FALCON FIELD

METROPOLITAN DISTRICT

EL PASO COUNTY, COLORADO

Submitted:

May 31, 2019

Resubmitted:

February 4, 2020

SERVICE PLAN FOR

FALCON FIELD METROPOLITAN DISTRICT

Prepared by:

WHITE BEAR ANKELE TANAKA & WALDRON Attorneys at Law 2154 East Commons Avenue, Suite 2000 Centennial, Colorado 80122

Submitted: May 31, 2019 Resubmitted: February 4, 2020

Applicants

Falcon Field Metropolitan District	Falcon Field LLC
Attn: George Rowley, Esq.	Attn: P.J. Anderson
Allison Fogg, Esq.	31 North Tejon, Suite 516
c/o White Bear Ankele Tanaka & Waldron	Colorado Springs, CO 80903
2154 E Commons Avenue, Suite 2000	Email: pja5713@gmail.com
Centennial, Colorado 80228	Phone: 719-331-2732
Phone: (303) 858-1800	
Email: growley@wbapc.com	Attn: Jim Berger
	3230 Electra Drive
	Colorado Springs, CO 80906
	Email: Papaberg34@aol.com

Consultants

<u>Underwriter</u>	District's Counsel
D.A. Davidson & Co.	White Bear Ankele Tanaka & Waldron, P.C.
Attn: Zach Bishop	Attn: George M. Rowley, Esq.
1550 Market Street, Suite 300	Allison Fogg, Esq.
Denver, Colorado 80202	2154 East Commons Avenue, Suite 2000
Phone: (303) 764-5768	Centennial, Colorado 80122
Email: ssharp@dadco.com	Phone: (303) 858-1800
-	Email: growley@wbapc.com

Engineer	
Springs Engineering, LLC	
31 North Tejon, Suite 516	
Colorado Springs, CO 80903	

TABLE OF CONTENTS

I.	EXECUTIVE SUMMARY1		
II.	DEFINITIONS2		
III.	INTRO	ODUCTION4	
	A.	Background4	
	B.	Overall Purpose and Intent	
	C.	Need For The District	
	D.	County Objectives in Forming the District	
	E.	Specific Purposes -Facilities and Services	
	F.	1.Water62.Sanitation73.Street Improvements74.Transportation75.Safety Protection76.Drainage77.Parks and Recreation88.Mosquito Control89.Television Relay and Translation810.Covenant Enforcement and Design Review811.Security Services912.Solid Waste Disposal90Other Powers92.Amendments93.Authority to Modify Implementation of Financing Plan and Public Infrastructure9	
	G.	Other Statutory Powers	
	H.	Eminent Domain	
	I.	Intergovernmental Agreements (IGAs)9	
	J.	Description of Proposed Boundaries and Service Area10	
		1.District Boundaries	

		5. Material Modifications/Service Plan Amendment	10
IV.	DEVE	ELOPMENT ANALYSIS	11
	A.	Existing Developed Conditions	11
	B.	Total Development at Project Buildout	11
	C.	Development Phasing and Absorption	11
	D.	Status of Underlying Land Use Approvals	11
V.	INFR.	ASTRUCTURE SUMMARY	12
VI.	VI. FINANCIAL PLAN SUMMARY		12
	A.	Financial Plan Assumptions and Debt Capacity Model	12
	В.	Maximum Authorized Debt	12
	C.	Maximum Mill Levies	13
		 Maximum Debt Service Mill Levy Maximum Operational Mill Levy	13 13
	D.	Maximum Maturity Period for Debt	13
	E.	Developer Funding Agreements	14
	F.	Privately Placed Debt Limitation	14
	G.	Revenue Obligations	14
VII.	OVERLAPPING TAXING ENTITIES, NEIGHBORING JURISDICTIONS15		
	A.	Overlapping Taxing Entities	15
	B.	Neighboring Jurisdictions	15
VIII.	DISS	OLUTION	16
	A.	Dissolution	16
	B.	Administrative Dissolution	16
IX.	COM	PLIANCE	16
X.	MISC	ELLANEOUS	17

	А.	Special District Act17
	B.	Disclosure to Prospective Purchasers
	C.	Local Improvements17
	D.	Service Plan not a Contract17
	E.	Land Use and Development Approvals17
XI.	CONC	CLUSION17

EXHIBITS

- **EXHIBIT A** Maps and Legal Descriptions
 - A-1 Vicinity Map
 - A-2 District Boundary Map
 - A-3 Legal Description of District Boundaries
- **EXHIBIT B** Development Summary
- **EXHIBIT C** Estimated Infrastructure Capital Costs
- **EXHIBIT D** Financial Plan Summary
- **EXHIBIT E** Annual Report and Disclosure Form

I. <u>EXECUTIVE SUMMARY</u>

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

Proposed District:	Falcon Field Metropolitan District (the "District")
Property Owner:	Falcon Field LLC
Developer:	Falcon Field LLC
Description of Development:	The proposed Falcon Field Development consists of approximately fifty- eight (58) acres, located wholly within El Paso County, and will consist of a mix of 275,500 square feet of commercial uses.
Proposed Improvements Financed:	Water, streets, traffic and safety controls, parks and recreation, drainage, including storm water drainage, sanitary sewer, and related grading, and television relay and translation.
District Location:	Southeast of the intersection of Woodmen Road and Highway 24.
Proposed Ongoing Services:	It is anticipated that any Public Improvements not conveyed to the County, Woodman Hills Metropolitan District, other appropriate jurisdiction or an owners' association will be owned, operated and maintained by the District. Specifically, the District anticipates providing storm drainage/detention ponds, and covenant control for the Project and properties included within the District's boundaries.
Infrastructure Capital Costs:	Approximately \$13,110,000
Maximum Debt Authorization:	\$ 20,000,000
Proposed Debt Mill Levy:	30 Mills, subject to the Gallagher Adjustment
Proposed O & M Mill Levy:	5 Mills, subject to the Gallagher Adjustment
Proposed Special Purpose Mill Levy:	1 Mill, subject to the Gallagher Adjustment
Proposed Maximum Mill Levies:	36 Mills, subject to the Gallagher Adjustment
Proposed Fees:	All fees, rates, tolls, penalties, or charges as authorized in Section 32-1-1001(1)(j)(I), C.R.S. Capital facility fee/development fee and operations, maintenance and administrative fees may be imposed by the

II. <u>DEFINITIONS</u>

The following terms are specifically defined for use in this Service Plan, for specific definitions of terms not listed below please also refer to the El Paso County Special District Policies, the El Paso County Land Development Code and Colorado Revised Statutes, as may be applicable.

<u>Additional Inclusion Areas</u>: means real property located within a 5 mile radius of the combined area described in **Exhibit A-3**, and as depicted in **Exhibit A-2**, that may be included upon petition of the property owners thereof.

<u>Annual Report and Disclosure Statement</u>: means the statement of the same name required to be filed annually with the Board of County Commissioners pursuant to Resolution 06- 472 as may be amended.

Board: means the board of directors of the District.

Board of County Commissioners: means the Board of County Commissioners of El Paso County.

<u>Conventional Representative District</u>: means a Title 32 special district, which is structured to allow all residents and property owners to participate in elections for the Board of Directors, as otherwise allowed by Statute.

County: means El Paso County, Colorado

<u>Debt</u>: means bonds or other obligations for the payment of which the District has promised to impose an *ad valorem* property tax mill levy without such promise being subject to annual appropriation.

<u>Developer Funding Agreement</u>: means an agreement of any kind executed between a special district and a Developer as this term is specifically defined below, including but not limited to advance funding agreements, reimbursement agreements or loans to the special district from a Developer, where such an agreement creates an obligation of any kind which may require the special district to re-pay the Developer. The term "Developer" means any person or entity (including but not limited to corporations, venture partners, proprietorships, estates and trusts) that owns or has a contract to purchase undeveloped taxable real property greater than or equal to ten percent (10%) of all real property located within the boundaries of the special district. The term "Developer Funding Agreement" shall not extend to any such obligation listed above if such obligation has been converted to Debt issued by the special district to evidence the obligation to repay such Developer Funding Agreement, including the purchase of such Debt by a Developer.

District: means the Falcon Field Metropolitan District as described in this Service Plan.

<u>District Boundaries</u>: means the initial boundaries of the District as described in Section III.J.1., depicted on the map in **Exhibit A-2**, and as legally described in the legal description found at **Exhibit A-3**.

External Financial Advisor: means a consultant that: (i) advises Colorado governmental entities on matters relating to the issuance of securities by Colorado governmental entities, including matters such as the pricing, sales and marketing of such securities and the procuring of bond ratings, credit enhancement and insurance in respect of such securities; (ii) shall be an underwriter, investment banker, or individual listed as a public finance advisor in the Bond Buyer's Municipal Market Place;

and (iii) is not an officer or employee of the District and has not been otherwise engaged to provide services in connection with the transaction related to the applicable Debt.

<u>Financial Plan</u>: means the Financial Plan as provided in **Exhibit D** attached hereto and as described in Section VI that describes generally: (i) the manner in which the Public Improvements are to be financed; (ii) the manner in which the Debt is expected to be incurred; and (iii) the estimated operating revenue to be derived from property taxes for the first budget year.

<u>Gallagher Adjustment</u>: means an allowed adjustment to the Maximum Debt Service Mill Levy, Maximum Operational Mill Levy, or Maximum Special Mill Purpose Levy intended to offset the effect of adjustments to the ratio between market value and assessed value of taxable property within the District that would cause a reduction in the revenue otherwise produced from such Maximums based on the ratio between market value and assessed value as of January 1 in the year in which the District's organizational election is held.

<u>Inclusion Agreement</u>: means the Inclusion and Service Agreement, by and between, the Woodmen Hills Metropolitan District and Falcon Field LLC, dated March 29, 2019.

<u>Local Public Improvements</u>: means facilities and other improvements which are or will be dedicated to the State, County or another governmental or quasi-governmental entity for substantially public use, but which do not qualify under the definition of Regional Public Improvements. Examples would include local streets and appurtenant facilities, water and sewer lines which serve individual properties and drainage facilities that do not qualify as reimbursable under adopted drainage basin planning studies.

<u>Material Modification</u>: has the meaning described in Section 32-1-207, C.R.S., as it may be amended from time to time.

<u>Maximum Combined Mill Levy</u>: means the maximum combined ad valorem mill levy the District may certify against any property within the District for any purposes.

<u>Maximum Debt Authorization</u>: means the maximum principal amount of Debt that the District may have outstanding at any time, which under this Service Plan is \$ 20,000,000.

<u>Maximum Debt Service Mill Levy</u>: means the maximum ad valorem mill levy the District may certify against any property within the District for the purpose of servicing any Debt incurred by or on behalf of the District.

<u>Maximum Operational Mill Levy</u>: means the maximum ad valorem mill levy the District may certify against any property within the District for the purposes providing revenues for ongoing operation, maintenance, administration or any other allowable services and activities other than the servicing of Debt. This Maximum Operational Mill Levy is exclusive of any Maximum Special Purpose Mill Levy which might be separately authorized.

<u>Maximum Special Purpose Mill Levy</u>: means the maximum ad valorem mill levy which is allowed in addition to the allowable Maximum Debt Service Mill Levy and the Maximum Operational Mill Levy, which the District is required to impose and certify against any property within the District and remit to WHMD, as more particularly described in Section VI.C.3.

<u>Planning and Community Development Department</u>: means the department of the County formally charged with administering the development regulations of the County.

<u>Project</u>: means the fifty-eight (58) acre area planned for commercial development, commonly known as Falcon Field development contained within the District's boundaries.<u>Public Improvements</u>: means those improvements constituting Regional Public Improvements and Local Public Improvements collectively.

<u>Regional Public Improvements</u>: means facilities and other improvements which are or will be dedicated to the State, County or another governmental or quasi-governmental entity for substantially public use, and which serve the needs of the region.

<u>Revenue Obligations</u>: means bonds or other obligations not subject to annual appropriation that are payable from a pledge of revenues other than *ad valorem* property taxes.

<u>Service Area:</u> means the property within the District Boundaries, and property included within the District from time to time, as permitted hereunder.

Service Plan: means this Service Plan for the District.

<u>Special District Act</u>: means Section 32-1-101, <u>et seq</u>., of the Colorado Revised Statutes, as amended from time to time.

<u>Special Purpose Mill Levy</u>: means the ad valorem mill levy the District is required to impose and certify against any property within the District and remit to WHMD, as more particularly described in Section VI.C.3.</u>

<u>State</u>: means the State of Colorado.

<u>Underlying Land Use Approvals</u>: means Board of County Commissioners approval of the applicable land use plans that form the basis for the need for the District and its proposed financing plan and/or services. Such approvals may be in the form of one or a combination of Sketch Plans, Generalized Planned Unit Development (PUD) Development Plans, site-specific PUD plans, or subdivision plans.

WHMD: means the Woodmen Hills Metropolitan District.

III. <u>INTRODUCTION</u>

A. <u>Background</u>

The District is being formed to construct, install, finance, operate and maintain certain public improvements to serve the needs of the Project.

In anticipation of the submittal of this Service Plan, the Project, consisting of the District Boundaries, was included into WHMD boundaries, pursuant to an Order for Inclusion processed in accordance with Sections 32-1-401 *et seq.*, C.R.S., and granted by the County District Court and recorded with the County Clerk and Recorder on April 29, 2019 at Reception No. 219044856. The inclusion is subject to the terms and conditions set forth in the Inclusion and Service Agreement, entered into by WHMD and the Developer, on March 29, 2019 (the "**Inclusion Agreement**").

Upon formation of the District, the District will be within WHMD's boundaries and therefore is deemed an "Overlapping District" pursuant to Section 32-1-107, C.R.S. As evidenced in the Inclusion Agreement and in accordance with Section 32-1-107(3)(b)(IV), C.R.S., the District received WHMD's consent as an overlapping special district authorized to provide the same services as the District, pursuant to the terms set forth in the Inclusion Agreement.

As contemplated in this Service Plan and set forth in the Inclusion Agreement, it is anticipated that the District will finance and construct, certain off-site and on-site, sanitary and water facilities to serve both the District and WHMD, in exchange for WHMD providing the sanitary and water services to the District Boundaries. In addition, the District is authorized to finance and construct parks and recreation facilities, but shall not provide parks and recreation services, such services will be provided by WHMD. Pursuant to the terms of the Inclusion Agreement, it is further anticipated, that the water and sewer facilities financed and constructed by the District will be conveyed to WHMD for operations and maintenance. It is anticipated that the District will maintain a number of drainage ponds and drainage channels, as well as parking and landscaping within the Project.

B. <u>Overall Purpose and Intent</u>

The District will be created pursuant to the Special District Act, and is being organized as a Conventional Representative District under El Paso County policies. The District is an independent unit of local government, separate and distinct from the County, and, except as may otherwise be provided for by State or local law or this Service Plan, its activities are subject to review by the County only insofar as they may deviate in a material matter from the requirements of the Service Plan. It is intended that the District, in its discretion, will provide a part or all of various Public Improvements necessary and appropriate for the development of a project within the unincorporated County to be known as "Falcon Field" (the "Project"). The Public Improvements will be constructed for the use and benefit of all anticipated inhabitants, property owners and taxpayers of the District. The primary purpose of the District will be to finance the construction of these Public Improvements. Additional major purposes will include any ongoing operation and maintenance of the Public Improvements within the District not otherwise dedicated to WHMD, the County, the State or third party entities for ownership and/or ongoing operation and maintenance, including but not limited to, stormwater detention ponds and channel improvements.

C. <u>Need For The District</u>

There are currently no private parties or other governmental entities, located in the immediate vicinity of the District that consider it desirable, feasible or practical to undertake the planning, design, acquisition, construction installation, relocation, redevelopment and financing of the Public Improvements needed for the Project. Formation of the District is therefore necessary in order for the Public Improvements required for the Project to be provided in the most economic manner possible. Due to the unique issues associated with the Project, as further described in Section III.J.4., substantial costs will be incurred related to the design and construction of channel improvements and oversized-detention ponds necessary due to the developed flows from developments uphill from the Property. In addition, the District will also finance and construct improvements to Highway 24 benefiting the larger community. By utilizing the District to support the Public Improvements, the costs can be financed

over an extended period of time on a tax-exempt basis and paid from a deductible property tax mill levy by those that directly benefit.

D. <u>County Objectives in Forming the District</u>

The County recognizes this District as an independent quasi-municipal entity which is duly authorized for the purposes and functions identified in the Service Plan. Future County involvement in the affairs of the District will generally be limited to functions as required by the Colorado Revised Statutes, reporting and disclosure functions, determinations as to compliance with the limits as set forth in this Service Plan or any conditions attached to its approval, as well as additional activities or relationships as may be stipulated in any intergovernmental agreements which may be entered in to between the District and the County in the future.

In approving this Service Plan the objectives of the County include an intent to allow the applicants reasonable access to public tax-exempt financing for reasonable costs associated with the generally identified Public Improvements and to allow the applicants the ability to prudently obligate future property owners for a reasonable share of the repayment costs of the Public Improvements which will benefit the properties within this District.

It is the additional objective of the County to allow for this District to provide for the identified ongoing services which either cannot or will not be provided by the County and/ or other districts.

In approving this District as a Conventional Representative District, it is also an objective of the County to maximize opportunities for full representative participation on the part of future eligible electors. However, because many of the critical financing decisions will be made prior to the existence of resident electors, it is the further intent of the County to accommodate and allow for reasonable and constructive ongoing notice to future property owners of the probable financial impacts associated with owning property within the District.

E. <u>Specific Purposes - Facilities and Services</u>

The District is authorized to provide the following facilities and services, both within and without the boundaries of the District as may be necessary:

1. <u>Water</u>. The design, acquisition, construction, installation and operation and maintenance of a complete water and irrigation water system, including but not limited to water rights, water quality, treatment, storage, pumping, transmission and distribution systems for domestic and other public or private purposes, together with all necessary and proper treatment 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, but excluding private on-site development.

Pursuant to the conditions set forth in the Inclusion Agreement, it is anticipated the District will provide for the financing, design, permitting, construction and installation of the off-site and on-site water Public Improvements. All water Public Improvements constructed in connection to the Inclusion Agreement are anticipated to be dedicated to WHMD. Any water improvements not conveyed to WHMD, the County, other appropriate jurisdiction or an owners' association will be owned and maintained by the District. While it is anticipated that the WHMD will provide the water service to endusers, it is the District's intent for the organization of the District and the development of the Project to comply with the policies set forth in the El Paso County Water Master Plan. In addition, the District does not intend to join the El Paso County Water Authority following formation.

2. <u>Sanitation</u>. The design, acquisition, construction, installation, relocation, operation and maintenance of sanitation improvements including, but not limited to, sanitary sewer transmission lines, wastewater systems, wastewater treatment, together with all necessary, incidental and appurtenant facilities, land and easements, and all extensions of and improvements to said facilities.

Pursuant to the conditions set forth in the Inclusion Agreement, it is anticipated the District will provide for the financing, design, permitting, construction and installation of the off-site and on-site sanitation and wastewater Public Improvements. All sanitation and wastewater Public Improvements constructed in connection to and pursuant to the terms of the Inclusion Agreement are anticipated to be dedicated to WHMD.

3. <u>Street Improvements</u>. The design, acquisition, installation, construction and operation and maintenance of improvements to existing roadways as well as new roadway improvements, including but not limited to curbs, sidewalks, bridges, underpasses, streets, medians, roundabouts, islands, paving, lighting, sleeving, grading, landscaping, and other street improvements, together with all necessary, incidental, and appurtenant facilities, together with extensions of and improvements to said facilities. It is anticipated that street improvements will be conveyed to the County; however, those street improvements not conveyed to the County, other appropriate jurisdiction or an owners' association will be owned and maintained by the District. It is anticipated that the District will own and maintain landscape tracts within the Project.

4. <u>Transportation</u>. The design, acquisition, installation, construction and operation and maintenance of a system to transport the public by bus, rail or any other means of conveyance, or any combination thereof, including but not limited to, bus stops and shelters, park and ride facilities, parking facilities, bike storage facilities, together with all necessary, incidental and appurtenant facilities, land easements, and all extensions of and improvements to said facilities. It is anticipated that transportation improvements not conveyed to the State, County, or other appropriate or owners' association will be owned and maintenance by the District.

5. <u>Safety Protection</u>. The design, acquisition, installation and construction of traffic and safety protection facilities and services through traffic and safety controls and devices on streets and highways,, as well as other facilities and improvements including but not limited to, speed control devises, signalization at intersections, traffic signs, area identification signs, directional assistance, and driver information signs, together with all necessary, incidental, and appurtenant facilities, extensions of and improvements to said facilities. It is anticipated that safety protection improvements will be conveyed to the State or County; however, those safety protection improvements not conveyed to the State or County, other appropriate jurisdiction or an owners' association will be owned and maintained by the District.

6. <u>Drainage</u>. The design, acquisition, construction, installation, relocation and operation and maintenance of storm drainage improvements including, but not limited to, storm sewers, channels, flood and surface drainage, gutters, culverts, and other drainage facilities such as detention ponds, retaining walls, and all necessary or proper equipment and appurtenances, together with all

necessary, incidental and appurtenant facilities, and all necessary extensions of and improvements to said facilities or systems. It is anticipated that drainage improvements not conveyed to WHMD, the County, other appropriate jurisdiction or an owners' association will be owned and maintained by the District.

Pursuant to the conditions set forth in the Inclusion Agreement, it is anticipated the District will provide for the financing, design, permitting, construction and installation of the off-site and on-site drainage Public Improvements. Any drainage improvements not conveyed to WHMD, the County, other appropriate jurisdiction or an owners' association will be owned and maintained by the District. It is anticipated that the District will maintain a number of drainage ponds and drainage channels within the Project.

7. <u>Parks and Recreation</u>. The design, acquisition, construction, installation and operation and maintenance of public park and recreation facilities including, but not limited to, pocket parks, paths, trails, fencing, open space, common areas, play structures, community pool and recreation center, street trees, streetscapes, entry features, landscaping and irrigation, weed control, outdoor lighting, together with all necessary, incidental and appurtenant facilities, and all necessary extensions of and improvements to said facilities or systems. It is anticipated that parks and recreation improvements will be conveyed to WHMD; however, those parks and recreation improvements not conveyed to WHMD, other appropriate jurisdiction or an owners' association will be owned and maintained by the District. It is anticipated that the District will own and maintain landscaping tracts within the Project.

Pursuant to the conditions set forth in the Inclusion Agreement, the District will not provide recreation programs or services, but may only finance and construct park and recreation facilities. It is anticipated that all park and recreation facilitates constructed by the District will be dedicated to WHMD.

The District shall not have the authority to apply for or utilize any Conservation Trust ("Lottery") funds without the express prior consent of the Board of County Commissioners and WHMD. The District shall have the authority to apply for and receive any other grant funds, including, but not limited to, Great Outdoors Colorado (GOCO) discretionary grants. Such approval, although required, is not considered to be a major modification which would require the need to revise this Service Plan.

8. <u>Mosquito Control</u>. Provide for the eradication and control of mosquitoes, including but not limited to elimination or treatment of breeding grounds and purchase, lease, contracting or other use of equipment or supplies for mosquito control.

9. <u>Television Relay and Translation</u>. The design, acquisition, construction, installation, and operation and maintenance of television relay and translation facilities and programs, together with all necessary, incidental and appurtenant facilities, land and easements, and all extensions of and improvements to said facilities.

10. <u>Covenant Enforcement and Design Review</u>. Subject to the provisions of Section 32-1-1004(8), C.R.S., the District shall have the power to furnish covenant enforcement and design review services within the Service Area.

11. <u>Security Services</u>. Subject to the provisions of Section 32-1-1004(7), C.R.S., the District shall have the power to furnish security services within the Service Area.

12. <u>Solid Waste Disposal</u>. Subject to the provisions of Section 32-1-1006(6) and (7) C.R.S., the District shall have the power to furnish solid waste disposal facilities or collection and transportation of solid waste.

F. Other Powers

1. <u>Operations and Maintenance</u>. The District shall be authorized to operate and maintain the Public Improvements not conveyed to the County, WHMD, other governmental entities having proper jurisdiction, or an owners' association. It is anticipated that the District will maintain a number of drainage ponds and drainage channels, as well as parking and landscaping within the Project.

2. <u>Amendments</u>. The District shall have the power to amend this Service Plan as needed, subject to appropriate statutory procedures as set forth in Section 32-1-207, C.R.S.

3. <u>Authority to Modify Implementation of Financing Plan and Public Infrastructure</u>. Without amending this Service Plan, the District may defer, forego, reschedule or restructure the financing and construction of certain improvements and facilities, to better accommodate the pace of growth, resources availability, and potential inclusions of property within the District.

G. <u>Other Statutory Powers</u>

The District may exercise such powers as are expressly or impliedly granted by Colorado law, if not otherwise limited by the Service Plan or its conditions of approval.

H. <u>Eminent Domain</u>

The District may exercise the power of eminent domain or dominant eminent domain only as necessary to further the clear pubic purposes of the District.

The power of eminent domain and/or dominant eminent domain shall be limited to the acquisition of property that the District intends to own, control or maintain by the District or other governmental entity and is for the material use or benefit of the general public. The term "material use or benefit for the general public" shall not include the acquisition of property for the furtherance of an economic development plan, nor shall it include as a purpose an intent to convey such property or to make such property available to a private entity for economic development purposes. The phrase "furtherance of an economic development plan" does not include condemnation of property to facilitate public infrastructure that is necessary for the development of the Project.

I. Intergovernmental Agreements (IGAs)

The District is authorized to enter into IGAs to the extent permissible by law. It is anticipated that the District and WHMD will enter into an IGA to memorialize the terms of the Inclusion Agreement, including the imposition of the Special Purpose Mill Levy to be imposed by the District, as further described in Section VI.C.3 of this Service Plan.

J. Description of Proposed Boundaries and Service Area

1. <u>District Boundaries</u>. A vicinity map showing the general location of the District is included as **Exhibit A-1**. A map of the initially included properties is included at **Exhibit A-2**, with a legal description of its boundaries are found at **Exhibit A-3**.

2. <u>Additional Inclusion Areas</u>. At this time, Additional Inclusion Areas are not anticipated in addition to the initially included properties. However, in order to accommodate the needs of Project phasing and/or change in Development Plans, the boundaries of the District may be adjusted via inclusion or exclusion, and the District shall be authorized to include territory within the Additional Inclusion Area, upon petition of the property owner thereof, in accordance with applicable provisions of the Special District Act.

3. <u>Extraterritorial Service Areas</u>. The District does not anticipate providing services to areas outside of the District Boundaries and Additional Inclusion Areas. WHMD provides water, sewer and parks and recreation services to the property within the District Boundaries. While the District plans on providing for the financing and construction of the off-site water and sewer facilities, as specified in the Inclusion Agreement, the District will not be providing water, sewer or parks and recreation services.

4. <u>Analysis of Alternatives</u>. The Project is not presently served with the facilities proposed to be provided by the District, and neither the County nor any other special district have plans to provide such facilities within a reasonable time and on a comparable basis. There are currently no other governmental entities, including WHMD and the County, located in the immediate vicinity of the District that consider it desirable, feasible or practical to undertake the planning, design, acquisition, construction, installation, relocation, redevelopment and financing of the Public Improvements needed for the Project. Specifically, storm-water flows from the uphill developments of Meridian Ranch, Paint Brush Hills and WHMD are collected at and detained by four detention ponds owned by WHMD, these four ponds have caused severe damage and drainage issues to occur to the Property and underneath Highway 24. Because WHMD has no mill levy and no other legal revenue to maintain the drainage improvements, it was mutually agreed in the Inclusion process, that the District would be responsible for the maintenance of all storm-water facilities located within its boundaries.

To develop the Project, it is imperative that the District be organized to assist with the financing of the Public Improvements. Substantial infrastructure costs will be incurred related to the channel improvements and oversized-detention ponds necessary to fix the drainage issues associated with the Property. In addition, the Project requires improvements to be constructed on Highway 24, including the rerouting of Rio Lane westerly through the Property. The significant costs associated with the drainage and Highway 24 improvements necessary to develop the Project are not feasible without the formation of a metropolitan district and the public financing options associated therewith. By utilizing a metropolitan district to support the costs associated with the construction of the Public Improvements, the Project remains competitive and financially viable.

5. <u>Material Modifications/Service Plan Amendment</u>. Material modifications of this Service Plan shall, at a minimum, trigger the need for prior approval of the Board of County Commissioners at an advertised public hearing and may require a need for a complete resubmittal of an amended Service Plan along with a hearing before the County's planning commission. For the purpose of this Service Plan the following changes shall be considered material modifications:

(a) Any change in the basic services provided by the District, including the addition of any types of services not authorized by this Service Plan.

(b) Any other matter which is now, or may in the future, be described as a material modification by the Special District Act.

(c) Imposition of a mill levy in excess of any of the Maximum Mill Levies as authorized in this approved Service Plan.

(d) Issuance of Debt in excess of the Maximum Debt Authorization authorized in this Service Plan

(e) Issuance of any Debt with a maturity period of greater than thirty (30) years, from the date of issuance of such Debt.

(f) Creation of any sub-districts as contemplated in the Special District Act.

(g) Inclusion into the District of any property over a five (5) mile radius from the combined area of the District Boundaries and the property described in **Exhibit A-3**, unless explicitly contemplated in this Service Plan.

IV. <u>DEVELOPMENT ANALYSIS</u>

A. Existing Developed Conditions

There is currently no development within the District boundaries, but there is a house, barn, and corral on the property.

B. <u>Total Development at Project Buildout</u>

The project area consists of approximately fifty-eight (58) acres of land. The project is anticipated to include 275,500 square feet of commercial development.

C. <u>Development Phasing and Absorption</u>

Absorption of the project is projected to take 5 years, beginning in 2021 and ending in 2026 and is further described in the Development Summary Table found at **Exhibit B**.

D. <u>Status of Underlying Land Use Approvals</u>

Rezoning of the property within the District Boundaries to CR Commercial is anticipated to occur either concurrently with or shortly after the approval of this Service Plan. It is necessary for this Service Plan to be processed prior to final action on underlying land use approvals in order for the District to meet the statutory deadlines associated with the organization and election in May 2020.

As provided in Section III.I of the El Paso County Special District Policies, the Applicant understands that sufficient conditions may be placed on the service plan to address potential

subsequent denial or modification of the land use applications, and that the County is under no obligation to approve the subsequent land use applications.

V. INFRASTRUCTURE SUMMARY

Attached as **Exhibit C** is summary of the estimated costs of Public Improvements which are anticipated to be required within this District. A general description of the categories of Public Improvements is included in Section III.E. of this Service Plan. The total costs of the Public Improvement is estimated to be approximately 13,110,000, in year 2019 dollars. It is estimated that the District will finance approximately all of this estimated amount, but the amount ultimately financed, or reimbursed, by the District will be subject to the Maximum Authorized Debt limit.

All Public Improvements will be designed and constructed in accordance with the standards of the governmental entity to which such Public Improvements will be dedicated (including, with respect to storm sewer and drainage facilities, the applicable NPDES standards), and otherwise in accordance with applicable El Paso County standards. The composition of specific Public Improvements will be determined in connection with applicable future land use and development approvals required by El Paso County rules and regulations.

VI. <u>FINANCIAL PLAN SUMMARY</u>

A. Financial Plan Assumptions and Debt Capacity Model

The Financial Plan, attached as **Exhibit D**, provides a summary of development assumptions, projected assessed valuation, description of revenue sources (including applicable mill levies and fees, and any other legally available revenue) and expenses for both operations and debt service, and an overall debt capacity model associated with projected future development of the Project. The model demonstrates that the District is capable of providing sufficient and economic service within the Project, and that the District has or will have the financial ability to discharge the District's Debt on a reasonable basis. The financial model attached as **Exhibit D** is an example of the manner in which the District may finance the Public Improvements. The specific structure for financing the Public Improvements shall be determined in the discretion of the Board of Directors of the District, subject to the limitations set forth in this Service Plan. The parameters in the Financial Plan are based upon current estimates and will change based on actual development of the Project.

The Financial Plan is one projection of the issuance of Debt by the District based on certain development assumptions. It is expected that actual development (including, but not limited to product types, market values, and absorption rates) will vary from that projected and illustrated in the Financial Plan, which variations and deviations shall not constitute a material modification of this Service Plan. Notwithstanding anything in this Service Plan to the contrary, the projections set forth in this Service Plan and the Financial Plan are projections based upon current market conditions. The actual amounts, interest rates, and terms of any Debt will likely change from that reflected in the Financial Plan and each issue of Debt will be based upon the actual conditions existing at the time of issuance, subject to the limitations of the Service Plan.

B. <u>Maximum Authorized Debt</u>

The District is authorized to issue Debt up to \$20,000,000 million in principal amount. The Districts shall not issue Debt in excess of the Maximum Authorized Debt; provided, however, any refunding Debt shall not count against the Maximum Authorized Debt. The Maximum Authorized Debt established in this Service Plan accounts for future changes due to market changes, changes in development approvals, and inflation and is intended to provide sufficient flexibility without the need for future amendments to this Service Plan.

The District shall not be authorized to issue debt until and unless approval of a rezoning, a preliminary plan, and final plat have been obtained and unless such approvals are consistent with the assumed land uses and densities identified within this Service Plan, and are consistent with the associated financial plan.

C. <u>Maximum Mill Levies</u>

1. <u>Maximum Debt Service Mill Levy</u>. The Maximum Debt Service Mill Levy shall be thirty (30) mills, subject to Gallagher Adjustment. All Debt issued by the District must be issued in compliance with the requirements of Section 32-1-1101, C.R.S. and all other requirements of State law.

2. <u>Maximum Operational Mill Levy</u>. The Maximum Operational Mill Levy Cap shall be five (5) mills, subject to Gallagher Adjustment.

3. <u>Maximum Special Purpose Mill Levy</u>. The District shall impose the Special Purpose Mill Levy at a rate not to exceed one (1) mill, subject to Gallagher Adjustment, and remit the revenues received to WHMD, to allocate towards its Park and Recreation Fund. The Special Purpose Mill Levy shall not count against the Maximum Debt Service Mill Levy or the Maximum Operational Mill Levy.

It is anticipated that the District and WHMD will memorialize the District's imposition of the Special Purpose Mill Levy in an intergovernmental agreement. Such intergovernmental agreement will provide, among other things, the procedure and timing of remittance of revenues to WHMD.

4. <u>Maximum Combined Mill Levy</u>. The Maximum Combined Mill Levy is thirtysix (36) Mills, subject to Gallagher Adjustment.

Increases to or removal of any of the Maximum Mill Levies, excluding the Special Purpose Mill Levy, shall be subject to Board of County Commissioners approval without the need for a formal Service Plan Amendment (unless the Board otherwise requires).

D. <u>Maximum Maturity Period for Debt</u>

The period of maturity for issuance of any Debt (but not including Developer Funding Agreements) shall be limited to no more than thirty (30) years without express, prior approval of the Board of County Commissioners. Such approval, although required, is not considered to be a Material Modification of the Service Plan which would trigger the need to amend said Service Plan. However, the District is specifically authorized to refund or restructure existing Debt so long as the period of maturity for the refunding or restructured Debt is no greater than 30 years from the date of the issuance thereof.

E. <u>Developer Funding Agreements</u>

The Developer does intend to enter into Developer Funding Agreements with the District in addition to recovery of the eligible costs associated with creation of this District. It is anticipated that in the formative years the District will have shortfalls in funding its capital costs and monthly operations and maintenance expenses. The Developer may fund these obligations for the District to promote the Project's development subject to the Developer being repaid from future District revenues.

Developer Funding Agreements may allow for the earning of simple interest thereon, but under no circumstances shall any such agreement permit the compounding of interest. The Developer Funding Agreements may permit an interest rate that does not exceed the prime interest rate plus two points thereon.

The maximum term for repayment of a Developer Funding Agreement shall be twenty (20) years from the date the District becomes obligated to repay the Developer Funding Agreement under the associated contractual obligation. For the purpose of this provision, Developer Funding Agreements are considered repaid once the obligations are fully paid in cash or when converted to bonded indebtedness of the District (including privately placed bonds). Any extension of such term is considered a Material Modification and must be approved by the Board of County Commissioners.

Required disclosure notices shall clearly identify the potential for the District to enter into obligations associated with Developer Funding Agreements.

F. Privately Placed Debt Limitation

Prior to the issuance of any privately placed Debt, the District shall obtain the certification of an External Financial Advisor in substantially the same form as follows: We are [I am] an External Financial Advisor within the meaning of the District's Service Plan.

We [I] certify that (1) the net effective interest rate (calculated as defined in Section 32-1-103(12), C.R.S.) to be borne by [insert the designation of the Debt] does not exceed a reasonable current [tax- exempt] [taxable] interest rate, using criteria deemed appropriate by us [me] and based upon our [my] analysis of comparable high yield securities; and (2) the structure of [insert designation of the Debt], including maturities and early redemption provisions, is reasonable considering the financial circumstances of the District.

G. <u>Revenue Obligations</u>

The District shall also be permitted to issue Revenue Obligations in such amount as the District may determine. Amounts issued as Revenue Obligations are not subject to the Maximum Debt Authorization

VII. OVERLAPPING TAXING ENTITIES, NEIGHBORING JURISDICTIONS

A. <u>Overlapping Taxing Entities</u>

The directly overlapping taxing entities and their respective year 2018 mill levies areas

follows:

El Paso County	7.738 mills
El Paso County Road and Bridge	0.330 mills
School District No. 49	43.044 mills
Pikes Peak Library District	4.000 mills
Falcon Fire Protection District	14.886 mills
El Paso Conservation	0.000 mills
Upper BLK Squirrel CRK Ground Water	1.082 mills
WHMD	0.000 mills

Total Existing Mill Levy: 71.080 mills

The total mill levy including the initially proposed District mill levy is 107.080 mills.

The District does not anticipate any adverse impacts to the listed entities in this Section. Because the District and WHMD overlap and have water, sewer and park and recreation powers, their relationship and coordination of such facilities and services will be governed pursuant to the conditions set forth in the Inclusion Agreement and this Service Plan.

B. <u>Neighboring Jurisdictions</u>

The following additional taxing and/or service providing entities include territory within three miles of the District Boundaries.

4-Way Ranch Metro #1 4-Way Ranch Metro #2 Banning Lewis Ranch Metro #3 Banning Lewis Ranch Metro #4 Banning Lewis Ranch Regional Metro Bent Grass Metropolitan **Black Forest Fire Protection Bobcat Meadows Metropolitan** Central Colorado Conservation **City Of Colorado Springs** El Paso County El Paso County Conservation El Paso County Pid #2 El Paso County School No 49 Falcon Fire Protection Falcon Highlands Metropolitan

Falcon Regional Transportation Metro Meridian Ranch Metro 2018 Subdistrict Meridian Ranch Metropolitan Paint Brush Hills Md- Subdistrict A Paint Brush Hills Metropolitan Peyton Fire Protection Peyton School No 23 Pikes Peak Library Southeastern Colo Water Conservancy Sterling Ranch Metro #1 Upper Blk Squirrel Crk Ground Water Westmoor Water & Sanitation Woodmen Hills Metropolitan Woodmen Road Metropolitan

The District does not anticipate any adverse impacts to the listed entities in this Section.

VIII. DISSOLUTION

A. <u>Dissolution</u>

Upon an independent determination of the Board of County Commissioners that the purposes for which the District was created have been accomplished, the District agrees to file a petition in the appropriate District Court for dissolution, pursuant to the applicable State statutes. In no event shall dissolution occur until the District has provided for the payment or discharge of all of its outstanding indebtedness and other financial obligations as required pursuant to State statutes.

B. <u>Administrative Dissolution</u>

The District shall be subject to administrative dissolution by the Division of Local Government as set forth in Section 32-1-710, C.R.S.

IX. <u>COMPLIANCE</u>

A. An Annual Report and Disclosure Form will be required and submitted as described in C.R.S. 32-1-207(3)(d) and as further articulated by Board of County Commissioners Resolution No. 07-273.

B. Material Modifications of this Service Plan shall be subject to the provisions contained in Section 32-1-207, C.R.S., relating to approvals and notices thereof.

X. <u>MISCELLANEOUS</u>

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

A. <u>Special District Act</u>

The contemplated municipal services are under the jurisdiction of the Special District Act and not the Public Utilities Commission.

B. <u>Disclosure to Prospective Purchasers</u>

After formation of the District, and in conjunction with final platting of any properties within the proposed District, the applicable Board of Directors of the District shall prepare a notice acceptable to the Planning and Community Development Department Staff informing all purchasers of property within the District of the District's existence, purpose and debt, taxing, and other revenue-raising powers and limitations. Such notice obligation shall be deemed satisfied by recording the notice with this Service Plan and each final plat associated with the Project, or by such other means as the Department approves. Such notice shall be modified to address the potential for future Debt issuance which may be required to meet the obligations associated with loans incurred by the District. In conjunction with subsequent plat recordings, Planning and Community Development Department staff is authorized to administratively approve updates of the disclosure form to reflect current information.

C. Local Improvements

Prior to the financing of Local Public Improvements, and if required by County policy uniformly applied, agreements shall be in place to prevent a loss of sales tax revenue from sales of construction materials which would otherwise accrue to the County.

D. <u>Service Plan not a Contract</u>

The grant of authority contained in this Service Plan does not constitute the agreement or binding commitment of the District enforceable by third parties to undertake the activities described, or to undertake such activities exactly as described.

E. Land Use and Development Approvals

Approval of this Service Plan does not imply approval of the development of a specific area within the Project, nor does it imply approval of the number of residential units or the total site/floor area of commercial or industrial buildings identified in this Service Plan or any of the exhibits attached thereto. All such land use and development approvals shall be processed and obtained in accordance with applicable El Paso County rules, regulations and policies.

XI. <u>CONCLUSION</u>

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

A. There is sufficient existing and projected need for organized service in the area to be serviced by the proposed District;

B. The existing service in the area to be served by the proposed District is inadequate for present and projected needs

C. The proposed District is capable of providing economical and sufficient service to the Project;

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

E. Adequate service is not, and will not be, available to the area through the County or other existing municipal or quasi-municipal corporations, including existing special districts, within a reasonable time and on a comparable basis;

F. The facility and service standards of the proposed District are compatible with the facility and service standards of the County;

G. The proposal is in substantial compliance with the County master plan; and

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

EXHIBIT A

MAPS AND LEGAL DESCRIPTIONS

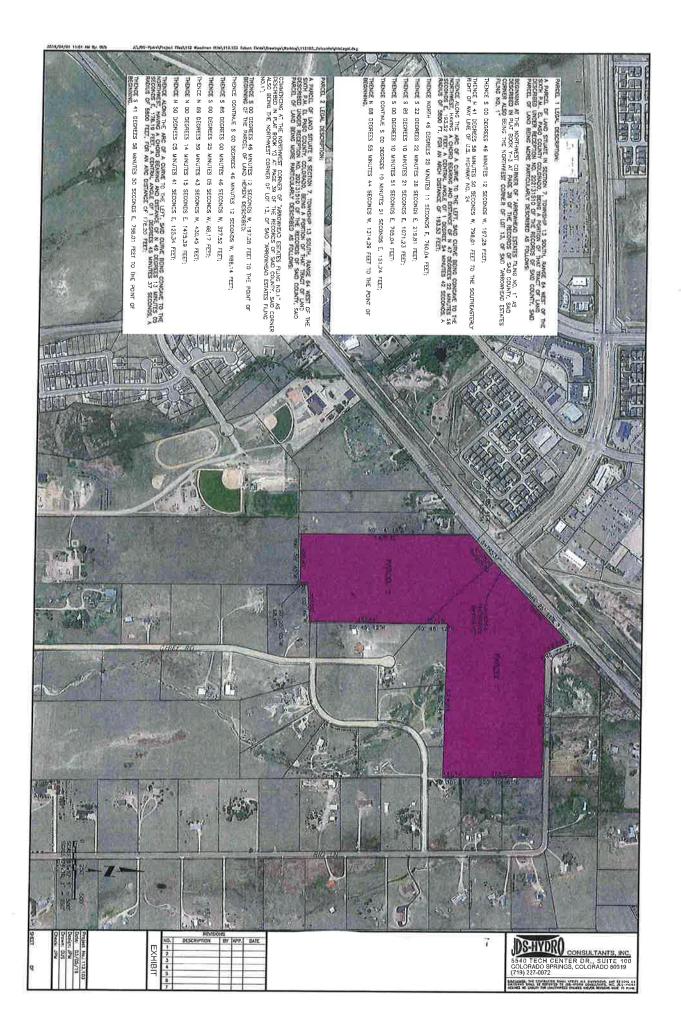
EXHIBIT A-1

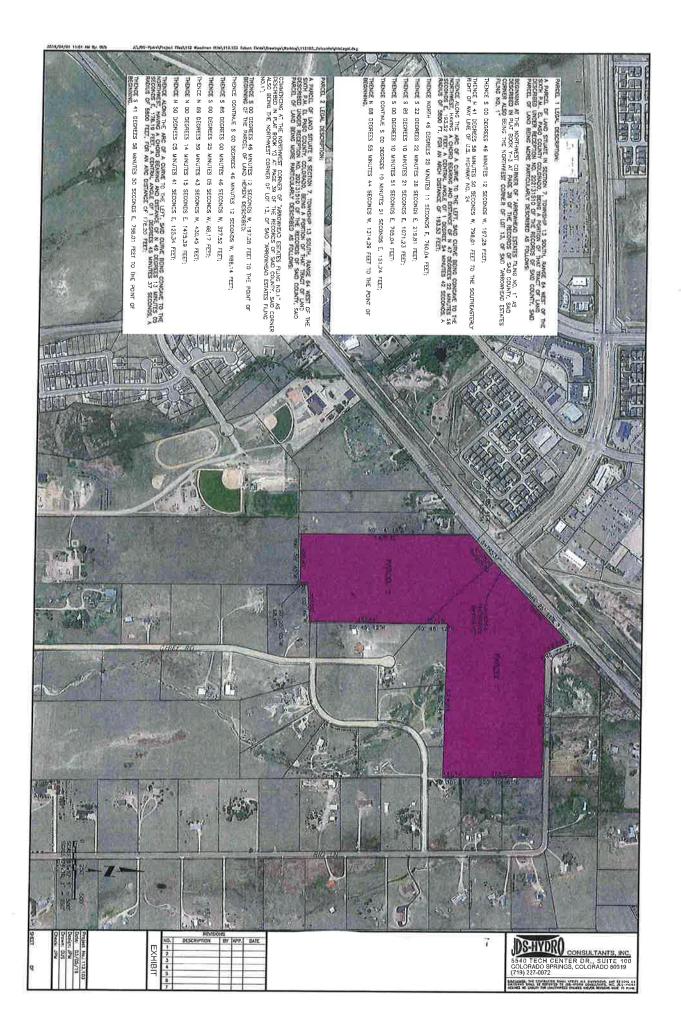
VICINITY MAP



EXHIBIT A-2

DISTRICT BOUNDARY MAP





PARCEL 1 LEGAL DESCRIPTION

A PARCEL OF LAND SITUATE IN SECTION 7, TOWNSHIP 13 SOUTH, RANGE 64 WEST OF THE SIXTH P.M., EL PASO COUNTY COLORADO, BEING A PORTION OF THAT TRACT OF LAND DESCRIBED UNDER RECEPTION NO. 202131510 OF THE RECORDS OF SAID COUNTY, SAID PARCEL OF LAND BEING MORE PARTICULARLY DESCRIBED AS FOLLOWS:

BEGINNING AT THE NORTHWEST CORNER OF "ARROWHEAD ESTATES FILING NO. 1" AS DESCRIBED IN PLAT BOOK Y-3 AT PAGE 39 OF THE RECORDS OF SAID COUNTY, SAID CORNER ALSO BEING THE NORTHWEST CORNER OF LOT 13, OF SAID "ARROWHEAD ESTATES FILING NO. 1"

THENCE S 00 DEGREES 46 MINUTES 12 SECONDS W, 197.28 FEET;

THENCE N 41 DEGREES 58 MINUTES 50 SECONDS W, 798 FEET TO THE SOUTHEASTERLY RIGHT OF WAY LINE OF U.S. HIGHWAY NO. 24

THENCE ALONG THE ARC OF A CURVE TO THE LEFT, SAID CURVE BEING CONCAVE TO THE NORTHWEST, HAVING A CHORD BEARING AND DISTANCE OF N 47 DEGREES 22 MINUTES 56 SECONDS E, 193.52 FEET, A CENTRAL ANGLE OF 1 DEGREE 54 MINUTES 42 SECONDS, A RADIUS OF 5800 FT. FOR AN ARCH DISTANCE OF 193.53 FEET;

THENCE NORTH 46 DEGREES 25 MINUTES 11 SECONDS E, 760.04 FEET;

THENCE S 22 DEGREES 22 MINUTES 28 SECONDS E, 219.81 FEET;

THENCE S 89 DEGREES 10 MINUTES 21 SECONDS E, 1071.23 FEET;

THENCE S 00 DEGREES 10 MINUTES 51 SECONDS E, 705.04 FEET;

THENCE CONTINUE S 00 DEGREES 10 MINUTES 51 SECONDS E, 151.74 FEET;

THENCE N 88 DEGREES 55 MINUTES 44 SECONDS W, 1314.29 FEET TO THE POINT OF BEGINNING.

PARCEL 2 LEGAL DESCRIPTION

A PARCEL OF LAND SITUATE IN SECTION 7, TOWNSHIP 13 SOUTH, RANGE 64 WEST OF THE SIXTH P.M. EL PASO COUNTY, COLORADO, BEING A PORTION OF THAT TRACT OF LAND DESCRIBED UNDER RECEPTION NO. 202131510 OF THE RECORDS OF SAID COUNTY, SAID PARCEL OF LAND BEING MORE PARTICULARLY DESCRIBED AS FOLLOWS:

COMMENCING AT THE NORTHWEST CORNER OF "ARROWHEAD ESTATES FILING NO. 1" AS DESCRIBED IN PLAT BOOK Y3 AT PAGE 39 OF THE RECORDS OF SAID COUNTY, SAID CORNER ALSO BEING THE NORTHWEST CORNER OF LOT 13, OF SAID "ARROWHEAD ESTATES FILING NO. 1";

THENCE S 00 DEGREES 46 MINUTES 12 SECONDS W, 197.28 FEET TO THE POINT OF BEGINNING OF THE PARCEL OF LAND HERIN DESCRIBED;

THENCE CONTINUE 00 DEGREES 46 MINUTES 12 SECONDS W, 988.14 FEET;

THENCE S 86 DEGREES 00 MINUTES 46 SECONDS W, 327.52 FEET;

THENCE S 00 DEGREES 25 MINUTES 05 SECONDS W, 68.17 FEET;

THENCE N 89 DEGREES 59 MINUTES 43 SECONDS W, 430.45 FEET;

THENCE N 00 DEGREES 14 MINUTES 15 SECONDS E, 125.34 FEET;

THENCE ALONG THE ARC OF A CURVE TO THE LEFT, SAID CURVE BEING CONCAVE TO THE NORTHWEST, HAVING A CHORD BEARING AND DISTANCE OF N 49 DEGREES 13 MINUTES 05 SECONDS E, 178.19 FEET, A CENTRAL ANGLE OF 1 DEGREES 45 MINUTES 37 SECONDS, A RADIUS OF 5800 FEET, FOR AN ARC DISTANCE OF 178.20 FEET;

THENCE S 41 DEGREES 58 MINUTES 50 SECONDS E, 798.01 FEET TO THE POINT OF BEGINNING.

EXHIBIT A-3

LEGAL DESCRIPTION OF DISTRICT BOUNDARIES

PARCEL 1 LEGAL DESCRIPTION

A PARCEL OF LAND SITUATE IN SECTION 7, TOWNSHIP 13 SOUTH, RANGE 64 WEST OF THE SIXTH P.M., EL PASO COUNTY COLORADO, BEING A PORTION OF THAT TRACT OF LAND DESCRIBED UNDER RECEPTION NO. 202131510 OF THE RECORDS OF SAID COUNTY, SAID PARCEL OF LAND BEING MORE PARTICULARLY DESCRIBED AS FOLLOWS:

BEGINNING AT THE NORTHWEST CORNER OF "ARROWHEAD ESTATES FILING NO. 1" AS DESCRIBED IN PLAT BOOK Y-3 AT PAGE 39 OF THE RECORDS OF SAID COUNTY, SAID CORNER ALSO BEING THE NORTHWEST CORNER OF LOT 13, OF SAID "ARROWHEAD ESTATES FILING NO. 1"

THENCE S 00 DEGREES 46 MINUTES 12 SECONDS W, 197.28 FEET;

THENCE N 41 DEGREES 58 MINUTES 50 SECONDS W, 798 FEET TO THE SOUTHEASTERLY RIGHT OF WAY LINE OF U.S. HIGHWAY NO. 24

THENCE ALONG THE ARC OF A CURVE TO THE LEFT, SAID CURVE BEING CONCAVE TO THE NORTHWEST, HAVING A CHORD BEARING AND DISTANCE OF N 47 DEGREES 22 MINUTES 56 SECONDS E, 193.52 FEET, A CENTRAL ANGLE OF 1 DEGREE 54 MINUTES 42 SECONDS, A RADIUS OF 5800 FT. FOR AN ARCH DISTANCE OF 193.53 FEET;

THENCE NORTH 46 DEGREES 25 MINUTES 11 SECONDS E, 760.04 FEET;

THENCE S 22 DEGREES 22 MINUTES 28 SECONDS E, 219.81 FEET;

THENCE S 89 DEGREES 10 MINUTES 21 SECONDS E, 1071.23 FEET;

THENCE S 00 DEGREES 10 MINUTES 51 SECONDS E, 705.04 FEET;

THENCE CONTINUE S 00 DEGREES 10 MINUTES 51 SECONDS E, 151.74 FEET;

THENCE N 88 DEGREES 55 MINUTES 44 SECONDS W, 1314.29 FEET TO THE POINT OF BEGINNING.

PARCEL 2 LEGAL DESCRIPTION

A PARCEL OF LAND SITUATE IN SECTION 7, TOWNSHIP 13 SOUTH, RANGE 64 WEST OF THE SIXTH P.M. EL PASO COUNTY, COLORADO, BEING A PORTION OF THAT TRACT OF LAND DESCRIBED UNDER RECEPTION NO. 202131510 OF THE RECORDS OF SAID COUNTY, SAID PARCEL OF LAND BEING MORE PARTICULARLY DESCRIBED AS FOLLOWS:

COMMENCING AT THE NORTHWEST CORNER OF "ARROWHEAD ESTATES FILING NO. 1" AS DESCRIBED IN PLAT BOOK Y3 AT PAGE 39 OF THE RECORDS OF SAID COUNTY, SAID CORNER ALSO BEING THE NORTHWEST CORNER OF LOT 13, OF SAID "ARROWHEAD ESTATES FILING NO. 1";

THENCE S 00 DEGREES 46 MINUTES 12 SECONDS W, 197.28 FEET TO THE POINT OF BEGINNING OF THE PARCEL OF LAND HERIN DESCRIBED;

THENCE CONTINUE 00 DEGREES 46 MINUTES 12 SECONDS W, 988.14 FEET;

THENCE S 86 DEGREES 00 MINUTES 46 SECONDS W, 327.52 FEET;

THENCE S 00 DEGREES 25 MINUTES 05 SECONDS W, 68.17 FEET;

THENCE N 89 DEGREES 59 MINUTES 43 SECONDS W, 430.45 FEET;

THENCE N 00 DEGREES 14 MINUTES 15 SECONDS E, 125.34 FEET;

THENCE ALONG THE ARC OF A CURVE TO THE LEFT, SAID CURVE BEING CONCAVE TO THE NORTHWEST, HAVING A CHORD BEARING AND DISTANCE OF N 49 DEGREES 13 MINUTES 05 SECONDS E, 178.19 FEET, A CENTRAL ANGLE OF 1 DEGREES 45 MINUTES 37 SECONDS, A RADIUS OF 5800 FEET, FOR AN ARC DISTANCE OF 178.20 FEET;

THENCE S 41 DEGREES 58 MINUTES 50 SECONDS E, 798.01 FEET TO THE POINT OF BEGINNING.

EXHIBIT B

DEVELOPMENT SUMMARY

DEVELOPMENT SUMMARY

A. Existing Development Conditions

The District's boundaries contain approximately 58 acres of undeveloped land. There is an existing vacant house in poor repair on the easterly portion of the Property together with an adjoining horse barn and corral, all of which will be removed and cleaned up prior to development. Boundary and topographic surveys have been completed along with preliminary engineering related to drainage as well as water and wastewater service. Wastewater service from an existing lift station owned by Woodmen Hills Metropolitan District can be accessed on a gravity flow basis from the Property. Determinations for the water rights underlying the site have been made by the Colorado Ground Water Commission, which water rights are being conveyed to the Woodmen Hills Metropolitan District in conjunction with the recent inclusion of the Property into that District. The developer and its consultants have met with the Colorado Department of Transportation regarding access to State Highway 24 and the State has provided preliminary linework and other information related to improvements necessary for the provision of access to and from the Property from State Highway 24. A drainage channel runs generally north to south through the Property. Erosion from this drainage channel has caused damages to adjoining property within the boundaries of the proposed district as well as properties and roads to the south. Development of this Project will require significant improvements consistent with the recommendations of the adopted Falcon Drainage Basin Study, the County and the Corps of Engineers.

B. Total Development at Project Buildout

At complete Project build-out, development within the District is planned to consist of approximately 275,500 square feet of commercial use including one large box user and twelve individual pad sites anticipated to be a mix of retail shopping and restaurants. The total estimated population of the District upon completion of development is 0 people.

C. Development Phasing and Absorption

Development in El Paso County has been primarily concentrated in the northern part of Colorado Springs metro area. Growing demand for retail development in the Northeast/East area of El Paso County combined with strong economic factors demonstrates a healthy retail market where the Project is located.

There is a growing demand for retail development in Northeast/East El Paso County. The Hoff and Leigh Retail Market Report for Q3, 2019 states that "despite active development on Northeast Colorado Springs, it has hardly been enough to keep up with exceptional demand. Moving into 2019, the retail vacancy rate in Northeast Colorado Springs was under 4%, the lowest of the decade." Hoff&Leigh, Market Report Retail Q3 2019, P. 3 (2019).

CBRE Colorado Research ("CBRE") specialized in retail properties statistics and trends reported in its H1 2019 Colorado Springs Retail Marketview, a positive absorption rate for retail properties sized 5,000 square feet or larger, meaning, more commercial space was

leased than what was vacated/supplied in the market. CBRE Colorado Research, Colorado Springs Retail Marketview 2019, P. 2 (2019).

In 2019, CBRE reported that Colorado Springs will continue to see attention from national retailers who are closely following the population growth, which is currently concentrated in East El Paso County, where the Project is located. The Colorado Springs population grew 13.6% between 2010 to 2018 and is substantially higher than the U.S. metro average of just 6.8%. In addition, CBRE reported "Colorado Springs retail, being such a healthy and liquid market, will continue to receive investor interest from both out of state and local investors". CBRE Colorado Research, Colorado Springs Retail Marketview 2019, P. 11 (2019).

The Project will capitalize on this growing need providing a mix of retail shopping and restaurants. Absorption of the project is projected to take six years, beginning in 2021 and ending in 2026.

D. Status of Underlying Land Use Approvals

The Developer has held an Early Assistance meeting with the El Paso County Planning and Community Development Department concerning the rezoning of the Property. It is anticipated that a rezoning application for the CR Zone District will be submitted to the County concurrently with this Service Plan. The CR Zone District is believed to be consistent with the Falcon Small Area Master Plan which recommends commercial use at this location.

EXHIBIT C

ESTIMATED INFRASTRUCTURE CAPITAL COSTS

FALCON FIELD METROPOLITAN DISTRICT – ESTIMATED CAPITAL IMPROVEMENT COSTS

Access to Highway 24 and other street improvements:

The primary access to the property will be an extension of Woodmen Road south from State Highway 24. This will require modification of the intersection and signal. Estimated cost for the intersection improvements, accessory lanes culvert extension and signal modifications is \$2,000,000.

In addition, it is anticipated that CDOT will require Rio Lane to be rerouted through the subject property for access at Woodmen Road and SH 24, eliminating the existing intersection of Rio Lane with SH 24. This will require a crossing of the Eastern Tributary of the Falcon Basin with a box culvert structure.

Estimated Total: \$3,000,000

Sanitary Sewer:

An 8-inch sanitary sewer line needs to be extended from the WHMD lift station southwest of the site up to the subject property and then through to the proposed commercial use east of the drainage channel. Preliminary analysis indicates that a sewer line can be extended at average slopes of approximately 0.7% which is above the minimal slope required by WHMD. The total length of the sewer line from the lift station to the northeast corner of the site is 7,366 ft.

Pursuant to the Inclusion Agreement with WHMD, FFMD is responsible for its share of the WHMD's new ~\$2M lift station which share is to be based on the percentage of flow contribution to the lift station.

Internal sanitary sewer lines, the exact lengths to be determined.

Estimated Total: \$2,500,000

Water:

Water will be extended approximately 1300 feet from the north and with a bore under SH24 to provide water to the site. In addition, water will need to be extended approximately 1200 feet from the west to complete a loop. The water line is anticipated to be 12". The total loop may not be required at the beginning of development.

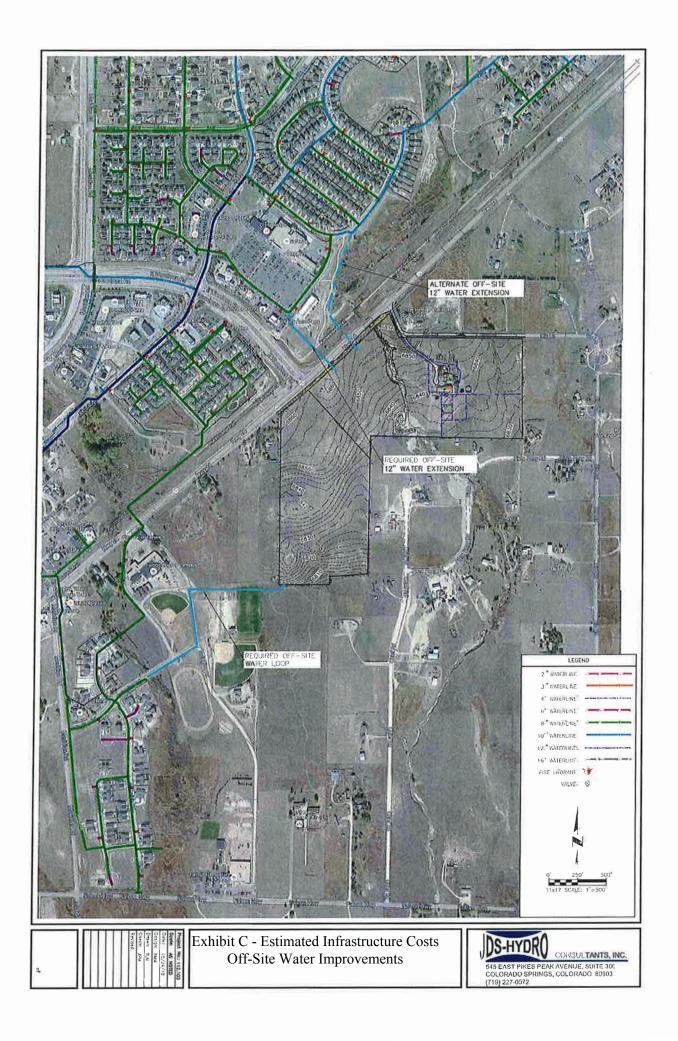
Internal water lines, the exact lengths to be determined.

Estimated Total: \$2,000,000

Drainage:

The site is bisected from north to south by a FEMA regulated floodplain. Offline detention ponds will be located on either side of the channel with additional ponds in the western and southern portion of the site. Channel improvements per the Falcon Master Basin Drainage Plan will be required. Total cost for ponds and channel improvements:

	Estimated Tota	l: \$2,000,000
	Subtotal:	\$9,500,000
Engineering & design (15%):		\$1,425,000
Subtotal:		<u>\$10,925,000</u>
Contingency (20%):		<u>\$2,185,000</u>
	Total:	\$13,110,000



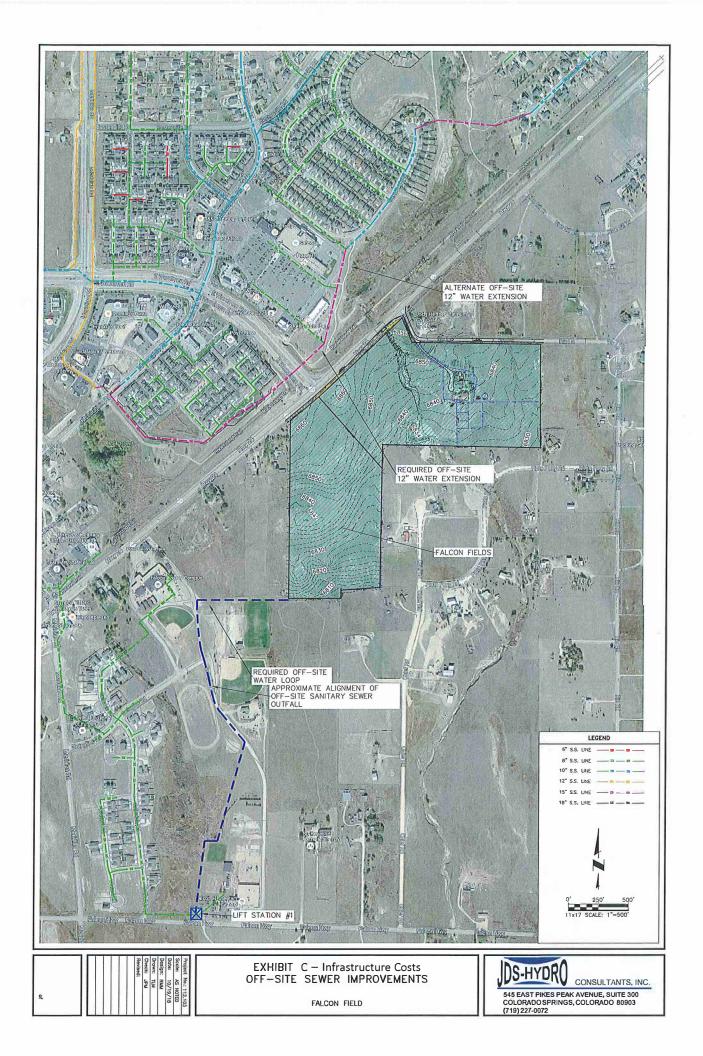


EXHIBIT D

FINANCIAL PLAN SUMMARY

Development Projection at 30.000 (target) District Mills plus Share of Avail. PIF Revenues -- 05/21/2019

Series 2023A, G.O. Bonds, Non-Rated, 130x, 30-yr. Maturity; plus Series 2023B Cash-Flow Subs

		As'ed Value		Mkt Value		As'ed Value		District	District	District
		@ 29.00%		Biennial		@ 29.00%	Total	D/S Mill Levy	D/S Mill Levy	S.O. Taxes
	Cumulative	of Market	Total Comm'l	Reasses'mt	Cumulative	of Market	Assessed	[30.000 Target]	Collections	Collected
(EAR	Market Value	(2-yr lag)	Sq. Ft.	@ 2.0%	Market Value	(2-yr lag)	Value	[30.000 Cap]	@ 98%	@ 6%
2019	0		0		0					
2020	0		0		0					
2021	0	0	0		0	0	\$0			
2022	1,565,000	0	0	0	0	0	0	30.000	\$0	:
2023	200,000	0	243,500		16,940,063	0	0	30.000	0	
2024	200,000	453,850	16,000	338,801	19,487,026	0	453,850	30.000	13,343	80
2025	0	58,000	16,000		21,739,351	4,912,618	4,970,618	30.000	146,136	8,76
2026	0	58,000	0	434,787	22,174,138	5,651,238	5,709,238	30.000	167,852	10,07
2027	0	0	0		22,174,138	6,304,412	6,304,412	30.000	185,350	11,12
2028	0	0	0	443,483	22,617,621	6,430,500	6,430,500	30.000	189,057	11,34
2029	0	0	0		22,617,621	6,430,500	6,430,500	30.000	189,057	11,34
2030	0	0	0	452,352	23,069,973	6,559,110	6,559,110	30.000	192,838	11,57
2031	0	0	0		23,069,973	6,559,110	6,559,110	30.000	192,838	11,5
2032	0	0	0	461,399	23,531,373	6,690,292	6,690,292	30.000	196,695	11,8
2033	0	0	0		23,531,373	6,690,292	6,690,292	30.000	196,695	11,8
2034	0	0	0	470,627	24,002,000	6,824,098	6,824,098	30.000	200,628	12,0
2035	0	0	0		24,002,000	6,824,098	6,824,098	30.000	200,628	12,0
2036	0	0	0	480,040	24,482,040	6,960,580	6,960,580	30.000	204,641	12,2
2037	0	0	0		24,482,040	6,960,580	6,960,580	30.000	204,641	12,2
2038	0	0	0	489,641	24,971,681	7,099,792	7,099,792	30.000	208,734	12,5
2039	0	0	0	,-	24,971,681	7,099,792	7,099,792	30.000	208,734	12,5
2040	0	0		499,434	25,471,115	7,241,787	7,241,787	30.000	212,909	12,7
2041	0	0		, -	25,471,115	7,241,787	7,241,787	30.000	212,909	12,7
2042	0	0		509,422	25,980,537	7,386,623	7,386,623	30.000	217,167	13,0
2043	0	0			25,980,537	7,386,623	7,386,623	30.000	217,167	13,0
2044	0	0		519,611	26,500,148	7,534,356	7,534,356	30.000	221,510	13,2
2045	0	0			26,500,148	7,534,356	7,534,356	30.000	221,510	13,2
2046	0	0		530,003	27,030,151	7,685,043	7,685,043	30.000	225,940	13,5
2047	0	0			27,030,151	7,685,043	7,685,043	30.000	225,940	13,5
2048	0	0		540,603	27,570,754	7,838,744	7,838,744	30.000	230,459	13,8
2049	0	0		,	27,570,754	7,838,744	7,838,744	30.000	230,459	13,8
2050	0	0		551,415	28,122,169	7,995,519	7,995,519	30.000	235,068	14,1
2051	0	0			28,122,169	7,995,519	7,995,519	30.000	235,068	14,1
2052	0	0		562,443	28,684,612	8,155,429	8,155,429	30.000	239,770	14,3
2053	0	0			28,684,612	8,155,429	8,155,429	30.000	239,770	14,3
			275,500	7,284,062					6,063,511	363,8

L

Development Projection at 30.000 (target) District Mills plus Share of Avail. PIF Revenues -- 05/21/2019

Series 2023A, G.O. Bonds, Non-Rated, 130x, 30-yr. Maturity; plus Series 2023B Cash-Flow Subs

		1	1	Ser. 2023A							
	Annual	Annual		\$14,880,000 Par		Surplus		Senior	Senior	Cov. of Net DS:	Cov. of Net DS:
	Sales	Credit PIF		[Net \$12.967 MM]	Annual	Release	Cumulative	Debt/	Debt/	@ 30.000 target	@ 30.000 Cap
	Revenue	Revenue	Net Available	Net Debt	Surplus	Relieude	Surplus	Assessed	Act'l Value	e concer larger	e concer cup
YEAR	infl. @ 1.0%	@ 1.00%	for Debt Svc	Service	ourpluo	to \$1,488,000	\$1,488,000 Target	Ratio	Ratio	+ PIF Revs	+ PIF Revs
2019	0	0	\$0								
2020	0	0	0		n/a						
2021	0	0	0		n/a						
2022	0	0	0		n/a						
2023	43,510,255	435,103	435,103	\$0	435,103		\$435,103	3279%	76%	0.0%	0.0%
2024	68,020,057	680,201	694,344	585,900	108,444	0	543,547	299%	68%	118.5%	118.5%
2025	94,077,223	940,772	1,095,677	841,200	254,477	0	798,023	260%	67%	130.3%	130.3%
2026	97,162,266	971,623	1,149,545	883,050	266,495	0	1,064,519	233%	66%	130.2%	130.2%
2027	99,216,746	992,167	1,188,638	912,538	276,101	0	1,340,619	227%	64%	130.3%	130.3%
2028	100,208,913	1,002,089	1,202,489	920,188	282,302	134,921	1,488,000	224%	64%	130.7%	130.7%
2029	101,211,002	1,012,110	1,212,510	932,050	280,460	280,460	1,488,000	217%	62%	130.1%	130.1%
2030	102,223,112	1,022,231	1,226,639	942,863	283,777	283,777	1,488,000	214%	61%	130.1%	130.1%
2031	103,245,343	1,032,453	1,236,862	947,625	289,237	289,237	1,488,000	207%	59%	130.5%	130.5%
2032	104,277,797	1,042,778	1,251,274	961,600	289,674	289,674	1,488,000	203%	58%	130.1%	130.1%
2033	105,320,575	1,053,206	1,261,702	969,263	292,440	292,440	1,488,000	196%	56%	130.2%	130.2%
2034	106,373,781	1,063,738	1,276,404	980,875	295,529	295,529	1,488,000	192%	54%	130.1%	130.1%
2035	107,437,518	1,074,375	1,287,041	986,175	300,866	300,866	1,488,000	183%	52%	130.5%	130.5%
2036	108,511,894	1,085,119	1,302,038	1,000,425	301,613	301,613	1,488,000	179%	51%	130.1%	130.1%
2037	109,597,012	1,095,970	1,312,890	1,008,100	304,790	304,790	1,488,000	170%	48%	130.2%	130.2%
2038	110,692,983	1,106,930	1,328,188	1,019,463	308,725	308,725	1,488,000	165%	47%	130.3%	130.3%
2039	111,799,912	1,117,999	1,339,257	1,029,250	310,007	310,007	1,488,000	156%	44%	130.1%	130.1%
2040	112,917,912	1,129,179	1,354,862	1,037,463	317,400	317,400	1,488,000	150%	43%	130.6%	130.6%
2041	114,047,091	1,140,471	1,366,154	1,049,100	317,054	317,054	1,488,000	140%	40%	130.2%	130.2%
2042	115,187,562	1,151,876	1,382,072	1,058,900	323,172	323,172	1,488,000	133%	38%	130.5%	130.5%
2043	116,339,437	1,163,394	1,393,591	1,066,863	326,729	326,729	1,488,000	123%	35%	130.6%	130.6%
2044	117,502,832	1,175,028	1,409,829	1,082,988	326,841	326,841	1,488,000	115%	33%	130.2%	130.2%
2045	118,677,860	1,186,779	1,421,579	1,091,750	329,829	329,829	1,488,000	105%	30%	130.2%	130.2%
2046	119,864,638	1,198,646	1,438,143	1,103,413	334,731	334,731	1,488,000	96%	27%	130.3%	130.3%
2047	121,063,285	1,210,633	1,450,130	1,112,713	337,417	337,417	1,488,000	85%	24%	130.3%	130.3%
2048	122,273,918	1,222,739	1,467,026	1,124,650	342,376	342,376	1,488,000	75%	21%	130.4%	130.4%
2049	123,496,657	1,234,967	1,479,253	1,133,963	345,291	345,291	1,488,000	63%	18%	130.4%	130.4%
2050	124,731,623	1,247,316	1,496,489	1,150,650	345,839	345,839	1,488,000	52%	15%	130.1%	130.1%
2051	125,978,940	1,259,789	1,508,962	1,159,188	349,774	349,774	1,488,000	40%	11%	130.2%	130.2%
2052	127,238,729	1,272,387	1,526,543	1,169,838	356,706	356,706	1,488,000	27%	8%	130.5%	130.5%
2053	128,511,116	1,285,111	1,539,267	1,182,500	356,767	1,844,767	0	0%	0%	130.2%	130.2%
		33,607,180	40,034,501	30,444,538	9,589,964	9,589,964					

[DMay2119 23AnlbD]

Development Projection at 30.000 (target) District Mills plus Share of Avail. PIF Revenues -- 05/21/2019

Series 2023A, G.O. Bonds, Non-Rated, 130x, 30-yr. Maturity; plus Series 2023B Cash-Flow Subs

Cash-Flow Sub. Bonds > > >

YEAR	Surplus Available for Sub Debt Service	Application of Prior Year Surplus	Total Available for Sub Debt Service	Date Bonds Issued	Sub Bond Interest on Balance 8.00%	Less Payments Toward Sub Bond Interest	Accrued Interest + Int. on Bal. @ 8.00%	Less Payments Toward Accrued Interest	Balance of Accrued Interest	Sub Bonds Principal Issued	Less Payments Toward Bond Principal	Balance of Sub Bond Principal	Total Sub. Debt Pmts.	Surplus Cash Flow	Surplus Release	Cum. Surplus
2019																
2010																
2021																
2022																
2023	\$0		0	12/1/23	\$7,644	\$0	\$7,644	\$0	\$7,644	\$2,457,000	\$0	\$2,457,000	\$0	0		0
2024	0	0	0		196,560	0	197,172	0	204,816		0	2,457,000	0	0	0	0
2025	0	0	0		196,560	0	212,945	0	417,761		0	2,457,000	0	0	0	0
2026	0	0	0		196,560	0	229,981	0	647,742		0	2,457,000	0	0	0	0
2027	0	0	0		196,560	0	248,379	0	896,121		0	2,457,000	0	0	0	0
2028	134,921	0	134,921		196,560	134,921	133,328	0	1,029,449		0	2,457,000	134,921	0	0	0
2029	280,460	0	280,460		196,560	196,560	82,356	83,900	1,027,905		0	2,457,000	280,460	0	0	0
2030	283,777	0	283,777		196,560	196,560	82,232	87,217	1,022,921		0	2,457,000	283,777	0	0	0
2031	289,237	0	289,237		196,560	196,560	81,834	92,677	1,012,078		0	2,457,000	289,237	0	0	0
2032	289,674	0	289,674		196,560	196,560	80,966	93,114	999,930		0	2,457,000	289,674	0	0	0
2033	292,440	0	292,440		196,560	196,560	79,994	95,880	984,045		0	2,457,000	292,440	0	0	0
2034	295,529	0	295,529		196,560	196,560	78,724	98,969	963,800		0	2,457,000	295,529	0	0	0
2035	300,866	0	300,866		196,560	196,560	77,104	104,306	936,597		0	2,457,000	300,866	0	0	0
2036	301,613	0	301,613		196,560	196,560	74,928	105,053	906,471		0	2,457,000	301,613	0	0	0
2037	304,790	0	304,790		196,560	196,560	72,518	108,230	870,760		0	2,457,000	304,790	0	0	0
2038	308,725	0	308,725		196,560	196,560	69,661	112,165	828,255		0	2,457,000	308,725	0	0	0
2039	310,007	0	310,007		196,560	196,560	66,260	113,447	781,068		0	2,457,000	310,007	0	0	0
2040	317,400	0	317,400		196,560	196,560	62,485	120,840	722,714		0	2,457,000	317,400	0	0	0
2041	317,054	0	317,054		196,560	196,560	57,817	120,494	660,037		0	2,457,000	317,054	0	0	0
2042	323,172	0	323,172		196,560	196,560	52,803	126,612	586,228		0	2,457,000	323,172	0	0	0
2043	326,729	0	326,729		196,560	196,560	46,898	130,169	502,958		0	2,457,000	326,729	0	0	0
2044	326,841	0	326,841		196,560	196,560	40,237	130,281	412,913		0	2,457,000	326,841	0	0	0
2045	329,829	0	329,829		196,560	196,560	33,033	133,269	312,677		0	2,457,000	329,829	0	0	0
2046	334,731	0	334,731		196,560	196,560	25,014	138,171	199,520		0	2,457,000	334,731	0	0	0
2047	337,417	0	337,417		196,560	196,560	15,962	140,857	74,625		0	2,457,000	337,417	0	0	0
2048	342,376	0	342,376		196,560	196,560	5,970	80,595	0		65,000	2,392,000	342,155	221	0	221
2049	345,291	221	345,512		191,360	191,360	0	0	0		154,000	2,238,000	345,360	(69)	0	152
2050	345,839	152	345,990		179,040	179,040	0	0	0		166,000	2,072,000	345,040	799	0	950
2051	349,774	950	350,724		165,760	165,760	0	0	0		184,000	1,888,000	349,760	14	0	964
2052	356,706	964	357,670		151,040	151,040	0	0	0		206,000	1,682,000	357,040	(334)	0	630
2053	1,844,767	0	1,844,767		134,560	134,560	0	0	0		1,682,000	0	1,816,560	28,207	28,837	0
	9,589,964	2,287	9,592,251		5,743,404	4,887,881	2,216,246	2,216,246		2,457,000	2,457,000		9,561,127	28,837	28,837	
	I								COI (est.): Proceeds:	73,710 2,383,290						

Development Projection -- Buildout Plan (updated 5/21/19)

Commercial Development

			20	23: 4 Retail F	Pad Sites @ 4K	SF ea.			2024: 4 Retail Pad Sites @ 4K SF ea.					2025: 4 Retail Pad Sites @ 4K SF ea.										
		Incr/(Decr) in				Sales Tax		Annual Sales		Incr/(Decr) in				Sales Tax		Annual Sales		Incr/(Decr) in				Sales Tax		Annual Sales
		Finished Lot	Square Ft	per Sq Ft,		per Sq Ft,	Stab. /	Revenue		Finished Lot	Square Ft	per Sq Ft,		per Sq Ft,	Stab. /	Revenue		Finished Lot	Square Ft	per Sq Ft,		per Sq Ft,	Stab. /	Revenue
	SF	Value @	Completed	Inflated @	Market	Inflated @	Lease-Up		SF	Value @	Completed	Inflated @	Market	Inflated @	Lease-Up		SF	Value @	Completed	Inflated @	Market	Inflated @	Lease-Up	
YEAR	Devel'd	10%	16,000	2%	Value	1%	%	@ 100% factor	Devel'd	10%	16,000	2%	Value	1%	%	@ 100% factor	Devel'd	10%	16,000	2%	Value	1%	%	@ 100% factor
2019	0	0		\$125.00	\$0	\$250.00		0	0	0		\$125.00	\$0	\$250.00		0	0	0		\$125.00	\$0	\$250.00		0
2019	0	0		127.50	\$U 0	\$250.00 252.50		0	0	0		\$125.00 127.50	ېر 0	\$250.00 252.50		0	0	0		\$125.00 127.50	ېنې 0	\$250.00 252.50		0
2020	0	0		130.05	0	255.03		0	0	0		130.05	0	255.03		0	0	0		130.05	0	255.03		0
2022	16.000	200,000		132.65	0	257.58		0	0	0		132.65	0	257.58		0	0	0		132.65	0	257.58		0
2023	0	(200,000)	16,000	135.30	2.164.864	260.15	50%	2,081,208	16.000	200.000		135.30	0	260.15		0	0	0		135.30	0	260.15		0
2024	0	0	0	138.01	0	262.75	75%	3,153,030	0	(200,000)	16,000	138.01	2,208,162	262.75	50%	2,102,020	16,000	200,000		138.01	0	262.75		0
2025	0	0	0	140.77	0	265.38	100%	4,246,081	0	0	0	140.77	0	265.38	75%	3,184,560	0	(200,000)	16,000	140.77	2,252,325	265.38	50%	2,123,040
2026	0	0	0	143.59	0	268.03	100%	4,288,541	0	0	0	143.59	0	268.03	100%	4,288,541	0	0	0	143.59	0	268.03	75%	3,216,406
2027	0	0	0	146.46	0	270.71	100%	4,331,427	0	0	0	146.46	0	270.71	100%	4,331,427	0	0	0	146.46	0	270.71	100%	4,331,427
2028	0	0	0	149.39	0	273.42	100%	4,374,741	0	0	0	149.39	0	273.42	100%	4,374,741	0	0	0	149.39	0	273.42	100%	4,374,741
2029	0	0	0	152.37	0	276.16	100%	4,418,489	0	0	0	152.37	0	276.16	100%	4,418,489	0	0	0	152.37	0	276.16	100%	4,418,489
2030	0	0	0	155.42	0	278.92	100%	4,462,673	0	0	0	155.42	0	278.92	100%	4,462,673	0	0	0	155.42	0	278.92	100%	4,462,673
2031	0	0	0	158.53	0	281.71	100%	4,507,300	0	0	0	158.53	0	281.71	100%	4,507,300	0	0	0	158.53	0	281.71	100%	4,507,300
2032	0	0	0	161.70	0	284.52	100%	4,552,373	0	0	0	161.70	0	284.52	100%	4,552,373	0	0	0	161.70	0	284.52	100%	4,552,373
2033	0	0	0	164.93	0	287.37	100%	4,597,897	0	0	0	164.93	0	287.37	100%	4,597,897	0	0	0	164.93	0	287.37	100%	4,597,897
2034	0	0	0	168.23	0	290.24	100%	4,643,876	0	0	0	168.23	0	290.24	100%	4,643,876	0	0	0	168.23	0	290.24	100%	4,643,876
2035	0	0	0	171.60	0	293.14	100%	4,690,315	0	0	0	171.60	0	293.14	100%	4,690,315	0	0	0	171.60	0	293.14	100%	4,690,315
2036	0	0	0	175.03	0	296.08	100%	4,737,218	0	0	0	175.03	0	296.08	100%	4,737,218	0	0	0	175.03	0	296.08	100%	4,737,218
2037	0	0	0	178.53	0	299.04	100%	4,784,590	0	0	0	178.53	0	299.04	100%	4,784,590	0	0	0	178.53	0	299.04	100%	4,784,590
2038	0	0	0	182.10	0	302.03	100%	4,832,436	0	0	0	182.10	0	302.03	100%	4,832,436	0	0	0	182.10	0	302.03	100%	4,832,436
2039		0	0	185.74	0	305.05	100%	4,880,760		0	0	185.74	0	305.05	100%	4,880,760		0	0	185.74	0	305.05	100%	4,880,760
	16,000	0	16,000		2,164,864			73,582,954	16,000	0	16,000		2,208,162			69,389,216	16,000	0	16,000		2,252,325			65,153,540

Development Projection -- Buildout Plan (updated 5/21/19)

				1	Large Box Retail												
		Incr/(Decr) in			BOX Retall	Sales Tax		Annual Sales									
		Finished Lot	Square Ft	per Sq Ft,		per Sq Ft,	Stab. /	Revenue	Total	Total	Total		Platted &				
	SF	Value @	Completed	Inflated @	Market	Inflated @	Lease-Up		Commercial	Commercial	Annual Sales		oed Lots				
EAR	Devel'd	10%	227,500	2%	Value	1%	%	@ 100% factor	Market Value	Sq Ft	Revenue	Adjustment	Adjusted Value				
2019	0	0		\$60.00	\$0	\$350.00		0	0	0	0	0	(
2020	0	0		61.20	0	353.50		0	0	0	0	0	(
2021	0	0		62.42	0	357.04		0	0	0	0	0	(
2022	227,500	1,365,000		63.67	0	360.61		0	0	0	0	0	1,565,000				
2023	0	(1,365,000)	227,500	64.95	14,775,199	364.21	50%	41,429,047	16,940,063	243,500	43,510,255	0	(1,365,000				
2024	0	0	0	66.24	0	367.85	75%	62,765,006	2,208,162	16,000	68,020,057	0	(
2025	0	0	0	67.57	0	371.53	100%	84,523,542	2,252,325	16,000	94,077,223	0	(200,000				
2026	0	0	0	68.92	0	375.25	100%	85,368,777	0	0	97,162,266	0	(
2027	0	0	0	70.30	0	379.00	100%	86,222,465	0	0	99,216,746	0	(
2028	0	0	0	71.71	0	382.79	100%	87,084,690	0	0	100,208,913	0	(
2029	0	0	0	73.14	0	386.62	100%	87,955,537	0	0	101,211,002	0	(
2030	0	0	0	74.60	0	390.48	100%	88,835,092	0	0	102,223,112	0	(
2031	0	0	0	76.09	0	394.39	100%	89,723,443	0	0	103,245,343	0	(
2032	0	0	0	77.62	0	398.33	100%	90,620,677	0	0	104,277,797	0	(
2033	0	0	0	79.17	0	402.32	100%	91,526,884	0	0	105,320,575	0	(
2034	0	0	0	80.75	0	406.34	100%	92,442,153	0	0	106,373,781	0	(
2035	0	0	0	82.37	0	410.40	100%	93,366,575	0	0	107,437,518	0	(
2036	0	0	0	84.01	0	414.51	100%	94,300,240	0	0	108,511,894	0	(
2037	0	0	0	85.69	0	418.65	100%	95,243,243	0	0	109,597,012	0	(
2038	0	0	0	87.41	0	422.84	100%	96,195,675	0	0	110,692,983	0	(
2039		0	0	89.16	0	427.07	100%	97,157,632	0	0	111,799,912	0	(
	227,500	0	227,500		14,775,199			1,464,760,679	21,400,550	275,500	1,672,886,390	0					

Commercial Summary



SOURCES AND USES OF FUNDS

FALCON FIELD METROPOLITAN DISTRICT Combined Results

~~~~~

# GENERAL OBLIGATION BONDS, SERIES 2023A SUBORDINATE BONDS, SERIES 2023B

## [ Preliminary -- for discussion only ]

|                                                                           |                                            | /01/2023<br>/01/2023          |                                                   |
|---------------------------------------------------------------------------|--------------------------------------------|-------------------------------|---------------------------------------------------|
| Sources:                                                                  | SERIES 2023A                               | SERIES 2023B                  | Total                                             |
| Bond Proceeds:<br>Par Amount                                              | 14,880,000.00                              | 2,457,000.00                  | 17,337,000.00                                     |
|                                                                           | 14,880,000.00                              | 2,457,000.00                  | 17,337,000.00                                     |
| Uses:                                                                     | SERIES 2023A                               | SERIES 2023B                  | Total                                             |
| Project Fund Deposits:<br>Project Fund                                    | 12,967,262.50                              | 2,383,290.00                  | 15,350,552.50                                     |
| Other Fund Deposits:<br>Capitalized Interest<br>Debt Service Reserve Fund | 195,300.00<br>1,169,837.50<br>1,365,137.50 |                               | 195,300.00<br><u>1,169,837.50</u><br>1,365,137.50 |
| Delivery Date Expenses:<br>Cost of Issuance<br>Underwriter's Discount     | 250,000.00<br>297,600.00<br>547,600.00     | <u>73,710.00</u><br>73,710.00 | 250,000.00<br><u>371,310.00</u><br>621,310.00     |
|                                                                           | 14,880,000.00                              | 2,457,000.00                  | 17,337,000.00                                     |



# SOURCES AND USES OF FUNDS

### FALCON FIELD METROPOLITAN DISTRICT GENERAL OBLIGATION BONDS, SERIES 2023A 30.000 (target) Mills + Share of Avail. PIF Revenues Non-Rated, 130x, 30-yr. Maturity [ Preliminary -- for discussion only ]

|                         | Dated Date<br>Delivery Date                      | 12/01/2023<br>12/01/2023 |                                            |
|-------------------------|--------------------------------------------------|--------------------------|--------------------------------------------|
| Sources:                |                                                  |                          |                                            |
| Bond Procee<br>Par Amo  |                                                  |                          | 14,880,000.00                              |
|                         |                                                  |                          | 14,880,000.00                              |
| Uses:                   |                                                  |                          |                                            |
| Project Fund<br>Project |                                                  |                          | 12,967,262.50                              |
|                         | Deposits:<br>zed Interest<br>ervice Reserve Fund | _                        | 195,300.00<br>1,169,837.50<br>1,365,137.50 |
|                         | e Expenses:<br>Issuance<br>riter's Discount      | _                        | 250,000.00<br>297,600.00<br>547,600.00     |
| -                       |                                                  |                          | 14,880,000.00                              |



# BOND SUMMARY STATISTICS

### FALCON FIELD METROPOLITAN DISTRICT GENERAL OBLIGATION BONDS, SERIES 2023A 30.000 (target) Mills + Share of Avail. PIF Revenues Non-Rated, 130x, 30-yr. Maturity [ Preliminary -- for discussion only ]

| Dated Date<br>Delivery Date<br>First Coupon<br>Last Maturity                                                                                                                                                     | 12/01/2023<br>12/01/2023<br>06/01/2024<br>12/01/2053                                                                                                                           |
|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Arbitrage Yield<br>True Interest Cost (TIC)<br>Net Interest Cost (NIC)<br>All-In TIC<br>Average Coupon                                                                                                           | 5.250000%<br>5.414486%<br>5.250000%<br>5.556615%<br>5.250000%                                                                                                                  |
| Average Life (years)<br>Weighted Average Maturity (years)<br>Duration of Issue (years)                                                                                                                           | 21.671<br>21.671<br>12.551                                                                                                                                                     |
| Par Amount<br>Bond Proceeds<br>Total Interest<br>Net Interest<br>Bond Years from Dated Date<br>Bond Years from Delivery Date<br>Total Debt Service<br>Maximum Annual Debt Service<br>Average Annual Debt Service | $\begin{array}{c} 14,880,000.00\\ 14,880,000.00\\ 16,929,675.00\\ 17,227,275.00\\ 322,470,000.00\\ 322,470,000.00\\ 31,809,675.00\\ 2,352,337.50\\ 1,060,322.50\\ \end{array}$ |
| Underwriter's Fees (per \$1000)<br>Average Takedown<br>Other Fee                                                                                                                                                 | 20.00000                                                                                                                                                                       |
| Total Underwriter's Discount                                                                                                                                                                                     | 20.000000                                                                                                                                                                      |
| Bid Price                                                                                                                                                                                                        | 98.000000                                                                                                                                                                      |

| Bond Component     | Par<br>Value  | Price   | Average<br>Coupon | Average<br>Life | Average<br>Maturity<br>Date | PV of 1 bp<br>change |
|--------------------|---------------|---------|-------------------|-----------------|-----------------------------|----------------------|
| Term Bond due 2053 | 14,880,000.00 | 100.000 | 5.250%            | 21.671          | 08/02/2045                  | 22,468.80            |
|                    | 14,880,000.00 |         |                   | 21.671          |                             | 22,468.80            |

|                                                                           | TIC                     | All-In<br>TIC              | Arbitrage<br>Yield      |
|---------------------------------------------------------------------------|-------------------------|----------------------------|-------------------------|
| Par Value<br>+ Accrued Interest<br>+ Premium (Discount)                   | 14,880,000.00           | 14,880,000.00              | 14,880,000.00           |
| - Underwriter's Discount<br>- Cost of Issuance Expense<br>- Other Amounts | -297,600.00             | -297,600.00<br>-250,000.00 |                         |
| Target Value                                                              | 14,582,400.00           | 14,332,400.00              | 14,880,000.00           |
| Target Date<br>Yield                                                      | 12/01/2023<br>5.414486% | 12/01/2023<br>5.556615%    | 12/01/2023<br>5.250000% |



## BOND DEBT SERVICE

### FALCON FIELD METROPOLITAN DISTRICT GENERAL OBLIGATION BONDS, SERIES 2023A 30.000 (target) Mills + Share of Avail. PIF Revenues Non-Rated, 130x, 30-yr. Maturity [ Preliminary -- for discussion only ]

| Period<br>Ending         | Principal  | Coupon  | Interest                 | Debt Service             | Annual<br>Debt Service |
|--------------------------|------------|---------|--------------------------|--------------------------|------------------------|
| 06/01/2024               |            |         | 390,600.00               | 390,600.00               |                        |
| 12/01/2024               |            |         | 390,600.00               | 390,600.00               | 781,200.00             |
| 06/01/2025               |            |         | 390,600.00               | 390,600.00               |                        |
| 12/01/2025               | 60,000     | 5.250%  | 390,600.00               | 450,600.00               | 841,200.00             |
| 06/01/2026               |            |         | 389,025.00               | 389,025.00               |                        |
| 12/01/2026               | 105,000    | 5.250%  | 389,025.00               | 494,025.00               | 883,050.00             |
| 06/01/2027               |            |         | 386,268.75               | 386,268.75               |                        |
| 12/01/2027               | 140,000    | 5.250%  | 386,268.75               | 526,268.75               | 912,537.50             |
| 06/01/2028               | 155 000    | E 0E00/ | 382,593.75               | 382,593.75               | 000 407 50             |
| 12/01/2028<br>06/01/2029 | 155,000    | 5.250%  | 382,593.75<br>378,525.00 | 537,593.75<br>378,525.00 | 920,187.50             |
| 12/01/2029               | 175,000    | 5.250%  | 378,525.00               | 553,525.00               | 932,050.00             |
| 06/01/2030               | 175,000    | 0.20070 | 373,931.25               | 373,931.25               | 332,030.00             |
| 12/01/2030               | 195,000    | 5.250%  | 373,931.25               | 568,931.25               | 942,862.50             |
| 06/01/2031               | 100,000    | 0.20070 | 368,812.50               | 368,812.50               | 0.2,002.00             |
| 12/01/2031               | 210,000    | 5.250%  | 368,812.50               | 578,812.50               | 947,625.00             |
| 06/01/2032               | ,          |         | 363,300.00               | 363,300.00               |                        |
| 12/01/2032               | 235,000    | 5.250%  | 363,300.00               | 598,300.00               | 961,600.00             |
| 06/01/2033               |            |         | 357,131.25               | 357,131.25               |                        |
| 12/01/2033               | 255,000    | 5.250%  | 357,131.25               | 612,131.25               | 969,262.50             |
| 06/01/2034               |            |         | 350,437.50               | 350,437.50               |                        |
| 12/01/2034               | 280,000    | 5.250%  | 350,437.50               | 630,437.50               | 980,875.00             |
| 06/01/2035               |            |         | 343,087.50               | 343,087.50               |                        |
| 12/01/2035               | 300,000    | 5.250%  | 343,087.50               | 643,087.50               | 986,175.00             |
| 06/01/2036               |            |         | 335,212.50               | 335,212.50               |                        |
| 12/01/2036               | 330,000    | 5.250%  | 335,212.50               | 665,212.50               | 1,000,425.00           |
| 06/01/2037               | 055 000    | F 0500/ | 326,550.00               | 326,550.00               | 4 000 400 00           |
| 12/01/2037               | 355,000    | 5.250%  | 326,550.00               | 681,550.00               | 1,008,100.00           |
| 06/01/2038               | 295 000    | E 0E00/ | 317,231.25               | 317,231.25               | 1 010 462 50           |
| 12/01/2038<br>06/01/2039 | 385,000    | 5.250%  | 317,231.25<br>307,125.00 | 702,231.25<br>307,125.00 | 1,019,462.50           |
| 12/01/2039               | 415,000    | 5.250%  | 307,125.00               | 722,125.00               | 1,029,250.00           |
| 06/01/2040               | 415,000    | 5.25070 | 296,231.25               | 296,231.25               | 1,029,200.00           |
| 12/01/2040               | 445,000    | 5.250%  | 296,231.25               | 741,231.25               | 1,037,462.50           |
| 06/01/2041               | 110,000    | 0.20070 | 284,550.00               | 284,550.00               | 1,001,102.00           |
| 12/01/2041               | 480,000    | 5.250%  | 284,550.00               | 764,550.00               | 1,049,100.00           |
| 06/01/2042               | ,          |         | 271,950.00               | 271,950.00               | ,,                     |
| 12/01/2042               | 515,000    | 5.250%  | 271,950.00               | 786,950.00               | 1,058,900.00           |
| 06/01/2043               |            |         | 258,431.25               | 258,431.25               |                        |
| 12/01/2043               | 550,000    | 5.250%  | 258,431.25               | 808,431.25               | 1,066,862.50           |
| 06/01/2044               |            |         | 243,993.75               | 243,993.75               |                        |
| 12/01/2044               | 595,000    | 5.250%  | 243,993.75               | 838,993.75               | 1,082,987.50           |
| 06/01/2045               |            |         | 228,375.00               | 228,375.00               |                        |
| 12/01/2045               | 635,000    | 5.250%  | 228,375.00               | 863,375.00               | 1,091,750.00           |
| 06/01/2046               | 000 000    | F 0500/ | 211,706.25               | 211,706.25               | 4 400 440 50           |
| 12/01/2046               | 680,000    | 5.250%  | 211,706.25               | 891,706.25               | 1,103,412.50           |
| 06/01/2047               | 725 000    | E 2E00/ | 193,856.25               | 193,856.25               | 1 110 710 50           |
| 12/01/2047               | 725,000    | 5.250%  | 193,856.25               | 918,856.25<br>174,825.00 | 1,112,712.50           |
| 06/01/2048<br>12/01/2048 | 775,000    | 5.250%  | 174,825.00<br>174,825.00 | 949,825.00               | 1,124,650.00           |
| 06/01/2049               | 115,000    | 5.25070 | 154,481.25               | 154,481.25               | 1,124,030.00           |
| 12/01/2049               | 825,000    | 5.250%  | 154,481.25               | 979,481.25               | 1,133,962.50           |
| 06/01/2050               | 020,000    | 0.20070 | 132,825.00               | 132,825.00               | 1,100,002.00           |
| 12/01/2050               | 885,000    | 5.250%  | 132,825.00               | 1,017,825.00             | 1,150,650.00           |
| 06/01/2051               | -,         |         | 109,593.75               | 109,593.75               | , ,                    |
| 12/01/2051               | 940,000    | 5.250%  | 109,593.75               | 1,049,593.75             | 1,159,187.50           |
| 06/01/2052               |            |         | 84,918.75                | 84,918.75                |                        |
| 12/01/2052               | 1,000,000  | 5.250%  | 84,918.75                | 1,084,918.75             | 1,169,837.50           |
| 06/01/2053               |            |         | 58,668.75                | 58,668.75                |                        |
| 12/01/2053               | 2,235,000  | 5.250%  | 58,668.75                | 2,293,668.75             | 2,352,337.50           |
|                          | 14,880,000 |         | 16,929,675.00            | 31,809,675.00            | 31,809,675.00          |

(Falcon Field MD 19 (fka Woodmen Hills Subdistrict):DMAY2119-23ANLBD)



# NET DEBT SERVICE

### FALCON FIELD METROPOLITAN DISTRICT GENERAL OBLIGATION BONDS, SERIES 2023A 30.000 (target) Mills + Share of Avail. PIF Revenues Non-Rated, 130x, 30-yr. Maturity [ Preliminary -- for discussion only ]

| Period<br>Ending | Principal  | Interest      | Total<br>Debt Service | Capitalized<br>Interest | Debt Service<br>Reserve Fund | Net<br>Debt Service |
|------------------|------------|---------------|-----------------------|-------------------------|------------------------------|---------------------|
| 12/01/2024       |            | 781,200.00    | 781,200.00            | 195,300                 |                              | 585,900.00          |
| 12/01/2025       | 60,000     | 781,200.00    | 841,200.00            |                         |                              | 841,200.00          |
| 12/01/2026       | 105,000    | 778,050.00    | 883,050.00            |                         |                              | 883,050.00          |
| 12/01/2027       | 140,000    | 772,537.50    | 912,537.50            |                         |                              | 912,537.50          |
| 12/01/2028       | 155,000    | 765,187.50    | 920,187.50            |                         |                              | 920,187.50          |
| 12/01/2029       | 175,000    | 757,050.00    | 932,050.00            |                         |                              | 932,050.00          |
| 12/01/2030       | 195,000    | 747,862.50    | 942,862.50            |                         |                              | 942,862.50          |
| 12/01/2031       | 210,000    | 737,625.00    | 947,625.00            |                         |                              | 947,625.00          |
| 12/01/2032       | 235,000    | 726,600.00    | 961,600.00            |                         |                              | 961,600.00          |
| 12/01/2033       | 255,000    | 714,262.50    | 969,262.50            |                         |                              | 969,262.50          |
| 12/01/2034       | 280,000    | 700,875.00    | 980,875.00            |                         |                              | 980,875.00          |
| 12/01/2035       | 300,000    | 686,175.00    | 986,175.00            |                         |                              | 986,175.00          |
| 12/01/2036       | 330,000    | 670,425.00    | 1,000,425.00          |                         |                              | 1,000,425.00        |
| 12/01/2037       | 355,000    | 653,100.00    | 1,008,100.00          |                         |                              | 1,008,100.00        |
| 12/01/2038       | 385,000    | 634,462.50    | 1,019,462.50          |                         |                              | 1,019,462.50        |
| 12/01/2039       | 415,000    | 614,250.00    | 1,029,250.00          |                         |                              | 1,029,250.00        |
| 12/01/2040       | 445,000    | 592,462.50    | 1,037,462.50          |                         |                              | 1,037,462.50        |
| 12/01/2041       | 480,000    | 569,100.00    | 1,049,100.00          |                         |                              | 1,049,100.00        |
| 12/01/2042       | 515,000    | 543,900.00    | 1,058,900.00          |                         |                              | 1,058,900.00        |
| 12/01/2043       | 550,000    | 516,862.50    | 1,066,862.50          |                         |                              | 1,066,862.50        |
| 12/01/2044       | 595,000    | 487,987.50    | 1,082,987.50          |                         |                              | 1,082,987.50        |
| 12/01/2045       | 635,000    | 456,750.00    | 1,091,750.00          |                         |                              | 1,091,750.00        |
| 12/01/2046       | 680,000    | 423,412.50    | 1,103,412.50          |                         |                              | 1,103,412.50        |
| 12/01/2047       | 725,000    | 387,712.50    | 1,112,712.50          |                         |                              | 1,112,712.50        |
| 12/01/2048       | 775,000    | 349,650.00    | 1,124,650.00          |                         |                              | 1,124,650.00        |
| 12/01/2049       | 825,000    | 308,962.50    | 1,133,962.50          |                         |                              | 1,133,962.50        |
| 12/01/2050       | 885,000    | 265,650.00    | 1,150,650.00          |                         |                              | 1,150,650.00        |
| 12/01/2051       | 940,000    | 219,187.50    | 1,159,187.50          |                         |                              | 1,159,187.50        |
| 12/01/2052       | 1,000,000  | 169,837.50    | 1,169,837.50          |                         |                              | 1,169,837.50        |
| 12/01/2053       | 2,235,000  | 117,337.50    | 2,352,337.50          |                         | 1,169,837.50                 | 1,182,500.00        |
|                  | 14,880,000 | 16,929,675.00 | 31,809,675.00         | 195,300                 | 1,169,837.50                 | 30,444,537.50       |



## **BOND SOLUTION**

### FALCON FIELD METROPOLITAN DISTRICT GENERAL OBLIGATION BONDS, SERIES 2023A 30.000 (target) Mills + Share of Avail. PIF Revenues Non-Rated, 130x, 30-yr. Maturity [ Preliminary -- for discussion only ]

| Period<br>Ending | Proposed<br>Principal | Proposed<br>Debt Service | Debt Service<br>Adjustments | Total Adj<br>Debt Service | Revenue<br>Constraints | Unused<br>Revenues | Debt Serv<br>Coverage |
|------------------|-----------------------|--------------------------|-----------------------------|---------------------------|------------------------|--------------------|-----------------------|
| 12/01/2024       |                       | 781,200                  | -195,300                    | 585,900                   | 694,344                | 108,444            | 118.50902%            |
| 12/01/2025       | 60,000                | 841,200                  |                             | 841,200                   | 1,095,677              | 254,477            | 130.25161%            |
| 12/01/2026       | 105,000               | 883,050                  |                             | 883,050                   | 1,149,545              | 266,495            | 130.17896%            |
| 12/01/2027       | 140,000               | 912,538                  |                             | 912,538                   | 1,188,638              | 276,101            | 130.25636%            |
| 12/01/2028       | 155,000               | 920,188                  |                             | 920,188                   | 1,202,489              | 282,302            | 130.67872%            |
| 12/01/2029       | 175,000               | 932,050                  |                             | 932,050                   | 1,212,510              | 280,460            | 130.09067%            |
| 12/01/2030       | 195,000               | 942,863                  |                             | 942,863                   | 1,226,639              | 283,777            | 130.09736%            |
| 12/01/2031       | 210,000               | 947,625                  |                             | 947,625                   | 1,236,862              | 289,237            | 130.52226%            |
| 12/01/2032       | 235,000               | 961,600                  |                             | 961,600                   | 1,251,274              | 289,674            | 130.12419%            |
| 12/01/2033       | 255,000               | 969,263                  |                             | 969,263                   | 1,261,702              | 292,440            | 130.17134%            |
| 12/01/2034       | 280,000               | 980,875                  |                             | 980,875                   | 1,276,404              | 295,529            | 130.12912%            |
| 12/01/2035       | 300,000               | 986,175                  |                             | 986,175                   | 1,287,041              | 300,866            | 130.50842%            |
| 12/01/2036       | 330,000               | 1,000,425                |                             | 1,000,425                 | 1,302,038              | 301,613            | 130.14853%            |
| 12/01/2037       | 355,000               | 1,008,100                |                             | 1,008,100                 | 1,312,890              | 304,790            | 130.23407%            |
| 12/01/2038       | 385,000               | 1,019,463                |                             | 1,019,463                 | 1,328,188              | 308,725            | 130.28314%            |
| 12/01/2039       | 415,000               | 1,029,250                |                             | 1,029,250                 | 1,339,257              | 310,007            | 130.11970%            |
| 12/01/2040       | 445,000               | 1,037,463                |                             | 1,037,463                 | 1,354,862              | 317,400            | 130.59385%            |
| 12/01/2041       | 480,000               | 1,049,100                |                             | 1,049,100                 | 1,366,154              | 317,054            | 130.22152%            |
| 12/01/2042       | 515,000               | 1,058,900                |                             | 1,058,900                 | 1,382,072              | 323,172            | 130.51963%            |
| 12/01/2043       | 550,000               | 1,066,863                |                             | 1,066,863                 | 1,393,591              | 326,729            | 130.62518%            |
| 12/01/2044       | 595,000               | 1,082,988                |                             | 1,082,988                 | 1,409,829              | 326,841            | 130.17962%            |
| 12/01/2045       | 635,000               | 1,091,750                |                             | 1,091,750                 | 1,421,579              | 329,829            | 130.21106%            |
| 12/01/2046       | 680,000               | 1,103,413                |                             | 1,103,413                 | 1,438,143              | 334,731            | 130.33594%            |
| 12/01/2047       | 725,000               | 1,112,713                |                             | 1,112,713                 | 1,450,130              | 337,417            | 130.32383%            |
| 12/01/2048       | 775,000               | 1,124,650                |                             | 1,124,650                 | 1,467,026              | 342,376            | 130.44287%            |
| 12/01/2049       | 825,000               | 1,133,963                |                             | 1,133,963                 | 1,479,253              | 345,291            | 130.44992%            |
| 12/01/2050       | 885,000               | 1,150,650                |                             | 1,150,650                 | 1,496,489              | 345,839            | 130.05593%            |
| 12/01/2051       | 940,000               | 1,159,188                |                             | 1,159,188                 | 1,508,962              | 349,774            | 130.17409%            |
| 12/01/2052       | 1,000,000             | 1,169,838                |                             | 1,169,838                 | 1,526,543              | 356,706            | 130.49189%            |
| 12/01/2053       | 2,235,000             | 2,352,338                | -1,169,838                  | 1,182,500                 | 1,539,267              | 356,767            | 130.17057%            |
|                  | 14,880,000            | 31,809,675               | -1,365,138                  | 30,444,538                | 39,599,399             | 9,154,861          |                       |



# SOURCES AND USES OF FUNDS

### FALCON FIELD METROPOLITAN DISTRICT SUBORDINATE BONDS, SERIES 2023B Non-Rated, Cash-Flow Bonds, Annual Pay, 12/15/2053 (Stated) Maturity [ Preliminary -- for discussion only ]

|                           | Dated Date<br>Delivery Date     | 12/01/2023<br>12/01/2023 |              |
|---------------------------|---------------------------------|--------------------------|--------------|
| Sources:                  |                                 |                          |              |
| Bond Procee<br>Par Amo    |                                 |                          | 2,457,000.00 |
|                           |                                 |                          | 2,457,000.00 |
| Uses:                     |                                 |                          |              |
| Project Fund<br>Project I |                                 |                          | 2,383,290.00 |
| Delivery Date<br>Underwi  | e Expenses:<br>riter's Discount |                          | 73,710.00    |
|                           |                                 |                          | 2,457,000.00 |



### **BOND PRICING**

### FALCON FIELD METROPOLITAN DISTRICT SUBORDINATE BONDS, SERIES 2023B Non-Rated, Cash-Flow Bonds, Annual Pay, 12/15/2053 (Stated) Maturity [ Preliminary -- for discussion only ]

| Bond Component      | Maturity<br>Date           | Amount    | Rate                     | Yield       | Price   |
|---------------------|----------------------------|-----------|--------------------------|-------------|---------|
| Term Bond due 2053: |                            |           |                          |             |         |
|                     | 12/15/2053                 | 2,457,000 | 8.000%                   | 8.000%      | 100.000 |
|                     |                            | 2,457,000 |                          |             |         |
| Dated               |                            |           | 12/01/2023               |             |         |
|                     | ry Date<br>Coupon          |           | 12/01/2023<br>12/15/2023 |             |         |
| Par Aı<br>Origin    | mount<br>al Issue Discount | 2,4       | 457,000.00               |             |         |
| Produ               | ction                      | 2,4       | 457,000.00               | 100.000000% |         |
| Under               | writer's Discount          |           | -73,710.00               | -3.000000%  |         |
|                     | ase Price<br>ed Interest   | 2,3       | 383,290.00               | 97.000000%  |         |
| Net Pi              | roceeds                    | 2,3       | 383,290.00               |             |         |

# **EXHIBIT E**

ANNUAL REPORT AND DISCLOSURE FORM

# EL PASO COUNTY SPECIAL DISTRICTS ANNUAL REPORT and DISCLOSURE FORM

| 1.    | Name of District(s):                           |  |
|-------|------------------------------------------------|--|
|       |                                                |  |
| 2.    | Report for Calendar Year:                      |  |
| 3.    | Contact Information                            |  |
| 4.    | Meeting Information                            |  |
| 5.    | Type of District(s)/ Unique Representational   |  |
|       | Issues (if any)                                |  |
| 6.    | Authorized Purposes of the District(s)         |  |
| 7.    | Active Purposes of the District(s)             |  |
| 8. Cu | rrent Certified Mill Levies                    |  |
|       | a. Debt Service                                |  |
|       | b. Operational                                 |  |
|       | c. Other                                       |  |
|       | d. Total                                       |  |
| 9.    | Sample Calculation of Current Mill Levy for    |  |
|       | a Residential and Commercial Property (as      |  |
|       | applicable).                                   |  |
| 10.   | Maximum Authorized Mill Levy Caps              |  |
|       | (Note: these are maximum allowable mill        |  |
|       | levies which could be certified in the future  |  |
|       | unless there was a change in state statutes or |  |
|       | Board of County Commissioners approvals)       |  |
|       | a. Debt Service                                |  |
|       | b. Operational                                 |  |
|       | c. Other                                       |  |
|       | d. Total                                       |  |
| 11.   | Sample Calculation of Mill Levy Cap for a      |  |
| 11.   | Residential and Commercial Property (as        |  |
|       | applicable).                                   |  |
|       | appnouolo).                                    |  |
| 12.   | Current Outstanding Debt of the Districts (as  |  |
|       | of the end of year of this report)             |  |
|       |                                                |  |
| 13.   | Total voter-authorized debt of the Districts   |  |
|       | (including current debt)                       |  |
|       |                                                |  |
| 14.   | Debt proposed to be issued, reissued or        |  |
|       | otherwise obligated in the coming year.        |  |
| 15.   | Major facilities/ infrastructure improvements  |  |
| 13.   | initiated or completed in the prior year       |  |
|       | initiated of completed in the prior year       |  |
|       |                                                |  |

| 16. Summary of major property exclusion or inclusion activities in the past year. |
|-----------------------------------------------------------------------------------|
| inclusion activities in the past year.                                            |

Reminder:

- A. As per Colorado Revised Statutes, Section 32-1-306, the special district shall maintain a current, accurate map of its boundaries and shall provide for such map to be on file with the County Assessor.
- B. Colorado Revised Statutes, Section 32-1-823(1), states a certificate of election results shall be filed with the County Clerk and Recorder.

Name and Title of Respondent

Signature of Respondent

Date

# RETURN COMPLETED FORM TO: El Paso County Board of County Commissioners Attention: Clerk to the Board 200 South Cascade Avenue Colorado Springs, Colorado 80903

**\*\*NOTE:** As per CRS Section 32-1-104(2), a copy of this report should also be submitted to:

County Assessor - 27 East Vermijo, Colorado Springs, Colorado 80903

County Treasurer - 27 East Vermijo, Colorado Springs, Colorado 80903