

**SERVICE PLAN
FOR
2000 HOLLY METROPOLITAN DISTRICT
CITY AND COUNTY OF DENVER, COLORADO**

Prepared

by

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Dated: August 14, 2018

TABLE OF CONTENTS

I.	INTRODUCTION.....	1
II.	DEFINITIONS	1
III.	LOCATION AND BOUNDARIES	3
IV.	DESCRIPTION OF PROJECT AND PLANNED DEVELOPMENT	4
V.	INCLUSION OF LAND	5
VI.	DISTRICT RATIONALE	5
VII.	DISTRICT GOVERNANCE	5
VIII.	AUTHORIZED AND PROHIBITED POWERS.....	5
	A. Expressly Authorized Powers.....	5
	1. Covenant Control.....	5
	2. Television Relay and Translation Restriction.....	5
	3. Environmental Remediation.	6
	B. Prohibited Services, Restrictions, and Limitations.....	6
	1. Eminent Domain Restriction.....	6
	2. Fee Limitation.....	6
	3. Fire Protection Restriction.	6
	4. Public Safety Services.....	6
	5. Grants from Governmental Agencies Restriction.....	6
	6. Golf Course Construction Restriction.....	7
	7. Residential Solid Waste Collection Restriction.....	7
	8. Sales and Use Tax Exemption Limitation.	7
	9. Sub-district Restriction.	7
	10. Water Rights Restriction.....	7
IX.	PUBLIC IMPROVEMENTS AND ESTIMATED COSTS	7

A.	Contracting.....	8
B.	Land Acquisition and Conveyance.	8
C.	Prevailing Wages Requirement.....	8
D.	Small or Disadvantaged Business Enterprises.....	9
E.	Public Art Requirement.	9
X.	FINANCING PLAN/PROPOSED INDEBTEDNESS.....	9
A.	Financing Plan.	9
B.	Mill Levies.	10
1.	Aggregate Mill Levy Maximum.....	10
2.	Operating Mill Levy.	10
3.	Assessed Value and Mill Levies.....	10
4.	Gallagher Adjustments.....	11
5.	Excessive Mill Levy Pledges.	11
6.	Maximum Debt Mill Levy Imposition Term.	11
C.	Interest Rate and Underwriting Terms Certification.	11
D.	Disclosure to Land Purchasers.....	11
E.	Independent Registered Municipal Advisor.	11
F.	Disclosure to Bond Purchasers.	12
XI.	BANKRUPTCY LIMITATIONS.....	12
A.	No Set Aside.	12
B.	Bankruptcy Code Provisions.....	12
XII.	REGIONAL IMPROVEMENTS	13
XIII.	CITY FEES.....	13
XIV.	ANNUAL REPORTS.....	13
XV.	SERVICE PLAN AMENDMENTS.....	13

XVI. DISSOLUTION.....	13
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EXHIBITS

- Exhibit A** Legal Description of District Boundaries
- Exhibit B** Map of District Boundaries
- Exhibit C** Public Improvements
- Exhibit D** Estimated Costs of Public Improvements
- Exhibit E** Maps of the anticipated location of examples of Public Improvements
- Exhibit F** Matrix setting forth the anticipated ownership, operation and maintenance of Public Improvements
- Exhibit G** Financing Plan

I. INTRODUCTION

2000 Holly Metropolitan District, (the “District”), located in the City and County of Denver (the “City”), may be created after approval of this service plan by Denver City Council. Once created, the District shall be a quasi-municipal corporation and political subdivision of the state and an independent unit of local government, separate and distinct from the City. The District’s activities shall be subject to review by the City only as provided by this service plan, state or local law, intergovernmental agreement, or where the District’s activities deviate in a material manner from this service plan. The District will provide Public Improvements for the use and benefit of all anticipated inhabitants and taxpayers of the District. The primary purpose of the District will be to finance and construct these Public Improvements.

This service plan contains the District’s purpose, powers, requirements, and Financial Plan. The District shall be responsible for compliance with the City’s municipal code, rules, regulations, and policy, and all other applicable law. The District shall ensure that the District’s Public Improvements are designed and constructed in accordance with the standards and specifications of the City and of other governmental entities having jurisdiction.

II. DEFINITIONS

Aggregate Mill Levy: The total mill levy resulting from adding the District’s Debt Mill Levy and Operating Mill Levy.

Aggregate Mill Levy Maximum: The maximum number of combined mills that the District may levy for its Debt Mill Levy and Operating Mill Levy not to exceed fifty (50.000) mills, subject to any Gallagher Adjustments allowed under Section X.B.4, *infra*.

Board: The members of the District’s Board of Directors.

CDOT: The Colorado Department of Transportation.

City: The City and County of Denver, Colorado.

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

Debt: Any obligation of the District wherein the District has promised or pledged to impose an ad valorem property tax levy or impose Fees to pay the obligation. The term obligation includes, but is not limited to, the following: (a) borrowed money of any kind; (b) obligations evidenced by bonds, debentures, notes or similar instruments; (c) obligations upon which interest charges are customarily paid; (d) obligations under conditional sale or other title retention agreements relating to property or assets purchased by the District; (e) except in the ordinary course of business, obligations issued or assumed as the deferred purchase price of property or services; (f) obligations in connection with indebtedness of others secured by (or which the holder of such indebtedness has an existing right, contingent or otherwise, to be secured by) any lien or other encumbrance on property owned or acquired by the District, whether or not the obligations secured thereby have been assumed (only to the extent of the fair market value of such asset if such indebtedness has not been assumed by the District); (g) obligations arising from guarantees made by the District;

(h) obligations evidenced by capital leases; (i) obligations as an account party in respect of letters of credit and bankers' acceptances or similar obligations issued in respect of the District; (j) obligations evidenced by any interest rate exchange agreement and; (k) Developer Obligations.

Debt Mill Levy: A mill levy imposed by the District for the purpose of payment of Debt.

D.R.M.C.: The Denver Revised Municipal Code, as amended or re-codified.

Denver Water: The Board of Water Commissioners of the City and County of Denver.

Developer: The person or entity that is a landowner or owner of contractual rights in the Service Area that intends to develop the property.

Developer Obligation: Any agreement executed by the District for the purpose of borrowing funds from any person or entity that is or is related to any party developing or selling land within the District boundaries or who is a Board member of the District.

District: The District as organized under this service plan, pursuant Title 32 C.R.S., that is subject to the City's Title 32 Metropolitan District rules and regulations.

District Boundaries: The boundaries of Taxable Properties and non-Taxable Properties that are included within the District.

End User: Any owner, or tenant of any owner, of any property within the District, who is intended to become burdened by the imposition of ad valorem property taxes and/or Fees. By way of illustration, a resident homeowner, renter, commercial property owner, or commercial tenant is an End User. The person or business entity that constructs homes or commercial structures is not an End User. A representative of an End User that owns, leases or rents commercial property within the District Boundaries who is qualified as an eligible elector of the District pursuant to § 32-1-103(5), C.R.S., shall be considered to be an End User.

Fees: Any fees, rates, tolls, penalties, or charges that shall be imposed by the District.

Financing Plan: Document providing information on projected revenue and expenses for the District.

Independent Registered Municipal Advisor: Any person that is not affiliated with the Developer who (i) provides advice to or on behalf of a municipal entity or obligated person with respect to municipal financial products or the issuance of municipal securities, including advice with respect to the structure, timing, terms, and other similar matters concerning such financial products or issues, or (ii) undertakes a solicitation of a municipal entity and is registered with the Securities and Exchange Commission.

Initial District Boundaries: The initial boundaries of the District, as described in Exhibit A and reflected in the Initial District Boundaries map in Exhibit B.

Manager of Finance: The Chief Executive of the City's Department of Finance.

Maximum Debt Mill Levy Imposition Term: The period of time, commencing upon approval of this service plan by City Council, in which the District's Debt Mill Levy may be imposed.

Operating Mill Levy: A mill levy imposed for the purpose of funding District administration, operations, and maintenance, including but not limited to, repair and replacement of Public Improvements.

Planned Development: Private development or redevelopment of the properties occurring within the District's Service Area.

Project: The installation and construction of Public Improvements.

Public Improvements: The improvements summarized in the service plan and future improvements authorized to be planned, designed, acquired, constructed, installed, relocated, and financed as generally described in the applicable part of Title 32 of C.R.S, except as specifically limited in the *Authorized and Prohibited Powers* section below to serve the future taxpayers and inhabitants of the District. A non-exhaustive list of examples is provided in **Exhibit C** of the types of Public Improvements. Regional Improvements are not included in **Exhibit C**.

Service Area: An area which includes the District Boundaries and the future Inclusion Area Boundaries.

Special District Act: Article 1 of Title 32 Colorado Revised Statutes, as amended.

Special District Review Committee: Committee of representatives from the City's Department of Finance, Office of Economic Development, Department of Public Works, Department of Community Planning and Development and the City's Attorney's Office. The Committee will be responsible for reviewing proposed new Title 31 districts and Title 32 metropolitan districts within the City and County and Denver.

Taxable Property: Real or personal property within the District Boundaries subject to ad valorem taxes imposed by the District.

Title 32 Metropolitan District Rules and Regulations: The City's special district rules and regulations for Title 32 metropolitan districts as adopted and may be amended from time to time.

III. LOCATION AND BOUNDARIES

The area of the Initial District Boundaries includes approximately eleven and one-half (11.5) acres. A legal description and map of the Initial District Boundaries are attached hereto as **Exhibit A** and **Exhibit B**, respectively. It is anticipated that the District Boundaries may expand or contract from time to time as the District undertakes inclusions or exclusions pursuant to the Special District Act, subject to the limitations set forth in the Authorized and Prohibited Powers, Section VIII, of this service plan.

IV. DESCRIPTION OF PROJECT AND PLANNED DEVELOPMENT

The property located within the District Boundaries is currently owned by CDOT and was the previous site for CDOT's Region 1 Headquarters. CDOT has vacated the premises in order to relocate to a site near Colfax and Federal. Due to Colorado State law, properties owned by the State are required to be offered first to local government agencies and the City exercised an option to acquire the property. The City has since selected the Developer to purchase and develop the property. The closing for the purchase of the property from the City to the Developer is anticipated in August 2018, and the Developer has deemed it necessary to move forward with the proposed District application as part of its overall financing package for the property.

The Developer is seeking the formation of a single Title 32 metropolitan district, in order to achieve the most flexibility with respect to financing, construction and continued operation and maintenance requirements associated with the development of the property located within the District Boundaries. The District is an integral component to the overall financing of the development of the property in order to facilitate attainable housing and associated price points of the same.

The Property is comprised of approximately 11.5 acres and is located wholly within the City boundaries. It is bounded by East Atlantic Place to the North, Holly Street to the West, and developed property to the East and South. The property within the District Boundaries is currently zoned I-MX-3 – Industrial Mixed Use 3 Zoning, and a re-zoning is not anticipated or necessary for the development of the property. The City has required payment by the Developer of two (2) times the standard City Affordable Housing Impact Fee.

The Developer anticipates that development of the property within the District Boundaries will occur over a four (4) year period during 2019 through 2022. The Developer anticipates the development of the property located within the District Boundaries to include primarily residential uses that will likely include town homes and either a senior living facility or commercial space, depending upon actual market circumstances and City approval. The majority of public infrastructure is expected to be funded and built in 2019, with the anticipation of Developer advances to be used for such construction pending the District's ability to issue bonds. The development projections described herein are estimates only, and may be subject to change depending upon actual circumstances and approvals provided by the City.

