

SERVICE PLAN

FOR

BNC METROPOLITAN DISTRICT NO. 3
(COMMERCE CITY, COLORADO)

APPROVED: SEPTEMBER 15, 2003

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**BNC METROPOLITAN DISTRICT NO. 3
SERVICE PLAN**

I. INTRODUCTION

A. General Information.

In August of 2000, the City Council for the City of Commerce City (the "City" or "Commerce City") approved the Service Plan ("Original Service Plan") for BNC Metropolitan District, which district was organized pursuant to an Order and Decree of the District Court for Adams County ("District Court"), dated November 30, 2000. At the time of filing this Service Plan, BNC Metropolitan District is in the process of changing its name to BNC Metropolitan District No. 1 ("BNC No. 1") pursuant to District Court Order. Since BNC No. 1's organization, there has been no active development within the boundaries of BNC No. 1 set forth in the Original Service Plan, which boundaries comprised the entire 427-acre BNC development ("Original District Boundaries"). The area to be served by the Districts (defined below) constitutes the Original District Boundaries minus certain commercial parcels and shall be referred to herein as the "BNC Service Area." In order to prepare for development anticipated to commence within the BNC Service Area in the near future, it has been determined that a multiple-district structure will best serve the needs of the BNC Service Area and, therefore, it is appropriate that additional districts be organized to serve the BNC Service Area.

Pursuant to the requirements of the Special District Control Act, Section 32-1-101, C.R.S., this Service Plan consists of a financial and jurisdictional analysis demonstrating how the proposed facilities and services of the proposed BNC Metropolitan District No. 3 ("BNC No. 3" or the "District") will be constructed and financed. This Service Plan also describes the relationship among BNC No. 1, BNC No. 3 and an additional metropolitan district being organized to serve the BNC Service Area, to be named BNC Metropolitan District No. 2 ("BNC No. 2"). BNC No. 1, BNC No. 2 and BNC No. 3 shall be referred to collectively as the "Districts."

It is proposed that the BNC Service Area be served by the Districts. At the time of filing of this Service Plan, BNC No. 1 is in the process of effectuating an exclusion from the BNC Service Area of the property that is proposed to comprise the boundaries of BNC No. 2 and BNC No. 3 to eliminate any overlaps in the boundaries of the Districts. The initial boundaries of the District consist of approximately 103 acres of land located north of East 100th Avenue and west of Colorado Highway No. 2. The main purpose of the District is to finance the construction and maintenance of public improvements, including any that will be dedicated to the City, for the use and benefit of its inhabitants and taxpayers.

The District shall have all the powers of a metropolitan district, except that the District shall not provide fire protection services. Further, after installation of the water and sanitary sewer improvements to serve the proposed development, the District intends to dedicate such

improvements to the South Adams County Water and Sanitation District (“SACWSD”). The South Adams County Fire Protection District will provide fire protection. The City will provide law enforcement. The development is within the Brighton School District 27J.

The land within the BNC Service Area will be developed into a mixed-use planned community with single and multi-family residences, open space, and public uses. Other compatible uses as allowed by the zoning may also be incorporated.

B. Need for the District.

The BNC Service Area is entirely within the boundaries of the County of Adams (the “County”), the boundaries of the City, the boundaries of SACWSD and the boundaries of the South Adams County Fire Protection District. The BNC Service Area is now vacant and is not presently served with the facilities and services to be provided by the District. The County, the City or any other special districts do not consider it feasible or practical to provide the BNC Service Area with certain park and recreation, water, sanitary sewer, storm drainage, and street and safety protection facilities services and services described in this Service Plan. Therefore, it is necessary that the proposed District be organized to provide the inhabitants of the BNC Service Area with those park and recreation, water, sanitary sewer, storm drainage and street and safety protection facilities and services, which the County, the City or any other special districts have determined they cannot feasibly or practically provide within the BNC Service Area.

C. Proposed Structure.

Services will be provided to the BNC Service Area by the Districts. The organization of the Districts will be in the best interests of the BNC Service Area. Multiple districts will assure that: 1) the necessary services and improvements can be financed in the most favorable and efficient manner; 2) all the services and improvements needed to serve the BNC Service Area will be available when needed through managed development; and 3) a reasonable mill levy and reasonable tax burden on all property within the Districts will be maintained through managed financing and coordinated completion of the improvements. It is anticipated that the Districts, collectively, will undertake the financing and construction of the improvements contemplated herein. Specifically, the Districts shall enter into an Intergovernmental Cost Sharing and Recovery Agreement (the “District IGA”), which shall govern the relationships between and among the Districts with respect to the financing and construction of the improvements contemplated herein. The District IGA will establish a mechanism whereby any one or more of the Districts may separately or cooperatively fund, construct and install the improvements and to the extent such improvements are funded, constructed and installed by less than all of the benefitted Districts, the non-participating District shall be required to reimburse the participating District(s) for its share of the costs of such improvements.

D. Proposed Land Use/Population Projections.

The proposed Financing Plan assumes residential development comprising approximately 1,934 Single Family Homes and 342 Multi Family units. Based upon an estimated 2.5 persons per dwelling unit, this would result in an estimated residential population of 5,690 persons. In order to facilitate the development of the BNC Service Area as planned, organized provision of facilities and services proposed to be provided by the District will be necessary.

II. DESCRIPTION OF PROPOSED IMPROVEMENTS AND SERVICES.

Upon formation, BNC No. 3 proposes to provide the following improvements:

A. Street Improvements.

The proposed District intends to provide for the design, acquisition, construction, relocation, completion, installation and/or operation and maintenance of street improvements, both on-site and off-site, including curbs, gutters, culverts and other drainage facilities, sidewalks, bridges, overpasses, bike paths and pedestrian ways, interchanges, median islands, paving, lighting, grading, irrigation, landscape, streetscape and entryways, parking lots and structures, and a system of traffic and safety controls and devices on streets and highways and at railroad crossings, including signalization, together with all necessary, incidental, and appurtenant facilities, right-of-ways, land and easements, together with extensions of and improvements to said facilities within and without the boundaries of the District.

The District shall dedicate the hardscape, including the parkway median, to the City for maintenance.

The streetscape improvements, including the landscape materials within the parkway median, described herein are intended to be maintained by the District, or an owners' association which may be formed for the benefit of the residents of the District ("Owners' Association") or the City.

B. Park and Recreation Improvements.

The design, acquisition, construction, relocation, completion, installation, and/or operation and maintenance of parks and recreation facilities including, but not limited to parks, bike paths and pedestrian ways, fencing, community recreational centers, tot lots, open space, landscaping, community parks, neighborhood parks, water bodies, irrigation facilities, cultural activities and both active and passive recreation facilities and programs, 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 District. The responsibility for the maintenance of park and recreation facilities described in this Service Plan will be assumed by the District, the Owners' Association or the City.

C. Water Improvements.

The design, acquisition, construction, relocation, completion, and installation of a complete potable and non-potable local water supply, storage, treatment, transmission and distribution system, which may include, but shall not be limited to, transmission lines, distribution mains and laterals, irrigation facilities, wells, treatment, storage facilities, land and easements, and all necessary incidental appurtenant facilities, together with extensions of and improvements to said system within and without the boundaries of the District.

The District's water system will be constructed and maintained in accordance with the standards of the Colorado Department of Health, the City, SACWSD and other jurisdictions as appropriate. It is the intent of the District to dedicate the potable and non-potable water facilities to SACWSD for permanent maintenance responsibility after District construction and inspection and acceptance by SACWSD. The District will have no operations and maintenance responsibility for the potable and non-potable water facilities after construction and final acceptance by SACWSD.

D. Sanitary and Storm Drainage Improvements.

The acquisition, construction, relocation, completion, and installation of a complete local sanitary sewage collection and transmission system which may include, but shall not be limited to collection mains and laterals, transmission lines, lift stations, and/or storm sewer, flood and surface drainage facilities and systems, including detention/retention ponds and associated irrigation facilities, improvements to comply with FEMA requirements and all necessary incidental appurtenant facilities, together with extensions of and improvements to said system within and without the boundaries of the District.

The District's sanitary sewer system will be constructed and maintained in accordance with the standards of the Colorado Department of Health, the City, SACWSD and other jurisdictions as appropriate. The storm drainage system will be constructed and maintained in accordance with the standards of the City, and other jurisdictions as appropriate. It is the intent of the District to dedicate these sanitary sewage improvements to SACWSD for permanent maintenance responsibility after District construction, upon inspection and acceptance by SACWSD. It is anticipated that the storm drainage improvements will be dedicated to the City upon inspection and acceptance. The District will be empowered to provide operations and maintenance for the sanitary sewer system and storm drainage system facilities not accepted by other entities.

Fees and charges for connection and use of water and sewer facilities will be paid as required by the Rules and Regulations of SACWSD.

E. Television Relay and Translation Equipment.

The design, acquisition, construction, installation, operations and maintenance of television relay and translation system improvements, including equipment, facilities and structures,

together with all necessary incidental and appurtenant facilities, land and easements, and all necessary extensions of and improvements to said facilities or systems within and without the boundaries of the District.

Such television relay and translation system improvements may be maintained by the District, the Owners' Association or another appropriate entity.

F. Mosquito Control.

The design, acquisition, installation, construction, operation and maintenance of a system for the control and elimination of mosquitoes, including all necessary extensions of and improvements to such facilities or systems within and without the boundaries of the District. Such mosquito control facilities or systems may be maintained by the District, the Owners' Association or another appropriate entity.

G. Statement of Compatibility.

The District will ensure that the proposed improvements are designed and constructed in accordance with the standards and specifications of the City, SACWSD and other governmental entities having jurisdiction. The District will obtain approval of civil engineering plans and a permit for construction and installation of improvements from the City.

III. PURPOSE

It is anticipated that the District, as a Title 32 District, will provide certain essential public-purpose facilities for the use and benefit of all its anticipated residents and taxpayers of real property located within the boundaries of the District as currently planned, and as they may change through the inclusion of additional property, which inclusion(s) will not require prior consent of BNC No. 1 or BNC No. 2. The District is planning to finance the construction and maintenance of improvements which will be entirely within the incorporated areas of the City.

Use of the District will ensure that a publicly-elected Board will ultimately control the pace, timing, design and cost of the necessary public facilities during the course of construction of the entire community and such public facilities will not become a burden on the City. As presently planned, the development within the BNC Service Area is proposed to proceed in several phases, each of which will require certain extensions and improvements of available public facilities. Use of the District will enable the community to maintain development through the duration of the construction phase and will provide for a well-planned, well-financed and well-coordinated extension of public improvements. In this manner, long-term or phased facilities that the City expects to be put in place for the community, as approved by the City, can be assured to the extent possible.

IV. BOUNDARIES

The initial boundaries of the District are as legally described on **Exhibit A** and consist of approximately 103 acres. It is located north of East 100th Avenue and east of Colorado Highway No. 2. A map depicting the boundaries of the proposed District is attached as **Exhibit B-1**, and a vicinity map is attached as **Exhibit B-2**.

It is anticipated that the District's boundaries will change from time to time as it undergoes inclusions and exclusions pursuant to Parts 4 and 5 of Article 1, Title 32, C.R.S.

V. DESCRIPTION OF PROPOSED FACILITIES AND ESTIMATED COSTS

A. Type of Improvements and Preliminary Engineering Estimates.

A general description and preliminary engineering sketch of the facilities to be constructed and/or acquired by the Districts are shown on **Exhibits C-1 through C-5** attached hereto. The estimated cost for these improvements is \$26,000,000 as is set forth in **Exhibit C-6**.

B. Regional Improvements.

In addition to entering into the District IGA, the District may participate in the funding of other public regional infrastructure improvements to be preceded in each case by the approval of an intergovernmental agreement between the District and other such participants who may be involved.

C. District Operating Costs.

The District will require operating funds for administration of the District and to plan and cause the public improvements to be constructed and maintained, in addition to the capital costs of the improvements. Initial District organizational expenses for legal, engineering, administrative and debt issuance costs and amounts expended on design and construction of the improvements will be eligible for reimbursement from the bond proceeds. The first year's operating budget is estimated to be \$50,500.

The Mill Levy Cap, defined herein, for repayment of the bonds does not apply to the District's ability to increase its mill levy as necessary for provision of operation and maintenance services to its taxpayers and service users. However, there are statutory and constitutional limits on the District's ability to increase its mill levy for provision of operation and maintenance services without an election.

VI. FINANCIAL PLAN

A. General Discussion.

The Financial Plan attached hereto as **Exhibit D** illustrates how the proposed facilities and/or services may be financed, including the estimated costs of engineering services, legal services, administrative services, proposed indebtedness and estimated interest rates and discounts, and other major expenses related to the organization and operation of the proposed District. The Financial Plan is a combined plan for all three Districts which demonstrates the issuance of the debt and the anticipated repayment based on the projected development in BNC No. 1, BNC No. 2, and BNC No. 3, or what is referred to herein as the BNC Service Area. The District IGA will govern the relationship between and among the Districts with respect to the financing and construction of the improvements (i.e., cost sharing obligations between the Districts). The Financial Plan demonstrates that the proposed District, through the District IGA, has the ability to finance the facilities identified herein, and will be capable of discharging the proposed indebtedness on a reasonable basis. The Financial Plan sets forth a reasonable estimate of growth within the BNC Service Area and allows the Board of Directors a measure of flexibility such that the proposed District need not incur debt in excess of what it needs to meet the actual population's demands for facilities and services.

B. Proposed Indebtedness.

The provision of facilities by the proposed District will be primarily financed by the issuance of general obligation bonds, secured by the *ad valorem* taxing authority of the proposed District with limitations as discussed below. In addition, it is anticipated that a development fee of \$2,000 per single-family unit and \$1,200 per multi-family unit will be imposed ("Development Fee"). The District may increase or decrease the amount of the Development Fee at the discretion of the District Board. The Financial Plan demonstrates the issuance of the debt and the anticipated repayment based on the projected development within the BNC Service Area. It is anticipated that construction costs for necessary improvements will be advanced by the developer prior to the District's issuance of bonds or when bond proceeds are not otherwise available, subject to subsequent acquisition by the District of the completed improvements and reimbursement to the landowner(s) of such advanced construction costs. Any obligations issued or otherwise contracted for to reimburse the landowner(s) for advanced construction costs shall be included within the debt limits described below.

The proposed maximum voted interest rate on debt is fifteen percent (15.0%) and the maximum term, rates and discounts will be determined at the time the bonds are sold by the proposed District and will reflect market conditions at the time of sale. The proposed District may also issue notes, certificates, debentures, or other evidences of indebtedness, which issuances shall be subject to the limitations set forth in this Service Plan.

It is proposed that a total maximum amount of Sixty Million Dollars (\$60,000,000) of bonds that are secured by *ad valorem* property taxes (including general obligation and any bonds

issued, the repayment of which is from the pledge of revenue from a capped debt service mill levy) for various purposes be submitted to the electors of the proposed District for their approval at an election. The amount to be voted exceeds the amount of bonds anticipated to be sold, as shown in the Financial Plan, to allow for unforeseen contingencies and increases in construction costs due to inflation, and to cover all issuance costs, including capitalized interest, reserve funds, discounts, legal fees and other incidental costs of issuance. Such limitation shall not be applicable to refundings of the bonds authorized to be issued hereunder. Based upon construction cost estimates and financing cost estimates as computed during the preparation of this Service Plan, it is anticipated that a total of Thirty Million Thirty Thousand One Hundred and Four Dollars (\$30,030,104) of bonds will be issued in three (3) series in 2003, 2006 and 2010, as set forth in the Financing Plan.

C. Mill Levy Cap.

The proposed District will have a mill levy assessed on all taxable property in the proposed District as a primary source of revenue for repayment of debt service and for operations and maintenance. Although the mill levy may vary depending upon the elected Board's decision to fund the projects contemplated in this Service Plan, it is estimated that a total mill levy of forty (40) mills will produce revenue sufficient to support the operations and maintenance and debt retirement throughout the bond repayment period. In addition, the proposed District may capitalize interest to permit payment of interest during the time lapse between development of taxable properties and the collection of tax levies therefrom. Interest income through the reinvestment of construction funds, capitalized interest and annual tax receipts will provide additional funds. These revenue sources should be sufficient to retire the proposed indebtedness if growth occurs as projected; otherwise, increases in the debt service mill levy and/or the imposition of rates, tolls, fees and charges may be necessary; but in no event shall the debt service mill levy exceed the Mill Levy Cap, as defined below.

The "Mill Levy Cap" shall be the maximum mill levy the District is permitted to promise to impose for payment of general obligation debt, and shall be determined as follows:

1. For debt which exceeds 50% of the District's assessed valuation, the Mill Levy Cap shall be fifty (50) mills, subject to adjustment for changes occurring after August 21, 2000, in the method of calculating assessed valuation, or in the event of any legislation or constitutionally mandated tax credit, cut or abatement; the mill levy limitation applicable to such debt may be increased or decreased to reflect such changes, such increases or decreases to be determined by the Board in good faith (such determination to be binding and final) so that to the extent possible, the actual tax revenues generated by the mill levy, as adjusted, for changes occurring after August 21, 2000, are neither diminished nor enhanced as a result of such changes. For purposes of the foregoing, a change in the ratio of actual valuation shall be deemed to be a change in the method of calculating assessed valuation.

2. For debt which is equal to or less than 50% of the District's assessed valuation, either on the date of issuance or at any time thereafter, the Mill Levy Cap shall be such amount as may be necessary to pay the debt service on such debt, without limitation of rate.

D. Cost Summary and Bond Development.

The Financial Plan reflects the total amount of bonds to be sold to finance the completion, construction, acquisition and/or installation of the proposed facilities, including all costs and expenses related to the anticipated bond issuances. The amount of bonds sold will be based upon the final engineering estimates and/or actual construction contracts. Organizational costs, including legal fees, and capitalized engineering costs, are to be paid from the proceeds of each bond issue. The interest rates as set forth in the Financial Plan are based upon the advice of Kirkpatrick Pettis, financial advisor for the proposed District.

The Financial Plan projects the anticipated flow of funds and is based upon estimates of construction and project needs for bond proceeds to finance the improvements contemplated herein. The District's engineer has evaluated the timing and cost estimate of the improvements which are necessary to support the proposed absorptions of development as projected in the Financial Plan and has concurred with the assumptions.

E. Economic Viability.

The Financial Plan illustrates the estimated income and expenses for the District over a thirty-seven (37) year period presuming issuance of three series of bonds maturing within a thirty (30) year period. The analysis reflects a total build-out period of eight (8) years, starting in 2004, and a mill levy of 40 mills. It is also assumed that the assessed valuation will be realized one year after construction and that tax collections will be realized two years after initial construction. The Financial Plan contained in this Service Plan demonstrates the economic viability of BNC No. 3. Refunding bonds may be issued as determined by the Board of Directors.

In addition to property taxes, the District may also rely upon various other revenue sources authorized by law and this Service Plan to offset the expenses of capital construction and District management, operations and maintenance. These will include revenues from other governmental entities and landowners as well as the power to assess fees, rates, tolls, penalties, or charges as provided in Title 32, as amended.

The District's Board of Directors may also set up enterprises to manage, fund and operate such facilities, services and programs as may qualify for enterprise status using the procedures and criteria provided by Article X, Section 20, Colorado State Constitution. To the extent provided by law, any enterprise created by the District will remain under the control of the Board of Directors of the District. The District may also issue financial obligations of the District that are secured by revenues received from private landowners or other non-tax sources. The District will not have the authority to levy, charge or collect a sales or use tax.

In addition, the District will have the authority to issue revenue bonds and other obligations in accordance with state law.

F. Existing Conditions.

The current assessed value of the BNC Service Area has been assumed to be -0- in the Financing Plan. The current residential population of the BNC Service Area is zero (0); the projected resident population of the BNC Service Area at build-out is 5,690. The total overlapping mill levy imposed on the Original District Boundaries for tax collection year 2003 is 157.297, which total includes the mill levy imposed by BNC No. 1.

VII. ANNUAL REPORT

The District shall submit an annual report to the City within 120 days after the conclusion of the District's fiscal year on December 31 of each year, beginning on December 31, 2004, unless waived by the City. The report shall include the following information:

- A. Boundary changes made or proposed;
- B. Intergovernmental Agreements entered into or proposed;
- C. Changes or proposed changes in the District's policies;
- D. Changes or proposed changes in the District operations;
- E. Any changes in the financial status of the District, including revenue projections or operating costs;
- F. A summary of any litigation involving the District;
- G. Proposed plans for the year immediately following the year summarized in the annual report;
- H. Status of construction of public improvements; and
- I. The current assessed valuation in the District.

VIII. DISSOLUTION

The District shall file a petition in the District Court for dissolution when there are no financial obligations or outstanding bonds, or any such financial obligations or outstanding 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 City Council that the purposes for which the District was created have been achieved. 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 will work closely and cooperate with Commerce City to serve and promote the health, safety, prosperity, security and general welfare of its inhabitants.

IX. DEBT CONSOLIDATION

The District shall not file a request with the Adams County District Court to consolidate with another District without prior written notice to the City.

X. RESOLUTION OF APPROVAL

The City's Resolution of approval of this Service Plan shall be incorporated into the petition submitting the Service Plan to the appropriate District Court.

XI. NOTICE OF ORGANIZATION

The current organizers of the District will take steps to insure that the landowner or developer of the property located within the District provide written notice at the time of closing to purchasers of land regarding the existence of taxes, charges or assessments which may be imposed in connection with the District. The District will also record the Order of the District Court creating the District in the real property records of the Clerk and Recorder of Adams County, Colorado, so that all future property owners within the District will have notice regarding the existence of the District.

XII. CONSERVATION TRUST FUND

The District shall claim no entitlement to funds from the Conservation Trust Fund which is derived from lottery proceeds without prior written consent of the City.

XIII. LANDOWNERS PUBLIC IMPROVEMENTS

The creation of the District shall not relieve the Landowners, their successors or assigns of the obligation to construct public improvements required by any annexation or other subdivision improvement agreement.

XIV. MODIFICATION OF SERVICE PLAN

The District will obtain the approval of Commerce City 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 debt limit. This is not an exclusive list of all actions that may be identified as a material modification. City 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.

XV. INITIAL BOARD OF DIRECTORS

The initial Board of Directors will be chosen by the landowners.

