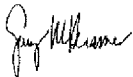


DISTRICT COURT, ELBERT COUNTY, COLORADO	
Court Address: 751 Ute Avenue, P.O. Box 232, Kiowa, CO, 80117	DATE FILED: December 27, 2017 5:31 PM CASE NUMBER: 2017CV30065
In the Matter of: INDEPENDENCE METROPOLITAN DISTRICT NO 3	△ COURT USE ONLY △ Case Number: 2017CV30065 Division: 1 Courtroom:
Order and Decree re Organization of District	

The motion/proposed order attached hereto: SO ORDERED.

Issue Date: 12/27/2017



GARY MICHAEL KRAMER
District Court Judge

COMBINED COURTS
STATE OF COLORADO } ss.
Elbert County
CERTIFIED to be a full, true and correct copy of the original in my custody.

JAN 03 2018



Cheryl Layne
Clerk of the Combined Court

By *Barry Notary* Deputy Page 1-3

DISTRICT COURT COUNTY OF ELBERT, COLORADO Court Address: 751 Ute Street Kiowa, Colorado 80117 Telephone No.: (303) 621-2131	
In Re the Matter of:	
Independence Metropolitan District No. 3	
	▲ COURT USE ONLY ▲
	Case Number: 2017CV30065
	Div.: Ctrm
ORDER AND DECREE ORGANIZING DISTRICT AND ISSUANCE OF CERTIFICATES OF ELECTION AND TO RELEASE PETITIONER'S BOND AND CASH DEPOSIT SUBMITTED TO SECURE BOND IN RE THE ORGANIZATION OF INDEPENDENCE METROPOLITAN DISTRICT NO. 3, COUNTY OF ELBERT, COLORADO	

This matter comes before the Court on the Motion for Order and Decree Organizing District and Issuance of Certificates of Election and to Release Petitioner's Bond and Cash Deposit filed by the Petitioner for the organization of Independence Metropolitan District No. 3 (the "District"). This Court, being fully advised in the premises, hereby FINDS AND ORDERS:

1. That a majority of the votes cast at the election held on Tuesday, November 7, 2017, in which the question of organization of the District was submitted to eligible electors, were in favor of organization and that the election was held in accordance with the provisions of §§ 1-1-101, *et seq.* through §§ 1-13-101, *et seq.*, C.R.S., §§ 1-45-101, *et seq.*, C.R.S., §§ 1-13.5-101, *et seq.*, through §§ 1-13.5-1601, *et seq.*, C.R.S. and §§ 32-1-801, *et seq.*, C.R.S.

2. That the District shall be and is hereby duly and regularly organized in accordance with the requirements of §§ 32-1-101, *et seq.*, C.R.S.

3. That the District shall be known as "Independence Metropolitan District No. 3," the corporate name designated in the Petition filed with this Court.

4. That the District is located in the County of Elbert, Colorado, as more particularly described in **Exhibit A**, attached hereto and incorporated herein by this reference.

5. That the District shall be a quasi-municipal corporation and political subdivision of the State of Colorado with all the powers thereof.

6. A certified copy of this Order and a copy of the approved service plan and the resolution of the Board of County Commissioners, County of Elbert, Colorado approving the service plan shall be filed with the Clerk and Recorder in and for the County of Elbert and the Division of Local Government, Department of Local Affairs. A copy of such service plan and resolution approving the service plan are attached hereto as **Exhibit B**.

7. That the following qualified persons were duly elected as members of the District's first Board of Directors for the indicated terms, and as further shown on the Certificates of Election, issued by this Court in accordance with § 32-1-305.5(5), C.R.S., which Certificates are filed concurrent to this Order:

<u>NAME</u>	<u>TERM</u>
Randall David Roberts	Four (4) year
Eric Kane Simpson	Four (4) year
Charles Foster	Four (4) year
Timothy Patrick Craft	Two (2) year
Jeffrey Michael Keeley	Two (2) year

8. That the Clerk of the Court shall release to the Petitioner its bond and cash deposit in the amount of Five Hundred Dollars (\$500.00) submitted as security for Petitioner's bond in connection with the organization of the District.

DONE IN COURT this ___ day of _____ 2017.

BY THE COURT:

District Court Judge

EXHIBIT A. LEGAL DESCRIPTION OF THE DISTRICT

Legal Description of the Initial Boundaries for:
Independence Water & Sanitation District; and
Independence Metropolitan District Nos. 1-4; and
Independence Overlay Metropolitan District.


A parcel of land in the SW1/4SW1/4 of Section 14 and the SE1/4SE1/4 of Section 15, in Township 7 South, Range 65 West of the 6th P.M., County of Elbert, State of Colorado, described as:

Beginning at the Southwest corner of Section 14, being also the Southeast corner of said Section 15;
Thence West 230 feet along the South line of Section 15;
Thence North parallel to the East line of Section 15, for 284 feet;
Thence East parallel to the South line of Section 15, for 230 feet;
Thence North along the West line of Section 14 for 151.5 feet;
Thence East parallel to the South line of Section 14 for 200 feet;
Thence South parallel to the West line of Section 14 for 435.5 feet;
Thence West along the South line of Section 14 for 200 feet to the point of beginning.

AND

Upon the Recordation of Independence Subdivision Filing No. 1 with the Elbert County Clerk and Recorder:

Tracts D and E, Independence Subdivision Filing No. 1, County of Elbert, State of Colorado.

572044 B: 780 P: 776 RES
09/12/2017 12:41:22 PM Page: 2 of 4 R 0.00 D
Dallas Schroeder Recorder, Elbert County, Co


WHEREAS, the Commissioners have conducted a public hearing on the Service Plan for the proposed District on September 5, 2017 through September 7, 2017 (the "Hearing").

NOW THEREFORE, BE IT RESOLVED BY THE BOARD OF COUNTY COMMISSIONERS OF ELBERT COUNTY, COLORADO:

Section 1. That notice of the Hearing was properly given pursuant to § 32-1-204, C.R.S., and in conformance with the County's adopted service plan regulations (the "Regulations"), and the Commissioners have jurisdiction to hear this matter.

Section 2. The Commissioners make the following findings pursuant to C.R.S. §§ 32-1-201, *et seq.*, as amended:

a. There is sufficient existing and projected need for organized service in the area to be serviced by the proposed special district.

b. The existing service in the area to be served by the proposed special district is inadequate for present and projected needs.

c. The proposed special district is capable of providing economical and sufficient service to the area within its proposed boundaries.

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

e. Adequate service is not, or 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 special district are compatible with the facility and service standards of each county within which the proposed special district is to be located and each municipality which is an interested party under § 32-1-204(1), C.R.S.

g. The proposal is in substantial compliance with a master plan adopted pursuant to § 30-28-106, C.R.S.

h. The proposal is in compliance with any duly adopted county, regional, or state long-range water quality management plan for the area.

i. The creation of the District will be in the best interests of the area proposed to be served.

Section 3. The Commissioners make the following findings pursuant to the County's Regulations:

572044 B: 780 P: 776 RES
09/12/2017 12:41:22 PM Page: 3 of 4 R 0.00 D
Dallas Schroeder Recorder, Elbert County, Co


a. Pre-application meetings for the Service Plan were held in accordance with the Regulations on September 20, 2016 and May 3, 2017, respectively.

b. The Service Plan was formally submitted to the County on or about May 4, 2017, and the submission was deemed complete on and after May 11, 2017 in accordance with the Regulations.

c. The Commissioners hereby deem the submission and review of the Service Plan to be in substantial compliance with the Regulations, and hereby expressly waive any deviations therefrom.

Section 4. Pursuant to C.R.S. § 32-1-107(3)(b)(II), the Board hereby approves the inclusion of overlapping services and facilities between the District and the Park District as part of the Service Plan for the District.

Section 5. Upon approval, this Resolution shall be attached to and incorporated within the Service Plan for the District as **Exhibit G**. The Service Plan for the Independence Metropolitan District No. 3 is hereby approved with the following conditions:

1. The District shall submit an annual report to the Elbert County Board of County Commissioners.

2. Infrastructure and facilities developed by the Independence Districts shall conform to the Elbert County Construction Standards & Specifications.

3. The District shall not export water outside of Elbert County, with the exception for provisions of any emergency services.

572044 B: 780 P: 776 RES
09/12/2017 12:41:22 PM Page: 4 of 4 R 0.00 D
Dallas Schroeder Recorder, Elbert County, Co



This Special District was reviewed and approved by the Elbert County Board of County Commissioners on the 5th, 6th and 7th days of September, year 2017, A.D.

Upon a motion duly made and seconded, the foregoing resolution was adopted by the following vote:

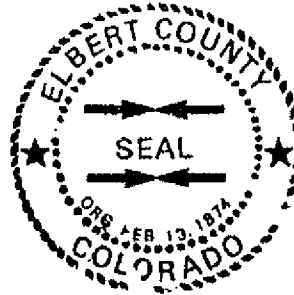

_____ Aye
DANNY WILLCOX, CHAIR


_____ Aye
CHRISTOPHER RICHARDSON, VICE CHAIR


_____ Aye
GRANT THAYER, COMMISSIONER

**ATTEST: DIANNA HIATT
DEPUTY COUNTY CLERK**

BY: 
Deputy Clerk to the Board



SERVICE PLAN FOR
INDEPENDENCE METROPOLITAN DISTRICT NO. 3
ELBERT COUNTY, COLORADO

Prepared

by

Miller & Associates Law Offices, LLC
1641 California Street, Suite 300
Denver CO 80202

September 7, 2017

TABLE OF CONTENTS

1. Section I: Introduction – Page 4
2. Section II: Purpose of the Proposed District – Page 6
3. Section III: Boundaries, Population and Valuation – Page 10
4. Section IV: Description of Proposed Services and Facilities – Page 12
 - a. Services and Improvements – Page 12
 1. Street Improvements – Page 12
 2. Traffic and Safety Signals – Page 13
 3. Storm Drainage Improvements – Page 13
 4. Sanitation Improvements – Page 14
 5. Park and Recreation Improvements – Page 15
 6. Water Improvements – Page 15
 - b. Description of Existing Conditions – Page 16
 - c. Public Improvement Schedule – Page 16
 - d. Timing – Page 16
 - e. Ownership of Improvements and Transfer of Improvements to County – Page 16
 - f. Services to Be Provided by other Governmental Entities – Page 17
 - g. Ancillary Powers – Page 18
5. Section V: Estimated Costs of the Improvements – Page 18
6. Financial Plan – Page 19
 - a. Bond Issuance and Developer Advances – Page 20
 - b. Debt Authorization – Page 21
 - c. Mill Levy/Mill Levy Cap – Page 23
 - d. Revenue Sources – Page 24
 - e. Operations, Maintenances and Administrative Costs – Page 24
 - f. Financing Plan Conclusions and Emergency Clause – Page 25
 - g. Security for Debt – Page 26
 - h. Quinquennial Review – Page 26
7. Section VI: Annual Report – Page 27
8. Section VII: Dissolution and Consolidation – Page 28
9. Section VIII: Modification of Service Plan – Page 29
10. Section IX: Resolution of Approval – Page 29
11. Section X: Intergovernmental Agreements – Page 30
12. Section XI: Initial Board of Directors – Page 30
13. Section XII: Conclusion – Page 30

TABLE OF EXHIBITS

1. EXHIBIT A – Vicinity Maps
2. EXHIBIT B – Legal Description (Initial Boundaries and Inclusion Boundaries)
3. EXHIBIT C – Boundary Map
4. EXHIBIT D – Property Owners' Consent
5. EXHIBIT E – Engineering Cost Estimate and Map of Improvements
6. EXHIBIT F – Financial Plan
7. EXHIBIT G – Resolution of Approval

INDEPENDENCE METROPOLITAN DISTRICT NO. 3

SERVICE PLAN

I. INTRODUCTION

The District shall be named the Independence Metropolitan District No. 3 (the "District" or "District 3"). This Service Plan (the "Service Plan") is being submitted by Craft Bandera Acquisition Company, LLC, a Colorado limited liability company (the "Developer") pursuant to the requirements of the Special District Control Act, C.R.S. §§ 32-1-201, *et seq.*, as amended, (the "Act"), as well as those Special District Service Plan Regulations adopted by the Elbert County (the "County") Board of County Commissioners, as amended and as applicable to the Service Plan. The District shall be authorized to acquire, construct, finance and maintain public improvements for the use and benefit of property owners, residents, taxpayers and system users within and without the Independence residential development located in the County (the "Development"). Such public improvements (hereinafter "Improvements") shall include, without limitation, streets, water, sanitary sewer, traffic and safety controls, street lighting, park and recreation, landscaping and storm drainage facilities. The definition of "Improvements" shall expressly include any regional public improvements located outside of the boundaries of the Development, but which also serve the residents and taxpayers of the District. Upon their completion, the District may dedicate a portion or all of the Improvements to the County or other appropriate governmental or quasi-governmental entity, as further described herein. The District shall have all of the powers of a metropolitan district set forth in §§ 32-1-1001 and -1004, C.R.S., as amended, except that the District shall not provide emergency medical or fire protection services or facilities.

This Service Plan (the "Service Plan" or "Plan") has been prepared by the Developer and the following participating consultants:

Developer

Craft Bandera Acquisition Company, LLC
Attn: Tim Craft
1787 S. Broadway, Ste. 200
Denver CO 80210
Phone: 303-601-8315
Email: indycommunity.ec@gmail.com

District Counsel

Miller & Associates Law Offices, LLC
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1641 California St., Ste. 300
Denver, Colorado 80202
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Financial Advisor

George K. Baum & Company
Attn: Alan Matlosz
1400 Wewatta St, Suite 800
Denver CO 80202
Phone: 303-391-5501
Fax: 303-391-5601
Email: matlosz@gkbaum.com

Engineer

CORE Consultants, Inc.
Attn: Blake Calvert
1950 West Littleton Boulevard, Suite 109
Littleton, CO 80120
Phone: 303-703-4444
Email: calvert@corecivil.com

Pursuant to the requirements of the Act, this Service Plan consists of a financial analysis and an engineering plan showing how the proposed facilities and services of the District will be provided and financed. As required by § 32-1-202(2), C.R.S., as amended, the following items are included in this Service Plan:

- a. A description of the proposed services;
- b. A Financing Plan showing how the proposed services are to be financed, including all elements required by § 32-1-202(2)(b), C.R.S., as amended;
- c. A preliminary engineering or architectural survey showing how the proposed services are to be provided;
- d. A map of the proposed special district's boundaries and an estimate of the population and valuation for assessment of the proposed special district;

e. A general description of the facilities to be constructed and the standards of such construction, including a statement of how the facility and service standards of the proposed special district are compatible with facility and service standards of the County and of municipalities and special districts that are interested parties pursuant to § 32-1-204(1), C.R.S., as amended;

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

g. A description of any arrangement or proposed agreement with any political subdivision for the performance of any services between the proposed special district and such other political subdivision and, if available, a form of the agreement.

II. PURPOSE OF THE PROPOSED DISTRICT

The District is a quasi-municipal corporation that is being formed in conjunction with five (5) other districts, Independence Metropolitan District No. 1 (“District 1”), Independence Metropolitan District No. 2 (“District 2”), Independence Metropolitan District No. 4 (“District 4”), Independence Overlay Metropolitan District (“Overlay District”), and Independence Water & Sanitation District (“Water District”). Collectively, the District, District 1, District 2 and District 4 shall be referred to herein as the “Infrastructure Districts,” and the Infrastructure Districts, the Overlay District and the Water District shall be collectively referred to herein as the “Districts.” It is expected that the Infrastructure Districts will finance the acquisition, construction and installation of the Improvements, for the use and benefit of all of their respective property owners, residents,

taxpayers and system users within and without the Development. It is expected that the Water District will provide water and sanitation services and facilities within its service area, which shall include the boundaries of the Development. It is further expected that the Overlay District will own, operate, and maintain certain public park, recreation, open space and landscaping improvements, and provide covenant design control, review and enforcement services, within the boundaries of the Districts; if and to the extent that any or all of the Infrastructure Districts dissolve and were responsible for owning, operating and/or maintaining any public storm drainage improvements, such responsibilities may be delegated to the Overlay District with the Overlay District's consent and acceptance.

