

SERVICE PLAN

FOR

**BRIGHTON CROSSING METROPOLITAN DISTRICT NOS. 5-8
CITY OF BRIGHTON, COLORADO**

Prepared

By

Kristen D. Bear

White Bear Ankele Tanaka & Waldron, Professional Corporation

2154 E. Commons Avenue, Suite 2000

Centennial, Colorado 80122

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I. INTRODUCTION

A. Purpose and Intent.

The City's objective in approving the Service Plan for the Districts is to authorize the Districts to provide for the planning, design, acquisition, construction, installation, relocation and redevelopment of the Public Improvements from the proceeds of Debt to be issued by any District or other legally available revenues of the Districts, and to provide for the operation and maintenance of all or a portion of the Public Improvements. The Districts are independent units of local government, separate and distinct from the City. The Public Improvements shall be designed, constructed, operated and maintained in accordance with the City Approvals, and shall be for the use and benefit of all anticipated residents and taxpayers of the Districts.

The Districts are being organized under a multiple-district structure. The size and scope of the Project and the projected cost of the Public Improvements necessitate phasing made possible through the formation of multiple districts. As this Project is over 400 acres, and as the projected cost of the Public Improvements is over One Hundred and Twenty Million Dollars (\$120,000,000), it is anticipated that the Project will be developed over an extended period of time, which will allow for phased absorption of the Project and corresponding Public Improvements. Additionally, such structure assures proper coordination of the powers and authorities of the independent Districts and avoids confusion regarding the separate, but coordinated, purposes of the Districts that could arise if separate service plans were used.

The multiple-district structure will also help assure that Public Improvements will be provided when they are needed, and not sooner. Appropriate development agreements between the Districts and any developer of the Project will set forth when the Public Improvements are required to be constructed and may allow the postponement of financing for improvements which may not be required to be constructed until well into the future; thereby helping property owners avoid the long-term carrying costs associated with financing improvements too early.

The relationship between the Districts with regard to the financing, construction, operation and maintenance of the Public Improvements will be further set forth in one or more intergovernmental agreements between the Districts.

This Service Plan is intended to establish a limited purpose for the Districts and explicit financial constraints that are not to be violated under any circumstances. The primary purpose of the Districts are to finance and fund the construction of the Public Improvements, and for any District to provide ongoing Operation and Maintenance of all or a portion of the Public Improvements. The Districts shall be authorized to finance the Public Improvements that can be funded from Debt which is to be repaid from the Debt Service Mill Levy, Special Assessments, Fees, and/or other sources of revenue, and to Operate and Maintain certain of the Public Improvements as set forth in the City Approvals, including, without limitation, the maintenance of all landscaping and drainage tracts within the boundaries of the Districts.

It is the intent of this Service Plan to assure to the extent possible that no property bear an economic burden that is greater than that associated with revenues from the Debt Service Mill Levy, Fees, Special Assessments, and/or other sources of revenue, even under bankruptcy or

other unusual situations. Generally, the costs of Public Improvements that cannot be funded within these parameters are not costs to be paid by the Districts.

B. Need for the Districts.

There are currently no other governmental entities, including the City, located in the immediate vicinity of the Project Area that consider it desirable, feasible or practical to undertake the planning, design, acquisition, construction, installation, relocation, redevelopment, financing, operation and maintenance of the Public Improvements. Formation of the Districts is therefore necessary in order for the Public Improvements required for the Project to be provided in the most economic manner possible.

C. Organizers and Consultants. This Service Plan has been prepared by the following:

Organizers

Brookfield Residential (Colorado) LLC
6465 S. Greenwood Plaza Blvd., Ste. 700
Centennial, CO 80111

District Counsel

White Bear Ankele Tanaka & Waldron
2154 E. Commons Ave., Ste. 2000
Centennial, CO 80122

Financial Advisor or Underwriter

D.A. Davidson and Co.
1550 Market Street, Ste. 300
Denver, CO 80202

Engineers

Redland
1500 West Canal Court
Littleton, CO 80120

Bond Counsel

To be determined

II. DEFINITIONS

In this Service Plan, the following terms shall have the meanings indicated below, unless the context hereof clearly requires otherwise:

Board: means the Board of Directors of a District.

City: means the City of Brighton, Colorado.

City Approvals: means, collectively, (a) the final plats for the areas within a District, (b) the final development plans and/or landscape plans for the areas within a District, (c) the construction plans for the public improvements within a District, (d) the development agreements a/k/a subdivision improvement agreements for the areas within a District, (e) any other agreements between the City and a District relating to the area within a District, including, as applicable, the Intergovernmental Agreement, and (f) any amendments made to any of the foregoing documents.

City Council: means the City Council of the City of Brighton, Colorado.

City Code: means the Brighton Municipal Code and any rules and regulations promulgated pursuant thereto.

C.R.S.: means the Colorado Revised Statutes, as the same may be amended from time to time.

Debt: means bonds, notes or other multiple fiscal year financial obligations for the payment of which a District has promised to impose, charge, assess and levy the Debt Service Mill Levy, Fees, Special Assessments and/or pledge other revenues. The definition of Debt shall not include intergovernmental agreements between and among any of the Districts.

Debt Service Mill Levy: means the mill levy each District is permitted to impose for the payment of the debt service requirements of Debt, as set forth in Section V.C.1.

District: means Brighton Crossing Metropolitan District No. 5, Brighton Crossing Metropolitan District No. 6, Brighton Crossing Metropolitan District No. 7 or Brighton Crossing Metropolitan District No. 8, individually.

District No. 5: means Brighton Crossing Metropolitan District No. 5.

District No. 6: means Brighton Crossing Metropolitan District No. 6.

District No. 7: means Brighton Crossing Metropolitan District No. 7.

District No. 8: means Brighton Crossing Metropolitan District No. 8.

District No. 5 Boundaries: means the boundaries of the areas legally described in **Exhibit B-1** and depicted on the Project Area Boundary Map, which may change from time to time if District No. 5 undergoes inclusions or exclusions pursuant to Section 32-1-401, et seq., C.R.S., and Section 32-1-501, et seq., C.R.S., subject to the limitations set forth in Section IV.A.12.

District No. 6 Boundaries: means the boundaries of the areas legally described in **Exhibit B-2** and depicted on the Project Area Boundary Map, which may change from time to time if District No. 6 undergoes inclusions or exclusions pursuant to Section 32-1-401, et seq., C.R.S., and Section 32-1-501, et seq., C.R.S., subject to the limitations set forth in Section IV.A.12.

District No. 7 Boundaries: means the boundaries of the areas legally described in **Exhibit B-3** and depicted on the Project Area Boundary Map, which may change from time to time if District No. 7 undergoes inclusions or exclusions pursuant to Section 32-1-401, et seq., C.R.S., and Section 32-1-501, et seq., C.R.S., subject to the limitations set forth in Section IV.A.12.

District No. 8 Boundaries: means the boundaries of the areas legally described in **Exhibit B-4** and depicted on the Project Area Boundary Map, which may change from time to time if District No. 8 undergoes inclusions or exclusions pursuant to Section 32-

1-401, et seq., C.R.S., and Section 32-1-501, et seq., C.R.S., subject to the limitations set forth in Section IV.A.12.

Districts: means Brighton Crossing Metropolitan District No. 5, Brighton Crossing Metropolitan District No. 6, Brighton Crossing Metropolitan District No. 7 and Brighton Crossing Metropolitan District No. 8, jointly.

End User: means any owner, or tenant of any owner, of any platted Taxable Property within the applicable District for which a certificate of occupancy has been issued who is a resident homeowner, renter, commercial property owner, or commercial tenant. A person or entity that owns undeveloped Taxable Property or that constructs homes or commercial structures with the intention of selling to others is not an End User.

External Financial Advisor: means a consultant that: (i) advises Colorado governmental entities on matters relating to the issuance of securities by Colorado governmental entities, including matters such as the pricing, sales and marketing of such securities and the procuring of bond ratings, credit enhancement and insurance in respect of such securities; (ii) shall be an underwriter, investment banker, or individual listed as a public finance advisor in the Bond Buyer's Municipal Market Place; and (iii) is not an officer or employee of any of the Districts and has not been otherwise engaged to provide services in connection with the transaction related to the applicable Debt. If any District has engaged a municipal adviser that meets the foregoing criteria and has a fiduciary duty to such District, the municipal adviser may fill the role of the External Financial Advisor.

Fees: means any fee, rate, toll, penalty or charge imposed or received by any District for services, programs or facilities provided by any District, as set forth in Section IV.A.18.

Financial Plan: means the Financial Plan described in Section V and attached as **Exhibit D** hereto which has been prepared in accordance with the Special District Act.

Intergovernmental Agreement: means, collectively, the intergovernmental agreements between any of the Districts and the City, a form of which is attached hereto as **Exhibit F**. The Intergovernmental Agreement may be amended from time to time by the applicable District and the City.

Maximum Combined Mill Levy: means the maximum combined Debt Service Mill Levy and Operations and Maintenance Mill Levy that may be imposed by any District, as further set forth in Section V.C.3. hereof.

Mill Levy Adjustment: means if, on or after January 1 of the year of approval of the Service Plan there are changes in the method of calculating assessed valuation or any constitutionally mandated tax credit, cut or abatement, the Debt Service Mill Levy, the Operations and Maintenance Mill Levy, and the Maximum Combined Mill Levy may be increased or decreased to reflect such changes, such increases and decreases to be determined by any Board in good faith (such determination to be binding and final) so that to the extent possible, the actual tax revenues generated by the applicable mill levy, as adjusted for changes occurring after such January 1 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.

Operate and Maintain or Operation and Maintenance: means (a) the ongoing operation, maintenance, planning, design, acquisition, construction, repair and replacement of all or a portion of the Public Improvements or the provision of services related thereto; (b) the reasonable and necessary costs of ongoing administrative, accounting and legal services to each District; and (c) covenant enforcement and design review services each applicable District may perform; all in accordance with the provisions and requirements of, as applicable, the Special District Act, this Service Plan, the Intergovernmental Agreement, the City Code and the City Approvals.

Operation and Maintenance Mill Levy: means the mill levy each District is permitted to impose for the payment of such Districts' Operation and Maintenance Costs, as set forth in Section V.C.2 below.

Project: means a portion of the development or property currently referred to as Brighton Crossing and located within the Project Area.

Project Area: means the collective boundaries of the areas legally described in **Exhibit B-1, Exhibit B-2, Exhibit B-3 and Exhibit B-4**, and depicted on the Project Area Boundary Map, which may change from time to time if any District undergoes inclusions or exclusions pursuant to Section 32-1-401, et seq., C.R.S., and Section 32-1-501, et seq., C.R.S., subject to the limitations set forth in Section IV.A.12.

Project Area Boundary Map: means the map attached hereto as **Exhibit C**, depicting the Project Area.

Public Improvement Fee: means revenue received by a District from a public improvement fee on taxable retail sales transactions occurring within such District, or similar fee imposed by the owner of property in a District on similar transactions.

Public Improvements: means a part or all of the improvements authorized to be planned, designed, acquired, constructed, installed, relocated, redeveloped, financed, Operated and Maintained, as generally described in Section IV, **Exhibit E**, the Special District Act and in accordance with the City Approvals, that serve the future taxpayers and inhabitants of the property within the Project Area as determined by any Board.

Service Plan: means this service plan for the Districts approved by the City Council.

Service Plan Amendment: means an amendment to the Service Plan approved by City Council in accordance with this Service Plan and applicable State law.

Special Assessment: means the levy of an assessment within the boundaries of a special improvement district pursuant to Section IV.A.19.

Special District Act: means Title 32, Article 1 of the Colorado Revised Statutes, as amended from time to time.

State: means the State of Colorado.

Taxable Property: means real or personal property which is subject to ad valorem taxes imposed by any District.

III. PROPERTY INFORMATION; ESTIMATED PUBLIC IMPROVEMENT COSTS

A. Property Information.

A vicinity map depicting the Project Area is attached hereto as **Exhibit A**. The property within the Project Area currently includes approximately 432.817 acres of predominately agricultural land, and the legal description and detailed boundary map are attached hereto as **Exhibit B** and **C**, respectively. It is anticipated that the Project Area may change from time to time as any District undergoes inclusions and exclusions pursuant to Section 32-1-401, et seq., C.R.S., and Section 32-1-501, et seq., C.R.S., subject to the limitations set forth in Section IV.A.12.

The population of the Districts at build-out is estimated to be approximately 3,357 people. The current assessed valuation of the property within the Project Area is approximately One Hundred Thousand Dollars (\$100,000) and the projected assessed value of the Project Area at build-out is expected to be sufficient to reasonably discharge the Debt under the Financial Plan attached hereto as **Exhibit D**.

Approval of this Service Plan by the City does not imply approval or vesting of the development of a specific area within the Project Area, nor does it imply approval of the number of residential units or the total site/floor area of commercial or industrial buildings identified in this Service Plan or any of the exhibits attached thereto, which approvals shall be as set forth in the City Approvals. The approval of this Service Plan by the City in no way relieves the developer of the Project of any developer guarantees or other conditions, requirements or commitments as set forth in the City Approvals or as otherwise required by the City.

B. Preliminary Engineering Survey.

The Districts shall have authority to provide for the planning, design, acquisition, construction, installation, relocation, redevelopment, maintenance, and financing of the Public Improvements. A list of the Public Improvements the Districts anticipate providing, including a cost estimate for each category of improvements in current-year dollars, is attached hereto as **Exhibit E**. Notwithstanding the foregoing, the list of Public Improvements as set forth in Exhibit E is subject to change as development within the Project Area progresses and in accordance with City Approvals. The Districts shall be authorized to construct Public Improvements as provided hereunder and that are more specifically defined in the City Approvals. The estimated costs of the Public Improvements were prepared based upon a preliminary engineering survey and estimates and is approximately One Hundred Twenty Two Million, Six Hundred Forty Five Thousand and Forty Six Dollars (\$122,645,046). Such estimated costs are based on the assumption that construction will conform to the City Approvals and any other applicable local, State or Federal requirements.

IV. DESCRIPTION OF POWERS, IMPROVEMENTS AND SERVICES; SERVICE PLAN AMENDMENT

A. Powers of the District and Limitations.

The Districts shall have the power and authority to provide the Public Improvements and related Operation and Maintenance activities as such power and authority is described in the Special District Act and other applicable statutes, common law, and the Constitution, subject to the limitations set forth herein, and in the City Approvals.

1. Operation and Maintenance. One or more of the Districts shall Operate and Maintain all or any portion of the Public Improvements as set forth in the City Approvals, and the Districts may coordinate such operation and maintenance responsibilities in one or more intergovernmental agreements between the Districts. It is anticipated that, at a minimum, one or more of the Districts may own, maintain, repair and replace interior streets, local storm drainage improvements and local parks that are smaller than 3 acres in size. The City and a District may specifically provide in the Intergovernmental Agreement or other City Approval the Public Improvements that will be maintained by the City and the Public Improvements that will be maintained by such District. The Districts may be required to dedicate all or any portion of the Public Improvements to the City or other appropriate governmental entity as set forth in the City Approvals. Each District shall have the power to provide ongoing covenant enforcement and design review services in accordance with the Special District Act as part of its ongoing Operation and Maintenance activities.

2. Fire Protection Limitation. The Districts shall not be authorized to plan for, design, acquire, construct, install, relocate, redevelop, finance, operate or maintain fire protection facilities or services. The authority to plan for, design, acquire, construct, install, relocate, redevelop or finance fire hydrants and related improvements installed as part of the water system shall not be limited by this provision.

3. Television Relay and Translation Limitation. The Districts shall not be authorized to plan for, design, acquire, construct, install, relocate, redevelop, finance, operate or maintain television relay and translation facilities and services, other than for the installation of conduit as a part of a street construction project, unless such facilities and services are provided pursuant to the City Approvals.

4. Limitation on Extraterritorial Service. Except as set forth in the City Approvals, the Districts shall not be authorized to provide services or facilities outside the Project Area or to establish Fees, rates, tolls, penalties or charges for any such services or facilities.

5. Telecommunication Facilities. The Districts agree that no telecommunication facilities shall be constructed except pursuant to the City Approvals and that no such facilities owned, operated or otherwise allowed by any District shall affect the ability of the City to expand its public safety telecommunication facilities or impair existing telecommunication facilities.

6. Construction Standards Requirement. The Districts will ensure that the Public Improvements are designed and constructed in accordance with the City Approvals and with the standards and specifications of any other governmental entities having proper jurisdiction over the Project. All of the Public Improvements will be designed in such a way as to assure that the Public Improvements standards will be compatible with those of the City. The Districts will obtain the approval of civil engineering plans from the appropriate jurisdiction and will obtain applicable permits for construction and installation of Public Improvements prior to performing such work.

7. Zoning and Land Use Requirements. The Districts shall be subject to all of the City's zoning, subdivision, building code and other land use requirements.

8. Growth Limitations. The City shall not be limited in implementing City Council or voter approved growth limitations, even though such actions may reduce or delay development within the Project Area and the realization of Districts' revenue.

9. Conveyance. The Districts agree to convey to the City any interest in real property owned by any District that is reasonably necessary, in the City's sole discretion, for any City capital improvement projects for transportation, utilities or drainage.

10. Eminent Domain. The Districts shall be authorized to utilize the power of eminent domain only after prior consent from the City Council, which consent shall be evidenced by resolution, or as otherwise set forth in the Intergovernmental Agreement.

11. Water Rights/Resources Limitation. The Districts shall not acquire, own, manage, adjudicate or develop water rights or resources except as otherwise provided pursuant to the Intergovernmental Agreement.

12. Inclusion and Exclusion Limitation. Except for property within the Project Area, the Districts shall not include any properties into its boundaries without the prior consent of the City Council, which consent shall be evidenced by resolution. The Districts shall not exclude any property from the Project Area without the prior consent of the City Council, which consent shall be evidenced by resolution. To the extent that a District has issued Debt, and such Debt remains outstanding, such District shall not exclude any property from its respective boundaries without the prior consent of the City Council, which consent shall be evidenced by resolution.

13. Overlap Limitation. Without the prior consent of the City Council, which consent shall be evidenced by resolution, the boundaries of the Districts shall not overlap with any other district formed under the Special District Act.

14. Sales and Use Tax. The Districts shall not exercise its City sales and use tax exemption.

15. Monies from Other Governmental Sources. The Districts shall not apply for or accept Conservation Trust Funds, Great Outdoors Colorado Funds, or other funds available from or through governmental or non-profit entities that the City is eligible to apply for, except pursuant to the Intergovernmental Agreement. This Section shall not apply to

specific ownership taxes which shall be distributed to and be a revenue source for the Districts without any limitation.

16. Consolidation Limitation. The Districts shall not file a request with any Court to consolidate with another Title 32 district without the prior consent of the City, which consent shall be evidenced by resolution.

17. Subdistrict Limitation. The Districts shall not create any subdistrict pursuant to Section 32-1-1101, C.R.S. without the prior consent of the City Council, which consent shall be evidenced by resolution.

18. Fees. Each District may impose and collect Fees within its respective boundaries for services, programs or facilities furnished by such District, and any District may also impose and collect Fees within all or any portion of the Project Area pursuant to an intergovernmental agreement among the Districts. The District imposing and collecting such Fees may from time to time increase or decrease such Fees. Each District may also receive revenues from Public Improvement Fees. Each District may use the revenue from Fees and Public Improvement Fees for the payment of Debt and Operation and Maintenance costs.

19. Special Assessments. If authorized in the Intergovernmental Agreement, any District may establish one or more special improvement districts within the Project Area and may levy a Special Assessment within the special improvement district in order to finance all or part of the costs of any Public Improvements to be constructed or installed that the District is authorized to finance.

20. Bankruptcy Limitation. All of the limitations contained in this Service Plan, including, but not limited to, those pertaining to the Debt Service Mill Levy, the Operation and Maintenance Mill Levy, Fees and Special Assessments, have been established under the authority of the City to approve the Service Plan pursuant to Section 32-1-204.5, C.R.S. It is expressly intended that such limitations:

(a) Shall not be subject to set-aside for any reason or by any court of competent jurisdiction, absent a Service Plan Amendment; and

(b) Are, together with all other requirements of Colorado law, included in the “political or governmental powers” reserved to the State under the U.S. Bankruptcy Code (11 U.S.C.) Section 903, and are also included in the “regulatory or electoral approval necessary under applicable nonbankruptcy law” as required for confirmation of a Chapter 9 Bankruptcy Plan under Bankruptcy Code Section 943(b)(6).

The filing of any bankruptcy petition by the Districts shall constitute, simultaneously with such filing, a material departure of the express terms of this Service Plan, thus necessitating a material modification that must be submitted to the City for its consideration as a Service Plan Amendment.

21. Reimbursement Agreements. If any District utilizes reimbursement agreements to obtain repayment from third-party developers or adjacent landowners for costs of Public Improvements that benefit third-party landowners, and if such Public Improvements have

been financed by any District through the issuance of Debt that remains outstanding, any and all resulting reimbursements received shall be deposited in the debt service fund for such Debt and used solely for the purpose of retiring the Debt that financed such Public Improvements, or as otherwise set forth in the Intergovernmental Agreement.

22. Major and Minor Arterial Streets. The Districts shall be required to construct or cause to be constructed the full width of all major and minor arterial streets within the Project Area and around the perimeter of the Project Area, as further detailed in the City Approvals, unless otherwise provided in the Intergovernmental Agreement.

B. Service Plan Amendment.

This Service Plan has been designed with sufficient flexibility to enable the Districts to provide required services and facilities under evolving circumstances without the need for numerous amendments. Actions of the Districts which violate the limitations set forth in IV.A. above or in V.B, V.C or V.D herein shall be deemed to be material modifications to this Service Plan and the City shall be entitled to all remedies available under State and local law to enjoin or modify such actions of the Districts, including the necessity for the Districts to process a Service Plan Amendment. All Service Plan Amendments shall be processed by the City in accordance with the provisions of the Special District Act, including, without limitation, all notice and public hearing requirements.

V. FINANCIAL PROVISIONS

A. General.

The Districts shall be authorized to provide for the financing, planning, design, acquisition, construction, installation, relocation and/or redevelopment of the Public Improvements from its revenues and by and through the proceeds of Debt to be issued by any District. The Districts shall also be authorized to provide Operation and Maintenance as further set forth herein and in the Intergovernmental Agreement, which shall be paid from the Operation and Maintenance Mill Levy and other legally available revenues of the Districts. Any District may impose a mill levy on Taxable Property as a primary source of revenue for repayment of Debt service and for Operation and Maintenance, subject to the terms and provisions contained herein and in the Intergovernmental Agreement. The Districts may also rely upon various other revenue sources authorized by law. At the Districts' discretion, these may include the assessment of Fees as provided in Section 32-1-1001(I), C.R.S. and in accordance with Section IV.A.18; and the imposition of Special Assessments as provided in Section 32-1-1101.7, C.R.S. and in accordance with Section IV.A.19.

The Financial Plan for the Districts, which is attached hereto as **Exhibit D**, reflects that the Districts will issue no more Debt than the Districts can reasonably expect to pay from revenues derived from the Debt Service Mill Levy, Fees, Special Assessments and/or other legally available revenues. The Districts may issue such Debt on a schedule and in such year or years as the Districts determines shall meet the needs of the Financial Plan and phased to serve development as it occurs.

B. Maximum Voted Interest Rate, Maximum Underwriting Discount and Maximum Term of Debt.

1. The interest rate on any Debt is expected to be the market rate at the time the Debt is issued. All Debt-related election ballot questions shall provide that in the event of a default, the maximum interest rate on any Debt shall not exceed fifteen percent (15%). Interest on any Debt of any District, or other District obligations payable in whole or in part from the revenues derived from the Debt Service Mill Levy, shall be simple per annum interest, and shall not compound. The maximum underwriting discount shall be five percent (5%). The documents pursuant to which any Debt is issued shall prohibit the acceleration of principal of such Debt.

2. The maximum term of any Debt issued by any District shall be forty (40) years, and any amount of outstanding principal and/or accrued interest that remains unpaid upon the final maturity date of any Debt shall be deemed to be forever discharged.

3. Debt, when issued, will comply with all relevant requirements of this Service Plan, State law and Federal law as then applicable to the issuance of public securities. All debt-related election ballot questions shall be drafted so as to reflect the provisions in this Section V.B. Prior to any election to authorize the issuance of Debt, the Districts shall cause a letter prepared by an attorney in the State of Colorado to be provided to the City opining that the election questions related to the Debt include the limitations in Section V.B.

4. Failure to observe the requirements established in this Section shall constitute a material modification under the Service Plan and shall entitle the City to all remedies available at law and in equity.

C. Debt Service Mill Levy, Operation and Maintenance Mill Levy and Maximum Combined Mill Levy.

1. Each District may impose an ad valorem Debt Service Mill Levy (a mill being equal to 1/10th of 1 cent) upon the Taxable Property within its boundaries for the purpose of paying the debt service requirements of any District's Debt. The Debt Service Mill Levy shall not exceed fifty (50) mills, subject to the Mill Levy Adjustment, without the prior approval of the City Council, which approval shall be evidenced by resolution. In addition, the Districts may request that the City process a Service Plan Amendment to increase the maximum Debt Service Mill Levy that may be imposed to repay any District's Debt or to provide that the Debt Service Mill Levy shall be such amount as is necessary to pay the debt service on such Debt, without limitation of rate.

No Debt Service Mill Levy shall be imposed by any District to finance Public Improvements until the City has approved a final plat and development agreement for the phase of development within the portion of the Project Area that includes such Public Improvements.

No District shall impose a Debt Service Mill Levy to pay the debt service requirements on any District's Debt for more than forty (40) years after the date on which such District imposed its initial Debt Service Mill Levy unless: (a) a majority of the Board imposing the Debt Service Mill Levy is comprised of End Users of such District, and (b) the Board has

voted in favor of extending the time that the Debt Service Mill Levy may be imposed for the payment of such Debt.

2. Each District may impose an ad valorem Operation and Maintenance Mill Levy (a mill being equal to 1/10th of 1 cent) upon the Taxable Property within its boundaries for the purpose of paying Operation and Maintenance costs.

No Operation and Maintenance Mill Levy shall be imposed by a District until the Intergovernmental Agreement is executed by both the City and such District..

3. The maximum combined mill levy, including the Debt Service Mill Levy and the Operation and Maintenance Mill Levy (the “Maximum Combined Mill Levy”), shall not exceed sixty (60) mills, subject to the Mill Levy Adjustment, without the prior approval of the City Council, which approval shall be evidenced by resolution. In addition, the Districts may request that the City process a Service Plan Amendment to increase the Maximum Combined Mill Levy.

4. Failure to observe the requirements established in this Section V.C. shall constitute a material modification under the Service Plan and shall entitle the City to all remedies available at law and in equity.

D. Debt Parameters.

1. All Debt issued by the Districts must be issued in compliance with the requirements of Section 32-1-1101, C.R.S., all other requirements of State law and the provisions of this Service Plan. In addition, the Districts shall not: (a) issue any Debt; (b) impose a mill levy for the payment of Debt by direct imposition or by transfer of funds from the operating fund to the debt service fund; (c) impose and/or collect any Fees to be used for the purpose of repayment of Debt, or (d) levy any Special Assessments, prior to the approval by the City of a final plat and development agreement relating to that phase of development within the portion of the Project Area that will be financed with such Debt, mill levy, Fees or Special Assessments.

2. The maximum total aggregate principal amount of Debt that may be issued or incurred by all of the Districts combined shall not exceed Sixty Million Dollars (\$60,000,000), without the prior approval of the City Council, which approval shall be evidenced by resolution.

3. The Districts shall not pledge any revenue or property of the City as security for the indebtedness set forth in this Service Plan. Approval of this Service Plan shall not be construed as a guarantee by the City of payment of any of the Districts’ obligations, nor shall anything in the Service Plan be construed so as to create any responsibility or liability on the part of the City in the event of default by the Districts in the payment of any such obligation.

4. Failure to observe the requirements established in this Section V.D. shall constitute a material modification under the Service Plan and shall entitle the City to all remedies available at law and in equity.

E. Debt Instrument Disclosure Requirement.

In the text of any instrument representing and constituting Debt, the District issuing or incurring such Debt shall set forth a statement in substantially the following form:

By acceptance of this instrument, the owner of this Bond agrees and consents to all of the limitations in respect of the payment of the principal of and interest on this Bond contained herein, in the resolution of the District authorizing the issuance of this Bond and in the Service Plan for the District.

Similar language describing the limitations in respect of the payment of the principal of and interest on Debt set forth in this Service Plan shall be included in any document used for the offering of the Debt for sale to persons, including, but not limited to, a developer of property within the Project Area.

F. Privately Placed Debt Limitation.

Prior to the issuance of any privately placed Debt, the District issuing or incurring such Debt shall obtain the certification of an External Financial Advisor substantially as follows:

We are [I am] an External Financial Advisor within the meaning of the District's Service Plan.

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

G. TABOR Compliance.

The Districts will comply with the provisions of TABOR. In the discretion of the respective Board, any District may set up other qualifying entities to manage, fund, construct and operate facilities, services, and programs. To the extent allowed by law, any entity created by a District will remain under the control of that District's Board, and any such entity shall be subject to and bound by all terms, conditions, and limitations of the Service Plan and the Intergovernmental Agreement.

H. District's Operation and Maintenance Costs.

In addition to the capital costs of the Public Improvements, the Districts will require operating funds for Operation and Maintenance costs; the first year's operating budget for all the Districts combined is estimated to be One Hundred Thousand Dollars (\$100,000) which is

anticipated to be derived from the Operation and Maintenance Mill Levy, Fees, and other sources of Districts' revenue.

VI. AUDIT AND ANNUAL REPORT

To the extent that any District is required to prepare an audit in accordance with the provisions of State law, the District shall submit a copy of its annual audit to the City within 30 days of filing its audit with the State, which requirement may be waived by the City in its sole discretion.

The Districts shall be responsible for submitting an annual report to the City Clerk no later than March 1 of each year. The annual report shall include information as to the following:

1. Boundary changes made or proposed to any District's boundary as of December 31 of the prior year.
2. Copy of the Districts' budget resolutions for the current year and any budget amendments from the prior year.
3. Copy of the Districts' rules and regulations, if any, as of December 31 of the prior year.
4. Copy of any resolutions or Fee schedules adopted by any District relating to the imposition of Fees, Public Improvement Fees, or Special Assessments by any District.
5. A summary of any litigation which involves the Public Improvements as of December 31 of the prior year.
6. Status of the Districts' construction of the Public Improvements as of December 31 of the prior year.
7. A list of all Public Improvements constructed by the Districts that have been dedicated to and accepted by the City as of December 31 of the prior year.
8. A list of all Public Improvements that are owned and/or Operated and Maintained by any District, including identification of the standards by which the Public Improvements are required to be Operated and Maintained.
9. Notice of any uncured events of default by any District, which continue beyond a ninety (90) day period, under any Debt instrument.
10. Any inability of any District to pay its obligations as they come due, in accordance with the terms of such obligations, which continue beyond a ninety (90) day period.
11. Any alteration or revision of the proposed schedule of Debt issuance set forth in the Financial Plan.

VII. DISSOLUTION

Each of the Districts agrees to file a petition in the appropriate District Court for dissolution, pursuant to the applicable State statutes when the Board of such District deems it to be in the best interest of such District to dissolve, provided that the District is no longer performing the Operation and Maintenance services and such responsibilities have been assigned to and assumed by another entity. In no event shall dissolution occur until the applicable District has provided for the payment or discharge of all of its outstanding indebtedness and other financial obligations as required pursuant to State statutes.

VIII. MEETING LOCATIONS AND DISCLOSURE NOTICES

All special and regular Districts' meetings shall be open to the public and shall be held at a location within City limits that is within twenty miles of the boundaries of such District. The Districts shall provide annual notice to all eligible electors of the Districts, in accordance with Section 32-1-809, C.R.S. In addition, the Districts shall record a public disclosure document and a map of the boundaries of such District with the Clerk and Recorder of each County in which District property is located, in accordance with Section 32-1-104.8, C.R.S. The Districts shall use reasonable efforts to ensure that copies of the annual notice, public disclosure document and such map are provided to potential purchasers of real property within the Project Area as part of the seller's required property disclosures.

IX. INTERGOVERNMENTAL AGREEMENT

The Districts and the City shall enter into one or more Intergovernmental Agreements, a form of which is attached hereto as **Exhibit F**, provided that such Intergovernmental Agreement may be revised by the City and the applicable Districts to include such additional details and requirements therein as are deemed necessary by the City and such Districts in connection with the development of the Project and the financing of the Public Improvements. Each District shall approve the Intergovernmental Agreement at its first Board meeting after its organizational election. Failure by each of the Districts to execute the Intergovernmental Agreement as required herein shall constitute a material modification hereunder. The Intergovernmental Agreement may be amended from time to time by the Districts and the City, provided that any such amendments shall be in compliance with the provisions of this Service Plan.

X. CONCLUSION

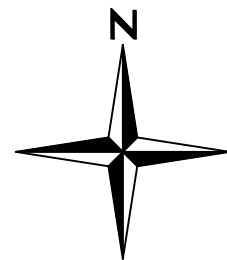
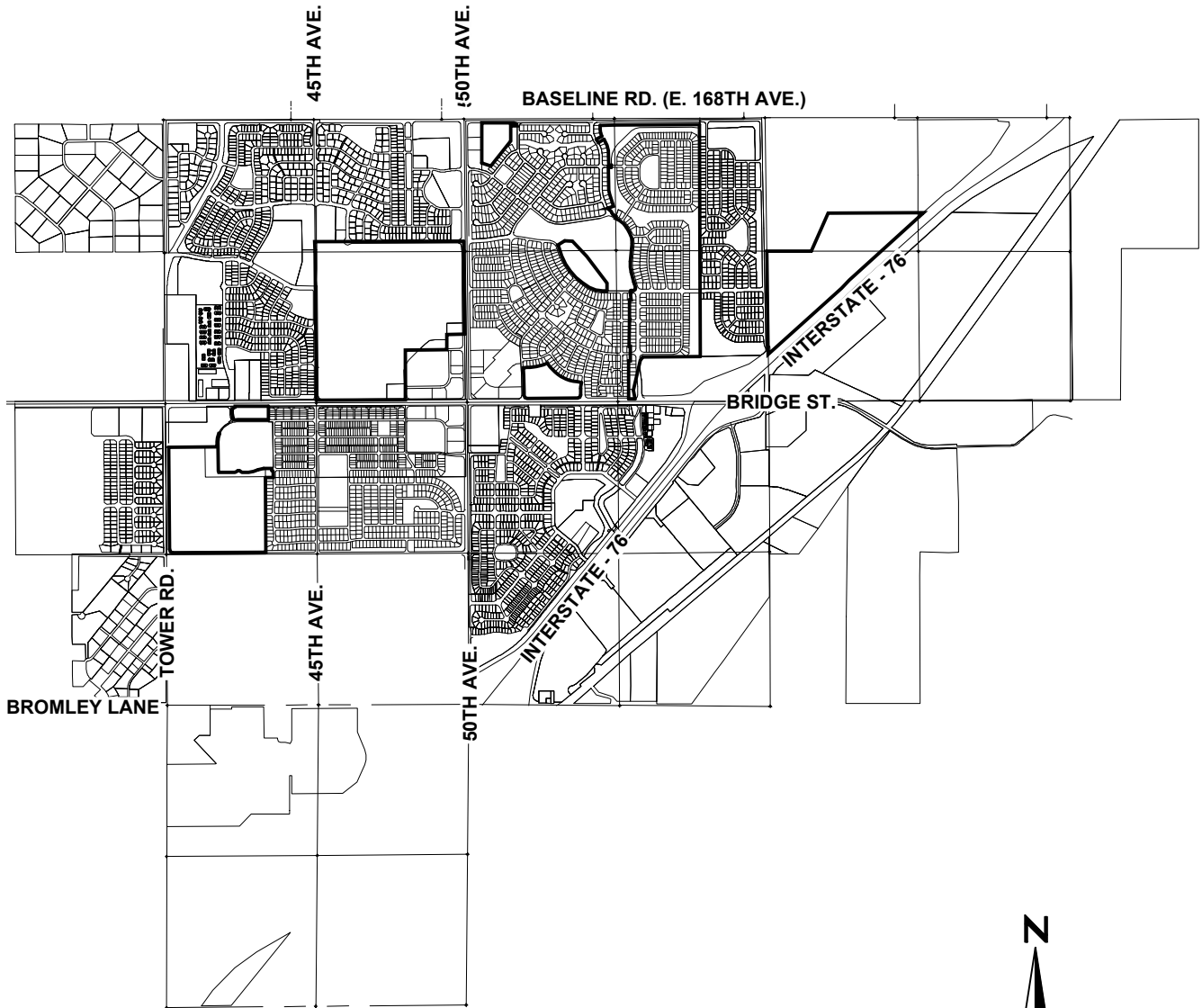
It is submitted that this Service Plan for the Districts, as required by Section 32-1-203(2), C.R.S., establishes that:

1. There is sufficient existing and projected need for organized service in the area to be serviced by the Districts;
2. The existing service in the area to be served by the Districts is inadequate for present and projected needs;

3. The Districts are capable of providing economical and sufficient service to the area within its proposed boundaries; and

4. The area to be included in the Districts has, or will have, the financial ability to discharge the proposed indebtedness on a reasonable basis.

EXHIBIT A
Vicinity Map



SCALE: 1" = 3000'

REDLAND
Where Great Places Begin

720.283.6783 Office
1500 West Canal Court
Littleton, Colorado 80120

REDLAND.COM

VICINITY MAP

BRIGHTON CROSSING

METROPOLITAN DISTRICTS 5 - 8

DATE 08/23/2017

PROJ. NO. 11015.13

SHEET

EXHIBIT B-1

District No. 5 Legal Description

LEGAL DESCRIPTION

A PORTION OF THAT CERTAIN PARCEL OF LAND DESCRIBED AS PARCEL "C" OF ORDER FOR INCLUSION RECORDED NOVEMBER 27, 2002 AT RECEPTION NO. C1059274, A PORTION OF THAT CERTAIN PARCEL OF LAND DESCRIBED AS PARCEL "B" IN WARRANTY DEED RECORDED JUNE 2, 1971 AT BOOK 1700, PAGE 212, BOTH IN THE OFFICIAL RECORDS OF THE CLERK AND RECORDER, COUNTY OF ADAMS, STATE OF COLORADO, LYING WITHIN THE NORTHWEST QUARTER OF SECTION 10, TOWNSHIP 1 SOUTH, RANGE 66 WEST OF THE SIXTH PRINCIPAL MERIDIAN, SAID COUNTY AND STATE, MORE PARTICULARLY DESCRIBED AS FOLLOWS:

COMMENCING AT THE NORTH QUARTER CORNER OF SAID SECTION 10;

THENCE ALONG THE NORTH LINE OF SAID SECTION 10, SOUTH 89°42'46" WEST, A DISTANCE OF 1,419.21 FEET;

THENCE DEPARTING SAID NORTH LINE, SOUTH 00°17'14" EAST, A DISTANCE OF 50.00 FEET TO SOUTHERLY RIGHT-OF-WAY OF BRIDGE STREET AND THE NORTHEASTERLY CORNER OF SOUTH 42ND AVENUE AS DEPICTED ON BRIGHTON CROSSING FILING NO. 4 RECORDED NOVEMBER 30, 2005 AT RECEPTION NO. 20051130001311690, IN SAID OFFICIAL RECORDS, AND THE **POINT OF BEGINNING**;

THENCE ALONG SAID SOUTHERLY RIGHT-OF-WAY, NORTH 89°42'46" EAST, A DISTANCE OF 583.38 FEET TO THE NORTHEAST CORNER OF SAID ORDER FOR INCLUSION;

THENCE ALONG THE EASTERLY BOUNDARY OF SAID ORDER FOR INCLUSION, SOUTH 00°17'14" EAST, A DISTANCE OF 237.00 FEET TO THE NORTHERLY RIGHT-OF-WAY OF CRESTONE PEAK STREET AS DEPICTED ON SAID BRIGHTON CROSSING FILING NO. 4;

THENCE ALONG SAID NORTHERLY RIGHT-OF-WAY, AND EASTERLY RIGHT-OF-WAY OF SAID SOUTH 42ND AVENUE THE FOLLOWING EIGHT (8) COURSES:

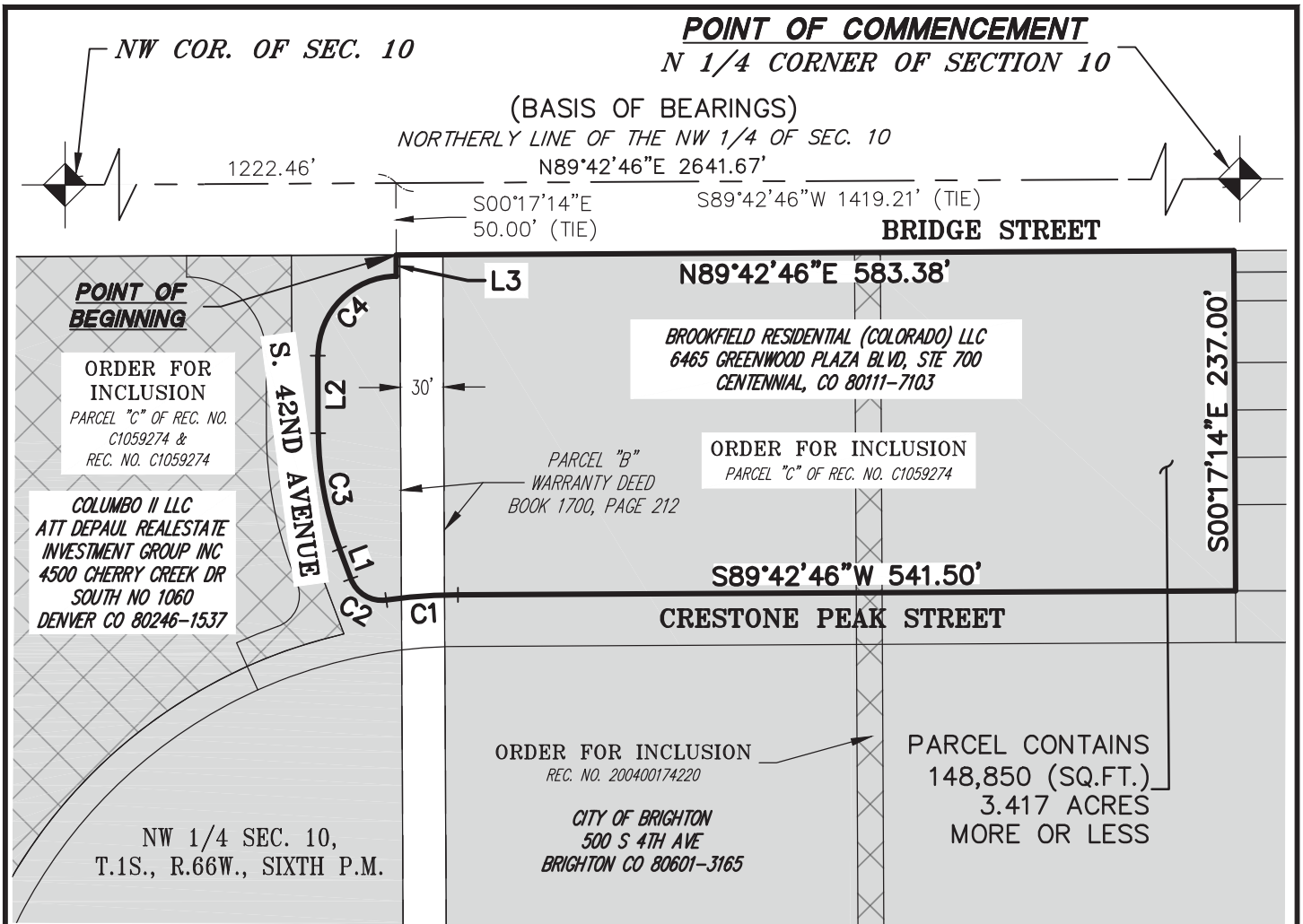
- 1) SOUTH 89°42'46" WEST, A DISTANCE OF 541.50 FEET TO THE BEGINNING OF A TANGENT CURVE CONCAVE SOUTHERLY HAVING A RADIUS OF 381.00 FEET;
- 2) WESTERLY ALONG SAID CURVE THROUGH A CENTRAL ANGLE OF 07°32'57", AN ARC LENGTH OF 50.20 FEET TO THE BEGINNING OF A REVERSE CURVE CONCAVE NORTHEASTERLY HAVING A RADIUS OF 23.00 FEET;
- 3) NORTHWESTERLY ALONG SAID CURVE THROUGH A CENTRAL ANGLE OF 77°11'40", AN ARC LENGTH OF 30.99 FEET;
- 4) NORTH 20°38'31" WEST, A DISTANCE OF 22.27 FEET TO THE BEGINNING OF A TANGENT CURVE CONCAVE EASTERLY HAVING A RADIUS OF 232.00 FEET;
- 5) NORTHERLY ALONG SAID CURVE THROUGH A CENTRAL ANGLE OF 20°21'17", AN ARC LENGTH OF 82.42 FEET;
- 6) NORTH 00°17'14" WEST, A DISTANCE OF 53.93 FEET TO THE BEGINNING OF A TANGENT CURVE CONCAVE SOUTHEASTERLY HAVING A RADIUS OF 55.00 FEET;
- 7) NORTHEASTERLY ALONG SAID CURVE THROUGH A CENTRAL ANGLE OF 90°00'00", AN ARC LENGTH OF 86.39 FEET
- 8) NORTH 00°17'14" WEST, A DISTANCE OF 15.00 FEET TO THE **POINT OF BEGINNING**.

CONTAINING AN AREA OF 3.417 ACRES, (148,850 SQUARE FEET), MORE OR LESS.

DANIEL E. DAVIS, PLS 38256
COLORADO LICENSED PROFESSIONAL LAND SURVEYOR
FOR AND ON BEHALF OF AZTEC CONSULTANTS, INC.
300 E. MINERAL AVENUE, SUITE 1
LITTLETON, CO 80122



ILLUSTRATION TO DESCRIPTION



LEGEND

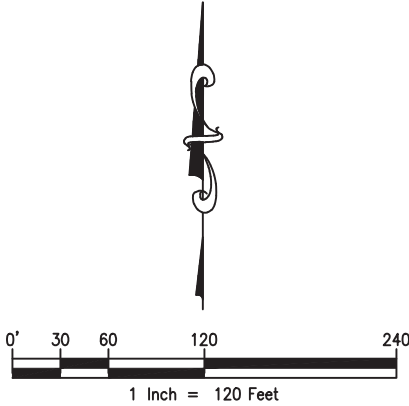
	BROMLEY PARK METROPOLITAN DISTRICT NO. 4
	BRIGHTON CROSSING METROPOLITAN DISTRICT NO. 4

LINE TABLE

LINE	BEARING	LENGTH
L1	N20°38'31"W	22.27'
L2	N00°17'14"W	53.93'
L3	N00°17'14"W	15.00'

CURVE TABLE

CURVE	DELTA	RADIUS	LENGTH
C1	7°32'57"	381.00'	50.20'
C2	77°11'40"	23.00'	30.99'
C3	20°21'17"	232.00'	82.42'
C4	90°00'00"	55.00'	86.39'



NOTE: THIS DRAWING DOES NOT REPRESENT A MONUMENTED LAND SURVEY AND IS ONLY INTENDED TO DEPICT THE ATTACHED LEGAL DESCRIPTION.

PATH: Q:\54817-27\DWG\EXHIBITS\
 DWG NAME: District 5 Parcel 1
 DWG: BJM CHK: DED
 DATE: 07-28-2017
 SCALE: 1" = 120'

AZTEC
CONSULTANTS, INC.

300 East Mineral Ave,
Suite 1
Littleton, Colorado 80122
Phone: (303)713-1898
Fax: (303)713-1897
www.aztecconsultants.com

EXHIBIT
 NW 1/4 SEC. 10, T1S, R66W, 6TH P.M.
 ADAMS COUNTY, COLORADO
 JOB NUMBER 54817-27 2 OF 2 SHEETS

LEGAL DESCRIPTION

A PORTION OF THAT CERTAIN PARCEL OF LAND DESCRIBED AS PARCEL "C" OF ORDER FOR INCLUSION RECORDED NOVEMBER 27, 2002 AT RECEPTION NO. C1059274, A PORTION OF THAT CERTAIN PARCEL OF LAND DESCRIBED AS EXHIBIT "A" OF SPECIAL WARRANTY DEED RECORDED NOVEMBER 14, 1994 AT RECEPTION NO. C0032263, BOTH BEING RECORDED IN THE OFFICIAL RECORDS OF THE CLERK AND RECORDER, COUNTY OF ADAMS, STATE OF COLORADO, LYING WITHIN THE NORTHWEST QUARTER OF SECTION 10, TOWNSHIP 1 SOUTH, RANGE 66 WEST OF THE SIXTH PRINCIPAL MERIDIAN, SAID COUNTY AND STATE, MORE PARTICULARLY DESCRIBED AS FOLLOWS:

BEGINNING AT THE NORTHEAST CORNER OF THAT CERTAIN PARCEL OF LAND DESCRIBED IN DEED OF DEDICATION FOR PUBLIC USE RECORDED MAY 8, 2014 AT RECEPTION NO. 2014000028204 AND THE SOUTHWEST CORNER OF ORDER FOR EXCLUSION RECORDED DECEMBER 10, 2004 AT RECEPTION NO. 2004001255890, IN SAID OFFICIAL RECORDS;

THENCE ALONG THE SOUTHERLY AND EASTERLY BOUNDARIES OF SAID ORDER FOR EXCLUSION THE FOLLOWING FOUR (4) COURSES:

- 1) NORTH 89°33'30" EAST, A DISTANCE OF 844.69 FEET;
- 2) NORTH 00°25'32" WEST, A DISTANCE OF 90.17 FEET TO THE BEGINNING OF A NON-TANGENT CURVE CONCAVE EASTERLY HAVING A RADIUS OF 363.00 FEET, THE RADIUS POINT OF SAID CURVE BEARS NORTH 89°34'27" EAST;
- 3) NORTHERLY ALONG SAID CURVE THROUGH A CENTRAL ANGLE OF 22°41'24", AN ARC LENGTH OF 143.75 FEET;
- 4) NORTH 89°42'50" EAST, A DISTANCE OF 19.59 FEET TO THE WESTERLY BOUNDARY OF TRACT "A" BRIGHTON CROSSING FILING NO. 4 RECORDED NOVEMBER 30, 2005 AT RECEPTION NO. 2005001311690, IN SAID OFFICIAL RECORDS, AND THE BEGINNING OF A NON-TANGENT CURVE CONCAVE EASTERLY HAVING A RADIUS OF 345.00 FEET, THE RADIUS POINT OF SAID CURVE BEARS SOUTH 66°28'22" EAST;

THENCE ALONG THE WESTERLY AND SOUTHERLY BOUNDARIES OF SAID TRACT "A" THE FOLLOWING TWELVE (12) COURSES:

- 1) SOUTHERLY ALONG SAID CURVE THROUGH A CENTRAL ANGLE OF 23°57'10", AN ARC LENGTH OF 144.23 FEET;
- 2) SOUTH 00°25'32" EAST, A DISTANCE OF 517.17 FEET TO THE BEGINNING OF A TANGENT CURVE CONCAVE NORTHEASTERLY HAVING A RADIUS OF 23.00 FEET;
- 3) SOUTHEASTERLY ALONG SAID CURVE THROUGH A CENTRAL ANGLE OF 90°00'00", AN ARC LENGTH OF 36.13 FEET;
- 4) NORTH 89°34'28" EAST, A DISTANCE OF 268.04 FEET TO THE BEGINNING OF A TANGENT CURVE CONCAVE NORTHWESTERLY HAVING A RADIUS OF 23.00 FEET;
- 5) NORTHEASTERLY ALONG SAID CURVE THROUGH A CENTRAL ANGLE OF 57°21'08", AN ARC LENGTH OF 23.02 FEET TO THE BEGINNING OF A REVERSE CURVE CONCAVE SOUTHERLY HAVING A RADIUS OF 53.00 FEET;
- 6) EASTERLY ALONG SAID CURVE THROUGH A CENTRAL ANGLE OF 114°42'16", AN ARC LENGTH OF 106.10 FEET TO THE BEGINNING OF A REVERSE CURVE CONCAVE NORTHEASTERLY HAVING A RADIUS OF 23.00 FEET;
- 7) SOUTHEASTERLY ALONG SAID CURVE THROUGH A CENTRAL ANGLE OF 57°21'08", AN ARC LENGTH OF 23.02 FEET;
- 8) NORTH 89°34'28" EAST, A DISTANCE OF 113.84 FEET TO THE BEGINNING OF A TANGENT CURVE CONCAVE NORTHERLY HAVING A RADIUS OF 232.00 FEET;
- 9) EASTERLY ALONG SAID CURVE THROUGH A CENTRAL ANGLE OF 20°56'33", AN ARC LENGTH OF 84.80 FEET;
- 10) NORTH 68°37'55" EAST, A DISTANCE OF 86.88 FEET TO THE BEGINNING OF A TANGENT CURVE CONCAVE SOUTHERLY HAVING A RADIUS OF 268.00 FEET;

- 11) THENCE EASTERLY ALONG SAID CURVE THROUGH A CENTRAL ANGLE OF 21°04'51", AN ARC LENGTH OF 98.61 FEET;
- 12) THENCE NORTH 89°42'46" EAST, A DISTANCE OF 144.37 FEET TO THE WESTERLY BOUNDARY OF BRIGHTON CROSSING FILING NO. 3 RECORDED JANUARY 30, 2004 AT RECEPTION NO. C1271524, IN SAID OFFICIAL RECORDS;

THENCE DEPARTING SAID SOUTHERLY BOUNDARY ALONG SAID WESTERLY BOUNDARY, THE FOLLOWING THREE (3) COURSES:

- 1) SOUTH 00°17'14" EAST, A DISTANCE OF 36.00 FEET TO THE BEGINNING OF A NON-TANGENT CURVE CONCAVE SOUTHWESTERLY HAVING A RADIUS OF 23.00 FEET, THE RADIUS POINT OF SAID CURVE BEARS SOUTH 00°17'14" EAST;
- 2) SOUTHEASTERLY ALONG SAID CURVE THROUGH A CENTRAL ANGLE OF 90°00'00", AN ARC LENGTH OF 36.13 FEET;
- 3) SOUTH 00°17'14" EAST, A DISTANCE OF 100.34 FEET TO THE NORTHERLY BOUNDARY OF THE VILLAGE SUBDIVISION RECORDED DECEMBER 21, 2001 AT RECEPTION NO. C0903809, IN SAID OFFICIAL RECORDS;

THENCE DEPARTING SAID WESTERLY BOUNDARY ALONG THE NORTHERLY AND WESTERLY BOUNDARY OF SAID THE VILLAGE SUBDIVISION THE FOLLOWING TWO (2) COURSES:

- 1) SOUTH 89°37'31" WEST, A DISTANCE OF 138.73 FEET;
- 2) SOUTH 00°25'10" EAST, A DISTANCE OF 1,301.46 FEET TO THE NORTHERLY BOUNDARY OF SAID PARCEL OF LAND DESCRIBED IN DEED OF DEDICATION FOR PUBLIC USE;

THENCE DEPARTING SAID WESTERLY BOUNDARY ALONG THE NORTHERLY AND EASTERLY BOUNDARY OF SAID DEED OF DEDICATION FOR PUBLIC USE THE FOLLOWING THREE (3) COURSES

- 1) SOUTH 89°43'43" WEST, A DISTANCE OF 1,629.28 FEET TO THE BEGINNING OF A TANGENT CURVE CONCAVE NORTHEASTERLY HAVING A RADIUS OF 55.00 FEET;
- 2) NORTHWESTERLY ALONG SAID CURVE THROUGH A CENTRAL ANGLE OF 89°50'38", AN ARC LENGTH OF 86.24 FEET;
- 3) NORTH 00°25'39" WEST, A DISTANCE OF 1787.47 FEET TO THE **POINT OF BEGINNING**.

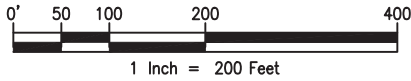
CONTAINING AN AREA OF 63.707 ACRES, (2,775,069 SQUARE FEET), MORE OR LESS.



DANIEL E. DAVIS, PLS 38256
 COLORADO LICENSED PROFESSIONAL LAND SURVEYOR
 FOR AND ON BEHALF OF AZTEC CONSULTANTS, INC.
 300 E. MINERAL AVENUE, SUITE 1
 LITTLETON, CO 80122

ILLUSTRATION TO DESCRIPTION

NOTE: THIS DRAWING DOES NOT REPRESENT A MONUMENTED LAND SURVEY AND IS ONLY INTENDED TO DEPICT THE ATTACHED LEGAL DESCRIPTION.



LINE TABLE		
LINE	BEARING	LENGTH
L1	N00°25'32"W	90.17'
L2	N89°42'50"E	19.59'
L3	N89°34'28"E	268.04'
L4	N89°34'28"E	113.84'
L5	N68°37'55"E	86.88'
L6	N89°42'46"E	144.37'
L7	S00°17'14"E	36.00'
L8	S00°17'14"E	100.34'
L9	S89°37'31"W	138.73'

CURVE TABLE			
CURVE	DELTA	RADIUS	LENGTH
C1	22°41'24"	363.00'	143.75'
C2	23°57'10"	345.00'	144.23'
C3	90°00'00"	23.00'	36.13'
C4	57°21'08"	23.00'	23.02'
C5	114°42'16"	53.00'	106.10'
C6	57°21'08"	23.00'	23.02'
C7	20°56'33"	232.00'	84.80'
C8	21°04'51"	268.00'	98.61'
C9	90°00'00"	23.00'	36.13'

NW COR. OF
SEC. 10

ORDER FOR INCLUSION
PARCEL "C" OF REC. NO. C1059274 &
REC. NO. 2004001255880

COLUMBO II LLC
ATT DEPAUL REAL ESTATE INVESTMENT GROUP INC
4500 CHERRY CREEK DR SOUTH NO 1060
DENVER CO 80246-1537

TOWER ROAD
(110' WIDE PUBLIC ROW)

761.37'

N89°33'30"E 844.69'

POINT OF BEGINNING
NE CORNER DEED OF DEDICATION
OF PUBLIC USE
RECEPTION NO. 2014000028204
SW CORNER ORDER FOR INCLUSION
RECEPTION NO. 2004001255890

PARCEL CONTAINS
2,775,069 (SQ.FT.)
63.707 ACRES
MORE OR LESS

REC. NO. 2014000028204

N00°25'39"W 1787.47'

WATER STORAGE SITE
BOOK 4424, PAGE 6

S66°28'22"E
(RADIAL)
N89°34'27"E
(RADIAL)

TRACT A
BRIGHTON CROSSING
FILING NO. 4
REC. NO. 20051130001311690

CITY OF BRIGHTON
500 S 4TH AVE
BRIGHTON CO 80601-3165

S00°25'32"E 517.17'

SEE SHEET 4

SEE SHEET 5

LEGEND

- BROMLEY PARK METROPOLITAN DISTRICT NO. 4
- BRIGHTON CROSSING METROPOLITAN DISTRICT NO. 4

SEE SHEET 4

PATH: Q:\54817-27\DWG\EXHIBITS\
DWG NAME: District 5 Parcel 2
DWG: BJM CHK: DED
DATE: 8-08-2017
SCALE: 1" = 200'

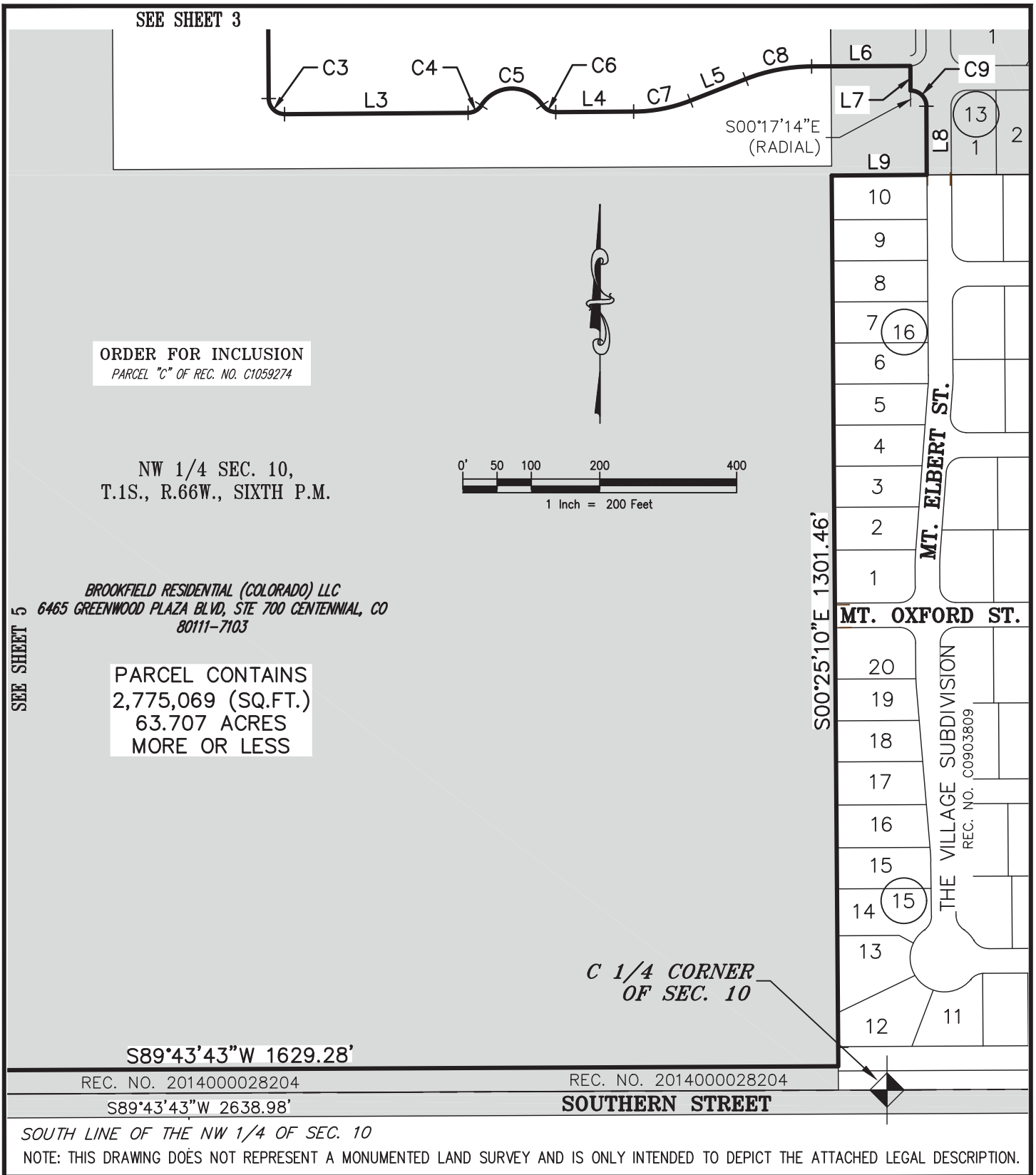


AZTEC
CONSULTANTS, INC.

300 East Mineral Ave,
Suite 1
Littleton, Colorado 80122
Phone: (303)713-1898
Fax: (303)713-1897
www.aztecconsultants.com

EXHIBIT
NW 1/4 SEC. 10, T1S, R66W, 6TH P.M.
ADAMS COUNTY, COLORADO
JOB NUMBER 54817-27 3 OF 5 SHEETS

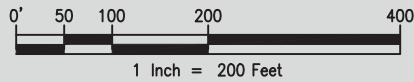
ILLUSTRATION TO DESCRIPTION



SEE SHEET 3

ORDER FOR INCLUSION
 PARCEL "C" OF REC. NO. C1059274

NW 1/4 SEC. 10,
 T.1S., R.66W., SIXTH P.M.



BROOKFIELD RESIDENTIAL (COLORADO) LLC
 6465 GREENWOOD PLAZA BLVD, STE 700 CENTENNIAL, CO
 80111-7103

PARCEL CONTAINS
 2,775,069 (SQ.FT.)
 63.707 ACRES
 MORE OR LESS

SEE SHEET 5

*C 1/4 CORNER
 OF SEC. 10*

S89°43'43"W 1629.28'

REC. NO. 2014000028204

REC. NO. 2014000028204

S89°43'43"W 2638.98'

SOUTHERN STREET

SOUTH LINE OF THE NW 1/4 OF SEC. 10

NOTE: THIS DRAWING DOES NOT REPRESENT A MONUMENTED LAND SURVEY AND IS ONLY INTENDED TO DEPICT THE ATTACHED LEGAL DESCRIPTION.

PATH: Q:\54817-27\DWG\EXHIBITS\
 DWG NAME: District 5 Parcel 2
 DWG: BJM CHK: DED
 DATE: 8-08-2017
 SCALE: 1" = 200'



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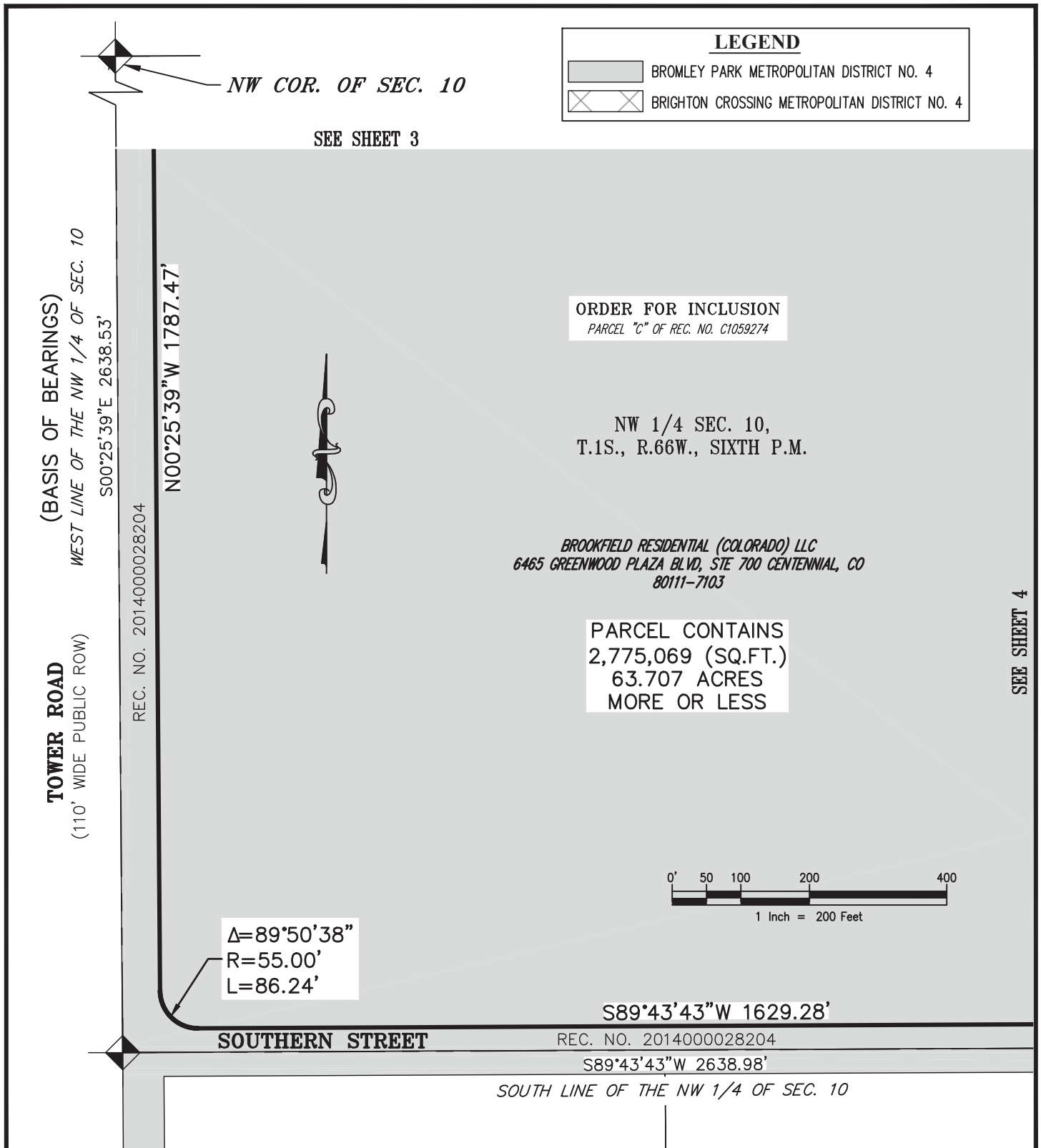
EXHIBIT

NW 1/4 SEC. 10, T1S, R66W, 6TH P.M.
 ADAMS COUNTY, COLORADO

JOB NUMBER 54817-27

4 OF 5 SHEETS

ILLUSTRATION TO DESCRIPTION



NOTE: THIS DRAWING DOES NOT REPRESENT A MONUMENTED LAND SURVEY AND IS ONLY INTENDED TO DEPICT THE ATTACHED LEGAL DESCRIPTION.

PATH: Q:\54817-27\DWG\EXHIBITS\
 DWG NAME: District 5 Parcel 2
 DWG: BJM CHK: DED
 DATE: 8-08-2017
 SCALE: 1" = 200'

AZTEC
 CONSULTANTS, INC.

300 East Mineral Ave,
 Suite 1
 Littleton, Colorado 80122
 Phone: (303)713-1898
 Fax: (303)713-1897
www.aztecconsultants.com

EXHIBIT
 NW 1/4 SEC. 10, T1S, R66W, 6TH P.M.
 ADAMS COUNTY, COLORADO
 JOB NUMBER 54817-27 5 OF 5 SHEETS

EXHIBIT B-2

District No. 6 Legal Description

LEGAL DESCRIPTION

ALL THAT PORTION OF THAT CERTAIN PARCEL OF LAND DESCRIBED AS PARCEL "B" ORDER FOR INCLUSION RECORDED NOVEMBER 27, 2002 AT RECEPTION NO. C1059274, AND ALL THAT PORTION OF THE SECOND, THIRD, FOURTH PARCELS IN ORDER FOR INCLUSION RECORDED NOVEMBER 19, 2004 AT RECEPTION NO. 2004001174220, BOTH BEING RECORDED IN THE OFFICIAL RECORDS OF THE CLERK AND RECORDER, COUNTY OF ADAMS, STATE OF COLORADO, LYING WITHIN THE SOUTHWEST QUARTER OF SECTION 3, TOWNSHIP 1 SOUTH, RANGE 66 WEST OF THE SIXTH PRINCIPAL MERIDIAN, SAID COUNTY AND STATE, MORE PARTICULARLY DESCRIBED AS FOLLOWS:

BEGINNING AT THE CENTER QUARTER CORNER OF SAID SECTION 3, WHENCE THE NORTH LINE OF THE SOUTHEAST QUARTER OF SAID SECTION 3 BEARS SOUTH 89°42'43" WEST, A DISTANCE OF 2,634.48 WITH ALL BEARINGS REFERENCED HEREIN BEING RELATIVE THERETO:

THENCE ALONG THE WEST LINE OF THE NORTHEAST QUARTER OF SAID SECTION 3, NORTH 00°32'04" WEST, A DISTANCE OF 180.67 FEET TO A LINE PARALLEL WITH, DISTANT 180.67 FEET NORTHERLY FROM THE NORTH LINE OF SAID SOUTHEAST QUARTER;

THENCE DEPARTING SAID WEST LINE ALONG SAID PARALLEL LINE, NORTH 89°42'43" EAST, A DISTANCE OF 2,604.03 FEET TO THE NORTHEAST CORNER OF SAID ORDER FOR INCLUSION RECORDED AT RECEPTION NO. C1059274, AND A LINE PARALLEL WITH, DISTANT 30.00 FEET WESTERLY FROM THE EAST LINE OF THE NORTHEAST QUARTER OF SAID SECTION 3;

THENCE ALONG SAID LAST DESCRIBED PARALLEL LINE, SOUTH 00°40'32" EAST, A DISTANCE OF 180.67 FEET TO THE NORTH LINE OF THE SOUTHEAST QUARTER, AND A LINE PARALLEL WITH AND DISTANT 30.00 FEET WESTERLY TO THE EAST LINE OF THE SOUTHEAST QUARTER OF SAID SECTION 3;

THENCE ALONG SAID LAST DESCRIBED PARALLEL LINE, SOUTH 00°41'26" EAST, A DISTANCE OF 1,447.22 FEET;

THENCE DEPARTING SAID PARALLEL LINE, SOUTH 89°18'34" WEST, A DISTANCE OF 315.00 FEET;

THENCE SOUTH 00°41'26" EAST, A DISTANCE OF 267.80 FEET;

THENCE SOUTH 89°18'34" WEST, A DISTANCE OF 730.62 FEET;

THENCE SOUTH 00°17'34" EAST, A DISTANCE OF 865.35 FEET TO NORTHERLY RIGHT-OF-WAY OF BRIDGE STREET AND A LINE PARALLEL WITH, DISTANT 50.00 FEET NORTHERLY FROM THE SOUTH LINE OF THE SOUTHEAST QUARTER OF SAID SECTION 3

THENCE ALONG SAID PARALLEL LINE, SOUTH 89°42'26" WEST, A DISTANCE OF 1,559.88 FEET TO THE WEST LINE OF SAID SOUTHEAST QUARTER;

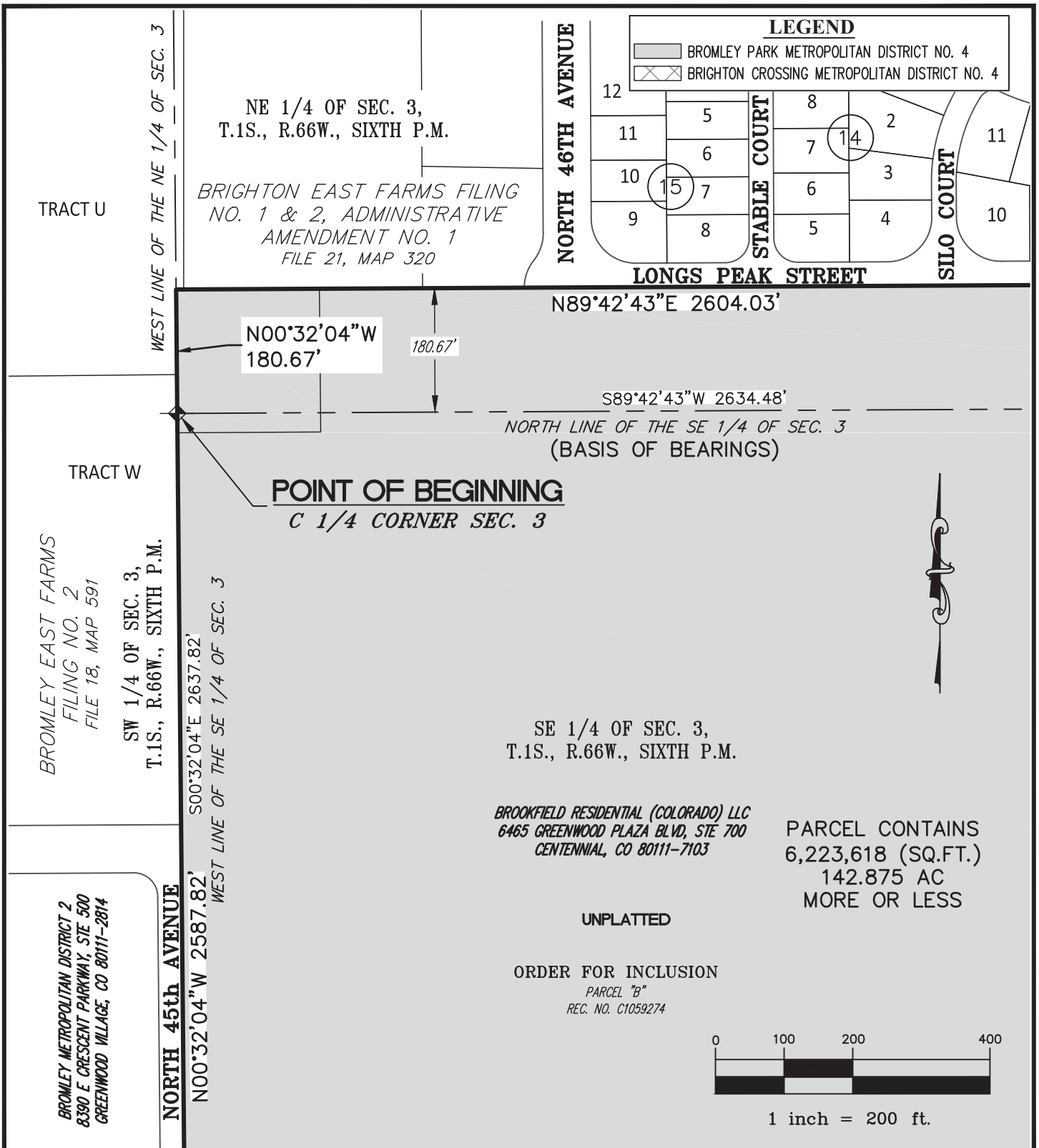
THENCE ALONG SAID WEST LINE NORTH 00°32'04" WEST, A DISTANCE OF 2,587.82 FEET TO THE **POINT OF BEGINNING**.

CONTAINING AN AREA OF 142.875 ACRES, (6,223,618 SQUARE FEET), MORE OR LESS.

DANIEL E. DAVIS, PLS 38256
COLORADO LICENSED PROFESSIONAL LAND SURVEYOR
FOR AND ON BEHALF OF AZTEC CONSULTANTS, INC.
300 E. MINERAL AVENUE, SUITE 1
LITTLETON, CO 80122



ILLUSTRATION TO DESCRIPTION



NOTE: THIS DRAWING DOES NOT REPRESENT A MONUMENTED LAND SURVEY AND IS ONLY INTENDED TO DEPICT THE ATTACHED LEGAL DESCRIPTION.

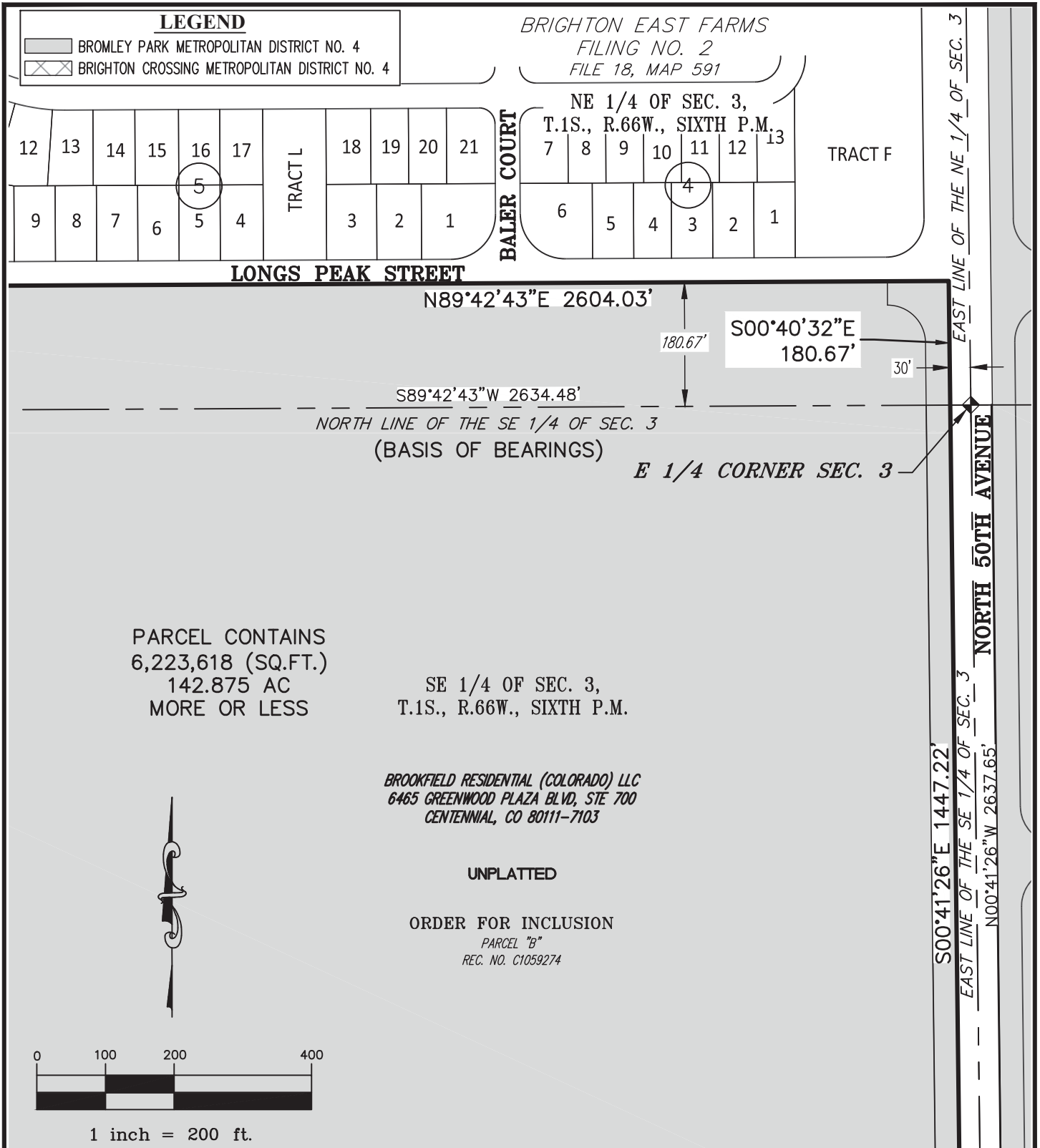
PATH: Q: 54817-27\DWG\EXHIBITS\
 DWG NAME: District 6
 DWG: BJM CHK: DED
 DATE: 8-07-2017
 SCALE: 1" = 200'

AZTEC
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EXHIBIT
 E 1/2 SEC. 3, T1S, R66W, 6TH P.M.
 ADAMS COUNTY, COLORADO
 JOB NUMBER 54817-27 2 OF 5 SHEETS

ILLUSTRATION TO DESCRIPTION



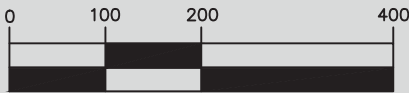
PARCEL CONTAINS
6,223,618 (SQ.FT.)
142.875 AC
MORE OR LESS

SE 1/4 OF SEC. 3,
T.1S., R.66W., SIXTH P.M.

*BROOKFIELD RESIDENTIAL (COLORADO) LLC
6465 GREENWOOD PLAZA BLVD, STE 700
CENTENNIAL, CO 80111-7103*

UNPLATTED

ORDER FOR INCLUSION
PARCEL "B"
REC. NO. C1059274



1 inch = 200 ft.

NOTE: THIS DRAWING DOES NOT REPRESENT A MONUMENTED LAND SURVEY AND IS ONLY INTENDED TO DEPICT THE ATTACHED LEGAL DESCRIPTION.

PATH: Q: 54817-27\DWG\EXHIBITS\
DWG NAME: District 6
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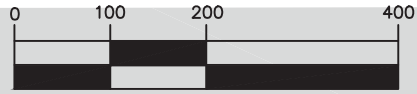
EXHIBIT

E 1/2 SEC. 3, T1S, R66W, 6TH P.M.
ADAMS COUNTY, COLORADO

JOB NUMBER 54817-27

3 OF 5 SHEETS

ILLUSTRATION TO DESCRIPTION



1 inch = 200 ft.

ORDER FOR INCLUSION

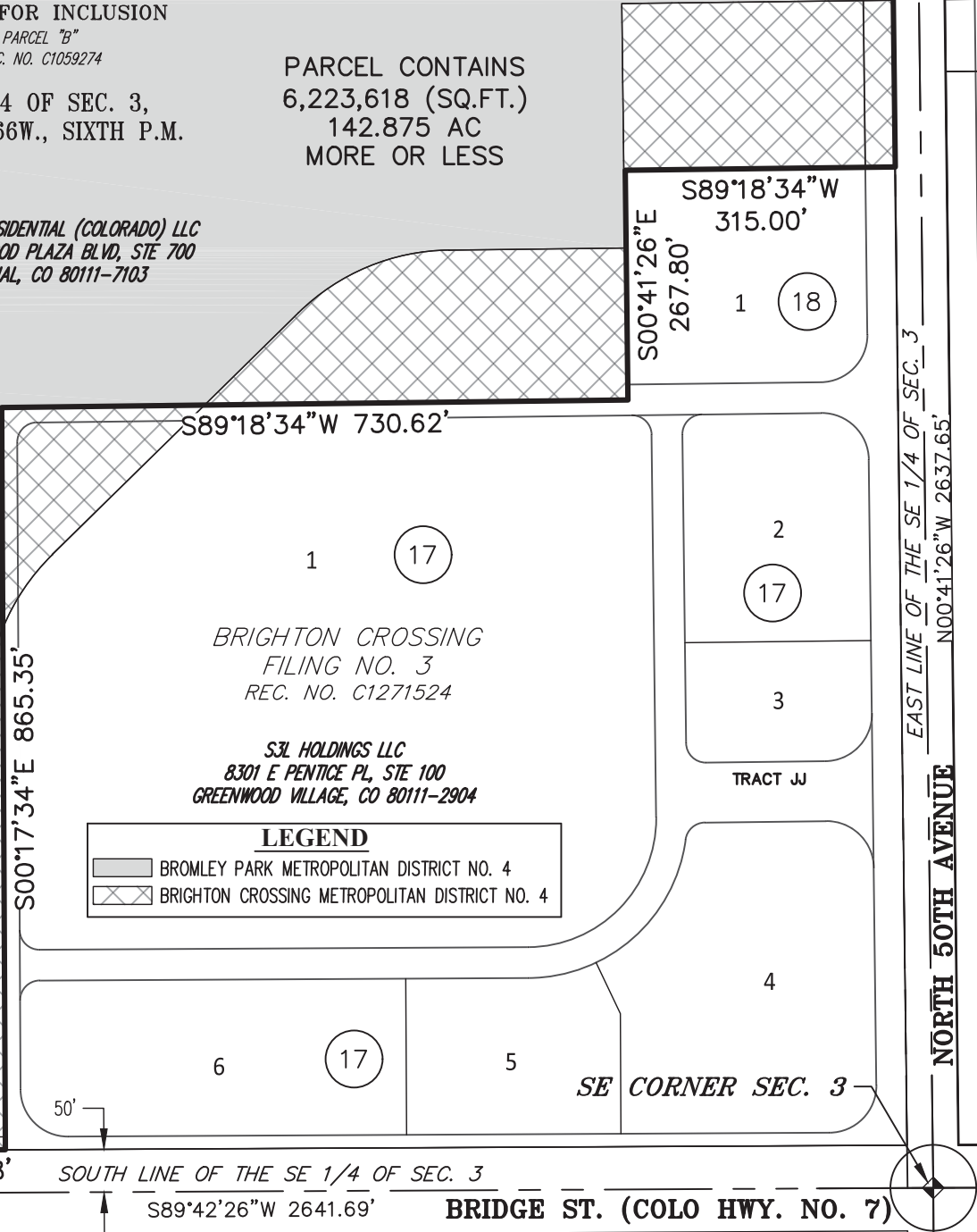
PARCEL "B"
REC. NO. C1059274

SE 1/4 OF SEC. 3,
T.1S., R.66W., SIXTH P.M.

PARCEL CONTAINS
6,223,618 (SQ.FT.)
142.875 AC
MORE OR LESS

*BROOKFIELD RESIDENTIAL (COLORADO) LLC
6465 GREENWOOD PLAZA BLVD, STE 700
CENTENNIAL, CO 80111-7103*

UNPLATTED



LEGEND

- BROMLEY PARK METROPOLITAN DISTRICT NO. 4
- BRIGHTON CROSSING METROPOLITAN DISTRICT NO. 4

S89°42'26"W 1559.88'

SOUTH LINE OF THE SE 1/4 OF SEC. 3

S89°42'26"W 2641.69'

BRIDGE ST. (COLO HWY. NO. 7)

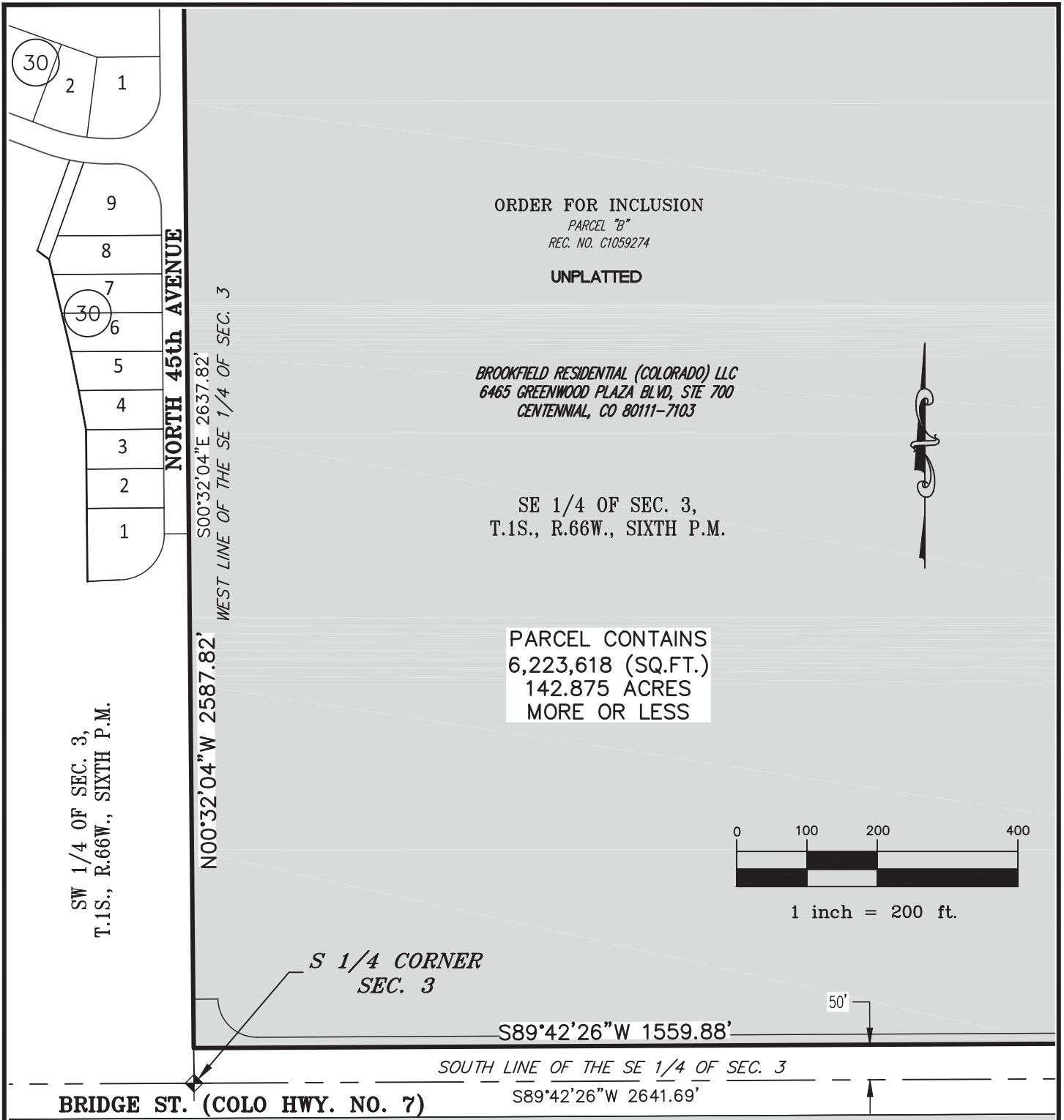
NOTE: THIS DRAWING DOES NOT REPRESENT A MONUMENTED LAND SURVEY AND IS ONLY INTENDED TO DEPICT THE ATTACHED LEGAL DESCRIPTION.

PATH: Q:54817-27\DWG\EXHIBITS\
DWG NAME: District 6
DWG: BJM CHK: DED
DATE: 8-07-2017
SCALE: 1" = 200'

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EXHIBIT
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ADAMS COUNTY, COLORADO
JOB NUMBER 54817-27 4 OF 5 SHEETS

ILLUSTRATION TO DESCRIPTION



NOTE: THIS DRAWING DOES NOT REPRESENT A MONUMENTED LAND SURVEY AND IS ONLY INTENDED TO DEPICT THE ATTACHED LEGAL DESCRIPTION.

LEGEND	
	BROMLEY PARK METROPOLITAN DISTRICT NO. 4
	BRIGHTON CROSSING METROPOLITAN DISTRICT NO. 4

PATH: Q: 54817-27\DWG\EXHIBITS\
 DWG NAME: District 6
 DWG: BJM CHK: DED
 DATE: 8-07-2017
 SCALE: 1" = 200'

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EXHIBIT
 E 1/2 SEC. 3, T1S, R66W, 6TH P.M.
 ADAMS COUNTY, COLORADO
 JOB NUMBER 54817-27 5 OF 5 SHEETS

EXHIBIT B-3

District No. 7 Legal Description

LEGAL DESCRIPTION

THAT CERTAIN PARCEL OF LAND BEING A PORTION OF BRIGHTON CROSSING FILING NO. 2 RECORDED DECEMBER 31, 2002 AT RECEPTION NO. C1074039, ALL OF TRACT V AND P, BRIGHTON CROSSING FILING NO. 2, 3RD AMENDMENT RECORDED NOVEMBER 10, 2015 AT RECEPTION NO. 2015000094404, ALL IN THE OFFICIAL RECORDS OF THE CLERK AND RECORDER, COUNTY OF ADAMS, STATE OF COLORADO, LYING WITHIN SECTION 2, TOWNSHIP 1 SOUTH, RANGE 66 WEST OF THE SIXTH PRINCIPAL MERIDIAN, CITY OF BRIGHTON, SAID COUNTY AND STATE, MORE PARTICULARLY DESCRIBED AS FOLLOWS:

BEGINNING AT THE SOUTHEAST CORNER OF TRACT VV OF SAID BRIGHTON CROSSING FILING NO. 2, 3RD AMENDMENT;

THENCE ALONG THE EASTERLY, SOUTHERLY, AND WESTERLY BOUNDARY OF SAID BRIGHTON CROSSING FILING NO. 2 THE FOLLOWING TWENTY-FOUR (24) COURSES:

- 1) SOUTH 00°15'10" EAST, A DISTANCE OF 4,059.88 FEET;
- 2) SOUTH 89°46'08" WEST, A DISTANCE OF 1,005.88 FEET;
- 3) SOUTH 35°18'30" WEST, A DISTANCE OF 73.28 FEET;
- 4) SOUTH 13°41'02" WEST, A DISTANCE OF 536.74 FEET;
- 5) SOUTH 13°09'10" EAST, A DISTANCE OF 152.70 FEET;
- 6) SOUTH 89°46'08" WEST, A DISTANCE OF 113.13 FEET;
- 7) NORTH 00°16'29" WEST, A DISTANCE OF 41.10 FEET;
- 8) NORTH 00°12'07" EAST, A DISTANCE OF 175.00 FEET;
- 9) NORTH 01°17'27" WEST, A DISTANCE OF 115.17 FEET;
- 10) NORTH 00°12'07" EAST, A DISTANCE OF 330.00 FEET;
- 11) NORTH 85°42'54" EAST, A DISTANCE OF 33.47 FEET;
- 12) NORTH 02°17'57" WEST, A DISTANCE OF 109.50 FEET;
- 13) NORTH 87°42'03" EAST, A DISTANCE OF 4.15 FEET;
- 14) NORTH 02°17'57" WEST, A DISTANCE OF 145.50 FEET;
- 15) SOUTH 87°42'03" WEST, A DISTANCE OF 16.40 FEET;
- 16) NORTH 00°12'07" EAST, A DISTANCE OF 427.60 FEET;
- 17) SOUTH 88°24'15" EAST, A DISTANCE OF 5.52 FEET;
- 18) NORTH 01°35'45" EAST, A DISTANCE OF 36.00 FEET;
- 19) NORTH 88°24'15" WEST, A DISTANCE OF 6.39 FEET;
- 20) NORTH 00°12'07" EAST, A DISTANCE OF 348.24 FEET;
- 21) NORTH 86°49'57" EAST, A DISTANCE OF 31.82 FEET;
- 22) NORTH 07°22'24" WEST, A DISTANCE OF 119.50 FEET;
- 23) NORTH 82°37'36" EAST, A DISTANCE OF 14.87 FEET;
- 24) NORTH 07°22'24" WEST, A DISTANCE OF 40.00 FEET TO THE NORTHERLY RIGHT-OF-WAY OF LONGS PEAK STREET AS DEPICTED ON SAID BRIGHTON CROSSING FILING NO. 2;

THENCE ALONG SAID NORTHERLY RIGHT-OF-WAY AND THE WESTERLY RIGHT-OF-WAY OF SAID LONGS PEAK STREET THE FOLLOWING TWO (2) COURSES:

- 1) NORTH 82°37'36" EAST, A DISTANCE OF 48.36 FEET TO THE BEGINNING OF A TANGENT CURVE CONCAVE NORTHWESTERLY HAVING A RADIUS OF 35.00 FEET;
- 2) NORTHEASTERLY ALONG SAID CURVE THROUGH A CENTRAL ANGLE OF 96°27'18", AN ARC LENGTH OF 58.92 FEET TO THE WESTERLY RIGHT-OF-WAY OF NORTH GOLDEN EAGLE PARKWAY AS DEPICTED ON SAID BRIGHTON CROSSING FILING NO. 2;

THENCE ALONG SAID WESTERLY RIGHT-OF-WAY THE FOLLOWING EIGHT (8) COURSES:

- 1) TANGENT TO SAID CURVE, NORTH 13°49'42" WEST, A DISTANCE OF 57.77 FEET TO THE BEGINNING OF A TANGENT CURVE CONCAVE WESTERLY HAVING A RADIUS OF 1,585.00 FEET;
- 2) NORTHERLY ALONG SAID CURVE THROUGH A CENTRAL ANGLE OF 01°33'20", AN ARC LENGTH OF 43.03 FEET;
- 3) TANGENT TO SAID CURVE, NORTH 15°23'02" WEST, A DISTANCE OF 180.08 FEET TO THE BEGINNING OF A TANGENT CURVE CONCAVE EASTERLY HAVING A RADIUS OF 520.00 FEET;

- 4) NORTHERLY ALONG SAID CURVE THROUGH A CENTRAL ANGLE OF 20°30'20", AN ARC LENGTH OF 186.10 FEET;
- 5) TANGENT TO SAID CURVE, NORTH 05°07'18" EAST, A DISTANCE OF 320.43 FEET TO THE BEGINNING OF A TANGENT CURVE CONCAVE WESTERLY HAVING A RADIUS OF 317.00 FEET;
- 6) NORTHERLY ALONG SAID CURVE THROUGH A CENTRAL ANGLE OF 35°44'52", AN ARC LENGTH OF 197.78 FEET;
- 7) TANGENT TO SAID CURVE, NORTH 30°37'34" WEST, A DISTANCE OF 109.22 FEET TO THE BEGINNING OF A TANGENT CURVE CONCAVE SOUTHWESTERLY HAVING A RADIUS OF 352.00 FEET;
- 8) NORTHWESTERLY ALONG SAID CURVE THROUGH A CENTRAL ANGLE OF 41°00'51", AN ARC LENGTH OF 251.97 FEET THE EASTERLY BOUNDARY OF SAID BRIGHTON CROSSING FILING NO. 2, 3RD AMENDMENT;

THENCE DEPARTING SAID WESTERLY RIGHT-OF-WAY ALONG SAID EASTERLY BOUNDARY, NON-TANGENT TO SAID CURVE, NORTH 18°21'59" EAST, A DISTANCE OF 41.79 FEET TO THE WESTERLY BOUNDARY OF SAID TRACT P;

THENCE ALONG SAID WESTERLY BOUNDARY THE FOLLOWING TEN (10) COURSES:

- 1) NORTH 66°10'22" WEST, A DISTANCE OF 38.89 FEET TO THE BEGINNING OF A TANGENT CURVE CONCAVE NORTHEASTERLY HAVING A RADIUS OF 230.00 FEET;
- 2) NORTHWESTERLY ALONG SAID CURVE THROUGH A CENTRAL ANGLE OF 03°36'49", AN ARC LENGTH OF 14.51 FEET TO THE BEGINNING OF A COMPOUND CURVE CONCAVE NORTHEASTERLY HAVING A RADIUS OF 50.00 FEET;
- 3) NORTHWESTERLY ALONG SAID CURVE THROUGH A CENTRAL ANGLE OF 57°11'35", AN ARC LENGTH OF 49.91 FEET TO THE BEGINNING OF A REVERSE CURVE CONCAVE SOUTHWESTERLY HAVING A RADIUS OF 51.50 FEET;
- 4) NORTHWESTERLY ALONG SAID CURVE THROUGH A CENTRAL ANGLE OF 69°35'26", AN ARC LENGTH OF 62.55 FEET TO THE BEGINNING OF A REVERSE CURVE CONCAVE NORTHEASTERLY HAVING A RADIUS OF 50.00 FEET;
- 5) NORTHWESTERLY ALONG SAID CURVE THROUGH A CENTRAL ANGLE OF 50°38'50", AN ARC LENGTH OF 44.20 FEET TO THE BEGINNING OF A COMPOUND CURVE CONCAVE NORTHEASTERLY HAVING A RADIUS OF 223.00 FEET;
- 6) NORTHWESTERLY ALONG SAID CURVE THROUGH A CENTRAL ANGLE OF 00°51'31", AN ARC LENGTH OF 3.34 FEET;
- 7) NON-TANGENT TO SAID CURVE, NORTH 71°00'20" EAST, A DISTANCE OF 111.33 FEET;
- 8) NORTH 18°59'40" WEST, A DISTANCE OF 225.00 FEET;
- 9) NORTH 11°18'19" WEST, A DISTANCE OF 70.50 FEET;
- 10) NORTH 00°23'21" WEST, A DISTANCE OF 396.00 FEET TO THE SOUTHERLY RIGHT-OF-WAY OF ROYAL PEAK STREET AS DEPICTED ON SAID BRIGHTON CROSSING FILING NO. 2, 3RD AMENDMENT;

THENCE ALONG SAID SOUTHERLY RIGHT-OF-WAY, CONTINUING ALONG THE NORTHERLY BOUNDARY OF SAID TRACT P NORTH 89°45'47" EAST, A DISTANCE OF 48.07 FEET TO THE SOUTHEAST CORNER OF SAID SOUTHERLY RIGHT-OF-WAY AND THE NORTHEAST CORNER OF SAID TRACT P;

THENCE ALONG THE EASTERLY RIGHT-OF-WAY OF SAID ROYAL PEAK STREET NORTH 00°27'03" EAST, A DISTANCE OF 40.00 FEET TO THE SOUTHEAST CORNER OF SAID TRACT V;

THENCE ALONG THE SOUTHERLY AND WESTERLY BOUNDARY OF SAID TRACT V THE FOLLOWING TEN (10) COURSES:

- 1) SOUTH 89°45'47" WEST, A DISTANCE OF 47.55 FEET;
- 2) NORTH 00°14'13" WEST, A DISTANCE OF 259.29 FEET;
- 3) NORTH 14°16'24" WEST, A DISTANCE OF 89.31 FEET;
- 4) NORTH 27°37'48" WEST, A DISTANCE OF 121.99 FEET;
- 5) SOUTH 59°05'48" WEST, A DISTANCE OF 116.73 FEET;
- 6) NORTH 30°54'12" WEST, A DISTANCE OF 68.00 FEET;
- 7) NORTH 59°05'48" EAST, A DISTANCE OF 110.95 FEET;
- 8) NORTH 20°12'06" WEST, A DISTANCE OF 61.44 FEET;
- 9) NORTH 05°20'57" WEST, A DISTANCE OF 65.11 FEET;

10) NORTH 00°10'35" WEST, A DISTANCE OF 67.00 FEET TO THE SOUTHERLY BOUNDARY OF SAID TRACT VV;

THENCE ALONG SAID SOUTHERLY BOUNDARY AND THE NORTHERLY BOUNDARY OF SAID TRACT V THE FOLLOWING TWO (2) COURSES:

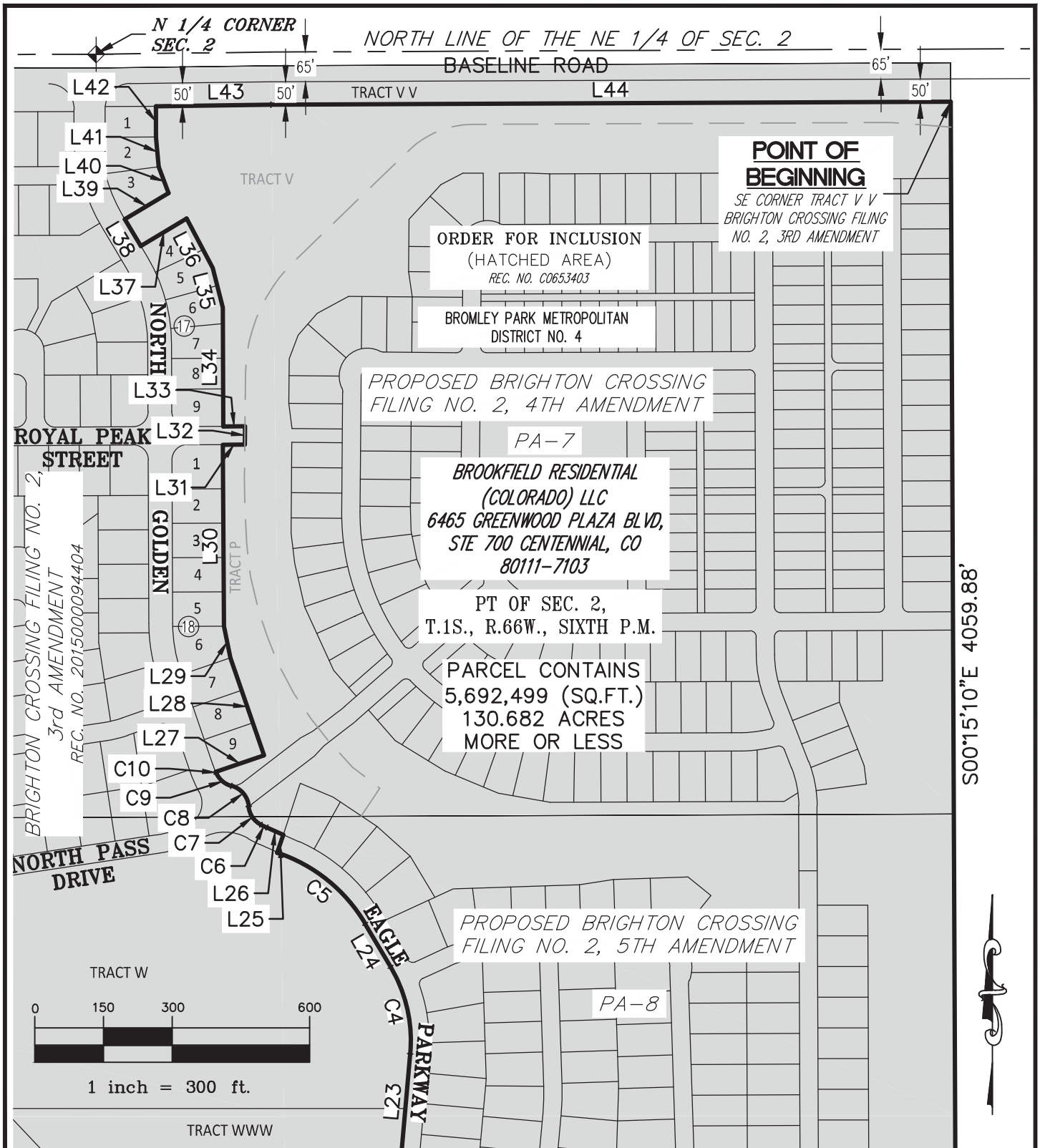
- 1) NORTH 89°12'10" EAST, A DISTANCE OF 251.18 FEET;
- 2) NORTH 89°44'54" EAST, A DISTANCE OF 1,484.03 FEET TO THE **POINT OF BEGINNING.**

CONTAINING AN AREA OF 130.682 ACRES, (5,692,499 SQUARE FEET), MORE OR LESS.

DANIEL E. DAVIS, PLS 38256
COLORADO LICENSED PROFESSIONAL LAND SURVEYOR
FOR AND ON BEHALF OF AZTEC CONSULTANTS, INC.
300 E. MINERAL AVENUE, SUITE 1
LITTLETON, CO 80122



ILLUSTRATION TO DESCRIPTION



NOTE: THIS DRAWING DOES NOT REPRESENT A MONUMENTED LAND SURVEY AND IS ONLY INTENDED TO DEPICT THE ATTACHED LEGAL DESCRIPTION.

PATH: Q: 54817-27\DWG\EXHIBITS\
 DWG NAME: District 7 - Parcel 1
 DWG: BJM CHK: DED
 DATE: 8-10-2017
 SCALE: 1" = 300'

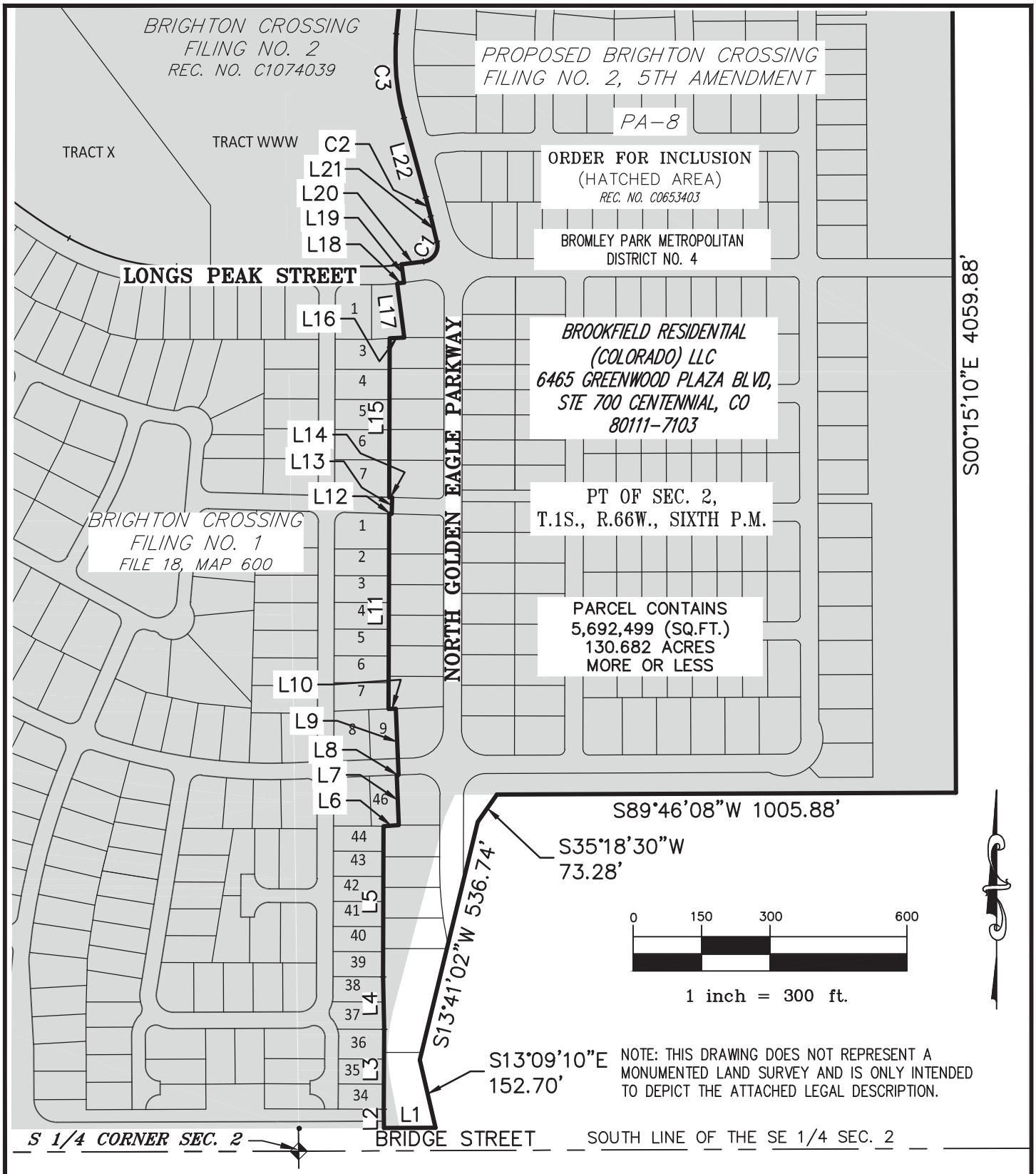


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EXHIBIT

PT OF SEC. 2, T1S, R66W, 6TH P.M.
 CITY OF BRIGHTON, ADAMS COUNTY, COLORADO
 JOB NUMBER 54817-27 4 OF 6 SHEETS

ILLUSTRATION TO DESCRIPTION



PATH: Q: 54817-27\DWG\EXHIBITS\
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EXHIBIT
 PT OF SEC. 2, T1S, R66W, 6TH P.M.
 CITY OF BRIGHTON, ADAMS COUNTY, COLORADO
 JOB NUMBER 54817-27 5 OF 6 SHEETS

ILLUSTRATION TO DESCRIPTION

LINE TABLE		
LINE	BEARING	LENGTH
L1	S89°46'08"W	113.13'
L2	N00°16'29"W	41.10'
L3	N00°12'07"E	175.00'
L4	N01°17'27"W	115.17'
L5	N00°12'07"E	330.00'
L6	N85°42'54"E	33.47'
L7	N02°17'57"W	109.50'
L8	N87°42'03"E	4.15'
L9	N02°17'57"W	145.50'
L10	S87°42'03"W	16.40'
L11	N00°12'07"E	427.60'
L12	S88°24'15"E	5.52'
L13	N01°35'45"E	36.00'
L14	N88°24'15"W	6.39'
L15	N00°12'07"E	348.24'
L16	N86°49'57"E	31.82'
L17	N07°22'24"W	119.50'
L18	N82°37'36"E	14.87'
L19	N07°22'24"W	40.00'
L20	N82°37'36"E	48.36'
L21	N13°49'42"W	57.77'
L22	N15°23'02"W	180.08'
L23	N05°07'18"E	320.43'

LINE TABLE		
LINE	BEARING	LENGTH
L24	N30°37'34"W	109.22'
L25	N18°21'59"E	41.79'
L26	N66°10'22"W	38.89'
L27	N71°00'20"E	111.33'
L28	N18°59'40"W	225.00'
L29	N11°18'19"W	70.50'
L30	N00°23'21"W	396.00'
L31	N89°45'47"E	48.07'
L32	N00°27'03"E	40.00'
L33	S89°45'47"W	47.55'
L34	N00°14'13"W	259.29'
L35	N14°16'24"W	89.31'
L36	N27°37'48"W	121.99'
L37	S59°05'48"W	116.73'
L38	N30°54'12"W	68.00'
L39	N59°05'48"E	110.95'
L40	N20°12'06"W	61.44'
L41	N05°20'57"W	65.11'
L42	N00°10'35"W	67.00'
L43	N89°12'10"E	251.18'
L44	N89°44'54"E	1484.03'

CURVE TABLE			
CURVE	DELTA	RADIUS	LENGTH
C1	96°27'18"	35.00'	58.92'
C2	1°33'20"	1585.00'	43.03'
C3	20°30'20"	520.00'	186.10'
C4	35°44'52"	317.00'	197.78'
C5	41°00'51"	352.00'	251.97'
C6	3°36'49"	230.00'	14.51'
C7	57°11'35"	50.00'	49.91'
C8	69°35'26"	51.50'	62.55'
C9	50°38'50"	50.00'	44.20'
C10	0°51'31"	223.00'	3.34'

PATH: Q: 54817-27\DWG\EXHIBITS\
 DWG NAME: District 7 - Parcel 1
 DWG: BJM CHK: DED
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EXHIBIT

PT OF SEC. 2, T1S, R66W, 6TH P.M.
 CITY OF BRIGHTON, ADAMS COUNTY, COLORADO
 JOB NUMBER 54817-27

LEGAL DESCRIPTION

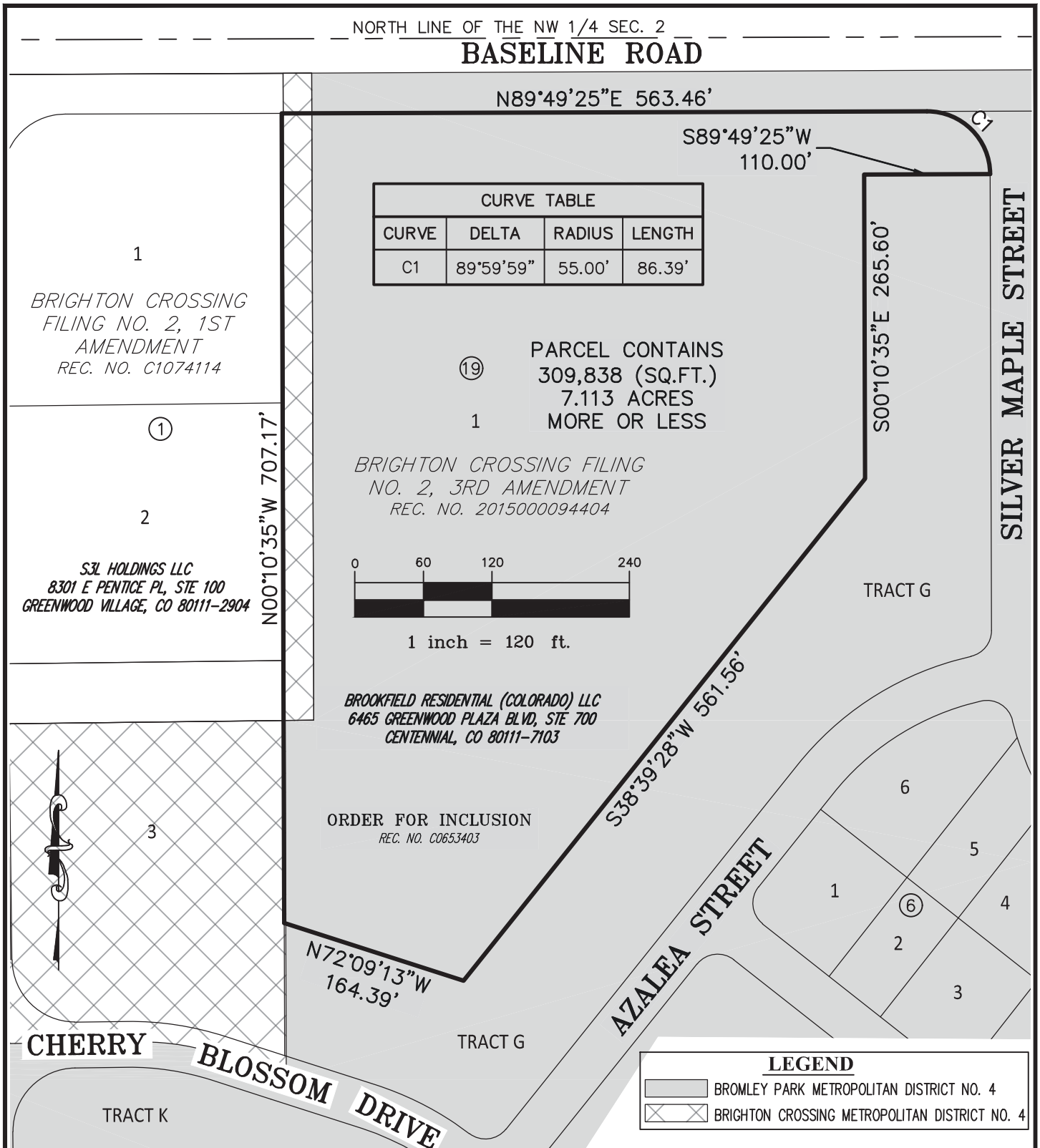
LOT 1, BLOCK 19 BRIGHTON CROSSING FILING NO. 2, 3RD AMENDMENT RECORDED NOVEMBER 10, 2015 AT RECEPTION NO. 2015000094404 IN THE OFFICIAL RECORDS OF THE CLERK AND RECORDER, COUNTY OF ADAMS, STATE OF COLORADO, LYING WITHIN SECTION 2, TOWNSHIP 1 SOUTH, RANGE 66 WEST OF THE SIXTH PRINCIPAL MERIDIAN, CITY OF BRIGHTON, SAID COUNTY AND STATE.

CONTAINING AN AREA OF 10.05 ACRES, (437,563 SQUARE FEET), MORE OR LESS.

DANIEL E. DAVIS, PLS 38256
COLORADO LICENSED PROFESSIONAL LAND SURVEYOR
FOR AND ON BEHALF OF AZTEC CONSULTANTS, INC.
300 E. MINERAL AVENUE, SUITE 1
LITTLETON, CO 80122



ILLUSTRATION TO DESCRIPTION



NOTE: THIS DRAWING DOES NOT REPRESENT A MONUMENTED LAND SURVEY AND IS ONLY INTENDED TO DEPICT THE ATTACHED LEGAL DESCRIPTION.

PATH: Q: 54817-27\DWG\EXHIBITS\
 DWG NAME: District 7 - Parcel 2
 DWG: BJM CHK: DED
 DATE: 8-8-2017
 SCALE: 1" = 120'



300 East Mineral Ave,
 Suite 1
 Littleton, Colorado 80122
 Phone: (303)713-1898
 Fax: (303)713-1897
www.aztecconsultants.com

EXHIBIT
 NW 1/4 SEC. 2, T1S, R66W, 6TH P.M.
 ADAMS COUNTY, COLORADO
 JOB NUMBER 54817-27 2 OF 2 SHEETS

LEGAL DESCRIPTION

TRACT "D" BRIGHTON CROSSING FILING NO. 1 RECORDED DECEMBER 20, 2001 IN FILE 18, AT MAP 600 IN THE OFFICIAL RECORDS OF THE CLERK AND RECORDER, COUNTY OF ADAMS, STATE OF COLORADO, LYING WITHIN SECTION 2, TOWNSHIP 1 SOUTH, RANGE 66 WEST OF THE SIXTH PRINCIPAL MERIDIAN, CITY OF BRIGHTON, SAID COUNTY AND STATE.

CONTAINING AN AREA OF 10.409 ACRES, (453,431 SQUARE FEET), MORE OR LESS.

DANIEL E. DAVIS, PLS 38256
COLORADO LICENSED PROFESSIONAL LAND SURVEYOR
FOR AND ON BEHALF OF AZTEC CONSULTANTS, INC.
300 E. MINERAL AVENUE, SUITE 1
LITTLETON, CO 80122




ILLUSTRATION TO DESCRIPTION


LINE TABLE		
LINE	BEARING	LENGTH
L1	N86°25'51"E	69.50'
L2	N86°25'51"E	53.97'
L3	N85°18'47"E	58.67'
L4	N81°22'00"E	60.46'
L5	N77°13'47"E	60.46'
L6	N73°05'34"E	60.46'
L7	N67°24'18"E	74.54'
L8	S32°10'47"E	19.00'
L9	S37°27'38"E	62.48'
L10	S41°11'42"E	62.40'
L11	S46°14'59"E	62.40'
L12	S51°18'16"E	62.40'
L13	S56°21'27"E	65.17'

LINE TABLE		
LINE	BEARING	LENGTH
L14	S60°19'30"E	30.00'
L15	S64°26'28"E	68.98'
L16	S69°49'59"E	66.79'
L17	S75°14'38"E	66.79'
L18	S80°34'44"E	65.73'
L19	S82°40'59"E	81.13'
L20	S12°28'22"W	77.13'
L21	S02°08'13"W	33.29'
L22	S00°11'34"E	115.97'
L23	S89°48'32"W	889.77'
L24	N00°11'34"W	58.90'
L25	N03°34'09"W	129.19'

CURVE TABLE			
CURVE	DELTA	RADIUS	LENGTH
C1	90°00'05"	50.00'	78.54'
C2	89°59'55"	50.00'	78.54'
C3	3°22'35"	5018.00'	295.71'

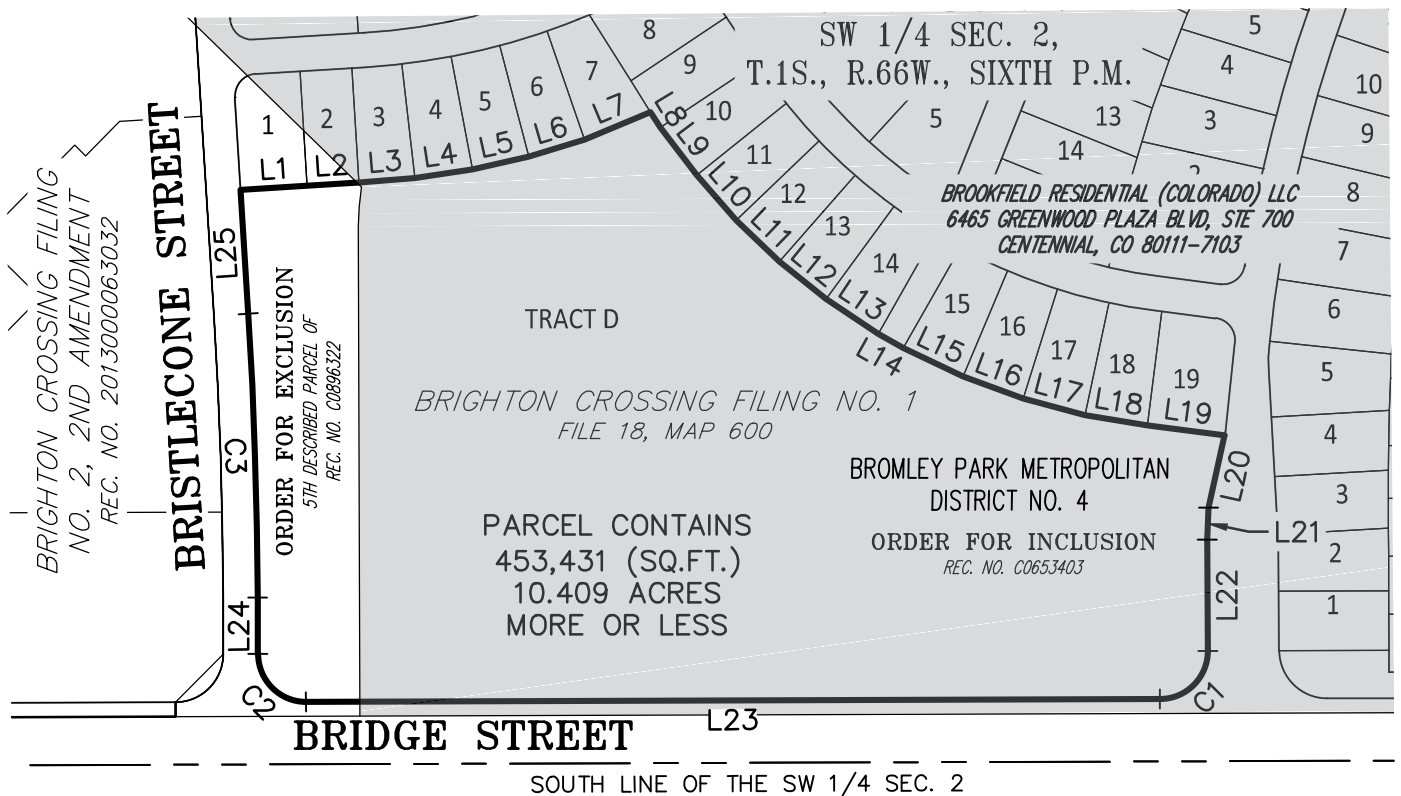
LEGEND

 BROMLEY PARK METROPOLITAN DISTRICT NO. 4

 BRIGHTON CROSSING METROPOLITAN DISTRICT NO. 4



1 inch = 200 ft.



NOTE: THIS DRAWING DOES NOT REPRESENT A MONUMENTED LAND SURVEY AND IS ONLY INTENDED TO DEPICT THE ATTACHED LEGAL DESCRIPTION.

PATH: Q: 54817-27\DWG\EXHIBITS\
DWG NAME: District 7 - Parcel 3
DWG: BJM CHK: DED
DATE: 8-8-2017
SCALE: 1" = 200'



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EXHIBIT
SW 1/4 SEC. 2, T1S, R66W, 6TH P.M.
ADAMS COUNTY, COLORADO
JOB NUMBER 54817-27 2 OF 2 SHEETS

LEGAL DESCRIPTION

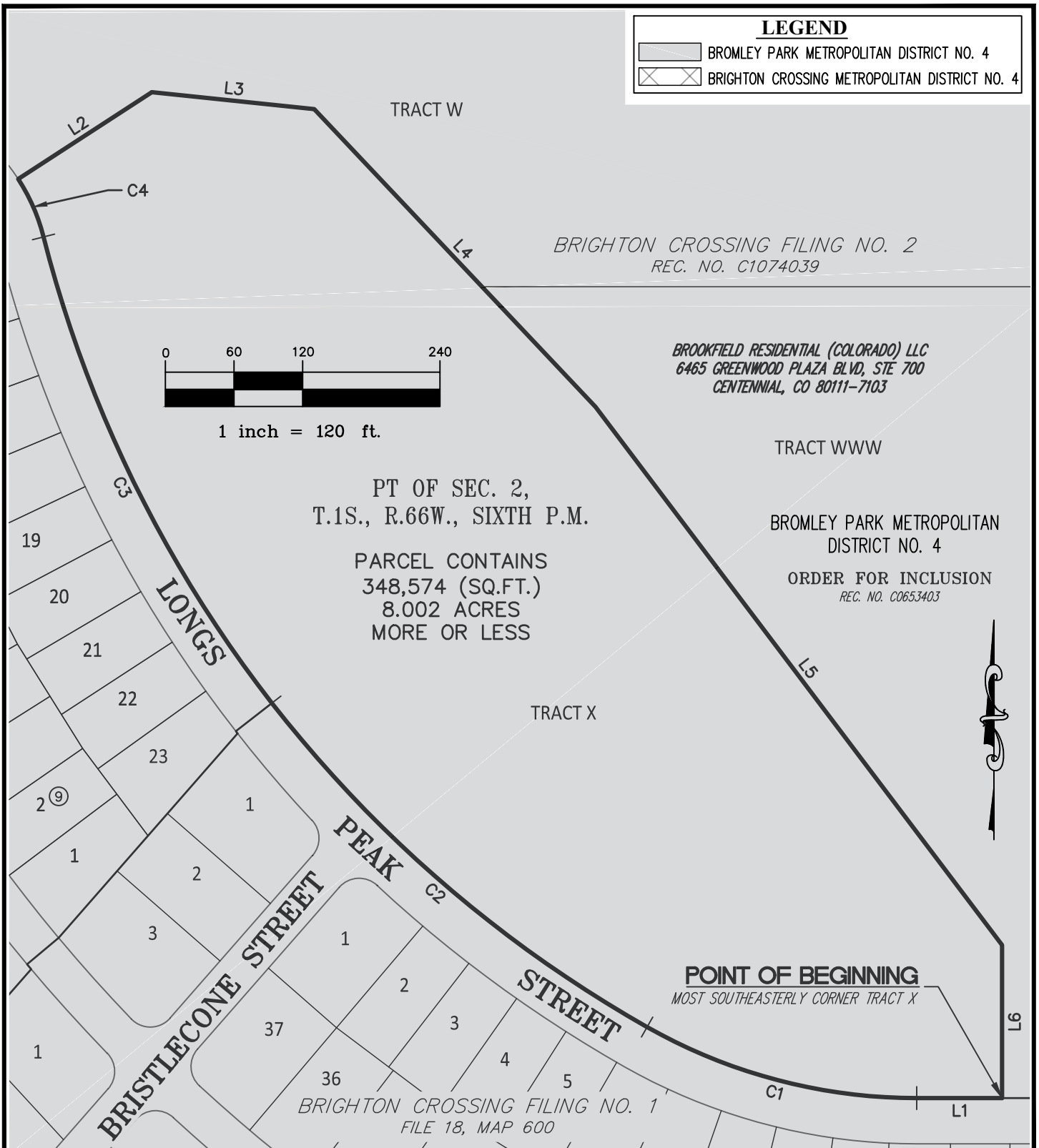
TRACT "X" BRIGHTON CROSSING FILING NO. 2 RECORDED DECEMBER 31, 2002 AT RECEPTION NO. C1074039 IN THE OFFICIAL RECORDS OF THE CLERK AND RECORDER, COUNTY OF ADAMS, STATE OF COLORADO, LYING WITHIN SECTION 2, TOWNSHIP 1 SOUTH, RANGE 66 WEST OF THE SIXTH PRINCIPAL MERIDIAN, CITY OF BRIGHTON, SAID COUNTY AND STATE.

CONTAINING AN AREA OF 8.00 ACRES, (348,574 SQUARE FEET), MORE OR LESS.

DANIEL E. DAVIS, PLS 38256
COLORADO LICENSED PROFESSIONAL LAND SURVEYOR
FOR AND ON BEHALF OF AZTEC CONSULTANTS, INC.
300 E. MINERAL AVENUE, SUITE 1
LITTLETON, CO 80122



ILLUSTRATION TO DESCRIPTION



NOTE: THIS DRAWING DOES NOT REPRESENT A MONUMENTED LAND SURVEY AND IS ONLY INTENDED TO DEPICT THE ATTACHED LEGAL DESCRIPTION.

PATH: Q: 54817-27\DWG\EXHIBITS\
 DWG NAME: District 7 - Parcel 4
 DWG: BJM CHK: DED
 DATE: 8-8-2017
 SCALE: 1" = 120'


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EXHIBIT
 PT OF SEC. 2, T1S, R66W, 6TH P.M.
 ADAMS COUNTY, COLORADO
 JOB NUMBER 54817-27 2 OF 3 SHEETS

ILLUSTRATION TO DESCRIPTION

LINE TABLE		
LINE	BEARING	LENGTH
L1	N90°00'00"W	74.61'
L2	N57°01'04"E	139.31'
L3	S84°02'55"E	142.59'
L4	S43°21'15"E	358.15'
L5	S37°03'57"E	589.62'
L6	S00°00'00"E	133.78'

CURVE TABLE			
CURVE	DELTA	RADIUS	LENGTH
C1	29°32'36"	478.00'	246.47'
C2	22°33'01"	1108.00'	436.08'
C3	23°38'14"	1108.00'	457.10'
C4	18°42'47"	170.00'	55.52'

NOTE: THIS DRAWING DOES NOT REPRESENT A MONUMENTED LAND SURVEY AND IS ONLY INTENDED TO DEPICT THE ATTACHED LEGAL DESCRIPTION.

PATH: Q: 54817-27\DWG\EXHIBITS\
 DWG NAME: District 7 - Parcel 4
 DWG: BJM CHK: DED
 DATE: 8-8-2017
 SCALE: N/A



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EXHIBIT
 PT OF SEC. 2, T1S, R66W, 6TH P.M.
 ADAMS COUNTY, COLORADO
 JOB NUMBER 54817-27

EXHIBIT B-4

District No. 8 Legal Description

LEGAL DESCRIPTION

ALL THAT CERTAIN PARCEL OF LAND BEING THE FIRST DESCRIBED PARCEL IN ORDER FOR INCLUSION RECORDED MAY 5, 1998 AT RECEPTION NO. C0393364, IN THE OFFICIAL RECORDS OF THE CLERK AND RECORDER, COUNTY OF ADAMS, STATE OF COLORADO, LYING WITHIN SECTION 1, TOWNSHIP 1 SOUTH, RANGE 66 WEST OF THE SIXTH PRINCIPAL MERIDIAN, SAID COUNTY AND STATE, MORE PARTICULARLY DESCRIBED AS FOLLOWS:

BEGINNING AT THE WEST QUARTER CORNER OF SAID SECTION 1

THENCE N89°45'04"E ALONG THE NORTH LINE OF THE SOUTHWEST QUARTER OF SAID SECTION 1, 778.15 FEET;

THENCE N24°18'10"E, 721.72 FEET TO THE NORTH LINE OF THE SOUTH HALF OF GOVERNMENT LOT 1 IN THE FRACTIONAL NORTHWEST QUARTER OF SAID SECTION 1;

THENCE N89°42'10"E ALONG SAID NORTH LINE, 1,572.60 FEET TO THE SOUTHEAST CORNER OF THE NORTH HALF OF GOVERNMENT LOT 1 IN THE FRACTIONAL NORTHWEST QUARTER OF SECTION 1

THENCE N89°41'18"E, 95.26 FEET ALONG THE NORTH LINE OF THE SOUTH HALF OF GOVERNMENT LOT 1 IN THE FRACTIONAL NORTHEAST QUARTER OF SAID SECTION 1 TO THE NORTHWESTERLY RIGHT-OF-WAY LINE OF INTERSTATE HIGHWAY 76 AS RECORDED IN BOOK 2441, AT PAGE 842 IN SAID OFFICIAL RECORDS;

THENCE ALONG THE NORTHWESTERLY RIGHT-OF-WAY LINE OF SAID INTERSTATE HIGHWAY 76 THE FOLLOWING THREE (3) COURSES:

- 1) S48°00'01"W, 1,753.12 FEET;
- 2) S42°17'23"W, 201.00 FEET;
- 3) S48°00'01"W, 1,721.94 FEET TO THE WEST LINE OF SAID SOUTHWEST QUARTER

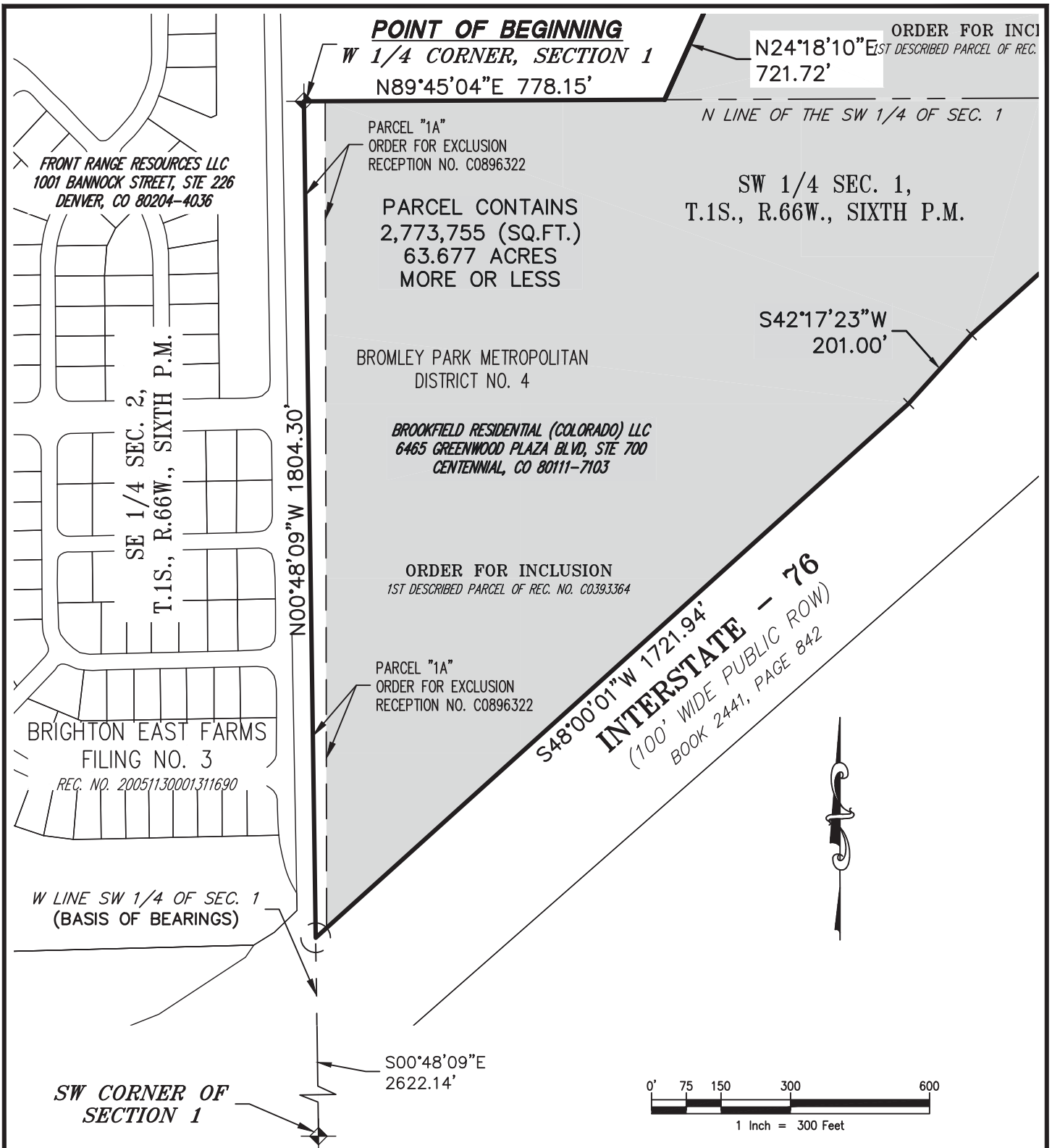
THENCE ALONG SAID WEST LINE N00°48'09"W, 1,804.30 FEET TO THE **POINT OF BEGINNING**.

CONTAINING AN AREA OF 63.677 ACRES, (2,773,755 SQUARE FEET), MORE OR LESS.



DANIEL E. DAVIS, PLS 38256
COLORADO LICENSED PROFESSIONAL LAND SURVEYOR
FOR AND ON BEHALF OF AZTEC CONSULTANTS, INC.
300 E. MINERAL AVENUE, SUITE 1
LITTLETON, CO 80122

ILLUSTRATION TO DESCRIPTION



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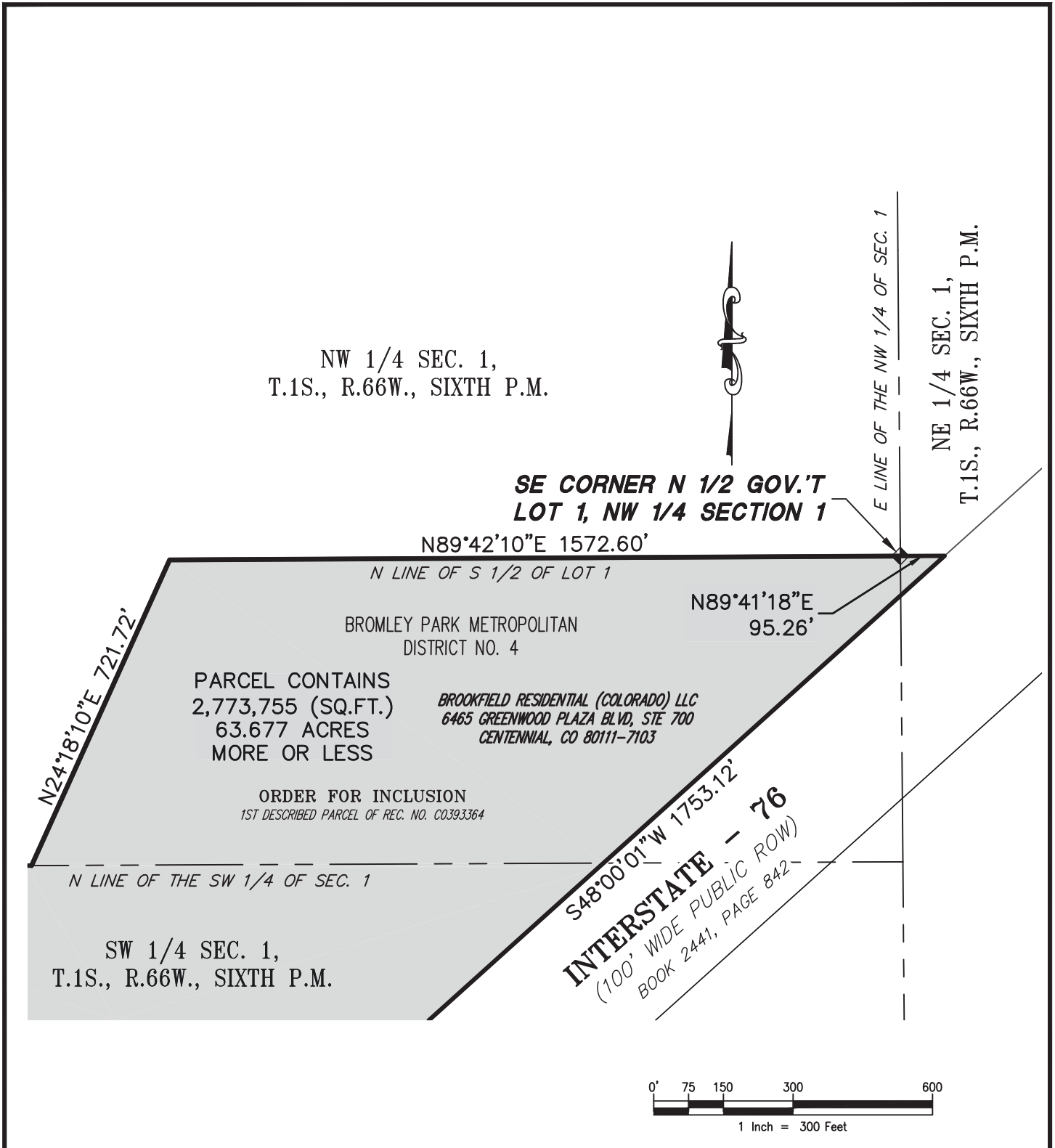
PATH: Q:\DWG\EXHIBITS\District 8
 DWG NAME: District 8
 DWG: BJM CHK: DED
 DATE: 8-8-2017
 SCALE: 1" = 300'

AZTEC
 CONSULTANTS, INC.

300 East Mineral Ave,
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EXHIBIT
 SW 1/4 SEC. 1, T1S, R66W, 6TH P.M.
 ADAMS COUNTY, COLORADO
 JOB NUMBER 54817-27 2 OF 3 SHEETS

ILLUSTRATION TO DESCRIPTION



NOTE: THIS DRAWING DOES NOT REPRESENT A MONUMENTED LAND SURVEY AND IS ONLY INTENDED TO DEPICT THE ATTACHED LEGAL DESCRIPTION.

PATH: Q:\DWG\EXHIBITS\District 8
 DWG NAME: District 8
 DWG: BJM CHK: DED
 DATE: 8-8-2017
 SCALE: 1" = 300'



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EXHIBIT
 SW 1/4 SEC. 1, T1S, R66W, 6TH P.M.
 ADAMS COUNTY, COLORADO
 JOB NUMBER 54817-27 3 OF 3 SHEETS

EXHIBIT C





Project Area Boundary Map

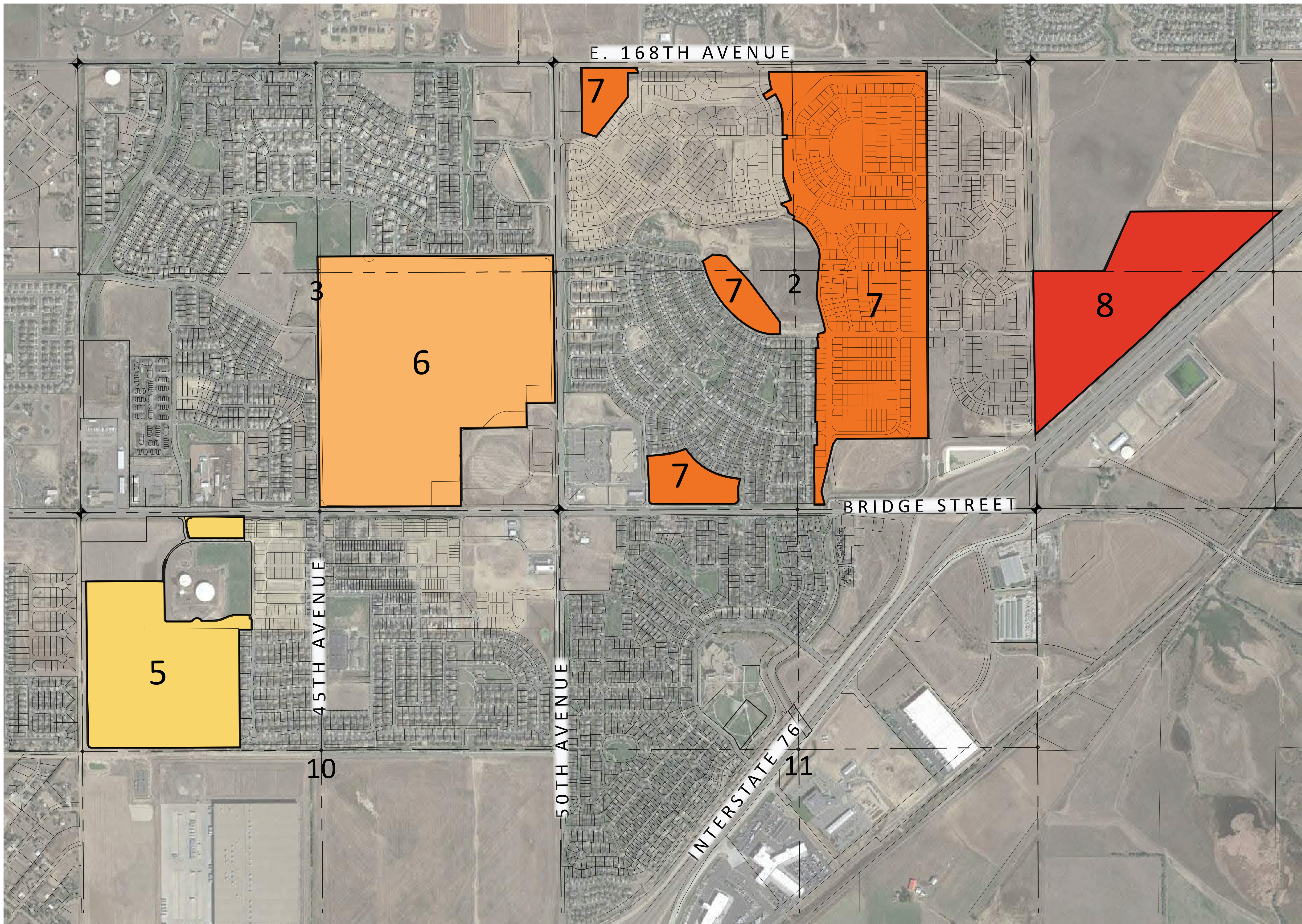
Brighton Crossing
Metropolitan
Districts

District Boundary Map

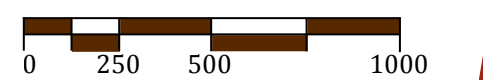
LEGEND:

 Section Corner

-  District 5
-  District 6
-  District 7
-  District 8



AUGUST 25, 2017



Prepared For:

Brookfield
Residential

Prepared By:

REDLAND
Where Great Places Begin

720.283.6783 Office
1500 West Canal Court
Littleton, Colorado 80120 | REDLAND.COM

EXHIBIT D
Financial Plan

BRIGHTON CROSSING METROPOLITAN DISTRICT Nos. 5-8

Full Growth Development Projection -- 08/25/2017

G.O. Bonds, Non-Rated, Look-Back Plan (A&B)



YEAR	<<<<<< Residential >>>>>>			< Platted/Developed Lots >			Total Collected Assessed Value	Debt Svc Mill Levy [50.000 target] [50.000 Cap]	Total Collections @ 98%	S.O. Taxes Collected @ 6%	Total Available Revenue
	Total Res'l Units	Mkt Value Biennial Reasses'mt @ 2.0%	Cumulative Market Value	As'ed Value* @ 7.20% of Market (2-yr lag)	Cumulative Market Value	As'ed Value @ 29.00% of Market (2-yr lag)					
2014	0		0		0						
2015	0		0		0						0
2016	0	0	0	0	0	0	0	50.000	0	0	0
2017	0	0	0	0	0	0	0	50.000	0	0	0
2018	0	0	0	0	2,600,000	0	0	50.000	0	0	0
2019	80		28,143,236	0	9,179,000	0	0	50.000	0	0	0
2020	268	562,865	130,049,678	0	9,216,000	754,000	754,000	50.000	36,946	2,217	39,163
2021	270		233,836,806	2,026,313	0	2,661,910	4,688,223	50.000	229,723	13,783	243,506
2022	0	4,676,736	238,513,542	9,363,577	0	2,672,640	12,036,217	50.000	589,775	35,386	625,161
2023	0		238,513,542	16,836,250	0	0	16,836,250	50.000	824,976	49,499	874,475
2024	0	4,770,271	243,283,813	17,172,975	0	0	17,172,975	50.000	841,476	50,489	891,964
2025	0		243,283,813	17,172,975	0	0	17,172,975	50.000	841,476	50,489	891,964
2026	0	4,865,676	248,149,490	17,516,435	0	0	17,516,435	50.000	858,305	51,498	909,804
2027	0		248,149,490	17,516,435	0	0	17,516,435	50.000	858,305	51,498	909,804
2028	0	4,962,990	253,112,479	17,866,763	0	0	17,866,763	50.000	875,471	52,528	928,000
2029	0		253,112,479	17,866,763	0	0	17,866,763	50.000	875,471	52,528	928,000
2030	0	5,062,250	258,174,729	18,224,099	0	0	18,224,099	50.000	892,981	53,579	946,560
2031	0		258,174,729	18,224,099	0	0	18,224,099	50.000	892,981	53,579	946,560
2032	0	5,163,495	263,338,224	18,588,580	0	0	18,588,580	50.000	910,840	54,650	965,491
2033	0		263,338,224	18,588,580	0	0	18,588,580	50.000	910,840	54,650	965,491
2034	0	5,266,764	268,604,988	18,960,352	0	0	18,960,352	50.000	929,057	55,743	984,801
2035	0		268,604,988	18,960,352	0	0	18,960,352	50.000	929,057	55,743	984,801
2036	0	5,372,100	273,977,088	19,339,559	0	0	19,339,559	50.000	947,638	56,858	1,004,497
2037	0		273,977,088	19,339,559	0	0	19,339,559	50.000	947,638	56,858	1,004,497
2038	0	5,479,542	279,456,630	19,726,350	0	0	19,726,350	50.000	966,591	57,995	1,024,587
2039	0		279,456,630	19,726,350	0	0	19,726,350	50.000	966,591	57,995	1,024,587
2040	0	5,589,133	285,045,762	20,120,877	0	0	20,120,877	50.000	985,923	59,155	1,045,078
2041	0		285,045,762	20,120,877	0	0	20,120,877	50.000	985,923	59,155	1,045,078
2042	0	5,700,915	290,746,677	20,523,295	0	0	20,523,295	50.000	1,005,641	60,338	1,065,980
2043	0		290,746,677	20,523,295	0	0	20,523,295	50.000	1,005,641	60,338	1,065,980
2044	0	5,814,934	296,561,611	20,933,761	0	0	20,933,761	50.000	1,025,754	61,545	1,087,300
2045	0		296,561,611	20,933,761	0	0	20,933,761	50.000	1,025,754	61,545	1,087,300
2046	0	5,931,232	302,492,843	21,352,436	0	0	21,352,436	50.000	1,046,269	62,776	1,109,046
2047	0		302,492,843	21,352,436	0	0	21,352,436	50.000	1,046,269	62,776	1,109,046
2048	0	6,049,857	308,542,700	21,779,485	0	0	21,779,485	50.000	1,067,195	64,032	1,131,226
2049	0		308,542,700	21,779,485	0	0	21,779,485	50.000	1,067,195	64,032	1,131,226
2050	0	6,170,854	314,713,554	22,215,074	0	0	22,215,074	50.000	1,088,539	65,312	1,153,851
	618	81,439,612							27,476,245	1,648,575	29,124,820