The property within the District Boundaries is an infill development and construction of all necessary improvements will be accomplished through both District financing and conventional development financing, specifically inclusive of any public improvements that could be deemed to be regional improvements under the Service Plan. This will include public improvements required to connect the property to adjacent communities and property, as well as regional drainage requirements.

It is anticipated that subsequent to financing and construction authorized hereunder, the District will operate and maintain landscaping within the community specific to the attached residential homes, along with other public amenities not otherwise conveyed to the City or other public entities. This will include landscaping, certain storm drainage retention and detention facilities, and common areas and sidewalk maintenance surrounding the residential areas. The District will

also undertake covenant and architectural activities within the community, as the same are authorized by the Special District Act, in order to achieve the most streamlined provision of services and avoid duplicative administrative expenses that would otherwise be incurred via a separate homeowners association.

V. INCLUSION OF LAND

The District shall not include any property outside the Initial District Boundaries except as set forth in the Special District Act and with the Manager of Finance's written approval.

VI. DISTRICT RATIONALE

There are currently no other governmental entities located in the immediate vicinity of the District, including the City, that consider it desirable, feasible, or practical to undertake the planning, design, acquisition, construction, installation, relocation, redevelopment, or financing of Public Improvements needed for the Planned Development that the District is able to provide. Therefore, formation of the District is necessary for the provision of the Public Improvements required for the Planned Development and its inclusion in the overall financing package for the Planned Development is essential to the same.

VII. DISTRICT GOVERNANCE

The District Board shall be comprised of eligible electors residing within or owning property within the District. It is anticipated that over time, End Users will assume direct electoral control of the District Board as development progresses. The District shall not enter into any agreement by which End Users' electoral control of the Board is removed or diminished.

VIII. AUTHORIZED AND PROHIBITED POWERS

The District shall have the power and authority to provide Public Improvements, and related operation and maintenance services, within and without the District Boundaries as such powers and authorities are described in Colorado Revised Statutes, other applicable statutes, common law and the Colorado constitution, subject to the limitations set forth herein:

A. Expressly Authorized Powers.

1. Covenant Control.

The District shall be authorized to impose, manage, or provide covenant enforcement actions in conformance with the Special District Act.

2. Television Relay and Translation Restriction.

The District shall be authorized to plan for, design, acquire, construct, install, relocate, redevelop, finance, operate or maintain television relay and translation facilities and services, other than for the installation of conduit as a part of a street construction project.

3. Environmental Remediation.

To the extent that any environmental remediation is required for any of the Public Improvements, the District shall be expressly authorized to provide for such environmental remediation efforts.

B. Prohibited Services, Restrictions, and Limitations.

1. Eminent Domain Restriction.

The District is not authorized to exercise the power of eminent domain except upon prior approval by City Council.

2. Fee Limitation.

All Fees related to the repayment of Debt shall be authorized to be imposed by the District upon all property within the District Boundaries for repaying Debt only if such Fees are due and payable no later than upon the issuance of a building permit by the City. Notwithstanding any of the foregoing, this Fee limitation shall not apply to any Fee imposed to fund the operation, maintenance, repair, or replacement of Public Improvements or the administration of the District, nor shall this Fee limitation apply if the majority of the District Board is composed of End Users.

3. Fire Protection Restriction.

The District is not authorized to plan for, design, acquire, construct, install, relocate, redevelop, finance, operate or maintain fire protection facilities or services, unless such facilities and services are provided pursuant to an intergovernmental agreement with the City. The authority to plan for, design, acquire, construct, install, relocate, redevelop, finance, operate or maintain fire hydrants and related improvements installed as part of the water system shall not be limited by this subsection.

4. Public Safety Services.

The District is not authorized to provide policing or safety enforcement services. However, the District may, pursuant to C.R.S. § 32-1-1004(7), as amended, furnish security services pursuant to an intergovernmental agreement with the City.

5. Grants from Governmental Agencies Restriction.

The District will not apply for funds distributed by any agency of the United States Government or the State of Colorado without the prior written approval of the Manager of Finance. This does not restrict the collection of Fees for services provided by the District to the United States Government or the State of Colorado.

6. Golf Course Construction Restriction.

Acknowledging that the City has financed public golf courses and desires to coordinate the construction of public golf courses within the City's boundaries, the District shall not be authorized to plan, design, acquire, construct, install, relocate, redevelop, finance, operate or maintain a golf course unless such activity is pursuant to an intergovernmental agreement with the City.

7. Residential Solid Waste Collection Restriction.

The District shall not provide directly or indirectly, solid waste collection services for residential properties unless: (a) the property in question is excluded from solid waste collection services provided by the City; or (b) such activity is pursuant to an intergovernmental agreement with the City.

8. Sales and Use Tax Exemption Limitation.

The District shall not exercise any sales and use tax exemption in the D.R.M.C.

9. Sub-district Restriction.

The District shall not create any sub-district pursuant to the Special District Act without the prior written approval of the Manager of Finance.

10. Water Rights Restriction.

The District shall not acquire, own, manage, adjudicate or develop water rights or resources except as otherwise provided pursuant to an intergovernmental agreement with Denver Water.

IX. PUBLIC IMPROVEMENTS AND ESTIMATED COSTS

Exhibit C summarizes the type of Public Improvements that are projected to be constructed and/or installed by the District. The cost, scope, and definition of such Public Improvements may vary over time. The total estimated costs of Public Improvements, as set forth in **Exhibit D**, are approximately \$3,856,537 in 2018 dollars and total approximately \$3,856,537 in the anticipated year of construction dollars. The cost estimates are based upon preliminary engineering, architectural surveys, and reviews of the Public Improvements set forth in **Exhibit D** and include all construction cost estimates together with estimates of costs such as land acquisition, engineering services, legal expenses, and other associated expenses. Maps of the anticipated location, operation, and maintenance of Public Improvements are attached hereto as **Exhibit E**. The list of Public Improvements may be modified as part of the City review process.

The design, phasing of construction, location, and completion of Public Improvements will be determined by the District to coincide with the phasing and development of the Planned Development and the availability of funding sources. The District may, in its discretion, phase the construction, completion, operation, and maintenance of Public Improvements or defer, delay, reschedule, rephrase, relocate, or determine not to proceed with the construction, completion,

operation, and maintenance of Public Improvements, and such actions or determinations shall not constitute material modifications of this service plan.

The District will ensure that Public Improvements to be funded by the District are designed and constructed in accordance with the standards and specifications of the City and of other entities having jurisdiction. The District will obtain all required approvals of plans, specifications, and permits for construction, operation, maintenance, installation, repair, and replacement of such Public Improvements prior to performing such work.

The Public Improvements set forth in this service plan and exhibits shall be listed in the ownership and maintenance matrix in **Exhibit E**, either individually or categorically, to identify the ownership and maintenance responsibilities of the Public Improvements.

The City has ordinances relating to the payment of prevailing wages, public art, and small or disadvantaged business enterprises' participation in the City contracting for construction, installation, and certain maintenance activities. The District shall comply with the following requirements:

A. Contracting.

The District shall comply with all applicable state and local legal requirements concerning public bidding and construction contracting.

B. Land Acquisition and Conveyance.

The District shall not condemn property or easement without the prior approval of City Council. The purchase price of any land or improvements acquired by the District from the Developer shall be no more than the then-current fair market value as confirmed by an independent MAI appraisal for land and an independent engineer for improvements. Land, easements, improvement, and facilities conveyed to the City shall be free and clear of all liens, encumbrances, and easements, unless otherwise approved by the City prior to conveyance. All conveyances to the City shall be by special warranty deed, shall be conveyed at no cost to the City, shall include an ALTA title policy issued to the City, shall meet the environmental standards of the City, and shall comply with any other conveyance prerequisites.

C. Prevailing Wages Requirement.

For any District contract relating to the acquisition, construction, installation, repair, replacement, operation, or maintenance of any Public Improvements, the District shall comply with the wage provisions of the D.R.M.C., as amended, that are applicable to City contracts relating to the payment of prevailing wages. However, where the District is

required to comply with Davis-Bacon or other federal wage requirements, the District shall not be required to comply with the wage provisions of the D.R.M.C.

D. Small or Disadvantaged Business Enterprises.

To the extent the District is not required to comply with more restrictive provisions in accordance with a project funding source, as determined by the Director of the Division of Small Business Opportunity Office, or its successor agency, the District shall comply with the City's then-current ordinances relating to: (a) minority and women business enterprise participation as currently set forth in Division 1 and Division 3 of Article III, Title 28 of the D.R.M.C., as the same may be amended or recodified from time to time; and (b) small business enterprise participation as currently set forth in Article VII, Title 28 of the D.R.M.C., as the same may be amended or recodified from time to time; and (c) any small or disadvantage business enterprise ordinances that may subsequently be adopted by the City Council with respect to construction work that is not under contract at the time of adoption of such ordinance. Equal Employment and Discrimination.

In connection with the performance of all acts or activities hereunder, the District shall not discriminate against any person otherwise qualified with respect to its hiring, discharging, promoting or demoting or in matters of compensation solely because of race, color, religion, national origin, gender, age, military status, sexual orientation, gender identity or gender expression, marital status, or physical or mental disability, and further shall insert the foregoing provision in contracts or subcontracts let by the District to accomplish the purposes of this service plan.

E. Public Art Requirement.

The District shall initiate and implement a public art program as currently set forth in Sections 20-85 through 20-89 of the D.R.M.C., as amended, or any similar ordinances subsequently adopted.

X. FINANCING PLAN/PROPOSED INDEBTEDNESS

This section of the service plan describes the nature, basis, method of funding and financing limitations associated with the acquisition, construction, completion, repair, replacement, operation, and maintenance of Public Improvements. A Financing Plan for the District is attached hereto and incorporated herein as **Exhibit G**; the figures and assumptions contained in the Financing Plan are preliminary, and may be subject to further modification or revision as development of the property located within the District Boundaries proceeds, and modifications to the Financing Plan necessary to accommodate changes in phasing or development of the Project shall not be considered to be a material modification of this consolidated service plan.

A. Financing Plan.

The District's Financing Plan reflects its anticipated schedule for incurring Debt to fund Public Improvements in support of the Project. The Financing Plan also reflects the schedule of all anticipated revenues flowing to the District derived from District mill levies, Fees levied by the District, specific ownership taxes, and all other anticipated legally

available revenues. The Financing Plan incorporates all of the provisions of this Part X of the service plan.

Based upon the assumptions contained therein, the Financing Plan projects the issuance of Bonds to fund Public Improvements and anticipated Debt repayment based on the development assumptions and absorptions of the property in the Inclusion Area by End Users. The Financing Plan anticipates that the District will acquire, construct, and complete all Public Improvements needed to serve the Service Area.

The Financing Plan demonstrates that the District will have the financial ability to discharge all Debt to be issued as part of the Financing Plan on a reasonable basis. Furthermore, the District will secure the certification of an Independent Registered Municipal Advisor who will provide an opinion as to whether such Debt issuances are in the best interest of the District at the time of issuance.

B. Mill Levies.

It is anticipated that the District will impose an Operating Mill Levy and a Debt Mill Levy on all property within the District Boundaries.

1. Aggregate Mill Levy Maximum.

The Aggregate Mill Levy Maximum is the maximum combined amount that the District may impose for its Debt Mill Levy and its Operating Mill Levy in any year. The Aggregate Mill Levy Maximum is fifty (50.000) mills.

2. Operating Mill Levy.

The District may impose an Operating Mill Levy of up to fifty (50.000) mills until the District imposes a Debt Mill Levy. Once the District imposes a Debt Mill Levy, the District's Operating Mill Levy cannot exceed ten (10.000) mills.

