

SECOND 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 entered into a certain First Amendment to Regional Facilities Agreement effective August 31, 1998 to add additional "Property" as defined in the 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:

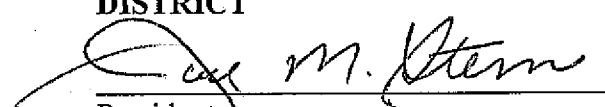
1. The Property that is the subject of the Original Agreement shall include the territory described in Exhibit A attached hereto.
2. This Second Amendment to Regional Facilities Agreement shall be effective as of March 15, 1999.

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

ATTEST:

**E-470 BUSINESS METROPOLITAN  
DISTRICT**

  
Secretary

  
President

ATTEST:

**STONEGATE VILLAGE METROPOLITAN  
DISTRICT**

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Assistant Secretary

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President