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MAY 25 2012

DIV OF LOCAL GOVERNMENT

RESOLUTION NO. 2012-88

A RESOLUTION APPROVING THE FIRST AMENDED AND RESTATED SERVICE PLAN FOR BBC METROPOLITAN DISTRICT (F/K/A BBC/OVERLOOK METROPOLITAN DISTRICT) AND PROVIDING OTHER DETAILS IN CONNECTION THEREWITH.

WHEREAS, the City and County of Broomfield, State of Colorado (the "City and County"), is a political subdivision of the State, a body corporate and politic, a home-rule City and County pursuant to Article XX of the State Constitution and a city and county pursuant to Sections 10, 11, 12 and 13 of Article XX of the State Constitution; and

WHEREAS, pursuant to the provisions of Part 2 of Article 1 of Title 32, C.R.S., as amended, (the "Act"), no special district shall be organized if its boundaries are wholly contained within the boundaries of a municipality, except upon adoption of a resolution of approval by the governing body of the municipality; and

WHEREAS, pursuant to the terms of the Act, the City Council of the City and County on September 24, 2002, adopted Resolution No. 2002-202, that determined that the requirements of the filing of the Service Plan (the "Original Service Plan") for BBC/Overlook Metropolitan District (the "District") and the organization of the District had been fulfilled; and

WHEREAS, the Original Service Plan was submitted and approved prior to the finalization of a development and reimbursement agreement with Etkin Johnson Group and Carbon Properties, LLC, or their successors and assigns, prior to the determination of the necessary, required public infrastructure and prior to approval of the plan of development, on the basis that the Original Service Plan would be modified and that such modification would be submitted to the City and County; and

WHEREAS, the District was organized pursuant to a 17th Judicial District Court Order entered on December 2, 2002; and

WHEREAS, at that time the District consisted of approximately 150 acres divided into several development areas planned for office and retail development; and

WHEREAS, pursuant to the terms of the Act, the City Council of the City and County on May 13, 2008, adopted Resolution No. 2008-89, that approved the First Modification (the "First Modification") to Original Service Plan (collectively, the Original Service Plan and First Modification are referred to as the "Original Service Plan"); and

WHEREAS, subsequent to the approval of the First Modification in accordance with Resolution No. 2008-89, the District excluded approximately 100 acres of land from the District comprising the "Overlook" development and now consists of approximately 50 acres of land; and

WHEREAS, on March 13, 2012, the District filed a Petition for Name Change from "BBC/Overlook Metropolitan District" to "BBC Metropolitan District" with the District Court in and for the City and County of Broomfield. On March 15, 2012 the District Court in and for the City and County of Broomfield entered an Order and Decree Granting Petition for Name Change that provided that the name of "BBC/Overlook Metropolitan District" is hereby changed to "BBC Metropolitan District" and is authorized to use the name "BBC Metropolitan District" as its legal name.

WHEREAS, pursuant to the terms of the Act, material modifications to the Original Service Plan may be made only by petition to and approval by the City Council of the City and County in substantially the same manner as is provided for the approval of the Original Service Plan; and

WHEREAS, changes in the plan of development increased the cost of public improvements and the amounts necessary to finance the development and require a modification to the Original Service Plan of the District; and

WHEREAS, the petitioners have presented a petition and have submitted to the City and County the First Amended and Restated Service Plan (the "Amended Service Plan") that reflects increased costs of public improvements, increased costs in the amounts necessary to finance the development and modifications to the boundaries of the District, which Amended Service Plan is attached hereto as Exhibit A and incorporated herein by reference; and

WHEREAS, there will be presented to the City Council of the City and County on April 24, 2012 a resolution to approve an amended and restated intergovernmental agreement (the "Amended IGA") between the City and County and the District; and

WHEREAS, there will be presented to the City Council of the City and County on April 24, 2012 a resolution to approve a Reimbursement Agreement between the City and County and the District (the "District Reimbursement Agreement"); and

WHEREAS, a Notice of Public Hearing regarding the Amended Service Plan was published in *The Daily Journal* on April 4, 2012; and

WHEREAS, the City Council of the City and County held a public hearing on April 24, 2012 regarding the petition and approval of the Amended Service Plan for the District; and

WHEREAS, the Act provides that the City and County has the authority: (a) to approve without condition or modification the Amended Service Plan; (b) to disapprove the Amended Service Plan submitted; or (c) to conditionally approve the Amended Service Plan subject to the submission of additional information relating to, or the modification of, the Amended Service Plan or by agreement with the proponents of the Amended Service Plan; and

WHEREAS, the City Council considered the Amended Service Plan for the District and all other testimony and evidence presented at the hearing; and

WHEREAS, it appears to the City Council that the Amended Service Plan for the District should be conditionally approved subject to: (i) the approval by the City and County of the District Reimbursement Agreement; (ii) the approval by the City and County of the Amended IGA; (iii) the approval by the City and County of the Financing Plan attached to Amended Service Plan and (iv) the written consent of the City and County Manager and City and County Attorney to the issuance of bonds by the District.

BE IT RESOLVED BY THE CITY COUNCIL OF THE CITY AND COUNTY OF BROOMFIELD, COLORADO:

Section 1. That the City Council hereby determines that the requirements of the Act, relating to the filing of the Amended Service Plan for the District have been fulfilled and the Amended Service Plan for the District is hereby approved subject to: (i) the approval by the City and County of the District Reimbursement Agreement; (ii) the approval by the City and County of the Amended IGA; (iii) the approval by the City and County of the Financing Plan attached to Amended Service Plan and (iv) the written consent of the City and County Manager and City and County Attorney to the issuance of bonds by the District.

Section 2. That the City Council hereby finds and determines as follows:

(a) There is a sufficient existing and projected need for organized service in the area served by the District;

(b) The existing service in the area served by the District is not adequate for present and projected needs;

(c) Adequate service is not now and will not be available in the future to the area served by the District through the City and County or other existing municipal or quasi-municipal corporations, including existing special districts within a reasonable time or on comparable basis;

(d) The District is capable of providing economic and sufficient service to the area within its boundaries;

(e) The area within the District has and will have the financial ability to discharge the proposed indebtedness on a reasonable basis.

Section 3. That in accordance with the provisions of the Amended Service Plan, the City and County Manager and City and County Attorney are hereby authorized to review the terms of the District's bond financings, which shall proceed only with the written consent of the City and County Manager and City and County Attorney.

Section 4. That this Resolution is effective upon its approval by the City Council.

ADOPTED AND APPROVED this 24th day of April, 2012.



CITY AND COUNTY OF BROOMFIELD,
COLORADO

J. D. Stokes
Mayor Pro-Tem

Judith L. Keiser
City and County Clerk, Deputy

APPROVED AS TO FORM:

Hahn, Smith, Walsh & Mancuso, P.C.
Hahn, Smith, Walsh & Mancuso, P.C.

EXHIBIT A

RECEIVED

MAY 25 2012

DIV OF LOCAL GOVERNMENT

FIRST AMENDED AND RESTATED

SERVICE PLAN

FOR

**BBC METROPOLITAN DISTRICT
(F/K/A BBC/OVERLOOK METROPOLITAN DISTRICT)**

(CITY AND COUNTY OF BROOMFIELD, COLORADO)

(COMMERCIAL DISTRICT)

Prepared by:

MCGEADY SISNEROS, P.C.
450 E. 17TH AVENUE, SUITE 400
DENVER, CO 80203
(303) 592-4380

Service Plan Approved: September 10, 2002
First Modification to Service Plan Approved: May 13, 2008

First Amended and Restated Service Plan Approved: April 24, 2012

Initials: mas

TABLE OF CONTENTS

I. INTRODUCTION 1

 A. Purpose and Intent 1

 B. Service Plan Information 2

II. PURPOSE OF THE DISTRICT 3

III. DISTRICT BOUNDARIES/MAPS 4

IV. PROPOSED LAND USE/POPULATION PROJECTIONS 5

V. DESCRIPTION OF PROPOSED SERVICES 5

 A. Types of Public Improvements 5

 1. Sanitation 6

 2. Water 7

 3. Streets 7

 4. Safety Protection 7

 5. Park and Recreation 8

 6. Transportation 8

 7. Television Relay and Translation 9

 8. Mosquito Control 9

 9. Fire Protection 9

 10. Other Powers 10

 B. Standards of Construction/Statement of Compatibility 11

VI. DISSOLUTION 11

VII. PROPOSED AND EXISTING AGREEMENTS 12

 A. Intergovernmental Agreement with Broomfield 12

 B. Other Intergovernmental Agreements 13

 C. Voter Authorization 13

VIII. ASSESSED VALUATION 14

IX. FINANCIAL PLAN 14

 A. Estimated Operation Costs 14

 B. Bond Issuance 15

 C. Mill Levy 17

 D. Cost Summary and Bond Development 18

X. OTHER REQUIREMENTS 19

XI. CONCLUSION..... 20

LIST OF EXHIBITS

EXHIBIT A	Legal Description of the District Property
EXHIBIT B	District Boundary Map
EXHIBIT C	Vicinity Map
EXHIBIT D	List of Interested Parties
EXHIBIT E	Public Improvement Costs
EXHIBIT F	Depiction of Public Improvements
EXHIBIT G	Financial Plan
EXHIBIT H	District Ballot Questions – November 5, 2002 Election

**FIRST AMENDED AND RESTATED SERVICE PLAN FOR
BBC METROPOLITAN DISTRICT
(F/K/A BBC/OVERLOOK METROPOLITAN DISTRICT)**

I. INTRODUCTION

A. Purpose and Intent. On September 22, 2002, by Resolution No. 2002-202, the City Council of the City and County of Broomfield (“Broomfield” or “City and County”) approved the Service Plan (the “Original Service Plan”) for the BBC/Overlook Metropolitan District. BBC/Overlook Metropolitan District was organized pursuant to an Order and Decree issued by the District Court in and for the City and County of Broomfield (the “District Court”) on December 2, 2002. On May 13, 2008, by Resolution No. 2008-89, the City Council of Broomfield approved the First Modification (the “First Modification”) to the Original Service Plan (collectively, the Original Service Plan and the First Modification shall be referred to herein as the “Original Service Plan”) for BBC/Overlook Metropolitan District. On March 13, 2012, the District filed a Petition for Name Change from “BBC/Overlook Metropolitan District” to “BBC Metropolitan District” with the District Court. On March 15, 2012, the District Court entered an Order and Decree Granting Petition for Name Change that provided the name of “BBC/Overlook Metropolitan District” is hereby changed to “BBC Metropolitan District” and the District is authorized to use the name “BBC Metropolitan District” as its legal name.

BBC Metropolitan District (f/k/a BBC/Overlook Metropolitan District) (the “District”) is a quasi-municipal corporation and political subdivision of the State of Colorado, organized and existing in accordance with Section 32-1-101, et seq., C.R.S. as amended (the “Special District Act”). In accordance with Section 32-1-207 of the Special District Act, the Board of Directors of the District petitioned the City and County and submitted this First Amended and Restated

Service Plan (“Amended Service Plan”) on April 16, 2012. The Amended Service Plan is intended to modify, replace, restate and supersede the Original Service Plan in its entirety.

It is intended that the District will provide a part or all of the Public Improvements, as defined in Section V.A, for the use and benefit of all anticipated inhabitants and taxpayers of the District. The primary purpose of the District will be to finance the construction of these Public Improvements. The intent of this Amended Service Plan is: (1) to amend the District Boundaries, as defined in Section III; (2) to describe a reimbursement agreement (“Reimbursement Agreement”) which provides for the City and County to share certain sales tax revenue with the District for the purpose of providing funding for the design, construction, acquisition and financing of a portion of the Public Improvements; (3) to update the legal description and map of the District Boundaries; (4) to provide updated Public Improvement costs; and (5) to provide an updated Financial Plan.

B. Service Plan Information. Pursuant to the requirements of the Special District Act, this Amended Service Plan consists of a financial analysis and an engineering plan showing how the proposed facilities and services of the District will be provided and financed. The following items are included in this Amended Service Plan:

1. A description of the proposed services;
2. A financial plan showing how the proposed services are to be financed;
3. A preliminary engineering or architectural survey showing how the proposed services are to be provided;
4. A map of the District Boundaries, as hereafter defined, and an estimate of the population and valuation for assessment of the District;

5. A general description of the facilities to be constructed and the standards of such construction, including a statement of how the facility and service standards of the District are compatible with facility and service standards of the City and County and of municipalities and special districts which are interested parties pursuant to Section 32-1-204(l), C.R.S.;

6. A general description of the estimated cost, if any, of acquiring land, engineering services, legal services, administrative services, initial proposed indebtedness and estimated proposed maximum interest rates and discounts, and other major expenses related to the organization and operation of the District; and

7. A description of any arrangement or proposed agreement with any political subdivision for the performance of any services between the District and such other political subdivision.

II. PURPOSE OF THE DISTRICT

The original boundaries of the BBC/Overlook Metropolitan District consisted of approximately 152 acres. In 2008 the territory known as “The Outlook” development, which included approximately 100 acres, was excluded from the boundaries of the District. The now 52-acre Broomfield Business Center development (the “Development”) is entirely within the boundaries of the City and County. The area to be served by the District is located in Broomfield generally north of Carbon Road and east of 96th Street. The Development is being developed by BBC Broomfield Business Center, LLC, or its successors or assigns (the “Developer”).

The major purpose of the District is to finance and construct public improvements and to dedicate, when appropriate, some of the public improvements to Broomfield or to such other

entity as appropriate. Except as agreed to by Broomfield in the Subdivision Improvement Agreement (“SIA”) between Broomfield and the Developer, Broomfield shall not be obligated to own, operate, or maintain any of the improvements made by the District.

Adequate service is not, and will not be available to the property within the District Boundaries, as hereafter defined, through existing county, municipal or other quasi-municipal corporations within a reasonable time and on a comparable basis. Currently, there are no other special districts capable of providing the essential public purpose facilities required for development of the property. See **Exhibit D** attached hereto which lists other special districts and interested parties as defined by Section 32-1-204(1), C.R.S.

III. DISTRICT BOUNDARIES/MAPS

The total area to be included in the District is approximately 52 acres (the “District Boundaries”). A legal description of the District is attached hereto as **Exhibit A** and a map of the District Boundaries is attached hereto as **Exhibit B**. A vicinity map is attached hereto as **Exhibit C**.

It is anticipated that the District’s Boundaries may change from time to time as it undergoes inclusions and exclusions pursuant to Parts 4 and 5 of the Special District Act. The District shall not alter its boundaries by inclusion of additional real property in the District Boundaries without first providing written notice to Broomfield, the City and County Manager, and the City and County Attorney that it has received a petition requesting that additional property be included in the District Boundaries, which petition shall be included in the written notice. After receipt of the notice and petition, the governing body of Broomfield shall within forty-five (45) days of receipt of such notice and petition, either (a) adopt a resolution authorizing the inclusion, (b) Broomfield, acting through the City and County Manager and the

City and County Attorney, shall submit a written waiver of Broomfield's right to require such resolution, or (c) Broomfield, acting through the City and County Manager and the City and County Attorney, shall file a written objection to the inclusion, each action shall be in Broomfield's sole discretion. Any resolution of approval so adopted or waiver or objection shall be appended to the inclusion petition.

IV. PROPOSED LAND USE/POPULATION PROJECTIONS

At present, the property within the District Boundaries is zoned PUD. The property within the District Boundaries is now undeveloped and is not presently served with the facilities and/or services proposed to be provided by the District, nor does Broomfield or any other special district have any plans to provide such services within a reasonable time and on a comparable basis. It is anticipated that the property within the District Boundaries will be developed with approximately 788,000 square feet of commercial space during the years 2014 through 2020. The peak daytime population for such property is estimated at 2,364 persons, based on a ratio of three (3) employees per 1,000 square feet of commercial space.

V. DESCRIPTION OF PROPOSED SERVICES

The following paragraphs provide a description of the types of improvements and proposed services to be provided by the District. Except as agreed in the SIA, Broomfield shall not be obligated to own, operate, or maintain any of the improvements made by the District.

A. Types of Public Improvements. The District plans to provide for the design, acquisition, construction, installation and financing of certain water, sanitation, street, safety protection, park and recreation, transportation, television relay and translator, mosquito control and limited fire protection improvements and services within and without the District Boundaries. This Amended Service Plan describes those improvements anticipated for

construction. The improvements will benefit all of the property within the District. A general description of each type of improvement and service to be provided by the District follows this paragraph, and **Exhibit E** lists the improvements planned to be provided for the property and estimated costs of facilities (the “Public Improvements”). The Public Improvements generally depicted and described in **Exhibit F** have been presented for illustration only. The exact design, subphasing of construction and location of the Public Improvements will be determined at the time of the submittal of the site development plan and, if approved by Broomfield, such decisions shall not be considered to be a material modification of this Amended Service Plan. The District shall have the authority to finance the costs of the Public Improvements for such properties subject to the debt issuance limitations set forth in Section IX.B hereof, and subject to the terms of the IGA, as defined in Section VII.A, with Broomfield.

