

Dianne D. Miller
Admitted in Colorado and New Mexico



Matthew P. Ruhland
Admitted in Colorado

Bradley T. Neiman
Admitted in Colorado and Georgia

February 3, 2016

Douglas County Clerk and Recorder
301 Wilcox Street
Castle Rock, CO 80104

Re: Hillside at Castle Rock Metropolitan District

To Whom It May Concern:

Pursuant to C.R.S. § 32-1-202(1)(a), enclosed is one copy of the service plan for the proposed above-captioned district that is expected to be considered for approval by the Town Council for Castle Rock.

Thank you for your assistance in this matter. If you have any questions, please contact our office.

Very truly yours,

MILLER & ASSOCIATES LAW OFFICES, LLC

Mathew Ruhland
Attorney

Enclosure

SERVICE PLAN

FOR

**HILLSIDE AT CASTLE ROCK
METROPOLITAN DISTRICT**

(TOWN OF CASTLE ROCK, COLORADO)

SUBMITTED: January 29, 2016
APPROVED: _____, 2016

Prepared by:

Miller & Associates Law Offices, LLC
1641 California Street, Suite 300
Denver, CO 80202
303-285-5320

Paragon Engineering Consultants, Inc.
7852 S Elati Street, Suite 106
Littleton, CO 80120
303-794-8604

D.A. Davidson & Co.
1550 Market Street, Suite 300
Denver, CO 80202
303-764-6000

Table of Contents

I.	INTRODUCTION.....	1
II.	PURPOSE OF THE DISTRICT.....	3
III.	DISTRICT BOUNDARIES AND MAPS.....	3
IV.	PROPOSED LAND USE AND POPULATION PROJECTIONS.....	4
V.	DESCRIPTION OF PROPOSED SERVICES.....	4
A.	Types of Improvements.....	4
1.	Water.....	5
2.	Sanitation.....	5
3.	Streets.....	6
4.	Safety Protection.....	6
5.	Park and Recreation.....	6
6.	Transportation.....	7
7.	Television Relay and Translation.....	7
8.	Mosquito Control.....	7
9.	Fire Protection.....	7
B.	Standards of Construction/Statement of Compatibility.....	8
C.	Facilities to be Constructed and/or Acquired.....	8
VI.	ESTIMATED COSTS OF FACILITIES.....	8
VII.	ESTIMATED COSTS OF OPERATION AND MAINTENANCE.....	8
VIII.	ASSESSED VALUATION.....	9
IX.	FINANCIAL PLAN-PROPOSED INDEBTEDNESS.....	9
A.	General.....	9
B.	Mill Levy.....	11
1.	Pledged Revenues Shall Not Exceed 50 Mills, Adjusted.....	12
2.	Types of Bonds Permitted.....	12
C.	Operations and Maintenance.....	13
D.	Economic Viability.....	13
E.	Operations.....	13
F.	Economic Viability.....	13
X.	ANNUAL REPORT.....	13
XI.	INTERGOVERNMENTAL AGREEMENT.....	14
XII.	DISSOLUTION.....	14
XIII.	CONCLUSION.....	14

TABLE OF EXHIBITS

EXHIBIT A	Legal Description of Initial Boundaries
EXHIBIT B	Boundary Map
EXHIBIT C	Vicinity Map
EXHIBIT D	Capital Plan
EXHIBIT E	Preliminary Engineering Survey of Improvements
EXHIBIT F	Cost Estimates for Improvements
EXHIBIT G	Financial Plan
EXHIBIT H	Initial Board of Directors
EXHIBIT I	Proof of Ownership of All Properties within the District
EXHIBIT J	Intergovernmental Agreement between Town and District

SERVICE PLAN FOR HILLSIDE AT CASTLE ROCK METROPOLITAN DISTRICT

I. INTRODUCTION

This Service Plan for Hillside at Castle Rock Metropolitan District (the “District”) has been prepared pursuant to the requirements of Chapter 11 of the Castle Rock Municipal Code (“CRMC”) and the Special District Control Act, section 32-1-202, *et seq* (the “Special District Act”). The District is proposed to serve the Hillside at Castle Rock development in Castle Rock, Colorado (the “Project”).

As required by the Special District Act and the CRMC, the following items are addressed in this Service Plan:

- A. A description of the services proposed to be provided by the District;
- B. A map of the proposed boundaries of the District and an estimate of the population and valuation for assessment of the District, which includes an attached legal description, some of which information is set forth in Exhibit A and Exhibit B attached hereto;
- C. A capital plan, attached as Exhibit D hereto, which includes the following:
 - 1. a description of the type of capital facilities to be developed by the District;
 - 2. an estimate of the cost of the proposed facilities; and
 - 3. a pro forma capital expenditure plan correlating expenditures with development.
- D. A preliminary engineering or architectural survey, attached as Exhibit E hereto;
- E. A general description of the facilities to be constructed and the standards of such construction, including a statement of how the facility and service standards of the District are compatible with facility and service standards of the Town of Castle Rock (the “Town”) and of any municipalities and special districts which are interested parties pursuant to Section 32-1-204(1), Colorado Revised Statutes;
- F. A financial plan (“Financial Plan”), attached as Exhibit G hereto, showing how the proposed services are to be financed, including the proposed operating revenue derived from property taxes for the first budget year of the District. More specifically, the Financial Plan shall include:

1. the total amount of debt issuance planned upon approval of this Service Plan;
 2. all proposed sources of revenue and projected expenses of the District, as well as the assumptions upon which they are based, including the proposed operating revenue derived from property taxes for the first budget year of the District, for at least a ten-year period from the date of the approval of this Service Plan;
 3. the dollar amount of any anticipated financing, including capitalized interest, costs of issuance, estimated maximum rates and discounts, and any expenses related to the organization and initial operation of the District;
 4. a detailed repayment plan covering the life of any financing, including the frequency and amounts expected to be collected from all sources;
 5. the amount of any reserve fund and the expected level of annual debt service coverage which will be maintained for any financing;
 6. the total authorized debt for the District, including a schedule indicating the year or years in which the debt is anticipated to be issued;
 7. the provisions regarding credit enhancement, if any, for the proposed financing, including but not limited to, letters of credit and insurance; and
 8. a list and written explanation of potential risks of the financing.
- G. A general description of the estimated cost of acquiring land, engineering services, legal services, administrative services, initial proposed indebtedness and estimated proposed maximum interest rates and discounts, and other major expenses related to the organization and initial operation of the District;
- H. An itemization of any costs which petitioners expect to be assumed by the Town for the construction of public improvements **(the petitioner does not expect any costs to be assumed by the Town at this time)**;
- I. An identification, by name, address, and phone number, of those persons who are intended to be the nominees for the initial Board of Directors of the District, which information is set forth in Exhibit H attached hereto);
- J. Proof of ownership of all properties within the District, which proof is set forth in

Exhibit I attached hereto;

K. A draft of the intergovernmental agreement (“IGA”) anticipated to be executed between the District and the Town, a copy of which is attached hereto as Exhibit J.

II. PURPOSE OF THE DISTRICT

The District’s primary purpose, in conjunction with the Project, is to construct, acquire and finance the public infrastructure that will benefit and serve the property owners within the Project, as well as other users of the District’s systems and infrastructure. The term “Project” as used herein, refers to the property that will eventually be included within the boundaries of the District as well as the vertical and horizontal construction and final developed uses of the property. The District shall have all the express and implied powers of a metropolitan district as described in §32-1-1001, and §32-1-1004, C.R.S., except that the District does not intend to provide solid waste disposal or fire protection, ambulance or emergency medical services.

The need for the District arises directly as a result of the anticipated development of the Project. The area to be served by the District is located entirely within the boundaries of the Town, but the Town does not consider it feasible or practical to provide the services and/or facilities described in this Service Plan. Furthermore, the Developer is unaware of any other special district in the Town that has sufficient surplus debt authorization to provide facilities to the Development. Prior to the public hearing for the approval of the Service Plan by the Town, notice of the hearing is sent to every special district within a three-mile radius of the District. This procedure allows any special district desiring to provide services or facilities to the District to be present at the hearing and state the same. Therefore, for the foregoing reasons, it is necessary that the District be organized to provide its inhabitants with the facilities and services described in this Service Plan.

III. DISTRICT BOUNDARIES AND MAPS

The initial boundaries of the District will encompass approximately 50.547 acres of land located entirely within the boundaries of the Town. A legal description of the initial boundaries of the District is attached hereto as Exhibit A. A map of the initial boundaries of the District is attached hereto as Exhibit B. A vicinity map of the District is attached hereto as Exhibit C.

Although it is not currently anticipated that the District's boundaries will change, the Special District Act does allow for inclusions and exclusions pursuant to Section 32-1-401, *et seq.*, C.R.S., and Section 32-1-501, *et seq.*, C.R.S., subject to the limitations set forth herein. The boundaries of the District do not overlap any other Title 32 district.

IV. PROPOSED LAND USE AND POPULATION PROJECTIONS

The property within the initial boundaries of the District is undeveloped. The Project anticipates 170 single-family units. The peak daytime population is estimated at 340 persons (2 persons per household average based on active adult community). Approval of this Service Plan shall indicate, implicitly or expressly, that any land use applications now on file with the Town or any land use application(s) filed in the future will be approved by the Town.

V. DESCRIPTION OF PROPOSED SERVICES

The District shall provide those services specifically enumerated herein and may provide additional services as are expressly or impliedly granted by Colorado law in order to effect its purposes. The following paragraphs provide a description of the proposed services to be provided by the District.

A. Types of Improvements.

The District plans to provide for the design, acquisition, construction, installation, and financing of certain water, sanitary and storm sewer, street, safety protection, park and recreation, transportation, television relay and translation, and mosquito control improvements and services within and without the boundaries of the District. This Service Plan describes those improvements anticipated for construction. The improvements will benefit the Development by providing the necessary infrastructure to support development. A general description of each type of improvement and service to be provided by the District follows this paragraph, and the Cost Estimates for Improvements attached as Exhibit F lists the improvements (the "Improvements") currently planned to be provided relating to each type, and the costs in current dollars. An explanation of the methods, basis, and/or assumptions

used to prepare the above estimates is also included in the Capital Plan. The Improvements generally depicted and described in Exhibit E have been presented for illustration only, and the exact design, sub-phasing of construction and location of the Improvements will be determined at the time of platting and such decisions shall not be considered to be a material modification of the Service Plan.

1. Water

The District shall have the power to provide for the design, acquisition, construction, completion, installation, operation and maintenance of a water transmission and distribution system, which may include, but shall not be limited to, transmission lines, distribution mains and laterals, fire hydrants, irrigation facilities, storage facilities, treatment facilities, wells or development of other sources of water, pump stations, land and easements, and all necessary, incidental, and appurtenant facilities, together with extensions of and improvements to said system within the boundaries of the District provided the improvements comply with the Town's Master Plan. Following acceptance, any water improvements constructed by the District will be owned, operated and maintained by the Town.

2. Sanitation

The District shall have the power to provide for the design, acquisition, construction, completion, installation, operation and maintenance of a complete sanitary sewage collection, transmission, and disposal system which may include, but shall not be limited to, collection mains and laterals, return reuse piping, lift stations, transmission lines, sludge handling and disposal facilities, and storm sewer, flood and surface drainage facilities and systems, including detention retention ponds and associated irrigation facilities, and all necessary, incidental, and appurtenant facilities, land and easements, together with extensions of and improvements to said system within and without the boundaries of the District. The sanitary sewer system will be designed to adequately serve the entire Development. Upon acceptance by the Town, the sanitation improvements will be owned, operated and maintained by the Town.

3. Streets

The District shall have the power to provide for the acquisition, construction, completion, installation and/or operation and maintenance of street improvements, including curbs, gutters, culverts, and other drainage facilities, sidewalks, bike paths and pedestrian ways, bridges, overpasses, interchanges, median islands, paving, lighting, grading, sound attenuation fencing, landscaping and irrigation, together with all necessary, incidental, and appurtenant facilities, land and easements, together with extensions of and improvements to said facilities within and without the boundaries of the District. The District may supplement the Town's maintenance as it deems necessary or desirable to benefit its taxpayers and service users. It is anticipated that, following acceptance by the Town, the street improvements will be owned, operated and maintained by the Town.

4. Safety Protection

The District shall have the power to provide for the acquisition, construction, completion, installation and/or operation and maintenance of facilities and/or services for a system of traffic and safety controls and devices on streets and highways, including signalization, lighting, pedestrian safety facilities, signage and striping, together with all necessary, incidental, and appurtenant facilities, land and easements, together with extensions of and improvements to said facilities within and without the boundaries of the District. Following acceptance, all safety protection improvements will be transferred to the Town for ownership, operation and maintenance.

5. Park and Recreation

The District shall have the power to provide for the design, acquisition, construction, completion, installation, operation and maintenance of parks and recreational facilities and programs including, but not limited to, parks, bike paths and pedestrian ways, open space, landscaping, cultural activities, community, recreational centers, water bodies, irrigation facilities, and other active and passive recreational facilities and programs, and all necessary, incidental and appurtenant facilities, land and easements, together with extensions of and improvements to said facilities within and without the boundaries of the District. The park and recreational facilities will be owned, operated and maintained by the Town, the

District or an association of homeowners within the boundaries of the District, as appropriate.

6. Transportation

The District shall have the power to provide for the design, acquisition, construction, completion, and installation of a system to transport the public by bus, rail, or any other means of conveyance, or combination thereof, or pursuant to contract, including park and ride and multi-modal facilities lots, structures and parking lots; together with all necessary, incidental and appurtenant facilities, land and easements, and all necessary extensions of and improvements to said facilities or systems within and without the boundaries of the District. Transportation facilities will be owned, operated and maintained by the Town.

7. Television Relay and Translation

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

8. Mosquito Control

The District shall have the power to 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. Fire Protection

The District shall not have any powers to provide fire protection or emergency response services. The Development will obtain its fire protection and emergency response services from the Town.

B. Standards of Construction/Statement of Compatibility.

All water, sanitary and storm drainage sewer, transportation and television relay improvements will be designed, constructed and maintained in accordance with the standards of any local, state or federal governmental entity having jurisdiction, as appropriate. All streets and safety protection facilities to be dedicated to the Town will be constructed in accordance with the standards and specifications of the Town. Any street and safety protection facilities to be dedicated to a governmental entity other than the Town will be constructed in accordance with the standards and specifications of the governmental entity having jurisdiction. All park and recreational facilities to be dedicated to the Town will be constructed in accordance with the standard and specifications of the Town. All mosquito control facilities will be designed, constructed, maintained and operated in accordance with the specifications, if any, of the Colorado Department of Health, or the Town or other public entities having jurisdiction, as appropriate.

C. Facilities to be Constructed and/or Acquired.

The District proposes to provide and/or acquire those facilities generally described herein. A preliminary engineering survey of the facilities to be constructed and/or acquired is shown on Exhibit E. The District may defer, forego, reschedule, or restructure the financing and/or construction of certain improvements and facilities, to better accommodate the pace of growth, resource availability, and potential inclusions of property within the District without amending this Service Plan.

VI. ESTIMATED COSTS OF FACILITIES

The cost estimates for the Improvements are attached hereto as Exhibit F. The cost estimates are shown in 2016 dollars and total \$5,725,422, which exceeds the amount of financing capacity of the District. Improvements which cannot be financed by the District remain the obligation of the developer of the Project.

VII. ESTIMATED COSTS OF OPERATION AND MAINTENANCE

Subject to the applicable warranty, the District intends to dedicate certain facilities

constructed or acquired to the Town, for operations and maintenance. The District may also enter into a contract with a homeowners association whereby the homeowners association will assume the responsibility for operations and maintenance of certain improvements. Estimated costs for operation and maintenance functions are shown on the Financial Plan.

VIII. ASSESSED VALUATION

For purposes of the Financial Plan it is assumed that the District has a combined assessed valuation as of January 2016 of Zero Dollars (\$-0-). The projected build-out for the District is set forth in the Financial Plan set forth in Exhibit G. The projected assessed valuation of the property to be included within the District, the Development, based upon the land use expectations heretofore noted, is set forth in the Financial Plan. At build-out, the assessed valuation of the District is expected to be Six Million, Nine Hundred Ten Thousand, Three Hundred Eighty-Seven Dollars (\$6,910,387).

IX. FINANCIAL PLAN-PROPOSED INDEBTEDNESS

The Financial Plan shows how the proposed facilities and/or services are to be financed including the estimated costs of engineering services, legal services, administrative services, proposed indebtedness and estimated proposed maximum interest rates and discounts, and other major expenses related to this Service Plan. It demonstrates the issuance of the debt and the anticipated repayment based on the projected development of the Project. The Financial Plan also demonstrates that, at various projected levels of development, the District has the ability to finance the facilities identified herein and will be capable of discharging the proposed indebtedness on a reasonable basis. The District acknowledges that it is subject to the requirements of and shall comply with Chapter 11.02 of the CRMC, including but not limited to, the requirements of filing the annual reports and obtaining timely service plan amendments when material modifications occur as defined in Section 11.02.060 of the CRMC.

A. General.

The provision of facilities by the District and the repayment of their outstanding

obligations will be primarily financed by the issuance of general obligation bonds, secured by the ad valorem taxing authority of the District, with limitations as discussed below. The District will also have the authority to finance the improvements by the issuance of revenue bonds secured by the revenues anticipated herein.

When the District pledges all or a portion of its debt service mill levy to the payment of bonds, the District's obligation to the bondholders with regard to the mill levy shall be to certify the required mill levy and the bondholders shall have no other remedy with regard to the mill levy pledge. The Financial Plan demonstrates the issuance of the debt and the anticipated repayment based on the projected development of the Project. It is anticipated that the first bond issue will occur in 2019. Prior to that time, the construction costs for necessary improvements will be advanced by the developer, subject to subsequent acquisition by the District of the completed improvements and reimbursement to the developer of the advanced construction costs.

