

04CV1666

FILED IN  
COMBINED COURTS  
MAY 20 '05  
WELD COUNTY, COLO.

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**RESOLUTION 2 -05**

**A RESOLUTION OF THE BOARD OF TRUSTEES OF THE TOWN OF BERTHOUD  
APPROVING THE AMENDED CONSOLIDATED SERVICE PLAN FOR  
SMPG METROPOLITAN DISTRICT NOS. 1 -6**

DATE FILED: May 20, 2005 5:00 PM  
CASE NUMBER: 2004CV1666

**WHEREAS**, on February 24, 2004 the Town approved the Wilson Ranch Annexation and Development Agreement (the "Annexation Agreement") which governs the terms of annexation of the property presently included and to be included within the Districts and which contemplated the formation of special districts to provide infrastructure financing for the property described in the Annexation Agreement; and

**WHEREAS**, on August 31, 2004, the Consolidated Service Plan for SMPG Metropolitan District Nos. 1 - 6 (the "Districts") was submitted to the Board of Trustees of the Town of Berthoud, Colorado (the "Board"), pursuant to Section 32-1-204.5 of the Colorado Revised Statutes ("C.R.S."); and

**WHEREAS**, on September 14, 2004, the Board held a public hearing on the Consolidated Service Plan and adopted a resolution approving the same (the "Conditional Resolution") subject to the condition, stated in Paragraph 3 thereof, that the Districts would not be authorized to exercise any of the powers recited in, or contemplated by, the Consolidated Service Plan, including but not limited to the issuance of any bonds or the levying of any tax, until such time as the Town adopted a Resolution removing this condition in connection with approval of an amendment to the Consolidated Service Plan; and

**WHEREAS**, on February 10, 2005, an Amended Consolidated Service Plan for SMPG Metropolitan District Nos. 1 - 6 was submitted to the Board of Trustees of the Town of Berthoud, Colorado, pursuant to Section 32-1-207(2), C.R.S.; and

**WHEREAS**, on April 26, 2005, the Board held a public hearing, following publication of notice therefor, to consider said Amended Consolidated Service Plan; and

**WHEREAS**, the Board has considered the Amended Consolidated Service Plan in reference to the information and criteria required and set forth in Sections 32-1-202(2) and 32-1-203(2), C.R.S., as required in Section 32-1-207(2), C.R.S., and in light of testimony and other evidence presented to it at the public hearing; and

**WHEREAS**, the Board hereby finds that said Amended Consolidated Service Plan should be approved without condition, except as provided in Paragraph 5 hereof, pursuant to Section 32-1-204.5, C.R.S.; and

**WHEREAS**, nothing contained in this Resolution or the Amended Consolidated Service Plan is intended to, nor shall the terms hereof, modify or amend the terms and agreements contained in the Annexation Agreement; and

**NOW THEREFORE**, it is hereby **RESOLVED** by the Board of Trustees of the Town of Berthoud, Colorado as follows:

1. **THAT**, pursuant to Section 32-1-204.5(1), C.R.S., the information contained in the Amended Consolidated Service Plan satisfies the requirements of Section 32-1-202(2), C.R.S.

2. **THAT**, pursuant to Section 32-1-204.5(1), C.R.S., evidence satisfactory to the Board of each of the following criteria, as provided in Section 32-1-203(2), C.R.S., was presented:

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

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

c. The Districts are capable of providing economical and sufficient service to the area within their proposed boundaries; and

d. 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.

3. **THAT** the requirements of Section 32-1-204.5, C.R.S., relating to the contents and standards for approval of the Amended Consolidated Service Plan, have been fulfilled.


4. **THAT** the condition established in Paragraph 3 of the Conditional Resolution is hereby rescinded and shall be of no further force and effect.

5. **THAT** no individual District shall be entitled to exercise the Park and Recreation powers enumerated in, or contemplated by, the Amended Consolidated Service Plan until the property within that District has either been excluded from the boundaries of the Thompson Rivers Park and Recreation District or the Board has otherwise approved of the Park and Recreation powers to be so exercised.

This resolution was adopted by the Board of Trustees of the Town of Berthoud at a regular meeting held on April 26, 2005.

Dated this 26 day of April, 2005.

TOWN OF BERTHOUD, COLORADO

  
\_\_\_\_\_  
Milan Karspeck, Mayor

ATTEST:

Mary K. Cowdin  
Mary K. Cowdin, Town Clerk

**AMENDED**  
**CONSOLIDATED SERVICE PLAN**  
**FOR**  
**SMPG METROPOLITAN DISTRICT NOS. 1-6**

Prepared by

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**April 15, 2005**

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## **LIST OF EXHIBITS**

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| <b>EXHIBIT A</b>   | Map of Initial District Boundaries  |
| <b>EXHIBIT A-1</b> | Map of Expanded District Boundaries   |
| <b>EXHIBIT B</b>   | Legal Description of District Nos. 1-6  |
| <b>EXHIBIT C</b>   | Financing Plan  |
| <b>EXHIBIT D</b>   | Public Improvements and Costs   |
| <b>EXHIBIT E</b>   | Statutory Contents of this Service Plan   |
| <b>EXHIBIT F</b>   | Intergovernmental Agreements<br>Town of Berthoud<br>Little Thompson Water District<br>Berthoud Fire Protection District |

## I. INTRODUCTION

### A. General Overview

The SMPG Metropolitan District Nos. 1-6 (collectively, the "Districts") are being organized for the purpose of acquiring, constructing and providing essential public infrastructure to support the needs of a new community to be developed within the territory known as the "Wilson Ranch," which was annexed to the Town of Berthoud (the "Project" and the "Town," respectively) on February 24, 2004 pursuant to the "Wilson Ranch Annexation and Development Agreement" (the "Annexation Agreement"). Section 11 of the Annexation Agreement concerning Wilson Ranch contemplates the formation of special districts to provide funding and construction of public infrastructure to this area.

The property within the respective boundaries of the proposed Districts shall be subject to the ordinances, rules and regulations of the Town and the Annexation Agreement, and the approval of this Service Plan shall not be construed as representing approval of any alteration or amendment by the Town of any such ordinances, rules, regulations or the Annexation Agreement. All the property within their respective boundaries are subject to all of the Town's current ad valorem property and sales taxes and to any future amendments thereof.

The proposed Districts are generally located between Weld County Road 44 on the North, the Ronald E. West Parcel No. 1061-25-0-00-005 on the East, a dedicated right-of-way for Weld County Road 40 to the South, and Interstate Highway 25 to the West. The site consists of approximately 1,604 acres that are expected to be divided into several development areas planned for development of residential and commercial areas. Certain assumptions are made in this Consolidated Service Plan regarding number and type of residential units, as well as the square footage and location of commercial development. The actual composition and distribution of future development shall be as determined in accordance with subsequent development approvals to be sought from the Town, and nothing in this Service Plan shall be construed as the Town's approval of such matters.

The primary purpose of the proposed Districts is to provide public improvements, most of which will be dedicated to the Town. The Districts will have the power to operate and maintain certain improvements not dedicated to the Town or other governmental entities. Improvements to be provided by the Districts shall include the types of facilities and improvements generally described in Section III, consisting of wastewater systems, storm drainage facilities, water systems, street and traffic safety facilities, park and recreation facilities, and mosquito/pest control.

The proposed Districts are being organized to serve as a method by which development can occur in the Town in such a way as to eliminate economic risk to the Town, provide economic benefits to property owners, and place the risk of development on property developers.

The Financing Plan discussed herein has been designed to assure that at no time will the Town have any legal responsibility for any of the Districts' obligations. This Service Plan is designed to assure that the risk of development remains with the developer until a sufficient tax base has been achieved to pay the Districts' debt with reasonable mill levies

This Service Plan has been prepared with sufficient flexibility to enable the Districts to provide required services and facilities under evolving circumstances to meet the needs of the community. While the assumptions upon which this Service Plan are generally based are reflective of the current zoning for the property within the proposed Districts, the cost estimates and the Financing Plan are sufficiently flexible to enable the Districts to provide necessary services and facilities without the need for repeated amendments to the Service Plan. Modification of the proposed configuration of improvements, scheduling of construction of such improvements, as well as the locations and dimensions of various facilities and improvements shall be permitted to accommodate development needs consistent with zoning and future development approvals for the property.

Considerable public infrastructure will be constructed to provide the public improvements necessary for the Project. This Service Plan addresses the improvements that will be provided by the Districts and demonstrates how the Districts will work cooperatively to provide the necessary public improvements. All Exhibits referred to herein are attached to the end of this Service Plan.

1. Multiple District Structure. This Service Plan is submitted in accordance with Part 2 of the Special District Act (§32-1-201, *et seq.*, C.R.S.). It defines the powers and authorities of, as well as the limitations and restrictions on, the SMPG Metropolitan District Nos. 1-6. SMPG Metropolitan District No. 1 shall be referred to as "the Coordinating District" and SMPG Metropolitan District Nos. 2-6 shall be referred to as "the Financing Districts." The Coordinating District and Financing Districts are sometimes collectively referred to as "the Districts" and individually as "the District." This structure is intended to provide for the fair and equitable allocation of public infrastructure improvements and services among the property within the Project.

The use of a consolidated Service Plan for the Districts assures proper coordination of the powers and authorities of the independent Districts, and avoids confusion regarding the separate, but coordinated, purposes of the Districts that could arise if separate service plans were used. Unless otherwise specifically noted herein, general provisions of this Service Plan apply to all Districts. Where possible, however, specific reference is made to an individual District to help distinguish the powers and authorities of each District.

The "Financing Plan" discussed in Section VII refers to a preliminary financial plan for the Districts which is intended to be read as a unified Financing Plan which may be used for public improvements for the Project.

The Coordinating District is responsible for managing the construction and operation of facilities and improvements needed for the Project. The Financing Districts are responsible for providing the funding and tax base needed to support the Financing Plan. Various agreements have been, and are expected to be, executed by the Districts clarifying the nature of the functions and services provided by each District. The agreements are designed to help assure the orderly development of essential services and facilities, resulting in a community which will be both an aesthetic and economic asset to the Town.



The Coordinating District shall be authorized to provide improvements and services to and for the benefit of the entire area of the Project, including but not limited to acquisition of completed improvements. Each Financing District will be authorized to provide improvements and services, including but not limited to acquisition of completed improvements, to the property within and without their respective legal boundaries, as they may be amended from time to time. The Coordinating District will have power to impose taxes only within its legal boundaries, but will be permitted to impose fees and charges in all or any portion of the area within the Districts, as well as to property outside of the Districts based upon services provided to such property.

It is currently anticipated that no residential units will be located within the Coordinating District. District Nos. 2, 3, 5 and 6 are expected to contain all of the residential development, and District No. 4 is expected to contain the commercial development. Bonds or other financial obligations may be issued by either the Coordinating District and/or the Financing Districts as appropriate to deliver the improvements and services to the property within the Project.

2. Benefits of Multiple District Structure. The multiple district structure offers significant benefits both to the Town and the Project, including future property owners. In general, those benefits are: (a) coordinated administration of construction and operation of public improvements, and delivery of those improvements in a fashion that supports the orderly development of the Project; (b) avoiding the issuance of debt prematurely; (c) creating a means for the fair and equitable allocation of costs of public infrastructure across the Project; and (d) obtaining the benefits of financing at low interest rates. These benefits are addressed further below:

a. Coordinated Services. Development of the Project will proceed in several phases, each of which requires the extension of public services and facilities. The multiple district structure assures that the construction and operation of each phase of public facilities is primarily administered by in accordance with a long-term construction and operations program. This is consistent with "best practices" in the development industry involving projects with a long-term development horizon. Use of the Coordinating District as the entity responsible for construction of each phase of improvements and for management of operations will facilitate a well-planned financing effort through all phases of construction and assists in assuring coordinated extension of services.

b. Avoids Premature Debt Issuance. The multiple district structure helps assure that facilities and services needed for future build-out of the Project will be provided when they are needed, and not sooner. Projects that do not utilize multiple districts may be motivated to issue debt prematurely, since the prospect of loss of control over decision making exists.

c. Equitable Debt Allocation. Allocation of the responsibility for paying debt for capital improvements will continue to be managed through development of a unified financing plan for those improvements and through development of an integrated operating plan for long-term operations and maintenance. Use of the Coordinating District to manage these functions helps assure that no area within the Project becomes obligated for more than its share of the costs of capital improvements and operations. Low-density areas will not bear a disproportionate burden of debt and operating costs, nor will high valued areas bear

disproportionate burdens. Intergovernmental agreements between the Districts will assure that mill levies remain equitable throughout the Project.

d. Bond Interest Rates. The use of the Coordinating District and/or the Financing Districts to issue bonds to provide for the cost of infrastructure in the Project will allow for the issuance of bonds at competitive interest rates. The combination of appropriate management, controlled timing of financing and the ability of the Districts to obtain attractive interest rates will benefit residents and property owners.

3. Initial Boundaries/Expansions. In order to implement the multiple district structure, the boundaries of the Coordinating District and the Financing Districts need to be carefully configured. At the time of submittal of this Service Plan, the District organizers own a portion of the total area proposed to be included within the legal boundaries of the Districts. Therefore, the initial legal boundaries of the Districts will be confined to this area, and are described in Exhibit A. The organizers have an option to purchase the balance of the property. Accordingly, the initial boundaries of the Districts will be expanded and adjusted via the inclusion/exclusion process to incorporate the balance of the property being acquired by the organizers in this manner.

The expanded boundaries of the Districts as they are expected to exist following the purchase of the balance of the property by the District organizers are described and depicted in Exhibit A-1. Following acquisition of all of the property proposed to be included within the Districts, the combined area of the Districts is expected to consist of approximately 1,604 acres, a legal description for such combined area being attached hereto as Exhibit A-2 (the "Combined Area").

Due to the long-term nature of the Project, the potential need to respond to development patterns and the pace of growth, and to accommodate future financing dynamics, adjustments to the Districts' boundaries may be necessary or appropriate from time to time. Therefore, the Districts shall be permitted to make boundary adjustments among the Financing Districts and the Coordinating District with respect to the property located within the Combined Area without prior Town approval. The Districts shall be permitted to include additional property outside of the Combined Area only with the approval of the Board of Trustees of the Town.

4. Future Consolidation/Dissolution of Districts. Upon an independent determination by the Town Trustees that the purposes for which the Districts were created have been accomplished, the Districts shall file petitions in the appropriate District Court for dissolution in accordance with 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 or other financial obligations as required pursuant to State statutes. Additionally, the Coordinating District and the Financing Districts shall consider consolidation at the time each District's debt has been paid.

5. Existing Services and Districts/Consents to Overlap. There are currently no other entities in existence in the undeveloped portion of the Project area which have the intent, ability and/or desire to undertake the design, financing and construction of improvements

needed for the community. Consequently, use of the new Districts is deemed necessary for the provision of public improvements in the Project.

Portions of the legal boundaries of the Districts (as initially configured and as ultimately expanded) overlap those of the Little Thompson Water District and the Thompson Rivers Park and Recreation District. Additionally, a Petition for inclusion of the property into the boundaries of the Berthoud Fire Protection District has been approved by the Board of Directors of that District.” The organizers of the District have agreed to coordinate the exclusion of the Combined Area from the boundaries of the Thompson Rivers Park and Recreation District, and no individual District shall be entitled to exercise the Park and Recreation powers enumerated in, or contemplated by, this Amended Consolidated Service Plan until the property within that District has either been excluded from the boundaries of the Thompson Rivers Park and Recreation District or the Town has otherwise approved of the Park and Recreation powers to be so exercised.

The Little Thompson Water District and the Berthoud Fire Protection District shall be collectively referred to as the “Overlapping Districts.” Neither of the Overlapping Districts plans to provide financing for the construction of improvements within the Districts being organized under this Service Plan. Further, the Districts do not plan to provide any services that the Overlapping Districts would otherwise provide within the boundaries of the Districts being organized under this Service Plan. Therefore, compliance with the provisions of Section 32-1-107(3)(b)(III), C.R.S., relating to the Overlapping Districts will be satisfied.

Further, in accordance with Section 32-1-107(3)(b)(IV), C.R.S., the Districts shall not, to the extent prohibited by law, duplicate the services provided by the Overlapping Districts, except as may be consented to and approved by the Board of Directors of the Overlapping Districts. Additionally, in accordance with any consent required by Section 32-1-107(3)(b)(IV), C.R.S., to the extent required by the Overlapping Districts, the Districts shall execute a form of intergovernmental agreement acceptable to the Overlapping Districts relating to the provision of services within their overlapping boundaries within 60 days of the Order and Decree creating the Districts, or at the organizational meeting of the Districts, whichever occurs later.

B. 2003 Certified Assessed Valuation

The 2003 certified assessed valuation of all taxable property within the boundaries of the Districts is approximately \$35,030.00.

C. Contents of Service Plan

This Service Plan consists of a preliminary financial analysis and preliminary engineering plan showing how the facilities and services for the Project can continue to be provided and financed by the Districts. Numerous items are included in this Service Plan in order to satisfy the requirements of law for formation of special districts. Those items are listed in Exhibit E attached hereto. Each of the requirements of law is satisfied by this Service Plan.

The assumptions contained within this Service Plan were derived from a variety of sources. Information regarding the present status of property within the Districts, as well as the current status and projected future level of similar services, was obtained from the organizers. Facility diagrams were provided by TST Inc. Consulting Engineers. Legal advice in the preparation of this Service Plan was provided by the law firm of White · Bear · Ankele Professional Corporation, which represents numerous special districts.

D. Modification of Service Plan

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

II. **NEED FOR NEW DISTRICTS AND GENERAL POWERS**

A. Need for Metropolitan Districts

In order to establish compliance with the standards for Service Plan approval set forth in §32-1-203(1), C.R.S., the following information is presented:

1. There is Sufficient Existing and Projected Need for Organized Service. The Financing Plan projects a total of 4,000 single/multi family units and approximately 3,060,000 square feet of commercial development to be constructed within the area served by the Districts between 2005 and 2035, representing a projected population of 9,550 persons. Accordingly, the demand for the services and facilities to be provided by the Districts is demonstrable.

2. The Existing Service in the Area to be Served is Inadequate for Present and Projected Needs/Adequate Service Through Other Governmental Entities Will Not Be Available Within a Reasonable Time and on a Comparable Basis. The facilities and services to be provided by the proposed Districts will not be provided by any county, municipal or quasi-municipal corporations, including existing special districts. Neither the Town nor any existing special district plans to provide the facilities required for the development of the Project. Therefore, provision of facilities will not be available through other institutions.

3. The Districts are Capable of Providing Economical and Sufficient Service/The Districts Will Have the Financial Ability to Discharge Proposed Indebtedness on a Reasonable Basis. The proposed Districts are necessary in order to provide the most economical and efficient means of ownership and operation of essential improvements to serve existing and future residents within their respective boundaries. The Financing Plan attached as Exhibit C demonstrates the feasibility of providing the improvements and services proposed herein on an economical basis, and the ability to discharge the proposed indebtedness on a reasonable basis. The formation of the Districts will facilitate the financing of the proposed public improvements

at least cost, as the Districts will have access to tax-exempt financing that is not available to private entities.

4. The Creation of the Districts is in the Best Interests of the Area to be Served/Multiple District Structure. The matters described in items 1 through 3 of this Section establish that the creation of the Districts is in the best interests of the area to be served, in that they establish a demand for public improvements that will otherwise be unmet by other governmental entities and offer the advantage of obtaining public financing to fund these improvements. In addition, the use of a multiple district structure is beneficial, as it permits: a) the phasing of improvements to occur according to logical development modules, resulting in a more specific association of cost with benefit and less incentive to initiate public improvements programs too far in advance of development; b) the ability to arrange for delivery of public infrastructure in a manner that will conform to the approved development plans that will be associated with the Project in the future, thus permitting development of the Project in accordance with Town expectations; and c) maintenance of a reasonably uniform mill levy and fee structure through coordinated planning and financing for construction of public improvements.

#### B. General Powers of Districts

Each District will continue to have power and authority to provide the services and facilities described in this Service Plan both within and outside their boundaries in accordance with Colorado law. The powers and authorities of each District will be allocated and further refined in a "Master" Intergovernmental Agreement ("IGA") between the Districts. For purposes of the Special District Act (§32-1-201, et seq., C.R.S.), the IGA shall not constitute an amendment of this Service Plan. It will constitute a binding agreement between the Districts regarding implementation of the powers contained in this Service Plan.

1. Sanitation and Storm Drainage. The design, acquisition, installation construction and operation and maintenance of storm or sanitary sewers, or both, sanitary sewer treatment and/or disposal facilities, flood and surface drainage improvements including but not limited to, culverts, dams, retaining walls, access ways inlets, detention ponds and paving, roadside swales and curb and gutter, wastewater lift stations, force mains and wetwell storage facilities, and all necessary or proper equipment and appurtenances incident thereto, together with all necessary, incidental and appurtenant facilities, land and easements, and all necessary extensions of and improvements to said facilities or systems.

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

3. Non-Potable Water. The design, acquisition, installation and construction of an irrigation water system, including, but not limited to, water rights, water supply, storage, transmission and distribution systems for public or private purposes, together with all necessary and proper reservoirs, and facilities, wells, water rights, equipment and appurtenances incident thereto which may include but shall not be limited to, transmission lines, distribution mains and laterals, storage facilities, land and easements, together with extensions of and improvements to said systems.

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

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

6. Parks and Recreation. The design, acquisition, installation, construction and maintenance of public park and recreation facilities and/or provision of passive, non-athletic recreational programs including, but not limited to, grading, soil preparation, sprinkler systems, playgrounds, playfields, bike and hiking trails, pedestrian trails, pedestrian bridges, picnic areas, common area landscaping and weed control, outdoor lighting of all types, pedestrian underpasses and tunnels, urban plazas, and other facilities, together with all necessary, incidental and appurtenant facilities, land and easements, and all necessary extensions of and improvements to said facilities or systems.

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

8. Security Services. Subject to compliance with the provisions of §32-1-1004(7), C.R.S., the financing design, acquisition, installation, construction, operation and maintenance of security services including, but not limited to, perimeter and interior scheduled security patrols, construction of safety barriers or similar protective measures, establishment of rules of conduct for residents and visitors, acquisition of security equipment, protection of the Districts' property from unlawful damage or destruction, together with any and all other security measures which may be necessary or appropriate to the orderly conduct of the affairs of the Districts and for the protection of the health, safety, and welfare of the Districts' residents, taxpayers, officers, and employees, inclusive of the general public in connection therewith.

9. Covenant Enforcement and Design Review. Subject to compliance with the provisions of §32-1-1004(8), C.R.S., the ability to prepare, implement and enforce design and development guidelines, rules and regulations, or similar protective controls regarding all construction activities within the Districts' boundaries, including but not limited to, architectural standards regarding the design, construction, erection, placement or installation of new structures or modification of existing structures within the Districts' boundaries.

10. Fire Protection and Emergency Services. The financing, design, acquisition, installation and construction of fire protection and emergency facilities including, but not limited to, fire stations, fire hydrants, as well as other necessary apparatuses, associated equipment, related facilities and improvements, together with all necessary, incidental, and appurtenant facilities, land easements, extensions of, and improvements to said facilities.

11. Legal Powers. The powers of the Districts will be exercised by their Boards of Directors to the extent necessary to provide the services contemplated in this Service Plan. The foregoing improvements and services, along with all other activities permitted by law, will be undertaken in accordance with, and pursuant to, the procedures and conditions contained in the Special District Act (§32-1-201, et seq., C.R.S.), other applicable statutes, and this Service Plan, as any or all of the same may be amended from time to time.

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

a. To amend this Service Plan as needed, subject to the appropriate statutory procedures provided that any material modification of this Service Plan shall be made only with the approval of the Town's Board of Trustees in accordance with § 32-1-207, C.R.S., and after obtaining a resolution of approval from the Town's Board of Trustees, the Districts shall have the right to amend this Service Plan independent of participation of the other Districts; provided, that the Districts shall not be permitted to amend those portions of this Service Plan which affect, impair, or impinge upon the rights or powers of the other Districts without such other District's consent; and

b. To forego, reschedule, or restructure the financing, including the security therefore, and/or the operation and maintenance of improvements and facilities in order to better accommodate the pace of growth, resource availability, and financial interests of property of the Districts; and

c. To provide all such additional services and exercise all such powers as are granted expressly or by implication of Colorado law, and which the Districts are required to provide or exercise or, in their discretion, choose to provide or exercise, within the scope of the powers set forth above. Notwithstanding the foregoing, the Districts shall not exercise the power of eminent domain or dominant eminent domain with respect to property located outside of the Combined Area, unless prior consent from the Board of Trustees of the Town is first obtained; and

d. To exercise all necessary and implied powers under Title 32, C.R.S. in the reasonable discretion of the Boards of Directors of the Districts, except as limited hereby and pursuant to the Intergovernmental Agreement to be executed between the Districts and the Town, attached as Exhibit F. The Districts may only add additional powers beyond those described in Section II.B.1-10 above by obtaining the consent of the Town Trustees through an amendment to this Consolidated Service Plan.

### **III. DESCRIPTION OF FACILITIES AND IMPROVEMENTS**

The Coordinating District and Financing Districts are permitted to exercise their statutory powers and their respective authority set forth herein to finance, construct, acquire, operate and maintain the public facilities and improvements described in Section II of this Service Plan, either directly or by contract. Where appropriate, the Districts may contract with various public and/or private entities to undertake such functions.

The diagrams contained in the Exhibits to this Service Plan show the conceptual layouts of the public facilities and improvements described in this Section III. Additional information for each type of improvement needed for the Project is set forth in the following pages. It is important to note that the preliminary layouts contained in the exhibits are conceptual in nature only, and that modifications to the type, configuration, and location of improvements will be necessary as development proceeds. The following sections contain general descriptions of the contemplated facilities and improvements that will be financed by the Financing Districts.

The general descriptions of improvements set forth in this Service Plan, as well as the cost estimates provided are preliminary and will be subject to modification and revision by the Districts without the need for an amendment to this Service Plan, as necessary or appropriate based on development plans or approvals, engineering, financial factors, Town requirements and construction scheduling. Improvements not specifically described herein shall be permitted as long as they are generally identified in this Service Plan and/or expressly or impliedly granted by Colorado law.

The total estimated cost of the improvements that the Districts assume will be financed is approximately \$61,376,610.00, inclusive of engineering and construction contingencies, but exclusive of other soft costs and all costs of issuance, including but not limited to bond issuance expenses, debt service reserves, capitalized interest, underwriter's discount, legal fees, as well as organizational costs. Notwithstanding the cost estimate allocations among particular categories of improvements, the Districts shall be permitted to reallocate costs among such categories of improvements as necessary to best serve the Project.

#### **A. General**

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



B. General Design Standards/Dedication/Operations

It is planned that all public improvements shall be dedicated to either the Town or other governmental entities for ownership, operations and maintenance. Those improvements which will be dedicated to the Town will be designed and constructed in accordance with standards adopted by the Town. Any improvements that are to be dedicated to other governmental entities will be designed and constructed in accordance with the standards of such entities, provided that any wastewater treatment facilities constructed by the Districts may only be dedicated to the Town for operations and maintenance. The Districts shall be authorized to operate and maintain public improvements until such time they are dedicated to the Town or other governmental entity. Any improvements not accepted by the Town or other appropriate governmental entity for ongoing ownership, operations and/or maintenance, shall be owned, operated and/or maintained by the Districts. The timing for conveyance of improvements to the Town will be developed by mutual agreement between the Coordinating District and the Town.

C. Wastewater System.

All major elements of the sanitary sewer improvements required for the Project are expected to be designed, and installed by the Coordinating District.

D. Storm Drainage.

1. Generally. The Coordinating District is expected to install the necessary storm drainage system to serve the property within the Districts. The proposed elements of the storm drainage system will provide a network of culverts, roadside swales, pipes detention and water quality ponds, inlet and outlet structures, and curbs and gutters designed and installed in accordance with applicable Town standards and sound engineering judgment.

2. Culverts. Culverts will be installed as appropriate. Culverts will be designed and constructed to pass flows as required by Town standards, and may include headwalls, wing walls, inlet and outlet structures, and riprap protection to enhance their hydraulic capacity and reduce bank or channel erosion.

E. Water System.

1. Overall Plan. The water system is planned to consist of potable and irrigation water distribution systems consisting of buried water mains, fire hydrants, and related appurtenances located predominately within the Districts' boundaries. The final configuration of the water systems is yet to be designed. When design and construction are finalized, the system will serve each development tract from adjacent streets and roads. All major elements of the water facilities are expected to be designed and installed by the Coordinating District.

2. Design Criteria. The proposed domestic potable water distribution system and the irrigation water system are expected to include pressurized water mains with multiple pressure zones. Water system components will be designed and installed in accordance with

Town standards and the applicable standards of the Coordinating District. The water system will also be designed based on applicable fire protection requirements. Certain water facilities may, pursuant to an agreement between the Districts and the Little Thompson Water District be dedicated to the Little Thompson Water District; those facilities so dedicated shall be designed and installed in accordance with the applicable standards of the Little Thompson Water District.

3. Non-Potable Water Demand. Demands placed on the water system will fluctuate with use. Demand will be that required to satisfy the needs of the Districts' customers for landscape irrigation, which will reduce the amount of potable water required.

F. Street System and Traffic Safety.

1. General. Anticipated improvements include design, construction and/or acquisition of an entire public street system and associated street furnishings, landscaping and amenities within the Districts.

Pedestrian-oriented streets such as those planned for portions of the Districts contain a high concentration of public amenities (lighting, furnishings, special paving and curb treatments, enhanced landscaping, public art, etc.). Street improvements will be constructed in dedicated public rights-of-way. Typical elements may include:

- a. Grading;
- b. Street, curb, sidewalk and storm inlet construction;
- c. Street trees, tree grates, tree lawns, hedges, other forms of landscaping and irrigation systems;
- d. Street and pedestrian lighting and electrical service to serve this lighting; and
- e. Street furnishings such as benches, bike racks, trash receptacles, poles, signage and newspaper vending machine corrals.

G. Signals and Signage.

Anticipated improvements include new traffic signals and controls associated with the new public streets within the Project. New traffic signals and associated electrical connections are anticipated along the major roadways within the Project. Traffic signage and controls (stop, yield, directional signage, etc.) will also be required along newly constructed public streets and at intersections throughout the site.

H. Parks and Recreation/Landscaping.

Landscaping may be installed along the roadway rights-of-way and trail easements. The Coordinating District expects to install and maintain landscaped highlights along the internal streets and entry features at major entrances. Additional features may be installed and maintained by the developers of the individual parcels.

I. Mosquito and Pest Control.

The Districts shall be permitted to construct, acquire, install and otherwise provide various systems and equipment, as well as employ appropriate methods for the elimination and control of mosquitoes, rodents and other pests.

J. Fire Protection.

The Districts expect to finance, construct, acquire and install fire protection facilities and equipment, including temporary and/or permanent fire stations and related structures, engine trucks, ladder trucks, and any and all other necessary apparatuses, associated equipment, materials, and facilities necessary for such facilities and equipment. Fire protection facilities and equipment shall conform to the standards of the Berthoud Fire Protection District, to which such facilities and equipment are expected to be dedicated for ownership, operations and maintenance.

K. Estimated Cost of Facilities.

The estimated cost of the facilities to be constructed, installed and/or acquired by the Coordinating District are shown in Exhibit F attached hereto.

**IV. DEVELOPMENT PROJECTIONS**

Land use within the Project will be residential and commercial, and projection of the number and type of residential units, as well as projections of commercial development, are included within the Financing Plan.

**V. PROPOSED AGREEMENTS**

A. Master Intergovernmental Agreement

As noted in this Service Plan, the relationship between the Coordinating District and the Financing Districts, including the means for approving, financing, constructing, and operating the public services and improvements needed to serve the Project will be established by means of a Master IGA to be executed by the Districts after organization. The Master IGA is expected to generally provide that the Financing Districts will pay to the Coordinating District over a period of years the costs of: (1) the construction, acquisition, and equipping of certain public facilities and services (including the cost of financing), and (2) the operation and maintenance of the facilities. The Master IGA is expected to state that the obligation to pay the amounts required thereunder is a contractual general obligation debt of the Financing Districts subject to certain limitations, and as such the question of whether the Financing Districts should enter into the Master IGA would require approval by the electorate of the Districts.

Under the Master IGA, the Financing District is expected to covenant to levy the taxes necessary, together with other available funds, to meet the payment obligations set forth in the agreement. In return for the payment under the agreement, the Coordinating District would agree to: (1) acquire, construct and equip the facilities, (2) provide for their operation and

maintenance, and (3) provide service to the property within the Districts or convey facilities to other appropriate entities that will provide service. The total obligation of the Financing Districts represented by the Master IGA would be limited to the costs of construction and operations and maintenance as set forth in this Service Plan.

**B. Other Agreements/Authority**

To the extent practicable, the Districts may enter into additional intergovernmental and private agreements to better ensure long-term provision of the improvements and services and effective management. Agreements may also be executed with property owner associations and other service providers. All such agreements are authorized pursuant to Colorado Constitution, Article XIV, §18(2)(a) and §29-1-201, et seq., C.R.S.

**VI. OPERATION AND MAINTENANCE COSTS**

Estimated costs for operation and maintenance functions are presented in Exhibit C attached hereto. Additionally, the Coordinating District shall have the power impose a system of rates, fees, tolls, penalties and charges for facilities and services provided, in accordance with Colorado law. The estimated revenues from such fees and charges are reflected in the Financing Plan discussed in the following section.

**VII. FINANCING PLAN**

**A. Financing of Proposed Facilities and Services**

Capital facilities and operations costs of the Districts will be funded by the Coordinating District and/or the Financing Districts from a combination of property taxes and non-tax revenues as described below. The Districts may authorize, issue, sell, and deliver such bonds, notes, contracts, reimbursement agreements, or other obligations evidencing or securing a borrowing (collectively, "Obligations") as are permitted by law. Obligations may be payable from any and all legally available revenues of the Districts in any form or combination of forms that may be permitted by applicable law.

All or any portion of the proceeds of the Obligations issued may be used to fund such previously incurred expenses for public improvements via reimbursement to and/or acquisition from the entity advancing the costs for such improvements. Further, it is expected that the costs advanced for the organization and initial operations of the Districts will be similarly reimbursable to the entity advancing such costs. The Districts may also issue the Obligations directly to the organizers or other private party advancing funds or furnishing facilities on behalf of the Districts from time to time, to reimburse funds advanced and/or acquire facilities so constructed.

Notwithstanding the foregoing, the Districts shall not issue bonds to fund or make any payment to the organizers of the Districts, their affiliates, or to any other private party or entity advancing funds or furnishing public facilities which are to be dedicated to or used by the Districts or the Town and their respective residents, to the extent the cost of any such public

facility is paid or reimbursed to such entity or person pursuant to that certain "Wilson Ranch Annexation and Development Agreement" dated February 24, 2004 among the Town of Berthoud, the Town of Berthoud Wastewater Enterprise, the Town of Berthoud Water Enterprise, the Wilson Homestead Limited Partnership and McWhinney Property Group, LLC. This limitation shall apply only to the expense being reimbursed pursuant to the Wilson Ranch Annexation and Development Agreement and shall not prevent the reimbursement to any person or entity, including, without limitation, the organizers of the Districts and their affiliates, for the purpose of reimbursing any other advance of funds or the furnishing of any public facilities

Other than with respect to the mill levy cap and Debt Limits (defined below), the Districts shall be permitted to modify the nature, amount, timing, structure, security enhancements, or type of financing used from that shown in the Financing Plan to respond to current needs and circumstances, such modifications not being considered a material modification of this Service Plan, as it applies to any individual District, or collectively to all the Districts.

The Financing Plan attached as Exhibit C and prepared by the Districts' organizers, sets forth certain assumptions, and estimated revenues, expenses, and debt service requirements with respect to each District. The Financing Plan contains one illustration of a financing structure by which the improvements would be financed, including the estimated costs of engineering services, legal services, administrative services, proposed bond issuances, estimated maximum proposed interest rates and discounts, land or facilities to be acquired, and other major expenses relating to the organization and operation of the Districts.

The Financing Plan assumes no revenues from Conservation Trust Funds or Great Outdoor Colorado funds, and the Districts shall request such funds only if separately approved by the Town. The funds and assets of the Town shall not be pledged as security for the repayment of any Obligations issued by the Districts.

1. Debt. As used in this Consolidated Service Plan, the term "Debt" means the principal amount of any Obligation (other than those Obligations of the Financing Districts owed to the Coordinating District pursuant to the terms of the Master IGA described in paragraph 2 below) payable in whole or in part from ad valorem property taxes and/or rates and charges as described in paragraph 4 below to be imposed by any of the Districts. Debt may be issued in an amount approved by the Boards of Directors of the Districts for improvements or services eligible for funding in accordance with applicable law, subject to the limitations set forth herein. Debt does not include contracts or agreements of the Districts entered into in the ordinary course of business (e.g. consultant, engineering, and construction contracts for public improvements).

In order to respond to future contingencies and increases in costs, each Financing District's Debt issuance limit will be \$20,000,000.00, the Coordinating District's Debt issuance limit will be \$75,000,000 (the "Individual Debt Limit"), and the total Debt issuance limit for all Districts combined shall be \$75,000,000.00 (the "Combined Debt Limit") (the Individual Debt Limit and Combined Debt Limit are referred to herein collectively as the "Debt Limits"). The issuance of Debt by each District shall count both against that District's Individual Debt Limit, and also against the Combined Debt Limit, neither of which may be exceeded by the District

issuing the Debt without obtaining approval of an amendment to this Consolidated Service Plan. In this fashion, the Districts will have reasonable flexibility to adjust the actual amount of Debt to be issued, to respond to changing development dynamics, economic conditions within the Districts, the potential for District boundary adjustments as described previously, and changing capital costs. The Districts also shall be permitted to seek debt authorization from their electorates in excess of these amounts to account for contingencies, but may not issue debt beyond the Debt Limits prescribed without approval through an amendment to this Service Plan.

The obligations of the Financing Districts to the Coordinating Districts as set forth in the Master IGA concerning the funding of the Districts' public improvements shall not count against the Debt Limits; provided, however, that any Obligations issued by the Coordinating District which are secured by such obligations of the Financing Districts shall count against the Debt limit. Any Obligations issued by the Financing Districts to satisfy all or any portion of their respective obligations under the Master IGA for the funding of public improvements. Debt that has been paid or refunded does not count against the Debt Limit, nor shall increases necessary to accomplish a refunding, reissuance or restructuring of Debt.

