

**2015 RESOLUTION
OF THE BOARD OF DIRECTORS OF THE
ROCKINGHORSE METROPOLITAN DISTRICT NO. 2**

CONCERNING THE IMPOSITION OF A DEVELOPMENT FEE

WHEREAS, the RockingHorse Metropolitan District No. 2 (the “**District**”) was formed pursuant to §§ 32-1-101, *et seq.*, C.R.S., as amended (the “**Special District Act**”), by order of the District Court for Douglas County, Colorado, and after approval of the District’s eligible electors at an election; and

WHEREAS, pursuant to § 32-1-1001(1)(h), C.R.S., the Board of Directors of the District (the “**Board**”) shall have the management, control and supervision of all the business and affairs of the District; and

WHEREAS, the Board has determined it to be in the best interests of the District, and the property owners, taxpayers, and residents of the District, to acquire, construct, operate and maintain certain amenities and facilities benefitting property and inhabitants within the District, which amenities and facilities generally include, but are not limited to streets, transportation, water, sewer, storm drainage, parks, landscaping, open space, traffic and safety improvements, facilities, appurtenances and rights-of-way (collectively, the “**Facilities**”); and

WHEREAS, pursuant to § 32-1-1001(1)(j)(I), C.R.S., the District is authorized to fix and impose fees, rates, tolls, penalties and charges for services or facilities furnished by the District which, until such fees, rates, tolls, penalties and charges are paid, shall constitute a perpetual lien on and against the property served; and

WHEREAS, the District incurs certain direct and indirect costs associated with the acquisition, construction, installation, repair, replacement, improvement, reconstruction operation and maintenance of the Facilities, as necessary, inclusive of the costs of utilities and capital replacement costs (collectively, the “**Development Costs**”) in order that the Facilities may be properly provided and maintained; and

WHEREAS, the establishment of a fair and equitable fee (the “**Development Fee**”) to provide a source of funding to pay for the initial capital direct and indirect costs associated with the construction, installation and acquisition of the Facilities (the “**Development Costs**”), which Development Costs are generally attributable to each Lot (defined below), is necessary to provide for the common good and for the prosperity and general welfare of the District and its inhabitants; and

WHEREAS, the District finds that the Development Fee (as defined below), as set forth in this Resolution, is reasonably related to the overall cost of providing the Facilities and paying the Development Costs, and that imposition thereof is necessary and appropriate; and

WHEREAS, on November 5, 2014, the Board adopted its Third Amended and Restated Resolution of the Board of Directors of RockingHorse Metropolitan District No. 2 Concerning the Imposition of a Development Fee, General Operations Fee and a Working Capital Fee, which was recorded in the real property records of the Douglas County Clerk and Recorder's Office on June 11, 2015, at Reception No. 2015039310 (the "**Prior Fee Resolution**"), and the Board desires to adopt this Resolution to amend and restate the Prior Fee Resolution in its entirety. Any fees, rates, tolls, penalties or charges due under the Prior Fee Resolution, to the extent outstanding and unpaid, shall remain in effect until fully paid and shall not be eliminated hereby.

NOW, THEREFORE, be it resolved by the Board as follows:

1. **DEFINITIONS.** Except as otherwise expressly provided or where the context indicates otherwise, the following capitalized terms shall have the respective meanings set forth below:

"**District Boundaries**" means the legal boundaries of the District, as the same are established and amended from time to time pursuant to §§32-1-101, *et seq.*, C.R.S., as more particularly set forth in the map and legal description attached hereto as **Exhibit B** and incorporated herein by this reference.

"**Due Date**" means the date by which the Development Fee is due, which Due Date is reflected on the Schedule of Fees.

"**End User**" means any third-party homeowner or tenant of any homeowner occupying or intending to occupy a Residential Unit. End User specifically excludes a tenant occupying an Apartment Unit.

"**Fee Schedule**" or "**Schedule of Fees**" means the schedule of fees set forth in **Exhibit A**, attached hereto and incorporated herein by this reference, until and unless otherwise amended and/or repealed.

"**Lot**" means each parcel of land established by a recorded final subdivision plat and which is located within the District Boundaries.

"**Residential Unit**" means each residential dwelling unit (including, without limitation, condominiums, townhomes, and any other attached dwelling unit and detached single family dwelling units) located within the District Boundaries which has been Transferred to an End User.

"**Transfer**" or "**Transferred**" shall include a sale, conveyance or transfer by deed, instrument, writing, lease or any other documents or otherwise by which real property is sold, granted, let, assigned, transferred, exchanged or otherwise vested in a tenant, tenants, purchaser or purchasers.

“Vacant Lot” means each parcel of land within the District established by a recorded final subdivision plat, but specifically excluding any parcel upon which one or more Residential Units are situated and specifically excluding any parcel owned by the District.

2. **DEVELOPMENT FEE.** A one-time Development Fee is hereby established and imposed upon each Residential Unit within the District Boundaries.

a. The Board does hereby determine, that the Development Fee is reasonably related to the overall cost of providing the Facilities, and is imposed on those who are reasonably likely to benefit from or use the Facilities.

b. The Board does hereby determine, that the Development Fee is calculated to defray the cost of funding Development Costs and reasonably distributes the burden of defraying the Development Costs in a manner based on the benefits received by persons paying the fees and using the Facilities.

3. **LATE FEES AND INTEREST.** Pursuant to § 29-1-1102(3), C.R.S., any Development Fee not paid in full within fifteen (15) days after the scheduled due date will be assessed a late fee in the amount of Fifteen Dollars (\$15.00) or up to five percent (5%) per month, or fraction thereof, not to exceed a total of twenty-five percent (25%) of the amount due. Interest will also accrue on any outstanding Development Fee, exclusive of assessed late fees, penalties, interest and any other costs of collection, specially including, but not limited, to attorney fees, at the rate of 18% per annum, pursuant to § 29-1-1102(7), C.R.S. The District may institute such remedies and collection procedures as authorized under Colorado law, including, but not limited to, foreclosure of its perpetual lien. The defaulting property owner shall pay all fees and costs, specifically including, but not limited to, attorneys’ fees and costs and costs associated with the collection of delinquent fees, incurred by the District and/or its consultants in connection with the foregoing.

4. **PAYMENT.** Payment for all fees, rates, tolls, penalties, charges, interest and attorney fees shall be made by check or equivalent form acceptable to the District, made payable to “RockingHorse Metropolitan District No. 2” and sent to the address indicated on the Fee Schedule. The District may change the payment address from time and time and such change shall not require an amendment to this Resolution.

