



# Special Event Application

3/10/2021

Simple

50-SE-2021

## Event Information

Event Name HARKINS CAMELVIEW AT FASHION SQUARE  
Event Location 7014 E CAMELBACK RD  
Event URL WWW.HARKINS.COM/LOCATIONS/CAMELVIEW-AT-FASHION-SQUARE  
Event Description N/A

## Event Dates

Event Dates (1)	Start Date	End Date	Participant Attendance	Other Attendance
	FRI 3/12/2021 6:30 PM	FRI 3/12/2021 1:00 AM	138	0

Setup Date FRI 3/12/2021 5:00 PM - 06:30 AM

Teardown Date MON 5/31/2021 1:00 AM - 01:30 AM

## Applicant Information

Applicant HARKINS FASHION SQUARE LLC  
Applicant Address 2600 N CENTRAL AVE, SUITE 1775  
Applicant City PHOENIX, AZ 85004

Applicant Name ANDREA LEWKOWITZ  
Title AGENT

Phone (602) 200-7222 Email ANDREA@LEWKLAW.COM

On-Site Contact ANDREW FARNI  
Title GENERAL MANAGER

Phone (623) 262-5597 Email ANDREWFARNI@HARKINS.COM

Applicant Experience HARKINS THEATRES IS A MOVIE THEATER CHAIN WITH LOCATIONS THROUGHOUT THE SOUTHWESTERN UNITED STATES.

## Prior Events

Has this event been produced before? NO

Is this an annual event? NO

Are there any changes from previous years? NO

## Event Elements

Elements ENTERTAINMENT

Description THE PROPOSED OUTDOOR MOVIE SPACE WILL PROVIDE A COVID SAFE SPACE FOR GUESTS TO ENJOY FILMS.

## Event Equipment

Stages NO Tables, Chairs, Furniture YES

Generators NO Inflatables NO



# Special Event Application

3/10/2021

Simple

50-SE-2021

Portable Bars	NO	Amplified Sound	NO
Speakers	YES QTY: 5+	Temporary Restrooms	NO
Fencing	YES TYPE: BICYCLE RACKS	BBQ Grills or Propane Use	NO
Lighting	YES	Tents/Canopies	NO

## Vendor Sales

Retail Merchandise	NO	Food And Non-Alcoholic Beverages	NO
Food Trucks	NO	Alcohol	NO
Services	NO		

## Signage Plan

On-Site Signs? NO

Off-Premise Signs? YES QTY: 2 TYPE: PORTABLE (A-FRAME- SITS ON TOP OF GROUND)

Signage Plan Description:

A COUPLE A-FRAM SIGNAGE TO DIRECT GUESTS TO THE ROOF.

## Parking Plan

City parking lot	NO	City parking garage	NO
On-street parking	NO	On-site parking	YES
Off-site parking	NO	Shuttle service from off-site parking areas	NO
Valet service	NO	Rider Provider	NO

Parking Plan Description

PARKING GARAGE IS AVAILABLE

## Entertainment - Amplification/Sound Plan

Entertainment

OTHER PERFORMER

Sound Monitoring

Name : ANDREW FARNI  
Company : HARKINS  
Phone Number : (623) 262-5597

Time and type of outside sound and sound check times

WE INTEND TO OPERATE ON FRIDAY-SATURDAY FROM 6:30PM THROUGH 1:00AM AND ON SUNDAY FROM 6:30PM THROUGH 10:30 PM. WE DON'T INTEND TO PERFORM SOUND CHECKS.



# Special Event Application

3/10/2021

Simple

50-SE-2021

Plan for sound monitoring, containment, and mitigation

WE INTEND TO HAVE STAFF PRESENT AT ALL TIMES TO ENSURE THE SOUND ISN'T LOUDER THAN INTENDED. GUESTS WILL USE INDIVIDUAL HEADPHONES PRIMARILY, BUT WE WANT TO HAVE SOME OUTDOOR SOUND SO GUESTS CAN HEAR.

## Police/Security

### Security Personnel

Inhouse Security NO

Hired Security NO

Off Duty Police NO

## Scottsdale Fire Department and Medical Standby Services

Fire Department Permit Required NO

Medical Standby NO

Fire Apparatus/Personnel Standby Required NO

## Application Authorization

**WARRANTY:** Applicant warrants that the information provided in this application is true and accurate to the best of Applicant's knowledge and belief.

**INDEMNIFICATION:** To the fullest extent allowed by law, the Applicant agrees to defend, indemnify and hold harmless the City, its officers, officials, representatives, agents, employees and volunteers from and against all allegations, demands, proceedings, suits, actions, claims, damages, losses, expenses, including but not limited to, attorney fees, court costs, the cost of appellate proceedings, and all claim adjusting and handling expenses, arising from or related to any acts or omissions of the permit holder or its agents, contractors and subcontractors related to the Special Event including any claims, damages, or losses resulting from the City's or its employees' or agents' negligence.

The Applicant's signature below authorizes a City representative to inspect a special event on City or private property at any time, including setup.

**AUTHORITY:** For special events on public property, the Applicant warrants:

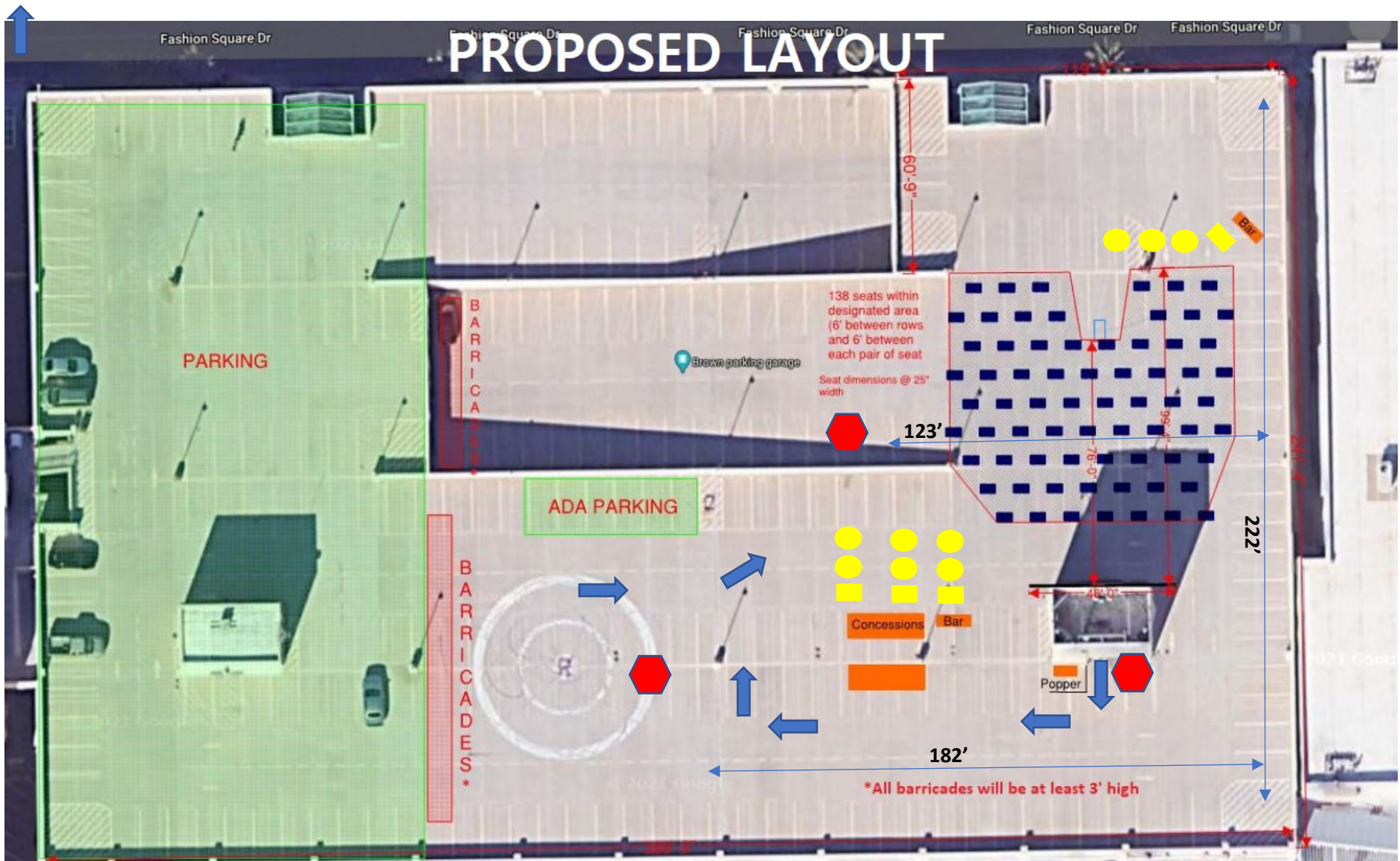
I am the permittee or an authorized agent of the permittee with authority to legally bind the permittee (an agent may sign only if the event is on private property) and agree to the conditions of this permit.