3. Assessed Value and Mill Levies.

At such time as the Debt is equal to or less than fifty percent (50%) of the District's assessed valuation, either on the date of issuance or at any time thereafter, the Debt Mill Levy to be imposed to pay on the Debt, shall not be subject to the Aggregate Mill Levy Maximum and may be unlimited as to rate and may be levied at the rate necessary to pay the Debt service on such Debt, provided however that the District shall not issue additional Debt that would cause the aggregate Debt to exceed 50% of the District's then-assessed value (as calculated, a "Debt Mill Levy Roll Off"). For the purposes of the forgoing, the District may provide that such Debt shall remain secured by such unlimited mill levy, notwithstanding any subsequent change in the District's Debt to assessed valuation ratio. The foregoing Debt Mill Levy Roll Off described in this Section X.B.3 shall not be applicable for any Developer Obligations issued by the District. All Debt issued by the District must be issued in compliance with the requirements of the Special District Act and all other state legal requirements.

4. Gallagher Adjustments.

In the event the state's method of calculating assessed valuation changes after approval of this service plan, the District's Aggregate Mill Levy, Debt Mill Levy, Operating Mill Levy, and Aggregate Mill Levy Maximum, amounts herein provided may be increased or decreased to reflect such changes; such increases or decreases shall be determined by the District's Board of Directors in good faith so that to the extent possible, the actual tax revenues generated by such mill levies, as adjusted, are neither enhanced nor diminished as a result of such change.

5. Excessive Mill Levy Pledges.

Any Debt, issued with a pledge or which results in a mill levy pledge, that exceeds the Aggregate Mill Levy Maximum or the Maximum Debt Mill Levy Imposition Term, described below, shall be deemed a material modification of this service plan and shall not be an authorized issuance of Debt unless and until such material modification has been approved by the City as part of a service plan amendment.

6. Maximum Debt Mill Levy Imposition Term.

The Maximum Debt Mill Levy Imposition Term shall not exceed forty (40) years from December 31 of the year this service plan is approved by City Council. Upon the expiration of the Maximum Debt Mill Levy Imposition Term, the District shall not impose a levy for repayment of any Debt. The Maximum Debt Mill Levy Imposition Term may be exceeded for refunding purposes only if the majority of the District Board is composed of End Users and the District Board approves such exception after consultation with an Independent Registered Municipal Advisor.

C. Interest Rate and Underwriting Terms Certification.

The interest rate on any Debt shall be set at a market rate at the time the Debt is issued. The District shall retain an Independent Registered Municipal Advisor to provide an opinion on the market reasonableness of the interest rate on any Debt and any underwriter discount payed by the District as part of a Debt financing transaction. Debt, when issued, will comply with all relevant requirements of this service plan.

D. Disclosure to Land Purchasers.

The District will use reasonable efforts to assure that all End Users purchasing property within the District Boundaries and Inclusion Area Boundaries receive a written notice regarding the Maximum Debt Mill Levy, as well as a general description of the District's authority to impose and collect Fees.

E. Independent Registered Municipal Advisor.

An Independent Registered Municipal Advisor shall be retained by the District to provide an opinion that any Debt issuance is in the best interest of the District once the total amount of Debt exceeds Five Million Dollars (\$5,000,000). Independent Registered Municipal

Advisor opinion to provide advice to the District Board regarding the proposed terms and if conditions are reasonable based upon the status of development within the District, the projected tax base increase in the District, the security offered, and other considerations as may be identified by the advisor. The District shall include in the transcript of any bond transaction or other appropriate financing documentation for related debt instrument a signed letter from the Independent Registered Municipal Advisor providing an official opinion on the structure of the Debt stating the advisor's opinion that the cost of issuance, sizing, repayment term, redemption feature, couponing, credit spreads, payment, closing date, and other material transaction details of proposed Debt serve the best interest of the District.

Debt shall not be undertaken by the District if found to be unreasonable by the Independent Registered Municipal Advisor.

F. Disclosure to Bond Purchasers.

District Debt shall set forth a statement in substantially the following form:

“By acceptance of this instrument, the owner of this Debt agrees and consents to all of the limitations with respect to the payment of the principal and interest on this Debt contained herein, in the resolution of the District authorizing the issuance of this Debt and in the service plan of the District. This Debt is not and cannot be a Debt of the City and County of Denver”

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

XI. BANKRUPTCY LIMITATIONS

All of the limitations contained in this service plan, including, but not limited to, those pertaining to the Aggregate Mill Levy Maximum, Maximum Debt Mill Levy Imposition Term, and Fees have been established under the authority of the City to approve a service plan. It is expressly intended that such limitations:

A. No Set Aside.

Shall not be set aside for any reason, including by judicial action, absent a service plan amendment; and

B. Bankruptcy Code Provisions.

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

XII. REGIONAL IMPROVEMENTS

The District shall be authorized to provide for the planning, design, acquisition, funding, construction, installation, relocation, redevelopment, administration, and overhead costs related to the provision of regional improvements, upon consultation with and approval by the City. Under all circumstances, the regional improvements shall be Public Improvements that the District would otherwise be authorized to design, construct, install re-design, re-construct, repair, or replace pursuant to this service plan and applicable law.

XIII. CITY FEES

The District shall pay all applicable City fees in accordance with the City's Title 32 Special District Rules and Regulations and any other applicable City rules and regulations.

XIV. ANNUAL REPORTS

The District shall prepare all reports required by the City's Title 32 Special District Rules and Regulations. The District will be responsible for verifying that all required reports comply with the current Title 32 Special District Rules and Regulations. At the request of the Manager of Finance, the District shall make available to the City any financial documents, including but not limited to, current and historical budgets, current and historical audits, and other documentation related to the District's financials or operations. Such documents shall be presented to the City within fifteen (15) days of such request.

XV. SERVICE PLAN AMENDMENTS

This service plan has been designed with sufficient flexibility to enable the District to provide required services and facilities under evolving circumstances without the need for numerous amendments. Actions of the District which violate the limitations set forth in this service plan or deviate in a material manner, shall be deemed to be material modifications to this service plan and the City shall be entitled to all remedies available under state and local law.

XVI. DISSOLUTION

Upon determination by City Council that the District's purposes have been accomplished, the District shall file a petition in district court for dissolution, pursuant to the Special District Act. In no event shall dissolution occur until the District has discharged of all its outstanding Debt.

EXHIBIT A

Legal Description of Initial District Boundaries

ALTA/NSPS LAND TITLE SURVEY

PARCEL LOCATED IN THE NORTHWEST 1/4 OF SECTION 29, TOWNSHIP 4, SOUTH, RANGE 67 WEST OF THE 6TH PM
#2000 SOUTH HOLLY STREET
SHEET 1 OF 3

LEGAL DESCRIPTION:

A TRACT OR PARCEL OF LAND OF THE DEPARTMENT OF TRANSPORTATION, STATE OF COLORADO, CONTAINING 503,026 SQUARE FEET, MORE OR LESS, IN THE NORTHWEST QUARTER (NW 1/4) OF SECTION 29, TOWNSHIP 4, SOUTH, RANGE 67, WEST, OF THE SIXTH PRINCIPAL MERIDIAN, IN THE CITY AND COUNTY OF DENVER, COLORADO, MORE COMMONLY KNOWN AS 2000 SOUTH HOLLY STREET RECORDED AS SPECIAL WARRANTY DEED RECEPTION #2004185450 IN THE RECORDS OF THE CLERK AND RECORDER, CITY AND COUNTY OF DENVER, STATE OF COLORADO. SAID TRACT OR PARCEL OF LAND BEING MORE PARTICULARLY DESCRIBED AS FOLLOWS:

COMMENCING AT THE NORTHWEST CORNER OF SAID SECTION 29, THENCE S.00°17'E, ALONG THE WEST LINE OF SECTION 29, A DISTANCE OF 918.44 FEET TO THE SOUTH RIGHT OF WAY LINE OF THE FORMER COLORADO AND SOUTHERN RAILWAY COMPANY PROPERTY; THENCE S.85°22'E, ALONG THE SAID SOUTH RAILWAY RIGHT OF WAY LINE, A DISTANCE OF 33.1 FEET TO THE EAST RIGHT OF WAY LINE OF S. HOLLY STREET (AUG. 2001); THENCE N.00°17'W, ALONG SAID EAST RIGHT OF WAY LINE BEING PARALLEL WITH AND 33.0 FEET EAST OF THE SAID WEST LINE OF SAID SECTION, A DISTANCE OF 14.0 FEET TO THE TRUE POINT OF BEGINNING.

1. THENCE N.00°17'W, CONTINUING ALONG SAID EAST RIGHT OF WAY LINE BEING PARALLEL WITH AND 33.0 FEET EAST OF THE SAID WEST LINE OF SAID SECTION, A DISTANCE OF 366.3 FEET;

2. THENCE EASTERLY, PARALLEL WITH THE SAID NORTH LINE OF SAID SECTION, A DISTANCE OF 120.0 FEET;

3. THENCE N.00°17'W, PARALLEL WITH AND 153. FEET EAST OF THE WEST LINE OF SAID SECTION, A DISTANCE OF 170.0 FEET TO THE SOUTH RIGHT OF WAY LINE OF E. ATLANTIC PLACE (AUGUST 2001);

4. THENCE EASTERLY ALONG SAID SOUTH RIGHT OF WAY LINE BEING PARALLEL WITH THE SAID NORTH LINE OF SAID SECTION, A DISTANCE OF 265.0 FEET;

5. THENCE S.00°12'E., A DISTANCE OF 269.14 FEET;

6. THENCE EASTERLY, PARALLEL WITH THE NORTH LINE OF SAID SECTION, A DISTANCE OF 406.72 FEET TO THE SAID SOUTH RAILWAY RIGHT OF WAY LINE;

7. THENCE S.00°12'E., A DISTANCE OF 496.72 FEET TO THE SAID SOUTH RAILWAY RIGHT OF WAY LINE;

8. THENCE N.85°22'W, ALONG SAID SOUTH RAILWAY RIGHT OF WAY LINE, A DISTANCE OF 869.7 FEET TO THE SOUTHEAST CORNER OF THAT PROPERTY CONVEYED BY CDOT TO THE U.S. POSTAL SERVICE DATED JULY 24, 1991;

9. THENCE N.00°17'W., PARALLEL WITH THE SAID WEST SECTION LINE AND ALONG THE EAST LINE OF SAID POSTAL PROPERTY; A DISTANCE OF 7.6 FEET TO THE NORTHEAST CORNER OF SAID POSTAL PROPERTY;

10. THENCE N.85°17'W., ALONG THE NORTH LINE OF SAID POSTAL PROPERTY, A DISTANCE OF 17.1 FEET;

11. THENCE N.85°58'W, CONTINUING ALONG SAID NORTH PROPERTY LINE, A DISTANCE OF 276.4 FEET, MORE OR LESS, TO THE TRUE POINT OF BEGINNING.

BASIS OF BEARINGS: ASSUMED BEARING OF N.00°17'W, BEING ON THE WEST LINE OF THE NORTHWEST QUARTER (NW 1/4) OF SAID SECTION 29, TOWNSHIP 4, SOUTH, RANGE 67, WEST, OF THE SIXTH PRINCIPAL MERIDIAN.

SURVEYOR'S NOTE (FROM CDOT SURVEY DEPARTMENT)

THE FOLLOWING DESCRIPTION OF THE ABOVE DESCRIBED PARCEL OF LAND IS A RESULT OF THE RECOVERY OF EXISTING MONUMENTATION FROM A FIELD SURVEY CONDUCTED IN DECEMBER OF 2017.

SAID TRACT OR PARCEL OF LAND ALSO BEING MORE ACCURATELY DESCRIBED AS FOLLOWS:

A TRACT OR PARCEL OF LAND S. HOLLY - 5 OF THE DEPARTMENT OF TRANSPORTATION, STATE OF COLORADO PROJECT NO. 20495, CONTAINING 503,026 SQ. FT. (1.553 ACRES), MORE OR LESS, IN THE NW 1/4 OF SECTION 29, TOWNSHIP 4, RANGE 67, W. OF THE 6TH PRINCIPAL MERIDIAN, IN THE CITY AND COUNTY OF DENVER, STATE OF COLORADO. SAID TRACT OR PARCEL BEING MORE PARTICULARLY DESCRIBED AS FOLLOWS:

BEGINNING AT A POINT ON THE SOUTH RIGHT-OF-WAY LINE OF ATLANTIC PLACE AS ESTABLISHED BY ORDINANCE NO. 378, SERIES OF 1965 AS SHOWN ON THE 1/4 SECTION MAP SEE 096 SAID POINT ALSO BEING ON THE WESTERLY LINE OF A PARCEL OF LAND DESCRIBED IN BOOK 938 AT PAGE 286 IN THE RECORDS OF THE CITY AND COUNTY OF DENVER WHENCE A #6 REBAR IN A RANGE BOX FOR THE NW CORNER OF SAID SECTION N.24°21'18"W, A DISTANCE OF 374.33 FEET;

1. THENCE S. 89°53'16"E, COINCIDENT WITH SAID SOUTH RIGHT-OF-WAY LINE, WHICH IS ALSO PARALLEL WITH THE NORTH LINE OF SAID SECTION 29 A DISTANCE OF 265.53 FEET TO A POINT ON THE EAST LINE OF SAID BOOK 938 AT PAGE 386;

2. THENCE S. 00°05'32"W, COINCIDENT WITH SAID EAST LINE, A DISTANCE OF 269.56 FEET TO A FOUND # 5 REBAR AT THE NORTH LINE OF A PARCEL OF LAND DESCRIBED IN BOOK 958 AT PAGE 243;

3. THENCE S. 89°54'44"E, COINCIDENT WITH SAID NORTH LINE, A DISTANCE OF 794.49 FEET TO A FOUND #5 REBAR AND ALUMINUM CAP # ILLEGIBLE AT THE NORTHEAST CORNER OF SAID PARCEL DESCRIBED IN BOOK 958 AT PAGE 243;

4. THENCE S. 00°06'41"E, COINCIDENT WITH THE EAST LINE OF SAID PARCEL DESCRIBED IN BOOK 958 AT PAGE 243 A DISTANCE OF 46.01 FEET TO A POINT ON THE SOUTH LINE OF THE ABANDONED COLORADO AND SOUTHERN RAILWAY COMPANY RIGHT-OF-WAY AS DESCRIBED IN BOOK 1105 AT PAGE 515;

5. THENCE N. 85°19'00"W, COINCIDENT WITH SAID SOUTH LINE, A DISTANCE OF 890.78 FEET TO A POINT ON THE EAST LINE OF A PARCEL OF LAND CONVEYED TO THE UNITED STATES POSTAL SERVICE DATED JULY 24, 1991;

6. THENCE COINCIDENT WITH THE EAST AND NORTH LINES OF SAID UNITED STATES POSTAL SERVICE PARCEL THE FOLLOWING 3 COURSES:

1.) N. 00°04'20"W, A DISTANCE OF 6.93 FEET;

2.) THENCE N. 86°57'35"W, A DISTANCE OF 17.10 FEET;

3.) THENCE N. 83°45'20"W, A DISTANCE OF 275.76 FEET TO A FOUND #5 REBAR SAID POINT IS ON THE EAST RIGHT-OF-WAY LINE OF SOUTH HOLLY STREET ALSO DESCRIBED AS A PARCEL OF LAND IN BOOK 2222 AT PAGE 10 IN THE RECORDS OF THE CLERK AND RECORDER, CITY AND COUNTY OF DENVER WHICH IS 33 FEET EAST OF AND PARALLEL WITH THE WEST LINE OF SAID SECTION 29;

7. THENCE N. 00°10'18"W, COINCIDENT WITH SAID EAST RIGHT-OF-WAY LINE, A DISTANCE OF 396.23 FEET TO A FOUND #5 REBAR AND YELLOW PLASTIC CAP P.L.S. #31548 AT THE SOUTHWEST CORNER OF A PARCEL OF LAND SHOWN ON THE LAND SURVEY PLAT RECORDED IN BOOK 63 AT PAGE 003 RECEPTION NUMBER L0095 CITY AND COUNTY OF DENVER;

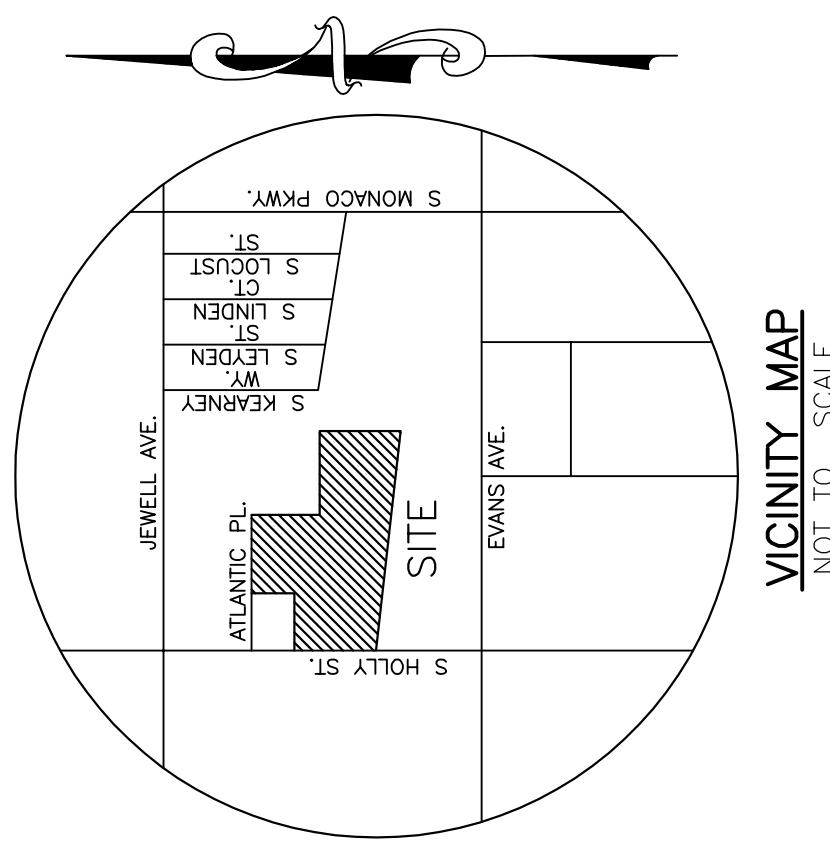
8. THENCE N. 89°57'53"E, COINCIDENT WITH THE SOUTH LINE OF SAID PARCEL OF LAND AS SHOWN ON THE LAND SURVEY PLAT TO A FOUND #5 REBAR AND YELLOW PLASTIC CAP P.L.S. #31548 A DISTANCE OF 119.44 FEET;

9. THENCE N. 00°02'07"W, COINCIDENT WITH THE EAST LINE OF SAID PARCEL , A DISTANCE OF 170.46 FEET, MORE OR LESS, TO THE POINT OF BEGINNING.

THE ABOVE DESCRIBED PARCEL CONTAINS 503,266 SQ. FT. (1.553 ACRES), MORE OR LESS.

BASIS OF BEARINGS: ALL BEARINGS ARE BASED ON A LINE BETWEEN A FOUND #8 REBAR IN A RANGE BOX FOR #8 REBAR IN A RANGE BOX FOR THE N 1/4 CORNER OF SAID SECTION 29 WHICH BEARS S. 89°53'16"E, A DISTANCE OF 265.12 FEET.

FOR AND ON BEHALF OF THE COLORADO DEPARTMENT OF TRANSPORTATION
STEVEN W. HAGEMANN, PLS REG. NUMBER 23884
DENVER, CO. 80222



CERTIFICATE OF SURVEY

TO: WELLS FARGO BANK, NATIONAL ASSOCIATION, A NATIONAL BANKING ASSOCIATION, IN ITS CAPACITY AS TRUSTEE UNDER THE INDENTURE OF TRUST DATED AUGUST 31, 2004; KHF HOLLY LLC, A COLORADO LIMITED LIABILITY COMPANY; AND LAND TITLE GUARANTEE COMPANY; AND LAND TITLE COMPANY; AND LAND TITLE GUARANTEE COMPANY;

THIS IS TO CERTIFY THAT THIS MAP OR PLAT AND THE SURVEY ON WHICH IT IS BASED WERE MADE IN ACCORDANCE WITH THE 2016 MINIMUM STANDARD DETAIL REQUIREMENTS FOR ALTA/NSPS LAND TITLE SURVEYS, JOINTLY ESTABLISHED AND ADOPTED BY ALTA AND NSPS, AND INCLUDES ITEMS 1, 2, 3, 4, 7 (o), 8 AND 9 OF TABLE A THEREOF.

THE FIELD WORK WAS COMPLETED ON APRIL 5, 2018.

DATE OF PLAT OR MAP: APRIL 11, 2018

DAMEN CAN STATE OF COLORADO PLS 38284
FOR AND ON BEHALF OF THE
39 NORTH ENGINEERING AND SURVEYING LLC

ALTA/NSPS NOTES

1. MAXIMUM POSITIONAL TOLERANCE OF CORNERS IS 0.07 FEET PLUS 50 PARTS PER MILLION.
2. AREA OF PROPERTY IS 503,266 SQUARE FEET OR 11,534 ACRES MORE OR LESS.
3. PROPERTY IS WITHIN ZONE X (AREAS DETERMINED TO BE OUTSIDE THE 0.2% ANNUAL CHANCE FLOODPLAIN) AS PER FEMA FIRM MAP NO. 080460216.
4. SURVEYOR RELIED UPON THE TITLE REPORT PREPARED BY LAND TITLE GUARANTEE COMPANY ORDER NO. AB07052915-1 WITH AN EFFECTIVE DATE OF FEBRUARY 24, 2018, FOR THE PREPARATION OF THIS SURVEY.
5. TWO HUNDRED EIGHTY FIVE (285) STANDARD PARKING SPACES AND FOUR (4) ADA PARKING SPACES EXIST ON THE PROPERTY.
6. BASIS OF BEARINGS: AN ASSUMED BEARING OF S89°53'16"E BEING THE NORTH LINE OF THE NORTHWEST 1/4 OF SECTION 29, TOWNSHIP 4, SOUTH, RANGE 67, WEST OF THE 6TH PM. BETWEEN TWO FOUND MONUMENTS, 264.520 FEET APART, BOTH MONUMENTS BEING AN AXLE FOUND IN A RANGE BOX, ONE AT THE NORTHWEST CORNER OF SAID SECTION 29 AND THE OTHER BEING AT THE NORTH 1/4 CORNER OF SAID SECTION 29.
7. FOR THIS SURVEY, THE SURVEYOR RELIED UPON LEGAL DESCRIPTION PROVIDED BY CDOT SURVEY DEPARTMENT, LEGAL CONTAINED IN TITLE COMMITMENT RESULTS IN A MATHEMATICAL NON-CLOSURE OF THE PROPERTY BY BOUNDARY.

SURVEY NOTES

1. ACCORDING TO COLORADO LAW, YOU MUST COMMENCE ANY LEGAL ACTION BASED UPON ANY DEFECT IN THIS SURVEY WITHIN THREE YEARS AFTER YOU FIRST DISCOVER SUCH DEFECT IN NO EVENT MAY ANY ACTION BASED UPON ANY DEFECT IN THIS SURVEY BE COMMENCED MORE THAN TEN YEARS FROM THE DATE OF THE CERTIFICATION SHOWN HEREON.
2. ANY PERSON WHO KNOWINGLY REMOVES, ALTERS OR DEFACES ANY PUBLIC LAND SURVEY MONUMENT OR LAND BOUNDARY MONUMENT OR ACCESSORY, COMMITS A CLASS TWO (2) MISDEMEANOR PURSUANT TO STATE STATUTE 18-4-508 C.R.S.
3. THIS SURVEY DOES NOT CONSTITUTE A TITLE SEARCH BY 39 NORTH ENGINEERING AND SURVEYING LLC TO DETERMINE TITLE OR EASEMENTS OF RECORD.
4. UTILITIES SHOWN HEREON ARE DRAWN FROM OBSERVABLE EVIDENCE IN THE FIELD AND/OR THE BEST INFORMATION AVAILABLE FROM THE UTILITY COMPANIES. THIS INFORMATION IS FOR GENERAL USE ONLY AND NOT TO BE USED FOR EXCAVATION PURPOSES. CONTRACTOR TO FIELD LOCATE & VERIFY LOCATIONS OF ALL UTILITIES PRIOR TO ANY CONSTRUCTION WORK IN AREA SET FORTH ON THIS DRAWING.
5. LINEAL UNITS SHOWN HEREON ARE IN U.S. SURVEY FEET.

SCHEDULE B-II EXCEPTIONS:

- 1-8. STANDARD EXCEPTIONS
9. PROPERTY IS SUBJECT TO RESERVATION AND COVENANT FOR RIGHT OF WAY AS DESCRIBED IN NO EVENT MAY ANY ACTION BASED UPON ANY DEFECT IN THIS SURVEY BE COMMENCED MORE THAN TEN YEARS FROM THE DATE OF THE CERTIFICATION SHOWN HEREON.
10. PROPERTY IS SUBJECT TO TERMS, CONDITIONS, PROVISIONS, BURDENS, OBLIGATIONS AND EASEMENTS AS SET FORTH AND GRANTED IN EASEMENT RECORDED AUGUST 31, 1965 IN BOOK 1617 AT PAGE 1 (ARAPAHOE COUNTY RECORDS) (AFFECTS PROPERTY - AS SHOWN ON SURVEY).
11. PROPERTY IS SUBJECT TO RIGHT OF WAY EASEMENT AS GRANTED TO MOUNTAIN STATES TELEPHONE AND TELEGRAPH IN INSTRUMENT RECORDED OCTOBER 31, 1973 IN BOOK 788 AT PAGE 379 (AFFECTS PROPERTY - AS SHOWN ON SURVEY).
12. PROPERTY IS SUBJECT TO TERMS, CONDITIONS, PROVISIONS, BURDENS, OBLIGATIONS AND EASEMENTS AS SET FORTH AND GRANTED IN UNION PACIFIC RAILWAY DEED RECORDED OCTOBER 16, 1882, IN BOOK A61 AT PAGE 507 (AFFECTS PROPERTY - NOT SHOWN ON SURVEY).
13. PROPERTY IS SUBJECT TO TERMS, CONDITIONS, PROVISIONS, BURDENS AND OBLIGATIONS AS SET FORTH IN ENVIRONMENTAL COVENANT RECORDED APRIL 28, 2004 UNDER RECEPTION NO. 2004097043 (AFFECTS PROPERTY - NOT SHOWN ON SURVEY).
14. PROPERTY IS SUBJECT TO TERMS, CONDITIONS, PROVISIONS, BURDENS, OBLIGATIONS AND EASEMENTS AS SET FORTH IN EASEMENT AGREEMENT RECORDED SEPTEMBER 18, 2012 UNDER RECEPTION NO. 2012127067 (AFFECTS PROPERTY - AS SHOWN ON SURVEY).
15. PROPERTY IS SUBJECT TO TERMS, CONDITIONS, PROVISIONS, BURDENS AND OBLIGATIONS AS SET FORTH IN PERMANENT EASEMENT RECORDED OCTOBER 22, 2013 UNDER RECEPTION NO. 2013154442 (AFFECTS PROPERTY - AS SHOWN ON SURVEY).

EXHIBIT B

Map of Initial District Boundaries



EXHIBIT C

Public Improvements

1. Street Improvements. Both on-site and offsite street improvements as permitted by the Special District Act, including but not limited to curbs, gutters, culverts, and other drainage facilities; alleys; sidewalks, bike paths and pedestrian ways; median islands; paving; parking facilities; lighting; grading; landscaping and irrigation, together with all necessary, incidental, and appurtenant facilities, land and easements, along with extensions of and improvements to said facilities within and without the boundaries of the Districts.

2. Traffic and Safety Signals. Facilities and/or services for a system of traffic and safety controls and devices on streets and highways as authorized by the Special District Act, including but not limited to signalization, signing and striping, together with all necessary, incidental, and appurtenant facilities, land and easements, together with extensions of and improvements to said facilities within and without the boundaries of the Districts.

3. Water Improvements. A potable and non-potable local water distribution system as authorized in the Special District Act, which may include, but shall not be limited to, distribution mains and laterals, pressure reducing stations, wells, irrigation facilities, hot and chilled water distribution mains and lines, land and easements, and all necessary, incidental, and appurtenant facilities, together with extensions of and improvements to said system within and without the boundaries of the Districts.

4. Sanitation Improvements. A local sanitary sewage collection and transmission system as authorized by the Special District Act, which may include, but shall not be limited to, collection mains and laterals, transmission lines, and all necessary, incidental, and appurtenant facilities, land and easements, together with extensions of and improvements to said system within and without the boundaries of the Districts.

5. Storm Drainage Improvements. A local storm drainage system as authorized by the Special District Act, which may include, but shall not be limited to, storm sewer, flood and surface drainage facilities and systems, including detention/retention ponds and associated irrigation facilities, and all necessary, incidental, and appurtenant facilities, land and easements, together with extensions of and improvements to said system within and without the boundaries of the Districts.

6. Park and Recreation Improvements. Parks and recreational facilities and programs as authorized by the Special District Act located within the Development or as otherwise specified pursuant to separate agreement with the City, including, but not limited to, pedestrian plazas, parks, bike paths and pedestrian ways, open space, landscaping, recreational facilities, irrigation facilities, and all necessary, incidental and appurtenant facilities, land and easements, together with extensions of and improvements to said facilities within and without the boundaries of the Districts.

EXHIBIT D

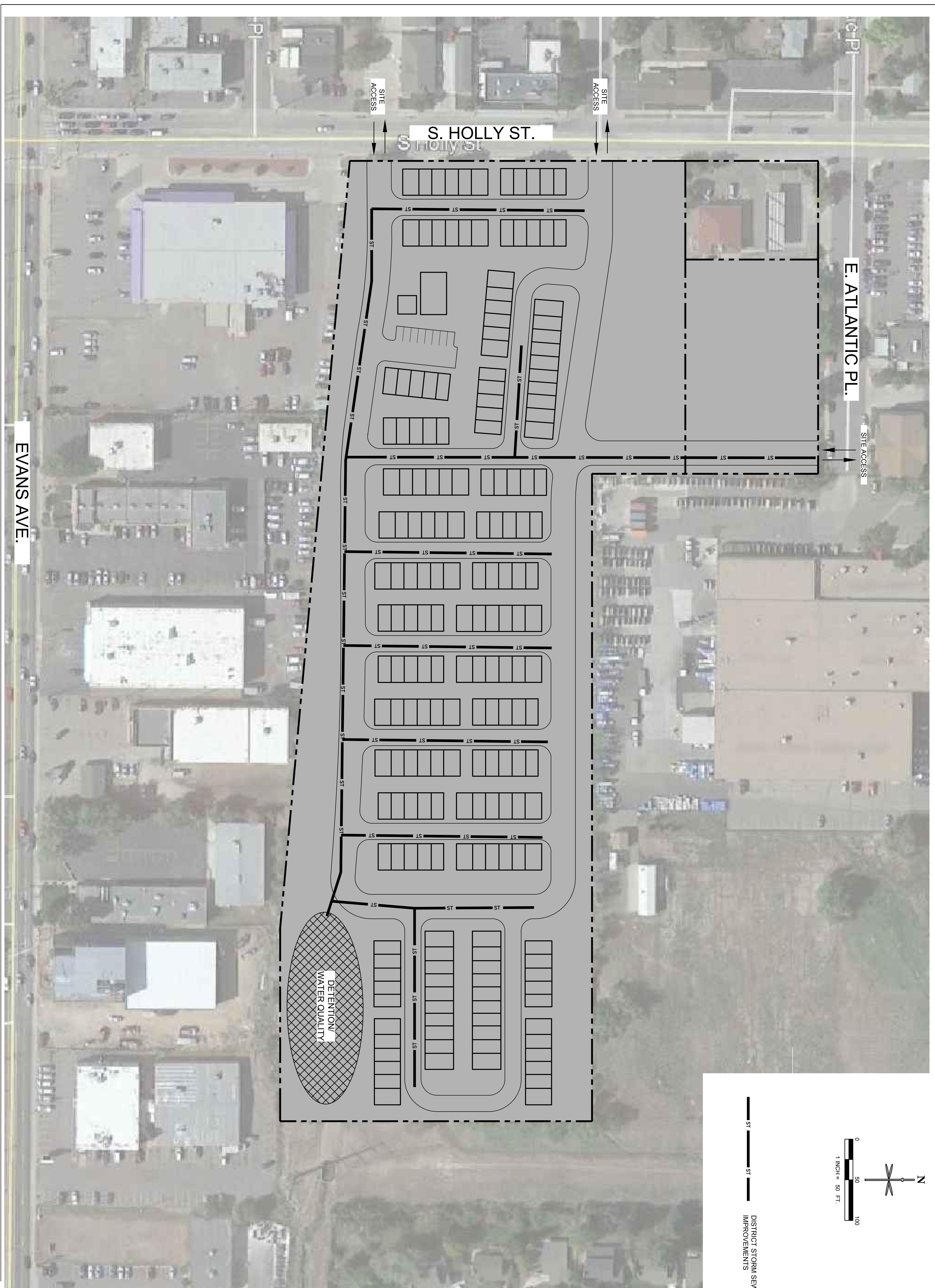
Estimated Costs of Public Improvements

2000 S Holly Street Horizontal Improvement Budget

Task Description	Hard Cost Budget	Soft Costs and Preconstruction Budget
Hard Cost Assumptions		
Temp Fencing	\$6,000	\$7,006
Site Demolition	\$985,200	\$1,150,385
Earthwork & Grading	\$435,608	\$508,645
Surveying	\$20,520	\$23,961
SWPPP & Temp Services	\$67,884	\$79,266
Asphalt Paving	\$282,000	\$329,282
Signage & Striping	\$12,902	\$15,066
Row Work	\$51,000	\$59,551
Site Concrete	\$662,226	\$773,259
Sanitary Services	\$163,080	\$190,423
Water Lines	\$314,608	\$367,357
Storm Sewers	\$260,920	\$304,667
Storm Detention & Water Quality	\$276,264	\$322,584
Site Lighting	\$103,500	\$120,833
Temporary Barricades	\$17,100	\$19,967
Irrigation & Landscaping	\$270,924	\$316,349
General Conditions/Contractor Markup	\$628,758	\$734,179
Eligible Hard Cost Subtotal:	\$3,929,736	\$4,588,620
Task Description		
Landscape Architect	\$50,000	40.47%
Civil Engineer	\$100,000	40.47%
Phase I & II Environmental	\$250,000	40.47%
Environmental Remediation Contingency	\$200,000	40.47%
Contingency	\$222,799	40.47%
Eligible Soft Cost Subtotal:	\$822,799	\$333,005
Total Eligible Hard and Soft Costs	\$4,752,535	\$3,856,537

