

**AMENDED AND RESTATED SERVICE PLAN
FOR**

BANNING LEWIS RANCH METROPOLITAN DISTRICT NO. 1

BANNING LEWIS RANCH METROPOLITAN DISTRICT NO. 2

BANNING LEWIS RANCH METROPOLITAN DISTRICT NO. 3

BANNING LEWIS RANCH METROPOLITAN DISTRICT NO. 4

BANNING LEWIS RANCH METROPOLITAN DISTRICT NO. 5

BANNING LEWIS RANCH METROPOLITAN DISTRICT NO. 7

IN THE CITY OF COLORADO SPRINGS, COLORADO

Prepared

by

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TABLE OF CONTENTS

I. INTRODUCTION 1
A. Purpose and Intent..... 1
B. Need for the Districts 1
C. Objective of the City Regarding Districts Service Plan..... 1

II. DEFINITIONS..... 2

III. BOUNDARIES..... 4

IV. PROPOSED LAND USE/POPULATION PROJECTIONS/ASSESSED VALUATION. 5

V. DESCRIPTION OF PROPOSED POWERS, IMPROVEMENTS AND SERVICES 5
A. Powers of the Districts and Service Plan Amendment 5
1. Operations and Maintenance Limitation..... 5
2. City Charter Limitations 6
3. Use of Bond Proceeds and Other Revenue of the Districts Limitation 6
4. Recovery Agreement Limitation..... 6
5. Construction Standards Limitation 6
6. Privately Placed Debt Limitation..... 6
7. Inclusion Limitation..... 7
8. Overlap Limitation..... 7
9. Initial Debt Limitation 7
10. Total Debt Issuance Limitation..... 7
11. Monies from Other Governmental Sources 7
12. Consolidation Limitation 7
13. Bankruptcy Limitation 7
14. Service Plan Amendment Requirement..... 8
15. Eminent Domain Powers Limitation 8
B. Preliminary Engineering Survey..... 8
C. Multiple District Structure. 9

VI. FINANCIAL PLAN..... 9
A. General..... 9
B. Maximum Voted Interest Rate and Maximum Underwriting Discount 10
C. No-Default Provisions 10
D. Eligible Bondholders 10
E. Maximum Debt Mill Levy 10
F. Maximum Debt Mill Levy Imposition Term 11
G. Debt Repayment Sources..... 11
H. Debt Instrument Disclosure Requirement..... 12
I. Security for Debt..... 12
J. Maximum Operating Mill Levy..... 12
K. Developer Financial Assurances..... 13

VII.	ANNUAL REPORT	13
	A. General	13
	B. Reporting of Significant Events.....	13
VIII.	DISSOLUTION	14
IX.	DISCLOSURE TO PURCHASERS.....	14
X.	CONCLUSION.....	14

LIST OF EXHIBITS

EXHIBIT A	Legal Descriptions
EXHIBIT B	Colorado Springs Vicinity Map
EXHIBIT C-1	Initial District Boundary Map
EXHIBIT C-2	Inclusion Area Boundary Map
EXHIBIT D	Description of Permitted Services to be Provided by the Districts
EXHIBIT E	Form of Disclosure to Purchasers of Property within the Districts

I. INTRODUCTION

A. Purpose and Intent

This Service Plan amends and restates the Consolidated Service Plan for Banning Lewis Ranch Metropolitan District Nos. 1 – 7, previously approved by City Council, a copy of which is filed and of record with the El Paso County Court in Case No. 05CV3796 (Banning Lewis Ranch Metropolitan District No. 1), Case No. 05CV3905 (Banning Lewis Ranch Metropolitan District No. 2), Case No. 05CV3805 (Banning Lewis Ranch Metropolitan District No. 3), Case No. 05CV3823 (Banning Lewis Ranch Metropolitan District No. 4), Case No. 05CV3833 (Banning Lewis Ranch Metropolitan District No. 5), Case No. 05CV3842 (Banning Lewis Ranch Metropolitan District No. 7). This Service Plan does not affect Banning Lewis Ranch Metropolitan District No. 6, now known as Banning Lewis Ranch Regional Metropolitan District.

The Districts are independent units of local government, separate and distinct from the City, and, except as may otherwise be provided for by State or local law or this Service Plan, their activities are subject to review by the City only insofar as they may deviate in a material matter from the requirements of the Service Plan. It is intended that the Districts will provide a part or all of the Public Improvements for the use and benefit of all anticipated inhabitants and taxpayers of the Districts. The primary purpose of the Districts will be to finance the construction of these Public Improvements.

The Districts are not being created to provide ongoing operations and maintenance services other than those specifically set forth in Exhibit D to this Service Plan.

B. Need for the Districts

There are currently no other governmental entities, including the City, located in the immediate vicinity of the Districts that consider it desirable, feasible or practical to undertake the planning, design, acquisition, construction installation, relocation, redevelopment, and financing of the Public Improvements needed for the Project. Approval of this Service Plan is, therefore, necessary in order for the Public Improvements required for the Project to be provided in the most economic manner possible.

C. Objective of the City Regarding Districts Service Plan

The City's objective in approving the Service Plan for the Districts is to authorize the Districts to provide for the planning, design, acquisition, construction, installation, relocation, and redevelopment of the Public Improvements from the proceeds of Debt to be issued by the Districts. All Debt is expected to be repaid by taxes imposed and collected for no longer than the Maximum Debt Mill Levy Imposition Term for Residential Districts and at a tax mill levy no higher than the Maximum Debt Mill Levy for all Districts. Debt which is issued within these parameters and, as further described in the Financial Plan, will insulate property owners from excessive tax burdens to support the servicing of the Debt and will result in a timely and reasonable discharge of the Debt.

This Service Plan is intended to establish a limited purpose for the Districts and explicit financial constraints that are not to be violated under any circumstances. The primary purpose is to provide for the Public Improvements associated with development and regional needs. Operational activities are allowed, but only as specified in Exhibit D to this Service Plan.

It is the intent of the Districts to dissolve upon payment or defeasance of all Debt incurred or upon a court determination that adequate provision has been made for the payment of all Debt, and if any District has authorized operating functions under an intergovernmental agreement (IGA) with the City, or has authorized operating functions specifically identified in Exhibit D attached hereto, to retain only the power necessary to impose and collect taxes or fees to pay for these costs.

The Districts shall be authorized to finance the Public Improvements that can be funded from Debt to be repaid from tax revenue collected from a mill levy which shall not exceed the Maximum Debt Mill Levy in any District and which shall not exceed the Maximum Debt Mill Levy Imposition Term in Residential Districts. It is the intent of this Service Plan to assure to the extent possible that no property in any District bears an economic burden that is greater than that associated with the Maximum Debt Mill Levy in amount, and that no property in a Residential District bears an economic burden that is greater than that associated with the Maximum Debt Mill Levy Imposition Term in duration even under bankruptcy or other unusual situations. Generally, the costs of Public Improvements that cannot be funded within these parameters are not costs to be paid by the Districts.

II. DEFINITIONS

In this Service Plan, the following terms shall have the meanings indicated below, unless the context hereof clearly requires otherwise:

Approved Development Plan: a Master Plan and other more detailed land use approvals established by the City for identifying, among other things, Public Improvements necessary for facilitating the development of property within the Service Area as approved by the City pursuant to the City Code and as amended pursuant to the City Code from time to time.

Board: the board of directors of one District or the boards of directors of all Districts, in the aggregate.

Bond, Bonds or Debt: bonds or other obligations for the payment of which any District has promised to impose an ad valorem property tax mill levy.

City: the City of Colorado Springs, Colorado.

City Code: the City Code of the City of Colorado Springs, Colorado.

City Council: the City Council of the City of Colorado Springs, Colorado.

Commercial District: District No. 7, containing property classified for assessment as nonresidential.

Debt: any bond, note debenture, contract or other multiple-year financial obligation of a District which is payable in whole or in part from, or which constitutes a lien or encumbrance on the proceeds of ad valorem property tax imposed by a District.

Debt to Actual Market Value Ratio: the ratio derived by dividing the then-outstanding principal amount of all Debt of the District by the actual market valuation of the taxable property of the District, as such actual market valuation is certified from time to time by the appropriate county assessor.

District No. 1: the Banning Lewis Ranch Metropolitan District No. 1.

District No. 2: the Banning Lewis Ranch Metropolitan District No. 2.

District No. 3: the Banning Lewis Ranch Metropolitan District No. 3.

District No. 4: the Banning Lewis Ranch Metropolitan District No. 4.

District No. 5: the Banning Lewis Ranch Metropolitan District No. 5.

District No. 7: the Banning Lewis Ranch Metropolitan District No. 7.

District or Districts: any one or all of the District Nos. 1 through 5 and 7, inclusive.

External Financial Advisor: a consultant that: (1) advises Colorado governmental entities on matters relating to the issuance of securities by Colorado governmental entities, including matters such as the pricing, sales and marketing of such securities and the procuring of bond ratings, credit enhancement and insurance in respect of such securities; (2) shall be an underwriter, investment banker, or individual listed as a public finance advisor in the Bond Buyer's Municipal Market Place; and (3) is not an officer of the District.

Financial Plan: the Financial Plan described in Section VII which describes (a) how the Public Improvements are to be financed; (b) how the Debt is expected to be incurred; and (c) the estimated operating revenue derived from property taxes for the first budget year.

Inclusion Area Boundaries: the boundaries of the area described in the Inclusion Area Boundary Map.

Inclusion Area Boundary Map: the map attached hereto as Exhibit C-2, describing the property proposed for inclusion within one, but not any more than one, of the boundaries of the Districts.

Initial District Boundaries: the boundaries of the area described in the Initial District Boundary Map.

Initial District Boundary Map: the map attached hereto as Exhibit C-1, describing the Districts' initial boundaries.

Maximum Debt Mill Levy: the maximum mill levy any of the Districts is permitted to impose for payment of Debt as set forth in Section VI.E below.

Maximum Debt Mill Levy Imposition Term: the maximum term for imposition of a Debt Service mill levy in Residential Districts as set forth in Section VI.F below.

Maximum Operating Mill Levy: the maximum mill levy any of the Districts is permitted to impose for payment of operating and maintenance expenses as set forth in Section VI.J below.

Project: the development or property commonly referred to as the Banning Lewis Ranch.

Public Improvements: a part or all of the improvements authorized to be planned, designed, acquired, constructed, installed, relocated, redeveloped and financed as generally described in the Special District Act, except as specifically limited in Section V below to serve the future taxpayers and inhabitants of the Service Area as determined by the Board of one or more of the Districts.

Residential Districts: District Nos. 1 through 5, inclusive, containing property classified for assessment as residential.

Service Area: the property within the Initial District Boundary Map and the Inclusion Area Boundary Map.

Service Plan: this amended and restated service plan for the Districts approved by City Council.

Service Plan Amendment: an amendment to the Service Plan approved by City Council in accordance with the City's ordinance and the applicable State law.

Special District Act: Section 32-1-101, et seq., of the Colorado Revised Statutes, as amended from time to time.

State: the State of Colorado.

III. BOUNDARIES

The area of the Initial District Boundaries includes approximately 2,937.126 acres and the total area proposed to be included in the Inclusion Area Boundaries is approximately 18,463.864 acres. A legal description of the Initial District Boundaries and the Inclusion Area Boundaries is attached hereto as Exhibit A. A map of the Initial District Boundaries is attached hereto as Exhibit C-1, and a map of the Inclusion Area Boundaries is attached hereto as Exhibit C-2. A vicinity map is attached hereto as Exhibit B. It is anticipated that the District's Boundaries may change from time to time as it undergoes inclusions and exclusions pursuant to Section 32-1-401, et seq., CRS, and Section 32-1-501, et seq., CRS, subject to the limitations set forth in Article V below.

IV. PROPOSED LAND USE/POPULATION PROJECTIONS/ASSESSED VALUATION

The Service Area consists of approximately 21,400.99 acres of currently undeveloped land. The current assessed valuation of the Service Area is \$0.00 for purposes of this Service Plan and, at build out, is expected to be sufficient to reasonably discharge the Debt under the Financial Plan. The population of the Districts at build-out is estimated to be approximately 150,000 people.

Approval of this Service Plan by the City does not imply approval of the development of a specific area within the Districts nor does it imply approval of the number of residential units or the total site/floor area of commercial or industrial buildings identified in this Service Plan or any of the exhibits attached thereto, unless the same is contained within an Approved Development Plan.

V. DESCRIPTION OF PROPOSED POWERS, IMPROVEMENTS AND SERVICES

A. Powers of the Districts and Service Plan Amendment

The Districts shall have the power and authority to provide the Public Improvements and related operation and maintenance services within and without the boundaries of the Districts as such power and authority is described in the Special District Act, and other applicable statutes, common law and the Constitution, subject to the limitations set forth herein.

1. Operations and Maintenance Limitation. The purpose of the Districts is to plan for, design, acquire, construct, install, relocate, redevelop, and finance the Public Improvements. The Districts shall dedicate the Public Improvements to the City or other appropriate jurisdiction or owners association in a manner consistent with the Approved Development Plan and other rules and regulations of the City and applicable provisions of the City Code. The Districts shall not be authorized to operate and maintain any part or all of the Public Improvements after such dedication, including park and recreation improvements, unless the provision of such ongoing operation and maintenance is specifically identified in Exhibit D attached hereto. In the City's sole discretion, an IGA between the City and the District may be required in order to better describe the conditions under which these permitted services will be provided by the District. If the Districts are authorized to operate and maintain certain park and recreation improvements set forth in Exhibit D, any fee imposed by the Districts for access to such park and recreation improvements shall not result in non-District residents paying a user fee that is greater than, or otherwise disproportionate to, similar fees and taxes paid by residents of the Districts. However, the Districts shall be entitled to impose an administrative fee as necessary to cover additional expenses associated with non-District residents to ensure that such costs are not the responsibility of the Districts residents. All such fees shall be based upon the determination of the District imposing such fee that such fee does not exceed a reasonable annual market fee for users of such facilities. Notwithstanding the foregoing, all parks and trails shall be open to the general public including non-District residents free of charge.

2. City Charter Limitations. In accordance with Article 7-100 of the City Charter, the Districts shall not issue any Debt instrument for any purpose other than construction of capital improvements with a public purpose necessary for development.

As further set forth in Article 7-100 of the City Charter, the total Debt of any proposed District shall not exceed 10 percent of the total assessed valuation of the taxable property within the District unless approved by at least a two-thirds vote of the entire City Council.

3. Use of Bond Proceeds and Other Revenue of the Districts Limitation. Proceeds from the sale of debt instruments and other revenue of Districts may not be used to pay landowners within the District for any real property required to be dedicated for public use by annexation agreements or land use codes. Examples of ineligible reimbursements include, but are not limited to: the acquisition of rights of way, easements, water rights, land for prudent line drainage, parkland, or open space, unless consent from the City Council is given. Proceeds from the sale of debt instruments and other revenue of the Districts also may not be used to pay for the construction of any utility infrastructure except for those categories of utility infrastructure covered by utility tariffs, rules, and regulations. Additionally, if the landowner/developer constructs the public infrastructure and conveys it to the District in return for a reimbursement obligation from the District, prior to making such reimbursement for such amounts, the District must receive the report of an independent engineer or accountant confirming that the amount of the reimbursement is reasonable.

