

SERVICE PLAN

FOR

SBC METROPOLITAN DISTRICT

(CITY AND COUNTY OF DENVER, COLORADO)

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SERVICE PLAN FOR THE SBC METROPOLITAN DISTRICT

INTRODUCTION

Pursuant to the requirements of the Special District Control Act, Section 32-1-201, et seq., Colorado Revised Statutes, and the Criteria for Establishing Title 32 Districts in the City and County of Denver, this Service Plan consists of a financial analysis and an engineering plan showing how the proposed facilities and services of the proposed SBC Metropolitan District ("District") will be provided and financed. The following items are included in this Service Plan:

1. A description of the proposed services;
2. A financial plan showing how the proposed services are to be financed;
3. A preliminary engineering or architectural survey showing how the proposed services are to be provided;
4. A map of the proposed District boundaries and an estimate of the population and valuation for assessment of the proposed District;
5. A general description of the facilities to be constructed and the standards of such construction, including a statement of how the facility and service standards of the proposed District are compatible with facility and service standards of the City and County of Denver and of municipalities and special districts which are interested parties pursuant to Section 32-1-204(I), Colorado Revised Statutes;
6. A general description of the estimated cost of acquiring land, engineering services, legal services, administrative services, initial proposed indebtedness and estimated

proposed maximum interest rates and discounts, and other major expenses related to the organization and initial operation of the proposed District; and

7. A description of any arrangement or proposed agreement with any political subdivision for the performance of any services between the proposed District and such other political subdivision.

PURPOSE OF THE DISTRICT

It is intended that the District will provide certain essential public purpose facilities for the use and benefit of its taxpayers and service users. The District is expected to finance the construction of improvements and provide such other services as are described in this Service Plan.

The major purpose of the District is to finance and construct public improvements and to dedicate, when appropriate, such public improvements to the City and County of Denver, Colorado (the "City") or to such other entity as appropriate for the use and benefit of the District taxpayers and service users.

Adequate service is not, and will not be, available to the Property through existing county, municipal or other quasi-municipal corporations within a reasonable time and on a comparable basis. Currently, there are no other special districts capable of providing the essential public purpose facilities required for development of the Property. See Exhibit C attached hereto and incorporated herein, which lists other special districts and interested parties as defined by Section 32-1-204(1), C.R.S. The District will support the creation of a master district for the Stapleton redevelopment area, should one be formed.

PROPOSED DISTRICT BOUNDARIES/MAPS

The area to be served by the proposed District is located in the City north of Interstate 70, south of 51st Avenue, and west of Havana Street. The western boundary is west of the old Stapleton North-South Runway 35R/17L. The total area to be initially included in the proposed District is approximately two hundred ninety four (294) acres (the "Property"). A legal description of the Property is attached hereto as Exhibit A. A map of the boundaries of the Property is attached as Exhibit B-1 and a vicinity map is attached as Exhibit B-2.

PROPOSED LAND USE/POPULATION PROJECTIONS

At present, the Property within the proposed District is zoned PUD by the City, which allows for the uses set forth in the Zone Map attached as Exhibit K. The Property is now vacant and is not presently served with the facilities and/or services proposed to be provided by the proposed District, nor does the City or any other special district have any plans to provide such services within a reasonable time and on a comparable basis. It is anticipated that the Property within the proposed District would be utilized for commercial, office, hotel, retail, manufacturing, R&D, business park, warehousing and light industrial purposes. The peak daytime population is estimated at 11,500 persons, calculated by applying the parking ratio to the square footage anticipated for each of the types of development within the Property. In order to facilitate the development of the Property as planned, organized provision of facilities and services proposed to be provided by the proposed District will be necessary.

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. The number, scope and terms of inclusions of commercially zoned property will be determined by the Board of Directors of the District at the time of consideration. The inclusion of any parcels

zoned for single family or multi-family residential uses shall constitute a material modification of this Service Plan, unless approval of the City is obtained.

DESCRIPTION OF PROPOSED SERVICES

The following paragraphs provide a description of the proposed services to be provided by the District. The District shall not provide the following services: mosquito control, television relay and translation, fire protection or transportation services or facilities as defined in the Colorado Revised Statutes.

A. Types of Improvements.

The District plans to provide for the design, acquisition, construction, installation, and financing of certain water, sanitation, street, safety protection and park and recreation improvements and services within and without the boundaries of the District. This Service Plan describes with specificity those improvements anticipated for construction. The improvements will benefit the Property. A general description of each type of improvement and service to be provided by the District follows this paragraph, and Exhibit D lists the improvements currently planned to be provided relating to each type, the phasing of construction of such facilities (the "Improvements"). An explanation of the methods, basis, and/or assumptions used to prepare the above estimates is also included in Exhibit D. The Improvements generally depicted and described in Exhibits E through H have been presented for illustration only, and the exact design, subphasing of construction and location of the Improvements will be determined at the time of platting and such decisions shall not be considered to be a material modification of the Service Plan.

1. Sanitation. The proposed District shall have the power to provide for the acquisition, construction, completion, installation and/or operation and maintenance of a local

sanitary sewage collection and transmission system which may include, but shall not be limited to, collection mains and laterals, lift stations, transmission lines, and/or storm sewer, flood and surface drainage facilities and systems, including detention/retention ponds and associated irrigation facilities, and all necessary, incidental, and appurtenant facilities, land and easements, together with extensions of and improvements to said system within and without the boundaries of the proposed District.

It is anticipated that, following acceptance by the Denver Wastewater Management Division ("DWMD"), DWMD will maintain the sanitary sewer facilities within the District.

The District may supplement DWMD's maintenance as it deems necessary or desirable to benefit its taxpayers and service users. Following acceptance, the sanitation improvements will be owned, operated and maintained by DWMD.

2. Water. The proposed District shall have the power to provide for the acquisition, construction, completion, installation and/or operation and maintenance of a complete potable and nonpotable local water, transmission, and distribution system, which may include, but shall not be limited to, transmission lines, distribution mains and laterals, pressure reducing stations, irrigation facilities, storage facilities, land and easements, and all necessary, incidental, and appurtenant facilities, together with extensions of and improvements to said system within and without the boundaries of the proposed District.

It is anticipated that, following acceptance by the City and County of Denver, acting by and through its Board of Water Commissioners ("Denver Water Board"), the Denver Water Board will maintain the water facilities within the District. The District may supplement the Denver Water Board's maintenance as it deems necessary or desirable to benefit taxpayers

and service users. Following acceptance, the water improvements will be owned, operated and maintained by the Denver Water Board.

3. Streets. The proposed District shall have the power to provide for the acquisition, construction, completion, installation and/or operation and maintenance of street improvements, including curbs, gutters, culverts, and other drainage facilities, realignment of railroad tracks necessitated by street construction, sidewalks, bike paths and pedestrian ways, median islands, paving, lighting, grading, landscaping and irrigation, together with all necessary, incidental, and appurtenant facilities, land and easements, together with extensions of and improvements to said facilities within and without the boundaries of the proposed District. It is anticipated that, following acceptance by the City, the City will maintain the streets within the District. The District may supplement the City's maintenance as it deems necessary or desirable to benefit its taxpayers and service users. Following acceptance, the street improvements will be owned, operated and maintained by the City. Any easements for utilities granted prior to dedication of land to the City shall provide that in the event the property described in the easement is lawfully dedicated as a public right-of-way the grantee's interest under the easement, to the extent it lies within the lawfully dedicated property, shall thereby be terminated and the grantee hereby consents to such dedication to the City.

It is anticipated that all streetscaping improvements, including parkway medians, will be maintained by an association of landowners within the Property. The District may supplement the association's maintenance as it deems necessary or desirable to benefit its taxpayers and service users.

4. Safety Protection. The proposed District shall have the power to provide for the acquisition, construction, completion, installation and/or operation and maintenance of facilities and/or services for a system of traffic and safety controls and devices on streets and

highways, including signalization, signing and striping, together with all necessary, incidental, and appurtenant facilities, land and easements, together with extensions of and improvements to said facilities within and without the boundaries of the proposed District. Following acceptance, all safety protection improvements will be transferred to the City for ownership and maintenance. The City shall not maintain any rail crossings.

5. Park and Recreation. The proposed District shall have the power to provide for the design, acquisition, construction, completion, installation, operation and maintenance of parks and recreational facilities and programs including, but not limited to, parks, bike paths and pedestrian ways, open space, landscaping, cultural activities, water bodies, irrigation facilities, and other active and passive recreational 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 City shall not be obligated to accept dedication of land for parks or open space. It is anticipated that all such parks and recreational facilities will be maintained by an association of landowners within the Property. The District shall supplement the association's maintenance as it deems necessary or desirable to benefit its taxpayers and service users.

6. Other Powers

In addition to the enumerated powers, the Board of Directors of the District shall also have the following authority:

(A) Plan Amendments. To amend the Service Plan as needed, subject to the appropriate statutory procedures.

(B) Phasing, Deferral. Without amending this Service Plan, to defer, forego, reschedule, or restructure the financing and construction of certain improvements and

facilities, to better accommodate the pace of growth, resource availability, and potential inclusions of property within the District.

(C) Additional Services. Except as specifically provided herein, to provide such additional services and exercise such powers as are expressly or impliedly granted by Colorado law.

B. Land Acquisition. The District will not be authorized to purchase land or easements that would otherwise be dedicated to the City pursuant to the City's dedication requirements for the location of the improvements described in Section A above (the "Improvements") and any such purchase shall be a material modification of this Service Plan, unless approval of the City is obtained. The District shall not have the power to acquire property by eminent domain without the consent of the City.

C. Standards of Construction/Statement of Compatibility.

1. The sanitary sewer treatment and/or collection facilities will be designed, constructed and maintained in accordance with the standards of Denver Wastewater Management Division, the Colorado Department of Health, the City and other applicable local, state or federal rules and regulations.

2. The proposed District's water system will be constructed and maintained in accordance with the standards of the City, the Denver Water Board, the Colorado Department of Health or other jurisdictions, as appropriate.

3. All streets and safety protection facilities to be dedicated to the City will be constructed in accordance with the standards and specifications of the City.

4. All storm sewers and facilities will be constructed in accordance with the standards and specifications of the City, the Stapleton Business Center Design Standards and

Guidelines, and the Urban Drainage and Flood Control District and other local jurisdictions, as appropriate.

5. All parks and recreational facilities and/or services will be constructed in accordance with engineering and design requirements appropriate for the surrounding terrain, and shall not be incompatible with standards of the City, the Stapleton Business Center Design Standards and Guidelines, or other local public entities, as appropriate.

6. The District shall be subject to the City zoning, subdivision, building codes, land use regulations, and all other applicable laws, rules and regulations pertaining thereto.

Based on an analysis of jurisdictions which are interested parties in the Service Plan proceedings as defined in the Colorado Revised Statutes, a list of which is attached as Exhibit C, the proposed District's Engineers have determined that the standards by which the facilities are to be constructed are compatible with the facilities of such other jurisdictions.

D. Facilities to be Constructed and/or Acquired.

The District proposes to provide and/or acquire those facilities generally described herein. A general description, preliminary engineering survey and sample cross sections, as appropriate, of the facilities to be constructed and/or acquired are shown on Exhibits E through H. If the District assumes the obligation for the construction or operation and maintenance of improvements beyond that described herein, such action shall constitute a material modification of this Service Plan, unless approval of the City is obtained; provided, however, the District may phase in the construction or operation and maintenance of improvements or defer, delay or determine not to proceed with the construction or operation and maintenance of improvements and such actions shall not constitute material modifications of this Service Plan.

The District, in the design and construction of the proposed facilities, shall be governed and controlled by all limitations and provisions that are imposed on the City Department of Public Works by the Charter or ordinances of the City relating to the provisions for payment of prevailing wages, affirmative action and equal employment opportunity and minority and woman business enterprise participation that are contained in Sections 20-76 and Article 3 of Chapter 28, respectively, of the City's Revised Municipal Code ("DRMC"), as the same may be amended or recodified from time to time or pursuant to an intergovernmental agreement with the City.

In connection with the performance of the proposed service to be provided by the District, the District agrees not to refuse to hire, discharge, promote or demote, or to discriminate in matters of compensation against any person otherwise qualified, solely because of race, color, religion, national origin, gender, age, military status, sexual orientation, marital status, or physical or mental disability; and further agrees to insert the foregoing provision in all subcontracts hereunder.

MATERIAL MODIFICATIONS

It shall be a material modification of this Service Plan unless the prior consent of the City is first received to:

1. Include into the District any parcels zoned for single family or multi-family residential uses.
2. Purchase land or easements that would otherwise be dedicated to the City pursuant to the City's dedication requirements.
3. Assume the obligation for the construction or operation and maintenance of improvements beyond that described herein,; provided, however, the District may phase in the

construction or operation and maintenance of improvements or defer, delay or determine not to proceed with the construction or operation and maintenance of improvements and such actions shall not constitute material modifications of this Service Plan.

4. Consolidate the District with another Title 32 special district.
5. Fail to provide information requested by the City as described in the section entitled OPERATION AND MAINTENANCE/ESTIMATED COSTS within 30 days after receipt of written request from the City for such information.
6. Apply for funds from the Conservation Trust Fund or Great Outdoors Colorado (GOCO).
7. Issue Bonds otherwise than in accordance with the section herein titled FINANCIAL PLAN/PROPOSED INDEBTEDNESS.

DISSOLUTION/CONSOLIDATION

In accordance with Section 32-1-701, C.R.S., et seq., the District may pursue dissolution or it may pursue consolidation of its boundaries, pursuant to Section 32-1-601, C.R.S., et seq. Consolidation of the District with another Title 32 special district shall constitute a material modification of this Service Plan, unless approval of the City is obtained.

Subsequent to repayment of the debt incurred to design, construct or acquire the Improvements necessary to serve the Property, it is anticipated that the District will continue to operate and maintain streetscape areas and park and recreation areas.

ASSESSED VALUATION

The property within the proposed District was previously owned by the City. No assessment of the property within the District has yet been completed; therefore, the Financial

Plan assumes an assessed valuation of Zero Dollars (\$0) for 1997. The projected build-out for the proposed District is set forth in the Financial Plan set forth in Exhibit J. The projected assessed valuation of the property to be included within the proposed District, based upon the land use expectations heretofore noted, is set forth in the Financial Plan. At build-out, the assessed valuation is expected to be Fifty Four Million One Hundred Eighteen Thousand Eight Hundred Eighty-Seven Dollars (\$54,118,887).

ESTIMATED COSTS OF FACILITIES

The estimated costs of the facilities to be constructed, installed and/or acquired by the proposed District are set forth in Exhibit D attached hereto. Exhibits E through H include a facility map and an overall plan for each type of service or facility to be provided by the proposed District.

OPERATION AND MAINTENANCE/ESTIMATED COSTS

Subject to the applicable warranty, the proposed District intends to dedicate certain facilities constructed or acquired, to the appropriate jurisdiction for operations and maintenance. Facilities completed by the District or others within its boundaries may be owned, operated and/or maintained by the proposed District, pursuant to approvals being obtained from the appropriate jurisdiction(s). Estimated costs for operation and maintenance functions are shown on Exhibit I. The operating budget will authorize expenditures for District administration and for providing park and recreation and streetscape maintenance and minimal maintenance of other improvements after dedication of such improvements to other jurisdictions for ownership and maintenance. Additional fees and charges will be imposed and collected by the District in the

event it is in the best interests of the taxpayers and service users for the District to assume increased maintenance and repair responsibility for improvements in its boundaries.

The District shall provide the following information and documents on an annual basis to the City: (a) annual District budget; (b) annual construction schedules; (c) annual audited financial statements of the District; (d) total debt authorized and total debt issued or expected to be issued within the next 12 months; (e) names and terms of members of Board of Directors and Officers; (f) rules and regulations of the District; (g) current intergovernmental agreements; (h) all contracts for services or construction; (i) current documentation of credit enhancements (if any); (j) disclosure documents for current outstanding bonded indebtedness, if available; (k) current approved Service Plan; and (l) debt service schedule for any outstanding debt of the District.

Annually, the District shall notify by mail every real property owner in the District of a scheduled meeting of the Board of Directors of the District. Such noticed meeting shall occur at least thirty (30) days and not more than sixty (60) days following the date of mailing of the notice. Such notification shall include names and addresses of the Board of Directors of the District and reference the existence of a District file at the City.

The District shall also provide to the City a notice of a change in bond ratings on outstanding bonds or the failure of a credit enhancement securing outstanding bonds within thirty (30) days of the District receiving notice of such change or failure.

If the aforementioned information is not provided as set forth above, the City may request in writing that such information be provided. If the District does not provide the requested information within thirty (30) days of receipt of the written request from the City, such failure shall constitute a material modification of this Service Plan, unless approval of the City is obtained.

FINANCIAL PLAN/PROPOSED INDEBTEDNESS

The Financial Plan is attached hereto showing how the proposed facilities and/or services are to be financed, including the estimated costs of acquiring land (off-site, if necessary), engineering services, legal services, administrative services, proposed indebtedness and estimated proposed maximum interest rates and discounts, and other major expenses related to the organization and operation of the proposed District. The Financial Plan attached as Exhibit J demonstrates the issuance of the debt and the anticipated repayment based on the projected development in the District's boundaries. The Financial Plan demonstrates that, at various projected levels of development, the proposed District has the ability to finance the facilities identified herein, and will be capable of discharging the proposed indebtedness on a reasonable basis.

The funds and assets of the City shall not be pledged as security for the repayment of debt issued by the District.

The District's Financial Plan does not anticipate any revenues from the Conservation Trust Fund and the District shall not make application for such funds. Neither shall the District make application for funds from Great Outdoors Colorado (GOCO). Any application for such funds shall be considered to be a material modification of this Service Plan, unless approval of the City is obtained.

A. General. The provision of facilities by the proposed District will be primarily financed by the issuance of several series of general obligation bonds, secured by the ad valorem taxing authority of the proposed District with limitations as discussed below. The Financial Plan attached as Exhibit J demonstrates the issuance of the debt and the anticipated repayment based on the projected development in the District boundaries. It is anticipated that the first bond issue

will occur in 1998. Prior to that time, the construction costs for necessary improvements will be paid by the developer(s) within the proposed District, subject to subsequent acquisition by the proposed District of the completed improvements and payment to the developer(s) of such construction costs.

Pursuant to Section 32-1-1101, C.R.S., bonds would mature not more than twenty years from the date of issuance, with the first maturity being not later than three years from the date of their issuance. The proposed maximum voted interest rate is estimated at eighteen percent (18%) and the maximum discount at five percent (5%). The exact interest 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, subject to the limitations set forth herein.

It is proposed that a total maximum amount of Thirty Million Dollars (\$30,000,000) of general obligation bonds for various purposes be submitted to the electors of the proposed District for their approval at an election called for such purpose. The amount to be voted exceeds the amount of bonds 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. 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 Twenty Three Million Six Hundred Thousand Dollars (\$23,600,000) of bonds will be issued. The bonds will contain adequate call provisions to allow for the prior redemption or refinancing of bonds sold by the proposed District.

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 mill levy of thirty-five (35) 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 mill levy and/or the imposition of rates, tolls, fees and charges may be necessary.

Attached hereto as Exhibit L and incorporated herein by this reference is a table of tax levies for areas comparable to the proposed District. As the table demonstrates, the anticipated overlapping mill levy for the District is 105.511 mills, which is similar to other competing properties and lower than the current overlapping mill levies for Aurora Centretech, Interlocken, and Denver International Business Center.

B. Cost Summary and Bond Development. The District may authorize, issue, sell, and deliver such bonds, notes, contracts, reimbursement agreements, or other obligations evidencing or securing a borrowing (collectively, "Bonds") as are permitted by law, and without the prior written consent of the City or its authorized representatives, but subject to the following limitations:

1. The total outstanding amount of Bonds for the payment of which the District promises to impose an ad valorem property tax

("General Obligation Bonds") shall not exceed Twenty Three Million Six Hundred Thousand Dollars (\$23,600,000).

2. All Bonds shall be issued in compliance with Section 32-1-1101(6), C.R.S., or any successor statute, and shall be exempt from registration under the Colorado Municipal Bond Supervision Act, or shall be registered under such Act.
3. The District shall not be authorized to issue Bonds payable solely from sources other than ad valorem tax revenues.
4. The principal amount of any issue of General Obligation Bonds, together with any other outstanding issue of General Obligation Bonds of the District, may not at the time of issuance exceed fifty percent (50%) of the valuation for assessment of the taxable property in the District, as certified by the assessor (the foregoing condition is referred to herein as the "Debt Issuance Threshold"), except that the foregoing shall not apply to any of the following issues:
 - (a) any issue of General Obligation Bonds meeting each of the following criteria: (i) the issue is sold exclusively to the Developer and provides that it may not be transferred, assigned, pledged, or hypothecated by the Developer (defined below) until the Debt Issuance Threshold is reached; and (ii) for the payment of such issue the District has covenanted to impose a mill levy which is limited to not more than fifty (50) mills (a mill being equal to 1/10 of

1¢) per annum until the Debt Issuance threshold is reached; provided that such General Obligation Bonds may provide that in the event the method of calculating assessed valuation is changed after the date of approval of this Service Plan by any change in law, change in method of calculation, or change in the percentage of actual valuation used to determine assessed valuation, the fifty (50) mill levy limitation herein provided 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, are neither diminished nor enhanced as a result of such change;

- (b) an issue of General Obligation Bonds that is rated in one of the four highest rating categories by one or more nationally recognized organizations which regularly rate such obligations;
- (c) an issue of General Obligation Bonds secured as to the payment of the principal and interest by an irrevocable and unconditional letter of credit, line of credit, or other credit enhancement issued by a depository institution qualified as defined in section 11-59-110(1)(e), C.R.S.;

- (d) an issue of General Obligation Bonds insured as to payment of the principal and interest by a policy of insurance issued by an insurance company qualified as defined in section 11-59-110(1)(f), C.R.S.; or
- (e) an issue of General Obligation Bonds the principal amount of which, when combined with all other outstanding General Obligation Bonds, is not greater than \$2,000,000; provided that if any such General Obligation Bonds are issued under this provision prior to the time the Debt Issuance Threshold is reached, they shall be sold only to one or more "accredited investors", as that term is defined under sections 3(b) and (4)(2) of the federal "Securities Act of 1933" by regulation adopted thereunder by the securities and exchange commission (hereafter, "Accredited Investor").

- 5. Notwithstanding the provisions of paragraph 4(a) above, if there are unlimited mill levy General Obligation Bonds of the District outstanding as of the date of issuance of any limited mill levy General Obligation Bonds, the Limited Mill Levy pledged to the payment of such limited mill levy General Obligation Bonds to be issued shall be established so that it is not more than fifty (50) mills less the mill levy required (based upon the then existing assessed valuation of the District) to pay the Maximum Annual Debt Service Requirements of all such unlimited mill levy General

Obligation Bonds. In such event, the Limited Mill Levy so determined may nonetheless remain subject to adjustment as provided in paragraph 4(a) above.

6. The District shall not issue any unlimited mill levy General Obligation Bonds which contain provisions permitting acceleration of the debt upon default.
7. The City shall receive notification and near final Bond documents 15 days prior to the date of issuance; provided that if it is not practicable to deliver near final Bond documents to the City on or before such date, the foregoing requirement shall be deemed satisfied if prior to issuance the City receives an opinion of bond counsel that the final Bond documents are in conformance with the applicable provisions of this Service Plan.

As used herein, the term "Developer" means Catellus Development Company, or its successors or assigns, or the owner of not less than twenty percent (20%) by area of the property within the District. Prior to the Debt Issuance Threshold, the Developer shall purchase Bonds only if it is an Accredited Investor.

As used herein, the term "Maximum Annual Debt Service Requirements" means with regard to any particular issue of Bonds, the maximum annual payments of principal of and interest on all of said Bonds (excluding redemption premiums) to become due during any fiscal year while such Bonds are outstanding divided by the number of years between said dates; provided that (i) if any particular Bond issue has a single payment date and is issued as interim notes or securities in anticipation of permanent financing, such issue shall be excluded from this computation; (ii) if any particular Bond issue bears interest at a variable rate, the future payments

of interest for such issue shall be calculated as if the interest rate was two times the then current interest rate; and (iii) such computation shall assume the redemption and payment of Bonds subject to mandatory redemption, but shall be made without regard to any right of optional redemption which has not been exercised.