The Improvements are intended to be for the use and benefit of all of the taxpayers, residents, and owners of real property within the District boundaries. It is anticipated that the Infrastructure Districts will finance the construction of the Improvements through the issuance of indebtedness as described in Section V of this Service Plan, and one or more of the Districts shall provide for maintenance of the Improvements not otherwise dedicated or conveyed to the County, as mutually agreed upon with the County and other governmental and quasi-governmental entities with applicable jurisdiction.

The District will have an ongoing obligation to work closely and cooperate with the County to serve and promote the health, safety, prosperity, security and general welfare of its inhabitants. Some or all of the Infrastructure Districts may cooperate to coordinate construction of some or all of the Improvements with each other but each of the Infrastructure Districts may choose to proceed with construction and financing of the Improvements on its own, to benefit the taxpayers and property within the Development, as determined by each Infrastructure District's Board of Directors upon consideration of the types and phasing of the Improvements to be constructed.

Between and among the Infrastructure Districts, the District may, with the written consent and pursuant to an intergovernmental agreement with the other Infrastructure Districts, be the entity responsible for coordinating the acquisition, financing and construction of the Improvements throughout the Development, excepting those that are anticipated to be provided by the Water District. The use of a coordination district may be preferable where the build-out period of a development is lengthy and anticipated to require multiple phases of construction financing and due to extensive Improvements anticipated to be needed for the Development, which may include, without limitation, arterial and collector streets, trunk water and sewer mains, traffic signalization, and interchange development. This phased approach will prevent taxpayers from funding Improvements before they are needed. The Infrastructure Districts shall provide for maintenance of those Improvements that are not otherwise dedicated or transferred to the County, to the Water District, to the Overlay District, or to any other governmental or quasi-governmental entity with appropriate jurisdiction, and therefore remain the responsibility of one or more of the Infrastructure Districts.

The District will dissolve when there are no financial obligations, outstanding bonds or other obligations outstanding, or if all financial obligations are secured by escrowed funds or securities meeting the investment requirements in part 6 of article 75 of title 24, C.R.S., and upon an independent determination of the District's Board of Directors and the Board of County Commissioners that other governmental entities are willing and able to acquire the District's facilities and to provide ongoing maintenance and service to service users of the District's systems. The District's dissolution prior to payment of all debt will be subject to approval of a plan of dissolution in the District Court of Elbert County pursuant to § 32-1-704, C.R.S., as amended. The District may also consolidate with one or more of the other Infrastructure

Districts and/or the Overlay District pursuant to §§ 32-1-601, C.R.S., *et seq.*, as amended, if the Board of Directors of the District determines that operational and maintenance savings and efficiencies for the provision of the Services may be available through such consolidation. The District will work closely and cooperate with the County to serve and promote the health, safety, prosperity, security and general welfare of its inhabitants.

While the area to be served by the District is located entirely within the boundaries of the County, the County does not consider it feasible or practical to provide the services and/or facilities described in this Service Plan. There are no other special districts that are contiguous with the boundaries of the Development that can provide the proposed services and facilities described herein, and non-contiguous special districts often do not have the ability to extend facilities or services to a remote district. Furthermore, the Developer is unaware of any other special district in the County that has sufficient debt authorization to provide facilities to the Development. Additionally, prior to the public hearing for the approval of the Service Plan by the County, notice of the hearing is sent to every special district within a three-mile radius of the District. This procedure allows any special district desiring to provide services or facilities to the District to be present at the hearing and state the same. The boundaries of the Development are contained within the boundaries of the Elizabeth Park and Recreation District (the "Park District"), and the Park District has consented to the formation of the District and the provision of overlapping park and recreation-related services and facilities pursuant to C.R.S. § 32-1-107(3), as amended; it is anticipated that the Overlay District will operate and maintain all park and recreation-related Improvements located within the Development, subject to a separate intergovernmental agreement with the Park District. For the foregoing reasons, it is necessary

that the District be organized to provide its inhabitants and taxpayers with the facilities and services described in this Service Plan.

After the construction of the Improvements, the Infrastructure Districts shall, subject to all County conveyance, acceptance and warranty requirements, transfer some of the Improvements to the County, or the County's designee, and the County, or the County's designee, upon final acceptance thereof, shall operate and maintain such Improvements. It is expected that all such Improvements not otherwise transferred to the County or the County's designee will be owned, operated and maintained by one or more of the other Districts, subject to the County's right at its option and in its discretion to accept ownership of any one or more of such Improvements as the County determines appropriate from time to time.

III. BOUNDARIES, POPULATION & VALUATION

The initial boundaries of the District are located entirely within the County and comprise approximately three and one-half (3.5) acres, more or less (the "Initial Boundaries"). A vicinity map is included hereto as **Exhibit A**, a legal description of the initial boundaries of the District is included in **Exhibit B**, and a detailed boundary map of the initial boundaries of the District is attached hereto as **Exhibit C**. The Initial Boundaries of the District overlap with the initial boundaries of the other Districts due to the lengthy phasing of construction required and anticipated for the Development; it is anticipated that as property located within the Development is developed in phases, the District, or the other Infrastructure Districts and the Overlap District, may include such property into its boundaries in accordance with applicable law to provide the Services for that completed portion of the Development. The Initial Boundaries of the Districts may and most likely will change due to actual development and phasing

that will require inclusion and/or exclusion of property into and from the District and into and from any of the Infrastructure Districts. Due to the anticipated lengthy phasing of construction of the Development the current final boundaries of the District are unknown; therefore, the District may include and exclude property pursuant to C.R.S. §§ 32-1-401, *et seq.*, as amended and 32-1-501, *et seq.*, as amended, respectively, subject to the limitations contained herein. The District may include additional property into its boundaries in one or more phases, which property is more particularly described in the legal description attached as **Exhibit B** (collectively, the "Inclusion Property"), and which is shown on **Exhibit A**. The District shall not include or exclude any property not otherwise described as being within the Initial Boundaries or the Inclusion Property without the prior written consent of the Board of County Commissioners following a public hearing before the Board of County Commissioners, although the granting of such consent shall not be considered to be a material modification of this Service Plan pursuant to C.R.S. § 32-1-207, as amended. At no point will the boundaries of any of the Infrastructure Districts overlap with the boundaries of any other of the Infrastructure Districts, except that, for organizational purposes, the initial boundaries of the Infrastructure Districts, the District, the Overlap District and the Water District shall overlap on the Initial Boundaries. Bluegreen Investments, LLC, a Colorado limited liability company, is the owner of all the property to be included into the District under the Service Plan and has consented to the formation of the District, which consent is attached hereto as **Exhibit D**. The present valuation of the District for purposes of this Service Plan is approximately Twelve Thousand, Eight Hundred Dollars (\$12,800.00).

The property within the District is being developed for the anticipated construction of approximately nine hundred and twenty (920) single-family residential units by the Developer. The current population of the District for purposes of this Service Plan is zero (0). The daytime

population of the District at full build-out is estimated to be two thousand, three hundred and thirty-seven (2,337) people, subject to development approval by the County. It is acknowledged that County development standards and requirements may affect the foregoing numbers of anticipated development and population. The estimated assessed valuation at full build-out is Forty-Four Million, Forty-Two Thousand, Two Hundred and Forty-Two Dollars (\$44,042,242) (Collection year 2028).

IV. DESCRIPTION OF DISTRICT POWERS, SERVICES AND FACILITIES

The Infrastructure Districts may cooperate to coordinate construction of the Improvements, if it is determined to be in the best interests of the residents and taxpayers of the Development to do so. Alternatively, any of the individual Infrastructure Districts may choose to proceed with construction and financing of any or all of the Improvements within and without the Development. Each of the Infrastructure Districts shall have the power to provide facilities and services within and without their respective boundaries to the extent authorized by this Service Plan.

a. Services and Improvements

1. Street Improvements. The District shall have the power, subject to the limitations set forth in this Service Plan, to provide for the acquisition, construction, relocation, completion, installation and/or operation and maintenance of both on-site and offsite street improvements as permitted by the Act, including but not limited to curbs, gutters, culverts, and other drainage facilities; alleys; sidewalks, bike paths and pedestrian ways; median islands; paving; parking facilities; lighting; grading; landscaping and irrigation, together with all necessary, incidental, and appurtenant facilities, land and easements, along with extensions of and improvements to said facilities within and without the boundaries of the Districts. It is expected that

the District will transfer street improvements to the County for operation and maintenance purposes, or another governmental entity, as appropriate. Upon final acceptance, the County shall provide for the operation and maintenance of such Improvements to the same extent and level that the County provides similarly situated street improvements located within the County generally. It is not expected that the Infrastructure Districts will provide ongoing street operation or maintenance services.

2. Traffic and Safety Signals. Subject to the limitations set forth in this Service Plan, the District shall have the power to provide for the acquisition, construction, completion, installation and/or operation and maintenance of facilities and/or services for a system of traffic and safety controls and devices on streets and highways as authorized by the Act, including but not limited to signalization, signing and striping, together with all necessary, incidental, and appurtenant facilities, land and easements, together with extensions of and improvements to said facilities within and without the boundaries of the Districts. All traffic and safety improvements will be constructed in accordance with plans and specifications approved in advance by the County. It is expected that the infrastructure Districts will transfer the traffic and safety improvements to the County, and the County, upon final acceptance thereof, shall operate and maintain the traffic and safety improvements. It is not expected that the District will provide ongoing traffic and safety services.

3. Storm Drainage Improvements. Subject to the limitations set forth in this Service Plan, the District shall have the power to provide for the acquisition, construction, completion, installation and/or operation and maintenance of a local storm drainage system as authorized by the Act, which may include, but shall not be limited to, storm sewer, flood and surface drainage facilities and systems, including detention/retention ponds and associated irrigation

facilities, and all necessary, incidental, and appurtenant facilities, land and easements, together with extensions of and improvements to said system within and without the boundaries of the Development. The storm drainage improvements will be designed and constructed in accordance with the standards and specifications of the County and other local jurisdictions with applicable jurisdiction. It is expected that the District shall transfer the storm drainage improvements to the County, and the County shall, upon final acceptance thereof, operate and maintain the storm drainage Improvements, with the exception of any detention/retention ponds located within the Development. It is expected that the District shall operate and maintain the storm drainage improvements, only to the extent that such operation and maintenance pertains to detention/retention ponds, or assign such operation and maintenance obligation to another private, governmental or quasi-governmental entity with appropriate jurisdiction, which may include, without limitation, the Overlay District, that will assume and agree to perform the same.

4. Sanitation Improvements. Subject to the limitations set forth in this Service Plan, the District shall have the power to provide for the acquisition, construction, relocation, completion, installation and/or operation and maintenance of a local sanitary sewage collection and transmission system as authorized by the Act, which may include, but shall not be limited to, collection mains and laterals, transmission lines, and all necessary, incidental, and appurtenant facilities, land and easements, together with extensions of and improvements to said system within and without the boundaries of the Districts.

The sanitation improvements will be designed and constructed in accordance with all applicable requirements of the Colorado Department of Public Health and Environment, the County, and all other governmental entities having jurisdiction. It is expected that the District will transfer the sanitation improvements once completed to the Water District, and the Water District

shall operate and maintain the sanitation improvements. Only the Water District will provide ongoing sanitation services to residents, taxpayers and system users within the Development.

5. Park and Recreation Improvements. Subject to the limitations set forth in this Service Plan, the District shall have the power to provide for the design, acquisition, construction, completion, installation, operation and maintenance of parks and recreational facilities and programs as authorized by the Act, including, but not limited to, pedestrian plazas, parks, bike paths and pedestrian ways, open space, landscaping, recreational facilities, irrigation facilities, and all necessary, incidental and appurtenant facilities, land and easements, together with extensions of and improvements to said facilities within and without the boundaries of the Districts. It is expected that District-financed and -constructed parks, including any pocket parks, trails, open space or other recreational improvements shall be owned and maintained by the Overlay District. The District shall have the right to assign its operation and maintenance obligations for the park and recreation improvements to the Overlay District, subject to the Overlay District agreeing to assume and agree to perform the same pursuant to separate intergovernmental agreement.

6. Water Improvements. The District shall have the power to provide for the acquisition, construction, relocation, completion, and/or installation of a potable and non-potable local water distribution system as authorized in the Act, which may include, but shall not be limited to, distribution mains and laterals, pressure reducing stations, wells, irrigation facilities, land and easements, and all necessary, incidental, and appurtenant facilities, together with extensions of and improvements to said system within the boundaries of the proposed Districts. Under no circumstances shall the District operate, construct or maintain any private water service lines or laterals. The water improvements will be designed and constructed in accordance with all applicable requirements and specifications of the County, the Colorado Department of Public Health and

Environment, and all other government entities having jurisdiction thereof. It is expected that the potable and non-potable water improvements will be transferred to the Water District for ownership, operation and maintenance purposes. It is expected that the Water District shall provide ongoing potable and non-potable water service for the Development. The District shall not export water outside of the County, with the exception for provisions of any emergency services.

The District may accept, appropriate, purchase, lease or otherwise acquire any water or water rights, either potable or non-potable, for use within or without the Development area.

b. Description of Existing Conditions

The area is predominantly undeveloped at this time.

c. Public Improvement Schedule

Construction of the Improvements will commence as soon as possible following approval of the Service Plan and in coordination with the development of the Development.

d. Timing

The District may defer, forego, reschedule, or restructure the financing and construction of the improvements in order to better accommodate the pace of growth, resource availability, and funding capability of the District, without the same being considered a material modification of the District's Service Plan.

e. Ownership of Improvements and Transfer of Improvements to the County

The District shall own or acquire the necessary contract or property interests to allow each of them, respectively, to serve the users of the Improvements. Subject to all County warranty requirements and satisfaction of all County requirements and procedures for acceptance of public improvements, the District and/or the Developer will transfer to the County the Improvements as detailed herein. It is expected that the Overlay District will retain ownership, operation, maintenance

and replacement responsibilities for any park and recreation improvements, and the Water District will retain ownership, operation, maintenance and replacement responsibilities for any potable and non-potable water and sanitation improvements. It is anticipated that the District may remain responsible for maintaining and operating retention and detention ponds required for the Development. It is expected that all other Improvements not otherwise retained by the District will be conveyed to the County or another governmental, quasi-governmental or private entity with appropriate jurisdiction for ownership, maintenance and operation purposes. All rights-of-way and easements necessary for the Improvements that are transferred to the County or its designee, by the District and/or the Developer, will also be transferred to the County or its designee at no cost, free and clear of all liens and encumbrances that could be the result of the District's development of the Improvements, using a form of conveyance reasonably acceptable to the County.

f. Services to be Provided by other Governmental Entities

The area within the District's boundaries shall receive fire protection services from the Elizabeth Fire Protection District. Ongoing park and recreation maintenance services will be provided by the Overlay District; the area within the Development overlaps with the Park District, and consent from the Park District for the provision of park and recreation facilities and services pursuant to C.R.S. § 32-1-107(3), as amended, has been obtained. Ongoing sanitation and potable and non-potable water services will be provided by the Water District. Ongoing services of the District shall be limited to those services not otherwise provided by either the County, the Overlay District, the Water District or the Elizabeth Fire Protection District, or any other governmental entity with applicable jurisdiction, and shall include the operation and maintenance of any Development-specific detention/retention ponds. The County, or the County's designee, shall provide for the operation and maintenance of the Improvements that are transferred and conveyed to

the County, or the County's designee, respectively, in accordance with this Service Plan, including but not limited to the streets, traffic and safety, and storm sewer (except detention/retention ponds).

g. **Ancillary Powers**

Pursuant to § 32-1-1001(1)(n), C.R.S., as amended, the Infrastructure Districts shall have and exercise all rights and powers necessary or incidental to or implied from the specific powers granted to special districts by C.R.S. Title 32, as amended. The District shall be expressly authorized, except as explicitly limited in this Service Plan, to exercise all powers and authorities of a metropolitan district described in §§ 32-1-1001 and -1004, C.R.S., as amended.

V. ESTIMATED COSTS OF THE IMPROVEMENTS

The estimated costs for the Improvements, including the streets, traffic and safety signals, storm drainage, water (as applicable), sewer (as applicable), and park and recreation Improvements, which will be financed, designed, constructed, installed and/or acquired by the proposed Districts is shown in **Exhibit E**, in 2017 dollars.

The combined estimated cost of the Improvements for all of the Infrastructure Districts is One Hundred and Eighty-Three Million, Nine Hundred and Sixty-One Thousand, Six Hundred and Forty Dollars (\$183,961,640). Funding for Improvements not funded by the Infrastructure Districts shall remain the responsibility of the Developer of the property. The County is not responsible for assuming any of the costs for the design, acquisition, construction, completion, installation of the Improvements. Maps of the preliminary location of the Improvements are attached hereto as part of **Exhibit E**.

The phasing of construction and location of the Improvements will be determined to match the phasing of the Development. Subject to the limitations set forth in the Financing Plan, any or all

of the District may phase the construction of the Improvements or defer, delay or determine not to proceed with the construction of the Improvements based upon the best interests of the present and future residents, property owners and taxpayers of the District and the Development, and such actions or determinations shall not constitute material modifications of this Service Plan. The District may cooperate to coordinate construction of Improvements with any of the other Infrastructure Districts if it is determined to be in the best interests of the residents and taxpayers of the District or the District may choose to proceed with construction and financing of the Improvements on its own.

VI. FINANCIAL PLAN

This section describes the nature, basis, method of funding and debt capacity associated with the acquisition, construction, operation and maintenance of the Improvements by the District. A Financing Plan and statement of assumptions is contained in **Exhibit G**, attached hereto and incorporated herein by this reference, and includes estimated operations, administration and maintenance costs, revenue bond capacity, estimated proposed maximum interest rates and discounts and other major expenses related to the organization and operation of the District. It projects the capacity of the District to issue and repay general obligation bonds based on the expected service demand on the District's facilities and systems. The Financing Plan demonstrates that, at various projected levels of operation, the proposed District has the ability to finance the facilities identified herein, and will be capable of discharging the proposed bonds on a reasonable basis.

The Financing Plan includes estimated administrative costs, operation and maintenance costs, proposed financing, and other major expenses related to the organization and operation of

the Districts. It projects the issuance of the debt and the anticipated repayment based on the development assumptions for property within the Development, which the Service Plan assumes will be included into one or more of the Districts. The Financing Plan for the Districts anticipate that the Development will begin construction in 2019 and be fully developed by 2028; this development schedule is only an estimate, however, and may be subject to change depending upon actual phasing and build-out schedules.

a. **Bond Issuance and Developer Advances.**

All debt of the Districts shall be subject to the Mill Levy Cap (if applicable), Service Plan Debt Limit, Maturity Limit, Voted Debt Authorization Limit, each as defined herein, and other limitations set forth in this Service Plan. The Financing Plan anticipates that the Infrastructure Districts may, in the aggregate, issue multiple series of limited tax general obligation bonds totaling a par amount of approximately Forty-One Million, Eight Hundred and Forty Thousand Dollars (\$41,840,000). It is also anticipated in this scenario that the Developer will advance funds to, or otherwise be reimbursed by, the Districts to fund operating and capital construction costs. Developer advances for capital construction costs will be repaid from general obligation bond proceeds as development progresses. The first series of limited tax general obligation bonds is anticipated to be issued in 2021 by one or more of the Infrastructure Districts in the approximate total par amount of Nineteen Million, Nine Hundred and Fifty Thousand Dollars (\$19,950,000). The second series of limited tax general obligation bonds is anticipated to be issued in 2023 by one or more of the Infrastructure Districts in the approximate total par amount of Twenty-One Million, Eight Hundred and Ninety Thousand Dollars (\$21,890,000). Refunding bonds may be issued by the Districts to defease original issue bonds in compliance with applicable law. The Board of Directors of the District shall notify the Board of County Commissioners of any alteration or

revision of the proposed schedule of debt issuance set forth in the financial plan per County Special District Service Plan Regulations Section F.5 and C.R.S. § 32-1-202(2)(b), as each may be amended.

Developer advances for capital construction shall be repaid from bond proceeds or excess revenues of the District to the extent available. Developer advances for operating costs shall be repaid from excess operating revenues to the extent available. The Developer assumes the risk that the District shall not have sufficient funds to pay advances for operating costs and capital costs, including without limitation, the delay or inability or failure of the Districts to sell or issue general obligation bonds. Any bonds, debt or contingent liability of whatsoever kind or nature issued either directly or indirectly by the District or any of the other Districts to the Developer or to any entity or person affiliated with the Developer, shall bear interest at a reasonable rate of interest, but in no event, more than eight percent (8%) *per annum* and shall be callable at par at any time.

b. Debt Authorization

At the organizational election, the District may seek authority to issue revenue or limited tax general obligation contractual indebtedness in the amount of Seventy-Two Million, Seven Hundred and Sixty Thousand Dollars (\$72,760,000) (which amount, if approved, shall constitute the District's "Voted Debt Authorization Limit"). The Voted Debt Authorization Limit exceeds the anticipated par amount of the bonds to be issued by the District for the Development to account for unforeseen contingencies, increases in construction costs due to inflation and all costs of issuance, including capitalized interest, reserve funds, discounts, legal fees and other incidental costs of issuance. Notwithstanding such Voted Debt Authorization Limit, the amount of debt issued by the District shall not exceed Forty-One Million, Eight Hundred and Forty Thousand Dollars (\$41,840,000) (the "Service Plan Debt Limit") without the prior express consent of the Board of

County Commissioners, which consent, if given, shall not be considered a material modification of this Service Plan. Collectively, the Service Plan Debt Limit may be allocated between and amongst the Infrastructure Districts pursuant to separate agreement (the "Aggregate Debt Limit"). To the extent that the District utilizes any portion of the Aggregate Debt Limit, such portion shall not be available to be used by any of the other Infrastructure Districts. Notwithstanding the Voted Debt Authorization Limit and Service Plan Debt Limit of the District, the District shall be authorized to issue bonds to the Developer only in an aggregate amount equal to the aggregate amount of bonds issued by the Infrastructure Districts but, in no event shall said amount ever exceed the Aggregate Debt Limit of the Infrastructure Districts. The Service Plan Debt Limit of the District as set forth herein shall apply to all debt issued by the District including, but not limited to, revenue bonds, limited tax general obligation bonds, notes, certificates, debentures, contracts, or other evidence of debt and/or multi-fiscal year obligations.

The maximum voted interest rate shall be fifteen percent (15%) *per annum* and the maximum underwriting discount shall be three percent (3%) of bond principal. The actual interest rates and discounts, within such maximum voted amounts, will be determined at the time the bonds are sold by the Board of Directors of the District and will reflect market conditions at the time of sale. All bonds issued by the District shall mature no later than forty (40) years from the date of issuance (the "Maturity Limit").

Estimated interest rates used in the Financing Plan are based on information furnished by the Financial Advisor, George K. Baum & Company. In the event bonds are issued at an interest rate higher than the estimated rates used in the Financing Plan, the principal amount of bonds will be reduced so as to result in total debt service payments approximately equal to those

projected in the Financing Plan, and so that debt service on the bonds can be paid from the revenue sources contemplated in this Service Plan.

Any bonds issued by the District pursuant to this Service Plan shall be in compliance with all applicable state and federal legal requirements, including, without limitation, § 32-1-1101(6), C.R.S., and article 59 of title 11, C.R.S., as the same may be amended from time to time, and shall be approved by nationally recognized bond counsel.

c. Mill Levy/Mill Levy Cap

The "Mill Levy" shall mean an *ad valorem* mill levy (a mill being equal to 1/10 of 1¢) that may be imposed upon all taxable property by the District each year in an amount sufficient to pay each of the Districts' operation, maintenance and debt service expenses. The maximum mill levy that the District may impose for any purpose, including debt service and operations and maintenance purposes, shall be sixty-five (65.000) mills (the "Mill Levy Cap"); provided, however, that in the event the method of calculating assessed valuation is changed by legislative action, the Mill Levy Cap provided herein will be increased or decreased (as to all taxable property in the District) to reflect such changes so that to the extent possible, the actual tax revenues generated by the mill levy, as adjusted, are neither diminished or enhanced as a result of such changes ("Gallagher Adjustment"). For purposes of the foregoing, a change in the ratio of actual valuation to assessed valuation shall be deemed to be a change in the method of calculating assessed valuation, and 2016 shall serve as the base year (as of December 31, 2016). The Mill Levy Cap is an enforceable limit on the mill levy that may be imposed by the District or any of the other Infrastructure Districts, for any reason. Variations in assessed valuation projections or in the phasing of Improvements may affect the mill levy from that set forth in the Financing Plan.

On and after the date on which the District's then outstanding general obligation debt is equal to or less than fifty percent (50%) of the District's assessed valuation, the Mill Levy Cap shall no longer apply and the District shall be authorized to impose an *ad valorem* mill levy upon all taxable property of the District each year in an amount sufficient to pay the principal of, premium if any, and interest on its general obligation debt as the same becomes due and payable, without limitation of rate and in amounts sufficient to make such payments when due.

d. Revenue Sources

The District intends to rely primarily upon Developer advances until such time as it includes a portion of the Inclusion Property into its boundaries. If, and to the extent, the District includes all or any portion of the Inclusion Property within its boundaries, it will also receive revenue from the imposition of an *ad valorem* mill levy. At that time, subject to the aforementioned Mill Levy Cap, the District will impose an *ad valorem* mill levy upon all taxable property in the District as the primary source of revenue for repayment of debt service and for operations and administration purposes. Other sources of revenue available to the District may include interest income derived from the reinvestment of construction funds, capitalized interest or annual tax receipts, and specific ownership tax revenues. The District will also be authorized to establish a system of fees, rates, tolls, charges and penalties, in accordance with the Act, to generate revenues for the payment of debt service and operating costs.

e. Operations, Maintenance and Administrative Costs

The District will require sufficient operating funds to operate and maintain any Improvements not maintained or operated by other entities. An estimate of the District's annual operating expenses is included in the Financing Plan attached as Exhibit F. The Districts will incur costs for administrative functions, including legal, engineering, accounting and compliance. It is

estimated that, among other costs, the Districts will incur the following organizational and operational costs as a part of each respective Infrastructure District's financing plan: 1. \$2,000,000 in engineering services; 2. \$500,000 in legal services; and 3. \$500,000 for administrative services; the actual costs described herein are merely estimates, and may be subject to change as actual circumstances require.

An operational mill levy of ten mills (10.000) mills is estimated to be sufficient to operate and maintain the District. Notwithstanding the foregoing, the mill levy that the District may impose for operations and maintenance purposes may increase up fifteen (15.000) mills, subject to Gallagher Adjustment, during such time as the District is not concurrently imposing a mill levy for debt service purposes. In no case shall the combined operating and debt service mill levy of the District ever exceed sixty-five (65.000) mills, subject, however, to a Gallagher Adjustment.

f. **Financing Plan Conclusions and Emergency Clause**

This Article V described the nature, basis, method of funding, debt and mill levy limitations, and other financial requirements and restrictions for the District's public Improvements program and operations. Together with the Financing Plan attached hereto as **Exhibit G** and further described below, this Article V constitutes the financial plan for the District as required by § 32-1-202(2)(b), C.R.S., as the same may be amended from time to time. In the event of a conflict between **Exhibit G** and the text of the Service Plan, the text of the Service Plan shall control. The Financing Plan includes estimated operations and administration costs (including estimated costs of warranty maintenance), proposed indebtedness and estimated interest rates and discounts, and other major expenses related to the organization and operation of the Infrastructure Districts. The Financing Plan projects the issuance of the debt and the anticipated repayment based on the

development assumptions for property within the Development. The Financing Plan demonstrates that, at the projected level of development, and with the projected Developer support, the proposed Infrastructure Districts have the ability to finance the facilities identified herein and will be capable of discharging the proposed indebtedness on a reasonable basis.

In the event that development activity occurs at a rate such that the mill levy from property values become insufficient to fund the District's Services within the mill levy cap and revenues from fees becomes an unreasonable burden to property owners, this Service Plan allows for enough financial and development flexibility to allow for slower-than-expected phasing within the Development.

g. Security for Debt

The District will not pledge any County funds or assets for security for the indebtedness set forth in the Financing Plan of the District.

h. Quinquennial Review

Pursuant to C.R.S. § 32-1-1101.5, as amended, the District shall, upon request by the County, submit an application for a quinquennial finding of reasonable diligence in every fifth (5th) calendar year after the calendar year in which the District's ballot issue to incur general obligation indebtedness is approved by its electorate. Upon such application, the County Board of County Commissioners may accept such application or hold a public hearing thereon and take such actions as are permitted by law. The County shall have all powers concerning the quinquennial review as provided by applicable Colorado statutes in effect from time to time.

VI. ANNUAL REPORT

The District will submit an annual report to the County within one hundred twenty (180) days from the conclusion of the District's fiscal year (December 31). The annual report shall include the following information:

- a. Description of the services currently provided by the District;
- b. Financial status of the District, including revenues collected, itemized expenditures and budget plan, and major changes in the financial state of the District;
- c. Description of the current mill levy of the District, if applicable, and how the District's mill levy compares to the total property taxes;
- d. Names of the Board members of the District;
- e. Times and locations for regularly scheduled meetings of the District;
- f. Contact information for the District's principal place of business;
- g. Location where public notices of the District are posted;
- h. Results of the elections of the prior year;
- i. Schedule of upcoming elections and election details;
- j. Board members whose terms are expiring, and personnel changes;
- k. Website address where District election results are posted, if applicable;
- l. Procedure and filing schedule for nominations for Board positions;
- m. Any District boundary changes accomplished or contemplated;
- n. Any significant policy changes accomplished or contemplated;
- o. Any intergovernmental agreements accomplished or contemplated;
- p. Status of compliance with applicable laws and regulations;
- q. Address of any website of the District, if applicable; and

r. Any other events that significantly affect the District's operations.

VII. DISSOLUTION AND CONSOLIDATION

The District shall file a petition in the District Court for dissolution when there are no financial obligations or outstanding revenue bonds, or any such financial obligations or outstanding revenue bonds are adequately secured by escrow funds or securities meeting the investment requirements in part 6 of article 75 of title 24, C.R.S., and upon an independent determination by the Board of Directors of the District and the Board of County Commissioners that other governmental entities are willing and able to acquire the District's facilities and to provide ongoing maintenance and service to service users of the District's systems. In the event that the District fails to provide the Services as described herein or if development activity detailed in this Service Plan ceases, the County may request an update of the District's financials to account for the failure to comply with the terms of the Service Plan, and the County may require the District to justify any non-compliance with the Service Plan. Where appropriate, County action to require the dissolution of the District shall be held after a full and fair opportunity for the District to appear and be heard before the County Board of County Commissioners. Dissolution of the District is subject to approval of a plan of dissolution meeting the requirements of part 7 of article 1 of title 32, C.R.S., by the District Court.

The District may consolidate with one or more of the other Infrastructure Districts and/or the Overlay District in accordance with C.R.S. §§ 32-1-601, *et seq.*, as amended (as consolidated, the "Consolidated Districts"). Such consolidation may occur if the Consolidated Districts have issued all of the indebtedness that they are authorized to issue pursuant to applicable law and if the respective boards of directors of such Consolidated Districts determine

that such consolidation will be in the best interests of the residents and property owners of such Consolidated Districts, in addition to conforming with any further procedural requirements detailed in C.R.S. §§ 32-1-601, *et seq.*, as amended. It is anticipated that eventually all of the Infrastructure Districts will be consolidated into one Consolidated District, as consolidation will allow for more efficient administration of District operations and reduce each Infrastructure District's annual costs associated with compliance with applicable law.

VIII. MODIFICATION OF SERVICE PLAN

The District will obtain the approval of the County before making any material modifications to this Service Plan. Material modifications include modifications of a basic or essential nature including additions to the types of services provided by the District, change in dissolution date or change in revenue sources. This is not an exclusive list of all actions that may be identified as a material modification. County approval is not required for modifications to this Service Plan necessary for the execution of financing or construction of public improvements already outlined in this Service Plan.

IX. RESOLUTION OF APPROVAL

The District incorporates the Board of County Commissioners' Resolution approving this Service Plan, including any conditions of approval, into this Service Plan to be presented to the District Court as **Exhibit G**.

X. INTERGOVERNMENTAL AGREEMENTS

No intergovernmental agreements are proposed at this time; however, the District anticipates that intergovernmental agreements may be required in the future. The District shall provide the Elbert County Board of County Commissioners with notice of all intergovernmental agreements entered into by and between the District and other municipalities, or special districts.

XI. INITIAL BOARD OF DIRECTORS

The Organizers anticipate that the following qualified electors of the District will be nominated to serve as the initial Board of Directors:

Tim Craft

Randy Roberts

Jeff Keeley

Charles Foster

Eric Simpson

XII. CONCLUSION

This Service Plan demonstrates that:

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

At build-out, the Development will consist of approximately 920 residential units with a projected population of 2,337 persons (assuming 920 units and 2.54 person-equivalents per unit). There are currently no other entities in existence in the County that have the ability to undertake the design, financing, construction, operation and maintenance of the improvements designated herein that are needed for the Development. The Development also understands that the County does not consider it feasible or practicable to provide the necessary services and facilities for the Development.

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

There are currently no other entities in existence in the County that have the ability or willingness to undertake the design, financing, construction, operation and/or maintenance

of the capital improvements contemplated and necessary to serve the Development. The District also understands that the County does not consider it feasible or practicable to provide the necessary services and facilities for the Development. The District is willing to assume responsibility for the improvements and services designated herein.

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

As shown in the Financing Plan the District can support the Improvements and services contemplated herein for the Development. As is also demonstrated herein, the District can provide these services economically under a single administrative and maintenance umbrella.

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

As shown in the Financing Plan, the projected revenues of the district from capital and service fees will allow the District to discharge the proposed indebtedness on a reasonable basis, using reasonable mill levies.

5. Adequate service is not, or 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;

The County does not intend to provide Improvements or services for the Development. No other existing municipal or quasi-municipal corporations, including existing special districts, intend to provide adequate service to the Development within a reasonable time or on a comparable basis. The scope of the improvements contemplated herein together with the long-term maintenance needs associated therewith makes the District the only logical provider of such service.

6. The facility and service standards of the District are compatible with the facility and service standards of each county within which the District is to be located and each municipality which is an interested party under C.R.S. § 32-1-204(1), as amended;

Based on the types of improvements proposed, the District's facility and service standards either meet or exceed the County's facility and service standards. There are no municipalities that constitute interested parties under Section 32-1-204(1), C.R.S. The District has or shall obtain the prior written consent of the Elizabeth Park and Recreation District to provide any overlapping services or facilities within its boundaries, to the extent that the District's physical and service area boundaries overlap with the Elizabeth Park and Recreation District. The Service Plan complies with the statutory criteria.

7. The proposal is in substantial compliance with the Elbert County Comprehensive Master Plan, as amended, adopted pursuant to C.R.S. § 30-28-106, as amended;

Based on the types of improvements proposed, the District's facility and service standards either meet or exceed the County's facility and service standards.

8. The proposal is in compliance with any duly adopted county, regional, or state long-range water quality management plan for the area; and

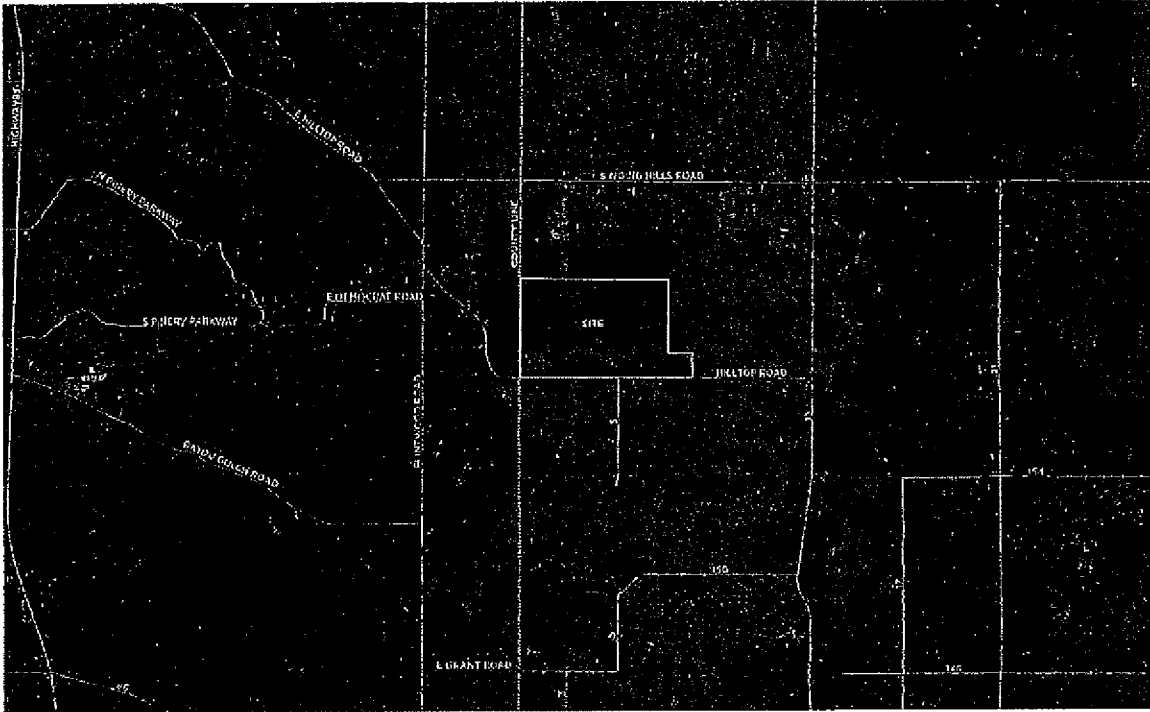
All sanitary sewer and water facilities and services will be constructed, operated and maintained in accordance with all County, local, State and Federal water quality rules, regulations and/or laws. The Developer is not aware of any conflict with this statute provision under any duly adopted County, local, State or Federal long-range water quality management plan for the area.

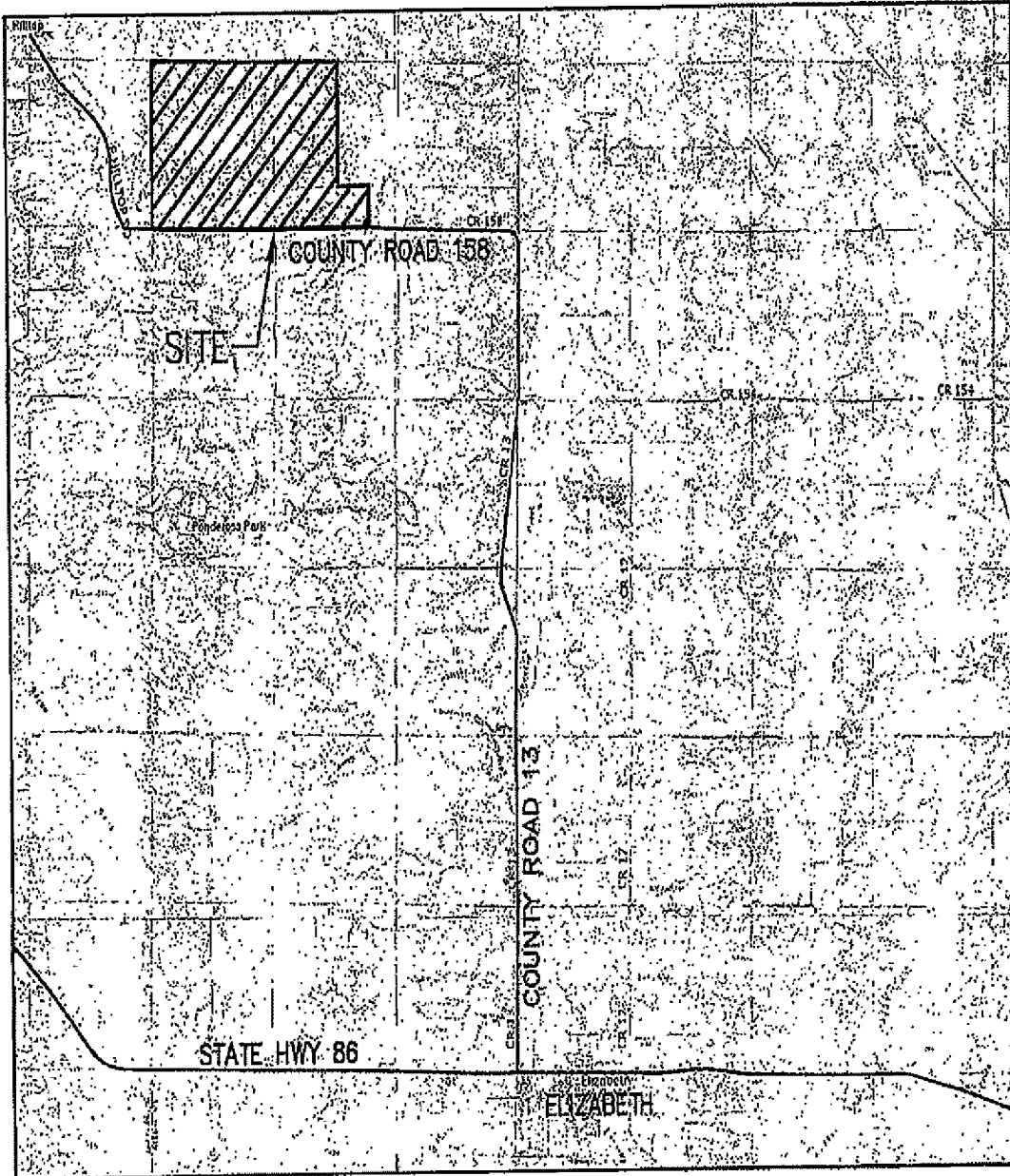
9. The creation of the District is in the best interests of the area proposed to be served.

The District is initially planned to be coextensive with the planned community known as Independence and will be organized to assist in the funding, integration and coordination of water and sewer services and facilities within and without its boundaries. The creation of the District will thus be in the best interests of the existing and future service users of the District.

EXHIBIT A

Vicinity Maps





VICINITY MAP
SCALE: 1" = 1 MILE

EXHIBIT B

**Legal Description
Initial Boundaries**

A parcel of land in the SW1/4SW1/4 of Section 14 and the SE1/4SE1/4 of Section 15, in Township 7 South, Range 65 West of the 6th P.M., County of Elbert, State of Colorado, described as:

Beginning at the Southwest corner of Section 14, being also the Southeast corner of said Section 15;

Thence West 230 feet along the South line of Section 15;

Thence North parallel to the East line of Section 15, for 284 feet;

Thence East parallel to the South line of Section 15, for 230 feet;

Thence North along the West line of Section 14 for 151.5 feet;

Thence East parallel to the South line of Section 14 for 200 feet;

Thence South parallel to the West line of Section 14 for 435.5 feet;

Thence West along the South line of Section 14 for 200 feet to the point of beginning.

AND

Upon the Recordation of Independence Subdivision Filing No. 1 with the Elbert County Clerk and Recorder:

Tracts D and E, Independence Subdivision Filing No. 1, County of Elbert, State of Colorado.

Inclusion Property Legal Description

Parcel A:

All of Section 15, West 1/2 of Section 14, and SW1/4SE1/4 of Section 14, all in Township 7 South, Range 65 West of the 6th Principal Meridian, County of Elbert, State of Colorado, except a parcel of land in the SW1/4SW1/4 of Section 14 and the SE1/4SE1/4 of Section 15, in Township 7 South, Range 65 West of the 6th P.M., described as:

Beginning at the Southwest corner of Section 14, being also the Southeast corner of said Section 15;
Thence West 230 feet along the South line of Section 15;
Thence North parallel to the East line of Section 15, for 284 feet;
Thence East parallel to the South line of Section 15, for 230 feet;
Thence North along the West line of Section 14 for 151.5 feet;
Thence East parallel to the South line of Section 14 for 200 feet;
Thence South parallel to the West line of Section 14 for 435.5 feet;
Thence West along the South line of Section 14 for 200 feet to the point of beginning.

Parcel B:

A parcel of land in the SW1/4SW1/4 of Section 14 and the SE1/4SE1/4 of Section 15, in Township 7 South, Range 65 West of the 6th P.M., County of Elbert, State of Colorado, described as:

Beginning at the Southwest corner of Section 14, being also the Southeast corner of said Section 15;
Thence West 230 feet along the South line of Section 15;
Thence North parallel to the East line of Section 15, for 284 feet;
Thence East parallel to the South line of Section 15, for 230 feet;
Thence North along the West line of Section 14 for 151.5 feet;
Thence East parallel to the South line of Section 14 for 200 feet;
Thence South parallel to the West line of Section 14 for 435.5 feet;
Thence West along the South line of Section 14 for 200 feet to the point of beginning.

EXCEPTING THEREFROM THE FOLLOWING INITIAL BOUNDARIES OF THE INDEPENDENCE METROPOLITAN DISTRICT NOS. 1-4, THE INDEPENDENCE WATER & SANITATION DISTRICT AND THE INDEPENDENCE OVERLAY DISTRICT:

A parcel of land in the SW1/4SW1/4 of Section 14 and the SE1/4SE1/4 of Section 15, in Township 7 South, Range 65 West of the 6th P.M., County of Elbert, State of Colorado, described as:

Beginning at the Southwest corner of Section 14, being also the Southeast corner of said Section 15;

Thence West 230 feet along the South line of Section 15;

Thence North parallel to the East line of Section 15, for 284 feet;

Thence East parallel to the South line of Section 15, for 230 feet;

Thence North along the West line of Section 14 for 151.5 feet;

Thence East parallel to the South line of Section 14 for 200 feet;

Thence South parallel to the West line of Section 14 for 435.5 feet;

Thence West along the South line of Section 14 for 200 feet to the point of beginning.

AND

Upon the Recordation of Independence Subdivision Filing No. 1 with the Elbert County Clerk and Recorder:

Tracts D and E, Independence Subdivision Filing No. 1, County of Elbert, State of Colorado.

EXHIBIT C

Boundary Map

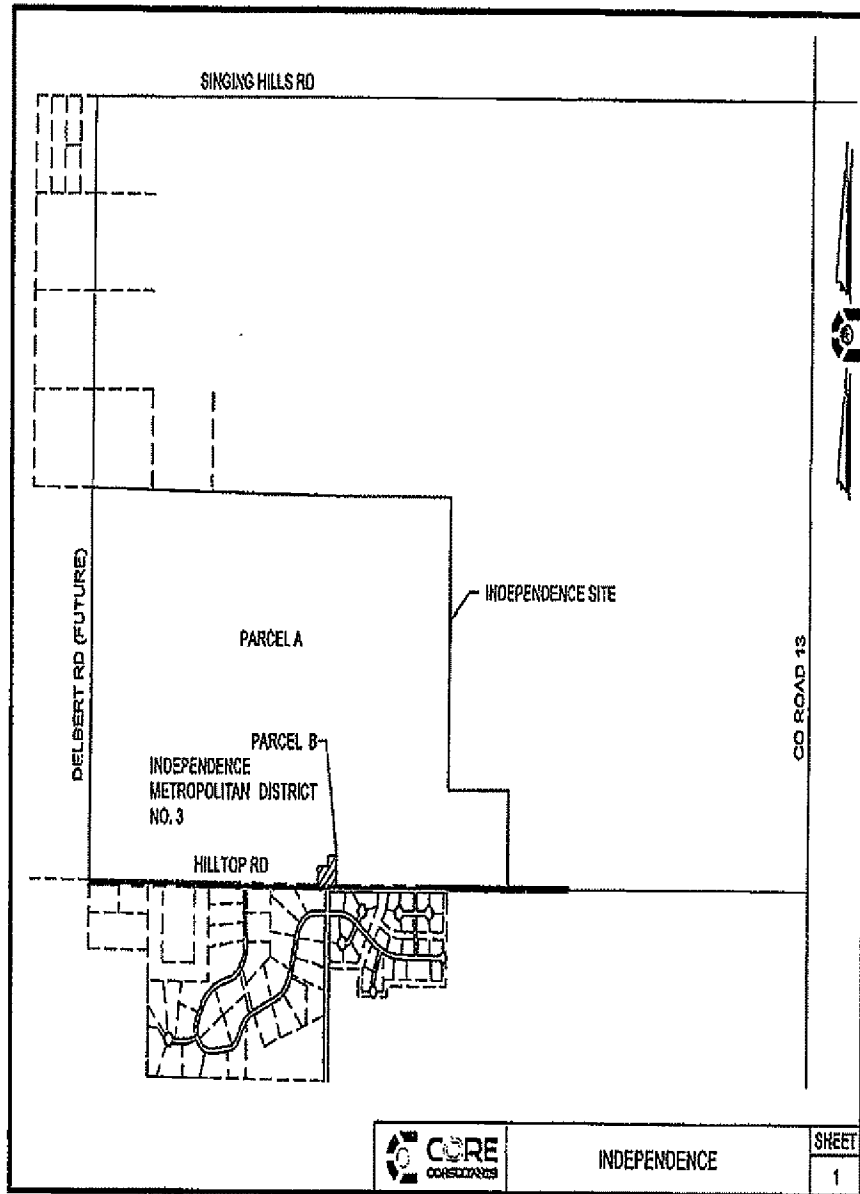


EXHIBIT A

Legal Description

Parcel A:

All of Section 15, West 1/2 of Section 14, and SW1/4SE1/4 of Section 14, all in Township 7 South, Range 65 West of the 6th Principal Meridian, County of Elbert, State of Colorado, except a parcel of land in the SW1/4SW1/4 of Section 14 and the SE1/4SE1/4 of Section 15, in Township 7 South, Range 65 West of the 6th P.M., described as:

Beginning at the Southwest corner of Section 14, being also the Southeast corner of said Section 15;

Thence West 230 feet along the South line of Section 15;

Thence North parallel to the East line of Section 15, for 284 feet;

Thence East parallel to the South line of Section 15, for 230 feet;

Thence North along the West line of Section 14 for 151.5 feet;

Thence East parallel to the South line of Section 14 for 200 feet;

Thence South parallel to the West line of Section 14 for 435.5 feet;

Thence West along the South line of Section 14 for 200 feet to the point of beginning.

Parcel B:

A parcel of land in the SW1/4SW1/4 of Section 14 and the SE1/4SE1/4 of Section 15, in Township 7 South, Range 65 West of the 6th P.M., County of Elbert, State of Colorado, described as:

Beginning at the Southwest corner of Section 14, being also the Southeast corner of said Section 15;

Thence West 230 feet along the South line of Section 15;

Thence North parallel to the East line of Section 15, for 284 feet;

Thence East parallel to the South line of Section 15, for 230 feet;

Thence North along the West line of Section 14 for 151.5 feet;

Thence East parallel to the South line of Section 14 for 200 feet;

Thence South parallel to the West line of Section 14 for 435.5 feet;

Thence West along the South line of Section 14 for 200 feet to the point of beginning.

EXHIBIT E

Engineering Cost Estimate and Map of Improvements

INDEPENDENCE - SERVICE PLAN BUDGET

Craft Companies LLC
 BUDGET SUMMARY
 January 19, 2017



ESTIMATE SUMMARY		
DESCRIPTION		COST TOTALS
Delbart Road Improvements - North		\$2,295,775
Delbart Road Improvements - South		\$900,053
Critical Area Decel Lanes		\$234,200
Site Demo & Grading		\$8,507,240
Erosion Control		\$1,525,193
Sanitary Sewer Treatment Facilities		\$28,069,000
Sanitary Sewer Services		\$14,982,262
Storm Sewer		\$3,281,386
Well Facilities and Water Storage		\$31,486,000
Water Mains		\$4,976,521
Irrigation System		\$4,662,064
Dry Utilities		\$7,626,426
CRS Roadway Improvements		\$2,227,768
Local Roads - Detached Sidewalks & 32' Flow to Flow		\$6,610,120
Landscape Improvements		\$4,623,931
Vertical Improvements		\$2,260,000
DIRECT COST TOTAL		\$119,023,476
CONTINGENCIES		
SCOPE AND BIDDING CONTINGENCY	5.00%	\$5,951,174
CONSTRUCTION CONTINGENCY	15.00%	\$17,853,198
CONTINGENCIES COST TOTAL		\$23,804,372
GENERAL CONDITIONS	0.00%	\$11,497,088
DIRECT COST W/ CONTINGENCY SUBTOTAL		\$154,324,936
INDIRECT COSTS:		
DESIGN AND PROFESSIONAL SERVICES		By Owner
PAVEMENT DESIGN REPORT		\$100,000
PLAN REVIEW FEES		By Owner
WATER ACQUISITION FEE		By Owner
CONSTRUCTION OBSERVATION & MATERIALS TESTING	\$ 2,000.00	\$1,840,000
ELBERT CO. - PUBLIC/PRIVATE IMPROVEMENT PERMIT	0.03%	\$822,068
DEVELOPMENT FEE	0.00%	By Owner
FWSD - ENGINEERING & INSPECTION FEE (\$1.75/LF)		\$21,809
DOUGLAS CO. GERC PERMIT (\$250 + \$50/AC)		\$3,045
STATE GERC PERMIT		\$20,000
USE TAX FEE		By Owner
EASEMENT ACQUISITIONS		TBD
INDIRECT COST TOTAL		\$2,869,082
DIRECT & INDIRECT COST TOTAL		\$157,194,018
INSURANCE & BOND COSTS:		
GENERAL LIABILITY INSURANCE (NON PROJECT SPECIFIC)	1.00%	\$4,742,206
BUILDER'S RISK INSURANCE (EXCLUDED)	0.00%	\$0
INSURANCE COST TOTAL		\$4,742,206
CONSTRUCTION FEES:		
CM/GC PRE-CONSTRUCTION FEE	0.50%	\$785,970
CM/GC FEE	6.00%	\$9,428,358
CONSTRUCTION FEES COST TOTAL		\$10,214,328
BOND COSTS:		
DEVELOPER BONDS	5.00%	\$8,140,945
PERFORMANCE & PAYMENT BOND	2.50%	\$4,070,472
BOND COST TOTAL		\$12,211,417
TOTAL ESTIMATE		\$184,419,773



**INDEPENDENCE BUDGET
ASSUMPTIONS
January 18, 2017**

General

1. Budget is based on the below listed documents:
 - i. Preliminary 920 Concept Study (conceptual layout) dated November 2, 2016
 - ii. Supplemental Preliminary Geotechnical Investigation Phases 1-3 – prepared by CTL Thompson dated Nov. 1, 2016
 - iii. Preliminary & Final Plat 1st Submittal document provided by CORE Consultants
2. The following items are assumed to be the owner/developer costs for this project and therefor are excluded from this budget:
 - i. Engineering Design
 - ii. Traffic Studies
 - iii. Environmental Studies
 - iv. Utility Tap and Development Fees
 - v. Inspection Fees for all referral agencies
3. Performance and payment bonds are included.
4. Contractor general liability insurance policy is included and builders risk is excluded.
5. This budget excludes prevailing wage rates.
6. Surveying and Asbuilts are included for construction staking.
7. The price is based upon free and clear access to all construction areas with no other contractors performing work.
8. Property monumentation (lot corner pins and/or concrete blocks) are included.
9. Due to conceptual drawings, a contingency is included.
10. Budget includes geotechnical construction materials testing services.

Earthwork, Demolition, and Clearing

1. Earthwork budget includes partial demolition of existing buildings and existing fencing.
2. Budget excludes environmental reports and remediation.
3. Rock excavation allowance is included.
4. Onsite soils are assumed to be suitable fill material.
5. All export material and topsoil striping are to remain onsite (create a balanced site).
6. Earthwork quantities were provided by the civil engineer.
7. Lot over-excavation for building foundations is excluded.

Erosion Control

1. Storm Water Management Plan and storm water inspections are included.
2. Budget only includes the BMP items as listed in the budget.
3. Budget includes an allowance for erosion control maintenance.

**INDEPENDENCE BUDGET
ASSUMPTIONS**

4. Erosion Control Maintenance due to construction activities is included during ongoing construction activities.
5. The budget includes Standard Foothills Seed mix for the temporary seeding.

Asphalt Paving

1. Onsite roadway improvements include Full Depth Hot Mix Asphalt as listed in the preliminary geotechnical report.
2. CR158 roadway accel & decel lanes includes 9" Hot Mix Asphalt.
3. Three feet (3') of over-excavation of the roadway area is included.
4. Subgrade prep for asphalt is 12" Scarify & Recompact.

Site Concrete

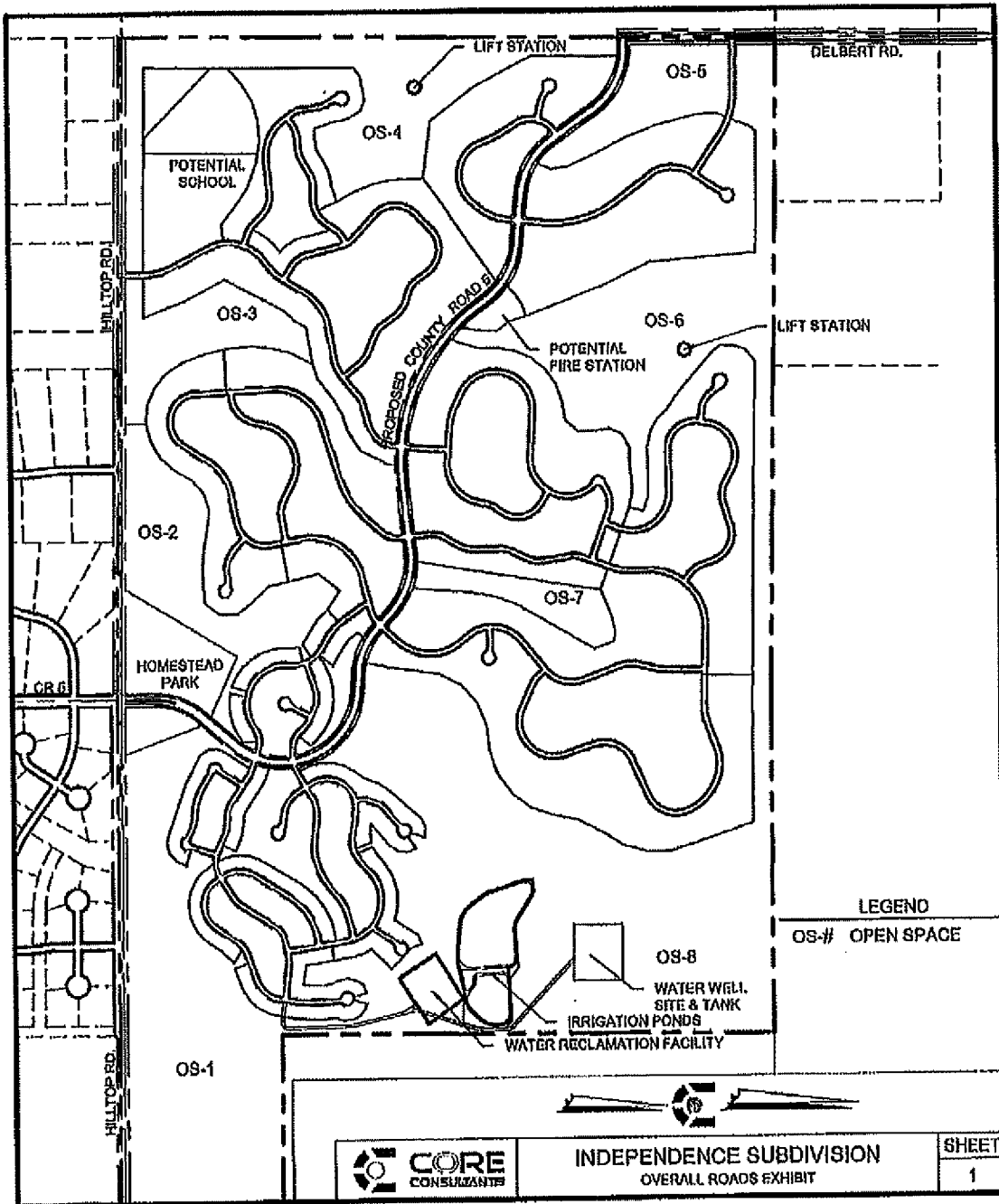
1. Concrete curb subgrade prep is included.
2. Budget includes County Road 5 island median curb (1.5' Vertical Spill Curb & Gutter)

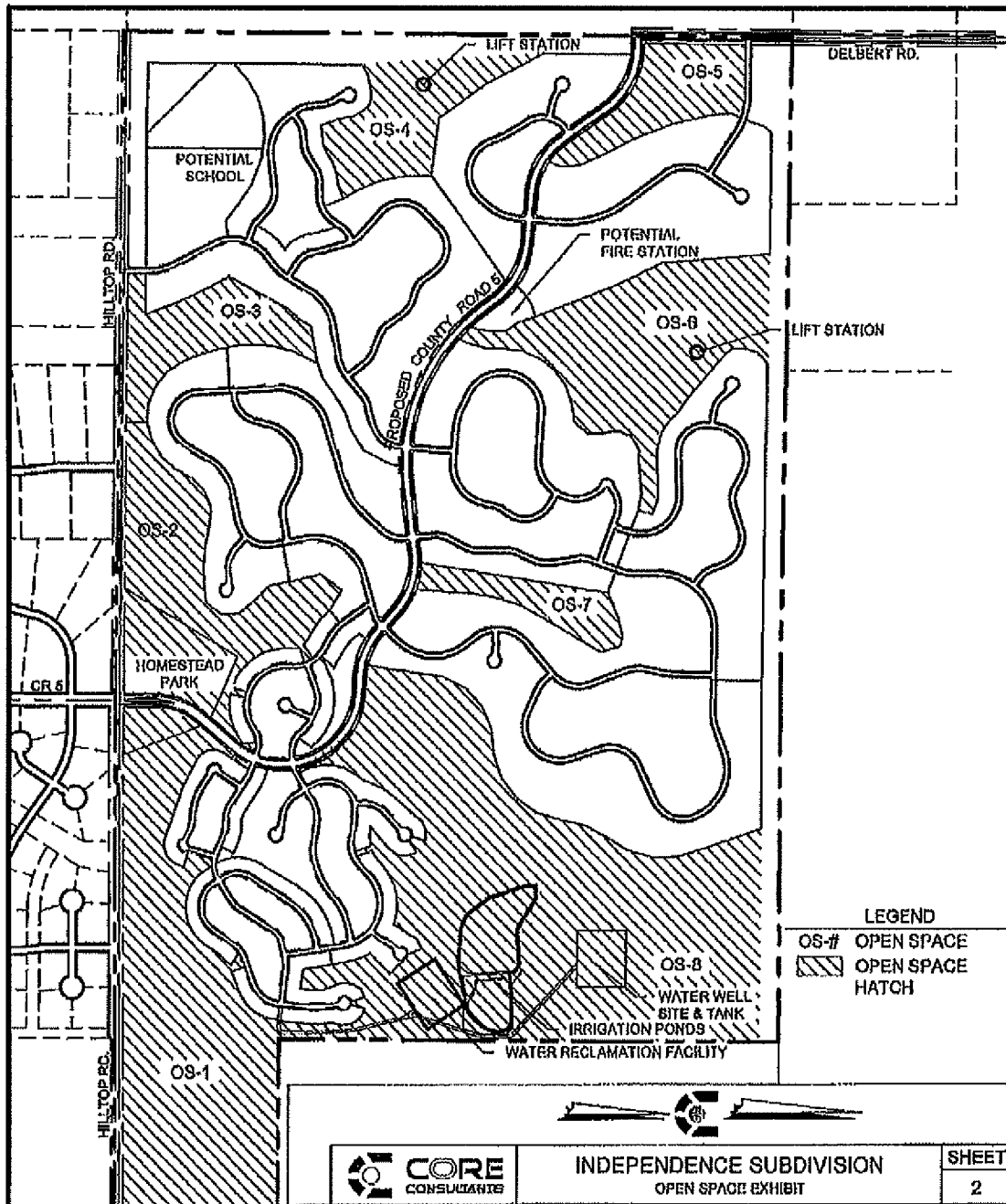
Site Utilities

1. Pot-holing for existing conditions is included.
2. Rock excavation and dewatering allowances are included.
3. Cost for installation of dry utilities (electric, gas, telecommunications, etc.) and associated conduit crossings are provided as a budgetary number.
4. Water Treatment Facilities budgets provided by MSK Consultants.
5. Water Tank budgets are provided by MSK Consultants.
6. One (1) Lift Station is included.

