

CONSOLIDATED SERVICE PLAN

FOR

ERIE CORPORATE CENTER METROPOLITAN DISTRICT NOS. 1, 2 AND 3

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Prepared for

Erie Corporate Center Metropolitan Districts No. 1, 2 and 3

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I. INTRODUCTION

A. General Overview

This consolidated service plan ("Service Plan") for Erie Corporate Center Metropolitan District No. 1, 2 and 3 (hereinafter collectively known as "Districts") constitutes a combined service plan for three Title 32 special districts proposed for organization to serve the needs of a new community to be known as "Erie Corporate Center" in the Town of Erie ("Erie"), which is being developed by Community Development Group (the "Developer"). Erie Corporate Center is generally located in Erie between W.C.R. 10 on the south, W.C.R. 12 on the north, W.C.R. 7 on the west and Interstate 25 on the east. It consists of approximately 602 acres, and will be divided into development areas consisting of residential and commercial development, open space and parks. Exhibit A contains a general "Development Plan" for the community. Exhibit C contains development projections.

Considerable public infrastructure will be constructed to provide the required water, wastewater, streets, traffic safety control, park and recreation facilities, drainage improvements and other improvements generally described herein. This Service Plan addresses the improvements that will be financed, constructed, installed and otherwise provided by the Districts, and demonstrates how the Districts will work together to provide the necessary public improvements.

1. Multiple District Structure. This Service Plan is submitted in accordance with Part 2 of the Special District Act (§32-1-201, et seq., C.R.S.). It defines the powers and authorities of, as well as the limitations and restrictions, on the Districts. This Service Plan further sets forth the general parameters for the working relationship between Erie Corporate Center Metropolitan District No. 1, Erie Corporate Center Metropolitan District No. 2 and Erie Corporate Center Metropolitan District No. 3. Erie Corporate Center Metropolitan District No. 1 shall be referred to as "District No. 1" or the "Service District," and Erie Corporate Center Metropolitan District Nos. 2 and 3 shall be referred to as "District No. 2" and "District No. 3", respectively or the "Financing Districts." The Service District and the Financing Districts are sometimes collectively referred to as "the Districts."

The Service District is responsible for managing the construction and operation of facilities and improvements needed for Erie Corporate Center. The Financing Districts are responsible for providing the funding and tax base needed to support the Financing Plan for capital improvements and for operations. The Financing Plan discussed throughout this Service Plan refers to a consolidated financial plan for the Districts, which sets forth the manner in which public improvements for Erie Corporate Center are anticipated to be financed.

Due to the interrelationship between the Districts, various agreements are expected to be executed by the Districts clarifying the respective responsibilities and the nature of the functions and services to be provided by each District. The agreements will be designed to help assure the orderly development of essential services and facilities resulting in a community that is aesthetic and an economic asset to Erie.

The establishment of Erie Corporate Center Metropolitan District No. 1 as the Service District, which will initially own and operate the public facilities throughout Erie Corporate Center, and the establishment of Erie Corporate Center Metropolitan District No. 2 as the residential district and District No. 3 as the commercial district (collectively the "Financing Districts"), will generate the tax revenue to pay the costs of the capital improvements, administration and operations and maintenance, as well as create benefits for the inhabitants of the community. In general, those benefits are: (a) coordinated administration of construction and operation of public improvements, and delivery of those improvements in a timely manner; and (b) assurance that improvements required by Erie are constructed in a timely and cost effective manner.

2. Benefits of Multiple District Structure.

a. Coordinated Services. As presently planned, development of Erie Corporate Center will proceed in phases, which will require the extension of public services and facilities. The multiple district structure will assure that the construction and operation of each phase of public facilities will be administered consistent with a long-term construction and operations program. Use of the Service District as the entity responsible for construction of improvements and for management of operation and maintenance needs will facilitate a well planned financing effort through all phases of construction, which will assist in the coordinated extension of services.

b. Debt Allocation. Allocation of the responsibility for paying debt for capital improvements will be managed through development of a unified financing plan for such improvements and through development of an integrated operating plan for long-term operations and maintenance for those improvements retained by the Districts. Use of the Service District to manage these functions will help assure that no area within Erie Corporate Center becomes obligated for more than its share of the costs of capital improvements and operations. Neither high nor low-density areas will bear a disproportionate burden of debt and operating costs.

c. Bond Interest Rates. The use of the Service District and/or the Financing Districts to issue bonds to provide for the cost of infrastructure in Erie Corporate Center will allow for the issuance of bonds at competitive interest rates. The use of a multiple district structure allows the Service District to coordinate with the Financing Districts the timing and issuance of bonds in such a way as to assure that improvements required by Erie are constructed in conformance with the time requirements, and in the manner, desired by Erie and the Districts. The combination of appropriate management and control of the timing of financing and the ability of the Districts to obtain attractive interest rates will benefit residents.

3. Configuration of Districts. In order to implement the multiple district structure, the boundaries of the Service District and the Financing Districts need to be carefully configured. A map showing the boundaries of the Districts are provided in Exhibit B. The Service District will contain approximately 3.983 acres, and the residential Financing District ("District No.2") and the commercial Financing District ("District No. 3") will initially contain approximately 186.00 and 411.374 acres, respectively. The combined acreage and boundaries of

the Financing Districts and the Service District cover all acreage currently within Erie Corporate Center. Legal descriptions of the property within the boundaries of the Districts are attached to this Service Plan in Exhibit E.

The "service area" (the area legally permitted to be served) for the Service District will consist of the entire area of the Erie Corporate Center community, including the property within the Financing Districts' boundaries. The service area for each Financing District will be each Financing District's legal boundaries. The Service District will have power to impose taxes only within its legal boundaries, but will be permitted to impose fees and charges in its service area as well as to property or individuals outside of Erie Corporate Center based upon services provided to such property. It is currently anticipated that no residential units will be located within the Service District. District No. 2 is expected to contain all of the residential development, and District No. 3 is expected to contain only commercial development.

It is possible that additional property may be included in the Financing Districts. Under Colorado law, the fee owner or owners of one hundred percent of any property proposed for inclusion may petition the boards of directors of the Financing Districts for inclusion of real property. The Districts shall have authority to consider such inclusions, subject to Erie's approval. Notwithstanding the aforesaid, the Districts shall be permitted to consider boundary adjustments of property located within the boundaries of either the Financing Districts or Service District without the prior approval of Erie so long as all of the property described in Exhibit B remains located in the Districts. No property shall be excluded from any District without Erie's approval, unless it is included into one of the other Districts. Notice of all inclusions or exclusions shall be provided to Erie pursuant to the annual reporting requirements set forth in Section VII, herein.

4. Long-Term District Plan. After all bonds or other debt instruments have been issued by the Districts and adequate provision has been made for payment of all debt and for operation and maintenance of the facilities not conveyed to Erie, the electorate of the Service District and Financing Districts, respectively, will have the opportunity to consider either the consolidation of the Service District and the Financing Districts into a single entity, or the dissolution of the Service District. The Service District will consider consolidation and/or dissolution at the time at which both the Service District and the Financing Districts' debt has been paid or adequate provision has been made for the payment thereof, and when adequate provision has been made for operation of all of the public facilities that have not been conveyed to Erie. Ultimately, control of these decisions will rest with the electorate in each District.

5. Existing Services and Districts. Erie will provide the usual municipal services such as water and sanitation service in conjunction with development of such improvements, and may supply such services to Erie Corporate Center directly or through arrangements with other municipal or quasi-municipal entities. Erie will also provide law enforcement services. The Mountain View Fire Protection District will provide fire protection. Other than Erie, there are currently no other entities in existence in the Erie Corporate Center area that have the ability or the expressed desire to undertake the design, financing and construction of the improvements designated herein which are needed for the community.

In order to minimize the proliferation of new governmental structures and personnel, the Service District intends to utilize existing entities as much as possible for operations and maintenance of public improvements. Although relatively few are expected, the Districts may retain operational and maintenance responsibilities for certain improvements such as community park and recreation facilities (including pocket parks, a recreation center, pool and landscaped common areas), which are not otherwise dedicated to and accepted by Erie. As a general matter, operations and maintenance of water, wastewater, storm drainage, street and traffic safety and associated landscaping, and park and recreation improvements will be the responsibility of Erie after such completed improvements are conveyed to Erie, by or on behalf of, and at the direction of the Service District. The timing for conveyance of improvements to Erie will be developed by mutual agreement between the Service District and Erie as generally described above and in Section V hereof pursuant to an Intergovernmental Agreement between Erie and the Districts (the "Town IGA").

To further avoid duplication of services and proliferation of governmental entities, it is possible that, for those improvements not conveyed to and accepted by Erie, the necessary operations and maintenance services may be provided by other entities, such as a property owners' association or a swimming pool or recreational facility operator through appropriate agreements with the Service District. Consequently, while the Service District and the Financing Districts will exist to finance capital improvements and coordinate the provision of services, they are expected to utilize existing entities as much as possible and may ultimately contract for or transfer responsibility for such operations and maintenance to a property owners association.

6. Property Owner Associations. Certain services will be provided within Erie Corporate Center by one or more property owner associations expected to be organized as Colorado non-profit, private membership organizations comprised of all property owners in Erie Corporate Center. The associations are expected to provide architectural control services, community organizations, community events and activities, community marketing, security, and other programs that may be beyond the scope of the Districts.

All improvements, except for the community pool and associated landscaping, shall be transferred to Erie subject to Erie's acceptance thereof and provision of applicable warranties. Therefore, the Districts do not anticipate owning, operating and maintaining any of the public improvements other than certain and limited park and recreation improvements. It is anticipated that once the debt associated with such improvements not conveyed to Erie has been repaid, title to such improvements may be transferred to the property owners' association.

B. General Financial Information and Assumptions

The projected assessed valuations are shown in the Financing Plan attached hereto as Exhibit F. The anticipated cost of the public improvements necessary to provide access and appropriate services within Erie Corporate Center are substantial and are estimated in Exhibit D. The Districts anticipate obtaining financing for the capital improvements initially from Developer

advances, and then through the issuance of revenue bonds or other debt instruments by the Service District and/or through the issuance of limited tax general obligation bonds or other debt instruments by the Financing Districts. General obligation debt will be payable from revenues derived from ad valorem property taxes and from other available sources. The Financing District(s) anticipate the issuance, if any, of limited tax general obligation bonds after determination that the assessed valuation is sufficient to pay debt service within the limited mill levies allowed by this Service Plan. It is currently anticipated that credit enhancement and security, if any, for debt issued will be provided by the Developer. The financial forecasts for the Districts are contained in Exhibit F to this Service Plan. The Financing Plan demonstrates one method that might be used by the Districts to finance the cost of infrastructure as well as operation and administrative costs. At the time bonds or other debt instruments are proposed to be issued, alternative financing plans may be employed and utilized by the Districts without further approval from Erie so long as the alternative plans are consistent with the limitations set forth herein and do not constitute a material modification.

Due to probable credit enhancement and other support expected from the Developer or other private sources, the Financing Plan demonstrates that the cost of public improvements and operation and administrative costs can be provided with reasonable mill levies. The estimated costs will not constitute legal limits on the financial powers of the Districts; however, the Districts shall not be permitted to issue bonds that are not in compliance with the bond registration and issuance requirements of Colorado law.

The financial structure contemplated in the Financing Plan demonstrates that the risks associated with development of Erie Corporate Center will be borne initially by the Developer of the project. Due to the nature of liabilities associated with issuance of revenue bonds and developer owned debt, the entire risk of development will rest with the Developer until such time as the Financing Districts develop sufficient assessed valuation to support the debt service requirements of the bonds issued. At such time, any security provided by the Developer to support such bonds shall be incrementally reduced. In this manner, Erie is assured that the risks of development and the responsibility for repayment of debt issued for Erie Corporate Center will be borne solely by the residents and property owners of Erie Corporate Center, and will never become the responsibility, in any degree, of Erie.

Additionally, Erie can be assured that there are legal and financial controls on special district indebtedness, which operate to limit indebtedness that residents can expect to pay. Generally, under current state law provisions, a special district cannot sell valid indebtedness payable from property tax revenues in excess of fifty percent (50%) of its valuation for assessment unless a statutory exception applies. Excepted from this limitation is indebtedness which is rated or insured, issued in minimum denominations of five hundred thousand dollars, issued to financial institutions or institutional investors, payable from a limited debt service mill levy not to exceed 50 mills, or unless such indebtedness is secured as to the payment of principal and interest by a letter of credit, line of credit or other credit enhancements. In addition, state securities laws do not provide exemption from registration for special district indebtedness not meeting such minimum requirements.

C. Contents of Service Plan

This Service Plan consists of a financial analysis and preliminary engineering plan showing how the facilities and services for Erie Corporate Center can be provided and financed by the Districts working on a coordinated basis. Numerous items are included in this Service Plan in order to satisfy the requirements of law for formation of special districts.

The assumptions contained within this Service Plan were derived from a variety of sources. Information regarding the present status of property within the Districts, as well as the current status and projected future level of similar services, was obtained from the Developer. The Developer assembled the construction cost estimates, and has experience in the costing and construction of similar facilities. The attorneys of White and Associates Professional Corporation, which represent numerous special districts, provided legal advice in the preparation of this Service Plan. The Developer provided financial recommendations and advice in the preparation of the Service Plan.

D. Modification of Service Plan

This Service Plan has been designed with sufficient flexibility to enable the Financing Districts to provide required services and facilities for Erie Corporate Center under evolving circumstances without the need for numerous amendments. While the assumptions upon which this Service Plan are generally based are reflective of current zoning for the property within Erie Corporate Center, the cost estimates and Financing Plan are sufficiently flexible to enable the Districts to provide necessary services and facilities without the need to amend this Service Plan in the event zoning changes. Modification of the general types of services and facilities, and changes in proposed configurations, locations, or dimensions of various facilities and improvements shall be permitted to accommodate development needs consistent with the then current zoning for the property.

Pursuant to the Town IGA, the Districts shall be responsible for all reasonable costs of Erie's review for a material modification initiated by the Districts, conditioned upon Erie providing the Districts with a not-to-exceed estimate prior to each review.

II. NEED FOR NEW DISTRICTS AND GENERAL POWERS

A. Need for Metropolitan Districts

Operations and maintenance of wastewater, storm drainage, street and traffic safety and associated landscaping, and park and recreation improvements will initially be provided by the Districts during the construction phases, with said operations to be assumed by Erie upon its final acceptance of the public facilities. Erie does not consider it feasible or practicable to provide Erie Corporate Center with the public improvements. Consequently, it is necessary that the proposed Districts be organized as a means to provide the residents and taxpayers with the necessary public improvements.