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 the each bond issue. The interest rates as set forth in the Financial Plan are based upon the advice of Kirkpatrick Pettis, investment bankers 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 proposed District's improvements. The District's engineer has evaluated the timing and cost estimate of the proposed District's improvements which are necessary to support the proposed absorptions of development as projected in the Financial Plan and has concurred with the assumptions. The Financial Plan sets forth the most reasonable estimate of growth within the proposed District 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 a growing population's demands for facilities and services.

It is unnecessary to obtain a bond rating or to secure credit enhancement for the issuance of the bonds in that the mill levy cap provides protection for the property owners currently within the District and those who will be the future taxpayers and service users within the District. If it is determined that a lower interest rate or other savings may result for the

benefit of the District's taxpayers and service users from the enhancement of the bonds, the District may obtain a bond rating or secure credit enhancement for sale of the bonds.

C. Projections of Assessed Valuation. For purposes of developing the Financial Plan set forth herein, it was assumed that twenty-five (25) acres per year for the years 1998 through and including 2005, and twenty (20) acres for the year 2006 would be developed within the District. 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.

D. Operations. Annual administrative, operational and maintenance expenses are estimated as shown in Exhibit I. Beginning in the year 2000, the Financial Plan projects that Fifty Thousand Dollars (\$50,000) per year, from a mill levy assessed on all taxable property in the proposed District, will be sufficient to meet these expenses, together with an advance from the proponent of the District organization. If necessary, however, the proposed District reserves the right to supplement these revenues with additional revenue sources as permitted by law.

The mill levy cap proposed 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. The maintenance of landscape areas, streetscape areas and park and recreation areas will be sustained by the District, or the property owners within the boundaries of the District, or by the same property owners through a landowners association.

CONCLUSION

It is submitted that this Service Plan for the proposed SBC Metropolitan District, as required by Section 32-1-203(2), C.R.S., establishes that:

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

EXHIBIT A

Legal Description of the Proposed District

LEGAL DESCRIPTION

A PARCEL OF LAND SITUATED WITHIN THE SOUTH HALF OF SECTION 15 AND THE NORTH HALF OF SECTION 22, TOWNSHIP 3 SOUTH, RANGE 67 WEST OF THE 6TH PRINCIPAL MERIDIAN, CITY AND COUNTY OF DENVER, STATE OF COLORADO, BEING MORE PARTICULARLY DESCRIBED AS FOLLOWS:

COMMENCING AT THE SECTION CORNER, BEING THE NORTHEAST CORNER OF SAID SECTION 22 AND THE SOUTHEAST CORNER OF SAID SECTION 15; THENCE S 89° 27' 36" W ALONG THE NORTH LINE OF THE NORTHEAST QUARTER OF SAID SECTION 22 A DISTANCE OF 60.00 FEET TO INTERSECT THE WESTERLY RIGHT-OF-WAY LINE OF HAVANA STREET RECORDED IN ORDINANCE 183 SERIES 1966, UNDER RECEPTION NUMBER 25229, OF THE CITY AND COUNTY OF DENVER RECORDS, SAID POINT OF INTERSECTION ALSO BEING THE POINT OF BEGINNING; THENCE S 00° 33' 22" E AND ALONG SAID WESTERLY RIGHT-OF-WAY LINE A DISTANCE OF 1907.90 FEET; THENCE ALONG THE NORTH AND WESTERLY LINES OF A 100 FOOT WIDE STRIP OF LAND BEING 100 FEET NORTH AND WEST OF AND PARALLEL WITH THE NORTH AND WEST RIGHT-OF-WAY LINE FOR INTERSTATE HIGHWAY 70 RECORDED IN BOOK 694 AT PAGE 450 OF THE ADAMS COUNTY RECORDS, THE FOLLOWING THREE (3) COURSES:

1. S 31° 33' 49" W, A DISTANCE OF 738.27 FEET,
2. S 67° 08' 26" W, A DISTANCE OF 512.73 FEET,
3. N 34° 02' 29" W, A DISTANCE OF 1855.27 FEET;

THENCE N 00° 25' 06" W ALONG A LINE 125.00 FEET WEST OF AND PARALLEL WITH THE EAST LINE OF THE NORTHWEST QUARTER OF SAID SECTION 22 A DISTANCE OF 2418.03 FEET TO INTERSECT THE NORTH LINE OF THE NORTHWEST QUARTER OF SAID SECTION 22; THENCE N 00° 41' 59" W ALONG A LINE 125.00 FEET WEST OF AND PARALLEL WITH THE EAST LINE OF THE SOUTHWEST QUARTER OF SAID SECTION 15 A DISTANCE OF 2345.97 FEET TO INTERSECT THE CENTERLINE OF PROPOSED 51ST AVENUE; THENCE N 89° 28' 34" E ALONG SAID CENTERLINE, BEING 308.12 FEET SOUTH OF AND PARALLEL WITH THE EAST-WEST CENTERLINE OF SAID SECTION 15 A DISTANCE OF 2102.23 FEET; TO INTERSECT THE WEST LINE OF THE EASEMENT RIGHT-OF-WAY OF THE U.S. ROCKY MOUNTAIN ARSENAL RAILROAD, BEING RECORDED IN BOOK 1088 AT PAGE 234 OF THE ADAMS COUNTY RECORDS; THENCE S 00° 58' 45" E A DISTANCE OF 45.00 FEET TO INTERSECT THE SOUTH RIGHT-OF-WAY LINE OF SAID PROPOSED 51ST AVENUE; THENCE N 89° 28' 34" E AND ALONG SAID SOUTH RIGHT-OF-WAY LINE A DISTANCE OF 100 FEET TO INTERSECT THE EAST LINE OF THE EASEMENT RIGHT-OF-WAY FOR THE SAID U. S. ROCKY MOUNTAIN ARSENAL RAILROAD; THENCE S 00° 58' 45" E AND ALONG SAID EAST LINE A DISTANCE OF 331.70 FEET; THENCE N 89° 34' 24" E A DISTANCE OF 490.51 FEET TO INTERSECT SAID WESTERLY RIGHT-OF-WAY LINE OF HAVANA STREET; THENCE S 00° 59' 07" E AND ALONG SAID WESTERLY RIGHT-OF-WAY LINE A DISTANCE OF 1967.74 FEET TO THE POINT OF BEGINNING.

SAID PARCEL CONTAINS 12,816,614 SQUARE FEET OR 294.2290 ACRES.

UNIONPAC
12/16/95

[Handwritten signature and date]
12/16/95

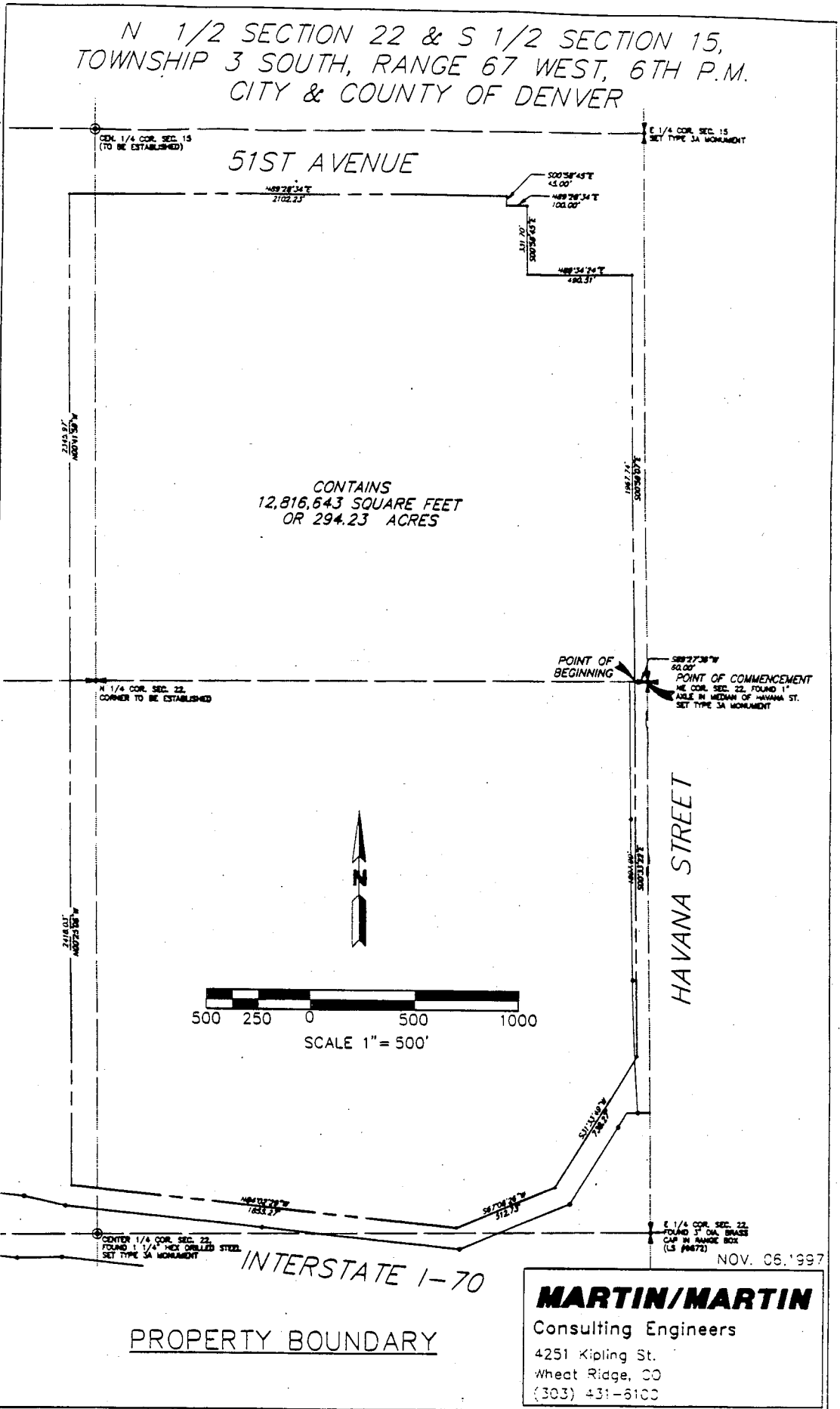
ZYLSTRA BAKER SURVEYING, INC.
1510 WEST TUFTS AVENUE
ENGLEWOOD, COLORADO 80110
(303) 781-0700

EXHIBIT B-1

District Map

N 1/2 SECTION 22 & S 1/2 SECTION 15,
TOWNSHIP 3 SOUTH, RANGE 67 WEST, 6TH P.M.
CITY & COUNTY OF DENVER

G:\JANSEN2\STAPLE\EASMT\BOUNDARY.DWG



PLOT DATE: 11/06/97 DLP

Q1/4 COR. SEC. 15
(TO BE ESTABLISHED)

E 1/4 COR. SEC. 15
SET TYPE 3A MONUMENT

214.85'
4871.50'

214.85'
4871.50'

N 1/4 COR. SEC. 22
CORNER TO BE ESTABLISHED

POINT OF BEGINNING

POINT OF COMMENCEMENT
NE COR. SEC. 22, FOUND 1" ARSLE IN MEDIAN OF HAVANA ST.
SET TYPE 3A MONUMENT

CENTER 1/4 COR. SEC. 22
FOUND 1 1/4" DIA DRILLED STEEL
SET TYPE 3A MONUMENT

E 1/4 COR. SEC. 22
FOUND 1" DIA BRASS
CAP IN RANGE BOX
(LS #4672)

N89°28'34"E
2702.23'

S00°56'45"E
43.00'

N89°28'34"E
100.00'

S31°10'
300.50'±

N89°54'24"E
140.51'

N89°24'
300.50'±

N89°24'
300.50'±

S31°10'
240.27'

N89°01'27"W
1633.27'

S87°04'31"W
512.75'

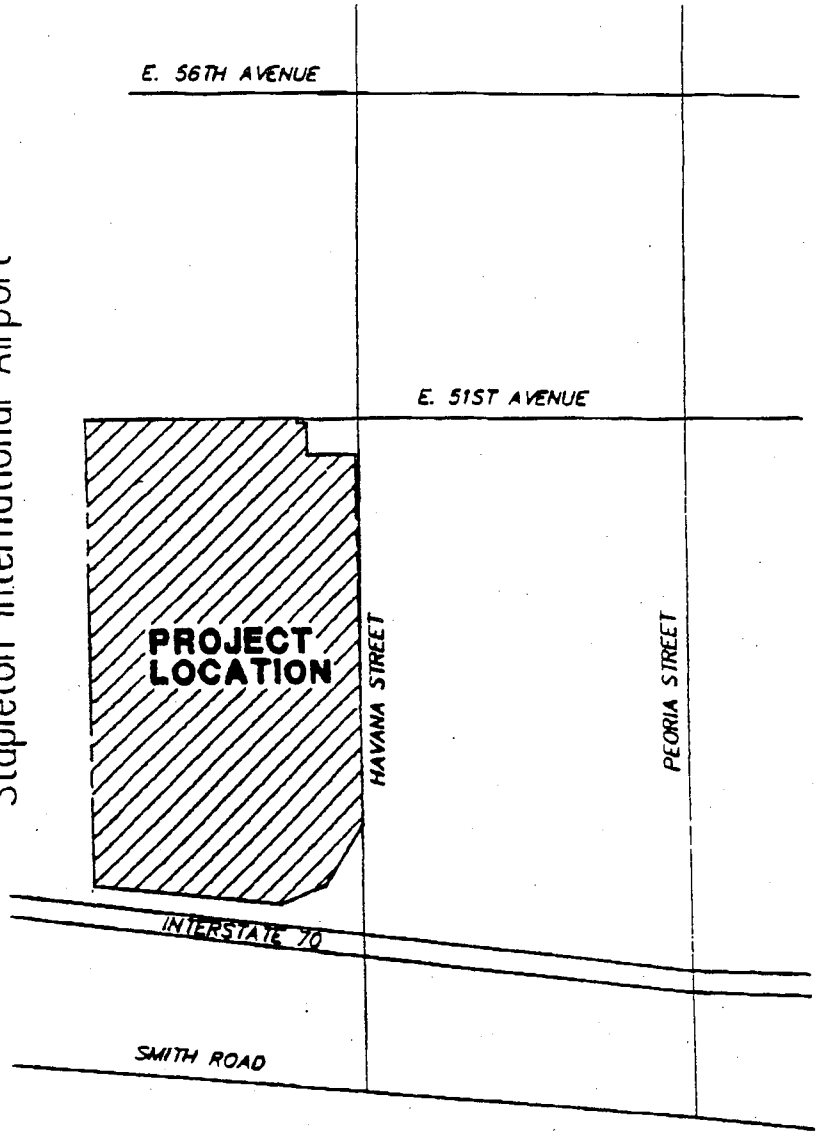
NOV. 06, 1997

EXHIBIT B-2

Vicinity Map

NE 1/4 NSECTION 22 & SE 1/4 SECTION 15,
TOWNSHIP 3 SOUTH, RANGE 67 WEST, 6TH P.M.
CITY & COUNTY OF DENVER

Stapleton International Airport



VICINITY MAP



APPROXIMATE SCALE
1" = 1000'

NOV. 06, 1997

MARTIN/MARTIN
Consulting Engineers
4251 Kipling St
Wheat Ridge, CO
(303) 431-6100

EXHIBIT C

List of Interested Parties

City and County of Denver

Urban Drainage and Flood Control District

Denver School District No. 1

EXHIBIT D

Description of Facilities and Costs

ENGINEER'S OPINION OF PROBABLE COST

Project: Stapleton Business Center

Date: 11-13-97 Rev. 11-24-97

Rev. 12-08-97

Client: Catellus

Job No. 12603.37

Prep. By: RJP

Chkd. By: DAJ

LOCATION: Phase 1 Infrastructure

Any opinions of price, probable project costs or construction costs rendered by MARTIN/MARTIN represents its best judgement and are furnished for general guidance. MARTIN/MARTIN makes no warranty or guarantee, either expressed or implied as to the accuracy of such opinions as compared to bid or actual costs.

NO.	ITEM	UNIT	QUANTITY	PRICE	AMOUNT
1	Streets - 5' Sidewalk	SY	5400	\$ 20.00	\$ 108,000
2	Streets - 6" vert. C & 1' G	LF	6400	\$ 6.00	\$ 38,400
3	Streets - 6" vert. C & 2' G	LF	11290	\$ 8.50	\$ 95,965
4	Streets - Asphalt pavement	Ton	13377	\$ 32.00	\$ 428,064
5	Streets - Asphalt removal	SY	150	\$ 2.00	\$ 300
6	Streets - C & G Removal	LF	900	\$ 2.50	\$ 2,250
7	Streets - Havers Pavement Repair	Ton	200	\$ 32.00	\$ 6,400
8	Streets - Median cover	SF	800	\$ 3.00	\$ 2,400
9	Streets - Median removal	SY	1200	\$ 4.00	\$ 4,800
10	Streets - Pedestrian ramps	SY	48	\$ 30.00	\$ 1,440
11	Box culvert - Apron	CY	50	\$ 200.00	\$ 10,000
12	Box culvert - Reinforced Concrete Box	CY	325	\$ 350.00	\$ 113,750
13	Box culvert - Structural Backfill	CY	250	\$ 4.50	\$ 1,125
14	Box culvert - Wingwalls	CY	65	\$ 350.00	\$ 22,750
15	Railroad Spur	LF	7750	\$ 100.00	\$ 775,000
16	Railroad Switches	EA	2	\$ 15,000.00	\$ 30,000
17	Earthwork - Channel access roads	CY	900	\$ 10.00	\$ 9,000
18	Earthwork - Excavation and Embankment	CY	538000	\$ 1.75	\$ 941,500
19	Earthwork - Strip and Stockpile Offsite	CY	30000	\$ 1.00	\$ 30,000
20	Earthwork - Strip and Stockpile Onsite	CY	80000	\$ 1.00	\$ 80,000
21	Earthwork - Topsoil Replce. Offsite	CY	30000	\$ 1.00	\$ 30,000
22	Earthwork - Topsoil Replce. Onsite	CY	80000	\$ 1.00	\$ 80,000
23	Erosion Control - Inlet Protection	EA	12	\$ 120.00	\$ 1,440
24	Erosion Control - Silt Fence	LF	300	\$ 2.50	\$ 750
25	Erosion Control - Vehicle Tracking Control	CY	139	\$ 20.00	\$ 2,780
26	Channel seeding and landscape	LS	1	\$ 15,000.00	\$ 15,000
	SUBTOTAL - STREETS				\$ 2,831,114
	CONTINGENCY		35%		\$ 990,890
	TOTAL - IMPROVEMENTS				\$ 3,822,004

ENGINEER'S OPINION OF PROBABLE COST

	CONSTRUCTION MGT		10%		\$ 382,200
	ENGINEERING		5%		\$ 191,100
	TOTAL -				\$ 4,395,304
15	Water - 12" Gate Valve & Box	EA	3	\$ 1,200.00	\$ 3,600
16	Water - 12" PVC, cl 150	LF	2900	\$ 32.00	\$ 82,800
17	Water - 12" x 6" Tee	EA	6	\$ 650.00	\$ 3,900
18	Water - 16" Butterfly Valve	EA	4	\$ 5,000.00	\$ 20,000
19	Water - 16" DIP, cl 50	LF	4200	\$ 40.00	\$ 168,000
20	Water - 16" Plug	EA	2	\$ 150.00	\$ 300
21	Water - 16" x 12" Tee	EA	2	\$ 775.00	\$ 1,550
22	Water - 16" x 6" Tee	EA	11	\$ 700.00	\$ 7,700
23	Water - 30" Steel Encasement Pipe	LF	70	\$ 120.00	\$ 8,400
24	Water - Fire Hydrant Assem.	EA	17	\$ 2,600.00	\$ 44,200
25	Water - Thrustblocks	EA	9	\$ 350.00	\$ 3,150
	SUBTOTAL - WATER				\$ 363,600
	CONTINGENCY		35%		\$ 123,780
	TOTAL - IMPROVEMENTS				\$ 477,360
	CONSTRUCTION MGT		10%		\$ 47,736
	ENGINEERING		5%		\$ 23,868
	TOTAL -				\$ 548,964
26	Sanitary sewer - 8" PVC	LF	350	\$ 26.00	\$ 9,100
27	Sanitary sewer - 16" PVC	LF	1500	\$ 35.00	\$ 52,500
28	Sanitary sewer - 21" PVC	LF	2187	\$ 42.00	\$ 91,854
29	Sanitary sewer - 24" PVC	LF	2923	\$ 50.00	\$ 146,150
30	Sanitary sewer - 4' dia manhole	EA	15	\$ 2,000.00	\$ 30,000
31	Sanitary sewer - 5' dia manhole	EA	1	\$ 3,000.00	\$ 3,000
32	Storm sewer - 18" RCP - FES	EA	8	\$ 400.00	\$ 3,200
33	Storm sewer - 18" RCP, cl III	LF	820	\$ 29.00	\$ 23,780
34	Storm sewer - 18" CMP	LF	120	\$ 24.00	\$ 2,880
35	Storm sewer - 18" CMP FES	EA	5	\$ 300.00	\$ 1,500
36	Storm sewer - 18" RCP, cl III	EA	5	\$ 600.00	\$ 3,000
37	Storm sewer - 54" RCP	LF	1200	\$ 130.00	\$ 156,000
38	Storm sewer - 54" RCP FES	EA	2	\$ 1,000.00	\$ 2,000
39	Storm sewer - Inlet type R, I=5'	EA	11	\$ 3,000.00	\$ 33,000
40	Offsite storm sewer improvements	LS	1	\$ 3,000,000	\$ 3,000,000

ENGINEER'S OPINION OF PROBABLE COST

	SUBTOTAL - SEWER				\$ 3,557,964
	CONTINGENCY		35%		\$ 1,245,287
	TOTAL - IMPROVEMENTS				\$ 4,803,251
	CONSTRUCTION MGT		10%		\$ 480,325
	ENGINEERING		5%		\$ 240,163
	TOTAL -				\$ 5,523,739
40	Recreation Trails	LS	1	\$ 100,000.00	\$ 100,000
41	Public Parks	LS	1	\$ 200,000.00	\$ 200,000
42	Landscaping	LS	1	\$ 500,000.00	\$ 500,000
43	Entry Feature	LS	1	\$ 250,000.00	\$ 250,000
44	Public Art	LS	1	\$ 450,000.00	\$ 450,000
	SUBTOTAL - PARKS				\$ 1,500,000
	CONTINGENCY		35%		\$ 525,000
	TOTAL - IMPROVEMENTS				\$ 2,025,000
	CONSTRUCTION MGT		10%		\$ 202,500
	ENGINEERING		5%		\$ 101,250
	TOTAL -				\$ 2,328,750
17	RR Crossing & Signals	EA	1	\$ 200,000.00	\$ 200,000
18	Signal @ 47th & Havana	EA	1	\$ 75,000.00	\$ 75,000
19	Street Lights - base, pole, luminaire.	EA	41	\$ 2,000.00	\$ 82,000
20	Street Lights - Cable	LF	8040	\$ 4.00	\$ 32,160
21	Traffic Control	LS	1	\$ 5,000.00	\$ 5,000
	SUBTOTAL - SAFETY CNTRL				\$ 394,160
	CONTINGENCY		35%		\$ 137,956
	TOTAL - IMPROVEMENTS				\$ 532,116
	CONSTRUCTION MGT		10%		\$ 53,212
	ENGINEERING		5%		\$ 26,606
	TOTAL -				\$ 611,933

REMARKS:

TOTAL COST

\$ 12,859,727

ENGINEER'S OPINION OF PROBABLE COST

Project: Stapleton Business Center

Date: 11-13-97 Rev. 11-24-97

Rev. 12-08-97

Job No. 12603.37

Client: Catellus

Prep. By: RJP

Chkd. By: DAJ

LOCATION: Phase 2 Infrastructure

Any opinions of price, probable project costs or construction costs rendered by MARTIN/MARTIN represents its best judgement and are furnished for general guidance. MARTIN/MARTIN makes no warranty or guarantee, either expressed or implied as to the accuracy of such opinions as compared to bid or actual costs.

