

**AMENDED AND RESTATED
CONSOLIDATED SERVICE PLAN
FOR**

144th AVENUE METROPOLITAN DISTRICT NOS. 1 AND 2

City of Westminster, Colorado

Submitted: October 2, 2013

City Council Service Plan Hearing: October 14, 2013

RECEIVED

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DIV OF LOCAL GOVERNMENT

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I. INTRODUCTION

A. General Overview. This Amended and Restated Consolidated Service Plan (“Amended Service Plan”) for 144th Avenue Metropolitan District Nos. 1 and 2 (hereinafter referred to as the “Districts”), constitutes a service plan for two special districts organized to provide limited services to a multifamily residential community. 144th Avenue Metropolitan District No. 1 shall hereinafter be known as “District No. 1” or the “Operating District,” and 144th Avenue Metropolitan District No. 2 shall hereinafter be known as “District No. 2” or the “Taxing District.” This Amended Service Plan replaces and supersedes, in its entirety, the *Consolidated Service Plan for 144th Avenue Metropolitan District Nos. 1 and 2* (the “Initial Service Plan”) for the Districts, which was approved by the Westminster City Council on August 30, 2004. The Districts are located entirely within the boundaries of the City of Westminster (the “City”).

In general, the Taxing District will serve to provide funding to the Operating District for operation and maintenance of the facilities and improvements described herein. The Operating District will own and manage the operation and maintenance (the “Services”) of the facilities and improvements (the “Public Improvements”) described herein. The Public Improvements may be dedicated to the City, its designee, or other entities as the City otherwise requires at a later date. In the event the Public Improvements are dedicated to the City, the Districts shall continue to provide the Services but only pursuant to a separate agreement between the Districts and the City. A description of how the Districts will provide the Services in a cost effective manner, from available resources, and by coordination with surrounding service providers, is described herein.

The summary of operations and maintenance expenses contained in **Exhibit G** attached hereto and discussed herein, describes the fees, rates, tolls, penalties, or charges (the “Park Facility Fee”) the Districts are authorized to assess in order to finance the Services. The Districts shall not be authorized to issue Debt except by future amendment of this Amended Service Plan. Financing and construction of the Public Improvements shall be provided by the Developer and the Public Improvements shall be contributed to the Districts at no cost.

This Amended Service Plan is submitted in accordance with Part 2 of the Special District Act, Section 32-1-201, *et seq.*, C.R.S. It defines the powers and authorities of the Districts and describes the limitations and restrictions placed thereon. In addition to the powers and authorities enumerated herein, the Districts may engage in other activities, with the City’s approval.

B. Contents of Service Plan. This Amended Service Plan addresses the Public Improvements that will be owned by the Districts and the Services that will be provided by the Districts. Numerous items are included in this Amended Service Plan in order to satisfy the requirements of law for the formation of a special district. It is the Districts’ contention that this Amended Service Plan meets each of those requirements as well as any and all relevant requirements of the City Code.

The assumptions contained herein were derived from a variety of sources. Information regarding the present status of the property within the Districts, as well as the current status and projected level of similar services was obtained from OTC TWO, LLC (the "Developer"). Estimates of operation and maintenance costs were assembled by Pinnacle Consulting Group, Inc.

C. Definitions.

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

Amended Service Plan: means this Amended and Restated Consolidated Service Plan ("Amended Service Plan") for 144th Avenue Metropolitan District Nos. 1 and 2 which shall be considered for approval after a public hearing by the City, and containing such provisions, terms and conditions as are acceptable to the Districts and the City. If approval of this Amended Service Plan is obtained, the Districts shall operate and exist solely pursuant to said Amended Service Plan.

Approved Development Plan: means the City's ODP/PDP, as approved, deriving from its development review process, or other process established by the City for identifying, among other things, Public Improvements necessary for facilitating development for property within the Districts as approved by the City pursuant to the City Code and as amended pursuant to the City Code from time to time.

Boards: means the boards of directors of the Districts.

City: means the City of Westminster, Colorado.

City Code: means the City Code of the City of Westminster, Colorado.

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

Debt: means bonds or other obligations for the payment of which the Districts have promised to impose an *ad valorem* property tax mill levy and/or other legally available revenues, which is issued on a multi fiscal year basis.

Developer: means OTC TWO, LLC, a Colorado limited liability company.

Financial Plan: means the Financial Plan described in Section VII which describes the anticipated costs to provide the Services and the estimated operating revenue derived from the fees, rates, tolls, penalties, or charges for the first budget year.

Initial Service Plan: means the Consolidated Service Plan for 144th Avenue Metropolitan District Nos. 1 and 2, approved by the City Council on August 30, 2004, which is replaced and superseded in its entirety by this Amended Service Plan.

Material Modification: means such changes as are described in the Amended Service Plan and any changes thereafter that may be deemed to constitute material modifications pursuant to C.R.S. 32-1-207.

Operating District: means 144th Avenue Metropolitan District No. 1 (“District No. 1”).

Park Facility Fee: means any fee, rate, toll, penalty, or charge levied or assessed by the District pursuant to Section 32-1-1001(1), C.R.S., for the purposes of financing the Services.

Public Improvements: means a part or all of the improvements authorized to be planned, designed, acquired, constructed, installed, relocated, redeveloped and financed as more specifically described in Section V below, to serve the future taxpayers and inhabitants of the Districts.

Services: means the operation and maintenance of the Public Improvements.

Special District Act: means Section 32-1-101, *et seq.*, of the Colorado Revised Statutes, as amended from time to time.

Taxing District: means 144th Avenue Metropolitan District No. 2 (“District No. 2”).

State: means the State of Colorado.

II. PURPOSE OF THE DISTRICTS

A. Purpose and Intent. The purpose of the Districts will be to fund and provide the Services for the benefit of their residents and taxpayers. It is not the Districts’ intent to provide ongoing services other than as specifically set forth herein, or as might be authorized by the City from time to time based upon administrative approval. The Districts acknowledge the need to cooperate with the City in order to properly serve and promote the health, safety and welfare of their inhabitants and hereby express their intention to do so.

III. PROPOSED DISTRICT BOUNDARIES/MAPS

A. Boundaries of the Districts. A legal description and boundary map showing the existing overlapping boundaries of the Districts are attached hereto as **Exhibits B** and **C**, respectively.

B. Boundary Changes. Since the approval of the Initial Service Plan, the nature of the proposed development within the Districts’ boundaries has changed significantly. Upon approval of this Amended Service Plan, the Districts shall be authorized to proceed to adjust their boundaries in accordance with the procedures provided for in the Special District Act and this Amended Service Plan. District No. 1’s adjusted boundaries are to consist of a small (less than one acre) parcel to be retained by the Developer. District No. 2’s adjusted boundaries will

include a total of 28.733 acres of presently undeveloped land, consisting of the planned multifamily residential development and the proposed public park. Legal descriptions and a boundary map of the proposed new boundaries of the Districts are attached hereto as **Exhibits D and E**, respectively. This initial boundary change shall be permitted without additional approval of the City; provided, however, that any subsequent future boundary changes shall specifically require the prior approval of the City Council. Those future boundary adjustments undertaken without the prior approval of the City Council shall constitute a Material Modification of the Amended Service Plan.

IV. PROPOSED LAND USE/POPULATION PROJECTIONS

A. Proposed Land Use. It is the Developer's intent to construct a multifamily residential apartment community within the boundaries of the Districts.

B. Population. The current population of the Districts is zero persons and the assessed valuation of the real property contained within the Districts' boundaries, based on current Adams County Assessor's records, is estimated only for purposes of this Amended Service Plan to be zero dollars (\$0).

V. DESCRIPTION OF PROPOSED SERVICES

A. Public Improvements. The Public Improvements, as such term is defined in the Service Plan, will consist of only the 0.85 acre parcel at the northwest corner of Fox Street and West 148th Avenue, which is to be developed as a public park, and which shall be owned, managed, operated and maintained by the Operating District. No additional Public Improvements are to be added to the scope of the Services to be provided by the Districts without the prior approval of the City.

B. Conformance With City Code. Any Public Improvements must be designed and installed by the Developer in conformance with City Code and an Approved Development Plan prior to the dedication of the Public Improvements to the Districts. Designs and contract documents prepared for the Public Improvements must be reviewed and approved by the Districts and the City and must be in accordance with the applicable standards and specifications as set forth herein.

C. Services. The Services include the design, review, acquisition, operation and maintenance of public park and recreation facilities or programs including, but not limited to, the 0.85 acre public park at the northwest corner of Fox Street and West 148th Avenue, together with all necessary, incidental and appurtenant facilities, land and easements, and all necessary extensions of and improvements to said facilities or systems.

D. Legal Powers. The powers of the Districts will be exercised by their Boards to the extent necessary to provide the Services. The Services will be carried out pursuant to, and in accordance with, the procedures and conditions contained in the Special District Act, other applicable Colorado statutes, and this Amended Service Plan, as any or all of the same may be amended from time to time.

E. Other. In addition to the powers enumerated above, the Districts' Board shall also have the following authority:

1. To amend this Amended Service Plan in the manner provided herein as well as pursuant to Sections 32-1-101, *et seq.*, C.R.S., and the City Code; and.
2. To provide all such additional services and exercise all such powers as are expressly or impliedly granted by Colorado law, and which special districts are required to provide or exercise or, in their discretion, choose to provide or exercise; and
3. To exercise all necessary and implied powers under Title 32, C.R.S., in the reasonable discretion of the Districts' Boards.

F. Facilities to be Constructed and/or Acquired. Except as may otherwise be provided in this Amended Service Plan, as further amended from time to time, or by separate agreement with the City, the Operating District is expected to retain ownership of only the Public Improvements described herein, and to undertake all ownership, operation and maintenance responsibilities for the Public Improvements.

G. Offsite Improvements. Except as set forth herein, the Districts shall not be authorized to participate in the funding, operation, or maintenance of any offsite public infrastructure improvements, unless the same is approved by the City.

H. Preliminary Plan. A preliminary plan showing the Public Improvements to be financed and constructed by the Developer and conveyed to the Operating District for ownership, operations, and maintenance is attached hereto as **Exhibit F**.

VI. DISSOLUTION/CONSOLIDATION

A. Dissolution. In the event there is reason to believe that the purposes for which the Districts were created have been accomplished, a public hearing shall be conducted before the City Council to determine whether the Districts should be dissolved. Prior written notice of such hearing shall be provided to the Boards of the Districts. Upon an independent determination of the City Council that the purposes for which the Districts were created have been accomplished, the Districts shall agree to file a petition in Adams County District Court for dissolution.

B. Consolidation. The Districts shall not file a request with the Adams County District Court to consolidate with any other special district without prior written approval of the City.

VII. CONSERVATION TRUST FUND

The Districts shall not claim any entitlements to moneys from the State Conservation Trust Fund. The Districts shall remit to the City all moneys it may receive from this fund.

VIII. ASSESSED VALUATION

The Districts shall not be authorized to issue any Debt or to impose any *ad valorem* property tax mill levy.

IX. DEVELOPER REIMBURSEMENT

It is anticipated that the Public Improvements will be completed by the Developer and conveyed to the Operating District during the initial phases of the development. The District will require operating funds for administration and to plan and cause the Public Improvements to be managed, operated and maintained. The first year's operating budget is estimated to be \$45,000 which is anticipated to be derived from the Park Facility Fee and other available revenues. The Districts anticipate receiving advances from the Developer until such time that the Park Facility Fee generates revenue sufficient to finance the Services. The District will not be authorized to reimburse the Developer for such advances through the issuance of Debt, but may do so as surplus revenues are available from the Park Facility Fee.

X. ESTIMATED COST OF FACILITIES

The Districts shall not be authorized to construct or finance the construction of the Public Improvements. Construction of the Public Improvements shall be the sole responsibility of the Developer.

XI. OPERATION AND MAINTENANCE/ESTIMATED COSTS

Operations and maintenance of the Public Improvements will be provided by the Operating District as provided for in this Amended Service Plan. The estimated annual costs of the Services, to be financed through the levy of the Park Facility Fee against the taxable property lying within the boundaries of the Districts, are as set forth in the attached **Exhibit G**.

Operations and maintenance of all other improvements to be dedicated to the City, including all planned storm drainage, water, wastewater, streets, and other transportation improvements, shall be the responsibility of the City.

XII. FINANCIAL PLAN/PROPOSED INDEBTEDNESS

A. Park Facility Fee. The Districts plan to finance the Services on an annual basis through the imposition of the Park Facility Fee. The Operating District shall be permitted to impose the Park Facility Fee in such amount as it deems necessary to finance the Services, without limitation, in its discretion, as provided for in Section 32-1-1001(1), C.R.S. The Park

Facility may increase annually in an amount not to exceed 5.5%. Any proposed annual increase in excess of 5.5% must first be approved by the City Manager, or his or her designee. The Park Facility Fee is to be levied directly against the owners of taxable property within the boundaries of the Taxing District on an annual basis, which property underlying the planned multifamily project is anticipated to be retained by the Developer or its successors. The Park Facility Fee is not permitted to be levied by the District directly against non landowning residents of the Districts or against individual multifamily units to be constructed and managed by the Developer or its successors or assigns.

B. Debt Limit/Mill Levy. The Districts shall not issue Debt, nor shall they be authorized to impose a mill levy upon taxable property within the Districts. Accordingly, the proposed indebtedness for the Districts is Zero Dollars (\$0.00).

C. Modification of Amended Service Plan. In general, the City will determine whether a change constitutes a material modification of the Amended Service Plan. Any of the events or conditions enumerated in §32-1-201(2), C.R.S., shall constitute a material modification. In the event it is found that a material modification has taken place, the Districts shall submit their request for an amendment in accordance with the Policies and Procedures for Title 32 District Formation, as such policies may be amended from time to time (“Westminster Special District Policy”). Upon a finding that no material modification has taken place, the Districts shall be relieved from obtaining an amendment for the events or occurrences reviewed by the City Council. The City Council shall retain the prerogative to require an amendment thereafter if the change or deviation, on a cumulative basis, subsequently becomes material. In making its determination, the City Council shall consider, among other relevant information whether the modification will have a probable adverse financial impact on the City.

D. Amendments. Within ninety (90) days of the occurrence of an action, event or condition constituting a material modification of the Amended Service Plan, the Districts shall forward an appropriate petition to the City Council for approval requesting a service plan amendment (“Amendment”). The only exception to this procedure would be wherein the City has determined that no material modification has occurred under the hearing procedure of the section above. The petition for amendment shall include the following information:

1. Any information or documentation required under the applicable provisions of the Special District Act.

2. Any changes since the service plan was last reviewed and approved by the City Council to any of the information, assumptions or projects furnished in conjunction with the petition for approval of organization of the Districts or contained in the Amended Service Plan.

3. A detailed explanation of the activity, events or conditions which resulted in the material modification to the Amended Service Plan, including what action was taken or alternatives considered, if any, by the Districts to avoid the action, event or condition.