5. **LIEN.** The fees imposed hereunder, together with any and all late fees, interest, penalties and costs of collection, shall, until paid, constitute a statutory, perpetual lien on and against the property served, and any such lien may be foreclosed in the manner provided by the laws of the State of Colorado for the foreclosure of mechanic’s liens, pursuant to § 32-1-1001(1)(j)(I), C.R.S. Said lien may be foreclosed at such time as the District, in its sole discretion, may determine. The lien shall be perpetual in nature (as defined by the laws of the State of Colorado) on the property and shall run with the land. This Resolution shall be recorded in the offices of the Clerk and Recorder of Douglas County, Colorado.

6. SEVERABILITY. If any portion of this Resolution is declared by any court of competent jurisdiction to be void or unenforceable, such decision shall not affect the validity of any remaining portion of this Resolution, which shall remain in full force and effect. In addition, in lieu of such void or unenforceable provision, there shall automatically be added as part of this Resolution a provision similar in terms to such illegal, invalid or unenforceable provision so that the resulting reformed provision is legal, valid and enforceable.

7. THE PROPERTY. This Resolution shall apply to all property within the District's boundaries, including, but not limited to, the property set forth in **Exhibit B**, attached hereto and incorporated herein by this reference, and any additional property included into the District after the date of this Resolution.

8. EFFECTIVE DATE. This Resolution shall become effective October 20, 2015.

[Remainder of Page Intentionally Left Blank. Signature Page to Follow].


ADOPTED this 20th day of October, 2015.

ROCKINGHORSE METROPOLITAN DISTRICT
NO. 2, a quasi-municipal corporation and political
subdivision of the State of Colorado



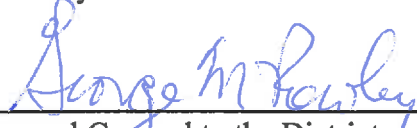
Officer of the District

ATTEST:



APPROVED AS TO FORM:

WHITE BEAR ANKELE TANAKA & WALDRON
Attorneys At Law



General Counsel to the District

Signature page to Resolution Concerning the Imposition of Development Fee

EXHIBIT A

ROCKINGHORSE METROPOLITAN DISTRICT NO. 2

Schedule of Fees

Effective October 20, 2015

Schedule of Fees		
Fee Type	Classifications	Rate
Development Fee	Single Family Residence	\$3,500 / Residential Unit
The Due Date for each Development Fee is: 1) the date a building permit is obtained by the owner of any portion of the property within the District upon which a Residential Unit may be constructed		

PAYMENTS: Payment for each fee shall be made payable to the RockingHorse Metropolitan District No. 2 and sent to the following address for receipt by the Due Date:

EXHIBIT B
ROCKINGHORSE METROPOLITAN DISTRICT NO. 2
District Boundaries

Rockinghorse

**LEGAL DESCRIPTION
METROPOLITAN DISTRICT 2**

THOSE PORTIONS OF SECTIONS 1 AND 12, TOWNSHIP 6 SOUTH, RANGE 66 WEST OF THE SIXTH PRINCIPAL MERIDIAN, AND SECTIONS 6 AND 7, TOWNSHIP 6 SOUTH, RANGE 65 WEST OF THE SIXTH PRINCIPAL MERIDIAN, COUNTY OF DOUGLAS, STATE OF COLORADO, DESCRIBED AS FOLLOWS:

BASIS OF BEARINGS: THE NORTH LINE OF THE NORTHEAST QUARTER OF SECTION 1, TOWNSHIP 6 SOUTH, RANGE 66 WEST OF THE SIXTH PRINCIPAL MERIDIAN, ASSUMED AS BEING NORTH 89°27'53" EAST.

THOSE PORTIONS OF SECTIONS 1 AND 12, TOWNSHIP 6 SOUTH, RANGE 66 WEST OF THE SIXTH PRINCIPAL MERIDIAN, AND SECTIONS 6 AND 7, TOWNSHIP 6 SOUTH, RANGE 65 WEST OF THE SIXTH PRINCIPAL MERIDIAN, COUNTY OF DOUGLAS, STATE OF COLORADO, DESCRIBED AS FOLLOWS:

BEGINNING AT A POINT ON THE NORTH RIGHT-OF-WAY LINE OF INSPIRATION DRIVE FROM WHENCE THE SOUTHWEST CORNER OF SAID SECTION 1 BEARS SOUTH 00°07'11" EAST A DISTANCE OF 30.00 FEET; THENCE ALONG SAID NORTH RIGHT-OF-WAY LINE AND THE SOUTH LINE OF THAT PARCEL OF LAND RECORDED IN BOOK 1733 AT PAGE 827, DOUGLAS COUNTY RECORDS, NORTH 89°39'15" EAST A DISTANCE OF 2654.87 TO A POINT, FROM WHENCE THE SOUTH ONE-QUARTER CORNER OF SAID SECTION 1 BEARS SOUTH 00°20'56" EAST A DISTANCE OF 30.00 FEET; THENCE CONTINUING ALONG SAID NORTH RIGHT-OF-WAY LINE AND THE SOUTH LINE OF SAID PARCEL NORTH 89°39'13" EAST A DISTANCE OF 2624.89 FEET TO THE INTERSECTION OF SAID NORTH RIGHT-OF-WAY LINE OF INSPIRATION DRIVE AND THE WEST RIGHT-OF-WAY LINE OF GARTRELL ROAD, FROM WHENCE THE SOUTHEAST CORNER OF SAID SECTION 1 BEARS SOUTH 45°06'01" EAST A DISTANCE OF 42.54 FEET; THENCE ALONG SAID WEST RIGHT-OF-WAY LINE OF GARTRELL ROAD, NORTH 00°14'03" WEST A DISTANCE OF 2623.39 FEET TO A POINT, FROM WHENCE THE EAST ONE-QUARTER CORNER OF SAID SECTION 1 BEARS NORTH 89°46'06" EAST A DISTANCE OF 30.00 FEET; THENCE CONTINUING ALONG SAID WEST RIGHT-OF-WAY LINE OF GARTRELL ROAD NORTH 00°13'45" WEST A DISTANCE OF 2697.14 FEET TO A POINT ON THE NORTH LINE OF THE NORTHEAST ONE-QUARTER OF SAID SECTION 1; THENCE ALONG SAID NORTH LINE NORTH 89°27'53" EAST A DISTANCE OF 30.00 FEET TO THE NORTHEAST CORNER OF SAID SECTION 1; THENCE ALONG THE NORTH LINE OF THE NORTHWEST ONE-QUARTER OF SAID SECTION 6, NORTH 89°27'53" EAST A DISTANCE OF 30.00 FEET TO A POINT ON THE EAST RIGHT-OF-WAY LINE OF SAID GARTRELL ROAD; THENCE ALONG SAID EAST RIGHT-OF-WAY LINE OF GARTRELL ROAD, SOUTH 00°13'45" EAST A DISTANCE OF 2697.45 FEET TO A POINT, FROM WHENCE THE WEST ONE-QUARTER CORNER OF SAID SECTION 6 BEARS NORTH 89°47'51" WEST A DISTANCE OF 30.00 FEET; THENCE CONTINUING ALONG SAID EAST RIGHT-OF-WAY LINE OF GARTRELL ROAD SOUTH 00°14'03" EAST A DISTANCE OF 2623.62 FEET TO THE INTERSECTION OF SAID EAST RIGHT-OF-WAY LINE OF GARTRELL ROAD AND THE NORTH RIGHT-OF-WAY LINE OF INSPIRATION DRIVE, FROM WHENCE THE SOUTHWEST CORNER OF SAID SECTION 6 BEARS SOUTH 45°02'52" WEST A DISTANCE OF 42.21 FEET; THENCE ALONG THE NORTH RIGHT-OF-WAY LINE OF INSPIRATION DRIVE AND THE SOUTH LINE OF THAT PARCEL OF LAND RECORDED IN BOOK 1733 AT PAGE 827, DOUGLAS COUNTY RECORDS, SOUTH 89°40'50" EAST A DISTANCE OF 2811.79 FEET TO THE INTERSECTION OF THE WEST LINE OF THAT PARCEL OF LAND RECORDED IN BOOK 138 AT PAGE 320, DOUGLAS COUNTY RECORDS AND THE SAID NORTH RIGHT-OF-WAY LINE OF INSPIRATION DRIVE, FROM WHENCE THE SOUTH ONE-QUARTER CORNER OF SAID SECTION 6 BEARS SOUTH 01°14'07" EAST A DISTANCE OF 30.01 FEET; THENCE CONTINUING ALONG THE SAID NORTH RIGHT-OF-WAY LINE OF INSPIRATION DRIVE AND THE SOUTH LINE OF SAID PARCEL OF LAND, SOUTH 89°09'57" EAST A DISTANCE OF 210.15 FEET TO THE INTERSECTION OF THE EAST LINE OF SAID PARCEL OF LAND AND THE SAID NORTH

APRIL, 2001
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LEGAL DESCRIPTION

METROPOLITAN DISTRICT 2

RIGHT-OF-WAY LINE OF INSPIRATION DRIVE; THENCE ALONG THE EAST LINE SAID PARCEL OF LAND, NORTH 01°14'07" WEST A DISTANCE OF 4656.48 FEET TO THE NORTHEAST CORNER OF SAID

PARCEL OF LAND, SAID POINT BEING ON THE SOUTH LINE OF THAT PARCEL OF LAND RECORDED IN BOOK 136 AT PAGE 473, DOUGLAS COUNTY RECORDS, SAID POINT ALSO BEING ON A NORTHERLY LINE OF THAT PARCEL RECORDED IN BOOK 1733 AT PAGE 827, DOUGLAS COUNTY RECORDS; THENCE ALONG THE LINES COMMON TO SAID PARCELS RECORDED IN BOOK 136 AT PAGE 473 AND IN BOOK 1733 AT PAGE 827 THE FOLLOWING TWO (2) COURSES:

- 1) THENCE SOUTH 46°35'07" EAST A DISTANCE OF 127.86 FEET;
- 2) THENCE NORTH 01°14'07" WEST A DISTANCE OF 148.47 FEET TO AN ANGLE POINT OF SAID PARCEL OF LAND RECORDED IN BOOK 1733 AT PAGE 827, AND AN ANGLE POINT IN THE WESTERLY LINE OF LIVENGOOD HILLS UNIT 2 RECORDED AT RECEPTION NUMBER 121427, DOUGLAS COUNTY RECORDS;

THENCE ALONG THE COMMON LINES OF SAID PARCEL RECORDED IN BOOK 1733 AT PAGE 827 AND THE SAID WESTERLY LINES OF LIVENGOOD HILLS UNIT 2 THE FOLLOWING TEN (10) COURSES:

- 1) THENCE SOUTH 45°07'18" EAST A DISTANCE OF 129.09 FEET;
- 2) THENCE SOUTH 67°20'16" EAST A DISTANCE OF 389.88 FEET;
- 3) THENCE SOUTH 14°55'26" EAST A DISTANCE OF 421.59 FEET;
- 4) THENCE SOUTH 71°51'22" EAST A DISTANCE OF 210.84 FEET;
- 5) THENCE SOUTH 46°07'20" EAST A DISTANCE OF 173.93 FEET;
- 6) THENCE SOUTH 04°06'02" EAST A DISTANCE OF 308.75 FEET;
- 7) THENCE SOUTH 06°30'58" WEST A DISTANCE OF 292.45 FEET;
- 8) THENCE SOUTH 07°40'58" WEST A DISTANCE OF 1235.14 FEET;
- 9) THENCE SOUTH 36°50'19" WEST A DISTANCE OF 192.92 FEET;
- 10) THENCE SOUTH 04°51'02" EAST A DISTANCE OF 1380.03 FEET TO AN ANGLE POINT IN SAID PARCEL OF LAND RECORDED IN BOOK 1733, PAGE 827, SAID POINT ALSO BEING ON THE NORTH LINE OF THAT PARCEL OF LAND AS RECORDED IN BOOK 1035, PAGE 1092, DOUGLAS COUNTY RECORDS; THENCE ALONG THE COMMON LINE OF SAID PARCEL OF LAND RECORDED IN BOOK 1035, PAGE 1092 AND SAID PARCEL OF LAND RECORDED IN BOOK 1733, PAGE 827 THE FOLLOWING TWO (2) COURSES:

- 1) NORTH 85°21'02" WEST A DISTANCE OF 73.55 FEET TO THE NORTHWEST CORNER OF SAID PARCEL OF LAND RECORDED IN BOOK 1035, PAGE 1092,
- 2) THENCE SOUTH 02°17'58" WEST A DISTANCE OF 551.66 FEET TO A POINT ON THE NORTH RIGHT-OF-WAY LINE OF INSPIRATION DRIVE;

THENCE ACROSS SAID INSPIRATION DRIVE SOUTH 00°50'03" WEST A DISTANCE OF 80.00 FEET TO A POINT ON THE SOUTH RIGHT-OF-WAY LINE OF SAID INSPIRATION DRIVE; THENCE THE FOLLOWING EIGHT (8) COURSES ALONG THE SAID SOUTH RIGHT-OF-WAY LINE OF INSPIRATION DRIVE:

- 1) THENCE NORTH 89°09'57" WEST A DISTANCE OF 587.45 FEET TO THE POINT OF INTERSECTION OF SAID SOUTH RIGHT-OF-WAY LINE OF INSPIRATION DRIVE AND THE EAST LINE OF THAT PARCEL OF LAND RECORDED IN BOOK 138 AT PAGE 320, DOUGLAS COUNTY RECORDS;
- 2) THENCE ALONG THE EAST LINE OF SAID PARCEL OF LAND, NORTH 00°19'28" WEST A DISTANCE OF 20.01 FEET;
- 3) THENCE ALONG THE LINE COMMON TO SAID PARCEL OF LAND AND THE SOUTH LINE

LEGAL DESCRIPTION

METROPOLITAN DISTRICT 2

OF INSPIRATION DRIVE NORTH 89°09'57" WEST A DISTANCE OF 207.55 FEET TO A POINT, FROM WHENCE THE SOUTH ONE-QUARTER CORNER OF SAID SECTION 6 BEARS NORTH 01°52'27" EAST A DISTANCE OF 30.01 FEET;

4) THENCE CONTINUING ALONG SAID COMMON LINE NORTH 89°40'50" WEST A DISTANCE OF 20.59 FEET TO A POINT ON THE WEST LINE OF SAID PARCEL OF LAND;

5) THENCE ALONG SAID WEST LINE SOUTH 00°19'12" EAST A DISTANCE OF 10.00 FEET;

6) THENCE NORTH 89°40'50" WEST A DISTANCE OF 2820.64 FEET TO A POINT, FROM WHENCE THE SOUTHWEST CORNER OF SAID SECTION 6 BEARS NORTH 02°31'33" WEST A DISTANCE OF 40.05 FEET;

7) THENCE SOUTH 89°39'13" WEST A DISTANCE OF 2654.75 FEET TO A POINT, FROM WHENCE THE SOUTH ONE-QUARTER CORNER OF SAID SECTION 1 BEARS NORTH 00°20'40" WEST A DISTANCE OF 40.00 FEET ;

8) THENCE SOUTH 89°39'15" WEST A DISTANCE OF 2654.93 FEET TO A POINT ON THE WEST LINE OF SAID SECTION 12; THENCE LEAVING SAID SOUTH RIGHT-OF-WAY LINE OF INSPIRATION DRIVE AND ALONG THE WEST LINE OF SAID SECTION 12 NORTH 00°08'34" WEST A DISTANCE OF 40.00 FEET TO THE NORTHWEST CORNER OF SAID SECTION 12; THENCE ALONG THE WEST LINE OF SAID SECTION 1, NORTH 00°07'11" WEST A DISTANCE OF 30.00 FEET TO POINT OF BEGINNING.

EXCEPTING:

COMMENCING AT THE SOUTH ONE-QUARTER CORNER OF SECTION 6, TOWNSHIP 6 SOUTH, RANGE 65 WEST OF THE SIXTH PRINCIPAL MERIDIAN; THENCE NORTH 80°05'57" EAST A DISTANCE OF 483.18 FEET TO THE POINT OF BEGINNING:

THENCE NORTH 01°14'07" WEST A DISTANCE OF 491.55 FEET; THENCE SOUTH 89°09'57" EAST A DISTANCE OF 221.64 FEET; THENCE SOUTH 01°14'07" EAST A DISTANCE OF 491.55 FEET; THENCE NORTH 89°09'57" WEST A DISTANCE OF 221.64 FEET TO THE POINT OF BEGINNING.

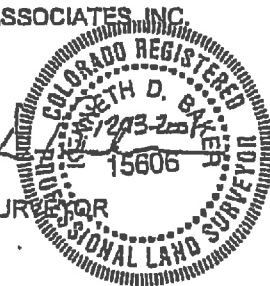
SAID PARCEL CONTAINING 95.661 ACRES (4,167,032 SQUARE FEET), MORE OR LESS.

I, KENNETH D. BAKER, A PROFESSIONAL LAND SURVEYOR IN THE STATE OF COLORADO, DO HEREBY STATE THAT THE ABOVE LEGAL DESCRIPTION AND ATTACHED EXHIBIT WERE PREPARED UNDER MY RESPONSIBLE CHARGE, AND ON THE BASIS OF MY KNOWLEDGE, INFORMATION AND BELIEF ARE CORRECT.