General obligation bonds will mature as determined by the Boards of Directors consistent with the applicable law at the time of issuance. The maximum voted interest rate will be eighteen percent (18%) and the maximum underwriter's discount will be four percent (4%). The exact interest rates and discounts will be determined at the time the bonds are sold by the District and will reflect market conditions at the time of sale but shall not exceed the maximum voted interest rate or underwriter's discount. The District may also issue notes, certificates, debentures, or other multiple fiscal year obligations, which issuances shall be subject to the limitations set forth in this Service Plan, and may pledge collateral to holders of District debt. In the event the bonds are sold as revenue bonds (without a general or limited tax obligation pledge of the District) such bonds shall be issued in the manner provided by Section 32-1-1101 (1) (d), C.R.S., and shall never constitute debt or indebtedness of the District within the meaning of any provision or limitation of the laws of Colorado or the state constitution and shall not constitute nor give rise to a pecuniary liability of the District or charge against its general credit or taxing powers. The exact interest rates, discounts and their form will be determined at the time the bonds are sold by the District, and will reflect market conditions at the time of sale.

Based upon construction cost estimates and financing cost estimates as computed

during the preparation of this Service Plan, it is anticipated that a total of Three Million, Six Hundred Sixty-Five Thousand Dollars (\$3,665,000) of bonds (in 2016 Dollars) will be issued by the District. The District will seek sufficient voter authorization to carry out the Financing Plan as presented. The District shall not issue any new debt or revenue obligations if a material modification to this Service Plan has occurred under Section 11.02.060 of the CRMC for which the District has not obtained a conforming amendment. Notwithstanding the dates of issuance presented in the Financing Plan, the District shall issue debt on a schedule and in such year or years as the District determines to meet financial circumstances and to serve the Project as development occurs.

B. Mill Levy

The District shall assess a mill levy on all taxable property in boundaries as a primary source of revenue for repayment of debt service and for operations and maintenance. It is estimated that a mill levy of fifty (50) mills will produce sufficient revenue to support debt retirement throughout the bond repayment period and a mill levy of ten (10) mills will produce revenue to support operations and maintenance. In addition, and to the extent permitted under law, the District may capitalize interest to permit payment of interest during the time between development of taxable properties and the collection of tax levies therefrom. Interest income through the reinvestment of construction funds, capitalized interest and specific ownership tax receipts may provide additional funds. These revenue sources should be sufficient to retire the proposed indebtedness if growth occurs as projected. In the event that additional revenues are needed for operations and maintenance, the District may impose fees for those expenses.

The District may authorize, issue, sell and deliver such bonds, notes, contracts, or other obligations evidencing a borrowing (collectively, "Bonds") as are permitted by law, subject to the following limitations:

1. Pledged Revenues Shall Not Exceed 50 Mills, Adjusted

Subject only to changes approved as described in Section D hereinafter, the District may issue bonds secured by a pledge of ad valorem tax revenue only if the mill levy pledged for repayment of the Bonds (together with the mill levy pledge on any other general obligations of the District) will not exceed 50 mills (adjusted to take into account legislative or constitutionally imposed adjustments in assessed values or the method of their calculation, or any mandated tax credit, cut or abatement, so that to the extent possible the actual tax revenues generated by the mill levy and available for debt service, as adjusted, are neither diminished nor enhanced as a result of such determination) (the “Mill Levy Cap”).

2. Types of Bonds Permitted

General Obligation bonds issued by the District shall meet the requirements of Section 32-1-1101(6), as amended, and of article 59 of Title 11, Colorado Revised Statutes, the “Colorado Municipal Bond Supervision Act,” as amended, except for bonds or other obligations issued to the developer. Obligations to the developer are subject to remarketing pursuant to the limitations set forth herein.

The Financial Plan reflects the total amount of bonds to be sold to finance the a portion of the construction, acquisition and/or installation of the proposed facilities, including all costs and expenses related to the anticipated bond issuances. Organizational costs of the District, including legal fees, and capitalized engineering costs, are to be paid or reimbursed from the proceeds of the bond issues.

The Financial Plan projects the anticipated flow of funds and is based upon estimates of construction costs. The District’s engineer has evaluated the timing and cost estimate of the District’s improvements which are necessary to support the proposed absorptions of development as projected in the Financial Plan and has concurred with the assumptions. The Financial Plan sets forth a reasonable estimate of growth within the District and allows the Boards of Directors a measure of flexibility such that the District need not incur debt in excess of what it needs to meet development. The interest rates as set forth in the Financial Plan are based upon the advice of D.A. Davidson & Co. All issuances of general obligation bonds shall be deemed to be in compliance with the Financial Plan so long as the Minimum

Criteria, as hereinafter defined, have been met. Minimum Criteria shall mean that the general obligation bonds: (1) are subject to the Mill Levy Cap, if required by this Service Plan, (2) do not exceed the general obligation debt authorization when aggregated with all other outstanding debt, as set forth in this Service Plan, and as may be amended from time to time, and (3) do not exceed the District's voted electoral authorization.

C. Operations and Maintenance

Annual administrative, operational and maintenance expenses are estimated in the Financial Plan. If necessary, however, the District reserves the right to supplement these revenues with additional revenue sources as described in this Service Plan. Initially, operations and maintenance expenses may be advanced by the developer and will be repaid by the District. Repayment of developer advances shall be subordinate to all other debt of the District.

The Mill Levy Cap proposed herein for repayment of the bonds does not apply to the District's ability to increase its mill levy as necessary for provision of operation and maintenance services to its taxpayers and service users. There are statutory and constitutional limits on the District's ability to increase its mill levy for provision of operation and maintenance services without an election.

D. Economic Viability

The Financial Plan illustrates the estimated income and expenses for the District over a forty (40) year period presuming the issuance of three series of bonds, each maturing within a thirty (30) year period. The analysis reflects a total build-out period of approximately four (4) years, and a mill levy of fifty (50) mills. The Financial Plan contained in this Service Plan demonstrates the economic viability of the District.

X. ANNUAL REPORT

The District shall file an annual report with the Town no later than September 1 of each calendar year. The report shall reflect activity and financial events through the preceding December 31, and shall include the information required by Section 11.02.040, Castle Rock Municipal Code.

XI. INTERGOVERNMENTAL AGREEMENT WITH THE TOWN

The District and the Town shall enter into an intergovernmental agreement, generally in the form attached as Exhibit J. No other intergovernmental agreements are anticipated as of the date of this Service Plan but the District is statutorily empowered to enter into contracts, including intergovernmental agreements, to benefit the District.

XII. DISSOLUTION

At such time as the District has completed construction of the improvements provided for in its Service Plan, upon arrangement for repayment of all of its outstanding debt, and upon arrangement for ongoing operations and maintenance of District improvements by another appropriate entity, the Board of Directors will place the question of dissolution of the District before its constituents and will exercise every reasonable effort to process the dissolution of the District in accordance with Colorado Statute.

XIII. CONCLUSION

It is submitted that this Service Plan for Hillside at Castle Rock Metropolitan District establishes that:

- A. There is sufficient existing and projected need for organized service in the area to be serviced by the District;
- B. The existing service in the area to be served by the District is inadequate for present and projected needs;
- C. The District is capable of providing economical and sufficient service to the area within its boundaries; and
- D. The area included in the District does have, and will have, the financial ability to discharge the proposed indebtedness on a reasonable basis.

EXHIBIT A

Legal Description of Initial Boundaries

HILLSIDE METROPOLITAN DISTRICT

LEGAL DESCRIPTION:

A TRACT OF LAND LOCATED IN THE SOUTHWEST 1/4 OF SECTION 3 AND THE SOUTHEAST 1/4 OF SECTION 4, TOWNSHIP 8 SOUTH, RANGE 67 WEST OF THE 6TH P.M., TOWN OF CASTLE ROCK, COUNTY OF DOUGLAS, STATE OF COLORADO, BEING MORE PARTICULARLY DESCRIBED AS FOLLOWS:

COMMENCING AT THE SOUTHWEST CORNER OF SAID SECTION 3, WHENCE THE SOUTH LINE OF THE SOUTHEAST 1/4 OF THE SOUTHWEST 1/4 OF SECTION 4 BEARS N89°26'32"W, A DISTANCE OF 1286.69 FEET, SAID LINE FORMING THE BASIS OF BEARING FOR THIS DESCRIPTION; THENCE N87°15'21"E, A DISTANCE OF 513.50 FEET TO A POINT ON THE NORTHWESTERLY RIGHT OF WAY LINE OF WOLFENSBERGER ROAD, SAID POINT BEING THE POINT OF BEGINNING;

THENCE N49°02'26"W, A DISTANCE OF 72.75 FEET TO A POINT OF CURVATURE; THENCE ALONG THE ARC OF A CURVE TO THE LEFT HAVING A CENTRAL ANGLE OF 24°21'57" AND A RADIUS OF 1500.00 FEET, AN ARC DISTANCE OF 637.90 FEET (CHORD BEARS N61°13'25"W, A DISTANCE OF 633.10 FEET) TO THE SOUTHEASTERLY CORNER OF A PARCEL OF LAND DESCRIBED BY DEED RECORDED IN BOOK 591 AT PAGE 379 OF THE DOUGLAS COUNTY RECORDS; THENCE ALONG THE EASTERLY LINE OF SAID PARCEL OF LAND, ALONG THE ARC OF A CURVE TO THE LEFT HAVING A CENTRAL ANGLE OF 43°07'18" AND A RADIUS OF 635.00 FEET, AN ARC DISTANCE OF 477.91 FEET (CHORD BEARS N39°12'48"W, A DISTANCE OF 466.71 FEET) TO A POINT; THENCE N53°24'19"E, A DISTANCE OF 2129.08 FEET TO THE EAST LINE OF THE WEST 1/2 OF THE SOUTHWEST 1/4 OF SAID SECTION 3; THENCE S00°11'15"W, A DISTANCE OF 668.18 FEET TO THE NORTHWEST CORNER OF THE SOUTHEAST 1/4 OF THE SOUTHWEST 1/4 OF SAID SECTION 3; THENCE N89°33'04"E, ALONG THE NORTH LINE OF SAID SOUTHEAST 1/4 OF THE SOUTHWEST 1/4 OF SECTION 3, A DISTANCE OF 257.97 FEET TO A POINT; THENCE S00°09'26"W, A DISTANCE OF 13.38 FEET TO A POINT ON THE NORTH LINE OF A PARCEL OF LAND DESCRIBED BY DEED RECORDED AT RECEPTION NO. 2004076013 OF THE DOUGLAS COUNTY RECORDS;

THENCE ALONG SAID NORTH LINE THE FOLLOWING SIX (6) COURSES:

1. S89°31'34"E, A DISTANCE OF 168.67 FEET;
2. S89°48'17"E, A DISTANCE OF 42.26 FEET;
3. S40°20'15"E, A DISTANCE OF 19.33 FEET;
4. N89°03'34"E, A DISTANCE OF 130.53 FEET;
5. N89°05'46"E, A DISTANCE OF 209.06 FEET;
6. N87°46'26"E, A DISTANCE OF 134.06 FEET TO SAID NORTHWESTERLY RIGHT-OF-WAY LINE OF WOLFENSBERGER ROAD AS DESCRIBED IN RECEPTION NO.'S 2002094311 AND 2015036728 OF THE DOUGLAS COUNTY RECORDS;

THENCE ALONG SAID NORTHWESTERLY RIGHT-OF-WAY LINE THE FOLLOWING NINE (9) COURSES:

1. S44°24'02"W, A DISTANCE OF 126.36 FEET TO A POINT OF NON-TANGENT CURVE;
2. ALONG THE ARC OF SAID NON-TANGENT CURVE TO THE LEFT HAVING A LENGTH OF 125.76 FEET, A CENTRAL ANGLE OF 6°47'52", A RADIUS OF 1060.00 FEET AND A CHORD BEARING AND DISTANCE OF S53°26'58"W, 125.69 FEET;
3. S50°03'02"W, A DISTANCE OF 405.64 FEET;
4. N89°33'04"E, A DISTANCE OF 3.72 FEET;
5. S51°32'57"W, A DISTANCE OF 622.74 FEET;
6. S51°41'36"W, A DISTANCE OF 95.42 FEET TO A POINT OF CURVE;
7. ALONG THE ARC OF SAID CURVE TO THE RIGHT HAVING A LENGTH OF 376.64 FEET, A CENTRAL ANGLE OF 9°13'20", A RADIUS OF 2339.99 FEET AND A CHORD BEARING AND DISTANCE OF S56°18'16"W, 376.24 FEET;
8. S60°54'56"W, A DISTANCE OF 363.24 FEET TO A POINT OF CURVE;

9. ALONG THE ARC OF SAID CURVE TO THE LEFT HAVING A LENGTH OF 78.94 FEET, A CENTRAL ANGLE OF 4°16'00", A RADIUS OF 1060.01 FEET AND A CHORD BEARING AND DISTANCE OF S58°46'56"W, 78.92 FEET TO THE POINT OF BEGINNING;

CONTAINING 2,201,842 SQUARE FEET OR 50.547 ACRES OF LAND, MORE OR LESS.

2015 Projects\15-005 Hillside at Castle Rock\Engineering\Reports\Metro District\Exhibit A - Legal Description.doc

PREPARE: 01-19-13

EXHIBIT B

Boundary Maps of Initial Boundaries

HILLSIDE METROPOLITAN DISTRICT LEGAL EXHIBIT

TOWN OF CASTLE ROCK, DOUGLAS COUNTY, COLORADO
SHEET 1 OF 1



- LEGEND**
- FOUND REBAR W/ RED CAP PLS 8856
 - FOUND 1-1/2" ALUM CAP 751 PLS 2544
 - FOUND REBAR W/ YELLOW CAP 751 PLS 1617
 - SET AS 3 REBAR WITH YELLOW CAP PLS 2544
 - FOUND NO 4 REBAR (BROWN CAP)
 - FOUND REBAR W/ RED CAP PLS 1747
 - FOUND REBAR W/ RED CAP PLS 3364
 - FOUND ALUMINUM MONUMENT AS DESCRIBED