EXHIBIT E

Maps of the anticipated location of examples of Public Improvements

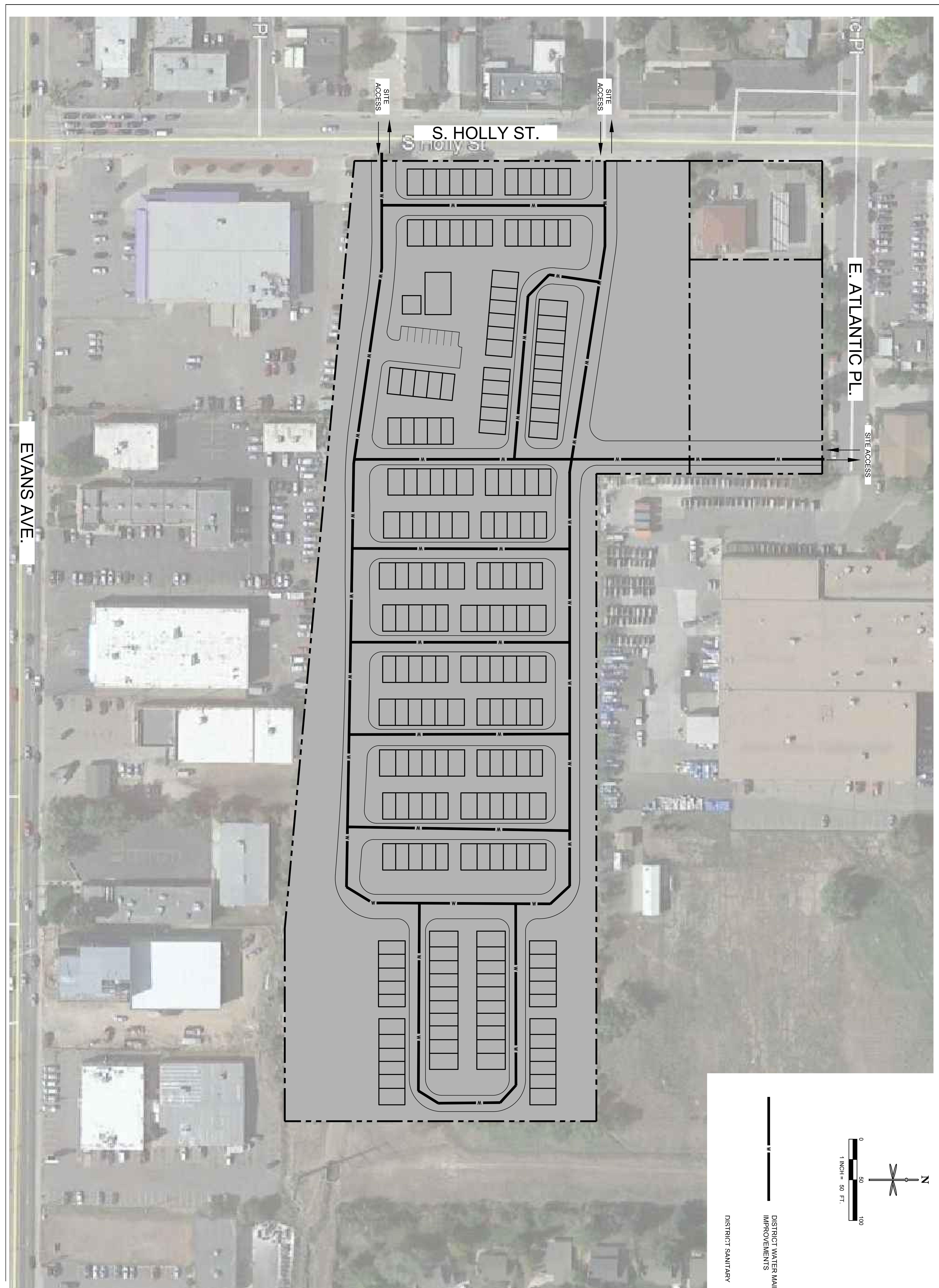


CONCEPTUAL SITE PLAN
EVANS & HOLLY DEVELOPMENT
EVANS & HOLLY, DENVER, COLORADO
STORM IMPROVEMENTS EXHIBIT



No.	REVISION	BY	DATE

PROJECT NO.: KGR009.01
DESIGNED BY: KMH
DRAWN BY: KMH
DATE: 06/11/18

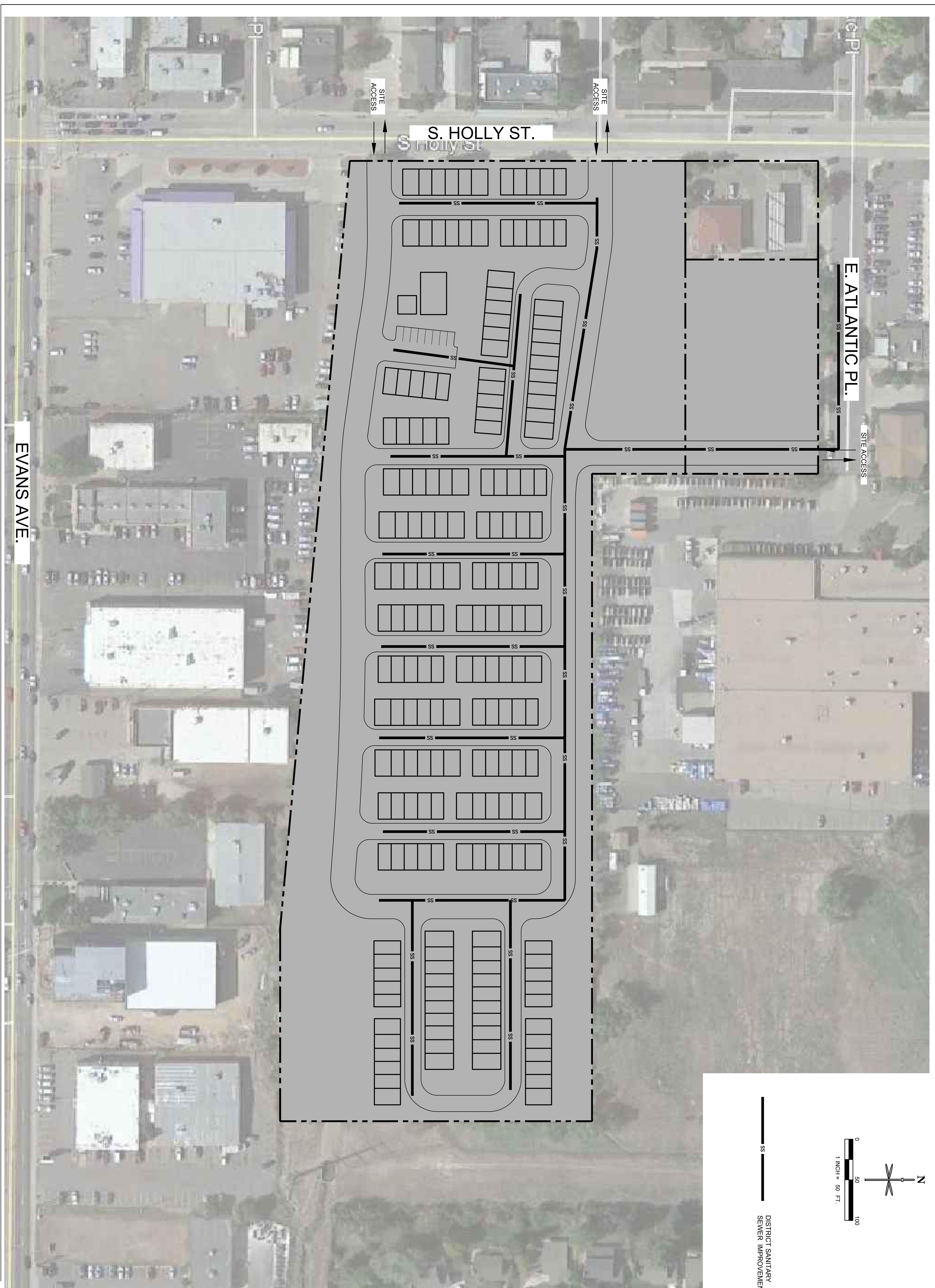


CONCEPTUAL SITE PLAN
EVANS & HOLLY DEVELOPMENT
EVANS & HOLLY, DENVER, COLORADO
WATER IMPROVEMENT EXHIBIT



No.	REVISION	BY	DATE

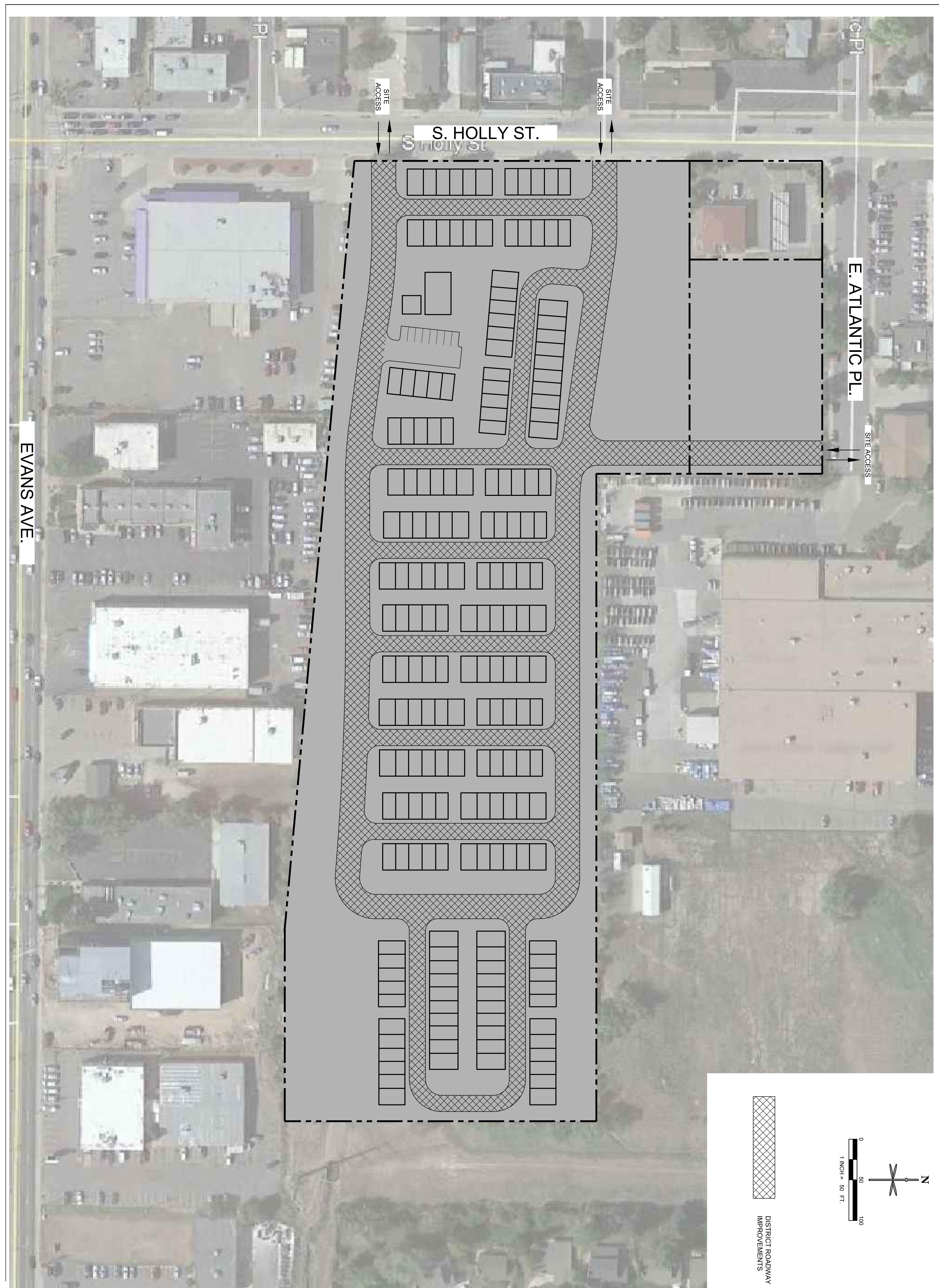
PROJECT NO.: KGR009.01
DESIGNED BY: KMH
DRAWN BY: KMH
DATE: 06/11/18



