

**FIRST AMENDMENT TO SUB-LEASE AND OPERATING AGREEMENT
BETWEEN THE CITY OF LAS VEGAS REDEVELOPMENT AGENCY AND THE
URBAN CHAMBER OF COMMERCE FOR THE LAS VEGAS BUSINESS CENTER**

THIS FIRST AMENDMENT TO THE SUB-LEASE AND OPERATING AGREEMENT ("First Amendment"), entered into this 18th day of August 2010, by and between the CITY OF LAS VEGAS REDEVELOPMENT AGENCY (hereinafter "Agency" or "Sub-Lessor") and URBAN CHAMBER OF COMMERCE ("Sub-Lessee").

WITNESSETH:

WHEREAS, the City of Las Vegas ("City") has leased the Las Vegas Business Center ("LVBC") located at 1951 Stella Lake Street in the Las Vegas Enterprise Park as depicted on the Site Map, Exhibit "A" attached hereto, to the Agency pursuant to the Lease Agreement dated March 17, 2010; and

WHEREAS, the Sub-Lessor and Sub-Lessee entered into a Sub-Lease and Operating Agreement ("Sub-Lease") on March 17, 2010, for the sub-lease of suite numbers 14, 15 and 25 which total 623 square feet for One Dollar (\$1.00) per month and, in lieu of fair market value rent, Sub-Lessee will provide general office administration, building management, training and mentoring services to facilitate the operation of a business incubator in the LVBC; and

WHEREAS, subsequent to the Sub-Lessee's occupancy in the LVBC, the Sub-Lessee has determined that additional office space is required to accommodate the additional staff it anticipates hiring in order to meet its obligations to provide general office administration, building management, training and mentoring services to facilitate the operation of a business incubator in the LVBC; and

WHEREAS, in consideration of the foregoing, the Sub-Lessor desires to accommodate the Sub-Lessee's request for additional office space by sub-leasing suite number 24 (consisting of 187 square feet) in addition to suite numbers 14, 15 and 25 (consisting of 623 square feet collectively) to Sub-Lessee; and

WHEREAS, the Sub-Lessor and the Sub-Lessee desire to accomplish the foregoing through this First Amendment

NOW, THEREFORE, in consideration of the foregoing and of the covenants and conditions contained herein, the parties agree as follow:

1. Section 1 of the Sub-Lease is deleted in its entirety and is amended to read as follows:

1. LEASE OF PREMISES

Sub-Lessor hereby leases to Sub-Lessee, and Sub-Lessee hereby leases from Sub-Lessor, approximately 810 square feet of office space located in front of the building of the LVBC consisting of suite numbers 14, 15, 24, and 25 ("the Premises") in accordance

with the provisions of this Sub-Lease, as more fully depicted on the Premises – Floor Plan, Exhibit “B”, attached hereto.

- 2. Except as expressly set forth in this First Amendment, all provisions of the Sub-Lease shall remain in full force and effect.**

IN WITNESS WHEREOF, the parties hereto have executed this Sub-Lease as of the day and year first written above.

CITY OF LAS VEGAS REDEVELOPMENT
AGENCY

“Sub-Lessor”

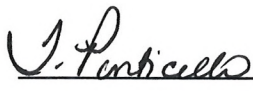
By:


~~OSCAR B. GOODMAN, Chairman~~
GARY REESE, VICE CHAIRMAN

ATTEST:


BEVERLY K. BRIDGES, MMC, Secretary

APPROVED AS TO FORM:

 8/5/10
DATE

URBAN CHAMBER OF COMMERCE

“Sub-Lessee”

By:

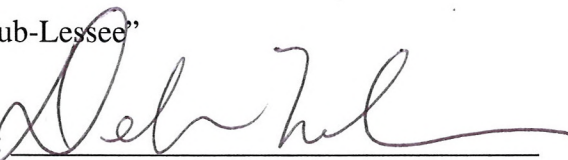

DEBRA NELSON, President

Exhibit "A"