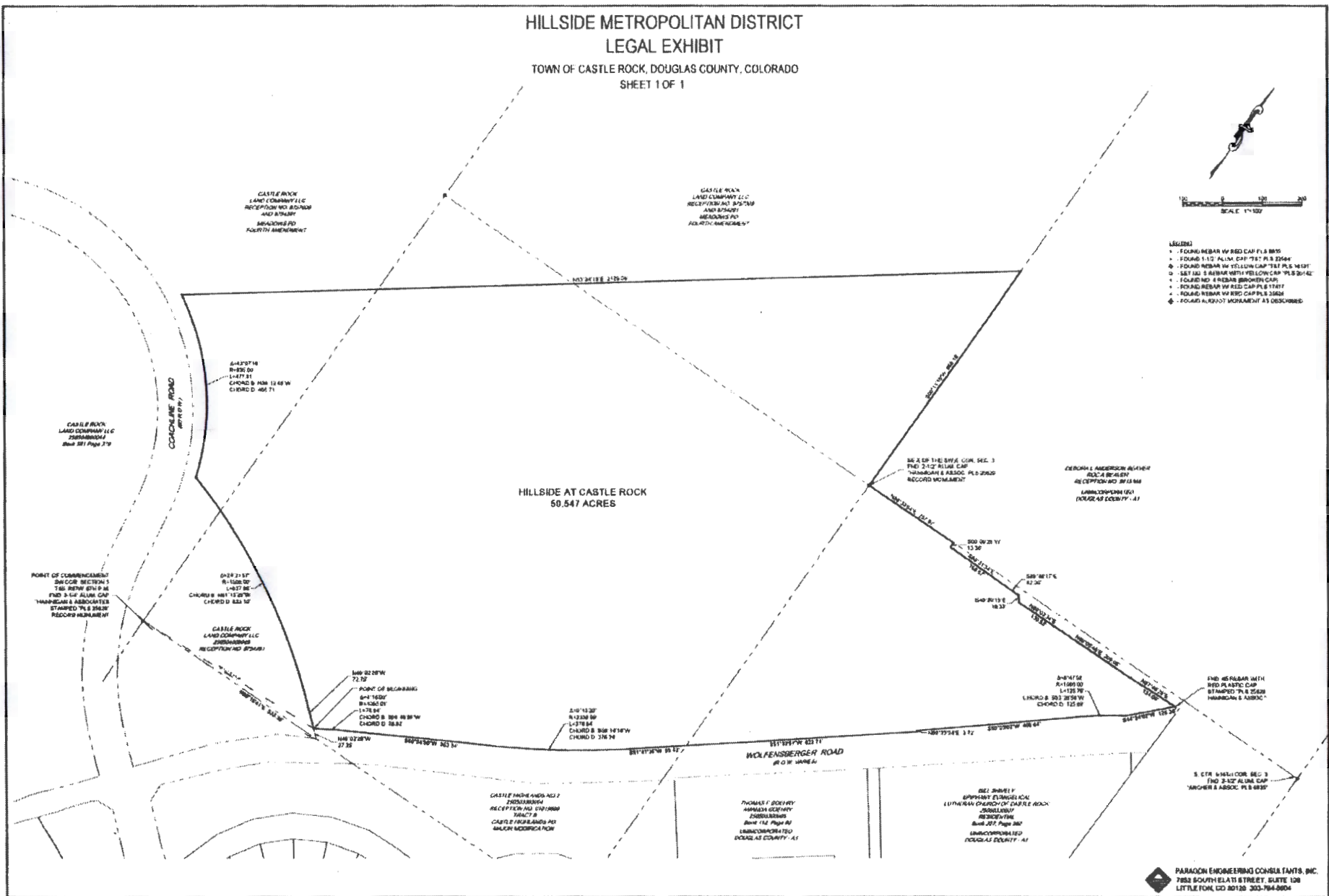
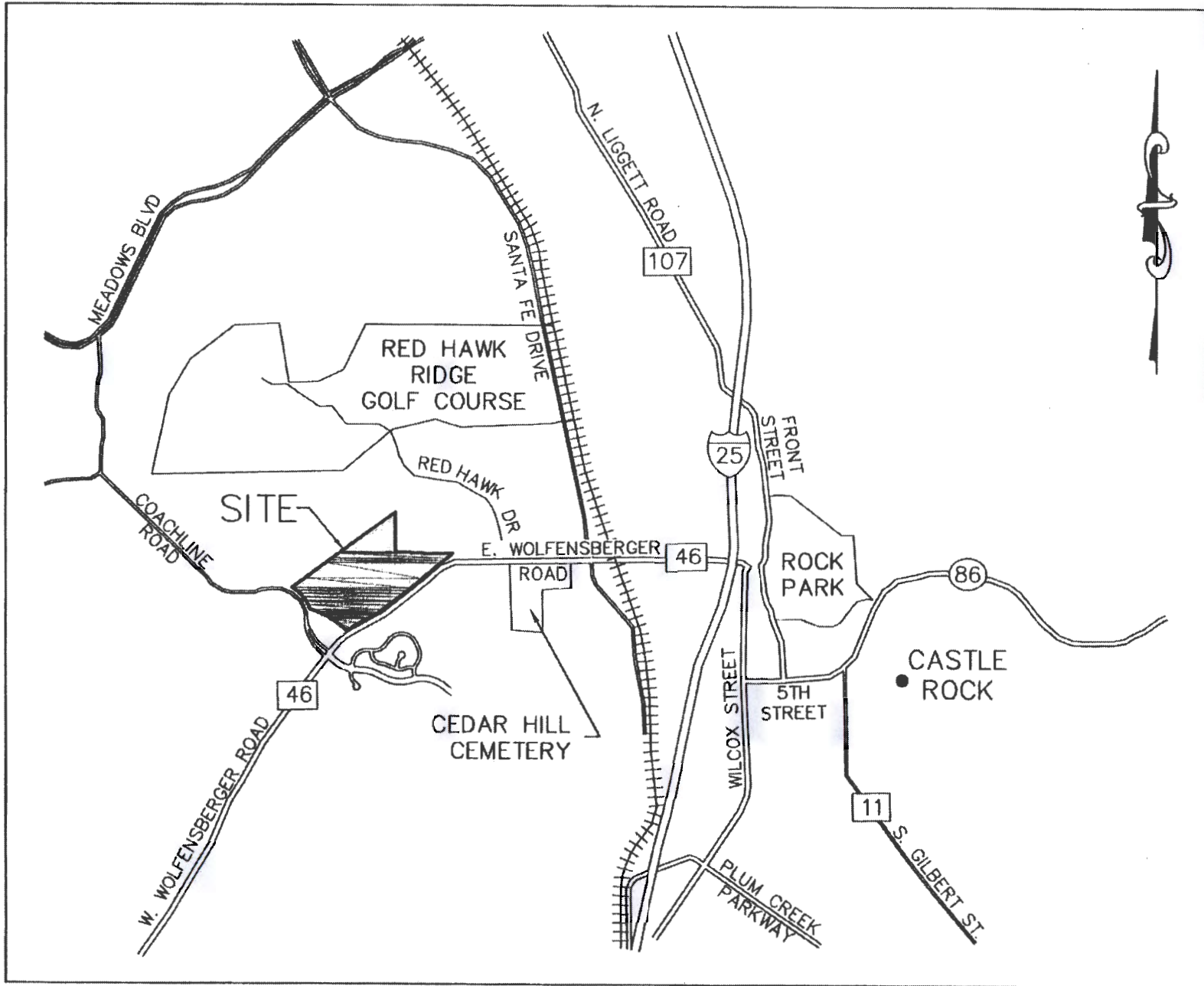


EXHIBIT C
Vicinity Map



VICINITY MAP

EXHIBIT D
Capital Plan

Capital Plan

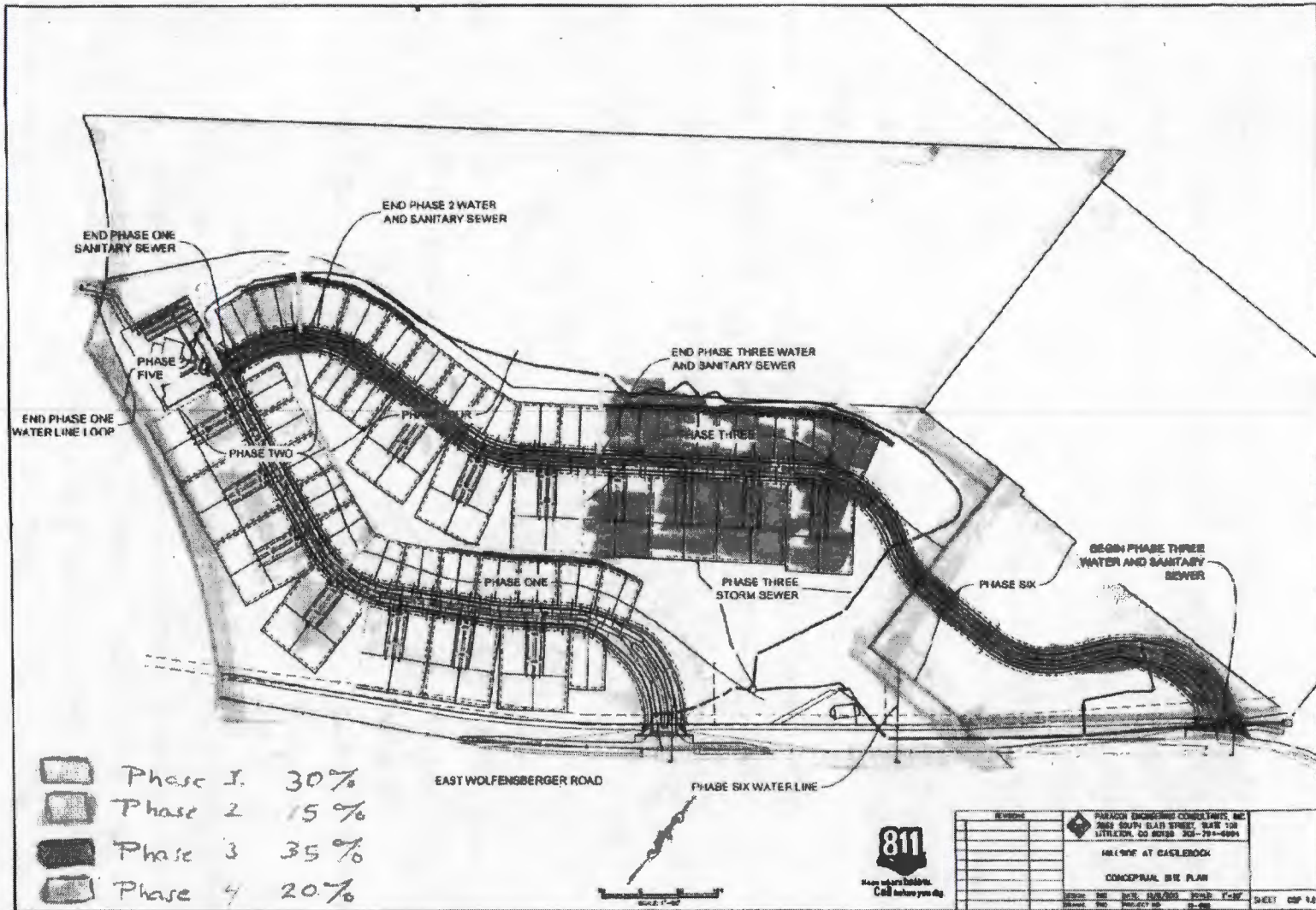
The District anticipates constructing or acquiring the Improvements, consisting of water, sewer, storm drainage, street, safety protection, and park and recreation facilities to serve the Project. More detailed information concerning the cost estimates are provided in Exhibit F of this Service Plan and a preliminary engineering survey of the location of Improvements is provided in Exhibit E of this Service Plan; the information provided in those exhibits will not be repeated herein but are incorporated by this reference.





The developer anticipates four phases of construction of the Improvements and anticipates the four phases will be completed in approximately 30 months, commencing mid-2016:

- Phase I construction costs are anticipated to be 30% of total construction costs, or approximately \$1,717,626 and will be completed over a period of six months;
- Phase II constructions are anticipated to be 15% of total construction costs, or approximately \$858,813 and will be completed over a period of eight months following completion of Phase I;
- Phase II construction costs are anticipated to be 35% of total construction costs, or approximately \$2,003,898 and will be completed over a period of eight months following completion of Phase I and Phase II;
- Phase IV construction costs are anticipated to be 20% of total construction costs, or approximately \$1,145,084 and will be completed over a period of eight months following completion of all prior phases.

The plan of phasing is depicted on the diagram attached hereto. The widening of Wolfsenberger Road will be undertaken by Douglas County.

All phases of the Project are anticipated to be completed over a period of thirty months. Therefore, the developer currently anticipates advancing all funds necessary for construction the District and the District anticipates issuance of Bonds to repay the developer on or about 2019. At that time, all construction and financing will be complete.



-  Phase 1 30%
-  Phase 2 15%
-  Phase 3 35%
-  Phase 4 20%



PHASOR ENGINEERS CONSULTANTS, INC. 2865 SOUTH BLAIR STREET, SUITE 108 LITTLETON, CO 80120 303-794-8894	
MILLWYE AT CASTLE ROCK	
CONCEPTUAL SITE PLAN	
SHEET NO. 015	SHEET OF 015
DRAWING NO.	PROJECT NO.
DATE: 08-12-09	SCALE: 1"=40'
DESIGNED BY:	CHECKED BY:
DRAWN BY:	DATE: 08-12-09
PROJECT NO.	SHEET: 001 OF 02

EXHIBIT E

Preliminary Engineering Survey of Improvements

HILLSIDE METROPOLITAN DISTRICT STREET IMPROVEMENTS

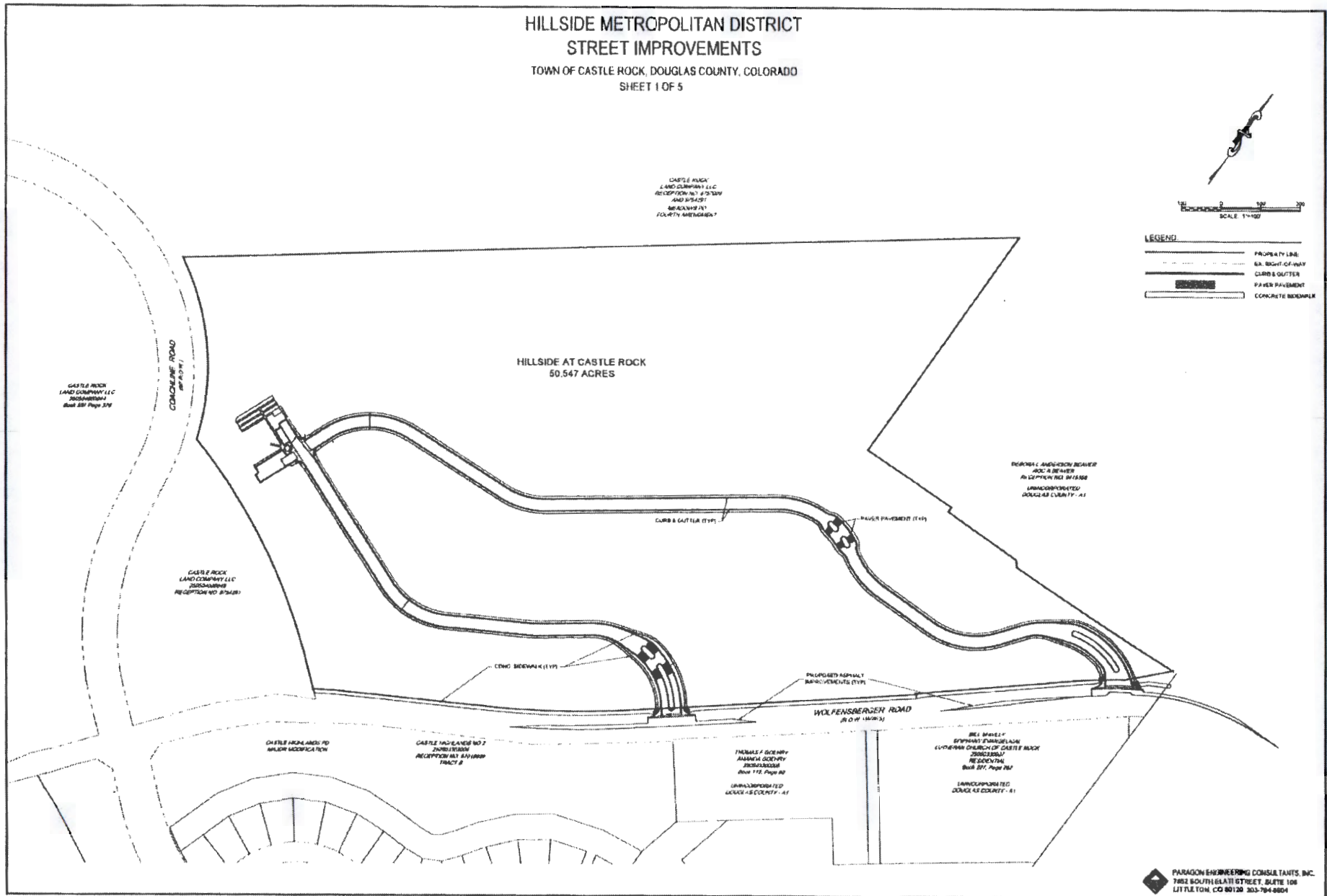
TOWN OF CASTLE ROCK, DOUGLAS COUNTY, COLORADO
SHEET 1 OF 5

CASTLE ROCK
LAND COMPANY, LLC
RECEPTION NO. 210300
AND 210301
MEADOWS PT.
FOURTH METROPOLITAN

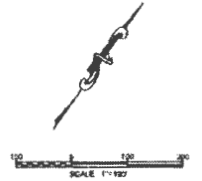


LEGEND

- PROPERTY LINE
- 6A. RIGHT-OF-WAY
- CURB & GUTTER
- PAVED PAVEMENT
- CONCRETE SIDEWALK

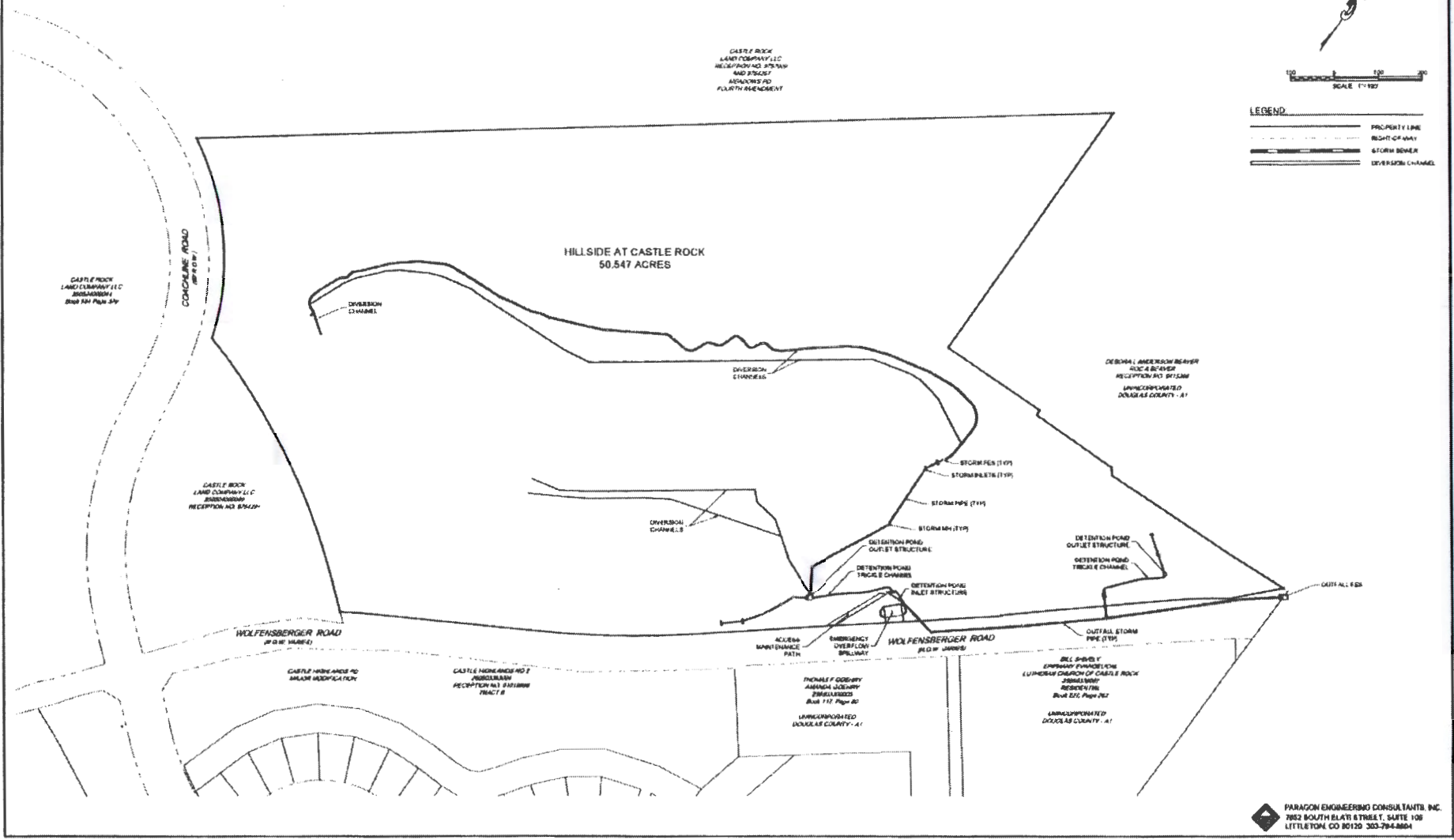


HILLSIDE METROPOLITAN DISTRICT
 STORM DRAINAGE IMPROVEMENTS
 TOWN OF CASTLE ROCK, DOUGLAS COUNTY, COLORADO
 SHEET 2 OF 5



LEGEND

	PROPERTY LINE
	RIGHT-OF-WAY
	STORM BOWER
	DEVIATION CHANNEL



CASTLE ROCK
 LAND COMPANY, LLC
 RECEIPTS AND SURVEY
 AND STREET
 IMPROVEMENT
 FOURTH AMENDMENT

CASTLE ROCK
 LAND COMPANY, LLC
 SUBDIVISION
 SUB 101, Page 20

CASTLE ROCK
 LAND COMPANY, LLC
 SUBDIVISION
 RECEPTION AND STORM

DEBRA J. ANDERSON BEAVER
 ALICE BEAVER
 RECEPTION AND STORM
 UNINCORPORATED
 DOUGLAS COUNTY - A1

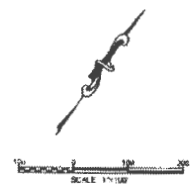
CASTLE HIGHLAND RD
 AMALM RECEPTION

CASTLE HIGHLAND RD 2
 PARADISE
 RECEPTION AND STORM
 TRACT 2

THOMAS F. GIBNEY
 AMANDA GIBNEY
 DWELLINGS
 SUB 117, Page 20
 UNINCORPORATED
 DOUGLAS COUNTY - A1

BILL SHEDDY
 EPHRAIM PARCELYS
 LUTHERAN CHURCH OF CASTLE ROCK
 PARCELYS
 RESIDENTIAL
 SUB 202, Page 202
 UNINCORPORATED
 DOUGLAS COUNTY - A1