1. Sanitation. The District shall have the power to provide for the design, acquisition, construction, financing, completion, and installation of a local sanitary sewage collection and transmission system which may include, but shall not be limited to, collection mains and laterals, lift stations, transmission lines, and/or storm sewer, flood and surface drainage facilities and systems, including detention/retention ponds and associated irrigation facilities, and all necessary, incidental, and appurtenant facilities, land and easements, together with extensions of and improvements to said system within and without the District Boundaries. The District may provide for sanitary sewage collection and transmission through the purchase of capacity in existing collection mains and transmission lines.

It is anticipated that, following acceptance by Broomfield, Broomfield will own, operate and maintain the sanitation improvements constructed by the District in accordance

with the SIA. Stormwater improvements will be owned by the District and may be maintained by the District or an owners association.

2. Water. The District shall have the power to provide for the design, acquisition, construction, financing, completion, and installation of a complete potable and nonpotable local water, transmission, and distribution system, which may include, but shall not be limited to, transmission lines, distribution mains and laterals, pressure reducing stations, irrigation facilities, storage facilities, water supply, water rights, land and easements, and all necessary, incidental, and appurtenant facilities, together with extensions of and improvements to said system within and without the District Boundaries.

It is anticipated that Broomfield will own, operate and maintain the water system for the Development in accordance with the SIA.

3. Streets. The District shall have the power to provide for the design, acquisition, construction, financing, completion, and installation of street improvements, including curbs, gutters, culverts, and other drainage facilities, acceleration and deceleration lanes, sidewalks, bike paths and pedestrian ways, median islands, paving, lighting, parking lots, grading, landscaping and irrigation, together with all necessary, incidental, and appurtenant facilities, land and easements, together with extensions of and improvements to said facilities within and without the boundaries of the District.

It is anticipated that, following acceptance by Broomfield, Broomfield will own and maintain the streets and street improvements within the District in accordance with the SIA.

4. Safety Protection. The District shall have the power to provide for the design, acquisition, construction, financing, completion, and installation of facilities and/or

services for a system of traffic and safety controls and devices on streets and highways and at railroad crossings, including, but not limited to, signalization, signing and striping, together with all necessary, incidental, and appurtenant facilities, land and easements, together with extensions of and improvements to said facilities within and without the District Boundaries.

Following acceptance, all safety protection improvements will be transferred to Broomfield and/or the Colorado Department of Transportation for ownership, operation and maintenance in accordance with the SIA.

5. Park and Recreation. The District shall have the power to provide for the design, acquisition, construction, financing, completion, and installation of parks and recreational facilities and programs including, but not limited to, parks, bike paths and pedestrian ways, open space, landscaping, cultural activities, water bodies, irrigation facilities, and other active and passive recreational facilities and programs, and all necessary, incidental and appurtenant facilities, land and easements, together with extensions of and improvements to said facilities within and without the District Boundaries.

Following acceptance, some of the park and recreation improvements will be owned, operated and maintained by Broomfield and, subject to Broomfield's consent, some of the improvements may be owned by the District and operated and maintained by the District or an owners associations in accordance with the SIA.

6. Transportation. The District shall have the power to provide for the design, acquisition, construction, financing, completion, and installation of a system to transport the public by bus, rail, or any other means of conveyance, or combination thereof, or pursuant to contract, including park and ride facilities and parking lots, structures and facilities; together with all necessary, incidental and appurtenant facilities, land and easements, and all necessary

extensions of and improvements to said facilities or systems within and without the District Boundaries.

Following acceptance, any transportation improvements will be transferred to Broomfield or other appropriate entity for ownership, operation and maintenance.

7. Television Relay and Translation. The District shall have the power to provide for the design, acquisition, construction, financing, completion, and installation of television relay and translation facilities and programs, together with all necessary, incidental and appurtenant facilities, land and easements, and all necessary extensions of and improvements to said facilities or programs within and without the District Boundaries.

Following acceptance, any television relay and translation improvements will be transferred to Broomfield for ownership, operation and maintenance.

8. Mosquito Control. The District shall have the power to provide for the eradication and control of mosquitoes, including, but not limited to, elimination or treatment of breeding grounds and purchase, lease, contracting or other use of equipment or supplies for mosquito control within and without the District Boundaries.

It is anticipated that mosquito control improvements will be operated and maintained by the District.

9. Fire Protection. North Metro Rescue Fire District (the "Fire District") currently provides fire protection service to property within the District's Boundaries. The District shall have the limited power to provide for the financing of and design, acquisition, construction, completion, installation, operation and maintenance facilities and equipment for fire protection, including fire stations, ambulance and emergency medical response and rescue services, diving and grappling stations and all necessary, incidental and appurtenant facilities,

land and easements, together with extensions of and improvements to said systems within and without the boundaries of the District.

Following acceptance, the fire protection improvements and facilities will be transferred to the Fire District for ownership, operation and maintenance. The District's authority to provide limited fire protection services and facilities shall be subject to an agreement between the District and the Fire District pursuant to Section 32-1-107(3)(b)(IV), C.R.S. It is in the express intent of this Amended Service Plan that the District's authority to provide limited fire protection service and facilities shall be exercised cooperatively with the existing Fire District, rather than authorize the creation of an independent fire department as a part of the District.

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

(a) Plan Modifications. Subject to the proposed IGA with Broomfield, the District has the ability to modify the Amended Service Plan as needed, subject to the statutory procedures set forth in Section 32-1-207, C.R.S.

(b) Phasing, Deferral. Without modifying this Amended Service Plan, to defer, forego, reschedule, or restructure the financing and construction of certain improvements and facilities, to better accommodate the pace of growth, resource availability, and potential inclusions of property within the District in accordance with Section III hereinabove.

(c) Additional Services. Except as specifically provided herein, to provide such additional services (including covenant enforcement and security services) and exercise such powers as are expressly or impliedly granted to special districts by Colorado law.

(d) Subdistricts. The District shall have the authority pursuant to Section 32-1-1101(1)(f)(I), C.R.S. and Section 32-1-1101(1.5)(a) through (1.5)(e), C.R.S., to divide the District into one or more areas consistent with the services, programs and facilities to be furnished therein. Whenever the Board of Directors divides the District into one or more areas, the Board of Directors shall provide notification of such action to the City and County. The City and County may elect, within thirty (30) days after such notification, to treat the action as a material modification of this Amended Service Plan in accordance with Section 32-1-207(2) C.R.S.

B. Standards of Construction/Statement of Compatibility. The District will require its engineers to implement a plan to assure that the standards by which the Public Improvements are to be constructed are compatible with the facilities of Broomfield, the Colorado Department of Health, Urban Drainage and Flood Control District, the Fire District, and any other public entity which has jurisdiction over the design and/or construction of such facilities. The District and its engineer shall consider whether the standards of any of the jurisdictions which are interested parties in the Amended Service Plan proceedings as defined in the Colorado Revised Statutes, a list of which is attached as **Exhibit D**, are applicable to the facilities. To the extent any of the interested parties' standards are applicable to the facilities, the District's engineer will assure that the standards by which the facilities are to be constructed are compatible with the facilities of such jurisdiction.

VI. DISSOLUTION

At the request of Broomfield, and in accordance with the terms of the proposed IGA, or if the Board of Directors of the District deems it to be in the best interests of the District that the District be dissolved, the District shall initiate and diligently pursue dissolution in accordance

with Section 32-1-701, et seq., C.R.S., at such time as: (1) Broomfield agrees to provide or causes to be provided substantially the same level of operations and maintenance (if any) of the District's facilities as the District has provided, (2) all of the proposed improvements and facilities have been constructed and conveyed to Broomfield or other appropriate entity, and (3) all debt incurred for such facilities has been repaid or arrangement for repayment has been made. The City Council of Broomfield may consent to the dissolution by resolution in accordance with the terms of the proposed IGA.

VII. PROPOSED AND EXISTING AGREEMENTS

A. Intergovernmental Agreement with Broomfield. The District shall enter into an Amended and Restated Intergovernmental Agreement ("IGA") with Broomfield which shall generally provide that: (1) the District shall take all action necessary to dissolve pursuant to Part 7 of the Special District Act, as amended from time to time in accordance with Section VI of this Amended Service Plan; (2) the District shall not publish, without written consent of Broomfield, a notice under Section 32-1-207 (3), C.R.S. of its intent to undertake construction of any facility, the issuance of bonds or other financial obligation, the levy of taxes, the imposition of rates, fees, tolls and charges, or any other proposed activity of the District which requires that any action to enjoin such activity as a material departure from the Amended Service Plan be brought within forty-five (45) days of such notice; (3) the District shall follow the notification procedure set forth in Section III of the Amended Service Plan prior to expanding the District Boundaries; (4) the District shall provide Broomfield with a copy of the District's Bond Issuance Plan in accordance with Section IX.B of the Amended Service Plan prior to issuing bonds except for the District's proposed General Obligation Limited Tax Bonds, Series 2012 (the "2012 Bonds"); and (5) the City and County Manager and the City and County Attorney shall have the right to

review, approve, or disapprove of the issuance of the 2012 Bonds prior to the issuance of the 2012 Bonds, which approval or disapproval shall be given within a reasonable time and based on whether the terms and conditions applicable to the 2012 Bonds substantially comply with the Financial Plan and the terms of the Reimbursement Agreement.

B. Other Intergovernmental Agreements. The District may participate in intergovernmental agreements with other governmental entities including but not limited to the City and County to coordinate the provision of Public Improvements and services to serve the inhabitants of the District. Specifically, the District and the City and County anticipate entering into a Reimbursement Agreement which provides for the City and County to share certain sales tax revenue with the District for the purpose of providing funding for the design, construction, acquisition and financing of a portion of the Public Improvements. The District will utilize the revenue from such Reimbursement Agreement for payment of debt service on its outstanding bonds as shown in the Financial Plan attached hereto as **Exhibit G**.

C. Voter Authorization. To the extent necessary to comply with statutory and/or Constitutional requirements for approval of debt or long-term financial obligations, the terms of the aforementioned intergovernmental agreements and any other intergovernmental agreement deemed necessary to effectuate the long-term plans of the District have been or will be submitted to the electors of the District for approval. The District Ballot Questions approved at an election held on November 5, 2002 are attached hereto as **Exhibit H**. The District shall have the authority to obtain any additional required voter authorization in order to exercise its rights and obligations under such agreements and to enter into the agreements without further approval of Broomfield.

VIII. ASSESSED VALUATION

For purposes of the Financial Plan, the property within the District's Boundaries is assumed to have an assessed valuation of \$0. The projected build-out and assessed valuation for the property within the District is set forth in the Financial Plan set forth in **Exhibit G**. At build-out, the assessed valuation of the property within the District is expected to be approximately Twenty-Nine Million Dollars (\$29,000,000).

IX. FINANCIAL PLAN

A. **Estimated Operation Costs**. Subject to applicable warranty periods, the District intends to dedicate certain facilities constructed or acquired, to the appropriate jurisdiction for operations and maintenance in accordance with the SIA. The Financial Plan assumes the District will incur approximately One Hundred Fifty Thousand Dollars (\$150,000) annually in administrative expenses at full build-out. The Financial Plan reflects that the District will impose a mill levy of approximately five (5) mills to fund operation expenses. There are statutory and constitutional limits on the District's ability to increase its mill levy for provision of operation and maintenance services without an election. The District received the electoral approval to waive the foregoing limitations. The Mill Levy Cap, as defined in Section IX.C, proposed for repayment of bonds does not apply to the District's ability to increase its mill levy as necessary for the provision of operation services to its taxpayers and service users.

In addition to the operations mill levy, the District may also rely upon various other revenue sources authorized by law and this Amended Service Plan to offset the expenses of District management, operations and maintenance. These may include revenues from other governmental entities and developers as well as the power to assess fees, rates, penalties, or charges as provided in the Special District Act. The District shall have the authority to repay the

Developer for amounts advanced for operations expenses together with accrued interest thereon and to seek electorate approval for such obligation to be deemed a multiple-fiscal year obligation, provided such obligation shall be subordinate to the District's bonds issued for capital improvements.

B. Bond Issuance. In order to finance the Public Improvements; the Financial Plan demonstrates the issuance of Twenty-One Million Six Hundred Twenty-Five Thousand Dollars (\$21,625,000) in Debt. Prior to the issuance of any Debt, as hereinafter defined, the construction costs for necessary improvements may be paid by the Developer, subject to subsequent acquisition by the District of the completed improvements and payment to the Developer of such construction costs. Any costs of the improvements not financed by the District are anticipated to be funded by the Developer. The Financial Plan demonstrates the issuance of Debt and the anticipated repayment based on the projected development in the District. The Financial Plan assumes the first Debt issuance will occur in 2012. The Financial Plan presents the District's present expectation for the issuance of Debt and anticipated repayment, but the District may elect to issue Debt at different times or amounts, which shall be permitted so long as such Debt is issued in compliance with the limitations set forth herein. The District has obtained voter approval for the incurrence of Debt as set forth in **Exhibit H**. The total principal amount of indebtedness issued by the District (including general obligation and revenue bonds and notes, but excluding any obligation subject to annual appropriation by the District) ("Debt") shall not exceed Twenty-Four Million Dollars (\$24,000,000) ("Debt Authority"), unless such issuance is consented to by the City and County; provided, however, that any such indebtedness issued for the purpose of refunding previously issued indebtedness shall not count toward the Debt Authority.

Except for the 2012 Bonds, as set forth in the Financial Plan, the District shall submit to Broomfield a financial plan which demonstrates the structure of the proposed transaction and the District's plan to pay the proposed Debt ("Bond Issuance Plan") prior to the issuance of any additional Debt. Prior to issuing the 2012 Bonds, the City and County Manager and the City and County Attorney shall have the right to review, approve, or disapprove the issuance of the 2012 Bonds, which approval or disapproval shall be given within a reasonable time and based on whether the terms and conditions applicable to the 2012 Bonds substantially comply with the Financial Plan and the terms of the Reimbursement Agreement. At least fifteen (15) days prior to submitting the Bond Issuance Plan, the District shall submit to Broomfield a Notice of Intent to Issue Bonds. The City and County Manager and City and County Attorney shall have forty-five (45) days from the date of receipt of the Bond Issuance Plan in which to object to such Bond Issuance Plan, provided that any such objection shall be based solely on a failure to comply with the provisions of this Amended Service Plan. In the event Broomfield objects in writing within the forty-five (45) day period, the District shall proceed with the Debt issuance only with the written consent of the City and County Manager and City and County Attorney, or their designees. If no objection is received by the District within the forty-five (45) day period, the District may proceed with the Debt issuance. Broomfield shall never be liable for any of the District's Debt obligations.

The proposed maximum voted interest rate is estimated at eighteen percent (18%) and the maximum discount at five percent (5%). The exact interest rates, term and discounts will be determined at the time the Debt is sold by the District, and will reflect market conditions at the time of sale. The District may capitalize interest to permit payment of interest during the time lapse between development of taxable properties and the collection of significant tax

revenues therefrom. Interest income through the reinvestment of construction funds, capitalized interest and annual tax receipts will provide additional funds. These revenue sources should be sufficient to retire the proposed indebtedness if growth occurs as projected; otherwise, increases in the mill levy and/or the imposition of rates, tolls, fees and charges may be necessary, but in no event shall the debt service mill levy exceed the Mill Levy Cap, as defined in Section IX.C.

C. Mill Levy. The District will assess a mill levy on all taxable property in the District as a primary source of revenue for repayment of debt service and, as discussed above, for operations. Although the mill levy may vary depending upon the elected board's decision to fund the projects contemplated in this Amended Service Plan, it is estimated that a mill levy of five (5) mills will produce revenue sufficient to support the District's operations and a mill levy of forty (40) mills will produce revenue sufficient to support debt retirement throughout the bond repayment period.

The maximum mill levy that the District is required to impose upon the taxable property within the District for the payment of Limited Mill Levy Debt, as defined herein, shall not exceed the Mill Levy Cap, as defined herein. The District may impose ad valorem property taxes without limitation as to rate for the payment of Unlimited Mill Levy Debt, as defined herein.

The "Mill Levy Cap" means fifty (50) mills less the number of mills then necessary to pay Unlimited Mill Levy Debt defined herein provided that if, on or after January 1, 2012, there are changes in the method of calculating assessed valuation or any constitutionally mandated tax credit, cut or abatement, the mill levy limitation applicable to such debt may be increased or decreased to reflect such changes, such increases or decreases to be determined by the Board of Directors of the District in good faith so that, to the extent possible, the actual tax

revenues generated by the mill levy, as adjusted for changes occurring after January 1, 2012, are neither diminished nor enhanced as a result of such changes. For purposes of the foregoing, a change in the ratio of actual valuation shall be deemed to be a change in the method of calculating assessed valuation.

“Limited Mill Levy Debt” means the portion of any District Debt which exceeds fifty percent (50%) of the District’s assessed valuation, based upon the most recent final certification of assessed valuation of the District by the County Assessor, either as of the date of issuance of the Debt or at any time thereafter, unless such Debt has been previously determined to be Unlimited Mill Levy Debt in accordance with the following paragraph.

“Unlimited Mill Levy Debt” means the portion of any District Debt which is equal to or less than fifty percent (50%) of the District’s assessed valuation, based upon the most recent final certification of assessed valuation of the District by the County Assessor, either as of the date of issuance of the Debt or at any time thereafter.

Once Debt has been determined to be Unlimited Mill Levy Debt, so that the District is entitled to pledge to its payment an unlimited ad valorem mill levy, the District may provide that such Debt shall remain secured by such unlimited mill levy, notwithstanding any subsequent change in the District’s debt to assessed ratio.

All Debt issued by the District must be issued in compliance with the requirements of Section 32-1-1101, C.R.S. and all other requirements of State law.

D. Cost Summary and Bond Development. The Financial Plan reflects the amount of bonds to be sold to finance the completion, construction, acquisition and/or installation of the Public Improvements, including all costs and expenses related to the anticipated bond issuances. To the extent the construction costs cannot be financed by the District, the Developer will be

responsible for those costs. The amount of bonds sold will be based upon the final engineering estimates and/or actual construction contracts. Organizational costs, including legal fees, accounting fees, and capitalized engineering costs, are anticipated to be paid from bond proceeds. The interest rates as set forth in the Financial Plan are based upon the advice of Stifel, Nicolaus & Company, Inc., in its capacity as the investment banker to the District.

The Financial Plan projects the anticipated flow of funds and is based upon estimates of construction and project needs for bond proceeds to finance the Public Improvements. The District's engineer has evaluated the timing and cost estimate of the Public Improvements which are necessary to support the proposed absorptions of development as projected in the Financial Plan and has concurred with the assumptions. The Financial Plan sets forth a reasonable estimate of growth within the District and allows the Board of Directors a measure of flexibility such that the District need not incur debt in excess of what it needs to meet a growing population's demands for facilities and services.

It is also assumed that the increase in the assessed valuation from new construction will be realized one year after such construction and that tax collections will be realized two years after such construction.

X. OTHER REQUIREMENTS

The District shall be subject to the following additional requirements:

- A. Submission of annual reports as described in Section 32-1-207(3), C.R.S., in the form prescribed by Broomfield.
- B. Material modifications of this Amended Service Plan, except as contemplated herein, shall be subject to approval by Broomfield in accordance with the provisions of Section 32-1-207, C.R.S. and pursuant to the IGA.

XI. CONCLUSION

It is submitted that this Amended Service Plan for the BBC Metropolitan District, as required by Section 32-1-203(2), C.R.S., establishes that:

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

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

C. The District is capable of providing economical and sufficient service to the area within its boundaries; and

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

EXHIBIT A

Legal Description of the District Property

Lot 1, Block 1, Broomfield Business Center Filing No. 1 – Final Plat, as recorded on September 26, 2003 under Reception No. 2003019209; and

Lot 1, Lot 3 and Lot 4, Broomfield Business Center Filing No. 1 Replat A – Final Plat, as recorded on March 6, 2012 under Reception No. 2012002747,

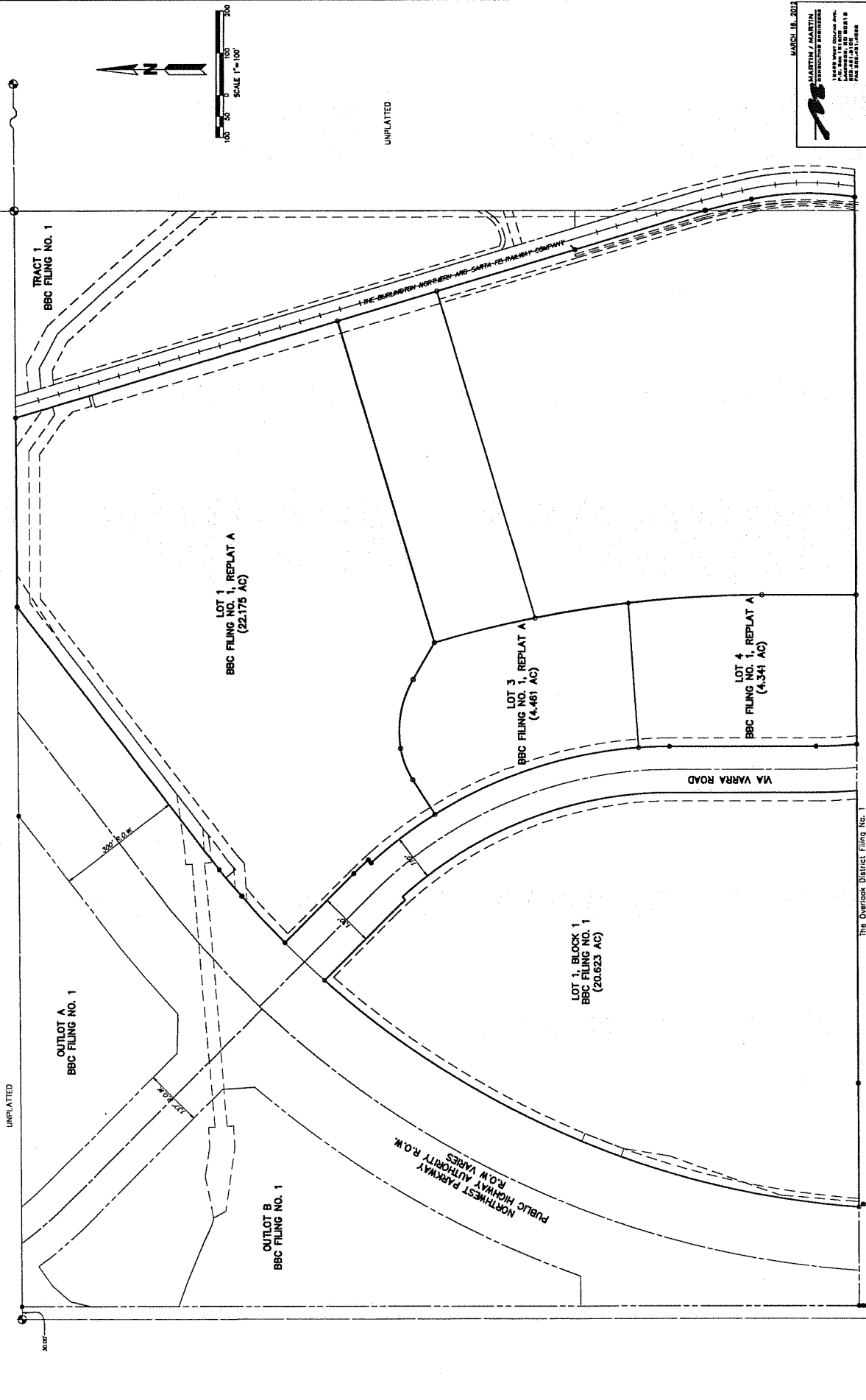
City and County of Broomfield,

State of Colorado.

EXHIBIT B

District Boundary Map

BBC METROPOLITAN DISTRICT SERVICE AREA

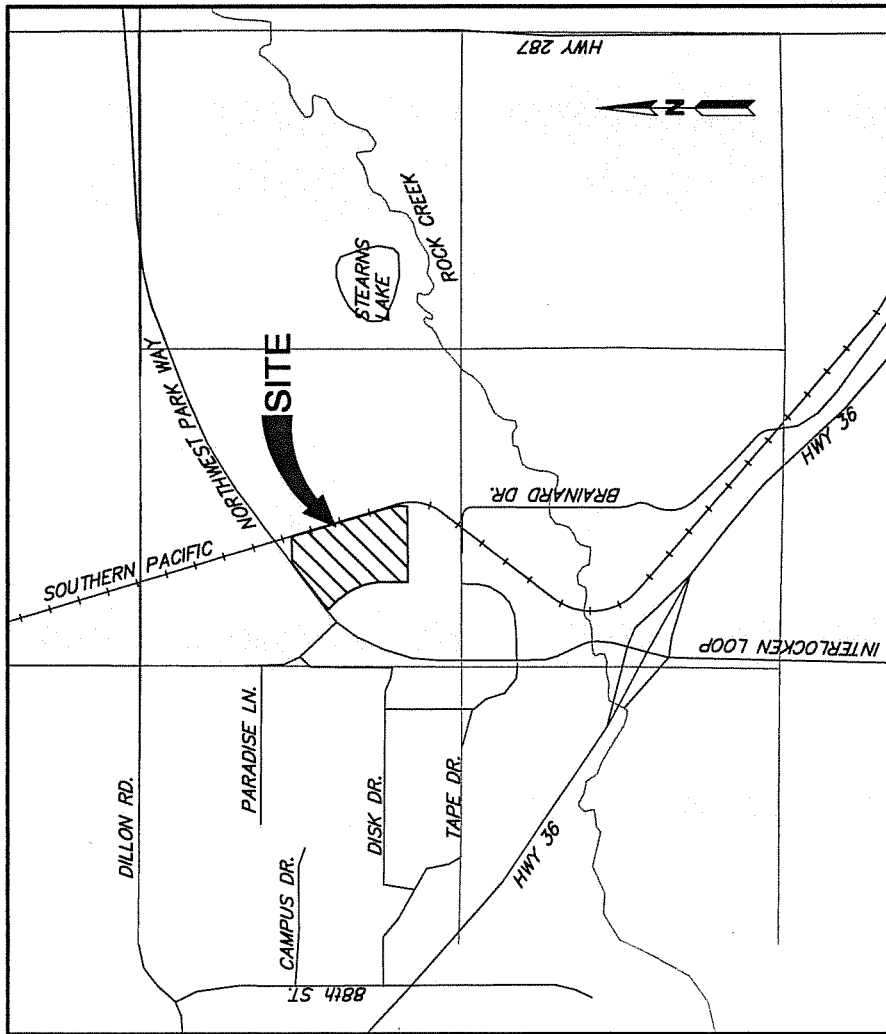


MARCH 18, 2012
MARTIN / MARTIN
SURVEYING & MAPPING
INCORPORATED
1000 W. 10TH ST. SUITE 100
DES MOINES, IA 50319
PHONE 515.281.1111
FAX 515.281.1112

The Overlook District Filing No. 1
REF. No. 200204538

EXHIBIT C

Vicinity Map



**BBC METROPOLITAN DISTRICT SERVICE AREA
VICINITY MAP**
N.T.S.

MARCH 16, 2012

MARTIN / MARTIN
CONSULTING ENGINEERS

12488 WEST OULFAX AVE.
LAKEWOOD, CO 80218
303.431.8100
FAX 303.431.4028

EXHIBIT D

List of Interested Parties

DISTRICTS:

Apex Park and Recreation District
Arista Metropolitan District
Boulder Valley Conservation District
Broomfield Village Metropolitan District No. 2
Coalton Metropolitan District
Colorado Tech Center Metropolitan District
Countrydale Metropolitan District
Exempla General Improvement District, City of Lafayette, Colorado
Interlocken Consolidated Metropolitan District
Jeffco Business Center Metropolitan District No. 1
Lafayette Corporate Campus General Improvement District
Lafayette Rural Fire Protection District
Lafayette Tech Center General Improvement District
Louisville Fire Protection District
Main Street Louisville Business Improvement District
MidCities Metropolitan District Nos. 1 and 2
Moffat Tunnel Improvement District
North Metro Fire Rescue District
Northern Colorado Water Conservancy District
Parkway Circle Metropolitan District
Rocky Mountain Fire Protection District
SoLa Metropolitan District – Commercial
SoLa Metropolitan District – Institutional
Superior/McCaslin Interchange Metropolitan District
Superior Metropolitan District Nos. 2 and 3
Takoda Metropolitan District
Urban Drainage and Flood Control District

MUNICIPALITIES:

City of Boulder
City and County of Broomfield
City of Lafayette
City of Louisville
Town of Superior
City of Westminster

EXHIBIT E

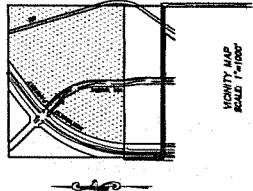
Public Improvement Costs

The Public Improvements shall consist of the items listed in Column 1, the estimated maximum cost of each Public Improvement is listed in Column 2, the percentage share of the estimated maximum cost eligible for reimbursement is listed in Column 3 and the maximum amount eligible for reimbursement of each Public Improvement is set forth in Column 4 as the Maximum Net Reimbursement Obligation Amount.

<u>Public Improvements</u> (Column 1)		<u>Estimated Maximum Cost</u> (Column 2)	<u>Eligible Share</u> (Column 3)	<u>Maximum Net Reimbursement Obligation Amount</u> (Column 4)
1. Via Varra Road from Northwest Parkway to south property line of Service Area	Hard Costs	\$ 3,279,112	80%	\$2,623,290
	Soft Costs	\$ 560,922	80%	\$ 448,638
2. Water Distribution System	Hard Costs	\$ 923,173	80%	\$ 738,538
	Soft Costs	\$ 802,340	80%	\$ 641,872
3. Sanitary Sewer System	Hard Costs	\$ 1,126,325	80%	\$ 901,060
	Soft Costs	\$ 560,922	80%	\$ 448,738
4. Storm Sewer & Drainage System & Detention Facilities	Hard Costs	\$ 2,811,283	80%	\$2,249,026
	Soft Costs	\$ 560,923	80%	\$ 448,738
Total Hard Costs		\$ 8,139,893	80%	\$6,511,914
Total Soft Costs		\$ 2,485,107	80%	\$1,988,086
Grand Totals		\$10,625,000	80%	\$8,500,000

EXHIBIT F

Depiction of Public Improvements



LEGEND

Proposed Meterline	---
Existing Meterline	---
Proposed Sewerline	---
Existing Sewerline	---
Stormline	---
Existing Gas line	---
Water Service	---
Sewer Service	---
Gas Service	---
Trunk Block	---
Water Valve	---
Fire Hydrant	---
Manhole	---
Plug	---
Type "W" Inlet	---

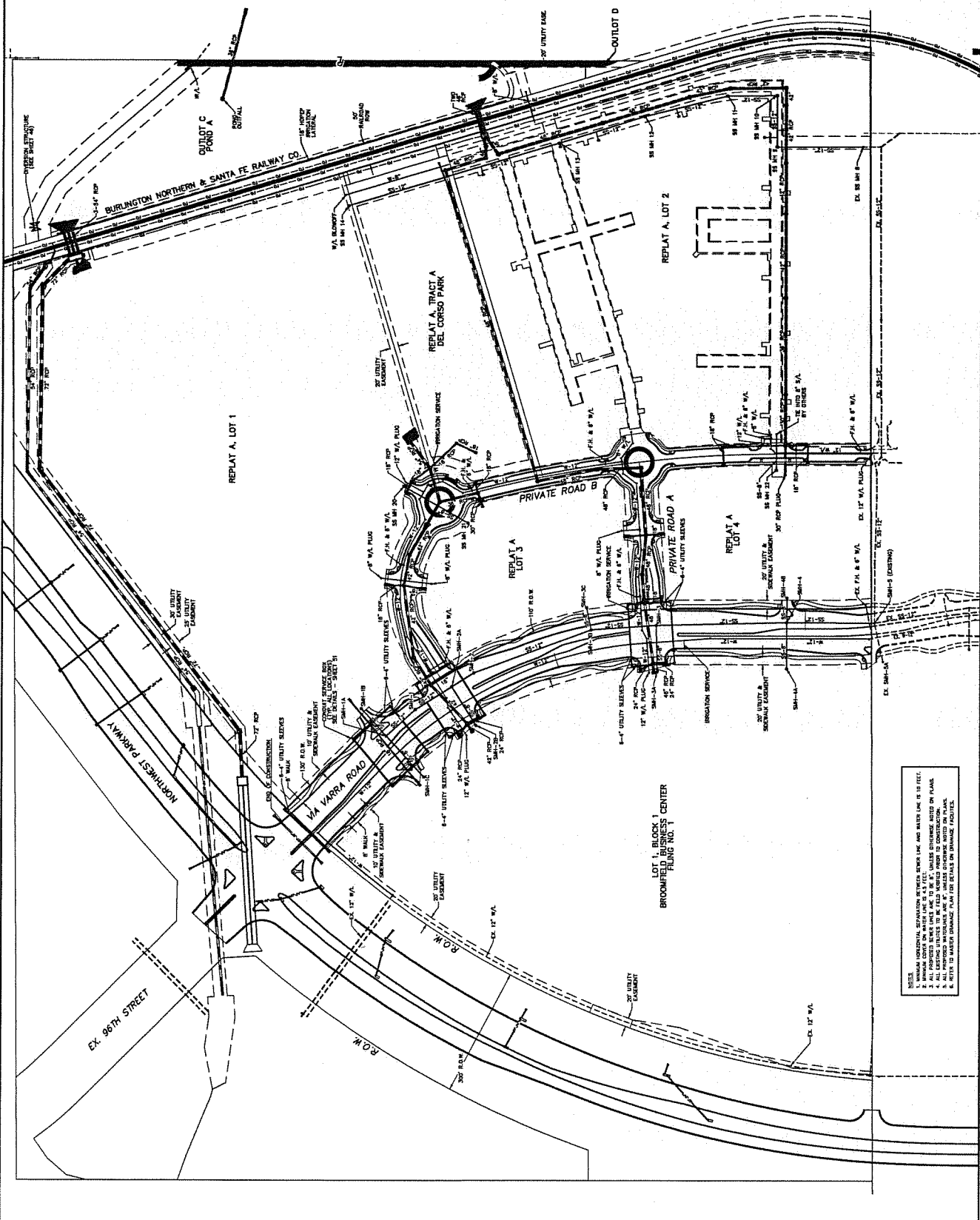
811
CALL ELECTRIC, TELEPHONE, CABLE AND
FIRE DEPARTMENT BEFORE ANY
DIGGING OR EXCAVATION WORK
TO DETERMINE EXISTING UTILITY LOCATIONS



SCALE 1" = 100'
0 50 100 200

BBC
UTILITY PLAN

Sheet No.	11-107
Project No.	100-100-100-100
Date	07/17/10
Scale	1" = 100'
Author	J. J. ...
Checker	J. J. ...
Engineer	J. J. ...



NOTES:
 1. MINIMUM HORIZONTAL SEPARATION BETWEEN POWER LINE AND WATER LINE IS 10 FEET.
 2. ALL PROPOSED SERVICE LINES SHALL BE 12" UNLESS OTHERWISE NOTED ON PLANS.
 3. ALL EXISTING SERVICE LINES SHALL BE 12" UNLESS OTHERWISE NOTED ON PLANS.
 4. ALL EXISTING SERVICE LINES SHALL BE 12" UNLESS OTHERWISE NOTED ON PLANS.
 5. ALL EXISTING SERVICE LINES SHALL BE 12" UNLESS OTHERWISE NOTED ON PLANS.
 6. REFER TO MASTER DRAINAGE PLAN FOR DETAILS ON DRAINAGE FACILITIES.

EXHIBIT G

Financial Plan

**Broomfield Business Center
BBC Metro District - Bond Analysis**

Property Tax Analysis

	Period Total	1 2013	2 2014	3 2015	4 2016	5 2017
Square Footage (Annual Additions)						
Office				30,000	30,000	94,500
Office/Flex				76,000	64,000	-
Retail/Pad				9,600	11,000	13,000
Hotel				-	-	-
TOTAL: 788,300				115,600	105,000	107,500
TOTAL (Cumulative):				115,600	220,600	328,100

Valuation Assumptions (\$/SF) - Annual Additions

Office	\$ 125.00			\$ 3,750,000	\$ 3,750,000	\$ 11,812,500
Office/Flex	\$ 115.00			\$ 8,740,000	\$ 7,360,000	\$ -
Retail/Pad	\$ 125.00			\$ 1,200,000	\$ 1,375,000	\$ 1,625,000
Hotel	\$ 100.00			\$ -	\$ -	\$ -
TOTAL:				\$ 13,690,000	\$ 12,485,000	\$ 13,437,500
TOTAL (Cumulative):				\$ 13,690,000	\$ 26,175,000	\$ 39,612,500

Assessed Value (\$/SF)

Office	\$ 36.25			\$ 1,087,500	\$ 1,087,500	\$ 3,425,625
Office/Flex	\$ 33.35			\$ 2,534,600	\$ 2,134,400	\$ -
Retail/Pad	\$ 36.25			\$ 348,000	\$ 398,750	\$ 471,250
Hotel	\$ 29.00			\$ -	\$ -	\$ -
TOTAL:				\$ 3,970,100	\$ 3,620,650	\$ 3,896,875
TOTAL (Cumulative):				\$ 3,970,100	\$ 7,590,750	\$ 11,487,625

AV w/ Inflation (Cumulative)	2.50% Annually			\$ 4,069,353	\$ 7,780,519	\$ 11,774,816
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Property Tax Revenue - Collection Year

		2013	2014	2015	2016	2017
Metro District Bonds	40.000 Mills				\$ 162,774	\$ 311,221
Metro District Expenses	5.000 Mills				\$ 20,347	\$ 38,903
TOTAL:	45.000 Mills				\$ 183,121	\$ 350,123

Sales Tax Revenue Analysis

	Period	1 2013	2 2014	3 2015	4 2016	5 2017
Square Footage (Annual Additions)						
Retail/Pad				9,600	11,000	13,000
Hotel				-	-	-
TOTAL:				9,600	11,000	13,000
TOTAL (Cumulative):				9,600	20,600	33,600

Sales Assumptions - Annual Additions

	Sales / SF	Year	Delivery			
Retail/Pad (Excluding Bank)						
Restaurant*	6,000 SF \$ 275	2014		\$ 1,237,500	\$ 1,650,000	\$ 1,650,000
Retail Pad A	3,600 SF \$ 275	2015		\$ 495,000	\$ 742,500	\$ 990,000
Retail Pad B*	6,000 SF \$ 225	2015		\$ -	\$ 1,012,500	\$ 1,350,000
Pad D*	8,000 SF \$ 225	2016		\$ -	\$ -	\$ 1,350,000
Pad E	5,000 SF \$ 250	2017		\$ -	\$ -	\$ 625,000
Pad F*	5,200 SF \$ 250	2017		\$ -	\$ -	\$ -
Pad G	5,000 SF \$ 250	2018		\$ -	\$ -	\$ -
Pad H*	6,000 SF \$ 250	2018		\$ -	\$ -	\$ -
Hotel @ 70% Occupancy	\$ 120 ADR	2020		\$ -	\$ -	\$ -
TOTAL:				\$ 1,732,500	\$ 3,405,000	\$ 5,965,000

50%, 75%, 100% of Sales in Years 1, 2 & 3 from D
* 75% & 100% of Sales in Years 2 & 3 from Deliver

Rev. w/ Inflation (Cumulative)	2.50%			\$ 1,775,813	\$ 3,490,125	\$ 6,114,125
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Reimbursement Agreement	1.75%			\$ 31,077	\$ 61,077	\$ 106,997
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TOTAL METRO DISTRICT & SALES TAX REVENUE				\$ 31,077	\$ 223,851	\$ 418,218
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Debt Service Analysis

	Period	0 2012	1 2013	2 2014	3 2015	4 2016	5 2017
Assessed Value					\$ 4,069,353	\$ 7,780,519	\$ 11,774,816
Mill Levy	40.0 Mills				40.0	40.0	40.0
Property Tax Collection	(at 98% collections)				\$ -	\$ 159,519	\$ 304,996
Sales Tax Share					\$ 31,077	\$ 61,077	\$ 106,997
TOTAL REVENUE:					\$ 31,077	\$ 220,596	\$ 411,994

Series 2012 Debt Service		\$ 353,208	\$ 648,750	\$ 648,750	\$ 648,750	\$ 648,750	\$ 648,750
Unpaid Debt Service		(353,208)	(648,750)	(648,750)	(617,673)	(428,154)	(236,756)
Compounded Interest	7.50%	0	(26,491)	(77,134)	(131,575)	(187,769)	(233,963)
TOTAL:		\$ (353,208)	\$ (1,028,449)	\$ (1,754,332)	\$ (2,503,580)	\$ (3,119,503)	\$ (3,590,222)

SERIES 2019 DEBT SERVICE

EXCESS REVENUE

Dated April 13, 2012

**Broomfield Business Center
BBC Metro District - Bond Analysis**

Property Tax Analysis

	6 2018	7 2019	8 2020	9 2021	10 2022	11 2023	12 2024
Square Footage (Annual Additions)							
Office	126,000	126,000	102,000	-	-	-	-
Office/Flex	-	-	-	-	-	-	-
Retail/Pad	10,200	6,000	-	-	-	-	-
Hotel	-	-	90,000	-	-	-	-
TOTAL:	136,200	132,000	192,000	-	-	-	-
TOTAL (Cumulative):	464,300	596,300	788,300	788,300	788,300	788,300	788,300

Valuation Assumptions (\$/SF) - Annual Addit

Office	\$ 125.00	\$ 15,750,000	\$ 15,750,000	\$ 12,750,000	\$ -	\$ -	\$ -
Office/Flex	\$ 115.00	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
Retail/Pad	\$ 125.00	\$ 1,275,000	\$ 750,000	\$ -	\$ -	\$ -	\$ -
Hotel	\$ 100.00	\$ -	\$ -	\$ 9,000,000	\$ -	\$ -	\$ -
TOTAL:	\$ 17,025,000	\$ 16,500,000	\$ 21,750,000	\$ -	\$ -	\$ -	\$ -
TOTAL (Cumulative):	\$ 56,637,500	\$ 73,137,500	\$ 94,887,500	\$ 94,887,500	\$ 94,887,500	\$ 94,887,500	\$ 94,887,500

Assessed Value (\$/SF)

Office	\$ 36.25	\$ 4,567,500	\$ 4,567,500	\$ 3,697,500	\$ -	\$ -	\$ -
Office/Flex	\$ 33.35	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
Retail/Pad	\$ 36.25	\$ 369,750	\$ 217,500	\$ -	\$ -	\$ -	\$ -
Hotel	\$ 29.00	\$ -	\$ -	\$ 2,610,000	\$ -	\$ -	\$ -
TOTAL:	\$ 4,937,250	\$ 4,785,000	\$ 6,307,500	\$ -	\$ -	\$ -	\$ -
TOTAL (Cumulative):	\$ 16,424,875	\$ 21,209,875	\$ 27,517,375	\$ 27,517,375	\$ 27,517,375	\$ 27,517,375	\$ 27,517,375

AV w/ Inflation (Cumulative)	2.50%	\$ 16,835,497	\$ 21,740,122	\$ 28,205,309	\$ 28,910,442	\$ 29,633,203	\$ 30,374,033
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Property Tax Revenue - Collection Year

	2018	2019	2020	2021	2022	2023	2024
Metro District Bonds	40,000	\$ 470,993	\$ 673,420	\$ 869,605	\$ 1,128,212	\$ 1,156,418	\$ 1,185,328
Metro District Expenses	5,000	\$ 58,874	\$ 84,177	\$ 108,701	\$ 141,027	\$ 144,552	\$ 148,166
TOTAL:	45,000	\$ 529,867	\$ 757,597	\$ 978,305	\$ 1,269,239	\$ 1,300,970	\$ 1,333,494

Sales Tax Revenue Analysis

	6 2018	7 2019	8 2020	9 2021	10 2022	11 2023	12 2024
Square Footage (Annual Additions)							
Retail/Pad	10,200	6,000	-	-	-	-	-
Hotel	-	-	90,000	-	-	-	-
TOTAL:	10,200	6,000	90,000	-	-	-	-
TOTAL (Cumulative):	43,800	49,800	139,800	139,800	139,800	139,800	139,800

Sales Assumptions - Annual Additions

Delivery for Pads A, E & G.
Delivery for Restaurants and Pads B, D, F, & H - due to the November delivery.

Retail/Pad (Excluding Bank)							
Restaurant*	6,000 SF	\$ 1,650,000	\$ 1,650,000	\$ 1,650,000	\$ 1,650,000	\$ 1,650,000	\$ 1,650,000
Retail Pad A	3,600 SF	\$ 990,000	\$ 990,000	\$ 990,000	\$ 990,000	\$ 990,000	\$ 990,000
Retail Pad B*	6,000 SF	\$ 1,350,000	\$ 1,350,000	\$ 1,350,000	\$ 1,350,000	\$ 1,350,000	\$ 1,350,000
Pad D*	8,000 SF	\$ 1,800,000	\$ 1,800,000	\$ 1,800,000	\$ 1,800,000	\$ 1,800,000	\$ 1,800,000
Pad E	5,000 SF	\$ 937,500	\$ 1,250,000	\$ 1,250,000	\$ 1,250,000	\$ 1,250,000	\$ 1,250,000
Pad F*	5,200 SF	\$ 975,000	\$ 1,300,000	\$ 1,300,000	\$ 1,300,000	\$ 1,300,000	\$ 1,300,000
Pad G	5,000 SF	\$ 625,000	\$ 937,500	\$ 1,250,000	\$ 1,250,000	\$ 1,250,000	\$ 1,250,000
Pad H*	6,000 SF	\$ -	\$ 1,125,000	\$ 1,500,000	\$ 1,500,000	\$ 1,500,000	\$ 1,500,000
Hotel @ 70% Occupancy	\$ 120	\$ -	\$ -	\$ 3,924,480	\$ 3,924,480	\$ 3,924,480	\$ 3,924,480
TOTAL:	\$ 8,327,500	\$ 10,402,500	\$ 15,014,480	\$ 15,014,480	\$ 15,014,480	\$ 15,014,480	\$ 15,014,480

Rev. w/ Inflation (Cumulative)	2.50%	\$ 8,535,688	\$ 10,662,563	\$ 15,389,842	\$ 15,774,588	\$ 16,168,953	\$ 16,573,177
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Reimbursement Agreement	1.75%	\$ 149,375	\$ 186,595	\$ 269,322	\$ 276,055	\$ 282,957	\$ 290,031
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TOTAL METRO DISTRICT & SALES TAX REV	\$ 620,367	\$ 860,015	\$ 1,138,927	\$ 1,404,268	\$ 1,439,374	\$ 1,475,359	\$ 1,504,992
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Debt Service Analysis

	6 2018	7 2019	8 2020	9 2021	10 2022	11 2023	12 2024
Assessed Value	\$ 16,835,497	\$ 21,740,122	\$ 28,205,309	\$ 28,910,442	\$ 29,633,203	\$ 30,374,033	\$ 30,374,033
Mill Levy	40.0	40.0	40.0	40.0	40.0	40.0	40.0
Property Tax Collection (at 98% collec)	\$ 461,573	\$ 659,951	\$ 852,213	\$ 1,105,648	\$ 1,133,289	\$ 1,161,622	\$ 1,190,662
Sales Tax Share	\$ 149,375	\$ 186,595	\$ 269,322	\$ 276,055	\$ 282,957	\$ 290,031	\$ 290,031
TOTAL REVENUE:	\$ 610,947	\$ 846,546	\$ 1,121,535	\$ 1,381,703	\$ 1,416,246	\$ 1,451,652	\$ 1,480,693

Series 2012 Debt Service \$ 648,750

Unpaid Debt Service (37,803)
Compounded Interest 7.50% (269,267)
TOTAL: \$ (3,897,292)

SERIES 2019 DEBT SERVICE	\$ 756,875	\$ 1,118,250	\$ 1,378,550	\$ 1,404,600	\$ 1,406,450	\$ 1,405,500
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Dated April 13, 2012

EXCESS REVENUE	\$ 89,671	\$ 3,285	\$ 3,153	\$ 11,646	\$ 45,202	\$ 75,193
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**Broomfield Business Center
BBC Metro District - Bond Analysis**

Property Tax Analysis

	13 2025	14 2026	15 2027	16 2028	17 2029	18 2030	19 2031
Square Footage (Annual Additions)							
Office	-	-	-	-	-	-	-
Office/Flex	-	-	-	-	-	-	-
Retail/Pad	-	-	-	-	-	-	-
Hotel	-	-	-	-	-	-	-
TOTAL:	-	-	-	-	-	-	-
TOTAL (Cumulative):	788,300	788,300	788,300	788,300	788,300	788,300	788,300

Valuation Assumptions (\$/SF) - Annual Addit

Office	\$ 125.00	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
Office/Flex	\$ 115.00	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
Retail/Pad	\$ 125.00	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
Hotel	\$ 100.00	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
TOTAL:	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
TOTAL (Cumulative):	\$ 94,887,500	\$ 94,887,500	\$ 94,887,500	\$ 94,887,500	\$ 94,887,500	\$ 94,887,500	\$ 94,887,500

Assessed Value (\$/SF)

	29%						
Office	\$ 36.25	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
Office/Flex	\$ 33.35	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
Retail/Pad	\$ 36.25	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
Hotel	\$ 29.00	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
TOTAL:	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
TOTAL (Cumulative):	\$ 27,517,375	\$ 27,517,375	\$ 27,517,375	\$ 27,517,375	\$ 27,517,375	\$ 27,517,375	\$ 27,517,375

AV w/ Inflation (Cumulative)	2.50%	\$ 30,374,033	\$ 30,374,033	\$ 30,374,033	\$ 30,374,033	\$ 30,374,033	\$ 30,374,033
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Property Tax Revenue - Collection Year

Metro District Bonds	40,000	\$ 1,214,961	\$ 1,214,961	\$ 1,214,961	\$ 1,214,961	\$ 1,214,961	\$ 1,214,961
Metro District Expenses	5,000	\$ 151,870	\$ 151,870	\$ 151,870	\$ 151,870	\$ 151,870	\$ 151,870
TOTAL:	45,000	\$ 1,366,831	\$ 1,366,831	\$ 1,366,831	\$ 1,366,831	\$ 1,366,831	\$ 1,366,831

Sales Tax Revenue Analysis

	13 2025	14 2026	15 2027	16 2028	17 2029	18 2030	19 2031
Square Footage (Annual Additions)							
Retail/Pad	-	-	-	-	-	-	-
Hotel	-	-	-	-	-	-	-
TOTAL:	-	-	-	-	-	-	-
TOTAL (Cumulative):	139,800	139,800	139,800	139,800	139,800	139,800	139,800

Sales Assumptions - Annual Additions

Retail/Pad (Excluding Bank)							
Restaurant*	6,000 SF	\$ 1,650,000	\$ 1,650,000	\$ 1,650,000	\$ 1,650,000	\$ 1,650,000	\$ 1,650,000
Retail Pad A	3,600 SF	\$ 990,000	\$ 990,000	\$ 990,000	\$ 990,000	\$ 990,000	\$ 990,000
Retail Pad B*	6,000 SF	\$ 1,350,000	\$ 1,350,000	\$ 1,350,000	\$ 1,350,000	\$ 1,350,000	\$ 1,350,000
Pad D*	8,000 SF	\$ 1,800,000	\$ 1,800,000	\$ 1,800,000	\$ 1,800,000	\$ 1,800,000	\$ 1,800,000
Pad E	5,000 SF	\$ 1,250,000	\$ 1,250,000	\$ 1,250,000	\$ 1,250,000	\$ 1,250,000	\$ 1,250,000
Pad F*	5,200 SF	\$ 1,300,000	\$ 1,300,000	\$ 1,300,000	\$ 1,300,000	\$ 1,300,000	\$ 1,300,000
Pad G	5,000 SF	\$ 1,250,000	\$ 1,250,000	\$ 1,250,000	\$ 1,250,000	\$ 1,250,000	\$ 1,250,000
Pad H*	6,000 SF	\$ 1,500,000	\$ 1,500,000	\$ 1,500,000	\$ 1,500,000	\$ 1,500,000	\$ 1,500,000
Hotel @ 70% Occupancy	\$ 120	\$ 3,924,480	\$ 3,924,480	\$ 3,924,480	\$ 3,924,480	\$ 3,924,480	\$ 3,924,480
TOTAL:	\$ 15,014,480	\$ 15,014,480	\$ 15,014,480	\$ 15,014,480	\$ 15,014,480	\$ 15,014,480	\$ 15,014,480

Rev. w/ Inflation (Cumulative)	2.50%	\$ 16,573,177	\$ 16,573,177	\$ 16,573,177	\$ 16,573,177	\$ 16,573,177	\$ 16,573,177
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Reimbursement Agreement	1.75%	\$ 290,031	\$ 290,031	\$ 290,031	\$ 290,031	\$ 290,031	\$ 290,031
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TOTAL METRO DISTRICT & SALES TAX REV	\$ 1,504,992	\$ 1,504,992	\$ 1,504,992	\$ 1,504,992	\$ 1,504,992	\$ 1,504,992	\$ 1,504,992
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Debt Service Analysis

	13 2025	14 2026	15 2027	16 2028	17 2029	18 2030	19 2031
Assessed Value	\$ 30,374,033	\$ 30,374,033	\$ 30,374,033	\$ 30,374,033	\$ 30,374,033	\$ 30,374,033	\$ 30,374,033
Mill Levy	40.0	40.0	40.0	40.0	40.0	40.0	40.0
Property Tax Collection (at 98% collec)	\$ 1,190,662	\$ 1,190,662	\$ 1,190,662	\$ 1,190,662	\$ 1,190,662	\$ 1,190,662	\$ 1,190,662
Sales Tax Share	\$ 290,031	\$ 290,031	\$ 290,031	\$ 290,031	\$ 290,031	\$ 290,031	\$ 290,031
TOTAL REVENUE:	\$ 1,480,693	\$ 1,480,693	\$ 1,480,693	\$ 1,480,693	\$ 1,480,693	\$ 1,480,693	\$ 1,480,693

Series 2012 Debt Service

Unpaid Debt Service	
Compounded Interest	7.50%
TOTAL:	

SERIES 2019 DEBT SERVICE	\$ 1,401,750	\$ 1,405,200	\$ 1,405,150	\$ 1,406,600	\$ 1,404,200	\$ 1,402,950	\$ 1,402,500
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Dated April 13, 2012

EXCESS REVENUE	\$ 78,943	\$ 75,493	\$ 75,543	\$ 74,093	\$ 76,493	\$ 77,743	\$ 78,193
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**Broomfield Business Center
BBC Metro District - Bond Analysis**

Property Tax Analysis

	20 2032	21 2033	22 2034	23 2035	TOTALS
Square Footage (Annual Additions)					
Office	-	-	-	-	-
Office/Flex	-	-	-	-	-
Retail/Pad	-	-	-	-	-
Hotel	-	-	-	-	-
TOTAL:					
TOTAL (Cumulative):	788,300	788,300	788,300	788,300	

Valuation Assumptions (\$/SF) - Annual Addit

Office	\$ 125.00	\$ -	\$ -	\$ -	\$ -
Office/Flex	\$ 115.00	\$ -	\$ -	\$ -	\$ -
Retail/Pad	\$ 125.00	\$ -	\$ -	\$ -	\$ -
Hotel	\$ 100.00	\$ -	\$ -	\$ -	\$ -
TOTAL:	\$ -	\$ -	\$ -	\$ -	\$ -
TOTAL (Cumulative):	\$ 94,887,500	\$ 94,887,500	\$ 94,887,500	\$ 94,887,500	\$ 94,887,500

Assessed Value (\$/SF)

	29%				
Office	\$ 36.25	\$ -	\$ -	\$ -	\$ -
Office/Flex	\$ 33.35	\$ -	\$ -	\$ -	\$ -
Retail/Pad	\$ 36.25	\$ -	\$ -	\$ -	\$ -
Hotel	\$ 29.00	\$ -	\$ -	\$ -	\$ -
TOTAL:	\$ -	\$ -	\$ -	\$ -	\$ -
TOTAL (Cumulative):	\$ 27,517,375	\$ 27,517,375	\$ 27,517,375	\$ 27,517,375	\$ 27,517,375

AV w/ Inflation (Cumulative)	2.50%	\$ 30,374,033	\$ 30,374,033	\$ 30,374,033	\$ 30,374,033
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Property Tax Revenue - Collection Year

	2032	2033	2034	2035
Metro District Bonds	40,000	\$ 1,214,961	\$ 1,214,961	\$ 1,214,961
Metro District Expenses	5,000	\$ 151,870	\$ 151,870	\$ 151,870
TOTAL:	45,000	\$ 1,366,831	\$ 1,366,831	\$ 1,366,831

Sales Tax Revenue Analysis

	20 2032	21 2033	22 2034	23 2035
Square Footage (Annual Additions)				
Retail/Pad	-	-	-	-
Hotel	-	-	-	-
TOTAL:				
TOTAL (Cumulative):	139,800	139,800	139,800	139,800

Sales Assumptions - Annual Additions

Retail/Pad (Excluding Bank)					
Restaurant*	6,000 SF	\$ 1,650,000	\$ 1,650,000	\$ 1,650,000	\$ 1,650,000
Retail Pad A	3,600 SF	\$ 990,000	\$ 990,000	\$ 990,000	\$ 990,000
Retail Pad B*	6,000 SF	\$ 1,350,000	\$ 1,350,000	\$ 1,350,000	\$ 1,350,000
Pad D*	8,000 SF	\$ 1,800,000	\$ 1,800,000	\$ 1,800,000	\$ 1,800,000
Pad E	5,000 SF	\$ 1,250,000	\$ 1,250,000	\$ 1,250,000	\$ 1,250,000
Pad F*	5,200 SF	\$ 1,300,000	\$ 1,300,000	\$ 1,300,000	\$ 1,300,000
Pad G	5,000 SF	\$ 1,250,000	\$ 1,250,000	\$ 1,250,000	\$ 1,250,000
Pad H*	6,000 SF	\$ 1,500,000	\$ 1,500,000	\$ 1,500,000	\$ 1,500,000
Hotel @ 70% Occupancy	\$ 120	\$ 3,924,480	\$ 3,924,480	\$ 3,924,480	\$ 3,924,480
TOTAL:		\$ 15,014,480	\$ 15,014,480	\$ 15,014,480	\$ 15,014,480

Rev. w/ Inflation (Cumulative)	2.50%	\$ 16,573,177	\$ 16,573,177	\$ 16,573,177	\$ 16,573,177	\$ 293,362,991
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Reimbursement Agreement	1.75%	\$ 290,031	\$ 290,031	\$ 290,031	\$ 290,031	\$ 5,133,852
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TOTAL METRO DISTRICT & SALES TAX REV	\$ 1,504,992	\$ 1,504,992	\$ 1,504,992	\$ 1,504,992
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Debt Service Analysis

	20 2032	21 2033	22 2034	23 2035	
Assessed Value	\$ 30,374,033	\$ 30,374,033	\$ 30,374,033	\$ 30,374,033	
Mill Levy	40.0	40.0	40.0	40.0	
Property Tax Collection (at 98% collec)	\$ 1,190,662	\$ 1,190,662	\$ 1,190,662	\$ 1,190,662	
Sales Tax Share	\$ 290,031	\$ 290,031	\$ 290,031	\$ 290,031	
TOTAL REVENUE:	\$ 1,480,693	\$ 1,480,693	\$ 1,480,693	\$ 1,480,693	\$ 25,260,609

Series 2012 Debt Service

Unpaid Debt Service	
Compounded Interest	7.50%
TOTAL:	

SERIES 2019 DEBT SERVICE	\$ 1,402,500	\$ 1,402,600	\$ 1,402,450	\$ 1,401,700	\$ 22,907,825
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EXCESS REVENUE	\$ 78,193	\$ 78,093	\$ 78,243	\$ 78,993	\$ 1,078,170
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Dated April 13, 2012

**Broomfield Business Center
BBC Metro District - Bond Analysis
1/0/1900**

Development Schedule

Building	Timeline Start Date	East or West of Via Varra	Building Area	Start Date	Time to Complete	Finish Date	Annual Roll Up														
							Year 0 2012	Year 1 2013	Year 2 2014	Year 3 2015	Year 4 2016	Year 5 2017	Year 6 2018	Year 7 2019	Year 8 2020	Year 9 2021	Year 10 2022				
Flex Office C-1	Jan-13	East	76,000 SF	Jan-14	12 months	Jan-15	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
Flex Office D-1		East	64,000 SF	Jan-15	12 months	Jan-16	-	-	-	64,000	-	-	-	-	-	-	-	-	-	-	
Office A-1; 2 Stories		East	30,000 SF	Jan-14	14 months	Mar-15	-	-	-	30,000	-	-	-	-	-	-	-	-	-	-	
Office B-1; 2 Stories		East	30,000 SF	Jan-15	14 months	Mar-16	-	-	-	30,000	-	-	-	-	-	-	-	-	-	-	
Office A-1; 3 Stories		West	94,500 SF	Jan-16	14 months	Mar-17	-	-	-	-	94,500	-	-	-	-	-	-	-	-	-	
Office B-1; 4 Stories		West	126,000 SF	Jan-17	14 months	Mar-18	-	-	-	-	-	126,000	-	-	-	-	-	-	-	-	
Office C-1; 4 Stories		West	126,000 SF	Jan-18	14 months	Mar-19	-	-	-	-	-	-	126,000	-	-	-	-	-	-	-	
Office D-1; 4 Stories		West	102,000 SF	Jan-19	14 months	Mar-20	-	-	-	-	-	-	-	-	102,000	-	-	-	-	-	
Restaurant*		West	6,000 SF	Jan-14	10 months	Nov-14	-	-	-	-	6,000	-	-	-	-	-	-	-	-	-	
Retail Pad A		East	3,600 SF	Jul-14	10 months	May-15	-	-	-	3,600	-	-	-	-	-	-	-	-	-	-	
Retail Pad B*		East	6,000 SF	Jan-15	10 months	Nov-15	-	-	-	-	6,000	-	-	-	-	-	-	-	-	-	
Bank C		East	5,000 SF	Jul-15	10 months	May-16	-	-	-	-	5,000	-	-	-	-	-	-	-	-	-	
Pad D*		East	8,000 SF	Jan-16	10 months	Nov-16	-	-	-	-	-	8,000	-	-	-	-	-	-	-	-	
Pad E		East	5,000 SF	Jul-16	10 months	May-17	-	-	-	-	-	5,000	-	-	-	-	-	-	-	-	
Pad F*		East	5,200 SF	Jan-17	10 months	Nov-17	-	-	-	-	-	-	5,200	-	-	-	-	-	-	-	
Pad G		East	5,000 SF	Jul-17	10 months	May-18	-	-	-	-	-	-	5,000	-	-	-	-	-	-	-	
Pad H*		East	6,000 SF	Jan-18	10 months	Nov-18	-	-	-	-	-	-	-	-	6,000	-	-	-	-	-	
Hotel 4 Stories-128 Rooms		East	90,000 SF	Jan-18	24 months	Jan-20	-	-	-	-	-	-	-	-	-	90,000	-	-	-	-	
Total			788,300 SF			Annual Total					115,600		105,000		107,500		136,200		132,000		
						Cumulative Total					115,600		220,600		328,100		464,300		596,300		788,300

*Assessed valuation for sites with a November Finish Date is assumed to come on the tax rolls the following year, with property tax revenues occurring the year thereafter. For example, the 6000SF Restaurant, with a Finish Date of November 2014, will come on the tax rolls in 2015 and tax revenues will be received in 2016.

SOURCES AND USES OF FUNDS

**BBC Metropolitan District
General Obligation Bonds, Series 2012
Private Placement**

Dated Date 05/15/2012
Delivery Date 05/15/2012

Sources:

Bond Proceeds:	
Par Amount	8,650,000.00
	<hr/>
	8,650,000.00

Uses:

Project Fund Deposits:	
Project Construction Fund	8,500,000.00
Delivery Date Expenses:	
Cost of Issuance	150,000.00
	<hr/>
	8,650,000.00

BOND DEBT SERVICE

**BBC Metropolitan District
General Obligation Bonds, Series 2012
Private Placement**

Dated Date 05/15/2012
Delivery Date 05/15/2012

Period Ending	Principal	Coupon	Interest	Debt Service	Annual Debt Service
12/01/2012			353,208.33	353,208.33	353,208.33
06/01/2013			324,375.00	324,375.00	
12/01/2013			324,375.00	324,375.00	648,750.00
06/01/2014			324,375.00	324,375.00	
12/01/2014			324,375.00	324,375.00	648,750.00
06/01/2015			324,375.00	324,375.00	
12/01/2015			324,375.00	324,375.00	648,750.00
06/01/2016			324,375.00	324,375.00	
12/01/2016			324,375.00	324,375.00	648,750.00
06/01/2017			324,375.00	324,375.00	
12/01/2017			324,375.00	324,375.00	648,750.00
06/01/2018			324,375.00	324,375.00	
12/01/2018			324,375.00	324,375.00	648,750.00
06/01/2019			324,375.00	324,375.00	
12/01/2019	370,000	7.500%	324,375.00	694,375.00	1,018,750.00
06/01/2020			310,500.00	310,500.00	
12/01/2020	400,000	7.500%	310,500.00	710,500.00	1,021,000.00
06/01/2021			295,500.00	295,500.00	
12/01/2021	430,000	7.500%	295,500.00	725,500.00	1,021,000.00
06/01/2022			279,375.00	279,375.00	
12/01/2022	460,000	7.500%	279,375.00	739,375.00	1,018,750.00
06/01/2023			262,125.00	262,125.00	
12/01/2023	495,000	7.500%	262,125.00	757,125.00	1,019,250.00
06/01/2024			243,562.50	243,562.50	
12/01/2024	530,000	7.500%	243,562.50	773,562.50	1,017,125.00
06/01/2025			223,687.50	223,687.50	
12/01/2025	570,000	7.500%	223,687.50	793,687.50	1,017,375.00
06/01/2026			202,312.50	202,312.50	
12/01/2026	615,000	7.500%	202,312.50	817,312.50	1,019,625.00
06/01/2027			179,250.00	179,250.00	
12/01/2027	660,000	7.500%	179,250.00	839,250.00	1,018,500.00
06/01/2028			154,500.00	154,500.00	
12/01/2028	710,000	7.500%	154,500.00	864,500.00	1,019,000.00
06/01/2029			127,875.00	127,875.00	
12/01/2029	765,000	7.500%	127,875.00	892,875.00	1,020,750.00
06/01/2030			99,187.50	99,187.50	
12/01/2030	820,000	7.500%	99,187.50	919,187.50	1,018,375.00
06/01/2031			68,437.50	68,437.50	
12/01/2031	880,000	7.500%	68,437.50	948,437.50	1,016,875.00
06/01/2032			35,437.50	35,437.50	
12/01/2032	945,000	7.500%	35,437.50	980,437.50	1,015,875.00
	8,650,000		9,857,958.33	18,507,958.33	18,507,958.33

BOND SUMMARY STATISTICS

**BBC Metropolitan District
General Obligation Bonds, Series 2012
Private Placement**

Dated Date	05/15/2012
Delivery Date	05/15/2012
Last Maturity	12/01/2032
Arbitrage Yield	7.499264%
True Interest Cost (TIC)	7.499264%
Net Interest Cost (NIC)	7.500000%
All-In TIC	7.699095%
Average Coupon	7.500000%
Average Life (years)	15.195
Duration of Issue (years)	9.118
Par Amount	8,650,000.00
Bond Proceeds	8,650,000.00
Total Interest	9,857,958.33
Net Interest	9,857,958.33
Bond Years from Dated Date	131,439,444.44
Bond Years from Delivery Date	131,439,444.44
Total Debt Service	18,507,958.33
Maximum Annual Debt Service	1,021,000.00
Average Annual Debt Service	900,874.12
Underwriter's Fees (per \$1000)	
Average Takedown	
Other Fee	
Total Underwriter's Discount	
Bid Price	100.000000

Bond Component	Par Value	Price	Average Coupon	Average Life	PV of 1 bp change
Term Bond Due 2032	8,650,000.00	100.000	7.500%	15.195	8,996.00
	8,650,000.00			15.195	8,996.00

	TIC	All-In TIC	Arbitrage Yield
Par Value	8,650,000.00	8,650,000.00	8,650,000.00
+ Accrued Interest			
+ Premium (Discount)			
- Underwriter's Discount			
- Cost of Issuance Expense		-150,000.00	
- Other Amounts			
Target Value	8,650,000.00	8,500,000.00	8,650,000.00
Target Date	05/15/2012	05/15/2012	05/15/2012
Yield	7.499264%	7.699095%	7.499264%

SOURCES AND USES OF FUNDS

**BBC Metropolitan District
General Obligation Bonds, Series 2019
Public Offering**

Dated Date 02/01/2019
Delivery Date 02/01/2019

Sources:

Bond Proceeds:	
Par Amount	12,975,000.00
	<hr/>
	12,975,000.00

Uses:

Project Fund Deposits:	
Bond Repayment	8,650,000.00
Unpaid Interest	4,054,134.00
	<hr/>
	12,704,134.00
Delivery Date Expenses:	
Cost of Issuance	140,000.00
Underwriter's Discount	129,750.00
	<hr/>
	269,750.00
Other Uses of Funds:	
Additional Proceeds	1,116.00
	<hr/>
	12,975,000.00

BOND DEBT SERVICE

**BBC Metropolitan District
General Obligation Bonds, Series 2019
Public Offering**

Dated Date 02/01/2019
Delivery Date 02/01/2019

Period Ending	Principal	Coupon	Interest	Debt Service	Annual Debt Service
06/01/2019			302,750	302,750	
12/01/2019			454,125	454,125	756,875
06/01/2020			454,125	454,125	
12/01/2020	210,000	7.000%	454,125	664,125	1,118,250
06/01/2021			446,775	446,775	
12/01/2021	485,000	7.000%	446,775	931,775	1,378,550
06/01/2022			429,800	429,800	
12/01/2022	545,000	7.000%	429,800	974,800	1,404,600
06/01/2023			410,725	410,725	
12/01/2023	585,000	7.000%	410,725	995,725	1,406,450
06/01/2024			390,250	390,250	
12/01/2024	625,000	7.000%	390,250	1,015,250	1,405,500
06/01/2025			368,375	368,375	
12/01/2025	665,000	7.000%	368,375	1,033,375	1,401,750
06/01/2026			345,100	345,100	
12/01/2026	715,000	7.000%	345,100	1,060,100	1,405,200
06/01/2027			320,075	320,075	
12/01/2027	765,000	7.000%	320,075	1,085,075	1,405,150
06/01/2028			293,300	293,300	
12/01/2028	820,000	7.000%	293,300	1,113,300	1,406,600
06/01/2029			264,600	264,600	
12/01/2029	875,000	7.000%	264,600	1,139,600	1,404,200
06/01/2030			233,975	233,975	
12/01/2030	935,000	7.000%	233,975	1,168,975	1,402,950
06/01/2031			201,250	201,250	
12/01/2031	1,000,000	7.000%	201,250	1,201,250	1,402,500
06/01/2032			166,250	166,250	
12/01/2032	1,070,000	7.000%	166,250	1,236,250	1,402,500
06/01/2033			128,800	128,800	
12/01/2033	1,145,000	7.000%	128,800	1,273,800	1,402,600
06/01/2034			88,725	88,725	
12/01/2034	1,225,000	7.000%	88,725	1,313,725	1,402,450
06/01/2035			45,850	45,850	
12/01/2035	1,310,000	7.000%	45,850	1,355,850	1,401,700
	12,975,000		9,932,825	22,907,825	22,907,825

BOND SUMMARY STATISTICS

**BBC Metropolitan District
General Obligation Bonds, Series 2019
Public Offering**

Dated Date	02/01/2019
Delivery Date	02/01/2019
Last Maturity	12/01/2035
Arbitrage Yield	7.001810%
True Interest Cost (TIC)	7.141003%
Net Interest Cost (NIC)	7.091439%
All-In TIC	7.293507%
Average Coupon	7.000000%
Average Life (years)	10.936
Duration of Issue (years)	7.461
Par Amount	12,975,000.00
Bond Proceeds	12,975,000.00
Total Interest	9,932,825.00
Net Interest	10,062,575.00
Bond Years from Dated Date	141,897,500.00
Bond Years from Delivery Date	141,897,500.00
Total Debt Service	22,907,825.00
Maximum Annual Debt Service	1,406,600.00
Average Annual Debt Service	1,360,860.89
Underwriter's Fees (per \$1000)	
Average Takedown	
Other Fee	10.000000
Total Underwriter's Discount	10.000000
Bid Price	99.000000

Bond Component	Par Value	Price	Average Coupon	Average Life	PV of 1 bp change
Term Bond Due 2032	12,975,000.00	100.000	7.000%	10.936	12,715.50
	12,975,000.00			10.936	12,715.50

	TIC	All-In TIC	Arbitrage Yield
Par Value	12,975,000.00	12,975,000.00	12,975,000.00
+ Accrued Interest			
+ Premium (Discount)			
- Underwriter's Discount	-129,750.00	-129,750.00	
- Cost of Issuance Expense		-140,000.00	
- Other Amounts			
Target Value	12,845,250.00	12,705,250.00	12,975,000.00
Target Date	02/01/2019	02/01/2019	02/01/2019
Yield	7.141003%	7.293507%	7.001810%

EXHIBIT H

District Ballot Questions – November 5, 2002 Election

NO. 01

**OFFICIAL BALLOT FOR BBC/OVERLOOK METROPOLITAN DISTRICT CITY OF BROOMFIELD,
COUNTY OF BROOMFIELD, STATE OF COLORADO**

November 5, 2002

Date of Election

/s/ Diane Edie

Facsimile of Signature of the Designated Election Official of the District

To vote, place crossmark (X) at the right of the name of each candidate and ballot issue and ballot question. 1-5-407(2), C.R.S.

WARNING: Any person who, by use of force or other means, unduly influences an eligible elector to vote in any particular manner or to refrain from voting, or who falsely makes, alters, forges, or counterfeits any mail ballot before or after it has been cast, or who destroys, defaces, mutilates, or tampers with a ballot is subject, upon conviction, to imprisonment, or to a fine, or both.

BALLOT QUESTION A:

FOR THE DIRECTORS OF BBC/OVERLOOK METROPOLITAN DISTRICT

(VOTE FOR TWO DIRECTORS TO ACT UNTIL THEY OR THEIR SUCCESSORS ARE ELECTED AND QUALIFIED AT THE NEXT REGULAR SPECIAL DISTRICT ELECTION IN 2004, IF BBC/OVERLOOK METROPOLITAN DISTRICT IS ORGANIZED. PLACE A (X) OPPOSITE TWO OF THE NAMES BELOW).

Mary Diane Edie	
Joseph A. Talarico	

BALLOT QUESTION B:

FOR THE DIRECTORS OF BBC/OVERLOOK METROPOLITAN DISTRICT

(VOTE FOR THREE DIRECTORS TO ACT UNTIL THEY OR THEIR SUCCESSORS ARE ELECTED AND QUALIFIED AT THE NEXT REGULAR SPECIAL DISTRICT ELECTION IN 2006, IF BBC/OVERLOOK METROPOLITAN DISTRICT IS ORGANIZED. PLACE A (X) OPPOSITE THREE OF THE NAMES BELOW).

Bruce H. Etkin	
David L. Johnson	
Danato A. Strammiello	

BALLOT ISSUE C:

SHALL BBC/OVERLOOK METROPOLITAN DISTRICT TAXES BE INCREASED \$250,000 ANNUALLY IN THE FIRST FULL FISCAL YEAR AND EVERY FISCAL YEAR THEREAFTER BY THE IMPOSITION OF A MILL LEVY ON ALL TAXABLE PROPERTY WITHIN THE BOUNDARIES OF THE DISTRICT, WHICH MILL LEVY SHALL GENERATE NOT MORE THAN \$250,000 IN AD VALOREM PROPERTY TAX REVENUES FOR THE DISTRICT IN THE FIRST FULL FISCAL YEAR FOR PURPOSES OF THE OPERATION AND MAINTENANCE OF THE DISTRICT'S SERVICES AND FACILITIES; AND SHALL THE REVENUES GENERATED BY SUCH TAXES FOR 2002 AND FOR EACH YEAR THEREAFTER BE APPROVED AS AN INCREASED LEVY WITHOUT REGARD TO THE TAX INCREASE LIMITATION CONTAINED IN SECTION 29-1-301, COLORADO REVISED STATUTES, OR ANY OTHER TAX INCREASE LIMITATION UNDER ANY OTHER LAW; AND SHALL THE REVENUE CHANGE CAUSED BY THE COLLECTION AND SPENDING OF SUCH TAX REVENUES IN EVERY YEAR BE APPROVED, PERMITTING SUCH TAX REVENUES AND ANY INVESTMENT EARNINGS THEREON TO BE COLLECTED AND SPENT BY THE DISTRICT WITHOUT LIMITATION OR CONDITION, AND WITHOUT LIMITING THE COLLECTION OR SPENDING OF ANY OTHER REVENUES OR FUNDS BY THE DISTRICT UNDER ARTICLE X, SECTION 20 OF THE COLORADO CONSTITUTION OR ANY OTHER LAW?

YES _____
NO _____

BALLOT ISSUE D:

SHALL BBC/OVERLOOK METROPOLITAN DISTRICT TAXES BE INCREASED UP TO \$5,000 IN THE FIRST FULL FISCAL YEAR, BUT ONLY IN THE EVENT THAT ANY CONSTITUTIONAL OR LEGISLATIVE REQUIREMENT OF TAX REDUCTION IS ADOPTED, BY INCREASING THE PROPERTY TAX MILL LEVY IN THE LEVY YEAR 2002 AND THEREAFTER IN A SUFFICIENT AMOUNT TO OFFSET THE LOSSES IN PROPERTY TAX REVENUE WHICH WOULD BE INCURRED IN THE EVENT OF PASSAGE OF SUCH TAX REDUCTION REQUIREMENT, AND SHALL THE PROPERTY TAX REVENUES RESULTING FROM SUCH MILL LEVY FOR COLLECTION IN 2002 AND IN EACH YEAR THEREAFTER BE COLLECTED WITHOUT REGARD TO THE TAX INCREASE LIMITATION CONTAINED IN SECTION 29-1-301, COLORADO REVISED STATUTES, OR TO ANY OTHER TAX INCREASE LIMITATION OR REQUIREMENT FOR TAX REDUCTION UNDER ANY OTHER LAW; AND SHALL THE COLLECTION AND SPENDING OF SUCH TAX REVENUES IN EVERY YEAR BE APPROVED AS A REVENUE CHANGE AND AN EXCEPTION TO ANY LIMITATIONS ON THE COLLECTION OR SPENDING OF REVENUES BY THE DISTRICT UNDER ARTICLE X, SECTION 20 OF THE COLORADO CONSTITUTION OR ANY OTHER LAW?

YES _____
NO _____

BALLOT ISSUE E:

SHALL BBC/OVERLOOK METROPOLITAN DISTRICT DEBT BE INCREASED UP TO \$5,000,000, WITH A REPAYMENT COST OF UP TO \$41,000,000 (SUCH AMOUNT BEING THE MAXIMUM PRINCIPAL AND INTEREST THAT COULD BE PAYABLE OVER THE MAXIMUM LIFE OF SAID DEBT) AND SHALL BBC/OVERLOOK METROPOLITAN DISTRICT TAXES BE INCREASED \$5,900,000 ANNUALLY, OR BY SUCH HIGHER AMOUNT AS NECESSARY TO PROVIDE FOR THE PAYMENT OF SUCH DEBT AFTER TAKING INTO ACCOUNT ANY CONSTITUTIONALLY OR LEGISLATIVELY MANDATED TAX CUT; SUCH DEBT TO BE EVIDENCED BY GENERAL OBLIGATION BONDS OR OTHER OBLIGATIONS ISSUED FOR THE PURPOSE OF ACQUIRING, CONSTRUCTING, INSTALLING, COMPLETING, AND OTHERWISE PROVIDING A COMPLETE POTABLE AND NONPOTABLE WATER SUPPLY, PURIFICATION, STORAGE, TRANSMISSION, AND DISTRIBUTION SYSTEM AND ALL APPURTENANCES NECESSARY AND CONVENIENT THERETO, INCLUDING WITHOUT LIMITATION, PROPERTY RIGHTS, OR FOR THE PURPOSE OF REFUNDING OBLIGATIONS ISSUED FOR SUCH

PURPOSES WHETHER OR NOT SUCH REFUNDING OBLIGATIONS ARE ISSUED AT A LOWER INTEREST RATE; SUCH BONDS OR OTHER OBLIGATIONS BEING PAYABLE FROM AD VALOREM PROPERTY TAXES LEVIED AGAINST ALL TAXABLE PROPERTY WITHIN THE DISTRICT BY A MILL LEVY IMPOSED WITHOUT LIMITATION OF RATE AND IN AMOUNTS SUFFICIENT, TOGETHER WITH ANY OTHER LEGALLY AVAILABLE REVENUES OF THE DISTRICT, TO PAY THE PRINCIPAL OF AND INTEREST ON THE BONDS OR OTHER OBLIGATIONS IN EVERY YEAR; SUCH BONDS OR OTHER OBLIGATIONS BEARING INTEREST AT A MAXIMUM NET EFFECTIVE INTEREST RATE NOT TO EXCEED 18% PER ANNUM WITH A MATURITY DATE NOT TO EXCEED 40 YEARS FROM THE DATE OF ISSUANCE OF SUCH BONDS OR OTHER OBLIGATIONS; SUCH BONDS OR OTHER OBLIGATIONS TO BE SOLD IN ONE SERIES OR MORE IN AN AGGREGATE AMOUNT NOT TO EXCEED THE MAXIMUM AUTHORIZED PRINCIPAL AMOUNT AND REPAYMENT COST, ON SUCH TERMS AND CONDITIONS AS THE BOARD OF DIRECTORS OF THE DISTRICT MAY DETERMINE, INCLUDING PROVISIONS FOR REDEMPTION OF SUCH BONDS OR OTHER OBLIGATIONS; AND SHALL PROCEEDS OF THE BONDS OR OTHER OBLIGATIONS AND OF THE AD VALOREM PROPERTY TAX MILL LEVY, AND ANY INVESTMENT EARNINGS THEREON, BE COLLECTED AND SPENT WITHOUT LIMITATION OF RATE OR CONDITION, AND WITHOUT LIMITING THE COLLECTION OR SPENDING OF OTHER REVENUES OR FUNDS BY THE DISTRICT UNDER ARTICLE X, SECTION 20 OF THE COLORADO CONSTITUTION OR BY OTHER LAW?

YES _____
NO _____

BALLOT ISSUE F:

SHALL BBC/OVERLOOK METROPOLITAN DISTRICT DEBT BE INCREASED UP TO \$7,500,000, WITH A REPAYMENT COST OF UP TO \$61,500,000 (SUCH AMOUNT BEING THE MAXIMUM PRINCIPAL AND INTEREST THAT COULD BE PAYABLE OVER THE MAXIMUM LIFE OF SAID DEBT) AND SHALL BBC/OVERLOOK METROPOLITAN DISTRICT TAXES BE INCREASED \$8,850,000 ANNUALLY, OR BY SUCH HIGHER AMOUNT AS NECESSARY TO PROVIDE FOR THE PAYMENT OF SUCH DEBT AFTER TAKING INTO ACCOUNT ANY CONSTITUTIONALLY OR LEGISLATIVELY MANDATED TAX CUT; SUCH DEBT TO BE EVIDENCED BY GENERAL OBLIGATION BONDS OR OTHER OBLIGATIONS ISSUED FOR THE PURPOSE OF ACQUIRING, CONSTRUCTING, INSTALLING, COMPLETING, AND OTHERWISE PROVIDING A COMPLETE SANITARY SEWAGE COLLECTION, TREATMENT, TRANSMISSION, AND DISPOSAL SYSTEM AND ALL APPURTENANCES NECESSARY AND CONVENIENT THERETO, INCLUDING WITHOUT LIMITATION, PROPERTY RIGHTS, OR FOR THE PURPOSE OF REFUNDING OBLIGATIONS ISSUED FOR SUCH PURPOSES WHETHER OR NOT SUCH REFUNDING OBLIGATIONS ARE ISSUED AT A LOWER INTEREST RATE; SUCH BONDS OR OTHER OBLIGATIONS BEING PAYABLE FROM AD VALOREM PROPERTY TAXES LEVIED AGAINST ALL TAXABLE PROPERTY WITHIN THE DISTRICT BY A MILL LEVY IMPOSED WITHOUT LIMITATION OF RATE AND IN AMOUNTS SUFFICIENT, TOGETHER WITH ANY OTHER LEGALLY AVAILABLE REVENUES OF THE DISTRICT, TO PAY THE PRINCIPAL OF AND INTEREST ON THE BONDS OR OTHER OBLIGATIONS IN EVERY YEAR; SUCH BONDS OR OTHER OBLIGATIONS BEARING INTEREST AT A MAXIMUM NET EFFECTIVE INTEREST RATE NOT TO EXCEED 18% PER ANNUM WITH A MATURITY DATE NOT TO EXCEED 40 YEARS FROM THE DATE OF ISSUANCE OF SUCH BONDS OR OTHER OBLIGATIONS; SUCH BONDS OR OTHER OBLIGATIONS TO BE SOLD IN ONE SERIES OR MORE IN AN AGGREGATE AMOUNT NOT TO EXCEED THE MAXIMUM AUTHORIZED PRINCIPAL AMOUNT AND REPAYMENT COST, ON SUCH TERMS AND CONDITIONS AS THE BOARD OF DIRECTORS OF THE DISTRICT MAY DETERMINE, INCLUDING PROVISIONS FOR REDEMPTION OF SUCH BONDS OR OTHER OBLIGATIONS; AND SHALL PROCEEDS OF THE BONDS OR OTHER OBLIGATIONS AND OF THE AD VALOREM PROPERTY TAX MILL LEVY, AND ANY INVESTMENT EARNINGS THEREON, BE COLLECTED AND SPENT WITHOUT LIMITATION OF RATE OR CONDITION, AND WITHOUT LIMITING THE COLLECTION OR SPENDING OF OTHER REVENUES OR FUNDS BY

THE DISTRICT UNDER ARTICLE X, SECTION 20 OF THE COLORADO CONSTITUTION OR BY OTHER LAW?

YES _____
NO _____

BALLOT ISSUE G:

SHALL BBC/OVERLOOK METROPOLITAN DISTRICT DEBT BE INCREASED UP TO \$13,000,000, WITH A REPAYMENT COST OF UP TO \$106,600,000 (SUCH AMOUNT BEING THE MAXIMUM PRINCIPAL AND INTEREST THAT COULD BE PAYABLE OVER THE MAXIMUM LIFE OF SAID DEBT) AND SHALL BBC/OVERLOOK METROPOLITAN DISTRICT TAXES BE INCREASED \$15,340,000 ANNUALLY, OR BY SUCH HIGHER AMOUNT AS NECESSARY TO PROVIDE FOR THE PAYMENT OF SUCH DEBT AFTER TAKING INTO ACCOUNT ANY CONSTITUTIONALLY OR LEGISLATIVELY MANDATED TAX CUT; SUCH DEBT TO BE EVIDENCED BY GENERAL OBLIGATION BONDS OR OTHER OBLIGATIONS ISSUED FOR THE PURPOSE OF ACQUIRING, CONSTRUCTING, INSTALLING, COMPLETING, AND OTHERWISE PROVIDING STREETS AND STREET IMPROVEMENTS, INCLUDING CURBS AND GUTTERS, CULVERTS AND OTHER DRAINAGE FACILITIES, SIDEWALKS, BIKE PATHS, AND PEDESTRIAN WAYS, BRIDGES, OVERPASSES, INTERCHANGES, PARKING FACILITIES, PAVING, LIGHTING, GRADING, LANDSCAPING, IRRIGATION, MEDIAN ISLANDS, AND ALL APPURTENANCES NECESSARY AND CONVENIENT THERETO, INCLUDING WITHOUT LIMITATION, PROPERTY RIGHTS, OR FOR THE PURPOSE OF REFUNDING OBLIGATIONS ISSUED FOR SUCH PURPOSES WHETHER OR NOT SUCH REFUNDING OBLIGATIONS ARE ISSUED AT A LOWER INTEREST RATE; SUCH BONDS OR OTHER OBLIGATIONS BEING PAYABLE FROM AD VALOREM PROPERTY TAXES LEVIED AGAINST ALL TAXABLE PROPERTY WITHIN THE DISTRICT BY A MILL LEVY IMPOSED WITHOUT LIMITATION OF RATE AND IN AMOUNTS SUFFICIENT, TOGETHER WITH ANY OTHER LEGALLY AVAILABLE REVENUES OF THE DISTRICT, TO PAY THE PRINCIPAL OF AND INTEREST ON THE BONDS OR OTHER OBLIGATIONS IN EVERY YEAR; SUCH BONDS OR OTHER OBLIGATIONS BEARING INTEREST AT A MAXIMUM NET EFFECTIVE INTEREST RATE NOT TO EXCEED 18% PER ANNUM WITH A MATURITY DATE NOT TO EXCEED 40 YEARS FROM THE DATE OF ISSUANCE OF SUCH BONDS OR OTHER OBLIGATIONS; SUCH BONDS OR OTHER OBLIGATIONS TO BE SOLD IN ONE SERIES OR MORE IN AN AGGREGATE AMOUNT NOT TO EXCEED THE MAXIMUM AUTHORIZED PRINCIPAL AMOUNT AND REPAYMENT COST, ON SUCH TERMS AND CONDITIONS AS THE BOARD OF DIRECTORS OF THE DISTRICT MAY DETERMINE, INCLUDING PROVISIONS FOR REDEMPTION OF SUCH BONDS OR OTHER OBLIGATIONS; AND SHALL PROCEEDS OF THE BONDS OR OTHER OBLIGATIONS AND OF THE AD VALOREM PROPERTY TAX MILL LEVY, AND ANY INVESTMENT EARNINGS THEREON, BE COLLECTED AND SPENT WITHOUT LIMITATION OF RATE OR CONDITION, AND WITHOUT LIMITING THE COLLECTION OR SPENDING OF OTHER REVENUES OR FUNDS BY THE DISTRICT UNDER ARTICLE X, SECTION 20 OF THE COLORADO CONSTITUTION OR BY OTHER LAW?

YES _____
NO _____

BALLOT ISSUE H:

SHALL BBC/OVERLOOK METROPOLITAN DISTRICT DEBT BE INCREASED UP TO \$500,000, WITH A REPAYMENT COST OF UP TO \$4,100,000 (SUCH AMOUNT BEING THE MAXIMUM PRINCIPAL AND INTEREST THAT COULD BE PAYABLE OVER THE MAXIMUM LIFE OF SAID DEBT) AND SHALL BBC/OVERLOOK METROPOLITAN DISTRICT TAXES BE INCREASED \$590,000 ANNUALLY, OR BY SUCH HIGHER AMOUNT AS NECESSARY TO PROVIDE FOR THE PAYMENT OF SUCH DEBT AFTER TAKING INTO ACCOUNT ANY CONSTITUTIONALLY OR LEGISLATIVELY MANDATED TAX CUT; SUCH DEBT TO BE EVIDENCED BY GENERAL OBLIGATION BONDS OR OTHER OBLIGATIONS ISSUED FOR THE PURPOSE OF ACQUIRING, CONSTRUCTING, INSTALLING, COMPLETING, AND

OTHERWISE PROVIDING TELEVISION RELAY AND TRANSLATION SYSTEM IMPROVEMENTS, INCLUDING EQUIPMENT, FACILITIES, AND STRUCTURES, DIRECTLY OR PURSUANT TO CONTRACT, AND ALL APPURTENANCES NECESSARY AND CONVENIENT THERETO, INCLUDING WITHOUT LIMITATION, PROPERTY RIGHTS, OR FOR THE PURPOSE OF REFUNDING OBLIGATIONS ISSUED FOR SUCH PURPOSES WHETHER OR NOT SUCH REFUNDING OBLIGATIONS ARE ISSUED AT A LOWER INTEREST RATE; SUCH BONDS OR OTHER OBLIGATIONS BEING PAYABLE FROM AD VALOREM PROPERTY TAXES LEVIED AGAINST ALL TAXABLE PROPERTY WITHIN THE DISTRICT BY A MILL LEVY IMPOSED WITHOUT LIMITATION OF RATE AND IN AMOUNTS SUFFICIENT, TOGETHER WITH ANY OTHER LEGALLY AVAILABLE REVENUES OF THE DISTRICT, TO PAY THE PRINCIPAL OF AND INTEREST ON THE BONDS OR OTHER OBLIGATIONS IN EVERY YEAR; SUCH BONDS OR OTHER OBLIGATIONS BEARING INTEREST AT A MAXIMUM NET EFFECTIVE INTEREST RATE NOT TO EXCEED 18% PER ANNUM WITH A MATURITY DATE NOT TO EXCEED 40 YEARS FROM THE DATE OF ISSUANCE OF SUCH BONDS OR OTHER OBLIGATIONS; SUCH BONDS OR OTHER OBLIGATIONS TO BE SOLD IN ONE SERIES OR MORE IN AN AGGREGATE AMOUNT NOT TO EXCEED THE MAXIMUM AUTHORIZED PRINCIPAL AMOUNT AND REPAYMENT COST, ON SUCH TERMS AND CONDITIONS AS THE BOARD OF DIRECTORS OF THE DISTRICT MAY DETERMINE, INCLUDING PROVISIONS FOR REDEMPTION OF SUCH BONDS OR OTHER OBLIGATIONS; AND SHALL PROCEEDS OF THE BONDS OR OTHER OBLIGATIONS AND OF THE AD VALOREM PROPERTY TAX MILL LEVY, AND ANY INVESTMENT EARNINGS THEREON, BE COLLECTED AND SPENT WITHOUT LIMITATION OF RATE OR CONDITION, AND WITHOUT LIMITING THE COLLECTION OR SPENDING OF OTHER REVENUES OR FUNDS BY THE DISTRICT UNDER ARTICLE X, SECTION 20 OF THE COLORADO CONSTITUTION OR BY OTHER LAW?

YES: _____
NO: _____

BALLOT ISSUE I:

SHALL BBC/OVERLOOK METROPOLITAN DISTRICT DEBT BE INCREASED UP TO \$1,000,000, WITH A REPAYMENT COST OF UP TO \$8,200,000 (SUCH AMOUNT BEING THE MAXIMUM PRINCIPAL AND INTEREST THAT COULD BE PAYABLE OVER THE MAXIMUM LIFE OF SAID DEBT) AND SHALL BBC/OVERLOOK METROPOLITAN DISTRICT TAXES BE INCREASED \$1,180,000 ANNUALLY, OR BY SUCH HIGHER AMOUNT AS NECESSARY TO PROVIDE FOR THE PAYMENT OF SUCH DEBT AFTER TAKING INTO ACCOUNT ANY CONSTITUTIONALLY MANDATED TAX CUT; SUCH DEBT TO BE EVIDENCED BY GENERAL OBLIGATION BONDS OR OTHER OBLIGATIONS ISSUED FOR THE PURPOSE OF ACQUIRING, CONSTRUCTING, INSTALLING, COMPLETING, AND OTHERWISE PROVIDING SAFETY PROTECTION THROUGH TRAFFIC AND SAFETY CONTROLS AND DEVICES ON STREETS AND HIGHWAYS, TOGETHER WITH ALL APPURTENANCES NECESSARY AND CONVENIENT THERETO, INCLUDING WITHOUT LIMITATION, PROPERTY RIGHTS, OR FOR THE PURPOSE OF REFUNDING OBLIGATIONS ISSUED FOR SUCH PURPOSES, WHETHER OF NOT SUCH REFUNDING OBLIGATIONS ARE ISSUED AT A LOWER INTEREST RATE; SUCH BONDS OR OTHER OBLIGATIONS BEING PAYABLE FROM AD VALOREM PROPERTY TAXES LEVIED AGAINST ALL TAXABLE PROPERTY WITHIN THE DISTRICT BY A MILL LEVY IMPOSED WITHOUT LIMITATION OF RATE AND IN AMOUNTS SUFFICIENT, TOGETHER WITH ANY OTHER LEGALLY AVAILABLE REVENUES OF THE DISTRICT, TO PAY THE PRINCIPAL OF AND INTEREST ON THE BONDS OR OTHER OBLIGATIONS IN EVERY YEAR; SUCH BONDS OR OTHER OBLIGATIONS BEARING INTEREST AT A MAXIMUM NET EFFECTIVE INTEREST RATE NOT TO EXCEED 18% PER ANNUM WITH A MATURITY DATE NOT TO EXCEED 40 YEARS FROM THE DATE OF ISSUANCE OF SUCH BONDS OR OTHER OBLIGATIONS; SUCH BONDS OR OTHER OBLIGATIONS TO BE SOLD IN ONE SERIES OR MORE IN AN AGGREGATE AMOUNT NOT TO EXCEED THE MAXIMUM AUTHORIZED PRINCIPAL AMOUNT AND REPAYMENT COST, ON SUCH TERMS AND CONDITIONS AS THE BOARD OF DIRECTORS OF THE DISTRICT MAY DETERMINE, INCLUDING PROVISIONS FOR REDEMPTION OF SUCH BONDS OR OTHER OBLIGATIONS; AND SHALL PROCEEDS OF THE BONDS OR OTHER OBLIGATIONS AND OF THE AD VALOREM PROPERTY TAX MILL LEVY, AND ANY INVESTMENT EARNINGS THEREON, BE COLLECTED AND SPENT WITHOUT LIMITATION OF RATE OR CONDITION, AND WITHOUT LIMITING THE COLLECTION OR SPENDING OF OTHER REVENUES OR FUNDS BY

THE DISTRICT UNDER ARTICLE X, SECTION 20 OF THE COLORADO CONSTITUTION OR BY OTHER LAW?

YES _____
NO _____

BALLOT ISSUE J:

SHALL BBC/OVERLOOK METROPOLITAN DISTRICT DEBT BE INCREASED UP TO \$500,000, WITH A REPAYMENT COST OF UP TO \$4,100,000 (SUCH AMOUNT BEING THE MAXIMUM PRINCIPAL AND INTEREST THAT COULD BE PAYABLE OVER THE MAXIMUM LIFE OF SAID DEBT) AND SHALL BBC/OVERLOOK METROPOLITAN DISTRICT TAXES BE INCREASED \$590,000 ANNUALLY, OR BY SUCH HIGHER AMOUNT AS NECESSARY TO PROVIDE FOR THE PAYMENT OF SUCH DEBT AFTER TAKING INTO ACCOUNT ANY CONSTITUTIONALLY OR LEGISLATIVELY MANDATED TAX CUT; SUCH DEBT TO BE EVIDENCED BY GENERAL OBLIGATION BONDS OR OTHER OBLIGATIONS ISSUED FOR THE PURPOSE OF ACQUIRING, CONSTRUCTING, INSTALLING, COMPLETING, AND OTHERWISE PROVIDING PARK AND RECREATIONAL FACILITIES AND ALL APPURTENANCES NECESSARY AND CONVENIENT THERETO, INCLUDING WITHOUT LIMITATION, PROPERTY RIGHTS AND OPEN SPACE LAND, OR FOR THE PURPOSE OF REFUNDING OBLIGATIONS ISSUED FOR SUCH PURPOSES WHETHER OR NOT SUCH REFUNDING OBLIGATIONS ARE ISSUED AT A LOWER INTEREST RATE; SUCH BONDS OR OTHER OBLIGATIONS BEING PAYABLE FROM AD VALOREM PROPERTY TAXES LEVIED AGAINST ALL TAXABLE PROPERTY WITHIN THE DISTRICT BY A MILL LEVY IMPOSED WITHOUT LIMITATION OF RATE AND IN AMOUNTS SUFFICIENT, TOGETHER WITH ANY OTHER LEGALLY AVAILABLE REVENUES OF THE DISTRICT, TO PAY THE PRINCIPAL OF AND INTEREST ON THE BONDS OR OTHER OBLIGATIONS IN EVERY YEAR; SUCH BONDS OR OTHER OBLIGATIONS BEARING INTEREST AT A MAXIMUM NET EFFECTIVE INTEREST RATE NOT TO EXCEED 18% PER ANNUM WITH A MATURITY DATE NOT TO EXCEED 40 YEARS FROM THE DATE OF ISSUANCE OF SUCH BONDS OR OTHER OBLIGATIONS; SUCH BONDS OR OTHER OBLIGATIONS TO BE SOLD IN ONE SERIES OR MORE IN AN AGGREGATE AMOUNT NOT TO EXCEED THE MAXIMUM AUTHORIZED PRINCIPAL AMOUNT AND REPAYMENT COST, ON SUCH TERMS AND CONDITIONS AS THE BOARD OF DIRECTORS OF THE DISTRICT MAY DETERMINE, INCLUDING PROVISIONS FOR REDEMPTION OF SUCH BONDS OR OTHER OBLIGATIONS; AND SHALL PROCEEDS OF THE BONDS OR OTHER OBLIGATIONS AND OF THE AD VALOREM PROPERTY TAX MILL LEVY, AND ANY INVESTMENT EARNINGS THEREON, BE COLLECTED AND SPENT WITHOUT LIMITATION OF RATE OR CONDITION, AND WITHOUT LIMITING THE COLLECTION OR SPENDING OF OTHER REVENUES OR FUNDS BY THE DISTRICT UNDER ARTICLE X, SECTION 20 OF THE COLORADO CONSTITUTION OR BY OTHER LAW?

