

**UPPER COTTONWOOD CREEK METROPOLITAN DISTRICT NOS. 3 THROUGH 5
IN THE CITY OF COLORADO SPRINGS, Colorado**

AMENDMENT TO SERVICE PLAN

1. INTRODUCTION

The service plan for the Upper Cottonwood Creek Metropolitan District Nos. 2 through 5 ("District" or "Districts") was approved by the City Council of the City of Colorado Springs, Colorado in 2006, and the Districts were organized by Order of the District Court in and for El Paso County on May 17, 2006. The main purpose of the Districts is to finance public improvements for the benefit of the taxpayers of the Districts.

2. AMENDMENT

The Board of Directors of the Districts has determined it to be in the best interests of the Districts to amend the service plan for the Districts in order to increase the Maximum Operating Mill Levy for the payment of operating and maintenance expenses for District Nos. 3 through 5 only from 10 mills to 20 mills in order to provide the Districts the financial ability to pay for all District-related operations and maintenance including, but not limited to, operation and maintenance of the Districts' park and recreation areas for the benefit of the Districts' residents and the public as specifically set forth in Exhibit A hereto. The increase in the Maximum Operating Mill Levy for District Nos. 3 through 5 to 20 mills will remain in place for so long as District Nos. 3 through 5 continue to provide the respective levels of service for the areas and improvements set forth in Exhibit A.

In addition, the Service Plan for District Nos. 3-5 is amended to reflect that no fees, other than one-time builder paid development fees, shall be pledged for repayment of any debt as is consistent with current City policy.

The Service Plan in regard to District No. 2 shall remain unchanged and the Maximum Operating Mill Levy for the payment of operating and maintenance expenses for District No. 2 shall remain at 10 mills. The amendment is stated as follows:

“VI. FINANCIAL PLAN

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G. Debt Repayment Sources

Each of the Districts May impose a mill levy on taxable property within its boundaries as a primary source of revenue for repayment of debt service and for operations and maintenance. The Districts may also rely upon various other revenue sources authorized by law. At the Districts' discretion, these may include the power to assess fees, rates, tolls penalties, or charges

as provided in Section 32-1-1001,(1), CRS, as amended from time to time. If the Districts impose a development or capital fee for the purpose of repayment of debt, such fee shall be a one-time fee, payable prior to any resident or ultimate third party end-user taking title to the property and no further fees or charges of the Districts shall be pledged for repayment of District debt. In no event shall debt service mill levy in any District exceed the Maximum Debt Mill Levy or, for residential Districts, the Maximum Debt Mill Levy Imposition Term.

and

J. Maximum Operating Mill Levy

In addition to the capital costs of the Public Improvements, the Districts will require operating funds for administration and to plan and cause the Public Improvements to be constructed and maintained in perpetuity.

The Maximum Operating Mill Levy for the payment of the Districts' operating and maintenance expenses shall be 10 mills for District No. 2 and 20 mills for Districts Nos. 3 through 5; provided, further, that the increase in the Maximum Operating Mill Levy for District Nos. 3 through 5 to 20 mills will remain in place for so long as District Nos. 3 through 5 continue to provide their respective levels of service for the improvements and areas set forth in Exhibit A to this Amendment; and, provided that if, on or after January 1, 2016, there are changes in the method of calculating assessed valuation or any constitutionally mandated tax credit, cut or abatement; the mill levy limitation applicable to such operating and maintenance expenses may be increased or decreased to reflect such changes, such increases or decreases to be determined by the Board in good faith (such determination to be binding and final) so that to the extent possible, the actual tax revenue generated by the mill levy, as adjusted for changes occurring after January 1, 2016, are neither diminished nor enhanced as a result of such changes. For purposes of the foregoing, a change in the ratio of actual valuation shall be deemed to be a change in the method of calculating assessed valuation.”

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3. RATIONALE.

The impetus for the amendments reflected above is the experience and recognition of the Board that the current Maximum Operating Mill Levy of 10 mills has not and is not anticipated to generate sufficient funds for District Nos. 3 through 5 to cover their respective operations and maintenance expenses including, but not limited to, operations and maintenance of District parks and recreation services and amenities. In support of the amendment, the Board has prepared an updated financial plan addressing the financial viability of operations and maintenance for District Nos. 3 through 5 with the proposed increase of the Maximum Operating Mill Levy to 20 mills.