HILLSIDE METROPOLITAN DISTRICT
 SANITARY SEWER IMPROVEMENTS
 TOWN OF CASTLE ROCK, DOUGLAS COUNTY, COLORADO
 SHEET 3 OF 5



LEGEND

—————	PROPERTY LINE
- - - - -	EX. RIGHT-OF-WAY
.....	EX. SANITARY LINE
.....	PROPOSED SANITARY LINE

CASTLE ROCK
 LAND COMPANY, LLC
 RECEIPTS NO. 10/10/04
 AND 8/14/07
 SUBJECT: PD
 FOURTH ADDITION

HILLSIDE AT CASTLE ROCK
 50.547 ACRES

CASTLE ROCK
 LAND COMPANY, LLC
 PROVISIONAL
 REFS. 3/17/04

CASTLE ROCK
 LAND COMPANY, LLC
 RECEIPTS NO. 8/15/04

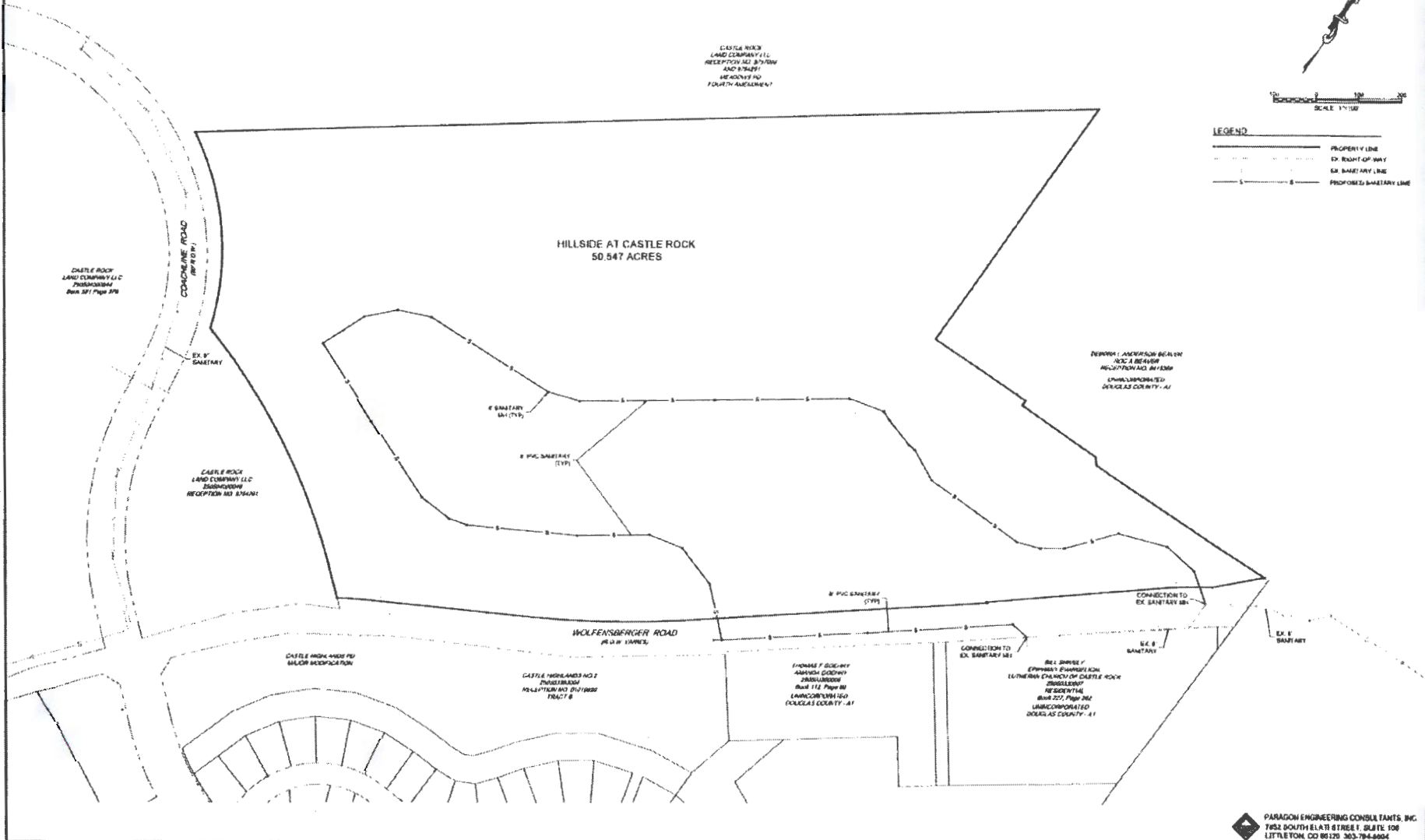
NEWPORT / ANKERSON BEARER
 RECEIPTS NO. 10/10/04
 SUBJECT: PD
 UNINCORPORATED
 DOUGLAS COUNTY, CO

CASTLE HIGHLANDS PD
 SALES SPECIFICATION

CASTLE HIGHLANDS NO. 2
 SUBDIVISION
 RECEIPTS NO. 01/17/05
 TRACT 8

FRANKIE F. SCHWARTZ
 ANKOR BEARER
 RECEIPTS NO. 11/2/04
 SUBJECT: PD
 UNINCORPORATED
 DOUGLAS COUNTY, CO

BECK BRIDGE
 EPISCOPAL CHURCH OF CASTLE ROCK
 SUBDIVISION
 RECEIPTS NO. 02/22/04
 SUBJECT: PD
 UNINCORPORATED
 DOUGLAS COUNTY, CO

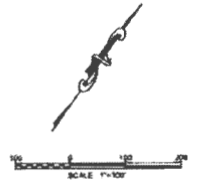


HILLSIDE METROPOLITAN DISTRICT WATER DISTRIBUTION IMPROVEMENTS

TOWN OF CASTLE ROCK, DOUGLAS COUNTY, COLORADO

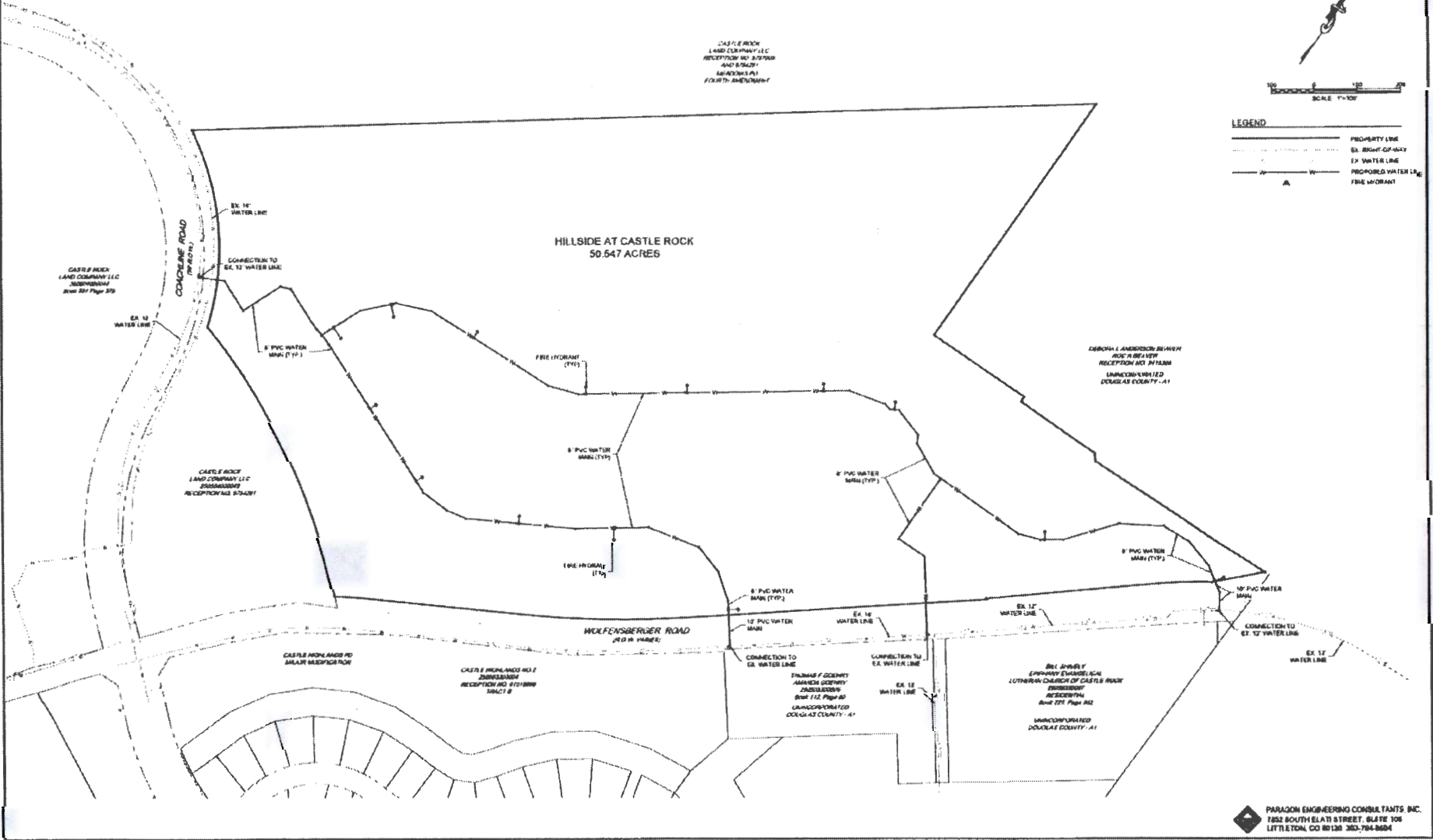
SHEET 4 OF 5

CASTLE ROCK
LAND COMPANY LLC
RECEPTION NO. 837800
AND TRACT 1
SECTION 14
FOURTH QUARTER



LEGEND

—	PROPERTY LINE
- - - -	EX. RIGHT-OF-WAY
---	EX. WATER LINE
---	PROPOSED WATER LINE
—	FIRE HYDRANT



HILLSIDE METROPOLITAN DISTRICT
 RETAINING WALLS, PARKS, OPEN SPACE, AND RECREATIONAL IMPROVEMENTS
 TOWN OF CASTLE ROCK, DOUGLAS COUNTY, COLORADO
 SHEET 5 OF 5



LEGEND

	PROPERTY LINE
	ED. RIGHT-OF-WAY
	RETAINING WALLS

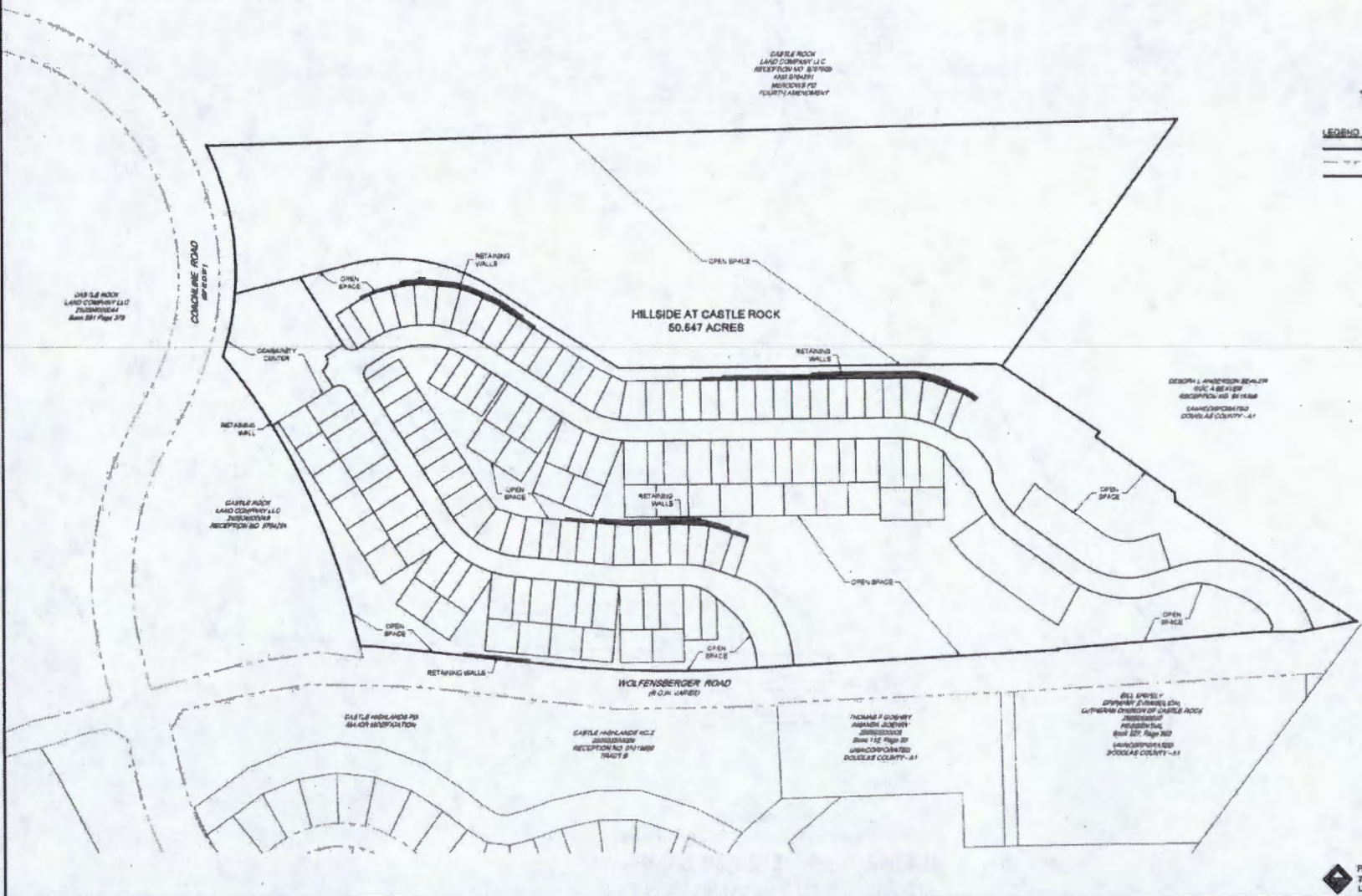


EXHIBIT F

Cost Estimates for Improvements



PARAGON ENGINEERING CONSULTANTS, INC.

January 26, 2016

Town of Castle Rock
100 N. Wilcox Street
Castle Rock, CO 80104

RE: Proposed Hillside Metropolitan District

To Whom It May Concern,

I, Troy W. Denning, a Registered Professional Engineer in the State of Colorado, have reviewed the Engineer's Estimate of Probable Construction Costs within the proposed Hillside Metropolitan District area. The Engineer's Estimate of Probable Construction Cost was based on the following information and assumptions:

- A. The quantities for each item were based on conceptual design of public improvements, as depicted in Site Development Plan Dated December 22, 2015, prepared by Paragon Engineering Consultants that was not approved by appropriate agencies.
- B. Unit costs were based on recent bids for similar projects.

Based on these assumptions, I believe that the Engineering Estimate of Probable Construction Cost contained within Service Plan for Hillside Metropolitan District is reasonable for the public improvements portion of this project.

Additionally, I have reviewed the exhibits of the location of public improvements within the Service Plan for the district (Service District Roadways, Storm Drainage System, Sanitary Sewer System, Water Distribution System, Retaining Walls, Parks and Open Space) and believe the exhibits represent the conceptual design of the public improvements prepared by Paragon Engineering Consultants.

For and on Behalf of
Paragon Engineering Consultants, Inc.

