

**SECOND AMENDMENT TO THE SECOND AMENDED AND RESTATED
ANIMAL SHELTER OPERATIONS AGREEMENT**

This Second Amendment to the Second Amended and Restated Animal Shelter Operations Agreement (the "Amendment") is made and entered into as of _____, 2017, by and among Southwest Communities Financing Authority, a joint exercise of powers authority ("SCFA"), the County of Riverside, a division of the State of California (the "County") and Animal Friends of the Valleys, a California non-profit corporation ("AFV").

RECITALS

The County, SCFA and AFV entered into the Second Amended and Restated Animal Shelter Operations Agreement (the "Agreement") dated July 1, 2015, and it is in effect from its date through June 30, 2020, and such Agreement was amended by that First Amendment, dated as of February 2, 2017.

To conform with the requirement of federal tax law, a portion of the Agreement must be amended as set forth herein.

1. Section 36 Tax Exempt Status of Bonds subsection (e) is deleted in its entirety and replaced with the following language:

(e) AFV covenants that no part in excess of five percent (5%) of the portion of the Shelter will be used for (i) activities constituting an unrelated trade or business, determined by applying section 513(a) of the Internal Revenue Code, or (ii) activities constituting any trade or business of an entity other than an organization described in Internal Revenue 501(c)(3) or a governmental unit, if such use adversely affects the exclusion from gross income for federal income tax purposes of interest payable with respect to the Bonds.

2. Except as set forth in this Amendment, the Agreement, as amended, is otherwise unaffected and shall continue in full force and effect in accordance with its terms. If there is conflict between this Amendment and the Agreement or any earlier amendment, the terms of this Amendment will prevail.

3. If any of this Amendment or the Agreement is declared invalid, illegal or otherwise unenforceable by a court of competent jurisdiction, the remaining provisions shall continue in full force and effect.

(Signature page follows)

SOUTHWEST COMMUNITIES
FINANCING AUTHORITY, a Joint
Powers Authority Corporation

ANIMAL FRIENDS OF THE VALLEY, a
California non-profit Corporation

By: _____
Chairman, Board of Directors

By: _____
President, Board of Directors

Dated: _____

Dated: _____

ATTEST

ATTEST

By: _____
Secretary

By: _____
Secretary

Dated: _____

Dated: _____

COUNTY OF RIVERSIDE

By: _____

Dated: _____

ATTEST:

By: _____
Kecia Harper-Ihem, Clerk of the
Board

Dated: _____