

RESOLUTION 2012-084
OF THE COUNCIL OF THE CITY OF FORT COLLINS
APPROVING THE FOOTHILLS METROPOLITAN
DISTRICT SERVICE PLAN

WHEREAS, the provisions of Title 32 of the Colorado Revised Statutes (“C.R.S.”) allow for the formation of various kinds of governmental entities to finance and operate public services and infrastructure; and

WHEREAS, on July 15, 2008, the City Council adopted Resolution 2008-069 creating a Policy for Reviewing Proposed Service Plans for Title 32 Metropolitan Districts (the “City Policy”) setting forth criteria to be considered when a service plan is submitted for consideration; and

WHEREAS, Alberta Development Company in partnership with Walton Street Capital have submitted a proposed Service Plan (the “Service Plan”) for Foothills Metropolitan District (the “District”), the boundaries of which are wholly within the corporate limits of the City; and

WHEREAS, the Service Plan outlines the initial terms and conditions under which the District will be authorized to exist; and

WHEREAS, the Service Plan limits the powers and authorized actions of the District to steps required for the formation of the District, and conditions the financing, acquisition, construction and installation of public improvements by the District, as well as the issuance of debt by the District, upon the approval by the City Council, in its sole discretion, of a Service Plan Amendment detailing the financial plans and plan of improvements for the District (the “Service Plan Amendment”); and

WHEREAS, the City Council held a public hearing on September 4, 2012, regarding the Service Plan pursuant to notice of the public hearing published in the Fort Collins Coloradoan on August 11, 2012, mailed to all owners of property within the proposed District service area on August 14, 2012, and mailed to the governing body of all taxing entities within a three mile radius on August 15, 2012; and

WHEREAS, the City Council has reviewed the Service Plan and considered the testimony and evidence presented at the public hearing; and

WHEREAS, the Special District Act requires that any service plan submitted to the District Court for the creation of a special district must first be approved by resolution of the governing body of the municipality within which the proposed district lies; and

WHEREAS, the City Council wishes to approve the Service Plan for the District.

NOW, THEREFORE, BE IT RESOLVED BY THE CITY COUNCIL OF THE CITY OF FORT COLLINS, COLORADO, AS FOLLOWS:

Section 1. That the City Council hereby determines that the City’s notification requirements have been complied with regarding the public hearing on the Service Plan.

Section 2. That the City Council hereby finds that the Service Plan contains, or sufficiently provides for, the items described in Section 32-1-202(2), C.R.S., and that:

- a. There is sufficient existing and projected need for organized service in the area to be serviced by the District;
- b. The existing service in the area to be served by the District is inadequate for present and projected needs;
- c. The District is capable of providing economical and sufficient service to the area within the proposed boundaries; and
- d. The area to be included in the Districts has, or will have, the financial ability to discharge the proposed indebtedness on a reasonable basis.

Section 3. That the City Council's findings are based solely upon the evidence in the Service Plan as presented at the public hearing and the City has not conducted any independent investigation of the evidence. The City makes no guarantee as to the financial viability of the District or the achievability of the desired results.

Section 4. That the City Council hereby approves the Foothills Metropolitan District Service Plan, attached hereto as Exhibit "A" and incorporated herein by this reference.

Section 5. That the financing, acquisition, construction and installation of public improvements by the District, as well as the issuance of debt by the District, shall be contingent upon the approval by the City Council, in its sole discretion, of a Service Plan Amendment detailing the financial plans and plan of improvements for the District as a condition of financing or constructing any improvements under the Service Plan, and containing such other limitations, terms and conditions as may be determined by the Council, in its sole discretion, to be necessary or appropriate to protect the interests of the City and property owners within the District Service Area.

Section 6. That the City Council's approval of the Service Plan is not a waiver or a limitation upon any power that the City Council is legally permitted to exercise with respect to the property within the District.

Passed and adopted at a regular meeting of the Council of the City of Fort Collins this 4th day of September A.D. 2012.



Karen Weithorn

Mayor

ATTEST:

Wanda Nelson

City Clerk

**SERVICE PLAN
FOR
FOOTHILLS METROPOLITAN DISTRICT**

City of Fort Collins, Colorado

Prepared

by:

White, Bear & Ankele Professional Corporation
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August 10, 2012

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I. INTRODUCTION

A. General Overview.

The District is located completely within the City and is comprised of an area that includes the existing Foothills Mall. The general location of the District is bounded by East Swallow Road on the north, East Monroe Drive on the south, Stanford Road on the east and South College Avenue on the west. The District is bisected by East Foothills Parkway. To adapt to changing market demands and maintain the Foothills Mall as a competitive retail development, the Developer plans a comprehensive redevelopment of the site, which will include new commercial, retail, and residential development. In order to provide effective and efficient services to support this planned redevelopment, this Service Plan is submitted seeking authorization for the establishment of the District.

