

GOODMAN METROPOLITAN DISTRICT
ARAPAHOE COUNTY, COLORADO

SERVICE PLAN

Prepared for Aristocrat Realty, L.L.C.

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GOODMAN METROPOLITAN DISTRICT
SERVICE PLAN
[COMPREHENSIVE REVISION]

I. INTRODUCTION

A. Overview.

This is a comprehensive revision of the Goodman Metropolitan District Service Plan. The revision is the result of Arapahoe County staff comments received at a meeting held at the Arapahoe County Engineering Department on May 5, 1994, and is an attempt to conform to those comments. As a result of that meeting and the current need to rezone the property prior to anticipated development, the service plan as originally submitted is hereby amended in its entirety. Because of the need for the organizers of the proposed District to meet a timetable that will allow an election to establish various financial matters for the District to be held in November, 1994, this Comprehensive Revision is not to be deemed as a new submittal. The originally submitted service plan document is no longer relevant to the organization of the proposed District and has no further force or effect.

This service plan ("Service Plan"), submitted in accordance with Part 2 of the Special District Act (§ 32-1-201, et seq., C.R.S.), sets forth a proposal for the formation of the Goodman Metropolitan District ("District") coextensive with a 633 acre parcel of land within unincorporated Arapahoe County, Colorado, currently known as the Goodman Property (the "Community"). The developer of the property is Aristocrat Realty, L.L.C., and it is the intention of the developer to submit plans for the rezoning of the property on May 31, 1994. This service plan is submitted as consistent with those intentions, the plans as they are to be submitted, and the County's master plan as it applies to the property. It is recognized by the developer that any resolution of approval of this service plan, and the financial ability of the district to carry out the functions set forth herein, will carry conditions requiring that the approved zoning for the property be consistent with this service plan as approved, if approved.

B. The District.

The Goodman Metropolitan District will finance, construct, own and, unless and until the obligation is assumed by another unit of government or homeowner's association, operate public roadway, drainage, and park services and facilities for the Community.

The land within the proposed Goodman District currently contains no residential units. The Service Area of the District will include approximately 633 acres. At build-out, it is anticipated that the District will contain a mix of residential units, streets, open space and park amenities, and other public facilities as needed for the community. The proposed mix of land uses within the community conforms to the current Arapahoe County Comprehensive Plan, recognizing that the

"patterns of land uses [on the Arapahoe County Comprehensive Plan Map] are general in location. Some degree of overlap and transition are expected in actual development situations." (See Comprehensive Plan, Page 5.) For purposes of making estimates for the proposed District as required by statute, this Service Plan assumes the build out of the Community as illustrated in Figure 1.

FIGURE 1
ESTIMATED COMMUNITY BUILD-OUT AND POPULATION

Year	Residential ⁽¹⁾	
	Cumulative No. of Units	Cumulative Population
2000	450	1575
2007	1150	4025
2014	1800	6300
TOTALS	1800	6300

⁽¹⁾Population based on 3.5 persons per unit. No commercial development is anticipated.

The formation of the District is intended to provide services and stable financing for the improvements required to serve the Community. A Homeowners Association would not have the financial capabilities of the District to finance or construct such substantial improvements. The Associations, when formed, would provide architectural control services, community organization, and other programs which are beyond the authority of a metropolitan district. It is anticipated that the operation of the recreational facilities and the maintenance of the landscape improvements will be turned over to the Associations when completed.

Discussions with Arapahoe County indicate that the County does not consider it feasible or practical for the County itself to provide the area within the Community with the public improvements and facilities needed to complete the Community and serve the residents. The District is therefore necessary to provide the desired semi-urban facilities and services.

This Service Plan has been prepared to show that, through the District, it is appropriate and economically feasible to finance selected public services and improvements for the benefit of the landowners and residents of the District. The Service Plan includes satisfactory evidence that the following requirements of Section 32-1-204, C.R.S., as amended, have been met:

(a) That there is sufficient existing and projected need for organized service in the area to be serviced by the proposed special district;

(b) That the existing service in the area to be served by the proposed special district is inadequate for present and projected needs;

(c) That the proposed special district is capable of providing economical and sufficient service to the area within its proposed boundaries;

(d) That the area to be included in the proposed special district has, or will have, the financial ability to discharge the proposed indebtedness on a reasonable basis;

(e) That adequate service is not, or will not be available to the area through the County, other existing municipal or quasi-municipal corporations, including existing special districts, within a reasonable time and on a comparable basis;

(f) That the facility and service standards of the proposed special district are compatible with the facility and service standards of Arapahoe County within which the proposed special district is to be located and each municipality which is an interested party under Section 32-1-204(1);

(g) The proposal is in substantial compliance with any master plan adopted pursuant to Section 30-28-106, C.R.S.

(h) That the proposal is in compliance with any duly adopted city, county, regional, or state long-range water quality management plan for the area; and

(i) That the organization of the proposed special district will be in the best interests of the area proposed to be served.

C. Description of the Community.

1. General.

Arapahoe County is an area of diverse lifestyles and settings in spacious front-range scenery. Visitors come from all over the country and the world to enjoy the employment and recreational opportunities offered here, and many choose to stay. The proposed housing program is helping to supply the demand for new homes in a larger, more open area while offering views and quality amenities.

The Community is intended to be a high quality community, but affordable to a great number of existing Colorado residents who want to "move up" to an improved lifestyle and to new persons coming into the Denver area from afar. Subject to the outcome of the County planning and zoning process, some single family attached residential development may also be available as an option for those who prefer that lifestyle, however, the vast majority of units in the Community are expected to be single family detached homes as indicated in the Arapahoe County Comprehensive Plan.

2. Location.

The Community is located in unincorporated Arapahoe County, only 13 miles from downtown Aurora and 18 miles from downtown Denver. A map is provided in Figure 2. The boundaries of the Community and the proposed District will be the same.

