



SERVICE PLAN
FOR
WEST LOT METROPOLITAN DISTRICT NO. 1
IN THE CITY AND COUNTY OF DENVER, COLORADO

Submitted: June 29, 2018

Resubmitted: August 3, 2018

Approved: _____, 2018

Prepared by:
MCGEADY BECHER P.C.
450 E. 17th AVENUE, SUITE 400
DENVER, CO 80203

TABLE OF CONTENTS

I. INTRODUCTION1

II. DEFINITIONS1

III. LOCATION AND BOUNDARIES4

IV. DESCRIPTION OF PROJECT AND PLANNED DEVELOPMENT4

V. INCLUSION OF LAND.....5

VI. DISTRICT RATIONALE.....5

VII. DISTRICT GOVERNANCE5

VIII. AUTHORIZED AND PROHIBITED POWERS5

 A. Authorized Powers.....5

 1. Special Improvement District.5

 2. Covenant Enforcement.6

 3. Television Translation and Relay.6

 B. Prohibited Services, Restrictions, and Limitations.....6

 1. Eminent Domain Restriction.6

 2. Fee Limitation.....6

 3. Fire Protection Restriction.....7

 4. Public Safety Services.7

 5. Grants from Governmental Agencies Restriction.....7

 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.....8

IX.	PUBLIC IMPROVEMENTS AND ESTIMATED COSTS.....	8
A.	Contracting.	9
B.	Land Acquisition and Conveyance.	9
C.	Prevailing Wages Requirement.	9
D.	Small or Disadvantaged Business Enterprises.....	9
E.	Equal Employment and Discrimination.....	9
F.	Public Art Requirement.	10
X.	FINANCING PLAN/PROPOSED INDEBTEDNESS.....	10
A.	Financing Plan.	10
B.	Mill Levies.....	11
1.	Aggregate Mill Levy Maximum.....	11
2.	Regional Mill Levy Not Included in Other Mill Levies.	11
3.	Operating Mill Levy.	11
4.	Assessed Value and Mill Levies.....	11
5.	Gallagher Adjustments.	11
6.	Excessive Mill Levy Pledges.....	12
7.	Maximum Debt Mill Levy Imposition Term.....	12
C.	Interest Rate and Underwriting Terms Certification.	12
D.	Disclosure to Land Purchasers.....	12
E.	Independent Registered Municipal Advisor.	12
F.	Disclosure to Bond Purchasers.	13
XI.	BANKRUPTCY LIMITATIONS.....	13
A.	No Set Aside.	13
B.	Bankruptcy Code Provisions.	13

XII. REGIONAL IMPROVEMENTS13

A. Regional Mill Levy Authority.14

B. Regional Mill Levy Imposition.14

C. City Notice Regarding Regional Improvements.....14

D. Regional Improvements Authorized Under Service Plan.....14

E. Expenditure of Regional Mil Levy Revenues.14

 1. Intergovernmental Agreement.14

 2. No Intergovernmental Agreement.14

F. Regional Mill Levy Term.15

G. Regional Mill Levy Not Included in Other Mill Levies.15

 1. Gallagher Adjustment.15

H. Completion of Regional Improvements.....15

I. City Authority to Require Imposition.....15

XIII. CITY FEES16

XIV. ANNUAL REPORTS16

XV. SERVICE PLAN AMENDMENTS16

XVI. DISSOLUTION.....16

EXHIBITS

- Exhibit A** Legal Description of Initial District Boundaries
- Exhibit B** Map of Initial District Boundaries
- Exhibit C** Legal Description of Inclusion Area Boundaries
- Exhibit D** Map of Inclusion Area Boundaries
- Exhibit E** Non-Exhaustive List and Estimated Costs of Public Improvements
- Exhibit F** Matrix Setting Forth the Anticipated Ownership, Operation and Maintenance of Public Improvements
- Exhibit G** Numerical Plan

I. INTRODUCTION

The West Lot Metropolitan District No. 1, (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.

The District is being organized in conjunction with one (1) other metropolitan district: West Lot Metropolitan District No. 2 (collectively, with the District, the “**Districts**”). The District is anticipated to act as the “**Coordinating District**,” organized to finance, construct, own, manage, and operate the Public Improvements. It is anticipated that District No. 2 will be organized as a “**Financing District**” in order to cooperate with District No. 1 to generate revenue to pay costs of public infrastructure.

II. DEFINITIONS

Aggregate Mill Levy: The total mill levy resulting from adding the District’s Debt Mill Levy and Operating Mill Levy. The District’s Aggregate Mill Levy does not include any Regional Mill Levy that the District may 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 sixty (60) mills.

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

City: The City and County of Denver, Colorado.

Coordinating District: District No. 1

C.R.S.: The Colorado Revised Statutes.

Debt: Any obligation of the District wherein the District has promised or pledged to impose an ad valorem property tax levy or Fees to pay the obligation. The term obligation includes, but is not limited to, the following: (a) obligations evidenced by bonds, debentures, notes or similar instruments; (b) obligations upon which interest charges are customarily paid; (c) obligations under conditional sale or other title retention agreements relating to property or assets purchased

by the District; (d) except in the ordinary course of business, obligations issued or assumed as the deferred purchase price of property or services; (e) 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); (f) obligations arising from guarantees made by the District; (g) obligations evidenced by capital leases; (h) obligations as an account party in respect of letters of credit and bankers' acceptances or similar obligations issued in respect of the District; (i) obligations evidenced by any interest rate exchange agreement; k) Developer Obligations; and (l) any obligations issued to refund (a) through (k) listed in this definition.

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

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 related to the Developer and pursuant to which the District has pledged to impose a Debt Mill Levy to repay the Developer.

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 Debt Issuance Limit: is as defined in Section X.A.

District No. 1: West Lot Metropolitan District No. 1

District No. 2: West Lot Metropolitan District No. 2

Districts: Collectively, District No. 1 and District No. 2

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

D.R.M.C.: The Denver Revised Municipal Code

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.

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

Financing District: District No. 2

Financing Plan: is as defined in Section X.A.

Inclusion Area Boundaries: Boundaries of Taxable Properties and non-Taxable Properties that are anticipated to be included within the District Boundaries after District organization, as described in **Exhibit C** and reflected in the Inclusion Area Boundaries map in **Exhibit D**.

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 D**.

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

Maximum Debt Mill Levy Imposition Term: The period of time in which the District's Debt Mill Levy may be imposed as set forth in Section X.B.7.

Numerical Plan: as defined in Section X.A.

O&M Matrix: the chart attached as **Exhibit F** as may be amended pursuant to Section IX.

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 and Service Area. A non-exhaustive list of examples is provided in **Exhibit E** of the types of Public Improvements. Regional Improvements are not included in **Exhibit E**.

Regional Improvements: Any regional public improvements identified by the City for funding, in whole or part, by a Regional Mill Levy levied by the District.

Regional Mill Levy: An ad valorem tax levied upon taxable real and personal property for planning, design, acquisition, funding, construction, installation, relocation and/or redevelopment of the Regional Improvements and/or to fund the administration and overhead costs related to the provisions of Regional Improvements.

