

FIRST AMENDMENT  
TO THE  
NORTH METRO FIRE RESCUE DISTRICT  
"OLD HIRE" DEFINED BENEFIT PLAN AND TRUST AGREEMENT  
["DROP" and "EGTRRA"]

THIS FIRST AMENDMENT TO THE NORTH METRO FIRE RESCUE DISTRICT "OLD HIRE" DEFINED BENEFIT PLAN AND TRUST AGREEMENT ["DROP" and "EGTRRA"] (the "DROP Plan), made and entered into on May 29, 2007, by and between the NORTH METRO FIRE RESCUE DISTRICT (formerly the West Adams County Fire Protection District), a Colorado fire protection district (hereinafter the "Employer"), and the Trustees whose signatures appear on the last page hereof (hereinafter the "Trustees").

RECITALS:

WHEREAS, the original WEST ADAMS COUNTY FIRE PROTECTION DISTRICT "OLD HIRE" DEFINED BENEFIT PLAN AND TRUST AGREEMENT PLAN (the "Original Plan") was established effective as of January 1, 1986, and the Original Plan was amended, in restated form, by THE AMENDED AND RESTATED NORTH METRO FIRE RESCUE AUTHORITY "OLD HIRE" DEFINED BENEFIT PLAN AND TRUST AGREEMENT, dated March 19, 1996, which was amended by that certain FIRST AMENDMENT TO THE AMENDED AND RESTATED NORTH METRO FIRE RESCUE AUTHORITY "OLD HIRE" DEFINED BENEFIT PLAN AND TRUST AGREEMENT, dated January 11, 2000; and

WHEREAS, THE AMENDED AND RESTATED NORTH METRO FIRE RESCUE AUTHORITY "OLD HIRE" DEFINED BENEFIT PLAN AND TRUST AGREEMENT, dated March 19, 1996, was subsequently amended, in restated form to comply with the "GUST" amendments to Internal Revenue Code of 1986, as amended (the "Code"), by the NORTH METRO FIRE RESCUE DISTRICT "OLD HIRE" DEFINED BENEFIT PLAN AND TRUST AGREEMENT [January 1, 2002], dated February 27, 2002 (the "GUST Plan"); and

WHEREAS, the GUST Plan was submitted to the Internal Revenue Service (the "Service") on February 28, 2002, for its determination that the GUST Plan complied with the GUST changes to the Code so that the Plan continued to be a tax qualified plan under Code Section 401(a) and that the Plan's Trust continued to be a tax-exempt trust under Code Section 501(a); and

WHEREAS, prior to receiving a favorable determination letter from the Service as to whether the GUST Plan complied with the GUST changes to the Code, on December 12, 2002, the Employer and the Trustees adopted and executed the DROP Plan, amending and restating the GUST Plan in its entirety, effective as of January 1, 2002, incorporating the same GUST changes to the Code which were set forth in the GUST Plan, but adding a Deferred Retirement Option Plan ("DROP") provision to the GUST Plan as an incentive to retain senior employees; and

WHEREAS, the DROP Plan was submitted to the Service on December 31, 2002, for its determination that the DROP Plan complied with the Code so that the Plan continued to be a tax qualified plan under Code Section 401(a) and that the Plan's Trust continued to be a tax-exempt trust under Code Section 501(a); and

WHEREAS, in order to obtain a favorable determination from the Service that the GUST Plan, as amended and restated by the DROP Plan, complies with the GUST changes to the Code and otherwise remains a tax qualified plan under Code Section 401(a), and that the Plan's Trust remains a tax-exempt trust under Code Section 501(a), the Employer and the Trustees have determined to amend the Plan by this FIRST AMENDMENT as set forth hereinafter.

NOW, THEREFORE, in consideration of the premises and the mutual covenants and promises contained herein, the receipt and sufficiency of which are hereby acknowledged, the parties hereto hereby agree that the Plan be amended as follows:

1. Section 1.04 of the Plan is hereby amended and restated in its entirety as follows:

1.04 "Actuarial Equivalent" shall mean a benefit of equal value computed by the Actuary using the actuarial method and actuarial assumptions established by the FPPA pursuant to the applicable provisions of CRS, which are then in effect as of the date of such computation; provided, however, that (a) for any distribution with an annuity starting date on or after January 1, 1995, but prior to December 31, 2002, the Applicable Mortality Table used for purposes of adjusting any benefit or limitation under Code Section 415(b)(2)(B) or (D) and for purposes of satisfying the requirements of Code Section 417(e) is the 83 GAM unisex/blended table prescribed in Revenue Ruling 95-6, and (b) for any distribution with an annuity starting date on or after December 31, 2002, the Applicable Mortality Table used for purposes of adjusting any benefit or limitation under Code Section 415(b)(2)(B) or (D) and for purposes of satisfying the requirements of Code Section 417(e) is the 1994 GAR table prescribed in Revenue Ruling 2001-62. For any distribution with an annuity starting date on or after December 31, 2002, for purposes of adjusting any benefit or limitation under Code Section 415(b)(2)(B) for any form of benefit subject to Code Section 417(e)(3), the Applicable Interest Rate shall be as defined in Code Section 417(e)(3).

2. Section 1.19 of the Plan is hereby amended and restated in its entirety as follows:

1.19 "Highly Compensated Employee" means an Employee who:

(a) during the Plan Year or during the preceding Plan Year, if applicable to the Plan, is a more than 5% owner of the Employer (applying the constructive ownership rules of Code Section 318, and applying the principles of Code Section 318, for an unincorporated entity); or

(b) during the preceding Plan Year had Compensation in excess of \$80,000 (as adjusted by the Commissioner of Internal Revenue for the relevant year).

For purposes of this Section 1.19, "Compensation" means Compensation as defined in Section 1.09, except any exclusions from Compensation set forth in Section 1.09 do not apply, and Compensation specifically includes Elective Contributions, as defined in Section 1.14. The Trustees must make the determination of who is a Highly Compensated Employee consistent with Code Section 414(q) and regulations issued thereunder. The Employer may make a calendar year data election to determine the Highly Compensated Employees for the Plan Year, as prescribed by Treasury regulations or by other guidance published in the Internal Revenue Bulletin. A calendar year data election must apply to all plans of the Employer which reference the highly compensated employee definition in Code Section 414(q). For purposes of this Section 1.19, if the current Plan Year is the first year of the Plan, then the term "preceding Plan Year" means the 12-consecutive month period immediately preceding the current Plan Year.

Anything contained in this Section 1.19 or any other provision of the Plan to the contrary notwithstanding, the provisions of this Section 1.19 shall only apply to the Plan if so required under the Code, including, but not limited to Code Section 414(q).

3. Section 3.05(a)(4) of the Plan is hereby amended and restated in its entirety as follows:

(4) Adjustment For Benefit Commencement After Sixty-Five. If a Participant's Annual Benefit commences after his or her attaining age sixty-five (65), the maximum dollar limitation set forth in Section 415(b)(1)(A) applicable to such Participant at the later age is the Annual Benefit payable in the form of a straight life annuity beginning at the later age that is actuarially equivalent to the maximum dollar limitation set forth in Section 415(b)(1)(A) applicable to the participant at age sixty-five (65) (adjusted under Section 3.05(a)(3) above, if required). The actuarial equivalent of the maximum dollar limitation set forth in Section 415(b)(1)(A) applicable at an age after age sixty-five (65) is determined as (i) the lesser of the actuarial equivalent (at such age) of the maximum dollar limitation set forth in Section 415(b)(1)(A) computed using the interest rate and mortality table (or other tabular factor) specified in Section 1.04 and (ii) the actuarial equivalent (at such age) of the maximum dollar limitation set forth in Section 415(b)(1)(A) computed using a five percent (5%) interest rate assumption and the Applicable Mortality Table as defined in Section 1.04. For these purposes, mortality between age sixty-five (65) and the age at which benefits commence shall be ignored.

4. Section 3.05 of the Plan is hereby amended by the addition of new Sections 3.05(a)(9) and 3.05(a)(10) to read as follows:

(9) Adjustment for Certain Other Forms of Benefit. If a Participant's Annual Benefit is payable in any form other than a straight life annuity, then for purposes of adjusting the Annual Benefit to a straight life annuity as required under Code Section 415(b)(2)(B), the equivalent Annual Benefit shall be the greater of the equivalent Annual Benefit computed using the interest rate and mortality table (or other tabular factor) specified in Plan Section 1.04 and the equivalent Annual Benefit computed using five percent (5%) interest rate assumption and the Applicable Mortality Table as defined in Section 1.04. If the

Annual Benefit is paid in a form other than a non-decreasing life annuity payable for a period not less than the life of a Participant or, in the case of a pre-retirement survivor annuity, the life of the surviving spouse, the Applicable Interest Rate as defined in Section 1.04 shall be substituted for five percent (5%) in the preceding sentence.

(10) Applicability of Governmental Plan Exceptions. Anything contained in this Section 3.05 to the contrary notwithstanding, the limitations of this Section 3.05, as well as other relevant provisions hereof, shall be modified to the extent required or permitted under the applicable provisions of Code Sections 415(b)(2)(G), 415(b)(2)(H) and 415(b)(10) and any amendments or successor provisions thereto.

5. Section 15.04(b) of the Plan is hereby deleted in its entirety.

6. Section 15.09 of the Plan is hereby amended by the addition of new Section 15.09(c) to read as follows:

(c) Guaranteed Rate of Return. Anything contained herein to the contrary notwithstanding, if the Trustees consent to an Eligible DROP Participant direction of investment of his or her DROP Account under the provisions of Section 15.09(a), and if the actual net income and earnings of any such Eligible DROP Participant's DROP Account do not equal at least four percent (4%) on an annualized basis for any Plan Year, then the Plan shall guaranty any such Eligible DROP Participant an aggregate guaranteed annual rate of return on his or her DROP Account of four percent (4%) on an annualized basis for such Plan Year. As of December 31 of each Plan Year, the Trustees shall determine whether each Eligible DROP Participant's DROP Account has earned at least four percent (4%) of actual net income and earnings on an annualized basis for such Plan Year. If the actual net income and earnings of any such Eligible DROP Participant's DROP Account do not equal at least four percent (4%) on an annualized basis for such Plan Year, the Employer shall direct the Trustees to credit the DROP Account of any such Eligible DROP Participant with earnings so that such Eligible DROP Participant's DROP Account shall have earned an aggregate of four percent (4%) on an annualized basis for such Plan Year when added to the actual net income and earnings (if any) of such Eligible DROP Participant's DROP Account for such Plan Year. These credited earnings will come from the general assets of the Trust Fund of the Plan.

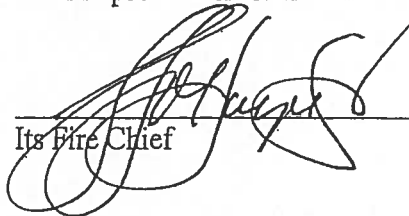
7. Except as expressly provided for in this FIRST AMENDMENT, all of the provisions of the Plan shall continue to remain in full force and effect. In the event of a conflict between the provisions of the Plan and the provisions of this FIRST AMENDMENT, the provisions of this FIRST AMENDMENT shall control.

8. The provisions of this FIRST AMENDMENT shall be effective as January 1, 2002, except as expressly set forth herein to the contrary.

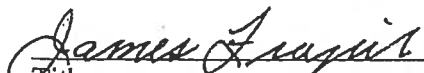
IN WITNESS WHEREOF, the Employer and the Trustees have executed this FIRST AMENDMENT TO THE NORTH METRO FIRE RESCUE DISTRICT "OLD HIRE" DEFINED BENEFIT PLAN AND TRUST AGREEMENT ["DROP" and "EGTRRA"] on the day and year first above written.

"EMPLOYER"

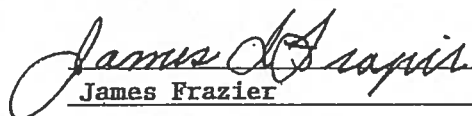
NORTH METRO FIRE RESCUE DISTRICT,  
a Colorado fire protection district


By:   
Fire Chief

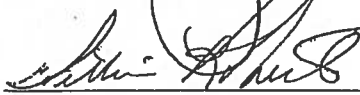
Attest:

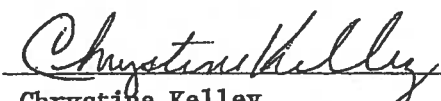
  
Title: James Frazier, Asst. Secretary

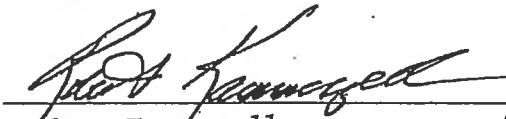
"TRUSTEES"

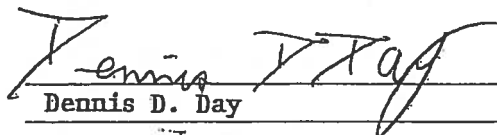
  
James Frazier (Print name)

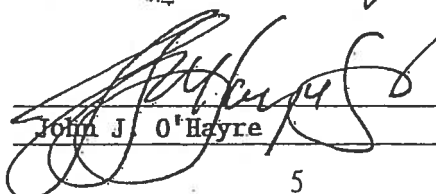
  
Randall S. Sullivan (Print name)

  
William Roberts (Print name)

  
Chrystine Kelley (Print name)

  
Robert Kammerzell (Print name)

  
Dennis D. Day (Print name)

  
John J. O'Hayre (Print name)