YES _____
NO _____

BALLOT ISSUE K:

SHALL BBC/OVERLOOK METROPOLITAN DISTRICT DEBT BE INCREASED UP TO \$8,500,000, WITH A REPAYMENT COST OF UP TO \$69,700,000 (SUCH AMOUNT BEING THE MAXIMUM PRINCIPAL AND INTEREST THAT COULD BE PAYABLE OVER THE MAXIMUM LIFE OF SAID DEBT) AND SHALL BBC/OVERLOOK METROPOLITAN DISTRICT TAXES BE INCREASED \$10,030,000 ANNUALLY, OR BY SUCH HIGHER AMOUNT AS NECESSARY TO PROVIDE FOR THE PAYMENT OF SUCH DEBT AFTER TAKING INTO ACCOUNT ANY CONSTITUTIONALLY OR LEGISLATIVELY MANDATED TAX CUT; SUCH DEBT TO BE EVIDENCED BY GENERAL OBLIGATION BONDS OR OTHER OBLIGATIONS ISSUED FOR THE PURPOSE OF ACQUIRING, CONSTRUCTING, INSTALLING, COMPLETING, AND OTHERWISE PROVIDING A SYSTEM TO TRANSPORT THE PUBLIC BY BUS, RAIL, OR ANY OTHER MEANS OF CONVEYANCE, OR COMBINATION THEREOF, DIRECTLY OR PURSUANT TO CONTRACT, AND ALL APPURTENANCES NECESSARY AND CONVENIENT THERETO, INCLUDING WITHOUT LIMITATION, PROPERTY RIGHTS, OR FOR THE PURPOSE OF REFUNDING OBLIGATIONS ISSUED FOR SUCH PURPOSES WHETHER OR NOT SUCH REFUNDING OBLIGATIONS ARE ISSUED AT A LOWER INTEREST RATE; SUCH BONDS OR OTHER OBLIGATIONS BEING PAYABLE FROM AD VALOREM PROPERTY TAXES LEVIED AGAINST ALL TAXABLE PROPERTY WITHIN THE DISTRICT BY A MILL

LEVY IMPOSED WITHOUT LIMITATION OF RATE AND IN AMOUNTS SUFFICIENT, TOGETHER WITH ANY OTHER LEGALLY AVAILABLE REVENUES OF THE DISTRICT, TO PAY THE PRINCIPAL OF AND INTEREST ON THE BONDS OR OTHER OBLIGATIONS IN EVERY YEAR; SUCH BONDS OR OTHER OBLIGATIONS BEARING INTEREST AT A MAXIMUM NET EFFECTIVE INTEREST RATE NOT TO EXCEED 18% PER ANNUM WITH A MATURITY DATE NOT TO EXCEED 40 YEARS FROM THE DATE OF ISSUANCE OF SUCH BONDS OR OTHER OBLIGATIONS; SUCH BONDS OR OTHER OBLIGATIONS TO BE SOLD IN ONE SERIES OR MORE IN AN AGGREGATE AMOUNT NOT TO EXCEED THE MAXIMUM AUTHORIZED PRINCIPAL AMOUNT AND REPAYMENT COST, ON SUCH TERMS AND CONDITIONS AS THE BOARD OF DIRECTORS OF THE DISTRICT MAY DETERMINE, INCLUDING PROVISIONS FOR REDEMPTION OF SUCH BONDS OR OTHER OBLIGATIONS; AND SHALL PROCEEDS OF THE BONDS OR OTHER OBLIGATIONS AND OF THE AD VALOREM PROPERTY TAX MILL LEVY, AND ANY INVESTMENT EARNINGS THEREON, BE COLLECTED AND SPENT WITHOUT LIMITATION OF RATE OR CONDITION, AND WITHOUT LIMITING THE COLLECTION OR SPENDING OF OTHER REVENUES OR FUNDS BY THE DISTRICT UNDER ARTICLE X, SECTION 20 OF THE COLORADO CONSTITUTION OR BY OTHER LAW?

YES _____
NO _____

BALLOT ISSUE L:

SHALL BBC/OVERLOOK METROPOLITAN DISTRICT DEBT BE INCREASED \$5,000,000 WITH A REPAYMENT COST OF \$41,000,000 (SUCH AMOUNT BEING THE TOTAL PRINCIPAL AND INTEREST THAT COULD BE PAYABLE OVER THE MAXIMUM LIFE OF SAID DEBT) BY THE ISSUANCE AND PAYMENT OF WATER SYSTEM REVENUE BONDS OR OTHER OBLIGATIONS OF THE DISTRICT FOR THE PURPOSE OF ACQUIRING, CONSTRUCTING, INSTALLING, COMPLETING, AND OTHERWISE PROVIDING A COMPLETE POTABLE AND NONPOTABLE WATER SUPPLY, PURIFICATION, STORAGE, TRANSMISSION, AND DISTRIBUTION SYSTEM AND ALL APPURTENANCES NECESSARY AND CONVENIENT THERETO, INCLUDING WITHOUT LIMITATION, PROPERTY RIGHTS, OR FOR THE PURPOSE OF REFUNDING OBLIGATIONS ISSUED FOR SUCH PURPOSES WHETHER OR NOT SUCH REFUNDING OBLIGATIONS ARE ISSUED AT A LOWER INTEREST RATE; SUCH BONDS OR OTHER OBLIGATIONS TO BE ISSUED AT A NET EFFECTIVE INTEREST RATE NOT TO EXCEED 18% PER ANNUM AND WITH A MATURITY DATE NOT TO EXCEED 40 YEARS FROM THEIR DATE OF ISSUANCE, SUCH BONDS OR OTHER OBLIGATIONS TO BE ISSUED, DATED, AND SOLD AT SUCH TIME OR TIMES AND IN SUCH MANNER AND TO CONTAIN SUCH TERMS, NOT INCONSISTENT HEREWITH, AS THE DISTRICT'S BOARD OF DIRECTORS MAY DETERMINE; SUCH BONDS OR OTHER OBLIGATIONS TO BE PAYABLE FROM REVENUES GENERATED BY THE DISTRICT'S RATES, FEES, TOLLS, AND CHARGES IN CONNECTION WITH THE PROVISION OF WATER SERVICE; AND IN CONNECTION THEREWITH, AS A VOTER-APPROVED REVENUE CHANGE, SHALL THE PROCEEDS OF SUCH BONDS OR OTHER OBLIGATIONS AND ANY REFUNDING BONDS OR OTHER OBLIGATIONS, THE REVENUES FROM SUCH RATES, FEES, TOLLS, AND CHARGES, AND ANY INVESTMENT EARNINGS THEREON, BE COLLECTED AND SPENT WITHOUT LIMITATION OR CONDITION AND WITHOUT LIMITING THE COLLECTION OR SPENDING OF ANY OTHER REVENUES OR FUNDS BY THE DISTRICT UNDER ARTICLE X, SECTION 20 OF THE COLORADO CONSTITUTION OR ANY OTHER LAW?

YES _____
NO _____

BALLOT ISSUE M:

SHALL BBC/OVERLOOK METROPOLITAN DISTRICT DEBT BE INCREASED \$7,500,000 WITH A REPAYMENT COST OF \$61,500,000 (SUCH AMOUNT BEING THE TOTAL PRINCIPAL AND INTEREST THAT COULD BE PAYABLE OVER THE MAXIMUM LIFE OF SAID DEBT) BY THE ISSUANCE AND

PAYMENT OF SANITARY SEWER SYSTEM REVENUE BONDS OR OTHER OBLIGATIONS OF THE DISTRICT FOR THE PURPOSE OF ACQUIRING, CONSTRUCTING, INSTALLING, COMPLETING, AND OTHERWISE PROVIDING A COMPLETE SANITARY SEWAGE COLLECTION, TREATMENT, TRANSMISSION, AND DISPOSAL SYSTEM AND ALL APPURTENANCES NECESSARY AND CONVENIENT THERETO, INCLUDING WITHOUT LIMITATION, PROPERTY RIGHTS, OR FOR THE PURPOSE OF REFUNDING OBLIGATIONS ISSUED FOR SUCH PURPOSES WHETHER OR NOT SUCH REFUNDING OBLIGATIONS ARE ISSUED AT A LOWER INTEREST RATE; SUCH BONDS OR OTHER OBLIGATIONS TO BE ISSUED AT A NET EFFECTIVE INTEREST RATE NOT TO EXCEED 18% PER ANNUM AND WITH A MATURITY DATE NOT TO EXCEED 40 YEARS FROM THEIR DATE OF ISSUANCE, SUCH BONDS OR OTHER OBLIGATIONS TO BE ISSUED, DATED, AND SOLD AT SUCH TIME OR TIMES AND IN SUCH MANNER AND TO CONTAIN SUCH TERMS, NOT INCONSISTENT HEREWITH, AS THE DISTRICT'S BOARD OF DIRECTORS MAY DETERMINE; SUCH BONDS OR OTHER OBLIGATIONS TO BE PAYABLE FROM REVENUES GENERATED BY THE DISTRICT'S RATES, FEES, TOLLS, AND CHARGES IN CONNECTION WITH THE PROVISION OF SANITARY SEWER SERVICE; AND IN CONNECTION THEREWITH, AS A VOTER-APPROVED REVENUE CHANGE, SHALL THE PROCEEDS OF SUCH BONDS OR OTHER OBLIGATIONS AND ANY REFUNDING BONDS OR OTHER OBLIGATIONS, THE REVENUES FROM SUCH RATES, FEES, TOLLS, AND CHARGES, AND ANY INVESTMENT EARNINGS THEREON, BE COLLECTED AND SPENT WITHOUT LIMITATION OR CONDITION AND WITHOUT LIMITING THE COLLECTION OR SPENDING OF ANY OTHER REVENUES OR FUNDS BY THE DISTRICT UNDER ARTICLE X, SECTION 20 OF THE COLORADO CONSTITUTION OR ANY OTHER LAW?

YES _____
NO _____

BALLOT ISSUE N:

SHALL BBC/OVERLOOK METROPOLITAN DISTRICT BE AUTHORIZED TO ENTER INTO MULTIPLE FISCAL YEAR FINANCIAL OBLIGATIONS OF THE DISTRICT EVIDENCED BY AGREEMENTS BETWEEN THE DISTRICT AND ONE OR MORE OTHER GOVERNMENTAL ENTITIES; AND SHALL THE ACTION OF THE OFFICERS OF THE DISTRICT IN EXECUTING SUCH AGREEMENTS BE AUTHORIZED HEREBY; SUCH AGREEMENTS CONTAINING SUCH TERMS AND CONDITIONS AS THE BOARD OF DIRECTORS MAY DETERMINE TO BE NECESSARY AND APPROPRIATE; ANY AND ALL PAYMENTS REQUIRED UNDER THE AGREEMENTS TO BE MADE FROM ANY LEGALLY AVAILABLE REVENUES OF THE DISTRICT; AND SHALL THE REVENUE CHANGE CAUSED BY THE COLLECTION AND SPENDING OF THE PROCEEDS OF SUCH LEGALLY AVAILABLE REVENUES BE APPROVED, PERMITTING SUCH PROCEEDS AND ANY EARNINGS FROM THE INVESTMENT OF SUCH PROCEEDS TO BE COLLECTED AND SPENT WITHOUT LIMITATION OR CONDITION, AND WITHOUT LIMITING THE COLLECTION OR SPENDING OF ANY OTHER REVENUES OR FUNDS BY THE DISTRICT UNDER ARTICLE X, SECTION 20 OF THE COLORADO CONSTITUTION OR ANY OTHER LAW?

YES _____
NO _____

BALLOT ISSUE O:

SHALL BBC/OVERLOOK METROPOLITAN DISTRICT BE AUTHORIZED TO RETAIN ALL REVENUES FROM ITS RATES, FEES, TOLLS, AND CHARGES (BOTH OPERATING AND CAPITAL IN NATURE) FOR WATER FACILITIES AND SERVICES IN 2002 AND IN ALL SUBSEQUENT YEARS; AND SHALL THE DISTRICT BE AUTHORIZED TO SPEND SUCH REVENUES AS A VOTER-APPROVED REVENUE CHANGE AND AN EXCEPTION TO ANY SPENDING LIMITATIONS WHICH MIGHT OTHERWISE APPLY, WITHOUT LIMITING THE COLLECTION AND SPENDING OF OTHER REVENUES OF THE DISTRICT IN ANY YEAR?

YES _____
NO _____

BALLOT ISSUE P:

SHALL BBC/OVERLOOK METROPOLITAN DISTRICT BE AUTHORIZED TO RETAIN ALL REVENUES FROM ITS RATES, FEES, TOLLS, AND CHARGES (BOTH OPERATING AND CAPITAL IN NATURE) FOR SANITARY SEWER FACILITIES AND SERVICES IN 2002 AND IN ALL SUBSEQUENT YEARS; AND SHALL THE DISTRICT BE AUTHORIZED TO SPEND SUCH REVENUES AS A VOTER-APPROVED REVENUE CHANGE AND AN EXCEPTION TO ANY SPENDING LIMITATIONS WHICH MIGHT OTHERWISE APPLY, WITHOUT LIMITING THE COLLECTION AND SPENDING OF OTHER REVENUES OF THE DISTRICT IN ANY YEAR?

YES _____
NO _____

BALLOT ISSUE Q:

SHALL BBC/OVERLOOK METROPOLITAN DISTRICT BE AUTHORIZED TO RETAIN ALL REVENUES GENERATED BY OR FROM RATES, FEES, TOLLS, CHARGES, SPECIFIC OWNERSHIP TAXES, AGREEMENTS WITH OTHER LOCAL GOVERNMENTS, GRANTS FROM THE STATE OR FROM ANY LOCAL GOVERNMENT, LOTTERY DISTRIBUTIONS, AND ANY OTHER REVENUES GENERATED OR RECEIVED BY THE DISTRICT, INCLUDING REDUCTIONS IN DEBT SERVICE, IN 2002 AND IN ALL SUBSEQUENT YEARS (WHICH AMOUNT DOES NOT INCLUDE REVENUES GENERATED FROM AD VALOREM PROPERTY TAXES); AND SHALL THE DISTRICT BE AUTHORIZED TO SPEND SUCH REVENUES AS A VOTER-APPROVED REVENUE CHANGE AND AN EXCEPTION TO ANY REVENUE OR SPENDING LIMITATIONS WHICH MIGHT OTHERWISE APPLY?

YES _____
NO _____

BALLOT ISSUE R:

SHALL BBC/OVERLOOK METROPOLITAN DISTRICT BE AUTHORIZED TO ISSUE, CREATE, EXECUTE, AND DELIVER MORTGAGES, LIENS, AND OTHER ENCUMBRANCES ON DISTRICT REAL AND PERSONAL PROPERTY, WHETHER NOW OWNED OR HEREAFTER ACQUIRED, AND INCLUDING WATER AND WATER RIGHTS, SUCH ENCUMBRANCES TO BE IN THE TOTAL PRINCIPAL AMOUNT OF NOT MORE THAN \$10,000,000, PLUS INTEREST THEREON AT A NET EFFECTIVE INTEREST RATE NOT IN EXCESS OF 18% PER ANNUM, ALL AS MAY BE DETERMINED BY THE BOARD OF DIRECTORS TO BE NECESSARY OR APPROPRIATE IN CONNECTION WITH THE ISSUANCE OF BONDS, NOTES, CONTRACTS, OR OTHER FINANCIAL OBLIGATIONS OF THE DISTRICT; SUCH ENCUMBRANCES TO BE CREATED FOR THE PURPOSE OF PROVIDING ADDITIONAL SECURITY FOR DISTRICT FINANCIAL OBLIGATIONS, AND TO BE CREATED AT ONE TIME OR FROM TIME TO TIME; SUCH MORTGAGES, LIENS, OR OTHER ENCUMBRANCES TO ENTITLE THE OWNER OR BENEFICIARY THEREOF TO FORECLOSE UPON AND TAKE TITLE TO AND POSSESSION OF THE DISTRICT PROPERTY SO ENCUMBERED, AND IN CONNECTION THEREWITH SHALL THE DISTRICT BE AUTHORIZED TO MAKE SUCH COVENANTS REGARDING THE USE OF THE ENCUMBERED PROPERTY AND OTHER MATTERS ARISING UNDER THE ENCUMBRANCES, ALL AS MAY BE DETERMINED BY THE BOARD OF DIRECTORS OF THE DISTRICT?

YES _____
NO _____

BALLOT QUESTION S:

SHALL BBC/OVERLOOK METROPOLITAN DISTRICT BE ORGANIZED?

YES _____
NO _____

BALLOT QUESTION T:

SHALL MEMBERS OF THE BOARD OF DIRECTORS OF BBC/OVERLOOK METROPOLITAN DISTRICT BE AUTHORIZED TO SERVE WITHOUT LIMITATION ON THEIR TERMS OF OFFICE PURSUANT TO THE RIGHT GRANTED TO VOTERS OF THE DISTRICT IN ARTICLE XVIII, SECTION 11 OF THE COLORADO CONSTITUTION TO LENGTHEN, SHORTEN, OR ELIMINATE THE LIMITATIONS ON TERMS OF OFFICE GENERALLY IMPOSED BY SUCH SECTION?

YES _____
NO _____

BALLOT QUESTION U:

SHALL BBC/OVERLOOK METROPOLITAN DISTRICT BE AUTHORIZED TO EXERCISE THE POWER TO ESTABLISH, MAINTAIN, AND OPERATE A SYSTEM TO TRANSPORT THE PUBLIC BY BUS, RAIL, OR ANY OTHER MEANS OF CONVEYANCE, OR ANY COMBINATION THEREOF, AND MAY THE DISTRICT CONTRACT TO UNDERTAKE SUCH ACTIVITIES?

YES _____
NO _____