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 less than one (1) acre and the total area proposed to be included in the Inclusion Area Boundaries is approximately 3.023 acres. A legal description and map of the Initial District Boundaries are attached hereto as **Exhibit A** and **Exhibit B**, respectively. A legal description and map of the Inclusion Area Boundaries is attached hereto as **Exhibit C** and **Exhibit D**, respectively. It is anticipated that the District's 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 Project is anticipated to be developed in a single phase with construction to begin in 2019 and to be completed in late 2020, as development warrants. The Districts will provide for construction, financing, operation and maintenance of Public Improvements that are necessary to develop the Project in accordance with a general planned unit development plan to be approved by the City and the zoning of the Service Area, as the same may be changed from time-to-time. The Service Area is anticipated to be developed as a mixed-use project generally consisting of a hotel, office buildings, residential condominiums, and retail.

V. INCLUSION OF LAND

The District shall not include any property outside the Inclusion Area 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. Therefore, formation of the District is necessary for the provision of the Public Improvements required for the Planned Development.

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

A. Authorized 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. In addition to the foregoing, it is expressly intended that the District shall have the following powers and authorities:

1. Special Improvement District.

Pursuant to Section 32-1-1101.7, C.R.S. (the "**SID Statute**"), and to encourage use and installation of improvements in accordance with the Developer and the City's vision for sustainable community development associated with the Project, the Districts shall have the power to form a special improvement district or districts (the "**Green SID**") within the boundaries of the Districts to encourage, accommodate, and finance "**Renewable Energy Improvements**," as defined by Section 31-25-501(4)(a), C.R.S., and "**Energy Efficiency Improvements**," as defined by Section 31-25-501(1.9) (collectively referred to herein as the "**Green Improvements**"). The SID Statute and Section 31-25-500.2, et seq., C.R.S. provide a means by which the Districts can incentivize the use and installation of Green Improvements through the organization of one or more Green SIDs to finance such Green Improvements with a repayment period of up to twenty (20) years through special assessments. Pursuant to

the SID Statute, the Districts will only levy assessments within the Green SID with the written consent of one hundred percent (100%) of the owners of the property to be assessed or upon approval of a majority of the eligible electors of the Green SID. Upon formation of the Green SID and approval of the levying of assessments by the Green SID property owners, as described above, the Green SID may issue assessment bonds payable from assessment revenue (the “**SID Bonds**”). As more particularly detailed in Section X below, any SID Bonds shall be subject to applicable parameters for bonded debt issuance of the Districts. Prior written approval of the Manager of Finance shall be required before the Districts may organize a Green SID.

2. Covenant Enforcement.

The District shall have the power to provide covenant enforcement and design review services within the Service Area if the District and the governing body of the owners’ association, a master association or similar body contract for such services, or if the declaration, rules and regulations, or any similar document containing the covenants to be enforced name the District as the enforcement or design review entity.

3. Television Translation and Relay.

The District shall have the power to provide for the design, acquisition, construction, completion, installation, operation and maintenance of television relay and translation facilities, cable and communication facilities, fiber optic conduit network, together with all necessary, incidental and appurtenant facilities, land and easements, and all necessary extensions of and improvements to said facilities within and without the boundaries of the District.

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 E 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 E**, excluding any improvements paid for by the Regional Mill Levy necessary to serve the Planned Development, are approximately \$32,360,000 in 2018 dollars. The cost estimates are based upon preliminary engineering, architectural surveys, and reviews of the Public Improvements set forth in **Exhibit E** and include all construction cost estimates together with estimates of costs such as land acquisition, engineering services, legal expenses, and other associated expenses. 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 O&M Matrix in **Exhibit F**, either individually or categorically, to identify the ownership and maintenance responsibilities of the Public Improvements. The O&M Matrix may be amended by the District from time to time. Amendments to the O&M Matrix that will add Public Improvements that the City will be responsible to own or maintain will require the consent of the Manager of Finance. The District may add Public Improvements to the O&M Matrix without the consent of the Manager of Finance so long as the Public Improvements are not to be owned or maintained by the City.

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.

E. 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.

F. 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 applicable 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. This section also describes the District's obligation to help finance certain Regional Improvements, if any.

A. Financing Plan.

The Financing Plan includes the narrative contained within this Section X.A. through E. of the Service Plan and the Numerical Plan. The Numerical Plan projects the issuance of the District's Debt and anticipated debt repayment based on the development assumptions and absorptions of the property within the District as prepared by the Developer and its economic and planning consultants. The Numerical Plan anticipates the District will acquire, construct and complete all the Public Improvements needed to serve the Planned Development, including repaying any Developer Obligation, and that the District will tax all property within its boundaries. The actual construction and Debt plan of the District will be determined by the District Board as required for the actual phasing and build-out of the Project over time.

The Numerical Plan includes the estimated property tax revenue of the District, revenue available from specific ownership taxes, Fees, and other amounts available for payment of debt service on Debt and for operations and maintenance expenses; as set forth in Exhibit G attached hereto and incorporated herein. Debt issued by the District shall mature not later than thirty (30) years per series after their date of issuance with the first maturity not later than five (5) years after the date of issuance, unless such limitation is waived in writing by the Manager of Finance. The District shall not issue Debt, excluding any Debt issued to refund Debt, in excess of fifty million \$50,000,000 dollars (the "**District Debt Issuance Limit**").

The Financing Plan for the District is for the District to incur Debt, from time to time, to fund the Public Improvements to support the development of the Project from the property tax revenues derived from a mill levy not to exceed the Debt Mill Levy limits set forth in the Service Plan and the Maximum Debt Mill Levy Imposition Term, specific ownership taxes, rates, Fees, tolls and charges of the District permitted under State Statutes, and other legally available revenues of the District. The Financing Plan incorporates all the provisions of this Part X of the Service Plan.

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 since the District (i) will be issuing Debt on a phased basis to support new development; (ii) will not pledge to impose property taxes for repayment of the Debt in excess of the Debt Mill Levy Limits set forth in the Service Plan and the Maximum Debt Mill Levy Imposition Term; (iii) will not issue Debt above the District Debt Issuance Limit; and (iv) will secure the certification of an Independent Registered Municipal Advisor as to the market reasonableness of the terms of the Debt issuance 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 sixty (60) mills.

2. Regional Mill Levy Not Included in Other Mill Levies.

The Regional Mill Levy shall not be counted against the Aggregate Mill Levy, Aggregate Mill Levy Maximum, Debt Mill Levy, nor Operating Mill Levy levied by the District.

3. Operating Mill Levy.

The District may impose an Operating Mill Levy of up to sixty (60) 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) mills.

4. 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 fifty (50%) of the District's then assessed value. 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. 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.

5. 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.

6. 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.

7. Maximum Debt Mill Levy Imposition Term.

The Maximum Debt Mill Levy Imposition Term shall not exceed forty (40) years from December 31 of the tax collection year following the first year of imposition of the District of a Debt Mill Levy. 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. The District shall have the authority to impose the Regional Improvement Mill Levy in accordance with Section XII below.

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 paid 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.

At the time of Debt issuance, if the total amount of Debt exceeds Five Million Dollars (\$5,000,000), the District shall retain an Independent Registered Municipal Advisor ("Advisor") to provide an opinion regarding the proposed terms of the Debt and whether

conditions are in the best interest of the District based on the following considerations: (a) the status of development within the District; (b) the projected tax base increase in the District; (c) the security offered; and (d) any other reasonable considerations as may be identified by the Advisor.

