

**FALCON FIELD
METROPOLITAN DISTRICT**

EL PASO COUNTY, COLORADO

**Submitted:
June 28, 2019**

**Resubmitted:
October 11, 2019**

SERVICE PLAN
FOR
FALCON FIELD
METROPOLITAN DISTRICT

Prepared by:

WHITE BEAR ANKELE TANAKA & WALDRON
Attorneys at Law
2154 East Commons Avenue, Suite 2000
Centennial, Colorado 80122

Resubmitted: October 11, 2019

Applicants

<p><u>Falcon Field Metropolitan District</u> Attn: George Rowley Allison Fogg c/o White Bear Ankele Tanaka & Waldron 2154 E Commons Avenue, Suite 2000 Centennial, Colorado 80228 Phone: (303) 858-1800 Email: growley@wbapc.com</p>	<p><u>Falcon Field, LLC</u> Attn: P.J. Anderson 31 North Tejon, Suite 516 Colorado Springs, CO 80903 Email: pja5713@gmail.com Phone: 719-331-2732 Attn: Jim Berger 3230 Electra Drive Colorado Springs, CO 80906 Email: Papaberg34@aol.com</p>
--	---

Consultants

<p><u>Underwriter</u> D.A. Davidson & Co. Attn: Zach Bishop 1550 Market Street, Suite 300 Denver, Colorado 80202 Phone: (303) 764-5768 Email: ssharp@dadco.com</p>	<p><u>Districts' Counsel</u> White Bear Ankele Tanaka & Waldron, P.C. Attn: George Rowley Allison Fogg 2154 East Commons Avenue, Suite 2000 Centennial, Colorado 80122 Phone: (303) 858-1800 Email: growley@wbapc.com</p>
<p><u>Engineer</u> Springs Engineering, LLC 31 North Tejon, Suite 516 Colorado Springs, CO 80903</p>	

TABLE OF CONTENTS

I.	EXECUTIVE SUMMARY	1
II.	DEFINITIONS	3
III.	INTRODUCTION.....	6
	A. Background	6
	B. Overall Purpose and Intent.....	6
	C. Need for the District.....	7
	D. County Objectives in Forming the District.....	7
	E. Specific Purposes - Facilities and Services.....	8
	1. Water.....	8
	2. Sanitation	8
	3. Street Improvements	8
	4. Transportation	9
	5. Safety Protection.....	9
	6. Drainage	9
	7. Parks and Recreation.....	9
	8. Mosquito Control.....	10
	9. Television Relay and Translation	10
	10. Covenant Enforcement and Design Review	10
	11. Security Services.....	10
	12. Solid Waste Disposal	10
	F. Other Powers.....	10
	1. Operations and Maintenance.....	10
	2. Amendments	10
	3. Authority to Modify Implementation of Financing Plan and Public Infrastructure.....	11
	G. Other Statutory Powers	11
	H. Eminent Domain	11
	I. Intergovernmental Agreements (IGAs).....	11
	J. Description of Proposed Boundaries and Service Area	11
	1. District Boundaries	11
	2. Additional Inclusion Areas	11
	3. Extraterritorial Service Areas.....	12
	4. Analysis of Alternatives.....	12
	5. Material Modifications/Service Plan Amendment.....	12
IV.	DEVELOPMENT ANALYSIS.....	13
	A. Existing Developed Conditions	13
	B. Total Development at Project Buildout	13
	C. Development Phasing and Absorption.....	13
	D. Status of Underlying Land Use Approvals	13

V.	INFRASTRUCTURE SUMMARY	13
VI.	FINANCIAL PLAN SUMMARY	14
	A. Financial Plan Assumptions and Debt Capacity Model.....	14
	B. Maximum Authorized Debt	14
	C. Maximum Mill Levies	14
	1. Maximum Debt Service Mill Levy	14
	2. Maximum Operational Mill Levy	14
	3. Maximum Special Purpose Mill Levy	15
	4. Maximum Combined Mill Levy	15
	D. Maximum Maturity Period for Debt	15
	E. Developer Funding Agreements	15
	F. Privately Placed Debt Limitation	16
	G. Revenue Obligations	16
VII.	OVERLAPPING TAXING ENTITIES, NEIGHBORING JURISDICTIONS	16
	A. Overlapping Taxing Entities	16
	B. Neighboring Jurisdictions	17
VIII.	DISSOLUTION.....	18
	A. Dissolution	18
	B. Administrative Dissolution	18
IX.	COMPLIANCE.....	18
X.	MISCELLANEOUS	18
	A. Special District Act	18
	B. Disclosure to Prospective Purchasers	18
	C. Local Improvements.....	19
	D. Service Plan Not a Contract	19
	E. Land Use and Development Approvals	19
XI.	CONCLUSION	19

EXHIBITS

- A. Maps and Legal Descriptions
 - 1. Vicinity Map
 - 2. District Boundary Map
 - 3. Legal Description of District Boundaries

- B. Development Summary

- C. Estimated Infrastructure Capital Costs

- D. Financial Plan Summary

- E. Annual Report and Disclosure Form

I. EXECUTIVE SUMMARY

The following is a summary of general information regarding the proposed District provided for the convenience of the reviewers of this Service Plan. Please note that the following information is subject in all respects to the more complete descriptions contained elsewhere in this Service Plan.

Proposed District:	Falcon Field Metropolitan District (the “District”).
Property Owner:	Falcon Field LLC
Developer:	Falcon Field LLC
Description of Development:	The proposed Falcon Field Development consists of approximately 58 acres, located wholly within El Paso County, and will consist of a mix of commercial uses.
Proposed Improvements Financed:	Water, streets, traffic and safety controls, parks and recreation, drainage, including storm water drainage, sanitary sewer, and related grading, plus television relay and translation and mosquito control.
Proposed Ongoing Services:	It is anticipated that any Public Improvements not conveyed to the County, Woodman Hills Metropolitan District, other appropriate jurisdiction or an owners’ association will be owned, operated and maintained by the District. Specifically, the District anticipates providing storm drainage/detention ponds, and covenant control for the Project and properties included within the District’s boundaries.
Infrastructure Capital Costs:	Approximately \$13,110,000
Maximum Debt Authorization:	\$ 20,000,000
Proposed Debt Mill Levy:	30 Mills, subject to the Gallagher Adjustment
Proposed O & M Mill Levy:	5 Mills, subject to the Gallagher Adjustment
Proposed Special Purpose Mill Levy:	1 Mill, subject to the Gallagher Adjustment
Proposed Maximum Mill Levies:	36 Mills, subject to the Gallagher Adjustment

Proposed Fees:

All fees, rates, tolls, penalties, or charges as authorized in Section 32-1-1001(1)(j)(I), C.R.S. Capital facility fee/development fee and operations, maintenance and administrative fees may be imposed by the Districts. The developer may also impose a project improvement fee on retail sales within the District and pledge those funds to the District.

II. DEFINITIONS

The following terms are specifically defined for use in this Service Plan, for specific definitions of terms not listed below please also refer to the El Paso County Special District Policies, the El Paso County Land Development Code and Colorado Revised Statutes, as may be applicable.

Additional Inclusion Areas: means real property located within a 5 mile radius of the combined area described in Exhibit A.3. and as depicted in Exhibit A.2 that may be included upon petition of the property owners thereof.

Annual Report and Disclosure Statement: means the statement of the same name required to be filed annually with the Board of County Commissioners pursuant to Resolution 06-472 as may be amended.

Board: means the board of directors of the District.

Board of County Commissioners: means the Board of County Commissioners of El Paso County.

Conventional Representative District: means a Title 32 special district, which is structured to allow all residents and property owners to participate in elections for the Board of Directors, as otherwise allowed by Statute.

County: means El Paso County, Colorado

Debt: means bonds or other obligations for the payment of which the District has promised to impose an *ad valorem* property tax mill levy without such promise being subject to annual appropriation.

Developer Funding Agreement: means an agreement of any kind executed between a special district and a Developer as this term is specifically defined below, including but not limited to advance funding agreements, reimbursement agreements or loans to the special district from a Developer, where such an agreement creates an obligation of any kind which may require the special district to re-pay the Developer. The term "Developer" means any person or entity (including but not limited to corporations, venture partners, proprietorships, estates and trusts) that owns or has a contract to purchase undeveloped taxable real property greater than or equal to ten percent (10%) of all real property located within the boundaries of the special district. The term "Developer Funding Agreement" shall not extend to any such obligation listed above if such obligation has been converted to Debt issued by the special district to evidence the obligation to repay such Developer Funding Agreement, including the purchase of such Debt by a Developer.

Development Services Department: means the department of the County formally charged with administering the development regulations of the County.

District: means the Falcon Field Metropolitan District as described in this Service Plan.

District Boundaries: means the initial boundaries of the District as described in Section III.J.1, depicted on the map in Exhibit A.2, and as legally described in the legal description found at Exhibit A. 3.

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 the District and has not been otherwise engaged to provide services in connection with the transaction related to the applicable Debt.

Financial Plan: means the Financial Plan as provided in Exhibit D attached hereto and as described in Section VI that describes generally: (i) the manner in which the Public Improvements are to be financed; (ii) the manner in which the Debt is expected to be incurred; and (iii) the estimated operating revenue to be derived from property taxes for the first budget year.

Gallagher Adjustment: means an allowed adjustment to the Maximum Debt Service Mill Levy, Maximum Operational Mill Levy, or Maximum Special Mill Levy intended to offset the effect of adjustments to the ratio between market value and assessed value of taxable property within the District that would cause a reduction in the revenue otherwise produced from such Maximums based on the ratio between market value and assessed value as of January 1 in the year in which the District's organizational election is held.

Inclusion Agreement: means the Inclusion and Service Agreement, by and between, the Woodmen Hills Metropolitan District and Falcon Field LLC, dated March 29, 2019.

Local Public Improvements: means facilities and other improvements which are or will be dedicated to the State, County or another governmental or quasi-governmental entity for substantially public use, but which do not qualify under the definition of Regional Public Improvements. Examples would include local streets and appurtenant facilities, water and sewer lines which serve individual properties and drainage facilities that do not qualify as reimbursable under adopted drainage basin planning studies.

Material Modification: has the meaning described in Section 32-1-207, C.R.S., as it may be amended from time to time.

Maximum Combined Mill Levy: means the maximum combined ad valorem mill levy the District may certify against any property within the District for any purposes.

Maximum Debt Authorization: means the maximum principal amount of Debt that the District may have outstanding at any time, which under this Service Plan is \$ 25,200,000.

Maximum Debt Service Mill Levy: means the maximum ad valorem mill levy the District may certify against any property within the District for the purpose of servicing any Debt incurred by or on behalf of the District.

Maximum Operational Mill Levy: means the maximum ad valorem mill levy the District may certify against any property within the District for the purposes providing revenues for ongoing operation, maintenance, administration or any other allowable services and activities other than the servicing of Debt. This Maximum Operational Mill Levy is exclusive of any Maximum Special Mill Levy which might be separately authorized.

Maximum Special Purpose Mill Levy: means the maximum ad valorem mill levy which is allowed in addition to the allowable Maximum Debt Service Mill Levy and the Maximum Operational Mill Levy, which the District is required to impose and certify against any property within the District and remit to WHMD, as more particularly described in Section VI.C.3.

Public Improvements: means those improvements constituting Regional Public Improvements and Local Public Improvements collectively.

Project: means the fifty-eight (58) acre area planned for commercial development, commonly known as Falcon Field development contained within the District's boundaries.

Regional Public Improvements: means facilities and other improvements which are or will be dedicated to the State, County or another governmental or quasi-governmental entity for substantially public use, and which serve the needs of the region.

Revenue Obligations: means bonds or other obligations not subject to annual appropriation that are payable from a pledge of revenues other than *ad valorem* property taxes.

Service Plan: means this Service Plan for the District.

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

State: means the State of Colorado.

Special Purpose Mill Levy: means the ad valorem mill levy the District is required to impose and certify against any property within the District and remit to WHMD, as more particularly described in Section VI.C.3.

Underlying Land Use Approvals: means Board of County Commissioners approval of the applicable land use plans that form the basis for the need for the District and its proposed financing plan and/or services. Such approvals may be in the form of one or a combination of Sketch Plans, Generalized Planned Unit Development (PUD) Development Plans, site-specific PUD plans, or subdivision plans.

WHMD: means the Woodmen Hills Metropolitan District.

III. INTRODUCTION

A. Background.

The District is being formed to construct, install, finance, operate and maintain certain public improvements to serve the needs of the Project.

In anticipation of the submittal of this Service Plan, the Project, consisting of the District Boundaries, was included into WHMD boundaries, pursuant to an Order for Inclusion processed in accordance with Sections 32-1-401 *et seq.*, C.R.S., and granted by the County District Court and recorded with the County Clerk and Recorder on April 29, 2019 at Reception No. 219044856. The inclusion is subject to the terms and conditions set forth in the Inclusion and Service Agreement, entered into by WHMD and the Developer, on March 29, 2019 (the “**Inclusion Agreement**”).

Upon formation of the District, the District will be within WHMD’s boundaries and therefore is deemed an “Overlapping District” pursuant to Section 32-1-107, C.R.S. As evidenced in the Inclusion Agreement and in accordance with Section 32-1-107(3)(b)(IV), C.R.S., the District received WHMD’s consent as an overlapping special district authorized to provide the same services as the District, pursuant to the terms set forth in the Inclusion Agreement.

As contemplated in this Service Plan and set forth in the Inclusion Agreement, it is anticipated that the District will finance and construct, certain off-site and on-site, sanitary and water facilities to serve both the District and WHMD, in exchange for WHMD providing the sanitary and water services to the District Boundaries. In addition, the District is authorized to finance and construct parks and recreation facilities, but shall not provide parks and recreation services, such services will be provided by WHMD. Pursuant to the terms of the Inclusion Agreement, it is further anticipated, that the water and sewer facilities financed and constructed by the District will be conveyed to WHMD for operations and maintenance.