☒ Signature of Applicant - must be the same person listed on application.

Printed Name ANDREA LEWKOWITZ

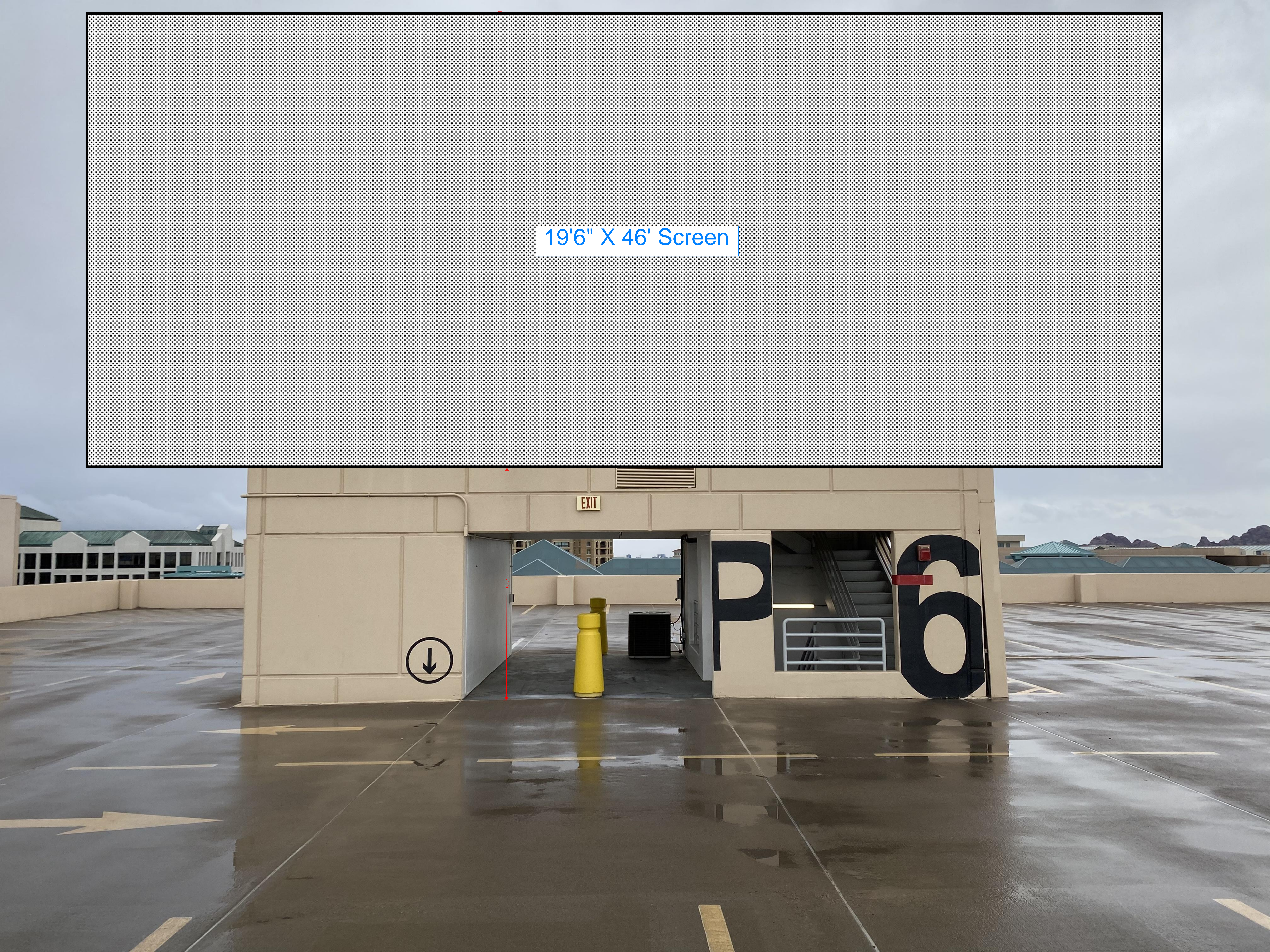
Date 3/10/2021

Title of Applicant AGENT



- Yellow square: "order here" floor marker
- Yellow circle: "wait here" floor marker
- Blue arrow: Traffic flow floor marker
- Red hexagon: "No Alcohol Beyond This Point" sign

19'6" X 46' Screen





## **CinemaSafe**

### **Voluntary Health & Safety Guidelines for United States Movie Theater Owners**

**21 August 2020**

---

#### **NATO Executive Board**

Adam M. Aron, CEO, AMC Entertainment Inc.  
Robert E. Bagby, President & CEO, B & B Theatres  
Joseph Masher, COO, Bow Tie Cinemas  
J.D. Loeks, President, Celebration Cinema by Studio C  
Mark Zoradi, CEO, Cinemark USA, Inc.  
Ellis Jacob, President & CEO, Cineplex Entertainment Limited Partnership  
Moshe J. Greidinger, CEO, Cineworld Group PLC  
Chris Johnson, CEO, Classic Cinemas  
Bo Chambliss, President, Georgia Theatre Company  
Daniel E. Harkins, Owner & Executive Chairman, Harkins Theatres  
Eddy Duquette, CEO, Kinopolis Group N.V.  
David O. Wright, Owner, Linway Plaza Cinemas  
Jeff Logan, Owner/President, Logan Luxury Theatres Corp./Huron Theatres Corp.  
Rolando B. Rodriguez, President & CEO, Marcus Theatres Corp.  
Joseph Paletta, III, President & CEO, Spotlight Theatres, Inc.  
Ronald P. Krueger, II, President & COO, VSS - Southern Theatres, LLC  
John G. Vincent, Jr., Owner & President, Wellfleet Cinemas

