FIRST ADDENDUM
TO
AMENDED AND RESTATED LEASE PURCHASE AGREEMENT

This FIRST ADDENDUM TO AMENDED AND RESTATED LEASE PURCHASE AGREEMENT (the "First Addendum") is entered into to become effective as of January 1, 2007 by and between Granby Realty Holdings, LLC, a Colorado limited liability company ("Landlord") and Headwaters Metropolitan District, a quasi-municipal corporation and political subdivision of the State of Colorado ("Tenant").

RECITALS

WHEREAS, on June 1, 2006, Landlord and Tenant entered into an *Amended and Restated Lease Purchase Agreement* whereby the Landlord and Tenant set forth the terms of the Tenant's lease of certain real and personal property, which agreement was extended for an additional one year term on December 13, 2006 (the "Agreement"); and

WHEREAS, due to a clerical error, the legal description contained in Exhibit A of the Agreement omitted the property containing the SolVista ski lodge and the definition of Leased Premises failed to include the ski lodge; and

WHEREAS, due to a clerical error, the legal description contained in Exhibit A of the Agreement also included the property known as the Log Cabin; and

WHEREAS, Landlord and Tenant desire to state their original intent with regards to the erroneous omission of the ski lodge and the erroneous inclusion of the Log Cabin in this First Addendum.

NOW, THEREFORE, in consideration of the mutual promises and covenants contained herein and for other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, Landlord and Tenant covenant and agree as follows:

COVENANTS AND AGREEMENTS

1. ADDITION TO LEGAL DESCRIPTION OF LEASED PREMISES. The legal description of the Leased Premises contained in Exhibit A of the Agreement shall be amended to include the property depicted on the diagram of the SolVista ski lodge contained in **Exhibit A**, attached hereto and incorporated herein by this reference. Upon receipt of a legal description of the SolVista ski lodge, the Landlord and Tenant shall add that more detailed description to the Agreement by addendum thereto.

2. ADDITION TO DEFINITION OF LEASED PREMISES. The definition of the Leased Premises set forth in Paragraph 1(a) of the Agreement shall be amended to include the SolVista ski lodge. The ski lodge shall be deemed to have been a part of the Agreement as of the original date of the Agreement.

3. DELETION FROM LEGAL DESCRIPTION OF LEASED PREMISES. The legal description of the Leased Premises contained in Exhibit A of the Agreement shall be amended to delete the Log Cabin depicted on the diagram contained in **Exhibit B**, attached hereto and incorporated herein by this reference. Upon receipt of a legal description of the Log Cabin, the Landlord and Tenant shall add that more detailed description to the Agreement by addendum thereto.

4. DELETION TO DEFINITION OF LEASED PREMISES. The definition of the Leased Premises set forth in Paragraph 1(a) of the Agreement shall be amended to exclude the Log Cabin. The Log Cabin shall be deemed to not have been part of the Agreement as of the original date of the Agreement.

5. PRIOR PROVISIONS EFFECTIVE. Except as specifically amended hereby, all the terms and provisions of the Agreement shall remain in full force and effect.

6. COUNTERPART EXECUTION. This First Addendum may be executed in several counterparts, each of which shall be deemed an original, and all of which together shall constitute one and the same instrument.

[Remainder of page intentionally left blank].

IN WITNESS WHEREOF, Landlord and Tenant have executed this First Addendum to be effective as of the day and year first above written.

Tenant:

HEADWATERS METROPOLITAN DISTRICT

By: Julie Krueger
Julie Krueger, President

Landlord:

GRANBY REALTY HOLDINGS LLC

By: _____
Gerald E. Engle, Manager

IN WITNESS WHEREOF, Landlord and Tenant have executed this First Addendum to be effective as of the day and year first above written.