B. General Powers of Districts

The Service District will have power and authority to provide the services and facilities described in this Section both within and outside its boundaries, in accordance with law. The powers and authorities of the Service District and the Financing Districts will be allocated and further refined in a Master Intergovernmental Agreement between the Districts (the "Master IGA"), the general form of which is described in Section V(A), which may be voted upon and approved by their respective electorates. For purposes of the Special District Control Act, the Master IGA shall not constitute an amendment of this Service Plan. It will, however, constitute a binding agreement between the Districts regarding implementation of the powers contained in this Service Plan.

The Districts shall have authority to provide the following services and facilities, all of which shall be in conformance with Erie's standards and specifications:

1. Sanitation. Pursuant to the annexation agreement between the Developer and the Town concerning the land within the proposed Districts, the District shall not have the ability to exercise or otherwise provide sanitary sewer services and improvements if the St. Vrain Sanitation District provides such services, unless the St. Vrain Sanitation District consents to the Districts exercise of such power. However, if sewer service to the property is provided by the Town, then the District shall have the ability, without any St. Vrain Sanitation District consent, to exercise sanitation powers and construct and otherwise finance the Town required sewer main improvements necessary for phased demand of the development. In such event, the District shall have the power of design, acquisition, installation and construction of sanitary sewer lines and all necessary or proper equipment and appurtenances incident thereto, together with all necessary, incidental and appurtenant facilities, land and easements, and all necessary extensions of and improvements to said facility or system.

2. Water. The design, acquisition, installation and construction of a complete water and irrigation water system, including but not limited to transmission and distribution systems for domestic and other public or private purposes, together with all necessary and proper facilities, equipment and appurtenances incident thereto which may include, but shall not be limited to, transmission lines, distribution mains and laterals, land and easements, together with extensions of and improvements to said systems.

3. Streets. The design, acquisition, installation, construction, operation, and maintenance of arterial street and roadway improvements, including but not limited to curbs, gutters, culverts, storm sewers and other drainage facilities, detention ponds, retaining walls and appurtenances, as well as sidewalks, bridges, parking facilities, paving, lighting, grading, landscaping, undergrounding of public utilities, snow removal equipment, or tunnels and other street improvements, together with all necessary, incidental, and appurtenant facilities, land and easements, together with extensions of and improvements to said facilities.

4. Traffic and Safety Controls. The design, acquisition, installation,

construction, operation, and maintenance of traffic and safety protection facilities and services through traffic and safety controls and devices on arterial streets and highways, as well as other facilities and improvements including but not limited to, signalization at intersections, traffic signs, area identification signs, directional assistance, and driver information signs, together with all necessary, incidental, and appurtenant facilities, land easements, together with extensions of and improvements to said facilities.

5. Parks and Recreation. The design, acquisition, installation, construction, operation and maintenance of public park and recreation facilities or programs which may include, but are not limited to, grading, soil preparation, sprinkler systems, playgrounds, playfields, swimming pool, bike and hiking trails, pedestrian trails, pedestrian bridges, picnic areas, common area landscaping and weed control, outdoor lighting of all types, community events, a recreation center and other facilities, together with all necessary, incidental and appurtenant facilities, land and easements, and all necessary extensions of and improvements to said facilities or systems.

6. Television Relay and Translator. The acquisition, construction, completion, installation and/or operation and maintenance of television relay and translator facilities, including but not limited to cable television and communication facilities, together with all necessary, incidental and appurtenant facilities, land and easements, and all necessary extensions of and improvements to said facilities so long as said facilities and improvements are not in conflict with any City ordinance or franchise agreement.

7. Mosquito and Pest Control. The design, acquisition, installation, construction, operation, and maintenance of systems and methods for the elimination and control of mosquitoes, rodents and other pests.

8. Transportation. The design, acquisition, installation, construction, operation and maintenance of public transportation system improvements, including transportation equipment, park and ride facilities and parking lots, parking structures, roofs, covers, and facilities, including structures for repair, operations and maintenance of such facilities, together with all necessary, incidental and appurtenant facilities, land and easements, and all necessary extensions of and improvements to said facilities or systems.

9. Legal Powers. The powers of the Districts will be exercised by the Boards of Directors to provide the services contemplated in this Service Plan. The foregoing improvements and services, along with all other activities permitted by law, will be undertaken in accordance with, and pursuant to, the procedures and conditions contained in the Special District Act, other applicable statutes, and this Service Plan, as any or all of the same may be amended from time to time.

10. Other. In addition to the powers enumerated above, the Boards of Directors of the Districts shall also have the following authority:

- a. To amend this Service Plan as needed, subject to the appropriate statutory

procedures and as permitted under the Town IGA, by written notice to Erie pursuant to § 32-1-207, C.R.S., of actions which the Districts believe are permitted by this Service Plan but which may be unclear. In the event Erie elects not to seek to enjoin any such activities under said statute, such election shall constitute agreement by Erie that such activities are within the scope of this Service Plan. Each District shall have the right to amend this Service Plan independent of participation of the other Districts; provided, however, that no District shall not be permitted to amend those portions of this Service Plan which affect, impair, or impinge upon the rights or powers of the other Districts without such District's consent; and

b. To forego, reschedule, or restructure the financing and construction of certain improvements and facilities, in order to better accommodate the pace of growth, resource availability, and potential inclusions of property within the Districts, or if the development of the improvements and facilities would best be performed by another entity; and

c. To provide all such additional services and exercise all such powers as are expressly or impliedly granted by Colorado law, and which the Districts are required to provide or exercise or, in its discretion, chooses to provide or exercise; and

d. To exercise all necessary and implied powers under Title 32, C.R.S. in the reasonable discretion of the Boards of Directors, except as limited by this Service Plan.

III. DESCRIPTION OF FACILITIES AND IMPROVEMENTS

The Districts will be permitted to exercise their statutory powers and authority set forth herein to finance, construct, acquire, operate and maintain the public facilities and improvements described in Section II of this Service Plan either directly or by contract. Where appropriate, the Districts will contract with various public and/or private entities to undertake such functions, including, but not limited to the Master IGA and Town IGA as further described in Section V.

Detailed information for each type of improvement needed for Erie Corporate Center is set forth in the following pages. It is important to note that the information contained in this Section is conceptual and preliminary in nature only, and that modifications to the type, configuration, and location of improvements will be necessary as development proceeds. All facilities will be designed in such a way as to assure that the facility and service standards will be compatible with those of Erie and other service providers, as appropriate.

The following sections contain general descriptions of the contemplated facilities and improvements, which are expected to be funded by the Financial Districts and constructed or caused to be constructed by the Service District.

A. General

Construction of all planned facilities and improvements will be scheduled to allow for

proper sizing and phasing to keep pace with the need for service. All descriptions of the specific facilities and improvements to be constructed, and their related costs, are estimates only and are subject to modification as engineering, development plans, economics, Erie's requirements, and construction scheduling may require.

B. General Design Standards

Improvements within the Districts will be designed and installed by the Service District in conformance with current standards adopted by the Service District and Erie. Designs and contract documents prepared for improvements must be reviewed and approved by the Service District and must be in accordance with Erie's applicable standards and specifications.

1. Wastewater System. The wastewater system will connect to Erie's sanitary sewer system in a manner consistent with Erie's Sanitary Sewer Master Plan applicable to Erie Corporate Center. The sanitary sewer lines will be designed and installed to conform to the current standards and recommendations of the Colorado Department of Health, Erie, Rules and Regulations adopted by the Districts and sound engineering judgment. All major elements of the sanitary sewer lines required for proper operation will be designed and installed independently and separately by the Developer.

2. Storm Drainage.

a. Generally. The Service District plans to install the necessary storm drainage system to serve Erie Corporate Center that detain developed drainage and convey historic drainage per the Town's construction standards. The proposed elements of the storm drainage system will provide a network of ditches, culverts, and curbs and gutters designed and installed in accordance with applicable regulatory standards and sound engineering judgment. The Service District will design and install all storm drainage improvements except for specific improvements within individual development parcels that will be designed and installed by individual developers.

All major storm drainage facilities will be designed to conform to the standards and recommendations for drainage improvements pursuant to Erie design criteria, including the intent of the current Urban Drainage and Flood Control District Master Plan requirements and the Rules and Regulations of the Districts. The development plan for the proposed storm drainage system within the project is more specifically described in Exhibit A.

b. Culverts. Culverts will be installed, as needed, under roadways that intersect storm drainage channels. Culverts will be designed to pass flows as required and may include headwalls, wing walls, inlet structures, and riprap protection to enhance their hydraulic capacity and reduce bank or channel erosion.

An overall drainage plan will be developed that will identify the major facilities necessary to convey the storm runoff from Erie Corporate Center. This plan will include all infrastructure required to convey the flows generated within Erie Corporate Center. This plan must maintain the

flexibility to modify the major drainage facilities as more detailed information is generated during the design of the individual phases. The overall drainage plan will include the utilization of storm sewers, drainage channels, streets, gutters, and culverts.

3. Water System. The water system will consist of a water distribution system consisting of buried water mains, fire hydrants, and related appurtenances located predominately within the Districts' boundaries. The proposed domestic potable water distribution system is expected to include pressurized water mains with multiple pressure zones. Water system components will be installed in accordance with the applicable standards of all entities with jurisdiction over the Districts, including Erie. The Drinking Water Design Criteria of the Colorado Department of Health will also be followed where applicable. The water system will also be designed based on Erie fire protection requirements. The individual water system components will be sized based upon the projected potable, irrigation and fire flow requirements of Erie Corporate Center.

The water distribution system will be dedicated to Erie. The system is expected to include main distribution and transmission lines and related appurtenances. The mains will provide for normal and peak water demands of the project as well as the delivery of fire protection water. The development plan for the proposed water system is described in Exhibit A.

4. Street System and Traffic Safety

a. General. The Service District proposes to construct an arterial street system to serve all of Erie Corporate Center. The existing and proposed elements of the street system will provide a network of major arterial streets to serve the flow of traffic within and surrounding the Districts. All facilities will be designed and installed in accordance with applicable regulatory standards and sound engineering judgment. The development plan for the proposed street system is more specifically described in Exhibit A.

b. Streets. Public streets will be designed and installed to conform to the standards and recommendations of the American Association of State Highway and Transportation Officials, the Colorado Department of Highways (where applicable), Erie's standards and specifications and the Rules and Regulations adopted by the Districts. Traffic controls and signage will be provided along streets to enhance the flow of traffic within Erie Corporate Center. Streetlights will be funded on a pro rata basis by the Service District along collector roadways. Lighting of local roadways will be the responsibility of the individual developers of the residential parcels.

c. Landscaping. Landscaping may be installed by the Service District along the roadway rights-of-way and trail easements. The Service District also intends to install and maintain landscaping along the internal streets and entry features at major entrances, unless dedicated to the Town. Additional features may be installed and maintained by the developers of the individual parcels.

d. Signals and Signage. Signals and signage will be installed by the Service District as required by traffic studies, the Service District's Rules and Regulations, and by Erie.

5. Park and Recreation. All park and recreational facilities and/or services will be constructed in accordance with plans and specifications approved by Erie as set forth in Exhibit A. All park and recreational facilities (parks and trails to service the development, and a pool to serve the residential community) will be constructed in accordance with engineering and design requirements appropriate for the surrounding terrain, and shall be compatible with Erie's standards or the standards of other local public entities, as appropriate.

C. Estimated Cost of Facilities and Surety.

The estimated cost of the facilities to be constructed, installed and/or acquired by the Financing District is shown in Exhibit D, and are exclusive of organizational costs, inflation and all bond issuance costs, including but not limited to such issuance expenses like debt service reserves, capitalized interest, underwriter's discount, and legal fees.

Any surety required of the Districts by Erie for completion of the public improvements that are funded by the Districts, shall be set at an acceptable level by Erie taking into consideration the quasi-municipal and publicly accessible nature of Title 32 metropolitan districts. The amounts and timing of the surety required of the Districts will be based on final plat approval, and shall be due for only the District funded improvements contemplated on a phase-by-phase basis. The District surety requirements will be in addition to the estimated costs of the public improvements, and shall not count against the debt limit contemplated herein.

IV. DEVELOPMENT PROJECTIONS

Land use within the project will be primarily residential and commercial. See Exhibit C, "Development Projections" for proposed land classifications and densities.

V. PROPOSED AND EXISTING AGREEMENTS

A. Master Intergovernmental Agreement

As noted in this Service Plan, the relationship between the Service District and the Financing Districts, including the means for approving, financing, constructing, and operating the public services and improvements needed to serve Erie Corporate Center will be established by means of a Master IGA to be executed by the Districts after organization. A final version of the Master IGA shall be submitted to Erie after the election on the organization of the Districts, if not prior thereto. The Districts shall not borrow any money, incur any debt, or impose any taxes or fees until Erie approves the Master IGA, which approval shall not be unreasonably withheld. The obligation of the Districts set forth in the Master IGA shall not count against any bonded debt limit or restriction of the Districts.

The Master IGA will establish extensive procedures and standards for the payment of the capital costs of the improvements, the payment of operation and maintenance expenses, the payment of the administrative expenses and the construction, acquisition, operation and maintenance of the improvements and the administration of the affairs of the Districts by the Service District.

B. Intergovernmental Agreement with Erie

Subsequent to their organization, the Districts may enter into an IGA with Erie (the "Town IGA"), which may generally provide that: (1) Other than as set forth in this Service Plan, the Districts shall take all action necessary to dissolve pursuant to Title 32, Article 1, part 7, C.R.S., as amended from time to time, as provided for under Colorado law if and in the event they do not need to remain in existence to operate and maintain facilities contemplated under this Service Plan; (2) the Districts shall not publish, without written consent of Erie, a notice under 32-1-207(3), C.R.S. of their intent to undertake construction of any facility, the issuance of bonds or other financial obligation, the levy of taxes, the imposition of rates, fees, tolls and charges, or any other proposed activity which requires that any action to enjoin such activity as a material departure from the Service Plan be brought within forty-five (45) days of such notice; (3) that as a consequence of the organization, the Districts shall assume certain development obligations of the Developer as set forth in the annexation agreement; (4) the provisions of the annexation agreement and subdivision improvement agreement for Erie Corporate Center shall prevail over inconsistent provisions in the Service Plan; (5) the Districts are subject to Erie's zoning, subdivision and building codes and (6) other provisions as mutually agreed by the parties. The Districts shall not borrow any money, incur any debt or impose any taxes or fees until Erie and the Districts execute the Town IGA, and such execution shall not be unreasonably withheld.