CONCEPTUAL SITE PLAN	
EVANS & HOLLY DEVELOPMENT	
EVANS & HOLLY, DENVER, COLORADO	
SANITARY SEWER IMPROVEMENTS EXHIBIT	
PROJECT NO.: KGR009.01	REVISION
DESIGNED BY: KMH	BY
DRAWN BY: KMH	DATE
DATE: 06/11/18	



DISTRICT SANITARY
SEWER IMPROVEMENTS



CONCEPTUAL SITE PLAN
EVANS & HOLLY DEVELOPMENT
EVANS & HOLLY, DENVER, COLORADO
ROADWAY IMPROVEMENTS EXHIBIT



DISTRICT ROADWAY
IMPROVEMENTS

No.	REVISION	BY	DATE

PROJECT NO.: KGR009.01
DESIGNED BY: KMH
DRAWN BY: KMH
DATE: 06/11/18

EXHIBIT F

Chart setting forth the anticipated ownership, operation and maintenance of Public Improvements

Proposed Ownership and Maintenance of Improvements 2000 Holly Metro District*								
Item	Ownership			Maintenance				
	MD	Priv	DW	CCD	MD	Priv	DW	CCD
Public Roadways								
Holly Street			x				x	
Atlantic Place			x				x	
Interior Roads	x		x		x		x	
Utilities								
Sanitary			x					
Water		x				x		
Storm Sewer		x	x		x	x	x	
Water Quality/Dentention	x	x	x		x	x	x	
Parking								
Public Parking	x	x	x		x	x	x	
Parks/Open Space								
Landsaping	x	x	x		x	x	x	

Legend:

MD= Metro District

Priv= Private

DW= Denver Water

CCD=City and County of Denver

* Responsibility of ownership and maintenance is subject to change as Development plans are refined

EXHIBIT G

Financing Plan



D|A|DAVIDSON
FIXED INCOME CAPITAL MARKETS

Development Projection at 45,000 (target) District Miles -- SERVICE PI AN --05/25/2018

Series 2020, General Obligation Bonds, Non-Rated, 100x, 30-yr. Maturity

83

KRF HOLLY METROPOLITAN DISTRICT
 Development Projection at 45,000 (target) District Mills -- SERVICE PLAN –05/25/2018

Series 2020, General Obligation Bonds, Non-Rated, 100X, 30-yr. Maturity

YEAR	Net Available for Debt Svc	Ser. 2020		Surplus Release		Cumulative Surplus		Senior Debt/Assessed Acr'l Value Ratio		Cov. of Net DS: @ Target @ Cap	
		\$6,720,000 Par [Net \$4,737 MM] Net Debt Service	Annual Surplus	to \$672,000	\$672,000 Target	Surplus	Cumulative Surplus	Senior Debt/Assessed Acr'l Value Ratio	Senior Debt/Assessed Acr'l Value Ratio	n/a	0.0% 0.0%
2019	0	\$0	0	0	0	0	0	0	0	n/a	0.0% 0.0%
2020	0	39,923	39,923	0	39,923	0	39,923	78.7%	11%	0.0%	0.0% 0.0%
2021	163,171	0	163,171	0	203,095	0	203,095	193%	7%	0.0%	0.0% 0.0%
2022	257,717	0	257,717	0	460,811	0	460,811	122%	7%	0.0%	0.0% 0.0%
2023	330,818	336,000	(5,182)	0	455,629	0	455,629	95%	7%	0.0%	0.0% 0.0%
2024	330,818	336,000	(5,182)	0	450,447	0	450,447	90%	7%	0.0%	0.0% 0.0%
2025	350,667	346,900	4,667	0	455,114	0	455,114	89%	7%	101.3%	101.3% 101.3%
2026	350,667	350,500	167	0	455,281	0	455,281	84%	6%	100.0%	100.0% 100.0%
2027	371,707	369,750	1,957	0	457,238	0	457,238	84%	6%	100.5%	100.5% 100.5%
2028	371,707	368,900	3,707	0	460,945	0	460,945	79%	6%	101.0%	101.0% 101.0%
2029	394,009	391,250	2,759	0	463,704	0	463,704	78%	6%	100.7%	100.7% 100.7%
2030	394,009	393,250	759	0	464,464	0	464,464	73%	5%	100.2%	100.2% 100.2%
2031	417,650	415,000	2,650	0	467,113	0	467,113	72%	5%	100.6%	100.6% 100.6%
2032	417,650	415,500	2,150	0	469,263	0	469,263	67%	5%	100.5%	100.5% 100.5%
2033	442,709	440,750	1,969	0	471,222	0	471,222	65%	5%	100.4%	100.4% 100.4%
2034	442,709	439,500	3,209	0	474,431	0	474,431	60%	4%	100.7%	100.7% 100.7%
2035	469,271	468,000	1,271	0	475,703	0	475,703	59%	4%	100.3%	100.3% 100.3%
2036	469,271	464,750	4,521	0	480,224	0	480,224	54%	4%	101.0%	101.0% 101.0%
2037	497,428	496,250	1,178	0	481,402	0	481,402	52%	4%	100.2%	100.2% 100.2%
2038	497,428	495,750	1,678	0	483,080	0	483,080	47%	3%	100.3%	100.3% 100.3%
2039	527,273	524,750	2,523	0	485,603	0	485,603	45%	3%	100.5%	100.5% 100.5%
2040	527,273	526,750	523	0	486,127	0	486,127	40%	3%	100.1%	100.1% 100.1%
2041	558,910	558,000	910	0	487,036	0	487,036	37%	3%	100.2%	100.2% 100.2%
2042	558,910	557,000	1,910	0	488,946	0	488,946	32%	2%	100.3%	100.3% 100.3%
2043	592,444	590,250	2,194	0	491,141	0	491,141	29%	2%	100.4%	100.4% 100.4%
2044	592,444	591,000	1,444	0	492,585	0	492,585	25%	2%	100.2%	100.2% 100.2%
2045	627,991	625,750	2,241	0	494,826	0	494,826	21%	2%	100.4%	100.4% 100.4%
2046	627,991	627,750	241	0	495,067	0	495,067	17%	1%	100.0%	100.0% 100.0%
2047	665,671	663,500	2,171	0	497,238	0	497,238	13%	1%	100.3%	100.3% 100.3%
2048	665,671	661,250	4,421	0	501,658	0	501,658	8%	1%	100.7%	100.7% 100.7%
2049	705,611	702,000	3,611	505,269	0	0	0	0%	0%	100.5%	100.5% 100.5%
					13,154,250		13,154,250	505,269	505,269		
					13,659,519		13,659,519	505,269	505,269		

[B(May2518 20nspB]



DAVIDSON
FIXED INCOME CAPITAL MARKETS

KRF HOLLY METROPOLITAN DISTRICT

Operations Revenue and Expense Projection

KRF HOLLYMETROPOLITAN DISTRICT

Development Projection – Buildout Plan (updated 5/11/18)

YEAR	Residential Development						Residential Summary		
	Incr/(Decr) in Finished Lot			Townhomes			Total Residential Market Value	Total Res'l Units	
	# Lots Devel'd	Value @ 10%	# Units Completed 180 target	Price Inflated @ 2%	Market Value				
2019	60	2,700,000	0	\$450,000	0		\$0	0	
2020	60	0	60	459,000	27,540,000		27,540,000	60	
2021	60	0	60	468,180	28,090,800		28,090,800	60	
2022	0	(2,700,000)	60	477,544	28,652,616		28,652,616	60	
2023	0	0	0	487,094	0		0	0	
2024	0	0	0	496,836	0		0	0	
2025	0	0	0	506,773	0		0	0	
2026	0	0	0	516,909	0		0	0	
2027	0	0	0	527,247	0		0	0	
2028	0	0	0	537,792	0		0	0	
2029	0	0	0	548,547	0		0	0	
2030	0	0	0	559,518	0		0	0	
2031	0	0	0	570,709	0		0	0	
2032	0	0	0	582,123	0		0	0	
2033	0	0	0	593,765	0		0	0	
2034	0	0	0	605,641	0		0	0	
2035	0	0	0	617,754	0		0	0	
2036	0	0	0	630,109	0		0	0	
2037	0	0	0	642,711	0		0	0	
2038	0	0	0	655,565	0		0	0	
2039	0	0	0	668,676	0		0	0	
					<u>84,283,416</u>				
	<u>180</u>	<u>0</u>	<u>180</u>				<u>84,283,416</u>	<u>180</u>	

Commercial Development

YEAR	Restaurant						General Retail						Commercial Summary									
	Incr/(Decr) in Finished Lot		Value @ 10%		Square Ft, Completed 3,500		per Sq Ft, Inflated @ 2%		Market Value		Incr/(Decr) in Finished Lot		per Sq Ft, Completed @ 10%		Market Value		Incr/(Decr) in Finished Lot		per Sq Ft, Completed @ 10%		Market Value	
	SF Devel'd	Devel'd	SF Value @ 10%	SF Completed 3,500	SF Value @ 10%	SF Completed 3,500	SF Value @ 10%	SF Completed 3,500	SF Value @ 10%	SF Completed 3,500	SF Value @ 10%	SF Completed 3,500	SF Value @ 10%	SF Completed 3,500	SF Value @ 10%	SF Completed 3,500	SF Value @ 10%	SF Completed 3,500	SF Value @ 10%	SF Completed 3,500	SF Value @ 10%	
2019	3,500	148,750	0	148,750	0	3,500	148,750	0	3,500	148,750	0	3,500	148,750	0	3,500	148,750	0	3,500	148,750	0	3,500	148,750
2020	0	(148,750)	0	(148,750)	0	0	(148,750)	0	0	(148,750)	0	0	(148,750)	0	0	(148,750)	0	0	(148,750)	0	0	(148,750)
2021	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
2022	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
2023	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
2024	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
2025	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
2026	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
2027	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
2028	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
2029	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
2030	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
2031	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
2032	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
2033	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
2034	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
2035	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
2036	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
2037	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
2038	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
2039	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
	3,500	0	0	3,500	0	3,500	0	3,500	0	3,500	0	3,500	0	3,500	0	3,500	0	3,500	0	3,500	0	

[1] Adj. to actual/prelim AV

[2] Adj. to actual/prelim AV

SOURCES AND USES OF FUNDS

KRF HOLLY METROPOLITAN DISTRICT
GENERAL OBLIGATION BONDS, SERIES 2020
45.000 (target) Mills
Non-Rated, 100x, 30-yr. Maturity
(Full Growth + 6.00% Bi-Reassessment Projections)
[Preliminary -- for discussion only]