XVI. STATUTORY REQUIREMENTS

It is submitted that this Service Plan for BNC No. 3 meets the requirements of the Special District Control Act, meets applicable requirements of the Colorado Constitution and those of the City. It is further submitted that:

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

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

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

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

A

EXHIBIT A

Legal Description of the Proposed District

**LEGAL DESCRIPTION
DISTRICT NO. 3**

A PARCEL OF LAND LOCATED IN THE SOUTHWEST QUARTER OF SECTION 13 AND THE NORTHEAST QUARTER OF SECTION 14, TOWNSHIP 2 SOUTH, RANGE 67 WEST OF THE 6TH PRINCIPAL MERIDIAN, COUNTY OF ADAMS, STATE OF COLORADO, BEING MORE PARTICULARLY DESCRIBED AS FOLLOWS:

BEGINNING AT THE WEST QUARTER CORNER OF SAID SECTION 13, WHENCE THE NORTHWEST CORNER OF SAID SECTION 13 BEARS NORTH 00°00'36" WEST A DISTANCE OF 2635.61 FEET, SAID LINE FORMING THE BASIS OF BEARINGS FOR THIS DESCRIPTION;

THENCE NORTH 89°40'17" WEST A DISTANCE OF 30.00 FEET;
THENCE NORTH 00°00'36" WEST A DISTANCE OF 520.00 FEET;
THENCE NORTH 89°40'17" WEST A DISTANCE OF 960.00 FEET;
THENCE NORTH 00°00'36" WEST A DISTANCE OF 910.00 FEET;
THENCE NORTH 89°40'17" WEST A DISTANCE OF 416.75 FEET;
THENCE NORTH 42°04'25" EAST A DISTANCE OF 745.39 FEET;
THENCE ALONG A CURVE TO THE RIGHT 245.64 FEET THROUGH A CENTRAL ANGLE OF 05°00'00" HAVING A RADIUS OF 2814.79 FEET AND A CHORD BEARING NORTH 44°34'25" EAST A DISTANCE OF 245.56 FEET;
THENCE NORTH 47°04'25" EAST A DISTANCE OF 89.52 FEET;
THENCE SOUTH 00°00'36" EAST A DISTANCE OF 190.01 FEET;
THENCE SOUTH 89°33'51" EAST A DISTANCE OF 699.25 FEET;
THENCE SOUTH 00°00'36" EAST A DISTANCE OF 55.23 FEET;
THENCE SOUTH 89°58'34" EAST A DISTANCE OF 859.79 FEET;
THENCE NORTH 00°17'41" EAST A DISTANCE OF 629.32 FEET;
THENCE NORTH 89°59'50" EAST A DISTANCE OF 428.44 FEET;
THENCE SOUTH 00°08'33" WEST A DISTANCE OF 2608.06 FEET;
THENCE NORTH 89°53'47" WEST A DISTANCE OF 1314.64 FEET TO THE POINT OF BEGINNING.

CONTAINING 103.19 ACRES MORE OR LESS.



B

EXHIBIT B-1

District Map

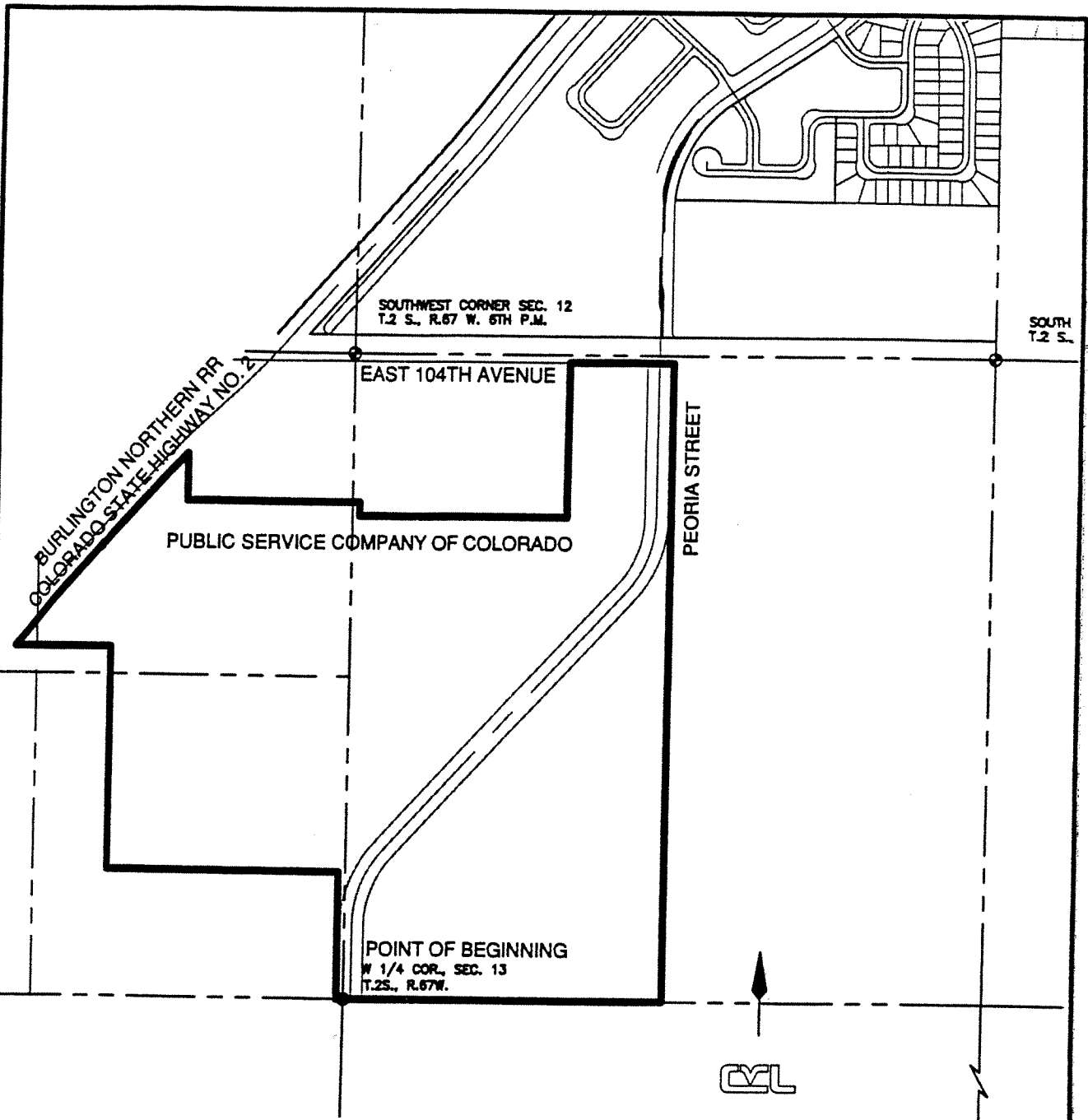


EXHIBIT
DISTRICT 3



APRIL 28, 2003

SCALE: 1" = 600'

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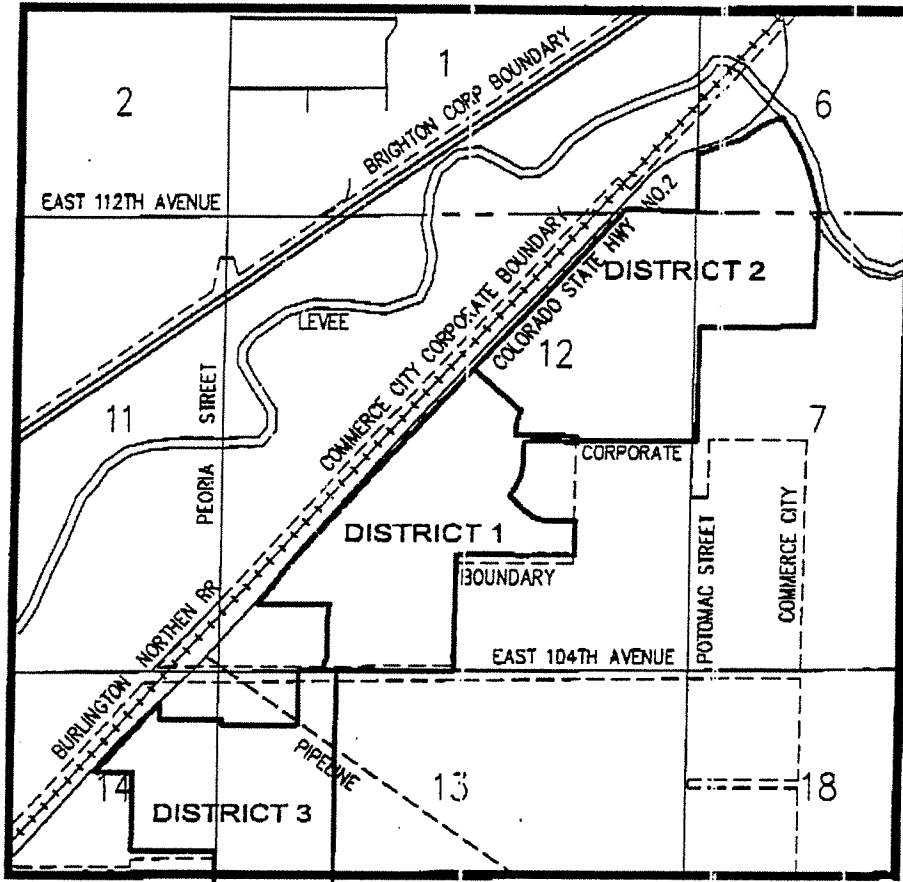


CONSULTANTS, INC. OF COLORADO
 CIVIL ENGINEERING · LAND SURVEYING · LAND PLANNING

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EXHIBIT B-2

Vicinity Map



SCALE: 1" = 2000'

CCL
 CONSULTANTS INC. OF COLORADO
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 Fax: (720) 482-9546