4. Recovery Agreement Limitation. Should the Districts construct infrastructure subject to a recovery agreement with the City or other entity, the Districts retain all benefits under the recovery agreement. Any subsequent reimbursement for public improvements installed or financed by the Districts will remain the property of the Districts to be applied toward repayment of their Debt, if any. Any reimbursement revenue not necessary to repay the Districts Debt may be utilized by the District to construct additional public improvements permitted under the approved Service Plan.

5. Construction Standards Limitation. The Districts will ensure that the Public Improvements are designed and constructed in accordance with the standards and specifications of the City and of other governmental entities having proper jurisdiction. The Districts will obtain the City's approval of civil engineering plans and will obtain applicable permits for construction and installation of Public Improvements prior to performing such work.

6. Privately Placed Debt Limitation. Prior to the issuance of any privately placed Debt for capital related costs, the District shall obtain the certification of an External Financial Advisor substantially as follows:

We are [I am] an External Financial Advisor within the meaning of the Districts' Service Plan.

We [I] certify that (1) the net effective interest rate (calculated as defined in Section 32-1-103(12), CRS) to be borne by [insert the designation of the Debt] does not exceed a reasonable current [tax-exempt] [taxable] interest rate, using criteria deemed appropriate

by us [me] and based upon our [my] analysis of comparable high yield securities; and (2) the structure of [insert designation of the Debt], including maturities and early redemption provisions, is reasonable considering the financial circumstances of the District.

7. Inclusion Limitation. The Districts shall not include within any of their boundaries any property outside the Service Area without the prior written consent of the City Council.

8. Overlap Limitation. As used in this Section V.A.8., the term "Districts" shall include reference to Banning Lewis Ranch Metropolitan District Nos. 1 – 5 in addition to District No. 7. The boundaries of the Districts shall not overlap unless the aggregate mill levy for payment of Debt of the overlapping Districts will not at any time exceed the Maximum Debt Mill Levy; provided, that the Districts may consent (individually or jointly) to the overlap of their boundaries by the Banning Lewis Ranch Metropolitan District, which has a maximum debt levy of 9 mills, and the limitations of this Section V.A.8 shall not apply to such overlap.

9. Initial Debt Limitation. On or before the date on which there is an Approved Development Plan, the District shall not (a) issue any Debt, (b) impose a mill levy for the payment of Debt by direct imposition or by transfer of funds from the operating fund to the Debt service funds, or (c) impose and collect any fees used for the purpose of repayment of Debt.

10. Total Debt Issuance Limitation. The issuance of all bonds or other debt instruments of Districts shall be subject to the approval of the City Council. City Council's review of the bonds or other debt instruments of the Districts shall be conducted to ensure compliance with the Service Plan and all applicable laws. The Districts shall not issue Debt in an aggregate principal amount in excess of \$400,000,000, with \$100,000,000 of the total allocated to District No. 3, \$100,000,000 to District No. 4, \$100,000,000 to District No. 5, and \$100,000,000 to District No. 7, provided that the foregoing shall not include the principal amount of Debt issued for the purpose of refunding or refinancing lawfully issued Debt.

11. Monies from Other Governmental Sources. The Districts shall not apply for or accept Conservation Trust Funds, Great Outdoors Colorado Funds, or other funds available from or through governmental or nonprofit entities that the City is eligible to apply for, except pursuant to an intergovernmental agreement with the City. This Section shall not apply to specific ownership taxes which shall be distributed to and a revenue source for the Districts without any limitation.

12. Consolidation Limitation. The Districts shall not file a request with any court to consolidate with another Title 32 district without the prior written consent of the City.

13. Bankruptcy Limitation. All of the limitations contained in this Service Plan, including, but not limited to, those pertaining to the Maximum Debt Mill Levy and the Maximum Debt Mill Levy Imposition Term have been established under the authority of the City to approve a Service Plan with conditions pursuant to Section 32-1-204.5, CRS. It is expressly intended that such limitations:

(a) Shall not be subject to set-aside for any reason or by any court of competent jurisdiction, absent a Service Plan Amendment; and

(b) Are, together with all other requirements of Colorado law, included in the “political or governmental powers” reserved to the State under the U.S. Bankruptcy Code (11 U.S.C.) Section 903, and are also included in the “regulatory or electoral approval necessary under applicable nonbankruptcy law” as required for confirmation of a Chapter 9 Bankruptcy Plan under Bankruptcy Code Section 943(b)(6).

Any Debt, issued with a pledge or which results in a pledge, that exceeds the Maximum Debt Mill Levy or, for Residential Districts, the Maximum Debt Mill Levy Imposition Term, shall be deemed a material departure from this Service Plan pursuant to Section 32-1-207, CRS and the City shall be entitled to all remedies available under State and local law to enjoin such actions of the Districts.

14. Service Plan Amendment Requirement. This Service Plan has been designed with sufficient flexibility to enable the Districts to provide required services and facilities under evolving circumstances without the need for numerous amendments. While the assumptions upon which this Service Plan are generally based are reflective of an Approved Development Plan for the property within the Districts, 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 as development plans change. 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 then-current Approved Development Plans for the property. Actions of the Districts which violate the limitations set forth in V.A.1-12 above or in VI.B-F. shall be deemed to be material departures from this Service Plan and the City shall be entitled to all remedies available under State and local law to enjoin such actions of the Districts. In accordance with C.R.S. 32-1-207, each District separately (or the Districts together) shall be entitled to petition City Council for an increase in the Maximum Debt Mill Levy and/or the Maximum Operating Mill Levy as the Public Improvements within each District are completed, including but not limited to recreation centers or other park and recreation facilities, and once the capital expense, operations, and maintenance budget figures have been established.

15. Eminent Domain Powers Limitation. Currently, the Districts do not expect to use the power of eminent domain. The Districts shall not exercise the power of eminent domain except upon the prior written consent of the City.

B. Preliminary Engineering Survey

The Districts shall have authority to provide for the planning, design, acquisition, construction, installation, relocation, redevelopment, maintenance, and financing of the Public Improvements within and without the boundaries of the Districts, to be more specifically defined in an Approved Development Plan. An estimate of the costs of the Public Improvements which may be planned for, designed, acquired, constructed, installed, relocated, redeveloped, maintained or financed was prepared based upon a preliminary engineering survey and estimates

derived from the Approved Development Plan on the property in the Service Area and is approximately \$600,000,000.00.

The Districts shall be permitted to allocate costs between such categories of the Public Improvements as deemed necessary in their discretion.

All of the Public Improvements described herein will be designed in such a way as to assure that the Public Improvements standards will be compatible with those of the City and shall be in accordance with the requirements of the Approved Development Plan. All descriptions of the Public Improvements to be constructed, and their related costs, are estimates only and are subject to modification as engineering, development plans, economics, the City's requirements, and construction scheduling may require. Upon approval of this Service Plan, the Districts will continue to develop and refine cost estimates contained herein and prepare for issuance of Debt. All cost estimates will be inflated to then-current dollars at the time of the issuance of Debt and construction. All construction cost estimates assume construction to applicable local, State or Federal requirements.

C. Multiple District Structure.

It is anticipated that the Districts, collectively, will undertake the financing and construction of the Public Improvements. The nature of the functions and services to be provided by each District shall be clarified in an IGA between and among the Districts. The maximum term of such IGA shall be forty (40) years from its effective date. All such agreements will be designed to help assure the orderly development of the Public Improvements and essential services in accordance with the requirements of this Service Plan. Implementation of such IGA is essential to the orderly implementation of this Service Plan. Accordingly, except as may be otherwise provided in such IGA, any determination of any one of the Board of Directors to set aside at the Agreement without the consent of all of the Board of Directors of the other Districts party to such IGA shall be a material modification of the Service Plan. Said IGA may be amended by mutual agreement of the Districts party to such agreement without the need to amend this Service Plan.

VI. FINANCIAL PLAN

A. General

The Districts shall be authorized to provide for the planning, design, acquisition, construction, installation, relocation and/or redevelopment of the Public Improvements from its revenue and by and through the proceeds of Debt to be issued by the Districts. The Financial Plan for the Districts shall be to issue such Debt as the Districts can reasonably pay from revenue derived from the Maximum Debt Mill Levy and other legally available revenue, within the Maximum Debt Mill Levy Term for Residential Districts. The total Debt that the Districts shall be permitted to issue shall not exceed the total Debt issuance limitation set forth in Section V.A.10 hereof, and shall be permitted to be issued on a schedule and in such year or years as the Districts determine shall meet the needs of the Financial Plan referenced above and phased to serve development as it occurs. All bonds and other Debt issued by the Districts may be payable from any and all legally available revenue of the Districts, including general ad valorem taxes to

be imposed upon all taxable property of the Districts. The Districts will 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 the Special District Act or other State statutes. No Districts will be allowed to impose a sales tax.

B. Maximum Voted Interest Rate and Maximum Underwriting Discount

The interest rate on any Debt is expected to be the market rate at the time the Debt is issued. The proposed maximum interest rate on any Debt is not expected to exceed 18%. The proposed maximum underwriting discount will be 5%. Debt, when issued, will comply with all relevant requirements of this Service Plan, State law and Federal law as then applicable to the issuance of public securities.

C. No-Default Provisions

Debt issued by a District shall be structured so that failure to pay debt service when due shall not of itself constitute an event of default or result in the exercise of remedies. The foregoing shall not be construed to prohibit events of default and remedies for other occurrences including, without limitation, (1) failure to impose or collect the Maximum Debt Mill Levy or such portion thereof as may be pledged thereto, or to apply the same in accordance with the terms of the Debt, (2) failure to impose or collect other revenue sources lawfully pledged to the payment thereof or to apply the same in accordance with the terms of the Debt, (3) failure to abide by other covenants made in connection with such Debt, or (4) filing by a District as a debtor under any bankruptcy or other applicable insolvency laws. Notwithstanding the foregoing, Debt will not be structured with a remedy which requires the District to increase the Maximum Debt Mill Levy in any District or, in Residential Districts, the Maximum Debt Mill Levy Imposition Term.

D. Eligible Bondholders

All District bonds or other debt instrument, if not rated as investment grade, must be issued in minimum denominations of \$100,000 and sold only to either accredited investors as defined in rule 501 (a) promulgated under the Securities Act of 1933 or to the developer(s) of property within the District.

E. Maximum Debt Mill Levy

The Maximum Debt Mill Levy shall be the maximum mill levy a District is permitted to impose upon the taxable property of the Districts for payment of Debt, and shall be determined as follows:

1. For the Residential Districts the Maximum Debt Mill Levy shall be calculated as follows:

(a) The Maximum Debt Mill Levy shall be 30 mills; provided that if, on or after January 1, 2007, 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 Debt may be increased or decreased to reflect such changes, such increases or decreases to be

determined by the Board of the issuing District 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, 2007, 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.

(b) At such time as the Debt to Actual Market Value Ratio within a Residential District is equal to or less than three percent (3%), the Board of that Residential District may request City Council approval for the right to pledge such mill levy as is necessary to pay the Debt service on such Debt, without limitation of rate. At the time of such request, a majority of the members of the Board must consist of homeowners owning property within the District. Once Debt has been determined to meet the above criterion, so that the District is entitled to pledge to its payment an unlimited ad valorem mill levy, such District may provide that such Debt shall remain secured by such unlimited mill levy, notwithstanding any subsequent change in such District's Debt to Actual Market Value Ratio.

2. For the Commercial District the Maximum Debt Mill Levy shall be calculated as follows:

(a) The Maximum Debt Mill Levy shall be 50 mills; provided that if, on or after January 1, 2006, 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 Debt may be increased or decreased to reflect such changes, such increases or decreases to be determined by the Board of the issuing District 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, 2006, 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.

To the extent that the Districts are composed of or subsequently organized into one or more subdistricts as permitted under Section 32-1-1101, CRS, the term "District" as used in this Section VI.E. shall be deemed to refer to the District and to each such sub district separately, so that each of the subdistricts shall be treated as a separate, independent district for purposes of the application of this Section VI.E.

F. Maximum Debt Mill Levy Imposition Term

Residential Districts shall not impose a Debt Service mill levy which exceeds 40 years after the year of the initial imposition of such Debt Service mill levy unless (1) a majority of the Board of Directors of the District imposing the mill levy are residents of such District, and (2) such Board has voted in favor of issuing Debt with a term which requires or contemplates the imposition of a Debt service mill levy for a longer period of time than the limitation contained herein. There shall be no Maximum Debt Mill Levy Imposition Term in Commercial Districts.

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. In no event shall the debt service mill levy in any District exceed the Maximum Debt Mill Levy or, for Residential Districts, the Maximum Debt Mill Levy Imposition Term.

H. Debt Instrument Disclosure Requirement

In the text of each Bond and any other instrument representing and constituting Debt, the District shall set forth a statement in substantially the following form:

By acceptance of this instrument, the owner of this Bond agrees and consents to all of the limitations in respect of the payment of the principal of and interest on this Bond contained herein, in the resolution of the District authorizing the issuance of this Bond and in the Service Plan for the District.

Similar language describing the limitations in respect of the payment of the principal of and interest on Debt set forth in this Service Plan shall be included in any document used for the offering of the Debt for sale to persons including, but not limited to, a developer of property within the boundaries of the Districts.

I. Security for Debt

No Debt or other financial obligation of any Districts will constitute a debt or obligation of the City in any manner. The faith and credit of the City will not be pledged for the repayment of any Debt or other financial obligation of any Districts. This will be clearly stated on all offering circulars, prospectuses, or disclosure statements associated with any securities issued by any Districts. Districts shall not utilize the City of Colorado Springs' name in the name of the District.

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. The first year's operating budget for Districts 1 – 5 and 7 is estimated to be \$300,000 which is anticipated to be derived from property taxes and other revenue.

The Maximum Operating Mill Levy for the payment of the Districts operating and maintenance expenses shall be twenty (20) mills; provided that if, on or after January 1, 2007, 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, 2007, 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.

K. Developer Financial Assurances

The mere existence of the District will not be considered a substitute for financial assurances required under applicable City land use ordinances and regulations.

VII. ANNUAL REPORT

A. General

Each of the Districts shall be responsible for submitting an annual report to the Director of the City's Budget Department no later than August 1 of each year following the year in which this Service Plan is approved. The Districts may cooperate in the creation and submittal of the report, provided the presentation of information in the report clearly identifies the applicable information pertaining to each District.

B. Reporting of Significant Events

The annual report shall include information as to any of the following:

1. Boundary changes made or proposed to the District's boundary as of December 31 of the prior year.
2. Intergovernmental agreements with other governmental entities, either entered into or proposed as of December 31 of the prior year.
3. Copies of the Districts' rules and regulations, if any, as of December 31 of the prior year.
4. A summary of any litigation which involves the any District's Public Improvements as of December 31 of the prior year.
5. Status of the Districts' construction of the Public Improvements as of December 31 of the prior year.
6. A list of all facilities and improvements constructed by the Districts that have been dedicated to and accepted by the City as of December 31 of the prior year.
7. The assessed valuation of the Districts for the current year.
8. Current year budget including a description of the Public Improvements to be constructed in such year.
9. Audit of the Districts financial statements, for the year ending December 31 of the previous year, prepared in accordance with generally accepted accounting principles or audit exemption, if applicable.

10. Notice of any uncured events of noncompliance by the Districts under any Debt instrument which continue beyond a 90-day period.

