

CONSOLIDATED SERVICE PLAN

FOR

MINER'S VILLAGE METROPOLITAN DISTRICT NOS. 1, 2 AND 3

FREDERICK, COLORADO

February 5, 2008

Prepared for

Miner's Village Metropolitan District Nos. 1, 2 and 3

By

**White Bear and Ankele Professional Corporation
1805 Shea Center Drive, Suite 100
Highlands Ranch, CO 80129
303-858-1800**

TABLE OF CONTENTS

I.	INTRODUCTION.....	1
A.	General Overview	1
1.	Multiple District Structure	1
2.	Benefits of Multiple District Structure	2
3.	Configuration of Districts	2
4.	Long-Term District Plan	3
5.	Existing Services and Districts	3
6.	Property Owner Associations	5
B.	General Financial Information and Assumptions	5
C.	Modification of Service Plan	6
II.	NEED FOR NEW DISTRICTS AND GENERAL POWERS	6
A.	Need for Metropolitan Districts.....	6
B.	General Powers of Districts	6
1.	Water/Sewer	7
2.	Streets	7
3.	Traffic and Safety Controls	7
4.	Parks and Recreation	7
5.	Mosquito	7
6.	Transportation.....	7
7.	Legal Powers	8
8.	Other.....	8
III.	DESCRIPTION OF FACILITIES AND IMPROVEMENTS.....	8
A.	General.....	8
B.	General Design Standards.....	9
1.	Storm Drainage.....	9
2.	Water/Sewer System	9
3.	Street System and Traffic Safety	10
4.	Park and Recreation.....	10
C.	Estimated Cost of Facilities and Surety	10
IV.	DEVELOPMENT PROJECTIONS	11
V.	PROPOSED AND EXISTING AGREEMENTS.....	11
A.	Master Intergovernmental Agreement	11
B.	Intergovernmental Agreement with Frederick.....	11
C.	Other Agreements/Authority	12
VI.	OPERATING COSTS	12

VII.	FINANCIAL PLAN	12
VIII.	OTHER REQUIREMENTS	15
IX.	CONCLUSIONS	16

LIST OF EXHIBITS

EXHIBIT A - District Boundary Map

EXHIBIT B - Legal Description

EXHIBIT C - Development Plan

EXHIBIT D - Estimated Costs of Improvements

EXHIBIT E - Financing Plan

EXHIBIT F - Form of District Disclosure

I. INTRODUCTION

A. General Overview

This consolidated service plan ("Service Plan") for Miner's Village Metropolitan District Nos. 1, 2 and 3 (hereinafter collectively known as "Districts") constitutes a combined service plan for three Title 32 special districts proposed for organization to serve the needs of a new community to be known as "Miner's Village " located in the Town of Frederick ("Frederick"). This Service Plan is submitted in accordance with the Special District Act (the "Act"). Miner's Village is generally located east of County Road 11, west of County Road 13 (Colorado Boulevard), south of County Road 16, and north of State Highway 52. The project is planned for residential and commercial development.

Considerable public infrastructure will be constructed to provide the required storm drainage, water, sewer, streets, traffic and safety and park and recreation improvements needed for the area. This Service Plan addresses the public improvements, which may be provided and otherwise financed by the Districts and demonstrates how the Districts will work together to provide the necessary public improvements. The owner/developer of the Miner's Village project (the "project"), upon which development approval is requested from Frederick, shall have the ultimate responsibility for performance of the development obligations agreed to with Frederick irrespective of whether any such development activity within the project is undertaken by the Districts on their behalf.

1. Multiple District Structure. The Service Plan defines the powers and authorities of, as well as the limitations and restrictions, on the Districts. This Service Plan further sets forth the general parameters for the working relationship between Miner's Village Metropolitan District No. 1, Miner's Village Metropolitan District No. 2 (residential) and Miner's Village Metropolitan District No. 3 (commercial). Miner's Village Metropolitan District No. 1 shall be referred to as the "Service District," and Miner's Village Metropolitan District Nos. 2 and 3 shall be referred to as the "Financing Districts" or "Financing District." The Service District and the Financing Districts are collectively referred to as "the Districts."

The Service District will be responsible for managing the construction and operation of facilities and improvements needed for Miner's Village. The Financing Districts will be responsible for providing the funding and tax base needed to support the Financing Plan for capital improvements and for operations and administrative costs. The "Financing Plan" discussed throughout this Service Plan refers to a consolidated financial plan for the Districts which sets forth the manner in which the public improvements for Miner's Village are anticipated to be financed.

Due to the interrelationship between the Districts, various agreements are expected to be executed clarifying the respective responsibilities and the nature of the functions and services to be provided by each District. The agreements are intended to help assure the orderly development of essential services and facilities resulting in a community that is aesthetic and an economic asset to Frederick.

The establishment of Miner's Village Metropolitan District No. 1 as the Service District, which will initially own and operate the public facilities throughout Miner's Village until such improvements are conveyed to Frederick or other entities as appropriate, and the establishment of Miner's Village Metropolitan District Nos. 2 and 3 as the Financing Districts, which will generate the tax revenue to pay costs associated with capital improvements and operations, maintenance and administrative costs, will create several benefits for the inhabitants of the community and for Frederick. In general, those benefits are: (a) coordinated administration of construction and operation of public improvements, and delivery of those improvements in a timely manner; and (b) assurance that improvements required by Frederick are constructed in a timely and cost-effective manner.

2. Benefits of Multiple District Structure.

a. Coordinated Services. As presently planned, development of Miner's Village will proceed in phases, each of which will require the extension of public services and facilities. The multiple district structure will assure that the construction and operation of each phase of public facilities will be administered consistent with a long-term construction and operations program. Use of the Service District as the entity responsible for construction of each phase of improvements and for management of operation and administrative needs will facilitate a well-planned financing effort through all phases of construction, which will assist in assuring coordinated extension of services.

b. Debt Allocation. Allocation of the responsibility for paying debt for capital improvements will be managed through development of a consolidated financing plan for those improvements and through development of an integrated operating plan for long-term operations and maintenance for those improvements retained by the Districts. Use of the Service District to manage these functions will help assure that no area within Miner's Village will become obligated for more than its share of the costs of capital improvements and operations. Neither high nor low-density areas will bear a disproportionate burden of debt and operating costs.

c. Bond Interest Rates. The use of a multiple district structure allows the Service District to coordinate with the Financing Districts the timing and issuance of bonds in such a way as to assure that improvements are constructed in conformance with the intended phases of development. The combination of appropriate management and control of the timing of financing, and the ability of the Districts to obtain attractive interest rates, will benefit residents.

3. Configuration of Districts. MH Development Company, Inc. (the "Developer"), has contracts to purchase all property within the Miner's Village development, and all owners of such property described in Exhibits A and B consent to having such property be within the boundaries of the proposed Districts. A map and legal description setting forth the anticipated boundaries of the Districts is provided in Exhibits A and B respectively.

The improvements which are described in this Service Plan are necessary and applicable for the entirety of the Miner's Village project. Under Colorado law, the fee owner or owners of one hundred percent of any property proposed for inclusion may petition the board of directors of a district for exclusion and/or inclusion of property from or into the boundaries of a district. Additionally, less than one hundred percent of the owners of an area may petition a district for inclusion, or the board may adopt a resolution calling for an election on inclusion of the property. The Districts shall be expressly permitted, without Frederick's consent or modification of the Service Plan, to approve other inclusions and exclusions for the property described in Exhibits A and B, which shall be at their discretion on the condition that all property originally in one of the Districts remains in one of the other Districts. However, in no event shall a boundary change be permitted without Frederick's consent if the result thereof causes the Districts' Mill Levy Cap to be exceeded on any property within the Districts. All other inclusions or exclusions must have prior Frederick consent. Notice of all inclusions or exclusions shall be provided to Frederick pursuant to the annual reporting requirements set forth in Section VII, herein.

The "service area" (the area legally permitted to be served) for the Service District will consist of the entire area of the Miner's Village project. The service area for the Financing Districts will be within their respective physical boundaries, as may be adjusted from time to time consistent with the provisions contained herein. The Districts service area may also include areas beyond the boundaries of the Districts to allow for the completion and connection of certain public improvements as necessary. The Service District will have power to impose taxes only within its legal boundaries, but will be permitted to impose fees and charges within its service area based upon services provided to such property. The Financing Districts have the power to impose taxes along with fees and other charges permitted by law within their own service area to fund their individual obligations, as well as obligations each may have to the Service District. It is anticipated that no residential units will be located within the Service District. District No. 2 is expected to contain all of the residential development, and District No. 3 is expected to contain only commercial development.

4. Long-Term District Plan. After all bonds or other debt instruments have been issued by the Districts and adequate provision has been made for payment of all debt of the Districts and for operation of all of the facilities not conveyed to Frederick or other entities, the electorate of the Service District and Financing Districts, respectively, will have the opportunity to consider either the consolidation of the Service District and the Financing Districts into a single entity, or the dissolution of the Districts. The Districts will consider consolidation and/or dissolution at the time at which both the Service District and the Financing Districts' debt has been paid or adequate provision has been made for the repayment thereof, and for operation of all of the facilities that have not been conveyed. Ultimately, control of these decisions will rest with the electorate in each District. Dissolution is discussed further in Section VIII (7) hereof.

5. Existing Services and Districts. Frederick, through and Intergovernmental Agreement with the Central Weld County Water District, provides the water service in conjunction with development of such improvements. The St. Vrain Sanitation District provides sanitary sewer

service, Carbon Valley Recreation District provides recreational services, and Frederick provides law enforcement services and other municipal services, as appropriate. The Frederick/Firestone Fire Protection District provides fire protection services in the area. There are currently no other entities in existence in the Miner's Village area that have the combined ability and desire to undertake the design, financing and construction of the improvements designated herein which are needed for the community.

In order to minimize the proliferation of new governmental structures and personnel, the Service District intends to utilize existing entities as much as possible for operations and maintenance of public improvements. The Districts are authorized to undertake operation and maintenance activities for the applicable warranty period and until acceptance of improvements to be dedicated and conveyed to the appropriate entities. It is not anticipated that the Districts will have continuing operations and maintenance responsibilities except as provided herein. As a general matter, operations and maintenance of water, sewer, park and recreation, storm drainage, street and traffic safety improvements and associated landscaping will be the responsibility of the appropriate service provider as determined by Frederick after such completed improvements are conveyed to the service provider, by or on behalf of, and at the direction of, the Districts. The Districts, however, shall not provide any ongoing water and sewer operation and maintenance services.

The Districts may retain some operational and maintenance responsibilities for certain limited facilities, such as neighborhood recreation amenities like pocket/tot parks, pool, and associated landscaping, but all other park and recreation improvements and community parks are to be conveyed to Frederick or other Frederick service provider as directed. The timing for conveyance of improvements to Frederick will be developed by mutual agreement between the Service District and Frederick as generally described above and in Section V hereof pursuant to an anticipated intergovernmental agreement between Frederick and the Districts (the "Town IGA").

Improvements that are not conveyed to, or accepted by, Frederick will continue to be owned by the Districts and operations and maintenance of the same may be provided by other entities, such as a property owners' association or a facilities management company through appropriate agreements. Consequently, the Service District and the Financing Districts will exist primarily to finance capital improvements and coordinate the provision of services.

Frederick's approval of development and construction plans relative to the public improvements constructed and otherwise financed by the Districts does not constitute acceptance of such improvements. All required and intended dedication of public improvements by the Districts to Frederick, and the acceptance thereof, must be in a separate writing. Additionally, it is anticipated that all dedications and the recipient thereof shall be determined at final plat or other appropriate time in the land use approval process. No entity, including Frederick and other service providers, shall be obligated to accept the dedication of any improvement except as set forth in a separate writing.

6. Property Owner Associations. Certain services may be provided within Miner's Village by one or more property owner associations expected to be organized as Colorado non-profit, private membership organizations comprised of property owners in Miner's Village. The associations are expected to provide architectural control services, community organizations, community events and activities, community marketing, security, and other programs that may be beyond the financial scope of the Districts.

All improvements are expected to be transferred to Frederick or appropriate service provider, subject to the acceptance thereof and provision of warranties, as appropriate, all as determined at the approval of the final plat. Therefore, the Districts do not anticipate owning, operating and maintaining any of the public improvements other than limited neighborhood park and recreation improvements discussed herein, but they will have authority to do so for any such improvements not otherwise dedicated to and accepted by Frederick or other appropriate entities. The Districts may contract with a homeowners' association or other entities for the operation and maintenance of the facilities not otherwise conveyed.

B. General Financial Information and Assumptions

The projected assessed valuations are shown in the Financing Plan attached hereto as Exhibit E. The anticipated cost of improvements necessary to provide access to and appropriate services within Miner's Village is substantial and is estimated in Exhibit D. The Districts anticipate obtaining financing for capital improvements initially through Developer advances, then subsequently through the Financing Districts' issuance of limited tax general obligation bonds or other debt instruments. General obligation debt will be payable from revenues derived from ad valorem property taxes and from other legally available sources. Financing may also be obtained through the Service District's issuance of revenue bonds secured by revenues received from the Financing Districts. The Financing Plan demonstrates one method that might be used by the Districts to finance the cost of infrastructure as well as operation and administrative costs. At the time bonds or other debt instruments are proposed to be issued, alternative financing plans may be employed and utilized by the Districts without further approval from Frederick so long as said alternative plans are generally consistent with and within the limitations set forth in the Financing Plan and do not constitute a material modification of this Service Plan.

Due to probable credit enhancements and other support expected from the Developer, the Financing Plan demonstrates that the cost of infrastructure described herein and the operation and administrative costs can be provided with reasonable mill levies. The estimated figures contained herein depicting costs of infrastructure and operations will not constitute legal limits on the financial powers of the Districts; however, the Districts shall not be permitted to issue bonds which are not in compliance with the bond registration and issuance requirements of Colorado law.

The financial structure contemplated in the Financing Plan demonstrates that the risks associated with development of Miner's Village will be borne initially by the Developer of the project and then by bondholders. Due to the nature of liabilities associated with issuance of bonds

and Developer owned debt, initially the entire risk of development will rest with the Developer until such time as the Financing Districts reach sufficient assessed valuation to support bonded debt service requirements. Frederick is assured that the risks of development and the responsibility for repayment of District debt will be borne solely by the residents and property owners of Miner's Village, and will never become the responsibility, in any degree, of Frederick.

C. Modification of Service Plan

This Service Plan has been designed with sufficient flexibility to enable the Districts to provide required services and facilities for Miner's Village under evolving circumstances without the need for numerous amendments. While the assumptions upon which this Service Plan are generally based are reflective of current zoning for the property within Miner's Village, the cost estimates and Financing Plan are sufficiently flexible to enable the Districts to provide necessary services and facilities without the need to amend this Service Plan in the event of zoning changes. Modification of the general types of services and facilities, and changes in proposed configurations, locations, or dimensions of various facilities and improvements shall be permitted to accommodate development needs consistent with then current zoning for the property. The Districts shall be responsible for all reasonable costs of Frederick's review for a material modification or Service Plan amendment initiated by the Districts.

II. NEED FOR NEW DISTRICTS AND GENERAL POWERS

A. Need for Metropolitan Districts

Construction, acquisition, financing, operations and maintenance of the improvements will initially be provided by the Districts with said operations to be assumed by the Districts in limited instances or by Frederick or other appropriate service provider after construction and acceptance thereof. Frederick does not consider it feasible or practicable to provide Miner's Village with the public improvements. Consequently, it is necessary that the proposed Districts be organized to provide the residents and taxpayers with the necessary public improvements.

B. General Powers of Districts

The Districts have the power and authority to provide the services and facilities described in this Service Plan both within and outside their boundaries, in accordance with law. The powers and authorities of the Districts will be allocated and further refined in a Master Intergovernmental Agreement (the "Master IGA"), the general form of which is described in Section V(A), which may be voted upon and approved by their respective electorates. For purposes of the Special District Control Act, the Master IGA shall not constitute an amendment of this Service Plan. It will, however, constitute a binding agreement between the Districts regarding implementation of the powers contained in this Service Plan.

The Districts shall have authority to provide the following services and facilities, all of which shall be in conformance with Frederick's standards and specifications then in effect:

1. Water/Sewer. The design, acquisition, installation and construction of water (both potable and raw) and sewer systems, including but not limited to transmission and distribution systems for domestic and other public purposes, together with all necessary and proper facilities, equipment and appurtenances incident thereto which may include, but shall not be limited to, transmission lines, distribution mains and laterals, land and easements, together with extensions of and improvements to said systems.

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

3. Traffic and Safety Controls. The design, acquisition, installation, construction, operation, and maintenance of traffic and safety protection facilities and services through traffic and safety controls and devices on arterial streets and highways, as well as other facilities and improvements including but not limited to, signalization at intersections, traffic signs, area identification signs, directional assistance, and driver information signs, together with all necessary, incidental, and appurtenant facilities, land easements, and together with extensions of and improvements to said facilities.

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

5. Mosquito. The design, acquisition, installation, construction, operation, and maintenance of systems and methods for the elimination and control of mosquitoes.

6. Transportation. The design, acquisition, installation, construction, operation and maintenance of public transportation system improvements, including transportation equipment, park and ride facilities and parking lots, parking structures, roofs, covers, and facilities, including structures for repair, operations and maintenance of such facilities, together with all necessary, incidental and appurtenant facilities, land and easements, and all necessary extensions of and improvements to said facilities or systems.

7. Legal Powers. The powers of the Districts will be exercised by the Boards of Directors to provide the services contemplated in this Service Plan. The foregoing improvements and services, along with all other activities permitted by law, will be undertaken in accordance with, and pursuant to, the procedures and conditions contained in the Special District Act, other applicable statutes, and this Service Plan, as any or all of the same may be amended from time to time.

8. Other. In addition to the powers enumerated above, the Boards of Directors of the Districts shall also have the following authority:

a. No District shall be permitted to amend those portions of this Service Plan which affect, impair, or impinge upon the rights or powers of the other District without such District's consent; and

b. To provide all such additional services and exercise all such powers as are expressly or impliedly granted by Colorado law, and which the Districts are required to provide or exercise or, in its discretion, chooses to provide or exercise; and

c. To exercise all necessary and implied powers under Title 32, C.R.S. in the reasonable discretion of the Boards of Directors, except as limited by this Service Plan.

III. DESCRIPTION OF FACILITIES AND IMPROVEMENTS

The Districts will be permitted to exercise their statutory powers and authority set forth herein to finance, construct, acquire, operate and maintain, as appropriate, the public facilities and improvements described in Section II of this Service Plan, either directly or by contract. Where appropriate, the Districts will contract with various public and/or private entities to undertake such functions, including but not limited to a Master IGA and Town IGA, both as further described in Section V.

Detailed information for each type of improvement needed for Miner's Village is set forth in the following pages. It is important to note that the information contained in this Section is conceptual and preliminary in nature only, and that reasonable modifications to the type, configuration, and location of improvements may be necessary as development proceeds. All facilities will be designed in such a way as to assure that the facility and service standards will be compatible with those of Frederick and of other service providers, as appropriate. It is also noted that the facilities shown on the development plans in Exhibit C are conceptual in nature and the final configuration of such facilities shall be determined pursuant to Frederick, County, State and Federal regulations and through normal Frederick land use approval processes.

A. General

Construction of all planned facilities and improvements will be scheduled to allow for proper sizing and phasing to keep pace with the need for service. All descriptions of the specific facilities and improvements to be constructed, and their related costs, are estimates only and are

subject to modification as engineering, development plans, economics, Frederick's requirements, and construction scheduling may require.

B. General Design Standards

Improvements within the Districts will be designed and installed in conformance with the then applicable Frederick, county, state and federal regulations, and such design shall be approved as required by the Town Code. Service Plan approval shall not be deemed an approval of the design, engineering, or construction of any improvements.

1. Storm Drainage.

a. Generally. The Service District plans to install the necessary storm drainage system to serve Miner's Village. The proposed elements of the storm drainage system will provide a network of culverts and curbs and gutters designed and installed in accordance with applicable regulatory standards and sound engineering judgment. The Service District will design and install all storm drainage improvements, except for specific improvements within individual development parcels that will be designed and installed by individual developers.

All storm drainage facilities will be designed to conform to the standards and recommendations for drainage improvements pursuant to Frederick design criteria, including the intent of the current Urban Drainage and Flood Control District Master Plan requirements as applicable, the requirements of South Weld I-25 Corridor Master Drainage Study by Anderson Consulting as applicable, and the Rules and Regulations of the Districts. The development plan for the proposed storm drainage system within the project is more specifically described in Exhibit C.

b. Outfall and Ditch Improvements. The Districts will construct drainage improvements to detain developed drainage and convey historic drainage as needed. The Districts will construct trail and ditch improvements as needed.

An overall drainage plan will be developed that will identify the major facilities necessary to convey the storm runoff from Miner's Village. This plan will include all infrastructure required to convey the flows generated within Miner's Village. This plan must maintain the flexibility to modify the major drainage facilities as more detailed information is generated during the design of the individual phases. The overall drainage plan will include the utilization of storm sewers, drainage channels, streets, gutters, and culverts.

2. Water and Sewer System. The water and sewer systems will consist of distribution systems consisting of mains and related appurtenances located predominately within the Districts' boundaries. The systems' components will be designed and installed in accordance with the applicable standards of all appropriate entities with jurisdiction over the Districts, including Frederick. The distribution systems will be dedicated to Frederick or its designated

service provider as appropriate. The development plan for the proposed systems is described in Exhibit C.

3. Street System and Traffic Safety.

a. General. The Service District plans to construct an arterial street system to serve Miner's Village. The existing and proposed elements of the street system will provide a network of major arterial streets to serve the flow of traffic within and surrounding the Districts. All facilities will be designed and installed in accordance with applicable regulatory standards and sound engineering judgment. The development plan for the proposed street system is more specifically described in Exhibit C.

b. Streets. Public streets will be designed and installed to conform to the standards and recommendations of the American Association of State Highway and Transportation Officials, the Colorado Department of Highways (where applicable), Frederick's standards and specifications and the Rules and Regulations adopted by the Districts.

Streetlights will be installed by the Service District along collector roadways. Lighting of local roadways will be the responsibility of the individual developers of the residential or commercial parcels.

c. Landscaping. Landscaping may be installed by the Service District along the roadway rights-of-way and trail easements. The Service District also intends to install landscaped highlights along the internal streets and entry features at major entrances.

d. Signals and Signage. Traffic signals and signage will be installed by the Service District as required by traffic studies, the Districts, and by Frederick. The Districts, pursuant to a separate agreement with Frederick, anticipate contributing a proportional share of the cost of signals based on the impact created by the development within the Districts and the surrounding property, as reasonably determined by Frederick.

4. Park and Recreation. All park and recreational facilities and/or services will be constructed in accordance with plans and specifications approved by Frederick. All park and recreational facilities will be constructed in accordance with engineering and design requirements appropriate for the surrounding terrain, and shall be constructed in accordance with Frederick's standards or the standards of other local public entities, as appropriate.

C. Estimated Cost of Facilities and Surety

The estimated construction cost of the facilities to be constructed, installed and/or acquired by the Districts is shown in Exhibit D, and is exclusive of all costs of debt issuance, including but not limited to such issuance expenses and costs such as debt service reserves, capitalized interest, underwriter's discount and legal fees, organizational costs, inflation, but inclusive of contingencies and construction management.

Any surety required of the Districts by Frederick for completion of the public improvements that are funded by the Districts shall be set at a mutually acceptable level, taking into account the quasi-municipal and publicly-accessible nature of the improvements constructed by a Title 32 metropolitan district. The District surety shall also be mutually exclusive and separate from any lot development or other type of security Frederick may require from the Developer or other private entities. The amounts and timing of the District surety, if any, shall be based on final plat approval, and shall only be due at or before commencement of the District funded improvements contemplated for the applicable plat(s) and/or construction phase(s). Furthermore, the Districts' surety shall be posted only on an incremental and phase-by-phase basis of the Districts' construction. The Districts' surety requirements will be in addition to the estimated costs of the public improvements as set forth herein, and shall not count against the Debt Limit as set forth in Section VII.

IV. DEVELOPMENT PROJECTIONS

Land use within the project will be primarily residential and some commercial, and development projections are made in the Financing Plan attached hereto as Exhibit E.

V. PROPOSED AND EXISTING AGREEMENTS

A. Master Intergovernmental Agreement

As noted in this Service Plan, the relationship between the Service District and the Financing Districts, including the means for approving, financing, constructing, and operating the public services and improvements needed to serve Miner's Village will be established by means of a Master IGA to be executed by the Districts after organization. The obligation of the Districts set forth in the Master IGA shall not count against any bonded debt limit or restriction of the Districts.

The Master IGA will establish procedures and standards for the payment of the capital costs of the improvements, the payment of operation and maintenance expenses by the Districts, the payment of the administrative expenses of the Districts by the Financing Districts and the construction, acquisition, operation and maintenance of the improvements and the administration of the affairs of the Districts by the Service District. The Districts shall not incur any debt, or impose any taxes or fees until the Master IGA is submitted to Frederick for its review and approval to determine whether or not it constitutes a material modification of this Service Plan. Frederick's approval thereof shall not be unreasonably withheld. In the event of a conflict between the Master IGA and this Service Plan, the Service Plan shall prevail.

B. Intergovernmental Agreement with Frederick

Subsequent to their organization, the Districts shall enter into an IGA with Frederick (the "Town IGA") which may generally provide that: (1) other than as set forth in this Service Plan, they

shall take all action necessary to dissolve pursuant to Title 32, Article 1, part 7, C.R.S., as amended from time to time, as provided for under Colorado law if and in the event they do not need to remain in existence to operate and maintain facilities contemplated under this Service Plan; (2) the Districts shall not publish, without written consent of Frederick, a notice under 32-1-207(3), C.R.S., of their intent to undertake construction of any facility, the issuance of bonds or other financial obligation, the levy of taxes, the imposition of rates, fees, tolls and charges, or any other proposed activity of the Districts which requires that any action to enjoin such activity as a material departure from the Service Plan be brought within forty-five (45) days of such notice; (3) the Districts are subject to applicable Frederick, county, state and federal regulations; and, (4) other provisions as mutually agreed by the parties. The Districts shall not incur any debt, or impose any taxes or fees until the Town IGA is submitted to Frederick for its review and approval, which shall not be unreasonably withheld.

C. Other Agreements/Authority

To the extent practicable, the Districts may enter into additional intergovernmental and other private agreements to better ensure long-term provision of the improvements and services and effective management. Agreements may also be executed with property owner associations and other service providers. All such agreements are authorized to be provided by each, pursuant to Colorado Constitution, Article XIV, Section 18 (2)(a) and Sections 29-1-201, et seq., Colorado Revised Statutes.

VI. OPERATING COSTS

Estimated costs for operating functions are presented in the Financing Plan as Exhibit E and are initially forecasted at approximately \$50,000 in 2010 and then starting in 2011 at \$30,000 per year, increasing 4% per year over the life of the forecast.

VII. FINANCIAL PLAN

Attached to this Service Plan as Exhibit E is a Financing Plan that shows how the proposed services and facilities may be financed and operated by the Districts. The Financing Plan demonstrates one method that might be used by the Districts; however, alternative financing plans may be employed and utilized by the Districts without additional approval, so long as such plans are within the parameters and limits contained herein and do not constitute a material modification. The Financing Plan includes the proposed operating revenue derived from ad valorem property taxes for each applicable year, including the first budget year, to be used by the Service District. The Master IGA is expected to provide that the obligation of the Financing Districts to pay the Service District for capital and general operating expenses of the Districts shall constitute "contractual debt" of the Financing Districts, but shall not count against the Districts' debt limitation as discussed herein. Accordingly, mill levies certified to make necessary payments to the Service District may be characterized as debt service mill levies notwithstanding that they are also imposed to pay contractual obligations for operations and maintenance services provided by the Service District.

Initially, the Service District anticipates borrowing its initial operating and capital project funds from advances made by the Developer or other private entities or by issuing revenue bonds until such time as the Financing Districts are able to generate sufficient revenues from ad valorem taxes or from other legally permissible revenue sources. At such time, the Financing District(s) is expected to issue limited tax general obligation debt supported by ad valorem taxes. Proceeds from such bonds are anticipated to be used for, but are not limited to, paying back all funds borrowed by the Service District, including any promissory notes and revenue bonds, to finance the acquisition, construction and completion of improvements and to finance all of the costs of issuance of the bonds.

The Financing Plan identifies the proposed debt issuance schedules and shows the manner in which the financial operations of the Districts will be coordinated. District No. 1 does not intend to impose a mill levy. The Districts are each permitted to impose a mill levy not to exceed an aggregate of fifty (50) mills for combined debt service and operational and maintenance requirements of the Districts (collectively referred to as the "Mill Levy Cap"). The Mill Levy Cap shall be subject to automatic adjustment if, after the original date of approval of this Service Plan, the laws of the State change with respect to the assessment of property for taxation purposes, the ratio for determining assessed valuation changes, or other similar changes occur. In these events, the Mill Levy Cap shall be automatically adjusted so that the tax liability of individual property owners neither increases nor decreases as a result of any such changes, thereby maintaining a constant level of tax receipts and overall tax payments from property owners. Without increasing the Mill Levy Cap, the Financing Districts, if imposing a debt service mill levy, shall, pursuant to the Town IGA, impose three (3) mills for purposes of financing capital improvements or operating expenses associated with Town capital improvements as described in Article 14.10 of the Frederick Land Use Code. The Districts may eliminate the Mill Levy Cap with Frederick's prior written consent.

Upon approval of this Service Plan, the Districts will continue to develop and refine cost estimates contained herein and prepare for bond issuances. All cost estimates will be inflated to current dollars at the time of bond issuance and construction. Engineering and other contingencies, as well as capitalized interest and other costs of financing, may be added. All construction cost estimates assume construction to applicable local, state and federal requirements.

The initial estimated construction costs of improvements are approximately \$30,000,000 (in 2007 dollars) as set forth in Exhibit D, exclusive of organizational costs, interest on amounts borrowed from the Developer and other similar costs, as well as costs of bond issuance (which shall expressly include, but not be limited to debt service reserves, capitalized interest, underwriter's discount and legal fees). Organizational costs are estimated to be approximately \$70,000 and will be reimbursed to the Developer by the Districts out of their initial revenue sources, including bond issue proceeds. The combined new money revenue and general obligation debt limit ("Debt Limit") for the Districts will be \$50,000,000, exclusive of surety requirements, but inclusive of organizational costs, and costs of issuance, including debt service reserves, capitalized

interest, underwriter's discount and bond issuance legal fees. Debt increases necessary to accomplish a refunding, reissuance or restructuring of such debt do not count against the Debt Limit. To the extent the Districts have additional debt capacity, it may seek to amend this Service Plan to increase the Debt Limit and/or Mill Levy Cap. Obligations of the Districts in the Master IGA discussed herein will not count against the debt limitation. If the Financing Plan assumptions are more conservative than what actually develops, the Districts, upon Frederick's approval, shall have the ability to utilize excess debt capacity, which may develop within the Districts. The Districts shall also be permitted to seek debt authorization from their electorates in excess of the Debt Limit to account for contingencies. Reasonable modifications of public facilities and cost estimates shall be permitted. Final determination of the amount of debt for which approval will be sought from each District's electorate from time to time will be made by the Board of Directors of each District, based on then current estimates of construction costs, issuance costs, and contingencies. Authorization to issue bonds and enter into various agreements described herein will be sought from each District's electorate pursuant to the terms of the Special District Act, and the Colorado Constitution, as amended from time to time.

In addition to ad valorem property taxes, and in order to offset the expenses of the anticipated construction and the Service District operations and maintenance costs, the Districts may also rely upon various other revenue sources authorized by law. These will include the power to assess fees, rates, tolls, penalties, or charges as provided in § 32-1-1001(1), C.R.S., as amended. The Financing Plan assumes various sources of revenue, including ad valorem property taxes and specific ownership taxes, together with interest earnings on retained amounts. Additionally, the Districts may receive certain revenues from reimbursement payments for the construction of public facilities as more fully described within the Financing Plan.

The operations of the Service District may, under certain circumstances, qualify as "enterprises" under the TABOR Amendment (Article X, Section 20 of Colorado Constitution). If its operations do not qualify as enterprises under TABOR, revenues from all sources that exceed the permitted level of expenditures in a given year will be refunded to taxpayers, unless a vote approving the retention of such revenues is obtained. To the extent annual Districts' revenues exceed expenditures in this manner, the Districts will comply with the provisions of TABOR and either refund the excess or obtain voter approval to retain such amounts.

The maximum voted interest rate for bonds is 11%. The proposed maximum underwriting discount will be 5%. The maximum term of bonds issued by the Districts shall be forty (40) years, and it shall be a condition that any amount of outstanding principal and/or accrued interest that remains unpaid upon final maturity of the bonds shall be deemed to be forever discharged and satisfied in full. Interest on all bonds and other debt instruments of the Districts, inclusive of reimbursement obligations to the Developer, shall be restricted to simple interest and will not compound. Acceleration of debt service shall be prohibited upon all bonds and other debt instruments of the Districts, inclusive of reimbursement obligations to the Developer.

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

The Financing Plans demonstrate that the Districts will have the financial capability to discharge the proposed indebtedness with reasonable mill levies assuming reasonable increases in assessed valuation and assuming the rate of build-out estimated in the Financing Plan.

VIII. OTHER REQUIREMENTS

The Districts shall be subject to the following additional requirements:

1. The Districts shall be responsible for submitting an annual report to Frederick no later than September 1st for the prior year. The annual report shall include information required by Article 14.3 of the Frederick Land Use Code.

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

3. Written notice of all regular and special meetings of the Districts will be delivered to the office of the Town Clerk. Notices shall be delivered at least three days prior to such meeting.

4. The Districts shall be prohibited from claiming entitlement to funds from the Conservation Trust Fund. The Districts shall not apply for any grants from Greater Outdoors Colorado.

5. The Districts agree that they shall not be authorized or undertake any eminent domain actions pursuant to the Act without prior approval from Frederick.

6. The petitioners for organization of the Districts will make a good faith effort to assure that the developers of the property located within the Districts provide adequate written notice to purchasers of land in the Districts regarding the existence of taxes, charges, or assessments which may be imposed in connection with the Districts by providing a written disclosure of the same. It is anticipated that the petitioners will require that all builders purchasing property within the Districts from the petitioners will provide such disclosure to homebuyers at the time of contracting. The disclosure shall include notice of the Districts' formation, purpose and tax levy information, and the form of such disclosure, which is shown at Exhibit F, shall be substantially similar to the form prescribed by Article 14.21, Frederick Land Use Code.

7. When all of the financial obligations issued by the Districts have been repaid (or when adequate provisions for payment thereof has been made), and no further operational requirements for Districts' improvements exist on the part of the Districts, the Districts will notify Frederick within sixty (60) days thereof requesting a meeting to discuss the steps necessary under then applicable law to dissolve the Districts if such dissolution proceeding is mutually determined to be in the best interest of the Districts.

IX. CONCLUSIONS

It is submitted that this Service Plan as required by § 32-1-203(2), C.R.S., has established that:

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

(b) The existing service in the area to be served by the Districts is inadequate for present and projected needs;

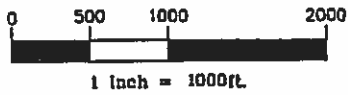
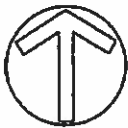
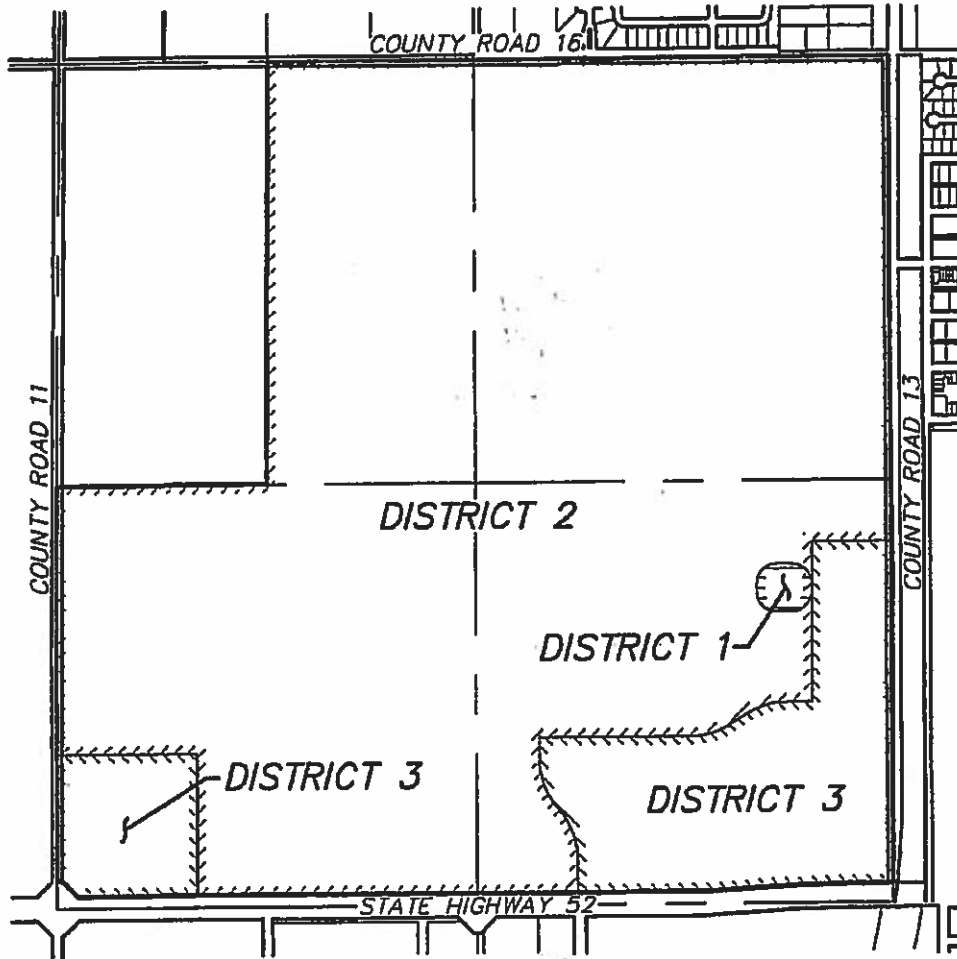
(c) The Districts are capable of providing economical and sufficient service to the area within its boundaries;

(d) The area included in the Districts will have the financial ability to discharge the proposed indebtedness on a reasonable basis.

