

TOWN OF SUPERIOR
RESOLUTION NO. R-42
SERIES 2019

A RESOLUTION OF THE BOARD OF TRUSTEES OF THE TOWN OF SUPERIOR APPROVING A FIRST AMENDMENT TO SETTLEMENT AGREEMENT AND PURCHASE AND SALE AGREEMENT WITH CENTENNIAL VENTURE I, LLC

WHEREAS, on June 17, 2019, the Board of Trustees approved by motion the Settlement Agreement and Purchase and Sale Agreement (the "Agreement") between the Town and Centennial Venture I, LLC, which Agreement settled the litigation between the parties and authorized the purchase of the property at issue;

WHEREAS, on June 18, 2019, the parties executed the Agreement; and

WHEREAS, following execution of the Agreement, the parties discovered an error in the legal description of the property, and wish to correct that error.

NOW, THEREFORE, BE IT RESOLVED BY THE BOARD OF TRUSTEES OF THE TOWN OF SUPERIOR, COLORADO, that:

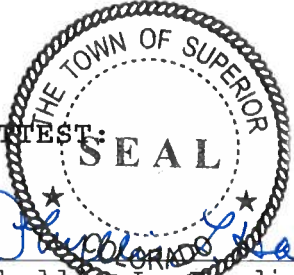
Section 1. The First Amendment to Settlement Agreement and Purchase and Sale Agreement between the Town and Centennial Venture I, LLC is hereby approved in substantially the form attached hereto, subject to final approval of the Town Attorney.


ADOPTED this 22nd day of July, 2019.



Clint Folsom, Mayor

ATTEST:




Phyllis Hardin, Town Clerk-Treasurer

**FIRST AMENDMENT TO
SETTLEMENT AGREEMENT
AND
PURCHASE AND SALE AGREEMENT
(Former Land Rover Superior Property)**

THIS FIRST AMENDMENT TO SETTLEMENT AGREEMENT and PURCHASE AND SALE AGREEMENT (this “**Amendment**”) is made and entered into as of July 22, 2019 (the “**Effective Date**”) by and between CENTENNIAL VENTURE I LTD. LIABILITY CO., a Colorado limited liability company (“**CV I**”), and the TOWN OF SUPERIOR, a Colorado municipal corporation (“**Town**”) (collectively the “**Parties**” and each individually as a “**Party**”).

Recitals

This Amendment is made with respect to the following facts:

- A. The Parties entered into that certain Settlement Agreement and Purchase and Sale Agreement (Former Land Rover Superior Property) on June 18, 2019 (the “**Agreement**”).
- B. All initially capitalized terms used herein without definition have the same meaning as set forth in the Agreement.
- C. The Parties have subsequently determined that the legal description of the Land set forth on Exhibit A to the Agreement contained an error.
- D. The Parties now desire to amend the Agreement to correct the aforementioned error in the legal description of the Land.

Agreement

In consideration of the mutual promises and agreements set forth below, and for other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the Parties hereby agree as follows:

1. Replacement of Legal Description. Exhibit A as attached to the Agreement is hereby deleted and replaced in its entirety with Exhibit A attached hereto and incorporated herein.
2. Ratification of Agreement. Except as modified herein, all of the terms, covenants, conditions, and provisions of the Agreement shall remain in full force and effect, and the same are hereby ratified. To the extent of any conflict between the terms and provisions of the Agreement and the terms and provisions of this Amendment, the terms and provisions of this Amendment shall govern and control. The Agreement is hereby reinstated and of full force and effect.

3. Counterparts; Telecopy and Electronic Signatures. This Amendment may be executed in counterparts, each of which shall be deemed an original, but all of which together shall constitute one and the same instrument. Copies of this signed Amendment transmitted by telecopier and/or scanned/mailed copies of this signed Amendment shall be binding and effective as if the same were an original.

[Signature Pages Follow]

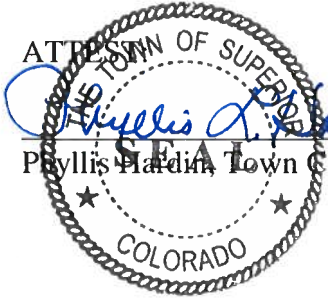
IN WITNESS WHEREOF, the Parties have executed this Agreement as of the Effective Date.

TOWN OF SUPERIOR:

Clint Folsom

Clint Folsom, Mayor

Phyllis A. Harkin
Phyllis Harkin, Town Clerk

The seal is circular with a rope-like border. Inside the border, the text "TOWN OF SUPERIOR" is written along the top arc and "COLORADO" along the bottom arc. Two five-pointed stars are positioned on the left and right sides. In the center of the seal, the word "SEAL" is printed in a bold, serif font.

By: _____

CV I:

CENTENNIAL VENTURE I LTD. LIABILITY
CO., a Colorado limited liability company

Date: 7/15, 2019

By:

Title:



MANAGER

Exhibit A

LEGAL DESCRIPTION OF THE LAND

Lot 1
Block 1
Centennial Venture IV – Replat A
County of Boulder
State of Colorado

Together with:

Lot 1A
Rock Creek Centennial Venture IV Minor Subdivision
County of Boulder
State of Colorado