11. Any inability of the Districts to pay their obligations as they come due, in accordance with the terms of such obligations, which continue beyond a 90-day period.

12. Copies of any Certifications of an External Financial Advisor provided as required by the Privately Placed Debt Limitation provision.

VIII. DISSOLUTION

Upon an independent determination of the City Council that the purposes for which the Districts were created have been accomplished, the Districts agree to file petitions in the appropriate District Court for dissolution pursuant to the applicable State statutes. In no event shall a dissolution occur until the Districts have provided for the payment or discharge of all of their outstanding indebtedness and other financial obligations as required pursuant to State statutes.

IX. DISCLOSURE TO PURCHASERS

The Districts will use reasonable efforts to assure that all developers of the property located within the Districts provide written notice to all purchasers of property in the Districts regarding the Maximum Debt Mill Levy, as well as a general description of the Districts' authority to impose and collect rates, fees, tolls and charges. The form of notice shall be substantially in the form of Exhibit E hereto; provided that such form may be modified by the District so long as a new form is submitted to the City prior to modification. Within 90 days of approval of this Service Plan, the Districts disclosure form with the El Paso County Clerk and Recorder against all property included in the Initial District Boundaries and provide a recorded copy to the City Clerk's Office.

X. CONCLUSION

It is submitted that this Service Plan for the Districts, as required by Section 32-1-203(2), CRS, and Section 122-35 of the City Code, establishes that:

1. There is sufficient existing and projected need for organized service in the area to be serviced by the Districts;
2. The existing service in the area to be served by the Districts is inadequate for present and projected needs;
3. The Districts are capable of providing economical and sufficient service to the area within its proposed boundaries; and
4. The area to be included in the Districts does have, and will have, the financial ability to discharge the proposed indebtedness on a reasonable basis.

5. Adequate service is not, and will not be, available to the area through the City or County or other existing municipal or quasimunicipal corporations, including existing special districts, within a reasonable time and on a comparable basis.

6. The facility and service standards of the District are compatible with the facility and service standards of the City within which the special district is to be located and each municipality which is an interested party under Section 32-1-204(1), CRS.

7. The proposal is in substantial compliance with a comprehensive plan adopted pursuant to the City Code.

8. The proposal is in compliance with any duly adopted City, regional or State long-range water quality management plan for the area.

9. The approval of this Service Plan is in the best interests of the area proposed to be served.

EXHIBIT A

Legal Descriptions



SURVCON INC.
PROFESSIONAL SURVEYORS

7800 E. DORADO PLACE
SUITE 101
GREENWOOD VILLAGE, CO 80111
TELEPHONE: 303/858-0404
FACSIMILE: 303/858-0606

LEGAL DESCRIPTION - SPECIAL DISTRICT 1

A PORTION OF THE SOUTHEAST ONE-QUARTER OF SECTION 12, TOWNSHIP 13 SOUTH, RANGE 65 WEST, 6TH PRINCIPAL MERIDIAN, COUNTY OF EL PASO, STATE OF COLORADO, BEING MORE PARTICULARLY DESCRIBED AS FOLLOWS:

BASIS OF BEARINGS: THE EAST LINE OF THE SOUTHEAST ONE-QUARTER OF SECTION 34, TOWNSHIP 13 SOUTH, RANGE 65 WEST, 6TH P.M., BEING MONUMENTED AS SHOWN HEREON, BEARING N 01°13'51" E, 2,648.58'.

COMMENCING AT THE EAST ONE-QUARTER CORNER OF SAID SECTION 34; THENCE N 29°51'40" E A DISTANCE OF 21,367.81 FEET TO THE NORTH RIGHT-OF-WAY LINE OF FALCON HIGHWAY (RIGHT-OF-WAY VARIES) FROM WHENCE THE SOUTHEAST CORNER OF SAID SECTION 12 BEARS S 44°09'22" E A DISTANCE OF 42.32 FEET, AND THE POINT OF BEGINNING;

THENCE N 89°18'23" W ALONG SAID NORTH RIGHT-OF-WAY LINE AND 30 FEET NORTH OF AND PARALLEL TO (AS MEASURED AT RIGHT ANGLES) THE SOUTH LINE OF SAID SOUTHEAST ONE-QUARTER OF SECTION 12 A DISTANCE OF 2,659.99 FEET TO THE EASTERLY RIGHT-OF-WAY LINE OF U.S. HIGHWAY 24 (RIGHT-OF-WAY VARIES);

THENCE THE FOLLOWING SEVEN (7) COURSES AND DISTANCES ALONG THE EASTERLY AND SOUTHERLY LINES OF SAID U.S. HIGHWAY 24:

1. N 28°27'37" E A DISTANCE OF 4.40 FEET;
2. N 26°55'23" W A DISTANCE OF 102.86 FEET;
3. N 28°28'37" E A DISTANCE OF 13.87 FEET TO A POINT OF CURVATURE;
4. ALONG THE ARC OF A TANGENT CURVE TO THE RIGHT HAVING A RADIUS OF 2815.00, A CENTRAL ANGLE OF 13°15'24" AND AN ARC LENGTH OF 651.31 FEET;
5. N 50°06'15" E A DISTANCE OF 1,078.12 FEET;
6. N 89°23'58" W A DISTANCE OF 46.15 FEET;
7. N 50°06'21" E A DISTANCE OF 851.34 FEET;

THENCE S 39°53'39" E ALONG THE SOUTHWESTERLY RIGHT-OF-WAY LINE OF 8TH STREET (60 FOOT RIGHT-OF-WAY) A DISTANCE OF 1,030.76 FEET TO A POINT OF CURVATURE;

THENCE ALONG THE ARC OF A TANGENT CURVE TO THE RIGHT HAVING A RADIUS OF 1,560.00 FEET, A CENTRAL ANGLE OF 08°56'40" AND AN ARC LENGTH OF 243.53 FEET TO THE WEST RIGHT-OF-WAY LINE OF MERIDIAN ROAD (RIGHT-OF-WAY VARIES);

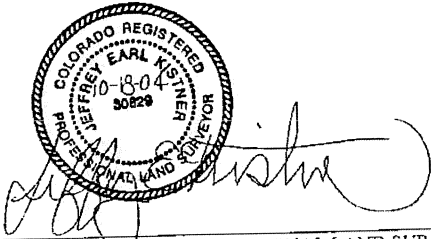
THENCE S 05°26'23" E ALONG SAID WEST RIGHT-OF-WAY LINE A DISTANCE OF 924.71 FEET TO THE POINT OF BEGINNING.

CONTAINING 72.26 ACRES.

EXHIBIT ATTACHED AND BY THIS REFERENCE MADE A PART HEREOF.

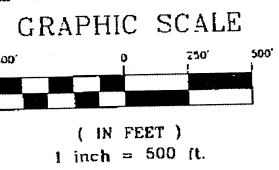
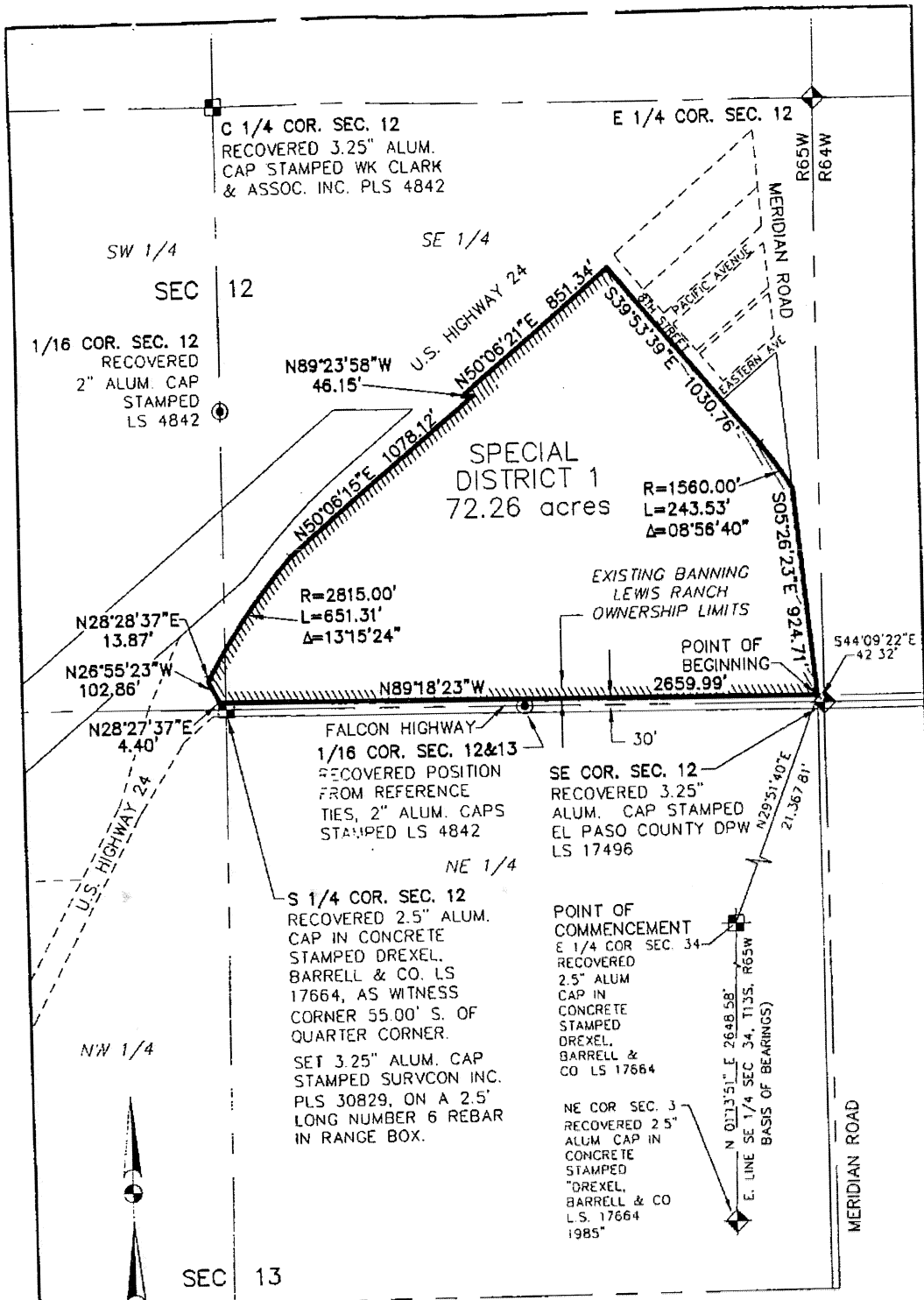
LEGAL DESCRIPTION STATEMENT

I, JEFFREY E. KISTNER, A PROFESSIONAL LAND SURVEYOR IN THE STATE OF COLORADO, DO HEREBY STATE THAT THE ABOVE LEGAL DESCRIPTION AND EXHIBIT WERE PREPARED UNDER MY RESPONSIBLE CHARGE, AND ON THE BASIS OF MY KNOWLEDGE, INFORMATION AND BELIEF, ARE CORRECT.



10-18-2007
DATE

JEFFREY E. KISTNER, PROFESSIONAL LAND SURVEYOR
COLORADO NO. 30829
FOR AND ON BEHALF OF SURVCON INC.
7800 E. DORADO PL., STE. 101
GREENWOOD VILLAGE, CO 80111



NOTE: THIS EXHIBIT DOES NOT REPRESENT A MONUMENTED SURVEY. IT IS INTENDED ONLY TO DEPICT THE ATTACHED DESCRIPTION.

EXHIBIT

SURVCON INC.
PROFESSIONAL SURVEYORS
7800 E. DORADO PL., STE 101
GREENWOOD VILLAGE, CO 80111
PH (303) 858-0404

SCALE:	1" = 500'	JOB NO.	110-054
DATE:	09-02-2004	DRAWING:	Metro Districts\BoseMap
DRAWN BY:	CB	SHEET	3 OF 3

LEGAL DESCRIPTION DISTRICT NO. 2

PARCEL 1:

A PORTION OF THE SECTION 9, TOWNSHIP 13 SOUTH, RANGE 65 WEST, 6TH PRINCIPAL MERIDIAN, COUNTY OF EL PASO, STATE OF COLORADO, BEING MORE PARTICULARLY DESCRIBED AS FOLLOWS:

BASIS OF BEARINGS: THE EAST LINE OF THE SOUTHEAST ONE-QUARTER OF SECTION 34, TOWNSHIP 13 SOUTH, RANGE 65 WEST, 6TH P.M., BEING MONUMENTED AS SHOWN HEREON, BEARING N 01°13'51" E, 2,648.58'.

COMMENCING AT THE EAST ONE-QUARTER CORNER OF SAID SECTION 34; THENCE N 25°21'09" W A DISTANCE OF 24,950.47 FEET TO THE 1/16TH CORNER OF SAID SECTIONS 8 AND 9 AND THE POINT OF BEGINNING;

THENCE N 89°51'40" E ALONG THE NORTH LINE OF THE SOUTH ONE-HALF OF THE NORTHWEST ONE-QUARTER OF SAID SECTION 9 A DISTANCE OF 286.50 FEET TO THE WESTERLY RIGHT-OF-WAY OF MARKSHEFFEL ROAD OF RECORD IN BOOK 2896 AT PAGE 769;

THENCE LEAVING SAID NORTH LINE THE FOLLOWING TWO (2) COURSES ALONG SAID WESTERLY RIGHT-OF-WAY:

1. S 32°25'14" W A DISTANCE OF 161.04 FEET TO A POINT OF CURVATURE;
2. ALONG THE ARC OF A TANGENT CURVE TO THE LEFT, HAVING A RADIUS OF 1697.02 FEET, A CENTRAL ANGLE OF 16°54'02" AND AN ARC LENGTH OF 500.57 FEET TO THE WEST LINE OF SAID SOUTH ONE-HALF OF THE NORTHWEST ONE-QUARTER OF SECTION 9;

THENCE N 00°14'20" E ALONG SAID WEST LINE A DISTANCE OF 591.00 FEET TO THE POINT OF BEGINNING;

CONTAINING 72,625 SQUARE FEET (1.667 ACRES)

PARCEL 2:

A PORTION OF THE SECTION 9, TOWNSHIP 13 SOUTH, RANGE 65 WEST, 6TH PRINCIPAL MERIDIAN, COUNTY OF EL PASO, STATE OF COLORADO, BEING MORE PARTICULARLY DESCRIBED AS FOLLOWS:

BASIS OF BEARINGS: THE EAST LINE OF THE SOUTHEAST ONE-QUARTER OF SECTION 34, TOWNSHIP 13 SOUTH, RANGE 65 WEST, 6TH P.M., BEING MONUMENTED AS SHOWN HEREON, BEARING N 01°13'51" E, 2,648.58'.