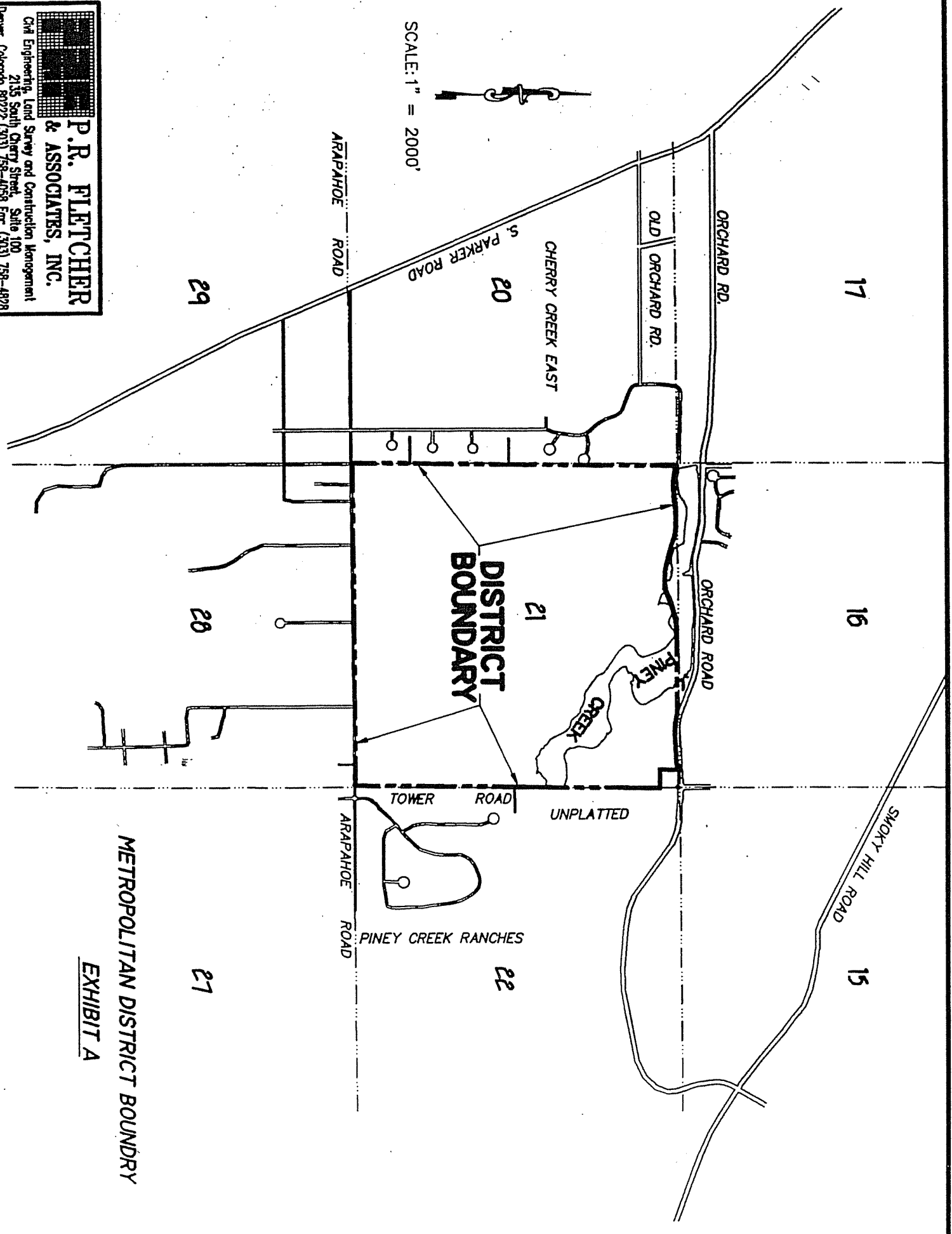
3. Summary of Land Use Expectations.

Beginning on May 31, 1994, at least one land use submittal will be made to Arapahoe County for rezoning affecting the Community. The submittal will provide a zoning plan for the Community to consist of planned residential development, roads, parks, public uses, and open spaces. A mix of single family detached and attached housing types may be offered, depending upon the results of the planning and zoning process and market conditions. Commercial development will not be included in the plan. When they achieve final form, the plans will include all of the items required by Arapahoe County, including details of the roadway plan, major drainage features, parks, open spaces, and other matters. The form of this Service Plan recognizes that it is premature to offer a specific development plan at this time, as such a plan will depend upon the public planning and zoning process, and that it would be inappropriate for the County Commissioners to approve a Service Plan which includes specific details of the anticipated development before while formal submissions are made to initiate the public processes. Nonetheless, it is clear that the County Comprehensive Plan anticipates residential development for the Goodman site (a copy of the relevant portion of the comprehensive plan map is shown in Figure 3), and this Service Plan contemplates that residential use will predominate.

Figure 2
District Map

P. R. FLETCHER & ASSOCIATES, INC.
 Civil Engineering, Land Survey and Construction Management
 2135 South Cherry Street, Suite 100
 Denver, Colorado 80222 (303) 758-4058 Fax: (303) 758-4828

SCALE: 1" = 2000'