The Districts may authorize, issue, sell, and deliver such Obligations as are permitted by law, provided that the following limitations shall apply to Debt payable in whole or in part from ad valorem property taxes, except where waived by the Town or as is otherwise provided herein:

a. The maximum mill levy the District can promise to impose for the payment of Debt shall be 50 mills; provided however, that in the event the method of calculating assessed valuation is changed after the date of the approval of this Service Plan, 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 in good faith (such determination to be binding and final) so that to the extent possible, the actual tax revenues generated by the mill levy, as adjusted, are neither diminished nor enhanced as a result of such changes. For purposes of the foregoing, a change in the ratio of actual valuation to assessed valuation shall be deemed to be a change in the method of calculating assessed valuation.

b. The issuance of Debt to the organizers of the Districts or their affiliates may contain terms that permit compounding of interest during the first five (5) years following the date of issuance of the Debt, and thereafter may permit interest to accrue on the total unpaid amount (including any compounded interest), such interest to be paid according to such terms as may then be established, but without further compounding. An individual District shall not impose a levy for repayment of any and all Debt (or use the proceeds of any mill levy for repayment of Debt) to the Organizers of the Districts or their affiliates, on any single property developed for residential uses which exceeds forty (40) years after the year of the initial imposition of such mill levy. Notwithstanding any other provision hereof, such Debt referred to in the preceding sentence shall be deemed to be discharged at such time as the mill levy is suspended at the end of the 40 year period

2. Master IGA Obligations. The Master IGA is expected to provide that the obligations of the Financing Districts to pay the Coordinating District for capital and general operating expenses of the Districts shall constitute "contractual debt" of the Financing Districts,

but shall not count against the Debt Limits. Accordingly, mill levies certified to make necessary payments to the Coordinating District may be characterized as debt service or operation mill levies notwithstanding that they are imposed in part to pay contractual obligations for debt service and operations and maintenance services provided by the Coordinating District. Any such mill levy certified under the Master IGA shall be subject to the mill levy maximums established in Section VII.A.1.a, and Section VII.A.7.

3. Enterprises. The Districts may exercise any of its powers through enterprises established in accordance with Article X, §20 of the Colorado Constitution (TABOR).

4. Rates and Charges. The Districts shall have the power to derive revenue from and pledge any other legally-available revenue source, including but not limited to those derived from fees, rates, tolls, penalties or charges as provided by § 32-1-1001(1), C.R.S., or otherwise as may be permitted by law. The Financing Plan therefore assumes revenues from various sources in addition to property taxes, and may include in the future such other revenues as the Districts may legally generate.

5. Maximum Interest Rate and Underwriting Discount. The interest rate on any Obligations is expected to be the market rate at the time the Obligations are issued. The proposed maximum interest rate shall not exceed 12%. The proposed maximum underwriting discount shall not exceed 5%.

6. Obligations Issued to District Organizers/Affiliates. Prior to the issuance of any Obligations to the organizers of the District or their affiliates, the District issuing the Obligation shall obtain the certification of an External Financial Advisor (as defined below) substantially as follows:

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

We [I] certify that (1) the net effective interest rate (calculated as defined in Section 32-1-103(12), C.R.S.) 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.

The term "External Financial Advisor" means a consultant that: (i) 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; (ii) shall be an underwriter, investment banker, or individual listed as a public finance advisor in the Bond Buyer's Municipal Market Place; and (iii) is not an officer or employee of the District and

has not been otherwise engaged to provide services in connection with the transaction related to the applicable Obligation.

7. Operations Mill Levy Cap. The maximum mill levy that the Districts may impose for operations and maintenance shall not exceed fifteen (15) mills, subject to adjustment as provided for in paragraph 1.a. of this Section VII.

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

## **VIII. OTHER REQUIREMENTS/MISCELLANEOUS**

### **A. Other Requirements.**

The Financing Districts and Coordinating District shall continue to be subject to the following additional requirements:

1. Submission of annual reports as described in §32-1-207(3), C.R.S., not later than March 1 of each year, containing the following information, at a minimum:

- a) Boundary changes made
- b) Intergovernmental Agreements executed
- c) Proposed capital construction projects for current year
- d) Proposed public improvement dedications for current year
- e) Projected Debt issuance for current fiscal year
- f) Material litigation to which a District is a party

2. The Districts shall furnish the Town with a copy of its annual audit at the same time as the audit is filed with the Division of Local Government.

3. The Districts shall furnish the Town with a copy of the Districts' mill levy certification at the time such certification is provided to the County.

4. Material modifications of this Service Plan shall be subject to approval by the Town in accordance with the provisions of §32-1-207, C.R.S.

### **B. Miscellaneous.**

The Districts shall be empowered to undertake all activities authorized by this Service Plan, including all powers necessary or implied therefrom, in accordance with the Special District Act (§32-1-201, et seq., C.R.S.). The grant of authority contained in this Service Plan does not constitute the agreement or binding commitment of the Districts enforceable by third parties to undertake the activities described, or to undertake such activities exactly as described.



C. Intergovernmental Agreement. The form of Intergovernmental Agreement (the "IGA") to be entered into between the Districts and the Town following formation of the Districts is attached as Exhibit F. Modifications to the IGA subsequently agreed upon by the Town shall not require a Service Plan Amendment.

## IX. CONCLUSIONS

It is submitted that this Consolidated Service Plan for SMPG Metropolitan District Nos. 1-6 as required by §32-1-204.5(1), C.R.S., has established that:

A. There is sufficient existing and projected need for organized service in the area to be served by the Districts.

B. The existing service in the area to be served by the Districts is inadequate for present and projected needs.

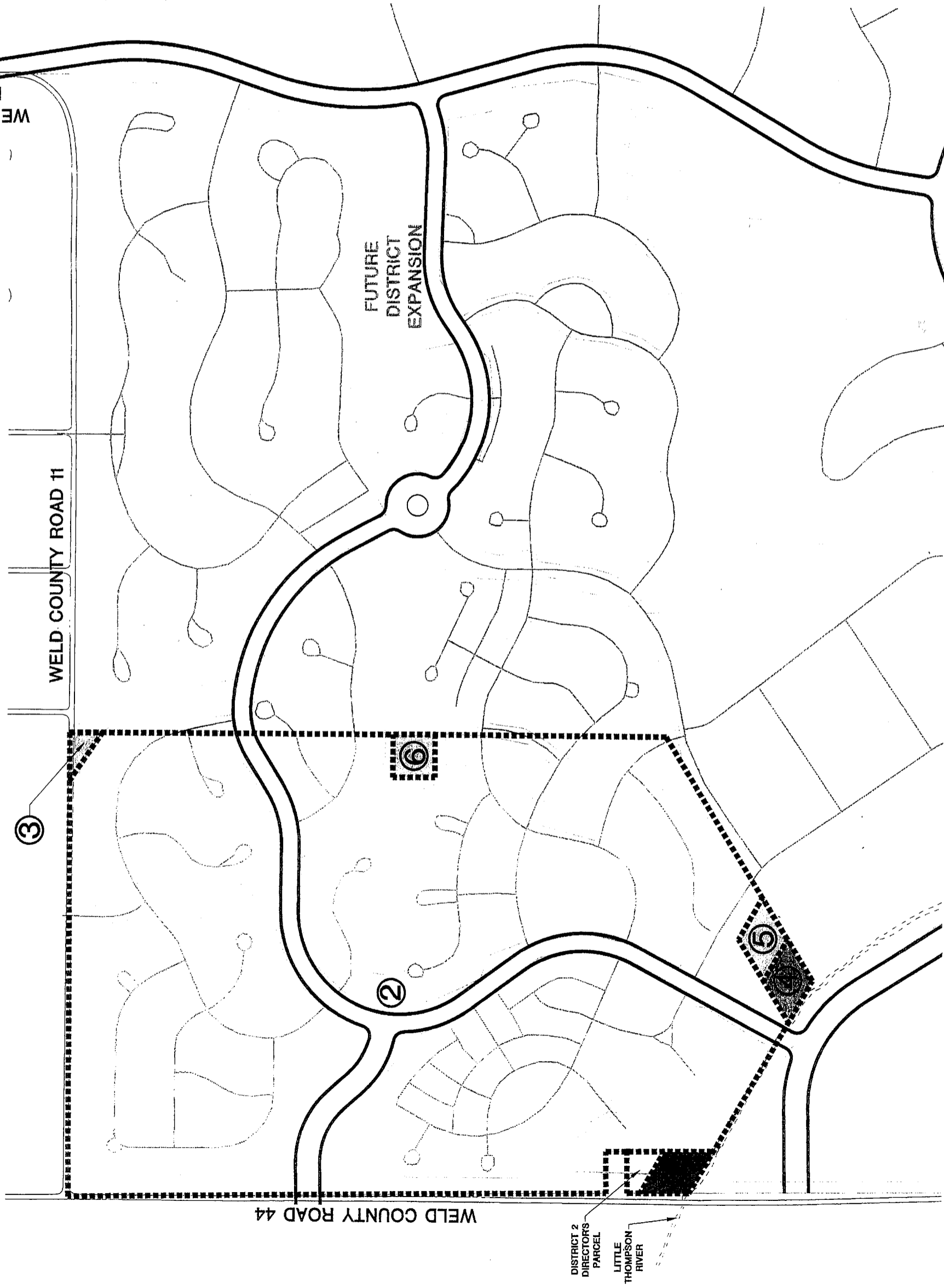
C. The Districts are capable of providing economical and sufficient service to the area within their boundaries.

D. The area included in the Districts does have, and will have, the financial ability to discharge the proposed indebtedness on a reasonable basis.

Therefore, it is requested that the Board of Trustees of the Town of Berthoud, Colorado, which has jurisdiction to approve this Service Plan by virtue of §32-1-204.5, C.R.S., et seq., as amended, adopt a resolution, which approves this "Amended Consolidated Service Plan for SMPG Metropolitan District Nos. 1-6," as submitted.

# SMPG METROPOLITAN DISTRICTS

## WELD COUNTY, COLORADO

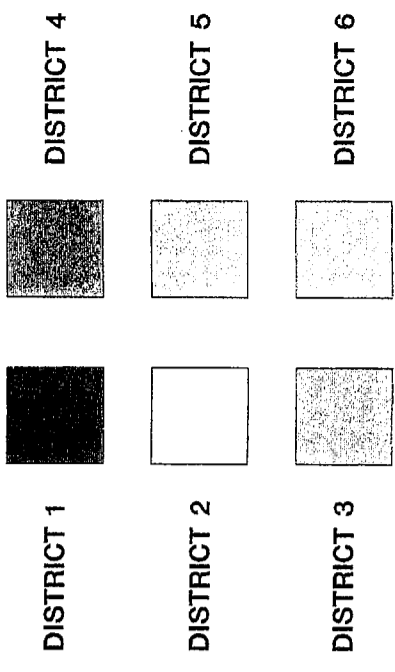


### EXHIBIT A

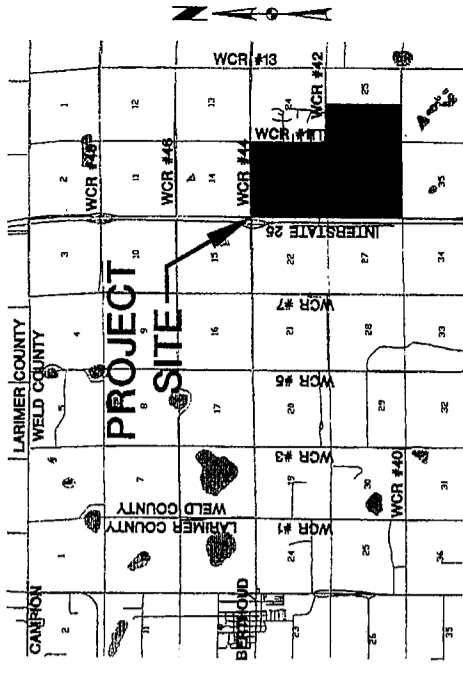
MAP OF INITIAL DISTRICT BOUNDARIES

SMPG METROPOLITAN DISTRICT NOS. 1-6

#### DISTRICTS



#### VICINITY MAP



SCALE: 1" = 500'

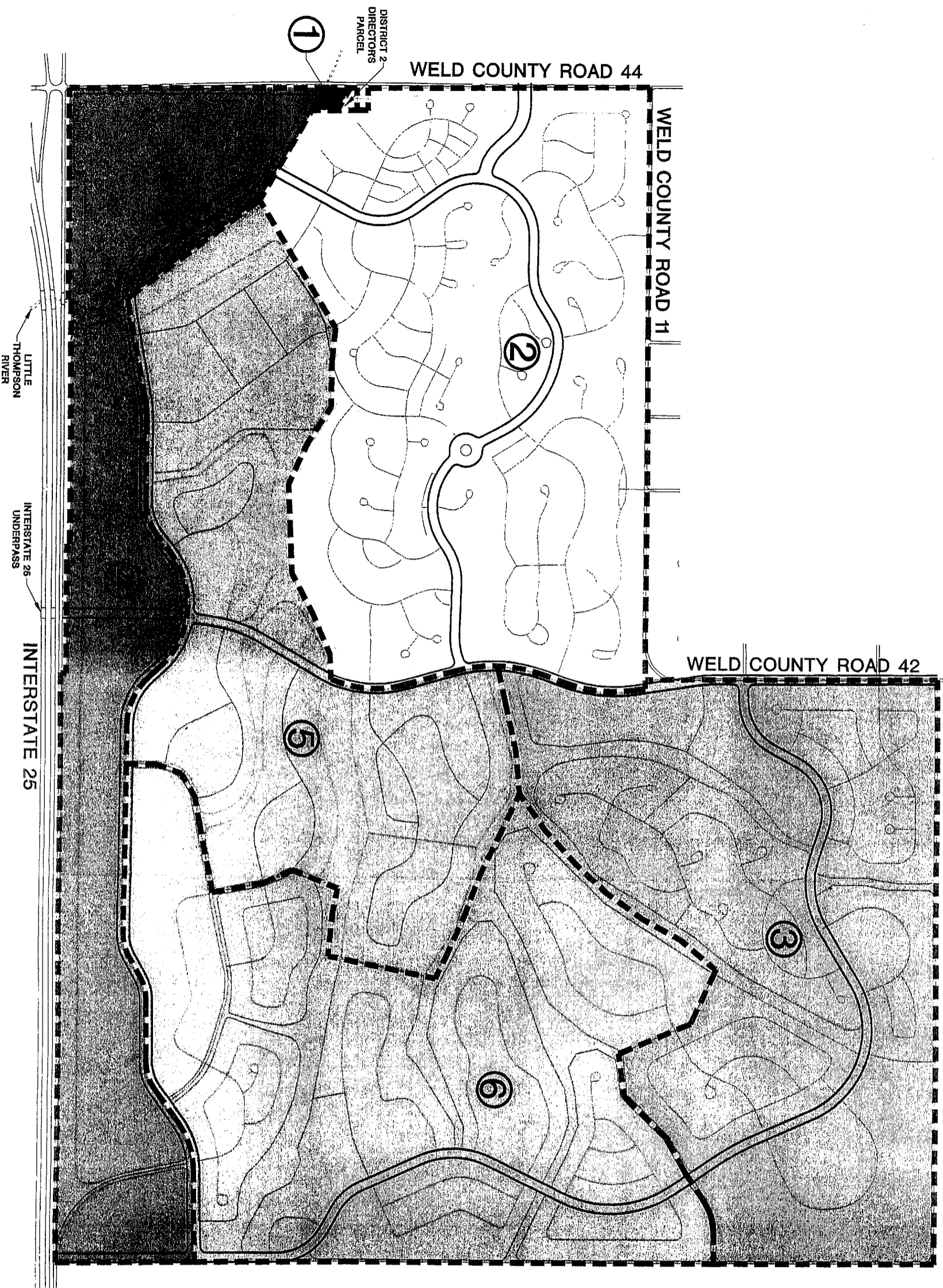


TST, INC. CONSULTING ENGINEERS

748 Whalers Way, Bldg. D  
 Fort Collins, Colorado  
 Phone: 970.226.0557  
 Fax: 970.226.0204  
 Job no. 0972-0012  
 Filename: exhibit 7-28-04  
 August 25, 2004

# SMPG METROPOLITAN DISTRICTS

## WELD COUNTY, COLORADO

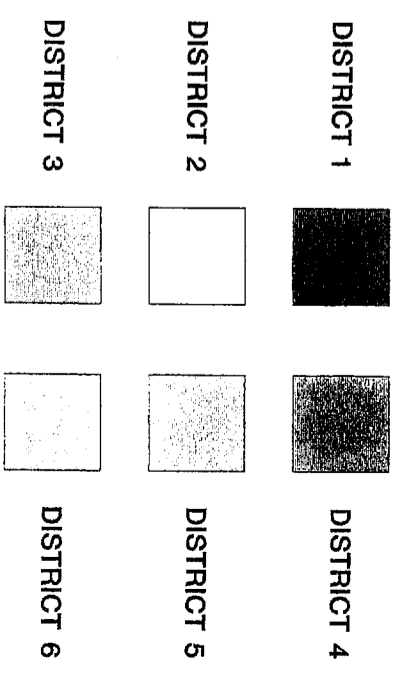


### EXHIBIT A-1

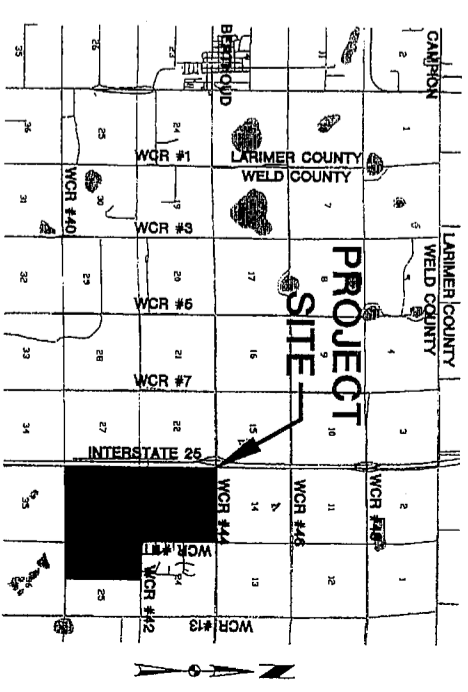
MAP OF EXPANDED DISTRICT BOUNDARIES

SMPG METROPOLITAN  
DISTRICT NOS. 1-6

#### DISTRICTS



#### VICINITY MAP



SCALE: 1" = 1000'

**IST**

FAST Inc. CONSULTING ENGINEERS

748 Whalers Way, Bldg. D  
Fort Collins, Colorado  
Phone: 970.226.0557  
Fax: 970.226.0204  
Job no. 0972-0012  
Filename: exhibit 7-28-04  
August 25, 2004

**EXHIBIT B**  
**Legal Description of Districts 1-6**

**LEGAL DESCRIPTION-SMPG METROPOLITAN DISTRICT NO. 1**

A TRACT OF LAND LOCATED IN SECTION 23, TOWNSHIP 4 NORTH, RANGE 68 WEST, OF THE SIXTH PRINCIPAL MERIDIAN; COUNTY OF WELD, STATE OF COLORADO; BEING MORE PARTICULARLY DESCRIBED AS FOLLOWS:

COMMENCING AT THE NORTHWEST CORNER OF SAID SECTION 23, BEING A 2-1/2 " ALUMINUM CAP STAMPED LS 12374, IN A MONUMENT BOX AND CONSIDERING THE NORTH LINE OF THE NORTHWEST QUARTER OF SAID SECTION 23 TO HAVE AN ASSUMED BEARING OF N89°14'20"E WITH ALL OTHER BEARINGS RELATIVE THERETO;

THENCE ALONG THE NORTH LINE OF THE NORTHWEST QUARTER OF SAID SECTION 23, N89°14'20"E, 2,359.95 FEET TO THE POINT OF BEGINNING;

THENCE CONTINUING ALONG SAID NORTH LINE, N89°14'20"E, 232.20 FEET;  
THENCE S29°46'29"W, 232.20 FEET;  
THENCE S89°14'20"W, 232.20 FEET;  
THENCE N29°46'29"E, 232.20 FEET TO THE POINT OF BEGINNING.

SAID PARCEL CONTAINS 1.07 ACRES (46,439 SQUARE FEET) MORE OR LESS AND IS SUBJECT TO ALL RIGHTS-OF-WAY, EASEMENTS AND RESTRICTIONS NOW IN USE OR OF RECORD.

**LEGAL DESCRIPTION-SMPG METROPOLITAN DISTRICT NO. 2**

A TRACT OF LAND LOCATED IN SECTION 23, TOWNSHIP 4 NORTH, RANGE 68 WEST, OF THE SIXTH PRINCIPAL MERIDIAN; COUNTY OF WELD, STATE OF COLORADO; BEING MORE PARTICULARLY DESCRIBED AS FOLLOWS:

BEGINNING AT THE NORTHEAST CORNER OF SAID SECTION 23, BEING A 2-1/2 " ALUMINUM CAP STAMPED LS 23501, IN A MONUMENT BOX AND CONSIDERING THE EAST LINE OF THE NORTHEAST QUARTER OF SAID SECTION 23 TO HAVE AN ASSUMED BEARING OF S00°01'33"E WITH ALL OTHER BEARINGS RELATIVE THERETO;

THENCE ALONG THE EAST LINE OF THE NORTHEAST QUARTER OF SAID SECTION 23, S00°01'33"E, 1,974.49 FEET;  
THENCE DEPARTING SAID LINE, S34°28'43"W, 273.61 FEET;  
THENCE S89°58'27"W, 1,379.95 FEET;  
THENCE N00°01'33"W, 200.00 FEET;  
THENCE S89°58'27"W, 200.00 FEET;  
THENCE S00°01'33"E, 200.00 FEET;  
THENCE S89°58'27"W, 1,100.37 FEET;  
THENCE N31°26'39"W, 882.85 FEET;  
THENCE N29°46'29"E, 228.19 FEET;  
THENCE N31°26'39"W, 456.38 FEET;  
THENCE N29°46'29"E, 714.21 FEET;

THENCE N89°14'20"E, 232.20 FEET;  
THENCE N29°46'29"E, 232.20 FEET  
THENCE N89°14'20"E, 62.59 FEET TO THE NORTH QUARTER CORNER OF SAID SECTION 23, SAID POINT ALSO BEING A POINT ON THE BOUNDARY OF THAT PARCEL OF GROUND DESCRIBED IN THE DEED RECORDED AT RECEPTION NO. 2807245;  
THENCE ALONG SAID BOUNDARY THE FOLLOWING THREE (3) COURSES:  
1. S00°05'20"E, 200.01 FEET;  
2. N89°14'23"E, 100.01 FEET;  
3. N00°05'20"W, 200.01 FEET TO A POINT ON THE NORTH LINE OF THE NORTHEAST QUARTER OF SAID SECTION 23;  
THENCE ALONG SAID NORTH LINE, N89°14'23"E, 2,555.11 FEET TO THE POINT OF BEGINNING.

SAID PARCEL CONTAINS 155.74 ACRES (6,783,955 SQUARE FEET) MORE OR LESS AND IS SUBJECT TO ALL RIGHTS-OF-WAY, EASEMENTS AND RESTRICTIONS NOW IN USE OR OF RECORD.

**LEGAL DESCRIPTION-SMPG METROPOLITAN DISTRICT NO. 3**

A TRACT OF LAND LOCATED IN SECTION 23, TOWNSHIP 4 NORTH, RANGE 68 WEST, OF THE SIXTH PRINCIPAL MERIDIAN; COUNTY OF WELD, STATE OF COLORADO; BEING MORE PARTICULARLY DESCRIBED AS FOLLOWS:

COMMENCING AT THE NORTHEAST CORNER OF SAID SECTION 23, BEING A 2-1/2 " ALUMINUM CAP STAMPED LS 23501, IN A MONUMENT BOX AND CONSIDERING THE EAST LINE OF THE NORTHEAST QUARTER OF SAID SECTION 23 TO HAVE AN ASSUMED BEARING OF S00°01'33"E WITH ALL OTHER BEARINGS RELATIVE THERETO;

THENCE ALONG THE EAST LINE OF THE NORTHEAST QUARTER OF SAID SECTION 23, S00°01'33"E, 1,974.49 FEET TO THE POINT OF BEGINNING,

THENCE CONTINUING ALONG SAID EAST LINE, S00°01'33"E, 225.48 FEET;  
THENCE S89°58'27"W, 154.99 FEET;  
THENCE N34°28'43"E, 273.61 FEET TO THE POINT OF BEGINNING.

SAID PARCEL CONTAINS 0.40 ACRES (17,473 SQUARE FEET) MORE OR LESS AND IS SUBJECT TO ALL RIGHTS-OF-WAY, EASEMENTS AND RESTRICTIONS NOW IN USE OR OF RECORD.

**LEGAL DESCRIPTION-SMPG METROPOLITAN DISTRICT NO. 4**

A TRACT OF LAND LOCATED IN SECTION 23, TOWNSHIP 4 NORTH, RANGE 68 WEST, OF THE SIXTH PRINCIPAL MERIDIAN; COUNTY OF WELD, STATE OF COLORADO; BEING MORE PARTICULARLY DESCRIBED AS FOLLOWS:

COMMENCING AT THE NORTHEAST CORNER OF SAID SECTION 23, BEING A 2-1/2 " ALUMINUM CAP STAMPED LS 23501 IN MONUMENT BOX AND CONSIDERING THE EAST LINE OF THE NORTHEAST QUARTER OF SAID SECTION 23 TO HAVE AN ASSUMED BEARING OF S00°01'33"E WITH ALL OTHER BEARINGS RELATIVE THERETO;

THENCE ALONG THE EAST LINE OF THE NORTHEAST QUARTER OF SAID SECTION 23, S00°01'33"E, 2,199.97 FEET;  
THENCE DEPARTING SAID LINE, S89°58'27"W, 1,534.94 FEET TO THE POINT OF BEGINNING

THENCE CONTINUING, S89°58'27"W, 200.00 FEET;  
THENCE N00°01'33"W, 200.00 FEET;  
THENCE N89°58'27"E, 200.00 FEET;  
THENCE S00°01'33"E, 200.00 FEET TO THE POINT OF BEGINNING.

SAID PARCEL CONTAINS 0.92 ACRES (40,000 SQUARE FEET) MORE OR LESS AND IS SUBJECT TO ALL RIGHTS-OF-WAY, EASEMENTS AND RESTRICTIONS NOW IN USE OR OF RECORD



**LEGAL DESCRIPTION-SMPG METROPOLITAN DISTRICT NO. 5**

A TRACT OF LAND LOCATED IN SECTION 23, TOWNSHIP 4 NORTH, RANGE 68 WEST, OF THE SIXTH PRINCIPAL MERIDIAN; COUNTY OF WELD, STATE OF COLORADO; BEING MORE PARTICULARLY DESCRIBED AS FOLLOWS:

COMMENCING AT THE NORTHWEST CORNER OF SAID SECTION 23, BEING A 2-1/2 " ALUMINUM CAP STAMPED LS 12374 IN MONUMENT BOX AND CONSIDERING THE NORTH LINE OF THE NORTHWEST QUARTER OF SAID SECTION 23 TO HAVE AN ASSUMED BEARING OF N89°14'20"E WITH ALL OTHER BEARINGS RELATIVE THERETO;

THENCE ALONG THE NORTH LINE OF THE NORTHWEST QUARTER OF SAID SECTION 23, N89°14'20"E, 2,359.95 FEET;  
THENCE DEPARTING SAID LINE, S29°46'29"W, 946.42 FEET;  
THENCE S31°26'39"E, 228.19 FEET TO THE POINT OF BEGINNING

THENCE CONTINUING ALONG SAID LINE, S31°26'39"E, 228.19 FEET;  
THENCE S29°46'29"W, 228.19 FEET;  
THENCE N31°26'39"W, 228.19 FEET;  
THENCE N29°46'29"E, 228.19 FEET TO THE POINT OF BEGINNING.

SAID PARCEL CONTAINS 1.05 ACRES (45,638 SQUARE FEET) MORE OR LESS AND IS SUBJECT TO ALL RIGHTS-OF-WAY, EASEMENTS AND RESTRICTIONS NOW IN USE OR OF RECORD.

**LEGAL DESCRIPTION-SMPG METROPOLITAN DISTRICT NO. 6**

A TRACT OF LAND LOCATED IN SECTION 23, TOWNSHIP 4 NORTH, RANGE 68 WEST, OF THE SIXTH PRINCIPAL MERIDIAN; COUNTY OF WELD, STATE OF COLORADO; BEING MORE PARTICULARLY DESCRIBED AS FOLLOWS:

COMMENCING AT THE NORTHWEST CORNER OF SAID SECTION 23, BEING A 2-1/2 " ALUMINUM CAP STAMPED LS 12374 IN MONUMENT BOX AND CONSIDERING THE NORTH LINE OF THE NORTHWEST QUARTER OF SAID SECTION 23 TO HAVE AN ASSUMED BEARING OF N89°14'20"E WITH ALL OTHER BEARINGS RELATIVE THERETO;

THENCE ALONG THE NORTH LINE OF THE NORTHWEST QUARTER OF SAID SECTION 23, N89°14'20"E, 2,359.95 FEET;  
THENCE DEPARTING SAID LINE, S29°46'29"W, 946.42 FEET TO THE POINT OF BEGINNING

THENCE S31°26'39"E, 228.19 FEET;  
THENCE S29°46'29"W, 228.19 FEET;  
THENCE N31°26'39"W, 228.19 FEET;  
THENCE N29°46'29"E, 228.19 FEET TO THE POINT OF BEGINNING.

SAID PARCEL CONTAINS 1.05 ACRES (45,638 SQUARE FEET) MORE OR LESS AND IS SUBJECT TO ALL RIGHTS-OF-WAY, EASEMENTS AND RESTRICTIONS NOW IN USE OR OF RECORD.

**EXHIBIT C**  
**Financing Plan**

**Stan Bernstein and Associates, Inc.**

*Financial Planners and Consultants*

*For Local Governments, Municipal Bond Underwriters, and Real Estate Developers*

*8400 East Prentice Ave., Penthouse*

*Greenwood Village, Colorado 80111*

*Phone: 303-409-7611 Fax: 303-409-7612 Email: Stanplan@Earthlink.net*

**MEMORANDUM**

**TO:** Mr. Roger White, Regional Mgr., Sage Community Group, Inc.  
Mr. Mark Schulz, CFO, Sage Community Group, Inc.  
Mr. Robert Smith, Sage Community Group, Inc.  
Mr. Steven M. Nelson, Senior Analyst, Sage Community Group, Inc.  
William P. Ankele, Jr., Esq.  
Mr. Don Taranto, PE  
Mr. Troy McWhinney, McWhinney Enterprises

**FROM:** Stan Bernstein

**DATE:** September 13, 2004

**SUBJECT:** Fifth Draft – Financial Model – SMPG Metropolitan Districts #1 - #6

**INTRODUCTION AND SCOPE**

Stan Bernstein and Associates, Inc. has assembled Financial Models for SMPG Metropolitan Districts #1 - #6 based upon key assumptions provided by officials of the Districts and of the primary developer of land within the boundaries of the Districts. The Financial Models were assembled in order to provide a conceptual understanding of the amount of non-rated general obligation bonds that could ultimately be issued by the SMPG Metropolitan Districts #2 through #6 (Financing Districts) for the purpose of redeeming a series of notes issued by SMPG Metropolitan District #1 ("Service District") to the primary developer of land.

It is important that officials of the District, the Developer, Don Taranto, PE, and William P. Ankele, Jr, Esq., understand and feel comfortable with the key assumptions that the Financial Models are based upon. It is also important that all parties understand that Stan Bernstein and Associates, Inc. has not independently reviewed or evaluated these key assumptions. It is important that prior to the issuance of any non-rated bonds, the Districts' investment bankers do their own diligence with respect to future rates of buildout and assessed valuation within the Districts' boundaries.

**FUTURE RATES OF RESIDENTIAL AND COMMERCIAL BUILDOUT AND RELATED ASSESSED VALUATION – SCHEDULES 1 - 5, PAGES 26 - 35**

The financial planning concept is that as the construction of future residential and commercial real estate product occurs within the boundaries of SMPG Financing Metropolitan Districts #2 - #6 (“Financing Districts #1 - District #6”), incremental assessed valuation will generate property tax revenues for each of the Financing Districts.

For financial planning purposes it is assumed that property tax revenues generated from approximately 10 mills of the total Financing Districts’ #2,3,5, and 6 assumed 40 mill levy (3 mills of the total Financing District #4 assumed 12 mill levy) will be transferred to the Service District and used to pay operating and administrative costs. Property tax revenues generated from the remaining 30 mills (i.e., 9 mills for Financing District #4) are assumed to be available to pay the debt service associated with the following Financing Districts’ assumed general obligation bond issues:

Financing District #2	December 1, 2009	\$8,500,000
Financing District #3	December 1, 2012	\$9,000,000
Financing District #4	December 1, 2019	\$8,000,000
Financing District #5	December 1, 2015	\$8,500,000
Financing District #6	December 1, 2018	\$6,250,000

The key assumptions with respect to future residential and commercial buildout within the boundaries of Financing Districts #2 - #6 are presented in detail on Schedules 1 – 5 on pages 26 and 35. These assumptions were provided by officials of the Districts and the primary land developer. It is generally assumed that any increases in residential assessed valuation as a result of inflation will be offset by decreases in the residential assessment rate caused by The Gallagher Amendment, although the assessed valuation estimates do assume a net average annual inflationary increase of approximately 1% (2% biennially) above decreases in assessed valuation caused by Gallagher.

The Financial Models are based upon a total of 4,000 residential units being completed by the end of 2017, and 3,060,000 square feet of non-residential space being completed by the end of 2029. Schedule 1 (Financing District #2) is based upon a total of 1,088 residential units with an average value of approximately \$240,632 being completed by the end of 2010. Schedule 2 (Financing District #3) is based upon a total of 1,143 residential units with an average value of \$220,278 being completed by the end of 2011. Schedule 3 (Financing District #4) is based upon a total of 3,060,000 square feet of non-residential space being completed by the end of 2029. Schedule 4 (Financing District #5) is based upon a total of 998 residential units with an average value of \$231,193 being completed by the end of 2014. Schedule 5 (Financing District #6) is based upon a total of 771 residential units with an average value of \$221,555 being completed by the end of 2017.

Mr. Roger White and Mr. Mark Schulz (officers of Sage Community Group, Incorporated) have carefully reviewed Schedules 1 - 5 and believe the assumptions to be reasonable and appropriate to use for financial modeling purposes at this time.

**SMPG METROPOLITAN DISTRICT #1 – CASH FLOW – EXHIBIT I, PAGE 1**

Exhibit I presents the estimated revenues and expenditures for SMPG Metropolitan District #1 (“Service District”). Key revenue sources include (i) an average one-time System Development Impact Fee assessed on each new residential unit and for each 4,000 square feet of non-residential space in the amount of \$2,000; (ii) an average annual raw water user fee assessed on all completed residential units and on each 4,000 square feet of non-residential space in the amount of \$150 per year, (iii) and Intergovernmental Transfers (pursuant to Intergovernmental Agreements between the Service District and each Financing District) of property taxes from Financing Districts #2 - #6 assumed to be approximately 10.00 mills for residential Financing Districts 2,3,5, and 6 and 3 mills for commercial Financing District 4.

Operating and administrative expenditures (which Don Taranto, of TST Consulting Engineers, believes to be reasonable and sufficient estimates) are presented on Exhibit I and include 5% annual increases above 2006 expenditure allowances. Raw water system operating expenditures are assumed to be 75% of raw water system revenues after 2008. It is also assumed that approximately 93% System Development Fee revenues (\$8,886,000) are used to reimburse the primary land developer for infrastructure costs associated with the raw water system and/or for other infrastructure costs paid funded by the primary land developer pursuant to a Cost Recovery Agreement.

Exhibit IA, page 4, presents a summary of TST Consulting Engineers’ estimated infrastructure costs for Financing Districts #2 - #6. Exhibit IA indicates that in excess of 45% of the total estimated infrastructure costs in the amount of \$61.37 million could be ultimately recouped from the issuance of general obligation bonds. In addition to the \$27.45 million of recouped infrastructure costs, approximately \$11.1 million of accrued interest (@ 7% compounded) from the date of construction of the infrastructure improvements for each Financing District to the date of the issuance of general obligation bonds for each Financing District could be paid to the primary land developer from general obligation bond proceeds.

Exhibit I indicates that on December 1, 2009 the first developer infrastructure note (issued to the primary land developer for capital improvements funded relating to Financing District #2 on December 1, 2005 in amount of \$6,225,000 and accreting in value [at 7% compounded interest] to approximately \$8,160,000 by December 1, 2009) could be refunded by non-rated general obligation bonds issued by Financing District #2.

**SMPG METROPOLITAN DISTRICT #1 – CASH FLOW – EXHIBIT I, PAGE I**  
**(CONTINUED)**

Exhibit I also indicates that on December 1, 2012 the second developer infrastructure note (issued to the primary land developer for capital improvements funded relating to Financing District #3 on December 1, 2008 in amount of \$6,600,000 and accreting in value [at 7% compounded interest] to approximately \$8,640,000 by December 1, 2012) could be refunded by non-rated general obligation bonds issued by Financing District #3.

Exhibit I indicates that on December 1, 2015 the fourth developer infrastructure note (issued to the primary land developer for capital improvements funded relating to Financing District #5 on December 1, 2011 in amount of \$6,225,000 and accreting in value [@ 7% compounded interest] to approximately \$8,160,000 by December 1, 2015) could be refunded by non-rated general obligation bonds issued by Financing District #5.

Exhibit I indicates that on December 1, 2018 the fifth developer infrastructure note (issued to the primary land developer for capital improvements funded relating to Financing District #6 on December 1, 2014 in amount of \$4,500,000 and accreting in value [@ 7% compounded interest] to approximately \$5,899,200 by December 1, 2018) could be refunded by non-rated general obligation bonds issued by Financing District #6.

Exhibit I indicates that on December 1, 2019 the third developer infrastructure note (issued to the primary land developer for capital improvements funded relating to Financing District # 5 on December 1, 2009 in amount of \$3,900,000 and accreting in value [@ 7% compounded interest) to approximately \$7,680,000 by December 1, 2019) could be refunded by non-rated general obligation bonds issued by Financing District #4.

All revenue and expenditure assumptions have been carefully reviewed for reasonableness by officials of the District and the primary land developer.

**Memorandum**  
**September 13, 2004**  
**Page v**

**SMPG FINANCING DISTRICT #2 - CASH FLOW – EXHIBIT II, PAGE 5**

Exhibit II presents the estimated cash flow of SMPG Financing District #2 (“Financing District #2) based upon the assumed rate of buildout presented on Schedule 1.