NO.	ITEM	UNIT	QUANTITY	PRICE	AMOUNT
1	Streets - 5' Sidewalk	SY	5584	\$ 25.00	\$ 139,850
2	Streets - 6" vert. C & 1' G	LF	887	\$ 7.50	\$ 6,653
3	Streets - 6" vert. C & 2' G	LF	11080	\$ 10.00	\$ 110,800
4	Streets - Asphalt pavement	Ton	10731	\$ 35.00	\$ 375,585
5	Streets - Asphalt removal	SY	50	\$ 2.00	\$ 100
6	Streets - C & G Removal	LF	782	\$ 2.50	\$ 1,955
7	Streets - Median removal	SY	747	\$ 4.00	\$ 2,988
8	Streets - Pedestrian ramps	SY	120	\$ 30.00	\$ 3,600
9	Box culvert - Apron	CY	100	\$ 200.00	\$ 20,000
10	Box culvert - Reinforced Concrete Box	CY	600	\$ 350.00	\$ 210,000
11	Box culvert - Structural Backfill	CY	500	\$ 4.50	\$ 2,250
12	Box culvert - Wingwalls	CY	130	\$ 350.00	\$ 45,500
	SUBTOTAL - STREETS				\$ 919,281
	CONTINGENCY		35%		\$ 321,748
	TOTAL - IMPROVEMENTS				\$ 1,241,029
	CONSTRUCTION MGMT		10%		\$ 124,103
	ENGINEERING		5%		\$ 62,051
	TOTAL				\$ 1,427,183
13	Water - 12" Gate Valve & Box	EA	13	\$ 1,200.00	\$ 15,600
14	Water - 12" Plug	EA	3	\$ 100.00	\$ 300
15	Water - 12" PVC, cl 150	LF	4800	\$ 32.00	\$ 153,600
16	Water - 12" x 12" Tee	EA	5	\$ 750.00	\$ 3,750
17	Water - 12" x 6" Tee	EA	10	\$ 650.00	\$ 6,500
18	Water - 16" Butterfly Valve	EA	1	\$ 5,000.00	\$ 5,000
19	Water - 18" DIP, cl 50	LF	1000	\$ 40.00	\$ 40,000
20	Water - 15" Plug	EA	2	\$ 150.00	\$ 300

ENGINEER'S OPINION OF PROBABLE COST

21	Water - 16" x 12" Cross	EA	2	\$ 1,000.00	\$ 2,000
22	Water - 16" x 12" Tee	EA	2	\$ 775.00	\$ 1,550
23	Water - 16" x 6" Tee	EA	2	\$ 700.00	\$ 1,400
24	Water - 30" Steel Encasement Pipe	LF	70	\$ 120.00	\$ 8,400
25	Water - Fire Hydrant Assm.	EA	12	\$ 2,600.00	\$ 31,200
26	Water - Thrustblocks	EA	16	\$ 350.00	\$ 5,600
	SUBTOTAL - WATER				\$ 275,200
	CONTINGENCY		35%		\$ 96,320
	TOTAL - IMPROVEMENTS				\$ 371,520
	CONSTRUCTION MGMT		10%		\$ 37,152
	ENGINEERING		5%		\$ 18,576
	TOTAL				\$ 427,248
27	Sanitary sewer - 8" PVC	LF	2700	\$ 26.00	\$ 70,200
28	Sanitary sewer - 10" PVC	LF	910	\$ 32.00	\$ 29,120
29	Sanitary sewer - 4' dia manhole	EA	10	\$ 2,000.00	\$ 20,000
30	Sanitary sewer - 18" Steel Encase. Pipe	LF	70	\$ 100.00	\$ 7,000
31	Storm sewer - 18" RCP - FES	EA	8	\$ 400.00	\$ 3,200
32	Storm sewer - 18" RCP, cl III	LF	505	\$ 29.00	\$ 14,645
33	Storm sewer - 21" RCP - FES	EA	1	\$ 450.00	\$ 450
34	Storm sewer - 21" RCP, cl III	LF	45	\$ 32.00	\$ 1,440
35	Storm sewer - 2'x2' box struct.	EA	4	\$ 750.00	\$ 3,000
36	Storm sewer - Inlet type R, I=5'	EA	7	\$ 3,000.00	\$ 21,000
	SUBTOTAL - SAN. SEWER				\$ 170,055
	CONTINGENCY		35%		\$ 59,519
	TOTAL - IMPROVEMENTS				\$ 229,574
	CONSTRUCTION MGMT		10%		\$ 22,957
	ENGINEERING		5%		\$ 11,479
	TOTAL				\$ 264,010
37	Streets - RR Crossing @ 49th	LS	1	\$ 20,000.00	\$ 20,000
38	Street Lights - base, pole, luminaires.	EA	55	\$ 2,000.00	\$ 110,000
39	Street Lights - Cable	LF	10960	\$ 4.00	\$ 43,840
40	Traffic Signal @ 49th Ave.	LS	1	\$ 75,000.00	\$ 75,000
	SUBTOTAL - SAFETY CNTRLS				\$ 248,840
	CONTINGENCY		35%		\$ 87,094
	TOTAL - IMPROVEMENTS				\$ 335,934
	CONSTRUCTION MGMT		10%		\$ 33,593

ENGINEER'S OPINION OF PROBABLE COST

	ENGINEERING		5%		\$ 18,797
	TOTAL				\$ 386,324
21	Landscaping	LS	1	\$ 200,000.00	\$ 200,000
22	Recreation Trails	LS	1	\$ 50,000.00	\$ 50,000
23	Public Parks	LS	1	\$ 200,000.00	\$ 200,000
	SUBTOTAL - PARKS				\$ 450,000
	CONTINGENCY		35%		\$ 157,500
	TOTAL - IMPROVEMENTS				\$ 607,500
	CONSTRUCTION MGMT		10%		\$ 60,750
	ENGINEERING		5%		\$ 30,375
	TOTAL				\$ 698,625

REMARKS:

TOTAL COST \$ 3,203,390

ENGINEER'S OPINION OF PROBABLE COST

Project: Stapleton Business Center

Date: 11-13-97 Rev. 11-24-97

Rev. 12-08-97

Client: Catellus

Job No. 12803.37

Prep. By: RJP

Chkd By: DAJ

LOCATION: Phase 3 Infrastructure

Any opinions of price, probable project costs or construction costs rendered by MARTINMARTIN represents its best judgement and are furnished for general guidance. MARTINMARTIN makes no warranty or guarantee, either expressed or implied as to the accuracy of such opinions as compared to bid or actual costs.

NO.	ITEM	UNIT	QUANTITY	PRICE	AMOUNT
1	Streets - 5' Sidewalk	BY	8722	\$ 25.00	\$ 218,050
2	Streets - 6" vert. C & Z' G	LF	12812	\$ 10.00	\$ 128,120
3	Streets - Asphalt pavement	Ton	13503	\$ 35.00	\$ 472,605
4	Streets - Asphalt removal	SY	150	\$ 2.00	\$ 300
5	Streets - C & G Removal	LF	1500	\$ 2.50	\$ 3,750
6	Streets - Havana Pavement Repair	Ton	800	\$ 35.00	\$ 28,000
7	Streets - Median cover	SF	800	\$ 3.00	\$ 2,400
8	Streets - Median removal	SY	1200	\$ 4.00	\$ 4,800
9	Streets - Pedestrian ramps	SY	75	\$ 30.00	\$ 2,250
10	Box culvert - Apron	CY	100	\$ 200.00	\$ 20,000
11	Box culvert - Reinforced Concrete Box	CY	600	\$ 350.00	\$ 210,000
12	Box culvert - Structural Backfill	CY	500	\$ 4.50	\$ 2,250
13	Box culvert - Wingwalls	CY	130	\$ 350.00	\$ 45,500
14	Channel seeding and landscape	LS	1	\$ 10,000.00	\$ 10,000
15	Earthwork - Channel access roads	CY	900	\$ 10.00	\$ 9,000
16	Earthwork - Excavation & Embankment	CY	309000	\$ 1.75	\$ 540,750
17	Earthwork - Stripping and Stockpile	CY	20000	\$ 1.00	\$ 20,000
18	Earthwork - Topsoil Replacement	CY	20000	\$ 1.00	\$ 20,000
19	Earthwork - Wetland Channel	LF	2800	\$ 100.00	\$ 280,000
20	Erosion Control - Inlet Protection	EA	12	\$ 120.00	\$ 1,440
21	Erosion Control - Silt Fence	LF	300	\$ 2.50	\$ 750
22	Erosion Control - Vehicle Tracking Control	CY	139	\$ 20.00	\$ 2,780
	SUBTOTAL - STREETS				\$ 2,022,745
	CONTINGENCY		35%		\$ 707,961
	TOTAL - IMPROVEMENTS				\$ 2,730,706
	CONSTRUCTION MGMT		10%		\$ 273,071
	ENGINEERING		5%		\$ 136,535
	TOTAL				\$ 3,140,312

ENGINEER'S OPINION OF PROBABLE COST

23	Water - 12" Gate Valve & Box	EA	14	\$ 1,200.00	\$ 16,800
24	Water - 12" PVC, d 150	LF	6650	\$ 32.00	\$ 212,800
25	Water - 12" x 12" Tee	EA	4	\$ 750.00	\$ 3,000
26	Water - 12" x 6" Tee	EA	11	\$ 650.00	\$ 7,150
27	Water - 30" Steel Encasement Pipe	LF	70	\$ 120.00	\$ 8,400
28	Water - Fire Hydrant Assm.	EA	12	\$ 2,600.00	\$ 31,200
29	Water - Thrustblocks	EA	16	\$ 350.00	\$ 5,600
	SUBTOTAL - WATER				\$ 284,950
	CONTINGENCY		35%		\$ 99,733
	TOTAL - IMPROVEMENTS				\$ 384,683
	CONSTRUCTION MGMT		10%		\$ 38,468
	ENGINEERING		5%		\$ 19,234
	TOTAL				\$ 442,385
30	Sanitary sewer - 10" PVC	LF	900	\$ 32.00	\$ 28,800
31	Sanitary sewer - 15" PVC	LF	1300	\$ 36.00	\$ 46,800
32	Sanitary sewer - 18" Steel Encase. Pipe	LF	70	\$ 35.00	\$ 2,450
33	Sanitary sewer - 4' dia manhole	EA	12	\$ 4,000.00	\$ 48,000
34	Sanitary sewer - 8" PVC	LF	3000	\$ 26.00	\$ 78,000
35	Storm sewer - 16" CMP	LF	75	\$ 26.00	\$ 1,950
36	Storm sewer - 16" CMP - FES	EA	3	\$ 300.00	\$ 900
37	Storm sewer - 18" RCP - FES	EA	14	\$ 400.00	\$ 5,600
38	Storm sewer - 18" RCP, d III	LF	1220	\$ 29.00	\$ 35,380
39	Storm sewer - 24" RCP - FES	EA	1	\$ 500.00	\$ 500
40	Storm sewer - 24" RCP, d III	LF	40	\$ 35.00	\$ 1,400
41	Storm sewer - Inlet type R, I=5'	EA	16	\$ 3,000.00	\$ 48,000
	SUBTOTAL - SAN. SEWER				\$ 297,780
	CONTINGENCY		35%		\$ 104,223
	TOTAL - IMPROVEMENTS				\$ 402,003
	CONSTRUCTION MGMT		10%		\$ 40,200
	ENGINEERING		5%		\$ 20,100
	TOTAL				\$ 462,303
42	Street Lights - base, pole, luminaire.	EA	18	\$ 2,500.00	\$ 45,000
43	Street Lights - Cable	LF	5200	\$ 4.00	\$ 20,800
44	Traffic Control	LS	1	\$ 5,000.00	\$ 5,000
45	RR Crossing @ 45th	LS	1	\$ 20,000.00	\$ 20,000

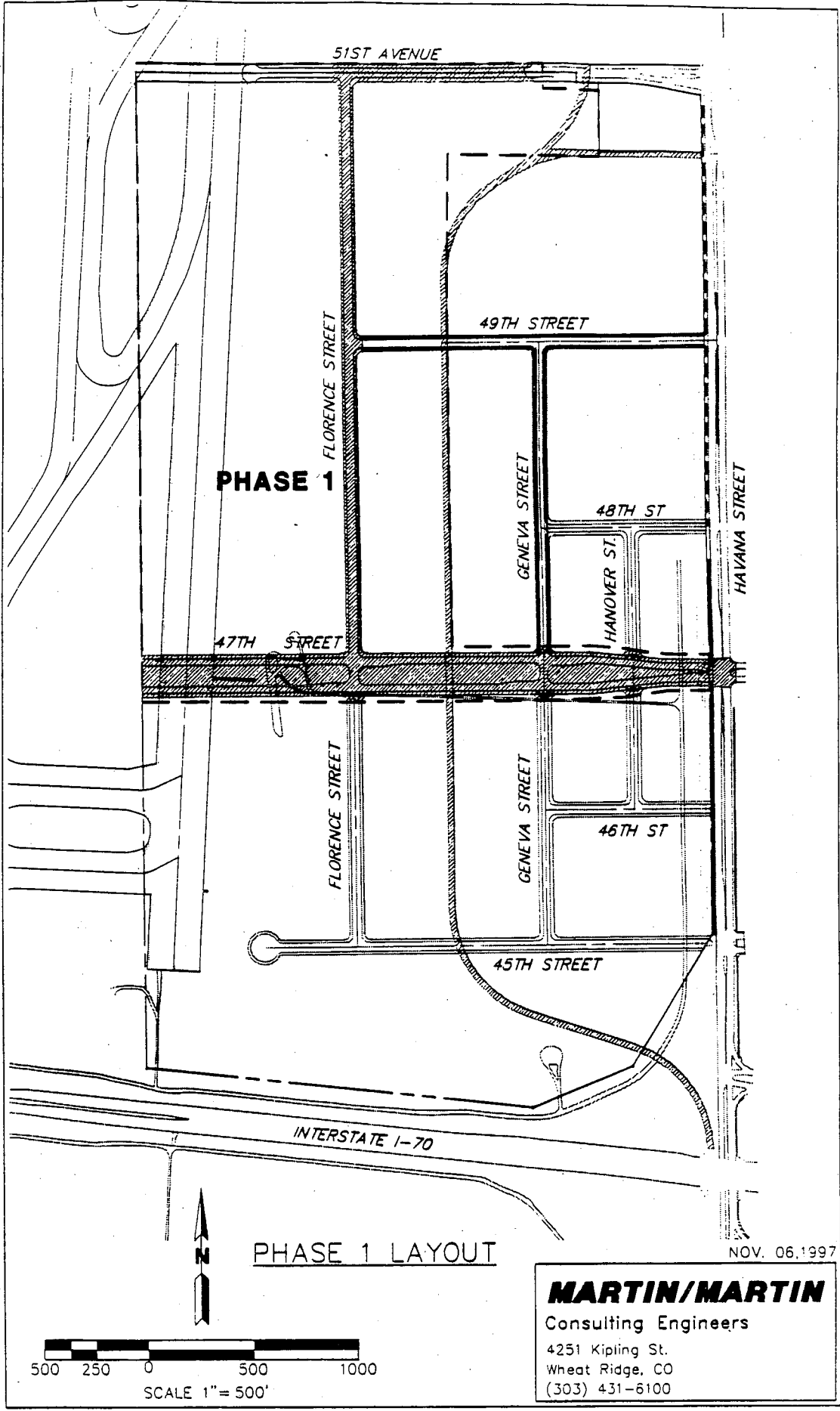
ENGINEER'S OPINION OF PROBABLE COST

	SUBTOTAL - SAFETY CNTRL				\$ 90,800
	CONTINGENCY		35%		\$ 31,780
	TOTAL - IMPROVEMENTS				\$ 122,580
	CONSTRUCTION MGMT		10%		\$ 12,258
	ENGINEERING		5%		\$ 6,129
	TOTAL				\$ 140,967
46	Landscaping	LS	1	\$ 300,000.00	\$ 300,000
	SUBTOTAL - LANDSCAPING				\$ 300,000
	CONTINGENCY		35%		\$ 105,000
	TOTAL - IMPROVEMENTS				\$ 405,000
	CONSTRUCTION MGMT		10%		\$ 40,500
	ENGINEERING		5%		\$ 20,250
	TOTAL - LANDSCAPING				\$ 465,750

REMARKS:

TOTAL COST

\$ 4,861,717

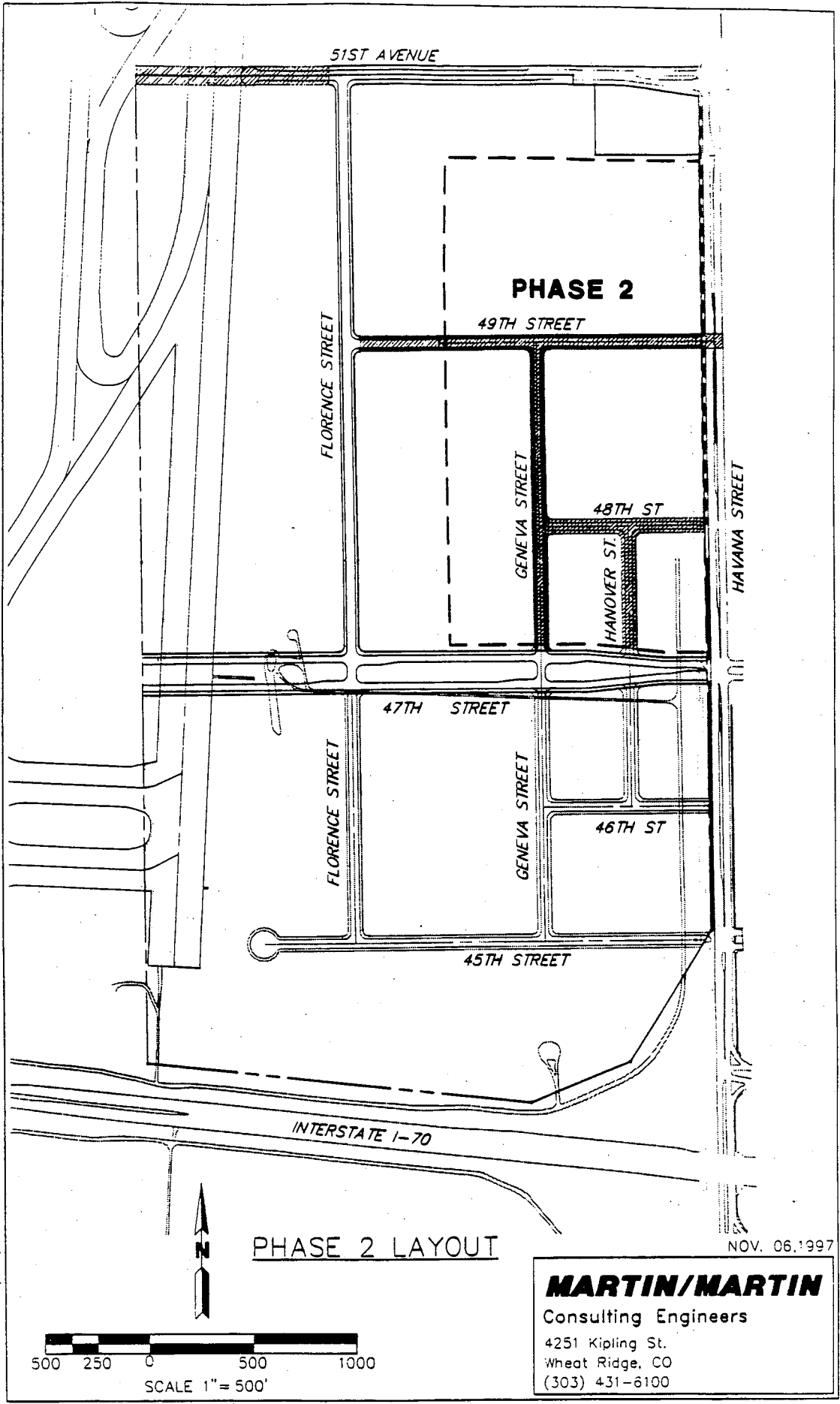


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PHASE 2

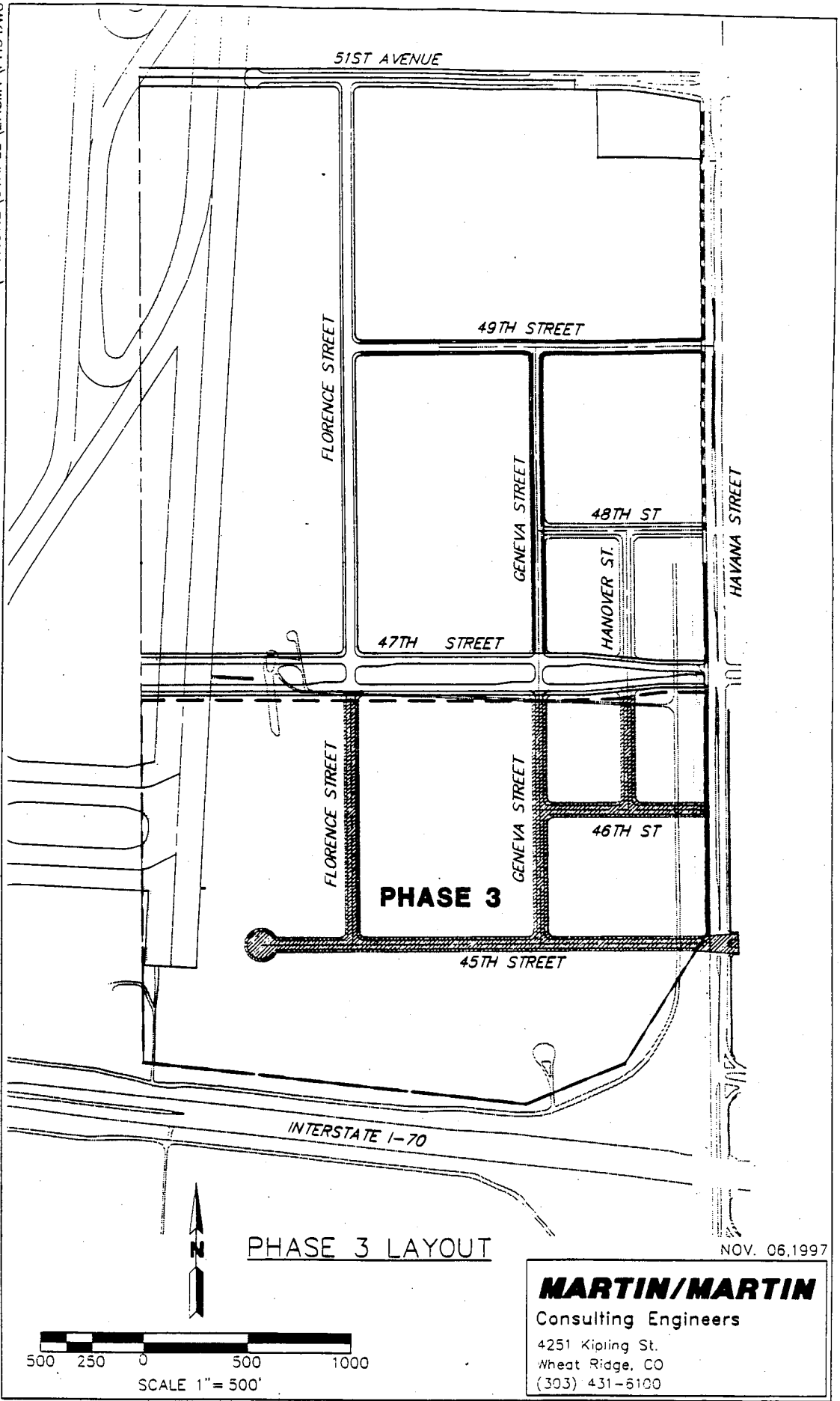
PHASE 2 LAYOUT

NOV. 06.1997



SCALE 1" = 500'

