

FIFTY-SEVENTH AMENDMENT TO ANNEXATION AGREEMENT

Recorded at 10:10 o'clock A M SEP 12 1983 (Aurora)

BOOK 3965 PAGE 120

Reception No. 2322818 MARJORIE PAGE, Recorder

This Fifth Amendment to Annexation Agreement (this "Amendment") is made as of the 8th day of August, 1983, by and between THE CITY OF AURORA, COLORADO, a Colorado municipal corporation (the "City"), whose address is 1470 South Havana Street, Aurora, Colorado 80014, and MISSION VIEJO COMPANY, a California corporation ("Mission"), whose address is 6 Inverness Court East, Englewood, Colorado 80112.

In consideration of the mutual covenants and agreements contained herein, the parties agree as follows:

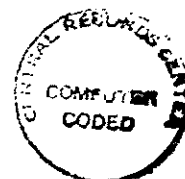
1. Annexation Agreement. The "Annexation Agreement" shall mean that certain Agreement dated May 24, 1971, by and between the City and Mission, recorded November 16, 1971, in Book 1972 at Page 502 of the records in the office of the Clerk and Recorder of Arapahoe County, Colorado (the "Arapahoe County Records"), as amended by that certain Addendum dated February 26, 1979, by and between the City and Mission, recorded April 3, 1979, in Book 2963 at Page 88 of the Arapahoe County Records, as amended by that certain Amendment to Annexation Agreement dated December 3, 1980, by and between the City and Mission, and as further amended by that certain Addendum Agreement dated December 21, 1981, by and between the City and Mission, as amended by that certain Fourth Amendment to Annexation Agreement dated October 25, 1982, by and between the City and Mission, recorded on November 17, 1982, in Book 3737 at Page 268 of the Arapahoe County Records.

2. Tract C. "Tract C" shall mean Tract C, Mission Viejo Subdivision, Filing No. 13, County of Arapahoe, State of Colorado, as shown on the recorded Final Plat thereof.

3. Purpose of Amendment. The City and Mission entered into the Annexation Agreement to define the rights and obligations of each party with regard to the annexation into the City and the development by Mission of certain real property described as Section 5, Township 5 South, Range 66 West of the 6th Principal Meridian, County of Arapahoe, State of Colorado (the "Property"). The City and Mission have agreed to certain amendments of the Annexation Agreement and desire to set forth the terms and provisions of such agreement.

4. Private Recreation Facilities. Section 4 of the Fourth Amendment to the Annexation Agreement currently provides that Mission shall commit not less than 7 acres for the utilization of private recreation facilities. Section 4 of the Fourth Amendment to the Annexation Agreement shall be and hereby is amended to decrease the number of acres which Mission shall be required to utilize for private recreation facilities from not less than 7 acres to not less than 4 acres. The City agrees that Tract C, which formerly had been committed for use as private recreation facilities pursuant to said Section 4 may be utilized by Mission to construct dwelling units thereon. Mission agrees that, as a condition of this Amendment changing the commitment for private recreation facilities from 7 acres to 4 acres and the Agreement of the City that Tract C may be utilized by Mission to construct dwelling units thereon, Mission will pay to the City a cash-in-lieu fee of Forty Seven Thousand Two Hundred and Twenty Dollars (\$47,220.00) before 7 days after the recording of the plat for Quincy Creek Subdivision Filing No. 1. The City agrees that such fee shall be used exclusively for the improvement of Alicia Park.

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5. Annexation Agreement Ratified and Incorporated. Subject to the provisions and agreements in the Annexation Agreement as hereby amended, the City and Mission hereby adopt, ratify and confirm the Annexation Agreement as hereby amended. The terms and provisions of this Amendment are hereby incorporated into the Annexation Agreement, and, except as specifically amended hereby, all the terms and provisions of the Annexation Agreement shall remain in full force and effect, unaltered and unchanged by this Amendment.

IN WITNESS WHEREOF, the parties hereto have caused this Fifth Amendment to Annexation Agreement to be executed as of the day and year first above written.

CITY OF AURORA, COLORADO,
a Colorado municipal
corporation

MISSION VIEJO COMPANY,
a California corporation

By *Dennis Champine*
DENNIS CHAMPINE, Mayor

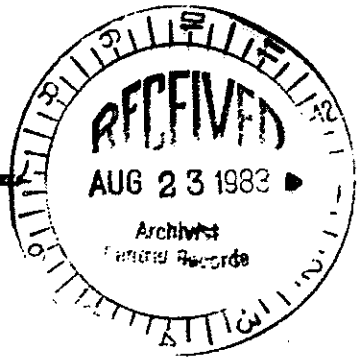
By *James G. Truffa*
President, Colorado Division

ATTEST:

ATTEST:

Gail C. Johnston
Deputy City Clerk
GAIL C. JOHNSTON

John S. Dean
Assistant Secretary



STATE OF COLORADO }
COUNTY OF ARAPAHOE } ss.

The foregoing instrument was acknowledged before me this 8th day of August, 1983, by Dennis Champine, as Mayor, and by Gail C. Johnston as Deputy City Clerk, of the City of Aurora, Colorado, a Colorado municipal corporation.

Witness my hand and official seal.