Dated Date	12/01/2020
Delivery Date	12/01/2020

Sources:

Bond Proceeds:	
Par Amount	6,720,000.00
6,720,000.00	

Uses:

Project Fund Deposits:	
Project Fund	4,736,850.00
Other Fund Deposits:	
Capitalized Interest Fund	1,008,000.00
Debt Service Reserve	615,750.00
1,623,750.00	
Cost of Issuance:	
Other Cost of Issuance	225,000.00
Delivery Date Expenses:	
Underwriter's Discount	134,400.00
6,720,000.00	

BOND SUMMARY STATISTICS

KRF HOLLY METROPOLITAN DISTRICT
GENERAL OBLIGATION BONDS, SERIES 2020
45.000 (target) Mills
Non-Rated, 100x, 30-yr. Maturity
(Full Growth + 6.00% Bi-Reassessment Projections)
[Preliminary -- for discussion only]

Dated Date	12/01/2020
Delivery Date	12/01/2020
First Coupon	06/01/2021
Last Maturity	12/01/2050
Arbitrage Yield	5.000000%
True Interest Cost (TIC)	5.148953%
Net Interest Cost (NIC)	5.000000%
All-In TIC	5.408458%
Average Coupon	5.000000%
Average Life (years)	23.982
Weighted Average Maturity (years)	23.982
Duration of Issue (years)	13.850
Par Amount	6,720,000.00
Bond Proceeds	6,720,000.00
Total Interest	8,058,000.00
Net Interest	8,192,400.00
Bond Years from Dated Date	161,160,000.00
Bond Years from Delivery Date	161,160,000.00
Total Debt Service	14,778,000.00
Maximum Annual Debt Service	1,317,750.00
Average Annual Debt Service	492,600.00
Underwriter's Fees (per \$1000)	
Average Takedown	
Other Fee	20.000000
Total Underwriter's Discount	20.000000
Bid Price	98.000000

Bond Component	Par Value	Price	Average Coupon	Average Life	Average Maturity Date	PV of 1 bp change
Term Bond due 2050	6,720,000.00	100.000	5.000%	23.982	11/24/2044	10,416.00
	6,720,000.00			23.982		10,416.00

	TIC	All-In TIC	Arbitrage Yield
Par Value	6,720,000.00	6,720,000.00	6,720,000.00
+ Accrued Interest			
+ Premium (Discount)			
- Underwriter's Discount	-134,400.00	-134,400.00	
- Cost of Issuance Expense		-225,000.00	
- Other Amounts			
Target Value	6,585,600.00	6,360,600.00	6,720,000.00
Target Date	12/01/2020	12/01/2020	12/01/2020
Yield	5.148953%	5.408458%	5.000000%

BOND DEBT SERVICE

KRF HOLLY METROPOLITAN DISTRICT
GENERAL OBLIGATION BONDS, SERIES 2020
45.000 (target) Mills
Non-Rated, 100x, 30-yr. Maturity
(Full Growth + 6.00% Bi-Reassessment Projections)
[Preliminary -- for discussion only]

Period Ending	Principal	Coupon	Interest	Debt Service	Annual Debt Service
06/01/2021			168,000	168,000	
12/01/2021			168,000	168,000	336,000
06/01/2022			168,000	168,000	
12/01/2022			168,000	168,000	336,000
06/01/2023			168,000	168,000	
12/01/2023			168,000	168,000	336,000
06/01/2024			168,000	168,000	
12/01/2024			168,000	168,000	336,000
06/01/2025			168,000	168,000	
12/01/2025			168,000	168,000	336,000
06/01/2026			168,000	168,000	
12/01/2026	10,000	5.000%	168,000	178,000	346,000
06/01/2027			167,750	167,750	
12/01/2027	15,000	5.000%	167,750	182,750	350,500
06/01/2028			167,375	167,375	
12/01/2028	35,000	5.000%	167,375	202,375	369,750
06/01/2029			166,500	166,500	
12/01/2029	35,000	5.000%	166,500	201,500	368,000
06/01/2030			165,625	165,625	
12/01/2030	60,000	5.000%	165,625	225,625	391,250
06/01/2031			164,125	164,125	
12/01/2031	65,000	5.000%	164,125	229,125	393,250
06/01/2032			162,500	162,500	
12/01/2032	90,000	5.000%	162,500	252,500	415,000
06/01/2033			160,250	160,250	
12/01/2033	95,000	5.000%	160,250	255,250	415,500
06/01/2034			157,875	157,875	
12/01/2034	125,000	5.000%	157,875	282,875	440,750
06/01/2035			154,750	154,750	
12/01/2035	130,000	5.000%	154,750	284,750	439,500
06/01/2036			151,500	151,500	
12/01/2036	165,000	5.000%	151,500	316,500	468,000
06/01/2037			147,375	147,375	
12/01/2037	170,000	5.000%	147,375	317,375	464,750
06/01/2038			143,125	143,125	
12/01/2038	210,000	5.000%	143,125	353,125	496,250
06/01/2039			137,875	137,875	
12/01/2039	220,000	5.000%	137,875	357,875	495,750
06/01/2040			132,375	132,375	
12/01/2040	260,000	5.000%	132,375	392,375	524,750
06/01/2041			125,875	125,875	
12/01/2041	275,000	5.000%	125,875	400,875	526,750
06/01/2042			119,000	119,000	
12/01/2042	320,000	5.000%	119,000	439,000	558,000
06/01/2043			111,000	111,000	
12/01/2043	335,000	5.000%	111,000	446,000	557,000
06/01/2044			102,625	102,625	
12/01/2044	385,000	5.000%	102,625	487,625	590,250
06/01/2045			93,000	93,000	
12/01/2045	405,000	5.000%	93,000	498,000	591,000
06/01/2046			82,875	82,875	
12/01/2046	460,000	5.000%	82,875	542,875	625,750
06/01/2047			71,375	71,375	
12/01/2047	485,000	5.000%	71,375	556,375	627,750
06/01/2048			59,250	59,250	
12/01/2048	545,000	5.000%	59,250	604,250	663,500
06/01/2049			45,625	45,625	
12/01/2049	570,000	5.000%	45,625	615,625	661,250
06/01/2050			31,375	31,375	
12/01/2050	1,255,000	5.000%	31,375	1,286,375	1,317,750
	6,720,000		8,058,000	14,778,000	14,778,000

NET DEBT SERVICE

KRF HOLLY METROPOLITAN DISTRICT
GENERAL OBLIGATION BONDS, SERIES 2020
45.000 (target) Mills
Non-Rated, 100x, 30-yr. Maturity
(Full Growth + 6.00% Bi-Reassessment Projections)
[Preliminary -- for discussion only]

Period Ending	Principal	Interest	Total Debt Service	Debt Service Reserve	Capitalized Interest Fund	Net Debt Service
12/01/2021		336,000	336,000		336,000	
12/01/2022		336,000	336,000		336,000	
12/01/2023		336,000	336,000		336,000	
12/01/2024		336,000	336,000			336,000
12/01/2025		336,000	336,000			336,000
12/01/2026	10,000	336,000	346,000			346,000
12/01/2027	15,000	335,500	350,500			350,500
12/01/2028	35,000	334,750	369,750			369,750
12/01/2029	35,000	333,000	368,000			368,000
12/01/2030	60,000	331,250	391,250			391,250
12/01/2031	65,000	328,250	393,250			393,250
12/01/2032	90,000	325,000	415,000			415,000
12/01/2033	95,000	320,500	415,500			415,500
12/01/2034	125,000	315,750	440,750			440,750
12/01/2035	130,000	309,500	439,500			439,500
12/01/2036	165,000	303,000	468,000			468,000
12/01/2037	170,000	294,750	464,750			464,750
12/01/2038	210,000	286,250	496,250			496,250
12/01/2039	220,000	275,750	495,750			495,750
12/01/2040	260,000	264,750	524,750			524,750
12/01/2041	275,000	251,750	526,750			526,750
12/01/2042	320,000	238,000	558,000			558,000
12/01/2043	335,000	222,000	557,000			557,000
12/01/2044	385,000	205,250	590,250			590,250
12/01/2045	405,000	186,000	591,000			591,000
12/01/2046	460,000	165,750	625,750			625,750
12/01/2047	485,000	142,750	627,750			627,750
12/01/2048	545,000	118,500	663,500			663,500
12/01/2049	570,000	91,250	661,250			661,250
12/01/2050	1,255,000	62,750	1,317,750	615,750		702,000
	6,720,000	8,058,000	14,778,000	615,750	1,008,000	13,154,250

BOND SOLUTION

KRF HOLLY METROPOLITAN DISTRICT
GENERAL OBLIGATION BONDS, SERIES 2020
45.000 (target) Mills
Non-Rated, 100x, 30-yr. Maturity
(Full Growth + 6.00% Bi-Reassessment Projections)
[Preliminary -- for discussion only]

Period Ending	Proposed Principal	Proposed Debt Service	Debt Service Adjustments	Total Adj Debt Service	Revenue Constraints	Unused Revenues	Debt Serv Coverage
12/01/2021		336,000	-336,000		39,923	39,923	
12/01/2022		336,000	-336,000		163,171	163,171	
12/01/2023		336,000	-336,000		257,717	257,717	
12/01/2024		336,000		336,000	330,818	-5,182	98.45770%
12/01/2025		336,000		336,000	330,818	-5,182	98.45770%
12/01/2026	10,000	346,000		346,000	350,667	4,667	101.34883%
12/01/2027	15,000	350,500		350,500	350,667	167	100.04763%
12/01/2028	35,000	369,750		369,750	371,707	1,957	100.52927%
12/01/2029	35,000	368,000		368,000	371,707	3,707	101.00733%
12/01/2030	60,000	391,250		391,250	394,009	2,759	100.70527%
12/01/2031	65,000	393,250		393,250	394,009	759	100.19310%
12/01/2032	90,000	415,000		415,000	417,650	2,650	100.63854%
12/01/2033	95,000	415,500		415,500	417,650	2,150	100.51743%
12/01/2034	125,000	440,750		440,750	442,709	1,959	100.44446%
12/01/2035	130,000	439,500		439,500	442,709	3,209	100.73013%
12/01/2036	165,000	468,000		468,000	469,271	1,271	100.27168%
12/01/2037	170,000	464,750		464,750	469,271	4,521	100.97288%
12/01/2038	210,000	496,250		496,250	497,428	1,178	100.23733%
12/01/2039	220,000	495,750		495,750	497,428	1,678	100.33843%
12/01/2040	260,000	524,750		524,750	527,273	2,523	100.48088%
12/01/2041	275,000	526,750		526,750	527,273	523	100.09937%
12/01/2042	320,000	558,000		558,000	558,910	910	100.16305%
12/01/2043	335,000	557,000		557,000	558,910	1,910	100.34288%
12/01/2044	385,000	590,250		590,250	592,444	2,194	100.37178%
12/01/2045	405,000	591,000		591,000	592,444	1,444	100.24440%
12/01/2046	460,000	625,750		625,750	627,991	2,241	100.35814%
12/01/2047	485,000	627,750		627,750	627,991	241	100.03841%
12/01/2048	545,000	663,500		663,500	665,671	2,171	100.32714%
12/01/2049	570,000	661,250		661,250	665,671	4,421	100.66851%
12/01/2050	1,255,000	1,317,750	-615,750	702,000	705,611	3,611	100.51436%
	6,720,000	14,778,000	-1,623,750	13,154,250	13,659,519	505,269	