

**FIRST AMENDMENT TO INTERLOCAL GOVERNMENTAL
AGREEMENT TO CREATE AN AMENITY AUTHORITY AS
A COMMITTEE OF VILLAGE CENTER
COMMUNITY DEVELOPMENT DISTRICT**

This First Amendment to the Interlocal Governmental Agreement To Create An Amenity Authority As A Committee of Village Center Community Development District dated April 18, 2008 (“First Amendment”), is made effective this 17th day of may, 2010, by and among Village Center Community Development District (Center District), Village Center Community Development District No. 1 (District 1), Village Center Community Development District No. 2 (District 2), Village Center Community Development District No. 3 (District 3), Village, Village Center Community Development District No. 4 (District 4), and Town of Lady Lake, Florida (Town), hereinafter sometimes collectively referred to as “Parties”.

RECITALS

WHEREAS, a class action lawsuit was filed in the Circuit Court in and for the Fifth Judicial Circuit, in and for Lake County, Florida, Case No. 2007 CA 003177, by certain named plaintiffs and on behalf of others against certain defendants in which the lawsuit was resolved by that Order Granting Final Class Certification and Approving Settlement of Class Action entered by Judge Lawrence J. Semento on March 24, 2008; and

WHEREAS, a Settlement Agreement was filed with the Court on or about January 4, 2008, with accompanying exhibits of which **Exhibit B** was the Interlocal Governmental Agreement To Create An Amenity Authority As A Committee of Village Center Community Development District dated April 18, 2008, hereinafter referred to as “Interlocal Agreement”; and

WHEREAS, the parties to the Interlocal Agreement, pursuant to paragraph 15 thereof, desire to amend or modify the last sentence of paragraph 4 on page 3 of 13 of the Interlocal Agreement which states as follows: “All voting will be in person and absentee ballots will not be provided.”; and

WHEREAS, the named Plaintiffs in the class action have consented to the Amendment without being joined in this First Amendment and the Defendants, The Villages of Lake-Sumter, Inc. and H. Gary Morse, have consented to the Amendment without being joined in this First Amendment; and

WHEREAS, it is agreed that the terms and conditions of the amendment or modification to paragraph 4 of the Interlocal Agreement is set forth below:

NOW, THEREFORE, in consideration of the foregoing Recitals and of the mutual covenants and promises contained herein, the Parties hereto agree as follows:

1. The above Recitals are true and correct.
2. The last sentence of paragraph 4 of the Interlocal Agreement which states, "All voting rights will be in person and absentee ballots will not be provided." is hereby amended or modified to read as follows:

Voting will take place either in person or through an Amenity Authority Committee approved absentee ballot process.

3. All of the terms, conditions and provisions of the Interlocal Agreement shall remain in full force and effect except as amended or modified above.

IN WITNESS WHEREOF, the parties have executed this First Amendment which shall become effective on the day and year first above written.

ATTEST:

VILLAGE CENTER COMMUNITY DEVELOPMENT DISTRICT

Virginia Johnston
Print Name: VIRGINIA JOHNSTON
Title: ADMIN. ASST.

[Signature]
Print Name: Charles Smutek
Title: Chairman

ATTEST:

VILLAGE COMMUNITY DEVELOPMENT DISTRICT NO. 1

Virginia Johnston
Print Name: VIRGINIA JOHNSTON
Title: ADMIN. ASST.

Charles M. Smutek
Print Name: Charles M. Smutek
Title: Chairman

ATTEST:

VILLAGE COMMUNITY DEVELOPMENT DISTRICT NO. 2

Virginia Johnston
Print Name: VIRGINIA JOHNSTON
Title: ADMIN. ASST.

Arthur L. Terrell
Print Name: Arthur L. Terrell
Title: Chairman

ATTEST:

VILLAGE COMMUNITY

DEVELOPMENT DISTRICT NO. 3

Virginia Johnston
Print Name: VIRGINIA JOHNSTON
Title: ADMIN ASST.

Richard Belles
Print Name: Richard Belles
Title: Chairman

ATTEST:

**VILLAGE COMMUNITY
DEVELOPMENT DISTRICT NO. 4**

Virginia Johnston
Print Name: VIRGINIA JOHNSTON
Title: ADMIN. ASST.