This Service Plan provides a preliminary framework and limited authorization under which the District is authorized to proceed with an Organizational Election. Following entry of court orders formally decreeing the District organized, and continuing until a Service Plan Amendment is approved by the City Council, the District shall not undertake any activity except minimal administrative or ministerial activities required by State law to maintain the District as a lawfully existing political subdivision of the State. Without limiting the generality of the foregoing, the District shall not levy any tax, impose any fee, construct any Public Improvements or incur any Debt until the Service Plan Amendment is approved. The approval of this Service Plan does not obligate the City Council to approve the Service Plan Amendment or any zoning, subdivision, planning, building permit or other land use matter for the owners of the real property within the District.

B. Purpose and Intent.

The District, which shall be an independent unit of local government separate and distinct from the City, is governed by this Service Plan. The District is needed to provide Public Improvements to the Project for the benefit of property owners and taxpayers within the District, and through its formation, will result in enhanced benefits to existing and future business owners and/or residents of the City. The primary purposes of the District will be to finance, construct, acquire, own, operate and maintain the Public Improvements.

This Service Plan is submitted in accordance with Part 2 of the Special District Act, Section 32-1-201, *et seq.*, C.R.S. It defines the powers and authorities of the District and describes the limitations and restrictions placed thereon. The information provided in this Service Plan is preliminary in nature and subject to change as development within the Project evolves. As plans for development are refined and finalized, the same shall be included as part of an Approved Development Plan.

C. Need for the District.

There are currently no other governmental entities, including the City, located in the immediate vicinity of the District that, at this time, can financially undertake the planning, design, acquisition, construction, installation, relocation, redevelopment, or financing of the Public Improvements needed for the Project. Formation of the District is therefore necessary in

order for the Public Improvements required for the Project to be provided in the most economic manner possible.

D. Objective of the City Regarding District's Service Plan.

The City's objective in approving the Service Plan for the District is to authorize the District to provide for the planning, design, acquisition, construction, installation, relocation and redevelopment of the Public Improvements from the proceeds of Debt to be issued by the District. A Financial Plan, which describes the Debt anticipated to be issued by the District, shall be submitted to the City as part of the Service Plan Amendment, as shall an Infrastructure Preliminary Development Plan. The City shall, under no circumstances, be responsible for the Debts of the District and the City's approval of this Service Plan shall in no way be interpreted as an agreement, whether tacit or otherwise, to be financially responsible for the Debt of the District or the construction of Public Improvements.

This Service Plan is intended to establish limitations applicable to the District and explicit financial constraints that are not to be violated under any circumstances. The primary purpose is to provide for the Public Improvements associated with the Project and regional improvements as necessary.

II. DEFINITIONS

In this Service Plan, the following terms which appear in a capitalized format herein shall have the meanings indicated below, unless the context hereof clearly requires otherwise:

Approved Development Plan: means a development plan or other process established by the City (including but not limited to approval of a final plat or PUD by the City Council) for identifying, among other things, Public Improvements necessary for facilitating development of property within the Service Area as approved by the City pursuant to the City Code and as amended pursuant to the City Code from time to time.

Board: means the Board of Directors of the District.

Bond, Bonds, or Debt: means bonds or other financial obligations for which the District has promised to impose an ad valorem property tax mill levy and/or other legally available revenue, for payment, but shall specifically exclude intergovernmental agreements and other contracts through which a District procures or provides services or tangible property.

City: means the City of Fort Collins, Colorado.

City Code: means the Code of the City of Fort Collins and any regulations, rules, or policies promulgated thereunder, as the same may be amended from time to time.

City Council: means the City Council of the City of Fort Collins, Colorado.

Debt Service Mill Levy: means the mill levy the District projects to impose for payment of Debt as set forth in Section VI. below.

Developer: means Walton Foothills Holdings VI, L.L.C., a Colorado limited liability company.

District: means the Foothills Metropolitan District.

District Organization Date: means the date the order and decree for organization issued by the Larimer County District Court as required by law for the District is recorded with the Larimer County Clerk and Recorder.

External Financial Advisor: means a consultant that: (1) is qualified to advise Colorado governmental entities on matters relating to the issuance of securities by Colorado governmental entities including matters such as the pricing, sales and marketing of such securities and the procuring of bond ratings, credit enhancement and insurance in respect of such securities; (2) shall be an underwriter, investment banker, or individual listed as a public finance advisor in the Bond Buyer's Municipal Market Place or, in the City's sole discretion, other recognized publication as a provider of financial projections; and (3) is not an officer or employee of the District.

Financial Plan: means a Financial Plan, as the same is described in Section VI and which shall be included within the Service Plan Amendment. The Financial Plan shall be prepared by an External Financial Advisor. The Financial Plan shall describe (a) how the Public Improvements are to be financed; (b) how the Debt is expected to be incurred; and (c) the estimated operating revenue derived from property taxes for the first budget year through the year in which all District Debt is expected to be defeased. In the event the Financial Plan is not prepared by an External Financial Advisor, the Financial Plan shall be accompanied by a letter of support from an External Financial Advisor. This Financial Plan is intended to represent only one example of debt issuance and financing structure of the District, any variations or adjustments in the timing or implementation thereof shall not be interpreted as material modifications to this Service Plan.