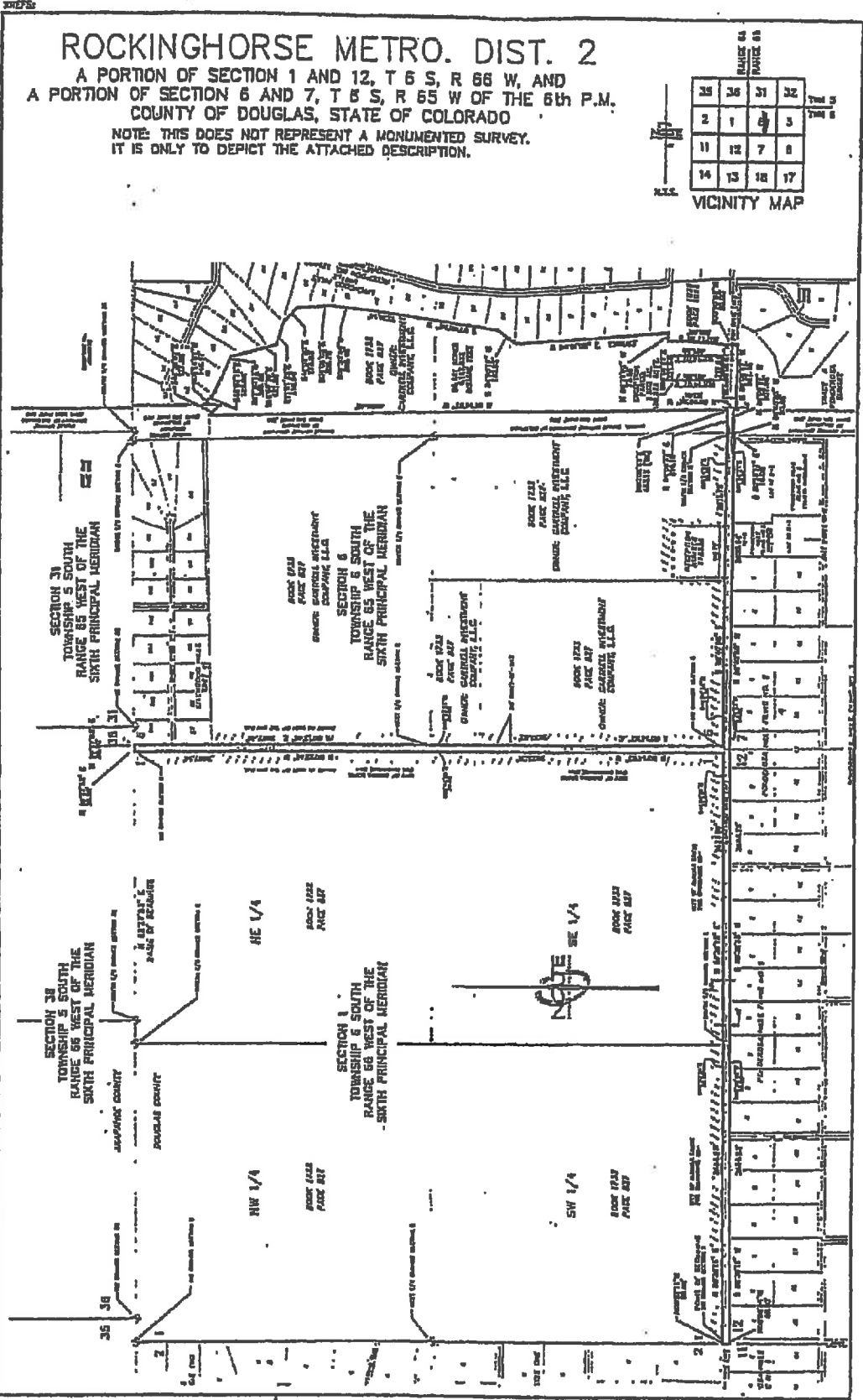
EXHIBIT ATTACHED AND BY THIS REFERENCE MADE A PART HEREOF.

FOR AND ON BEHALF OF NOLTE ASSOCIATES, INC.

Kenneth D. Baker
KENNETH D. BAKER
COLORADO REGISTERED LAND SURVEYOR
REGISTRATION NUMBER 15606



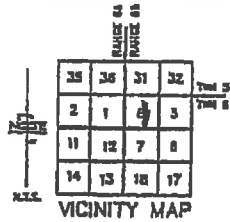
NOLTE ASSOCIATES, INC.
7000 S. YOSEMITE STREET
ENGLEWOOD, CO 80112



ROCKINGHORSE METRO. DIST. 2

A PORTION OF SECTION 1 AND 12, T 6 S, R 66 W, AND
 A PORTION OF SECTION 6 AND 7, T 5 S, R 65 W OF THE 6th P.M.
 COUNTY OF DOUGLAS, STATE OF COLORADO

NOTE: THIS DOES NOT REPRESENT A MONUMENTED SURVEY.
 IT IS ONLY TO DEPICT THE ATTACHED DESCRIPTION.



DATE: 12/13/14
 PLAN: 17/13/14
 DRAWING NAME: 17-13-14

NOLTE
 BEYOND ENGINEERING

EXHIBIT
 ROCKINGHORSE METRO. DIST. 2
 CITY OF AURORA, COLORADO

SHEET NUMBER
4
 OF 4 SHEETS

Rockinjerse Cont.

**LEGAL DESCRIPTION
METROPOLITAN DISTRICT 2**

THAT PORTION OF SECTION 6, TOWNSHIP 6 SOUTH, RANGE 66 WEST OF THE SIXTH PRINCIPAL MERIDIAN, COUNTY OF DOUGLAS, STATE OF COLORADO, DESCRIBED AS FOLLOWS:

BASIS OF BEARINGS: THE NORTH LINE OF THE NORTHEAST QUARTER OF SECTION 1, TOWNSHIP 6 SOUTH, RANGE 66 WEST OF THE SIXTH PRINCIPAL MERIDIAN, ASSUMED AS BEING NORTH 89°27'53" EAST.

COMMENCING AT THE NORTHWEST CORNER OF SAID SECTION 6, SAID POINT BEING IN THE CENTERLINE OF THE RIGHT-OF-WAY OF GARTRELL ROAD (60 FOOT RIGHT-OF-WAY); THENCE ALONG THE WEST LINE OF SAID SECTION 6 AND THE CENTERLINE OF SAID RIGHT-OF-WAY OF GARTRELL ROAD SOUTH 00°13'45" EAST A DISTANCE OF 714.75 FEET TO A POINT; THENCE LEAVING SAID WEST LINE OF SECTION 6 AND THE SAID CENTERLINE OF THE RIGHT-OF-WAY OF GARTRELL ROAD NORTH 89°46'15" EAST A DISTANCE OF 30.00 FEET TO A POINT ON THE EASTERLY RIGHT-OF-WAY LINE OF SAID GARTRELL ROAD, BEING THE POINT OF BEGINNING;