James Murphy
Print Name: James Murphy
Title: Chairman

ATTEST:

TOWN OF LADY LAKE, FLORIDA

Kristen Kallgaard
Print Name: Kristen Kallgaard
Title: Interim Town Manager

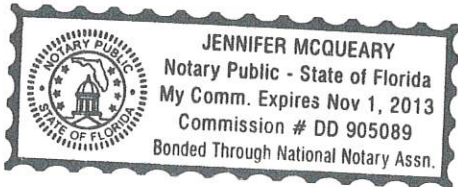
Jim Richards
Print Name: JIM RICHARDS
Title: MAYOR OF LADY LAKE

STATE OF FLORIDA
COUNTY OF Sumter

The foregoing instrument was acknowledged before me this 15th day of April, 2010, by Charles Smith as Chairman of and on behalf of VILLAGE CENTER COMMUNITY DEVELOPMENT DISTRICT for the purposes expressed herein.

Jennifer McQueary
NOTARY PUBLIC-STATE OF FLORIDA

Print Name: _____
Serial/Commission Number: _____
Commission Expires: _____
Personally known _____
or Produced Identification _____
Type of Identification Produced: _____

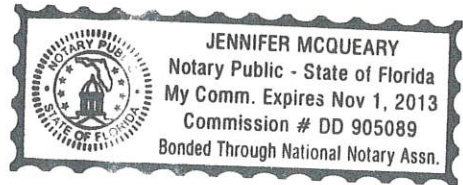


STATE OF FLORIDA
COUNTY OF Sumter

The foregoing instrument was acknowledged before me this 9th day of April, 2010, by Charles Dunlap as Chairman of and on behalf of VILLAGE COMMUNITY DEVELOPMENT DISTRICT NO. 1 for the purposes expressed herein.

[Signature]
NOTARY PUBLIC-STATE OF FLORIDA

Print Name: _____
Serial/Commission Number: _____
Commission Expires: _____
Personally known _____
or Produced Identification _____
Type of Identification Produced: _____

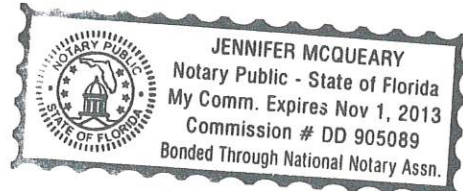


STATE OF FLORIDA
COUNTY OF _____

The foregoing instrument was acknowledged before me this 9th day of April, 2010, by Arthur Terrill Jr as Chairman of and on behalf of VILLAGE COMMUNITY DEVELOPMENT DISTRICT NO. 2 for the purposes expressed herein.

[Signature]
NOTARY PUBLIC-STATE OF FLORIDA

Print Name: _____
Serial/Commission Number: _____
Commission Expires: _____
Personally known _____
or Produced Identification _____
Type of Identification Produced: _____



STATE OF FLORIDA
COUNTY OF Sumter

The foregoing instrument was acknowledged before me this 9th day of April, 2010, by Richard Bettes as Chairman of and on behalf of VILLAGE COMMUNITY DEVELOPMENT DISTRICT NO. 3 for the purposes expressed herein.

Jennifer McQueary
NOTARY PUBLIC-STATE OF FLORIDA

Print Name: _____
Serial/Commission Number: _____
Commission Expires: _____
Personally known _____
or Produced Identification _____
Type of Identification Produced: _____



STATE OF FLORIDA
COUNTY OF Sumter

The foregoing instrument was acknowledged before me this 9th day of April, 2010, by James Murphy as Chairman of and on behalf of VILLAGE COMMUNITY DEVELOPMENT DISTRICT NO. 4 for the purposes expressed herein.

Jennifer McQueary
NOTARY PUBLIC-STATE OF FLORIDA

Print Name: _____
Serial/Commission Number: _____
Commission Expires: _____
Personally known _____
or Produced Identification _____
Type of Identification Produced: _____



STATE OF FLORIDA
COUNTY OF Lake

The foregoing instrument was acknowledged before me this 19th day of May, 2010, by Kris Kolgaard as interim town manager of and on behalf of TOWN OF LADY LAKE, FLORIDA for the purposes expressed herein.

Phyllis Ehart
NOTARY PUBLIC-STATE OF FLORIDA

Print Name: Phyllis Ehart
Serial/Commission Number: DD 804811
Commission Expires: 7-10-12
Personally known
or Produced Identification _____
Type of Identification Produced:

