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**FIRST AMENDMENT
TO THE
SERVICE PLAN
OF THE
BUFFALO RIDGE METROPOLITAN DISTRICT**

April 23, 2001

**FIRST AMENDMENT TO SERVICE PLAN
OF THE
BUFFALO RIDGE METROPOLITAN DISTRICT**

I. INTRODUCTION

This amendment to Service Plan ("Amendment") sets forth a proposal to enlarge the existing powers of the District to provide more public infrastructure needed for development of the Buffalo Ridge Metropolitan District.

A. General Overview and Motivation.

The Service Plan for the Buffalo Ridge Metropolitan District was approved by the City Council of the City of Commerce City on August 19, 1996 by Resolution No. 96-23 ("Original Service Plan"). The organization of the District was approved by the eligible electors at the election held on November 5, 1996 and the District was organized by Order of the District Court in and for Adams County on November 19, 1996.

The Board of Directors of the District has determined that it is in the best interests of the District to increase the debt authorization that may be used for public improvements.

The procedure for amending a service plan is given in § 32-1-207(2), C.R.S. that, in summary, states that modifications to the service plan as originally approved may be made by the governing body of the special district only by a petition to and approval by the governing body of the municipality that has adopted a resolution of approval in substantially the same manner as is provided for the approval of an original service plan as in §32-1-204.5, C.R.S. The City is to receive the information and to use the criteria shown in § 32-1-202(2) and 32-1-203(2), C.R.S. This document constitutes the petition required by the statute.

B. Technical Overview

This Amendment is submitted in accordance with the requirements of Article One of Title Thirty-Two of the Colorado Revised Statutes ("Special District Act"). The major purpose of the Amendment is to produce satisfactory evidence that the requirements of Section 32-1-203, C.R.S., as amended, have been met. (The requirements are listed in the Conclusion of this Amendment).

II. DESCRIPTION OF PROPOSED FACILITIES, SERVICES, AND PROGRAMS.

The District will maintain the powers and authority to provide facilities, services, and programs as listed in the Original Service Plan, the collector road and park improvements previously approved by the City, and the types of improvements listed in Section V hereof.

III. SUMMARY OF ESTIMATED COSTS AND EXPENSES.

No change in the estimated costs and expenses as listed in the Original Service Plan is intended by this Amendment except for the additions shown in the table below, which supercedes and replaces the description of improvements in the original Service Plan. All improvements shall be constructed in accordance with plans approved by the City.

IV. PROPOSED AND EXISTING AGREEMENTS, INCLUDING INTERGOVERNMENTAL AGREEMENTS.

This Amendment does not change any District plan for intergovernmental agreements as listed in the Original Service Plan; however, the District does intend to enter into agreements with the City and others to implement parts of the annexation agreements concerning the territory in the District and other agreements with the City as approved by both parties. The District is within the South Adams County Water and Sanitation District and the City's Northern Infrastructure General Improvement District and may enter into agreements with either district for the provision of facilities, services, and programs lawfully authorized to each as allowed by the Colorado Constitution and statutes.

The District may request that the City enter into an intergovernmental agreement wherein the City would pay impact fees, if any, collected from property owners in the District or others for infrastructure provided by the District.

V. PROPOSED FINANCIAL PLAN REVISIONS.

The Original Service Plan (approved in 1996) contained debt authorization of \$12 million and service plan authorization of \$9.9 million before inflation and other costs (therefore, without this Amendment, the District could issue between \$9.9 and \$12 million in debt, depending on the circumstances at the time the debt is issued).

In 2000, the District issued its Buffalo Ridge Metropolitan District \$3,300,000 Revenue Bonds (Chambers Parcel) Series 2000A dated July 15, 2000 and its Buffalo Ridge Metropolitan District \$580,000 Subordinate Taxable Revenue Bonds (Chambers Parcel) Series 2000A-2 dated July 15, 2000 for public infrastructure improvements.