B. Overall Purpose and Intent.

The District will be created pursuant to the Special District Act, and is being organized as a Conventional Representative District under El Paso County policies. The District is an independent unit of local government, separate and distinct from the County, and, except as may otherwise be provided for by State or local law or this Service Plan, its activities are subject to

review by the County only insofar as they may deviate in a material matter from the requirements of the Service Plan. It is intended that the District, in its discretion, will provide a part or all of various Public Improvements necessary and appropriate for the development of a project within the unincorporated County to be known as “Falcon Field” (the “Project”). The Public Improvements will be constructed for the use and benefit of all anticipated inhabitants, property owners and taxpayers of the District. The primary purpose of the District will be to finance the construction of these Public Improvements. Additional major purposes will include any ongoing operation and maintenance of the Public Improvements within the District not otherwise dedicated to WHMD, the County, the State or third party entities for ownership and/or ongoing operation and maintenance, including but not limited to, stormwater detention ponds and channel improvements.

C. Need For The District.

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

D. County Objectives in Forming the District.

The County recognizes this District as an independent quasi-municipal entity which is duly authorized for the purposes and functions identified in the Service Plan. Future County involvement in the affairs of the District will generally be limited to functions as required by the Colorado Revised Statutes, reporting and disclosure functions, determinations as to compliance with the limits as set forth in this Service Plan or any conditions attached to its approval, as well as additional activities or relationships as may be stipulated in any intergovernmental agreements which may be entered in to between the District and the County in the future.

In approving this Service Plan the objectives of the County include an intent to allow the applicants reasonable access to public tax-exempt financing for reasonable costs associated with the generally identified Public Improvements and to allow the applicants the ability to prudently obligate future property owners for a reasonable share of the repayment costs of the Public Improvements which will benefit the properties within this District.

It is the additional objective of the County to allow for this District to provide for the identified ongoing services which either cannot or will not be provided by the County and/ or other districts.

In approving this District as a Conventional Representative District, it is also an objective of the County to maximize opportunities for full representative participation on the part of future eligible electors. However, because many of the critical financing decisions will be made prior to the existence of resident electors, it is the further intent of the County to accommodate and

allow for reasonable and constructive ongoing notice to future property owners of the probable financial impacts associated with owning property within the District.

E. Specific Purposes -Facilities and Services.

The District is authorized to provide the following facilities and services, both within and without the boundaries of the District as may be necessary:

1. Water. The design, acquisition, construction, installation and operation and maintenance of a complete water and irrigation water system, including but not limited to water rights, water quality, treatment, storage, pumping, transmission and distribution systems for domestic and other public or private purposes, together with all necessary and proper treatment facilities, wells, water rights, equipment and appurtenances incident thereto which may include, but shall not be limited to, transmission lines, distribution mains and laterals, storage facilities, land and easements, together with extensions of and improvements to said systems, but excluding private on-site development.

Pursuant to the conditions set forth in the Inclusion Agreement, it is anticipated the District will provide for the financing, design, permitting, construction and installation of the off-site and on-site water Public Improvements. All water Public Improvements constructed in connection to the Inclusion Agreement are anticipated to be dedicated to WHMD. Any water improvements not conveyed to WHMD, the County, other appropriate jurisdiction or an owners' association will be owned and maintained by the District.

While it is anticipated that the WHMD will provide the water service to end-users, it is the District's intent for the organization of the District and the development of the Project to comply with the policies set forth in the El Paso County Water Master Plan. In addition, the District does not intend to join the El Paso County Water Authority following formation.

2. Sanitation. The design, acquisition, construction, installation, relocation, operation and maintenance of sanitation improvements including, but not limited to, sanitary sewer transmission lines, wastewater systems, wastewater treatment, storm drainage, detention/retention ponds, together with all necessary, incidental and appurtenant facilities, land and easements, and all extensions of and improvements to said facilities.

Pursuant to the conditions set forth in the Inclusion Agreement, it is anticipated the District will provide for the financing, design, permitting, construction and installation of the off-site and on-site sanitation and wastewater Public Improvements. All sanitation and wastewater Public Improvements constructed in connection to and pursuant to the terms of the Inclusion Agreement are anticipated to be dedicated to WHMD. Any storm drainage, and detention improvements not conveyed to WHMD, the County, other appropriate jurisdiction or an owners' association will be owned and maintained by the District.

3. Street Improvements. The design, acquisition, installation, construction and operation and maintenance of improvements to existing roadways as well as new roadway

improvements, including but not limited to curbs, sidewalks, bridges, underpasses, streets, medians, roundabouts, islands, paving, lighting, sleeving, grading, landscaping, and other street improvements, together with all necessary, incidental, and appurtenant facilities, together with extensions of and improvements to said facilities. It is anticipated that street improvements will be conveyed to the County; however, those street improvements not conveyed to the County, other appropriate jurisdiction or an owners' association will be owned and maintained by the District.

4. Transportation. The design, acquisition, installation, construction and operation and maintenance of a system to transport the public by bus, rail or any other means of conveyance, or any combination thereof, including but not limited to, bus stops and shelters, park and ride facilities, parking facilities, bike storage facilities, together with all necessary, incidental and appurtenant facilities, land easements, and all extensions of and improvements to said facilities. It is anticipated that transportation improvements not conveyed to the State, County, or other appropriate or owners' association will be owned and maintenance by the District.

5. Safety Protection. The design, acquisition, installation and construction of traffic and safety protection facilities and services through traffic and safety controls and devices on streets and highways,, as well as other facilities and improvements including but not limited to, speed control devises, signalization at intersections, traffic signs, area identification signs, directional assistance, and driver information signs, together with all necessary, incidental, and appurtenant facilities, extensions of and improvements to said facilities. It is anticipated that safety protection improvements will be conveyed to the State or County; however, those safety protection improvements not conveyed to the State or County, other appropriate jurisdiction or an owners' association will be owned and maintained by the District.

6. Drainage. The design, acquisition, construction, installation, relocation and operation and maintenance of drainage improvements including, but not limited to, storm sewers, channels, flood and surface drainage, gutters, culverts, and other drainage facilities such as detention ponds, retaining walls, and all necessary or proper equipment and appurtenances, together with all necessary, incidental and appurtenant facilities, and all necessary extensions of and improvements to said facilities or systems. It is anticipated that drainage improvements not conveyed to WHMD, the County, other appropriate jurisdiction or an owners' association will be owned and maintained by the District.

Pursuant to the conditions set forth in the Inclusion Agreement, it is anticipated the District will provide for the financing, design, permitting, construction and installation of the off-site and on-site drainage Public Improvements. Any drainage improvements not conveyed to WHMD, the County, other appropriate jurisdiction or an owners' association will be owned and maintained by the District.

7. Parks and Recreation. The design, acquisition, construction, installation and operation and maintenance of public park and recreation facilities including, but not limited to, pocket parks, paths, trails, fencing, open space, common areas, play structures, community pool and recreation center, street trees, streetscapes, entry features, landscaping and irrigation,

weed control, outdoor lighting, together with all necessary, incidental and appurtenant facilities, and all necessary extensions of and improvements to said facilities or systems. It is anticipated that parks and recreation improvements will be conveyed to the County; however, those parks and recreation improvements not conveyed to the County, other appropriate jurisdiction or an owners' association will be owned and maintained by the District.

Pursuant to the conditions set forth in the Inclusion Agreement, the District will not provide recreation programs or services, but may only finance and construct park and recreation facilities. It is anticipated that all park and recreation facilities constructed by the District will be dedicated to WHMD. Any Parks and Recreation improvements not conveyed to WHMD, the County, other appropriate jurisdiction or an owners' association will be owned and maintained by the District.

8. Mosquito Control. Provide for the eradication and control of mosquitoes, including but not limited to elimination or treatment of breeding grounds and purchase, lease, contracting or other use of equipment or supplies for mosquito control.

9. Television Relay and Translation. The design, acquisition, construction, installation, and operation and maintenance of television relay and translation facilities and programs, together with all necessary, incidental and appurtenant facilities, land and easements, and all extensions of and improvements to said facilities.

10. Covenant Enforcement and Design Review. Subject to the provisions of Section 32-1-1004(8), C.R.S., the District shall have the power to furnish covenant enforcement and design review services within the Service Area.

11. Security Services. Subject to the provisions of Section 32-1-1004(7), C.R.S., the District shall have the power to furnish security services within the Service Area.

12. Solid Waste Disposal. Subject to the provisions of Section 32-1-1006(6) and (7) C.R.S., the District shall have the power to furnish solid waste disposal facilities or collection and transportation of solid waste.

F. Other Powers.

1. Operations and Maintenance. The District shall be authorized to operate and maintain the Public Improvements not conveyed to the County, WHMD, other governmental entities having proper jurisdiction, or an owners' association.

2. Amendments. The District shall have the power to amend this Service Plan as needed, subject to appropriate statutory procedures as set forth in Section 32-1-207, C.R.S.

3. Authority to Modify Implementation of Financing Plan and Public Infrastructure. Without amending this Service Plan, the District may defer, forego, reschedule or restructure the financing and construction of certain improvements and facilities, to better accommodate the pace of growth, resources availability, and potential inclusions of property within the District.

G. Other Statutory Powers.

The District may exercise such powers as are expressly or impliedly granted by Colorado law, if not otherwise limited by the Service Plan or its conditions of approval.

H. Eminent Domain.

The District may exercise the power of eminent domain or dominant eminent domain only as necessary to further the clear public purposes of the District.

The power of eminent domain and/or dominant eminent domain shall be limited to the acquisition of property that the District intends to own, control or maintain by the District or other governmental entity and is for the material use or benefit of the general public. The term “material use or benefit for the general public” shall not include the acquisition of property for the furtherance of an economic development plan, nor shall it include as a purpose an intent to convey such property or to make such property available to a private entity for economic development purposes. The phrase “furtherance of an economic development plan” does not include condemnation of property to facilitate public infrastructure that is necessary for the development of the Project.

I. Intergovernmental Agreements (IGAs).

The District is authorized to enter into IGAs to the extent permissible by law. It is anticipated that the District and WHMD will enter into an IGA to memorialize the terms of the Inclusion Agreement, including the imposition of the Special Purpose Mill Levy to be imposed by the District, as further described in Section VI.C.3 of this Service Plan.

J. Description of Proposed Boundaries and Service Area.

1. District Boundaries. A vicinity map showing the general location of the District is included as Exhibit A.1. A map of the initially included properties is included at Exhibit A.2, with a legal description of its boundaries are found at Exhibit A.3.

2. Additional Inclusion Areas. At this time, Additional Inclusion Areas are not anticipated in addition to the initially included properties. However, in order to accommodate the needs of Project phasing and/or change in Development Plans, the boundaries of the District may be adjusted via inclusion or exclusion, and the District shall be authorized to include territory within the Additional Inclusion Area, upon petition of the property owner thereof, in accordance with applicable provisions of the Special District Act.

3. Extraterritorial Service Areas. The District does not anticipate providing services to areas outside of the District Boundaries and Additional Inclusion Areas. WHMD provides water, sewer and parks and recreation services to the property within the District Boundaries. While the District plans on providing for the financing and construction of the off-site water and sewer facilities, as specified in the Inclusion Agreement, the District will not be providing water, sewer or parks and recreation services.

4. Analysis of Alternatives. The Project is not presently served with the facilities proposed to be provided by the District, and neither the County nor any other special district have plans to provide such facilities within a reasonable time and on a comparable basis. There are currently no other governmental entities, including WHMD and the County, located in the immediate vicinity of the District that consider it desirable, feasible or practical to undertake the planning, design, acquisition, construction, installation, relocation, redevelopment and financing of the Public Improvements needed for the Project.

5. Material Modifications/Service Plan Amendment. Material modifications of this Service Plan shall, at a minimum, trigger the need for prior approval of the Board of County Commissioners at an advertised public hearing and may require a need for a complete re-submittal of an amended Service Plan along with a hearing before the County's planning commission. For the purpose of this Service Plan the following changes shall be considered material modifications:

a. Any change in the basic services provided by the District, including the addition of any types of services not authorized by this Service Plan.

b. Any other matter which is now, or may in the future, be described as a material modification by the Special District Act.

c. Imposition of a mill levy in excess of any of the Maximum Mill Levies as authorized in this approved Service Plan.

d. Issuance of Debt in excess of the Maximum Debt Authorization authorized in this Service Plan

e. Issuance of any Debt with a maturity period of greater than thirty (30) years, from the date of issuance of such Debt.

f. Creation of any sub-districts as contemplated in the Special District Act.

g. Inclusion into the District of any property over a five (5) mile radius from the combined area of the District Boundaries and the property described in Exhibit A.3 unless explicitly contemplated in this Service Plan.

IV. DEVELOPMENT ANALYSIS

A. Existing Developed Conditions.

There is currently no development within the District boundaries.

B. Total Development at Project Buildout.

The project area consists of approximately fifty-eight (58) acres of land. The project is anticipated to include 275,500 square feet of commercial development.

C. Development Phasing and Absorption.

Absorption of the project is projected to take 5 years, beginning in 2021 and ending in 2026 and is further described in the Development Summary Table found at Exhibit B.

D. Status of Underlying Land Use Approvals.

Rezoning of the property within the District Boundaries to CS Commercial will occur concurrently with the approval process for this Service Plan.

V. INFRASTRUCTURE SUMMARY

Attached as Exhibit C is summary of the estimated costs of Public Improvements which are anticipated to be required within this District. A general description of the categories of Public Improvements is included in Section III.E. of this Service Plan. The total costs of the Public Improvement is estimated to be approximately \$13,110,000, in year 2019 dollars. It is estimated that the District will finance approximately all of this estimated amount, but the amount ultimately financed, or reimbursed, by the District will be subject to the Maximum Authorized Debt limit.

All Public Improvements will be designed and constructed in accordance with the standards of the governmental entity to which such Public Improvements will be dedicated (including, with respect to storm sewer and drainage facilities, the applicable NPDES standards), and otherwise in accordance with applicable El Paso County standards. The composition of specific Public Improvements will be determined in connection with applicable future land use and development approvals required by El Paso County rules and regulations.

VI. FINANCIAL PLAN SUMMARY.

A. Financial Plan Assumptions and Debt Capacity Model.

The Financial Plan, attached as Exhibit D, provides a summary of development assumptions, projected assessed valuation, description of revenue sources (including applicable mill levies and fees, and any other legally available revenue) and expenses for both operations and debt service, and an overall debt capacity model associated with projected future development of the Project. The model demonstrates that the District is capable of providing sufficient and economic service within the Project, and that the District has or will have the financial ability to discharge the District's Debt on a reasonable basis. The financial model attached as Exhibit D is an example of the manner in which the District may finance the Public Improvements. The specific structure for financing the Public Improvements shall be determined in the discretion of the Board of Directors of the District, subject to the limitations set forth in this Service Plan. The parameters in the Financial Plan are based upon current estimates and will change based on actual development of the Project.

The Financial Plan is one projection of the issuance of Debt by the District based on certain development assumptions. It is expected that actual development (including, but not limited to product types, market values, and absorption rates) will vary from that projected and illustrated in the Financial Plan, which variations and deviations shall not constitute a material modification of this Service Plan. Notwithstanding anything in this Service Plan to the contrary, the projections set forth in this Service Plan and the Financial Plan are projections based upon current market conditions. The actual amounts, interest rates, and terms of any Debt will likely change from that reflected in the Financial Plan and each issue of Debt will be based upon the actual conditions existing at the time of issuance, subject to the limitations of the Service Plan.

B. Maximum Authorized Debt.

The District is authorized to issue Debt up to \$20,000,000 in principal amount. The Districts shall not issue Debt in excess of the Maximum Authorized Debt; provided, however, any refunding Debt shall not count against the Maximum Authorized Debt. The Maximum Authorized Debt established in this Service Plan accounts for future changes due to market changes, changes in development approvals, and inflation and is intended to provide sufficient flexibility without the need for future amendments to this Service Plan.

C. Maximum Mill Levies.

1. Maximum Debt Service Mill Levy. The Maximum Debt Service Mill Levy shall be thirty (30) mills, subject to Gallagher Adjustment. All Debt issued by the District must be issued in compliance with the requirements of Section 32-1-1101, C.R.S. and all other requirements of State law.

2. Maximum Operational Mill Levy. The Maximum Operational Mill Levy Cap shall be ten (5) mills, subject to Gallagher Adjustment.

3. Maximum Special Purpose Mill Levy. The District shall impose the Special Purpose Mill Levy at a rate not to exceed one (1) mill, subject to Gallagher Adjustment, and remit the revenues received to WHMD, to allocate towards its Park and Recreation Fund. The Special Purpose Mill Levy shall not count against the Maximum Debt Service Mill Levy or the Maximum Operational Mill Levy.

It is anticipated that the District and WHMD will memorialize the District's imposition of the Special Purpose Mill Levy in an intergovernmental agreement. Such intergovernmental agreement will provide, among other things, the procedure and timing of remittance of revenues to WHMD.

4. Maximum Combined Mill Levy. The Maximum Combined Mill Levy is 36 Mills, subject to Gallagher Adjustment.

Increases to or removal of any of the Maximum Mill Levies, excluding the WHMD Contribution Mill Levy, shall be subject to Board of County Commissioners approval without the need for a formal Service Plan Amendment (unless the Board otherwise requires).

D. Maximum Maturity Period for Debt.

The period of maturity for issuance of any Debt (but not including Developer Funding Agreements) shall be limited to no more than thirty (30) years without express, prior approval of the Board of County Commissioners. Such approval, although required, is not considered to be a Material Modification of the Service Plan which would trigger the need to amend said Service Plan. However, the District is specifically authorized to refund or restructure existing Debt so long as the period of maturity for the refunding or restructured Debt is no greater than 30 years from the date of the issuance thereof.

E. Developer Funding Agreements.

The Developer does intend to enter into Developer Funding Agreements with the District in addition to recovery of the eligible costs associated with creation of this District. It is anticipated that in the formative years the District will have shortfalls in funding its capital costs and monthly operations and maintenance expenses. The Developer may fund these obligations for the District to promote the Project's development subject to the Developer being repaid from future District revenues.

Developer Funding Agreements may allow for the earning of simple interest thereon, but under no circumstances shall any such agreement permit the compounding of interest. The Developer Funding Agreements may permit an interest rate that does not exceed the prime interest rate plus two points thereon.

The maximum term for repayment of a Developer Funding Agreement shall be twenty (20) years from the date the District becomes obligated to repay the Developer Funding Agreement under the associated contractual obligation. For the purpose of this provision,

Developer Funding Agreements are considered repaid once the obligations are fully paid in cash or when converted to bonded indebtedness of the District (including privately placed bonds). Any extension of such term is considered a Material Modification and must be approved by the Board of County Commissioners. .

Required disclosure notices shall clearly identify the potential for the District to enter into obligations associated with Developer Funding Agreements.

F. Privately Placed Debt Limitation.

Prior to the issuance of any privately placed Debt, the District shall obtain the certification of an External Financial Advisor in substantially the same form 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. Revenue Obligations. The District shall also be permitted to issue Revenue Obligations in such amount as the District may determine. Amounts issued as Revenue Obligations are not subject to the Maximum Debt Authorization.

VII. OVERLAPPING TAXING ENTITIES, NEIGHBORING JURISDICTIONS

A. Overlapping Taxing Entities.

The directly overlapping taxing entities and their respective year 2019 mill levies are as follows:

El Paso County	7.738 mills
El Paso County Road and Bridge	.330 mills
School District No. 49	43.044 mills
Pikes Peak Library District	4.000 mills
Falcon Fire Protection District	14.886 mills
El Paso Conservation	0.000 mills
Upper BLK Squirrel CRK Ground Water	1.082 mills
WHMD	0.000 mills

Total Existing Mill Levy: 71.080 mills

The total mill levy including the initially proposed District mill levy is 107.080 mills.

The District does not anticipate any adverse impacts to the listed entities in this Section. Because the District and WHMD overlap and have water, sewer and park and recreation powers, their relationship and coordination of such facilities and services will be governed pursuant to the conditions sets forth in the Inclusion Agreement and this Service Plan.

B. Neighboring Jurisdictions.

The following additional taxing and/or service providing entities include territory within three miles of the District Boundaries.

4-Way Ranch Metro #1
4-Way Ranch Metro #2
Banning Lewis Ranch Metro #3
Banning Lewis Ranch Metro #4
Banning Lewis Ranch Regional Metro
Bent Grass Metropolitan
Black Forest Fire Protection
Bobcat Meadows Metropolitan
Central Colorado Conservation
City Of Colorado Springs
El Paso County
El Paso County Conservation
El Paso County Pid #2
El Paso County School No 49
Falcon Fire Protection
Falcon Highlands Metropolitan
Falcon Regional Transportation Metro
Meridian Ranch Metro 2018 Subdistrict
Meridian Ranch Metropolitan
Paint Brush Hills Md- Subdistrict A
Paint Brush Hills Metropolitan
Peyton Fire Protection
Peyton School No 23
Pikes Peak Library
Southeastern Colo Water Conservancy
Sterling Ranch Metro #1
Upper Blk Squirrel Crk Ground Water
Westmoor Water & Sanitation

Woodmen Hills Metropolitan
Woodmen Road Metropolitan

The District does not anticipate any adverse impacts to the listed entities in this Section.

VIII. DISSOLUTION

A. Dissolution. Upon an independent determination of the Board of County Commissioners that the purposes for which the District was created have been accomplished, the District agrees to file a petition in the appropriate District Court for dissolution, pursuant to the applicable State statutes. In no event shall dissolution occur until the District has provided for the payment or discharge of all of its outstanding indebtedness and other financial obligations as required pursuant to State statutes.

B. Administrative Dissolution. The District shall be subject to administrative dissolution by the Division of Local Government as set forth in Section 32-1-710, C.R.S.

IX. COMPLIANCE

A. An Annual Report and Disclosure Form will be required and submitted as described in C.R.S. 32-1-207(3)(d) and as further articulated by Board of County Commissioners Resolution No. 07-273.

B. Material Modifications of this Service Plan shall be subject to the provisions contained in Section 32-1-207, C.R.S., relating to approvals and notices thereof.

X. MISCELLANEOUS

The following is additional information to further explain the functions of the District:

A. Special District Act.

The contemplated municipal services are under the jurisdiction of the Special District Act and not the Public Utilities Commission.

B. Disclosure to Prospective Purchasers.

After formation of the District, and in conjunction with final platting of any properties within the proposed District, the applicable Board of Directors of the District shall prepare a notice acceptable to the Development Services Department Staff informing all purchasers of property within the District of the District's existence, purpose and debt, taxing, and other

revenue-raising powers and limitations. Such notice obligation shall be deemed satisfied by recording the notice with this Service Plan and each final plat associated with the Project, or by such other means as the Development Services Department approves. Such notice shall be modified to address the potential for future Debt issuance which may be required to meet the obligations associated with loans incurred by the District. In conjunction with subsequent plat recordings, Development Services Department staff is authorized to administratively approve updates of the disclosure form to reflect current information.

C. Local Improvements.

Prior to the financing of Local Public Improvements, and if required by County policy uniformly applied, agreements shall be in place to prevent a loss of sales tax revenue from sales of construction materials which would otherwise accrue to the County.

D. Service Plan not a Contract.

The grant of authority contained in this Service Plan does not constitute the agreement or binding commitment of the District enforceable by third parties to undertake the activities described, or to undertake such activities exactly as described.

E. Land Use and Development Approvals.

Approval of this Service Plan does not imply approval of the development of a specific area within the Project, 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. All such land use and development approvals shall be processed and obtained in accordance with applicable El Paso County rules, regulations and policies.

XI. CONCLUSION

It is submitted that this Service Plan for the District establishes that:

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

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

C. The proposed District is capable of providing economical and sufficient service to the Project;

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

E. Adequate service is not, and will not be, available to the area through the County or other existing municipal or quasi-municipal corporations, including existing special districts, within a reasonable time and on a comparable basis;

F. The facility and service standards of the proposed District are compatible with the facility and service standards of the County;

G. The proposal is in substantial compliance with the County master plan; and

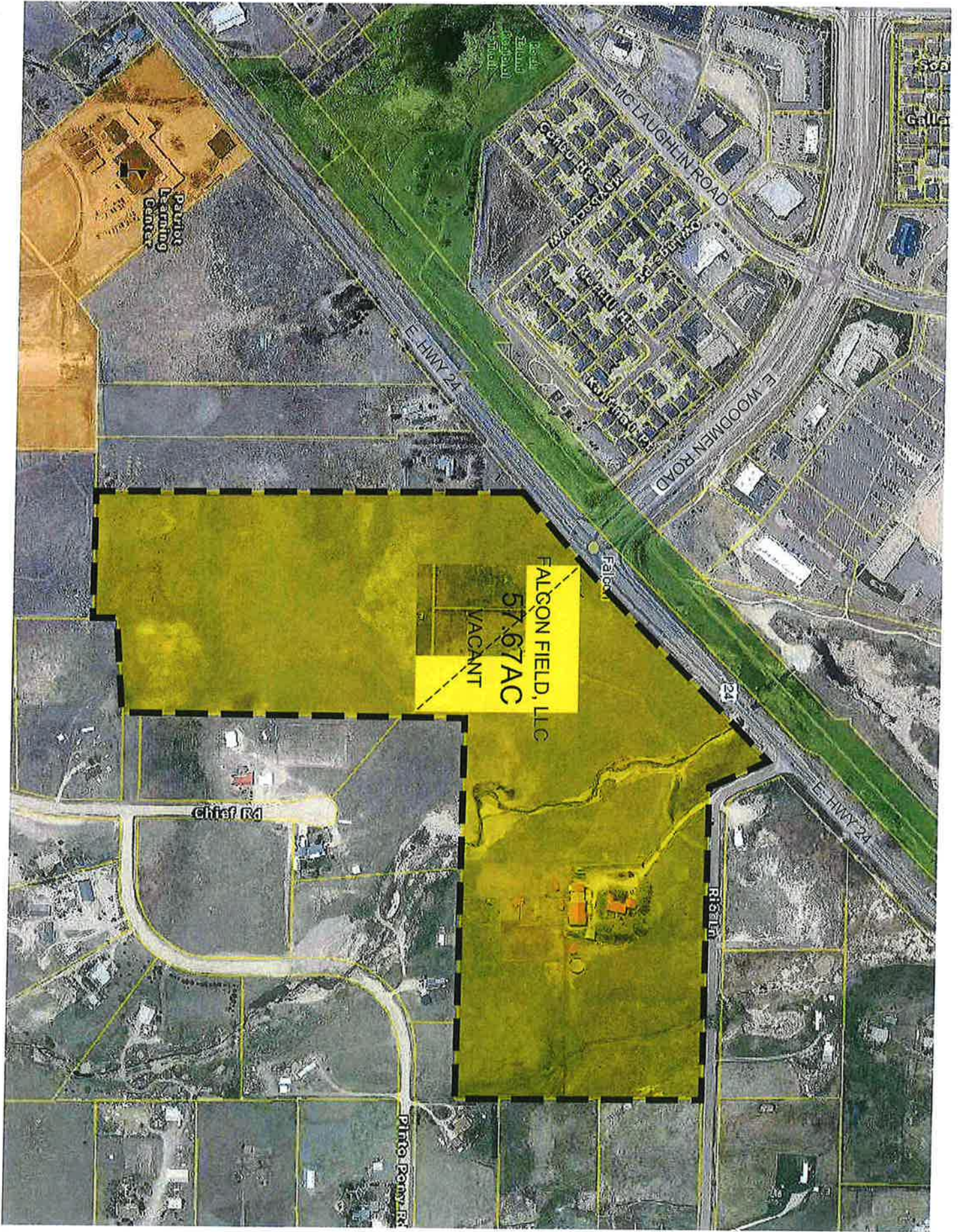
H. The creation of the proposed District is in the best interests of the area proposed to be served.

EXHIBIT A

MAPS AND LEGAL DESCRIPTIONS

EXHIBIT A.1

VICINITY MAP



FALCON FIELD, LLC
57.67 AC
VACANT

Patriot Learning Center

MC LAUGHLIN ROAD

E WOODMEN ROAD

E HWY 24

FALCON

24

E HWY 24

Chief Rd

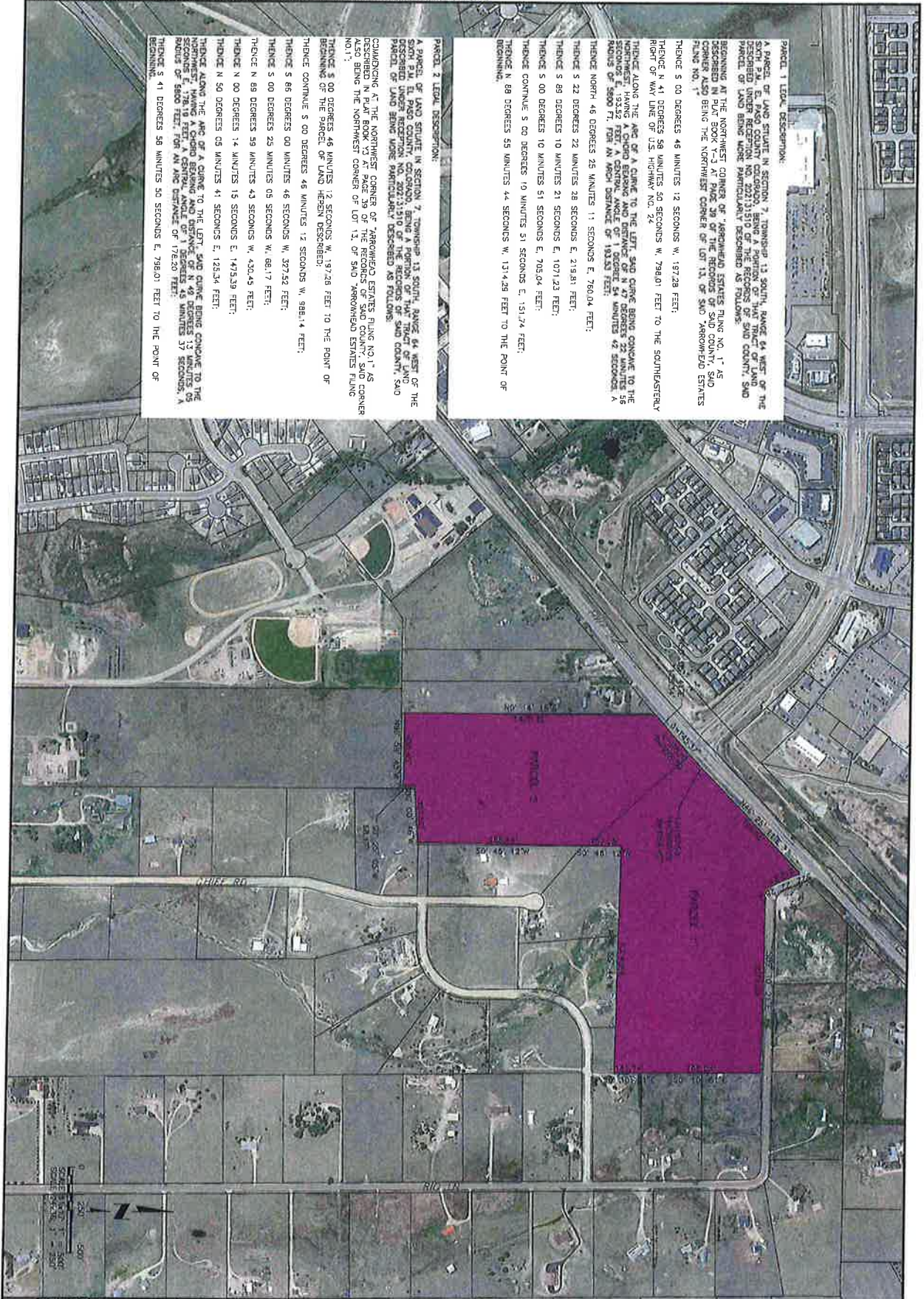
RICE LN

PINE PONY RD

Galler

Red Hill
Stallion
Thicket

EXHIBIT A.2
DISTRICT BOUNDARY MAP



PARCEL 1 LEGAL DESCRIPTION:

A PART OF LAND SITUATE IN SECTION 7, TOWNSHIP 13 SOUTH, RANGE 64 WEST OF THE SIXTH P.M. E. PLANO COUNTY, COLORADO, BEING A PORTION OF THAT TRACT OF LAND DESCRIBED UNDER RECEPTION NO. 222131510 OF THE RECORDS OF SAID COUNTY, SAID PARCEL OF LAND BEING MORE PARTICULARLY DESCRIBED AS FOLLOWS:
 BEGINNING AT THE NORTHWEST CORNER OF "ARROWHEAD ESTATES PLING NO. 1," AS DESCRIBED IN PLAT BOOK Y-3 AT PAGE 28 OF THE RECORDS OF SAID COUNTY, SAID CORNER ALSO BEING THE NORTHWEST CORNER OF LOT 11, OF SAID "ARROWHEAD ESTATES PLING NO. 1";

THENCE S 00 DEGREES 46 MINUTES 12 SECONDS W. 197.28 FEET;

THENCE N 41 DEGREES 58 MINUTES 50 SECONDS W. 798.01 FEET TO THE SOUTHWESTERLY RIGHT OF HWY LINE OF U.S. HIGHWAY NO. 26;

THENCE ALONG THE ARC OF A CURVE TO THE LEFT, SAID CURVE BEING CONFORME TO THE NORTHWEST QUARTER OF SECTION 7, TOWNSHIP 13 SOUTH, RANGE 64 WEST OF THE RECORDS OF SAID COUNTY, COLORADO, BEING A PORTION OF THAT TRACT OF LAND DESCRIBED UNDER RECEPTION NO. 222131510 OF THE RECORDS OF SAID COUNTY, SAID RADIUS OF 5800 FT. FOR AN ARC DISTANCE OF 102.53 FEET;

THENCE NORTH 46 DEGREES 25 MINUTES 11 SECONDS E. 760.04 FEET;

THENCE S 22 DEGREES 22 MINUTES 28 SECONDS E. 219.81 FEET;

THENCE S 89 DEGREES 10 MINUTES 21 SECONDS E. 1071.23 FEET;

THENCE S 00 DEGREES 10 MINUTES 51 SECONDS E. 705.04 FEET;

THENCE CONTINUE S 00 DEGREES 10 MINUTES 51 SECONDS E. 151.74 FEET;

THENCE N 89 DEGREES 55 MINUTES 44 SECONDS W. 1314.29 FEET TO THE POINT OF BEGINNING.

PARCEL 2 LEGAL DESCRIPTION:

A PART OF LAND SITUATE IN SECTION 7, TOWNSHIP 13 SOUTH, RANGE 64 WEST OF THE RECORDS OF SAID COUNTY, COLORADO, BEING A PORTION OF THAT TRACT OF LAND DESCRIBED UNDER RECEPTION NO. 222131510 OF THE RECORDS OF SAID COUNTY, SAID PARCEL OF LAND BEING MORE PARTICULARLY DESCRIBED AS FOLLOWS:
 BEGINNING AT THE NORTHWEST CORNER OF "ARROWHEAD ESTATES PLING NO. 1," AS DESCRIBED IN PLAT BOOK Y-3 AT PAGE 28 OF THE RECORDS OF SAID COUNTY, SAID CORNER ALSO BEING THE NORTHWEST CORNER OF LOT 11, OF SAID "ARROWHEAD ESTATES PLING NO. 1";

THENCE S 00 DEGREES 46 MINUTES 12 SECONDS W. 197.28 FEET TO THE POINT OF BEGINNING OF THE PARCEL OF LAND HEREIN DESCRIBED;

THENCE CONTINUE S 00 DEGREES 46 MINUTES 12 SECONDS W. 988.14 FEET;

THENCE S 86 DEGREES 00 MINUTES 46 SECONDS W. 372.52 FEET;

THENCE S 00 DEGREES 23 MINUTES 05 SECONDS W. 881.17 FEET;

THENCE N 89 DEGREES 59 MINUTES 43 SECONDS W. 420.45 FEET;

THENCE N 00 DEGREES 14 MINUTES 15 SECONDS E. 1475.39 FEET;

THENCE N 50 DEGREES 05 MINUTES 41 SECONDS E. 125.34 FEET;

THENCE ALONG THE ARC OF A CURVE TO THE LEFT, SAID CURVE BEING CONFORME TO THE NORTHWEST QUARTER OF SECTION 7, TOWNSHIP 13 SOUTH, RANGE 64 WEST OF THE RECORDS OF SAID COUNTY, COLORADO, BEING A PORTION OF THAT TRACT OF LAND DESCRIBED UNDER RECEPTION NO. 222131510 OF THE RECORDS OF SAID COUNTY, SAID RADIUS OF 5800 FEET. FOR AN ARC DISTANCE OF 178.20 FEET;

THENCE S 41 DEGREES 58 MINUTES 50 SECONDS E. 798.01 FEET TO THE POINT OF BEGINNING.

NO.	REVISION	DATE	APP.	BY	DESCRIPTION
1					
2					
3					
4					
5					
6					
7					

EXHIBIT

JDS-HYDRO CONSULTANTS, INC.
 5540 TECH CENTER DR., SUITE 100
 COLORADO SPRINGS, COLORADO 80919
 (719) 227-0072

PROJECT: HWK\112.153
 DATE: 03/09/18
 DRAWN: JHM
 CHECK: JHM

EXHIBIT A.3

LEGAL DESCRIPTION OF DISTRICT BOUNDARIES

PARCEL 1 LEGAL DESCRIPTION

A PARCEL OF LAND SITUATE IN SECTION 7, TOWNSHIP 13 SOUTH, RANGE 64 WEST OF THE SIXTH P.M., EL PASO COUNTY COLORADO, BEING A PORTION OF THAT TRACT OF LAND DESCRIBED UNDER RECEPTION NO. 202131510 OF THE RECORDS OF SAID COUNTY, SAID PARCEL OF LAND BEING MORE PARTICULARLY DESCRIBED AS FOLLOWS:

BEGINNING AT THE NORTHWEST CORNER OF "ARROWHEAD ESTATES FILING NO. 1" AS DESCRIBED IN PLAT BOOK Y-3 AT PAGE 39 OF THE RECORDS OF SAID COUNTY, SAID CORNER ALSO BEING THE NORTHWEST CORNER OF LOT 13, OF SAID "ARROWHEAD ESTATES FILING NO. 1"

THENCE S 00 DEGREES 46 MINUTES 12 SECONDS W, 197.28 FEET;

THENCE N 41 DEGREES 58 MINUTES 50 SECONDS W, 798 FEET TO THE SOUTHEASTERLY RIGHT OF WAY LINE OF U.S. HIGHWAY NO. 24

THENCE ALONG THE ARC OF A CURVE TO THE LEFT, SAID CURVE BEING CONCAVE TO THE NORTHWEST, HAVING A CHORD BEARING AND DISTANCE OF N 47 DEGREES 22 MINUTES 56 SECONDS E, 193.52 FEET, A CENTRAL ANGLE OF 1 DEGREE 54 MINUTES 42 SECONDS, A RADIUS OF 5800 FT. FOR AN ARCH DISTANCE OF 193.53 FEET;

THENCE NORTH 46 DEGREES 25 MINUTES 11 SECONDS E, 760.04 FEET;

THENCE S 22 DEGREES 22 MINUTES 28 SECONDS E, 219.81 FEET;

THENCE S 89 DEGREES 10 MINUTES 21 SECONDS E, 1071.23 FEET;

THENCE S 00 DEGREES 10 MINUTES 51 SECONDS E, 705.04 FEET;

THENCE CONTINUE S 00 DEGREES 10 MINUTES 51 SECONDS E, 151.74 FEET;

THENCE N 88 DEGREES 55 MINUTES 44 SECONDS W, 1314.29 FEET TO THE POINT OF BEGINNING.

