

**FIRST MODIFICATION OF SERVICE PLAN  
FOR  
MIDCITIES METROPOLITAN DISTRICT NO.2  
(TAX DISTRICT)**

**December 20, 2000**

This First Modification dated December \_\_, 2000 ("First Modification") of the Service Plan dated August 13, 1998 ("Service Plan") for MidCities Metropolitan District No. 2 ("Tax District") is made to implement the terms of the Amended and Restated Master Development and Reimbursement Agreement dated as of December \_\_, 2000 ("Amended Reimbursement Agreement") between the City of Broomfield, Colorado ("City"), Service District, and Coalton Acres, LLC ("Owner"), the developer of the MidCities development.

Except as expressly modified herein, all terms, conditions and provisions of the Service Plan shall be and remain in full force and effect. If any term is capitalized in this First Modification but not defined herein, it shall have the meaning set forth in the Service Plan or Amended Reinforcement Agreement.

SECTION III.A of the Service Plan is amended as follows:

The estimated costs of the public infrastructure to be constructed, installed and/or acquired by the Service District within the Development, including all inclusions of additional property into the Tax District, are \$25,127,651 as shown in Table 2 (as revised) attached hereto. The estimated costs of the public infrastructure to be constructed, installed, and/or acquired by the Service District or Sub-District within the Sub-District area are \$12,181,589 as shown in Table 3 (as revised) attached hereto.

SECTION VII of the Service Plan is amended as follows:

The Districts may, in their discretion, issue Additional Debt in the approximate amount of \$15,000,000, including general obligation limited tax bonds of the Tax District in the approximate amount of \$10,000,000 ("Series 2000 Bonds"), (i) to finance the acquisition, construction and completion of public infrastructure within the Tax District and within the Sub-District area, including the Additional Public Improvements specified under the Amended Reimbursement Agreement, (ii) to

refund any portion of the Bonds, and (iii) to pay capitalized interest on Service District debt and the Series 2000 Bonds and costs of issuance.

Before any Additional Debt is incurred by the Districts, the Service District shall prepare a consolidated Revised Financing Plan (including the Additional Debt) acceptable to the City, which shows how all services and facilities may be economically financed and operated by the Districts. The Revised Financing Plan may provide that the Series B Bonds and Series 2000 Bonds will be repaid from the Mill Levy of the Tax District. After approval of the Revised Financing Plan by the City Manager and City Attorney (or any other officer or employee designated by the City), the Districts shall have the authority to issue (or incur) general or limited tax obligation bonds or indebtedness, revenue bonds or debt, and other debt obligations in an amount not to exceed \$52,000,000 consistent with the provisions of the Revised Financing Plan, without the need to seek approval of the City for any modification of the Service Plan. The application of the Additional Debt shall be as set forth in Exhibits F and H of the Amended Reimbursement Agreement or as otherwise approved by the City. The Revised Financing Plan shall be attached as Exhibit H of the Service Plan and First Modification.

SECTION IX of the Service Plan is amended as follows:

It is submitted that the Service Plan for the Tax District as modified by the First Modification, complies with all provisions of the Act and establishes that:

- a) There is sufficient existing and projected need for organized service in the area to be served 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 within the service area); and
- d) The area included within the District (and within its service area) does have, and will have, the financial ability to discharge the proposed indebtedness on a reasonable basis.

Therefore, it is requested that the City Council of the City of Broomfield, Colorado, which has jurisdiction to approve the Service Plan and any modification thereto pursuant to Section 32-1-204.5, C.R.S., adopt a resolution of approval of the First Modification of the Service Plan for the Tax District.

Respectfully submitted,

COLLINS COCKREL & COLE,  
a professional corporation

by 

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Metropolitan District No. 2