C. Other Agreements/Authority

To the extent practicable, the Districts may enter into additional intergovernmental and other private agreements to better ensure long-term provision of the improvements and services and effective management. Agreements may also be executed with property owner associations and other service providers. All such agreements are authorized to be provided, pursuant to Colorado Constitution, Article XIV, Section 18 (2)(a) and Sections 29-1-201, et seq., Colorado Revised Statutes. Upon formation, the Districts will enter into Erie's standard subdivision improvement agreement ("SIA") for the public improvements that the Districts are able to finance and otherwise provide. The Developer is expected to also enter into a SIA with Erie for other improvements that the Districts will not be undertaking.

VI. OPERATION AND MAINTENANCE COSTS

Estimated costs for operation and maintenance functions are presented in the Financing Plan attached hereto as Exhibit F and are forecasted at approximately \$36,000 per year at build-out increasing at a rate of 4% per year over the life of the forecast.

VII. FINANCIAL PLAN

Attached to this Service Plan, as Exhibit F, is a Financing Plan that shows how the proposed consolidated services and facilities may be financed and operated by the Districts. The Financing Plan demonstrates one method that might be used by the Districts; however, alternative plans may be employed and utilized without additional approval so long as such plans are within the parameters and limits contained herein and do not constitute a material modification of the Service Plan. The Financing Plan includes the proposed operating revenue derived from ad valorem property taxes for each applicable year, including the first budget year, to be used by the Service District. The Master IGA is expected to provide that the obligation of the Financing Districts to pay the Service District for capital and general operating expenses of the Districts shall constitute "contractual debt" of the Financing Districts, but shall not count against any general obligation debt limit. Accordingly, mill levies certified to make necessary payments to the Service District may be characterized as debt service mill levies notwithstanding that they are imposed in part to pay contractual obligations for operations and maintenance services provided by the Service District. Initially, the Service District anticipates borrowing its initial operating and capital project funds from advances made by the Developer or other private entities and/or by issuing revenue bonds until such time as the Districts are able to generate sufficient revenues from ad valorem mill levies or from other legally permissible revenue sources. It is anticipated that the Service District will issue revenue bonds with appropriate credit enhancement, if any, provided by the Developer and secured by pledge agreements from the Financing Districts. The Financing Districts may issue limited tax general obligation debt supported by ad valorem mill levies in order to retire the revenue bonds issued by the Service District, repay developer advances and/or as an alternative way for providing the public improvements contemplated herein. Proceeds from such bonds are also anticipated to be used for, but are not limited to, reimbursing all funds borrowed by the Service District to finance the acquisition, construction and completion of improvements and to pay for all of the costs of issuance of the bonds.

Prior to the closing of any bond issue, the Districts shall provide Erie with an opinion from the legal counsel stating that the bond issue is in conformance with the Service Plan. Additionally, in order to allow Erie an opportunity for review, the issuing District shall provide Erie with substantially final forms of any indenture, authorizing resolution and offering document intended to be adopted by the District. Erie shall have ten (10) business days from receipt of such documents to provide the Districts with any and all objections that the structure or terms of such bond issue are in conflict with this Service Plan. Failure to make such timely objection shall constitute consent to the proposed issuance. Pursuant to the Town IGA, the Districts shall be responsible for all reasonable costs of Erie's review, conditioned upon Erie providing the Districts with a not-to-exceed estimate prior to such review.

The Financing Plan identifies the proposed debt issuance schedules of the Districts, and shows the manner in which the financial operations of the Districts will be coordinated. Each District shall be permitted to impose a mill levy not to exceed forty-five (45) mills for debt service requirements, and an aggregate of fifty (50) mills for combined debt service and operational and maintenance requirements of the Districts (collectively referred to as the "Mill Levy Cap"). The Mill Levy Cap shall be subject to automatic adjustment if, after the original date of approval of this Service Plan, the laws of the State change with respect to the assessment of property for taxation purposes, the ratio for determining assessed valuation changes, or other similar changes occur. In these events, the Mill Levy Cap shall be automatically adjusted so that the tax liability of individual property owners neither increases nor decreases as a result of any such changes thereby maintaining a constant level of tax receipts of the Districts and overall tax payments from property owners. The Districts may eliminate the Mill Levy Cap with Erie's consent.

Upon approval of this Service Plan, the Districts will continue to develop and refine cost estimates contained herein and prepare for bond issuances. All cost estimates will be inflated to current dollars at the time of bond issuance and construction. Engineering and other contingencies, as well as capitalized interest and other costs of financing may be added. All construction cost estimates assume construction to applicable local, state or federal requirements.

The total estimated costs of improvements are \$18,011,582 (in 2003 dollars) set forth in Exhibit D, exclusive of organizational costs, interest on amounts borrowed from Developer and other similar costs as well as cost of bond issuance (which shall expressly include, but not be limited to debt service reserves, capitalized interest, underwriter's discounts, and legal fees). Organizational costs are estimated to be \$80,000 and will be reimbursed to the Developer by the Districts out of their initial revenue sources, including bond proceeds. The combined new money revenue and general obligation debt limit ("Debt Limit"), for the Districts will be \$27,000,000, inclusive of organizational costs, but exclusive of any surety requirement and the costs of issuance contemplated above, so that the Districts shall have the authority to issue debt in an amount sufficient to fully finance and construct all facilities contemplated herein and fully implement the Service Plan without the need to seek approval of any modification of this Service Plan. Increases in debt necessary to accomplish a refunding, re-issuance or restructuring of debt shall not count against the Debt Limit. Obligations of the Districts in the Master IGA will not count against the Debt Limit. If the assumptions contained in the Financing Plan are more conservative than what actually develops, the Districts, upon Erie's approval, shall have the ability to utilize excess debt capacity, which may develop within the Districts. The Districts shall also be permitted to seek debt authorization from their electorates in excess of the Debt Limit to account for contingencies. Reasonable modifications of public facilities and cost estimates shall be permitted. Final determination of the amount of debt for which approval will be sought from each District's electorate from time to time will be made by the Board of Directors of each District based on then current estimates of construction costs, issuance costs, and contingencies. Authorization to issue bonds and enter into various agreements described herein will be sought from each District's electorate pursuant to the terms of the Special District Act, and the Colorado Constitution, as amended from time to time.

In addition to ad valorem property taxes, and in order to offset the expenses of the anticipated construction and the Service District operations and maintenance costs, the Districts may also rely upon various other revenue sources authorized by law. These will include the power to assess fees, rates, tolls, penalties, or charges as provided in § 32-1-1001(1), C.R.S., as amended. To the extent the Districts desire to adopt a fee not specifically contemplated pursuant to the Financing Plan, they shall advise Erie of the level of the anticipated fee and the reasons therefor and obtain Erie's consent, which shall not be unreasonably withheld. The Financing Plan assumes various sources of revenue, including ad valorem property taxes and specific ownership taxes, together with interest earnings on retained amounts. Additionally, the Districts may receive certain revenues from reimbursement payments for the construction of public facilities as more fully described within the Financing Plan.

The Financing Plan does not project any significant accumulation of fund balances that might represent receipt of revenues in excess of expenditures under the TABOR Amendment. The operations of the Service District may, under certain circumstances, qualify as "enterprises" under the TABOR Amendment. If its operations do not qualify as enterprises under TABOR, revenues from all sources that exceed the permitted level of expenditures in a given year will be refunded to taxpayers, unless a vote approving the retention of such revenues is obtained. To the extent annual district revenues exceed expenditures in this manner, the Districts will comply with the provisions of TABOR and either refund the excess or obtain voter approval to retain such amounts.

The maximum voted interest rate for bonds will be 18%. The proposed maximum underwriting discount will be 5%. The maximum term of bonds issued by the Districts shall be forty (40) years, and it shall be a condition that any amount of outstanding principal and/or accrued interest that remains unpaid upon final maturity of the bonds shall be deemed to be forever discharged and satisfied in full. Interest on all bonds and other debt instruments of the Districts, inclusive of reimbursement obligations to the Developer, shall be restricted to simple interest and will not compound. Acceleration of debt service shall be prohibited upon all bonds and other debt instruments of the Districts, inclusive of reimbursement obligations to the Developer.

In the discretion of the Boards of Directors, the Districts may set up other qualifying entities to manage, fund, construct and operate facilities, services, and programs. To the extent allowed by law, any entity created by the Districts will remain under the control of its Board of Directors.

The Financing Plan demonstrates that the Districts will have the financial capability to discharge the proposed indebtedness with reasonable mill levies assuming reasonable increases in assessed valuation and assuming the rate of build-out estimated in the Financing Plan.

VIII. OTHER REQUIREMENTS

The Districts shall be subject to the following additional requirements:

1. The Districts shall be responsible for submitting an annual report to Erie no later than

March 1 of the subsequent fiscal year. The annual report shall include information as to any of the following events that occurred during the preceding calendar year as of December 31st:

- a. Boundary changes made or proposed.
- b. Intergovernmental Agreements with other governmental entities entered into or proposed.
- c. Changes or proposed changes in the Districts' policies.
- d. Changes or proposed changes in the Districts' operations.
- e. Any changes in the financial status of the Districts including revenue projections, or operating costs.
- f. A summary of any litigation that involves the Districts.
- g. Proposed plans for the year immediately following the year summarized in the annual report.
- h. Status of Districts' Public Improvement Construction Schedule.
- i. A list of all facilities and improvements constructed by the Districts that have been dedicated to and accepted by Erie.
- j. Summary of current assessed valuation in the Districts.

2. Material modifications of this Service Plan, except as contemplated herein, shall be subject to approval by Erie in accordance with the provisions of § 32-1-207, C.R.S. and pursuant to the Town IGA.

3. Written notice of all regular and special meetings of the Districts will be delivered to the office of the City Clerk. Notices shall be delivered at least three days prior to such meeting.

4. The Districts shall be prohibited from claiming entitlement to funds from the Conservation Trust Fund. The Districts shall not apply for any grants from Greater Outdoors Colorado.

5. The Districts agree that they shall not be authorized or undertake any eminent domain actions pursuant to section 32-1-1004 (4), C.R.S. without the prior approval from Erie.

6. The petitioners for organization of the Districts will make a good faith effort to assure that the developers of the property located within the Districts provide adequate written notice to purchasers of land in the Districts regarding the existence of taxes, charges, or assessments which may be imposed in connection with the Districts by providing a written disclosure of the same. It is anticipated that the petitioners will require that all builders purchasing property within the Districts from the petitioners will provide such disclosure to homebuyers at the time of contracting. The disclosure shall include, but not necessarily be limited to the following matters: (1) the Districts' authorized debt; (2) facilities and services to be operated and maintained by the Districts or via contract with the HOA; (3) maximum mill levy and the procedure for any adjustment thereto; (4) any applicable fees and a statement that such fees are separate from any applicable HOA fees. Subsequent to organization, the Districts shall

record the disclosure in the real property records of the County of Weld, State of Colorado.

IX. CONCLUSIONS

It is submitted that this Service Plan as required by § 32-1-203(2), C.R.S., has established that:

(a) There is sufficient existing and projected need for organized service in the area to be served by the Districts;

(b) The existing service in the area to be served by the Districts is inadequate for present and projected needs;

(c) The Districts are capable of providing economical and sufficient service to the area within its boundaries;

(d) The area included in the Districts does have, and will have, the financial ability to discharge the proposed indebtedness on a reasonable basis;

Therefore, it is requested that the Town Council of Erie, Colorado, adopt a resolution that approves this "Consolidated Service Plan for Erie Corporate Center Metropolitan District Nos. 1, 2 and 3," as submitted, which shall be attached hereto as Exhibit G.

Respectfully submitted,


By: K. Sean Allen, Esq.

For WHITE AND ASSOCIATES, P.C.
Counsel to Proponents of the Districts

EXHIBIT A
Development Plan

Erie Corporate Center
Metropolitan District

Proposed Facilities/ Improvements Narrative

A. Parks and Recreation

1. Parks – The District will construct the required parks and trails to serve the project.
2. Recreational Amenity/ Pool – The District will construct a pool to serve the residential community.

B. Streets and Traffic Safety

1. Weld County Road 7 – The District will construct acceleration/ deceleration lanes and shoulder improvements to WCR 7 for the two access points to the residential community off of WCR 7.
2. Weld County Road 7 ½ - The District will construct WCR 7 ½ in phases as deemed necessary by the onsite traffic demand.
3. Weld County Road 10 – The District will construct a 2 lane roadway at WCR 10 as deemed necessary by the onsite traffic demand and to provide access from east of I25 to the Erie Corporate Center.
4. Weld County Road 12 - The District will construct a 2 lane roadway at WCR 10 as deemed necessary by the onsite traffic demand.
5. BC/ RC Collector Roadway – The District will construct a 2 lane connector roadway within commercial districts BC/ RC as deemed necessary by the onsite traffic demand and the planning parcel boundaries.
6. Traffic Signalization – The District will contribute a proportional share of the cost of a signal based on the District boundary as it relates to the ownership of the four corners of the intersection.
7. Entry Features – As part of the landscaping improvements to the roadways the District will construct entry monuments.

C. Storm Drainage

1. Erie Outfall Systems Improvements – The District is responsible for constructing drainage improvements on Erie Corporate Center that detain developed drainage and convey historic drainage per Town of Erie construction standards.
2. Ditch Improvements – The District will construct trail and ditch improvements including piping of any ditches.