METROPOLITAN DISTRICT BOUNDARY

EXHIBIT A

Figure 3
Comprehensive Plan Map for the Goodman Community Area

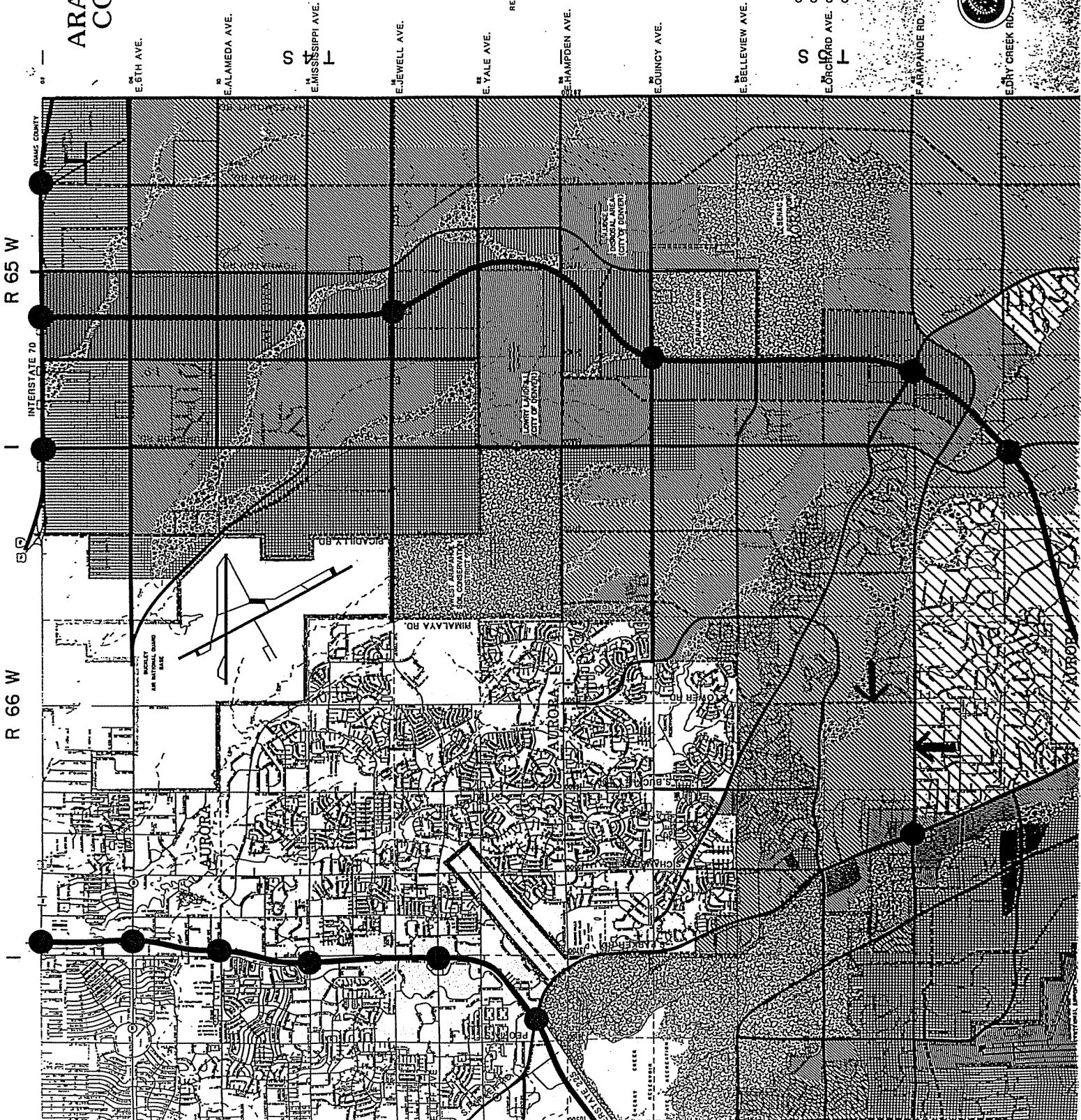
ARAPAHOE COUNTY COMPREHENSIVE PLAN MAP

1001

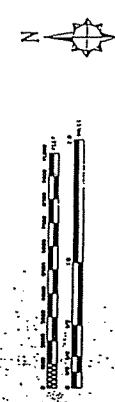
1. THE COMPREHENSIVE PLAN MAP IS AN INTEGRAL PART OF THE COMPREHENSIVE PLAN AND IS SUBJECT TO THE POLICIES AND OBJECTIVES OF THE PLAN AS WELL AS THE LAND USE AND TRANSPORTATION DESIGNATIONS SHOWN ON THE PLAN. IT SHOULD NOT BE USED INDEPENDENT OF THE OTHER.

2. ZIP CODE PATTERNS INDICATING LAND USES ARE GENERAL IN LOCATION. SOME DEGREE OF OVERLAY IS EXPECTED IN ACTUAL DEVELOPMENT SITUATIONS.

DATE: 09/01/87
 LOCATION: SE COR. MAINWAY & FRONTIER
 PREPARED BY: ARAPAHOE COUNTY PLANNING DEPARTMENT
 APPROVED BY: BOARD OF COUNTY COMMISSIONERS
 DATE: 07/10/89
 BY: J. J. JENSEN, COUNTY ENGINEER



PLAN TEXT REFERENCE PAGES	LAND USE LEGEND
C7, 75-99	RESIDENTIAL SINGLE FAMILY DETACHED
C7, 75-99	RESIDENTIAL SINGLE FAMILY DETACHED LOW INTENSITY
C7, 75-99	RESIDENTIAL SINGLE FAMILY DETACHED
C7, 75-99	RESIDENTIAL MULTI-FAMILY
C7, 88-93	COMMERCIAL
C7, 88-93	RETAIL
C7, 85-93	OFFICE/INDUSTRIAL(LIGHT)
C7, 85-93	INDUSTRIAL
C7, 85-93	INDUSTRIAL(HEAVY)
C7, 99-1162	PUBLIC/QUASI-PUBLIC
C7, 99-1162	PUBLIC FACILITIES
C7, 99-1162	OPEN SPACE/RECREATION
C7, 88-93	OTHER
C7, 88-93	E-470 HIGH INTENSITY MIXED USE CORRIDOR



URBAN AREA MAP OF
ARAPAHOE COUNTY, COLORADO
 Prepared by the Arapahoe County Mapping Division

R 65 W
 R 66 W

T 10 N
 T 11 N

II. DESCRIPTION OF PROPOSED METROPOLITAN DISTRICT SERVICES.

A. Need for a Metropolitan District.

Advance planning for the development of infrastructure is currently being undertaken by the Developer, Aristocrat Realty L.L.C., however it is recognized that the property within the proposed Goodman Metropolitan District is presently undeveloped and zoned agricultural. Nevertheless, as indicated above development is expected in the near future; thus there is and existing and especially a projected need for organized service.

As stated previously, the County Comprehensive Plan anticipates residential development for most of the Goodman site (a copy of the relevant portion of the comprehensive plan map is shown in Figure 3). Likewise, it is clear that when the planned residential development is placed upon the site, the new development will require public roads, drainage, and park facilities. The primary purpose of the proposed District is to provide financing for those public facilities with minimal necessary operation and maintenance responsibilities. With its focus on initial financing, the Service Plan can be stated in very general terms--any development of this size will require arterial connections, will require drainage facilities, and will require park amenities. The amount that the District will pay for these public facilities will be no more than their cost, and is expected to be considerably less than the full cost for most. The portions of the cost that the District does not pay will be picked up by other governmental entities (the County, other Districts, etc. as available and appropriate) or, most likely, the Developer or successor developers and builders. To avoid the prospect of half-completed projects, the District shall not launch a public works project without written commitments to cover the full cost from its own available revenues plus, for projects that exceed those revenues, other public or private funding sources.

There is no significant existing utility infrastructure within the boundaries of the Community. Anticipated facilities (not all to be provided by the District) consist of a domestic potable water system; electric, telephone, cable television and gas utility systems; and central sanitary collection system. The roadway infrastructure will consist of paved roadways servicing all platted lots consistent with the County's standards. Fire protection services are being provided by Parker Fire Protection District.

The District is needed to provide financing for facilities in advance of construction of homes, and to provide a public mechanism to pay for the facilities after construction.

The following sections of this Service Plan describe in detail those services to be provided by the District. The primary services are as follows:

- The construction of road, street, and related safety infrastructure.

- The operation and maintenance of the roads, streets, and related safety systems until accepted by another governmental unit.
- The construction of storm sewer system infrastructure.
- The operation and maintenance of storm sewer infrastructure until acceptance by another governmental unit or homeowners' association.
- The construction of the future park, open space, and recreation system within the Community.
- The operation and maintenance of the future park, open space, and recreation system to the extent not assumed by an Association or other entity.
- The provision of other services, programs and facilities as provided by this Service Plan as the same may be amended from time to time.

The District will have statutory and service plan powers which would allow it to function in a more effective and efficient manner than a homeowners association or private individual. These statutes further allow for local management of the District by the owners of property in the District or their representatives, and further provide for a program of debt financing and a means for equitably distributing the debt service to the property owners and residents of the District. To the extent allowed by this Service Plan and the County, the District can provide for future and ongoing infrastructure and services to provide for the long-term needs of property owners and residents.

B. General Service Authority.

The District will have the power and authority to provide the following services:

1. Streets.

The design, acquisition, installation, construction, operation, and maintenance of street and roadway improvements, including but not limited to curbs, gutters, culverts, and other drainage facilities, appurtenant storm sewers and culverts, sidewalks, bridges, parking facilities, paving, lighting, grading, landscaping, snow removal equipment, and other street improvements together with all necessary, incidental, and appurtenant facilities, land and easements, together with extensions of improvements to said facilities.