COMMENCING AT THE EAST ONE-QUARTER CORNER OF SAID SECTION 34; THENCE N 25°21'09" W A DISTANCE OF 24,950.47 FEET TO THE 1/16TH CORNER OF SAID SECTIONS 8 AND 9; THENCE N 89°51'40" E ALONG THE NORTH LINE OF THE SOUTH ONE-HALF OF THE NORTHWEST ONE-QUARTER OF SAID SECTION 9 A DISTANCE OF 428.88 FEET TO THE EASTERLY RIGHT-OF-WAY OF MARKSHEFFEL ROAD OF RECORD IN BOOK 2896 AT PAGE 769 AND THE POINT OF BEGINNING;

N 89°51'40" E CONTINUING ALONG SAID NORTH LINE A DISTANCE OF 412.43 FEET TO THE WESTERLY RIGHT-OF-WAY LINE OF MARKSHEFFEL ROAD OF RECORD IN COURT STIPULATION AS TO POSSESSION AND USE OF REAL PROPERTY, COURT CASE NUMBER 03CV2630 ;

THENCE ALONG SAID WESTERLY RIGHT-OF-WAY LINE THE FOLLOWING TWO (2) COURSES:

1. S 48°58'34" W A DISTANCE OF 718.88 FEET TO A POINT OF CURVATURE;
2. ALONG THE ARC OF A NON-TANGENT CURVE TO THE LEFT WHOSE RADIUS POINT BEARS S 41°01'27" E, HAVING A RADIUS OF 1060.00 FEET, A CENTRAL ANGLE OF 17°33'06" AND AN ARC LENGTH OF 324.71 FEET TO A POINT OF COMPOUND CURVATURE ON THE EASTERLY LINE OF MARKSHEFFEL ROAD OF RECORD IN BOOK 2896 AT PAGE 769;

THENCE THE FOLLOWING TWO (2) COURSES ALONG SAID EASTERLY LINE:

1. ALONG THE ARC OF A CURVE TO THE RIGHT WHOSE RADIUS POINT BEARS S 77°59'16" E, HAVING A RADIUS OF 1577.02 FEET, A CENTRAL ANGLE OF 20°24'29" AND AN ARC LENGTH OF 561.71 FEET;
2. N 32°25'14" E A DISTANCE OF 237.68 FEET TO THE POINT OF BEGINNING;

CONTAINING 148,524 SQUARE FEET (3.410 ACRES)

PARCEL 3:

A PORTION OF THE SECTIONS 9, 10, 11, 13, 14, 15, 16 AND 22, TOWNSHIP 13 SOUTH, RANGE 65 WEST, 6TH PRINCIPAL MERIDIAN, COUNTY OF EL PASO, STATE OF COLORADO, BEING MORE PARTICULARLY DESCRIBED AS FOLLOWS:

BASIS OF BEARINGS: THE EAST LINE OF THE SOUTHEAST ONE-QUARTER OF SECTION 34, TOWNSHIP 13 SOUTH, RANGE 65 WEST, 6TH P.M., BEING MONUMENTED AS SHOWN HEREON, BEARING N 01°13'51" E, 2,648.58'.

COMMENCING AT THE EAST ONE-QUARTER CORNER OF SAID SECTION 34; THENCE N 25°21'09" W A DISTANCE OF 24,950.47 FEET TO THE 1/16TH CORNER OF SAID SECTIONS 8 AND 9; THENCE N 89°51'40" E ALONG THE NORTH LINE OF THE SOUTH ONE-HALF OF THE NORTHWEST ONE-QUARTER OF SAID SECTION 9 A DISTANCE OF 1,019.43 FEET TO THE EASTERLY RIGHT-OF-WAY OF MARKSHEFFEL ROAD OF RECORD IN COURT STIPULATION AS TO POSSESSION AND USE OF REAL PROPERTY, COURT CASE NUMBER 03CV2630 AND THE POINT OF BEGINNING;

THENCE THE FOLLOWING EIGHT (8) COURSES THROUGH SAID SECTIONS 9, 10 AND 11:

1. N 89°51'40" E ALONG THE NORTH LINE OF THE SOUTH ONE-HALF OF THE NORTHWEST ONE-QUARTER OF SAID SECTION 9 A DISTANCE OF 1,638.57 FEET TO THE NORTHEAST CORNER OF SAID SOUTH ONE-HALF OF THE NORTHWEST ONE-QUARTER OF SECTION 9;
2. N 89°53'40" E ALONG THE NORTH LINE OF THE SOUTH ONE-HALF OF THE NORTHEAST ONE-QUARTER OF SAID SECTION 9 A DISTANCE OF 2,652.62 FEET TO THE NORTHEAST CORNER OF SAID SOUTH ONE-HALF OF THE NORTHEAST ONE-QUARTER OF SECTION 9;
3. N 89°57'52" E ALONG THE NORTH LINE OF THE SOUTH ONE-HALF OF THE NORTH ONE-HALF OF SAID SECTION 10 A DISTANCE OF 1,453.38 FEET;
4. S 00°13'26" E A DISTANCE OF 394.31 FEET;
5. N 89°51'27" E A DISTANCE OF 3,954.65 FEET;
6. S 89°08'12" E A DISTANCE OF 3,884.02 FEET;
7. S 00°08'13" W A DISTANCE OF 145.14 FEET;
8. S 89°08'14" E A DISTANCE OF 1,119.97 FEET TO THE WESTERLY LINE OF THE PUBLIC SERVICE COMPANY OF COLORADO PARCEL OF RECORD IN BOOK 2194 AT PAGE 154;

THENCE THE FOLLOWING FIVE (5) COURSES ALONG THE WESTERLY LINE, SOUTHERLY AND EASTERLY LINES OF SAID PUBLIC SERVICE COMPANY OF COLORADO PARCEL:

1. S 00°08'13" W A DISTANCE OF 761.74 FEET;
2. S 00°08'29" W A DISTANCE OF 2,627.56 FEET;
3. S 00°06'57" W A DISTANCE OF 1,692.62 FEET TO A POINT OF CURVATURE;
4. ALONG THE ARC OF A NON-TANGENT CURVE TO THE LEFT WHOSE RADIUS POINT BEARS N 31°29'52" W, HAVING A RADIUS OF 5679.64 FEET, A CENTRAL ANGLE OF 02°42'21" AND AN ARC LENGTH OF 268.22 FEET;
5. N 00°06'57" E A DISTANCE OF 1546.09 FEET TO THE NORTH LINE OF THE NORTHEAST ONE-QUARTER OF SAID SECTION 14;

THENCE N 89°49'47" E ALONG SAID NORTH LINE OF THE NORTHEAST ONE-QUARTER OF SECTION 14 A DISTANCE OF 100.00 FEET TO THE NORTHEAST CORNER OF SAID SECTION 14;

THENCE S 89°18'34" E ALONG THE NORTH LINE OF THE NORTHWEST ONE-QUARTER OF SAID SECTION 13 A DISTANCE OF 1,328.02 FEET;

THENCE S 00°07'50" W A DISTANCE OF 1,342.80 FEET;

THENCE S 89°34'42" E A DISTANCE OF 350.20 FEET TO THE NORTHWESTERLY RIGHT-OF-WAY OF U.S. HIGHWAY 24 (RIGHT-OF-WAY VARIES);

THENCE S 28°28'31" W ALONG SAID NORTHWESTERLY RIGHT-OF-WAY A DISTANCE OF 3,744.50 FEET TO THE INTERSECTION OF SAID NORTHWESTERLY RIGHT-OF-WAY AND THE EASTERLY LINE OF SAID PUBLIC SERVICE COMPANY OF COLORADO PARCEL OF RECORD IN BOOK 2194 AT PAGE 154;

THENCE THE FOLLOWING FIVE (5) COURSES ALONG THE EASTERLY, NORTHERLY AND WESTERLY LINES OF SAID PUBLIC SERVICE COMPANY OF COLORADO PARCEL OF RECORD IN BOOK 2194 AT PAGE 154;

1. N 00°08'25" E A DISTANCE OF 1955.02 FEET;
2. N 00°06'57" E A DISTANCE OF 1030.90 FEET TO A POINT OF CURVATURE;
3. ALONG THE ARC OF A NON-TANGENT CURVE TO THE RIGHT WHOSE RADIUS POINT BEARS N 33°31'46" W, HAVING A RADIUS OF 5779.64 FEET, A CENTRAL ANGLE OF 02°38'23" AND AN ARC LENGTH OF 266.28 FEET;
4. S 00°06'57" W A DISTANCE OF 888.48 FEET;
5. S 00°08'25" W A DISTANCE OF 2213.90 FEET TO THE NORTHWESTERLY RIGHT-OF-WAY OF U.S. HIGHWAY 24 (RIGHT-OF-WAY VARIES) OF RECORD IN THE PETITION IN CONDEMNATION IN COURT CASE NUMBER 02CV3978;

THENCE S 28°29'00" W ALONG SAID NORTHWESTERLY RIGHT-OF-WAY OF U.S. HIGHWAY 24 (RIGHT-OF-WAY VARIES) OF RECORD IN THE PETITION IN CONDEMNATION IN COURT CASE NUMBER 02CV3978 A DISTANCE OF 468.54 FEET TO THE INTERSECTION OF SAID NORTHWESTERLY RIGHT-OF-WAY OF U.S. HIGHWAY 24 AND THE SOUTHERLY RIGHT-OF-WAY LINE OF PROPOSED STETSON HILLS BOULEVARD (RIGHT-OF-WAY VARIES);

THENCE THE FOLLOWING FORTY-TWO (42) COURSES ALONG SAID SOUTHERLY RIGHT-OF-WAY OF PROPOSED STETSON HILLS BOULEVARD:

1. N 61°30'03" W A DISTANCE OF 829.01 FEET TO A POINT OF CURVATURE;
2. THENCE ALONG THE ARC OF A NON-TANGENT CURVE TO THE LEFT WHOSE RADIUS POINT BEARS S 28°30'41" W, HAVING A RADIUS OF 1917.00 FEET, A CENTRAL ANGLE OF 26°59'07" AND AN ARC LENGTH OF 902.87 FEET;
3. S 45°27'20" W A DISTANCE OF 42.01 FEET;
4. S 00°07'17" E A DISTANCE OF 10.81 FEET;
5. S 89°52'43" W A DISTANCE OF 99.00 FEET;
6. N 45°07'17" W A DISTANCE OF 42.43 FEET;
7. S 89°52'43" W A DISTANCE OF 224.09 FEET;
8. N 86°37'40" W A DISTANCE OF 180.51 FEET;
9. S 89°52'43" W A DISTANCE OF 171.65 FEET;

10. S 89°44'56" W A DISTANCE OF 1731.79 FEET;
11. S 44°46'18" W A DISTANCE OF 42.44 FEET;
12. S 00°13'00" E A DISTANCE OF 11.04 FEET;
13. S 89°47'00" W A DISTANCE OF 123.00 FEET;
14. N 45°13'00" W A DISTANCE OF 42.43 FEET;
15. S 89°47'00" W A DISTANCE OF 232.95 FEET;
16. N 86°43'11" W A DISTANCE OF 180.34 FEET;
17. S 89°47'00" W A DISTANCE OF 796.16 FEET;
18. THENCE ALONG THE ARC OF A TANGENT CURVE TO THE LEFT, HAVING A RADIUS OF 1917.00 FEET, A CENTRAL ANGLE OF 37°00'00" AND AN ARC LENGTH OF 1237.94 FEET;
19. S 52°47'00" W A DISTANCE OF 79.00 FEET;
20. S 07°47'00" W A DISTANCE OF 42.43 FEET;
21. S 37°13'00" E A DISTANCE OF 11.00 FEET;
22. S 52°47'00" W A DISTANCE OF 96.00 FEET;
23. N 82°13'00" W A DISTANCE OF 42.43 FEET;
24. S 52°47'00" W A DISTANCE OF 240.76 FEET;
25. S 56°16'37" W A DISTANCE OF 180.52 FEET;
26. S 52°47'00" W A DISTANCE OF 150.01 FEET TO A POINT OF CURVATURE;
27. THENCE ALONG THE ARC OF A TANGENT CURVE TO THE RIGHT, HAVING A RADIUS OF 1083.00 FEET, A CENTRAL ANGLE OF 20°27'04" AND AN ARC LENGTH OF 386.57 FEET;
28. S 73°14'04" W A DISTANCE OF 88.44 FEET TO A POINT OF CURVATURE;
29. THENCE ALONG THE ARC OF A TANGENT CURVE TO THE RIGHT, HAVING A RADIUS OF 733.00 FEET, A CENTRAL ANGLE OF 14°10'50" AND AN ARC LENGTH OF 181.42 FEET TO A POINT OF COMPOUND CURVATURE;
30. ALONG THE ARC OF A CURVE TO THE RIGHT WHOSE RADIUS POINT BEARS N 02°35'06" W, HAVING A RADIUS OF 1094.00 FEET, A CENTRAL ANGLE OF 10°09'56" AND AN ARC LENGTH OF 194.10 FEET;
31. N 82°25'09" W A DISTANCE OF 322.65 FEET;
32. S 58°55'15" W A DISTANCE OF 38.42 FEET;
33. N 82°25'09" W A DISTANCE OF 811.86 FEET;
34. N 35°40'25" W A DISTANCE OF 32.95 FEET;
35. N 82°25'09" W A DISTANCE OF 201.09 FEET;
36. N 78°25'01" W A DISTANCE OF 301.09 FEET;
37. N 82°26'11" W A DISTANCE OF 48.63 FEET;
38. S 52°11'00" W A DISTANCE OF 42.02 FEET;
39. S 06°47'10" W A DISTANCE OF 5.08 FEET;
40. N 82°25'19" W A DISTANCE OF 117.05 FEET;
41. N 37°48'47" W A DISTANCE OF 32.75 FEET;
42. N 82°25'09" W A DISTANCE OF 236.64 FEET TO THE WEST LINE OF THE NORTHWEST ONE-QUARTER OF SECTION 22;

THENCE N 00°14'02" E ALONG SAID WEST LINE OF THE NORTHWEST ONE-QUARTER A DISTANCE OF 235.83 FEET TO THE NORTHWEST CORNER OF SAID SECTION 22;

THENCE N 00°20'14" E ALONG THE WEST LINE OF THE SOUTHWEST ONE-QUARTER OF SAID SECTION 15 A DISTANCE OF 2,646.65 FEET TO THE WEST ONE-QUARTER CORNER OF SAID SECTION 15;

THENCE N 00°20'14" E ALONG THE WEST LINE OF THE NORTHWEST ONE-QUARTER OF SAID SECTION 15 A DISTANCE OF 2,646.40 FEET TO THE NORTHWEST CORNER OF SAID SECTION 15;

THENCE N 89°55'08" W ALONG THE SOUTH LINE OF THE SOUTHEAST ONE-QUARTER OF SAID SECTION 9 A DISTANCE OF 2,680.60 FEET TO THE SOUTH ONE-QUARTER CORNER OF SAID SECTION 9;

THENCE S 00°15'04" W ALONG THE EAST LINE OF THE NORTHWEST ONE-QUARTER OF SAID SECTION 16 A DISTANCE OF 30.00 FEET;

THENCE S 89°40'52" W ALONG A LINE 30 FEET SOUTH OF AND PARALLEL TO (AS MEASURED AT RIGHT ANGLES) THE NORTH LINE OF THE NORTHWEST ONE-QUARTER OF SAID SECTION 16 A DISTANCE OF 2,620.32 FEET TO THE EASTERLY RIGHT-OF-WAY OF MARKSHEFFEL ROAD (RIGHT-OF-WAY VARIES);

PAGE 4 OF 8

THENCE THE FOLLOWING THREE (3) COURSES ALONG SAID EASTERLY RIGHT-OF-WAY OF MARKSHEFFEL ROAD:

1. N 00°10'42" E ALONG A LINE 60 FEET EAST OF AND PARALLEL TO (AS MEASURED AT RIGHT ANGLES) THE WEST LINE OF SAID NORTHWEST ONE-QUARTER OF SECTION 16 A DISTANCE OF 30.00 FEET TO THE NORTH LINE OF SAID NORTHWEST ONE-QUARTER OF SECTION 16;
2. N 00°14'20" E ALONG A LINE 60 FEET EAST OF AND PARALLEL TO (AS MEASURED AT RIGHT ANGLES) THE WEST LINE OF THE SOUTHWEST ONE-QUARTER OF SAID SECTION 9 A DISTANCE OF 2,654.91 FEET TO THE NORTH LINE OF SAID SOUTHWEST ONE-QUARTER OF SECTION 9;
3. N 00°14'20" E ALONG A LINE 60 FEET EAST OF AND PARALLEL TO (AS MEASURED AT RIGHT ANGLES) THE WEST LINE OF THE NORTHWEST ONE-QUARTER OF SAID SECTION 9 A DISTANCE OF 61.84 FEET TO A POINT OF CURVATURE AT THE SOUTHEAST CORNER OF SAID MARKSHEFFEL ROAD RIGHT-OF-WAY OF RECORD IN COURT STIPULATION AS TO POSSESSION AND USE OF REAL PROPERTY, COURT CASE NUMBER 03CV2630;

THENCE CONTINUING ALONG SAID EASTERLY RIGHT-OF-WAY OF MARKSHEFFEL ROAD AND ALONG SAID EASTERLY RIGHT-OF-WAY OF RECORD IN COURT STIPULATION AS TO POSSESSION AND USE OF REAL PROPERTY, COURT CASE NUMBER 03CV2630 THE FOLLOWING THREE (3) COURSES:

1. ALONG THE ARC OF A TANGENT CURVE TO THE RIGHT, HAVING A RADIUS OF 940.00 FEET, A CENTRAL ANGLE OF 48°44'14" AND AN ARC LENGTH OF 799.59 FEET;
2. N 48°58'33" E A DISTANCE OF 768.54 FEET TO A POINT OF CURVATURE;
3. ALONG THE ARC OF A TANGENT CURVE TO THE LEFT, HAVING A RADIUS OF 1060.00 FEET, A CENTRAL ANGLE OF 04°35'57" AND AN ARC LENGTH OF 85.09 FEET TO THE POINT OF BEGINNING;

CONTAINING 115,991,979 SQUARE FEET (2,662.809 ACRES).

