

COPY

**AMENDED CONSOLIDATED SERVICE PLAN
FOR
CRYSTAL VALLEY METROPOLITAN DISTRICT NO. 1
and
CRYSTAL VALLEY METROPOLITAN DISTRICT NO. 2**

Revised November 21, 2001

Castle Rock, Colorado

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I. INTRODUCTION

A. General Overview

1. Consolidated Plan. This is an amended and consolidated service plan for Crystal Valley Metropolitan Districts Nos. 1 and 2 (referred to herein as the "Districts" or "District"), submitted pursuant to Chapter 11 of the Town of Castle Rock Municipal Code and Title 32 of the Colorado Revised Statutes. The general boundaries of the Districts are Lake Gulch Road to the East, Douglas Lane and Plum Creek Boulevard to the West, Douglas County agricultural land to the South and the Plum Creek P.U.D. to the North. The Districts were originally organized pursuant to two service plans (the "Original Service Plans") approved by the Town Council of the Town of Castle Rock (the "Town") in August of 1986. It was originally anticipated that development of the area comprising the Districts would proceed in phases roughly coinciding with the boundaries of each respective District. However, shortly after organization of the Districts, the owner of the property determined to postpone development. Development in the Districts has been inactive since that time. Neither one of the Districts has constructed any facilities.

This Service Plan (hereinafter defined as the "Amended Service Plan") for the Districts amends and replaces the Original Service Plans, and is submitted pursuant to the requirements of Sections 11.02.080 and 11.02.150 of the Castle Rock Municipal Code, to more accurately describe the nature of the functions and activities the Districts currently expect to undertake.

Submitted herewith is a "Petition for Amendment of Service Plan for Crystal Valley Metropolitan District No. 1 and Crystal Valley Metropolitan District No. 2" in the general form required by Section 11.02.080 of the Castle Rock Municipal Code. The Districts have included within this Amended Service Plan the information required in Section 11.02.080 as well as the information described in Section 11.02.150.

The land within the Districts currently contains no residential units. The service area of the Districts will include approximately 1,455 acres. At build-out, it is anticipated that the Districts will contain a mix of approximately 2,233 single family detached units, 1,242 townhomes, condos and apartment units, open space, entry ornamentation, landscaping, a golf course and park amenities. The population of the Crystal Valley area, with a density of 3.2 people per unit, is 11,120 persons. The build-out projections are shown in Exhibit G. Implementation of the concepts set forth in this Amended Service Plan will require considerable financial involvement by the developers of the Crystal Valley area. Significant development risk will be borne by the developers of the Crystal Valley community until enough assessed valuation has been produced to enable the Districts to become self-sufficient. This Amended Service Plan demonstrates the Districts, with the developers' assistance, will be financially viable and able to provide the services and facilities described herein on an economic basis.

Improvements to be furnished by the Districts, and a demonstration of how the Districts will best provide the necessary public improvements in a cost effective manner from available resources and by coordination with the Town, are also described herein.

2. Improvement Costs. Approximately \$40,000,000 of public improvements will be

constructed to provide the required water, wastewater, streets and other improvements needed for the area. This Amended Service Plan addresses the improvements which will be provided by the Districts and demonstrates how the two Districts will work together to provide the necessary public improvements. All "Exhibits" referred to herein are attached to the end of this Amended Service Plan. The balance of this Amended Service Plan addresses the statutory requirements for approval of this document.

3. Financing Plan. The "Financing Plan" discussed in Section V refers to a consolidated financial plan for the Districts. Various agreements will be executed by the Districts clarifying the nature of the functions and services to be provided by each District. The agreements will be designed to help assure the orderly development of essential services and facilities in the Districts resulting in a community that will be both an aesthetic and economic asset to the Town. The financial structure of the Districts has been modified in this Amended Service Plan to address and avoid the financial difficulties that have occurred with respect to other special districts within the Town. The Financing Plan places the risk of development on the developer until such time as the Districts have the financial ability to discharge their indebtedness on a reasonable basis without burdening future residents with high mill levies. So long as the Districts certify the agreed upon mill levy, and otherwise comply with the terms for issuance of bonds set forth in bond documents, the bondholders will not be able to seek additional payment from the Districts.

Allocation of the responsibility for paying debt for capital improvements will be managed through development of a unified financing plan for those improvements. 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 reasonably uniform throughout the Districts. Due to the credit enhancement and other support expected to be received from the developers, the Financing Plan demonstrates that the cost of infrastructure described herein can be provided with reasonable mill levies.

4. Multiple Districts. As presently planned, development within the Districts will proceed in several phases, each of which will require the extension of public services and facilities. The multiple district structure will assure that the construction and operation of each phase of public facilities will be primarily administered by a single board of directors consistent with a long-term construction and operations program. Use of the Districts will facilitate a well-planned financing effort through all phases of construction and will assist in assuring coordinated extension of services to all areas within the Districts. The multiple district structure allows the Districts to coordinate the timing and issuance of bonds in such a way as to assure that required improvements are constructed at the time and in the manner necessary. The combination of appropriate management and control of the timing of financing, and the ability of the Districts to obtain attractive interest rates will benefit residents and property owners. Consequently, the multiple district structure is less risky and will allow bonds to be issued to finance public improvements at lower rates than if a single special district is organized.

The multiple district structure will also help assure that facilities and services needed for future build-out of the area will be provided when they are needed, and not sooner. Absent an appropriate mechanism to assure timely completion of future improvements, the developers might be influenced to cause improvements to be completed well before they are needed to assure that

they can be provided with tax exempt financing. Appropriate development agreements between the Districts and the developers will allow the postponement of financing for improvements which are not needed until well into the future thereby helping residents avoid the long-term carrying costs associated with financing improvements too early. This, in turn, allows the full costs of public improvements to be allocated over the full build-out of the Crystal Valley area and helps avoid disproportionate cost burdens on the early phases of development.

5. Development Area. In order to implement the dual district structure, the boundaries of the Districts are carefully configured. The property within the Districts is currently undeveloped. A map showing the boundaries of the Districts is provided in Exhibit A. Legal descriptions of the property within the boundaries of the Districts are attached to the end of this Amended Service Plan as Exhibit B. The development plan approved by the Town for Crystal Valley is attached as Exhibit C.

6. Long-Term District Plan. After all bonds have been issued by the Districts and adequate provision has been made for payment of all debt, the electorate of the Districts will have the opportunity to consider the dissolution of the Districts in accordance with state law. The Districts will consider dissolution at the time each District's debt has been paid and adequate provision has been made for operation of all facilities. Ultimately, control of this decision will rest with the electorate in each District.

7. Existing Services and Districts. There are currently no other entities in existence in the area, which have the ability and/or desire to undertake the design, financing and construction of improvements needed for the community. It is also the Districts' understanding that the Town does not consider it feasible or practicable for the Town to provide the necessary services and facilities to Crystal Valley. Consequently, the powers and authorities requested under this Amended Service Plan are deemed necessary for the provision of adequate public improvements within the Districts' boundaries.

8. Existing Financial Information. The 2000 estimated certified assessed valuation of all taxable property within the boundaries of the Districts is approximately \$108,000. The anticipated cost of improvements necessary to provide essential services within the Districts currently and in the future are substantial and are estimated in Exhibit E. The financial forecasts for the Districts are contained in Exhibit G to this Amended Service Plan. The "Financing Plan" demonstrates one method which might be used by the Districts to finance the cost of infrastructure.

9. Contents of Amended Service Plan. This Amended Service Plan consists of a financial analysis and preliminary engineering plan showing how the facilities and services for Crystal Valley can be provided and financed by the Districts. Numerous items are included in this Amended Service Plan in order to satisfy the requirements of law for formation of special districts. Those items are listed in Exhibit D attached hereto. Exhibit H contains the requirements of Section 11.02.150 of the Castle Rock Municipal Code that are not otherwise contained herein. Each of the requirements of law are satisfied by this Amended Service Plan.

The assumptions contained within this Amended Service Plan were derived from a variety of sources. Information regarding the present status of property within the Districts, as well as the

current status and projected future level of similar services was obtained from the developer. Construction cost estimates were assembled by Rocky Mountain Consultants, Inc., which has experience in the costing and construction of similar facilities. Legal advice in the preparation of this Amended Service Plan was provided by White and Associates Professional Corporation, the Districts' general counsel, who represents numerous special districts. Financial recommendations and advice in the preparation of the Amended Service Plan were provided by Wells Fargo.

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

11. Inclusions and Exclusions to Districts. Inclusions or exclusions of property within the Districts will be determined by the Board of Directors of each District at the time of consideration. Consistent with the terms of an Intergovernmental Agreement with the Town in the form prescribed by the Town. The Boards of Directors will have discretion to permit inclusions and exclusions within the boundaries of the Crystal Valley Ranch PD without seeking approval from the Town. The Boards of Directors will also have discretion to include property outside the district, the total of which shall not exceed 10% of the total area within the district in any year.

II. NEED FOR DISTRICTS AND BROADENED GENERAL POWERS

A. Need for the Districts

There are currently no other entities in existence in the Crystal Valley area, which have the ability and/or desire to undertake the design, financing and construction of improvements needed for the community. It is also the Districts' understanding that the Town does not consider it feasible for the Town to provide the necessary services and facilities. Consequently, the Districts need to be used for the provision of public improvements in Crystal Valley. Operations and maintenance of water, sewer, and street improvements will be the responsibility of the Town after water and sewer improvements are conveyed to the Town by the Districts. The timing for conveyance of improvements to the Town and for operation of other improvements will be set forth in an agreement between the Districts and the Town.

At present there are no viable alternatives to the Districts if the amendment of this Service Plan is not approved.

B. General Powers of Each District

Both Districts will have power and authority to provide the services and facilities described in this Section both within and outside its boundaries in accordance with law. All facilities and improvements will be designed, constructed and maintained in accordance with the standards of Colorado law, the Town, and any other jurisdiction, as applicable. The Districts' powers and functions shall be limited to construction and financing of the improvements described below, and any other services that may be provided by a metropolitan district within and without the District's boundaries as will be determined by the District's Board of Directors to be in the best interest of the District. However, upon mutual agreement with Town, the Districts may retain ownership in facilities and/or retain responsibilities for operations and maintenance.

1. Water. The design, acquisition, installation, construction, operation, and maintenance of a complete water and irrigation water system, including but not limited to, water rights, water supply, treatment, storage, transmission and distribution systems for domestic and other public or private purposes, together with all necessary and proper reservoirs, treatment works 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.

2. Sanitation. The design, acquisition, installation, construction, operation and maintenance of storm or sanitary sewers, or both, flood and surface drainage, treatment and disposal works and 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.

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

4. Traffic and Safety Controls. The design, acquisition, installation, construction, operation, and maintenance of traffic and safety protection facilities and services through traffic and safety controls and devices on streets and highways, environmental monitoring, and rodent and pest controls necessary for public safety, as well as other facilities and improvements including but not limited to, main entry buildings, access gates, signalization at intersections, traffic signs, area identification signs, directional assistance, and driver information signs, together with all necessary, incidental, and appurtenant facilities, land easements, together with extensions of and improvements to said facilities.

5. Television Relay and Translator. The acquisition, construction, completion, installation and/or operation and maintenance of television relay and translator facilities, including but not limited to fiber optic cable, cable television, other expanding or evolving comparable

technologies and other communication facilities, together with all necessary, incidental and appurtenant facilities, land and easements, and all necessary extensions of and improvements to said facilities.

6. Parks and Recreation. The design, acquisition, installation, construction, operation and maintenance of public park and recreation facilities or programs including, but not limited to, swimming pools and spas, tennis courts, golf courses, exercise facilities, bike paths, hiking trails, snowshoe trails, pedestrian trails, pedestrian bridges, pedestrian malls, public fountains and sculpture, art, and botanical gardens, equestrian trails and centers, picnic areas, skating areas and facilities, common area landscaping and weed control, outdoor lighting of all types, community events, 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. Transportation. The design, acquisition, installation, construction, operation and maintenance of public transportation system improvements, including transportation equipment, park and ride facilities and parking lots, parking structures, roofs, covers, and facilities, including structures for repair, operations and maintenance of such facilities, together with all necessary, incidental and appurtenant facilities, land and easements, and all necessary extensions of and improvements to said facilities or systems.

9. Fire Protection & Emergency Medical Services. The design, construction, completion, and installation of facilities and/or services for protection against fire, including, but not limited to; fire stations, fire protection and fire fighting equipment, and such ambulance, medical, and rescue units as are deemed necessary for proper firefighting and suppression services, as well as all necessary, incidental, and appurtenant facilities, land and easements, together with extensions of and improvements to said system.

10. 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 Amended 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, the Castle Rock Municipal Code, other applicable statutes, and this Amended Service Plan, as any or all of the same may be amended from time to time.

11. Other. In addition to the powers enumerated above, the boards of directors of the Districts shall also have the following authority:

a. To amend this Amended Service Plan as needed, subject to the appropriate statutory procedures and the Castle Rock Municipal Code. Each District shall have the right to amend this Amended Service Plan independent of participation of the other District provided that neither District shall be permitted to amend those portions of this Amended Service Plan which effect, impair, or impinge upon the rights or powers of the other District

without such District's consent; and

b. To forego, reschedule, or restructure the financing and construction of certain improvements and facilities, in order to better accommodate the pace of growth; and

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

d. To exercise all necessary and implied powers under Title 32, C.R.S. in the reasonable discretion of the boards of directors of the Districts.

III. DESCRIPTION OF FACILITIES AND IMPROVEMENTS

The Districts will provide the facilities and improvements contemplated in the development plan attached hereto as Exhibit F, together with such other facilities and improvements as are determined to be necessary from time to time subject to the limits of Section II above. Improvements not specifically described herein shall be permitted as long as they are generally contemplated in Section II hereof, and subject to the Districts' financial ability to provide such improvements. Should the types of improvements change from what is stated in Section II of this Amended Service Plan, it shall be considered to be a material modification of this Amended Service Plan.

The Districts shall ensure that any proposed improvements set forth in this Section III will be designed and constructed in accordance with the standards and specifications set forth by the Town. It is anticipated that the design and construction of all improvements within the Districts will be conducted by the Districts.

IV. PROPOSED AND EXISTING INTERGOVERNMENTAL AGREEMENTS

A. General

The Districts may enter into intergovernmental and private agreements to better ensure long-term provision of the improvements and services authorized by this Amended Service Plan, and effective management. Agreements may be also be executed with property owner associations and other service providers. All such agreements are authorized to be provided by each, pursuant to Colorado Constitution, Article XIV, Section 18(2)(a) and Section 29-1-201, et seq., Colorado Revised Statutes.

B. Town IGA

It is expected that the Town and the Districts will enter into an intergovernmental agreement, in a form prescribed by the Town (the "Town IGA") after approval of this Amended Service Plan regarding the nature of the relationship between the Districts and the Town, and

setting forth various procedures and agreements regarding the construction, ownership, operation and maintenance of improvements constructed by the Districts. The Town IGA will also address the allocation of development fees between the Districts and the Town. The Districts are expected to convey operable sections of all facilities to the Town as soon as residential units are connected to water and wastewater facilities. Operating subsidies may be provided to the Town to offset the costs of operations in the early stages of development.

V. FINANCING PLAN

A. General Provisions

The Districts shall comply with Chapter 11.02 of the Castle Rock Municipal Code, including but not limited to the requirements for filing annual reports and obtaining timely service plan amendments when material modifications occur as contemplated in Section 11.02.060 of the "special district oversight ordinance" of the Town.

Attached to this Amended Service Plan as Exhibit G is a consolidated Financing Plan that shows how the proposed services and facilities are expected to be financed by the Districts. The Financing Plan includes the proposed operating revenue derived from *ad valorem* property taxes for the first budget year following approval of this Amended Service Plan. The Districts anticipate borrowing their initial operating funds from private entities until such time as they are able to generate operating revenues.

The Financing Plan identifies the proposed debt issuance schedules for the Districts and shows how the financial operations of the Districts will be coordinated. The Districts are expected to issue both revenue bonds and general obligation debt as described in the Financing Plan. Bondholders will be advised that so long as the Districts are certifying the required mill levy, no other remedy will be available to bondholders to obtain payment for their bonds. This mechanism will help assure (i) that such bonds cannot default as long as the mill levy cap is being certified; (ii) that property owners will pay only the required mill levy; and, (iii) that the developers bear the risk of development until assessed valuation is developed. The Districts shall be entitled to modify the proposed structure of the Financing Plan as contemplated in Section C below. Subject to the limitations in Section B below, the refunding of credit enhanced debt to term bonds as set forth in the Financing Plan shall not require Town approval.

The numerical information contained in this section of this Amended Service Plan is preliminary in nature. All dollars are stated in 2001, uninflated dollars. Upon approval of this Amended Service Plan, the Districts will continue to develop and refine cost estimates contained herein and prepare for bond issues. All cost estimates will be inflated to current dollars at the time of bond issuance and construction. Engineering and other contingencies, as well as capitalized interest and other costs of financing will be added. All construction cost estimates assume construction to applicable local, state or federal requirements.

The maximum general obligation bonded indebtedness for the Districts is not expected to exceed \$45,000,000 for the Districts (in 2001 dollars), exclusive of costs of issuance, organization

costs, inflation, contingencies and other similar costs. Subject to the foregoing general obligation debt limitations, the Districts will have authority to construct all facilities contemplated herein without the need to seek approval of any modification of this Amended Service Plan; provided, however, that the Districts shall not issue any debt or revenue obligations if the Districts are out of compliance with either the Special District Act or the Castle Rock Municipal Code. The Districts will also be permitted to seek debt authorization from their electorates in excess of this amount to account for contingencies. Reasonable modifications of facilities and cost estimates will likewise be permitted. Final determination of the amount of debt for which approval will be sought from each District's electorate from time to time will be made by the board of directors of each District based on then-current estimates of construction costs, issuance costs, and contingencies. Authorization to issue bonds and enter into various agreements described herein has been obtained from each District's electorate pursuant to the terms of the Special District Act, and the Colorado Constitution as amended from time to time.

In addition to *ad valorem* property taxes, and in order to offset the expenses of the anticipated construction costs, the Districts will rely upon various other revenue sources authorized by law. These will include the power to assess fees, rates, tolls, penalties, or charges as provided in Section 32-1-1001(1), C.R.S., as amended. The Financing Plans assume various sources of revenue, including *ad valorem* property taxes, specific ownership taxes, tap fees, and user charges, together with interest earnings on retained amounts.

The estimated costs of the facilities and improvements to be constructed and installed by the Districts, including the costs of acquisition of land, and engineering services, legal services, administrative services, initial proposed indebtedness, and other major expenses related to the facilities and improvements to be constructed and installed, are set forth in Exhibit E of this Amended Service Plan, and are not expected to exceed \$100,000 initially. Reorganization costs will be reimbursed to the developer by the Districts out of their initial revenue sources including bond issue proceeds.

The maximum voted interest rate for bonds will be 18%. The proposed maximum underwriting discount will be 5%. It is estimated that the general obligation bonds, when issued, will mature not more than thirty (30) years from date of issuance.

When the issuance of bonds by the Districts entails pledging fee revenue derived from the payment of fees pursuant to an agreement with the owners of property within the Districts as security for such obligation, the Districts' obligation to the bondholders shall be to fully enforce the terms of said agreement, including the pursuit of foreclosure proceedings on the pledged property; however, the Districts shall not have the right to accelerate the payment of fees and any foreclosure shall be only as to the amounts currently owing under the agreement.

The Financing Plan demonstrates that each District will have the financial capability to discharge the proposed indebtedness in accordance with the terms set forth herein with reasonable mill levies assuming reasonable increases in assessed valuation and assuming the rate of build-out estimated in the Financing Plan. This structure places the risk of development on the developer.

B. Bond Issues

The Districts may authorize, issue, sell and deliver such bonds, notes, contracts, or other obligations evidencing a borrowing (collectively, "Bonds") as are permitted by law, subject to the following limitations:

1. If the Districts promise to impose an *ad valorem* property tax for the payment of the Bonds ("General Obligation Bonds"), the maximum permissible mill levy which the Districts may covenant to impose for the payment of all such General Obligation Bonds (together with the mill levy pledge on any other general obligation bonds of the District) will be limited to 40 mills for 2001 (a mill being equal to 1/10 of 1¢ per annum) provided that, the General Obligation Bonds may also provide that in the event the method of calculating assessed valuation is changed after the date of approval of this Amended Service Plan by any change in law, change in method of calculation, or change in the percentage of actual valuation used to determine assessed valuation, the 40 mill levy limitation herein provided may be increased or decreased to reflect such changes, such increases or decreases to be determined by the Boards in good faith 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 determination.

2. The principal amount of any issue of General Obligation Bonds, together with any other outstanding issue of General Obligation Bonds of the Districts, may not at the time of issuance exceed the greater of \$2 million or 50% of the valuation for assessment of the taxable property in the Districts as certified by the assessor, except that the foregoing shall not apply to any of the following issues:

a. An issue of General Obligation Bonds that is rated in one of its four highest rating categories by one or more nationally recognized organizations which regularly rate such obligations;

b. An issue of General Obligation Bonds secured as to the payment of the principal and interest by an irrevocable and unconditional letter of credit, line of credit, or other credit enhancement issued by a depository institution qualified as defined in Section 11-59-110(1)(e), C.R.S.;

c. An issue of General Obligation Bonds insured as to payment of the principal and interest by a policy of insurance issued by an insurance company qualified as defined in Section 11-59-110(1)(f), C.R.S.;

d. An issue of General Obligation Bonds not involving a public offering made exclusively to "accredited investors" as defined under Regulation D promulgated by the Federal Securities and Exchange Commission;

e. An issue of General Obligation Bonds made pursuant to an order of a court of competent jurisdiction;

f. An issue of General Obligation Bonds issued to the Colorado Water

Resources and Power Development Authority which evidences a loan from said authority to the District; or

g. An issue of General Obligation Bonds which are originally issued in denominations of not less than \$500,000 each, in integral multiples above \$500,000 of not less than \$1,000 each.

C. Modification of Financing Plan

Notwithstanding the foregoing, in the event the Districts determine that their assessed valuation has reached a level sufficient to enable the Districts to discharge their indebtedness with reasonable mill levies, they shall be entitled to seek approval from the Town to issue, refund, and/or otherwise restructure their outstanding indebtedness to eliminate the mill levy cap set forth above. Elimination of the mill levy cap will be allowed so long as the modified financing plan demonstrates that the *ad valorem* property tax revenue received by the Districts in the preceding fiscal year, if collected in at least the same amount in subsequent years, would be sufficient to make all scheduled outstanding and proposed District general obligation bond payments. Approval for such activities shall be evidenced by adoption of a resolution by the Town approving a financing plan to be submitted by the Districts for review by the Town. The process for and the standard of review for such requests shall be as provided in Section 32-1-207, C.R.S., as amended from time to time, and the Castle Rock Municipal Code, as amended from time to time. No such request submitted by the Districts shall be considered a material modification of the Service Plan as such term is used in Colorado law, but shall be in furtherance of the Districts' purposes and authority set forth in this Amended Service Plan as a means by which this Amended Service Plan is implemented by the Districts for the benefit of the residents and property owners of the Districts.

Prior to the submission of any request for approval of a modified financing plan as contemplated herein, the Districts shall undertake reasonable efforts to notify residents and property owners of the Districts of the proposed modification. Publication of a notice in the Douglas County News-Press or similar newspaper generally circulated within the boundaries of the Districts shall constitute sufficient notice provided that said notice is published on two occasions at least one week apart indicating that the Districts will hold a board meeting to consider the modification of its financing plan to eliminate the cap on mill levies for their indebtedness. No other notice shall be required of the Districts or by the Town.

D. Elections; Other Requirements

All elections will be conducted as provided by the Uniform Election Code of 1992 (as substantially amended by House Bill 93-1255), and the TABOR Amendment. The election questions may include TABOR Amendment ballot questions. Thus, the ballot may deal with the following topics (in several questions, but not necessarily using the exact divisions shown here):

1. Approval of new taxes;
2. Approval of maximum operational mill levies;

3. Approval of bond and other indebtedness limits;
4. Approval of an initial property tax revenue limit;
5. Approval of an initial total revenue limit;
6. Approval of an initial fiscal year spending limit; and
7. Approval of a four-year delay in voting on ballot issues.

Ballot issues may be consolidated as approved in Court orders. The Town should be assured that the Districts intend to follow both the letter and the spirit of the Special District Act, the Uniform Election Code, and the TABOR Amendment. Future elections to comply with the TABOR Amendment are anticipated, and may be held as determined by the elected boards of directors of the Districts.

The Districts are additionally subject to the following requirements:

1. Submission of annual reports as described in Section 32-1-207(3), C.R.S., in the form prescribed by the Town and the Castle Rock Municipal Code by September 1st of each year. The report shall reflect activity and financial events through the preceding December 31st, and shall include the information required by Section 11.02.040 of the Castle Rock Municipal Code.

2. At such time as the Districts cease to operate public facilities, have no outstanding debt, and are subject to administrative dissolution pursuant to then applicable Colorado law, such Districts shall be subject to dissolution.

3. Material modifications of this Amended Service Plan, except as contemplated herein, shall be subject to approval by the Town in accordance with the provisions of Section 32-1-207, C.R.S.

4. A written notice of every regular or special meeting of the Districts will be delivered to the Town Clerk at least three days prior to such meeting.

VI. CONCLUSIONS

It is submitted that this Amended Service Plan for the Crystal Valley Metropolitan Districts Nos. 1 and 2 as required by Section 32-1-203(2), C.R.S., has established that:

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

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

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

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

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

G. The proposal is in substantial compliance with a master plan adopted pursuant to Section 30-28-108, C.R.S.;

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

I. The ongoing existence of the Districts is in the best interests of the area proposed to be served.

Therefore, it is requested that the Board of Trustees of the Town of Castle Rock, Colorado, which has jurisdiction to approve this Amended Service Plan by virtue of Sections 32-1-207, C.R.S., et seq., as amended, adopt a resolution which approves this Amended Consolidated Service Plan for Crystal Valley Metropolitan Districts Nos. 1 and 2 as submitted.

Respectfully submitted,

WHITE AND ASSOCIATES
Professional Corporation

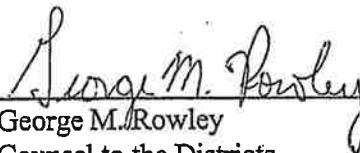
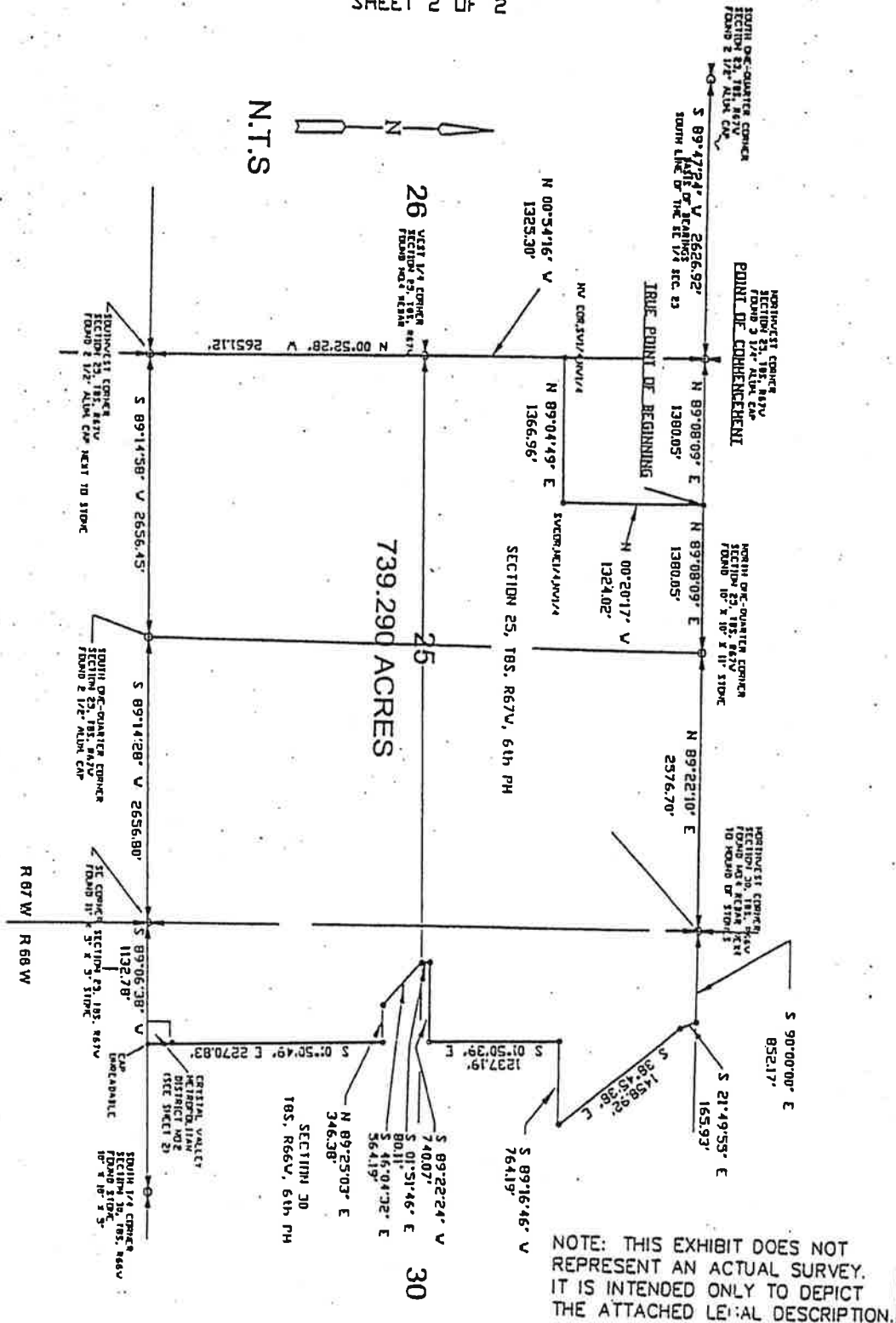
By: 
George M. Rowley
Counsel to the Districts

EXHIBIT A
Map of Districts

District No. 1 EXHIBIT

SHEET 2 OF 2



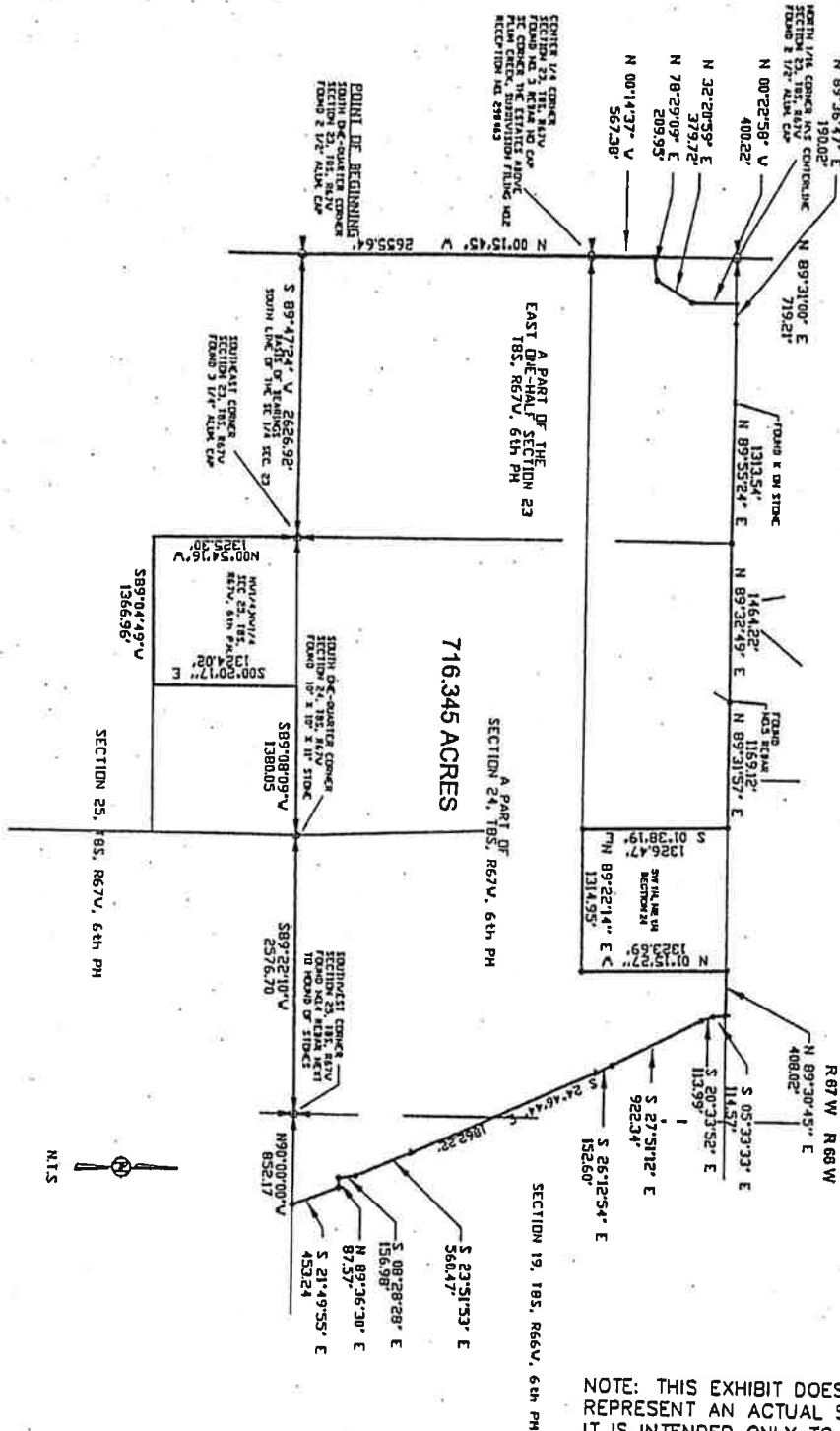
NOTE: THIS EXHIBIT DOES NOT REPRESENT AN ACTUAL SURVEY. IT IS INTENDED ONLY TO DEPICT THE ATTACHED LEGAL DESCRIPTION.

RMC
 ROCKY MOUNTAIN CONSULTANTS, INC.
 CIVIL AND ENVIRONMENTAL ENGINEERING + PLANNING
 6301 E. Produce Ave., Suite 101
 Greenwood Village, CO 80111
 (303) 741-6000
 (303) 777-5848
 Fax (303) 777-5848
 Date: 11/20/00
 Job No: 1384-006-00
 DRAWING NAME: 2-17-PROJECTS\m1384-006-00\Sec25\30\Sec25_30.mxd

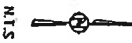
EXHIBIT

District No. 2

Sheet 2 of 2



NOTE: THIS EXHIBIT DOES NOT REPRESENT AN ACTUAL SURVEY. IT IS INTENDED ONLY TO DEPICT THE ATTACHED LEGAL DESCRIPTION.



July 16, 1998

Rocky Mountain Consultants, Inc.	
Civil and Environmental Engineering • Planning	
8301 E. Prentice Ave. Suite 101 Greenwood Village City, CO 80111	RMC
Date: 11-07-00	Job No. 3384.001.00
Fax (303) 741-8106	Fax (303) 741-8106

EXHIBIT B
Legal Description of Boundaries

Legal Description:

A parcel of land located in Section 25, Township 8 South, Range 67 West of the Sixth Principal Meridian, and the West half of Section 30, Township 8 South, Range 66 West of the Sixth Principal Meridian, Town of Castle Rock, County of Douglas, State of Colorado, being more particularly described as follows:

Commencing at the Northwest Corner of said Section 25 ; thence North 89°08'09" East a distance of 1380.05 feet to the Northwest corner of the Northeast Quarter of the Northwest Quarter of said Section 25 ; said point also being the True Point of Beginning ; thence along the North line of the Northeast Quarter of the Northwest Quarter of said Section 25 North 89°08'09" East a distance of 1380.05 feet to the North Quarter Corner of said Section 25 ; thence along the North line of the Northeast Quarter of said Section 25 North 89°22'10" East a distance of 2576.70 feet to the Northwest Corner of said Section 30 ; thence along the North line of the Northwest Quarter of said Section 30, South 90°00'00" East a distance of 852.17 feet ; thence South 21°49'55" East a distance of 165.93 feet ; thence South 38°45'38" East a distance of 1458.92 feet ; thence South 89°16'46" West a distance of 764.19 feet ; thence South 01°50'39" East a distance of 1237.19 feet ; thence South 89°22'24" West a distance of 740.07 feet ; thence South 01°51'46" East a distance of 80.11 feet ; thence South 46°04'32" East a distance of 564.19 feet ; thence South 89°25'03" East a distance of 346.38 feet ; thence South 01°50'49" East a distance of 2270.83 feet to a point on the South line of the Southwest Quarter of said Section 30 ; thence along the South line of the Southwest Quarter of said Section 30, South 89°06'38" West a distance of 1132.78 feet to the Southeast Corner of Said Section 25 ; thence along the South line of the Southeast Quarter of said Section 25, South 89°14'28" West a distance of 2656.80 feet to the South Quarter Corner of said Section 25 ; thence along the South line of the Southwest Quarter of said Section 25, South 89°14'58" West a distance of 2656.45 feet to the Southwest Corner of said Section 25 ; thence along the West line of the Southwest Quarter of said Section 25, North 00°52'28" West a distance of 2651.12 feet to the West Quarter Corner of said Section 25 ; thence along the West line of the Southwest Quarter of the Northwest Quarter of said Section 25, North 00°54'16" West a distance of 1325.30 feet to the Northwest Corner of the Southwest Quarter of the Northwest Quarter of said Section 25 ; thence along the North line of the Southwest Quarter of the Northwest Quarter of said Section 25, North 89°47'24" East a distance of 1366.96 feet to the Southwest Corner of the Northeast Quarter of the Northwest Quarter of said Section 25 ; thence along the West line of the Northeast Quarter of the Northwest Quarter of said Section 25, North 00°20'17" East a distance of 1324.02 feet to the True Point of Beginning , said parcel containing 739.290 acres more or less.

Bearings are based on the South line of the Southeast Quarter of Section 23, Township 8 South, Range 67 West of the Sixth Principal Meridian, which bears South 89°47'24" West.

PREPARED BY:



DUWAYNE M. PLS 9329
FOR AND ON BEHALF OF
ROCKY MOUNTAIN CONSULTANTS, INC.
8101 E. PRENTICE AVE. #101
GREENWOOD VILLAGE 80111
(303) 741-6000

DATE: 11/2/00

Sec25,30 legal
Nov.20,2000
Rmc Job # 22-3384-
P:\Projects\Ingram\3384009\sec25,30\Sec25-30.wpd


Legal Description:

A Parcel of land located in the East One Half of Section 23, Section 24, and the Northwest Quarter of the Northwest Quarter of Section 25, Township 8 South, Range 67 West, of the Sixth Principal Meridian, and Section 19, Township 8 South, Range 66 West of the Sixth Principal Meridian, Town of Castle Rock, County of Douglas, State of Colorado being more particularly described as follows:

Beginning at the South Quarter Corner of said Section 23; Thence along the West line of the Southeast Quarter of said Section 23 North 00°15'45" West a distance of 2655.64 feet to the Center Quarter Corner of said Section 23; thence along the West line of the Northwest Quarter of said Section 23 North 00°14'37" West a distance of 567.38 feet; thence North 78°29'09" East a distance of 209.95 feet; thence North 32°20'59" East a distance of 379.72 feet; thence North 00°22'59" East a distance of 400.22 feet to a point on the north line of the South half of the Northeast Quarter of said Section 23; thence along said North line North 89°36'47" East a distance of 190.02 feet; thence North 89°31'00" East a distance of 719.21 feet; thence North 89°55'24" East a distance of 1313.54 feet to the Northwest Corner of the South half of the North half of said Section 24; thence along said North line North 89°32'49" East a distance 1464.22 feet; thence North 89°31'57" East a distance of 1169.12 feet; thence South 01°38'19" East a distance of 1326.47 feet; thence North 89°22'14" East a distance of 1314.95 feet; thence North 01°15'27" West a distance of 1323.69 feet to a point on the North line of the South half of the Northeast Quarter of said Section 24; thence along said North line North 89°30'45" East a distance of 408.02 feet; thence South 05°33'33" East a distance of 114.57 feet; thence South 20°33'52" East a distance of 113.99 feet; thence South 27°51'12" East a distance of 922.34 feet; thence South 26°12'54" East a distance of 152.60 feet; thence South 24°46'44" East a distance of 1862.22 feet; thence South 23°51'53" East a distance of 560.47 feet; thence South 08°28'28" East a distance of 156.98 feet; thence North 89°36'30" East a distance of 87.57 feet; thence South 21°49'55" East a distance of 453.24 feet to a point on the South line of the Southwest Quarter of said Section 19; thence along said South line North 90°00'00" West a distance of 852.17 feet to the Southwest Corner of said Section 24; thence along the South line Southeast Quarter of said Section 24 South 89°22'10" West a distance of 2576.70 feet to the South Quarter Corner of said Section 24; thence along the South line of the Southwest Quarter of said Section 24 South 89°08'09" West a distance of 1380.05 feet to the Southwest Corner of said Section 24, said point also being the North Quarter Corner of said Section 25; thence along the East line of the Northwest Quarter of the Northwest Quarter of said Section 25 South 00°20'17" East a distance of 1324.02 feet; thence along the South line of the Northwest Quarter of the Northwest Quarter of said Section 25 South 89°04'49" West a distance of 1366.96 feet to a point on the West line of the Northwest Quarter of said Section 25; thence along said West line North 00°54'16" West a distance of 1325.30 feet to the Northwest Corner of said Section 25, said point also being the Southeast Corner of said Section 23; Thence along the South line of the Southeast Quarter of said Section 23 South 89°47'24" West a distance of 2626.92 feet to the Point of Beginning, said parcel contains 716.345 acres more or less.

Bearings are based on the South line of the Southeast Quarter of said Section 23 being South 89°47'24" West.

PREPARED BY:

Dwayne M. Phillips


DWAYNE M. PHILLIPS
FOR AND ON BEHALF OF
ROCKY MOUNTAIN CONSULTANTS, INC.
8301 E. PRENTICE AVE. #101
ENGLEWOOD, CO 80111
(303) 741-6000

DATE: 11/7/00

EXHIBIT C
Crystal Valley Development Plan

EXHIBIT D

Statutory and Town Requirements Contained in this Amended Service Plan

- A. A description of the proposed services;
- B. A financial plan showing how the proposed services are to be financed;
- C. A preliminary engineering or architectural survey showing how the proposed services are to be provided;
- D. A map of the Districts' boundaries and an estimate of the population and valuation for assessment of the Districts;
- E. 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 Douglas County and the Town of Castle Rock and of municipalities and special districts which are interested parties pursuant to Section 32-1-204(1), C.R.S.;
- F. 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;
- G. 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;
- H. Information satisfactory to establish that each of the following criteria as set forth in Section 32-1-203, C.R.S., has been met:
 1. That there is sufficient existing and projected need for organized service in the area to be serviced by the Districts;
 2. That the existing service in the area to be served by the Districts is inadequate for the present and projected needs;
 3. That the Districts are capable of providing economical and sufficient service to the area within their proposed boundaries;
 4. That the area included in the Districts have, or will have, the financial ability to discharge the proposed indebtedness on a reasonable basis;

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

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

7. The proposal is in substantial compliance with any master plan adopted pursuant to Section 30-28-106, C.R.S.;

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

9. That the organization of the Districts will be in the best interests of the area proposed to be served.

I. An itemization of any costs which Petitioners expect to be assumed by the Town for the construction of public improvements; and

J. An identification, by name, address, and phone number, of those persons who are the current Board of Directors; and

K. Proof of ownership of all properties within the Districts; and

L. A copy of any and all proposed enabling, controlling, contractual, and/or operational documents which would affect or be executed by the Districts, including the form of any intergovernmental agreement between the Districts and the Town.

M. A capital plan which includes the following:

1. a description of the type of capital facilities to be developed by the Districts; and

2. an estimate of the cost of the proposed facilities; and

3. a pro forma capital expenditure plan correlating expenditures with development.

N. A financial plan which includes the following:

1. the total amount of debt issuance planned for the five-year period commencing with the approval of the Service Plan;
2. all proposed sources of revenue and projected District expenses, as well as the assumptions upon which they are based, for at least a ten-year period from the date of the approval of the Service Plan;
3. the dollar amount of any anticipated financing, including capitalized interest, costs of issuance, estimated maximum rates and discounts, and any expenses related to the organization and initial operation of the Districts;
4. a detailed repayment plan covering the life of any financing, including the frequency and amounts expected to be collected from all sources;
5. the amount of any reserve fund and the expected level of annual debt service coverage which will be maintained for any financing;
6. the total authorized debt for the Districts;
7. the provisions regarding any credit enhancement, if any, for the proposed financing, including but not limited to, letters of credit and insurance; and
8. a list and written explanation of potential risks of the financing.

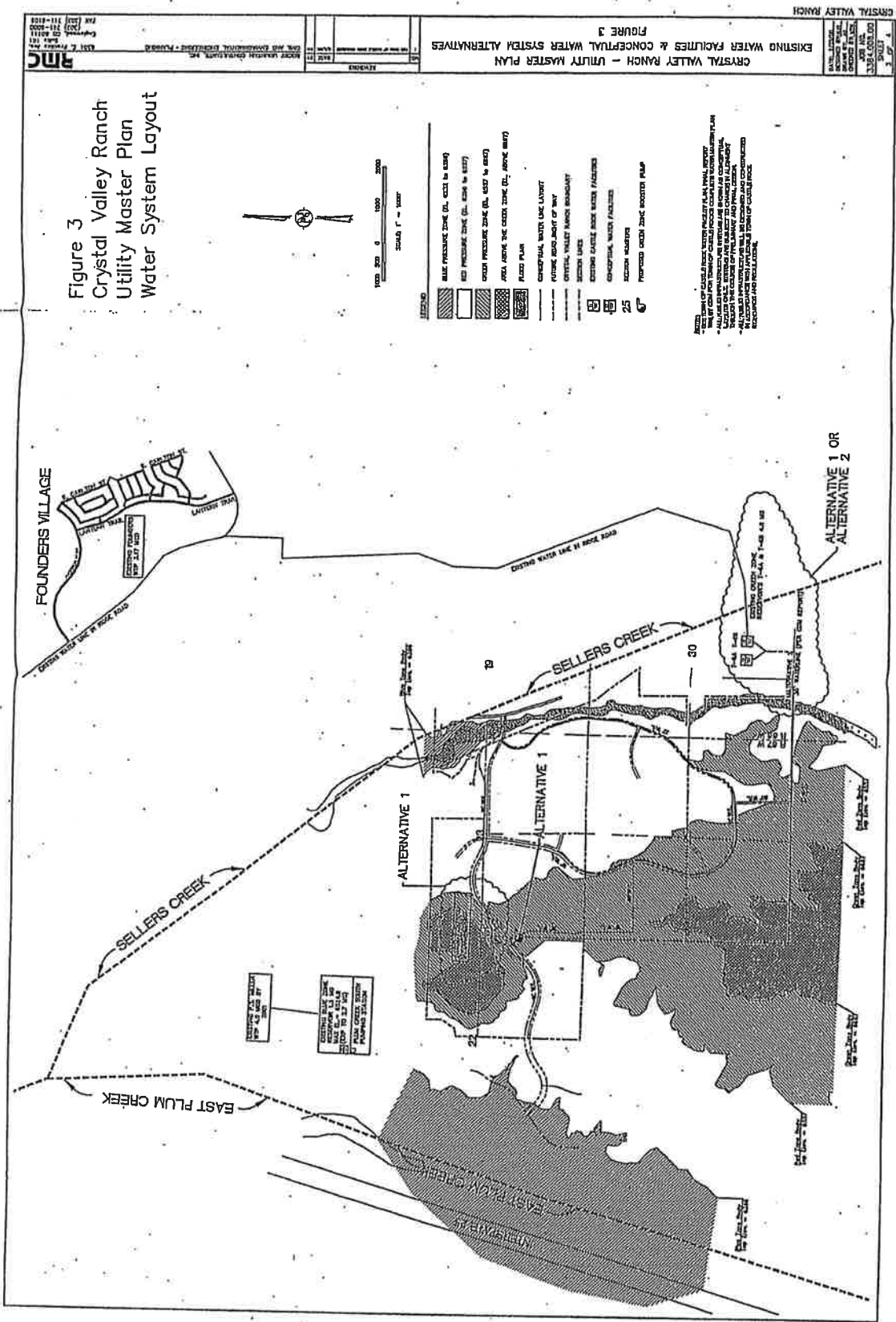
CRITICAL VALUET WATCHING PLAN FOR WATER SYSTEMS

Project #	Description of Public Improvement	PHASE 1			PHASE 2			PHASE 3			PHASE 4			PHASE 5			PHASE 6			Start	Completed	Funded		
		PA1	PA2	PA3	PA4	PA5	PA6	PA7	PA8	PA9	PA10	PA11	PA12	PA13	PA14	PA15	PA16	PA17	PA18					
100	Civil Engineering																							
101	...																							
102	...																							
103	...																							
104	...																							
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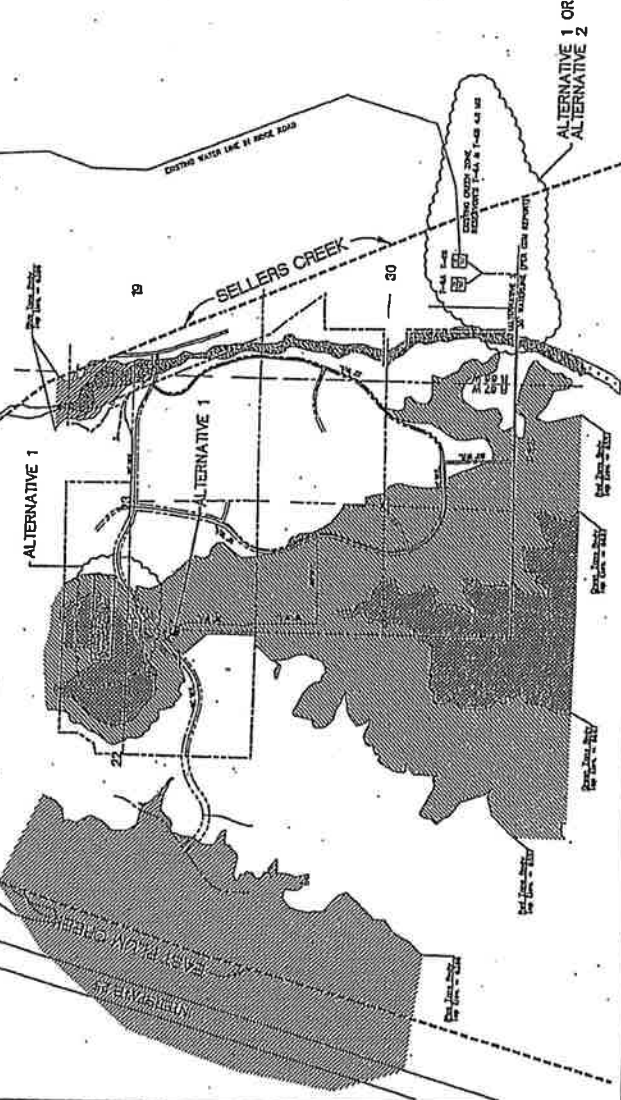
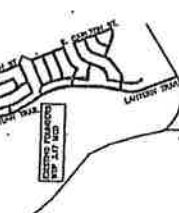
PHASE 1: ... PHASE 2: ... PHASE 3: ... PHASE 4: ... PHASE 5: ... PHASE 6: ...

Code	Description	Quantity	Unit	Material	Location	Value	Material	Location	Value
0102	Concrete (See Note 1)	10.00	YD	0100	CONCRETE	10.00	0100	CONCRETE	10.00
0103	Reinforcing Steel	2.50	TON	0100	REINFORCING	2.50	0100	REINFORCING	2.50
0104	Formwork (See Note 2)	15.00	YD	0100	FORMWORK	15.00	0100	FORMWORK	15.00
0105	Gravel	30.00	YD	0100	GRAVEL	30.00	0100	GRAVEL	30.00
0106	Earth (See Note 3)	50.00	YD	0100	EARTH	50.00	0100	EARTH	50.00
0107	Sand	10.00	YD	0100	SAND	10.00	0100	SAND	10.00
0108	Crushed Stone	5.00	YD	0100	CRUSHED STONE	5.00	0100	CRUSHED STONE	5.00
0109	Asphalt	1.00	TON	0100	ASPHALT	1.00	0100	ASPHALT	1.00
0110	Bitumen	0.50	TON	0100	BITUMEN	0.50	0100	BITUMEN	0.50
0111	Water	1.00	YD	0100	WATER	1.00	0100	WATER	1.00
0112	Electricity	0.50	YD	0100	ELECTRICITY	0.50	0100	ELECTRICITY	0.50
0113	Gas	0.50	YD	0100	GAS	0.50	0100	GAS	0.50
0114	Labor (See Note 4)	200.00	HOUR	0100	LABOR	200.00	0100	LABOR	200.00
0115	Equipment (See Note 5)	10.00	HOUR	0100	EQUIPMENT	10.00	0100	EQUIPMENT	10.00
0116	Material Handling	5.00	HOUR	0100	MATERIAL HANDLING	5.00	0100	MATERIAL HANDLING	5.00
0117	Construction	15.00	HOUR	0100	CONSTRUCTION	15.00	0100	CONSTRUCTION	15.00
0118	Administrative	10.00	HOUR	0100	ADMINISTRATIVE	10.00	0100	ADMINISTRATIVE	10.00
0119	Professional Services	10.00	HOUR	0100	PROFESSIONAL SERVICES	10.00	0100	PROFESSIONAL SERVICES	10.00
0120	Contingency	10.00	HOUR	0100	CONTINGENCY	10.00	0100	CONTINGENCY	10.00
0121	Profit	10.00	HOUR	0100	PROFIT	10.00	0100	PROFIT	10.00
0122	Tax	10.00	HOUR	0100	TAX	10.00	0100	TAX	10.00
0123	Other	10.00	HOUR	0100	OTHER	10.00	0100	OTHER	10.00
0124	Total	1000.00		0100	TOTAL	1000.00	0100	TOTAL	1000.00

Figure 3
Crystal Valley Ranch
Utility Master Plan
Water System Layout

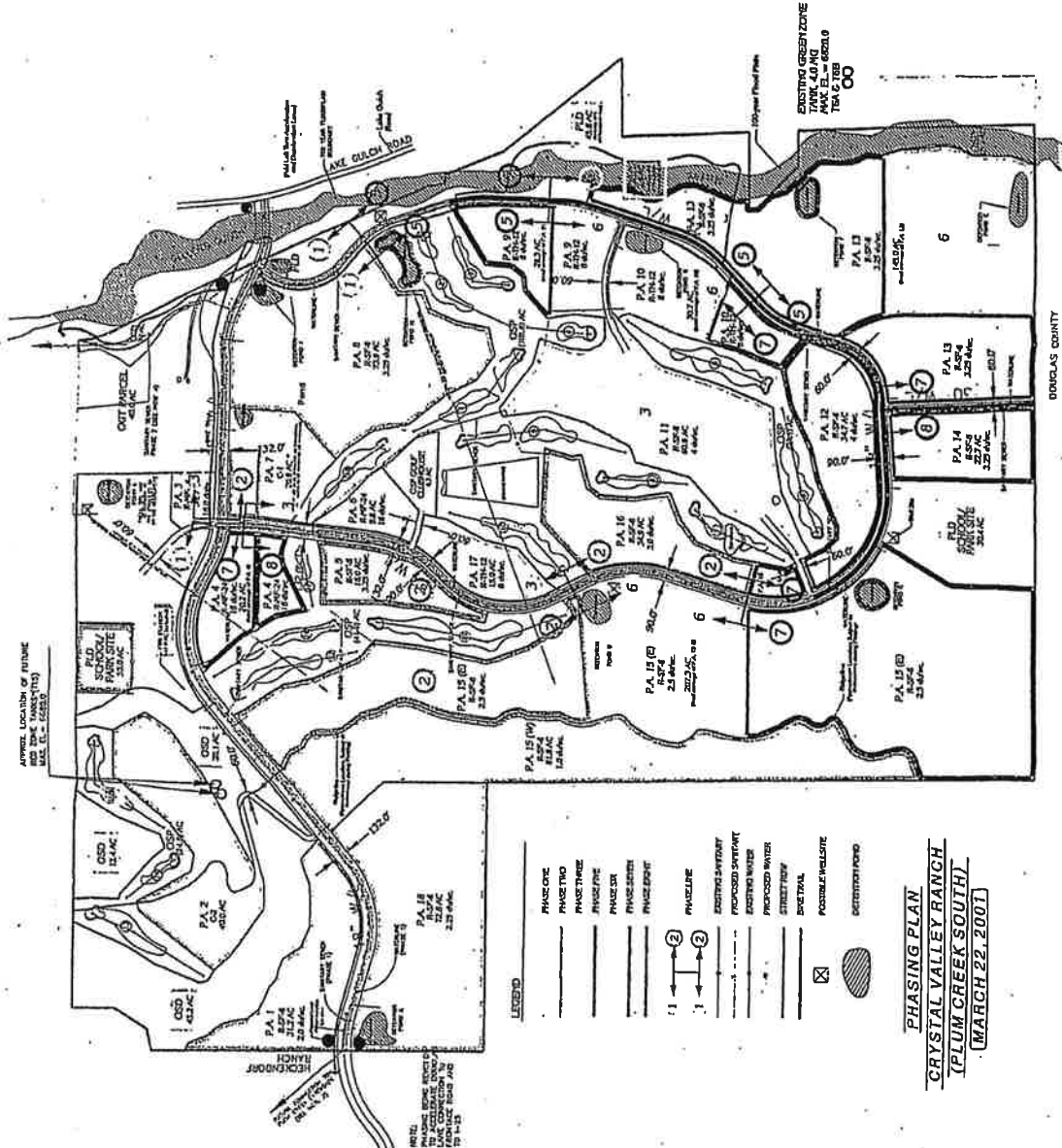


FOUNDERS VILLAGE



CRYSTAL VALLEY RANCH - UTILITY MASTER PLAN
EXISTING WATER FACILITIES & CONCEPTUAL WATER SYSTEM ALTERNATIVES
FIGURE 3

DATE: 11/11/11
DRAWN BY: J. B. BROWN
CHECKED BY: J. B. BROWN
SCALE: AS SHOWN
PROJECT NO.: 11-11-11-001
SHEET NO.: 3 OF 4



APPROX. LOCATION OF FUTURE
SCHOOL SITE
SEE PLAN SHEET 113

RD
SCHOOL
SITE
33.2 AC

PA 1
23.8 AC

PA 2
43.2 AC

PA 3
23.2 AC

PA 4
23.2 AC

PA 5
23.2 AC

PA 6
23.2 AC

PA 7
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PA 8
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PA 10
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PA 15
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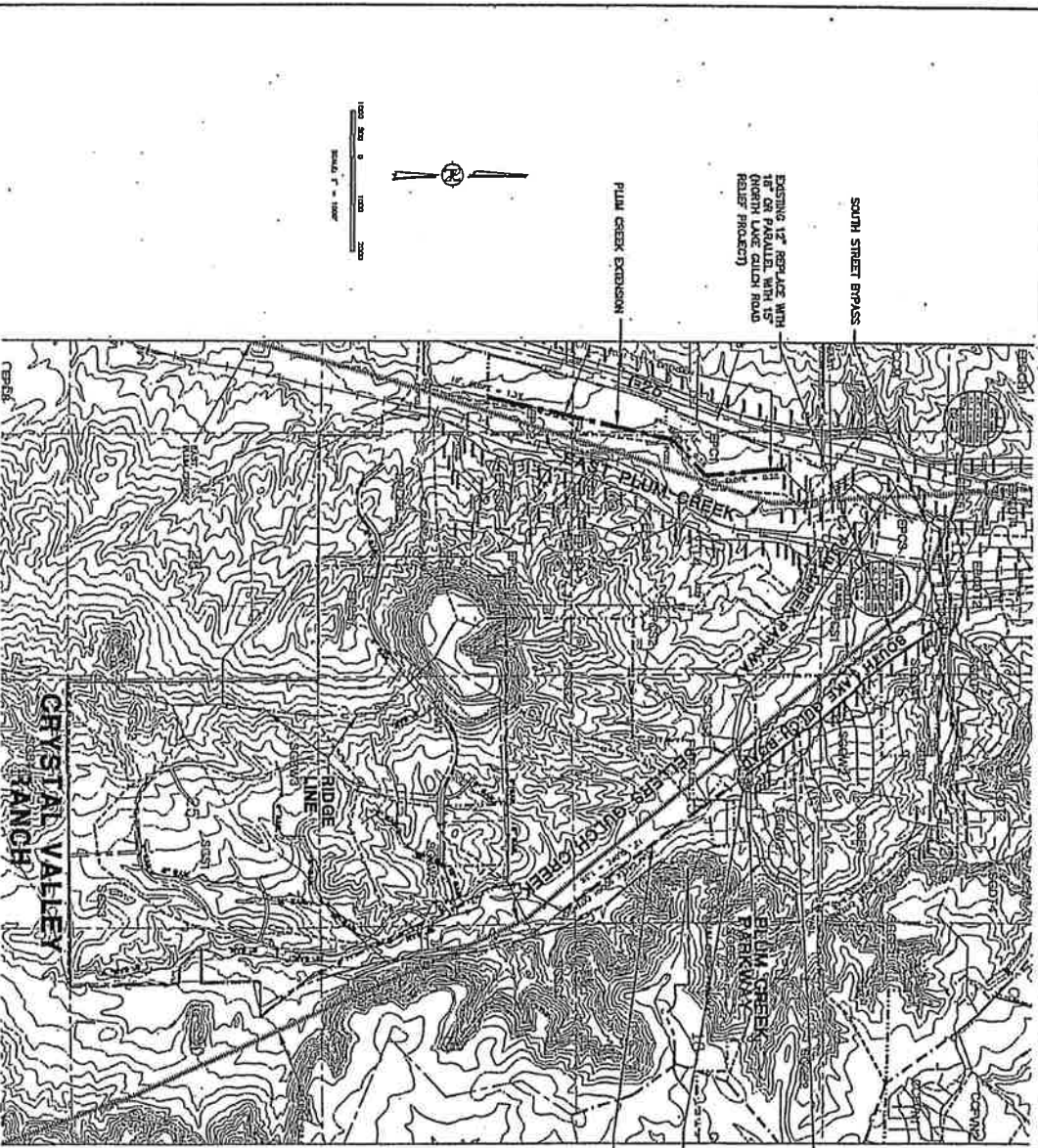
LEGEND

- PHASE ONE
- PHASE TWO
- PHASE THREE
- PHASE FOUR
- PHASE SIX
- PHASE SEVEN
- PHASE EIGHT
- PHASE NINE
- EXISTING INFRASTRUCTURE
- PROPOSED INFRASTRUCTURE
- EXISTING WATER
- PROPOSED WATER
- STREET FUTURE
- EXISTENTIAL
- POSSIBLE FUTURE
- DETENTION POND

PHASING PLAN
CRYSTAL VALLEY RANCH
(PLUM CREEK SOUTH)
MARCH 22, 2001

DOUGLAS COUNTY

Figure 4
Crystal Valley Ranch
Utility Master Plan
Sanitary System Layout



EXISTING 8" AND 10" REPLACES WITH 15" ON PARALLEL WITH 15" (SOUTH LAKE SOUTH ROAD RELIEF PROJECT)

INTERSECTION OF PLUM CREEK PARKWAY AND SOUTH LAKE GULCH ROAD

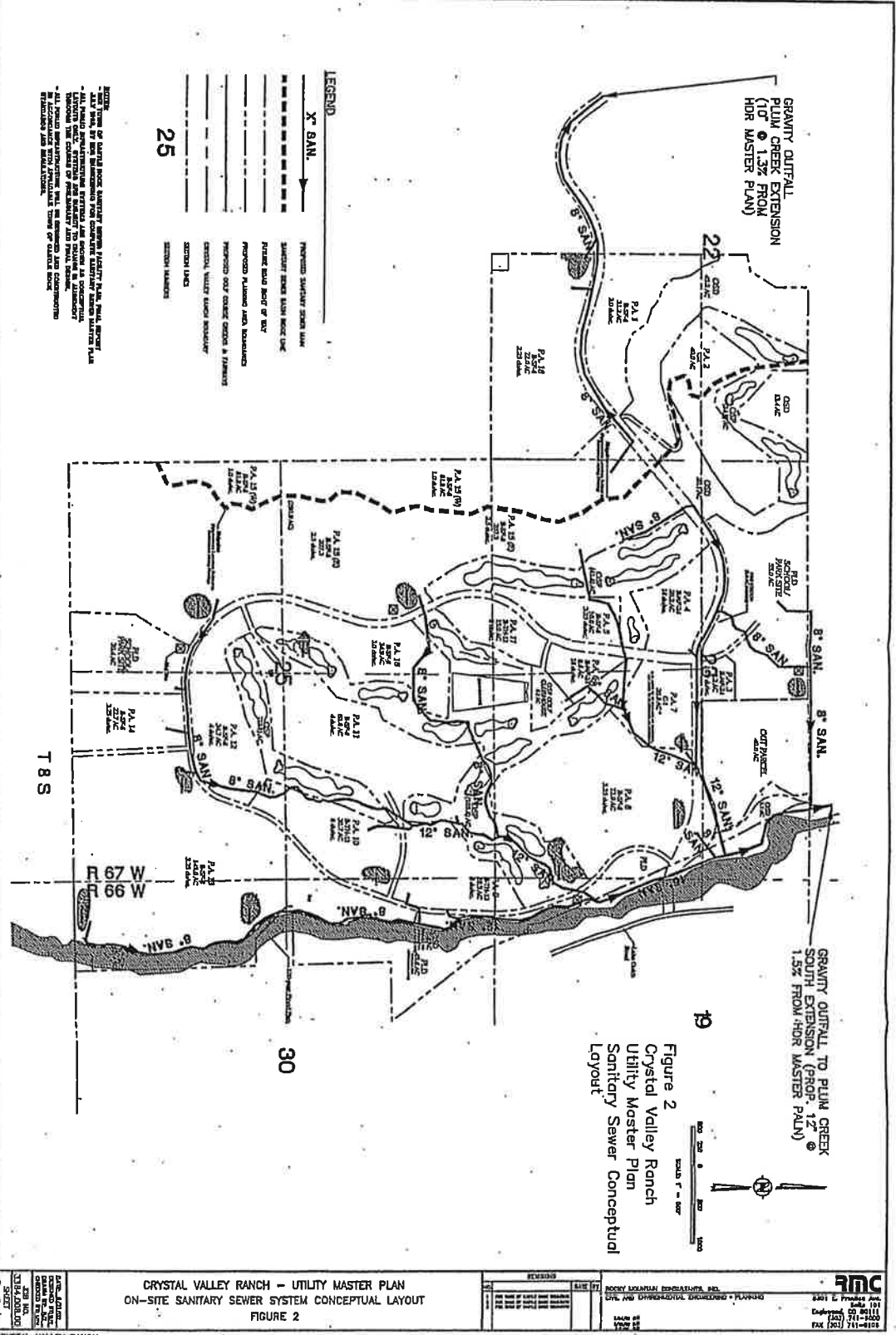
PLUM CREEK SOUTH EXPANSION

LEGEND

- 12" EXISTING SANITARY MAIN AND SOUTH LAKE GULCH ROAD RELIEF SEWER IMPROVEMENTS
- PLUM CREEK EXPANSION
- PLUM CREEK SOUTH EXPANSION
- CONCEPTUAL SANITARY MAIN
- CONCEPTUAL SANITARY LINES (FROM SANITARY MAIN)
- CRYSTAL VALLEY RANCH ROADSIDE
- RANCH ROADSIDE
- EXISTING DRENCH
- RANCH ROADSIDE

NOTES:
- SANITARY MAINS SHALL BE INSTALLED IN 12" DIA. RIGID POLYPROPYLENE PIPE WITH 12" DIA. MANHOLES.
- ALL RIGID SANITARY MAINS SHALL BE INSTALLED AS CONDUIT-LESS SYSTEMS.
- ALL RIGID SANITARY MAINS SHALL BE INSTALLED AS CONDUIT-LESS SYSTEMS.
- ALL RIGID SANITARY MAINS SHALL BE INSTALLED AS CONDUIT-LESS SYSTEMS.
- ALL RIGID SANITARY MAINS SHALL BE INSTALLED AS CONDUIT-LESS SYSTEMS.

<p>CRYSTAL VALLEY RANCH - UTILITY MASTER PLAN EXISTING SANITARY SEWER FACILITIES & CONCEPTUAL LAYOUT FIGURE 4</p>		<p>REVISIONS</p> <table border="1"> <tr> <th>NO.</th> <th>DATE</th> <th>DESCRIPTION</th> </tr> <tr> <td> </td> <td> </td> <td> </td> </tr> </table>	NO.	DATE	DESCRIPTION				<p>rmc ROCKY MOUNTAIN CONSULTANTS, INC. CIVIL AND ENVIRONMENTAL ENGINEERS - PLANNERS 8301 E. Prentiss Ave. Suite 101 Englewood, CO 80111 (303) 741-1000 FAX (303) 741-1010</p>
NO.	DATE	DESCRIPTION							



LEGEND

X" SAN.

PROPOSED SANITARY SEWER MAIN

PROPOSED SANITARY SEWER LATERAL

PROPOSED SANITARY SEWER SERVICE LINE

PROPOSED SANITARY SEWER MANHOLE

PROPOSED SANITARY SEWER CHECK VALVE

PROPOSED SANITARY SEWER VALVE

PROPOSED SANITARY SEWER CLEANOUT

PROPOSED SANITARY SEWER AIR RELEASE VALVE

PROPOSED SANITARY SEWER FLOW METER

PROPOSED SANITARY SEWER PUMP

PROPOSED SANITARY SEWER TANK

PROPOSED SANITARY SEWER TREATMENT TANK

PROPOSED SANITARY SEWER DRAINAGE TRENCH

PROPOSED SANITARY SEWER DRAINAGE TRENCH COVER

PROPOSED SANITARY SEWER DRAINAGE TRENCH WALL

PROPOSED SANITARY SEWER DRAINAGE TRENCH FLOOR

PROPOSED SANITARY SEWER DRAINAGE TRENCH ROOF

PROPOSED SANITARY SEWER DRAINAGE TRENCH CEILING

PROPOSED SANITARY SEWER DRAINAGE TRENCH LIGHTING

PROPOSED SANITARY SEWER DRAINAGE TRENCH VENTILATION

PROPOSED SANITARY SEWER DRAINAGE TRENCH HEATING

PROPOSED SANITARY SEWER DRAINAGE TRENCH COOLING

PROPOSED SANITARY SEWER DRAINAGE TRENCH SOUNDING

PROPOSED SANITARY SEWER DRAINAGE TRENCH SMOKE EXHAUST

PROPOSED SANITARY SEWER DRAINAGE TRENCH GAS EXHAUST

PROPOSED SANITARY SEWER DRAINAGE TRENCH OXYGEN EXHAUST

PROPOSED SANITARY SEWER DRAINAGE TRENCH CARBON DIOXIDE EXHAUST

PROPOSED SANITARY SEWER DRAINAGE TRENCH NITROGEN EXHAUST

PROPOSED SANITARY SEWER DRAINAGE TRENCH SULFUR DIOXIDE EXHAUST

PROPOSED SANITARY SEWER DRAINAGE TRENCH AMMONIA EXHAUST

PROPOSED SANITARY SEWER DRAINAGE TRENCH HYDROGEN EXHAUST

PROPOSED SANITARY SEWER DRAINAGE TRENCH METHANE EXHAUST

PROPOSED SANITARY SEWER DRAINAGE TRENCH ETHANE EXHAUST

PROPOSED SANITARY SEWER DRAINAGE TRENCH PROPANE EXHAUST

PROPOSED SANITARY SEWER DRAINAGE TRENCH BUTANE EXHAUST

PROPOSED SANITARY SEWER DRAINAGE TRENCH PENTANE EXHAUST

PROPOSED SANITARY SEWER DRAINAGE TRENCH HEXANE EXHAUST

PROPOSED SANITARY SEWER DRAINAGE TRENCH HEPTANE EXHAUST

PROPOSED SANITARY SEWER DRAINAGE TRENCH OCTANE EXHAUST

PROPOSED SANITARY SEWER DRAINAGE TRENCH NONANE EXHAUST

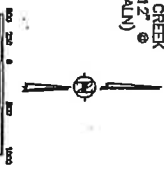
PROPOSED SANITARY SEWER DRAINAGE TRENCH DECANE EXHAUST

PROPOSED SANITARY SEWER DRAINAGE TRENCH UNDESIGNATED

25

19

Figure 2
Crystal Valley Ranch
Utility Master Plan
Sanitary Sewer Conceptual
Layout



T 8 S

R 67 W
R 66 W

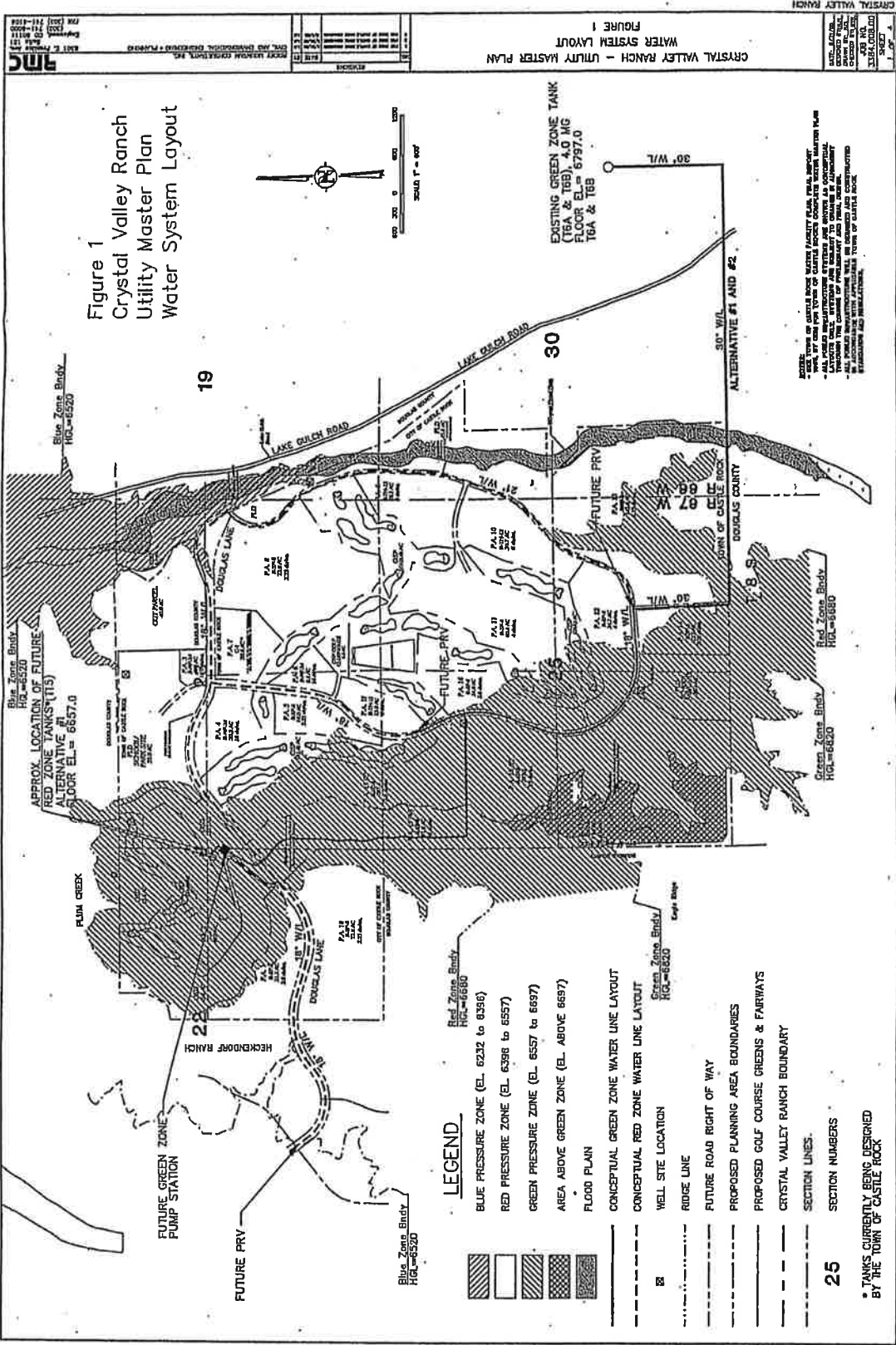
30

NO.	DATE	DESCRIPTION
1	11/11/11	ISSUED FOR PERMITTING
2	11/11/11	ISSUED FOR PERMITTING
3	11/11/11	ISSUED FOR PERMITTING
4	11/11/11	ISSUED FOR PERMITTING
5	11/11/11	ISSUED FOR PERMITTING

BOBBY K. HARRIS, P.E.
SITE AND ENVIRONMENTAL ENGINEERING - PLANNING

RMC
8401 E. Franklin Ave.
Suite 100
Denver, CO 80231
Phone: 303-751-3600
Fax: 303-751-3601
















Figure 1
Crystal Valley Ranch
Utility Master Plan
Water System Layout



CRYSTAL VALLEY RANCH - UTILITY MASTER PLAN
FIGURE 1

NOTE: USE TYPE OF GUTTER OR CURB (SLOPE) PLAN, PER SPEC.
- ALL PAVED IMPROVEMENTS, SYSTEMS AND STRUCTURES SHALL BE CONSTRUCTED IN ACCORDANCE WITH THE LATEST EDITIONS OF THE STANDARD SPECIFICATIONS FOR PUBLIC WORKS, AS APPLICABLE TO THE STATE OF CALIFORNIA, INCLUDING ALL REVISIONS AND AMENDMENTS.
- ALL PAVED IMPROVEMENTS SHALL BE CONSTRUCTED TO THE CENTERLINE UNLESS OTHERWISE SPECIFIED.

LEGEND

-  BLUE PRESSURE ZONE (EL. 6232 to 8316)
-  RED PRESSURE ZONE (EL. 6398 to 6557)
-  GREEN PRESSURE ZONE (EL. 6557 to 6697)
-  AREA ABOVE GREEN ZONE (EL. ABOVE 6697)
-  FLOOD PLAN
-  CONCEPTUAL GREEN ZONE WATER LINE LAYOUT
-  CONCEPTUAL RED ZONE WATER LINE LAYOUT
-  WELL SITE LOCATION
-  RIDGE LINE
-  FUTURE ROAD RIGHT OF WAY
-  PROPOSED PLANNING AREA BOUNDARIES
-  PROPOSED GOLF COURSE GREENS & FAIRWAYS
-  CRYSTAL VALLEY RANCH BOUNDARY
-  SECTION LINES
-  SECTION NUMBERS

* TANKS CURRENTLY BEING DESIGNED BY THE TOWN OF CASTLE ROCK

TMC
TERRACON CONSULTANTS, INC.
2000 S. RAYBURN AVENUE
SUITE 200
DANA POINT, CA 92629
TEL: 949/441-1111
FAX: 949/441-1112
WWW.TMC-CALIF.COM

NOT TO SCALE



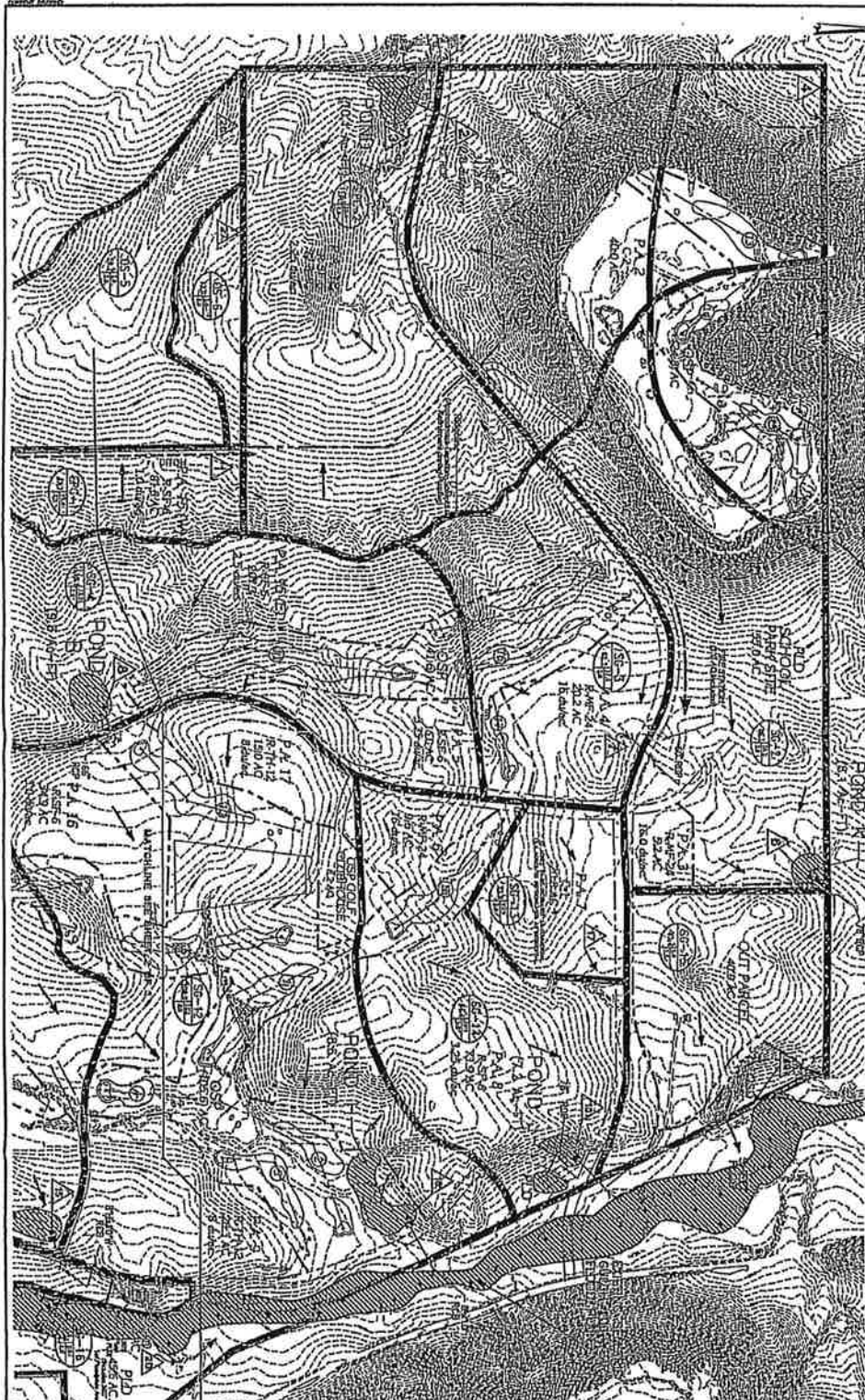
SHEET FLOW

SHEET FLOW

SHEET FLOW

CRYSTAL VALLEY RANCH

SHEET 1 OF 4
MASTER DRAINAGE PLAN



LEGEND

- POND
- ROAD
- DRAINAGE CANAL
- DRAINAGE STRUCTURE
- EXISTING POWER
- PROPOSED POWER
- EXISTING ELEVATION
- PROPOSED ELEVATION

NOTE: SEE SHEET 2 OF 4 FOR EXISTING ELEVATION TABLE.

DATE: 10/15/03
 DRAWN BY: J. W. BROWN
 CHECKED BY: J. W. BROWN
 APPROVED BY: J. W. BROWN
 SHEET 1 OF 4

CRYSTAL VALLEY RANCH
 MASTER DRAINAGE PLAN

NO.	DATE	DESCRIPTION
1	10/15/03	ISSUED FOR PERMIT
2	10/15/03	ISSUED FOR PERMIT
3	10/15/03	ISSUED FOR PERMIT

ROCKY MOUNTAIN CONSULTANTS, INC.
 CIVIL AND ENVIRONMENTAL ENGINEERING - PLANNING
 8301 E. Prime Ave.
 Englewood, CO 80151
 TEL: (303) 751-8100
 FAX: (303) 751-8104



CRYSTAL VALLEY RANCH

SHEET 2 OF 4
MASTER DRAINAGE PLAN



NOT TO
SCALE

JMC
JAMES M. CROFT
1001 E. FRENCH
SALT LAKE CITY, UT 84111
TEL: 801-488-8888
FAX: 801-488-8889

ENGINEER
DATE: _____
SCALE: _____
PROJECT: _____
SHEET: _____

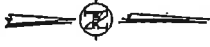
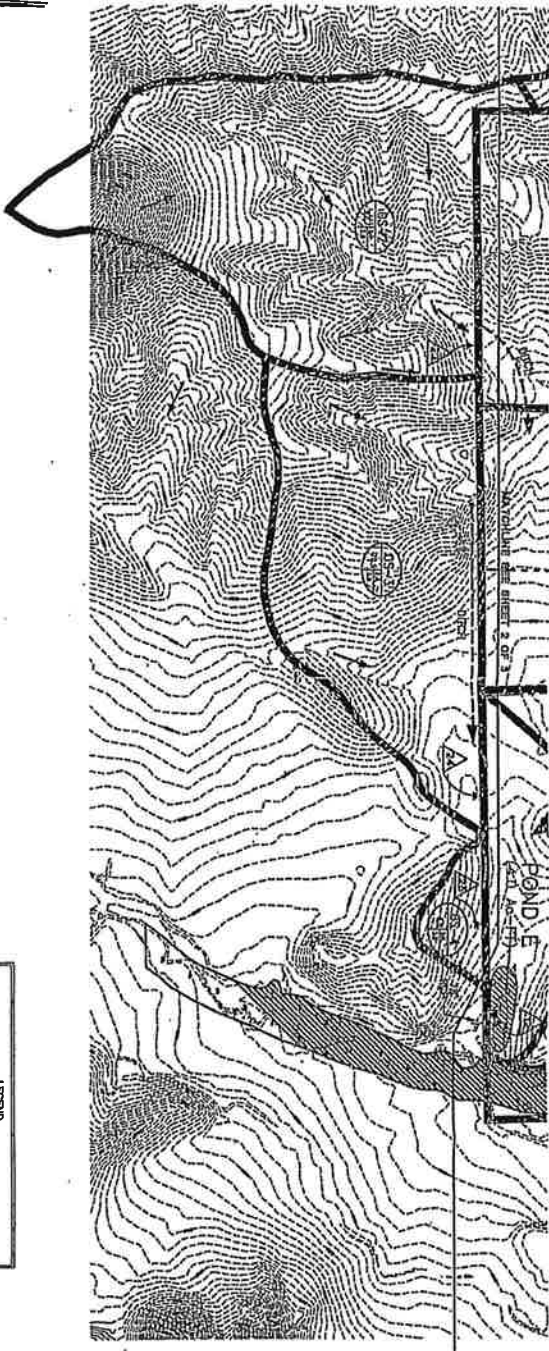
CRYSTAL VALLEY RANCH
MASTER DRAINAGE PLAN

DATE: _____
SCALE: _____
PROJECT: _____
SHEET: _____

CRYSTAL VALLEY RANCH

MASTER DRAINAGE PLAN

SHEET 3 OF 4



NOT TO SCALE

SUMMARY RUNOFF TABLE

SECTOR	AREA (AC)	PERCENT IMPERVIOUS	RUNOFF COEFFICIENT	AREA (AC)	PERCENT IMPERVIOUS	RUNOFF COEFFICIENT	AREA (AC)	PERCENT IMPERVIOUS	RUNOFF COEFFICIENT	AREA (AC)	PERCENT IMPERVIOUS	RUNOFF COEFFICIENT	AREA (AC)	PERCENT IMPERVIOUS	RUNOFF COEFFICIENT	AREA (AC)	PERCENT IMPERVIOUS	RUNOFF COEFFICIENT
1	1.50	0	.65	0.98	0	.65	0.98	0	.65	0.98	0	.65	0.98	0	.65	0.98	0	.65
2	1.50	0	.65	0.98	0	.65	0.98	0	.65	0.98	0	.65	0.98	0	.65	0.98	0	.65
3	1.50	0	.65	0.98	0	.65	0.98	0	.65	0.98	0	.65	0.98	0	.65	0.98	0	.65
4	1.50	0	.65	0.98	0	.65	0.98	0	.65	0.98	0	.65	0.98	0	.65	0.98	0	.65
5	1.50	0	.65	0.98	0	.65	0.98	0	.65	0.98	0	.65	0.98	0	.65	0.98	0	.65
6	1.50	0	.65	0.98	0	.65	0.98	0	.65	0.98	0	.65	0.98	0	.65	0.98	0	.65
7	1.50	0	.65	0.98	0	.65	0.98	0	.65	0.98	0	.65	0.98	0	.65	0.98	0	.65
8	1.50	0	.65	0.98	0	.65	0.98	0	.65	0.98	0	.65	0.98	0	.65	0.98	0	.65
9	1.50	0	.65	0.98	0	.65	0.98	0	.65	0.98	0	.65	0.98	0	.65	0.98	0	.65
10	1.50	0	.65	0.98	0	.65	0.98	0	.65	0.98	0	.65	0.98	0	.65	0.98	0	.65
11	1.50	0	.65	0.98	0	.65	0.98	0	.65	0.98	0	.65	0.98	0	.65	0.98	0	.65
12	1.50	0	.65	0.98	0	.65	0.98	0	.65	0.98	0	.65	0.98	0	.65	0.98	0	.65
13	1.50	0	.65	0.98	0	.65	0.98	0	.65	0.98	0	.65	0.98	0	.65	0.98	0	.65
14	1.50	0	.65	0.98	0	.65	0.98	0	.65	0.98	0	.65	0.98	0	.65	0.98	0	.65
15	1.50	0	.65	0.98	0	.65	0.98	0	.65	0.98	0	.65	0.98	0	.65	0.98	0	.65
16	1.50	0	.65	0.98	0	.65	0.98	0	.65	0.98	0	.65	0.98	0	.65	0.98	0	.65
17	1.50	0	.65	0.98	0	.65	0.98	0	.65	0.98	0	.65	0.98	0	.65	0.98	0	.65
18	1.50	0	.65	0.98	0	.65	0.98	0	.65	0.98	0	.65	0.98	0	.65	0.98	0	.65
19	1.50	0	.65	0.98	0	.65	0.98	0	.65	0.98	0	.65	0.98	0	.65	0.98	0	.65
20	1.50	0	.65	0.98	0	.65	0.98	0	.65	0.98	0	.65	0.98	0	.65	0.98	0	.65
21	1.50	0	.65	0.98	0	.65	0.98	0	.65	0.98	0	.65	0.98	0	.65	0.98	0	.65
22	1.50	0	.65	0.98	0	.65	0.98	0	.65	0.98	0	.65	0.98	0	.65	0.98	0	.65
23	1.50	0	.65	0.98	0	.65	0.98	0	.65	0.98	0	.65	0.98	0	.65	0.98	0	.65
24	1.50	0	.65	0.98	0	.65	0.98	0	.65	0.98	0	.65	0.98	0	.65	0.98	0	.65
25	1.50	0	.65	0.98	0	.65	0.98	0	.65	0.98	0	.65	0.98	0	.65	0.98	0	.65
26	1.50	0	.65	0.98	0	.65	0.98	0	.65	0.98	0	.65	0.98	0	.65	0.98	0	.65
27	1.50	0	.65	0.98	0	.65	0.98	0	.65	0.98	0	.65	0.98	0	.65	0.98	0	.65
28	1.50	0	.65	0.98	0	.65	0.98	0	.65	0.98	0	.65	0.98	0	.65	0.98	0	.65
29	1.50	0	.65	0.98	0	.65	0.98	0	.65	0.98	0	.65	0.98	0	.65	0.98	0	.65
30	1.50	0	.65	0.98	0	.65	0.98	0	.65	0.98	0	.65	0.98	0	.65	0.98	0	.65
31	1.50	0	.65	0.98	0	.65	0.98	0	.65	0.98	0	.65	0.98	0	.65	0.98	0	.65
32	1.50	0	.65	0.98	0	.65	0.98	0	.65	0.98	0	.65	0.98	0	.65	0.98	0	.65
33	1.50	0	.65	0.98	0	.65	0.98	0	.65	0.98	0	.65	0.98	0	.65	0.98	0	.65
34	1.50	0	.65	0.98	0	.65	0.98	0	.65	0.98	0	.65	0.98	0	.65	0.98	0	.65
35	1.50	0	.65	0.98	0	.65	0.98	0	.65	0.98	0	.65	0.98	0	.65	0.98	0	.65
36	1.50	0	.65	0.98	0	.65	0.98	0	.65	0.98	0	.65	0.98	0	.65	0.98	0	.65
37	1.50	0	.65	0.98	0	.65	0.98	0	.65	0.98	0	.65	0.98	0	.65	0.98	0	.65
38	1.50	0	.65	0.98	0	.65	0.98	0	.65	0.98	0	.65	0.98	0	.65	0.98	0	.65
39	1.50	0	.65	0.98	0	.65	0.98	0	.65	0.98	0	.65	0.98	0	.65	0.98	0	.65
40	1.50	0	.65	0.98	0	.65	0.98	0	.65	0.98	0	.65	0.98	0	.65	0.98	0	.65
41	1.50	0	.65	0.98	0	.65	0.98	0	.65	0.98	0	.65	0.98	0	.65	0.98	0	.65
42	1.50	0	.65	0.98	0	.65	0.98	0	.65	0.98	0	.65	0.98	0	.65	0.98	0	.65
43	1.50	0	.65	0.98	0	.65	0.98	0	.65	0.98	0	.65	0.98	0	.65	0.98	0	.65
44	1.50	0	.65	0.98	0	.65	0.98	0	.65	0.98	0	.65	0.98	0	.65	0.98	0	.65
45	1.50	0	.65	0.98	0	.65	0.98	0	.65	0.98	0	.65	0.98	0	.65	0.98	0	.65
46	1.50	0	.65	0.98	0	.65	0.98	0	.65	0.98	0	.65	0.98	0	.65	0.98	0	.65
47	1.50	0	.65	0.98	0	.65	0.98	0	.65	0.98	0	.65	0.98	0	.65	0.98	0	.65
48	1.50	0	.65	0.98	0	.65	0.98	0	.65	0.98	0	.65	0.98	0	.65	0.98	0	.65
49	1.50	0	.65	0.98	0	.65	0.98	0	.65	0.98	0	.65	0.98	0	.65	0.98	0	.65
50	1.50	0	.65	0.98	0	.65	0.98	0	.65	0.98	0	.65	0.98	0	.65	0.98	0	.65

LEGEND

- ROCKY HILLS EROSION CONTROL
- ROCKY HILLS EROSION CONTROL
- ROCKY HILLS EROSION CONTROL
- ROCKY HILLS EROSION CONTROL
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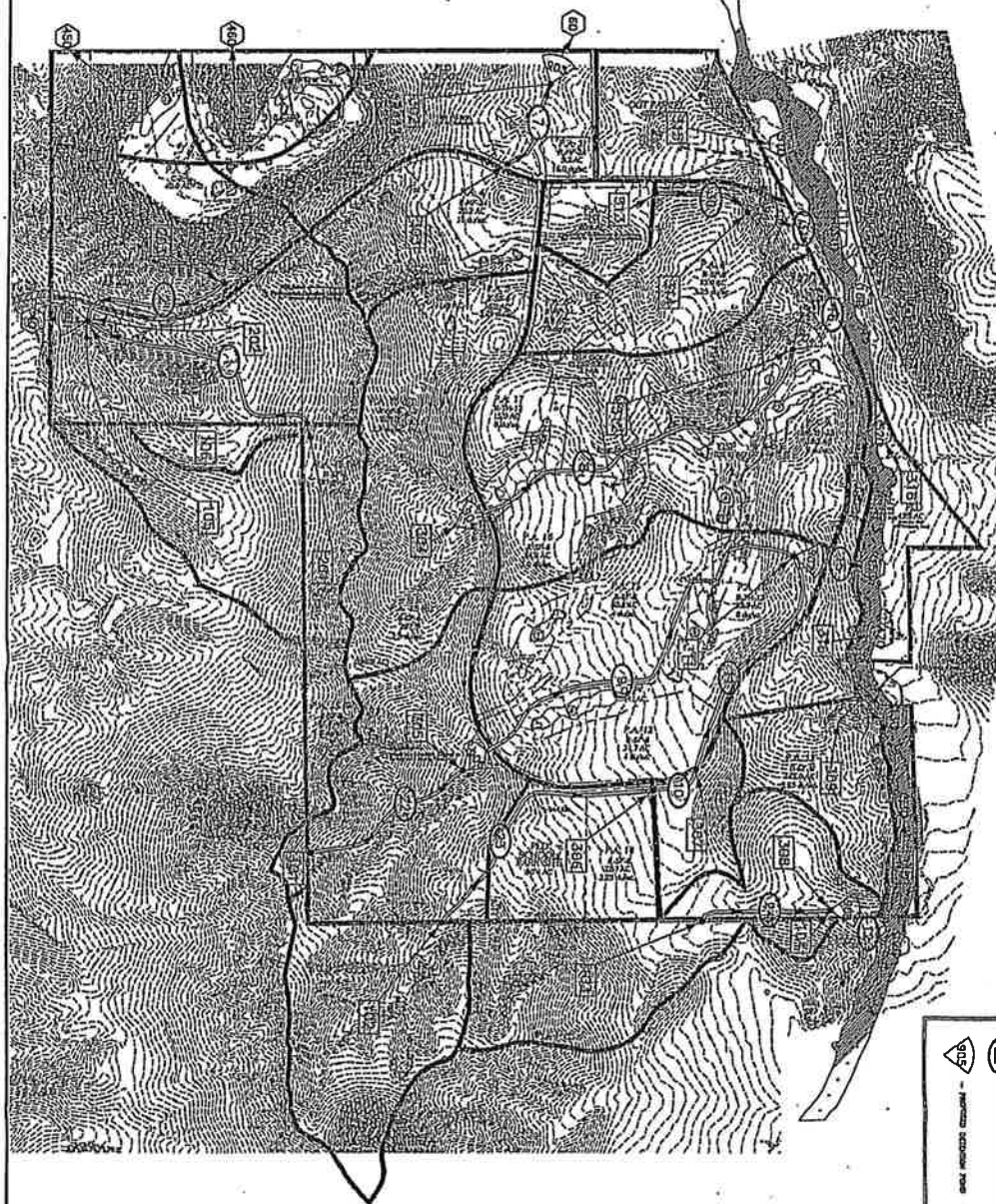
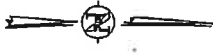
CRYSTAL VALLEY RANCH MASTER DRAINAGE PLAN

NO.	DATE	BY
1		
2		

RMG
ROCKY MOUNTAIN ENGINEERS, INC.
 CIVIL AND ENVIRONMENTAL ENGINEERING & PLANNING
 4331 E. Prentiss Ave., Suite 102
 Englewood, CO 80151
 (303) 761-8000
 FAX (303) 761-8123

DATE OF PLAN: 10/20/11
 DATE OF REVISION: 11/17/11
 4331 E. Prentiss Ave., Suite 102
 Englewood, CO 80151
 (303) 761-8000
 FAX (303) 761-8123

NOT TO SCALE



CRYSTAL VALLEY RANCH
SHEET 4 OF 4

LEGEND

- 101 - CITY WATER MAIN
- 22 - SANITARIUM EXISTING
- 105 - EXISTING SEWER MAIN
- 100 - SANITARIUM EXISTING
- 100 - EXISTING SEWER MAIN

DATE: 10/15/03
 DRAWN BY: J. W. BROWN
 CHECKED BY: J. W. BROWN
 APPROVED BY: J. W. BROWN
 TITLE: CRYSTAL VALLEY RANCH
 SHEET 4 OF 4

CRYSTAL VALLEY RANCH
 CUHP AND SWMM SCHEMATIC PLAN

NO.	REVISION	DATE	BY
1	ISSUED FOR PERMIT	10/15/03	J. W. BROWN
2	FOR RECORD	10/15/03	J. W. BROWN

RCM
 RICHARDSON CONSULTANTS, INC.
 CIVIL AND ENVIRONMENTAL ENGINEERING - PLANNING
 8301 E. Princeton Ave.
 Englewood, CO 80151
 (303) 711-8100
 FAX (303) 711-8101

EXHIBIT G
Financing Plan
And
Build Out Projections

**Crystal Valley Metropolitan District Nos. 1 & 2
Pro Forma Assumptions**

- Housing Units

- The model assumes construction of 3475 housing units over a fifteen year period
- Assumptions as to unit mix, values & timing of construction provided by The Crystal Valley Ranch Development Company
- Units are assumed to be completed in the year after the land is sold
- Units are assumed to be assessed in the year after construction is completed

- Commercial Construction

- a total of 41 acres is developed commercially over 11 years
- base land value is \$583,268/acre, escalating 2% annually

- Assessments

- Rates of assessment are assumed at .0915 for residential and .29 for commercial properties
- Assessed valuations are assumed to produce income on a one year lag following construction
- Assessed property increases in value at 2% per year

- Revenue

- Revenue to service bond debt is produced from the following sources-
 - Residential includes single family, townhouse and multi family construction
 - Commercial includes all Commercial property to be built
 - permit fees
 - Water facilities recapture fees
- Transportation fees initially fund an escrow for the construction of the I-25 overpass.
 - Fees in excess of I-25 costs become general district revenue to service bond debt.

- Expenses

- District operating and maintenance expenses are assumed at \$35,000/yr and escalate at 5% annually

- Floating Rate Credit Enhanced Bonds

- Issued to pay costs of infrastructure construction at project inception
- Subsequently issued if additional infrastructure must be constructed and sufficient assessed valuation does not yet exist.
- assumed to be "AA-" rated, weekly floaters, backed with bank LOC
- assumed at 4.00% interest, interest only until third year, 30 year amortization thereafter

- Fixed Rate General Obligation Bonds

- Maximum allowable debt is 50% of total assessed valuation at any point in time?
- initially Issued to repay Floating Rate Bonds when sufficient Assessed valuation is developed
- Assumed to be "AAA" rated, 30 year fixed rate obligations
- Subsequently issued to repay additional Floating Rate debt, then to retire District notes
- assumed at 5.50% interest for assessment bonds, 5.75% interest for water revenue bonds, 30 year amortization

- Infrastructure construction

- costs provided by The Crystal Valley Ranch Development Company
- costs are linked to a construction schedule, not to residential land sales.

- Sale of Water Rights

- Water rights are sold by CVRDC to the district in an amount equivalent to 1795 units at \$2750/unit
- District will repay CVRDC via note accruing at 9.375% annually
- note is repaid with excess district cash flow, then by issuance of GO Bonds after Floating Rate debt is retired
- additional water rights are sold in 2010 after initial water bank is exhausted

- Water District facilities construction

- CVRDC funds construction of \$3.7mm water facilities
- Water facilities recapture fees become revenue to district in 2003-2004
- District issued note to CVRDC, repaid with GO Bonds after Floating Rate debt is retired
- Note - Water facilities recapture fee amounts are not linked to unit construction timing

- I-25 interchange construction

- Transportation fees fund construction escrow account
- Initial costs 2002-2006
- Interchange construction assumed in 2007-2008
- Transportation fee income after interchange construction becomes District Revenue

- Fiber Optic construction

- Capital costs assumed at \$250,000/yr for two years
- Installation costs assumed at \$2,000/ SF and \$1,000/ MF unit
- Revenue assumed at \$600/yr/unit with 50% participation rate

Sources

Floating Rate Bond Proceeds

#####

Total Sources #####

Uses

Underwriter's Discount

209,000

Costs of Issuance

50,000

Bank LOC Cost

209,000

1st Year Project Costs

Sanitary Sewer Trunk Lines

214,064

Storm Sewer Detention & Trnk Lines

259,289

Transportation (Streets)

3,000,000

Fire Station & Equipment

100,000

North End Park Grading

50,000

Park Maintenance Building

50,000

Bridges over RR tracks & Plum Crk

400,000

Pedrestrian Bridge over Douglas

150,000

Contingency

211,168

2nd Year Project Costs

Storm Sewer Detention & Trnk Lines

250,000

Portion of Transportation (Streets) (Plug)

643,142

Fire Station & Equipment

1,200,000

North End Park Grading

200,000

Park Maintenance Building

200,000

Bridges over RR tracks & Plum Crk

2,500,000

Pedrestrian Bridge over Douglas

450,000

Contingency

312,337

Transportation Funding Escrow Needs

25,000

District Expenses

40,000

Miscellaneous

(273,000) *

Total Uses #####

* Funded out of second year revenues

Crystal Valley Metropolitan District Nos. 1 & 2
 Financing Plan & Capital Improvement Schedule
 11-Dec-01
 Revenue & Expense Statement

	2002	2003	2004	2005	2006	2007	2008	2009	2010	2011
Revenue										
Residential Income	0	0	0	306,000	736,000	1,213,600	1,460,100	1,848,900	2,244,200	2,581,300
Commercial Income	0	0	0	0	2,333	2,333	4,666	9,332	84,457	89,123
Permit Fee Income	0	48,300	69,300	79,200	63,300	92,400	93,000	87,000	83,700	75,300
Fire Station	0	0	0	0	0	0	0	476,325	473,525	428,250
Interest Income	0	0	0	0	0	0	0	0	0	0
Earnings from Contingency	0	0	0	0	0	0	0	0	0	0
Earnings from cash balance	0	0	0	0	0	0	0	0	0	0
Other Revenue A	0	0	0	0	0	0	0	0	0	0
Total Revenue	0	48,300	69,300	385,200	801,633	1,308,333	1,557,766	2,421,557	2,885,882	3,173,973
Expenses										
Operations and Maintenance	40,000	42,000	44,100	46,305	48,620	51,051	53,604	56,284	59,098	62,053
Other Items A	0	0	0	0	0	0	0	0	0	0
Total Expenses	40,000	42,000	44,100	46,305	48,620	51,051	53,604	56,284	59,098	62,053
Net Revenue Available for D/S	(40,000)	6,300	25,200	338,895	753,013	1,257,282	1,504,162	2,365,273	2,826,784	3,111,920
G.O. Debt										
G.O. Series 2001	0	0	0	0	690,600	689,300	692,650	690,300	692,600	694,200
G.O. Series 2005	0	0	0	0	0	0	0	1,086,850	1,086,700	1,085,850
G.O. Series 2010	0	0	0	0	0	0	0	0	0	875,638
Total Debt Service Pmts	0	0	0	0	690,600	689,300	692,650	1,777,150	1,779,300	2,655,688
Net Revenue Less D/S Pmts	(40,000)	6,300	25,200	338,895	62,413	567,982	811,512	588,123	1,047,484	456,233
Floating Rate Debt Service Pmts										
Floating Rate Series 1	0	0	0	0	0	0	0	0	0	0
Floating Rate Series 2	0	0	0	0	0	0	0	0	0	0
Floating Rate Series 3	0	0	0	0	0	0	0	0	0	0
Total Floating Rate	0	0	0	0	0	0	0	0	0	0

	2012	2013	2014	2015	2016	2017	2018	2019	2020	2021	Total
2,923,300	3,223,940	3,554,940	3,916,840	4,133,240	4,334,840	4,472,400	4,472,400	4,472,400	4,472,400	4,472,400	50,368,800
91,456	91,456	95,889	95,889	95,889	95,889	95,889	95,889	95,889	95,889	95,889	1,142,272
80,100	108,300	55,500	72,000	35,100	0	0	0	0	0	0	1,042,500
453,400	551,635	304,125	343,200	192,150	0	0	0	0	0	0	3,222,610
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
3,548,256	3,975,331	4,010,454	4,429,929	4,456,379	4,430,729	4,568,289	4,568,289	4,568,289	4,568,289	4,568,289	55,776,182
65,156	68,414	71,835	75,427	79,198	83,158	87,316	87,316	91,682	96,266	101,079	1,322,646
0	0	0	0	0	0	0	0	0	0	0	0
65,156	68,414	71,835	75,427	79,198	83,158	87,316	87,316	91,682	96,266	101,079	1,322,646
3,483,100	3,906,917	3,938,619	4,354,502	4,377,181	4,347,571	4,480,973	4,476,607	4,472,023	4,467,210	4,467,210	54,453,536
690,100	690,650	690,500	689,650	693,100	690,500	692,200	692,200	692,850	692,450	691,000	11,062,650
1,084,300	1,082,050	1,084,100	1,085,100	1,085,050	1,083,950	1,081,800	1,081,800	1,083,600	1,084,000	1,083,000	14,096,350
880,575	729,650	751,775	877,463	875,675	878,313	880,088	880,088	876,000	876,338	875,813	9,377,325
2,654,975	2,502,350	2,526,375	2,652,213	2,653,825	2,652,763	2,654,088	2,654,088	2,652,450	2,652,788	2,649,813	34,536,325
828,125	1,404,567	1,412,244	1,702,290	1,723,356	1,694,809	1,826,886	1,824,157	1,819,236	1,817,398	1,817,398	19,917,211
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

**Cypress Valley Metropolitan District Nos. 1 & 2
Financial Plan & Capital Improvement Schedule
Calculation of Water Funded**

	2007	2008	2009	2010	2011	2012	2013	2014	2015	2016	2017	2018	2019	2020	2021	Total
Water Purchase Obligations:																
- Single Family	0	161	214	214	214	214	214	214	214	214	214	214	214	214	214	2,233
- Commercial	0	161	214	214	214	214	214	214	214	214	214	214	214	214	214	2,233
- Total	0	322	428	428	428	428	428	428	428	428	428	428	428	428	428	4,466
Residential Bond Requirements Balance (Initial)	1785	0	0	0	0	0	0	0	0	0	0	0	0	0	0	1,785
Computation of Bonded Balance	1,785	1,188	858	694	560	370	197	12	0	0	0	0	0	0	0	3,475
- Single Family	1,785	1,188	858	694	560	370	197	12	0	0	0	0	0	0	0	3,475
- Commercial	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
- Total	1,785	1,188	858	694	560	370	197	12	0	0	0	0	0	0	0	3,475
Cost of Residences Bonded Water Requirement																
- Single Family	4,426,250	2,844,601	2,044,601	1,541,151	1,127,500	817,000	593,500	428,000	311,000	228,000	166,000	121,000	88,000	65,000	48,000	2,960,251
- Commercial	1,650	1,650	1,650	1,650	1,650	1,650	1,650	1,650	1,650	1,650	1,650	1,650	1,650	1,650	1,650	16,500
- Total	4,427,900	2,846,251	2,046,251	1,542,801	1,129,150	818,650	595,150	429,650	312,650	229,650	167,650	122,650	89,650	66,650	49,650	2,976,751
Developer payment to District	3,700,000															3,700,000
Water Facilities non-charge fees	1,100,000															1,100,000
Water Facilities non-charge fees	1,100,000															1,100,000
Excise Cash Applied to Water Note																
Total Water Note Deductions																
Water Facilities non-charge fees	0.375%	4,016,815	4,426,252	4,841,232	5,256,008	5,671,113	6,086,218	6,501,323	6,916,428	7,331,533	7,746,638	8,161,743	8,576,848	8,991,953	9,407,058	800,000
Water Facilities non-charge fees	0.375%	3,322,272	3,635,152	3,948,032	4,260,912	4,573,792	4,886,672	5,199,552	5,512,432	5,825,312	6,138,192	6,451,072	6,763,952	7,076,832	7,389,712	600,000
Total Annual Water	4,415,898	10,331,451	11,269,024	12,336,920	13,404,816	14,472,712	15,540,608	16,608,504	17,676,400	18,744,296	19,812,192	20,880,088	21,947,984	23,015,880	24,083,776	1,400,000

	2007	2008	2009	2010	2011	2012	2013	2014	2015	2016	2017	2018	2019	2020	2021	Total
Capital	2,850	2,850	2,850	2,850	2,850	2,850	2,850	2,850	2,850	2,850	2,850	2,850	2,850	2,850	2,850	28,500
- Single Family	2,850	2,850	2,850	2,850	2,850	2,850	2,850	2,850	2,850	2,850	2,850	2,850	2,850	2,850	2,850	28,500
- Commercial	1,650	1,650	1,650	1,650	1,650	1,650	1,650	1,650	1,650	1,650	1,650	1,650	1,650	1,650	1,650	16,500
- Total	4,500	4,500	4,500	4,500	4,500	4,500	4,500	4,500	4,500	4,500	4,500	4,500	4,500	4,500	4,500	45,000
Developer payment to District	3,700,000															3,700,000
Water Facilities non-charge fees	1,100,000															1,100,000
Water Facilities non-charge fees	1,100,000															1,100,000
Excise Cash Applied to Water Note																
Total Water Note Deductions																
Water Facilities non-charge fees	0.375%	4,016,815	4,426,252	4,841,232	5,256,008	5,671,113	6,086,218	6,501,323	6,916,428	7,331,533	7,746,638	8,161,743	8,576,848	8,991,953	9,407,058	800,000
Water Facilities non-charge fees	0.375%	3,322,272	3,635,152	3,948,032	4,260,912	4,573,792	4,886,672	5,199,552	5,512,432	5,825,312	6,138,192	6,451,072	6,763,952	7,076,832	7,389,712	600,000
Total Annual Water	4,415,898	10,331,451	11,269,024	12,336,920	13,404,816	14,472,712	15,540,608	16,608,504	17,676,400	18,744,296	19,812,192	20,880,088	21,947,984	23,015,880	24,083,776	1,400,000

**Cypress Valley Metropolitan District Nos. 1 & 2
Financial Plan & Capital Improvement Schedule
Cash Needs**

	2007	2008	2009	2010	2011	2012	2013	2014	2015	2016	2017	2018	2019	2020	2021	Total
Cash Needs (Other) (Excess)	214,264	250,000	400,000	454,832	211,943	400,000	400,000	400,000	400,000	400,000	400,000	400,000	400,000	400,000	400,000	4,000,000
- Single Family	214,264	250,000	400,000	454,832	211,943	400,000	400,000	400,000	400,000	400,000	400,000	400,000	400,000	400,000	400,000	4,000,000
- Commercial	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
- Total	214,264	250,000	400,000	454,832	211,943	400,000	400,000	400,000	400,000	400,000	400,000	400,000	400,000	400,000	400,000	4,000,000
Transportation Fee (Single Fee)	1,414	0	0	0	0	0	0	0	0	0	0	0	0	0	0	1,414
- Single Family	1,414	0	0	0	0	0	0	0	0	0	0	0	0	0	0	1,414
- Commercial	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
- Total	1,414	0	0	0	0	0	0	0	0	0	0	0	0	0	0	1,414
Transportation Fee (Commercial)	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
- Single Family	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
- Commercial	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
- Total	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Transportation Fee (Total)	1,414	0	0	0	0	0	0	0	0	0	0	0	0	0	0	1,414
- Single Family	1,414	0	0	0	0	0	0	0	0	0	0	0	0	0	0	1,414
- Commercial	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
- Total	1,414	0	0	0	0	0	0	0	0	0	0	0	0	0	0	1,414
Excise Cash Applied to Water Note																
Total Annual Water	4,415,898	10,331,451	11,269,024	12,336,920	13,404,816	14,472,712	15,540,608	16,608,504	17,676,400	18,744,296	19,812,192	20,880,088	21,947,984	23,015,880	24,083,776	1,400,000

**Cypress Valley Metropolitan District Nos. 1 & 2
Financial Plan & Capital Improvement Schedule
Cash Needs**

	2007	2008	2009	2010	2011	2012	2013	2014	2015	2016	2017	2018	2019	2020	2021	Total
Cash Needs (Other) (Excess)	214,264	250,000	400,000	454,832	211,943	400,000	400,000	400,000	400,000	400,000	400,000	400,000	400,000	400,000	400,000	4,000,000
- Single Family	214,264	250,000	400,000	454,832	211,943	400,000	400,000	400,000	400,000	400,000	400,000	400,000	400,000	400,000	400,000	4,000,000
- Commercial	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
- Total	214,264	250,000	400,000	454,832	211,943	400,000	400,000	400,000	400,000	400,000	400,000	400,000	400,000	400,000	400,000	4,000,000
Transportation Fee (Single Fee)	1,414	0	0	0	0	0	0	0	0	0	0	0	0	0	0	1,414
- Single Family	1,414	0	0	0	0	0	0	0	0	0	0	0	0	0	0	1,414
- Commercial	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
- Total	1,414	0	0	0	0	0	0	0	0	0	0	0	0	0	0	1,414
Transportation Fee (Commercial)	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
- Single Family	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
- Commercial	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
- Total	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Transportation Fee (Total)	1,414	0	0	0	0	0	0	0	0	0	0	0	0	0	0	1,414
- Single Family	1,414	0	0	0	0	0	0	0	0	0	0	0	0	0	0	1,414
- Commercial	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
- Total	1,414	0	0	0	0	0	0	0	0	0	0	0	0	0	0	1,414
Excise Cash Applied to Water Note																
Total Annual Water	4,415,898	10,331,451	11,269,024	12,336,920	13,404,816	14,472,712	15,540,608	16,608,504	17,676,400	18,744,296	19,812,192	20,880,088	21,947,984	23,015,880	24,083,776	1,400,000

(a) Includes funds for projects only, not to finance previous loans
(b) District fee subject to periodic contribution from Town

Crystal Valley Metropolitan District Nos. 1 & 2
 Financing Plan & Capital Improvement Schedule
 11-Dec-01

Overall Sources and Uses of Funds

	2002	2003	2004	2005	2006	2007	2008	2009	2010	2011
<u>Unit Sales / Valuation</u>										
Total Units	0	161	231	264	211	308	310	290	279	251
Total Residential Market Value	\$0	\$76,500,000	\$107,500,000	\$119,400,000	\$61,625,000	\$97,200,000	\$98,825,000	\$84,275,000	\$85,500,000	
Cumulative Residential Market Value	0	0	76,500,000	184,000,000	303,400,000	365,025,000	462,225,000	561,050,000	645,325,000	730,825,000
Total Commercial Market Value	n.a.	0	0	583,268	0	583,268	1,166,536	1,166,536	1,166,536	583,268
Cumulative Commercial Market Value	0	0	0	583,268	583,268	1,166,536	2,333,072	21,114,302	22,280,838	22,864,106
Total Valuation	0	0	6,999,750	17,005,148	27,930,248	33,738,083	42,970,178	57,459,222	65,508,680	73,501,07
GO Debt Cap	0	0	3,499,875	8,502,574	13,965,124	16,869,041	21,485,089	28,729,611	32,754,340	36,750,53
GO / Floating Debt	0	0	0	0	0	0	0	0	0	0
GO Bonds Outstanding	0	0	0	8,500,000	8,410,000	16,815,000	20,870,000	26,120,000	25,790,000	36,935,000
Floating Rate Net Debt Outstanding	10,450,000	10,450,000	11,950,000	7,800,000	15,300,000	11,500,000	8,850,000	7,400,000	7,050,000	6,650,000
<u>Water Facilities:</u>										
Water Note Balances	0	9,445,898	10,331,451	11,300,025	12,359,402	13,518,096	14,785,418	16,171,551	22,073,266	12,815,135
Payment of water notes									0	11,327,500
<u>Cash Needs / Funding Sources:</u>										
Annual Cash Needs	(4,434,521)	(6,559,076)	(3,619,733)	(3,785,758)	(6,983,371)	(278,356)	(2,225,761)	(584,864)	(152,737)	(211,867)
Transportation Funding Escrow Needs	(25,000)	0	0	0	0	(959,325)	(2,476,835)	0	0	0
Total Cash Needs	(4,459,521)	(6,559,076)	(3,619,733)	(3,785,758)	(6,983,371)	(1,237,681)	(4,702,596)	(584,864)	(152,737)	(211,867)
<u>Water Facilities Recapture Fees</u>										
Fire Station Income	0	1,494,195	2,702,438	79,200	63,300	92,400	93,000	87,000	83,700	75,300
G.O. Bond Proceeds	0	48,300	69,300	8,372,500	0	8,372,500	4,186,250	5,417,500	0	0
Floating Rate Proceeds	10,084,250	0	1,447,500	0	7,430,500	0	0	0	0	0
Total Cash Surplus / (Needs)	5,624,729	(5,016,581)	599,505	4,665,942	510,429	7,227,219	(423,346)	4,919,636	(69,037)	(136,567)
<u>Revenue vs Debt Service Pmts:</u>										
Property Tax Revenue	0	48,300	69,300	385,200	801,633	1,308,333	1,557,766	2,421,557	2,885,862	3,173,973
District Expenses	(40,000)	(42,000)	(44,100)	(46,305)	(48,620)	(51,051)	(53,604)	(56,284)	(59,098)	(62,053)
Net Revenue before debt	(40,000)	6,300	25,200	338,895	753,013	1,257,282	1,504,162	2,365,273	2,826,764	3,111,920
Debt Service Payments	0	(535,563)	(535,563)	(4,762,438)	(599,750)	(4,584,125)	(3,239,375)	(1,903,563)	(729,250)	(761,313)
Floating Rate D/S Pmts	0	0	0	0	(685,000)	(683,700)	(1,372,050)	(1,710,900)	(2,158,400)	(2,160,300)
G.O. D/S Payments	(40,000)	(529,263)	(510,363)	(4,423,543)	(531,737)	(4,010,543)	(3,107,263)	(1,249,189)	(60,866)	190,308
Net Revenue after debt	5,584,729	38,886	128,029	370,429	349,120	3,565,797	35,188	3,705,634	3,575,731	3,629,472
District Cash Balance										

	2012	2013	2014	2015	2016	2017	2018	2019	2020	2021	Totals
267	\$75,160,000	\$82,750,000	\$90,975,000	\$53,600,000	\$50,400,000	\$34,390,000	\$0	\$0	\$0	\$0	3,475
	805,985,000	888,735,000	979,710,000	1,033,310,000	1,083,710,000	1,118,100,000	1,118,100,000	1,118,100,000	1,118,100,000	1,118,100,000	\$1,118,100,000
	0	1,108,209	0	0	0	0	0	0	0	0	0
	22,864,106	23,972,315	23,972,315	23,972,315	23,972,315	23,972,315	23,972,315	23,972,315	23,972,315	23,972,315	23,972,315
80,378,218	88,271,224	96,595,436	101,499,836	106,111,436	109,258,121	109,258,121	109,258,121	109,258,121	109,258,121	109,258,121	1,118,100,000
40,189,109	44,135,612	45,000,000	45,000,000	45,000,000	45,000,000	45,000,000	45,000,000	45,000,000	45,000,000	45,000,000	45,000,000
40,640,000	44,565,000	43,905,000	43,195,000	42,440,000	41,625,000	40,750,000	39,820,000	38,815,000	37,745,000	37,745,000	37,745,000
6,175,000	0	0	0	0	0	0	0	0	0	0	0
9,879,553	6,373,261	6,970,755	7,924,941	8,667,904	9,480,520	10,369,319	11,341,443	12,004,703	12,530,144	12,530,144	20,601,891
4,137,000	4,432,500	0	(295,109)	0	0	0	0	400,000	600,000	600,000	600,000
0	0	0	0	0	0	0	0	0	0	0	(28,836,044)
0	0	0	0	0	0	0	0	0	0	0	(3,461,160)
0	0	0	0	0	0	0	0	0	0	0	(32,297,204)
80,100	108,300	55,500	72,000	35,100	0	0	0	0	0	0	4,196,633
0	0	0	295,109	0	0	0	0	0	(400,000)	(600,000)	1,042,500
0	0	0	0	0	0	0	0	0	0	0	(600,000)
80,100	108,300	55,500	367,109	35,100	0	0	0	0	(400,000)	(600,000)	18,962,250
3,548,256	3,975,331	4,010,454	4,429,929	4,456,379	4,430,729	4,568,289	4,568,289	4,568,289	4,568,289	4,568,289	55,776,182
(65,156)	(68,414)	(71,835)	(75,427)	(79,199)	(83,158)	(87,316)	(91,682)	(96,266)	(101,079)	(101,079)	(1,322,646)
3,483,100	3,906,917	3,938,619	4,354,502	4,377,181	4,347,571	4,480,973	4,476,607	4,472,023	4,467,210	4,467,210	54,453,536
(815,813)	(866,469)	(868,281)	(907,531)	(924,219)	(938,344)	(1,374,906)	(1,487,125)	(315,375)	0	0	(26,169,000)
(3,080,450)	(3,419,800)	(3,779,550)	(3,783,350)	(3,778,650)	(3,785,800)	(3,788,750)	(3,782,500)	(3,792,400)	(3,787,050)	(3,787,050)	(45,548,650)
(413,162)	(379,351)	(729,212)	(336,379)	(325,688)	(376,573)	(682,683)	(793,018)	364,248	680,160	680,160	126,171,186
3,296,410	3,025,358	2,351,646	2,382,376	2,091,789	1,715,216	1,032,533	239,516	203,764	283,924	283,924	

Wells Fargo
Public Finance

For Discussion Purposes Only

Crystalvalley Yearly Cashflow
12/11/01 3:33 PM

Financing Plan & Capital Improvement Schedule
 11-Dec-01
 Debt Revenue Summary

1,485

	2002	2003	2004	2005	2006	2007	2008	2009	2010	2011	2012	2013	2014
Sales Projections / Units													
SF - Golf View (1 yr. Build out)	0	0	40	60	60	60	60	60	60	60	60	60	0
SF - Golf View (2 yr. Build out)	0	0	0	0	0	0	0	0	0	0	0	0	0
SF - Non-golf Min View (1 yr. Build out)	81	111	0	72	44	0	63	0	0	0	0	0	0
SF - Non-golf Min View (2 yr. Build out)	0	0	0	0	0	0	0	0	0	0	0	0	0
SF - Non-golf (1 yr. Build out)	0	0	0	0	0	0	0	0	0	0	0	0	0
SF - Non-golf (2 yr. Build out)	0	0	0	0	0	0	0	0	0	0	0	0	0
SF - Golf (1 yr. Build out)	80	40	40	132	90	0	40	0	70	61	60	40	40
SF - Golf (2 yr. Build out)	0	0	0	0	0	0	0	0	0	0	0	0	0
Townhouses - Golf (1 yr. Build out)	0	0	0	0	0	0	0	0	0	0	0	0	0
Townhouses - Golf (2 yr. Build out)	0	0	0	0	0	0	0	0	0	0	0	0	0
Condos/Apartments (1 yr. Build out)	0	0	0	0	0	0	0	0	0	0	0	0	0
Condos/Apartments (2 yr. Build out)	161	231	231	264	211	308	310	279	251	267	267	163	160
Total Units	161	231	231	264	211	308	310	279	251	267	267	163	160
Crystall Valley Bond Pmt Income													
Residential MI Levy Income	0	0	0	40	60	60	60	60	60	60	60	60	0
Build Projections / Units	0	0	0	0	0	0	0	0	0	0	0	0	0
Single Family - Golf View	0	0	0	0	0	0	0	0	0	0	0	0	0
Single Family - Non-golf Min View	0	0	0	0	0	0	0	0	0	0	0	0	0
Single Family - Non-golf	0	0	0	0	0	0	0	0	0	0	0	0	0
Single Family - Golf	0	0	0	0	0	0	0	0	0	0	0	0	0
Townhouse - Golf	0	0	0	0	0	0	0	0	0	0	0	0	0
Condos/Apartments	0	0	0	0	0	0	0	0	0	0	0	0	0
Total Units	0	0	0	0	0	0	0	0	0	0	0	0	0
Residential Market Values													
Base Value / Unit	400,000	500,000	500,000	500,000	500,000	500,000	500,000	500,000	500,000	500,000	500,000	500,000	500,000
Single Family - Golf View	0	0	0	16,000,000	24,000,000	24,000,000	24,000,000	24,000,000	24,000,000	24,000,000	24,000,000	24,000,000	23,200,000
Single Family - Non-golf Min View	0	0	0	55,500,000	36,000,000	22,000,000	21,700,000	21,700,000	21,700,000	21,700,000	21,700,000	21,700,000	18,600,000
Single Family - Non-golf	0	0	0	0	0	0	0	0	0	0	0	0	0
Single Family - Golf	0	0	0	36,000,000	69,400,000	6,000,000	40,500,000	18,000,000	29,250,000	18,000,000	18,910,000	18,910,000	12,400,000
Townhouse - Golf	0	0	0	0	0	0	0	0	0	0	0	0	0
Condos/Apartments	0	0	0	0	0	0	0	0	0	0	0	0	0
Total Residential MI Value / Year	0	0	0	107,500,000	119,400,000	61,625,000	97,200,000	58,235,000	84,275,000	65,500,000	75,160,000	82,750,000	20,375,000
Commercial Residential Market Value													
Residential Income for Bond Pmts	0	0	0	76,500,000	303,400,000	365,025,000	462,225,000	561,050,000	645,325,000	730,625,000	805,965,000	868,735,000	979,710,000
MI Levy =	0.00400	0.00400	0.00400	0.00400	0.00400	0.00400	0.00400	0.00400	0.00400	0.00400	0.00400	0.00400	0.00400
Commercial MI Levy Income													
Commercial Sales Projections / Acres	0	0	0	1	1	2	2	2	2	1	0	2	0
Commercial Market Values 2000\$	0	0	0	0	583,268	583,268	1,166,536	1,166,536	1,166,536	583,268	583,268	0	0
Total Commercial MI Value by Year	0	0	0	583,268	583,268	1,166,536	2,333,072	2,333,072	2,333,072	1,166,536	583,268	0	0
Commercial Property													
Commercial Income for Bond Pmts	0	0	0	0	0	0	0	0	0	0	0	0	0
MI Levy =	0.00400	0.00400	0.00400	0.00400	0.00400	0.00400	0.00400	0.00400	0.00400	0.00400	0.00400	0.00400	0.00400
Fire Station Receipts Fees													
Fire Station Receipts Fees	0	48,300	65,300	79,200	63,200	92,400	93,000	87,000	83,700	75,300	80,100	108,300	55,500
Property Value Escalation Factors:													
Residential Property	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%
Commercial Property	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%
Calculated Property Values:													
Base Value / Unit	400,000	500,000	500,000	500,000	500,000	500,000	500,000	500,000	500,000	500,000	500,000	500,000	500,000
Single Family - Golf View	0	0	0	400,000	400,000	400,000	400,000	400,000	400,000	400,000	400,000	400,000	400,000
Single Family - Non-golf Min View	0	0	0	500,000	500,000	500,000	500,000	500,000	500,000	500,000	500,000	500,000	500,000
Single Family - Non-golf	0	0	0	310,000	310,000	310,000	310,000	310,000	310,000	310,000	310,000	310,000	310,000
Single Family - Golf	0	0	0	450,000	450,000	450,000	450,000	450,000	450,000	450,000	450,000	450,000	450,000
Townhouse - Golf	0	0	0	200,000	200,000	200,000	200,000	200,000	200,000	200,000	200,000	200,000	200,000
Condos/Apartments	0	0	0	125,000	125,000	125,000	125,000	125,000	125,000	125,000	125,000	125,000	125,000
Commercial Property													
Commercial Property	583,268	583,268	583,268	583,268	583,268	583,268	583,268	583,268	583,268	583,268	583,268	583,268	583,268

	2002	2003	2004	2005	2006	2007	2008	2009	2010	2011	2012	2013	2014
Growth Factors	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%
Commercial Property													
Commercial Property	583,268	583,268	583,268	583,268	583,268	583,268	583,268	583,268	583,268	583,268	583,268	583,268	583,268

FOR DISCUSSION PURPOSES ONLY

	2015	2016	2017	2018	2019	2020	2021	Total
	0	0	0	0	0	0	0	0
	0	0	0	0	0	0	0	0
	0	0	0	0	0	0	0	0
	34	0	0	0	0	0	0	34
	29	0	0	0	0	0	0	29
	0	0	0	0	0	0	0	0
	54	0	0	0	0	0	0	54
	0	0	0	0	0	0	0	0
	0	0	0	0	0	0	0	0
	117	0	0	0	0	0	0	117
	210	0	117	0	0	0	0	327
	0	0	0	0	0	0	0	0
	0	0	0	0	0	0	0	0
	40	34	0	0	0	0	0	74
	40	29	0	0	0	0	0	69
	0	54	0	0	0	0	0	54
	160	0	0	0	0	0	0	160
	210	0	117	0	0	0	0	327
	0	0	0	0	0	0	0	0
	0	0	0	0	0	0	0	0
	16,600,000	12,400,000	10,540,000	0	0	0	0	29,540,000
	16,000,000	16,000,000	13,050,000	0	0	0	0	45,050,000
	17,000,000	0	10,800,000	0	0	0	0	27,800,000
	0	0	20,000,000	0	0	0	0	20,000,000
	53,600,000	50,400,000	31,390,000	0	0	0	0	135,390,000
	1,033,310,000	1,083,710,000	1,118,100,000	1,118,100,000	1,118,100,000	1,118,100,000	1,118,100,000	7,118,100,000
	3,918,810	4,133,240	4,334,840	4,472,400	4,472,400	4,472,400	4,472,400	26,245,680
	0	0	0	0	0	0	0	0
	0	0	0	0	0	0	0	0
	23,972,315	23,972,315	23,972,315	23,972,315	23,972,315	23,972,315	23,972,315	155,933,805
	55,855	55,859	55,859	55,859	55,859	55,859	55,859	363,474
	72,000	35,100	0	0	0	0	0	107,100
	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%
	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%
	400,000	500,000	400,000	400,000	400,000	400,000	400,000	2,800,000
	500,000	310,000	500,000	500,000	500,000	500,000	500,000	3,310,000
	310,000	450,000	310,000	310,000	310,000	310,000	310,000	2,060,000
	450,000	200,000	450,000	450,000	450,000	450,000	450,000	2,900,000
	200,000	125,000	200,000	200,000	200,000	200,000	200,000	1,300,000
	125,000	583,268	125,000	125,000	125,000	125,000	125,000	800,268
	583,268	583,268	583,268	583,268	583,268	583,268	583,268	3,901,268

Cypress Valley Metropolitan District Nos. 1 & 2
 Financing Plan & Capital Improvement Schedule
 11-Dec-01
 Detail Expense Summary

	2003	2004	2005	2006	2007	2008	2009	2010	2011	2012	2013	2014	2015	2016	2017	2018	2019	2020	2021	2022	
Operations & Maintenance	30,000	42,000	44,100	46,200	51,000	53,604	56,384	59,098	62,053	65,158	68,414	71,823	75,487	79,404	83,578	87,918	92,422	97,090	101,913	106,891	1,322,849

Growth Factors
 Operations & Maintenance

	5.00%	4.00%	5.00%	5.00%	5.00%	5.00%	5.00%	5.00%	5.00%	5.00%	5.00%	5.00%	5.00%	5.00%	5.00%	5.00%	5.00%	5.00%	5.00%	5.00%	5.00%
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Crystal Valley Metropolitan District Nos. 1 & 2
Financing Plan & Capital Improvement Schedule
11-Dec-01

Calculation of Assessed Value & Maximum Allowable Debt

	2002	2003	2004	2005	2006	2007	2008	2009	2010
Calculation of Assessed Valuation									
Residential Cumm Mkt Value	0	0	76,500,000	184,000,000	303,400,000	365,025,000	462,225,000	561,050,000	645,325,000
Commercial Cumm Mkt Value	0	0	0	583,268	583,268	1,166,536	2,333,072	21,114,302	22,280,838
Assessed Valuation Residential	0	0	6,999,750	16,836,000	27,761,100	33,399,788	42,293,588	51,336,075	59,047,238
Assessed Valuation Commercial	0	0	0	169,148	169,148	338,295	676,591	6,123,147	6,461,443
Total Valuation	0	0	6,999,750	17,005,148	27,930,248	33,738,083	42,970,178	57,459,222	65,508,680

Calculation of Maximum Allowable Debt

Total Assessed Valuation (Combined)	0	0	6,999,750	17,005,148	27,930,248	33,738,083	42,970,178	57,459,222	65,508,680
G.O. Debt Cap Allowed @ 50.00%	0	0	3,499,875	8,502,574	13,965,124	16,869,041	21,485,089	28,729,611	32,754,340
Estimated Debt Outstanding	0	0	0	0	0	0	0	0	0
Floating Rate Issues (principal)	0	0	0	8,580,000	8,490,000	8,395,000	21,745,000	21,490,000	33,400,000
G.O. Principal Outstd (Cumulative)	0	0	0	8,580,000	8,490,000	8,395,000	21,745,000	21,490,000	33,400,000
Total Debt (principal)	0	0	0	8,580,000	8,490,000	8,395,000	21,745,000	21,490,000	33,400,000
Lower of Cap or G.O. Debt Outstanding	0	0	0	8,502,574	8,490,000	8,395,000	21,485,089	21,490,000	32,754,340
Excess G.O. Debt cap				(77,426)					(645,660)
Use excess to pay down Water Notes			3,499,875		5,475,124	8,474,041	(259,911)	7,239,611	

FOR DISCUSSION PURPOSES ONLY

	2011	2012	2013	2014	2015	2016	2017	2018	2019	2020	2021	Total
	730,825,000	805,985,000	888,735,000	979,710,000	1,033,310,000	1,083,710,000	1,118,100,000	1,118,100,000	1,118,100,000	1,118,100,000	1,118,100,000	1,118,100,000
	22,864,106	22,864,106	23,972,315	23,972,315	23,972,315	23,972,315	23,972,315	23,972,315	23,972,315	23,972,315	23,972,315	23,972,315
	66,870,488	73,747,628	81,319,253	89,643,465	94,547,865	99,159,465	102,306,150	102,306,150	102,306,150	102,306,150	102,306,150	102,306,150
	6,630,591	6,630,591	6,951,971	6,951,971	6,951,971	6,951,971	6,951,971	6,951,971	6,951,971	6,951,971	6,951,971	6,951,971
	73,501,078	80,378,218	88,271,224	96,595,436	101,499,836	106,111,436	109,258,121	109,258,121	109,258,121	109,258,121	109,258,121	109,258,121
	73,501,078	80,378,218	88,271,224	96,595,436	101,499,836	106,111,436	109,258,121	109,258,121	109,258,121	109,258,121	109,258,121	109,258,121
	36,750,539	40,189,109	44,135,612	48,297,718	50,749,918	53,055,718	54,629,061	54,629,061	54,629,061	54,629,061	54,629,061	54,629,061
	0	0	0	0	0	0	0	0	0	0	0	0
	42,575,000	45,000,000	45,000,000	45,000,000	45,000,000	45,000,000	45,000,000	45,000,000	45,000,000	45,000,000	45,000,000	45,000,000
	42,575,000	45,000,000	45,000,000	45,000,000	45,000,000	45,000,000	45,000,000	45,000,000	45,000,000	45,000,000	45,000,000	45,000,000
	36,750,539	40,189,109	44,135,612	45,000,000	45,000,000	45,000,000	45,000,000	45,000,000	45,000,000	45,000,000	45,000,000	45,000,000
	(5,824,461)	(4,810,891)	(864,388)	3,297,718	5,749,918	8,055,718	9,629,061	9,629,061	9,629,061	9,629,061	9,629,061	9,629,061

EXHIBIT H
Section 11.02.150 Requirements

DRAFT 9/24/01

**MASTER
INTERGOVERNMENTAL
AGREEMENT**

**TOWN OF CASTLE ROCK
AND
CRYSTAL VALLEY RANCH
METROPOLITAN DISTRICT**

NOS. 1 AND 2

October 25, 2001

DRAFT 9/14/01

**TOWN OF CASTLE ROCK/CRYSTAL VALLEY RANCH
METROPOLITAN DISTRICT NOS. 1 & 2
MASTER INTERGOVERNMENTAL AGREEMENT**

DATE: October 25, 2001.

PARTIES: **TOWN OF CASTLE ROCK** (Town), a home rule municipal corporation, 100 Wilcox Street, Castle Rock, Colorado 80104.

CRYSTAL VALLEY RANCH METROPOLITAN DISTRICT NOS. 1 AND 2, (Districts) quasi-municipal corporations and political subdivisions of the State of Colorado c/o White and Associates, P.C., 8005 S. Chester Street, Suite 125, Englewood, Colorado 80112.

RECITALS:

A. The Districts were organized by order and decree of the Douglas County District Court for the purpose of developing infrastructure to support the extension of urban services to the property now known as the Crystal Valley Ranch PD (CVR). Town and Districts entered into Intergovernmental Agreements dated March 3, 1987 (collectively, Prior IGA) for the purpose of defining the respective obligations of Town and Districts for infrastructure development and the provision of services to CVR.

CVR is located within the collective boundaries of the Districts, which lie entirely within the corporate limits of the Town.

B. As part of the organization of the Districts, the Districts submitted and the Town approved separate Service Plans for each District (Original Service Plans). Contrary to the projections in the Original Service Plans, no development within the Districts has taken place and therefore the Districts have not constructed development infrastructure. The CVR development plan approved by the Town on _____ is a significant modification to the previous zoning, resulting in a reduction in densities and other changes to the development plan.

C. As required by the Special District Act and Chapter 11.02 of the Castle Rock Municipal Code, the Districts have submitted an Amended Consolidated Service Plan which was approved by Resolution No. 2001-___ of the Castle Rock Town Council on _____, 2001 (Service Plan). The Service Plan reflects current capital development and financial projections for the Districts on a consolidated basis. The Council's approval of the Service Plan was conditioned on the Districts entering into this Master Intergovernmental Agreement, which sets forth, among other things, the parameters of the Districts' authority to finance and construct public improvements.

D. The constitution and laws of the State of Colorado permit and encourage cooperative efforts by local governmental entities to make the most efficient and effective use of their powers, responsibilities and resources. Due to the fact that the Districts' boundaries are entirely located within the Town limits, and the Town provides municipal services within the Districts' boundaries, the limitations and restrictions on the exercise by the Districts of the powers and duties granted it under the Special District Act are appropriate and necessary to protect the health, safety and welfare of the residents and citizens of the Town, including the current and future residents of the CVR.

COVENANTS:

THEREFORE, in consideration of these mutual promises, the parties agree and covenant as follows:

**ARTICLE I
DEFINITIONS**

1.01 **Defined Terms.** Unless the context expressly indicates to the contrary, the following words when capitalized in the text shall have the meanings indicated:

Agreement: this Master Intergovernmental Agreement and any amendments and supplements to this Agreement.

Authority: the Plum Creek Wastewater Authority.

Availability of Service or Facilities Charges: those charges permitted to be assessed by the Districts pursuant to §32-1-1006(1)(h), C.R.S., as amended from time to time.

Bonds: bonds, refunding bonds, notes, certificates, debentures, contracts or other evidence of indebtedness or borrowing issued or incurred by the Districts pursuant to law.

Charter: the Home Rule Charter of the Town, as amended.

Code: the Castle Rock Municipal Code, as amended.

C.R.S.: the Colorado Revised Statutes, as amended.

Development Agreement: the Crystal Valley Ranch Development Agreement dated _____, between the Town and landowner, recorded on _____, at Reception No. _____ of the public records of Douglas County, Colorado.

Development Exactions: the fees and charges imposed by Town under the Town Regulations

on development, including per unit charges for capital plant investment, such as System Development Fees.

Districts: The Crystal Valley Ranch Metropolitan District Nos.1 & 2, the legal boundaries of which are described in the attached *Exhibit 1*.

Facilities: the infrastructure prescribed by Town Regulations necessary to furnish Municipal Services to CVR, as further identified in the Service Plan.

Facilities Development Fees: those fees to be imposed and collected by the Districts for connection to Facilities constructed by the Districts, and for the right to use other Facilities of the Districts.

Financial Plan: the financing plan designated as Exhibit G to the Service Plan.

CVR: the real property zoned as the Crystal Valley Ranch Planned Development (PD).

Municipal Services: police and fire protection, water and wastewater, stormwater drainage and detention, parks and recreation, transportation and street maintenance, general administrative services including code enforcement and any other service provided by Town within the municipality under its police powers.

Phasing Plan: the Phasing Plan under Exhibit 3 to the Development Agreement

Plans: the plans, documents, drawings and specifications prepared by or for the Districts for construction, installation or acquisition of any of the Facilities.

Prior IGA: Intergovernmental Agreements between Town and Districts dated March 3, 1987.

Regional Plant: the Lower East Plum Creek Regional Wastewater Treatment Facility owned and operated by the Authority.

SDO: the Special District Oversight ordinance codified in Chapter 11.02 of the Code.

Service Charges: the periodic charges imposed by the Town pursuant to Town Regulations, and billed to ultimate consumers of service provided by the Town to cover the costs of providing such services.

Service Plan: the Amended Consolidated Service Plan for Districts 1 and 2, respectively dated _____, approved by Town Council Resolution No. 2001-____ on _____.

Special District Act: Article 1, Title 32, C.R.S.

System Development Fees: the charges imposed by Town under Town Regulations as a condition to the right to connect to the municipal water or wastewater system, for the purpose of recovering Town's pro rata capital cost of water or wastewater facilities dedicated to allow such connection, including the component charges currently imposed under 13.12.080 of the Code. A charge or fee imposed under the Town Regulations exclusively for the purpose of the acquisition or development of renewable water resources or a cash payment in lieu of water rights dedication is not considered a System Development Fee under this Agreement.

Town: the Town of Castle Rock, a home rule municipal corporation.

Town Regulations: the Charter, ordinances, resolutions, rules and regulations of the Town, including the Code and the provisions of all zoning, subdivision, public works and building codes, as the same may be amended from time to time, applied on a Town-wide basis. Reference to Town Regulations shall mean the Town Regulations in effect at the time of application.

Water and Wastewater Facilities: the facilities required to: (i) withdraw, treat and distribute potable water; (ii) store and reuse irrigation water; and (iii) collect and treat wastewater.

Certain other terms are defined in the text of the Agreement and shall have the meaning indicated.

1.02 Cross-Reference. Any reference to a section or article number, with or without further description, shall mean such section or article in this Agreement.

ARTICLE II FACILITIES DEVELOPMENT AND MAINTENANCE

2.01 Construction of Facilities. Districts have the authority to construct the Facilities for which the development obligation is assigned the developer under the Phasing Plan. The Districts have the authority to finance any of the Facilities, consistent with the Development Agreement and Service Plan. The Districts shall not have the authority to provide other infrastructure without the prior written consent of the Town. The Facilities shall be constructed pursuant to the standards and procedures set forth in the Service Plan, Development Agreement, and the Town Regulations.

2.02 Ownership and Maintenance. Except as provided in the Service Plan or as otherwise allowed by the Town, the Districts shall convey the Facilities to the Town upon completion in

accordance with Article VI of the Development Agreement.

2.03 **Wastewater Treatment.** Wastewater treatment facilities for the CVR will be provided by the Authority at the Regional Plant. The Town, as a member of the Authority, will use its best efforts to insure that the Authority will maintain sufficient capacities at the Regional Plant or other suitable locations for service to developers and homebuilders within the Districts who have paid or will pay the wastewater System Development Fee.

2.04 **Maintenance.** Upon acceptance of the Facilities, Town shall operate maintain, repair and/or replace the Facilities, in order to provide Municipal Services to the CVR. However, this Agreement shall not restrict or impair the Town from conveying Facilities to a regional authority or other governmental or quasi-governmental agency or authority, provided an equivalent level of maintenance and operation of such Facilities at an equivalent cost is guaranteed by Town, and the Town obtains an opinion of a bond attorney with a nationally-recognized expertise in the area of municipal bonds indicating that the conveyance will not adversely affect the tax-exempt status of any outstanding Bonds of the Districts.