Division 33A -- Landscaping

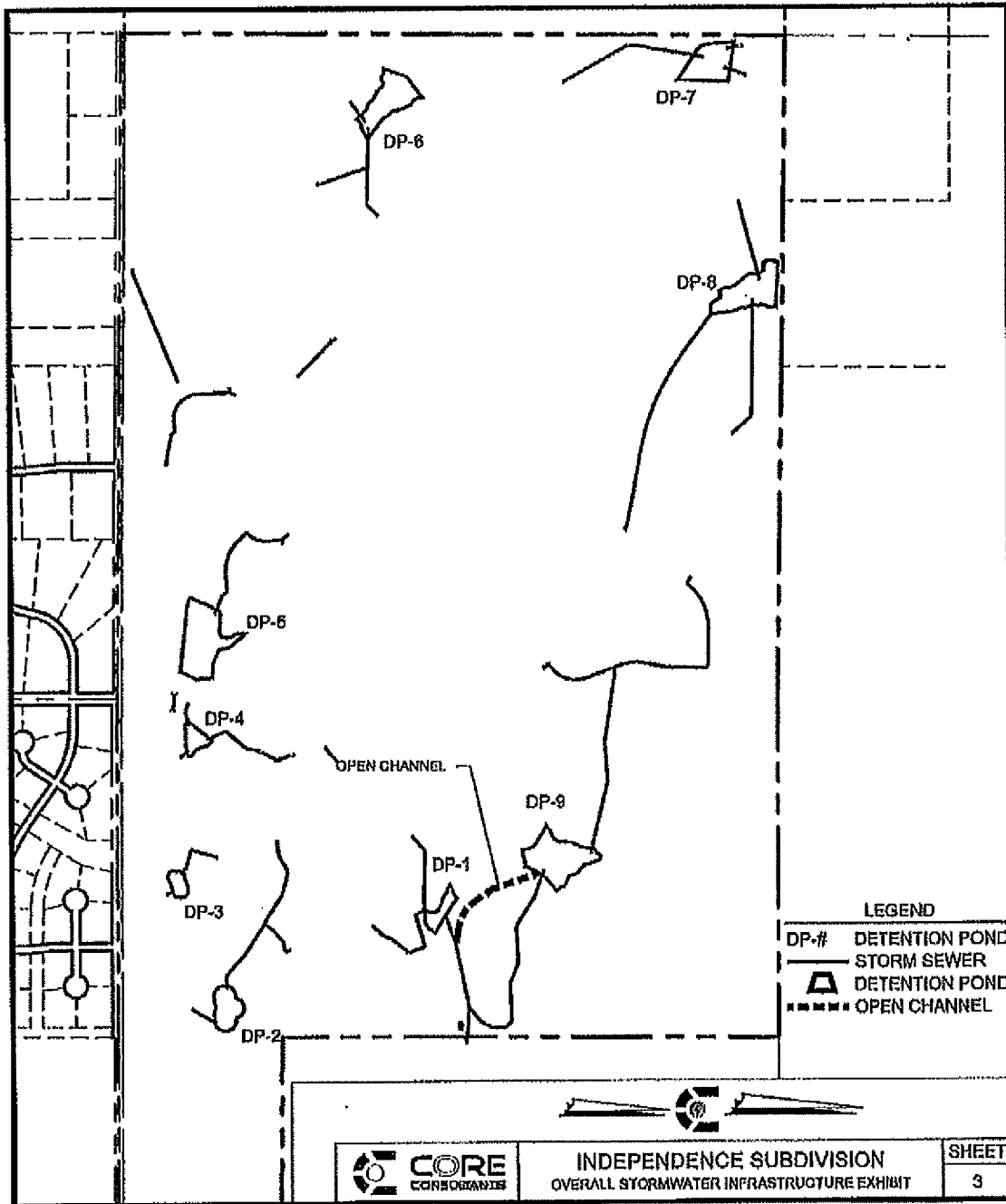
1. Budget provided by Bright View.

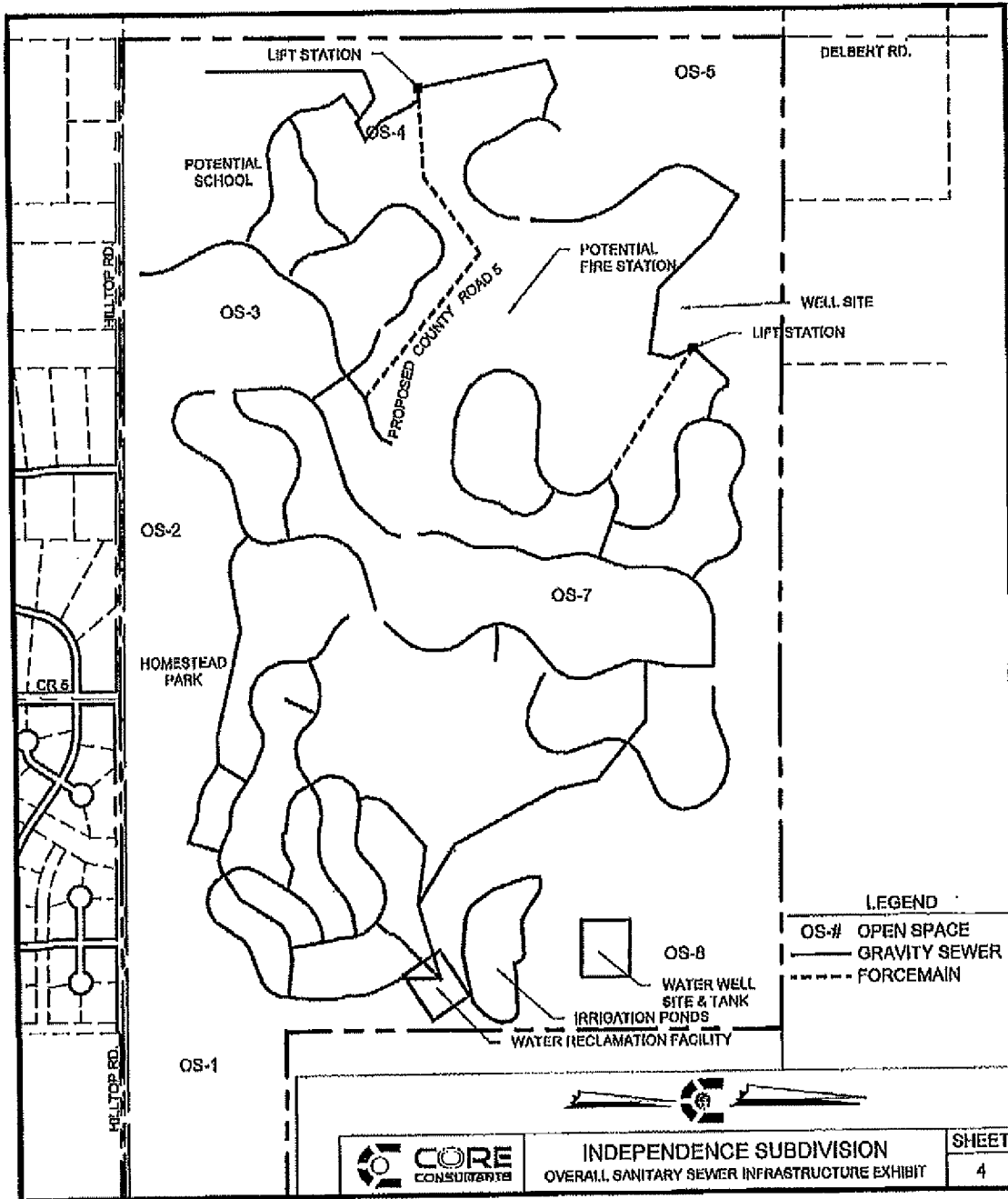




INDEPENDENCE SUBDIVISION
 OPEN SPACE EXHIBIT

SHEET
 2





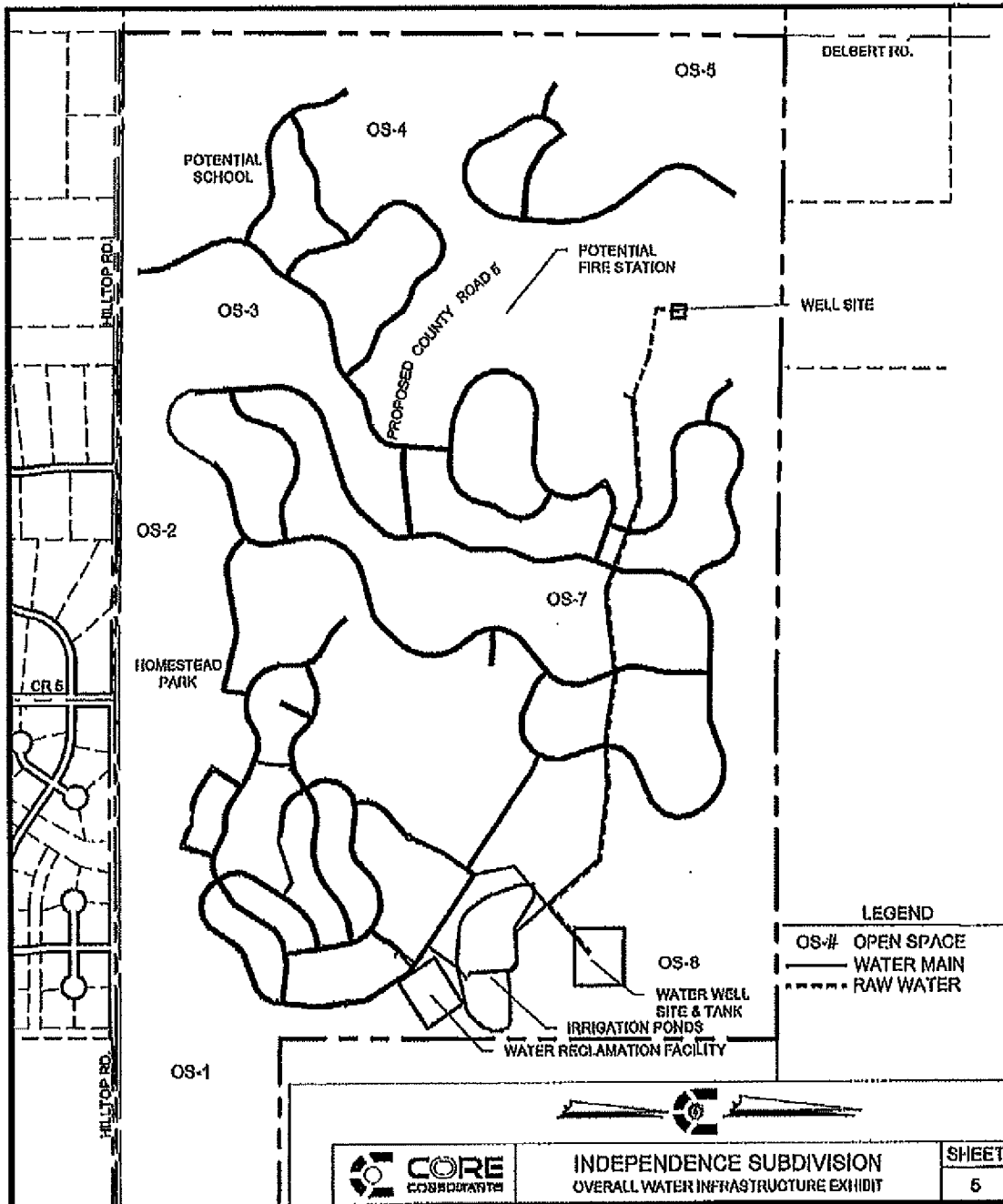


EXHIBIT F

Financing Plan

Independence Metro District 3-2-17 65mills 7.00 v.2 Independence Metropolitan District
 2-Mar-17 Elbert County, Colorado
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Current Residential Property Tax Ratio (7.96%)

Bond Mill Levy -- 65 Mills

Residential Development

Preliminary as of
 3/2/2017

Non Rated

	Proposed	Par	Project Amt.
Series 2021		\$19,950,000	\$18,597,179
Series 2023		\$21,890,000	\$20,347,150
		<u>\$41,840,000</u>	<u>\$38,944,329</u>

30 Year Issues

Estimated Bond Rate -- 5.75%

Inflation @ 4.50% (Homes Prices & Impact Fees)

Table of Schedules

- 1 . Cover Page
- 2 . *Cashflow Schedule of Revenue and Debt Service Coverage*
- 3 . *Schedule of Operating Mill Levy and Expense*
 - Series 2021
- 4 . Debt Service Schedule
- 5 . Bond Production Schedule
- 6 . Sources and Uses of Funds
 - Series 2023
- 7 . Debt Service Schedule
- 8 . Bond Production Schedule
- 9 . Sources and Uses of Funds
- Bulldout Support Schedules
- 10 . Residential Bulldout and AV
- 11 . Residential Lot Values
- 12 . Residential Cumulative AV

Independence Metropolitan District
 Elbert County, Colorado
 Limited Tax General Obligation Bonds