Infrastructure Preliminary Development Plan: means the Infrastructure Preliminary Development Plan as described in Section V.B. and which shall be included as part of the Service Plan Amendment. The Infrastructure Preliminary Development Plan shall include: (a) a preliminary list of the Public Improvements to be developed by the District; (b) an estimate of the cost of the Public Improvements; and (c) the map or maps showing the approximate location(s) of the Public Improvements. The District's implementation of this Infrastructure Preliminary Development Plan is subject to the Approved Development Plan and any change conditioned upon various external factors including, but not limited to, site conditions, engineering requirements, City, county or state requirements, land use conditions, and zoning limitations.

Maximum Debt Service Mill Levy: means the maximum mill levy the District is permitted to impose upon the taxable property within the District for payment of Debt, which shall be included in the Service Plan Amendment.

Maximum Debt Authorization: means the total Debt the District is permitted to issue, which shall be included in the Service Plan Amendment.

Maximum Debt Maturity Term: means the maximum term for a District Debt issuance, which shall be included in the Service Plan Amendment.

Organizational Election: means the initial election at which the District's organization, the initial slate of directors and associated terms of office for each director and all necessary debt and taxing authorization is voted upon pursuant to the requirements of TABOR.

Project: means the Foothills Mall Redevelopment, including the demolition, renovation, rehabilitation, reconstruction, and/or construction on the property commonly referred to as the Foothills Mall, as the same is more particularly described in the District Boundary Map.

District Boundary: means the boundary of the area described in the legal description and District Boundary Map, attached hereto as Exhibit A and Exhibit B, respectively.

District Boundary Map: means the map attached hereto as Exhibit B, describing the overall property comprising the Project.

Public Improvements: means a part or all of the improvements authorized to be planned, designed, acquired, constructed, installed, relocated, redeveloped and financed, specifically including related eligible costs for acquisition and administration, as authorized by the Special District Act, except as specifically limited in Section V below to serve the future taxpayers and property owners of the Service Area as determined by the Board of the Districts in its discretion.

Service Area: means the property within the District Boundary, as the same may be altered hereinafter by permitted inclusions and exclusions.

Service Plan: means this service plan for the District approved by the City Council, as the same may be amended from time to time, specifically including the Service Plan Amendment.

Service Plan Amendment: means an Amended and Restated Service Plan approved by the City Council in accordance with applicable state law in order to supply further information to the City, which shall be required as described in Section I.A. of this Service Plan.

Special District Act or "Act": means Article 1 of Title 32 of the Colorado Revised Statutes, as amended from time to time.

State: means the State of Colorado.

TABOR: refers to Article X of the Constitution of the State.

Vicinity Map: means a map of the regional area surrounding the Project, as attached hereto at Exhibit C.

III. BOUNDARIES

The District Boundary includes approximately 77.21 acres. A legal description of the District Boundary is attached as Exhibit A. A District Boundary Map is attached hereto as Exhibit B. Finally, a Vicinity Map is attached hereto as Exhibit C.

IV. PROPOSED LAND USE AND ASSESSED VALUATION

The Service Area consists of approximately 77.21 acres of land, including a mixture of planned commercial and residential development areas. The current assessed valuation of the Service Area is based upon existing retail development and is approximately Six Million Dollars. Although the primary revenue of the District is anticipated to include sources other than property taxes, based upon the redevelopment of the Service Area, the assessed valuation is expected to increase to levels in excess of Ten Million Dollars by assessment year 2015. Approval of this Service Plan by the City does not imply approval of the development of a specific area within the District, nor does it imply approval of the total number of residential units or site/floor area of commercial buildings or space which may be identified in this Service Plan, now or in the future, or any of the exhibits attached thereto or any of the Public Improvements, unless the same is contained within an Approved Development Plan.

V. DESCRIPTION OF PROPOSED POWERS, IMPROVEMENTS AND SERVICES

A. Powers of the District and Service Plan Amendment.

Only after approval of the Service Plan Amendment shall the District have the power and authority to acquire, construct and install the Public Improvements within and without the boundaries of the District as such power and authority is described in the Act, and other applicable statutes, common law and the State Constitution, subject to the limitations set forth herein.

If, after the Service Plan is approved, the State Legislature includes additional powers or grants new or broader powers for Title 32 districts by amendment of the Special District Act or otherwise, any or all such powers shall be deemed to be a part hereof and available to or exercised by the District. Such additional powers granted by the State shall not constitute a material modification of this Service Plan.

1. **Operations and Maintenance.** The purpose of the District is to plan for, design, acquire, construct, install, relocate, redevelop and finance the Public Improvements. The District shall dedicate the Public Improvements to the City or other appropriate jurisdiction or owners association in a manner consistent with the Approved Development Plan and applicable provisions of the City Code.

2. **Development Standards.** The District will ensure that the Public Improvements are designed and constructed in accordance with the standards and specifications of the City, including the City Code and Approved Development Plan, and of other governmental entities having proper jurisdiction, as applicable. The District, directly or indirectly through the Developer, will obtain the City's approval of civil engineering plans and will obtain applicable permits for construction and installation of Public Improvements prior to performing such work. The District shall not be required to post a surety bond, letter of credit, or other approved development security for Public Improvements to be constructed by the District.