PARCEL 2 LEGAL DESCRIPTION

A PARCEL OF LAND SITUATE IN SECTION 7, TOWNSHIP 13 SOUTH, RANGE 64 WEST OF THE SIXTH P.M. EL PASO COUNTY, COLORADO, BEING A PORTION OF THAT TRACT OF LAND DESCRIBED UNDER RECEPTION NO. 202131510 OF THE RECORDS OF SAID COUNTY, SAID PARCEL OF LAND BEING MORE PARTICULARLY DESCRIBED AS FOLLOWS:

COMMENCING AT THE NORTHWEST CORNER OF "ARROWHEAD ESTATES FILING NO. 1" AS DESCRIBED IN PLAT BOOK Y3 AT PAGE 39 OF THE RECORDS OF SAID COUNTY, SAID CORNER ALSO BEING THE NORTHWEST CORNER OF LOT 13, OF SAID "ARROWHEAD ESTATES FILING NO. 1";

THENCE S 00 DEGREES 46 MINUTES 12 SECONDS W, 197.28 FEET TO THE POINT OF BEGINNING OF THE PARCEL OF LAND HERIN DESCRIBED;

THENCE CONTINUE 00 DEGREES 46 MINUTES 12 SECONDS W, 988.14 FEET;

THENCE S 86 DEGREES 00 MINUTES 46 SECONDS W, 327.52 FEET;

THENCE S 00 DEGREES 25 MINUTES 05 SECONDS W, 68.17 FEET;

THENCE N 89 DEGREES 59 MINUTES 43 SECONDS W, 430.45 FEET;

THENCE N 00 DEGREES 14 MINUTES 15 SECONDS E, 125.34 FEET;

THENCE ALONG THE ARC OF A CURVE TO THE LEFT, SAID CURVE BEING CONCAVE TO THE NORTHWEST, HAVING A CHORD BEARING AND DISTANCE OF N 49 DEGREES 13 MINUTES 05 SECONDS E, 178.19 FEET, A CENTRAL ANGLE OF 1 DEGREES 45 MINUTES 37 SECONDS, A RADIUS OF 5800 FEET, FOR AN ARC DISTANCE OF 178.20 FEET;

THENCE S 41 DEGREES 58 MINUTES 50 SECONDS E, 798.01 FEET TO THE POINT OF BEGINNING.

EXHIBIT B

DEVELOPMENT SUMMARY

I. DEVELOPMENT ANALYSIS

A. Existing Development Conditions

The District's boundaries contain approximately 58 acres of undeveloped land. There is an existing vacant house in poor repair on the easterly portion of the Property together with an adjoining horse barn and corral, all of which will be removed and cleaned up prior to development. Boundary and topographic surveys have been completed along with preliminary engineering related to drainage as well as water and wastewater service. Wastewater service from an existing lift station owned by Woodmen Hills Metropolitan District can be accessed on a gravity flow basis from the Property. Determinations for the water rights underlying the site have been made by the Colorado Ground Water Commission, which water rights are being conveyed to the Woodmen Hills Metropolitan District in conjunction with the recent inclusion of the Property into that District. The developer and its consultants have met with the Colorado Department of Transportation regarding access to State Highway 24 and the State has provided preliminary linework and other information related to improvements necessary for the provision of access to and from the Property from State Highway 24. A drainage channel runs generally north to south through the Property. Erosion from this drainage channel has caused damages to adjoining property within the boundaries of the proposed district as well as properties and roads to the south. Development of this Project will require significant improvements consistent with the recommendations of the adopted Falcon Drainage Basin Study, the County and the Corps of Engineers.

B. Total Development at Project Buildout

At complete Project build-out, development within the District is planned to consist of approximately 275,500 square feet of commercial use including one large box user and twelve individual pad sites anticipated to be a mix of retail shopping and restaurants. The total estimated population of the District upon completion of development is 0 people.

C. Development Phasing and Absorption

Absorption of the project is projected to take six years, beginning in 2021 and ending in 2026.

D. Status of Underlying Land Use Approvals

The Developer has held an Early Assistance meeting with the El Paso County Planning and Community Development Department concerning the rezoning of the Property. It is anticipated that a rezoning application for the CR Zone District will be submitted to the County concurrently with this Service Plan. The CR Zone District is believed to be consistent with the Falcon Small Area Master Plan which recommends commercial use at this location.

EXHIBIT C

ESTIMATED INFRASTRUCTURE CAPITAL COSTS

FALCON FIELD METROPOLITAN DISTRICT – ESTIMATED CAPITAL IMPROVEMENT COSTS

Access to Highway 24 and other street improvements:

The primary access to the property will be an extension of Woodmen Road south from State Highway 24. This will require modification of the intersection and signal. Estimated cost for the intersection improvements, accessory lanes culvert extension and signal modifications is \$2,000,000.

In addition, it is anticipated that CDOT will require Rio Lane to be rerouted through the subject property for access at Woodmen Road and SH 24, eliminating the existing intersection of Rio Lane with SH 24. This will require a crossing of the Eastern Tributary of the Falcon Basin with a box culvert structure.

Estimated Total: \$3,000,000

Sanitary Sewer:

An 8-inch sanitary sewer line needs to be extended from the WHMD lift station southwest of the site up to the subject property and then through to the proposed commercial use east of the drainage channel. Preliminary analysis indicates that a sewer line can be extended at average slopes of approximately 0.7% which is above the minimal slope required by WHMD. The total length of the sewer line from the lift station to the northeast corner of the site is 7,366 ft.

Pursuant to the Inclusion Agreement with WHMD, FFMD is responsible for its share of the WHMD's new ~\$2M lift station which share is to be based on the percentage of flow contribution to the lift station.

Internal sanitary sewer lines, the exact lengths to be determined.

Estimated Total: \$2,500,000

Water:

Water will be extended approximately 1300 feet from the north and with a bore under SH24 to provide water to the site. In addition, water will need to be extended approximately 1200 feet from the west to complete a loop. The water line is anticipated to be 12". The total loop may not be required at the beginning of development.

Internal water lines, the exact lengths to be determined.

Estimated Total: \$2,000,000

Drainage:

The site is bisected from north to south by a FEMA regulated floodplain. Offline detention ponds will be located on either side of the channel with additional ponds in the western and southern portion of the site. Channel improvements per the Falcon Master Basin Drainage Plan will be required. Total cost for ponds and channel improvements:

Estimated Total: \$2,000,000

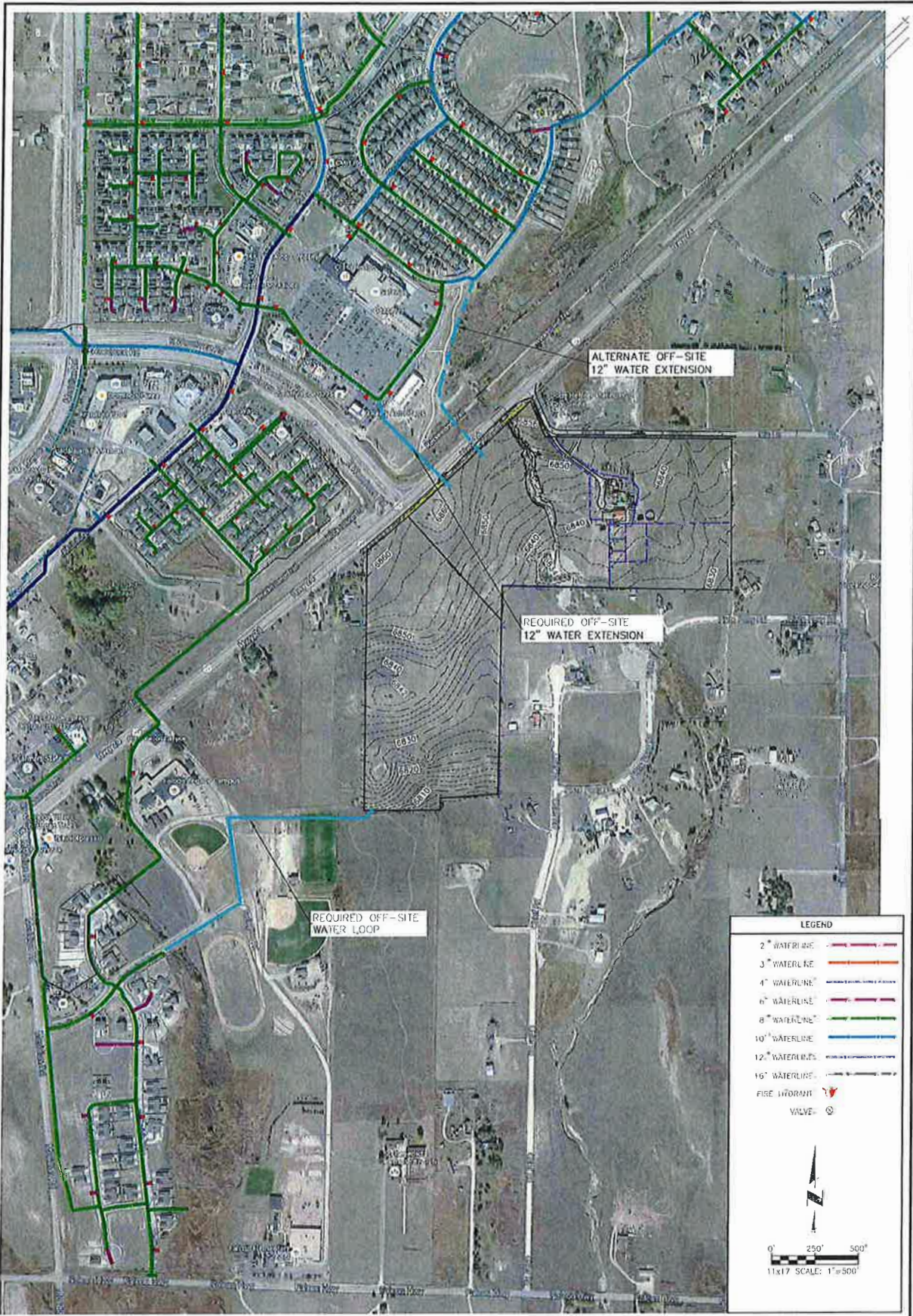
Subtotal: \$9,500,000

Engineering & design (15%): \$1,425,000

Subtotal: \$10,925,000

Contingency (20%): \$2,185,000

Total: \$13,110,000



LEGEND

- 2" WATERLINE
- 3" WATERLINE
- 4" WATERLINE
- 6" WATERLINE
- 8" WATERLINE
- 10" WATERLINE
- 12" WATERLINE
- 16" WATERLINE
- FIRE WDRANT
- VALVE

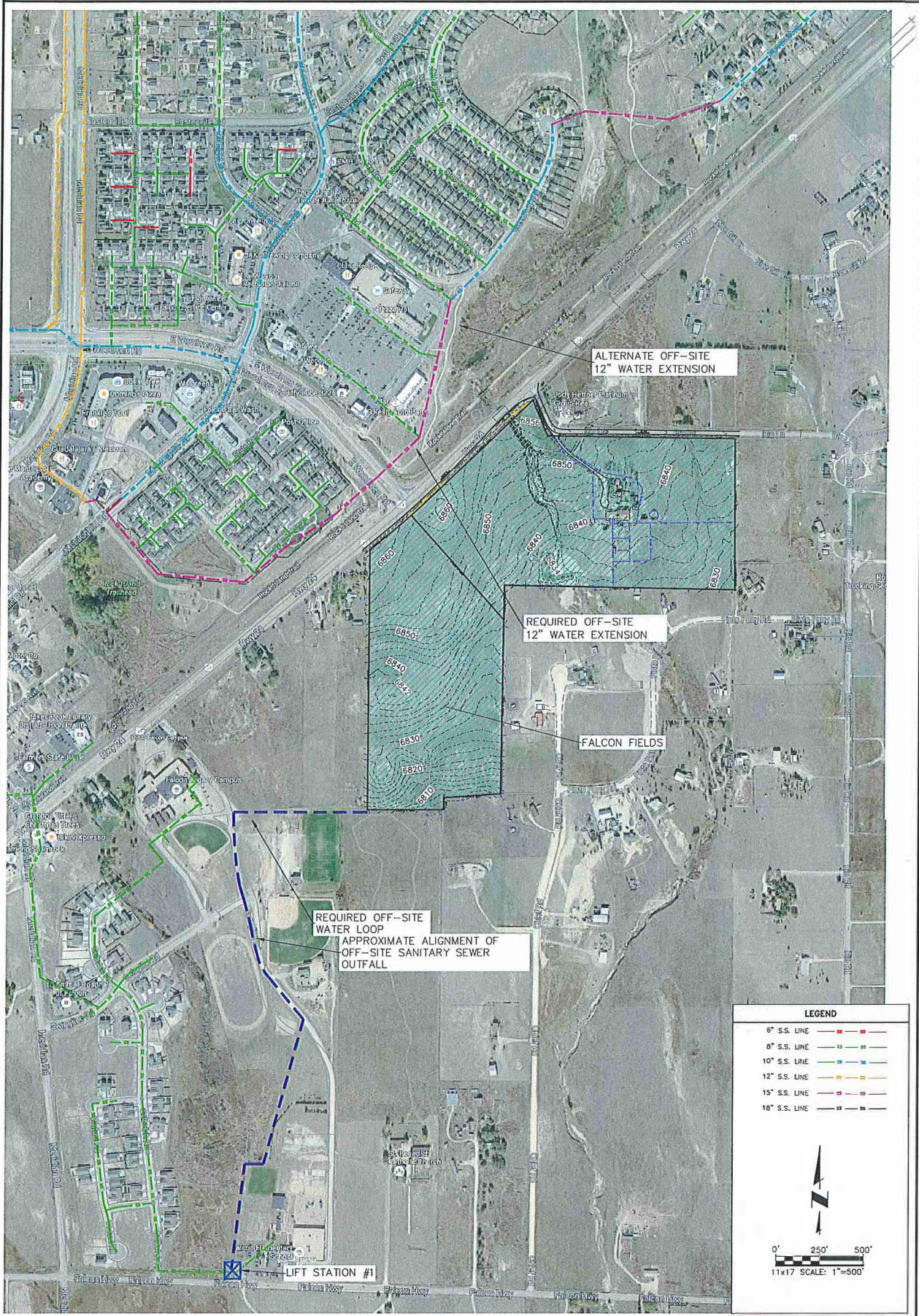
0' 250' 500'

11x17 SCALE: 1"=500'

Project No. 113.103
Scale: AS NOTED
Date: 10/24/18
Drawn: SNA
Checked: TJA
Revised:

**Exhibit C - Estimated Infrastructure Costs
Off-Site Water Improvements**

JDS-HYDRO CONSULTANTS, INC.
 545 EAST PIKES PEAK AVENUE, SUITE 300
 COLORADO SPRINGS, COLORADO 80903
 (719) 227-0072



Project No:	112.103
Scale:	AS NOTED
Date:	10/19/18
Design:	RMW
Drawn:	TJM
Checked:	JPM
Reviewed:	

**EXHIBIT C – Infrastructure Costs
OFF-SITE SEWER IMPROVEMENTS**

FALCON FIELD

JDS-HYDRO CONSULTANTS, INC.
 545 EAST PIKES PEAK AVENUE, SUITE 300
 COLORADO SPRINGS, COLORADO 80903
 (719) 227-0072

EXHIBIT D

FINANCIAL PLAN SUMMARY

FALCON FIELD METROPOLITAN DISTRICT

Development Projection at 30.000 (target) District Mills plus Share of Avail. PIF Revenues -- 05/21/2019

Series 2023A, G.O. Bonds, Non-Rated, 130x, 30-yr. Maturity; plus Series 2023B Cash-Flow Subs

YEAR	< Platted/Developed Lots >			<<<<<<<<< Commercial >>>>>>>>			Total Assessed Value	District D/S Mill Levy [30.000 Target] [30.000 Cap]	District D/S Mill Levy Collections @ 98%	District S.O. Taxes Collected @ 6%
	Cumulative Market Value	As'ed Value @ 29.00% of Market (2-yr lag)	Total Comm'l Sq. Ft.	Mkt Value Biennial Reasses'mt @ 2.0%	Cumulative Market Value	As'ed Value @ 29.00% of Market (2-yr lag)				
2019	0		0		0					
2020	0		0		0					
2021	0	0	0		0	0	\$0			
2022	1,565,000	0	0	0	0	0	0	30.000	\$0	\$0
2023	200,000	0	243,500		16,940,063	0	0	30.000	0	0
2024	200,000	453,850	16,000	338,801	19,487,026	0	453,850	30.000	13,343	801
2025	0	58,000	16,000		21,739,351	4,912,618	4,970,618	30.000	146,136	8,768
2026	0	58,000	0	434,787	22,174,138	5,651,238	5,709,238	30.000	167,852	10,071
2027	0	0	0		22,174,138	6,304,412	6,304,412	30.000	185,350	11,121
2028	0	0	0	443,483	22,617,621	6,430,500	6,430,500	30.000	189,057	11,343
2029	0	0	0		22,617,621	6,430,500	6,430,500	30.000	189,057	11,343
2030	0	0	0	452,352	23,069,973	6,559,110	6,559,110	30.000	192,838	11,570
2031	0	0	0		23,069,973	6,559,110	6,559,110	30.000	192,838	11,570
2032	0	0	0	461,399	23,531,373	6,690,292	6,690,292	30.000	196,695	11,802
2033	0	0	0		23,531,373	6,690,292	6,690,292	30.000	196,695	11,802
2034	0	0	0	470,627	24,002,000	6,824,098	6,824,098	30.000	200,628	12,038
2035	0	0	0		24,002,000	6,824,098	6,824,098	30.000	200,628	12,038
2036	0	0	0	480,040	24,482,040	6,960,580	6,960,580	30.000	204,641	12,278
2037	0	0	0		24,482,040	6,960,580	6,960,580	30.000	204,641	12,278
2038	0	0	0	489,641	24,971,681	7,099,792	7,099,792	30.000	208,734	12,524
2039	0	0	0		24,971,681	7,099,792	7,099,792	30.000	208,734	12,524
2040	0	0	0	499,434	25,471,115	7,241,787	7,241,787	30.000	212,909	12,775
2041	0	0	0		25,471,115	7,241,787	7,241,787	30.000	212,909	12,775
2042	0	0	0	509,422	25,980,537	7,386,623	7,386,623	30.000	217,167	13,030
2043	0	0	0		25,980,537	7,386,623	7,386,623	30.000	217,167	13,030
2044	0	0	0	519,611	26,500,148	7,534,356	7,534,356	30.000	221,510	13,291
2045	0	0	0		26,500,148	7,534,356	7,534,356	30.000	221,510	13,291
2046	0	0	0	530,003	27,030,151	7,685,043	7,685,043	30.000	225,940	13,556
2047	0	0	0		27,030,151	7,685,043	7,685,043	30.000	225,940	13,556
2048	0	0	0	540,603	27,570,754	7,838,744	7,838,744	30.000	230,459	13,828
2049	0	0	0		27,570,754	7,838,744	7,838,744	30.000	230,459	13,828
2050	0	0	0	551,415	28,122,169	7,995,519	7,995,519	30.000	235,068	14,104
2051	0	0	0		28,122,169	7,995,519	7,995,519	30.000	235,068	14,104
2052	0	0	0	562,443	28,684,612	8,155,429	8,155,429	30.000	239,770	14,386
2053	0	0	0		28,684,612	8,155,429	8,155,429	30.000	239,770	14,386
			275,500	7,284,062					6,063,511	363,811

FALCON FIELD METROPOLITAN DISTRICT

Development Projection at 30.000 (target) District Mills plus Share of Avail. PIF Revenues – 05/21/2019

Series 2023A, G.O. Bonds, Non-Rated, 130x, 30-yr. Maturity; plus Series 2023B Cash-Flow Subs

YEAR	Annual Sales Revenue	Annual Credit PIF Revenue	Net Available for Debt Svc	Ser. 2023A	Annual Surplus	Surplus Release	Cumulative Surplus	Senior Debt/Assessed Ratio	Senior Debt/Act'l Value Ratio	Cov. of Net DS: @ 30.000 target	Cov. of Net DS: @ 30.000 Cap
	infl. @ 1.0%	@ 1.00%		\$14,880,000 Par [Net \$12.967 MM]		to \$1,488,000	\$1,488,000 Target	+ PIF Revs	+ PIF Revs		
2019	0	0	\$0								
2020	0	0	0		n/a						
2021	0	0	0		n/a						
2022	0	0	0		n/a						
2023	43,510,255	435,103	435,103	\$0	435,103	0	\$435,103	3279%	76%	0.0%	0.0%
2024	68,020,057	680,201	694,344	585,900	108,444	0	543,547	299%	68%	118.5%	118.5%
2025	94,077,223	940,772	1,095,677	841,200	254,477	0	798,023	260%	67%	130.3%	130.3%
2026	97,162,266	971,623	1,149,545	883,050	266,495	0	1,064,519	233%	66%	130.2%	130.2%
2027	99,216,746	992,167	1,188,638	912,538	276,101	0	1,340,619	227%	64%	130.3%	130.3%
2028	100,208,913	1,002,089	1,202,489	920,188	282,302	134,921	1,488,000	224%	64%	130.7%	130.7%
2029	101,211,002	1,012,110	1,212,510	932,050	280,460	280,460	1,488,000	217%	62%	130.1%	130.1%
2030	102,223,112	1,022,231	1,226,639	942,863	283,777	283,777	1,488,000	214%	61%	130.1%	130.1%
2031	103,245,343	1,032,453	1,236,862	947,625	289,237	289,237	1,488,000	207%	59%	130.5%	130.5%
2032	104,277,797	1,042,778	1,251,274	961,600	289,674	289,674	1,488,000	203%	58%	130.1%	130.1%
2033	105,320,575	1,053,206	1,261,702	969,263	292,440	292,440	1,488,000	196%	56%	130.2%	130.2%
2034	106,373,781	1,063,738	1,276,404	980,875	295,529	295,529	1,488,000	192%	54%	130.1%	130.1%
2035	107,437,518	1,074,375	1,287,041	986,175	300,866	300,866	1,488,000	183%	52%	130.5%	130.5%
2036	108,511,894	1,085,119	1,302,038	1,000,425	301,613	301,613	1,488,000	179%	51%	130.1%	130.1%
2037	109,597,012	1,095,970	1,312,890	1,008,100	304,790	304,790	1,488,000	170%	48%	130.2%	130.2%
2038	110,692,983	1,106,930	1,328,188	1,019,463	308,725	308,725	1,488,000	165%	47%	130.3%	130.3%
2039	111,799,912	1,117,999	1,339,257	1,029,250	310,007	310,007	1,488,000	156%	44%	130.1%	130.1%
2040	112,917,912	1,129,179	1,354,862	1,037,463	317,400	317,400	1,488,000	150%	43%	130.6%	130.6%
2041	114,047,091	1,140,471	1,366,154	1,049,100	317,054	317,054	1,488,000	140%	40%	130.2%	130.2%
2042	115,187,562	1,151,876	1,382,072	1,058,900	323,172	323,172	1,488,000	133%	38%	130.5%	130.5%
2043	116,339,437	1,163,394	1,393,591	1,066,863	326,729	326,729	1,488,000	123%	35%	130.6%	130.6%
2044	117,502,832	1,175,028	1,409,829	1,082,988	326,841	326,841	1,488,000	115%	33%	130.2%	130.2%
2045	118,677,860	1,186,779	1,421,579	1,091,750	329,829	329,829	1,488,000	105%	30%	130.2%	130.2%
2046	119,864,638	1,198,646	1,438,143	1,103,413	334,731	334,731	1,488,000	96%	27%	130.3%	130.3%
2047	121,063,285	1,210,633	1,450,130	1,112,713	337,417	337,417	1,488,000	85%	24%	130.3%	130.3%
2048	122,273,918	1,222,739	1,467,026	1,124,650	342,376	342,376	1,488,000	75%	21%	130.4%	130.4%
2049	123,496,657	1,234,967	1,479,253	1,133,963	345,291	345,291	1,488,000	63%	18%	130.4%	130.4%
2050	124,731,623	1,247,316	1,496,489	1,150,650	345,839	345,839	1,488,000	52%	15%	130.1%	130.1%
2051	125,978,940	1,259,789	1,508,962	1,159,888	349,774	349,774	1,488,000	40%	11%	130.2%	130.2%
2052	127,238,729	1,272,387	1,526,543	1,169,838	356,706	356,706	1,488,000	27%	8%	130.5%	130.5%
2053	128,511,116	1,285,111	1,539,267	1,182,500	356,767	1,844,767	0	0%	0%	130.2%	130.2%
		33,607,180	40,034,501	30,444,538	9,589,964	9,589,964					

[DMay2119 23AnlbD]

FALCON FIELD METROPOLITAN DISTRICT

Development Projection at 30.000 (target) District Mills plus Share of Avail. PIF Revenues -- 05/21/2019

Series 2023A, G.O. Bonds, Non-Rated, 130x, 30-yr. Maturity; plus Series 2023B Cash-Flow Subs

Cash-Flow Sub. Bonds >>>

YEAR	Surplus Available for Sub Debt Service	Application of Prior Year Surplus	Total Available for Sub Debt Service	Date Bonds Issued	Sub Bond Interest on Balance 8.00%	Less Payments Toward Sub Bond Interest	Accrued Interest + Int. on Bal. @ 8.00%	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
2019																
2020																
2021																
2022																
2023	\$0		0	12/1/23	\$7,644	\$0	\$7,644	\$0	\$7,644	\$2,457,000	\$0	\$2,457,000	\$0	0	0	0
2024	0	0	0		196,560	0	197,172	0	204,816		0	2,457,000	0	0	0	0
2025	0	0	0		196,560	0	212,945	0	417,761		0	2,457,000	0	0	0	0
2026	0	0	0		196,560	0	229,981	0	647,742		0	2,457,000	0	0	0	0
2027	0	0	0		196,560	0	248,379	0	896,121		0	2,457,000	0	0	0	0
2028	134,921	0	134,921		196,560	134,921	133,328	0	1,029,449		0	2,457,000	134,921	0	0	0
2029	280,460	0	280,460		196,560	196,560	82,356	83,900	1,027,905		0	2,457,000	280,460	0	0	0
2030	283,777	0	283,777		196,560	196,560	82,232	87,217	1,022,921		0	2,457,000	283,777	0	0	0
2031	289,237	0	289,237		196,560	196,560	81,834	92,677	1,012,078		0	2,457,000	289,237	0	0	0
2032	289,674	0	289,674		196,560	196,560	80,966	93,114	999,930		0	2,457,000	289,674	0	0	0
2033	292,440	0	292,440		196,560	196,560	79,994	95,880	984,045		0	2,457,000	292,440	0	0	0
2034	295,529	0	295,529		196,560	196,560	78,724	98,969	963,800		0	2,457,000	295,529	0	0	0
2035	300,866	0	300,866		196,560	196,560	77,104	104,306	936,597		0	2,457,000	300,866	0	0	0
2036	301,613	0	301,613		196,560	196,560	74,928	105,053	906,471		0	2,457,000	301,613	0	0	0
2037	304,790	0	304,790		196,560	196,560	72,518	108,230	870,760		0	2,457,000	304,790	0	0	0
2038	308,725	0	308,725		196,560	196,560	69,661	112,165	828,255		0	2,457,000	308,725	0	0	0
2039	310,007	0	310,007		196,560	196,560	66,260	113,447	781,068		0	2,457,000	310,007	0	0	0
2040	317,400	0	317,400		196,560	196,560	62,485	120,840	722,714		0	2,457,000	317,400	0	0	0
2041	317,054	0	317,054		196,560	196,560	57,817	120,494	660,037		0	2,457,000	317,054	0	0	0
2042	323,172	0	323,172		196,560	196,560	52,803	126,612	586,228		0	2,457,000	323,172	0	0	0
2043	326,729	0	326,729		196,560	196,560	46,898	130,169	502,958		0	2,457,000	326,729	0	0	0
2044	326,841	0	326,841		196,560	196,560	40,237	130,281	412,913		0	2,457,000	326,841	0	0	0
2045	329,829	0	329,829		196,560	196,560	33,033	133,269	312,677		0	2,457,000	329,829	0	0	0
2046	334,731	0	334,731		196,560	196,560	25,014	138,171	199,520		0	2,457,000	334,731	0	0	0
2047	337,417	0	337,417		196,560	196,560	15,962	140,857	74,625		0	2,457,000	337,417	0	0	0
2048	342,376	0	342,376		196,560	196,560	5,970	80,595	0		65,000	2,392,000	342,155	221	0	221
2049	345,291	221	345,512		191,360	191,360	0	0	0		154,000	2,238,000	345,360	(69)	0	152
2050	345,839	152	345,990		179,040	179,040	0	0	0		166,000	2,072,000	345,040	799	0	950
2051	349,774	950	350,724		165,760	165,760	0	0	0		184,000	1,888,000	349,760	14	0	964
2052	356,706	964	357,670		151,040	151,040	0	0	0		206,000	1,682,000	357,040	(334)	0	630
2053	1,844,767	0	1,844,767		134,560	134,560	0	0	0		1,682,000	0	1,816,560	28,207	28,837	0
	9,589,964	2,287	9,592,251		5,743,404	4,887,881	2,216,246	2,216,246		2,457,000	2,457,000		9,561,127	28,837	28,837	

COI (est.): 73,710
Proceeds: 2,383,290

FALCON FIELD METROPOLITAN DISTRICT

Development Projection -- Buildout Plan (updated 5/21/19)

Commercial Development

YEAR	2023: 4 Retail Pad Sites @ 4K SF ea.								2024: 4 Retail Pad Sites @ 4K SF ea.								2025: 4 Retail Pad Sites @ 4K SF ea.							
	Incr/(Decr) in		Square Ft	per Sq Ft,	Sales Tax		Stab. / Lease-Up	Annual Sales Revenue	Incr/(Decr) in		Square Ft	per Sq Ft,	Sales Tax		Stab. / Lease-Up	Annual Sales Revenue	Incr/(Decr) in		Square Ft	per Sq Ft,	Sales Tax		Stab. / Lease-Up	Annual Sales Revenue
	SF	Value @			Completed	Inflated @			Market	Inflated @			%	@ 100% factor			SF	Value @			Completed	Inflated @		
2019	0	0		\$125.00	\$0	\$250.00		0	0	0	\$125.00	\$0	\$250.00		0	0	0	\$125.00	\$0	\$250.00		0	0	0
2020	0	0		127.50	0	252.50		0	0	0	127.50	0	252.50		0	0	0	127.50	0	252.50		0	0	0
2021	0	0		130.05	0	255.03		0	0	0	130.05	0	255.03		0	0	0	130.05	0	255.03		0	0	0
2022	16,000	200,000		132.65	0	257.58		0	0	0	132.65	0	257.58		0	0	0	132.65	0	257.58		0	0	0
2023	0	(200,000)	16,000	135.30	2,164,864	260.15	50%	2,081,208	16,000	200,000	135.30	0	260.15		0	0	0	135.30	0	260.15		0	0	0
2024	0	0	0	138.01	0	262.75	75%	3,153,030	0	(200,000)	16,000	138.01	2,208,162	262.75	50%	2,102,020	16,000	200,000	138.01	0	262.75		0	0
2025	0	0	0	140.77	0	265.38	100%	4,246,081	0	0	0	140.77	0	265.38	75%	3,184,560	0	(200,000)	16,000	140.77	2,252,325	265.38	50%	2,123,040
2026	0	0	0	143.59	0	268.03	100%	4,288,541	0	0	0	143.59	0	268.03	100%	4,288,541	0	0	0	143.59	0	268.03	75%	3,216,406
2027	0	0	0	146.46	0	270.71	100%	4,331,427	0	0	0	146.46	0	270.71	100%	4,331,427	0	0	0	146.46	0	270.71	100%	4,331,427
2028	0	0	0	149.39	0	273.42	100%	4,374,741	0	0	0	149.39	0	273.42	100%	4,374,741	0	0	0	149.39	0	273.42	100%	4,374,741
2029	0	0	0	152.37	0	276.16	100%	4,418,489	0	0	0	152.37	0	276.16	100%	4,418,489	0	0	0	152.37	0	276.16	100%	4,418,489
2030	0	0	0	155.42	0	278.92	100%	4,462,673	0	0	0	155.42	0	278.92	100%	4,462,673	0	0	0	155.42	0	278.92	100%	4,462,673
2031	0	0	0	158.53	0	281.71	100%	4,507,300	0	0	0	158.53	0	281.71	100%	4,507,300	0	0	0	158.53	0	281.71	100%	4,507,300
2032	0	0	0	161.70	0	284.52	100%	4,552,373	0	0	0	161.70	0	284.52	100%	4,552,373	0	0	0	161.70	0	284.52	100%	4,552,373
2033	0	0	0	164.93	0	287.37	100%	4,597,897	0	0	0	164.93	0	287.37	100%	4,597,897	0	0	0	164.93	0	287.37	100%	4,597,897
2034	0	0	0	168.23	0	290.24	100%	4,643,876	0	0	0	168.23	0	290.24	100%	4,643,876	0	0	0	168.23	0	290.24	100%	4,643,876
2035	0	0	0	171.60	0	293.14	100%	4,690,315	0	0	0	171.60	0	293.14	100%	4,690,315	0	0	0	171.60	0	293.14	100%	4,690,315
2036	0	0	0	175.03	0	296.08	100%	4,737,218	0	0	0	175.03	0	296.08	100%	4,737,218	0	0	0	175.03	0	296.08	100%	4,737,218
2037	0	0	0	178.53	0	299.04	100%	4,784,590	0	0	0	178.53	0	299.04	100%	4,784,590	0	0	0	178.53	0	299.04	100%	4,784,590
2038	0	0	0	182.10	0	302.03	100%	4,832,436	0	0	0	182.10	0	302.03	100%	4,832,436	0	0	0	182.10	0	302.03	100%	4,832,436
2039	0	0	0	185.74	0	305.05	100%	4,880,760	0	0	0	185.74	0	305.05	100%	4,880,760	0	0	0	185.74	0	305.05	100%	4,880,760
	16,000	0	16,000		2,164,864			73,582,954	16,000	0	16,000		2,208,162			69,389,216	16,000	0	16,000		2,252,325			65,153,540

FALCON FIELD METROPOLITAN DISTRICT

Development Projection -- Buildout Plan (updated 5/21/19)

Commercial Summary

YEAR	<u>Large Box Retail</u>					Sales Tax per Sq Ft, Inflated @ 1%	Stab. / Lease-Up %	Annual Sales Revenue @ 100% factor	Total Commercial Market Value	Total Commercial Sq Ft	Total Annual Sales Revenue	Value of Platted & Developed Lots	
	Incr/(Decr) in Finished Lot Value @	Square Ft Completed	per Sq Ft, Inflated @	Market Value	Adjustment							Adjusted Value	
	SF Devel'd	10%	227,500	2%									
2019	0	0		\$60.00	\$0		\$350.00	0	0	0	0	0	
2020	0	0		61.20	0		353.50	0	0	0	0	0	
2021	0	0		62.42	0		357.04	0	0	0	0	0	
2022	227,500	1,365,000		63.67	0		360.61	0	0	0	0	1,565,000	
2023	0	(1,365,000)	227,500	64.95	14,775,199		364.21	50%	41,429,047	16,940,063	243,500	43,510,255	(1,365,000)
2024	0	0	0	66.24	0		367.85	75%	62,765,006	2,208,162	16,000	68,020,057	0
2025	0	0	0	67.57	0		371.53	100%	84,523,542	2,252,325	16,000	94,077,223	(200,000)
2026	0	0	0	68.92	0		375.25	100%	85,368,777	0	0	97,162,266	0
2027	0	0	0	70.30	0		379.00	100%	86,222,465	0	0	99,216,746	0
2028	0	0	0	71.71	0		382.79	100%	87,084,690	0	0	100,208,913	0
2029	0	0	0	73.14	0		386.62	100%	87,955,537	0	0	101,211,002	0
2030	0	0	0	74.60	0		390.48	100%	88,835,092	0	0	102,223,112	0
2031	0	0	0	76.09	0		394.39	100%	89,723,443	0	0	103,245,343	0
2032	0	0	0	77.62	0		398.33	100%	90,620,677	0	0	104,277,797	0
2033	0	0	0	79.17	0		402.32	100%	91,526,884	0	0	105,320,575	0
2034	0	0	0	80.75	0		406.34	100%	92,442,153	0	0	106,373,781	0
2035	0	0	0	82.37	0		410.40	100%	93,366,575	0	0	107,437,518	0
2036	0	0	0	84.01	0		414.51	100%	94,300,240	0	0	108,511,894	0
2037	0	0	0	85.69	0		418.65	100%	95,243,243	0	0	109,597,012	0
2038	0	0	0	87.41	0		422.84	100%	96,195,675	0	0	110,692,983	0
2039	0	0	0	89.16	0		427.07	100%	97,157,632	0	0	111,799,912	0
	227,500	0	227,500		14,775,199				1,464,760,679	21,400,550	275,500	1,672,886,390	0

SOURCES AND USES OF FUNDS

**FALCON FIELD METROPOLITAN DISTRICT
Combined Results**

~~~~~  
**GENERAL OBLIGATION BONDS, SERIES 2023A  
SUBORDINATE BONDS, SERIES 2023B**

~~~~~  
[Preliminary -- for discussion only]

Dated Date 12/01/2023
Delivery Date 12/01/2023

Sources:	SERIES 2023A	SERIES 2023B	Total
Bond Proceeds:			
Par Amount	14,880,000.00	2,457,000.00	17,337,000.00
	<u>14,880,000.00</u>	<u>2,457,000.00</u>	<u>17,337,000.00</u>
<hr/>			
Uses:	SERIES 2023A	SERIES 2023B	Total
Project Fund Deposits:			
Project Fund	12,967,262.50	2,383,290.00	15,350,552.50
Other Fund Deposits:			
Capitalized Interest	195,300.00		195,300.00
Debt Service Reserve Fund	<u>1,169,837.50</u>		<u>1,169,837.50</u>
	1,365,137.50		1,365,137.50
Delivery Date Expenses:			
Cost of Issuance	250,000.00		250,000.00
Underwriter's Discount	<u>297,600.00</u>	<u>73,710.00</u>	<u>371,310.00</u>
	547,600.00	73,710.00	621,310.00
	<u>14,880,000.00</u>	<u>2,457,000.00</u>	<u>17,337,000.00</u>

SOURCES AND USES OF FUNDS

**FALCON FIELD METROPOLITAN DISTRICT
GENERAL OBLIGATION BONDS, SERIES 2023A
30.000 (target) Mills + Share of Avail. PIF Revenues
Non-Rated, 130x, 30-yr. Maturity
[Preliminary -- for discussion only]**

Dated Date	12/01/2023
Delivery Date	12/01/2023

Sources:

<hr/>	
Bond Proceeds:	
Par Amount	14,880,000.00
<hr/>	
	14,880,000.00
<hr/> <hr/>	

Uses:

<hr/>	
Project Fund Deposits:	
Project Fund	12,967,262.50
Other Fund Deposits:	
Capitalized Interest	195,300.00
Debt Service Reserve Fund	1,169,837.50
	<hr/>
	1,365,137.50
Delivery Date Expenses:	
Cost of Issuance	250,000.00
Underwriter's Discount	297,600.00
	<hr/>
	547,600.00
<hr/>	
	14,880,000.00
<hr/> <hr/>	

BOND SUMMARY STATISTICS

**FALCON FIELD METROPOLITAN DISTRICT
GENERAL OBLIGATION BONDS, SERIES 2023A
30.000 (target) Mills + Share of Avail. PIF Revenues
Non-Rated, 130x, 30-yr. Maturity
[Preliminary -- for discussion only]**

Dated Date	12/01/2023
Delivery Date	12/01/2023
First Coupon	06/01/2024
Last Maturity	12/01/2053
Arbitrage Yield	5.250000%
True Interest Cost (TIC)	5.414486%
Net Interest Cost (NIC)	5.250000%
All-In TIC	5.556615%
Average Coupon	5.250000%
Average Life (years)	21.671
Weighted Average Maturity (years)	21.671
Duration of Issue (years)	12.551
Par Amount	14,880,000.00
Bond Proceeds	14,880,000.00
Total Interest	16,929,675.00
Net Interest	17,227,275.00
Bond Years from Dated Date	322,470,000.00
Bond Years from Delivery Date	322,470,000.00
Total Debt Service	31,809,675.00
Maximum Annual Debt Service	2,352,337.50
Average Annual Debt Service	1,060,322.50
Underwriter's Fees (per \$1000)	
Average Takedown	
Other Fee	20.000000
Total Underwriter's Discount	20.000000
Bid Price	98.000000

Bond Component	Par Value	Price	Average Coupon	Average Life	Average Maturity Date	PV of 1 bp change
Term Bond due 2053	14,880,000.00	100.000	5.250%	21.671	08/02/2045	22,468.80
	14,880,000.00			21.671		22,468.80

	TIC	All-In TIC	Arbitrage Yield
Par Value	14,880,000.00	14,880,000.00	14,880,000.00
+ Accrued Interest			
+ Premium (Discount)			
- Underwriter's Discount	-297,600.00	-297,600.00	
- Cost of Issuance Expense		-250,000.00	
- Other Amounts			
Target Value	14,582,400.00	14,332,400.00	14,880,000.00
Target Date	12/01/2023	12/01/2023	12/01/2023
Yield	5.414486%	5.556615%	5.250000%

BOND DEBT SERVICE

FALCON FIELD METROPOLITAN DISTRICT GENERAL OBLIGATION BONDS, SERIES 2023A 30.000 (target) Mills + Share of Avail. PIF Revenues Non-Rated, 130x, 30-yr. Maturity [Preliminary -- for discussion only]