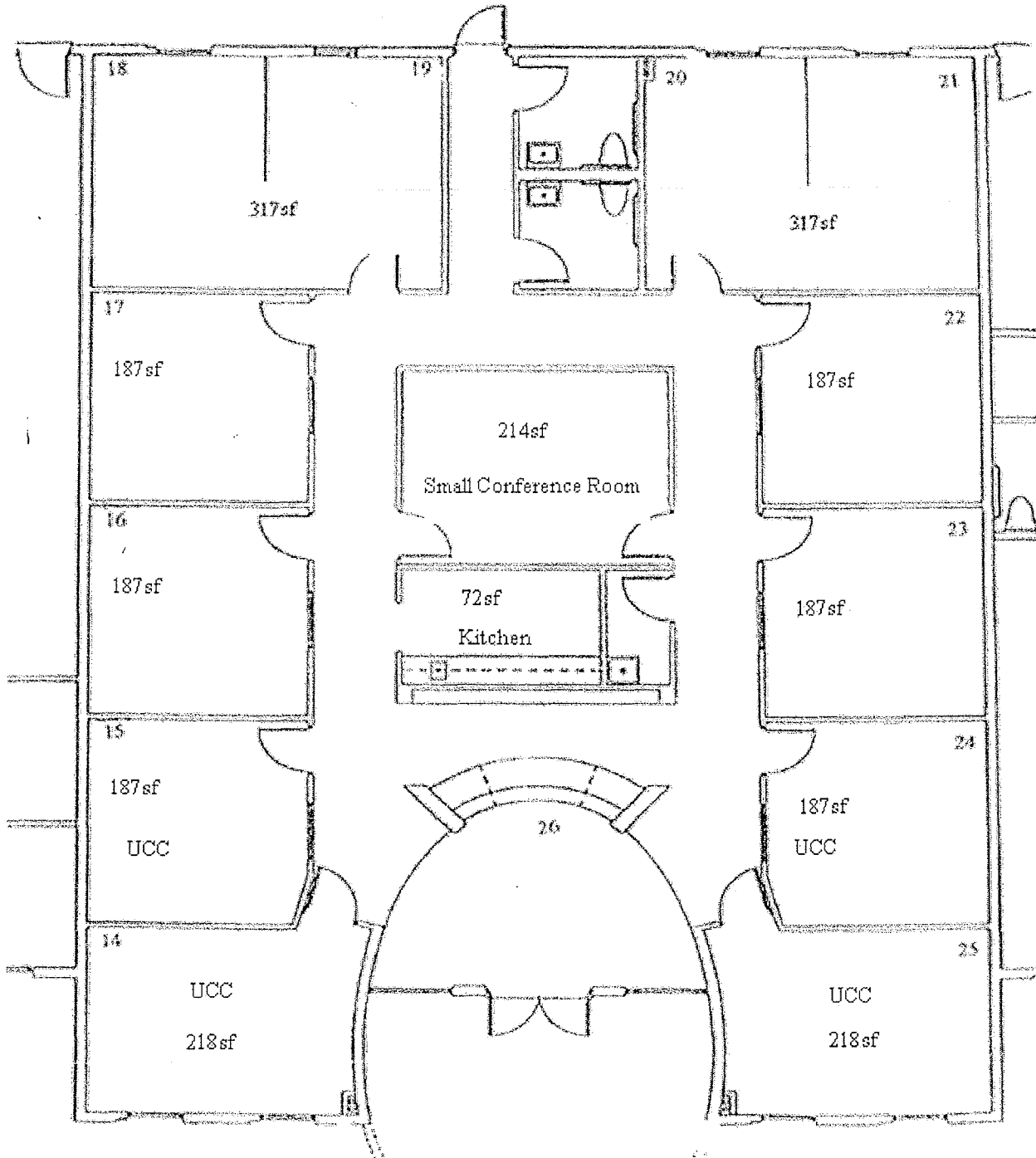


Exhibit "B"

SITE MAP

Las Vegas Business Center (LVBC)

1951 Stella Lake Street