Brookly S. Stever
Notary Public
Address: 1470 S. Havana #820
Aurora, CO 80012



My commission expires: _____
My Commission Expires Dec. 23, 1987

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FOURTH AMENDMENT TO ANNEXATION AGREEMENT

(Aurora)

This Fourth Amendment to Annexation Agreement (this "Amendment") is made as of the 25th day of October, 1982, by and between THE CITY OF AURORA, COLORADO, a Colorado municipal corporation (the "City"), whose address is 1470 South Havana Street, Aurora, Colorado 80014, and MISSION VIEJO COMPANY, a California corporation ("Mission"), whose address is 6 Inverness Court East, Englewood, Colorado 80112.

In consideration of the mutual covenants and agreements contained herein, the parties agree as follows:

1. Annexation Agreement. The "Annexation Agreement" shall mean that certain Agreement dated May 24, 1971 by and between the City and Mission, recorded November 16, 1971 in Book 1972 at Page 502 of the records in the office of the Clerk and Recorder of Arapahoe County, Colorado (the "Arapahoe County Records"), as amended by that certain Addendum dated February 26, 1979, by and between the City and Mission, recorded April 3, 1979 in Book 2963 at Page 88 of the Arapahoe County Records, as amended by that certain Amendment to Annexation Agreement, dated December 3, 1980, by and between the City and Mission, and as further amended by that certain Addendum Agreement, dated December 21, 1981, by and between the City and Mission.

2. Tract B. "Tract B" shall mean Tract B, Mission Viejo Subdivision, Filing No. 13, County of Arapahoe, State of Colorado, as shown on the recorded Final Plat thereof.

3. Purpose of Amendment. The City and Mission entered into the Annexation Agreement to define the rights and obligations of each party with regard to the annexation into the City and the development by Mission of certain real property described as Section 5, Township 5 South, Range 66 West of the 6th Principal Meridian, County of Arapahoe, State of Colorado (the "Property"). The City and Mission have agreed to certain amendments of the Annexation Agreement and desire to set forth the terms and provisions of such agreement.

4. Private Recreation Facilities. Section 4 of the Annexation Agreement currently provides that Mission shall commit not less than 10 acres for the utilization of private recreation facilities. Section 4 of the Annexation Agreement shall be and hereby is amended to decrease the number of acres

which Mission shall be required to utilize for private recreation facilities from not less than 10 acres to not less than 7 acres. The City agrees that Tract B, which formerly had been committed for use as private recreation facilities pursuant to said Section 4 may be utilized by Mission to construct additional dwelling units thereon.

5. Public Parks and Recreation Facilities. Section 3 of the Annexation Agreement currently provides that Mission is required to dedicate to the City not less than 29.5 acres for utilization for public park and recreation facilities. Section 3 of the Annexation Agreement shall be and hereby is amended to increase the area to be dedicated by Mission to the City for use as public park and recreation facilities from not less than 29.5 acres to not less than 33 acres. This increase in the number of acres to be used for public park and recreation facilities results by adding to the area to be used for public park and recreation facilities the approximate number of acres resulting from the reduction in the number of acres to be used for private recreation facilities, as discussed in Section 5 above.

6. Annexation Agreement Ratified and Incorporated. Subject to the provisions and Agreements in the Annexation Agreement as hereby amended, the City and Mission hereby adopt, ratify and confirm the Annexation Agreement as hereby amended. The terms and provisions of this Amendment are hereby incorporated into the Annexation Agreement, and, except as specifically amended hereby, all the terms and provisions of the Annexation Agreement shall remain in full force and effect, unaltered and unchanged by this Amendment.

IN WITNESS WHEREOF, the parties hereto have caused this Fourth Amendment to Annexation Agreement to be executed as of the day and year first above written.

CITY OF AURORA, COLORADO,
a Colorado municipal
corporation

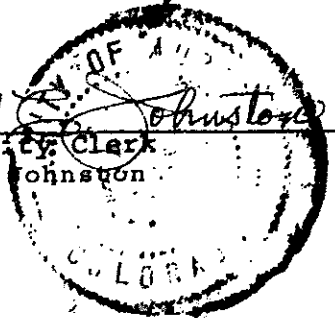
MISSION VIEJO COMPANY, a
California corporation

By *Dennis Champine*
Dennis Champine Mayor

By *James A. Jeffrey*
President, Colorado Division

ATTEST:
Gail C. Johnston
Deputy City Clerk
Gail C. Johnston

ATTEST:
James A. Jeffrey
Assistant Secretary



STATE OF COLORADO)
)
COUNTY OF ARAPAHOE) ss.

The foregoing instrument was acknowledged before me this 25th day of October, 1982, by Dennis Champine, as Mayor, and by Gail C. Johnston, as Deputy City Clerk, of the City of Aurora, Colorado, a Colorado municipal corporation.

Witness my hand and official seal.

My commission expires: My Commission Expires Dec. 23, 1992

My business address is: 1470 S. Havana, #820, Aurora, CO 80012



Northy Steiner
Notary Public

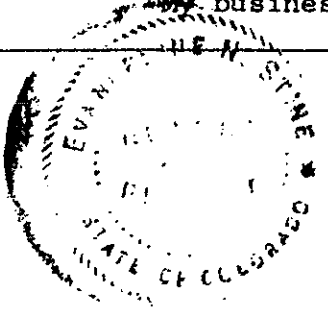
STATE OF COLORADO)
)
COUNTY OF ARAPAHOE) ss.

The foregoing instrument was acknowledged before me this 22nd day of September, 1982, by James J. Dwyer, as President, Colorado Division and by Joseph B. Blaker, as Assistant Secretary of Mission Viejo Company, a California corporation.

Witness my hand and official seal.

My commission expires: April 28, 1985

My business address is: 6 Business Court East Englewood, CO 80112



Evangelina N. Steiner
Notary Public