[*] RAR @ 7.96% thru 2017

BRIGHTON CROSSING METROPOLITAN DISTRICT Nos. 5-8

Full Growth Development Projection – 08/25/2017

G.O. Bonds, Non-Rated, Look-Back Plan (A&B)



YEAR	Net Available for Debt Svc	Ser. 2020 \$13,605,000 Par [Net \$12,589 MM] Net Debt Service	Annual Surplus	Surplus Release @ 50% D/A to \$1,360,500	Cumulative Surplus \$1,360,500 Target	Debt/ Assessed Ratio	Debt/ Act'l Value Ratio	Net D/S Coverage @ Target	Net D/S Coverage @ Cap
2014									
2015	0		n/a			n/a	n/a	n/a	n/a
2016	0		n/a			n/a	n/a	n/a	n/a
2017	0		n/a			n/a	0%	n/a	n/a
2018	0		n/a		0	n/a	44%	n/a	n/a
2019	0		n/a		0	2192%	12%	n/a	n/a
2020	39,163	\$0	39,163		39,163	290%	6%	n/a	n/a
2021	243,506	0	243,506	0	282,669	113%	6%	n/a	n/a
2022	625,161	544,200	80,961	0	363,630	81%	6%	115%	115%
2023	874,475	724,200	150,275	0	513,905	78%	6%	121%	121%
2024	891,964	742,000	149,964	0	663,869	77%	5%	120%	120%
2025	891,964	738,800	153,164	0	817,034	74%	5%	121%	121%
2026	909,804	755,400	154,404	0	971,437	73%	5%	120%	120%
2027	909,804	756,000	153,804	0	1,125,241	70%	5%	120%	120%
2028	928,000	771,200	156,800	0	1,282,041	69%	5%	120%	120%
2029	928,000	770,400	157,600	79,140	1,360,500	66%	5%	120%	120%
2030	946,560	784,200	162,360	162,360	1,360,500	64%	5%	121%	121%
2031	946,560	787,000	159,560	159,560	1,360,500	61%	4%	120%	120%
2032	965,491	804,200	161,291	161,291	1,360,500	59%	4%	120%	120%
2033	965,491	800,200	165,291	165,291	1,360,500	56%	4%	121%	121%
2034	984,801	815,800	169,001	169,001	1,360,500	54%	4%	121%	121%
2035	984,801	820,200	164,601	164,601	1,360,500	51%	4%	120%	120%
2036	1,004,497	833,800	170,697	170,697	1,360,500	49%	3%	120%	120%
2037	1,004,497	836,200	168,297	168,297	1,360,500	45%	3%	120%	120%
2038	1,024,587	852,800	171,787	171,787	1,360,500	43%	3%	120%	120%
2039	1,024,587	853,000	171,587	171,587	1,360,500	39%	3%	120%	120%
2040	1,045,078	867,400	177,678	177,678	1,360,500	37%	3%	120%	120%
2041	1,045,078	870,400	174,678	174,678	1,360,500	33%	2%	120%	120%
2042	1,065,980	887,400	178,580	178,580	1,360,500	30%	2%	120%	120%
2043	1,065,980	887,800	178,180	178,180	1,360,500	27%	2%	120%	120%
2044	1,087,300	902,200	185,100	185,100	1,360,500	23%	2%	121%	121%
2045	1,087,300	905,000	182,300	182,300	1,360,500	20%	1%	120%	120%
2046	1,109,046	921,600	187,446	187,446	1,360,500	16%	1%	120%	120%
2047	1,109,046	921,400	187,646	187,646	1,360,500	12%	1%	120%	120%
2048	1,131,226	940,000	191,226	191,226	1,360,500	8%	1%	120%	120%
2049	1,131,226	941,600	189,626	189,626	1,360,500	4%	0%	120%	120%
2050	1,153,851	956,800	197,051	1,557,551	0	0%	0%	121%	121%
	29,124,820	23,991,200	5,133,620	5,133,620					

[EAug2517 20nrbE]

BRIGHTON CROSSING METROPOLITAN DISTRICT Nos. 5-8

Full Growth Development Projection -- 08/25/2017



G.O. Bonds, Non-Rated, Look-Back Plan (A&B)

Cash-Flow Subs. >>>

YEAR	Surplus Available for Sub Debt Service	Application of Prior Year Surplus	Date Bonds Issued	Total Available for Sub Debt Service	Sub Bond Interest on Balance 7.00%	Less Payments Toward Sub Bond Interest	Accrued Interest + Int. on Bal. @ 7.00%	Less Payments Toward Accrued Interest	Balance of Accrued Interest	Sub Bonds Principal Issued	Less Payments Toward Bond Principal	Balance of Sub Bond Principal	Total Sub. Debt Pmts.	Surplus Cash Flow	Surplus Release	Cum. Surplus
2014																
2015																
2016																
2017																
2018																
2019																
2020	0		12/1/20	0	\$3,343	\$0	\$3,343	\$0	\$3,343	\$1,228,000	0	\$1,228,000	\$0	0		0
2021	0	0		0	85,960	0	86,194	0	89,537		0	1,228,000	0	0	0	0
2022	0	0		0	85,960	0	92,228	0	181,764		0	1,228,000	0	0	0	0
2023	0	0		0	85,960	0	98,684	0	280,448		0	1,228,000	0	0	0	0
2024	0	0		0	85,960	0	105,591	0	386,039		0	1,228,000	0	0	0	0
2025	0	0		0	85,960	0	112,983	0	499,022		0	1,228,000	0	0	0	0
2026	0	0		0	85,960	0	120,892	0	619,914		0	1,228,000	0	0	0	0
2027	0	0		0	85,960	0	129,354	0	749,268		0	1,228,000	0	0	0	0
2028	0	0		0	85,960	0	138,409	0	887,676		0	1,228,000	0	0	0	0
2029	79,140	0		79,140	85,960	79,140	68,957	0	956,633		0	1,228,000	79,140	0	0	0
2030	162,360	0		162,360	85,960	85,960	66,964	76,400	947,198		0	1,228,000	162,360	0	0	0
2031	159,560	0		159,560	85,960	85,960	66,304	73,600	939,902		0	1,228,000	159,560	0	0	0
2032	161,291	0		161,291	85,960	85,960	65,793	75,331	930,365		0	1,228,000	161,291	0	0	0
2033	165,291	0		165,291	85,960	85,960	65,126	79,331	916,159		0	1,228,000	165,291	0	0	0
2034	169,001	0		169,001	85,960	85,960	64,131	83,041	897,250		0	1,228,000	169,001	0	0	0
2035	164,601	0		164,601	85,960	85,960	62,807	78,641	881,416		0	1,228,000	164,601	0	0	0
2036	170,697	0		170,697	85,960	85,960	61,699	84,737	858,379		0	1,228,000	170,697	0	0	0
2037	168,297	0		168,297	85,960	85,960	60,087	82,337	836,129		0	1,228,000	168,297	0	0	0
2038	171,787	0		171,787	85,960	85,960	58,529	85,827	808,831		0	1,228,000	171,787	0	0	0
2039	171,587	0		171,587	85,960	85,960	56,618	85,627	779,823		0	1,228,000	171,587	0	0	0
2040	177,678	0		177,678	85,960	85,960	54,588	91,718	742,692		0	1,228,000	177,678	0	0	0
2041	174,678	0		174,678	85,960	85,960	51,988	88,718	705,962		0	1,228,000	174,678	0	0	0
2042	178,580	0		178,580	85,960	85,960	49,417	92,620	662,759		0	1,228,000	178,580	0	0	0
2043	178,180	0		178,180	85,960	85,960	46,393	92,220	616,933		0	1,228,000	178,180	0	0	0
2044	185,100	0		185,100	85,960	85,960	43,185	99,140	560,978		0	1,228,000	185,100	0	0	0
2045	182,300	0		182,300	85,960	85,960	39,268	96,340	503,907		0	1,228,000	182,300	0	0	0
2046	187,446	0		187,446	85,960	85,960	35,274	101,486	437,695		0	1,228,000	187,446	0	0	0
2047	187,646	0		187,646	85,960	85,960	30,639	101,686	366,648		0	1,228,000	187,646	0	0	0
2048	191,226	0		191,226	85,960	85,960	25,665	105,266	287,047		0	1,228,000	191,226	0	0	0
2049	189,626	0		189,626	85,960	85,960	20,093	103,666	203,474		0	1,228,000	189,626	0	0	0
2050	1,557,551	0		1,557,551	85,960	85,960	14,243	217,717	0		1,228,000	0	1,531,677	25,873	25,873	0
	5,133,620	0		5,133,620	2,582,143	1,884,300	1,995,446	1,995,446		1,228,000	1,228,000		5,107,746	25,873	25,873	
									COI (est):							
									Proceeds:	36,840						
										1,191,160						

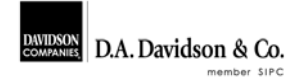
BRIGHTON CROSSING METROPOLITAN DISTRICT Nos. 5-8

Operations Revenue and Expense Projection



YEAR	Total Assessed Value	Oper'n's Mill Levy	Total Collections @ 98%	S.O. Taxes Collected @ 6%	Total Available For O&M	Total Mills
2014						
2015	0					
2016	0	7.000	0	0	0	57.000
2017	0	7.000	0	0	0	57.000
2018	0	7.000	0	0	0	57.000
2019	0	7.000	0	0	0	57.000
2020	754,000	7.000	5,172	310	5,483	57.000
2021	4,688,223	7.000	32,161	1,930	34,091	57.000
2022	12,036,217	7.000	82,568	4,954	87,523	57.000
2023	16,836,250	7.000	115,497	6,930	122,426	57.000
2024	17,172,975	7.000	117,807	7,068	124,875	57.000
2025	17,172,975	7.000	117,807	7,068	124,875	57.000
2026	17,516,435	7.000	120,163	7,210	127,373	57.000
2027	17,516,435	7.000	120,163	7,210	127,373	57.000
2028	17,866,763	7.000	122,566	7,354	129,920	57.000
2029	17,866,763	7.000	122,566	7,354	129,920	57.000
2030	18,224,099	7.000	125,017	7,501	132,518	57.000
2031	18,224,099	7.000	125,017	7,501	132,518	57.000
2032	18,588,580	7.000	127,518	7,651	135,169	57.000
2033	18,588,580	7.000	127,518	7,651	135,169	57.000
2034	18,960,352	7.000	130,068	7,804	137,872	57.000
2035	18,960,352	7.000	130,068	7,804	137,872	57.000
2036	19,339,559	7.000	132,669	7,960	140,630	57.000
2037	19,339,559	7.000	132,669	7,960	140,630	57.000
2038	19,726,350	7.000	135,323	8,119	143,442	57.000
2039	19,726,350	7.000	135,323	8,119	143,442	57.000
2040	20,120,877	7.000	138,029	8,282	146,311	57.000
2041	20,120,877	7.000	138,029	8,282	146,311	57.000
2042	20,523,295	7.000	140,790	8,447	149,237	57.000
2043	20,523,295	7.000	140,790	8,447	149,237	57.000
2044	20,933,761	7.000	143,606	8,616	152,222	57.000
2045	20,933,761	7.000	143,606	8,616	152,222	57.000
2046	21,352,436	7.000	146,478	8,789	155,266	57.000
2047	21,352,436	7.000	146,478	8,789	155,266	57.000
2048	21,779,485	7.000	149,407	8,964	158,372	57.000
2049	21,779,485	7.000	149,407	8,964	158,372	57.000
2050	22,215,074	7.000	152,395	9,144	161,539	57.000
			3,846,674	230,800	4,077,475	

BRIGHTON CROSSING METROPOLITAN DISTRICT Nos. 5-8
Development Summary
 Future Growth Development Projection - Buildout (updated 8/25/17)



Product Type	PA9 - MF	PA11 22' TH	PA11 24' TH	PA11 - Avenue	PA12/13 - 50' SFD	PA12/13 - 65' SFD	PA12/13 - 22' TH	PA14 - MF
MV \$ ('15)	\$175,000	\$325,000	\$335,000	\$400,000	\$425,000	\$425,000	\$325,000	\$175,000

Res'l Totals

2017	-	-	-	-	-	-	-	-	-
2018	-	-	-	-	-	-	-	-	-
2019	20	-	-	-	-	-	-	-	80
2020	30	20	-	36	-	-	-	-	268
2021	30	24	-	36	-	-	-	-	270
2022	-	-	-	-	-	-	-	-	-
2023	-	-	-	-	-	-	-	-	-
2024	-	-	-	-	-	-	-	-	-
2025	-	-	-	-	-	-	-	-	-
2026	-	-	-	-	-	-	-	-	-
2027	-	-	-	-	-	-	-	-	-
2028	-	-	-	-	-	-	-	-	-
2029	-	-	-	-	-	-	-	-	-
2030	-	-	-	-	-	-	-	-	-

80 44 - 72 - - - - **618**

MV @ Full Buildout (base prices;un-infl.)	\$14,000,000	\$14,300,000	\$0	\$28,800,000	\$0	\$0	\$0	\$0	\$0	\$209,950,000
----------------------------------------------	---------------------	---------------------	------------	---------------------	------------	------------	------------	------------	------------	----------------------

Platted/Dev Lots = 10% MV; one-yr prior
 Base MV \$ inflated 2% per annum

SOURCES AND USES OF FUNDS

**BRIGHTON CROSSING METROPOLITAN DISTRICT Nos. 5-8
Combined Results**

~~~~~  
**GENERAL OBLIGATION BONDS, SERIES 2020A  
SUBORDINATE BONDS, SERIES 2020B**

~~~  
[Preliminary -- for discussion only]

Dated Date 12/01/2020
Delivery Date 12/01/2020

| Sources: | SERIES 2020A | SERIES 2020B | Total |
|---------------------------|---------------------|---------------------|---------------|
| Bond Proceeds: | | | |
| Par Amount | 13,605,000.00 | 1,228,000.00 | 14,833,000.00 |
| | 13,605,000.00 | 1,228,000.00 | 14,833,000.00 |
| <hr/> | | | |
| Uses: | SERIES 2020A | SERIES 2020B | Total |
| Project Fund Deposits: | | | |
| Project Funds | 12,588,700.00 | 1,191,160.00 | 13,779,860.00 |
| Other Fund Deposits: | | | |
| Capitalized Interest Fund | 544,200.00 | | 544,200.00 |
| Delivery Date Expenses: | | | |
| Cost of Issuance | 472,100.00 | 36,840.00 | 508,940.00 |
| | 13,605,000.00 | 1,228,000.00 | 14,833,000.00 |
| <hr/> | | | |

SOURCES AND USES OF FUNDS

**BRIGHTON CROSSING METROPOLITAN DISTRICT Nos. 5-8
GENERAL OBLIGATION BONDS, SERIES 2020A
50.000 (target) Mills
Non-Rated, 120x, 30-yr. Maturity
(Future Development thru 2021)
[Preliminary -- for discussion only]**

Dated Date 12/01/2020
Delivery Date 12/01/2020

Sources:

| | |
|----------------|---------------|
| Bond Proceeds: | |
| Par Amount | 13,605,000.00 |
| | <hr/> |
| | 13,605,000.00 |
| | <hr/> <hr/> |

Uses:

| | |
|---------------------------|---------------|
| Project Fund Deposits: | |
| Project Funds | 12,588,700.00 |
| Other Fund Deposits: | |
| Capitalized Interest Fund | 544,200.00 |
| Delivery Date Expenses: | |
| Cost of Issuance | 472,100.00 |
| | <hr/> |
| | 13,605,000.00 |
| | <hr/> <hr/> |

BOND SUMMARY STATISTICS

BRIGHTON CROSSING METROPOLITAN DISTRICT Nos. 5-8
GENERAL OBLIGATION BONDS, SERIES 2020A
50.000 (target) Mills
Non-Rated, 120x, 30-yr. Maturity
(Future Development thru 2021)
[Preliminary -- for discussion only]

| | |
|-----------------------------------|----------------|
| Dated Date | 12/01/2020 |
| Delivery Date | 12/01/2020 |
| First Coupon | 06/01/2021 |
| Last Maturity | 12/01/2050 |
| Arbitrage Yield | 4.000000% |
| True Interest Cost (TIC) | 4.000000% |
| Net Interest Cost (NIC) | 4.000000% |
| All-In TIC | 4.269971% |
| Average Coupon | 4.000000% |
| Average Life (years) | 20.085 |
| Weighted Average Maturity (years) | 20.085 |
| Duration of Issue (years) | 13.446 |
| Par Amount | 13,605,000.00 |
| Bond Proceeds | 13,605,000.00 |
| Total Interest | 10,930,400.00 |
| Net Interest | 10,930,400.00 |
| Bond Years from Dated Date | 273,260,000.00 |
| Bond Years from Delivery Date | 273,260,000.00 |
| Total Debt Service | 24,535,400.00 |
| Maximum Annual Debt Service | 956,800.00 |
| Average Annual Debt Service | 817,846.67 |
| Underwriter's Fees (per \$1000) | |
| Average Takedown | |
| Other Fee | |
| Total Underwriter's Discount | 100.000000 |
| Bid Price | 100.000000 |

| Bond Component | Par Value | Price | Average Coupon | Average Life | Average Maturity Date | PV of 1 bp change |
|--------------------|---------------|---------|----------------|--------------|-----------------------|-------------------|
| Term Bond due 2050 | 13,605,000.00 | 100.000 | 4.000% | 20.085 | 01/01/2041 | 23,672.70 |
| | 13,605,000.00 | | | 20.085 | | 23,672.70 |

| | TIC | All-In TIC | Arbitrage Yield |
|----------------------------|---------------|---------------|-----------------|
| Par Value | 13,605,000.00 | 13,605,000.00 | 13,605,000.00 |
| + Accrued Interest | | | |
| + Premium (Discount) | | | |
| - Underwriter's Discount | | | |
| - Cost of Issuance Expense | | -472,100.00 | |
| - Other Amounts | | | |
| Target Value | 13,605,000.00 | 13,132,900.00 | 13,605,000.00 |
| Target Date | 12/01/2020 | 12/01/2020 | 12/01/2020 |
| Yield | 4.000000% | 4.269971% | 4.000000% |

BOND DEBT SERVICE

**BRIGHTON CROSSING METROPOLITAN DISTRICT Nos. 5-8
GENERAL OBLIGATION BONDS, SERIES 2020A
50.000 (target) Mills
Non-Rated, 120x, 30-yr. Maturity
(Future Development thru 2021)
[Preliminary -- for discussion only]**

| Period
Ending | Principal | Coupon | Interest | Debt
Service | Annual
Debt
Service |
|------------------|------------|--------|------------|-----------------|---------------------------|
| 06/01/2021 | | | 272,100 | 272,100 | |
| 12/01/2021 | | | 272,100 | 272,100 | 544,200 |
| 06/01/2022 | | | 272,100 | 272,100 | |
| 12/01/2022 | | | 272,100 | 272,100 | 544,200 |
| 06/01/2023 | | | 272,100 | 272,100 | |
| 12/01/2023 | 180,000 | 4.000% | 272,100 | 452,100 | 724,200 |
| 06/01/2024 | | | 268,500 | 268,500 | |
| 12/01/2024 | 205,000 | 4.000% | 268,500 | 473,500 | 742,000 |
| 06/01/2025 | | | 264,400 | 264,400 | |
| 12/01/2025 | 210,000 | 4.000% | 264,400 | 474,400 | 738,800 |
| 06/01/2026 | | | 260,200 | 260,200 | |
| 12/01/2026 | 235,000 | 4.000% | 260,200 | 495,200 | 755,400 |
| 06/01/2027 | | | 255,500 | 255,500 | |
| 12/01/2027 | 245,000 | 4.000% | 255,500 | 500,500 | 756,000 |
| 06/01/2028 | | | 250,600 | 250,600 | |
| 12/01/2028 | 270,000 | 4.000% | 250,600 | 520,600 | 771,200 |
| 06/01/2029 | | | 245,200 | 245,200 | |
| 12/01/2029 | 280,000 | 4.000% | 245,200 | 525,200 | 770,400 |
| 06/01/2030 | | | 239,600 | 239,600 | |
| 12/01/2030 | 305,000 | 4.000% | 239,600 | 544,600 | 784,200 |
| 06/01/2031 | | | 233,500 | 233,500 | |
| 12/01/2031 | 320,000 | 4.000% | 233,500 | 553,500 | 787,000 |
| 06/01/2032 | | | 227,100 | 227,100 | |
| 12/01/2032 | 350,000 | 4.000% | 227,100 | 577,100 | 804,200 |
| 06/01/2033 | | | 220,100 | 220,100 | |
| 12/01/2033 | 360,000 | 4.000% | 220,100 | 580,100 | 800,200 |
| 06/01/2034 | | | 212,900 | 212,900 | |
| 12/01/2034 | 390,000 | 4.000% | 212,900 | 602,900 | 815,800 |
| 06/01/2035 | | | 205,100 | 205,100 | |
| 12/01/2035 | 410,000 | 4.000% | 205,100 | 615,100 | 820,200 |
| 06/01/2036 | | | 196,900 | 196,900 | |
| 12/01/2036 | 440,000 | 4.000% | 196,900 | 636,900 | 833,800 |
| 06/01/2037 | | | 188,100 | 188,100 | |
| 12/01/2037 | 460,000 | 4.000% | 188,100 | 648,100 | 836,200 |
| 06/01/2038 | | | 178,900 | 178,900 | |
| 12/01/2038 | 495,000 | 4.000% | 178,900 | 673,900 | 852,800 |
| 06/01/2039 | | | 169,000 | 169,000 | |
| 12/01/2039 | 515,000 | 4.000% | 169,000 | 684,000 | 853,000 |
| 06/01/2040 | | | 158,700 | 158,700 | |
| 12/01/2040 | 550,000 | 4.000% | 158,700 | 708,700 | 867,400 |
| 06/01/2041 | | | 147,700 | 147,700 | |
| 12/01/2041 | 575,000 | 4.000% | 147,700 | 722,700 | 870,400 |
| 06/01/2042 | | | 136,200 | 136,200 | |
| 12/01/2042 | 615,000 | 4.000% | 136,200 | 751,200 | 887,400 |
| 06/01/2043 | | | 123,900 | 123,900 | |
| 12/01/2043 | 640,000 | 4.000% | 123,900 | 763,900 | 887,800 |
| 06/01/2044 | | | 111,100 | 111,100 | |
| 12/01/2044 | 680,000 | 4.000% | 111,100 | 791,100 | 902,200 |
| 06/01/2045 | | | 97,500 | 97,500 | |
| 12/01/2045 | 710,000 | 4.000% | 97,500 | 807,500 | 905,000 |
| 06/01/2046 | | | 83,300 | 83,300 | |
| 12/01/2046 | 755,000 | 4.000% | 83,300 | 838,300 | 921,600 |
| 06/01/2047 | | | 68,200 | 68,200 | |
| 12/01/2047 | 785,000 | 4.000% | 68,200 | 853,200 | 921,400 |
| 06/01/2048 | | | 52,500 | 52,500 | |
| 12/01/2048 | 835,000 | 4.000% | 52,500 | 887,500 | 940,000 |
| 06/01/2049 | | | 35,800 | 35,800 | |
| 12/01/2049 | 870,000 | 4.000% | 35,800 | 905,800 | 941,600 |
| 06/01/2050 | | | 18,400 | 18,400 | |
| 12/01/2050 | 920,000 | 4.000% | 18,400 | 938,400 | 956,800 |
| | 13,605,000 | | 10,930,400 | 24,535,400 | 24,535,400 |

NET DEBT SERVICE

**BRIGHTON CROSSING METROPOLITAN DISTRICT Nos. 5-8
GENERAL OBLIGATION BONDS, SERIES 2020A
50.000 (target) Mills
Non-Rated, 120x, 30-yr. Maturity
(Future Development thru 2021)
[Preliminary -- for discussion only]**

| Period
Ending | Principal | Interest | Total
Debt Service | Capitalized
Interest
Fund | Net
Debt Service |
|--------------------------|------------------|-----------------|-------------------------------|------------------------------------------|-----------------------------|
| 12/01/2021 | | 544,200 | 544,200 | 544,200 | |
| 12/01/2022 | | 544,200 | 544,200 | | 544,200 |
| 12/01/2023 | 180,000 | 544,200 | 724,200 | | 724,200 |
| 12/01/2024 | 205,000 | 537,000 | 742,000 | | 742,000 |
| 12/01/2025 | 210,000 | 528,800 | 738,800 | | 738,800 |
| 12/01/2026 | 235,000 | 520,400 | 755,400 | | 755,400 |
| 12/01/2027 | 245,000 | 511,000 | 756,000 | | 756,000 |
| 12/01/2028 | 270,000 | 501,200 | 771,200 | | 771,200 |
| 12/01/2029 | 280,000 | 490,400 | 770,400 | | 770,400 |
| 12/01/2030 | 305,000 | 479,200 | 784,200 | | 784,200 |
| 12/01/2031 | 320,000 | 467,000 | 787,000 | | 787,000 |
| 12/01/2032 | 350,000 | 454,200 | 804,200 | | 804,200 |
| 12/01/2033 | 360,000 | 440,200 | 800,200 | | 800,200 |
| 12/01/2034 | 390,000 | 425,800 | 815,800 | | 815,800 |
| 12/01/2035 | 410,000 | 410,200 | 820,200 | | 820,200 |
| 12/01/2036 | 440,000 | 393,800 | 833,800 | | 833,800 |
| 12/01/2037 | 460,000 | 376,200 | 836,200 | | 836,200 |
| 12/01/2038 | 495,000 | 357,800 | 852,800 | | 852,800 |
| 12/01/2039 | 515,000 | 338,000 | 853,000 | | 853,000 |
| 12/01/2040 | 550,000 | 317,400 | 867,400 | | 867,400 |
| 12/01/2041 | 575,000 | 295,400 | 870,400 | | 870,400 |
| 12/01/2042 | 615,000 | 272,400 | 887,400 | | 887,400 |
| 12/01/2043 | 640,000 | 247,800 | 887,800 | | 887,800 |
| 12/01/2044 | 680,000 | 222,200 | 902,200 | | 902,200 |
| 12/01/2045 | 710,000 | 195,000 | 905,000 | | 905,000 |
| 12/01/2046 | 755,000 | 166,600 | 921,600 | | 921,600 |
| 12/01/2047 | 785,000 | 136,400 | 921,400 | | 921,400 |
| 12/01/2048 | 835,000 | 105,000 | 940,000 | | 940,000 |
| 12/01/2049 | 870,000 | 71,600 | 941,600 | | 941,600 |
| 12/01/2050 | 920,000 | 36,800 | 956,800 | | 956,800 |
| | 13,605,000 | 10,930,400 | 24,535,400 | 544,200 | 23,991,200 |

BOND SOLUTION

BRIGHTON CROSSING METROPOLITAN DISTRICT Nos. 5-8
GENERAL OBLIGATION BONDS, SERIES 2020A
50.000 (target) Mills
Non-Rated, 120x, 30-yr. Maturity
(Future Development thru 2021)
[Preliminary -- for discussion only]

| Period Ending | Proposed Principal | Proposed Debt Service | Debt Service Adjustments | Total Adj Debt Service | Revenue Constraints | Unused Revenues | Debt Serv Coverage |
|---------------|--------------------|-----------------------|--------------------------|------------------------|---------------------|-----------------|--------------------|
| 12/01/2021 | | 544,200 | -544,200 | | 243,506 | 243,506 | |
| 12/01/2022 | | 544,200 | | 544,200 | 625,161 | 80,961 | 114.87709% |
| 12/01/2023 | 180,000 | 724,200 | | 724,200 | 874,475 | 150,275 | 120.75046% |
| 12/01/2024 | 205,000 | 742,000 | | 742,000 | 891,964 | 149,964 | 120.21082% |
| 12/01/2025 | 210,000 | 738,800 | | 738,800 | 891,964 | 153,164 | 120.73150% |
| 12/01/2026 | 235,000 | 755,400 | | 755,400 | 909,804 | 154,404 | 120.43998% |
| 12/01/2027 | 245,000 | 756,000 | | 756,000 | 909,804 | 153,804 | 120.34439% |
| 12/01/2028 | 270,000 | 771,200 | | 771,200 | 928,000 | 156,800 | 120.33191% |
| 12/01/2029 | 280,000 | 770,400 | | 770,400 | 928,000 | 157,600 | 120.45686% |
| 12/01/2030 | 305,000 | 784,200 | | 784,200 | 946,560 | 162,360 | 120.70386% |
| 12/01/2031 | 320,000 | 787,000 | | 787,000 | 946,560 | 159,560 | 120.27442% |
| 12/01/2032 | 350,000 | 804,200 | | 804,200 | 965,491 | 161,291 | 120.05606% |
| 12/01/2033 | 360,000 | 800,200 | | 800,200 | 965,491 | 165,291 | 120.65619% |
| 12/01/2034 | 390,000 | 815,800 | | 815,800 | 984,801 | 169,001 | 120.71595% |
| 12/01/2035 | 410,000 | 820,200 | | 820,200 | 984,801 | 164,601 | 120.06836% |
| 12/01/2036 | 440,000 | 833,800 | | 833,800 | 1,004,497 | 170,697 | 120.47214% |
| 12/01/2037 | 460,000 | 836,200 | | 836,200 | 1,004,497 | 168,297 | 120.12637% |
| 12/01/2038 | 495,000 | 852,800 | | 852,800 | 1,024,587 | 171,787 | 120.14384% |
| 12/01/2039 | 515,000 | 853,000 | | 853,000 | 1,024,587 | 171,587 | 120.11567% |
| 12/01/2040 | 550,000 | 867,400 | | 867,400 | 1,045,078 | 177,678 | 120.48402% |
| 12/01/2041 | 575,000 | 870,400 | | 870,400 | 1,045,078 | 174,678 | 120.06875% |
| 12/01/2042 | 615,000 | 887,400 | | 887,400 | 1,065,980 | 178,580 | 120.12395% |
| 12/01/2043 | 640,000 | 887,800 | | 887,800 | 1,065,980 | 178,180 | 120.06983% |
| 12/01/2044 | 680,000 | 902,200 | | 902,200 | 1,087,300 | 185,100 | 120.51646% |
| 12/01/2045 | 710,000 | 905,000 | | 905,000 | 1,087,300 | 182,300 | 120.14359% |
| 12/01/2046 | 755,000 | 921,600 | | 921,600 | 1,109,046 | 187,446 | 120.33914% |
| 12/01/2047 | 785,000 | 921,400 | | 921,400 | 1,109,046 | 187,646 | 120.36526% |
| 12/01/2048 | 835,000 | 940,000 | | 940,000 | 1,131,226 | 191,226 | 120.34324% |
| 12/01/2049 | 870,000 | 941,600 | | 941,600 | 1,131,226 | 189,626 | 120.13875% |
| 12/01/2050 | 920,000 | 956,800 | | 956,800 | 1,153,851 | 197,051 | 120.59479% |
| | 13,605,000 | 24,535,400 | -544,200 | 23,991,200 | 29,085,657 | 5,094,457 | |