THENCE ALONG THE NORTH LINE OF THAT PARCEL OF LAND AS RECORDED IN BOOK 1733 AT PAGE 827, DOUGLAS COUNTY RECORDS, NORTH 88°56'00" EAST A DISTANCE OF 2730.13 FEET TO A POINT ON THE WEST LINE OF THE PUBLIC SERVICE COMPANY OF COLORADO PARCEL OF LAND AS RECORDED IN BOOK 136 AT PAGE 473, DOUGLAS COUNTY RECORDS, AND ALSO BEING ON THE EAST LINE OF THE WEST ONE-HALF OF SAID SECTION 6; THENCE ALONG THE WEST LINE OF SAID PUBLIC SERVICE COMPANY OF COLORADO PARCEL AND ALONG THE WEST LINE OF THE PUBLIC SERVICE COMPANY OF COLORADO PARCEL AS RECORDED IN BOOK 138 AT PAGE 320, DOUGLAS COUNTY RECORDS, AND ALSO ALONG THE SAID EAST LINE OF THE WEST ONE-HALF OF SECTION 6, SOUTH 01°14'07" EAST A DISTANCE OF 4673.72 FEET TO A POINT AT THE INTERSECTION OF THE WEST LINE OF SAID PARCEL AS RECORDED IN BOOK 138 AT PAGE 320 AND THE NORTH RIGHT-OF-WAY LINE OF INSPIRATION DRIVE (70 FOOT RIGHT-OF-WAY); THENCE ALONG SAID NORTH RIGHT-OF-WAY LINE OF INSPIRATION DRIVE AND THE SOUTH LINE OF SAID PARCEL OF LAND AS RECORDED IN BOOK 1733 AT PAGE 827, DOUGLAS COUNTY RECORDS, NORTH 89°40'50" WEST A DISTANCE OF 842.99 FEET TO THE INTERSECTION OF SAID NORTH RIGHT-OF-WAY LINE OF INSPIRATION DRIVE AND THE EAST LINE OF THAT PARCEL OF LAND AS RECORDED AT RECEPTION NUMBER 175336, DOUGLAS COUNTY RECORDS; THENCE ALONG THE COMMON LINES OF SAID PARCELS AS RECORDED AT RECEPTION NUMBER 175336 AND IN BOOK 1733 AT PAGE 827, DOUGLAS COUNTY RECORDS THE FOLLOWING THREE (3) COURSES:

- 1) THENCE LEAVING SAID NORTH RIGHT-OF-WAY LINE OF INSPIRATION DRIVE NORTH 00°15'20" WEST A DISTANCE OF 466.70 FEET;
- 2) THENCE NORTH 89°40'50" WEST A DISTANCE OF 466.70 FEET;
- 3) THENCE SOUTH 00°15'20" EAST A DISTANCE OF 466.70 FEET TO A POINT ON THE NORTH RIGHT-OF-WAY LINE OF INSPIRATION DRIVE (70 FOOT RIGHT-OF-WAY);

THENCE ALONG SAID NORTH RIGHT-OF-WAY LINE OF INSPIRATION DRIVE AND THE SOUTH LINE OF SAID PARCEL OF LAND RECORDED IN BOOK 1733 AT PAGE 827, DOUGLAS COUNTY RECORDS NORTH 89°40'50" WEST A DISTANCE OF 1502.11 FEET TO A POINT ON THE EAST RIGHT-OF-WAY LINE OF GARTRELL ROAD, FROM WHENCE THE SOUTHWEST CORNER OF SECTION 6, TOWNSHIP 6 SOUTH, RANGE 66 WEST OF THE SIXTH PRINCIPAL MERIDIAN BEARS SOUTH 45°02'52" WEST A DISTANCE OF 42.21 FEET; THENCE ALONG SAID EAST RIGHT-OF-WAY LINE OF GARTRELL ROAD NORTH 00°14'03" WEST A DISTANCE OF 2623.62 FEET TO A POINT, FROM WHENCE THE WEST ONE-QUARTER CORNER OF SECTION 6, TOWNSHIP 6 SOUTH, RANGE 66 WEST OF THE SIXTH PRINCIPAL MERIDIAN BEARS NORTH

APRIL 2001
PAGE 2 OF 3
01-036B.DOC

LEGAL DESCRIPTION

METROPOLITAN DISTRICT 2

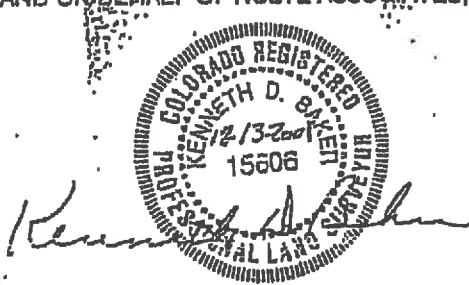
89°47'51" WEST A DISTANCE OF 30.00 FEET; THENCE CONTINUING ALONG SAID EAST RIGHT-OF-WAY LINE OF GARTRELL ROAD NORTH 00°13'45" WEST A DISTANCE OF 1982.55 FEET, TO THE POINT OF BEGINNING.

CONTAINING 290.125 ACRES (12,637,839 SQUARE FEET), MORE OR LESS.

I, KENNETH D. BAKER, A PROFESSIONAL LAND SURVEYOR IN THE STATE OF COLORADO, DO HEREBY STATE THAT THE ABOVE LEGAL DESCRIPTION AND ATTACHED EXHIBIT WERE PREPARED UNDER MY RESPONSIBLE CHARGE, AND ON THE BASIS OF MY KNOWLEDGE, INFORMATION AND BELIEF ARE CORRECT.

EXHIBIT ATTACHED AND BY THIS REFERENCE MADE A PART HEREOF.

FOR AND ON BEHALF OF NOLTE ASSOCIATES, INC.