EXHIBIT ATTACHED AND BY THIS REFERENCE MADE A PART HEREOF.

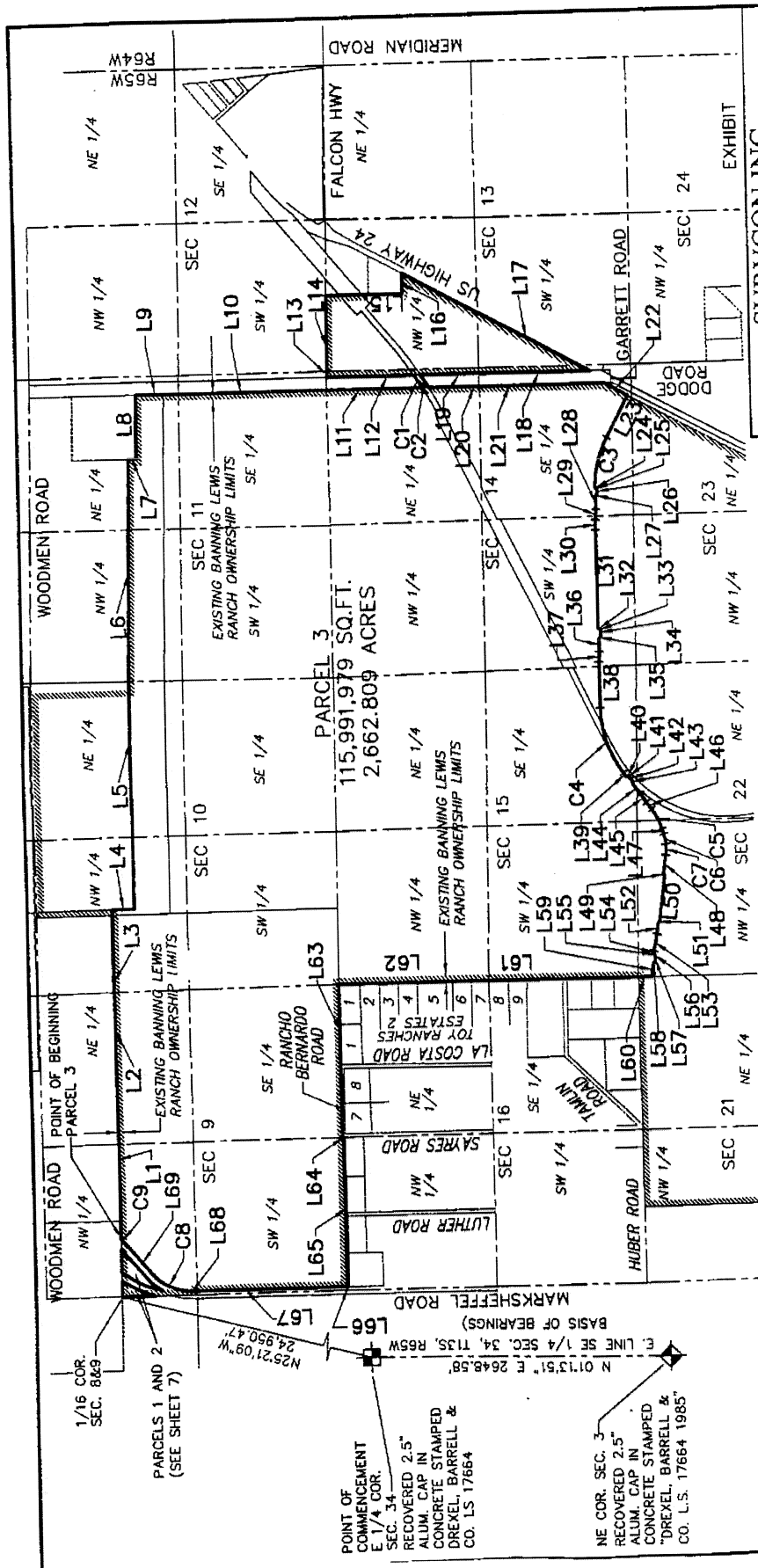
LEGAL DESCRIPTION STATEMENT

I, JEFFREY E. KISTNER, A PROFESSIONAL LAND SURVEYOR IN THE STATE OF COLORADO, DO HEREBY STATE THAT THE ABOVE LEGAL DESCRIPTION AND EXHIBIT WERE PREPARED UNDER MY RESPONSIBLE CHARGE, AND ON THE BASIS OF MY KNOWLEDGE, INFORMATION AND BELIEF, ARE CORRECT.



JEFFREY E. KISTNER, PROFESSIONAL LAND SURVEYOR
COLORADO NO. 30829
FOR AND ON BEHALF OF SURVCON INC.
7800 E. DORADO PL., STE. 101
GREENWOOD VILLAGE, CO 80111

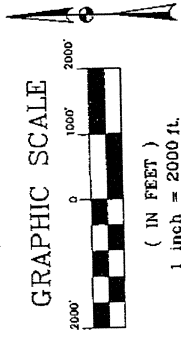
5-2-2005
DATE



SURVCON INC.
 PROFESSIONAL SURVEYORS
 7800 E. DORADO PL., STE. 101
 GREENWOOD VILLAGE, CO 80111
 PH. (303) 858-0404

SCALE: 1" = 2000'
 DATE: 03-17-2005
 DRAWN BY: CB

JOB NO. 110-054
 Metro District 2 REV 2
 SHEET 6 OF 8



NOTE: THIS EXHIBIT DOES NOT REPRESENT A MONUMENTED SURVEY. IT IS INTENDED ONLY TO DEPICT THE ATTACHED DESCRIPTION.

1/16 COR. SEC. 8&9

PARCELS 1 AND 2 (SEE SHEET 7)

POINT OF COMMENCEMENT E 1/4 COR. SEC. 34

RECOVERED 2.5" ALUM. CAP IN CONCRETE STAMPED DREXEL, BARRELL & CO. LS 17664

NE COR. SEC. 3

RECOVERED 2.5" ALUM. CAP IN CONCRETE STAMPED DREXEL, BARRELL & CO. L.S. 17664 1985

E. LINE SE 1/4 SEC. 34, T13S, R65W

N 01°13'51" E 2648.58'

N 25°21'09" W 24,950.47'

MARKSHEFFEL ROAD

L67

L66

LA COSTA ROAD

TOY RANCHES ESTATES 2

LA COSTA ROAD

SE 1/4

SW 1/4

NE 1/4

SW 1/4

NE 1/4

SW 1/4

NE 1/4

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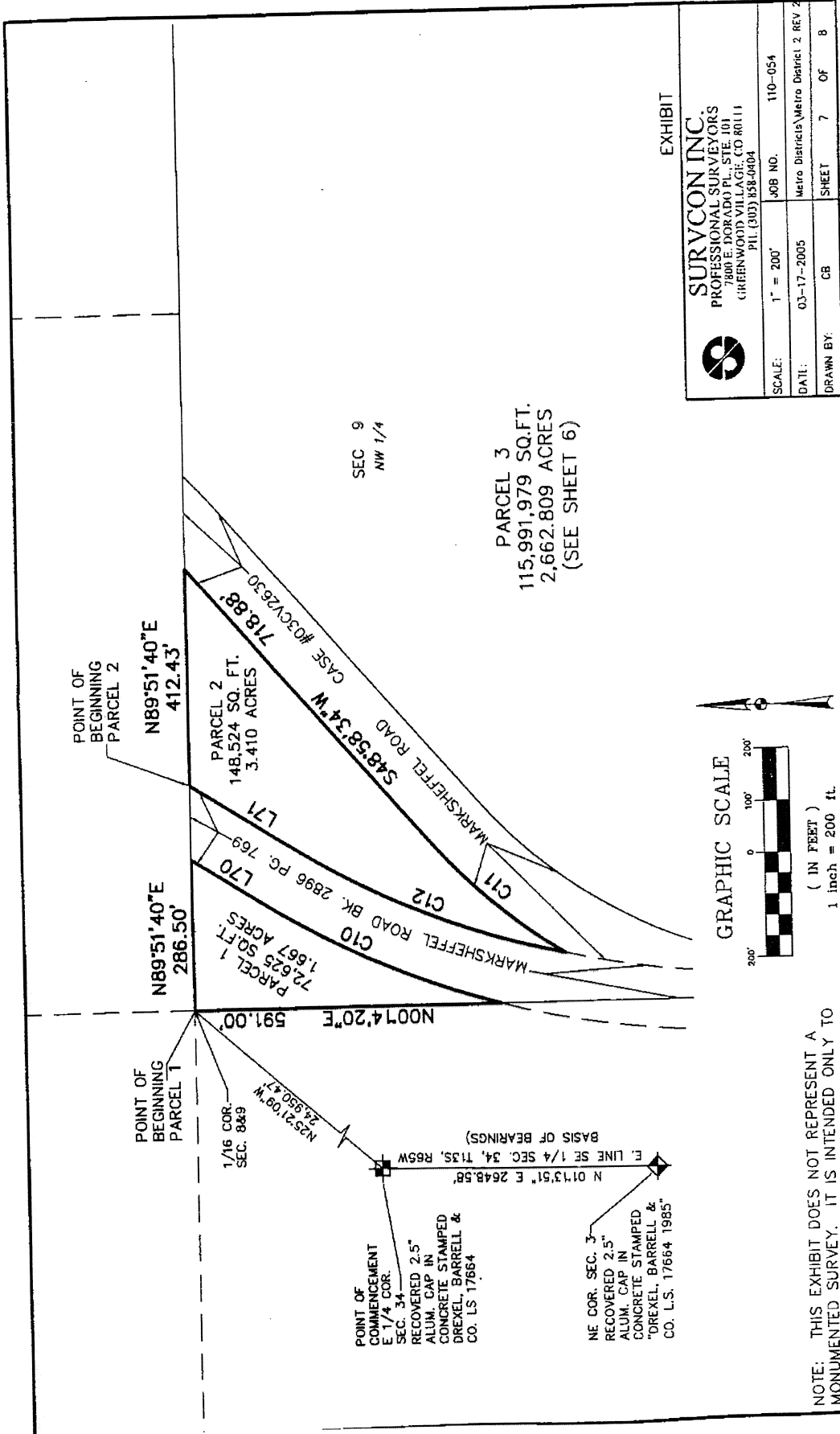
SW 1/4

NE 1/4

SW 1/4

NE 1/4

SW 1/4




NOTE: THIS EXHIBIT DOES NOT REPRESENT A MONUMENTED SURVEY. IT IS INTENDED ONLY TO DEPICT THE ATTACHED DESCRIPTION.