#### **Medical Consultants**

Dr. Lisa Saiman, MD, MPH, FSHEA  
Professor of Pediatrics, Division of Pediatric Infectious Diseases, Columbia University Medical Center

Dr. Daniel Z. Uslan, MD, MS, MBA, FIDSA, FSHEA  
Co-Chief Infection Prevention Officer, UCLA Health

# CinemaSafe

## Voluntary Health & Safety Guidelines for United States Movie Theater Owners

Developed by the National Association of Theatre Owners in consultation with medical and industry experts

### INTRODUCTION

- The following is intended to provide guidance related to reopening of movie theaters during the COVID-19 pandemic.
- Given the rapidly evolving situation with COVID-19, the following recommendations are likely to be subject to change. Moreover, certain changes are expected based on the phased reopening guidance issued by the Centers for Disease Control and Prevention (CDC).
- THIS DOCUMENT IS NOT LEGAL ADVICE. Local and state public health guidance should be followed as relates to timing of reopening, specific protocols, and modifications to this guidance. This will depend on the state and region's phased reopening plan. Consult with local counsel to ensure that your reopening plans are consistent with all federal, state and/or local guidance.
- Exhibitors committing to meet or exceed the CinemaSafe protocols may display the CinemaSafe badge on their website and physical locations.

**THIS GUIDANCE IS BASED ON PROTOCOLS DEVELOPED BY THE CDC, OCCUPATIONAL SAFETY AND HEALTH ADMINISTRATION (OSHA), DEPARTMENT OF LABOR, AND WORLD HEALTH ORGANIZATION (WHO). IN PARTICULAR, THIS DOCUMENT IS INTENDED TO FOLLOW THE CDC PHASE BASED GUIDELINES FOR OPENING UP AMERICA AGAIN.**

### PROTECTING EMPLOYEE HEALTH

#### PERSONAL PROTECTIVE EQUIPMENT (PPE)

1. *All employees will be trained on the proper way to wear face coverings and required to wear a face covering or mask. Face coverings or masks should be provided to the employee at no cost to them. The face covering must be worn at all times when interacting with the public or other employees.*
2. *If washable, employees will be instructed to wash their face covering daily.*

3. *Gloves should be provided and available to employees. They should be used when contact with potentially contaminated surfaces is unavoidable. Gloves do not substitute for hand hygiene and may provide a false sense of security. Hand hygiene should be performed after removing (doffing) gloves.*
4. *PPE should never be shared between employees.*

#### HAND HYGIENE

1. *Employees should avoid touching their eyes, nose, and mouth with unwashed hands.*
2. *Handwashing facilities with running water, soap, and paper towels (dispensed using a non-touch system when available) should be easily accessible.*
3. *Handwashing facilities should be kept clean and well-stocked.*
4. *Hand sanitizer with at least 60% alcohol (EPA approved ethanol or isopropyl) should be strategically placed around work areas and easily accessible, especially in ticket booths or other enclosed spaces.*
5. *Supplies of soap, paper towels, and hand sanitizer should be stocked and maintained to ensure they do not run out.*
6. *Employees who work in areas without ready access to handwashing facilities or hand sanitizer stations should be provided with pocket-sized hand sanitizer.*
7. *All employees should be trained on hand hygiene practices (20 seconds of duration, scrubbing all surfaces).*
8. *Hands should be washed or sanitized:*
  - *Upon arriving at work.*
  - *After blowing one's nose, coughing, or sneezing.*
  - *After using the restroom.*
  - *Before eating or drinking.*
  - *After handling equipment or objects that may carry COVID-19.*
  - *After cleaning or disinfecting equipment, tools, or workspaces; and*
  - *At other appropriate times throughout the workday.*

9. *Signage should be posted prominently with instructions on how to stop the spread of COVID-19, including hand hygiene and PPE instructions.*

## WORKPLACE POLICIES

1. *All employees should be trained on the signs and symptoms of COVID-19 as well as local theatre policies and procedures. Training should be mandatory for all employees as a condition of employment.*
2. *Employees should be instructed to self-monitor for fever or other symptoms of COVID and not to come to work if sick or if they have been in close contact with someone with COVID-19. This should be part of training and reinforced with posted signage and frequent reminders.*
3. *The workplace should have a plan in place for what to do in case of an employee who develops symptoms while working as well as an employee who tests positive for COVID-19. This must include the employee isolating themselves at home. Any other employees who had a close contact workplace exposure will need to self-quarantine. All employees should be familiar with this plan, and it should be part of training.*
4. *Symptom checks should be performed prior to employees entering the workplace. This should, at a minimum, include questions about cough, shortness of breath, diarrhea, loss of smell, loss of taste, and fever. This check can be done in person or remotely (such as electronic survey). If feasible, temperature checks should also be done upon arrival to work.*
5. *Employees should be given breaks to wash their hands. Stagger break times to ensure appropriate physical distancing can be maintained in employee restrooms and breakrooms. Employees should not congregate in break rooms.*
6. *Vulnerable employees, for example those over age 65 or with certain chronic health conditions, should discuss any concerns with their physician.*

## PROTECTING PATRON HEALTH

### PPE

1. *Patrons must wear a face covering at all times, except as noted by the CDC and herein. Those who are unwilling to wear a face covering will be denied entry.*

2. *Signage should be prominently posted at entrances notifying patrons of this requirement, as well as signs and symptoms of COVID-19. Patrons should be notified of this requirement prior to arrival, such as on the theatre website during ticket purchasing.*
3. *Theatres should develop protocols to handle non-compliant patrons, and all employees who interact with patrons should receive training on this protocol.*
4. *Patrons should be asked to bring a face covering with them to the theatre. Individual theatres should decide whether they will provide disposable face coverings if a patron arrives without one.*
5. *With limited exceptions, patrons must wear a face covering at all times while in the auditorium and common areas of the theatre. Exceptions to this policy include those unable to wear face coverings such as children under 2 years of age and individuals with certain medical/physical conditions that inhibit their ability to safely wear face coverings. In addition, face coverings may be removed for the limited purpose and limited time period necessary to consume food and beverages, if approved by state or local health authorities. If so approved, no food or beverages will be consumed in any area that does not provide sufficient space to ensure physical distancing can be maintained.*

#### HAND HYGIENE

1. *Hand sanitizer with at least 60% alcohol (EPA approved ethanol or isopropyl) will be liberally placed in easily accessible public areas and patrons will be encouraged by staff and appropriately placed signage to practice hand hygiene.*
2. *Ensure public restrooms are clean, well-stocked, and have adequate supplies for hand washing. Touchless faucets, soap, and paper towel dispensers should be used when available.*

#### POLICIES

1. *Explore novel options to minimize the number of patrons in an auditorium, for example allowing families or those that attend together to rent out an entire auditorium.*
2. *Appropriate physical distancing must be maintained at all times between patrons, except members of the same household or those that attend together.*