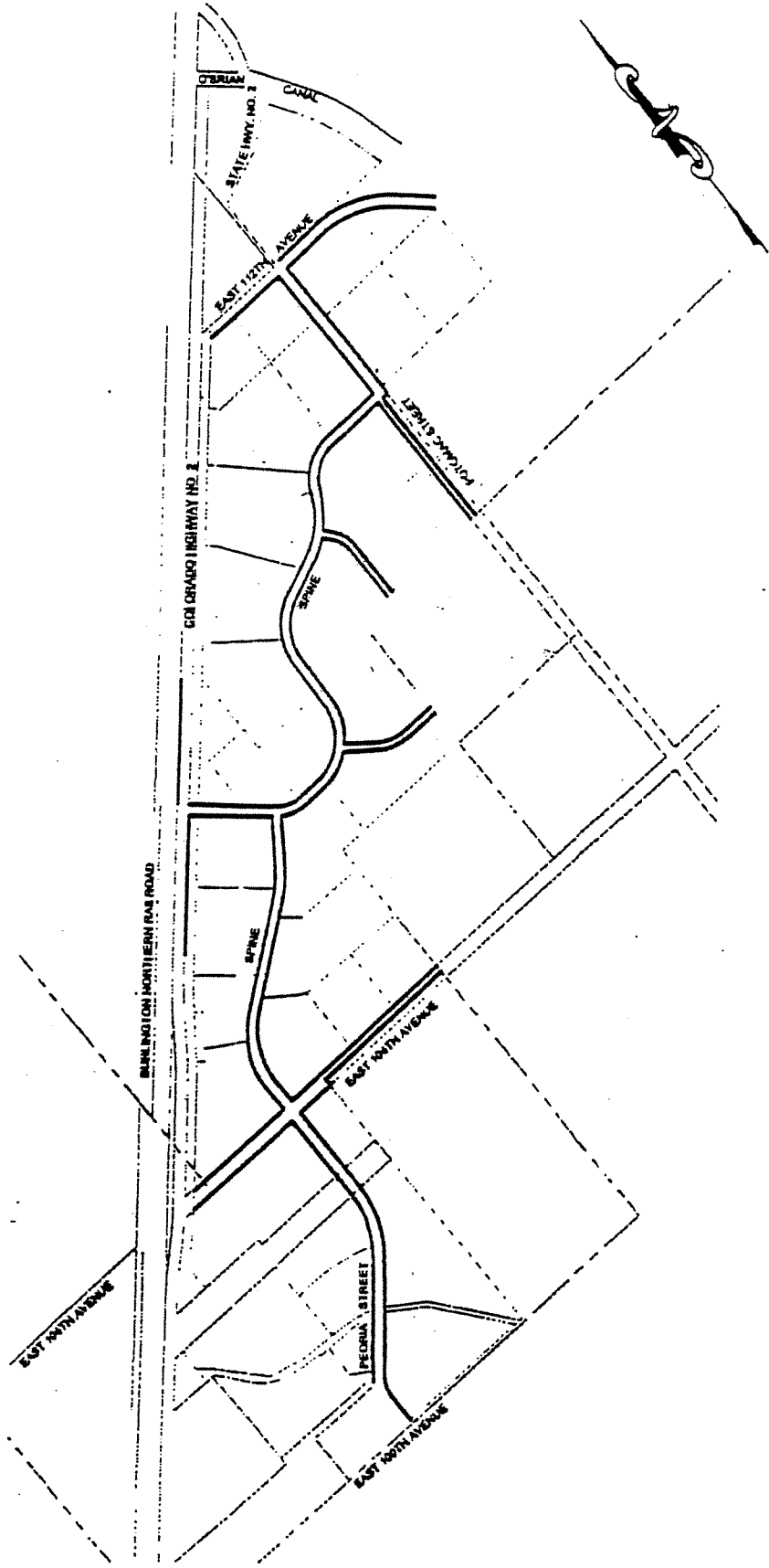
C

1

EXHIBIT C-1

Street and Safety Systems

ROAD IMPROVEMENTS



7901 B. Bellevue Avenue
Suite 130
Englewood, CO 80111
Tel: (720) 482-9526
Fax: (720) 482-9596

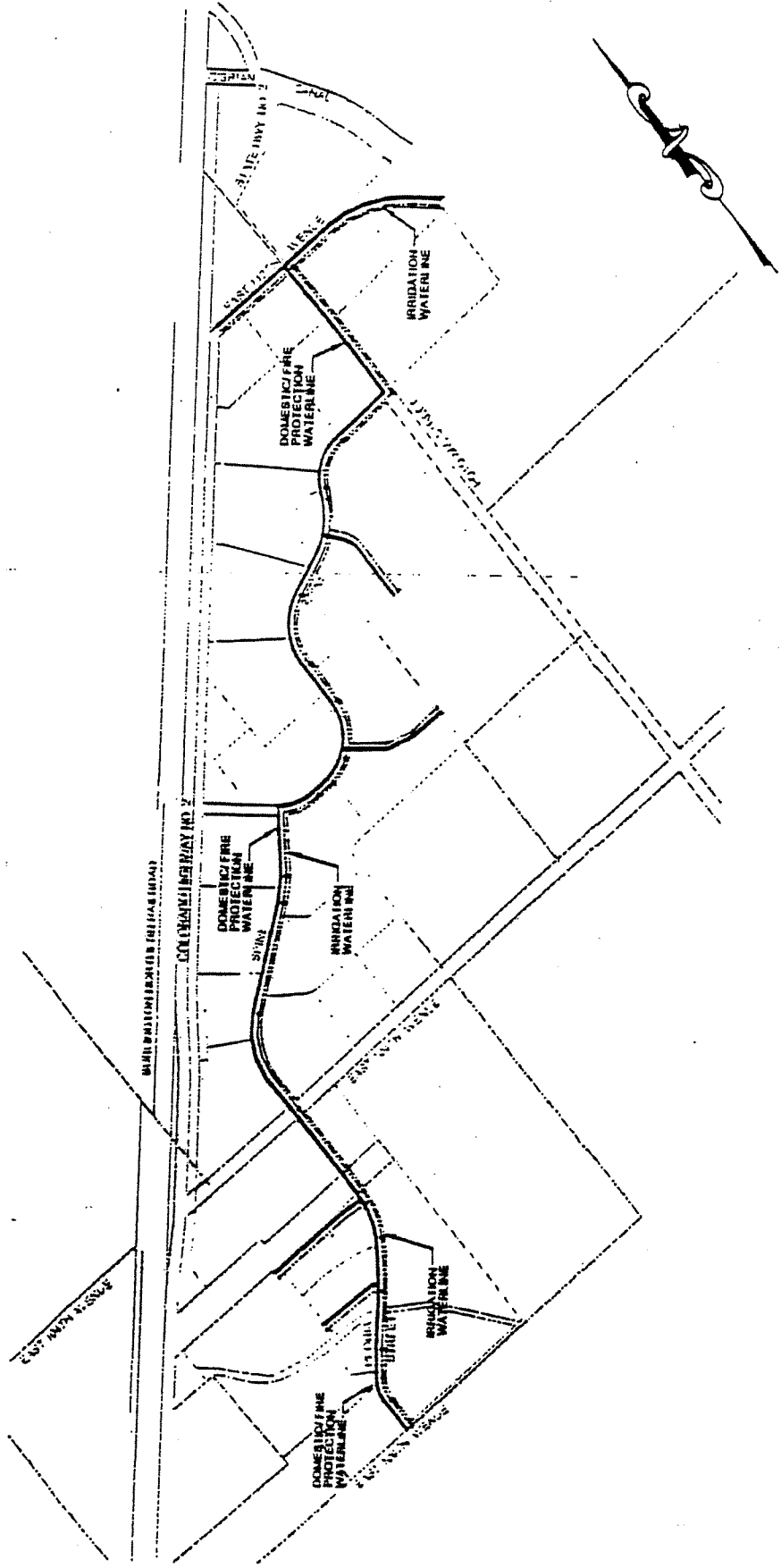


2

EXHIBIT C-2

Water Distribution System

WATER DISTRIBUTION SYSTEM



7901 W. Bellevue Avenue
 Suite 150
 Englewood, CO 80111
 Tel: (720) 482 9326
 Fax: (720) 482 9316

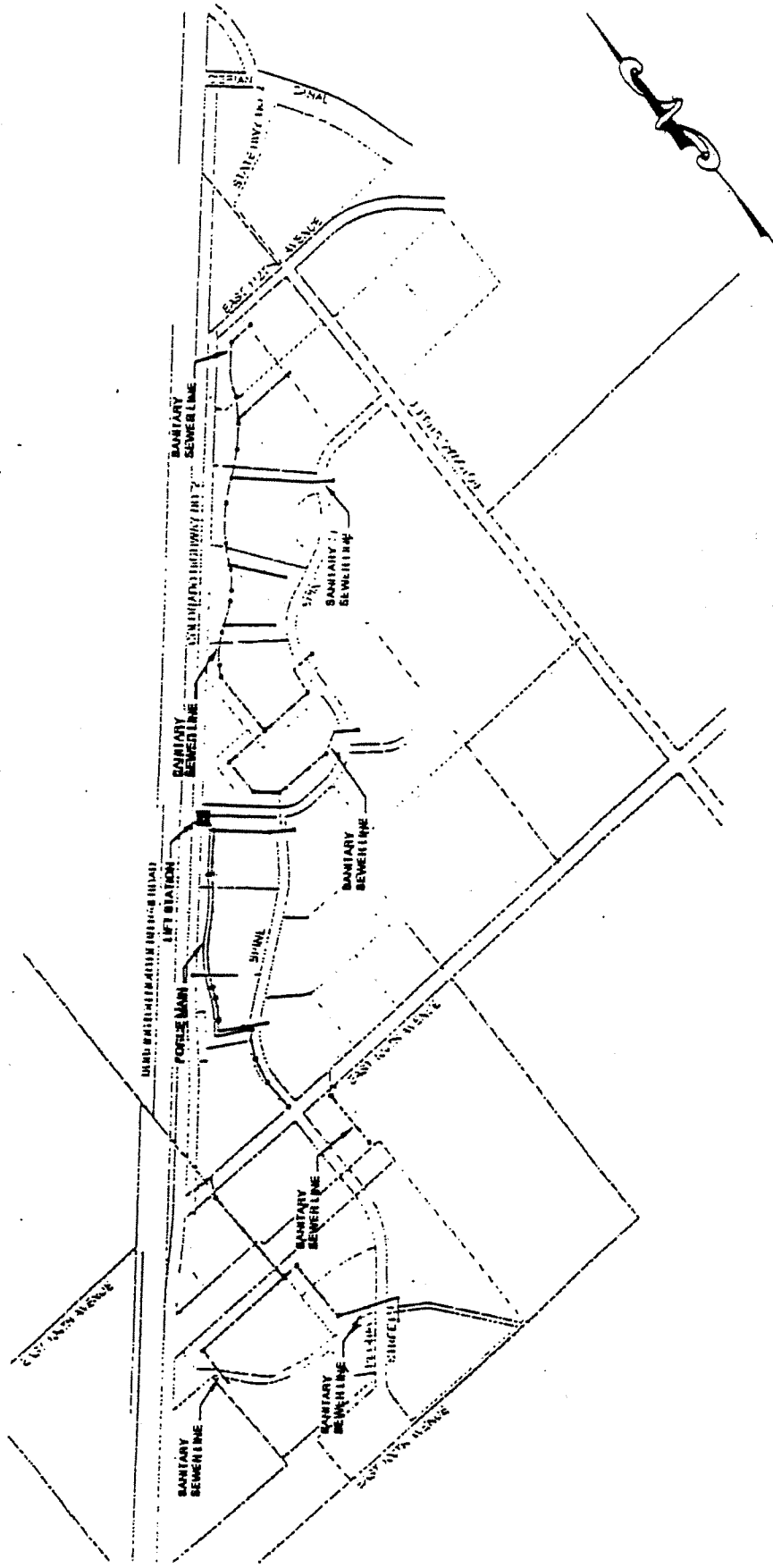


3

EXHIBIT C-3

Sanitary Sewer System

SANITARY SEWER SYSTEM



7901 B. Bellevue Avenue
Suite 150
Boulderwood, CO 80111
Tel: (720) 482-9326
Fax: (720) 482-9346

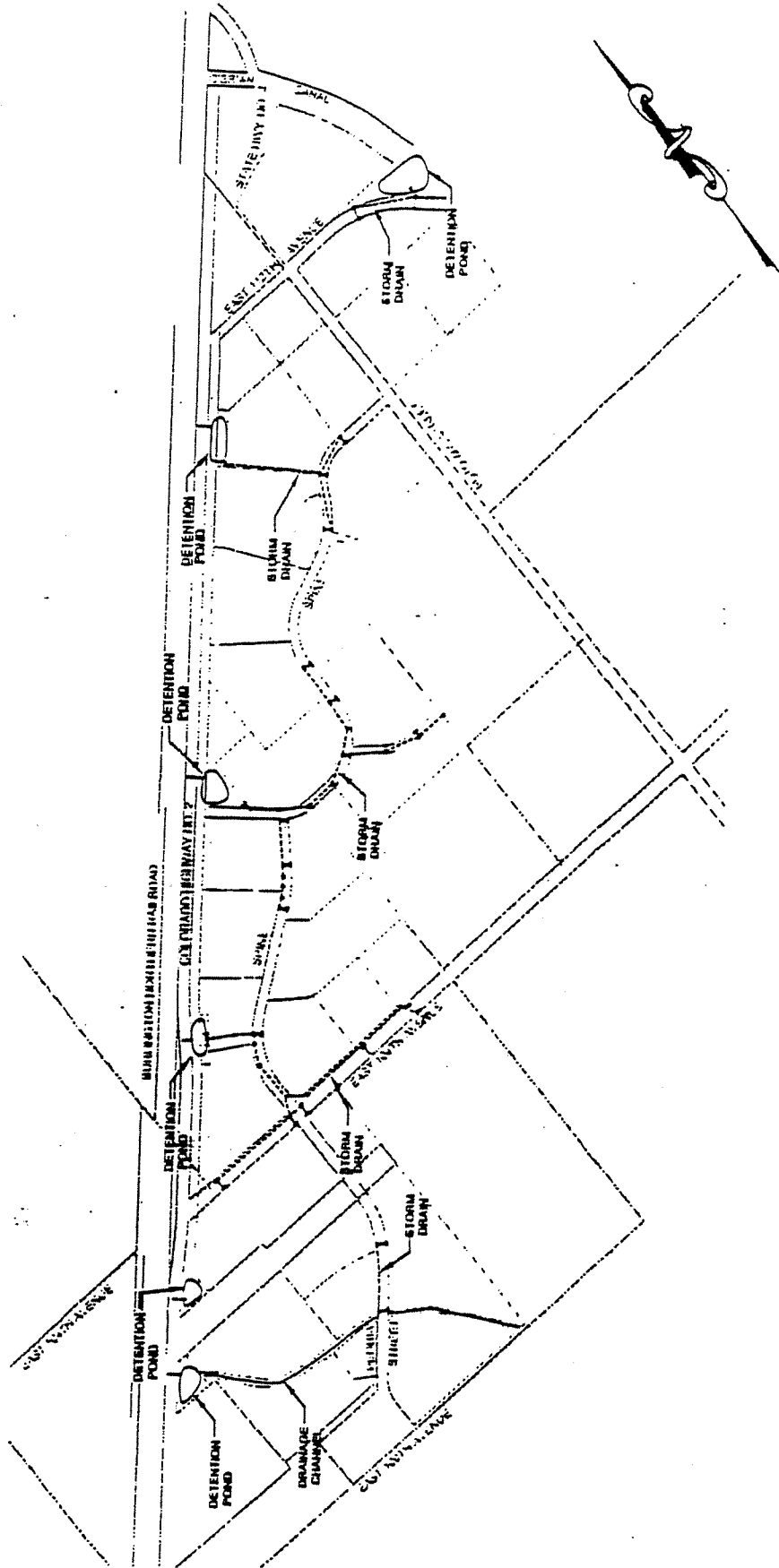
CYL
CONSULTANTS, INC. OF COLORADO
CIVIL ENGINEERS · LAND SURVEYORS · EARTH ENGINEERS

4

EXHIBIT C-4

Drainage System

DRAINAGE SYSTEM



7901 B. Bellevue Avenue
 Suite 150
 Englewood, CO 80111
 Tel: (720) 487-9336
 Fax: (720) 487-9346



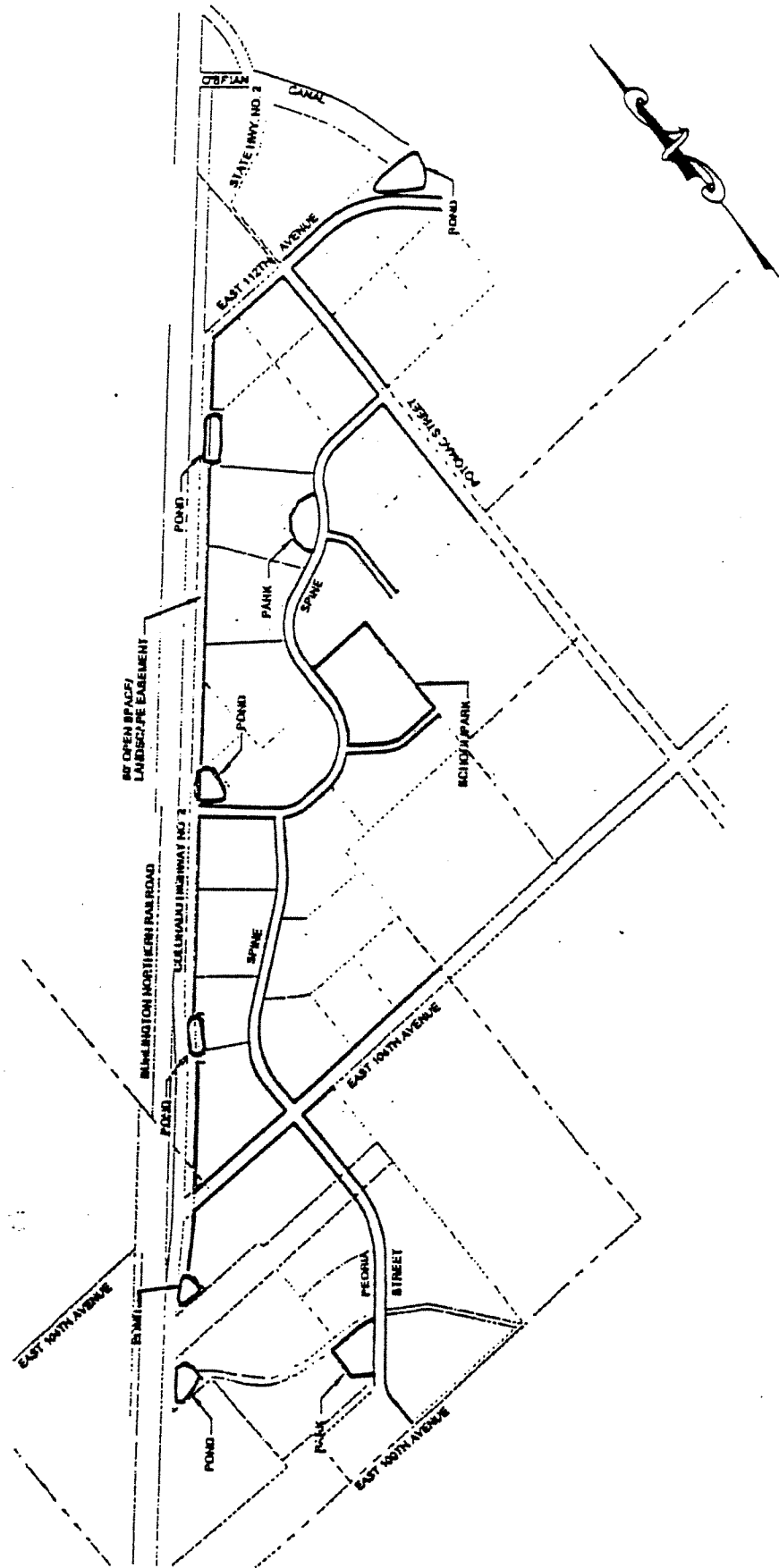
CONSULTANTS, INC. OF COLORADO
 Civil, Mechanical, Land Surveying

5

EXHIBIT C-5

Parks and Recreation

PARKS AND OPEN SPACE



7901 E. Bellevue Avenue
 Suite 130
 Englewood, CO 80111
 Tel: (720) 482-9326
 Fax: (720) 482-9316



6

EXHIBIT C-6

Public Improvements Cost Estimate

PUBLIC IMPROVEMENTS COST ESTIMATE

Parks and Recreation, Street and Safety Systems, Water Distribution System,
Irrigation Water System, Sanitary Sewer System and Drainage System

Infrastructure required by the District to support development within the district includes portions of State Highway No. 2, 104th Avenue, 112th Avenue, Potomac Street, Peoria Street and "Spine Road" roadways and utilities.

<u>Road Improvements</u>	\$ 8,371,000
<u>Water Distribution System</u>	\$ 1,255,000
<u>Irrigation Water System</u>	\$ 1,229,000
<u>Sanitary Sewer System</u>	\$ 523,000
<u>Drainage System</u>	\$ 1,543,000
<u>Parks and Open Space</u>	\$ 5,493,000
<u>Consulting, Survey, Supervision & Permit</u>	<u>\$ 7,586,000</u>
Total:	\$ 26,000,000

D

EXHIBIT D

Financial Plan

BNC METROPOLITAN DISTRICTS #1-3 (Combined)
 Development Projection - Buildout Plan (BNC plan dtd 3/14/03)

YEAR	Residential																	
	Phase 1: B Townhomes					Phase 1: C Cluster					Phase 1: D1 50x90							
	# Lots Platted	Incr/(Decr) in Platted Value @ 5%	# Lots Davel'd	# Units Completed	Price Inflated @ 4%	Market Value	# Lots Platted	Incr/(Decr) in Platted Value @ 5%	# Lots Davel'd	# Units Completed	Price Inflated @ 4%	Market Value	# Lots Platted	Incr/(Decr) in Platted Value @ 5%	# Lots Davel'd	# Units Completed	Price Inflated @ 4%	Market Value