Period Ending	Principal	Coupon	Interest	Debt Service	Annual Debt Service
06/01/2024			390,600.00	390,600.00	
12/01/2024			390,600.00	390,600.00	781,200.00
06/01/2025			390,600.00	390,600.00	
12/01/2025	60,000	5.250%	390,600.00	450,600.00	841,200.00
06/01/2026			389,025.00	389,025.00	
12/01/2026	105,000	5.250%	389,025.00	494,025.00	883,050.00
06/01/2027			386,268.75	386,268.75	
12/01/2027	140,000	5.250%	386,268.75	526,268.75	912,537.50
06/01/2028			382,593.75	382,593.75	
12/01/2028	155,000	5.250%	382,593.75	537,593.75	920,187.50
06/01/2029			378,525.00	378,525.00	
12/01/2029	175,000	5.250%	378,525.00	553,525.00	932,050.00
06/01/2030			373,931.25	373,931.25	
12/01/2030	195,000	5.250%	373,931.25	568,931.25	942,862.50
06/01/2031			368,812.50	368,812.50	
12/01/2031	210,000	5.250%	368,812.50	578,812.50	947,625.00
06/01/2032			363,300.00	363,300.00	
12/01/2032	235,000	5.250%	363,300.00	598,300.00	961,600.00
06/01/2033			357,131.25	357,131.25	
12/01/2033	255,000	5.250%	357,131.25	612,131.25	969,262.50
06/01/2034			350,437.50	350,437.50	
12/01/2034	280,000	5.250%	350,437.50	630,437.50	980,875.00
06/01/2035			343,087.50	343,087.50	
12/01/2035	300,000	5.250%	343,087.50	643,087.50	986,175.00
06/01/2036			335,212.50	335,212.50	
12/01/2036	330,000	5.250%	335,212.50	665,212.50	1,000,425.00
06/01/2037			326,550.00	326,550.00	
12/01/2037	355,000	5.250%	326,550.00	681,550.00	1,008,100.00
06/01/2038			317,231.25	317,231.25	
12/01/2038	385,000	5.250%	317,231.25	702,231.25	1,019,462.50
06/01/2039			307,125.00	307,125.00	
12/01/2039	415,000	5.250%	307,125.00	722,125.00	1,029,250.00
06/01/2040			296,231.25	296,231.25	
12/01/2040	445,000	5.250%	296,231.25	741,231.25	1,037,462.50
06/01/2041			284,550.00	284,550.00	
12/01/2041	480,000	5.250%	284,550.00	764,550.00	1,049,100.00
06/01/2042			271,950.00	271,950.00	
12/01/2042	515,000	5.250%	271,950.00	786,950.00	1,058,900.00
06/01/2043			258,431.25	258,431.25	
12/01/2043	550,000	5.250%	258,431.25	808,431.25	1,066,862.50
06/01/2044			243,993.75	243,993.75	
12/01/2044	595,000	5.250%	243,993.75	838,993.75	1,082,987.50
06/01/2045			228,375.00	228,375.00	
12/01/2045	635,000	5.250%	228,375.00	863,375.00	1,091,750.00
06/01/2046			211,706.25	211,706.25	
12/01/2046	680,000	5.250%	211,706.25	891,706.25	1,103,412.50
06/01/2047			193,856.25	193,856.25	
12/01/2047	725,000	5.250%	193,856.25	918,856.25	1,112,712.50
06/01/2048			174,825.00	174,825.00	
12/01/2048	775,000	5.250%	174,825.00	949,825.00	1,124,650.00
06/01/2049			154,481.25	154,481.25	
12/01/2049	825,000	5.250%	154,481.25	979,481.25	1,133,962.50
06/01/2050			132,825.00	132,825.00	
12/01/2050	885,000	5.250%	132,825.00	1,017,825.00	1,150,650.00
06/01/2051			109,593.75	109,593.75	
12/01/2051	940,000	5.250%	109,593.75	1,049,593.75	1,159,187.50
06/01/2052			84,918.75	84,918.75	
12/01/2052	1,000,000	5.250%	84,918.75	1,084,918.75	1,169,837.50
06/01/2053			58,668.75	58,668.75	
12/01/2053	2,235,000	5.250%	58,668.75	2,293,668.75	2,352,337.50
	14,880,000		16,929,675.00	31,809,675.00	31,809,675.00

NET DEBT SERVICE

**FALCON FIELD METROPOLITAN DISTRICT
GENERAL OBLIGATION BONDS, SERIES 2023A
30.000 (target) Mills + Share of Avail. PIF Revenues
Non-Rated, 130x, 30-yr. Maturity
[Preliminary -- for discussion only]**

Period Ending	Principal	Interest	Total Debt Service	Capitalized Interest	Debt Service Reserve Fund	Net Debt Service
12/01/2024		781,200.00	781,200.00	195,300		585,900.00
12/01/2025	60,000	781,200.00	841,200.00			841,200.00
12/01/2026	105,000	778,050.00	883,050.00			883,050.00
12/01/2027	140,000	772,537.50	912,537.50			912,537.50
12/01/2028	155,000	765,187.50	920,187.50			920,187.50
12/01/2029	175,000	757,050.00	932,050.00			932,050.00
12/01/2030	195,000	747,862.50	942,862.50			942,862.50
12/01/2031	210,000	737,625.00	947,625.00			947,625.00
12/01/2032	235,000	726,600.00	961,600.00			961,600.00
12/01/2033	255,000	714,262.50	969,262.50			969,262.50
12/01/2034	280,000	700,875.00	980,875.00			980,875.00
12/01/2035	300,000	686,175.00	986,175.00			986,175.00
12/01/2036	330,000	670,425.00	1,000,425.00			1,000,425.00
12/01/2037	355,000	653,100.00	1,008,100.00			1,008,100.00
12/01/2038	385,000	634,462.50	1,019,462.50			1,019,462.50
12/01/2039	415,000	614,250.00	1,029,250.00			1,029,250.00
12/01/2040	445,000	592,462.50	1,037,462.50			1,037,462.50
12/01/2041	480,000	569,100.00	1,049,100.00			1,049,100.00
12/01/2042	515,000	543,900.00	1,058,900.00			1,058,900.00
12/01/2043	550,000	516,862.50	1,066,862.50			1,066,862.50
12/01/2044	595,000	487,987.50	1,082,987.50			1,082,987.50
12/01/2045	635,000	456,750.00	1,091,750.00			1,091,750.00
12/01/2046	680,000	423,412.50	1,103,412.50			1,103,412.50
12/01/2047	725,000	387,712.50	1,112,712.50			1,112,712.50
12/01/2048	775,000	349,650.00	1,124,650.00			1,124,650.00
12/01/2049	825,000	308,962.50	1,133,962.50			1,133,962.50
12/01/2050	885,000	265,650.00	1,150,650.00			1,150,650.00
12/01/2051	940,000	219,187.50	1,159,187.50			1,159,187.50
12/01/2052	1,000,000	169,837.50	1,169,837.50			1,169,837.50
12/01/2053	2,235,000	117,337.50	2,352,337.50		1,169,837.50	1,182,500.00
	14,880,000	16,929,675.00	31,809,675.00	195,300	1,169,837.50	30,444,537.50

BOND SOLUTION

**FALCON FIELD METROPOLITAN DISTRICT
GENERAL OBLIGATION BONDS, SERIES 2023A
30.000 (target) Mills + Share of Avail. PIF Revenues
Non-Rated, 130x, 30-yr. Maturity
[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
12/01/2024		781,200	-195,300	585,900	694,344	108,444	118.50902%
12/01/2025	60,000	841,200		841,200	1,095,677	254,477	130.25161%
12/01/2026	105,000	883,050		883,050	1,149,545	266,495	130.17896%
12/01/2027	140,000	912,538		912,538	1,188,638	276,101	130.25636%
12/01/2028	155,000	920,188		920,188	1,202,489	282,302	130.67872%
12/01/2029	175,000	932,050		932,050	1,212,510	280,460	130.09067%
12/01/2030	195,000	942,863		942,863	1,226,639	283,777	130.09736%
12/01/2031	210,000	947,625		947,625	1,236,862	289,237	130.52226%
12/01/2032	235,000	961,600		961,600	1,251,274	289,674	130.12419%
12/01/2033	255,000	969,263		969,263	1,261,702	292,440	130.17134%
12/01/2034	280,000	980,875		980,875	1,276,404	295,529	130.12912%
12/01/2035	300,000	986,175		986,175	1,287,041	300,866	130.50842%
12/01/2036	330,000	1,000,425		1,000,425	1,302,038	301,613	130.14853%
12/01/2037	355,000	1,008,100		1,008,100	1,312,890	304,790	130.23407%
12/01/2038	385,000	1,019,463		1,019,463	1,328,188	308,725	130.28314%
12/01/2039	415,000	1,029,250		1,029,250	1,339,257	310,007	130.11970%
12/01/2040	445,000	1,037,463		1,037,463	1,354,862	317,400	130.59385%
12/01/2041	480,000	1,049,100		1,049,100	1,366,154	317,054	130.22152%
12/01/2042	515,000	1,058,900		1,058,900	1,382,072	323,172	130.51963%
12/01/2043	550,000	1,066,863		1,066,863	1,393,591	326,729	130.62518%
12/01/2044	595,000	1,082,988		1,082,988	1,409,829	326,841	130.17962%
12/01/2045	635,000	1,091,750		1,091,750	1,421,579	329,829	130.21106%
12/01/2046	680,000	1,103,413		1,103,413	1,438,143	334,731	130.33594%
12/01/2047	725,000	1,112,713		1,112,713	1,450,130	337,417	130.32383%
12/01/2048	775,000	1,124,650		1,124,650	1,467,026	342,376	130.44287%
12/01/2049	825,000	1,133,963		1,133,963	1,479,253	345,291	130.44992%
12/01/2050	885,000	1,150,650		1,150,650	1,496,489	345,839	130.05593%
12/01/2051	940,000	1,159,188		1,159,188	1,508,962	349,774	130.17409%
12/01/2052	1,000,000	1,169,838		1,169,838	1,526,543	356,706	130.49189%
12/01/2053	2,235,000	2,352,338	-1,169,838	1,182,500	1,539,267	356,767	130.17057%
	14,880,000	31,809,675	-1,365,138	30,444,538	39,599,399	9,154,861	

SOURCES AND USES OF FUNDS

**FALCON FIELD METROPOLITAN DISTRICT
SUBORDINATE BONDS, SERIES 2023B
Non-Rated, Cash-Flow Bonds, Annual Pay, 12/15/2053 (Stated) Maturity
[Preliminary -- for discussion only]**

Dated Date 12/01/2023
Delivery Date 12/01/2023

Sources:

Bond Proceeds:	
Par Amount	2,457,000.00
	2,457,000.00

Uses:

Project Fund Deposits:	
Project Fund	2,383,290.00
Delivery Date Expenses:	
Underwriter's Discount	73,710.00
	2,457,000.00

BOND PRICING

**FALCON FIELD METROPOLITAN DISTRICT
SUBORDINATE BONDS, SERIES 2023B
Non-Rated, Cash-Flow Bonds, Annual Pay, 12/15/2053 (Stated) Maturity
[Preliminary -- for discussion only]**

Bond Component	Maturity Date	Amount	Rate	Yield	Price
Term Bond due 2053:	12/15/2053	2,457,000	8.000%	8.000%	100.000
		2,457,000			

Dated Date	12/01/2023	
Delivery Date	12/01/2023	
First Coupon	12/15/2023	
Par Amount	2,457,000.00	
Original Issue Discount		
Production	2,457,000.00	100.000000%
Underwriter's Discount	-73,710.00	-3.000000%
Purchase Price	2,383,290.00	97.000000%
Accrued Interest		
Net Proceeds	2,383,290.00	

EXHIBIT E

ANNUAL REPORT AND DISCLOSURE FORM

**EL PASO COUNTY SPECIAL DISTRICTS
ANNUAL REPORT and DISCLOSURE FORM**

1.	Name of District(s):	
2.	Report for Calendar Year:	
3.	Contact Information	
4.	Meeting Information	
5.	Type of District(s)/ Unique Representational Issues (if any)	
6.	Authorized Purposes of the District(s)	
7.	Active Purposes of the District(s)	
8.	Current Certified Mill Levies a. Debt Service b. Operational c. Other d. Total	
9.	Sample Calculation of Current Mill Levy for a Residential and Commercial Property (as applicable).	
10.	Maximum Authorized Mill Levy Caps (Note: these are maximum allowable mill levies which could be certified in the future unless there was a change in state statutes or Board of County Commissioners approvals) a. Debt Service b. Operational c. Other d. Total	
11.	Sample Calculation of Mill Levy Cap for a Residential and Commercial Property (as applicable).	
12.	Current Outstanding Debt of the Districts (as of the end of year of this report)	
13.	Total voter-authorized debt of the Districts (including current debt)	
14.	Debt proposed to be issued, reissued or otherwise obligated in the coming year.	
15.	Major facilities/ infrastructure improvements initiated or completed in the prior year	

16. Summary of major property exclusion or inclusion activities in the past year.	
---	--

Reminder:

- A. As per Colorado Revised Statutes, Section 32-1-306, the special district shall maintain a current, accurate map of its boundaries and shall provide for such map to be on file with the County Assessor.
- B. Colorado Revised Statutes, Section 32-1-823(1), states a certificate of election results shall be filed with the County Clerk and Recorder.

Name and Title of Respondent

Signature of Respondent Date

RETURN COMPLETED FORM TO: El Paso County Board of County Commissioners
 Attention: Clerk to the Board
 200 South Cascade Avenue
 Colorado Springs, Colorado 80903

****NOTE:** As per CRS Section 32-1-104(2), a copy of this report should also be submitted to:

County Assessor - 27 East Vermijo, Colorado Springs, Colorado 80903

County Treasurer - 27 East Vermijo, Colorado Springs, Colorado 80903