3. *With limited exceptions, patrons must wear a face covering at all times while in the auditoriums and common areas of the theatre. Exceptions to this policy include children under 2 years of age and individuals with certain medical/physical conditions that inhibit their ability to safely wear face coverings. In addition, face coverings may be removed for the limited purpose and limited time period necessary to consume food and beverages, if approved by state or local health authorities. If so approved, no food or beverages will be consumed in any area that does not provide sufficient space to ensure physical distancing can be maintained.*
4. *Provide ample announcements of the theatre's policies to patrons. Options could include instructions on the theatre's website and social media, prominent signage, floor markings, and on-screen announcements prior to screening.*

## GENERAL INFECTION PREVENTION ISSUES

### DISINFECTION AND MAINTENANCE

1. *High-touch surfaces should be wiped down periodically with EPA-registered disinfectant, following the manufacturer's instructions (e.g., safety requirements, protective equipment, contact time). Examples of high-touch surfaces are countertops, doorknobs, faucets, etc. These surfaces should be wiped down at frequent intervals during operating hours.*
2. *Manufacturer's instructions for cleaning should be followed for sensitive electronic equipment (e.g. ticket machines, projectors).*
3. *Appropriately trained employees will be assigned to perform high touch wipe down, with an emphasis on shared spaces and equipment. Surfaces should be disinfected on a predetermined schedule and monitored by management to ensure compliance.*
4. *Auditoriums should be carefully disinfected between movie screenings. Seat maps of patrons can be used after a screening to help target this activity. This enhanced cleaning will necessitate increased intervals between screenings.*
5. *If employees are required to wear equipment such as radios, headsets, or earpieces, these should be designated for a particular employee and not shared between multiple employees. If sharing this equipment is unavoidable, protocols will be developed to ensure they are cleaned between each employee use as per manufacturer's suggested cleaning instructions.*

6. *Alternatives to paper tickets should be used whenever feasible. If paper tickets are used, the staff person collecting them should wear appropriate personal protective equipment (face covering) and disposable gloves. Hand hygiene should be performed after doffing gloves.*
7. *If items are handed out to patrons, such as 3D glasses, these should either be single use or protocols established to ensure disinfection between uses. Assisted audio devices should be thoroughly disinfected between uses according to manufacturer's suggested cleaning instructions.*
8. *Minimize personal items left in commons areas such as employee breakrooms.*
9. *Theatres that have been closed should be thoroughly disinfected prior to reopening to the public. If a theatre has had a prolonged shutdown, hot and cold-water fixtures should be flushed per CDC guidelines to ensure water systems are safe to use.*

#### FOOD AND BEVERAGES

1. *With limited exceptions, patrons must wear a face covering at all times while in the auditoriums and common areas of the theatre. Exceptions to this policy include children under 2 years of age and individuals with certain medical/physical conditions that inhibit their ability to safely wear face coverings. In addition, face coverings may be removed for the limited purpose and limited time period necessary to consume food and beverages, if approved by state or local health authorities. If so approved, no food or beverages will be consumed in any area that does not provide sufficient space to ensure physical distancing can be maintained. Consider identifying additional designated areas for eating/drinking outside of auditoriums that have adequate space to permit appropriate physical distance.*
2. *Those responsible for preparing and distributing food must clean their hands with soap and water or hand sanitizer prior to beginning food preparation or distribution and regularly thereafter.*
3. *All local public health regulations regarding preparing and distributing food must be followed, including use of appropriate food service PPE (hairnets, gloves), safe food temperatures, etc.*
4. *Minimize the number of people involved in preparing and distributing food.*

5. *Communal food, condiments, condiment caddies, straws, napkins etc., that require shared serving utensils or equipment should be eliminated, offered via touchless technology or provided by appropriately trained employees. Examples include popcorn butter dispensers, saltshakers, popcorn flavoring, straws, etc.*
6. *Consider options for patrons to place orders ahead of time, such as mobile ordering, to minimize the amount of time they must wait in line.*
7. *If patrons must wait in line to place orders or receive their food, they must maintain appropriate physical distancing. Visual reminders should be prominently placed to assist.*
8. *Handwashing facilities and/or hand sanitizer dispensers should be readily accessible at the entrance of any designated eating area and should be used when entering and leaving the area.*
9. *Consider addition of plexiglass (or similar) barriers between cashiers and patrons.*
10. *Minimize cash transactions and encourage credit cards or contactless payments whenever possible.*

#### PHYSICAL DISTANCING

1. *Ticket lines should be configured to ensure appropriate physical distancing is maintained at all times. Options include visible markers, barriers, tape, etc.*
2. *Tickets sales should be available online or via phone whenever feasible to reduce the need to stand in line for tickets.*
3. *Lines to enter a theatre should be minimized whenever possible. If lines are unavoidable, appropriate physical distancing must be maintained.*
4. *Adequate numbers of employees should be available to direct patron traffic and enforce physical distancing in lines.*
5. *Ensure that, at a minimum, the amount of physical distance defined in all applicable federal, state, and local guidance is maintained in all directions inside auditoriums, except for members of a household or those that attend together. Configure ticket sales systems to facilitate appropriate physical distancing. Occupancy will need to be individualized based on state and local public health guidance and the phased reopening plan.*

6. *Limit and stagger screening times to reduce overcrowding between screenings, particularly in common areas, restrooms, and concession areas.*
7. *To the extent possible, reconfigure restrooms, for example by blocking stalls or urinals, to ensure appropriate physical distancing can be maintained at all times. As patrons may need to line up to enter restrooms, use visual indicators such as tape to identify appropriate physical distancing.*
8. *Use of employee breakrooms should be limited. As face coverings cannot be worn during eating/drinking, limit the number of employees in a breakroom at any one time to ensure distancing can be maintained. Clean countertops and tables between uses.*
9. *If there is an elevator, capacity should be limited to four (4) individuals at a time, families or others that attend together only.*
10. *Unless permitted and protocols in place consistent with local and state public health guidance consistent with each state and region's phased reopening plan, close any on-site lounges, play areas, or other areas where people may congregate.*

#### HVAC

1. *All HVAC systems should be in working order with increased ventilation whenever possible.*
2. *Upgrade the building's air filters consistent with CDC, state and local health guidance to the extent possible.*
3. *Whenever possible, increase the quantity of outside air.*
4. *Consider use of portable high-efficiency air cleaners.*
5. *Considering hiring an HVAC expert, such as an industrial hygienist, to assess and optimize airflow and air exchange.*

# Reopening Protocols



**Harkins**  
THEATRES

# Grab Your Popcorn, The Show is About to Begin!

Reopening [Insert Date]



## ULTIMATE MOVIEGOING® IS SAFE MOVIEGOING

We are thrilled to begin welcoming guests back to the Ultimate Moviegoing® experience, opening theatre doors on [Insert Date]. Along with the state-of-the-art picture and sound, award-winning popcorn, and unparalleled service that Harkins is known for, guests will notice enhanced safety protocols throughout the moviegoing experience.