Tenant:

HEADWATERS METROPOLITAN DISTRICT

By: _____
Julie Krueger, President

Landlord:

GRANBY REALTY HOLDINGS LLC

By: _____
Gerald E. Engle, Manager

EXHIBIT A

SCALE

November 17, 2006

GAGE DAVIS ASSOCIATES

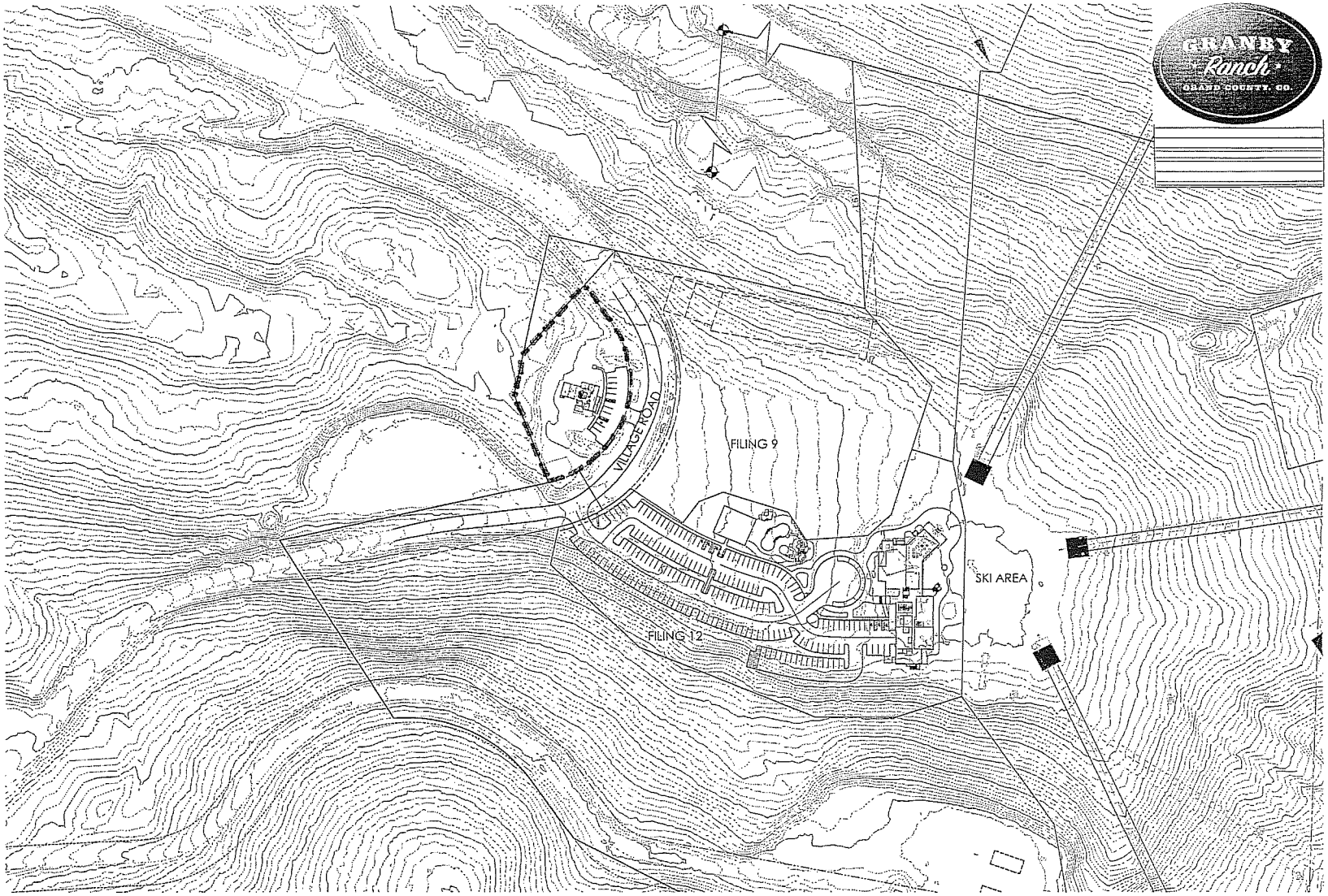

EXHIBIT B

GAGE DAVIS ASSOCIATES

SCALE 0 25 50 100 200

November 17, 2006