

**SECOND AMENDMENT TO AND ASSIGNMENT OF
LEASE AND OPTION TO PURCHASE**

This Second Amendment to and Assignment of Lease and Option to Purchase (“Second Amendment”) is made and entered into as of April ____, 2015, by and among THE TOWN OF NEW CASTLE, a Colorado Home Rule Municipality (“Town”), and COMMUNITY RESOURCES & HOUSING DEVELOPMENT CORPORATION, a Colorado non-profit corporation (“CRHDC” or “Assignor”) and Lakota Ridge Senior Apartments LLC, a Colorado limited liability company (“Lakota Ridge” or “Assignee”), collectively referred to as the Parties.

1. Option Price. The following sentence is hereby added after the 5th sentence in paragraph 1(c) of the Lease and Option to Purchase dated November 10, 2014, as amended by the First Amendment to Lease and Option to Purchase dated January 20, 2015, (collectively, the “Agreement”):

Pursuant to the above, the current Option Price as of April 24, 2015 is \$197,500.

2. Assignment of Option. CRHDC desires to assign its rights and obligations pertaining to the Agreement as amended hereby to Lakota Ridge Senior Apartments LLC (“Lakota Ridge”), a single asset ownership entity, for purposes of developing the Property. The Town consents to CRHDC assigning the Agreement to Lakota Ridge. Lakota Ridge (“Assignee”) is willing and hereby agrees to undertake all of the obligations of CRHDC (the “Assignor”) under the Agreement. As of the date of this Second Amendment, Assignor assigns to the Assignee and the Assignee accepts from the Assignor all of Assignor’s right, title, and interest in and to obligations under the Agreement as amended hereby. Therefore, all references in the Agreement to Community Resources & Housing Development Corporation, a Colorado non-profit corporation and CRHDC are hereby substituted with Lakota Ridge Senior Apartments LLC, a Colorado limited liability company and Lakota Ridge, respectively.

3. Prior Agreements. Except only as modified above, the parties ratify and affirm each and every provision of the Agreement, which is incorporated herein by reference.

SO AGREED effective as of the date first written above.

TOWN OF NEW CASTLE, COLORADO

Bob Gordon, Mayor

Attest: _____
Melody Harrison, Town Clerk

COMMUNITY RESOURCE & HOUSING DEVELOPMENT CORPORATION

By: _____

LAKOTA RIDGE SENIOR APARTMENTS LLC

By: Tierra Del Sol, a New Mexico nonprofit corporation
Its: Sole Member

By: