

FIRST AMENDMENT TO
REGIONAL FACILITIES AGREEMENT

RECITALS

WHEREAS, the Stonegate Village Metropolitan District ("Village") and E-470 Business Metropolitan District ("Contractor") entered into a certain Regional Facilities Agreement made as of December 4, 1997 ("Original Agreement"); and

WHEREAS, Section 8.4 of the Original Agreement permits amendments to the Original Agreement "only by an agreement in writing duly authorized and executed by [Village and Contractor];" and

WHEREAS, Village and Contractor desire to amend the Original Agreement to include additional territory into the area included as "Property" as defined in the Original Agreement.

COVENANTS

NOW, THEREFORE, for and in consideration of Ten Dollars (\$10.00) and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the parties agree as follows:

1. The Property that is the subject of the Original Agreement shall include the territory described in Exhibit A attached hereto.

2. This First Amendment to Regional Facilities Agreement shall be effective as of August 31, 1998.

IN WITNESS WHEREOF, the parties hereto have executed this First Amendment to Regional Facilities Agreement as of the day and year first above written.

ATTEST:

Michael P. Kochan
Secretary

E-470 BUSINESS METROPOLITAN
DISTRICT

Joseph A. Stearns
President

ATTEST:

John B. Kempf
Assistant Secretary

STONEGATE VILLAGE METROPOLITAN
DISTRICT

Mark A. Roberts
President

LEGAL DESCRIPTION:**PARCEL 1:**

A TRACT OF LAND BEING A PORTION OF SECTION 6 TOWNSHIP 6 SOUTH, RANGE 66 WEST OF THE SIXTH PRINCIPAL MERIDIAN, COUNTY OF DOUGLAS, STATE OF COLORADO BEING MORE PARTICULARLY DESCRIBED AS FOLLOWS:

BASIS OF BEARINGS IS THE WEST LINE OF THE NORTHEAST ONE-QUARTER OF SECTION 6, TOWNSHIP 6 SOUTH, RANGE 66 WEST OF THE SIXTH PRINCIPAL MERIDIAN, THE NORTH ONE-QUARTER CORNER BEING MONUMENTED BY A SURVEY MONUMENT AND A SURVEY CAP LS NO. 10377 AND THE CENTER ONE-QUARTER BEING MONUMENTED BY A SURVEY CAP LS NO. 10377 AND LINE BETWEEN THEM ASSUMED TO BEAR S00°36'09"W.

COMMENCING AT THE CENTER CORNER OF SECTION 6 SAID POINT BEING THE POINT OF BEGINNING; THENCE N00°36'09"E AND ALONG THE WEST LINE OF THE NORTHEAST ONE-QUARTER OF SAID SECTION 6, A DISTANCE OF 673.39 FEET; THENCE N87°56'04"E, A DISTANCE OF 2609.20 FEET TO A POINT ON THE EAST LINE OF THE NORTHEAST ONE-QUARTER OF SAID SECTION 6; THENCE S00°07'10"W ALONG THE EAST LINE OF THE NORTHEAST ONE-QUARTER OF SAID SECTION 6, A DISTANCE OF 673.15 FEET TO THE EAST ONE-QUARTER CORNER OF SAID SECTION 6; THENCE S87°56'04"W AND ALONG THE SOUTH LINE OF THE NORTHEAST ONE-QUARTER OF SAID SECTION 6, A DISTANCE OF 2614.88 FEET TO THE POINT OF BEGINNING.

EXCEPT ANY PART THEREOF CONTAINED IN THE DEED RECORDED DECEMBER 23, 1992 IN BOOK 1104 AT PAGE 649.

PARCEL 2:

A TRACT OF LAND BEING A PORTION OF SECTION 6, TOWNSHIP 6 SOUTH, RANGE 66 WEST OF THE SIXTH PRINCIPAL MERIDIAN, COUNTY OF DOUGLAS, STATE OF COLORADO BEING MORE PARTICULARLY DESCRIBED AS FOLLOWS:

BASIS OF BEARINGS IS THE WEST LINE OF THE NORTHEAST ONE-QUARTER OF SECTION 6, TOWNSHIP 6 SOUTH, RANGE 66 WEST OF THE SIXTH PRINCIPAL MERIDIAN, THE NORTH ONE-QUARTER CORNER BEING MONUMENTED BY A SURVEY MONUMENT AND A SURVEY CAP LS NO. 10377 AND THE CENTER ONE-QUARTER BEING MONUMENTED BY A SURVEY MONUMENT AND A SURVEY CAP LS NO. 10377 AND LINE BETWEEN THEM ASSUMED TO BEAR S00°36'09"W.

COMMENCING AT THE CENTER CORNER OF SAID SECTION 6, SAID POINT BEING THE POINT OF BEGINNING; THENCE S87°56'04"W AND ALONG THE SOUTH LINE OF THE NORTHWEST ONE-QUARTER OF SAID SECTION 6, A DISTANCE OF 34.75 FEET TO A POINT OF INTERSECTION WITH THE EASTERLY LINE OF LOT 13 AS PLATTED IN GREEN ACRES SUBDIVISION AS RECORDED UNDER RECEPTION NO. 105760 OF THE DOUGLAS COUNTY RECORDS, EXTENDED SOUTHERLY; THENCE N00°07'58"E AND ALONG THE EXTENSION OF THE EASTERLY LINE OF SAID LOT 13, A DISTANCE OF 66.36 FEET TO THE SOUTHEAST CORNER OF SAID LOT 13; THENCE N66°35'00"E AND ALONG THE SOUTHERLY LINE OF SAID LOT 13 EXTENDED EASTERLY, A DISTANCE OF 0.34 FEET TO A POINT OF INTERSECTION WITH AN EXISTING FENCE LINE EXTENDED SOUTHERLY; THENCE N02°49'00"W AND ALONG THE EXTENSION AND ALONG THE CENTERLINE OF AN EXISTING FENCE LINE, A DISTANCE OF 5.60 FEET TO A POINT OF INTERSECTION WITH THE EASTERLY BOUNDARY LINE OF SAID GREEN ACRES SUBDIVISION; THENCE N00°07'58"E AND ALONG SAID EASTERLY BOUNDARY LINE, A DISTANCE OF 600.20 FEET; THENCE N87°56'04"E, A DISTANCE OF 40.28 FEET TO A POINT ON THE EAST LINE OF THE NORTHWEST ONE-QUARTER OF SAID SECTION 6; THENCE S00°36'09"W AND ALONG THE EAST LINE OF THE NORTHWEST ONE-QUARTER OF SAID SECTION 6, A DISTANCE OF 673.39 FEET TO THE POINT OF BEGINNING.