

## **FIRST AMENDMENT TO LOAN AGREEMENT**

THIS FIRST AMENDMENT TO LOAN AGREEMENT (the "Amendment") is made and entered into effective this 20th day of May, 2013, by and between Commerce City E-470 Commercial Area General Improvement District whose principal business address is 7887 East 60<sup>th</sup> Avenue, Commerce City, CO 80022 (the "ECAGID"), and DIATC METROPOLITAN DISTRICT, a quasi-municipal corporation and political subdivision of the State of Colorado (the "District").

WHEREAS, the parties desire to amend that certain Loan Agreement between the parties dated April 2, 2013 (the "Agreement"); and

WHEREAS, the Agreement provides that any such amendments must be in writing and by mutual agreement of the parties.

NOW, THEREFORE, the parties agree as follows:

1. Amendment. The Form of Requisition attached as Exhibit B to the Agreement is hereby amended by the deletion from the ECAGID signature block therein of all signatures with the exception of the signature of the ECAGID's Chief Financial Officer, who shall have authorization authority with respect to requisitions submitted pursuant to the terms of the Agreement. The final form of the ECAGID signature block within said Form of Requisition shall be as follows:

**COMMERCE CITY E-470 COMMERCIAL  
AREA GENERAL IMPROVEMENT  
DISTRICT, as Lender**

\_\_\_\_\_  
Roger Tinklenberg, Chief Financial Officer

2. Remainder of Agreement in Full Force and Effect. All other provisions of and exhibits to the Agreement shall remain unchanged and in full force and effect.

**[Remainder of this page intentionally left blank – signature page(s) follow(s).]**

IN WITNESS WHEREOF, the parties have executed this Amendment as of the date first above written.

**COMMERCE CITY E-470 COMMERCIAL  
AREA GENERAL IMPROVEMENT DISTRICT**

\_\_\_\_\_  
Sean Ford, Ex-Officio Chairperson

ATTEST:

\_\_\_\_\_  
Laura J. Bauer, CMC, Secretary

Approved as to form:

\_\_\_\_\_  
Gregory D. Graham, Assistant General Counsel

Recommended for approval:

\_\_\_\_\_  
Roger Tinklenberg, Chief Financial Officer

**DIATC METROPOLITAN DISTRICT,**  
a quasi-municipal corporation and political  
subdivision of the State of Colorado

By \_\_\_\_\_  
President

[SEAL]

ATTEST:

By \_\_\_\_\_  
Secretary