Troy W. Denning, P.E.
Senior Project Engineer

**Hillside Metropolitan District
Construction Cost Estimate
Totals**

January 27, 2016
Job. No. 15-005

West Road	\$	351,098
East Road	\$	537,605
Storm Drainage Improvements	\$	389,551
Sanitary Sewer Improvements	\$	567,002
Water Improvements	\$	549,219
Parks - Retaining Walls	\$	1,140,000
Parks - Recreation Center	\$	475,000
Widen Wolfsenberger	\$	362,506
Landscape		\$606,645
Subtotal	\$	4,978,627
Contingency (15%)	\$	746,794
Total	\$	5,725,422

Hillside Metropolitan District
Construction Cost Estimate

January 27, 2016
Job. No. 15-005

West Road Improvements 45' ROW
Pavement width 28 LF (2 lanes @ 14 LF each direction)
2' 11" mountable curb and gutter
Concrete sidewalk width 5 LF on both sides

Concrete

Items	Quantity	Unit	Unit Price		Total
2'11" Mountable	2400	LF	\$ 28.00	\$	67,200.00
30" Vertical Curb and Gutter	490	LF	\$ 14.00	\$	6,860.00
5' Sidewalk	2253	SF	\$ 5.30	\$	11,940.90
Median Curb and Gutter	390	SF	\$ 11.00	\$	4,290.00
Mid Block Access Ramps	1	EA	\$ 1,100.00	\$	1,100.00
Corner Access Ramps	6	EA	\$ 3,100.00	\$	18,600.00
Cross-pans Spandral	2720	SF	\$ 9.50	\$	25,840.00
Subtotal				\$	135,830.90

Paving

Prep and Subcut for Base	6433	SY	\$ 3.00	\$	19,299.00
Supply Base Onsite	4500	Ton	\$ 14.00	\$	63,000.00
Place Base Onsite	4500	EA	\$ 3.00	\$	13,500.00
Scarify and Recompact	4735	SY	\$ 1.10	\$	5,208.50
6" Asphalt Paving	4735	SY	\$ 18.00	\$	85,230.00
Raise Man Holes	11	EA	\$ 430.00	\$	4,730.00
Raise Valve Box	16	EA	\$ 550.00	\$	8,800.00
Signage and Striping	1	LS	\$ 15,500.00	\$	15,500.00
Subtotal				\$	215,267.50

West Road Total \$ 351,098.40

Hillside Metropolitan District
Construction Cost Estimate

January 27, 2016
Job. No. 15-005

East Road Improvements 45' ROW
Pavement width 28 LF (2 lanes @ 16 LF each direction)
2' 11" mountable curb and gutter
Concrete sidewalk width 5 LF on both sides

Concrete

Items	Quantity	Unit	Unit Price	Total
2'11" Mountable	4634	LF	\$ 28.00	\$ 129,752.00
30" Vertical Curb and Gutter	595	LF	\$ 14.00	\$ 8,330.00
5' Sidewalk	3525	SF	\$ 5.30	\$ 18,682.50
Median Curb and Gutter	390	SF	\$ 11.00	\$ 4,290.00
Prep	6500	LF	\$ 3.00	\$ 19,500.00
Mid Block Access Ramps	4	EA	\$ 1,300.00	\$ 5,200.00
Corner Access Ramps	2	EA	\$ 3,100.00	\$ 6,200.00
Cross-pans Spandral	1100	SF	\$ 9.50	\$ 10,450.00
Subtotal				\$ 202,404.50

Paving

Prep and Subcut for Base	8967	SY	\$ 3.00	\$ 26,901.00
Supply Base Onsite	6500	Ton	\$ 14.00	\$ 91,000.00
Place Base Onsite	6500	Ton	\$ 3.00	\$ 19,500.00
Scarify and Recompact	8967	SY	\$ 1.10	\$ 9,863.70
6" Asphalt Paving	8967	SY	\$ 18.00	\$ 161,406.00
Raise Man Holes	11	EA	\$ 430.00	\$ 4,730.00
Raise Valve Box	16	EA	\$ 550.00	\$ 8,800.00
Signage and Striping	1	LS	\$ 13,000.00	\$ 13,000.00
Subtotal				\$ 335,200.70

East Road Total	\$	537,605.20
------------------------	-----------	-------------------

Sanitary Sewer Improvements - Onsite

Items	Quantity	Unit	Unit Price	Total
8" PVC Pipe (SDR 35)	3684	LF	\$ 55.00	\$ 202,620.00
4' Diameter Manhole	26	LF	\$ 4,561.00	\$ 118,586.00
			Subtotal Onsite	\$ 321,206.00

Sanitary Sewer Improvements - Offsite

Items	Quantity	Unit	Unit Price	Total
Connect to Existing SS in Wolfensberger	1	EA	\$ 3,500.00	\$ 3,500.00
4' Diameter Manhole	3	EA	\$ 5,500.00	\$ 16,500.00
8" PVC Pipe (SDR 35)	734	LF	\$ 128.00	\$ 93,952.00
Utility conflicts	3	EA	\$ 1,800.00	\$ 5,400.00
Test Manhole	3	EA	\$ 430.00	\$ 1,290.00
Test Line	734	LF	\$ 2.00	\$ 1,468.00
Video Line	734	LF	\$ 4.00	\$ 2,936.00
Sawcut, Remove and Replace asphalt	750	LF	\$ 121.00	\$ 90,750.00
Temporary Patching and Plates	1	LS	\$ 7,500.00	\$ 7,500.00
Traffic Control	15	DY	\$ 1,500.00	\$ 22,500.00
			Subtotal Offsite	\$ 245,796.00

Sanitary Sewer Improvements Total	\$ 567,002.00
--	----------------------

Water Improvements - Onsite

Items	Quantity	Unit	Unit Price	Total
8" PVC Pipe (C900-75)	4147	LF	\$ 58.00	\$ 240,526.00
8" Gate Valve	29	EA	\$ 2,350.00	\$ 68,150.00
10" PVC Pipe (C900-75)	9	LF	\$ 68.00	\$ 612.00
10"x8" Reducer	1	EA	\$ 500.00	\$ 500.00
Fire Hydrants	15	EA	\$ 7,500.00	\$ 112,500.00
Utility Crossings	2400	EA	\$ 11.00	\$ 26,400.00
Tie to previous phase	1	LS	\$ 950.00	\$ 950.00
Testing	1	LS	\$ 2,500.00	\$ 2,500.00
			Subtotal Onsite	\$ 452,138.00

Water Improvements - Offsite

Items	Quantity	Unit	Unit Price	Total
Connect to existing	3	EA	\$ 8,000.00	\$ 24,000.00
8" PVC Pipe (C900-75)	47	LF	\$ 58.00	\$ 2,726.00
10" PVC Pipe (C900-75)	145	LF	\$ 68.00	\$ 9,860.00
10" Gate Valve	2	EA	\$ 2,500.00	\$ 5,000.00
10"x8" Reducer	1	EA	\$ 500.00	\$ 500.00
12"x10" Tee	1	EA	\$ 800.00	\$ 800.00
16"x10" Tee	1	EA	\$ 900.00	\$ 900.00
Sawcut / RR Wolf	110	LF	\$ 140.00	\$ 15,400.00
Sawcut / RR Coachline	32	LF	\$ 140.00	\$ 4,480.00
Traffic Control	3	EA	\$ 6,000.00	\$ 18,000.00
Flowfill Trenches/plates	1	LS	\$ 15,415.00	\$ 15,415.00
			Subtotal Offsite	\$ 97,081.00

Water Improvements Total	\$ 549,219.00
---------------------------------	----------------------

Hillside Metropolitan District
Construction Cost Estimate

January 27, 2016
Job. No. 15-005

Retaining Walls

Items	Quantity	Unit	Unit Price	Total
Wall Design	35000	SF	\$ 0.80	\$ 28,000.00
Excavation	9000	CY	\$ 3.00	\$ 27,000.00
Wall Install	35000	FF	\$ 31.00	\$ 1,085,000.00

Retaining Walls Total \$ 1,140,000.00

Recreation Center

Items	Quantity	Unit	Unit Price	Total
Recreation Center	1	EA	\$ 475,000.00	\$ 475,000.00

Recreation Center Total \$ 475,000.00

Hillside Metropolitan District
Construction Cost Estimate

January 27, 2016
Job. No. 15-005

	Item	Size	Unit	Unit Price	Quantity Original	Quantity	Total
Elements							
1	Shelter-Community Garden		EA	\$9,450.00	1	1	\$9,450.00
2	Shelter-Overlook		LF	\$9,450.00	1	1	\$9,450.00
3	Fence-3-Rail		LF	\$30.00	5,556	1,500	\$45,003.60
4	Monument-Signage		EA	\$9,450.00	3	3	\$28,350.00
5	Vehicular Gate		EA	\$9,450.00	2	2	\$18,900.00
6	Specialty Concrete-Entry Drive		SF	\$15.00	2,850	770	\$11,542.50
7	Crusher Fines		EA	\$3.25	5,368	1,449	\$4,710.42
8	Nature Trail-3' Wide		LF	\$2.00	5,936	1,603	\$3,205.44

Sub-Total \$130,612

	Item	Size	Unit	Unit Price	Quantity		Total
Landscape							
9	Tree - Canopy	2.5' Cal.	EA	\$550.00	183	59	\$32,208.00
10	Tree-Evergreen	6-8' Ht.	EA	\$600.00	199	64	\$38,208.00
11	Tree - Ornamental	2" Cal.	EA	\$450.00	171	55	\$24,624.00
12	Shrub - Deciduous	5 Gal.	EA	\$40.00	1,737	556	\$22,233.60
13	Shrub-Upright Evergreen	10 Gal.	EA	\$250.00	146	47	\$11,680.00
14	Shrub - Evergreen	5 Gal.	EA	\$50.00	1,189	380	\$19,024.00
15	Ornamental Grass	1 Gal.	EA	\$18.00	1,114	356	\$6,416.64
16	Perennial	1 Gal.	EA	\$15.00	329	105	\$1,579.20
17	Steel Edger	4" x 1/8"	LF	\$4.25	20,626	6,600	\$28,051.36
18	Sod-Canadia Blue Fescue Mix	NA	SF	\$1.25	88,379	28,281	\$35,351.60
19	Mulch#1-3/4"-1.5"River Rock	NA	SF	\$1.75	147,885	47,323	\$82,815.60
20	Mulch#2-2-4" Cobble	NA	SF	\$1.75	10,609	3,395	\$5,941.04
21	Seed-Low Gro (Irrigated)	NA	SF	\$0.12	49,942	15,981	\$1,917.77
22	Seed-Permanent Drill Seed Mix	NA	SF	\$0.12	525,146	168,047	\$20,165.61
23	Garden Plots	NA	SF	\$0.00	37,674	12,056	\$0.00
24	Soil Prep	NA	SF	\$0.05	859,635	275,083	\$13,754.16

Sub-Total \$343,971

	Item	Size	Unit	Unit Price	Quantity		Total
Irrigation							
25	Sod	Spray	SF	\$1.00	88,379	22,095	\$22,094.75
26	Shrub Beds	Drip	SF	\$0.85	147,885	36,971	\$31,425.56
27	Seed	Spray	SF	\$1.00	49,942	12,486	\$12,485.50
28	Hose Bib (community gardens)		EA	\$800.00	2	2	\$1,600.00
29	Controller		LS	\$1,500.00	2	2	\$3,000.00
30	1.5" Tap Fee		EA	\$61,457.00	1	1	\$61,457.00

Sub-Total \$132,063

Hillside Metropolitan District
Construction Cost Estimate

January 27, 2016
Job. No. 15-005

Widen Wolfsenberger

Items	Quantity	Unit	Unit Price	Total
Grading and Dirt	1700	CY	\$ 5.00	\$ 8,500.00
Supply Base	950	TN	\$ 14.00	\$ 13,300.00
Place Base and Prep	950	TN	\$ 3.00	\$ 2,850.00
Excel Dcel Lane Paving	1566	SY	\$ 50.00	\$ 78,300.00
Paving With Mill and Overlay	3132	SY	\$ 13.00	\$ 40,716.00
Traffic Control Signage and Striping	1	LS	\$ 130,000.00	\$ 130,000.00
Curb and Gutter	856	LF	\$ 15.00	\$ 12,840.00
Misc Demo and Removals	1	LS	\$ 76,000.00	\$ 76,000.00

Total \$ 362,506.00

EXHIBIT G
Financial Plan

HILLSIDE AT CASTLE ROCK METROPOLITAN DISTRICT

Development Projection at 50.00 (target) Mills for Debt Service, plus Fees

Series 2019, G.O. Bonds, Non-Rated, 120x @ Cap, 30-yr. Maturity

YEAR	<<<<<<< Residential >>>>>>>>			< Platted/Developed Lots >			Total Assessed Value	District D/S Mill Levy [50.00 Target]	District D/S Mill Levy Collections @ 98%	District S.O. Taxes Collected @ 5%	Total Available Revenue
	Total Res'l Units	Mid Value Biennial Reasses'mt @ 2.0%	Cumulative Market Value	As'ed Value @ 7.00% of Market (2-yr lag)	Cumulative Market Value	As'ed Value @ 20.00% of Market (2-yr lag)		District D/S Mill Levy [50.00 Cap]	District S.O. Taxes Collected @ 5%		
2015	0		0		0		\$0				0
2016	0		0		2,223,060		\$0	50.000	\$0	\$0	0
2017	60		22,875,212	0	2,887,872	0	0	50.000	0	0	0
2018	72	453,504	50,883,176	0	1,407,938	644,887	644,887	50.000	31,590	1,895	33,485
2019	38		65,824,328	1,804,947	0	773,825	2,578,572	50.000	128,350	7,581	133,931
2020	0	1,318,487	67,140,813	4,050,301	0	408,302	4,458,803	50.000	218,472	13,108	231,580
2021	0		67,140,813	5,239,816	0	0	5,239,816	50.000	258,741	15,404	272,146
2022	0	1,342,818	68,483,629	5,344,409	0	0	5,344,409	50.000	261,878	15,713	277,589
2023	0		68,483,629	5,344,409	0	0	5,344,409	50.000	261,878	15,713	277,589
2024	0	1,369,873	69,853,302	5,451,297	0	0	5,451,297	50.000	267,114	16,027	283,140
2025	0		69,853,302	5,451,297	0	0	5,451,297	50.000	267,114	16,027	283,140
2026	0	1,397,066	71,250,388	5,580,323	0	0	5,580,323	50.000	272,458	16,347	288,803
2027	0		71,250,388	5,580,323	0	0	5,580,323	50.000	272,458	16,347	288,803
2028	0	1,425,007	72,675,375	5,671,529	0	0	5,671,529	50.000	277,905	16,674	294,579
2029	0		72,675,375	5,671,529	0	0	5,671,529	50.000	277,905	16,674	294,579
2030	0	1,453,508	74,128,883	5,784,980	0	0	5,784,980	50.000	283,463	17,008	300,471
2031	0		74,128,883	5,784,980	0	0	5,784,980	50.000	283,463	17,008	300,471
2032	0	1,482,578	75,611,460	5,900,659	0	0	5,900,659	50.000	289,132	17,348	306,480
2033	0		75,611,460	5,900,659	0	0	5,900,659	50.000	289,132	17,348	306,480
2034	0	1,512,229	77,123,690	6,018,872	0	0	6,018,872	50.000	294,915	17,695	312,610
2035	0		77,123,690	6,018,872	0	0	6,018,872	50.000	294,915	17,695	312,610
2036		1,542,474	78,666,163	6,139,048	0	0	6,139,048	50.000	300,813	18,049	318,862
2037			78,666,163	6,139,048	0	0	6,139,048	50.000	300,813	18,049	318,862
2038		1,573,323	80,239,487	6,281,827	0	0	6,281,827	50.000	306,830	18,410	325,239
2039			80,239,487	6,281,827	0	0	6,281,827	50.000	306,830	18,410	325,239
2040		1,604,790	81,844,278	6,387,083	0	0	6,387,083	50.000	312,968	18,778	331,744
2041			81,844,278	6,387,083	0	0	6,387,083	50.000	312,968	18,778	331,744
2042		1,636,888	83,481,162	6,514,804	0	0	6,514,804	50.000	319,225	19,154	338,379
2043			83,481,162	6,514,804	0	0	6,514,804	50.000	319,225	19,154	338,379
2044		1,669,823	85,150,785	6,645,100	0	0	6,645,100	50.000	325,810	19,537	345,147
2045			85,150,785	6,645,100	0	0	6,645,100	50.000	325,810	19,537	345,147
2046		1,703,016	86,853,801	6,778,002	0	0	6,778,002	50.000	332,122	19,927	352,049
2047			86,853,801	6,778,002	0	0	6,778,002	50.000	332,122	19,927	352,049
2048		1,737,076	88,590,877	6,913,583	0	0	6,913,583	50.000	338,765	20,328	359,090
2049			88,590,877	6,913,583	0	0	6,913,583	50.000	338,765	20,328	359,090
	170	23,220,055							8,999,535	539,972	9,539,507