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. At the discretion of the City, the District shall impose a Regional Improvement Mill Levy on all property within the District under the following terms:

A. Regional Mill Levy Authority.

The District shall include the authority to impose an additional Regional Mill Levy of five (5) mills as part of the District's initial TABOR election.

B. Regional Mill Levy Imposition.

The District shall impose the Regional Mill Levy at a rate not to exceed five (5) mills within one year of receiving written notice from the Manager of the Finance to the District requesting the imposition of the Regional Mill Levy.

C. City Notice Regarding Regional Improvements.

Such notice from the City shall provide a description of the Regional Improvements to be constructed and an analysis explaining how the Regional Improvements will be beneficial to property owners within the District. The City shall require that Planned Developments that (i) are adjacent to the District and (ii) will benefit from the Regional Improvements also impose a Regional Mill Levy, to the extent possible.

D. Regional Improvements Authorized Under Service Plan.

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. Anticipated Regional Improvements include, but are not limited to, The 5280 Loop and other projects identified in the Denver Moves Downtown Plan.

E. Expenditure of Regional Mill Levy Revenues.

Revenue collected through the imposition of the Regional Mill Levy shall be expended as follows:

1. Intergovernmental Agreement.

If the City and the District have executed an intergovernmental agreement concerning the Regional Improvements, then the revenue from the Regional Mill Levy shall be used in accordance with such agreement;

2. No Intergovernmental Agreement.

If no intergovernmental agreement exists between the District and the City, then the revenue from the Regional Mill Levy shall be conveyed to the City, for use by the City in the planning, designing, constructing, installing, acquiring, relocating,

redeveloping, or financing of Regional Improvements which benefit the End Users of the District as prioritized and determined by the City.

F. Regional Mill Levy Term.

The Regional Mill Levy shall not exceed a term of twenty-five (25) years from December 31 of the tax collection year after which the Regional Mill Levy was first imposed.

G. Regional Mill Levy Not Included in Other Mill Levies.

The imposition of any such Regional Mill Levy by the District shall not be applied toward the calculation of the Aggregate Mill Levy.

1. Gallagher Adjustment.

In the event the method of calculating assessed valuation is changed after the date of approval of this service plan, the Regional Mill Levy may be increased or shall be decreased to reflect such changes; such increases or decreases shall be determined by the District in good faith so that to the extent possible, the actual tax revenues generated by the Regional Mill Levy, as adjusted, are neither enhanced nor diminished as a result of such change.

H. Completion of Regional Improvements.

All Regional Improvements shall be completed prior to the end of the twenty-five (25) year Regional Mill Levy term.

I. City Authority to Require Imposition.

The City's authority to require the initiation of the imposition of a Regional Mill Levy shall expire fifteen (15) years after December 31st of the year in which the District first imposes a Debt Mill Levy.

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

**EXHIBIT A
LEGAL DESCRIPTION**

AN EASEMENT LOCATED WITHIN BLOCK C, EAST DENVER, "EXHIBIT A" LEASE PARCEL RECEPTION NUMBER 2017043453, BEING A PORTION OF THE NORTHWEST ONE-QUARTER OF SECTION 34, TOWNSHIP 3 SOUTH, RANGE 88 WEST, OF THE 8TH PRINCIPAL MERIDIAN, CITY AND COUNTY OF DENVER, STATE OF COLORADO, DESCRIBED AS FOLLOWS:

COMMENCING AT THE SOUTHEAST CORNER OF SAID BLOCK C;
THENCE NORTH 45°08'30" WEST, ON THE SOUTHWEST LINE OF SAID BLOCK C, A DISTANCE OF 219.73 FEET;
THENCE DEPARTING SAID SOUTHWEST LINE NORTH 44°48'13" EAST, A DISTANCE OF 29.77 FEET TO THE **POINT OF BEGINNING**;
THENCE CONTINUING NORTH 44°48'13" EAST, A DISTANCE OF 16.00 FEET;
THENCE SOUTH 45°08'29" EAST, A DISTANCE OF 8.50 FEET;
THENCE SOUTH 44°48'13" WEST, A DISTANCE OF 16.00 FEET;
THENCE NORTH 45°08'29" WEST, A DISTANCE OF 8.50 FEET TO THE **POINT OF BEGINNING**.

PARCEL CONTAINS 136 SQUARE FEET, OF LAND.

ALL LINEAL DISTANCE UNITS ARE REPRESENTED IN U.S. SURVEY FEET.

BASIS OF BEARINGS: BEARINGS ARE BASED ON THE SOUTHWEST LINE BLOCK C, EAST DENVER "EXHIBIT A" LEASE PARCEL, RECEPTION NUMBER 2017043453. SAID LINE BEARS NORTH 45°08'03" WEST.



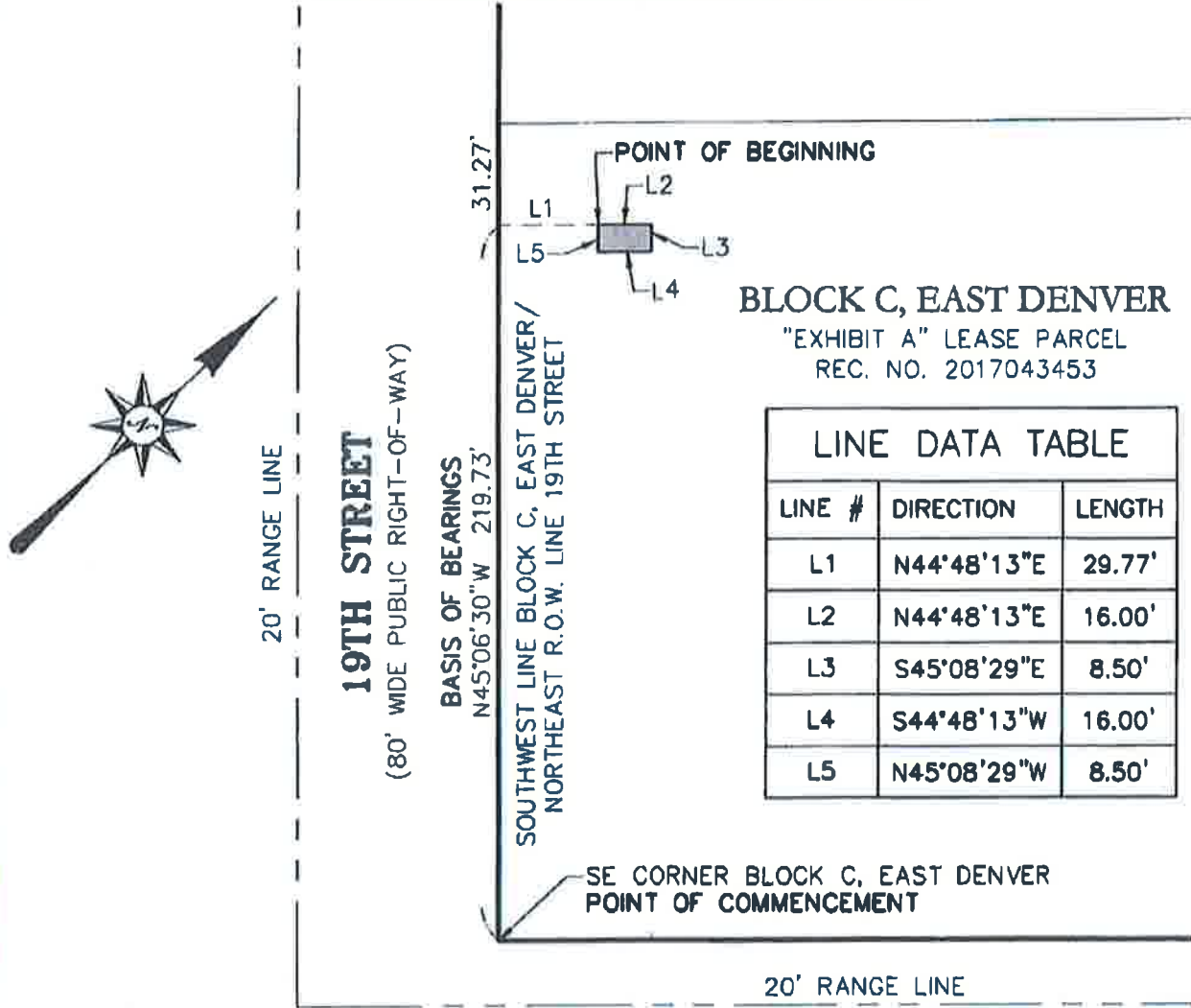
STACY LYNN BALZER, PLS
COLORADO REG. NO. 38495
FOR, AND ON BEHALF OF R&R ENGINEERS-SURVEYORS, INC.
710 WEST COLFAX AVE.
DENVER, COLORADO 80204
PHONE: 303-753-6730