The amendment to Section VI(G) of the Service Plan reflects current City policy in regard to the pledge of development fees for debt service.

Except as modified herein, the terms and conditions of the service plan shall remain as submitted and, as amended, shall continue in full force and effect.

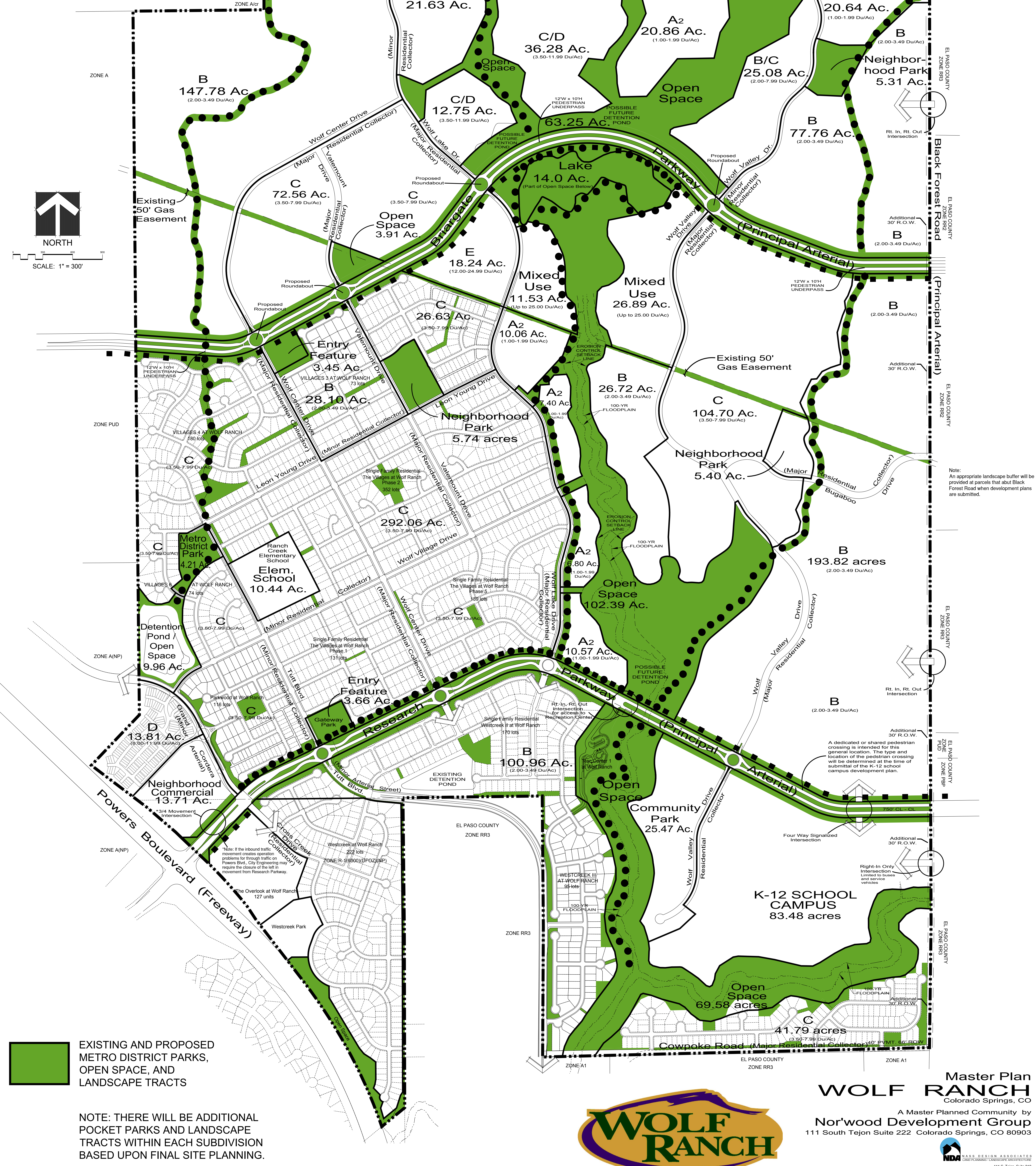
EXHIBIT A

Operations and Maintenance Areas

File Number	Approval Date	Revision Description
CPC MP 05-83	November 8, 2001	Original Wolf Ranch MP Approval - previously a portion of the Brinsgale Master Plan
CPC PUP 04-00048	February 22, 2005	Original Wolf Ranch PUD Plan Approval
CPC MP 04-00043	January 6, 2005	Amendment to add additional to master plan. Addition of 200 ac to plan. Combined previous (C) 5.4-9.99 Du/Ac and (D) 5.0-7.99 Du/Ac planning areas into a new (C) 5.0-7.99 Du/Ac planning area with average density capped at 3.75 Du/Ac for the new category. Minor adjustments to correct roadway alignments with adjacent master plans. Revision to show detention ponds as a result of Master Drainage Master Plan Study.
CPC MP 05-80	April 4, 2006	Revision of school sites to reflect 3.12 campus, eliminate two elementary school sites, and one junior high school site for net increase in school land of 42.7 acres. Revision in central planning area open space to be reduced by 46.6 acres and reorganized as 43 areas. Old Junior High School Site replaced with Community Park. Area along west boundary and north of Brinsgale Parkway reorganized as 3 areas. One neighborhood park site north of Brinsgale Parkway relocated to area south of Brinsgale Parkway adjacent to multi-family site. Portion of 8 areas located south of Brinsgale Parkway and Wolf Valley Drive reorganized to C area to balance loss of density from revisions. Added Westcreek and Overlook developments south of master plan boundary to Wolf Ranch Master Plan.
CPC MP 05-80-A1M08	January 15, 2009	Added right-in-right-out access to Black Forest Road south of Research Parkway for buses and service vehicles only, to access the K-12 school campus from Black Forest Rd. Minor revision to storage of B area and K-12 campus area due to right-of-way adjustment of intersection of Black Forest Rd./Research Parkway to align with Research extending east of the master plan. Revision to "pull out" and pedestrian crossing notes across Research Pkwy. from K-12 campus.