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NOV. 06, 1997

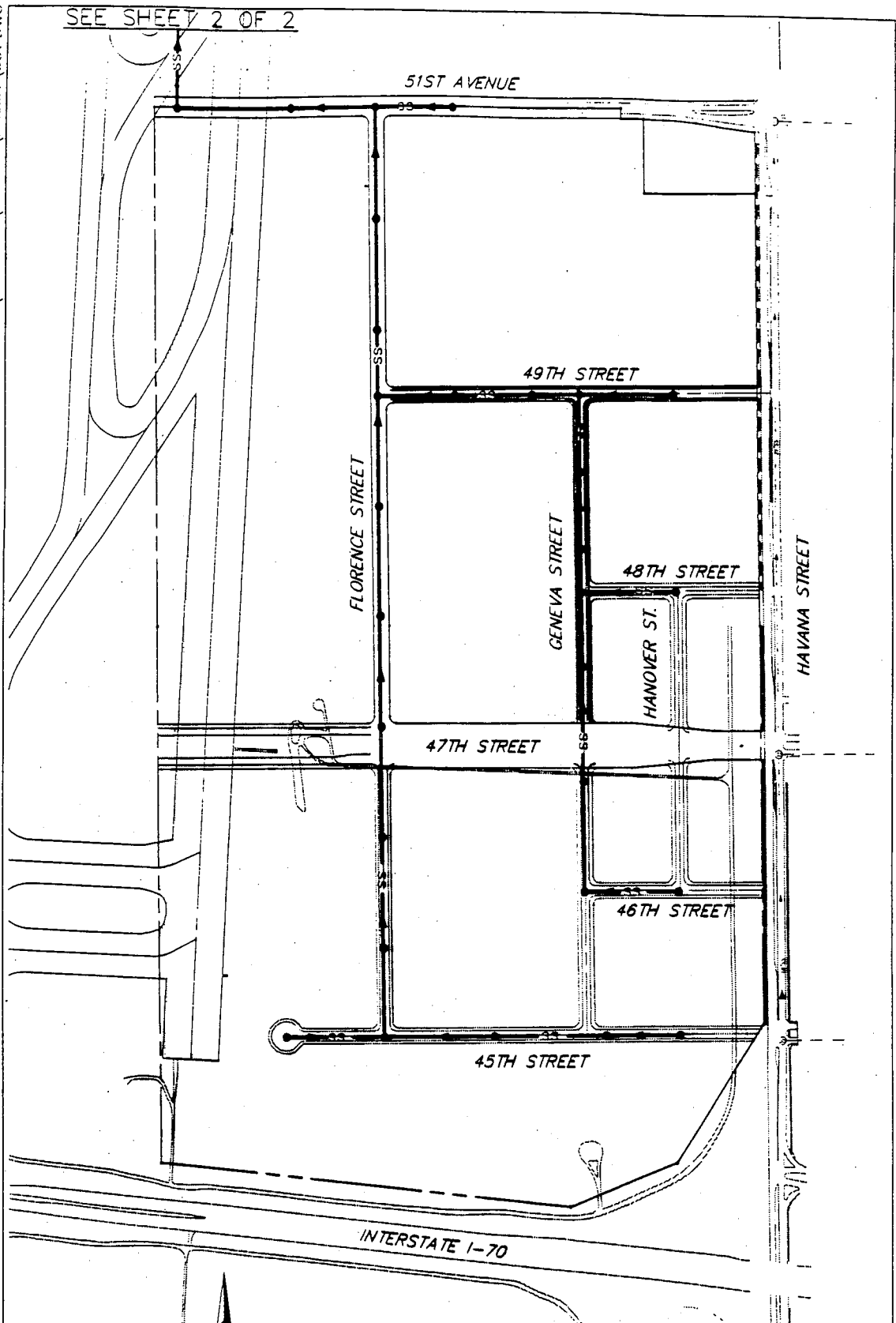
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 Consulting Engineers
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 Wheat Ridge, CO
 (303) 431-6100

EXHIBIT E

Sanitation Improvements

G:\JANSEN2\STAPLE\EASMT\SS1.DWG

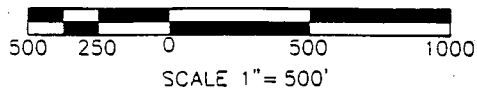
SEE SHEET 2 OF 2



PLOT DATE: 11/06/97 DLP

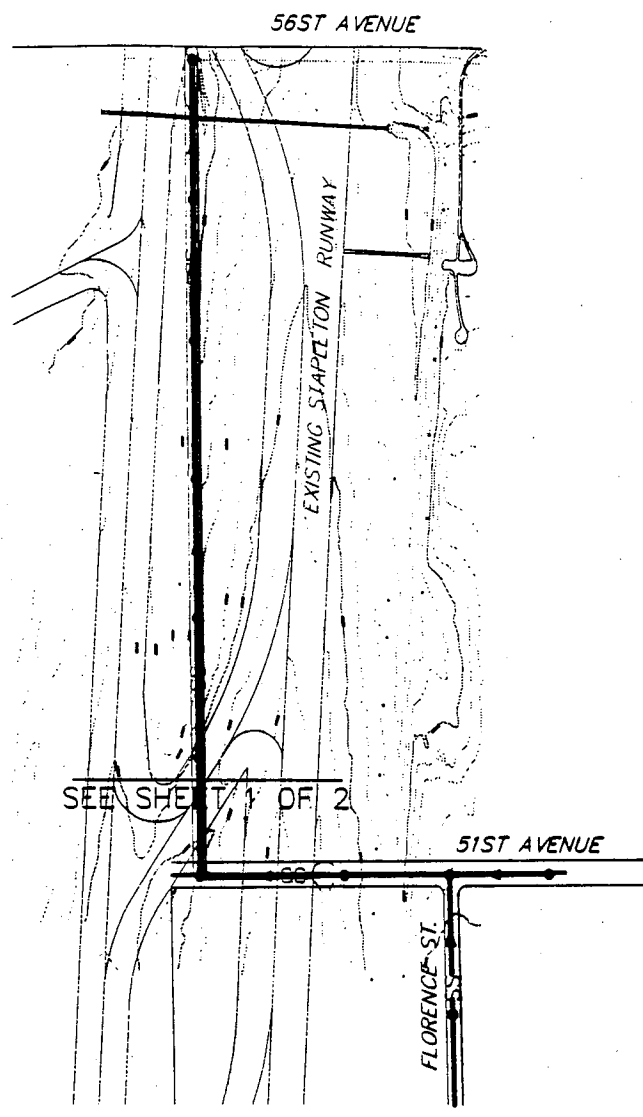
SANITARY SEWER
SHEET 1 OF 2

NOV. 06, 1997



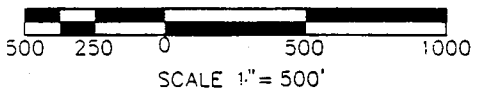
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SANITARY SEWER
SHEET 2 OF 2

PLOT DATE: 11/06/97 DLP

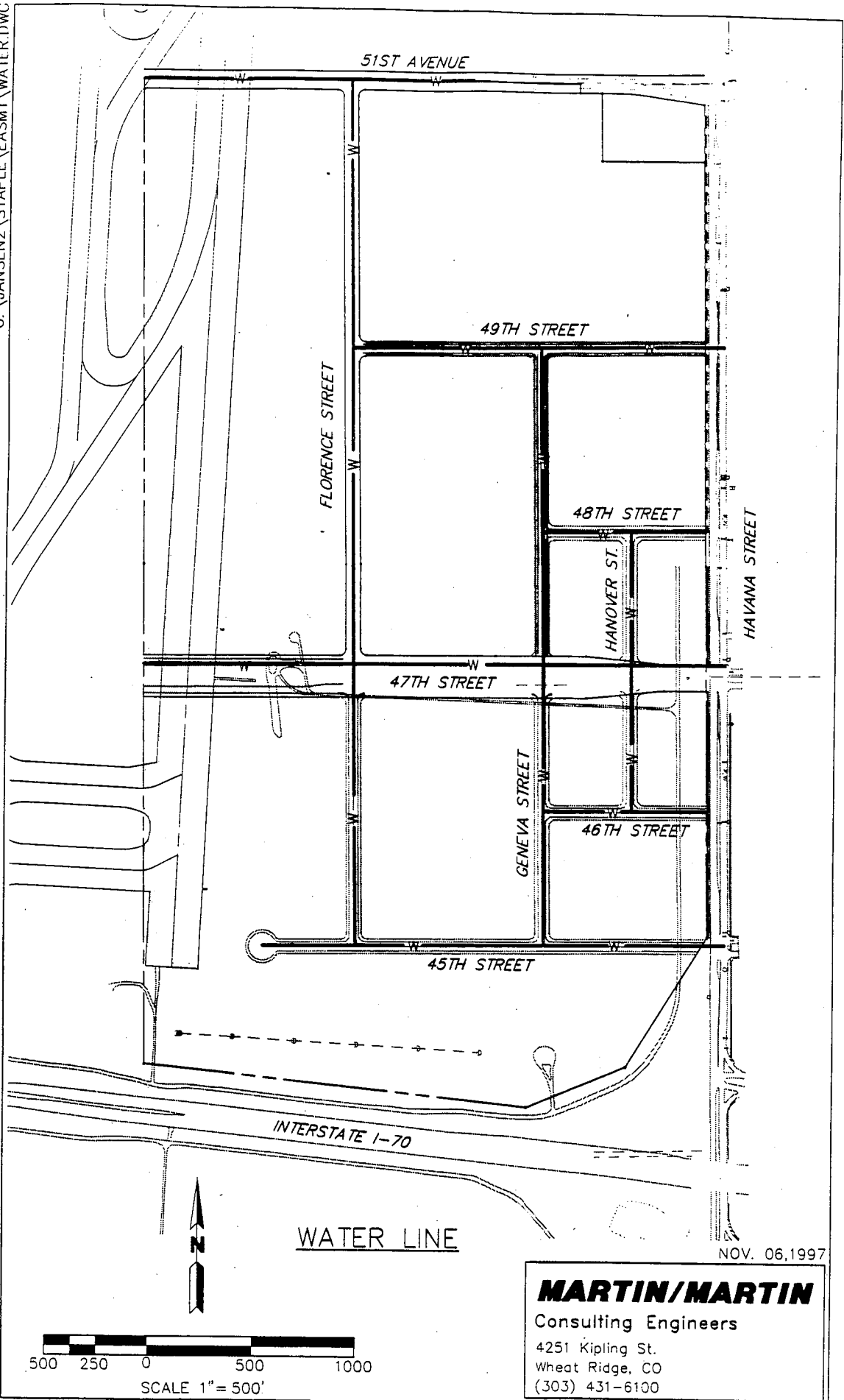


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EXHIBIT F

Water Improvements



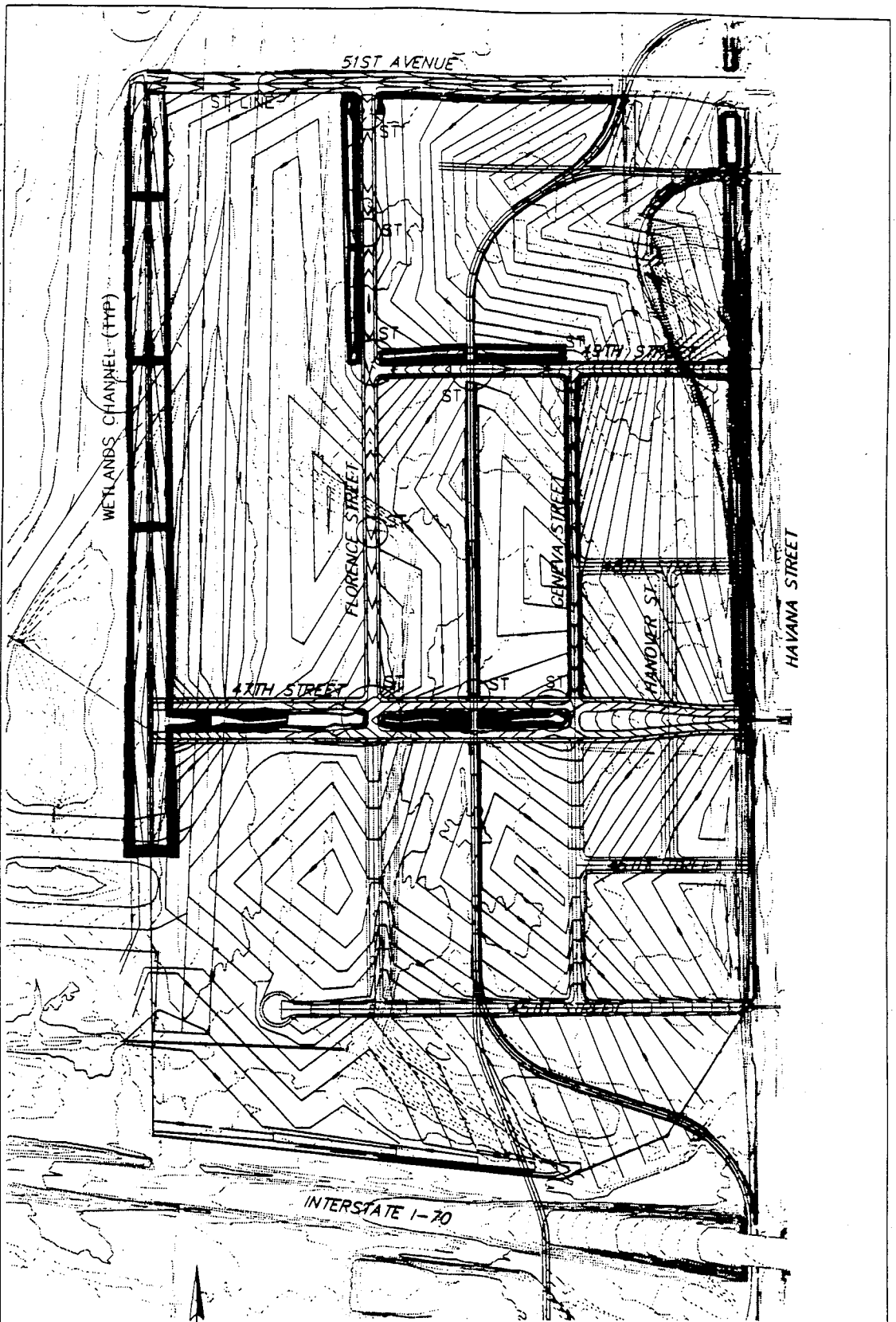
PLOT DATE: 11/06/97 DLP

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EXHIBIT G

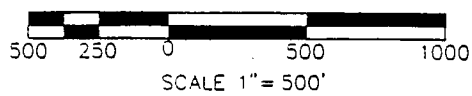
Streets and Safety Protection Improvements



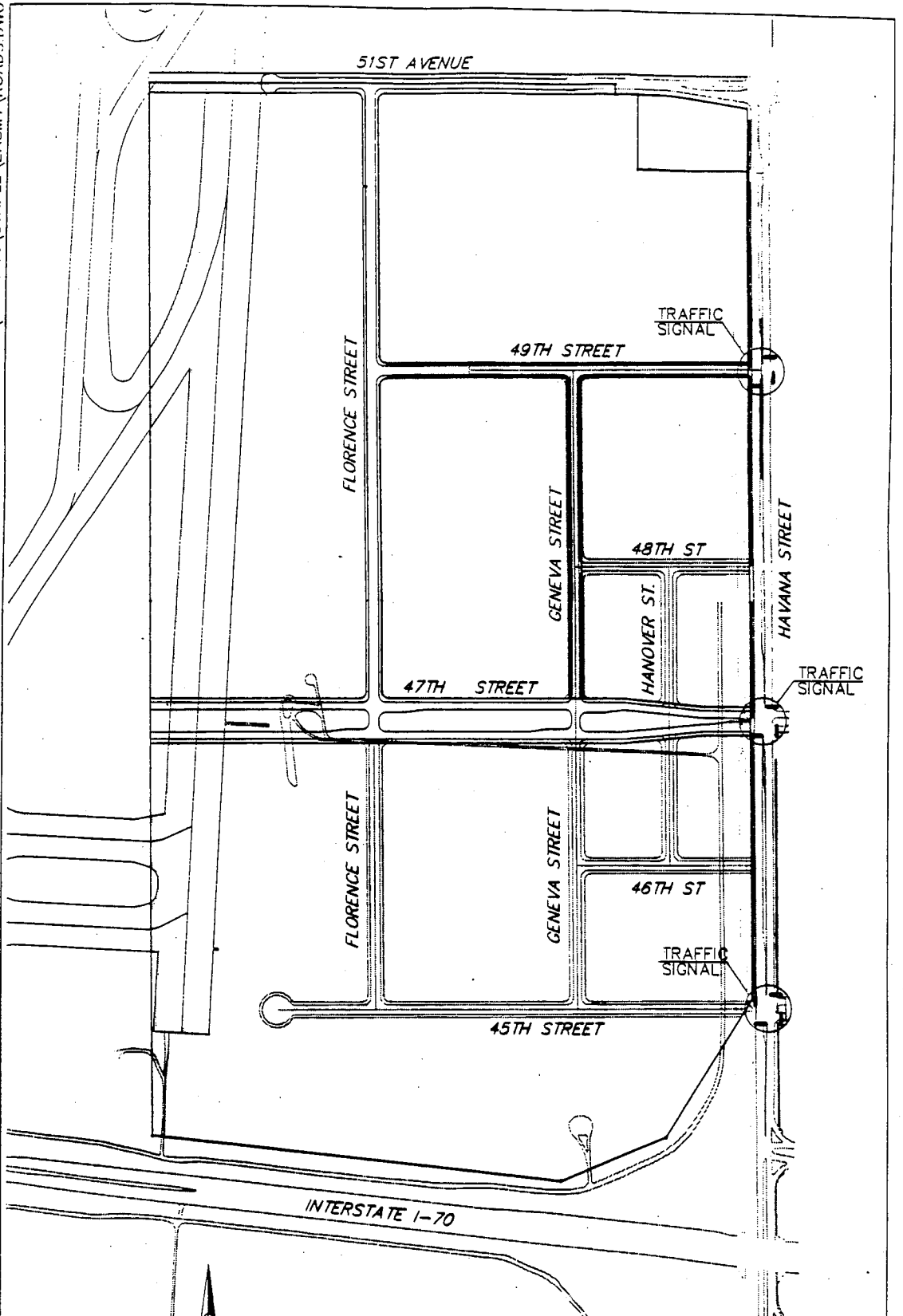
PLOT DATE: 11/06/97 DLP

GRADING/DRAINAGE

NOV. 06.1997



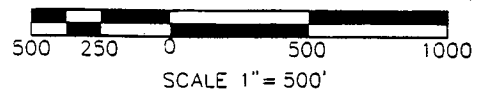
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PLOT DATE: 11/06/97 DLP

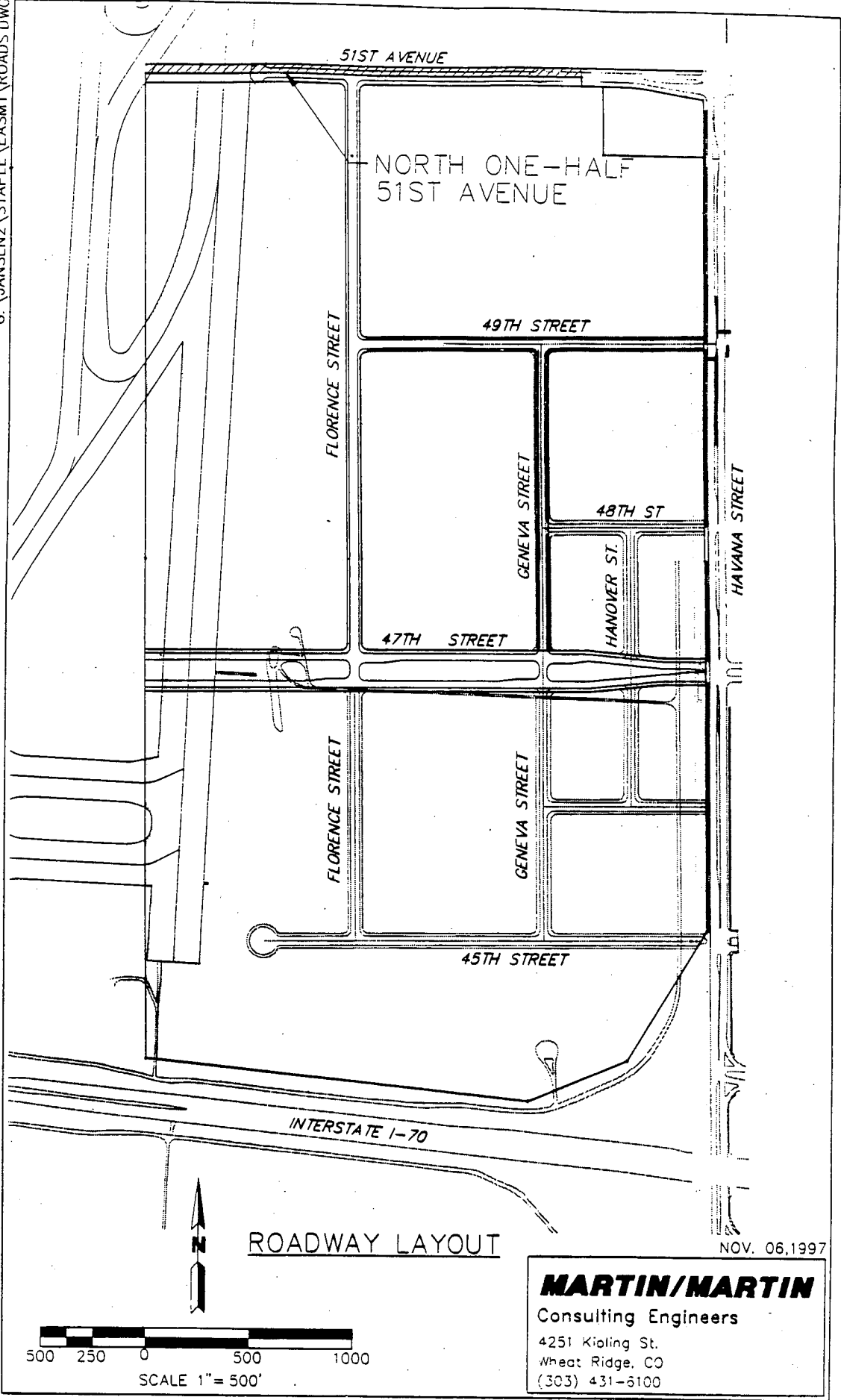
ROADWAY LAYOUT

NOV. 06, 1997



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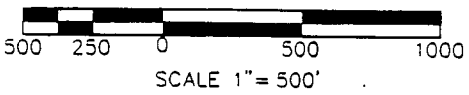
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PLOT DATE: 11/06/97 DLP