2001	0	0	0	0	\$0	\$0	0	0	0	0	\$0	\$0	0	0	0	0	0	\$0
2002	204	1,836,000	0	0	0	0	43	483,750	0	0	0	0	0	0	0	0	0	0
2003		(1,836,000)	204	0	0	0		(483,750)	43	0	0	0		0	0	0	0	0
2004		0		72	187,200	13,478,400		0		45	218,400	8,828,000		0	0	0	0	0
2005		0		98	194,688	18,690,048		0		60	227,136	13,628,160		0	0	0	0	0
2006		0		38	202,476	7,288,118		0		3	236,221	708,664		0	0	0	0	0
2007		0		0	0	0		0		0	245,670	0		0	0	0	0	0
2008		0		0	0	0		0		0	255,497	0		0	0	0	0	0
2009		0		0	0	0		0		0	265,717	0		0	0	0	0	0
2010		0		0	0	0		0		0	276,346	0		0	0	0	0	0
2011		0		0	0	0		0		0	287,400	0		0	0	0	0	0
2012		0		0	0	0		0		0	298,895	0		0	0	0	0	0
	204	0	204	0	39,457,567	24,164,824	108	0	108	(0)	108	24,164,824	43	0	43	0	43	10,464,480

BNC METROPOLITAN DISTRICTS #1-3 (Combined)
 Development Projection - Buildout Plan (BNC Plan dtd 9/14/03)

YEAR	Residential																		
	Phase 1: D2 & E 50-100					Phase 1: F1 & G1 55-100					Phase 1: F2 & G2 65-100								
	# Lots Platted	Incr/(Decr) in Platted Value @ 5%	# Lots Devel'd	Incr/(Decr) in Finished Lot Value @ 10%	Price Inflated @ 4%	Market Value	# Lots Platted	Incr/(Decr) in Platted Value @ 5%	# Lots Devel'd	Incr/(Decr) in Finished Lot Value @ 10%	Price Inflated @ 4%	Market Value	# Lots Platted	Incr/(Decr) in Platted Value @ 5%	# Lots Devel'd	Incr/(Decr) in Finished Lot Value @ 10%	Price Inflated @ 4%	Market Value	
2001	124	1,395,000	0	0	\$225,000	\$0	97	1,164,000	0	0	\$240,000	\$0	80	0	0	0	0	\$0	0
2002		(1,395,000)	124	2,790,000		0		(1,164,000)	97	2,328,000		0		0	0	0	0	0	0
2003		0	0	(1,237,500)	\$234,000	0		0	0	(1,056,000)	\$249,600	0		(1,020,000)	80	2,040,000	0	\$255,000	0
2004		0	0	(1,350,000)	243,360	12,670,000		0	0	(1,152,000)	259,584	10,982,400		0	0	0	0	265,200	0
2005		0	0	(202,500)	253,084	14,601,600		0	0	(120,000)	269,567	12,460,032		80	1,020,000	(918,000)	275,808	9,829,088	0
2006		0	0	0	263,218	2,277,650		0	0	0	280,766	1,348,837		0	0	(918,000)	286,840	10,326,252	0
2007		0	0	0	273,747	0		0	0	0	291,997	0		0	0	(204,000)	298,114	2,388,511	0
2008		0	0	0	284,697	0		0	0	0	303,677	0		0	0	0	310,245	0	0
2009		0	0	0	296,085	0		0	0	0	315,824	0		0	0	0	322,696	0	0
2010		0	0	0	307,928	0		0	0	0	328,457	0		0	0	0	335,563	0	0
2011		0	0	0	320,245	0		0	0	0	341,595	0		0	0	0	348,985	0	0
2012		0	0	0		0		0	0	0		0		0	0	0	362,945	0	0
	124	0	124	0	29,748,450	29,748,450	97	0	97	0	24,782,269	24,782,269	80	0	80	0	22,641,851	22,641,851	80