D. Water System

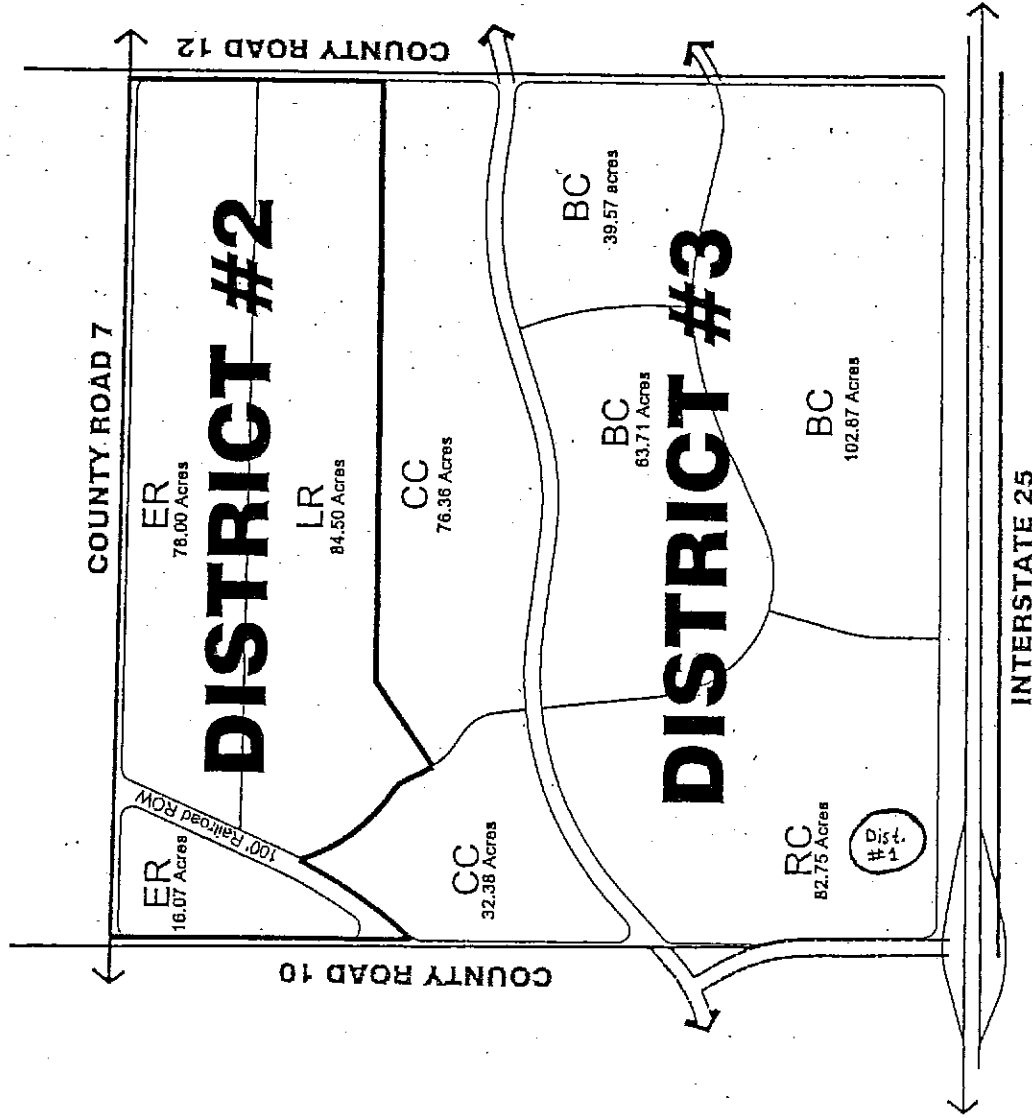
1. Water Main Extensions – The District will construct offsite and onsite water main improvements as deemed necessary by the phased demand of the project.

E. Sanitary Sewer

1. Sewer Main Extensions – The annexation agreement provides an option where by the District will construct the required Town of Erie offsite and onsite sewer main improvements as deemed necessary by the phased demand of the project. In the event the sewer is provided by the St. Vrain Sanitation district the cost of said offsite will not be included in the District unless St. Vrain District policy allows for such inclusion of costs.

Erie Corporate Center

Metropolitan Districts

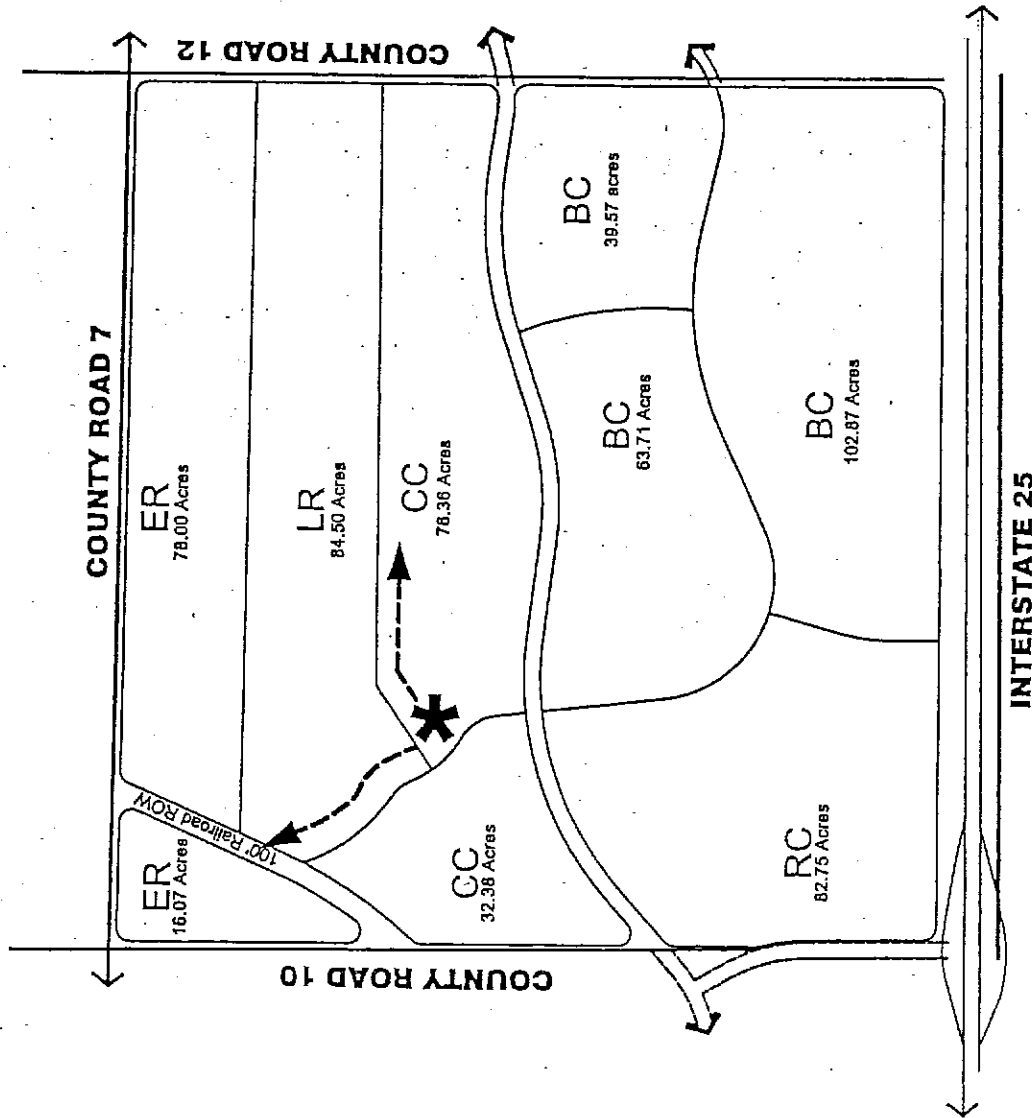


CVL
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7901 E. Bellevue Avenue
Suite 150
Englewood, CO 80111
Tel: (720) 482-9526
Fax: (720) 482-9546

Erie Corporate Center

Recreation Amenities



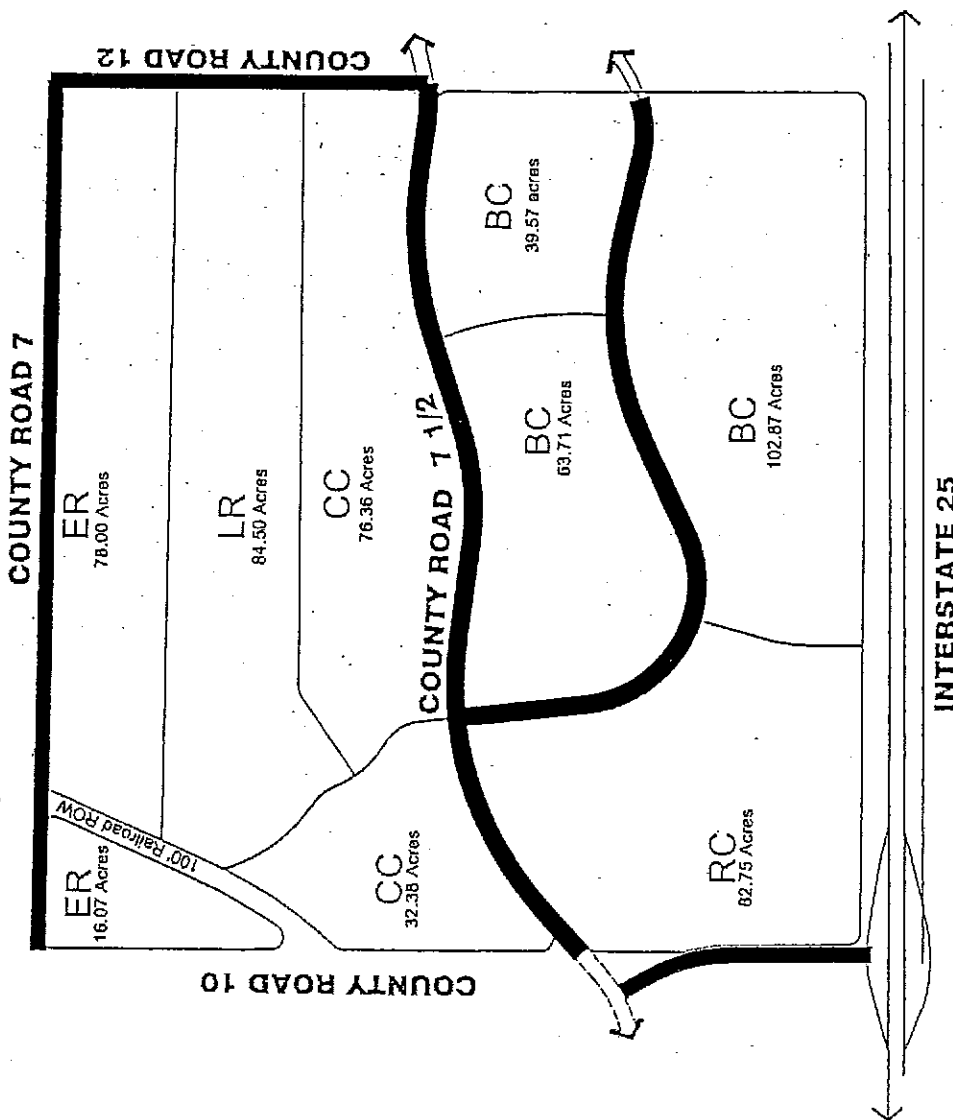
* Actual location to be determined.

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CIVIL ENGINEERING • LAND SURVEYING • LAND PLANNING

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Englewood, CO 80111
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Erie Corporate Center

Roadways

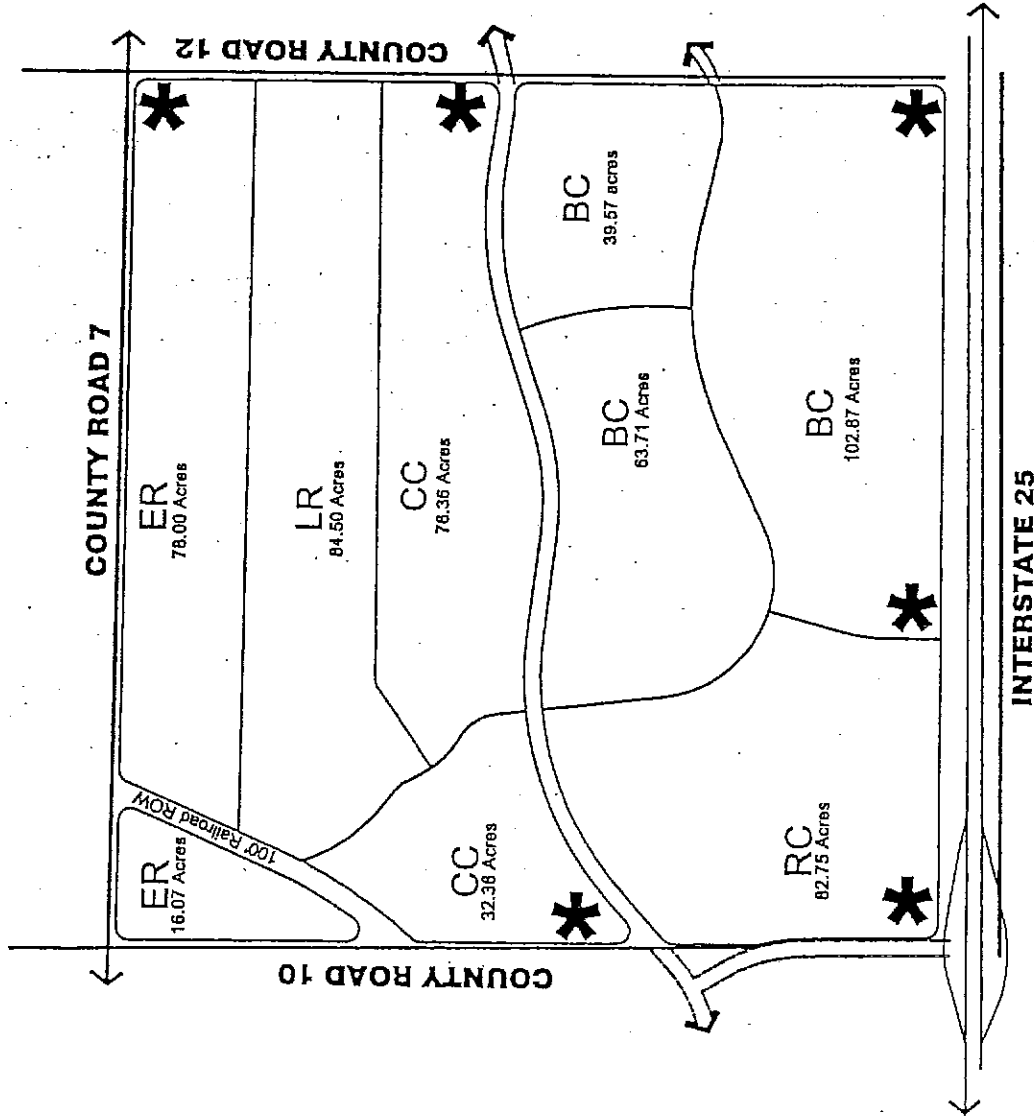


CYL
CONSULTANTS OF COLORADO, INC.
CIVIL ENGINEERING • LAND SURVEYING • LAND PLANNING

7901 E. Bellevue Avenue
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Englewood, CO 80111
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Fax: (720) 482-9546

Erie Corporate Center

Regional Drainage



* Actual locations to be determined.