ROADWAY LAYOUT

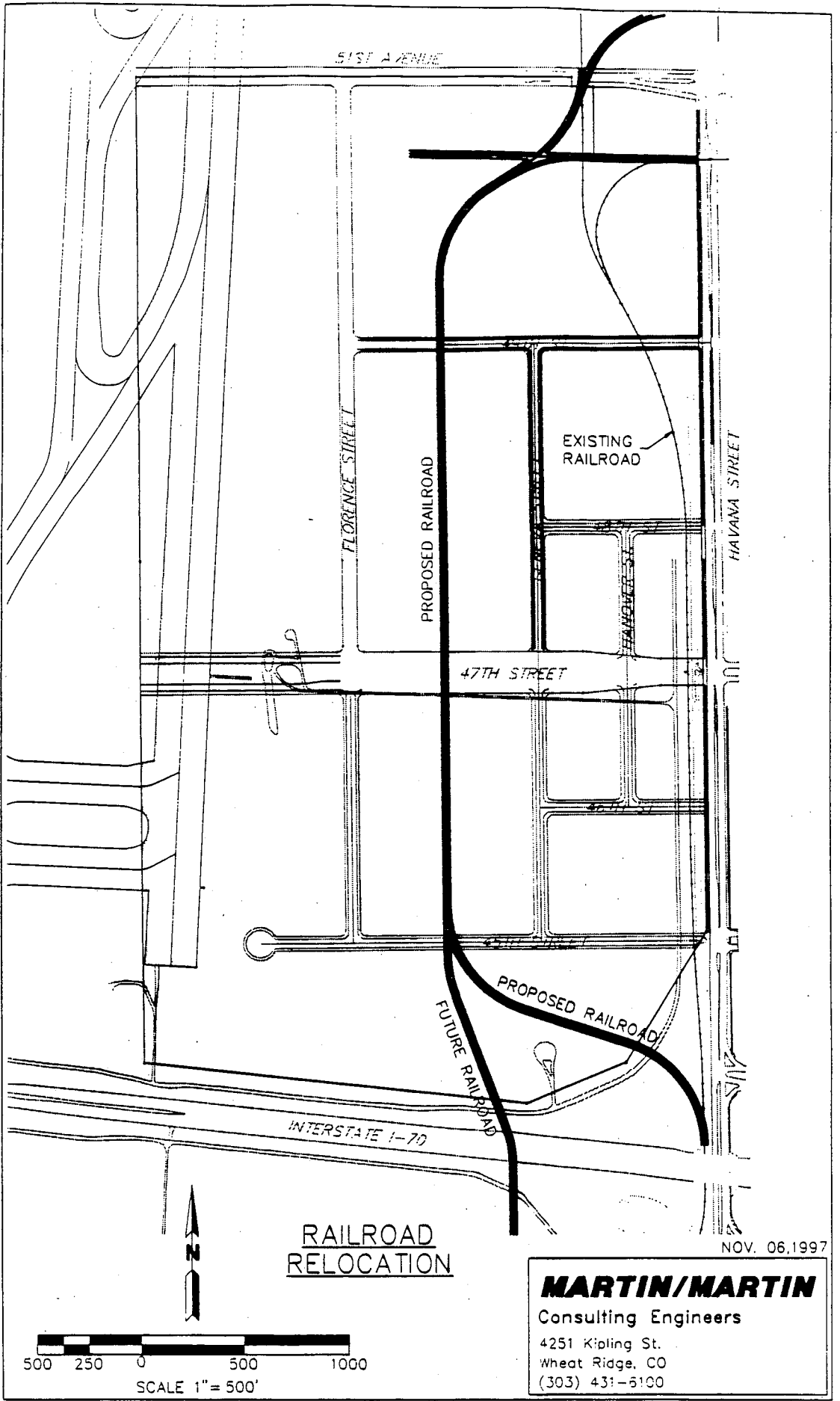
NOV. 06, 1997



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PLOT DATE: 11/06/97 DLP



RAILROAD RELOCATION

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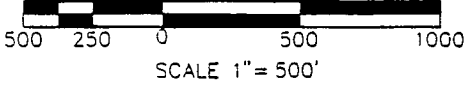
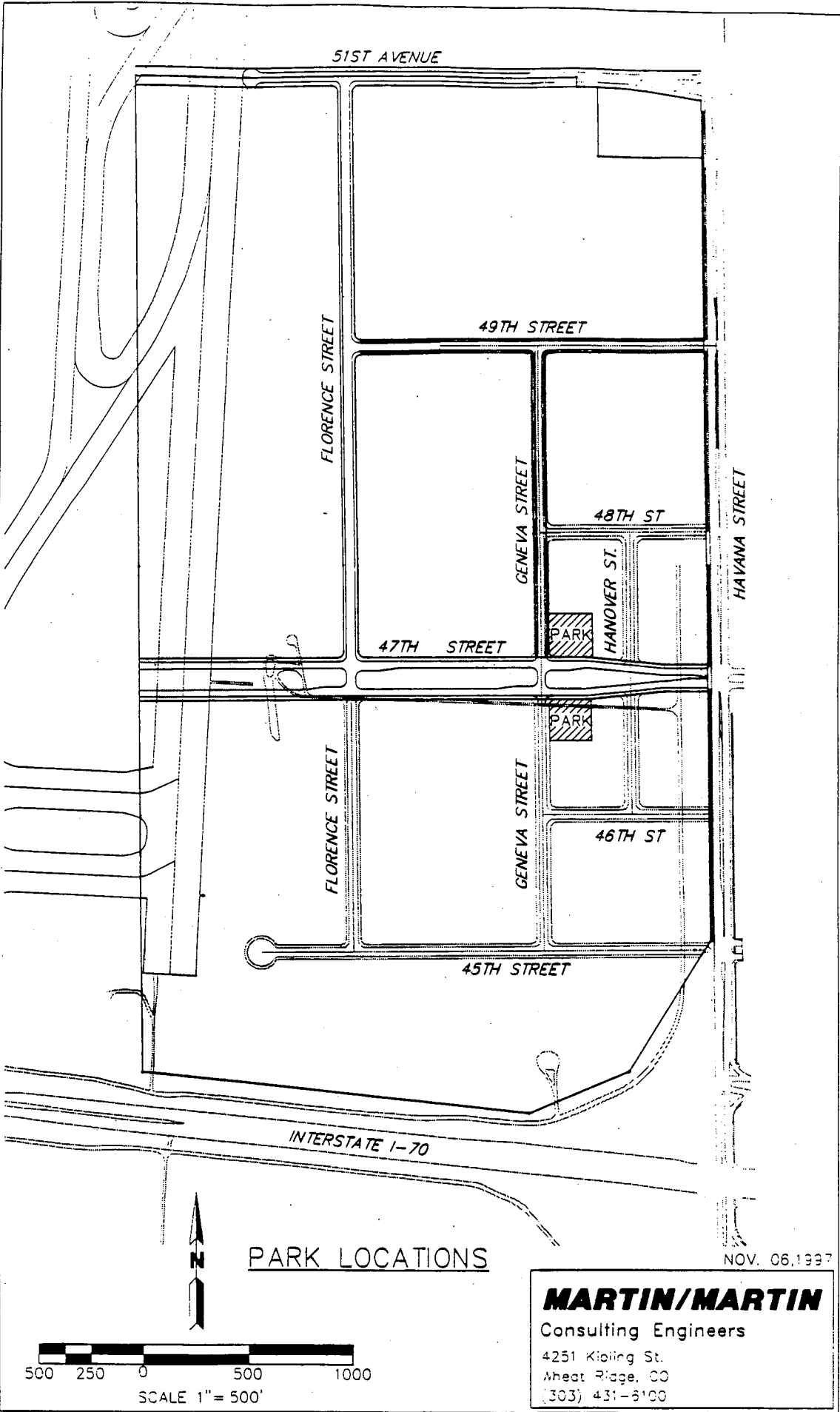


EXHIBIT H

Park and Recreation Improvements

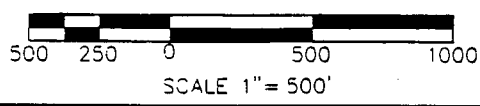
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PL01 DATE: 11/06/97 DLP

PARK LOCATIONS

NOV. 06, 1997



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 Wheat Ridge, CO
 (303) 431-8100

EXHIBIT I

Operation and Maintenance Cost Estimates

It is estimated that engineering services, legal services, administrative services, maintenance expenses, and other expenses related to the organization and operation of the District shall be approximately \$50,000 per year. This estimate has not been adjusted for inflation or extraordinary costs or contingencies.

EXHIBIT J

Financial Plan

SOURCES AND USES OF FUNDS

SBC METROPOLITAN DISTRICT
SER. 1998 G.O. BONDS, v 5.1
20-YEAR MATURITY, with letter of credit
\$45/sf market value, 35 mills max.

Dated Date 06/01/1998
Delivery Date 06/01/1998

Sources:

Bond Proceeds:	
Par Amount	5,870,000.00
	<hr/>
	5,870,000.00

Uses:

Project Fund Deposits:	
Project Funds	4,500,000.00
Other Fund Deposits:	
Cap'd Interest & Expenses	505,242.75
Debt Service Reserve	587,000.00
	<hr/>
	1,092,242.75
Delivery Date Expenses:	
Cost of Issuance	100,000.00
Underwriter's Discount	117,400.00
LOC Fee @ 1%	58,700.00
	<hr/>
	276,100.00
Other Uses of Funds:	
Contingency	1,657.25
	<hr/>
	5,870,000.00

BOND DEBT SERVICE
SBC METROPOLITAN DISTRICT
SER. 1998 G.O. BONDS, v 5.1
20-YEAR MATURITY, with letter of credit
\$45/sf market value, 35 mills max.

Period Ending	Principal	Coupon	Interest	Debt Service	Annual Debt Service
06/01/1998	-	-	-	-	-
12/01/1998	-	-	117,400	117,400	117,400
06/01/1999	-	-	117,400	117,400	-
12/01/1999	-	-	117,400	117,400	234,800
06/01/2000	-	-	117,400	117,400	-
12/01/2000	5,000	4.000%	117,400	122,400	239,800
06/01/2001	-	-	117,300	117,300	-
12/01/2001	5,000	4.000%	117,300	122,300	239,600
06/01/2002	-	-	117,200	117,200	-
12/01/2002	5,000	4.000%	117,200	122,200	239,400
06/01/2003	-	-	117,100	117,100	-
12/01/2003	5,000	4.000%	117,100	122,100	239,200
06/01/2004	-	-	117,000	117,000	-
12/01/2004	35,000	4.000%	117,000	152,000	269,000
06/01/2005	-	-	116,300	116,300	-
12/01/2005	105,000	4.000%	116,300	221,300	337,600
06/01/2006	-	-	114,200	114,200	-
12/01/2006	175,000	4.000%	114,200	289,200	403,400
06/01/2007	-	-	110,700	110,700	-
12/01/2007	255,000	4.000%	110,700	365,700	476,400
06/01/2008	-	-	105,600	105,600	-
12/01/2008	325,000	4.000%	105,600	430,600	536,200
06/01/2009	-	-	99,100	99,100	-
12/01/2009	350,000	4.000%	99,100	449,100	548,200
06/01/2010	-	-	92,100	92,100	-
12/01/2010	380,000	4.000%	92,100	472,100	564,200
06/01/2011	-	-	84,500	84,500	-
12/01/2011	410,000	4.000%	84,500	494,500	579,000
06/01/2012	-	-	76,300	76,300	-
12/01/2012	445,000	4.000%	76,300	521,300	597,600
06/01/2013	-	-	67,400	67,400	-
12/01/2013	480,000	4.000%	67,400	547,400	614,800
06/01/2014	-	-	57,800	57,800	-
12/01/2014	515,000	4.000%	57,800	572,800	630,600
06/01/2015	-	-	47,500	47,500	-
12/01/2015	555,000	4.000%	47,500	602,500	650,000
06/01/2016	-	-	36,400	36,400	-
12/01/2016	595,000	4.000%	36,400	631,400	667,800
06/01/2017	-	-	24,500	24,500	-
12/01/2017	1,225,000	4.000%	24,500	1,249,500	1,274,000
	5,870,000		3,589,000	9,459,000	9,459,000

NET DEBT SERVICE

**SBC METROPOLITAN DISTRICT
SER. 1998 G.O. BONDS, v 5.1
20-YEAR MATURITY, with letter of credit
\$45/sf market value, 35 mills max.**

Date	Principal	Interest	Debt Service	Total Debt Service	LOC Fee @ 1%	Debt Service Reserve	Cap'd Interest & Expenses	Net Debt Service	Annual Net D/S
12/01/1998	-	117,400	117,400	117,400	29,350	-	146,750	-	-
06/01/1999	-	117,400	117,400	117,400	-	-	117,400	-	-
12/01/1999	-	117,400	117,400	117,400	58,700	-	176,100	-	-
06/01/2000	-	117,400	117,400	117,400	-	-	117,400	-	-
12/01/2000	5,000	117,400	122,400	122,400	58,700	-	60,000	121,100.00	121,100.00
06/01/2001	5,000	117,300	122,300	122,300	58,650	14,922.59	-	102,377.41	-
12/01/2001	5,000	117,200	122,200	122,200	58,600	14,922.59	-	166,027.41	268,404.82
06/01/2002	5,000	117,100	122,100	122,100	58,550	14,922.59	-	165,877.41	268,154.82
12/01/2002	5,000	117,000	122,000	122,000	58,500	14,922.59	-	165,727.41	267,904.82
06/01/2003	35,000	116,300	152,000	152,000	58,500	14,922.59	-	195,577.41	297,654.82
12/01/2003	105,000	116,300	221,300	221,300	58,150	14,922.59	-	264,527.41	365,904.82
06/01/2004	175,000	114,200	289,200	289,200	57,100	14,922.59	-	331,377.41	430,654.82
12/01/2004	255,000	110,700	365,700	365,700	55,350	14,922.59	-	406,127.41	501,904.82
06/01/2005	325,000	105,600	430,600	430,600	52,800	14,922.59	-	468,477.41	559,154.82
12/01/2005	350,000	99,100	449,100	449,100	49,550	14,922.59	-	483,727.41	567,904.82
06/01/2006	380,000	92,100	472,100	472,100	46,050	14,922.59	-	503,227.41	580,404.82
12/01/2006	410,000	84,500	494,500	494,500	42,250	14,922.59	-	521,827.41	591,404.82
06/01/2007	445,000	76,300	521,300	521,300	38,150	14,922.59	-	544,527.41	605,904.82
12/01/2007	480,000	67,400	547,400	547,400	33,700	14,922.59	-	566,177.41	618,654.82
06/01/2008	515,000	57,800	572,800	572,800	28,900	14,922.59	-	586,777.41	629,654.82
12/01/2008	555,000	47,500	602,500	602,500	23,750	14,922.59	-	611,327.41	643,904.82

NET DEBT SERVICE

**SBC METROPOLITAN DISTRICT
SER. 1998 G.O. BONDS, v 5.1
20-YEAR MATURITY, with letter of credit
\$45/sf market value, 35 mills max.**

Date	Principal	Interest	Debt Service	Total Service	LOC Fee @ 1%	Debt Service Reserve	Cap'd Interest & Expenses	Net Debt Service	Annual Net D/S
06/01/2016	-	36,400	36,400	36,400	-	14,922.59	-	21,477.41	-
12/01/2016	595,000	36,400	631,400	631,400	18,200	14,922.59	-	634,677.41	656,154.82
06/01/2017	-	24,500	24,500	24,500	-	14,922.59	-	9,577.41	-
12/01/2017	1,225,000	24,500	1,249,500	1,249,500	12,250	601,922.59	-	659,827.41	669,404.82
	5,870,000	3,689,000	9,459,000	9,459,000	897,250	1,094,368.06	617,650	8,644,231.94	8,644,231.94

SOURCES AND USES OF FUNDS

SBC METROPOLITAN DISTRICT
SER. 2001 G.O. BONDS, v 5.1
20-year maturity, with letter of credit
\$45/sf market value, 35 mills max.

Dated Date 06/01/2001
Delivery Date 06/01/2001

Sources:

<hr/>	
Bond Proceeds:	
Par Amount	7,310,000.00
<hr/>	
	7,310,000.00
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Uses:

<hr/>	
Project Fund Deposits:	
Project Funds	6,000,000.00
Other Fund Deposits:	
Cap'd Interest & Expenses	280,671.48
Debt Service Reserve	731,000.00
	<hr/>
	1,011,671.48
Delivery Date Expenses:	
Cost of Issuance	75,000.00
Underwriter's Discount	146,200.00
LOC Fee @ 1%	73,100.00
	<hr/>
	294,300.00
Other Uses of Funds:	
Contingency	4,028.52
<hr/>	
	7,310,000.00
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BOND DEBT SERVICE

SBC METROPOLITAN DISTRICT
 SER. 2001 G.O. BONDS, v 5.1
 20-year maturity, with letter of credit
 \$45/sf market value, 35 mills max.

Period Ending	Principal	Coupon	Interest	Debt Service	Annual Debt Service
06/01/2001	-	-	-	-	-
12/01/2001	-	-	146,200	146,200	146,200
06/01/2002	-	-	146,200	146,200	-
12/01/2002	-	-	146,200	146,200	292,400
06/01/2003	-	-	146,200	146,200	-
12/01/2003	5,000	4.000%	146,200	151,200	297,400
06/01/2004	-	-	146,100	146,100	-
12/01/2004	5,000	4.000%	146,100	151,100	297,200
06/01/2005	-	-	146,000	146,000	-
12/01/2005	5,000	4.000%	146,000	151,000	297,000
06/01/2006	-	-	145,900	145,900	-
12/01/2006	60,000	4.000%	145,900	205,900	351,800
06/01/2007	-	-	144,700	144,700	-
12/01/2007	120,000	4.000%	144,700	264,700	409,400
06/01/2008	-	-	142,300	142,300	-
12/01/2008	175,000	4.000%	142,300	317,300	459,600
06/01/2009	-	-	138,800	138,800	-
12/01/2009	200,000	4.000%	138,800	338,800	477,600
06/01/2010	-	-	134,800	134,800	-
12/01/2010	220,000	4.000%	134,800	354,800	489,600
06/01/2011	-	-	130,400	130,400	-
12/01/2011	240,000	4.000%	130,400	370,400	500,800
06/01/2012	-	-	125,600	125,600	-
12/01/2012	260,000	4.000%	125,600	385,600	511,200
06/01/2013	-	-	120,400	120,400	-
12/01/2013	285,000	4.000%	120,400	405,400	525,800
06/01/2014	-	-	114,700	114,700	-
12/01/2014	310,000	4.000%	114,700	424,700	539,400
06/01/2015	-	-	108,500	108,500	-
12/01/2015	340,000	4.000%	108,500	448,500	557,000
06/01/2016	-	-	101,700	101,700	-
12/01/2016	365,000	4.000%	101,700	466,700	568,400
06/01/2017	-	-	94,400	94,400	-
12/01/2017	400,000	4.000%	94,400	494,400	588,800
06/01/2018	-	-	86,400	86,400	-
12/01/2018	1,115,000	4.000%	86,400	1,201,400	1,287,800
06/01/2019	-	-	64,100	64,100	-
12/01/2019	1,195,000	4.000%	64,100	1,259,100	1,323,200
06/01/2020	-	-	40,200	40,200	-
12/01/2020	2,010,000	4.000%	40,200	2,050,200	2,090,400
	7,310,000		4,701,000	12,011,000	12,011,000

NET DEBT SERVICE

SBC METROPOLITAN DISTRICT
 SER. 2001 G.O. BONDS, v 5.1
 20-year maturity, with letter of credit
 \$45/sf market value, 35 mills max.

Date	Principal	Interest	Debt Service	Total Debt Service	LOC Fee @ 1%	Debt Service Reserve	Cap'd Interest & Expenses	Net Debt Service	Annual Net D/S
12/01/2001	-	146,200	146,200	146,200	36,550	-	182,750	-	-
06/01/2002	-	146,200	146,200	146,200	-	-	146,200	-	-
12/01/2002	-	146,200	146,200	146,200	73,100	18,572.11	-	200,727.89	200,727.89
06/01/2003	-	146,200	146,200	146,200	-	18,572.11	-	127,627.89	-
12/01/2003	5,000	146,200	151,200	151,200	73,100	18,572.11	-	205,727.89	333,355.78
06/01/2004	-	146,100	146,100	146,100	-	18,572.11	-	127,527.89	-
12/01/2004	5,000	146,100	151,100	151,100	73,050	18,572.11	-	205,577.89	333,105.78
06/01/2005	-	146,000	146,000	146,000	-	18,572.11	-	127,427.89	-
12/01/2005	5,000	146,000	151,000	151,000	73,000	18,572.11	-	205,427.89	332,855.78
06/01/2006	-	145,900	145,900	145,900	-	18,572.11	-	127,327.89	-
12/01/2006	60,000	145,900	205,900	205,900	72,950	18,572.11	-	260,277.89	387,605.78
06/01/2007	-	144,700	144,700	144,700	-	18,572.11	-	126,127.89	-
12/01/2007	120,000	144,700	264,700	264,700	72,350	18,572.11	-	318,477.89	444,605.78
06/01/2008	-	142,300	142,300	142,300	-	18,572.11	-	123,727.89	-
12/01/2008	175,000	142,300	317,300	317,300	71,150	18,572.11	-	369,877.89	493,605.78
06/01/2009	-	138,800	138,800	138,800	-	18,572.11	-	120,227.89	-
12/01/2009	200,000	138,800	338,800	338,800	69,400	18,572.11	-	389,627.89	509,855.78
06/01/2010	-	134,800	134,800	134,800	-	18,572.11	-	116,227.89	-
12/01/2010	220,000	134,800	354,800	354,800	67,400	18,572.11	-	403,627.89	519,855.78
06/01/2011	-	130,400	130,400	130,400	-	18,572.11	-	111,827.89	-
12/01/2011	240,000	130,400	370,400	370,400	65,200	18,572.11	-	417,027.89	528,855.78
06/01/2012	-	125,600	125,600	125,600	-	18,572.11	-	107,027.89	-
12/01/2012	260,000	125,600	385,600	385,600	62,800	18,572.11	-	429,827.89	536,855.78
06/01/2013	-	120,400	120,400	120,400	-	18,572.11	-	101,827.89	-
12/01/2013	285,000	120,400	405,400	405,400	60,200	18,572.11	-	447,027.89	548,855.78
06/01/2014	-	114,700	114,700	114,700	-	18,572.11	-	96,127.89	-
12/01/2014	310,000	114,700	424,700	424,700	57,350	18,572.11	-	463,477.89	559,605.78
06/01/2015	-	108,500	108,500	108,500	-	18,572.11	-	89,927.89	-
12/01/2015	340,000	108,500	448,500	448,500	54,250	18,572.11	-	484,177.89	574,105.78
06/01/2016	-	101,700	101,700	101,700	-	18,572.11	-	83,127.89	-
12/01/2016	365,000	101,700	466,700	466,700	50,850	18,572.11	-	498,977.89	582,105.78
06/01/2017	-	94,400	94,400	94,400	-	18,572.11	-	75,827.89	-
12/01/2017	400,000	94,400	494,400	494,400	47,200	18,572.11	-	523,027.89	598,855.78
06/01/2018	-	86,400	86,400	86,400	-	18,572.11	-	67,827.89	-
12/01/2018	1,115,000	86,400	1,201,400	1,201,400	43,200	18,572.11	-	1,226,027.89	1,293,855.78

NET DEBT SERVICE

SBC METROPOLITAN DISTRICT

SER. 2001 G.O. BONDS, v 5.1

20-year maturity, with letter of credit
\$45/sf market value, 35 mills max.

Date	Principal	Interest	Debt Service	Total Debt Service	LOC Fee @ 1%	Debt Service Reserve	Cap'd Interest & Expenses	Debt Service	Net Debt Service	Annual Net D/S
06/01/2019	-	64,100	64,100	64,100	-	18,572.11	-	45,527.89	-	-
12/01/2019	1,195,000	64,100	1,259,100	1,259,100	32,050	18,572.11	-	1,272,577.89	1,318,105.78	1,318,105.78
06/01/2020	-	40,200	40,200	40,200	-	18,572.11	-	21,627.89	-	-
12/01/2020	2,010,000	40,200	2,050,200	2,050,200	20,100	749,572.11	-	1,320,727.89	1,342,355.78	1,342,355.78
	7,310,000	4,701,000	12,011,000	12,011,000	1,175,250	1,418,168.07	328,950	11,439,131.93	11,439,131.93	11,439,131.93

SOURCES AND USES OF FUNDS

SBC METROPOLITAN DISTRICT
SER. 2002 G.O. BONDS, v 5.1
20-year maturity, with letter of credit
\$45/sf market value, 35 mills max.

Dated Date 06/01/2002
Delivery Date 06/01/2002

Sources:

Bond Proceeds:	
Par Amount	10,420,000.00
	<hr/>
	10,420,000.00

Uses:

Project Fund Deposits:	
Project Funds	8,500,000.00
Other Fund Deposits:	
Cap'd Int. @ 5.50%	464,568.28
Debt Service Reserve	<hr/>
	1,042,000.00
	1,506,568.28
Delivery Date Expenses:	
Cost of Issuance	100,000.00
Underwriter's Discount	208,400.00
LOC Fee @ 1%	<hr/>
	104,200.00
	412,600.00
Other Uses of Funds:	
Contingency	831.72
	<hr/>
	10,420,000.00

BOND DEBT SERVICE

**SBC METROPOLITAN DISTRICT
SER. 2002 G.O. BONDS, v 5.1
20-year maturity, with letter of credit
\$45/sf market value, 35 mills max.**

Period Ending	Principal	Coupon	Interest	Debt Service	Annual Debt Service
06/01/2002	-	-	-	-	-
12/01/2002	-	-	208,400	208,400	208,400
06/01/2003	-	-	208,400	208,400	-
12/01/2003	-	-	208,400	208,400	416,800
06/01/2004	-	-	208,400	208,400	-
12/01/2004	-	-	208,400	208,400	416,800
06/01/2005	-	-	208,400	208,400	-
12/01/2005	10,000	4.000%	208,400	218,400	426,800
06/01/2006	-	-	208,200	208,200	-
12/01/2006	110,000	4.000%	208,200	318,200	526,400
06/01/2007	-	-	206,000	206,000	-
12/01/2007	210,000	4.000%	206,000	416,000	622,000
06/01/2008	-	-	201,800	201,800	-
12/01/2008	300,000	4.000%	201,800	501,800	703,600
06/01/2009	-	-	195,800	195,800	-
12/01/2009	325,000	4.000%	195,800	520,800	716,600
06/01/2010	-	-	189,300	189,300	-
12/01/2010	355,000	4.000%	189,300	544,300	733,600
06/01/2011	-	-	182,200	182,200	-
12/01/2011	395,000	4.000%	182,200	577,200	759,400
06/01/2012	-	-	174,300	174,300	-
12/01/2012	430,000	4.000%	174,300	604,300	778,600
06/01/2013	-	-	165,700	165,700	-
12/01/2013	465,000	4.000%	165,700	630,700	796,400
06/01/2014	-	-	156,400	156,400	-
12/01/2014	510,000	4.000%	156,400	666,400	822,800
06/01/2015	-	-	146,200	146,200	-
12/01/2015	550,000	4.000%	146,200	696,200	842,400
06/01/2016	-	-	135,200	135,200	-
12/01/2016	600,000	4.000%	135,200	735,200	870,400
06/01/2017	-	-	123,200	123,200	-
12/01/2017	640,000	4.000%	123,200	763,200	886,400
06/01/2018	-	-	110,400	110,400	-
12/01/2018	690,000	4.000%	110,400	800,400	910,800
06/01/2019	-	-	96,600	96,600	-
12/01/2019	745,000	4.000%	96,600	841,600	938,200
06/01/2020	-	-	81,700	81,700	-
12/01/2020	805,000	4.000%	81,700	886,700	968,400
06/01/2021	-	-	65,600	65,600	-
12/01/2021	3,280,000	4.000%	65,600	3,345,600	3,411,200
	10,420,000		6,336,000	16,756,000	16,756,000

NET DEBT SERVICE

SBC METROPOLITAN DISTRICT

SER. 2002 G.O. BONDS, v 5.1

20-year maturity, with letter of credit

\$45/sf market value, 35 mills max.

Date	Principal	Interest	Total Debt Service	LOC Fee @ 1%	Debt Service Reserve	Cap'd Int. @ 5.50%	Net Debt Service	Annual Net D/S
12/01/2002	-	208,400	208,400	52,100	-	260,500	-	-
06/01/2003	-	208,400	208,400	-	-	208,400	-	-
12/01/2003	-	208,400	208,400	104,200	26,495.39	70,000	216,104.61	216,104.61
06/01/2004	-	208,400	208,400	-	26,495.39	-	181,904.61	-
12/01/2004	-	208,400	208,400	104,200	26,495.39	-	286,104.61	468,009.22
06/01/2005	-	208,400	208,400	-	26,495.39	-	181,904.61	-
12/01/2005	10,000	208,400	218,400	104,200	26,495.39	-	296,104.61	478,009.22
06/01/2006	-	208,200	208,200	-	26,495.39	-	181,704.61	-
12/01/2006	110,000	208,200	318,200	104,100	26,495.39	-	395,804.61	577,509.22
06/01/2007	-	206,000	206,000	-	26,495.39	-	179,504.61	-
12/01/2007	210,000	206,000	416,000	103,000	26,495.39	-	492,504.61	672,009.22
06/01/2008	-	201,800	201,800	-	26,495.39	-	175,304.61	-
12/01/2008	300,000	201,800	501,800	100,900	26,495.39	-	576,204.61	751,509.22
06/01/2009	-	195,800	195,800	-	26,495.39	-	169,304.61	-
12/01/2009	325,000	195,800	520,800	97,900	26,495.39	-	592,204.61	761,509.22
06/01/2010	-	189,300	189,300	-	26,495.39	-	162,804.61	-
12/01/2010	355,000	189,300	544,300	94,650	26,495.39	-	612,454.61	775,259.22
06/01/2011	-	182,200	182,200	-	26,495.39	-	155,704.61	-
12/01/2011	395,000	182,200	577,200	91,100	26,495.39	-	641,804.61	797,509.22
06/01/2012	-	174,300	174,300	-	26,495.39	-	147,804.61	-
12/01/2012	430,000	174,300	604,300	87,150	26,495.39	-	664,954.61	812,759.22
06/01/2013	-	165,700	165,700	-	26,495.39	-	139,204.61	-
12/01/2013	465,000	165,700	630,700	82,850	26,495.39	-	687,054.61	826,259.22
06/01/2014	-	156,400	156,400	-	26,495.39	-	129,904.61	-
12/01/2014	510,000	156,400	666,400	78,200	26,495.39	-	718,104.61	848,009.22
06/01/2015	-	146,200	146,200	-	26,495.39	-	119,704.61	-
12/01/2015	550,000	146,200	696,200	73,100	26,495.39	-	742,804.61	862,509.22
06/01/2016	-	135,200	135,200	-	26,495.39	-	108,704.61	-
12/01/2016	600,000	135,200	735,200	67,600	26,495.39	-	776,304.61	885,009.22
06/01/2017	-	123,200	123,200	-	26,495.39	-	96,704.61	-
12/01/2017	640,000	123,200	763,200	61,600	26,495.39	-	798,304.61	895,009.22
06/01/2018	-	110,400	110,400	-	26,495.39	-	83,904.61	-
12/01/2018	690,000	110,400	800,400	55,200	26,495.39	-	829,104.61	913,009.22
06/01/2019	-	96,600	96,600	-	26,495.39	-	70,104.61	-
12/01/2019	745,000	96,600	841,600	48,300	26,495.39	-	863,404.61	933,509.22
06/01/2020	-	81,700	81,700	-	26,495.39	-	55,204.61	-
12/01/2020	805,000	81,700	886,700	40,850	26,495.39	-	901,054.61	956,259.22
06/01/2021	-	65,600	65,600	-	26,495.39	-	39,104.61	-
12/01/2021	3,280,000	65,600	3,345,600	32,800	1,068,495.39	-	2,309,904.61	2,349,009.22
TOTAL	10,420,000	6,336,000	16,756,000	1,584,000	2,022,329.43	538,900	15,778,770.57	15,778,770.57

EXHIBIT K

Zone Map

Area Map indicating property to be rezoned will be prepared by the Department of Zoning Administration

City and County of Denver
DEPARTMENT OF ZONING ADMINISTRATION
APPLICATION FOR ZONE MAP AMENDMENT

Application Number
4200 Revised
Date Submitted: 2/6/96
Fee: \$2,000

1. Applicant: Union Pacific Railroad Company (David Uhrich) and City and County of Denver
2. Address: 1416 Dodge Street, Room 1100, Omaha, NE 68179
3. Phone No.: (402) 271-4927
4. Interest: Owner(s), Agent, Other

5. Owners of Property or Properties (If not the Applicant): City and County of Denver
6. Address: 1445 Cleveland Place, Room 401, Denver, CO 80202
7. Phone No.: (303) 640-2281

8. Location of Proposed Change: Between I-70 and 51st Avenue, West of Havana Street

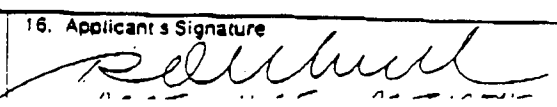
9. Legal Description of Property: (If Legal Description is lengthy, please attach additional sheet.)
Lots: Block: Addition:
See attached Legal Description.

10. Area of Subject Property, Sq. Ft. or Acres: 295+ acres; 12,877,489 sq. ft.
11. Present Zone: O-1 and I-2 with conditions and waivers
12. Proposed Zone: PUD

13. Describe briefly the nature and expected effect of the proposed amendment. Be sure to include an explanation of the legal basis for the proposal: either (a) the error in the map as approved by city council, or (b) the changed or changing conditions making the proposed amendment necessary.
The property is a part of the Stapleton Airport site. Closing the airport has resulted in a change of conditions for this property and the surrounding area. The Stapleton Development Master Plan has designated this site as a major employment area. The Stapleton Business Center PUD is in accord with the Master Plan and will enable the property to be developed as a quality rail served mixed use office, commercial and industrial employment center.

14. Use and development proposed for the property to be rezoned.
The property is proposed for a PUD containing a range of uses within the Stapleton Business Center. The PUD incorporates office, hotel, office/warehouse, research and development, manufacturing and assembly, warehousing and compatible uses as well as a commercial center with retail shops and services focused on Business Center and Montbello industrial district employees.

15. Exhibits Submitted, Number and Kind
1 - Existing Conditions Map and
2 - District Plan

16. Applicant's Signature


Area Map indicating property to be rezoned will be prepared by the Department of Zoning Administration

City and County of Denver
DEPARTMENT OF ZONING ADMINISTRATION
APPLICATION FOR ZONE MAP AMENDMENT

Application Number
4200 Revised
Date Submitted Fee
5/6/96 \$2,000

1. Applicant Union Pacific Railroad Company (David Uhrich) and City and County of Denver	2. Address 1416 Dodge Street Room 1100 Omaha, NE 68179	3. Phone No. (402) 271-4927	4. Interest <input checked="" type="checkbox"/> Owner(s) <input type="checkbox"/> Agent <input type="checkbox"/> Other
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5. Owners of Property or Properties (If not the Applicant) City and County of Denver	6. Address 1445 Cleveland Place Room 401 Denver, CO 80202	7. Phone No. (303) 640-2281
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8. Location of Proposed Change
Between I-70 and 51st Avenue, West of Havana Street

9. Legal Description of Property: (If Legal Description is lengthy, please attach additional sheet.)
Lots: Block: Addition:
See attached Legal Description.

10. Area of Subject Property, Sq. Ft. or Acres 295+ acres; 12,877,489 sq. ft.	11. Present Zone O-1 and I-2 with conditions and waivers	12. Proposed Zone PUD #411
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13. Describe briefly the nature and expected effect of the proposed amendment. Be sure to include an explanation of the legal basis for the proposal: either (a) the error in the map as approved by city council, or (b) the changed or changing conditions making the proposed amendment necessary.

The property is a part of the Stapleton Airport site. Closing the airport has resulted in a change of conditions for this property and the surrounding area. The Stapleton Development Master Plan has designated this site as a major employment area. The Stapleton Business Center PUD is in accord with the Master Plan and will enable the property to be developed as a quality rail served mixed use office, commercial and industrial employment center.

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15. Exhibits Submitted, Number and Kind 1 - Existing Conditions Map and ± - District Plan	16. Applicant's Signature Wallace E. Webb
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PUD at W. of Havana St., Between I-70 and 51st Ave.
Address

Page 2

Application Status: Preliminary Complete Final

1. SCHEDULE

a. Date of pre-application conference	<u>2-8-95</u>
b. Submittal date of preliminary application	<u>5-18-95</u>
c. Submittal date of completed application	<u>3-6-96</u>
d. Planning Board or Planning Office hearing date	<u>March 27, 1996</u>

Applicant requests: Planning Office Hearing
Planning Board Hearing

The applicant has met with and discussed the proposed PUD with:

Neighborhood Associations ? Yes No
Affected Adjacent Residents And Property Owners ?
Yes No

2. DESCRIPTION OF PLANNED UNIT DEVELOPMENT (PUD)

a. MAXIMUM GROSS FLOOR AREA FOR EACH PROPOSED USE: (The zoning ordinance definition of gross floor area shall apply to all PUD proposals. Define terms like "Retail and Light Industrial". It is required that terms and uses already defined in the Zoning Ordinance be used. Gross floor area shall include interior balconies and mezzanines, but shall not include parking garages or basement areas used for storage or utilities.)

Attach additional sheets if necessary

<u>Parcel A - Commercial as defined on Page 2a</u>	<u>NA</u>	<u>sq. ft.</u>
Use A.	MAXIMUM	
<u>Parcel B - Business Park as defined on Page 2d</u>	<u>NA</u>	<u>sq. ft.</u>
Use B.	MAXIMUM	
<u>Parcel C - Warehousing and Light Manufacturing</u>	<u>NA</u>	<u>sq. ft.</u>
Use C. as defined on Page 2f	MAXIMUM	
	<u>NA</u>	<u>sq. ft.</u>
	TOTAL	

SUBAREA A**Permitted Uses:**

- Agriculture, including gardens
- Automobile Accessory Store, packaged auto parts only, limited in building size to 15,000 SF, except that installation of auto glass shall be permitted
- Automobile Gasoline Filling Station with auto laundry, 1 bay maximum (See Note #1)
- Automobile Rental Office, does not include rental parking lot or service center
- Bakery
- C Bank, savings and loan, and financial offices with drive-through (See Note #1)
- Bank, savings and loan, and financial offices without drive-through
- Barber and/or beauty shop
- Child Care Center
- Clinic or office, Dental or Medical
- Computer and Electronics Store, limited in building size to 15,000 SF
- Conference Center
- Delicatessen
- Dry Cleaning Store, without drive-through
- Eating Place, Restaurant, without drive-through, outdoor eating areas allowed
- C Eating Place, with drive-through (See Note #1), outdoor eating area allowed
- Grocery Store (Convenience Store), limited to 6,500 SF
- Hardware Store, limited in building size to 5,000 SF, no outdoor storage
- Health studio
- Hotel; no outside access to rooms
- Laboratory, medical or dental, as defined in 59-2(80)
- Liquor Store (package only), limited in building size to 5,000 SF
- Locksmith
- C Multiple Unit Dwelling, must be located north of 46th Avenue
- Music and Video Store, limited in building size to 15,000 SF
- Office
- Office Supply Store, limited in building size to 15,000 SF
- C Post office with drive-through
- Post office, without drive-through
- Professional and personal services, as defined in 59-481(18)
- Professional Studios, as defined in 59-491(19)
- Public park and playground
- Repair, rental or servicing of any product, as defined in 59-277(1) etc., limited in building size to 5,000 SF
- School of any type, cannot include residential accommodations
- Sporting Goods Store, limited in building size to 15,000 SF

Note #1 - Any drive-through use, automobile gasoline filling station or auto laundry cannot be located at or within 300 feet of the intersection of 47th Avenue and Havana Street, or adjoining the two parks in Subarea A.

Conditional Review:

C - Conditional Review shall be required for uses subject to the following locational criteria: 1) avoid locating auto oriented uses in areas where significant pedestrian activity is encouraged; 2) where greater density, height, coverage and quality are expected; and, 3) at the Project entry at 47th Ave. and Havana Street.

Applicants for conditional review shall submit a plan of the property in accordance with the requirements of 59-410(1). Such plan shall be reviewed in accordance to the provisions of 59-410(2), Referrals to public agencies and others and 59-410(2)c, Minor Conditional Uses.

Accessory Uses:

Sec. 59-80(6)(B-2).

Temporary Permits:

Sec. 59-80(5)(B-2).

Limits on External Effects:

Sec. 59-81(a) and (b).

**Permitted Encroachments
into Setback Spaces:**

Sec. 59-279(b), (B-2) except 59-279(b)(5).

Density:

Maximum 0.5 GFA base density for all uses, except: up to 1.0 GFA for Hotel and Office.

A building of 2 or more stories that contains a mix of 2 or more general use types (such as retail, restaurant, office, hotel, residential) shall be allowed a maximum density of 1.0 GFA, subject to the condition that the "mixed" uses shall occupy at least 50% of the ground floor area, singly or as a group, or the smaller of two uses shall occupy at least 25% of the total building area. See attached Map of "Maximum Density."

Height:

Maximum 55 feet, or 5 stories, for all uses, except the height of Hotel, Office and Mixed Use structures may be increased to a maximum of 120 feet or 11 stories, whichever number is more restrictive. See attached Map of "Maximum Heights."

Setbacks, Structures:

Minimum Front 10 feet
Side 0 feet
Rear 10 feet

Notes: On Zone lots adjoining the parks and Hanover Street, minimum front setback is 0 feet.

Where sidewalk and treelawn easements are used in conjunction with street right-of-ways, setbacks shall be established from the outside edge of such easements.

Build To, Structures:

Build to zones shall parallel and adjoin the front or side setback abutting identified street rights-of-way or sidewalk/treelawn easement. The build to zone shall be 20 feet in width, except at the parks and along Hanover Street where the width shall be 10 feet. A minimum of 35% of a building's front facade shall be located within the build to zone. No parking shall be allowed in front of the portion of the building that is within the build to zone. Drop-off and incidental parking for Hotel uses may be excepted from this parking prohibition. Parking may extend through the build to zone and into any setback a maximum of one-half of the width of the setback, but a landscaped area at least 10 feet wide must be maintained between the parking lot or driveway and the street right-of-way or identified sidewalk/treelawn easement, if such an easement is established.

Build to zones shall be required along 47th Avenue and Hanover Street and adjoining the two parks. See attached Map of "Build-To Zones."

Zone Lots:

Zone lots shall be established as defined in 59-2(158).

SUBAREA B**Permitted Uses:**

- Agriculture, including gardens
- Automobile Rental Office, does not include rental parking lot or service center
- C Bank, savings and loan, and financial offices, with drive-through, except drive-through cannot be abutting the parks
- Bank, savings and loan, and financial offices, without drive-through
- C Child Care Center, must be located east of the railroad tracks
- Clinic or office, Dental or Medical
- Computer Data Processing Center
- C Conference Center, conditional on location being abutting Subarea A
- C Dwelling unit, multiple, must be included in a "mixed use" building, provided, however, that freestanding multiple dwelling units may be allowed abutting the two parks and 47th Avenue
- C Eating Place, Restaurant, without drive-through, must be located east of the railroad tracks if not included in a "mixed use" structure, outdoor eating areas allowed
- Health Studio, need not be enclosed, must be east of the railroad tracks
- C Hotel; no outside access to rooms, must be east of the railroad tracks and south of 49th Avenue
- C Laboratory, as defined in by 59-2(79)
- Manufacturing, Processing or Fabrication, as defined by 59-409(1)m1.
- Offices
- Post office, without drive-through
- Power Plant
- Professional Studios, as defined by 59-491(19)
- Public Facility, as defined by 59-491(20)
- Public park and playground
- Railroad right-of-way, shall not include yards, shops or fueling facilities
- Research, Development and Technological Services, as defined by 59-491(22)
- C Sale at wholesale and/or storage of non-toxic, non-hazardous materials as determined by the Fire Department, excluding live animals, limited to locations north of 45th Avenue
- School of any type, shall not include residential accommodations
- Special Trades Contractor, without outdoor storage
- Special Trades Contractor, with outdoor storage, as defined by 59-409(1)c6, limited to locations west of the railroad tracks, north of 45th Avenue, at least 300 feet south of 47th Avenue
- Telephone Exchange

All industrial uses shall be subject to conditional review, if appropriate, under 59-410.

Conditional Review:

C - Conditional Review shall be required for uses subject to locational criteria: 1) locating pedestrian active uses close to Subarea A; 2) locating lower density, industrial uses away from 47th Avenue, I-70 Frontage and Parcel A.

Applicants for conditional review shall submit a plan of the property in accordance with the requirements of 59-410(1). Such plan shall be reviewed in accordance to the provisions of 59-410(2), Referrals to public agencies and others and 59-410(2)c, Minor Conditional Uses.

Temporary Permits:

Sec. 59-80(5)(I-1).

Accessory Uses:

Sec. 59-80(6)(I-1).

Limits on External Effects:

Sec. 59-413(2)-(8).

**Permitted Encroachments
into Setback Spaces:**

Sec. 59-209(b)(4).

Density:

Maximum 0.5 GFA base density for all uses. Within an area south of 48th Avenue, north of I-70 and east of the railroad tracks (see attached Map of "Maximum Density"), higher density may be allowed. The maximum density for Hotel and Office uses is 1.0 GFA. A building of 2 or more stories that contains a mix of 2 or more general use types (such as restaurant, office, hotel, residential) shall be allowed a maximum density of 1.0 GFA, subject to the condition that the "mixed" uses shall occupy at least 50% of the ground floor area singly or as a group, or the smaller of two uses shall occupy at least 25% of the total building. South of 45th and east of the railroad tracks, Hotels are allowed a maximum density of 1.0 GFA.

Density greater than 0.5 FAR shall not be allowed for the following uses, even when they are in combination or "mixed with other uses": manufacturing, processing or fabrication, power plant, telephone exchange, storage, sale at wholesale, special trades contractor, warehousing or distribution.

Height:

Maximum 55 feet, or 5 stories, except Office, Hotel and mixed uses are a maximum of 120 feet, or 11 stories, whichever is more restrictive, for zone lots between 45th and 48th Avenue, east of the railroad tracks. Hotel may also be 120 feet south of 45th and east of the railroad tracks. See Map of "Maximum Heights", attached.

Setbacks, Structures:

Minimum Front 20 feet
 Side 10 feet
 Rear 10 feet

Note:

Where sidewalk and treelawn easements are used in conjunction with street right-of-ways, setbacks shall be established from the outside edge of such easements.

Build To, Structures:

Build to zones shall parallel and adjoin the front or side setback abutting identified street ROW or identified sidewalk/treelawn easement along the south side of 47th Avenue and abutting the parks shown on the District Plan. The build to zone shall be 20 feet in width except along the parks where it shall be 10 feet. A minimum of 35% of a building's front facade shall be located within the build to zone. No parking shall be allowed in front of the portion of the building that is within the build to zone. Drop-off and incidental parking for Hotel uses may be excepted from this parking prohibition. Parking may extend through the build to zone and into any setback a maximum of one-half of the width of the setback, but a landscaped area at least 10 feet wide must be maintained between the parking lot or driveway and the street right-of-way or sidewalk/treelawn easement, if such an easement is established. See attached Map of "Build-To Zones."

Zone Lots:

Zone lots shall be established as defined in 59-2(158).

SUBAREA C

Permitted Uses:

- Agriculture, including gardens
- C Automobile Manufacturing Facility, provided, however, that the use cannot be located east of the railroad tracks or south of 49th Avenue
 - Automobile Marshalling Facility for the purpose of receiving and transporting vehicles
 - Automobile Sales, Retail and Wholesale
 - Computer Data Processing Center
- C Electric Substation, provided, however, that the use cannot be within 500 feet of 47th Avenue
- C Gas Regulator Station, provided, however, that the use cannot be within 500 feet of 47th Avenue
 - Laboratory, as defined in 59-2(79)
 - Manufacturing, Processing and/or Fabrication, as defined in 59-409(1)m1.
 - Newspaper distribution center
 - Office
 - Parking of Vehicles
- C Power Plant, provided, however, that the use cannot be within 500 feet of 47th Avenue
 - Public park and playground
 - Railroad Right-of-way, shall not include yards, shops or fueling facilities
- C Recycling Facility, cannot be located abutting Subarea B, south of 49th Avenue or within 300 feet of the western boundary
 - Research, Development and Technological Services, as defined by 59-491(22)
 - Sales at wholesale and/or storage of non-toxic, non-hazardous materials, as defined by the Fire Department, excluding live animals
 - School of any type, does not include residential accommodations
 - Special Trades Contractor, as permitted by 59-337(1) g.
 - Telephone Exchange
 - Terminal and/or Service Facility for freight transportation
 - Transit Center

Conditional Review:

C - Conditional Review shall be required for uses that are subject to the following locational criteria: 1) to locate industrial uses which potentially generate significant external effects away from future residential areas to the west; and 2) to locate these heavier industrial uses away from higher intensity uses east of the railroad tracks.

Temporary Permits:

Sec. 59-80(5)(I-1).

Accessory Uses:

Sec. 59-80(6)(I-1).

Note:

In addition, industrial uses shall be subject to conditional review under 59-410, if appropriate.

- Limits on External Effects:** Sec. 59-413(2)-(8)(I-1).
- Permitted Encroachments into Setback Spaces:** Sec. 59-209(b)(4).
- Density:** Maximum 0.5 GFA base density for all uses, except: maximum of 0.3 GFA for single use/office buildings, however, if offices are 50% or less of the GFA for a building, the maximum GFA shall be 0.5. See attached Map of Maximum Density.
- Height:** Maximum 60 feet, or 5 stories, whichever is more restrictive. See attached Map of Maximum Height.
- Setbacks, Structures:** Minimum Front 20 feet
Side 10 feet
Rear 10 feet
- Note:** Where sidewalk and treelawn easements are used in conjunction with street right-of-ways, setbacks shall be established from the outside edge of such easements.
- Zone Lots:** Zone lots shall be established as defined in 59-2(158).

PUD at NWC I-70 and Havana Street
Address

TOTAL F.A.R. See Pages 2b, 2c, 2h
(Floor Area Ratio = gross floor
area divided by site area) LAND
TO BE DEDICATED FOR PUBLIC STREETS
SHOULD NOT BE INCLUDED IN THE SITE AREA.

For residential uses:
Maximum number of dwelling units _____
Density (ratio of dwelling units
per acre) _____

b. LAND COVERAGE BY BUILDINGS AND IMPERVIOUS SURFACES:

Maximum building coverage:
_____ sq. ft. _____ % of site area

Maximum area of drives and parking:
_____ sq. ft. _____ % of site area

Approximate area of other impervious surfaces:
_____ sq. ft. _____ % of site area

Total impervious surface:
For zone lots within Subarea A, B and C Maximum
_____ sq. ft. 85 % of site area

c. LANDSCAPED AREAS AND/OR PERMEABLE AREAS. Excluding sidewalk and
tree/lawn easements adjacent
Live or Organic landscaped lot coverage: to streets.

minimum _____ sq. ft. _____ % of site area

Non-live lot coverage (gravelled and other permeable surfaces)

approximate: _____ sq. ft. _____ % of site area

Total minimum area: _____ sq. ft. _____ % of site area
Total private landscaped area and open space required for zone lots in
Subarea A, B and C is 15%, excluding the sidewalk and tree/lawn easements
adjacent to streets.

d. PROJECT AREA TOTALS: (totals of "b" and "c")

Landscaped areas (permeable surfaces): _____ sq.ft.
Building and impervious surfaces: _____ sq.ft.
Total site area: _____ sq.ft.
(this area must equal site area listed on page 1)

e. SETBACKS: (The minimum setbacks must be shown on the District Plan. A building envelope may be used to graphically depict the minimum setbacks required.)