BNC METROPOLITAN DISTRICTS #1-3 (Combined)
 Development Projection - Buildout Plan (BNC plan dtd 5/14/03)

YEAR	Phase 2: L1, L2 HDR Townhomes						Phase 2: K-45-90 SFRs						Phase 2: J-50-90 SFRs					
	# Lots Platted	Incr/(Decr) In Platted Value @ 5%	# Lots Finished	Incr/(Decr) In Finished Lot Value @ 10%	Price Infused @ 4%	Market Value	# Lots Platted	Incr/(Decr) In Platted Value @ 5%	# Lots Devel'd	Incr/(Decr) In Finished Lot Value @ 10%	Price Infused @ 4%	Market Value	# Lots Platted	Incr/(Decr) In Platted Value @ 5%	# Lots Devel'd	Incr/(Decr) In Finished Lot Value @ 10%	Price Infused @ 4%	Market Value
2001	0	0	0	0	\$0	\$0	0	0	0	0	\$0	0	0	0	0	0	0	\$0
2002	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
2003	0	0	0	0	\$180,000	0	0	0	0	0	0	0	0	0	0	0	0	0
2004	134	1,206,000	0	0	187,200	0	0	0	0	0	0	0	0	0	0	0	0	0
2005		(1,206,000)	134	2,412,000	194,668	14,578,237	116	1,218,000	2,436,000	227,136	12,755,958	137	1,541,250	3,082,500	0	3,082,500	225,000	2,433,600
2006		0		(1,298,000)	202,476	14,578,237		(1,218,000)	(1,134,000)	236,221	12,755,958		(1,541,250)	(225,000)	10	(225,000)	234,000	2,433,600
2007		0		(1,116,000)	210,575	13,055,622		0	(1,302,000)	245,670	15,231,558		0	(1,350,000)	60	(1,350,000)	253,084	15,185,664
2008		0		0	218,988	0		0	0	255,487	0			0	60	(157,500)	273,747	15,793,091
2009		0		0	227,757	0		0	0	265,717	0			0	7	(157,500)	284,697	1,916,228
2010		0		0	238,868	0		0	0	276,346	0			0	0	0	296,085	0
2011		0		0	246,342	0		0	0	287,400	0			0	0	0	307,928	0
2012		0		0	256,196	0		0	0	298,895	0			0	0	0	320,245	0
	134	0	134	0	27,633,658	27,633,658	116	0	0	0	27,987,516	137	0	0	137	0	0	35,328,583

BMC METROPOLITAN DISTRICTS #1-3 (Combined)
 Development Projection - Buildout Plan (BMC plan dtd 5/14/03)

YEAR	Residential													
	Phase 1: H2.55x100.SFRs			Phase 2: H1.65x100.SFRs			Phase 3: M1.M2.65x100.SFRs							
	# Lots Platted	Incr/(Decr) in Platted Value @ 5%	# Lots Devel'd	Incr/(Decr) in Finished Lot Value @ 10%	# Units Completed	Price Inflated @ 4%	Market Value	# Lots Platted	Incr/(Decr) in Platted Value @ 5%	# Lots Devel'd	Incr/(Decr) in Finished Lot Value @ 10%	# Units Completed	Price Inflated @ 4%	Market Value
2001	0	0	0	0	0	\$0	\$0	0	0	0	0	0	0	\$0
2002	0	0	0	0	0	0	0	0	0	0	0	0	0	0
2003	63	996,000	0	0	0	\$240,000	0	0	0	0	0	0	0	\$255,000
2004		(996,000)	83	1,982,000	0	249,600	0	0	0	0	0	0	0	265,200
2005	0	0	0	(192,000)	8	259,584	2,076,672	90	1,147,500	0	0	0	0	275,808
2006	0	0	48	(1,152,000)	48	289,967	12,858,433	0	0	0	0	0	0	286,640
2007	0	0	27	(648,000)	27	280,766	7,580,683	90	(1,147,500)	90	2,295,000	6	0	286,640
2008	0	0	0	0	0	291,997	0	0	0	0	(153,000)	0	0	298,314
2009	0	0	0	0	0	303,677	0	0	0	0	(918,000)	36	0	310,246
2010	0	0	0	0	0	315,824	0	0	0	0	(918,000)	0	0	322,656
2011	0	0	0	0	0	328,457	0	0	0	0	(306,000)	12	0	335,563
2012	0	0	0	0	0	341,595	0	0	0	0	0	0	0	348,985
	83	0	83	0	83	22,615,789	23,961,387	90	0	90	(0)	90	0	28,601,137

BNC METROPOLITAN DISTRICTS #1-3 (Combined)
 Development Projection - Buildout Plan (BNC plan dtd 5/1/03)

YEAR	Residential														
	Phase 3: N 45x90 SERA				Phase 3: O Townhomes				Phase 3: P1, P2 Apartments						
	# Lots Platted	Incr(Decr) in Platted Value @ 5%	# Lots Devel'd	Incr(Decr) in Finished Lot Value @ 10%	# Lots Platted	Incr(Decr) in Platted Value @ 5%	# Lots Finished	Incr(Decr) in Finished Lot Value @ 10%	# Lots Platted	Incr(Decr) in Platted Value @ 5%	# Lots Finished	Incr(Decr) in Finished Lot Value @ 10%	# Units Completed	Price Inflated @ 4%	Market Value
2001	0	0	0	0	0	0	0	0	0	0	0	0	0	\$0	\$0
2002	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
2003	0	0	0	0	0	0	0	0	0	0	0	0	0	\$180,000	0
2004	0	0	0	0	0	0	0	0	0	0	0	0	0	187,200	0
2005	0	0	0	0	0	0	0	0	0	0	0	0	0	184,688	0
2006	54	567,000	0	0	0	0	0	0	0	0	0	0	0	202,478	0
2007	(587,000)	0	54	1,134,000	0	0	244	0	0	0	0	0	0	210,575	0
2008	0	0	0	(1,134,000)	0	0	0	0	0	0	0	0	72	218,888	15,767,822
2009	0	0	0	0	0	0	0	0	0	0	0	0	96	227,757	21,884,713
2010	0	0	0	0	0	0	0	0	0	0	0	0	76	236,868	18,001,947
2011	0	0	0	0	0	0	0	0	0	0	0	0	0	246,342	0
2012	0	0	0	0	0	0	0	0	0	0	0	0	0	256,196	0
	54	0	54	0	244	0	244	0	244	0	244	0	244	55,634,481	45,364,023

BNC METROPOLITAN DISTRICTS #1-3 (Combined)
 Development Projection - Bulkout Plan (BNC plan dtd 5/14/03)

YEAR	Phase 3: S 50x90 SFRs						Phase 3: R 65x110 SFRs						Phase 3: S 50x90 SFRs											
	# Lots Platted	Incr/(Decr) in Platted Value @ 5%	# Lots Devel'd	Incr/(Decr) in Finished Lot Value @ 10%	# Units Completed	Price Inflated @ 4%	Market Value	# Lots Platted	Incr/(Decr) in Platted Value @ 5%	# Lots Devel'd	Incr/(Decr) in Finished Lot Value @ 10%	# Units Completed	Price Inflated @ 4%	Market Value	# Lots Platted	Incr/(Decr) in Platted Value @ 5%	# Lots Devel'd	Incr/(Decr) in Finished Lot Value @ 10%	# Units Completed	Price Inflated @ 4%	Market Value			
2001	0	0	0	0	0	\$0	\$0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	\$0	0	
2002	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	
2003	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	
2004	0	0	0	0	0	\$225,000	0	0	0	0	0	0	\$240,000	0	0	0	0	0	0	0	0	0	\$225,000	0
2005	79	888,750	0	0	0	234,000	0	0	0	0	0	0	249,600	0	0	0	0	0	0	0	0	0	234,000	0
2006	(888,750)	0	79	1,777,500	0	243,360	0	62	744,000	62	1,488,000	0	269,967	0	0	0	0	0	0	0	0	0	243,360	0
2007	0	(888,750)	0	(225,000)	10	253,084	0	0	(744,000)	0	(192,000)	8	280,768	2,246,128	62	697,500	62	1,395,000	0	0	0	0	253,084	0
2008	0	0	0	(1,350,000)	60	273,747	16,424,814	0	0	0	(1,152,000)	48	291,987	14,015,941	0	(697,500)	0	(225,000)	10	0	0	0	273,747	0
2009	0	0	0	(202,500)	9	284,697	2,562,271	0	0	0	(144,000)	6	303,677	1,822,059	0	0	0	(1,170,000)	52	0	0	0	284,697	2,846,968
2010	0	0	0	0	0	286,085	0	0	0	0	0	0	315,824	0	0	0	0	0	0	0	0	0	286,085	15,396,402
2011	0	0	0	0	0	307,928	0	0	0	0	0	0	328,457	0	0	0	0	0	0	0	0	0	307,928	0
2012	0	0	0	0	0	320,245	0	0	0	0	0	0	341,595	0	0	0	0	0	0	0	0	0	320,245	0
	79	0	0	0	0	21,619,267	0	62	0	62	(0)	62	18,084,029	0	62	0	62	0	62	0	62	0	18,243,370	0

BNC METROPOLITAN DISTRICTS #1-3 (Combined)
 Development Projection - Buildout Plan (BNC plan dtd 5/14/03)

YEAR	Phase 3.1 4580 SERs						Phase 3.1 V Townhomes					
	# Lots Platted	Incr/(Decr) in Platted Value @ 5%	# Lots Devel'd	Incr/(Decr) in Finished Lot Value @ 10%	Price Inflated @ 4%	Market Value	# Lots Platted	Incr/(Decr) in Platted Value @ 5%	# Lots Devel'd	Incr/(Decr) in Finished Lot Value @ 10%	Price Inflated @ 4%	Market Value
2001	0	0	0	0		\$0	0	0	0			\$0
2002	0	0	0	0		0	0	0	0			0
2003	0	0	0	0	\$210,000	0	0	0	0	\$180,000	0	0
2004	0	0	0	0	218,400	0	0	0	0	187,200	0	0
2005	0	0	0	0	227,136	0	0	0	0	194,688	0	0
2006	0	0	0	0	236,221	0	0	0	0	202,476	0	0
2007	81	850,500 (850,500)	81	245,670	255,487	0	54	486,000 (486,000)	54	210,575	0	0
2008	0	0	0	0	265,717	3,188,604	0	0	972,000	218,988	0	0
2009	0	0	0	0	276,348	19,067,851	0	0	(576,000)	227,757	0	0
2010	0	0	0	0	287,400	0	0	0	(396,000)	236,868	7,579,767	0
2011	0	0	0	0	298,895	0	0	0	0	246,342	5,419,533	0
2012	0	0	0	0	0	0	0	0	0	256,196	0	0
	81	0	81	0		22,256,455	54	0	54			12,999,300

BNC METROPOLITAN DISTRICTS #1-3 (Combined)
 Development Projection - Buildout Plan (BNC plan dtd 9/14/03)