EXHIBIT B

Map of Initial District Boundaries

EXHIBIT TO ACCOMPANY LEGAL DESCRIPTION

LOCATED WITHIN THE NORTHWEST ONE-QUARTER SECTION 34
TOWNSHIP 3 SOUTH, RANGE 68 WEST OF THE SIXTH PRINCIPAL MERIDIAN
CITY AND COUNTY OF DENVER, STATE OF COLORADO



BLOCK C, EAST DENVER
"EXHIBIT A" LEASE PARCEL
REC. NO. 2017043453

LINE DATA TABLE		
LINE #	DIRECTION	LENGTH
L1	N44°48'13"E	29.77'
L2	N44°48'13"E	16.00'
L3	S45°08'29"E	8.50'
L4	S44°48'13"W	16.00'
L5	N45°08'29"W	8.50'

NOTE

THIS DRAWING IS MEANT TO DEPICT THE ATTACHED LEGAL DESCRIPTION AND IS FOR INFORMATIONAL PURPOSES ONLY. IT DOES NOT REPRESENT A MONUMENTED LAND SURVEY.



PARCEL CONTAINS 136 SQ. FT.

Date: 04/11/2018	Sheet
Drawn: SHH	2
Checked: SLB	of
Job No.: RN17165	2



R&R ENGINEERS-SURVEYORS, INC.
710 WEST COLFAX AVENUE
DENVER, COLORADO 80204
PH: 303-753-6730 - FAX: 303-753-6568
WWW.RRENINEERS.COM

West Lot Metropolitan District Nos. 1 and 2
District Boundaries & Future Inclusion Area



Legend

-  District No. 1 Boundary
-  District No. 2 Boundary
-  Future Inclusion Area

EXHIBIT C

Legal Description of Inclusion Area Boundaries

PARCEL DESCRIPTION

PARCEL A: (PARKING LOT + WALKWAY)

A PARCEL OF LAND SITUATED IN A PORTION OF BLOCK C, EAST DENVER, AND BLOCK 1, HOYT & ROBINSONS ADDITION TO DENVER, BEING A PORTION OF THE SOUTHWEST ONE-QUARTER OF SECTION 27, TOWNSHIP 3 SOUTH, RANGE 68 WEST OF THE 6TH PRINCIPAL MERIDIAN, CITY AND COUNTY OF DENVER, STATE OF COLORADO MORE PARTICULARLY DESCRIBED AS FOLLOWS:

BEGINNING AT THE SOUTHEAST CORNER OF SAID BLOCK C, EAST DENVER, SAID POINT ALSO BEING AT THE NORTHEASTERLY RIGHT OF WAY INTERSECTION OF 19TH STREET AND WAZEE STREET, SAID POINT BEING THE TRUE POINT OF BEGINNING; THENCE NORTH 45 DEGREES 26 MINUTES 17 SECONDS WEST ALONG THE SOUTHWESTERLY LINE OF SAID BLOCK C, EAST DENVER AND EXTENSION THEREOF AND THE NORTHEASTERLY RIGHT OF WAY LINE OF SAID 19TH STREET A DISTANCE OF 326.09 FEET TO A POINT ON THE NORTHEASTERLY EXTENSION OF THE WYNKOOP STREET 20.00 FOOT RANGE LINE; THENCE NORTH 45 DEGREES 26 MINUTES 37 SECONDS WEST ALONG THE SOUTHWESTERLY LINE OF SAID BLOCK 1, HOYT & ROBINSONS ADDITION TO DENVER AND EXTENSION THEREOF AND THE NORTHEASTERLY RIGHT OF WAY LINE OF SAID 19TH STREET A DISTANCE OF 19.40 FEET TO THE SOUTHEASTERLY CORNER OF A PARCEL OF LAND CONVEYED TO THERMO HEAD HOUSE, L.L.C. BY SPECIAL WARRANTY DEED RECORDED OCTOBER 13, 1994 AT RECEPTION NO. 9400156352; THENCE NORTH 44 DEGREES 21 MINUTES 17 SECONDS EAST ALONG SAID SOUTHEASTERLY LINE OF RECEPTION NO. 9400156352, A DISTANCE OF 375.95 FEET TO A POINT ON THE SOUTHWESTERLY LINE OF ACQUISITION PARCEL TK 2279-00-005 REV. 1, CONVEYED TO THE CITY AND COUNTY OF DENVER BY SPECIAL WARRANTY DEED RECORDED APRIL 07, 1993 AT RECEPTION NO. R-93-0043076 IN THE CITY AND COUNTY OF DENVER CLERK AND RECORDER'S OFFICE; THENCE SOUTH 46 DEGREES 55 MINUTES 34 SECONDS EAST ALONG SAID SOUTHWESTERLY LINE OF RECEPTION NO. R-93-0043076, A DISTANCE OF 281.08 FEET; THENCE CONTINUING ALONG SAID SOUTHWESTERLY LINE OF RECEPTION NO. R-93-0043076, SOUTH 45 DEGREES 29 MINUTES 38 SECONDS EAST A DISTANCE OF 66.09 FEET TO A POINT ON THE EXTENSION OF THE NORTHWESTERLY RIGHT OF WAY LINE OF SAID WAZEE STREET; THENCE SOUTH 44 DEGREES 35 MINUTES 38 SECONDS WEST ALONG THE EXTENSION OF THE NORTHWESTERLY RIGHT OF WAY LINE OF SAID WAZEE STREET AND THE SOUTHEASTERLY LINE OF SAID BLOCK C, EAST DENVER AND THE EXTENSION THEREOF A DISTANCE OF 383.31 FEET TO THE TRUE POINT OF BEGINNING, CITY AND COUNTY OF DENVER, STATE OF COLORADO.

CONTAINING 131,694 SQUARE FEET OR 3.023 ACRES MORE OR LESS.