3. **Privately Placed Debt Limitation.** Prior to the issuance of any privately placed Debt, the District shall obtain the certification of an External Financial Advisor substantially as follows:

We are [I am] an External Financial Advisor within the meaning of the District's Service Plan.

We [I] certify that (1) the net effective interest rate (calculated as defined in Section 32-1-103(12), C.R.S.) to be borne by the District for the [insert the designation of the Debt] does not exceed a reasonable current [tax-exempt] [taxable] interest rate, using criteria deemed appropriate by us [me] and based upon our [my] analysis of comparable high yield securities; and (2) the structure of [insert designation of the Debt], including maturities and early redemption provisions, is reasonable considering the financial circumstances of the District.

4. Maximum Debt Authorization. The amount of Debt authorized for issuance by the District (the "Maximum Debt Authorization") shall be set forth in the Service Plan Amendment.

5. Monies from Other Governmental Sources. The District shall not apply for, or accept, Conservation Trust Funds, Great Outdoors Colorado Funds, or other funds available from or through governmental or non-profit entities for which the City is eligible to apply for, except pursuant to an intergovernmental agreement with the City. This Section shall not apply to specific ownership taxes which shall be distributed to and a revenue source for the Districts without any limitation.

6. Consolidation Limitation. The District shall not file a request with any Court to consolidate with another Title 32 district without the prior written consent of the City.

7. Eminent Domain Limitation. The District shall not exercise its statutory power of eminent domain without first obtaining administrative approval from the City. Said exercise of the Eminent Domain Power will require the prior written administrative approval of the City, and only be allowed to facilitate the construction of Public Improvements pertinent to the Project. This restriction on the Eminent Domain power by the District is being exercised voluntarily and shall not be interpreted in any way as a limitation on the District's sovereign powers and shall not negatively affect the District's status as a political subdivision of the State of Colorado as allowed by Article 1, Title 32, Colorado Revised Statutes.

8. Service Plan Amendment Requirement. This Service Plan is general in nature and does not include specific detail in some instances because development plans have not been finalized. The Service Plan is intended to be designed with sufficient flexibility to enable the District to provide required services and facilities under evolving circumstances without the need for numerous amendments. Any action of the District which: (1) violates the limitations set forth in this Service Plan shall be deemed to be a material modification to this Service Plan unless otherwise agreed by the City as provided for in Section X of this Service Plan or otherwise expressly provided herein.

B. Infrastructure Preliminary Development Plan.

The current estimated costs of the Public Improvements are expected to be substantial and will be based upon requirements set forth in the Approved Development Plan. The District shall have authority to provide for the planning, design, acquisition, construction, installation, relocation, redevelopment, maintenance, and financing of the Public Improvements within and without the boundaries of the District, as the same are more specifically defined in the Approved Development Plan. The Infrastructure Preliminary Development Plan, including: (1) a list of the Public Improvements to be developed by the District; (2) an estimate of the cost of the Public Improvements; and (3) maps showing the approximate locations of the Public Improvements shall be consistent with the Approved Development Plan and included as part of the Service Plan Amendment.

All of the Public Improvements will be designed in such a way as to ensure that the standards will be consistent with or exceed the standards of the City and shall be in accordance with the requirements of the Approved Development Plan.

VI. FINANCIAL PLAN

A. General.

The District shall be authorized to provide for the planning, design, acquisition, construction, installation, relocation and/or redevelopment of the Public Improvements from its revenues and by and through the proceeds of Debt to be issued by the District. The District shall not be authorized to issue any Debt until the time that the Service Plan Amendment is approved.

B. Elections.

The District will call an Organizational Election on the questions of organizing the District for an election to be held on November 6, 2012, electing the initial Board, and setting in place financial authorizations as required by TABOR. The election will be conducted as required by law.

VII. ANNUAL REPORT

A. General.

The District shall be responsible for submitting an annual report with the City's Clerk not later than September 1st of each year for the year ending the preceding December 31 following the year of the District Organization Date. The City may, in its sole discretion, waive this requirement in whole or in part.

B. Reporting of Significant Events.

Unless waived by the City, the annual report shall include the following:

1. A narrative summary of the progress of the District in implementing its service plan for the report year; and

2. Except when exemption from audit has been granted for the report year under the Local Government Audit Law, the audited financial statements of the District for the report year including a statement of financial condition (i.e., balance sheet) as of December 31 of the report year and the statement of operations (i.e., revenues and expenditures) for the report year; and

3. Any other information deemed relevant by the City Council or deemed reasonably necessary by the City's Manager.

In the event the annual report is not timely received by the City's Clerk or is not fully responsive, notice of such default may be given to the Board of the District, at its last known address. The failure of the District to file the annual report within forty-five (45) days of the mailing of such default notice by the City's Clerk may constitute a material modification, at the discretion of the City.

