

APPENDIX C

FIFTH AMENDMENT TO THE ESTABLISHING CONTRACT
FOR THE
E-470 PUBLIC HIGHWAY AUTHORITY

This FIFTH AMENDMENT TO THE ESTABLISHING CONTRACT FOR THE E-470 PUBLIC HIGHWAY AUTHORITY ("the Fifth Amendment") is made and entered into as of this 12th day of December, 1990, pursuant to Colo. Const. Art. XIV, Sec. 18(2), title 30, C.R.S., title 31, C.R.S., appropriate municipal charter provisions, and part 5 of article 4, title 43, C.R.S., by and between ADAMS COUNTY, a body politic and corporate and a political subdivision of the State of Colorado, ARAPAHOE COUNTY, a body politic and corporate and a political subdivision of the State of Colorado, DOUGLAS COUNTY, a body politic and corporate and a political subdivision of the State of Colorado, the CITY OF AURORA, a municipal corporation and political subdivision of the State of Colorado, the TOWN OF PARKER, a municipal corporation and political subdivision of the State of Colorado, the CITY OF THORNTON, a municipal corporation and political subdivision of the State of Colorado, and the CITY OF BRIGHTON, a municipal corporation and political subdivision of the State of Colorado (singularly or collectively "the Governmental Unit(s)").

RECITALS

WHEREAS, the large population and population growth within the Denver metropolitan region, the significant and growing demand for construction of beltways within the Denver metropolitan region to facilitate traffic movement and the inadequacy of current transportation facilities to meet that demand, the division of the Denver metropolitan region into a variety of incorporated and unincorporated areas, the need to coordinate planning and construction of beltways or other transportation improvements to serve regional needs, and the limited availability of state and federal funds for such purposes, have caused the Colorado general assembly to enact the "Public Highway Authority Law" in part 5 of article 4, title 43, C.R.S. ("the Act"); and

WHEREAS, it is the stated intention of the Colorado general assembly that public highway authorities be formed to finance, construct, operate, or maintain all or a portion of a beltway or other transportation improvements in, inter alia, the Denver metropolitan region which, because of the cost or the location thereof in the jurisdiction of more than one municipality or county, cannot feasibly be financed, constructed, operated, or maintained by a municipality or county acting alone; and

WHEREAS, it is also the intention of the Colorado

general assembly that public highway authorities not be formed to assume, directly or indirectly, the traditional role of counties or municipalities to finance, construct, operate, or maintain local arterial or collector streets; and

WHEREAS, a public highway authority denominated the "E-470 Public Highway Authority" ("the Authority") was created by contract dated as of January 13, 1988, as amended ("the Establishing Contract"), by and between Adams County, Arapahoe County and Douglas County, and, by amendments to the Establishing Contract, the City of Aurora, the Town of Parker, and the City of Thornton, to finance, construct, operate or maintain E-470; and

WHEREAS, pursuant to paragraph 13 of the Establishing Contract, the Board of Directors of the Authority may include additional parties to the Establishing Contract upon such terms and conditions as the Board deems appropriate, subject to appropriate amendment of the Establishing Contract by all the Governmental Units; and

WHEREAS, the City of Brighton has requested that it become a party to the Establishing Contract and a member of the Authority; and

WHEREAS, the Board of Directors of the Authority has approved the addition of the City of Brighton as a party to the Establishing Contract and a member of the Authority, subject to the amendment of the Establishing Contract for the Authority permitting the addition of such member by all the current members of the Authority; and

WHEREAS, the execution of this Fifth Amendment by the Governmental Units would implement Colo. Const. Art. XIV, Sec. 18(2), and is essential to the continued economic growth of the Denver metropolitan region, is in the public interest, and will promote the health, safety, and welfare of the citizens of this state by securing for them more adequate transportation;

NOW, THEREFORE, in consideration of the mutual promises and benefits herein expressed, and for other good and valuable consideration, the receipt and sufficiency of which is hereby freely acknowledged, the Governmental Units hereby covenant and agree as follows:

COVENANTS AND AGREEMENTS

1. Addition of the City of Brighton . In accordance with the provisions of paragraphs 10 and 13 thereof, the Establishing Contract is hereby amended in the following particulars: The City of Brighton is admitted as a Governmental Unit and Party to the Establishing Contract and the E-470 Public Highway Authority, with all the rights, privileges and duties associated therewith, and the initial paragraph, the recitals, the body and the signature pages of the Establishing Contract shall be deemed amended to reflect this action.

2. Right-of-Way Dedication . By virtue of this

Contract all Governmental Units agree to require right-of-way dedication for the E-470 highway. Land acquired by the Governmental Unit shall be dedicated to the Authority after the Governmental Unit is satisfied with the design, configuration, construction plans and construction timing of E-470 and the right-of-way acquired by the Governmental Unit. In requiring right-of-way dedication for the E-470 highway in the context of their zoning and/or land use regulations, the Governmental Units shall not be required to commit an unconstitutional taking of property without just compensation, and are not required by this Contract to compensate a property owner for E-470 right-of-way. In the context of annexations of land into their respective boundaries, the municipal Governmental Units shall require E-470 right-of-way dedication as a condition to annexation.

- a. Pursuant to paragraph 2 above, the City of Brighton will require the dedication of the 300 foot-wide, mainline, and interchange rights-of-way for the following parcels, identified by owner and Adams County Tax I.D. number:

REQUIRED DEDICATION

Owner	Parcel I.D.
L. Bracksieck	1569-29-0-00-009
Nibbe	1569-31-0-00-032
Nibbe	1569-31-0-00-033
Nibbe	1569-31-0-00-013
Meyers	1569-31-0-00-016
J. Appelhanz	1569-30-0-00-031
M. Tashiro	1569-30-0-11-001
R. Hallmark	1569-30-0-11-004
R. Warner	1571-25-0-00-023
H. Lewis	1571-36-0-00-009
F. Huebner	1571-25-0-00-011
J. Vaughn	1571-36-0-00-031
J. Vaughn	1571-36-0-00-003
Okada Farms Inc.	1571-25-0-00-008
Sakaguchi	1571-25-0-00-031
Wagner	1571-26-0-00-004
J. Worthing	1571-26-0-00-026
J. Worthing	1571-26-0-02-012
Henderson Aggregate	1571-26-0-02-009
Market Place-85	1571-25-0-00-001
Falcon Resources	1571-23-0-00-016
A. Littlefield	1571-23-0-00-009
A. Littlefield	1571-22-0-00-004
E. Goetz	1571-23-0-00-020
A. Wiggett	1571-22-0-00-002
F. Tsuzuki	1571-22-0-00-001

- b. The right-of-way dedication requirements contained in paragraph 2, above, shall apply to the City of Brighton except as follows: The City of Brighton

shall not be required to exact dedication, as a condition to annexation, approval of zoning, development or otherwise, of E-470 right-of-way in the following parcels, identified by owner and Adams County Tax I.D. number, due to the location and configuration of said parcels:

NO DEDICATION REQUIRED

Owner Name	Parcel I.D.
I. Mowery	1569-28-0-00-007
W. Pollard	1569-33-0-00-001
W. Pollard	1569-28-0-00-008
Third Creek Associates	1569-32-0-00-001
Off	1569-31-0-00-004
J. Lynch	1571-25-0-00-007
J. Hezlep	1571-25-0-00-021
J. Hezlep	1571-25-0-00-019
D. Kungel	1571-25-0-00-020
J. Lynch	1571-25-0-00-014
Henderson Development Co.	1571-26-0-03-006
Henderson Development Co.	1571-35-0-13-003
Henderson Development Co.	1571-35-0-13-002
Henderson Development Co.	1571-35-0-13-001
Henderson Development Co.	1571-26-0-03-005
Colorado Sand and Gravel	1571-26-0-06-013
Colorado Sand and Gravel	1571-26-0-06-009
Colorado Sand and Gravel	1571-26-0-06-010
Colorado Sand and Gravel	1571-26-0-06-011
Colorado Sand and Gravel	1571-26-0-06-012
Colorado Sand and Gravel	1571-25-0-01-002
Colorado Sand and Gravel	1571-25-0-01-001
Colorado Sand and Gravel	1571-26-0-06-008
Western Paving	1571-26-0-04-001

- c. The City of Brighton shall require dedication, as a condition to zoning, development or otherwise, of E-470 right-of-way for 300 foot-wide mainline and right-of-way for interchanges of the following parcels, identified by owner and Adams County Tax I.D. number, to the extent possible under the terms of annexation agreements which were made previous to the effective date of this agreement:

PARCELS COVERED BY PREVIOUS ANNEXATIONS

Owner	Parcel I.D.
Amend Partners	1569-31-0-00-020
Amend Partners	1569-31-0-00-003
Amend Partners	1569-31-0-00-025
Amend Partners	1569-30-0-00-023
Sable Farms, Ltd.	1569-31-0-00-001
Carlson, et.al.	1571-23-0-00-025

Carlson, et.al.
Carlson, et.al.