HILLSIDE AT CASTLE ROCK METROPOLITAN DISTRICT

Development Projection at 50.00 (target) Mills for Debt Service, plus Fees

Series 2019, G.O. Bonds, Non-Rated, 120x @ Cap, 30-yr. Maturity

YEAR	Net Available for Debt Svc	Ser. 2019 \$3,665,000 Par [Net \$3.174 MM] Net Debt Service	Annual Surplus	Surplus Release @ 50% D/A to \$366,500	Cumulative Surplus \$366,500 Target	Debt/ Assessed Ratio	Debt/ Act'l Value Ratio	Cov. of Net DS: @ 50.00 Target	Cov. of Net DS: @ 50.00 Cap
2015	0		0		0				
2016	0		0		0	n/a	n/a	0.0%	0.0%
2017	0		0	0	0	0%	0%	0.0%	0.0%
2018	33,485		33,485	0	33,485	0%	0%	0.0%	0.0%
2019	133,931	\$0	133,931	0	167,416	82%	5%	0.0%	0.0%
2020	231,580	150,887	80,693	0	248,109	70%	5%	153.5%	153.5%
2021	272,146	225,886	46,160	0	294,269	68%	5%	120.4%	120.4%
2022	277,589	229,611	47,978	0	342,247	68%	5%	120.8%	120.9%
2023	277,589	227,961	49,628	25,374	366,500	68%	5%	121.8%	121.8%
2024	283,140	231,311	51,829	51,829	366,500	65%	5%	122.4%	122.4%
2025	283,140	234,366	48,754	48,754	366,500	63%	5%	120.8%	120.8%
2026	288,803	237,188	51,617	51,617	366,500	62%	5%	121.8%	121.8%
2027	288,803	239,711	49,092	49,092	366,500	60%	5%	120.5%	120.5%
2028	294,579	241,961	52,616	52,616	366,500	59%	5%	121.7%	121.7%
2029	294,579	243,936	50,643	50,643	366,500	57%	4%	120.8%	120.8%
2030	300,471	245,636	54,835	54,835	366,500	56%	4%	122.3%	122.3%
2031	300,471	247,061	53,410	53,410	366,500	54%	4%	121.8%	121.8%
2032	306,480	253,211	53,269	53,269	366,500	52%	4%	121.0%	121.0%
2033	306,480	253,811	52,669	52,669	366,500	50%	4%	120.8%	120.8%
2034	312,610	259,136	53,474	53,474	366,500	48%	4%	120.6%	120.6%
2035	312,610	258,911	53,699	53,699	366,500	46%	4%	120.7%	120.7%
2036	318,862	263,411	55,451	55,451	366,500	44%	3%	121.1%	121.1%
2037	318,862	262,361	56,501	56,501	366,500	41%	3%	121.5%	121.5%
2038	325,239	266,036	59,203	59,203	366,500	39%	3%	122.3%	122.3%
2039	325,239	269,161	56,078	56,078	366,500	38%	3%	120.8%	120.8%
2040	331,744	271,736	60,008	60,008	366,500	34%	3%	122.1%	122.1%
2041	331,744	273,761	57,983	57,983	366,500	31%	2%	121.2%	121.2%
2042	338,379	280,236	58,143	58,143	366,500	28%	2%	120.7%	120.7%
2043	338,379	280,866	57,493	57,493	366,500	25%	2%	120.5%	120.5%
2044	345,147	285,986	59,161	59,161	366,500	22%	2%	120.7%	120.7%
2045	345,147	285,261	59,886	59,886	366,500	19%	1%	121.0%	121.0%
2046	352,049	288,986	63,064	63,064	366,500	15%	1%	121.8%	121.8%
2047	352,049	291,886	60,164	60,164	366,500	12%	1%	120.6%	120.6%
2048	359,090	293,981	65,130	65,130	366,500	8%	1%	122.2%	122.2%
2049	359,090	295,661	63,430	429,830	0	0%	0%	121.5%	121.5%
	9,539,507	7,890,028	1,849,480	1,849,480					

[B:Jan2019 18nrb0]

HILLSIDE AT CASTLE ROCK METROPOLITAN DISTRICT
 Operations Revenue and Expense Projection

YEAR	Total Assessed Value	Oper'n's Mill Levy	Total Collections @ 98%	S.O. Taxes Collected @ 5%	Total Available For O&M
2015					
2016	0	10.000	0	0	0
2017	0	10.000	0	0	0
2018	644,687	10.000	6,318	379	6,697
2019	2,578,572	10.000	25,270	1,518	26,788
2020	4,458,603	10.000	43,694	2,822	46,316
2021	5,239,616	10.000	51,348	3,081	54,429
2022	5,344,409	10.000	52,375	3,143	55,518
2023	5,344,409	10.000	52,375	3,143	55,518
2024	5,451,207	10.000	53,423	3,205	56,628
2025	5,451,297	10.000	53,423	3,205	56,628
2026	5,560,323	10.000	54,491	3,269	57,761
2027	5,560,323	10.000	54,491	3,269	57,761
2028	5,671,529	10.000	55,581	3,335	58,916
2029	5,671,529	10.000	55,581	3,335	58,916
2030	5,784,960	10.000	56,693	3,402	60,094
2031	5,784,960	10.000	56,693	3,402	60,094
2032	5,900,859	10.000	57,826	3,470	61,296
2033	5,900,859	10.000	57,826	3,470	61,296
2034	6,018,672	10.000	58,983	3,539	62,522
2035	6,018,672	10.000	58,983	3,539	62,522
2036	6,139,046	10.000	60,163	3,610	63,772
2037	6,139,046	10.000	60,163	3,610	63,772
2038	6,261,827	10.000	61,366	3,682	65,048
2039	6,261,827	10.000	61,366	3,682	65,048
2040	6,387,063	10.000	62,593	3,756	66,349
2041	6,387,063	10.000	62,593	3,756	66,349
2042	6,514,804	10.000	63,845	3,831	67,676
2043	6,514,804	10.000	63,845	3,831	67,676
2044	6,645,100	10.000	65,122	3,907	69,029
2045	6,645,100	10.000	65,122	3,907	69,029
2046	6,778,002	10.000	66,424	3,985	70,410
2047	6,778,002	10.000	66,424	3,985	70,410
2048	6,913,563	10.000	67,753	4,065	71,818
2049	6,913,563	10.000	67,753	4,065	71,818
			1,799,907	107,994	1,907,901

HILLSIDE AT CASTLE ROCK METROPOLITAN DISTRICT

Development Projection -- Buildout Plan (updated 1/15/16)

YEAR	Residential Development					Residential Summary		Annual Market Value +/- of Platted & Developed Lots
	# Lots Devel'd	Incr/(Decr) in Finished Lot Value @ 10%	SFDs (wav\$)		Market Value	Total Residential Market Value	Total Res'l Units	
			# Units Completed 170 target	Price Inflated @ 2%				
2015	0	0		\$370,510	0	\$0	0	0
2016	60	2,223,060		370,510	0	0	0	2,223,060
2017	72	444,612	60	377,920	22,675,212	22,675,212	60	444,612
2018	38	(1,259,734)	72	385,479	27,754,459	27,754,459	72	(1,259,734)
2019	0	(1,407,938)	38	393,188	14,941,151	14,941,151	38	(1,407,938)
2020	0	0	0	401,052	0	0	0	0
2021	0	0	0	409,073	0	0	0	0
2022	0	0	0	417,254	0	0	0	0
2023	0	0	0	425,600	0	0	0	0
2024	0	0	0	434,112	0	0	0	0
2025	0	0	0	442,794	0	0	0	0
	170	(0)	170		65,370,822	65,370,822	170	(0)

SOURCES AND USES OF FUNDS

**HILLSIDE AT CASTLE ROCK METROPOLITAN DISTRICT
 GENERAL OBLIGATION BONDS, SERIES 2019
 Non-Rated, 120x, 30-yr. Maturity
 (Full Growth Assumptions)
 [Preliminary -- for discussion only]**

Dated Date 12/01/2019
 Delivery Date 12/01/2019

Sources:

Bond Proceeds:	
Par Amount	3,665,000.00
	<u>3,665,000.00</u>

Uses:

Project Fund Deposits:	
Project Fund	3,173,775.83
Other Fund Deposits:	
Capitalized Interest Fund	50,074.17
Debt Service Reserve Fund	<u>294,550.00</u>
	<u>344,624.17</u>
Delivery Date Expenses:	
Cost of Issuance	146,600.00
	<u>3,665,000.00</u>

BOND SUMMARY STATISTICS

**HILLSIDE AT CASTLE ROCK METROPOLITAN DISTRICT
 GENERAL OBLIGATION BONDS, SERIES 2019**

**Non-Rated, 120x, 30-yr. Maturity
 (Full Growth Assumptions)**

[Preliminary – for discussion only]

Dated Date	12/01/2019
Delivery Date	12/01/2019
First Coupon	06/01/2020
Last Maturity	12/01/2049
Arbitrage Yield	5.500000%
True Interest Cost (TIC)	5.500000%
Net Interest Cost (NIC)	5.500000%
All-In TIC	5.841222%
Average Coupon	5.500000%
Average Life (years)	21.765
Weighted Average Maturity (years)	21.765
Duration of Issue (years)	12.423
Par Amount	3,665,000.00
Bond Proceeds	3,665,000.00
Total Interest	4,387,350.00
Net Interest	4,387,350.00
Bond Years from Dated Date	79,770,000.00
Bond Years from Delivery Date	79,770,000.00
Total Debt Service	8,052,350.00
Maximum Annual Debt Service	590,800.00
Average Annual Debt Service	268,411.67
Underwriter's Fees (per \$1000)	
Average Takedown	
Other Fee	
Total Underwriter's Discount	
Bid Price	100.000000

Bond Component	Par Value	Price	Average Coupon	Average Life	PV of 1 bp change
30-yr. Term Bond	3,665,000.00	100.000	5.500%	21.765	5,350.90
	3,665,000.00			21.765	5,350.90

	TIC	All-In TIC	Arbitrage Yield
Par Value	3,665,000.00	3,665,000.00	3,665,000.00
+ Accrued Interest			
+ Premium (Discount)			
- Underwriter's Discount			
- Cost of Issuance Expense		-146,600.00	
- Other Amounts			
Target Value	3,665,000.00	3,518,400.00	3,665,000.00
Target Date	12/01/2019	12/01/2019	12/01/2019
Yield	5.500000%	5.841222%	5.500000%

BOND DEBT SERVICE

**HILLSIDE AT CASTLE ROCK METROPOLITAN DISTRICT
 GENERAL OBLIGATION BONDS, SERIES 2019**

**Non-Rated, 120x, 30-yr. Maturity
 (Full Growth Assumptions)**

[Preliminary -- for discussion only]

Period Ending	Principal	Coupon	Interest	Debt Service	Annual Debt Service
06/01/2020			100,787.50	100,787.50	
12/01/2020			100,787.50	100,787.50	201,575
06/01/2021			100,787.50	100,787.50	
12/01/2021	25,000	5.500%	100,787.50	125,787.50	226,575
06/01/2022			100,100.00	100,100.00	
12/01/2022	30,000	5.500%	100,100.00	130,100.00	230,200
06/01/2023			99,275.00	99,275.00	
12/01/2023	30,000	5.500%	99,275.00	129,275.00	228,550
06/01/2024			98,450.00	98,450.00	
12/01/2024	35,000	5.500%	98,450.00	133,450.00	231,900
06/01/2025			97,487.50	97,487.50	
12/01/2025	40,000	5.500%	97,487.50	137,487.50	234,975
06/01/2026			96,387.50	96,387.50	
12/01/2026	45,000	5.500%	96,387.50	141,387.50	237,775
06/01/2027			95,150.00	95,150.00	
12/01/2027	50,000	5.500%	95,150.00	145,150.00	240,300
06/01/2028			93,775.00	93,775.00	
12/01/2028	55,000	5.500%	93,775.00	148,775.00	242,550
06/01/2029			92,262.50	92,262.50	
12/01/2029	60,000	5.500%	92,262.50	152,262.50	244,525
06/01/2030			90,612.50	90,612.50	
12/01/2030	65,000	5.500%	90,612.50	155,612.50	246,225
06/01/2031			88,825.00	88,825.00	
12/01/2031	70,000	5.500%	88,825.00	158,825.00	247,650
06/01/2032			86,900.00	86,900.00	
12/01/2032	80,000	5.500%	86,900.00	166,900.00	253,800
06/01/2033			84,700.00	84,700.00	
12/01/2033	85,000	5.500%	84,700.00	169,700.00	254,400
06/01/2034			82,362.50	82,362.50	
12/01/2034	95,000	5.500%	82,362.50	177,362.50	259,725
06/01/2035			79,750.00	79,750.00	
12/01/2035	100,000	5.500%	79,750.00	179,750.00	259,500
06/01/2036			77,000.00	77,000.00	
12/01/2036	110,000	5.500%	77,000.00	187,000.00	264,000
06/01/2037			73,975.00	73,975.00	
12/01/2037	115,000	5.500%	73,975.00	188,975.00	262,950
06/01/2038			70,812.50	70,812.50	
12/01/2038	125,000	5.500%	70,812.50	195,812.50	266,825
06/01/2039			67,375.00	67,375.00	
12/01/2039	135,000	5.500%	67,375.00	202,375.00	269,750
06/01/2040			63,662.50	63,662.50	
12/01/2040	145,000	5.500%	63,662.50	208,662.50	272,325
06/01/2041			59,675.00	59,675.00	
12/01/2041	155,000	5.500%	59,675.00	214,675.00	274,350
06/01/2042			55,412.50	55,412.50	
12/01/2042	170,000	5.500%	55,412.50	225,412.50	280,825
06/01/2043			50,737.50	50,737.50	
12/01/2043	180,000	5.500%	50,737.50	230,737.50	281,475
06/01/2044			45,787.50	45,787.50	
12/01/2044	195,000	5.500%	45,787.50	240,787.50	286,575
06/01/2045			40,425.00	40,425.00	
12/01/2045	205,000	5.500%	40,425.00	245,425.00	285,850
06/01/2046			34,787.50	34,787.50	
12/01/2046	220,000	5.500%	34,787.50	254,787.50	289,575
06/01/2047			28,737.50	28,737.50	
12/01/2047	235,000	5.500%	28,737.50	263,737.50	292,475
06/01/2048			22,275.00	22,275.00	
12/01/2048	250,000	5.500%	22,275.00	272,275.00	294,550
06/01/2049			15,400.00	15,400.00	
12/01/2049	580,000	5.500%	15,400.00	575,400.00	590,800
	3,665,000		4,387,350.00	8,052,350.00	8,052,350

NET DEBT SERVICE

**HILLSIDE AT CASTLE ROCK METROPOLITAN DISTRICT
 GENERAL OBLIGATION BONDS, SERIES 2019**

**Non-Rated, 120x, 30-yr. Maturity
 (Full Growth Assumptions)**

[Preliminary – for discussion only]

Period Ending	Principal	Interest	Total Debt Service	Debt Service Reserve Fund	Capitalized Interest Fund	Net Debt Service
12/01/2020		201,575	201,575	-294.55	-50,393.75	150,886.70
12/01/2021	25,000	201,575	226,575	-589.10		225,985.90
12/01/2022	30,000	200,200	230,200	-589.10		229,610.90
12/01/2023	30,000	198,550	228,550	-589.10		227,960.90
12/01/2024	35,000	196,900	231,900	-589.10		231,310.90
12/01/2025	40,000	194,975	234,975	-589.10		234,385.90
12/01/2026	45,000	192,775	237,775	-589.10		237,185.90
12/01/2027	50,000	190,300	240,300	-589.10		239,710.90
12/01/2028	55,000	187,550	242,550	-589.10		241,960.90
12/01/2029	60,000	184,525	244,525	-589.10		243,935.90
12/01/2030	65,000	181,225	246,225	-589.10		245,635.90
12/01/2031	70,000	177,650	247,650	-589.10		247,060.90
12/01/2032	80,000	173,800	253,800	-589.10		253,210.90
12/01/2033	85,000	169,400	254,400	-589.10		253,810.90
12/01/2034	95,000	164,725	259,725	-589.10		259,135.90
12/01/2035	100,000	159,500	259,500	-589.10		258,910.90
12/01/2036	110,000	154,000	264,000	-589.10		263,410.90
12/01/2037	115,000	147,950	262,950	-589.10		262,360.90
12/01/2038	125,000	141,625	266,625	-589.10		266,035.90
12/01/2039	135,000	134,750	269,750	-589.10		269,160.90
12/01/2040	145,000	127,325	272,325	-589.10		271,735.90
12/01/2041	155,000	119,350	274,350	-589.10		273,760.90
12/01/2042	170,000	110,825	280,825	-589.10		280,235.90
12/01/2043	180,000	101,475	281,475	-589.10		280,885.90
12/01/2044	195,000	91,575	286,575	-589.10		285,985.90
12/01/2045	205,000	80,850	285,850	-589.10		285,260.90
12/01/2046	220,000	69,575	289,575	-589.10		288,985.90
12/01/2047	235,000	57,475	292,475	-589.10		291,885.90
12/01/2048	250,000	44,550	294,550	-589.10		293,960.90
12/01/2049	560,000	30,800	590,800	-295,139.10		295,660.90
	3,665,000	4,387,350	8,052,350	-311,928.45	-50,393.75	7,690,027.80

BOND SOLUTION

**HILLSIDE AT CASTLE ROCK METROPOLITAN DISTRICT
 GENERAL OBLIGATION BONDS, SERIES 2019
 Non-Rated, 120x, 30-yr. Maturity
 (Full Growth Assumptions)
 [Preliminary – for discussion only]**