I, DEAN O. DANIELSON, A LAND SURVEYOR LICENSED IN THE STATE OF COLORADO, DO HEREBY CERTIFY THAT THIS EXHIBIT WAS PREPARED BY ME OR UNDER MY DIRECT SUPERVISION.

DEAN O. DANIELSON
P.L.S. NO. 16828

DESCRIPTION OF THE LAND

SCALE: 1"=100' DATE: MAY 03, 2018

REV: SHEET 1 OF 2 SHEETS

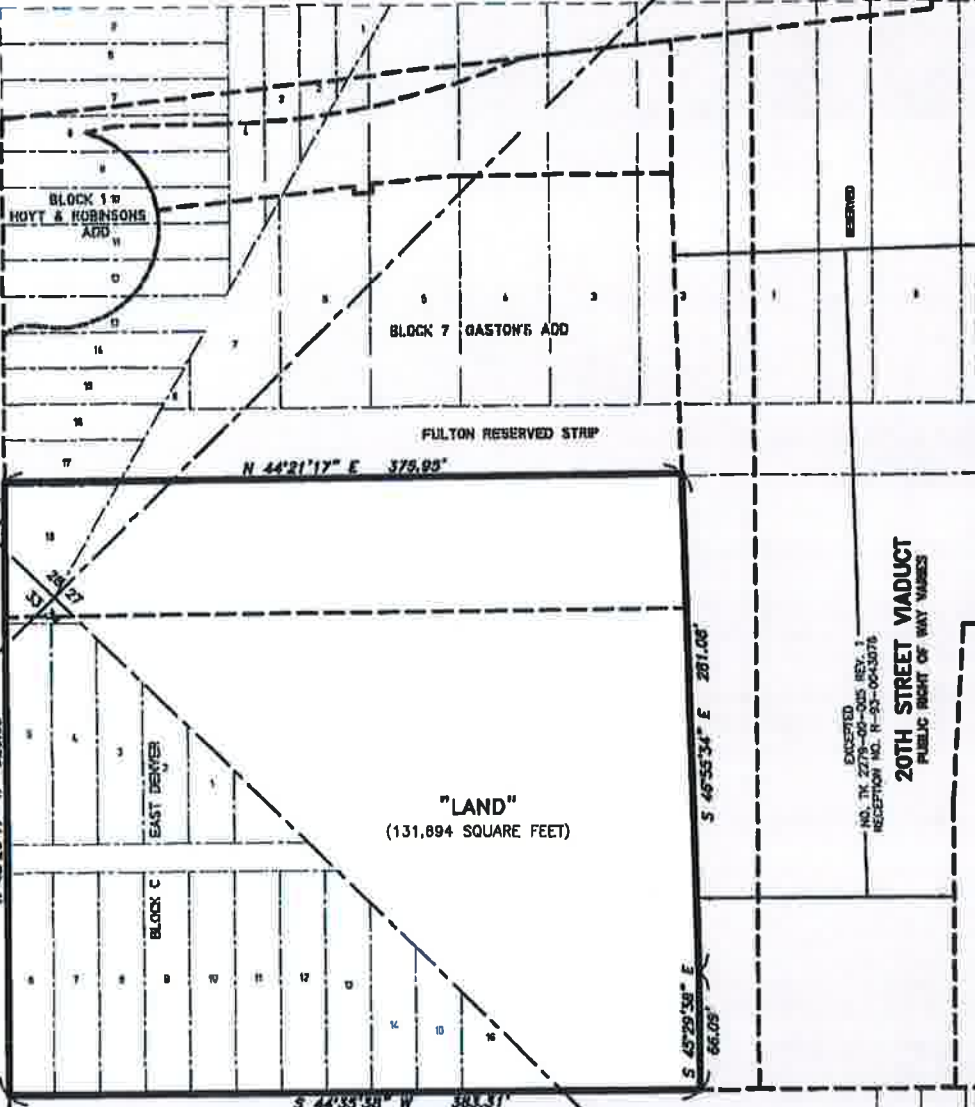
DRN. WB APPR. 1805-101

THIS DESCRIPTION IS NOT THE RESULT OF A MONUMENTED LAND SURVEY. IT IS INTENDED ONLY TO DEFINE THE AREA DESCRIBED HEREON.

EXHIBIT D

Map of Inclusion Area Boundaries

VACATED WEWATTA STREET



19TH STREET
80' PUBLIC RIGHT OF WAY

BLOCK 1
HOYT & ROBINSONS
ADD

BLOCK 7
GASTON'S ADD

FULTON RESERVED STRIP

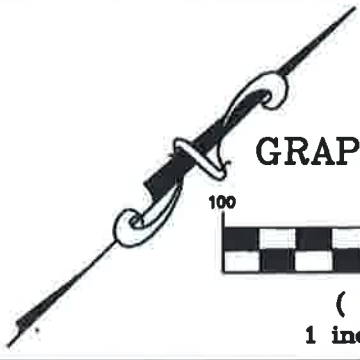
"LAND"
(131,894 SQUARE FEET)

20TH STREET VIADUCT
PUBLIC RIGHT OF WAY VALUES

PARCEL TWO

POINT OF BEGINNING
WEST LOT
SOUTHEAST CORNER OF
BLOCK C - EAST DENVER

WAZEE STREET
80' PUBLIC RIGHT OF WAY



GRAPHIC SCALE



(IN FEET)
1 inch = 100 ft.

DESCRIPTION OF THE LAND

SCALE: 1"=100'

DATE: MAY 03, 2018

REV:

SHEET 2 OF 2 SHEETS

DRN. WB

APPR.

1805-101

EXHIBIT E

Non-Exhaustive List and Estimated Costs of Public Improvements

Pricing Breakout Values for Public Spaces	
Public Space	Costs
I. Plaza	\$10,468,489
II. Wynkoop Walkway	7,312,033
III. Public Parking	9,030,805
IV. Green Roof	700,000
V. Perimeter Site Improvements	4,847,707
TOTAL	\$ 32,359,034

EXHIBIT E
IMPROVEMENTS AND COSTS
[WEST LOT METRO DISTRICT]

Infrastructure Hard Costs

Walkway

Site Improvements	\$ 5,278,961	
Site Civil/Mechanical	93,000	
Site Electrical Utilities	<u>361,000</u>	
	5,732,961	
Soft Costs (21.6%)	<u>1,579,072</u>	\$ 7,312,033

Plaza

Site Improvements	5,263,865	
Site Civil/Mechanical	123,900	
Site Electrical Utilities	<u>2,820,000</u>	
	8,207,765	
Soft Costs (21.6%)	<u>2,260,724</u>	10,468,489

Perimeter Site Improvements

Site Improvements	1,842,770	
Site Civil/Mechanical	1,170,050	
Site Electrical Utilities	<u>788,000</u>	
	3,800,820	
Soft Costs (21.6%)	<u>1,046,887</u>	4,847,707

Parking

Site Preparation (Earthwork)	6,106,701	
Construction	25,652,981	
Soft Costs (21.6% of Construction)	<u>7,065,789</u>	
	38,825,471	

Public Parking		9,030,805
-----------------------	--	------------------

Green Roof

Estimate		<u>700,000</u>
TOTAL		<u><u>32,359,034</u></u>

Soft Costs (Include)

- General Conditions**
- Indirects & Reserves**
- Contractor's Fee**
- Contingency**

EXHIBIT F

Matrix Setting Forth the Anticipated Ownership, Operation and Maintenance of Public
Improvements

PROPOSED OWNERSHIP AND MAINTENANCE OF IMPROVEMENTS

Item	Ownership				Maintenance			
	MD	Priv	DW	CCD	MD	Priv	DW	CCD
Public Roadways								
Wazee Street				X				X
19th Street				X				X
Wynkoop Walkway	X				X			
20th Street				X				X
Private Roadways/Areas								
Content Plaza	X					X		
Utilities								
Sanitary				X				X
Water			X				X	
Storm Sewer				X				X
Water Quality		X				X		
Parking								
Public Parking	X				X			
Private Parking		X				X		
Parks/Open Space								
Hall of Fame	X				X			

Legend:

MD = Metro District

Priv = Private Owner

DW = Denver Water

CCD = City and County of Denver

Note:

- 1) Responsibility is shown for general purposes and in some cases maintenance responsibility can be shared between parties and is also subject to change pending final negotiations.