Schedule of Operating Mill Levy and Expense

Collection Year	Projected Assessed Valuation	Bond Fund Mill Levy	Property Tax @ 88.80%	Specific Ownership Tax 6%	Revenue Available for Operations	Estimated Operating Expense	Annual Surplus/Deficit	Cumulative Fund Balance
(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)	(9)
(net of Collection fees)								
2019	4,755,000	10.0	40,847	2,811	48,658	38,737	10,921	10,921
2020	6,496,000	10.0	63,986	3,839	67,825	53,271	14,554	25,475
2021	8,678,888	10.0	85,338	6,720	101,058	80,491	20,567	46,042
2022	14,415,068	10.0	141,988	8,519	150,507	120,630	29,877	75,919
2023	19,277,452	10.0	189,883	11,393	201,277	128,058	73,219	149,138
2024	25,083,641	10.0	247,074	14,824	261,898	131,731	130,167	281,305
2025	28,943,681	10.0	285,085	17,106	302,191	137,659	164,532	445,837
2026	33,733,676	10.0	332,277	19,937	352,214	143,854	208,360	654,197
2027	39,627,608	10.0	390,334	23,420	413,754	160,327	253,427	917,624
2028	44,042,242	10.0	433,916	28,028	459,944	157,092	302,852	1,220,476
2029	48,622,649	10.0	449,383	28,983	478,367	164,161	314,206	1,534,682
2030	47,760,321	10.0	470,941	28,220	498,672	171,640	327,032	1,861,714
2031	47,760,321	10.0	470,341	28,220	498,672	179,268	319,404	2,181,118
2032	48,705,327	10.0	479,747	28,785	508,532	187,335	321,197	2,502,315
2033	48,705,327	10.0	478,747	28,785	508,532	185,785	312,747	2,815,062
2034	49,679,434	10.0	489,342	29,381	518,723	204,674	314,049	3,129,111
2035	49,679,434	10.0	489,342	29,361	518,703	213,780	304,923	3,434,034
2036	50,673,023	10.0	499,129	29,948	529,077	223,400	305,677	3,739,711
2037	50,673,023	10.0	499,129	29,948	529,077	233,463	295,614	4,035,325
2038	51,086,483	10.0	509,112	30,547	539,659	243,959	295,700	4,331,025
2039	51,086,483	10.0	509,112	30,547	539,659	254,937	284,722	4,615,747
2040	52,720,213	10.0	519,294	31,158	550,452	266,409	284,043	4,899,790
2041	52,720,213	10.0	519,294	31,158	550,452	278,397	272,055	5,171,845
2042	53,774,617	10.0	528,880	31,781	561,472	290,925	270,547	5,442,392
2043	53,774,617	10.0	528,680	31,781	561,472	304,017	257,455	5,699,847
2044	54,850,109	10.0	540,274	32,418	572,692	317,697	255,004	5,954,851
2045	54,850,109	10.0	540,274	32,418	572,692	331,894	240,798	6,195,649
2046	55,947,111	10.0	551,079	33,065	584,144	346,934	237,210	6,432,859
2047	55,947,111	10.0	551,079	33,065	584,144	362,540	221,604	6,654,463
2048	57,066,054	10.0	562,101	33,726	595,827	378,860	216,967	6,871,430
2049	57,066,054	10.0	562,101	33,726	595,827	395,909	199,918	7,071,348
2050	58,207,375	10.0	573,343	34,401	607,744	413,725	194,019	7,265,367
2051	58,207,375	10.0	573,343	34,401	607,744	432,342	175,402	7,440,769
2052	59,371,522	10.0	584,809	35,089	619,898	451,798	168,100	7,608,869
			14,707,713	882,463	16,590,176	7,983,580	7,606,970	

Independence Metro District 3
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\$10,950,000
Independence Metropolitan District
Elbert County, Colorado
Limited Tax General Obligation Bonds
Series 2021

Debt Service Schedule								
Date	Principal	Rate	Interest	P & I	Annual P & I	Capitalized Interest	DSRF @ 1.00	Net Annual P & I
06/01/21			280,781.25	280,781.25		0.00	(2,333.93)	
12/01/21	0	5.750	573,562.50	573,562.50	860,343.75	0.00	(4,667.85)	853,341.97
06/01/22			573,562.50	573,562.50		0.00	(4,667.85)	
12/01/22	0	5.750	573,562.50	573,562.50	1,147,125.00	0.00	(4,667.85)	1,137,789.29
06/01/23			573,562.50	573,562.50		0.00	(4,667.85)	
12/01/23	0	5.750	573,562.50	573,562.50	1,147,125.00	0.00	(4,667.85)	1,137,789.29
06/01/24			573,562.50	573,562.50		0.00	(4,667.85)	
12/01/24	0	5.750	573,562.50	573,562.50	1,147,125.00	0.00	(4,667.85)	1,137,789.29
06/01/25			573,562.50	573,562.50		0.00	(4,667.85)	
12/01/25	245,000	5.750	573,562.50	818,562.50	1,392,125.00	0.00	(4,667.85)	1,382,789.29
06/01/26			568,518.75	568,518.75		0.00	(4,667.85)	
12/01/26	385,000	5.750	568,518.75	931,518.75	1,498,037.50	0.00	(4,667.85)	1,488,701.79
06/01/27			558,025.00	558,025.00		0.00	(4,667.85)	
12/01/27	280,000	5.750	558,025.00	836,025.00	1,392,050.00	0.00	(4,667.85)	1,382,714.29
06/01/28			547,975.00	547,975.00		0.00	(4,667.85)	
12/01/28	235,000	5.750	547,975.00	782,975.00	1,330,950.00	0.00	(4,667.85)	1,321,814.29
06/01/29			541,218.75	541,218.75		0.00	(4,667.85)	
12/01/29	310,000	5.750	541,218.75	851,218.75	1,382,437.50	0.00	(4,667.85)	1,363,191.79
06/01/30			532,306.25	532,306.25		0.00	(4,667.85)	
12/01/30	330,000	5.750	532,306.25	862,306.25	1,394,612.50	0.00	(4,667.85)	1,385,278.79
06/01/31			522,818.75	522,818.75		0.00	(4,667.85)	
12/01/31	350,000	5.750	522,818.75	872,818.75	1,385,837.50	0.00	(4,667.85)	1,388,301.79
06/01/32			512,758.25	512,758.25		0.00	(4,667.85)	
12/01/32	480,000	5.750	512,758.25	992,758.25	1,805,512.50	0.00	(4,667.85)	1,796,179.79
06/01/33			498,958.25	498,958.25		0.00	(4,667.85)	
12/01/33	500,000	5.750	498,958.25	998,958.25	1,497,912.50	0.00	(4,667.85)	1,488,678.79
06/01/34			484,881.25	484,881.25		0.00	(4,667.85)	
12/01/34	630,000	5.750	484,881.25	1,014,881.25	1,499,182.50	0.00	(4,667.85)	1,489,828.79
06/01/35			469,343.75	469,343.75		0.00	(4,667.85)	
12/01/35	590,000	5.750	469,343.75	1,029,343.75	1,498,887.50	0.00	(4,667.85)	1,489,351.79
06/01/36			453,243.75	453,243.75		0.00	(4,667.85)	
12/01/36	695,000	5.750	453,243.75	1,048,243.75	1,501,487.50	0.00	(4,667.85)	1,492,151.79
06/01/37			436,137.50	436,137.50		0.00	(4,667.85)	
12/01/37	680,000	5.750	436,137.50	1,110,137.50	1,552,275.00	0.00	(4,667.85)	1,542,808.29
06/01/38			418,687.50	418,687.50		0.00	(4,667.85)	
12/01/38	730,000	5.750	418,687.50	1,148,687.50	1,603,175.00	0.00	(4,667.85)	1,593,839.29
06/01/39			395,600.00	395,600.00		0.00	(4,667.85)	
12/01/39	775,000	5.750	395,600.00	1,170,600.00	1,588,200.00	0.00	(4,667.85)	1,580,884.29
06/01/40			373,318.75	373,318.75		0.00	(4,667.85)	
12/01/40	820,000	5.750	373,318.75	1,193,318.75	1,588,837.50	0.00	(4,667.85)	1,587,301.79
06/01/41			349,743.75	349,743.75		0.00	(4,667.85)	
12/01/41	885,000	5.750	349,743.75	1,214,743.75	1,584,487.50	0.00	(4,667.85)	1,583,151.79
06/01/42			324,875.00	324,875.00		0.00	(4,667.85)	
12/01/42	890,000	5.750	324,875.00	1,216,875.00	1,539,750.00	0.00	(4,667.85)	1,530,414.29
06/01/43			299,287.50	299,287.50		0.00	(4,667.85)	
12/01/43	935,000	5.750	299,287.50	1,234,287.50	1,533,575.00	0.00	(4,667.85)	1,524,239.29
06/01/44			272,408.25	272,408.25		0.00	(4,667.85)	
12/01/44	1,005,000	5.750	272,408.25	1,277,408.25	1,549,812.50	0.00	(4,667.85)	1,540,478.79
06/01/45			243,512.50	243,512.50		0.00	(4,667.85)	
12/01/45	1,065,000	5.750	243,512.50	1,308,512.50	1,552,025.00	0.00	(4,667.85)	1,542,699.29
06/01/46			212,893.75	212,893.75		0.00	(4,667.85)	
12/01/46	1,115,000	5.750	212,893.75	1,327,893.75	1,540,767.50	0.00	(4,667.85)	1,531,451.79
06/01/47			180,837.50	180,837.50		0.00	(4,667.85)	
12/01/47	1,175,000	5.750	180,837.50	1,395,837.50	1,538,875.00	0.00	(4,667.85)	1,527,339.29
06/01/48			147,058.25	147,058.25		0.00	(4,667.85)	
12/01/48	1,280,000	5.750	147,058.25	1,427,058.25	1,574,112.50	0.00	(4,667.85)	1,564,778.79
06/01/49			110,268.25	110,268.25		0.00	(4,667.85)	
12/01/49	1,355,000	5.750	110,268.25	1,485,268.25	1,575,512.50	0.00	(4,667.85)	1,568,178.79
06/01/50			71,300.00	71,300.00		0.00	(4,667.85)	
12/01/50	2,480,000	5.750	71,300.00	2,651,300.00	2,822,800.00	0.00	(938,238.36)	1,879,693.79
	10,950,000		24,487,358.25	44,437,958.25	44,437,958.25	0.00	(1,211,307.74)	43,226,648.51

Dated	03/01/21	Average Coupon	5.750000
		NIC	5.820287
Settlement	03/01/21	YIC	5.879906
		Arbitrage Yield	5.760854
		Bond Years	426,877.50
		Average Life	21.35
		Accrued Interest	0.00

Independence Metro District 3
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**Independence Metropolitan District
 Elbert County, Colorado
 Limited Tax General Obligation Bonds
 Series 2021**

Bond Production Schedule

Settlement Date	03/01/21	Callable	12/1/2031
		@	103

Date	Principal	Rate	Yield	YTM	\$ Price
12/01/25	245,000	5.750	5.750		100.000000
12/01/26	385,000	5.750	5.750		100.000000
12/01/27	280,000	5.750	5.750	5.748	100.000000
12/01/28	235,000	5.750	5.750	5.748	100.000000
12/01/29	310,000	5.750	5.750	5.749	100.000000
12/01/30	330,000	5.750	5.750	5.749	100.000000
12/01/31	350,000	5.750	5.750	5.749	100.000000
12/01/32	480,000	5.750	5.750	5.749	100.000000
12/01/33	500,000	5.750	5.750	5.749	100.000000
12/01/34	530,000	5.750	5.750	5.749	100.000000
12/01/35	560,000	5.750	5.750	5.749	100.000000
12/01/36	595,000	5.750	5.750	5.749	100.000000
12/01/37	680,000	5.750	5.750	5.749	100.000000
12/01/38	730,000	5.750	5.750	5.749	100.000000
12/01/39	775,000	5.750	5.750	5.749	100.000000
12/01/40	820,000	5.750	5.750	5.749	100.000000
12/01/41	865,000	5.750	5.750	5.749	100.000000
12/01/42	890,000	5.750	5.750	5.749	100.000000
12/01/43	935,000	5.750	5.750	5.749	100.000000
12/01/44	1,005,000	5.750	5.750	5.749	100.000000
12/01/45	1,065,000	5.750	5.750	5.749	100.000000
12/01/46	1,115,000	5.750	5.750	5.749	100.000000
12/01/47	1,175,000	5.750	5.750	5.749	100.000000
12/01/48	1,280,000	5.750	5.750	5.749	100.000000
12/01/49	1,355,000	5.750	5.750	5.749	100.000000
12/01/50	2,480,000	5.750	5.750	5.749	100.000000
	19,950,000				19,950,000.00

Original Issue Discount	0.00
Premium	0.00
Original Issue Discount/\$1,000	0.00
Premium/\$1,000	0.00

George K. Baum & Company

3/2/2017

Independence Metro District 3-2-17 65mile 7.
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**Independence Metropolitan District
 Elbert County, Colorado
 Limited Tax General Obligation Bonds
 Series 2021**

Sources and Uses of Funds

Sources

Principal Amount of Bond Issue	19,950,000.00
	<u>19,950,000.00</u>

Uses

Project Fund		18,597,178.49
Debt Service Reserve Fund (1/2 of the Lesser Of)		933,670.51
Bond Discount	\$15.00 /\$1,000	299,250.00
Cost of Issuance		120,000.00
Contingency		0.00
		<u>19,950,000.00</u>

Cost of Issuance

Estimated Cost of Issuance	120,000.00
	<u>120,000.00</u>

Independence Metro District 5/2-17 55m 7.3M v.2
 \$21,600,000
 Independence Metropolitan District
 Elbert County, Colorado
 Limited Tax General Obligation Bonds
 Series 2023

Debt Service Schedule									
Date	Principal	Coupon	Interest	P&I	Annual P&I	Capitalized Interest	DSRF @ 1.00	Ret Annual P&I	
06/01/23			314,668.75	314,668.75		0.00	(2,738.28)		
12/01/23	620,000	6.750	628,337.60	1,194,337.60	1,464,006.25	0.00	(5,472.50)	1,458,797.60	
06/01/24		6.750	614,387.60	614,387.60		0.00	(5,472.50)		
12/01/24	590,000	6.750	614,387.60	1,184,387.60	1,718,775.00	0.00	(5,472.50)	1,707,830.00	
06/01/25		6.750	598,676.00	598,676.00		0.00	(5,472.50)		
12/01/25	515,000	6.750	598,676.00	1,113,676.00	1,392,180.00	0.00	(5,472.50)	1,381,205.00	
06/01/26		6.750	592,888.75	592,888.75			(5,472.50)		
12/01/26	440,000	6.750	592,888.75	1,032,888.75	1,025,937.00		(5,472.50)	1,014,992.50	
06/01/27		6.750	580,318.75	580,318.75			(5,472.50)		
12/01/27	600,000	6.750	580,318.75	1,160,318.75	1,260,697.60		(5,472.50)	1,249,692.60	
06/01/28		6.750	633,068.75	633,068.75			(5,472.50)		
12/01/28	415,000	6.750	633,068.75	1,048,068.75	1,631,137.00		(5,472.50)	1,620,192.50	
06/01/29		6.750	631,425.00	631,425.00			(5,472.50)		
12/01/29	30,000	6.750	631,425.00	661,425.00	1,132,850.00		(5,472.50)	1,121,605.00	
06/01/30		6.750	630,692.50	630,692.50			(5,472.50)		
12/01/30	110,000	6.750	630,692.50	740,692.50	1,211,125.00		(5,472.50)	1,200,180.00	
06/01/31		6.750	617,400.00	617,400.00			(5,472.50)		
12/01/31	110,000	6.750	617,400.00	727,400.00	1,204,960.00		(5,472.50)	1,193,655.00	
06/01/32		6.750	614,237.60	614,237.60			(5,472.50)		
12/01/32	190,000	6.750	614,237.60	804,237.60	1,278,476.00		(5,472.50)	1,267,630.00	
06/01/33		6.750	616,776.00	616,776.00			(5,472.50)		
12/01/33	205,000	6.750	616,776.00	821,776.00	1,282,650.00		(5,472.50)	1,271,605.00	
06/01/34		6.750	622,881.25	622,881.25			(5,472.50)		
12/01/34	275,000	6.750	622,881.25	897,881.25	1,340,762.60		(5,472.50)	1,329,817.60	
06/01/35		6.750	624,976.00	624,976.00			(5,472.50)		
12/01/35	190,000	6.750	624,976.00	814,976.00	1,339,950.00		(5,472.50)	1,328,605.00	
06/01/36		6.750	618,637.60	618,637.60			(5,472.50)		
12/01/36	365,000	6.750	618,637.60	983,637.60	1,398,275.00		(5,472.50)	1,387,330.00	
06/01/37		6.750	606,143.75	606,143.75			(5,472.50)		
12/01/37	335,000	6.750	606,143.75	941,143.75	1,347,287.00		(5,472.50)	1,336,342.50	
06/01/38		6.750	498,612.60	498,612.60			(5,472.50)		
12/01/38	400,000	6.750	498,612.60	896,612.60	1,393,925.00		(5,472.50)	1,389,680.00	
06/01/39		6.750	485,012.60	485,012.60			(5,472.50)		
12/01/39	420,000	6.750	485,012.60	905,012.60	1,390,625.00		(5,472.50)	1,379,660.00	
06/01/40		6.750	472,937.60	472,937.60			(5,472.50)		
12/01/40	605,000	6.750	472,937.60	945,875.20	1,450,875.00		(5,472.50)	1,439,930.00	
06/01/41		6.750	458,418.75	458,418.75			(5,472.50)		
12/01/41	635,000	6.750	458,418.75	916,837.50	1,451,837.60		(5,472.50)	1,440,892.50	
06/01/42		6.750	443,037.60	443,037.60			(5,472.50)		
12/01/42	850,000	6.750	443,037.60	886,075.20	1,636,076.00		(5,472.50)	1,624,130.00	
06/01/43		6.750	424,350.00	424,350.00			(5,472.50)		
12/01/43	615,000	6.750	424,350.00	848,700.00	1,543,700.00		(5,472.50)	1,532,765.00	
06/01/44		6.750	404,368.75	404,368.75			(5,472.50)		
12/01/44	780,000	6.750	404,368.75	808,737.50	1,388,737.60		(5,472.50)	1,377,792.50	
06/01/45		6.750	381,843.75	381,843.75			(5,472.50)		
12/01/45	815,000	6.750	381,843.75	763,687.50	1,678,807.50		(5,472.50)	1,667,642.50	
06/01/46		6.750	358,612.60	358,612.60			(5,472.50)		
12/01/46	945,000	6.750	358,612.60	717,225.20	1,662,025.00		(5,472.50)	1,651,060.00	
06/01/47		6.750	331,343.75	331,343.75			(5,472.50)		
12/01/47	1,000,000	6.750	331,343.75	662,687.50	1,682,687.60		(5,472.50)	1,671,742.50	
06/01/48		6.750	302,693.75	302,693.75			(5,472.50)		
12/01/48	1,090,000	6.750	302,693.75	605,387.50	1,695,187.60		(5,472.50)	1,684,242.50	
06/01/49		6.750	271,296.25	271,296.25			(5,472.50)		
12/01/49	1,160,000	6.750	271,296.25	542,592.50	1,692,612.60		(5,472.50)	1,681,667.50	
06/01/50		6.750	238,193.75	238,193.75			(5,472.50)		
12/01/50	1,175,000	6.750	238,193.75	476,387.50	1,691,387.60		(5,472.50)	1,680,442.50	
06/01/51		6.750	204,412.50	204,412.50			(5,472.50)		
12/01/51	2,850,000	6.750	204,412.50	408,825.00	3,258,825.00		(5,472.50)	3,247,680.00	
06/01/52		6.750	122,476.00	122,476.00			(5,472.50)		
12/01/52	4,250,000	6.750	122,476.00	244,952.00	4,604,950.00		(1,099,972.50)	3,399,605.00	
	21,600,000		27,259,458.25	49,149,458.25	49,149,460.25	0.00	(1,420,113.75)	47,729,342.50	

Dated	03/01/23	Average Coupon	6.750000
		MIG	6.819261
		TIO	6.882868
Settlement	03/01/23	Arbitrage Yield	6.750073
		Bond Years	474,077.50
		Average Life	21.65
		Accrued Interest	0.00

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Independence Metropolitan District
 Elbert County, Colorado
 Limited Tax General Obligation Bonds
 Series 2023

Bond Production Schedule

Settlement Date	03/01/23	Callable	12/1/2033		
		@	100		
Date	Principal	Rate	Yield	YTM	\$ Price
12/01/23	520,000	5.750	5.750		100.000000
12/01/24	550,000	5.750	5.750		100.000000
12/01/25	195,000	5.750	5.750		100.000000
12/01/26	440,000	5.750	5.750		100.000000
12/01/27	600,000	5.750	5.750		100.000000
12/01/28	405,000	5.750	5.750		100.000000
12/01/29	30,000	5.750	5.750		100.000000
12/01/30	110,000	5.750	5.750		100.000000
12/01/31	110,000	5.750	5.750		100.000000
12/01/32	190,000	5.750	5.750		100.000000
12/01/33	205,000	5.750	5.750		100.000000
12/01/34	275,000	5.750	5.750	5.749	100.000000
12/01/35	290,000	5.750	5.750	5.749	100.000000
12/01/36	385,000	5.750	5.750	5.749	100.000000
12/01/37	335,000	5.750	5.750	5.749	100.000000
12/01/38	400,000	5.750	5.750	5.749	100.000000
12/01/39	420,000	5.750	5.750	5.749	100.000000
12/01/40	505,000	5.750	5.750	5.749	100.000000
12/01/41	535,000	5.750	5.750	5.749	100.000000
12/01/42	650,000	5.750	5.750	5.749	100.000000
12/01/43	695,000	5.750	5.750	5.749	100.000000
12/01/44	780,000	5.750	5.750	5.749	100.000000
12/01/45	815,000	5.750	5.750	5.749	100.000000
12/01/46	945,000	5.750	5.750	5.749	100.000000
12/01/47	1,090,000	5.750	5.750	5.749	100.000000
12/01/48	1,090,000	5.750	5.750	5.749	100.000000
12/01/49	1,150,000	5.750	5.750	5.749	100.000000
12/01/50	1,175,000	5.750	5.750	5.749	100.000000
12/01/51	2,850,000	5.750	5.750	5.749	100.000000
12/01/52	4,260,000	5.750	5.750		100.000000
	21,890,000				21,890,000.00

Original Issue Discount	0.00
Premium	0.00
Original Issue Discount/\$1,000	0.00
Premium/\$1,000	0.00

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**Independence Metropolitan District
 Elbert County, Colorado
 Limited Tax General Obligation Bonds
 Series 2023**

Sources and Uses of Funds

Sources

Principal Amount of Bond Issue	21,890,000.00
	<u>21,890,000.00</u>

Uses

Project Fund		20,347,150.00
Debt Service Reserve Fund (1/2 of the Lesser Of)		1,094,500.00
Bond Discount	\$15.00 /\$1,000	328,350.00
Cost of Issuance		120,000.00
Contingency		0.00
		<u>21,890,000.00</u>

Cost of Issuance

Estimated Cost of Issuance	120,000.00
	<u>120,000.00</u>

10

Independence Metropolitan District
 Elbert County, Colorado
 Unified Tax General Obligation Bonds

EXCESS OF PROCEEDS EXPENSE RESERVE FUNDING

Comptroller Year	Tax Collection Year	50% 4.25% Interest Rate		60% 4.75% Interest Rate		70% 5.25% Interest Rate		80% 5.75% Interest Rate		90% 6.25% Interest Rate		Market Value	Annual Value @ 7.5%
		Units	Cost	Units	Cost	Units	Cost	Units	Cost	Units	Cost		
0	2017												
1	2018	35	\$462,585	14,692,240	17,145,025	353,916	432,649	882,227	0	270,026	0	31,077,882	3,815,988
2	2019	35	\$424,890	15,144,435	17,682,732	357,034	438,614	350,573	4,527,445	270,026	0	32,277,442	4,022,800
3	2020	35	\$429,211	15,655,598	18,220,071	361,236	445,074	354,236	5,074,778	270,026	0	33,582,228	4,138,284
4	2021	35	\$433,532	16,176,761	18,757,410	365,438	451,534	357,938	5,622,111	270,026	0	34,927,014	4,253,768
5	2022	35	\$437,853	16,707,924	19,294,749	369,640	458,094	361,640	6,169,444	270,026	0	36,311,800	4,369,252
6	2023	35	\$442,174	17,249,087	19,832,088	373,842	464,654	365,342	6,716,777	270,026	0	37,736,586	4,484,736
7	2024	35	\$446,495	17,790,250	20,369,427	378,044	471,214	369,044	7,264,110	270,026	0	39,211,372	4,600,220
8	2025	35	\$450,816	18,331,413	20,916,766	382,246	477,774	372,746	7,811,443	270,026	0	40,726,158	4,715,704
9	2026	35	\$455,137	18,872,576	21,464,105	386,448	484,334	376,448	8,358,776	270,026	0	42,280,944	4,831,188
10	2027	35	\$459,458	19,413,739	22,011,444	390,650	490,894	380,150	8,906,109	270,026	0	43,875,730	4,946,672
11	2028	35	\$463,779	19,954,902	22,558,783	394,852	497,454	383,852	9,453,442	270,026	0	45,510,516	5,062,156
		278		103,611,122	117,329,584	216	146,571,238	137	184,222,161	20	10,200,026	352,102,27	43,875,730

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George F. Barrett Company

Lots

Independence Metropolitan District
 Elbert County, Colorado
 Limited Tax General Obligation Bonds

Tracking of Lots							
Year for Collection	# of UnSold Lots	Improved Lots	Added Lot Value at \$60,000 / Lot	Added Assessed @ 29%	# of Lots Sold	Value of Lots Built on \$60,000 / Lot	AV Deducted 29%
2019	920	328	16,400,000	4,756,000			
2020	920	120	6,000,000	1,740,000			
2021	920	118	5,900,000	1,711,000	72	3,600,000	1,044,000
2022	848	118	5,900,000	1,711,000	109	5,460,000	1,580,500
2023	739	118	5,900,000	1,711,000	112	5,600,000	1,624,000
2024	627	118	5,900,000	1,711,000	120	6,000,000	1,740,000
2025	507		0	0	116	5,800,000	1,682,000
2026	391		0	0	120	6,000,000	1,740,000
2027	271		0		132	6,600,000	1,914,000
2028	139		0		80	4,000,000	1,160,000
2029	59		0		35	1,750,000	507,500
2030	24		0		24	1,200,000	348,000
		920	48,000,000	13,340,000	920	48,000,000	13,340,000

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Independence Metropolitan District
 Elbert County, Colorado
 Limited Tax General Obligation Bonds
 Series 2017

Schedule of Projected Assessed Valuation - Residential District

Year	Residential Assessed Value Added (Collection Yr.)	Improved Lots Assessed Value Added (Collection Yr.)	Residential Lots Assessed Value Deducted	Total Assessed Value Added (Collection Yr.)	Market Re-valuation Rate	Re-valuation Value	Total Assessed Valuation
0	2016						0
1	2016	0		0		0	0
2	2017	0		0		0	0
3	2016	0		0		0	0
4	2019	0	4,768,000	4,768,000		0	4,768,000
5	2020	0	1,740,000	1,740,000		0	6,498,000
6	2021	2,615,888	1,711,000	3,102,888		0	9,670,888
7	2022	4,412,600	1,711,000	4,642,500	2%	193,680	14,416,068
8	2023	4,776,384	1,711,000	4,662,384		0	19,277,452
9	2024	5,449,639	1,711,000	6,420,639	2%	385,649	25,043,641
10	2025	8,642,020	0	3,860,020		0	28,943,661
11	2026	6,861,142	0	4,211,142	2%	670,873	33,733,076
12	2027	7,608,182	0	6,804,182		0	39,827,808
13	2028	4,781,878	0	3,621,878	2%	792,668	44,042,242
14	2029	2,487,907	0	1,680,407		0	45,622,649
15	2030	1,663,219	0	1,216,219	2%	912,453	47,760,321
16	2031	0		0		0	47,760,321
17	2032	0		0	2%	955,006	48,705,327
18	2033	0		0		0	48,705,327
19	2034	0		0	2%	974,107	49,679,434
20	2035	0		0		0	49,679,434
21	2036	0		0	2%	993,589	50,673,023
22	2037	0		0		0	50,673,023
23	2038	0		0	2%	1,013,480	51,686,483
24	2039	0		0		0	51,686,483
25	2040	0		0	2%	1,033,730	52,720,213
26	2041	0		0		0	52,720,213
27	2042	0		0	2%	1,054,404	53,774,617
28	2043	0		0		0	53,774,617
29	2044	0		0	2%	1,075,492	54,850,109
30	2045	0		0		0	54,850,109
31	2046	0		0	2%	1,097,002	55,947,111
32	2047	0		0		0	55,947,111
33	2048	0		0	2%	1,118,942	57,066,054
34	2049	0		0		0	57,066,054
35	2050	0		0	2%	1,141,321	58,207,375
36	2051	0		0		0	58,207,375
37	2052	0		0	2%	1,164,147	59,371,522
38	2053	0		0		0	59,371,522
39	2054	0		0	2%	1,187,430	60,558,953
40	2055	0		0		0	60,558,953
41	2056	0		0	2%	1,211,178	61,770,132
42	2057	0		0		0	61,770,132
43	2058	0		0	2%	1,235,403	63,005,534
44	2059	0		0		0	63,005,534
45	2060	0		0	2%	1,260,111	64,265,645
46	2061	0		0		0	64,265,645
47	2062	0		0		0	64,265,645
48	2063	0		0		0	64,265,645
49	2064	0		0		0	64,265,645
50	2065	0		0		0	64,265,645
		44,887,310	13,340,000	(13,340,000)	44,887,310		

EXHIBIT G

Resolution of Approval from Board of County Commissioners

WHEREAS, the Commissioners have conducted a public hearing on the Service Plan for the proposed District on September 5, 2017 through September 7, 2017 (the "Hearing").

NOW THEREFORE, BE IT RESOLVED BY THE BOARD OF COUNTY COMMISSIONERS OF ELBERT COUNTY, COLORADO:

Section 1. That notice of the Hearing was properly given pursuant to § 32-1-204, C.R.S., and in conformance with the County's adopted service plan regulations (the "Regulations"), and the Commissioners have jurisdiction to hear this matter.

Section 2. The Commissioners make the following findings pursuant to C.R.S. §§ 32-1-201, *et seq.*, as amended:

- a. There is sufficient existing and projected need for organized service in the area to be serviced by the proposed special district.
- b. The existing service in the area to be served by the proposed special district is inadequate for present and projected needs.
- c. The proposed special district is capable of providing economical and sufficient service to the area within its proposed boundaries.
- d. The area to be included in the proposed special district has, or will have, the financial ability to discharge the proposed indebtedness on a reasonable basis.
- e. Adequate service is not, or 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 special district are compatible with the facility and service standards of each county within which the proposed special district is to be located and each municipality which is an interested party under § 32-1-204(1), C.R.S.
- g. The proposal is in substantial compliance with a master plan adopted pursuant to § 30-28-106, C.R.S.
- h. The proposal is in compliance with any duly adopted county, regional, or state long-range water quality management plan for the area.
- i. The creation of the District will be in the best interests of the area proposed to be served.

Section 3. The Commissioners make the following findings pursuant to the County's Regulations:

a. Pre-application meetings for the Service Plan were held in accordance with the Regulations on September 20, 2016 and May 3, 2017, respectively.

b. The Service Plan was formally submitted to the County on or about May 4, 2017, and the submission was deemed complete on and after May 11, 2017 in accordance with the Regulations.

c. The Commissioners hereby deem the submission and review of the Service Plan to be in substantial compliance with the Regulations, and hereby expressly waive any deviations therefrom.

Section 4. Pursuant to C.R.S. § 32-1-107(3)(b)(II), the Board hereby approves the inclusion of overlapping services and facilities between the District and the Park District as part of the Service Plan for the District.

Section 5. Upon approval, this Resolution shall be attached to and incorporated within the Service Plan for the District as Exhibit G. The Service Plan for the Independence Metropolitan District No. 3 is hereby approved with the following conditions:

1. The District shall submit an annual report to the Elbert County Board of County Commissioners.

2. Infrastructure and facilities developed by the Independence Districts shall conform to the Elbert County Construction Standards & Specifications.

3. The District shall not export water outside of Elbert County, with the exception for provisions of any emergency services.

This Special District was reviewed and approved by the Elbert County Board of County Commissioners on the 5th, 6th and 7th days of September, year 2017, A.D.

Upon a motion duly made and seconded, the foregoing resolution was adopted by the following vote:


_____ Aye
DANNY WILLCOX, CHAIR


_____ Aye
CHRISTOPHER RICHARDSON, VICE CHAIR


_____ Aye
GRANT THAYER, COMMISSIONER

**ATTEST: DIANNA HIATT
DEPUTY COUNTY CLERK**

**BY: 
Deputy Clerk to the Board**