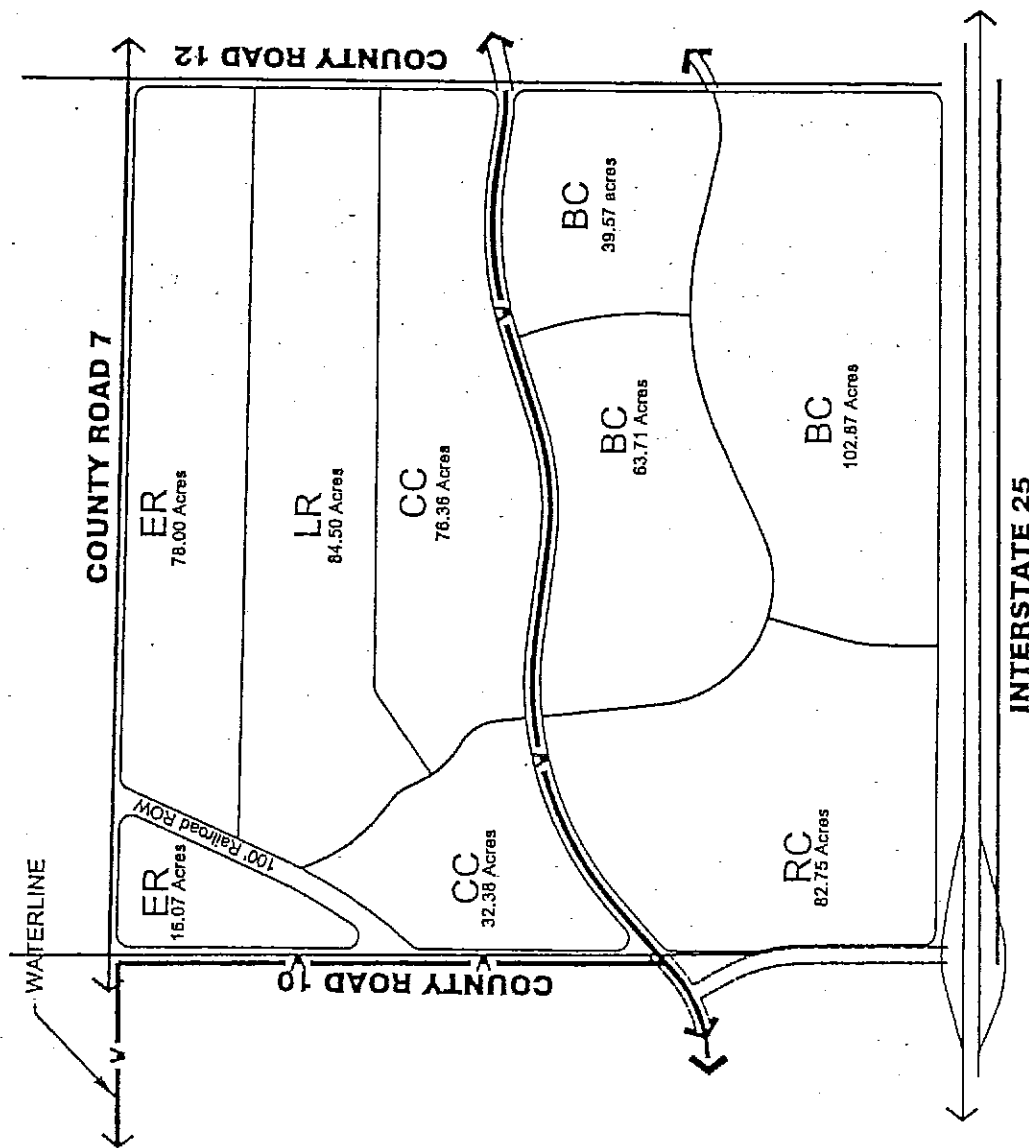


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Erie Corporate Center

Waterline Extension

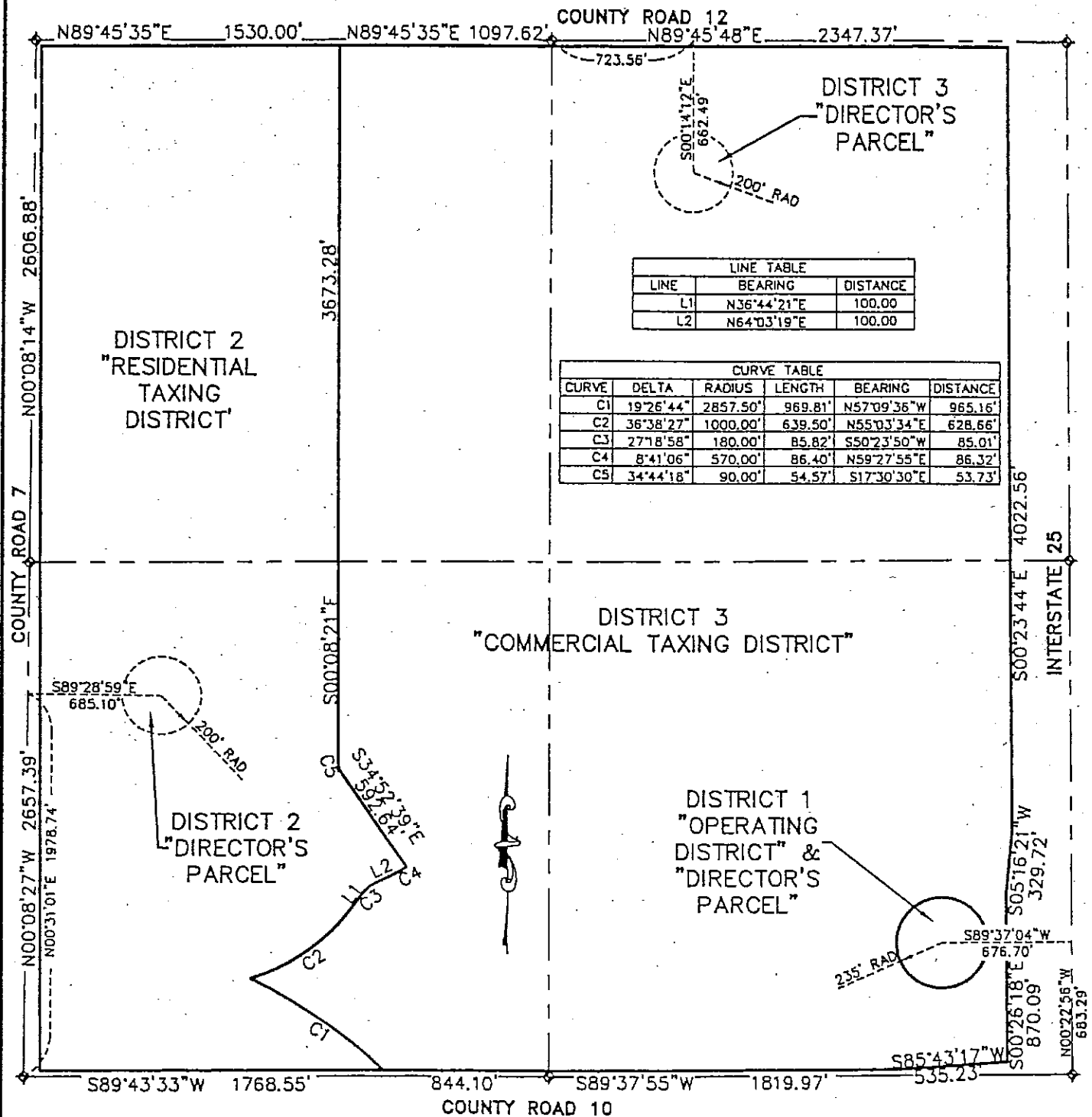


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EXHIBIT B
Map – Boundaries

EXHIBIT



SECTION 10, T 1 N, R 68 W - WELD COUNTY, COLORADO

JANUARY 8, 2002

ERIE CORPORATE CENTER
METROPOLITAN DISTRICT EXHIBIT

This drawing is intended only to accompany the attached legal description and does not represent a monumented land survey.



7901 E. Belleview Avenue
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CONSULTANTS, INC. OF COLORADO

CIVIL ENGINEERING • LAND SURVEYING • LAND PLANNING

EXHIBIT C
Development Projections

ERIE CORPORATE METROPOLITAN DISTRICT
DEVELOPMENT PROJECTIONS

PRODUCT	UNIT	VALUE		TOTAL	2006	2007	2008	2009	2010	2011	2012	2013	2014	2015	2016
		PER UNIT													
3.5 acre residential	EACH	\$ 750,000	13	-	-	3	3	3	4	-					
15,000 s.f. residential	EACH	\$ 400,000	67	23	22	22	-	-	-	-					
65's	EACH	\$ 320,000	160	40	40	40	40	40	-	-					
55's	EACH	\$ 280,000	160	40	40	40	40	40	-	-					
Community Commercial	S.F.	\$ 100	980,100	-	-	-	-	130,680	130,680	130,680	130,680	130,680	130,680	130,680	65,340
Regional Commercial	S.F.	\$ 100	744,876	-	-	-	130,680	130,680	196,020	130,680	156,816				
Business Commercial	S.F.	\$ 100	2,015,472				313,632	235,224	316,632	156,816	235,224	313,632	156,816	287,496	

EXHIBIT D
Estimated Costs of Improvements

**ERIE CORPORATE METROPOLITAN DISTRICT
ESTIMATED COSTS OF IMPROVEMENTS**

	CURRENT BUDGET
12" water main adj to WCR 7	458,905
12" water main in WCR 10	458,905
12" water main loop back to WCR 8	458,905
Regional drainage	1,117,463
Ditch piping / improvements	655,578
Parks	931,219
Recreational amenity (pool)	750,000
WCR 7 accel/decel & east 1/2	620,813
WCR 7 1/2 - 2 lanes	2,048,681
WCR 7 1/2 - 4 lanes w/ landscaping	3,538,631
WCR 10	1,241,625
WCR 12	645,645
Internal loop road w/ water	1,966,734
Entry features	993,300
Signalization - 1/4 of intersections	372,488
Interchange approvals	150,000
Sanitary sewer	1,602,690
	<u>\$ 18,011,582</u>

Erie Corporate Center
Metropolitan District

Proposed Facilities/ Improvements Cost Estimate

A. Parks and Recreation

1. Parks	\$931,219
2. Recreational Amenity/ Pool	\$750,000

B. Streets and Traffic Safety

1. Weld County Road 7	\$620,813
2. Weld County Road 7 ½	\$5,587,312
3. Weld County Road 10	\$1,241,625
4. Weld County Road 12	\$645,645
5. BC/ RC Collector Roadway	\$1,966,734
6. Traffic Signalization	\$372,489
7. Entry Features	\$993,300
8. Interchange Approvals	\$150,000

C. Storm Drainage

1. Erie Outfall Systems Improvements	\$1,117,464
2. Ditch Improvements	\$655,578

D. Water System

1. Water Main Extensions	\$1,376,715
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E. Sanitary Sewer	\$1,602,690
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EXHIBIT E
Legal Descriptions



Civil Engineering
Land Surveying
Land Planning

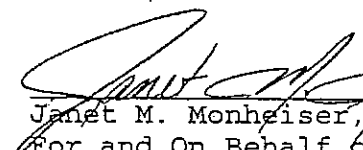
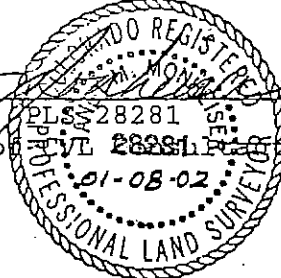
CONSULTANTS, INC.

ERIE CORPORATE CENTER
DESCRIPTION OF DISTRICT 1 "OPERATING DISTRICT" & "DIRECTOR'S PARCEL"

A parcel of land 235 feet in radius in the Southeast Quarter of said Section 10, Township 1 North, Range 68 West of the Sixth Principal Meridian, Town of Erie, County of Weld, State of Colorado, more particularly described as follows:

COMMENCING at the Southeast corner of said Section 10;
Thence North $00^{\circ}22'56''$ West along the easterly line of said Section 10 a distance of 683.29 feet to a point;
Thence South $89^{\circ}37'04''$ West a distance of 676.70 feet to the center point of said parcel.

Containing 3.983 acres, more or less.


Janet M. Monheiser, PLS 28281
For and On Behalf of CVL Consultants, Inc.


N:\PROJECTS\01802901\DWG\018029SURVEY\LEGALS\DIST 1 OPER & DIR.DOC
January 8, 2002



Civil Engineering
Land Surveying
Land Planning

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ERIE CORPORATE CENTER

DESCRIPTION OF DISTRICT 2 "RESIDENTIAL TAXING DISTRICT"

A part of Section 10, Township 1 North, Range 68 West of the Sixth Principal Meridian, Town of Erie, County of Weld, State of Colorado, more particularly described as follows:

COMMENCING at the Northwest corner of said Section 10;
Thence North $89^{\circ}45'35''$ East along the northerly line of said Section 10 a distance of 30.00 feet to a point;
Thence South $00^{\circ}08'14''$ East parallel with and 30.00 feet easterly of the westerly line of said Section 10 a distance of 30.00 feet to the POINT OF BEGINNING;
Thence North $89^{\circ}45'35''$ East parallel with and 30.00 feet southerly of the northerly line of said Section 10 a distance of 1530.00 feet to a point;
Thence South $00^{\circ}08'21''$ East a distance of 3673.28 feet to a point of curvature;
Thence along the arc of a curve to the left having a central angle of $34^{\circ}44'18''$, a radius of 90.00 feet, an arc length of 54.57 feet, and whose chord bears South $17^{\circ}30'30''$ East, 53.73 feet to a point;
Thence South $34^{\circ}52'38''$ East a distance of 592.64 feet to a point of non-tangent curvature;
Thence along the arc of a curve to the right having a central angle of $08^{\circ}41'06''$, a radius of 570.00 feet, an arc length of 86.40 feet, and whose chord bears South $59^{\circ}27'55''$ West, 86.32 feet to a point;
Thence South $64^{\circ}03'19''$ West a distance of 100.00 feet to a point of non-tangent curvature;
Thence along the arc of a curve to the left having a central angle of $27^{\circ}18'58''$, a radius of 180.00 feet, an arc length of 85.82 feet, and whose chord bears South $50^{\circ}23'50''$ West, 85.00 feet to a point;
Thence South $36^{\circ}44'21''$ West a distance of 100.00 feet to a point of curvature;
Thence along the arc of a curve to the right having a central angle of $36^{\circ}38'27''$, a radius of 1000.00 feet, an arc length of 639.50 feet, and whose chord bears South $55^{\circ}03'34''$ West, 628.66 feet to a point of non-tangent curvature;
Thence along the arc of a curve to the right having a central angle of $16^{\circ}49'58''$, a radius of 2857.50 feet, an arc length of 839.50 feet, and whose chord bears South $55^{\circ}51'12''$ East, 836.49 feet to a point of non-tangency on the northerly right of way line of County Road 10;
Thence South $89^{\circ}43'33''$ West along said northerly right of way parallel with and 30.00 feet northerly of the southerly line of said Section 10 a distance of 1768.55 feet to a point on the easterly right of way line of County Road 7;
Thence North $00^{\circ}08'27''$ West along said easterly right of way line a distance of 2657.39 feet to a point;


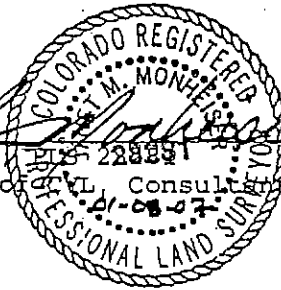


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Thence North $00^{\circ}08'14''$ West continuing along said easterly right of way line a distance of 2606.88 feet to the POINT OF BEGINNING.
Containing 186.000 acres, more or less.