EXHIBIT G

Numerical Plan

WEST LOT METROPOLITAN DISTRICT NOS. 1 and 2
 Development Projection at \$0.000 (target) Res'l Mills + 27.250 (target) Comm'l Mills (SERVICE PLAN)
 Series 2018, General Obligation Bonds, Non-Redeemable, \$25,000M Project, 100% @ targets, 30-yr. Maturity

YEAR	Net Available for Debt Serv.	Ser 2018 \$33,500,000 Pr. [Net \$25,000 MM] Per Debt	Annual Surplus	Surplus Released @	Cumulative Surplus	Debt/ Assessed Ratio	Debt/ Act'l Value Ratio	Cov. of Net DS: @ 50,000 R Target @ 27.250 C Target	Cov. of Net DS: @ 50,000 R Cap @ 50,000 C Cap
2016	\$0	\$0	n/a		\$0	n/a	n/a	0.0%	0.0%
2017	0	\$0	n/a		0	n/a	n/a	0.0%	0.0%
2018	0	\$0	69,745		69,745	132.3%	13%	0.0%	0.0%
2019	69,745	0	462,529		532,273	309%	11%	0.0%	-0.0%
2020	462,529	0	313,666		845,939	62%	11%	0.0%	0.0%
2021	1,659,033	1,394,398	5,047		851,017	47%	11%	100.2%	204.1%
2022	2,092,497	2,087,450	1,272		852,289	46%	10%	100.2%	189.3%
2023	2,092,497	2,091,226	447		852,736	44%	10%	100.0%	168.9%
2024	2,134,347	2,133,900	1,072		853,808	43%	10%	100.0%	168.9%
2025	2,134,347	2,133,275	484		854,293	42%	10%	100.0%	168.9%
2026	2,177,034	2,176,550	794		855,077	41%	10%	100.0%	168.0%
2027	2,177,034	2,219,575	1,000		856,077	40%	10%	100.1%	168.0%
2028	2,220,575	2,219,650	1,525		857,602	39%	10%	100.1%	168.1%
2029	2,220,575	2,281,975	3,111		860,714	37%	10%	100.2%	168.2%
2030	2,264,986	2,280,575	4,411		865,125	36%	10%	100.1%	168.1%
2031	2,264,986	2,307,350	2,536		868,061	34%	10%	100.0%	168.0%
2032	2,310,286	2,354,650	836		868,898	33%	10%	100.1%	168.1%
2033	2,310,286	2,354,075	2,417		871,315	31%	7%	100.1%	169.1%
2034	2,356,492	2,353,750	2,742		874,057	30%	7%	100.1%	169.1%
2035	2,356,492	2,400,675	2,947		877,003	29%	7%	100.1%	169.0%
2036	2,403,622	2,402,100	1,522		878,525	29%	6%	100.1%	169.0%
2037	2,403,622	2,447,226	1,699		879,964	29%	6%	100.1%	169.2%
2038	2,451,694	2,447,300	4,594		884,369	24%	5%	100.2%	169.2%
2039	2,451,694	2,465,600	4,928		889,317	22%	5%	100.2%	169.2%
2040	2,500,728	2,467,700	3,028		892,345	18%	4%	100.1%	169.1%
2041	2,500,728	2,545,200	5,543		897,887	18%	4%	100.2%	169.3%
2042	2,550,743	2,545,200	5,193		903,080	14%	3%	100.2%	169.3%
2043	2,550,743	2,586,950	5,808		908,888	14%	3%	100.2%	169.3%
2044	2,601,758	2,586,375	3,383		912,270	11%	2%	100.1%	169.1%
2045	2,601,758	2,652,675	3,798		916,038	9%	2%	100.0%	169.1%
2046	2,653,793	2,701,250	818		916,955	9%	1%	100.0%	169.0%
2047	2,653,793		5,819		0	0%	0%	100.2%	169.3%
2048	2,706,889								
	66,334,286	65,411,713	922,574	922,574	0				

[Header's Target]

WEST LOT METROPOLITAN DISTRICT NOS. 1 and 2
Operations Revenue and Expense Projection

YEAR	Total District Assessed Value		Oper's Mill Levy	Total Collections \$ MIL		S.O. Taxes Collected %		Total Available For O&M	Res't Total MIL	Comm't Total MIL
	Assessed Value	Value		Collected \$ MIL	%	Collected %	%			
2016										
2017										
2018										
2019										
2020										
2021										
2022										
2023										
2024										
2025										
2026										
2027										
2028										
2029										
2030										
2031										
2032										
2033										
2034										
2035										
2036										
2037										
2038										
2039										
2040										
2041										
2042										
2043										
2044										
2045										
2046										
2047										
2048										
				21,097,429			1,265,246	22,362,675		

WEST LOT METROPOLITAN DISTRICT NOS. 1 and 2
Development Summary
 Development Projection -- Full Growth Buildout Plan (updated 11/16/17)

Product Type	Residential Development		Commercial Development				
	Condo		Office	Retail	Hotel		
	Base \$ ('17)		\$444/sf	\$259/sf	\$274,000/Room		
	Sales \$ ('17)		\$0/sf	\$250/sf	\$200 ADR		
Taxable %		100%	100%	100%			
		Res'l Totals				Comm'l SF	Hotel Rooms
2017	-	-	-	-	-	-	-
2018	96	96	-	-	-	-	-
2019	-	-	286,000	78,375	-	364,375	-
2020	-	-	-	-	186	-	186
2021	-	-	-	-	-	-	-
2022	-	-	-	-	-	-	-
2023	-	-	-	-	-	-	-
2024	-	-	-	-	-	-	-
2025	-	-	-	-	-	-	-
2026	-	-	-	-	-	-	-
2027	-	-	-	-	-	-	-
2028	-	-	-	-	-	-	-
2029	-	-	-	-	-	-	-
2030	-	-	-	-	-	-	-
2031	-	-	-	-	-	-	-
2032	-	-	-	-	-	-	-
2033	-	-	-	-	-	-	-
2034	-	-	-	-	-	-	-
2035	-	-	-	-	-	-	-
2036	-	-	-	-	-	-	-
	96	96	286,000	78,375	186	364,375	186
MV @ Full Buildout (base prices;un-infl.)	\$84,960,000	\$84,960,000	\$128,984,000	\$20,299,125	\$50,964,000	\$198,247,125	
Sales @ Full Buildout (base prices;un-infl.)			\$0	\$19,593,750	\$9,504,600	\$29,098,350	

notes:
 Platted/Dev Lots = 10% MV; one-yr prior
 Base MV \$ inflated 2% per annum
 Base Sales \$ inflated 1% per annum
 Stabilization Factor for Sales = 50% (Yr1), 75% (Yr2), 100% (Yr3-fwd)

