

**SERVICE PLAN**

**FOR**

**MIDCITIES METROPOLITAN  
DISTRICT NO. 2**

**[TAX DISTRICT]**

**August 13, 1998**

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I. INTRODUCTION

A. Summary

This service plan ("Service Plan") for MidCities Metropolitan District No. 2 constitutes a Service Plan for one of two special districts proposed for organization to serve the needs of a new development to be known as MidCities Urban Village Development ("Development") in the City of Broomfield ("City"). The Development is generally located in the City south of Coalton Road, north of Interlocken Business Park, west of 96th Street (future Northwest Parkway), and east of Rock Creek. The Development is adjacent to the Flat Iron Crossing Mall, an upscale regional mall presently under construction featuring outdoor pedestrian shopping, entertainment village, and off-street interconnected pedestrian and transit system utilizing "Zip" shuttles that will provide easy access to the Development and other developments within the area (see Figure 1 in Exhibit A).

The total area of the Development is 121.69 acres and consists of eight tracts identified on the MidCities PUD Plan and Preliminary Plat [dated June 19, 1998], which is attached as Figure 2 in Exhibit A ("Development Plan"), as follows:

<u>Tract</u>	<u>Acres</u>	<u>Use</u>
1	28.0	Corporate/Professional Offices
2	8.7	Corporate/Professional Offices
3	7.0	Mixed-Use Transit-Oriented Development
4	4.5	Mixed-Use Transit-Oriented Development
5	12.5	Mixed-Use Transit-Oriented Development
6	8.3	Mixed-Use Transit-Oriented Development
7	7.0	Mixed-Use Transit-Oriented Development
8	<u>28.0</u>	Mixed-Use Transit-Oriented Development
TOTAL:	<u>104.5</u>	Development Tract Area

Development of the property with mixed uses (primarily commercial and retail) is scheduled for construction over the next several years. Various retail, hotel, restaurant, office and related commercial uses and certain multi-family (over commercial) uses have been approved by the City in accordance with the Development Plan. Up to 2,900,000 gross building square feet, together with parking decks, can be built within the Development. All uses will be integrated in site plan, pedestrian and vehicular connections, and character of development and contribute to the Development concept. The general "Development Plan" for the community is set forth in Figure 2 in Exhibit A. Table 1 in Exhibit B contains development projections.

Public infrastructure will be constructed to provide the required water, wastewater, streets, drainage, transit and other improvements needed for the Development, and the District will participate in certain regional improvements necessary for the development of the US 36/96th Street Sub-District ("Sub-District") area. The public improvements will be constructed and financed in accordance with the Master Development and Reimbursement Agreement dated as of June 30, 1998 ("Development Agreement") between the City and the MidCities Company, LLP, a Colorado limited liability partnership ("Company"), the owner and developer of the property.

This Service Plan addresses how MidCities Metropolitan District No. 2, a special district established pursuant to, and having the powers authorized in Article 1 of Title 32, C.R.S. ("Act"), will finance and pay for various services and facilities, which will be provided by MidCities Metropolitan District No. 1. This Service Plan demonstrates how District No. 2 will work in coordination with the other special district in the Development, as proposed in the Service Plan for MidCities Metropolitan District No. 1 filed concurrently herewith. The two Districts will work together to serve the Development and to provide the necessary public improvements and services as required by the Development Agreement.

All exhibits, maps and tables referred to herein are attached at the back of this Service Plan.

1. Multiple District Structure. This Service Plan is submitted in accordance with Part 2 of the Act. It defines the powers and authorities of, as well as the limitations and restrictions on MidCities Metropolitan District No. 2. This Service Plan further sets forth the general parameters for the working relationship between MidCities Metropolitan District No. 1 and MidCities Metropolitan District No. 2. MidCities Metropolitan District No. 1 is referred to in both Districts' Service Plans as the "Service District", and MidCities Metropolitan District No. 2 is referred to as the "Tax District". The Service District and the Tax District are sometimes referred to separately as the "District" and collectively as the "Districts".

The Service District will be responsible for (i) financing the public improvements specified under the Development Agreement and (ii) managing the construction and operation of facilities and improvements needed for the Development. The Tax District will be responsible for providing the property tax base needed to support the Financing Plan for the public improvements and for operations. The "Financing Plan" discussed throughout this Service Plan refers to a consolidated financial plan for the Districts, which will be implemented to provide the public improvements and services needed for the Development.

Because of the interrelationship between the Districts, various intergovernmental agreements will be executed by the Districts clarifying the respective responsibilities and the nature of the functions and services to be provided by each District. The agreements will be designed to assure the orderly development of essential services and facilities and the economic administration of the Districts' fiscal affairs, resulting in a community which will be both an aesthetic and financial asset to the City. As a consequence of the integrated structure of the Districts as contemplated herein and in the Service Plan for MidCities Metropolitan District No. 1, information provided within this Service Plan often concerns and relates to both the Service District and the Tax District.

The establishment of MidCities Metropolitan District No. 1 as the Service District, which will finance, construct and operate the public facilities throughout the Development, unless transferred to the City or another governmental entity established to provide services and

facilities within the Sub-District area (also referred to as the "Sub-District" in this Service Plan), and the establishment of MidCities Metropolitan District No. 2 as the Tax District, which will generate property tax revenue sufficient to pay the costs of operations and some of the debt service for the public improvements, will create several benefits for the Development and for the City. In general, these benefits are: (a) coordinated administration of construction and operation of public improvements and delivery of facilities and services for the Development in a timely manner; (b) maintenance of uniform property tax levies and reasonable tax burdens on all commercial and any residential areas of the Development through proper management of the financing and operation of public improvements; and (c) assurance that all improvements required by the City under the Development Agreement are constructed and paid for in a timely and cost effective manner. Each of these concepts is addressed in greater detail in the following paragraphs.

## 2. Benefits of Multiple District Structure.

a) Coordinated Services. As presently planned, construction of the Development will proceed in several phases, each of which will require the extension of public services and facilities. The multiple district structure will assure that the construction and operation of each phase of public facilities will be administered consistent with a long-term construction and operations program. Use of the Service District as the entity responsible for the financing and construction of each phase of public improvements and for the long-term management of public improvements and operations not taken over by the City, in coordination with the financing authority of the Tax District, will facilitate a well-planned financing effort through all phases of construction and will assist in assuring coordinated provision of services within the Development.

The multiple district structure will also assure that facilities and services needed for future build-out of the Development, or within the Sub-District, will be provided when needed and not sooner. Absent an appropriate mechanism to assure timely completion of future improvements, the Company or another developer might be influenced to cause improvements to be financed and completed well before they are needed simply to assure that a financing plan is effected, regardless of economic consequences. Appropriate agreements between the Service

District, Tax District and Company will allow the continuation of financing for public improvements which are not needed presently, thereby helping taxpayers within the Tax District to avoid the long-term carrying costs associated with financing improvements too early. This, in turn, allows the full costs of public improvements to be allocated fairly over the full build-out of the Development and avoids disproportionate cost burdens being imposed on the initial phases of development.

b) Uniform Property Taxes. Allocation of the responsibility for paying debt for public improvements will be managed through the implementation of a consolidated Financing Plan for both Districts and through development of an integrated operating plan for long-term operations and maintenance of public improvements within the Development not transferred to the City. Use of the Tax District to finance public improvements will assure that no area within the Development becomes obligated for more than its share of the costs of public improvements and operations. Intergovernmental agreements between the Districts will assure that property tax levies remain uniform throughout the Development.

c) Bond Interest Rates. The use of the Service District and Tax District in tandem to issue bonds to finance the costs of public infrastructure in the Development will assure that bonds are issued at competitive interest rates. The Financing Plan for the Districts anticipates that bonds issued by the Service District will be secured by (i) the revenues generated under the Development Agreement and (ii) limited tax obligation notes or pledges of the Tax District, which assures that the risk of development remains with the Company until such time as it has successfully developed a commercial sales tax base and assessed valuation on property within the Development at the level necessary to pay for a portion of the costs of public infrastructure with reasonable property tax levies. The use of a multiple district structure allows the Districts to coordinate the timing and issuance of bonds in such a way as to assure that improvements required by the City are constructed in conformance with the Development Agreement, particularly Exhibit C thereto. The combination of appropriate management and control of the timing of financing and the ability of the Districts to obtain attractive interest rates will benefit all property owners. Consequently, the multiple district structure is less risky and



will allow bonds to be issued to finance public improvements at lower rates than if a single special district is organized.

3. Configuration of Districts. In order to implement the multiple district structure, the boundaries of the Service District and the Tax District must be carefully configured. A map showing the boundaries of the Districts is provided in Figure 3 in Exhibit A. The Service District will contain approximately 0.5 acres within the boundaries of the Tax District. The combined acreage and boundaries of the Tax District cover all land within the Development. A legal description of the property within the boundaries of the Tax District is attached to this Service Plan as Exhibit C.

The Tax District will have the power to finance public improvements and impose property taxes and collect other revenue, or take related actions within its legal boundaries, but only the Service District will have authority to provide public services and facilities within the Development, as well as to property or individuals within the Sub-District, pursuant to appropriate intergovernmental agreements.

It is possible that additional property may be included in the Districts, as provided in the Development Agreement. Under the Act, the fee owner or owners of one hundred percent (100%) of any property proposed for inclusion may petition the Board of Directors of either District for the inclusion of property into the District. Additionally, less than all of the owners of an area may petition the District for inclusion, or the Board may adopt a resolution calling for an election on inclusion of the property within such area. A substantially similar process is applicable to the exclusion of property from a special district. The Tax District may exclude commercial housing property. The Board of Directors of the Districts will have discretion to approve inclusions or exclusions without an amendment of this Service Plan.

4. Long-Term District Plan. After all public improvements have been constructed, all bonds or other debt instruments of the Districts have been paid or payment has been provided for, and adequate provision has been made for the operation of all public facilities not transferred to the City, the electorate of the Districts will have the opportunity to consider either the consolidation of the Districts into a single

consolidated District, or the dissolution of the Districts pursuant to an intergovernmental agreement between the Districts and the City, as described in Section V, and in accordance with the Act. The Districts will consider consolidation and/or dissolution at such time as all of the Districts' debt has been paid or payment has been provided for, and adequate provision has been made for the operation of all of the Districts' facilities not transferred to the City. Ultimately, control of these decisions will rest with the electorate in each District. The Districts may not be dissolved, however, without the prior written authorization of the City.

5. Existing Services and Districts. Other than the City and the proposed Service District, there are currently no other entities in existence in the Development area which have the ability to undertake the financing of, and payment for the facilities and services set forth herein, which are needed for the Development. It is the Company's understanding that the City does not consider it financially feasible or practicable for the City to provide or pay for the public infrastructure needed for the Development. Consequently, the organization of the Districts is necessary for the provision of public improvements and services in the Development and for the development of the property itself as contemplated in the Development Agreement.

In order to minimize the proliferation of new governmental structures and personnel, the Service District will operate and maintain the public improvements within the Development in accordance with intergovernmental agreements with the Tax District and may also enter into intergovernmental agreements with the Sub-District to provide regional services and facilities within the Sub-District area. Operations and maintenance of some public improvements, including water, wastewater, storm drainage, street and traffic safety, will be the responsibility of the City after such completed improvements are transferred to the City by the Service District. The timing and conditions for transfer of such improvements to the City will be established by intergovernmental agreement between the Service District and the City ("City IGA"), which will be made after the organization of the Districts.

To further avoid duplication of services and proliferation of governmental entities within the Sub-District area, it is possible that other regional facilities and

operations and maintenance services may be provided by the Service District and/or Sub-District in accordance with intergovernmental agreements coordinated with the City. Consequently, while the Service District will exist to finance public improvements and provide services and facilities within the Development, it may also participate in the provision of regional facilities and services to utilize existing entities and personnel as much as possible, and the Tax District will pay for all costs related thereto.

B. General Financial Information and Assumptions

The projected population of the Tax District at full build-out is 850 persons, and the projected total valuation of all taxable property within the Tax District is approximately \$290,000,000 with an assessed valuation of approximately \$84,000,000. The 1997 assessed valuation of all taxable property within the boundaries of the Tax District was approximately \$497,000.

The anticipated costs of public improvements needed for the Development are substantial and are estimated in Exhibit G of the Development Agreement and included as Table 2 in Exhibit B. The Districts may obtain financing for the public improvements needed for the Development through the issuance of general or limited tax obligation bonds or other debt instruments of the Tax District, including the issuance of notes or tax pledges to the Service District as set forth in intergovernmental agreements between the Districts, and from revenue bonds or other instruments issued by the Service District secured by revenues generated under the Development Agreement.

It is currently anticipated that security for debt issued by the Service District, including the assignment of certain rights to revenue under the Development Agreement, will be provided by the Company. The Service District anticipates that the Company will enter into an agreement pledging or assigning, in whole or part, the sales tax and other revenue generated under the Development Agreement for the repayment of District bonds. The Tax District will issues notes and/or make tax pledges to the Service District to pay a portion of the debt service on the Service District's bonds, or may issue its general or limited tax obligation bonds in public or private markets for municipal securities, when it has the financial ability to

discharge the indebtedness on a reasonable basis, thereby reducing risks of non-payment.

The revenue forecasts for the Districts were originally developed by Leland Consulting Group utilizing various development assumptions. For purposes of this Service Plan, the more conservative "Baseline/Revision 1" Scenario has been used to develop the Financial Plan and is contained in Exhibit D. The Financing Plan set forth in Exhibit E to this Service Plan was prepared by HDC Partners updating Leland's work and demonstrates one method which might be used by the Districts to finance the costs of public infrastructure needed for the Development. At the time bonds or other debt instruments are actually issued, alternative financing plans may be more beneficial and may be implemented by the Districts, if appropriate. Use of an alternative financing plan will not require an amendment of the Service Plan but shall be subject to the other requirements set forth in Section VIII.

With the financial support provided by the Company, the Financing Plan demonstrates that the costs of public infrastructure needed for the Development can be financed economically with reasonable property tax levies within the Tax District. The projections and estimates set forth herein depicting costs of public infrastructure and operations will not constitute limitations on the financial powers of the Districts; provided, however, that the Districts shall not be permitted to issue bonds which are not in compliance with State law, and the provisions of this Service Plan, including without limitation Section VIII.

The financial structure contemplated in the Financing Plan demonstrates that the risks associated with the construction of public infrastructure within the Development will be borne initially by the Company. The responsibility for payment of a portion of the costs of public infrastructure needed for the Development will be shifted, incrementally, to all property within the Tax District, as development occurs. The remainder of such costs will be funded from revenue generated under the Development Agreement. General obligation debt issued by the Tax District will limit the responsibility for repayment of such debt to the Tax District. In this manner, the City can be assured that the risks of development and the responsibility for repayment of District debt issued for the Development will be

borne solely by the property owners within the Development and will not become the responsibility, in any degree, of the City or its residents.

Additionally, the City can be assured that there are legal and financial controls on District indebtedness, which operate to limit the taxes that property owners within the Tax District can expect to pay. Generally, under the Act, a district cannot incur general obligation indebtedness payable from property tax revenues in excess of fifty percent (50%) of its valuation for assessment, unless such indebtedness is rated or insured, or unless the mill levy from which it is payable is limited. The minimum tax levy of the Tax District for debt service is expected to be 27 mills. In addition, State securities laws do not allow exemption from registration for district general obligation indebtedness not meeting minimum requirements. Finally, the current public market for municipal securities is extremely cautious with respect to special district indebtedness and demands relatively low debt-to-assessed ratios. It should be noted that general obligation indebtedness is secured by a tax levy without limit as to rate or amount, which must be sufficient, together with other available revenues, to pay debt service.

### C. Contents of Service Plan

This Service Plan consists of a financial analysis and preliminary engineering plan showing how the facilities and services for the Development can be provided by the Service District and financed by the Districts working in tandem. Numerous items are included in this Service Plan in order to satisfy the requirements of Part 2 of the Act.

The assumptions contained within this Service Plan were derived from a variety of sources. Information regarding the present status of property within the Districts, as well as the future level of services, was obtained from the Company. Construction cost estimates were developed by Downing Thorpe James (which has considerable experience in the costing and construction of similar facilities) for the MidCities Broomfield Village Master Plan [draft December 9, 1997] ("Engineering Plan"), as a component of the Sub-District Infrastructure Master Plan [draft November 13, 1997] ("Sub-District Plan"). Both the Engineering Plan and Sub-District Plan are incorporated by

reference in their entirety and should be consulted for specific details. Legal advice in the preparation of this Service Plan was provided by the law firm of Collins and Cockrel, P.C. which represents numerous special districts and municipalities throughout the State, and Kutak Rock, a national law firm, acting as District bond counsel. Financial recommendations and advice in the preparation of the Service Plan were provided by Leland Consulting Group and U.S. Bancorp Investments, Inc., a national investment banking firm.

D. Modification of Service Plan

This Service Plan has been designed with sufficient flexibility to enable the Service District to provide necessary services and facilities currently anticipated for the Development and for the Tax District to finance and pay for such services and facilities under evolving circumstances without the need for numerous amendments. While the assumptions upon which this Service Plan are generally based are reflective of current zoning for the property under the preliminary Development Plan, the cost estimates and Financing Plan are sufficiently flexible to enable the Districts to provide necessary services and facilities without the need to amend this Service Plan as actual development occurs. Modification of the general types of services and facilities, and changes in proposed configurations, locations, or dimensions of various facilities and improvements, shall be permitted to accommodate actual development needs consistent with the Development Agreement, without amendment of this Service Plan.

II. NEED FOR NEW DISTRICTS AND GENERAL POWERS

A. Need for Metropolitan Districts

The property in the Development is currently undeveloped. No other entities exist which will finance the construction of the public infrastructure needed for the Development. Operations and maintenance of water, wastewater, storm drainage, street and traffic safety and associated landscaping, transit, park and recreation improvements will initially be provided by the Service District, some of which will later be transferred to the City pursuant to the City IGA. The intergovernmental agreements referred to in Section V hereof will

further address and define the activities to be undertaken by various entities with regard to the public improvements.

B. General Powers of Districts

The Tax District will have all powers and authorities granted under the Act to finance and pay for the services and facilities described in this Section both within and outside its boundaries. The powers and authorities of the Districts will be allocated and further refined in a Master Intergovernmental Agreement between the Districts ("Master IGA"), the general form of which is described in Section V, which may be voted upon and approved by their respective electorates. For purposes of the Act, the making or amendment of the Master IGA shall not constitute an amendment of this Service Plan. It will, however, constitute a binding and enforceable agreement between the Districts regarding implementation of the powers contained in this Service Plan.

The Service District shall have authority to provide the following services and facilities, and the Tax District shall have the authority to finance, raise revenues (including without limitation by taxation), and pay for such services and facilities, all of which shall be in conformance with the City's standards and specifications:

1. Streets and Drainage. The design, acquisition, installation, construction, operation, and maintenance of arterial street and other roadway improvements, including but not limited to curbs, gutters, culverts, storm sewers and other drainage facilities, detention ponds, retaining walls and appurtenances, as well as sidewalks, bridges, parking facilities, paving, lighting, grading, landscaping, undergrounding of public utilities, snow removal equipment, or tunnels and other street improvements, together with all necessary, incidental, and appurtenant facilities, land and easements, and all necessary extensions of and improvements to such facilities.

2. Traffic and Safety Controls. The design, acquisition, installation, construction, operation, and maintenance of traffic and safety protection facilities and services through traffic and safety controls and devices on arterial streets and roadways, as well as other facilities and improvements including but not limited to, signalization at

intersections, traffic signs, area identification signs, directional assistance, and driver information signs, together with all necessary, incidental, and appurtenant facilities, land and easements, and all necessary extensions of and improvements to such facilities.

3. Parks and Recreation. The design, acquisition, installation, construction, operation and maintenance of public park and recreation facilities or programs including, but not limited to, grading, soil preparation, sprinkler systems, playgrounds, playfields, bike and hiking trails, pedestrian trails, pedestrian bridges, picnic areas, common area landscaping and weed control, outdoor lighting of all types, community events, and other facilities, together with all necessary, incidental and appurtenant facilities, land and easements, and all necessary extensions of and improvements to such facilities or systems.

4. Sanitation. The design, acquisition, installation, construction, operation and maintenance of sanitary sewer lines, and all necessary or proper equipment and appurtenances incident thereto, together with all necessary, incidental and appurtenant facilities, land and easements, and all necessary extensions of and improvements to such facility or system.

5. Water. The design, acquisition, installation, construction, operation and maintenance of water lines, and all necessary or proper equipment and appurtenances incident thereto, together with all necessary, incidental and appurtenant facilities, land and easements, and all necessary extensions of and improvements to such facilities or system.

6. Miscellaneous Powers. The design, acquisition, installation, construction, operation and maintenance of (i) transportation systems by bus, rail, or any other means, including without limitation services and facilities furnished pursuant to intergovernmental agreements with the Sub-District, City, or Regional Transportation District or private operators; (ii) services and facilities for the elimination and control of mosquitoes; (iii) television relay and translator systems and related electronic or cable facilities; and (iv) financing line extension changes for new telephone construction to non-



residential areas of the Development, subject to any limitations under the Act.

7. Other Services. The Tax District may finance and pay for other services and facilities authorized under the Act or by law, without limitation, if needed to serve the Development and not otherwise provided by the City.

8. Legal Powers. The powers of the Tax District will be exercised by its Board of Directors to finance the services and facilities contemplated in this Service Plan. All financing activities will be undertaken in accordance with, and pursuant to the procedures and conditions contained in the Master IGA, Act, other applicable statutes, and this Service Plan, as any or all of the same may be amended from time to time.

9. Other. In addition to the powers enumerated above, the Board of Directors of the District shall also have the following authority:

a) To amend this Service Plan as needed, subject to the appropriate statutory procedures and as permitted under the City IGA, by written notice to the City pursuant to §32-1-207, C.R.S., of actions which the District believes are permitted by this Service Plan but which may be unclear. In the event that the City elects not to seek to enjoin any such activities, such election shall constitute agreement by the City that such activities are within the scope of this Service Plan. The District shall have the right to amend this Service Plan independent of any participation by the Service District; provided, however, that the Tax District shall not be permitted to amend any portion of this Service Plan which may materially affect, impair, or impinge upon the rights, responsibilities, obligations, or powers of the Service District, without the Service District's prior written consent; and

b) Subject to all provisions of the Master IGA, Development Agreement, and the City IGA, to forego, reschedule, or restructure the financing and construction of various public improvements and facilities, in order better to accommodate the pace of growth, resource availability, and potential inclusions of property within the Districts, or if the provision of any public improvement and facility would best be performed by another entity; and

c) To finance the provision of all additional services and facilities by the Service District and exercise all powers as are expressly or impliedly granted by the Act or other State law, and which the Tax District is required to provide or exercise or, in its discretion, chooses to provide or exercise, in coordination with the Service District; and

d) To exercise all necessary and implied powers under the Act, in the reasonable discretion of the Board of Directors of the Tax District, in coordination with the Service District.

### III. DESCRIPTION OF FACILITIES AND IMPROVEMENTS

The Tax District shall be permitted to exercise all statutory powers and any authority set forth herein to finance and pay for the public facilities and improvements described in Section II of this Service Plan, either directly, or by contract, or by acquisition from the Company or other persons. The Tax District will contract with the Service District to undertake such functions and activities, including through the Master IGA and acquisition and reimbursement agreements with the Company or other developers, if appropriate.

Information for each type of public improvement needed for the Development is set forth in the Service Plan of the Service District, which is incorporated by reference and should be referred to for more specific detail. It is important to note that the information contained in such Service Plan is conceptual and preliminary in nature only, and that modifications to the type, configuration, and location of public improvements will be necessary as development proceeds. All public infrastructure within the Development will be designed in such a way as to assure that the facility and service standards will be compatible with those of the City or of other governmental agencies which may be affected thereby.

#### A. Estimated Costs of Facilities

The estimated costs of the public infrastructure to be constructed, installed and/or acquired within the Development are \$15,786,909 as shown in Table 2 in Exhibit B. The estimated costs of the public infrastructure to be constructed, installed,

and/or acquired within the Sub-District area are \$9,922,331 as shown in Table 3 in Exhibit B and in Exhibit I of the Development Agreement.

The Engineering Plan and Sub-District Plan, together with the estimates of public infrastructure costs for the Development and Sub-District, constitute the preliminary engineering and architectural survey for the Districts and may be modified, changed and revised as necessary to provide the public infrastructure needed for the Development without any amendment of this Service Plan.

#### IV. DEVELOPMENT PROJECTIONS

Land uses within the Development will be varied. See the "Development Projections" in Table 1 in Exhibit B for proposed land classifications and densities.

#### V. PROPOSED AND EXISTING AGREEMENTS

##### A. Master Intergovernmental Agreement

As noted in this Service Plan, the relationship between the Service District and the Tax District, including the terms for financing, constructing, and operating the public services and improvements needed to serve the Development, will be established by means of a Master IGA to be executed by the Districts. The Master IGA shall be submitted to the City prior to the issuance of bonds by either District in order to ensure general conformance with this Service Plan.

The Master IGA will establish comprehensive procedures and requirements (i) for the payment of the capital costs of the public improvements, including payment of any funds to the City; administrative, operational and maintenance expenses of the Districts; the costs of issuance of District bonds, debt service, and related financing expenses of the Districts, and (ii) for the construction, acquisition, operation and maintenance of all facilities and services needed for the Development and the administration of the affairs of the Districts by the Service District.

The Service District will be responsible under the Master IGA for contracting for and supervising the acquisition

and construction of all public improvements, including the preparation of engineering plans and specifications and public bidding and contracting with contractors. Upon completion of the public improvements, the Service District shall own the improvements and be responsible for their operation and maintenance, until such time as any improvement is transferred to the City, Sub-District, or another governmental agency pursuant to an intergovernmental agreement.

The Tax District shall assist in financing the public improvements within the Development and pay other costs incurred by the Service District for operating and maintaining the improvements and administering the affairs of the Districts ("service costs"). The Tax District shall pay the service costs in accordance with the terms of the Master IGA.

The Service District shall be responsible under the Master IGA for management, record-keeping, and financial planning services for the Tax District, as well as operating or contracting for the operation and maintenance of the public improvements. The Tax District will pay the Service District for service costs and any major repairs or replacement of the improvements.

#### B. City Intergovernmental Agreement

Subsequent to their organization, the Districts shall enter into intergovernmental agreements with the City, which shall generally provide that: (1) in accordance with the provisions of this Service Plan, the Districts shall take all actions necessary to dissolve pursuant to the Act when all public improvements needed for the Development have been completed, and all financial obligations of the Districts have been satisfied in full; provided, however, that the Districts shall remain in existence if necessary to operate and maintain the facilities and services not taken over by the City; (2) the Districts shall not publish, without providing prior written notice to the City, any notice under §32-1-207(3), C.R.S., of its intent to undertake construction of any facility, the issuance of bonds or other financial obligations, the levy of taxes, the imposition of rates, fees, tolls and charges, or any other proposed activity of the Districts, which would require that any action to enjoin such activity as a material departure from the Service Plan be brought within forty-five (45) days of such notice; and, (3) that as a

consequence of the City's approval of the Service Plans of the Districts, the Districts shall specifically assume all obligations for the financing and construction of the public infrastructure needed for the Development in accordance with the Development Agreement, PUD Agreement, and Master IGA.

C. Intergovernmental Agreement with Sub-District

Subsequent to its organization, the Service District may, if necessary, enter into intergovernmental agreements with the Sub-District, which generally provide that the Service District will participate in the financing and construction of regional infrastructure within the Sub-District area, as more completely described in the Sub-District Plan, pursuant to the provisions of the Development Agreement including without limitation the payment of funds to the Sub-District or City.

D. Other Agreements/Authority

To the extent practicable, the Service District may enter into additional intergovernmental and private agreements to ensure the long-term provision of the public improvements and services needed for the Development and for effective management of District affairs. Agreements may also be executed with the Company, other developers, property owner associations, and other service providers.

VI. OPERATION AND MAINTENANCE COSTS

Estimated costs for general operations and administrative functions are presented in the consolidated Financing Plan at Exhibit E.

VII. FINANCIAL PLAN

Attached to this Service Plan as Exhibit E is a consolidated Financing Plan which shows how the proposed services and facilities may be economically financed and operated by the Districts. The Financing Plan includes projected revenues derived from ad valorem property taxes collected within the Tax District and generated under the Development Agreement (to be partially assigned to the Service District) for each applicable year, including the first budget year. The Master IGA is expected to provide that the obligation of the Tax District to

pay the Service District for the costs of financing the public improvements needed for the Development and for operating expenses incurred for the provision of services to property within the Development shall constitute indebtedness of the Tax District. Accordingly, property tax levies certified to make necessary payments to the Service District will be characterized as debt service tax levies, subject to all legal limitations. The Service District anticipates borrowing its initial operating funds from the Company or other private entities, until such time as it is able to collect operating revenues from the Tax District. Such borrowed funds advanced by the Company or others will be reimbursed by the Service District from available revenue sources.

The Financing Plan contains preliminary debt repayment schedules of the Districts (assuming 8½% interest rate) and shows how the financial operations of the Districts will be integrated. It is anticipated that the Service District will issue revenue bonds secured primarily by the revenues generated under the Development Agreement and the property taxes collected by the Tax District, with secondary security provided by the Company, as necessary. The Tax District is expected to issue its note or pledge to the Service District secured by property tax levies. The Company is expected to pledge or assign its right to receive the revenue generated under the Development Agreement, in whole or part, to the Service District (and/or bond trustee) to secure its revenue bonds. Revenue from such sources and other available funds will be used to retire the District bonds. No general obligation bonds of the Tax District will be issued to any person other than the Service District, a financial institution, or accredited investor, until the assessed valuation of the Tax District is twice the amount of the proposed debt. No provision of this Service Plan shall be construed to restrict the issuance of limited tax obligation bonds, with a tax levy of 50 mills or less. The Financing Plan illustrates that adequate revenues are available from various sources for the payment of debt issued to provide public infrastructure for the Development, thus reducing risk of excessive property tax levies.

Other financing plans may be implemented, if subsequently determined by the Board of Directors of the Districts to be in the best interests of the Districts. The Districts shall, without limiting other financing alternatives, be entitled to modify the structure of the Financing Plan by causing the Service

District to obtain financing directly from the Company, its lender, or other financial institutions or accredited investors; provided, however, that any such borrowing shall comply with the requirements of State law. For example, the Service District shall be entitled to obtain funding directly from the Company and agree to repay and reimburse the Company from revenues generated under the Development Agreement or from other available funds of the Districts. The Districts shall also be entitled to issue contingent repayment obligations in amounts which exceed the general obligation debt estimated in this Service Plan on condition that the provisions of such contingent repayment obligations are in compliance with State law and are subject to all legal limitations for issuance of general obligation debt. The Districts shall have the authority to utilize excess debt capacity which may be developed within the Districts, if the assumptions contained in the Financing Plan are more conservative than actually realized within the Development.

All projections in the Financing Plan are stated in 1998 uninflated dollars, unless otherwise indicated. Upon approval of this Service Plan, the Service District will continue to develop and refine the cost estimates for the public improvements contained herein and prepare for financing such improvements, subject to the other requirements in Section VIII. All cost estimates will be inflated to current dollars at the time of actual financing and construction. Engineering and other contingencies, as well as capitalized interest, reserves requirements, letter of credit fees, and other costs of financing will be added. All construction cost estimates assume construction to applicable local, state or federal requirements.

The total estimated costs of all public improvements and related financing and organizational costs are \$36,771,994 (in 1998 dollars), as more completely set forth in Exhibit G of the Development Agreement. The Districts shall have the authority to issue (or incur) general or limited tax obligation indebtedness, revenue debt, and other debt obligations in an amount sufficient to finance and construct all public improvements required under the Development Agreement, if greater than such estimated costs, without the need to seek approval of the City for any modification of this Service Plan. The Districts shall also be permitted to seek debt authorization from their electorates in excess of this amount to account for contingencies or other unforeseeable costs. Reasonable modifications of all facilities

and cost estimates shall likewise be permitted. Final determination of the amount of debt for which approval will be sought from each District's electorate will be made, from time to time, by the Board of Directors of each District based on then-current estimates of construction costs, issuance costs, and contingencies. Authorization to issue bonds and enter into the various agreements described herein will be sought from each District's electorate pursuant to the terms of the Master IGA, Act, and Colorado Constitution.

An Alternate Financing Plan is presented in Exhibit F of this Service Plan to show an even more conservative fiscal condition of the Districts, assuming that only eighty percent (80%) of the projected baseline development occurs. The baseline development itself is only sixty-two percent (62%) of the development authorized under the Development Plan. While District revenue projections are lower, the Districts will be able to finance the construction of all public improvements and pay all District debt and operating expenses within the terms set forth under the Development Agreement.

In addition to ad valorem property taxes, and in order to offset the expenses of anticipated construction and operations and maintenance costs, the Districts may also rely upon various other revenue sources authorized by law. These include the power to assess fees, rates, tolls, penalties, or charges as provided in the Act. The Financing Plan has been developed without reliance upon all possible sources of revenue available to the Districts, but this shall not preclude the Districts from implementing any revenue source legally available to the Districts.

The Financing Plan does not project any significant accumulation of fund balances which might represent receipt of revenues in excess of expenditures under the TABOR Amendment. If District operations do not qualify as an enterprise under TABOR, revenues from all sources which exceed the permitted level of expenditures in a given year will be refunded to taxpayers, unless a vote approving the retention or "de-Brucing" of such revenues is obtained. To the extent annual District revenues exceed expenditures in this manner, the District will comply with the provisions of TABOR and either refund the excess or obtain voter approval to retain such amounts.



The estimated costs of the facilities and improvements to be constructed and installed by the Districts, including the costs of acquisition of land, engineering, legal, and administrative services, initial proposed indebtedness, and other major expenses related to the facilities and improvements to be constructed and installed, are set forth in Exhibit G of the Development Agreement and in the Financing Plan. Capital costs are not expected to exceed \$36,771,994. Organizational costs, estimated to be approximately \$100,000, will be reimbursed to the Company by the Districts from initial revenue sources, including bond proceeds.

The maximum voted interest rate for bonds will be eighteen percent (18%). The proposed maximum underwriting discount will be five percent (5%). The Letter dated August 12, 1998 from U.S. Bancorp Investments, Inc., which is included in Exhibit G of this Service Plan, confirms the availability of bond financing for the project within the parameters set forth in the Financing Plan. It is estimated that the general obligation bonds, when issued, will mature not more than twenty (20) years from date of issuance, with the first maturity being not later than three (3) years from the date of issuance, as required by the Act.

In the discretion of the Board of Directors of each District, the Districts may set up other qualifying entities to manage, fund, construct and operate facilities, services, and programs. To the extent allowed by law, any entity created by the Districts will remain under the control of its Board of Directors.

The Financing Plan and the Alternate Financing Plan clearly demonstrate that, at various projected levels of development, the Districts will have the ability to finance the public improvements needed for the Development and will be capable of discharging the proposed debt of the Districts on a reasonable basis with reasonable property tax levies. No funds or assets of the City shall be pledged as security for the repayment of debt issued by the Districts; provided, however, that there shall be no limitation upon pledging the revenue generated under the Development Agreement for the repayment of the District debt, except as otherwise specified therein.

### VIII. OTHER REQUIREMENTS

The Tax District shall be subject to the following additional requirements:

1. Submission of annual reports as described in §32-1-207(3), C.R.S., in the form prescribed by the City.

2. Material modifications of this Service Plan, except as contemplated herein, shall be subject to approval by the City in accordance with the provisions of §32-1-207, C.R.S., and the City IGA.

3. The District shall file any proposed ballot issue, property tax levy, or bond financing (including interest rates and security terms) with the City prior to its adoption. The City may, pursuant to the provisions of Section 32-1-207(3)(a), C.R.S., enjoin any proposed action in connection therewith which is not in material compliance with this Service Plan. The District will work cooperatively with the City to implement the various provisions of this Service Plan, including without limitation the Development Agreement and City IGA.

### IX. CONCLUSIONS

It is submitted that this Service Plan for the Tax District has established, as required by the Act, 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

d) The area included in the District 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 Broomfield, Colorado, which has jurisdiction to approve this Service Plan pursuant to §32-1-204.5, C.R.S., adopt a resolution which approves this Service Plan for MidCities Metropolitan District No. 2 as submitted.



**DOWNING  
THORPE  
JAMES**

ARCHITECTURE  
PLANNING  
ENGINEERING  
1841 North Street, Suite 103  
Boulder, Colorado 80502  
303-440-7533



**US 36/96TH ST  
SUB-DISTRICT**

**INFRASTRUCTURE  
MASTER PLAN**

**MASTER  
PLAN  
AREA**



DATE: 11/13/97

**LEGEND**

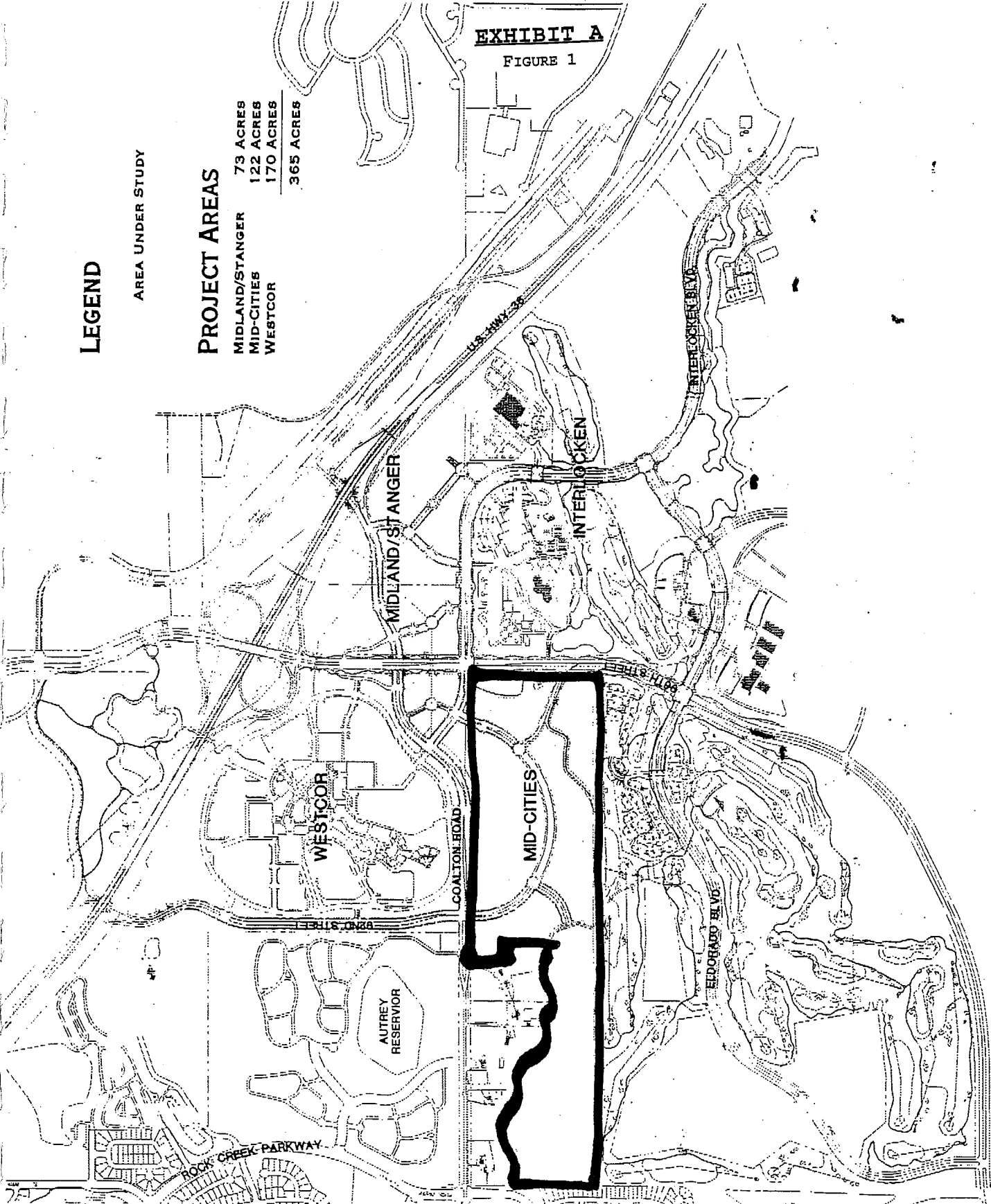
AREA UNDER STUDY

**PROJECT AREAS**

- MIDLAND/STANGER 73 ACRES
- MID-CITIES 122 ACRES
- WESTCOR 170 ACRES
- 365 ACRES

**EXHIBIT A**

FIGURE 1







LEGAL DESCRIPTION

SEE SHEET 1 of 13  
FOR LEGAL DESCRIPTION

# MIDCITIES

## P.U.D. PLAN AND PRELIMINARY PLAT PRELIMINARY PLAT BOULDER COUNTY, COLORADO

SHEET 3 OF 13  
Date: 06/19/98

OWNER AND SUBDIVIDER

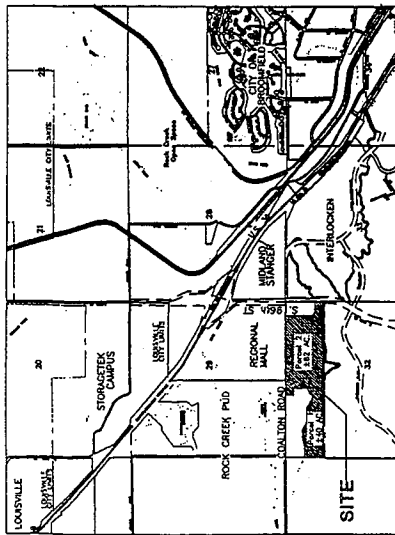
The Midcities Company, Inc.  
Cable News Network, Colorado 80104  
Steven H. Miller, for the Executive Committee

ENGINEERS, AND SURVEYOR

Henry Henshaw Consultants, Inc.  
2001 E. Proton Road, Suite 110  
Boulder, Colorado 80501  
(303) 441-8000 - Phone  
Dennis Fehner  
Denver, Colorado, U.S.A. 80229

### SITE DATA

Site Address: 121st St. at  
Siding: Denver, Colorado, 80104  
Proposed Zoning: City of Boulder, P.U.D. (Planned Urban Development)  
The information on this plan was prepared by the engineer and surveyor on the basis of field notes, measurements, and other data furnished by the owner. The engineer and surveyor make no warranty as to the accuracy or completeness of the information furnished by the owner. The engineer and surveyor are not responsible for any errors or omissions in this plan, or for any consequences arising therefrom. This plan is intended for the use of the owner and is not to be used for any other purpose without the written consent of the engineer and surveyor.

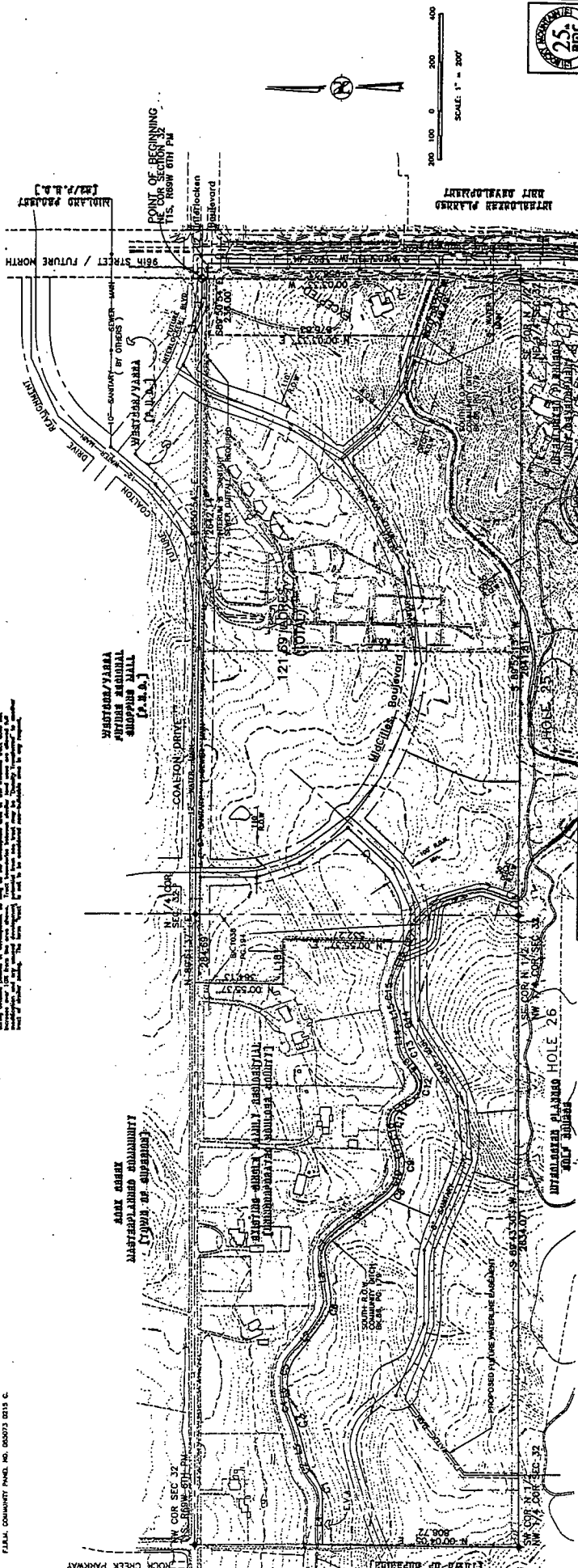


### VICINITY MAP

### FLOOD INFORMATION

The project is located within the 100-year flood plain of the  
Colorado River. The flood insurance rate map zone designation for  
this property is Zone C (Areas of Minimal Flooding) as shown on  
FEMA Community Panel No. 80503 8013 C.

NUMBER	DIRECTION	DISTANCE
L1	S 89°42'34" E	64.00'
L2	N 89°42'34" E	64.00'
L3	N 89°42'34" E	64.00'
L4	N 89°42'34" E	64.00'
L5	N 89°42'34" E	64.00'
L6	N 89°42'34" E	64.00'
L7	N 89°42'34" E	64.00'
L8	N 89°42'34" E	64.00'
L9	N 89°42'34" E	64.00'
L10	N 89°42'34" E	64.00'
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L97	N 89°42'34" E	64.00'
L98	N 89°42'34" E	64.00'
L99	N 89°42'34" E	64.00'
L100	N 89°42'34" E	64.00'



SCALE: 1" = 200'

POINT OF BEGINNING  
OF THE SECTION IS  
THE CORNER OF THE  
NORTH 89°42'34" E  
LINE AND THE  
EAST LINE OF THE  
SECTION.

25  
MIDCITIES  
PLANNED COMMUNITY

DATE: 06-19-98  
BY: [Signature]  
CHECKED: [Signature]  
SCALE: 1" = 200'

# MIDCITIES P.U.D. PLAN AND PRELIMINARY PLAT LANDSCAPE, OPEN SPACE, AND RECREATION PLAN

BOULDER COUNTY, COLORADO

SHEET 4 OF 13

Date: 06/19/98

LEGEND	
	Building and Parking Setback Areas Landscaped by MidCities
	Landscape by Developers of Individual Sites
	Right-of-Way Landscape Treatment by MidCities
	Common Open Area Landscape Improvements by MidCities
	PRICO DITCH Landscape Improvements Possible, MidCities is negotiating with PRICO for improvements in order to meet existing between Interlocken and PRICO.
	Entry Feature Landscape by MidCities
	Special "Village Streetscape" Treatment Area by MidCities
	Landscape by Others, as noted
	Existing MidCities Property Line (see progress of the plan)
	Proposed Right-of-Way (see notes at time of final plat)
	Access Points (shown conceptual only, they may or may not be used for site development purposes, they "turn" to the right)

- SHEET NOTES**
- PRIMARY ENTRANCE ZONES TO INCLUDE LANDSCAPE IMPROVEMENTS PER DESIGN STANDARDS (6000 S.F. MIN.)
  - SECONDARY ENTRANCE ZONES TO INCLUDE LANDSCAPE IMPROVEMENTS PER DESIGN STANDARDS (3000 S.F. MIN.)

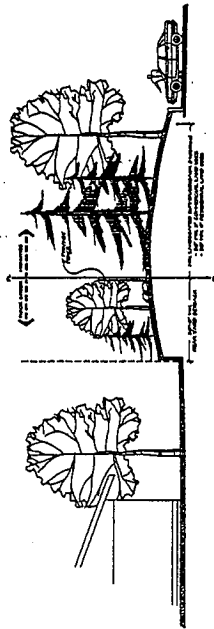
**NOTES**

NOTE 1: RESPONSIBILITIES FOR IMPROVEMENTS NOTED AS "BY MIDCITIES" MAY BE ASSIGNED, DELEGATED, OR OTHERWISE TRANSFERRED BY MIDCITIES TO CONTRACTORS, PURCHASERS/DEVELOPERS OF INDIVIDUAL PROJECTS, SITES, OR OTHERS.

NOTE 2: AREAS AND LOCATIONS FOR LANDSCAPE, OPEN AREAS AND RECREATION SHOWN ON THIS PLAN ARE CONCEPTUAL AND MAY VARY DURING MORE DETAILED PHASES OF DESIGN.

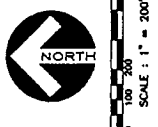
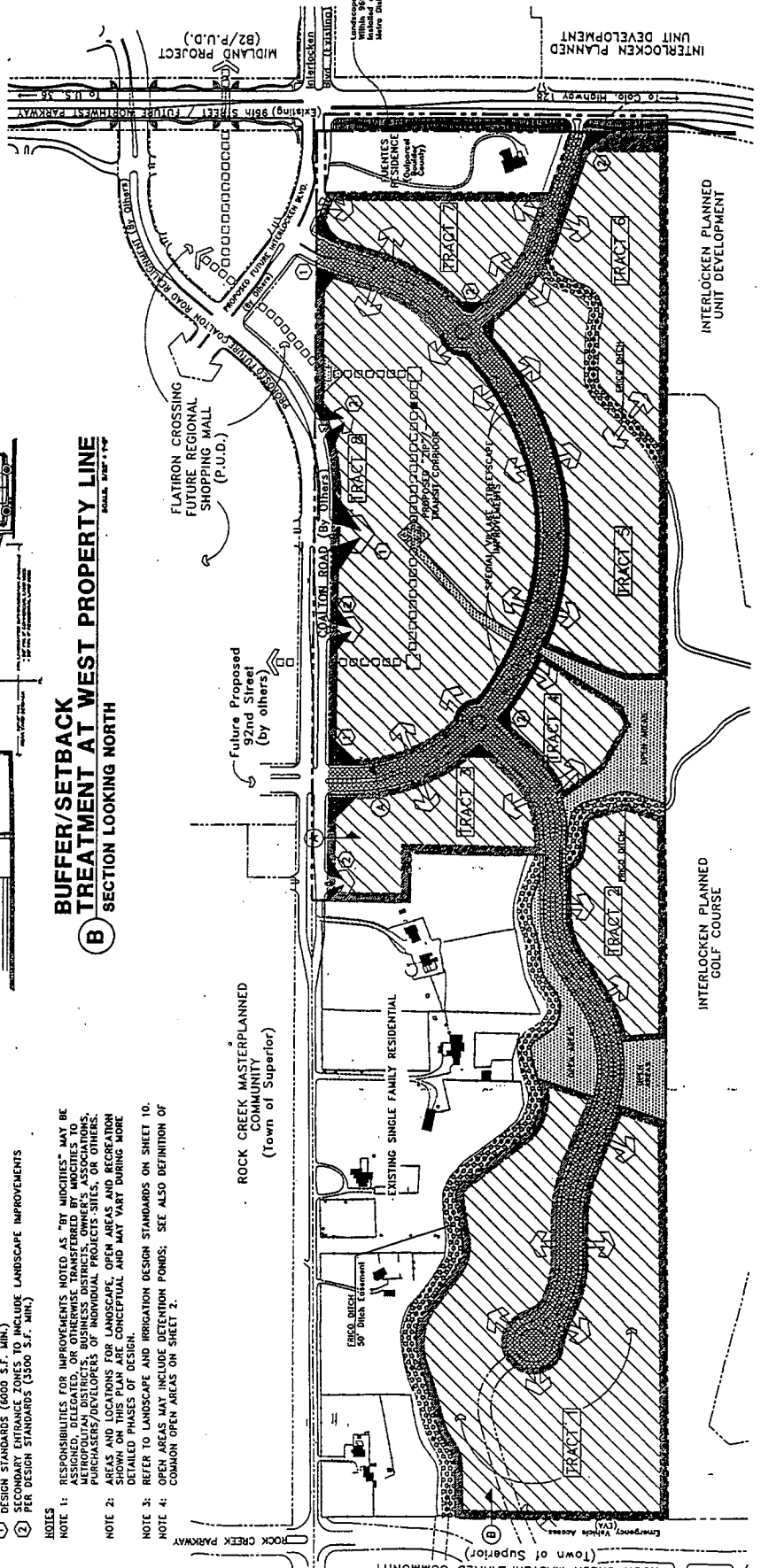
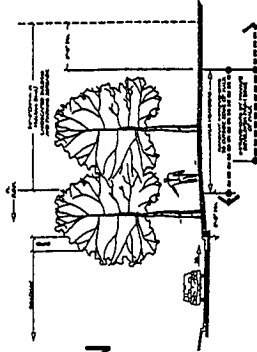
NOTE 3: REFER TO LANDSCAPE AND IRRIGATION DESIGN STANDARDS ON SHEET 10.

NOTE 4: OPEN AREAS MAY INCLUDE DETENTION PONDS; SEE ALSO DEFINITION OF COMMON OPEN AREAS ON SHEET 2.



**(B) BUFFER/SETBACK TREATMENT AT WEST PROPERTY LINE**  
SECTION LOOKING NORTH

**(A) TYPICAL SECTION - PARKWAYS**  
[Coalition Road/Interlocken Blvd/MidCities Blvd.]



Landscape and Work Improvements Within 90th Street R.O.W. to be coordinated by Interlocken Home District.

MIDLAND PROJECT (B2/P.U.D.)

FLATIRON CROSSING FUTURE REGIONAL SHOPPING MALL (P.U.D.)

Future Proposed 92nd Street (by others)

ROCK CREEK MASTERPLANNED COMMUNITY (Town of Superior)

EXISTING SINGLE FAMILY RESIDENTIAL

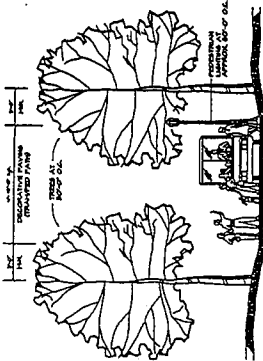
INTERLOCKEN PLANNED GOLF COURSE

INTERLOCKEN PLANNED UNIT DEVELOPMENT

INTERLOCKEN PLANNED UNIT DEVELOPMENT

Emergency Vehicle Access (EVA)





**A** ZIP/TRANSIT AND PEDESTRIAN CORRIDOR  
WHERE OCCURRENCE/LOCATIONS MAY VARY

**LEGEND**

- Existing Machine Property Line for purposes of this P.U.D.
- Proposed Right-of-way May vary at time of final plat
- Access Paths shown associated with the way at time of final plat
- Paths shown associated with the way at time of final plat
- ZIP/Transit Route Corridors are depicted by solid lines
- Pedestrian-oriented Corridors (Locations may vary)
- Existing Regional Bike/Pedestrian Trail
- Pedestrian-oriented Corridors (Locations may vary)
- "Village Street" Pedestrian Walkway
- Pedestrian Linkage or an alternate

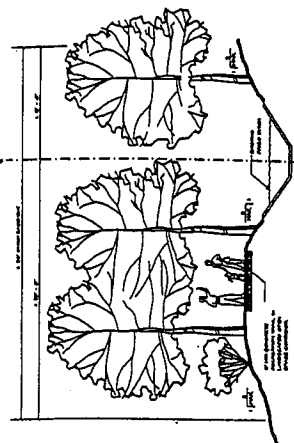
# MIDCITIES

## P.U.D. PLAN AND PRELIMINARY PLAT

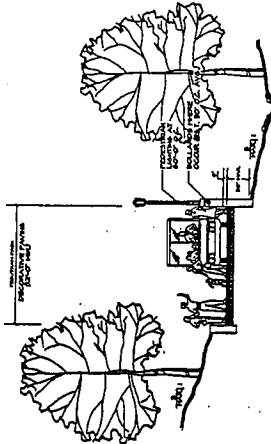
### NON - VEHICULAR CIRCULATION PLAN

BOULDER COUNTY, COLORADO

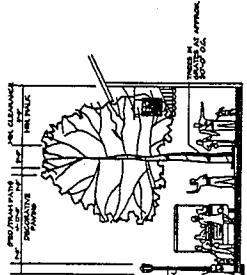
SHEET 5 OF 13  
Date: 06/19/98



**D** REGIONAL TRAIL CORRIDOR  
TYPICAL DETAIL WITHIN MIDCITIES PROJECT



**C** ZIP/TRANSIT ALONG DRAINAGE CORRIDOR  
WHERE OCCURRENCE/LOCATIONS MAY VARY



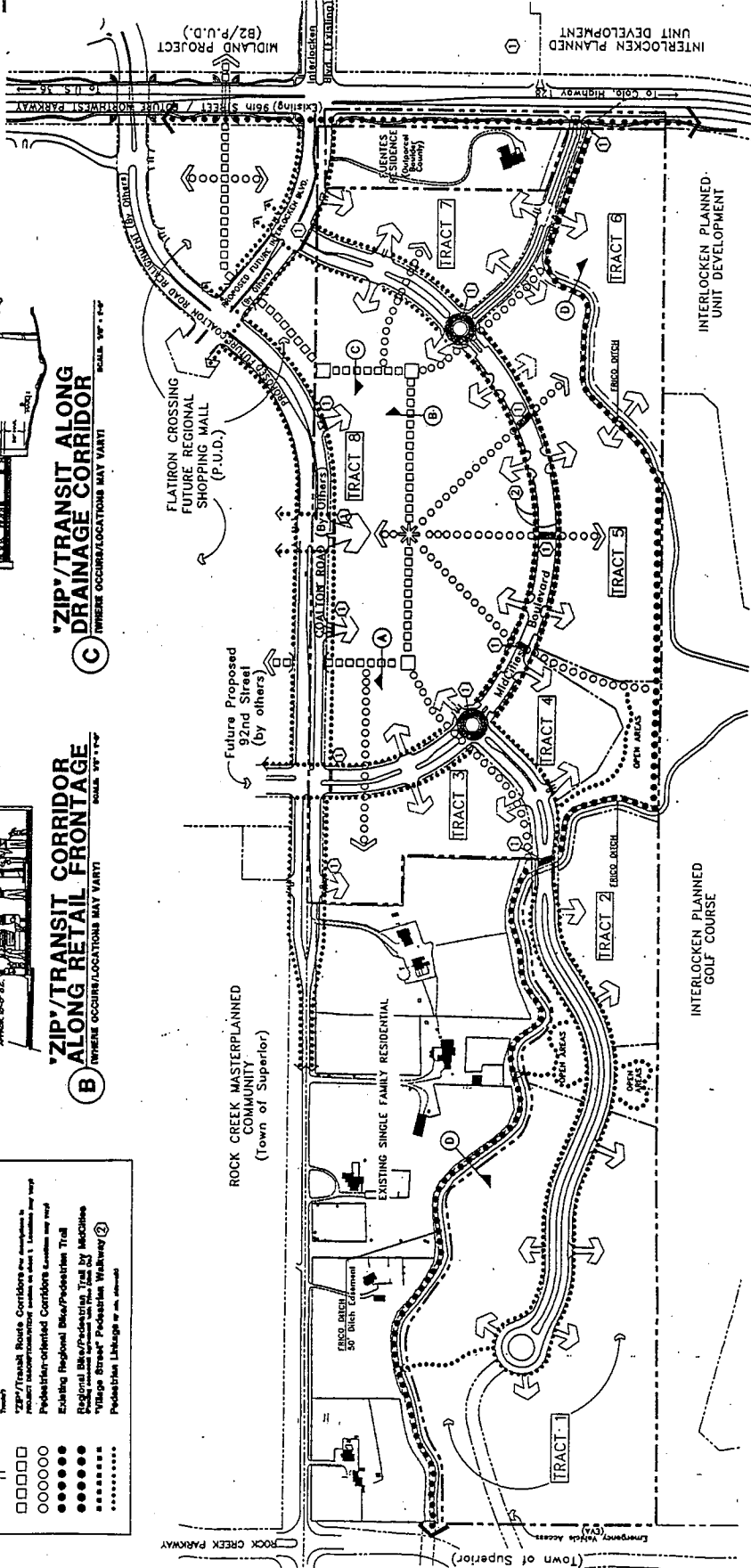
**B** ZIP/TRANSIT CORRIDOR ALONG RETAIL FRONTAGE  
WHERE OCCURRENCE/LOCATIONS MAY VARY

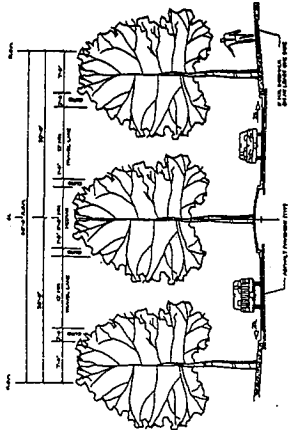
**SHEET NOTES**

- 1 Special Pedestrian Crosswalk
- 2 Special Village streetscape treatment- including more attached walk, trees & grass, buildings fronting on sidewalk, on-street parking, storage and lighting with pedestrian village scale treatment.



SCALE: 1" = 200'





**1 60' R.O.W. - 2 LANE SECTION**  
SCALE: 1/8" = 1'-0"

**SHEET NOTES**

1 SIGNALIZED INTERSECTION PER THE FELSBERG HAT ULLEVO TRAFFIC ANALYSIS AND THE CITY'S U.S. 36 SOUTH STREET SUBSIDIARY REDEVELOPMENT MASTER PLAN.

2 RIGHT TURNOUT ACCESS POINTS PER THE FELSBERG HAT AND ULLEVO TRAFFIC ANALYSIS AND THE CITY'S U.S. 36 SOUTH STREET SUBSIDIARY REDEVELOPMENT MASTER PLAN.

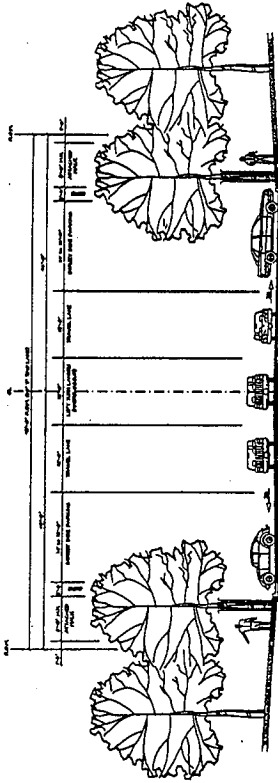
3 PROPOSED INTERSECTION SHOWN CONCEPTUAL. FINAL GEOMETRICS TO BE PER FINAL DETERMINED CONCURRENT WITH FINAL PLATTING. ROUNDABOUTS SHOWN ARE CONCEPTUAL AND TO BE EVALUATED IN FINAL DESIGN AND PROPER TRAFFIC ENGINEERING OF THESE INTERSECTIONS WILL BE REQUIRED.

4 VILLAGE CONNECTOR STREET WITH ON-STREET PARKING (LANKARD 04) IS SHOWN CONCEPTUALLY AND PREFERRED. HOWEVER, THE FINAL TRAFFIC ANALYSIS AND FINAL ROADWAY ENGINEERING WILL DETERMINE FINAL GEOMETRICS AND ROADWAY FEATURES, AS REQUIRED.

# MIDCITIES P.U.D. PLAN AND PRELIMINARY PLAT VEHICULAR CIRCULATION PLAN

BOULDER COUNTY, COLORADO

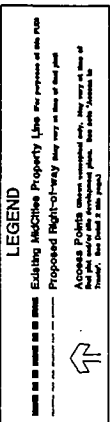
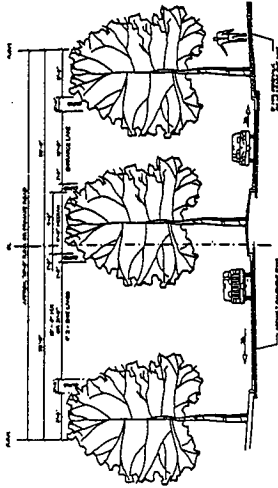
SHEET 6 OF 13  
Date: 06/19/88



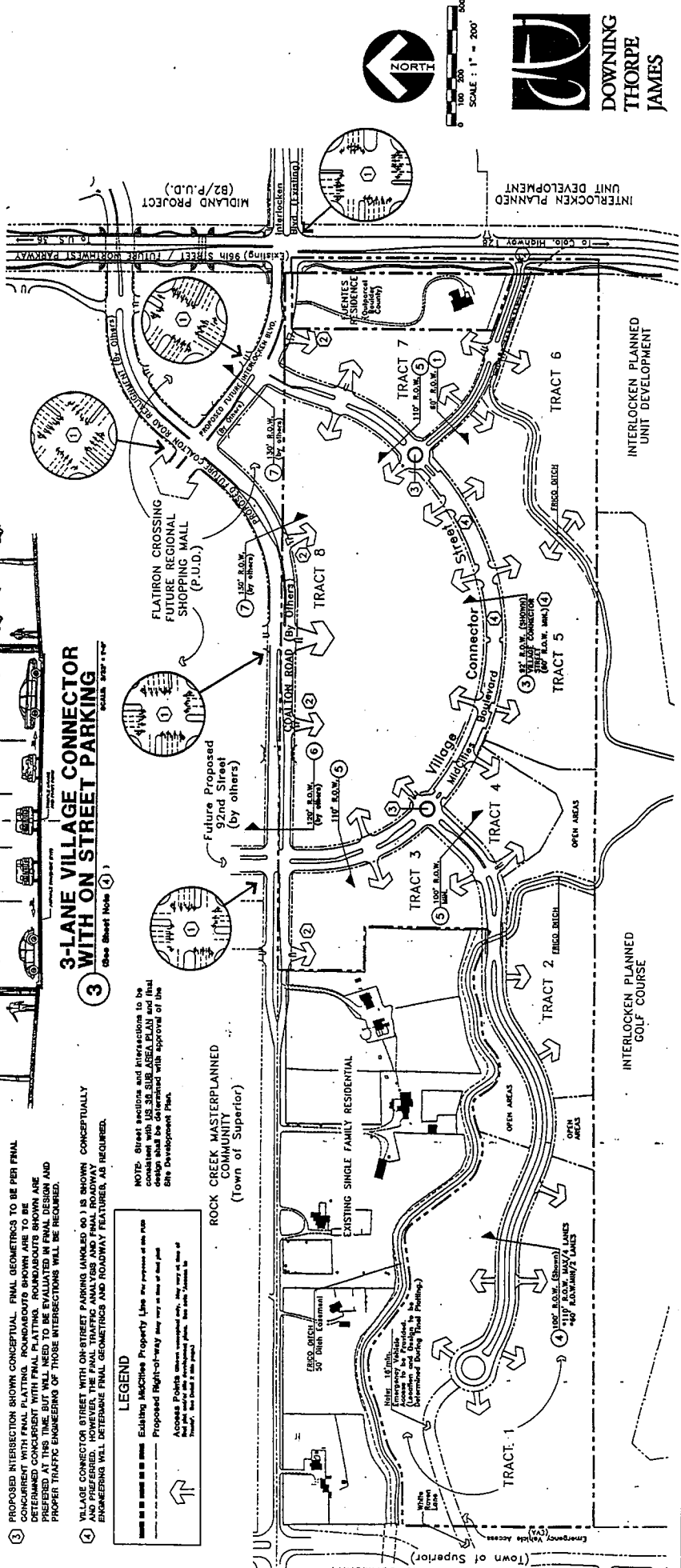
**3 3-LANE VILLAGE CONNECTOR WITH ON STREET PARKING**  
SCALE: 1/8" = 1'-0"

See Sheet Note 1

**2 SECONDARY ACCESS SECTION**  
TYPICAL DETAIL

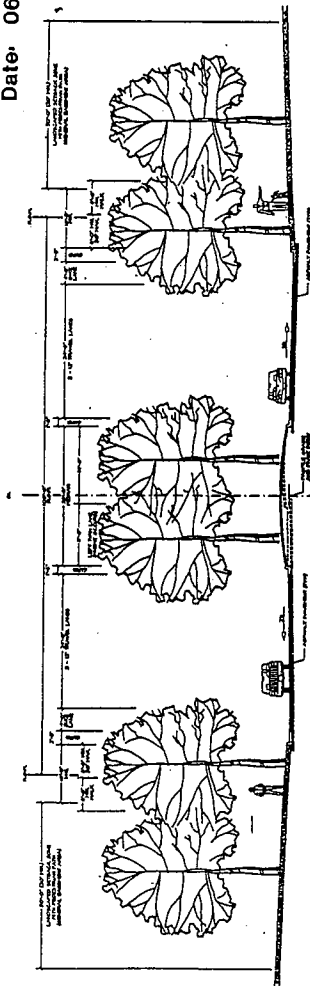


**NOTE:** Street sections and intersections to be shown on this plan are preliminary and final design shall be subject to approval of the Site Development Plan.

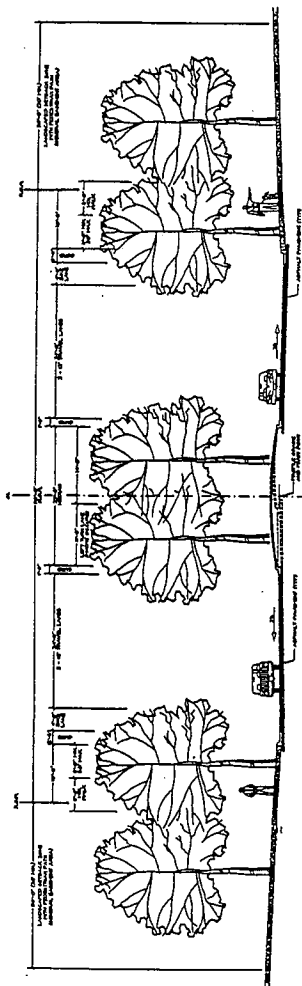


MIDCITIES  
 P.U.D. PLAN AND PRELIMINARY PLAT  
 TYPICAL ROADWAY SECTIONS  
 BOULDER COUNTY, COLORADO

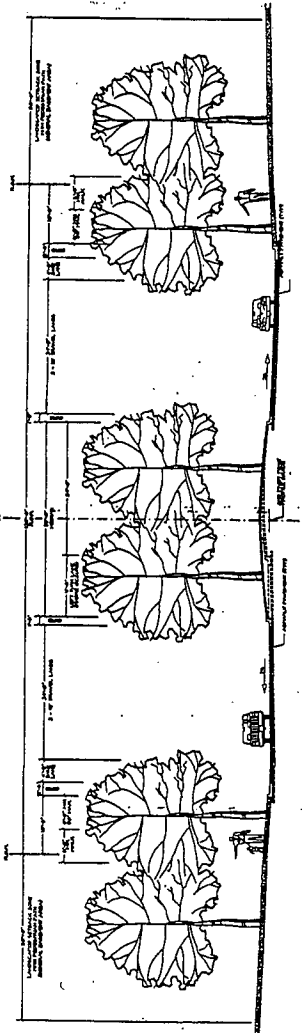
SHEET 7 OF 13  
 Date: 06/19/88



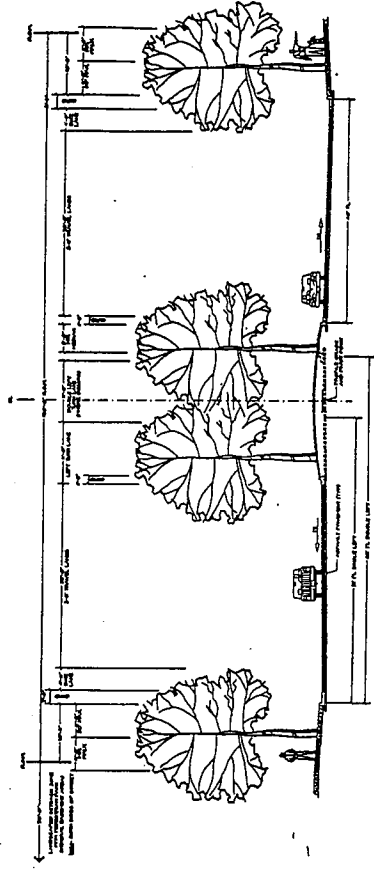
4 100' R.O.W. SECTION  
 4 Lane Section  
 SCALE: 1/8\"/>



5 110' R.O.W. SECTION  
 4 Lane Section  
 SCALE: 1/8\"/>



6 120' R.O.W. SECTION  
 4 Lane Section - Coalition road West of Tract 8 Entrance  
 (BY OTHERS)  
 SCALE: 1/8\"/>



7 130' R.O.W. SECTION  
 6 Lane Section at Coalition Road  
 (BY OTHERS)  
 SCALE: 1/8\"/>



# MIDCITIES P.U.D. PLAN AND PRELIMINARY PLAT DESIGN STANDARDS BOULDER COUNTY, COLORADO

SHEET 8 OF 13  
Date: 06/19/98

## DESIGN STANDARDS-GENERAL NOTES

- The following MIDCITIES DESIGN STANDARDS match the "Design Standards" in the U.S. SUB-AREA PLAN (May, 1997), City of Boulder's Ordinance No. 31-97 and Ordinance No. 1203. Where the MidCities Design Standards vary in any way from the SUB-AREA PLAN Design Standards, such is shown in bold and underlined.
- These MIDCITIES DESIGN STANDARDS are intended to set the minimum level of quality required within the development for design and implementation. They are to be used by the developer throughout the design and implementation process. The standards are subject to review and approval by the MidCities Architecture & Control Committee (ACC) and the City of Boulder.
- Additional, modified, more specific or more detailed MIDCITIES Design Guidelines may be established and administered from time to time by the MidCities Architecture & Control Committee to guide the development. However, any reduction in the Design Standards established herein will also require approval by the City of Boulder.
- The MidCities Development in which the B.S.3636/64 Street Interchange Influence Area will be implemented in addition to normal city parking codes.
- Reference to all MidCities design standards herein means the MidCities Architecture & Control Committee, and the City of Boulder. Improvements in which are "Enforced" throughout the MidCities Design Standards.

## TABLE OF CONTENTS

- SITE PLANNING DESIGN STANDARDS
- VEHICULAR CIRCULATION AND PARKING DESIGN STANDARDS
- PEDESTRIAN AND BICYCLE CIRCULATION DESIGN STANDARDS
- TRANSIT DESIGN STANDARDS
- ARCHITECTURAL DESIGN STANDARDS
- LANDSCAPE & IRRIGATION DESIGN STANDARDS
- EXTERIOR/SITE LIGHTING DESIGN STANDARDS
- EXTERIOR/SITE SIGNAGE DESIGN STANDARDS
- EXTERIOR/SITE FURNISHINGS DESIGN STANDARDS
- ENVIRONMENTAL SENSITIVITY DESIGN STANDARDS
- CONSTRUCTION CRITERIA AND MAINTENANCE STANDARDS

## 1. SITE PLANNING DESIGN STANDARDS

### GOALS

MidCities development should be designed to be a vibrant, walkable, and enjoyable place to live and work. The design should be of high quality and be consistent with the MidCities Architecture & Control Committee's goals for the development. The design should be of high quality and be consistent with the MidCities Architecture & Control Committee's goals for the development. The design should be of high quality and be consistent with the MidCities Architecture & Control Committee's goals for the development.

### 1.1 BUILDING SETTING AND ORIENTATION

#### POLICY/STANDARDS

Buildings should be sited so that the character of the development is enhanced. Buildings should be sited to provide a sense of orientation and to be consistent with the MidCities Architecture & Control Committee's goals for the development. Buildings should be sited to provide a sense of orientation and to be consistent with the MidCities Architecture & Control Committee's goals for the development.

### 1.2 BUILDING AND PARKING SETBACKS

#### POLICY/STANDARDS

All development should provide a well landscaped and pedestrian friendly character along major streets. All buildings and parking lots should be sited to provide a sense of orientation and to be consistent with the MidCities Architecture & Control Committee's goals for the development.

In general, wrapping the parking perimeter with a wall is discouraged, except in cases of exceptionally planned, very large buildings, while opportunities to orient new buildings toward the street are encouraged. The MidCities Architecture & Control Committee's goals for the development are as follows:

- MidCities Building and Parking Standards shall be consistent with the MidCities Architecture & Control Committee's goals for the development.

### 1.3 VIEW CORRIDORS AND PUBLIC/ARTISTIES

#### POLICY/STANDARDS

Views from and into the MidCities Architecture & Control Committee's goals for the development are as follows:

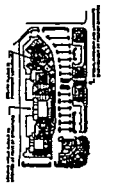


FIGURE 1.1 BUILDING SETTING AND ORIENTATION

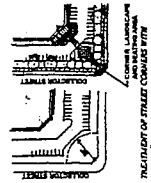


FIGURE 1.2 BUILDING AND PARKING SETBACKS

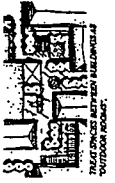


FIGURE 1.3 VIEW CORRIDORS AND PUBLIC/ARTISTIES

## 1.4 SITE COVERAGE REQUIREMENTS

### POLICY/STANDARDS

Open space and proper landscape buffers are highly valued and required within the MidCities Architecture & Control Committee's goals for the development. Open space and proper landscape buffers are highly valued and required within the MidCities Architecture & Control Committee's goals for the development.

### 1.5 UTILITIES, MECHANICAL, SERVICE AND STORAGE AREAS

#### POLICY/STANDARDS

The siting and screening of utilities, mechanical equipment, electrical substations, and other service and storage areas should be consistent with the MidCities Architecture & Control Committee's goals for the development.

### 1.6 WATER QUALITY CONTROL AND DRAINAGE

#### POLICY/STANDARDS

To the greatest extent possible, stormwater runoff and drainage should be managed in a manner consistent with the MidCities Architecture & Control Committee's goals for the development.

Site drainage should be designed to minimize erosion and sediment runoff and comply with all applicable regulatory requirements.



FIGURE 1.4 SITE COVERAGE REQUIREMENTS



FIGURE 1.5 UTILITIES, MECHANICAL, SERVICE AND STORAGE AREAS



FIGURE 1.6 WATER QUALITY CONTROL AND DRAINAGE

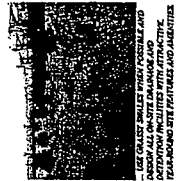


FIGURE 1.7 SITE DRAINAGE

## 1.7 SITE GRADING, EXCAVATION AND EROSION CONTROL

### POLICY/STANDARDS

The design of site improvements should be consistent with the MidCities Architecture & Control Committee's goals for the development. Site grading, excavation, and erosion control should be consistent with the MidCities Architecture & Control Committee's goals for the development.

## 2. VEHICULAR CIRCULATION AND PARKING DESIGN STANDARDS

### GOALS

The MidCities Architecture & Control Committee's goals for the development are as follows:

### 2.1 VEHICULAR ACCESS

#### POLICY/STANDARDS

It is the intent of these standards to promote the efficient and safe movement of traffic. The design of vehicular access should be consistent with the MidCities Architecture & Control Committee's goals for the development.

When the opportunity exists, site improvements should be designed to be consistent with the MidCities Architecture & Control Committee's goals for the development.

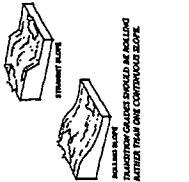


FIGURE 1.7 SITE GRADING, EXCAVATION AND EROSION CONTROL



FIGURE 2.1 VEHICULAR ACCESS

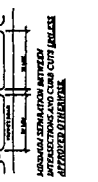


FIGURE 2.2 VEHICULAR ACCESS



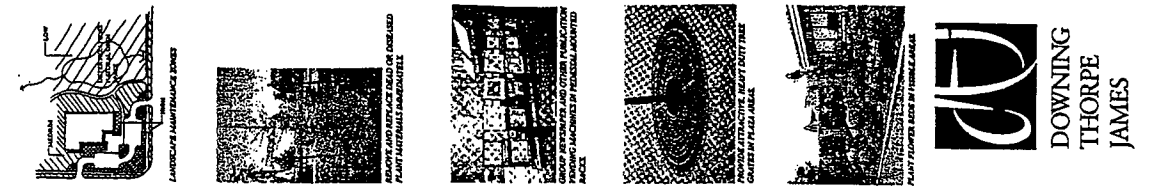
FIGURE 2.3 VEHICULAR ACCESS





# MIDCITIES P.U.D. PLAN AND PRELIMINARY PLAT DESIGN STANDARDS BOULDER COUNTY, COLORADO

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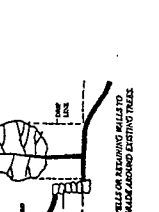
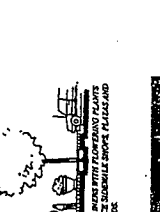
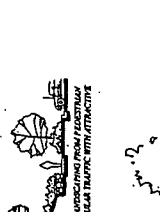
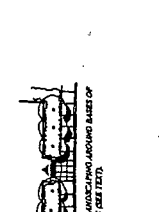


**DOWNING  
THORE  
JAMES**

**6.7 LANDSCAPE MAINTENANCE AND REPLACEMENT**  
**POLICY/STANDARD:**  
The property owner is responsible for providing, installing, and maintaining all landscaping in accordance with the standards set forth in this plan. The property owner will receive and replace all landscaping materials immediately upon notification by the City. The quantity of plant material to be replaced shall be as follows:

**6.8 EXISTING VEGETATION**  
**POLICY/STANDARD:**  
Special attention should be paid to preserving significant natural resources and vegetation within the Planning and Gateway District. Significant natural resources include, but are not limited to, trees, shrubs, and grasslands. This includes all mature trees greater than 12 inches in diameter and significant understory plants and shrubs. Specific requirements include the following:  
Locate site and building improvements to preserve significant natural resources. Preserve and enhance existing vegetation. Preserve and enhance existing trees greater than 3" caliper diameter. Remove all existing trees greater than 3" caliper diameter. During construction of new improvements, preserve existing mature trees to be removed. Mature trees to be removed shall be replaced with trees of similar species and size. Trees to be removed shall be replaced with trees of similar species and size. Trees to be removed shall be replaced with trees of similar species and size.

**6.9 WALL AND FENCE DESIGN MATERIALS**  
**POLICY/STANDARD:**  
Fencing and walls shall be constructed of materials and designs which are aesthetically pleasing and compatible with the surrounding landscape. Fencing and walls shall be constructed of materials and designs which are aesthetically pleasing and compatible with the surrounding landscape. Fencing and walls shall be constructed of materials and designs which are aesthetically pleasing and compatible with the surrounding landscape.



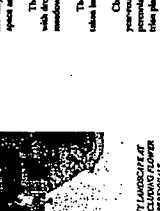
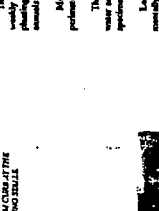
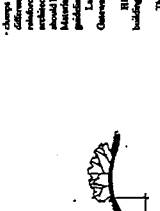
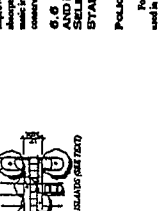
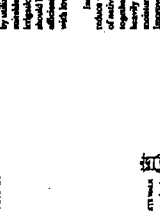
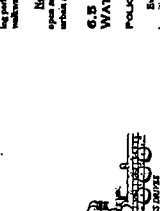
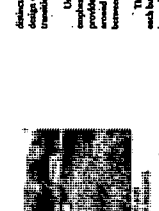
disclosure settings for buildings, help reduce the amount of energy used in heating and cooling, and provide a natural habitat for birds and insects.

**6.8 LANDSCAPE IRRIGATION/WATER CONSERVATION**  
**POLICY/STANDARD:**  
New irrigation systems should be designed to conserve water by using advanced systems for monitoring and controlling water use. Irrigation systems should be designed to conserve water by using advanced systems for monitoring and controlling water use. Irrigation systems should be designed to conserve water by using advanced systems for monitoring and controlling water use.

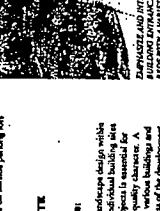
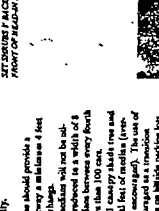
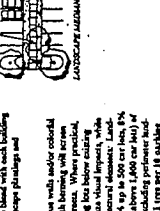
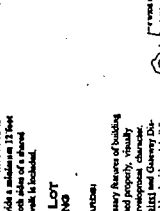
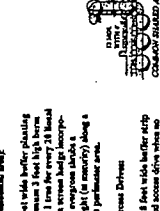
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**POLICY/STANDARD:**  
Landscaping should be designed to enhance the aesthetic quality of the development and provide a natural habitat for birds and insects. Landscaping should be designed to enhance the aesthetic quality of the development and provide a natural habitat for birds and insects. Landscaping should be designed to enhance the aesthetic quality of the development and provide a natural habitat for birds and insects.

**6.4 BUILDING SITE LANDSCAPING**  
**POLICY/STANDARD:**  
The landscape design should be aesthetically pleasing and compatible with the surrounding landscape. The landscape design should be aesthetically pleasing and compatible with the surrounding landscape. The landscape design should be aesthetically pleasing and compatible with the surrounding landscape.

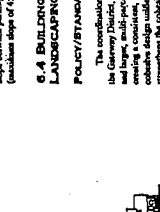
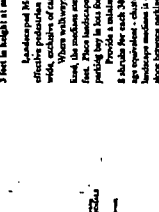
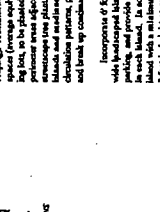
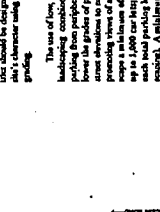
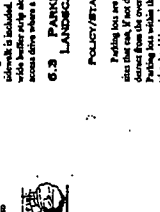
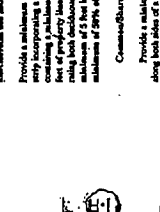
**6.2 PERIMETER LANDSCAPING ADJACENT TO ABUTTING PROPERTY**  
**POLICY/STANDARD:**  
Visual barriers should be provided between adjacent lots to provide privacy and to reduce potential conflicts between adjacent lots. Visual barriers should be provided between adjacent lots to provide privacy and to reduce potential conflicts between adjacent lots. Visual barriers should be provided between adjacent lots to provide privacy and to reduce potential conflicts between adjacent lots.



**6.1 PERIMETER LANDSCAPING ADJACENT TO PUBLIC AND PRIVATE ROADS**  
**POLICY/STANDARD:**  
Roadway corridors should be landscaped to enhance the aesthetic quality of the development and provide a natural habitat for birds and insects. Roadway corridors should be landscaped to enhance the aesthetic quality of the development and provide a natural habitat for birds and insects. Roadway corridors should be landscaped to enhance the aesthetic quality of the development and provide a natural habitat for birds and insects.



**6.5 PARKING LOT**  
**POLICY/STANDARD:**  
Paving for an asphalt surface should be avoided. Paving for an asphalt surface should be avoided. Paving for an asphalt surface should be avoided. Paving for an asphalt surface should be avoided. Paving for an asphalt surface should be avoided.



**6.3 LANDSCAPE MAINTENANCE AND REPLACEMENT**  
**POLICY/STANDARD:**  
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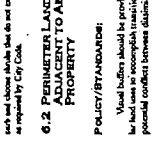
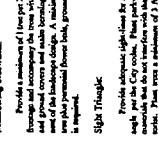
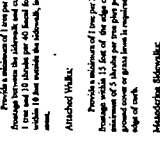
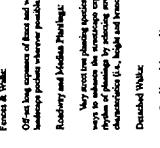
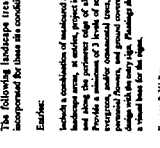
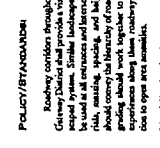
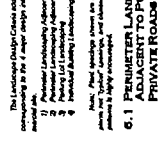
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**6.9 WALL AND FENCE DESIGN MATERIALS**  
**POLICY/STANDARD:**  
Fencing and walls shall be constructed of materials and designs which are aesthetically pleasing and compatible with the surrounding landscape. Fencing and walls shall be constructed of materials and designs which are aesthetically pleasing and compatible with the surrounding landscape. Fencing and walls shall be constructed of materials and designs which are aesthetically pleasing and compatible with the surrounding landscape.







# MIDCITIES P.U.D. PLAN AND PRELIMINARY PLAT DESIGN STANDARDS BOULDER COUNTY, COLORADO

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## 10. ENVIRONMENTAL SENSITIVE DESIGN STANDARDS

### GOALS

Protect, restore, enhance and improve the quality of the natural resources within the District and County. Minimize the impact of development on the natural resources of the District and County. Preserve the scenic, historic, and scientific resources of the District and County.

### POLICY/STANDARDS

Each development shall view environmental sensitive design as an opportunity to create a better environment and contribute to the overall quality of life in the District and County. The District and County shall encourage the use of sensitive design principles, and encourage environmental protection and preservation. The application of sensitive design principles and environmentally sensitive design shall be a primary consideration in the development approval process within the District and County.

## 10.1 ENVIRONMENTALLY SENSITIVE DEVELOPMENT STANDARDS

### POLICY/STANDARDS

Each development shall be required to identify areas of environmental sensitivity within the District and County. All reasonable efforts shall be required to apply the sensitive design principles and standards to the development of projects, including the conservation of resources, optimization of the efficiency of systems, and technologies, and preservation of natural resources. The District and County shall encourage the use of sensitive design principles and environmentally sensitive design in the development approval process within the District and County.

## 10.2 SUSTAINABLE DESIGN CONCEPTS

### POLICY/STANDARDS

To the extent possible and practical each development shall comply with the following sustainable design concepts:  
Integrate development into the existing site and surrounding landscape.  
Minimize the use of toxic materials, and use materials that are durable and long-lasting.  
Minimize the use of energy and water.  
Minimize the use of toxic materials, and use materials that are durable and long-lasting.  
Minimize the use of energy and water.  
Minimize the use of toxic materials, and use materials that are durable and long-lasting.

Choose "greenable materials" to maximize the use of recycled materials and reduce the use of toxic materials.  
Minimize the use of toxic materials, and use materials that are durable and long-lasting.  
Minimize the use of energy and water.  
Minimize the use of toxic materials, and use materials that are durable and long-lasting.  
Minimize the use of energy and water.  
Minimize the use of toxic materials, and use materials that are durable and long-lasting.

## 10.3 ONGOING ENVIRONMENTAL MONITORING AND MAINTENANCE

### POLICY/STANDARDS

A key part of environmental sensitivity design is the ongoing environmental protection and maintenance. Each development is encouraged to...

provide all opportunities to promote car pooling, telecommuting, and other programs that reduce the need for single occupancy vehicles. Encourage construction programs to educate and remind workers to recycle and conserve resources. It is important to meet the overall goals of the District and County. The District and County shall encourage the use of sensitive design principles and environmentally sensitive design in the development approval process within the District and County.

## 11.0 CONSTRUCTION AND MAINTENANCE STANDARDS

### GOALS

The purpose of proper construction techniques is to ensure that the construction process does not cause a negative impact on the environment. The District and County shall encourage the use of sensitive design principles and environmentally sensitive design in the development approval process within the District and County.

## 11.1 CONSTRUCTION STAGING AND SITE MANAGEMENT

### POLICY/STANDARDS

Each developer will need to continually demonstrate their plan to protect the City, public, and environment from the negative impacts of construction staging and site management. Each developer shall submit a Construction Staging and Site Management Plan to the District and County for review and approval. The District and County shall encourage the use of sensitive design principles and environmentally sensitive design in the development approval process within the District and County.

## 11.2 TEMPORARY STRUCTURES/FACILITIES

### POLICY/STANDARDS

In addition to all regulatory requirements, each development shall comply with the District and County standards for all temporary structures and facilities. The District and County shall encourage the use of sensitive design principles and environmentally sensitive design in the development approval process within the District and County.

## 11.3 POLLUTION CONTROLS

### POLICY

The Construction Site Logistics Plan should include measures to minimize the potential for pollution throughout all phases of construction. Dust, noise, vibration, emissions, debris, toxic chemicals, and other pollutants should be minimized. The District and County shall encourage the use of sensitive design principles and environmentally sensitive design in the development approval process within the District and County.

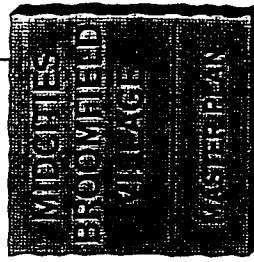


DOWNING  
THORPE  
JAMES



**DOWNING  
THORPE  
JAMES**

ARCHITECTURE  
PLANNING  
ENGINEERING  
LANDSCAPE ARCHITECTURE  
1811 New York Ave. 10A  
Arlington, Virginia 22202  
703-525-1200

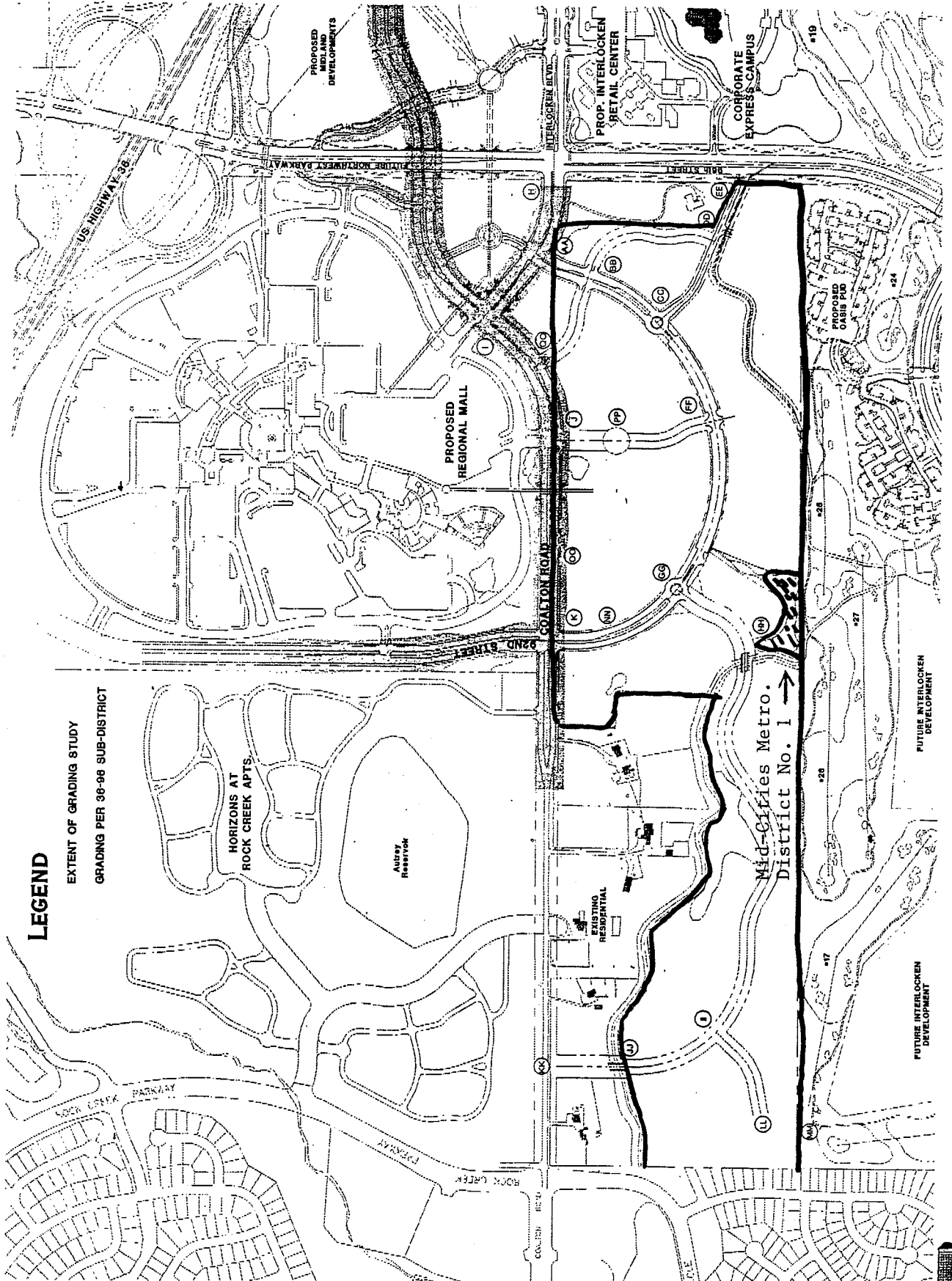


**MAP # 1**

**OVERLOT  
GRADING**

SCALE: 1"=800'  
FEET  
0 100 200 300

DATE: 12/09/97



**SEE FIGURE 3 IN EXHIBIT A  
OF  
MIDCITIES METROPOLITAN DISTRICT NO. 1  
FOR DETAILED MAP.**

EXHIBIT B

TABLE 1

DEVELOPMENT PROJECTIONS

<u>USES</u>	<u>GROSS BUILDABLE SQUARE FEET</u>
Retail (sales tax producing)	667,000
Hotels/Motels	780,000
Office and Other Commercial	953,000
Multi-Family (cover Commercial)	<u>500,000</u>
Gross Buildable Square Feet	2,900,000

**EXHIBIT B**

TABLE 2

MID-CITIES PROPERTY at  
US 36 / 96th St SUB-DISTRICT  
BROOMFIELD, COLORADO

ARCHITECTURE  
PLANNING  
LANDSCAPE ARCHITECTURE  
ENGINEERING



DOWNING  
THORPE  
JAMES

**SUMMARY OF INFRASTRUCTURE COSTS**

ELEMENT No.	INFRASTRUCTURE ELEMENT	"PHASE 2 - MID-CITIES COSTS"	"ALLOWED COSTS"	ESTIMATED COST TOTAL
		ESTIMATED COST MID-CITIES EAST	ESTIMATED COST MID-CITIES WEST	
1	GRADING FOR ROADWAYS, DRAINAGE & ZIP/PLAZA AREAS	\$1,519,097	\$741,023	\$2,260,120
2	WATER DISTRIBUTION & FIRE PROTECTION	\$297,410	\$143,157	\$440,567
3	SANITARY SEWER SYSTEM	\$173,104	\$100,536	\$273,640
4	NATURAL GAS SYSTEM	\$64,450	\$41,975	\$106,425
5	ELECTRICAL SYSTEM	\$307,660	\$131,900	\$439,560
6	TELECOMMUNICATIONS (Design & Coord., etc...)	\$70,000	\$30,000	\$100,000
7	ROADWAYS	\$3,156,249	\$1,773,356	\$4,929,605
8	STORM DRAINAGE	\$783,320	\$507,360	\$1,290,680
9	LANDSCAPING	\$2,582,252	\$1,271,856	\$3,854,108
10	IRRIGATION WATER SUPPLY	\$598,365	\$294,717	\$893,082
11	SIGNAGE	\$413,796	\$135,326	\$549,122
12	TRANSIT SYSTEM	\$600,000	\$50,000	\$650,000
Note 1				
		\$10,565,703	\$5,221,206	\$15,786,909

Note 1: Allowance for transit upgrades/plaza/other relative improvements only. Main route included in sub-district infrastructure

June 9, 1998

X:/38-96/CIV/INFRA-COSTS.EXE

1801 Ninth Street, Suite 103  
Boulder, Colorado 80302  
303-443-7533  
Fax 303-443-7534

**ON-SITE - SUMMARY**

**MID-CITIES METRO, L.L.C.  
US 36/96th St. Sub-District  
Infrastructure Master Plan  
Estimate of Probable Infrastructure Costs**

Support Schedule Code	Element	Project	Estimated Costs	Revised Estimated Costs
E1	Overlot Grading:	Total MidCities Site	<u>1,660,120</u>	<u>0</u>
E2	Water Distribution & Fire Protection:	MidCities East	257,410	0
		MidCities West	<u>183,157</u>	<u>0</u>
			<u>440,567</u>	<u>0</u>
E3	Sanitary Sewer System:	MidCities East	107,104	0
		MidCities West	<u>166,536</u>	<u>0</u>
			<u>273,641</u>	<u>0</u>
E4	Natural Gas System:	MidCities East	54,450	0
		MidCities West	<u>51,975</u>	<u>0</u>
			<u>106,425</u>	<u>0</u>
E5	Electrical Distribution System:	Total MidCities Site	<u>439,560</u>	<u>0</u>
E6	Telecommunications:		<u>100,000</u>	<u>0</u>
E7	Roadways:	MidCities Main Parkway	1,635,234	0
		East Connectors	472,251	0
		Commercial Area Streets	848,764	0
		West Parkways	<u>1,973,356</u>	<u>0</u>
			<u>4,929,604</u>	<u>0</u>
E8	Storm Drainage:	MidCities East	633,320	0
		MidCities West	<u>657,360</u>	<u>0</u>
			<u>1,290,680</u>	<u>0</u>

ON-SITE - SUMMARY

MID-CITIES METRO, L.L.C.  
 US 36/96th St. Sub-District  
 Infrastructure Master Plan  
 Estimate of Probable Infrastructure Costs

Support Schedule Code	Element	Project	Estimated Costs	Revised Estimated Costs
E9	Landscaping:	MidCities Main Parkway	354,536	0
		East Connectors	188,316	0
		Commercial Area Streets	675,498	0
		West Parkways	701,806	0
		Parks, Greenbelts, & Water Features/Retention Ponds	1,933,954	0
			<u>3,854,110</u>	<u>0</u>
E10	Irrigation Water Supply:	Total MidCities Site	893,082	0
E11	Signage:	MidCities East	413,796	0
		MidCities West	<u>135,326</u>	<u>0</u>
			549,123	0
E12	Transit System:		650,000	0
E13	Development Management (24 mo.)		600,000	0
	Total		<u>15,786,912</u>	<u>0</u>

ON-SITE

MID-CITIES METRO, L.L.C.  
 US 36 / 96th St. SUB-DISTRICT  
 BROOMFIELD, COLORADO

E1 ELEMENT No. 1 - OVERLOT GRADING

	Quantity	UOM	Unit Costs	Estimated Costs	Revised Estimated Costs
Construction:					
Topsail stripping	98,400	cy	\$1.70	167,280	0
Excavation/Cut volume	608,900	cy	\$1.10	669,790	0
Embankment/Fill volume	358,400	cy	\$1.60	573,440	0
Erosion control and reseeded	122	acre	\$1,200	146,400	0
Mobilization (6%)		LS		<u>93,415</u>	<u>0</u>
				<u>1,650,325</u>	<u>0</u>
Soft Costs:					
Engineering/approvals (10%)				165,032	0
Construction staking (3%)				49,510	0
Construction admin. (5%)				82,516	0
Testing and Inspection (6%)				99,020	0
Permits and Fees (0.5%)				<u>8,252</u>	<u>0</u>
				<u>404,329</u>	<u>0</u>
Total Construction and Soft Costs				2,054,654	0
Contingency (10%)				<u>205,465</u>	<u>0</u>
				2,260,120	0
Less Private Improvements Portion				<u>(600,000)</u>	<u>0</u>
				<u>1,660,120</u>	<u>0</u>



**ON-SITE**

**MID-CITIES METRO, L.L.C.  
US 36 / 96th St. SUB-DISTRICT  
BROOMFIELD, COLORADO**

**E2 ELEMENT No. 2 - WATER DISTRIBUTION & FIRE PROTECTION**

MID-CITIES EAST:

Node AA to Node CC, and Node CC to Node DD  
to Node EE, and Node CC to Node GG, and  
Node GG to Node K

	Quantity	UOM	Unit Costs	Estimated Costs	Revised Estimated Costs
Construction:					
12-inch PVC water main (AA to CC)	650	ft	\$35.00	22,750	0
8-inch water main (CC-DD-EE)	1,400	ft	\$28.00	39,200	0
12-inch PVC water main (CC to GG)	1,510	ft	\$35.00	52,850	0
8-inch water main (GG-K)	800	ft	\$28.00	22,400	0
Fire hydrants	10	ea	\$2,400	24,000	0
Fittings and misc. (10%)		LS		16,120	0
Mobilization (6%)		LS		<u>10,639</u>	<u>0</u>
				<u>187,959</u>	<u>0</u>
Soft Costs:					
Engineering/approvals (10%)				18,796	0
Construction staking (3%)				5,639	0
Construction admin. (5%)				9,398	0
Testing and Inspection (6%)				11,278	0
Permits and Fees (0.5%)				<u>940</u>	<u>0</u>
				<u>46,050</u>	<u>0</u>
Total Construction and Soft Costs				234,009	0
Contingency (10%)				<u>23,401</u>	<u>0</u>
Total MidCities East				<u>257,410</u>	<u>0</u>

ON-SITE

MID-CITIES METRO, L.L.C.  
 US 36 / 96th St. SUB-DISTRICT  
 BROOMFIELD, COLORADO

E2 ELEMENT No. 2 - WATER DISTRIBUTION & FIRE PROTECTION

MID-CITIES WEST:

Node GG to Node MM

Node MM to Eldorado Blvd.

	Quantity	UOM	Unit Costs	Estimated Costs	Revised Estimated Costs
Construction:					
12-inch PVC water main (GG to MM)	1,910	ft	\$35.00	66,850	0
12-inch PVC water main (MM-Eldor)	750	ft	\$35.00	26,250	0
Fire hydrants	9	ea	\$2,400	21,600	0
Fittings and misc. (10%)		LS		11,470	0
Mobilization (6%)		LS		7,570	0
				<u>133,740</u>	<u>0</u>
Soft Costs:					
Engineering/approvals (10%)				13,374	0
Construction staking (3%)				4,012	0
Construction admin. (5%)				6,687	0
Testing and Inspection (6%)				8,024	0
Permits and Fees (0.5%)				<u>669</u>	<u>0</u>
				<u>32,766</u>	<u>0</u>
Total Construction and Soft Costs				<u>166,507</u>	<u>0</u>
Contingency (10%)				<u>16,651</u>	<u>0</u>
Total MidCities West				<u>183,157</u>	<u>0</u>

ON-SITE

MID-CITIES METRO, L.L.C.  
 US 36 / 96th St. SUB-DISTRICT  
 BROOMFIELD, COLORADO

E3 ELEMENT No. 3 - SANITARY SEWER SYSTEM

MID-CITIES EAST:

	Quantity	UOM	Unit Costs	Estimated Costs	Revised Estimated Costs
Node AA to Node GG					
Node CC to Node DD					
Construction:					
8-inch sewer main (AA-GG)	1,820	ft	\$22.00	40,040	0
8-inch water main (CC-DD)	620	ft	\$22.00	13,640	0
Manholes	7	ea	\$1,500	10,500	0
Service stub-outs	8	ea	\$1,200	9,600	0
Mobilization (6%)		LS		<u>4,427</u>	<u>0</u>
				<u>78,207</u>	<u>0</u>
Soft Costs:					
Engineering/approvals (10%)				7,821	0
Construction staking (3%)				2,346	0
Construction admin. (5%)				3,910	0
Testing and Inspection (6%)				4,692	0
Permits and Fees (0.5%)				<u>391</u>	<u>0</u>
				<u>19,161</u>	<u>0</u>
Total Construction and Soft Costs				97,368	0
Contingency (10%)				<u>9,737</u>	<u>0</u>
Total MidCities East				<u>107,104</u>	<u>0</u>

ON-SITE

MID-CITIES METRO, L.L.C.  
 US 36 / 96th St. SUB-DISTRICT  
 BROOMFIELD, COLORADO

E3 ELEMENT No. 3 - SANITARY SEWER SYSTEM

MID-CITIES WEST:

Node II to Node K

	<u>Quantity</u>	<u>UOM</u>	<u>Unit Costs</u>	<u>Estimated Costs</u>	<u>Revised Estimated Costs</u>
Construction:					
8-inch sewer main	3,810	ft	\$22.00	83,820	0
Manholes	11	ea	\$1,500	16,500	0
Service stub-outs	12	ea	\$1,200	14,400	0
Mobilization (6%)		LS		<u>6,883</u>	<u>0</u>
				<u>121,603</u>	<u>0</u>
Soft Costs:					
Engineering/approvals (10%)				12,160	0
Construction staking (3%)				3,648	0
Construction admin. (5%)				6,080	0
Testing and Inspection (6%)				7,296	0
Permits and Fees (0.5%)				<u>608</u>	<u>0</u>
				<u>29,793</u>	<u>0</u>
Total Construction and Soft Costs				151,396	0
Contingency (10%)				<u>15,140</u>	<u>0</u>
Total MidCities West				<u>166,536</u>	<u>0</u>

**ON-SITE**

**MID-CITIES METRO, L.L.C.  
US 36 / 96th St. SUB-DISTRICT  
BROOMFIELD, COLORADO**

**E4 ELEMENT No. 4 - NATURAL GAS SYSTEM**

**MID-CITIES EAST:**

Node AA to Node K  
Node CC to Node DD

Construction: 4-inch PE pipe for pounds-medium  
pressure gas main (AA to K)  
4-inch PE pipe for pounds-medium  
pressure gas main (CC to DD)

Contingency (10%)

Total MidCities East

	<u>Quantity</u>	<u>UOM</u>	<u>Unit</u>	<u>Estimated</u>	<u>Revised</u>
			<u>Costs</u>	<u>Costs</u>	<u>Costs</u>
	5,600	ft	\$7.50	42,000	0
	1,000	ft	\$7.50	7,500	0
				49,500	0
				4,950	0
				54,450	0

**MID-CITIES WEST:**

Node GG to Node II

Construction: 4-inch PE pipe for pounds-medium  
pressure gas main

Contingency (10%)

Total MidCities West

	<u>Quantity</u>	<u>UOM</u>	<u>Unit</u>	<u>Estimated</u>	<u>Revised</u>
			<u>Costs</u>	<u>Costs</u>	<u>Costs</u>
	6,300	ft	\$7.50	47,250	0
				4,725	0
				51,975	0

ON-SITE

MID-CITIES METRO, L.L.C.  
 US 36 / 96th St. SUB-DISTRICT  
 BROOMFIELD, COLORADO

E5 ELEMENT No. 5 - ELECTRICAL DISTRIBUTION SYSTEM

	<u>Quantity</u>	<u>UOM</u>	<u>Unit Costs</u>	<u>Estimated Costs</u>	<u>Revised Estimated Costs</u>
Construction:					
One (1) Conductor: 3-1000 MCM pulled in conduit from Louisville Substation to existing manhole-Node D	5,250	ft	\$18.00	94,500	0
Conductor trenched thru site from existing manhole-Node D to new switch cabinet at West Coalition Road - Node K	4,040	ft	\$30.00	121,200	0
Conductor trenched thru west part of site from Node GG to new switch cabinet at West Coalition Road - Node KK	5,630	ft	\$30.00	168,900	0
Switch Cabinets - Node K, GG, and KK Customer share =	3	ea	\$5,000	<u>15,000</u>	<u>0</u>
Total Construction				399,600	0
Contingency (10%)				<u>39,960</u>	<u>0</u>
Total				<u>439,560</u>	<u>0</u>

ON-SITE

MID-CITIES METRO, L.L.C.  
 US 36 / 96th St. SUB-DISTRICT  
 BROOMFIELD, COLORADO

E7 ELEMENT No. 7 - ROADWAYS

MID-CITIES MAIN PARKWAY - Parkway and Village Connector

Node AA to GG  
 (2,120 feet)

Construction:	Quantity	UOM	Unit Costs	Estimated Costs	Revised Estimated Costs
Pavement, curb/gutter & sidewalks					
* AA to CC Secondary Parkway -					
110' ROW - Section A	650	ft	\$242.94	157,911	0
* CC to GG 3-lane Village Conn. -					
92' ROW - Section G	1,470	ft	\$219.40	322,518	0
* Village Rotary at Node CC - Sect. H		LS		61,040	0
Accent paving at crosswalks	4,000	sf	\$11.00	44,000	0
Regulatory signage	20	ea	\$250.00	5,000	0
Pavement striping w/parking	1.50	mile	\$10,000	15,000	0
Street lighting	18	ea	\$2,000	36,000	0
Utility sleeving	9	ea	\$2,000	18,000	0
Mobilization (6%)		LS		<u>39,568</u>	<u>0</u>
				699,037	0

Structure No. 14:

Ped, Bike and Drainage  
 Span = 18 feet; Width = 110 feet  
 Ht. = 10' + 3' (drainage)

	LS			<u>495,000</u>	<u>0</u>
Sub-total				<u>1,194,037</u>	<u>0</u>

ON-SITE

MID-CITIES METRO, L.L.C.  
 US 36 / 96th St. SUB-DISTRICT  
 BROOMFIELD, COLORADO

	Quantity	UOM	Unit Costs	Estimated Costs	Revised Estimated Costs
<b>E7 ELEMENT No. 7 - ROADWAYS - continued</b>					
<b>MID-CITIES MAIN PARKWAY - continued</b>					
Soft Costs:					
Engineering/approvals (10%)				119,404	0
Construction staking (3%)				35,821	0
Construction admin. (5%)				59,702	0
Testing and Inspection (6%)				71,642	0
Permits and Fees (0.5%)				<u>5,970</u>	<u>0</u>
				<u>292,539</u>	<u>0</u>
				1,486,576	0
<b>Total Construction &amp; Soft Costs</b>					
Contingency (10%)				<u>148,658</u>	<u>0</u>
<b>Total MidCities Main Parkway</b>					
				<u>1,635,234</u>	<u>0</u>



**ON-SITE**

**MID-CITIES METRO, L.L.C.  
US 36 / 96th St. SUB-DISTRICT  
BROOMFIELD, COLORADO**

**E7 ELEMENT No. 7 - ROADWAYS**

**EAST CONNECTORS - Node BB to Node DD and  
Node CC to Node EE  
(1,650 feet)**

**Construction:** Pavement, curb/gutter & sidewalks  
 \* BB to DD 2-lane Village Conn.  
 w/median 80' ROW - Section I  
 \* CC to EE 2-lane Village Conn. -  
 w/median 60' ROW - Section K  
 Accent paving at crosswalks  
 Regulatory signage  
 Pavement striping  
 Street lighting  
 Utility sleeving  
 Traffic control at 96th Street  
 Mobilization (6%)

**Soft Costs:** Engineering/approvals (10%)  
 Construction staking (3%)  
 Construction admin. (5%)  
 Testing and Inspection (6%)  
 Permits and Fees (0.5%)

**Total Construction & Soft Costs**

**Contingency (10%)**

**Total East Connectors**

	Quantity	UOM	Unit Costs	Estimated Costs	Revised Estimated Costs
	750	ft	\$161.84	121,380	0
	900	ft	\$166.84	150,156	0
	1,300	sf	\$11.00	14,300	0
	8	ea	\$250.00	2,000	0
	0.31	mile	\$8,000	2,480	0
	10	ea	\$2,000	20,000	0
	5	ea	\$2,000	10,000	0
		LS		5,000	0
		LS		19,519	0
				<u>344,835</u>	0
				34,483	0
				10,345	0
				17,242	0
				20,690	0
				<u>1,724</u>	0
				<u>84,485</u>	0
				429,320	0
				<u>42,932</u>	0
				<u>472,251</u>	0

ON-SITE

MID-CITIES METRO, L.L.C.  
 US 36 / 96th St. SUB-DISTRICT  
 BROOMFIELD, COLORADO

E7 ELEMENT No. 7 - ROADWAYS

COMMERCIAL AREA STREETS - Node BB to Node QQ and Node FF to Node PP  
 Node PP to J and Node GG to Node K  
 (1,870 feet)

Construction:	Quantity	UOM	Unit Costs	Estimated Costs	Revised Estimated Costs
Pavement, curb/gutter & sidewalks					
* BB to QQ 2-lane Village Conn. w/parking 80' ROW - Section J	500	ft	\$189.90	94,950	0
* FF to PP 2-lane Village Conn. - w/parking 80' ROW - Section J	420	ft	\$189.90	79,758	0
* Village Rotary at PP		LS		61,040	0
* PP to J Secondary Parkway - 110' ROW - Section A	250	ft	\$242.94	60,735	0
* GG to K Secondary Parkway - 110' ROW - Section A	700	ft	\$242.94	170,058	0
* Village Rotary at GG		LS		61,040	0
Accent paving at Crosswalks (3 ea)	1,500	sf	\$11.00	16,500	0
Regulatory signage	20	ea	\$250.00	5,000	0
Pavement striping w/parking	0.56	mile	\$10,000	5,600	0
Street lighting	10	ea	\$2,000	20,000	0
Utility sleeving	5	ea	\$2,000	10,000	0
Mobilization (6%)		LS		<u>35,081</u>	<u>0</u>
				<u>619,762</u>	<u>0</u>

ON-SITE

MID-CITIES METRO, L.L.C.  
 US 36 / 96th St. SUB-DISTRICT  
 BROOMFIELD, COLORADO

E7 ELEMENT No. 7 - ROADWAYS

COMMERCIAL AREA STREETS - continued

	Quantity	UOM	Unit Costs	Estimated Costs	Revised Estimated Costs
Soft Costs:					
Engineering/approvals (10%)				61,976	0
Construction staking (3%)				18,593	0
Construction admin. (5%)				30,988	0
Testing and Inspection (6%)				37,186	0
Permits and Fees (0.5%)				<u>3,099</u>	<u>0</u>
				<u>151,842</u>	<u>0</u>
Total Construction & Soft Costs				771,604	0
Contingency (10%)				<u>77,160</u>	<u>0</u>
Total Commercial Area Streets				<u>848,764</u>	<u>0</u>

ON-SITE

MID-CITIES METRO, L.L.C.  
US 36 / 96th St. SUB-DISTRICT  
BROOMFIELD, COLORADO

E7 ELEMENT No. 7 - ROADWAYS

WEST PARKWAYS - Node GG to Node HH and Node HH to Node II  
Node II to Node LL and Node II to JJ and Node JJ to KK  
(4,190 feet)

Construction:	Quantity	UOM	Unit Costs	Estimated Costs	Revised Estimated Costs
Pavement, curb/gutter & sidewalks					
* GG to HH Secondary Parkway - 110' ROW - Section A	510	ft	\$242.94	123,899	0
* HH to II 2-lane Village Conn. - w/median 80' ROW - Section I	2,200	ft	\$161.84	356,048	0
* II to LL 2-lane Village Conn. - w/median 80' ROW - Section I	600	ft	\$161.84	97,104	0
* II to JJ 2-lane Village Conn. - w/median 80' ROW - Section I	550	ft	\$161.84	89,012	0
* JJ to KK Primary Parkway - 120' ROW - Section F	330	ft	\$242.94	80,170	0
Accent paving at Crosswalks (3 ea)	1,500	sf	\$11.00	16,500	0
Regulatory signage	15	ea	\$250.00	3,750	0
Pavement striping	0.79	mile	\$8,000	6,320	0
Street lighting	32	ea	\$2,000	64,000	0
Utility sleeving	16	ea	\$2,000	32,000	0
Mobilization (6%)		LS		<u>52,128</u>	<u>0</u>
				920,932	0
Structure Nos. 15 and 16: Roadway crossing of the Community Ditch 12' wide x 6' high conc. Box w/architectural headwalls x 120' long (similar to Structure No. 7 in 36-96 Cost Estimate)	2	ea	\$260,000	<u>520,000</u>	<u>0</u>
Sub-total				<u>1,440,932</u>	<u>0</u>

ON-SITE

MID-CITIES METRO, L.L.C.  
 US 36 / 96th St. SUB-DISTRICT  
 BROOMFIELD, COLORADO

E7 ELEMENT No. 7 - ROADWAYS

WEST PARKWAYS - continued

	Quantity	UOM	Unit Costs	Estimated Costs	Revised Estimated Costs
Soft Costs:					
Engineering/approvals (10%)				144,093	0
Construction staking (3%)				43,228	0
Construction admin. (5%)				72,047	0
Testing and Inspection (6%)				86,456	0
Permits and Fees (0.5%)				7,205	0
				<u>353,028</u>	0
Total Construction & Soft Costs				1,793,960	0
Contingency (10%)				<u>179,396</u>	0
Total West Parkways				<u>1,973,356</u>	0

ON-SITE

MID-CITIES METRO, L.L.C.  
 US 36 / 96th St. SUB-DISTRICT  
 BROOMFIELD, COLORADO

E8 ELEMENT No. 8 - STORM DRAINAGE

MID-CITIES EAST:

	Quantity	UOM	Unit Costs	Estimated Costs	Revised Estimated Costs
Construction:					
5' Type R curb inlets	8	ea	\$3,500	28,000	0
18-inch RCP storm sewer pipe	230	ft	\$29.00	6,670	0
24-inch RCP storm sewer pipe	800	ft	\$34.00	27,200	0
36-inch RCP storm sewer pipe.	525	ft	\$64.00	33,600	0
Manholes	2	ea	\$1,500	3,000	0
35-inch Flared End Section	4	ea	\$950	3,800	0
Open channel	800	ft	\$105.00	84,000	0
Pond release structures	2	ea	\$8,000	16,000	0
Open channel	650	ft	\$105.00	68,250	0
60-inch RCP culvert	125	ft	\$150.00	18,750	0
72-inch RCP - Community Ditch	600	ft	\$175.00	105,000	0
Community Ditch entry structure	1	LS	\$7,000	35,000	0
Community Ditch manhole structure				7,000	0
Mobilization (6%)				<u>26,176</u>	0
				<u>462,446</u>	0
Soft Costs:					
Engineering/approvals (10%)				46,245	0
Construction staking (3%)				13,873	0
Construction admin. (5%)				23,122	0
Testing and Inspection (6%)				27,747	0
Permits and Fees (0.5%)				<u>2,312</u>	0
				<u>113,299</u>	0
Total Construction & Soft Costs				575,745	0
Contingency (10%)				<u>57,575</u>	0
Total MidCities East				<u>633,320</u>	0

ON-SITE

MID-CITIES METRO, L.L.C.  
 US 36 / 96th St. SUB-DISTRICT  
 BROOMFIELD, COLORADO

E8 ELEMENT No. 8 - STORM DRAINAGE

MID-CITIES WEST:

	Quantity	UOM	Unit Costs	Estimated Costs	Revised Estimated Costs
Construction:					
5' Type R curb inlets	8	ea	\$3,500	28,000	0
18-inch RCP storm sewer pipe	250	ft	\$29.00	7,250	0
24-inch RCP storm sewer pipe	650	ft	\$34.00	22,100	0
30-inch RCP storm sewer pipe	50	ft	\$49.00	2,450	0
60-inch RCP culvert	130	ft	\$150.00	19,500	0
60-inch RCP Flared End Section	1	ea	\$1,400	1,400	0
Pond release structure (pond A5)	1	ea	\$7,500	7,500	0
Manholes	1	ea	\$1,500	1,500	0
South open channel	1,625	ft	\$105.00	170,625	0
54-inch RCP culvert	215	ft	\$110.00	23,650	0
54-inch RCP Flared End Section	3	ea	\$1,200	3,600	0
Pond release structure (pond A2)	1	ea	\$7,500	7,500	0
10' Type R curb inlets	2	ea	\$5,500	11,000	0
24-inch RCP storm sewer pipe	70	ft	\$34.00	2,380	0
North open channel	1,375	ft	\$105.00	144,375	0
Mobilization (6%)		LS		<u>27,170</u>	<u>0</u>
				<u>480,000</u>	<u>0</u>
Soft Costs:					
Engineering/approvals (10%)				48,000	0
Construction staking (3%)				14,400	0
Construction admin. (5%)				24,000	0
Testing and Inspection (6%)				28,800	0
Permits and Fees (0.5%)				<u>2,400</u>	<u>0</u>
				<u>117,600</u>	<u>0</u>
Total Construction & Soft Costs				597,600	0
Contingency (10%)				<u>59,760</u>	<u>0</u>
Total MidCities West				<u>657,360</u>	<u>0</u>

ON-SITE

MID-CITIES METRO, L.L.C.  
 US 36 / 96th St. SUB-DISTRICT  
 BROOMFIELD, COLORADO

E9 ELEMENT No. 9 - LANDSCAPING

MID-CITIES MAIN PARKWAY - Parkway and Village Connector

Node AA to GG  
 (2,120 feet) (81,080 sf)

Construction:  
 \* AA to CC Secondary Parkway -  
 110' ROW - Section A  
 Roadside - 2 x 24' x 650' =  
 Median - 35' x 550' =  
 \* CC to GG 3-lane Village Conn. -  
 92' ROW - Section G  
 Roadside - 2 x 6' x 1,470' =  
 \* Village Rotary at Node CC  
 Accent at intersections (6 x 1250sf)

Quantity	UOM	Unit Costs	Estimated Costs	Revised Estimated Costs
31,200	sf	\$3.30	102,960	0
19,250	sf	\$3.30	63,525	0
17,640	sf	\$3.30	58,212	0
5,490	sf	\$4.00	21,960	0
7,500	sf	\$4.00	30,000	0
			<u>276,657</u>	0
			27,666	0
			2,767	0
			13,833	0
			<u>1,383</u>	0
			<u>45,648</u>	0
			322,305	0
			<u>32,231</u>	0
			<u>354,536</u>	0

Soft Costs:  
 Design/approvals (10%)  
 Construction staking (1%)  
 Contract admin. (5%)  
 Permits and Fees (0.5%)

Total Construction & Soft Costs

Contingency (10%)

Total MidCities Main Parkway



ON-SITE

MID-CITIES METRO, L.L.C.  
 US 36 / 96th St. SUB-DISTRICT  
 BROOMFIELD, COLORADO

E9 ELEMENT No. 9 - LANDSCAPING

	Quantity	UOM	Unit Costs	Estimated Costs	Revised Estimated Costs
<b>EAST CONNECTORS - Node BB to Node DD and Node CC to Node EE</b>					
	(1,650 feet)		(44,000 sf)		
<b>Construction:</b>					
* BB to DD 2-lane Village Conn. w/median 80' ROW - Section I					
Roadsides - 2 x 6' x 750' =	9,000	sf	\$3.30	29,700	0
Median - 14' x 700' =	9,800	sf	\$3.30	32,340	0
* CC to EE 2-lane Village Conn. - w/median 60' ROW - Section K					
Roadsides - 2 x 6' x 900' =	10,800	sf	\$3.30	35,640	0
Median - 14' x 850' =	11,900	sf	\$3.30	39,270	0
Accent at intersections (2 x 1250 sf)	2,500	sf	\$4.00	10,000	0
				<u>146,950</u>	0
<b>Soft Costs:</b>					
Design/approvals (10%)				14,695	0
Construction staking (1%)				1,470	0
Contract admin. (5%)				7,348	0
Permits and Fees (0.5%)				735	0
				<u>24,247</u>	0
<b>Total Construction &amp; Soft Costs</b>				171,197	0
<b>Contingency (10%)</b>				<u>17,120</u>	0
<b>Total East Connectors</b>				<u>188,316</u>	0

ON-SITE

MID-CITIES METRO, L.L.C.  
 US 36 / 96th St. SUB-DISTRICT  
 BROOMFIELD, COLORADO

E9 ELEMENT No. 9 - LANDSCAPING

COMMERCIAL AREA STREETS - Node BB to Node QQ and Node FF to Node PP  
 Node PP to J and Node GG to Node K  
 (1,870 feet) (103,070 sf)

Construction:	Quantity	UOM	Unit Costs	Estimated Costs	Revised Estimated Costs
* BB to QQ 2-lane Village Conn. w/parking 80' ROW - Section J Roadsides - 2 x 6' x 500' =	6,000	sf	\$3.30	19,800	0
* FF to PP 2-lane Village Conn. - w/parking 80' ROW - Section J Roadsides - 2 x 6' x 420' =	5,040	sf	\$3.30	16,632	0
* Village Rotary at PP	5,490	sf	\$4.00	21,960	0
* PP to J Secondary Parkway - 110' ROW - Section A Roadsides - 2 x 24' x 250' = Median - 35' x 250' =	12,000	sf	\$3.30	39,600	0
* GG to K Secondary Parkway - 110' ROW - Section A Roadsides - 2 x 24' x 700' = Median - 35' x 700' =	8,750	sf	\$3.30	28,875	0
* Village Rotary at GG	700	ft	\$242.94	170,058	0
Accent at intersections (3 ea)	33,600	sf	\$3.30	110,880	0
	24,500	sf	\$3.30	80,850	0
	5,490	sf	\$4.00	21,960	0
	1,500	sf	\$11.00	16,500	0
				<u>527,115</u>	<u>0</u>

ON-SITE

MID-CITIES METRO, L.L.C.  
 US 36 / 96th St. SUB-DISTRICT  
 BROOMFIELD, COLORADO

E9 ELEMENT No. 9 - LANDSCAPING

COMMERCIAL AREA STREETS - continued

	Quantity	UOM	Unit Costs	Estimated Costs	Revised Estimated Costs
Soft Costs:					
Design/approvals (10%)				52,712	0
Construction staking (1%)				5,271	0
Contract admin. (5%)				26,356	0
Permits and Fees (0.5%)				<u>2,636</u>	0
				<u>86,974</u>	0
Total Construction & Soft Costs				614,089	0
Contingency (10%)				<u>61,409</u>	0
Total Commercial Area Streets				<u>675,498</u>	0

ON-SITE

MID-CITIES METRO, L.L.C.  
 US 36 / 96th St. SUB-DISTRICT  
 BROOMFIELD, COLORADO

E9 ELEMENT No. 9 - LANDSCAPING

WEST PARKWAYS - Node GG to Node HH and Node HH to Node II

Node II to Node LL and Node II to JJ and Node JJ to KK  
 (4,190 feet) (164,680 sf)

Construction:	Quantity	UOM	Unit Costs	Estimated Costs	Revised Estimated Costs
* GG to HH Secondary Parkway - 110' ROW - Section A					
Roadsides - 2 x 24' x 510' =	24,480	sf	\$3.30	80,784	0
Median - 35' x 510' =	17,850	sf	\$3.30	58,905	0
* HH to II 2-lane Village Conn. - w/median 80' ROW - Section I					
Roadsides - 2 x 6' x 2,200' =	26,400	sf	\$3.30	87,120	0
Median - 14' x 2,050' =	28,700	sf	\$3.30	94,710	0
* II to LL 2-lane Village Conn. - w/median 80' ROW - Section I					
Roadsides - 2 x 6' x 600' =	7,200	sf	\$3.30	23,760	0
Median - 14' x 600' =	8,400	sf	\$3.30	27,720	0
* II to JJ 2-lane Village Conn. - w/median 80' ROW - Section I					
Roadsides - 2 x 6' x 550' =	6,600	sf	\$3.30	21,780	0
Median - 14' x 550' =	7,700	sf	\$3.30	25,410	0
* JJ to KK Primary Parkway - 120' ROW - Section F					
Roadsides - 2 x 30' x 330' =	19,800	sf	\$3.30	65,340	0
Median - 35' x 330' =	11,550	sf	\$3.30	38,115	0
Accent at intersections ( 4 x 1,500 sf)	6,000	sf	\$4.00	24,000	0
				<u>547,644</u>	0

ON-SITE

MID-CITIES METRO, L.L.C.  
 US 36 / 96th St. SUB-DISTRICT  
 BROOMFIELD, COLORADO

E9 ELEMENT No. 9 - LANDSCAPING

WEST PARKWAYS - continued

	Quantity	UOM	Unit Costs	Estimated Costs	Revised Estimated Costs
Soft Costs:					
Design/approvals (10%)				54,764	0
Construction staking (1%)				5,476	0
Contract admin. (5%)				27,382	0
Permits and Fees (0.5%)				<u>2,738</u>	<u>0</u>
				<u>90,361</u>	<u>0</u>
Total Construction & Soft Costs				638,005	0
Contingency (10%)				<u>63,801</u>	<u>0</u>
Total West Parkways				<u>701,806</u>	<u>0</u>

ON-SITE

MID-CITIES METRO, L.L.C.  
 US 36 / 96th St. SUB-DISTRICT  
 BROOMFIELD, COLORADO

E9 ELEMENT No. 9 - LANDSCAPING

PARKS, GREENBELTS and WATER FEATURES/DETENTION PONDS

(393,410 sf)

Construction:	Quantity	UOM	Unit Costs	Estimated Costs	Revised Estimated Costs
* West Central Park					
Pond [B]	98,129	sf	\$4.50	441,581	0
Pond edge [A]	108,767	sf	\$3.30	358,931	0
* Central Pond and Greenway					
Pond [C]	51,173	sf	\$4.50	230,279	0
Pond edge [D]	36,020	sf	\$3.30	118,866	0
Greenway [E]	61,599	sf	\$3.30	203,277	0
North detention pond [F]	11,292	sf	\$3.30	37,264	0
* Northeast Pond [G]	15,180	sf	\$4.50	68,310	0
* North Central Pond	11,250	sf	\$4.50	50,625	0
				<u>1,509,133</u>	<u>0</u>
Soft Costs:					
Design/approvals (10%)				150,913	0
Construction staking (1%)				15,091	0
Contract admin. (5%)				75,457	0
Permits and Fees (0.5%)				7,546	0
				<u>249,007</u>	<u>0</u>
Total Construction & Soft Costs				1,758,140	0
Contingency (10%)				<u>175,814</u>	<u>0</u>
Total Parks, Greenbelts, and Water Features/Retention Ponds				<u>1,933,954</u>	<u>0</u>

ON-SITE

MID-CITIES METRO, L.L.C.  
 US 36 / 96th St. SUB-DISTRICT  
 BROOMFIELD, COLORADO

E10 ELEMENT No. 10 - IRRIGATION WATER SUPPLY

	Quantity	UOM	Unit Costs	Estimated Costs	Revised Estimated Costs
Construction:					
Roadways	27.6	TE	\$8,718	244,104	0
Detention ponds and greenways	27.6	TE	\$8,718	244,104	0
Individual Parcels (assume 15%):					
West [1,2,3] = 1,053,946 x 0.15	158,100	sf			
Central [4,5,7] = 697,420 x 0.15	104,600	sf			
Residential [9] = 937,760 x 0.15	140,700	sf			
Comm. [6,8,10,11] = 987,091 x 0.15	148,100	sf			
East Comm. [12,13] = 352,737 x 0.15	52,900	sf			
	604,400	sf =			
	42.5	TE	\$8,718	374,874	0
1-1/2" water meters, main taps, inspection fees, vaults, and plumbing.	12	ea	\$2,500	30,000	0
Total				893,082	0

ON-SITE

MID-CITIES METRO, L.L.C.  
 US 36 / 96th St. SUB-DISTRICT  
 BROOMFIELD, COLORADO

E11 ELEMENT No. 11 - SIGNAGE

MID-CITIES EAST:

	Quantity	UOM	Unit Costs	Estimated Costs	Revised Estimated Costs
Construction:					
Primary Project Entry Sign	2	ea	\$55,000	110,000	0
Secondary Project Entry Sign	2	ea	\$35,000	70,000	0
Primary Directional Signs	3	ea	\$8,500	25,500	0
Secondary Directional Signs	8	ea	\$5,500	44,000	0
Street Identification Signs	7	ea	\$1,200	8,400	0
Festival Signage	13	ea	\$5,000	65,000	0
				<u>322,900</u>	<u>0</u>
Soft Costs:					
Design/approvals (10%)				32,290	0
Construction staking (1%)				3,229	0
Contract admin. (5%)				16,145	0
Permits and Fees (0.5%)				<u>1,615</u>	<u>0</u>
				<u>53,279</u>	<u>0</u>
Total Construction and Soft Costs				376,179	0
Contingency (10%)				<u>37,618</u>	<u>0</u>
Total MidCities East				<u>413,796</u>	<u>0</u>



ON-SITE

MID-CITIES METRO, L.L.C.  
 US 36 / 96th St. SUB-DISTRICT  
 BROOMFIELD, COLORADO

E11 ELEMENT No. 11 - SIGNAGE

MID-CITIES WEST:

	Quantity	UQM	Unit Costs	Estimated Costs	Revised Estimated Costs
Construction:					
Primary Project Entry Sign	1	ea	\$55,000	55,000	0
Primary Directional Signs	2	ea	\$8,500	17,000	0
Street Identification Signs	3	ea	\$1,200	3,600	0
Festival Signage	6	ea	\$5,000	30,000	0
				<u>105,600</u>	<u>0</u>
Soft Costs:					
Design/approvals (10%)				10,560	0
Construction staking (1%)				1,056	0
Contract admin. (5%)				5,280	0
Permits and Fees (0.5%)				<u>528</u>	<u>0</u>
				<u>17,424</u>	<u>0</u>
Total Construction and Soft Costs				123,024	0
Contingency (10%)				<u>12,302</u>	<u>0</u>
Total MidCities West				<u>135,326</u>	<u>0</u>

**EXHIBIT B**

TABLE 3

**Public Improvements**

**Part I: Phase 2 Public Improvements**

<u>Phase 2 Public Improvements</u>	<u>Cost Estimate</u>
Water - East Coalton	\$ 162,000
Sewer - East Coalton	84,000
East Interchange to US 36	5,185,000
East Coalton Road	1,547,000
Storm - box culvert @ US 36	512,000
Detention Improvements	1,631,000
Transit Center	6,132,000
Contingencies	3,000,000
<b>Total - Phases 2 Public Improvements</b>	<b>* \$ 18,253,000</b>

**Phase 2 "Fair Shares"**

Midland @	45.64%	\$ 8,330,669
MidCities @	54.36%	9,922,331
<b>Total Phase 2</b>	<b>100.00%</b>	<b>\$ 18,253,000</b>

\* If the Phase 2 Public Improvements are fully funded (by Owner and Midland) the City shall have the right to apply up to \$1,176,000 of Cost Savings toward the purchase of "Zip" transit shuttle vehicles.

**Part II: Project Public Improvements**

Project Public Improvements will consist of any Qualified Reimbursement Costs for the Property that are not covered in the Cost Distribution Plan and which the Owners elect to have the Metro District construct or acquire from (reimburse to) the Owners or their successors or other persons, e.g., except where prohibited by law, dedications for right-of-way, easements, etc. for public purposes, overlot grading, water distribution and fire protection facilities, utility relocation, utility facilities, EPA compliance, reasonable and normal administrative expenses, natural gas, electric,

June 29, 1998

telecommunications, fiber optics, street lighting and signage, transit plaza areas, sanitary sewer facilities, roadways, pedestrian ways, bikeways, storm drainage facilities, irrigation water facilities, signage and landscaping up to a maximum of \$15,786,909; provided, however, subject to prior City approval, this amount may be increased to provide for increased infrastructure costs related to the annexation to the City and the development of adjacent property with improvements that produce increased revenues to pay for such increased infrastructure costs on substantially the same terms and subject to the limitations set forth in Section 3 and 4 of this Agreement. Such increased infrastructure may include, without limitation, parking facilities, enhanced transit plaza, regional storm water detention facilities and other infrastructure consistent with development of such adjacent property in accordance with the U.S. 36 Subarea Plan dated May, 1997.

OFF-SITE - SUMMARY

MID-CITIES METRO, L.L.C.  
 US 36/96th St. Sub-District  
 Infrastructure Master Plan  
 Estimate of Probable Infrastructure Costs

Category	Project	Estimated Costs	Revised Estimated Costs
Water:	12-Inch Water Main - E. Coalton Road	162,000	-
Sewer:	Sewer Main at East Coalton Road	84,000	-
Roadways:	East Coalton Road - Primary Parkway	3,281,692	-
	US 36 East Directional Interchange	3,450,307	-
		6,732,000	-
Transit System:	Transit Center to Transit Hub Overpass	1,549,864	-
	Transit Hub Overpass to Rotary to 96th St. Underpass	311,300	-
	96th Street Underpass to Rotary to ZIP Plaza	193,445	-
	ZIP Plaza to MidCities ZIP Plaza	563,891	-
	MidCities ZIP Plaza to Westcor ZIP Plazas and Coalton Road Underpass	1,373,601	-
	Transit Center to ZIP Plaza and 96th Street Underpass	1,250,547	-
	96th Street Underpass to Rotary to ZIP Plaza	474,012	-
	Transit Hub Overpass to ZIP Plaza	292,228	-
	Local RTD Bus Stop Shelters	240,960	-
		6,249,848	-
Storm Drainage:	South Drainageway thru Midland Site	2,074,427	-
	Upsize Existing Box Culvert at US 36	460,901	-
		2,535,328	-
Contingencies		2,489,824	-
	Total	18,253,000	-
	Midland 45.64%	8,330,669	
	MidCities 54.36%	9,922,331	
	Total	18,253,000	

OFF-SITE

MID-CITIES METRO, L.L.C.  
 US 36 / 96th St. SUB-DISTRICT  
 BROOMFIELD, COLORADO

E2 ELEMENT No. 2 - WATER DISTRIBUTION & FIRE PROTECTION

ITEM 3 - 12-inch WATER MAIN in EAST COALTON ROAD - Node D to Node F (1,500 feet)

	Quantity	UOM	Unit Costs	Estimated Costs	Revised Estimated Costs
Construction:					
12-inch water main	1,500	ft	\$35.00	52,500	0
Fire hydrants	5	ea	\$2,400	12,000	0
Stub outs for future extensions	6	ea	\$2,700	16,200	0
Fittings and misc. (10%)		LS		8,070	0
Mobilization (6%)		LS		<u>5,326</u>	<u>0</u>
				<u>94,096</u>	<u>0</u>
Soft Costs:					
Engineering design/approvals (10%)				9,410	0
Construction staking (3%)				2,823	0
Construction admin. (5%)				4,705	0
Testing and Inspection (6%)				5,646	0
Permits and Fees (0.5%)				<u>470</u>	<u>0</u>
				<u>23,054</u>	<u>0</u>
Total Construction and Soft Costs				117,150	0
Contingency				<u>44,850</u>	<u>0</u>
Total MidCities East				<u>162,000</u>	<u>0</u>

OFF-SITE

MID-CITIES METRO, L.L.C.  
 US 36 / 96th St. SUB-DISTRICT  
 BROOMFIELD, COLORADO

E3 ELEMENT No. 3 - SANITARY SEWER SYSTEM

ITEM 5 - SEWER MAIN at EAST COALTON ROAD  
 Node S to Node G

	Quantity	UOM	Unit Costs	Estimated Costs	Revised Estimated Costs
Construction:					
15-inch sewer main	470	ft	\$32.00	15,040	0
18-inch sewer main	720	ft	\$40.00	28,800	0
Manholes	4	ea	\$1,500	6,000	0
Stub-outs for future connections	2	ea	\$3,500	7,000	0
Mobilization		LS		3,410	0
				<u>60,250</u>	<u>0</u>
Soft Costs:					
Engineering design/approvals (10%)				6,025	0
Construction staking (3%)				1,808	0
Construction admin. (5%)				3,013	0
Testing and Inspection (6%)				3,615	0
Permits and Fees (0.5%)				301	0
				<u>14,761</u>	<u>0</u>
Contingency					
				<u>8,989</u>	<u>0</u>
Total				<u>84,000</u>	<u>0</u>

OFF-SITE

MID-CITIES METRO, L.L.C.  
 US 36 / 96th St. SUB-DISTRICT  
 BROOMFIELD, COLORADO

E7 ELEMENT No. 7 - PARKWAYS, ROADS & INTERCHANGES

ITEM 3 - EAST COALTON ROAD - PRIMARY PARKWAY  
 Node D to Node F including UNDERPASS  
 STRUCTURE No. 1 at Node D (1,500 feet)

Construction - Streets:

	Quantity	UOM	Unit Costs	Estimated Costs	Revised Estimated Costs
Pavement, curb/gutter & sidewalks	1,500	ft	\$287.27	430,905	0
* See Street Section Cost exhibit	2,680	sf	\$11.00	29,480	0
Accent paving at crosswalks	1	ea	\$120,000	120,000	0
Signalization at Node F	20	ea	\$250.00	5,000	0
Regulatory signage	0.56	mile	\$8,000	4,480	0
Pavement striping	12	ea	\$2,000	24,000	0
Street lighting	6	ea	\$2,000	12,000	0
Utility sleeving				10,000	0
Mobilization		LS			
				<u>635,865</u>	<u>0</u>

OFF-SITE

MID-CITIES METRO, L.L.C.  
 US 36 / 96th St. SUB-DISTRICT  
 BROOMFIELD, COLORADO

ITEM 3 - EAST COALTON ROAD - PRIMARY PARKWAY - (continued)  
 Node D to Node F including UNDERPASS  
 STRUCTURE No. 1 at Node D (1,500 feet)

Construction - Underpass Structure No. 1 at Node D:

	Quantity	UOM	Unit Costs	Estimated Costs	Revised Estimated Costs
Structural excavation	3,000	cy	\$10.00	30,000	0
Structural backfill - Class 1	500	cy	\$17.00	8,500	0
Special Structural backfill - flowfill	600	cy	\$55.00	33,000	0
Bridge Concrete - Class D	1,300	cy	\$250.00	325,000	0
Architectural Concrete - Class D	450	cy	\$350.00	157,500	0
Reinforcement	350,000	lb	\$0.50	175,000	0
Caissons - drilled 30"	2,500	ft	\$60.00	150,000	0
Caissons - drilled 42"	200	ft	\$100.00	20,000	0
Girders - prestressed conc. "1" section	36	ea	\$7,000	252,000	0
Structural concrete coating	12,000	sf	\$1.50	18,000	0
Bridge expansion device (0-4 inch)	250	ft	\$125.00	31,250	0
Waterproof membrane	1,398	sy	\$7.50	10,485	0
Asphalt roadway over bridge	151	ton	\$40.00	6,040	0
Structural apron walls-stone veneer & cap	270	ft	\$304.00	82,080	0
Dry-stack Landscape wingwalls (5' max ht.)	4,400	sf	\$30.00	132,000	0
Wingwall / Pilaster - stone veneer (445 sf/pi)	1,780	sf	\$40.00	71,200	0
Earthwork at wingwalls	2,000	cy	\$8.00	16,000	0
On-bridge steel traffic railing	300	ft	\$40.00	12,000	0
Pedestrian fence	420	ft	\$200.00	84,000	0
Lighting and electrical	10	ea	\$2,000	20,000	0
Traffic Control		LS		40,000	0
Mobilization and phasing		LS		130,000	0
				<u>1,804,055</u>	<u>0</u>
Total Construction				<u>2,439,920</u>	<u>0</u>



OFF-SITE

MID-CITIES METRO, L.L.C.  
 US 36 / 96th St. SUB-DISTRICT  
 BROOMFIELD, COLORADO

ITEM 3 - EAST COALTON ROAD - PRIMARY PARKWAY - continued  
 Node D to Node F including UNDERPASS  
 STRUCTURE No. 1 at Node D (1,500 feet)

	Quantity	UOM	Unit Costs	Estimated Costs	Revised Estimated Costs
Soft Costs:					
Engineering/approvals (10%)				243,992	0
Construction staking (3%)				73,198	0
Construction admin. (5%)				121,996	0
Testing and Inspection (6%)				146,395	0
Permits and Fees (0.5%)				12,200	0
Total Soft Costs				<u>597,780</u>	<u>0</u>
Contingency (10%)				<u>243,992</u>	<u>0</u>
Total				<u>3,281,692</u>	<u>0</u>

OFF-SITE

MID-CITIES METRO, L.L.C.  
 US 36 / 96th St. SUB-DISTRICT  
 BROOMFIELD, COLORADO

E7 ELEMENT No. 7 - PARKWAYS, ROADS & INTERCHANGES

ITEM 4 - US 36 EAST DIRECTIONAL INTERCHANGE - Node G  
 including US 36 UNDERPASS STRUCTURE No. 5  
 (Westbound Exit Ramp - 1,200 feet)  
 (Eastbound On Ramp - 1,500 feet)  
 (Underpass Road - 850 feet)

	Quantity	UOM	Unit Costs	Estimated Costs	Revised
					Estimated Costs
Construction - Streets:					
Westbound Exit Ramp - pavement and shoulder - See Street Section	1,200	ft	\$77.25	92,700	0
Eastbound On Ramp - pavement and shoulder - See Street Section	1,500	ft	\$77.25	115,875	0
Underpass Road - pavement, curb/gutter, walk - See Street Section	850	ft	\$242.94	206,499	0
Signalization	1	ea	\$120,000	120,000	0
Regulatory signage	30	ea	\$250.00	7,500	0
Pavement striping	0.67	mile	\$8,000	5,360	0
Street lighting	3	ea	\$2,000	6,000	0
Traffic control		LS		80,000	0
Mobilization		LS		30,000	0
				663,934	0

OFF-SITE

MID-CITIES METRO, L.L.C.  
US 36 / 96th St. SUB-DISTRICT  
BROOMFIELD, COLORADO

ITEM 4 - US 36 EAST DIRECTIONAL INTERCHANGE - Node G - (continued)

including US 36 UNDERPASS STRUCTURE No. 5

(Westbound Exit Ramp - 1,200 feet)

(Eastbound On Ramp - 1,500 feet)

(Underpass Road - 850 feet)

Construction - US 36 Underpass Structure No. 5:

	Quantity	UOM	Unit Costs	Estimated Costs	Revised Estimated Costs
Structural excavation	3,000	cy	\$10.00	30,000	0
Structural backfill - Class 1	500	cy	\$17.00	8,500	0
Special Structural backfill - flowfill	600	cy	\$55.00	33,000	0
Bridge Concrete - Class D	875	cy	\$250.00	218,750	0
Architectural Concrete - Class D	300	cy	\$400.00	120,000	0
Reinforcement	176,250	lb	\$0.50	88,125	0
Caissons - drilled 30"	2,500	ft	\$60.00	150,000	0
Girders - prestressed conc. "I" section	20	ea	\$11,600	232,000	0
Structural concrete coating	7,500	sf	\$1.50	11,250	0
Bridge expansion device (0-4 inch)	250	ft	\$125.00	31,250	0
Waterproof membrane	1,995	sy	\$7.50	14,963	0
Asphalt roadway over bridge	216	ton	\$40.00	8,640	0
Structural apron walls - stone veneer & cap	270	ft	\$304.00	82,080	0
Dry-stack Landscape wingwalls (5' max ht)	4,400	sf	\$30.00	132,000	0
Wingwall / Pilaster - stone veneer (445 sf/pi)	1,780	sf	\$40.00	71,200	0
Earthwork at wingwalls	2,000	cy	\$8.00	16,000	0
On-bridge steel traffic railing	175	ft	\$40.00	7,000	0
Pedestrian fence	325	ft	\$200.00	65,000	0
Approach guardrail (Type-3)	600	ft	\$15.00	9,000	0
Lighting and electrical	10	ea	\$2,000	20,000	0
Detour asphalt paving (4 x 1000' x 14' x 3")	6,220	sy	\$5.00	31,100	0
Traffic Control		LS		200,000	0
Mobilization and phasing		LS		123,646	0
				<u>1,703,504</u>	<u>0</u>
Total Construction				<u>2,367,438</u>	<u>0</u>

OFF-SITE

MID-CITIES METRO, L.L.C.  
 US 36 / 96th St. SUB-DISTRICT  
 BROOMFIELD, COLORADO

E7 ELEMENT No. 7 - PARKWAYS, ROADS & INTERCHANGES

ITEM 4 - US 36 EAST DIRECTIONAL INTERCHANGE - Node G  
 including US 36 UNDERPASS STRUCTURE No. 5 - continued

	Quantity	UOM	Unit Costs	Estimated Costs	Revised Estimated Costs
Soft Costs:					
Engineering/approvals (15%)				355,116	0
Construction staking (4%)				94,698	0
Construction admin. (6%)				142,046	0
Testing and Inspection (8%)				189,395	0
Permits and Fees (1%)				<u>23,674</u>	0
Total Soft Costs				<u>804,929</u>	0
Contingency				<u>277,941</u>	0
Total				<u>3,450,307</u>	0

OFF-SITE

MID-CITIES METRO, L.L.C.  
 US 36 / 96th St. SUB-DISTRICT  
 BROOMFIELD, COLORADO

E12 ELEMENT No. 12 - TRANSIT SYSTEM

• Midland/MidCities Link

ITEM 1 - Transit Center to Transit Hub Overpass - Node T to Node E

	Quantity	UOM	Unit Costs	Estimated Costs	Revised Estimated Costs
Construction:					
Transit Center Plaza 140' x 140' =	19,600	sf	\$12.00	235,200	0
ZIP / Ped corridor - Section "C"	375	ft	\$179.00	67,125	0
Transit Hub Overpass Structure No. 4		LS		849,990	0
See detailed cost estimate				1,152,315	0
Soft Costs:					
Engineering/approvals (10%)				115,232	0
Construction staking (3%)				34,569	0
Construction admin. (5%)				57,616	0
Testing and Inspection (6%)				69,139	0
Permits and Fees (0.5%)				5,762	0
Contingency (10%)				282,317	0
Total				1,549,864	0

OFF-SITE

MID-CITIES METRO, L.L.C.  
 US 36 / 96th St. SUB-DISTRICT  
 BROOMFIELD, COLORADO

E:12 ELEMENT No. 12 - TRANSIT SYSTEM

\* Midland/MidCities Link

ITEM 2 - Transit Hub Overpass to Rotary to 96th St. Underpass  
 Node E to Node H

Construction: ZIP / Ped corridor - Section "C"  
 Rotary - 60' dia.  
 ZIP / Ped corridor - Section "C"  
 96th St. Underpass - Structure No. 2  
 See Element No. 8 - Storm Drainage

	Quantity	UOM	Unit Costs	Estimated Costs	Revised Estimated Costs
	700	ft	\$179.00	125,300	0
	2,900	sf	\$15.00	43,500	0
	350	ft	\$179.00	62,650	0
				<u>231,450</u>	0
Soft Costs:				23,145	0
Engineering/Approvals (10%)				6,944	0
Construction staking (3%)				11,573	0
Construction admin. (5%)				13,887	0
Testing and Inspection (6%)				<u>1,157</u>	0
Permits and Fees (0.5%)				<u>56,705</u>	0
Contingency (10%)				<u>23,145</u>	0
Total				<u>311,300</u>	0

OFF-SITE

MID-CITIES METRO, L.L.C.  
 US 36 / 96th St. SUB-DISTRICT  
 BROOMFIELD, COLORADO

E12 ELEMENT No. 12 - TRANSIT SYSTEM

\* Midland/MidCities Link

ITEM 3 - 96th Street Underpass to Rotary to ZIP Plaza (Node 1)

Construction: 96th St. Underpass - Structure No. 2  
 See Element No. 8 - Storm Drainage  
 ZIP / Ped corridor - Section "C"  
 Rotary - Structure No. 7  
 See Element No. 8 - Storm Drainage  
 ZIP Plaza - 55' x 55'

	Quantity	UOM	Unit Costs	Estimated Costs	Revised Estimated Costs
	550	ft	\$179.00	98,450	0
	3,025	sf	\$15.00	<u>45,375</u>	0
				<u>143,825</u>	0
Soft Costs:				14,383	0
Engineering/approvals (10%)				4,315	0
Construction staking (3%)				7,191	0
Construction admin. (5%)				8,630	0
Testing and Inspection (6%)				<u>719</u>	0
Permits and Fees (0.5%)					0
				<u>35,237</u>	0
Contingency (10%)				<u>14,383</u>	0
Total				<u>193,445</u>	0

**OFF-SITE**

**MID-CITIES METRO, L.L.C.  
US 36 / 96th St. SUB-DISTRICT  
BROOMFIELD, COLORADO**

**E12 ELEMENT No. 12 - TRANSIT SYSTEM**

\* Midland/MidCities Link

**ITEM 4 - ZIP Plaza (Node I) to MidCities ZIP Plaza (Node J)**

	<u>Quantity</u>	<u>UOM</u>	<u>Unit Costs</u>	<u>Estimated Costs</u>	<u>Revised Estimated Costs</u>
<b>Construction:</b>					
Interlocken Blvd. Underpass					
Structure No. 8 - See Element No. 8					
ZIP / Ped corridor - Section "C"	525	ft	\$179.00	93,975	0
Rotary Plaza - 60' dia.	2,900	sf	\$15.00	43,500	0
ZIP / Ped corridor - Section "A"	300	ft	\$90.00	27,000	0
ZIP / Ped corridor - Double Section "B"	525	ft	\$316.00	165,900	0
Rotary Plaza - 60' dia.	2,900	sf	\$15.00	43,500	0
ZIP Plaza - 55' x 55'	3,025	sf	\$15.00	45,375	0
				<u>419,250</u>	0
<b>Soft Costs:</b>					
Engineering/approvals (10%)				41,925	0
Construction staking (3%)				12,578	0
Construction admin. (5%)				20,963	0
Testing and Inspection (6%)				25,155	0
Permits and Fees (0.5%)				<u>2,096</u>	0
				<u>102,716</u>	0
Contingency (10%)				41,925	0
<b>Total</b>				<u>563,891</u>	0



OFF-SITE

MID-CITIES METRO, L.L.C.  
US 36 / 96th St. SUB-DISTRICT  
BROOMFIELD, COLORADO

E12 ELEMENT No. 12 - TRANSIT SYSTEM

\* Midland/MidCities Link

ITEM 5 - MidCities ZIP Plaza (Node J) to Westcor ZIP Plazas  
and Coalton Road Underpass - Structure No. 11

Construction - Coalton Road Underpass - Structure:

	Quantity	UOM	Unit Costs	Estimated Costs	Revised Estimated Costs
Structural excavation	3,000	cy	\$10.00	30,000	0
Structural backfill - Class 1	2,500	cy	\$17.00	42,500	0
Concrete Box (26' x 14') - Class D	520	cy	\$250.00	130,000	0
Headwall / Parapet wall (90' x 25' x 1' x 2)	170	cy	\$250.00	42,500	0
Architectural Concrete - Class D	50	cy	\$400.00	20,000	0
Reinforcement	148,000	lb	\$0.50	74,000	0
Caissons - drilled 30" - (8 x 15' x 4)	480	ft	\$60.00	28,800	0
Structural concrete coating	2,000	sf	\$1.50	3,000	0
Waterproof membrane	100	sy	\$7.50	750	0
Structural walls - stone veneer & cap	50	ft	\$304.00	15,200	0
Dry-stack landscape walls	3,800	sf	\$30.00	114,000	0
Wingwall / Pilaster - stone veneer (550 sf/pi)	2,200	sf	\$40.00	88,000	0
Earthwork at wingwalls	1,500	cy	\$8.00	12,000	0
Ped/transit pavement inside box (6")	1,890	sf	\$5.50	10,395	0
Rip rap channel inside box	56	cy	\$50.00	2,800	0
On-bridge steel traffic railing	400	ft	\$40.00	16,000	0
Pedestrian fence	160	ft	\$120.00	19,200	0
Lighting and electrical	8	ea	\$2,000	16,000	0
Traffic Control		LS		10,000	0
Mobilization and phasing		LS		<u>20,000</u>	0
				695,145	0
ZIP / Ped corridor - Section "C"	750	ft	\$179.00	134,250	0
ZIP Plaza - 55' x 55'	3,025	sf	\$15.00	45,375	0
ZIP / Ped corridor - Single Section "B"	640	ft	\$158.00	101,120	0
ZIP Plaza - 55' x 55'	3,025	sf	\$15.00	45,375	0
				<u>1,021,265</u>	0

OFF-SITE

MID-CITIES METRO, L.L.C.  
 US 36 / 96th St. SUB-DISTRICT  
 BROOMFIELD, COLORADO

\* Midland/MidCities Link  
 ITEM 5 - MidCities ZIP Plaza (Node J) to Westcor ZIP Plazas - (continued)  
 and Coalton Road Underpass - Structure No. 11

	Quantity	UOM	Unit Costs	Estimated Costs	Revised Estimated Costs
Soft Costs:					
Engineering/approvals (10%)				102,127	0
Construction staking (3%)				30,638	0
Construction admin. (5%)				51,063	0
Testing and Inspection (6%)				61,276	0
Permits and Fees (0.5%)				5,106	0
				<u>250,210</u>	0
Contingency (10%)				<u>102,127</u>	0
Total				<u>1,373,601</u>	0

OFF-SITE

MID-CITIES METRO, L.L.C.  
US 36 / 96th St. SUB-DISTRICT  
BROOMFIELD, COLORADO

E12 ELEMENT No. 12 - TRANSIT SYSTEM

\* Midland/MidCities Link

ITEM 7 - Transit Center (Node T) to ZIP Plaza and 96th Street Underpass (Node P)

Construction:	Quantity	UOM	Unit Costs	Estimated Costs	Revised Estimated Costs
Transit Center Plaza - See Item 1					
ZIP / Ped corridor - Section "C"	375	ft	\$179.00	67,125	0
ZIP / Ped corridor - Double Section "B"	400	ft	\$316.00	126,400	0
ZIP Plaza - 55' x 55'	3,025	sf	\$15.00	45,375	0
				<u>238,900</u>	0
North 96th St. Underpass - Structure:					
Structural excavation	3,000	cy	\$10.00	30,000	0
Structural backfill - Class 1	2,500	cy	\$17.00	42,500	0
Concrete Box (26' x 14') - Class D	510	cy	\$250.00	127,500	0
Headwall / Parapet wall (90' x 25' x 1' x 2)	170	cy	\$250.00	42,500	0
Architectural Concrete - Class D	50	cy	\$400.00	20,000	0
Reinforcement	146,000	lb	\$0.50	73,000	0
Caissons - drilled 30" - (8 x 15' x 4)	480	ft	\$60.00	28,800	0
Structural concrete coating	2,000	sf	\$1.50	3,000	0
Waterproof membrane	100	sy	\$7.50	750	0
Structural walls - stone veneer & cap	50	ft	\$304.00	15,200	0
Dry-stack Landscape walls	3,800	sf	\$30.00	114,000	0
Wingwall / Pilaster - stone veneer (550 sf/pi)	2,200	sf	\$40.00	88,000	0
Earthwork at wingwalls	1,500	cy	\$8.00	12,000	0
Ped/transit pavement inside box (6")	1,750	sf	\$5.50	9,625	0
Rip rap channel inside box	56	cy	\$50.00	2,800	0
On-bridge steel traffic railing	400	ft	\$40.00	16,000	0
Pedestrian fence	160	ft	\$120.00	19,200	0
Lighting and electrical	8	ea	\$2,000	16,000	0
Traffic Control		LS		10,000	0
Mobilization and phasing		LS		20,000	0
				<u>690,875</u>	0
Total Construction				<u>929,775</u>	0

OFF-SITE

MID-CITIES METRO, L.L.C.  
 US 36 / 96th St. SUB-DISTRICT  
 BROOMFIELD, COLORADO

\* Midland/MidCities Link  
 ITEM 7 - Transit Center (Node T) to ZIP Plaza and 96th Street - (continued)  
 Underpass (Node P)

	Quantity	UOM	Unit Costs	Estimated Costs	Revised Estimated Costs
Soft Costs:					
Engineering/approvals (10%)				92,978	0
Construction staking (3%)				27,893	0
Construction admin. (5%)				46,489	0
Testing and Inspection (6%)				55,787	0
Permits and Fees (0.5%)				4,649	0
Total Soft Costs				<u>227,795</u>	0
Contingency (10%)				92,978	0
Total				<u>1,250,547</u>	0

OFF-SITE

MID-CITIES METRO, L.L.C.  
US 36 / 96th St. SUB-DISTRICT  
BROOMFIELD, COLORADO

E12 ELEMENT No. 12 - TRANSIT SYSTEM

\* Midland/MidCities Link

ITEM 8 - 96th Street Underpass (Node P) to Rotary to ZIP Plazas

	Quantity	UOM	Unit Costs	Estimated Costs	Revised Estimated Costs
Construction:					
North 96th St. Underpass - See Item 7					
ZIP / Ped corridor - Section "C"	300	ft	\$179.00	53,700	0
Rotary Plaza - 60' dia.	2,900	sf	\$15.00	43,500	0
ZIP / Ped corridor - Section "A"	225	ft	\$90.00	20,250	0
ZIP Plaza - 55' x 55'	3,025	sf	\$15.00	45,375	0
ZIP / Ped corridor - Section "B"	1,200	ft	\$158.00	189,600	0
ZIP Plaza - See Item 6				352,425	0
Soft Costs:					
Engineering/Approvals (10%)				35,243	0
Construction staking (3%)				10,573	0
Construction admin. (5%)				17,621	0
Testing and Inspection (6%)				21,146	0
Permits and Fees (0.5%)				1,762	0
				86,344	0
Contingency (10%)				35,243	0
Total				474,012	0

OFF-SITE

MID-CITIES METRO, L.L.C.  
 US 36 / 96th St. SUB-DISTRICT  
 BROOMFIELD, COLORADO

E12 ELEMENT No. 12 - TRANSIT SYSTEM

\* Midland/MidCities Link

ITEM 10 - Transit Hub Overpass (Node E) to ZIP Plaza (Node P)

	Quantity	UOM	Unit Costs	Estimated Costs	Revised Estimated Costs
Construction:					
Transit Hub Overpass - See Item 1					
ZIP / Ped corridor - Section "C"	490	ft	\$179.00	87,710	0
ZIP / Ped corridor - Double Section "B"	410	ft	\$316.00	129,560	0
ZIP Plaza - See Item 7				217,270	0
Soft Costs:					
Engineering/approvals (10%)				21,727	0
Construction staking (3%)				6,518	0
Construction admin. (5%)				10,864	0
Testing and Inspection (6%)				13,036	0
Permits and Fees (0.5%)				1,086	0
				53,231	0
Contingency (10%)				21,727	0
Total				292,228	0

**OFF-SITE**

**MID-CITIES METRO, L.L.C.  
US 36 / 96th St. SUB-DISTRICT  
BROOMFIELD, COLORADO**

**E12 ELEMENT No. 12 - TRANSIT SYSTEM**

**ITEM 11 - Local RTD Bus Stop Shelters**

Construction: Concrete pad, glass shelter, lighting  
electrical, signage

Quantity	UOM	Unit Costs	Estimated Costs	Revised Estimated Costs
16	ea	\$12,000	<u>192,000</u>	<u>0</u>

Soft Costs:  
Engineering/approvals (5%) 9,600 0  
Construction staking (3%) 5,760 0  
Construction admin. (5%) 9,600 0  
Testing and Inspection (2%) 3,840 0  
Permits and Fees (0.5%) 960 0

29,760 0

Contingency (10%)

19,200 0

Total

240,960 0

OFF-SITE

MID-CITIES METRO, L.L.C.  
 US 36 / 96th St. SUB-DISTRICT  
 BROOMFIELD, COLORADO

E8 ELEMENT No. 8 - STORM DRAINAGE

ITEM 4 - South Drainageway thru Midland Site - Node H to Node E

Construction - South 96th Street Underpass - Structure No. 2:

	Quantity	UOM	Unit Costs	Estimated Costs	Revised Estimated Costs
Structural excavation	3,000	cy	\$10.00	30,000	0
Structural backfill - Class 1	2,500	cy	\$17.00	42,500	0
Concrete Box (26' x 14') - Class D	510	cy	\$250.00	127,500	0
Headwall / Parapet wall (90' x 25' x 1' x 2)	170	cy	\$250.00	42,500	0
Architectural Concrete - Class D	50	cy	\$400.00	20,000	0
Reinforcement	146,000	lb	\$0.50	73,000	0
Caissons - drilled 30" - (8 x 15' x 4)	480	ft	\$60.00	28,800	0
Structural concrete coating	2,000	sf	\$1.50	3,000	0
Waterproof membrane	100	sy	\$7.50	750	0
Structural walls - stone veneer & cap	50	ft	\$304.00	15,200	0
Dry-stack Landscape walls	3,800	sf	\$30.00	114,000	0
Wingwall / Plaster - stone veneer (550 sf/pi)	2,200	sf	\$40.00	88,000	0
Earthwork at wingwalls	1,500	cy	\$8.00	12,000	0
Ped/transit pavement inside box (6")	1,750	sf	\$5.50	9,625	0
Rip rap channel inside box	56	cy	\$50.00	2,800	0
On-bridge steel traffic railing	400	ft	\$40.00	16,000	0
Pedestrian fence	160	ft	\$120.00	19,200	0
Lighting and electrical	8	ea	\$2,000	16,000	0
Traffic Control		LS		10,000	0
Mobilization and phasing		LS		<u>20,000</u>	<u>0</u>
				<u>690,875</u>	<u>0</u>



OFF-SITE

MID-CITIES METRO, L.L.C.  
 US 36 / 96th St. SUB-DISTRICT  
 BROOMFIELD, COLORADO

ITEM 4 - South Drainageway thru Midland Site - Node H to Node E - continued

Construction - Midland Rotary - Structure No. 6:

	Quantity	UOM	Unit Costs	Estimated Costs	Revised Estimated Costs
Structural backfill - Class 1	500	cy	\$17.00	8,500	0
Concrete Box (12' x 6')	150	ft	\$433.00	64,950	0
Architectural Concrete - Class D	50	cy	\$400.00	20,000	0
Reinforcement	40,000	lb	\$0.50	20,000	0
Structural concrete coating	1,000	sf	\$1.50	1,500	0
Dry-stack Landscape walls	2,000	sf	\$30.00	60,000	0
Wingwall / Pilaster - stone veneer (375 sf/pi)	1,500	sf	\$40.00	60,000	0
Earthwork at wingwalls	500	cy	\$8.00	4,000	0
Rip rap at channel	20	cy	\$50.00	1,000	0
On-bridge steel traffic railing	200	ft	\$40.00	8,000	0
Pedestrian fence	140	ft	\$120.00	16,800	0
Lighting and electrical	6	ea	\$2,000	12,000	0
Mobilization and phasing		LS		<u>15,000</u>	<u>0</u>
				<u>291,750</u>	<u>0</u>
Open Channel - 96th to Rotary	275	ft	\$244.00	67,100	0
Open Channel - Rotary to pond	400	ft	\$105	42,000	0
Upper Pond at Transit Hub	24,600	sf	\$5.00	123,000	0
Waterfall at north end of upper pond		LS		30,000	0
Open Channel - Coalton to det. Pond	400	ft	\$244.00	97,600	0
North detention pond - 350' x 80'	28,000	sf	5	140,000	0
Mobilization		LS		<u>60,000</u>	<u>0</u>
				<u>559,700</u>	<u>0</u>
Total Construction				<u>1,542,325</u>	<u>0</u>

OFF-SITE

MID-CITIES METRO, L.L.C.  
 US 36 / 96th St. SUB-DISTRICT  
 BROOMFIELD, COLORADO

ITEM 4 - South Drainageway thru Midland Site - Node H to Node E - continued

	Quantity	UOM	Unit Costs	Estimated Costs	Revised Estimated Costs
Soft Costs:					
Engineering/approvals (10%)				154,233	0
Construction staking (3%)				46,270	0
Construction admin. (5%)				77,116	0
Testing and Inspection (6%)				92,540	0
Permits and Fees (0.5%)				7,712	0
Total Soft Costs				<u>377,870</u>	0
Contingency (10%)				154,233	0
Total				<u>2,074,427</u>	0

OFF-SITE

MID-CITIES METRO, L.L.C.  
 US 36 / 96th St. SUB-DISTRICT  
 BROOMFIELD, COLORADO

E8 ELEMENT No. 8 - STORM DRAINAGE

ITEM 5 - Upsize existing 6' x 10' Box Culvert at US 36 (Node T), and  
 downstream improvements to regional pond, and  
 outfall into Rock Creek drainageway

	Quantity	UOM	Unit Costs	Estimated Costs	Revised Estimated Costs
Construction:					
2 - 48" RCP - jacking pipe	400	ft	\$450.00	180,000	0
Headwalls and wingwalls	96	cy	\$325.00	31,200	0
Channel and drop structures to R. Cr.	750	ft	\$130.00	97,500	0
Rip rap at outfall - 50' x 50' x 3.5'	324	cy	\$45.00	14,580	0
Mobilization (6%)				<u>19,397</u>	0
				<u>342,677</u>	0
Soft Costs:					
Engineering design/approvals (10%)				34,268	0
Construction staking (3%)				10,280	0
Construction admin. (5%)				17,134	0
Testing and Inspection (6%)				20,561	0
Permits and Fees (0.5%)				1,713	0
				<u>83,956</u>	0
Contingency (10%)				<u>34,268</u>	0
Total				<u>460,901</u>	0

EXHIBIT C

LEGAL DESCRIPTION

A parcel of land located in the North half of Section 32 and the North half of the Northwest Quarter of Section 33, all in Township 1 South, Range 69 West of the Sixth Principal Meridian, County of Boulder, State of Colorado, being more particularly described as follows:

BEGINNING at the Northeast corner of said Section 32 and considering the East line of the Northeast Quarter of said Section 32 to bear South  $00^{\circ}03'33''$  West with all bearings contained herein relative thereto; thence South  $00^{\circ}03'33''$  West along the East line of said Section 32, a distance of 25.00 feet; thence South  $89^{\circ}44'34''$  East along a line lying twenty-five (25) feet South of and parallel with the North line of the Northwest Quarter of said Section 33, a distance of 64.00 feet to the East line of that parcel of land recorded at Reception No. 308446 of the Boulder County Records; thence South  $00^{\circ}03'33''$  West along the East line of said parcel, a distance of 1297.44 feet to the South line of the North half of the Northwest Quarter of said Section 33; thence North  $89^{\circ}45'58''$  West along said South line, a distance of 64.00 feet to the Southeast corner of the North half of the Northeast Quarter of said Section 32; thence South  $89^{\circ}52'13''$  West along the South line of the North half of the Northeast Quarter of said Section 32, a distance of 2641.81 feet to the Southeast corner of the North half of the Northwest Quarter of said Section 32; thence South  $89^{\circ}43'30''$  West along the South line of the North half of the Northwest Quarter of said Section 32, a distance of 2634.07 feet to the Southwest corner of the North half of the Northwest Quarter of said Section 32; thence North  $00^{\circ}04'05''$  East along the West line of the Northwest Quarter of said Section 32, a distance of 808.72 feet to the South right-of-way line of the Community Ditch as described in Book 86, at Page 179 of the Boulder County Records; thence along the Southerly right-of-way line of said Community Ditch the following twenty-nine (29) courses:

1. thence North  $89^{\circ}17'19''$  East, a distance of 196.90 feet to a point of curve;
2. thence along said curve to the left having a central angle of  $34^{\circ}56'29''$ , a radius of 142.88 feet, a distance of 87.13 feet to a point of reverse curve;
3. thence along said curve to the right having a central angle of  $22^{\circ}07'51''$ , a radius of 281.80 feet, a distance of 108.85 feet to a point of tangent;
4. thence North  $76^{\circ}28'41''$  East along said tangent, a distance of 76.18 feet to a point of curve;
5. thence along said curve to the left having a central angle of  $07^{\circ}12'23''$ , a radius of 999.42 feet, 125.70 feet to a point of reverse curve;
6. thence along said curve to the right having a central angle of  $14^{\circ}54'10''$ , a radius of 204.38 feet, 53.16 feet to a point of tangent;
7. thence North  $84^{\circ}10'28''$  East along said tangent, a distance of 48.49 feet to a point of curve;
8. thence along said curve to the right having a central angle of  $42^{\circ}48'10''$ , a radius of 179.12 feet, 133.81 feet to a point of tangent;
9. thence South  $53^{\circ}01'22''$  East along said tangent, a distance of 183.27 feet to a point of curve;
10. thence along said curve to the left having a central angle of  $45^{\circ}10'28''$ ,

- a radius of 145.19 feet, 114.47 feet to a point of tangent;
11. thence South  $81^{\circ}48'10''$  East along said tangent a distance of 157.50 feet to a point of curve;
  12. thence along said curve to the right having a central angle of  $60^{\circ}56'03''$ , a radius of 73.59 feet, 78.26 feet to a point of tangent;
  13. thence South  $37^{\circ}15'47''$  East along said tangent, a distance of 292.24 feet to a point of curve;
  14. thence along said curve to the left having a central angle of  $33^{\circ}39'37''$ , a radius of 124.18 feet, 72.95 feet to a point of tangent;
  15. thence South  $70^{\circ}55'24''$  East along said tangent, a distance of 43.23 feet to a point of curve;
  16. thence along said curve to the left having a central angle of  $37^{\circ}52'56''$ , a radius of 135.73 feet, 89.74 feet to a point of tangent;
  17. thence North  $71^{\circ}11'40''$  East along said tangent, a distance of 44.79 feet to a point of curve;
  18. thence along said curve to the right having a central angle of  $12^{\circ}43'05''$ , a radius of 427.86 feet, 94.97 feet to a point of compound curve;
  19. thence along said curve to the right having a central angle of  $62^{\circ}13'51''$ , a radius of 41.27 feet, 44.82 feet to a point of tangent;
  20. thence South  $33^{\circ}51'24''$  East along said tangent, a distance of 57.88 feet to a point of curve;
  21. thence along said curve to the left having a central angle of  $94^{\circ}36'50''$ , a radius of 108.03 feet, 178.39 feet to a point of tangent;
  22. thence North  $51^{\circ}31'46''$  East along said tangent, a distance of 42.54 feet to a point of curve;
  23. thence along said curve to the right having a central angle of  $33^{\circ}15'37''$ , a radius of 125.66 feet, 72.95 feet to a point of tangent;
  24. thence North  $84^{\circ}47'23''$  East along said tangent, a distance of 54.32 feet to a point of curve;
  25. thence along said curve to the left having a central angle of  $13^{\circ}28'38''$ , a radius of 304.29 feet, 71.58 feet to a point of tangent;
  26. thence North  $71^{\circ}18'45''$  East along said tangent, a distance of 34.03 feet to a point of curve;
  27. thence along said curve to the right having a central angle of  $40^{\circ}35'16''$ , a radius of 164.30 feet, 116.39 feet to a point of tangent;
  28. thence South  $68^{\circ}05'59''$  East along said tangent, a distance of 149.94 feet;
  29. thence South  $64^{\circ}26'32''$  East, a distance of 10.17 feet to the Southerly extension of the East line of that parcel of land recorded in Book 1038, Page 199 of the Boulder County Records;

thence North  $00^{\circ}55'37''$  East along said Southerly extension and along said East line, a distance of 532.27 feet; thence South  $89^{\circ}51'37''$  West along the Southerly line of said parcel recorded in Book 1038, Page 199, a distance of 186.50 feet; thence North  $00^{\circ}55'37''$  East along the East line of said parcel of land recorded in Book 1038, Page 199 and its Northerly extension, a distance of 364.13 feet to the North line of the Northwest Quarter of said Section 32; thence North  $89^{\circ}51'37''$  East along said North line, a distance of 284.69 feet to the North Quarter corner of said Section 32; thence South  $89^{\circ}50'54''$  East along the North line of the Northeast Quarter of said Section 32, a distance of 2642.14 feet to the POINT OF BEGINNING. Containing 126.631 acres, more or less.

Excepting therefrom the following described parcel:

A parcel of land located in the Northeast quarter of Section 32, Township 1 South, Range 69 West of the Sixth Principal Meridian, County of Boulder, State of Colorado, more particularly described as follows:

Commencing at the Northeast Corner of said Section 32; thence South  $00^{\circ}03'33''$  West along the East line of the Northeast Quarter of said Section 32, a distance of 30.00 feet to the POINT OF BEGINNING; thence continuing South  $00^{\circ}03'33''$  West along said East line, a distance of 956.23 feet to the South right-of-way line of the Community Ditch as described in Book 86, Page 179 of the Boulder County Records; thence North  $70^{\circ}58'20''$  West along said South right-of-way line, a distance of 248.49 feet to a line lying 235.00 feet West of and parallel with the East line of the Northeast Quarter of said Section 32; thence North  $00^{\circ}03'33''$  East along said line, a distance of 875.83 feet to the South line of Coalton Road, said line lying 30.00 feet South of and parallel with the North line of the Northeast Quarter of said Section 32; thence South  $89^{\circ}50'54''$  East along said line, a distance of 235.00 feet to the POINT OF BEGINNING, containing 4.942 acres, more or less.

Resulting in a net acreage of 121.689 acres, more or less.

MidCities Metropolitan District  
 Economic Impact Analysis  
 District Tax Revenue Estimates  
 Bond Baseline Scenario 1

Development Program

	Total SF	Est. Sales Per SF	% Taxable Sales/SF	Taxable Sales/SF	Potential Taxable Sales	Completion Date
<i>MidCities Property</i>						
Retail/Service	471,441	\$250	90%	\$225	\$106,074,225	2003
Office	634,528	\$0	0%	\$0	\$0	2003
Hotel	680,000	\$60	100%	\$60	\$40,460,000	2000
<i>Subtotal MidCities Property</i>	<i>1,785,969</i>					

MidCities Metropolitan District  
 Economic Impact Analysis  
 District Tax Revenue Estimates  
 and Baseline Scenario 1

Development Timing

	Total	1999	2000	2001	2002	2003	2004	2005	2006	2007	2008
MidCities Property (New SF)											
Retail/Service	471,441	0	155,000	245,108	40,000	31,333	0	0	0	0	0
Office	634,528	105,000	80,000	186,888	162,640	100,000	0	0	0	0	0
Hotel	680,000	0	80,000	200,000	400,000	0	0	0	0	0	0
<b>ubtotal MidCities Property</b>	<b>1,785,969</b>										
MidCities Property (Cumulative SF)											
Retail/Service	471,441	0	155,000	400,108	440,108	471,441	471,441	471,441	471,441	471,441	471,441
Office	634,528	105,000	185,000	371,888	534,528	634,528	634,528	634,528	634,528	634,528	634,528
Hotel	680,000	0	80,000	280,000	680,000	680,000	680,000	680,000	680,000	680,000	680,000
<b>ubtotal MidCities Property</b>	<b>1,785,969</b>										

	2009	2010	2011	2012	2013	2014	2015	2016	2017	2018	Total
MidCities Property (New SF)											
Retail/Service	0	0	0	0	0	0	0	0	0	0	471,441
Office	0	0	0	0	0	0	0	0	0	0	634,528
Hotel	0	0	0	0	0	0	0	0	0	0	680,000
<b>ubtotal MidCities Property</b>	<b>0</b>										
MidCities Property (Cumulative SF)											
Retail/Service	471,441	471,441	471,441	471,441	471,441	471,441	471,441	471,441	471,441	471,441	471,441
Office	634,528	634,528	634,528	634,528	634,528	634,528	634,528	634,528	634,528	634,528	634,528
Hotel	680,000	680,000	680,000	680,000	680,000	680,000	680,000	680,000	680,000	680,000	680,000
<b>ubtotal MidCities Property</b>	<b>1,785,969</b>										



idCities Metropolitan District  
 Economic Impact Analysis  
 District Tax Revenue Estimates  
 and Baseline Scenario 1

	Assumption Factor	Year											Total
		1999	2000	2001	2002	2003	2004	2005	2006	2007	2008		
idCities Property Retail/Service Office		\$0	\$0	\$38,108,854	\$101,323,143	\$114,796,304	\$126,658,172	\$130,457,917	\$134,371,655	\$138,402,804	\$142,554,888	\$0	\$0
Hotel		\$0	\$0	\$5,201,381	\$18,750,977	\$46,904,229	\$48,311,356	\$49,760,697	\$51,253,517	\$52,791,123	\$54,374,857	\$0	\$0
idCities Property Sales Tax Revenue	3.50%	\$0	\$0	\$1,515,858	\$4,202,594	\$5,659,519	\$6,123,933	\$6,307,651	\$6,496,881	\$6,691,787	\$6,892,541	\$0	\$0

	Assumption Factor	Year											Total
		2009	2010	2011	2012	2013	2014	2015	2016	2017	2018		
idCities Property Retail/Service Office		\$146,831,535	\$151,236,481	\$155,773,576	\$160,446,783	\$165,260,186	\$170,217,992	\$175,324,532	\$180,584,268	\$186,001,796	\$191,581,849	\$0	\$0
Hotel		\$56,006,102	\$57,686,285	\$59,416,874	\$61,199,380	\$63,035,362	\$64,926,423	\$66,874,215	\$68,880,442	\$70,946,855	\$73,075,261	\$0	\$0
idCities Property Sales Tax Revenue		\$7,099,317	\$7,312,297	\$7,531,666	\$7,757,616	\$7,990,344	\$8,230,055	\$8,476,956	\$8,731,265	\$8,993,203	\$9,262,999	\$0	\$0

idCities Metropolitan District  
Economic Impact Analysis  
District Tax Revenue Estimates  
and Baseline Scenario 1

Property Tax Revenue Estimates

	Assumption Factor	Year											Total				
		1999	2000	2001	2002	2003	2004	2005	2006	2007	2008						
	29%																
idCities Property Retail/Service Office Hotel	\$100 \$100 \$100	\$0 \$0 \$0	\$0 \$0 \$0	\$0 \$3,231,378 \$0	\$4,865,533 \$5,807,249 \$2,511,243	\$12,810,795 \$11,907,238 \$8,965,136	\$14,373,360 \$17,456,995 \$22,207,923	\$15,704,588 \$21,137,323 \$22,652,081	\$16,018,680 \$21,560,070 \$23,105,123	\$16,339,053 \$21,991,271 \$23,567,225	\$16,665,835 \$22,431,097 \$24,038,570						
idCities Property Tax Revenue	0.02700	\$0	\$0	\$87,247	\$355,969	\$909,446	\$1,459,033	\$1,606,338	\$1,638,465	\$1,671,234	\$1,704,659						

	Assumption Factor	Year											Total
		2009	2010	2011	2012	2013	2014	2015	2016	2017	2018		
idCities Property Retail/Service Office Hotel	\$16,999,151 \$22,879,719 \$24,519,341	\$17,339,134 \$23,337,313 \$25,009,728	\$17,685,917 \$23,804,059 \$25,509,923	\$18,039,635 \$24,280,140 \$26,020,121	\$18,400,428 \$24,765,743 \$26,540,524	\$18,768,437 \$25,261,058 \$27,071,334	\$19,143,805 \$25,766,279 \$27,612,761	\$19,526,681 \$26,281,605 \$28,165,016	\$19,917,215 \$26,807,237 \$28,728,316	\$20,315,559 \$27,343,382 \$29,302,883	\$20,777,843 \$27,917,621 \$28,883,301		
idCities Property Tax Revenue	\$1,738,752	\$1,773,527	\$1,808,997	\$1,845,177	\$1,882,081	\$1,919,722	\$1,958,117	\$1,997,279	\$2,037,225	\$2,077,969	\$21,471,236		

**Mid-Cities Metropolitan District  
Economic Impact Analysis  
District Tax Revenue Estimates  
and Baseline Scenario 1**

Base Tax Revenue Estimates	Assumption Factor	Year											Total							
		1999	2000	2001	2002	2003	2004	2005	2006	2007	2008									
Mid-Cities Property	50%																			
Retail/Service	\$100	\$0	\$8,063,100	\$13,005,529	\$2,164,864	\$1,729,708	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0
Office	\$100	\$5,355,000	\$4,161,600	\$9,916,352	\$8,802,338	\$5,520,404	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0
Hotel	\$100	\$0	\$4,161,600	\$10,612,080	\$21,648,643	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0
Mid-Cities Use Tax Revenue	3.50%	\$187,425	\$573,521	\$1,173,689	\$1,141,555	\$253,754	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0
Mid-Cities Property																				
Retail/Service		\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0
Office		\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0
Hotel		\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0
Mid-Cities Use Tax Revenue		\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0

Base Tax Revenue Summary	1999-2018 Revenue Total	% of
Mid-Cities Property	\$125,276,482	79.8%
Sales Tax Revenue	\$3,329,943	2.1%
Use Tax Revenue	\$28,471,236	18.1%
Property Tax Revenue		
Total Tax Revenue	\$157,077,661	100.0%
Source: Leland Consulting Group		

MidCities Metropolitan District  
Economic Impact Analysis  
District Tax Revenue Estimates  
Bond Baseline Scenario 1

Sales Tax Sharing Estimate	Year									
	1999	2000	2001	2002	2003	2004	2005	2006	2007	2008
MidCities Property										
Retail/Service	\$0	\$38,108,854	\$101,323,143	\$114,796,304	\$126,658,172	\$130,457,917	\$134,371,655	\$138,402,804	\$142,554,888	\$0
Office	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0
Hotel	\$0	\$5,201,381	\$18,750,977	\$46,904,229	\$48,311,356	\$49,760,697	\$51,253,517	\$52,791,123	\$54,374,857	\$0
MidCities Property Sales Tax Revenue	3.50%	\$0	\$1,515,858	\$4,202,894	\$5,689,519	\$6,123,933	\$6,307,651	\$6,496,881	\$6,691,787	\$6,892,541
Sales Tax Sharing Cash Flow	50.0%	\$0	\$757,929	\$2,101,297	\$2,829,759	\$3,061,967	\$3,153,826	\$3,248,441	\$3,345,894	\$3,446,271

Sales Tax Sharing Revenues @:  
 10 Years \$21,945,383  
 12 Years \$29,151,190  
 15 Years \$40,791,003  
 20 Years \$62,638,241

Source: Leland Consulting Group

Metro District Property Tax Estimate

MidCities Property	Year									
	1999	2000	2001	2002	2003	2004	2005	2006	2007	2008
Retail/Service	\$0	\$0	\$4,865,533	\$12,810,795	\$14,373,360	\$15,704,588	\$16,018,680	\$16,339,053	\$16,665,835	\$0
Office	\$0	\$0	\$5,807,249	\$11,907,238	\$17,456,895	\$21,137,323	\$21,560,070	\$21,991,271	\$22,431,097	\$0
Hotel	\$0	\$0	\$2,511,243	\$8,965,136	\$22,207,923	\$22,652,081	\$23,105,123	\$23,567,225	\$24,038,570	\$0
MidCities Property Tax Revenue	0.02700	\$0	\$87,247	\$355,969	\$909,446	\$1,459,033	\$1,606,338	\$1,638,465	\$1,671,234	\$1,704,659
Property Tax Cash Flow	100.0%	\$0	\$87,247	\$355,969	\$909,446	\$1,459,033	\$1,606,338	\$1,638,465	\$1,671,234	\$1,704,659

Property Tax Revenues @:  
 10 Years \$9,432,390  
 12 Years \$12,944,668  
 15 Years \$18,480,923  
 20 Years \$28,471,236

Source: Leland Consulting Group

Total Tax Sharing Estimate

MidCities Property	Year									
	1999	2000	2001	2002	2003	2004	2005	2006	2007	2008
Sales Tax Sharing Cash Flow	\$0	\$0	\$757,929	\$2,101,297	\$2,829,759	\$3,061,967	\$3,153,826	\$3,248,441	\$3,345,894	\$3,446,271
Property Tax Cash Flow	\$0	\$0	\$87,247	\$355,969	\$909,446	\$1,459,033	\$1,606,338	\$1,638,465	\$1,671,234	\$1,704,659
Total Tax Sharing Cash Flow	\$0	\$0	\$845,176	\$2,457,266	\$3,739,205	\$4,521,000	\$4,760,164	\$4,886,905	\$5,017,128	\$5,150,929

Total Tax Sharing Revenues @:  
 10 Years \$31,377,772  
 12 Years \$42,095,858  
 15 Years \$59,271,926  
 20 Years \$91,109,477

Source: Leland Consulting Group

MidCities Metropolitan District  
Economic Impact Analysis  
District Tax Revenue Estimates  
Bond Baseline Scenario 1

Assumption Factor	2009	2010	2011	2012	2013	2014	2015	2016	2017	2018	Total
<b>Sales Tax Sharing Estimate</b>											
MidCities Property	\$146,831,535	\$151,236,481	\$155,773,576	\$160,446,783	\$165,260,186	\$170,217,992	\$175,324,532	\$180,584,268	\$186,001,796	\$191,581,849	\$2,609,932,734
Retail/Service	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0
Office	\$56,006,102	\$57,886,285	\$59,416,874	\$61,199,380	\$63,035,362	\$64,926,423	\$66,874,215	\$68,880,442	\$70,946,855	\$73,075,261	\$969,395,335
Hotel	\$7,989,317	\$7,312,297	\$7,531,666	\$7,757,616	\$7,990,344	\$8,230,055	\$8,476,956	\$8,731,265	\$8,993,203	\$9,262,999	\$125,276,482
MidCities Property Sales Tax Revenue											
3.50%											
\$7,989,317	\$7,312,297	\$7,531,666	\$7,757,616	\$7,990,344	\$8,230,055	\$8,476,956	\$8,731,265	\$8,993,203	\$9,262,999	\$9,262,999	\$125,276,482
50.0%											
\$3,549,659	\$3,656,148	\$3,765,833	\$3,878,808	\$3,995,172	\$4,115,027	\$4,238,478	\$4,365,632	\$4,496,601	\$4,631,499	\$4,631,499	\$62,638,241
<b>Sales Tax Sharing Revenues @:</b>											
10 Years											
12 Years											
15 Years											
20 Years											

Source: Leland Consulting Group

10 Years  
12 Years  
15 Years  
20 Years

Metro District Property Tax Estimate

Assumption Factor	2009	2010	2011	2012	2013	2014	2015	2016	2017	2018	Total
MidCities Property	\$16,999,151	\$17,339,134	\$17,685,917	\$18,039,635	\$18,400,428	\$18,768,437	\$19,143,805	\$19,526,681	\$19,917,215	\$20,315,559	\$282,913,806
Retail/Service	\$22,879,719	\$23,337,313	\$23,804,059	\$24,280,140	\$24,765,743	\$25,261,058	\$25,766,279	\$26,281,605	\$26,807,237	\$27,343,382	\$376,049,156
Office	\$24,519,341	\$25,009,728	\$25,509,923	\$26,020,121	\$26,540,524	\$27,071,334	\$27,612,761	\$28,165,016	\$28,728,316	\$29,302,883	\$395,527,248
Hotel	\$1,738,752	\$1,773,527	\$1,808,997	\$1,845,177	\$1,882,081	\$1,919,722	\$1,958,117	\$1,997,279	\$2,037,225	\$2,077,969	\$28,471,236
MidCities Property Tax Revenue											
0.02700											
\$1,738,752	\$1,773,527	\$1,808,997	\$1,845,177	\$1,882,081	\$1,919,722	\$1,958,117	\$1,997,279	\$2,037,225	\$2,077,969	\$2,077,969	\$28,471,236
100.0%											
\$1,738,752	\$1,773,527	\$1,808,997	\$1,845,177	\$1,882,081	\$1,919,722	\$1,958,117	\$1,997,279	\$2,037,225	\$2,077,969	\$2,077,969	\$28,471,236
<b>Property Tax Cash Flow</b>											
100.0%											
\$1,738,752	\$1,773,527	\$1,808,997	\$1,845,177	\$1,882,081	\$1,919,722	\$1,958,117	\$1,997,279	\$2,037,225	\$2,077,969	\$2,077,969	\$28,471,236
<b>Property Tax Revenues @:</b>											
10 Years											
12 Years											
15 Years											
20 Years											

Source: Leland Consulting Group

10 Years  
12 Years  
15 Years  
20 Years

Total Tax Sharing Estimate

Assumption Factor	2009	2010	2011	2012	2013	2014	2015	2016	2017	2018	Total
MidCities Property	\$3,549,659	\$3,656,148	\$3,765,833	\$3,878,808	\$3,995,172	\$4,115,027	\$4,238,478	\$4,365,632	\$4,496,601	\$4,631,499	\$62,638,241
Sales Tax Sharing Cash Flow	\$1,738,752	\$1,773,527	\$1,808,997	\$1,845,177	\$1,882,081	\$1,919,722	\$1,958,117	\$1,997,279	\$2,037,225	\$2,077,969	\$28,471,236
Property Tax Cash Flow	\$5,288,410	\$5,429,675	\$5,574,830	\$5,723,985	\$5,877,253	\$6,034,750	\$6,196,595	\$6,362,912	\$6,533,826	\$6,709,469	\$91,109,477
<b>Total Tax Sharing Revenues @:</b>											
10 Years											
12 Years											
15 Years											
20 Years											

Source: Leland Consulting Group

10 Years  
12 Years  
15 Years  
20 Years

**MID-CITIES METROPOLITAN DISTRICT  
FINANCIAL PLAN SUMMARY  
BOND SCENARIO #1**

	1999	2000	2001	2002	2003	2004	2005	2006	2007
<b>REVENUES:</b>									
Sales Tax	0	132,500	1,220,171	2,293,272	2,683,315	2,909,920	3,045,108	3,136,452	3,230,544
Property Tax	0	0	27,701	594,673	1,246,828	1,513,248	1,596,896	1,638,468	1,671,228
Use Tax	12,138	859,203	512,552	233,071	30,408	0	0	0	0
Interest Income	553,107	192,159	76,249	16,293	2,753	13,016	36,613	67,595	104,671
<b>TOTAL REVENUES</b>	565,245	1,183,862	1,836,673	3,137,309	3,963,304	4,436,184	4,678,617	4,842,455	5,006,443
<b>OPERATING EXPENDITURES:</b>									
General and Administrative (legal, accounting, audit, insurance, & administrative)	67,500	90,000	92,700	95,484	98,340	101,292	104,340	107,472	110,700
Contingency	37,503	50,004	51,504	53,040	54,636	56,280	57,960	59,700	61,488
<b>TOTAL OPERATING EXPENDITURES</b>	105,003	140,004	144,204	148,524	152,976	157,572	162,300	167,172	172,188
<b>INFRASTRUCTURE COSTS</b>	22,082,501	6,451,743	0	0	0	0	0	0	0
<b>BOND RETIREMENT</b>	2,813,396	3,829,392	3,829,392	3,829,392	3,829,392	3,829,392	3,829,392	3,829,392	3,829,392
<b>BOND PROCEEDS</b>	(36,771,994)	0	0	0	0	0	0	0	0
<b>TOTAL EXPENDITURES</b>	(11,771,094)	10,421,139	3,973,596	3,977,916	3,982,368	3,986,964	3,991,692	3,996,564	4,001,580
<b>NET ANNUAL REVENUES/EXPENDITURES</b>	12,336,339	(9,237,277)	(2,136,923)	(840,607)	(19,064)	449,220	686,925	845,891	1,004,863
<b>BEGINNING FUNDS AVAILABLE - JANUARY 1</b>	0	12,336,339	3,099,062	962,139	121,532	102,468	551,688	1,238,613	2,084,504
<b>ENDING FUNDS BALANCE - DECEMBER 31</b>	12,336,339	3,099,062	962,139	121,532	102,468	551,688	1,238,613	2,084,504	3,089,367

**EXHIBIT F**



# Midcities Metropolitan District

## Financial Plan

### Bond Baseline Scenario #1

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**\*NOTE:** Detail is available upon request.



**Bond Schedule**  
 Bond Baseline Scenario #1  
 Midlevel Metropolitan District  
 Financial Plan

**Money available to repay Bonds:**

Yr.	Mo.	#	C.F. from Taxes (less Expenses (le., Bond NOI, see Page 12)	Bond Draw- Down for Cap. & Exp. (see Page 3)	Bond Monthly Debt Service (Princ. & Int.)	Interest Earned This Cash Escrow	Final Repayment from Cash Escrow	<b>Bond Cash Flow:</b>							
								Beginning Cash Escrow Balance	Beginning Bond Balance	Interest Thereof (Informational)	Principal Thereof	Repayment from Cash Escrow	Ending Bond Balance		
1998	1	1	0	0	0	0	0	0	0	0	0	0	0	0	0
	2	2	0	0	0	0	0	0	0	0	0	0	0	0	0
	3	3	0	0	0	0	0	0	0	0	0	0	0	0	0
	4	4	0	0	0	0	0	0	0	0	0	0	0	0	0
	5	5	0	0	0	0	0	0	0	0	0	0	0	0	0
	6	6	0	0	0	0	0	0	0	0	0	0	0	0	0
	7	7	0	0	0	0	0	0	0	0	0	0	0	0	0
	8	8	0	0	0	0	0	0	0	0	0	0	0	0	0
	9	9	0	0	0	0	0	0	0	0	0	0	0	0	0
	10	10	0	0	0	0	0	0	0	0	0	0	0	0	0
	11	11	0	0	0	0	0	0	0	0	0	0	0	0	0
	12	12	0	0	0	0	0	0	0	0	0	0	0	0	0
1999	1	13	0	0	0	0	0	0	0	0	0	0	0	0	0
	2	14	0	0	0	0	0	0	0	0	0	0	0	0	0
	3	15	0	0	0	0	0	0	0	0	0	0	0	0	0
	4	16	(11,667)	(4,877,853)	(260,468)	0	0	0	0	0	0	0	0	0	0
	5	17	(11,667)	(2,150,581)	(319,116)	97,135	0	31,622,006	36,771,994	(260,468)	(58,648)	0	0	0	36,771,994
	6	18	(11,667)	(2,150,581)	(319,116)	89,188	0	29,237,778	36,771,994	(260,468)	(59,063)	0	0	0	36,713,346
	7	19	(11,667)	(2,150,581)	(319,116)	81,214	0	26,845,603	36,713,346	(260,053)	(59,063)	0	0	0	36,634,283
	8	20	(11,667)	(2,150,581)	(319,116)	73,214	0	24,445,454	36,634,283	(259,635)	(59,481)	0	0	0	36,594,802
	9	21	(11,667)	(2,150,581)	(319,116)	65,186	0	22,037,304	36,594,802	(259,213)	(59,903)	0	0	0	36,534,899
	10	22	(11,667)	(2,150,581)	(319,116)	57,133	0	19,621,128	36,474,572	(258,789)	(60,327)	0	0	0	36,413,818
	11	23	(11,667)	(2,150,581)	(319,116)	49,052	0	17,196,897	36,413,818	(257,991)	(61,185)	0	0	0	36,352,633
	12	24	471	(2,150,581)	(319,116)	40,985	0	14,764,586	36,352,633	(257,498)	(61,618)	0	0	0	36,291,015
2000	1	25	39,914	(2,150,581)	(319,116)	33,022	0	12,336,345	36,291,015	(257,061)	(62,055)	0	0	0	36,228,960
	2	26	9,939,585	(2,150,581)	(319,116)	25,053	0	9,939,585	36,228,960	(256,622)	(62,494)	0	0	0	36,166,466
	3	27	7,540,948	(2,150,581)	(319,116)	17,037	0	7,540,948	36,166,466	(256,179)	(62,937)	0	0	0	36,103,550
	4	28	39,933	0	(319,116)	16,032	0	5,128,222	36,103,550	(255,733)	(63,383)	0	0	0	36,040,147
	5	29	4,825,628	0	(319,116)	15,024	0	4,825,628	36,040,147	(255,284)	(63,832)	0	0	0	35,976,316
	6	30	696	0	(319,116)	14,141	0	4,522,232	35,976,316	(254,832)	(64,284)	0	0	0	35,912,032
	7	31	57,641	0	(319,116)	13,317	0	4,256,455	35,912,032	(254,377)	(64,739)	0	0	0	35,847,293
	8	32	185,345	0	(319,116)	12,515	0	4,008,296	35,847,293	(253,918)	(65,198)	0	0	0	35,782,095
	9	33	3,887,440	0	(319,116)	12,408	0	3,887,440	35,782,095	(253,457)	(65,659)	0	0	0	35,716,436
	10	34	154,146	0	(319,116)	11,888	0	3,734,878	35,716,436	(252,991)	(66,124)	0	0	0	35,650,311
	11	35	150,726	0	(319,116)	11,888	0	3,578,377	35,650,311	(252,523)	(66,593)	0	0	0	35,583,718
	12	36	48,666	0	(319,116)	11,026	0	3,318,953	35,583,718	(252,051)	(67,061)	0	0	0	35,516,654
2001	1	37	88,941	0	(319,116)	10,296	0	3,099,074	35,516,654	(251,576)	(67,540)	0	0	0	35,449,114
	2	38	164,389	0	(319,116)	9,814	0	2,954,161	35,449,114	(251,098)	(68,018)	0	0	0	35,381,096
	3	39	144,663	0	(319,116)	9,266	0	2,788,974	35,381,096	(250,616)	(68,500)	0	0	0	35,312,596
	4	40	119,773	0	(319,116)	8,632	0	2,598,263	35,312,596	(250,131)	(68,985)	0	0	0	35,243,611
	5	41	83,502	0	(319,116)	7,839	0	2,359,649	35,243,611	(249,642)	(69,474)	0	0	0	35,174,138
	6	42	122,579	0	(319,116)	7,080	0	2,131,121	35,174,138	(249,150)	(69,966)	0	0	0	35,104,172
	7	43	149,954	0	(319,116)	6,449	0	1,941,033	35,104,172	(248,655)	(70,461)	0	0	0	35,033,711
	8	44	154,495	0	(319,116)	5,977	0	1,777,777	35,033,711	(248,155)	(70,960)	0	0	0	34,962,750
	9	45	141,654	0	(319,116)	4,804	0	1,445,875	34,962,750	(247,653)	(71,463)	0	0	0	34,891,287
	10	46	141,938	0	(319,116)	4,229	0	1,445,875	34,891,287	(247,147)	(71,969)	0	0	0	34,819,318
	11	47	143,069	0	(319,116)	3,656	0	1,272,926	34,819,318	(246,637)	(72,479)	0	0	0	34,746,839
	12	48	177,538	0	(319,116)	3,197	0	1,100,535	34,746,839	(246,123)	(72,992)	0	0	0	34,673,846
2002	1	49	215,476	0	(319,116)	2,862	0	962,153	34,673,846	(245,606)	(73,509)	0	0	0	34,600,337
	2	50	217,826	0	(319,116)	2,534	0	861,376	34,600,337	(245,086)	(74,030)	0	0	0	34,526,307
	3	51	196,341	0	(319,116)	2,133	0	762,620	34,526,307	(244,561)	(74,555)	0	0	0	34,451,752
	4	52	197,689	0	(319,116)	1,735	0	641,978	34,451,752	(244,033)	(75,083)	0	0	0	34,376,669
	5	53	201,215	0	(319,116)	1,348	0	522,286	34,376,669	(243,501)	(75,614)	0	0	0	34,301,055
	6	54	201,215	0	(319,116)	1,195	0	405,733	34,301,055	(242,972)	(76,150)	0	0	0	34,224,905
	7	55	271,892	0	(319,116)	1,096	0	329,835	34,224,905	(242,426)	(76,689)	0	0	0	34,148,215
	8	56	288,152	0	(319,116)	1,006	0	302,905	34,148,215	(241,883)	(77,233)	0	0	0	34,070,983
	9	57	291,179	0	(319,116)	830	0	249,779	34,070,983	(241,336)	(77,780)	0	0	0	33,993,203
	10	58	265,161	0	(319,116)	644	0	193,982	33,993,203	(240,785)	(78,331)	0	0	0	33,914,872
	11	59	262,674	0	(319,116)	506	0	159,982	33,914,872	(240,230)	(78,886)	0	0	0	33,835,987
	12	60	276,800	0	(319,116)	404	0	121,547	33,835,987	(239,672)	(79,444)	0	0	0	33,756,542
2003	1	61	288,087	0	(319,116)	338	0	101,873	33,756,542	(239,109)	(80,007)	0	0	0	33,676,535
	2	62	299,103	0	(319,116)	273	0	82,134	33,676,535	(238,542)	(80,574)	0	0	0	33,595,961
	3	63	299,103	0	(319,116)	214	0	64,440	33,595,961	(237,971)	(81,145)	0	0	0	33,514,817
	4	64	301,208	0	(319,116)	174	0	52,458	33,514,817	(237,397)	(81,719)	0	0	0	33,433,098
	5	65	306,959	0	(319,116)	146	0	44,044	33,433,098	(236,818)	(82,298)	0	0	0	33,350,799
	6	66	310,556	0	(319,116)	137	0	41,238	33,350,799	(236,235)	(82,881)	0	0	0	33,267,918

**Bond Schedule**  
 Middlesex Metropolitan District  
 Bond Baseline Scenario #1  
 Financial Plan

Yr.	Mo.	#	C.F. from Taxes			Money available to repay Bonds:			Total Avail. for Bond Repayment	Bond Cash Flow:			Ending Bond Balance	
			Less Expenses (see Page 12)	Bond Draw-Down for Cap. & Exp. (see Page 3)	Debt Service (Princ. & Int.)	Bond Monthly Service	Interest Earned on This Cash Escrow	Repayment from Cash Escrow		Final Repayment from Cash Escrow	Beginning Bond Balance	Interest Thereof (Informational)		Principal Thereof
2003	7	67	41,238	0	(319,116)	169	50,760	0	33,267,918	(235,648)	(83,468)	0	33,184,450	
	8	68	328,469	0	(319,116)	200	60,313	0	33,184,450	(235,057)	(84,059)	0	33,100,391	
	9	69	328,469	0	(319,116)	232	69,899	0	33,100,391	(234,461)	(84,655)	0	33,015,736	
	10	70	324,085	0	(319,116)	250	75,117	0	33,015,736	(233,861)	(85,254)	0	32,930,482	
	11	71	327,878	0	(319,116)	280	84,159	0	32,930,482	(233,258)	(85,858)	0	32,844,623	
	12	72	337,096	0	(319,116)	340	102,480	0	32,844,623	(232,649)	(86,466)	0	32,758,157	
	2004	1	73	346,046	0	(319,116)	431	129,841	0	32,758,157	(232,037)	(87,079)	0	32,671,078
		2	74	346,046	0	(319,116)	523	157,294	0	32,671,078	(231,420)	(87,696)	0	32,583,382
		3	75	353,418	0	(319,116)	614	184,838	0	32,583,382	(230,799)	(88,317)	0	32,495,065
		4	76	356,349	0	(319,116)	730	219,870	0	32,495,065	(229,173)	(88,943)	0	32,406,122
		5	77	359,255	0	(319,116)	857	257,960	0	32,406,122	(227,543)	(89,573)	0	32,316,550
		6	78	359,255	0	(319,116)	994	299,092	0	32,316,550	(225,909)	(90,207)	0	32,226,343
7		79	359,255	0	(319,116)	1,131	340,362	0	32,226,343	(224,270)	(90,846)	0	32,135,497	
8		80	340,362	0	(319,116)	1,268	381,769	0	32,135,497	(222,626)	(91,489)	0	32,044,007	
9		81	359,255	0	(319,116)	1,406	423,313	0	32,044,007	(220,978)	(92,138)	0	31,951,870	
10		82	359,255	0	(319,116)	1,545	464,997	0	31,951,870	(219,326)	(92,790)	0	31,859,080	
11		83	362,160	0	(319,116)	1,684	506,819	0	31,859,080	(217,676)	(93,447)	0	31,765,632	
12		84	371,736	0	(319,116)	1,833	551,697	0	31,765,632	(216,022)	(94,109)	0	31,671,523	
2005	1	85	371,736	0	(319,116)	2,014	606,331	0	31,671,523	(214,369)	(94,776)	0	31,576,747	
	2	86	371,736	0	(319,116)	2,197	661,148	0	31,576,747	(212,715)	(95,447)	0	31,481,300	
	3	87	371,736	0	(319,116)	2,379	716,147	0	31,481,300	(211,062)	(96,123)	0	31,385,176	
	4	88	371,736	0	(319,116)	2,563	771,330	0	31,385,176	(209,408)	(96,804)	0	31,288,372	
	5	89	374,095	0	(319,116)	2,754	829,064	0	31,288,372	(207,754)	(97,490)	0	31,190,882	
	6	90	374,095	0	(319,116)	2,947	886,990	0	31,190,882	(206,100)	(98,180)	0	31,092,702	
	7	91	374,095	0	(319,116)	3,140	945,109	0	31,092,702	(204,446)	(98,876)	0	30,993,826	
	8	92	374,095	0	(319,116)	3,334	1,003,421	0	30,993,826	(202,792)	(99,576)	0	30,894,250	
	9	93	374,095	0	(319,116)	3,528	1,061,929	0	30,894,250	(201,138)	(100,282)	0	30,793,968	
	10	94	374,095	0	(319,116)	3,723	1,120,631	0	30,793,968	(199,484)	(100,992)	0	30,692,976	
	11	95	374,095	0	(319,116)	3,919	1,179,529	0	30,692,976	(197,830)	(101,707)	0	30,591,269	
	12	96	374,095	0	(319,116)	4,115	1,238,623	0	30,591,269	(196,176)	(102,428)	0	30,488,841	
2006	1	97	383,979	0	(319,116)	4,345	1,307,831	0	30,488,841	(194,522)	(103,153)	0	30,385,688	
	2	98	383,979	0	(319,116)	4,576	1,377,271	0	30,385,688	(192,868)	(103,884)	0	30,281,804	
	3	99	383,979	0	(319,116)	4,807	1,446,941	0	30,281,804	(191,214)	(104,620)	0	30,177,184	
	4	100	383,979	0	(319,116)	5,039	1,516,844	0	30,177,184	(189,560)	(105,361)	0	30,071,823	
	5	101	383,979	0	(319,116)	5,272	1,586,980	0	30,071,823	(187,906)	(106,107)	0	29,965,716	
	6	102	383,979	0	(319,116)	5,506	1,657,349	0	29,965,716	(186,252)	(106,859)	0	29,858,857	
	7	103	383,979	0	(319,116)	5,741	1,727,954	0	29,858,857	(184,598)	(107,616)	0	29,751,241	
	8	104	383,979	0	(319,116)	5,976	1,798,793	0	29,751,241	(182,944)	(108,378)	0	29,642,863	
	9	105	383,979	0	(319,116)	6,212	1,869,869	0	29,642,863	(181,290)	(109,146)	0	29,533,718	
	10	106	383,979	0	(319,116)	6,449	1,941,181	0	29,533,718	(179,636)	(109,919)	0	29,423,799	
	11	107	383,979	0	(319,116)	6,687	2,012,731	0	29,423,799	(177,982)	(110,697)	0	29,313,102	
	12	108	383,979	0	(319,116)	6,925	2,084,520	0	29,313,102	(176,328)	(111,481)	0	29,201,620	
2007	1	109	394,133	0	(319,116)	7,198	2,166,736	0	29,201,620	(174,674)	(112,271)	0	29,089,349	
	2	110	394,133	0	(319,116)	7,473	2,249,226	0	29,089,349	(173,020)	(113,066)	0	28,976,283	
	3	111	394,133	0	(319,116)	7,747	2,331,991	0	28,976,283	(171,366)	(113,867)	0	28,862,416	
	4	112	394,133	0	(319,116)	8,023	2,415,032	0	28,862,416	(169,712)	(114,674)	0	28,747,742	
	5	113	394,133	0	(319,116)	8,300	2,498,349	0	28,747,742	(168,058)	(115,486)	0	28,632,256	
	6	114	394,133	0	(319,116)	8,578	2,581,945	0	28,632,256	(166,404)	(116,304)	0	28,515,952	
	7	115	394,133	0	(319,116)	8,857	2,665,819	0	28,515,952	(164,750)	(117,128)	0	28,398,824	
	8	116	394,133	0	(319,116)	9,136	2,749,972	0	28,398,824	(163,096)	(117,958)	0	28,280,866	
	9	117	394,133	0	(319,116)	9,417	2,834,406	0	28,280,866	(161,442)	(118,793)	0	28,162,073	
	10	118	394,133	0	(319,116)	9,698	2,919,122	0	28,162,073	(159,788)	(119,635)	0	28,042,438	
	11	119	394,133	0	(319,116)	9,980	3,004,120	0	28,042,438	(158,134)	(120,482)	0	27,921,956	
	12	120	394,133	0	(319,116)	10,264	3,089,401	0	27,921,956	(156,480)	(121,335)	0	27,800,621	
2008	1	121	404,565	0	(319,116)	10,583	3,185,433	0	27,800,621	(154,826)	(122,195)	0	27,678,426	
	2	122	404,565	0	(319,116)	10,903	3,281,784	0	27,678,426	(153,172)	(123,060)	0	27,555,366	
	3	123	404,565	0	(319,116)	11,224	3,378,457	0	27,555,366	(151,518)	(123,932)	0	27,431,434	
	4	124	404,565	0	(319,116)	11,546	3,475,452	0	27,431,434	(149,864)	(124,810)	0	27,306,624	
	5	125	404,565	0	(319,116)	11,870	3,572,771	0	27,306,624	(148,210)	(125,694)	0	27,180,930	
	6	126	404,565	0	(319,116)	12,194	3,670,414	0	27,180,930	(146,556)	(126,584)	0	27,054,346	
	7	127	404,565	0	(319,116)	12,520	3,768,382	0	27,054,346	(144,902)	(127,481)	0	26,926,865	
	8	128	404,565	0	(319,116)	12,846	3,866,677	0	26,926,865	(143,248)	(128,384)	0	26,798,481	
	9	129	404,565	0	(319,116)	13,174	3,965,299	0	26,798,481	(141,594)	(129,293)	0	26,669,187	
	10	130	404,565	0	(319,116)	13,502	4,064,250	0	26,669,187	(139,940)	(130,209)	0	26,538,978	
	11	131	404,565	0	(319,116)	13,832	4,163,532	0	26,538,978	(138,286)	(131,131)	0	26,407,847	
	12	132	404,565	0	(319,116)	14,163	4,263,144	0	26,407,847	(136,632)	(132,060)	0	26,275,786	

**Bond Schedule**

Middlesex Metropolitan District  
Bond Baseline Scenario #1  
Financial Plan

Yr.	Mo.	#	C.F. from Taxes (less Expenses for Bond NOI, see Page 12)	Money available to repay bond:				Total Avail. for Bond Repayment	Bond Cash Flow:				Ending Bond Balance
				Down for Cap. & Exp. (see Page 3)	Bond Monthly Debt Service (Princ. & Int.)	Interest Earned on This Cash Escrow	Final Repayment from Cash Escrow		Beginning Bond Balance	Interest Thereof (Informal- Escrow)	Principal Thereof	Final Repayment from Cash Escrow	
2009	1	133	4,263,144	0	(319,116)	14,531	0	4,373,840	26,275,786	(186,120)	(132,996)	0	26,142,791
	2	134	4,373,840	0	(319,116)	14,900	0	4,484,905	26,142,791	(185,178)	(133,938)	0	26,008,853
	3	135	4,484,905	0	(319,116)	15,270	0	4,596,340	26,008,853	(184,229)	(134,887)	0	25,873,966
	4	136	4,596,340	0	(319,116)	15,642	0	4,708,147	25,873,966	(183,274)	(135,842)	0	25,738,124
	5	137	4,708,147	0	(319,116)	16,014	0	4,820,327	25,738,124	(182,312)	(136,804)	0	25,601,320
	6	138	4,820,327	0	(319,116)	16,388	0	4,932,880	25,601,320	(181,343)	(137,773)	0	25,465,547
2010	7	139	4,932,880	0	(319,116)	16,763	0	5,045,809	25,465,547	(180,367)	(138,749)	0	25,324,798
	8	140	5,045,809	0	(319,116)	17,140	0	5,159,114	25,324,798	(179,384)	(139,732)	0	25,185,066
	9	141	5,159,114	0	(319,116)	17,518	0	5,272,797	25,185,066	(178,394)	(140,722)	0	25,044,344
	10	142	5,272,797	0	(319,116)	17,897	0	5,386,858	25,044,344	(177,397)	(141,718)	0	24,902,626
	11	143	5,386,858	0	(319,116)	18,277	0	5,501,300	24,902,626	(176,394)	(142,722)	0	24,759,903
	12	144	5,501,300	0	(319,116)	18,658	0	5,616,123	24,759,903	(175,383)	(143,733)	0	24,616,170
2011	1	145	5,616,123	0	(319,116)	19,078	0	5,742,376	24,616,170	(174,365)	(144,751)	0	24,471,419
	2	146	5,742,376	0	(319,116)	19,499	0	5,869,049	24,471,419	(173,339)	(145,777)	0	24,325,642
	3	147	5,869,049	0	(319,116)	19,921	0	5,996,144	24,325,642	(172,307)	(146,809)	0	24,178,833
	4	148	5,996,144	0	(319,116)	20,344	0	6,123,663	24,178,833	(171,267)	(147,849)	0	24,030,984
	5	149	6,123,663	0	(319,116)	20,769	0	6,251,607	24,030,984	(170,219)	(148,896)	0	23,882,087
	6	150	6,251,607	0	(319,116)	21,196	0	6,379,978	23,882,087	(169,165)	(149,951)	0	23,732,136
2012	7	151	6,379,978	0	(319,116)	21,624	0	6,508,776	23,732,136	(168,103)	(151,013)	0	23,581,123
	8	152	6,508,776	0	(319,116)	22,053	0	6,638,004	23,581,123	(167,033)	(152,083)	0	23,429,040
	9	153	6,638,004	0	(319,116)	22,484	0	6,767,663	23,429,040	(165,956)	(153,160)	0	23,275,880
	10	154	6,767,663	0	(319,116)	22,916	0	6,897,753	23,275,880	(164,871)	(154,245)	0	23,121,635
	11	155	6,897,753	0	(319,116)	23,350	0	7,028,278	23,121,635	(163,778)	(155,338)	0	22,966,297
	12	156	7,028,278	0	(319,116)	23,785	0	7,159,237	22,966,297	(162,678)	(156,438)	0	22,809,859
2013	1	157	7,159,237	0	(319,116)	24,259	0	7,301,982	22,809,859	(161,570)	(157,546)	0	22,652,313
	2	158	7,301,982	0	(319,116)	24,735	0	7,445,202	22,652,313	(160,450)	(158,662)	0	22,493,651
	3	159	7,445,202	0	(319,116)	25,212	0	7,588,900	22,493,651	(159,330)	(159,786)	0	22,333,865
	4	160	7,588,900	0	(319,116)	25,691	0	7,733,076	22,333,865	(158,198)	(160,918)	0	22,172,947
	5	161	7,733,076	0	(319,116)	26,172	0	7,877,734	22,172,947	(157,058)	(162,058)	0	22,010,890
	6	162	7,877,734	0	(319,116)	26,654	0	8,022,873	22,010,890	(155,910)	(163,205)	0	21,847,684
2014	7	163	8,022,873	0	(319,116)	27,138	0	8,168,496	21,847,684	(154,754)	(164,361)	0	21,683,323
	8	164	8,168,496	0	(319,116)	27,623	0	8,314,605	21,683,323	(153,590)	(165,526)	0	21,517,797
	9	165	8,314,605	0	(319,116)	28,110	0	8,461,201	21,517,797	(152,418)	(166,698)	0	21,351,099
	10	166	8,461,201	0	(319,116)	28,599	0	8,608,285	21,351,099	(151,237)	(167,879)	0	21,183,220
	11	167	8,608,285	0	(319,116)	29,089	0	8,755,860	21,183,220	(150,048)	(169,068)	0	21,014,152
	12	168	8,755,860	0	(319,116)	29,581	0	8,903,926	21,014,152	(148,850)	(170,266)	0	20,843,886
2015	1	169	8,903,926	0	(319,116)	30,113	0	9,064,146	20,843,886	(147,644)	(171,472)	0	20,672,414
	2	170	9,064,146	0	(319,116)	30,648	0	9,224,899	20,672,414	(146,430)	(172,686)	0	20,499,728
	3	171	9,224,899	0	(319,116)	31,183	0	9,386,188	20,499,728	(145,206)	(173,909)	0	20,325,819
	4	172	9,386,188	0	(319,116)	31,721	0	9,548,015	20,325,819	(143,975)	(175,141)	0	20,150,677
	5	173	9,548,015	0	(319,116)	32,260	0	9,710,382	20,150,677	(142,734)	(176,382)	0	19,974,295
	6	174	9,710,382	0	(319,116)	32,802	0	9,873,289	19,974,295	(141,485)	(177,631)	0	19,796,664
2016	7	175	9,873,289	0	(319,116)	33,345	0	10,036,740	19,796,664	(140,226)	(178,890)	0	19,617,774
	8	176	10,036,740	0	(319,116)	33,889	0	10,200,735	19,617,774	(138,959)	(180,157)	0	19,437,618
	9	177	10,200,735	0	(319,116)	34,436	0	10,365,277	19,437,618	(137,683)	(181,433)	0	19,256,185
	10	178	10,365,277	0	(319,116)	34,985	0	10,530,368	19,256,185	(136,398)	(182,718)	0	19,073,467
	11	179	10,530,368	0	(319,116)	35,535	0	10,696,009	19,073,467	(135,104)	(184,012)	0	18,889,455
	12	180	10,696,009	0	(319,116)	36,087	0	10,862,202	18,889,455	(133,800)	(185,316)	0	18,704,139
2017	1	181	10,862,202	0	(319,116)	36,681	0	11,040,927	18,704,139	(132,488)	(186,628)	0	18,517,511
	2	182	11,040,927	0	(319,116)	37,277	0	11,220,249	18,517,511	(131,166)	(187,950)	0	18,329,561
	3	183	11,220,249	0	(319,116)	37,874	0	11,400,168	18,329,561	(129,834)	(189,282)	0	18,140,279
	4	184	11,400,168	0	(319,116)	38,474	0	11,580,687	18,140,279	(128,494)	(190,622)	0	17,949,657
	5	185	11,580,687	0	(319,116)	39,076	0	11,761,808	17,949,657	(127,143)	(191,973)	0	17,757,685
	6	186	11,761,808	0	(319,116)	39,680	0	11,943,532	17,757,685	(125,784)	(193,332)	0	17,564,352
2018	7	187	11,943,532	0	(319,116)	40,285	0	12,125,862	17,564,352	(124,414)	(194,702)	0	17,369,651
	8	188	12,125,862	0	(319,116)	40,893	0	12,308,800	17,369,651	(123,035)	(196,081)	0	17,173,570
	9	189	12,308,800	0	(319,116)	41,503	0	12,492,348	17,173,570	(121,646)	(197,470)	0	16,976,100
	10	190	12,492,348	0	(319,116)	42,115	0	12,676,508	16,976,100	(120,247)	(198,869)	0	16,777,231
	11	191	12,676,508	0	(319,116)	42,729	0	12,861,281	16,777,231	(118,839)	(200,277)	0	16,576,954
	12	192	12,861,281	0	(319,116)	43,344	0	13,046,671	16,576,954	(117,420)	(201,696)	0	16,375,258
2019	1	193	13,046,671	0	(319,116)	44,003	0	13,244,985	16,375,258	(115,991)	(203,124)	0	16,172,134
	2	194	13,244,985	0	(319,116)	44,664	0	13,443,961	16,172,134	(114,553)	(204,563)	0	15,967,571
	3	195	13,443,961	0	(319,116)	45,328	0	13,643,600	15,967,571	(113,104)	(206,012)	0	15,761,558
	4	196	13,643,600	0	(319,116)	45,993	0	13,843,904	15,761,558	(111,644)	(207,472)	0	15,554,087
	5	197	13,843,904	0	(319,116)	46,661	0	14,044,876	15,554,087	(110,175)	(208,941)	0	15,345,146
	6	198	14,044,876	0	(319,116)	47,331	0	14,246,518	15,345,146	(108,695)	(210,421)	0	15,134,724

**and Schedule**  
 Cities Metropolitan District  
 and Baseline Scenario #1  
 Financial Plan

Yr.	Mo.	#	Money available to repay Bonds:			Bond Cash Flow:			Total Avail. for Bond Repayment		
			C.F. from Taxes less Expenses (ie., Bond NOI, see Page 12)	Bond Draw-Down for Cap. & Exp. (see Page 2)	Debt Service (Princ. & Int.)	Beginning Bond Balance	Interest Thereof (Informational)	Principal Thereof		Ending Bond Balance	
2014	7	199	14,246,518	0	(319,116)	14,448,832	15,134,724	(107,204)	0	14,922,813	
	8	200	14,448,832	0	(319,116)	14,651,821	14,922,813	(105,703)	0	14,709,400	
	9	201	14,651,821	0	(319,116)	14,855,486	14,709,400	(104,192)	0	14,494,476	
	10	202	14,855,486	0	(319,116)	781,801	14,494,476	(102,669)	(216,447)	0	
	11	203	0	0	0	0	0	0	0	0	
	12	204	0	0	0	0	0	0	0	0	
	2015	1	205	0	0	0	0	0	0	0	0
		2	206	0	0	0	0	0	0	0	0
		3	207	0	0	0	0	0	0	0	0
		4	208	0	0	0	0	0	0	0	0
		5	209	0	0	0	0	0	0	0	0
		6	210	0	0	0	0	0	0	0	0
7		211	0	0	0	0	0	0	0	0	
8		212	0	0	0	0	0	0	0	0	
9		213	0	0	0	0	0	0	0	0	
10		214	0	0	0	0	0	0	0	0	
11		215	0	0	0	0	0	0	0	0	
12		216	0	0	0	0	0	0	0	0	
2016	1	217	0	0	0	0	0	0	0	0	
	2	218	0	0	0	0	0	0	0	0	
	3	219	0	0	0	0	0	0	0	0	
	4	220	0	0	0	0	0	0	0	0	
	5	221	0	0	0	0	0	0	0	0	
	6	222	0	0	0	0	0	0	0	0	
	7	223	0	0	0	0	0	0	0	0	
	8	224	0	0	0	0	0	0	0	0	
	9	225	0	0	0	0	0	0	0	0	
	10	226	0	0	0	0	0	0	0	0	
	11	227	0	0	0	0	0	0	0	0	
	12	228	0	0	0	0	0	0	0	0	
2017	1	229	0	0	0	0	0	0	0	0	
	2	230	0	0	0	0	0	0	0	0	
	3	231	0	0	0	0	0	0	0	0	
	4	232	0	0	0	0	0	0	0	0	
	5	233	0	0	0	0	0	0	0	0	
	6	234	0	0	0	0	0	0	0	0	
	7	235	0	0	0	0	0	0	0	0	
	8	236	0	0	0	0	0	0	0	0	
	9	237	0	0	0	0	0	0	0	0	
	10	238	0	0	0	0	0	0	0	0	
	11	239	0	0	0	0	0	0	0	0	
	12	240	0	0	0	0	0	0	0	0	
2018	1	241	0	0	0	0	0	0	0	0	
	2	242	0	0	0	0	0	0	0	0	
	3	243	0	0	0	0	0	0	0	0	
	4	244	0	0	0	0	0	0	0	0	
	5	245	0	0	0	0	0	0	0	0	
	6	246	0	0	0	0	0	0	0	0	
	7	247	0	0	0	0	0	0	0	0	
	8	248	0	0	0	0	0	0	0	0	
	9	249	0	0	0	0	0	0	0	0	
	10	250	0	0	0	0	0	0	0	0	
	11	251	0	0	0	0	0	0	0	0	
	12	252	0	0	0	0	0	0	0	0	
2019	1	253	0	0	0	0	0	0	0	0	
	2	254	0	0	0	0	0	0	0	0	
	3	255	0	0	0	0	0	0	0	0	
	4	256	0	0	0	0	0	0	0	0	
	5	257	0	0	0	0	0	0	0	0	
	6	258	0	0	0	0	0	0	0	0	
	7	259	0	0	0	0	0	0	0	0	
	8	260	0	0	0	0	0	0	0	0	
	9	261	0	0	0	0	0	0	0	0	
	10	262	0	0	0	0	0	0	0	0	
	11	263	0	0	0	0	0	0	0	0	
	12	264	0	0	0	0	0	0	0	0	
<b>Total</b>			<b>63,101,488</b>	<b>(28,534,240)</b>	<b>(59,616,027)</b>	<b>3,336,615</b>	<b>(14,278,029)</b>	<b>(37,122,062)</b>	<b>(22,493,965)</b>	<b>(14,278,029)</b>	

(37,122,062) (22,493,965) (14,278,029)

Amount of Bond ..... 36,771,994

**Bond Term:**

Construction Term:	16	Apr-99
Begin Month (funding) .....	16	Apr-99
End Month (then permanent) ....	16	Apr-99
(Here, no Construction Period, ie., Amortization begins right away)		
Permanent Term:	16	Apr-99
Begin Month .....	202	Oct-2014
End Month .....	20	
(This End Month is unimportant to the Analyst)		
Amortization (Yrs.) .....	20	
(Enter 1000 if you want Simple Interest, ie., no Amortization)		

**Bond Interest Rates:**

During Construction Term .....	8.50%
During Permanent Term .....	8.50%

**Interest Earnings on Bond Proceeds which are not drawn yet and on Cash Flow Proceeds which are escrowed:**

Interest Rate .....	4.00%	
Make Earned Interest available for Bond Repayment:		
Begin Month .....	16	Apr-99
End Month .....	202	Oct-2014

**Summary of Bond Components:**

Capital & Fees .....	28,534,240
(See Box Below)	
Reserves .....	8,237,754
Misc. ....	0
Total Bond .....	36,771,994

**When Funds become available to retire the Bond, what are the Dates of this Availability**

Month Funds Avail. ....	16	Apr-99
Month Funds End .....	202	Oct-2014

(This End Month is unimportant to the Analyst)

Note:  
 On page(s) 1(a,b,c,d) notice that the projected time for full Bond Repayment is ..... see Pg. 1c

**Schedule for Expenditures being drawn down from the Bond**

	Month Needed	Amount	Date Needed
LOC Fee, Issue Cost, Fee Reimb. ....	16	4,877,853	Apr-99
Phase 2 & Project Public Capital .....	17	2,150,581	May-99
Phase 2 & Project Public Capital .....	18	2,150,581	Jun-99
Phase 2 & Project Public Capital .....	19	2,150,581	Jul-99
Phase 2 & Project Public Capital .....	20	2,150,581	Aug-99
Phase 2 & Project Public Capital .....	21	2,150,581	Sep-99
Phase 2 & Project Public Capital .....	22	2,150,581	Oct-99
Phase 2 & Project Public Capital .....	23	2,150,581	Nov-99
Phase 2 & Project Public Capital .....	24	2,150,581	Dec-99
Phase 2 & Project Public Capital .....	25	2,150,581	Jan-2000
Phase 2 & Project Public Capital .....	26	2,150,581	Feb-2000
Phase 2 & Project Public Capital .....	27	2,150,581	Mar-2000
Misc. ....	0	0	Na
Misc. ....	0	0	Na
Misc. ....	0	0	Na
Misc. ....	0	0	Na
Misc. ....	0	0	Na
Misc. ....	0	0	Na
Misc. ....	0	0	Na
Total Cap. drawn down from Bond .....		28,534,240	

(does not include Interest & Reserves)

**Most money which will be available to retire the Bond will come from Taxes which will be collectable after the Buildings are built and occupied. Enter below the number of Months (after the respective Land Sale Dates) which will be required to get the Buildings in a Position to be taxed.**

Tract #	Type	Building Density	Average # of Mos required to get bldgs in these tracts
1	Corp Campus	426,888	16
2	Corp Campus	132,640	16
3	Retail Pads	46,909	16
3	Retail/Office	0	16
3	Office	20,000	16
3	Hotel	40,000	16
4	Hotel	40,000	16
4	Retail Pad	28,607	16
5,6	Hotel	400,000	16
7	Retail	46,230	16
7	Retail/Office	50,000	16
7	Office	30,000	16
8	Retail	271,333	16
8	Office	0	16
8	Hotel	200,000	16
8	Loft Apts.	0	16
9	Retail	53,361	16
10a	Misc. 1	0	16
10b	Misc. 2	0	16
10c	Misc. 3	0	16
10d	Misc. 4	0	16
10e	Misc. 5	0	16
10f	Misc. 6	0	16
10g	Misc. 7	0	16
Grand Totals ...			1,785,968



**Midcities Metropolitan District  
Financial Plan  
Bonds - Revenues from Sales Tax & Lodging Tax  
Bond Baseline Scenario #1**

**Sales Tax Revenue Assumptions**

Tract # Type	Tax Rate	Sales			Growth on Sales Thereafter	Taxable Portion	% Avail. for Bond Retirement	1st Phase		2nd Phase		3rd Phase	
		Yr.1	Yr.2	Yr.3				Begin Mo. (Should be 1)	Percent	Begin Mo.	Percent	Begin Mo.	Percent
1 Corp Campus	3.50%	\$0.00	\$0.00	\$0.00	3.00%	0.00%	50.00%	1	50.00%	7	75.00%	13	100.00%
2 Corp Campus	3.50%	\$0.00	\$0.00	\$0.00	3.00%	0.00%	50.00%	1	50.00%	7	75.00%	13	100.00%
3 Retail Pads	3.50%	\$250.00	\$250.00	\$250.00	3.00%	90.00%	50.00%	1	50.00%	7	75.00%	13	100.00%
3 Retail/Office	3.50%	\$250.00	\$250.00	\$250.00	3.00%	90.00%	50.00%	1	50.00%	7	75.00%	13	100.00%
3 Office	3.50%	\$0.00	\$0.00	\$0.00	3.00%	0.00%	50.00%	1	50.00%	7	75.00%	13	100.00%
3 Hotel	3.50%	\$60.00	\$60.00	\$60.00	3.00%	100.00%	50.00%	1	50.00%	7	75.00%	13	100.00%
4 Hotel	3.50%	\$60.00	\$60.00	\$60.00	3.00%	100.00%	50.00%	1	50.00%	7	75.00%	13	100.00%
4 Retail Pad	3.50%	\$250.00	\$250.00	\$250.00	3.00%	90.00%	50.00%	1	50.00%	7	75.00%	13	100.00%
5,6 Hotel	3.50%	\$60.00	\$60.00	\$60.00	3.00%	90.00%	50.00%	1	50.00%	7	75.00%	13	100.00%
7 Retail	3.50%	\$250.00	\$250.00	\$250.00	3.00%	90.00%	50.00%	1	50.00%	7	75.00%	13	100.00%
7 Retail/Office	3.50%	\$250.00	\$250.00	\$250.00	3.00%	90.00%	50.00%	1	50.00%	7	75.00%	13	100.00%
7 Office	3.50%	\$0.00	\$0.00	\$0.00	3.00%	0.00%	50.00%	1	50.00%	7	75.00%	13	100.00%
8 Retail	3.50%	\$250.00	\$250.00	\$250.00	3.00%	90.00%	50.00%	1	50.00%	7	75.00%	13	100.00%
8 Office	3.50%	\$0.00	\$0.00	\$0.00	3.00%	0.00%	50.00%	1	50.00%	7	75.00%	13	100.00%
8 Hotel	3.50%	\$60.00	\$60.00	\$60.00	3.00%	100.00%	50.00%	1	50.00%	7	75.00%	13	100.00%
8 Loft Apts.	3.50%	\$0.00	\$0.00	\$0.00	3.00%	0.00%	50.00%	1	50.00%	7	75.00%	13	100.00%
9 Retail	3.50%	\$250.00	\$250.00	\$250.00	3.00%	90.00%	50.00%	1	50.00%	7	75.00%	13	100.00%
10a Misc. 1	3.50%	\$0.00	\$0.00	\$0.00	3.00%	0.00%	50.00%	1	50.00%	7	75.00%	13	100.00%
10b Misc. 2	3.50%	\$0.00	\$0.00	\$0.00	3.00%	0.00%	50.00%	1	50.00%	7	75.00%	13	100.00%
10c Misc. 3	3.50%	\$0.00	\$0.00	\$0.00	3.00%	0.00%	50.00%	1	50.00%	7	75.00%	13	100.00%
10d Misc. 4	3.50%	\$0.00	\$0.00	\$0.00	3.00%	0.00%	50.00%	1	50.00%	7	75.00%	13	100.00%
10e Misc. 5	3.50%	\$0.00	\$0.00	\$0.00	3.00%	0.00%	50.00%	1	50.00%	7	75.00%	13	100.00%
10f Misc. 6	3.50%	\$0.00	\$0.00	\$0.00	3.00%	0.00%	50.00%	1	50.00%	7	75.00%	13	100.00%
10g Misc. 7	3.50%	\$0.00	\$0.00	\$0.00	3.00%	0.00%	50.00%	1	50.00%	7	75.00%	13	100.00%

After Buildings are On-Line, "Phase-In" of Sales Tax Collection over these Periods:

**Lodging Tax Revenue Assumptions**

Tract # Type	Lodge Tax Rate	Lodge Sales			Growth on Lodging Thereafter	Taxable Portion	% Avail. for Bond Retirement	Begin Month	End Month
		Yr.1	Yr.2	Yr.3					
1 Corp Campus	1.60%	\$0.00	\$0.00	\$0.00	3.00%	0.00%	16	202	
2 Corp Campus	1.60%	\$0.00	\$0.00	\$0.00	3.00%	0.00%	16	202	
3 Retail Pads	1.60%	\$0.00	\$0.00	\$0.00	3.00%	0.00%	16	202	
3 Retail/Office	1.60%	\$0.00	\$0.00	\$0.00	3.00%	0.00%	16	202	
3 Office	1.60%	\$0.00	\$0.00	\$0.00	3.00%	0.00%	16	202	
3 Hotel	1.60%	\$0.00	\$0.00	\$0.00	3.00%	90.00%	16	202	
4 Hotel	1.60%	\$0.00	\$0.00	\$0.00	3.00%	90.00%	16	202	
4 Retail Pad	1.60%	\$0.00	\$0.00	\$0.00	3.00%	0.00%	16	202	
5,6 Hotel	1.60%	\$0.00	\$0.00	\$0.00	3.00%	0.00%	16	202	
7 Retail	1.60%	\$0.00	\$0.00	\$0.00	3.00%	0.00%	16	202	
7 Retail/Office	1.60%	\$0.00	\$0.00	\$0.00	3.00%	0.00%	16	202	
7 Office	1.60%	\$0.00	\$0.00	\$0.00	3.00%	0.00%	16	202	
8 Retail	1.60%	\$0.00	\$0.00	\$0.00	3.00%	0.00%	16	202	
8 Office	1.60%	\$0.00	\$0.00	\$0.00	3.00%	0.00%	16	202	
8 Hotel	1.60%	\$0.00	\$0.00	\$0.00	3.00%	90.00%	16	202	
8 Loft Apts.	1.60%	\$0.00	\$0.00	\$0.00	3.00%	0.00%	16	202	
9 Retail	1.60%	\$0.00	\$0.00	\$0.00	3.00%	0.00%	16	202	
10a Misc. 1	1.60%	\$0.00	\$0.00	\$0.00	3.00%	0.00%	16	202	
10b Misc. 2	1.60%	\$0.00	\$0.00	\$0.00	3.00%	0.00%	16	202	
10c Misc. 3	1.60%	\$0.00	\$0.00	\$0.00	3.00%	0.00%	16	202	
10d Misc. 4	1.60%	\$0.00	\$0.00	\$0.00	3.00%	0.00%	16	202	
10e Misc. 5	1.60%	\$0.00	\$0.00	\$0.00	3.00%	0.00%	16	202	
10f Misc. 6	1.60%	\$0.00	\$0.00	\$0.00	3.00%	0.00%	16	202	
10g Misc. 7	1.60%	\$0.00	\$0.00	\$0.00	3.00%	0.00%	16	202	

**Midcities Metropolitan District**  
**Bonds - Revenues from Property Tax and Impact Fees**  
 Bond Baseline Scenario #1  
 Financial Plan

Property Tax:		Property Tax Revenue Assumptions					Months after Bldg. On-Line for Property Tax Collection			
Tract#	Type	Property Tax Mill Rate	Taxable Value / SF Yr.1	Taxable Value / SF Yr.2	Taxable Value / SF Yr.3	Growth on Value Thereafter	Taxable Portion	% Avail. for Bond Retirement	Begin Month	End Month
1	Corp Campus	2.70%	\$29.00	\$29.58	\$30.17	2.00%	100.00%	100.00%	16	202
2	Corp Campus	2.70%	\$29.00	\$29.58	\$30.17	2.00%	100.00%	100.00%	16	202
3	Retail Pads	2.70%	\$29.00	\$29.58	\$30.17	2.00%	100.00%	100.00%	16	202
3	Retail/Office	2.70%	\$29.00	\$29.58	\$30.17	2.00%	100.00%	100.00%	16	202
3	Office	2.70%	\$29.00	\$29.58	\$30.17	2.00%	100.00%	100.00%	16	202
3	Hotel	2.70%	\$29.00	\$29.58	\$30.17	2.00%	100.00%	100.00%	16	202
4	Hotel	2.70%	\$29.00	\$29.58	\$30.17	2.00%	100.00%	100.00%	16	202
4	Retail Pad	2.70%	\$29.00	\$29.58	\$30.17	2.00%	100.00%	100.00%	16	202
5,6	Hotel	2.70%	\$29.00	\$29.58	\$30.17	2.00%	100.00%	100.00%	16	202
7	Retail	2.70%	\$29.00	\$29.58	\$30.17	2.00%	100.00%	100.00%	16	202
7	Retail/Office	2.70%	\$29.00	\$29.58	\$30.17	2.00%	100.00%	100.00%	16	202
7	Office	2.70%	\$29.00	\$29.58	\$30.17	2.00%	100.00%	100.00%	16	202
8	Retail	2.70%	\$29.00	\$29.58	\$30.17	2.00%	100.00%	100.00%	16	202
8	Office	2.70%	\$29.00	\$29.58	\$30.17	2.00%	100.00%	100.00%	16	202
8	Hotel	2.70%	\$29.00	\$29.58	\$30.17	2.00%	100.00%	100.00%	16	202
9	Loft Apts.	2.70%	\$29.00	\$29.58	\$30.17	2.00%	100.00%	100.00%	16	202
9	Retail	2.70%	\$29.00	\$29.58	\$30.17	2.00%	100.00%	100.00%	16	202
10a	Misc. 1	2.70%	\$29.00	\$29.58	\$30.17	2.00%	100.00%	100.00%	16	202
10b	Misc. 2	2.70%	\$29.00	\$29.58	\$30.17	2.00%	100.00%	100.00%	16	202
10c	Misc. 3	2.70%	\$29.00	\$29.58	\$30.17	2.00%	100.00%	100.00%	16	202
10d	Misc. 4	2.70%	\$29.00	\$29.58	\$30.17	2.00%	100.00%	100.00%	16	202
10e	Misc. 5	2.70%	\$29.00	\$29.58	\$30.17	2.00%	100.00%	100.00%	16	202
10f	Misc. 6	2.70%	\$29.00	\$29.58	\$30.17	2.00%	100.00%	100.00%	16	202
10g	Misc. 7	2.70%	\$29.00	\$29.58	\$30.17	2.00%	100.00%	100.00%	16	202

Impact Fee:	Tract#	Type	For Fee; Building Density		For Fee; use Area		SF: Type	SF: Density	Impact Fee Timing (1)	Impact Fee Assumptions			Impact Fee per SF Year 4 & Thereafter	% Avail. for Bond Retirement
			Sq.Ft.	Density	Sq.Ft.	Density				Year 1	Year 2	Year 3		
1	Corp Campus		1,219,680	426,888	378,972	132,640	Yes	No	5	\$0.00	\$0.00	\$0.00	\$0.00	100.00%
2	Corp Campus		378,972	132,640	Yes	No	Yes	No	4	\$0.00	\$0.00	\$0.00	\$0.00	100.00%
3	Retail Pads		134,165	46,909	Yes	No	Yes	No	3	\$0.00	\$0.00	\$0.00	\$0.00	100.00%
3	Retail/Office		0	0	Yes	No	Yes	No	2	\$0.00	\$0.00	\$0.00	\$0.00	100.00%
3	Office		57,064	20,000	Yes	No	Yes	No	1	\$0.00	\$0.00	\$0.00	\$0.00	100.00%
3	Hotel		114,127	40,000	Yes	No	Yes	No	0	\$0.00	\$0.00	\$0.00	\$0.00	100.00%
4	Hotel		114,127	40,000	Yes	No	Yes	No	(1)	\$0.00	\$0.00	\$0.00	\$0.00	100.00%
4	Retail Pad		81,893	28,607	Yes	No	Yes	No	(2)	\$0.00	\$0.00	\$0.00	\$0.00	100.00%
5,6	Hotel		906,048	400,000	Yes	No	Yes	No	(3)	\$0.00	\$0.00	\$0.00	\$0.00	100.00%
7	Retail		131,987	46,230	Yes	No	Yes	No	(4)	\$0.00	\$0.00	\$0.00	\$0.00	100.00%
7	Retail/Office		91,040	50,000	Yes	No	Yes	No	(5)	\$0.00	\$0.00	\$0.00	\$0.00	100.00%
7	Office		85,813	30,000	Yes	No	Yes	No	0	\$0.00	\$0.00	\$0.00	\$0.00	100.00%
8	Retail		775,368	271,333	Yes	No	Yes	No	0	\$0.00	\$0.00	\$0.00	\$0.00	100.00%
8	Office		0	0	Yes	No	Yes	No	0	\$0.00	\$0.00	\$0.00	\$0.00	100.00%
8	Hotel		444,312	200,000	Yes	No	Yes	No	0	\$0.00	\$0.00	\$0.00	\$0.00	100.00%
8	Loft Apts.		0	0	Yes	No	Yes	No	0	\$0.00	\$0.00	\$0.00	\$0.00	100.00%
9	Retail		152,460	53,361	Yes	No	Yes	No	0	\$0.00	\$0.00	\$0.00	\$0.00	100.00%
10a	Misc. 1		0	0	Yes	No	Yes	No	0	\$0.00	\$0.00	\$0.00	\$0.00	100.00%
10b	Misc. 2		0	0	Yes	No	Yes	No	0	\$0.00	\$0.00	\$0.00	\$0.00	100.00%
10c	Misc. 3		0	0	Yes	No	Yes	No	0	\$0.00	\$0.00	\$0.00	\$0.00	100.00%
10d	Misc. 4		0	0	Yes	No	Yes	No	0	\$0.00	\$0.00	\$0.00	\$0.00	100.00%
10e	Misc. 5		0	0	Yes	No	Yes	No	0	\$0.00	\$0.00	\$0.00	\$0.00	100.00%
10f	Misc. 6		0	0	Yes	No	Yes	No	0	\$0.00	\$0.00	\$0.00	\$0.00	100.00%
10g	Misc. 7		0	0	Yes	No	Yes	No	0	\$0.00	\$0.00	\$0.00	\$0.00	100.00%

(1) Enter the number of months after, at, or before the Impact Fee is available relative to the Land Sale. For example, if the fee is paid and available 2 months after Sale, enter 2. In in the same month, enter 0.



**Midcities Metropolitan District  
Financial Plan  
Bonds - Revenues from Use Tax  
Bond Baseline Scenario #1**

**Use Tax Assumptions**

Use Tax:	Tract Type	Building Density Sq.Ft.	Construction begins: how many Months after Land Sale?	Duration of Construction Period	Constr. Per Sq.Ft. Year 1	Constr. Per Sq.Ft. Year 2	Constr. Per Sq.Ft. Year 3	Constr. Per Sq.Ft. Year 4	Constr. Per Sq.Ft. Year 5	Constr. Per Sq.Ft. Year 6 & after	Tax on Constr. \$	Amount thereof available for Bond Reduction	(1) Taxes paid Months before & after	
													Months Before	Months After
1	Corp Campus	426,888	9	7	\$50.00	\$51.00	\$52.02	\$53.06	\$54.12	\$55.20	3.50%	50.00%	1	1
2	Corp Campus	132,640	9	7	\$50.00	\$51.00	\$52.02	\$53.06	\$54.12	\$55.20	3.50%	50.00%	1	1
3	Retail Pads	46,909	9	7	\$50.00	\$51.00	\$52.02	\$53.06	\$54.12	\$55.20	3.50%	50.00%	1	1
3	Retail/Office	0	9	7	\$50.00	\$51.00	\$52.02	\$53.06	\$54.12	\$55.20	3.50%	50.00%	1	1
3	Office	20,000	9	7	\$50.00	\$51.00	\$52.02	\$53.06	\$54.12	\$55.20	3.50%	50.00%	1	1
3	Hotel	40,000	9	7	\$50.00	\$51.00	\$52.02	\$53.06	\$54.12	\$55.20	3.50%	50.00%	1	1
4	Hotel	40,000	9	7	\$50.00	\$51.00	\$52.02	\$53.06	\$54.12	\$55.20	3.50%	50.00%	1	1
4	Retail Pad	28,607	9	7	\$50.00	\$51.00	\$52.02	\$53.06	\$54.12	\$55.20	3.50%	50.00%	1	1
5,6	Hotel	400,000	9	7	\$50.00	\$51.00	\$52.02	\$53.06	\$54.12	\$55.20	3.50%	50.00%	1	1
7	Retail	46,230	9	7	\$50.00	\$51.00	\$52.02	\$53.06	\$54.12	\$55.20	3.50%	50.00%	1	1
7	Retail/Office	50,000	9	7	\$50.00	\$51.00	\$52.02	\$53.06	\$54.12	\$55.20	3.50%	50.00%	1	1
7	Office	30,000	9	7	\$50.00	\$51.00	\$52.02	\$53.06	\$54.12	\$55.20	3.50%	50.00%	1	1
8	Retail	271,333	9	7	\$50.00	\$51.00	\$52.02	\$53.06	\$54.12	\$55.20	3.50%	50.00%	1	1
8	Office	0	9	7	\$50.00	\$51.00	\$52.02	\$53.06	\$54.12	\$55.20	3.50%	50.00%	1	1
8	Hotel	200,000	9	7	\$50.00	\$51.00	\$52.02	\$53.06	\$54.12	\$55.20	3.50%	50.00%	1	1
8	Loft Apts.	0	9	7	\$50.00	\$51.00	\$52.02	\$53.06	\$54.12	\$55.20	3.50%	50.00%	1	1
9	Retail	53,361	9	7	\$50.00	\$51.00	\$52.02	\$53.06	\$54.12	\$55.20	3.50%	50.00%	1	1
10a	Misc. 1	0	9	7	\$50.00	\$51.00	\$52.02	\$53.06	\$54.12	\$55.20	3.50%	50.00%	1	1
10b	Misc. 2	0	9	7	\$50.00	\$51.00	\$52.02	\$53.06	\$54.12	\$55.20	3.50%	50.00%	1	1
10c	Misc. 3	0	9	7	\$50.00	\$51.00	\$52.02	\$53.06	\$54.12	\$55.20	3.50%	50.00%	1	1
10d	Misc. 4	0	9	7	\$50.00	\$51.00	\$52.02	\$53.06	\$54.12	\$55.20	3.50%	50.00%	1	1
10e	Misc. 5	0	9	7	\$50.00	\$51.00	\$52.02	\$53.06	\$54.12	\$55.20	3.50%	50.00%	1	1
10f	Misc. 6	0	9	7	\$50.00	\$51.00	\$52.02	\$53.06	\$54.12	\$55.20	3.50%	50.00%	1	1
10g	Misc. 7	0	9	7	\$50.00	\$51.00	\$52.02	\$53.06	\$54.12	\$55.20	3.50%	50.00%	1	1

(1) In this model the Use Tax is paid 3 times during a construction period. The middle payment month occurs exactly in the middle of the construction period. Enter here the timing of the other 2 payments. Enter the number of months before the middle month and the number of months after the middle month for the other 2 payments.

**MID-CITIES METROPOLITAN DISTRICT**  
**FINANCIAL PLAN SUMMARY**  
**BOND SCENARIO #2**  
(20% less Sq.Ft. built)

	<u>1999</u>	<u>2000</u>	<u>2001</u>	<u>2002</u>	<u>2003</u>	<u>2004</u>	<u>2005</u>	<u>2006</u>	<u>2007</u>
<b>REVENUES:</b>									
Sales Tax	0	106,001	976,137	1,934,619	2,146,654	2,327,933	2,436,084	2,509,164	2,584,440
Property Tax	0	0	22,160	475,739	997,463	1,210,597	1,277,520	1,310,772	1,336,980
Use Tax	9,710	687,362	410,041	186,457	24,324	0	0	0	0
Interest Income	<u>554,955</u>	<u>251,034</u>	<u>143,826</u>	<u>74,342</u>	<u>41,081</u>	<u>25,999</u>	<u>20,412</u>	<u>19,745</u>	<u>22,972</u>
<b>TOTAL REVENUES</b>	<u>554,665</u>	<u>1,044,397</u>	<u>1,552,164</u>	<u>2,571,157</u>	<u>3,209,522</u>	<u>3,564,529</u>	<u>3,734,016</u>	<u>3,839,681</u>	<u>3,944,392</u>
<b>OPERATING EXPENDITURES:</b>									
General and Administrative (legal, accounting, audit, insurance, & administrative)	67,500	90,000	92,700	95,484	98,340	101,292	104,340	107,472	110,700
Contingency	<u>37,503</u>	<u>50,004</u>	<u>51,504</u>	<u>53,040</u>	<u>54,636</u>	<u>56,280</u>	<u>57,960</u>	<u>59,700</u>	<u>61,488</u>
<b>TOTAL OPERATING EXPENDITURES</b>	105,003	140,004	144,204	148,524	152,976	157,572	162,300	167,172	172,188
<b>INFRASTRUCTURE COSTS</b>	22,082,501	4,876,743	0	0	0	0	0	0	0
<b>BOND RETIREMENT</b>	2,690,612	3,645,216	3,645,216	3,645,216	3,645,216	3,645,216	3,645,216	3,645,216	3,645,216
<b>BOND PROCEEDS</b>	<u>(96,771,994)</u>	<u>0</u>	<u>0</u>	<u>0</u>	<u>0</u>	<u>0</u>	<u>0</u>	<u>0</u>	<u>0</u>
<b>TOTAL EXPENDITURES</b>	<u>(11,893,878)</u>	<u>8,661,963</u>	<u>3,799,420</u>	<u>3,793,740</u>	<u>3,798,192</u>	<u>3,802,788</u>	<u>3,807,516</u>	<u>3,812,388</u>	<u>3,817,404</u>
<b>NET ANNUAL REVENUES/EXPENDITURES</b>	12,458,543	(7,617,566)	(2,237,256)	(1,222,583)	(588,670)	(238,259)	(73,500)	27,293	126,988
<b>BEGINNING FUNDS AVAILABLE - JANUARY 1</b>	<u>0</u>	<u>12,458,543</u>	<u>4,840,977</u>	<u>2,603,721</u>	<u>1,381,138</u>	<u>792,468</u>	<u>554,209</u>	<u>480,709</u>	<u>508,002</u>
<b>ENDING FUNDS BALANCE - DECEMBER 31</b>	<u>12,458,543</u>	<u>4,840,977</u>	<u>2,603,721</u>	<u>1,381,138</u>	<u>792,468</u>	<u>554,209</u>	<u>480,709</u>	<u>508,002</u>	<u>634,990</u>

**EXHIBIT F**

**MID-CITIES METROPOLITAN DISTRICT  
FINANCIAL PLAN SUMMARY  
BOND SCENARIO #2**  
(20% less Sq.Ft. built)

	2008	2009	2010	2011	2012	2013	2014	2015	2016	2017	2018	2019	2020	2021
2,661,972	2,741,832	2,824,092	2,908,812	2,996,076	3,085,956	3,178,536	3,273,888	3,372,108	3,473,268	3,578,368	3,684,530	0	0	0
1,363,728	1,391,004	1,418,820	1,447,200	1,476,144	1,505,664	1,535,772	1,566,482	1,597,824	1,629,780	1,662,352	1,146,323	0	0	0
0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
30,321	42,066	58,498	79,923	106,662	139,055	177,459	222,246	273,804	332,548	400,000	435,378	0	0	0
4,056,021	4,174,902	4,301,410	4,435,935	4,578,882	4,730,675	4,891,767	5,062,626	5,243,736	5,435,596	5,638,766	5,466,231	0	0	0
114,012	117,420	120,948	124,572	128,316	132,168	136,140	140,208	144,432	148,752	153,216	166,380	0	0	0
63,336	65,244	67,200	69,216	71,292	73,428	75,624	77,904	80,232	82,644	85,152	92,422	0	0	0
177,348	182,664	188,148	193,788	199,608	205,596	211,764	218,112	224,664	231,396	238,368	258,802	0	0	0
0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
3,645,216	3,645,216	3,645,216	3,645,216	3,645,216	3,645,216	3,645,216	3,645,216	3,645,216	3,645,216	3,645,216	14,268,721	0	0	0
0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
3,822,564	3,827,880	3,833,364	3,839,004	3,844,824	3,850,812	3,856,980	3,863,328	3,869,880	3,876,612	3,883,520	14,527,523	0	0	0
233,457	347,022	468,046	596,931	734,058	879,863	1,034,787	1,199,298	1,373,856	1,558,984	1,754,832	(9,061,292)	0	0	0
634,990	868,447	1,215,469	1,683,515	2,280,446	3,014,504	3,894,367	4,929,154	6,128,452	7,502,308	9,061,292	9,061,292	0	0	0
868,447	1,215,469	1,683,515	2,280,446	3,014,504	3,894,367	4,929,154	6,128,452	7,502,308	9,061,292	9,061,292	0	0	0	0

# Midcities Metropolitan District

## Financial Plan

### Bond Discounted Scenario #2

(20.00% less Sq.Ft. built)

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\*NOTE: Detail is available upon request.

**Bond Schedule**  
 Bond Discounted Scenario #2  
 Midcities Metropolitan District  
 Financial Plan

Yr.	Mo.	# Mo.	C.F. from Taxes less Expenses (ie., Bond NOI see Page 12)	Bond Draw-Down for Cap. & Exp. (see Page 3)	Money available to repay Bond:	Total Avail. for Repayment	Beginning Bond Balance	Interest Thereof (Informational)	Principal Thereof	Repayment from Cash Escrow	Ending Bond Balance
1998	1	1	0	0	0	0	0	0	0	0	0
	2	2	0	0	0	0	0	0	0	0	0
	3	3	0	0	0	0	0	0	0	0	0
	4	4	0	0	0	0	0	0	0	0	0
	5	5	0	0	0	0	0	0	0	0	0
	6	6	0	0	0	0	0	0	0	0	0
	7	7	0	0	0	0	0	0	0	0	0
	8	8	0	0	0	0	0	0	0	0	0
	9	9	0	0	0	0	0	0	0	0	0
	10	10	0	0	0	0	0	0	0	0	0
	11	11	0	0	0	0	0	0	0	0	0
	12	12	0	0	0	0	0	0	0	0	0
1999	1	13	0	0	0	0	0	0	0	0	0
	2	14	0	0	0	0	0	0	0	0	0
	3	15	0	0	0	0	0	0	0	0	0
	4	16	(11,667)	(4,877,853)	(260,468)	31,622,006	36,771,994	(260,468)	(43,300)	0	36,771,994
	5	17	(11,667)	(2,150,581)	(303,768)	29,253,177	36,771,994	(260,468)	(43,300)	0	36,728,694
	6	18	(11,667)	(2,150,581)	(303,768)	26,876,451	36,728,694	(260,468)	(43,607)	0	36,685,087
	7	19	(11,667)	(2,150,581)	(303,768)	24,491,804	36,685,087	(259,853)	(43,916)	0	36,641,171
	8	20	(11,667)	(2,150,581)	(303,768)	22,099,207	36,641,171	(259,542)	(44,227)	0	36,596,944
	9	21	(11,667)	(2,150,581)	(303,768)	19,698,635	36,596,944	(259,228)	(44,540)	0	36,552,404
	10	22	(11,667)	(2,150,581)	(303,768)	17,298,062	36,552,404	(258,913)	(44,856)	0	36,507,548
	11	23	(11,667)	(2,150,581)	(303,768)	14,873,459	36,507,548	(258,595)	(45,173)	0	36,462,375
	12	24	(1,956)	(2,150,581)	(303,768)	12,458,545	36,462,375	(258,275)	(45,493)	0	36,416,882
2000	1	25	29,598	(2,150,581)	(303,768)	10,067,240	36,416,882	(257,953)	(45,816)	0	36,371,066
	2	26	34,472	(2,150,581)	(303,768)	7,672,854	36,371,066	(257,628)	(46,140)	0	36,324,926
	3	27	29,613	(575,581)	(303,768)	6,845,862	36,324,926	(257,302)	(46,467)	0	36,278,459
	4	28	(1,941)	0	(303,768)	6,561,953	36,278,459	(256,972)	(46,796)	0	36,231,663
	5	29	6,561,953	0	(303,768)	6,277,263	36,231,663	(256,641)	(47,128)	0	36,184,536
	6	30	29,024	0	(303,768)	6,022,527	36,184,536	(256,307)	(47,461)	0	36,137,074
	7	31	43,779	0	(303,768)	5,781,746	36,137,074	(255,971)	(47,798)	0	36,089,277
	8	32	5,781,746	0	(303,768)	5,542,667	36,089,277	(255,632)	(48,136)	0	36,041,140
	9	33	120,983	0	(303,768)	5,478,081	36,041,140	(255,291)	(48,477)	0	35,992,663
	10	34	118,247	0	(303,768)	5,310,202	35,992,663	(254,948)	(48,820)	0	35,943,843
	11	35	68,819	0	(303,768)	5,059,842	35,943,843	(254,602)	(49,166)	0	35,894,677
	12	36	5,059,842	0	(303,768)	4,840,976	35,894,677	(254,254)	(49,515)	0	35,845,162
2001	1	37	129,108	0	(303,768)	4,681,870	35,845,162	(253,903)	(49,865)	0	35,795,297
	2	38	4,681,870	0	(303,768)	4,506,399	35,795,297	(253,550)	(50,218)	0	35,745,078
	3	39	93,327	0	(303,768)	4,310,367	35,745,078	(253,194)	(50,574)	0	35,694,504
	4	40	55,726	0	(303,768)	4,075,866	35,694,504	(252,836)	(50,932)	0	35,643,572
	5	41	64,403	0	(303,768)	3,849,288	35,643,572	(252,475)	(51,293)	0	35,592,279
	6	42	95,660	0	(303,768)	3,653,317	35,592,279	(252,112)	(51,657)	0	35,540,622
	7	43	117,560	0	(303,768)	3,478,666	35,540,622	(251,746)	(52,022)	0	35,488,600
	8	44	121,193	0	(303,768)	3,307,077	35,488,600	(251,378)	(52,391)	0	35,436,209
	9	45	3,307,077	0	(303,768)	3,124,609	35,436,209	(251,006)	(52,762)	0	35,383,447
	10	46	111,147	0	(303,768)	2,941,760	35,383,447	(250,633)	(53,136)	0	35,330,311
	11	47	112,052	0	(303,768)	2,759,211	35,330,311	(250,256)	(53,512)	0	35,276,799
	12	48	139,627	0	(303,768)	2,603,719	35,276,799	(249,877)	(53,891)	0	35,222,908
2002	1	49	2,603,719	0	(303,768)	2,478,089	35,222,908	(249,496)	(54,273)	0	35,168,635
	2	50	171,786	0	(303,768)	2,353,927	35,168,635	(249,111)	(54,657)	0	35,113,977
	3	51	154,598	0	(303,768)	2,212,105	35,113,977	(248,724)	(55,044)	0	35,058,933
	4	52	155,676	0	(303,768)	2,070,892	35,058,933	(248,334)	(55,434)	0	35,003,499
	5	53	158,496	0	(303,768)	1,932,039	35,003,499	(247,941)	(55,827)	0	34,947,672
	6	54	215,038	0	(303,768)	1,849,453	34,947,672	(247,546)	(56,222)	0	34,891,449
	7	55	228,046	0	(303,768)	1,779,643	34,891,449	(247,148)	(56,621)	0	34,834,828
	8	56	230,468	0	(303,768)	1,712,030	34,834,828	(246,747)	(57,022)	0	34,777,807
	9	57	209,653	0	(303,768)	1,623,307	34,777,807	(246,343)	(57,426)	0	34,720,381
	10	58	207,664	0	(303,768)	1,532,294	34,720,381	(245,936)	(57,832)	0	34,662,548
	11	59	218,965	0	(303,768)	1,452,315	34,662,548	(245,526)	(58,242)	0	34,604,306
	12	60	227,994	0	(303,768)	1,381,129	34,604,306	(245,114)	(58,655)	0	34,545,652
2003	1	61	236,733	0	(303,768)	1,318,474	34,545,652	(244,698)	(59,070)	0	34,486,581
	2	62	236,733	0	(303,768)	1,255,610	34,486,581	(244,280)	(59,489)	0	34,427,093
	3	63	238,417	0	(303,768)	1,194,226	34,427,093	(243,859)	(59,910)	0	34,367,183
	4	64	243,018	0	(303,768)	1,137,253	34,367,183	(243,434)	(60,334)	0	34,306,849
	5	65	245,895	0	(303,768)	1,082,978	34,306,849	(243,007)	(60,762)	0	34,246,087
	6	66	250,388	0	(303,768)	1,033,030	34,246,087	(242,576)	(61,192)	0	34,184,895

**Bond Cash Flow:**

**Money available to repay Bond:**

**Money available to repay Bond:**

**Money available to repay Bond:**

**Money available to repay Bond:**

**Money available to repay Bond:**

**Money available to repay Bond:**

**Money available to repay Bond:**

**Money available to repay Bond:**

Bond Schedule

Midcities Metropolitan District  
Bond Discounted Scenario #2  
Financial Plan

Yr.	Mo.	#	C.F. from Taxes			Money available to repay Bond:			Bond Cash Flow:			Ending Bond Balance
			Less Expenses (see Page 12)	Bond NOI (see Page 12)	Down for Cap. & Exp. (see Page 12)	Bond Draw-Down for Cap. & Exp. (see Page 12)	Monthly Debt Service (Rate & Inv.)	Interest Earned on This Cash Escrow	Interest Thereof (Informational)	Principal Thereof	Repayment from Cash Escrow	
2003	7	67	1,033,030	260,226	0	0	3,298	34,184,895	(242,143)	(61,625)	0	34,123,270
	8	68	992,785	260,226	0	0	3,164	34,123,270	(241,706)	(62,062)	0	34,061,208
	9	69	952,407	260,226	0	0	3,030	34,061,208	(241,267)	(62,502)	0	33,998,706
	10	70	911,893	256,718	0	0	2,883	33,998,706	(240,824)	(62,944)	0	33,935,762
	11	71	867,726	259,753	0	0	2,746	33,935,762	(240,378)	(63,390)	0	33,872,371
	12	72	826,456	267,127	0	0	2,633	33,872,371	(239,929)	(63,839)	0	33,808,532
	1	73	792,447	274,211	0	0	2,543	33,808,532	(239,477)	(64,291)	0	33,744,241
	2	74	765,432	274,211	0	0	2,453	33,744,241	(239,022)	(64,747)	0	33,679,494
	3	75	738,327	274,211	0	0	2,363	33,679,494	(238,563)	(65,205)	0	33,614,289
	4	76	711,132	280,108	0	0	2,292	33,614,289	(238,101)	(65,667)	0	33,548,621
	5	77	689,763	282,453	0	0	2,228	33,548,621	(237,636)	(66,132)	0	33,482,489
	6	78	670,675	284,777	0	0	2,172	33,482,489	(237,168)	(66,601)	0	33,415,888
7	79	653,857	284,777	0	0	2,116	33,415,888	(236,696)	(67,073)	0	33,348,815	
8	80	636,982	284,777	0	0	2,060	33,348,815	(236,221)	(67,548)	0	33,281,268	
9	81	620,051	284,777	0	0	2,004	33,281,268	(235,742)	(68,026)	0	33,213,242	
10	82	603,063	284,777	0	0	1,947	33,213,242	(235,260)	(68,508)	0	33,144,734	
11	83	586,019	284,777	0	0	1,890	33,144,734	(234,775)	(68,993)	0	33,075,740	
12	84	568,918	281,102	0	0	1,841	33,075,740	(234,286)	(69,482)	0	33,006,258	
1	85	554,092	294,684	0	0	1,817	33,006,258	(233,794)	(69,974)	0	32,936,284	
2	86	546,824	294,684	0	0	1,792	32,936,284	(233,299)	(70,470)	0	32,865,814	
3	87	539,532	294,684	0	0	1,768	32,865,814	(232,800)	(70,969)	0	32,794,845	
4	88	532,216	294,684	0	0	1,744	32,794,845	(232,297)	(71,472)	0	32,723,374	
5	89	524,875	296,571	0	0	1,726	32,723,374	(231,791)	(71,978)	0	32,651,396	
6	90	519,403	296,571	0	0	1,707	32,651,396	(231,281)	(72,488)	0	32,578,908	
7	91	513,913	296,571	0	0	1,689	32,578,908	(230,767)	(73,001)	0	32,505,907	
8	92	508,405	296,571	0	0	1,671	32,505,907	(230,250)	(73,518)	0	32,432,388	
9	93	502,878	296,571	0	0	1,652	32,432,388	(229,729)	(74,039)	0	32,358,349	
10	94	497,333	296,571	0	0	1,634	32,358,349	(229,205)	(74,564)	0	32,283,786	
11	95	491,769	296,571	0	0	1,615	32,283,786	(228,677)	(75,092)	0	32,208,694	
12	96	486,187	296,571	0	0	1,597	32,208,694	(228,145)	(75,624)	0	32,133,071	
1	97	480,586	304,397	0	0	1,604	32,133,071	(227,609)	(76,159)	0	32,056,911	
2	98	482,819	304,397	0	0	1,611	32,056,911	(227,070)	(76,699)	0	31,980,213	
3	99	485,059	304,397	0	0	1,619	31,980,213	(226,527)	(77,242)	0	31,902,971	
4	100	487,307	304,397	0	0	1,626	31,902,971	(225,979)	(77,789)	0	31,825,181	
5	101	489,562	304,397	0	0	1,634	31,825,181	(225,428)	(78,340)	0	31,746,841	
6	102	491,825	304,397	0	0	1,642	31,746,841	(224,873)	(78,895)	0	31,667,946	
7	103	494,096	304,397	0	0	1,649	31,667,946	(224,315)	(79,454)	0	31,588,492	
8	104	496,374	304,397	0	0	1,657	31,588,492	(223,752)	(80,017)	0	31,508,476	
9	105	498,659	304,397	0	0	1,664	31,508,476	(223,185)	(80,583)	0	31,427,892	
10	106	500,952	304,397	0	0	1,672	31,427,892	(222,614)	(81,154)	0	31,346,738	
11	107	503,253	304,397	0	0	1,680	31,346,738	(222,039)	(81,729)	0	31,265,009	
12	108	505,561	304,397	0	0	1,687	31,265,009	(221,460)	(82,308)	0	31,182,701	
1	109	507,878	312,437	0	0	1,722	31,182,701	(220,877)	(82,891)	0	31,099,810	
2	110	518,268	312,437	0	0	1,756	31,099,810	(220,290)	(83,478)	0	31,016,332	
3	111	528,693	312,437	0	0	1,791	31,016,332	(219,699)	(84,069)	0	30,932,262	
4	112	539,152	312,437	0	0	1,826	30,932,262	(219,104)	(84,665)	0	30,847,597	
5	113	549,647	312,437	0	0	1,861	30,847,597	(218,504)	(85,265)	0	30,762,333	
6	114	560,176	312,437	0	0	1,896	30,762,333	(217,900)	(85,869)	0	30,676,464	
7	115	570,741	312,437	0	0	1,931	30,676,464	(217,292)	(86,477)	0	30,589,987	
8	116	581,341	312,437	0	0	1,967	30,589,987	(216,679)	(87,089)	0	30,502,898	
9	117	591,976	312,437	0	0	2,002	30,502,898	(216,062)	(87,706)	0	30,415,191	
10	118	602,647	312,437	0	0	2,038	30,415,191	(215,441)	(88,328)	0	30,326,864	
11	119	613,353	312,437	0	0	2,073	30,326,864	(214,815)	(88,953)	0	30,237,911	
12	120	624,095	312,437	0	0	2,109	30,237,911	(214,185)	(89,583)	0	30,148,327	
1	121	634,872	320,696	0	0	2,173	30,148,327	(213,551)	(90,218)	0	30,058,109	
2	122	653,972	320,696	0	0	2,236	30,058,109	(212,912)	(90,857)	0	29,967,253	
3	123	673,136	320,696	0	0	2,300	29,967,253	(212,268)	(91,500)	0	29,875,752	
4	124	692,364	320,696	0	0	2,364	29,875,752	(211,620)	(92,149)	0	29,783,604	
5	125	711,655	320,696	0	0	2,429	29,783,604	(210,967)	(92,801)	0	29,690,802	
6	126	731,011	320,696	0	0	2,493	29,690,802	(210,310)	(93,459)	0	29,597,344	
7	127	750,432	320,696	0	0	2,558	29,597,344	(209,648)	(94,121)	0	29,503,223	
8	128	769,917	320,696	0	0	2,623	29,503,223	(208,981)	(94,787)	0	29,408,436	
9	129	789,467	320,696	0	0	2,688	29,408,436	(208,310)	(95,459)	0	29,312,977	
10	130	809,083	320,696	0	0	2,753	29,312,977	(207,634)	(96,135)	0	29,216,842	
11	131	828,764	320,696	0	0	2,819	29,216,842	(206,953)	(96,816)	0	29,120,026	
12	132	848,510	320,696	0	0	2,885	29,120,026	(206,267)	(97,502)	0	29,022,525	

Bond Schedule  
Malden Metropolitan District  
Bond Discounted Scenario #2  
Financial Plan

Table with columns: Yr., Mo., #, C.F. from Taxes, Money available to repay Bonds, Bond Draw-Down, Bond Service, Interest on This Cash Escrow, Total Avail. for Bond Repayment, Bond Escrow, Interest Thereof, Principal Thereof, Repayment from Cash Escrow, Ending Bond Balance. Rows are grouped by year from 2009 to 2014.

Bond Cash Flow:

Summary table for Bond Cash Flow with columns: Beginning Bond Balance, Interest Thereof, Principal Thereof, Repayment from Cash Escrow, Ending Bond Balance. Rows correspond to each year from 2009 to 2014.

**and Schedule**  
 detics Metropolitan District  
 nd Discounted Scenario #2  
 Financial Plan

Yr.	Mo.	#	C.F. from Taxes		Money available to repay Bond:		Total Avail. for Bond	Bond Cash Flow:				Ending Bond Balance	
			Less Expenses (ie., Bond NOI, sec. Page 12)	Bond Draw-Down for Cap. & Exp. (see Page 2)	Monthly Debt Service (Princ. & Int.) (303,768)	Interest Earned on This Cash Escrow		Final Repayment from Cash Escrow	Beginning Bond Balance	Interest Thereof (Informational)	Principal Thereof		Repayment from Cash Escrow
2014	7	199	4,406,415	375,212	(303,768)	14,926	4,497,785	20,796,952	(147,312)	(156,457)	0	20,640,495	
	8	200	4,492,785	375,212	(303,768)	15,214	4,579,443	20,640,495	(146,204)	(157,565)	0	20,482,930	
	9	201	4,579,443	375,212	(303,768)	15,503	4,666,390	20,482,930	(145,087)	(158,881)	0	20,324,249	
	10	202	4,666,390	375,212	(303,768)	15,793	4,753,626	20,324,249	(143,963)	(159,805)	0	20,164,444	
	11	203	4,753,626	375,212	(303,768)	16,084	4,841,154	20,164,444	(142,831)	(160,937)	0	20,003,507	
	12	204	4,841,154	375,212	(303,768)	16,375	4,928,973	20,003,507	(141,692)	(162,077)	0	19,841,430	
	2015	1	205	4,928,973	385,189	(303,768)	16,701	5,027,095	19,841,430	(140,543)	(163,225)	0	19,678,205
		2	206	5,027,095	385,189	(303,768)	17,028	5,125,544	19,678,205	(139,387)	(164,381)	0	19,513,824
		3	207	5,125,544	385,189	(303,768)	17,357	5,224,321	19,513,824	(138,223)	(165,546)	0	19,348,278
		4	208	5,224,321	385,189	(303,768)	17,686	5,323,427	19,348,278	(137,050)	(166,718)	0	19,181,560
		5	209	5,323,427	385,189	(303,768)	18,016	5,422,864	19,181,560	(135,869)	(167,899)	0	19,013,661
		6	210	5,422,864	385,189	(303,768)	18,348	5,522,632	19,013,661	(134,680)	(169,088)	0	18,844,572
7		211	5,522,632	385,189	(303,768)	18,680	5,622,732	18,844,572	(133,482)	(170,286)	0	18,674,286	
8		212	5,622,732	385,189	(303,768)	19,014	5,723,167	18,674,286	(132,276)	(171,492)	0	18,502,794	
9		213	5,723,167	385,189	(303,768)	19,349	5,823,936	18,502,794	(131,061)	(172,707)	0	18,330,087	
10		214	5,823,936	385,189	(303,768)	19,685	5,925,041	18,330,087	(129,838)	(173,930)	0	18,156,157	
11		215	5,925,041	385,189	(303,768)	20,022	6,026,483	18,156,157	(128,606)	(175,162)	0	17,980,994	
12		216	6,026,483	385,189	(303,768)	20,360	6,128,263	17,980,994	(127,365)	(176,403)	0	17,804,591	
2016	1	217	6,128,263	395,439	(303,768)	20,733	6,240,667	17,804,591	(126,116)	(177,653)	0	17,626,938	
	2	218	6,240,667	395,439	(303,768)	21,108	6,353,445	17,626,938	(124,857)	(178,911)	0	17,448,027	
	3	219	6,353,445	395,439	(303,768)	21,484	6,466,600	17,448,027	(123,590)	(180,178)	0	17,267,849	
	4	220	6,466,600	395,439	(303,768)	21,861	6,580,131	17,267,849	(122,314)	(181,455)	0	17,086,395	
	5	221	6,580,131	395,439	(303,768)	22,239	6,694,041	17,086,395	(121,029)	(182,740)	0	16,903,655	
	6	222	6,694,041	395,439	(303,768)	22,619	6,808,331	16,903,655	(119,734)	(184,034)	0	16,719,620	
	7	223	6,808,331	395,439	(303,768)	23,000	6,923,002	16,719,620	(118,431)	(185,338)	0	16,534,283	
	8	224	6,923,002	395,439	(303,768)	23,382	7,038,055	16,534,283	(117,118)	(186,651)	0	16,347,632	
	9	225	7,038,055	395,439	(303,768)	23,766	7,153,491	16,347,632	(115,796)	(187,973)	0	16,159,659	
	10	226	7,153,491	395,439	(303,768)	24,151	7,269,313	16,159,659	(114,464)	(189,304)	0	15,970,355	
	11	227	7,269,313	395,439	(303,768)	24,537	7,385,520	15,970,355	(113,123)	(190,645)	0	15,779,710	
	12	228	7,385,520	395,439	(303,768)	24,924	7,502,115	15,779,710	(111,775)	(191,996)	0	15,587,714	
2017	1	229	7,502,115	405,971	(303,768)	25,348	7,629,665	15,587,714	(110,413)	(193,356)	0	15,394,359	
	2	230	7,629,665	405,971	(303,768)	25,773	7,757,640	15,394,359	(109,043)	(194,725)	0	15,199,634	
	3	231	7,757,640	405,971	(303,768)	26,199	7,886,042	15,199,634	(107,664)	(196,104)	0	15,003,529	
	4	232	7,886,042	405,971	(303,768)	26,627	8,014,872	15,003,529	(106,275)	(197,493)	0	14,806,036	
	5	233	8,014,872	405,971	(303,768)	27,057	8,144,131	14,806,036	(104,876)	(198,892)	0	14,607,143	
	6	234	8,144,131	405,971	(303,768)	27,488	8,273,821	14,607,143	(103,467)	(200,301)	0	14,406,842	
	7	235	8,273,821	405,971	(303,768)	27,920	8,403,944	14,406,842	(102,048)	(201,720)	0	14,205,122	
	8	236	8,403,944	405,971	(303,768)	28,354	8,534,500	14,205,122	(100,620)	(203,149)	0	14,001,973	
	9	237	8,534,500	405,971	(303,768)	28,789	8,665,491	14,001,973	(99,181)	(204,588)	0	13,797,385	
	10	238	8,665,491	405,971	(303,768)	29,226	8,796,919	13,797,385	(97,731)	(206,037)	0	13,591,348	
	11	239	8,796,919	405,971	(303,768)	29,664	8,928,786	13,591,348	(96,272)	(207,496)	0	13,383,852	
	12	240	8,928,786	405,971	(303,768)	30,103	9,061,091	13,383,852	(94,802)	(208,966)	0	13,174,886	
2018	1	241	9,061,091	416,792	(303,768)	30,580	9,204,695	13,174,886	(93,322)	(210,446)	0	12,964,439	
	2	242	9,204,695	416,792	(303,768)	31,059	9,348,777	12,964,439	(91,831)	(211,937)	0	12,752,502	
	3	243	9,348,777	416,792	(303,768)	31,539	9,493,340	12,752,502	(90,330)	(213,438)	0	12,539,064	
	4	244	9,493,340	416,792	(303,768)	32,021	9,638,385	12,539,064	(88,818)	(214,950)	0	12,324,114	
	5	245	9,638,385	416,792	(303,768)	32,505	9,783,913	12,324,114	(87,296)	(216,473)	0	12,107,641	
	6	246	9,783,913	416,792	(303,768)	32,990	9,929,926	12,107,641	(85,762)	(218,006)	0	11,889,635	
	7	247	9,929,926	416,792	(303,768)	33,476	10,076,426	11,889,635	(84,218)	(219,550)	0	11,670,085	
	8	248	10,076,426	416,792	(303,768)	33,965	10,223,414	11,670,085	(82,663)	(221,105)	0	11,448,979	
	9	249	10,223,414	416,792	(303,768)	34,455	10,370,892	11,448,979	(81,097)	(222,672)	0	11,226,308	
	10	250	10,370,892	416,792	(303,768)	34,946	10,518,862	11,226,308	(79,520)	(224,249)	0	11,002,059	
	11	251	10,518,862	416,792	(303,768)	35,440	10,667,325	11,002,059	(77,931)	(225,837)	0	10,776,222	
	12	252	10,667,325	416,792	(303,768)	35,934	10,816,283	10,776,222	(76,323)	(227,437)	0	10,548,785	
2019	1	253	10,816,283	427,910	(303,768)	36,468	10,965,156	10,548,785	(74,721)	(229,048)	(10,319,737)	0	
	2	254	0	0	0	0	0	0	0	0	0	0	
	3	255	0	0	0	0	0	0	0	0	0	0	
	4	256	0	0	0	0	0	0	0	0	0	0	
	5	257	0	0	0	0	0	0	0	0	0	0	
	6	258	0	0	0	0	0	0	0	0	0	0	
	7	259	0	0	0	0	0	0	0	0	0	0	
	8	260	0	0	0	0	0	0	0	0	0	0	
	9	261	0	0	0	0	0	0	0	0	0	0	
	10	262	0	0	0	0	0	0	0	0	0	0	
	11	263	0	0	0	0	0	0	0	0	0	0	
	12	264	0	0	0	0	0	0	0	0	0	0	
Total			70,365,502	(26,959,240)	(77,253,601)	3,052,238	(10,319,737)	(45,801,344)	(26,452,257)	(10,319,737)	0	0	



Amount of Bond ..... 36,771,994

**Bond Term:**

Construction Term:	16	Apr-99
Begin Month (funding) .....	16	Apr-99
End Month (then permanent) .....		
(Here, no Construction Period, i.e., Amortization begins right away)		
Permanent Term:	16	Apr-99
Begin Month .....	253	Jan-2019
End Month .....		
(This End Month is unimportant to the Analyst)		
Amortization (Yrs.) .....	23	
(Enter 1000 if you want Simple Interest, i.e., no Amortization)		

**Bond Interest Rates:**

During Construction Term .....	8.50%
During Permanent Term .....	8.50%

**Interest Earnings on Bond Proceeds which are not drawn yet and on Cash Flow Proceeds which are escrowed:**

Interest Rate .....	4.00%	
Make Earned Interest available for Bond Repayment:		
Begin Month .....	16	Apr-99
End Month .....	253	Jan-2019

**Summary of Bond Components:**

Capital & Fees .....	26,959,240
(See Box Below)	
Reserves .....	9,812,754
Misc. ....	0
<b>Total Bond</b> .....	<b>36,771,994</b>

**When Funds become available to retire the Bond, what are the Dates of this Availability:**

Month Funds Avail. ....	16	Apr-99
Month Funds End .....	253	Jan-2019
(This End Month is unimportant to the Analyst)		

Note:  
 On page(s) (a, b, c, d) notice that the projected time for full Bond Repayment is ..... see Pg. 1c

**Schedule for Expenditures being drawn down from the Bond**

	Month Needed	Amount	Date
LOC Fee, Issue Cost, Fee Reimb. ....	16	4,877,853	Apr-99
Phase 2 & Project Public Capital .....	17	2,150,581	May-99
Phase 2 & Project Public Capital .....	18	2,150,581	Jun-99
Phase 2 & Project Public Capital .....	19	2,150,581	Jul-99
Phase 2 & Project Public Capital .....	20	2,150,581	Aug-99
Phase 2 & Project Public Capital .....	21	2,150,581	Sep-99
Phase 2 & Project Public Capital .....	22	2,150,581	Oct-99
Phase 2 & Project Public Capital .....	23	2,150,581	Nov-99
Phase 2 & Project Public Capital .....	24	2,150,581	Dec-99
Phase 2 & Project Public Capital .....	25	2,150,581	Jan-2000
Phase 2 & Project Public Capital .....	26	2,150,581	Feb-2000
Phase 2 & Project Public Capital .....	27	575,581	Mar-2000
Misc. ....	0	0	Na
Misc. ....	0	0	Na
Misc. ....	0	0	Na
Misc. ....	0	0	Na
Misc. ....	0	0	Na
Misc. ....	0	0	Na
Misc. ....	0	0	Na
<b>Total Cap. drawn down from Bond</b> .....		<b>26,959,240</b>	
(does not include Interest & Reserves)			

**Most money which will be available to retire the Bond will come from Taxes which will be collectable after the Buildings are built and occupied. Enter below the number of Months (after the respective Land Sale Dates) which will be required to get the Buildings in a Position to be taxed.**

Tract #	Type	Building Density	Average # of Mos required to get bldgs in these tracts
1	Corp Campus	341,510	16
2	Corp Campus	106,112	16
3	Retail Pads	37,528	16
3	Retail/Office	0	16
3	Office	16,000	16
3	Hotel	32,000	16
4	Hotel	32,000	16
4	Retail Pad	22,885	16
5,6	Hotel	320,000	16
7	Retail	36,984	16
7	Retail/Office	40,000	16
7	Office	24,000	16
8	Retail	217,066	16
8	Office	0	16
8	Hotel	160,000	16
8	Loft Apts.	0	16
9	Retail	42,689	16
10a	Misc. 1	0	16
10b	Misc. 2	0	16
10c	Misc. 3	0	16
10d	Misc. 4	0	16
10e	Misc. 5	0	16
10f	Misc. 6	0	16
10g	Misc. 7	0	16
<b>Grand Totals</b> ....			<b>1,428,774</b>



**Midcities Metropolitan District  
Financial Plan  
Bonds - Revenues from Sales Tax & Lodging Tax  
Bond Discounted Scenario #2**

**Sales Tax Revenue Assumptions**  
After Buildings are On-Line, Phase-In of Sales Tax Collection over these Periods:

Tract# Type	Tax Rate	Growth on Sales			Lodge Sales		Lodge Sales		Lodge Sales		Taxable Portion	% Avail. for Bond Retirement	1st Phase			2nd Phase			3rd Phase		
		Yr.1	Yr.2	Yr.3	Yr.1	Yr.2	Yr.3	Yr.1	Yr.2	Yr.3			Begin Mo. (Should be 1)	Percent	Begin Mo.	Percent	Begin Mo.	Percent	Begin Mo.	Percent	Begin Mo.
1 Corp Campus	3.50%	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	0.00%	50.00%	1	50.00%	7	75.00%	13	100.00%						
2 Corp Campus	3.50%	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	0.00%	50.00%	1	50.00%	7	75.00%	13	100.00%						
3 Retail Pads	3.50%	\$250.00	\$250.00	\$250.00	\$250.00	\$250.00	\$250.00	90.00%	50.00%	1	50.00%	7	75.00%	13	100.00%						
3 Retail/Office	3.50%	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	90.00%	50.00%	1	50.00%	7	75.00%	13	100.00%						
3 Office	3.50%	\$60.00	\$60.00	\$60.00	\$60.00	\$60.00	\$60.00	100.00%	50.00%	1	50.00%	7	75.00%	13	100.00%						
3 Hotel	3.50%	\$60.00	\$60.00	\$60.00	\$60.00	\$60.00	\$60.00	100.00%	50.00%	1	50.00%	7	75.00%	13	100.00%						
4 Hotel	3.50%	\$60.00	\$60.00	\$60.00	\$60.00	\$60.00	\$60.00	100.00%	50.00%	1	50.00%	7	75.00%	13	100.00%						
4 Retail Pad	3.50%	\$250.00	\$250.00	\$250.00	\$250.00	\$250.00	\$250.00	90.00%	50.00%	1	50.00%	7	75.00%	13	100.00%						
5,6 Hotel	3.50%	\$60.00	\$60.00	\$60.00	\$60.00	\$60.00	\$60.00	90.00%	50.00%	1	50.00%	7	75.00%	13	100.00%						
7 Retail	3.50%	\$250.00	\$250.00	\$250.00	\$250.00	\$250.00	\$250.00	90.00%	50.00%	1	50.00%	7	75.00%	13	100.00%						
7 Retail/Office	3.50%	\$250.00	\$250.00	\$250.00	\$250.00	\$250.00	\$250.00	90.00%	50.00%	1	50.00%	7	75.00%	13	100.00%						
7 Office	3.50%	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	90.00%	50.00%	1	50.00%	7	75.00%	13	100.00%						
8 Retail	3.50%	\$250.00	\$250.00	\$250.00	\$250.00	\$250.00	\$250.00	90.00%	50.00%	1	50.00%	7	75.00%	13	100.00%						
8 Office	3.50%	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	90.00%	50.00%	1	50.00%	7	75.00%	13	100.00%						
8 Hotel	3.50%	\$60.00	\$60.00	\$60.00	\$60.00	\$60.00	\$60.00	100.00%	50.00%	1	50.00%	7	75.00%	13	100.00%						
8 Loft Apts.	3.50%	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	100.00%	50.00%	1	50.00%	7	75.00%	13	100.00%						
9 Retail	3.50%	\$250.00	\$250.00	\$250.00	\$250.00	\$250.00	\$250.00	90.00%	50.00%	1	50.00%	7	75.00%	13	100.00%						
10a Misc. 1	3.50%	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	0.00%	50.00%	1	50.00%	7	75.00%	13	100.00%						
10b Misc. 2	3.50%	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	0.00%	50.00%	1	50.00%	7	75.00%	13	100.00%						
10c Misc. 3	3.50%	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	0.00%	50.00%	1	50.00%	7	75.00%	13	100.00%						
10d Misc. 4	3.50%	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	0.00%	50.00%	1	50.00%	7	75.00%	13	100.00%						
10e Misc. 5	3.50%	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	0.00%	50.00%	1	50.00%	7	75.00%	13	100.00%						
10f Misc. 6	3.50%	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	0.00%	50.00%	1	50.00%	7	75.00%	13	100.00%						
10g Misc. 7	3.50%	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	0.00%	50.00%	1	50.00%	7	75.00%	13	100.00%						

**Lodging Tax Revenue Assumptions**

Tract# Type	Lodge Tax Rate	Lodge Sales			Lodge Sales			Lodge Sales			Taxable Portion	% Avail. for Bond Retirement	Begin Month	End Month
		Yr.1	Yr.2	Yr.3	Yr.1	Yr.2	Yr.3	Yr.1	Yr.2	Yr.3				
1 Corp Campus	1.60%	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	3.00%	50.00%	16	253			
2 Corp Campus	1.60%	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	3.00%	50.00%	16	253			
3 Retail Pads	1.60%	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	3.00%	50.00%	16	253			
3 Retail/Office	1.60%	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	3.00%	50.00%	16	253			
3 Office	1.60%	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	3.00%	50.00%	16	253			
3 Hotel	1.60%	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	3.00%	50.00%	16	253			
4 Hotel	1.60%	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	3.00%	50.00%	16	253			
4 Retail Pad	1.60%	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	3.00%	50.00%	16	253			
5,6 Hotel	1.60%	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	3.00%	50.00%	16	253			
7 Retail	1.60%	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	3.00%	50.00%	16	253			
7 Retail/Office	1.60%	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	3.00%	50.00%	16	253			
7 Office	1.60%	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	3.00%	50.00%	16	253			
8 Retail	1.60%	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	3.00%	50.00%	16	253			
8 Office	1.60%	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	3.00%	50.00%	16	253			
8 Hotel	1.60%	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	3.00%	50.00%	16	253			
8 Loft Apts.	1.60%	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	3.00%	50.00%	16	253			
9 Retail	1.60%	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	3.00%	50.00%	16	253			
10a Misc. 1	1.60%	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	3.00%	50.00%	16	253			
10b Misc. 2	1.60%	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	3.00%	50.00%	16	253			
10c Misc. 3	1.60%	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	3.00%	50.00%	16	253			
10d Misc. 4	1.60%	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	3.00%	50.00%	16	253			
10e Misc. 5	1.60%	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	3.00%	50.00%	16	253			
10f Misc. 6	1.60%	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	3.00%	50.00%	16	253			
10g Misc. 7	1.60%	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	3.00%	50.00%	16	253			

**Midcities Metropolitan District**  
**Bonds - Revenues from Property Tax and Impact Fees**  
 Bond Discounted Scenario #2

Months after Bldg. On-Line for Property Tax Collection

Property Tax:		Property Tax Revenue Assumptions										Property Tax	
Tract#	Type	Property Tax Mill Rate	Taxable Value / SF			Taxable Growth on Value			Taxable Portion	% Avail. for Bond Retirement	Begin Month	End Month	Months after Bldg. On-Line for Property Tax Collection
			Yr. 1	Yr. 2	Yr. 3	Value	Yr. 3 Thereafter						
1	Corp Campus	2.70%	\$29.00	\$29.58	\$30.17	2.00%	2.00%	100.00%	100.00%	16	253	18	
2	Corp Campus	2.70%	\$29.00	\$29.58	\$30.17	2.00%	2.00%	100.00%	100.00%	16	253	18	
3	Retail Pads	2.70%	\$29.00	\$29.58	\$30.17	2.00%	2.00%	100.00%	100.00%	16	253	18	
3	Retail/Office	2.70%	\$29.00	\$29.58	\$30.17	2.00%	2.00%	100.00%	100.00%	16	253	18	
3	Office	2.70%	\$29.00	\$29.58	\$30.17	2.00%	2.00%	100.00%	100.00%	16	253	18	
3	Hotel	2.70%	\$29.00	\$29.58	\$30.17	2.00%	2.00%	100.00%	100.00%	16	253	18	
4	Hotel	2.70%	\$29.00	\$29.58	\$30.17	2.00%	2.00%	100.00%	100.00%	16	253	18	
4	Retail Pad	2.70%	\$29.00	\$29.58	\$30.17	2.00%	2.00%	100.00%	100.00%	16	253	18	
5,6	Hotel	2.70%	\$29.00	\$29.58	\$30.17	2.00%	2.00%	100.00%	100.00%	16	253	18	
7	Retail	2.70%	\$29.00	\$29.58	\$30.17	2.00%	2.00%	100.00%	100.00%	16	253	18	
7	Retail/Office	2.70%	\$29.00	\$29.58	\$30.17	2.00%	2.00%	100.00%	100.00%	16	253	18	
7	Office	2.70%	\$29.00	\$29.58	\$30.17	2.00%	2.00%	100.00%	100.00%	16	253	18	
8	Retail	2.70%	\$29.00	\$29.58	\$30.17	2.00%	2.00%	100.00%	100.00%	16	253	18	
8	Office	2.70%	\$29.00	\$29.58	\$30.17	2.00%	2.00%	100.00%	100.00%	16	253	18	
8	Hotel	2.70%	\$29.00	\$29.58	\$30.17	2.00%	2.00%	100.00%	100.00%	16	253	18	
8	Loft Apts.	2.70%	\$29.00	\$29.58	\$30.17	2.00%	2.00%	100.00%	100.00%	16	253	18	
9	Retail	2.70%	\$29.00	\$29.58	\$30.17	2.00%	2.00%	100.00%	100.00%	16	253	18	
10a	Misc. 1	2.70%	\$29.00	\$29.58	\$30.17	2.00%	2.00%	100.00%	100.00%	16	253	18	
10b	Misc. 2	2.70%	\$29.00	\$29.58	\$30.17	2.00%	2.00%	100.00%	100.00%	16	253	18	
10c	Misc. 3	2.70%	\$29.00	\$29.58	\$30.17	2.00%	2.00%	100.00%	100.00%	16	253	18	
10d	Misc. 4	2.70%	\$29.00	\$29.58	\$30.17	2.00%	2.00%	100.00%	100.00%	16	253	18	
10e	Misc. 5	2.70%	\$29.00	\$29.58	\$30.17	2.00%	2.00%	100.00%	100.00%	16	253	18	
10f	Misc. 6	2.70%	\$29.00	\$29.58	\$30.17	2.00%	2.00%	100.00%	100.00%	16	253	18	
10g	Misc. 7	2.70%	\$29.00	\$29.58	\$30.17	2.00%	2.00%	100.00%	100.00%	16	253	18	

**Impact Fee Assumptions**

Impact Fee:	Tract#	Type	Area Sq.Ft.	Building Density	For Fee:		Impact Fee Timing (1)	Impact			% Avail. for Bond Retirement
					use Area SF: Type Yes or No	Density SF: Type Yes or No		Fee per SF Year 1	Fee per SF Year 2	Fee per SF Year 3 Thereafter	
1	Corp Campus		1,219,680	341,310	Yes	No	5	\$0.00	\$0.00	\$0.00	100.00%
2	Corp Campus		378,972	106,112	Yes	No	4	\$0.00	\$0.00	\$0.00	100.00%
3	Retail Pads		134,165	37,528	Yes	No	3	\$0.00	\$0.00	\$0.00	100.00%
3	Retail/Office		0	0	Yes	No	2	\$0.00	\$0.00	\$0.00	100.00%
3	Office		57,064	16,000	Yes	No	1	\$0.00	\$0.00	\$0.00	100.00%
3	Hotel		114,127	32,000	Yes	No	0	\$0.00	\$0.00	\$0.00	100.00%
4	Hotel		114,127	32,000	Yes	No	(1)	\$0.00	\$0.00	\$0.00	100.00%
4	Retail Pad		81,893	22,885	Yes	No	(2)	\$0.00	\$0.00	\$0.00	100.00%
5,6	Hotel		906,048	320,000	Yes	No	(3)	\$0.00	\$0.00	\$0.00	100.00%
7	Retail		131,987	36,984	Yes	No	(4)	\$0.00	\$0.00	\$0.00	100.00%
7	Retail/Office		91,040	40,000	Yes	No	(5)	\$0.00	\$0.00	\$0.00	100.00%
7	Office		85,813	24,900	Yes	No	0	\$0.00	\$0.00	\$0.00	100.00%
8	Retail		775,368	217,066	Yes	No	0	\$0.00	\$0.00	\$0.00	100.00%
8	Office		0	0	Yes	No	0	\$0.00	\$0.00	\$0.00	100.00%
8	Hotel		444,312	160,000	Yes	No	0	\$0.00	\$0.00	\$0.00	100.00%
8	Loft Apts.		0	0	Yes	No	0	\$0.00	\$0.00	\$0.00	100.00%
9	Retail		152,460	42,689	Yes	No	0	\$0.00	\$0.00	\$0.00	100.00%
10a	Misc. 1		0	0	Yes	No	0	\$0.00	\$0.00	\$0.00	100.00%
10b	Misc. 2		0	0	Yes	No	0	\$0.00	\$0.00	\$0.00	100.00%
10c	Misc. 3		0	0	Yes	No	0	\$0.00	\$0.00	\$0.00	100.00%
10d	Misc. 4		0	0	Yes	No	0	\$0.00	\$0.00	\$0.00	100.00%
10e	Misc. 5		0	0	Yes	No	0	\$0.00	\$0.00	\$0.00	100.00%
10f	Misc. 6		0	0	Yes	No	0	\$0.00	\$0.00	\$0.00	100.00%
10g	Misc. 7		0	0	Yes	No	0	\$0.00	\$0.00	\$0.00	100.00%

(1) Enter the number of months after, at, or before the Impact Fee is available relative to the Land Sale. For example, if the fee is paid and available 2 months after Sale, enter 2. In in the same month, enter 0.

**Midcities Metropolitan District  
Financial Plan  
Bonds - Revenues from Use Tax  
Bond Discounted Scenario #2**

**Use Tax Assumptions**

Use Tax:	Tract	Type	Building Density Sq.Ft.	Construction begins: how many Months after Land Sale?	Duration of Construction Period	Constr. Per Sq.Ft. Year 1	Constr. Per Sq.Ft. Year 2	Constr. Per Sq.Ft. Year 3	Constr. Per Sq.Ft. Year 4	Constr. Per Sq.Ft. Year 5	Constr. Per Sq.Ft. & after Year 6	Tax on Constr. \$	Amount thereof available for Bond Reduction	(1) Taxes paid	
														Months Before	Months After
1	Corp Campus	341,510	9	7	\$50.00	\$51.00	\$52.02	\$53.06	\$53.06	\$54.12	\$55.20	3.50%	50.00%	1	1
2	Corp Campus	106,112	9	7	\$50.00	\$51.00	\$52.02	\$53.06	\$53.06	\$54.12	\$55.20	3.50%	50.00%	1	1
3	Retail Pads	37,528	9	7	\$50.00	\$51.00	\$52.02	\$53.06	\$53.06	\$54.12	\$55.20	3.50%	50.00%	1	1
3	Retail/Office	0	9	7	\$50.00	\$51.00	\$52.02	\$53.06	\$53.06	\$54.12	\$55.20	3.50%	50.00%	1	1
3	Office	16,000	9	7	\$50.00	\$51.00	\$52.02	\$53.06	\$53.06	\$54.12	\$55.20	3.50%	50.00%	1	1
3	Hotel	32,000	9	7	\$50.00	\$51.00	\$52.02	\$53.06	\$53.06	\$54.12	\$55.20	3.50%	50.00%	1	1
4	Hotel	32,000	9	7	\$50.00	\$51.00	\$52.02	\$53.06	\$53.06	\$54.12	\$55.20	3.50%	50.00%	1	1
4	Retail Pad	22,885	9	7	\$50.00	\$51.00	\$52.02	\$53.06	\$53.06	\$54.12	\$55.20	3.50%	50.00%	1	1
5,6	Hotel	320,000	9	7	\$50.00	\$51.00	\$52.02	\$53.06	\$53.06	\$54.12	\$55.20	3.50%	50.00%	1	1
7	Retail	36,984	9	7	\$50.00	\$51.00	\$52.02	\$53.06	\$53.06	\$54.12	\$55.20	3.50%	50.00%	1	1
7	Retail/Office	40,000	9	7	\$50.00	\$51.00	\$52.02	\$53.06	\$53.06	\$54.12	\$55.20	3.50%	50.00%	1	1
7	Office	24,000	9	7	\$50.00	\$51.00	\$52.02	\$53.06	\$53.06	\$54.12	\$55.20	3.50%	50.00%	1	1
8	Retail	217,066	9	7	\$50.00	\$51.00	\$52.02	\$53.06	\$53.06	\$54.12	\$55.20	3.50%	50.00%	1	1
8	Office	0	9	7	\$50.00	\$51.00	\$52.02	\$53.06	\$53.06	\$54.12	\$55.20	3.50%	50.00%	1	1
8	Hotel	160,000	9	7	\$50.00	\$51.00	\$52.02	\$53.06	\$53.06	\$54.12	\$55.20	3.50%	50.00%	1	1
8	Loft Apts.	0	9	7	\$50.00	\$51.00	\$52.02	\$53.06	\$53.06	\$54.12	\$55.20	3.50%	50.00%	1	1
9	Retail	42,689	9	7	\$50.00	\$51.00	\$52.02	\$53.06	\$53.06	\$54.12	\$55.20	3.50%	50.00%	1	1
10a	Misc. 1	0	9	7	\$50.00	\$51.00	\$52.02	\$53.06	\$53.06	\$54.12	\$55.20	3.50%	50.00%	1	1
10b	Misc. 2	0	9	7	\$50.00	\$51.00	\$52.02	\$53.06	\$53.06	\$54.12	\$55.20	3.50%	50.00%	1	1
10c	Misc. 3	0	9	7	\$50.00	\$51.00	\$52.02	\$53.06	\$53.06	\$54.12	\$55.20	3.50%	50.00%	1	1
10d	Misc. 4	0	9	7	\$50.00	\$51.00	\$52.02	\$53.06	\$53.06	\$54.12	\$55.20	3.50%	50.00%	1	1
10e	Misc. 5	0	9	7	\$50.00	\$51.00	\$52.02	\$53.06	\$53.06	\$54.12	\$55.20	3.50%	50.00%	1	1
10f	Misc. 6	0	9	7	\$50.00	\$51.00	\$52.02	\$53.06	\$53.06	\$54.12	\$55.20	3.50%	50.00%	1	1
10g	Misc. 7	0	9	7	\$50.00	\$51.00	\$52.02	\$53.06	\$53.06	\$54.12	\$55.20	3.50%	50.00%	1	1

(1) In this model the Use Tax is paid 3 times during a construction period. The middle payment month occurs exactly in the middle of the construction period. Enter here the timing of the other 2 payments. Enter the number of months before the middle month and the number of months after the middle month for the other 2 payments.



EXHIBIT G

950 Seventeenth Street  
Suite 650  
Denver, CO 80202  
303 585-5000

August 12, 1998

Steve Miller  
Ken Tribbey  
The MidCities Company, LLP  
680 Atchison Way Suite 800  
Castle Rock, CO 80104

RE:                   \$37,000,000  
                          MidCities Metropolitan District  
                          Series 1998

Gentlemen,

Per our discussions the past few weeks, on behalf of U.S. Bancorp Investments, Inc.(USBI), I am writing this letter of intent to purchase the above referenced issue of bonds, scheduled to close after your District election in November of this year. We have had the opportunity to review the financial disclosures you have made to us, your proposed service plan, and pro-forma cash flow projections.

Our commitment is subject to review of final financing documents and developer agreements satisfactory to USBI.

The interest rate on the bonds will be subject to negotiation at the time of sale, however, it shall not exceed 7%. The term of the bonds will be twenty years.

I believe this letter reflects our understanding. Please let me know as soon as possible if you are not in agreement with the terms of this letter.

Sincerely,

Brian C. Curd  
Vice President

cc.     Joe Tessmer, U. S. Bancorp Investments, Inc.