SOURCES AND USES OF FUNDS

**BRIGHTON CROSSING METROPOLITAN DISTRICT Nos. 5-8
SUBORDINATE BONDS, SERIES 2020B
Non-Rated, Cash-Flow Bonds, Annual Pay, 12/15/2050 (Stated) Maturity
(Future Development thru 2021)
[Preliminary -- for discussion only]**

Dated Date 12/01/2020
Delivery Date 12/01/2020

Sources:

| | |
|-----------------------|--------------|
| Bond Proceeds: | |
| Par Amount | 1,228,000.00 |
| | 1,228,000.00 |

Uses:

| | |
|-------------------------------|--------------|
| Project Fund Deposits: | |
| Project Funds | 1,191,160.00 |
| Cost of Issuance: | |
| Other Cost of Issuance | 36,840.00 |
| | 1,228,000.00 |

BOND PRICING

**BRIGHTON CROSSING METROPOLITAN DISTRICT Nos. 5-8
SUBORDINATE BONDS, SERIES 2020B
Non-Rated, Cash-Flow Bonds, Annual Pay, 12/15/2050 (Stated) Maturity
(Future Development thru 2021)
[Preliminary -- for discussion only]**

| Bond Component | Maturity Date | Amount | Rate | Yield | Price |
|---------------------|---------------|-----------|--------|--------|---------|
| Term Bond due 2050: | 12/15/2050 | 1,228,000 | 7.000% | 7.000% | 100.000 |
| | | 1,228,000 | | | |

| | | | |
|-------------------------|--------------|-------------|--|
| Dated Date | 12/01/2020 | | |
| Delivery Date | 12/01/2020 | | |
| First Coupon | 12/15/2020 | | |
| Par Amount | 1,228,000.00 | | |
| Original Issue Discount | | | |
| Production | 1,228,000.00 | 100.000000% | |
| Underwriter's Discount | | | |
| Purchase Price | 1,228,000.00 | 100.000000% | |
| Accrued Interest | | | |
| Net Proceeds | 1,228,000.00 | | |

BRIGHTON CROSSING METROPOLITAN DISTRICT Nos. 5-8

Full Growth Development Projection – 08/25/2017



G.O. Bonds, Non-Rated, Look-Back Plan (A&B)

| YEAR | <<<<<< Residential >>>>>> | | | | < Platted/Developed Lots > | | Total Collected Assessed Value | Debt Svc Mill Levy [50.000 target] [50.000 Cap] | Total Collections @ 98% | S.O. Taxes Collected @ 6% | Total Available Revenue |
|------|---------------------------|--------------------------------------|-------------------------|-------------------------------------------|----------------------------|-------------------------------------------|--------------------------------|-------------------------------------------------|-------------------------|---------------------------|-------------------------|
| | Total Res'l Units | Mkt Value Biennial Reasses'mt @ 2.0% | Cumulative Market Value | As'ed Value* @ 7.20% of Market (2-yr lag) | Cumulative Market Value | As'ed Value @ 29.00% of Market (2-yr lag) | | | | | |
| | | | | | | | | | | | |
| 2014 | 0 | | 0 | | 0 | | | | | | 0 |
| 2015 | 0 | | 0 | | 0 | | | | | | 0 |
| 2016 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 50.000 | 0 | 0 | 0 |
| 2017 | 0 | | 0 | 0 | 0 | 0 | 0 | 50.000 | 0 | 0 | 0 |
| 2018 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 50.000 | 0 | 0 | 0 |
| 2019 | 0 | | 0 | 0 | 0 | 0 | 0 | 50.000 | 0 | 0 | 0 |
| 2020 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 50.000 | 0 | 0 | 0 |
| 2021 | 0 | | 0 | 0 | 10,681,500 | 0 | 0 | 50.000 | 0 | 0 | 0 |
| 2022 | 301 | 0 | 122,696,860 | 0 | 8,638,000 | 0 | 0 | 50.000 | 0 | 0 | 0 |
| 2023 | 262 | | 223,904,797 | 0 | 7,350,500 | 3,097,635 | 3,097,635 | 50.000 | 151,784 | 9,107 | 160,891 |
| 2024 | 215 | 4,478,096 | 316,228,172 | 8,834,174 | 4,855,000 | 2,505,020 | 11,339,194 | 50.000 | 555,621 | 33,337 | 588,958 |
| 2025 | 130 | | 375,410,351 | 16,121,145 | 0 | 2,131,645 | 18,252,790 | 50.000 | 894,387 | 53,663 | 948,050 |
| 2026 | 0 | 7,508,207 | 382,918,558 | 22,768,428 | 0 | 1,407,950 | 24,176,378 | 50.000 | 1,184,643 | 71,079 | 1,255,721 |
| 2027 | 0 | | 382,918,558 | 27,029,545 | 0 | 0 | 27,029,545 | 50.000 | 1,324,448 | 79,467 | 1,403,915 |
| 2028 | 0 | 7,658,371 | 390,576,929 | 27,570,136 | 0 | 0 | 27,570,136 | 50.000 | 1,350,937 | 81,056 | 1,431,993 |
| 2029 | 0 | | 390,576,929 | 27,570,136 | 0 | 0 | 27,570,136 | 50.000 | 1,350,937 | 81,056 | 1,431,993 |
| 2030 | 0 | 7,811,539 | 398,388,468 | 28,121,539 | 0 | 0 | 28,121,539 | 50.000 | 1,377,955 | 82,677 | 1,460,633 |
| 2031 | 0 | | 398,388,468 | 28,121,539 | 0 | 0 | 28,121,539 | 50.000 | 1,377,955 | 82,677 | 1,460,633 |
| 2032 | 0 | 7,967,769 | 406,356,237 | 28,683,970 | 0 | 0 | 28,683,970 | 50.000 | 1,405,515 | 84,331 | 1,489,845 |
| 2033 | 0 | | 406,356,237 | 28,683,970 | 0 | 0 | 28,683,970 | 50.000 | 1,405,515 | 84,331 | 1,489,845 |
| 2034 | 0 | 8,127,125 | 414,483,362 | 29,257,649 | 0 | 0 | 29,257,649 | 50.000 | 1,433,625 | 86,017 | 1,519,642 |
| 2035 | 0 | | 414,483,362 | 29,257,649 | 0 | 0 | 29,257,649 | 50.000 | 1,433,625 | 86,017 | 1,519,642 |
| 2036 | 0 | 8,289,667 | 422,773,029 | 29,842,802 | 0 | 0 | 29,842,802 | 50.000 | 1,462,297 | 87,738 | 1,550,035 |
| 2037 | 0 | | 422,773,029 | 29,842,802 | 0 | 0 | 29,842,802 | 50.000 | 1,462,297 | 87,738 | 1,550,035 |
| 2038 | 0 | 8,455,461 | 431,228,490 | 30,439,658 | 0 | 0 | 30,439,658 | 50.000 | 1,491,543 | 89,493 | 1,581,036 |
| 2039 | 0 | | 431,228,490 | 30,439,658 | 0 | 0 | 30,439,658 | 50.000 | 1,491,543 | 89,493 | 1,581,036 |
| 2040 | 0 | 8,624,570 | 439,853,060 | 31,048,451 | 0 | 0 | 31,048,451 | 50.000 | 1,521,374 | 91,282 | 1,612,657 |
| 2041 | | | 439,853,060 | 31,048,451 | 0 | 0 | 31,048,451 | 50.000 | 1,521,374 | 91,282 | 1,612,657 |
| 2042 | | 8,797,061 | 448,650,121 | 31,669,420 | 0 | 0 | 31,669,420 | 50.000 | 1,551,802 | 93,108 | 1,644,910 |
| 2043 | | | 448,650,121 | 31,669,420 | 0 | 0 | 31,669,420 | 50.000 | 1,551,802 | 93,108 | 1,644,910 |
| 2044 | | 8,973,002 | 457,623,123 | 32,302,809 | 0 | 0 | 32,302,809 | 50.000 | 1,582,838 | 94,970 | 1,677,808 |
| 2045 | | | 457,623,123 | 32,302,809 | 0 | 0 | 32,302,809 | 50.000 | 1,582,838 | 94,970 | 1,677,808 |
| 2046 | | 9,152,462 | 466,775,586 | 32,948,865 | 0 | 0 | 32,948,865 | 50.000 | 1,614,494 | 96,870 | 1,711,364 |
| 2047 | | | 466,775,586 | 32,948,865 | 0 | 0 | 32,948,865 | 50.000 | 1,614,494 | 96,870 | 1,711,364 |
| 2048 | | 9,335,512 | 476,111,098 | 33,607,842 | 0 | 0 | 33,607,842 | 50.000 | 1,646,784 | 98,807 | 1,745,591 |
| 2049 | | | 476,111,098 | 33,607,842 | 0 | 0 | 33,607,842 | 50.000 | 1,646,784 | 98,807 | 1,745,591 |
| 2050 | | 9,522,222 | 485,633,319 | 34,279,999 | 0 | 0 | 34,279,999 | 50.000 | 1,679,720 | 100,783 | 1,780,503 |
| 2051 | | | 485,633,319 | 34,279,999 | 0 | 0 | 34,279,999 | 50.000 | 1,679,720 | 100,783 | 1,780,503 |
| 2052 | | 9,712,666 | 495,345,986 | 34,965,599 | 0 | 0 | 34,965,599 | 50.000 | 1,713,314 | 102,799 | 1,816,113 |
| 2053 | | | 495,345,986 | 34,965,599 | 0 | 0 | 34,965,599 | 50.000 | 1,713,314 | 102,799 | 1,816,113 |
| 2054 | | 9,906,920 | 505,252,906 | 35,664,911 | 0 | 0 | 35,664,911 | 50.000 | 1,747,581 | 104,855 | 1,852,435 |
| | 908 | 134,320,650 | | | | | | | 45,522,859 | 2,731,372 | 48,254,230 |

[*] RAR @ 7.96% thru 2017

BRIGHTON CROSSING METROPOLITAN DISTRICT Nos. 5-8

Full Growth Development Projection – 08/25/2017



G.O. Bonds, Non-Rated, Look-Back Plan (A&B)

| YEAR | Net Available
for Debt Svc | Ser. 2024
\$22,030,000 Par
[Net \$20,949 MM]
Net Debt
Service | Annual
Surplus | Surplus
Release @
50% DIA
to \$2,203,000 | Cumulative
Surplus
\$2,203,000 Target | Debt/
Assessed
Ratio | Debt/
Act'l Value
Ratio | Net D/S
Coverage
@ Target | Net D/S
Coverage
@ Cap |
|------|-------------------------------|---------------------------------------------------------------------------|-------------------|---------------------------------------------------|---------------------------------------------|----------------------------|-------------------------------|---------------------------------|------------------------------|
| 2014 | | | | | | | | | |
| 2015 | 0 | | n/a | | | n/a | n/a | n/a | n/a |
| 2016 | 0 | | n/a | | | n/a | n/a | n/a | n/a |
| 2017 | 0 | | n/a | | 0 | n/a | n/a | n/a | n/a |
| 2018 | 0 | | n/a | | 0 | n/a | n/a | n/a | n/a |
| 2019 | 0 | | n/a | | 0 | n/a | n/a | n/a | n/a |
| 2020 | 0 | | n/a | | 0 | n/a | 0% | n/a | n/a |
| 2021 | 0 | | n/a | | 0 | n/a | 0% | n/a | n/a |
| 2022 | 0 | | n/a | | 0 | 0% | 0% | n/a | n/a |
| 2023 | 160,891 | | n/a | | 0 | 0% | 0% | n/a | n/a |
| 2024 | 588,958 | \$0 | 588,958 | | 588,958 | 121% | 6% | n/a | n/a |
| 2025 | 948,050 | 440,600 | 507,450 | 0 | 1,096,408 | 91% | 6% | 215% | 215% |
| 2026 | 1,255,721 | 1,046,200 | 209,521 | 0 | 1,305,929 | 81% | 6% | 120% | 120% |
| 2027 | 1,403,915 | 1,169,600 | 234,315 | 0 | 1,540,243 | 78% | 6% | 120% | 120% |
| 2028 | 1,431,993 | 1,192,800 | 239,193 | 0 | 1,779,436 | 77% | 5% | 120% | 120% |
| 2029 | 1,431,993 | 1,189,600 | 242,393 | 0 | 2,021,829 | 74% | 5% | 120% | 120% |
| 2030 | 1,460,633 | 1,216,000 | 244,633 | 63,462 | 2,203,000 | 73% | 5% | 120% | 120% |
| 2031 | 1,460,633 | 1,215,800 | 244,833 | 244,833 | 2,203,000 | 70% | 5% | 120% | 120% |
| 2032 | 1,489,845 | 1,240,000 | 249,845 | 249,845 | 2,203,000 | 69% | 5% | 120% | 120% |
| 2033 | 1,489,845 | 1,237,600 | 252,245 | 252,245 | 2,203,000 | 66% | 5% | 120% | 120% |
| 2034 | 1,519,642 | 1,264,600 | 255,042 | 255,042 | 2,203,000 | 64% | 5% | 120% | 120% |
| 2035 | 1,519,642 | 1,264,800 | 254,842 | 254,842 | 2,203,000 | 61% | 4% | 120% | 120% |
| 2036 | 1,550,035 | 1,289,200 | 260,835 | 260,835 | 2,203,000 | 59% | 4% | 120% | 120% |
| 2037 | 1,550,035 | 1,286,800 | 263,235 | 263,235 | 2,203,000 | 56% | 4% | 120% | 120% |
| 2038 | 1,581,036 | 1,313,600 | 267,436 | 267,436 | 2,203,000 | 54% | 4% | 120% | 120% |
| 2039 | 1,581,036 | 1,313,400 | 267,636 | 267,636 | 2,203,000 | 51% | 4% | 120% | 120% |
| 2040 | 1,612,657 | 1,342,200 | 270,457 | 270,457 | 2,203,000 | 49% | 3% | 120% | 120% |
| 2041 | 1,612,657 | 1,338,800 | 273,857 | 273,857 | 2,203,000 | 45% | 3% | 120% | 120% |
| 2042 | 1,644,910 | 1,369,400 | 275,510 | 275,510 | 2,203,000 | 43% | 3% | 120% | 120% |
| 2043 | 1,644,910 | 1,367,600 | 277,310 | 277,310 | 2,203,000 | 39% | 3% | 120% | 120% |
| 2044 | 1,677,808 | 1,394,600 | 283,208 | 283,208 | 2,203,000 | 37% | 3% | 120% | 120% |
| 2045 | 1,677,808 | 1,394,200 | 283,608 | 283,608 | 2,203,000 | 33% | 2% | 120% | 120% |
| 2046 | 1,711,364 | 1,422,400 | 288,964 | 288,964 | 2,203,000 | 30% | 2% | 120% | 120% |
| 2047 | 1,711,364 | 1,423,000 | 288,364 | 288,364 | 2,203,000 | 27% | 2% | 120% | 120% |
| 2048 | 1,745,591 | 1,452,000 | 293,591 | 293,591 | 2,203,000 | 23% | 2% | 120% | 120% |
| 2049 | 1,745,591 | 1,453,200 | 292,391 | 292,391 | 2,203,000 | 20% | 1% | 120% | 120% |
| 2050 | 1,780,503 | 1,482,600 | 297,903 | 297,903 | 2,203,000 | 16% | 1% | 120% | 120% |
| 2051 | 1,780,503 | 1,479,000 | 301,503 | 301,503 | 2,203,000 | 12% | 1% | 120% | 120% |
| 2052 | 1,816,113 | 1,508,600 | 307,513 | 307,513 | 2,203,000 | 8% | 1% | 120% | 120% |
| 2053 | 1,816,113 | 1,510,000 | 306,113 | 306,113 | 2,203,000 | 4% | 0% | 120% | 120% |
| 2054 | 1,852,435 | 1,539,200 | 313,235 | 2,516,235 | 0 | 0% | 0% | 120% | 120% |
| | 48,254,230 | 39,157,400 | 8,935,939 | 8,935,939 | | | | | |

[EAug2517 24nr1bE]

BRIGHTON CROSSING METROPOLITAN DISTRICT Nos. 5-8

Full Growth Development Projection -- 08/25/2017

G.O. Bonds, Non-Rated, Look-Back Plan (A&B)



Cash-Flow Subs. >>>

| YEAR | Surplus Available for Sub Debt Service | Application of Prior Year Surplus | Date Bonds Issued | Total Available for Sub Debt Service | Sub Bond Interest on Balance 7.00% | Less Payments Toward Sub Bond Interest | Accrued Interest + Int. on Bal. @ 7.00% | Less Payments Toward Accrued Interest | Balance of Accrued Interest | Sub Bonds Principal Issued | Less Payments Toward Bond Principal | Balance of Sub Bond Principal | Total Sub. Debt Pmts. | Surplus Cash Flow | Surplus Release | Cum. Surplus |
|------|----------------------------------------|-----------------------------------|-------------------|--------------------------------------|------------------------------------|----------------------------------------|-----------------------------------------|---------------------------------------|-----------------------------|----------------------------|-------------------------------------|-------------------------------|-----------------------|-------------------|-----------------|--------------|
| 2014 | | | | | | | | | | | | | | | | |
| 2015 | | | | | | | | | | | | | | | | |
| 2016 | | | | | | | | | | | | | | | | |
| 2017 | | | | | | | | | | | | | | | | |
| 2018 | | | | | | | | | | | | | | | | |
| 2019 | | | | | | | | | | | | | | | | |
| 2020 | | | | | | | | | | | | | | | | |
| 2021 | | | | | | | | | | | | | | | | |
| 2022 | | | | | | | | | | | | | | | | |
| 2023 | | | | | | | | | | | | | | | | |
| 2024 | 0 | | 12/1/24 | 0 | \$6,479 | \$0 | \$6,479 | \$0 | \$6,479 | \$2,380,000 | 0 | \$2,380,000 | \$0 | 0 | 0 | 0 |
| 2025 | 0 | 0 | | 0 | 166,600 | 0 | 167,054 | 0 | 173,532 | | 0 | 2,380,000 | 0 | 0 | 0 | 0 |
| 2026 | 0 | 0 | | 0 | 166,600 | 0 | 178,747 | 0 | 352,280 | | 0 | 2,380,000 | 0 | 0 | 0 | 0 |
| 2027 | 0 | 0 | | 0 | 166,600 | 0 | 191,260 | 0 | 543,539 | | 0 | 2,380,000 | 0 | 0 | 0 | 0 |
| 2028 | 0 | 0 | | 0 | 166,600 | 0 | 204,648 | 0 | 748,187 | | 0 | 2,380,000 | 0 | 0 | 0 | 0 |
| 2029 | 0 | 0 | | 0 | 166,600 | 0 | 218,973 | 0 | 967,160 | | 0 | 2,380,000 | 0 | 0 | 0 | 0 |
| 2030 | 63,462 | 0 | | 63,462 | 166,600 | 63,462 | 170,839 | 0 | 1,137,999 | | 0 | 2,380,000 | 63,462 | 0 | 0 | 0 |
| 2031 | 244,833 | 0 | | 244,833 | 166,600 | 166,600 | 79,660 | 78,233 | 1,139,427 | | 0 | 2,380,000 | 244,833 | 0 | 0 | 0 |
| 2032 | 249,845 | 0 | | 249,845 | 166,600 | 166,600 | 79,760 | 83,245 | 1,135,941 | | 0 | 2,380,000 | 249,845 | 0 | 0 | 0 |
| 2033 | 252,245 | 0 | | 252,245 | 166,600 | 166,600 | 79,516 | 85,645 | 1,129,812 | | 0 | 2,380,000 | 252,245 | 0 | 0 | 0 |
| 2034 | 255,042 | 0 | | 255,042 | 166,600 | 166,600 | 79,087 | 88,442 | 1,120,456 | | 0 | 2,380,000 | 255,042 | 0 | 0 | 0 |
| 2035 | 254,842 | 0 | | 254,842 | 166,600 | 166,600 | 78,432 | 88,242 | 1,110,646 | | 0 | 2,380,000 | 254,842 | 0 | 0 | 0 |
| 2036 | 260,835 | 0 | | 260,835 | 166,600 | 166,600 | 77,745 | 94,235 | 1,094,156 | | 0 | 2,380,000 | 260,835 | 0 | 0 | 0 |
| 2037 | 263,235 | 0 | | 263,235 | 166,600 | 166,600 | 76,591 | 96,635 | 1,074,112 | | 0 | 2,380,000 | 263,235 | 0 | 0 | 0 |
| 2038 | 267,436 | 0 | | 267,436 | 166,600 | 166,600 | 75,188 | 100,836 | 1,048,464 | | 0 | 2,380,000 | 267,436 | 0 | 0 | 0 |
| 2039 | 267,636 | 0 | | 267,636 | 166,600 | 166,600 | 73,392 | 101,036 | 1,020,820 | | 0 | 2,380,000 | 267,636 | 0 | 0 | 0 |
| 2040 | 270,457 | 0 | | 270,457 | 166,600 | 166,600 | 71,457 | 103,857 | 988,421 | | 0 | 2,380,000 | 270,457 | 0 | 0 | 0 |
| 2041 | 273,857 | 0 | | 273,857 | 166,600 | 166,600 | 69,189 | 107,257 | 950,354 | | 0 | 2,380,000 | 273,857 | 0 | 0 | 0 |
| 2042 | 275,510 | 0 | | 275,510 | 166,600 | 166,600 | 66,525 | 108,910 | 907,969 | | 0 | 2,380,000 | 275,510 | 0 | 0 | 0 |
| 2043 | 277,310 | 0 | | 277,310 | 166,600 | 166,600 | 63,558 | 110,710 | 860,817 | | 0 | 2,380,000 | 277,310 | 0 | 0 | 0 |
| 2044 | 283,208 | 0 | | 283,208 | 166,600 | 166,600 | 60,257 | 116,608 | 804,467 | | 0 | 2,380,000 | 283,208 | 0 | 0 | 0 |
| 2045 | 283,608 | 0 | | 283,608 | 166,600 | 166,600 | 56,313 | 117,008 | 743,771 | | 0 | 2,380,000 | 283,608 | 0 | 0 | 0 |
| 2046 | 288,964 | 0 | | 288,964 | 166,600 | 166,600 | 52,064 | 122,364 | 673,471 | | 0 | 2,380,000 | 288,964 | 0 | 0 | 0 |
| 2047 | 288,364 | 0 | | 288,364 | 166,600 | 166,600 | 47,143 | 121,764 | 598,850 | | 0 | 2,380,000 | 288,364 | 0 | 0 | 0 |
| 2048 | 293,591 | 0 | | 293,591 | 166,600 | 166,600 | 41,920 | 126,991 | 513,779 | | 0 | 2,380,000 | 293,591 | 0 | 0 | 0 |
| 2049 | 292,391 | 0 | | 292,391 | 166,600 | 166,600 | 35,965 | 125,791 | 423,952 | | 0 | 2,380,000 | 292,391 | 0 | 0 | 0 |
| 2050 | 297,903 | 0 | | 297,903 | 166,600 | 166,600 | 29,677 | 131,303 | 322,325 | | 0 | 2,380,000 | 297,903 | 0 | 0 | 0 |
| 2051 | 301,503 | 0 | | 301,503 | 166,600 | 166,600 | 22,563 | 134,903 | 209,985 | | 0 | 2,380,000 | 301,503 | 0 | 0 | 0 |
| 2052 | 307,513 | 0 | | 307,513 | 166,600 | 166,600 | 14,699 | 140,913 | 83,771 | | 0 | 2,380,000 | 307,513 | 0 | 0 | 0 |
| 2053 | 306,113 | 0 | | 306,113 | 166,600 | 166,600 | 5,864 | 89,635 | 0 | | 49,000 | 2,331,000 | 305,235 | 879 | 0 | 879 |
| 2054 | 2,516,235 | 0 | | 2,516,235 | 163,170 | 163,170 | 0 | 0 | 0 | | 2,331,000 | 0 | 2,494,170 | 22,065 | 22,944 | 0 |
| | 8,935,939 | 0 | | 8,935,939 | 5,001,049 | 4,058,432 | 2,474,563 | 2,474,563 | | 2,380,000 | 2,380,000 | | 8,912,995 | 22,944 | 22,944 | |

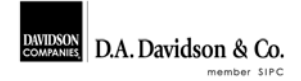
BRIGHTON CROSSING METROPOLITAN DISTRICT Nos. 5-8

Operations Revenue and Expense Projection



| YEAR | Total Assessed Value | Oper'n's Mill Levy | Total Collections @ 98% | S.O. Taxes Collected @ 6% | Total Available For O&M | Total Mills |
|------|----------------------|--------------------|-------------------------|---------------------------|-------------------------|-------------|
| 2014 | | | | | | |
| 2015 | | 0 | | | | |
| 2016 | | 0 | 7,000 | 0 | 0 | 57,000 |
| 2017 | | 0 | 7,000 | 0 | 0 | 57,000 |
| 2018 | | 0 | 7,000 | 0 | 0 | 57,000 |
| 2019 | | 0 | 7,000 | 0 | 0 | 57,000 |
| 2020 | | 0 | 7,000 | 0 | 0 | 57,000 |
| 2021 | | 0 | 7,000 | 0 | 0 | 57,000 |
| 2022 | | 0 | 7,000 | 0 | 0 | 57,000 |
| 2023 | 3,097,635 | 7,000 | 21,250 | 1,275 | 22,525 | 57,000 |
| 2024 | 11,339,194 | 7,000 | 77,787 | 4,667 | 82,454 | 57,000 |
| 2025 | 18,252,790 | 7,000 | 125,214 | 7,513 | 132,727 | 57,000 |
| 2026 | 24,176,378 | 7,000 | 165,850 | 9,951 | 175,801 | 57,000 |
| 2027 | 27,029,545 | 7,000 | 185,423 | 11,125 | 196,548 | 57,000 |
| 2028 | 27,570,136 | 7,000 | 189,131 | 11,348 | 200,479 | 57,000 |
| 2029 | 27,570,136 | 7,000 | 189,131 | 11,348 | 200,479 | 57,000 |
| 2030 | 28,121,539 | 7,000 | 192,914 | 11,575 | 204,489 | 57,000 |
| 2031 | 28,121,539 | 7,000 | 192,914 | 11,575 | 204,489 | 57,000 |
| 2032 | 28,683,970 | 7,000 | 196,772 | 11,806 | 208,578 | 57,000 |
| 2033 | 28,683,970 | 7,000 | 196,772 | 11,806 | 208,578 | 57,000 |
| 2034 | 29,257,649 | 7,000 | 200,707 | 12,042 | 212,750 | 57,000 |
| 2035 | 29,257,649 | 7,000 | 200,707 | 12,042 | 212,750 | 57,000 |
| 2036 | 29,842,802 | 7,000 | 204,722 | 12,283 | 217,005 | 57,000 |
| 2037 | 29,842,802 | 7,000 | 204,722 | 12,283 | 217,005 | 57,000 |
| 2038 | 30,439,658 | 7,000 | 208,816 | 12,529 | 221,345 | 57,000 |
| 2039 | 30,439,658 | 7,000 | 208,816 | 12,529 | 221,345 | 57,000 |
| 2040 | 31,048,451 | 7,000 | 212,992 | 12,780 | 225,772 | 57,000 |
| 2041 | 31,048,451 | 7,000 | 212,992 | 12,780 | 225,772 | 57,000 |
| 2042 | 31,669,420 | 7,000 | 217,252 | 13,035 | 230,287 | 57,000 |
| 2043 | 31,669,420 | 7,000 | 217,252 | 13,035 | 230,287 | 57,000 |
| 2044 | 32,302,809 | 7,000 | 221,597 | 13,296 | 234,893 | 57,000 |
| 2045 | 32,302,809 | 7,000 | 221,597 | 13,296 | 234,893 | 57,000 |
| 2046 | 32,948,865 | 7,000 | 226,029 | 13,562 | 239,591 | 57,000 |
| 2047 | 32,948,865 | 7,000 | 226,029 | 13,562 | 239,591 | 57,000 |
| 2048 | 33,607,842 | 7,000 | 230,550 | 13,833 | 244,383 | 57,000 |
| 2049 | 33,607,842 | 7,000 | 230,550 | 13,833 | 244,383 | 57,000 |
| 2050 | 34,279,999 | 7,000 | 235,161 | 14,110 | 249,270 | 57,000 |
| 2051 | 34,279,999 | 7,000 | 235,161 | 14,110 | 249,270 | 57,000 |
| 2052 | 34,965,599 | 7,000 | 239,864 | 14,392 | 254,256 | 57,000 |
| 2053 | 34,965,599 | 7,000 | 239,864 | 14,392 | 254,256 | 57,000 |
| 2054 | 35,664,911 | 7,000 | 244,661 | 14,680 | 259,341 | 57,000 |
| | | | 6,373,200 | 382,392 | 6,755,592 | |

BRIGHTON CROSSING METROPOLITAN DISTRICT Nos. 5-8
Development Summary
 Future Growth Development Projection - Buildout (updated 8/25/17)