LINE AND CURVE TABLE

LINE TABLE:	LINE TABLE:	LINE TABLE:	CURVE TABLE:	CURVE TABLE:	CURVE TABLE:
Line 1: N 89°51'40" E 1,638.57'	Line 39: S 52°47'00" W 79.00'	Line 79: S 52°47'00" W 79.00'	C10: Length: 500.57'	C1: Length: 268.22'	C1: Length: 268.22'
Line 2: N 89°53'40" E 2,652.62'	Line 40: S 07°47'00" W 42.43'	Line 40: S 07°47'00" W 42.43'	Radius: 1,697.02'	Radius: 5,679.64'	Radius: 1,697.02'
Line 3: N 89°57'52" E 1,453.38'	Line 41: S 37°13'00" E 11.00'	Line 41: S 37°13'00" E 11.00'	Delta: 16°54'02"	Delta: 02°42'21"	Delta: 16°54'02"
Line 4: S 00°13'26" E 394.31'	Line 42: S 52°47'00" W 96.00'	Line 42: S 52°47'00" W 96.00'			
Line 5: N 89°51'27" E 3,954.65'	Line 43: N 82°13'00" W 42.43'	Line 43: N 82°13'00" W 42.43'			
Line 6: S 89°08'12" E 3,884.02'	Line 44: S 52°47'00" W 240.76'	Line 44: S 52°47'00" W 240.76'			
Line 7: S 00°08'13" W 145.14'	Line 45: S 56°16'37" W 180.52'	Line 45: S 56°16'37" W 180.52'			
Line 8: S 89°08'14" E 1,119.97'	Line 46: S 52°47'00" W 150.01'	Line 46: S 52°47'00" W 150.01'			
Line 9: S 00°08'13" W 761.74'	Line 47: S 73°14'04" W 88.44'	Line 47: S 73°14'04" W 88.44'			
Line 10: S 00°08'29" W 2,627.56'	Line 48: N 82°25'09" W 322.65'	Line 48: N 82°25'09" W 322.65'			
Line 11: S 00°06'57" W 1,692.62'	Line 49: S 58°55'15" W 38.42'	Line 49: S 58°55'15" W 38.42'			
Line 12: N 00°06'57" E 1,546.09'	Line 50: N 82°25'09" W 811.86'	Line 50: N 82°25'09" W 811.86'			
Line 13: N 89°49'47" E 100.00'	Line 51: N 35°40'25" W 32.95'	Line 51: N 35°40'25" W 32.95'			
Line 14: S 89°18'34" E 1,328.02'	Line 52: N 82°25'09" W 201.09'	Line 52: N 82°25'09" W 201.09'			
Line 15: S 00°07'50" W 1,342.80'	Line 53: N 78°25'01" W 301.09'	Line 53: N 78°25'01" W 301.09'			
Line 16: S 89°34'42" E 350.20'	Line 54: N 82°26'11" W 48.63'	Line 54: N 82°26'11" W 48.63'			
Line 17: S 28°28'31" W 3,744.50'	Line 55: S 52°11'00" W 42.02'	Line 55: S 52°11'00" W 42.02'			
Line 18: N 00°08'25" E 1,955.02'	Line 56: S 06°47'10" W 5.08'	Line 56: S 06°47'10" W 5.08'			
Line 19: N 00°06'57" E 1,030.90'	Line 57: N 82°25'19" W 117.05'	Line 57: N 82°25'19" W 117.05'			
Line 20: S 00°06'57" W 888.48'	Line 58: N 37°48'47" W 32.75'	Line 58: N 37°48'47" W 32.75'			
Line 21: S 00°08'25" W 2,213.90'	Line 59: N 82°25'09" W 236.64'	Line 59: N 82°25'09" W 236.64'			
Line 22: S 28°29'00" W 468.54'	Line 60: N 00°14'02" E 235.83'	Line 60: N 00°14'02" E 235.83'			
Line 23: N 61°30'03" W 829.01'	Line 61: N 00°20'14" E 2,646.65'	Line 61: N 00°20'14" E 2,646.65'			
Line 24: S 45°27'20" W 42.01'	Line 62: N 00°20'14" E 2,646.40'	Line 62: N 00°20'14" E 2,646.40'			
Line 25: S 00°07'17" E 10.81'	Line 63: N 89°55'08" W 2,680.60'	Line 63: N 89°55'08" W 2,680.60'			
Line 26: S 89°52'43" W 99.00'	Line 64: S 00°15'04" W 30.00'	Line 64: S 00°15'04" W 30.00'			
Line 27: N 45°07'17" W 42.43'	Line 65: S 89°40'52" W 2,620.32'	Line 65: S 89°40'52" W 2,620.32'			
Line 28: S 89°52'43" W 224.09'	Line 66: N 00°10'42" E 30.00'	Line 66: N 00°10'42" E 30.00'			
Line 29: N 86°37'40" W 180.51'	Line 67: N 00°14'20" E 2,654.91'	Line 67: N 00°14'20" E 2,654.91'			
Line 30: S 89°52'43" W 171.65'	Line 68: N 00°14'20" E 61.84'	Line 68: N 00°14'20" E 61.84'			
Line 31: S 89°44'56" W 1,731.79'	Line 69: N 48°58'33" E 768.54'	Line 69: N 48°58'33" E 768.54'			
Line 32: S 44°46'18" W 42.44'	Line 70: S 32°25'14" W 161.04'	Line 70: S 32°25'14" W 161.04'			
Line 33: S 00°13'00" E 11.04'	Line 71: N 32°25'14" E 237.68'	Line 71: N 32°25'14" E 237.68'			
Line 34: S 89°47'00" W 123.00'					
Line 35: N 45°13'00" W 42.43'					
Line 36: S 89°47'00" W 232.95'					
Line 37: N 86°43'11" W 180.34'					
Line 38: S 89°47'00" W 796.16'					

EXHIBIT



SURVCON INC.
 PROFESSIONAL SURVEYORS
 7800 E. DORADO PL. STE. 101
 GREENWICH, CO 80111
 P.L.L. (2003) 858-0004

SCALE:	NTS	JOB NO.	110-054
DATE:	03-17-2005	Metro Districts	Metro District 2 REV 2
DRAWN BY:	CB	SHEET	B OF B



SURVCON INC.
PROFESSIONAL SURVEYORS

7800 E. DORADO PLACE
SUITE 101
GREENWOOD VILLAGE, CO 80111
TELEPHONE: 303/858-0404
FACSIMILE: 303/858-0606

LEGAL DESCRIPTION - SPECIAL DISTRICT 3

A PORTION OF SECTION 25, TOWNSHIP 13 SOUTH, RANGE 65 WEST, 6TH PRINCIPAL MERIDIAN, COUNTY OF EL PASO, STATE OF COLORADO, BEING MORE PARTICULARLY DESCRIBED AS FOLLOWS:

BASIS OF BEARINGS: THE EAST LINE OF THE SOUTHEAST ONE-QUARTER OF SECTION 34, TOWNSHIP 13 SOUTH, RANGE 65 WEST, 6TH P.M., BEING MONUMENTED AT THE SOUTHEAST CORNER OF SAID SECTION 34 BY A RECOVERED AND ACCEPTED 2.5 INCH ALUMINUM CAP STAMPED "DREXEL, BARRELL & CO., L.S. 17664, 1985" IN CONCRETE AND AT THE EAST ONE-QUARTER CORNER OF SAID SECTION 34 BY A RECOVERED AND ACCEPTED 2.5 INCH ALUMINUM CAP STAMPED "DREXEL, BARRELL & CO., L.S. 17664" IN CONCRETE, BEARING N 01°13'51" E, 2,648.58'.

THE SOUTHWEST ONE-QUARTER OF THE NORTHWEST ONE-QUARTER OF SECTION 25, TOWNSHIP 13 SOUTH, RANGE 65 WEST OF THE 6TH PRINCIPAL MERIDIAN.

CONTAINING 39.88 ACRES, MORE OR LESS.

EXHIBIT ATTACHED AND BY THIS REFERENCE MADE A PART HEREOF.

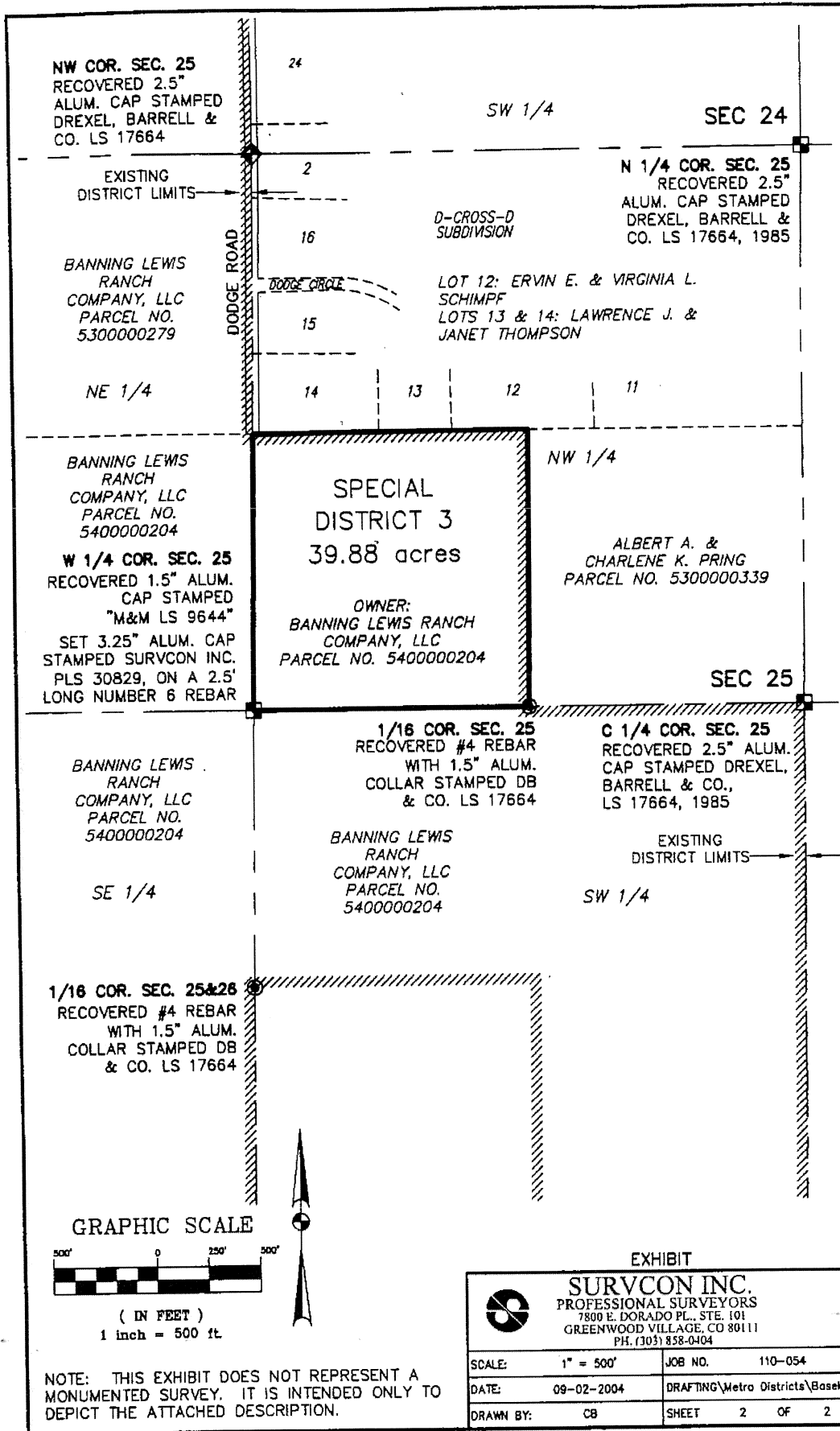
LEGAL DESCRIPTION STATEMENT

I, JEFFREY E. KISTNER, A PROFESSIONAL LAND SURVEYOR IN THE STATE OF COLORADO, DO HEREBY STATE THAT THE ABOVE LEGAL DESCRIPTION AND EXHIBIT WERE PREPARED UNDER MY RESPONSIBLE CHARGE, AND ON THE BASIS OF MY KNOWLEDGE, INFORMATION AND BELIEF, ARE CORRECT.



JEFFREY E. KISTNER, PROFESSIONAL LAND SURVEYOR
COLORADO NO. 30829
FOR AND ON BEHALF OF SURVCON INC.
7800 E. DORADO PL., STE. 101
GREENWOOD VILLAGE, CO 80111

10-18-2007
DATE





SURVCON INC.
PROFESSIONAL SURVEYORS

7800 E. DORADO PLACE
SUITE 101
GREENWOOD VILLAGE, CO 80111
TELEPHONE: 303.858-0404
FACSIMILE: 303.858-0606

LEGAL DESCRIPTION - SPECIAL DISTRICT 4

A PORTION OF SECTION 7, TOWNSHIP 14 SOUTH, RANGE 64 WEST, 6TH PRINCIPAL MERIDIAN, COUNTY OF EL PASO, STATE OF COLORADO, BEING MORE PARTICULARLY DESCRIBED AS FOLLOWS:

BASIS OF BEARINGS: THE EAST LINE OF THE SOUTHWEST ONE-QUARTER OF SECTION 34, TOWNSHIP 13 SOUTH, RANGE 65 WEST, 6TH P.M., BEING MONUMENTED AT THE SOUTHEAST CORNER OF SAID SECTION 34 BY A RECOVERED AND ACCEPTED 2.5 INCH ALUMINUM CAP STAMPED "DREXEL, BARRELL & CO., L.S. 17664, 1985" IN CONCRETE AND AT THE EAST ONE-QUARTER CORNER OF SAID SECTION 34 BY A RECOVERED AND ACCEPTED 2.5 INCH ALUMINUM CAP STAMPED "DREXEL, BARRELL & CO., L.S. 17664" IN CONCRETE, BEARING N 01°13'51" E, 2.648.58'.

THE NORTHEAST ONE-QUARTER OF THE NORTHWEST ONE-QUARTER OF SECTION 7, TOWNSHIP 14 SOUTH, RANGE 64 WEST OF THE 6TH PRINCIPAL MERIDIAN.

CONTAINING 37.97 ACRES, MORE OR LESS.

EXHIBIT ATTACHED AND BY THIS REFERENCE MADE A PART HEREOF.

LEGAL DESCRIPTION STATEMENT

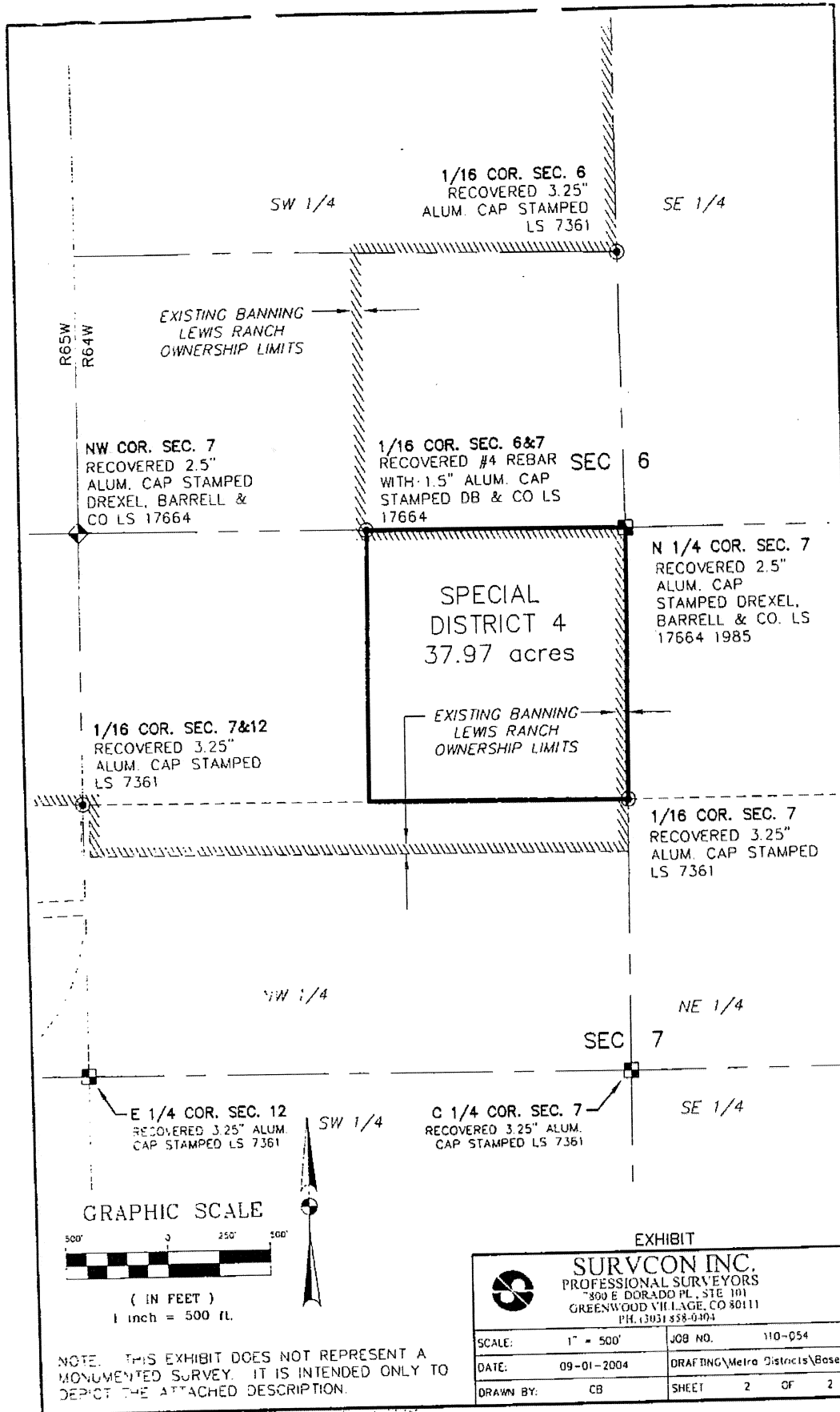
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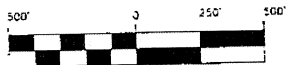
Jeffrey E. Kistner

JEFFREY E. KISTNER, PROFESSIONAL LAND SURVEYOR
COLORADO NO 30829
FOR AND ON BEHALF OF SURVCON INC.
7800 E. DORADO PL., STE. 101
GREENWOOD VILLAGE, CO 80111

10-18-2004
DATE



GRAPHIC SCALE




(IN FEET)
1 inch = 500 ft.