#KeepOnPoppin

## LET'S LOOK OUT FOR ONE ANOTHER



Face Coverings Required for all  
Team Members and Guests



Please be Considerate  
of Each Other



Loyalty Cup Refills  
In Disposable Cup



If Not Feeling Well, Please  
Come Back Another Time



Safety Shields Installed  
Throughout Theatre



Enhanced Cleaning and  
Sanitizing



Socially Distanced  
Seating



Reduced  
Touch Points



Hospital Grade Air Filters and  
Increased Fresh Air Circulation



Daily Employee Health  
Screenings



Wash Hands Frequently  
and Thoroughly



Sanitizer Stations  
Throughout Theatre

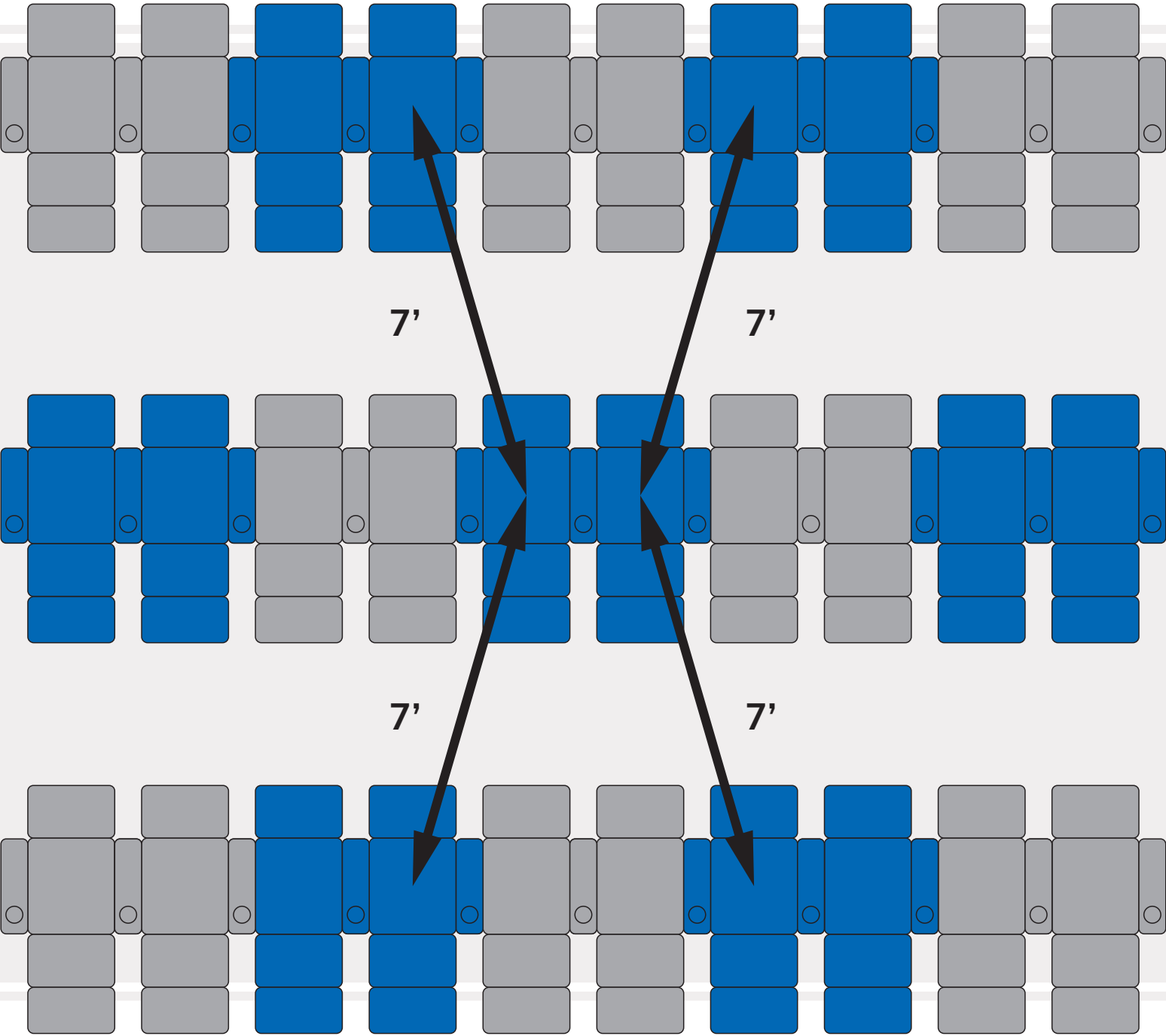
### HARKINS REOPENING PROTOCOLS

We will feature all of our  
safety protocols on our website

**ULTIMATE LOUNGER® RECLINING SEATS  
SHOWN RECLINED**

**SOCIALLY DISTANCED SEATING**

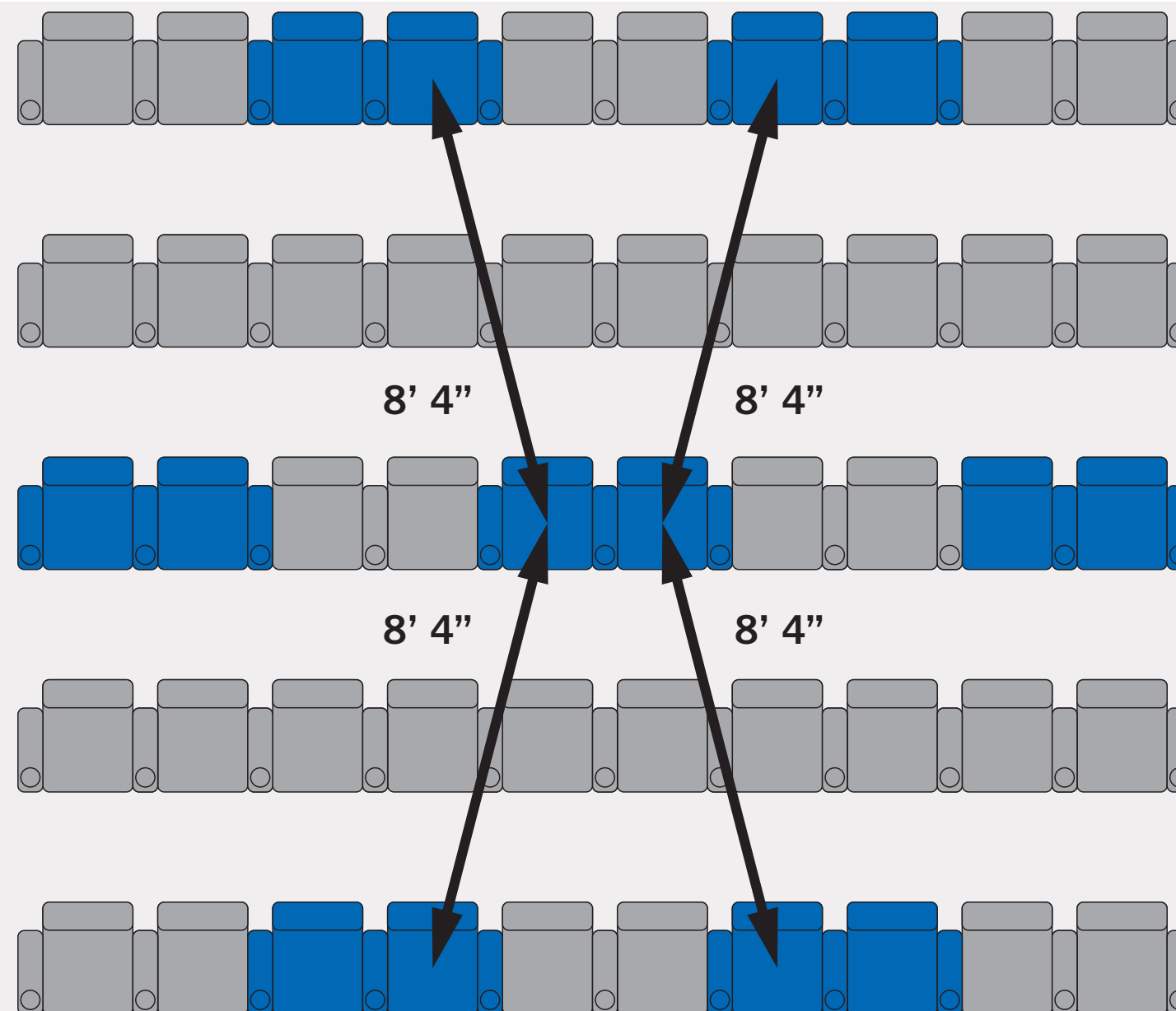
Seats will be restricted throughout the auditorium allowing guests to only purchase pairs of seats that are socially distanced from other guests