VIII. DISSOLUTION

If proceedings for a Service Plan Amendment, as contemplated herein, have not been completed within two years from the date upon which this Service Plan was approved by the City Council, the City may opt to pursue the remedies available to it under Section 32-1-701(3) C.R.S., in order to compel the District to dissolve in a prompt and orderly manner. In such an event: 1) the limited purposes and powers of the District, as authorized herein, shall automatically terminate and be expressly limited to taking only those actions that are reasonably necessary to dissolve; 2) the Board of Directors will be deemed to have agreed with the City regarding its dissolution without an election pursuant to §32-1-704(3)(b), C.R.S.; and 3) the District shall take no action to contest or impede the dissolution of the District and shall affirmatively and diligently cooperate in securing the final dissolution of the District, and 4) subject to the statutory requirements of the Act, the District shall thereupon dissolve.

Upon an independent determination of the City Council that the purposes for which the District was created have been accomplished, the District agrees to file a petition in the appropriate District Court for dissolution, pursuant to the applicable State statutes. In no event shall dissolution occur until the District has provided for the payment or discharge of all of its outstanding indebtedness and other financial obligations as required pursuant to State statutes, including operation and maintenance activities.

IX. MATERIAL MODIFICATIONS

Material modifications to this Service Plan may be made only in accordance with Section 32-1-207, C.R.S.

Departures from the Service Plan that constitute a material modification include without limitation:

1. Any action prohibited by Section I.A. of this Service Plan; and
2. Actions or failures to act that create greater financial risk or burden; and

3. Performance of a service or function or acquisition of a major facility that is not closely related to a service, function or facility authorized in the Service Plan.

XI. CONCLUSION

It is submitted that this Service Plan for the District, as required by Section 32-1-203(2), establishes that:

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

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

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

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

XII. RESOLUTION OF APPROVAL

The District agrees to incorporate the City Council's resolution of approval, including any conditions on any such approval, into the Service Plan presented to the District Court for and in Larimer County, Colorado.

EXHIBIT A

Foothills Metropolitan District
Legal Description of District Boundary

TRACTS 1, 2, 3, 7 AND 10, THE FOOTHILLS FASHION MALL EXPANSION,
CITY OF FORT COLLINS, COUNTY OF LARIMER, STATE OF COLORADO.

LOT #1 OF REPLAT OF TRACTS F, G AND J AND VACATED SERVICE ROAD, SOUTHMOOR VILLAGE FIFTH FILING, CITY OF FORT COLLINS, COLORADO, A MUNICIPAL CORPORATION, ACCORDING TO THE REPLAT FILED DECEMBER 13, 1973, EXCEPT THAT PORTION CONVEYED TO THE CITY OF FORT COLLINS, FOR PUBLIC USE BY DEED OF DEDICATION RECORDED APRIL 21, 1989, AS RECEPTION NO. 890178208, MORE PARTICULARLY DESCRIBED AS FOLLOWS:

A PART OF LOT 1 OF THE REPLAT OF TRACTS F, G AND J AND VACATED SERVICE ROAD, SOUTHMOOR VILLAGE, FIFTH FILING, CITY OF FORT COLLINS, COUNTY OF LARIMER, STATE OF COLORADO, WHICH BEGINS AT A POINT WHICH BEARS SOUTH 00°13' EAST 105.36 FEET FROM THE NORTHEAST CORNER OF SAID LOT 1, AND RUNS THENCE SOUTH 00°13' EAST 137.44 FEET; THENCE ALONG THE ARC OF A 15.00 FOOT RADIUS CURVE TO THE RIGHT A DISTANCE OF 17.77 FEET, THE LONG CHORD OF WHICH BEARS SOUTH 33°43'30" WEST 16.75 FEET; THENCE ALONG THE ARC OF A 360.77 FOOT RADIUS CURVE TO THE LEFT A DISTANCE OF 146.61 FEET, THE LONG CHORD OF WHICH BEARS SOUTH 56°01'30" WEST 145.60 FEET; THENCE NORTH 44°23' EAST 85.72 FEET; THENCE ALONG THE ARC OF A 243.83 FOOT RADIUS CURVE TO THE LEFT A DISTANCE OF 189.80 FEET, THE LONG CHORD OF WHICH BEARS NORTH 22°05' EAST 185.04 FEET TO THE POINT OF BEGINNING.