CPC MP 05-0008-A2M11	July 15, 2011	Minor Amendment to master plan and PUD plan to add a three-quarter movement access from Research Parkway to the Commercial site located just north and east of Powers Blvd. and Research Pkwy.
CPC MP 05-0008-A3M13	August 13, 2013	Changed 13.88-acre parcel southwest of Brinsgale Pkwy and Wolf Center Drive from D to C, changed 27.32-acre parcel northwest of Powers Blvd. and Grant Center from Neighborhood Commercial to Neighborhood Commercial and D, added 3 roundabouts on Brinsgale Pkwy.
CPC MP 05-0008-A4M14	August 26, 2014	Relocated Community Park from northwest of Wolf Valley Drive and Tut Boulevard to southeast of Research Parkway and Wolf Valley Drive (previously C parcel, 25.47 acres). Previous Community Park parcel replaced by C parcels and a Metro District Park. Detention Pond area was enlarged to 99 acres combined Open Space / Detention Pond.
CPC MP 05-0008-A5M15	Pending	Changed land uses northwest of Wolf Lake Drive and Leon Young Drive, from 32.17 Acres E and 12.75 Acres F to 19.24 Acres E and 20.05 Acres C.

Temporary access will be allowed to Old Ranch Road from the PF (Water Tank) site until such time as a permanent access road is constructed within Wolf Ranch.

No direct vehicular access will be allowed from Wolf Ranch to Old Ranch Road except at the location where Old Ranch Road enters Wolf Ranch. Old Ranch Road will remain as a local gravel county road. The Wolf Ranch development is not responsible for any improvements to Old Ranch Road except that portion of Old Ranch Road which enters Wolf Ranch approximately 600' from the Wolf Ranch East boundary and R.O.W. with Black Forest Road. This portion will be constructed to a residential street standard from the north Wolf Ranch boundary to the intersection of Old Ranch Rd. and Wolf Lake Drive. Old Ranch Road will be constructed to a minor residential collector from the intersection of Wolf Lake Drive and Old Ranch Road to Black Forest Road.



EXISTING AND FUTURE METRO DISTRICT MAINTAINED PROPERTIES



Master Plan WOLF RANCH
 Colorado Springs, CO
 A Master Planned Community by
Norwood Development Group
 111 South Tejon Suite 222 Colorado Springs, CO 80903

DATE: 09/12/2001
 Revised: 01/24/02, 12/01/04,
 11/09/05, 1-23-06, 8-12-06, 2-10-09,
 07-14-11, 08-09-13, 04-29-14, 06-01-15
 City File No.: CPC MP 05-0008-A5M15