The primary revenue source is a 40.00 mill levy of which 30.00 mills are assumed to be retained by Financing District #2 for payment of general obligation debt service, and approximately 10.00 mills are assumed to be transferred pursuant to the IGA to the Service District.

The Series December 1, 2009 general obligation bonds debt service schedule, and related debt to assessed value ratios, are also presented on this Exhibit. It is assumed that the Series 2009 general obligation bonds will be issued in the approximate amount of \$8.5 million (costs of issuance in the amount of \$340,000 have been assumed [4% of bonds]. Average interest rates of 6.5% and 25-year amortization have been assumed.

**SMPG FINANCING DISTRICT # 3 – CASH FLOW – EXHIBIT III, PAGE 9**

Exhibit III presents the estimated cash flow of SMPG Financing District #3 (“Financing District #3) based upon the assumed rate of buildout presented on Schedule 2.

The primary revenue source is a 40.00 mill levy of which approximately 30.00 mills are assumed to be retained by Financing District #3 for payment of general obligation debt service, and approximately 10.00 mills are assumed to be transferred pursuant to the IGA to the Service District.

The Series December 1, 2012 general obligation bonds debt service schedule, and related debt to assessed value ratios, are also presented on this Exhibit. It is assumed that the Series 2012 general obligation bonds will be issued in the approximate amount of \$9.0 million (costs of issuance in the amount of \$360,000 [4% of bonds] have been assumed. Average interest rates of 6.5% and 25-year amortization have been assumed.



**SMPG FINANCING DISTRICT #4 – CASH FLOW – EXHIBIT IV, PAGE 13**

Exhibit IV presents the estimated cash flow of SMPG Financing District #4 (“Financing District #4) based upon the assumed rate of buildout presented on Schedule 3.

The primary revenue source is a 12.00 mill levy of which approximately 9.00 mills are assumed to be retained by Financing District #4 for payment of general obligation debt service, and approximately 3.00 mills are assumed to be transferred pursuant to the IGA to the Service District.

The Series December 1, 2019 general obligation bonds debt service schedule, and related debt to assessed value ratios, are also presented on this Exhibit. It is assumed that the Series 2019 general obligation bonds will be issued in the approximate amount of \$8.0 million (costs of issuance in the amount of \$320,000 [4% of bonds] have been assumed. Average interest rates of 6.5% and 25-year amortization have been assumed.

**SMPG FINANCING DISTRICT #5 – CASH FLOW – EXHIBIT V, PAGE 18**

Exhibit V presents the estimated cash flow of SMPG Financing District #5 (“Financing District #5) based upon the assumed rate of buildout presented on Schedule 4.

The primary revenue source is a 40.00 mill levy of which approximately 30.00 mills are assumed to be retained by Financing District #5 for payment of general obligation debt service, and approximately 10.00 mills are assumed to be transferred pursuant to the IGA to the Service District.

The Series December 1, 2015 general obligation bonds debt service schedule, and related debt to assessed value ratios, are also presented on this Exhibit. It is assumed that the Series 2015 general obligation bonds will be issued in the approximate amount of \$8.5 million (costs of issuance in the amount of \$340,000 [4% of bonds] have been assumed. Average interest rates of 6.5% and 25-year amortization have been assumed.

**SMPG FINANCING DISTRICT #6 – CASH FLOW – EXHIBIT VI, PAGE 22**

Exhibit VI presents the estimated cash flow of SMPG Financing District #6 (“Financing District #6) based upon the assumed rate of buildout presented on Schedule 5.

The primary revenue source is a 40.00 mill levy of which approximately 30.00 mills are assumed to be retained by Financing District #6 for payment of general obligation debt service, and approximately 10.00 mills are assumed to be transferred pursuant to the IGA to the Service District.

The Series December 1, 2018 general obligation bonds debt service schedule, and related debt to assessed value ratios, are also presented on this Exhibit. It is assumed that the Series 2018 general obligation bonds will be issued in the approximate amount of \$6.25 million (costs of issuance in the amount of \$245,800 [approximately 4% of bonds] and one-half year's capitalized interest in the amount of \$105,000 have been assumed). Average interest rates of 6.5% and 25-year amortization have also been assumed.

**DISCLAIMER AND LIMITATIONS**

The Financial Models were assembled by Stan Bernstein and Associates, Inc. based upon key assumptions provided by officials of the Districts and the primary developer of land within the boundaries of the Districts. Stan Bernstein and Associates has not independently evaluated or reviewed these key assumptions and, consequently, does not vouch for the achievability of the information presented on Exhibits I – VI or on Schedules 1 - 5. Furthermore, because of the inherent nature of future events, which are subject to change and variation as events and circumstances change, the actual results may vary materially from the results presented on Exhibits I – VI and on Schedules 1 - 5. Stan Bernstein and Associates, Inc. has no responsibility or obligation to update this information or these Financial Models for events occurring after the date of this memorandum.

For example the actual amount of general obligation bonds that could be issued by the Financing Districts will depend the rate of buildout and the related increases in assessed valuation, interest rates, and the actual money needed to pay for administrative and operating expenses.

EXHIBIT I (SERVICE DISTRICT)  
 SMPG METROPOLITAN DISTRICT #1  
 CASH FLOW FORECASTS  
 FOR THE YEARS ENDING DECEMBER 31, 2004 THROUGH 2029  
 2004\$ - UNINFLATED

WORKING DRAFT - SEPTEMBER 13, 2004  
 PRELIMINARY, SUBJECT TO CHANGE

	2004	2005	2006	2007	2008	2009	2010	2011	2012	2013	2014	2015	2016	2017
<b>KEY ASSUMPTIONS</b>														
ASSESSED VALUATION	0	5,000	5,000	5,000	5,000	5,000	5,000	5,000	5,000	5,000	5,000	5,000	5,000	5,000
MILL LEVY (ONLY 12 MILLS FOR COMMERCIAL DISTRICT #4)	0.00	40.00	40.00	40.00	40.00	40.00	40.00	40.00	40.00	40.00	40.00	40.00	40.00	40.00
SYSTEM DEVELOPMENT FEE PER RESIDENTIAL UNIT (AVERAGE)	2,000	2,000	2,000	2,000	2,000	2,000	2,000	2,000	2,000	2,000	2,000	2,000	2,000	2,000
RAW WATER FEES PER RESIDENTIAL UNIT (AVERAGE ANNUAL)	150	150	150	150	150	150	150	150	150	150	150	150	150	150
INCREMENTAL RESIDENTIAL UNITS ADDED	0	0	223	363	336	596	386	387	325	332	341	249	258	264
CUMULATIVE RESIDENTIAL UNITS	0	0	223	586	922	1,438	1,824	2,231	2,556	2,888	3,229	3,478	3,726	4,000
INCREMENTAL SQUARE FEET OF NON-RESIDENTIAL SPACE	0	0	0	0	0	0	125,000	125,000	150,000	150,000	175,000	250,000	300,000	125,000
CUMULATIVE SQUARE FEET OF NON-RESIDENTIAL SPACE	0	0	0	0	0	0	125,000	250,000	400,000	550,000	725,000	975,000	1,275,000	1,400,000
<b>CASH FLOW</b>														
<b>REVENUES</b>														
PROPERTY TAXES	0	125	125	125	125	125	125	125	125	125	125	125	125	125
SPECIFIC OWNERSHIP TAXES @ 5% OF PROPERTY TAXES	0	6	6	6	6	6	6	6	6	6	6	6	6	6
IGA TRANSFERS FROM SMPG MID #2 - 10 MILLS	0	1,000	2,500	11,600	67,135	118,754	173,389	211,016	216,819	216,819	221,155	221,155	225,578	225,578
IGA TRANSFERS FROM SMPG MID #3 - 10 MILLS	0	0	0	0	1,000	2,500	11,832	90,556	149,931	208,512	212,683	212,683	216,936	216,936
IGA TRANSFERS FROM SMPG MID #4 - 3 MILLS (COMMERCIAL DIST)	0	0	0	0	0	300	750	3,550	11,993	20,366	31,275	41,777	55,326	73,572
IGA TRANSFERS FROM SMPG MID #5 - 10 MILLS	0	0	0	0	0	0	0	1,000	2,500	12,069	87,798	140,464	198,802	198,802
IGA TRANSFERS FROM SMPG MID #6 - 10 MILLS	0	0	0	0	0	0	0	0	0	0	1,000	2,500	12,556	72,353
TRANSFER OF NET G.O. BOND PROCEEDS FROM SMPG MID 2 - 6	0	0	0	0	0	0	0	0	8,640,000	0	0	8,160,000	0	0
SYSTEM DEVELOPMENT FEES @ \$2,000/RESIDENTIAL UNIT (AVE)	0	0	446,000	726,000	672,000	1,072,000	774,000	774,000	650,000	664,000	682,000	498,000	516,000	528,000
SYSTEM DEVELOPMENT FEES - NON-RESID. SQ. FT. (1 per 4,000)	0	0	0	0	0	0	62,500	62,500	75,000	75,000	87,500	125,000	150,000	62,500
RAW WATER FEES - RESID @ \$150/YEAR (AVERAGE)	0	0	0	33,450	87,900	138,300	218,700	276,600	334,650	383,400	433,200	484,350	521,700	560,400
RAW WATER FEES - COMMERCIAL @ \$150/YEAR PER 4,000 SQ. FT.	0	0	0	0	0	0	0	4,688	9,375	15,000	20,625	27,188	36,563	47,813
WATER METER SALES @ \$10,000 PER YEAR ALLOWANCE	0	0	10,000	10,000	10,000	10,000	10,000	10,000	10,000	10,000	10,000	10,000	10,000	10,000
INTEREST EARNINGS @ 2% OF BEGINNING FUNDS	0	0	23	1144	1817	2,283	790	648	1,886	4,560	8,656	14,568	21,664	30,464
TOTAL REVENUES	0	1,131	458,654	782,325	839,983	9,504,269	1,250,093	1,434,688	10,102,286	1,609,857	1,796,023	9,937,815	1,965,275	2,026,538
<b>EXPENDITURES (5% INCREASES)</b>														
CONSULTING & STUDIES	0	0	3,600	3,780	3,969	4,167	4,376	4,595	4,824	5,066	5,319	5,585	5,864	6,157
ACCOUNTING & AUDIT	0	0	3,000	3,150	3,308	3,473	3,647	3,829	4,020	4,221	4,432	4,654	4,887	5,131
UTILITIES FOR WATER/LANDSCAPE	0	0	20,000	21,000	22,050	23,153	24,310	25,526	26,802	28,142	29,549	31,027	32,578	34,207
LANDSCAPING/OPEN SPACE MAINTENANCE ALLOWANCE	0	0	75,000	78,750	82,688	86,822	91,163	95,721	100,507	105,533	110,809	116,350	122,167	128,275
INSURANCE	0	0	6,000	6,300	6,615	6,946	7,293	7,658	8,041	8,443	8,865	9,308	9,773	10,262
LEGAL ENGINEERING & PROFESSIONAL	0	0	25,000	26,250	27,563	28,941	30,388	31,907	33,502	35,178	36,936	38,783	40,722	42,758
MISC. OFFICE OVERHEAD & BILLING	0	0	20,000	21,000	22,050	23,153	24,310	25,526	26,802	28,142	29,549	31,027	32,578	34,207
WATER EXPENSE @ 75% OF REVENUES AFTER 2008	0	0	0	33,450	87,900	138,300	184,025	210,966	258,019	298,800	340,369	383,653	418,697	456,159
OPERATING AND ADMINISTRATIVE CONTING ALLOW (+/- 10%/YR)	0	0	50,000	55,000	60,500	66,550	73,205	80,526	88,578	97,436	107,179	117,897	129,687	142,656
ANNUAL CAPITAL OUTLAY NOT FUNDED BY DEVELOPER	0	0	0	0	0	0	0	50,000	52,500	55,125	57,881	60,775	63,814	67,005
TOTAL EXPENDITURES	0	0	202,600	248,680	316,642	346,929	422,716	536,252	603,595	666,084	730,889	799,059	860,767	926,818
EXCESS OPERATING REVENUES & BONDS OVER EXPENDITURES	0	1,131	256,054	533,645	523,341	9,157,340	827,376	898,436	9,498,690	943,773	1,065,133	9,138,757	1,104,508	1,099,721
REDEMPTION OF DEVELOPER NOTES (BONDS) OUTSTANDING	0	0	0	0	0	0	0	0	8,160,000	0	0	8,160,000	0	0
REPAYMENTS TO DEVELOPER FOR RAW WATER IRRIGATION SYS.	0	0	200,000	500,000	500,000	1,072,000	834,500	836,500	725,000	739,000	769,500	823,000	666,000	590,500
BEGINNING FUNDS AVAILABLE - JANUARY 1	0	0	1,131	57,185	90,830	114,171	39,512	32,388	94,324	228,015	432,787	728,421	1,084,178	1,522,685
ENDING FUNDS AVAILABLE - DECEMBER 31	0	1,131	57,185	90,830	114,171	39,512	32,388	94,324	228,015	432,787	728,421	1,084,178	1,522,685	2,031,906
NOTE 1 - SMPG MID #2 DEV, NOTES OUTSTANDING (+7% COMP INT)	0	6,225,000	6,660,750	7,127,003	7,625,893	8,160,000	8,735,340	9,346,252	9,993,595	10,677,733	11,400,000	12,162,500	12,965,625	13,810,625
NOTE 2 - SMPG MID #3 DEV, NOTES OUTSTANDING (+7% COMP INT)	0	0	0	0	0	0	0	0	0	0	0	0	0	0
NOTE 3 - SMPG MID #4 DEV, NOTES OUTSTANDING (+7% COMP INT)	0	0	0	0	0	0	0	0	0	0	0	0	0	0
NOTE 4 - SMPG MID #5 DEV, NOTES OUTSTANDING (+7% COMP INT)	0	0	0	0	0	0	0	0	0	0	0	0	0	0
NOTE 5 - SMPG MID #6 DEV, NOTES OUTSTANDING (+7% COMP INT)	0	0	0	0	0	0	0	0	0	0	0	0	0	0

See Consultant's Report and Disclaimer

EXHIBIT I (SERVICE DISTRICT)  
 SMPG METROPOLITAN DISTRICT #1  
 CASH FLOW FORECASTS  
 FOR THE YEARS ENDING DECEMBER 31, 2004 THROUGH 2029  
 2004\$ - UNINFLATED

KEY ASSUMPTIONS	2018	2019	2020	2021	2022	2023	2024	2025	2026	2027	2028	2029	TOTALS
ASSESSED VALLATION	5,000	5,000	5,000	5,000	5,000	5,000	5,000	5,000	5,000	5,000	5,000	5,000	5,000
MILL LEVY (ONLY 12 MILLS FOR COMMERCIAL DISTRICT #4)	40.00	40.00	40.00	40.00	40.00	40.00	40.00	40.00	40.00	40.00	40.00	40.00	40.00
SYSTEM DEVELOPMENT FEE PER RESIDENTIAL UNIT (AVERAGE)	2,000	2,000	2,000	2,000	2,000	2,000	2,000	2,000	2,000	2,000	2,000	2,000	2,000
RAW WATER FEES PER RESIDENTIAL UNIT (AVERAGE ANNUAL)	150	150	150	150	150	150	150	150	150	150	150	150	150
INCREMENTAL RESIDENTIAL UNITS ADDED	0	0	0	0	0	0	0	0	0	0	0	0	4,000
CUMULATIVE RESIDENTIAL UNITS	4,000	4,000	4,000	4,000	4,000	4,000	4,000	4,000	4,000	4,000	4,000	4,000	4,000
INCREMENTAL SQUARE FEET OF NON-RESIDENTIAL SPACE	125,000	125,000	175,000	175,000	175,000	175,000	175,000	175,000	100,000	100,000	100,000	100,000	3,060,000
CUMULATIVE SQUARE FEET OF NON-RESIDENTIAL SPACE	1,525,000	1,650,000	1,825,000	2,000,000	2,175,000	2,350,000	2,525,000	2,625,000	2,725,000	2,825,000	2,925,000	3,060,000	3,060,000

CASH FLOW

REVENUES	2018	2019	2020	2021	2022	2023	2024	2025	2026	2027	2028	2029	TOTALS
PROPERTY TAXES	125	125	125	125	125	125	125	125	125	125	125	125	1,125
SPECIFIC OWNERSHIP TAXES @ 5% OF PROPERTY TAXES	6	6	6	6	6	6	6	6	6	6	6	6	56
IGA TRANSFERS FROM SMPG MD #2 - 10 MILLS	230,090	230,090	234,691	234,691	239,385	239,385	244,173	244,173	249,056	249,056	254,038	254,038	4,815,365
IGA TRANSFERS FROM SMPG MD #3 - 10 MILLS	221,275	221,275	225,700	225,700	230,214	230,214	234,819	234,819	239,750	239,750	244,545	244,545	4,116,175
IGA TRANSFERS FROM SMPG MD #4 - 3 MILLS (COMMERCIAL DIST)	97,736	106,141	116,837	125,409	140,410	152,902	168,701	181,443	198,069	203,267	212,635	217,938	2,160,396
IGA TRANSFERS FROM SMPG MD #5 - 10 MILLS	202,778	202,778	206,833	206,833	210,870	215,189	215,189	219,483	219,483	219,483	223,883	228,361	3,204,203
IGA TRANSFERS FROM SMPG MD #6 - 10 MILLS	111,251	150,124	150,124	153,126	153,126	156,189	156,189	159,312	159,312	162,499	162,499	165,749	1,927,908
TRANSFER OF NET G.O. BOND PROCEEDS FROM SMPG MD 2 - 6	5,899,200	7,680,000	0	0	0	0	0	0	0	0	0	0	38,539,200
SYSTEM DEVELOPMENT FEES @ \$2,000/RESIDENTIAL UNIT (AVE)	0	0	0	0	0	0	0	0	0	0	0	0	8,000,000
SYSTEM DEVELOPMENT FEES - NON-RESID. SQ. FT. (1 per 4,000)	62,500	62,500	87,500	87,500	87,500	87,500	87,500	87,500	50,000	50,000	50,000	50,000	1,530,000
RAW WATER FEES - RESID. @ \$150/YEAR (AVERAGE)	600,000	600,000	600,000	600,000	600,000	600,000	600,000	600,000	600,000	600,000	600,000	600,000	10,672,650
RAW WATER FEES - COMMERCIAL @ \$150/YEAR PER 4,000 SQ. FT.	52,500	57,188	61,875	66,438	75,000	81,563	88,125	94,688	98,438	102,188	105,938	109,688	1,156,875
WATER METER SALES @ \$10,000 PER YEAR ALLOWANCE	3,000	3,000	3,000	3,000	3,000	3,000	3,000	3,000	3,000	3,000	3,000	3,000	36,000
INTEREST EARNINGS @ 2% OF BEGINNING FUNDS	40,636	52,012	63,924	75,867	87,553	99,257	110,660	121,967	132,833	143,454	153,292	162,542	1,332,512
TOTAL REVENUES	7,521,099	9,365,236	11,750,616	12,780,696	13,822,290	14,861,110	15,908,487	16,904,722	17,950,082	18,972,838	19,979,960	20,999,960	205,490

EXPENDITURES (5% INCREASES)	2018	2019	2020	2021	2022	2023	2024	2025	2026	2027	2028	2029	TOTALS
CONSULTING & STUDIES	6,465	6,788	7,128	7,484	7,858	8,251	8,664	9,097	9,552	10,029	10,531	11,057	160,207
ACCOUNTING & AUDIT	5,388	5,657	5,940	6,237	6,549	6,876	7,220	7,581	7,960	8,358	8,776	9,215	133,506
UTILITIES FOR WATER/LANDSCAPE	35,917	37,713	39,599	41,579	43,657	45,840	48,132	50,539	53,066	55,719	58,505	61,430	890,040
LANDSCAPING/OPEN SPACE MAINTENANCE ALLOWANCE	134,689	141,424	148,495	155,920	163,716	171,901	180,496	189,521	198,997	208,947	219,395	230,364	3,337,650
INSURANCE	10,775	11,314	11,880	12,474	13,097	13,752	14,440	15,162	15,920	16,716	17,552	18,429	267,012
LEGAL, ENGINEERING & PROFESSIONAL	44,896	47,141	49,498	51,973	54,572	57,300	60,165	63,174	66,332	69,649	73,132	76,788	1,112,550
MISC. OFFICE OVERHEAD & BILLING	35,917	37,713	39,599	41,579	43,657	45,840	48,132	50,539	53,066	55,719	58,505	61,430	890,040
WATER EXPENSE @ 75% OF REVENUES AFTER 2008	489,375	492,891	496,406	501,328	506,250	511,172	516,094	521,016	526,828	532,641	538,453	544,266	8,902,481
OPERATING AND ADMINISTRATIVE CONTING ALLOW (4-10%/YR)	156,921	172,614	189,875	208,862	229,749	252,724	277,996	305,795	336,375	370,012	407,014	447,715	4,424,866
ANNUAL CAPITAL OUTLAY NOT FUNDED BY DEVELOPER	70,355	73,873	77,566	81,445	85,517	89,793	94,282	98,997	103,946	109,144	114,601	120,331	1,526,950
TOTAL EXPENDITURES	990,699	1,027,127	1,065,985	1,109,880	1,154,622	1,203,450	1,255,622	1,311,420	1,369,043	1,430,935	1,497,463	1,569,026	21,645,303

EXCESS OPERATING REVENUES & BONDS OVER EXPENDITURES	6,530,399	8,338,111	9,844,631	9,717,817	9,726,668	9,577,660	9,522,865	9,593,302	9,581,040	9,541,903	9,512,498	9,484,464	55,969,262
REDEMPTION OF DEVELOPER NOTES (BONDS) OUTSTANDING	5,899,200	7,680,000	0	0	0	0	0	0	0	0	0	0	38,539,200
REPAYMENTS TO DEVELOPER FOR RAW WATER IRRIGATION SYS.	62,500	62,500	87,500	87,500	87,500	87,500	87,500	50,000	50,000	50,000	50,000	50,000	8,886,000
BEGINNING FUNDS AVAILABLE - JANUARY 1	2,031,906	2,600,605	3,196,216	3,793,347	4,377,663	4,962,831	5,532,991	6,098,356	6,641,658	7,172,697	7,664,601	8,127,098	0
ENDING FUNDS AVAILABLE - DECEMBER 31	2,600,605	3,196,216	3,793,347	4,377,663	4,962,831	5,532,991	6,098,356	6,641,658	7,172,697	7,664,601	8,127,098	8,544,062	8,544,062
NOTE 1 - SMPG MD #2 DEV. NOTES OUTSTANDING (+7% COMP INT)	0	0	0	0	0	0	0	0	0	0	0	0	0
NOTE 2 - SMPG MD #3 DEV. NOTES OUTSTANDING (+7% COMP INT)	0	0	0	0	0	0	0	0	0	0	0	0	0
NOTE 3 - SMPG MD #4 DEV. NOTES OUTSTANDING (+7% COMP INT)	7,169,991	7,680,000	0	0	0	0	0	0	0	0	0	0	0
NOTE 4 - SMPG MD #5 DEV. NOTES OUTSTANDING (+7% COMP INT)	0	0	0	0	0	0	0	0	0	0	0	0	0
NOTE 5 - SMPG MD #6 DEV. NOTES OUTSTANDING (+7% COMP INT)	5,899,200	0	0	0	0	0	0	0	0	0	0	0	0

See Consultant's Report and Disclaimer

EXHIBIT 1A (SERVICE DISTRICT)  
 SMPG METROPOLITAN DISTRICT #1  
 CASH FLOW FORECASTS  
 FOR THE YEARS ENDING DECEMBER 31, 2004 THROUGH 2014  
 2004\$ - UNINFLATED

**SCHEDULE OF CAPITAL IMPROVEMENTS AND FUNDING SOURCES**

SUMMARY OF COSTS (SOURCE: TST, INC. CONSULTING ENGINEERS):	SMPG DISTRICT #2		SMPG DISTRICT #3		SMPG DISTRICT #4		SMPG DISTRICT #5		SMPG DISTRICT #6		TOTALS	
	2005	2008	2008	2012	2009	2019	2011	2015	2014	2018		
OFFSITE IMPROVEMENTS	12,883,260	8,632,950	10,124,160	7,901,700	8,483,280	48,025,350						
ONSITE IMPROVEMENTS	5,601,180	2,172,960	1,486,080	1,749,600	2,341,440	13,351,260						
TOTAL IMPROVEMENTS	<u>18,484,440</u>	<u>10,805,910</u>	<u>11,610,240</u>	<u>9,651,300</u>	<u>10,824,720</u>	<u>61,376,610</u>						
FUNDING SOURCES:												
DEVELOPER CONTRIBUTIONS	12,259,440	4,205,910	7,710,240	3,426,300	6,324,720	33,926,610						
DEVELOPER NOTES PAYABLE (@ 7% COMPOUNDED)	6,225,000	6,600,000	3,900,000	6,225,000	4,500,000	27,450,000						
TOTAL FUNDING SOURCES	<u>18,484,440</u>	<u>10,805,910</u>	<u>11,610,240</u>	<u>9,651,300</u>	<u>10,824,720</u>	<u>61,376,610</u>						
G.O. BOND PROCEEDS (ESTIMATED)	<u>8,160,000</u>	<u>8,640,000</u>	<u>7,680,000</u>	<u>8,260,000</u>	<u>5,899,200</u>	<u>38,639,200</u>						
YEAR BONDS ESTIMATED TO BE ISSUED	2009	2012	2019	2015	2018							
												55.28%
												44.72%
												100.00%
												62.95%

EXHIBIT II (FINANCING DISTRICT)  
 SMPG METROPOLITAN DISTRICT #2  
 CASH FLOW FORECASTS - DEBT SERVICE FUND  
 FOR THE YEARS ENDING DECEMBER 31, 2004 THROUGH 2034

WORKING DRAFT, SEPTEMBER 13, 2004  
 PRELIMINARY, SUBJECT TO CHANGE

	2004	2005	2006	2007	2008	2009	2010	2011	2012	2013	2014	
<b>KEY ASSUMPTIONS</b>												
ASSESSED VALUATION (SCH. 1)	0	100,000	250,000	1,160,000	6,713,495	11,875,414	17,338,916	21,101,641	21,681,861	21,681,861	22,115,498	
MILL LEVY	0.00	40.00	40.00	40.00	40.00	40.00	40.00	40.00	40.00	40.00	40.00	
INCREMENTAL RESIDENTIAL UNITS ADDED	0	0	223	363	336	161	5	0	0	0	0	
CUMULATIVE RESIDENTIAL UNITS	0	0	223	586	922	1,083	1,088	1,088	1,088	1,088	1,088	
INCREMENTAL SQUARE FEET OF NON-RESIDENTIAL SPACE	0	0	0	0	0	0	0	0	0	0	0	
CUMULATIVE SQUARE FEET OF NON-RESIDENTIAL SPACE	0	0	0	0	0	0	0	0	0	0	0	
<b>CASH FLOW</b>												
<b>REVENUES</b>												
PROPERTY TAXES	0	4,000	10,000	46,400	268,540	475,017	693,557	844,066	867,274	867,274	884,620	
SPECIFIC OWNERSHIP TAXES @ 5% OF PROPERTY TAXES	0	200	500	2,320	13,427	23,751	34,678	42,203	43,364	43,364	44,231	
GENERAL OBLIGATION BOND ISSUES (NON-RATED)	0	0	0	0	0	8,500,000	0	0	0	0	0	
INTEREST EARNINGS @ 2% OF BEGINNING FUNDS	0	0	52	197	895	5,029	12,425	10,484	9,639	9,136	8,638	
TOTAL REVENUES	0	4,200	10,552	48,917	282,862	9,003,796	740,659	896,753	920,277	919,775	937,489	
<b>EXPENDITURES</b>												
COUNTY TREASURER 3.0% COLLECTION FEE	0	120	300	1,392	8,056	14,250	20,807	25,322	26,018	26,018	26,539	
ACCOUNTING & AUDIT	0	0	1,000	1,000	1,000	1,000	1,000	1,000	1,000	1,000	1,000	
IGA PAYMENT TO SMPG MD #1 (SERVICE DISTRICT) @ 10 MILLS	0	1,000	2,500	11,600	67,135	118,754	173,389	211,016	216,819	216,819	221,155	
TOTAL EXPENDITURES EXCLUDING DEBT SERVICE	0	1,120	3,800	13,992	76,191	134,005	195,196	237,338	243,837	243,837	248,694	
GENERAL OBLIGATION BOND DEBT SERVICE:												
SERIES 12/1/2009 \$8,500,000 @ 6.5%	0	0	0	0	0	0	552,500	546,650	536,575	525,850	514,475	
INTEREST @ 6.5%	0	0	0	0	0	0	90,000	155,000	165,000	175,000	190,000	
PRINCIPAL REDUCTION	0	0	0	0	0	0	642,500	701,650	701,575	700,850	704,475	
TOTAL DEBT SERVICE	0	0	0	0	0	8,500,000	8,410,000	8,255,000	8,090,000	7,915,000	7,725,000	
G.O. BONDS OUTSTANDING @ 12/31	0	0	0	0	0	8,160,000	0	0	0	0	0	
TRANSFER TO SMPG MD #1 FOR DEVELOPER NOTE REDEMPTION	0	0	0	0	0	0	0	0	0	0	0	
COSTS OF BOND ISSUANCE (ESTIMATED @ 4%)	0	0	0	0	0	340,000	0	0	0	0	0	
TOTAL EXPEND INCLUDE DEBT SERVICE & NOTE REDEMPTIONS	0	1,120	3,800	13,992	76,191	8,634,005	837,696	938,988	945,412	944,687	953,169	
EXCESS REVENUES & BONDS OVER EXPENDITURES	0	3,080	6,762	34,925	206,671	369,792	(97,037)	(42,236)	(25,135)	(24,912)	(15,679)	
BEGINNING FUNDS AVAILABLE - JANUARY 1	0	0	3,080	9,842	44,766	251,437	621,229	524,192	481,956	456,822	431,910	
ENDING FUNDS AVAILABLE - DECEMBER 31	0	3,080	9,842	44,766	251,437	621,229	524,192	481,956	456,822	431,910	416,230	
RESTRICTED CAPITALIZED INTEREST	0	0	0	0	0	0	0	0	0	0	0	
UNRESTRICTED	0	3,080	9,842	44,766	251,437	621,229	524,192	481,956	456,822	431,910	416,230	
TOTAL G.O. BONDS OUTSTANDING @ 12/31	0	0	0	0	0	8,500,000	8,410,000	8,255,000	8,090,000	7,915,000	7,725,000	
G.O. BONDS OUTSTANDING/ASSESSED VALUE	0.00%	0.00%	0.00%	0.00%	0.00%	49.02%	39.85%	38.07%	37.31%	35.79%	34.93%	

EXHIBIT II (FINANCING DISTRICT)  
 SMPG METROPOLITAN DISTRICT #2  
 CASH FLOW FORECASTS - DEBT SERVICE FUND  
 FOR THE YEARS ENDING DECEMBER 31, 2004 THROUGH 2034

	2015	2016	2017	2018	2019	2020	2021	2022	2023	2024
<b>KEY ASSUMPTIONS</b>										
ASSESSED VALUATION (SCH. 1)	22,115,498	22,557,808	22,557,808	23,008,964	23,008,964	23,469,143	23,469,143	23,938,526	23,938,526	24,417,297
MILL LEVY	40.00	40.00	40.00	40.00	40.00	40.00	40.00	40.00	40.00	40.00
INCREMENTAL RESIDENTIAL UNITS ADDED	0	0	0	0	0	0	0	0	0	0
CUMULATIVE RESIDENTIAL UNITS	1,088	1,088	1,088	1,088	1,088	1,088	1,088	1,088	1,088	1,088
INCREMENTAL SQUARE FEET OF NON-RESIDENTIAL SPACE	0	0	0	0	0	0	0	0	0	0
CUMULATIVE SQUARE FEET OF NON-RESIDENTIAL SPACE	0	0	0	0	0	0	0	0	0	0
<b>CASH FLOW</b>										
<b>REVENUES</b>										
PROPERTY TAXES	884,620	902,312	902,312	920,359	920,359	938,766	938,766	957,541	957,541	976,692
SPECIFIC OWNERSHIP TAXES @ 5% OF PROPERTY TAXES	44,231	45,116	45,116	46,018	46,018	46,938	46,938	47,877	47,877	48,835
GENERAL OBLIGATION BOND ISSUES (NON-RATED)	0	0	0	0	0	0	0	0	0	0
INTEREST EARNINGS @ 2% OF BEGINNING FUNDS	8,325	8,052	8,106	8,134	8,433	8,751	9,389	9,991	10,672	11,773
TOTAL REVENUES	937,176	955,480	955,534	974,511	974,810	994,455	995,093	1,015,409	1,016,290	1,037,299
<b>EXPENDITURES</b>										
COUNTY TREASURER 3.0% COLLECTION FEE	26,539	27,069	27,069	27,611	27,611	28,163	28,163	28,726	28,726	29,301
ACCOUNTING & AUDIT	1,000	1,000	1,000	1,000	1,000	1,000	1,000	1,000	1,000	1,000
IGA PAYMENT TO SMPG MD #1 (SERVICE DISTRICT) @ 10 MILLS	221,155	225,578	225,578	230,090	230,090	234,691	234,691	239,385	239,385	244,173
TOTAL EXPENDITURES EXCLUDING DEBT SERVICE	248,694	253,647	253,647	258,700	258,700	263,854	263,854	269,111	269,111	274,474
<b>GENERAL OBLIGATION BONDS DEBT SERVICE:</b>										
SERIES 12/1/2009 \$8,500,000 @ 6.5%										
INTEREST @ 6.5%	502,125	489,125	475,475	460,850	445,250	428,675	411,125	392,275	372,125	350,675
PRINCIPAL REDUCTION	200,000	210,000	225,000	240,000	255,000	270,000	290,000	310,000	330,000	350,000
TOTAL DEBT SERVICE	702,125	699,125	700,475	700,850	700,250	698,675	701,125	702,275	702,125	700,675
G.O. BONDS OUTSTANDING @ 12/31	7,525,000	7,315,000	7,090,000	6,850,000	6,595,000	6,325,000	6,035,000	5,725,000	5,395,000	5,045,000
TRANSFER TO SMPG MD #1 FOR DEVELOPER NOTE REDEMPTION	0	0	0	0	0	0	0	0	0	0
COSTS OF BOND ISSUANCE (ESTIMATED @ 4%)	0	0	0	0	0	0	0	0	0	0
TOTAL EXPEND INCLUDE DEBT SERVICE & NOTE REDEMPTIONS	950,819	952,772	954,122	959,550	958,950	962,529	964,979	971,386	971,236	975,149
EXCESS REVENUES & BONDS OVER EXPENDITURES	(13,643)	2,707	1,411	14,960	15,859	31,925	30,114	44,023	45,053	62,151
<b>BEGINNING FUNDS AVAILABLE - JANUARY 1</b>										
	416,230	402,587	405,294	406,706	421,666	437,525	459,450	499,564	543,587	588,640
<b>ENDING FUNDS AVAILABLE - DECEMBER 31</b>										
RESTRICTED CAPITALIZED INTEREST	402,587	405,294	406,706	421,666	437,525	459,450	499,564	543,587	588,640	650,791
UNRESTRICTED	0	0	0	0	0	0	0	0	0	0
TOTAL G.O. BONDS OUTSTANDING @ 12/31	7,525,000	7,315,000	7,090,000	6,850,000	6,595,000	6,325,000	6,035,000	5,725,000	5,395,000	5,045,000
G.O. BONDS OUTSTANDING/ASSESSED VALUE	33.36%	32.43%	30.81%	29.77%	28.10%	26.95%	26.21%	23.92%	22.09%	20.66%

EXHIBIT II (FINANCING DISTRICT)  
 SMPG METROPOLITAN DISTRICT #2  
 CASH FLOW FORECASTS - DEBT SERVICE FUND  
 FOR THE YEARS ENDING DECEMBER 31, 2004 THROUGH 2034

KEY ASSUMPTIONS	2025	2026	2027	2028	2029	2030	2031	2032	2033	2034
ASSESSED VALUATION (SCH. 1)	24,417,297	24,905,643	24,905,643	25,403,756	25,403,756	25,911,831	25,911,831	26,430,067	26,430,067	26,958,669
MILL LEVY	40.00	40.00	40.00	40.00	40.00	40.00	40.00	40.00	40.00	40.00
INCREMENTAL RESIDENTIAL UNITS ADDED	0	0	0	0	0	0	0	0	0	0
CUMULATIVE RESIDENTIAL UNITS	1,088	1,088	1,088	1,088	1,088	1,088	1,088	1,088	1,088	1,088
INCREMENTAL SQUARE FEET OF NON-RESIDENTIAL SPACE	0	0	0	0	0	0	0	0	0	0
CUMULATIVE SQUARE FEET OF NON-RESIDENTIAL SPACE	0	0	0	0	0	0	0	0	0	0
CASH FLOW										
REVENUES										
PROPERTY TAXES	976,692	996,226	996,226	996,226	1,016,150	1,016,150	1,036,473	1,057,203	1,057,203	1,076,347
SPECIFIC OWNERSHIP TAXES @ 5% OF PROPERTY TAXES	48,835	49,811	49,811	49,811	50,808	50,808	51,824	52,860	52,860	53,917
GENERAL OBLIGATION BOND ISSUES (NON-RATED)	0	0	0	0	0	0	0	0	0	1
INTEREST EARNINGS @ 2% OF BEGINNING FUNDS	13,016	14,239	15,774	17,361	19,338	21,340	23,619	26,013	28,783	31,562
TOTAL REVENUES	1,038,542	1,080,276	1,061,811	1,084,318	1,086,296	1,108,637	1,111,916	1,136,076	1,138,846	1,163,827
EXPENDITURES										
COUNTY TREASURER 3.0% COLLECTION FEE	29,301	29,887	29,887	30,485	30,485	31,094	31,094	31,716	31,716	32,350
ACCOUNTING & AUDIT	1,000	1,000	1,000	1,000	1,000	1,000	1,000	1,000	1,000	1,000
IGA PAYMENT TO SMPG MD #1 (SERVICE DISTRICT) @ 10 MILLS	244,173	249,056	249,056	254,038	254,038	259,118	259,118	264,301	264,301	269,587
TOTAL EXPENDITURES EXCLUDING DEBT SERVICE	274,474	279,943	279,943	285,522	285,522	291,213	291,213	297,017	297,017	302,937
GENERAL OBLIGATION BONDS DEBT SERVICE:										
SERIES 12/1/2009 \$8,500,000 @ 6.5%										
INTEREST @ 6.5%	327,925	303,550	277,550	249,925	220,675	189,475	156,000	120,575	82,875	42,575
PRINCIPAL REDUCTION	375,000	400,000	425,000	450,000	480,000	515,000	545,000	580,000	620,000	655,000
TOTAL DEBT SERVICE	702,925	703,550	702,550	699,925	700,675	704,475	701,000	700,575	702,875	697,575
G.O. BONDS OUTSTANDING @ 12/31	4,670,000	4,270,000	3,845,000	3,395,000	2,915,000	2,400,000	1,855,000	1,275,000	655,000	0
TRANSFER TO SMPG MD #1 FOR DEVELOPER NOTE REDEMPTION	0	0	0	0	0	0	0	0	0	0
COSTS OF BOND ISSUANCE (ESTIMATED @ 4%)	0	0	0	0	0	0	0	0	0	0
TOTAL EXPEND INCLUDE DEBT SERVICE & NOTE REDEMPTIONS	977,399	983,493	982,493	985,447	986,197	995,688	992,213	997,592	999,892	1,000,512
EXCESS REVENUES & BONDS OVER EXPENDITURES	61,144	76,782	79,318	98,871	100,099	113,949	119,703	138,484	138,954	163,315
BEGINNING FUNDS AVAILABLE - JANUARY 1	650,791	711,934	788,717	868,035	966,906	1,067,005	1,180,955	1,300,658	1,439,142	1,578,096
ENDING FUNDS AVAILABLE - DECEMBER 31	711,934	788,717	868,035	966,906	1,067,005	1,180,955	1,300,658	1,439,142	1,578,096	1,741,411
RESTRICTED CAPITALIZED INTEREST	0	0	0	0	0	0	0	0	0	0
UNRESTRICTED	711,934	788,717	868,035	966,906	1,067,005	1,180,955	1,300,658	1,439,142	1,578,096	1,741,411
TOTAL G.O. BONDS OUTSTANDING @ 12/31	4,670,000	4,270,000	3,845,000	3,395,000	2,915,000	2,400,000	1,855,000	1,275,000	655,000	0
G.O. BONDS OUTSTANDING/ASSESSED VALUE	18.75%	17.14%	15.14%	13.36%	11.25%	9.26%	7.02%	4.82%	2.43%	0.00%