**ULTIMATE ROCKER® SEATS**

**SOCIALLY DISTANCED SEATING**

Seats will be restricted throughout the auditorium allowing guests to only purchase pairs of seats that are socially distanced from other guests



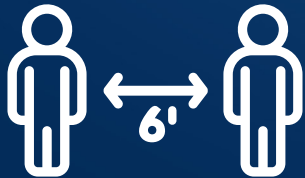
MAIN ENTRANCE SIGNAGE

Guests will be greeted with a sign outside the main entrance to remind them to wear face coverings, practice proper 6' social distancing and to be mindful of symptoms and come back another day if they are not feeling well

Welcome!  
Please Look Out For One Another



Face coverings required



Please be considerate of each other



If not feeling well,  
please come back another time

**Harkins**  
THEATRES

**CLINGS AT BOX OFFICE  
AND ON ENTRY DOORS**

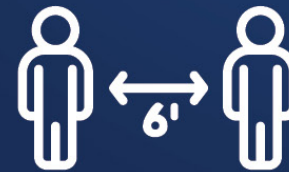
Reminders to guests to wear face coverings,  
practice social distancing and be aware of how  
they are feeling and come back if not feeling  
well that day

# Welcome!

Please Look Out For One Another



Face coverings required



Please be considerate of each other

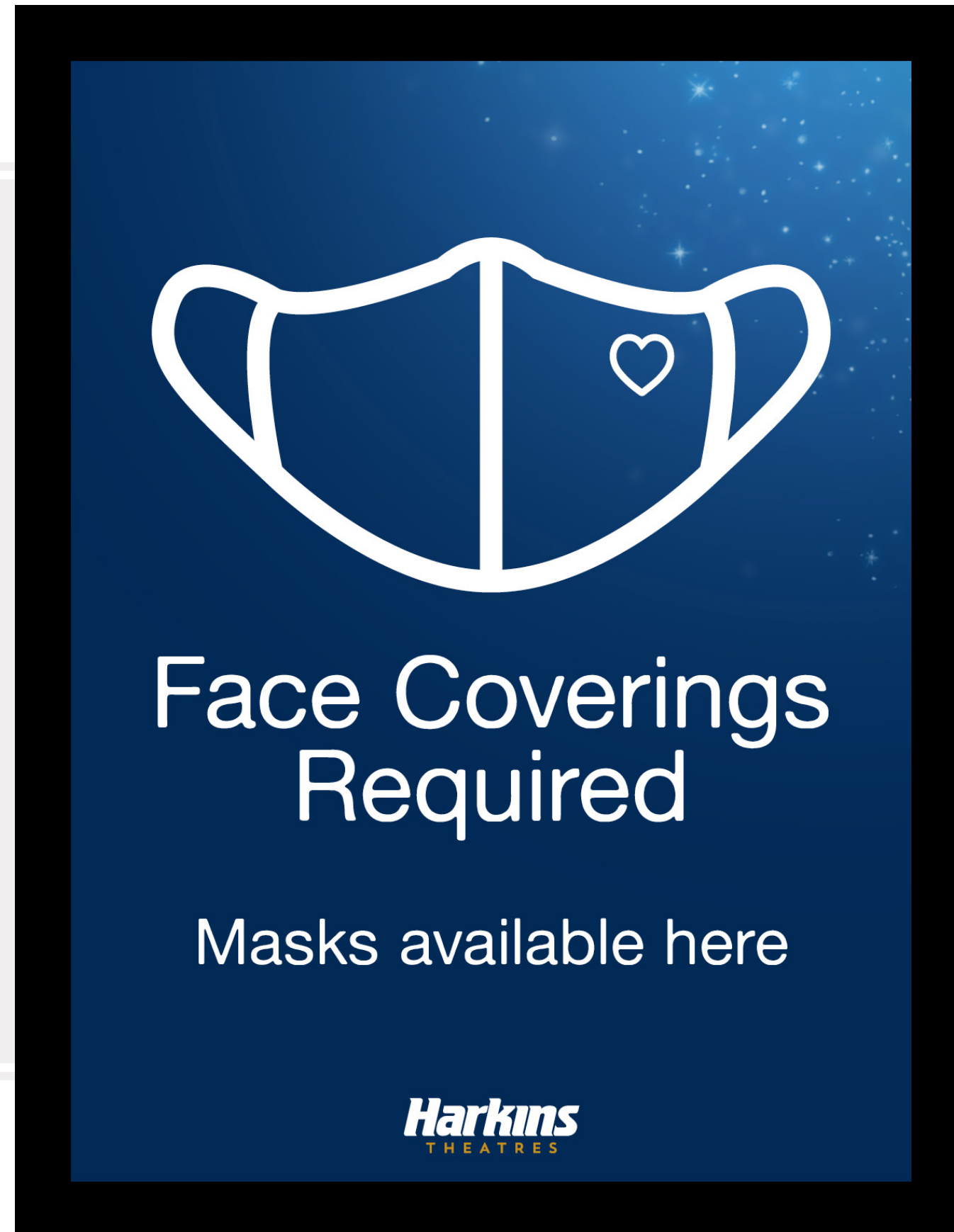


If not feeling well,  
please come back another time

**Harkins**  
THEATRES

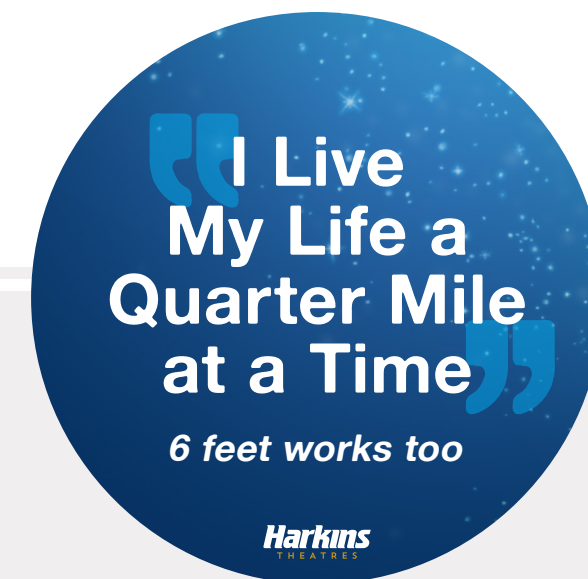
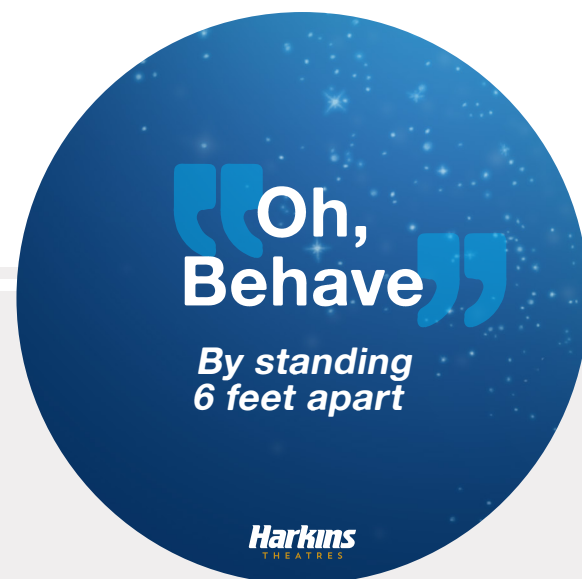
**FACE COVERINGS SIGNS  
AT TICKET SCANNING STATIONS**

Reminders at ticket scanning stations that  
guests are required to wear face coverings



#### FLOOR STICKERS

To help guide guests toward proper social distancing, these floor stickers will be placed throughout the theatre



#### CONCESSION PAYMENT SIGNAGE

To encourage contactless payments, we are offering card only payment lines with signage on the plexiglass safety shields at concessions and on stanchion signs to guide guests

# Card Payment Only



**IN-LOBBY BAR  
AND FOOD PICK UP SIGNS**

Signage at our in-lobby bars and concession areas to guide guests and make it easier to social distance while placing and picking up orders



**CONDIMENT STATION  
AND RESTROOM SIGNS**

Signage at the condiment stations  
and in restrooms to wear face coverings  
and practice social distancing



#### HAND WASHING SIGN

Signage to remind guests  