See Pages 2c, 2f, 2h

North: _____ ft. Front: _____ ft.
South: _____ ft. OR Rear: _____ ft.
East: _____ ft. Side: _____ ft.
West: _____ ft.

Minimum spacing between structures: Subarea A - 0 ft.; Subarea B and C - 20 ft.

Encroachments into setback space will conform to Section 59-_____ of the (_____) zone district. As specified on Pages 2b, 2e, 2h

Official Parkway setback requirements for this P.U.D. are: N/A ft. for buildings and N/A ft. for signs.

f. MAXIMUM HEIGHT OF STRUCTURES:

See Pages

Maximum height: 2b, 2f, 2h stories See Pages 2b, 2f, 2h ft.

Rooftop features (such as solar collectors, antennas, chimneys, flues, vents, and air conditioning equipment.) may exceed these heights by: 10 ft.

The height of a building shall be determined by the vertical distance from the highest point of a pitched roof or to the highest parapet around a flat roof to the average elevation of the corners of the proposed building at the finished grade.

If bulk plane restrictions are to be utilized, these restrictions will conform to those of the N/A zone district. (solar collectors and mechanical equipment are not excepted from bulk plane restrictions!!!)

g. OFF-STREET PARKING: As per Article V, except for parking reduction allowances on Page 5a.

This project shall contain _____ off-street parking spaces at the ratios shown below.

Use (a): _____ Ratio: _____
Use (b): _____ Ratio: _____
Use (c): _____ Ratio: _____
Spaces per dwelling unit: _____
Number of parking spaces for persons with disabilities: _____

Will this PUD conform to the requirements of Article V, Off-Street Parking? Yes (X), Yes, except as noted below () or No ().

If not, or if there are any exceptions, please provide the following information:

- (1) Parking space dimensions:
Universal spaces: _____
Small car spaces: _____
- (2) Driving aisle widths: _____
Angle of stalls: _____
- (3) Ratio of small car spaces to large car spaces: _____

h. OFF-STREET LOADING SPACES: As per Article VI.

This PUD will contain _____ off-street loading spaces. These spaces will conform with all of the requirements of Article VI, Off-Street Loading. If not, please provide the following information:

Off-street loading space dimensions: _____

- i. SURFACE DRAINAGE: The rules and regulations of the Wastewater Management Division will require certain design and construction considerations to control surface water runoff. Does the site contain a flood hazard area as identified by the Federal Emergency Management Agency? Yes () No (X)
Does the site contain wetland areas? Yes () No (X)
(For assistance, contact WMD at 964-0500.)

g. **Off Street Parking**

The Stapleton Business Center PUD shall conform to the requirements of Article V, Off-Street Parking.

Common or Joint Use Parking and Parking Reduction shall be allowed in accordance with the following conditions:

(1) **Common or Joint Use Parking**

Common or joint use of parking facilities shall be permitted and, whenever possible, encouraged to reduce traffic congestion and/or reduce excessively sized parking areas. Whenever two or more different uses exist on the same lot or project, the parking requirement may be based on varying times of use of parking or other ability to capitalize on multiple use of parking facilities so long as the parking ratio for the most intensive use on the zone lot is not reduced.

(2) **Parking Reduction**

A reduction in the number of off street parking spaces may be allowed by the Zoning Administrator based on the recommendations of the Planning Director. Such reduction shall be based upon the results of a parking study presented prior to or at the same time as site plan review. Such a parking study should identify how any of the following alternative programs would be used by the applicant to reduce parking demand:

- (a) Flexible work-hour schedule
- (b) Private vanpool operation
- (c) Transit/vanpool fare subsidy
- (d) Preferential parking for carpools/vanpools
- (e) Provision of bikeways and bicycle parking facilities
- (f) Participation in a ride-matching program
- (g) Establishment of a transportation coordinator position to implement carpool, vanpool, transit programs and other transportation system management activities
- (h) Other programs with similar objectives

j. Interior streets, drives, parking areas and pedestrian walkways within the PUD district, if any, are shown on the District Plan.

k. EASEMENTS: Existing and/or proposed utility and/or access easements are shown on the District Plan or are located as follows: Easement locations to be determined at the Site Plan review phase.

1. LANDSCAPING AND BUFFERING: Areas to be landscaped are shown on the District Plan. However, a more detailed landscaping plan may be required by the Planning Office. (A detailed landscape plan is required as a part of the site plan review phase after the rezone is approved.)

- (1) Minimum number of trees to be planted: N/A
- (2) Minimum size of trees at time of planting: N/A
- (3) Minimum % of evergreen or coniferous trees: N/A %
- (4) Minimum number of shrubs to be planted: N/A
- (5) Minimum size of container for planted shrubs: N/A

Will the proposed PUD comply with the parking lot landscaping requirements of Sec. 59-585(10) ? Yes (X) No ().
The PUD will comply with the requirements of Rules and Regulations for Landscaping of Parking Areas, as revised.
All foliage shall be maintained in a healthy, growing and safe condition. Where street trees are proposed or required on the public-right-of-way, such trees shall be installed in accordance with the requirements of the City Forester. (964-2580)

Number of street trees proposed: _____

If street tree plantings are required within the right-of-way of a state highway contact the Colorado Department of Transportation for approval (757-9930).

* To be determined at Site Plan review. Shall not be less than 1993 Streetscape Design Manual and shall average at least 1 street tree per 40 linear feet, where required.

Fences and/or Walls:

The maximum height of fences and/or walls that may be built in the PUD district, except for front setback spaces: 10 ft.

The maximum height of fences and/or walls that may be built within the PUD district front setback spaces: 10 ft.

Such fences and/or walls shall be either solid and view-obscuring, or open and view-permitting as required by the District Plan and shall be shown (include the size and types of materials permitted) on the District Plan. Fences and/or walls shall be subject to Sec. 59-38(11) "Overheight Fences And Walls".

Earthen berms or mounds used for screening shall be landscaped and, if utilized, shall be shown on the District Plan.

Maximum height: 6 ft.
Minimum height: 4 ft.

m. BOAT, CAMPER, TRAILER AND RECREATION VEHICLE STORAGE:

Permitted (X) Not Permitted (X)
Subarea C Subarea A and B

If permitted, screening fences will (X) will not () be provided. Such fences shall be not less than 6 ft. nor exceed 20 ft. in height.

Maximum length of trailer and/or recreational vehicles permitted: 55 ft.

All such storage facilities shall be shown on the ~~approved~~ Site Plan.

n. DEDICATIONS AND IMPROVEMENTS:

The owner understands that City ordinances and agency rules and regulations may require the dedication of additional right-of-way and the construction of certain public improvements. If this proposal involves the vacation of certain public rights-of-way for incorporation into the project area, such vacation must be approved prior to or at the public hearing on this proposal.

o. EXTERNAL EFFECTS: (vibration, heat, glare, radiation, and fumes)

These effects will be regulated by Sec. 59- See Pages 2b, 2e, 2h (zone district). Reflective glass will (X) will not () be used.

- p. The existing grade of the site will (X), will not () be altered.
- q. Utilities (public and private) serving the property are located (where?) In adjacent ROW, all utilities shall be underground.

For information contact the following:

Denver Water Department	628-6100
U.S. West	896-5325
Public Service Company	571-3527
Wastewater Management	964-0500

- r. SIGN CONTROLS: The project will be regulated by the following:
- Sec. 59-537, Signs permitted in all districts
 - Sec. 59-538, Sign area measurement
 - Sec. 59-550, regulations for the B-2, B-3/ district*

If no specific regulations are referenced here, complete the following:

Maximum number of signs: _____	*Signs exceeding the
Permitted sizes of signs: _____	standards of 59-550
Maximum sign area allowed: _____	must be jointly ap-
Number of ground signs allowed: _____	proved by the Plan-
Number of joint ID signs allowed: _____	ning and Zoning
Maximum size of joint ID sign(s): _____	Offices. Bill-
Temporary signs allowed: _____	boards are prohibited.
Number of canopies and awnings: _____	Backlit? Yes () No ()

All ground, monument, and joint ID sign locations and setbacks must be shown on the ~~SPD~~ Site Plan.

- s. OUTDOOR STORAGE OF PRODUCTS, MATERIALS, OR SOLID WASTE:
- Permitted (X) ~~Subarea C~~ Not Permitted ()
 - Screened (X) Not Screened ()
 - Height of solid fence or screening wall: Min. 6 ft.

- t. CURRENT TRAFFIC VOLUMES:
- The current traffic volumes on streets in or adjacent to the project must be shown on the Existing Conditions Map. These volumes are available for major streets from the Transportation Engineering Division, or the Planning Office or may be estimated by the applicant based on a professional traffic study. Streets for which no estimate is available should be noted.

Site generated traffic should be estimated and noted by the applicant based on proposed project type, size, and other relevant factors. Ratios for estimating traffic are available in Institute of Transportation Engineers reference books at the library.

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Address

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For projects with total daily site generated traffic of more than 200 vehicle trips, or for projects in areas with special problems, more detailed analysis may be required, and the applicant should contact the Transportation Engineering Division at 640-3958 for further guidance.

Public Transportation: The nearest bus stop is located:
(Where?) Along Havana Street

- u. FUTURE SCHOOL SITES: (Applicable to large residential PUD'S; contact Denver Public Schools for more information.)
Will be dedicated. () Will not be dedicated. (X)
- v. HOME OCCUPATIONS: (Residential PUD'S only)
Permitted (X) Not Permitted ()
Shall conform to Sec. 59-80(7) of the R-2 district.
- w. TEMPORARY USES: Uses by temporary permit will be regulated by Sec. 59- () zone). See Pages 2b, 2e, 2g
- x. ACCESSORY USES: Will be permitted and regulated by Sec. 59- () zone) See Pages 2b, 2e, 2g
- y. INTERIM USES: Prior to the development of this project, the property may be used on an interim basis for the following uses within existing buildings: N/A
- z. PHASING: Developed in phases? Yes (X) No ()
If yes, specify the phasing and the improvements to be constructed in each phase: Will construct 45th, 47th and 51st, railroad track drainageways and utilities and then infill development.

Anticipated starting date Fall 1996 Completion date N/A

A SEPARATE SITE PLAN REVIEW IS REQUIRED FOR ALL PUD'S PRIOR TO OBTAINING ZONING OR BUILDING PERMITS FOR CONSTRUCTION. CONTACT THE ZONING ADMINISTRATION FOR MORE DETAILS. THIS PROCESS, IF REQUIRED, MAY BE STARTED AFTER THE PLANNING BOARD HEARINGS ARE COMPLETED.

3. On an attached page a written statement is given generally describing: See Attachment "A"
 - a. The proposed PUD and the market it is intended to serve.
 - b. Its relationship to the Comprehensive Plan: where the applicant's objectives are not in substantial conformance with the changing conditions that justify approval of the proposed PUD District. (For help with this contact the Denver Planning Office.)
 - c. How the proposed PUD District is to relate to the character of the surrounding neighborhood.
4. The "Existing Conditions Map" is attached following the written statement described above. See Attachment "B"
5. The "District Plan" is attached following the "Existing Conditions Map". See Attachment "C"
This plan includes the following listed and attached drawings or renderings:
 - ___ Architectural concepts
 - ___ Building elevations
 - ___ Facade treatments
 - ___ Exterior building materials
 - ___ Other important features (Please list) _____

6. **ACKNOWLEDGEMENT:**

- a. The applicant for this PUD is the owner or owners of all of the property contained within the proposed PUD District or is the agent for the owner or owners of all the property contained within the proposed PUD District. (Agents must supply proof of agency from the owner or owners of the property at time of application.)
- b. The applicant understands that vested property rights shall be created ninety (90) days after the approval of this district plan by the Denver City Council. These vested property rights shall remain vested for a period of three (3) years in accordance with Sec. 59-29.

City and County of Denver
Wellington E. Webb, Mayor

Print or type applicant's name

Wellington E. Webb

Applicant's signature

UNION PACIFIC PARCEL

PARCEL A

A PARCEL OF LAND BEING A PART OF THE SOUTHEAST QUARTER OF SECTION 15 AND THE NORTHEAST QUARTER OF SECTION 22, TOWNSHIP 3 SOUTH, RANGE 67 WEST OF THE 6TH PRINCIPAL MERIDIAN, CITY AND COUNTY OF DENVER, STATE OF COLORADO, MORE PARTICULARLY DESCRIBED AS FOLLOWS:

BEGINNING AT THE NORTHEAST CORNER OF SAID SECTION 22; THENCE S 00° 33' 22" E ALONG THE EAST LINE OF THE NORTHEAST QUARTER, COMMON TO THE CENTERLINE OF HAVANA STREET, A DISTANCE OF 1850.84 FEET; THENCE N 89° 48' 46" W A DISTANCE OF 440.04 FEET; THENCE N 00° 33' 22" W PARALLEL WITH SAID EAST LINE OF THE NORTHEAST QUARTER A DISTANCE OF 647.86 FEET; THENCE N 89° 48' 46" W A DISTANCE OF 405.03 FEET; THENCE N 00° 33' 22" W A DISTANCE OF 1192.26 FEET TO THE NORTH LINE OF THE NORTHEAST QUARTER; THENCE N 00° 59' 07" W PARALLEL WITH THE EAST LINE OF SAID SOUTHEAST QUARTER A DISTANCE OF 232.89 FEET; THENCE S 89° 48' 46" E A DISTANCE OF 845.15 FEET TO INTERSECT THE EAST LINE OF SAID SOUTHEAST QUARTER; THENCE S 00° 59' 07" E ALONG SAID EAST LINE, COMMON TO THE CENTERLINE OF HAVANA STREET, A DISTANCE OF 222.17 FEET TO THE POINT OF BEGINNING.

SAID PARCEL A CONTAINS 34.1897 ACRES.

BASIS OF BEARINGS: THE EAST LINE OF THE NORTHEAST QUARTER, SECTION 22, WAS FOUND TO BE S 00° 33' 22" E BASED ON THE NORTH AMERICAN DATUM OF 1983, COLORADO CENTRAL ZONE, A LOCAL NETWORK ESTABLISHED BY THE COLORADO DEPARTMENT OF TRANSPORTATION, REGION 6, REFERENCE STATIONS "KING" AND "RAMP".

SIAUPA
3/1/96

[Handwritten signature]
3/1/1996

ZYLSTRA BAKER SURVEYING, INC.
1510 WEST TUFTS AVENUE
ENGLEWOOD, COLORADO 80110
(303) 781-0700

UNION PACIFIC PARCEL

PARCEL B NORTH

A PARCEL OF LAND BEING A PART OF THE SOUTHEAST QUARTER OF SECTION 15, TOWNSHIP 3 SOUTH, RANGE 67 WEST OF THE 6TH PRINCIPAL MERIDIAN, CITY AND COUNTY OF DENVER, STATE OF COLORADO, MORE PARTICULARLY DESCRIBED AS FOLLOWS:

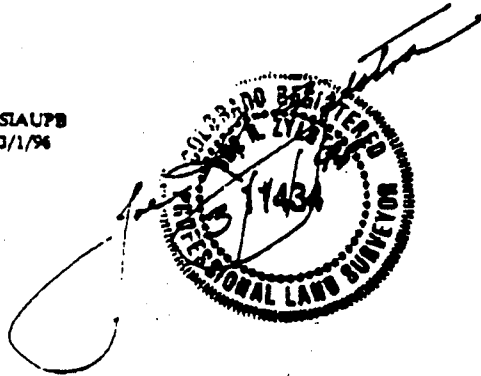
COMMENCING AT THE SOUTHEAST CORNER OF SAID SECTION 15; THENCE N 00° 59' 07" W ALONG THE EAST LINE OF SAID SOUTHEAST QUARTER, COMMON TO THE CENTERLINE OF HAVANA STREET, A DISTANCE OF 222.17 FEET TO THE POINT OF BEGINNING; THENCE N 89° 48' 46" W A DISTANCE OF 845.15 FEET; THENCE N 00° 59' 07" W PARALLEL WITH THE EAST LINE OF SAID SOUTHEAST QUARTER A DISTANCE OF 1220.26 FEET; THENCE S 89° 48' 46" E A DISTANCE OF 194.92 FEET; THENCE N 00° 59' 07" W A DISTANCE OF 894.77 FEET TO INTERSECT THE CENTERLINE OF 51ST AVENUE; THENCE N 89° 28' 34" E ALONG SAID CENTERLINE BEING PARALLEL WITH THE NORTH LINE OF SAID SOUTHEAST QUARTER A DISTANCE OF 650.12 FEET TO INTERSECT THE EAST LINE OF SAID SOUTHEAST QUARTER; THENCE S 00° 59' 07" E ALONG SAID EAST LINE AND THE CENTERLINE OF SAID HAVANA STREET A DISTANCE OF 2123.09 FEET TO THE POINT OF BEGINNING.

SAID PARCEL CONTAINS 37.0843 ACRES.

BASIS OF BEARINGS: THE EAST LINE OF THE NORTHEAST QUARTER, SECTION 22, WAS FOUND TO BE S 00° 33' 22" E BASED ON THE NORTH AMERICAN DATUM OF 1983, COLORADO CENTRAL ZONE, A LOCAL NETWORK ESTABLISHED BY THE COLORADO DEPARTMENT OF TRANSPORTATION, REGION 6, REFERENCE STATIONS "KING" AND "RAMP".

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ENGLEWOOD, COLORADO 80110
(303) 781-0700

SIAUPB
3/1/96



UNION PACIFIC PARCEL

PARCEL C

A PARCEL OF LAND BEING A PART OF THE SOUTH HALF OF SECTION 15 AND THE NORTH HALF OF SECTION 22, TOWNSHIP 3 SOUTH, RANGE 67 WEST OF THE 6TH PRINCIPAL MERIDIAN, CITY AND COUNTY OF DENVER, STATE OF COLORADO, MORE PARTICULARLY DESCRIBED AS FOLLOWS:

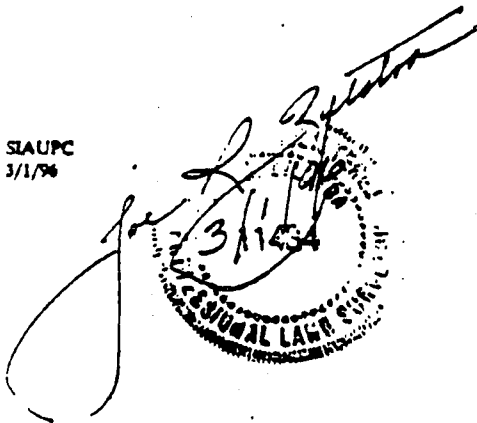
COMMENCING AT THE NORTHEAST CORNER OF SAID SECTION 22; THENCE S 00°33' 22" E ALONG THE EAST LINE OF THE NORTHEAST QUARTER A DISTANCE OF 542.92 FEET; THENCE N 89°48' 46" W A DISTANCE OF 1267.54 FEET TO THE POINT OF BEGINNING; THENCE CONTINUING N 89°48' 46" W A DISTANCE OF 1498.28 FEET TO THE NORTHWEST CORNER OF PARCEL "B" SOUTH; THENCE N 00°25' 06" W ALONG A LINE 125.00 FEET WEST OF AND PARALLEL WITH THE EAST LINE OF THE NORTHWEST QUARTER OF SAID SECTION 22, A DISTANCE OF 507.83 FEET TO INTERSECT THE NORTH LINE OF SAID NORTHWEST QUARTER; THENCE N 00°41' 59" W ALONG A LINE 125.00 FEET WEST OF AND PARALLEL WITH THE EAST LINE OF THE SOUTHWEST QUARTER OF SAID SECTION 15 A DISTANCE OF 2345.97 FEET TO INTERSECT THE CENTERLINE OF 51ST AVENUE PROJECTED; THENCE N 89°28' 34" E ALONG SAID CENTERLINE A DISTANCE OF 2102.56 FEET; THENCE S 00°59' 07" E PARALLEL WITH THE EAST LINE OF THE SOUTHEAST QUARTER OF SAID SECTION 15 A DISTANCE OF 894.77 FEET; THENCE N 89°48' 46" W A DISTANCE OF 194.92 FEET; THENCE S 00°59' 07" E A DISTANCE OF 1220.26 FEET; THENCE N 89°48' 46" W A DISTANCE OF 420.06 FEET; THENCE S 00°41' 59" E A DISTANCE OF 238.22 FEET; THENCE S 00°25' 06" E A DISTANCE OF 526.84 FEET TO THE POINT OF BEGINNING.

SAID PARCEL "C" CONTAINS 122.5590 ACRES.

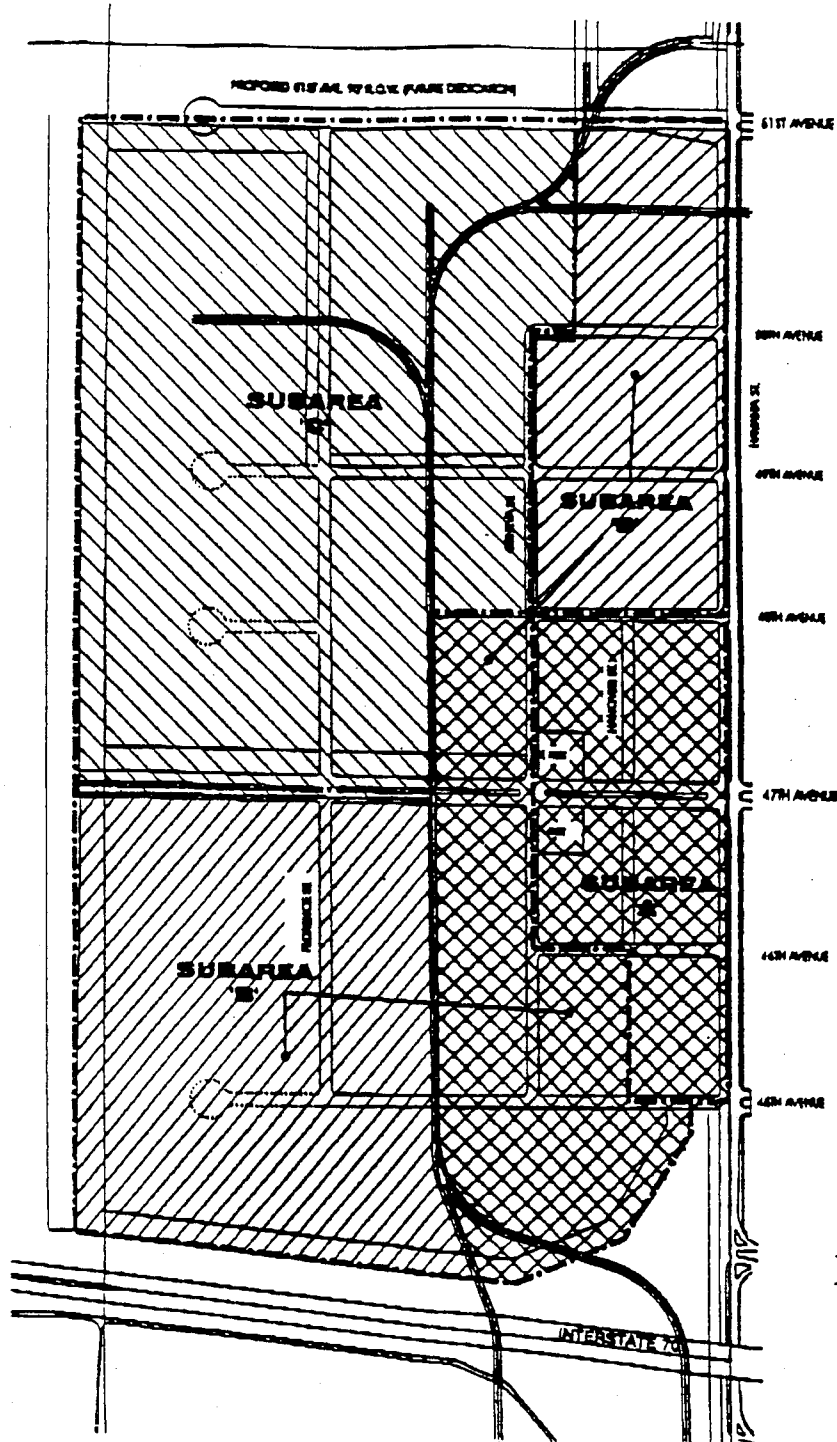
BASIS OF BEARINGS: THE EAST LINE OF THE NORTHEAST QUARTER, SECTION 22, WAS FOUND TO BE S 00°33' 22" E BASED ON THE NORTH AMERICAN DATUM OF 1983, COLORADO CENTRAL ZONE, A LOCAL NETWORK ESTABLISHED BY THE COLORADO DEPARTMENT OF TRANSPORTATION, REGION 6, REFERENCE STATIONS "KING" AND "RAMP".

