

AMENDATORY AGREEMENT

THIS AMENDATORY AGREEMENT is made and entered into by and between the **CITY AND COUNTY OF DENVER**, a municipal corporation of the State of Colorado (the "City"), and the **DENVER BOTANIC GARDENS, INC.**, a Colorado nonprofit corporation ("**Foundation**"), the **CITY AND COUNTY OF DENVER**, a Colorado municipal corporation ("**City**"), and **UMB Bank, N.A.**, as Escrow Agent, a national banking association organized and existing under the laws of the United States of America (the "**Escrow Agent**").

WITNESSETH:

WHEREAS, the City, the Foundation and the Escrow Agent previously entered into an Agreement dated February 10, 2009 relating to escrow services (the "Agreement"); and

WHEREAS, On November 12, 2008 the City entered into a Lease transaction with the 2008B Trust renamed to be the 2017A Trust which transaction has been determined to be amended and restated with the 2017A Trust in its entirety in order to effect savings available from a refinancing of the 2008B Lease payments and advance refunding of the 2008B Trust's Certificates; and

WHEREAS, the 2017A Lease amendment of the 2008B Lease also revises the payment schedule which changes the amounts to be deposited into the escrow account under the Agreement;

NOW, THEREFORE, in consideration of the premises and the mutual covenants and obligations herein set forth, the parties agree as follows:

1. The Amended Lease Payment Schedule is attached hereto and incorporated herein as **Appendix A-1** and all references to "**Appendix A**" are hereby amended to read "**Exhibits A or A-1**, as applicable".
2. The City address for notices is amended to be: The City and County of Denver, Manager of Finance, 201 West Colfax Avenue, Dept. 1010 Denver, Colorado 80202.
3. Except as herein amended, the Agreement is affirmed and ratified in each and every particular.

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Contract Control Number: FINAN-CE8A130-01

Contractor Name: Denver Botanic Gardens

IN WITNESS WHEREOF, the parties have set their hands and affixed their seals at Denver, Colorado as of

SEAL

CITY AND COUNTY OF DENVER

ATTEST:

By _____

APPROVED AS TO FORM:

REGISTERED AND COUNTERSIGNED:

Attorney for the City and County of
Denver

By _____

By _____

By _____



Contract Control Number: FINAN-CE8A130-01

Contractor Name: Denver Botanic Gardens

By: _____

Name: _____
(please print)

Title: _____
(please print)

ATTEST: [if required]

By: _____

Name: _____
(please print)

Title: _____
(please print)



Contract Control Number: FINAN-CE8A130-01

Contractor Name: UMB Bank, N.A

By: _____

Name: _____
(please print)

Title: _____
(please print)

ATTEST: [if required]

By: _____

Name: _____
(please print)

Title: _____
(please print)



Exhibit A-1
BASE RENTALS SCHEDULE
(Relating to Certificates of Participation, Series 2017A)

Base Rentals Payment Date	Base Rentals Principal Portion*	Base Rentals Interest Portion	Total Base Rentals
06/01/2017	\$ --	\$ 128,333.33	\$ 128,333.33
12/01/2017	--	220,000.00	220,000.00
06/01/2018	--	220,000.00	220,000.00
12/01/2018	500,000.00	220,000.00	720,000.00
06/01/2019	--	213,750.00	213,750.00
12/01/2019	1,473,925.00	213,750.00	1,687,675.00
06/01/2020	--	195,325.94	195,325.94
12/01/2020	1,523,773.00	195,325.94	1,719,098.94
06/01/2021	--	176,278.78	176,278.78
12/01/2021	1,581,868.00	176,278.78	1,758,146.78
06/01/2022	--	156,505.43	156,505.43
12/01/2022	1,640,239.00	156,505.43	1,796,744.43
06/01/2023	--	136,002.44	136,002.44
12/01/2023	1,701,133.00	136,002.44	1,837,135.44
06/01/2024	--	114,738.28	114,738.28
12/01/2024	1,704,349.00	114,738.28	1,819,087.28
06/01/2025	--	93,433.91	93,433.91
12/01/2025	1,761,332.00	93,433.91	1,854,765.91
06/01/2026	--	71,417.26	71,417.26
12/01/2026	1,830,540.00	71,417.26	1,901,957.26
06/01/2027	--	48,535.51	48,535.51
12/01/2027	1,891,492.00	48,535.51	1,940,027.51
06/01/2028	--	24,891.86	24,891.86
12/01/2028	1,991,349.00	24,891.86	2,016,240.86
Totals*	\$ 17,600,000.00	\$ 3,250,092.15	\$ 20,850,092.15

For the purpose of providing the actual Base Rentals due under this Exhibit C of the 2017A Lease, the Chief Financial Officer may adjust the amounts of the Principal Portions and the Interest Portions of such Base Rentals within and between each Fiscal Year set forth above; provided that the Total Aggregate Principal Portion and the total Interest Portion of Base Rentals due under this Exhibit C of the 2017A Lease shall not exceed \$20,850,092.15.

* Total Aggregate Principal Portion of Base Rentals in respect of the Leased Property is to be added together to equal the Total Aggregate Principal Portion of Base Rentals due under this 2017A Lease.