A PART OF TRACT T AND U AND A PART OF THE VACATED FRONTAGE ROAD ADJACENT TO SAID TRACT U, SOUTHMOOR VILLAGE FIFTH FILING, CITY OF FORT COLLINS, COUNTY OF LARIMER, STATE OF COLORADO, WHICH BEGINS AT A POINT ON THE WEST LINE OF SAID TRACT T WHICH BEARS SOUTH 01°57' EAST 7.19 FEET AND AGAIN SOUTH 12°17'30" WEST 180.10 FEET FROM THE NORTHWEST CORNER OF SAID TRACT T, AND RUN THENCE NORTH 89°45'30" EAST 243.55 FEET TO A POINT ON THE NORTHERLY LINE OF EAST MONROE DRIVE; THENCE ALONG SAID NORTHERLY RIGHT-OF-WAY LINE, SOUTH 51°45' WEST 231.73 FEET AND AGAIN ALONG THE ARC OF A 193.41 FOOT RADIUS CURVE TO THE RIGHT A DISTANCE OF 127.73 FEET, THE LONG CHORD OF WHICH BEARS SOUTH 70°40'06" WEST 125.42 FEET AND AGAIN SOUTH 89°35'15" WEST 137.00 FEET; THENCE ALONG THE ARC OF A 15.00 FOOT RADIUS CURVE TO THE RIGHT A DISTANCE OF 23.56 FEET, THE LONG CHORD OF WHICH BEARS NORTH 45°24'45" WEST 21.21 FEET; THENCE NORTH 00°24'45" WEST 169.17 FEET ALONG THE EAST LINE OF SOUTH COLLEGE AVENUE; THENCE NORTH 89°45'30" EAST, 210.10 FEET TO THE POINT OF BEGINNING. ALSO: A PART OF TRACT T OF SOUTHMOOR VILLAGE, FIFTH FILING WHICH BEGINS AT THE NORTHWEST CORNER OF SAID TRACT T AND RUN THENCE NORTH 89°45'30" EAST 227.00 FEET; THENCE SOUTH 74°54' EAST 170.06 FEET; THENCE SOUTH 00°14'30" EAST 24.45 FEET TO A POINT ON THE NORTH LINE OF MONROE DRIVE; THENCE ALONG SAID NORTH LINE ALONG THE ARC OF A 301.32 FOOT RADIUS CURVE TO THE LEFT A DISTANCE OF 124.25 FEET, THE LONG CHORD OF WHICH BEARS SOUTH 63°33'47" WEST 123.37 FEET, AND AGAIN SOUTH 51°45' WEST 95.97 FEET; THENCE SOUTH 89°45'30" WEST 243.55 FEET; THENCE NORTH 12°17'30" EAST 180.10 FEET; THENCE NORTH 01°57' WEST 7.19 FEET TO THE POINT OF BEGINNING; AND A PART OF TRACT U OF SOUTHMOOR VILLAGE, FIFTH FILING, AND A PART OF THE VACATED FRONTAGE ROAD ADJACENT TO SAID TRACT U WHICH BEGINS AT THE NORTHEAST CORNER OF SAID TRACT U AND RUN THENCE SOUTH 01°57' EAST 7.19 FEET; THENCE SOUTH 12°17'30" WEST 180.10 FEET; THENCE SOUTH 89°45'30" WEST 210.10 FEET TO A POINT ON THE EAST RIGHT-OF-WAY LINE OF SOUTH COLLEGE AVENUE; THENCE NORTH 00°24'45" WEST 183.00 FEET; THENCE NORTH 89°45'30" EAST 249.52 FEET TO THE POINT OF BEGINNING; CITY OF FORT COLLINS, COUNTY OF LARIMER, STATE OF COLORADO.
EXCEPT THAT PORTION DESCRIBED IN PARTIAL RELEASE RECORDED AUGUST 19, 1988 AS RECEPTION NO. 88039190.

THE ABOVE DESCRIBED PARCEL IS ALSO KNOWN AS;
A PART OF TRACT T, TRACT U AND THE VACATED FRONTAGE ROAD ADJACENT TO THE WEST SIDE OF TRACT U, ALL IN SOUTHMOOR VILLAGE, FIFTH FILING, CITY OF FORT COLLINS, COUNTY OF LARIMER, STATE OF COLORADO, WHICH BEGINS AT THE NORTHWEST CORNER OF SAID TRACT T AND RUNS THENCE NORTH 89°45'30" EAST 225.25 FEET; THENCE ALONG THE ARC OF A 140.00 FOOT RADIUS CURVE TO THE RIGHT A DISTANCE OF 61.50 FEET, THE LONG CHORD OF WHICH BEARS SOUTH 12°49'33" EAST 61.00 FEET; THENCE SOUTH 00°14'30" EAST 97.00 FEET; THENCE SOUTH 51°45' WEST 274.70 FEET; THENCE ALONG THE ARC OF A 193.41 FOOT RADIUS CURVE TO THE RIGHT A DISTANCE OF 127.73 FEET, THE LONG CHORD OF WHICH BEARS SOUTH 70°40'06" WEST 125.42 FEET; THENCE SOUTH 89°35'15" WEST 137.00 FEET; THENCE ALONG THE ARC OF A 15.00 FOOT RADIUS CURVE TO THE RIGHT A DISTANCE OF 23.56 FEET, THE LONG CHORD OF WHICH BEARS NORTH 45°24'45" WEST 21.21 FEET; THENCE NORTH 00°24'45" WEST 352.17 FEET; THENCE NORTH 89°45'30" EAST 249.52 FEET TO THE POINT OF BEGINNING.

TRACT A, THE FOOTHILLS FASHION MALL FOLEY'S EXPANSION, CITY OF FORT COLLINS, COUNTY OF LARIMER, STATE OF COLORADO.

