

Second Amendment to Birdhouse Development Agreement

This Second Amendment to Birdhouse Development Agreement (the "Second Amendment") is made and entered into this ____ day of _____, 2020 (the "Effective Date"), by and between the Town of Erie, a Colorado municipal corporation with an address of P.O. Box 750, Erie, CO 80516 (the "Town"), and RTR Birdhouse Holdings LLC, a Colorado limited liability company with a principal place of business at 11013 Circle Drive, Erie, CO 80403 ("Developer") (each a "Party" and collectively the "Parties").

Whereas, on December 10, 2019, the Parties entered into a Development Agreement (the "Agreement");

Whereas, on June 17, 2020, the Parties entered into the First Amendment to the Agreement (the "First Amendment"); and

Whereas, the Parties wish to amend the Agreement again as provided herein.

Now, therefore, in consideration of the promises and the mutual covenants herein contained, the sufficiency of which is hereby acknowledged, the Parties agree as follows:

1. Section 2(b) of the Agreement is hereby deleted.
2. Section 6 of the Agreement is hereby amended to read as follows:
 6. Lien. In lieu of a letter of credit or cash to secure the construction and installation of the Improvements, Developer consents to the Town's recording of a Junior Deed of Trust on the Property in the amount of \$92,500, in the form attached hereto and incorporated herein by this reference as **Exhibit C**.
3. Except as expressly modified herein, the Agreement shall remain in full force and effect.

In Witness Whereof, the Parties have executed this Second Amendment as of the Effective Date.

Town of Erie, Colorado

Jennifer Carroll, Mayor

Attest:

Heidi Leatherwood, Town Clerk

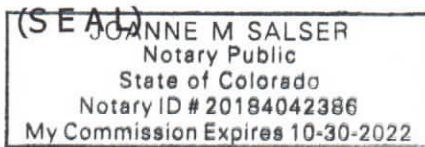
**REARVIEW MIRROR CONCEPTS LLC,
ITS MANAGER**

By: SSS
Scott Skiba, Manager

STATE OF COLORADO)
COUNTY OF Weld) ss.

The foregoing instrument was subscribed, sworn to, and acknowledged before me this 16th day of October, 2020, by Scott Skiba as the Manager of Rearview Mirror Concepts LLC, as the Manager of RTR Birdhouse Holdings LLC.

My commission expires: 10-30-22



[Signature]
Notary Public

Exhibit C
Form of Junior Deed of Trust