SOURCES AND USES OF FUNDS

**WEST LOT METROPOLITAN DISTRICT NOS. 1 and 2
 GENERAL OBLIGATION BONDS, SERIES 2018
 50.00 (target) Res'l Mills + 27.25 (target) Comm'l Mills
 \$25.000M Project
 Non-Rated, 100x @ targets, 30-yr. Maturity
 [Preliminary -- for discussion only]**

Dated Date 12/01/2018
 Delivery Date 12/01/2018

Sources:

Bond Proceeds:	
Par Amount	32,590,000.00
	32,590,000.00

Uses:

Project Fund Deposits:	
Project Funds	25,000,000.00
Other Fund Deposits:	
Capitalized Interest	4,033,012.50
Debt Service Reserve Fund	2,652,875.00
	6,685,887.50
Delivery Date Expenses:	
Cost of Issuance	901,800.00
Other Uses of Funds:	
Rounding Amount	2,312.50
	32,590,000.00

BOND SUMMARY STATISTICS

**WEST LOT METROPOLITAN DISTRICT NOS. 1 and 2
GENERAL OBLIGATION BONDS, SERIES 2018
50.00 (target) Res'l Mills + 27.25 (target) Comm'l Mills
\$25.000M Project
Non-Rated, 100x @ targets, 30-yr. Maturity
[Preliminary -- for discussion only]**

Dated Date	12/01/2018
Delivery Date	12/01/2018
First Coupon	06/01/2019
Last Maturity	12/01/2048
Arbitrage Yield	5.500000%
True Interest Cost (TIC)	5.500000%
Net Interest Cost (NIC)	5.500000%
All-In TIC	5.731058%
Average Coupon	5.500000%
Average Life (years)	22.041
Weighted Average Maturity (years)	22.041
Duration of Issue (years)	12.567
Par Amount	32,590,000.00
Bond Proceeds	32,590,000.00
Total Interest	39,507,600.00
Net Interest	39,507,600.00
Bond Years from Dated Date	718,320,000.00
Bond Years from Delivery Date	718,320,000.00
Total Debt Service	72,097,600.00
Maximum Annual Debt Service	5,354,125.00
Average Annual Debt Service	2,403,253.33
Underwriter's Fees (per \$1000)	
Average Takedown	
Other Fee	

Total Underwriter's Discount	
Bid Price	100.000000

Bond Component	Par Value	Price	Average Coupon	Average Life	Average Maturity Date	PV of 1 bp change
Term Bond due 2048	32,590,000.00	100.000	5.500%	22.041	12/15/2040	47,581.40
	32,590,000.00			22.041		47,581.40

	TIC	All-In TIC	Arbitrage Yield
Par Value	32,590,000.00	32,590,000.00	32,590,000.00
+ Accrued Interest			
+ Premium (Discount)			
- Underwriter's Discount			
- Cost of Issuance Expense		-901,800.00	
- Other Amounts			
Target Value	32,590,000.00	31,688,200.00	32,590,000.00
Target Date	12/01/2018	12/01/2018	12/01/2018
Yield	5.500000%	5.731058%	5.500000%

BOND DEBT SERVICE

**WEST LOT METROPOLITAN DISTRICT NOS. 1 and 2
GENERAL OBLIGATION BONDS, SERIES 2018
50.00 (target) Res'l Mills + 27.25 (target) Comm'l Mills
\$25.00M Project
Non-Rated, 100x @ targets, 30-yr. Maturity
[Preliminary -- for discussion only]**

Period Ending	Principal	Coupon	Interest	Debt Service	Annual Debt Service
06/01/2019			896,225.00	896,225.00	
12/01/2019			896,225.00	896,225.00	1,792,450
06/01/2020			896,225.00	896,225.00	
12/01/2020			896,225.00	896,225.00	1,792,450
06/01/2021			896,225.00	896,225.00	
12/01/2021			896,225.00	896,225.00	1,792,450
06/01/2022			896,225.00	896,225.00	
12/01/2022	295,000	5.500%	896,225.00	1,191,225.00	2,087,450
06/01/2023			888,112.50	888,112.50	
12/01/2023	315,000	5.500%	888,112.50	1,203,112.50	2,091,225
06/01/2024			879,450.00	879,450.00	
12/01/2024	375,000	5.500%	879,450.00	1,254,450.00	2,133,900
06/01/2025			869,137.50	869,137.50	
12/01/2025	395,000	5.500%	869,137.50	1,264,137.50	2,133,275
06/01/2026			858,275.00	858,275.00	
12/01/2026	460,000	5.500%	858,275.00	1,318,275.00	2,176,550
06/01/2027			845,625.00	845,625.00	
12/01/2027	485,000	5.500%	845,625.00	1,330,625.00	2,176,250
06/01/2028			832,287.50	832,287.50	
12/01/2028	555,000	5.500%	832,287.50	1,387,287.50	2,219,575
06/01/2029			817,025.00	817,025.00	
12/01/2029	585,000	5.500%	817,025.00	1,402,025.00	2,219,050
06/01/2030			800,937.50	800,937.50	
12/01/2030	660,000	5.500%	800,937.50	1,460,937.50	2,261,875
06/01/2031			782,787.50	782,787.50	
12/01/2031	695,000	5.500%	782,787.50	1,477,787.50	2,260,575
06/01/2032			763,675.00	763,675.00	
12/01/2032	780,000	5.500%	763,675.00	1,543,675.00	2,307,350
06/01/2033			742,225.00	742,225.00	
12/01/2033	825,000	5.500%	742,225.00	1,567,225.00	2,309,450
06/01/2034			719,537.50	719,537.50	
12/01/2034	915,000	5.500%	719,537.50	1,634,537.50	2,354,075
06/01/2035			694,375.00	694,375.00	
12/01/2035	965,000	5.500%	694,375.00	1,659,375.00	2,353,750
06/01/2036			667,837.50	667,837.50	
12/01/2036	1,065,000	5.500%	667,837.50	1,732,837.50	2,400,675
06/01/2037			638,550.00	638,550.00	
12/01/2037	1,125,000	5.500%	638,550.00	1,763,550.00	2,402,100
06/01/2038			607,612.50	607,612.50	
12/01/2038	1,235,000	5.500%	607,612.50	1,842,612.50	2,450,225
06/01/2039			573,650.00	573,650.00	
12/01/2039	1,300,000	5.500%	573,650.00	1,873,650.00	2,447,300
06/01/2040			537,900.00	537,900.00	
12/01/2040	1,420,000	5.500%	537,900.00	1,957,900.00	2,495,800
06/01/2041			498,850.00	498,850.00	
12/01/2041	1,500,000	5.500%	498,850.00	1,998,850.00	2,497,700
06/01/2042			457,600.00	457,600.00	
12/01/2042	1,630,000	5.500%	457,600.00	2,087,600.00	2,545,200
06/01/2043			412,775.00	412,775.00	
12/01/2043	1,720,000	5.500%	412,775.00	2,132,775.00	2,545,550
06/01/2044			365,475.00	365,475.00	
12/01/2044	1,865,000	5.500%	365,475.00	2,230,475.00	2,595,950
06/01/2045			314,187.50	314,187.50	
12/01/2045	1,970,000	5.500%	314,187.50	2,284,187.50	2,598,375
06/01/2046			260,012.50	260,012.50	
12/01/2046	2,130,000	5.500%	260,012.50	2,390,012.50	2,650,025
06/01/2047			201,437.50	201,437.50	
12/01/2047	2,250,000	5.500%	201,437.50	2,451,437.50	2,652,875
06/01/2048			139,562.50	139,562.50	
12/01/2048	5,075,000	5.500%	139,562.50	5,214,562.50	5,354,125
	32,590,000		39,507,600.00	72,097,600.00	72,097,600