EXHIBIT II (FINANCING DISTRICT)  
 SMPG METROPOLITAN DISTRICT #2  
 CASH FLOW FORECASTS - DEBT SERVICE FUND  
 FOR THE YEARS ENDING DECEMBER 31, 2004 THROUGH 2034

KEY ASSUMPTIONS  
 ASSESSED VALUATION (SCH. 1) TOTALS

MILL LEVY 1.088  
 INCREMENTAL RESIDENTIAL UNITS ADDED 1,088  
 CUMULATIVE RESIDENTIAL UNITS 0  
 INCREMENTAL SQUARE FEET OF NON-RESIDENTIAL SPACE 0  
 CUMULATIVE SQUARE FEET OF NON-RESIDENTIAL SPACE 0

CASH FLOW

REVENUES TOTALS  
 PROPERTY TAXES 24,527,157  
 SPECIFIC OWNERSHIP TAXES @ 5% OF PROPERTY TAXES 1,226,358  
 GENERAL OBLIGATION BOND ISSUES (NON-RATED) 8,500,001  
 INTEREST EARNINGS @ 2% OF BEGINNING FUNDS 359,375  
 TOTAL REVENUES 34,612,891

EXPENDITURES  
 COUNTY TREASURER 3.0% COLLECTION FEE 735,815  
 ACCOUNTING & AUDIT 29,000  
 IGA PAYMENT TO SMPG MD #1 (SERVICE DISTRICT) @ 10 MILLS 6,131,789  
 TOTAL EXPENDITURES EXCLUDING DEBT SERVICE 6,896,604

GENERAL OBLIGATION BONDS DEBT SERVICE:  
 SERIES 12/1/2009 \$8,500,000 @ 6.5%  
 INTEREST @ 6.5% 8,974,875  
 PRINCIPAL REDUCTION 8,500,000  
 TOTAL DEBT SERVICE 17,474,875  
 G.O. BONDS OUTSTANDING @ 12/31 0

TRANSFER TO SMPG MD #1 FOR DEVELOPER NOTE REDEMPTION 8,180,000

COSTS OF BOND ISSUANCE (ESTIMATED @ 4%) 340,000

TOTAL EXPEND INCLUDE DEBT SERVICE & NOTE REDEMPTIONS 32,871,479

EXCESS REVENUES & BONDS OVER EXPENDITURES 1,741,411

BEGINNING FUNDS AVAILABLE - JANUARY 1 0

ENDING FUNDS AVAILABLE - DECEMBER 31 1,741,411  
 RESTRICTED CAPITALIZED INTEREST 0  
 UNRESTRICTED 1,741,411

TOTAL G.O. BONDS OUTSTANDING @ 12/31  
 G.O. BONDS OUTSTANDING/ASSESSED VALUE

EXHIBIT IV (FINANCING DISTRICT)  
 SMPG METROPOLITAN DISTRICT #3  
 CASH FLOW FORECASTS - DEBT SERVICE FUND  
 FOR THE YEARS ENDING DECEMBER 31, 2004 THROUGH 2037

WORKING DRAFT, SEPTEMBER 13, 2004  
 PRELIMINARY, SUBJECT TO CHANGE

	2004	2005	2006	2007	2008	2009	2010	2011	2012	2013	2014	
<b>KEY ASSUMPTIONS</b>												
ASSESSED VALUATION (SCH. 2)	0	0	0	0	100,000	250,000	1,183,200	9,065,558	14,993,099	20,851,231	21,268,256	
MILL LEVY	0.00	0.00	0.00	0.00	40.00	40.00	40.00	40.00	40.00	40.00	40.00	
INCREMENTAL RESIDENTIAL UNITS ADDED	0	0	0	0	0	375	381	387	0	0	0	
CUMULATIVE RESIDENTIAL UNITS	0	0	0	0	0	375	756	1,143	1,143	1,143	1,143	
INCREMENTAL SQUARE FEET OF NON-RESIDENTIAL SPACE	0	0	0	0	0	0	0	0	0	0	0	
CUMULATIVE SQUARE FEET OF NON-RESIDENTIAL SPACE	0	0	0	0	0	0	0	0	0	0	0	
<b>CASH FLOW</b>												
<b>REVENUES</b>												
PROPERTY TAXES	0	0	0	0	4,000	10,000	47,328	362,222	599,724	834,049	850,730	
SPECIFIC OWNERSHIP TAXES @ 5% OF PROPERTY TAXES	0	0	0	0	200	500	2,366	18,111	29,986	41,702	42,537	
GENERAL OBLIGATION BOND ISSUES (NON-RATED)	0	0	0	0	0	0	0	0	9,000,000	0	0	
INTEREST EARNINGS @ 2% OF BEGINNING FUNDS	0	0	0	0	0	42	176	889	6,465	15,810	14,250	
TOTAL REVENUES	0	0	0	0	4,200	10,542	49,871	381,222	9,636,175	891,562	907,517	
<b>EXPENDITURES</b>												
COUNTY TREASURER 3.0% COLLECTION FEE	0	0	0	0	120	300	1,420	10,867	17,992	25,021	25,522	
ACCOUNTING & AUDIT	0	0	0	0	1,000	1,000	1,000	1,000	1,000	1,000	1,000	
IGA PAYMENT TO SMPG MD #1 (SERVICE DISTRICT) @ 10 MILLS	0	0	0	0	1,000	2,500	11,832	90,556	149,931	208,512	212,683	
TOTAL EXPENDITURES EXCLUDING DEBT SERVICE	0	0	0	0	2,120	3,800	14,252	102,422	169,923	234,534	239,204	
<b>GENERAL OBLIGATION BONDS DEBT SERVICE:</b>												
GENERAL 12/1/2012 \$9,000,000 @ 6.5%	0	0	0	0	0	0	0	0	0	0	0	
INTEREST @ 6.5%	0	0	0	0	0	0	0	0	0	585,000	575,250	
PRINCIPAL REDUCTION	0	0	0	0	0	0	0	0	0	150,000	160,000	
TOTAL DEBT SERVICE	0	0	0	0	0	0	0	0	0	735,000	735,250	
G.O. BONDS OUTSTANDING @ 12/31	0	0	0	0	0	0	0	0	9,000,000	8,850,000	8,690,000	
TRANSFER TO SMPG MD #1 FOR DEVELOPER NOTE REDEMPTION:	0	0	0	0	0	0	0	0	8,640,000	0	0	
COSTS OF BOND ISSUANCE (ESTIMATED @ 4%)	0	0	0	0	0	0	0	0	360,000	0	0	
TOTAL EXPEND INCLUDE DEBT SERVICE & NOTE REDEMPTIONS	0	0	0	0	2,120	3,800	14,252	102,422	9,168,923	959,534	974,454	
EXCESS REVENUES & BONDS OVER EXPENDITURES	0	0	0	0	2,080	6,742	35,619	278,800	467,252	777,972	66,937	
BEGINNING FUNDS AVAILABLE - JANUARY 1	0	0	0	0	0	2,080	8,822	44,441	323,241	790,493	712,521	
ENDING FUNDS AVAILABLE - DECEMBER 31	0	0	0	0	2,080	8,822	44,441	323,241	790,493	712,521	645,583	
RESTRICTED CAPITALIZED INTEREST	0	0	0	0	0	0	0	0	0	0	0	
UNRESTRICTED	0	0	0	0	2,080	8,822	44,441	323,241	790,493	712,521	645,583	
TOTAL G.O. BONDS OUTSTANDING @ 12/31									9,000,000	8,850,000	8,690,000	
G.O. BONDS OUTSTANDING/ASSESSED VALUE									43.16%	41.61%	40.86%	

EXHIBIT IV (FINANCING DISTRICT)  
 SMPG METROPOLITAN DISTRICT #3  
 CASH FLOW FORECASTS - DEBT SERVICE FUND  
 FOR THE YEARS ENDING DECEMBER 31, 2004 THROUGH 2037

KEY ASSUMPTIONS	ASSESSED VALUATION (SCH. 2)											
	2015	2016	2017	2018	2019	2020	2021	2022	2023	2024		
MILL LEVY	21,288,256	21,693,621	21,693,621	22,127,493	22,127,493	22,570,043	22,570,043	23,021,444	23,021,444	23,481,873		
INCREMENTAL RESIDENTIAL UNITS ADDED	40.00	40.00	40.00	40.00	40.00	40.00	40.00	40.00	40.00	40.00		
CUMULATIVE RESIDENTIAL UNITS	0	0	0	0	0	0	0	0	0	0		
INCREMENTAL SQUARE FEET OF NON-RESIDENTIAL SPACE	1,143	1,143	1,143	1,143	1,143	1,143	1,143	1,143	1,143	1,143		
CUMULATIVE SQUARE FEET OF NON-RESIDENTIAL SPACE	0	0	0	0	0	0	0	0	0	0		
<b>CASH FLOW</b>												
<b>REVENUES</b>												
PROPERTY TAXES	850,730	867,745	867,745	885,100	885,100	902,802	902,802	920,858	920,858	939,275		
SPECIFIC OWNERSHIP TAXES @ 5% OF PROPERTY TAXES	42,537	43,387	43,387	44,255	44,255	45,140	45,140	46,043	46,043	46,964		
GENERAL OBLIGATION BOND ISSUES (NON-RATED)	0	0	0	0	0	0	0	0	0	0		
INTEREST EARNINGS @ 2% OF BEGINNING FUNDS	12,912	11,554	10,352	9,167	8,179	7,144	6,354	5,560	5,059	4,599		
TOTAL REVENUES	906,178	922,686	921,485	938,522	937,534	955,086	954,296	972,460	971,960	990,838		
<b>EXPENDITURES</b>												
COUNTY TREASURER 3.0% COLLECTION FEE	25,522	26,032	26,032	26,533	26,533	27,084	27,084	27,626	27,626	28,178		
ACCOUNTING & AUDIT	1,000	1,000	1,000	1,000	1,000	1,000	1,000	1,000	1,000	1,000		
IGA PAYMENT TO SMPG MD #1 (SERVICE DISTRICT) @ 10 MILLS	212,683	216,936	216,936	221,275	221,275	225,700	225,700	230,214	230,214	234,819		
TOTAL EXPENDITURES EXCLUDING DEBT SERVICE	239,204	243,969	243,969	248,828	248,828	253,784	253,784	258,840	258,840	263,997		
<b>GENERAL OBLIGATION BONDS DEBT SERVICE:</b>												
SERIES 12/1/2012 \$8,000,000 @ 6.5%												
INTEREST @ 6.5%	564,850	553,800	541,775	529,100	515,450	500,825	485,225	468,650	451,100	432,575		
PRINCIPAL REDUCTION	170,000	185,000	195,000	210,000	225,000	240,000	255,000	270,000	285,000	305,000		
TOTAL DEBT SERVICE	734,850	738,800	736,775	739,100	740,450	740,825	740,225	738,650	736,100	737,575		
G.O. BONDS OUTSTANDING @ 12/31	8,520,000	8,335,000	8,140,000	7,930,000	7,705,000	7,465,000	7,210,000	6,940,000	6,655,000	6,350,000		
TRANSFER TO SMPG MD #1 FOR DEVELOPER NOTE REDEMPTION	0	0	0	0	0	0	0	0	0	0		
COSTS OF BOND ISSUANCE (ESTIMATED @ 4%)	0	0	0	0	0	0	0	0	0	0		
TOTAL EXPEND INCLUDE DEBT SERVICE & NOTE REDEMPTIONS	974,054	982,759	980,744	987,928	989,278	994,609	994,009	997,490	994,940	1,001,572		
EXCESS REVENUES & BONDS OVER EXPENDITURES	(67,876)	(60,082)	(59,259)	(49,406)	(51,744)	(39,523)	(39,714)	(25,030)	(22,981)	(10,734)		
BEGINNING FUNDS AVAILABLE - JANUARY 1	645,583	577,707	517,625	458,366	408,960	357,216	317,693	277,979	252,949	229,968		
ENDING FUNDS AVAILABLE - DECEMBER 31	577,707	517,625	458,366	408,960	357,216	317,693	277,979	252,949	229,968	219,234		
RESTRICTED CAPITALIZED INTEREST	0	0	0	0	0	0	0	0	0	0		
UNRESTRICTED	577,707	517,625	458,366	408,960	357,216	317,693	277,979	252,949	229,968	219,234		
TOTAL G.O. BONDS OUTSTANDING @ 12/31	8,520,000	8,335,000	8,140,000	7,930,000	7,705,000	7,465,000	7,210,000	6,940,000	6,655,000	6,350,000		
G.O. BONDS OUTSTANDING/ASSESSED VALUE	39.27%	38.42%	36.79%	35.84%	34.14%	33.07%	31.32%	30.15%	28.34%	27.04%		

EXHIBIT IV (FINANCING DISTRICT)  
 SMPG METROPOLITAN DISTRICT #3  
 CASH FLOW FORECASTS - DEBT SERVICE FUND  
 FOR THE YEARS ENDING DECEMBER 31, 2004 THROUGH 2037

KEY ASSUMPTIONS	2025	2026	2027	2028	2029	2030	2031	2032	2033	2034	2035	2036	2037
ASSESSED VALUATION (SCH. 2)	23,481,873	23,974,992	23,974,992	24,464,482	24,464,492	24,943,582	24,943,582	25,442,453	25,442,453	25,961,302	25,961,302	26,450,000	26,450,000
MILL LEVY	40.00	40.00	40.00	40.00	40.00	40.00	40.00	40.00	40.00	40.00	40.00	40.00	40.00
INCREMENTAL RESIDENTIAL UNITS ADDED	0	0	0	0	0	0	0	0	0	0	0	0	0
CUMULATIVE RESIDENTIAL UNITS	1,143	1,143	1,143	1,143	1,143	1,143	1,143	1,143	1,143	1,143	1,143	1,143	1,143
INCREMENTAL SQUARE FEET OF NON-RESIDENTIAL SPACE	0	0	0	0	0	0	0	0	0	0	0	0	0
CUMULATIVE SQUARE FEET OF NON-RESIDENTIAL SPACE	0	0	0	0	0	0	0	0	0	0	0	0	0
<b>CASH FLOW</b>													
<b>REVENUES</b>													
PROPERTY TAXES	939,275	959,000	959,000	978,180	978,180	997,743	997,743	1,017,698	1,017,698	1,038,052	1,038,052	1,058,406	1,058,406
SPECIFIC OWNERSHIP TAXES @ 5% OF PROPERTY TAXES	46,964	47,950	47,950	48,909	48,909	49,887	49,887	50,885	50,885	51,903	51,903	52,941	52,941
GENERAL OBLIGATION BOND ISSUES (NON-RATED)	0	0	0	0	0	0	0	0	0	0	0	0	0
INTEREST EARNINGS @ 2% OF BEGINNING FUNDS	4,385	4,162	4,262	4,311	4,639	4,986	5,687	6,381	7,414	8,424	9,424	10,424	11,424
TOTAL REVENUES	990,623	1,011,112	1,011,211	1,031,400	1,031,727	1,052,616	1,053,318	1,074,964	1,075,997	1,098,378	1,099,400	1,121,775	1,122,797
<b>EXPENDITURES</b>													
COUNTY TREASURER 3.0% COLLECTION FEE	28,178	28,770	28,770	29,345	29,345	29,932	29,932	30,531	30,531	31,142	31,142	31,753	31,753
ACCOUNTING & AUDIT	1,000	1,000	1,000	1,000	1,000	1,000	1,000	1,000	1,000	1,000	1,000	1,000	1,000
IQA PAYMENT TO SMPG MD #1 (SERVICE DISTRICT) @ 10 MILLS	234,819	239,750	239,750	244,545	244,545	249,436	249,436	254,425	254,425	259,513	259,513	264,601	264,601
TOTAL EXPENDITURES EXCLUDING DEBT SERVICE	269,997	269,520	269,520	274,890	274,890	280,368	280,368	285,955	285,955	291,655	291,655	297,355	297,355
<b>GENERAL OBLIGATION BONDS DEBT SERVICE:</b>													
SERIES 12/1/2012 \$9,000,000 @ 6.5%													
INTEREST @ 6.5%	412,750	391,625	369,200	345,150	319,475	292,175	263,250	232,375	199,550	164,450	129,550	94,650	59,750
PRINCIPAL REDUCTION	325,000	345,000	370,000	395,000	420,000	445,000	475,000	505,000	540,000	575,000	610,000	645,000	680,000
TOTAL DEBT SERVICE	737,750	736,625	739,200	740,150	739,475	737,175	738,250	737,375	739,550	739,450	739,550	739,650	739,750
G.O. BONDS OUTSTANDING @ 12/31	6,025,000	5,680,000	5,310,000	4,915,000	4,495,000	4,050,000	3,575,000	3,070,000	2,530,000	1,955,000	1,330,000	655,000	0
<b>TRANSFER TO SMPG MD #1 FOR DEVELOPER NOTE REDEMPTION:</b>													
	0	0	0	0	0	0	0	0	0	0	0	0	0
<b>COSTS OF BOND ISSUANCE (ESTIMATED @ 4%):</b>													
	0	0	0	0	0	0	0	0	0	0	0	0	0
<b>TOTAL EXPEND INCLUDE DEBT SERVICE &amp; NOTE REDEMPTIONS</b>													
	1,001,747	1,006,145	1,008,720	1,015,040	1,014,365	1,017,543	1,018,618	1,023,330	1,025,505	1,031,105	1,032,127	1,037,225	1,037,747
<b>EXCESS REVENUES &amp; BONDS OVER EXPENDITURES</b>													
	(11,124)	4,967	2,491	16,360	17,362	35,073	34,700	51,634	50,492	67,274	66,292	83,120	81,050
<b>BEGINNING FUNDS AVAILABLE - JANUARY 1</b>													
	219,234	208,111	213,078	215,569	231,929	249,291	284,364	319,063	370,697	421,189	488,463	561,783	642,833
<b>ENDING FUNDS AVAILABLE - DECEMBER 31</b>													
	208,111	213,078	215,569	231,929	249,291	284,364	319,063	370,697	421,189	488,463	561,783	642,833	728,883
<b>RESTRICTED CAPITALIZED INTEREST</b>													
	0	0	0	0	0	0	0	0	0	0	0	0	0
<b>UNRESTRICTED</b>													
	208,111	213,078	215,569	231,929	249,291	284,364	319,063	370,697	421,189	488,463	561,783	642,833	728,883
<b>TOTAL G.O. BONDS OUTSTANDING @ 12/31</b>													
	6,025,000	5,680,000	5,310,000	4,915,000	4,495,000	4,050,000	3,575,000	3,070,000	2,530,000	1,955,000	1,330,000	655,000	0
<b>G.O. BONDS OUTSTANDING/ASSESSED VALUE</b>													
	25.13%	23.69%	21.71%	20.10%	18.02%	16.24%	14.05%	12.07%	9.75%	7.53%	5.31%	3.09%	0.91%

EXHIBIT IV (FINANCING DISTRICT)  
 SMPG METROPOLITAN DISTRICT #3  
 CASH FLOW FORECASTS - DEBT SERVICE FUND  
 FOR THE YEARS ENDING DECEMBER 31, 2004 THROUGH 2037

	2035	2036	2037	TOTALS
<b>KEY ASSUMPTIONS</b>				
ASSESSED VALUATION (SCH. 2)	25,951,302	26,470,328	26,470,328	
MILL LEVY	40.00	40.00	40.00	
INCREMENTAL RESIDENTIAL UNITS ADDED	0	0	0	1,143
CUMULATIVE RESIDENTIAL UNITS	1,143	1,143	1,143	1,143
INCREMENTAL SQUARE FEET OF NON-RESIDENTIAL SPACE	0	0	0	0
CUMULATIVE SQUARE FEET OF NON-RESIDENTIAL SPACE	0	0	0	0
<b>CASH FLOW</b>				
<b>REVENUES</b>				
PROPERTY TAXES	1,038,052	1,058,813	1,058,813	24,689,314
SPECIFIC OWNERSHIP TAXES @ 5% OF PROPERTY TAXES	51,903	52,941	52,941	1,234,466
GENERAL OBLIGATION BOND ISSUES (NON-RATED)	0	0	1	9,000,001
INTEREST EARNINGS @ 2% OF BEGINNING FUNDS	9,769	11,189	12,950	207,072
TOTAL REVENUES	1,099,724	1,122,943	1,124,705	35,130,852
<b>EXPENDITURES</b>				
COUNTY TREASURER 3.0% COLLECTION FEE	31,142	31,764	31,764	740,679
ACCOUNTING & AUDIT	1,000	1,000	1,000	30,000
IGA PAYMENT TO SMPG MD #1 (SERVICE DISTRICT) @ 10 MILLS	259,513	264,703	264,703	6,172,328
TOTAL EXPENDITURES EXCLUDING DEBT SERVICE	291,655	297,468	297,468	6,943,008
<b>GENERAL OBLIGATION BONDS DEBT SERVICE:</b>				
SERIES 12/1/2012 \$9,000,000 @ 6.5%				
INTEREST @ 6.5%	127,075	87,425	45,175	9,453,275
PRINCIPAL REDUCTION	610,000	650,000	695,000	9,000,000
TOTAL DEBT SERVICE	737,075	737,425	740,175	18,453,275
G.O. BONDS OUTSTANDING @ 12/31	1,345,000	995,000	0	0
TRANSFER TO SMPG MD #1 FOR DEVELOPER NOTE REDEMPTION:	0	0	0	8,640,000
COSTS OF BOND ISSUANCE (ESTIMATED @ 4%)	0	0	0	390,000
TOTAL EXPEND INCLUDE DEBT SERVICE & NOTE REDEMPTIONS	1,028,730	1,034,893	1,037,643	34,396,283
EXCESS REVENUES & BONDS OVER EXPENDITURES	70,994	88,050	87,062	734,570
BEGINNING FUNDS AVAILABLE - JANUARY 1	488,463	559,457	647,507	0
ENDING FUNDS AVAILABLE - DECEMBER 31	559,457	647,507	734,570	734,570
RESTRICTED CAPITALIZED INTEREST	0	0	0	0
UNRESTRICTED	559,457	647,507	734,570	734,570
TOTAL G.O. BONDS OUTSTANDING @ 12/31	1,345,000	695,000	0	
G.O. BONDS OUTSTANDING/ASSESSED VALUE	5.08%	2.63%		

See Consultant's Report and Disclaimer

EXHIBIT III (FINANCING DISTRICT)  
 SMPG METROPOLITAN DISTRICT #4  
 CASH FLOW FORECASTS - DEBT SERVICE FUND  
 FOR THE YEARS ENDING DECEMBER 31, 2004 THROUGH 2044

WORKING DRAFT, SEPTEMBER 13, 2004  
 PRELIMINARY, SUBJECT TO CHANGE

	2004	2005	2006	2007	2008	2009	2010	2011	2012	2013	2014	2015
<b>KEY ASSUMPTIONS</b>												
ASSESSED VALUATION (SCHEDULE 3)	0	0	0	0	0	100,000	250,000	1,183,200	3,997,737	6,788,610	10,425,042	13,925,702
MILL LEVY	0.00	0.00	0.00	0.00	0.00	12.00	12.00	12.00	12.00	12.00	12.00	12.00
INCREMENTAL RESIDENTIAL UNITS ADDED	0	0	0	0	0	0	0	0	0	0	0	0
CUMULATIVE RESIDENTIAL UNITS	0	0	0	0	0	0	0	0	0	0	0	0
INCREMENTAL SQUARE FEET OF NON-RESIDENTIAL SPACE	0	0	0	0	0	0	125,000	125,000	150,000	150,000	175,000	250,000
CUMULATIVE SQUARE FEET OF NON-RESIDENTIAL SPACE	0	0	0	0	0	0	125,000	250,000	400,000	550,000	725,000	975,000
<b>CASH FLOW</b>												
<b>REVENUES</b>												
PROPERTY TAXES	0	0	0	0	0	1,200	3,000	14,198	47,973	81,463	125,101	167,108
SPECIFIC OWNERSHIP TAXES @ 5% OF PROPERTY TAXES	0	0	0	0	0	60	150	710	2,399	4,073	6,255	8,355
GENERAL OBLIGATION BOND ISSUES	0	0	0	0	0	0	0	0	0	0	0	0
INTEREST EARNINGS @ 2% OF BEGINNING FUNDS	0	0	0	0	0	0	18	45	245	968	2,222	4,173
TOTAL REVENUES	0	0	0	0	0	1,260	3,168	14,953	50,616	86,505	133,578	179,637
<b>EXPENDITURES</b>												
COUNTY TREASURER 3.0% COLLECTION FEE	0	0	0	0	0	36	90	426	1,439	2,444	3,753	5,013
ACCOUNTING & AUDIT	0	0	0	0	0	0	1,000	1,000	1,000	1,000	1,000	1,000
IGA PAYMENT TO SMPG MD #1 (SERVICE DISTRICT) @ 3 MILLS	0	0	0	0	0	300	750	3,550	11,993	20,366	31,275	41,777
TOTAL EXPENDITURES EXCLUDING DEBT SERVICE	0	0	0	0	0	336	1,840	4,976	14,432	23,810	36,028	47,790
<b>GENERAL OBLIGATION BONDS DEBT SERVICE:</b>												
SERIES 12/1/2010 \$5,250,000 @ 6.5%												
INTEREST @ 6.5%	0	0	0	0	0	0	0	0	0	0	0	0
PRINCIPAL REDUCTION	0	0	0	0	0	0	0	0	0	0	0	0
TOTAL DEBT SERVICE	0	0	0	0	0	0	0	0	0	0	0	0
G.O. BONDS OUTSTANDING @ 12/31	0	0	0	0	0	0	0	0	0	0	0	0
TRANSFER TO WILSON RANCH SERVICE MD FOR NOTE REDEMPTIONS												
COST OF BOND ISSUANCE (ESTIMATED @ 4%)	0	0	0	0	0	0	0	0	0	0	0	0
TOTAL EXPEND INCLUDE DEBT SERVICE & NOTE REDEMPTIONS	0	0	0	0	0	336	1,840	4,976	14,432	23,810	36,028	47,790
EXCESS REVENUES & BONDS OVER EXPENDITURES	0	0	0	0	0	924	1,328	9,978	36,184	62,695	97,550	131,847
BEGINNING FUNDS AVAILABLE - JANUARY 1	0	0	0	0	0	0	924	2,252	12,230	48,414	111,109	208,659
ENDING FUNDS AVAILABLE - DECEMBER 31	0	0	0	0	0	924	2,252	12,230	48,414	111,109	208,659	340,505
RESTRICTED CAPITALIZED INTEREST	0	0	0	0	0	0	0	0	0	0	0	0
UNRESTRICTED	0	0	0	0	0	924	2,252	12,230	48,414	111,109	208,659	340,505
TOTAL G.O. BONDS OUTSTANDING @ 12/31												
G.O. BONDS OUTSTANDING/ASSESSED VALUE												

EXHIBIT III (FINANCING DISTRICT)  
 SMPG METROPOLITAN DISTRICT #4  
 CASH FLOW FORECASTS - DEBT SERVICE FUND  
 FOR THE YEARS ENDING DECEMBER 31, 2004 THROUGH 2044

KEY ASSUMPTIONS	2016	2017	2018	2019	2020	2021	2022	2023	2024	2025	2026	
ASSESSED VALUATION (SCHEDULE 3)	18,441,938	24,523,854	32,578,664	35,380,269	38,945,512	41,803,149	46,803,198	50,967,183	56,233,792	60,481,057	66,022,889	
MILL LEVY	12.00	12.00	12.00	12.00	12.00	12.00	12.00	12.00	12.00	12.00	12.00	
INCREMENTAL RESIDENTIAL UNITS ADDED	0	0	0	0	0	0	0	0	0	0	0	
CUMULATIVE RESIDENTIAL UNITS	0	0	0	0	0	0	0	0	0	0	0	
INCREMENTAL SQUARE FEET OF NON-RESIDENTIAL SPACE	300,000	125,000	125,000	125,000	175,000	175,000	175,000	175,000	175,000	100,000	100,000	
CUMULATIVE SQUARE FEET OF NON-RESIDENTIAL SPACE	1,275,000	1,400,000	1,525,000	1,650,000	1,825,000	2,000,000	2,175,000	2,350,000	2,525,000	2,625,000	2,725,000	
<b>CASH FLOW</b>												
<b>REVENUES</b>												
PROPERTY TAXES	221,303	294,286	390,944	424,563	467,346	501,638	561,638	611,606	674,806	725,773	792,275	
SPECIFIC OWNERSHIP TAXES @ 6% OF PROPERTY TAXES	11,065	14,714	19,547	21,228	23,367	25,082	28,082	30,580	33,740	36,289	39,614	
GENERAL OBLIGATION BOND ISSUES	0	0	0	8,000,000	0	0	0	0	0	0	0	
INTEREST EARNINGS @ 2% OF BEGINNING FUNDS	6,810	10,334	15,053	21,355	28,300	22,943	17,983	13,836	10,377	7,836	6,057	
TOTAL REVENUES	239,179	319,335	425,544	8,467,146	519,013	549,663	607,703	656,022	718,922	769,897	837,948	
<b>EXPENDITURES</b>												
COUNTY TREASURER 3.0% COLLECTION FEE	6,639	8,829	11,728	12,737	14,020	15,049	16,849	18,348	20,244	21,773	23,768	
ACCOUNTING & AUDIT	1,000	1,000	1,000	1,000	1,000	1,000	1,000	1,000	1,000	1,000	1,000	
IGA PAYMENT TO SMPG MD #1 (SERVICE DISTRICT) @ 3 MILLS	55,326	73,572	97,736	106,141	116,837	125,409	140,410	152,902	168,701	181,443	198,069	
TOTAL EXPENDITURES EXCLUDING DEBT SERVICE	62,965	83,400	110,464	119,878	131,857	141,459	158,258	172,250	189,946	204,216	222,837	
<b>GENERAL OBLIGATION BONDS DEBT SERVICE:</b>												
SERIES 12/1/2010 \$5,250,000 @ 6.5%	0	0	0	0	520,000	511,225	501,800	491,725	481,000	469,625	457,800	
INTEREST @ 6.5%	0	0	0	0	135,000	145,000	155,000	165,000	175,000	185,000	195,000	
PRINCIPAL REDUCTION	0	0	0	0	655,000	656,225	656,800	656,725	656,000	654,625	652,600	
TOTAL DEBT SERVICE	0	0	0	0	7,865,000	7,720,000	7,565,000	7,400,000	7,225,000	7,040,000	6,845,000	
G.O. BONDS OUTSTANDING @ 12/31	0	0	0	7,680,000	0	0	0	0	0	0	0	
TRANSFER TO WILSON RANCH SERVICE MD FOR NOTE REDEMP	0	0	0	320,000	0	0	0	0	0	0	0	
COST OF BOND ISSUANCE (ESTIMATED @ 4%)	0	0	0	0	0	0	0	0	0	0	0	
TOTAL EXPEND INCLUDE DEBT SERVICE & NOTE REDEMPTIONS	62,965	83,400	110,464	8,119,878	7,865,000	7,97,684	815,059	828,975	845,946	858,841	875,437	
EXCESS REVENUES & BONDS OVER EXPENDITURES	176,214	235,935	315,080	347,268	(267,843)	(248,021)	(207,356)	(172,953)	(127,023)	(88,944)	(37,491)	
BEGINNING FUNDS AVAILABLE - JANUARY 1	340,505	516,719	752,654	1,067,734	1,415,002	1,147,159	899,138	691,782	518,829	391,806	302,862	
ENDING FUNDS AVAILABLE - DECEMBER 31	516,719	752,654	1,067,734	1,415,002	1,147,159	899,138	691,782	518,829	391,806	302,862	265,371	
RESTRICTED CAPITALIZED INTEREST	0	0	0	0	0	0	0	0	0	0	0	
UNRESTRICTED	516,719	752,654	1,067,734	1,415,002	1,147,159	899,138	691,782	518,829	391,806	302,862	265,371	
TOTAL G.O. BONDS OUTSTANDING @ 12/31	0	0	0	8,000,000	7,865,000	7,720,000	7,565,000	7,400,000	7,225,000	7,040,000	6,845,000	
G.O. BONDS OUTSTANDING/ASSESSED VALUE	0%	0%	0%	20.54%	18.81%	16.48%	14.84%	13.16%	11.95%	10.66%	10.10%	

EXHIBIT III (FINANCING DISTRICT)  
 SMPG METROPOLITAN DISTRICT #4  
 CASH FLOW FORECASTS - DEBT SERVICE FUND  
 FOR THE YEARS ENDING DECEMBER 31, 2004 THROUGH 2044

KEY ASSUMPTIONS	2027	2028	2029	2030	2031	2032	2033	2034	2035	2036	2037
ASSESSED VALUATION (SCHEDULE 3)	67,765,773	70,878,431	72,645,922	75,901,795	75,901,785	77,419,820	77,419,820	78,968,217	78,968,217	80,547,581	80,547,581
MILL LEVY	12.00	12.00	12.00	12.00	12.00	12.00	12.00	12.00	12.00	12.00	12.00
INCREMENTAL RESIDENTIAL UNITS ADDED	0	0	0	0	0	0	0	0	0	0	0
CUMULATIVE RESIDENTIAL UNITS	0	0	0	0	0	0	0	0	0	0	0
INCREMENTAL SQUARE FEET OF NON-RESIDENTIAL SPACE	100,000	100,000	135,000	0	0	0	0	0	0	0	0
CUMULATIVE SQUARE FEET OF NON-RESIDENTIAL SPACE	2,925,000	2,925,000	3,060,000	3,060,000	3,060,000	3,060,000	3,060,000	3,060,000	3,060,000	3,060,000	3,060,000
<b>CASH FLOW</b>											
<b>REVENUES</b>											
PROPERTY TAXES	813,069	850,541	871,752	910,821	910,821	929,038	929,038	947,619	947,619	966,571	966,571
SPECIFIC OWNERSHIP TAXES @ 5% OF PROPERTY TAXES	40,653	42,527	43,588	45,541	45,541	46,452	46,452	47,381	47,381	48,329	48,329
GENERAL OBLIGATION BOND ISSUES	0	0	0	0	0	0	0	0	0	0	0
INTEREST EARNINGS @ 2% OF BEGINNING FUNDS	5,307	4,816	4,865	5,235	6,225	7,287	8,561	9,858	11,470	13,143	15,196
TOTAL REVENUES	859,030	897,885	920,205	981,597	962,598	982,787	984,051	1,004,857	1,006,469	1,028,042	1,050,099
<b>EXPENDITURES</b>											
COUNTY TREASURER 3.0% COLLECTION FEE	24,392	25,516	26,153	27,325	27,325	27,871	27,871	28,429	28,429	28,997	28,997
ACCOUNTING & AUDIT	1,000	1,000	1,000	1,000	1,000	1,000	1,000	1,000	1,000	1,000	1,000
IGA PAYMENT TO SMPG MD #1 (SERVICE DISTRICT) @ 3 MILLS	203,267	212,635	217,938	227,705	227,705	232,259	232,259	236,905	236,905	241,643	241,643
TOTAL EXPENDITURES EXCLUDING DEBT SERVICE	228,659	239,152	245,090	256,030	256,030	261,131	261,131	266,333	266,333	271,640	271,640
<b>GENERAL OBLIGATION BONDS DEBT SERVICE:</b>											
SERIES 12/1/2010 \$5,250,000 @ 6.5%											
INTEREST @ 6.5%	444,925	431,275	416,650	401,050	384,475	366,925	348,075	327,925	306,475	283,725	259,675
PRINCIPAL REDUCTION	210,000	225,000	240,000	255,000	270,000	290,000	310,000	330,000	350,000	370,000	395,000
TOTAL DEBT SERVICE	654,925	656,275	656,650	656,050	654,475	656,925	656,075	657,925	656,475	653,725	654,675
G.O. BONDS OUTSTANDING @ 12/31	6,635,000	6,410,000	6,170,000	5,915,000	5,645,000	5,355,000	5,045,000	4,715,000	4,365,000	3,995,000	3,600,000
TRANSFER TO WILSON RANCH SERVICE MD FOR NOTE REDEMPTI	0	0	0	0	0	0	0	0	0	0	0
COST OF BOND ISSUANCE (ESTIMATED @ 4%)	0	0	0	0	0	0	0	0	0	0	0
TOTAL EXPEND INCLUDE DEBT SERVICE & NOTE REDEMPTIONS	883,584	895,427	901,740	912,080	910,505	918,056	919,206	924,258	922,808	925,365	928,315
EXCESS REVENUES & BONDS OVER EXPENDITURES	(24,554)	2,458	18,464	49,517	52,083	64,701	64,845	80,599	83,661	102,678	103,781
BEGINNING FUNDS AVAILABLE - JANUARY 1	265,371	240,817	243,275	261,739	311,257	363,339	428,040	492,885	573,484	657,145	759,823
ENDING FUNDS AVAILABLE - DECEMBER 31	240,817	243,275	261,739	311,257	363,339	428,040	492,885	573,484	657,145	759,823	863,604
RESTRICTED CAPITALIZED INTEREST	0	0	0	0	0	0	0	0	0	0	0
UNRESTRICTED	240,817	243,275	261,739	311,257	363,339	428,040	492,885	573,484	657,145	759,823	863,604
TOTAL G.O. BONDS OUTSTANDING @ 12/31	6,635,000	6,410,000	6,170,000	5,915,000	5,645,000	5,355,000	5,045,000	4,715,000	4,365,000	3,995,000	3,600,000
G.O. BONDS OUTSTANDING/ASSESSED VALUE	9.36%	8.82%	8.13%	7.79%	7.29%	6.92%	6.39%	0.00%	0.00%	0.00%	0.00%