2.05 **Surety.** In recognition of the quasi-municipal nature of the Districts and their financial and taxing powers, Districts may satisfy the requirements under the Town Regulations for posting of financial guarantees to assure the construction and warranty obligations for Facilities by establishing a cash escrow (the "Escrow") in accordance with the following:

- (a) the Escrow shall be established with a title insurance company or financial institution;
- (b) the construction Escrow deposit shall be in the amount prescribed by the Town Regulations;
- (c) District may make progress payments to its contractors from the Escrow construction deposit, provided Town approves the draw request, which approval shall not be unreasonably withheld;
- (d) the construction Escrow deposit may not be drawn down below the amount required for the warranty surety under the Town Regulations;
- (e) the Escrow agreement shall authorize the Town to access the Escrow deposit in the event of a default by Districts for the purpose of undertaking completion or remediation work on the Facilities as more specifically provided under the applicable SIA; and

- (f) the Escrow deposit remaining after expiration of the warranty period and application to remedy unmet warranty obligations, if any, shall be returned to Districts.

In the event that alternative surety arrangements are authorized in the Town Regulations, such provisions shall be available to Districts, notwithstanding the above requirements.

ARTICLE III DEVELOPMENT FEES

3.01 **Town Fees.** Town will impose and collect Development Exactions within the Districts in accordance with the Town Regulations, subject to the further provisions of Article VI of the Development Agreement, including the right of the Districts to recover the Fee Credit, on such terms and conditions as are specified in the Development Agreement.

3.02 **Charges by Districts.** Districts shall have the right to impose Availability of Service or Facility Charges and Facilities Development Fees (collectively, the "District Fees"), provided that the imposition of such fees shall not in any manner impair or limit the imposition or collection by Town of any Development Exactions, including System Development Fees, within the CVR. Districts shall collect District Fees directly from the builder or developer. Districts shall have no right or ability to impose any other Development Exactions, other than District Fees, unless otherwise provided in a subsequent agreement between Town and Districts. Districts shall have no right to impose any Service Charges within the CVR. Nothing in this section shall preclude or impair the Districts' ability to collect *ad valorem* property taxes, or to collect and impose any other rate, fee, tax, penalty or charge or other source of revenue, which is identified for utilization and application in the Financial Plan.

ARTICLE IV BOND ISSUANCE

4.01 **Bonds.** Districts shall not issue Bonds, except upon compliance with the following conditions:

- (a) the Bonds are issued in accordance with the applicable provisions and restrictions of the Service Plan, the Special District Act, and other applicable provisions of the laws of the State of Colorado; and

- (b) the Districts are not then required to obtain a Service Plan amendment under either the Special District Act or the SDO (i.e., as of the date of issuance there has not been a material modification to the Service Plan, as amended).

**ARTICLE V
SERVICE PLAN COMPLIANCE**

5.01 **Generally.** The Service Plan contains certain responsibilities, restrictions and limitations on the Districts which may not be separately set forth in this Agreement. Performance of the Service Plan by the Districts is an implied covenant of this Agreement, for which the default and remedies of section 8.05 shall be applicable in the same manner as if expressly set forth in this Agreement.

5.02 **Service Plan Amendment.** The authorization to the Districts under the terms of the Service Plan and this Agreement is given by Town on reliance upon certain development and financial assumptions and projections in the Service Plan. Although these projections and assumptions are based upon the best information available at this time, such assumptions and projections may prove to be materially inaccurate. Accordingly, a Service Plan amendment shall be submitted by Districts to Town for Town review and approval when required under the SDO and Special District Act.

5.03 **Town Review.** Annually, not later than the date Districts are required to submit the annual report under the SDO, the Districts shall furnish to Town an accounting of all actual revenues and expenses, and accumulated reserves for the preceding calendar year, in substantially the same format as the Financial Plan, such that Town can compare the experience of the Districts with the projections in the Financial Plan. Town shall have access to Districts' financial statements, accounting records and other supporting documentation, upon written demand, and at such reasonable times, for the purpose of auditing the financial reports submitted by Districts.

5.04 **Statutory Review.** The review of the Service Plan and the approval of this Agreement shall constitute the first quinquennial review of the Districts' reasonable diligence. The second statutory review of Districts' applications for the quinquennial finding of reasonable diligence under the Special District Act shall take place in 2006, to be completed not later than July 1, 2006.

**ARTICLE VI
LIMITATIONS ON DISTRICTS' POWERS**

6.01 **Restrictions on Expansion of Districts' Powers.** The parties acknowledge that the Districts were permitted by the Town to be organized solely for the purpose of providing, acquiring, constructing, installing and completing the Facilities and providing or causing to be provided the services authorized pursuant to this Agreement and described in the Service Plan, and for no other purpose. The Districts shall not engage in any activity, purpose, service or function except as stated in this Agreement and in the Service Plan or as reasonably required for the Districts to accomplish such purposes, responsibilities and obligations. Town shall not interfere with the exercise by Districts of any of their lawful powers except as the exercise thereof is specifically limited by this Agreement and the Service Plan.

6.02 **Extraterritorial Authority.** Districts will not engage in any service or activity outside its boundaries (as the same may be modified, from time to time, in accordance with the Service Plan), except as such Facility, service or activity is described in the Service Plan or is necessary to the provision of Facilities or services within its boundaries, or where the Districts have obtained the Town's prior approval.

6.03 **Change of District Boundaries.** The Districts shall neither cause any additional territory outside the boundaries of the CVR to be included within one or more of the Districts boundaries, nor permit any territory now included in the CVR to be excluded from the Districts, without first obtaining Town approval, or unless authorized in the Service.

**ARTICLE VII
TOWN RESERVED POWERS**

7.01 **Generally.** As a general purpose municipal corporation, the Town adopts and administers policies, rules and regulations, principally through the Town Regulations ("Town Policies"). The approval of the Service Plan or this Agreement shall in no manner restrict the Town Council from applying Town Policies within the CVR (even though Town Policy may have an effect of

limiting development or making development more costly to the landowner and/or Districts), provided the Town Policy is:

- (a) a lawful exercise of the Town's legislative, quasi-legislative, administrative and/or police powers; and
- (b) not in contravention of express covenants of the Development Agreement, the Service Plan or this Agreement.

7.02 **No Claims.** The Districts shall have no legal or equitable claim against Town as a result of the Town taking or imposing any of the following actions if otherwise a lawful exercise of the Town's powers:

- (a) imposing new Development Exactions or increasing (or decreasing) the levels of existing Development Exactions;
- (b) exercise of its right of eminent domain to acquire private properties in the Districts for public purposes upon the payment of just compensation therefore; and
- (c) acquisition of properties zoned for development in the Districts for park, recreation, open space or other public purpose, pursuant to agreement with the grantor.

ARTICLE VIII GENERAL PROVISIONS

8.01 **Dissolution of Districts.** At such time as all Facilities contemplated under this Agreement and the Service Plan have been acquired, constructed, installed and completed, and upon payment of all Bonds of the Districts, or provision having been made for such payment, the Districts shall, subject to applicable statutory provisions, be dissolved. At the time of such dissolution, all Facilities not previously conveyed to Town shall be so conveyed. Nothing contained in this section shall be deemed to specify an exclusive method for accomplishing dissolution.

8.02 **Additional Warranties.** The parties warrant that each has the full right, power and authority to enter into, perform, and observe this Agreement. Districts disavow as obligor or obligee, any provision or term of any contract or indenture between the Districts and any other special district, which is in contravention of the provision of this Agreement, and Districts stipulate that any such

intergovernmental agreement shall be subordinate and subject to the provisions of this Agreement.

8.03 **Instruments of Further Assurance.** The Town and the Districts covenant that they will do, execute, acknowledge and deliver or cause to be done, executed, acknowledged and delivered such acts, instruments and transfers as may reasonably be required for the performance of their obligations hereunder.

8.04 **Merger.** This Agreement supersedes the Prior IGA in their entirety.

8.05 **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 hereunder; provided that:

- (a) such default is capable of being cured;
- (b) the defaulting party has commenced such cure within said 20-day period; and
- (c) the defaulting party diligently prosecutes such cure to completion.

If such default is not of a nature that 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. In addition to specific remedies provided elsewhere in the Agreement, 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, or to collect the monies then due and thereafter to become due. In any such legal action, the prevailing party shall be entitled to recover its reasonable attorney's fees and litigation costs from the other party.

8.06 **Notices.** All notices, certificates or other communications hereunder shall be sufficiently given and shall be deemed given when mailed by registered or certified mail, postage prepaid, addressed as follows:

If to Town: Town of Castle Rock

DRAFT 9/14/01

Attn: Town Attorney
100 Wilcox Street
Castle Rock, CO 80104 .

If to Districts: Crystal Valley Ranch Metropolitan District Nos. 1 & 2
c/o White & Associates
8005 S. Chester Street, #125
Englewood, CO 80112

8.07 **No Liability of Town.** Town shall have no obligation whatsoever to repay any debt or liability of the Districts, including the Bonds.

8.08 **Notice of Meetings.** The Districts shall submit a copy of a written notice of every regular or special meeting of the Districts to the Town Clerk at least three days prior to such meeting.

8.09 **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.

8.10 **Amendments.** This Agreement may be amended only in writing upon consent of the parties. Amendments shall be approved by resolution of the Town Council of the Town and ~~the~~ resolution of the Board of Directors of the Districts.

8.11 **Severability.** In the event any provision of this Agreement shall be held invalid or unenforceable by any court of competent jurisdiction, such holding shall not invalidate or render unenforceable any other provision hereof.

8.12 **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.

8.13 **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.

8.14 **No Third Party Beneficiary.** This Agreement is made solely for the benefit of the parties and no other parties or persons are intended beneficiaries.

DRAFT 9/14/01

ATTEST:

TOWN OF CASTLE ROCK

Sally A. Misare, Town Clerk

Herb Teets, Mayor

Approved as to form:

Robert J. Slentz, Town Attorney

STATE OF COLORADO)
) ss.
COUNTY OF)

The foregoing instrument was acknowledged before me this ___ day of _____, 2001 by Sally A. Misare as Town Clerk and Herb Teets as Mayor of the Town of Castle Rock, Colorado.

Witness my official hand and seal.
My commission expires: _____.

(S E A L)

Notary Public

DRAFT 9/14/01

ATTEST:

CRYSTAL VALLEY RANCH
METROPOLITAN DISTRICT NOS. 1 & 2 -

By: _____

By: _____

Its: _____

Its: _____

DRAFT 9/14/01

STATE OF COLORADO)
) ss.
COUNTY OF)

The foregoing instrument was acknowledged before me this ____ day of _____,
2001 by _____ as _____ and _____ as _____ for
Crystal Valley Ranch Metropolitan District Nos. 1 & 2

Witness my official hand and seal.
My commission expires: _____.

(S E A L)

Notary Public

F:\USER\LEGAL\Crystal Valley Ranch\Master IGA.DOC

EXHIBIT I
Directors

Allan J. Block
409 S. Wilcox Street
Unit G
Castle Rock, CO 80104

Phone (303) 814-6862

Matthew D. Gordon
11001 E. Crestridge Cir.
Englewood, CO 80111

Phone (303) 770-0200

Paul Eakins
4345 S. Lake Gulch Road
Castle Rock, CO 80104

Phone (303) 688-0375

Gregory W. Brown
5827 S. Reed Way, #1524
Littleton, CO 80123

Phone (303) 870-6300

**FIRST AMENDMENT TO
AMENDED CONSOLIDATED SERVICE PLAN
FOR
CRYSTAL VALLEY METROPOLITAN DISTRICT NOS. 1 AND 2
TOWN OF CASTLE ROCK, COLORADO**

Prepared by:

White, Bear & Ankele
Professional Corporation
2154 E. Commons Avenue, Suite 2000
Centennial, CO 80122

May 6, 2014

I. INTRODUCTION

On October 23, 1986, the District Court in and for Douglas County, Colorado issued an Order and Decree organizing Crystal Valley Metropolitan District Nos. 1 and 2. The Districts were organized for the purpose of, inter alia, financing public improvements for the benefit of the residents, property owners, and taxpayers of the Districts. The Districts were originally organized pursuant to two service plans (the "**Original Service Plans**") approved by the Town Council (the "**Town Council**") of Castle Rock (the "**Town**") in August of 1986. The Original Service Plans were amended and restated in their entirety and replaced by the Amended and Consolidated Service Plan (the "**Service Plan**"), which was approved by the Town Council as of November 21, 2001.

Under the terms of the Service Plan, the Districts' debt authorization was limited to approximately \$45 million dollars, a portion of which remains unissued as of the date of this First Amendment (approximately \$2,500,000), and the Districts' debt service mill levy authorization was limited to 40 mills, subject to Gallagher adjustments. Since the date of the Service Plan, Gallagher adjustments have occurred and the permitted debt service mill levy is now 45.940 (the "**Debt Mill Levy Limit**"). The Service Plan incorporated a financial plan (the "**Initial Financial Plan**") that included projected construction and absorption rates, as well as projected impact fee and property tax revenues for use in servicing debt and other financial obligations of the Districts.

Subsequent to approval of the Service Plan, a significant downturn in market conditions occurred for residential developments, which resulted in decreased assessed valuation and absorption rates within the Districts' service area and a correlated failure to achieve the impact fee and property tax revenue thresholds projected in the Initial Financial Plan. The decreased revenue realizations in turn adversely impacted the ability of the Districts to discharge their debt obligations as originally projected.

The Districts have been in negotiations for several months regarding a proposed restructuring and reduction of certain of the outstanding subordinate bonds and obligations that exist (the "**Restructuring Transaction**") such that it is reasonable to expect that such debt can be paid within its terms. In order to proceed with the Restructuring Transaction, the Districts are requesting the modifications to the Service Plan outlined below.

II. FIRST AMENDMENT

The Board of Directors of the District (the "**Board**") has determined it is in the best interests of the residents, property owners, and taxpayers of the Districts to amend the Service Plan through this First Amendment to the Service Plan (the "**First Amendment**") in order to (1) increase the permitted debt service mill levy of District No. 2 through a temporary designation of five (5) mills as an additional debt service mill levy, over and above the Debt Mill Levy Limit, for so long as is necessary to repay the promissory note issued to pay for the costs of issuance incurred in connection with the Restructuring Transaction; and (ii) to incorporate a new financing plan as an exhibit to the Service Plan that incorporates the Restructuring Transaction. This First Amendment is intended to be read in conjunction with the Service Plan. Unless the

context indicates otherwise, all capitalized terms shall have the meaning as set forth in the Service Plan.

III. AMENDMENTS

1. Section V, Paragraph B(1) shall be amended and restated in its entirety:

- a. If either District promises to impose an *ad valorem* property tax for the payment of the Bonds (“**General Obligation Bonds**”), the maximum permissible mill levy which such District may covenant to impose for the payment of all such General Obligation Bonds (together with the mill levy pledge on any other general obligation bonds of such District) will be limited to 45.940 mills as of January 1, 2014 (a mill being equal to 1/10 of 1¢ per annum) provided that, the General Obligation Bonds may also provide that in the event the method of calculating assessed valuation is changed after the date of approval of this First Amendment by any change in law, change in method of calculation, or change in the percentage of actual valuation used to determine assessed valuation, the 45.940 mill levy limitation herein provided may be increased or decreased to reflect such changes, such increases or decreases to be determined by the District in good faith 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 determination.

Notwithstanding the limitation contained above, District No. 2 shall be authorized to a temporary designation of five (5) mills as an additional debt service mill levy, over and above the Debt Mill Levy Limit, for an additional (the “**Temporary COI Mill Levy**”) to be pledged toward the payment of debt service on indebtedness to be issued to pay for the costs of issuance, plus interest currently estimated at a rate of 5%, compounding annually, associated with the District No. 2 Series 2014A and 2014B Bonds. The Temporary COI Mill Levy may be imposed for so long as is necessary to repay such indebtedness including any fees incurred for purposes of enforcing collection of the Temporary COI Mill Levy, after which District No. 2’s authorization to impose the Temporary COI Mill Levy shall cease.

2. Exhibit G to the Service Plan is amended, restated, in its entirety and superseded by Exhibit G, which is attached hereto and incorporated herein by reference. The Districts shall not be authorized to issue new general obligation debt without an amendment to this Service Plan to be considered by the Town Council at a hearing thereon. Nothing herein shall prohibit the Districts from pursuing refunding or refinancing of currently outstanding debt obligations or those contemplated as part of the Restructuring Transaction pursuant to the requirements of Title 32 and the Town Ordinance.

IV. EFFECT OF FIRST AMENDMENT

Except as specifically amended as set forth above, all other provisions of the Service Plan shall remain in full force and effect. To the extent there are any inconsistencies between this First Amendment and the Service Plan, this First Amendment shall control.

Exhibit G

To First Amendment to Amended and Consolidated Service Plan

**Crystal Valley Metropolitan Districts
Forecasted Statement of Sources
and Uses of Cash**

**For the Years Ending
December 31, 2013 through 2050**

To the Board of Directors
Crystal Valley Metropolitan Districts
Castle Rock, Colorado

We have compiled the accompanying forecasted statements of sources and uses of cash of the Crystal Valley Metropolitan Districts (Exhibit I), the related forecasted debt service schedules (Exhibits II through V) and the forecasted schedules of absorption, market values, and assessed values (Exhibit VI) for the years ending December 31, 2013 through 2050, in accordance with standards established by the American Institute of Certified Public Accountants.

A compilation is limited to presenting in the form of a forecast, information that is the representation of management and does not include evaluation of the support for the assumptions underlying the forecast. We have not examined the forecast and, accordingly, do not express an opinion or any other form of assurance on the accompanying statements or assumptions. Furthermore, there will usually be differences between the forecasted and actual results, because events and circumstances frequently do not occur as expected, and those differences may be material. We have no responsibility to update this report for events and circumstances occurring after the date of this report.

PRELIMINARY DRAFT....SUBJECT TO CHANGE

April 14, 2014

Crystal Valley Metropolitan Districts

Summary of Significant Assumptions and Accounting Policies December 31, 2013 through 2050

The foregoing forecast is based on information provided by the Developer, to the Board of Directors of the District (collectively, the Developer and the District are referred to as "management" herein). Management has relied on a market analysis and absorption forecast provided by King & Associates, Inc. as of December 2011. The foregoing forecast presents, to the best of management's knowledge and belief, the expected cash receipts and disbursements for the forecast period. Accordingly, the forecast reflects management's judgment as of April 14, 2014. The assumptions disclosed herein are those that management believes are significant to the forecast. There will usually be differences between the forecasted and actual results, because events and circumstances frequently do not occur as expected, and those differences may be material.

This forecast represents a combination of the activities of the Crystal Valley Metropolitan Districts No's 1 and 2. District No. 1 currently provides for operations and the repayment of existing debt. District No. 2 collects property taxes from the mill levies it imposes on the properties within District No. 2 and remits the revenues to District No. 1 for operations and repayment of the existing debt of District No. 1. Crystal Valley Metropolitan Districts No.'s 1 and 2 are collectively referred to as ("District") in this forecast.

The purpose of this forecast is to reflect the ability of the District to repay a proposed bond issue totaling \$28,370,000 on May 20, 2014. The proceeds of the bond issue are to be issued to the current subordinate bondholders in exchange for the discharge of all other subordinate debt/ obligations of the District other than the Series 2004A and Series 2004B bonds.

Note 1: Ad Valorem Taxes

The primary source of revenue for the District will be the collection of ad valorem taxes. Residential property is forecasted to be assessed at 7.96% of market values. Prior to the construction of a dwelling unit, residential lots are assessed at 29% of market values. The residential development within the District is anticipated to include 2,564 single family detached homes and 911 multi family homes. 543 single family homes were completed prior to January 1, 2012. Market values are forecasted to average 300,000 for single family homes and \$200,000 for multi family homes as of 2012 as detailed in Exhibit VI. Finished lots are projected at 10.00% of finished market values. Market values are projected to inflate at 2% per year. After the construction of a residential dwelling unit, market values are assumed to inflate at 2% biennially.

Commercial property is forecasted to be assessed at 29% of market values. The commercial development within the District is forecasted at 100,000 square feet as indicated in Exhibit VI. Market values are projected to inflate at 2% per year. After the construction of commercial property, market values are assumed to inflate at 2% biennially. The existing recreation center is forecasted to be taxable and it currently has a market value of \$1,785,000.

Property is assumed to be assessed annually as of January 1st. Property included in this forecast is assumed to be assessed on the January 1st subsequent to completion. The forecast recognizes the related property taxes as revenue in the subsequent year.

Crystal Valley Metropolitan Districts

Summary of Significant Assumptions and Accounting Policies December 31, 2013 through 2050

Note 1: Ad Valorem Taxes

The County Treasurer currently charges a 1.5% fee for the collection of property taxes. These charges are reflected in the accompanying forecast as a reduction to the property tax revenue.

The mill levy imposed by the District is proposed to equal 45.940 mills for debt service and up to 10.000 mills for operations. Up to 5.000 of the operating mill levy is proposed to be used as a supplemental debt levy to be pledged to repay a lender for the issuance costs of the Series 2014A Bonds.

The forecast assumes that Specific Ownership Taxes collected on motor vehicle registrations will be 7% of property taxes collected. It is assumed that the portion of the Specific Ownership Taxes attributable to the Debt Service mill levy will be pledged to the Series 2004A, 2004B and 2014A Bonds.

Note 2: Development Fees

The District currently imposes a \$2,205 development fee on single family detached homes and a \$1,260 fee on multi-family homes. The remaining commercial property is anticipated to generate \$132,300 in fees which equates to 60 single family equivalents.

Note 3: Bond Assumptions

The District's Series 2004A Bonds currently have an outstanding principal balance of \$10,067,823 and carry a coupon rate of 3.36% through December 1, 2018. It is forecasted that the Series 2004A Bonds will be refunded on December 1, 2018 with a coupon rate of 5.50% and will mature on December 1, 2041 as described in Exhibit II. The Series 2004A Bonds are secured by the maximum mill levy on property taxes of 45.940 mills, the specific ownership taxes attributable to the mill levy and a reserve fund of \$600,000.

The District's subordinate Series 2004B limited tax bonds have an outstanding balance of \$9,681,000 and carry a coupon rate of 8.00%. The Series 2004B bonds are cash flow bonds with annual payments on December 1. Unpaid interest compounds annually on December 1 at the rate of 8.00%. Payments toward interest and principal can be made provided the Series 2004A bonds are current and the reserve fund for the Series 2004A bonds is \$600,000. Exhibit III reflects the repayment schedule of the Series 2004B bonds.

The District estimates the issuance of the Series 2014A Limited Tax General Obligation Refunding Subordinate Bonds totaling \$28,370,000 on May 20, 2014. The Bonds are forecasted to carry a coupon rate of 5.50% and mature 35 years after issuance or June 1, 2049. The Series 2014A bonds are cash flow bonds with annual payments on December 15. Unpaid interest compounds annually on December 15 at the rate of 5.50%. The Series 2014A Bonds are being issued to defease all the existing debt obligations of the District other than the Series 2004A and 2004B bonds described above. The Series 2014A bonds are subordinate to the Series 2004B bonds and payments can only be made once the Series 2004B bonds are paid in full which is forecasted to occur on December 1, 2024. Exhibit IV reflects the forecasted repayment of principal and interest on the Series 2014A Bonds.

Crystal Valley Metropolitan Districts

Summary of Significant Assumptions and Accounting Policies December 31, 2013 through 2050

Note 4: Contingent Liability Series 2014B Bonds

The District is issuing \$10,000,000 of Series 2014B Subordinate bonds that carry no interest and are subordinate to the Series 2014A bonds. The Series 2014B bonds fully discharge 35 years after issuance unless there is litigation filed by or through the District against the developer, subordinate bondholders, or current or past Board members challenging the enforceability or terms of the Series 2014A or 2014B bonds. The ability of the District to make any payments under this obligation is not a part of this forecast.

Note 5: Issuance Costs

Issuance costs in the approximate amount of \$527,200 are forecasted to be paid by a lender separate and apart from the District. The District has agreed to repay the issuance costs from the imposition of a mill levy of up to 5.000 mills provided the overall mill levy of the District cannot exceed 55.940 mills. The obligation carries an annual interest rate of 5.00% and is payable on December 1 commencing in 2015. As reflected in Exhibit V, the obligation is forecasted to be repaid by December 1, 2019.

Note 6: Operating Costs

Operating expenses that are reflected in the General Fund of the district and are currently funded by a mill levy of up to 10.000 mills and are forecasted to be \$100,000 for 2014 and inflate at 1% per annum thereafter. After the repayment of the loan related to the Series 2014A bond issuance cost, it is forecasted that the General Fund mill levy will be able to decrease to approximately 2.000 mills.