NOTE: THIS EXHIBIT DOES NOT REPRESENT A MONUMENTED SURVEY. IT IS INTENDED ONLY TO DEPICT THE ATTACHED DESCRIPTION.

EXHIBIT

 SURVCON INC. PROFESSIONAL SURVEYORS 300 E DORADO PL., STE 101 GREENWOOD VILLAGE, CO 80111 PH. (303) 338-0404	
SCALE: 1" = 500'	JOB NO. 110-054
DATE: 09-01-2004	DRAFTING\Metra Districts\BaseMap
DRAWN BY: CB	SHEET 2 OF 2



SURVCON INC.
PROFESSIONAL SURVEYORS

7800 E. DORADO PLACE
SUITE 101
GREENWOOD VILLAGE, CO 80111
TELEPHONE: 303/858-0404
FACSIMILE: 303/858-0606

LEGAL DESCRIPTION - SPECIAL DISTRICT 5

A PORTION OF SECTION 13, TOWNSHIP 14 SOUTH, RANGE 65 WEST, 6TH PRINCIPAL MERIDIAN, COUNTY OF EL PASO, STATE OF COLORADO, BEING MORE PARTICULARLY DESCRIBED AS FOLLOWS:

BASIS OF BEARINGS: THE EAST LINE OF THE SOUTHEAST ONE-QUARTER OF SECTION 34, TOWNSHIP 13 SOUTH, RANGE 65 WEST, 6TH P.M., BEING MONUMENTED AT THE SOUTHEAST CORNER OF SAID SECTION 34 BY A RECOVERED AND ACCEPTED 2.5 INCH ALUMINUM CAP STAMPED "DREXEL, BARRELL & CO., L.S. 17664, 1985" IN CONCRETE AND AT THE EAST ONE-QUARTER CORNER OF SAID SECTION 34 BY A RECOVERED AND ACCEPTED 2.5 INCH ALUMINUM CAP STAMPED "DREXEL, BARRELL & CO., L.S. 17664" IN CONCRETE, BEARING N 01°13'51" E. 2,648.58'.

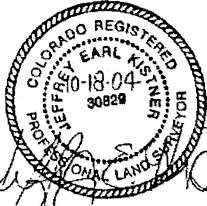
THE SOUTHEAST ONE-QUARTER OF THE NORTHWEST ONE-QUARTER OF SECTION 13, TOWNSHIP 14 SOUTH, RANGE 65 WEST OF THE 6TH PRINCIPAL MERIDIAN.

CONTAINING 39.14 ACRES, MORE OR LESS.

EXHIBIT ATTACHED AND BY THIS REFERENCE MADE A PART HEREOF.

LEGAL DESCRIPTION STATEMENT

I, JEFFREY E. KISTNER, A PROFESSIONAL LAND SURVEYOR IN THE STATE OF COLORADO, DO HEREBY STATE THAT THE ABOVE LEGAL DESCRIPTION AND EXHIBIT WERE PREPARED UNDER MY RESPONSIBLE CHARGE, AND ON THE BASIS OF MY KNOWLEDGE, INFORMATION AND BELIEF, ARE CORRECT.

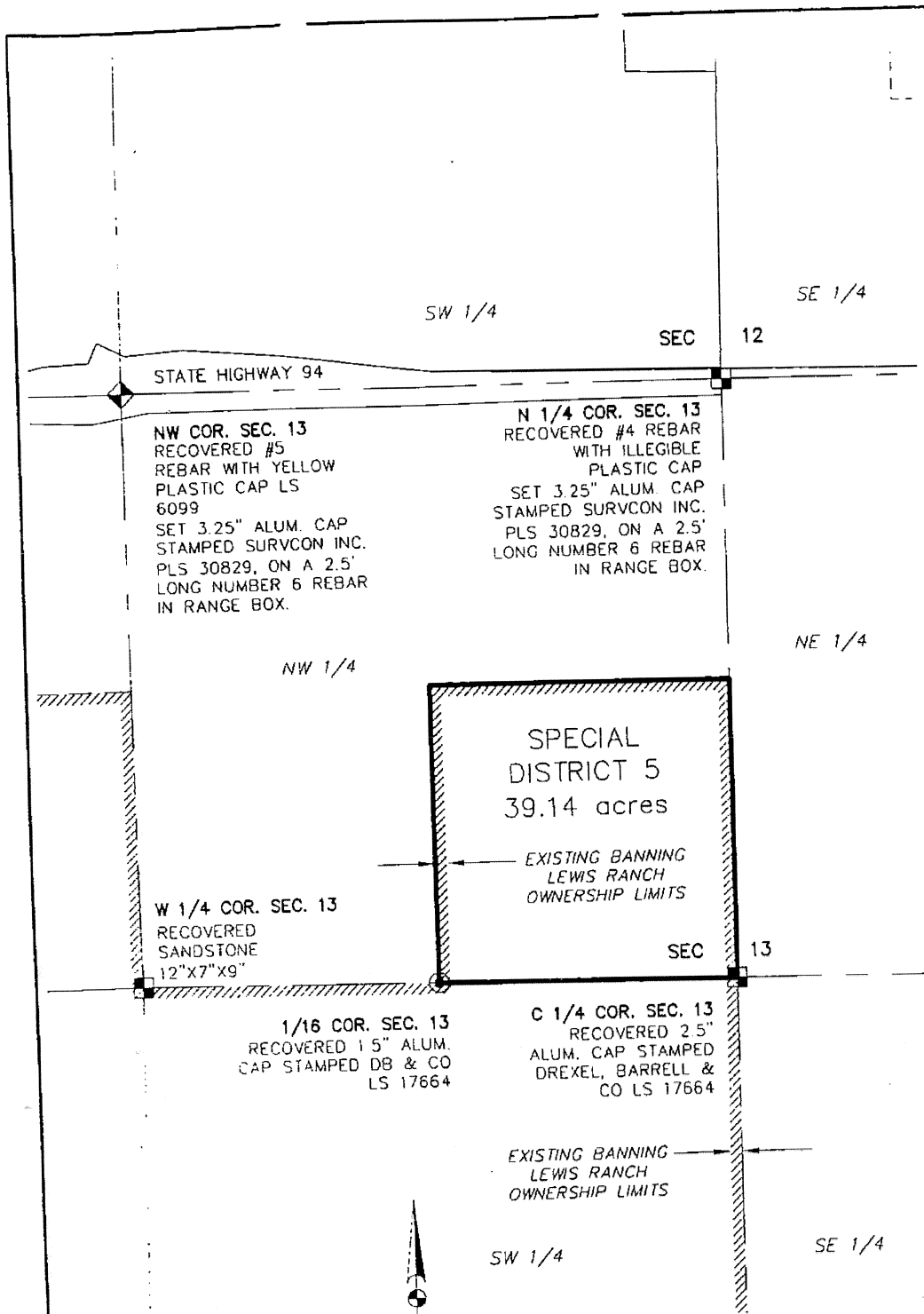


Jeffrey E. Kistner

JEFFREY E. KISTNER, PROFESSIONAL LAND SURVEYOR
COLORADO NO. 30829
FOR AND ON BEHALF OF SURVCON INC.
7800 E. DORADO PL., STE. 101
GREENWOOD VILLAGE, CO 80111

10-18-2004

DATE



GRAPHIC SCALE




(IN FEET)
1 inch = 500 ft.

SCALE 1"=500'



EXHIBIT

 SURVCON INC. PROFESSIONAL SURVEYORS 340 E. DURADO PL., STE. 101 GREENWOOD VILLAGE, CO 80111 PH (303) 858-0404		
SCALE:	1" = 500'	JOB NO 110-054
DATE:	09-01-2004	DRAFTING\Metro Districts\BoseMap
DRAWN BY:	CB	SHEET 2 OF 2

NOTE: THIS EXHIBIT DOES NOT REPRESENT A MONUMENTED SURVEY. IT IS INTENDED ONLY TO DEPICT THE ATTACHED DESCRIPTION.



SURVCON INC.
PROFESSIONAL SURVEYORS

7800 E. DORADO PLACE
SUITE 101
GREENWOOD VILLAGE, CO 80111
TELEPHONE: 303/858-0404
FACSIMILE: 303/858-0606

LEGAL DESCRIPTION - SPECIAL DISTRICT 7

A PORTION OF SECTION 13, TOWNSHIP 15 SOUTH, RANGE 65 WEST, 6TH PRINCIPAL MERIDIAN, COUNTY OF EL PASO, STATE OF COLORADO, BEING MORE PARTICULARLY DESCRIBED AS FOLLOWS:

BASIS OF BEARINGS: THE EAST LINE OF THE SOUTHEAST ONE-QUARTER OF SECTION 34, TOWNSHIP 13 SOUTH, RANGE 65 WEST, 6TH P.M., BEING MONUMENTED AT THE SOUTHEAST CORNER OF SAID SECTION 34 BY A RECOVERED AND ACCEPTED 2.5 INCH ALUMINUM CAP STAMPED "DREXEL, BARRELL & CO., L.S. 17664, 1985" IN CONCRETE AND AT THE EAST ONE-QUARTER CORNER OF SAID SECTION 34 BY A RECOVERED AND ACCEPTED 2.5 INCH ALUMINUM CAP STAMPED "DREXEL, BARRELL & CO., L.S. 17664" IN CONCRETE, BEARING N 01°13'51" E, 2,648.58'.

THE NORTHEAST ONE-QUARTER OF THE NORTHWEST ONE-QUARTER OF SECTION 13, TOWNSHIP 15 SOUTH, RANGE 65 WEST OF THE 6TH PRINCIPAL MERIDIAN

CONTAINING 40.11 ACRES, MORE OR LESS.

EXHIBIT ATTACHED AND BY THIS REFERENCE MADE A PART HEREOF.

LEGAL DESCRIPTION STATEMENT

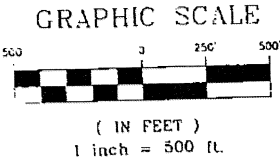
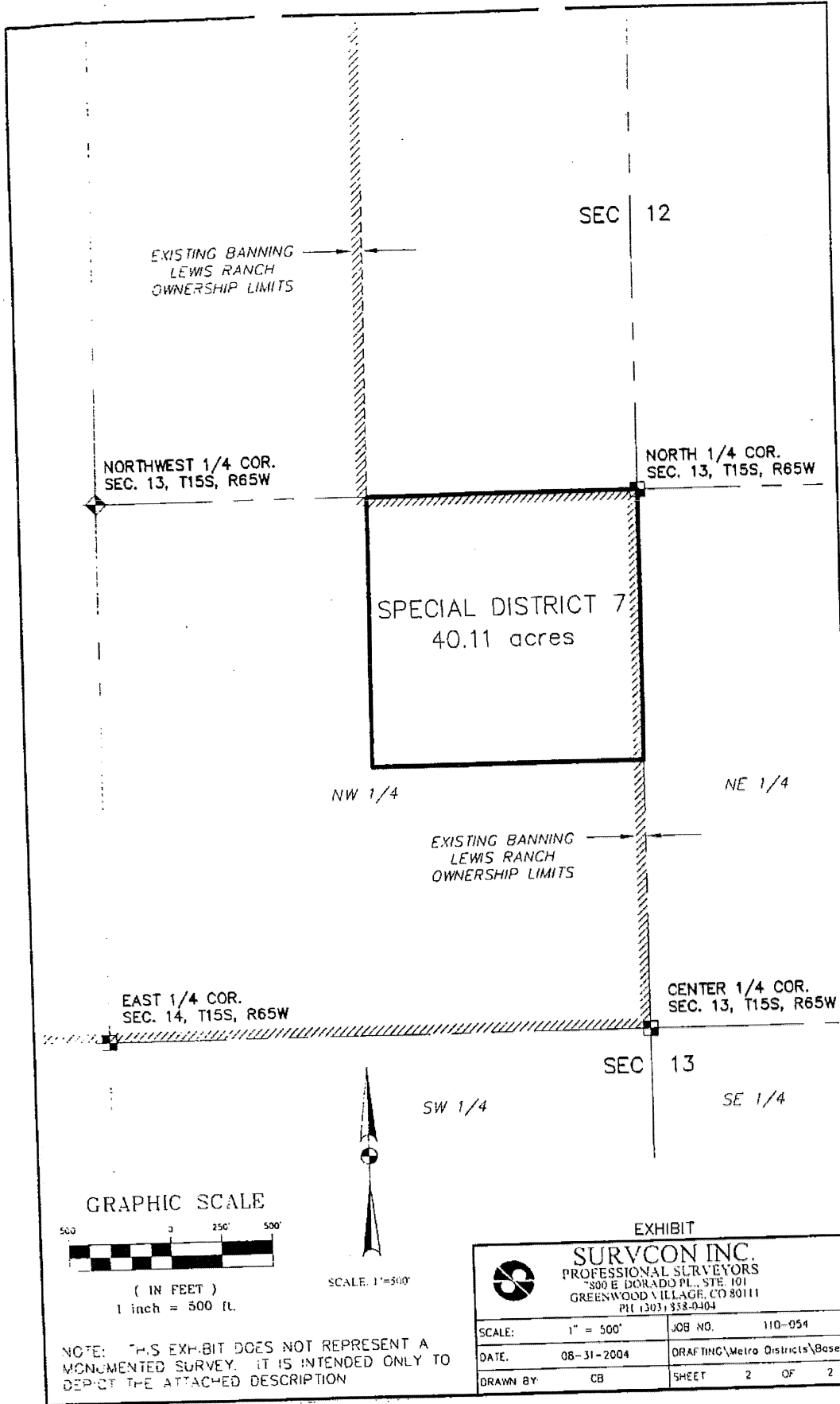
I, JEFFREY E. KISTNER, A PROFESSIONAL LAND SURVEYOR IN THE STATE OF COLORADO, DO HEREBY STATE THAT THE ABOVE LEGAL DESCRIPTION AND EXHIBIT WERE PREPARED UNDER MY RESPONSIBLE CHARGE, AND ON THE BASIS OF MY KNOWLEDGE, INFORMATION AND BELIEF, ARE CORRECT.