1571-23-0-00-015
1571-23-0-00-012

3. Membership Fee . The City of Brighton shall pay the Twenty-Five Thousand Dollar (\$25,000.00) fee for membership in the Authority with payment due on or before the date the City of Brighton is seated on the E-470 Board.

4. Prior Provisions Effective . Except as specifically amended hereby, all the terms and provisions of the Establishing Contract and amendments thereto shall remain in full force and effect.

5. Counterpart Execution . This Fifth Amendment may be executed in several counterparts, each of which shall be deemed an original, and all of which together shall constitute one and the same instrument.

ADAMS COUNTY

By: David E. Kite
Title: Chairman

ATTEST:

By: _____
Title: _____

STATE OF COLORADO)
COUNTY OF Adams) ss.

The foregoing instrument was acknowledged before me
this 30th day of January, 1991, by David E. Kite
and _____ as Chairman
and _____ of Adams County Board of Commissioners

Witness my hand and official seal.

My commission expires May 24, 1993.

Sandra L. Otis
Notary Public

ARAPAHOE COUNTY

By: John J. Nichol
Title: Chairman
Board of County Commissioners
Arapahoe County

ATTEST:

By: Marjorie Page
Title: Clerk-Recorder

STATE OF COLORADO)
COUNTY OF Arapahoe) ss.

The foregoing instrument was acknowledged before me
this 15th day of January, 1991, by John J. Nichol
and Marjorie Page as Chairman, BOCC and
Clerk-Recorder of Arapahoe County.

Witness my hand and official seal.

My commission expires 6/6/92.

Margaret E. Krectel
Notary Public

DOUGLAS COUNTY

By: Robert A. Winter
Title: Chairman 2-26-41

ATTEST:

By: Reta A. Gair
Title: Notary Public

STATE OF COLORADO)
COUNTY OF _____) ss.

The foregoing instrument was acknowledged before me
this _____ day of _____, 19____, by _____
and _____ as _____ and
_____ of _____.

Witness my hand and official seal.

My commission expires _____.

Notary Public

CITY OF AURORA

By: Paul E. Tamm
Title: Mayor

ATTEST:

By: Dorinda L. Young
Title: City Clerk

STATE OF COLORADO)
COUNTY OF GRACIA) ss.

The foregoing instrument was acknowledged before me
this 12th day of June, 1991, by Dorinda L. Young
and Paul E. Tamm as Mayor and
of _____.

Witness my hand and official seal.

My commission expires 7-21-91.

[Signature]
Notary Public

TOWN OF PARKER

By: Ann Waterman
Title: Mayor

ATTEST:

By: Carol Baumgartner
Title: Town Clerk

STATE OF COLORADO)
COUNTY OF Douglas) ss.

The foregoing instrument was acknowledged before me
this 25th day of February, 1991, by Ann Waterman
and Carol Baumgartner as Mayor and
Town Clerk of the Town of Parker, Colorado.

Witness my hand and official seal.

My commission expires November 7th, 1994.

[Signature]
Notary Public

CITY OF THORNTON

By: Margaret W. Carpenter
Title: Mayer

ATTEST:

By: Nancy A. Vincent
Title: Atty Clerk

STATE OF COLORADO)
COUNTY OF Adams) ss.

The foregoing instrument was acknowledged before me
this 11th day of February, 1941, by Margaret W. Carpenter
and Nancy A. Vincent as Mayer and
Atty Clerk of Thornton.

Witness my hand and official seal.

My commission expires September 17 1973.

Franklin D. Miller
Notary Public

CITY OF BRIGHTON

By: Donald A. Hamstra
Title: Mayor

ATTEST:

By: Marianne Thomas
Title: City Clerk

STATE OF COLORADO)
COUNTY OF Adams) ss.

The foregoing instrument was acknowledged before me this 7th
day of June, 1991, by Donald A. Hamstra
and Marianne Thomas as Mayor
and City Clerk of Brighton, Colorado.

Witness my hand and official seal.

My commission expires October 25, 1991.

Alexander L. Lickman
Notary Public