EXHIBIT III (FINANCING DISTRICT)  
 SMPG METROPOLITAN DISTRICT #4  
 CASH FLOW FORECASTS - DEBT SERVICE FUND  
 FOR THE YEARS ENDING DECEMBER 31, 2004 THROUGH 2044

	2038	2039	2040	2041	2042	2043	2044	TOTALS
<b>KEY ASSUMPTIONS</b>								
ASSESSED VALUATION (SCHEDULE 3)	82,158,533	82,158,533	83,801,703	83,801,703	85,477,737	85,477,737	85,477,737	
MILL LEVY	12.00	12.00	12.00	12.00	12.00	12.00	12.00	
INCREMENTAL RESIDENTIAL UNITS ADDED	0	0	0	0	0	0	0	0
CUMULATIVE RESIDENTIAL UNITS	0	0	0	0	0	0	0	0
INCREMENTAL SQUARE FEET OF NON-RESIDENTIAL SPACE	0	0	0	0	0	0	0	0
CUMULATIVE SQUARE FEET OF NON-RESIDENTIAL SPACE	0	0	0	0	0	0	0	0
<b>CASH FLOW</b>								
<b>REVENUES</b>								
PROPERTY TAXES	985,902	985,902	1,005,620	1,005,620	1,025,733	1,025,733	1,025,733	23,209,926
SPECIFIC OWNERSHIP TAXES @ 5% OF PROPERTY TAXES	49,295	49,295	50,281	50,281	51,287	51,287	51,287	1,160,486
GENERAL OBLIGATION BOND ISSUES	0	0	0	0	0	0	0	8,000,000
INTEREST EARNINGS @ 2% OF BEGINNING FUNDS	17,272	19,700	22,123	24,883	27,723	30,991	34,227	437,419
TOTAL REVENUES	1,052,470	1,054,898	1,078,025	1,080,785	1,104,742	1,108,011	1,111,247	32,807,841
<b>EXPENDITURES</b>								
COUNTY TREASURER 3.0% COLLECTION FEE	29,577	29,577	30,169	30,169	30,772	30,772	30,772	696,298
ACCOUNTING & AUDIT	1,000	1,000	1,000	1,000	1,000	1,000	1,000	35,000
IGA PAYMENT TO SMPG MD #1 (SERVICE DISTRICT) @ 3 MILLS	246,476	246,476	251,405	251,405	256,433	256,433	256,433	5,802,481
TOTAL EXPENDITURES EXCLUDING DEBT SERVICE	277,053	277,053	282,574	282,574	288,205	288,205	288,205	6,533,779
<b>GENERAL OBLIGATION BONDS DEBT SERVICE:</b>								
SERIES 12/1/2010 \$5,250,000 @ 6.5%								
INTEREST @ 6.5%	234,000	206,700	177,450	146,250	113,100	78,000	40,300	8,399,950
PRINCIPAL REDUCTION	420,000	450,000	480,000	510,000	540,000	580,000	620,000	8,000,000
TOTAL DEBT SERVICE	654,000	656,700	657,450	656,250	653,100	658,000	660,300	16,399,950
G.O. BONDS OUTSTANDING @ 12/31	3,180,000	2,730,000	2,250,000	1,740,000	1,200,000	620,000	0	0
TRANSFER TO WILSON RANCH SERVICE MD FOR NOTE REDEMPTI:	0	0	0	0	0	0	0	7,680,000
COST OF BOND ISSUANCE (ESTIMATED @ 4%)	0	0	0	0	0	0	0	320,000
TOTAL EXPEND INCLUDE DEBT SERVICE & NOTE REDEMPTIONS	931,053	933,753	940,024	938,824	941,305	946,205	948,505	30,933,729
EXCESS REVENUES & BONDS OVER EXPENDITURES	121,417	121,145	138,001	141,961	163,437	161,806	162,742	1,874,112
BEGINNING FUNDS AVAILABLE - JANUARY 1	983,604	985,021	1,106,166	1,244,167	1,386,128	1,549,565	1,711,370	0
ENDING FUNDS AVAILABLE - DECEMBER 31	985,021	1,106,166	1,244,167	1,386,128	1,549,565	1,711,370	1,874,112	1,874,112
RESTRICTED CAPITALIZED INTEREST	0	0	0	0	0	0	0	0
UNRESTRICTED	985,021	1,106,166	1,244,167	1,386,128	1,549,565	1,711,370	1,874,112	1,874,112
TOTAL G.O. BONDS OUTSTANDING @ 12/31	3,180,000	2,730,000	2,250,000	1,740,000	1,200,000	620,000	0	0
G.O. BONDS OUTSTANDING/ASSESSED VALUE	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	

See Consultant's Report and Disclaimer

EXHIBIT V (FINANCING DISTRICT)  
 SMPG METROPOLITAN DISTRICT #5  
 CASH FLOW FORECASTS - DEBT SERVICE FUND  
 FOR THE YEARS ENDING DECEMBER 31, 2004 THROUGH 2040

WORKING DRAFT, SEPTEMBER 13, 2004  
 PRELIMINARY, SUBJECT TO CHANGE

	2004	2005	2006	2007	2008	2009	2010	2011	2012	2013	2014	2015
<b>KEY ASSUMPTIONS</b>												
ASSESSED VALUATION (SCH. 3)	0	0	0	0	0	0	0	100,000	250,000	1,206,864	8,779,795	14,046,368
MILL LEVY	0.00	0.00	0.00	0.00	40.00	40.00	40.00	40.00	40.00	40.00	40.00	40.00
INCREMENTAL RESIDENTIAL UNITS ADDED	0	0	0	0	0	0	0	0	325	332	341	0
CUMULATIVE RESIDENTIAL UNITS	0	0	0	0	0	0	0	0	325	657	998	998
INCREMENTAL SQUARE FEET OF NON-RESIDENTIAL SPACE	0	0	0	0	0	0	0	0	0	0	0	0
CUMULATIVE SQUARE FEET OF NON-RESIDENTIAL SPACE	0	0	0	0	0	0	0	0	0	0	0	0
<b>CASH FLOW</b>												
<b>REVENUES</b>												
PROPERTY TAXES	0	0	0	0	0	0	0	4,000	10,000	48,275	351,192	561,855
SPECIFIC OWNERSHIP TAXES @ 5% OF PROPERTY TAXES	0	0	0	0	0	0	0	200	500	2,414	17,560	28,093
GENERAL OBLIGATION BOND ISSUES (NON-RATED)	0	0	0	0	0	0	0	0	0	0	0	8,500,000
INTEREST EARNINGS @ 2% OF BEGINNING FUNDS	0	0	0	0	0	0	0	0	62	217	945	6,352
TOTAL REVENUES	0	0	0	0	0	0	0	4,200	10,562	50,905	369,696	9,096,299
<b>EXPENDITURES</b>												
COUNTY TREASURER 3.0% COLLECTION FEE	0	0	0	0	0	0	0	120	300	1,448	10,536	16,856
ACCOUNTING & AUDIT	0	0	0	0	0	0	0	1,000	2,500	12,069	87,798	140,464
IGA PAYMENT TO SMPG MD #1 (SERVICE DISTRICT) @ 10 MILLS	0	0	0	0	0	0	0	1,120	2,800	14,517	99,334	158,319
TOTAL EXPENDITURES EXCLUDING DEBT SERVICE	0	0	0	0	0	0	0	3,240	5,600	26,434	197,668	315,639
<b>GENERAL OBLIGATION BONDS DEBT SERVICE:</b>												
SERIES 12/1/2015 \$8,500,000 @ 6.5%	0	0	0	0	0	0	0	0	0	0	0	0
INTEREST @ 6.5%	0	0	0	0	0	0	0	0	0	0	0	0
PRINCIPAL REDUCTION	0	0	0	0	0	0	0	0	0	0	0	0
TOTAL DEBT SERVICE	0	0	0	0	0	0	0	0	0	0	0	0
G.O. BONDS OUTSTANDING @ 12/31	0	0	0	0	0	0	0	0	0	0	0	8,500,000
TRANSFER TO SMPG MD #1 FOR DEVELOPER NOTE REDEMPTION	0	0	0	0	0	0	0	0	0	0	0	8,160,000
COSTS OF BOND ISSUANCE (ESTIMATED @ 4%)	0	0	0	0	0	0	0	0	0	0	0	340,000
TOTAL EXPEND INCLUDE DEBT SERVICE & NOTE REDEMPTIONS	0	0	0	0	0	0	0	1,120	2,800	14,517	99,334	8,658,319
EXCESS REVENUES & BONDS OVER EXPENDITURES	0	0	0	0	0	0	0	3,080	7,762	36,388	270,362	437,980
BEGINNING FUNDS AVAILABLE - JANUARY 1	0	0	0	0	0	0	0	0	3,080	10,842	47,230	317,592
ENDING FUNDS AVAILABLE - DECEMBER 31	0	0	0	0	0	0	0	3,080	10,842	47,230	317,592	755,572
RESTRICTED CAPITALIZED INTEREST	0	0	0	0	0	0	0	0	0	0	0	0
UNRESTRICTED	0	0	0	0	0	0	0	3,080	10,842	47,230	317,592	755,572
TOTAL G.O. BONDS OUTSTANDING @ 12/31												8,500,000
G.O. BONDS OUTSTANDING/ASSESSED VALUE												42.76%

See Consultant's Report and Disclaimer

EXHIBIT V (FINANCING DISTRICT)  
 SMPG METROPOLITAN DISTRICT #8  
 CASH FLOW FORECASTS - DEBT SERVICE FUND  
 FOR THE YEARS ENDING DECEMBER 31, 2004 THROUGH 2040

KEY ASSUMPTIONS	2016	2017	2018	2019	2020	2021	2022	2023	2024	2025
ASSESSED VALUATION (SCH. 3)	19,880,160	19,880,160	20,277,764	20,277,764	20,683,319	20,683,319	21,096,985	21,096,985	21,518,925	21,518,925
MILL LEVY	40.00	40.00	40.00	40.00	40.00	40.00	40.00	40.00	40.00	40.00
INCREMENTAL RESIDENTIAL UNITS ADDED	0	0	0	0	0	0	0	0	0	0
CUMULATIVE RESIDENTIAL UNITS	998	998	998	998	998	998	998	998	998	998
INCREMENTAL SQUARE FEET OF NON-RESIDENTIAL SPACE	0	0	0	0	0	0	0	0	0	0
CUMULATIVE SQUARE FEET OF NON-RESIDENTIAL SPACE	0	0	0	0	0	0	0	0	0	0
<b>CASH FLOW</b>										
<b>REVENUES</b>										
PROPERTY TAXES	795,206	795,206	811,111	811,111	827,333	827,333	843,879	843,879	860,757	860,757
SPECIFIC OWNERSHIP TAXES @ 5% OF PROPERTY TAXES	39,760	39,760	40,566	40,566	41,367	41,367	42,194	42,194	43,038	43,038
GENERAL OBLIGATION BOND ISSUES (NON-RATED)	0	0	0	0	0	0	0	0	0	0
INTEREST EARNINGS @ 2% OF BEGINNING FUNDS	15,111	13,590	12,033	10,698	9,257	8,077	6,828	5,781	4,706	3,881
TOTAL REVENUES	850,078	848,557	863,699	862,384	877,956	876,777	892,901	891,854	908,501	907,676
<b>EXPENDITURES</b>										
COUNTY TREASURER 3.0% COLLECTION FEE	23,856	23,856	24,333	24,333	24,820	24,820	25,316	25,316	25,823	25,823
ACCOUNTING & AUDIT	1,000	1,000	1,000	1,000	1,000	1,000	1,000	1,000	1,000	1,000
I&A PAYMENT TO SMPG MD #1 (SERVICE DISTRICT) @ 10 MILLS	198,802	198,802	202,778	202,778	208,833	206,833	210,970	210,970	215,189	215,189
TOTAL EXPENDITURES EXCLUDING DEBT SERVICE	223,658	223,658	228,111	228,111	232,653	232,653	237,286	237,286	242,012	242,012
<b>GENERAL OBLIGATION BONDS DEBT SERVICE:</b>										
SERIES 12/1/2015 \$8,500,000 @ 6.5%										
INTEREST @ 6.5%	552,500	542,750	532,350	521,300	509,275	496,600	482,950	468,325	452,725	436,150
PRINCIPAL REDUCTION	150,000	160,000	170,000	185,000	195,000	210,000	225,000	240,000	255,000	270,000
TOTAL DEBT SERVICE	702,500	702,750	702,350	706,300	704,275	706,600	707,950	708,325	707,725	706,150
G.O. BONDS OUTSTANDING @ 12/31	8,350,000	8,190,000	8,020,000	7,835,000	7,640,000	7,430,000	7,205,000	6,965,000	6,710,000	6,440,000
TRANSFER TO SMPG MD #1 FOR DEVELOPER NOTE REDEMPTION	0	0	0	0	0	0	0	0	0	0
COSTS OF BOND ISSUANCE (ESTIMATED @ 4%)	0	0	0	0	0	0	0	0	0	0
TOTAL EXPEND INCLUDE DEBT SERVICE & NOTE REDEMPTIONS	926,158	926,408	930,461	934,411	936,928	939,253	945,236	945,611	949,737	948,162
EXCESS REVENUES & BONDS OVER EXPENDITURES	(76,080)	(77,851)	(66,762)	(72,047)	(58,972)	(52,477)	(52,335)	(53,757)	(41,236)	(40,486)
BEGINNING FUNDS AVAILABLE - JANUARY 1	756,572	679,482	601,641	534,879	462,832	403,860	341,383	289,048	235,291	194,055
ENDING FUNDS AVAILABLE - DECEMBER 31	679,492	601,641	534,879	462,832	403,860	341,383	289,048	235,291	194,055	153,569
RESTRICTED CAPITALIZED INTEREST	0	0	0	0	0	0	0	0	0	0
UNRESTRICTED	679,492	601,641	534,879	462,832	403,860	341,383	289,048	235,291	194,055	153,569
TOTAL G.O. BONDS OUTSTANDING @ 12/31	8,350,000	8,190,000	8,020,000	7,835,000	7,640,000	7,430,000	7,205,000	6,965,000	6,710,000	6,440,000
G.O. BONDS OUTSTANDING/ASSESSED VALUE	42.00%	40.39%	39.55%	37.89%	36.94%	35.22%	34.15%	32.37%	31.18%	29.34%

EXHIBIT V (FINANCING DISTRICT)  
 SMPG METROPOLITAN DISTRICT #5  
 CASH FLOW FORECASTS - DEBT SERVICE FUND  
 FOR THE YEARS ENDING DECEMBER 31, 2004 THROUGH 2040

	2026	2027	2028	2029	2030	2031	2032	2033	2034	2035
<b>KEY ASSUMPTIONS</b>										
ASSESSED VALUATION (SCH. 3)	21,949,303	21,949,303	22,388,290	22,836,055	23,292,776	23,292,776	23,758,632	23,758,632	24,233,805	24,233,805
MILL LEVY	40.00	40.00	40.00	40.00	40.00	40.00	40.00	40.00	40.00	40.00
INCREMENTAL RESIDENTIAL UNITS ADDED	0	0	0	0	0	0	0	0	0	0
CUMULATIVE RESIDENTIAL UNITS	998	998	998	998	998	998	998	998	998	998
INCREMENTAL SQUARE FEET OF NON-RESIDENTIAL SPACE	0	0	0	0	0	0	0	0	0	0
CUMULATIVE SQUARE FEET OF NON-RESIDENTIAL SPACE	0	0	0	0	0	0	0	0	0	0
<b>CASH FLOW</b>										
<b>REVENUES</b>										
PROPERTY TAXES	877,972	877,972	896,532	913,442	931,711	931,711	950,345	950,345	969,352	969,352
SPECIFIC OWNERSHIP TAXES @ 5% OF PROPERTY TAXES	43,899	43,899	44,777	45,672	46,586	46,586	47,517	47,517	48,468	48,468
GENERAL OBLIGATION BOND ISSUES (NON-RATED)	0	0	0	0	0	0	0	0	0	0
INTEREST EARNINGS @ 2% OF BEGINNING FUNDS	3,071	2,562	2,012	1,719	1,717	1,946	2,160	2,679	3,255	4,113
TOTAL REVENUES	924,942	924,432	942,320	960,833	980,014	980,243	1,000,023	1,000,542	1,021,075	1,021,933
<b>EXPENDITURES</b>										
COUNTY TREASURER 3.0% COLLECTION FEE	26,339	26,339	26,866	27,403	27,951	27,951	28,510	28,510	29,081	29,081
ACCOUNTING & AUDIT	1,000	1,000	1,000	1,000	1,000	1,000	1,000	1,000	1,000	1,000
I&A PAYMENT TO SMPG MD #1 (SERVICE DISTRICT) @ 10 MILLS	219,493	219,493	223,883	228,361	232,928	232,928	237,586	237,586	242,338	242,338
TOTAL EXPENDITURES EXCLUDING DEBT SERVICE	246,832	246,832	251,749	256,764	261,879	261,879	267,097	267,097	272,419	272,419
GENERAL OBLIGATION BONDS DEBT SERVICE:										
SERIES 12/1/2015 \$8,500,000 @ 6.5%										
INTEREST @ 6.5%	418,600	400,075	380,250	359,125	336,700	312,650	286,975	259,675	230,750	199,875
PRINCIPAL REDUCTION	285,000	305,000	325,000	345,000	370,000	395,000	420,000	445,000	475,000	505,000
TOTAL DEBT SERVICE	703,600	705,075	705,250	704,125	706,700	707,650	706,975	704,675	705,750	704,875
G.O. BONDS OUTSTANDING @ 12/31	6,155,000	5,850,000	5,525,000	5,180,000	4,810,000	4,415,000	3,995,000	3,550,000	3,075,000	2,570,000
TRANSFER TO SMPG MD #1 FOR DEVELOPER NOTE REDEMPTION	0	0	0	0	0	0	0	0	0	0
COSTS OF BOND ISSUANCE (ESTIMATED @ 4%)	0	0	0	0	0	0	0	0	0	0
TOTAL EXPEND INCLUDE DEBT SERVICE & NOTE REDEMPTIONS	950,432	951,907	956,999	960,889	968,579	969,529	974,072	971,772	978,169	977,294
EXCESS REVENUES & BONDS OVER EXPENDITURES	(25,490)	(27,475)	(14,679)	(56)	11,435	10,714	25,951	28,770	42,906	44,639
BEGINNING FUNDS AVAILABLE - JANUARY 1	153,599	128,079	100,604	85,925	85,869	97,304	108,018	133,969	162,739	205,645
ENDING FUNDS AVAILABLE - DECEMBER 31	128,079	100,604	85,925	85,869	97,304	108,018	133,969	162,739	205,645	250,284
RESTRICTED CAPITALIZED INTEREST	0	0	0	0	0	0	0	0	0	0
UNRESTRICTED	128,079	100,604	85,925	85,869	97,304	108,018	133,969	162,739	205,645	250,284
TOTAL G.O. BONDS OUTSTANDING @ 12/31	6,155,000	5,850,000	5,525,000	5,180,000	4,810,000	4,415,000	3,995,000	3,550,000	3,075,000	2,570,000
G.O. BONDS OUTSTANDING/ASSESSED VALUE	28.04%	26.13%	24.19%	22.24%	20.65%	18.58%	16.81%	14.65%	12.69%	10.40%

See Consultant's Report and Disclaimer

EXHIBIT V (FINANCING DISTRICT)  
 SMPG METROPOLITAN DISTRICT #5  
 CASH FLOW FORECASTS - DEBT SERVICE FUND  
 FOR THE YEARS ENDING DECEMBER 31, 2004 THROUGH 2040

	2036	2037	2038	2039	2040	TOTALS
<b>KEY ASSUMPTIONS</b>						
ASSESSED VALUATION (SCH. 3)	24,718,481	24,718,481	25,212,850	25,212,850	25,717,107	
MILL LEVY	40.00	40.00	40.00	40.00	40.00	
INCREMENTAL RESIDENTIAL UNITS ADDED	0	0	0	0	0	998
CUMULATIVE RESIDENTIAL UNITS	998	998	998	998	998	998
INCREMENTAL SQUARE FEET OF NON-RESIDENTIAL SPACE	0	0	0	0	0	0
CUMULATIVE SQUARE FEET OF NON-RESIDENTIAL SPACE	0	0	0	0	0	0
<b>CASH FLOW</b>						
<b>REVENUES</b>						
PROPERTY TAXES	2036	2037	2038	2039	2040	TOTALS
SPECIFIC OWNERSHIP TAXES @ 5% OF PROPERTY TAXES	988,739	988,739	1,008,514	1,008,514	1,028,684	23,542,819
GENERAL OBLIGATION BOND ISSUES (NON-RATED)	49,437	49,437	50,426	50,426	51,434	1,177,141
INTEREST EARNINGS @ 2% OF BEGINNING FUNDS	0	0	0	0	0	8,500,000
TOTAL REVENUES	1,043,182	1,044,348	1,066,302	1,067,869	1,090,639	33,380,720
<b>EXPENDITURES</b>						
COUNTY TREASURER 3.0% COLLECTION FEE	29,662	29,662	30,255	30,255	30,861	706,285
ACCOUNTING & AUDIT	1,000	1,000	1,000	1,000	1,000	28,000
IGA PAYMENT TO SMPG MD #1 (SERVICE DISTRICT) @ 10 MILLS	247,185	247,185	252,129	252,129	257,171	5,885,705
TOTAL EXPENDITURES EXCLUDING DEBT SERVICE	277,847	277,847	283,384	283,384	289,032	6,619,999
<b>GENERAL OBLIGATION BONDS DEBT SERVICE:</b>						
SERIES 12/1/2015 \$8,500,000 @ 6.5%						
INTEREST @ 6.5%	167,060	131,960	94,575	54,925	12,675	8,640,775
PRINCIPAL REDUCTION	540,000	575,000	610,000	650,000	195,000	8,500,000
TOTAL DEBT SERVICE	707,060	706,960	704,575	704,925	207,675	17,140,775
G.O. BONDS OUTSTANDING @ 12/31	2,030,000	1,455,000	845,000	195,000	0	0
<b>TRANSFER TO SMPG MD #1 FOR DEVELOPER NOTE REDEMPTION</b>						
	0	0	0	0	0	8,160,000
<b>COSTS OF BOND ISSUANCE (ESTIMATED @ 4%)</b>						
	0	0	0	0	0	340,000
<b>TOTAL EXPEND INCLUDE DEBT SERVICE &amp; NOTE REDEMPTIONS</b>						
	984,897	984,797	987,959	988,309	496,707	32,260,764
<b>EXCESS REVENUES &amp; BONDS OVER EXPENDITURES</b>						
	58,285	59,551	78,343	79,560	593,932	1,119,955
<b>BEGINNING FUNDS AVAILABLE - JANUARY 1</b>						
	250,284	308,569	368,120	446,463	526,023	0
<b>ENDING FUNDS AVAILABLE - DECEMBER 31</b>						
	308,569	368,120	446,463	526,023	1,119,955	1,119,955
<b>RESTRICTED CAPITALIZED INTEREST</b>						
	0	0	0	0	0	0
<b>UNRESTRICTED</b>						
	308,569	368,120	446,463	526,023	1,119,955	1,119,955
<b>TOTAL G.O. BONDS OUTSTANDING @ 12/31</b>						
	2,030,000	1,455,000	845,000	195,000	0	0
<b>G.O. BONDS OUTSTANDING/ASSESSED VALUE</b>						
	8.21%	5.77%	3.35%	0.76%		

EXHIBIT VI (FINANCING DISTRICT)  
 SMPG METROPOLITAN DISTRICT #6  
 CASH FLOW FORECASTS - DEBT SERVICE FUND  
 FOR THE YEARS ENDING DECEMBER 31, 2004 THROUGH 2044

WORKING DRAFT, SEPTEMBER 13, 2004  
 PRELIMINARY, SUBJECT TO CHANGE

	2004	2005	2006	2007	2008	2009	2010	2011	2012	2013	2014	2015	2016
<b>KEY ASSUMPTIONS</b>													
ASSESSED VALUATION (SCH. 5)	0	0	0	0	0	0	0	0	0	0	100,000	250,000	1,255,621
MILL LEVY	0.00	0.00	0.00	0.00	40.00	40.00	40.00	40.00	40.00	40.00	40.00	40.00	40.00
INCREMENTAL RESIDENTIAL UNITS ADDED	0	0	0	0	0	0	0	0	0	0	0	249	258
CUMULATIVE RESIDENTIAL UNITS	0	0	0	0	0	0	0	0	0	0	0	249	507
INCREMENTAL SQUARE FEET OF NON-RESIDENTIAL SPACE	0	0	0	0	0	0	0	0	0	0	0	0	0
CUMULATIVE SQUARE FEET OF NON-RESIDENTIAL SPACE	0	0	0	0	0	0	0	0	0	0	0	0	0
<b>CASH FLOW</b>													
<b>REVENUES</b>													
PROPERTY TAXES	0	0	0	0	0	0	0	0	0	0	4,000	10,000	50,226
SPECIFIC OWNERSHIP TAXES @ 5% OF PROPERTY TAXES	0	0	0	0	0	0	0	0	0	0	200	500	2,511
GENERAL OBLIGATION BOND ISSUES (NON-RATED)	0	0	0	0	0	0	0	0	0	0	0	62	197
INTEREST EARNINGS @ 2% OF BEGINNING FUNDS	0	0	0	0	0	0	0	0	0	0	4,200	10,562	52,933
TOTAL REVENUES	0	0	0	0	0	0	0	0	0	0	4,200	10,562	52,933
<b>EXPENDITURES</b>													
COUNTY TREASURER 3.0% COLLECTION FEE	0	0	0	0	0	0	0	0	0	0	120	300	1,507
ACCOUNTING & AUDIT	0	0	0	0	0	0	0	0	0	0	0	1,000	1,000
IGA PAYMENT TO SMPG MD #1 (SERVICE DISTRICT) @ 10 MILLS	0	0	0	0	0	0	0	0	0	0	1,000	2,500	12,558
TOTAL EXPENDITURES EXCLUDING DEBT SERVICE	0	0	0	0	0	0	0	0	0	0	1,120	3,800	15,063
<b>GENERAL OBLIGATION BONDS DEBT SERVICE:</b>													
SERIES 12/1/2018 \$6,250,000 @ 6.5%	0	0	0	0	0	0	0	0	0	0	0	0	0
INTEREST @ 6.5%	0	0	0	0	0	0	0	0	0	0	0	0	0
PRINCIPAL REDUCTION	0	0	0	0	0	0	0	0	0	0	0	0	0
TOTAL DEBT SERVICE	0	0	0	0	0	0	0	0	0	0	0	0	0
G.O. BONDS OUTSTANDING @ 12/31	0	0	0	0	0	0	0	0	0	0	0	0	0
TRANSFER TO SMPG MD #1 FOR DEVELOPER NOTE REDEMPTION	0	0	0	0	0	0	0	0	0	0	0	0	0
<b>COSTS OF BOND ISSUANCE (ESTIMATED @ 4%)</b>	0	0	0	0	0	0	0	0	0	0	0	0	0
TOTAL EXPEND INCLUDE DEBT SERVICE & NOTE REDEMPTIONS	0	0	0	0	0	0	0	0	0	0	1,120	3,800	15,063
<b>EXCESS REVENUES &amp; BONDS OVER EXPENDITURES</b>	0	0	0	0	0	0	0	0	0	0	3,080	6,762	37,870
<b>BEGINNING FUNDS AVAILABLE - JANUARY 1</b>	0	0	0	0	0	0	0	0	0	0	0	3,080	9,842
<b>ENDING FUNDS AVAILABLE - DECEMBER 31</b>	0	0	0	0	0	0	0	0	0	0	3,080	9,842	47,712
<b>RESTRICTED CAPITALIZED INTEREST</b>	0	0	0	0	0	0	0	0	0	0	0	0	0
<b>UNRESTRICTED</b>	0	0	0	0	0	0	0	0	0	0	3,080	9,842	47,712
<b>TOTAL G.O. BONDS OUTSTANDING @ 12/31</b>												0	0
<b>G.O. BONDS OUTSTANDING/ASSESSED VALUE</b>												0.00%	0.00%

EXHIBIT VI (FINANCING DISTRICT)  
 SMPG METROPOLITAN DISTRICT #6  
 CASH FLOW FORECASTS - DEBT SERVICE FUND  
 FOR THE YEARS ENDING DECEMBER 31, 2004 THROUGH 2044

KEY ASSUMPTIONS	2017	2018	2019	2020	2021	2022	2023	2024	2025	2026	2027	2028
ASSESSED VALUATION (SCH. 5)	1,235,339	11,125,104	15,012,366	15,012,366	15,312,614	15,312,614	15,618,866	15,618,866	15,931,243	15,931,243	16,249,868	16,249,868
MILL LEVY	40.00	40.00	40.00	40.00	40.00	40.00	40.00	40.00	40.00	40.00	40.00	40.00
INCREMENTAL RESIDENTIAL UNITS ADDED	264	0	0	0	0	0	0	0	0	0	0	0
CUMULATIVE RESIDENTIAL UNITS	771	771	771	771	771	771	771	771	771	771	771	771
INCREMENTAL SQUARE FEET OF NON-RESIDENTIAL SPACE	0	0	0	0	0	0	0	0	0	0	0	0
CUMULATIVE SQUARE FEET OF NON-RESIDENTIAL SPACE	0	0	0	0	0	0	0	0	0	0	0	0
<b>CASH FLOW</b>												
<b>REVENUES</b>												
PROPERTY TAXES	289,414	445,004	600,495	600,495	612,505	612,505	624,755	624,755	637,250	637,250	649,995	649,995
SPECIFIC OWNERSHIP TAXES @ 5% OF PROPERTY TAXES	14,471	22,250	30,025	30,025	30,625	30,625	31,238	31,238	31,862	31,862	32,500	32,500
GENERAL OBLIGATION BOND ISSUES (NON-RATED)	0	6,250,000	0	0	0	0	0	0	0	0	0	0
INTEREST EARNINGS @ 2% OF BEGINNING FUNDS	954	5,410	14,452	13,743	13,157	12,694	12,277	12,010	11,813	11,793	11,774	11,865
TOTAL REVENUES	304,839	6,722,665	644,971	644,263	656,287	656,824	668,270	668,002	680,925	680,905	694,268	694,460
<b>EXPENDITURES</b>												
COUNTY TREASURER 3.0% COLLECTION FEE	8,682	13,350	18,015	18,015	18,375	18,375	18,743	18,743	19,117	19,117	19,500	19,500
ACCOUNTING & AUDIT	1,000	1,000	1,000	1,000	1,000	1,000	1,000	1,000	1,000	1,000	1,000	1,000
IGA PAYMENT TO SMPG MD #1 (SERVICE DISTRICT) @ 10 MILLS	72,353	111,251	150,124	150,124	153,126	153,126	156,189	156,189	159,312	159,312	162,499	162,499
TOTAL EXPENDITURES EXCLUDING DEBT SERVICE	82,036	125,601	169,139	169,139	172,501	172,501	175,931	175,931	179,430	179,430	182,999	182,999
<b>GENERAL OBLIGATION BONDS DEBT SERVICE:</b>												
SERIES 12/1/2018 \$6,250,000 @ 6.5%												
INTEREST @ 6.5%	0	0	406,250	399,425	391,950	384,150	375,700	366,925	357,500	347,425	336,700	325,325
PRINCIPAL REDUCTION	0	0	105,000	115,000	120,000	130,000	135,000	145,000	155,000	165,000	175,000	185,000
TOTAL DEBT SERVICE	0	0	511,250	504,425	506,950	504,150	509,700	501,925	502,500	502,425	501,700	500,325
G.O. BONDS OUTSTANDING @ 12/31	0	6,250,000	6,145,000	6,030,000	5,910,000	5,780,000	5,645,000	5,500,000	5,345,000	5,180,000	5,005,000	4,820,000
TRANSFER TO SMPG MD #1 FOR DEVELOPER NOTE REDEMPTION	0	5,899,200	0	0	0	0	0	0	0	0	0	0
COSTS OF BOND ISSUANCE (ESTIMATED @ 4%)	0	245,800	0	0	0	0	0	0	0	0	0	0
TOTAL EXPEND INCLUDE DEBT SERVICE & NOTE REDEMPTIONS	82,036	6,270,601	690,389	673,564	679,451	676,651	681,631	677,856	681,930	681,855	684,699	683,324
EXCESS REVENUES & BONDS OVER EXPENDITURES	222,803	452,063	(35,418)	(29,301)	(23,164)	(20,828)	(13,362)	(9,854)	(1,005)	(950)	9,570	11,136
BEGINNING FUNDS AVAILABLE - JANUARY 1	47,712	270,514	722,578	687,160	657,859	634,695	613,867	600,506	590,652	589,647	588,697	598,267
ENDING FUNDS AVAILABLE - DECEMBER 31	270,514	722,578	687,160	657,859	634,695	613,867	600,506	590,652	589,647	588,697	598,267	609,404
RESTRICTED CAPITALIZED INTEREST	0	105,000	0	0	0	0	0	0	0	0	0	0
UNRESTRICTED	270,514	617,578	687,160	657,859	634,695	613,867	600,506	590,652	589,647	588,697	598,267	609,404
TOTAL G.O. BONDS OUTSTANDING @ 12/31	0	6,250,000	6,145,000	6,030,000	5,910,000	5,780,000	5,645,000	5,500,000	5,345,000	5,180,000	5,005,000	4,820,000
G.O. BONDS OUTSTANDING/ASSESSED VALUE	0.00%	41.63%	40.93%	39.38%	38.60%	37.01%	36.14%	34.52%	33.55%	31.88%	30.80%	29.08%

See Consultant's Report and Disclaimer

EXHIBIT VI (FINANCING DISTRICT)  
 SMPG METROPOLITAN DISTRICT #6  
 CASH FLOW FORECASTS - DEBT SERVICE FUND  
 FOR THE YEARS ENDING DECEMBER 31, 2004 THROUGH 2044

KEY ASSUMPTIONS	2029		2030		2031		2032		2033		2034		2035		2036		2037		2038		2039		2040		
	16,574,865	40.00	16,574,865	40.00	16,906,363	40.00	16,906,363	40.00	17,244,490	40.00	17,244,490	40.00	17,589,380	40.00	17,589,380	40.00	17,941,167	40.00	17,941,167	40.00	18,299,991	40.00	18,299,991	40.00	
ASSESSED VALUATION (SCH. 5)																									
MILL LEVY		40.00		40.00		40.00		40.00		40.00		40.00		40.00		40.00		40.00		40.00		40.00		40.00	
INCREMENTAL RESIDENTIAL UNITS ADDED	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	
CUMULATIVE RESIDENTIAL UNITS	771	771	771	771	771	771	771	771	771	771	771	771	771	771	771	771	771	771	771	771	771	771	771	771	
INCREMENTAL SQUARE FEET OF NON-RESIDENTIAL SPACE	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	
CUMULATIVE SQUARE FEET OF NON-RESIDENTIAL SPACE	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	
<b>CASH FLOW</b>																									
<b>REVENUES</b>																									
PROPERTY TAXES	662,995		662,995		676,255		676,255		689,780		689,780		703,575		703,575		717,647		717,647		732,000		732,000		732,000
SPECIFIC OWNERSHIP TAXES @ 5% OF PROPERTY TAXES	33,150		33,150		33,813		33,813		34,489		34,489		35,179		35,179		35,882		35,882		36,600		36,600		36,600
GENERAL OBLIGATION BOND ISSUES (NON-RATED)	0		0		0		0		0		0		0		0		0		0		0		0		0
INTEREST EARNINGS @ 2% OF BEGINNING FUNDS	12,188		12,656		13,093		13,816		14,547		15,512		16,527		17,733		19,041		20,594		22,207		24,128		24,128
TOTAL REVENUES	708,332		708,800		723,160		723,884		738,815		739,780		755,261		756,467		772,570		774,123		790,807		792,728		792,728
<b>EXPENDITURES</b>																									
COUNTY TREASURER 3.0% COLLECTION FEE	19,890		19,890		20,288		20,288		20,693		20,693		21,107		21,107		21,529		21,529		21,960		21,960		21,960
ACCOUNTING & AUDIT	1,000		1,000		1,000		1,000		1,000		1,000		1,000		1,000		1,000		1,000		1,000		1,000		1,000
IGA PAYMENT TO SMPG MD #1 (SERVICE DISTRICT) @ 10 MILLS	165,749		165,749		169,064		169,064		172,445		172,445		175,894		175,894		179,412		179,412		183,000		183,000		183,000
TOTAL EXPENDITURES EXCLUDING DEBT SERVICE	186,638		186,638		190,351		190,351		194,138		194,138		198,001		198,001		201,941		201,941		205,960		205,960		205,960
GENERAL OBLIGATION BONDS DEBT SERVICE:																									
INTEREST @ 6.5%	313,300		300,300		286,650		272,025		256,425		239,850		221,976		203,125		182,975		161,525		138,775		114,400		114,400
PRINCIPAL REDUCTION	200,000		210,000		225,000		240,000		255,000		275,000		290,000		310,000		330,000		350,000		375,000		400,000		400,000
TOTAL DEBT SERVICE	498,300		500,300		496,650		497,025		496,425		494,850		496,976		493,125		492,975		491,525		488,775		489,400		489,400
G.O. BONDS OUTSTANDING @ 12/31	4,620,000		4,410,000		4,185,000		3,945,000		3,690,000		3,415,000		3,125,000		2,815,000		2,485,000		2,135,000		1,760,000		1,360,000		1,360,000
TRANSFER TO SMPG MD #1 FOR DEVELOPER NOTE REDEMPTION	0		0		0		0		0		0		0		0		0		0		0		0		0
COSTS OF BOND ISSUANCE (ESTIMATED @ 4%)	0		0		0		0		0		0		0		0		0		0		0		0		0
TOTAL EXPEND INCLUDE DEBT SERVICE & NOTE REDEMPTIONS	684,938		686,938		687,001		687,376		690,563		688,988		694,976		691,126		694,916		693,466		694,735		695,360		695,360
EXCESS REVENUES & BONDS OVER EXPENDITURES	23,394		21,862		36,159		36,507		48,252		50,792		60,305		65,361		77,654		80,657		96,072		97,368		97,368
BEGINNING FUNDS AVAILABLE - JANUARY 1	609,404		632,798		654,659		690,819		727,326		775,578		826,370		886,675		952,036		1,029,690		1,110,347		1,206,418		1,206,418
ENDING FUNDS AVAILABLE - DECEMBER 31	632,798		654,659		690,819		727,326		775,578		826,370		886,675		952,036		1,029,690		1,110,347		1,206,418		1,303,786		1,303,786
RESTRICTED CAPITALIZED INTEREST	0		0		0		0		0		0		0		0		0		0		0		0		0
UNRESTRICTED	632,798		654,659		690,819		727,326		775,578		826,370		886,675		952,036		1,029,690		1,110,347		1,206,418		1,303,786		1,303,786
TOTAL G.O. BONDS OUTSTANDING @ 12/31	4,620,000		4,410,000		4,185,000		3,945,000		3,690,000		3,415,000		3,125,000		2,815,000		2,485,000		2,135,000		1,760,000		1,360,000		1,360,000
G.O. BONDS OUTSTANDING/ASSESSED VALUE	27.87%		26.08%		24.75%		22.88%		21.40%		19.42%		17.77%		15.69%		13.85%		11.67%		9.62%		7.29%		7.29%