4. The financial impact of the modification on existing residents of the Districts.

5. Description of what alternatives or options are available to the Districts if the requested amendment is not approved.

All of the required information shall be supported by appropriate technical analysis, reports and supporting documents of qualified professionals or consultants, which shall be provided at the District's sole expense. The amendment shall be processed and reviewed in the same manner as prescribed in the Westminster Special District Policies for an initial service plan except that the submittal requirements of this Section shall be substituted for those of the section titled "Service Plan Contents". The application fee shall remain at One Thousand Dollars (\$1,000.00). This section shall not impair the right of the City to bring an action in the District Court to enjoin the activities of the Districts pursuant to §32-1-207(3) (b) of the Special District Act.

XIII. FAILURE TO COMPLY WITH SERVICE PLAN

Should the Districts fail to request and obtain a service plan amendment when required under the terms of the Westminster Special District Policies or otherwise fail to fully and completely comply with those Policies, the Westminster City Council by resolution may impose one (1) or more of the following sanctions, as it deems appropriate.

A. Exercise any applicable remedy under the Special District Act.

B. Withhold the issuance of any permit, authorization, acceptance or other administrative approval necessary for the Districts' development of public facilities or construction.

C. Exercise any legal remedy under the terms of any intergovernmental agreement under which the Districts are in default.

D. Exercise any other legal remedy, including seeking injunctive relief against the Districts, to force compliance with the provisions of the Westminster Special District Policies.

XIV. RESOLUTION OF APPROVAL

A proposed resolution of approval of this Amended Service Plan to be adopted by the City Council is attached to this Amended Service Plan as **Exhibit A**.

XV. DISCLOSURE

The Districts shall undertake best efforts to provide or cause to be provided adequate written notice to all purchasers of land in the Districts regarding the existence of any and all additional taxes, charges, fees or assessments which may be imposed in connection with the Districts. Prior to the sale of any property within the Districts to a third party, a copy of said

written notice must also be recorded in the real estate records of Adams County after approval of the content thereof by the attorney for the City.

XVI. ANNUAL REPORT

The Districts shall be responsible for submitting an annual report to the City not later than September 1 of each calendar year with the City Clerk at the City's Administrative offices. The annual report shall reflect the activity and the financial events of the Districts through the preceding December 31 (the "report year"). The annual report shall include the following:

A. General Requirements:

1. A narrative summary of the progress of the Districts in implementing their service plan for the report year.

2. Except when an exemption from audit has been granted for the report year under the Local Government Audit Law, the audited financial statements of the Districts for the report year including a statement of financial condition (i.e. balance sheet) as of December 31 of the report year and the statement of operations (i.e. revenues and expenditures) for the report year.

3. Unless disclosed within a separate schedule to the financial statements, a summary of the expenditures incurred by the Districts in their provision of the Services in the report year, as well as any projects proposed to be undertaken in the five (5) years following the report year.

4. Unless disclosed within a separate schedule to the financial statements, a summary of the financial obligations of the Districts at the end of the report year.

5. The Districts' budgets for the calendar year in which the annual report is submitted.

6. A summary of all fees, charges and assessments imposed by the Districts as of January 1 of the report year.

7. Certification of the Boards that no action, event or condition constituting a material modification as defined herein has occurred in the report year.

8. The name, business address and telephone number of each member of the Boards of Directors and their chief administrative officer and general counsel, together with the date, place and time of the regular meetings of the Boards.

9. In the event the annual report is not received by the City Clerk on a timely basis, notice of such default shall be given by the City Clerk to the Boards of the Districts, at their last known address. The failure of the Districts to file the annual report within thirty (30) days of the mailing of such default notice by the City Clerk shall empower the City Council to

impose the sanctions authorized in Section 15 of the Westminster Special District Policy. The remedies provided for noncompliance with the filing of the annual report shall be supplemental to the remedy authorized under §32-1-209, C.R.S.

B. Meeting Notices. The Districts must provide written notice of every regular or special meeting of the Districts to the Westminster City Clerk at least three (3) days prior to such meeting.

XVII. CONCLUSION

It is submitted that this Amended and Restated Consolidated Service Plan for 144th Avenue Metropolitan District Nos. 1 and 2 has established that the following requirements of Section 32-1-203(2), C.R.S. have been met:

1. There is sufficient existing and projected need for organized service in the area to be served by the Districts;
2. Existing services in said area to be served are inadequate for present and projected needs;
3. The Districts are capable of providing economical and sufficient service to the area within its boundaries; and
4. The area within the Districts has, or will have the financial ability to discharge any proposed indebtedness on a reasonable basis.

It is therefore respectfully requested that the City Council, which has jurisdiction to approve this Amended Service Plan by virtue of §32-1-207, C.R.S., *et seq.*, adopt a resolution approving this Amended Service Plan as submitted.

Respectfully submitted,

ICENOGLE SEAVER POGUE
Professional Corporation

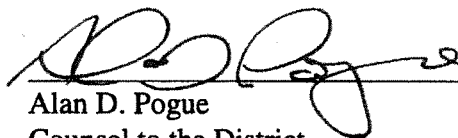

Alan D. Pogue
Counsel to the District

EXHIBIT A

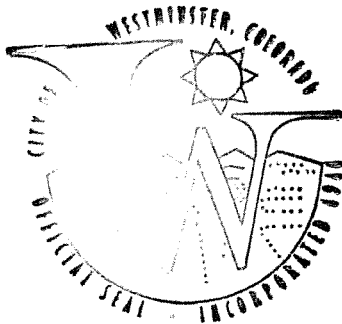
City Council Resolution of Approval



STATE OF COLORADO)
COUNTY OF ADAMS) ss.
CITY OF WESTMINSTER)

I, Linda D. Yeager, duly appointed City Clerk of the City of Westminster do hereby certify that the attached is a true and exact copy of Resolution No. 24, Series 2013, adopted by the Westminster City Council at its regular meeting of October 14, 2013.

In witness whereof I have executed this certification under seal of the City of Westminster on this 23rd day of October, 2013.



Linda D. Yeager
Linda D. Yeager, MMC
City Clerk

RESOLUTION

RESOLUTION NO. 24

INTRODUCED BY COUNCILORS

SERIES OF 2013

Briggs - Kaiser

**A RESOLUTION TO AMEND AND RESTATE THE SERVICE PLAN
FOR 144TH AVENUE METROPOLITAN DISTRICT NOS. 1 AND 2**

WHEREAS, on August 30, 2004, the City Council of the City of Westminster, Colorado ("City Council ") approved the Consolidated Service Plan for 144th Avenue Metropolitan District Nos. 1 and 2 ("Original Service Plan"); and

WHEREAS, the 144th Avenue Metropolitan District Nos. 1 and 2 (the "Districts") have submitted an "Amended and Restated Consolidated Service Plan for 144th Avenue Metropolitan District Nos. 1 and 2" ("Amended Service Plan") for consideration and approval by the City Council; and

WHEREAS, pursuant to the provisions of Title 32, Article 1, Part 2, C.R.S., as amended, and specifically Sections 32-1-204.5 and 32-1-207(2) thereof, the City considered the "Amended and Restated Consolidated Service Plan for 144th Avenue Metropolitan District Nos. 1 and 2" ("Amended Service Plan") on the 14th day of October, 2013; and

WHEREAS, it appears that the Amended Service Plan should be approved as permitted by Sections 32-1-204.5 and 32-1-207(2), C.R.S.

THEREFORE, BE IT RESOLVED BY THE CITY COUNCIL OF THE CITY OF WESTMINSTER, COLORADO:

Section 1. That the City Council of the City of Westminster, Colorado, does hereby determine that all of the requirements of Title 32, Article 1, Part 2, C.R.S., as amended, relating to the filing of the Amended and Restated Consolidated Service Plan for 144th Avenue Metropolitan District Nos. 1 and 2 have been fulfilled.

Section 2. That the City Council does hereby find and determine that:

- (a) There is sufficient existing and projected need for organized service in the area to be served by the Districts;
- (b) Existing services in said area to be served are inadequate for present and projected needs;
- (c) The Districts are capable of providing economical and sufficient service to the area within its boundaries; and
- (d) The area within the Districts, has, or will have the financial ability to discharge the proposed indebtedness on a reasonable basis.

Section 3. That the City Council does hereby approve the Amended and Restated Consolidated Service Plan for 144th Avenue Metropolitan District Nos. 1 and 2, which shall replace and supersede, in its entirety, the Original Service Plan.

Section 4. That a certified copy of this Resolution be filed in the records of the City and submitted to the Districts for filing in the District Court of Adams County.

PASSED AND ADOPTED this 14th day of October, 2013.

ATTEST:

Linda Yeager

City Clerk

Harry McNeely

Mayor

APPROVED AS TO LEGAL FORM

Myra K. Bullock

City Attorney

EXHIBIT B

Existing Legal Description

MSD DISTRICT BOUNDARY

A PARCEL OF LAND SITUATED IN THE NORTHWEST QUARTER OF SECTION 15, TOWNSHIP 1 SOUTH, RANGE 68 WEST OF THE SIXTH PRINCIPAL MERIDIAN, CITY OF WESTMINSTER, COUNTY OF ADAMS, STATE OF COLORADO, BEING MORE PARTICULARLY DESCRIBED AS FOLLOWS:

BEGINNING AT A POINT FROM WHENCE THE NORTHWEST CORNER OF SAID SECTION 15, BEARS N18°17'04"W, A DISTANCE OF 1397.55 FEET; SAID POINT BEING ON THE NORTH LINE OF THE SOUTH ½ OF SAID NORTHWEST QUARTER OF SECTION 15; THENCE S89°30'07"E ALONG SAID NORTH LINE, A DISTANCE OF 622.30 FEET; THENCE S00°29'53"W, A DISTANCE OF 70.00 FEET; THENCE N89°30'07"W, A DISTANCE OF 622.30 FEET; THENCE N00°29'53"E, A DISTANCE OF 70.00 FEET TO THE POINT OF BEGINNING.