Residential Development

| Product Type | PA1 - MF | PA5 - 55' SFD | PA5 - 67' SFD | PA5 - 75' SFD | PA6 - MF | PA7 - 55' SFD | PA7 - AA Duplex | PA8 - 55' SFD | PA8 - 67' SFD | PA8 - 75' SFD |
|--------------|-----------|---------------|---------------|---------------|-----------|---------------|-----------------|---------------|---------------|---------------|
| MV \$ ('15) | \$175,000 | \$400,000 | \$425,000 | \$465,000 | \$175,000 | \$400,000 | \$350,000 | \$400,000 | \$425,000 | \$465,000 |

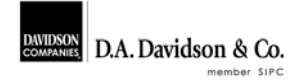
| | | | | | | | | | | |
|------|----|---|---|---|----|----|----|----|----|----|
| 2017 | - | - | - | - | - | - | - | - | - | - |
| 2018 | - | - | - | - | - | - | - | - | - | - |
| 2019 | - | - | - | - | - | - | - | - | - | - |
| 2020 | - | - | - | - | - | - | - | - | - | - |
| 2021 | - | - | - | - | - | - | - | - | - | - |
| 2022 | 28 | - | - | - | 30 | 10 | 10 | 12 | 20 | 24 |
| 2023 | - | - | - | - | 30 | - | - | - | - | - |
| 2024 | - | - | - | - | 10 | - | - | - | - | - |
| 2025 | - | - | - | - | - | - | - | - | - | - |
| 2026 | - | - | - | - | - | - | - | - | - | - |
| 2027 | - | - | - | - | - | - | - | - | - | - |
| 2028 | - | - | - | - | - | - | - | - | - | - |
| 2029 | - | - | - | - | - | - | - | - | - | - |
| 2030 | - | - | - | - | - | - | - | - | - | - |

| | | | | | | | | | | |
|--|----|---|---|---|----|----|----|----|----|----|
| | 28 | - | - | - | 70 | 10 | 10 | 12 | 20 | 24 |
|--|----|---|---|---|----|----|----|----|----|----|

| | | | | | | | | | | |
|----------------------------------------------|-------------|-----|-----|-----|--------------|-------------|-------------|-------------|-------------|--------------|
| MV @ Full Buildout
(base prices;un-infl.) | \$4,900,000 | \$0 | \$0 | \$0 | \$12,250,000 | \$4,000,000 | \$3,500,000 | \$4,800,000 | \$8,500,000 | \$11,160,000 |
|----------------------------------------------|-------------|-----|-----|-----|--------------|-------------|-------------|-------------|-------------|--------------|

notes:
 Platted/Dev Lots = 10% MV; one-yr prior
 Base MV \$ inflated 2% per annum

BRIGHTON CROSSING METROPOLITAN DISTRICT Nos. 5-8
Development Summary
 Future Growth Development Projection - Buildout (updated 8/25/17)



| Product Type | PA9 - MF | PA11 22' TH | PA11 24' TH | PA11 - Avenue | PA12/13 - 50' SFD | PA12/13 - 65' SFD | PA12/13 - 22' TH | PA14 - MF |
|--------------|-----------|-------------|-------------|---------------|-------------------|-------------------|------------------|-----------|
| MV \$ ('15) | \$175,000 | \$325,000 | \$335,000 | \$400,000 | \$425,000 | \$425,000 | \$325,000 | \$175,000 |

Res'l Totals

| | | | | | | | | | |
|------|---|----|----|----|----|----|----|----|-----|
| 2017 | - | - | - | - | - | - | - | - | - |
| 2018 | - | - | - | - | - | - | - | - | - |
| 2019 | - | - | - | - | - | - | - | - | - |
| 2020 | - | - | - | - | - | - | - | - | - |
| 2021 | - | - | - | - | - | - | - | - | - |
| 2022 | - | 24 | 33 | 36 | 38 | 36 | - | - | 301 |
| 2023 | - | 25 | 33 | 36 | 36 | 36 | 36 | 30 | 262 |
| 2024 | - | - | 33 | 28 | 36 | 36 | 42 | 30 | 215 |
| 2025 | - | - | - | - | 36 | 42 | 42 | 10 | 130 |
| 2026 | - | - | - | - | - | - | - | - | - |
| 2027 | - | - | - | - | - | - | - | - | - |
| 2028 | - | - | - | - | - | - | - | - | - |
| 2029 | - | - | - | - | - | - | - | - | - |
| 2030 | - | - | - | - | - | - | - | - | - |

| | | | | | | | | | |
|--|---|----|----|-----|-----|-----|-----|----|------------|
| | - | 49 | 99 | 100 | 146 | 150 | 120 | 70 | 908 |
|--|---|----|----|-----|-----|-----|-----|----|------------|

| | | | | | | | | | |
|----------------------------------------------|------------|---------------------|---------------------|---------------------|---------------------|---------------------|---------------------|---------------------|----------------------|
| MV @ Full Buildout
(base prices;un-infl.) | \$0 | \$15,925,000 | \$33,165,000 | \$40,000,000 | \$62,050,000 | \$63,750,000 | \$39,000,000 | \$12,250,000 | \$315,250,000 |
|----------------------------------------------|------------|---------------------|---------------------|---------------------|---------------------|---------------------|---------------------|---------------------|----------------------|

Platted/Dev Lots = 10% MV; one-yr prior
 Base MV \$ inflated 2% per annum

SOURCES AND USES OF FUNDS

**BRIGHTON CROSSING METROPOLITAN DISTRICT Nos. 5-8
Combined Results**

~~~~~  
**GENERAL OBLIGATION BONDS, SERIES 2024A  
SUBORDINATE BONDS, SERIES 2024B**

~~~  
[Preliminary -- for discussion only]

Dated Date 12/01/2024
Delivery Date 12/01/2024

| Sources: | SERIES 2022A | SERIES 2022B | Total |
|---------------------------|---------------------|---------------------|---------------|
| Bond Proceeds: | | | |
| Par Amount | 22,030,000.00 | 2,380,000.00 | 24,410,000.00 |
| | 22,030,000.00 | 2,380,000.00 | 24,410,000.00 |
| Uses: | SERIES 2022A | SERIES 2022B | Total |
| Project Fund Deposits: | | | |
| Project Funds | 20,948,800.00 | 2,308,600.00 | 23,257,400.00 |
| Other Fund Deposits: | | | |
| Capitalized Interest Fund | 440,600.00 | | 440,600.00 |
| Delivery Date Expenses: | | | |
| Cost of Issuance | 640,600.00 | 71,400.00 | 712,000.00 |
| | 22,030,000.00 | 2,380,000.00 | 24,410,000.00 |

SOURCES AND USES OF FUNDS

**BRIGHTON CROSSING METROPOLITAN DISTRICT Nos. 5-8
GENERAL OBLIGATION BONDS, SERIES 2024A
50.000 (target) Mills
Non-Rated, 120x, 30-yr. Maturity
(Future Growth: 2022-2026)
[Preliminary -- for discussion only]**

Dated Date 12/01/2024
Delivery Date 12/01/2024

Sources:

| | |
|----------------|---------------|
| Bond Proceeds: | |
| Par Amount | 22,030,000.00 |
| | <hr/> |
| | 22,030,000.00 |
| | <hr/> <hr/> |

Uses:

| | |
|---------------------------|---------------|
| Project Fund Deposits: | |
| Project Funds | 20,948,800.00 |
| Other Fund Deposits: | |
| Capitalized Interest Fund | 440,600.00 |
| Delivery Date Expenses: | |
| Cost of Issuance | 640,600.00 |
| | <hr/> |
| | 22,030,000.00 |
| | <hr/> <hr/> |

BOND SUMMARY STATISTICS

**BRIGHTON CROSSING METROPOLITAN DISTRICT Nos. 5-8
GENERAL OBLIGATION BONDS, SERIES 2024A
50.000 (target) Mills
Non-Rated, 120x, 30-yr. Maturity
(Future Growth: 2022-2026)
[Preliminary -- for discussion only]**

| | |
|-----------------------------------|----------------|
| Dated Date | 12/01/2024 |
| Delivery Date | 12/01/2024 |
| First Coupon | 06/01/2025 |
| Last Maturity | 12/01/2054 |
| Arbitrage Yield | 4.000000% |
| True Interest Cost (TIC) | 4.000000% |
| Net Interest Cost (NIC) | 4.000000% |
| All-In TIC | 4.226908% |
| Average Coupon | 4.000000% |
| Average Life (years) | 19.936 |
| Weighted Average Maturity (years) | 19.936 |
| Duration of Issue (years) | 13.352 |
| Par Amount | 22,030,000.00 |
| Bond Proceeds | 22,030,000.00 |
| Total Interest | 17,568,000.00 |
| Net Interest | 17,568,000.00 |
| Bond Years from Dated Date | 439,200,000.00 |
| Bond Years from Delivery Date | 439,200,000.00 |
| Total Debt Service | 39,598,000.00 |
| Maximum Annual Debt Service | 1,539,200.00 |
| Average Annual Debt Service | 1,319,933.33 |
| Underwriter's Fees (per \$1000) | |
| Average Takedown | |
| Other Fee | |
| Total Underwriter's Discount | 100.000000 |
| Bid Price | 100.000000 |

| Bond Component | Par Value | Price | Average Coupon | Average Life | Average Maturity Date | PV of 1 bp change |
|--------------------|---------------|---------|----------------|--------------|-----------------------|-------------------|
| Term Bond due 2054 | 22,030,000.00 | 100.000 | 4.000% | 19.936 | 11/07/2044 | 38,332.20 |
| | 22,030,000.00 | | | 19.936 | | 38,332.20 |

| | TIC | All-In TIC | Arbitrage Yield |
|----------------------------|---------------|---------------|-----------------|
| Par Value | 22,030,000.00 | 22,030,000.00 | 22,030,000.00 |
| + Accrued Interest | | | |
| + Premium (Discount) | | | |
| - Underwriter's Discount | | | |
| - Cost of Issuance Expense | | -640,600.00 | |
| - Other Amounts | | | |
| Target Value | 22,030,000.00 | 21,389,400.00 | 22,030,000.00 |
| Target Date | 12/01/2024 | 12/01/2024 | 12/01/2024 |
| Yield | 4.000000% | 4.226908% | 4.000000% |

BOND DEBT SERVICE

**BRIGHTON CROSSING METROPOLITAN DISTRICT Nos. 5-8
GENERAL OBLIGATION BONDS, SERIES 2024A**

50.000 (target) Mills

Non-Rated, 120x, 30-yr. Maturity

(Future Growth: 2022-2026)

[Preliminary -- for discussion only]

| Period Ending | Principal | Coupon | Interest | Debt Service | Annual Debt Service |
|----------------------|------------------|---------------|-----------------|---------------------|----------------------------|
| 06/01/2025 | | | 440,600 | 440,600 | |
| 12/01/2025 | | | 440,600 | 440,600 | 881,200 |
| 06/01/2026 | | | 440,600 | 440,600 | |
| 12/01/2026 | 165,000 | 4.000% | 440,600 | 605,600 | 1,046,200 |
| 06/01/2027 | | | 437,300 | 437,300 | |
| 12/01/2027 | 295,000 | 4.000% | 437,300 | 732,300 | 1,169,600 |
| 06/01/2028 | | | 431,400 | 431,400 | |
| 12/01/2028 | 330,000 | 4.000% | 431,400 | 761,400 | 1,192,800 |
| 06/01/2029 | | | 424,800 | 424,800 | |
| 12/01/2029 | 340,000 | 4.000% | 424,800 | 764,800 | 1,189,600 |
| 06/01/2030 | | | 418,000 | 418,000 | |
| 12/01/2030 | 380,000 | 4.000% | 418,000 | 798,000 | 1,216,000 |
| 06/01/2031 | | | 410,400 | 410,400 | |
| 12/01/2031 | 395,000 | 4.000% | 410,400 | 805,400 | 1,215,800 |
| 06/01/2032 | | | 402,500 | 402,500 | |
| 12/01/2032 | 435,000 | 4.000% | 402,500 | 837,500 | 1,240,000 |
| 06/01/2033 | | | 393,800 | 393,800 | |
| 12/01/2033 | 450,000 | 4.000% | 393,800 | 843,800 | 1,237,600 |
| 06/01/2034 | | | 384,800 | 384,800 | |
| 12/01/2034 | 495,000 | 4.000% | 384,800 | 879,800 | 1,264,600 |
| 06/01/2035 | | | 374,900 | 374,900 | |
| 12/01/2035 | 515,000 | 4.000% | 374,900 | 889,900 | 1,264,800 |
| 06/01/2036 | | | 364,600 | 364,600 | |
| 12/01/2036 | 560,000 | 4.000% | 364,600 | 924,600 | 1,289,200 |
| 06/01/2037 | | | 353,400 | 353,400 | |
| 12/01/2037 | 580,000 | 4.000% | 353,400 | 933,400 | 1,286,800 |
| 06/01/2038 | | | 341,800 | 341,800 | |
| 12/01/2038 | 630,000 | 4.000% | 341,800 | 971,800 | 1,313,600 |
| 06/01/2039 | | | 329,200 | 329,200 | |
| 12/01/2039 | 655,000 | 4.000% | 329,200 | 984,200 | 1,313,400 |
| 06/01/2040 | | | 316,100 | 316,100 | |
| 12/01/2040 | 710,000 | 4.000% | 316,100 | 1,026,100 | 1,342,200 |
| 06/01/2041 | | | 301,900 | 301,900 | |
| 12/01/2041 | 735,000 | 4.000% | 301,900 | 1,036,900 | 1,338,800 |
| 06/01/2042 | | | 287,200 | 287,200 | |
| 12/01/2042 | 795,000 | 4.000% | 287,200 | 1,082,200 | 1,369,400 |
| 06/01/2043 | | | 271,300 | 271,300 | |
| 12/01/2043 | 825,000 | 4.000% | 271,300 | 1,096,300 | 1,367,600 |
| 06/01/2044 | | | 254,800 | 254,800 | |
| 12/01/2044 | 885,000 | 4.000% | 254,800 | 1,139,800 | 1,394,600 |
| 06/01/2045 | | | 237,100 | 237,100 | |
| 12/01/2045 | 920,000 | 4.000% | 237,100 | 1,157,100 | 1,394,200 |
| 06/01/2046 | | | 218,700 | 218,700 | |
| 12/01/2046 | 985,000 | 4.000% | 218,700 | 1,203,700 | 1,422,400 |
| 06/01/2047 | | | 199,000 | 199,000 | |
| 12/01/2047 | 1,025,000 | 4.000% | 199,000 | 1,224,000 | 1,423,000 |
| 06/01/2048 | | | 178,500 | 178,500 | |
| 12/01/2048 | 1,095,000 | 4.000% | 178,500 | 1,273,500 | 1,452,000 |
| 06/01/2049 | | | 156,600 | 156,600 | |
| 12/01/2049 | 1,140,000 | 4.000% | 156,600 | 1,296,600 | 1,453,200 |
| 06/01/2050 | | | 133,800 | 133,800 | |
| 12/01/2050 | 1,215,000 | 4.000% | 133,800 | 1,348,800 | 1,482,600 |
| 06/01/2051 | | | 109,500 | 109,500 | |
| 12/01/2051 | 1,260,000 | 4.000% | 109,500 | 1,369,500 | 1,479,000 |
| 06/01/2052 | | | 84,300 | 84,300 | |
| 12/01/2052 | 1,340,000 | 4.000% | 84,300 | 1,424,300 | 1,508,600 |
| 06/01/2053 | | | 57,500 | 57,500 | |
| 12/01/2053 | 1,395,000 | 4.000% | 57,500 | 1,452,500 | 1,510,000 |
| 06/01/2054 | | | 29,600 | 29,600 | |
| 12/01/2054 | 1,480,000 | 4.000% | 29,600 | 1,509,600 | 1,539,200 |
| | 22,030,000 | | 17,568,000 | 39,598,000 | 39,598,000 |

NET DEBT SERVICE

**BRIGHTON CROSSING METROPOLITAN DISTRICT Nos. 5-8
GENERAL OBLIGATION BONDS, SERIES 2024A
50.000 (target) Mills
Non-Rated, 120x, 30-yr. Maturity
(Future Growth: 2022-2026)
[Preliminary -- for discussion only]**

| Period
Ending | Principal | Interest | Total
Debt Service | Capitalized
Interest
Fund | Net
Debt Service |
|------------------|------------|------------|-----------------------|---------------------------------|---------------------|
| 12/01/2025 | | 881,200 | 881,200 | 440,600 | 440,600 |
| 12/01/2026 | 165,000 | 881,200 | 1,046,200 | | 1,046,200 |
| 12/01/2027 | 295,000 | 874,600 | 1,169,600 | | 1,169,600 |
| 12/01/2028 | 330,000 | 862,800 | 1,192,800 | | 1,192,800 |
| 12/01/2029 | 340,000 | 849,600 | 1,189,600 | | 1,189,600 |
| 12/01/2030 | 380,000 | 836,000 | 1,216,000 | | 1,216,000 |
| 12/01/2031 | 395,000 | 820,800 | 1,215,800 | | 1,215,800 |
| 12/01/2032 | 435,000 | 805,000 | 1,240,000 | | 1,240,000 |
| 12/01/2033 | 450,000 | 787,600 | 1,237,600 | | 1,237,600 |
| 12/01/2034 | 495,000 | 769,600 | 1,264,600 | | 1,264,600 |
| 12/01/2035 | 515,000 | 749,800 | 1,264,800 | | 1,264,800 |
| 12/01/2036 | 560,000 | 729,200 | 1,289,200 | | 1,289,200 |
| 12/01/2037 | 580,000 | 706,800 | 1,286,800 | | 1,286,800 |
| 12/01/2038 | 630,000 | 683,600 | 1,313,600 | | 1,313,600 |
| 12/01/2039 | 655,000 | 658,400 | 1,313,400 | | 1,313,400 |
| 12/01/2040 | 710,000 | 632,200 | 1,342,200 | | 1,342,200 |
| 12/01/2041 | 735,000 | 603,800 | 1,338,800 | | 1,338,800 |
| 12/01/2042 | 795,000 | 574,400 | 1,369,400 | | 1,369,400 |
| 12/01/2043 | 825,000 | 542,600 | 1,367,600 | | 1,367,600 |
| 12/01/2044 | 885,000 | 509,600 | 1,394,600 | | 1,394,600 |
| 12/01/2045 | 920,000 | 474,200 | 1,394,200 | | 1,394,200 |
| 12/01/2046 | 985,000 | 437,400 | 1,422,400 | | 1,422,400 |
| 12/01/2047 | 1,025,000 | 398,000 | 1,423,000 | | 1,423,000 |
| 12/01/2048 | 1,095,000 | 357,000 | 1,452,000 | | 1,452,000 |
| 12/01/2049 | 1,140,000 | 313,200 | 1,453,200 | | 1,453,200 |
| 12/01/2050 | 1,215,000 | 267,600 | 1,482,600 | | 1,482,600 |
| 12/01/2051 | 1,260,000 | 219,000 | 1,479,000 | | 1,479,000 |
| 12/01/2052 | 1,340,000 | 168,600 | 1,508,600 | | 1,508,600 |
| 12/01/2053 | 1,395,000 | 115,000 | 1,510,000 | | 1,510,000 |
| 12/01/2054 | 1,480,000 | 59,200 | 1,539,200 | | 1,539,200 |
| | 22,030,000 | 17,568,000 | 39,598,000 | 440,600 | 39,157,400 |

BOND SOLUTION

BRIGHTON CROSSING METROPOLITAN DISTRICT Nos. 5-8
GENERAL OBLIGATION BONDS, SERIES 2024A
50.000 (target) Mills
Non-Rated, 120x, 30-yr. Maturity
(Future Growth: 2022-2026)
[Preliminary -- for discussion only]

| Period Ending | Proposed Principal | Proposed Debt Service | Debt Service Adjustments | Total Adj Debt Service | Revenue Constraints | Unused Revenues | Debt Serv Coverage |
|---------------|--------------------|-----------------------|--------------------------|------------------------|---------------------|-----------------|--------------------|
| 12/01/2025 | | 881,200 | -440,600 | 440,600 | 948,050 | 507,450 | 215.17248% |
| 12/01/2026 | 165,000 | 1,046,200 | | 1,046,200 | 1,255,721 | 209,521 | 120.02687% |
| 12/01/2027 | 295,000 | 1,169,600 | | 1,169,600 | 1,403,915 | 234,315 | 120.03374% |
| 12/01/2028 | 330,000 | 1,192,800 | | 1,192,800 | 1,431,993 | 239,193 | 120.05306% |
| 12/01/2029 | 340,000 | 1,189,600 | | 1,189,600 | 1,431,993 | 242,393 | 120.37600% |
| 12/01/2030 | 380,000 | 1,216,000 | | 1,216,000 | 1,460,633 | 244,633 | 120.11782% |
| 12/01/2031 | 395,000 | 1,215,800 | | 1,215,800 | 1,460,633 | 244,833 | 120.13758% |
| 12/01/2032 | 435,000 | 1,240,000 | | 1,240,000 | 1,489,845 | 249,845 | 120.14882% |
| 12/01/2033 | 450,000 | 1,237,600 | | 1,237,600 | 1,489,845 | 252,245 | 120.38182% |
| 12/01/2034 | 495,000 | 1,264,600 | | 1,264,600 | 1,519,642 | 255,042 | 120.16782% |
| 12/01/2035 | 515,000 | 1,264,800 | | 1,264,800 | 1,519,642 | 254,842 | 120.14882% |
| 12/01/2036 | 560,000 | 1,289,200 | | 1,289,200 | 1,550,035 | 260,835 | 120.23233% |
| 12/01/2037 | 580,000 | 1,286,800 | | 1,286,800 | 1,550,035 | 263,235 | 120.45657% |
| 12/01/2038 | 630,000 | 1,313,600 | | 1,313,600 | 1,581,036 | 267,436 | 120.35900% |
| 12/01/2039 | 655,000 | 1,313,400 | | 1,313,400 | 1,581,036 | 267,636 | 120.37733% |
| 12/01/2040 | 710,000 | 1,342,200 | | 1,342,200 | 1,612,657 | 270,457 | 120.15024% |
| 12/01/2041 | 735,000 | 1,338,800 | | 1,338,800 | 1,612,657 | 273,857 | 120.45537% |
| 12/01/2042 | 795,000 | 1,369,400 | | 1,369,400 | 1,644,910 | 275,510 | 120.11901% |
| 12/01/2043 | 825,000 | 1,367,600 | | 1,367,600 | 1,644,910 | 277,310 | 120.27711% |
| 12/01/2044 | 885,000 | 1,394,600 | | 1,394,600 | 1,677,808 | 283,208 | 120.30746% |
| 12/01/2045 | 920,000 | 1,394,200 | | 1,394,200 | 1,677,808 | 283,608 | 120.34198% |
| 12/01/2046 | 985,000 | 1,422,400 | | 1,422,400 | 1,711,364 | 288,964 | 120.31524% |
| 12/01/2047 | 1,025,000 | 1,423,000 | | 1,423,000 | 1,711,364 | 288,364 | 120.26451% |
| 12/01/2048 | 1,095,000 | 1,452,000 | | 1,452,000 | 1,745,591 | 293,591 | 120.21979% |
| 12/01/2049 | 1,140,000 | 1,453,200 | | 1,453,200 | 1,745,591 | 292,391 | 120.12051% |
| 12/01/2050 | 1,215,000 | 1,482,600 | | 1,482,600 | 1,780,503 | 297,903 | 120.09329% |
| 12/01/2051 | 1,260,000 | 1,479,000 | | 1,479,000 | 1,780,503 | 301,503 | 120.38561% |
| 12/01/2052 | 1,340,000 | 1,508,600 | | 1,508,600 | 1,816,113 | 307,513 | 120.38401% |
| 12/01/2053 | 1,395,000 | 1,510,000 | | 1,510,000 | 1,816,113 | 306,113 | 120.27240% |
| 12/01/2054 | 1,480,000 | 1,539,200 | | 1,539,200 | 1,852,435 | 313,235 | 120.35054% |
| | 22,030,000 | 39,598,000 | -440,600 | 39,157,400 | 47,504,381 | 8,346,981 | |

SOURCES AND USES OF FUNDS

**BRIGHTON CROSSING METROPOLITAN DISTRICT Nos. 5-8
SUBORDINATE BONDS, SERIES 2024B
Non-Rated, Cash-Flow Bonds, Annual Pay, 12/15/2054 (Stated) Maturity
(Future Growth: 2022-2026)
[Preliminary -- for discussion only]**

| | |
|---------------|------------|
| Dated Date | 12/01/2024 |
| Delivery Date | 12/01/2024 |

Sources:

| | |
|----------------|--------------|
| <hr/> | |
| Bond Proceeds: | |
| Par Amount | 2,380,000.00 |
| | <hr/> |
| | 2,380,000.00 |
| | <hr/> <hr/> |

Uses:

| | |
|-------------------------|--------------|
| <hr/> | |
| Project Fund Deposits: | |
| Project Funds | 2,308,600.00 |
| Delivery Date Expenses: | |
| Cost of Issuance | 71,400.00 |
| | <hr/> |
| | 2,380,000.00 |
| | <hr/> <hr/> |

BOND PRICING

BRIGHTON CROSSING METROPOLITAN DISTRICT Nos. 5-8
SUBORDINATE BONDS, SERIES 2024B
Non-Rated, Cash-Flow Bonds, Annual Pay, 12/15/2054 (Stated) Maturity
(Future Growth: 2022-2026)
[Preliminary -- for discussion only]

| Bond Component | Maturity Date | Amount | Rate | Yield | Price |
|---------------------|---------------|-----------|--------|--------|---------|
| Term Bond due 2054: | 12/15/2054 | 2,380,000 | 7.000% | 7.000% | 100.000 |
| | | 2,380,000 | | | |

| | | | |
|-------------------------|--------------|-------------|--|
| Dated Date | 12/01/2024 | | |
| Delivery Date | 12/01/2024 | | |
| First Coupon | 12/15/2024 | | |
| Par Amount | 2,380,000.00 | | |
| Original Issue Discount | | | |
| Production | 2,380,000.00 | 100.000000% | |
| Underwriter's Discount | | | |
| Purchase Price | 2,380,000.00 | 100.000000% | |
| Accrued Interest | | | |
| Net Proceeds | 2,380,000.00 | | |

EXHIBIT E

List of Public Improvements and Estimated Costs

| Brighton Crossing Metro District - Land Development Cash Flow (2017\$) | |
|-------------------------------------------------------------------------------|----------------------------|
| | |
| Land Development Costs | |
| | |
| Development Soft Costs | |
| District Organizational Costs (Service Plan, Election, etc.) | \$ (600,000.00) |
| | |
| Development Hard Costs | |
| Community Improvements | \$ (32,689,943.00) |
| Parks | |
| Rec Center | |
| Beach Club Expansion | |
| Common area landscaping and irrigation | |
| Monumentation | |
| Trails | |
| 17ac Community Park | |
| Other Title 32 Eligible Improvements | |
| Horizontal Site Work (60% of Development Cost) | \$ (51,868,756.80) |
| Sanitary Sewer | |
| Storm Sewer | |
| Potable Water | |
| Curb, Gutter, and Sidewalk | |
| Roadway pavement | |
| Other Title 32 Eligible Improvements | |
| Drainage Improvements | \$ (4,075,300.00) |
| Drainage Channel | |
| Detention Pond | |
| Other Title 32 Eligible Improvements | |
| Off-Site Improvements | \$ (20,394,158.00) |
| 50th Avenue Roadway Improvements | |
| Bridge Street Roadway Improvements | |
| Baseline Road Roadway Improvements | |
| Traffic Signals | |
| Other Title 32 Eligible Improvements | |
| Phase 0 (Prior Period) | \$ (13,016,888.00) |
| Total Infrastructure Cost | \$ (122,645,045.80) |

EXHIBIT F

INTERGOVERNMENTAL AGREEMENT

THIS INTERGOVERNMENTAL AGREEMENT is made and entered into by and between the **City of Brighton, Colorado**, a municipal corporation of the State of Colorado (the “City”), and **Brighton Crossing Metropolitan District Nos. 5-8**, quasi-municipal corporations and political subdivisions of the State of Colorado (the “Districts”).

RECITALS

WHEREAS, the Districts were organized to provide those services and to exercise powers as are more specifically set forth in the Districts’ Service Plan dated _____, 20____, as amended from time to time by City approval (the “Service Plan”); and

WHEREAS, the Service Plan requires the execution of an intergovernmental agreement between the City and the District; and

WHEREAS, the City and the Districts have determined it to be in their best interests to enter into this Intergovernmental Agreement (“Agreement”); and

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

COVENANTS AND AGREEMENTS

1. Incorporation by Reference. The Service Plan is hereby incorporated in this agreement by this reference. The Districts agree to comply with all provisions of the Service Plan, as it may be amended from time to time in accordance with the provisions thereof, and Title 32, Article 1, C.R.S. (the “Special District Act”).

2. Maintenance of Public Improvements. The Districts agrees that it shall maintain the following Public Improvements: [to be provided]

3. Enforcement. The parties agree that this Agreement may be enforced in law, or in equity for specific performance, injunctive, or other appropriate relief. The parties also agree that this Agreement may be enforced pursuant to Section 32-1-207, C.R.S. and other provisions of the Special District Act granting rights to municipalities or counties approving a service plan of a special district.

4. Entire Agreement of the Parties. This Agreement constitutes the entire agreement between the parties and supersedes all prior written or oral agreements, negotiations, or representations and understandings of the parties with respect to the subject matter contained herein.

5. Amendment. This Agreement may be amended, modified, changed, or terminated in whole or in part only by a written agreement duly authorized and executed by the parties hereto.

6. Governing Law; Venue. The internal laws of the State of Colorado shall govern the interpretation and enforcement of this Agreement, without giving effect to choice of law or conflict of law principles. The parties hereby submit to the jurisdiction of and venue in the district court in Adams County, Colorado. In any proceeding brought to enforce the provisions of this Agreement, the prevailing party therein shall be entitled to an award of reasonable attorneys' fees, actual court costs and other expenses incurred.

7. Beneficiaries. Except as otherwise stated herein, this Agreement is intended to describe the rights and responsibilities of and between the named parties and is not intended to, and shall not be deemed to confer any rights upon any persons or entities not named as parties.

8. Effect of Invalidity. If any portion of this Agreement is held invalid or unenforceable for any reason by a court of competent jurisdiction as to either party or as to both parties, such portion shall be deemed severable and its invalidity or its unenforceability shall not cause the entire agreement to be terminated.

9. Assignability. Neither the City nor the Districts shall assign their rights or delegate their duties hereunder without the prior written consent of the other party.

10. Successors and Assigns. This Agreement and the rights and obligations created hereby shall be binding upon and inure to the benefit of the parties hereto and their respective successors and assigns.

**BRIGHTON CROSSING METROPOLITAN
DISTRICT NOS. 5-8**

BY: _____
President

ATTEST:

By: _____
Secretary

CITY OF BRIGHTON, COLORADO

By: _____
Mayor

ATTEST:

By: _____
City Clerk