TRACT E, SOUTHMOOR VILLAGE, FIFTH FILING, TOGETHER WITH A TRACT OF LAND BEGINNING AT THE SOUTHWEST CORNER OF TRACT E OF SOUTHMOOR VILLAGE FIFTH FILING AND RUNS:
THENCE SOUTH 89°45'30" WEST, 50.00 FEET;
THENCE NORTH 00°24'45" WEST, 414.93 FEET;
THENCE NORTH 89°35'15" EAST, 50.00 FEET;
THENCE SOUTH 00°24'45" EAST, 415.08 FEET TO THE BEGINNING, LARIMER COUNTY, COLORADO.

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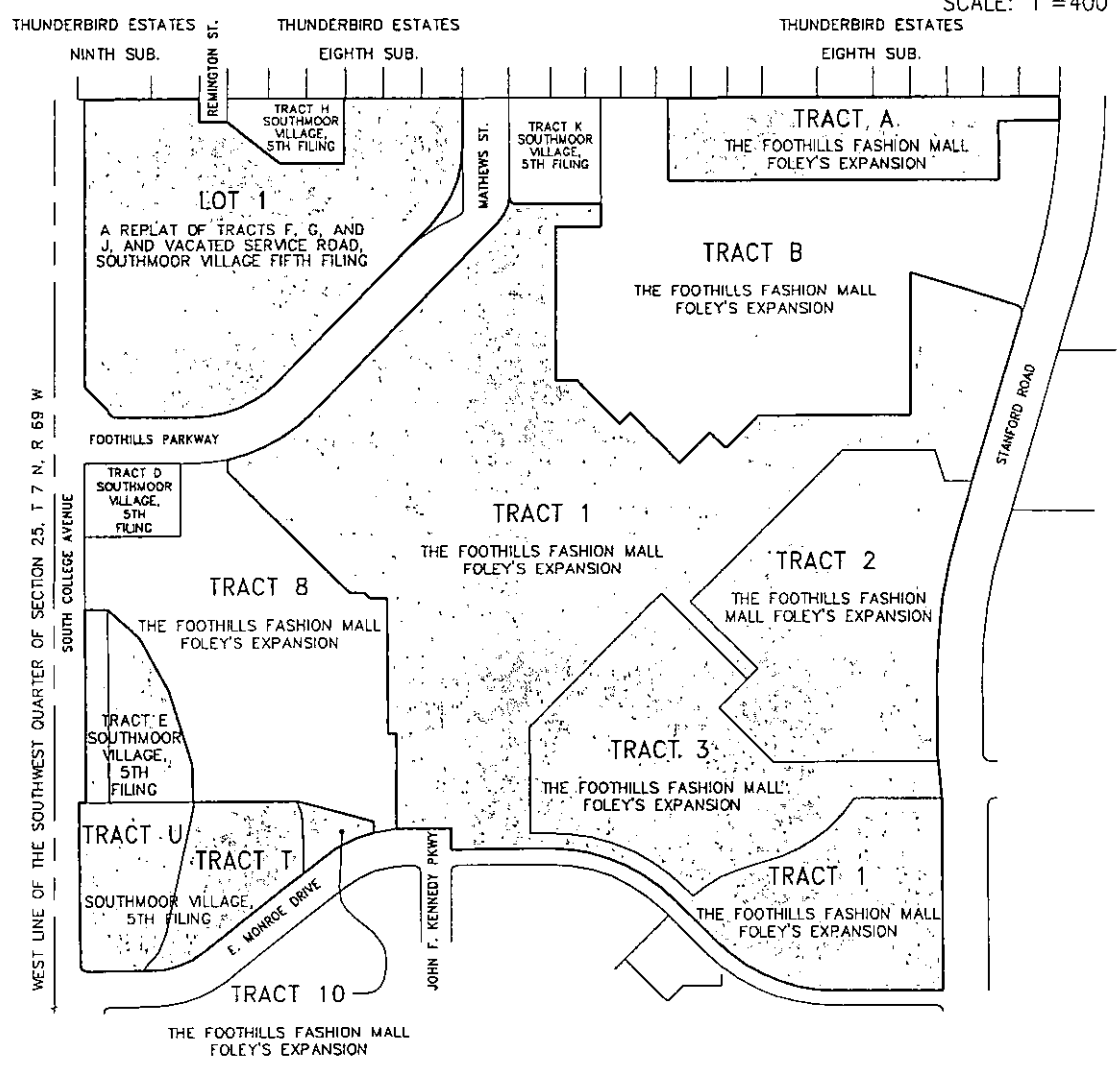
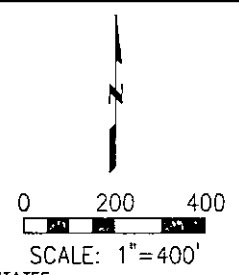
Farnsworth
GROUP
8055 EAST TUFTS AVENUE, SUITE 850
DENVER, COLORADO 80237
(303) 692-8838 / (303) 692-0470 Fax

FOOTHILLS METROPOLITAN DISTRICT
DISTRICT LEGAL DESCRIPTION
FORT COLLINS, CO

Project No:0120302.00
Book No:
Drawn by: NAV
Reviewed:
Date: 8-10-2012

EXHIBIT B

Foothills Metropolitan District
District Boundary Map



BOUNDARY LINES ARE BASED ON THE ALTA SURVEY PERFORMED BY FARNSWORTH GROUP AND SIGNED ON JUNE 20, 2012.