2. Safety Controls.

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

3. Sanitation.

The design, acquisition, installation, construction, operation, and maintenance of sanitation facilities and services including 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 District. (Note that the sanitation power does not include construction of sanitary sewer systems).

4. Parks and Recreation.

The design, acquisition, construction, completion, installation and/or operation and maintenance of parks and recreational facilities including, but not limited to, parks, bike paths and pedestrian and equestrian ways, open space, landscaping, cultural activities, community recreational centers, 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. All such parks and recreational facilities will be maintained by the District to the extent such maintenance is not assumed by an Association or other entity.

5. Other.

The powers of the District, as listed above, will be exercised by the Board of Directors of the District to the extent necessary to provide the services contemplated in this Service Plan. In addition to the above powers, the Board of Directors of the District shall also have the following authority:

a. To amend the Service Plan as needed, subject to the appropriate statutory procedures.

b. To 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, or if development of the improvements and facilities would best be done by another entity.

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

The foregoing improvements and services, along with all other activities, will be undertaken in accordance with, and pursuant to, the procedures and conditions contained in the Special District Act, other applicable statutes, and this Service Plan, as any or all of the same may be amended from time to time.

III. DISTRICT BOUNDARIES, ESTIMATES OF POPULATION, AND VALUATION FOR ASSESSMENT.

The legal description of the boundaries of the District is contained in Figure 4. A schedule of projected assessed valuation within the proposed District is set forth in Exhibit 1.

Figure 4: Legal Description

BEING THREE PARCELS OF LAND WHICH ARE A PART OF SECTION 21, TOWNSHIP 5 SOUTH, RANGE 66 WEST OF THE 6TH PRINCIPAL MERIDIAN, COUNTY OF ARAPAHOE, STATE OF COLORADO; SAID PARCELS, BEING FORMERLY OWNED BY ESTHER L. GOODMAN, DECEASED, ARE MORE PARTICULARLY DESCRIBED AS FOLLOWS:

PARCEL ONE

COMMENCING AT THE SOUTHEAST CORNER OF SAID SECTION 21, WHICH IS MONUMENTED BY A 3" ALUMINUM CAP STAMPED PLS #13258 FOUND IN A RANGE BOX, THENCE ALONG THE EASTERLY LINE OF SAID SECTION 21 THE FOLLOWING ONE COURSE:

- 1) NORTH $00^{\circ} 38' 54''$ EAST 30.00 FEET TO A NO. 4 REBAR AND CAP WHICH IS STAMPED PLS 28656 AND SET ON THE NORTHERLY RIGHT-OF-WAY LINE OF ARAPAHOE ROAD, SAID POINT BEING THE POINT OF BEGINNING, THENCE ALONG SAID NORTHERLY RIGHT-OF-WAY LINE THE FOLLOWING ONE COURSE:
- 2) SOUTH $89^{\circ} 39' 06''$ WEST 5291.36 FEET TO A NO. 4 REBAR AND CAP WHICH IS STAMPED PLS 28656 AND SET ON THE WESTERLY LINE OF SAID SECTION 21, THENCE ALONG SAID WESTERLY LINE THE FOLLOWING TWO COURSES:
- 3) NORTH $00^{\circ} 39' 50''$ EAST 2625.67 FEET TO THE WEST $1/4$ OF SAID SECTION 21, WHICH IS MONUMENTED BY A SET $2 \frac{1}{2}$ " ALUMINUM CAP ON A $3/4$ " REBAR STAMPED PLS #28656;
- 4) NORTH $00^{\circ} 40' 28''$ EAST 2635.49 FEET TO A NO. 4 REBAR AND CAP WHICH IS STAMPED PLS 28656 AND SET ON THE SOUTHERLY RIGHT-OF-WAY LINE OF OLD ORCHARD ROAD, THENCE ALONG SAID LINE THE FOLLOWING FIFTEEN COURSES, ALL OF WHICH ARE MONUMENTED BY SET NO. 5 REBARS WITH CAPS STAMPED PLS 28656:
- 5) SOUTH $81^{\circ} 31' 18''$ EAST 257.71 FEET;
- 6) 117.39 FEET ALONG THE ARC OF A TANGENT CURVE TO THE LEFT, WHICH HAS A RADIUS OF 450.00 FEET AND A CENTRAL ANGLE OF $14^{\circ} 56' 50''$;
- 7) NORTH $83^{\circ} 31' 53''$ EAST 111.10 FEET;
- 8) 155.64 FEET ALONG THE ARC OF TANGENT CURVE TO THE RIGHT, WHICH HAS A RADIUS OF 3020.00 FEET AND A CENTRAL ANGLE OF $02^{\circ} 57' 10''$;
- 9) NORTH $86^{\circ} 29' 03''$ EAST 93.96 FEET;
- 10) 129.00 FEET ALONG THE ARC OF A TANGENT CURVE TO THE RIGHT, WHICH HAS A RADIUS OF 1680.00 FEET AND A CENTRAL ANGLE OF $04^{\circ} 23' 59''$;
- 11) SOUTH $89^{\circ} 06' 59''$ EAST 122.15 FEET;

- 12) 217.67 FEET ALONG THE ARC OF A TANGENT CURVE TO THE RIGHT, WHICH HAS A RADIUS OF 820.00 FEET AND A CENTRAL ANGLE OF 15° 12' 33";
- 13) SOUTH 73° 54' 26" EAST 230.07 FEET;
- 14) 193.37 FEET ALONG THE ARC OF A TANGENT CURVE TO THE LEFT, WHICH HAS A RADIUS OF 2060.00 FEET AND A CENTRAL ANGLE OF 05° 22' 42";
- 15) SOUTH 79° 17' 08" EAST, 151.92 FEET;
- 16) 387.21 FEET ALONG THE ARC OF A CURVE TO THE LEFT, WHICH HAS A RADIUS OF 675.00 FEET AND A CENTRAL ANGLE OF 32° 52' 03";
- 17) NORTH 67° 50' 49" EAST 60.96 FEET;
- 18) 603.04 FEET ALONG THE ARC OF A TANGENT CURVE TO THE RIGHT, WHICH HAS A RADIUS 1560.00 FEET AND A CENTRAL ANGLE OF 22° 08' 54";
- 19) NORTH 89° 59' 44" EAST 1299.31 FEET TO A NO. 4 REBAR AND CAP WHICH IS STAMPED PLS 28656 AND SET ON THE SOUTHERLY LINE OF A PARCEL OF LAND DESCRIBED IN BOOK 5379 AT PAGE 322 OF THE RECORDS OF ARAPAHOE COUNTY, THENCE ALONG SAID SOUTHERLY LINE, ALSO BEING THE SOUTHERLY LINE OF SAID ORCHARD ROAD THE FOLLOWING FOUR COURSES, THE FIRST THREE OF WHICH ARE MONUMENTED BY SET NO. 4 REBARS WITH CAPS STAMPED PLS 28656;
- 20) THENCE, 336.03 FEET ALONG THE ARC OF A NON-TANGENT CURVE TO THE LEFT, WHICH HAS A RADIUS OF 1055.00 FEET, A CENTRAL ANGLE OF 18° 14' 57" AND A CHORD BEARING AND DISTANCE OF SOUTH 84° 17' 17" EAST 334.61 FEET;
- 21) NORTH 86° 35' 14" EAST 503.27 FEET;
- 22) 26.52 FEET ALONG THE ARC OF A NON-TANGENT CURVE TO THE RIGHT, WHICH HAS A RADIUS OF 945.00 FEET, A CENTRAL ANGLE OF 01° 36' 29" AND A CHORD BEARING AND DISTANCE OF NORTH 86° 21' 50" EAST 26.52 FEET;
- 23) SOUTH 87° 43' 16" EAST 47.22 FEET TO A NO. 5 REBAR FOUND ON THE WESTERLY LINE OF A PARCEL OF LAND DESCRIBED IN BOOK 1904 AT PAGE 342 OF THE LAND RECORDS OF ARAPAHOE COUNTY, THENCE ALONG THE OUTLINE IF SAID PARCEL THE FOLLOWING TWO COURSES WHICH ARE MONUMENTED BY SET NO. 4 REBARS WITH CAPS STAMPED PLS 28656;
- 24) SOUTH 00° 37' 49" WEST 276.39 FEET;
- 25) NORTH 89° 59' 44" EAST 300.00 FEET TO A POINT ON THE EASTERLY LINE OF SAID SECTION 21, THENCE ALONG SAID EASTERLY LINE THE FOLLOWING TWO COURSES:

26) SOUTH 00° 37' 49" WEST 2339.37 FEET TO THE EAST 1/4 CORNER OF SAID SECTION 21 WHICH IS MONUMENTED BY A 2 1/2" ALUMINUM CAP ON A 3/4" REBAR STAMPED PLS #28656 SET TO REPLACE A FOUND NO. 5 REBAR;

27) SOUTH 00° 38' 54" WEST 2609.99 FEET TO THE POINT OF BEGINNING;

PARCEL TWO

COMMENCING AT THE NORTHWEST CORNER OF SAID SECTION 21, WHICH IS MONUMENTED BY A 2 1/2" ALUMINUM CAP ON A 3/4" REBAR STAMPED PLS #28656 SET TO REPLACE A FOUND NO. 4 REBAR WITH PLASTIC CAP, THENCE ALONG THE NORTHERLY LINE OF SAID SECTION 21 THE FOLLOWING ONE COURSE:

1) NORTH 90° 00' 00" EAST 135.65 FEET TO A NO. 4 REBAR AND CAP WHICH IS STAMPED PLS 28656 AND SET ON THE NORTHERLY RIGHT-OF-WAY LINE OF OLD ORCHARD ROAD, SAID POINT BEING THE POINT OF BEGINNING, THENCE CONTINUING ALONG THE NORTHERLY LINE OF SAID SECTION 21 THE FOLLOWING ONE COURSE:

2) NORTH 90° 00' 00" EAST 421.53 FEET TO A NO. 4 REBAR AND CAP WHICH IS STAMPED PLS 28656 AND SET ON THE NORTHERLY RIGHT-OF-WAY LINE OF OLD ORCHARD ROAD, THENCE ALONG SAID NORTHERLY RIGHT-OF-WAY LINE THE FOLLOWING FOUR COURSES, ALL OF WHICH ARE MONUMENTED BY SET NO. 4 REBARS WITH CAPS STAMPED PLS 28656:

3) 80.00 FEET ALONG THE ARC OF A NON-TANGENT CURVE TO THE LEFT, WHICH HAS A RADIUS OF 30.60.00 FEET, A CENTRAL ANGLE OF 01° 29' 52" AND A CHORD BEARING AND DISTANCE OF SOUTH 84° 16' 49" WEST 80.00 FEET;

4) SOUTH 83° 31' 53" WEST 111.10 FEET;

5) 106.96 FEET ALONG THE ARC OF A TANGENT CURVE TO THE RIGHT, WHICH HAS A RADIUS OF 410.00 FEET AND A CENTRAL ANGLE OF 14° 56' 50";

6) NORTH 81° 31' 18" WEST 126.28 FEET TO THE POINT OF BEGINNING;

PARCEL THREE

COMMENCING AT THE NORTHWEST CORNER OF SAID SECTION 21, WHICH IS MONUMENTED BY A 2 1/2" ALUMINUM CAP ON A 3/4" REBAR STAMPED PLS #28656 SET TO REPLACE A FOUND NO. 4 REBAR WITH PLASTIC CAP, THENCE ALONG THE NORTHERLY LINE OF SAID SECTION 21 THE FOLLOWING ONE COURSE:

1) NORTH 90° 00' 00" EAST 1116.94 FEET TO A NO. 4 REBAR AND CAP WHICH IS STAMPED PLS 28656 AND SET ON THE NORTHERLY RIGHT-OF-WAY LINE OF OLD ORCHARD ROAD, SAID POINT BEING THE POINT OF BEGINNING, THENCE CONTINUING ALONG THE NORTHERLY LINE OF SAID SECTION 21 THE FOLLOWING ONE COURSE;

2) NORTH $90^{\circ} 00' 00''$ EAST 1410.52 FEET TO A NO. 4 REBAR AND CAP WHICH IS STAMPED PLS 28656 AND SET ON THE NORTHERLY RIGHT-OF-WAY LINE OF OLD ORCHARD ROAD, THENCE ALONG SAID NORTHERLY RIGHT-OF-WAY LINE THE FOLLOWING SEVEN COURSES, ALL OF WHICH ARE MONUMENTED BY SET NO. 4 REBARS WITH CAPS STAMPED PLS 28656;

3) 365.31 FEET ALONG THE ARC OF A NON-TANGENT CURVE TO THE LEFT, WHICH HAS A RADIUS OF 1600.00 FEET, A CENTRAL ANGLE OF $13^{\circ} 04' 55''$, AND A CHORD BEARING AND DISTANCE OF SOUTH $74^{\circ} 23' 17''$ WEST 364.52 FEET;

4) SOUTH $67^{\circ} 50' 49''$ WEST 60.96 FEET;

5) 364.27 FEET ALONG THE ARC OF A TANGENT CURVE TO THE RIGHT, WHICH HAS A RADIUS OF 635.00 FEET AND A CENTRAL ANGLE $32^{\circ} 52' 03''$;

6) NORTH $79^{\circ} 17' 08''$ WEST 151.92 FEET;

7) 189.62 FEET ALONG THE ARC OF A CURVE TO THE RIGHT, WHICH HAS A RADIUS OF 2020.00 FEET AND CENTRAL ANGLE OF $05^{\circ} 22' 42''$;

8) NORTH $73^{\circ} 54' 26''$ WEST 230.07 FEET;

9) 93.21 FEET ALONG THE ARC OF A NON-TANGENT CURVE TO THE LEFT, WHICH HAS A RADIUS OF 860.00 FEET, A CENTRAL ANGLE OF $06^{\circ} 12' 35''$ AND A CHORD BEARING AND DISTANCE OF NORTH $77^{\circ} 00' 43''$ WEST 93.16 FEET TO THE POINT OF BEGINNING.