Therefore, it is requested that the Board of Trustees of the Town of Frederick, Colorado, adopt a resolution that approves this "Consolidated Service Plan for Miner's Village Metropolitan District Nos. 1, 2 and 3," as submitted.

EXHIBIT A
Boundary Map

EXHIBIT



MINER'S VILLAGE DISTRICT MAP FREDERICK, COLORADO

SCALE HOR. 1"=1000'
VERT. N/A
DESIGN/APP. BO
DRAWN BY BO
DATE 10/30/07



HURST & ASSOCIATES, INC.
CONSULTING ENGINEERS
4950 Pearl East Circle, Suite 100
Boulder, Colorado 80501 (303) 449-0205

FILE D:\202047\SURVEY\LEGAL\047-DISTRICTS SHEET 1 OF 1

EXHIBIT B
Legal Descriptions

EXHIBIT

DISTRICT 1 DESCRIPTION:

A PARCEL OF LAND LOCATED IN THE SOUTHEAST QUARTER OF SECTION 36, TOWNSHIP 2 NORTH, RANGE 68 WEST OF THE 6TH P.M., TOWN OF FREDERICK, COUNTY OF WELD, STATE OF COLORADO DESCRIBED AS FOLLOWS:

COMMENCING AT THE EAST QUARTER CORNER OF SAID SECTION 36 FROM WHENCE THE NORTHEAST CORNER LIES $N00^{\circ}07'13''W$, 2,656.28 FEET (BASIS OF BEARINGS);

THENCE $S37^{\circ}24'31''W$, 824.03 FEET TO THE POINT OF BEGINNING;

THENCE $S00^{\circ}00'00''E$, 50.00 FEET;

THENCE 196.35 FEET ALONG THE ARC OF A TANGENT CURVE TO THE RIGHT, SAID ARC SUBTENDED BY A RADIUS OF 125.00 FEET, A CENTRAL ANGLE OF $90^{\circ}00'00''$, AND A CHORD BEARING $S45^{\circ}00'00''W$, 176.78 FEET;

THENCE $S90^{\circ}00'00''W$, 100.00 FEET;

THENCE 196.35 FEET ALONG THE ARC OF A TANGENT CURVE TO THE RIGHT, SAID ARC SUBTENDED BY A RADIUS OF 125.00 FEET, A CENTRAL ANGLE OF $90^{\circ}00'00''$, AND A CHORD BEARING $N45^{\circ}00'00''W$, 176.78 FEET;

THENCE $N00^{\circ}00'00''E$, 50.00 FEET;

THENCE 196.35 FEET ALONG THE ARC OF A TANGENT CURVE TO THE RIGHT, SAID ARC SUBTENDED BY A RADIUS OF 125.00 FEET, A CENTRAL ANGLE OF $90^{\circ}00'00''$, AND A CHORD BEARING $N45^{\circ}00'00''E$, 176.78 FEET;

THENCE $N90^{\circ}00'00''E$, 100.00 FEET;

THENCE 196.35 FEET ALONG THE ARC OF A TANGENT CURVE TO THE RIGHT, SAID ARC SUBTENDED BY A RADIUS OF 125.00 FEET, A CENTRAL ANGLE OF $90^{\circ}00'00''$, AND A CHORD BEARING $S45^{\circ}00'00''E$, 176.78 FEET TO THE POINT OF BEGINNING, CONTAINING 2.10 ACRES, MORE OR LESS.

MINER'S VILLAGE
DISTRICT NUMBER 1
FREDERICK, COLORADO

SCALE HOR. N/A
VERT. N/A

DESIGN/APP. BO

DRAWN BY BO

DATE 10/30/07

FILE D:\202047\SURVEY\LEGAL\047-DISTRICTS



HURST & ASSOCIATES, INC.

CONSULTING ENGINEERS

4828 Pearl East Circle, Suite 104
Denver, Colorado 80231 (303) 414-2525

SHEET 1 OF 1

EXHIBIT

DISTRICT 2 DESCRIPTION:

A PARCEL OF LAND LOCATED IN SECTION 36, TOWNSHIP 2 NORTH, RANGE 68 WEST OF THE 6TH P.M., TOWN OF FREDERICK, COUNTY OF WELD, STATE OF COLORADO DESCRIBED AS FOLLOWS:

BEGINNING AT THE EAST QUARTER CORNER OF SAID SECTION 36 FROM WHENCE THE NORTHEAST CORNER LIES N00°07'13"W, 2,656.28 FEET (BASIS OF BEARINGS);
THENCE S00°07'17"E, 383.29 FEET ALONG THE EASTERLY LINE OF THE SOUTHEAST QUARTER OF SECTION 36;
THENCE S89°52'43"W, 501.40 FEET;
THENCE S00°00'00"E, 1,025.16 FEET;
THENCE S89°52'43"W, 184.98 FEET;
THENCE 263.50 FEET ALONG THE ARC OF A TANGENT CURVE TO THE LEFT, SAID ARC SUBTENDED BY A RADIUS OF 475.00 FEET, A CENTRAL ANGLE OF 31°47'02", AND A CHORD BEARING S73°59'12"W, 260.13 FEET;
THENCE S58°05'41"W, 102.25 FEET;
THENCE 264.50 FEET ALONG THE ARC OF A TANGENT CURVE TO THE RIGHT, SAID ARC SUBTENDED BY A RADIUS OF 475.00 FEET, A CENTRAL ANGLE OF 31°54'19", AND A CHORD BEARING S74°02'50"W, 261.10 FEET;
THENCE S90°00'00"W, 948.60 FEET;
THENCE S00°00'00"E, 141.89 FEET;
THENCE 343.94 FEET ALONG THE ARC OF A TANGENT CURVE TO THE LEFT, SAID ARC SUBTENDED BY A RADIUS OF 475.00 FEET, A CENTRAL ANGLE OF 41°29'14", AND A CHORD BEARING S20°44'37"E, 336.48 FEET;
THENCE 343.94 FEET ALONG THE ARC OF A REVERSE CURVE TO THE RIGHT, SAID ARC SUBTENDED BY A RADIUS OF 475.00 FEET, A CENTRAL ANGLE OF 41°29'14", AND A CHORD BEARING S20°44'37"E, 336.48 FEET;
THENCE S00°00'00"E, 201.56 FEET;
THENCE ALONG THE NORTHERLY RIGHT OF WAY LINE OF STATE HIGHWAY 52 THE FOLLOWING TWO COURSES:
1) S87°59'29"W, 174.29 FEET;
2) S89°52'40"W, 2,242.61 FEET;
THENCE N00°09'21"E, 894.03 FEET;
THENCE S89°52'40"W, 883.89 FEET;
THENCE N00°09'21"E, 1,683.89 FEET ALONG THE WESTERLY LINE OF THE SOUTHWEST QUARTER OF SECTION 36;
THENCE N89°50'10"E, 1,325.25 FEET ALONG THE NORTHERLY LINE OF THE SOUTHWEST QUARTER OF THE NORTHEAST QUARTER OF SECTION 36;
THENCE N00°11'59"E, 2,652.47 FEET ALONG THE WESTERLY LINE OF THE EAST HALF OF THE NORTHWEST QUARTER OF SECTION 36;
THENCE N89°51'51"E, 1,312.16 FEET ALONG THE NORTHERLY LINE OF THE EAST HALF OF THE NORTHWEST QUARTER OF SECTION 36;
THENCE N89°44'15"E, 2,625.18 FEET ALONG THE NORTHERLY LINE OF THE NORTHEAST QUARTER OF SECTION 36;
THENCE S00°07'13"E, 2,656.28 FEET ALONG THE EASTERLY LINE OF THE NORTHEAST QUARTER OF SECTION 36 TO THE POINT OF BEGINNING, CONTAINING 471.70 ACRES, MORE OR LESS.

MINER'S VILLAGE
DISTRICT NUMBER 2
FREDERICK, COLORADO

ORIG: 10/30/07
REV: 01/07/08
REV: 01/11/08

SCALE	HOR. N/A
	VERT. N/A
DESIGN/APPR.	SO
DRAWN BY	BD
DATE	01/11/08



HURST & ASSOCIATES, INC.
CONSULTING ENGINEERS
4983 Ford East Circle, Suite 100
Denver, Colorado 80231 (303) 449-0105

EXHIBIT

DISTRICT 3 DESCRIPTION:

TWO PARCELS OF LAND LOCATED IN THE SOUTH HALF OF SECTION 36, TOWNSHIP 2 NORTH, RANGE 68 WEST OF THE 6TH P.M., TOWN OF FREDERICK, COUNTY OF WELD, STATE OF COLORADO DESCRIBED AS FOLLOWS:

PARCEL 1:

COMMENCING AT THE EAST QUARTER CORNER OF SAID SECTION 36 FROM WHENCE THE NORTHEAST CORNER LIES $N00^{\circ}07'13''W$, 2,656.28 FEET (BASIS OF BEARINGS);
THENCE $S00^{\circ}07'17''E$, 383.29 FEET ALONG THE EASTERLY LINE OF THE SOUTHEAST QUARTER OF SECTION 36 TO THE POINT OF BEGINNING;

THENCE CONTINUING ALONG SAID EASTERLY LINE, $S00^{\circ}07'17''E$ 2,038.77 FEET;
THENCE ALONG THE NORTHERLY RIGHT OF WAY LINE OF STATE HIGHWAY 52 THE FOLLOWING SEVEN COURSES:
1) $N89^{\circ}54'47''W$, 30.00 FEET;
2) $S38^{\circ}51'18''W$, 63.66 FEET;
3) $S89^{\circ}35'50''W$, 92.10 FEET;
4) 618.14 FEET ALONG THE ARC OF A TANGENT CURVE TO THE LEFT, SAID ARC SUBTENDED BY A RADIUS OF 6,091.50 FEET, A CENTRAL ANGLE OF $05^{\circ}48'51''$, AND A CHORD BEARING $S86^{\circ}41'25''W$, 617.88 FEET;
5) $S83^{\circ}46'59''W$, 190.28 FEET;
6) 433.98 FEET ALONG THE ARC OF A TANGENT CURVE TO THE RIGHT, SAID ARC SUBTENDED BY A RADIUS OF 5,908.50 FEET, A CENTRAL ANGLE OF $04^{\circ}12'30''$, AND A CHORD BEARING $S85^{\circ}53'14''W$, 433.88 FEET;
7) $S87^{\circ}59'29''W$, 588.39 FEET;
THENCE $N00^{\circ}00'00''W$, 201.56 FEET;
THENCE 343.94 FEET ALONG THE ARC OF A TANGENT CURVE TO THE LEFT, SAID ARC SUBTENDED BY A RADIUS OF 475.00 FEET, A CENTRAL ANGLE OF $41^{\circ}29'14''$, AND A CHORD BEARING $N20^{\circ}44'37''W$, 336.48 FEET;
THENCE 343.94 FEET ALONG THE ARC OF A REVERSE CURVE TO THE RIGHT, SAID ARC SUBTENDED BY A RADIUS OF 475.00 FEET, A CENTRAL ANGLE OF $41^{\circ}29'14''$, AND A CHORD BEARING $N20^{\circ}44'37''W$, 336.48 FEET;
THENCE $N00^{\circ}00'00''W$, 141.89 FEET;
THENCE $N90^{\circ}00'00''E$, 948.60 FEET;
THENCE 284.50 FEET ALONG THE ARC OF A TANGENT CURVE TO THE LEFT, SAID ARC SUBTENDED BY A RADIUS OF 475.00 FEET, A CENTRAL ANGLE OF $31^{\circ}54'19''$, AND A CHORD BEARING $N74^{\circ}02'50''E$, 261.10 FEET;
THENCE $N58^{\circ}05'41''E$, 102.25 FEET;
THENCE 263.50 FEET ALONG THE ARC OF A TANGENT CURVE TO THE RIGHT, SAID ARC SUBTENDED BY A RADIUS OF 475.00 FEET, A CENTRAL ANGLE OF $31^{\circ}47'02''$, AND A CHORD BEARING $N73^{\circ}59'12''E$, 260.13 FEET;
THENCE $N89^{\circ}52'43''E$, 184.98 FEET;
THENCE $N00^{\circ}00'00''W$, 1,025.16 FEET;
THENCE $N89^{\circ}52'43''E$, 501.40 FEET TO THE POINT OF BEGINNING, CONTAINING 80.84 ACRES, MORE OR LESS;

PARCEL 2:

COMMENCING AT THE SOUTHWEST CORNER OF SECTION 36 FROM WHENCE THE WEST QUARTER CORNER LIES $N00^{\circ}09'21''E$, 2,651.42 FEET;

THENCE $N00^{\circ}09'21''E$, 171.24 FEET ALONG THE WESTERLY LINE OF THE SOUTHWEST QUARTER OF SECTION 36 TO THE POINT OF BEGINNING;

THENCE CONTINUING $N00^{\circ}09'21''E$ 796.28 FEET ALONG SAID WESTERLY LINE;
THENCE $N89^{\circ}52'40''E$, 883.89 FEET;
THENCE $S00^{\circ}09'21''W$, 894.03 FEET;
THENCE ALONG THE NORTHERLY RIGHT OF WAY LINE OF STATE HIGHWAY 52 THE FOLLOWING THREE COURSES:
1) $S89^{\circ}52'40''W$, 755.59 FEET;
2) $N45^{\circ}11'20''W$, 138.19 FEET; 3) $N89^{\circ}50'39''W$, 30.00 FEET TO THE POINT OF BEGINNING, CONTAINING 782,488 SQUARE FEET OR 17.96 ACRES, MORE OR LESS.

NET ACREAGE: 78.60 ACRES

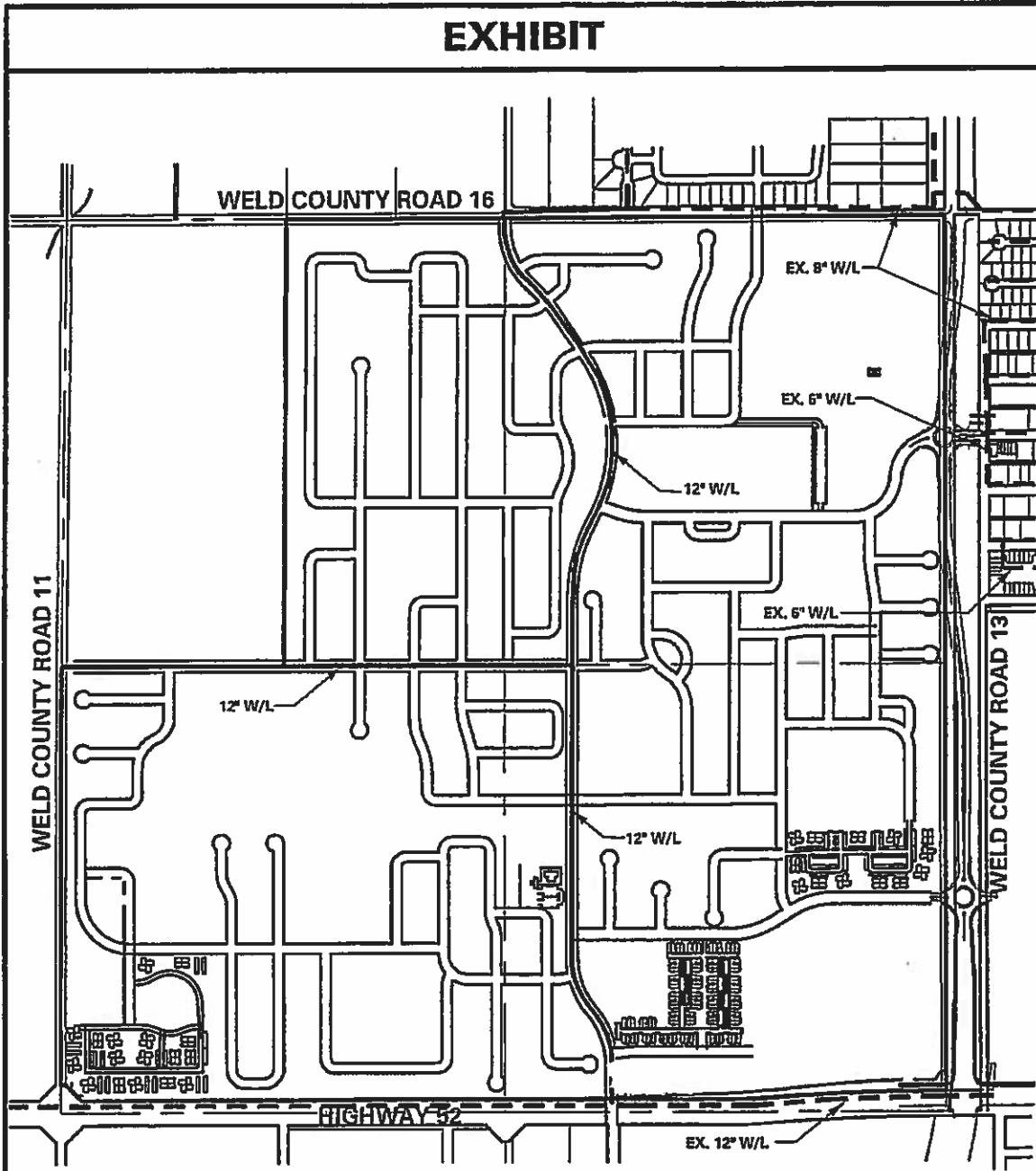
MINER'S VILLAGE
DISTRICT NUMBER 3
FREDERICK, COLORADO

ORG: 10/30/07
REV: 01/07/08
REV: 01/11/08

SCALE	HOR. N/A VERT. N/A		HURST & ASSOCIATES, INC. CONSULTING ENGINEERS
DESIGN/APPR.	BO		
DRAWN BY	BO	4800 Pearl East Circle, Suite 104 Boulder, Colorado 80503 (303) 449-8100	
DATE	01/11/08		
FILE	G:\202047\SURVEY\LEGAL\047-DISTRICTS SHEET 1 OF 1		

EXHIBIT C
Development Plans

EXHIBIT



————— WATER MAINS
CONSTRUCTED
BY DISTRICT

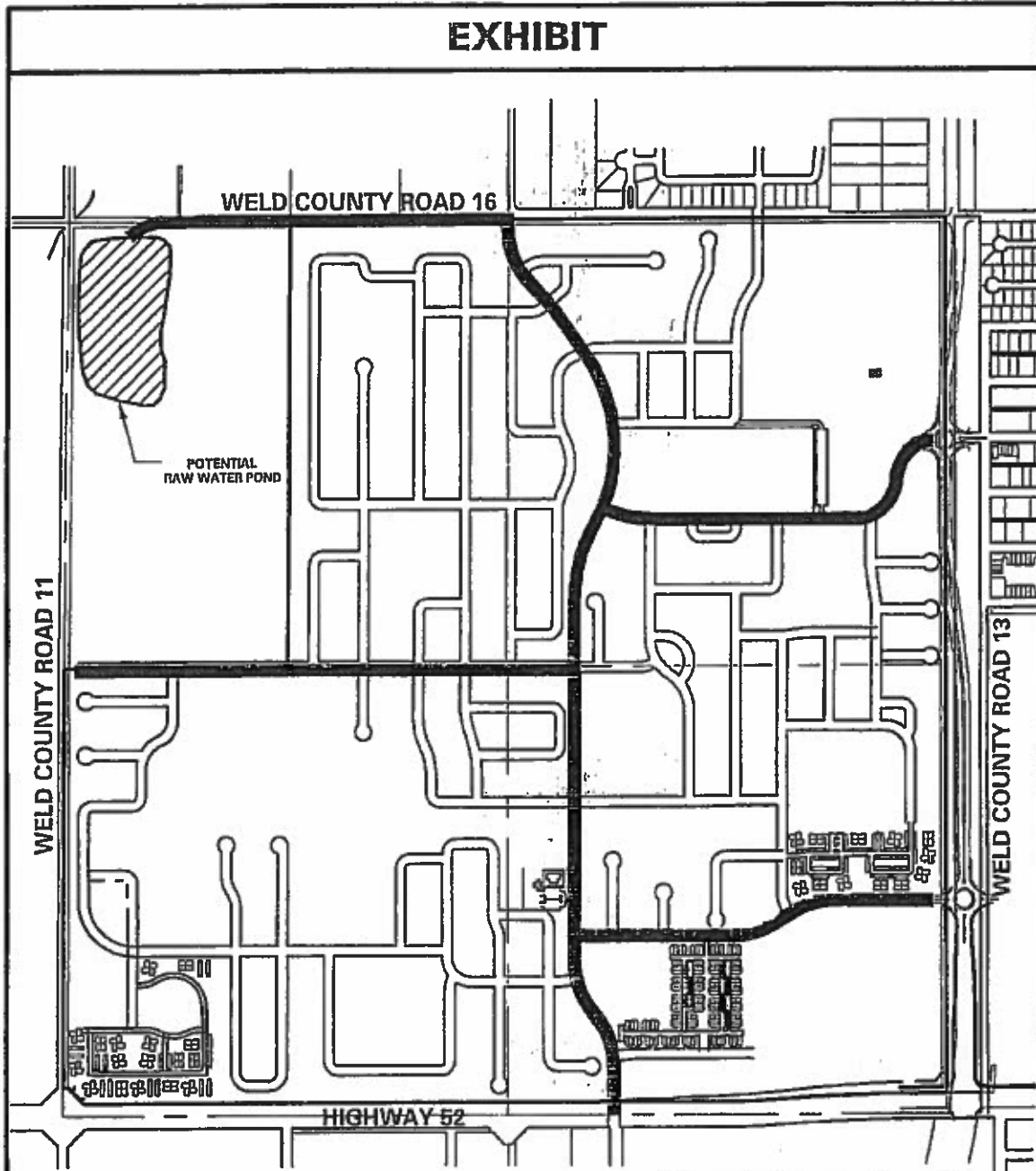
- - - - - EXISTING WATERLINE

MINER'S VILLAGE METROPOLITAN DISTRICT WATER EXHIBIT

SCALE: HOR. N/A VERT. N/A	 HURST & ASSOCIATES, INC. CONSULTING ENGINEERS 699 Pearl East Circle, Suite 104 Boulder, Colorado 80502 (303) 440-0905
DESIGN/APPR. JJ	
DRAWN BY CLG	
DATE 10/1/07	

FILE G:\202047\EXHIBITS\WATER-EXHIBIT

EXHIBIT



RAW WATERLINE
BY DISTRICT

MINER'S VILLAGE METROPOLITAN DISTRICT RAW WATER EXHIBIT

SCALE: SEE N/A
TERR. N/A

DESIGNED BY: J.J.

DATE: 10/1/07

FILE: 130347-EXHIBITS-RAW WATER CD08IT



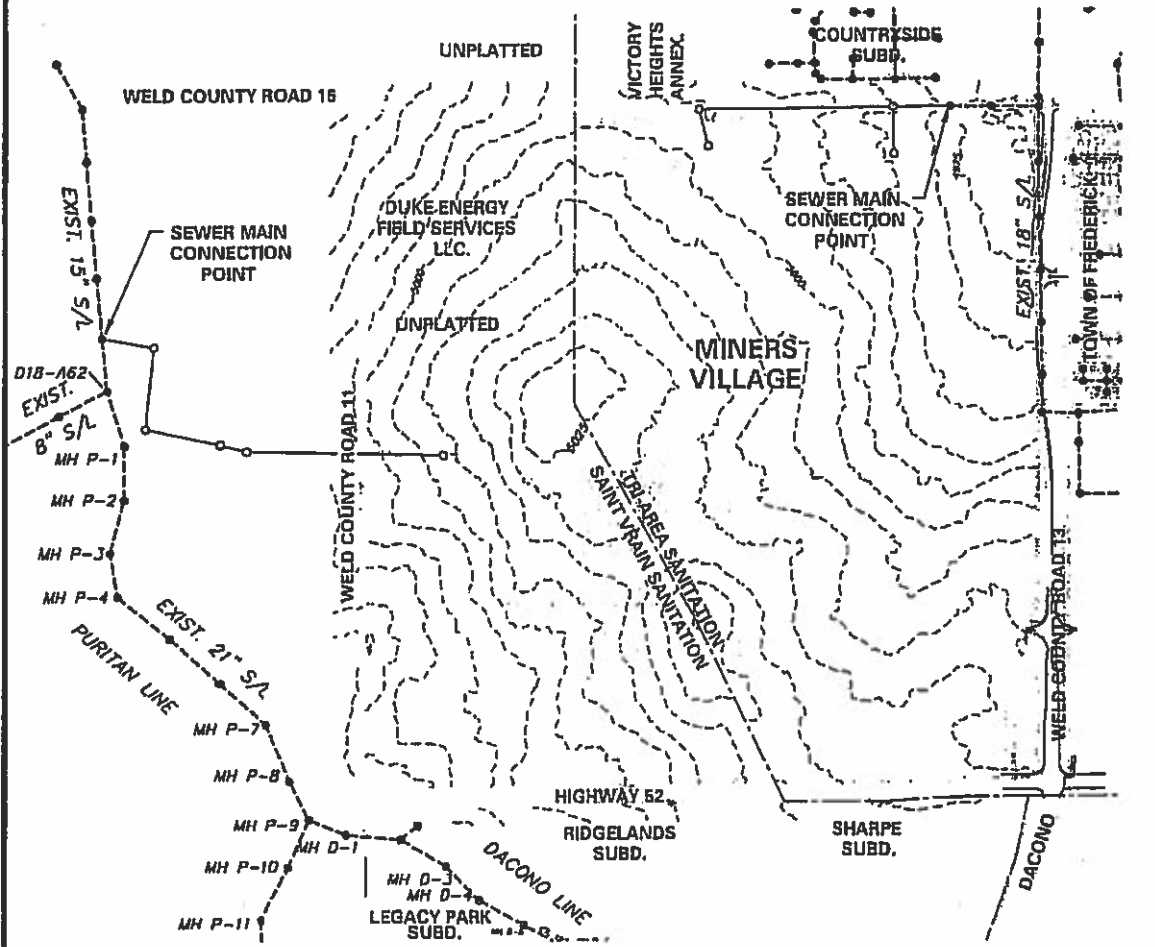
HURST & ASSOCIATES, INC.

CONSULTING ENGINEERS

1999 Powell Blvd. Suite 204
Durham, Colorado 80202 (303) 491-9116

SHEET 1 of 1

EXHIBIT

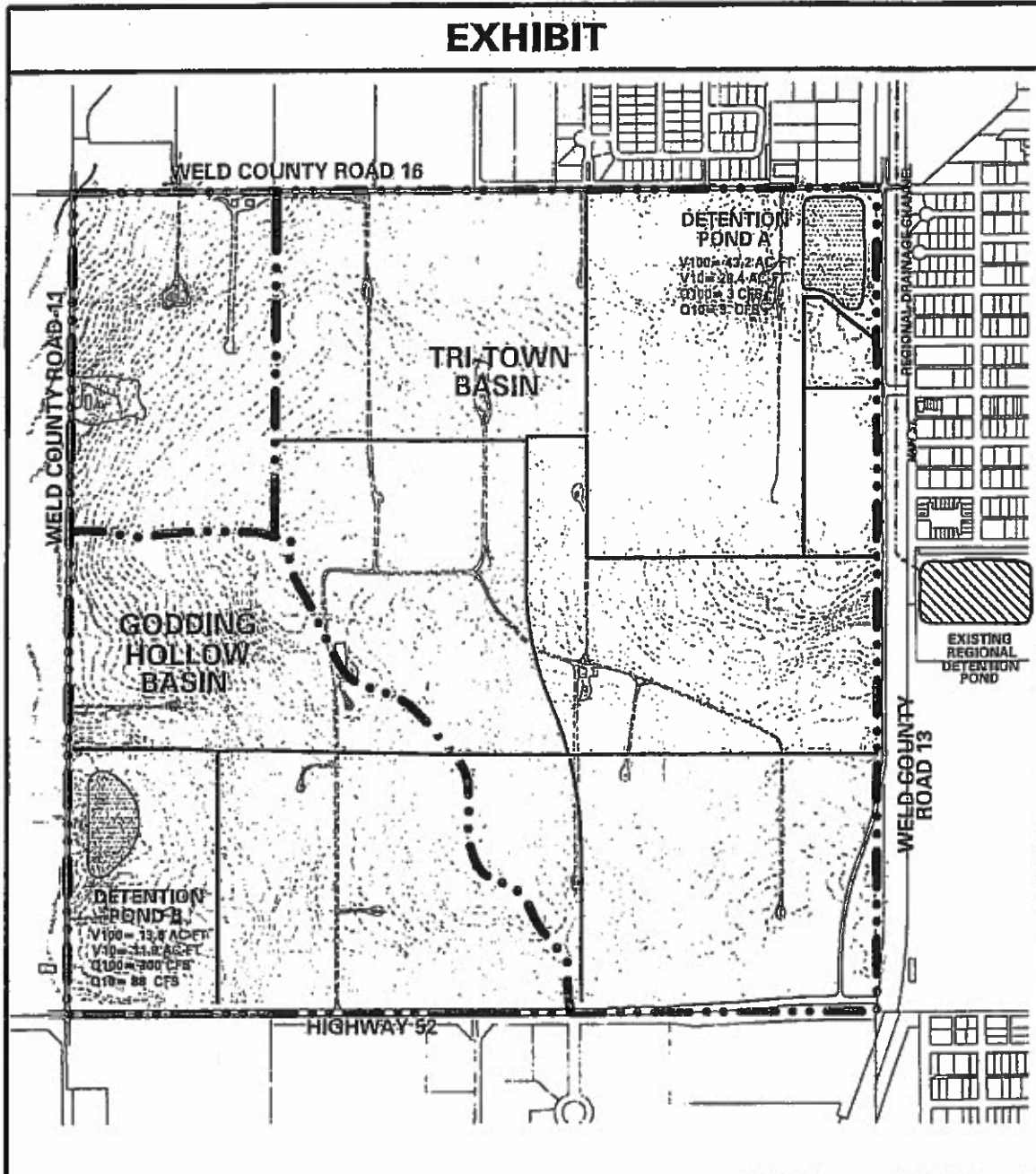


- PROPOSED SANITARY MAIN
- - - - - EXIST. SANITARY SEWER
- SEWER DISTRICT BOUNDARY

MINER'S VILLAGE SANITARY SEWER EXHIBIT

SCALE: 1" = 1200'	HURST & ASSOCIATES, INC. CONSULTING ENGINEERS 1900 Pearl Lake Circle, Suite 100 Dallas, Texas 75241 (972) 641-9100
DESIGNER: J.J.	
DATE: 10/1/07	
FILE C:\202047\EXHIBITS\SEWER EXHIBIT	

EXHIBIT



..... BASIN LINES

MINER'S VILLAGE METROPOLITAN DISTRICT DRAINAGE EXHIBIT

SCALE: HOR. N/A
VER. N/A

DESIGN/APPR. J.J.

DRAWN BY C.L.C.

DATE 10/1/07

FILE G:\202047\EXHIBITS\OWANAGE-EXHIBITS



HURST & ASSOCIATES, INC.

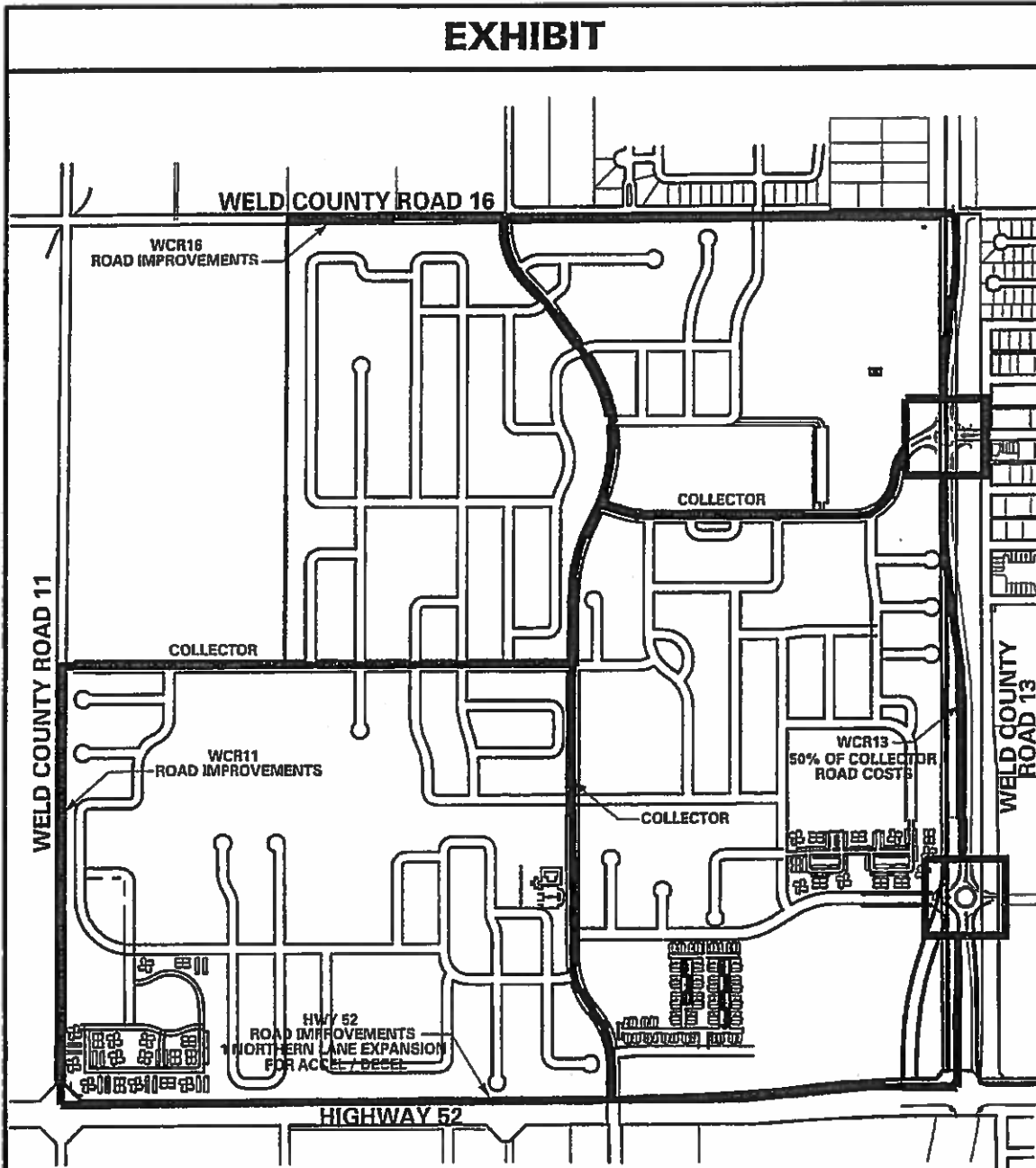
CONSULTING ENGINEERS

6700 Pearl East Circle, Suite 150

Dallas, Texas 75221 (214) 449-9100

SHEET 1 of 1

EXHIBIT



ROUNDABOUTS BY DISTRICT

ROADWAY IMPROVEMENTS BY DISTRICT

MINER'S VILLAGE METROPOLITAN DISTRICT TRANSPORTATION EXHIBIT

SCALE: WCL N/A

WCL N/A

DESIGN/APPR: JI

DRAWN BY: CLD

DATE: 10/1/07

FILE #:\202047\COURTS\TRAFFIC EXHIBITS

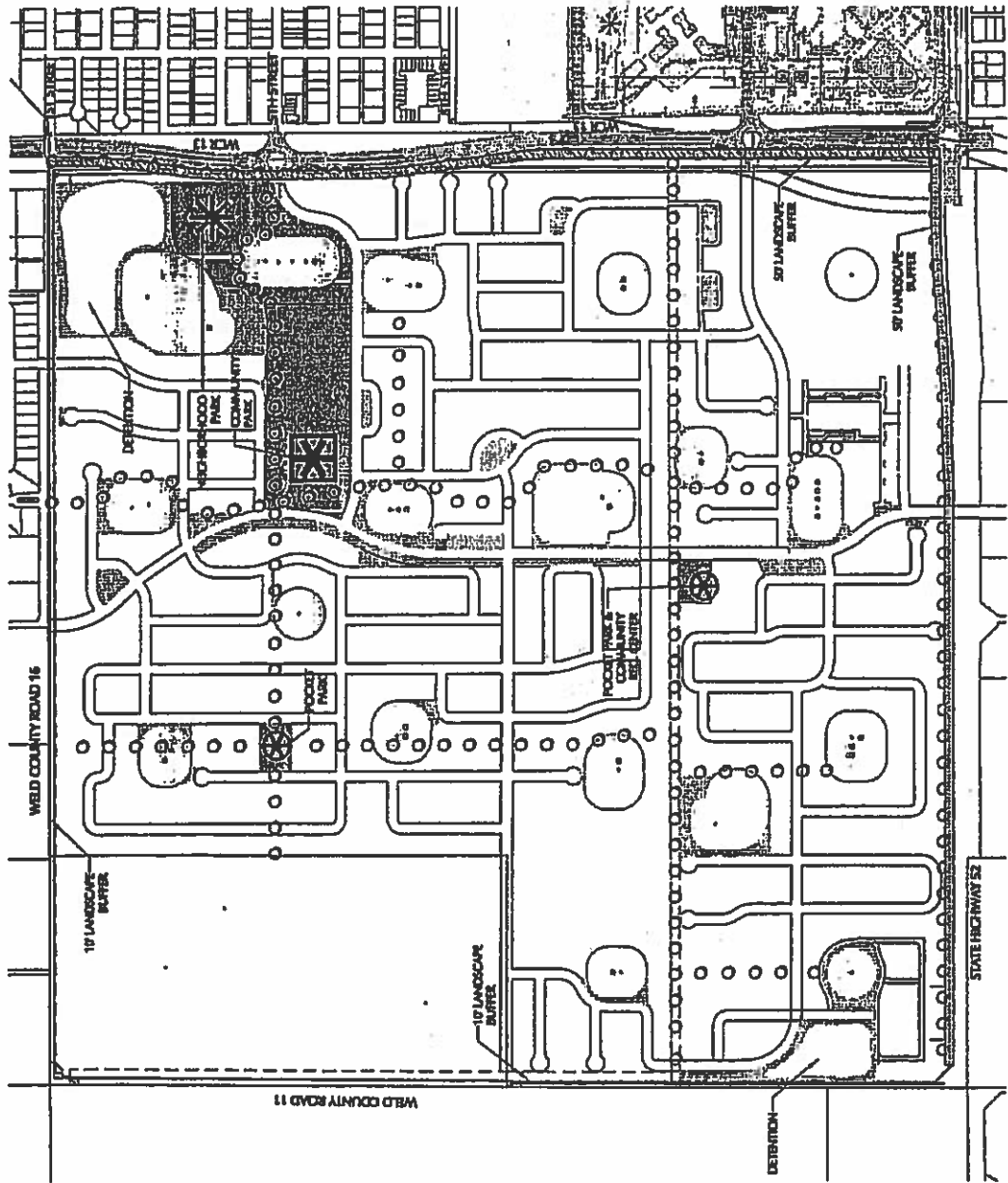


HURST & ASSOCIATES, INC.

CONSULTING ENGINEERS

480 West End Circle, Suite 100

Bohler, Colorado 80402 (303) 441-4444



- Legend
- Parks
 - Misc. Open Space
 - Gas Well Setbacks
 - Pocket Park
 - Neighborhood Park
 - Community Park
 - Trail



Miner's Village - Open Space & Trails

Scale: N.T.S.

October 24, 2007

EXHIBIT D
Estimated Costs of Improvements

Miner's Village
Metropolitan District Service Plan
Public Improvement Exhibit

MINER'S VILLAGE METRO DISTRICT

Description	Quantity	Units	Unit Cost	Subtotal
Water				
offsite treated water system improvements	0			
master meters to the CWCWD system	2	ea	90,000	180,000
internal 12" water loop	10560	lf	65	686,400
contribution to raw water pond & reuse water right	100	ac-ft	6,000	600,000
internal irrigation mainline	10560	lf	50	528,000
Storm Drainage				
detention and historic release	2	ea	400,000	800,000
Sanitary Sewer				
on site collection lines	7920	lf	70	554,400
norther offsite collection line	0	lf	70	0
western offsite collection line	1500	lf	70	105,000
Streets				
WCR 11	2540	lf	400	1,058,000
Colorado Boulevard (WCR 13)	5280	lf	200	1,056,000
Highway 52	5280	lf	300	1,584,000
WCR 16	3960	lf	400	1,584,000
internal collector roadways	11616	lf	500	5,808,000
Traffic and Safety Controls				
round-a-bouts at Colorado Boulevard (at 5th Street and 13th Street)	2	ea	150,000	300,000
traffic signals				
25% of the cost at Hwy 52 & Colorado Blvd.	1	ls	62,500	62,500
25% of the cost at Hwy 52 & WCR 11	1	ls	62,500	62,500
50% at WCR 11 adjacent to offsite middle school site	1	ls	125,000	125,000
Parks and Recreation				
pocket parks	3	acres	150,000	450,000
neighborhood/ community park	20	acres	130,680	2,613,600
private pool at pocket park as shown on PUD	1	ls	1,000,000	1,000,000
native open space trail corridors	35	ac	43,560	1,524,800

EXHIBIT E
Financing Plan

MINERS' VILLAGE METROPOLITAN DISTRICTS
SUMMARY OF SIGNIFICANT FORECAST ASSUMPTIONS
AND ACCOUNTING POLICIES
OCTOBER, 2007

NOTE 1. NATURE AND LIMITATION OF FORECAST

This forecast has been prepared for the purpose of presenting a financial analysis of the proposed financial plan of the Miners' Village Metropolitan Districts 1, 2 and 3 (the "Districts"), located in the Town of Frederick (the "Town") in Weld County, Colorado, to display how the proposed facilities and services are anticipated to be financed.

This financial forecast presents, to the best knowledge and belief of the Petitioners for the Formation of the Districts (the "Petitioners"), the Districts' expected cash position and results of cash receipts and disbursements for the forecasted periods. Accordingly, the forecast reflects Management's judgment, as of the date of this forecast, of the expected conditions within the Districts and the Districts' expected course of action.

The assumptions disclosed herein are those that Management believes are significant to the forecast; however, they are not all-inclusive. There will usually be differences between forecasted and actual results, because events and circumstances frequently do not occur as expected, and those differences may be material.

The forecast is expressed in terms of 2010 dollars, with the only adjustment for inflation as follows: the market values of new residential properties are forecasted to increase 2.5% per year, from startup in 2010 through build-out. The market values of existing residential properties are forecasted to increase 4% biennially, pursuant to the reassessment of property required by State statute. The residential assessment ratio is assumed to remain constant for collection year 2011 and beyond, based upon information as explained in Note 5 herein. The assessment ratio for raw ground, improved lots and commercial acreage is assumed to remain at a constant 29% for the entire forecast period, in accordance with historical trends. Administrative costs in the General Fund are assumed to increase by 4% per year beginning in 2014.

NOTE 2. ORGANIZATION

The Districts will be organized as quasi-municipal corporations and political subdivisions of the State of Colorado in 2008, pursuant to provisions of the Colorado Special District Act (Title 32). The Districts will operate under a Consolidated Service Plan approved by the Town. The Districts were established primarily to provide financing for streets, street lighting, traffic and safety controls, water, landscaping, storm sewers and flood and surface drainage, and parks and recreation improvements needed for the area.

The operation and maintenance of these services and facilities, except as expressly provided by the Service Plan, are to be provided by the Town or other entities, and not by the Districts, unless otherwise directed by the Town. If retained by the Districts, the Districts may contract with a non-profit homeowners' association for operation and maintenance of these services and facilities.

As set forth in this forecast, the Districts are forecasted to issue \$34,000,000 of debt. However, the Service Plan may allow higher debt amounts to provide for higher development costs and valuations than shown in this forecast.

NOTE 3. PETITIONERS FOR SERVICE PLAN

The Petitioners are landowners of the major property owner of the land included within the boundaries of the Districts. The major landowner of the Districts is Dacono Investment Co. LLLP, a Colorado limited liability limited partnership. The developer of the Districts is Miners' Village Development Company, Inc., a Colorado corporation (the "Developer").

The Developer has provided the information regarding the number of units estimated to be built each year and the initial sales values for the residential properties to be developed in the Districts, based upon their knowledge and experience in developing other properties. The Developer anticipates that sales values will be increased by 2.5% for each year beyond 2012.

NOTE 4. BASIS OF ACCOUNTING

The basis of accounting for this forecast is the cash basis, which is a basis of accounting that is different from that allowed by the generally accepted accounting principles under which the Districts will prepare its financial statements.

NOTE 5. PROPERTY TAXES

The primary source of revenue or cash receipts will be ad valorem property taxes. Property taxes are determined annually by the Districts' Board of Directors, based upon the assessed valuation of the property within the Districts. The Weld County Assessor determines the assessed valuation. The levy is expressed in terms of mills. A mill is 1/10 of one cent per dollar of assessed valuation. The forecast assumes that District No. 2, the residential District, will set its mill levy initially at 50 mills for administrative purposes and 0 mills for debt service purposes, for collection beginning in 2013. The forecast assumes that District No. 3, the commercial District, will set its mill levy at 14 mills for administrative purposes and 0 mills for debt service purposes, for collection beginning in 2013.

The Gallagher Amendment to the Colorado Constitution states that residential assessed values statewide must be approximately 45% of total assessed values. Should the market values of residential property increase faster than the values of nonresidential property, the residential assessment ratio must decline to maintain the 45% ratio.

This forecast assumes that the current residential assessment ratio of 7.96% will remain effective for collections throughout the term of the forecast period, since it is assumed that the Districts' Board will adjust the mill levy, if necessary, so as to maintain a mill levy that produces tax revenue in relation to current assessed valuation equivalent to revenue generated by the levy of 40 mills as forecasted ("Gallagher adjustment"). Per the Districts' Consolidated Service Plan, the Mill Levy cap for the combined purposes of debt service and administration is 50 mills, as adjusted by the Gallagher adjustment.

The assessed valuation for the Districts is dependent upon the build-out schedule of residential and commercial properties within the Districts. Management of the Districts has based the estimate of build-out on their forecasted build-out schedule. The forecasted development build-out schedule and conversion to assessed valuation is presented as a Schedule of Estimated Assessed Valuation. The assessed valuation rate for raw ground and improved lots is 29% until a home is constructed. All residential property has been assumed to be assessed at the residential property rates as explained above.

Increases to valuation for the development of infrastructure within the Districts for platted and improved lots held for build-out are included in the forecasted assessed valuation. No assessed valuation has been assumed for State Assessed property that may be owned by public utilities within the Districts.

The property taxes resultant from the above mill levy and assessed valuation have been reduced for the Weld County Treasurer's 1.5% fee for collection of the taxes.

NOTE 6. SPECIFIC OWNERSHIP TAXES

Specific ownership taxes are set by the State and collected by the County Treasurer, primarily on vehicle licensing within the County as a whole. The specific ownership taxes are allocated by the County Treasurer to all taxing entities within the County. The forecast assumes that the Districts' share will be equal to 5% of the total property taxes collected by the General and Debt Service Funds.

NOTE 7. FACILITY FEE

The forecast does not anticipate that the Board of Directors will assess a facility fee.

NOTE 8. CONSTRUCTION FINANCING

The forecast assumes that the Developer will arrange construction financing to provide funds needed for organizational and construction costs to the Districts (see Note 12). To the extent that bond proceeds are available for organizational and construction costs in any year, the construction financing would be reduced accordingly. In addition, to the extent that there are surplus cash balances that can be applied towards repayment of the construction financing without creating future cash deficits, the construction financing will be reduced accordingly.

The forecast assumes that construction financing will be repaid from bond proceeds and that construction costs will be funded by construction financing and/or bond proceeds. Any construction financing which cannot be reimbursed will be treated as Developer contributions. Under the terms of the Service Plan, the Districts may issue construction financing notes to the Developer.

NOTE 9. DEVELOPER CONTRIBUTIONS

The forecast assumes that the Developer will contribute funds to the Districts for administrative costs as shown in the Financing Plan.

NOTE 10. INTEREST INCOME

The forecast includes interest income earned on monies that are forecasted to be on deposit or invested by the Districts at the prior year-end at an interest rate of 5%.