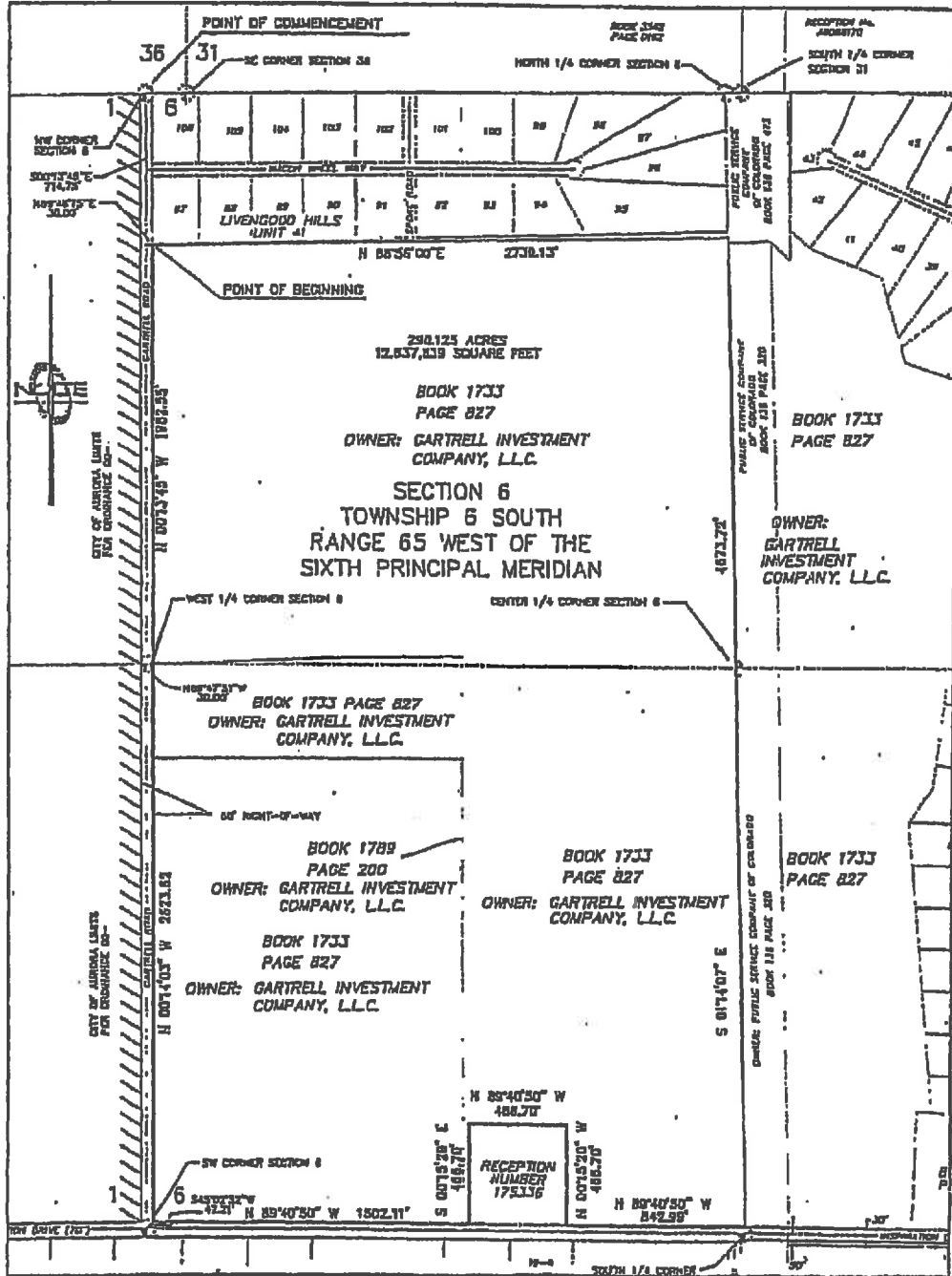
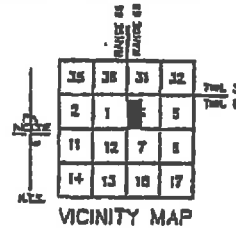
KENNETH D. BAKER
COLORADO REGISTERED LAND SURVEYOR
REGISTRATION NUMBER 15606

NOLTE ASSOCIATES, INC.
7000 S. YOSEMITE STREET
ENGLEWOOD, CO 80112

ROCKINGHORSE METRO. DIST. 2

A PORTION OF SECTION 6, T 6 S, R 65 W, OF THE 6th P.M.
COUNTY OF DOUGLAS, STATE OF COLORADO

NOTE: THIS DOES NOT REPRESENT A MONUMENTED SURVEY.
IT IS ONLY TO DEPICT THE ATTACHED DESCRIPTION.



DATE: 12/13/01
SERVICES:
1: 2:10 p.m.
NOLTE

NOLTE
BEYOND ENGINEERING

EXHIBIT
ROCKINGHORSE METRO. DIST. 2
CITY OF AURORA, COLORADO

SHEET NUMBER
3
OF 3 SHEETS

APRIL 2001
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01-036A.DOC

Lockinurse
LEGAL DESCRIPTION
METROPOLITAN DISTRICT 2

THAT PORTION OF SECTION 1, TOWNSHIP 6 SOUTH, RANGE 66 WEST OF THE SIXTH PRINCIPAL MERIDIAN, COUNTY OF DOUGLAS, STATE OF COLORADO, DESCRIBED AS FOLLOWS:

BASIS OF BEARINGS: THE NORTH LINE OF THE NORTHEAST QUARTER OF SECTION 1, TOWNSHIP 6 SOUTH, RANGE 66 WEST OF THE SIXTH PRINCIPAL MERIDIAN, ASSUMED AS BEING NORTH 89°27'53" EAST.

