



AMENDMENT TO SUBDIVISION IMPROVEMENTS AGREEMENT TOWN CENTER SUBDIVISION, FILING NO. 1

THIS AMENDMENT TO SUBDIVISION IMPROVEMENTS AGREEMENT (“Amendment to SIA”) is made and entered into between the Town of Carbondale, Colorado (“Town”), and CARSAM REALTY TEN, LTD., a Texas limited partnership (“Developer), to become effective December 14, 2004, regardless of the date when the parties actually sign it.

RECITALS

For the purpose of interpreting and giving effect to this Amendment to SIA, the Town and the Developer agree to the truth and accuracy of the following:

A. Town and Developer are parties to that certain Subdivision Improvements Agreement for Town Center Subdivision, Filing No. 1, with effective date of March 11, 2003, as recorded in the records of the Garfield County Clerk and Recorder on March 25, 2003 as Reception No. 623531 (the “Filing No. 1 SIA”).

B. The parties entered into the Filing No. 1 SIA in connection with the approval of the Final Plat for Town Center Subdivision, Filing No. 1, which was recorded in the records of the Garfield County Clerk and Recorder on March 25, 2003 as Reception No. 623529 (the “Final Plat”).

C. The Filing No. 1 SIA obligates the Developer to, among other things, complete certain subdivision improvements associated with the Final Plat by June 4, 2004 and to provide security therefore.

D. Due to circumstances beyond the control of the Developer, some of the required subdivision improvements were not completed by the due date, and the parties wish to amend the Filing No. 1 SIA to extend the date for completion, to provide for security to assure such completion, and to make the other modifications to the Filing No. 1 SIA as set forth herein.

NOW, THEREFORE, in consideration of the premises, the Town and the Developer agree that the SIA shall be amended as follows:

1. Paragraph 4 of the Filing No. 1 SIA enumerates the subdivision improvements for the Final Plat that are to be installed and constructed by the Developer. Attached hereto as Exhibit A is a certification of Sopris Engineering, Inc. which reflects which of the subdivision improvements enumerated in paragraph 4 of the Filing No. 1 SIA have been completed, which remain incomplete, and the current engineer’s estimated cost for the work that has been completed and the work which remains incomplete. Paragraph 4 of the Filing No. 1 SIA is hereby amended to provide that the incomplete

TOWN OF CARBONDALE
511 COLORADO AVE.
CARBONDALE, CO 81623

9/20
2004

subdivision improvements identified on Exhibit A to this Amendment to SIA shall be completed on or before November 16, 2005. The parties hereby agree that the completion date of November 16, 2005, applies to all Town Center Filing No. 1 improvements, including those improvements described in paragraph 4(c) of the Filing No. 1 SIA.

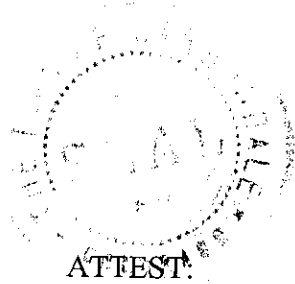
2. Upon the mutual execution of this Amendment to SIA the Developer shall obtain and deliver to the Town a letter of credit in the amount of \$107,700.00 (the amount of the engineered cost estimate for the incomplete Filing No. 1 improvements rounded to the nearest hundred) for the Town's benefit. This letter of credit shall be issued by a state or national chartered commercial bank, shall be in a form and from an institution approved by the Town, and shall, among other things, entitle the Town to draw on the unconditional letter of credit by presentation to the issuing bank of a certificate that the Developer is in default in its obligations to install improvements under this Amendment to SIA or the Filing No. 1 SIA, that a sum certain is required to cure the default and that the issuing bank shall forthwith deliver the sum certain to the Town. In all other respects the provisions of paragraph 17 of the Filing No. 1 SIA shall apply to this new letter of credit.