Jeffrey E. Kistner

10-19-2004
DATE

JEFFREY E. KISTNER, PROFESSIONAL LAND SURVEYOR
COLORADO NO. 30829
FOR AND ON BEHALF OF SURVCON INC.
7800 E. DORADO PL., STE. 101
GREENWOOD VILLAGE, CO 80111



NOTE: THIS EXHIBIT DOES NOT REPRESENT A MONUMENTED SURVEY. IT IS INTENDED ONLY TO DEPICT THE ATTACHED DESCRIPTION


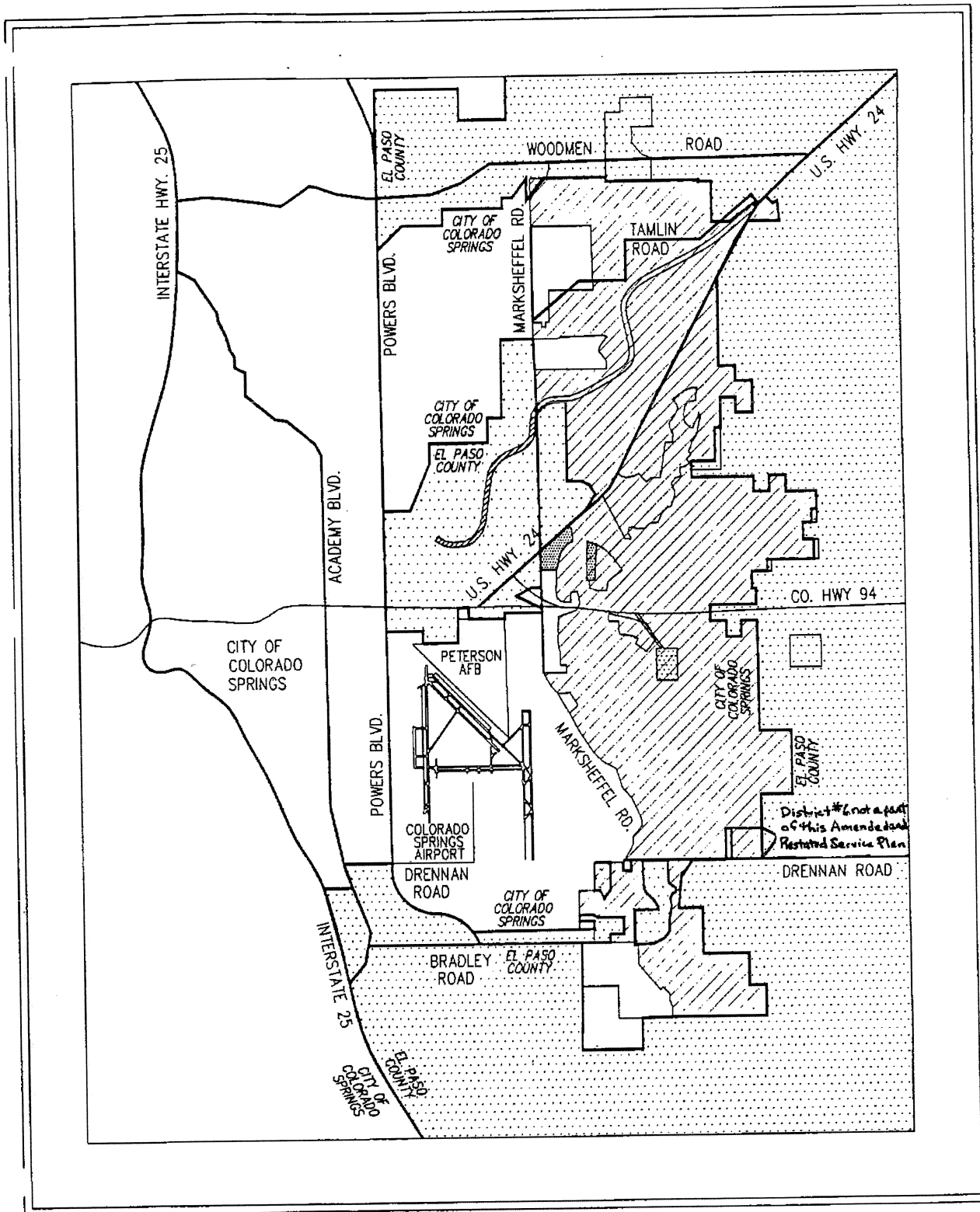
EXHIBIT		
 <p>SURVCON INC. PROFESSIONAL SURVEYORS 800 E. DORADO PL., STE. 101 GREENWOOD VILLAGE, CO 80111 PH (303) 333-0404</p>		
SCALE:	1" = 500'	JOB NO. 110-054
DATE:	08-31-2004	DRAFTING\Metro Districts\BaseMap
DRAWN BY:	CB	SHEET 2 OF 2

EXHIBIT B

Vicinity Map



VICINITY MAP - NTS

EXHIBIT C-1

Initial Districts Boundary Maps

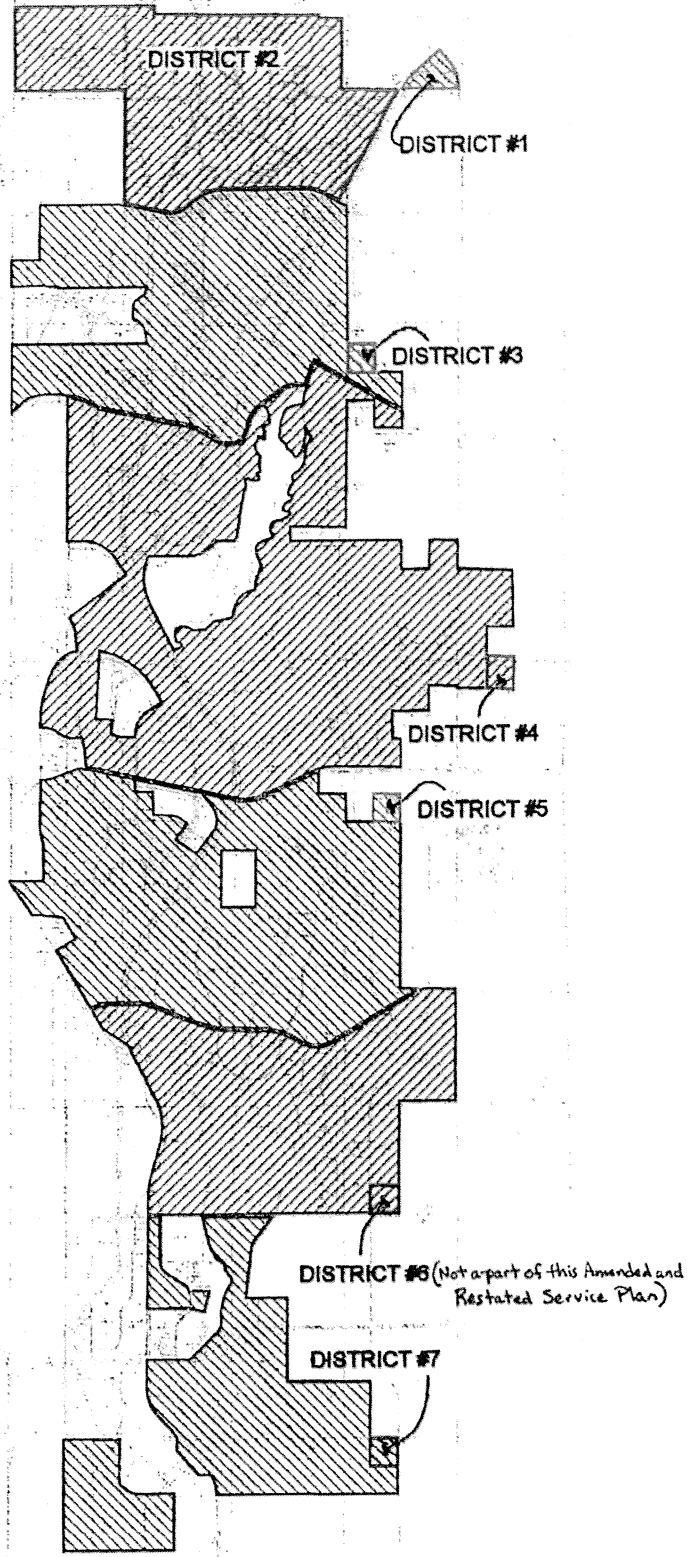


EXHIBIT C-2

Inclusion Area Boundary Map

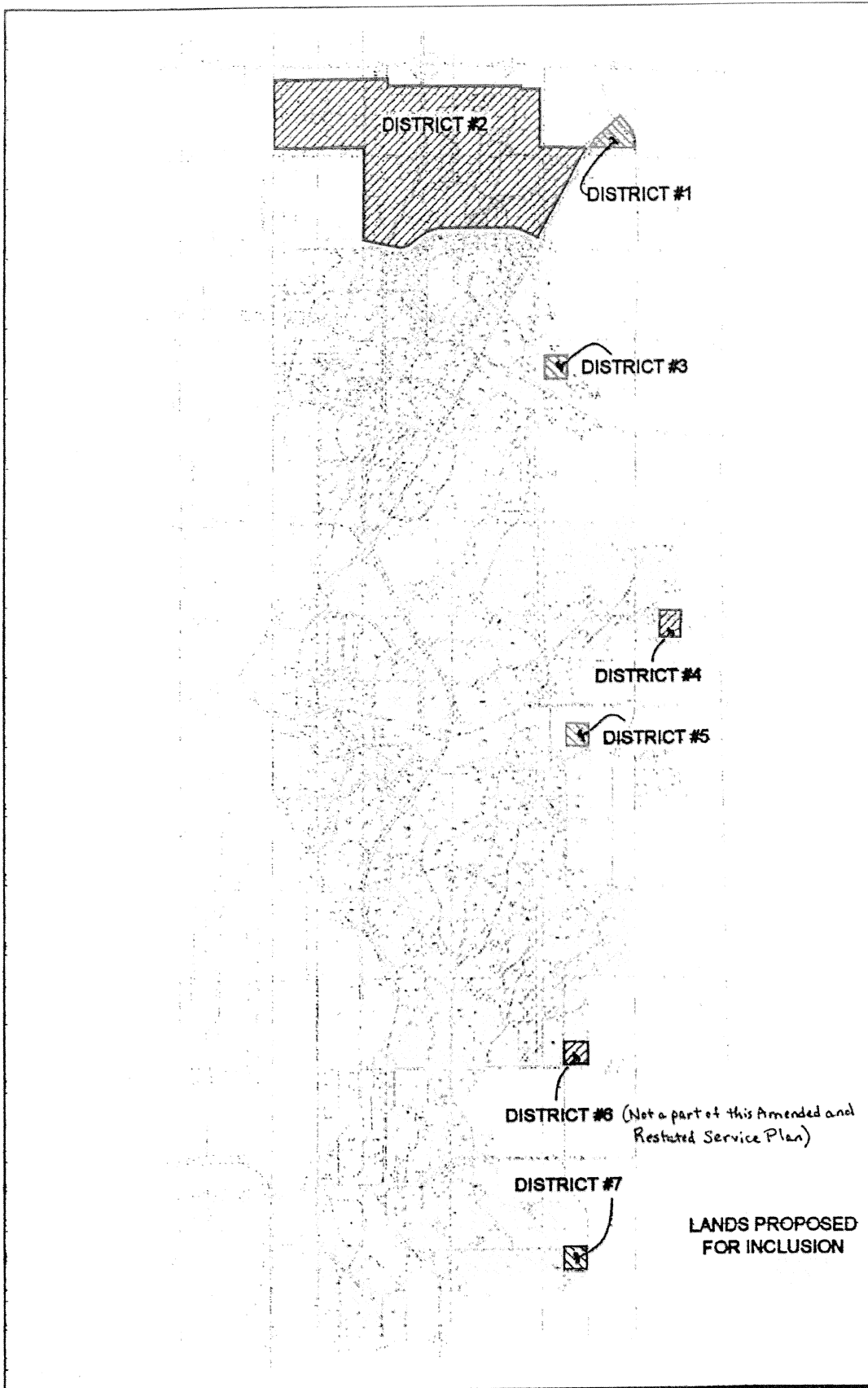


EXHIBIT D

Description of Permitted Services to be Provided by the Districts

Description of Services	IGA Required (Yes or No)
1. Operation and maintenance services related to entry parks, and all landscaping, monumentation, and/or other improvements or property owned by the Districts.	No.
2. Operation and maintenance of recreational facilities within the Districts, including but not limited to the internal trail system and community recreation centers.	No.
3. Maintenance of landscaping within the public right-of-way, including but not limited to street, trees, and streetscape improvements.	No.
4. Covenant control and enforcement within the Project.	No.

Exhibit E

NOTICE OF SPECIAL DISTRICT DISCLOSURE

(to be provided to every purchaser of real property within the boundaries of the District)

Name of District(s):	Banning Lewis Ranch Metropolitan Districts No. 1 – 5 and 7. District Nos. 1 – 5 are residential districts. District No. 7 is a commercial district.
Contact Information for District:	Grimshaw & Harring, P.C. Attn: Matt Dalton 1700 Lincoln Street, Suite 3800 Denver, CO 80203 (303) 839-3800 (main line) (303) 839-3838 (fax)
Type of Districts:	Metropolitan districts organized pursuant to C.R.S. 32-1-101 <i>et seq.</i> The Districts will provide limited operating and maintenance of certain Public Improvements within the Project, which operations and maintenance functions may be provided through intergovernmental agreements
Identify Districts' Improvements Financed by Proposed Bonds:	Road improvements On and off-site utilities, including water and wastewater improvements Recreational facilities and park improvements, including entry parks, neighborhood parks, pocket parks, trail system, and community recreation centers Landscaping within public right-of-way
Identify Services/Facilities Operated/Maintained by Districts:	Park and recreation related improvements, maintenance of landscaping within public right-of-way, including but not limited to street trees and streetscape improvements, the provision of covenant control and enforcement services to the extent such covenant control functions are not provided by property owners associations within the Project.
Mill Levy Cap: <i>(Note: This District may or may not be certifying a mill levy at the time of your purchase. Please verify by contacting the District.)</i>	Residential Districts: Maximum Debt Mill Levy = thirty (30) mills. Maximum Operating Mill Levy = twenty (20) mills. Commercial District: Maximum Debt Mill Levy = fifty (50) mills. Maximum Operating Mill Levy = twenty (20) mills. If there are changes in the method of calculating assessed valuation or any constitutionally mandated tax credit, cut or abatement; the mill levy limitations set forth above may be increased or decreased to reflect such changes, so that to the extent possible, the actual tax revenue generated by the mill levy, as adjusted for changes occurring after January 1, 2007, are neither diminished nor enhanced as a result of such changes.
Authorized Debt of the District(s) per Service Plan:	\$400,000,000.00 but limited to what may be financed by the Maximum Debt Mill Levy applicable to each District.
Voter Authorized Debt per Election:	\$400,000,000.00 (District No. 3, \$100,000,000; District No. 4, \$100,000,000; District No. 5, \$100,000,000; District No. 7, \$100,000,000).
District Boundaries:	See attached legal description and map

Exhibit E (cont'd)

<p><u>Sample Calculation of Mill Levy Cap for a Residential Property</u></p> <p>Assumptions: Market value is \$250,000 Mill levy cap is 50 mills</p> <p>Calculation: $\\$250,000 \times .0796 = \\$19,900$ (Assessed Valuation) $\\$19,900 \times .050$ mills = \$995 per year in taxes owed solely to the Special District</p>	<p><u>Sample Calculation of Mill Levy Cap for a Commercial, Office or Industrial Property</u></p> <p>Assumptions: Market value is \$750,000 Mill levy cap is 70 mills</p> <p>Calculation: $\\$750,000 \times .29 = \\$217,500$ (Assessed Valuation) $\\$217,500 \times .070$ mills = \$15,225 per year in taxes owed solely to the Special District</p>
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