SECOND ADDENDUM
TO
GOLF COURSE MANAGEMENT AGREEMENT

THIS SECOND ADDENDUM TO INDIAN WELLS RESORT GOLF COURSE MANAGEMENT AGREEMENT (the "**Second Addendum**") is executed as of March 21, 2013, by and between the **CITY OF INDIAN WELLS,** a California municipal corporation (the "**City**"), whose address is 44-950 Eldorado Drive, Indian Wells, California 92210, and **TROON GOLF, L.L.C.**, a Delaware limited liability company ("**Troon**"), whose address is 15044 N. Scottsdale Road, Suite 300, Scottsdale, Arizona, 85254, with respect to the following recitals:

RECITALS

A. City and Troon are parties to that certain Indian Wells Resort Golf Course Management Agreement dated as of June 1, 2009 ("**Agreement**") and that certain Restaurant Lease Agreement dated as of June 1, 2009 ("**Lease**").

B. On May 1, 2012, City and Troon entered into an Addendum to the Agreement extending the term of the Agreement and the Lease to May 31, 2014.

C City and Troon desire to further extend the term of the Agreement and the Lease in accordance with the terms and conditions set forth herein.

NOW THEREFORE, in consideration of the foregoing Recitals, the mutual covenants and agreements contained herein, and for other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, the City and Troon agree as follows:

1. Extension of Term.

Pursuant to Section 6.1 of the Agreement and Section 1.1 of the Lease, the Extension Term of the Agreement and the Lease is hereby extended from May 31, 2014 to May 31, 2015.

2. No Other Changes

Except as set forth in this Second Addendum, all terms and conditions of the Agreement and the Lease shall remain in full force and effect during the Extension Term.

[signature page follows]

IN WITNESS WHEREOF, the City and Troon have executed this Addendum as of the date first above written.

"CITY"

CITY OF INDIAN WELLS,
a California Municipal Corporation

By: Wade G. McKinney
Name: Wade G. McKinney
Its: City Manager

"TROON"

TROON GOLF, L.L.C.,
a Delaware limited liability company

By:
Name: TIM SCHANTZ
Its: EVP

Approved as to form:

By:
Stephen P. Deitsch, City Attorney

ATTEST:

Chief Deputy City Clerk