSETH:

WHEREAS, the Parties entered into that certain Loan Agreement dated April 18, 2006, as amended by that certain Amendment and Modification Agreement dated October 9, 2007, relating to a loan of Two Million Four Hundred Thousand Dollars (\$2,400,000) to a selected business entity within a designated target area (as amended, the "Loan Agreement"); and

WHEREAS, the following two deeds of trust (the "Deeds of Trust") for the benefit of the City were executed in order to secure this loan: (i) executed by St. Charles Town Company Theater LLC, a Colorado limited liability company, dated May 11, 2006, and recorded on May 18, 2006 at Reception No. 2006079150 of the records of the City and County of Denver, State of Colorado, and encumbering the property known and numbered as 2526 E. Colfax Avenue, Denver, Colorado and 1454, 1460 and 1480 Columbine Street, Denver, Colorado, more particularly described on **Exhibit A** attached hereto; and (ii) executed by St. Charles Town Company LLC, a Colorado limited liability company, as to an undivided 98% interest, and Transamerica Equity Corporation, a Nevada corporation, as to an undivided 1% interest, and Rocky Mountain Equity Corporation, a Colorado corporation, as to an undivided 1% interest, dated November 21, 2007, and recorded on November 21, 2007 at Reception No. 2007180181 of the records of the City and County of Denver, State of Colorado, and encumbering the property known and numbered as 730 17th Street, Unit 2D, Denver, Colorado, more particularly described on **Exhibit B** attached hereto; and

WHEREAS, the Deeds of Trust secure the repayment of the indebtedness evidenced by Borrower's promissory note dated May 11, 2006 (the "Note"); and

06-244-B

WHEREAS, the Parties wish to modify the terms and conditions of the Loan Agreement, Note, Deeds of Trust, and any other documents evidencing or securing the City's loan (together, the "Loan Documents"), to modify the repayment terms contained therein;

NOW, THEREFORE, in consideration of the premises herein contained and other good and valuable consideration, the adequacy of which is acknowledged, the Parties hereby modify the Loan Documents as follows:

1. The payment terms of the Note are hereby amended so that commencing on August 1, 2009, through and including January 1, 2011, monthly loan payments shall be reduced to interest only payments in the amount of Five Thousand Five Hundred Sixty and No/100 Dollars (\$5,560.00). Commencing on February 1, 2011, the original monthly principal and interest payments of Eighteen Thousand Five Hundred Ninety-Eight and 10/100 Dollars (\$18,598.10) shall resume and continue thereafter for the remaining term of the loan.
2. The Loan Documents are hereby modified to reflect the amended terms of the Note.
3. As modified herein, the Loan Documents remain unmodified and are hereby ratified and reaffirmed.

[REMAINDER OF PAGE INTENTIONALLY LEFT BLANK]

IN WITNESS WHEREOF, the parties have executed, through their lawfully empowered representatives, this Amendment as of the date above first written.

ATTEST:



Stephanie Y. O'Malley
STEPHANIE Y. O'MALLEY
Clerk and Recorder, Ex-Officio Clerk
of the City and County of Denver

APPROVED AS TO FORM:
DAVID R. FINE, City Attorney
for the City & County of Denver

By: [Signature]
Assistant City Attorney

CITY AND COUNTY OF DENVER

By: [Signature]
Mayor

RECOMMENDED AND APPROVED:

By: [Signature]
Deputy Director, Office of Economic
Development

REGISTERED AND COUNTERSIGNED:

By: [Signature]
Manager of Finance
Contract Control No. GE6A010(2)

By: [Signature]
Auditor

"CITY"

[REMAINDER OF PAGE INTENTIONALLY LEFT BLANK]

**ST. CHARLES TOWN COMPANY
THEATER LLC,**

a Colorado limited liability company
I.R.S. No. 84-1227302

By: 

Title: Manager

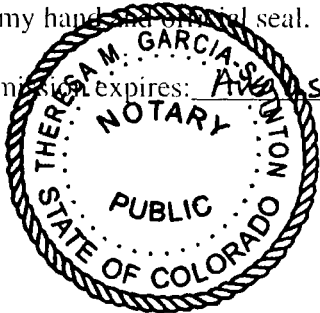
"BORROWER"


STATE OF COLORADO)
) ss.
CITY & COUNTY OF DENVER)


Acknowledged before me this 24th day of July, 2009, by
Charles H. Woolley II as Manager of **ST. CHARLES
TOWN COMPANY THEATER LLC**, a Colorado limited liability company.

Witness my hand and official seal.

My commission expires: August 3, 2010




Notary Public


CHARLES H. WOOLLEY

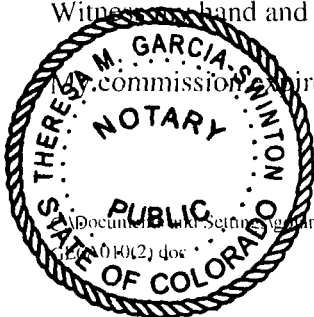
"GUARANTOR"


STATE OF COLORADO)
) ss.
CITY & COUNTY OF DENVER)

Acknowledged before me this 24th day of July, 2009, by **CHARLES H.
WOOLLEY.**

Witness my hand and official seal.

My commission expires: August 3, 2010




Notary Public

Document: C:\Users\jgarcia\My Documents\Practice Manager\PMDocuments\91429702\2nd Amend & Modification St. Charles Town
91429702(2).doc

EXHIBIT A

The following real estate located in the City and County of Denver, Colorado:

Parcel 1:

LOTS 1 THROUGH 8, INCLUSIVE, BLOCK 3, ROHLFING'S
SUBDIVISION, AND A STRIP OF LAND 70 FEET WIDE NORTH
AND SOUTH AND 125 FEET LONG EAST AND WEST LYING
IMMEDIATELY NORTH OF AND ADJOINING SAID LOT 1,
BLOCK 3,
ROHLFING'S SUBDIVISION,
CITY AND COUNTY OF DENVER,
STATE OF COLORADO.

Purported address (for information purposes only): 2526 E. Colfax Avenue, Denver, Colorado

Parcel 2:

THE NORTH HALF OF LOT 33, AND LOTS 34 THROUGH 40,
INCLUSIVE, ALL IN BLOCK 3, ROHLFING'S SUBDIVISION,
AND A STRIP OF LAND 70 FEET WIDE NORTH AND SOUTH
AND 125 FEET LONG EAST AND WEST LYING
IMMEDIATELY NORTH OF SAID LOT 40, BLOCK 3,
ROHLFING'S SUBDIVISION,
CITY AND COUNTY OF DENVER,
STATE OF COLORADO.

Purported address (for information purposes only): 1454, 1460 and 1480 Columbine Street, Denver,
Colorado

EXHIBIT B

The following real estate located in the City and County of Denver, Colorado:

Parcel 3:

Condominium Unit 2D, Equitable Building Condominiums, according to the Condominium Map thereof recorded August 9, 2001 under Reception No. 2001132744, and as amended in Instrument recorded July 24, 2002 under Reception No. 2002129880, and as defined and described in the Equitable Building Condominiums Condominium Declaration recorded August 9, 2001 under Reception No. 2001132745, and as amended in Instrument recorded July 24, 2002 under Reception No. 2002129881, City and County of Denver, State of Colorado,

Purported address (for information only): 730 17th Street, Unit 2D, Denver, Colorado.