Note 7: District Improvements

The Capital Project Fund currently has \$1,429,120 in available funds. Should capital improvements be required in excess of the \$1,429,120, they are currently required to be funded by the Developer.

Crystal Valley Metropolitan Districts
Forecasted Sources and Uses of Cash
For the Years Ended December 31, 2013 through 2050

	2013	2014	2015	2016	2017	2018	2019	2020	2021	2022	2023	2024
Beginning cash available	\$ 967,561	\$ 1,204,262	\$ 600,000	\$ 600,000	\$ 600,000	\$ 600,000	\$ 600,000	\$ 600,000	\$ 600,000	\$ 600,000	\$ 600,000	\$ 600,000
Revenues												
Property taxes	675,050	696,848	783,168	930,775	1,135,156	1,401,184	1,699,216	2,031,706	2,360,313	2,706,244	3,034,852	3,394,493
Specific ownership taxes	56,783	48,779	54,822	65,154	79,741	98,083	118,945	142,219	165,222	189,437	212,440	237,515
Development / facility fees	5,465,198	10,028	415,800	415,800	589,050	589,050	622,125	589,050	622,125	589,050	622,125	281,925
Fire fees	95,700	30,000										
Note proceeds	527,200	527,200										
Interest income	2,189											
Expenditures												
Debt service - Series 2004A	19,461,111	560,074	560,119	560,142	560,166	546,926	719,208	676,558	675,558	674,008	676,908	673,982
Debt service - Series 2004B	18,915,491	892,335	678,923	834,625	1,227,694	1,339,479	1,692,590	2,052,941	2,433,697	2,767,129	3,143,986	1,852,092
Debt service - Series 2014A	91,756,288											1,334,042
Issuance costs	705,094	527,200				177,894						
Paying agent / trustee fees	105,000	3,000	3,000	3,000	3,000	3,000	3,000	3,000	3,000	3,000	3,000	3,000
County treasurer fees	1,849,304	9,975	11,748	13,962	17,087	21,018	25,488	30,476	35,405	40,594	45,523	50,917
	132,792,287	573,049	1,993,084	1,411,729	1,807,947	2,088,317	2,440,286	2,762,975	3,147,660	3,484,731	3,869,417	3,914,033
Ending cash available	\$ 6,202,817	\$ 1,204,262	\$ 600,000	\$ 600,000	\$ 600,000	\$ 600,000	\$ 600,000	\$ 600,000	\$ 600,000	\$ 600,000	\$ 600,000	\$ 600,000
Reserve Fund - Series 2004 A	\$ 600,000	\$ 600,000	\$ 600,000	\$ 600,000	\$ 600,000	\$ 600,000	\$ 600,000	\$ 600,000	\$ 600,000	\$ 600,000	\$ 600,000	\$ 600,000
Mill Levy	45.940	45.940	45.940	45.940	45.940	45.940	45.940	45.940	45.940	45.940	45.940	45.940
Total Mill Levy	55.940	55.940	55.940	55.940	55.940	55.940	55.940	55.940	55.940	55.940	55.940	55.940
Calculation of Assessed Valuation												
Market values - residential homes (000's)												
Beginning	152,108	152,108	161,396	184,796	213,492	271,492	334,922	417,922	509,280	592,280	687,126	770,126
Increase (see Exhibit VI)	788,500	3,000	23,400	25,000	58,000	58,000	83,000	83,000	83,000	83,000	83,000	83,000
Biennial reassessment (1% per annum)	291,380	6,288		3,696		5,430		8,358		11,846		15,403
Ending	1,231,988	161,396	184,796	213,492	271,492	334,922	417,922	509,280	592,280	687,126	770,126	868,528
Residential assessment ratio	7.96%	7.95%	7.95%	7.95%	7.95%	7.95%	7.95%	7.96%	7.96%	7.96%	7.96%	7.96%
Assessed value - residential (000's)	12,108	12,847	14,710	16,994	21,611	26,660	33,267	40,539	47,146	54,695	61,302	69,135
Market values - residential lots												
Beginning	6,993	7,293	6,220	6,277	9,444	9,165	11,386	10,974	10,818	10,151	9,994	9,328
Adjustment	(6,993)	(3,113)	(104)	(133)	(279)	(279)	(412)	(412)	(412)	(412)	(412)	(412)
Increase (decrease) residential lots	300	2,040	160	3,300		2,500		255	(255)	255	(255)	255
Ending	(0)	7,293	6,220	6,277	9,444	9,165	11,386	10,974	10,818	10,151	9,994	9,328
Market values - Commercial (000's)												
Beginning	1,785	1,785	1,785	1,785	1,821	1,821	1,857	1,857	1,884	4,444	4,533	7,083
Increase (see Exhibit VI)	10,200								2,550		2,550	
Biennial reassessment (1% per annum)	3,277			36		36		37		89		142
Commercial assessment ratio	1,785	1,785	1,785	1,821	1,821	1,857	1,857	1,894	4,444	4,533	7,083	7,225
Assessed value - commercial (000's)	29,000%	29,000%	29,000%	29,000%	29,000%	29,000%	29,000%	29,000%	29,000%	29,000%	29,000%	29,000%
Total assessed valuation (000's)	14,740	15,169	17,048	20,261	24,797	30,500	36,988	44,225	51,378	58,908	66,061	73,890

Crystal Valley Metropolitan Districts
Forecasted Sources and Uses of Cash
For the Years Ended December 31, 2013 through 2050

	2025	2026	2027	2028	2029	2030	2031	2032	2033	2034	2035	2036	2037
Beginning cash available	\$ 600,000	\$ 600,000	\$ 600,000	\$ 600,000	\$ 600,000	\$ 600,000	\$ 600,000	\$ 600,000	\$ 600,000	\$ 600,000	\$ 600,000	\$ 600,000	\$ 600,000
Revenues													
Property taxes	3,665,947	3,632,030	3,862,606	3,939,858	3,939,858	4,018,655	4,018,655	4,099,028	4,099,028	4,181,009	4,181,009	4,264,629	4,264,629
Specific ownership taxes	256,616	268,242	270,382	275,790	275,790	281,306	281,306	286,932	286,932	292,671	292,671	298,524	298,524
Development / facility fees	33,075												
File fees													
Note proceeds													
Interest income													
Expenditures													
Debt service - Series 2004A	3,955,638	4,100,272	4,132,988	4,215,648	4,215,648	4,299,961	4,299,961	4,385,960	4,385,960	4,473,680	4,473,680	4,563,153	4,563,153
Debt service - Series 2004B	675,508	676,208	676,082	675,132	673,358	675,758	677,058	677,258	676,358	674,358	676,258	676,782	675,932
Debt service - Series 2014A	3,222,141	3,363,584	3,395,967	3,478,418	3,480,192	3,560,923	3,559,623	3,644,217	3,645,117	3,733,607	3,731,707	3,819,402	3,820,252
Issuance costs	3,000	3,000	3,000	3,000	3,000	3,000	3,000	3,000	3,000	3,000	3,000	3,000	3,000
Paying agent / trustee fees	54,989	57,480	57,839	59,098	59,098	60,280	60,280	61,485	61,485	62,715	62,715	63,969	63,969
County treasurer fees	3,955,638	4,100,272	4,132,988	4,215,648	4,215,648	4,299,961	4,299,961	4,385,960	4,385,960	4,473,680	4,473,680	4,563,153	4,563,153
Ending cash available	\$ 600,000	\$ 600,000	\$ 600,000	\$ 600,000	\$ 600,000	\$ 600,000	\$ 600,000	\$ 600,000	\$ 600,000	\$ 600,000	\$ 600,000	\$ 600,000	\$ 600,000
Reserve Fund - Series 2004 A	\$ 600,000	\$ 600,000	\$ 600,000	\$ 600,000	\$ 600,000	\$ 600,000	\$ 600,000	\$ 600,000	\$ 600,000	\$ 600,000	\$ 600,000	\$ 600,000	\$ 600,000
Mill Levy	45,940	45,940	45,940	45,940	45,940	45,940	45,940	45,940	45,940	45,940	45,940	45,940	45,940
Total Mill Levy	47,940	47,940	47,940	47,940	47,940	47,940	47,940	47,940	47,940	47,940	47,940	47,940	47,940
Market values - residential homes (000's)													
Beginning	868,528	951,528	1,010,659	1,010,659	1,030,872	1,030,872	1,051,490	1,051,490	1,072,519	1,072,519	1,093,970	1,093,970	1,115,849
Increase (see Exhibit VI)	83,000	40,100											
Biennial reassessment (1% per annum)	19,031	19,031	20,213	20,213	20,213	20,617	21,030	21,450	21,879	22,308	22,737	23,166	23,595
Ending	951,528	1,010,659	1,030,872	1,030,872	1,051,490	1,051,490	1,072,519	1,072,519	1,093,970	1,093,970	1,115,849	1,115,849	1,115,849
Residential assessment ratio	7.96%	7.96%	7.96%	7.96%	7.96%	7.96%	7.96%	7.96%	7.96%	7.96%	7.96%	7.96%	7.96%
Assessed value - residential (000's)	75,742	80,448	80,448	82,057	82,057	83,699	83,699	85,373	85,373	87,080	87,080	88,822	88,822
Market values - residential lots													
Beginning	9,171	4,214	255	0	0	0	0	0	0	0	0	0	0
Adjustment	(412)	(204)											
Increase (decrease) residential lots	(4,545)	(3,755)	(255)										
Ending	4,214	255	0	0	0	0	0	0	0	0	0	0	0
Market values - Commercial (000's)													
Beginning	7,225	9,775	9,970	12,520	12,771	12,771	13,026	13,026	13,287	13,287	13,552	13,552	13,824
Increase (see Exhibit VI)	2,550	2,550											
Biennial reassessment (1% per annum)	195	195	250	250	255	261	266	271	276	281	286	291	296
Ending	9,775	9,970	12,520	12,771	13,026	13,026	13,287	13,287	13,552	13,552	13,824	13,824	13,824
Commercial assessment ratio	29.00%	29.00%	29.00%	29.00%	29.00%	29.00%	29.00%	29.00%	29.00%	29.00%	29.00%	29.00%	29.00%
Assessed value - commercial (000's)	4,057	2,965	3,631	3,704	3,704	3,778	3,853	3,930	3,930	4,009	4,009	4,009	4,009
Total assessed valuation (000's)	79,799	83,414	84,079	85,761	85,761	87,476	87,476	89,226	89,226	91,010	91,010	92,830	92,830

Calculation of Assessed Valuation

Crystal Valley Metropolitan Districts
Forecasted Sources and Uses of Cash
For the Years Ended December 31, 2013 through 2050

	2038	2039	2040	2041	2042	2043	2044	2045	2046	2047	2048	2049	2050
Beginning cash available	\$ 600,000	\$ 600,000	\$ 600,000	\$ 600,000	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
Revenues													
Property taxes	4,349,921	4,349,921	4,436,920	4,436,920	4,525,658	4,525,658	4,616,171	4,616,171	4,708,495	4,708,495	4,802,665	-	-
Specific ownership taxes	304,494	304,494	310,584	310,584	316,796	316,796	323,132	323,132	329,595	329,595	336,187	-	-
Development / facility fees	-	-	-	-	-	-	-	-	-	-	-	-	-
Fire fees	-	-	-	-	-	-	-	-	-	-	-	-	-
Note proceeds	-	-	-	-	-	-	-	-	-	-	-	-	-
Interest income	-	-	-	-	-	-	-	-	-	-	-	-	-
Expenditures													
Debt service - Series 2004A	673,708	675,108	674,858	1,207,642	-	-	-	-	-	-	-	-	-
Debt service - Series 2004B	-	-	-	-	-	-	-	-	-	-	-	-	-
Debt service - Series 2014A	3,912,458	3,911,058	4,003,092	4,070,308	4,771,569	4,771,569	4,867,060	4,867,060	4,964,463	3,828,458	-	-	-
Issuance costs	3,000	3,000	3,000	3,000	3,000	3,000	3,000	3,000	3,000	3,000	-	-	-
Paying agent / trustee fees	65,249	65,249	66,554	66,554	67,895	67,895	69,243	69,243	70,627	70,627	72,040	-	-
County treasurer fees	-	-	-	-	-	-	-	-	-	-	-	-	-
Ending cash available	4,654,415	4,654,415	4,747,504	5,347,504	4,842,454	4,842,454	4,939,303	4,939,303	5,038,090	5,038,090	5,138,852	-	-
Reserve Fund - Series 2004 A	\$ 600,000	\$ 600,000	\$ 600,000	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
Mill Levy	45,940	45,940	45,940	45,940	45,940	45,940	45,940	45,940	45,940	45,940	45,940	-	-
Total Mill Levy	47,940	47,940	47,940	47,940	47,940	47,940	47,940	47,940	47,940	47,940	47,940	2,000	2,000
Calculation of Assessed Valuation													
Market values - residential homes (000's)													
Beginning	1,115,849	1,138,166	1,138,166	1,160,929	1,160,929	1,184,148	1,184,148	1,207,831	1,207,831	1,231,988	1,231,988	1,256,627	1,256,627
Increases (see Exhibit VI)	-	-	22,763	-	23,219	-	23,683	-	24,157	-	24,640	-	25,133
Biennial reassessment (1% per annum)	7.96%	7.96%	7.96%	7.96%	7.96%	7.96%	7.96%	7.96%	7.96%	7.96%	7.96%	7.96%	7.96%
Ending	1,138,166	1,138,166	1,160,929	1,160,929	1,184,148	1,184,148	1,207,831	1,207,831	1,231,988	1,231,988	1,256,627	1,256,627	1,281,760
Residential assessment ratio	90.598	90.598	92.410	92.410	94.258	94.258	96.143	96.143	98.066	98.066	100.028	100.028	102.028
Market values - residential lots	0	0	0	0	0	0	0	0	0	0	0	0	0
Beginning	0	0	0	0	0	0	0	0	0	0	0	0	0
Adjustment	-	-	282	-	288	-	293	-	299	-	305	-	311
Increase (decrease) residential lots	-	-	282	-	288	-	293	-	299	-	305	-	311
Market values - Commercial (000's)													
Beginning	13,824	14,100	14,100	14,382	14,382	14,670	14,670	14,963	14,963	15,262	15,262	15,568	15,568
Increases (see Exhibit VI)	-	-	-	-	-	-	-	-	-	-	-	-	-
Biennial reassessment (1% per annum)	276	276	282	288	288	293	293	299	299	305	305	311	311
Commercial assessment ratio	14,100	14,100	14,382	14,382	14,670	14,670	14,963	14,963	15,262	15,262	15,568	15,568	15,879
Commercial assessment ratio	29.00%	29.00%	29.00%	29.00%	29.00%	29.00%	29.00%	29.00%	29.00%	29.00%	29.00%	29.00%	29.00%
Assessed value - commercial (000's)	4,089	4,089	4,171	4,171	4,254	4,254	4,339	4,339	4,426	4,426	4,515	4,515	4,605
Total assessed valuation (000's)	94,687	94,687	96,581	96,581	98,512	98,512	100,483	100,483	102,492	102,492	104,542	104,542	106,633

Crystal Valley Metropolitan Districts
Forecasted Schedule of General Obligation Debt - Series 2004A
For the Years Ended December 31, 2013 through 2041

<u>Year</u>	<u>Principal</u>	<u>Coupon</u>	<u>Interest</u>	<u>Annual Total</u>	<u>Outstanding Balance</u>
2013			172,744		10,282,409
2013	214,586	3.360%	172,744	560,074	10,067,823
2014			169,139		10,067,823
2014	221,818	3.360%	169,139	560,096	9,846,005
2015			165,413		9,846,005
2015	229,293	3.360%	165,413	560,119	9,616,712
2016			161,561		9,616,712
2016	237,020	3.360%	161,561	560,142	9,379,692
2017			157,579		9,379,692
2017	245,008	3.360%	157,579	560,166	9,134,684
2018			153,463		9,134,684
2018	240,000	3.360%	153,463	546,926	8,894,684
2019			244,604		8,894,684
2019	230,000	5.500%	244,604	719,208	8,664,684
2020			238,279		8,664,684
2020	200,000	5.500%	238,279	676,558	8,464,684
2021			232,779		8,464,684
2021	210,000	5.500%	232,779	675,558	8,254,684
2022			227,004		8,254,684
2022	220,000	5.500%	227,004	674,008	8,034,684
2023			220,954		8,034,684
2023	235,000	5.500%	220,954	676,908	7,799,684
2024			214,491		7,799,684
2024	245,000	5.500%	214,491	673,982	7,554,684
2025			207,754		7,554,684
2025	260,000	5.500%	207,754	675,508	7,294,684
2026			200,604		7,294,684
2026	275,000	5.500%	200,604	676,208	7,019,684
2027			193,041		7,019,684
2027	290,000	5.500%	193,041	676,082	6,729,684
2028			185,066		6,729,684
2028	305,000	5.500%	185,066	675,132	6,424,684
2029			176,679		6,424,684
2029	320,000	5.500%	176,679	673,358	6,104,684
2030			167,879		6,104,684
2030	340,000	5.500%	167,879	675,758	5,764,684
2031			158,529		5,764,684
2031	360,000	5.500%	158,529	677,058	5,404,684
2032			148,629		5,404,684
2032	380,000	5.500%	148,629	677,258	5,024,684
2033			138,179		5,024,684
2033	400,000	5.500%	138,179	676,358	4,624,684
2034			127,179		4,624,684
2034	420,000	5.500%	127,179	674,358	4,204,684
2035			115,629		4,204,684
2035	445,000	5.500%	115,629	676,258	3,759,684
2036			103,391		3,759,684
2036	470,000	5.500%	103,391	676,782	3,289,684
2037			90,466		3,289,684
2037	495,000	5.500%	90,466	675,932	2,794,684
2038			76,854		2,794,684
2038	520,000	5.500%	76,854	673,708	2,274,684
2039			62,554		2,274,684
2039	550,000	5.500%	62,554	675,108	1,724,684
2040			47,429		1,724,684
2040	580,000	5.500%	47,429	674,858	1,144,684
2041			31,479		1,144,684
2041	1,144,684	5.500%	31,479	1,207,642	-
	<u>10,282,409</u>		<u>9,178,702</u>	<u>19,461,111</u>	

Crystal Valley Metropolitan Districts Forecasted Schedule of Subordinate General Obligation Debt - Series 2004B For the Years Ended December 31, 2012 through 2030

	Funds Available	8.00% Accrued Interest	Principal Paid	Interest Paid	Unpaid Interest	Total Paid	Principal Balance
							9,681,000
12/1/2012		595,919	-	-	595,919	-	9,681,000
12/1/2013		822,154	-	-	1,418,073	-	9,681,000
12/1/2014	892,335	887,926	-	892,335	1,413,664	892,335	9,681,000
12/1/2015	678,923	887,573	-	678,923	1,622,314	678,923	9,681,000
12/1/2016	834,625	904,265	-	834,625	1,691,954	834,625	9,681,000
12/1/2017	1,227,694	909,836	-	1,227,694	1,374,096	1,227,694	9,681,000
12/1/2018	1,339,479	884,408	-	1,339,479	919,025	1,339,479	9,681,000
12/1/2019	1,692,590	848,002	-	1,692,590	74,437	1,692,590	9,681,000
12/1/2020	2,052,941	780,435	1,198,070	854,871	-	2,052,941	8,482,930
12/1/2021	2,433,697	678,634	1,755,063	678,634	-	2,433,697	6,727,868
12/1/2022	2,767,129	538,229	2,228,900	538,229	-	2,767,129	4,498,968
12/1/2023	3,143,986	359,917	2,784,069	359,917	-	3,143,986	1,714,900
12/1/2024	3,186,134	137,192	1,714,900	137,192	-	1,852,092	-
12/1/2025	3,222,141	-	-	-	-	-	-
12/1/2026	3,363,584	-	-	-	-	-	-
12/1/2027	3,395,967	-	-	-	-	-	-
12/1/2028	3,478,418	-	-	-	-	-	-
12/1/2029	3,480,192	-	-	-	-	-	-
12/1/2030	3,560,923	-	-	-	-	-	-
		<u>9,234,491</u>	<u>9,681,000</u>	<u>9,234,491</u>		<u>18,915,491</u>	

Crystal Valley Metropolitan Districts Forecasted Schedule of Subordinate General Obligation Debt - Series 2014A For the Years Ended December 31, 2013 through 2049

	Funds Available	5.50% Accrued Interest	Principal Paid	Interest Paid	Unpaid Interest	Total Paid	Principal Balance
							28,370,000
12/15/2014	-	888,533	-	-	888,533	-	28,370,000
12/15/2015	-	1,609,219	-	-	2,497,752	-	28,370,000
12/15/2016	-	1,697,726	-	-	4,195,478	-	28,370,000
12/15/2017	-	1,791,101	-	-	5,986,580	-	28,370,000
12/15/2018	-	1,889,612	-	-	7,876,191	-	28,370,000
12/15/2019	-	1,993,541	-	-	9,869,732	-	28,370,000
12/15/2020	-	2,103,185	-	-	11,972,917	-	28,370,000
12/15/2021	-	2,218,860	-	-	14,191,778	-	28,370,000
12/15/2022	-	2,340,898	-	-	16,532,675	-	28,370,000
12/15/2023	-	2,469,647	-	-	19,002,323	-	28,370,000
12/15/2024	1,334,042	2,605,478	-	1,334,042	20,273,758	1,334,042	28,370,000
12/15/2025	3,222,141	2,675,407	-	3,222,141	19,727,024	3,222,141	28,370,000
12/15/2026	3,363,584	2,645,336	-	3,363,584	19,008,776	3,363,584	28,370,000
12/15/2027	3,395,967	2,605,833	-	3,395,967	18,218,642	3,395,967	28,370,000
12/15/2028	3,478,418	2,562,375	-	3,478,418	17,302,599	3,478,418	28,370,000
12/15/2029	3,480,192	2,511,993	-	3,480,192	16,334,400	3,480,192	28,370,000
12/15/2030	3,560,923	2,458,742	-	3,560,923	15,232,219	3,560,923	28,370,000
12/15/2031	3,559,623	2,398,122	-	3,559,623	14,070,718	3,559,623	28,370,000
12/15/2032	3,644,217	2,334,240	-	3,644,217	12,760,741	3,644,217	28,370,000
12/15/2033	3,645,117	2,262,191	-	3,645,117	11,377,815	3,645,117	28,370,000
12/15/2034	3,733,607	2,186,130	-	3,733,607	9,830,337	3,733,607	28,370,000
12/15/2035	3,731,707	2,101,019	-	3,731,707	8,199,649	3,731,707	28,370,000
12/15/2036	3,819,402	2,011,331	-	3,819,402	6,391,578	3,819,402	28,370,000
12/15/2037	3,820,252	1,911,887	-	3,820,252	4,483,212	3,820,252	28,370,000
12/15/2038	3,912,458	1,806,927	-	3,912,458	2,377,681	3,912,458	28,370,000
12/15/2039	3,911,058	1,691,122	-	3,911,058	157,745	3,911,058	28,370,000
12/15/2040	4,003,092	1,569,026	2,276,321	1,726,771	-	4,003,092	26,093,679
12/15/2041	4,070,308	1,435,152	2,635,156	1,435,152	-	4,070,308	23,458,524
12/15/2042	4,771,569	1,290,219	3,481,350	1,290,219	-	4,771,569	19,977,174
12/15/2043	4,771,569	1,098,745	3,672,824	1,098,745	-	4,771,569	16,304,349
12/15/2044	4,867,060	896,739	3,970,321	896,739	-	4,867,060	12,334,028
12/15/2045	4,867,060	678,372	4,188,688	678,372	-	4,867,060	8,145,340
12/15/2046	4,964,463	447,994	4,516,469	447,994	-	4,964,463	3,628,871
12/15/2047	4,964,463	199,588	3,628,871	199,588	-	3,828,458	-
12/15/2048	5,066,812	-	-	-	-	-	-
12/15/2049	-	-	-	-	-	-	-
		<u>63,386,288</u>	<u>28,370,000</u>	<u>63,386,288</u>		<u>91,756,288</u>	

Crystal Valley Metropolitan Districts Repayment of Lender Note for Series 2014 Issuance Costs For the Years Ended December 31, 2014 through 2019

Date	Available From 5.00 mills	5.00% Interest	Principal	Total Payment	Balance
5/20/2014					527,200
12/1/2015	89,837	40,443	45,000	85,443	482,200
12/1/2016	106,769	24,110	80,000	104,110	402,200
12/1/2017	130,672	20,110	110,000	130,110	292,200
12/1/2018	160,729	14,610	145,000	159,610	147,200
12/1/2019	194,916	7,360	147,200	154,560	-
12/1/2020		-	-	-	-
12/1/2021		-	-	-	-
		106,633	527,200	633,833	

