

SERVICE PLAN

FOR

FOSSIL RIDGE METROPOLITAN DISTRICT NO. 1

FOSSIL RIDGE METROPOLITAN DISTRICT NO. 2

FOSSIL RIDGE METROPOLITAN DISTRICT NO. 3

FOSSIL RIDGE METROPOLITAN DISTRICT NO. 4

City of Lakewood, State of Colorado

Prepared for

Fossil Ridge Metropolitan District No. 1,

Fossil Ridge Metropolitan District No. 2,

Fossil Ridge Metropolitan District No. 3,

and

Fossil Ridge Metropolitan District No. 4

by

White, Bear and Ankele Professional Corporation

Dated: August 2, 2005

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Superseded in its entirety by the
Second Amended and Restated Service Plan
Dated as of August 27, 2007

LIST OF EXHIBITS

Exhibit A-1

Map of the Districts' Boundaries

Exhibit A-2

Legal Description of the Districts' Boundaries

Superseded in its entirety by the
Second Amended and Restated Service Plan
Dated as of August 27, 2007

I. INTRODUCTION

A. General Overview. Fossil Ridge Metropolitan District No. 1 (the "Service District") Fossil Ridge Metropolitan District No. 2, Fossil Ridge Metropolitan District No. 3, and Fossil Ridge Metropolitan District No. 4 (the "Financing Districts") (the Service Districts and the Financing Districts are referred to herein as the "Districts") are located completely within the City of Lakewood, Colorado (the "City"), and the County of Jefferson, Colorado (the "County"). The general location of the Districts is bounded by Highway C-470 on the west, West Yale Avenue on the south, West Alameda Parkway on the north, and the East line of Section 25, Township 4 South, Range 70 West of the 6th Principal Meridian, City of Lakewood, County of Jefferson, State of Colorado, on the east ("Fossil Ridge"). The total Fossil Ridge area to be included within the Districts is approximately 287.8 acres. A map and legal description of the proposed boundaries of the Districts, each of which are shown as including the entire area and are contained in Exhibit A-1 and A-2, attached hereto. When the Service Plan is amended as described below, the boundaries of each District will be reduced and are not expected to overlap.

Due to the expected growth and increased demand for services in the Fossil Ridge area, and in order to provide effective and efficient services to the area, this service plan (the "Service Plan") is submitted seeking authorization for the establishment of Fossil Ridge Metropolitan District No. 1, Fossil Ridge Metropolitan District No. 2, Fossil Ridge Metropolitan District No. 3, and Fossil Ridge Metropolitan District No. 4. This Service Plan provides a very preliminary framework under which the Districts are authorized to proceed with an election to (1) establish their organization, and (2) provide the initial slate of directors and associated terms for each director elected (the "Organizational Election"). No TABOR issues shall be considered at the Organizational Election.

Notwithstanding the express authorization for the Districts to proceed to the Organizational Election, as conditions precedent to the exercise of the authorization provided under this Service Plan, as the same may be amended, and the ability of the Districts to obtain an order for organization under Section 32-1-205, C.R.S., the following conditions must be met:

- The Districts shall submit a service plan amendment (the "Amendment") for City Council approval, which Amendment shall contain a full financing plan and description of the manner in which all facilities and services shall be provided by the Districts; a description of the scope of improvements anticipated to be constructed, operated and maintained by the Districts and estimated costs associated therewith and legal boundaries and maps that have been modified in accordance with the provisions set forth in Section I.A.3 below. The Amendment shall further require that prior to the issuance of any debt by a Financing District, a public improvement agreement shall be executed between the appropriate developer party or other property owner(s), the Service District, the respective Financing District(s) and the City for all improvements required to serve the property within the boundaries of such Financing District(s) regardless of whether the improvements are within or external to the boundaries of the Districts. The

Amendment may limit, modify or change any of the powers or authorizations included in this Service Plan, as the City Council of the City may determine in its sole discretion.

- All property within the legal boundaries of the Districts shall be excluded from the boundaries of the Mount Carbon Metropolitan District.
- In the event that the City Council of the City, in its sole discretion, does not approve the requisite Amendment prior to December 31, 2007, or the property within the boundaries of the Districts have not been excluded from the boundaries of the Mount Carbon Metropolitan District prior to December 31 2007, then this Service Plan and any conditional approval granted by the City Council of the City of Lakewood shall be null and void, and of no further force or effect.

Currently, the majority of the Fossil Ridge area is owned by CDN Development, L.P., a Delaware limited partnership and a smaller portion is owned by Richmond American Homes. It is anticipated that Carma Colorado, Inc. will take title to approximately 247 acres of the property currently in title by CDN for residential development. CDN, Richmond and Carma, and their successors and assigns, shall be collectively referred to herein as the "Developer." Implementation of the development of the Fossil Ridge area will require substantial risk and participation of the Developer.

This Service Plan is submitted in accordance with Part 2 of the Special District Act (§§ 32-1-201, et seq., C.R.S.). This Service Plan defines the very general powers and authorities of, and limitations and restrictions on, the Districts. The Service District and Financing Districts will work together to implement this Service Plan and failure or refusal by any of the Districts to do so shall constitute a material modification under Section 32-1-207(2), C.R.S. The use of a consolidated service plan which describes all the Districts will help assure proper coordination of the powers and authorities of the Districts and will help avoid potential confusion regarding the separate, but coordinated, purposes of the Districts. Unless otherwise specifically noted herein, general provisions of this Service Plan apply to all the Districts. Where necessary, however, specific reference is made to an individual District to help distinguish the powers and authorities of each District.

The balance of this Service Plan addresses the statutory requirements for approval of this document.

1. Multiple District Structure. Pursuant to an intergovernmental agreement between the Districts (the "Master IGA"), the Service District will be responsible for managing the construction, operation and maintenance of facilities and improvements needed to serve the entire Fossil Ridge area. The Financing Districts will be responsible for providing the tax revenues needed to pay the bonds to be issued to construct the capital improvements and provide for the operation and maintenance of the capital improvements that are authorized to be provided by the Districts. The Master IGA is designed to help assure the provision and development of essential services and facilities by the Service District as contemplated by this Service Plan, as

amended, resulting in a community which will be both an aesthetic and economic asset to the City.

The establishment of Fossil Ridge Metropolitan District No. 1 as the Service District (which will own, operate and maintain the public facilities not otherwise dedicated to other public entities, such as the City), and the establishment of Fossil Ridge Metropolitan District Nos. 2, 3 and 4 as the Financing Districts (which will generate the tax revenue sufficient to pay the costs of the capital improvements and the operation and maintenance thereof), will create several benefits for the inhabitants of the Fossil Ridge area and the City. In general, those benefits are: (a) coordinated administration of construction, operation and maintenance of public improvements and delivery of those improvements in a timely manner; (b) maintenance of a reasonable tax burden in all areas of the Districts through controlled management of the financing, operation and maintenance of public improvements; and (c) assured compliance with state laws regarding taxation in a manner which permits the issuance of bonds at the most favorable interest rates possible.

2. Benefits of Multiple District Structure.

a. Orderly Extension of Improvements. As presently planned, development within the Fossil Ridge area will proceed in several phases, each of which will require the orderly extension of public services and facilities. A "multiple district" structure which utilizes the Service District and Financing Districts in tandem will assure that the construction, and operation and maintenance of each phase of public facilities will be administered by the board of directors of the Service District, consistent with a long term construction, operations and maintenance program and the provisions of the Service Plan, as amended. Use of the Service District as the entity responsible for construction of each phase of improvements and for management of operations and maintenance will facilitate a well-planned financing effort through all phases of construction and will assure that facilities and services needed for future build-out of the Fossil Ridge area will be provided when they are needed, and not sooner. Absent an appropriate mechanism to assure timely completion of future improvements, the improvements might be completed well before they are needed simply to assure that they can be provided with tax-exempt financing. Appropriate development agreements between the Service District and the Developers will allow the postponement of financing for improvements which are not needed until well into the future, thereby helping property owners avoid the long term carrying costs associated with financing improvements too early. This, in turn, allows the full costs of public improvements to be allocated over the full buildout of the Fossil Ridge area and helps avoid disproportionate cost burdens on the early phases of development.

b. Unified Financing Plan. Allocation of the responsibility for paying for capital improvements will be managed through a unified financing plan for those improvements and through development of an integrated operating plan for long term operations and maintenance. Use of the Service District to manage these functions will help assure that no area within the Fossil Ridge area becomes obligated for more than its share of the costs of capital improvements, operations and maintenance and will provide for more coordinated development phasing.

3. Location and Configuration of the Districts. A map showing the boundaries of the Districts is provided in Exhibit A-1 and a legal description for the same is attached as Exhibit A-2. Exhibits A-1 and A-2 depict legal boundaries such that each of the Districts overlap over the entirety of Fossil Ridge. At the time at which the Amendment is submitted to the City as required hereunder, the legal boundaries of the Districts will be delineated as follows: District No. 1 will be a small area that is controlled by the Developer; District No. 2 will be based upon the first phase of Carma's residential development; District No. 3 will be based upon the second phase of Carma's residential development and District No. 4 will be based upon property owned and developed by CDN or its successors for non-residential development.

The "Service Area" permitted to be served by the Service District will include all property within Fossil Ridge. The Service District will have power to impose taxes only within its legal boundaries, but will be permitted to provide public services to the entire Fossil Ridge area including providing improvements and services outside the boundaries of the Districts that are necessary to service the property within the Service Area. The Financing Districts will have power to assess taxes and other charges as permitted by law. The Districts shall not be permitted to provide any services to property that is not within the City's legal boundaries without the City's express consent. Furthermore, City approval must be obtained by the Districts prior to any and all boundary adjustments to the Districts that either (1) add property not within the then current area of Fossil Ridge or (2) exclude property from the boundaries of the then current area of Fossil Ridge. Boundary adjustments that fall within either (1) or (2) above and which are made without the City's prior approval shall constitute a material modification of this Service Plan.

4. Existing Services and Districts. All or portions of Fossil Ridge currently are within the legal boundaries of the Mount Carbon Metropolitan District ("Mount Carbon"). Mount Carbon was organized in anticipation of serving as a financing vehicle for public improvements necessary for development of areas in and around Fossil Ridge. Subsequent to its organization, the legal powers of Mount Carbon were amended such that Mount Carbon is currently authorized only to provide water and sanitation services to the area. It is anticipated that the Developer will submit a Petition for Exclusion pursuant to the provisions of Title 32, Part 5 to the Board of Directors of Mount Carbon and that all property within Fossil Ridge will be excluded from Mount Carbon.

There are currently no public entities in existence in the Fossil Ridge area which have the ability and/or desire to undertake the design, financing, construction, operation and maintenance of improvements needed for development of the community. It is also the Petitioner's understanding that neither the City nor the County considers it feasible or practicable to provide the necessary services and facilities for the Fossil Ridge area. Consequently, the powers and authorities requested under this Service Plan are deemed necessary for the provision of adequate public improvements to serve the Fossil Ridge area.

In order to minimize the proliferation of new governmental structures and personnel, the Districts intend to utilize existing entities as much as possible for operation and maintenance of

water and sanitation improvements that are financed and constructed by the Service District. Consequently, while the Districts will finance capital improvements and coordinate the provision of services, they are expected to utilize existing entities and personnel as much as possible. Agreements with overlapping Title 32 special districts or other entities are expected to be or have been obtained. These will include Consolidated Mutual Water Company for water services and Green Mountain Water and Sanitation District for sanitation services.

In the event the Districts are required to oversize infrastructure or utility improvements, the Districts shall be allowed to recover from other property owners or entities outside the boundaries of the Districts only the proportional cost of oversizing such improvements.

II. NEED FOR DISTRICTS AND GENERAL POWERS

A. Need for the Districts. Creation of the proposed Districts and their ability to provide services is necessary for the orderly development of Fossil Ridge. No other entities exist that are willing and able to provide necessary services to the Fossil Ridge area. Due to the expectations for development within the boundaries of Fossil Ridge, a substantial amount of public infrastructure and services are necessary to support growth and associated travel within the area. Due to the significance of these required improvements, organization of the Service District is necessary to allow the Districts to coordinate efforts and thereby hold both the construction and significant financing at acceptable levels. Cooperation between the Service District and the Financing Districts will assure that construction of improvements in the area takes place in the manner and time at which it is needed. Additionally, use of the Districts in tandem will assure that growth pays its own way and that property owners in existing districts or other areas within the City are not burdened with development costs.

B. General Powers of Each District. Each District will have power and authority to provide the services and facilities described in this section in accordance with law, but each District shall be prohibited from exercising such powers or providing such services until the City has approved the Amendment. The Amendment may limit the power and authority of the Districts notwithstanding anything herein to the contrary. Construction of the public improvements is expected to be scheduled over the next several years. All public improvements financed and constructed by the Districts shall meet the standards of the City, and or other applicable public service providers, such as Consolidated Mutual Water Company and Green Mountain Water and Sanitation District. The Districts shall participate in and support a plan for the construction of regional improvements necessary to serve the Fossil Ridge area and shall expressly consent to creation of a Title 32 metropolitan district or other entity organized for the financing and construction of such regional improvements. Failure to provide the requisite consent shall be deemed a material modification of this Service Plan. Subject to any further limitations, modifications or other changes in the powers and authority of the Districts as shall be set forth in the Amendment, the District shall have authority to provide the following services and facilities:

1. Water. The design, acquisition, installation, construction, operation, and maintenance of a complete water and irrigation water system, including but not limited to, water rights, water supply, treatment, storage, transmission and distribution systems for domestic and

other public or private purposes, together with all necessary and proper reservoirs, treatment works and facilities, wells, water rights, equipment and appurtenances incident thereto which may include, but shall not be limited to, transmission lines, distribution mains and laterals, storage facilities, land and easements, together with extensions of and improvements to said systems.

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

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

4. Transportation. The design, acquisition, installation, construction, operation and maintenance of public transportation system improvements, including transportation equipment, park and ride facilities and parking lots, parking structures, roofs, covers, and facilities, including, but not limited to facilities for the commercial structures and for the conveyance of the public consisting of public restrooms, buses, automobiles, and other means of conveyance and structures for repair, operations and maintenance of such facilities, together with all necessary, incidental and appurtenant facilities, land and easements, and all necessary extensions of and improvements to said facilities or systems.

5. Parks and Recreation. The design, acquisition, installation, construction, operation and maintenance of park and recreation facilities or programs including, but not limited to, swimming pools and spas, tennis courts, exercise facilities, museums, cultural facilities, bike paths, hiking trails, pedestrian trails, pedestrian bridges, pedestrian malls, public fountains and sculpture, art, botanical gardens, equestrian trails and centers, picnic areas, skating areas and facilities, common area landscaping and weed control, outdoor lighting of all types, community events, and other facilities, together with all necessary, incidental and appurtenant facilities, land and easements, and all necessary extensions of and improvements to said facilities or systems.

6. Sanitation. The design, acquisition, installation, construction, operation and maintenance of storm or sanitary sewers, or both, flood and surface drainage, treatment and disposal works and facilities, and all necessary or proper equipment and appurtenances incident thereto, together with all necessary, incidental and appurtenant facilities, land and easements,

and all necessary extensions of and improvements to said facilities or systems, including culverts, dams, retaining walls, access ways, inlets and detention ponds.

7. Legal Powers. The powers of the Districts will be exercised by their boards of directors to the extent necessary to provide the services contemplated in this Service Plan. The foregoing improvements and services, along with all other activities permitted by law, will be undertaken in accordance with, and pursuant to, the procedures and conditions contained in the Special District Act, other applicable statutes, and this Service Plan, as any or all of the same may be amended from time to time.

8. Limitations on Powers. Notwithstanding the foregoing powers and authorizations, the Districts shall not be empowered or have authority to finance, construct, install, operate or maintain any facilities or services described in this Section II.B. except pursuant to the Amendment.

III. PROPOSED AND EXISTING AGREEMENTS

To the extent necessary, and as authorized herein, the Districts anticipate entering into intergovernmental agreements for coordination of services with such special districts for purposes of ensuring that improvements which are financed, established or operated by the Districts do not duplicate or interfere with any other improvements or facilities already constructed or planned to be constructed within any overlap area. Agreements may also be executed with property owner associations and other service providers. All such agreements are authorized to be provided by each, pursuant to Colorado Constitution, Article XIV, Section 18 (2) (a) and Section 29-1-201, et seq., C.R.S.

Currently Fossil Ridge lies partially or wholly within the boundaries of Mount Carbon. It is anticipated that the entirety of Fossil Ridge shall be excluded from Mount Carbon and that subsequent to such exclusion, appropriate service agreements shall be entered between the Service District and Consolidated Mutual Water Company for the provision of water to Fossil Ridge and with Green Mountain Water and Sanitation District for the provision of sanitation services to Fossil Ridge. Agreements may also be executed with property owner associations and other service providers. All such agreements are authorized to be provided by each, pursuant to Colorado Constitution, Article XIV, Section 18 (2) (a) and Section 29-1-201, et seq., C.R.S.

In addition to the service agreements contemplated hereunder, it is anticipated that the Districts will enter into a Master IGA. The form of the Master IGA must be approved by the City pursuant to the Amendment or otherwise prior to the execution thereof. The relationship between the Service District and the Financing Districts, including the means for approving, financing, constructing, operating and maintaining the public services and improvements needed to serve Fossil Ridge will be established by means of the Master IGA to be executed by the Districts shortly after their organization.

Pursuant to the Master IGA, the Districts will coordinate and cooperate with respect to financing, constructing, operating and maintaining improvements that serve the Districts. The

Master IGA shall constitute debt of the Financing Districts because it imposes an obligation for the Financing Districts to pay revenues to the Service District sufficient to fund the financing, construction, operation and maintenance of improvements that serve the Districts. Therefore, the Master IGA must be approved by the electors of the Financing Districts.

IV. FINANCIAL PLAN

Pursuant to the requirements of this Service Plan, prior to organization of the Districts, it shall be required that a complete financial plan be submitted with the Amendment. Prior to that point in time, the Districts shall not be permitted to obtain an order of organization from the Jefferson County District Court nor shall they be permitted to incur any financial obligations or to undertake any financing activities.

Even following approval of the Amendment, it is contemplated that initial financing for facilities and services to be undertaken by the Districts shall be provided to the Service District by the Developer. The Service District would then undertake construction of the permitted public improvements and facilities. As recognition therefore, a revenue note or other obligation may be issued by the Service District to the Developer which is anticipated to be repaid from legally available revenues of the Financing Districts (which may include the proceeds of bonds), which are then remitted to the Service District under the Master IGA. Alternatively, the Developer may construct the public improvements and facilities and dedicate the same to the Service District. Upon acceptance of such public improvements by the Service District, a comparable revenue note or other obligation would be issued to the Developer for the costs associated with the acquisition or construction. Again, any revenue note or obligation issued to the Developer for advance funding would be repaid from legally available revenues of the Financing Districts pursuant to the requirements of the Master IGA.

Upon the establishment of sufficient assessed valuation within the boundaries of the respective Financing Districts, it is expected that each such District will issue general obligation bonds that are supported by ad valorem taxes. All general obligation debt of the Financing Districts shall at all times comply with the provisions of § 32-1-1101(6)(a) and (b), C.R.S. Generally, under current state law provisions, a special district cannot sell valid general obligation indebtedness payable from property tax revenues in excess of fifty percent (50%) of its valuation for assessment unless such indebtedness is rated, insured, issued to financial institutions or institutional investors, or unless such indebtedness is credit-enhanced. State securities laws do not provide exemption from registration for special district indebtedness not meeting such minimum statutory requirements, including private placement in five hundred thousand dollar minimum denominations. All debt issued by the Districts shall be marketed in accordance with Federal and State securities laws and regulations.

Specific matters related to the financing structure of the Districts and the capital improvements to be provided shall be identified in the financing plan that is submitted with the Amendment, inclusive of the total amount of general obligation debt that is anticipated and authorized for the Districts, the mill levy cap, fees and charges that are anticipated by the Districts and other matters such as the maximum underwriters discount and interest rates associated with the District bonds. The Districts shall not hold an election on any TABOR

issues until after the Amendment has been approved, if at all, by the City Council of the City. Until that time, the Districts shall not be authorized to incur any financial obligations or undertake any construction or financial activities whatsoever.

V. CONCLUSIONS

It is submitted that this Service Plan for the Fossil Ridge Metropolitan District as required by §32-1-203(2), C.R.S., has established that:

1. There is sufficient existing and projected need for organized service in the area to be serviced by the Districts;
2. The existing service in the area to be served by the Districts is inadequate for present and projected needs;
3. The Districts are capable of providing economical and sufficient service to the area within its boundaries;
4. The area included in the Districts has, and will have, the financial ability to discharge the proposed indebtedness on a reasonable basis;

Therefore, it is requested that the City Council of the City of Lakewood, Colorado, which has jurisdiction to approve this Service Plan by virtue of §32-1-204.5, et seq., C.R.S., as amended, adopt a resolution which approves this Service Plan as submitted.

Respectfully submitted,

WHITE, BEAR & ANKELE
Professional Corporation

Kristen D. Bear
Counsel to Districts

SGMD\SP\AN\PP0930080205
0823.0003

FOSSIL RIDGE METROPOLITAN DISTRICT NOS. 1, 2, 3 AND 4

LOCATED IN SECTION 25 AND THE WEST HALF OF SECTION 26,
TOWNSHIP 4 SOUTH, RANGE 68 WEST OF THE SIXTH PRINCIPAL MERIDIAN,
CITY OF LAKEWOOD, COUNTY OF JEFFERSON, STATE OF COLORADO.

SHEET 1 OF 1

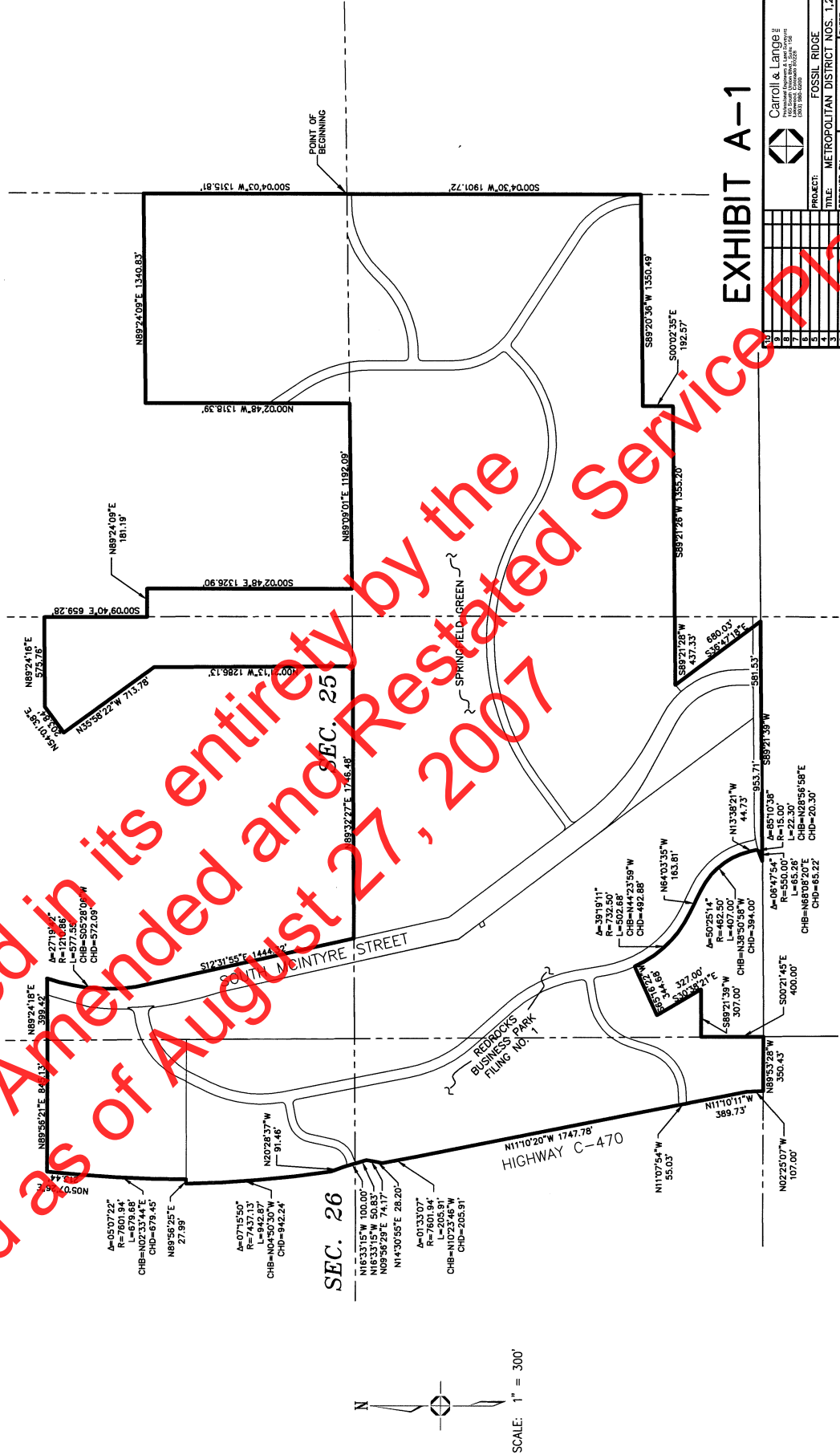


EXHIBIT A-1

Project:		FOSSIL RIDGE	
Title:		METROPOLITAN DISTRICT NOS. 1, 2, 3 & 4	
Designed by:		SB	
Drawn by:		SB	
Checked by:		DATE: 07-28-03	
Revisions:		FILE NO. 3259.DST	
Sheet:		1 OF 1	
Job No.:		3259	
Scale:		1"=300'	



Carroll & Lange
1000 South Broadway, Suite 100
Denver, Colorado 80202
(303) 733-6000

EXHIBIT A-2

LEGAL DESCRIPTION

FOSSIL RIDGE METROPOLITAN DISTRICT NUMBERS 1, 2, 3 AND 4

A PARCEL OF LAND LOCATED IN SECTION 25 AND THE WEST HALF OF SECTION 26, TOWNSHIP 4 SOUTH, RANGE 68 WEST OF THE SIXTH PRINCIPAL MERIDIAN, COUNTY OF JEFFERSON, STATE OF COLORADO, MORE PARTICULARLY DESCRIBED AS FOLLOWS:

BEGINNING AT THE EAST QUARTER CORNER OF SAID SECTION 25, SAID POINT ALSO BEING A POINT ON THE EASTERLY BOUNDARY LINE OF SPRINGFIELD GREEN, A SUBDIVISION RECORDED AT RECEPTION NO. 86040993 OF THE RECORDS OF THE JEFFERSON COUNTY CLERK AND RECORDER; THENCE ALONG THE EASTERLY AND SOUTHERLY BOUNDARY LINES OF SAID SPRINGFIELD GREEN THE FOLLOWING SEVEN (7) COURSES:

1. THENCE SOUTH $00^{\circ}04'30''$ WEST, ALONG THE EAST LINE OF THE SOUTHEAST QUARTER OF SAID SECTION 25, A DISTANCE OF 1901.72 FEET;
2. THENCE SOUTH $89^{\circ}20'36''$ WEST, A DISTANCE OF 1350.49 FEET;
3. THENCE SOUTH $00^{\circ}02'35''$ EAST, A DISTANCE OF 192.57 FEET;
4. THENCE SOUTH $89^{\circ}21'26''$ WEST, A DISTANCE OF 1355.20 FEET TO A POINT ON THE WEST LINE OF SAID SOUTHEAST QUARTER;
5. THENCE SOUTH $89^{\circ}21'28''$ WEST, A DISTANCE OF 437.33 FEET;
6. THENCE SOUTH $36^{\circ}47'18''$ EAST, A DISTANCE OF 680.03 FEET;
7. THENCE SOUTH $89^{\circ}21'39''$ WEST A DISTANCE OF 581.53 FEET TO THE SOUTHEASTERLY CORNER OF RED ROCKS BUSINESS PARK FILING NO. 1, RECORDED AT RECEPTION NO. 83077584 OF THE RECORDS OF THE JEFFERSON COUNTY CLERK AND RECORDER;

THENCE CONTINUING SOUTH $89^{\circ}21'39''$ WEST, ALONG THE SOUTHERLY BOUNDARY LINE OF SAID RED ROCKS BUSINESS PARK FILING NO. 1 A DISTANCE OF 953.71 FEET TO A POINT ON A CURVE ON THE NORTHWESTERLY RIGHT OF WAY LINE OF WEST YALE AVENUE AS DEDICATED BY SAID RED ROCKS BUSINESS PARK FILING NO. 1;

THENCE ALONG SAID NORTHWESTERLY RIGHT OF WAY LINE, AND ALONG THE ARC OF A NON-TANGENT CURVE TO THE RIGHT HAVING A CENTRAL ANGLE OF $06^{\circ}47'54''$, A RADIUS OF 550.00 FEET, AN ARC LENGTH OF 65.26 FEET, AND A CHORD THAT BEARS NORTH $68^{\circ}08'20''$ EAST TO A POINT ON A CURVE ON THE SOUTHWESTERLY RIGHT OF WAY LINE OF RED ROCKS BUSINESS DRIVE; THENCE ALONG SAID SOUTHWESTERLY RIGHT OF WAY LINE THE FOLLOWING FIVE (5) COURSES:

1. THENCE ALONG THE ARC OF A NON-TANGENT CURVE TO THE LEFT HAVING A CENTRAL ANGLE OF $85^{\circ}10'38''$, A RADIUS OF 15.00 FEET, AN

ARC LENGTH OF 22.30 FEET, AND A CHORD THAT BEARS NORTH 28°56'58" EAST;

2. THENCE NORTH 13°38'21" WEST, A DISTANCE OF 44.73 FEET TO A POINT OF CURVATURE;
3. THENCE ALONG THE ARC OF A CURVE TO THE LEFT HAVING A CENTRAL ANGLE OF 50°25'14", A RADIUS OF 462.50 FEET AND AN ARC LENGTH OF 407.00 FEET;
4. THENCE NORTH 64°03'35" WEST, A DISTANCE OF 163.81 FEET TO A POINT OF CURVATURE;
5. THENCE ALONG THE ARC OF A CURVE TO THE RIGHT HAVING A CENTRAL ANGLE OF 39°19'11", A RADIUS OF 732.50 FEET AND AN ARC LENGTH OF 502.68 FEET TO THE SOUTHEASTERLY CORNER OF LOT 3, BLOCK 3, SAID RED ROCKS BUSINESS PARK FILING NO. 1;

THENCE SOUTH 65°16'22" WEST, ALONG THE SOUTHERLY LINE OF SAID LOT 3, A DISTANCE OF 344.68 FEET TO THE SOUTHWESTERLY CORNER OF SAID LOT 3, ALSO BEING A POINT ON THE NORTHEASTERLY LINE OF LOT 2, SAID BLOCK 3;

THENCE SOUTH 30°38'21" EAST, ALONG SAID NORTHEASTERLY LINE A DISTANCE OF 327.00 FEET TO THE SOUTHEASTERLY CORNER OF SAID LOT 2; THENCE SOUTH 89°21'39" WEST, ALONG THE SOUTHERLY LINE OF SAID LOT 2, A DISTANCE OF 307.00 FEET TO THE SOUTHWESTERLY CORNER OF SAID LOT 2, AND A POINT ON THE EASTERLY LINE OF LOT 1, SAID BLOCK 3;

THENCE SOUTH 00°21'45" EAST, ALONG THE EASTERLY LINE OF SAID LOT 1, A DISTANCE OF 400.00 FEET TO THE SOUTHEAST CORNER OF SAID SECTION 26; THENCE NORTH 89°53'28" WEST, ALONG THE SOUTHERLY LINE OF SAID LOT 1, A DISTANCE OF 350.43 FEET TO THE SOUTHWESTERLY CORNER OF SAID LOT 1, ALSO BEING A POINT ON THE EASTERLY RIGHT OF WAY LINE OF HIGHWAY C-470;

THENCE ALONG THE EASTERLY RIGHT OF WAY LINE OF SAID HIGHWAY C-470 AS DESCRIBED AT RECEPTION NOS. 89108308, 88074106 AND 88070874 OF THE RECORDS OF THE JEFFERSON COUNTY CLERK AND RECORDER, THE FOLLOWING FOURTEEN (14) COURSES:

1. THENCE NORTH 02°25'07" WEST, A DISTANCE OF 107.00 FEET;
2. THENCE NORTH 11°10'11" WEST, A DISTANCE OF 389.73 FEET TO A POINT ON THE SOUTHERLY RIGHT OF WAY LINE OF WEST VASSAR PLACE AS DEDICATED BY SAID RED ROCKS BUSINESS PARK FILING NO. 1;
3. THENCE NORTH 11°07'54" WEST, A DISTANCE OF 55.03 FEET TO A POINT ON THE NORTHERLY RIGHT OF WAY LINE OF SAID WEST VASSAR PLACE;
4. THENCE NORTH 11°10'20" WEST, A DISTANCE OF 1747.78 FEET TO A POINT OF CURVATURE;
5. THENCE ALONG THE ARC OF A CURVE TO THE RIGHT HAVING A CENTRAL ANGLE OF 01°33'07", A RADIUS OF 7601.94 FEET, AND AN ARC LENGTH OF 205.91 FEET TO A POINT ON THE NORTHWESTERLY LINE OF LOT 2, BLOCK 2, SAID RED ROCKS BUSINESS PARK FILING NO. 1;
6. THENCE NORTH 14°30'55" EAST, A DISTANCE OF 28.20 FEET;

7. THENCE NORTH 09°56'29" EAST, A DISTANCE OF 74.17 FEET;
8. THENCE NORTH 16°33'15" WEST, A DISTANCE OF 50.83 FEET TO A POINT ON THE SOUTHERLY RIGHT OF WAY LINE OF WEST ILLIFF PLACE AS DEDICATED BY SAID RED ROCKS BUSINESS PARK FILING NO. 1;
9. THENCE CONTINUING NORTH 16°33'15" WEST, A DISTANCE OF 100.00 FEET TO A POINT ON THE NORTHERLY RIGHT OF WAY LINE OF SAID WEST ILLIFF PLACE, SAID POINT ALSO BEING A POINT ON THE SOUTHWESTERLY LINE OF LOT 3, BLOCK 1, SAID RED ROCKS BUSINESS PARK FILING NO. 1;
10. THENCE NORTH 20°28'37" WEST, A DISTANCE OF 91.46 FEET TO A POINT ON A CURVE;
11. THENCE ALONG THE ARC OF A NON-TANGENT CURVE TO THE RIGHT HAVING A CENTRAL ANGLE OF 07°15'50", A RADIUS OF 7437.13 FEET, AN ARC LENGTH OF 942.87 FEET, AND A CHORD THAT BEARS NORTH 04°50'30" WEST;
12. THENCE NORTH 89°56'25" EAST, A DISTANCE OF 27.99 FEET TO A POINT ON A CURVE;
13. THENCE ALONG THE ARC OF A NON-TANGENT CURVE TO THE RIGHT HAVING A CENTRAL ANGLE OF 05°07'22", A RADIUS OF 7601.94 FEET, AN ARC LENGTH OF 679.68 FEET, AND A CHORD THAT BEARS NORTH 02°33'44" EAST;
14. THENCE NORTH 05°07'26" EAST, A DISTANCE OF 213.44 FEET;

THENCE NORTH 89°56'21" EAST, A DISTANCE OF 845.13 FEET;
THENCE NORTH 89°24'18" EAST, A DISTANCE OF 399.42 FEET TO A POINT ON A CURVE ON THE EASTERLY RIGHT OF WAY LINE OF SOUTH MCINTYRE STREET AS RECORDED AT RECEIPTION NO. 86086082 OF THE RECORDS OF THE JEFFERSON COUNTY CLERK AND RECORDER;
THENCE ALONG SAID EASTERLY RIGHT OF WAY LINE THE FOLLOWING TWO (2) COURSES:

1. THENCE ALONG THE ARC OF A NON-TANGENT CURVE TO THE LEFT HAVING A CENTRAL ANGLE OF 27°19'42", A RADIUS OF 1210.86 FEET, AN ARC LENGTH OF 577.55 FEET, AND A CHORD THAT BEARS SOUTH 05°28'06" WEST;
2. THENCE SOUTH 12°31'55" EAST, A DISTANCE OF 1444.32 FEET TO A POINT ON THE SOUTH LINE OF THE NORTHWEST QUARTER OF SAID SECTION 26;

THENCE NORTH 89°32'27" EAST, ALONG SAID SOUTH LINE, A DISTANCE OF 1746.48 FEET TO THE SOUTHEAST CORNER OF LOT 3, BLOCK 6, SAID SPRINGFIELD GREEN;

THENCE ALONG THE EASTERLY LINES OF SAID LOT 3 THE FOLLOWING THREE (3) COURSES:

1. THENCE NORTH 00°21'13" WEST, A DISTANCE OF 1286.13 FEET;
2. THENCE NORTH 35°58'22" WEST, A DISTANCE OF 713.78 FEET;

3. THENCE NORTH 54°01'38" EAST, A DISTANCE OF 203.84 FEET TO THE NORTHEASTERLY CORNER OF SAID LOT 3;

THENCE NORTH 89°24'16" EAST, ALONG THE NORTHERLY LINE OF LOT 2, SAID BLOCK 6, A DISTANCE OF 575.76 FEET TO THE NORTHEASTERLY CORNER OF SAID LOT 2;

THENCE SOUTH 00°09'40" EAST, ALONG THE EASTERLY LINE OF SAID LOT 2, A DISTANCE OF 659.28 FEET TO THE SOUTHEASTERLY CORNER OF SAID LOT 2; THENCE NORTH 89°24'09" EAST, ALONG THE NORTHERLY RIGHT OF WAY LINE OF WEST EVANS AVENUE AS DEDICATED BY SAID SPRINGFIELD GREEN, A DISTANCE OF 181.19 FEET;

THENCE SOUTH 00°02'48" EAST, ALONG THE EASTERLY BOUNDARY OF WEST EVANS AVENUE AS DEDICATED BY SAID SPRINGFIELD GREEN, AND ALONG THE EASTERLY LINE OF LOT 1, SAID BLOCK 6, A DISTANCE OF 1326.90 FEET TO A POINT ON THE SOUTH LINE OF THE NORTHEAST QUARTER OF SAID SECTION 25;

THENCE NORTH 89°09'01" EAST, ALONG SAID SOUTH LINE, A DISTANCE OF 1192.09 FEET TO THE SOUTHEAST CORNER OF THAT PARCEL RECORDED AT RECEPTION NO. 81000621 OF THE RECORDS OF THE JEFFERSON COUNTY CLERK AND RECORDER;

THENCE NORTH 00°02'48" WEST, ALONG THE EASTERLY LINE OF SAID PARCEL RECORDED AT RECEPTION NO. 81000621 A DISTANCE OF 1318.39 FEET TO A POINT ON THE NORTHERLY LINE OF SAID SPRINGFIELD GREEN;

THENCE NORTH 89°24'09" EAST, ALONG SAID NORTHERLY LINE, A DISTANCE OF 1340.83 FEET TO THE NORTHEASTERLY CORNER OF SAID SPRINGFIELD GREEN SUBDIVISION;

THENCE SOUTH 00°04'03" WEST, ALONG THE EASTERLY LINE OF SAID SPRINGFIELD GREEN, A DISTANCE OF 1315.81 FEET TO THE **POINT OF BEGINNING**;

SAID PARCEL CONTAINS 481.35 ACRES, MORE OR LESS.

I, THOMAS D. STAAB, A SURVEYOR LICENSED IN THE STATE OF COLORADO, DO HEREBY CERTIFY THAT THE ABOVE LEGAL DESCRIPTION WAS PREPARED BY ME OR UNDER MY DIRECT SUPERVISION AND CHECKING, AND IS CORRECT AND ACCURATE, TO THE BEST OF MY KNOWLEDGE AND BELIEF.

THOMAS D. STAAB, PLS 25965
FOR AND ON BEHALF OF
CARROLL & LANGE, INC.
165 SOUTH UNION BLVD., SUITE 156
LAKEWOOD, CO 80228