IV.

GENERAL DESCRIPTION OF FACILITIES TO BE CONSTRUCTED AND PRELIMINARY
ENGINEERING AND ARCHITECTURAL SURVEYS.

A. Introduction.

The District will exercise its statutory powers to finance, construct, acquire, operate and maintain the types of public facilities and improvements described herein and, as necessary, to provide the public services set forth in Section II of the Service Plan. Where appropriate, the District will also contract with various public and/or private entities to undertake and/or supplement the cost of such functions.

The financial plan in Exhibit 1 includes cost estimates for District participation in future construction of the various facilities authorized in this Service Plan. As is discussed below, the District expects to finance approximately \$4 million in improvements initially, with additional funds necessary for the completion of the Community coming from other sources. Consequently, the plan does not contemplate that the District will fund the construction of all of the infrastructure, but rather envisions the participation of the District, in concert with the Developer, in a combined effort to complete the initial infrastructure necessary to serve the Community.

Which facilities the District actually funds, either in whole or in part, will depend largely on the availability of funds as contemplated in this Service Plan, and upon the pace and direction of the development as it occurs. It is entirely possible, for example that the District's ultimate initial involvement will be with road and drainage construction only, as the costs of those facilities alone exceeds \$4 million. But the proponents of the District are seeking a certain amount of flexibility for the funding of improvements, and therefore the Service Plan allows for the use of funds on other infrastructure. In any case, the various facilities discussed below are those which would be necessary for virtually any residential development of the property, and are consistent with the County's master plan.

The Service Plan descriptions of the specific improvements to be constructed are preliminary estimates and will be subject to modification and revision as engineering plans, financial factors and construction scheduling may require. The following Subsection B contains a general description of the contemplated facilities and improvements which will be financed by the District and preliminary engineering and architectural surveys.

B. Description of Facilities and Improvements.

1. Road, Street and Safety Facilities. The District will be concerned with the internal street and road system within the Community, as well as the improvement of portions of Arapahoe, Buckley and Tower Roads. After conveyance of needed internal street right of way or appropriate easements, the District will, until the roads are accepted by another governmental entity, replace, construct and maintain the needed road, street, parking, curbs, gutters, culverts, drainage, ditches, detention

ponds, sidewalks, bridges, paving, lighting, landscaping and other road, street and drainage facilities improvements which the Community will require, as well as necessary traffic and safety protection devices and controls.

a. Roadway Infrastructure.

The financial plan in Exhibit 1 includes cost estimates for District participation in future road construction. Roadway infrastructure will be operated and maintained by the District until such time as they are dedicated to and accepted by the County or other appropriate governmental entity. The District will be concerned with the development of Arapahoe Road as a major arterial and two north-south minor arterials. (The terms "major arterial" and "minor arterial" are as defined in the Arapahoe County Comprehensive Plan.) The financial District's participation will see the District pay all or a part of \$1.0 million toward the cost of Arapahoe Road and \$2.5 million toward one or both of the two minor arterials, combined. The remainder of the costs for improvements to these roads are expected to be paid by governmental entities other than the District and by private developers.

b. Drainage Facilities.

Attendant with the roadway and sewer systems, the District will provide appurtenant storm drainage and detention facilities. The facilities will include culverts under the roads, among other facilities to be identified in the land use planning process, the expected District financial participation will be up to \$1.5 million, with extra costs to be paid by other governmental units or private developers.

c. Bridge Costs Estimates.

The capital cost participation for the District for roadway infrastructure consisting of bridges will not exceed \$3.5 million in today's dollars. It is possible that some of this amount will be funded through cooperation with other governmental entities or private participants.

2. Park and Recreation Improvements.

The park and recreation improvements are to consist of passive and active recreational areas, including playground equipment. In addition, the District is expected to assist in the funding and installation of trails within or adjacent to the Community, as well as landscape improvements along the streets. District financial participation for park and recreation improvements could be as much as \$3.2 million, again depending on availability of funds and where the District has directed its financial resources previously.

3. Water and Sewer System.

The developer of the Community has submitted a request that the Property be included within the East Cherry Creek Valley Water and Sanitation District. Water and sanitary sewer services will be the responsibility of the private

developers within the Community working with ECCV to provide services. The Goodman Metropolitan District will have "sanitation" powers, but these are limited to powers involving the provision of a storm drainage system.

4. Other Facilities and Improvements.

It is expected that the District may participate in the financing and/or construction of such other public facilities and improvements as may be required by the Community. The extent and configuration of such improvements will depend upon local need and service plan amendments or notices under §32-1-207, C.R.S.

C. Contract Services.

Construction of needed improvements or acquisition of facilities may be accomplished by the District alone or in conjunction with other special districts, or other governmental or private entities. The District may enter into contracts or intergovernmental agreements for the acquisition, construction, operation, and maintenance of the systems.

D. Public Acquisition of Existing Infrastructure.

In anticipation of the District financing a portion of the improvements described herein, private builders within the Community may extend utility lines, install roads, and provide other needed public improvements. The Special District Act allows the District to use operating or debt financing to acquire existing improvements or facilities, and to reimburse private expenditures spent for public purposes. The District may not pay more than fair market value plus reasonable settlement costs for any interest in real property and shall not pay for any real property that must otherwise be dedicated for public use.

V. SUMMARY OF ESTIMATED COSTS AND EXPENSES.

A summary of the projected District participation in costs of constructing the first phase of facilities and improvements to be constructed by the District, together with a projection of the various phases of construction which are anticipated, are set forth in Exhibit 1, which immediately follows the text of the Service Plan.

The figures provided are in 1994 dollars and represent a preliminary estimate of the actual capital costs associated with the planned improvements and facilities. Actual costs, as well as the timing and sequence of construction, will vary from the stated amounts and phasings to reflect fluctuations in general price levels, the pace and scope of improvements within the District, and other contingencies. Other costs, including operation and maintenance costs and costs of issuing bonds, are also estimated in Exhibit 1.

VI. DESIGN AND CONSTRUCTION STANDARDS.

Because the Service Plan provides only the most general descriptions of the facilities to be constructed, the standards for construction of the facilities that are built become extremely important. The proposed District's facility and improvement design standards will be compatible with those of Arapahoe County, as they will be identical to, or exceed, the design criteria of the County as they may apply to District facilities and as they may be amended from time to time. The District will also follow any applicable design or construction standards promulgated by other governmental agencies, including the State of Colorado.