to practice good hygiene



**Temporarily Unavailable**

**Harkins**  
THEATRES

**Temporarily Unavailable**

**Harkins**  
THEATRES

**TEMPORARILY UNAVAILABLE TAPE**

Used to alert theatre guests that water fountains and other areas may be temporarily unavailable



EMPLOYEE AND VENDOR  
WELLNESS CHECK POSTER

This poster is placed at the employee and vendor entrance to remind everyone of our guidelines and screening procedures

# Wellness Checks

## Employees & Vendors



### Temperature Checks



100.3°F or higher

No Access



### COVID-19 Symptoms

- Fever or chills
- Cough
- Fatigue
- Shortness of breath or difficulty breathing
- Headache
- Muscle or body aches
- New loss of taste or smell
- Sore throat
- Congestion
- Runny nose
- Nausea or vomiting
- Diarrhea



### Symptom Screening

- 1 Are you experiencing any of the symptoms associated with COVID-19, even minor symptoms?
- 2 Is there a possibility that you could have been exposed to someone who has COVID-19, including household members?
- 3 Have you engaged in any behaviors that carry a high risk of COVID-19 exposure?

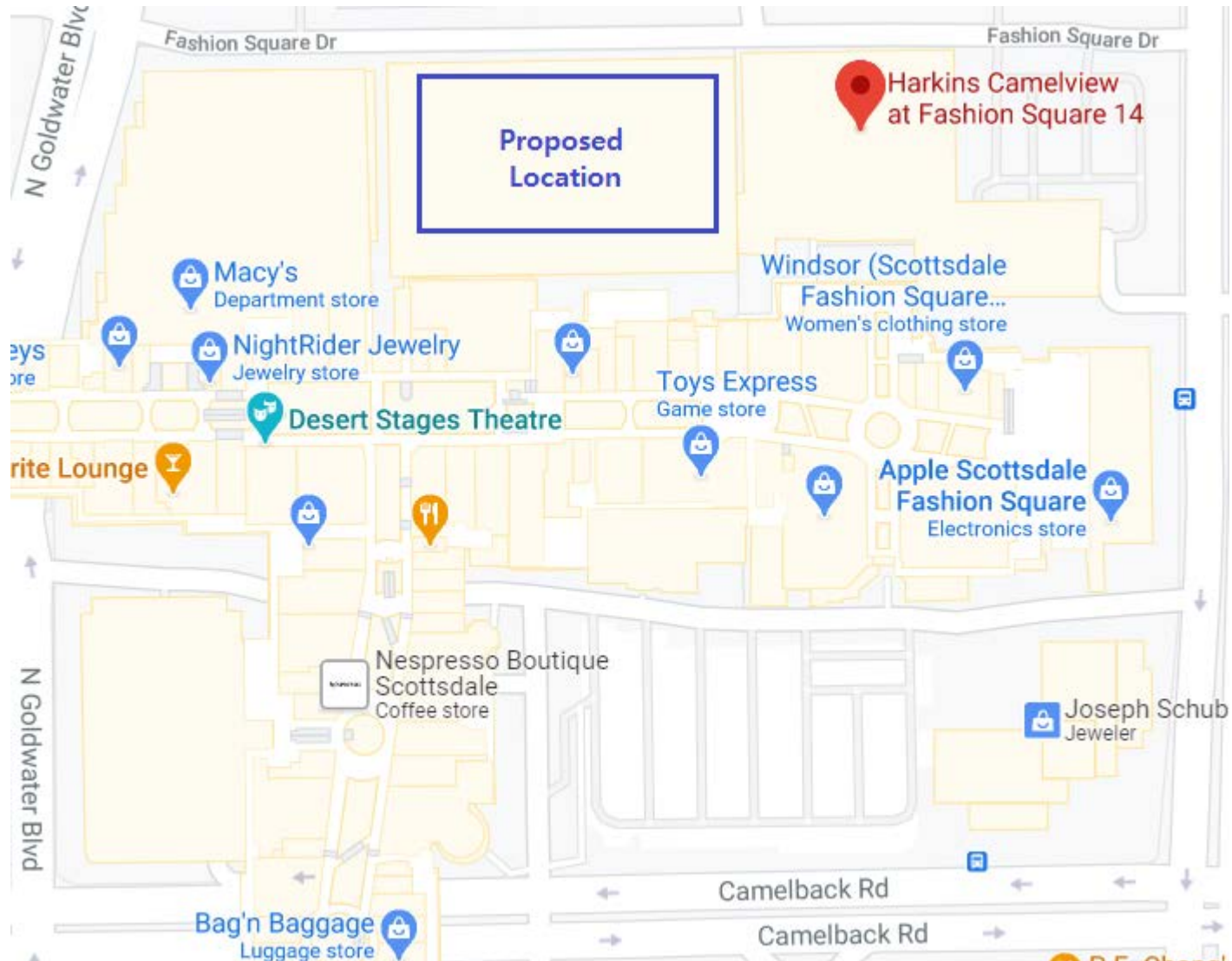


### High-Risk Behavior

- Air, bus, train and cruise ship travel
- Long-distance travel by car, such as road trips, without necessary precautions (distancing and wearing a face mask in public)
- Staying in a hotel, motel or other place of lodging that has not implemented proper sanitization and distancing measures
- Spending time at a crowded bar or nightclub
- Attending a large indoor event or large outdoor event, such as a sporting event, concert or other large gathering of people
- Spending time at a large venue, such as a theme park or water park

# PROPOSED LOCATION

Next to the Harkins Camelview 14 theatre,  
located at 7014 E Camelback Rd, Scottsdale, AZ 85251



# PROPOSED LOCATION



## SECOND AMENDMENT OF LEASE

THIS SECOND AMENDMENT OF LEASE ("Amendment") is made as of this 26<sup>th</sup> day of September, 2019 ("Effective Date") by and between SCOTTSDALE FASHION SQUARE LLC, a Delaware limited liability company ("Landlord"), and HARKINS FASHION SQUARE, L.L.C., an Arizona limited liability company ("Tenant").

