

EXHIBIT A

**AMENDMENT NO. 1 TO THE
MEMORANDUM OF UNDERSTANDING DATED JUNE 19, 2008**

WITNESSETH:

WHEREAS, the City of Centennial, Colorado, Arapahoe County, Colorado, and the City of Greenwood Village, Colorado (collectively, the "Parties") are members of that certain coalition created to assist with identifying federal discretionary planning and construction funding for the Interstate-25 and Arapahoe Road interchange (the "Coalition"); and

WHEREAS, the Coalition was created pursuant to that certain Memorandum of Understanding dated June 19, 2008 (the "MOU"); and

WHEREAS, Section 4.B. of the MOU states that the Coalition has the option to extend the MOU for up to one additional year beyond December 31, 2009; and

WHEREAS, Section 4.C. of the MOU requires that any such extension be evidenced through a written amendment to that effect, executed by all members of the Coalition; and

WHEREAS, the Parties desire to extend the term of the MOU to December 31, 2010 in accordance with its terms;

NOW, THEREFORE, the Parties hereto agree as follows:

- A. The term of the MOU shall be extended to December 31, 2010.
- B. All other terms and conditions of the MOU shall remain in full force and effect.

IN WITNESS WHEREOF, the Parties have executed this Amendment No. 1 to the Memorandum of Understanding dated June 19, 2008 by their duly authorized representatives on the dated indicated below their respective signatures.

ARAPAHOE COUNTY, COLORADO

**CITY OF GREENWOOD VILLAGE,
COLORADO**

By: _____
Susan Beckman, Chair
Date: _____

By: _____
Nancy N. Sharpe, Mayor
Date: _____

CITY OF CENTENNIAL, COLORADO

By: _____
Randolph E. Pye, Mayor
Date: _____