VII. PROPOSED AND EXISTING AGREEMENTS, INCLUDING INTERGOVERNMENTAL AGREEMENTS.

A. Intergovernmental Agreement.

To the extent that an intergovernmental agreement with the East Cherry Creek Water and Sanitation District may be useful concerning the construction and subsequent maintenance of drainage facilities, the District may seek to enter into such an agreement.

B. Other Agreements.

To the extent practicable, the District, in the discretion of its Board of Directors, shall enter into additional intergovernmental and private agreements when it is in the best interest of the District to better ensure long-term provision of improvements and services and effective management.

VIII. FINANCIAL PLAN SHOWING HOW THE PROPOSED FACILITIES ARE TO BE FINANCED.

A. General.

With rare exceptions, the District will not be expected use public funds to pay 100% of the cost of the facilities which it constructs. Instead, the District will be one financial participant among several and the participants may be expected to change from project to project. For example, if organized, the District would participate in the financing the improvement of Arapahoe Road to be a Major Arterial as indicated in the Comprehensive Plan. But, the District's participation is expected to be up to \$1 million. Preliminary engineering estimates indicate that the Arapahoe Road improvements will cost at least twice that amount. The District's contribution would be added to amounts put provided by the County, private developers, and perhaps others. Depending upon the details of an agreement between the funding sponsors, the County, the District, or another entity may acquire bids and perform the actual construction management. Thus, the cost estimates for the facilities to be

financed by the District are intentionally on the low side, as the District is not expected to be the sole financier.

The financing plan proposed for the District represents a departure from the plans typically submitted in the past. In light of the statutory requirements now affecting the issuance of bonds by special districts, the District is restricted to the issuance of bonds that are either credit enhanced or supported by limited tax obligations. This creates the opportunity in this case for the developer and proponent of the District to propose that the District issue "general obligation limited tax bonds" to the development entity, to be supported by a mill levy not to exceed 20 mills. This proposal has two salutary effects: (1) the District's tax burden for debt service will be fixed at a level that assures homebuyers of a safe purchase, vis-a-vis the District, in that the failures of special districts such as occurred in the late 1980's cannot occur, and (2) the financing of the infrastructure through the District permits the developer, as in past successful district scenarios, to fund necessary improvements "off the books," thus not affecting lot costs as would be the case had the improvements been funded in the traditional fashion. Both result in homebuyer benefits.

The bonds will be used to generate revenues adequate to defray a portion of the estimated costs of the facilities and improvements to be constructed and installed in the Community, including the costs of engineering services, legal services, administrative services, and major expenses related to the facilities and improvements to be constructed and installed. The first phase is expected to yield about \$4 million in proceeds. Additional issues of debt thereafter may issue under the Special District Act only if (1) the first phase of bonds is paid in full, or (2) the District applies to the County for an amendment to this Service Plan and otherwise complies with the statutory limits on the issuance of general obligation bonds by the District. It is also noteworthy that the buyer of the initial issuance of bonds will require that no additional debt be issued with a call on the revenues produced by the 20 mill levy, and thus any additional debt will require voter approval to exceed the 20 mill levy limit that will be voted initially. Should the District be unable to issue additional debt under these restrictions, the traditional methods of financing infrastructure through developer funding will be required to meet the needs of the Community.

The estimated costs of the organization and initial operation of the District, including legal, engineering, administrative and financial services, are expected to be approximately \$50,000. These costs will be paid initially by the developer of the Community, and reimbursed by the District out of its initial revenue sources.

The bonds, when issued, will mature not more than twenty (20) years from date of issuance, with the first maturity being not later than three (3) years from the date of their issuance, as required by statute. The proposed maximum voted net effective interest rate for such issue is 19%. It is not anticipated that the bonds will be underwritten, but if so the proposed maximum underwriting discount will be 5%. The interest rate may appear high but it is set at that level to take into account the fact that the bonds are to be structured as "cash flow" bonds, with a capped mill levy not to exceed 20 mills (adjusted to take into account legislative or constitutionally

imposed adjustments in assessed values or the method of their calculation.) Initially, the annual return on the bonds will be negligible as 20 mills will generate very little cash flow, and any buyer of the bonds would be expected to accept that risk only if the possibility of appropriately greater returns is available in the later years of maturity. Thus, the bonds are to be structured so that, in later years, the higher limit interest rate will allow the greater annual return to take this factor into account.

The proceeds of the bond issues will be used to pay necessary and customary legal services and issuing expenses. The balance of the funds plus any interest earned thereon will be used to fund capital construction costs and reimbursement of advances by developers.

The operating and total levy for 1995 is expected to be 25 mills, taking into account the debt service levy of 20 and an anticipated operating levy of 5 mills. At such time as a higher operating levy may be necessary, voter approval may be required by law for such a levy. Therefore, subject to the above, the total initial mill levy is 25 mills.

As set forth herein, it is anticipated that approximately \$ 4,000,000 in bonds will be required, in today's dollars, to yield the proceeds necessary to finance the first phase of capital costs associated with the construction of the public improvements. To pay these amounts, and to finance the costs of issuance, and other contingencies, the District will seek the authorization of its electors to issue up to \$5,000,000 in general obligation indebtedness. Such authorization will be sought pursuant to the terms of the Special District Act, and the Colorado Constitution as they may be amended from time to time.

In addition to ad valorem taxes and in order to offset the expenses of the anticipated capital construction and District operations and maintenance, the District may also rely upon various other revenue sources authorized by law and this Service Plan. These will include the power to assess fees, rates, tolls, penalties, or charges as provided in Section 32-1-1001(1), C.R.S., as amended.

In the discretion of the Board of Directors using the procedures and criteria provided by Amendment 1 (Const. Colo. Art. X, Sec. 20) and Colorado law, the District may set up enterprises to manage, fund, and operate such facilities, services, and programs as may qualify for enterprise status. To the extent allowed by law, any enterprise created by the District will remain under the control of the Board of Directors of the District. The District, subject to electoral approval, may also issue financial obligations of the District that are paid by revenues received from private developers or other non-tax sources.

B. November, 1994 Combined Organization and Amendment 1 Election.

Following approval of the Service Plan by the Arapahoe County Commissioners and acceptance of the organizational petition and a court order from the

Arapahoe County District Court, there will be an election on the questions of organizing the District and setting its initial financial structure as required by Amendment 1.

This election, to be conducted as provided in the Court Order, the Uniform Election Code of 1992 (as amended), and Amendment 1, is planned for November 8, 1994. The expected development timing and current bond market make the November, 1994 election date very important, as a failure to meet a time schedule that will allow a November, 1994 bond election will result in a delay of a full year before the election can be held and bonds issued. A year could see substantial changes in interest rates.

The election questions would include whether to organize the District, the election of initial directors, and all Amendment 1 ballot questions. Thus, the ballot may deal with the following topics (in several questions, but not necessarily using the exact divisions shown here):

1. Whether to organize the District,
2. Membership and terms of the initial board members,
3. Approval of new taxes,
4. Approval of a maximum operational mill levy,
5. Approval of bond and other indebtedness limits,
6. Approval of an initial property tax revenue limit,
7. Approval of an initial total revenue limit,
8. Approval of an initial fiscal year spending limit, and
9. Approval of a four-year delay in voting on ballot issues.