CONTAINING 43,561 SQUARE FEET, (1.00 ACRES) MORE OR LESS.

THE BASIS OF BEARINGS IS THE EAST LINE OF THE NORTHWEST QUARTER OF SECTION 15, TOWNSHIP 1 SOUTH, RANGE 68 WEST, OF THE 6TH PRINCIPAL MERIDIAN WHICH BEARS N00°17'27"W. THE NORTHWEST CORNER OF SAID SECTION 15 IS A 3.25" ALUMINUM CAP IN A RANGE BOX, "PLS 23904" AND THE EAST QUARTER CORNER OF SECTION 15 IS A 3.25" ILLEGIBLE ALUMINUM CAP IN A RANGE BOX.

Prepared by: Robert B. Taylor, PLS
Job No. LC03022
For and on behalf of:
R&R Engineers-Surveyors, Inc.
1190 S. Colorado Blvd., Annex Bldg.
Denver, CO 80246

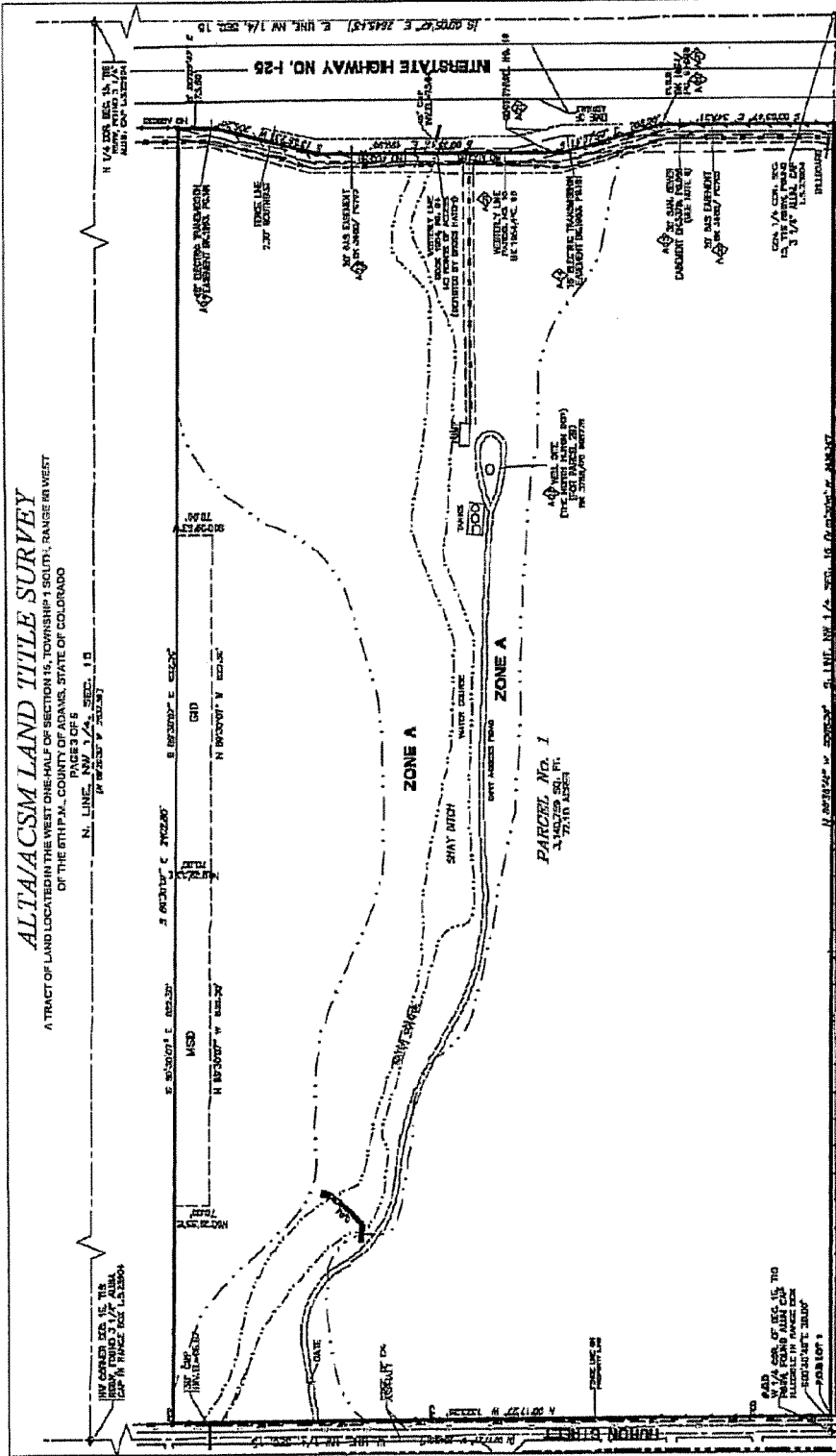
EXHIBIT C

Existing Boundary Map

ALTAIACSM LAND TITLE SURVEY

A TRACT OF LAND LOCATED IN THE WEST ONE-HALF OF SECTION 16, TOWNSHIP 1 SOUTH, RANGE 10 WEST OF THE 6TH P.M. COUNTY OF ADAMS, STATE OF COLORADO