3. Paragraph 13 of the Filing No. 1 SIA is hereby amended to provide that the Town shall issue a certificate of occupancy for the building now being constructed on Lot 19, Town Center Subdivision, Filing No. 1, prior to the completion of all of the subdivision improvements identified herein as being incomplete, provided that:

i. All of the subdivision improvements necessary to ensure the health, safety and welfare of the occupants and visitors to said building shall have been completed and accepted by the Town; and

ii. In every other respect the construction of the building on Lot 19 has satisfied all applicable laws and regulations regarding the issuance of certificates of occupancy within the Town.

4. Except as expressly modified hereby, all terms and conditions of the Filing No. 1 SIA remain in full force and effect.



ATTEST:

Suzanne Cerise
Suzanne Cerise, Town Clerk

THE TOWN OF CARBONDALE

By:

Michael Hassig
Michael Hassig, Mayor

**ENGINEER'S OPINION OF PROBABLE CONSTRUCTION COST % COMPLETE
PUBLIC IMPROVEMENTS PHASE I
TOWN CENTER
SE JOB NO. 21141.01
NOVEMBER 18, 2004**

668231 02/04/2005 04:06P B1660 P897 M ALSDORF
4 of 4 R 21.00 D 0.00 GARFIELD COUNTY CO

ITEM	ORIGINAL ESTIMATE	WORK COMPLETE
1 MOBILIZATION	10,000.00	9,000.00
2 EXCAVATION	4,000.00	400.00
3 TRAFFIC CONTROL	2,000.00	200.00
4 SAWCUT REMOVE ASPHALT	375.00	-
5 3" ASPHALT IN STREET	4,854.50	-
6 2" ASPHALT OVERLAY	16,908.33	-
7 3" ASPHALT IN ALLEY	4,641.00	-
8 CLASS 6 ABC	4,360.19	436.02
9 CONCRETE C&G	15,296.00	-
10 CONCRETE DRIVEWAYS	3,000.00	-
11 5' SIDEWALK	10,155.00	-
12 HANDICAP RAMP	500.00	-
13 8" SDR 35 SEWERLINE	8,040.00	8,040.00
14 4' DIA SEWER MANHOLE	4,200.00	4,200.00
15 6" SEWER SERVICE	6,000.00	6,000.00
16 SEWER INTERCONNECTION	12,500.00	12,500.00
17 8" DIP WATERLINE	20,860.00	20,860.00
18 4" WATER SERVICES	4,800.00	2,400.00
19 8" GATE VALVE	6,300.00	6,300.00
20 WATER INTERCONNECTION	4,800.00	2,400.00
21 12" ADS N12	506.00	-
22 INLET STRUCTURES	2,800.00	-
23 DRY WELLS	5,400.00	-
24 4' UTILITY TRENCH ETC	4,092.00	4,092.00
25 3' UTILITY TRENCH ETC	2,096.00	2,096.00
26 ELECTRIC VAULTS	2,500.00	2,500.00
27 UNDERGROUND ELECTRIC	22,500.00	22,500.00
28 3' GAS SECONDARY	2,264.00	2,264.00
29 STREET LIGHTS	7,500.00	-
30 TREES	1,500.00	-
31 STREET LIGHT CONDUIT	1,200.00	-
32 IRRIGATION PIPE	4,000.00	-
33 STREETScape BRICK PAVING	3,850.00	-
34 WALK TO MAIN STREET	1,500.00	1,500.00
SUBTOTAL	205,298.02	107,688.02
CONTINGENCY 10%	20,529.80	-
TOTAL	225,827.82	107,688.02

NOTE: No onsite storm drain system included in estimate

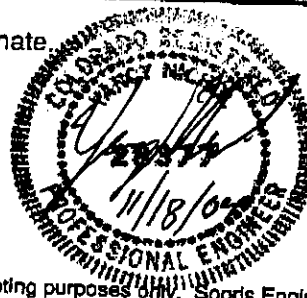


Exhibit A

NOTE: This opinion of probable construction cost was prepared for budgeting purposes only. Sopris Engineering, LLC cannot be held responsible for variances from this estimate as actual costs may vary due to bid and market fluctuations.