

First Amendment to  
Agreement to Own, Operate, and Maintain Wastewater Treatment Facility  
between  
EMC of St. Charles County  
and  
Triad Development Company

This First Amendment to Agreement to Own, Operate, and Maintain Wastewater Treatment Facility (this "Amendment") is executed this 18<sup>th</sup> day of December, 2007 between EMC of St. Charles County, LLC, a Missouri limited liability company ("EMC"), and Triad Development Company, a Missouri corporation ("Triad").

RECITALS

WHEREAS, the parties executed the Agreement to Own, Operate, and Maintain Wastewater Treatment Facility dated March 14, 2007 (the "Agreement"); and

WHEREAS, the purpose of the Agreement is to provide for EMC to own, operate, and maintain the wastewater treatment facility pursuant to the jurisdiction of the Missouri Public Service Commission; and

WHEREAS, the parties wish to include the collection system in the wastewater treatment facility that EMC will own, operate, and maintain, and

WHEREAS, the parties desire to amend the Agreement as set forth herein.

NOW, THEREFORE, in consideration of the above recitals, the mutual covenants and agreements herein, and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the parties agree as follows:

1. The wastewater treatment facility (WWTF) that is the subject of the Agreement shall be deemed to include, in addition to the MBR sewage treatment plant, the

wastewater collection system, consisting of approximately 3325' of 8" mains, 64 wyes, and 25 manholes.

2. Miscellaneous.

(a) Except as expressly provided herein, all of the provisions of the Agreement shall remain unchanged and shall remain in full force and effect.

(b) The subject headings used in this Amendment are included for purposes of convenience only and shall not affect the construction or interpretation of any of its provisions.

(c) This Amendment and the transactions contemplated hereby shall be governed and construed by and enforced in accordance with the internal laws of the State of Missouri, without regard to the laws of conflict of laws.

(d) This Amendment may be executed in two or more counterparts, each of which shall be deemed an original and all of which shall constitute the same instrument.

IN WITNESS WHEREOF, this Amendment has been executed as of the date first above written.


"Triad"

Triad Development Company

By:   
Donald Collier, President

"EMC"

EMC of St. Charles County, LLC

By:   
Todd Thomas, duly authorized