BEGINNING AT THE NORTHWEST CORNER OF SAID SECTION 1, SAID POINT ALSO BEING THE NORTHEAST CORNER OF TRAVOIS FILING TWO AS RECORDED AT RECEPTION NUMBER 140810, DOUGLAS COUNTY RECORDS, FROM WHENCE THE WEST QUARTER CORNER OF SAID SECTION 1 BEARS SOUTH 00°17'20" EAST A DISTANCE OF 2674.57 FEET; THENCE ALONG THE NORTH LINE OF SAID SECTION 1, THE SOUTH LINE OF SECTION 35, TOWNSHIP 5 SOUTH, RANGE 66 WEST OF THE SIXTH PRINCIPAL MERIDIAN AND THE NORTH LINE OF THAT PARCEL OF LAND AS RECORDED IN BOOK 1733, PAGE 827, DOUGLAS COUNTY RECORDS, NORTH 89°34'11" EAST A DISTANCE OF 213.11 FEET TO THE SOUTHEAST CORNER OF SAID SECTION 35; THENCE CONTINUING ALONG THE NORTH LINE OF SAID SECTION 1, THE SOUTH LINE OF SECTION 36, TOWNSHIP 5 SOUTH, RANGE 66 WEST OF THE SIXTH PRINCIPAL MERIDIAN, AND THE NORTH LINE OF SAID PARCEL OF LAND RECORDED IN BOOK 1733, PAGE 827, NORTH 89°32'02" EAST A DISTANCE OF 2440.22 FEET TO THE NORTH QUARTER CORNER OF SAID SECTION 1; THENCE CONTINUING ALONG THE NORTH LINE OF SAID SECTION 1, THE SOUTH LINE OF SAID SECTION 36, AND THE NORTH LINE OF THAT PARCEL OF LAND RECORDED IN BOOK 1733, PAGE 827, DOUGLAS COUNTY RECORDS, NORTH 89°32'02" EAST A DISTANCE OF 204.38 FEET TO THE SOUTH QUARTER CORNER OF SAID SECTION 36; THENCE CONTINUING ALONG THE NORTH LINE OF SAID SECTION 1, THE SOUTH LINE OF SAID SECTION 36 AND THE NORTH LINE OF SAID PARCEL OF LAND RECORDED IN BOOK 1733, PAGE 827, NORTH 89°27'53" EAST A DISTANCE OF 2418.95 FEET TO THE INTERSECTION OF THE NORTH LINE OF SAID SECTION 1, THE SOUTH LINE OF SAID SECTION 36 AND THE WESTERLY RIGHT-OF-WAY LINE OF GARTRELL ROAD (60 FOOT RIGHT-OF-WAY) SAID POINT ALSO BEING THE NORTHEASTERLY CORNER OF SAID PARCEL OF LAND RECORDED IN BOOK 1733, PAGE 827, FROM WHENCE THE NORTHEAST CORNER OF SAID SECTION 1 BEARS NORTH 89°27'53" EAST A DISTANCE OF 30.00 FEET, THENCE ALONG SAID WESTERLY RIGHT-OF-WAY LINE OF GARTRELL ROAD AND THE EAST LINE OF SAID PARCEL OF LAND RECORDED IN BOOK 1733, PAGE 827, SOUTH 00°13'45" EAST A DISTANCE OF 2697.14 FEET TO A POINT ON THE SOUTH LINE OF THE NORTHEAST QUARTER OF SAID SECTION 1, FROM WHENCE THE EAST QUARTER CORNER OF SAID SECTION 1 BEARS NORTH 89°44'55" EAST A DISTANCE OF 30.00 FEET; THENCE CONTINUING ALONG THE SAID WESTERLY RIGHT-OF-WAY LINE OF GARTRELL ROAD SOUTH 00°14'03" EAST A DISTANCE OF 2823.39 FEET TO THE INTERSECTION OF SAID WESTERLY RIGHT-OF-WAY LINE OF GARTRELL ROAD AND THE NORTHERLY RIGHT-OF-WAY LINE OF INSPIRATION DRIVE (70 FOOT RIGHT-OF-WAY), FROM WHENCE THE SOUTHEAST CORNER OF SAID SECTION 1 BEARS SOUTH 45°06'01" EAST A DISTANCE OF 42.54 FEET; THENCE ALONG SAID NORTHERLY RIGHT-OF-WAY LINE OF INSPIRATION DRIVE AND THE SOUTHERLY LINE OF THAT PARCEL OF LAND AS RECORDED IN BOOK 1733 PAGE 827, SOUTH 89°39'13" WEST A DISTANCE OF 2624.89 FEET TO A POINT ON THE WEST LINE OF THE SOUTHEAST QUARTER OF SAID SECTION 1, SAID POINT ALSO BEING THE SOUTHEASTERLY CORNER OF SAID PARCEL OF LAND RECORDED IN BOOK 1733, PAGE 827, FROM WHENCE THE SOUTH QUARTER CORNER OF SAID SECTION 1 BEARS SOUTH 00°12'54" WEST A DISTANCE OF 30.00 FEET; THENCE CONTINUING ALONG SAID NORTH LINE OF INSPIRATION DRIVE AND THE SOUTH LINE OF SAID PARCEL OF LAND AS RECORDED IN BOOK 1733, PAGE 827, SOUTH 89°39'15" WEST A DISTANCE OF 2654.67 FEET TO A POINT ON THE WESTERLY LINE OF SAID SECTION 1, SAID POINT ALSO BEING THE SOUTHEASTERLY CORNER OF TRAVOIS FILING ONE AS RECORDED AT RECEPTION NUMBER 135994, FROM WHENCE THE SOUTHWEST CORNER OF SAID SECTION 1 BEARS SOUTH 00°06'33" EAST A DISTANCE OF 30.00 FEET; THENCE ALONG THE WEST LINE OF SAID SECTION 1, THE EAST LINE OF SECTION 2, TOWNSHIP 6 SOUTH, RANGE 66 WEST OF THE SIXTH PRINCIPAL MERIDIAN, THE

APRIL,2001
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LEGAL DESCRIPTION

METROPOLITAN DISTRICT 2

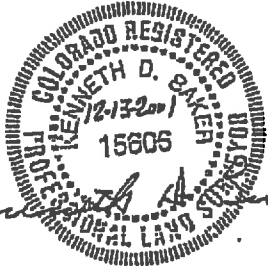
WEST LINE OF SAID PARCEL OF LAND RECORDED IN BOOK 1733, PAGE 827 AND THE
EASTERLY LINE OF TRAVOIS FILING ONE, NORTH 00°06'33" WEST A DISTANCE OF 2632.13 FEET
TO THE WEST QUARTER CORNER OF SAID SECTION 1, SAID POINT ALSO BEING THE
NORTHEAST CORNER OF SAID TRAVOIS FILING ONE AND THE SOUTHEAST CORNER OF SAID
TRAVOIS FILING TWO; THENCE ALONG THE WEST LINE OF SAID SECTION 1, THE EAST LINE OF
SAID SECTION 2, THE WEST LINE OF SAID PARCEL OF LAND RECORDED IN BOOK 1733, PAGE
827, AND THE EAST LINE OF SAID TRAVOIS FILING TWO, NORTH 00°17'20" WEST A DISTANCE
OF 2674.57 FEET TO THE POINT OF BEGINNING.

CONTAINING 643.475 ACRES (28,029,761 SQUARE FEET), MORE OR LESS.

I, KENNETH D. BAKER, A PROFESSIONAL LAND SURVEYOR IN THE STATE OF COLORADO, DO
HEREBY STATE THAT THE ABOVE LEGAL DESCRIPTION AND ATTACHED EXHIBIT WERE PREPARED
UNDER MY RESPONSIBLE CHARGE, AND ON THE BASIS OF MY KNOWLEDGE, INFORMATION AND
BELIEF ARE CORRECT.

EXHIBIT ATTACHED AND BY THIS REFERENCE MADE A PART HEREOF.

FOR AND ON BEHALF OF NOLTE ASSOCIATES, INC.



Kenneth D. Baker

KENNETH D. BAKER
COLORADO REGISTERED LAND SURVEYOR
REGISTRATION NUMBER 15606

NOLTE ASSOCIATES, INC.
7000 S. YOSEMITE STREET
ENGLEWOOD, CO 80112