N. LINE NW 1/4 SEC. 16
R. 10 W. T. 1 S. R. 10 W.



- SEE PAGE 4 OF 5
- LEGEND**
- FOUR P & G PLYWOOD
 - SET REBAR & CAP 'L' BRUSH
 - MANHOLE
 - RUE IRIDIUM
 - WATER VALVE
 - POD
 - POCKET
 - CAT FEES
 - RECORDS MEASUREMENTS
 - CONCRETE
 - 12" SANITARY SEWER LINE
 - 12" WATER LINE
 - ILLUMINATE
 - GRASS
 - FLOOD HAZARD AREA
 - STAKE
 - BRICK DITCH

SEE PAGE 4 OF 5

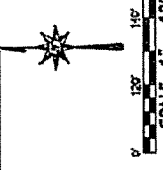


EXHIBIT D

Proposed Legal Descriptions

District No. 1:

OUTLOT A, SECOND REPLAT, THE ORCHARD AT WESTMINSTER FILING NO. 2,
A REPLAT OF PARCEL 2, THE ORCHARD AT WESTMINSTER FILING NO. 2,
LOCATED IN THE WEST HALF OF SECTION 15, TOWNSHIP 1 SOUTH, RANGE 68
WEST OF THE SIXTH PRINCIPAL MERIDIAN,
CITY OF WESTMINSTER, COUNTY OF ADAMS, STATE OF COLORADO.

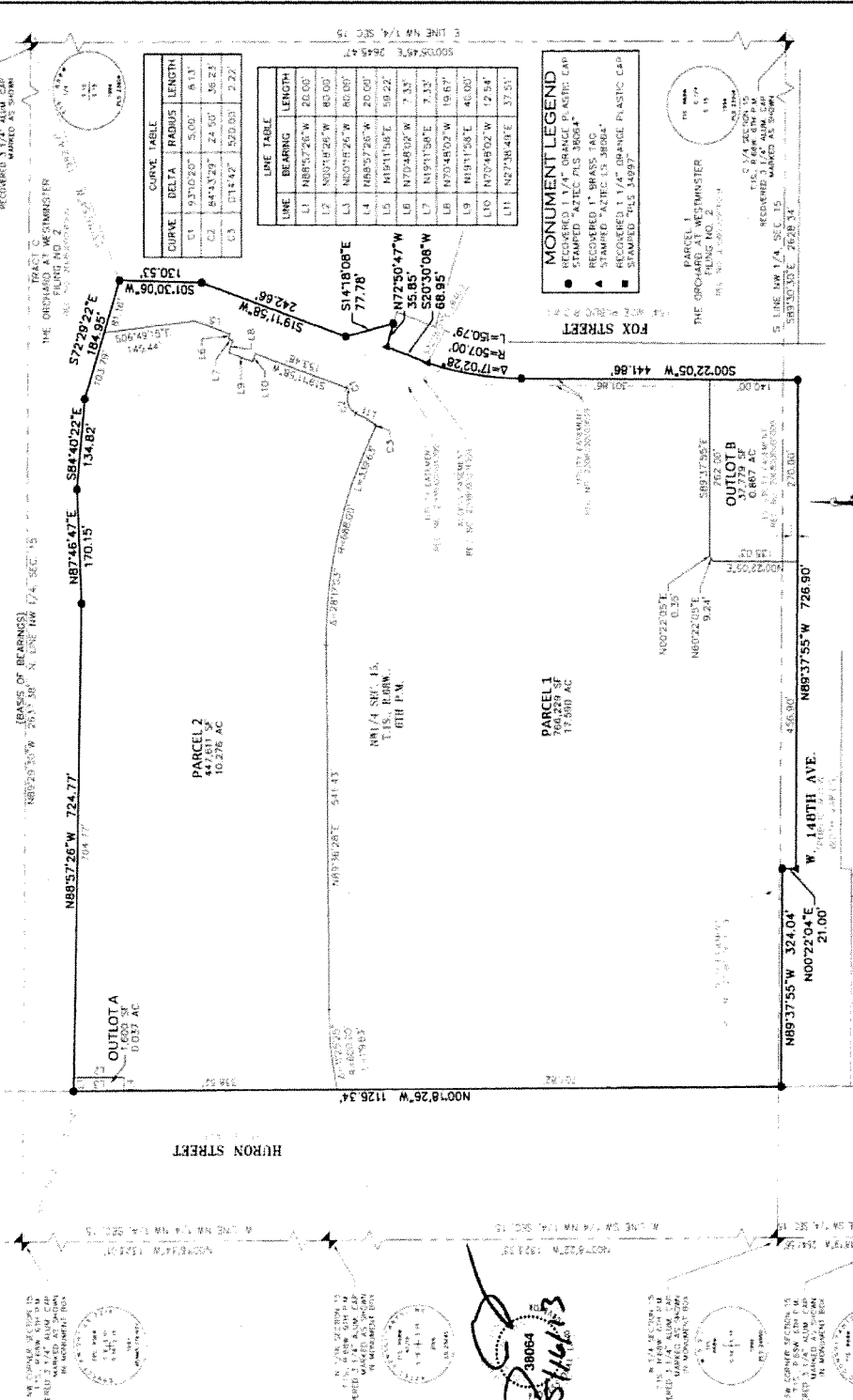
District No. 2:

OUTLOT B AND PARCELS 1 AND 2, SECOND REPLAT, THE ORCHARD AT
WESTMINSTER FILING NO. 2,
A REPLAT OF PARCEL 2, THE ORCHARD AT WESTMINSTER FILING NO. 2,
LOCATED IN THE WEST HALF OF SECTION 15, TOWNSHIP 1 SOUTH, RANGE 68
WEST OF THE SIXTH PRINCIPAL MERIDIAN,
CITY OF WESTMINSTER, COUNTY OF ADAMS, STATE OF COLORADO.

EXHIBIT E

Proposed Boundary Map

SECOND REPLAT
THE ORCHARD AT WESTMINSTER FILING NO. 2
 A REPLAT OF PARCEL 2, THE ORCHARD AT WESTMINSTER FILING NO. 2
 LOCATED IN THE WEST HALF OF SECTION 15, TOWNSHIP 1 SOUTH, RANGE 68 WEST OF THE SIXTH PRINCIPAL MERIDIAN,
 CITY OF WESTMINSTER, COUNTY OF ADAMS, STATE OF COLORADO.
 SHEET 2 OF 2



CURVE	DELTA	RADIUS	LENGTH
C1	93°02'00"	5.00'	6.13'
C2	84°13'30"	22.00'	35.21'
C3	211°42'	520.00'	2.22'

LINE	BEARING	LENGTH
L1	N88°57'26"W	20.00'
L2	N00°14'26"W	80.00'
L3	N00°18'25"W	80.00'
L4	N88°57'25"W	20.00'
L5	N19°11'58"E	58.22'
L6	N70°48'02"W	7.15'
L7	N19°11'58"E	7.33'
L8	N70°48'02"W	19.67'
L9	N19°11'58"E	40.00'
L10	N70°48'02"W	12.94'
L11	N27°38'41"E	37.51'

MONUMENT LEGEND
 RECOVERED 1 1/4" ORANGE PLASTIC CAP
 STAMPED AZTEC PLS 38064
 RECOVERED 1" BRASS TAG
 STAMPED AZTEC PLS 38064
 RECOVERED 3 1/2" ALUM. CAP
 STAMPED AZTEC PLS 14097
 RECOVERED 3 1/2" ALUM. CAP
 STAMPED AZTEC PLS 14097

AZTEC
 CONSTRUCTION, INC.
 4774 Pkwy. No. 300-01
 Littleton, Colorado 80120
 Phone: (303) 731-1147
 Fax: (303) 731-1147
 www.aztecconstruction.com

DATE OF REPLAT: 05-10-2013
 SCALE: 1"=40'

SHEET 2 OF 2

EXHIBIT F

Facilities Plan (Public Improvements)

EXHIBIT G

Operations and Maintenance Expenses

144th Avenue Metropolitan District Nos. 1 and 2 Preliminary Budget

The Orchard at Westminster - Filing No. 2

Prepared by: Pinnacle Consulting Group, Inc

Activity Description	Annual Est. Budget	Notes
Accounting	\$ 3,500	Financial reporting
Auditing	\$ -	Not Required
Directors' Fees	\$ -	Waived Fees
Election Costs	\$ -	Not Included
District Management	\$ 6,500	Admin. Compliance, Contract Mgmt, etc.
Insurance- GL/D&O/Work Comp	\$ 5,000	D&O and Property (District 1 & 2)
Engineering	\$ -	Not Included
Legal	\$ 4,500	
Office, Dues, & Other	\$ 550	SDA dues
Repayment of Developer Advance	\$ -	Not Applicable
Interest Expense- Developer Advance	\$ -	Not Applicable
Subtotal	\$ 20,050	
Landscape & Maintenance (.86 acre Park)		
Landscape Maint Contractor	\$ 3,750	
Irrigation Repairs	\$ 500	
Snow Removal	\$ 4,600	walks and trails -- 1" within 24 hours
Tree/Shrub Management	\$ 1,500	includes tree spraying
Annual Flowers Planting & Maintenance	\$ 2,800	flowers at entries
Tree/Plant/Mulch Repairs + Replacement	\$ 3,100	specification: 30 days of notice of damage
Stormwater Management	\$ -	
Public Art Improvements/Repairs	\$ 1,820	monthly cleaning
Winter Watering	\$ 960	1st year of establishment
Utilities -Non-Potable Irrigation & Electric	\$ 2,340	18 gal per season + elec
Subtotal	\$ 21,370	
Replacement Reserve Plantings	\$ 680	
Replacement Reserve Hardscapes	\$ 420	
Contingency	\$ 2,496	3% tabor reserve included
Total General Fund Budget	\$ 45,016	