Ballot issues may be consolidated as approved in the Court Order. The County should be assured that the organizers of the District intend to follow both the letter and spirit of the Special District Act, Uniform Election Code, and Amendment 1 during organization of the District and intend to seek voter participation from existing landowners and residents in the conduct of the election. Approval of this Service Plan will allow the voters to decide whether the District best fits their needs.

Future elections to comply with Amendment 1 are not anticipated at the present time, but may be held as determined necessary by the elected Board of Directors of the District.

IX. CONCLUSIONS.

It is submitted that this Service Plan for Goodman Metropolitan District meets the requirements of Section 32-1-201, et seq., C.R.S., as amended. It is further submitted that, based on the above information and upon the counsel of financial and land use advisers, the following conclusions can be made with regard to the proposed District:

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 in the District will have the financial ability to discharge the proposed indebtedness on a reasonable basis.

E. Adequate service is not, or will not be, available to the area through the Arapahoe County, or through 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 District are compatible with the facility and service standards of the Arapahoe County and each municipality which is an interested party under Section 32-1-204(1), C.R.S.

G. The proposal is in substantial compliance with any master plan adopted pursuant to section 30-28-106, C.R.S.

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

I. The District will be in the best interest of the area proposed to be served.

Because the zoning of the Community is not likely to be in place by the time that the County Commissioners must act for the District to hold a November, 1994 organizational and Amendment 1 election, the organizers anticipate that conditions may be placed on the Service Plan approved by the County, in particular that the approval is conditioned on the County rezoning the property in a manner that permits residential development of the Community in a manner that does not substantially negatively affect the ability of the District to finance improvements.

Therefore, it is requested that the Board of County Commissioners of Arapahoe County, Colorado, which has jurisdiction to approve the Service Plan by virtue of Section 32-1-204, C.R.S., as amended, adopt a resolution which approves this Service Plan for the Goodman Metropolitan District.

EXHIBIT 1

GOODMAN PROFORMA

Periods	1	2	3	4	5	6	7	8	9	10
Amount	1,994	1,996	1,997	1,998	1,998	2,000	2,001	2,002	2,003	2,004
Rate										
Lots Available	1,800	1,750	1,650	1,550	1,450	1,350	1,250	1,150	1,050	950
Residential Lots Sold	0	100	100	100	100	100	100	100	100	100
Cumulative Lots Sold	0	150	250	350	450	550	650	750	850	950

DISTRICT

Completed Homes		50	100	100	100	100	100	100	100	100
Cumulative Homes Sold		50	150	250	350	450	550	650	750	850
Ass'd Value Begin (000's)	0	0	0	1,391	4,340	7,522	10,952	14,645	18,615	22,880
New Construction (000's)	200	4.00%	0	2,893	3,009	3,129	3,254	3,385	3,520	3,661
Inflation on Begin (000's)	4.00%	0	0	56	174	301	438	586	745	915
Ass't. Value End (000's)	0	0	1,391	4,340	7,522	10,952	14,645	18,615	22,880	27,456

Mill Levy

20	20	20	20	20	20	20	20	20	20	20
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BEGINNING CASH

Revenues:

Bond Proceeds - Net	0	0	0	0	0	0	0	0	0	0
Property Taxes	0	0	27,819	86,785	150,444	219,046	292,896	372,303	457,595	549,114
Specific Ownership Tax	0	0	1,668	5,208	9,027	13,143	17,574	22,338	27,456	32,947
System Dev Fee	0	0	156,000	162,240	168,730	175,478	182,498	189,798	197,390	205,285
Interest Income	0	75,000	0	0	0	0	0	0	0	0

TOTAL REVENUES

0	0	75,000	185,488	254,242	328,200	407,668	492,968	584,439	682,440	787,346
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Expenses:

Capital Construction	1,000,000	2,000,000	0	0	0	0	0	0	0	0
Treasurer's Fee	0	0	835	2,604	4,513	6,571	8,787	11,169	13,728	16,473
Operating and Maint.	0	15,000	15,600	16,873	17,548	18,250	18,980	19,739	20,529	21,350

TOTAL EXPENSES

1,000,000	2,015,000	15,600	17,059	19,477	22,061	24,821	27,767	30,908	34,256	37,823
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NET CASH FLOW

(1,000,000)	(2,015,000)	59,400	168,429	234,765	306,139	382,847	465,201	553,531	648,184	749,523
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	11	12	13	14	15	16	17	18	19	20	TOTAL
	2.005	2.006	2.007	2.008	2.009	2.010	2.011	2.012	2.013	2.014	
850	750	650	550	450	350	250	150	50	0	0	1,800
100	100	100	100	100	100	100	100	50	0	0	1,800
1,050	1,150	1,250	1,350	1,450	1,550	1,650	1,750	1,800	1,800	1,800	
100	100	100	100	100	100	100	100	100	100	50	
950	1,050	1,150	1,250	1,350	1,450	1,550	1,650	1,750	1,800	1,800	
27,456	32,361	37,615	43,237	49,250	55,673	62,532	69,851	77,655	85,972	85,972	
3,807	3,959	4,118	4,283	4,454	4,632	4,817	5,010	5,210	5,419	5,419	
1,098	1,284	1,505	1,729	1,970	2,227	2,501	2,794	3,106	3,439	3,439	
32,361	37,615	43,237	49,250	55,673	62,532	69,851	77,655	85,972	85,972	85,972	
20	20	20	20	20	20	20	20	20	20	20	
0	0	0	0	0	0	0	0	0	0	0	
647,222	752,300	864,750	984,891	1,113,468	1,250,647	1,397,019	1,553,100	1,719,432	1,896,586	1,896,586	14,335,526
38,933	45,138	51,885	59,099	66,808	75,039	83,821	93,186	103,166	113,785	113,785	860,132
213,487	222,037	230,918	240,155	249,761	259,751	270,142	280,847	292,185	303,887	315,836	3,923,748
899,552	1,019,475	1,147,553	1,284,245	1,430,037	1,585,438	1,750,982	1,927,233	2,114,783	2,312,317	2,521,422	19,119,406
0	0	0	0	0	0	0	0	0	0	0	
19,417	22,569	25,942	29,550	33,404	37,519	41,911	46,593	51,583	56,898	56,898	3,000,000
22,204	23,092	24,015	24,976	25,975	27,014	28,095	29,219	30,387	31,603	31,603	430,066
41,620	45,661	49,858	54,226	59,379	64,534	70,005	75,812	81,970	88,500	88,500	448,671
857,932	973,814	1,097,595	1,229,719	1,370,658	1,520,804	1,680,977	1,851,422	2,032,813	2,207,317	2,396,817	15,242,669