NET DEBT SERVICE

**WEST LOT METROPOLITAN DISTRICT NOS.1 and 2
GENERAL OBLIGATION BONDS, SERIES 2018
50.00 (target) Res'l Mills + 27.25 (target) Comm'l Mills
\$25.000M Project
Non-Rated, 100x @ targets, 30-yr. Maturity
[Preliminary -- for discussion only]**

Period Ending	Principal	Interest	Total Debt Service	Debt Service Reserve Fund	Capitalized Interest	Net Debt Service
12/01/2019		1,792,450	1,792,450		1,792,450.00	
12/01/2020		1,792,450	1,792,450		1,792,450.00	
12/01/2021		1,792,450	1,792,450		448,112.50	1,344,337.50
12/01/2022	295,000	1,792,450	2,087,450			2,087,450.00
12/01/2023	315,000	1,776,225	2,091,225			2,091,225.00
12/01/2024	375,000	1,758,900	2,133,900			2,133,900.00
12/01/2025	395,000	1,738,275	2,133,275			2,133,275.00
12/01/2026	460,000	1,716,550	2,176,550			2,176,550.00
12/01/2027	485,000	1,691,250	2,176,250			2,176,250.00
12/01/2028	555,000	1,664,575	2,219,575			2,219,575.00
12/01/2029	585,000	1,634,050	2,219,050			2,219,050.00
12/01/2030	660,000	1,601,875	2,261,875			2,261,875.00
12/01/2031	695,000	1,565,575	2,260,575			2,260,575.00
12/01/2032	780,000	1,527,350	2,307,350			2,307,350.00
12/01/2033	825,000	1,484,450	2,309,450			2,309,450.00
12/01/2034	915,000	1,439,075	2,354,075			2,354,075.00
12/01/2035	965,000	1,388,750	2,353,750			2,353,750.00
12/01/2036	1,065,000	1,335,675	2,400,675			2,400,675.00
12/01/2037	1,125,000	1,277,100	2,402,100			2,402,100.00
12/01/2038	1,235,000	1,215,225	2,450,225			2,450,225.00
12/01/2039	1,300,000	1,147,300	2,447,300			2,447,300.00
12/01/2040	1,420,000	1,075,800	2,495,800			2,495,800.00
12/01/2041	1,500,000	997,700	2,497,700			2,497,700.00
12/01/2042	1,630,000	915,200	2,545,200			2,545,200.00
12/01/2043	1,720,000	825,550	2,545,550			2,545,550.00
12/01/2044	1,865,000	730,950	2,595,950			2,595,950.00
12/01/2045	1,970,000	628,375	2,598,375			2,598,375.00
12/01/2046	2,130,000	520,025	2,650,025			2,650,025.00
12/01/2047	2,250,000	402,875	2,652,875			2,652,875.00
12/01/2048	5,075,000	279,125	5,354,125	2,652,875		2,701,250.00
	32,590,000	39,507,600	72,097,600	2,652,875	4,033,012.50	65,411,712.50

BOND SOLUTION

**WEST LOT METROPOLITAN DISTRICT NOS.1 and 2
 GENERAL OBLIGATION BONDS, SERIES 2018
 50.00 (target) Res'l Mills + 27.25 (target) Comm'l Mills
 \$25.000M Project
 Non-Rated, 100x @ targets, 30-yr. Maturity
 [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
12/01/2019		1,792,450	-1,792,450		69,745	69,745	
12/01/2020		1,792,450	-1,792,450		462,529	462,529	
12/01/2021		1,792,450	-448,113	1,344,338	1,658,033	313,696	123.33461%
12/01/2022	295,000	2,087,450		2,087,450	2,092,497	5,047	100.24180%
12/01/2023	315,000	2,091,225		2,091,225	2,092,497	1,272	100.06085%
12/01/2024	375,000	2,133,900		2,133,900	2,134,347	447	100.02096%
12/01/2025	395,000	2,133,275		2,133,275	2,134,347	1,072	100.05027%
12/01/2026	460,000	2,176,550		2,176,550	2,177,034	484	100.02225%
12/01/2027	485,000	2,176,250		2,176,250	2,177,034	784	100.03604%
12/01/2028	555,000	2,219,575		2,219,575	2,220,575	1,000	100.04505%
12/01/2029	585,000	2,219,050		2,219,050	2,220,575	1,525	100.06872%
12/01/2030	660,000	2,261,875		2,261,875	2,264,986	3,111	100.13756%
12/01/2031	695,000	2,260,575		2,260,575	2,264,986	4,411	100.19515%
12/01/2032	780,000	2,307,350		2,307,350	2,310,286	2,936	100.12726%
12/01/2033	825,000	2,309,450		2,309,450	2,310,286	836	100.03621%
12/01/2034	915,000	2,354,075		2,354,075	2,356,492	2,417	100.10267%
12/01/2035	965,000	2,353,750		2,353,750	2,356,492	2,742	100.11649%
12/01/2036	1,065,000	2,400,675		2,400,675	2,403,622	2,947	100.12275%
12/01/2037	1,125,000	2,402,100		2,402,100	2,403,622	1,522	100.06335%
12/01/2038	1,235,000	2,450,225		2,450,225	2,451,694	1,469	100.05996%
12/01/2039	1,300,000	2,447,300		2,447,300	2,451,694	4,394	100.17955%
12/01/2040	1,420,000	2,495,800		2,495,800	2,500,728	4,928	100.19746%
12/01/2041	1,500,000	2,497,700		2,497,700	2,500,728	3,028	100.12124%
12/01/2042	1,630,000	2,545,200		2,545,200	2,550,743	5,543	100.21777%
12/01/2043	1,720,000	2,545,550		2,545,550	2,550,743	5,193	100.20399%
12/01/2044	1,865,000	2,595,950		2,595,950	2,601,758	5,808	100.22371%
12/01/2045	1,970,000	2,598,375		2,598,375	2,601,758	3,383	100.13018%
12/01/2046	2,130,000	2,650,025		2,650,025	2,653,793	3,768	100.14217%
12/01/2047	2,250,000	2,652,875		2,652,875	2,653,793	918	100.03459%
12/01/2048	5,075,000	5,354,125	-2,652,875	2,701,250	2,706,869	5,619	100.20800%
	32,590,000	72,097,600	-6,685,888	65,411,713	66,334,286	922,574	