

SERVICE PLAN

FOR

**FALLBROOK
METROPOLITAN DISTRICT
(CITY OF THORNTON, COLORADO)**

APPROVED: August 30, 2005

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FALLBROOK METROPOLITAN DISTRICT SERVICE PLAN

I. INTRODUCTION

A. General Information

Pursuant to the requirements of the Special District Control Act, Section 32-1-201, et seq., Colorado Revised Statutes, this Service Plan consists of a financial analysis and an engineering plan showing how the proposed facilities and services of the Fallbrook Metropolitan District ("District") will be constructed and financed. The following items are included in this Service Plan:

1. A description of the proposed services;
2. A financial plan showing how the proposed services are to be financed, including the proposed operating revenue derived from property taxes of the District;
3. A preliminary engineering or architectural survey showing how the proposed services are to be provided;
4. A map of the District boundaries, as hereinafter defined, the proposed Service Area, as hereinafter defined, and an estimate of the population and valuation for assessment of the District;
5. A general description of the facilities to be constructed and the standards of such construction, including a statement of how the facility and service standards of the District are compatible with facility and service standards of the City of Thornton (the "City") and of any special districts which are interested parties pursuant to Section 32-1-204(1), Colorado Revised Statutes;
6. A general description of the estimated cost of acquiring land, engineering services, legal services, administrative services, proposed indebtedness and estimated proposed

maximum interest rates and discounts, and other major expenses related to the operation of the District; and

7. A description of any arrangement or proposed agreement with any political subdivision for the performance of any services between the District and such other political subdivision, and if applicable, a form of the agreement is attached hereto.

II. DISTRICT BOUNDARIES/MAPS

The total area proposed to be included in the initial District boundaries is approximately 172 acres (the "Initial District Boundaries"), the total area to be included in the future inclusion area 1 is approximately 13 acres ("Future Inclusion Area 1"), the total area to be included in the future inclusion area 2 is approximately 18 acres ("Future Inclusion Area 2"), and the total area to be included in the future inclusion area 3 is approximately 160 acres ("Future Inclusion Area 3") (together the Initial District Boundaries, Future Inclusion Area 1, Future Inclusion Area 2 and Future Inclusion Area 3 shall be referred to as the "Property"). A legal description of the Initial District Boundaries is attached hereto as **Exhibit A-1**, a legal description of Future Inclusion Area 1 is attached hereto as **Exhibit A-2**, a legal description of Future Inclusion Area 2 is attached hereto as **Exhibit A-3**, and a legal description of Future Inclusion Area 3 is attached hereto as **Exhibit A-4**. A map of the Initial District Boundaries is attached hereto as **Exhibit B-1** and a map of Future Inclusion Area 1, Future Inclusion Area 2 and Future Inclusion Area 3 is attached hereto as **Exhibit B-2**. A vicinity map is attached hereto as **Exhibit C**. It is anticipated that the District's boundaries may change from time to time as it undergoes inclusions pursuant to parts 4 and 5 of Article 1, Title 32, C.R.S. and as set forth in this Service Plan. Property within Future Inclusion Area 1, Future Inclusion Area 2 and Future Inclusion Area 3 may not be included into the District if it has been included in any other Title 32 Metropolitan District

approved by the City of Thornton. Any inclusion or exclusion of property except for the Future Inclusion Areas described herein will require the prior approval of City Council.

III. PURPOSE OF THE DISTRICT

The area to be served by the District is located generally north of 140th Avenue, east of York Street, west of Colorado Boulevard, and south of 144th Avenue in the City of Thornton, Colorado (the "City"). The Property is entirely within the boundaries of the City and within the boundaries of Adams County (the "County"). Neither the City, the County nor any other existing special district has plans to provide the services and facilities within a reasonable time and on a comparable basis. The main purpose of the District is to finance the construction and maintenance, until acceptance, of public improvements, including any that will be dedicated to the City and any other applicable governmental entities, for the use and benefit of its inhabitants and taxpayers and provide such other services as are described in this Service Plan. It is proposed that the District will have the following powers: (1) water (2) sanitation; (3) streets; and (4) safety protection.

IV. PROPOSED LAND USE/POPULATION PROJECTIONS

The Property is planned for the development of 627 single family homes in the Initial District Boundaries, 120 multi-family units in Future Inclusion Area 1, 204 multi-family homes in Future Inclusion Area 2 and 376 single family homes in Future Inclusion Area 3. Based upon an estimated 2.8 persons per single family unit and 2 persons per multi-family unit, this would result in an estimated population of 1,756 persons in the Initial District Boundaries, 240 persons in Future Inclusion Area 1, 408 persons in Future Inclusion Area 2 and 1,053 persons in Future Inclusion Area 3. In order to facilitate the development of the Property as planned, organized provision of services proposed to be provided by the District will be necessary.

V. DESCRIPTION OF PROPOSED IMPROVEMENTS AND SERVICES

The following paragraphs provide a description of the facilities and services the District will have the power to provide.

A. Types of Improvements

The District plans to provide for the design, acquisition, construction, installation, maintenance, and financing of certain improvements including sanitation, water, streets, and traffic and safety protection, improvements and services within and without the boundaries of the District ("Improvements"). The Improvements as generally depicted and described in **Exhibits D through G** have been presented for illustration only and the exact design, subphasing of construction and location of the Improvements will be determined at the time of platting and such decisions shall not be considered to be a material modification of the Service Plan. The District will not provide on-going services except as authorized herein.

1. Water. The District shall have the power to provide for the design, acquisition, construction, completion, installation, operation and maintenance of potable water systems including transmission lines, mains, regional facilities together with extensions of and improvements to said systems within and without the District. A general description and preliminary engineering sketch of the water facilities to be constructed and/or acquired is attached hereto as **Exhibit D**. Following acceptance by the City, the City will own, operate and maintain the water improvements and associated appurtenances, facilities, land and easements.

2. Sanitation.

a. Wastewater. The District shall have the power to provide for the design, acquisition, construction, completion and installation, operation and maintenance of a wastewater collection, treatment and transmission system which may include, but shall not be limited to, collection mains and laterals, transmission lines, and all necessary, incidental, and

appurtenant facilities, land and easements, together with extensions of and improvements to said system within and without the boundaries of the District. A general description and preliminary engineering sketch of the wastewater facilities to be constructed and/or acquired are set forth in **Exhibit E** attached hereto.

b. Drainage. The District shall have the power to provide for the design, acquisition, construction, completion, installation, operation and maintenance of storm sewer, flood and surface drainage facilities and systems, including detention/retention ponds and associated irrigation facilities, landscaping relocation of existing irrigation ditches and canals and all necessary, incidental, and appurtenant facilities, land and easements, together with extensions of and improvements to said system within and without the boundaries of the District. A general description and preliminary engineering sketch of the drainage facilities to be constructed and/or acquired are set forth in **Exhibit F** attached hereto.

c. Following acceptance by the City, the City will own, operate and maintain the public wastewater and storm sewer and associated appurtenances, facilities, land and easements.

3. Streets. The District shall have the power to provide for the design, acquisition, construction, completion, relocation, installation, and/or operation and maintenance of street improvements, including but not limited to curbs, gutters, culverts, and other drainage facilities, underground conduits, sidewalks, trails, bike paths and pedestrian ways, pedestrian overpasses, retaining walls, bridges, overpasses, underpasses, interchanges, railroad crossings, parking areas, parking facilities, median islands, paving, lighting, grading, landscaping and irrigation, land and easements, and all necessary, incidental, and appurtenant facilities within and without the boundaries of the District as generally depicted on **Exhibit G** attached hereto.

Following acceptance by the City, the City will own, operate and maintain the street improvements constructed by the District.

4. Traffic and Safety Protection. The District shall have the power to provide for the acquisition, construction, completion, installation, and/or operation and maintenance of facilities and/or services for a system of traffic and safety controls and devices on streets and highways, including but not limited to signalization, signage and striping, area identification, driver information and directional assistance signs, and all necessary, incidental, and appurtenant facilities, land and easements, together with extensions of and improvements to said facilities within and without the boundaries of the District, as identified on **Exhibit G** attached hereto. Following acceptance by the City, the City will own, operate and maintain the traffic and safety protection improvements constructed by the District.

5. Other Powers. In addition to the enumerated powers, the Board of Directors of the District ("Board") shall also have the following authority:

a. Plan Amendments. To amend the Service Plan as needed, subject to the appropriate statutory procedures, the City Code and the Service Plan.

b. Phasing, Deferral. Without amending this Service Plan, to defer, forego, reschedule, or restructure the financing and construction of certain improvements and facilities, to better accommodate the actual pace of growth, resource availability, and potential inclusions and exclusions of property within the District.

c. Financing. Any refunding of outstanding bonds of the District which could extend the maturity of such bonds, or increase the total debt service thereon, except as set forth below, shall be subject to the prior approval of the City Council as evidenced by a resolution after a public hearing thereon.

d. Inclusions. To include property within Future Inclusion Area 1, Future Inclusion Area 2, and Future Inclusion Area 3 into the District, subject to Section 32-1-401, et. seq. C.R.S. by administrative approval of the City of the proposed inclusion(s). When notice of the inclusion(s) is given to the City, the City shall determine whether the inclusion(s) constitutes a material modification to this Service Plan requiring a Service Plan amendment. The proposed inclusion shall include any additional improvement(s) and financial plan(s) for the future inclusion area(s).

e. Additional Services. The District shall not use the power of eminent domain for real property without the prior approval of the City manager except if necessary for acquisition of right-of-way for construction of the regional sewer line set forth on **Exhibit E**.

B. Standards of Construction/Statement of Compatibility

1. All public streets and traffic safety protection facilities to be dedicated to the City will be constructed in accordance with the standards and specifications of the City.

2. All sanitary and storm sewers and related facilities will be constructed in accordance with the standards and specifications of the City.

3. All water facilities and improvements shall be constructed in accordance with the standards and specifications of the City.

The District is subject to all of the City's zoning, subdivision, building code and other land use requirements.

VI. NOTICE OF MEETINGS AND COURT HEARING

The District shall submit a copy of the written notice of every regular or special meeting of the District's Board of Directors to the Office of the City Clerk, by mail, electronically, or by hand, to be received at least seven (7) days prior to such meeting for agenda items relating to

debt issuance/refunding or Service Plan amendments and at least three (3) days prior to such meeting for other agenda items. The District shall provide the City with written notice of the date of the District Court hearing regarding organization of the District.

VII. ASSESSED VALUATION

The current assessed value of the Property is assumed to be \$-0- for purposes of the Financial Plan. The total overlapping mill levy imposed on the Property for tax collection year 2005 is 146.304 mills.

VIII. ESTIMATED COSTS OF FACILITIES

The estimated costs of the Improvements to be designed, constructed and installed within the Initial District Boundaries is approximately Four Million Three Hundred Thirty-Three Thousand Three Hundred Sixty-Three Dollars (\$4,333,363) as set forth in **Exhibit H**, attached hereto. The District will phase construction of the Improvements in accordance with the build-out of the District such that the properties will produce revenue sufficient to repay the indebtedness of the District. The District anticipates completion of the Improvements in 2006. Any improvement(s) financed and constructed by another Title 32 Metropolitan District may not be financed and constructed by the District, but the District may finance its share of such improvement(s) pursuant to intergovernmental agreement(s) among such district(s).

IX. OPERATION AND MAINTENANCE / ESTIMATED COSTS

The District will require operating funds for administration of the District and to plan and cause the Improvements to be constructed and maintained. The first year's operating budget is estimated to be Fifty Thousand Dollars (\$50,000). The operating and maintenance mill levy is anticipated to be approximately 2.5 mills.

In addition to property taxes, the District may also rely upon various other revenue sources authorized by law and this Service Plan to offset the expenses of capital construction and District management, operations and maintenance. These will include revenues from the developer as well as the power to assess fees, rates, tolls, penalties, or charges as provided in Title 32, Article 1, C.R.S., as amended.

The Mill Levy Cap, as hereafter defined, does not apply to the District's ability to increase their mill levy as necessary for provision of operation and maintenance services to the property within the District and Future Inclusion Areas. However, there are statutory and constitutional limits on the District's ability to increase their mill levy for operation and maintenance services without an election. The proponents of the District intend to seek the District's electoral approval to waive the revenue and spending limits of Article X, Section 20 of the Colorado Constitution, as well as the 5.5% limitation set forth in Section 29-1-301, C.R.S.

Prior to the District having sufficient revenue to cover its ongoing operations and maintenance expenses, the developer of property within the District will advance funds to the District. The District will have the authority to repay the developer for amounts advanced for operations and maintenance expenses, which amount will not exceed \$500,000, together with interest thereon, the rate of which shall not exceed the current market rate as determined by an independent underwriter selected by the District.

X. AGREEMENTS

The District will enter into an intergovernmental agreement with the City regarding requirements set forth in this Service Plan as required by the City Code in form similar to that attached hereto as **Exhibit J**. The District also anticipates entering into one or more agreement(s) with surrounding property owners and/or special districts for the cost sharing of

certain improvements set forth on **Exhibit H**. Any reimbursements received from surrounding property owners and/or special districts for improvements financed and constructed by the District shall be deposited in the District's account and used to retire outstanding indebtedness of the District in compliance with the bond documents.

XI. FINANCIAL PLAN/PROPOSED INDEBTEDNESS

A. General Discussion

The Financial Plan attached hereto as **Exhibit I** illustrates how the Improvements and/or services may be financed, including the estimated costs of engineering services, legal services, administrative services, proposed indebtedness and estimated interest rates and discounts, and other major expenses related to the organization and operation of the District. The Financial Plan demonstrates the issuance of the debt and the anticipated repayment based on the projected development in the District's boundaries and that the District has the ability to finance the Improvements identified herein, and will be capable of discharging the proposed indebtedness on a reasonable basis. The Financial Plan sets forth a reasonable estimate of growth within the District and allows the Board a measure of flexibility such that the District need not incur debt in excess of what it needs to meet the actual population's demands for services.

B. General Obligation Bonds

The District shall have the authority to issue general obligation bonds, secured by the *ad valorem* taxing authority of the District with the limitations discussed below. For purposes of this Service Plan, all bond issuances shall be described as general obligation bonds. Based upon construction cost estimates and financing cost estimates as computed during the preparation of this Service Plan, up to a total of Nine Million Dollars (\$9,000,000) in general obligation bonds (which includes \$500,000 for operation and maintenance debt) may be issued

with respect to the property within the District. Any issuance of general obligation bonds in excess of such amount will require a Service Plan amendment prior to issuance.

Based on an Inclusion Area financial plan analysis, for every acre of property subsequently included within the District boundaries, the District will have the ability to support payment of an additional Eighteen Thousand Seven Hundred Fifty Dollars (\$18,750) in additional general obligation bonds.

It is proposed that a total maximum amount of Nine Million Dollars (\$9,000,000) (which includes \$500,000 for operations and maintenance debt) of bonds or other debt instruments that may be secured by *ad valorem* taxes or other revenues be submitted to the electors of the District boundaries for their approval at an election ("Debt Authority").

The Financial Plan anticipates that bonds will be issued in 2005 for the Initial District Boundaries with an anticipated amount of Four Million Nine Hundred Fifty-Five Thousand Dollars (\$4,955,000) producing net proceeds of Four Million Two Hundred Fifty Thousand Dollars (\$4,250,000). The anticipated cost of financing and issuance costs is not anticipated to exceed fifteen percent (15%) of the par amount of the bonds set forth in for the Financial Plan based upon an estimated interest rate of seven percent (7 %). All general obligation bonds of the District shall be sold (1) with a rating in one of the four highest rating categories, or (2) in minimum denominations of \$500,000 or (3) to accredited investors with provision for transfers only to persons who are accredited investors or (4) in compliance with an exemption from registration under Title 11 Article 59 C.R.S.. The District shall, prior to the issuance of any bonds, provide an opinion of a qualified evaluator, acceptable to the City, or other evidence acceptable to the City, which states that the interest rate for any bonds issued will be at or below market interest rates.

Expenses for legal, engineering, administrative and debt issuance costs and amounts expended on design and construction of Improvements will be eligible for reimbursement from the bond proceeds. The amount to be voted exceeds the amount of bonds anticipated to be sold, as shown in the Financial Plan, to allow for unforeseen contingencies and increases in construction costs due to inflation, the potential financing for Future Inclusion Area 1, Future Inclusion Area 2 and Future Inclusion Area 3, changes in market conditions and interest rates, and to cover all issuance costs. Such limitations shall not be applicable to refunding of the bonds authorized to be issued hereunder.

The maximum voted interest rate is estimated at eighteen percent (18%) and the maximum underwriting discount is five percent (5%). The exact interest rates, term and discounts will be determined at the time the bonds are sold by the District, and will reflect market conditions at the time of sale. The District may also issue notes, certificates, debentures or other evidences of indebtedness, including, but not limited to, contracts that extend beyond one year, on parity with or subordinate to bonds issued pursuant to the Debt Authority, subject to the limitations set forth herein.

C. Mill Levy Cap

The District will impose *ad valorem* property taxes on all taxable property within the District as a source of revenue for repayment of debt service of any general obligation bonds that are issued by the District. The Financial Plan anticipates that a mill levy of approximately 30.5 mills will be sufficient to meet the debt payment and operations needs of the District. Interest income through the reinvestment of construction funds, capitalized interest, and annual tax receipts will provide additional funds for repayment. These revenue sources, along with a Facility Fee to be imposed upon the property in the amount Two Thousand Dollars (\$2,000) per single family home and One Thousand Dollars (\$1,000) per multi-family unit should be

sufficient to retire the proposed indebtedness if growth occurs as projected; otherwise, increases in the mill levy and/or the imposition of rates, tolls, fees, and charges may be necessary; but in no event shall the debt service mill levy exceed the Mill Levy Cap, subject to the terms of the following paragraph.

For purposes of this Section, "Debt To Assessed Valuation" shall mean the ratio of (i) the District's total outstanding general obligation debt, including the bonds proposed to be issued, to (ii) the District's assessed valuation; and "Mill Levy Cap" shall mean the mill levy pledged for repayment of bonds or other obligations shall not exceed fifty (50) mills, with adjustments as described hereafter. For any portion of its bonds or other outstanding general obligation debt to which property tax revenues are pledged as payment ("Debt") with respect to which the Debt To Assessed Valuation is fifty percent (50%) or greater, the District's obligation to impose a mill levy for the payment thereof shall be subject to the Mill Levy Cap. For any portion of its Debt with respect to which the Debt To Assessed Valuation is less than fifty percent (50%), the District is permitted to impose a mill levy for the payment thereof that shall not be subject to the Mill Levy Cap. Further, in the event the method of calculating assessed valuation is changed after the date of approval of this Service Plan by any change in law, change in method of calculation, or in the event of any legislation or constitutionally mandated tax credit, cut or abatement, the Mill Levy Cap herein provided may be increased or decreased to reflect such changes, such increases or decreases to be determined by the Board of Directors in good faith (such determination to be binding and final) so that, to the extent possible, the actual tax revenues generated by the Mill Levy Cap, as adjusted, are neither diminished nor enhanced as the result of such change.

Once any portion of the District's Debt has been determined to be not subject to the Mill Levy Cap, the District is entitled to pledge to its payment an unlimited *ad valorem* mill levy and the District may provide that such Debt shall remain secured by such unlimited mill levy, notwithstanding any subsequent reduction in the assessed valuation of the District.

D. Cost Summary and Bond Development

The Financial Plan reflects the estimated amount of bonds to be sold and fees to be imposed to finance the acquisition, construction, completion, and/or installation of the proposed Improvements, including all costs and expenses related to the anticipated bond issuances. The amount of bonds actually sold will be based upon the final engineering estimates and/or actual construction contracts. Organizational costs, including, but not limited to, legal fees, and capitalized engineering costs, are anticipated to be paid from bond proceeds. In the event the District is unable to finance the design, acquisition and construction of all of the Improvements through the issuance of bonds, the Developer shall make contributions sufficient to cover any shortfall. The interest rate as set forth in the Financial Plan is based upon the advice of Kirkpatrick Pettis.

The Financial Plan projects the anticipated flow of funds, including specific ownership taxes, and is based upon the estimated construction costs and projected need for bond proceeds to finance the proposed Improvements. The Financial Plan sets forth a reasonable estimate of growth within the Development. The Financial Plan assumes that the 2005 assessed valuation for the property within the District is Zero Dollars (\$0). The projected build-out provided by developers for the District is set forth in the Financial Plan.

The City shall not be held liable for any of the District's obligations as set forth in this Service Plan.

E. Economic Viability

The Financial Plan illustrates the estimated income and expenses for the District over a twenty (20) year period presuming issuance of one series of bonds maturing within the twenty (20) year period. The analysis reflects a total build-out period of five (5) years for the development, a total mill levy of approximately 30.5 mills and a Development Fee of Two Thousand Dollars (\$2,000) per single family home and One Thousand Dollars (\$1,000) per multi-family unit. It is also assumed that the increase in assessed valuation from new construction will be realized one year after construction and that tax collections will be realized two years after such construction.

XII. DISSOLUTION

The District shall take all action necessary to dissolve, pursuant to C.R.S. § 32-1-701 et seq., upon an independent determination of the City Council that the purposes for which the District was created have been accomplished whereupon City Council shall adopt a resolution, after a public hearing thereon, stating that the District shall be dissolved; provided however, that the District shall not be dissolved until all of the District's outstanding debt obligations have been discharged or if the District has ongoing operation and maintenance obligations.

XIII. CONSOLIDATION

The District shall not file a request pursuant to C.R.S. 32-1-101 et seq. with the Adams County District Court to consolidate with any other special district without the prior written approval of the City Council.

XIV. ANNUAL REPORT

The District shall be responsible for submitting an annual report to the City within one hundred eighty (180) days from the conclusion of the District's fiscal year. The District's fiscal

year shall end on December 31. The content of the annual report shall include information as to the following matters which occurred during the year:

- a. A certificate of compliance with the City Code.
- b. Intergovernmental Agreements with other governmental bodies entered into or proposed.
- c. Submission of current assessed valuation in the District.
- d. Copies of any filings made pursuant to SEC Rule 15(c)2-12.
- e. Meeting Notices.

In addition, the District shall provide, as soon as available and unless otherwise exempted from audit by C.R.S. §29-1-604, a copy of the District's audit for the previous year including financial statements audited in accordance with GAAS.

XV. CONCLUSION

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

- A. There is sufficient existing and projected need for organized service in the area to be serviced by the District;
- B. The existing service in the area to be served by the District is inadequate for present and projected needs;
- C. The District is capable of providing economical and sufficient service to the area within its proposed boundaries;
- D. The area to be included in the 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 City or 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 District are compatible with the facility and service standards of the City within which the special district is to be located and each municipality which is an interested party under Section 32-1-204(1), Colorado Revised Statutes;

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

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

I. The creation of the District is in the best interests of the area proposed to be served.

EXHIBIT A-1

Legal Description of the Initial District Boundaries

LEGAL DESCRIPTION

PART OF THE NORTH HALF OF SECTION 24, TOWNSHIP 1 SOUTH, RANGE 68 WEST OF THE 6TH PRINCIPAL MERIDIAN, CITY OF THORNTON, COUNTY OF ADAMS, STATE OF COLORADO, BEING MORE PARTICULARLY DESCRIBED AS FOLLOWS:

COMMENCING AT THE NORTHWEST CORNER OF THE NORTHEAST QUARTER OF SAID SECTION 24, FROM WHICH THE NORTHERLY LINE OF SAID NORTHEAST QUARTER OF SAID SECTION 24 BEARS SOUTH 89°59'17" EAST, WITH ALL BEARINGS CONTAINED HEREIN BEING REFERENCED TO THIS LINE;

THENCE ALONG THE WESTERLY LINE OF SAID NORTHEAST QUARTER OF SECTION 24 SOUTH 00°19'07" EAST A DISTANCE OF 30.00 FEET TO A POINT ON THE SOUTHERLY RIGHT-OF-WAY OF EAST 144TH AVENUE, BEING A LINE PARALLEL WITH AND 30.00 FEET SOUTHERLY OF, MEASURED AT RIGHT ANGLES, SAID NORTHERLY LINE OF THE NORTHEAST QUARTER OF SECTION 24 AND THE **POINT OF BEGINNING**;

THENCE DEPARTING SAID WESTERLY LINE AND ALONG SAID SOUTHERLY RIGHT-OF-WAY AND SAID PARALLEL LINE SOUTH 89°59'17" EAST 1082.35 FEET TO THE WESTERLY BOUNDARY OF THAT CERTAIN PARCEL OF LAND DESCRIBED IN DEED RECORDED IN BOOK 5674 AT PAGE 510 IN THE OFFICE OF THE CLERK AND RECORDER OF ADAMS COUNTY, COLORADO;

THENCE DEPARTING SAID SOUTHERLY RIGHT-OF-WAY AND SAID PARALLEL LINE AND ALONG SAID WESTERLY BOUNDARY SOUTH 00°14'17" EAST 531.13 FEET TO THE SOUTHERLY BOUNDARY OF SAID PARCEL:

THENCE ALONG SAID SOUTHERLY BOUNDARY SOUTH 89°59'17" EAST 410.00 FEET TO THE WESTERLY BOUNDARY OF THAT CERTAIN PARCEL OF LAND DESCRIBED IN DEED RECORDED IN BOOK 1655 AT PAGE 363 IN SAID CLERK AND RECORDER'S OFFICE;

THENCE ALONG SAID WESTERLY BOUNDARY SOUTH 00°14'17" EAST 788.78 FEET TO THE SOUTHERLY BOUNDARY OF SAID PARCEL;

THENCE ALONG SAID SOUTHERLY BOUNDARY SOUTH 89°59'17" EAST 1154.85 FEET TO THE WESTERLY RIGHT-OF-WAY OF COLORADO BOULEVARD, BEING A LINE PARALLEL WITH AND 30.00 FEET WESTERLY OF, MEASURED AT RIGHT ANGLES, THE EASTERLY LINE OF SAID NORTHEAST QUARTER OF SECTION 24;

THENCE ALONG SAID EASTERLY RIGHT-OF-WAY AND SAID PARALLEL LINE SOUTH 00°14'38" EAST 914.94 FEET TO THE NORTHERLY BOUNDARY OF THAT CERTAIN PARCEL OF LAND DESCRIBED IN DEED RECORDED AT RECEPTION NO. CO802303 IN SAID CLERK AND RECORDER'S OFFICE;

THENCE ALONG SAID NORTHERLY BOUNDARY SOUTH 89°52'49" WEST 390.00 FEET TO THE WESTERLY BOUNDARY OF SAID PARCEL;

THENCE ALONG SAID WESTERLY BOUNDARY SOUTH 00°14'38" EAST 379.00 FEET TO THE SOUTHERLY LINE OF SAID NORTHEAST QUARTER OF SECTION 24;

THENCE ALONG SAID SOUTHERLY LINE SOUTH 89°52'49" WEST 2253.63 FEET TO THE SOUTHWEST CORNER OF SAID NORTHEAST QUARTER OF SECTION 24;

THENCE ALONG THE SOUTHERLY LINE OF THE NORTHWEST QUARTER OF SAID SECTION 24 SOUTH 89°52'27" WEST 1539.97 FEET TO THE EASTERLY RIGHT-OF-WAY OF THE UNION PACIFIC RAILROAD AS DESCRIBED IN DEED RECORDED IN BOOK 44 AT PAGE 173 IN SAID CLERK AND RECORDER'S OFFICE, AND THE BEGINNING OF A NON-TANGENT CURVE CONCAVE WESTERLY HAVING A RADIUS OF 3895.00 FEET, THE CENTER OF WHICH BEARS SOUTH 88°06'16" WEST;

THENCE ALONG SAID EASTERLY RIGHT-OF-WAY THE FOLLOWING THREE (3) COURSES:

- 1) NORTHERLY ALONG SAID CURVE 258.31 FEET THROUGH A CENTRAL ANGLE OF 03°47'59";
- 2) TANGENT TO SAID CURVE NORTH 05°41'43" WEST 1905.45 FEET TO THE BEGINNING OF A TANGENT CURVE CONCAVE EASTERLY HAVING A RADIUS OF 3041.69 FEET;
- 3) ALONG SAID CURVE 470.49 FEET THROUGH A CENTRAL ANGLE OF 08°51'45" TO THE SOUTHERLY RIGHT-OF-WAY OF SAID EAST 144TH AVENUE, BEING A LINE PARALLEL WITH AND 30.00 FEET SOUTHERLY OF, MEASURED AT RIGHT ANGLES, THE NORTHERLY LINE OF SAID NORTHWEST QUARTER OF SECTION 24;

THENCE ALONG SAID SOUTHERLY RIGHT-OF-WAY AND SAID PARALLEL LINE SOUTH 89°59'17" EAST 1741.95 FEET TO THE POINT OF BEGINNING.

SAID PARCEL CONTAINS 215.031 ACRES OF LAND (9,366,767 SQ. FT.), MORE OR LESS.

EXCEPTING THEREFROM THE FOLLOWING DESCRIBED PARCEL OF LAND:

BEING ALL OF TRACT B, PROPOSED FALLBROOK SUBDIVISION FILING NO. 1, SITUATED ENTIRELY WITHIN THE NORTHWEST QUARTER OF SECTION 24, TOWNSHIP 1 SOUTH, RANGE 68 WEST OF THE 6TH PRINCIPAL MERIDIAN, CITY OF THORNTON, COUNTY OF ADAMS, STATE OF COLORADO, MORE PARTICULARLY DESCRIBED AS FOLLOWS:

COMMENCING AT THE NORTHWEST CORNER OF SAID SECTION 24;

THENCE ALONG THE NORTHERLY LINE OF SAID NORTHWEST QUARTER OF SECTION 24 SOUTH 89°59'17" EAST 939.37 FEET;

THENCE DEPARTING SAID NORTHERLY LINE SOUTH 00°00'43" WEST 75.00 FEET TO THE PROPOSED SOUTHERLY RIGHT-OF-WAY OF EAST 144TH AVENUE, BEING A LINE PARALLEL WITH AND 75.00 FEET SOUTHERLY OF, MEASURED AT RIGHT ANGLES, SAID NORTHERLY LINE OF THE NORTHWEST QUARTER OF SECTION 24, AND THE POINT OF BEGINNING;

THENCE ALONG SAID PROPOSED SOUTHERLY RIGHT-OF-WAY SOUTH 89°59'17" EAST 918.63 FEET TO THE PROPOSED WESTERLY RIGHT-OF-WAY OF DETROIT STREET;

THENCE ALONG SAID PROPOSED WESTERLY RIGHT-OF-WAY THE FOLLOWING FIVE (5) COURSES:

- 1) SOUTH 00°01'05" WEST 936.08 FEET TO THE BEGINNING OF A TANGENT CURVE CONCAVE EASTERLY HAVING A RADIUS OF 295.00 FEET;
- 2) SOUTHERLY ALONG SAID CURVE 17.33 FEET THROUGH A CENTRAL ANGLE OF 03°21'59";
- 3) TANGENT TO SAID CURVE SOUTH 03°20'54" EAST 155.01 FEET TO THE BEGINNING OF A TANGENT CURVE CONCAVE WESTERLY HAVING A RADIUS OF 225.00 FEET;
- 4) SOUTHERLY ALONG SAID CURVE 4.63 FEET THROUGH A CENTRAL ANGLE OF 01°10'45" TO THE BEGINNING OF A COMPOUND CURVE CONCAVE NORTHWESTERLY HAVING A RADIUS OF 25.00 FEET;
- 5) SOUTHWESTERLY ALONG SAID CURVE 40.22 FEET THROUGH A CENTRAL ANGLE OF 92°10'52" TO THE NORTHERLY BOUNDARY OF THAT CERTAIN PARCEL OF LAND DESCRIBED IN DEED RECORDED AT RECEPTION NUMBER C1270974 IN SAID CLERK AND RECORDER'S OFFICE AND THE PROPOSED NORTHERLY RIGHT-OF-WAY OF EAST 142ND PLACE;

THENCE ALONG SAID NORTHERLY BOUNDARY AND SAID PROPOSED NORTHERLY RIGHT-OF-WAY NORTH 89°59'17" WEST 819.41 FEET TO THE EASTERLY RIGHT-OF-WAY OF THE UNION PACIFIC RAILROAD AS DESCRIBED IN DEED RECORDED IN BOOK 44 AT PAGE 173 IN SAID CLERK AND RECORDER'S OFFICE;

THENCE ALONG SAID EASTERLY RIGHT-OF-WAY THE FOLLOWING TWO (2) COURSES:

- 1) NORTH 05°41'43" WEST 717.38 FEET TO THE BEGINNING OF A TANGENT CURVE CONCAVE EASTERLY HAVING A RADIUS OF 3041.69 FEET;
- 2) NORTHERLY ALONG SAID CURVE 425.44 FEET THROUGH A CENTRAL ANGLE OF 08°00'50" TO THE POINT OF BEGINNING.

SAID PARCEL CONTAINS 23.230 ACRES OF LAND (1,011,910 SQ. FT.), MORE OR LESS.

FURTHER EXCEPTING THEREFROM THE FOLLOWING DESCRIBED PARCEL OF LAND:

BEING A PART OF THAT CERTAIN PARCEL OF LAND DESCRIBED IN DEED RECORDED AT RECEPTION NUMBER C0745944 IN SAID CLERK AND RECORDER'S OFFICE, SITUATED ENTIRELY WITHIN THE NORTHWEST QUARTER OF SECTION 24, TOWNSHIP 1 SOUTH, RANGE 68 WEST OF THE 6TH PRINCIPAL MERIDIAN, CITY OF THORNTON, COUNTY OF ADAMS, STATE OF COLORADO, MORE PARTICULARLY DESCRIBED AS FOLLOWS:

COMMENCING AT THE NORTHWEST CORNER OF SAID SECTION 24;

THENCE ALONG THE NORTHERLY LINE OF SAID NORTHWEST QUARTER OF SECTION 24 SOUTH 89°59'17" EAST 941.51 FEET;

THENCE DEPARTING SAID NORTHERLY LINE SOUTH 00°00'43" WEST 30.00 FEET TO THE INTERSECTION OF THE EXISTING SOUTHERLY RIGHT-OF-WAY OF EAST 144TH AVENUE, BEING A LINE PARALLEL WITH AND 30.00 FEET SOUTHERLY OF, MEASURED AT RIGHT ANGLES, SAID NORTHERLY LINE OF THE NORTHWEST QUARTER OF SECTION 24 WITH THE EASTERLY RIGHT-OF-WAY OF THE UNION PACIFIC RAILROAD AS DESCRIBED IN DEED RECORDED IN BOOK 44 AT PAGE 173 IN SAID CLERK AND RECORDER'S OFFICE AND THE POINT OF BEGINNING;

THENCE ALONG SAID SOUTHERLY RIGHT-OF-WAY AND SAID PARALLEL LINE SOUTH 89°59'17" EAST 951.56 FEET TO THE EASTERLY BOUNDARY OF SAID PARCEL DESCRIBED AT RECEPTION NUMBER C0745944;

THENCE DEPARTING SAID SOUTHERLY RIGHT-OF-WAY AND SAID PARALLEL LINE AND ALONG SAID EASTERLY BOUNDARY SOUTH 00°01'12" WEST 1183.72 FEET TO THE NORTHERLY BOUNDARY OF THAT CERTAIN PARCEL OF LAND DESCRIBED IN DEED RECORDED AT RECEPTION NUMBER C1270974 IN SAID CLERK AND RECORDER'S OFFICE;

THENCE ALONG SAID NORTHERLY BOUNDARY NORTH 89°59'17" WEST 50.17 FEET TO THE EASTERLY BOUNDARY OF SAID TRACT B, PROPOSED FALLBROOK SUBDIVISION FILING NO. 1, SAID PROPOSED WESTERLY RIGHT-OF-WAY OF DETROIT STREET AND THE BEGINNING OF A NON-TANGENT CURVE CONCAVE NORTHWESTERLY HAVING A RADIUS OF 25.00 FEET, THE CENTER OF WHICH BEARS NORTH 00°00'43" EAST;

THENCE ALONG SAID EASTERLY BOUNDARY AND SAID PROPOSED WESTERLY RIGHT-OF-WAY THE FOLLOWING FIVE (5) COURSES:

- 1) NORTHEASTERLY ALONG SAID CURVE 40.22 FEET THROUGH A CENTRAL ANGLE OF 92°10'52" TO THE BEGINNING OF A COMPOUND CURVE CONCAVE WESTERLY HAVING A RADIUS OF 225.00 FEET;
- 2) NORTHERLY ALONG SAID CURVE 4.63 FEET THROUGH A CENTRAL ANGLE OF 01°10'45";
- 3) TANGENT TO SAID CURVE NORTH 03°20'54" WEST 155.01 FEET TO THE BEGINNING OF A TANGENT CURVE CONCAVE EASTERLY HAVING A RADIUS OF 295.00 FEET;
- 4) NORTHERLY ALONG SAID CURVE 17.33 FEET THROUGH A CENTRAL ANGLE OF 03°21'59";
- 5) TANGENT TO SAID CURVE NORTH 00°01'05" EAST 936.08 FEET TO THE PROPOSED SOUTHERLY RIGHT-OF-WAY OF EAST 144TH AVENUE, BEING A LINE PARALLEL WITH AND 75.00 FEET SOUTHERLY OF, MEASURED AT RIGHT ANGLES, SAID NORTHERLY LINE OF THE NORTHWEST QUARTER OF SECTION 24:

THENCE ALONG SAID PROPOSED SOUTHERLY RIGHT-OF-WAY AND SAID PARALLEL LINE NORTH 89°59'17" WEST 918.63 FEET TO SAID EASTERLY RIGHT-OF-WAY OF THE UNION PACIFIC RAILROAD AND THE BEGINNING OF A NON-TANGENT CURVE CONCAVE EASTERLY HAVING A RADIUS OF 3041.69 FEET, THE CENTER OF WHICH BEARS SOUTH 87°40'53" EAST;

THENCE DEPARTING SAID PROPOSED SOUTHERLY RIGHT-OF-WAY AND SAID PARALLEL LINE, NORTHERLY ALONG SAID EASTERLY RIGHT-OF-WAY AND SAID CURVE 45.05 FEET THROUGH A CENTRAL ANGLE OF 00°50'55" TO THE POINT OF BEGINNING;

SAID PARCEL CONTAINS 1.879 ACRES OF LAND (81,829 SQ. FT.), MORE OR LESS.

FURTHER EXCEPTING THEREFROM THE FOLLOWING DESCRIBED PARCEL OF LAND:

BEING ALL OF TRACT K, PROPOSED FALLBROOK SUBDIVISION FILING NO. 1, SITUATED ENTIRELY WITHIN THE NORTHEAST QUARTER OF SECTION 24, TOWNSHIP 1 SOUTH, RANGE 68 WEST OF THE 6TH PRINCIPAL MERIDIAN, CITY OF THORNTON, COUNTY OF ADAMS, STATE OF COLORADO, MORE PARTICULARLY DESCRIBED AS FOLLOWS:

COMMENCING AT THE SOUTHEAST CORNER OF SAID NORTHEAST QUARTER OF SECTION 24 FROM WHICH THE NORTHEAST CORNER OF SAID SECTION 24 BEARS NORTH 00°14'38" EAST WITH ALL BEARINGS INCLUDED HEREIN BEING REFERENCED TO THIS LINE;
 THENCE ALONG THE SOUTHERLY LINE OF SAID NORTHEAST QUARTER OF SECTION 24 SOUTH 89°52'49" WEST 420.00 FEET;

THENCE DEPARTING SAID SOUTHERLY LINE NORTH 00°14'38" WEST 30.00 FEET TO THE PROPOSED NORTHERLY RIGHT-OF-WAY OF EAST 140TH AVENUE, BEING A LINE PARALLEL WITH AND 30.00 FEET NORTHERLY OF, MEASURED AT RIGHT ANGLES, SAID SOUTHERLY LINE OF THE NORTHEAST QUARTER OF SECTION 24 AND THE POINT OF BEGINNING;

THENCE ALONG SAID PROPOSED NORTHERLY RIGHT-OF-WAY AND SAID PARALLEL LINE SOUTH 89°52'49" WEST 220.16 FEET TO THE BEGINNING OF A TANGENT CURVE, CONCAVE NORTHEASTERLY HAVING A RADIUS OF 20.00 FEET;

THENCE DEPARTING SAID PARALLEL LINE AND CONTINUING ALONG SAID PROPOSED NORTHERLY RIGHT-OF-WAY 31.38 FEET ALONG SAID CURVE THROUGH A CENTRAL ANGLE OF 89°53'01" TO THE PROPOSED EASTERLY RIGHT-OF-WAY OF JACKSON STREET;

THENCE ALONG SAID PROPOSED EASTERLY RIGHT-OF-WAY THE FOLLOWING THREE (3) COURSES:

TANGENT TO SAID CURVE NORTH 00°14'10" WEST 80.68 FEET TO THE BEGINNING OF A TANGENT CURVE, CONCAVE SOUTHEASTERLY HAVING A RADIUS OF 125.00 FEET;

NORTHEASTERLY ALONG SAID CURVE 32.72 FEET THROUGH A CENTRAL ANGLE OF 15°00'00";

TANGENT TO SAID CURVE NORTH 14°45'50" EAST 15.45 FEET TO THE PROPOSED NORTHERLY RIGHT-OF-WAY OF SAID JACKSON STREET;

THENCE ALONG SAID PROPOSED NORTHERLY RIGHT-OF-WAY NORTH 75°14'10" WEST 50.00 FEET TO THE PROPOSED WESTERLY RIGHT-OF-WAY OF SAID JACSON STREET;

THENCE ALONG SAID PROPOSED WESTERLY RIGHT-OF-WAY THE FOLLOWING TWOL (2) courses:

SOUTH 14°45'50" WEST 39.24 FEET TO THE BEGINNING OF A TANGENT CURVE, CONCAVE NORTHWESTERLY HAVING A RADIUS OF 20.00 FEET;

SOUTHWESTERLY ALONG SAID CURVE 11.63 FEET THROUGH A CENTRAL ANGLE OF 33°19'28" ;

THENCE DEPARTING SAID PROPOSED WESTERLY RIGHT-OF-WAY NORTH 00°07'11" WEST 252.41 FEET;

THENCE NORTH 17°16'18" WEST 38.99 FEET;

THENCE NORTH 26°27'43" WEST 406.18 FEET;

THENCE NORTH 57°35'22" WEST 46.08 FEET;

THENCE NORTH 00°1 9'433" EAST 78.12 FEET;

THENCE NORTH 12°06'58" WEST 138.41 FEET;

THENCE NORTH 28°55'11" EAST 112.79 FEET;

THENCE NORTH 89°26'57" EAST 105.66 FEET;

THENCE NORTH 38°17'56" EAST 8.45 FEET;

THENCE NORTH 10°34'35" WEST 157.32 FEET TO THE SOUTHERLY BOUNDARY OF THAT CERTAIN PARCEL OF LAND DESCRIBED IN DEED RECORDED IN BOOK 1665 AT PAGE 363 IN THE OFFICE OF THE CLERK AND RECORDER OF ADAMS COUNTY, COLORADO;

THENCE ALONG SAID SOUTHERLY BOUNDARY SOUTH 89°59'17" EAST 682.67 FEET TO THE PROPOSED WESTERLY RIGHT-OF-WAY OF COLORADO BOULEVARD, BEING A LINE PARALLEL WITH AND 75.00 FEET WESTERLY OF, MEASURED AT RIGHT ANGLES, THE EASTERLY LINE OF SAID NORTHEAST QUARTER OF SECTION 24;

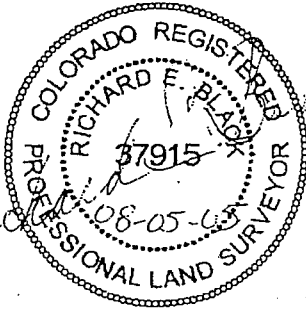
THENCE ALONG SAID PROPOSED WESTERLY RIGHT-OF-WAY AND SAID PARALLE LINE SOUTH 00°14'38" EAST 915.05 FEET TO THE NORTHERLY BOUNDARY OF THAT CERTAIN PARCEL OF LAND DESCRIBED IN DEED RECORDED AT RECEPTION NO. C0802303 IN SAID CLERK AND RECORDER'S OFFICE;

THENCE DEPARTING SAID PROPOSED WESTERLY RIGHT-OF-WAY AND SAID PARALLEL LINE SOUTH 89°52'49" WEST ALONG SAID SOUTHERLY BOUNDARY 345.00 FEET THE WESTERLY BOUNDARY OF SAID PARCEL;

THENCE ALONG SAID WESTERLY BOUNDARY SOUTH 00°14'38" EAST 349.00 FEET TO THE POINT OF BEGINNING.

SAID PARCEL CONTAINS 17.826 ACRES (776,479 SQ. FT.), MORE OR LESS.

RESULTING IN A NET AREA OF 172.096 ACRES (7,496,549 SQ. FT.), MORE OR LESS.



RICHARD E. BLACK
COLORADO REGISTERED PROFESSIONAL LAND SURVEYOR P.L.S. 37915
FOR AND ON BEHALF OF MMENGINEERING, INC.

THE ABOVE AND FOREGOING DESCRIBES A SURFACE ESTATE ONLY. EXPRESSLY EXCLUDED FROM THIS LEGAL DESCRIPTION ARE ANY ESTATES BELOW THE SURFACE INCLUDING OIL, GAS AND OTHER MINERALS (INCLUDING SAND AND GRAVEL) AND ANY RELATED RIGHTS OF SURFACE USE.

EXHIBIT A-2

Legal Description of Future Inclusion Area 1

LEGAL DESCRIPTION

BEING A PORTION OF TRACT A, PROPOSED FALLBROOK SUBDIVISION FILING NO. 1, SITUATED ENTIRELY WITHIN THE NORTHWEST QUARTER OF SECTION 24, TOWNSHIP 1 SOUTH, RANGE 68 WEST OF THE 6TH PRINCIPAL MERIDIAN, CITY OF THORNTON, COUNTY OF ADAMS, STATE OF COLORADO, MORE PARTICULARLY DESCRIBED AS FOLLOWS:

COMMENCING AT THE SOUTHWEST CORNER OF SAID NORTHWEST QUARTER OF SECTION 24;

THENCE ALONG THE WESTERLY LINE OF SAID NORTHWEST QUARTER OF SECTION 24 NORTH $00^{\circ}34'36''$ WEST 945.47 FEET;

THENCE DEPARTING SAID WESTERLY LINE NORTH $89^{\circ}25'24''$ EAST 75.00 FEET TO THE PROPOSED EASTERLY RIGHT-OF-WAY OF YORK STREET, BEING A LINE PARALLEL WITH AND 75.00 FEET EASTERLY OF, MEASURED AT RIGHT ANGLES, SAID WESTERLY LINE OF THE NORTHWEST QUARTER OF SECTION 24, THE SOUTHWEST CORNER OF SAID TRACT A AND THE POINT OF BEGINNING;

THENCE ALONG THE PROPOSED WESTERLY BOUNDARY OF SAID TRACT A AND SAID PROPOSED EASTERLY RIGHT-OF-WAY NORTH $00^{\circ}34'36''$ WEST 657.83 FEET;

THENCE DEPARTING SAID PROPOSED BOUNDARY, SAID PROPOSED RIGHT-OF-WAY AND SAID PARALLEL LINE NORTH $89^{\circ}25'24''$ EAST 163.98 FEET TO THE BEGINNING OF A TANGENT CURVE CONCAVE NORTHWESTERLY HAVING A RADIUS OF 500.00 FEET;

THENCE NORTHEASTERLY ALONG SAID CURVE 248.03 FEET THROUGH A CENTRAL ANGLE OF $28^{\circ}25'20''$;

THENCE TANGENT TO SAID CURVE NORTH $61^{\circ}00'04''$ EAST 84.00 FEET TO THE BEGINNING OF A TANGENT CURVE CONCAVE SOUTHEASTERLY HAVING A RADIUS OF 667.00 FEET;

THENCE NORTHEASTERLY ALONG SAID CURVE 291.35 FEET THROUGH A CENTRAL ANGLE OF $25^{\circ}01'37''$ TO THE WESTERLY RIGHT-OF-WAY OF THE UNION PACIFIC RAILROAD;

THENCE ALONG SAID WESTERLY RIGHT-OF-WAY SOUTH $05^{\circ}41'43''$ EAST 700.66 FEET TO THE SOUTHEAST CORNER OF SAID TRACT A;

THENCE DEPARTING SAID WESTERLY RIGHT-OF-WAY WESTERLY ALONG THE PROPOSED SOUTHERLY BOUNDARY OF SAID TRACT A THE FOLLOWING FIVE (5) COURSES:

- 1) SOUTH $89^{\circ}25'24''$ WEST 337.46 FEET;
- 2) SOUTH $00^{\circ}11'46''$ EAST 183.18 FEET;

3) SOUTH 82°24'52" WEST 275.48 FEET;

4) NORTH 07°30'45" WEST 77.92 FEET;

5) SOUTH 89°25'24" WEST 194.81 FEET TO THE **POINT OF BEGINNING**,

CONTAINING IN ALL 12.597 ACRES OF LAND (548,735 SQ. FT.), MORE OR LESS.



RICHARD E. BLACK
COLORADO REGISTERED PROFESSIONAL LAND SURVEYOR P.L.S. 37915
FOR AND ON BEHALF OF MMENGINEERING, INC.

THE ABOVE AND FOREGOING DESCRIBES A SURFACE ESTATE ONLY. EXPRESSLY EXCLUDED FROM THIS LEGAL DESCRIPTION ARE ANY ESTATES BELOW THE SURFACE INCLUDING OIL, GAS AND OTHER MINERALS (INCLUDING SAND AND GRAVEL) AND ANY RELATED RIGHTS OF SURFACE USE.

EXHIBIT A-3

Legal Description Of Future Inclusion Area 2

LEGAL DESCRIPTION

BEING ALL OF TRACT K, PROPOSED FALLBROOK SUBDIVISION FILING NO. 1, SITUATED ENTIRELY WITHIN THE NORTHEAST QUARTER OF SECTION 24, TOWNSHIP 1 SOUTH, RANGE 68 WEST OF THE 6TH PRINCIPAL MERIDIAN, CITY OF THORNTON, COUNTY OF ADAMS, STATE OF COLORADO, MORE PARTICULARLY DESCRIBED AS FOLLOWS:

COMMENCING AT THE SOUTHEAST CORNER OF SAID NORTHEAST QUARTER OF SECTION 24 FROM WHICH THE NORTHEAST CORNER OF SAID SECTION 24 BEARS NORTH $00^{\circ}14'38''$ EAST WITH ALL BEARINGS INCLUDED HEREIN BEING REFERENCED TO THIS LINE;

THENCE ALONG THE SOUTHERLY LINE OF SAID NORTHEAST QUARTER OF SECTION 24 SOUTH $89^{\circ}52'49''$ WEST 420.00 FEET;

THENCE DEPARTING SAID SOUTHERLY LINE NORTH $00^{\circ}14'38''$ WEST 30.00 FEET TO THE PROPOSED NORTHERLY RIGHT-OF-WAY OF EAST 140TH AVENUE, BEING A LINE PARALLEL WITH AND 30.00 FEET NORTHERLY OF; MEASURED AT RIGHT ANGLES, SAID SOUTHERLY LINE OF THE NORTHEAST QUARTER OF SECTION 24 AND THE POINT OF BEGINNING;

THENCE ALONG SAID PROPOSED NORTHERLY RIGHT-OF-WAY AND SAID PARALLEL LINE SOUTH $89^{\circ}52'49''$ WEST 220.16 FEET TO THE BEGINNING OF A TANGENT CURVE, CONCAVE NORTHEASTERLY HAVING A RADIUS OF 20.00 FEET;

THENCE DEPARTING SAID PARALLEL LINE AND CONTINUING ALONG SAID PROPOSED NORTHERLY RIGHT-OF-WAY 31.38 FEET ALONG SAID CURVE THROUGH A CENTRAL ANGLE OF $89^{\circ}53'01''$ TO THE PROPOSED EASTERLY RIGHT-OF-WAY OF JACKSON STREET;

THENCE ALONG SAID PROPOSED EASTERLY RIGHT-OF-WAY THE FOLLOWING THREE (3) COURSES:

- 1) TANGENT TO SAID CURVE NORTH $00^{\circ}14'10''$ WEST 80.68 FEET TO THE BEGINNING OF A TANGENT CURVE, CONCAVE SOUTHEASTERLY HAVING A RADIUS OF 125.00 FEET;
- 2) NORTHEASTERLY ALONG SAID CURVE 32.72 FEET THROUGH A CENTRAL ANGLE OF $15^{\circ}00'00''$;
- 3) TANGENT TO SAID CURVE NORTH $14^{\circ}45'50''$ EAST 15.45 FEET TO THE PROPOSED NORTHERLY RIGHT-OF-WAY OF SAID JACKSON STREET;

THENCE ALONG SAID PROPOSED NORTHERLY RIGHT-OF-WAY NORTH $75^{\circ}14'10''$ WEST 50.00 FEET TO THE PROPOSED WESTERLY RIGHT-OF-WAY OF SAID JACSON STREET;

THENCE ALONG SAID PROPOSED WESTERLY RIGHT-OF-WAY THE FOLLOWING TWOL (2) COURSES:

- 1) SOUTH 14°45'50" WEST 39.24 FEET TO THE BEGINNING OF A TANGENT CURVE, CONCAVE NORTHWESTERLY HAVING A RADIUS OF 20.00 FEET;
- 2) SOUTHWESTERLY ALONG SAID CURVE 11.63 FEET THROUGH A CENTRAL ANGLE OF 33°19'28" ;

THENCE DEPARTING SAID PROPOSED WESTERLY RIGHT-OF-WAY NORTH 00°07'11" WEST 252.41 FEET;

THENCE NORTH 17°16'18" WEST 38.99 FEET;

THENCE NORTH 26°27'43" WEST 406.18 FEET;

THENCE NORTH 57°35'22" WEST 46.08 FEET;

THENCE NORTH 00°19'433" EAST 78.12 FEET;

THENCE NORTH 12°06'58" WEST 138.41 FEET;

THENCE NORTH 28°55'11" EAST 112.79 FEET;

THENCE NORTH 89°26'57" EAST 105.66 FEET;

THENCE NORTH 38°17'56" EAST 8.45 FEET;

THENCE NORTH 10°34'35" WEST 157.32 FEET TO THE SOUTHERLY BOUNDARY OF THAT CERTAIN PARCEL OF LAND DESCRIBED IN DEED RECORDED IN BOOK 1665 AT PAGE 363 IN THE OFFICE OF THE CLERK AND RECORDER OF ADAMS COUNTY, COLORADO;

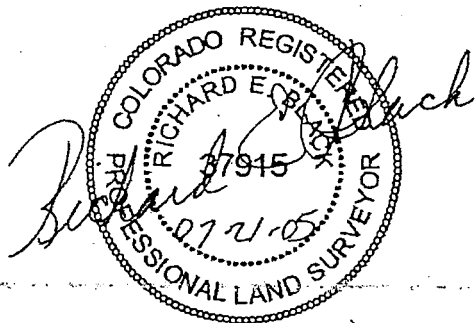
THENCE ALONG SAID SOUTHERLY BOUNDARY SOUTH 89°59'17" EAST 682.67 FEET TO THE PROPOSED WESTERLY RIGHT-OF-WAY OF COLORADO BOULEVARD, BEING A LINE PARALLEL WITH AND 75.00 FEET WESTERLY OF, MEASURED AT RIGHT ANGLES, THE EASTERLY LINE OF SAID NORTHEAST QUARTER OF SECTION 24;

THENCE ALONG SAID PROPOSED WESTERLY RIGHT-OF-WAY AND SAID PARALLE LINE SOUTH 00°14'38" EAST 915.05 FEET TO THE NORTHERLY BOUNDARY OF THAT CERTAIN PARCEL OF LAND DESCRIBED IN DEED RECORDED AT RECEPTION NO. C0802303 IN SAID CLERK AND RECORDER'S OFFICE;

THENCE DEPARTING SAID PROPOSED WESTERLY RIGHT-OF-WAY AND SAID PARALLEL LINE SOUTH 89°52'49" WEST ALONG SAID SOUTHERLY BOUNDARY 345.00 FEET THE WESTERLY BOUNDARY OF SAID PARCEL;

THENCE ALONG SAID WESTERLY BOUNDARY SOUTH 00°14'38" EAST 349.00 FEET TO THE POINT OF BEGINNING.

CONTAINING 17.83 ACRES (776, 479 SQ. FT.), MORE OR LESS.



RICHARD E. BLACK
COLORADO REGISTERED PROFESSIONAL LAND SURVEYOR P.L.S. 37915
For and on Behalf of MMCENGINEERING, INC.

THE ABOVE AND FOREGOING DESCRIBES A SURFACE ESTATE ONLY. EXPRESSLY EXCLUDED FROM THIS LEGAL DESCRIPTION ARE ANY ESTATES BELOW THE SURFACE INCLUDING OIL, GAS AND OTHER MINERALS (INCLUDING SAND AND GRAVEL) AND ANY RELATED RIGHTS OF SURFACE USE.

EXHIBIT A-4

Legal Description Of Future Inclusion Area 3

LEWIS POINTE LEGAL DESCRIPTION

THE NORTHEAST QUARTER OF SECTION 19, TOWNSHIP 1 SOUTH, RANGE 67 WEST OF THE 6TH PRIME MERIDIAN, COUNTY OF ADAMS, STATE OF COLORADO, MORE PARTICULARLY DESCRIBED AS FOLLOWS:

CONSIDERING THE SOUTH LINE OF THE NORTHEAST QUARTER OF SAID SECTION 19 AS HAVING AN ASSUMED BEARING OF S 89°22'18" W, BASED ON THE POSITION OF MONUMENTS LOCATED AT THE CENTER QUARTER CORNER AND EAST QUARTER CORNER OF SAID SECTION 19, WITH ALL BEARINGS CONTAINED HEREIN RELATIVE THERETO:

BEGINNING AT THE CENTER QUARTER CORNER OF SAID SECTION 19; THENCE N 00°42'35" W, 2635.87 FEET ALONG THE WEST LINE OF THE NORTHEAST QUARTER OF SAID SECTION 19 TO THE NORTH QUARTER CORNER OF SAID SECTION 19; THENCE N 89°17'24" E, 2635.86 FEET TO THE NORTHEAST CORNER OF SAID SECTION 19; THENCE S 00°43'11" E, 2639.65 FEET TO THE EAST QUARTER CORNER OF SAID SECTION 19; THENCE S 89°22'18" W, 2636.32 FEET TO THE CENTER QUARTER CORNER OF SAID SECTION 19 AND THE POINT OF BEGINNING.

SAID NORTHEAST QUARTER OF SAID SECTION 19 CONTAINS 159.6 ACRES (6,953,500.72 SQ.FT.) MORE OR LESS

THE ABOVE AND FOREGOING DESCRIBES A SURFACE ESTATE ONLY. EXPRESSLY EXCLUDED FROM THIS LEGAL DESCRIPTION ARE ANY ESTATES BELOW THE SURFACE INCLUDING OIL, GAS AND OTHER MINERALS (INCLUDING SAND AND GRAVEL) AND ANY RELATED RIGHTS OF SURFACE USE.

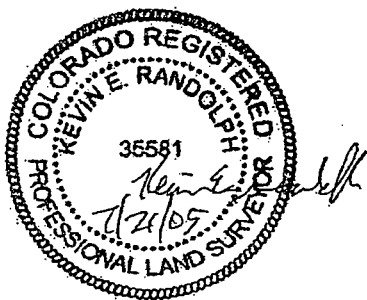
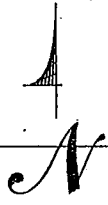


EXHIBIT B-1

Map of the Initial District Boundaries

12

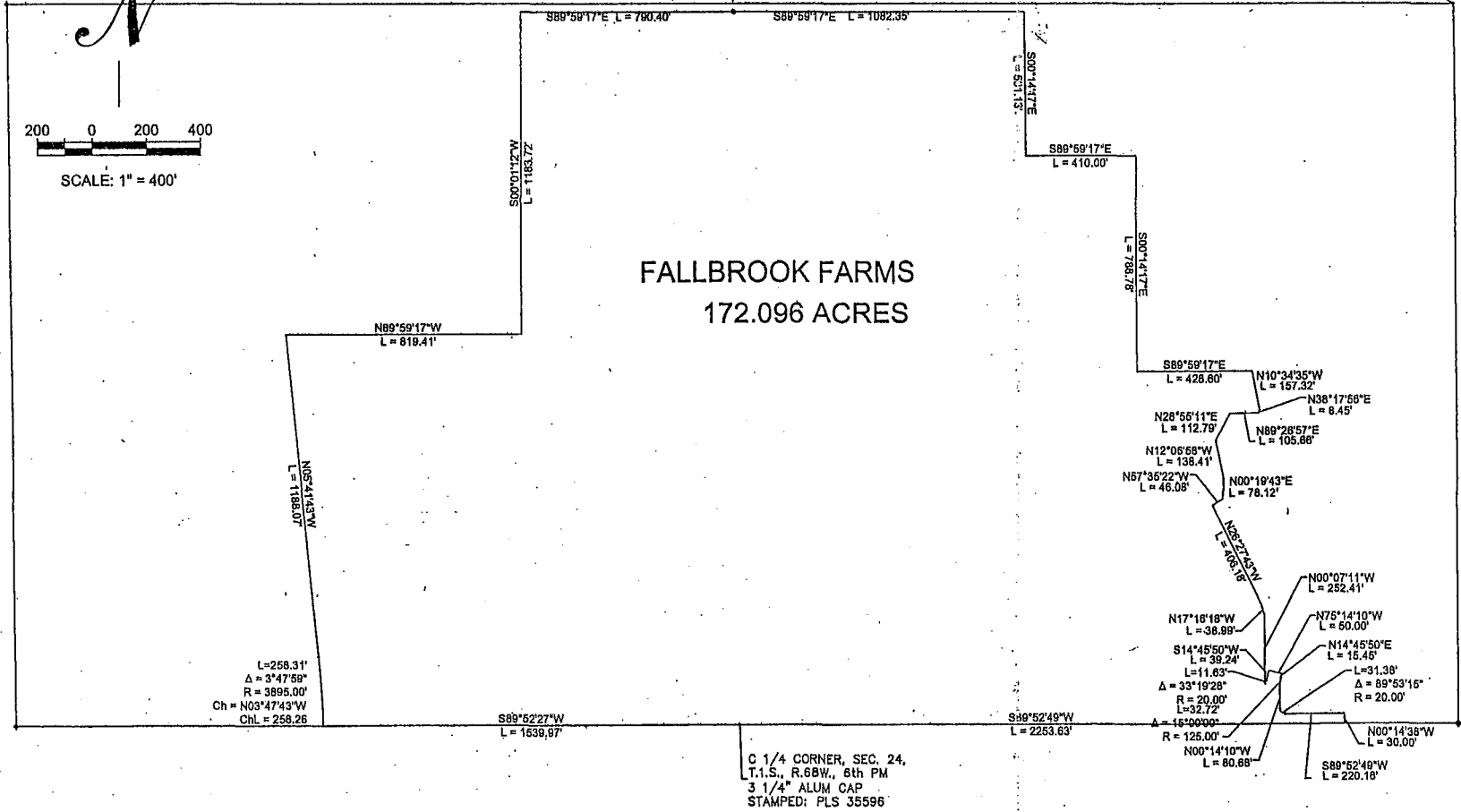


200 0 200 400
SCALE: 1" = 400'

POINT OF COMMENCEMENT
N 1/4 CORNER, SEC. 24,
T.1.S., R.68W., 6th PM
2-1/2" ALUM CAP IN RANGE POX
STAMPED: PLS 9655

NE CORNER, SEC. 24,
T.1.S., R.68W., 6th PM
3-1/4" ALUM CAP
STAMPED: PLS 24960

FALLBROOK FARMS
172.096 ACRES



C 1/4 CORNER, SEC. 24,
T.1.S., R.68W., 6th PM
3 1/4" ALUM CAP
STAMPED: PLS 35596

L = 258.31'
A = 3°47'59"
R = 395.00'
Ch = N03°47'43"W
ChL = 258.26

DESIGNED BY:	DATE	REVISIONS
SED	05/04/05	(R-1)
LJS	05/04/05	(R-2)
		(R-3)
		(R-4)
		(R-5)

ALPINE CONSULTING ENGINEERS, INC.
2000 SOUTH COLLEGE, SUITE 308
FORT COLLINS, COLORADO 80526
PHONE: (970) 407-1698 FAX: (970) 407-1448

NO. REVISIONS:	
REVISED:	
VOID:	
DRAWING #: CAL203-0147	

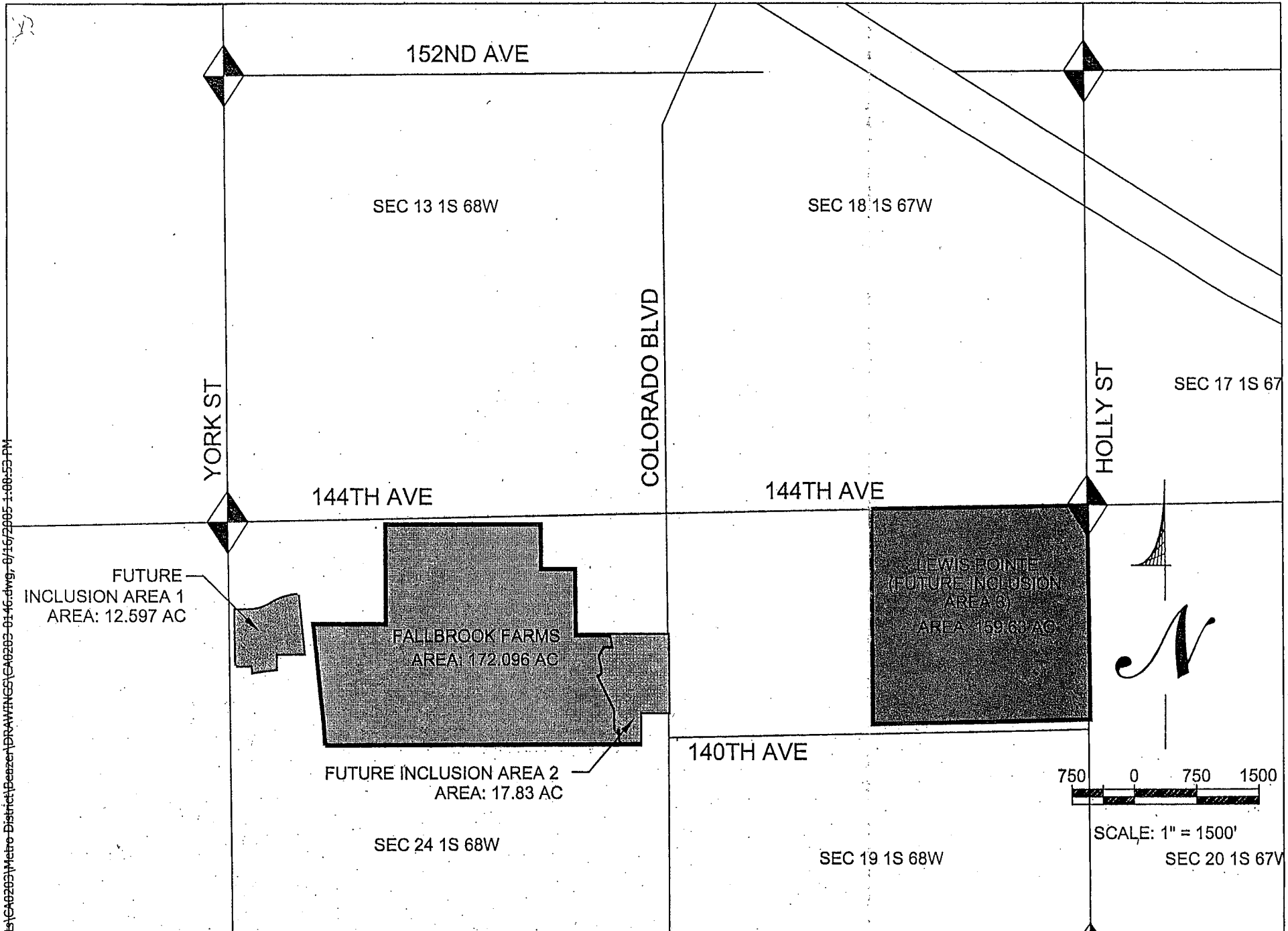
PROJECT NO: CA0203
METROPOLITAN DISTRICT SERVICE PLAN
EXHIBIT OF LEGAL DISTRICT BOUNDARIES
SCALE: 1" = 400'
THESE DRAWINGS ARE SOLELY FOR THE PURPOSES OF REVIEW AND NOT FOR CONSTRUCTION

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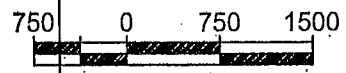
EXHIBIT B-2

Map of Future Inclusion Area 1,
Future Inclusion Area 2 and Future Inclusion Area 3

5



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SCALE: 1" = 1500'

DESIGNED BY: SED	DATE: 05/03/05
DRAWN BY: LJS	DATE: 05/03/05
CHECKED BY:	

NO.	REVISIONS


ALPINE CONSULTING ENGINEERS, INC.
 2000 SOUTH COLLEGE, SUITE 308
 FORT COLLINS, COLORADO 80526
 PHONE: (970) 407-1888 FAX: (970) 407-1448

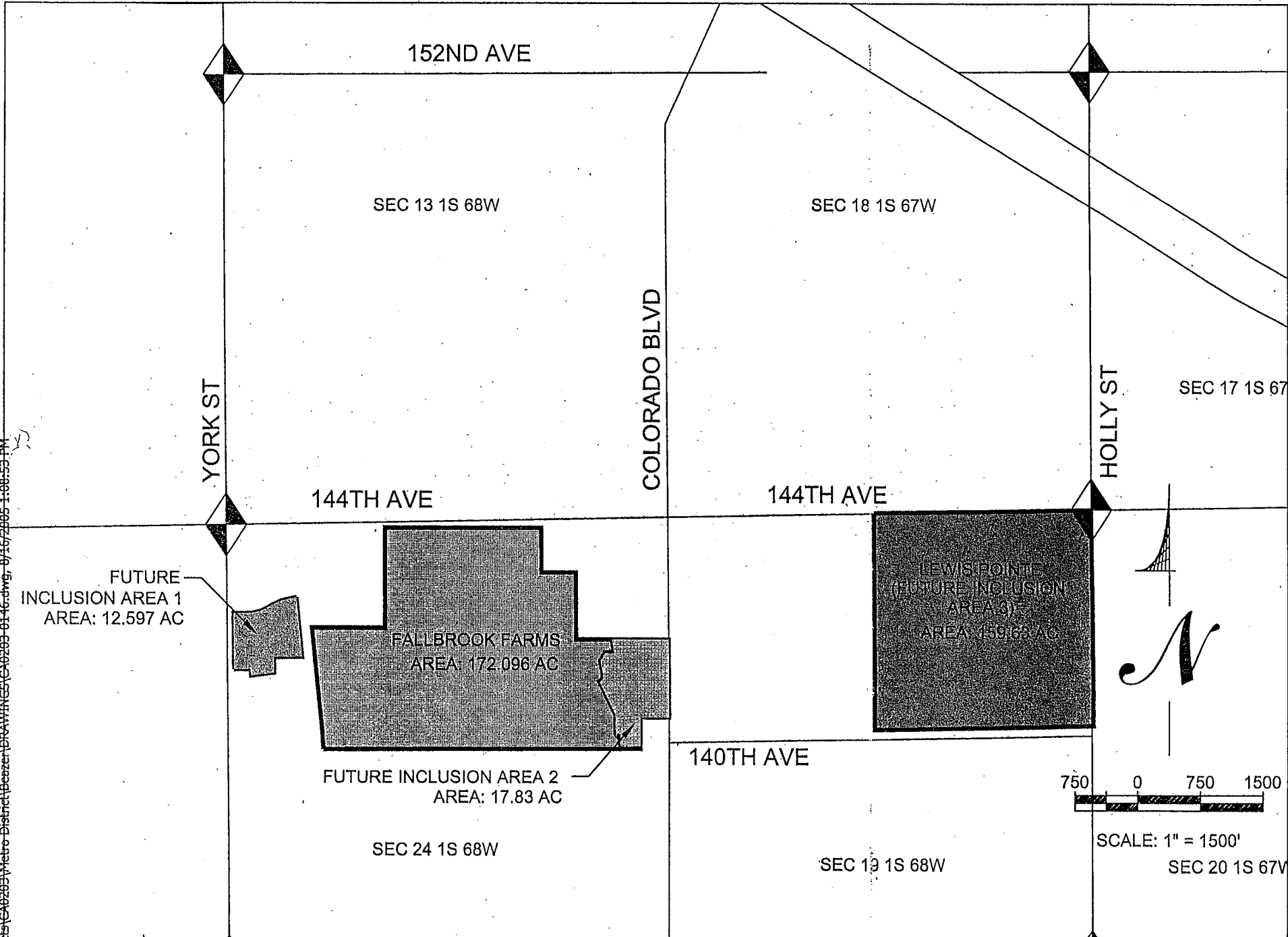
NO. REVISIONS:	
REVISED:	
VOID:	
DRAWING #:	CA0203-0146

CA0203
 METROPOLITAN DISTRICT SERVICE PLAN
 EXHIBIT OF DISTRICT PARCELS
 1" = 1500'
 THESE DRAWINGS ARE SOLELY FOR THE PURPOSES OF REVIEW AND NOT FOR CONSTRUCTION

EXHIBIT C

Vicinity Map

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DRAWN BY:	LJS	DATE	05/03/05
CHECKED BY:			

REVISIONS	


ALPINE CONSULTING ENGINEERS, INC.
 2000 SOUTH COLLEGE, SUITE 308
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NO. REVISIONS:	
REVISED:	
VOID:	
DRAWING #:	CA0203-0146

CA0203
 METROPOLITAN DISTRICT SERVICE PLAN
 EXHIBIT OF DISTRICT PARCELS
 1" = 1500'
 THESE DRAWINGS ARE SOLELY FOR THE PURPOSES OF REVIEW AND NOT FOR CONSTRUCTION

EXHIBIT D

Water Improvements

FALLBROOK METRO DISTRICT MAP

YORK ST

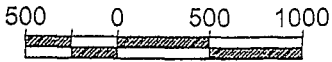
COLORADO BLVD

144TH AVE

12" W

12" W

FALLBROOK
FARMS



SCALE: 1" = 1000'



WATERLINE LOOP EXTENSION
12" C900 PVC
LENGTH = 2400' ±

DESIGNED BY: SED	DATE
DRAWN BY: NWM	05/03/05
CHECKED BY:	05/03/05
<small>IT IS A VIOLATION OF LAW FOR ANY PERSON, UNLESS ACTING UNDER THE DIRECTION OF A LICENSED ARCHITECT, PROFESSIONAL ENGINEER, LANDSCAPE ARCHITECT, OR LAND SURVEYOR TO ALTER ANY ITEM ON THIS DOCUMENT IN ANY WAY. ANY LICENSEE WHO ALTERS THIS DOCUMENT IS REQUIRED BY LAW TO AFFIX HIS OR HER SEAL AND THE NOTATION "ALTERED BY" FOLLOWED BY HIS OR HER SIGNATURE AND SPECIFIC DESCRIPTION OF THE ALTERATIONS.</small>	
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FORT COLLINS, COLORADO 80525
PHONE: (970) 407-1668
FAX: (970) 407-1448

PROJECT NO: CA0203
WATER LINE EXHIBIT

SHEET
1

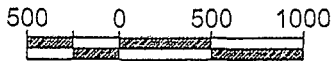
FALLBROOK METRO DISTRICT MAP

YORK ST

COLORADO BLVD

144TH AVE

FALLBROOK
FARMS



SCALE: 1" = 1000'

24" W



WATERLINE LOOP EXTENSION
24" C900 PVC
LENGTH = 1500' ±

	DATE
DESIGNED BY: SED	05/03/05
DRAWN BY: NWM	05/03/05
CHECKED BY:	
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FORT COLLINS, COLORADO 80525
PHONE: (970) 407-1668
FAX: (970) 407-1448

PROJECT NO: CA0203
WATER LINE EXHIBIT

SHEET
1

EXHIBIT E

Sanitation Improvements

FALLBROOK METRO DISTRICT MAP

YORK ST

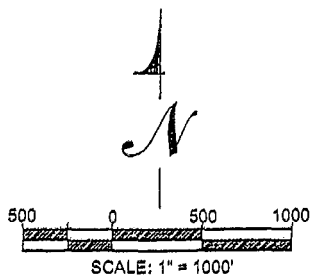
COLORADO BLVD

144TH AVE

FALLBROOK FARMS

140TH AVE

136TH AVE



SANITARY SEWER
IMPROVEMENTS

	DATE
DESIGNED BY: SED	7/19/04
DRAWN BY: NWM	7/19/04
CHECKED BY: SED	7/19/04
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DRAWING #: CA0203-0024	

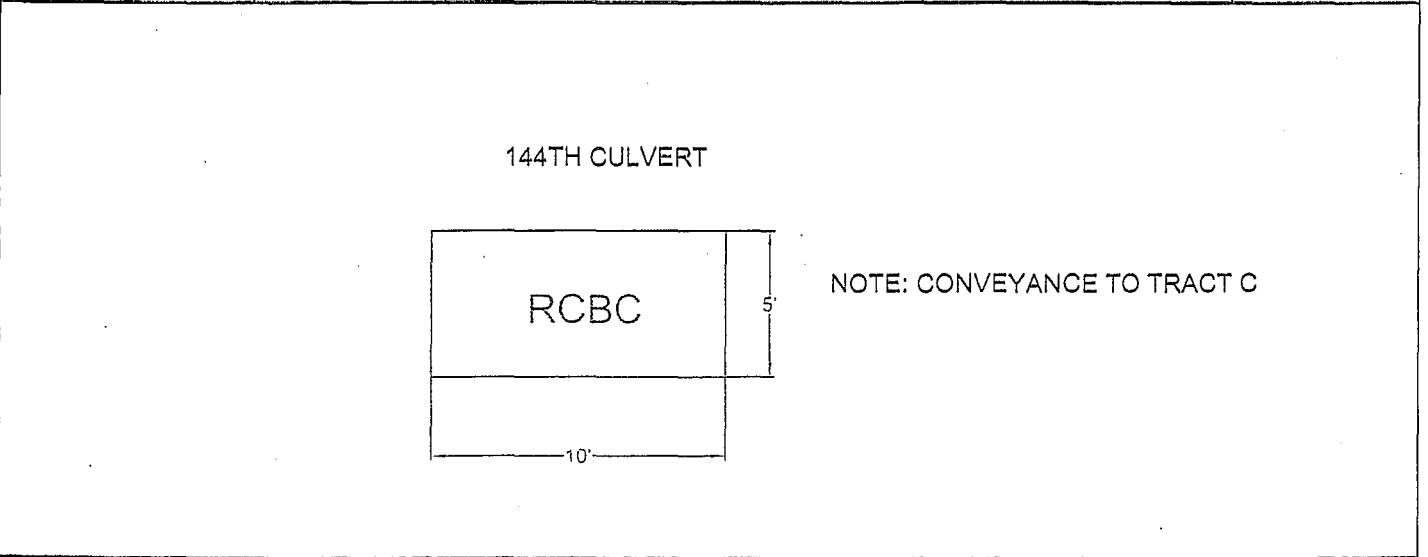
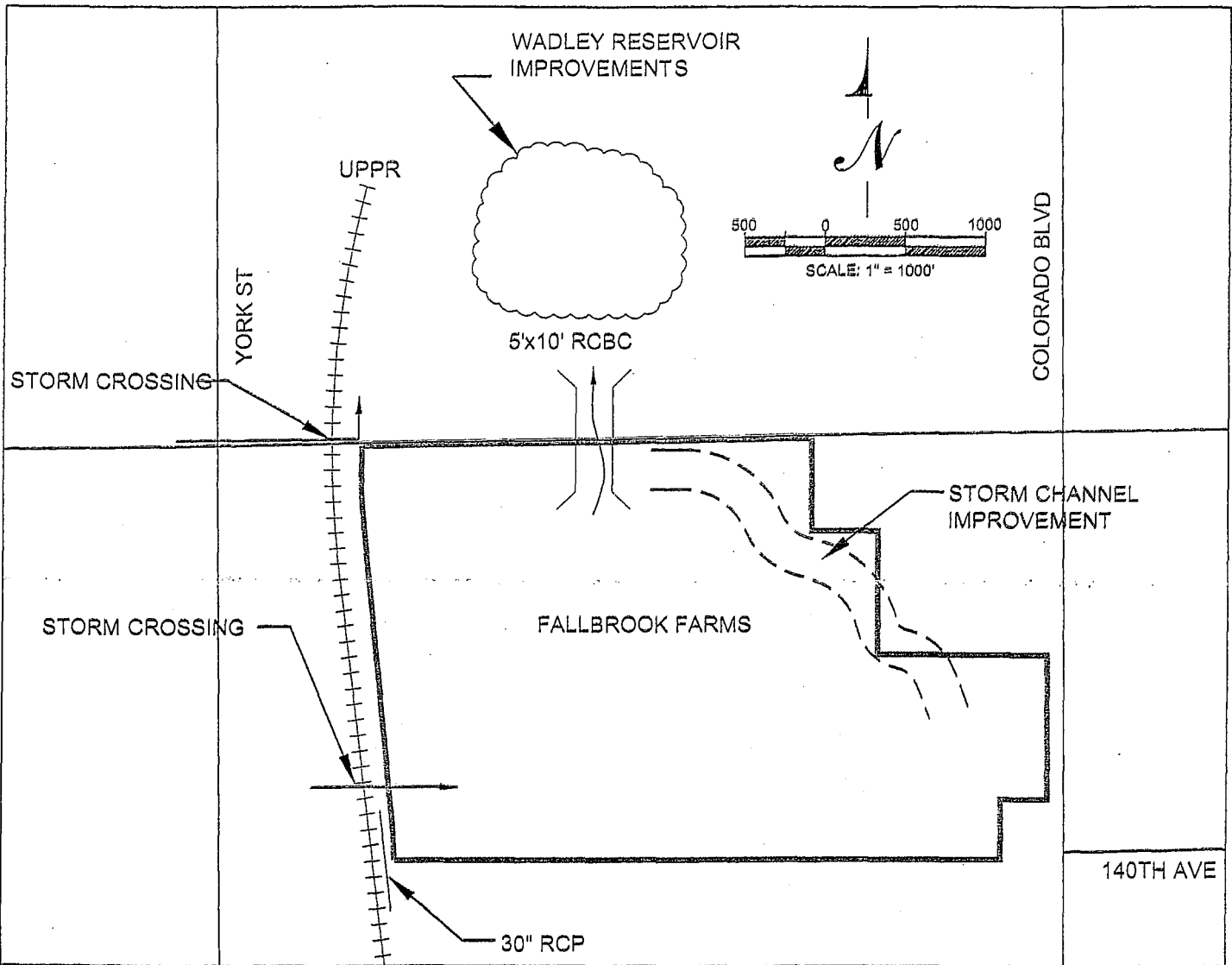


**ALPINE CONSULTING
ENGINEERS, INC.**
2000 SOUTH COLLEGE, SUITE 308
FORT COLLINS, COLORADO 80525
(970) 407-1668 PHONE
(970) 227-5847 MOBILE

PROJECT NO: CA0203
SAN SEWER IMPROVEMENTS
SCALE: VARIES

EXHIBIT F

Storm Drainage Improvements



	DATE
DESIGNED BY: SED	7/19/04
DRAWN BY: NWM	7/19/04
CHECKED BY: SED	7/19/04

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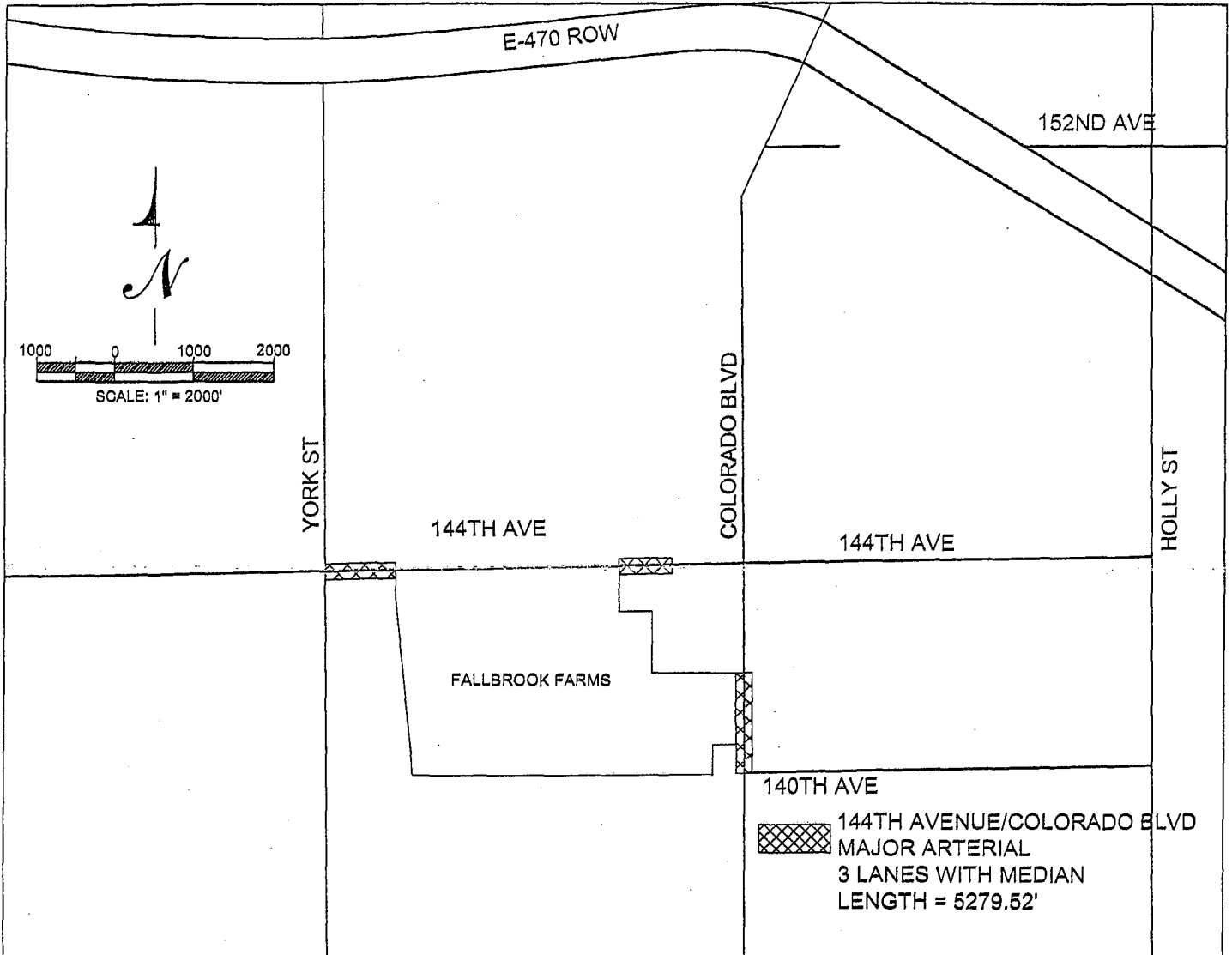
DRAWING #: CA0203-0024


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 2000 SOUTH COLLEGE, SUITE 308.
 FORT COLLINS, COLORADO 80525
 (970) 407-1668 PHONE
 (970) 227-5847 MOBILE

PROJECT NO: CA0203
 STORM IMPROVEMENTS
 SCALE: VARIES

EXHIBIT G

Street And Traffic Safety Protection Improvements



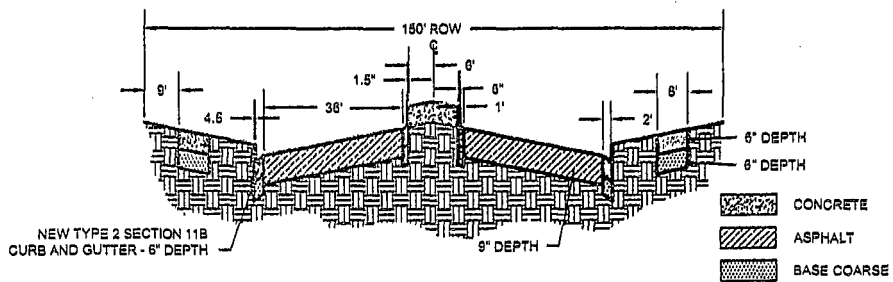
144TH AVENUE
RURAL ARTERIAL



(N)
(FUTURE IMPROVEMENT)

(S)
(WITH FALLBROOK FARMS)

SCALE
1" = 30' (H)
1" = 3' (V)



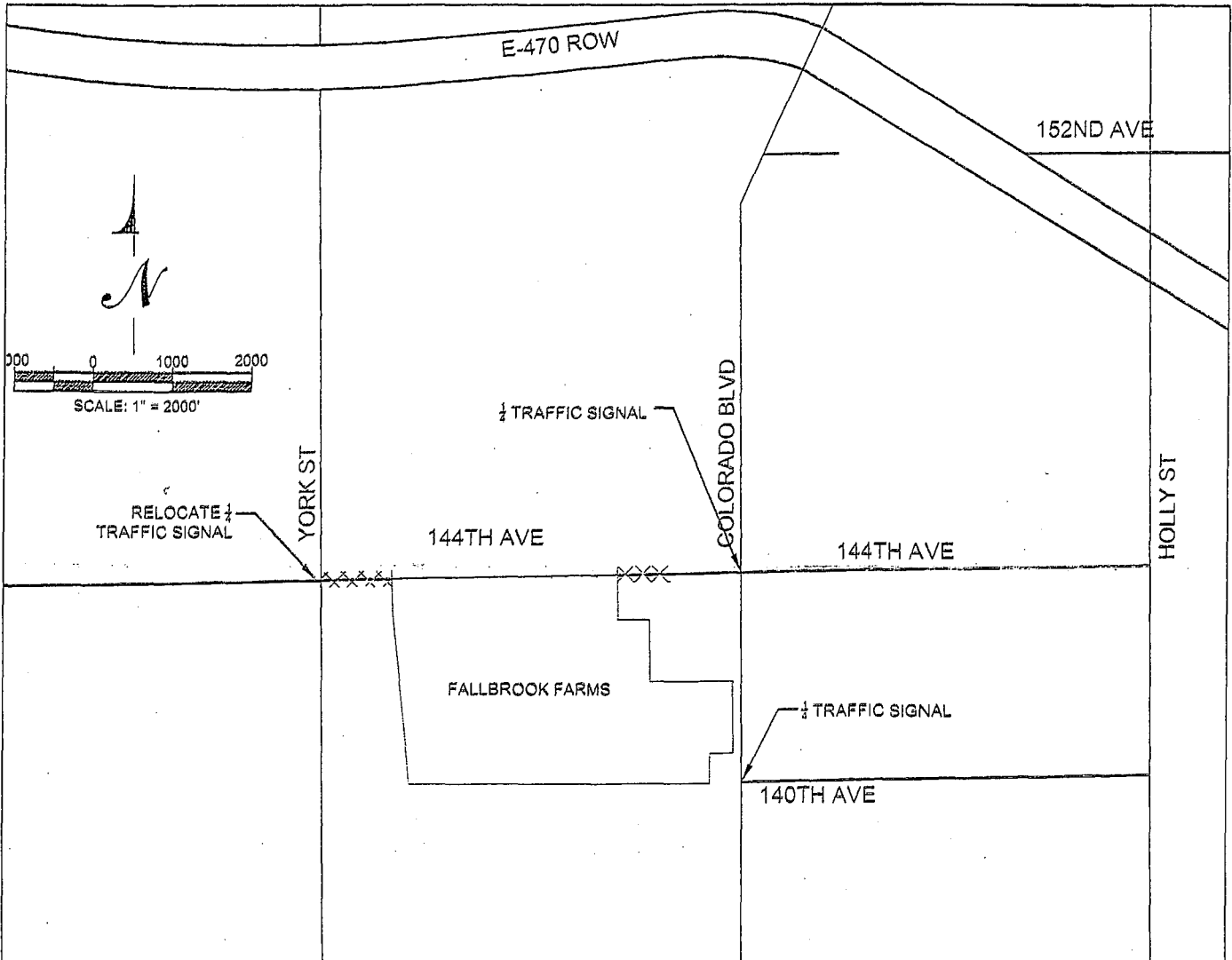
DESIGNED BY: SED	DATE	7/19/04
DRAWN BY: NWM	DATE	7/19/04
CHECKED BY: SED	DATE	7/19/04
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DRAWING #: CA0203-0024		



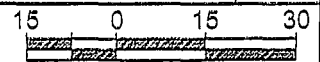
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 2000 SOUTH COLLEGE, SUITE 308
 FORT COLLINS, COLORADO 80525
 (970) 407-1668 PHONE
 (970) 227-5847 MOBILE

PROJECT NO: CA0203
 RD PLAN & CROSS SECTION
 SCALE: VARIES

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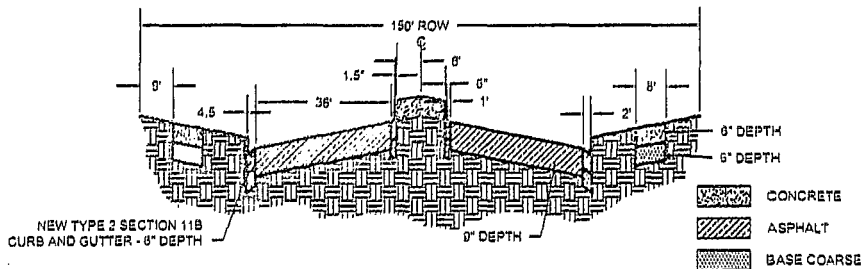
144TH AVENUE
RURAL ARTERIAL



SCALE
1" = 30' (H)
1" = 3' (V)

(N)
(FUTURE IMPROVEMENT)

(S)
(WITH FALLBROOK FARMS)



DESIGNED BY: SED	DATE 7/19/04
DRAWN BY: NWM	7/19/04
CHECKED BY: SED	7/19/04
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DRAWING #: CA0203-0024	



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(970) 407-1668 PHONE
(970) 227-5847 MOBILE

PROJECT NO: CA0203
RD PLAN & CROSS SECTION
SCALE: VARIES

EXHIBIT H

Public Improvements Costs Estimates

R

FALLBROOK FARM FILING NO. 1

(INITIAL INCLUSION)

DESCRIPTION OF IMPROVEMENT

1. Construction of 144th Avenue from York Street to the east property line of Tract E. (\$1,426,562.90)
2. Construction of 5' x 10' box culvert crossing of 144th Avenue and adjacent improvements to Reservoir. (\$99,200.00)
3. Construction of 12" water line in 144th Avenue from Colorado Boulevard to York Street. (\$529,307.00)
4. Installation of Traffic Signalization at Colorado & 144th Avenue, Colorado & 140th and Traffic Signalization relocation at York & 144th Avenue. (\$1,426,562.90)
5. Construction of Storm Improvements including storm system installation along 144th Avenue from Detroit Street to York Street, and channel improvements within Tract E. (\$426,660.70)
6. Construction of Sanitary Sewer Improvements along 144th Avenue from Detroit Street to York Street and across Tract A. (\$425,069.40)

~~\$~~ 4,333,362.90

Regional Cost Breakdown

Project: CA0203

Total Cost For Fallbrook Farms

Item	Item Description	Unit	Quantity	Unit Cost
1	Sanitary Sewer Imp.	LS	1	\$ 425,069.4
2	Water System Imp.	LS	1	\$ 529,307.0
3	Street System Imp. (incl. Earthwork, Stormwater & Dry Utilities)	LS	1	\$ 3,378,986.5
Total				\$ 4,333,362.9

Project: Fallbrook Section
 Proj. No.: CA0203
 Description: Water System

Item Number	Item Description	Item Unit	Unit Quantity	Unit Cost	Unit Subtotal
1	12" C900 PVC Main	LF	3696.0	\$ 32.00	\$ 118,272.00
2	12" MJ Gate Valve	EA	12.0	\$ 1,650.00	\$ 19,800.00
3	24" Steel Casing (Bore @ UPRR)	LF	150.0	\$ 402.00	\$ 60,300.00
4	24"C900 PVC Main	LS	1.0	\$ 17,175.00	\$ 17,175.00
5	16"x2" Wet Tap @ York Street	EA	1.0	\$ 6,800.00	\$ 6,800.00
6	Connect to 36"x12" Tee @ Colorado Blvd	EA	1.0	\$ 1,800.00	\$ 1,800.00
7	Traffic Control	LS	1.0	\$ 2,000.00	\$ 2,000.00
8	Fire Hydrant Assembly	EA	8.0	\$ 3,370.00	\$ 26,960.00
9	Test & Chlorination	LS	1.0	\$ 2,800.00	\$ 2,800.00
10	Soft Costs (Incl., Engineering, Survey, Easements)	LS	1.0	\$ 272,000.00	\$ 272,000.00
11	Mobilization	LS	1.0	\$ 1,400.00	\$ 1,400.00
Subtotal	-	-	-	-	\$ 529,307.00

Project: Fallbrook Section
 Proj. No.: CA0203
 Description: Sanitary Sewer

Item Number	Item Description	Item Unit	Unit Quantity	Unit Cost	Unit Subtotal
1	4' Diam. Manhole	EA	3.0	\$ 2,500.00	\$ 7,500.00
2	12" SDR 35 PVC Main	LF	2027.0	\$ 31.00	\$ 62,837.00
3	24" Steel Casing (Bore @ UPRR)	LF	150.0	\$ 485.00	\$ 72,750.00
4	TV Main	LF	2027.0	\$ 1.20	\$ 2,432.40
5	Tie to Existing Manhole	EA	1.0	\$ 1,250.00	\$ 1,250.00
6	Soft Costs (Incl., Engineering, Survey, Easements)	LS	1.0	\$ 272,000.00	\$ 272,000.00
7	Mobilization	LF	1.0	\$ 1,800.00	\$ 1,800.00
8	Traffic Control	LF	1.0	\$ 4,500.00	\$ 4,500.00
Subtotal		-	-	-	\$ 425,069.40

Project: Fallbrook Section
Proj. No.: CA0203
Description: Street System

Item Number	Item Description	Item Unit	Unit Quantity	Unit Cost	Unit Subtotal
1.	8" Vertical Curb	LF	4800.0	\$ 8.85	\$ 42,480.00
2	18" Median C&G	LF	380.0	\$ 7.85	\$ 2,983.00
3	6" Sidewalk (8' Wide)	SF	35046.0	\$ 2.85	\$ 99,881.10
4	Subgrade Prep	SY	22200.0	\$ 1.35	\$ 29,970.00
5	Paving	SY	11562.0	\$ 20.35	\$ 235,286.70
6	Paving.w/ Removal of Exg. Asphalt	SY	9195.0	\$ 33.00	\$ 303,435.00
7	MH & Valve Adjustments	LS	1.0	\$ 3,800.00	\$ 3,800.00
8	Street Signs & Striping	LS	1.0	\$ 18,200.00	\$ 18,200.00
9	Street Lights	EA	12.0	\$ 1,500.00	\$ 18,000.00
10	Water Tap Fee	EA	1.0	\$ 25,000.00	\$ 25,000.00
11	ROW Landscape	SF	31400.0	\$ 2.85	\$ 89,490.00
12	Traffic Signal (144th & Colorado)	EA	1.0	\$ 155,000.00	\$ 155,000.00
13	Re-Locate Traffic Signal (144th & York)	EA	1.0	\$ 75,000.00	\$ 75,000.00
14	Paving @ York Street	LF	200.0	\$ 200.00	\$ 40,000.00
15	Pedestrian Crossing @ UPRR	LS	1.0	\$ 133,000.00	\$ 133,000.00
16	Re-Locate Overhead Electric	LF	3900.0	\$ 75.00	\$ 292,500.00
17	Railroad Crossing Imp.	LS	1.0	\$ 250,000.00	\$ 250,000.00
18	Dam Overflow Reinf. & Access	LS	1.0	\$ 4,800.00	\$ 4,800.00
19	Relocation of Dry Utilities (Electric & Telecom)	LS	1.0	\$ 650,000.00	\$ 650,000.00
20	Traffic Control	LS	1.0	\$ 10,200.00	\$ 10,200.00
Subtotal	-	-	-	-	\$ 2,479,025.80

Project: Fallbrook Section
 Proj. No.: CA0203
 Description: Earthwork

Item Number	Item Description	Item Unit	Unit Quantity	Unit Cost	Unit Subtotal
1	Clear & Grub	LS	1.0	\$ 6,300.00	\$ 6,300.00
2	Soft Cost (incl. Engineering, Survey, Easements)	LS	1.0	\$ 272,000.00	\$ 272,000.00
3	Cut & Fill	CY	1.0	\$ -	\$ -
4	Over Excavation	CY	30000.0	\$ 1.25	\$ 37,500.00
5	Erosion Control	LS	1.0	\$ 8,300.00	\$ 8,300.00
6	Grading ROW	SY	40000.0	\$ 1.25	\$ 50,000.00
Subtotal	-	-	-	-	\$ 374,100.00

Project: Fallbrook Section
 Proj. No.: CA0203
 Description: Storm System

Item Number	Item Description	Item Unit	Unit Quantity	Unit Cost	Unit Subtotal
1	5' Diam. Manhole (6.8' Depth)	EA	4.0	\$ 1,800.00	\$ 7,200.00
2	24" RCP (0'-8')	LF	1136.0	\$ 31.25	\$ 35,500.00
3	36" Steel Casing (Bore @ UPRR)	LF	150.0	\$ 515.00	\$ 77,250.00
4	36" RCP (0'-8')	LF	71.0	\$ 53.85	\$ 3,823.35
5	24" FES	EA	1.0	\$ 398.90	\$ 398.90
6	36" FES	EA	1.0	\$ 591.78	\$ 591.78
7	Type R Inlet (<5')	EA	9.0	\$ 4,520.00	\$ 40,680.00
8	5'x10' RCBC	LF	124.0	\$ 800.00	\$ 99,200.00
9	Storm Channel Impr. (Excavation)	CY	21111.1	\$ 7.50	\$ 158,333.33
10	Storm Channel Impr. (Hydr. Drop)	EA	6.0	\$ 15,555.56	\$ 93,333.33
11	Traffic Control	LS	1.0	\$ 3,000.00	\$ 3,000.00
12	Clean Lines Prior to Inspection	LS	1.0	\$ 3,000.00	\$ 3,000.00
13	Inlet Protection	EA	9.0	\$ 150.00	\$ 1,350.00
14	Mobilization	LS	1.0	\$ 2,200.00	\$ 2,200.00
Subtotal	-	-	-	-	\$ 525,860.70

4800

EXHIBIT I

Financial Plan

R

FALLBROOK METROPOLITAN DISTRICT
 Development Projection at 28.00 Mills for Debt Service
 Ser. 2006 Bond Issue, Non-Rated, 20-yr maturity

Total 6yr Par
 \$4,866,000

YEAR	Residential			Platted/Developed Lots			Total Assessed Value	Net Avail. Mill Levy for Debt Service	Total Collections @ 98%	Specific Ownership Tax @ 8% of Prop'y Taxes	Interest on Surplus Balance @ 2%	Total Available Revenue	Ser. 2005 \$4,935,000 Par (Net \$4,250 MM)		Surplus Release @ 50% DIA	Cumulative Surplus to \$495,500 Target	Senior Debt-to-Assessed Ratio	Total Debt-to-Actual Ratio	
	Total Completed Res'l Units	Mkt Value Biennial Reassessmt @ 2%	Cumulative Market Value	As'ed Value @ 7.98% of Market Value (2-yr lag)	Cumulative Market Value	As'ed Value @ 28% of Market Value (2-yr lag)							Net Debt	Surplus					
2004	0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	0	0	0	n/a	n/a	
2005	0	\$0	\$0	\$0	\$2,760,000	\$0	\$0	28.000	\$0	\$0	\$0	\$0	\$0	0	0	0	n/a	180%	
2006	96	0	28,152,000	0	5,520,000	\$0	0	28.000	\$0	\$0	192,000	0	192,000	192,000	0	192,000	n/a	15%	
2007	192		85,582,080	0	5,520,000	\$800,400	800,400	28.000	21,993	1,757	384,000	3,840	411,550	173,425	238,135	0	430,135	619%	5%
2008	192	1,711,642	146,872,403	2,240,899	4,063,000	1,800,800	3,841,699	28.000	105,416	8,433	384,000	8,603	506,452	666,850	(60,398)	0	369,737	123%	3%
2009	130		189,851,822	6,812,334	578,000	1,800,800	8,413,134	28.000	230,856	18,469	250,000	7,395	516,720	506,450	10,270	0	380,007	54%	2%
2010	17	3,797,032	200,030,241	11,611,443	0	1,178,270	12,789,713	28.000	350,950	28,078	34,000	7,800	420,828	414,200	6,428	188,433	200,000	35%	2%
2011	0		200,030,241	15,112,189	0	167,820	15,279,809	28.000	419,278	33,542	0	4,000	459,820	452,650	4,270	4,270	200,000	28%	2%
2012	0	4,000,805	204,030,846	15,922,407	0	0	16,922,407	28.000	436,911	34,953	0	4,000	476,864	472,750	3,114	3,114	200,000	26%	2%
2013	0		204,030,846	15,922,407	0	0	16,922,407	28.000	436,911	34,953	0	4,000	476,864	470,850	6,014	5,014	200,000	26%	2%
2014	0	4,080,617	208,111,463	16,240,855	0	0	16,240,855	28.000	446,649	35,652	0	4,000	485,301	478,250	7,051	7,051	200,000	23%	2%
2015	0		208,111,463	16,240,855	0	0	16,240,855	28.000	446,649	35,652	0	4,000	485,301	479,250	6,051	8,051	200,000	22%	2%
2016	0	4,162,229	212,273,892	16,565,672	0	0	16,565,672	28.000	454,582	36,365	0	4,000	494,927	489,200	5,727	5,727	200,000	20%	2%
2017	0		212,273,892	16,565,672	0	0	16,565,672	28.000	454,582	36,365	0	4,000	494,927	487,400	7,527	7,527	200,000	19%	1%
2018	0	4,245,474	216,519,168	16,896,986	0	0	16,896,986	28.000	463,653	37,092	0	4,000	504,748	499,650	5,198	5,198	200,000	15%	1%
2019			216,519,168	16,896,986	0	0	16,896,986	28.000	463,653	37,092	0	4,000	504,748	499,800	5,146	5,146	200,000	15%	1%
2020		4,330,383	220,849,850	17,234,926	0	0	17,234,926	28.000	472,926	37,834	0	4,000	514,760	508,250	6,510	6,510	200,000	12%	1%
2021			220,849,850	17,234,926	0	0	17,234,926	28.000	472,926	37,834	0	4,000	514,760	509,800	4,960	4,960	200,000	10%	1%
2022		4,416,991	225,266,541	17,579,624	0	0	17,579,624	28.000	482,385	38,591	0	4,000	524,976	519,800	5,376	5,376	200,000	8%	1%
2023			225,266,541	17,579,624	0	0	17,579,624	28.000	482,385	38,591	0	4,000	524,976	521,950	3,026	3,026	200,000	5%	0%
2024		4,505,331	229,771,871	17,931,217	0	0	17,931,217	28.000	492,033	39,363	0	4,000	535,395	532,200	3,195	3,195	200,000	3%	0%
2025			229,771,871	17,931,217	0	0	17,931,217	28.000	492,033	39,363	0	4,000	536,395	529,650	5,745	5,745	200,000	0%	0%
2026		4,595,437	234,367,309	18,289,841	0	0	18,289,841	0.000	0	0	0	4,000	4,000	0	4,000	4,000	200,000	0%	0%
2027			234,367,309	18,289,841	0	0	18,289,841	0.000	0	0	0	4,000	4,000	0	4,000	4,000	200,000	0%	0%
2028		4,687,346	239,054,655	18,655,638	0	0	18,655,638	0.000	0	0	0	4,000	4,000	0	4,000	4,000	200,000	0%	0%
2029			239,054,655	18,655,638	0	0	18,655,638	0.000	0	0	0	4,000	4,000	0	4,000	4,000	200,000	0%	0%
2030		4,781,093	243,835,748	19,028,751	0	0	19,028,751	0.000	0	0	0	4,000	4,000	0	4,000	4,000	200,000	0%	0%
2031			243,835,748	19,028,751	0	0	19,028,751	0.000	0	0	0	4,000	4,000	0	4,000	4,000	200,000	0%	0%
2032		4,876,715	248,712,463	19,409,326	0	0	19,409,326	0.000	0	0	0	4,000	4,000	0	4,000	4,000	200,000	0%	0%
2033			248,712,463	19,409,326	0	0	19,409,326	0.000	0	0	0	4,000	4,000	0	4,000	4,000	200,000	0%	0%
2034		4,974,249	253,686,712	19,797,512	0	0	19,797,512	0.000	0	0	0	4,000	4,000	0	4,000	4,000	200,000	0%	0%
2035			253,686,712	19,797,512	0	0	19,797,512	0.000	0	0	0	4,000	4,000	0	4,000	4,000	200,000	0%	0%
2036		5,073,734	258,760,446	20,193,462	0	0	20,193,462	0.000	0	0	0	4,000	4,000	0	4,000	4,000	200,000	0%	0%
2037			258,760,446	20,193,462	0	0	20,193,462	0.000	0	0	0	4,000	4,000	0	4,000	4,000	200,000	0%	0%
2038		5,175,209	263,935,655	20,597,332	0	0	20,597,332	0.000	0	0	0	4,000	4,000	0	4,000	4,000	200,000	0%	0%
2039			263,935,655	20,597,332	0	0	20,597,332	0.000	0	0	0	4,000	4,000	0	4,000	4,000	200,000	0%	0%
2040		5,278,713	269,214,369	21,009,278	0	0	21,009,278	0.000	0	0	0	4,000	4,000	0	4,000	4,000	200,000	0%	0%
2041			269,214,369	21,009,278	0	0	21,009,278	0.000	0	0	0	4,000	4,000	0	4,000	4,000	200,000	0%	0%
2042		5,384,287	274,598,656	21,429,464	0	0	21,429,464	0.000	0	0	0	4,000	4,000	0	4,000	4,000	200,000	0%	0%
2043			274,598,656	21,429,464	0	0	21,429,464	0.000	0	0	0	4,000	4,000	0	4,000	4,000	200,000	0%	0%
2044		5,491,873	280,090,629	21,858,053	0	0	21,858,053	0.000	0	0	0	4,000	4,000	0	4,000	4,000	200,000	0%	0%
2045			280,090,629	21,858,053	0	0	21,858,053	0.000	0	0	0	4,000	4,000	0	4,000	4,000	200,000	0%	n/a
2046			22,295,214	0	0	22,295,214	0.000	0	0	0	0	4,000	4,000	0	4,000	4,000	200,000	0%	n/a
	627	85,568,062							7,624,701	609,976	1,254,000	171,438	9,860,115	9,111,775	548,340	348,340			

[Jul2105 05nrQ]

FALLBROOK METROPOLITAN DISTRICT
Operations Revenue and Expense Projection

YEAR	Total Assessed		Total Collections @ 88%	Specific Ownership Tax @ 8% of Prop'y Taxes	Total Available For O&M	Less District Operations @ of \$37,000 Infl. @ 1% or max 2.5 mills	Developer Advances for Operations	Developer Repayment for Operations	Annual Surplus
	Value	Oper'n's Mill Levy							
2004	0	2.500	0	0	0				
2005	0	2.500	0	0	0				
2006	0	2.500	0	0	0				
2007	800,400	2.500	1,961	157	2,118	37,000	\$34,882	0	0
2008	3,841,699	2.500	9,412	753	10,165	37,370	27,205	0	0
2009	8,413,134	2.500	20,812	1,649	22,261	37,744	15,483	0	0
2010	12,769,713	2.500	31,335	2,507	33,842	38,121	4,280	0	0
2011	15,279,809	2.500	37,436	2,995	40,430	38,502	0	1,928	0
2012	15,922,407	2.500	39,010	3,121	42,131	38,887	0	3,243	0
2013	15,922,407	2.500	39,010	3,121	42,131	39,276	0	2,854	0
2014	16,240,856	2.500	39,790	3,183	42,973	39,669	0	3,304	0
2015	16,240,856	2.500	39,790	3,183	42,973	40,086	0	2,908	0
2016	16,665,672	2.500	40,586	3,247	43,833	40,466	0	3,366	0
2017	16,665,672	2.500	40,586	3,247	43,833	40,871	0	2,962	0
2018	16,896,986	2.500	41,398	3,312	44,709	41,280	0	3,430	0
2019	16,896,986	2.500	41,398	3,312	44,709	41,693	0	3,017	0
2020	17,234,926	2.500	42,226	3,378	45,604	42,109	0	3,494	0
2021	17,234,926	2.500	42,226	3,378	45,604	42,531	0	3,073	0
2022	17,679,624	2.500	43,070	3,446	46,516	42,956	0	3,560	0
2023	17,679,624	2.500	43,070	3,446	46,516	43,385	0	3,130	0
2024	17,931,217	2.500	43,931	3,515	47,446	43,819	0	3,627	0
2025	17,931,217	2.500	43,931	3,515	47,446	44,257	0	3,189	0
2026	18,269,841	2.500	44,810	3,585	48,395	44,700	0	3,695	0
2027	18,269,841	2.500	44,810	3,585	48,395	45,147	0	3,248	0
2028	18,655,838	2.500	45,708	3,657	49,363	45,599	0	3,764	0
2029	18,655,838	2.500	45,708	3,657	49,363	46,054	0	3,308	0
2030	19,028,751	2.500	46,620	3,730	50,350	46,515	0	3,835	0
2031	19,028,751	2.500	46,620	3,730	50,350	46,980	0	3,370	0
2032	19,409,326	2.500	47,553	3,804	51,357	47,450	0	3,907	0
2033	19,409,326	2.500	47,553	3,804	51,357	47,924	0	3,433	0
2034	19,797,512	2.500	48,504	3,880	52,384	48,404	0	3,980	0
2035	19,797,512	2.500	48,504	3,880	52,384	48,888	0	2,224	1,273
2036	20,193,462	2.310	46,719	3,658	49,377	49,377	0	0	0
2037	20,193,462	2.333	46,176	3,904	49,870	49,870	0	0	0
2038	20,597,332	2.310	46,638	3,731	50,369	50,369	0	0	0
2039	20,597,332	2.334	47,104	3,768	50,873	50,873	0	0	0
2040	21,009,278	2.311	47,575	3,808	51,382	51,382	0	0	0
2041	21,009,278	2.334	48,051	3,844	51,895	51,895	0	0	0
2042	21,429,464	2.311	48,532	3,883	52,414	52,414	0	0	0
2043	21,429,464	2.334	49,017	3,921	52,938	52,938	0	0	0
2044	21,858,053	2.311	49,507	3,961	53,468	53,468	0	0	0
2045	21,858,053	2.334	50,002	4,000	54,003	54,003	0	0	0
2046	22,295,214	2.311	50,502	4,040	54,543	54,543	0	0	0
						81,849	81,849	1,273	

FALLBROOK METROPOLITAN DISTRICT
 Development Projection (updated 7/20/05)

Residential Development

Residential Summary

YEAR	Fallbrook Farms A					Fallbrook Farms B					Total Residential Market Value	Cumulative Residential Market Value	Total SFD Res'l Units	Value of Platted / Developed Lots
	Incr/(Decr) In Finished Lot		# Units		Price	Incr/(Decr) In Finished Lot		# Units		Price				
	# Lots Devel'd	Value @ 10%	Completed [274 target]	Inflated @ 2%		Market Value	# Lots Devel'd	Value @ 10%	Completed [353 target]					
2004	0	\$0	0	\$0	\$0	0	\$0	0	\$0	\$0	\$0	0	0	\$0
2005	48	1,128,000	0	235,000	0	48	1,632,000	0	340,000	0	0	0	0	2,760,000
2006	96	1,128,000	88	239,700	11,505,600	96	1,632,000	48	346,800	16,646,400	28,152,000	28,152,000	86	2,760,000
2007	96	0	86	244,494	23,471,424	96	0	96	353,736	33,958,656	57,430,080	85,582,080	192	0
2008	34	(1,457,000)	96	249,384	23,940,852	96	0	96	360,811	34,637,829	58,578,682	144,160,762	192	(1,457,000)
2009	0	(799,000)	34	254,372	8,648,633	17	(2,686,000)	96	368,027	35,330,586	43,979,219	188,139,980	130	(3,485,000)
2010	0	0	0	259,459	0	0	(578,000)	17	375,387	6,381,587	6,381,587	194,521,567	17	(578,000)
2011	0	0	0	264,648	0	0	0	0	382,895	0	0	194,521,567	0	0
2012	0	0	0	269,941	0	0	0	0	390,553	0	0	194,521,567	0	0
2013	0	0	0	275,340	0	0	0	0	398,364	0	0	194,521,567	0	0
2014	0	0	0	280,847	0	0	0	0	406,331	0	0	194,521,567	0	0
2015	0	0	0	286,464	0	0	0	0	414,458	0	0	194,521,567	0	0
2016	0	0	0	292,193	0	0	0	0	422,747	0	0	194,521,567	0	0
2017	0	0	0	298,037	0	0	0	0	431,202	0	0	194,521,567	0	0
2018	0	0	0	303,998	0	0	0	0	439,826	0	0	194,521,567	0	0
	274	(0)	274		67,566,509	353	(0)	353		126,955,058	194,521,567		627	0

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SOURCES AND USES OF FUNDS

**FALLBROOK/SINTRA METROPOLITAN DISTRICT
SERIES 2005 G.O. BONDS
Non-Rated, 20-Year maturity**

Dated Date 12/01/2005
Delivery Date 12/01/2005

Sources:

Bond Proceeds:	
Par Amount	4,955,000.00
	<hr/>
	4,955,000.00

Uses:

Project Fund Deposits:	
Project Funds	4,250,000.00
Other Fund Deposits:	
Capitalized Interest	505,048.35
Delivery Date Expenses:	
Cost of Issuance	198,200.00
Other Uses of Funds:	
Contingency	1,751.65
	<hr/>
	4,955,000.00

BOND DEBT SERVICE

**FALLBROOK/SINTRA METROPOLITAN DISTRICT
SERIES 2005 G.O. BONDS
Non-Rated, 20-Year maturity**

Period Ending	Principal	Coupon	Interest	Debt Service	Annual Debt Service
12/01/2005					
06/01/2006			173,425	173,425	
12/01/2006			173,425	173,425	346,850
06/01/2007			173,425	173,425	
12/01/2007			173,425	173,425	346,850
06/01/2008			173,425	173,425	
12/01/2008	220,000	7.000%	173,425	393,425	566,850
06/01/2009			165,725	165,725	
12/01/2009	175,000	7.000%	165,725	340,725	506,450
06/01/2010			159,600	159,600	
12/01/2010	95,000	7.000%	159,600	254,600	414,200
06/01/2011			156,275	156,275	
12/01/2011	140,000	7.000%	156,275	296,275	452,550
06/01/2012			151,375	151,375	
12/01/2012	170,000	7.000%	151,375	321,375	472,750
06/01/2013			145,425	145,425	
12/01/2013	180,000	7.000%	145,425	325,425	470,850
06/01/2014			139,125	139,125	
12/01/2014	200,000	7.000%	139,125	339,125	478,250
06/01/2015			132,125	132,125	
12/01/2015	215,000	7.000%	132,125	347,125	479,250
06/01/2016			124,600	124,600	
12/01/2016	240,000	7.000%	124,600	364,600	489,200
06/01/2017			116,200	116,200	
12/01/2017	255,000	7.000%	116,200	371,200	487,400
06/01/2018			107,275	107,275	
12/01/2018	285,000	7.000%	107,275	392,275	499,550
06/01/2019			97,300	97,300	
12/01/2019	305,000	7.000%	97,300	402,300	499,600
06/01/2020			86,625	86,625	
12/01/2020	335,000	7.000%	86,625	421,625	508,250
06/01/2021			74,900	74,900	
12/01/2021	360,000	7.000%	74,900	434,900	509,800
06/01/2022			62,300	62,300	
12/01/2022	395,000	7.000%	62,300	457,300	519,600
06/01/2023			48,475	48,475	
12/01/2023	425,000	7.000%	48,475	473,475	521,950
06/01/2024			33,600	33,600	
12/01/2024	465,000	7.000%	33,600	498,600	532,200
06/01/2025			17,325	17,325	
12/01/2025	495,000	7.000%	17,325	512,325	529,650
	4,955,000		4,677,050	9,632,050	9,632,050

NET DEBT SERVICE

**FALLBROOK/SINTRA METROPOLITAN DISTRICT
SERIES 2005 G.O. BONDS
Non-Rated, 20-Year maturity**

Date	Principal	Interest	Total Debt Service	Capitalized Interest	Net Debt Service	Annual Net D/S
06/01/2006		173,425	173,425	173,425		
12/01/2006		173,425	173,425	173,425		
06/01/2007		173,425	173,425	173,425		
12/01/2007		173,425	173,425		173,425	173,425
06/01/2008		173,425	173,425		173,425	
12/01/2008	220,000	173,425	393,425		393,425	566,850
06/01/2009		165,725	165,725		165,725	
12/01/2009	175,000	165,725	340,725		340,725	506,450
06/01/2010		159,600	159,600		159,600	
12/01/2010	95,000	159,600	254,600		254,600	414,200
06/01/2011		156,275	156,275		156,275	
12/01/2011	140,000	156,275	296,275		296,275	452,550
06/01/2012		151,375	151,375		151,375	
12/01/2012	170,000	151,375	321,375		321,375	472,750
06/01/2013		145,425	145,425		145,425	
12/01/2013	180,000	145,425	325,425		325,425	470,850
06/01/2014		139,125	139,125		139,125	
12/01/2014	200,000	139,125	339,125		339,125	478,250
06/01/2015		132,125	132,125		132,125	
12/01/2015	215,000	132,125	347,125		347,125	479,250
06/01/2016		124,600	124,600		124,600	
12/01/2016	240,000	124,600	364,600		364,600	489,200
06/01/2017		116,200	116,200		116,200	
12/01/2017	255,000	116,200	371,200		371,200	487,400
06/01/2018		107,275	107,275		107,275	
12/01/2018	285,000	107,275	392,275		392,275	499,550
06/01/2019		97,300	97,300		97,300	
12/01/2019	305,000	97,300	402,300		402,300	499,600
06/01/2020		86,625	86,625		86,625	
12/01/2020	335,000	86,625	421,625		421,625	508,250
06/01/2021		74,900	74,900		74,900	
12/01/2021	360,000	74,900	434,900		434,900	509,800
06/01/2022		62,300	62,300		62,300	
12/01/2022	395,000	62,300	457,300		457,300	519,600
06/01/2023		48,475	48,475		48,475	
12/01/2023	425,000	48,475	473,475		473,475	521,950
06/01/2024		33,600	33,600		33,600	
12/01/2024	465,000	33,600	498,600		498,600	532,200
06/01/2025		17,325	17,325		17,325	
12/01/2025	495,000	17,325	512,325		512,325	529,650
	4,955,000	4,677,050	9,632,050	520,275	9,111,775	9,111,775

Statement of Significant Assumptions

**Fallbrook Metropolitan District Financial Plan
Prepared by Kirkpatrick Pettis**

1. **Development Projections:** The single-family residential development schedule includes 274 single-family units at an average market value of \$235,000/unit and 353 at \$340,000/unit. These market values are inflated at 2%/year through buildout. The residential absorption begins with the first completed homes in 2006 and continues through 2010.
2. **Assessed Valuation:** The District's assessed value is shown in the year of tax collection, which lags 2 years from the year of construction. The assessed value for residential property is 7.96% of the market value, which is the residential assessment ratio effective this year as determined in accordance with the Gallagher Amendment. At buildout in 2012 the District's expected assessed value will be approximately \$15.9 million. This plan also assumes biennial reassessment of 2% during and after buildout.
3. **District Revenues:** The District expects to levy 30.50 mills for debt service and operations in the District. The Facility Fees are assumed to be collected at the rate of \$2,000/single family at the start of construction. The District further expects specific ownership taxes estimated at 8% and interest income at 2% to be additionally available revenues.
4. **District Operations:** The District expects operating expenses to be met with a 2.5 mill levy upon full development. Before that time the District is budgeting \$37,000 annually, inflated at 1%, which will be supported by Developer Advances.
5. **Debt Structure:** This plan demonstrates the District's ability to support \$4,955,000 in limited tax General Obligation debt, raising a total of \$4,250,000 in proceeds net of issuance costs and capitalized interest. The bond issue is structured to assume non-rated bonds marketed at an estimated rate of 7.0%. This plan assumes that a surplus fund will be held as security for the bonds until 50% debt/AV at which time it will be released to the District for use in paying debt service.
6. **Potential Risks of Financing and Credit Enhancement:** To the extent the development does not occur as projected, the District revenues including the collection of the District's Limited Mill Levy may be insufficient to meet the District's debt service payments. This risk is borne by the District's bondholder. If the bonds are sold to third

Kirkpatrick Pettis

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parties, they will likely require some level of builder activity or credit enhancement to reduce this risk. This credit enhancement may take the form of a facility fee guarantee, a debt service guarantee, escrowed bond proceeds or other developer security.

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EXHIBIT J

Intergovernmental Agreement - Service Plan

**INTERGOVERNMENTAL AGREEMENT BETWEEN THE
CITY OF THORNTON AND FALLBROOK METROPOLITAN DISTRICT
REGARDING THE SERVICE PLAN FOR THE DISTRICT**

THIS AGREEMENT is made and entered into as of this _____ day of _____, 2005, by and between the CITY OF THORNTON, State of Colorado ("City") and the FALLBROOK METROPOLITAN DISTRICT, a quasi-municipal corporation and political subdivision of the State of Colorado (the "District"). (The City and the District are collectively referred to as the "Parties".)

RECITALS

WHEREAS, the District was organized to provide those services and to exercise powers as are more specifically set forth in the District's Service Plan dated _____, 2005, and approved by the City on _____, 2005 ("Service Plan"); and

WHEREAS, the Service Plan makes reference to the execution of an intergovernmental agreement between the City and the District, as required by the Thornton City Code; and

WHEREAS, the City and the District have determined it to be in the best interests of their respective taxpayers, residents and property owners to enter into this Intergovernmental Agreement ("Agreement").

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

COVENANTS AND AGREEMENTS

1. Changes in Boundaries. The District agrees that, other than as set forth in the Service Plan, any inclusion of properties within or exclusion of properties from its boundaries shall be subject to the prior approval of the Thornton City Council ("City Council") as evidenced by a resolution after a public hearing thereon.

2. Mill Levy Cap. The District agrees that the Mill Levy Cap set forth in of the Service Plan is 50 mills. The City agrees that for any portion of the District's Debt (as such term is defined in the Service Plan) with respect to which the Debt To Assessed Valuation (as such term is defined in the Service Plan) is less than 50%, the District shall be permitted to impose a mill levy for the payment thereof that shall not be subject to the Mill Levy Cap. The City further agrees that in the event the method of calculating assessed valuation is changed after the date of the approval of the Service Plan by any change in law, change in method of calculation, or in the event of any legislation or constitutionally mandated tax credit, cut or abatement, the Mill Levy Cap may be increased or decreased to reflect such changes. The District further agrees that any increase in the mill levy above the Mill Levy Cap, except as set forth in this section, shall be subject to the prior approval of the City Council as evidenced by a resolution after a public hearing thereon.

3. Financing. The District agrees that any refunding of outstanding bonds of the District which could extend the maturity of such bonds or increase the total debt service thereon, except as set forth below, shall be subject to the prior approval of the City Council as evidenced by a resolution after a public hearing thereon. Costs of issuance with any refunding of outstanding bonds shall not be considered an increase in the total debt service. Costs of issuance may include but shall not be limited to legal fees, underwriter fees and discounts, capitalized interest, letter of credit fees including bank commitment fees, reserve funds and costs associated with funding an escrow for refundings.

4. Fees. The District agrees that except as set forth in the Service Plan, the District shall not impose any capital fees and exactions on any property within its boundaries without obtaining the prior opinion of a qualified financial advisor, acceptable to the City, which opinion shall state that such fees are reasonable.

5. Consolidation. The District agrees that the consolidation of the District with any other special district within the State of Colorado shall be subject to the prior approval of the City Council as evidenced by a resolution after a public hearing thereon.

6. Water Rights / Resources. The District agrees not to acquire, own, manage, adjudicate or develop water rights or resources without the consent of the City.

7. Eminent Domain. The District agrees not to use eminent domain powers for any real property without the consent of the City except if necessary for acquisition of right-of-way for construction of the regional sewer line.

8. Greater Outdoors Colorado Trust Fund. The District agrees not to apply for Greater Outdoors Colorado Trust Fund grants or other State or Federal grants without a modification of this Agreement by the Parties. In the event the District receives any money from this fund, the District agrees to remit to the City all moneys it receives from this Fund within 30 days.

9. Bond Documents. The District agrees that any bond documents may not provide acceleration of debt against the issuer as a remedy without a modification of this Agreement by the Parties.

10. Dissolution. The District agrees it shall take all action necessary to dissolve pursuant to C.R.S. Section 32-1-701 et seq., upon an independent determination of the City Council that the purposes for which the District was created have been accomplished, whereupon City Council shall adopt a resolution, after a public hearing thereon, stating that the District shall be dissolved, provided however, that the City agrees that the District shall not be dissolved until all of the District's outstanding debt obligations have been discharged and provision has been made for operation and maintenance of all facilities maintained by the District.

11. Provision of Services. The District agrees not to provide services outside of its boundaries, except as necessary to construct, operate and maintain the public improvements contemplated in the Service Plan.

12. City Zoning Requirements. The District agrees that it shall be subject to all of the City's zoning, subdivision, building code and other land use requirements.

13. Telecommunication Facilities. The District agrees that no telecommunication facilities owned, operated or otherwise allowed by the Metro District shall affect the ability of the City to expand its telecommunication facilities or impair existing telecommunication facilities.

14. Bond Counsel Opinion. The District agrees that prior to the issuance of any bond issue, it shall provide a copy of an opinion of a nationally recognized bond counsel stating that the bond issue satisfies TABOR requirements.

15. District Counsel Opinion. The District agrees that prior to the issuance of any bond issue, it shall provide a copy of an opinion by the Metro District's Counsel that the bond issue is in conformance with the service plan.

16. Growth Limitations. The City agrees that it shall not impose growth limitations on any property within the District's boundaries.

17. Notices. All notices, demands, requests or other communications to be sent by one Party to the other hereunder or required by law shall be in writing and shall be deemed to have been validly given or served by delivery of same in person to the address or by courier delivery, via United Parcel Service or other nationally recognized overnight air courier service, or-by depositing same in the United States mail, postage prepaid, addressed as follows:

To the District: Fallbrook Metropolitan District
c/o McGeady Sisneros, P.C.
1675 Broadway, Suite 2100
Denver, CO 80202
Attn: Darlene Sisneros
Phone: (303) 592-4380
Fax: (303) 529-4385

To the City: City of Thornton
9500 Civic Center Drive
Thornton, CO 80229
Attn: City Manager
Phone: 303-538-7200
Fax: 303-538-7562

All notices, demands, requests or other communications shall be effective upon such personal delivery or one (1) business day after being deposited with United Parcel Service or other nationally recognized overnight air courier service or three (3) business days after deposit in the United States mail. By giving the other party hereto at least ten (10) days written notice thereof in accordance with the provisions hereof, each of the Parties shall have the right from time to time to change its address.

18. Amendment. This Agreement may be amended, modified, changed or terminated in whole or in part by a written agreement duly authorized and executed by the Parties hereto and without amendment to the Service Plan.

19. Assignment. Neither Party hereto shall assign any of its rights nor delegate any of its duties hereunder to any person or entity without having first obtained the prior written consent of the other Party, which consent will not be unreasonably withheld. Any purported assignment or delegation in violation of the provisions hereof shall be void and ineffectual.

20. Default/Remedies. In the event of a breach or default of this Agreement by either Party, the non-defaulting Party shall be entitled to exercise all remedies available at law or in equity, specifically including suits for specific performance and/or monetary damages. In the event of any proceeding to enforce the terms, covenants or conditions hereof, the prevailing Party in such proceeding shall be entitled to obtain as part of its judgment or award its reasonable attorneys' fees.

21. Governing Law and Venue. This Agreement shall be governed and construed under the laws of the State of Colorado.

22. Inurement. Each of the terms, covenants and conditions hereof shall be binding upon and inure to the benefit of the Parties hereto and their respective successors and assigns.

23. Integration. This Agreement constitutes the entire agreement between the Parties with respect to the matters addressed herein. All prior discussions and negotiations regarding the subject matter hereof are merged herein.

24. Parties Interested Herein. Nothing expressed or implied in this Agreement is intended or shall be construed to confer upon, or to give to, any person other than the District and the City any right, remedy, or claim under or by reason of this Agreement or any covenants, terms, conditions, or provisions thereof, and all the covenants, terms, conditions, and provisions in this Agreement by and on behalf of the District and the City shall be for the sole and exclusive benefit of the District and the City.

25. Severability. If any covenant, term, condition, or provision under this Agreement shall, for any reason, be held to be invalid or unenforceable, the invalidity or unenforceability of such covenant, term, condition, or provision shall not affect any other provision contained herein, the intention being that such provisions are severable.

26. Quinquennial Review. The District shall submit an application for a quinquennial finding of reasonable diligence in accordance with Section 32-1-1101.5 of the Special District Act.

27. No Liability of City. The City has no obligation whatsoever to construct any improvements that the District is required to construct, or pay any debt or liability of the District including any bonds.

28. Paragraph Headings. Paragraph headings are inserted for convenience of reference only.

IN WITNESS WHEREOF, the Parties have executed this Agreement as of the day and year first set forth above.

FALLBROOK METROPOLITAN DISTRICT, a
quasi-municipal corporation and political
subdivision of the State of Colorado

By: _____
Its: _____

Attest:

By: _____
Its: _____

CITY OF THORNTON

Title: Mayor

ATTEST:

City Clerk

APPROVED AS TO FORM:

City Attorney



EXHIBIT K

District Court Petition

DISTRICT COURT, COUNTY OF ADAMS, STATE OF COLORADO 1100 Judicial Center Drive Brighton, CO 80601 303-659-1161	<p style="text-align: center;">▲ COURT USE ONLY ▲</p>
PETITIONER: IN RE THE ORGANIZATION OF FALLBROOK METROPOLITAN DISTRICT	
Darlene Sisneros Valerie Bromley McGEADY SISNEROS, P.C. 1675 Broadway, Suite 2100 Denver, CO 80202 Phone: (303) 592-4380 Fax: (303) 592-4385 E-mail: dsisneros@mcgeadysisneros.com vbromley@mcgeadysisneros.com Atty. Reg.#: #15236 #31363	Case Number: _____ Div.: _____ Ctm.: _____
PETITION FOR ORGANIZATION	

TO THE HONORABLE DISTRICT COURT IN AND FOR THE COUNTY OF ADAMS AND STATE OF COLORADO:

We, the undersigned, constituting more than thirty percent (30%) or two hundred (200) of the taxpaying electors of the District, whichever number is the smaller, present this Petition for the organization of a metropolitan district, pursuant to and in accordance with Title 32, Article 1, Part 3, Colorado Revised Statutes, and in support of the Petition state:

1. That attached hereto as Exhibit A is the Service Plan for the proposed District approved by the City Council of the City of Thornton, Adams County, Colorado, and attached hereto as Exhibit B, is the Resolution of Approval of the Service Plan as adopted by said Council in compliance with Section 32-1-205, C.R.S.

2. That the name of the proposed District is "Fallbrook Metropolitan District," in Adams County, Colorado.

3. That the proposed District will have the power to provide the following service(s):

- (a) Water
- (b) Sewer
- (c) Streets
- (d) Traffic and safety protection

4. That a general description of the facilities and improvements to be designed, constructed, installed, or purchased for the District are:

(a) Water. The District shall have the power to provide for the design, acquisition, construction, completion, installation, operation and maintenance of potable water systems including transmission lines, mains, regional facilities together with extensions of and improvements to said systems within and without the District. A general description and preliminary engineering sketch of the water facilities to be constructed and/or acquired is attached hereto as Exhibit E. Following acceptance by the City, the City will own, operate and maintain the water improvements and associated appurtenances, facilities, land and easements.

(b) Sewer.

(i) Wastewater. The District shall have the power to provide for the design, acquisition, construction, completion and installation of a wastewater collection, treatment and transmission system which may include, but shall not be limited to, collection mains and laterals, transmission lines, and all necessary, incidental, and appurtenant facilities, land and easements, together with extensions of and improvements to said system within and without the boundaries of the District. A general description and preliminary engineering sketch of the wastewater facilities to be constructed and/or acquired are set forth in Exhibit E attached hereto. Following acceptance by the City, the City will own, operate and maintain the public wastewater system.

(ii) Drainage. The District shall have the power to provide for the design, acquisition, construction, completion, installation, operation and maintenance of storm sewer, flood and surface drainage facilities and systems, including detention/retention ponds and associated irrigation facilities, relocation of existing irrigation ditches and canals and all necessary, incidental, and appurtenant facilities, land and easements, together with extensions of and improvements to said system within and without the boundaries of the District. A general description and preliminary engineering sketch of the drainage facilities to be constructed and/or acquired are set forth in Exhibit G attached hereto. The District shall also have the power to design, acquire, construct and install sanitary sewer improvements within the District as generally depicted in Exhibit F attached hereto. Following acceptance by the City, the City will own, operate and maintain the public sanitary and storm sewer and associated appurtenances, facilities, land and easements.

(c) Streets. The District shall have the power to provide for the design, acquisition, construction, completion, relocation, installation, and/or operation and maintenance of street improvements, including but not limited to curbs, gutters, culverts, and other drainage facilities, underground conduits, sidewalks, trails, bike paths and pedestrian ways, pedestrian overpasses, retaining walls, bridges, overpasses, underpasses, interchanges, railroad crossings, parking areas, parking facilities, median islands, paving, lighting, grading, landscaping and irrigation, land and easements, and all necessary, incidental, and appurtenant facilities within and without the boundaries of the District as generally depicted on Exhibit I attached hereto.

3.

Print Name

Signature

4.

Print Name

Signature

5.

Print Name

Signature

6.

Print Name

Signature

7.

Print Name

Signature

8.

Print Name

Signature

9.

Print Name

Signature

10.

Print Name

Signature

AFFIDAVIT

_____, being first duly sworn on oath, deposes and says:

That he/she is one of the Petitioners named in the foregoing Petition; that he/she has read said Petition and knows the contents thereof and that the same is true to the best of Affiant's knowledge, information, and belief.

Affiant further states that he/she knows the persons whose names are subscribed to the foregoing Petition, that he/she has circulated the Petition, that each signature thereon was affixed in his/her presence and that each signature thereon is the true, genuine, and correct signature of the person it purports to be.

Affiant further states that to his/her best knowledge and belief the persons whose names are subscribed to the foregoing Petition are persons who are registered to vote pursuant to the "Uniform Election Code of 1992", articles 1 to 13 of Title 1, C.R.S., and who or whose spouse own taxable real or personal property within the area to be included in the proposed Fallbrook Metropolitan District, whether or not such person resides within said proposed District.

Affiant

Address

SUBSCRIBED AND SWORN to before me this _____ day of _____,
2005.

WITNESS my hand and official seal.

Notary Public

My commission expires: _____

(S E A L)

EXHIBIT A

Service Plan for
Fallbrook Metropolitan District

EXHIBIT B

Resolution of Approval

EXHIBIT C

Legal Description

EXHIBIT L

Bond Counsel Opinion and Draft Debt Election Questions

KUTAK ROCK LLP

SUITE 3100
1801 CALIFORNIA STREET
DENVER, COLORADO 80202

303-297-2400
FACSIMILE 303-292-7799

www.kutakrock.com

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RICHMOND
SCOTTSDALE
WASHINGTON

August 19, 2005

Thornton City Councilmembers
Thornton, Colorado

Fallbrook/Sintra Metropolitan District
In the City of Thornton, Colorado
Proposed General Obligation Bonds
(Limited Tax Convertible to Unlimited Tax)

Ladies and Gentlemen:

We have been named as bond counsel to the Fallbrook/Sintra Metropolitan District, City of Thornton, Colorado (the "District"), in connection with the proposed issuance of its General Obligation Bonds (Limited Tax Convertible to Unlimited Tax) (the "Bonds") in an aggregate principal amount estimated at \$9,000,000 and not to exceed such amount, all as further described in the Service Plan for the District ("Service Plan") filed with the City of Thornton (the "City") on or about August 19, 2005. Pursuant to the requirements established by the City for the formation of special districts under Article 1 of Title 32 of the Colorado Revised Statutes (the "Act") and in anticipation of our role as bond counsel to the District, we have been requested to submit our opinion regarding the enumerated matters set forth below. Such matters generally reflect the form of opinion given by us, as bond counsel, on the date of issuance of the Bonds.

In rendering this opinion, we make the following assumptions: (i) the Bonds will be structured substantially as described in the Service Plan; (ii) the Service Plan will be duly approved by the City in substantially the form in which it was submitted; (iii) the District will be duly and properly organized in accordance with the provisions of the Act; (iv) the election to be held by the District to obtain voter authorization for the Bonds will be duly and properly conducted, and the issuance of the Bonds will be approved by majority vote of the District's qualified electors voting at such election; (v) the Board of Directors of the District will duly adopt a resolution authorizing the issuance of the Bonds (the "Bond Resolution") and such Bond Resolution will be valid and enforceable in accordance with its terms and will be in full force and effect on the date of issuance of the Bonds; (vi) the Bonds will mature on the dates, be subject to optional and mandatory redemption, bear interest at the rates, and be transferable and payable in the manner and be subject to the conditions and limitations provided in the Bond Resolution at the time the Bonds are issued; and (vii) standard opinions of other counsel will be delivered at closing on the Bonds. We are also assuming that the applicable provisions of the Constitution and laws of the State of Colorado, the Internal Revenue Code of 1986, as amended (the "Code"), and the regulations, rulings and judicial decisions relevant to the Bonds, and other relevant regulations, rulings and judicial decisions applicable to the Bonds will be in effect on the date of issuance of the Bonds in substantially the form and

content as they exist today. As to questions of fact material to our opinion, we have relied upon the representations of the District contained in the Service Plan without undertaking to verify the same by independent investigation. We also must note that, as to questions of fact material to our opinion as bond counsel on the date of issuance of the Bonds, we will be relying upon the representations of the District contained in the Bond Resolution and in the certified proceedings and other certifications of public officials furnished to us without undertaking to verify the same by independent investigation.

Based upon the foregoing, we are of the opinion, as of the date hereof, that we will be willing and able to render an unqualified, approving opinion on the Bonds as to the following matters:

1. Lawful authority exists for the Bonds to be issued under the constitution and laws of the State of Colorado.

2. The Bonds in the maximum principal amount stated above would be valid and binding general obligations of the District, initially subject to a limited mill levy, and would be legally enforceable in accordance with their terms.

3. All taxable property within the boundaries of the District will be subject to an ad valorem tax levy sufficient to pay the principal of and the interest on the Bonds, net of administrative and operations expenses of the District not paid from other sources. Initially, the tax levy will be limited to 50 mills, as may be adjusted to account for legislative changes in the assessment ratio applicable to residential property from the assessment ratio effective in levy year 2005 to the assessment ratio applicable to residential property in levy years after 2005. The District will be required by law to include the principal of and interest coming due on the Bonds in its annual tax levy to the extent the necessary funds are not provided from other sources.

4. Under existing statutes, regulations, rulings and judicial decisions, interest on the Bonds will be excluded from gross income for federal income tax purposes and will not be a specific preference item for purposes of the federal alternative minimum tax. The opinions set forth in the preceding sentence assume compliance by the District with certain requirements of the Code that must be met subsequent to the issuance of the Bonds. Failure to comply with such requirements could cause such interest to be includible in gross income for federal income tax purposes retroactive to the date of issuance of the Bonds.

5. Under existing State of Colorado statutes, the Bonds and the interest income therefrom would be exempt from Colorado income tax.

The rights of the owners of the Bonds and the enforceability of the Bonds and the Bond Resolution may be limited by bankruptcy, insolvency, reorganization, moratorium and other similar laws affecting creditors' rights generally and by equitable principles, whether considered at law or in equity.

This opinion is given as of the date hereof for the purpose of meeting the City's requirements for Service Plan approval.

/s/ Kutak Rock LLP

**BALLOT QUESTIONS
FALLBROOK METROPOLITAN DISTRICT**

FALLBROOK METROPOLITAN DISTRICT BALLOT ISSUE 5 A (Operations):

SHALL FALLBROOK METROPOLITAN DISTRICT TAXES BE INCREASED BY \$50,000 ANNUALLY (ESTIMATED REVENUES IN COLLECTION YEAR 2007) AND BY WHATEVER ADDITIONAL AMOUNTS ARE RECEIVED THEREAFTER FOR THE PURPOSE OF PAYING THE DISTRICT'S OPERATIONS, MAINTENANCE AND OTHER EXPENSES; SUCH TAXES TO CONSIST OF AN AD VALOREM MILL LEVY IMPOSED WITHOUT LIMITATION OF RATE OR WITH SUCH LIMITATIONS AS MAY BE DETERMINED BY THE DISTRICT, AND IN AMOUNTS SUFFICIENT TO PRODUCE THE ANNUAL INCREASE SET FORTH ABOVE OR SUCH LESSER AMOUNT AS MAY BE NECESSARY FOR THE PAYMENT OF SUCH OPERATIONS, MAINTENANCE AND OTHER EXPENSES; ~~AND SHALL THE REVENUE FROM SUCH TAXES AND INVESTMENT INCOME THEREON BE COLLECTED AND SPENT BY THE DISTRICT AS A VOTER-APPROVED REVENUE CHANGE WITHOUT REGARD TO ANY SPENDING, REVENUE-RAISING OR OTHER LIMITATION CONTAINED WITHIN ARTICLE X, SECTION 20 OF THE COLORADO CONSTITUTION, SECTION 29-1-301, COLORADO REVISED STATUTES, OR ANY OTHER LAW WHICH PURPORTS TO LIMIT THE DISTRICT'S REVENUES OR EXPENDITURES AND WITHOUT LIMITING IN ANY YEAR THE AMOUNT OF OTHER REVENUES THAT MAY BE COLLECTED AND SPENT BY THE DISTRICT?~~

FALLBROOK METROPOLITAN DISTRICT BALLOT ISSUE 5 B (Street Improvements):

SHALL FALLBROOK METROPOLITAN DISTRICT DEBT BE INCREASED \$6,120,000; WITH A REPAYMENT COST OF \$50,184,000; AND SHALL FALLBROOK METROPOLITAN DISTRICT TAXES BE INCREASED \$7,221,600 ANNUALLY, OR BY SUCH LESSER ANNUAL AMOUNT AS MAY BE NECESSARY TO PAY THE DISTRICT'S DEBT AND ANY REFUNDINGS THEREOF, SUCH DEBT TO CONSIST OF GENERAL OBLIGATION BONDS, REVENUE BONDS, OR OTHER OBLIGATIONS, INCLUDING, WITHOUT LIMITATION, CONTRACTS, LEASES AND INTERGOVERNMENTAL AGREEMENTS, ISSUED OR INCURRED FOR THE PURPOSE OF PAYING, LEASING, REIMBURSING, OR FINANCING ALL OR ANY PART OF THE COSTS OF ACQUIRING, DESIGNING, CONSTRUCTING, RELOCATING, INSTALLING, COMPLETING, AND OTHERWISE PROVIDING, WITHIN AND/OR WITHOUT THE BOUNDARIES OF THE DISTRICT, STREET IMPROVEMENTS INCLUDING, WITHOUT LIMITATION, CURBS, GUTTERS, CULVERTS, OTHER DRAINAGE FACILITIES, UNDERGROUND CONDUITS, SIDEWALKS, TRAILS, BIKE PATHS, PEDESTRIAN WAYS, RETAINING WALLS, BRIDGES, OVERPASSES, UNDERPASSES, INTERCHANGES, RAILROAD CROSSINGS, PARKING AREAS, PARKING FACILITIES, MEDIAN ISLANDS, PAVING, LIGHTING, GRADING, LANDSCAPING AND IRRIGATION, AND OTHER STREET IMPROVEMENTS, TOGETHER WITH ALL

NECESSARY, INCIDENTAL, AND APPURTENANT FACILITIES WITHIN OR WITHOUT THE DISTRICT, EQUIPMENT, LAND, AND EASEMENTS, WHETHER ACQUIRED BY CONDEMNATION OR OTHERWISE, AND EXTENSIONS OF AND IMPROVEMENTS TO SAID FACILITIES, SUCH DEBT TO BEAR INTEREST AT A NET EFFECTIVE INTEREST RATE NOT IN EXCESS OF 18% PER ANNUM, SUCH INTEREST TO BE PAYABLE AT SUCH TIME OR TIMES, AND WHICH MAY COMPOUND ANNUALLY OR SEMIANNUALLY, AND SUCH DEBT TO MATURE, BE SUBJECT TO REDEMPTION WITH OR WITHOUT PREMIUM, AND BE ISSUED AND SOLD AT, ABOVE OR BELOW PAR, AS MAY BE DETERMINED BY THE DISTRICT, SUCH DEBT TO BE ISSUED OR INCURRED AT ONE TIME OR FROM TIME TO TIME, TO BE PAID FROM ANY LEGALLY AVAILABLE MONEYS OF THE DISTRICT, INCLUDING THE PROCEEDS OF AD VALOREM PROPERTY TAXES; SUCH TAXES TO CONSIST OF AN AD VALOREM MILL LEVY IMPOSED ON ALL TAXABLE PROPERTY OF THE DISTRICT, WITHOUT LIMITATION OF RATE OR WITH SUCH LIMITATIONS AS MAY BE DETERMINED BY THE DISTRICT, AND IN AMOUNTS SUFFICIENT TO PRODUCE THE ANNUAL INCREASE SET FORTH ABOVE OR SUCH LESSER AMOUNT AS MAY BE NECESSARY, TO BE USED SOLELY FOR THE PURPOSE OF PAYING THE PRINCIPAL OF, PREMIUM IF ANY, AND INTEREST ON THE DISTRICT'S DEBT; AND SHALL THE PROCEEDS OF ANY SUCH DEBT AND THE REVENUE FROM SUCH TAXES, ANY OTHER REVENUE USED TO PAY SUCH DEBT, AND INVESTMENT INCOME THEREON, BE COLLECTED AND SPENT BY THE DISTRICT AS A VOTER-APPROVED REVENUE CHANGE, WITHOUT REGARD TO ANY SPENDING, REVENUE-RAISING, OR OTHER LIMITATION CONTAINED WITHIN ARTICLE X, SECTION 20 OF THE COLORADO CONSTITUTION OR ANY OTHER LAW WHICH PURPORTS TO LIMIT THE DISTRICT'S REVENUES OR EXPENDITURES AND WITHOUT LIMITING IN ANY YEAR THE AMOUNT OF OTHER REVENUES THAT MAY BE COLLECTED AND SPENT BY THE DISTRICT?

FALLBROOK METROPOLITAN DISTRICT BALLOT ISSUE 5 C (Sanitation):

SHALL FALLBROOK METROPOLITAN DISTRICT DEBT BE INCREASED \$850,000; WITH A REPAYMENT COST OF \$6,970,000; AND SHALL FALLBROOK METROPOLITAN DISTRICT TAXES BE INCREASED \$1,003,000 ANNUALLY, OR BY SUCH LESSER ANNUAL AMOUNT AS MAY BE NECESSARY TO PAY THE DISTRICT'S DEBT AND ANY REFUNDINGS THEREOF, SUCH DEBT TO CONSIST OF GENERAL OBLIGATION BONDS, REVENUE BONDS, OR OTHER OBLIGATIONS, INCLUDING, WITHOUT LIMITATION, CONTRACTS, LEASES AND INTERGOVERNMENTAL AGREEMENTS, ISSUED OR INCURRED FOR THE PURPOSE OF PAYING, LEASING, REIMBURSING, OR FINANCING ALL OR ANY PART OF THE COSTS OF ACQUIRING, DESIGNING, CONSTRUCTING, RELOCATING, INSTALLING, COMPLETING, AND OTHERWISE PROVIDING, WITHIN AND/OR WITHOUT THE BOUNDARIES OF THE DISTRICT, A COMPLETE WASTEWATER COLLECTION, TREATMENT AND TRANSMISSION SYSTEM AND STORM SEWER, FLOOD AND SURFACE DRAINAGE FACILITIES AND SYSTEMS, INCLUDING, WITHOUT LIMITATION, COLLECTION MAINS AND LATERALS, TRANSMISSION LINES, TREATMENT FACILITIES, DETENTION AND RETENTION PONDS, ASSOCIATED

IRRIGATION FACILITIES, AND RELOCATION OF EXISTING IRRIGATION DITCHES AND CANALS, TOGETHER WITH ALL NECESSARY, INCIDENTAL AND APPURTENANT FACILITIES, EQUIPMENT, LAND AND EASEMENTS ACQUIRED BY CONDEMNATION OR OTHERWISE AND EXTENSIONS OF AND IMPROVEMENTS TO SAID FACILITIES WITHIN AND WITHOUT THE DISTRICT, SUCH DEBT TO BEAR INTEREST AT A NET EFFECTIVE INTEREST RATE NOT IN EXCESS OF 18% PER ANNUM, SUCH INTEREST TO BE PAYABLE AT SUCH TIME OR TIMES AND WHICH MAY COMPOUND ANNUALLY OR SEMIANNUALLY, AND SUCH DEBT TO MATURE, BE SUBJECT TO REDEMPTION WITH OR WITHOUT PREMIUM, AND BE ISSUED AND SOLD AT, ABOVE OR BELOW PAR, AS MAY BE DETERMINED BY THE DISTRICT, SUCH DEBT TO BE ISSUED OR INCURRED AT ONE TIME OR FROM TIME TO TIME, TO BE PAID FROM ANY LEGALLY AVAILABLE MONEYS OF THE DISTRICT, INCLUDING THE REVENUE FROM AD VALOREM PROPERTY TAXES; SUCH TAXES TO CONSIST OF AN AD VALOREM MILL LEVY IMPOSED ON ALL TAXABLE PROPERTY OF THE DISTRICT, WITHOUT LIMITATION OF RATE OR WITH SUCH LIMITATIONS AS MAY BE DETERMINED BY THE DISTRICT, AND IN AMOUNTS SUFFICIENT TO PRODUCE THE ANNUAL INCREASE SET FORTH ABOVE OR SUCH LESSER AMOUNT AS MAY BE NECESSARY, TO BE USED SOLELY FOR THE PURPOSE OF PAYING THE PRINCIPAL OF, PREMIUM, IF ANY, AND INTEREST ON THE DISTRICT'S DEBT; AND SHALL THE PROCEEDS OF ANY SUCH DEBT AND THE REVENUE FROM SUCH TAXES, ANY OTHER REVENUE USED TO PAY SUCH DEBT, AND INVESTMENT INCOME THEREON, BE COLLECTED AND SPENT BY THE DISTRICT AS A VOTER-APPROVED REVENUE CHANGE, WITHOUT REGARD TO ANY SPENDING, REVENUE-RAISING OR OTHER LIMITATION CONTAINED WITHIN ARTICLE X, SECTION 20 OF THE COLORADO CONSTITUTION OR ANY OTHER LAW WHICH PURPORTS TO LIMIT THE DISTRICT'S REVENUES OR EXPENDITURES AND WITHOUT LIMITING IN ANY YEAR THE AMOUNT OF OTHER REVENUES THAT MAY BE COLLECTED AND SPENT BY THE DISTRICT?

FALLBROOK METROPOLITAN DISTRICT BALLOT ISSUE 5 D (Water):

SHALL FALLBROOK METROPOLITAN DISTRICT DEBT BE INCREASED \$1,020,000; WITH A REPAYMENT COST OF \$8,364,000; AND SHALL FALLBROOK METROPOLITAN DISTRICT TAXES BE INCREASED \$1,203,600 ANNUALLY, OR BY SUCH LESSER ANNUAL AMOUNT AS MAY BE NECESSARY TO PAY THE DISTRICT'S DEBT AND ANY REFUNDINGS THEREOF, SUCH DEBT TO CONSIST OF GENERAL OBLIGATION BONDS, REVENUE BONDS, OR OTHER OBLIGATIONS, INCLUDING, WITHOUT LIMITATION, CONTRACTS, LEASES AND INTERGOVERNMENTAL AGREEMENTS, ISSUED OR INCURRED FOR THE PURPOSE OF PAYING, LEASING, REIMBURSING, OR FINANCING ALL OR ANY PART OF THE COSTS OF ACQUIRING, DESIGNING, CONSTRUCTING, RELOCATING, INSTALLING, COMPLETING, AND OTHERWISE PROVIDING, WITHIN AND/OR WITHOUT THE BOUNDARIES OF THE DISTRICT, A SYSTEM TO SUPPLY WATER FOR DOMESTIC AND OTHER PUBLIC AND PRIVATE PURPOSES BY ANY AVAILABLE MEANS AND TO PROVIDE ALL NECESSARY OR PROPER RESERVOIRS, TREATMENT WORKS AND FACILITIES, EQUIPMENT, AND APPURTENANCES INCIDENT THERETO, WHICH MAY INCLUDE, BUT SHALL NOT BE LIMITED TO, WELLS, WATER PUMPS,

PURIFICATION PLANTS, PUMP STATIONS, TRANSMISSION LINES, DISTRIBUTION MAINS AND LATERALS, FIRE HYDRANTS, IRRIGATION FACILITIES, CANALS, DITCHES, FLUMES, PARTIAL FLUMES, HEADGATES, DROP STRUCTURES, STORAGE FACILITIES, REGIONAL IMPROVEMENTS AND ALL EXTENSIONS THERETO WITHIN AND WITHOUT THE DISTRICT, TOGETHER WITH ALL NECESSARY, INCIDENTAL AND APPURTENANT FACILITIES, EQUIPMENT, LAND AND EASEMENTS ACQUIRED BY CONDEMNATION OR OTHERWISE AND EXTENSIONS OF AND IMPROVEMENTS TO SAID FACILITIES, SUCH DEBT TO BEAR INTEREST AT A NET EFFECTIVE INTEREST RATE NOT IN EXCESS OF 18% PER ANNUM, SUCH INTEREST TO BE PAYABLE AT SUCH TIME OR TIMES AND WHICH MAY COMPOUND ANNUALLY OR SEMIANNUALLY, AND SUCH DEBT TO MATURE, BE SUBJECT TO REDEMPTION WITH OR WITHOUT PREMIUM, AND BE ISSUED AND SOLD AT, ABOVE OR BELOW PAR, AS MAY BE DETERMINED BY THE DISTRICT, SUCH DEBT TO BE ISSUED OR INCURRED AT ONE TIME OR FROM TIME TO TIME, TO BE PAID FROM ANY LEGALLY AVAILABLE MONEYS OF THE DISTRICT, INCLUDING THE REVENUE FROM AD VALOREM PROPERTY TAXES; SUCH TAXES TO CONSIST OF AN AD VALOREM MILL LEVY IMPOSED ON ALL TAXABLE PROPERTY OF THE DISTRICT, WITHOUT LIMITATION OF RATE OR WITH SUCH LIMITATIONS AS MAY BE DETERMINED BY THE DISTRICT, AND IN AMOUNTS SUFFICIENT TO PRODUCE THE ANNUAL INCREASE SET FORTH ABOVE OR SUCH LESSER AMOUNT AS MAY BE NECESSARY, TO BE USED SOLELY FOR THE PURPOSE OF PAYING THE PRINCIPAL OF, PREMIUM, IF ANY, AND INTEREST ON THE DISTRICT'S DEBT; AND SHALL THE PROCEEDS OF ANY SUCH DEBT AND THE REVENUE FROM SUCH TAXES, ANY OTHER REVENUE USED TO PAY SUCH DEBT, AND INVESTMENT INCOME THEREON, BE COLLECTED AND SPENT BY THE DISTRICT AS A VOTER-APPROVED REVENUE CHANGE, WITHOUT REGARD TO ANY SPENDING, REVENUE-RAISING OR OTHER LIMITATION CONTAINED WITHIN ARTICLE X, SECTION 20 OF THE COLORADO CONSTITUTION OR ANY OTHER LAW WHICH PURPORTS TO LIMIT THE DISTRICT'S REVENUES OR EXPENDITURES AND WITHOUT LIMITING IN ANY YEAR THE AMOUNT OF OTHER REVENUES THAT MAY BE COLLECTED AND SPENT BY THE DISTRICT?

FALLBROOK METROPOLITAN DISTRICT BALLOT ISSUE 5 F (Safety Protection)

SHALL FALLBROOK METROPOLITAN DISTRICT DEBT BE INCREASED \$510,000; WITH A REPAYMENT COST OF \$4,182,000; AND SHALL FALLBROOK METROPOLITAN DISTRICT TAXES BE INCREASED \$601,800 ANNUALLY, OR BY SUCH LESSER ANNUAL AMOUNT AS MAY BE NECESSARY TO PAY THE DISTRICT'S DEBT AND ANY REFUNDINGS THEREOF, SUCH DEBT TO CONSIST OF GENERAL OBLIGATION BONDS, REVENUE BONDS, OR OTHER OBLIGATIONS, INCLUDING, WITHOUT LIMITATION, CONTRACTS, LEASES AND INTERGOVERNMENTAL AGREEMENTS, ISSUED OR INCURRED FOR THE PURPOSE OF PAYING, LEASING, REIMBURSING, OR FINANCING ALL OR ANY PART OF THE COSTS OF ACQUIRING, DESIGNING, CONSTRUCTING, RELOCATING, INSTALLING, COMPLETING, AND OTHERWISE PROVIDING, WITHIN AND/OR WITHOUT THE BOUNDARIES OF THE DISTRICT, A SAFETY PROTECTION SYSTEM OF TRAFFIC AND SAFETY CONTROLS AND DEVICES ON STREETS AND HIGHWAYS AND AT

RAILROAD CROSSINGS, INCLUDING, WITHOUT LIMITATION, TRAFFIC SIGNALS AND SIGNAGE, STRIPING, AREA IDENTIFICATION, DRIVER INFORMATION AND DIRECTIONAL ASSISTANCE SIGNS, TOGETHER WITH ALL NECESSARY, INCIDENTAL AND APPURTENANT FACILITIES WITHIN OR WITHOUT THE DISTRICT, EQUIPMENT, LAND AND EASEMENTS ACQUIRED BY CONDEMNATION OR OTHERWISE AND EXTENSIONS OF AND IMPROVEMENTS TO SAID FACILITIES, SUCH DEBT TO BEAR INTEREST AT A NET EFFECTIVE INTEREST RATE NOT IN EXCESS OF 18% PER ANNUM, SUCH INTEREST TO BE PAYABLE AT SUCH TIME OR TIMES AND WHICH MAY COMPOUND ANNUALLY OR SEMIANNUALLY, AND SUCH DEBT TO MATURE, BE SUBJECT TO REDEMPTION WITH OR WITHOUT PREMIUM, AND BE ISSUED AND SOLD AT, ABOVE OR BELOW PAR, AS MAY BE DETERMINED BY THE DISTRICT, SUCH DEBT TO BE ISSUED OR INCURRED AT ONE TIME OR FROM TIME TO TIME, TO BE PAID FROM ANY LEGALLY AVAILABLE MONEYS OF THE DISTRICT, INCLUDING THE REVENUE FROM AD VALOREM PROPERTY TAXES; SUCH TAXES TO CONSIST OF AN AD VALOREM MILL LEVY IMPOSED ON ALL TAXABLE PROPERTY OF THE DISTRICT, WITHOUT LIMITATION OF RATE OR WITH SUCH LIMITATIONS AS MAY BE DETERMINED BY THE DISTRICT, AND IN AMOUNTS SUFFICIENT TO PRODUCE THE ANNUAL INCREASE SET FORTH ABOVE OR SUCH LESSER AMOUNT AS MAY BE NECESSARY, TO BE USED SOLELY FOR THE PURPOSE OF PAYING THE PRINCIPAL OF, PREMIUM, IF ANY, AND INTEREST ON THE DISTRICT'S DEBT; AND SHALL THE PROCEEDS OF ANY SUCH DEBT AND THE REVENUE FROM SUCH TAXES, ANY OTHER REVENUE USED TO PAY SUCH DEBT, AND INVESTMENT INCOME THEREON, BE COLLECTED AND SPENT BY THE DISTRICT AS A VOTER-APPROVED REVENUE CHANGE, WITHOUT REGARD TO ANY SPENDING, REVENUE-RAISING OR OTHER LIMITATION CONTAINED WITHIN ARTICLE X, SECTION 20 OF THE COLORADO CONSTITUTION OR ANY OTHER LAW WHICH PURPORTS TO LIMIT THE DISTRICT'S REVENUES OR EXPENDITURES AND WITHOUT LIMITING IN ANY YEAR THE AMOUNT OF OTHER REVENUES THAT MAY BE COLLECTED AND SPENT BY THE DISTRICT?

FALLBROOK METROPOLITAN DISTRICT BALLOT ISSUE 5 I (Refunding):

SHALL FALLBROOK METROPOLITAN DISTRICT DEBT BE INCREASED \$9,000,000; WITH A REPAYMENT COST OF \$73,800,000; AND SHALL FALLBROOK METROPOLITAN DISTRICT TAXES BE INCREASED \$10,620,000 ANNUALLY, OR BY SUCH LESSER ANNUAL AMOUNT AS MAY BE NECESSARY TO PAY THE DISTRICT'S DEBT AND ANY REFUNDINGS THEREOF, SUCH DEBT TO CONSIST OF GENERAL OBLIGATION BONDS, REVENUE BONDS, OR OTHER OBLIGATIONS, INCLUDING, WITHOUT LIMITATION, CONTRACTS, LEASES AND INTERGOVERNMENTAL AGREEMENTS, ISSUED OR INCURRED FOR THE PURPOSE ALL FOR THE PURPOSE OF REFUNDING, REFINANCING OR DEFEASING ANY OR ALL OF THE DISTRICT'S DEBT OR OTHER OBLIGATIONS AT AN INTEREST RATE THAT IS EQUAL TO, LOWER OR HIGHER THAN THE INTEREST RATE ON THE REFUNDED BONDS, BUT IS NOT IN EXCESS OF THE MAXIMUM NET EFFECTIVE INTEREST RATE OF 18%, SUCH INTEREST TO BE PAYABLE AT SUCH TIME OR TIMES AND WHICH MAY COMPOUND ANNUALLY OR SEMIANNUALLY, AND SUCH DEBT TO MATURE, BE SUBJECT TO REDEMPTION WITH OR WITHOUT PREMIUM,

AND BE ISSUED AND SOLD AT, ABOVE OR BELOW PAR, AS MAY BE DETERMINED BY THE DISTRICT, SUCH DEBT TO BE ISSUED OR INCURRED AT ONE TIME OR FROM TIME TO TIME, TO BE PAID FROM ANY LEGALLY AVAILABLE MONEYS OF THE DISTRICT, INCLUDING THE REVENUE FROM AD VALOREM PROPERTY TAXES; SUCH TAXES TO CONSIST OF AN AD VALOREM MILL LEVY IMPOSED ON ALL TAXABLE PROPERTY OF THE DISTRICT, WITHOUT LIMITATION OF RATE OR WITH SUCH LIMITATIONS AS MAY BE DETERMINED BY THE DISTRICT, AND IN AMOUNTS SUFFICIENT TO PRODUCE THE ANNUAL INCREASE SET FORTH ABOVE OR SUCH LESSER AMOUNT AS MAY BE NECESSARY, TO BE USED SOLELY FOR THE PURPOSE OF PAYING THE PRINCIPAL OF, PREMIUM, IF ANY, AND INTEREST ON THE DISTRICT'S DEBT; AND SHALL THE PROCEEDS OF ANY SUCH DEBT AND THE REVENUE FROM SUCH TAXES, ANY OTHER REVENUE USED TO PAY SUCH DEBT, AND INVESTMENT INCOME THEREON, BE COLLECTED AND SPENT BY THE DISTRICT AS A VOTER-APPROVED REVENUE CHANGE, WITHOUT REGARD TO ANY SPENDING, REVENUE-RAISING OR OTHER LIMITATION CONTAINED WITHIN ARTICLE X, SECTION 20 OF THE COLORADO CONSTITUTION OR ANY OTHER LAW WHICH PURPORTS TO LIMIT THE DISTRICT'S REVENUES OR EXPENDITURES AND WITHOUT LIMITING IN ANY YEAR THE AMOUNT OF OTHER REVENUES THAT MAY BE COLLECTED AND SPENT BY THE DISTRICT?

FALLBROOK METROPOLITAN DISTRICT BALLOT ISSUE 5 J (Debt for Operations):

SHALL FALLBROOK METROPOLITAN DISTRICT DEBT BE INCREASED \$500,000; WITH A REPAYMENT COST OF \$4,100,000; AND SHALL FALLBROOK METROPOLITAN DISTRICT TAXES BE INCREASED \$590,000 ANNUALLY, OR BY SUCH LESSER ANNUAL AMOUNT AS MAY BE NECESSARY TO PAY THE DISTRICT'S DEBT AND ANY REFUNDINGS THEREOF, SUCH DEBT TO CONSIST OF GENERAL OBLIGATION BONDS, REVENUE BONDS OR OTHER OBLIGATIONS, INCLUDING, WITHOUT LIMITATION, CONTRACTS, LEASES AND INTERGOVERNMENTAL AGREEMENTS, ISSUED OR INCURRED FOR THE PURPOSE OF PAYING THE COSTS OF OPERATING, MAINTAINING, OR OTHERWISE PROVIDING SYSTEMS, OPERATIONS, AND ADMINISTRATION FOR THE PURPOSE OF CARRYING OUT THE OBJECTS AND PURPOSES FOR WHICH THE DISTRICT WAS ORGANIZED, TOGETHER WITH ALL NECESSARY, INCIDENTAL AND APPURTENANT PROPERTIES, FACILITIES, EQUIPMENT, PERSONNEL, CONTRACTORS, CONSULTANTS, AND COSTS AND ALL LAND, EASEMENTS WHETHER ACQUIRED BY CONDEMNATION OR OTHERWISE, AND APPURTENANCES NECESSARY OR APPROPRIATE IN CONNECTION THEREWITH, SUCH DEBT TO BEAR INTEREST AT A NET EFFECTIVE INTEREST RATE NOT IN EXCESS OF 18% PER ANNUM, SUCH INTEREST TO BE PAYABLE AT SUCH TIME OR TIMES AND WHICH MAY COMPOUND ANNUALLY OR SEMIANNUALLY, AND SUCH DEBT TO MATURE, BE SUBJECT TO REDEMPTION WITH OR WITHOUT PREMIUM, AND BE ISSUED AND SOLD AT, ABOVE OR BELOW PAR, AS MAY BE DETERMINED BY THE DISTRICT, SUCH DEBT TO BE ISSUED OR INCURRED AT ONE TIME OR FROM TIME TO TIME, TO BE PAID FROM ANY LEGALLY AVAILABLE MONEYS OF THE DISTRICT, INCLUDING THE REVENUE FROM AD VALOREM PROPERTY TAXES; SUCH TAXES TO CONSIST OF AN AD VALOREM MILL LEVY IMPOSED ON ALL

TAXABLE PROPERTY OF THE DISTRICT, WITHOUT LIMITATION OF RATE OR WITH SUCH LIMITATIONS AS MAY BE DETERMINED BY THE DISTRICT, AND IN AMOUNTS SUFFICIENT TO PRODUCE THE ANNUAL INCREASE SET FORTH ABOVE OR SUCH LESSER AMOUNT AS MAY BE NECESSARY, TO BE USED SOLELY FOR THE PURPOSE OF PAYING THE PRINCIPAL OF, PREMIUM IF ANY, AND INTEREST ON THE DISTRICT'S DEBT; AND SHALL THE PROCEEDS OF ANY SUCH DEBT AND THE REVENUE FROM SUCH TAXES, ANY OTHER REVENUE USED TO PAY SUCH DEBT, AND INVESTMENT INCOME THEREON, BE COLLECTED AND SPENT BY THE DISTRICT AS A VOTER-APPROVED REVENUE CHANGE, WITHOUT REGARD TO ANY SPENDING, REVENUE-RAISING, OR OTHER LIMITATION CONTAINED WITHIN ARTICLE X, SECTION 20 OF THE COLORADO CONSTITUTION, AND WITHOUT LIMITING IN ANY YEAR THE AMOUNT OF OTHER REVENUES THAT MAY BE COLLECTED AND SPENT BY THE DISTRICT?

FALLBROOK METROPOLITAN DISTRICT BALLOT ISSUE 5 K (TABOR Amendment):

SHALL FALLBROOK METROPOLITAN DISTRICT BE AUTHORIZED TO COLLECT, RETAIN, AND SPEND ANY AND ALL AMOUNTS ANNUALLY FROM ANY REVENUE SOURCES WHATSOEVER, INCLUDING BUT NOT LIMITED TO TAXES, TAX INCREMENT REVENUES, TAP FEES, FACILITY FEES, DEVELOPMENT FEES, SERVICE CHARGES, INTEREST CHARGES, INSPECTION CHARGES, ADMINISTRATIVE CHARGES, GRANTS, OR ANY OTHER FEE, RATE, TOLL, PENALTY, INCOME, OR CHARGE IMPOSED, COLLECTED, OR AUTHORIZED BY LAW TO BE IMPOSED OR COLLECTED BY THE DISTRICT, AND SHALL SUCH REVENUES BE COLLECTED AND SPENT BY THE DISTRICT AS A VOTER-APPROVED REVENUE CHANGE WITHOUT REGARD TO ANY SPENDING, REVENUE-RAISING, OR OTHER LIMITATION CONTAINED WITHIN ARTICLE X, SECTION 20 OF THE COLORADO CONSTITUTION, SECTION 29-1-301, COLORADO REVISED STATUTES, OR ANY OTHER LAW WHICH PURPORTS TO LIMIT THE DISTRICT'S REVENUES OR EXPENDITURES AND WITHOUT LIMITING IN ANY YEAR THE AMOUNT OF OTHER REVENUES THAT MAY BE COLLECTED AND SPENT BY THE DISTRICT?

EXHIBIT M

Initial Board of Directors

Peter Simons

Russell Adkins

~~Dennis Welch~~

Timothy R. Garrelts

Pat Clancy

EXHIBIT N

Title Commitment

MAR 08 2005



Land Title Guarantee Company

CUSTOMER DISTRIBUTION

Date: 03-07-2005

Our Order Number: ABJ70090343

Property Address:
FALLBROOK FARM SUBDIVISION

If you have any inquiries or require further assistance, please contact one of the numbers below:

For Title Assistance:

Commercial Title "ABJ" Unit
Jackie Algermissen
14001 E ILIFF AVE #500
AURORA, CO 80014
Phone: 303-636-2773
Fax: 303-755-7957
EMail: jalgermissen@ltgc.com

For Closing Assistance:

Linda Scamporino
3033 E 1ST AVE #600
PO BOX 5440
DENVER, CO 80206
Phone: 303-331-6234
Fax: 303-331-6366
EMail: lscamporino@ltgc.com

Your Closer's Assistant:

Marci Gustafson
Phone: 303-331-6237
Fax: 303-331-6345
EMail: mgustafson@ltgc.com

CLARKE CARLSON
12460 1ST AVENUE
EAST LAKE, CO 80614
Phone: 303-457-2966
Fax: 303-280-2978
Copies: 1
EMail: clarke@carlsonland.net
Sent Via EMail

BEAZER HOMES
8310 S VALLEY HWY #100
ENGLEWOOD, CO 80112
Attn: RUSSELL ADKINS
Phone: 303-771-7400
Fax: 303-771-8527
Copies: 1
EMail: radkins@beazer.com
Sent Via EMail

LAND TITLE GUARANTEE COMPANY
3033 E 1ST AVE #600
DENVER, CO 80206
Attn: Linda Scamporino
Phone: 303-331-6234
Fax: 303-322-7684
Copies: 1
EMail: lscamporino@ltgc.com

JAMES E BROWN & ASSOCIATES PC
1350 17TH ST #306
DENVER, CO 80202
Attn: JAMES E BROWN
Phone: 303-825-1818
Fax: 303-825-2828
Copies: 1
EMail: wy0j@aol.com
Sent Via EMail

ISAACSON ROSENBAUM WOODS AND LEVY
633 17TH STREET # 2200
DENVER, CO 80202
Attn: HEIDI CARMACK
Phone: 303-292-5656
Fax: 303-292-3152
Copies: 1
EMail: hcarmack@irwl.com
Sent Via EMail

ISAACSON ROSENBAUM WOODS AND LEVY
633 17TH STREET # 2200
DENVER, CO 80202
Attn: CHRISTINE HAYES
Phone: 303-292-5656
Fax: 303-292-3152
Copies: 1
EMail: chayes@irwl.com
Sent Via EMail



Land Title Guarantee Company
CUSTOMER DISTRIBUTION

Date: 03-07-2005

Our Order Number: ABJ70090343

Property Address:
FALLBROOK FARM SUBDIVISION

ISAACSON ROSENBAUM WOODS AND LEVY
633 17TH STREET # 2200
~~DENVER, CO 80202~~

Attn: BARRY PERMUT
Phone: 303-292-5656
Fax: 303-292-3152
Copies: 1
EMail: bpermut@irwl.com
Sent Via EMail

SCHEDULE NO: R0147915
ASSESSSED TO:
CARLSON CLARKE D

ORDER NO: ABJ70090343
VENDOR NO: 4
DATA TRACE
7340 E. CALEY AVENUE 330

PO BOX 247
EASTLAKE, CO 80614

ENGLEWOOD, CO 80111

LEGAL DESCRIPTION:

SECT,TWN,RNG:24-1-68 DESC: PT OF THE NE4 OF SEC 24 DESC AS BEG AT THE NW COR OF SD NE4 TH S 30 FT TO A PT ON THE S ROW LN OF E 144TH AVE TH E 100 FT TO THE TRUE POB TH S 29D 04M E 790/39 FT TH S 09D 19M E 538/78 FT TO A PT ON THE NWLY ROW LN OF THE SIGNAL DITCH TH S 88D 54M E 39/61 FT TH S 11D 11M W 60/94 FT TO A PT ON THE SELY ROW LN OF SD SIGNAL DITCH THE ALG THE SELY ROW LN OF SD SIGNAL DITCH THE FOLS COURSES AND DIST S 68D 43M E 442/15 FT TH S 84D 16M E 152/43 FT TH N 85D 49M E 122/60 FT TH S 84D 50M E 223/52 FT TH S 70D 03M E 76/78 FT TH S 38D 12M E 100/11 FT TH S 26D 06M E 164/92 FT TH S 49D 34M E 123/63 FT TH N 57D 51M E 81/92 FT TH N 11D 50M W 163/83 FT TH N 29D 11M E 55/32 FT TH E 99/36 FT TH N 38D 34M E 64/43 FT TH N 10D 18M W 173/37 FT TH W 488/22 FT TH N 788/78 FT TH W 410 FT TH N 531/22 FT TH W 982/23 FT TO THE TRUE POB 22/1800A

PARCEL: 0157324100009 SITUS ADD: THORNTON

TAX YEAR	CHARGE	TAX AMOUNT	INTEREST	FEES	PAID	TOTAL DUE
2004	TAX	159.80	0.00	0.00	0.00	159.80
	TOTAL TAXES					159.80

GRAND TOTAL DUE GOOD THROUGH 02/28/2005 159.80

ORIGINAL TAX BILLING FOR 2004 TAX DISTRICT 183 -

Authority	Mill Levy	Amount	Values	Actual	Assessed
ADAMS COUNTY	26.903	37.14	AG LAND	4,770	1,380
SCHOOL DIST. 12	68.763	94.88			
NORTH METRO FIRE RESCUE	7.930	10.94	TOTAL	4,770	1,380
URBAN DRAINAGE & FLOOD CONTROL	0.538	0.74			
URBAN DRAINAGE SOUTH PLATTE DIS	0.066	0.09			
RTD	0.000	0.00			
RANGEVIEW-LIBRARY	1.394	1.92			
CITY OF THORNTON	10.210	14.09			
TAXES FOR 2004		115.804			159.80

FEE FOR THIS CERTIFICATE 10.00

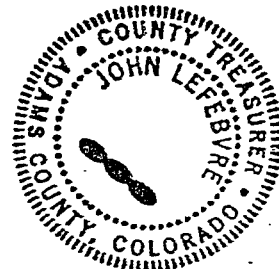
ALL TAX LIEN SALE AMOUNTS ARE SUBJECT TO CHANGE DUE TO ENDORSEMENT OF CURRENT TAXES BY THE LIENHOLDER OR TO ADVERTISING AND DISTRAINT WARRANT FEES. CHANGES MAY OCCUR AND THE TREASURER'S OFFICE WILL NEED TO BE CONTACTED PRIOR TO REMITTANCE AFTER THE FOLLOWING DATES: PERSONAL PROPERTY AND MOBILE HOMES - SEPTEMBER 1, REAL PROPERTY - SEPTEMBER 1. TAX LIEN SALE REDEMPTION AMOUNTS MUST BE PAID BY CASH OR CASHIERS CHECK.

SPECIAL TAXING DISTRICTS AND THE BOUNDARIES OF SUCH DISTRICTS MAY BE ON FILE WITH THE BOARD OF COUNTY COMMISSIONERS, THE COUNTY CLERK, OR THE COUNTY ASSESSOR.

This certificate does not include land or improvements assessed under a separate account number, personal property taxes, transfer tax or misc. tax collected on behalf of other entities, special or local improvement district assessments or mobile homes, unless specifically mentioned.

I, the undersigned, do hereby certify that the entire amount of taxes due upon the above described parcels of real property and all outstanding sales for unpaid taxes as shown by the records in my office from which the same may still be redeemed with the amount required for redemption are as noted herein. In witness whereof, I have hereunto set my hand and seal this 09th day of February, 2005.

TREASURER, ADAMS, JOHN LEFEBVRE, BY:
P.O. Box 869
Brighton, CO 80601
(303) 654-6160

SCHEDULE NO: R0135661
ASSESSED TO:
CARLSON CLARKE D

ORDER NO: ABJ7009034
VENDOR NO: 4
DATA TRACE
7340 E. CALEY AVENUE 330

12460 1ST AVE PO BOX 247
EASTLAKE, CO 806140247

ENGLEWOOD, CO 80111

LEGAL DESCRIPTION:

SECT,TWN,RNG:24-1-68 DESC: PT OF THE NW4 OF SEC 24 DESC AS-FOLS BEG AT THE SW COR OF SD NW4 TH E 1131/25 FT TO THE TRUE POB AND A PT ON THE ELY LN OF THE U P RR SD PT BEING ON A CURV TO THE LEFT THE DELTA OF SD CURV BRS N 03D 47M THE RAD OF SD CURV 3895 FT TH CHD OF SD CURV BRS N 03D 14M W 258/20 FT TH ALG THE ARC OF SD CURV AND ALG SD ELY ROW LN A DIST OF 258/25 FT TH N 05D 07M W 669/38 FT TH E 818/17 FT TH N 1700 FT TO A PT 30 FT S TH E 790/35 FT TH S 2619/79 FT TH W 1540/01 FT TO THE TRUE POB 61/9860A

PARCEL: 0157324200004 SITUS ADD: THORNTON

TAX YEAR	CHARGE	TAX AMOUNT	INTEREST	FEES	PAID	TOTAL DUE
2004	TAX	346.24	0.00	0.00	0.00	346.24
TOTAL TAXES						346.24

GRAND TOTAL DUE GOOD THROUGH 02/28/2005 346.24

ORIGINAL TAX BILLING FOR 2004 TAX DISTRICT 183 -

Authority	Mill Levy	Amount	Values	Actual	Assessed
ADAMS COUNTY	26.903	80.43	AG LAND	10,300	2,990
SCHOOL DIST. 12	68.763	205.59			
NORTH METRO FIRE RESCUE	7.930	23.71	TOTAL	10,300	2,990
URBAN DRAINAGE & FLOOD CONTROL	0.538	1.61			
URBAN DRAINAGE SOUTH PLATTE DIS	0.066	0.20			
RTD	0.000	0.00			
RANGEVIEW LIBRARY	1.394	4.17			
CITY OF THORNTON	10.210	30.53			
TAXES FOR 2004		115.804			346.24

FEE FOR THIS CERTIFICATE 10.00

ALL TAX LIEN SALE AMOUNTS ARE SUBJECT TO CHANGE DUE TO ENDORSEMENT OF CURRENT TAXES BY THE LIENHOLDER OR TO ADVERTISING AND DISTRAINT WARRANT FEES. CHANGES MAY OCCUR AND THE TREASURER'S OFFICE WILL NEED TO BE CONTACTED PRIOR TO REMITTANCE AFTER THE FOLLOWING DATES: PERSONAL PROPERTY AND MOBILE HOMES - SEPTEMBER 1, REAL PROPERTY - SEPTEMBER 1. TAX LIEN SALE REDEMPTION AMOUNTS MUST BE PAID BY CASH OR CASHIERS CHECK.

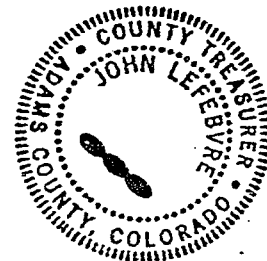
SPECIAL TAXING DISTRICTS AND THE BOUNDARIES OF SUCH DISTRICTS MAY BE ON FILE WITH THE BOARD OF COUNTY COMMISSIONERS, THE COUNTY CLERK, OR THE COUNTY ASSESSOR.

This certificate does not include land or improvements assessed under a separate account number, personal property taxes, transfer tax or misc. tax collected on behalf of other entities, special or local improvement district assessments or mobile homes, unless specifically mentioned.

I, the undersigned, do hereby certify that the entire amount of taxes due upon the above described parcels of real property and all outstanding sales for unpaid taxes as shown by the records in my office from which the same may still be redeemed with the amount required for redemption are as noted herein. In witness whereof, I have hereunto set my hand and seal this 09th day of February, 2005.

TREASURER, ADAMS, JOHN LEFEBVRE, BY:

P.O. Box 869
Brighton, CO 80601
(303) 654-6160

SCHEDULE NO: R0142373
ASSESSSED TO:
CARLSON CLARKE D

ORDER NO: ABJ7009034
VENDOR NO: 4
DATA TRACE
7340 E. CALEY AVENUE 330

12460 1ST AVE PO BOX 247
EASTLAKE, CO 806140247

ENGLEWOOD, CO 80111

LEGAL DESCRIPTION:

SECT,TWN,RNG:24-1-68 DESC: PT OF THE NE4 OF SEC 24,DESC AS BEG AT THE NW COR OF SD NE4 TH S A DIST OF 30 FT TO A PT ON THE S ROW LN OF E 144TH AVE SD PT BEING THE TRUE POB TH E 100 FT TH S 29D 04M E 790/39 FT TH S 09D 19M E 538/78 FT TO A PT ON THE NWLY ROW LN OF THE SIGNAL DT TH S 88D 54M E 39/61 FT TH S 11D 11M W 60/94 FT TH ALG SD SELY ROW LN OF THE SIGNAL DT THE FOL COURSES AND DIST S 68D 43M E 442/15 FT TH S 84D 16M E 152/43 FT TH N 85D 49M E 122/60 FT TH S 84D 50M E 223/52 FT TH S 70D 03M E 76/78 FT TH S 38D 12M E 100/11 FT TH S 26D 06M E 164/92 FT TH S 49D 34M E 123/63 FT TH N 57D 51M E 81/92 FT TH N 11D 50M W 163/83 FT TH N 29D 11M E 55/32 FT TH E 99/36 FT TH N 38D 34M E 64/43 FT TH N 10D 18M W 173/37 FT TH E 666/66 FT TO A PT 30 FT W OF THE E LN OF SD NE4 TH S 30 FT W OF SD E LN A DIST OF 1293/91 FT TH W 2643/16 FT TH N 2619/88 FT TO THE TRUE POB EXC PT PLATTED 82/627A

PARCEL: 0157324100008 SITUS ADD: THORNTON

TAX YEAR	CHARGE	TAX AMOUNT	INTEREST	FEES	PAID	TOTAL DUE
2004	TAX	308.04	0.00	0.00	0.00	308.04
	TOTAL TAXES					308.04

GRAND TOTAL DUE GOOD THROUGH 02/28/2005 308.04

ORIGINAL TAX BILLING FOR 2004 TAX DISTRICT 183 -

Authority	Mill Levy	Amount	Values	Actual	Assessed
ADAMS COUNTY	26.903	71.55	AG LAND	9,150	2,660
SCHOOL DIST. 12	68.763	182.92			
NORTH METRO FIRE RESCUE	7.930	21.09	TOTAL	9,150	2,660
URBAN DRAINAGE & FLOOD CONTROL	0.538	1.43			
URBAN DRAINAGE SOUTH PLATTE DIS	0.066	0.18			
RTD	0.000	0.00			
RANGEVIEW LIBRARY	1.394	3.71			
CITY OF THORNTON	10.210	27.16			
TAXES FOR 2004		115.804			308.04

FEE FOR THIS CERTIFICATE 10.00

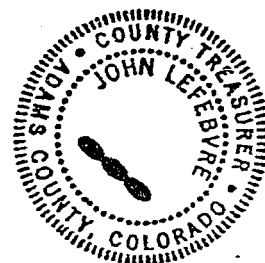
ALL TAX LIEN SALE AMOUNTS ARE SUBJECT TO CHANGE DUE TO ENDORSEMENT OF CURRENT TAXES BY THE LIENHOLDER OR TO ADVERTISING AND DISTRRAINT WARRANT FEES. CHANGES MAY OCCUR AND THE TREASURER'S OFFICE WILL NEED TO BE CONTACTED PRIOR TO REMITTANCE AFTER THE FOLLOWING DATES: PERSONAL PROPERTY AND MOBILE HOMES - SEPTEMBER 1, REAL PROPERTY - SEPTEMBER 1. TAX LIEN SALE REDEMPTION AMOUNTS MUST BE PAID BY CASH OR CASHIERS CHECK.

SPECIAL TAXING DISTRICTS AND THE BOUNDARIES OF SUCH DISTRICTS MAY BE ON FILE WITH THE BOARD OF COUNTY COMMISSIONERS, THE COUNTY CLERK, OR THE COUNTY ASSESSOR.

This certificate does not include land or improvements assessed under a separate account number, personal property taxes, transfer tax or misc. tax collected on behalf of other entities, special or local improvement district assessments or mobile homes, unless specifically mentioned.

I, the undersigned, do hereby certify that the entire amount of taxes due upon the above described parcels of real property and all outstanding sales for unpaid taxes as shown by the records in my office from which the same may still be redeemed with the amount required for redemption are as noted herein. In witness whereof, I have hereunto set my hand and seal this 09th day of February, 2005.

TREASURER, ADAMS, JOHN LEFEBVRE, BY:
P.O. Box 869
Brighton, CO 80601
(303) 654-6160



Land Title Guarantee Company

Date: 03-07-2005

Our Order Number: ABJ70090343

Property Address:

FALLBROOK FARM SUBDIVISION

Buyer/Borrower:

BEAZER HOMES HOLDINGS CORP., A DELAWARE CORPORATION

Seller/Owner:

CLARKE D. CARLSON

Wire Information:

Bank: FIRSTBANK OF COLORADO
10403 W COLFAX AVENUE
LAKEWOOD, CO 80215

Phone: 303-237-5000

Credit: LAND TITLE GUARANTEE COMPANY

ABA No.: 107005047

Account: 2160521825

Attention: Linda Scamporino

Need a map or directions for your upcoming closing? Check out Land Title's web site at www.ltgc.com for directions to any of our 54 office locations.

ESTIMATE OF TITLE FEES

Alta Owners Policy 10-17-92	\$14,697.00
Deletion of Exceptions 1-3 (Owner)	\$100.00
Deletion of General Exception 4 (Owner)	\$10.00
Tax Report	\$75.00

If Land Title Guarantee Company will be closing this transaction, above fees will be collected at that time.

TOTAL

\$14,882.00

Chicago Title Insurance Company

ALTA COMMITMENT

Our Order No. ABJ70090343

Schedule A

Cust. Ref.:

Property Address:
FALLBROOK FARM SUBDIVISION

1. Effective Date: February 01, 2005 at 5:00 P.M.

2. Policy to be Issued, and Proposed Insured:

"ALTA" Owner's Policy 10-17-92

\$21,185,971.00

Proposed Insured:

BEAZER HOMES HOLDINGS CORP., A DELAWARE CORPORATION

3. The estate or interest in the land described or referred to in this Commitment and covered herein is:

A Fee Simple

4. Title to the estate or interest covered herein is at the effective date hereof vested in:

CLARKE D. CARLSON

5. The land referred to in this Commitment is described as follows:

SEE ATTACHED PAGE(S) FOR LEGAL DESCRIPTION

LEGAL DESCRIPTION

NOTE: THE FOLLOWING LEGAL DESCRIPTION IS PRELIMINARY AND IS SUBJECT TO CHANGE
UPON COMPLIANCE WITH THE REQUIREMENTS UNDER SCHEDULE B-1, HEREIN.

PARCEL 5:

A PARCEL OF LAND IN THE NORTH HALF OF SECTION 24, TOWNSHIP 1 SOUTH, RANGE 68
WEST OF THE 6TH PRINCIPAL MERIDIAN, BEING MORE PARTICULARLY DESCRIBED AS
FOLLOWS:

~~BEGINNING AT THE NORTH QUARTER CORNER OF SAID SECTION 24;~~
THENCE SOUTH 89 DEGREES 59 MINUTES 17 SECONDS EAST ALONG THE NORTHERLY LINE OF
THE NORTHEAST QUARTER OF SAID SECTION 24 A DISTANCE OF 83.30 FEET TO A
POINT;
THENCE SOUTH 29 DEGREES 20 MINUTES 57 SECONDS EAST A DISTANCE OF 824.73 FEET TO
A POINT;
THENCE SOUTH 09 DEGREES 35 MINUTES 48 SECONDS EAST A DISTANCE OF 538.78 FEET TO
THE NORTHERLY LINE OF THE SIGNAL DITCH;
THENCE SOUTH 89 DEGREES 10 MINUTES 29 SECONDS EAST ALONG SAID NORTHERLY LINE A
DISTANCE OF 39.61 FEET TO A POINT;
THENCE SOUTH 10 DEGREES 54 MINUTES 48 SECONDS A DISTANCE OF 30.49 FEET TO THE
CENTERLINE OF SIGNAL DITCH;
THENCE ALONG SAID CENTERLINE THE FOLLOWING FIVE (5) COURSES:

1. THENCE NORTH 89 DEGREES 10 MINUTES 35 SECONDS WEST A DISTANCE OF 113.87 FEET
TO A POINT;
2. THENCE SOUTH 63 DEGREES 45 MINUTES 52 SECONDS WEST A DISTANCE OF 239.86 FEET
TO A POINT;
3. THENCE SOUTH 10 DEGREES 54 MINUTES 58 SECONDS WEST A DISTANCE OF 58.24 FEET
TO A POINT;
4. THENCE SOUTH 27 DEGREES 35 MINUTES 47 SECONDS EAST A DISTANCE OF 117.70 FEET
TO A POINT;
5. THENCE SOUTH 37 DEGREES 53 MINUTES 14 SECONDS EAST A DISTANCE OF 138.87 FEET
TO A POINT;
6. THENCE SOUTH 53 DEGREES 11 MINUTES 44 SECONDS EAST A DISTANCE OF 411.40 FEET
TO A POINT OF NON-TANGENT CURVATURE;

THENCE ALONG THE ARC OF A CURVE TO THE RIGHT HAVING A CENTRAL ANGLE OF 37
DEGREES 23 MINUTES 20 SECONDS, A RADIUS OF 150.00 FEET, AN ARC LENGTH OF 97.88
FEET AND WHOSE CHORD BEARS SOUTH 71 DEGREES 11 MINUTES 10 SECONDS WEST, 96.16
FEET TO A POINT;
THENCE SOUTH 89 DEGREES 53 MINUTES 04 SECONDS WEST A DISTANCE OF 638.58 FEET TO
THE NORTH - SOUTH CENTERLINE OF SAID SECTION 24;
THENCE SOUTH 00 DEGREES 19 MINUTES 07 SECONDS EAST ALONG SAID NORTH - SOUTH
CENTERLINE A DISTANCE OF 715.01 FEET TO THE CENTER QUARTER CORNER OF SAID
SECTION 24;
THENCE SOUTH 89 DEGREES 52 MINUTES 27 SECONDS WEST ALONG THE SOUTHERLY LINE OF
THE NORTHWEST QUARTER OF SAID SECTION A DISTANCE OF 1539.96 FEET TO A POINT OF
NON-TANGENT CURVATURE ON THE EASTERLY RIGHT OF WAY LINE OF THE UNION PACIFIC

LEGAL DESCRIPTION

RAILROAD;

THENCE ALONG SAID EASTERLY RIGHT OF WAY LINE THE FOLLOWING TWO (2) COURSES:

1. THENCE ALONG THE ARC OF A CURVE TO THE LEFT HAVING A CENTRAL ANGLE OF 03 DEGREES 47 MINUTES 59 SECONDS, A RADIUS OF 3895.00 FEET, AN ARC LENGTH OF 258.31 FEET AND WHOSE CHORD BEARS NORTH 03 DEGREES 47 MINUTES 43 SECONDS WEST, 258.26 FEET TO A POINT;
2. THENCE NORTH 05 DEGREES 41 MINUTES 43 SECONDS WEST A DISTANCE OF 1188.07 FEET TO A POINT;

THENCE SOUTH 89 DEGREES 59 MINUTES 17 SECONDS EAST A DISTANCE OF 869.55 FEET TO A POINT;
THENCE NORTH 00 DEGREES 01 MINUTES 06 SECONDS EAST A DISTANCE OF 1213.72 FEET TO THE NORTHERLY LINE OF THE NORTHWEST QUARTER OF SAID SECTION;
THENCE SOUTH 89 DEGREES 59 MINUTES 17 SECONDS EAST ALONG SAID NORTHERLY LINE A DISTANCE OF 790.29 FEET TO THE POINT OF BEGINNING,

EXCEPT ANY PORTION LYING WITHIN THE EXISTING RIGHT-OF-WAY FOR 144TH AVENUE, COUNTY OF ADAMS, STATE OF COLORADO.

PARCEL 6:

A PARCEL OF LAND IN THE NORTHEAST QUARTER OF SECTION 24, TOWNSHIP 1 SOUTH, RANGE 68 WEST OF THE 6TH PRINCIPAL MERIDIAN, CITY OF THORNTON, COUNTY OF ADAMS, STATE OF COLORADO, BEING MORE PARTICULARLY DESCRIBED AS FOLLOWS:

COMMENCING AT THE NORTH QUARTER CORNER OF SAID SECTION 24;
THENCE SOUTH 89 DEGREES 59 MINUTES 17 SECONDS EAST ALONG NORTHERLY LINE OF THE NORTHEAST QUARTER OF SAID SECTION 24 A DISTANCE OF 83.30 FEET TO THE POINT OF BEGINNING;
THENCE SOUTH 89 DEGREES 59 MINUTES 17 SECONDS EAST CONTINUING ALONG SAID NORTHERLY LINE A DISTANCE OF 998.98 FEET TO THE EXTENDED WESTERLY LINE OF THE PARCEL DESCRIBED IN BOOK 5674 AT PAGE 510 IN THE ADAMS COUNTY CLERK AND RECORDER'S OFFICE;
THENCE SOUTH 00 DEGREES 14 MINUTES 38 SECONDS EAST ALONG SAID WESTERLY LINE A DISTANCE OF 561.22 FEET TO THE SOUTHWEST CORNER OF SAID PARCEL;
THENCE SOUTH 89 DEGREES 59 MINUTES 17 SECONDS EAST, ALONG THE SOUTHERLY LINE OF SAID PARCEL A DISTANCE OF 410.00 FEET TO THE WESTERLY LINE OF THE PARCEL DESCRIBED IN BOOK 1665 AT PAGE 363 IN SAID COUNTY RECORDS;
THENCE SOUTH 00 DEGREES 14 MINUTES 38 SECONDS EAST ALONG SAID WESTERLY LINE A DISTANCE OF 788.69 FEET TO THE SOUTHWEST CORNER OF SAID PARCEL;
THENCE SOUTH 89 DEGREES 59 MINUTES 17 SECONDS EAST ALONG THE SOUTHERLY LINE OF SAID PARCEL A DISTANCE OF 457.68 FEET TO THE CENTERLINE OF THE SIGNAL DITCH;

THENCE ALONG SAID CENTERLINE THE FOLLOWING FOURTEEN (14) COURSES:

1. THENCE SOUTH 10 DEGREES 34 MINUTES 35 SECONDS EAST A DISTANCE OF 165.34 FEET TO A POINT;
2. THENCE SOUTH 38 DEGREES 17 MINUTES 56 SECONDS WEST A DISTANCE OF 36.44 FEET TO A POINT;
3. THENCE SOUTH 89 DEGREES 26 MINUTES 57 SECONDS WEST A DISTANCE OF 102.51 FEET TO A POINT;

LEGAL DESCRIPTION

4. THENCE SOUTH 28 DEGREES 55 MINUTES 11 SECONDS WEST A DISTANCE OF 84.05 FEET TO A POINT;
5. THENCE SOUTH 12 DEGREES 07 MINUTES 27 SECONDS EAST A DISTANCE OF 154.13 FEET TO A POINT;
6. THENCE SOUTH 57 DEGREES 35 MINUTES 12 SECONDS WEST A DISTANCE OF 39.01 FEET TO A POINT;
7. THENCE NORTH 49 DEGREES 51 MINUTES 12 SECONDS WEST A DISTANCE OF 95.38 FEET TO A POINT;
8. THENCE NORTH 26 DEGREES 22 MINUTES 56 SECONDS WEST A DISTANCE OF 161.87 FEET TO A POINT;
9. THENCE NORTH 38 DEGREES 29 MINUTES 04 SECONDS WEST A DISTANCE OF 111.85 FEET TO A POINT;
10. THENCE NORTH 70 DEGREES 19 MINUTES 34 SECONDS WEST A DISTANCE OF 89.23 FEET TO A POINT;
11. THENCE NORTH 85 DEGREES 06 MINUTES 50 SECONDS WEST A DISTANCE OF 229.86 FEET TO A POINT;
12. THENCE SOUTH 85 DEGREES 33 MINUTES 36 SECONDS WEST A DISTANCE OF 122.45 FEET TO A POINT;
13. THENCE NORTH 84 DEGREES 32 MINUTES 38 SECONDS WEST A DISTANCE OF 145.74 FEET TO A POINT;
14. THENCE NORTH 68 DEGREES 59 MINUTES 57 SECONDS WEST A DISTANCE OF 443.39 FEET TO A POINT;
THENCE NORTH 10 DEGREES 54 MINUTES 48 SECONDS EAST A DISTANCE OF 30.49 FEET TO THE NORTHERLY RIGHT OF WAY LINE OF THE SIGNAL DITCH;
THENCE NORTH 89 DEGREES 10 MINUTES 29 SECONDS WEST ALONG SAID NORTHERLY LINE A DISTANCE OF 39.61 FEET TO A POINT;
THENCE NORTH 09 DEGREES 35 MINUTES 48 SECONDS WEST A DISTANCE OF 538.78 FEET TO A POINT;
THENCE NORTH 29 DEGREES 20 MINUTES 57 SECONDS WEST A DISTANCE OF 824.73 FEET TO THE POINT OF BEGINNING.

PARCEL 7:

A PARCEL OF LAND IN THE NORTHEAST QUARTER OF SECTION 24, TOWNSHIP 1 SOUTH, RANGE 68 WEST OF THE 6TH PRINCIPAL MERIDIAN, BEING MORE PARTICULARLY DESCRIBED AS FOLLOWS:

COMMENCING AT THE NORTH QUARTER CORNER OF SAID SECTION 24;
THENCE SOUTH 00 DEGREES 19 MINUTES 07 SECONDS EAST ALONG THE NORTH - SOUTH CENTERLINE OF SAID SECTION 24 A DISTANCE OF 1934.93 FEET TO THE POINT OF BEGINNING;
THENCE NORTH 89 DEGREES 53 MINUTES 04 SECONDS EAST A DISTANCE OF 638.58 FEET TO A POINT OF CURVATURE;
THENCE ALONG THE ARC OF A CURVE TO THE LEFT HAVING A CENTRAL ANGLE OF 37 DEGREES 23 MINUTES 20 SECONDS, A RADIUS OF 150.00 FEET, AND ARC LENGTH OF 97.88 FEET AND WHOSE CHORD BEARS NORTH 71 DEGREES 11 MINUTES 10 SECONDS EAST, 96.16 FEET TO A POINT OF NON-TANGENCY ON THE CENTERLINE OF THE SIGNAL DITCH;
THENCE ALONG SAID CENTERLINE THE FOLLOWING ELEVEN (11) COURSES:

1. THENCE NORTH 53 DEGREES 11 MINUTES 44 SECONDS WEST A DISTANCE OF 411.40 FEET TO A POINT;

LEGAL DESCRIPTION

2. THENCE NORTH 37 DEGREES 33 MINUTES 14 SECONDS WEST A DISTANCE OF 138.87 FEET TO A POINT;
 3. THENCE NORTH 27 DEGREES 35 MINUTES 47 SECONDS WEST A DISTANCE OF 117.70 FEET TO A POINT;
 4. THENCE NORTH 10 DEGREES 54 MINUTES 58 SECONDS EAST A DISTANCE OF 58.24 FEET TO A POINT;
 5. THENCE NORTH 63 DEGREES 45 MINUTES 52 SECONDS EAST A DISTANCE OF 239.86 FEET TO A POINT;
 6. THENCE SOUTH 89 DEGREES 10 MINUTES 35 SECONDS EAST A DISTANCE OF 113.87 FEET TO A POINT;
 7. THENCE SOUTH 68 DEGREES 59 MINUTES 57 SECONDS EAST A DISTANCE OF 443.39 FEET TO A POINT;
 8. THENCE SOUTH 84 DEGREES 32 MINUTES 38 SECONDS EAST A DISTANCE OF 145.74 FEET TO A POINT;
 9. THENCE NORTH 85 DEGREES 33 MINUTES 36 SECONDS EAST A DISTANCE OF 122.45 FEET TO A POINT;
 10. THENCE SOUTH 85 DEGREES 06 MINUTES 50 SECONDS EAST A DISTANCE OF 229.86 FEET TO A POINT;
 11. THENCE SOUTH 70 DEGREES 19 MINUTES 34 SECONDS EAST A DISTANCE OF 79.77 FEET TO A POINT;
- THENCE SOUTH 26 DEGREES 22 MINUTES 47 SECONDS EAST A DISTANCE OF 891.41 FEET TO A POINT;
- THENCE SOUTH 00 DEGREES 07 MINUTES 11 SECONDS EAST A DISTANCE OF 356.82 FEET TO THE SOUTHERLY LINE OF SAID NORTHEAST QUARTER;
- THENCE SOUTH 89 DEGREES 52 MINUTES 49 SECONDS WEST ALONG SAID SOUTHERLY LINE A DISTANCE OF 1978.50 FEET TO THE CENTER QUARTER CORNER OF SAID SECTION 24;
- THENCE NORTH 00 DEGREES 19 MINUTES 07 SECONDS WEST ALONG SAID NORTH - SOUTH CENTERLINE OF SAID SECTION 24 A DISTANCE OF 715.01 FEET TO THE POINT OF BEGINNING,

EXCEPT ANY PORTION LYING WITHIN THE EXISTING RIGHT-OF-WAY FOR 144TH AVENUE, COUNTY OF ADAMS, STATE OF COLORADO.

ALTA COMMITMENT

Schedule B - Section 1

(Requirements)

Our Order No. ABJ70090343

The following are the requirements to be complied with:

Item (a) Payment to or for the account of the grantors or mortgagors of the full consideration for the estate or interest to be insured.

Item (b) Proper instrument(s) creating the estate or interest to be insured must be executed and duly filed for record, to-wit:

Item (c) Payment of all taxes, charges or assessments levied and assessed against the subject premises which are due and payable.

Item (d) Additional requirements, if any disclosed below:

1. WARRANTY DEED FROM CLARKE D. CARLSON TO BEAZER HOMES HOLDINGS CORP., A DELAWARE CORPORATION CONVEYING SUBJECT PROPERTY.
2. PROVIDE LAND TITLE GUARANTEE COMPANY WITH A CURRENT SURVEY OF SUBJECT PROPERTY. UPON REVIEW, ADDITIONAL REQUIREMENTS AND/OR EXCEPTIONS MAY BE NECESSARY.

NOTE: ITEMS 1-3 OF THE GENERAL EXCEPTIONS WILL BE DELETED UPON RECEIPT OF AN APPROVED SURVEY. MATTERS DISCLOSED BY SAID SURVEY MAY BE ADDED TO SCHEDULE B-2 HEREOF.

UPON THE APPROVAL OF THE COMPANY AND THE RECEIPT OF A NOTARIZED FINAL LIEN AFFIDAVIT, ITEM NO. 4 OF THE GENERAL EXCEPTIONS WILL BE AMENDED AS FOLLOWS:

ITEM NO. 4 OF THE GENERAL EXCEPTIONS IS DELETED AS TO ANY LIENS OR FUTURE LIENS RESULTING FROM WORK OR MATERIAL FURNISHED AT THE REQUEST OF CLARKE D. CARLSON.

CHICAGO TITLE INSURANCE COMPANY SHALL HAVE NO LIABILITY FOR ANY LIENS ARISING FROM WORK OR MATERIAL FURNISHED AT THE REQUEST OF BEAZER HOMES HOLDINGS CORP., A DELAWARE CORPORATION.

NOTE: ITEM 5 OF THE GENERAL EXCEPTIONS WILL BE DELETED IF LAND TITLE GUARANTEE COMPANY CONDUCTS THE CLOSING OF THE CONTEMPLATED TRANSACTION(S) AND RECORDS THE DOCUMENTS IN CONNECTION THEREWITH.

NOTE: UPON PROOF OF PAYMENT OF 2004 TAXES, ITEM 6 WILL BE AMENDED TO READ:

TAXES AND ASSESSMENTS FOR THE YEAR 2005 AND SUBSEQUENT YEARS.

ITEM 7 UNDER SCHEDULE B-2 WILL BE DELETED UPON PROOF THAT THE WATER AND

ALTA COMMITMENT

Schedule B - Section 1

(Requirements)

Our Order No. ABJ70090343

Continued:

SEWER CHARGES ARE PAID UP TO DATE.

***** NOTICE OF FEE CHANGE, EFFECTIVE SEPTEMBER 1, 2002 *****

Pursuant to Colorado Revised Statute 30-10-421, "The county clerk and recorder shall collect a surcharge of \$1.00 for each document received for recording or filing in his or her office. The surcharge shall be in addition to any other fees permitted by statute."

ALTA COMMITMENT

Schedule B - Section 2

(Exceptions)

Our Order No. ABJ70090343

The policy or policies to be issued will contain exceptions to the following unless the same are disposed of to the satisfaction of the Company:

1. Rights or claims of parties in possession not shown by the public records.
2. Easements, or claims of easements, not shown by the public records.
3. Discrepancies, conflicts in boundary lines, shortage in area, encroachments, and any facts which a correct survey and inspection of the premises would disclose and which are not shown by the public records.
4. Any lien, or right to a lien, for services, labor or material theretofore or hereafter furnished, imposed by law and not shown by the public records.
5. Defects, liens, encumbrances, adverse claims or other matters, if any, created, first appearing in the public records or attaching subsequent to the effective date hereof but prior to the date the proposed insured acquires of record for value the estate or interest or mortgage thereon covered by this Commitment.
6. Taxes or special assessments which are not shown as existing liens by the public records.
7. Liens for unpaid water and sewer charges, if any.
8. In addition, the owner's policy will be subject to the mortgage, if any, noted in Section 1 of Schedule B hereof.
9. EXISTING LEASES AND TENANCIES, IF ANY.
10. OIL AND GAS LEASE BETWEEN PAUL V. HORST, SR., PAUL V. HORST, JR. AND DOLORES A. HORST AND ALAN J. BYRON AND BYRON OIL INDUSTRIES, RECORDED MARCH 24, 1974 IN BOOK 1920 AT PAGE 47 AND ANY AND ALL ASSIGNMENTS THEREOF, OR INTEREST THEREIN.
11. EASEMENT GRANTED TO NORTHERN GAS PRODUCTS COMPANY, FOR PIPELINE, AND INCIDENTAL PURPOSES, BY INSTRUMENT RECORDED JANUARY 28, 1976, IN BOOK 2042 AT PAGE 478.

ASSIGNMENT OF RIGHT OF WAY RECORDED FEBRUARY 21, 1990 IN BOOK 3649 AT PAGE 393.
12. TERMS, CONDITIONS, PROVISIONS, BURDENS AND OBLIGATIONS AS SET FORTH IN SERVICE PLAN FOR WEST ADAMS COUNTY WATER AND SANITATION DISTRICT RECORDED MAY 07, 1983 IN BOOK 2751 AT PAGE 544.
13. TERMS, CONDITIONS AND PROVISIONS OF ZONING HEARING DECISION RECORDED

ALTA COMMITMENT

Schedule B - Section 2

(Exceptions)

Our Order No. ABJ70090343

The policy or policies to be issued will contain exceptions to the following unless the same are disposed of to the satisfaction of the Company:

FEBRUARY 4, 1985 IN BOOK 2964 AT PAGE 204.

14. TERMS, CONDITIONS, PROVISIONS, BURDENS AND OBLIGATIONS AS SET FORTH IN AGREEMENT RECORDED MARCH 01, 1985 IN BOOK 2972 AT PAGE 70.

RATIFICATION AGREEMENT RECORDED MARCH 1, 1985 IN BOOK 2972 AT PAGES 849, 903 AND 956 AND IN BOOK 2973 AT PAGES 1 AND 54.

15. THE EFFECT OF PUD MAP RECORDED APRIL 17, 1985, UNDER RECEPTION NO. B568066.

16. THE EFFECT OF PUD MAP RECORDED APRIL 25, 1985, UNDER RECEPTION NO. B569894.

17. TERMS, CONDITIONS, PROVISIONS, BURDENS AND OBLIGATIONS AS SET FORTH IN SERVICE CONTRACT RECORDED APRIL 29, 1985 IN BOOK 2994 AT PAGE 364.

18. OIL AND GAS LEASE BETWEEN NORTHSTAR VENTURE AND MARTINEX CORPORATION, RECORDED DECEMBER 20, 1985 IN BOOK 3089 AT PAGE 483 AND ANY AND ALL ASSIGNMENTS THEREOF, OR INTEREST THEREIN.

AFFIDAVIT OF PRODUCTION RECORDED FEBRUARY 20, 1990 AT RECEPTION NO. B929365.

19. COVENANTS, CONDITIONS AND RESTRICTIONS RECORDED BY WEST ADAMS COUNTY UTILITY USERS INCORPORATED JANUARY 27, 1986 IN BOOK 3103 AT PAGE 489, AND IN AMENDMENT RECORDED MARCH 28, 1986 IN BOOK 3125 AT PAGE 942.

20. OIL AND GAS LEASE BETWEEN IONE GREEN AND SIMLA CORPORATION, RECORDED SEPTEMBER 26, 1988 IN BOOK 3493 AT PAGE 262 AND ANY AND ALL ASSIGNMENTS THEREOF, OR INTEREST THEREIN.

AFFIDAVIT OF PRODUCTION RECORDED FEBRUARY 20, 1990 AT RECEPTION NO. B929365.

RATIFICATION OF OIL AND GAS LEASE RECORDED JULY 31, 2003 AT RECEPTION NO.

ALTA COMMITMENT

Schedule B - Section 2

(Exceptions)

Our Order No. ABJ70090343

The policy or policies to be issued will contain exceptions to the following unless the same are disposed of to the satisfaction of the Company:

C1184575.

21. OIL AND GAS LEASE BETWEEN META KEIL AND SIMLA CORPORATION, RECORDED NOVEMBER 10, 1988 IN BOOK 3508 AT PAGE 605 AND ANY AND ALL ASSIGNMENTS THEREOF, OR INTEREST THEREIN.

AFFIDAVIT OF PRODUCTION RECORDED FEBRUARY 20, 1990 IN BOOK 3649 AT PAGE 40.

RATIFICATION OF OIL AND GAS LEASE RECORDED JULY 31, 2003 AT RECEPTION NO. C1184574.

22. OIL AND GAS LEASE BETWEEN CLIFFORD E. KENNIE AND MILTON J. KENNIE AND SIMLA CORPORATION, RECORDED NOVEMBER 15, 1988 IN BOOK 3509 AT PAGE 696 AND ANY AND ALL ASSIGNMENTS THEREOF, OR INTEREST THEREIN.

AFFIDAVIT OF PRODUCTION RECORDED FEBRUARY 20, 1990 IN BOOK 3649 AT PAGE 40.

RATIFICATION OF OIL AND GAS LEASE RECORDED JULY 31, 2003 AT RECEPTION NOS. C1184577 AND C1184578.

23. OIL AND GAS LEASE BETWEEN HERMAN EHLER AND SIMLA CORPORATION, RECORDED NOVEMBER 15, 1988 IN BOOK 3509 AT PAGE 698 AND ANY AND ALL ASSIGNMENTS THEREOF, OR INTEREST THEREIN.

AFFIDAVIT OF PRODUCTION RECORDED NOVEMBER 29, 1988 IN BOOK 3513 AT PAGE 419.

RATIFICATION OF OIL AND GAS LEASE RECORDED JULY 31, 2003 AT RECEPTION NO. C1184576.

24. MINERAL INTERESTS, AS CONVEYED BY INSTRUMENTS RECORDED JULY 1, 1991 IN BOOK 3792 AT PAGE 464, DECEMBER 31, 1992 IN BOOK 4006 AT PAGES 261 AND 262, APRIL 21, 1993 IN BOOK 4057 AT PAGE 981, SEPTEMBER 15, 1995 IN BOOK 4589 AT PAGE 102, AND JULY 14, 1992 IN BOOK 3927 AT PAGES 831 AND 832.

ALTA COMMITMENT

Schedule B - Section 2

(Exceptions)

Our Order No. ABJ70090343

The policy or policies to be issued will contain exceptions to the following unless the same are disposed of to the satisfaction of the Company:

25. THE EFFECT OF ZONING HEARING DECISION RECORDED JUNE 24, 1992 IN BOOK 3919 AT PAGE 904.
26. TERMS, CONDITIONS, PROVISIONS, BURDENS AND OBLIGATIONS AS SET FORTH IN SETTLEMENT AGREEMENT RECORDED DECEMBER 27, 1993 IN BOOK 4224 AT PAGE 128.
27. ANY WATER RIGHTS OR CLAIMS OR TITLE TO WATER IN, ON OR UNDER THE LAND, WHETHER OF RECORD OR NOT.
28. REQUEST FOR NOTIFICATION OF SURFACE DEVELOPMENT AS EVIDENCED BY INSTRUMENT RECORDED MAY 20, 2002 UNDER RECEPTION NO. C0971633.
29. THE EFFECT OF NOTICE OF RIGHT TO USE SURFACE OF LAND RECORDED APRIL 8, 2003 AT RECEPTION NO. C1122255.
30. TERMS, CONDITIONS AND PROVISIONS OF ANNEXATION ORDINANCE RECORDED NOVEMBER 10, 2003 AT RECEPTION NO. C1236039.
31. THE EFFECT OF ANNEXATION MAP FALLBROOK FARM RECORDED NOVEMBER 10, 2003 AT RECEPTION NO. C1236040.
32. ANY CHANGES IN AREA DUE TO THE RELOCATION OR MOVEMENT OF SIGNAL DITCH. SAID DITCH BEING DESCRIBED IN THE LEGAL DESCRIPTION OF THE LAND REFERRED TO HEREIN.
33. RIGHTS OF OTHERS TO USE OF SIGNAL DITCH, INCLUDING RIGHTS TO ENTER PROPERTY TO MAINTAIN DITCH.

NOTE: THIS COMMITMENT IS NOT A REPORT OR REPRESENTATION AS TO MINERAL INTERESTS, AND SHOULD NOT BE USED, OR RELIED UPON, IN CONNECTION WITH THE NOTICE REQUIREMENTS THAT ARE SET FORTH IN CRS 24-65.5-103.

LAND TITLE GUARANTEE COMPANY

DISCLOSURE STATEMENTS

Note: Pursuant to CRS 10-11-122, notice is hereby given that:

- A) The subject real property may be located in a special taxing district.
- B) A Certificate of Taxes Due listing each taxing jurisdiction may be obtained from the County Treasurer's authorized agent.
- C) The information regarding special districts and the boundaries of such districts may be obtained from the Board of County Commissioners, the County Clerk and Recorder, or the County Assessor.

Note: Effective September 1, 1997, CRS 30-10-406 requires that all documents received for recording or filing in the clerk and recorder's office shall contain a top margin of at least one inch and a left, right and bottom margin of at least one half of an inch. The clerk and recorder may refuse to record or file any document that does not conform, except that, the requirement for the top margin shall not apply to documents using forms on which space is provided for recording or filing information at the top margin of the document.

Note: Colorado Division of Insurance Regulations 3-5-1, Paragraph C of Article VII requires that "Every title entity shall be responsible for all matters which appear of record prior to the time of recording whenever the title entity conducts the closing and is responsible for recording or filing of legal documents resulting from the transaction which was closed". Provided that Land Title Guarantee Company conducts the closing of the insured transaction and is responsible for recording the legal documents from the transaction, exception number 5 will not appear on the Owner's Title Policy and the Lenders Policy when issued.

Note: Affirmative mechanic's lien protection for the Owner may be available (typically by deletion of Exception no. 4 of Schedule B, Section 2 of the Commitment from the Owner's Policy to be issued) upon compliance with the following conditions:

- A) The land described in Schedule A of this commitment must be a single family residence which includes a condominium or townhouse unit.
- B) No labor or materials have been furnished by mechanics or material-men for purposes of construction on the land described in Schedule A of this Commitment within the past 6 months.
- C) The Company must receive an appropriate affidavit indemnifying the Company against un-filed mechanic's and material-men's liens.
- D) The Company must receive payment of the appropriate premium.
- E) If there has been construction, improvements or major repairs undertaken on the property to be purchased within six months prior to the Date of the Commitment, the requirements to obtain coverage for unrecorded liens will include: disclosure of certain construction information; financial information as to the seller, the builder and or the contractor; payment of the appropriate premium fully executed Indemnity Agreements satisfactory to the company, and, any additional requirements as may be necessary after an examination of the aforesaid information by the Company.

No coverage will be given under any circumstances for labor or material for which the insured has contracted for or agreed to pay.

Note: Pursuant to CRS 10-11-123, notice is hereby given:

This notice applies to owner's policy commitments containing a mineral severance instrument exception, or exceptions, in Schedule B, Section 2.

- A) That there is recorded evidence that a mineral estate has been severed, leased, or otherwise conveyed from the surface estate and that there is a substantial likelihood that a third party holds some or all interest in oil, gas, other minerals, or geothermal energy in the property; and
- B) That such mineral estate may include the right to enter and use the property without the surface owner's permission.

Nothing herein contained will be deemed to obligate the company to provide any of the coverages referred to herein unless the above conditions are fully satisfied.

JOINT NOTICE OF PRIVACY POLICY

Fidelity National Financial Group of Companies/Chicago Title Insurance Company and
Land Title Guarantee Company

July 1, 2001

We recognize and respect the privacy expectations of today's consumers and the requirements of applicable federal and state privacy laws. We believe that making you aware of how we use your non-public personal information ("Personal Information"), and to whom it is disclosed, will form the basis for a relationship of trust between us and the public that we serve. This Privacy Statement provides that explanation. We reserve the right to change this Privacy Statement from time to time consistent with applicable privacy laws.

In the course of our business, we may collect Personal Information about you from the following sources:

- * From applications or other forms we receive from you or your authorized representative;
- * From your transactions with, or from the services being performed by, us, our affiliates, or others;
- * From our internet web sites;
- * From the public records maintained by governmental entities that we either obtain directly from those entities, or from our affiliates or others; and
- * From consumer or other reporting agencies.

Our Policies Regarding the Protection of the Confidentiality and Security of Your Personal Information

We maintain physical, electronic and procedural safeguards to protect your Personal Information from unauthorized access or intrusion. We limit access to the Personal Information only to those employees who need such access in connection with providing products or services to you or for other legitimate business purposes.

Our Policies and Practices Regarding the Sharing of Your Personal Information

We may share your Personal Information with our affiliates, such as insurance companies, agents, and other real estate settlement service providers. We also may disclose your Personal Information:

- * to agents, brokers or representatives to provide you with services you have requested;
- * to third-party contractors or service providers who provide services or perform marketing or other functions on our behalf; and
- * to others with whom we enter into joint marketing agreements for products or services that we believe you may find of interest.

In addition, we will disclose your Personal Information when you direct or give us permission, when we are required by law to do so, or when we suspect fraudulent or criminal activities. We also may disclose your Personal Information when otherwise permitted by applicable privacy laws such as, for example, when disclosure is needed to enforce our rights arising out of any agreement, transaction or relationship with you.

One of the important responsibilities of some of our affiliated companies is to record documents in the public domain. Such documents may contain your Personal Information.

Right to Access Your Personal Information and Ability to Correct Errors Or Request Changes Or Deletion

Certain states afford you the right to access your Personal Information and, under certain circumstances, to find out to whom your Personal Information has been disclosed. Also, certain states afford you the right to request correction, amendment or deletion of your Personal Information. We reserve the right, where permitted by law, to charge a reasonable fee to cover the costs incurred in responding to such requests.

All requests submitted to the Fidelity National Financial Group of Companies/Chicago Title Insurance Company shall be in writing, and delivered to the following address:

Privacy Compliance Officer
Fidelity National Financial, Inc.
4050 Calle Real, Suite 220
Santa Barbara, CA 93110

Multiple Products or Services

If we provide you with more than one financial product or service, you may receive more than one privacy notice from us. We apologize for any inconvenience this may cause you.

EXHIBIT O

Mill Levy Comparison

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MILL LEVY COMPARISON
Selected Metropolitan Districts

ASPEN HILLS METROPOLITAN DISTRICT

Adams County	26.903
Commerce City	3.280
Rangeview Library District (FKA Adams County Library)	1.394
Adams County School District 27	48.022
South Adams Water and Sanitation	3.292
Fire District 4 IGA (South Adams)	4.300
Aspen Hills Metropolitan District	40.000
Urban Drainage & Flood Control	0.538
Urban Drainage & Flood Control - South Platte	0.066
Total 2005 Mill Levy	127.795

BROMLEY PARK METROPOLITAN DISTRICT NO. 2

Adams County	26.903
Adams County School District No. 27	48.022
Rangeview Library (FKA Adams County Library)	1.394
City of Brighton	6.650
Greater Brighton Fire District 6	9.295
Bromley Park Metropolitan No. 2	49.500
Central Colorado Water Conservancy	0.703
Urban Drainage & Flood Control	0.538
Urban Drainage & Flood Control - South Platte	0.066
Total 2005 Mill Levy	143.071

BROMLEY PARK METROPOLITAN DISTRICT NO. 3

Adams County	26.903
Adams County School District No. 27	48.022
Rangeview Library (FKA Adams County Library)	1.394
City of Brighton	6.650
Greater Brighton Fire District 6	9.295
Bromley Park Metropolitan No. 3	44.180
Central Colorado Water Conservancy	0.703
Urban Drainage & Flood Control	0.538
Urban Drainage & Flood Control - South Platte	0.066
Total 2005 Mill Levy	137.751