Janet M. Monheiser
For and On Behalf of CVL Consultants


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ERIE CORPORATE CENTER

DESCRIPTION OF DISTRICT 3 "COMMERCIAL TAXING DISTRICT"

A part of Section 10, Township 1 North, Range 68 West of the Sixth Principal Meridian, Town of Erie, County of Weld, State of Colorado, more particularly described as follows:

COMMENCING at the Northwest corner of said Section 10;

Thence North $89^{\circ}45'35''$ East along the northerly line of said Section 10 a distance of 30.00 feet to a point;

Thence South $00^{\circ}08'14''$ East parallel with and 30.00 feet easterly of the westerly line of said Section 10 a distance of 30.00 feet to a point on the southerly right of way line of County Road 12;

Thence North $89^{\circ}45'35''$ East continuing along said right of way line parallel with and 30.00 feet southerly of the northerly line of said Section 10 a distance of 1530.00 feet to the POINT OF BEGINNING;

Thence North $89^{\circ}45'35''$ East continuing along said right of way line a distance of 1097.62 feet to a point;

Thence North $89^{\circ}45'48''$ East a distance of 2347.37 feet to a point on the westerly line of CDOT Tract 205 as described at Reception Number 2776783 in the Weld County Clerk and Recorder's Office;

Thence along said westerly line and the westerly line of Tract 203 and Tract 203A at said Reception Number the following four (4) courses;

1. Thence South $00^{\circ}23'48''$ East a distance of 4022.56 feet to a point;

2. Thence South $05^{\circ}16'21''$ West a distance of 329.72 feet to a point;

3. Thence South $00^{\circ}26'18''$ East a distance of 70.09 feet to a point;

4. Thence South $85^{\circ}43'17''$ West a distance of 535.23 feet to a point on the northerly right of way line of County Road 10;

Thence South $89^{\circ}37'55''$ West along said right of way line parallel with and 30.00 feet northerly of the southerly line of the Southeast Quarter of said Section 10 a distance of 1819.97 feet to a point;

Thence South $89^{\circ}43'35''$ West continuing along said northerly right of way line parallel with and 30.00 feet northerly of the southerly line of Southwest Quarter of said Section 10 a distance of 844.10 feet to a point of non-tangent curvature;

Thence along the arc of a curve to the left having a central angle of $16^{\circ}49'58''$, a radius of 2857.50 feet, an arc length of 839.49 feet, and whose chord bears North $55^{\circ}51'13''$ West, 836.48 feet to a point of non-tangent curvature;

Thence along the arc of a curve to the left having a central angle of $36^{\circ}38'27''$, a radius of 1000.00 feet, an arc length of 639.50 feet, and whose chord bears North $55^{\circ}03'34''$ East, 628.66 feet to a point;

Thence North $36^{\circ}44'21''$ East a distance of 100.00 feet to a point of curvature;



Civil Engineering
Land Surveying
Land Planning

CONSULTANTS, INC.

ERIE CORPORATE CENTER

Thence along the arc of a curve to the right having a central angle of $27^{\circ}18'58''$, a radius of 180.00 feet, an arc length of 85.82 feet, and whose chord bears North $50^{\circ}23'50''$ East, 85.00 feet to a point;

Thence North $64^{\circ}03'19''$ East a distance of 100.00 feet to a point of curvature;

Thence along the arc of a curve to the left having a central angle of $9^{\circ}10'49''$, a radius of 539.32 feet, an arc length of 86.41 feet, and whose chord bears North $59^{\circ}27'55''$ East, 86.32 feet to a point;

Thence North $34^{\circ}52'38''$ West a distance of 592.64 feet to a point of curvature;

Thence along the arc of a curve to the right having a central angle of $34^{\circ}44'18''$, a radius of 90.00 feet, an arc length of 54.57 feet, and whose chord bears North $17^{\circ}30'30''$ West, 53.73 feet to a point;

Thence North $00^{\circ}08'21''$ West a distance of 3673.28 feet to the POINT OF BEGINNING. Containing 415.357 acres, more or less.

Exception therefrom

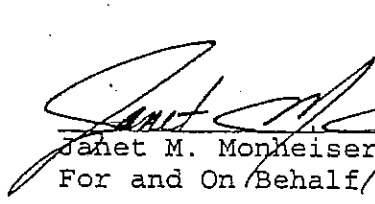
A parcel of land 235 feet in radius in the Southeast Quarter of said Section 10, Township 1 North, Range 68 West of the Sixth Principal Meridian, Town of Erie, County of Weld, State of Colorado, more particularly described as follows:

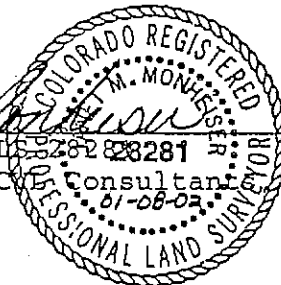
COMMENCING at the Southeast corner of said Section 10;

Thence North $00^{\circ}22'56''$ West along the easterly line of said Section 10 a distance of 683.29 feet to a point;

Thence South $89^{\circ}37'04''$ West a distance of 676.70 feet to the center point of said parcel. Containing 3.983 acres, more or less.

CONTAINING A TOTAL OF 411.374 ACRES, MORE OR LESS.


Janet M. Monheiser, PLS 28283281
For and On Behalf of CVL Consultants, Inc.



N:\PROJECTS\01802901\DWG\018029SURVEY\LEGALS\DIST 3.DOC
January 8, 2002

EXHIBIT F
Financing Plan

Erie Corporate Center Metropolitan Districts No.1, 2 and 3

Forecasted Statements

Sources and Uses of Funds

**For the Years Ending
December 31, 2003 through 2049**

Erie Corporate Center Metropolitan Districts No. 1, 2 and 3
Erie, Colorado

Summary of Significant Assumptions and Accounting Policies
December 31, 2003 through 2049

The following forecast presents, to the best of the Petitioner's knowledge and belief, the expected cash receipts and disbursements for the forecast period. Accordingly, the forecast reflects the Petitioner's judgment as of November 6, 2003. The assumptions disclosed herein are those that the Petitioner believes are significant to the forecast. There will usually be differences between the forecasted and actual results, because events and circumstances frequently do not occur as expected, and those differences may be material.

The purpose of this forecast is to show the amount of funds available for construction of infrastructure within the Districts by the issuance of promissory notes to the Developer and the anticipated funds available for repayment of the promissory notes.

The Petitioner anticipates the formation of three (3) Title 32 Special Districts.

Note 1. Ad Valorem and Specific Ownership Taxes

Residential property is currently assessed at approximately 7.96% of actual value. The market values of residential units within the District will range from \$280,000 to \$750,000 and will vary based upon the type of unit, development location and lot size. Market values are inflated at 4% per year commencing at full buildout of all units. Commercial property is currently assessed at 29% of actual value. The market value of commercial property within the District assumes a range of 21 to 24% coverage, at a value of \$100 per square foot of building.

Property is assumed to be assessed annually as of January 1. Residences are assumed to be assessed on January 1 of the year following the year of construction. The forecast of property tax revenue recognizes the related revenue in the subsequent year.

The Weld County Treasurer currently charges a 1.5% fee for the collection of property taxes on the assessed property and improvements. These charges are reflected in the accompanying forecasts as Treasurer's fees.

The forecast assumes that Specific Ownership Taxes collected on motor vehicle registrations will be 5.0% of property taxes collected.

The mill levy proposed to be imposed by the Districts is initially projected to be 39.6 mills on the residential units and 10.9 mills on the commercial property. This levy is used to pay construction financing debt service, general obligation debt service and operating expenses of the District.

Note 2. Interest Income

Revenues received by the Districts are assumed to be invested, until expended, at a rate of 2.0%. Interest income earned is based on the beginning cash balance each year and includes an estimate of the timing of the receipt of other revenues and the disbursement of funds during the year.

Note 3. Bond Issuance Assumptions

Initially, District No. 1 proposes to issue its promissory notes based upon the need for construction, operating and debt service funds for the project. The Developer will advance funds to the District for these purposes in exchange for the District's promissory notes. The promissory notes will bear a variable interest rate, estimated at 8.5%. District No. 1 contemplates and proposes to issue revenue bonds to pay for public improvements, which will constitute special revenue obligations payable from all moneys collected from District Nos. 2 and 3 pursuant to a pledge agreement between the Districts. District Nos. 2 and 3 may issue general obligation bonds to refund any outstanding promissory notes of District No. 1 and to pay for public improvements. Based upon the aforementioned assessment ratios, District No. 2's mill levy is projected to not exceed 40 mills and District No. 3's mill levy is not expected to exceed 11 mills to pay debt service obligations and operating expenses of the District. The general obligation bonds will be issued in denominations of \$5,000 or multiples thereof and will bear an estimated interest rate of 6.0%.

Note 4. Operating Expenses

Operating expenses for legal, accounting, audit and management are forecast to be \$36,000 per year. Operating expenses are inflated at a constant rate of 4.0% per year over the life of the forecast.

Note 5. Construction Costs

Construction costs of infrastructure are estimated to be \$18,011,582.

**ERIE CORPORATE METROPOLITAN DISTRICT
SOURCE AND APPLICATION OF FUNDS**

SOURCES:

	TOTAL	2003	2004	2005	2006	2007	2008	2009
RCEs:								
Beginning cash								
Property tax revenue - residential	18,215,155	-	8,300	5,013	47,294	49,257	48,117	38,383
Property tax revenue - commercial	46,135,769				-		104,572	214,972
Specific ownership taxes	3,217,546		-	-	-		-	-
Reimbursements - transportation fees	400,000				100,000	100,000	100,000	100,000
Developer financing	21,250,000	80,000	35,000	3,450,000	925,000	5,725,000	2,275,000	1,085,000
General obligation bonds	26,250,000							-
Interest income	110,528	-	-	100	946	985	962	768

APPLICATION:

Infrastructure construction	18,011,583	-	-	3,201,419	645,645	5,164,723	1,489,950	248,325
Interest - developer financing	11,069,975	1,700	8,288	156,400	342,338	624,963	964,963	1,107,763
Principal - developer financing	21,250,000	-	-	-	-	-	-	-
Issuance costs	787,500	-	-	-	-	-	-	-
Interest - general obligation bonds	32,830,800	-	-	-	-	-	-	-
Principal - general obligation bonds	26,250,000	-	-	-	-	-	-	-
Treasurer's fees	1,013,527	-	-	-	-	-	1,647	3,386
Formation and operating costs	4,304,864	70,000	30,000	50,000	36,000	37,440	38,938	40,495
Contingency	10,750	-	-	-	-	-	-	-

ENDING CASH

115,528,999	71,700	38,288	3,407,819	1,023,983	5,827,126	2,495,497	1,399,968
50,000	8,300	5,013	47,294	49,257	48,117	38,383	49,903

