

**AMENDED GENERAL PLAN
COMMUNITY FACILITIES DISTRICT NUMBER TWO**

This Amended General Plan, filed with the City Clerk of the City of Glendale, Arizona, this 22nd day of June, 2010 in accordance with Title 48, Chapter 4, Article 6, Arizona Revised Statutes, as amended (the "Act"), establishes the general plan for the City of Glendale, Arizona Community Facilities District Number Two (the "District"), which shall be as follows:

General Description of District Area

The District incorporates that land specifically described in Exhibit A. The District will also incorporate such other lands as may be included or excluded by increasing or decreasing the boundaries of the District in accordance with the Act.

General Description of Community Facilities

The District will provide for public infrastructure and building expenses incidental thereto that are directly and principally beneficial to the land designated within the District and which will serve the purpose of supporting the creation and continued existence of pedestrian ingress and egress, vehicular ingress and egress, parking, pedestrian malls, parks, recreational facilities, and open spaces for use by members of the public for entertainment, assembly, recreation, public buildings and facilities, equipment, vehicles, furnishings, and other personalty, and any other public infrastructure and building expenses incidental thereto.

District funds will be used for expenses related to the publicly-owned arena and parking lands within the District and to financially support consistent and highly-attended activities within that facility, which directly benefit the value of the land within the District and for which the publicly-owned arena and parking lands were specifically constructed. District funds will also be used for payment of all operating expenses and contractual obligations associated with the District, and to provide for the costs of securing or issuing financial instruments, maintenance of debt service, and payment of financial and legal consultants providing advice on financial matters of the District. District funds will also be available for any other public infrastructure and associated expenses and obligations of the District.

General Description of Other Powers of the District

The District will have all the powers set forth in the Act and any and all other powers granted by the landowners within the District.

Exhibit A

Community Facilities District Number Two Area

The following land, described more fully on The Final Plat for Westgate recorded on May 2, 2005 in the official records of the Maricopa County Recorder's Office, Book 745, Map 14, as amended will initially comprise the District:

Lot No.	Approx. Square Feet
Lot 4	142,408
Lot 8-1 ¹	447,915
Lot 9-A ²	516,486
Lot 13	379,510
Lot 14B	86,477
Lot 15	367,833
Parcels A-2, A-3, A-4 ³	408,854
Total	2,349,483

The total of this land comprising 53.9367 acres.

¹ Incorporating former portion of former Lot 8, as amended by Minor Land Division dated January 24, 2006.

² Incorporating former portion of former Lot 9, as amended by Minor Land Division dated April 7, 2007.

³ Incorporating former Lot 10 and a portion of former Lots 9 and 16, as amended by Minor Land Divisions dated Sept. 7, 2005 and April 7, 2007.