EXHIBIT VI (FINANCING DISTRICT)  
 SMPG METROPOLITAN DISTRICT #6  
 CASH FLOW FORECASTS - DEBT SERVICE FUND  
 FOR THE YEARS ENDING DECEMBER 31, 2004 THROUGH 2044

KEY ASSUMPTIONS

	2041	2042	2043	2044	TOTALS
ASSESSED VALUATION (SCH. 5)	18,665,991	18,665,991	19,039,310	19,039,310	771
MILL LEVY	40.00	40.00	40.00	40.00	771
INCREMENTAL RESIDENTIAL UNITS ADDED	0	0	0	0	0
CUMULATIVE RESIDENTIAL UNITS	771	771	771	771	771
INCREMENTAL SQUARE FEET OF NON-RESIDENTIAL SPACE	0	0	0	0	0
CUMULATIVE SQUARE FEET OF NON-RESIDENTIAL SPACE	0	0	0	0	0

CASH FLOW

	2041	2042	2043	2044	TOTALS
<u>REVENUES</u>					
PROPERTY TAXES	746,640	746,640	761,572	761,572	18,429,564
SPECIFIC OWNERSHIP TAXES @ 5% OF PROPERTY TAXES	37,332	37,332	38,079	38,079	921,478
GENERAL OBLIGATION BOND ISSUES (NON-RATED)	0	0	0	0	6,250,000
INTEREST EARNINGS @ 2% OF BEGINNING FUNDS	26,076	28,307	30,636	33,327	452,690
TOTAL REVENUES	810,047	812,279	830,287	832,978	26,053,732

EXPENDITURES

COUNTY TREASURER 3.0% COLLECTION FEE	22,399	22,399	22,847	22,847	552,887
ACCOUNTING & AUDIT	1,000	1,000	1,000	1,000	30,000
IGA PAYMENT TO SMPG MD #1 (SERVICE DISTRICT) @ 10 MILLS	186,660	186,660	190,393	190,393	4,607,391
TOTAL EXPENDITURES EXCLUDING DEBT SERVICE	210,059	210,059	214,240	214,240	5,190,278

GENERAL OBLIGATION BONDS DEBT SERVICE:

SERIES 12/1/2016 \$6,250,000 @ 6.5%					
INTEREST @ 6.5%	88,400	60,775	31,525	0	6,563,375
PRINCIPAL REDUCTION	425,000	450,000	485,000	0	6,250,000
TOTAL DEBT SERVICE	488,400	485,775	481,525	0	12,813,375
G.O. BONDS OUTSTANDING @ 12/31	935,000	485,000	0	0	0

TRANSFER TO SMPG MD #1 FOR DEVELOPER NOTE REDEMPTION

	0	0	0	0	5,899,200
COSTS OF BOND ISSUANCE (ESTIMATED @ 4%)	0	0	0	0	245,800

TOTAL EXPEND INCLUDE DEBT SERVICE & NOTE REDEMPTIONS

	698,459	695,834	695,765	214,240	24,148,653
EXCESS REVENUES & BONDS OVER EXPENDITURES	111,588	116,445	134,522	618,738	2,285,079

BEGINNING FUNDS AVAILABLE - JANUARY 1

	1,303,796	1,415,375	1,531,820	1,666,342	0
ENDING FUNDS AVAILABLE - DECEMBER 31	1,415,375	1,531,820	1,666,342	2,285,079	2,285,079
RESTRICTED CAPITALIZED INTEREST	0	0	0	0	0
UNRESTRICTED	1,415,375	1,531,820	1,666,342	2,285,079	2,285,079

TOTAL G.O. BONDS OUTSTANDING @ 12/31

	935,000	485,000	0	0	0
G.O. BONDS OUTSTANDING/ASSESSED VALUE	5.01%	2.55%	0.00%	0	0

SCHEDULE 1 (FINANCING DISTRICT)  
 SMWG METROPOLITAN DISTRICT #2  
 PROJECTED ASSESSED VALUATION - BUILDOUT  
 FOR THE YEARS ENDING DECEMBER 31, 2004 THROUGH 2014

WORKING DRAFT, SEPTEMBER 13, 2004  
 PRELIMINARY, SUBJECT TO CHANGE

Description of Unit	Planned Development Group:			2004	2005	2006	2007	2008	2009	2010	2011	2012	2013
	Number of Units	Average Per Unit Price	Total Gross Unit Volume										
PA 1 Multi Family	100	147,333	14,733,300	0	0	8	92	0	0	0	0	0	0
PA 2 Single Family	41	232,105	9,516,305	0	0	24	17	0	0	0	0	0	0
PA 2 Single Family	62	192,265	11,920,430	0	0	36	26	0	0	0	0	0	0
PA 3 Single Family	48	215,147	10,327,056	0	0	28	20	0	0	0	0	0	0
PA 3 Single Family	59	255,041	15,047,419	0	0	34	25	0	0	0	0	0	0
PA 4 Single Family	113	232,105	26,227,865	0	0	35	49	0	0	0	0	0	0
PA 5 Single Family	46	299,207	13,763,522	0	0	27	19	0	0	0	0	0	0
PA 6 Single Family	14	4,740,050	66,160,700	0	0	8	6	0	0	0	0	0	0
PA 7 Single Family	34	338,575	11,511,550	0	0	20	14	0	0	0	0	0	0
PA 7 Single Family	12	382,020	4,584,240	0	0	3	9	0	0	0	0	0	0
PA 8 Single Family	41	299,207	12,267,487	0	0	0	24	0	0	0	0	0	0
PA 9 Single Family	21	192,265	4,037,565	0	0	0	12	0	0	0	0	0	0
PA 9 Single Family	11	215,147	2,366,617	0	0	0	6	0	0	0	0	0	0
PA 10 Single Family	12	215,147	2,581,764	0	0	0	7	0	0	0	0	0	0
PA 10 Single Family	72	299,207	21,542,904	0	0	0	0	42	0	0	0	0	0
PA 11 Single Family	44	215,147	9,466,468	0	0	0	0	25	0	0	0	0	0
PA 11 Single Family	41	255,041	10,456,681	0	0	0	4	0	0	0	0	0	0
PA 12 Town Home	42	164,144	6,894,048	0	0	0	24	0	0	0	0	0	0
PA 13 Single Family	88	192,265	16,922,680	0	0	0	9	0	0	0	0	0	0
PA 13 Single Family	15	2,883,975	43,258,125	0	0	0	0	6	0	0	0	0	0
PA 13 Single Family	58	232,105	13,462,090	0	0	0	0	34	0	0	0	0	0
PA 13 Single Family	17	299,207	5,086,519	0	0	0	0	10	0	0	0	0	0
PA 14 Single Family	15	299,207	4,488,105	0	0	0	0	9	0	0	0	0	0
PA 14 Single Family	43	338,575	14,556,725	0	0	0	0	7	0	0	0	0	0
PA 14 Single Family	39	382,020	14,898,780	0	0	0	0	10	0	0	0	0	0
Total Residential - Increm.	1,088	240,532	261,808,137	0	0	223	363	10	161	24	5	0	0
Total Residential - Cumulat.	1,088	240,532	261,808,137	0	0	223	586	922	1,083	1,088	1,088	1,088	1,088
Non Residential Sq. Ft.:	0	100	0	0	0	0	0	0	0	0	0	0	0
(Cumulative)	0	100	0	0	0	0	0	0	0	0	0	0	0
Total Value - Entire Project			261,808,137										

Actual Values:

Residential Living Units	0	0	0	0	0	55,194,658	79,421,098	78,938,727	46,343,554	1,910,100	0	0	0
Commercial Property	0	0	0	0	0	4,000,000	(4,000,000)	0	0	0	0	0	0
Vacant Land	0	0	0	0	0	59,194,658	75,421,098	74,938,727	46,343,554	1,910,100	0	0	0
Total Actual Values	0	0	0	0	0	63,194,658	138,615,756	213,554,483	259,898,037	261,808,137	261,808,137	261,808,137	261,808,137

Assessed Values:

Residential Living Units @ 7.96% of Actual Value	0	0	0	0	0	4,393,495	6,321,919	6,283,523	3,688,947	152,044	0	0	0
Commercial Property @ 29% of Actual Value	0	0	0	0	0	1,160,000	(1,160,000)	0	0	0	0	0	0
Vacant Land @ 29% of Actual Value	0	0	0	0	0	1,160,000	5,161,919	5,123,523	3,688,947	152,044	0	0	0
Total Assessed Values	0	0	0	0	0	5,553,495	11,875,414	16,998,928	20,687,884	20,839,928	20,839,928	20,839,928	20,839,928
Total Assessed Values - Cumulative	0	0	0	0	0	5,553,495	11,875,414	17,338,916	21,101,641	21,681,861	22,115,498	22,115,498	22,115,498
Total Assessed Values - Cum. 2% Biennial Net Increases after 2009	0	0	0	0	0	6,713,495	11,875,414	17,338,916	21,101,641	21,681,861	22,115,498	22,115,498	22,115,498

Year Assessed Valuation Certified To SMPG MD #2  
 Year Taxes Received By SMPG MD #2

2005	2006	2007	2008	2009	2010	2011	2012	2013	2014	2015
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SCHEDULE 1 (FINANCING DISTRICT)  
 SMPG METROPOLITAN DISTRICT #2  
 PROJECTED ASSESSED VALUATION - BUILDOUT  
 FOR THE YEARS ENDING DECEMBER 31, 2004 THROUGH 2014

BUILDOUT - Source: Sage Development Group:					
Description of Unit	Planned Number of Units	Average Per Unit Price	Total Gross Unit Volume	2014	TOTAL
<b>Residential Units</b>					
PA 1 Multi Family	100	147,333	14,733,300	0	100
PA 2 Single Family	41	232,105	9,516,305	0	41
PA 2 Single Family	62	192,265	11,920,430	0	62
PA 3 Single Family	48	215,147	10,327,056	0	48
PA 3 Single Family	59	255,041	15,047,419	0	59
PA 4 Single Family	113	232,105	26,227,865	0	113
PA 5 Single Family	46	299,207	13,763,522	0	46
PA 6 Single Family	14	338,575	4,740,050	0	14
PA 7 Single Family	34	338,575	11,511,550	0	34
PA 7 Single Family	12	382,020	4,584,240	0	12
PA 8 Single Family	41	299,207	12,267,487	0	41
PA 9 Single Family	21	192,265	4,037,585	0	21
PA 9 Single Family	11	215,147	2,366,617	0	11
PA 10 Single Family	12	215,147	2,581,764	0	12
PA 10 Single Family	72	299,207	21,542,904	0	72
PA 11 Single Family	44	215,147	9,466,468	0	44
PA 11 Single Family	41	255,041	10,456,681	0	41
PA 12 Town Home	42	164,144	6,894,048	0	42
PA 12 Town Home	88	164,144	14,444,672	0	88
PA 13 Single Family	15	192,265	2,883,975	0	15
PA 13 Single Family	58	232,105	13,462,090	0	58
PA 13 Single Family	17	299,207	5,086,519	0	17
PA 14 Single Family	15	299,207	4,488,105	0	15
PA 14 Single Family	43	338,575	14,558,725	0	43
PA 14 Single Family	39	382,020	14,898,780	0	39
Total Residential - Increm.	1,088	240,632	261,808,137	0	1,088
Total Residential - Cumulat.	1,088	240,632	261,808,137	1,088	1,088
Non Residential Sq. Ft. (Cumulative)	0	100	0	0	0
Total Value - Entire Project			261,808,137	0	0

**Actual Values:**

Residential Living Units	0	261,808,137
Commercial Property	0	0
Vacant Land	0	0
<b>Total Actual Values</b>	0	261,808,137
<b>Total Actual Values - Cumulative</b>		261,808,137

**Assessed Values:**

Residential Living Units @ 7.96% of Actual Value	0	20,839,928
Commercial Property @ 29% of Actual Value	0	0
Vacant Land @ 29% of Actual Value	0	0
<b>Total Assessed Values</b>	0	20,839,928
<b>Total Assessed Values - Cumulative</b>		20,839,928
Total Assessed Values - Cum. 2% Biennial Net Increases after 2009		22,557,808

<b>Year Assessed Valuation Certified To SMPG MD #2</b>	2015	2015
<b>Year Taxes Received By SMPG MD #2</b>	2016	2016

See Consultant's Report and Disclaimer

SCHEDULE 2 (FINANCING DISTRICT)  
 SMPG METROPOLITAN DISTRICT #3  
 PROJECTED ASSESSED VALUATION - BUILDOUT  
 FOR THE YEARS ENDING DECEMBER 31, 2004 THROUGH 2014

WORKING DRAFT, SEPTEMBER 13, 2004  
 PRELIMINARY, SUBJECT TO CHANGE

Description of Unit	BUILDOUT - Source: Sage Development Group:			2004	2005	2006	2007	2008	2009	2010	2011	2012	2013
	Planned Number of Units	Average Per Unit Price	Total Gross Unit Volume										
Residential Units													
PA 1 Multi Family	136	147,333	20,037,288	0	0	0	0	0	45	45	46	0	0
PA 1 Town Home	110	164,144	18,056,840	0	0	0	0	0	36	37	37	0	0
PA 2 Single Family	44	255,041	11,221,804	0	0	0	0	0	14	15	15	0	0
PA 2 Single Family	88	299,207	26,330,216	0	0	0	0	0	29	29	30	0	0
PA 3 Town Home	52	164,144	8,535,488	0	0	0	0	0	17	17	18	0	0
PA 3 Single Family	45	192,265	8,651,925	0	0	0	0	0	15	15	15	0	0
PA 3 Single Family	46	215,147	9,896,762	0	0	0	0	0	15	15	16	0	0
PA 4 Single Family	28	215,147	6,024,116	0	0	0	0	0	9	9	10	0	0
PA 4 Single Family	47	232,105	10,908,935	0	0	0	0	0	16	16	15	0	0
PA 4 Single Family	147	255,041	37,491,027	0	0	0	0	0	49	49	49	0	0
PA 5 Town Home	184	164,144	30,202,486	0	0	0	0	0	61	61	62	0	0
PA 5 Single Family	38	299,207	11,369,866	0	0	0	0	0	12	13	13	0	0
PA 5 Single Family	5	338,575	1,692,875	0	0	0	0	0	1	2	2	0	0
PA 6 Single Family	43	255,041	10,966,763	0	0	0	0	0	14	14	15	0	0
PA 6 Single Family	92	299,207	27,527,044	0	0	0	0	0	30	31	31	0	0
PA 6 Single Family	38	338,575	12,865,850	0	0	0	0	0	12	13	13	0	0
Total Residential - Incrment.	1,143	220,278	251,778,295	0	0	0	0	0	375	381	387	0	0
Total Residential - Cumulat	1,143			0	0	0	0	0	375	756	1,143	1,143	1,143
Non Residential Sq. Ft.:	0	100	0	0	0	0	0	0	0	0	0	0	0
(Cumulative)	0		0	0	0	0	0	0	0	0	0	0	0
Total Value - Entire Project			251,778,295										

Actual Values:

Residential Living Units	0	0	0	0	0	0	0	0	82,386,913	84,081,662	85,309,720	0	0
Commercial Property	0	0	0	0	0	0	0	0	4,000,000	(4,000,000)	0	0	0
Vacant Land	0	0	0	0	0	0	0	0	86,386,913	80,081,662	81,309,720	0	0
Total Actual Values	0	0	0	0	0	0	0	0	170,468,575	251,778,295	251,778,295	251,778,295	251,778,295
Total Actual Values - Cumulative	0	0	0	0	0	0	0	0	170,468,575	251,778,295	251,778,295	251,778,295	251,778,295

Assessed Values:

Residential Living Units @ 7.96% of Actual Value	0	0	0	0	0	0	0	0	6,557,998	6,692,900	6,790,654	0	0
Commercial Property @ 29% of Actual Value	0	0	0	0	0	0	0	0	0	0	0	0	0
Vacant Land @ 29% of Actual Value	0	0	0	0	0	0	0	0	1,160,000	(1,160,000)	(1,160,000)	0	0
Total Assessed Values	0	0	0	0	0	0	0	0	7,717,998	5,532,900	5,630,654	0	0
Total Assessed Values - Cumulative	0	0	0	0	0	0	0	0	8,877,998	14,410,899	20,041,552	20,041,552	20,041,552
Total Assessed Values - Cum. 2% Biennial Net Increases after 2009	0	0	0	0	0	0	0	0	1,183,200	14,993,099	20,851,231	21,268,256	21,268,256

Year Assessed Valuation Certified To SMPG MD #3  
 Year Taxes Received By SMPG MD #3

2005	2006	2007	2008	2009	2010	2011	2012	2013	2014
0	0	0	0	0	0	0	0	0	0
0	0	0	0	0	0	0	0	0	0
0	0	0	0	0	0	0	0	0	0
0	0	0	0	0	0	0	0	0	0
0	0	0	0	0	0	0	0	0	0
0	0	0	0	0	0	0	0	0	0
0	0	0	0	0	0	0	0	0	0
0	0	0	0	0	0	0	0	0	0

SCHEDULE 2 (FINANCING DISTRICT)  
 SMPG METROPOLITAN DISTRICT #3  
 PROJECTED ASSESSED VALUATION - BUILDOUT  
 FOR THE YEARS ENDING DECEMBER 31, 2004 THROUGH 2014

BUILDOUT - Source: Sage Development Group:				2014	TOTAL
Description of Unit	Planned Number of Units	Average Per Unit Price	Total Gross Unit Volume		
<b>Residential Units</b>					
PA 1 Multi Family	136	147,333	20,037,288	0	136
PA 1 Town Home	110	164,144	18,055,840	0	110
PA 2 Single Family	44	255,041	11,221,804	0	44
PA 2 Single Family	88	299,207	26,330,216	0	88
PA 3 Town Home	52	164,144	8,535,488	0	52
PA 3 Single Family	45	192,265	8,651,925	0	45
PA 3 Single Family	46	215,147	9,896,782	0	46
PA 4 Single Family	28	215,147	6,024,116	0	28
PA 4 Single Family	47	232,105	10,908,935	0	47
PA 4 Single Family	147	255,041	37,491,027	0	147
PA 5 Town Home	184	164,144	30,202,496	0	184
PA 5 Single Family	38	299,207	11,369,866	0	38
PA 5 Single Family	5	338,575	1,692,875	0	5
PA 6 Single Family	43	255,041	10,966,763	0	43
PA 6 Single Family	92	299,207	27,527,044	0	92
PA 6 Single Family	38	338,575	12,865,850	0	38
Total Residential - Increm.	1,143	220,278	251,778,295	0	1,143
Total Residential - Cumulat.	1,143			1,143	1,143
Non Residential Sq. Ft. (Cumulative)	0	100	0	0	0
Total Value - Entire Project			251,778,295	0	0

**Actual Values:**

Residential Living Units	0	251,778,295
Commercial Property	0	0
Vacant Land	0	251,778,295
<b>Total Actual Values</b>		<b>251,778,295</b>
<b>Total Actual Values - Cumulative</b>		<b>251,778,295</b>

**Assessed Values:**

Residential Living Units @ 7.96% of Actual Value	0	20,041,552
Commercial Property @ 29% of Actual Value	0	0
Vacant Land @ 29% of Actual Value	0	0
<b>Total Assessed Values</b>		<b>20,041,552</b>
<b>Total Assessed Values - Cumulative</b>		<b>20,041,552</b>
<b>Total Assessed Values - Cum. 2% Biennial Net Increases after 2009</b>		<b>21,693,621</b>

<b>Year Assessed Valuation Certified To SMPG MD #3</b>	2015
<b>Year Taxes Received By SMPG MD #3</b>	2016

See Consultant's Report and Disclaimer









SCHEDULE 4 (FINANCING DISTRICT)  
 SMPG METROPOLITAN DISTRICT #5  
 PROJECTED ASSESSED VALUATION - BUILDOUT  
 FOR THE YEARS ENDING DECEMBER 31, 2004 THROUGH 2014

WORKING DRAFT, SEPTEMBER 13, 2004  
 PRELIMINARY, SUBJECT TO CHANGE

BUILDOUT - Source: Sage Development Group:		Planned	Average	Total	2004	2005	2006	2007	2008	2009	2010	2011	2012	2013	2014
Description of Unit	Number of Units	Per Unit Price	Gross Unit Volume												
<b>Residential Units</b>															
PA 1 Single Family	32	382,020	12,224,640	0	0	0	0	0	0	0	0	0	0	0	0
PA 2 Single Family	55	232,105	12,765,775	0	0	0	0	0	0	0	0	0	0	0	0
PA 2 Single Family	34	255,041	8,671,394	0	0	0	0	0	0	0	0	0	0	0	0
PA 2 Single Family	35	299,207	10,472,245	0	0	0	0	0	0	0	0	0	0	0	0
PA 3 Single Family	17	255,041	4,335,697	0	0	0	0	0	0	0	0	0	0	0	0
PA 3 Single Family	46	299,207	13,763,522	0	0	0	0	0	0	0	0	0	0	0	0
PA 3 Single Family	29	338,575	9,818,675	0	0	0	0	0	0	0	0	0	0	0	0
PA 4 Single Family	58	232,105	13,462,090	0	0	0	0	0	0	0	0	0	0	0	0
PA 4 Single Family	19	255,041	4,845,779	0	0	0	0	0	0	0	0	0	0	0	0
PA 4 Single Family	26	299,207	7,779,382	0	0	0	0	0	0	0	0	0	0	0	0
PA 5 Single Family	37	255,041	9,436,517	0	0	0	0	0	0	0	0	0	0	0	0
PA 5 Single Family	68	299,207	20,346,076	0	0	0	0	0	0	0	0	0	0	0	0
PA 5 Single Family	15	338,575	5,078,625	0	0	0	0	0	0	0	0	0	0	0	0
PA 6 Single Family	70	192,265	13,458,550	0	0	0	0	0	0	0	0	0	0	0	0
PA 6 Single Family	60	215,147	12,908,820	0	0	0	0	0	0	0	0	0	0	0	0
PA 6 Single Family	55	232,105	12,765,775	0	0	0	0	0	0	0	0	0	0	0	0
PA 6 Single Family	50	255,041	12,752,050	0	0	0	0	0	0	0	0	0	0	0	0
PA 7 Multi Family	124	147,333	18,269,292	0	0	0	0	0	0	0	0	0	0	0	0
PA 7 Town Home	168	164,144	27,576,192	0	0	0	0	0	0	0	0	0	0	0	0
Total Residential - Increm.	998	231,193	230,731,096	0	0	0	0	0	0	0	0	0	0	0	0
Total Residential - Cumulat.	998			0	0	0	0	0	0	0	0	0	0	0	0
Non Residential Sq. Ft.:	0	100	0	0	0	0	0	0	0	0	0	0	0	0	0
(Cumulative)				0	0	0	0	0	0	0	0	0	0	0	0
Total Value - Entire Project			230,731,096												

Actual Values:	2004	2005	2006	2007	2008	2009	2010	2011	2012	2013	2014	2015
Residential Living Units	0	0	0	0	0	0	0	0	0	0	0	0
Commercial Property	0	0	0	0	0	0	0	0	0	0	0	0
Vacant Land	0	0	0	0	0	0	0	0	0	0	0	0
Total Actual Values	0	0	0	0	0	0	0	0	0	0	0	0
Total Actual Values - Cumulative	0	0	0	0	0	0	0	0	0	0	0	0
Assessed Values:												
Residential Living Units @ 7.96% of Actual Value	0	0	0	0	0	0	0	0	0	0	0	0
Commercial Property @ 29% of Actual Value	0	0	0	0	0	0	0	0	0	0	0	0
Vacant Land @ 29% of Actual Value	0	0	0	0	0	0	0	0	0	0	0	0
Total Assessed Values	0	0	0	0	0	0	0	0	0	0	0	0
Total Assessed Values - Cumulative	0	0	0	0	0	0	0	0	0	0	0	0
Total Assessed Values - Cum. 2% Biennial Net Increases after 2009	0	0	0	0	0	0	0	0	0	0	0	0

Year Assessed Valuation Certified To SMPG MD #5	2005	2006	2007	2008	2009	2010	2011	2012	2013	2014	2015
Year Taxes Received By SMPG MD #5	2005	2006	2007	2008	2009	2010	2011	2012	2013	2014	2015

See Consultant's Report and Disclaimer

SCHEDULE 4 (FINANCING DISTRICT)  
 SMPG METROPOLITAN DISTRICT #5  
 PROJECTED ASSESSED VALUATION - BUILDOUT  
 FOR THE YEARS ENDING DECEMBER 31, 2004 THROUGH 2014

BUILDOUT - Source: Sage Development Group:				TOTAL
Description of Unit	Planned Number of Units	Average Per Unit Price	Total Gross Unit Volume	
<b>Residential Units</b>				
PA 1 Single Family	32	382,020	12,224,640	32
PA 2 Single Family	55	232,105	12,765,775	55
PA 2 Single Family	34	255,041	8,671,394	34
PA 2 Single Family	35	299,207	10,472,245	35
PA 3 Single Family	17	255,041	4,335,697	17
PA 3 Single Family	46	299,207	13,763,522	46
PA 3 Single Family	29	338,575	9,818,675	29
PA 4 Single Family	58	232,105	13,462,090	58
PA 4 Single Family	19	255,041	4,845,779	19
PA 4 Single Family	26	299,207	7,779,382	26
PA 5 Single Family	37	255,041	9,436,517	37
PA 5 Single Family	68	299,207	20,346,076	68
PA 5 Single Family	15	338,575	5,078,625	15
PA 6 Single Family	70	192,265	13,458,550	70
PA 6 Single Family	60	215,147	12,908,820	60
PA 6 Single Family	55	232,105	12,765,775	55
PA 6 Single Family	50	255,041	12,752,050	50
PA 7 Multi Family	124	147,333	18,269,292	124
PA 7 Town Home	168	164,144	27,576,192	168
Total Residential - Increm.	998	231,193	230,731,096	998
Total Residential - Cumulat.	998			998
Non Residential Sq. Ft.:	0	100	0	0
(Cumulative)			0	0
Total Value - Entire Project			230,731,096	

<b>Actual Values:</b>		
Residential Living Units		230,731,096
Commercial Property		0
Vacant Land		0
<b>Total Actual Values</b>		<b>230,731,096</b>
<b>Total Actual Values - Cumulative</b>		<b>230,731,096</b>
<b>Assessed Values:</b>		
Residential Living Units @ 7.96% of Actual Value		18,366,195
Commercial Property @ 29% of Actual Value		0
Vacant Land @ 29% of Actual Value		0
<b>Total Assessed Values</b>		<b>18,366,195</b>
<b>Total Assessed Values - Cumulative</b>		<b>18,366,195</b>
<b>Total Assessed Values - 19m, 2% Biennial Net Increases after 2009</b>		<b>19,880,160</b>

Year Assessed Valuation Certified To SMPG MID #5  
 Year Taxes Received By SMPG MID #5



SCHEDULE 5 (FINANCING DISTRICT)  
 SMPG METROPOLITAN DISTRICT #6  
 PROJECTED ASSESSED VALUATION - BUILDOUT  
 FOR THE YEARS ENDING DECEMBER 31, 2004 THROUGH 2017

BUILDOUT - Source: Sage Development Group:			
Description of Unit	Planned Number of Units	Average Per Unit Price	Total Gross Unit Volume
<b>Residential Units</b>			
PA 2 Single Family	35	232,105	8,123,675
PA 2 Single Family	34	255,041	8,671,394
PA 2 Single Family	25	299,207	7,480,175
PA 3 Single Family	17	255,041	4,335,697
PA 3 Single Family	26	299,207	7,779,382
PA 3 Single Family	29	338,575	9,818,675
PA 4 Single Family	38	232,105	8,819,990
PA 4 Single Family	19	255,041	4,845,779
PA 4 Single Family	26	299,207	7,779,382
PA 5 Single Family	37	255,041	9,436,517
PA 5 Single Family	23	299,207	6,881,761
PA 5 Single Family	25	338,575	8,464,375
PA 6 Single Family	60	192,265	11,535,900
PA 6 Single Family	55	215,147	11,833,085
PA 6 Single Family	27	232,105	6,266,835
PA 6 Single Family	35	255,041	8,926,435
PA 7 Multi Family	170	147,333	25,046,610
PA 7 Town Home	90	164,144	14,772,980
Total Residential - Increm.	771	221,555	170,818,627
Total Residential - Cumulat.	771		
Non Residential Sq. Ft. (Cumulative)	0	100	0
Total Value - Entire Project			170,818,627

Year	2015	2016	2017	TOTAL
Residential Living Units	11	12	12	35
Commercial Property	11	11	12	34
Vacant Land	8	8	9	25
Total Actual Values	5	6	6	17
Total Actual Values - Cumulative	8	9	10	26
Assessed Values:	9	10	10	29
Residential Living Units @ 7.96% of Actual Value	12	13	13	38
Commercial Property @ 29% of Actual Value	6	6	7	19
Vacant Land @ 29% of Actual Value	9	9	9	27
Total Assessed Values	249	258	264	771
Total Assessed Values - Cumulative	249	507	771	771
Total Assessed Values - Cum. 2% Biennial Net Increases after 2009	0	0	0	0

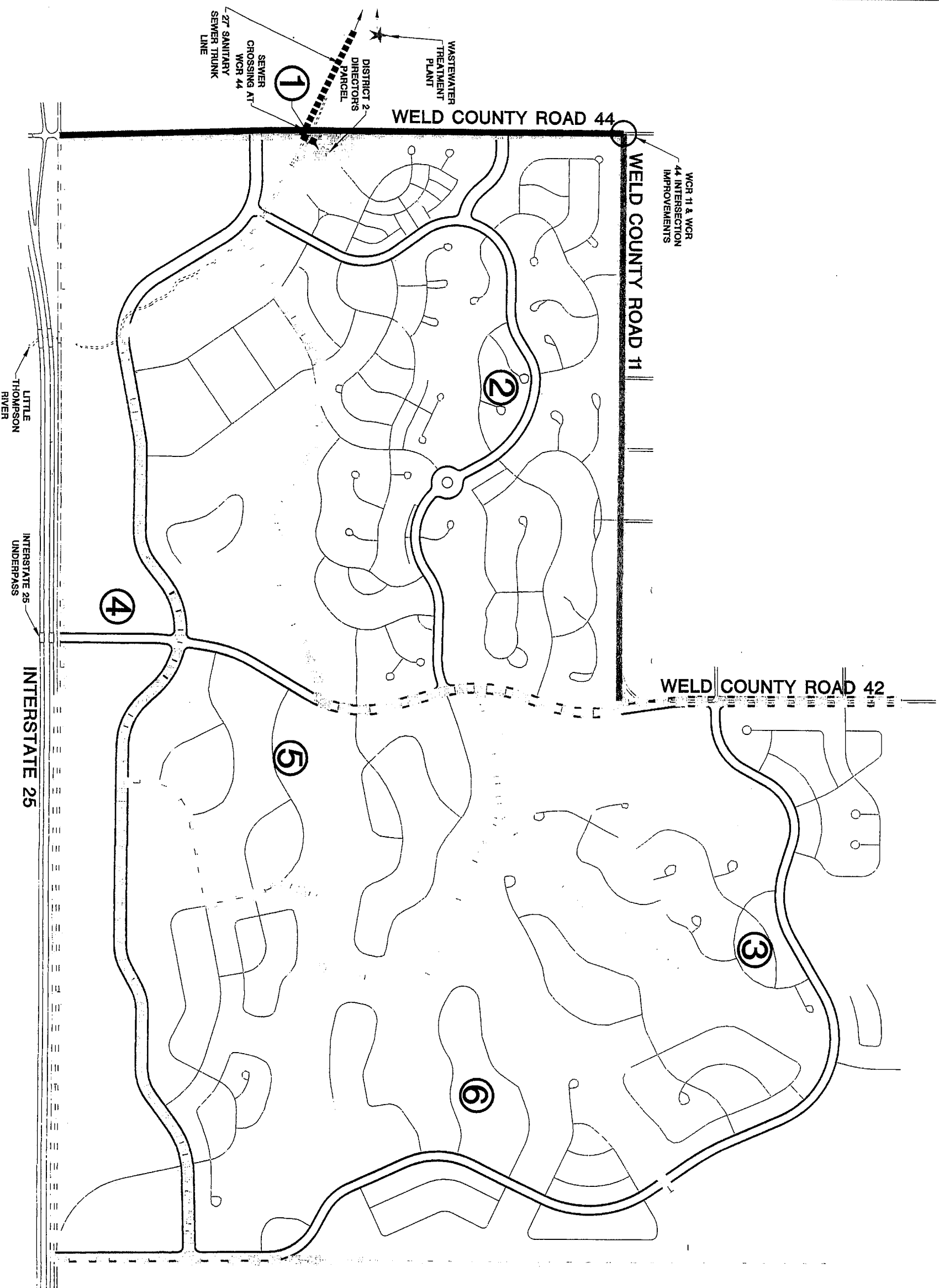
Year	2016	2017	2018
Year Assessed Valuation Certified To SMPG MD #6	2016	2017	2018
Year Taxes Received By SMPG MD #6	2017	2018	2019

54,828,311	57,186,132	58,804,184	170,818,627
0	0	0	0
4,000,000	(4,000,000)	(4,000,000)	0
58,828,311	53,186,132	54,804,184	170,818,627
62,828,311	116,014,443	170,818,627	170,818,627
4,364,334	4,552,016	4,680,813	13,597,163
0	0	0	0
1,160,000	(1,160,000)	(1,160,000)	0
5,524,334	3,392,016	3,520,813	13,597,163
6,684,334	10,076,350	13,597,163	13,597,163
7,235,338	11,125,104	15,012,366	15,012,366

**EXHIBIT D**  
**Public Improvements and Costs**

# SMPG METROPOLITAN DISTRICTS

## WELD COUNTY, COLORADO



### EXHIBIT D-1

OFFSITE IMPROVEMENTS PLAN

SMPG METROPOLITAN  
DISTRICT NOS. 1-6

#### LEGEND

- WCR 11 IMPROVEMENTS
- WCR 44 IMPROVEMENTS
- DISTRICT BOUNDARY LINE

#### INVENTORY

- DISTRICT 2**
- LAND - 1 L.S.
  - WASTEWATER TREATMENT PLANT - 1 L.S.
  - WASTEWATER TREATMENT PLANT EXPANSION - 3688 S/F UNITS
  - 27' SANITARY SEWER TRUNK LINE - 1470 LF.
  - 27' SANITARY SEWER CROSSING UNDER WCR 44 - 1 EA
  - WCR 44 ACCEL/DECEL - 1 L.S.
  - WCR 11 IMPROVEMENTS - 1 L.S.
  - WCR 11 & 44 SIGNAL - 1 L.S.
  - WCR 11 & 44 INTERSECTION IMPROVEMENTS - 1 L.S.
  - WCR 44 IMPROVEMENTS - 1 L.S.
  - ELECTRIC - 1 L.S.
  - RELOCATE OIL LINE - 1 L.S.
  - HIGH PRESSURE GAS - 1 L.S.
  - PRESSURE REDUCER GAS - 1 L.S.

SCALE: 1" = 1000'

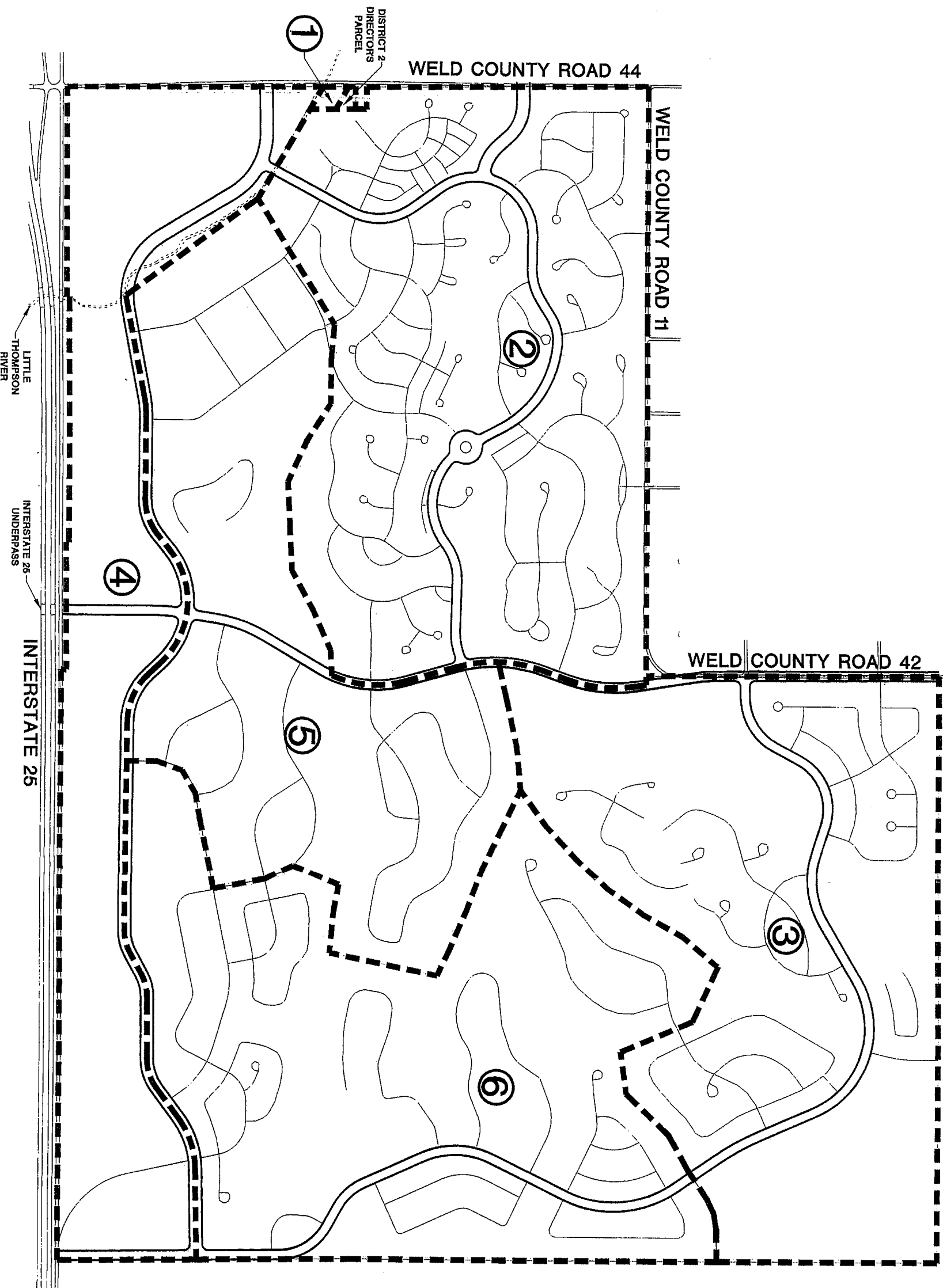
**TST**

TST INC. CONSULTING ENGINEERS

748 Whalers Way, Bldg. D  
Fort Collins, Colorado  
Phone: 970.226.0557  
Fax: 970.226.0204  
Job no. 0972-0012  
Filename: exhibit 7-28-04  
August 25, 2004

# SMPG METROPOLITAN DISTRICTS

## WELD COUNTY, COLORADO



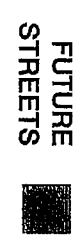
### EXHIBIT D-2

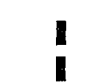
GRADING PLAN

SMPG METROPOLITAN  
DISTRICT NOS. 1-6

#### LEGEND

STREETS  BUILDABLE  
PARCELS 

FUTURE  
STREETS 

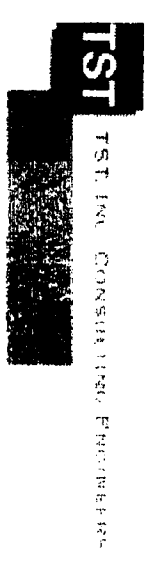
DISTRICT  
BOUNDARY  
LINE 

#### INVENTORY

<b>DISTRICT 2</b>	CUT - 2090,000 C.Y. FILL - 2090,000 C.Y. AREA - 380 ACRES	<b>DISTRICT 5</b>	CUT - 1629,000 C.Y. FILL - 1629,000 C.Y. AREA - 278 ACRES
<b>DISTRICT 3</b>	CUT - 1897,500 C.Y. FILL - 1897,500 C.Y. AREA - 345 ACRES	<b>DISTRICT 6</b>	CUT - 2046,000 C.Y. FILL - 2046,000 C.Y. AREA - 372 ACRES
<b>DISTRICT 4</b>	CUT - 1266,000 C.Y. FILL - 1266,000 C.Y. AREA - 230 ACRES		



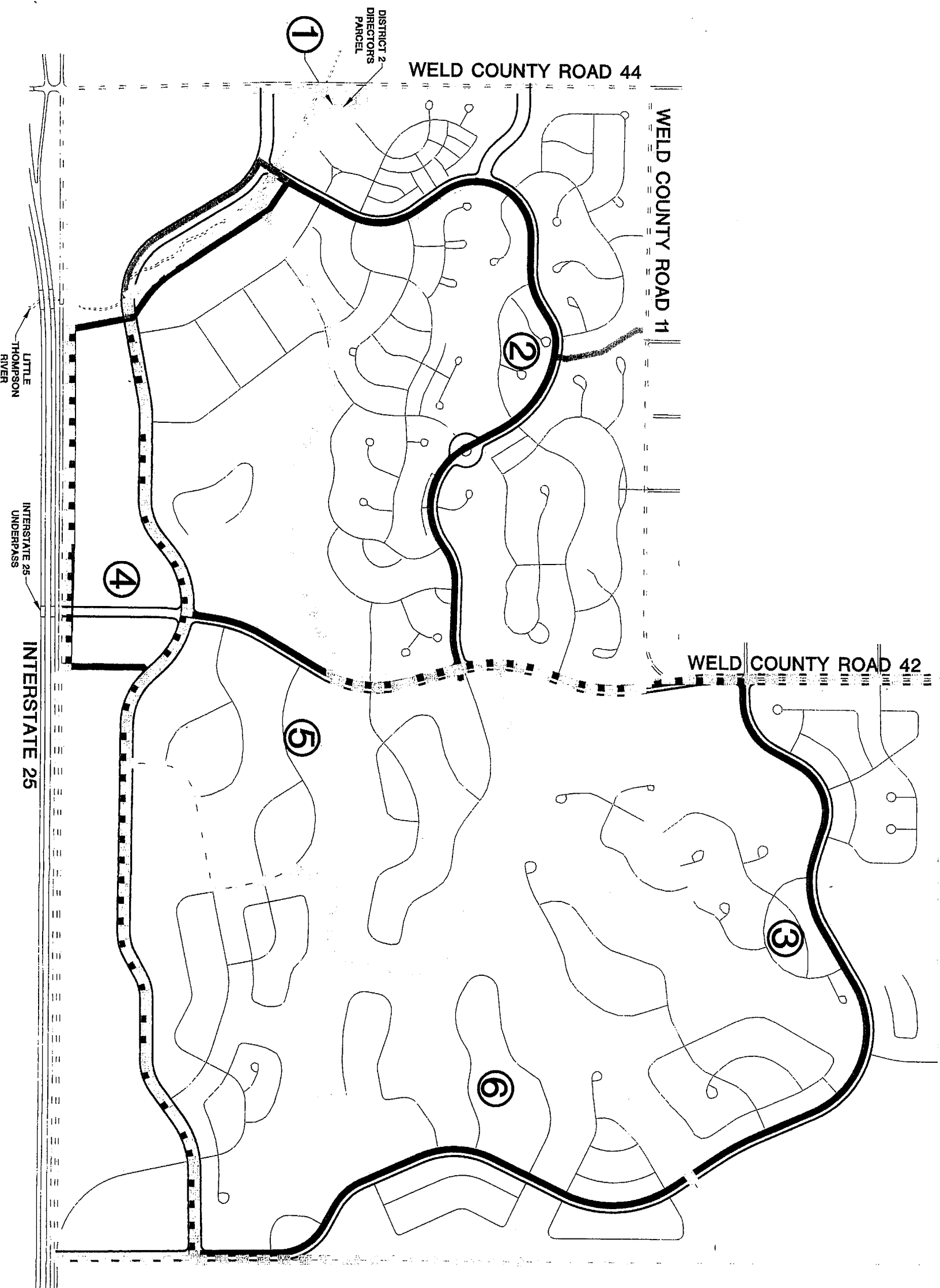
SCALE: 1" = 1000'



748 Whalers Way, Bldg. D  
Fort Collins, Colorado  
Phone: 970.226.0557  
Fax: 970.226.0204  
Job no. 0972-0012  
Filename: exhibit 7-28-04  
August 25, 2004

# SMPG METROPOLITAN DISTRICTS

## WELD COUNTY, COLORADO









### EXHIBIT D-3

POTABLE WATER PLAN

SMPG METROPOLITAN  
DISTRICT NOS. 1-6

#### LEGEND

	BUILDABLE PARCELS		POTABLE WATER (12")
	STREETS		POTABLE WATER (8")
	FUTURE STREETS		DISTRICT BOUNDARY LINE

#### INVENTORY

<b>DISTRICT 2</b>	<b>DISTRICT 5</b>
12" PVC - 9,100 LF.	12" PVC - 8,050 LF.
8" PVC - 1,200 LF.	8" PVC - 100 LF.
12" PRV VAULT - 1	12" PRV VAULT 1
8" PRV VAULT - 1	
<b>DISTRICT 3</b>	<b>DISTRICT 6</b>
12" PVC - 7,450 LF.	12" PVC - 7,350 LF.
12" PRV VAULT - 05	
<b>DISTRICT 4</b>	
12" PVC - 8,850 LF.	
8" PVC - 2,100 LF.	
12" PRV VAULT - 25	

SCALE: 1" = 1000'



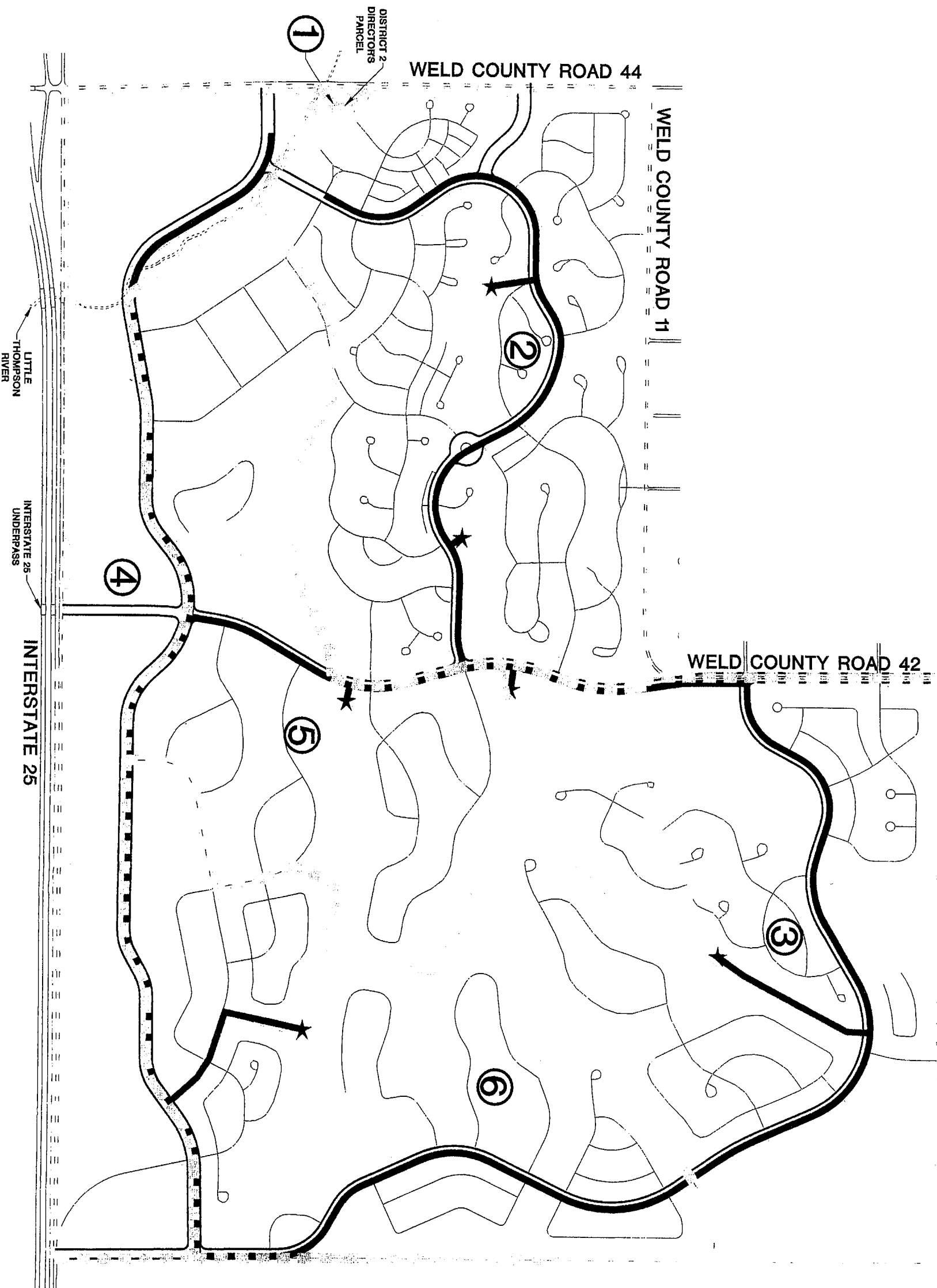
**TST**  
TST INC. CONSULTING ENGINEERS

748 Wholers Way, Bldg. D  
Fort Collins, Colorado  
Phone: 970.226.0557  
Fax: 970.226.0204  
Job no. 0972-0012  
Filename: exhibit 7-28-04  
August 25, 2004



# SMPG METROPOLITAN DISTRICTS

## WELD COUNTY, COLORADO



### EXHIBIT D-4

RAW WATER IRRIGATION PLAN

SMPG METROPOLITAN  
DISTRICT NOS. 1-6

#### LEGEND

- STREETS
- BUILDABLE PARCELS
- FUTURE STREETS
- RAW WATER IRRIGATION (12')
- RAW WATER IRRIGATION (18')
- WELL & PUMP STATION
- DISTRICT BOUNDARY LINE

#### INVENTORY

- |                   |                         |                         |
|-------------------|-------------------------|-------------------------|
| <b>DISTRICT 2</b> | 18" HDPE - 550 LF.      | 12" HDPE - 6,700 LF.    |
|                   | 12" HDPE - 8,400 LF.    | 12" PRV VAULT - 0.5     |
|                   | 12" PRV VAULT - 1       |                         |
|                   | WELL & PUMP STATION - 2 |                         |
|                   | 100 AC-FT STORAGE - 2   |                         |
| <b>DISTRICT 3</b> | 18" HDPE - 1,800 LF.    | 12" HDPE - 1,700 LF.    |
|                   | 12" HDPE - 7,450 LF.    | 12" HDPE - 4,450 LF.    |
|                   | 12" PRV VAULT - 0.5     | WELL & PUMP STATION - 1 |
|                   | WELL & PUMP STATION - 2 | 100 AC-FT STORAGE - 1   |
|                   | 100 AC-FT STORAGE - 2   |                         |
| <b>DISTRICT 4</b> |                         |                         |
| <b>DISTRICT 5</b> |                         |                         |
| <b>DISTRICT 6</b> |                         |                         |

SCALE: 1" = 1000'

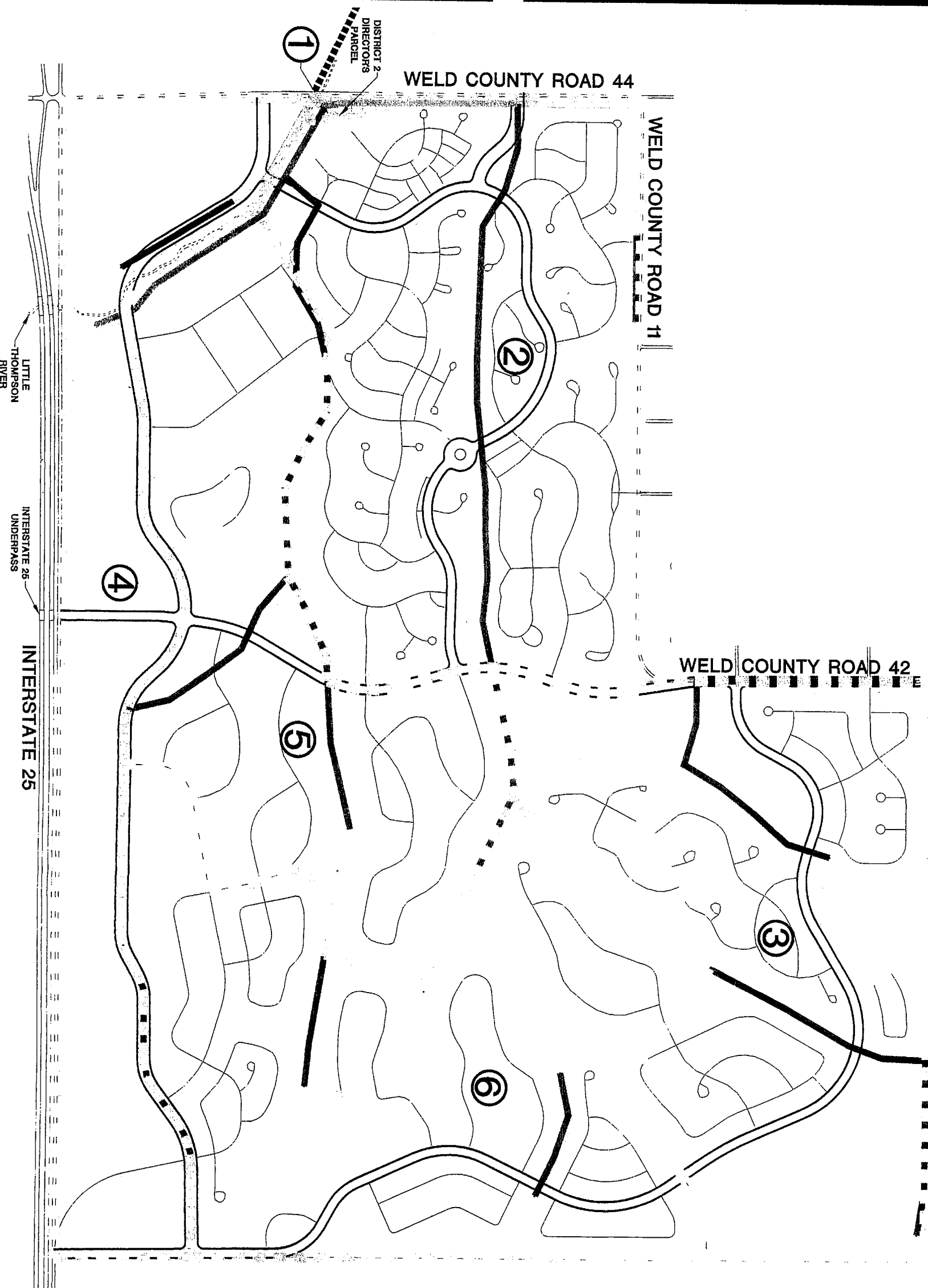
**TST**

TST INC. CONSULTING ENGINEERS

748 Whalers Way, Bldg. D  
Fort Collins, Colorado  
Phone: 970.226.0557  
Fax: 970.226.0204  
Job no. 0972-0012  
Filename: exhibit 7-28-04  
August 25, 2004

# SMPG METROPOLITAN DISTRICTS

## WELD COUNTY, COLORADO



### EXHIBIT D-5

SANITARY SEWER PLAN

SMPG METROPOLITAN  
DISTRICT NOS. 1-6

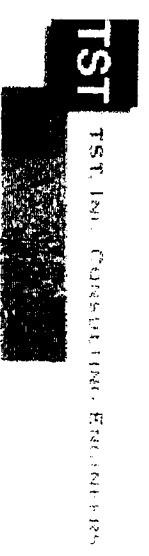
#### LEGEND

	STREETS		BUILDABLE PARCELS
	FUTURE STREETS		SANITARY SEWER (24")
	SANITARY SEWER (18")		SANITARY SEWER (15")
	SANITARY SEWER (12")		SANITARY SEWER (8")
	DISTRICT BOUNDARY LINE		

#### INVENTORY

<b>DISTRICT 2</b>	24" PVC - 1,150 L.F.	18" PVC - 1,800 L.F.	15" PVC - 8,300 L.F.	12" PVC - 2,300 L.F.	8" PVC - 800 L.F.
<b>DISTRICT 3</b>	15" PVC - 800 L.F.	12" PVC - 2,800 L.F.	8" PVC - 8,200 L.F.		
<b>DISTRICT 4</b>	24" PVC - 400 L.F.	12" PVC - 2,450 L.F.	8" PVC - 2,250 L.F.		
<b>DISTRICT 5</b>	24" PVC - 1,500 L.F.	15" PVC - 6,300 L.F.	12" PVC - 1,700 L.F.		
<b>DISTRICT 6</b>	15" PVC - 400 L.F.	12" PVC - 5,150 L.F.	8" PVC - 3,450 L.F.		

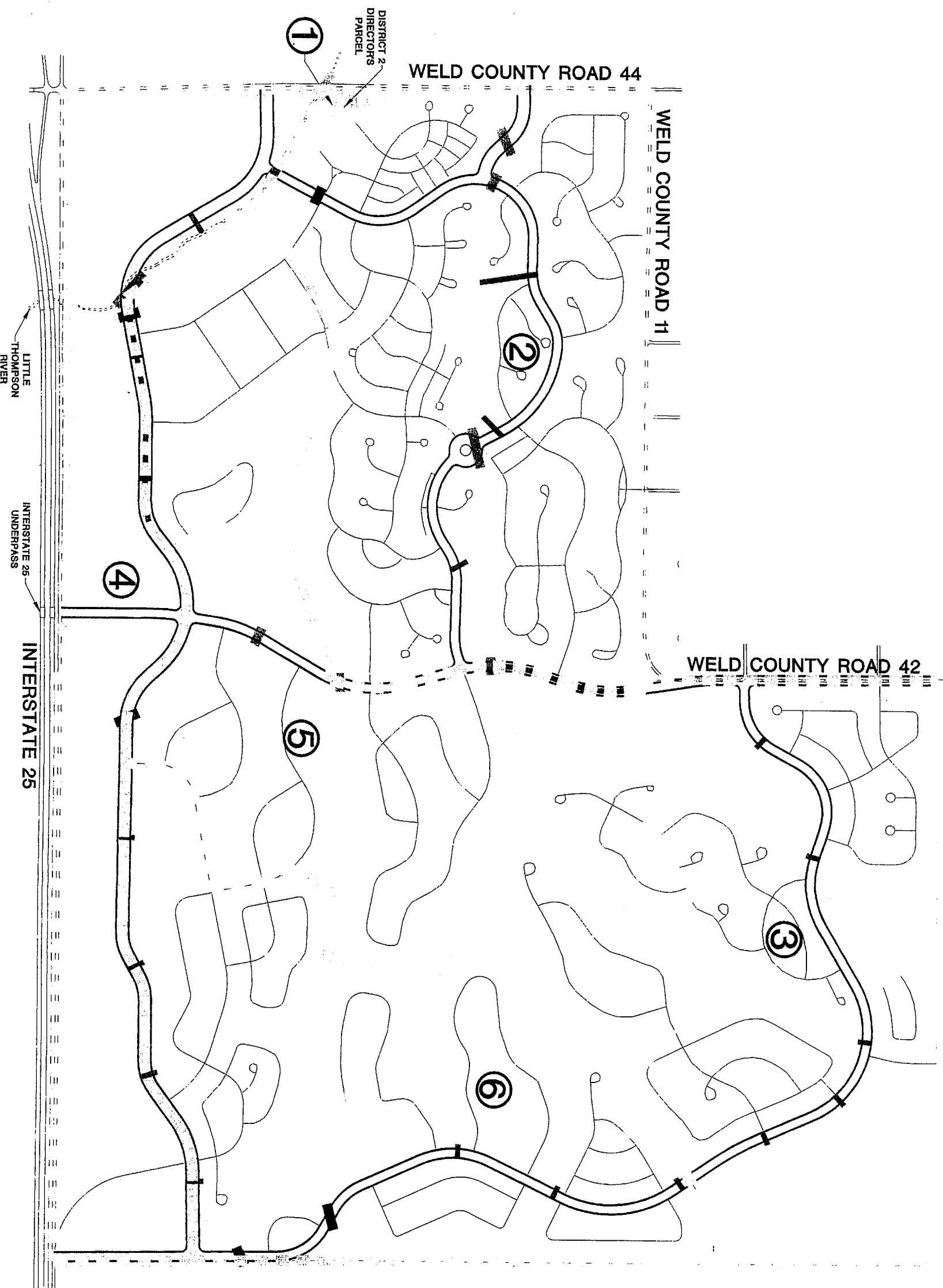
SCALE: 1" = 1000'



748 Whalers Way, Bldg. D  
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August 25, 2004

# SMPG METROPOLITAN DISTRICTS

## WELD COUNTY, COLORADO



### EXHIBIT D-6

#### STORM SEWER PLAN

#### SMPG METROPOLITAN DISTRICT NOS. 1-6

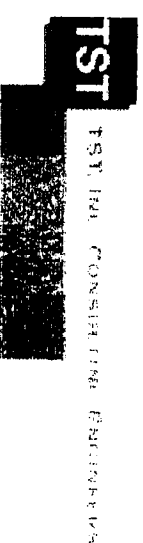
#### LEGEND

	STREETS		BUILDABLE PARCELS
	FUTURE STREETS		STORM SEWER (30' BOX CULVERT)
	STORM SEWER (25' BOX CULVERT)		STORM SEWER (20' BOX CULVERT)
	STORM SEWER (10' BOX CULVERT)		STORM SEWER (4' RCP)
	STORM SEWER (3' RCP)		DISTRICT BOUNDARY LINE

#### INVENTORY

<b>DISTRICT 2</b>	<b>DISTRICT 4</b>
20' BOX CULVERT - 1050 L.F.	30' BOX CULVERT - 250 L.F.
10' BOX CULVERT - 200 L.F.	25' BOX CULVERT - 600 L.F.
4' RCP - 1650 L.F.	10' BOX CULVERT - 250 L.F.
3' RCP - 150 L.F.	4' RCP - 1700 L.F.
<b>DISTRICT 3</b>	<b>DISTRICT 5</b>
4' RCP - 1350 L.F.	20' BOX CULVERT - 400 L.F.
3' RCP - 150 L.F.	10' BOX CULVERT - 250 L.F.
<b>DISTRICT 6</b>	4' RCP - 1100 L.F.
10' BOX CULVERT - 450 L.F.	3' RCP - 250 L.F.
4' RCP - 700 L.F.	

SCALE: 1" = 1000'



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August 25, 2004

# SMPG METROPOLITAN DISTRICTS

## WELD COUNTY, COLORADO

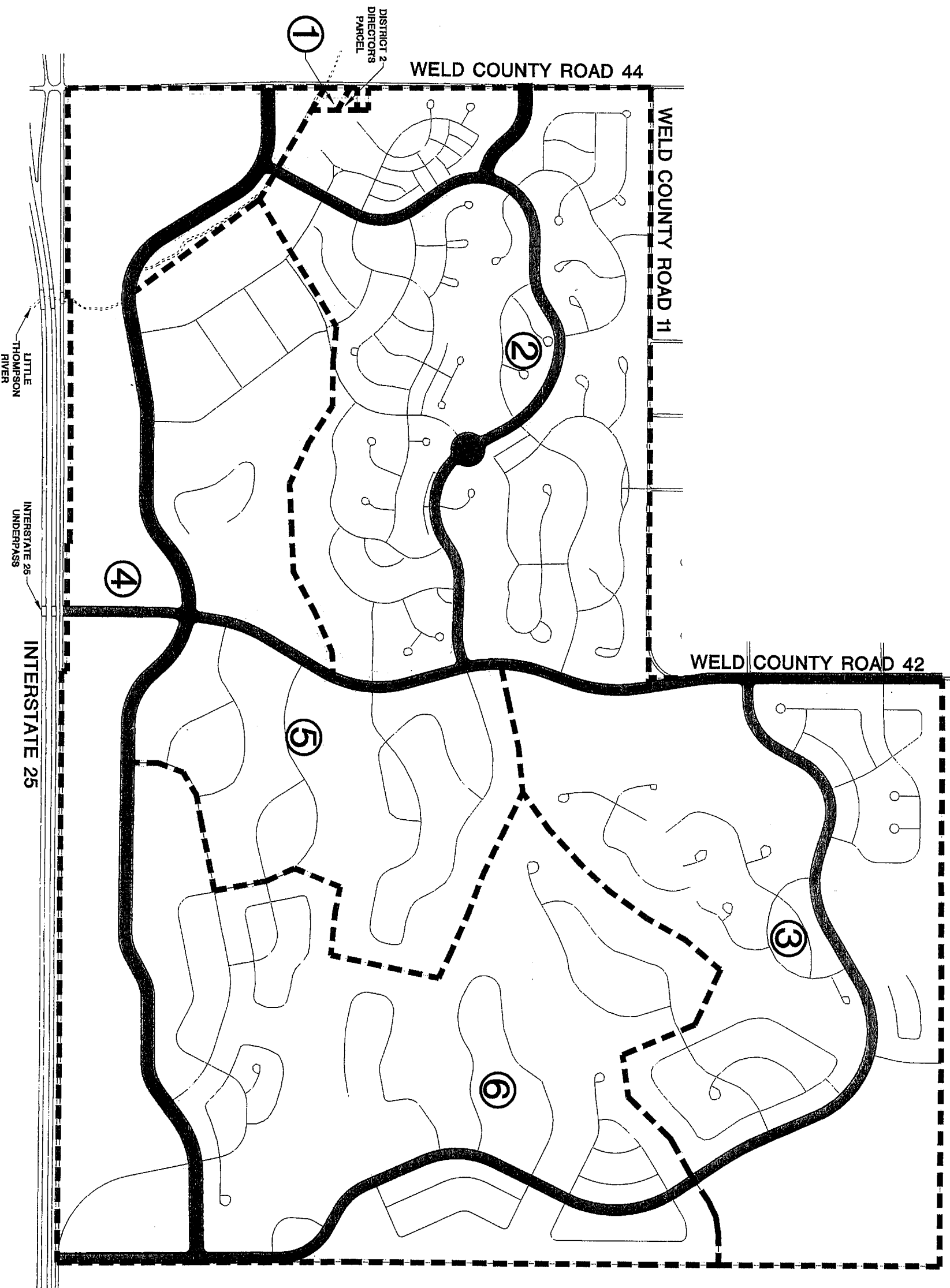


EXHIBIT D-7

STREET PLAN

SMPG METROPOLITAN  
DISTRICT NOS. 1-6

**LEGEND**

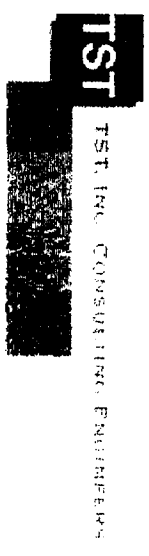
- FUTURE STREETS
- BUILDABLE PARCELS
- 2-LANE ARTERIAL
- 4-LANE ARTERIAL
- DISTRICT BOUNDARY LINE

**INVENTORY**

- |                             |                             |
|-----------------------------|-----------------------------|
| <b>DISTRICT 2</b>           | <b>DISTRICT 5</b>           |
| 4-LANE ARTERIAL - 1000 L.F. | 4-LANE ARTERIAL - 2250 L.F. |
| 2-LANE ARTERIAL - 8350 L.F. | 2-LANE ARTERIAL - 2250 L.F. |
| 1-LANE ROUNDABOUT - 1       | INTERSECTION SIGNAL - 1     |
| <b>DISTRICT 3</b>           | <b>DISTRICT 6</b>           |
| 2-LANE ARTERIAL - 9250 L.F. | 4-LANE ARTERIAL - 2350 L.F. |
| <b>DISTRICT 4</b>           | 2-LANE ARTERIAL - 5000 L.F. |
| 4-LANE ARTERIAL - 7100 L.F. |                             |
| 2-LANE ARTERIAL - 2550 L.F. |                             |
| INTERSECTION SIGNAL - 1     |                             |



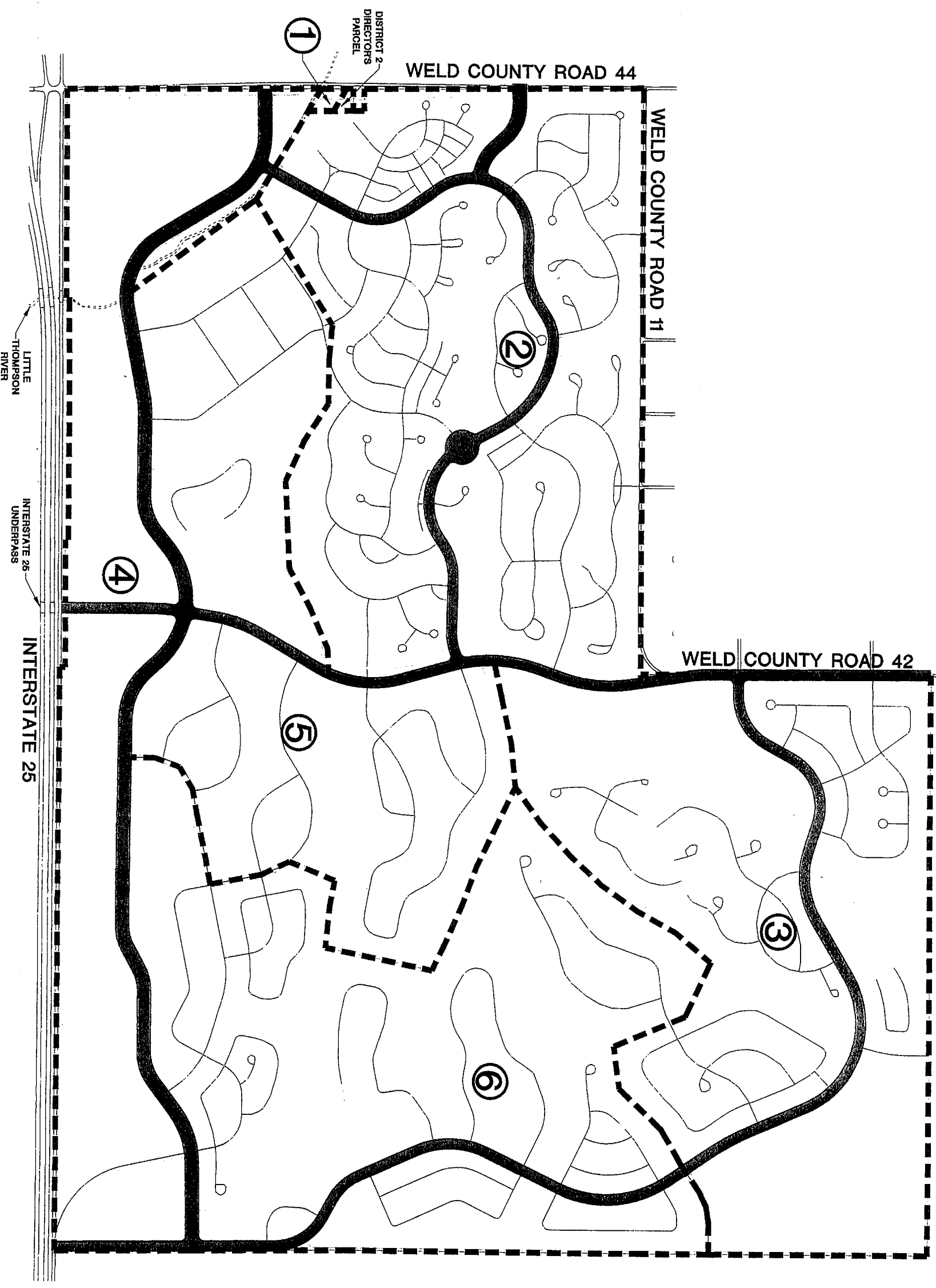
SCALE: 1" = 1000'



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# SMPG METROPOLITAN DISTRICTS

## WELD COUNTY, COLORADO








### EXHIBIT D-8

#### LANDSCAPING PLAN

SMPG METROPOLITAN  
DISTRICT NOS. 1-6

#### LEGEND

- |   |                              |   |                      |
|---|------------------------------|---|----------------------|
|  | FUTURE<br>STREETS            |  | BUILDABLE<br>PARCELS |
|  | 2-LANE<br>ARTERIAL           |  | 4-LANE<br>ARTERIAL   |
|  | DISTRICT<br>BOUNDARY<br>LINE |   |                      |

#### INVENTORY

- |                                 |                               |
|---------------------------------|-------------------------------|
| <b>DISTRICT 2</b>               | <b>DISTRICT 5</b>             |
| 4-LANE ARTERIAL - 37,000 S.F.   | 4-LANE ARTERIAL - 83,250 S.F. |
| 2-LANE ARTERIAL - 168,150 S.F.  | 2-LANE ARTERIAL - 42,750 S.F. |
| 1-LANE ROUNDABOUT - 30,000 S.F. |                               |
| <b>DISTRICT 3</b>               | <b>DISTRICT 6</b>             |
| 2-LANE ARTERIAL - 175,750 S.F.  | 4-LANE ARTERIAL - 86,950 S.F. |
|                                 | 2-LANE ARTERIAL - 95,000 S.F. |
| <b>DISTRICT 4</b>               |                               |
| 4-LANE ARTERIAL - 262,700 S.F.  |                               |
| 2-LANE ARTERIAL - 48,450 S.F.   |                               |

SCALE: 1" = 1000'



**TST**

TST INC. CONSULTING ENGINEERS

748 Whalers Way, Bldg. D  
Fort Collins, Colorado  
Phone: 970.226.0557  
Fax: 970.226.0204  
Job no. 0972-0012  
Filename: exhibit 7-28-04  
August 25, 2004

**CONCEPTUAL OPINION OF COST**

PROJECT: SMPG METROPOLITAN DISTRICTS

JOB NUMBER: 0972.0012

PREPARED BY: MRJ

DATE: 9-13-04

No.	Public Improvement Unit	Units	Unit Cost	Estimated Quantity	Item Cost	Metro District 2	Metro District 3	Metro District 4	Metro District 5	Metro District 6
<b>Onsite Improvements</b>										
	Grading	CY	\$ 1.25	8827500	\$ 11,034,375.00	\$ 2,612,500.00	\$ 2,371,875.00	\$ 1,581,250.00	\$ 1,911,250.00	\$ 2,557,500.00
	Excavation (Curb/Fill)									
	Potable Water									
	12" PVC	LF	\$ 50.00	36800	\$ 1,840,000.00	\$ 455,000.00	\$ 372,500.00	\$ 442,500.00	\$ 302,500.00	\$ 367,500.00
	6" PVC	LF	\$ 35.00	3400	\$ 119,000.00	\$ 42,000.00	\$ 30,000.00	\$ 73,500.00	\$ 3,500.00	\$ 3,500.00
	12" PRV Vault	EA	\$ 60,000.00	5	\$ 300,000.00	\$ 90,000.00	\$ 30,000.00	\$ 150,000.00	\$ 60,000.00	\$ 60,000.00
	8" PRV Vault	EA	\$ 50,000.00	1	\$ 50,000.00	\$ 50,000.00				
	Raw Water Irrigation									
	18" HDPE	LF	\$ 75.00	4200	\$ 315,000.00	\$ 41,250.00	\$ 135,000.00	\$ 395,000.00	\$ 11,250.00	\$ 127,500.00
	12" HDPE	LF	\$ 50.00	9450	\$ 472,500.00	\$ 420,000.00	\$ 372,500.00	\$ 395,000.00	\$ 222,500.00	\$ 367,500.00
	12" PRV Vault	EA	\$ 60,000.00	2	\$ 120,000.00	\$ 60,000.00	\$ 30,000.00	\$ 30,000.00	\$ 30,000.00	\$ 30,000.00
	Water Rights Acquisition	S/F Units	\$ 1,000.00	4898	\$ 4,898,000.00	\$ 1,100,000.00	\$ 1,006,000.00	\$ 888,000.00	\$ 810,000.00	\$ 1,084,000.00
	Well & Pump Station	EA	\$ 100,000.00	6	\$ 600,000.00	\$ 200,000.00	\$ 200,000.00	\$ 200,000.00	\$ 100,000.00	\$ 100,000.00
	100 sec-t Storage	EA	\$ 200,000.00	6	\$ 1,200,000.00	\$ 400,000.00	\$ 400,000.00	\$ 400,000.00	\$ 200,000.00	\$ 200,000.00
	Sanitary Sewer									
	24" PVC	LF	\$ 75.00	3050	\$ 228,750.00	\$ 86,250.00		\$ 30,000.00	\$ 112,500.00	\$ 22,000.00
	18" PVC	LF	\$ 60.00	1800	\$ 108,000.00	\$ 108,000.00	\$ 33,000.00	\$ 110,250.00	\$ 76,500.00	\$ 231,750.00
	15" PVC	LF	\$ 65.00	15800	\$ 1,033,000.00	\$ 456,500.00	\$ 128,000.00	\$ 78,750.00	\$ 78,750.00	\$ 120,750.00
	12" PVC	LF	\$ 45.00	14400	\$ 648,000.00	\$ 28,000.00	\$ 287,000.00			
	8" PVC	LF	\$ 35.00	14700	\$ 514,500.00					
	Storm Sewer									
	30" Box Culvert	LF	\$ 3,000.00	250	\$ 750,000.00			\$ 750,000.00		
	24" Box Culvert	LF	\$ 2,900.00	600	\$ 1,740,000.00			\$ 1,500,000.00		
	20" Box Culvert	LF	\$ 2,000.00	1450	\$ 2,900,000.00	\$ 2,100,000.00			\$ 800,000.00	
	10" Box Culvert	LF	\$ 500.00	1150	\$ 575,000.00	\$ 100,000.00		\$ 125,000.00	\$ 125,000.00	\$ 225,000.00
	4" RCP	LF	\$ 100.00	6500	\$ 650,000.00	\$ 165,000.00	\$ 135,000.00	\$ 170,000.00	\$ 110,000.00	\$ 70,000.00
	3" RCP	LF	\$ 75.00	800	\$ 60,000.00	\$ 11,250.00	\$ 11,250.00	\$ 18,750.00	\$ 18,750.00	
	Street									
	4-Lane Arterial	LF	\$ 120.00	12700	\$ 1,524,000.00	\$ 120,000.00		\$ 852,000.00	\$ 270,000.00	\$ 282,000.00
	2-Lane Arterial	LF	\$ 90.00	27800	\$ 2,511,000.00	\$ 798,500.00	\$ 832,500.00	\$ 228,500.00	\$ 202,500.00	\$ 450,000.00
	1-Lane Roundabout	EA	\$ 250,000.00	1	\$ 250,000.00	\$ 250,000.00				
	Intersection Signal	EA	\$ 150,000.00	2	\$ 300,000.00			\$ 150,000.00	\$ 150,000.00	
	Landscaping									
	4-Lane Arterial	SF	\$ 2.00	468900	\$ 937,800.00	\$ 74,000.00		\$ 525,400.00	\$ 166,500.00	\$ 173,900.00
	2-Lane Arterial	SF	\$ 2.00	530100	\$ 1,060,200.00	\$ 336,300.00		\$ 66,800.00	\$ 85,500.00	\$ 190,000.00
	1-Lane Roundabout	SF	\$ 2.00	30000	\$ 60,000.00	\$ 60,000.00				
	Miscellaneous									
	Fire District Improvement	LS			\$ 2,500,000.00	\$ 500,000.00	\$ 500,000.00	\$ 500,000.00	\$ 500,000.00	\$ 500,000.00
	Engineering & Administration - 10%	LS	\$ 40,021,125.00	10%	\$ 4,002,112.50	\$ 1,073,695.00	\$ 719,412.50	\$ 843,680.00	\$ 658,475.00	\$ 705,940.00
	Onsite Contingency - 10%	LS	\$ 40,021,125.00	10%	\$ 4,002,112.50	\$ 1,073,695.00	\$ 719,412.50	\$ 843,680.00	\$ 658,475.00	\$ 705,940.00
	<b>Total Onsite Improvements</b>				<b>\$ 48,025,350.00</b>	<b>\$ 12,883,280.00</b>	<b>\$ 8,632,950.00</b>	<b>\$ 10,124,160.00</b>	<b>\$ 7,901,700.00</b>	<b>\$ 8,483,280.00</b>
	<b>Summary of Costs</b>									
	Offsite Improvements				\$ 13,351,280.00	\$ 5,501,180.00	\$ 2,172,590.00	\$ 1,486,090.00	\$ 1,749,650.00	\$ 2,341,440.00
	Onsite Improvements				\$ 48,025,350.00	\$ 12,883,280.00	\$ 8,632,950.00	\$ 10,124,160.00	\$ 7,901,700.00	\$ 8,483,280.00
	<b>Total Cost for Public Improvement</b>				<b>\$ 61,376,610.00</b>	<b>\$ 18,484,440.00</b>	<b>\$ 10,805,910.00</b>	<b>\$ 11,610,240.00</b>	<b>\$ 9,651,300.00</b>	<b>\$ 10,824,720.00</b>



# CONCEPTUAL OPINION OF COST

PROJECT: SMPG METROPOLITAN DISTRICTS      JOB NUMBER: 0972.0012      PREPARED BY: MRJ      DATE: 9-13-04

No.	Public Improvement Unit	Units	Unit Cost	Estimated Quantity	Item Cost	Metro District 2	Metro District 3	Metro District 4	Metro District 5	Metro District 6
<b>Offsite Improvements</b>										
	Land	LS	\$ 575,000.00	1	\$ 575,000.00	\$ 575,000.00				
	Wastewater Treatment Plant	LS	\$ 2,000,000.00	1	\$ 2,000,000.00	\$ 2,000,000.00				
	Wastewater Treatment Plant Expansion	S/F Units	\$ 1,800.00	3598	\$ 6,456,400.00					
	277 Sanitary Sewer Trunk Line	LF	\$ 75.00	1470	\$ 110,250.00		\$ 1,870,800.00	\$ 1,236,400.00	\$ 1,458,000.00	\$ 1,951,200.00
	277 Sanitary Sewer Trunk Line	EA	\$ 80,000.00	1	\$ 80,000.00					
	WCR 44 Access Decal	LS	\$ 150,000.00	1	\$ 150,000.00	\$ 80,000.00				
	WCR 44 Access Decal	LS	\$ 424,000.00	1	\$ 424,000.00	\$ 150,000.00				
	WCR 11 Improvements	LS	\$ 150,000.00	1	\$ 150,000.00	\$ 424,000.00				
	WCR 11 & 44 Signal	LS	\$ 150,000.00	1	\$ 150,000.00	\$ 150,000.00				
	WCR 11 & 44 Intersection Improvements	LS	\$ 150,000.00	1	\$ 150,000.00	\$ 150,000.00				
	WCR 44 Improvements	LS	\$ 284,000.00	1	\$ 284,000.00	\$ 284,000.00				
	Electric	LS	\$ 420,000.00	1	\$ 420,000.00	\$ 420,000.00				
	Electric Oil Line	LS	\$ 125,000.00	1	\$ 125,000.00	\$ 125,000.00				
	High Pressure Gas	LS	\$ 204,400.00	1	\$ 204,400.00	\$ 204,400.00				
	High Pressure Gas	LS	\$ 35,000.00	1	\$ 35,000.00	\$ 35,000.00				
	Pressure Reducer Gas	LS	\$ 35,000.00	1	\$ 35,000.00	\$ 35,000.00				
	Engineering & Administration - 10%	LS	\$ 11,128,050.00	10%	\$ 1,112,805.00	\$ 468,785.00	\$ 181,080.00	\$ 123,840.00	\$ 145,800.00	\$ 195,120.00
	Offsite Contingency - 10%	LS	\$ 11,128,050.00	10%	\$ 1,112,805.00	\$ 468,785.00	\$ 181,080.00	\$ 123,840.00	\$ 145,800.00	\$ 195,120.00
	<b>Total Offsite Improvements</b>				<b>\$ 13,361,260.00</b>	<b>\$ 5,601,180.00</b>	<b>\$ 2,172,960.00</b>	<b>\$ 1,486,080.00</b>	<b>\$ 1,749,600.00</b>	<b>\$ 2,341,440.00</b>

**EXHIBIT E**  
**Statutory Contents of this Service Plan**

- I. A description of the proposed services;
- II. A financial plan showing how the proposed services are to be financed;
- III. A preliminary engineering or architectural survey showing how the proposed services are to be provided;
- IV. A map of the Districts' boundaries and an estimate of the population and valuation for assessment of the Districts;
- V. A general description of the facilities to be constructed and the standards of such construction, including a statement of how the facility and service standards of the Districts are compatible with facility and service standards of The Town and of municipalities and special districts which are interested parties pursuant to §32-1-204(l), C.R.S.;
- VI. A general description of the estimated cost of acquiring land, engineering services, legal services, administrative services, initial proposed indebtedness and estimated proposed maximum interest rates and discounts, and other major expenses related to the organization and initial operation of the Districts;
- VII. A description of any arrangement or proposed agreement with any political subdivision for the performance of any services between the Districts and such other political subdivisions; and
- VIII. Information satisfactory to establish that each of the following criteria as set forth in §32-1-203, C.R.S., has been met:
  - (a) That there is sufficient existing and projected need for organized service in the area to be served by the Districts;
  - (b) That the existing service in the area to be served by the Districts is inadequate for the present and projected needs;
  - (c) That the Districts are capable of providing economical and sufficient service to the area within their boundaries;
  - (d) That the area to be included in the Districts has, or will have, the financial ability to discharge the proposed indebtedness on a reasonable basis;



**EXHIBIT F**  
**Intergovernmental Agreements**

**INTERGOVERNMENTAL AGREEMENT  
BETWEEN  
THE TOWN OF BERTHOUD, COLORADO  
AND  
SMPG METROPOLITAN DISTRICT NOS. 1 - 6**

THIS AGREEMENT is made and entered into as of this \_\_\_\_ day of \_\_\_\_\_, 2005, by and between the **Town of Berthoud**, a municipal corporation of the State of Colorado (the "Town"), and **SMPG Metropolitan District Nos. 1 - 6**, each a quasi-municipal corporation and political subdivision of the State of Colorado (collectively, the "Districts").

**RECITALS**

WHEREAS, the Districts were organized to provide those services and to exercise powers as are more specifically set forth in the "Consolidated Service Plan for SMPG Metropolitan District Nos. 1 - 6," dated and approved by the Town on September 14, 2004 (the "Service Plan"); and

WHEREAS, the Service Plan makes reference to and contemplates an intergovernmental agreement between the Town and the Districts; and

WHEREAS, the Town and the Districts have determined it to be in their best interests to enter into this Intergovernmental Agreement;

NOW, THEREFORE, in consideration of the covenants and mutual agreements contained herein, and for other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the Town and the Districts agree as follows:

**COVENANTS AND AGREEMENTS**

1. Application of Local Laws. The Districts hereby acknowledge and agree that the property within their respective boundaries shall be subject to the ordinances, rules and regulations of the Town and the Wilson Ranch Annexation and Development Agreement as approved by the Town on February 24, 2004, and the approval of the Service Plan shall not be construed as representing approval of any alteration or amendment by the Town of any such ordinances, rules, regulations or agreement. The Districts hereby further acknowledge that all the property within their respective boundaries are subject to all of the Town's current ad valorem property and sales taxes and to any future amendments thereof.

2. Nature of District. The parties acknowledge that the Districts were organized for the purpose of providing public improvements and services for the benefit of the area within its boundaries, as the same are generally contemplated in the Service Plan.

3. Change in Boundaries. As contemplated in the Service Plan, the Districts shall have full authority to expand their initial boundaries via the inclusion/exclusion process in order to incorporate the Combined Area (as that term is defined in the Service Plan) as the organizers acquire it. The Districts shall be permitted to make boundary adjustments with respect to the property located within their boundaries as contemplated in the Service Plan (together with any permitted inclusions), without prior Town approval. The Districts shall also be permitted to include additional property outside of the Combined Area, with the prior approval of the Board of Trustees of the Town. Exclusions may be effected in accordance with applicable law. Notice of all such inclusions or exclusions shall be provided to the Town pursuant to the annual reporting requirements set forth in the Service Plan.

4. Bond Issues. Prior to issuing general obligation bonds, the Districts shall give the Town opportunity to review and comment on bond issuance documents, as well as substantially final forms of any indenture, authorizing resolution and offering document the Districts intend to adopt. The Town shall have twenty days from receipt of such documents to provide the Districts with any and all objections and comments. The Districts shall not issue bonds to fund or otherwise make payment to the organizers or other private party advancing funds or furnishing facilities to the extent such entities are paid or reimbursed the costs thereof under that certain "Wilson Ranch Annexation and Development Agreement" dated February 24, 2004 among the Town of Berthoud, the Town of Berthoud Wastewater Enterprise, the Town of Berthoud Water Enterprise, the Wilson Homestead Limited Partnership and McWhinney Property Group, LLC.

5. Material Modifications. Material modifications to the Service Plan shall require prior approval by the Town as provided in Section 32-1-207, C.R.S. The term "material modification" shall mean:

- a. Any matter specified in Section 32-1-207(2), C.R.S.;
- b. Issuance of Debt without incorporating the Mill Levy Cap as defined in the Service Plan;
- c. Issuance of Debt in excess of the Individual Debt Limit or Combined Debt Limit as defined in the Service Plan;
- d. Inclusion or attempted inclusion of property beyond the Districts' boundaries as described in Exhibit A-1 of the Service Plan; and
- e. The filing of a condemnation action with respect to property located outside of the boundaries of the Districts and otherwise within the boundaries of the Town.

Nothing shall prohibit the Districts from complying with the provisions of Section 32-1-207(3)(b), C.R.S., relating to the publication of notices of action potentially constituting a material modification, requiring mailed notice to the Town on or prior to the publication, and providing for the opportunity of the Town to respond to same. In the event the Districts comply with the provisions of said statutory section, and in the absence of any action by the Town as required under said section to enjoin the proposed District(s) action, the District(s) shall be authorized to undertake same and such action shall not be considered a material modification of the Service Plan.

6. Ownership of Improvements/Dedications. It is planned that all public improvements shall be dedicated either to the Town or to other governmental entities for ownership, operations and maintenance. Those improvements which will be dedicated to the Town will be designed and constructed in accordance with standards adopted by the Town. Any improvements that are to be dedicated to other governmental entities will be designed and constructed in accordance with the standards of such entities, provided that any wastewater treatment facilities constructed by the Districts may only be dedicated to the Town for operations and maintenance. The Districts shall be authorized to operate and maintain public improvements until such time they are dedicated to the Town or other governmental entity. Any improvements not accepted by the Town or other appropriate governmental entity for ongoing ownership, operations and/or maintenance, may be owned, operated and/or maintained by the Districts. The timing for conveyance of improvements to the Town will be developed by mutual agreement between the Coordinating District and the Town. Any dedication of public improvements to the Town shall be made in accordance with and subject to the then-applicable ordinances, polices and regulations of the Town pertaining thereto.

7. Consolidation. The Districts shall be permitted to consolidate with one another without prior Town approval, subject to the requirements of applicable law. The Districts may not consolidate with any other special district except upon adoption of a Resolution by the Board of Trustees of the Town approving the same.

8. Dissolution. Upon an independent determination by the Town Trustees that the purposes for which the Districts were created have been accomplished, the Districts shall file petitions in the appropriate District Court for dissolution in accordance with 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 or other financial obligations as required pursuant to State statutes.

9. Annual Report. The District shall be responsible for submitting an annual report, as described in §32-1-207(3), C.R.S., in the form prescribed by the Town, pursuant to and including the information set forth in the Service Plan.

10. Conservation Trust Fund; Great Outdoors Colorado and Eminent Domain. The Districts shall not request or apply for revenues from Conservation Trust Funds or from Great Outdoors Colorado, unless the same are separately approved by the Town. Further, the District agrees to not undertake any eminent domain actions with respect to property located outside of the Combined Area without the prior approval of the Board of Trustees of the Town.

11. Exclusion from Park and Recreation District. No individual District shall be entitled to exercise the Park and Recreation powers enumerated in, or contemplated by, the Consolidated Service Plan until the property within that District has either been excluded from the boundaries of the Thompson Rivers Park and Recreation District or the Town Trustees have otherwise approved of the Park and Recreation powers to be so exercised.

12. Meetings. The Districts shall provide the Town with a copy of the written notice specifying the date, time and place of the Districts regular meetings, and shall provide updated

notice in the event such regular meetings change. The Districts shall also provide the Town with a copy of all Special Meeting Notices at the time such meetings are posted. Such notices may be delivered by email, fax, hand delivery or mail.

13. Entire Agreement of the Parties. This written Agreement constitutes the entire agreement between the Town and the Districts with respect to the subject matter contained herein and hereby supersedes any and all prior agreements, negotiations, representations and/or understandings pertaining to the same, whether written or oral.

14. Amendment. This agreement may only be amended, modified, changed, or terminated, in whole or in part, by way of a writing that has been properly authorized and executed by the Town and the Districts.

15. Enforcement. The parties agree that this agreement may be enforced in law or in equity as may be available according to the laws of the State of Colorado. The foregoing shall include, but not be limited to, grants of specific performance, injunctive relief, damages, or other appropriate relief. In the event the Town seeks enforcement of this Agreement by an action filed in the District Court, and is the prevailing party in such enforcement action based upon the entry of a final, non-appealable court order, the Districts (or the District to which the enforcement action pertains) shall be responsible for reasonable attorneys fees and court costs in regard to such action.

16. Venue. Venue for the trial of any action arising out of any dispute hereunder shall be in the appropriate District Court of the State of Colorado pursuant to the appropriate rules of civil procedure.

17. Beneficiaries. Except as otherwise stated herein, this agreement is intended to describe the rights and responsibilities of and between the Town and the Districts and is specifically not intended to, nor shall it be deemed to confer, any rights upon any third persons or entities not a party hereto.

18. Effect of Invalidity. If any clause or provision of this Agreement is adjudged invalid and/or unenforceable by a court of competent jurisdiction or by operation of any law, such clause or provision shall not affect the validity of this Agreement as a whole, but shall be severed herefrom, leaving the remaining Agreement intact and enforceable.

19. Assignability. Neither the Town nor the District shall assign their rights or delegate their duties hereunder without the prior written consent of the other party.

20. Successors and Assigns. This agreement and the rights and obligations created hereby shall be binding upon and inure to the benefit of the parties hereto, their respective successors and assigns.

[The balance of this page left intentionally blank.]

IN WITNESS WHEREOF, the Town and the Districts have executed this Agreement on the date and year first above written:

**SMPG METROPOLITAN DISTRICT  
NOS. 1 – 6  
[Final form will be modified for each District's  
signature]**

By: \_\_\_\_\_  
President

ATTEST:

By: \_\_\_\_\_  
Secretary

**TOWN OF BERTHOUD, COLORADO**

By: \_\_\_\_\_  
Its: \_\_\_\_\_

ATTEST:

By: \_\_\_\_\_

Its: \_\_\_\_\_

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**INTERGOVERNMENTAL AGREEMENT  
BETWEEN  
SMPG METROPOLITAN DISTRICT NOS. 1-6  
AND  
LITTLE THOMPSON WATER DISTRICT**

**1. PARTIES.** The Parties to this Intergovernmental Agreement (the “Agreement”) are the **SMPG METROPOLITAN DISTRICT NOS. 1-6** (“SMPG”) and the **LITTLE THOMPSON WATER DISTRICT** (the “District”).

**2. RECITALS.** The Recitals are a part of the Agreement.

2.1 SMPG was organized under Title 32 of the Colorado Revised Statutes in order to finance and construct certain public improvements to serve the territory known as “Wilson Ranch,” in the Town of Berthoud, Colorado (the “Project”), as contemplated in its Service Plan. As a Title 32 special district, the District provides water service to customers in certain portions of Larimer, Boulder and Weld Counties in the State of Colorado. This Agreement shall be attached to and shall become a part of the Service Plan of SMPG; and the Service Plan shall be deemed amended by any provision of this Agreement that is different than the provisions of this Agreement. This Agreement shall be incorporated into a stipulation between the District and SMPG and filed with the District Court in Case Number 2004CV1666 filed in Weld County District Court for the organization of SMPG.

2.2 The boundaries of SMPG are located entirely within the existing boundaries of the District, thus making SMPG an “overlapping district” pursuant to § 32-1-107, C.R.S. The District is entitled under its rules and regulations to serve water within and without its boundaries within the District’s Service Area as shown on its Service Area map. SMPG’s Service Plan contemplates the financing and construction of certain water and irrigation water facilities and infrastructure including, but not limited to, water rights, water supply, treatment, transmission and distribution systems for domestic and other public or private purposes as the same may be deemed necessary for the demands of the Project, which are subject to dedication to the District or to the Town of Berthoud, Colorado (the “Town”).

2.3 SMPG is authorized only to finance and construct those water and irrigation water facilities and infrastructure contemplated in its Service Plan, provided that the facilities and infrastructure to be financed and constructed do not duplicate or interfere with any other improvements or facilities already constructed, or planned for construction, within or without the overlap area and provided that the facilities and infrastructure are promptly and properly dedicated to the District or to the Town as provided in the SMPG Service Plan and this Agreement.

2.4 The District and the Town have entered into an Intergovernmental Agreement dated September 15, 1999 (the “Town-District IGA”), a copy of which is attached to this Agreement. The parties to the Agreement understand that the arrangement described in the Town-District IGA may be altered by those parties and that this Agreement shall be enforceable whether or not the Town or the District supplies the treated water or the irrigation water to the



property within the SMPG boundaries. If the Town and the District modify, extend or otherwise change the Town-District IGA, then the parties to the Agreement shall modify the Agreement so that it is consistent with the then current Town-District IGA. If the Town-District IGA is cancelled, then this Agreement shall stay in force. Nothing in this Agreement shall amend or otherwise change the Town-District IGA; and this Agreement shall be construed consistently to the Town-District IGA, as amended. This Agreement shall be referenced in any agreement between the Town and SMPG regarding water matters.

2.5 There is no current or planned duplication or interference and the District gave overlap consent conditioned upon the Parties entering into this Agreement upon SMPG's formal organization. Accordingly, in consideration of the mutual promises set forth in this Agreement, the Parties covenant and agree as follows:

### 3. TERMS

3.1 Exercise of Service Plan Authority. SMPG has the ability and authority to finance and construct the water and irrigation water improvements contemplated by the Service Plan, which are to be located substantially within its Combined Area boundaries [some facilities are outside the Combined Area boundaries as shown in the SMPG Service Plan], as needed in order to service the development within SMPG. SMPG's authority described in this Paragraph 3.4 is restricted to financing and constructing such water and irrigation water improvements that will not duplicate or interfere with any other improvements or facilities already constructed or planned for construction within the District. SMPG shall not have the authority to finance or construct any duplicative or interfering facilities or improvements without obtaining the prior, written consent from the District's Board of Directors, which consent may be withheld in the District's sole discretion. SMPG shall not operate any water system or irrigation water system.

3.2 Design Standards. The water and irrigation water improvements contemplated herein and in the SMPG Service Plan that are to be dedicated to the District shall be designed, constructed, and installed in accordance with all applicable standards of the District, and, if required, by the applicable standards of the Town.

3.3 Dedication, Acceptance, Operation, and Maintenance. Dedication of water and irrigation water facilities by SMPG to the Town or the District shall subject to the terms of the Town-District IGA as it may be amended from time to time. SMPG shall dedicate and convey the completed water and irrigation water improvements contemplated herein and in the Service Plan to the Town or to the District within sixty days of completion. SMPG shall warrant, directly or indirectly, the construction of the water and irrigation water improvements dedicated to the District for a period of no less than two years.

3.4 Change of SMPG Service Plan and Boundaries. The Amended Consolidated Service Plan of SMPG dated April 15, 2005, shall not be modified with respect to SMPG's water powers and services without the prior written consent of the District, which consent may be withheld for any reason. The Combined Area boundaries of the SMPG District shall not be expanded without the prior written consent of the District, which consent may be withheld for

any reason [if SMPG irrevocably waives all rights to water powers within such expanded area, then such expansion will be permitted by the District].

3.5 Agreement For Water Main Extensions. SMPG agrees, as the "Customer," to the terms of the District's standard form Agreement for Water Main Extensions, a copy of which is appended to the Agreement, with respect to all water facilities designed, constructed and installed by SMPG that are intended to be dedicated to the District. To the extent SMPG receives water service through District facilities, SMPG agrees to abide by the rules and regulations of the District as now in existence or as hereafter may be modified by the District from time to time.

3.6 Consent of the District. While SMPG is in compliance with in this Agreement, the District consents to formation of the overlapping SMPG, as limited by SMPG's Service Plan and further subject to the terms and conditions of this Agreement.

4. **DEFAULT AND REMEDIES.** In the event either Party alleges that the other is in default of this Agreement, the non-defaulting party shall first notify the defaulting party in writing of such default and specify the exact nature of the default in such notice. The defaulting party shall have twenty days from such notice within which to cure such default before the non-defaulting party may exercise any of its remedies provided hereunder; provided that:

- 4.1 Such default is capable of being cured;
- 4.2 The defaulting party has commenced such cure within said twenty day period; and
- 4.3 The defaulting party diligently prosecutes such cure to completion.

If such default is not of a nature than can be cured in such twenty day period, corrective action must be commenced within such period by the defaulting party and thereafter diligently pursued. Upon default, the non-defaulting party shall have the right to take whatever action at law or in equity appears necessary or desirable to enforce the performance and observation of any obligation, agreement, or covenant of the defaulting party under this Agreement.

5. **NO WAIVER.** The waiver or delay of enforcement of one or more terms of this Agreement shall not constitute a waiver of the remaining terms. The waiver or delay in enforcement regarding any breach of this Agreement shall not constitute a waiver of any terms of the Agreement.

6. **NOTICE.** All notices, certificates, or other communications hereunder shall be sufficiently given and shall be deemed given when personally delivered in writing or by facsimile, or mailed by registered or certified mail, postage prepaid, addressed as follows:

To SMPG: SMPG Metropolitan District  
c/o White, Bear & Ankele Professional Corporation  
1805 Shea Center Drive  
Suite 100  
Highlands Ranch, Colorado 80129  
Facsimile: (303) 858-1801

Attn: William P. Ankele, Esq.

To the District:

LITTLE THOMPSON WATER DISTRICT  
835 East Highway 56  
Berthoud, Colorado 80513  
Attn: District Manager  
And  
Starr and Westbrook, P.C.  
150 East 29<sup>th</sup> Street, Suite 285  
P.O. Box 642  
Loveland, CO 80539-0642

7. **IMMUNITY.** Nothing contained in this Agreement constitutes a waiver of either Party's sovereign immunity under any applicable state law.

8. **MODIFICATION OF AGREEMENT.** Any modification of this Agreement shall be binding only if evidenced in writing signed by each party.

9. **ASSIGNMENT.** No transfer or assignment of this Agreement or of any rights hereunder shall be made by SMPG without the prior written consent of the District, which consent shall not be unreasonably withheld. The District may assign all or any part of this Agreement without the prior consent of SMPG. This Agreement is binding on the successors and permitted assigns of the parties as provided in this section.

10. **SEVERABILITY.** In the event any court of competent jurisdiction shall hold any provision of this Agreement invalid or unenforceable, such holding shall not invalidate or render unenforceable any other provision hereof.

11. **ENTIRE AGREEMENT.** This Agreement contains the entire agreement of the parties concerning the subject matter and supersedes all prior conversations, proposals, negotiations, understandings, and agreements, whether written or oral.

12. **ATTORNEYS' FEES.** If SMPG breaches this Agreement, SMPG shall pay all of the District's reasonable attorneys' fees and costs in enforcing this Agreement whether or not legal proceedings are instituted.

13. **GOVERNING LAW.** This Agreement shall be governed by the laws of the State of Colorado.

14. **ALTERNATE DISPUTE RESOLUTION.** In the event of any dispute or claim arising under or related to this Agreement, the Parties shall use their best efforts to settle such dispute or claim through good faith negotiations with each other. If such dispute or claim is not settled through negotiations within thirty days after the earliest date on which one party notifies the other party in writing of its desire to attempt to resolve such dispute or claim through negotiations, then the parties agree to attempt in good faith to settle such dispute or claim by

mediation under the auspices of a recognized establish mediation service within the State of Colorado. Such mediation shall be conducted within sixty days following either party's written request therefor. If such dispute or claim is not settled through mediation, then either party may initiate a civil action in the District Court for Weld County.

15. DATED. \_\_\_\_\_, 2005.

ATTEST: SMPG METROPOLITAN DISTRICT NOS. 1-6

By: \_\_\_\_\_  
Secretary

By: \_\_\_\_\_  
Chairman

ATTEST: LITTLE THOMPSON WATER DISTRICT

By: \_\_\_\_\_  
Secretary

By: \_\_\_\_\_  
President

STATE OF COLORADO )  
 ) ss.  
COUNTY OF LARIMER )

The foregoing instrument was acknowledged before me by \_\_\_\_\_  
as Chairman and by \_\_\_\_\_ as Secretary of SMPG METROPOLITAN  
DISTRICT NOS. 1-6, a Colorado special district, on \_\_\_\_\_, 2005.

My Commission expires: \_\_\_\_\_  
SEAL Notary Public

STATE OF COLORADO )  
 ) ss.  
COUNTY OF LARIMER )

The foregoing instrument was acknowledged before me by Robert Boggio as President and by  
Richard H. H. Whittet as Secretary of LITTLE THOMPSON WATER DISTRICT, a Colorado  
special district, on \_\_\_\_\_, 2005.

My Commission expires: \_\_\_\_\_  
SEAL Notary Public

**INTERGOVERNMENTAL AGREEMENT  
BETWEEN  
SMPG METROPOLITAN DISTRICT NOS. 1-6  
AND  
BERTHOUD FIRE PROTECTION DISTRICT**

**1. PARTIES.** The Parties to this Agreement are the **SMPG METROPOLITAN DISTRICT NOS. 1-6 ("SMPG")** and the **BERTHOUD FIRE PROTECTION DISTRICT ("District")**.

**2. RECITALS.** SMPG was organized in order to provide public improvements to serve the territory known as "Wilson Ranch," in the Town of Berthoud, Colorado (the "Project"), as contemplated in its Service Plan. As a Title 32 special district, the District provides fire protection services and facilities. The boundaries of SMPG are, or will be, wholly within the existing boundaries of the District and is, or will be, deemed an "overlapping district" pursuant to § 32-1-107, C.R.S. SMPG's Service Plan contemplates the financing, design, acquisition, installation and construction of certain fire protection facilities including, but not limited to, temporary and/or permanent fire stations and related structures, engine trucks, ladder trucks, and any and all other necessary apparatuses, associated equipment, materials, and facilities necessary for such facilities and equipment, and as may be deemed necessary for the demands of the Project, which are subject to dedication to the District. The overlapping SMPG is authorized to finance, design, acquire, install and construct those fire protection improvements contemplated in its Service Plan, provided that those improvements do not duplicate or interfere with any other improvements or facilities already constructed or planned for construction by the District within or without the overlap area. The Board of Directors of the existing District consents to the overlapping SMPG district financing, designing, acquiring, installing and constructing said fire protection improvements, as limited by SMPG's Service Plan and further subject to the terms and conditions of this Agreement. There is no current or planned duplication or interference and the District gave overlap consent conditioned upon the Parties entering into this Agreement upon the formation of SMPG. Accordingly, in consideration of the mutual promises set forth in this Agreement, the Parties covenant and agree as follows:

**3. TERMS.**

**3.1 Exercise of Service Plan Authority.** SMPG has the ability and authority to finance, design, acquire, install and construct the fire protection improvements contemplated by the Service Plan as necessary to serve the development within SMPG by the District. SMPG's authority described in this Paragraph 3.1 is restricted to financing, designing, acquiring, installing and constructing such fire protection improvements that will not duplicate or interfere with any other improvements or facilities already constructed or planned for construction within the District. SMPG shall not finance, design, acquire, install or construct any duplicative or interfering facilities or improvements without obtaining prior, written consent from the District's Board of Directors, which consent may be withheld in the District's sole discretion.

3.2 Design Standards. The fire protection improvements contemplated herein and in the Service Plan shall be designed, acquired, constructed, and installed in accordance with all applicable standards of the District, and, if required, by the applicable standards of the Town of Berthoud, Colorado.

3.3 Dedication, Acceptance, Operation, and Maintenance. SMPG shall work with the District to establish a construction timetable for completion of the fire protection improvements based upon the build-out of the development. SMPG shall dedicate and convey the completed fire protection improvements contemplated herein and in the Service Plan to the District within sixty (60) days of completion. Upon acceptance of the fire protection improvements, the District shall own, operate, maintain, repair, and/or replace the same as may be necessary to preserve the functionality of all dedicated facilities in a manner consistent with the standards of the District, and, if required, by the applicable standards Town of Berthoud, Colorado and to provide fire protection services to the residents and properties within the boundaries of SMPG. SMPG shall transfer to the District all warranties, bonds, or other guarantees with respect to the construction of such improvements. SMPG shall warrant, directly or indirectly, the construction of the fire protection improvements for a period of no less than one (1) year.

4. **DEFAULT AND REMEDIES.** In the event either Party alleges that the other is in default of this Agreement, the non-defaulting party shall first notify the defaulting party in writing of such default and specify the exact nature of the default in such notice. The defaulting party shall have twenty (20) working days from receipt of such notice within which to cure such default before the non-defaulting party may exercise any of its remedies provided hereunder; provided that:

4.1 Such default is capable of being cured;

4.2 The defaulting party has commenced such cure within said twenty (20) day period; and

4.3 The defaulting party diligently prosecutes such cure to completion.

If such default is not of a nature than can be cured in such twenty (20) day period, corrective action must be commenced within such period by the defaulting party and thereafter diligently pursued. Upon default, the non-defaulting party shall have the right to take whatever action at law or in equity appears necessary or desirable to enforce the performance and observation of any obligation, agreement, or covenant of the defaulting party under this Agreement.

5. **NO WAIVER.** The waiver or delay of enforcement of one or more terms of this Agreement shall not constitute a waiver of the remaining terms. The waiver or delay in enforcement regarding any breach of this Agreement shall not constitute a waiver of any terms of the Agreement.

6. **NOTICE.** All notices, certificates, or other communications hereunder shall be sufficiently given and shall be deemed given when personally delivered in writing or by facsimile, or mailed by registered or certified mail, postage prepaid, addressed as follows:

SMPG Metropolitan District  
c/o White, Bear & Ankele Professional Corporation  
1805 Shea Center Drive  
Suite 100  
Highlands Ranch, Colorado 80129  
Facsimile: (303) 858-1801

Attn: William P. Ankele, Esq.

BERTHOUD FIRE PROTECTION DISTRICT  
275 Mountain Avenue  
Post Office Box 570  
Berthoud, Colorado 80513

Attn: Stephen Charles, Fire Chief

7. **IMMUNITY.** Nothing contained in this Agreement constitutes a waiver of either Party's sovereign immunity under any applicable state law.

8. **MODIFICATION OF AGREEMENT.** Any modification of this Agreement shall be binding only if evidenced in writing signed by each party.

9. **ASSIGNMENT.** No transfer or assignment of this Agreement or of any rights hereunder shall be made by either Party without the prior written consent of the other, which consent shall not be unreasonably withheld.

10. **SEVERABILITY.** In the event any court of competent jurisdiction shall hold any provision of this Agreement invalid or unenforceable, such holding shall not invalidate or render unenforceable any other provision hereof.

11. **ENTIRE AGREEMENT.** This Agreement contains the entire agreement of the parties concerning the subject matter and supercedes all prior conversations, proposals, negotiations, understandings, and agreements, whether written or oral. The Recitals shall be deemed a part of the terms of this Agreement.

12. **ATTORNEYS' FEES.** If any party breaches this Agreement, the breaching party shall pay all of the non-breaching party's reasonable attorneys' fees and costs in enforcing this Agreement whether or not legal proceedings are instituted.

13. **GOVERNING LAW.** This Agreement shall be governed by the laws of the State of Colorado.

14. **ALTERNATE DISPUTE RESOLUTION.** In the event of any dispute or claim arising under or related to this Agreement, the Parties shall use their best efforts to settle such dispute or claim through good faith negotiations with each other. If such dispute or claim is not settled through negotiations within thirty (30) days after the earliest date on which one party notifies the other party in writing of its desire to attempt to resolve such dispute or claim through negotiations, then the parties agree to attempt in good faith to settle such dispute or claim by mediation under the auspices of a recognized establish mediation service within the State of Colorado. Such mediation shall be conducted within sixty (60) days following either party's written request therefor. If such dispute or claim is not settled through mediation, then either party may initiate a civil action in the District Court for Weld County.

15. **DATED.** \_\_\_\_\_, 200\_\_.

ATTEST: SMPG METROPOLITAN DISTRICT NOS. 1-6

By: \_\_\_\_\_  
Secretary

By: \_\_\_\_\_  
Chairman

ATTEST: BERTHOUD FIRE PROTECTION DISTRICT

By: John F. Erickson  
Secretary

By: Phil Pennock  
Chairman  
January 18, 2005  
Chief Charles