MILL LEVY - RESIDENTIAL
MILL LEVY - COMMERCIAL

39.6	39.6
10.9	10.9

2010	2011	2012	2013	2014	2015	2016
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998	885	48,658	17,223	859	2,680	1,176
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Figure 1. The effect of the number of iterations on the accuracy of the proposed algorithm. The accuracy is measured by the percentage of correct classifications. The number of iterations is 10, 20, 30, 40, 50, 60, 70, 80, 90, 100, 110, 120, 130, 140, 150, 160, 170, 180, 190, 200, 210, 220, 230, 240, 250, 260, 270, 280, 290, 300, 310, 320, 330, 340, 350, 360, 370, 380, 390, 400, 410, 420, 430, 440, 450, 460, 470, 480, 490, 500, 510, 520, 530, 540, 550, 560, 570, 580, 590, 600, 610, 620, 630, 640, 650, 660, 670, 680, 690, 700, 710, 720, 730, 740, 750, 760, 770, 780, 790, 800, 810, 820, 830, 840, 850, 860, 870, 880, 890, 900, 910, 920, 930, 940, 950, 960, 970, 980, 990, 1000. The accuracy is 0.95, 0.96, 0.97, 0.98, 0.99, 1.00, 1.01, 1.02, 1.03, 1.04, 1.05, 1.06, 1.07, 1.08, 1.09, 1.10, 1.11, 1.12, 1.13, 1.14, 1.15, 1.16, 1.17, 1.18, 1.19, 1.20, 1.21, 1.22, 1.23, 1.24, 1.25, 1.26, 1.27, 1.28, 1.29, 1.30, 1.31, 1.32, 1.33, 1.34, 1.35, 1.36, 1.37, 1.38, 1.39, 1.40, 1.41, 1.42, 1.43, 1.44, 1.45, 1.46, 1.47, 1.48, 1.49, 1.50, 1.51, 1.52, 1.53, 1.54, 1.55, 1.56, 1.57, 1.58, 1.59, 1.60, 1.61, 1.62, 1.63, 1.64, 1.65, 1.66, 1.67, 1.68, 1.69, 1.70, 1.71, 1.72, 1.73, 1.74, 1.75, 1.76, 1.77, 1.78, 1.79, 1.80, 1.81, 1.82, 1.83, 1.84, 1.85, 1.86, 1.87, 1.88, 1.89, 1.90, 1.91, 1.92, 1.93, 1.94, 1.95, 1.96, 1.97, 1.98, 1.99, 2.00, 2.01, 2.02, 2.03, 2.04, 2.05, 2.06, 2.07, 2.08, 2.09, 2.10, 2.11, 2.12, 2.13, 2.14, 2.15, 2.16, 2.17, 2.18, 2.19, 2.20, 2.21, 2.22, 2.23, 2.24, 2.25, 2.26, 2.27, 2.28, 2.29, 2.30, 2.31, 2.32, 2.33, 2.34, 2.35, 2.36, 2.37, 2.38, 2.39, 2.40, 2.41, 2.42, 2.43, 2.44, 2.45, 2.46, 2.47, 2.48, 2.49, 2.50, 2.51, 2.52, 2.53, 2.54, 2.55, 2.56, 2.57, 2.58, 2.59, 2.60, 2.61, 2.62, 2.63, 2.64, 2.65, 2.66, 2.67, 2.68, 2.69, 2.70, 2.71, 2.72, 2.73, 2.74, 2.75, 2.76, 2.77, 2.78, 2.79, 2.80, 2.81, 2.82, 2.83, 2.84, 2.85, 2.86, 2.87, 2.88, 2.89, 2.90, 2.91, 2.92, 2.93, 2.94, 2.95, 2.96, 2.97, 2.98, 2.99, 3.00, 3.01, 3.02, 3.03, 3.04, 3.05, 3.06, 3.07, 3.08, 3.09, 3.10, 3.11, 3.12, 3.13, 3.14, 3.15, 3.16, 3.17, 3.18, 3.19, 3.20, 3.21, 3.22, 3.23, 3.24, 3.25, 3.26, 3.27, 3.28, 3.29, 3.30, 3.31, 3.32, 3.33, 3.34, 3.35, 3.36, 3.37, 3.38, 3.39, 3.40, 3.41, 3.42, 3.43, 3.44, 3.45, 3.46, 3.47, 3.48, 3.49, 3.50, 3.51, 3.52, 3.53, 3.54, 3.55, 3.56, 3.57, 3.58, 3.59, 3.60, 3.61, 3.62, 3.63, 3.64, 3.65, 3.66, 3.67, 3.68, 3.69, 3.70, 3.71, 3.72, 3.73, 3.74, 3.75, 3.76, 3.77, 3.78, 3.79, 3.80, 3.81, 3.82, 3.83, 3.84, 3.85, 3.86, 3.87, 3.88, 3.89, 3.90, 3.91, 3.92, 3.93, 3.94, 3.95, 3.96, 3.97, 3.98, 3.99, 4.00, 4.01, 4.02, 4.03, 4.04, 4.05, 4.06, 4.07, 4.08, 4.09, 4.10, 4.11, 4.12, 4.13, 4.14, 4.15, 4.16, 4.17, 4.18, 4.19, 4.20, 4.21, 4.22, 4.23, 4.24, 4.25, 4.26, 4.27, 4.28, 4.29, 4.30, 4.31, 4.32, 4.33, 4.34, 4.35, 4.36, 4.37, 4.38, 4.39, 4.40, 4.41, 4.42, 4.43, 4.44, 4.45, 4.46, 4.47, 4.48, 4.49, 4.50, 4.51, 4.52, 4.53, 4.54, 4.55, 4.56, 4.57, 4.58, 4.59, 4.60, 4.61, 4.62, 4.63, 4.64, 4.65, 4.66, 4.67, 4.68, 4.69, 4.70, 4.71, 4.72, 4.73, 4.74, 4.75, 4.76, 4.77, 4.78, 4.79, 4.80, 4.81, 4.82, 4.83, 4.84, 4.85, 4.86, 4.87, 4.88, 4.89, 4.90, 4.91, 4.92, 4.93, 4.94, 4.95, 4.96, 4.97, 4.98, 4.99, 5.00, 5.01, 5.02, 5.03, 5.04, 5.05, 5.06, 5.07, 5.08, 5.09, 5.10, 5.11, 5.12, 5.13, 5.14, 5.15, 5.16, 5.17, 5.18, 5.19, 5.20, 5.21, 5.22, 5.23, 5.24, 5.25, 5.26, 5.27, 5.28, 5.29, 5.30, 5.31, 5.32, 5.33, 5.34, 5.35, 5.36, 5.37, 5.38, 5.39, 5.40, 5.41, 5.42, 5.43, 5.44, 5.45, 5.46, 5.47, 5.48, 5.49, 5.50, 5.51, 5.52, 5.53, 5.54, 5.55, 5.56, 5.57, 5.58, 5.59, 5.60, 5.61, 5.62, 5.63, 5.64, 5.65, 5.66, 5.67, 5.68, 5.69, 5.70, 5.71, 5.72, 5.73, 5.74, 5.75, 5.76, 5.77, 5.78, 5.79, 5.80, 5.81, 5.82, 5.83, 5.84, 5.85, 5.86, 5.87, 5.88, 5.89, 5.90, 5.91, 5.92, 5.93, 5.94, 5.95, 5.96, 5.97, 5.98, 5.99, 6.00, 6.01, 6.02, 6.03, 6.04, 6.05, 6.06, 6.07, 6.08, 6.09, 6.10, 6.11, 6.12, 6.13, 6.14, 6.15, 6.16, 6.17, 6.18, 6.19, 6.20, 6.21, 6.22, 6.23, 6.24, 6.25, 6.26, 6.27, 6.28, 6.29, 6.30, 6.31, 6.32, 6.33, 6.34, 6.35, 6.36, 6.37, 6.38, 6.39, 6.40, 6.41, 6.42, 6.43, 6.44, 6.45, 6.46, 6.47, 6.48, 6.49, 6.50, 6.51, 6.52, 6.53, 6.54, 6.55, 6.56, 6.57, 6.58, 6.59, 6.60, 6.61, 6.62, 6.63, 6.64, 6.65, 6.66, 6.67, 6.68, 6.69, 6.70, 6.71, 6.72, 6.73, 6.74, 6.75, 6.76, 6.77, 6.78, 6.79, 6.80, 6.81, 6.82, 6.83, 6.84, 6.85, 6.86, 6.87, 6.88,

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44,272	2,432,898	861,160	42,956	134,008	58,783	50,110
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10.9	10.9	10.9	10.9	10.9
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SOURCES:

	2024	2025	2026	2027	2028	2029	2030
Beginning cash	51,868	53,397	48,976	50,043	52,050	50,120	52,995
Property tax revenue - residential	622,723	583,843	572,561	560,076	546,328	534,952	520,495
Property tax revenue - commercial	1,648,508	1,545,582	1,515,715	1,482,665	1,446,269	1,416,154	1,377,883
Specific ownership taxes	113,562	106,471	104,414	102,137	99,630	97,555	94,919
Reimbursements - transportation fees							
Developer financing							
General obligation bonds							
Interest income	1,037	1,068	980	1,001	1,041	1,002	1,060

APPLICATION:

Infrastructure construction							
Interest - developer financing							
Principal - developer financing							
Issuance costs							
Interest - general obligation bonds	1,335,600	1,279,200	1,228,032	1,176,864	1,125,696	1,074,528	1,023,360
Principal - general obligation bonds	940,000	852,800	852,800	852,800	852,800	852,800	852,800
Treasurer's fees	35,772	33,538	32,890	32,173	31,383	30,730	29,899
Formation and operating costs	72,929	75,847	78,880	82,036	85,317	88,730	92,279
Contingency	-	-	-	-	-	-	-

ENDING CASH

	2,384,301	2,241,385	2,192,603	2,143,873	2,095,196	2,046,788	1,998,338
	53,397	48,976	50,043	52,050	50,120	52,995	49,014
MILL LEVY - RESIDENTIAL	39.0	35.5	33.8	32.1	30.4	28.9	27.3
MILL LEVY - COMMERCIAL	10.7	9.7	9.3	8.8	8.3	7.9	7.5

SOURCES:

	2031	2032	2033	2034	2035	2036	2037
Beginning cash	49,014	51,143	49,711	48,312	51,140	53,904	52,009
Property tax revenue - residential	465,414	453,082	441,674	431,319	419,946	407,503	396,279
Property tax revenue - commercial	1,393,044	1,356,131	1,321,986	1,290,994	1,256,953	1,219,707	1,186,114
Specific ownership taxes	92,923	90,461	88,183	86,116	83,845	81,360	79,120
Reimbursements - transportation fees							
Developer financing							
General obligation bonds							
Interest income	980	1,023	994	966	1,023	1,078	1,040

APPLICATION:

Infrastructure construction							
Interest - developer financing							
Principal - developer financing							
Issuance costs							
Interest - general obligation bonds	972,192	921,024	869,856	818,688	767,520	716,352	665,184
Principal - general obligation bonds	852,800	852,800	852,800	852,800	852,800	852,800	852,800
Treasurer's fees	29,271	28,495	27,778	27,126	26,411	25,629	24,923
Formation and operating costs	95,970	99,809	103,801	107,953	112,271	116,762	121,433
Contingency	-	-	-	-	-	-	-

ENDING CASH

1,950,233	1,902,128	1,854,235	1,806,568	1,759,003	1,711,543	1,664,339
51,143	49,711	48,312	51,140	53,904	52,009	50,223

**MILL LEVY - RESIDENTIAL
MILL LEVY - COMMERCIAL**

23.7	22.4	21.2	20.1	19.0	17.9	16.9
7.4	7.0	6.6	6.2	5.9	5.6	5.2

SOURCES:

	2038	2039	2040	2041	2042	2043	2044
Beginning cash	50,223	54,039	49,188	51,731	47,013	52,591	53,468
Property tax revenue - residential	386,431	373,147	363,843	351,006	342,508	330,385	320,109
Property tax revenue - commercial	1,156,637	1,116,877	1,089,030	1,050,607	1,025,171	988,884	958,128
Specific ownership taxes	77,153	74,501	72,644	70,081	68,384	65,963	63,912
Reimbursements - transportation fees							
Developer financing							
General obligation bonds							
Interest income	1,004	1,081	984	1,035	940	1,052	1,069

APPLICATION:

Infrastructure construction							
Interest - developer financing							
Principal - developer financing							
Issuance costs							
Interest - general obligation bonds	614,016	562,848	511,680	460,512	409,344	358,176	307,008
Principal - general obligation bonds	852,800	852,800	852,800	852,800	852,800	852,800	852,800
Treasurer's fees	24,303	23,468	22,883	22,075	21,541	20,778	20,132
Formation and operating costs	126,290	131,342	136,595	142,059	147,742	153,651	159,797
Contingency	-	-	-	-	-	-	-

ENDING CASH

	1,617,409	1,570,458	1,523,958	1,477,447	1,431,427	1,385,406	1,339,738
	54,039	49,188	51,731	47,013	52,591	53,468	56,949
MILL LEVY - RESIDENTIAL	16.0	15.0	14.2	13.3	12.6	11.8	11.1
MILL LEVY - COMMERCIAL	5.0	4.7	4.4	4.1	3.9	3.7	3.4

SOURCES:

	2045	2046	2047	2048	2049
Beginning cash	56,949	46,797	55,691	55,065	53,504
Property tax revenue - residential	305,949	299,830	286,766	275,894	267,455
Property tax revenue - commercial	915,746	897,431	858,328	825,787	800,528
Specific ownership taxes	61,085	59,863	57,255	55,084	53,399
Reimbursements - transportation fees					
Developer financing					
General obligation bonds					
Interest income	1,139	936	1,114	1,101	1,070

APPLICATION:

Infrastructure construction					
Interest - developer financing					
Principal - developer financing					
Issuance costs					
Interest - general obligation bonds	255,840	204,672	153,504	102,336	51,168
Principal - general obligation bonds	852,800	852,800	852,800	852,800	852,800
Treasurer's fees	19,242	18,857	18,035	17,351	16,821
Formation and operating costs	166,189	172,837	179,750	186,940	194,418
Contingency	-	-	-	-	10,750

ENDING CASH

	1,294,071	1,249,166	1,204,089	1,159,428	1,125,957
	46,797	55,691	55,065	53,504	50,000
MILL LEVY - RESIDENTIAL	10.3	9.8	9.1	8.5	8.0
MILL LEVY - COMMERCIAL	3.2	3.0	2.8	2.6	2.5

**ERIE CORPORATE METROPOLITAN DISTRICT
FINANCING AND VALUATION**

DEVELOPER FINANCING:

	2003	2004	2005	2006	2007	2008	2009
Beginning balance		80,000	115,000	3,565,000	4,490,000	10,215,000	12,490,000
Draws	80,000	35,000	3,450,000	925,000	5,725,000	2,275,000	1,085,000
Repayments	-	-	-	-	-	-	-
Ending balance	80,000	115,000	3,565,000	4,490,000	10,215,000	12,490,000	13,575,000

GENERAL OBLIGATION BONDS:

Beginning balance	-	-	-	-	-	-	-
Proceeds	-	-	-	-	-	-	-
Repayments	-	-	-	-	-	-	-
Ending balance	-	-	-	-	-	-	-

ASSESSED VALUATION - RESIDENTIAL:

Beginning valuation	-	-	-	-	-	2,642,720	5,432,700
Increase from inflation							
Increase from building					2,642,720	2,789,980	2,789,980
Ending valuation					2,642,720	5,432,700	8,222,680

ASSESSED VALUATION - COMMERCIAL:

Beginning valuation	-	-	-	-	-	-	-
Increase from inflation							
Increase from building					-	-	12,885,048
Ending valuation					-	-	12,885,048

DEBT TO ASSESSED RATIO:

Outstanding G.O. debt
% Debt to assessed

DEVELOPER FINANCING:

	2010	2011	2012	2013	2014	2015	2016
Beginning balance	13,575,000	21,250,000	17,950,000	17,950,000	17,950,000	-	-
Draws	7,675,000	-	-	-	-	-	-
Repayments	-	(3,300,000)	-	-	(17,950,000)	-	-
Ending balance	21,250,000	17,950,000	17,950,000	17,950,000	-	-	-

GENERAL OBLIGATION BONDS:

Beginning balance	-	-	7,000,000	7,000,000	7,000,000	26,250,000	26,250,000
Proceeds	-	7,000,000	-	-	19,250,000	-	-
Repayments	-	-	-	-	-	-	(70,000)
Ending balance	-	7,000,000	7,000,000	7,000,000	26,250,000	26,250,000	26,180,000

ASSESSED VALUATION:

Beginning valuation	8,222,680	10,641,087	11,199,120	11,535,093	11,881,146	12,237,581	12,604,708
Increase from inflation	328,907	319,233	335,974	346,053	356,434	367,127	378,141
Increase from building	2,089,500	238,800	-	-	-	-	-
Ending valuation	10,641,087	11,199,120	11,535,093	11,881,146	12,237,581	12,604,708	12,982,849

ASSESSED VALUATION - COMMERCIAL:

Beginning valuation	12,885,048	27,801,386	47,483,069	61,034,665	78,024,585	93,250,371	104,385,266
Increase from inflation	515,402	1,112,055	1,424,492	1,831,040	2,340,738	2,797,511	3,131,558
Increase from building	14,400,936	18,569,628	12,127,104	15,158,880	12,885,048	8,337,384	12,127,104
Ending valuation	27,801,386	47,483,069	61,034,665	78,024,585	93,250,371	104,385,266	119,643,928

DEBT TO ASSESSED RATIO:

Outstanding G.O. debt	7,000,000	7,000,000	7,000,000	7,000,000	7,000,000	26,250,000	26,250,000
% Debt to assessed	11.93%	9.65%	7.79%	6.64%	22.44%	19.79%	

DEVELOPER FINANCING:		2017	2018	2019	2020	2021	2022	2023
Beginning balance	-	-	-	-	-	-	-	-
Draws	-	-	-	-	-	-	-	-
Repayments	-	-	-	-	-	-	-	-
Ending balance	-	-	-	-	-	-	-	-

GENERAL OBLIGATION BONDS:		2017	2018	2019	2020	2021	2022	2023
Beginning balance	26,180,000	25,930,000	25,570,000	25,070,000	24,520,000	23,870,000	23,120,000	
Proceeds	-	-	-	-	-	-	-	-
Repayments	(250,000)	(360,000)	(500,000)	(550,000)	(650,000)	(750,000)	(860,000)	
Ending balance	25,930,000	25,570,000	25,070,000	24,520,000	23,870,000	23,120,000	22,260,000	

ASSESSED VALUATION:		2017	2018	2019	2020	2021	2022	2023
Beginning valuation	12,982,849	13,372,335	13,773,505	14,186,710	14,612,311	15,050,681	15,502,201	15,967,267
Increase from inflation	389,485	401,170	413,205	425,601	438,369	451,520	465,066	
Increase from building	-	-	-	-	-	-	-	-
Ending valuation	13,372,335	13,773,505	14,186,710	14,612,311	15,050,681	15,502,201	15,967,267	

ASSESSED VALUATION - COMMERCIAL:		2017	2018	2019	2020	2021	2022	2023
Beginning valuation	119,643,928	127,022,966	136,518,235	140,928,784	145,156,647	149,511,347	153,996,687	
Increase from inflation	3,589,318	3,810,689	4,095,547	4,104,722	4,227,864	4,354,699	4,485,340	
Increase from building	3,789,720	5,684,580	(3,789,720)	-	-	-	-	-
Ending valuation	127,022,966	136,518,235	140,928,784	145,156,647	149,511,347	153,996,687		

DEBT TO ASSESSED RATIO:		2017	2018	2019	2020	2021	2022	2023
Outstanding G.O. debt	26,180,000	25,930,000	25,570,000	25,070,000	24,520,000	23,870,000	23,120,000	
% Debt to assessed	18.65%	17.25%	16.93%	16.12%	15.31%	14.47%	13.60%	

DEVELOPER FINANCING:	2024	2025	2026	2027	2028	2029	2030
Beginning balance	-	-	-	-	-	-	-
Draws	-	-	-	-	-	-	-
Repayments	-	-	-	-	-	-	-
Ending balance	-	-	-	-	-	-	-

GENERAL OBLIGATION BONDS:	2024	2025	2026	2027	2028	2029	2030
Beginning balance	22,260,000	21,320,000	20,467,200	19,614,400	18,761,600	17,908,800	17,056,000
Proceeds	-	-	-	-	-	-	-
Repayments	(940,000)	(852,800)	(852,800)	(852,800)	(852,800)	(852,800)	(852,800)
Ending balance	21,320,000	20,467,200	19,614,400	18,761,600	17,908,800	17,056,000	16,203,200

ASSESSED VALUATION:	2024	2025	2026	2027	2028	2029	2030
Beginning valuation	15,967,267	16,446,285	16,939,674	17,447,864	17,971,300	18,510,439	19,065,752
Increase from inflation	479,018	493,389	508,190	523,436	539,139	555,313	571,973
Increase from building							
Ending valuation	16,446,285	16,939,674	17,447,864	17,971,300	18,510,439	19,065,752	19,637,724

ASSESSED VALUATION - COMMERCIAL:	2024	2025	2026	2027	2028	2029	2030
Beginning valuation	153,996,687	158,616,588	163,375,085	168,276,338	173,324,628	178,524,367	183,880,098
Increase from inflation	4,619,901	4,758,498	4,901,253	5,048,290	5,199,739	5,355,731	5,516,403
Increase from building							
Ending valuation	158,616,588	163,375,085	168,276,338	173,324,628	178,524,367	183,880,098	189,396,501

DEBT TO ASSESSED RATIO:	2024	2025	2026	2027	2028	2029	2030
Outstanding G.O. debt	22,260,000	21,320,000	20,467,200	19,614,400	18,761,600	17,908,800	17,056,000
% Debt to assessed	12.72%	11.82%	11.02%	10.25%	9.52%	8.82%	8.16%

DEVELOPER FINANCING:		2031	2032	2033	2034	2035	2036	2037
Beginning balance	-	-	-	-	-	-	-	-
Draws	-	-	-	-	-	-	-	-
Repayments	-	-	-	-	-	-	-	-
Ending balance	-	-	-	-	-	-	-	-

GENERAL OBLIGATION BONDS:		2031	2032	2033	2034	2035	2036	2037
Beginning balance	16,203,200	15,350,400	14,497,600	13,644,800	12,792,000	11,939,200	11,086,400	
Proceeds	-	-	-	-	-	-	-	-
Repayments	(852,800)	(852,800)	(852,800)	(852,800)	(852,800)	(852,800)	(852,800)	(852,800)
Ending balance	15,350,400	14,497,600	13,644,800	12,792,000	11,939,200	11,086,400	10,233,600	

ASSESSED VALUATION:		2031	2032	2033	2034	2035	2036	2037
Beginning valuation	19,637,724	20,226,856	20,833,662	21,458,672	22,102,432	22,765,505	23,448,470	23,448,470
Increase from inflation	589,132	606,806	625,010	643,760	663,073	682,965	703,454	703,454
Increase from building								
Ending valuation	20,226,856	20,833,662	21,458,672	22,102,432	22,765,505	23,448,470	24,151,924	24,151,924

ASSESSED VALUATION - COMMERCIAL:		2031	2032	2033	2034	2035	2036	2037
Beginning valuation	189,396,501	195,078,396	200,930,748	206,958,670	213,167,430	219,562,453	226,149,327	226,149,327
Increase from inflation	5,681,895	5,852,352	6,027,922	6,208,760	6,395,023	6,586,874	6,784,480	6,784,480
Increase from building								
Ending valuation	195,078,396	200,930,748	206,958,670	213,167,430	219,562,453	226,149,327	232,933,807	232,933,807

DEBT TO ASSESSED RATIO:		2031	2032	2033	2034	2035	2036	2037
Outstanding G.O. debt	16,203,200	15,350,400	14,497,600	13,644,800	12,792,000	11,939,200	11,086,400	
% Debt to assessed	7.53%	6.92%	6.35%	5.80%	5.28%	4.78%	4.31%	

DEVELOPER FINANCING:

	2038	2039	2040	2041	2042	2043	2044
Beginning balance	-	-	-	-	-	-	-
Draws	-	-	-	-	-	-	-
Repayments	-	-	-	-	-	-	-
Ending balance	-	-	-	-	-	-	-

GENERAL OBLIGATION BONDS:

Beginning balance	10,233,600	9,380,800	8,528,000	7,675,200	6,822,400	5,969,600	5,116,800
Proceeds	-	-	-	-	-	-	-
Repayments	(852,800)	(852,800)	(852,800)	(852,800)	(852,800)	(852,800)	(852,800)
Ending balance	9,380,800	8,528,000	7,675,200	6,822,400	5,969,600	5,116,800	4,264,000

ASSESSED VALUATION:

Beginning valuation	24,151,924	24,876,482	25,622,776	26,391,459	27,183,203	27,998,699	28,838,660
Increase from inflation	724,558	746,294	768,683	791,744	815,496	839,961	865,160
Increase from building							
Ending valuation	24,876,482	25,622,776	26,391,459	27,183,203	27,998,699	28,838,660	29,703,820

ASSESSED VALUATION - COMMERCIAL:

Beginning valuation	232,933,807	239,921,821	247,119,475	254,533,060	262,169,051	270,034,123	278,135,147
Increase from inflation	6,988,014	7,197,655	7,413,584	7,635,992	7,865,072	8,101,024	8,344,054
Increase from building							
Ending valuation	239,921,821	247,119,475	254,533,060	262,169,051	270,034,123	278,135,147	286,479,201

DEBT TO ASSESSED RATIO:

Outstanding G.O. debt	10,233,600	9,380,800	8,528,000	7,675,200	6,822,400	5,969,600	5,116,800
% Debt to assessed	3.86%	3.44%	3.04%	2.65%	2.29%	1.94%	1.62%

DEVELOPER FINANCING:

	2045	2046	2047	2048	2049
Beginning balance	-	-	-	-	-
Draws	-	-	-	-	-
Repayments	-	-	-	-	-
Ending balance	-	-	-	-	-

GENERAL OBLIGATION BONDS:

Beginning balance	4,264,000	3,411,200	2,558,400	1,705,600	852,800
Proceeds	-	-	-	-	-
Repayments	(852,800)	(852,800)	(852,800)	(852,800)	(852,800)
Ending balance	3,411,200	2,558,400	1,705,600	852,800	-

ASSESSED VALUATION:

Beginning valuation	29,703,820	30,594,935	31,512,783	32,458,166	33,431,911
Increase from inflation	891,115	917,848	945,383	973,745	1,002,957
Increase from building					
Ending valuation	30,594,935	31,512,783	32,458,166	33,431,911	34,434,869

ASSESSED VALUATION - COMMERCIAL:

Beginning valuation	286,479,201	295,073,577	303,925,784	313,043,558	322,434,865
Increase from inflation	8,594,376	8,852,207	9,117,774	9,391,307	9,673,046
Increase from building					
Ending valuation	295,073,577	303,925,784	313,043,558	322,434,865	332,107,911

DEBT TO ASSESSED RATIO:

Outstanding G.O. debt	4,264,000	3,411,200	2,558,400	1,705,600	852,800
% Debt to assessed	1.31%	1.02%	0.74%	0.48%	0.23%

EXHIBIT G
Erie Resolution of Approval

RESOLUTION NO. 04 - 11

**RESOLUTION OF THE TOWN OF ERIE RELATING TO THE APPROVAL OF
THE CONSOLIDATED SERVICE PLAN FOR ERIE CORPORATE CENTER
METROPOLITAN DISTRICT NOS. 1, 2 AND 3**

WHEREAS, a Consolidated Service Plan ("Service Plan") for the creation of the Erie Corporate Center Metropolitan District Nos. 1, 2 and 3 (the "Districts"), whose boundaries are wholly within the corporate limits of the Town of Erie (the "Town"), was filed in the office of the Town Clerk; and

WHEREAS, pursuant to the Special District Control Act, Part 2 of Article 1, Title 32, C.R.S. (the "statute"), the Board of Trustees is the approving authority to review any Service Plan with reference to need, service and economic feasibility; and

WHEREAS, the statute requires that any service plan submitted to a district court for the creation of a special district must first be approved by resolution of the governing body of the municipality within which the proposed special district lies; and

WHEREAS, the Town's Board of Trustees has reviewed the Service Plan, the evidence and related exhibits and has determined that the same meets the conditions necessary under the statute for approval, and therefore, has determined to conduct a public hearing on the matter, which has been properly noticed, and adopt a resolution of approval of the Service Plan for the Districts, subject to the conditions set forth herein.

**NOW, THEREFORE, BE IT RESOLVED BY THE BOARD OF TRUSTEES OF THE
TOWN OF ERIE, COLORADO, AS FOLLOWS:**

Section 1. Upon consideration of the Service Plan for the Districts and all the facts appearing at the public hearing on the Service Plan, the Board of Trustees does find, determine and declare as follows:

- A. That there is sufficient existing and projected need for the organized service in the area to be served by the proposed Districts; and
- B. That the existing service in the area to be served by the proposed Districts is inadequate for present and projected needs; and
- C. That the proposed Districts are capable of providing economical and sufficient service to the area within the proposed boundaries, or service area, or both; and
- D. That the area to be included in the proposed Districts has, or will have, the financial ability to discharge the proposed indebtedness on a reasonable basis; and

E. That adequate service is not, and will not be, available to the area through Weld County, the Town or other existing municipal or quasi-municipal corporations, including existing special districts, within a reasonable time and on a comparable basis; and

F. That the facility and service standards of the proposed Districts are compatible with the facility and service standards of the Town within which the proposed Districts are to be located and each municipality which is an interested party under Section 32-1-204(1), C.R.S.; and

G. That the proposal is in substantial compliance with a master plan adopted pursuant to Section 30-28-106, C.R.S.; and

H. That the proposal is in compliance with any duly adopted Town, county, regional, or state long-range water quality management plan for the area; and

I. That the creation of the proposed Districts is in the best interests of the area proposed to be served.

Section 2. The Service Plan for the Districts shall be and the same is hereby approved. The terms, provisions and limitations of the Service Plan shall be incorporated in an Intergovernmental Agreement between the Districts and the Town, and the Districts shall not borrow money, incur any indebtedness, **certify** any mill levy or impose any fees until the Town approves the Master IGA between the Districts, which approval shall not be unreasonably withheld, and until the Town approves the Town IGA with the Districts, which approval shall not be unreasonably withheld.

Section 3. The Town's approval of the Service Plan is not a waiver of nor a limitation upon any power that the Town is legally permitted to exercise with respect to the property subject to the proposed Districts.

RESOLUTION ADOPTED AND APPROVED THIS 10th DAY OF FEBRUARY, 2004.

TOWN OF ERIE, a Colorado
municipal corporation

By: 
Barbara Connors, Mayor

ATTEST:

By: 
Teresa G. Andrews, Town Clerk

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