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June 28, 2016

**VIA U.S. MAIL**

First-Citizen Bank & Trust Co.  
P.O. Box 27131 – RWN15  
Raleigh, NC 27611

**RE: Tuscan Foothills Village Metropolitan District**

To Whom It May Concern:

We serve as legal counsel to ROS Consulting, Inc. (the “**Buyer**”) in connection with the formation of the Tuscan Foothills Village Metropolitan District (the “**District**”). The District boundaries will encompass certain vacant land that is currently owned by First-Citizen Bank & Trust Co. (the “**Seller**”). This vacant land is described in the title commitment as being located at the property address of Centennial Boulevard, Chuckwagon Road and Silverstone Terrace, Colorado Springs, CO 80919 (the “**Property**”). It is our understanding that the Property is currently under a purchase and sale contract that is set to close in May, 2017 (the “**Closing**”). Prior to Closing, the Buyer wishes to finalize the organization of the District.

A Colorado metropolitan district is a limited purpose governmental entity that is frequently used to finance, own, operate and maintain certain public improvements associated with the development of real property. Metropolitan districts have the ability to issue tax-exempt debt and repay such debt through the imposition of property taxes and fees and their formation requires completion of a lengthy public process.

The formation of the District requires approval by the City of Colorado Springs (the “**City**”) and voter approval this November of various organizational questions, including those relating to the issuance of debt and the imposition of taxes. This process to form the District creates a very tight timeline that must be initiated as soon as possible and well before the Closing.

It is common for the entity petitioning for the organization of a district to also be the owner of the property that will be within the district boundaries. However, in this case, the Buyer does not yet own the Property and therefore the Seller must provide consent to allow the Buyer to proceed as the petitioner for the organization of the District.

Formation of the District will increase the value of the Property and if for any reason the Closing does not occur, the Seller will be able to market the Property’s enhanced value that will

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result from the organizational efforts taken by the Buyer. Additionally, if Closing does not occur, the Seller is not obligated to complete the organization and therefore is not required to cause the District to impose taxes or issue debt.

By way of this letter, we hereby request that you sign and return the Consent and Agreement provided below. Please let me know if you have any questions or concerns regarding this matter.

Sincerely,

WHITE BEAR ANKELE TANAKA & WALDRON  
Attorneys at Law




Blair M. Dickhoner, Esq.

CC: Ray O'Sullivan

**Consent and Agreement**

By signing below, I, Timothy J. Bylow, on behalf of the First-Citizen Bank & Trust Co., hereby: (i) consent to the Buyer taking all actions required to organize the Tuscan Foothills Village Metropolitan District, including the submittal of a service plan to the City of Colorado Springs and (ii) agree to provide reasonable assistance to ROS Consulting, Inc. and its legal counsel in order to accomplish the organization of the Tuscan Foothills Village Metropolitan District.

By:   
Title: SVP