

**RESOLUTION MODIFYING THE FUNDING AGREEMENT BETWEEN CITY
OF COMMERCE CITY AND BUFFALO HIGHLANDS METROPOLITAN
DISTRICT, BUFFALO HIGHLANDS LLC, AND C. LARSON FAMILY FARMS,
INC. WITH RESPECT TO 96TH AVENUE CONSTRUCTION AND THE
DEDICATION OF CERTAIN LANDS**

NO. 2014-36

WHEREAS, on March 4, 2013, the Council of the City of Commerce City (the “City Council”), adopted Resolution 2013-15, which approved an Agreement among the City of Commerce City, Buffalo Highlands Metropolitan District, Buffalo Highlands, LLC, and C. Larson Family Farms, Inc. for the Construction and Funding of Certain Improvements to 96th Avenue and the Dedication of Certain Lands (the “Project Agreement”);

WHEREAS, on July 16, 2013, the City Council adopted Resolution No. 2013-42, which ratified and approved the Project Agreement and approved a loan agreement related thereto;

WHEREAS, in order to ensure timely completion of the project contemplated by the Project Agreement, the parties to the Project Agreement (the “Parties”) have determined certain revisions to the Project Agreement, as set forth in the attached First Amended and Restated Agreement among the City of Commerce City, Buffalo Highlands Metropolitan District, Buffalo Highlands, LLC, and C. Larson Family Farms, Inc. for the Construction and Funding of Certain Improvements to 96th Avenue and the Dedication of Certain Lands (the “Amended Agreement”), are necessary;

WHEREAS, the Parties further agree rescission of the Project Agreement in favor of the Amended Agreement is necessary to avoid confusion; and

WHEREAS, the City Council hereby finds and determines that rescission of the Project Agreement and approval of the Amended Agreement will and shall be in the best interest of the residents of the City.

NOW, THEREFORE, BE IT RESOLVED BY THE CITY COUNCIL OF THE CITY OF COMMERCE CITY, COLORADO, AS FOLLOWS:

1. The Amended Agreement is hereby approved.
2. The Project Agreement, adopted via Resolution 2013-15 and later ratified and approved by Resolution No. 2013-42, is hereby rescinded in its entirety in favor of the Amended Agreement; provided, however that all actions, approvals, work, contracting and other conduct or performance undertaken in furtherance of the Project Agreement shall be considered henceforth to have occurred pursuant to the Amended Agreement.

3. The Mayor is hereby authorized and directed to execute, and the City Clerk is hereby authorized and directed to attest and affix the seal of the City to, the Amended Agreement.
4. All bylaws, orders and resolutions, or parts thereof, inconsistent herewith are hereby repealed to the extent only of such inconsistency. This repealer shall not be construed as reviving any bylaw, order or resolution or part thereof.

RESOLVED AND PASSED THIS 7th DAY OF APRIL, 2014.

CITY OF COMMERCE CITY

Sean Ford, Mayor

ATTEST:

Laura Bauer, CMC, City Clerk