YEAR	Residential										Annual Market Value % of Platted & Developed Lots	
	PHASE 1 Total Residential Market Value	PHASE 2 Total Residential Market Value	PHASE 3 Total Residential Market Value	GRAND TOTAL Residential Market Value	Total SF Units	Total MF Units	Total Res1 Units	Total	Total	Total		
2001	\$0	\$0	\$0	\$0	0	0	0	0	0	0	0	0
2002	\$0	\$0	\$0	\$0	0	0	0	0	0	0	0	6,012,750
2003	\$0	\$0	\$0	\$0	0	0	0	0	0	0	0	10,615,500
2004	47,158,800	0	0	47,158,800	216	0	216	0	216	0	216	1,472,250
2005	78,773,408	6,165,120	0	85,938,528	367	0	367	0	367	0	367	(1,721,250)
2006	21,851,721	65,804,544	0	87,656,265	359	0	359	0	359	0	359	(2,658,750)
2007	2,388,511	62,400,256	6,668,194	71,454,961	279	0	279	0	279	0	279	(2,197,500)
2008	0	3,157,214	84,971,039	88,128,253	281	108	389	0	389	144	313	(5,614,500)
2009	0	0	63,031,867	63,031,867	169	144	313	0	313	90	331	(2,515,500)
2010	0	0	76,508,274	76,508,274	241	22	22	0	22	0	22	(2,897,000)
2011	0	0	5,419,533	5,419,533	22	0	0	0	0	0	0	(396,000)
2012	0	0	0	0	0	0	0	0	0	0	0	0
	151,270,440	137,527,134	236,588,906	525,386,481	1,934	343	2,276	0	2,276	0	2,276	(0)

SOURCES AND USES OF FUNDS

**BNC METROPOLITAN DISTRICTS #1, #2 & #3
SERIES 2003 G.O. BONDS
30-year maturity, Non-Rated
40 mills scenario, with Facility Fees**

Dated Date 06/01/2003
Delivery Date 06/18/2003

Sources:

Bond Proceeds:	
Par Amount	8,500,000.00
Accrued Interest	30,104.17
	<hr/>
	8,530,104.17

Uses:

Project Fund Deposits:	
Project Funds	7,244,681.45
Other Fund Deposits:	
Capitalized Interest Fund	945,422.72
Delivery Date Expenses:	
Costs of Issuance	340,000.00
	<hr/>
	8,530,104.17

Note: Capitalized Interest Fund includes deposit of 30,104.17 of bond accrued interest.

BOND DEBT SERVICE

**BNC METROPOLITAN DISTRICTS #1, #2 & #3
SERIES 2003 G.O. BONDS
30-year maturity, Non-Rated
40 mills scenario, with Facility Fees**

Period Ending	Principal	Coupon	Interest	Debt Service	Annual Debt Service
06/18/2003	-	-	-	-	-
12/01/2003	-	-	318,750.00	318,750.00	318,750
06/01/2004	-	-	318,750.00	318,750.00	-
12/01/2004	-	-	318,750.00	318,750.00	637,500
06/01/2005	-	-	318,750.00	318,750.00	-
12/01/2005	-	-	318,750.00	318,750.00	637,500
06/01/2006	-	-	318,750.00	318,750.00	-
12/01/2006	-	-	318,750.00	318,750.00	637,500
06/01/2007	-	-	318,750.00	318,750.00	-
12/01/2007	-	-	318,750.00	318,750.00	637,500
06/01/2008	-	-	318,750.00	318,750.00	-
12/01/2008	-	-	318,750.00	318,750.00	637,500
06/01/2009	-	-	318,750.00	318,750.00	-
12/01/2009	5,000	7.500%	318,750.00	323,750.00	642,500
06/01/2010	-	-	318,562.50	318,562.50	-
12/01/2010	135,000	7.500%	318,562.50	453,562.50	772,125
06/01/2011	-	-	313,500.00	313,500.00	-
12/01/2011	10,000	7.500%	313,500.00	323,500.00	637,000
06/01/2012	-	-	313,125.00	313,125.00	-
12/01/2012	100,000	7.500%	313,125.00	413,125.00	726,250
06/01/2013	-	-	309,375.00	309,375.00	-
12/01/2013	115,000	7.500%	309,375.00	424,375.00	733,750
06/01/2014	-	-	305,062.50	305,062.50	-
12/01/2014	135,000	7.500%	305,062.50	440,062.50	745,125
06/01/2015	-	-	300,000.00	300,000.00	-
12/01/2015	145,000	7.500%	300,000.00	445,000.00	745,000
06/01/2016	-	-	294,562.50	294,562.50	-
12/01/2016	170,000	7.500%	294,562.50	464,562.50	759,125
06/01/2017	-	-	288,187.50	288,187.50	-
12/01/2017	185,000	7.500%	288,187.50	473,187.50	761,375
06/01/2018	-	-	281,250.00	281,250.00	-
12/01/2018	215,000	7.500%	281,250.00	496,250.00	777,500
06/01/2019	-	-	273,187.50	273,187.50	-
12/01/2019	230,000	7.500%	273,187.50	503,187.50	776,375
06/01/2020	-	-	264,562.50	264,562.50	-
12/01/2020	265,000	7.500%	264,562.50	529,562.50	794,125
06/01/2021	-	-	254,625.00	254,625.00	-
12/01/2021	280,000	7.500%	254,625.00	534,625.00	789,250
06/01/2022	-	-	244,125.00	244,125.00	-
12/01/2022	320,000	7.500%	244,125.00	564,125.00	808,250
06/01/2023	-	-	232,125.00	232,125.00	-
12/01/2023	345,000	7.500%	232,125.00	577,125.00	809,250
06/01/2024	-	-	219,187.50	219,187.50	-
12/01/2024	385,000	7.500%	219,187.50	604,187.50	823,375
06/01/2025	-	-	204,750.00	204,750.00	-
12/01/2025	415,000	7.500%	204,750.00	619,750.00	824,500
06/01/2026	-	-	189,187.50	189,187.50	-
12/01/2026	460,000	7.500%	189,187.50	649,187.50	838,375
06/01/2027	-	-	171,937.50	171,937.50	-
12/01/2027	495,000	7.500%	171,937.50	666,937.50	838,875
06/01/2028	-	-	153,375.00	153,375.00	-
12/01/2028	550,000	7.500%	153,375.00	703,375.00	856,750
06/01/2029	-	-	132,750.00	132,750.00	-
12/01/2029	590,000	7.500%	132,750.00	722,750.00	855,500
06/01/2030	-	-	110,625.00	110,625.00	-
12/01/2030	650,000	7.500%	110,625.00	760,625.00	871,250
06/01/2031	-	-	86,250.00	86,250.00	-
12/01/2031	700,000	7.500%	86,250.00	786,250.00	872,500

BOND DEBT SERVICE

**BNC METROPOLITAN DISTRICTS #1, #2 & #3
SERIES 2003 G.O. BONDS
30-year maturity, Non-Rated
40 mills scenario, with Facility Fees**

Period Ending	Principal	Coupon	Interest	Debt Service	Annual Debt Service
06/01/2032	-	-	60,000.00	60,000.00	-
12/01/2032	770,000	7.500%	60,000.00	830,000.00	890,000
06/01/2033	-	-	31,125.00	31,125.00	-
12/01/2033	830,000	7.500%	31,125.00	861,125.00	892,250
	8,500,000		14,846,625.00	23,346,625.00	23,346,625

NET DEBT SERVICE
BNC METROPOLITAN DISTRICTS #1, #2 & #3
SERIES 2003 G.O. BONDS
30-year maturity, Non-Rated
40 mills scenario, with Facility Fees

Date	Principal	Interest	Total Debt Service	Capitalized Interest Fund	Net Debt Service	Annual Net D/S
12/01/2003	-	318,750.00	318,750.00	318,750	-	-
06/01/2004	-	318,750.00	318,750.00	318,750	-	-
12/01/2004	-	318,750.00	318,750.00	318,750	-	-
06/01/2005	-	318,750.00	318,750.00	-	318,750.00	-
12/01/2005	-	318,750.00	318,750.00	-	318,750.00	637,500
06/01/2006	-	318,750.00	318,750.00	-	318,750.00	-
12/01/2006	-	318,750.00	318,750.00	-	318,750.00	637,500
06/01/2007	-	318,750.00	318,750.00	-	318,750.00	-
12/01/2007	-	318,750.00	318,750.00	-	318,750.00	637,500
06/01/2008	-	318,750.00	318,750.00	-	318,750.00	-
12/01/2008	-	318,750.00	318,750.00	-	318,750.00	637,500
06/01/2009	-	318,750.00	318,750.00	-	318,750.00	-
12/01/2009	5,000	318,750.00	323,750.00	-	323,750.00	642,500
06/01/2010	-	318,562.50	318,562.50	-	318,562.50	-
12/01/2010	135,000	318,562.50	453,562.50	-	453,562.50	772,125
06/01/2011	-	313,500.00	313,500.00	-	313,500.00	-
12/01/2011	10,000	313,500.00	323,500.00	-	323,500.00	637,000
06/01/2012	-	313,125.00	313,125.00	-	313,125.00	-
12/01/2012	100,000	313,125.00	413,125.00	-	413,125.00	726,250
06/01/2013	-	309,375.00	309,375.00	-	309,375.00	-
12/01/2013	115,000	309,375.00	424,375.00	-	424,375.00	733,750
06/01/2014	-	305,062.50	305,062.50	-	305,062.50	-
12/01/2014	135,000	305,062.50	440,062.50	-	440,062.50	745,125
06/01/2015	-	300,000.00	300,000.00	-	300,000.00	-
12/01/2015	145,000	300,000.00	445,000.00	-	445,000.00	745,000
06/01/2016	-	294,562.50	294,562.50	-	294,562.50	-
12/01/2016	170,000	294,562.50	464,562.50	-	464,562.50	759,125
06/01/2017	-	288,187.50	288,187.50	-	288,187.50	-
12/01/2017	185,000	288,187.50	473,187.50	-	473,187.50	761,375
06/01/2018	-	281,250.00	281,250.00	-	281,250.00	-
12/01/2018	215,000	281,250.00	496,250.00	-	496,250.00	777,500
06/01/2019	-	273,187.50	273,187.50	-	273,187.50	-
12/01/2019	230,000	273,187.50	503,187.50	-	503,187.50	776,375
06/01/2020	-	264,562.50	264,562.50	-	264,562.50	-
12/01/2020	265,000	264,562.50	529,562.50	-	529,562.50	794,125
06/01/2021	-	254,625.00	254,625.00	-	254,625.00	-
12/01/2021	280,000	254,625.00	534,625.00	-	534,625.00	789,250
06/01/2022	-	244,125.00	244,125.00	-	244,125.00	-
12/01/2022	320,000	244,125.00	564,125.00	-	564,125.00	808,250
06/01/2023	-	232,125.00	232,125.00	-	232,125.00	-
12/01/2023	345,000	232,125.00	577,125.00	-	577,125.00	809,250
06/01/2024	-	219,187.50	219,187.50	-	219,187.50	-
12/01/2024	385,000	219,187.50	604,187.50	-	604,187.50	823,375
06/01/2025	-	204,750.00	204,750.00	-	204,750.00	-
12/01/2025	415,000	204,750.00	619,750.00	-	619,750.00	824,500
06/01/2026	-	189,187.50	189,187.50	-	189,187.50	-
12/01/2026	460,000	189,187.50	649,187.50	-	649,187.50	838,375
06/01/2027	-	171,937.50	171,937.50	-	171,937.50	-
12/01/2027	495,000	171,937.50	666,937.50	-	666,937.50	838,875
06/01/2028	-	153,375.00	153,375.00	-	153,375.00	-
12/01/2028	550,000	153,375.00	703,375.00	-	703,375.00	856,750
06/01/2029	-	132,750.00	132,750.00	-	132,750.00	-
12/01/2029	590,000	132,750.00	722,750.00	-	722,750.00	855,500
06/01/2030	-	110,625.00	110,625.00	-	110,625.00	-
12/01/2030	650,000	110,625.00	760,625.00	-	760,625.00	871,250
06/01/2031	-	86,250.00	86,250.00	-	86,250.00	-
12/01/2031	700,000	86,250.00	786,250.00	-	786,250.00	872,500