Period Ending	Proposed Principal	Proposed Debt Service	Debt Service Adjustments	Total Adj Debt Service	Revenue Constraints	Unused Revenues	Debt Serv Coverage
12/01/2020		201,575	-50,688	150,887	231,580	80,693	153.47929%
12/01/2021	25,000	226,575	-589	225,986	272,148	46,160	120.42595%
12/01/2022	30,000	230,200	-589	229,611	277,589	47,978	120.89521%
12/01/2023	30,000	228,550	-589	227,961	277,589	49,628	121.77026%
12/01/2024	35,000	231,900	-589	231,311	283,140	51,829	122.40684%
12/01/2025	40,000	234,975	-589	234,386	283,140	48,754	120.80094%
12/01/2026	45,000	237,775	-589	237,186	288,803	51,617	121.76237%
12/01/2027	50,000	240,300	-589	239,711	288,803	49,092	120.47978%
12/01/2028	55,000	242,550	-589	241,961	294,579	52,618	121.74663%
12/01/2029	60,000	244,525	-589	243,936	294,579	50,643	120.76092%
12/01/2030	65,000	246,225	-589	245,636	300,471	54,835	122.32366%
12/01/2031	70,000	247,650	-589	247,061	300,471	53,410	121.61812%
12/01/2032	80,000	253,800	-589	253,211	306,480	53,269	121.03753%
12/01/2033	85,000	254,400	-589	253,811	306,480	52,669	120.75141%
12/01/2034	95,000	259,725	-589	259,136	312,610	53,474	120.63548%
12/01/2035	100,000	259,500	-589	258,911	312,610	53,699	120.74032%
12/01/2036	110,000	264,000	-589	263,411	318,862	55,451	121.05119%
12/01/2037	115,000	262,950	-589	262,361	318,862	56,501	121.53565%
12/01/2038	125,000	266,625	-589	266,036	325,239	59,203	122.25390%
12/01/2039	135,000	269,750	-589	269,161	325,239	56,078	120.83452%
12/01/2040	145,000	272,325	-589	271,736	331,744	60,008	122.08327%
12/01/2041	155,000	274,350	-589	273,761	331,744	57,983	121.18022%
12/01/2042	170,000	280,825	-589	280,236	338,379	58,143	120.74789%
12/01/2043	180,000	281,475	-589	280,886	338,379	57,493	120.46847%
12/01/2044	195,000	286,575	-589	285,986	345,147	59,161	120.68655%
12/01/2045	205,000	285,850	-589	285,261	345,147	59,886	120.99328%
12/01/2046	220,000	289,575	-589	288,986	352,049	63,064	121.82236%
12/01/2047	235,000	292,475	-589	291,886	352,049	60,164	120.61201%
12/01/2048	250,000	294,550	-589	293,961	359,090	65,130	122.15585%
12/01/2049	560,000	590,800	-295,139	295,661	359,090	63,430	121.45348%
	3,665,000	8,052,350	-362,322	7,690,028	9,372,091	1,682,064	

Miles Grant

Wolfsenberger Property Group, LLC
9116 W Bowles Ave Ste 15
Littleton CO 80123-3477

Steve Schulz

Wolfsenberger Property Group, LLC
9116 W Bowles Ave Ste 15
Littleton CO 80123-3477

Jeanie Dwiggin

Wolfsenberger Property Group, LLC
9116 W Bowles Ave Ste 15
Littleton CO 80123-3477

Brad Griffin

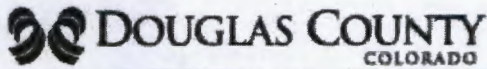
Wolfsenberger Property Group, LLC
9116 W Bowles Ave Ste 15
Littleton CO 80123-3477

Ron Snow

Wolfsenberger Property Group, LLC
9116 W Bowles Ave Ste 15
Littleton CO 80123-3477

EXHIBIT I

Proof of Ownership of All Properties within the District



Douglas County Government | 100 Third Street | Castle Rock, Colorado 80104 | 303.660.7400

Assessor Parcel Search

Douglas County Assessor's Office

Printable Parcel Details

Account Number:	R0489992		Appraisal Year:	2016
State Parcel Number:	2505-033-00-025		Account Type:	Residential
Tax District:	0151		Last Updated:	01/27/2016
Subdivision:	Name:	Reception No:	Number of Buildings:	4
	METES AND BOUNDS	0000051	Neighborhood-Ext:	400-00, 480-00

Owner Name & Mailing Address	
WOLFENSBERGER PROPERTY GROUP LLC 9116 W BOWLES AVE STE 15 LITTLETON, CO 80123-3477	
Valuation Summary	
Total Actual Value:	\$1,220,270
Total Assessed Value :	\$97,130
Tax Rate:	8.0428%

Property Address <input type="checkbox"/>		
Street	City	Zip
457 E WOLFENSBERGER RD	CASTLE ROCK	80109
629 E WOLFENSBERGER RD	CASTLE ROCK	80109
View Map (Click On The Map To Enlarge)		

Location Description <input type="checkbox"/>
TRACT IN SW1/4 3-8-67 & IN SE1/4SE1/4 4-8-67 45.665 AM/L LSP 3561

Public Land Survey System (PLSS) Location <input type="checkbox"/>			
Quarter	Section	Township	Range
SW 1/4	03	8S	67W

Land Valuation Summary <input type="checkbox"/>				
Class Code	Land Type	Acres	Actual Value	Assessed Value
1112	IMPROVED RESIDENTIAL LAND	45.665	\$913,300	\$72,700
Totals:		45.665	\$913,300	\$72,700

Building Valuation Summary <input type="checkbox"/>			
Class Code	Building Type	Actual Value	Assessed Value
1212	SINGLE FAMILY RES - IMPS	\$296,766	\$23,620

Building 3:



<p>NO PHOTO AVAILABLE</p> <hr/> <p>NO SKETCH AVAILABLE</p>	Occupancy Type(s):	Shed - Equipment	Square Footage:	835
	Quality:	Low	Basement Sq. Ft.:	0
	Percent Complete:	100%	Finished Bsmt. Sq. Ft.:	0
	Walkout:	N	Porch/Deck Sq. Ft.:	0
	Fireplaces:	0	Garage Type(s): & Garage Sq Ft:	& 0

Segments

Year Built	Style	Sq. Ft.	Stories	Bedrooms	Bathrooms	Interior	Exterior	Heating	Roofing
1980	Shed - Equipment	835	1	0	0			None	

Building 4:



<p>NO PHOTO AVAILABLE</p> <hr/> <p>NO SKETCH AVAILABLE</p>	Occupancy Type(s):	Farm Utility Building (477)	Square Footage:	210
	Quality:	Low	Basement Sq. Ft.:	0
	Percent Complete:	100%	Finished Bsmt. Sq. Ft.:	0
	Walkout:	N	Porch/Deck Sq. Ft.:	0
	Fireplaces:	0	Garage Type(s): & Garage Sq Ft:	& 0

Segments

Year Built	Style	Sq. Ft.	Stories	Bedrooms	Bathrooms	Interior	Exterior	Heating	Roofing
1980	Farm Utility Building (477)	210	1	0	0			None	

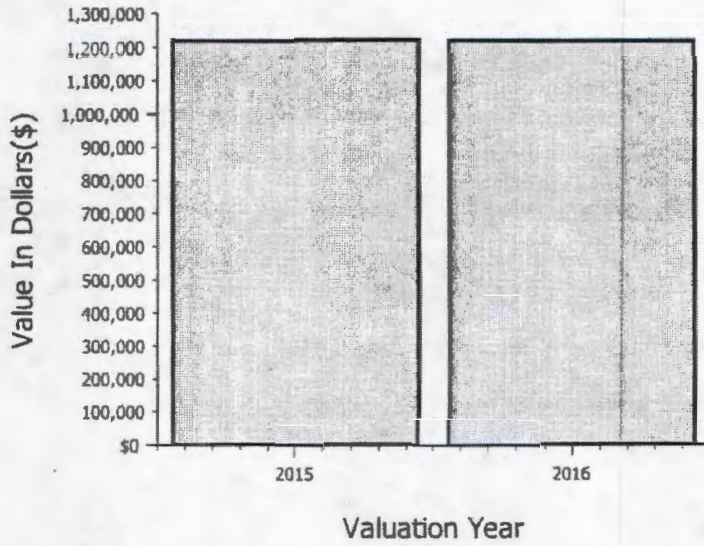
Tax District 0151 Details



ID	Authority Name	Mills	Tax Rate
0001	Douglas County Government	19.774	1.9774%
0002	Douglas County Law Enforcement	4.500	0.4500%
2001	Douglas County Re-1 School District	31.763	3.1763%

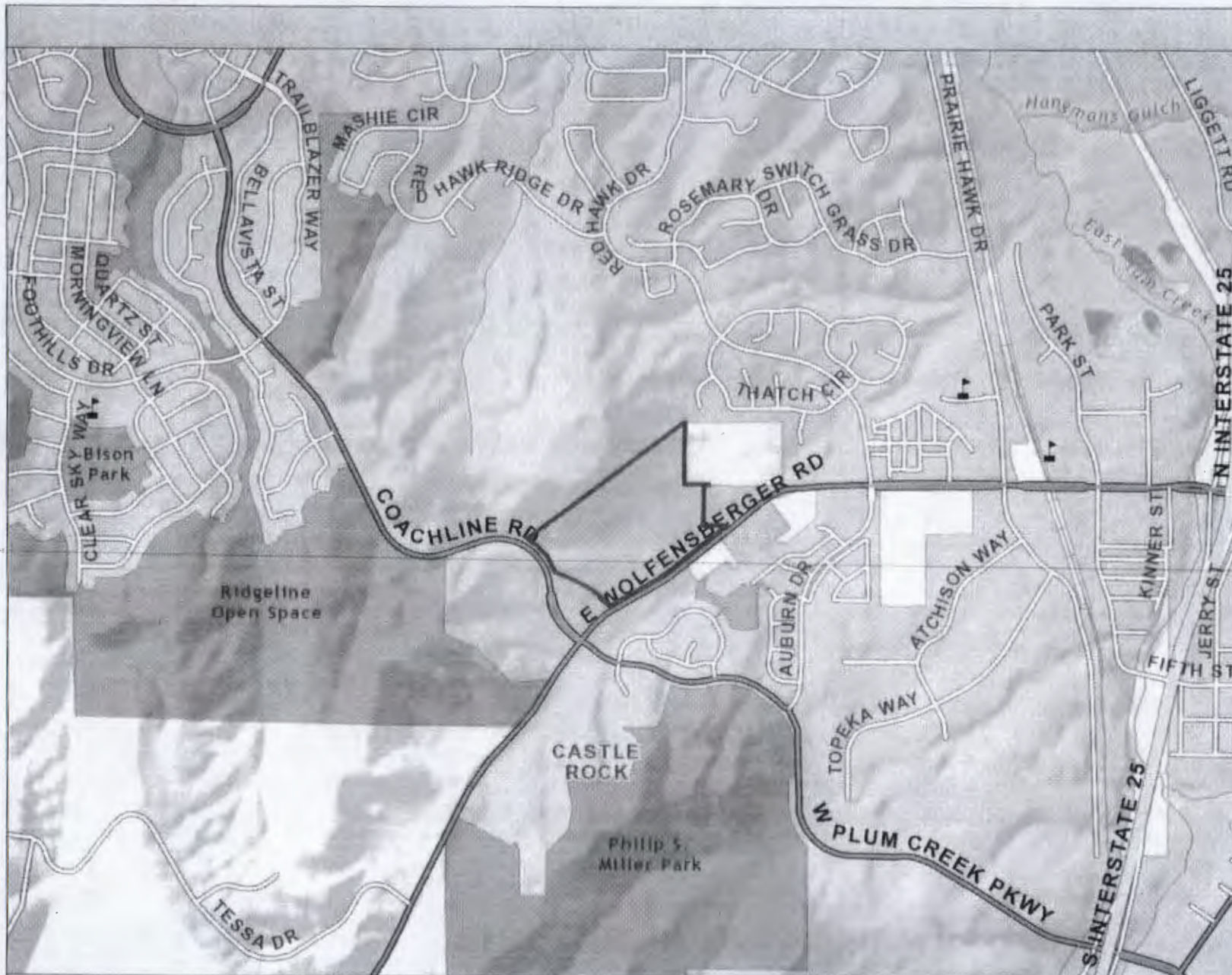
2002	Douglas County Schools - Cap Reserve	0.000	0.0000%
2003	Douglas County Schools - Insurance Reserve	0.000	0.0000%
2004	Douglas County Schools - Debt Service	10.676	1.0676%
4012	Cedar Hill Cemetery Association	0.160	0.0160%
4034	Castle Rock Fire Protection District	9.520	0.9520%
4077	Douglas County Soil Conservation District	0.000	0.0000%
4390	Douglas Public Library District	4.035	0.4035%
Total:		80.428	8.0428%

Tax rate percentage to mills conversion 1% = 10 Mills



Year	Actual Value	Assessed Value
2016	\$1,220,270	\$97,130
2015	\$1,220,270	\$97,130

Note: Historical values reflect the value as it appeared on December 31st for that year. Any adjustments for appeal decisions made after that date may not be included in these figures.



Real Property

□ Parcel

Public Land Survey System

□ Township

□ Section

General Features

🏫 School

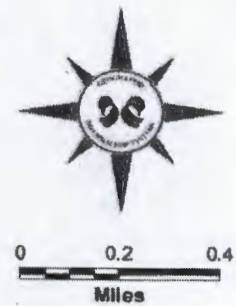
🛣️ Private Road

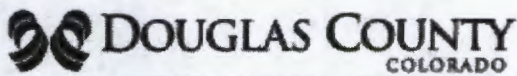
🚂 Railroad

DISCLAIMER

All data and information ("Products") contained herein are for informational purposes only. Although such Products are believed to be accurate at the time of printing, Douglas County does not warrant that such Products are error free. Douglas County provides these Products on an "as is" basis without warranties of any kind, either expressed or implied, including but not limited to, warranties of title or implied warranties of merchantability or fitness for a particular purpose. Douglas County shall not be liable for any direct, indirect, incidental, special or consequential damages arising out of the use of such Products, or the inability to use such Products, or out of any breach of any warranty. The user acknowledges and agrees that the use of such Products is at the sole risk of the user. General questions about GIS or any other Douglas County GIS products, including errors, omissions, corrections and/or updates should be directed to the Douglas County GIS Division at (913) 682-7410.

Douglas County GIS Division
 2nd Fl., Miller Bldg., 100 Third St.
 Castle Rock, Colorado 80104





Douglas County Government | 100 Third Street | Castle Rock, Colorado 80104 | 303.660.7400

Assessor Parcel Search

Douglas County Assessor's Office

Printable Parcel Details

Account Number:	R0440867		Appraisal Year:	2016
State Parcel Number:	2505-033-00-023		Account Type:	Residential
Tax District:	0214		Last Updated:	01/27/2016
Subdivision:	Name:	Reception No:	Number of Buildings:	0
	METES AND BOUNDS	0000051	Neighborhood-Ext:	480-00

Owner Name & Mailing Address	
WOLFENSBERGER PROPERTY GROUP LLC 9116 W BOWLES AVE STE 15 LITTLETON, CO 80123-3477	
Valuation Summary	
Total Actual Value:	\$175,000
Total Assessed Value :	\$50,750
Tax Rate:	7.7402%

Property Address <input type="checkbox"/>		
Street	City	Zip
627 E WOLFENSBERGER RD	CASTLE ROCK	80109
View Map (Click On The Map To Enlarge)		

Location Description <input type="checkbox"/>
TRACT IN SE1/4SW1/4 3-8-67 4.878 AM/L

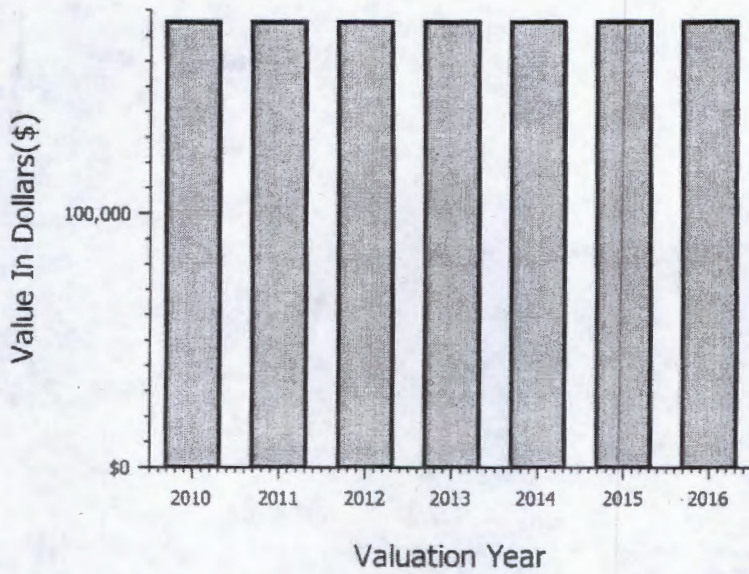
Public Land Survey System (PLSS) Location <input type="checkbox"/>			
Quarter	Section	Township	Range
SW 1/4	03	8S	67W

Sales Information <input type="checkbox"/>					
Reception No.	Sale Date	Sale Price	Deed Type	Book	Page
2004076013	07/15/2004	\$1,000,000	Special Warranty Deed		

Land Valuation Summary <input type="checkbox"/>				
Class Code	Land Type	Acres	Actual Value	Assessed Value
0100	RESIDENTIAL VACANT LOTS	4.878	\$175,000	\$50,750
Totals:		4.878	\$175,000	\$50,750