NOTE 11. ADMINISTRATIVE EXPENDITURES

Administrative expenditures include the services necessary to maintain the Districts' administrative viability, such as legal, accounting and audit, general engineering, insurance, banking, meeting expense, and other administrative expenses. Administrative costs have been included in the forecast at \$50,000 in 2010, decreasing to \$30,000 in 2011. Beginning in 2014, these disbursements have been increased for inflation by 4% per year throughout the term of the forecast. Should administrative costs exceed the forecasted amounts, the Developer will contribute funds to the Districts for the shortfall. These administrative services are necessary as long as bonds are outstanding throughout the life of the Districts.

NOTE 12. INFRASTRUCTURE IMPROVEMENTS

The estimated cost of the capital infrastructure improvements to be funded under the Consolidated Service Plan is \$29,802,155 as expressed in 2010 dollars. The forecast assumes that the Developer will arrange construction financing to provide funds for all

infrastructure costs and be reimbursed from bond proceeds to the extent bonds can be issued, which may be less than the total eligible costs (see Note 8).

The capital infrastructure costs per the engineering estimate may exceed the amount that can be reimbursed to the Developer under this Plan. Management expects that the District will allow the Developer to either advance funds to the Districts or to actually construct the improvements under the Districts' supervision for reimbursement by the Districts upon completion of the improvements to the extent bondable, or to contribute funds to the Districts should costs exceed the Districts' capacity for repayment of such costs. The reimbursement of any additional costs is subject to the Districts' authorized indebtedness and other revenue available to the Districts. The amount of infrastructure costs not bondable within the limits of the proposed Service Plan would remain a responsibility of the Developer. There may be additional construction costs in the future.

NOTE 13. DEBT SERVICE

The Districts anticipate issuing general obligation bonds on December 1, 2015 in the amount of \$16,500,000, and on December 1, 2018 an additional amount of \$17,500,000. The proceeds from such debt issuance will be used for issuance costs and to fund the cost of capital infrastructure improvements and/or to repay construction financing for the advancement of funds to the extent possible (see Note 8). The bonds are assumed to bear interest at an estimated rate of 5.0%. The bond interest is payable semi-annually on June 1 and December 1, with annual principal payments on December 1 of each year. The bonds anticipate starting interest repayments on June 1 of the year following issuance and are payable over the scheduled maturities.

Assumptions related to debt principal amounts, bond interest rates, issuance costs, capitalized interest amounts and related interest earned at 5%, and other related debt service costs for the proposed Bonds have been estimated by Management based upon current market conditions.

MINERS' VILLAGE METROPOLITAN DISTRICTS							
FINANCING AND VALUATION							
	2010	2011	2012	2013	2014	2015	2016
CONSTRUCTION FINANCING:							
Beginning balance		2,150,000	6,550,000	9,200,000	14,100,000	16,450,000	4,450,000
Draws	2,150,000	4,400,000	2,650,000	4,900,000	2,350,000	-	3,000,000
Repayments	-	-	-	-	-	(12,000,000)	-
Ending balance	2,150,000	6,550,000	9,200,000	14,100,000	16,450,000	4,450,000	7,450,000
GENERAL OBLIGATION BONDS:							
Beginning balance							16,500,000
Proceeds							16,500,000
Repayments							-
Ending balance							16,500,000
ASSESSED VALUATION - RESIDENTIAL:							
Beginning valuation				6,192,681	12,544,463	14,440,934	22,345,513
Increase			6,192,681	6,351,782	1,896,472	7,904,579	9,110,286
Ending valuation-			6,192,681	12,544,463	14,440,934	22,345,513	31,455,799
ASSESSED VALUATION - COMMERCIAL:							
Beginning valuation							16,312,500
Increase							16,312,500
Ending valuation							16,312,500
DEBT TO ASSESSED RATIO:							
Outstanding G. O. debt							
% Debt to assessed							

	2017	2018	2019	2020	2021	2022	2023
CONSTRUCTION FINANCING:							
Beginning balance	7,450,000	13,200,000	-	-	-	-	-
Draws	5,750,000	1,900,000	-	-	-	-	-
Repayments	-	(15,100,000)	-	-	-	-	-
Ending balance	13,200,000	-	-	-	-	-	-
GENERAL OBLIGATION BONDS:							
Beginning balance	16,500,000	16,500,000	34,000,000	33,643,400	33,078,485	32,300,246	31,459,739
Proceeds	-	17,500,000	-	-	-	-	-
Repayments	-	-	(356,600)	(664,915)	(778,239)	(840,507)	(979,819)
Ending balance	16,500,000	34,000,000	33,643,400	33,078,485	32,300,246	31,459,739	30,479,920
ASSESSED VALUATION:							
Beginning valuation	31,455,799	39,541,537	49,676,338	54,277,417	58,747,894	59,312,059	61,661,975
Increase	8,085,738	10,134,801	4,601,079	4,470,477	564,165	2,349,916	-
Ending valuation	39,541,537	49,676,338	54,277,417	58,747,894	59,312,059	61,661,975	61,661,975
ASSESSED VALUATION - COMMERCIAL:							
Beginning valuation	16,312,500	16,965,000	16,965,000	17,643,600	17,643,600	18,349,344	18,349,344
Increase from inflation	652,500	-	678,600	-	705,744	-	733,974
Ending valuation	16,965,000	16,965,000	17,643,600	17,643,600	18,349,344	18,349,344	19,083,318
DEBT TO ASSESSED RATIO:							
Outstanding G.O. debt		34,000,000	34,000,000	33,643,400	33,078,485	32,300,246	31,459,739
% Debt to assessed		51.02%	47.27%	44.04%	42.58%	40.37%	38.96%

MINERS' VILLAGE METROPOLITAN DISTRICTS								
VALUATION SCHEDULE								
			UNIT	YEAR OF LOT SALE				
	UNITS		VALUE	2010	2011	2012	2013	2014
Alley product	100		\$ 322,500	17	16	0	16	15
50 - 55' product	620		\$ 375,000	101	102	0	102	91
60 - 65' product	500		\$ 420,000	82	82	0	82	73
75' product	75		\$ 495,000					21
Multifamily - TH's	225		\$ 235,000			30	30	30
Multifamily - Condos	330		\$ 215,000			45	45	45
Commercial	375,000	s.f. bldgs	\$ 150				375,000	
YEAR OF CONSTRUCTION								
				2011	2012	2013	2014	2015
Alley product				17	16	0	16	15
50 - 55' product				101	102	0	102	91
60 - 65' product				82	82	0	82	73
75' product				0	0	0	0	21
Multifamily - TH's				0	0	30	30	30
Multifamily - Condos				0	0	45	45	45
Commercial				0	0	0	375,000	0
YEAR OF VALUATION								
				2012	2013	2014	2015	2016
Alley product				17	16	-	16	15
50 - 55' product				101	102	-	102	91
60 - 65' product				82	82	-	82	73
75' product				-	-	-	-	21
Multifamily - TH's				-	-	30	30	30
Multifamily - Condos				-	-	45	45	45
Commercial				-	-	-	375,000	-
YEAR OF TAX REVENUE								
				2013	2014	2015	2016	2017
Alley product				17	16	-	16	15
50 - 55' product				101	102	-	102	91
60 - 65' product				82	82	-	82	73
75' product				-	-	-	-	21
Multifamily - TH's				-	-	30	30	30
Multifamily - Condos				-	-	45	45	45
Commercial				-	-	-	375,000	-
ASSESSED VALUE								
				2012	2013	2014	2015	2016
Alley product				436,407	847,143	847,143	1,257,879	1,642,944
50 - 55' product				3,014,850	6,059,550	6,059,550	9,104,250	11,920,600
60 - 65' product				2,741,424	5,482,848	5,482,848	8,224,272	10,664,808
75' product				-	-	-	-	827,442
Multifamily - TH's				-	-	561,180	1,122,360	1,683,540
Multifamily - Condos				-	-	770,130	1,540,260	2,310,390
Residential before escalation				6,192,681	12,389,541	13,720,851	21,249,021	28,949,724
Escalation on new house pricing		2.50%			154,922	221,487	597,896	982,931
Assessor's value adjustment		2.00%				498,596	498,596	1,523,144
Total residential				6,192,681	12,544,463	14,440,934	22,345,513	31,455,799
Commercial				-	-	-	16,312,500	16,312,500
Assessor's value adjustment		2.00%					-	-
Total commercial				-	-	-	16,312,500	16,312,500

2015	2016	2017	2018	2018
15	15	6		
91	91	42		
73	73	35		
21	21	12		
30	30	30	30	15
45	45	45	45	15
2018	2017	2018	2019	2020
15	15	6	0	0
91	91	42	0	0
73	73	35	0	0
21	21	12	0	0
30	30	30	30	15
45	45	45	45	15
0	0	0	0	0
2017	2018	2019	2020	2021
15	15	6	-	-
91	91	42	-	-
73	73	35	-	-
21	21	12	-	-
30	30	30	30	15
45	45	45	45	15
-	-	-	-	-
2018	2019	2020	2021	2022
15	15	6	-	-
91	91	42	-	-
73	73	35	-	-
21	21	12	-	-
30	30	30	30	15
45	45	45	45	15
-	-	-	-	-
2017	2018	2019	2020	2021
2,028,009	2,413,074	2,567,100	2,567,100	2,567,100
14,536,950	17,253,300	18,507,000	18,507,000	18,507,000
13,105,344	15,545,880	16,716,000	16,716,000	16,716,000
1,654,884	2,482,326	2,955,150	2,955,150	2,955,150
2,244,720	2,805,900	3,367,080	3,928,260	4,208,850
3,080,520	3,850,650	4,620,780	5,390,910	5,647,620
36,650,427	44,351,130	48,733,110	50,064,420	50,601,720
1,367,966	1,753,001	1,972,100	2,038,665	2,065,530
1,623,144	3,572,207	3,572,207	6,644,809	6,644,809
39,541,537	49,676,338	54,277,417	58,747,894	59,312,059
16,312,500	16,312,500	16,312,500	16,312,500	16,312,500
652,500	652,500	1,331,100	1,331,100	2,036,844
16,965,000	16,965,000	17,643,600	17,643,600	18,349,344

EXHIBIT F
Form of District Disclosure

DISCLOSURE STATEMENT
Miner's Village Metropolitan District Nos. 1, 2 and 3

DISTRICT ORGANIZATION:

The Miner's Village Metropolitan District Nos. 1, 2 and 3 (collectively the "District"), Town of Frederick, Weld County, Colorado are quasi-municipal corporations and political subdivisions of the State of Colorado duly organized and existing as metropolitan district pursuant to Title 32, Colorado Revised Statutes. The District was declared an organized and existing metropolitan district on [date]; pursuant to an Order and Decree Organizing District and Issuance of Certificates of Election for the Miner's Village Metropolitan District Nos. 1, 2 and 3, issued in the District Court of Weld County, Colorado. The Order and Decree was recorded in the records of the Weld County Clerk and Recorder on [date] at Reception No. _____.

The District is located entirely within the corporate limits of the Town of Frederick, Colorado, in Weld County. The legal description of the property forming the boundaries of the District is described in Exhibit A.

DISTRICT PURPOSE:

The District was organized for the purpose of financing various public improvements, all in accordance with the Consolidated Service Plan, which improvements may be dedicated to the Town or other governmental entities for operation and maintenance, or may be operated and maintained by the District or a homeowner's association formed for the Miner's Village development. The District's Service Plan is on file and available for review at the office of the District's general counsel, White Bear & Ankele, P.C., 1805 Shea Center Drive, Suite 100, Highlands Ranch, CO 80129, and at the office of the Town Clerk.

TAX LEVY INFORMATION:

The primary source of revenue for the District is *ad valorem* property taxes. Property taxes are determined annually by the District's Board of Directors and certified to the Board of County Commissioners for Weld County as to rate or levy based upon the assessed valuation of the property within the District. The levy is expressed in terms of mills. A mill is 1/1,000 of the assessed valuation, and a levy of one mill equals \$1 of tax for each \$1,000 of assessed value. The financial forecast for the District (as set forth in its Service Plan) assumes that District No. 2 (the residential District) will set its tax levy at approximately forty-seven (47.000) mills to fifty (50.000) for both debt service and administration purposes, while District No. 3 (the commercial District) will set an initial mill levy of fourteen (14.000) mills. Except for certain adjustments permitted by the Service Plan to compensate for legally required changes to residential valuation ratios, no District shall not impose a mill levy in excess of fifty (50.000) mills. District taxes are collected as part of the property tax bill from Weld County. In 2008, a forty-seven (47.000) mill levy on a \$350,000 home would result in approximately \$1,310 of property taxes payable to the District.

MINER'S VILLAGE METROPOLITAN DISTRICT NOS. 1, 2 and 3

By: _____
Its: President