NET DEBT SERVICE

**BNC METROPOLITAN DISTRICTS #1, #2 & #3
 SERIES 2003 G.O. BONDS
 30-year maturity, Non-Rated
 40 mills scenario, with Facility Fees**

Date	Principal	Interest	Total Debt Service	Capitalized Interest Fund	Net Debt Service	Annual Net D/S
06/01/2032	-	60,000.00	60,000.00	-	60,000.00	-
12/01/2032	770,000	60,000.00	830,000.00	-	830,000.00	890,000
06/01/2033	-	31,125.00	31,125.00	-	31,125.00	-
12/01/2033	830,000	31,125.00	861,125.00	-	861,125.00	892,250
	8,500,000	14,846,625.00	23,346,625.00	956,250	22,390,375.00	22,390,375

SOURCES AND USES OF FUNDS

**BNC METROPOLITAN DISTRICTS #1, #2 & #3
SERIES 2006 G.O. BONDS
30-year maturity, Non-Rated
40 mills scenario, with Facility Fees**

Dated Date 12/01/2006
Delivery Date 12/01/2006

Sources:

Bond Proceeds:	
Par Amount	10,500,000.00
	<hr/>
	10,500,000.00

Uses:

Project Fund Deposits:	
Project Funds	10,080,000.00
Delivery Date Expenses:	
Costs of Issuance	420,000.00
	<hr/>
	10,500,000.00

BOND DEBT SERVICE

**BNC METROPOLITAN DISTRICTS #1, #2 & #3
SERIES 2006 G.O. BONDS
30-year maturity, Non-Rated
40 mills scenario, with Facility Fees**

Period Ending	Principal	Coupon	Interest	Debt Service	Annual Debt Service
12/01/2006	-	-	-	-	-
06/01/2007	-	-	367,500	367,500	-
12/01/2007	-	-	367,500	367,500	735,000
06/01/2008	-	-	367,500	367,500	-
12/01/2008	150,000	7.000%	367,500	517,500	885,000
06/01/2009	-	-	362,250	362,250	-
12/01/2009	200,000	7.000%	362,250	562,250	924,500
06/01/2010	-	-	355,250	355,250	-
12/01/2010	250,000	7.000%	355,250	605,250	960,500
06/01/2011	-	-	346,500	346,500	-
12/01/2011	300,000	7.000%	346,500	646,500	993,000
06/01/2012	-	-	336,000	336,000	-
12/01/2012	300,000	7.000%	336,000	636,000	972,000
06/01/2013	-	-	325,500	325,500	-
12/01/2013	400,000	7.000%	325,500	725,500	1,051,000
06/01/2014	-	-	311,500	311,500	-
12/01/2014	55,000	7.000%	311,500	366,500	678,000
06/01/2015	-	-	309,575	309,575	-
12/01/2015	60,000	7.000%	309,575	369,575	679,150
06/01/2016	-	-	307,475	307,475	-
12/01/2016	80,000	7.000%	307,475	387,475	694,950
06/01/2017	-	-	304,675	304,675	-
12/01/2017	85,000	7.000%	304,675	389,675	694,350
06/01/2018	-	-	301,700	301,700	-
12/01/2018	100,000	7.000%	301,700	401,700	703,400
06/01/2019	-	-	298,200	298,200	-
12/01/2019	110,000	7.000%	298,200	408,200	706,400
06/01/2020	-	-	294,350	294,350	-
12/01/2020	130,000	7.000%	294,350	424,350	718,700
06/01/2021	-	-	289,800	289,800	-
12/01/2021	145,000	7.000%	289,800	434,800	724,600
06/01/2022	-	-	284,725	284,725	-
12/01/2022	165,000	7.000%	284,725	449,725	734,450
06/01/2023	-	-	278,950	278,950	-
12/01/2023	175,000	7.000%	278,950	453,950	732,900
06/01/2024	-	-	272,825	272,825	-
12/01/2024	205,000	7.000%	272,825	477,825	750,650
06/01/2025	-	-	265,650	265,650	-
12/01/2025	220,000	7.000%	265,650	485,650	751,300
06/01/2026	-	-	257,950	257,950	-
12/01/2026	250,000	7.000%	257,950	507,950	765,900
06/01/2027	-	-	249,200	249,200	-
12/01/2027	270,000	7.000%	249,200	519,200	768,400
06/01/2028	-	-	239,750	239,750	-
12/01/2028	300,000	7.000%	239,750	539,750	779,500
06/01/2029	-	-	229,250	229,250	-
12/01/2029	325,000	7.000%	229,250	554,250	783,500
06/01/2030	-	-	217,875	217,875	-
12/01/2030	365,000	7.000%	217,875	582,875	800,750
06/01/2031	-	-	205,100	205,100	-
12/01/2031	385,000	7.000%	205,100	590,100	795,200
06/01/2032	-	-	191,625	191,625	-
12/01/2032	430,000	7.000%	191,625	621,625	813,250
06/01/2033	-	-	176,575	176,575	-
12/01/2033	460,000	7.000%	176,575	636,575	813,150
06/01/2034	-	-	160,475	160,475	-
12/01/2034	1,415,000	7.000%	160,475	1,575,475	1,735,950

BOND DEBT SERVICE

**BNC METROPOLITAN DISTRICTS #1, #2 & #3
SERIES 2006 G.O. BONDS
30-year maturity, Non-Rated
40 mills scenario, with Facility Fees**

Period Ending	Principal	Coupon	Interest	Debt Service	Annual Debt Service
06/01/2035	-	-	110,950	110,950	-
12/01/2035	1,515,000	7.000%	110,950	1,625,950	1,736,900
06/01/2036	-	-	57,925	57,925	-
12/01/2036	1,655,000	7.000%	57,925	1,712,925	1,770,850
	10,500,000		16,153,200	26,653,200	26,653,200

SOURCES AND USES OF FUNDS

**BNC METROPOLITAN DISTRICTS #1, #2 & #3
SERIES 2010 G.O. BONDS
30-year maturity, Non-Rated
40 mills scenario, with Facility Fees**

Dated Date 12/01/2010
Delivery Date 12/01/2010

Sources:

Bond Proceeds:	
Par Amount	11,000,000.00
	<hr/>
	11,000,000.00

Uses:

Project Fund Deposits:	
Project Funds	10,560,000.00
Delivery Date Expenses:	
Costs of Issuance	440,000.00
	<hr/>
	11,000,000.00

BOND DEBT SERVICE

**BNC METROPOLITAN DISTRICTS #1, #2 & #3
SERIES 2010 G.O. BONDS
30-year maturity, Non-Rated
40 mills scenario, with Facility Fees**

Period Ending	Principal	Coupon	Interest	Debt Service	Annual Debt Service
12/01/2010	-	-	-	-	-
06/01/2011	-	-	357,500.00	357,500.00	-
12/01/2011	-	-	357,500.00	357,500.00	715,000
06/01/2012	-	-	357,500.00	357,500.00	-
12/01/2012	-	-	357,500.00	357,500.00	715,000
06/01/2013	-	-	357,500.00	357,500.00	-
12/01/2013	-	-	357,500.00	357,500.00	715,000
06/01/2014	-	-	357,500.00	357,500.00	-
12/01/2014	-	-	357,500.00	357,500.00	715,000
06/01/2015	-	-	357,500.00	357,500.00	-
12/01/2015	-	-	357,500.00	357,500.00	715,000
06/01/2016	-	-	357,500.00	357,500.00	-
12/01/2016	-	-	357,500.00	357,500.00	715,000
06/01/2017	-	-	357,500.00	357,500.00	-
12/01/2017	-	-	357,500.00	357,500.00	715,000
06/01/2018	-	-	357,500.00	357,500.00	-
12/01/2018	5,000	6.500%	357,500.00	362,500.00	720,000
06/01/2019	-	-	357,337.50	357,337.50	-
12/01/2019	-	-	357,337.50	357,337.50	714,675
06/01/2020	-	-	357,337.50	357,337.50	-
12/01/2020	15,000	6.500%	357,337.50	372,337.50	729,675
06/01/2021	-	-	356,850.00	356,850.00	-
12/01/2021	15,000	6.500%	356,850.00	371,850.00	728,700
06/01/2022	-	-	356,362.50	356,362.50	-
12/01/2022	35,000	6.500%	356,362.50	391,362.50	747,725
06/01/2023	-	-	355,225.00	355,225.00	-
12/01/2023	35,000	6.500%	355,225.00	390,225.00	745,450
06/01/2024	-	-	354,087.50	354,087.50	-
12/01/2024	50,000	6.500%	354,087.50	404,087.50	758,175
06/01/2025	-	-	352,462.50	352,462.50	-
12/01/2025	55,000	6.500%	352,462.50	407,462.50	759,925
06/01/2026	-	-	350,675.00	350,675.00	-
12/01/2026	75,000	6.500%	350,675.00	425,675.00	776,350
06/01/2027	-	-	348,237.50	348,237.50	-
12/01/2027	75,000	6.500%	348,237.50	423,237.50	771,475
06/01/2028	-	-	345,800.00	345,800.00	-
12/01/2028	100,000	6.500%	345,800.00	445,800.00	791,600
06/01/2029	-	-	342,550.00	342,550.00	-
12/01/2029	105,000	6.500%	342,550.00	447,550.00	790,100
06/01/2030	-	-	339,137.50	339,137.50	-
12/01/2030	125,000	6.500%	339,137.50	464,137.50	803,275
06/01/2031	-	-	335,075.00	335,075.00	-
12/01/2031	140,000	6.500%	335,075.00	475,075.00	810,150
06/01/2032	-	-	330,525.00	330,525.00	-
12/01/2032	165,000	6.500%	330,525.00	495,525.00	826,050
06/01/2033	-	-	325,162.50	325,162.50	-
12/01/2033	170,000	6.500%	325,162.50	495,162.50	820,325
06/01/2034	-	-	319,637.50	319,637.50	-
12/01/2034	200,000	6.500%	319,637.50	519,637.50	839,275
06/01/2035	-	-	313,137.50	313,137.50	-
12/01/2035	215,000	6.500%	313,137.50	528,137.50	841,275
06/01/2036	-	-	306,150.00	306,150.00	-
12/01/2036	245,000	6.500%	306,150.00	551,150.00	857,300
06/01/2037	-	-	298,187.50	298,187.50	-
12/01/2037	2,030,000	6.500%	298,187.50	2,328,187.50	2,626,375
06/01/2038	-	-	232,212.50	232,212.50	-
12/01/2038	2,215,000	6.500%	232,212.50	2,447,212.50	2,679,425

BOND DEBT SERVICE

BNC METROPOLITAN DISTRICTS #1, #2 & #3

SERIES 2010 G.O. BONDS

30-year maturity, Non-Rated

40 mills scenario, with Facility Fees

Period Ending	Principal	Coupon	Interest	Debt Service	Annual Debt Service
06/01/2039	-	-	160,225.00	160,225.00	-
12/01/2039	2,360,000	6.500%	160,225.00	2,520,225.00	2,680,450
06/01/2040	-	-	83,525.00	83,525.00	-
12/01/2040	2,570,000	6.500%	83,525.00	2,653,525.00	2,737,050
	11,000,000		19,559,800.00	30,559,800.00	30,559,800