### RECITALS

A. Landlord and Tenant entered into that certain Lease made May 21, 2014, as amended by that Letter Agreement dated July 10, 2014, First Amendment of Lease dated June 15, 2017, and Letter Agreement dated July 25, 2018, (collectively, the "Lease") for the lease of certain premises ("Premises") in the City of Scottsdale, County of Maricopa, State of Arizona, in a commercial project commonly referred to as Scottsdale Fashion Square ("Center"), all as more particularly set forth in the Lease.

B. Landlord and Tenant desire to amend the Lease as hereinafter set forth to modify the parties' respective rights and obligations with respect to [REDACTED]

### TERMS

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

1. **Defined Terms.** All initial capitalized terms used in this Amendment shall have the same meaning given such terms in the Lease, unless otherwise defined in this Amendment.

[REDACTED]

**2.5. Rooftop Cinema Concept.** Tenant will draft, and Tenant and Landlord will cooperate in good faith to agree upon the parameters and implementation plan for, a rooftop cinema operations plan ("**Rooftop Cinema Operations Plan**") for Tenant to conduct the offering (which Tenant shall be entitled to conduct up to four (4) times per month, not to exceed one (1) time per week without Landlord's prior consent) of a Rooftop Cinema Concept (as defined below) on the Brown Garage Level Six. A "**Rooftop Cinema Concept**" means, the use of a portion of the rooftop, currently level 6, of the Brown Garage, in the evening generally beginning at dusk, for the permitted uses listed under Section 8.1(a) of the Lease, including, but not limited to, the exhibition of motion pictures and the sale of food and drink items. Any such Rooftop Cinema Concept usage is at Tenant's sole cost and expense, and is subject to i) compliance with all governmental regulations and requirements for any such use, ii) all operational costs and expenses, including without limitation, added security, common area maintenance costs for clean-up and trash generated by such Rooftop Cinema Concept events (unless completed by Tenant), iii) obtaining and maintaining all necessary licenses and permits to conduct the Rooftop Cinema Concept events, and iv) the insurance and indemnification provisions of the Lease, which shall apply to the Rooftop Cinema Concept as if the Rooftop Cinema Concept is included in the Premises during any use thereof by Tenant for the Rooftop Cinema Concept. The Rooftop Cinema Operations Plan will include mutually agreed upon procedures, to be implemented on days on which Tenant's Rooftop Cinema Concept events occur, to make available the portion of the rooftop necessary for such events to occur while also ensuring that sufficient parking spaces in the Brown Garage remain reserved for Landlord's tenants.

3. **Effect.** Except as expressly modified by this Amendment, the Lease shall remain unchanged and in full force and effect.

4. **No Modification or Waiver.** Except as otherwise expressly set forth herein, nothing in this Amendment shall be deemed to waive or modify any of the provisions of the Lease.

5. **No Offer.** Landlord and Tenant hereby agree that Landlord's submission of this Amendment to Tenant shall not constitute an offer to amend the Lease. This Amendment shall be effective only, and is expressly conditioned, upon the execution of this Amendment by Landlord and Tenant.

6. **Captions.** The captions and Section numbers appearing in this Amendment are for convenience only and are not a part of this Amendment and do not in any way limit, amplify, define, construe or describe the scope or intent of the terms or provisions of this Amendment.

7. **Schedules.** The Schedules, if any, attached to this Amendment are hereby incorporated herein and made a part hereof.

8. **Counterparts.** This Amendment may be executed in several counterparts, each of which shall be deemed an original, but all of which together shall constitute one and the same Amendment.

9. **Successors.** The provisions of this Amendment shall bind and inure to the benefit of the

parties hereto and their respective heirs, representatives, successors and assigns.

10. **Tenant's Representation.** Tenant represents that it holds the entire tenant interest in the Lease and that it has not made any assignment, sublease, transfer, conveyance or other disposition of the Lease or any interest in the Lease.

11. **Executory Authority.** Each party hereby represents and warrants that the individual executing this Amendment on behalf of such party has full power and authority to bind such party to the terms hereof.

12. **Attorneys' Fees.** In the event that at any time after the date hereof either Landlord or Tenant shall institute any action or proceeding against the other(s) relating to this Amendment, then and in that event, the party(ies) not prevailing in such action or proceeding shall reimburse the prevailing party for the reasonable expenses of attorneys' fees and all costs and disbursements incurred therein by the prevailing party.

13. **Guarantor.** Harkins Amusement Enterprises, Inc., guarantor of the Lease ("**Guarantor**"), hereby consents to this Agreement and agrees that its guarantee of the Lease remains in full force and effect and shall be the guarantee of the Lease as amended hereby.

**///SIGNATURES ON FOLLOWING PAGE///**

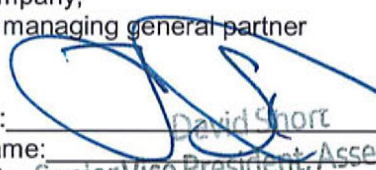
IN WITNESS WHEREOF, this Amendment has been entered into by the parties as of the day and year first above written.

**LANDLORD:**

**SCOTTSDALE FASHION SQUARE LLC,**  
a Delaware limited liability company

By: SCOTTSDALE FASHION SQUARE  
PARTNERSHIP,  
an Arizona general partnership,  
its sole member

By: TWC SCOTTSDALE MEZZANINE,  
L.L.C., an Arizona limited liability  
company,  
its managing general partner

By:   
Name: David Short  
Title: Senior Vice President, Asset Mgmt

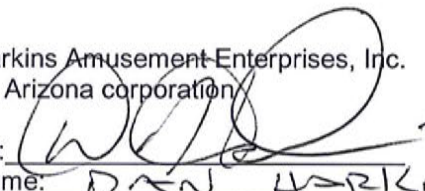
**TENANT:**

**HARKINS FASHION SQUARE L.L.C.,**  
an Arizona limited liability company

By:   
Daniel E. Harkins,  
Executive Chairman of Manager

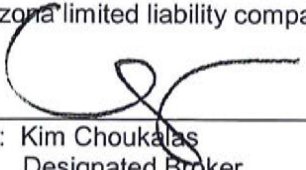
**Consented by  
GUARANTOR:**

Harkins Amusement Enterprises, Inc.  
an Arizona corporation

By:   
Name: DAN HARKINS  
Its: EXEC. Chairman

**LANDLORD'S BROKER:**

MACERICH ARIZONA PARTNERS LLC,  
an Arizona limited liability company

By:   
Name: Kim Choukalas  
Its: Designated Broker