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Farnsworth
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(303) 692-8838 / (303) 692-0470 Fax

FOOTHILLS METROPOLITAN DISTRICT
DISTRICT BOUNDARY MAP
FORT COLLINS, COLORADO

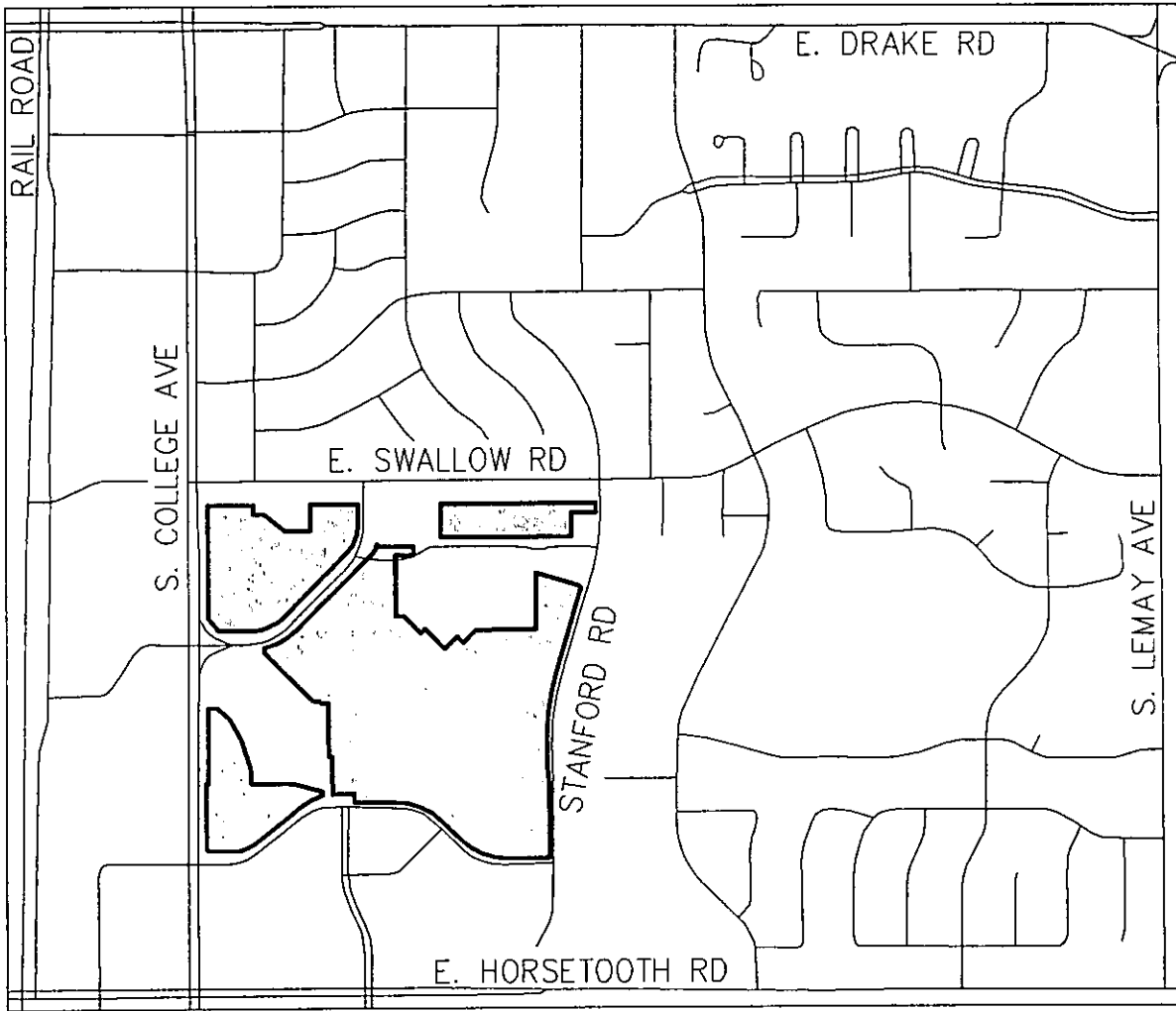
Project No: 0120302
Book No:
Drawn by: CCP
Reviewed: NAV
Date: 08/10/2012

EXHIBIT C

Foothills Metropolitan District
Vicinity Map



0 500 1000
 SCALE: 1"=1000'



————— = DISTRICT BOUNDARY

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FOOTHILLS METROPOLITAN DISTRICT
 VICINITY MAP
 FORT COLLINS, COLORADO

Project No: 0120302
 Book No:
 Drawn by: CCP
 Reviewed: NAV
 Date: 08/10/2012