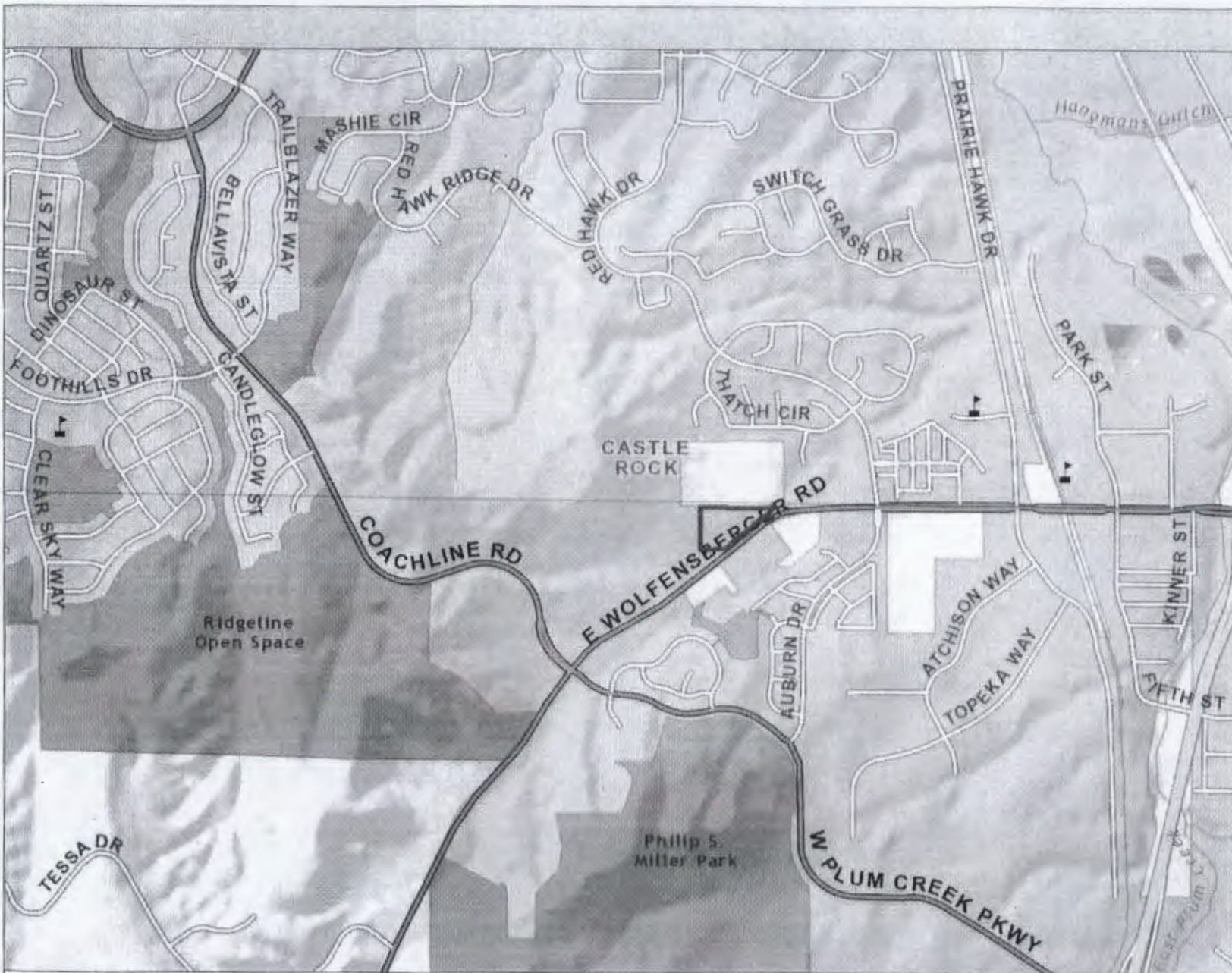
Tax District 0214 Details			
ID	Authority Name	Mills	Tax Rate
0001	Douglas County Government	19.774	1.9774%
2001	Douglas County Re-1 School District	31.763	3.1763%
2002	Douglas County Schools - Cap Reserve	0.000	0.0000%
2003	Douglas County Schools - Insurance Reserve	0.000	0.0000%
2004	Douglas County Schools - Debt Service	10.676	1.0676%
3002	Town of Castle Rock	1.474	0.1474%
4012	Cedar Hill Cemetery Association	0.160	0.0160%
4034	Castle Rock Fire Protection District	9.520	0.9520%
4077	Douglas County Soil Conservation District	0.000	0.0000%
4390	Douglas Public Library District	4.035	0.4035%
Total:		77.402	7.7402%

Tax rate percentage to mills conversion 1% = 10 Mills



Historical Values X		
Year	Actual Value	Assessed Value
2016	\$175,000	\$50,750
2015	\$175,000	\$50,750
2014	\$175,000	\$50,750
2013	\$175,000	\$50,750
2012	\$175,000	\$50,750
2011	\$175,000	\$50,750
2010	\$175,000	\$13,930

Note: Historical values reflect the value as it appeared on December 31st for that year. Any adjustments for appeal decisions made after that date may not be included in these figures.



Real Property

□ Parcel

Public Land Survey System

▭ Township

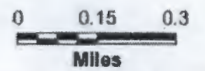
□ Section

General Features

🏫 School

🛣️ Private Road

🚂 Railroad



DISCLAIMER
 All data and information ("Products") contained herein are for informational purposes only. Although such Products are believed to be accurate at the time of printing, Douglas County does not warrant that such Products are error free. Douglas County provides these Products on an "as is" basis without warranty of any kind, either express or implied, including, but not limited to, warranties of title or implied warranties of merchantability or fitness for a particular purpose. Douglas County shall not be liable for any direct, indirect, incidental, special or consequential damages arising out of the use of such Products, or the inability to use such Products or out of any breach of any warranty. The user acknowledges and agrees that the use of such Products is at the user's risk of the user. General questions about this or any other Douglas County GIS products, including errors, omissions, corrections and/or updates should be directed to the Douglas County GIS Division at (303) 689-7418.

Douglas County GIS Division
 Philip S. Miller Bldg., 100 Third St.
 Castle Rock, Colorado 80104

EXHIBIT J

Intergovernmental Agreement between Town and District

INTERGOVERNMENTAL AGREEMENT
BY AND BETWEEN
THE TOWN OF CASTLE ROCK, COLORADO
AND
HILLSIDE AT CASTLE ROCK METROPOLITAN DISTRICT

This INTERGOVERNMENTAL AGREEMENT (the "Agreement") is entered into this _____ day of _____, 2016, by and between the TOWN OF CASTLE ROCK, COLORADO, a home rule municipal corporation of the State of Colorado (the "Town"), and HILLSIDE AT CASTLE ROCK METROPOLITAN DISTRICT, a quasi-municipal corporation and political subdivision of the State of Colorado (the "District"), collectively referred to herein as the "Parties".

RECITALS

WHEREAS, the District was organized to finance certain public improvements, all as are more specifically set forth in the District's Service Plan, dated January 29, 2016, and approved by the Town on _____, 2016, by Resolution No. _____ (the "Service Plan"); and

WHEREAS, the Service Plan makes reference to and requires the execution of an intergovernmental agreement between the Town and the District; and

WHEREAS, the Town and the District have determined it to be in the best interests of their respective taxpayers, residents and property owners to enter into this Agreement;

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

ARTICLE I
DEFINITIONS

1.01 DEFINED TERMS. Unless the context expressly indicates the contrary, the following words when capitalized in the text herein shall the following meaning:

Act. Article 1, Title 32, C.R.S., the Special District Act.

Agreement. This Intergovernmental Agreement.

Bonds. Bonds, refunding bonds, notes, certificates, debentures, contract or other evidence of indebtedness or borrowing issued or incurred by the District pursuant to law.

Charter. The Home Rule Charter of the Town, as amended.

Code. The Castle Rock Municipal Code, as amended.

C.R.S. The Colorado Revised Statutes, as amended.

Development Exactions. The fees and charges imposed by the Town under Town Regulations on development, including per unit charges for capital plant investment, such as System Development fees.

District. The Hillside at Castle Rock Metropolitan District.

Facilities. The public infrastructure described in the Service Plan to serve the Project.

Fees. The fees, rates, tolls, penalties or charges that may be imposed by the District pursuant to the Act.

Financial Plan. The forecasted financial plan of the District; Exhibit * of the Service Plan.

Municipal Services. Police and fire protection, water and wastewater, storm water drainage and detention, parks and recreation, transportation, street maintenance, general administrative services, including code enforcement, and any other service provided by the Town within its boundaries under its police powers.

SDO. Chapter 11.02 of the Code, Special District Oversight.

Service Plan. The approved Service Plan of the District.

System Development Fees. The charges imposed by the Town under Town Regulations as a condition to the right to connect to the municipal water or wastewater system, for the purpose of recovering the Town's pro rata capital cost of water or wastewater facilities dedicated to allow such connection, including the component charges currently imposed under 13.12.080 of the Code, but excluding therefrom any charge or fee imposed under Town Regulations exclusively for the purpose of the acquisition or development of renewable water resources or a cash payment in lieu of water rights dedication.

Town. The Town of Castle Rock, Colorado, a home rule municipal corporation.

Town Regulations. The Charter, ordinances, resolutions, rules and regulations of the Town, including the Code and the provisions of the zoning, subdivision, public works and building codes, as amended, applied on a Town-wide basis. Reference to Town Regulations shall mean those Town Regulation in effect at the time of application.

1.02 CROSS-REFERENCE. Any reference to a section or article number with or without further description shall mean such section or article in this Agreement.

ARTICLE II FACILITIES DEVELOPMENT AND MAINTENANCE

2.01 CONSTRUCTION OF FACILITIES. The District shall have the authority to finance and construct at its expenses the public infrastructure described in the Service Plan (the "Facilities"). The Facilities shall be constructed pursuant to the standards and procedures set forth in the Service and the Town Regulations.

2.02 OWNERSHIP OF FACILITIES. Except as otherwise provided in the Service Plan or as otherwise approved by the Town, the District shall convey the Facilities to the Town upon completion.

2.03 MAINTENANCE OF FACILITIES. Upon acceptance of the Facilities by the Town, the Town shall be responsible for the Facilities' operation, maintenance, repair and

replacement, as necessary. Nothing herein shall restrict the Town from conveying Facilities to a regional authority, governmental, or quasi-governmental agency or authority provided an equivalent level of maintenance and operation of such Facilities is guaranteed by the Town and the Town obtains an opinion of a bond attorney with nationally-recognized expertise in the area of municipal bonds that the conveyance will not adversely affect the tax-exempt status of any outstanding Bonds of the District.

ARTICLE III MILL LEVY AND FEES

3.01 MILL LEVY LIMITATION. The District shall not exceed the Mill Levy Cap, as that term is defined in the Service Plan unless the Town approves a Service Plan amendment for that purpose.

3.02 CHARGES BY THE DISTRICT. The District shall have the right to impose Fees provided that the imposition of such Fees shall not in any manner impair or limit the imposition or collection by the Town of any Development Exactions, including System Development Fees, with the District. Nothing in this section shall preclude or impair the District's ability to collect *ad valorem* property taxes, or to collect and impose any other fee, rate, toll, penalty, charge, tax or other source of revenue that is allowed by the Act.

ARTICLE IV BOND ISSUANCE

4.01 BONDS. The District shall not issue Bond, except upon compliance with the following:

- a. The Bonds are issued in accordance with the applicable provisions and restrictions of the Service Plan, the Act, and other applicable provisions of the laws of the State of Colorado; and
- b. There has not occurred a material modification of the Service Plan which would require the District to obtain a Service Plan amendment under either the Act or the SDO.

ARTICLE V SERVICE PLAN COMPLIANCE

5.01 GENERALLY. The Service Plan contains certain responsibilities, restrictions and limitations on the District which shall not be separately set forth in this Agreement. Performance of the Service Plan obligations by the District shall be construed as a covenant of this Agreement, for which the default and remedies of Section 8.05 shall be applicable in the same manner as if expressly set forth in herein.

5.02 SERVICE PLAN AMENDMENT. The authorization of the District under the terms of the Service Plan and this Agreement is given by the Town in reliance upon certain development and financial assumptions and projections in the Service Plan. Although these

projections and assumptions are based upon the best information available at this time, such assumptions and projections may prove to be materially inaccurate. Accordingly, a Service Plan amendment shall be submitted by the District to the Town for the Town review and approval if required under the SDO and Special District Act.

5.03 TOWN REVIEW. Annually, but not later than the date the District is required to submit the annual report under the SDO, the District shall furnish to the Town an accounting of all actual revenues and expenses, and accumulated reserves for the preceding calendar year, in substantially the same format as the Financial Plan, such that the Town can compare the experience of the District with the projections in the Financial Plan. The Town shall have access to the District's financial statements, accounting records and other supporting documentation, upon written demand, and at such reasonable times, for the purpose of auditing the financial reports submitted by the District.

5.04 STATUTORY REVIEW. The review of the Service Plan and the approval of this Agreement shall constitute the first quinquennial review of the District's reasonable diligence. Nothing herein precludes the Town from initiating further quinquennial reviews per the Act.

ARTICLE VI LIMITATIONS ON DISTRICT

6.01 RESTRICTIONS ON EXPANSION OF DISTRICT'S POWERS. The parties acknowledge that the District was approved by the Town for the purpose of acquiring, construction, installing and completing the Facilities and providing for the limited services described in the Service Plan. The District shall not engage in any activity, purpose, service or function except as stated in the Service Plan or in this Agreement or as reasonably required for the District to accomplish its purposes. The Town shall not interfere with the District's exercise of any of its lawful powers except as the exercise thereof is specifically limited by the Service Plan or this Agreement.

6.02 EXTRATERRITORIAL ACTIVITY. The District shall not engage in any service or activity outside its boundaries except as described or indicated in the Service Plan or with the prior approval of the Town.

6.03 CHANGE OF DISTRICT BOUNDARIES. The District shall not approve the inclusion or exclusion of property from its boundaries as initially approved in the Service Plan except with the approval of the Town.

6.04 WATER RIGHTS. The District is prohibited from owning, managing, acquiring or developing water rights.

ARTICLE VII TOWN RESERVED POWERS

7.01 GENERALLY. As a general purpose municipal corporation, the Town adopts and administers policies, rules and regulations, principally through the Town Regulations. The

approval of the Service Plan or this Agreement shall in no manner restrict the Town Council from applying the Town Regulations within the District, even if the Town Regulations have an effect of limit development or making development more costly to the landowner and/or District, provided that the Town Regulations are a lawful exercise of the Town's legislative, quasi-legislative, administrative and/or police powers.

7.02 NO CLAIMS. Without limiting the legal obligations of the Town to any other parties as to the property within the boundaries of the District, the District shall have no legal or equitable claim against the Town as a result of the Town imposing or changing the amount of Development Exactions; exercising its right of eminent domain to acquire private properties in the District for public purposes upon the payment of just compensation therefor, or; acquisition of properties for park, recreation, open space or other public purposes that are otherwise zoned for development in the District pursuant to agreement with the owner therefor.

ARTICLE VIII GENERAL PROVISIONS

8.01 DISSOLUTION OF DISTRICTS. At such time as the District has completed construction of the improvements provided for in its Service Plan, upon arrangement for repayment of all of its outstanding debt, and upon arrangement for ongoing operations and maintenance of District improvements by another appropriate entity, the Board of Directors will place the question of dissolution of the District before its constituents and will exercise every reasonable effort to process the dissolution of the District in accordance with Colorado Statute.

8.02 INSTRUMENTS OF FURTHER ASSURANCE. The Town and the District covenant that they will do, execute, acknowledge and deliver or cause to be done, executed, acknowledged and delivered such acts, instruments and transfers as may be reasonably required for the performance of their obligations hereunder.

8.03 DEFAULT AND REMEDIES. In the event either party believes that the other party is in default of this Agreement, the initiating party shall be required before taking any other action to notify the alleged defaulting party in writing of such default. The writing shall specify the exact nature of the default. The alleged defaulting party shall have twenty (20) business days from receipt of such notice to cure such default or to notify the initiating party that no default has occurred. If a default has occurred, the initiating party may exercise any of its remedies after the twentieth business from receipt of notice unless: the default is incapable of being cured; or default is not capable of being cured in twenty (20) days but the defaulting party has commenced to cure such default with the twenty-day period and the defaulting party diligently prosecutes such cure to completion. If a default occurs and is not cured as described above, the initiating party shall have all rights at law or in equity as seems necessary or desirable to enforce performance and observance of the defaulted obligation or covenant. In the event of a claim is filed in the courts, the prevailing party shall be entitled to recover its reasonable attorney fees and litigation costs from the other party.

8.04 NOTICES. All notices and other communication shall be sufficiently given and shall be deemed given when mailed by registered or certified mail, postage prepaid, or when delivered by a nationally recognized overnight mail service, to:

Town: Town of Castle Rock
Attn: Town Attorney
100 N Wilcox Street
Castle Rock Co 80104

District: Hillside at Castle Rock Metropolitan District
c/o Miller & Associates Law Offices, LLC
1641 California St Suite 300
Denver CO 80202
Attn: Dianne Miller

8.05 NO LIABILITY OF TOWN. The Town shall no obligation whatsoever to repay any debt or liability of the District, including Bonds.

8.06 NOTICE OF MEETINGS. The District shall provide notice of every regular or special meeting of the District to the Town Clerk at least three (3) days prior to each meeting.

8.07 ASSIGNMENT. No transfer or assignment of this Agreement or of any rights hereunder shall be made by either party without the prior written consent of the other, which consent shall not be unreasonably withheld.

8.08 AMENDMENT. This Agreement may be amended, modified, changed or terminated in whole or in part and without amendment of the Service Plan, but only if approved by resolution of the Town Council of the Town and by resolution of the Board of Directors of the District.

8.09 SEVERABILITY. If any portion of this Agreement is held invalid or unenforceable for any reason by a court of competent jurisdiction as to either party or as to both Parties, such portion shall be deemed severable and its invalidity or its unenforceability shall not cause the entire agreement to be terminated. Further, with respect to any portion so held invalid or unenforceable, the District and Town agree to take such actions as may be necessary to achieve to the greatest degree possible the intent of the affected portion.

8.10 NO WAIVER. The waiver or delay of enforcement of one or more terms of this Agreement shall not constitute a waiver of the remaining terms. The waiver or delay in enforcement regarding any default of this Agreement shall constitute a waiver of any terms of the Agreement.

8.11 ENTIRE AGREEMENT OF THE PARTIES. This written Agreement, together with the Service Plan, constitutes the entire agreement between the Parties and supersedes all

prior written or oral agreements, negotiations, or representations and understandings of the Parties with respect to the subject matter contained herein.

8.12 BENEFICIARIES. This Agreement is made solely for the benefit of the parties and no other parties or persons are intended beneficiaries.

ATTEST:

TOWN OF CASTLE ROCK

Town Clerk

Mayor

Approved as to form:

Town attorney

ATTEST:

**HILLSIDE AT CASTLE ROCK
METROPOLITAN DISTRICT**

District Secretary

District President