

**FIRST AMENDMENT TO THE
AMENDED AND RESTATED SERVICE PLAN
FOR
WHEATLANDS METROPLITAN DISTRICT
CITY OF AURORA, COLORADO**

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As approved by the City of Aurora
on

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I. INTRODUCTION

The Amended and Restated Consolidated Service Plan for Wheatlands Metropolitan District No. 1 and No. 2 and Service Plan for Wheatlands Metropolitan District No. 3 (the “Service Plan”), dated as of August 6, 2004, was approved by the City Council of the City of Aurora (the “City”) on August 30, 2004.

Subsequent to the approval of the Service Plan, Wheatlands Metropolitan District No. 1 filed with the Division of Local Government a Notice of Inactive Status pursuant to Section 32-1-104(3)(a), C.R.S., and as of the date of this Amendment, remains in inactive status; Wheatlands Metropolitan District No. 2 changed its name to Wheatlands Metropolitan District pursuant to an Order of the Arapahoe County District Court, dated January 31, 2013, and recorded at Reception No. D3013778; and Wheatlands Metropolitan District No. 3 was dissolved pursuant to an Order of the Arapahoe County District Court dated October 22, 2007 and recorded at Reception No. B7139905.

This First Amendment (“First Amendment”) to the Service Plan constitutes an amendment to certain provisions of the Service Plan applicable to the Wheatlands Metropolitan District (the “District”).

In order to finance the public improvements necessary for the Wheatlands development, the District issued several series of bonds and obligations as follows:

On September 28, 2005, the District issued \$21,650,000 in Limited Tax Convertible to Unlimited Tax General Obligation Bonds, Series 2005 (the “2005 Bonds”). The 2005 Bonds are term bonds maturing on December 1, 2025 and December 1, 2035 and are subject to mandatory sinking fund redemption. The bonds have an interest rate of 6.000% and 6.125%, respectively, paid semi-annually on June 1 and December 1.

On September 10, 2008, the District issued \$12,245,000 in Subordinate General Obligation Bonds, Limited Tax Convertible to Unlimited Tax, Series 2008 (the “2008 Bonds”). The 2008 Bonds were issued as fixed rate, current interest bonds, at a coupon rate of 8.25%. Interest is payable annually on December 15, commencing on December 15, 2008. Annual principal payments are due on December 15 of each year beginning in 2015, with a final maturity on December 15, 2035.

In addition, during 2011, the developer of the Wheatlands project (the “Developer”) advanced \$4,000,000 to the District’s debt service guaranty fund associated with the 2008 Bonds. The maximum amount payable by the District to the Developer is \$2,755,000 (the “Guaranty Agreement”). An interest rate of 8.25% per annum applies to the \$2,755,000 repayment obligation.

The 2005 Bonds, 2008 Bonds and Guaranty Agreement remain outstanding and are referred to in this First Amendment collectively as the “Outstanding Debt”.

Due to the current interest rate environment and market conditions, the District will be able to refinance the Outstanding Debt with favorable interest rates and financing terms, if the District is able to eliminate the “Maximum Debt Mill Levy” provision contained in the Service Plan with respect to such refinancing and any future refinancings of the Outstanding Debt, and increase the “Total Debt Issuance Limitation” to accommodate the refinancing.

The Board of Directors of the District therefore respectfully requests pursuant to this First Amendment to the Amended and Restated Service Plan for Wheatlands Metropolitan District (the “Amendment”) that the Maximum Debt Mill Levy contained in the Service Plan not apply to any refinancing of the Outstanding Debt, the Total Debt Issuance Limitation be increased, and the following amendment be made to the Service Plan:

II. AMENDMENT

A. Section V.A.9 of the Amended and Restated Service Plan for Wheatlands Metropolitan District is hereby amended and restated as follows:

9. Total Debt Issuance Limitation. The Districts shall not issue Debt in excess of \$85,000,000.

B. The third sentence of Section VII.A. of the Amended and Restated Service Plan for Wheatlands Metropolitan District is hereby amended and restated as follows:

A. General. The total Debt that the Districts shall be permitted to issue shall not exceed \$85,000,000 and shall be permitted to be issued on a schedule and in such year or years as the Districts determine shall meet the needs of the Financial Plan referenced above and shall be phased to serve development as it occurs.

C. Section VII.C. of the Amended and Restated Service Plan for Wheatlands Metropolitan District is hereby amended by the addition of the following paragraph 4:

4. Notwithstanding the foregoing or anything in this Service Plan to the contrary, but subject to the last sentence of this Section VII.C.4, the District is authorized to issue one or more series of unlimited mill levy Bonds or other Debt or obligations which are not subject to the Maximum Debt Mill Levy, for the purpose of refunding or refinancing the Debt represented by the Outstanding Debt (as that term is defined in this Amendment) (the “Refunding Bonds”). The District may pledge to the payment of such Refunding Bonds such revenues as it may determine, including the revenues from a mill levy to be imposed on all taxable property within the District without limitation as to rate and in such amounts as are sufficient to pay the Refunding Bonds as they come due. Such Refunding Bonds may be issued at one time or from time to time, and may themselves be refunded or refinanced through future unlimited mill levy Bonds or other obligations which are not subject to the Maximum Debt Mill Levy, so long as such future unlimited mill levy Bonds or other obligations are for the purpose of refunding or refinancing the Debt represented by the Outstanding Debt. The Refunding Bonds may be issued in such principal amount as may be determined by the District’s Board, in its sole

discretion, and may include amounts sufficient to pay all fees, costs and expenses in connection with the Refunding Bonds. This Section VII.C.4 shall take effect immediately; provided that if the District does not issue the Refunding Bonds on or before December 31, 2016, this Section VII.C.4 shall be deemed repealed and of no further force or effect.

D. Except as specifically amended as set forth above, all other provisions of the Service Plan shall remain in full force and effect.