

**OFFICIAL
SERVICE PLAN
AS APPROVED AND ADOPTED BY THE BOARD OF COUNTY
COMMISSIONERS, EL PASO COUNTY
AUGUST 9, 2001**

**WOODMEN ROAD
METROPOLITAN DISTRICT**

EL PASO COUNTY, COLORADO

SERVICE PLAN
FOR
WOODMEN ROAD
METROPOLITAN DISTRICT

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SUMMARY

The following is a summary of general information regarding the proposed District provided for the convenience of the reviewers of this Service Plan. Please note that the following information is subject in all respects to the more complete descriptions contained elsewhere in this Service Plan.

Proposed District:	Woodmen Road Metropolitan District (the "District")
Property Owners:	Meridian Ranch Investments, Inc., a Colorado corporation ("Meridian Ranch") Powerwood
Proposed Improvements:	Road improvements to Woodmen Road from Powers Boulevard to Highway 24
Infrastructure Capital Costs:	\$15,000,000
Debt Authorization	Up to \$25,000,000
Proposed Debt Issuance:	\$9,574,039.95 Limited Tax Obligation Bonds
Proposed Mill Levy:	10 Mills
Proposed M/L Cap	25 Mills 2002 Equivalency
Platting Fee:	\$350.00 per SFE
Building Permit Fee:	\$500.00 per SFE
Functions of the Owners:	The Owners will include their properties into the District subject to the mill levy, platting fees, and building permit fees. The Owners will also purchase the Subordinated Capital Appreciation Bonds (CABS) and, if required, will agree to make minimum annual payments toward platting fees. Meridian Investments will

fund all organizational costs of the District subject to reimbursement as provided by law.

Functions of the Districts:

Woodmen Road Metropolitan District will see that all road improvements are designed and constructed to appropriate local and state standards. El Paso County will maintain the road improvements. The District will collect all fees and taxes in cooperation with El Paso County, make all bond payments, and account for any reimbursements that are due.

Material Modifications: Modification to this Service Plan shall be required if there is a change in the basic services provided by the District, including the addition of any types of services provided and for any other matter described as a material modification by state law.

Current Population: 0

Current Valuation
for Assessment of
Owners Parcels:

Meridian Ranch	\$18,860
Powerwood	\$62,400

A. INTRODUCTION

In June of 2000 the Woodmen Road Task Force was convened. This Task Force consisted of property owners, developers, planners, engineers, and County staff. The Task Force began regular monthly meetings and, frequently, some County Commissioners were in attendance.

The Task Force was initiated by El Paso County under the direction of Mr. Terry Harris, County Administrator. El Paso County had \$5,000,000 earmarked for Woodmen Road construction and requested assistance from the interested developers who could benefit from any road improvements.

El Paso County awarded a contract to DMJM for project design while the Task Force continued its work.

DMJM, pursuant to the contract with El Paso County, is in the process of preliminary design. The total improvement costs in order to design and construct a 4 lane road could be approximately \$30,000,000. Of this amount the developers, through the use of metropolitan districts, will contribute approximately \$12,000,000.

The Task Force reviewed all available mechanisms to use in this project including local improvement districts, special districts, and rural transportation authorities. Special districts offered the most flexibility in the ability to include additional properties and imposing both mill levies and fees. Rural Transportation Districts, such as used on Baptist Road, do not allow for non-contiguous inclusions and the imposition of mill levies. Local improvement districts do not have the flexibility for later inclusions and also do not provide for mill levies or flexibility with fees.

The Task Force recommended the use of a metropolitan district with the following authority granted by Title 32, Colorado Revised Statutes:

Street Improvements (Drainage-Landscaping)
Safety Protection

In cooperation with EL Paso County, the City of Colorado Springs, and the newly created Falcon Regional Transportation Metropolitan District, the Woodmen Road Metropolitan District would be used as vehicle for the design, financing and construction of the widening

of Woodmen Road from 2 existing lanes to 4 lanes from Powers Boulevard on the west to Highway 24 on the east. The improvements would consist of 4 traveled lanes (designed to accommodate 6 lanes), acceleration/deceleration lanes, turning lanes, 210 feet of right-of-way (if funds are available), earthwork, demolition, signalization, and drainage structures. Raised medians and off-site drainage work are not included. Upon completion, all improvements would be dedicated to El Paso County who will maintain the same.

Initially, this District and the Falcon Regional Transportation Metropolitan District would contribute approximately \$12,000,000; however, additional County funds would probably be needed in the future in order to complete all improvements.

In addition to the above-enumerated powers, the District shall have the authority (1) to amend this Service Plan as needed, with the approval of El Paso County, subject to appropriate statutory procedures; (2) without amending this Service Plan, to defer, forego, reschedule or restructure the financing and construction of certain improvements and facilities, to better accommodate the pace of growth, resources availability, and potential inclusions of property within the District with the County being notified if any of these actions take place; and, (3) to provide such additional services and exercise such powers as are expressly or impliedly granted by Colorado law.

The initially included properties would be those of the Owners and would consist of the 2650 acres in Meridian Ranch Metropolitan District and the 66 acres in Powerwood which is a commercial/industrial property at the southeast corner of Woodmen Road and Powers Boulevard. The Bennett Ranch, consisting of 580 acres located within Woodmen Hills Metropolitan District, would also contribute. Bennett Ranch is forming the Falcon Regional Transportation Metropolitan District at the same time period as the formation of this District. In addition to financing road improvements to Meridian, Stapleton, Judge Orr, and Eastonville, the Falcon Regional Transportation Metropolitan District will contribute cash in the amount of \$2,200,000.00 toward the improvement costs of this District and said amount would be entitled to reimbursement as later set forth. The amount of contribution from Falcon Regional Transportation Metropolitan District may increase if other properties decide to become initially included.

It is the intention that this Service Plan be processed through El Paso County at the same time as the Service Plan for the Falcon Regional Transportation Metropolitan District. The financing for the Falcon Regional Transportation Metropolitan District is already in place so that it is unlikely that this district would not be formed. However, should this district not be formed, it would be the intention to include the Bennett Ranch into the Woodmen Road Metropolitan District and adjust the financial plan accordingly.

The Task Force identified approximately 12,000 acres of real property that could impact Woodmen Road and which should be required to contribute to the improvements. This property is referred to as the "Service Area".

Exhibit 1 is a map of the proposed Service Area and of the initial boundaries of the District. This map shows the initial owners which would be the initial boundaries of the District. Exhibit 1 also shows the potential service area (dark areas) and those areas that will not be included in the service area (light areas) due to the fact that they are already permitted or developed. Exhibit 2 consists of the legal descriptions of the initial boundaries of the proposed District.

B. INFRASTRUCTURE ANALYSIS

It is anticipated that the initial costs of the project would be \$16,774,039.95 including bond issuance, underwriting costs, costs of district formation, initial administrative costs of the District, and preliminary and final engineering. The Districts would contribute \$11,774,039.95 of this sum and the County the balance of \$5,000,000 (of which approximately \$1,000,000 has already been spent on preliminary design). The County probably will have to contribute additional funds in the future.

Of the \$5,000,000 from the County, approximately \$3,200,000 is from State and Federal transportation improvements funds (TIPS). This may require an environmental assessment. However, improvements that are constructed for safety and traffic flow, as opposed to improvements constructed for increased traffic volumes, are exempt from the requirements for environmental assessment. Therefore, this project may be done in various phases if TIPS dollars are utilized.

While the County has contemplated the use of non-TIPS dollars in order to avoid the requirement of environmental assessment, at

the time of the filing of this Service Plan, it appears that the County will elect to use TIPS dollars with the anticipation that in cooperation with the Pikes Peak Council of Governments, additional TIPS grants would be forthcoming beginning in the year 2002 and beyond until the entire 4 lanes with related improvements are completed. This Service Plan needs to remain flexible, however, in order to address the changes that may occur.

Exhibit 3 will be added showing a breakdown of the types of improvements that are recommended and the anticipated cost of the same.

C. FINANCIAL PLAN ANALYSIS

It is presently estimated that the total cost of the initial Woodmen Road improvements, (including right-of-way acquisition, engineering, district formation, initial administrative costs of the District, bond issuance costs, underwriting discounts, capitalized interest and fees) will be \$16,774,039.95. Of this amount, El Paso County has already committed \$5,000,000.00 and has issued a contract for the preliminary design. The property owners and County agree that the County's share is a reasonable and fair amount representing the "regional impact" of Woodmen Road assuming that additional TIPS grants are forthcoming.

The County would either contribute its share directly to the District or, in the alternative, would expend its funds directly for design and construction of a portion of the improvements from Powers Boulevard to Black Forest Road.

Falcon Regional Transportation Metropolitan District will fund \$2,200,000.00 (subject to the same reimbursement as the initially included properties) and the Owners will agree to fund or finance the balance of the dollars needed which will be \$9,574,039.95. The Owners and County agree that this amount, together with the amount contributed by the Falcon Regional Transportation Metropolitan District, is a fair and reasonable contribution to be made by the properties that will have a direct impact upon Woodmen Road and are those properties contained within the "Service Area". The initially included properties (Meridian Ranch and Powerwood) will likely contribute more than their fair share towards the road improvements and will be entitled to reimbursement as set forth hereafter.

It is anticipated that the funding will take place by the issuance of limited general obligation bonds in which the anticipated mill levy would be ten mills with an authorized cap of 25 mills, 2002 equivalency. "Equivalency" means that the mill levy will be automatically adjusted upwards by the same proportion as any decrease by the State of Colorado of the ratio of assessments of commercial or industrial property from the present ratios of 29% and 9.15%, respectively, in order to produce the same revenues as would have been produced had the valuation of property not changed as a result of changes in Colorado law.

The bonds will be issued as either a fixed rate bond or variable rate bond, or a combination of the two. It is anticipated that the bonds will be issued in two series: (1) Series 1 will be \$7,950,000 of limited tax general obligations bonds; and (2) Series 2 will be \$1,624,039.95 of subordinate lien capital appreciation bonds (CABS). The CABS would be purchased by the owners of the initially included property: Meridian Ranch, and Powerwood. The amount of each of these bond issues may change if additional properties are included into either this District or the Falcon Regional District.

In addition to the mill levy, the initially-included properties (and all other properties that petition to be included in the District) would also pay a one-time developer platting fee and a one-time building permit fee. The building permit fee would be a "contractually-agreed-to fee". The Owners of the initially included property would also agree to guaranty the payment of certain minimum platting fees on a regular basis. The initial Platting Fee will be \$350 per single family equivalency (SFE) and the initial Building Permit Fee will be \$500 per SFE. By including property into the District, the owners agree to be contractually bound to pay the Building Permit Fee.

Commercial and industrial properties would also pay the mill levy and fees. The building permit fee would be based upon single family equivalency adjusted for traffic generations based on land use and type and would likely would be as follows:

Single Family	\$500/Unit
Multi Family	\$350/Unit
Destination retail/hotel	\$1.25 per square foot
Convenience Commercial	\$5.00 per square foot
All Other Uses	\$1.00 per square foot

The District will determine the appropriate categories to use in determining the building permit fee using the ITE Trip Generation Manual.

The platting fee would assume 4 SFE's per acre and would therefore be initially set at \$1400/acre.

Both the platting fee and the building permit fee may be adjusted annually based upon changes in the consumer price index using the "Denver-Boulder CPI" and, if not available, its nearest comparable index subject to County approval.

Attached as Exhibit 4 is a financial plan analysis which shows the cash flow schedule of revenue and debt service for the two series of bonds, schedule of assessed valuations, schedule of fees, and projected build-out.

There will be a determination as what is the amount of each Owner's Minimum Share. The Owner's Minimum Share shall be based upon the number of traffic trips generated on an average daily basis ("ADT") times the cost of an ADT. The cost of an ADT shall be determined by dividing the Districts' cost of Improvements by the estimated number of ADT's produced in the Service Area. On at least an annual basis the District will update the estimate of ADT's based on the most recent traffic studies done within the Service Area. At the time of completion of platting and the construction of improvements, based on the above methodology, the Owner's Minimum Share can be determined.

It is the intention that the District would make the determination as to reimbursement as late as possible in the development cycle of the service area so as not to give any property owner an unfair advantage at the cost of current and future property owners. Upon formation, the District will adopt procedures in advance for reimbursement.

This minimum share will be paid by way of the tax revenues and fees generated from the included parcels of real property and from Falcon Regional Transportation Metropolitan District. To the extent that any property, property owner, or Falcon Regional Metropolitan District pays more than this minimum share, the Owner/Property will be entitled to reimbursement from a Reimbursement Pool until the amount of overpayment has been fully repaid. The minimum share calculation pertains to the cost paid by way of the initial bonding. In the event there is future

additional bonding, the minimum share calculation does not absolve the property owners from the additional debt obligations.

The Reimbursement Pool will consist of all revenues which will then be used to pay the costs of operation, bond principal and interest, and finally, reimbursement to the Owners. Reimbursement, depending upon the availability of funds, shall be paid annually to those entitled to reimbursement on a prorata basis in proportion to the contribution to revenue in relationship to all revenues received. Payment to any person or entity from the Reimbursement Pool shall cease once there has been full reimbursement without interest or December 31, 2030 whichever occurs first. The right to reimbursement shall belong to the person or entity producing the revenues and this right may be assigned or transferred.

Depending upon the rate of growth of commercial/industrial properties and the addition of included properties that would significantly increase the assessed valuation allowing for early retirement of debt, additional debt, over and above the initial debt, could be issued subject to the following conditions:

1. agreement of both this District and the County
2. Significant increase in anticipated assessed valuation as a result of inclusion of additional properties
3. internally generated demand for more facilities, and
4. acceleration in District revenues ahead of projections.

The Owners will arrange for letters of credit, bond insurance, or other credit enhancements, if needed.

In order to finance the improvements, the Owners have requested that their projects be considered "site specific development plans" and therefore "vested" pursuant to Colorado law. The County agrees to cooperate in this regard.

In addition, it will be important that the Owner's properties acquire necessary final plat approval as soon as possible as ability to finance the bonds is directly dependent upon the payment of platting and building fees to the District.

The attached map describes the area from which future developments will have an impact upon Woodmen Road (the dark shaded area) which consists of approximately 12,000 acres (the "Service Area"). The

dark-outlined areas represent the initially included properties in the District.

There would also be a mechanism for right-of-way recovery. It would be assumed that adjoining properties would share equally in the donation of right-of-way based upon county criteria. It would then be assumed that adjoining property owners would donate one-half of the required right-of-way as a condition of development plan approval. To the extent that any property owner donated more than 50%, that owner/property would be entitled to reimbursement from the Reimbursement Pool after the bonds are retired. The reimbursement amount would be today's fair market value not to exceed \$.50 per square foot escalating annually with the Denver-Boulder CPI. (* see page 13) Should any property owner receive right-of-way compensation through condemnation, the same would have to be paid into the Reimbursement Pool as a condition of joining the District.

Exhibit 5 demonstrates the financial capability of the District and the Owners to issue and service the debt. Exhibit 6 is proof that all taxes have been paid on the initially included properties.

D. INTERGOVERNMENTAL AGREEMENT

There will be a separate intergovernmental agreement between the County, City of Colorado Springs, Falcon Regional Transportation Metropolitan District, and this District.

The City of Colorado Springs and El Paso County will agree that the properties in the Service Area may not receive development plan approval unless and until they devise a mechanism to help pay for the costs of the Woodmen Road project. One such manner of satisfying this obligation would be through the inclusion of the developed properties into the Woodmen Road Metropolitan District where they would be subject to the mill levy, platting fees and building permit fees. Should a property owner desire to contribute directly, as Bennett Ranch, the amount would be determined using the reimbursement formula based upon trips generated.

In addition, the City is being asked to agree that if a property contributes while in the County, it will not be required to contribute again upon annexation to the City.

Exhibit 7 is a draft of the proposed intergovernmental agreement.

E. MARKETING AND PROJECTIONS

The financial plan which will be part of the Service Plan is based upon assumptions with regard to build-out which were primarily developed from the initially-included property owners who have conducted their own marketing studies. GTL and Falcon Properties and Investments did extensive marketing studies in conjunction with the Service Plans for Meridian Ranch Metropolitan District and Woodmen Hills Metropolitan District. These studies and the projections set forth in the Service Plans for Meridian Ranch Metropolitan District were utilized in preparing the Financial Plan in Exhibit 3.

Insofar as the initially-included properties and their owners will be purchasing bonds and/or arranging for other credit enhancements or bond guaranties, it is proposed that the Service Plan for this District not contain a marketing study or analysis.

F. OVERLAPPING DISTRICTS

This proposed District may overlap one or more special districts that are also authorized to provide similar services. These other districts may be Meridian Ranch Metropolitan District, Woodmen Hills Metropolitan District, Paint Brush Hills Metropolitan District, and Metex Metropolitan District. To the extent that overlapping occurs, pursuant to CRS 32-1-107 it is the intent to obtain the consent of the County Commissioners and the Board of the effected district.

G. MISCELLANEOUS

The following is additional information to further explain the functions of the Districts:

- (a) The contemplated municipal services are under the jurisdiction of the Special District Control Act and not the Public Utilities Commission.
- (b) The District shall meet all requirements of El Paso County and the Colorado Department of Transportation.
- (c) At this time there are no plans to exercise the power of eminent domain within or without the District's boundaries; however, the power shall be available for use by the District as allowed by law.

H. COMPLIANCE

The Owners will supply all such additional information as may be required by the Board of County Commissioners and agree that:

1. An annual report will be required and submitted as described in C.R.S. 32-1-207(3)(d);
2. The District may be dissolved in accordance with statutory procedures once all debt and reimbursements have been paid and the District is failing to provide any services; and
3. Should material modifications occur as described in C.R.S. 32-1-207(2), the District shall apply for approval of such modifications to the Board of County Commissioners.

I. CONCLUSION

To meet the present and future demands for travel along the Woodmen Road corridor, it is proposed that the Woodmen Road Metropolitan District perform the municipal functions that are described in this Service Plan.

It is submitted that this Service Plan for the proposed District establishes that:

(a) There is sufficient existing and projected need for the road improvements in the area to be serviced by the proposed District;

(b) The existing road in the area to be served by the proposed District is inadequate for present and projected needs;

(c) The proposed District is capable of providing economical and sufficient service to the Service Area;

(d) The area to be included in the proposed District does have, and will have, the financial ability to discharge the proposed indebtedness on a reasonable basis;

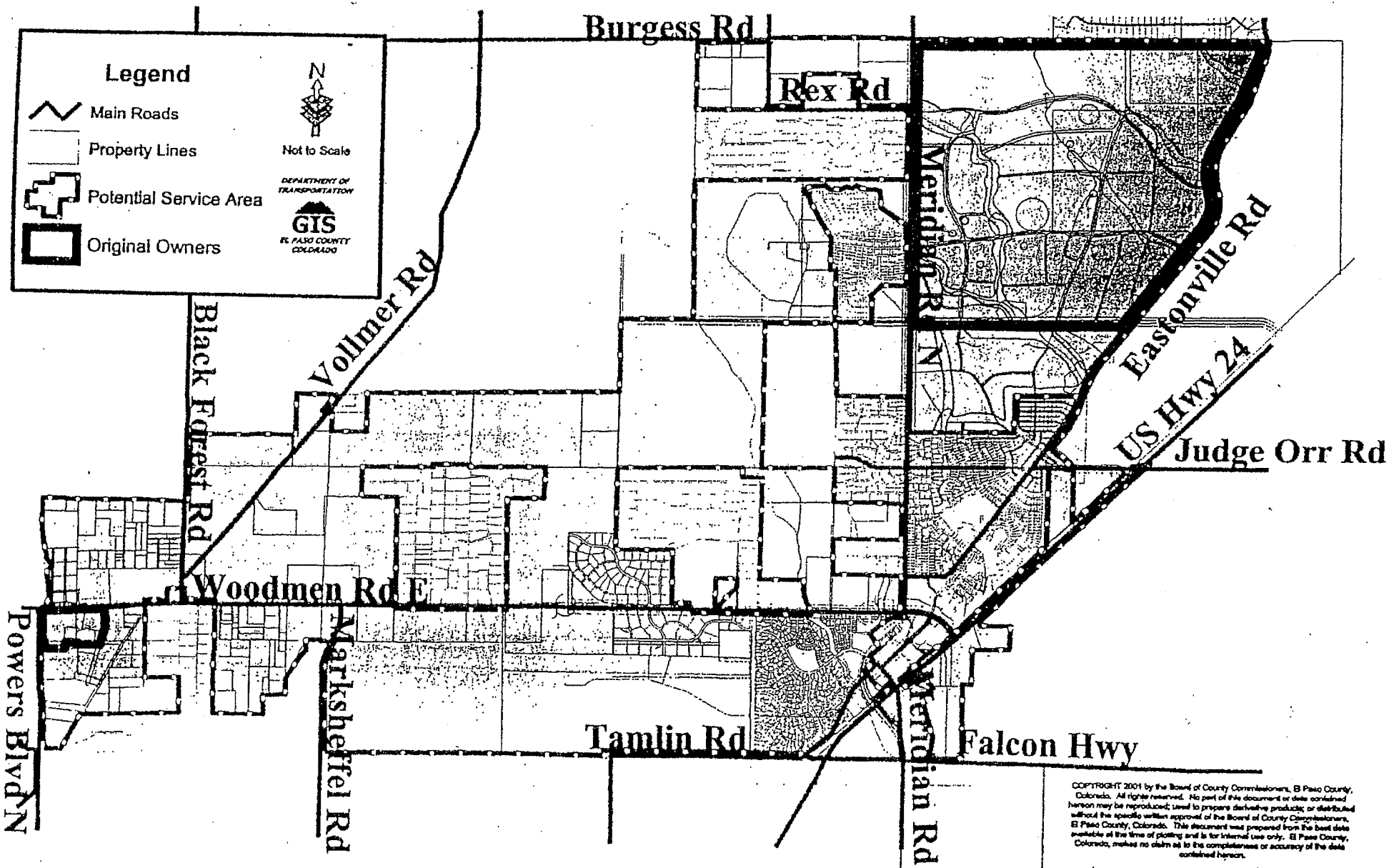
(e) Adequate service is not, and will not be, available to the area through the County or other existing municipal or quasi-

municipal corporations, including existing special districts, within a reasonable time and on a comparable basis;

(f) The facility and service standards of the proposed District are compatible with the facility and service standards of the County within which the proposed special district is to be located and each municipality which is an interested party under Section 32-1-204(I), Colorado Revised Statutes;

(g) The creation of the proposed District is in the best interests of the area proposed to be served.

*Additionally, the property owner would be entitled to any excess right of way compensation through credits against current fees.



MERIDIAN RANCH LEGAL DISCRIPTION

PARCEL A:

THE NORTH ONE HALF AND THE NORTH ONE HALF OF THE SOUTH ONE HALF OF SECTION 19, AND THE NORTHWEST ONE QUARTER OF SECTION 20, ALL IN TOWNSHIP 12 SOUTH, RANGE 64 WEST OF THE 6TH P.M., COUNTY OF EL PASO, STATE OF COLORADO.

PARCEL B:

THAT PORTION OF SECTIONS 20, 21, 28 AND 29, TOWNSHIP 12 SOUTH, RANGE 64 WEST OF THE 6TH P.M., EL PASO COUNTY, COLORADO, MORE PARTICULARLY DESCRIBED AS FOLLOWS: BEGINNING AT THE NORTHEAST CORNER OF THE NORTHWEST ONE QUARTER OF SAID SECTION 20; THENCE S89°55'06"E (ALL BEARINGS USED IN THIS DESCRIPTION ARE RELATIVE TO THE NORTH LINE OF SAID SECTION 20 WHICH WAS ASSUMED TO BE S89°55'06"E) ON THE NORTH LINE OF SAID SECTION 20, 2633.92 FEET TO THE NORTHEAST CORNER OF SAID SECTION 20; THENCE S89°55'05"E ON THE NORTH LINE OF SAID SECTION 21, 2440.90 FEET TO A POINT ON THE WESTERLY RIGHT OF WAY LINE OF EASONTVILLE ROAD; THENCE SOUTHERLY ON SAID WESTERLY RIGHT OF WAY LINE FOR THE FOLLOWING TEN (10) COURSES: (1) THENCE ON THE ARC OF A CURVE TO THE RIGHT WHOSE CORD BEARS S02°53'16"W, HAVING A CENTRAL ANGLE OF 13°53'59", A RADIUS OF 670.00 FEET AND AN ARC LENGTH OF 162.54 FEET; (2) THENCE S09°50'16"W ON THE FORWARD TANGENT TO THE LAST MENTIONED CURVE, 274.72 FEET; (3) THENCE ON THE ARC OF A CURVE TO THE RIGHT HAVING A CENTRAL ANGLE OF 09°29'34", A RADIUS OF 1370.00 FEET AND AN ARC LENGTH OF 226.98 FEET; (4) THENCE S19°19'49"W ON THE FORWARD TANGENT TO THE LAST MENTIONED CURVE, 1863.28 FEET; (5) THENCE ON THE ARC OF A CURVE TO THE RIGHT HAVING A CENTRAL ANGLE OF 12°00'53", A RADIUS OF 1270.00 FEET AND AN ARC LENGTH OF 266.32 FEET; (6) THENCE S31°20'42"W ON THE FORWARD TANGENT TO THE LAST MENTIONED CURVE, 1517.64 FEET; (7) THENCE ON THE ARC OF A CURVE TO THE LEFT HAVING A CENTRAL ANGLE OF 39°01'00", A RADIUS OF 1830.00 FEET AND AN ARC LENGTH OF 1246.17 FEET; (8) THENCE S07°40'18"E ON THE FORWARD TANGENT TO THE LAST MENTIONED CURVE, 777.43 FEET; (9) THENCE ON THE ARC OF A CURVE TO THE RIGHT HAVING A CENTRAL ANGLE OF 45°15'04", A RADIUS OF 1570.00 FEET AND AN ARC LENGTH OF 1239.96 FEET; (10) THENCE S37°34'46"W ON THE FORWARD TANGENT TO THE LAST MENTIONED CURVE, 118.20 FEET; THENCE N89°55'06"W, 5302.25 FEET; THENCE N00°28'18"W, 3217.14 FEET; THENCE N89°47'24"W, 174.33 FEET TO A POINT ON THE WEST LINE OF SAID SECTION 20; THENCE N00°37'07"W ON SAID WEST LINE 1321.69 FEET TO THE WEST ONE QUARTER CORNER OF SAID SECTION 20; THENCE S89°54'53"E ON THE SOUTH LINE OF THE NORTHWEST ONE QUARTER OF SAID SECTION 20, 2635.90 FEET TO THE SOUTHEAST CORNER OF SAID NORTHWEST ONE QUARTER; THENCE N00°39'42"W ON THE EAST LINE OF SAID NORTHWEST ONE QUARTER, 2638.64 FEET TO THE POINT OF BEGINNING, COUNTY OF EL PASO, STATE OF COLORADO.

PARCEL C:

THAT PORTION OF SECTIONS 19, 20, 28, 29 AND 30, TOWNSHIP 12 SOUTH, RANGE 64 WEST OF THE 6TH P.M., EL PASO COUNTY, COLORADO, MORE PARTICULARLY DESCRIBED AS FOLLOWS: COMMENCING AT THE SOUTHWEST CORNER OF SAID SECTION 30; THENCE N89°52'06" (ALL BEARINGS USED IN THIS DESCRIPTION ARE RELATIVE TO THE WEST LINE OF SAID SECTION 30 WHICH WAS ASSUMED TO BE N00°28'16"W) ON THE SOUTH LINE OF SAID SECTION 30, 30.00 FEET TO THE POINT OF BEGINNING; THENCE N00°28'16"W ON A LINE BEING 30.00 FEET EAST OF AND

PARALLEL WITH THE WEST LINE OF SAID SECTION 30, 5292.89 FEET TO A POINT ON THE SOUTH LINE OF SAID SECTION 19; THENCE N00°28'07"W ON A LINE BEING 30.00 FEET EAST OF AND PARALLEL WITH THE WEST LINE OF SAID SECTION 19, 1323.19 FEET TO A POINT ON THE SOUTH LINE OF THE NORTH ONE HALF OF THE SOUTH ONE HALF OF SAID SECTION 19, SAID LINE ALSO BEING THE SOUTH LINE OF THAT TRACT OF LAND DESCRIBED IN BOOK 3563 AT PAGE 181 OF THE RECORDS OF SAID EL PASO COUNTY; THENCE S89°55'28" E ON SAID SOUTH LINE, 5075.98 FEET TO A POINT ON THE EAST LINE OF SAID SECTION 19, SAID POINT ALSO BEING ON THE WESTERLY LINE OF THAT TRACT OF LAND AS DESCRIBED IN BOOK 3563 AT PAGES 189 AND 190 OF SAID RECORDS; THENCE SOUTHERLY AND EASTERLY ON THE WESTERLY AND SOUTHERLY LINES OF THAT TRACT OF LAND DESCRIBED IN BOOK 3563 AT PAGES 189 AND 190 OF SAID RECORDS FOR THE FOLLOWING FOUR (4) COURSES: (1) THENCE S00°37'07"E, 2.46 FEET; (2) THENCE S89°47'24"E, 174.33 FEET; (3) THENCE S00°28'18" E, 3217.14 FEET; (4) THENCE S89°55'06"E, 5302.25 FEET TO A POINT ON THE WESTERLY RIGHT OF WAY LINE OF EASTONVILLE ROAD; THENCE SOUTHERLY ON SAID WESTERLY RIGHT OF WAY LINE FOR THE FOLLOWING TWO (2) COURSES: (1) THENCE S37°34' 46"W, 390.19 FEET; (2) THENCE S38°15'20"W, 3902.63 FEET TO A POINT ON THE SOUTH LINE OF SAID SECTION 29; THENCE N89°55'00"W ON SAID SOUTH LINE, 2777.27 FEET TO THE CORNER COMMON TO SECTIONS 29, 30, 31, AND 32; THENCE S89°52'06"W ON THE SOUTH LINE OF SAID SECTION 30, 5093.12 FEET TO THE POINT OF BEGINNING, COUNTY OF EL PASO, STATE OF COLORADO.

POWERWOOD LEGAL DESCRIPTION
(2 PAGES)

LEGAL DESCRIPTION:

A TRACT OF LAND IN THE NORTHWEST QUARTER OF SECTION 7, TOWNSHIP 13 SOUTH, RANGE 65 WEST OF THE SIXTH PRINCIPAL MERIDIAN, EL PASO COUNTY, COLORADO, MORE PARTICULARLY DESCRIBED AS FOLLOWS:

COMMENCING AT THE NORTH QUARTER CORNER OF SAID SECTION 7; THENCE S 89°54'30" W ALONG THE NORTHERLY LINE THEREOF 1283.96 FEET; THENCE S 02°56'59" W, 120.17 FEET TO THE SOUTHERLY RIGHT-OF-WAY LINE OF WOODMEN ROAD (WIDTH VARIES) AND THE POINT OF BEGINNING; THENCE N 89°54'30" E, (BASIS OF BEARING), ALONG SAID SOUTHERLY RIGHT-OF-WAY LINE, 1041.98 FEET; THENCE S 00°05'30" E, 353.70 FEET TO A POINT OF CURVE; THENCE SOUTHWESTERLY ALONG THE ARC OF A CURVE TO THE RIGHT, SAID CURVE HAVING A CENTRAL ANGLE OF 20°46'48", A RADIUS OF 2000.00 FEET, AN ARC DISTANCE OF 725.36 FEET TO A POINT OF TANGENT; THENCE S 20°41'18" W, ALONG SAID TANGENT, 294.45 FEET TO THE NORTHERLY LINE OF THAT TRACT OR PARCEL OF LAND DESCRIBED IN BOOK 5245, PAGE 757, OF THE RECORDS OF SAID EL PASO COUNTY, COLORADO; THENCE N 87°37'32" W, ALONG THE NORTHERLY LINE THEREOF, 807.34 FEET TO THE NORTHEAST CORNER OF THAT TRACT OR PARCEL OF LAND DESCRIBED IN BOOK 5295, PAGE 1367, IN THE RECORDS OF SAID COUNTY; THENCE CONTINUE N 87°37'32" W, ALONG THE NORTHERLY LINE THEREOF, 70.00 FEET TO THE EASTERLY LINE OF THAT TRACT OR PARCEL OF LAND KNOWN AS THE TEMPLETON GAP LANDFILL AS DESCRIBED IN BOOK 2903 AT PAGE 520; THENCE N 02°56'59" E, ALONG THE EASTERLY LINE THEREOF AND THE EASTERLY LINE OF THAT PROPERTY DESCRIBED IN BOOK 3343 AT PAGE 479, A DISTANCE OF 1302.63 FEET TO THE POINT OF BEGINNING.

CONTAINING 1,345,201 SQUARE FEET, (30.882 ACRES) MORE OR LESS.

LEGAL DESCRIPTION:

That portion of the West Half of the Northwest Quarter of Section 7, Township 13 South, Range 65 West of the Sixth P.M., El Paso County, Colorado, more particularly described as follows:

Commencing at the Northeast corner of the West Half of the Northwest Quarter of said Section; thence S00°55'56"E, 120.17 feet along the East line thereof to the South line of Woodmen Road and the Point of Beginning; thence continuing S00°55'56"E, 1208.61 feet to the Southeast corner of the Northwest Quarter of the Northwest Quarter said Section 7; thence N90°00'00"W, 1344.58 feet to the Easterly right-of-way line of Powers Boulevard; (the following five (5) courses are along said Easterly line and the Southerly line of Woodmen Road); 1) thence N01°47'44"E, 174.63 feet; 2) thence N00°44'57"W, 844.04 feet; 3) thence along the arc of a curve to the right having a central angle of 88°22'00", a radius of 100.00 feet, for an arc distance of 154.23 feet, with a chord bearing N43°26'03"E; 4) thence N02°22'54"W, 2.90 feet; 5) thence N86°01'28"E, 1237.75 feet to the Point of Beginning;

Containing 35.583 acres, more or less.

PRELIMINARY COST ESTIMATE - WOODMEN ROAD SAFETY IMPROVEMENTS

07/25/2001

PHASE IB -WOODMEN FROM MARKSHEFFEL TO MERIDIAN

(4 MILES)

UNIT COST

COST

MAJOR DRAINAGE STRUCTURES

4' x 4' Concrete Box Culvert (CBC)	350 LF	\$	270.00	\$	94,500.00
4' x 6' CBC	250 LF	\$	320.00	\$	80,000.00
Double 8' x 12' CBC	250 LF	\$	1,200.00	\$	300,000.00
54" RCP	100 LF	\$	128.00	\$	12,800.00
36" RCP	800 LF	\$	75.00	\$	60,000.00
Double 8' x 12' CBC(frontage)	250 LF	\$	1,200.00	\$	300,000.00

ROADWAY

Hot Bituminous Pavement (HBP), 6"	47,100 TONS	\$	40.00	\$	1,884,000.00
Aggregate Base Course (ABC), 12"	100,300 TONS	\$	8.70	\$	872,610.00

EARTHWORK

Unclassified Excavation & Embankment	212,300 CY	\$	9.50	\$	2,016,850.00
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OTHER

Signal at Marksheffel Road	1 LS	\$	150,000.00	\$	150,000.00
Signal at Mohawk	1 LS	\$	150,000.00	\$	150,000.00
Signal at Lizardhead	1 LS	\$	150,000.00	\$	150,000.00
Fencing	63,500 LF	\$	2.00	\$	127,000.00
Seeding	73 ACRES	\$	475.00	\$	34,675.00
Demolition	1 LS	\$	5,000.00	\$	5,000.00
Traffic Control	1 LS	\$	30,000.00	\$	30,000.00
Utilities	1 LS	\$	10,000.00	\$	10,000.00
Erosion Control	1 LS	\$	50,000.00	\$	50,000.00
Environmental Clearances	1 LS	\$	20,000.00	\$	20,000.00

CONSTRUCTION RELATED SERVICES

Construction Management @15%		\$		\$	825,020.25
mobilization		\$		\$	40,000.00

RIGHT OF WAY

Additional 150' of ROW (Total of 210')	20 ACRES	\$	20,352.00	\$	407,040.00
ROW agent @ 1%				\$	4,070.40
Contingency (10% of construction cost)				\$	634,743.50

Subtotal Phase IB

\$ 7,623,565.65

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PRELIMINARY COST ESTIMATE - WOODMEN ROAD SAFETY IMPROVEMENTS

07/24/2001

PHASE IA - WOODMEN @ BLACK FOREST-TGAP

(1 MILE)

MAJOR DRAINAGE STRUCTURES

None

UNIT COST

COST

ROADWAY

Hot Bituminous Pavement (HBP), 6"	18,200 TONS	\$	40.00	\$	728,000.00
Aggregate Base Course (ABC), 12"	38,300 TONS	\$	8.70	\$	333,210.00

EARTHWORK

Unclassified Excavation & Embankment	162,200 CY	\$	9.50	\$	1,540,900.00
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OTHER

Demolition	1 LS	\$	5,000.00	\$	5,000.00
Signal upgrade at Black Forest Road	1 LS	\$	150,000.00	\$	150,000.00
Fencing	10,600 LF	\$	2.00	\$	21,200.00
Traffic Control	1 LS	\$	30,000.00	\$	30,000.00
Utilities	1 LS	\$	10,000.00	\$	10,000.00
relocation of 1 OH KV transmission pole	1 LS	\$	170,000.00	\$	170,000.00
Erosion Control	1 LS	\$	15,000.00	\$	15,000.00
Seeding	46 ACRES	\$	475.00	\$	21,850.00

CONSTRUCTION RELATED SERVICES

Construction Management @15%		\$		\$	453,774.00
mobilization		\$		\$	10,000.00
Contingency (10% of construction cost)		\$		\$	302,516.00

RIGHT OF WAY

Additional 150' of ROW (Total of 210')	20 ACRES	\$	20,352.00	\$	407,040.00
ROW agent @ 1%				\$	4,070.40

Subtotal Phase IA

\$ 4,202,560.40

CDT

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**Woodman Road Metropolitan District
Limited Tax General Obligation Bonds
Series 2001**

**Plan C
Reduced Buildout Assumptions
Non Rated
Senior Fixed Rate Series
Subordinate Capital Appreciation Series**

Table of Schedules

1. Cover Page
2. Cashflow Schedule of Projected Revenue and Debt Service
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4. Subordinate Lien Capital Appreciation Bonds
5. Sources and Uses of Funds
6. Schedule of Assessed Valuations
7. Schedule of Platting Fees
8. Schedule of Building Permit Fees
9. Buildout for Meridian Ranch - Residential
10. Buildout for Commerical & Industrial
11. Commerical & Industial Platting and Building Permit Fees

Woodman Road Metropolitan District
Limited Tax General Obligation Bonds
Series 2001

Cashflow of Available Revenue and Projected Debt Service												
Year	Assessed Value	Taxes		Fees		Total Revenue	Fixed Rate Senior Bonds Debt Service	CABS Subordinate Bonds Debt Service	Capitalized Interest	Total Net Debt Service	Annual Balance	Cumulative Balance
		Property Tax @ 10 Mills @ Collection of 97.00%	Specific Ownership Tax @ 5.00%	Platting Fees	Building Permit Fees							
(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)	(9)	(10)	(11)	(12)	(13)
2001				175,000	0	175,000	0	0	0	0	175,000	175,000
2002				51,258	155,000	206,258	556,500		(556,500)	0	206,258	381,258
2003				33,058	171,400	204,458	556,500		(556,500)	0	204,458	585,715
2004	5,129,242	49,754	2,488	54,058	352,250	458,549	556,500		(139,125)	417,375	41,174	626,889
2005	10,687,621	103,670	5,183	262,931	359,250	731,034	556,500		0	556,500	174,534	801,423
2006	20,348,508	197,381	9,869	44,181	223,125	474,555	556,500		0	556,500	(81,945)	719,478
2007	30,719,968	297,984	14,899	55,615	233,625	602,123	586,500		0	586,500	15,623	735,101
2008	38,152,077	370,075	18,504	55,615	233,625	677,819	659,400		0	659,400	18,419	753,520
2009	46,720,782	453,192	22,660	55,615	233,625	765,091	747,050		0	747,050	18,041	771,561
2010	55,289,488	536,308	26,815	250,915	233,625	1,047,663	1,018,050	0	0	1,018,050	29,613	801,174
2011	63,858,194	619,424	30,971	55,615	231,125	937,136	924,100	0	0	924,100	13,036	814,210
2012	72,426,899	702,541	35,127	55,615	228,625	1,021,908	1,009,350	0	0	1,009,350	12,558	826,768
2013	80,913,400	784,860	39,243	55,615	221,125	1,100,843	1,016,550	50,000	0	1,066,550	34,293	861,061
2014	89,317,695	866,382	43,319	55,615	213,625	1,178,941	1,020,600	100,000	0	1,120,600	58,341	919,402
2015	97,475,376	945,511	47,276	55,615	213,625	1,262,027	1,026,500	150,000	0	1,176,500	85,527	1,004,928
2016	106,174,277	1,029,890	51,495	55,615	215,125	1,352,125	1,028,900	225,000	0	1,253,900	98,225	1,103,153
2017	114,912,083	1,114,647	55,732	55,615	171,125	1,397,120	1,037,800	260,000	0	1,297,800	99,320	1,202,473
2018	123,728,391	1,200,165	60,008	55,615	171,125	1,486,914	1,042,500	350,000	0	1,392,500	94,414	1,296,887
2019	130,241,973	1,263,347	63,167	55,615	171,125	1,553,254	1,048,000	425,000	0	1,473,000	80,254	1,377,141
2020	136,755,554	1,326,529	66,326	28,235	141,180	1,562,270	1,053,950	425,000	0	1,478,950	83,320	1,460,461
2021	143,269,135	1,389,711	69,486	0	0	1,459,196	0	1,375,000	0	1,375,000	84,196	1,544,657
2022	147,177,284	1,427,620	71,381	0	0	1,499,001	0	1,400,000	0	1,400,000	99,001	1,643,658
2023	147,177,284	1,427,620	71,381	0	0	1,499,001	0	1,400,000	0	1,400,000	99,001	1,742,658
2024	147,177,284	1,427,620	71,381	0	0	1,499,001	0	1,400,000	0	1,400,000	99,001	1,841,659
2025	147,177,284	1,427,620	71,381	0	0	1,499,001	0	1,400,000	0	1,400,000	99,001	1,940,660
		18,961,849	948,092	1,567,013	4,173,330	25,650,285	16,001,750	8,960,000	(1,252,125)	23,709,625	1,940,660	

\$7,950,000
Woodman Road Metropolitan District
Limited Tax General Obligation Bonds
Series 2001

Debt Service Schedule

Date	Principal	Rate	Interest	P & I	Annual P & I	Capitalized Interest	Net Annual P & I
06/01/02			278,250.00	278,250.00		(278,250.00)	
12/01/02	0	7.000	278,250.00	278,250.00	556,500.00	(278,250.00)	0.00
06/01/03			278,250.00	278,250.00		(278,250.00)	
12/01/03	0	7.000	278,250.00	278,250.00	556,500.00	(278,250.00)	0.00
06/01/04			278,250.00	278,250.00		(139,125.00)	
12/01/04	0	7.000	278,250.00	278,250.00	556,500.00	0.00	417,375.00
06/01/05			278,250.00	278,250.00			
12/01/05	0	7.000	278,250.00	278,250.00	556,500.00		556,500.00
06/01/06			278,250.00	278,250.00			
12/01/06	0	7.000	278,250.00	278,250.00	556,500.00		556,500.00
06/01/07			278,250.00	278,250.00			
12/01/07	30,000	7.000	278,250.00	308,250.00	586,500.00		586,500.00
06/01/08			277,200.00	277,200.00			
12/01/08	105,000	7.000	277,200.00	382,200.00	659,400.00		659,400.00
06/01/09			273,525.00	273,525.00			
12/01/09	200,000	7.000	273,525.00	473,525.00	747,050.00		747,050.00
06/01/10			266,525.00	266,525.00			
12/01/10	485,000	7.000	266,525.00	751,525.00	1,018,050.00		1,018,050.00
06/01/11			249,550.00	249,550.00			
12/01/11	425,000	7.000	249,550.00	674,550.00	924,100.00		924,100.00
06/01/12			234,675.00	234,675.00			
12/01/12	540,000	7.000	234,675.00	774,675.00	1,009,350.00		1,009,350.00
06/01/13			215,775.00	215,775.00			
12/01/13	585,000	7.000	215,775.00	800,775.00	1,016,550.00		1,016,550.00
06/01/14			195,300.00	195,300.00			
12/01/14	630,000	7.000	195,300.00	825,300.00	1,020,600.00		1,020,600.00
06/01/15			173,250.00	173,250.00			
12/01/15	680,000	7.000	173,250.00	853,250.00	1,026,500.00		1,026,500.00
06/01/16			149,450.00	149,450.00			
12/01/16	730,000	7.000	149,450.00	879,450.00	1,028,900.00		1,028,900.00
06/01/17			123,900.00	123,900.00			
12/01/17	790,000	7.000	123,900.00	913,900.00	1,037,800.00		1,037,800.00
06/01/18			96,250.00	96,250.00			
12/01/18	850,000	7.000	96,250.00	946,250.00	1,042,500.00		1,042,500.00
06/01/19			66,500.00	66,500.00			
12/01/19	915,000	7.000	66,500.00	981,500.00	1,048,000.00		1,048,000.00
06/01/20			34,475.00	34,475.00			
12/01/20	985,000	7.000	34,475.00	1,019,475.00	1,053,950.00		1,053,950.00
	7,950,000		8,051,750.00	16,001,750.00	16,001,750.00	(1,252,125.00)	14,749,625.00

Dated	12/01/01	Average Coupon	7.000000
		NIC	7.103673
Settlement	12/01/01	TIC	7.171116
		Arbitrage Yield	7.000000
		Bond Years	115,025.00
		Average Life	14.47
		Accrued Interest	0.00

Woodman Road Metropolitan District
Limited Tax General Obligation Bonds
Series 2001

Subordinate Lien Capital Appreciation Bonds					
Date	Principal Amount	Coupon	Yield	\$ Price 12/01/01	Maturity Amount
12/01/13	18,413.50	0	8.500	36.827000	50,000.00
12/01/14	33,886.00	0	8.500	33.886000	100,000.00
12/01/15	46,768.50	0	8.500	31.179000	150,000.00
12/01/16	64,550.25	0	8.500	28.689000	225,000.00
12/01/17	68,632.20	0	8.500	26.397000	260,000.00
12/01/18	85,011.50	0	8.500	24.289000	350,000.00
12/01/19	94,983.25	0	8.500	22.349000	425,000.00
12/01/20	87,397.00	0	8.500	20.564000	425,000.00
12/01/21	260,163.75	0	8.500	18.921000	1,375,000.00
12/01/22	243,740.00	0	8.500	17.410000	1,400,000.00
12/01/23	224,266.00	0	8.500	16.019000	1,400,000.00
12/01/24	206,360.00	0	8.500	14.740000	1,400,000.00
12/01/25	189,868.00	0	8.500	13.562000	1,400,000.00
1,624,039.95					8,960,000.00

**Woodman Road Metropolitan District
Limited Tax General Obligation Bonds
Series 2001**

Sources and Uses of Funds

Sources

Principal Amount of Bond Issue - Senior Lien Fixed Rate Bonds	7,950,000.00
Principal Amount of Bond Issue - Subordinate CABS	1,624,039.95
Equity Contribution from County	5,000,000.00
Cash Contribution From Falcon Regional Transportation Metro District	2,200,000.00
	<hr/>
	16,774,039.95

Uses

Project Fund - Gross Funded		15,000,000.00
Bond Discount - CIBs	\$15.00 /\$1,000	119,250.00
Bond Discount - CABS	\$15.00 /\$1,000	24,360.60
Capitalized Interest Fund - Gross Funded		1,252,125.00
Cost of Issuance		75,000.00
Contingency		303,304.35
		<hr/>
		16,774,039.95

Woodman Road Metropolitan District
Limited Tax General Obligation Bonds
Series 2001

Schedule of Assessed Valuations							
Residential					Total Assessed Value @ 9.15%	Total Commerical & Industrial @ 29.00%	Total* Assessed Valuation
Buildout Year	Meridian Ranch	Bennett Ranch (2)	Falcon Hills (1)	Falcon Highlands (1)			
2001							
2002	1,177,811	0			1,177,811	3,951,431	5,129,242
2003	2,591,184	0			2,591,184	8,096,438	10,687,621
2004	4,554,202	0			4,554,202	15,794,306	20,348,508
2005	6,517,220	0			6,517,220	24,202,748	30,719,968
2006	8,501,607	0			8,501,607	29,650,470	38,152,077
2007	10,556,731	0			10,556,731	36,164,051	46,720,782
2008	12,611,856	0			12,611,856	42,677,633	55,289,488
2009	14,666,980	0			14,666,980	49,191,214	63,858,194
2010	16,722,104	0			16,722,104	55,704,795	72,426,899
2011	18,695,024	0			18,695,024	62,218,376	80,913,400
2012	20,585,738	0			20,585,738	68,731,958	89,317,695
2013	22,229,837	0			22,229,837	75,245,539	97,475,376
2014	24,415,157	0			24,415,157	81,759,120	106,174,277
2015	26,639,382	0			26,639,382	88,272,701	114,912,083
2016	28,942,109	0			28,942,109	94,786,283	123,728,391
2017	28,942,109	0			28,942,109	101,299,864	130,241,973
2018	28,942,109	0			28,942,109	107,813,445	136,755,554
2019	28,942,109	0			28,942,109	114,327,026	143,269,135
2021	28,942,109	0			28,942,109	118,235,175	147,177,284
2022	28,942,109	0			28,942,109	118,235,175	147,177,284
2023	28,942,109	0			28,942,109	118,235,175	147,177,284
422,001,704					422,001,704	1,532,828,096	

(1) - Not Initially Within the District

(2) - Not within the District. Comprises the Falcon Regional Transportation Metropolitan District

Schedule of Platting Fees			
	Residential		
Year	Meridian Ranch	Commerical & Industrial	Total Platting Fees
2001	175,000		175,000
2002	0	51,258	51,258
2003	0	33,058	33,058
2004	0	54,058	54,058
2005	201,250	61,681	262,931
2006	0	44,181	44,181
2007	0	55,615	55,615
2008	0	55,615	55,615
2009	0	55,615	55,615
2010	195,300	55,615	250,915
2011	0	55,615	55,615
2012	0	55,615	55,615
2013	0	55,615	55,615
2014	0	55,615	55,615
2015	0	55,615	55,615
2016	0	55,615	55,615
2017	0	55,615	55,615
2018	0	55,615	55,615
2019	0	55,615	55,615
2020	0	28,235	28,235
2021	0	0	0
2022	0	0	0
2023	0	0	0
	571,550	995,463	1,567,013

Woodman Road Metropolitan District
Limited Tax General Obligation Bonds
Series 2001

Schedule of Building Permit Fees			
Year	Residential		Total Building Permit Fees
	Meridian Ranch	Commerical & Industrial	
2001	0		0
2002	37,500	117,500	155,000
2003	45,000	126,400	171,400
2004	62,500	289,750	352,250
2005	62,500	296,750	359,250
2006	62,500	160,625	223,125
2007	62,500	171,125	233,625
2008	62,500	171,125	233,625
2009	62,500	171,125	233,625
2010	62,500	171,125	233,625
2011	60,000	171,125	231,125
2012	57,500	171,125	228,625
2013	50,000	171,125	221,125
2014	42,500	171,125	213,625
2015	42,500	171,125	213,625
2016	44,000	171,125	215,125
2017	0	171,125	171,125
2018	0	171,125	171,125
2019	0	171,125	171,125
2020	0	141,180	141,180
2021	0	0	0
2022	0	0	0
2023	0	0	0
	816,500	3,356,830	4,173,330

Woodman Road Metropolitan District
Limited Tax General Obligation Bonds
Series 2001

Projected Buildout – Meridian Ranch (Residential)

Year	Lots Platted	Homes Built	Assessed Value @ 0.0915	Platting Fee @ \$350/Home	Building Permit Fee @ \$500/Home	Total Fees
2001	500			175,000	0	175,000
2002		75	1,177,811	0	37,500	37,500
2003		90	2,591,184	0	45,000	45,000
2004		125	4,554,202	0	62,500	62,500
2005	575	125	6,517,220	201,250	62,500	263,750
2006		125	8,501,607	0	62,500	62,500
2007		125	10,556,731	0	62,500	62,500
2008		125	12,611,856	0	62,500	62,500
2009		125	14,666,980	0	62,500	62,500
2010	558	125	16,722,104	195,300	62,500	257,800
2011		120	18,695,024	0	60,000	60,000
2012		115	20,585,738	0	57,500	57,500
2013		100	22,229,837	0	50,000	50,000
2014		85	24,415,157	0	42,500	42,500
2015		85	26,639,382	0	42,500	42,500
2016		88	28,942,109	0	44,000	44,000
2017			28,942,109			
2018			28,942,109			
2019			28,942,109			
2020			28,942,109			
2021			28,942,109			
2022			28,942,109			
2023			28,942,109			
<hr/>						
	1,633	1,633		571,550	816,500	1,388,050

First 511 Homes Valued @	171,630
Next 868 Homes Valued @	179,683
Next 254 Homes Valued @	285,982

Woodman Road Metropolitan District
Limited Tax General Obligation Bonds
Series 2001

Projected Buildout – Bennett Ranch (Residential)

Year	Lots Platted	Homes Built	Assessed Value @ 0.0915	Platting Fee @ \$350/Home	Building Permit Fee @ \$500/Home	Total Fees
2001				0	0	0
2002			0	0	0	0
2003			0	0	0	0
2004			0	0	0	0
2005			0	0	0	0
2006			0	0	0	0
2007			0	0	0	0
2008			0	0	0	0
2009			0	0	0	0
2010			0	0	0	0
2011			0	0	0	0
2012			0	0	0	0
2013			0	0	0	0
2014			0	0	0	0
2015			0	0	0	0
2016			0	0	0	0
2017			0			
2018			0			
2019			0			
2020			0			
2021			0			
2022			0			
2023			0			
	0	0		0	0	0

First 511 Homes Valued @ 180,000

George K. Baum & Company

INVESTMENT BANKERS SINCE 1928

May 7, 2001

RE: Woodman Road Metropolitan District, El Paso County, Colorado
GTL, Inc. d/b/a GTL Development, Inc., Developer

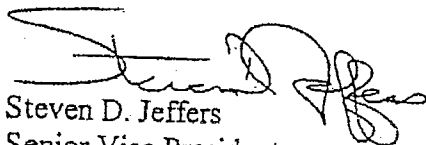
To Whom It May Concern:

George K. Baum & Company is representing GTL, Inc. d/b/a GTL Development, Inc., (the "Developer") as their investment banker of a development within El Paso County known as Meridian Ranch. It is anticipated that development will occur through two (2) metropolitan districts previously approved by the County, Meridian Ranch Metropolitan District and Meridian Service Metropolitan District. In order to facilitate development within these Districts, the Developer has agreed to participate with the County and other landowners/developers in jointly funding improvements to Woodman Road through the formation of the proposed Woodman Road Metropolitan District. ("WRMD").

WRMD will fund a portion of the infrastructure costs through the issuance of tax-exempt bonds payable from property taxes, platting fees and permit fees.. It is anticipated that the Developer will be required to provide some form of credit enhancements for the bonds. Currently these credit enhancements are anticipated to be the purchase of some amount of subordinate bonds, as well as agreeing to certain platting and permit fee purchase agreements. We have reviewed the financial statements of the Developer and are comfortable that the Developer has the financial strength to provide or obtain the credit enhancements that will be required to support the bonds.

Sincerely,

GEORGE K. BAUM & COMPANY


Steven D. Jeffers
Senior Vice President

RECEIVED

MAY 8 - 2001

Amt Invd	Amt Paid Invoice #	DatePd 02/08/2000 Chk# 001045	C/P C/P # Invoice Desc
1,208.87	1,208.87 COLORADO	0	TAX YEAR 1999 COLORADO
1,208.87	1,208.87		

LATIGO INVESTMENTS, L.P.
P.O. BOX 80036
SAN DIEGO, CA 92138

NORWEST BANK COLORADO, N.A.
COLORADO SPRINGS
COLORADO SPRINGS, COLORADO 80903
23-7-1020

1045

02/08/2000

\$1,208.87 DOLLARS

** One Thousand Two Hundred Eight Dollars and Eighty-Seven Cents ***

DATE

AMOUNT

PASO COUNTY TREASURER

OX 2018
COLORADO SPRINGS, CO 80901-2018

LATIGO INVESTMENTS, L.P.

⑈001045⑈ ⑆102000076⑆0188929814⑈

Security features indicated. Details on back.

Jan-12-03 06:04P
SENT BY: BESTWAY DISPOSAL;

719 633 3694;

MAY-4-01 10:30AM;

PAGE 2/2
P-03

Receipt: 2000 Real Estate TAXES
REFERENCE SCHEDULE# 93070-00-063
LOCATION: TEMPLETON GARD RD
Machine: 9 Act: 2067 Media: CMM

Date: 02/21/2001 : 46.0162

Reference ID:
Tax 3716.36
TOTAL PAID : 3716.36

93070-00-063
WOODPOW HOLDING PARTNERSHIP
PO BOX 1201
COLORADO SPRINGS, CO 80901-1201

INTERGOVERNMENTAL AGREEMENT CONCERNING WOODMEN ROAD

This Agreement is made and entered into effective this 1st day of December 2001 by and between the following parties:

1. The City of Colorado Springs ("City");
2. The County of El Paso ("County");
3. Woodmen Road Metropolitan District ("WRMD"); and,
4. Falcon Regional Transportation Metropolitan District ("Falcon Regional").

RECITALS

A. This Agreement concerns that portion of Woodmen Road located in unincorporated El Paso County consisting of two lanes and located between Powers Boulevard on the west and U.S. Highway 24 on the east ("Woodmen Road").

B. The parties to this Agreement desire to design, finance, and construct certain improvements to Woodmen Road (the "Improvements").

C. WRMD has been formed as a new metropolitan district pursuant to Title 32, Colorado Revised Statutes to be used as a vehicle for the construction and financing of the initial phase of the Improvements.

D. Falcon Regional has been formed as a new metropolitan district pursuant to Title 32, Colorado Revised Statutes to be used as a vehicle to contribute a fair share toward the cost of the Woodmen Improvements but also as a vehicle to design, construct and finance certain improvements to other area roads known as Stapleton, Eastonville, Judge Orr and Meridian.

E. This Agreement is intended to set forth the parties' understanding of how the Improvements will be designed, financed, and constructed.

NOW THEREFORE based upon the mutual considerations and promises contained herein, the parties agree as follows:

1. District Formation. WRMD Road and Falcon Regional have both been legally formed as Colorado special districts and the decrees forming the Districts have been recorded as required by law. At the election held in November 2001, the electors voted for the formation of the District, elected the initial 5 member Board of Directors, authorized debt and mill levies, approved this intergovernmental agreements ("IGA") and approved various financial issues to address the provisions of Article X, Section 20 of the Colorado Constitution.

2. Service Plan. As a condition of district formation, WRMD and Falcon Regional obtained approval from the Board of County Commissioners, El Paso County of their respective Service Plans which set forth the financial plan of the Districts, described the purposes of the Districts, and detailed various road improvements and their cost.

3. Improvements. The Improvements contemplated are the construction of up to 4 paved surface lanes in each direction together with turning lanes and acceleration/deceleration lanes together with right of way acquisition as needed up to 210 feet, earthwork, demolition, signalization, drainage structures for the road itself and offsite, medians and related construction. The Improvements are estimated to cost approximately \$30,000,000.00 without debt service. This estimate of costs also does not include construction management, legal, accounting, district formation costs, and other professional services such as marketing and financial studies (the "Soft Costs").

It is anticipated that the costs of the initial phase will be approximately \$17,000,000 including bond issuance and underwriting costs. Falcon Regional would contribute approximately \$2,200,000 and WRMD would contribute approximately \$9,800,000.

4. Service Area. The "Service Area" is defined as those real properties that will have a direct impact upon Woodmen Road as traffic is produced from anticipated development. The Service Area consists of 12,000 acres and is described on the attached map. The Service Area has been determined through a review of the various traffic studies that have been completed and it is appropriate that the properties within the Service Area who will generate the traffic necessitating the Improvements should bear a portion of the cost of said Improvements due to this "Local Impact". In addition, the County should bear a portion of the Improvement Costs due to the "Regional Impact" as Woodmen Road will also serve City and County residents and properties that are not located in the Service Area.

5. Regional Impact. The parties agree that the County's share for the Regional Impact is the sum of \$5,000,000.00 which the County agrees to contribute or make available to the Improvements. The County will contract for and pay the costs of Woodmen Road design and right of way acquisition. After the payment of these costs, the County's remaining funds will be utilized to pay for a portion of the Improvements or shall be given to the District for said Improvements. The County may make use of federal/state highway improvement funds or its own funds in order to complete the Improvements.

The parties agree that the County's sum of \$5,000,000.00 represents a reasonable contribution to the costs of the Regional Impact related to this project. In addition, the County agrees to use good faith efforts to annually obtain transportation improvements grants from the State and Federal Government or budget its own funds in order to complete the project.

6. Local Impact. The Owners shall be responsible for and agree to fund and/or finance the cost of the Improvements to be paid by the Local Impact which is estimated to cost \$11,774,039.95 including fees, costs of bond issuance, underwriters discount, capitalized interest

and all Soft Costs but excluding the interest carry for any debt. The parties agree that this amount represents a fair and reasonable allocation of costs to the properties in the Service Area that will impact Woodmen Road.

Those properties that are included in WRMD shall be required to pay property taxes with a mill levy capped at 25 mills 2001 equivalency. In addition the properties shall be required to pay a platting fee of \$350.00 per single family residential unit and a building permit fee of \$500.00 per single family residential unit. Multi-family properties shall pay the same fees based on the single family equivalency taking into account traffic generation or trips, density, and land use. Commercial and industrial properties shall pay both a platting fee and building permit fee.

The platting fee shall be based upon 4 residential units per acre.

The building permit fee would be based upon single family equivalency adjusted for traffic generations based on land use and type and could be as follows:

Single Family	\$500/Unit
Multi Family	\$350/Unit
Destination retail/hotel	\$1.25 per square foot
Convenience Commercial	\$5.00 per square foot
All Other Uses	\$1.00 per square foot

The District will determine the appropriate categories to use in determining the building permit fee using the ITE Trip Generation Manual.

Pursuant to the approved service plan, the Districts, on an annual basis, may adjust upwards the building permit fee and platting fee based upon increases in inflation and cost of living as determined by the consumer price index.

By including properties into either WRMD or Falcon Regional, the initial property owners have consented to said fees and have agreed that their properties shall be subject to the payment of the same.

Ten (10) mills 2002 equivalency means the mill levy as automatically adjusted upwards by the same proportion as any decrease by the State of Colorado of the ratio for assessment of commercial or residential property from the present ratios of 29% and 9.15%, respectively, in order to produce the same revenues as would have been produced had the valuation of property not been changed as a result of changes in Colorado law.

7. Owners Minimum Share. The Owner's Minimum Share shall be based upon the number of traffic trips generated on an average daily basis ("ADT"). The cost of an ADT shall be determined by dividing the Districts' cost of Improvements by the estimated number of ADT's produced in the Service Area. On at least an annual basis WRMD will update the estimate of ADT's based on the most recent traffic studies done within the Service Area. At the time of completion of platting and the construction of improvements, based on the above methodology, the Owner's Minimum Share can be determined.

8. Reimbursement Pool. WRMD, on an annual basis and depending on the availability of funds, shall maintain a Reimbursement Pool. From the receipt of District revenue, the District shall pay the costs of operation and administration and then the cost of bond principal, interest, capitalized interest, and debt service reserves, if necessary. Any funds remaining will be transferred to the Reimbursement Pool. District revenue shall consist of property taxes, specific ownership taxes, platting fees, and building permit fees.

Owners, whose total taxes and fees generated from the Owner's property exceed their Minimum Share, shall be entitled to reimbursement from the Reimbursement Pool until their excess amounts have been fully repaid.

On an annual basis, the District shall pay out from the Reimbursement Pool to those Owners entitled to reimbursement which payments shall be made on a prorata basis in proportion to the Owner's contribution to revenue in relationship to all revenues received. Payment to any Owner from the Reimbursement Pool shall terminate once the Owner has received full reimbursement (without interest) or December 31, 2030, whichever occurs first.

9. Bonds. It is anticipated that the cost of the Owners' Local Impact will be financed through the sale of limited tax general obligation bonds that will be funded by a capped mill levy of ten mills, 2001 equivalency. The bonds may be issued as fixed rate or variable rate or a combination of the two. The Owners agree to arrange for letters of credit, bond insurance, or other necessary credit enhancements.

After the payment in full of any outstanding bonds, WRMD shall continue to impose a capped mill levy and fees, receive the revenues, and continue to fund the Reimbursement Pool.

10. Soft Costs. Soft Costs shall be paid from bond proceeds as approved by WRMD and allowed by law. To the extent any of the initial owners within WRMD fund any Soft Costs, they shall be entitled to reimbursement from bond proceeds.

11. Design and Warranty. All construction performed by the District, or through the District's Project Manager, shall be in conformity with the approved design and the County road standards. All completed work will be dedicated to the County pursuant to a two year warranty and shall not be subject to any reimbursement. Following completion of the Improvements, the County shall maintain the same, including the cost of power and maintenance of signalization devices.

12. County Additional Obligations. The County shall require of any property located within the Service Area, as a condition of platting or replatting (other than to adjust property lines) that the property be required to contribute to the Local Impact costs. This contribution may be accomplished by the inclusion of the subject property into the District or a cash payment in lieu thereof which shall be based upon the same calculation used to quantify the Owner's Minimum Share.

13. Vested Property Right. A material consideration for the owners of property to include the same within the boundary of either District is the expectation that their properties' land uses and development plans will be "vested" pursuant to Colorado Revised Statutes Title 24, Article 68 and Article X of the County Land Development Code. The parties recognize that in order for the properties within the Service Area to have the ability to pay for the Local Impact, it is essential for the development rights to vest. The County's current Land Development Code requires that as a condition of vesting, a final plat must be submitted with the vesting request. The County recognizes that this is impractical, and therefore, agrees to amend the Land Development Code to allow for vesting at an earlier stage of the plan approval process. The parties agree to cooperate with each other in the determination of how this should occur and at what stage will vesting be permitted. The County further agrees to cooperate in the granting of vested rights to those properties and Owners who are signatory to this Agreement.

14. City Obligations. The City's obligation under this Agreement is to condition any City annexation of any property in the Service Area upon said property be included into the District or make other arrangements to contribute to the impacts upon Woodmen Road. The City agrees that if a property has already been included into the District, then in that event the City shall not impose additional financial requirements for Woodmen Road on the property as a condition of annexation.

15. Additional Improvements. Additional Improvements, other than those contemplated in the Service Plan, may be required. These "Additional Improvements" may consist of additional lanes, grade-separated crossings, raised medians, and curb and gutters. The City and County agree that those properties that contribute to the Local Impact (either by paying the Minimum Share or including their property into the District) shall be exempt from the paying of any costs of the Additional Improvements.

Additional debt, over and above the initial debt may be issued subject to the following conditions:

1. agreement of WRMD and the County
2. Significant increase in anticipated assessed valuation as a result of inclusions of additional properties

16. Miscellaneous.

a. If any clause or provision of this Agreement is illegal, invalid, or unenforceable under applicable present or future laws, then it is the intention of the parties that the remainder of this Agreement shall not be affected and that in lieu of any such clause or provision there shall be added as a part thereof a substitute clause or provision as similar in terms and effect as to such illegal, invalid or unenforceable clause or provision as may be possible.

b. This Agreement represents the entire understanding of the parties and any amendment to this Agreement is invalid unless reduced to writing and signed by the parties.

c. This Agreement shall be binding upon successors and assigns.

Made and entered into the year and date first above written.

CITY OF COLORADO SPRINGS

BY: _____
MAYOR

ATTEST:

CITY CLERK

VERIFICATION

STATE OF COLORADO }
 }
COUNTY OF EL PASO }

ss:

The foregoing instrument was acknowledged before me this ____ day of _____, 2000,
by _____ as Mayor and _____
as City Clerk.

Witness my hand and official seal.

My commission expires: _____

[SEAL]

Notary Public

BOARD OF COUNTY COMMISSIONERS
OF EL PASO COUNTY

BY: _____

ATTEST:

BY: _____

VERIFICATION

STATE OF COLORADO

COUNTY OF EL PASO

}
}
} ss:

The foregoing instrument was acknowledged before me this ____ day of _____, 2000,
by _____ as Chairman of the Board and by _____
as Clerk to the Board.

Witness my hand and official seal.

My commission expires: _____

[SEAL]

Notary Public

WOODMEN ROAD
METROPOLITAN DISTRICT

BY: _____

ATTEST:

BY: _____

VERIFICATION

STATE OF COLORADO

COUNTY OF EL PASO

}
}
} ss:

The foregoing instrument was acknowledged before me this ____ day of _____, 2001,
by _____ as Chairman of the Board and by _____
as Secretary to the Board of Woodmen Road Metropolitan District.

Witness my hand and official seal.

My commission expires: _____

[SEAL]

Notary Public

FALCON REGIONAL TRANSPORTATION
METROPOLITAN DISTRICT

BY: _____

ATTEST:

BY: _____

VERIFICATION

STATE OF COLORADO

COUNTY OF EL PASO

}
}
} ss:

The foregoing instrument was acknowledged before me this ____ day of _____, 2001,
by _____ as Chairman of the Board and by _____
as Secretary to the Board of Falcon Regional Transportation Metropolitan District.

Witness my hand and official seal.

My commission expires: _____

[SEAL] _____

Notary Public