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

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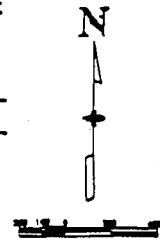


STAPLETON BUSINESS CENTER

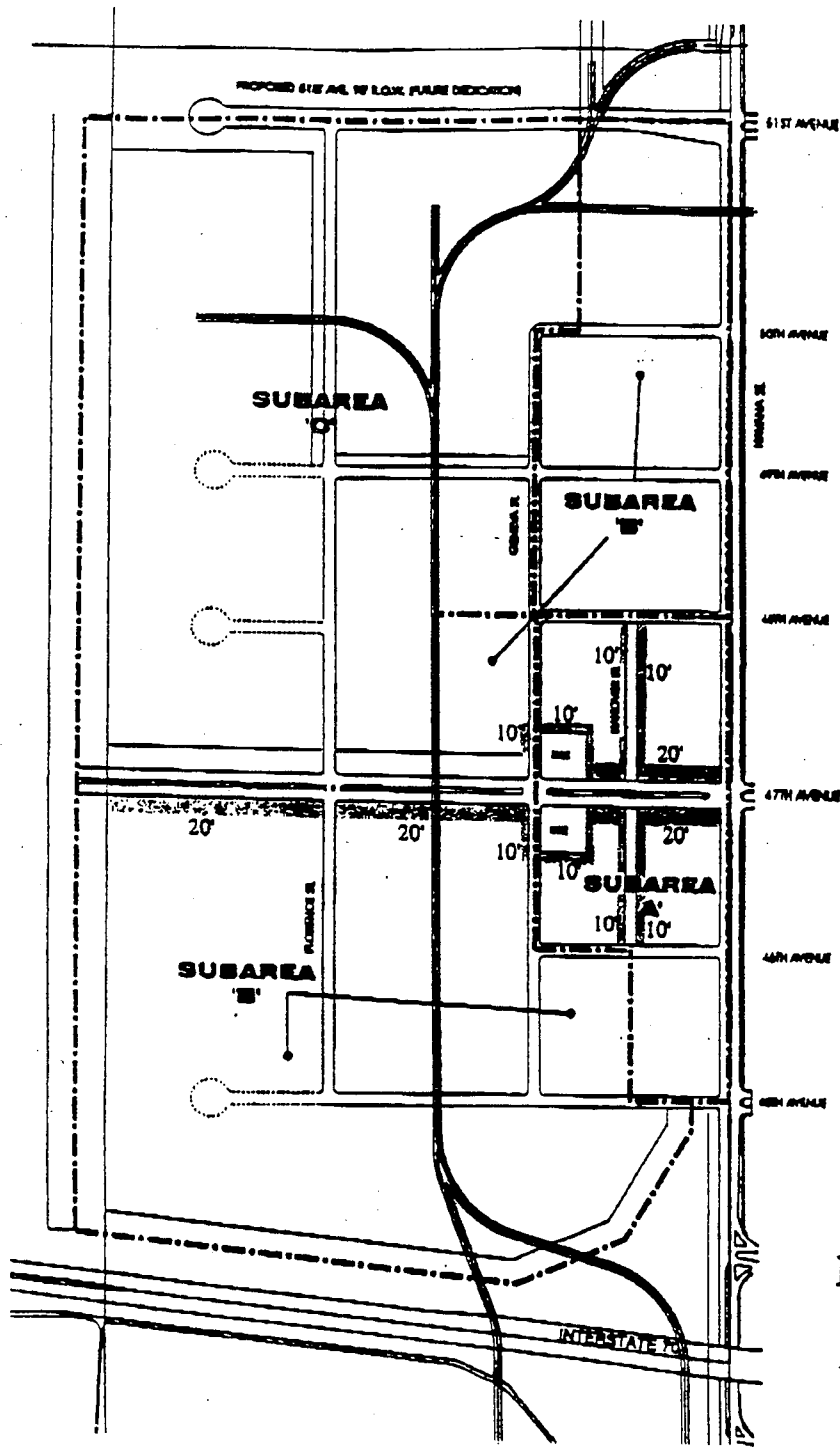


MAXIMUM DENSITY

- 
 Max. 0.5 FAR except up to 1.0 FAR for hotels, office and mixed use buildings.
- 
 Max. 0.5 FAR
- 
 Max. 0.5 FAR except 0.3 FAR for single use office buildings. However, if offices are 50% or less of the gross area for a building, the maximum FAR shall be 0.5 FAR.



STAPLETON BUSINESS CENTER



BUILD-TO ZONES

- 10'
- 20'

- A: Street R.O.W.
- B: Sidewalk/treelawn easement (if any)
- C: Required Setback
- D: Build to zones

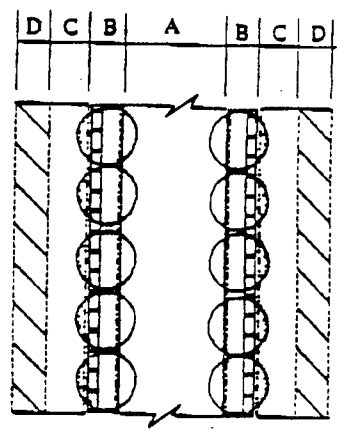


Illustration 1

Plan showing location of build-to zones adjacent to streets where sidewalk/treelawn easements are used in conjunction with the R.O.W.

NOTE: Build-to zones shall begin at the setback line on streets that have sidewalk/treelawn easements. The setback shall be measured from the outside edge of the easement. On streets that have no such easements, the setback shall be measured from the R.O.W.

ATTACHMENT A

Stapleton Business Center PUD

3. Written Statement

The 295 acre parcel of land to be acquired by the Union Pacific Railroad Company is located north of and abutting I-70, west of Havana Street. The north boundary of the site is 51st Avenue.

Union Pacific has successfully developed numerous business parks and commercial/industrial projects in the Denver area and throughout the United States. For the Stapleton parcel, Union Pacific intends to implement a master land use plan and develop the site with appropriate infrastructure. to create an attractive, high amenity business environment.

3.a. Stapleton Business Center will be marketed to local, national and international companies that are seeking the convenience of a location near I-70, I-270 and I-225, with interstate access and exposure, coupled with the type of quality mixed use development which can accommodate both corporate headquarters and manufacturing operations.

3.b. The Stapleton Business Center supports the goals of the 1989 Denver Comprehensive Plan by stimulating the economy, making this area more attractive and providing more activity, jobs and services to the neighborhood.

It also serves to implement the Stapleton Development Plan which recommends a "mix of employment uses" for this property, including: warehouse, distribution, light manufacturing, flex space, R&D, office campus and medium to higher density office uses. The Development Plan also proposes a "District Center" at 47th Avenue and Havana Street.

3.c. The Stapleton Business Center is compatible to and supportive of the surrounding neighborhood. Land to the west is vacant, but is planned for business park, commercial and residential uses. On the east is the Montbello industrial district, and to the north, the King Soopers warehouse complex. I-70 on the south provides a link to major transportation corridors including I-225, I-270/I-76 and I-25.

3.d. The PUD is divided into the following use areas:

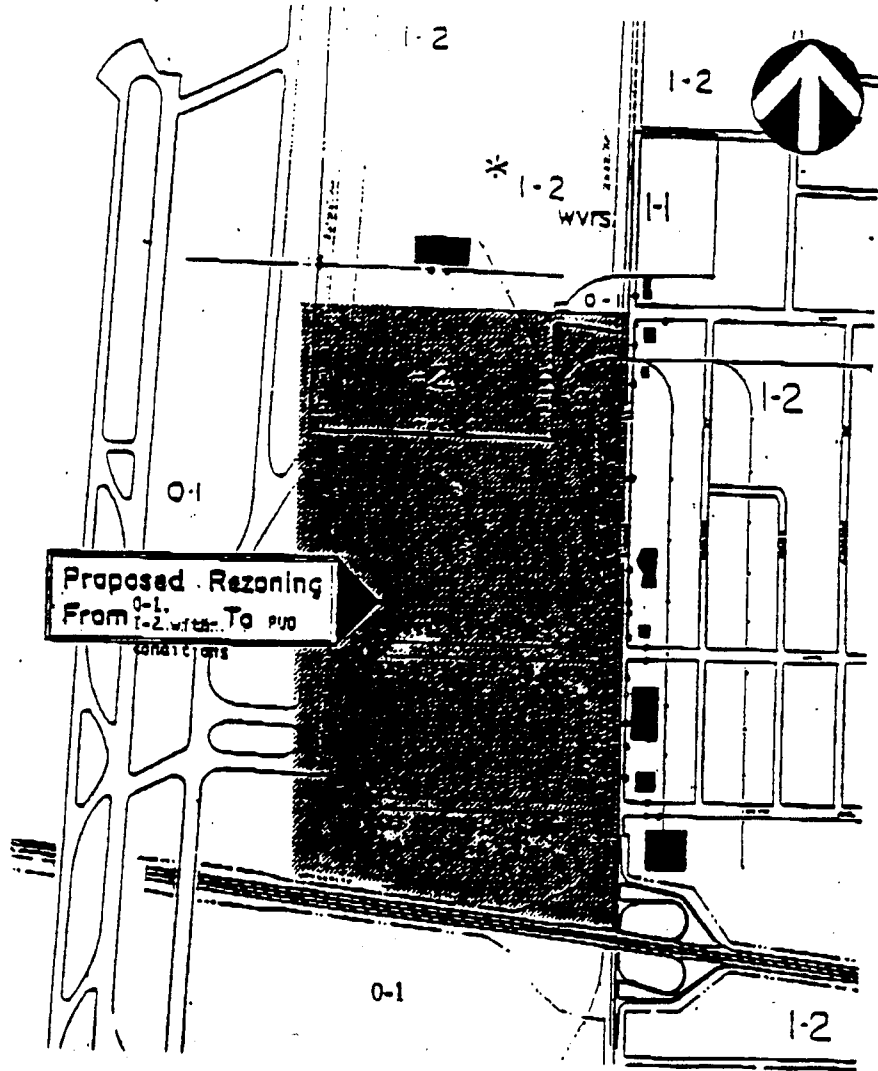
Subarea A - Commercial. The parcel is located on the west side of Havana Street, extending from 45th to 48th Avenue. The commercial use area is intended to provide auto oriented convenience retail, services and hotel accommodations for employees and visitors in the nearby industrial and office developments. The type and mix of uses were selected to serve the immediate market without creating competition for existing and future neighborhood centers in either Montbello or the proposed residential community to the west of the Stapleton Business Center.

Subarea B - Business Park. West of the commercial district, extending from I-70 to 47th Avenue and west of Havana Street to 51st Avenue, will be a distinctive high quality corporate center for offices, hotels and supportive uses, professional services and office warehouse users. The Business Park will create a quality image and establish the character of the Stapleton Business Center through architectural design, orientation, landscaping and open space, and streets and pathways.

Subarea C - Warehousing and Light Manufacturing. This area, in the northern part of the site, while still requiring quality design and amenities, is planned to accommodate a broad range of users, including warehousing, light manufacturing and assembly, research and development, terminal operations and parking, and utilize the rail service available to the district. Primary access to the northern part of the site will be 51st Avenue, which is shared by the King Soopers warehouse complex. By maintaining control over the architecture and design elements, including landscaping, setbacks, buffers and mix of uses, the developer can assure compatibility and overall quality while allowing a variety of uses.

It is the intent of the PUD to discourage trucks from using 47th Avenue as a primary route. Alternative access into Subareas-B and C is provided at 45th, 49th and 51st Avenues, with 49th and 51st forming a "truck loop" for the northern area and 45th and 46th for the southern area.

STAPLETON BUSINESS CENTER
ATTACHMENT B



• - Existing Curb Cuts
Structures not to Scale

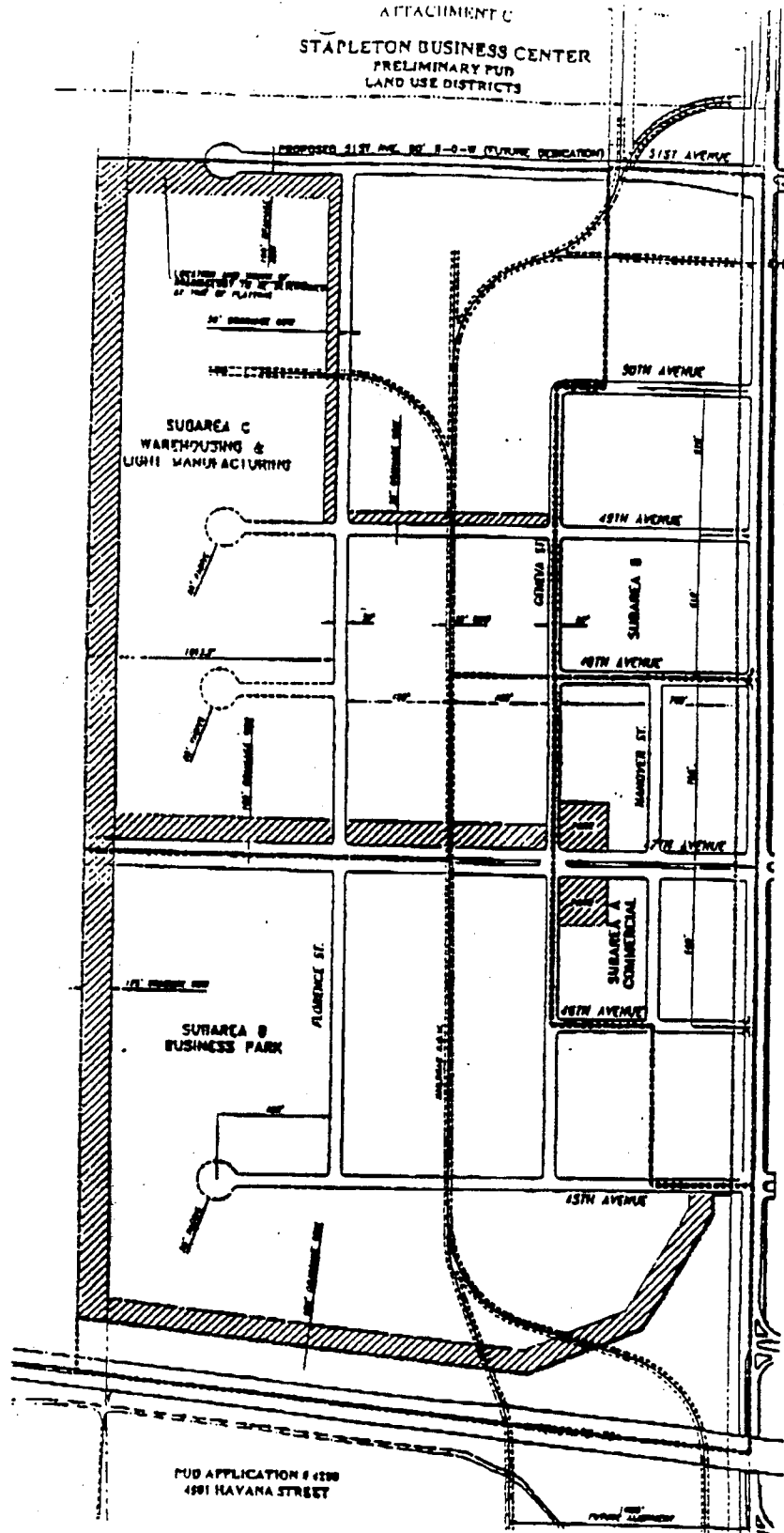
EXISTING CONDITIONS

Application No. 4200

4501 Havana Street
Denver, Colorado

April, 1996
Scale 1" = 1700'

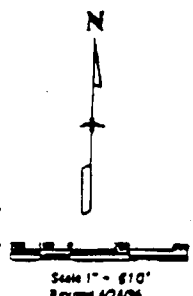
ATTACHMENT C
STAPLETON BUSINESS CENTER
 PRELIMINARY PUD
 LAND USE DISTRICTS



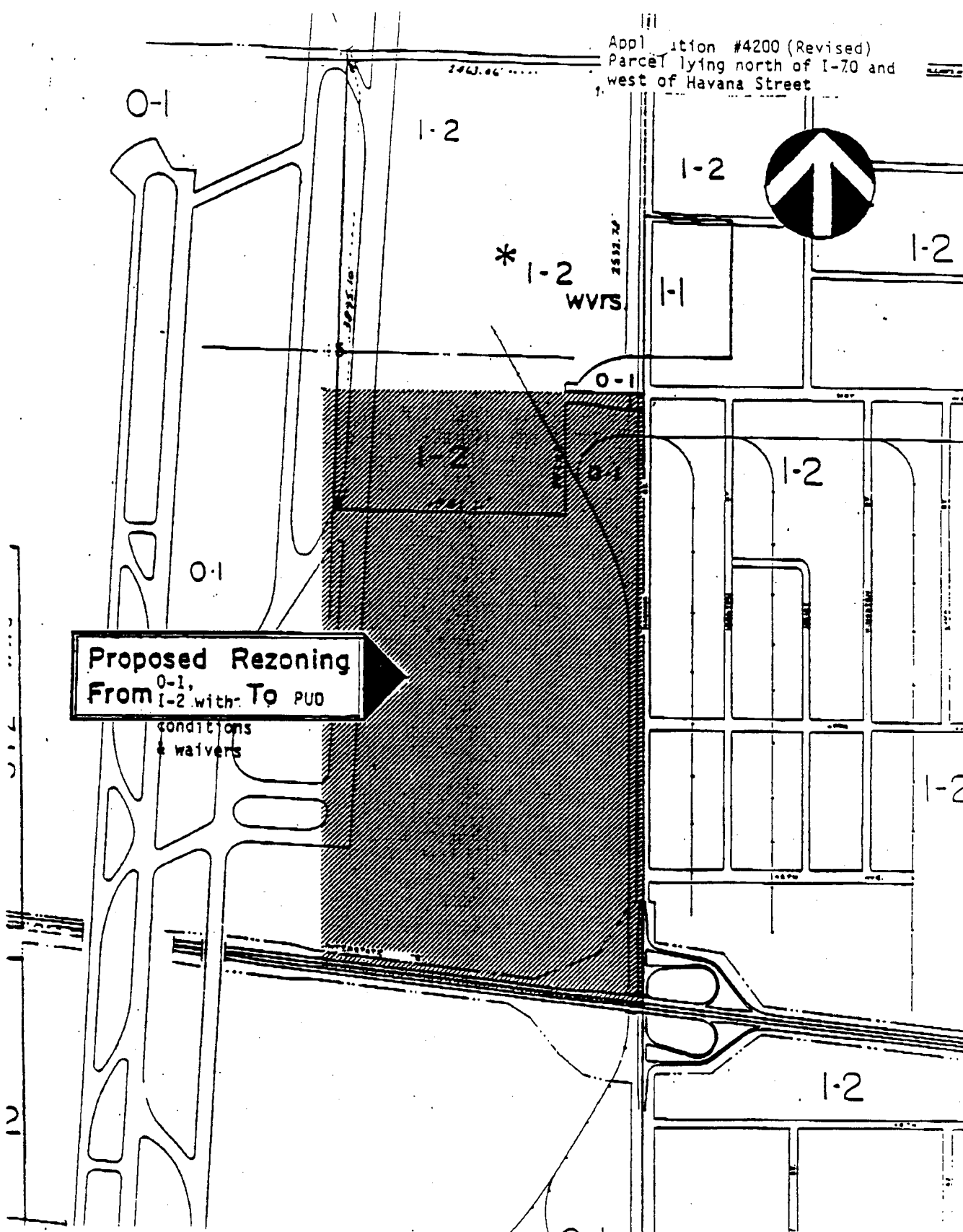
Existing ADT
 N 4365
 S 5360

- Notes:
1. Locations and descriptions of street and railroad rights-of-way, and utility easements are subject to change based on final engineering and agency requirements. Railroad R.O.W. shall not be located in Subarea A.
 2. Parks shall be privately owned but accessible for public use. Each park shall be at least 1 acre in size. Final design for the parks shall be determined at time of platting. The parks are not part of the drainage system.
 3. Sidewalks, trees, lawn and sewerage easements shall be conveyed at the time of platting.
 4. Streets indicated with a solid line shall be constructed before the final platting of the PUD. Streets indicated with a dashed line may be constructed at the option of the developer. Streets not shown on the PUD may be added if approved by the City's development review committee.

PUD APPLICATION # 4210
 4801 HAYANA STREET



Application #4200 (Revised)
Parcel lying north of I-70 and
west of Havana Street



Proposed Rezoning
From 0-1,
1-2 with conditions
& waivers To PUD



* 1-2
wvrs

0-1

1-2

1-2

1-2

1-1

0-1

1-2

0-1

1-2

0-1

1-2

1-2

2

EXHIBIT L

Table of Tax Levies for Comparable Areas

**SBC Metropolitan District
Mill Levy Comparison
January 1998**

AURORA CENTRETECH	
<i>Taxing Entity</i>	<i>Mill Levy</i>
Arapahoe County	15.960
Arapahoe County - SBOE	0.000
Arapahoe Schools	61.203
City of Aurora	11.940
Aurora CentreTech	40.000
Urban Drainage	0.749
Urban Drainage - Platte	0.081
TOTAL	129.933

INTERLOCKEN	
<i>Taxing Entity</i>	<i>Mill Levy</i>
Boulder County	21.243
Boulder Valley Schools	45.344
City of Broomfield	13.894
West Adams Fire	9.036
Interlocken Consolidated Metro	27.240
Urban Drainage	0.668
North Colorado Water Cons	1.000
TOTAL	118.425

DENVER INTERNATIONAL BUSINESS CENTER	
<i>Taxing Entity</i>	<i>Mill Levy</i>
Denver School District	43.605
City and County of Denver	31.076
Urban Drainage & Flood Control	.749
Sable-Altura	6.095
DIA Business Center Metro District 1	30.000
TOTAL	111.525

GOLDSMITH METRO DISTRICT	
<i>Taxing Entity</i>	<i>Mill Levy</i>
Arapahoe County Portion	
Arapahoe County	15.960
Arapahoe County Regional Library District	4.117
Castlewood Fire Protection District	8.100
Castlewood Sanitation District	0.400
Castlewood Water District	2.500
Cherry Creek School District #5	57.444
City of Greenwood Village	2.932
Urban Drainage & Flood Control	0.749
Urban Drainage & Flood S. Platte	0.081
Goldsmith Metro District	<u>23.852</u>
Total Arapahoe County	<u>116.135</u>
Denver County Portion	
City and County of Denver	31.076
Denver County School District #1	43.605
Denver Suburban Water District	1.816
Urban Drainage & Flood Control	0.749
Urban Drainage & Flood S. Platte	0.081
Goldsmith Metro District	<u>22.745</u>
Total Denver County	<u>100.072</u>

SAND CREEK METRO DISTRICT	
<i>Taxing Entity</i>	<i>Mill Levy</i>
Adams County Portion	
Adams County	26.528
Adams - Arapahoe School District 28	61.203
City of Aurora	11.940
Urban Drainage & Flood Control	0.668
Urban Drainage & Flood S. Platte	0.081
Sand Creek Metro District	<u>20.000</u>
Total Adams County	<u>120.420</u>
Denver County Portion	
City and County of Denver	31.076
City and County of Denver School District 1	43.605
Urban Drainage & Flood Control	0.749
Urban Drainage & Flood S. Platte	0.081
Sand Creek Metro District	<u>20.000</u>
Total Denver County	<u>95.511</u>

SBC METROPOLITAN	
<i>Taxing Entity</i>	<i>Mill Levy</i>
City and County of Denver	31.076
Denver County School District	43.605
Urban Drainage & Flood Control	0.749
Urban Drainage & Flood S. Platte	0.081
SBC Metropolitan District	30.000
TOTAL	105.511

C4\420\MillLevyChart