Since the July 24, 1996 date of the Original Service Plan, the costs of construction have increased. Further, the District would like to expand its scope to construct additional public improvements. Homebuilders and commercial developers have shown strong interest in the property within the District, which has improved the revenue outlook of the District. As a result, the District desires to amend the Financial Plan to remove the limit on voted debt authorization and to increase its service plan debt authorization to \$16 million in accordance with the District's voted debt authorization and law, including the Supplemental Public Securities Act (resulting in authorizing the District to issue \$16 million in aggregate principal amount of debt). If the District needs to issue additional debt over \$16 million, the District must obtain the City Council's approval of another service plan amendment. Revenue bonds with no pledge of tax revenues for their repayment do not constitute debt. The total of \$16 million of debt authorization will be allocated to categories of improvements as follows, but in the event that the needs for infrastructure change, the District may shift authorization from one category to another within the voted limits of the District:

Streets	\$8,750,000
Water	\$2,000,000
Sanitation	\$3,600,000
Safety	\$250,000
Park and Recreation	\$1,000,000
TV Relay and Translation	\$200,000
Transportation	\$200,000
TOTAL	\$16,000,000

The financial proforma prepared by Hanifen Imhoff, Inc. and attached hereto as Exhibit A is included in the financial plan of the District. It shows the anticipated financial effect of increased debt and growth in assessed valuation on the District and shows the anticipated sources of revenue for operational costs and debt service payments.

VI. CONCLUSIONS.

It is submitted that this Amendment, with the Original Service Plan as necessarily modified hereby, 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 the criteria stated in §32-1-203, C.R.S., the following conclusions can be made with regard to the Amendment:

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 its boundaries.
4. The area in the District will have the financial ability to discharge the proposed indebtedness on a reasonable basis.
5. Adequate service is not, or will not be, available to the area through the existing municipal or quasi-municipal corporations, including existing special districts, within a reasonable time and on a comparable basis.
6. The facility and service standards of the District are compatible with the facility and service standards of the City, and each municipality which is an interested party under Section 32-1-204(1), C.R.S.
7. The Amendment is in substantial compliance with any master plan adopted pursuant to section 30-28-106, C.R.S.

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

9. The Amendment will be in the best interest of the area served.

Therefore, the District requests that the City Council of the City of Commerce City, Colorado, which has jurisdiction to approve the Amended Service Plan by virtue of Section 32-1-204.5, C.R.S., as amended, adopt a resolution which approves this First Amendment to the Service Plan for the Buffalo Ridge Metropolitan District as submitted.

EXHIBITS:

A. Financial Proforma with Additional Debt Authorization

Buffalo Ridge Metropolitan District, Adams County, Colorado

	1989	2000	2001	2002	2003	2004	2005	2006	2007	2008	2009	2010	2011	2012
Beginning Cash Available	0	0	44,285	146,721	967,335	1,612,047	2,297,484	3,120,853	3,011,236	3,089,097	2,857,756	2,565,847	2,474,334	2,355,682
Residential Development Fee	1,000	1,040	1,040	1,062	1,125	1,170	1,217	1,265	1,316	1,369	1,423	1,480	1,538	1,601
Multi-family Development Fee	625	658	658	669	724	780	788	838	878	923	970	1,018	1,069	1,122
Non-Residential Development Fee	10,000	10,400	10,400	10,816	11,249	11,688	12,167	12,653	13,159	13,686	14,233	14,802	15,395	16,010
Revenues:														
Property Taxes	27,133,754	0	0	16,183	68,010	323,593	617,478	901,819	1,179,206	1,387,331	1,492,276	1,628,593	1,829,693	1,742,504
6.00% Specific Ownership Taxes	1,925,025	0	0	972	4,081	19,550	57,049	54,409	70,752	83,240	89,587	97,715	97,716	104,565
1.00% Residential Development Fees	1,560,081	0	25,000	314,748	314,962	301,824	290,793	116,409	44,742	68,428	0	0	0	0
82.5 Multi-family Development Fees	387,652	0	0	0	39,178	151,993	159,535	40,203	0	0	0	0	0	0
19.00% Non-Residential Development Fees	477,688	0	0	43,284	97,883	113,873	161,860	0	0	0	0	0	0	0
1.181 Residential Transportation Rebate	1,489,154	0	0	343,671	350,680	304,898	282,269	166,632	46,164	59,050	0	0	0	0
7.88 Multi-Family Transportation Rebate	361,348	0	0	0	39,300	145,200	145,200	34,646	0	0	0	0	0	0
27.211 Commercial Transportation Rebate	1,061,283	0	0	108,844	238,756	0	136,055	244,896	334,895	0	0	0	0	0
DS Bond Proceeds	15,880,000	0	1,665,000	855,000	0	0	0	0	0	0	0	0	0	0
DS Capitalized Interest	0	0	0	0	0	0	0	0	0	0	0	0	0	0
1.224 Sales/Use Tax Rebate	1,651,284	0	39,802	358,207	342,742	316,813	282,555	112,615	41,619	61,204	0	0	0	0
0.60% Investment Income	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Total Annual Income	51,610,644	0	1,820,802	13,341,126	2,038,893	1,497,549	2,021,743	1,727,433	1,873,028	3,659,253	1,681,842	1,726,305	1,726,308	1,847,150
Expenditures:														
DS Tax-Exempt Debt Service	29,866,382	0	11,337	63,870	828,150	658,300	1,172,300	1,805,650	1,809,575	1,601,325	1,802,400	1,804,000	1,800,600	1,807,800
DS Developer Repayment	0	0	0	0	0	0	0	0	0	0	0	0	0	0
CONST Construction	15,880,000	0	13,180,000	955,000	0	0	0	0	0	0	0	0	0	0
1.50% Tax Collection Fees	431,427	0	0	257	1,081	5,176	9,818	14,539	18,749	22,059	23,727	25,885	25,885	27,707
2.00% Operating Expenses	386,750	0	15,000	15,300	15,608	15,918	16,236	16,554	16,852	17,230	17,575	17,826	18,285	18,654
Total Annual Expenses	48,554,569	0	1,876,337	13,238,970	1,169,282	842,537	1,188,354	1,835,750	1,845,167	1,640,614	1,843,702	1,847,621	1,844,960	1,854,158
Annual Surplus (Deficit)	44,285	0	109,456	840,814	624,712	665,117	823,398	(108,317)	27,861	(181,361)	(261,690)	(171,510)	(119,671)	(7,008)
Ending Cash Available	5,056,063	0	44,285	146,721	967,335	1,612,047	2,297,484	3,120,853	3,011,236	3,039,097	2,857,756	2,565,847	2,474,334	2,348,654
MILL Levy			35	35	35	35	35	35	35	35	35	35	35	35
Assessed Valuation														
Beginning	41,269,515	0	462,650	1,490,480	7,324,709	9,341,997	7,473,015	7,925,359	4,142,767	2,998,438	1,120,100	0	0	0
Increase From Inflation	0	0	0	0	32,388	0	651,016	0	1,800,638	0	2,774,681	0	0	0
Increase From Home Construction	0	0	482,650	1,490,480	7,324,709	9,341,997	7,473,015	7,925,359	4,142,767	2,998,438	1,120,100	0	0	0
Cumulative	69,890,803	0	462,650	1,943,130	9,300,225	17,642,222	25,798,252	39,691,611	39,691,611	39,691,611	42,636,454	46,531,215	48,531,215	49,788,400
Absorption														
Acres of Commercial	39	0.0	0.0	4.0	8.7	0.0	5.0	9.0	12.3	0.0	0.0	0.0	0.0	0.0
Number of Units- Residential	1349	0	25	60	280	255	239	92	34	50	0	0	0	0
Number of Units- Multi-family	498	0	0	0	50	200	200	48	0	0	0	0	0	0
350,902,000 Residential Value	350,902,000	0	4,790,000	15,200,000	67,735,000	69,405,000	76,725,000	25,792,000	7,820,000	1,500,000	0	0	0	0
24,454,000 Non-Residential Value	24,454,000	0	0	2,508,000	5,465,000	0	3,185,000	5,643,000	7,713,000	0	0	0	0	0
379,356,000 Total Market Value	379,356,000	0	4,790,000	15,200,000	70,243,000	74,890,000	76,725,000	31,375,000	15,533,000	11,500,000	0	0	0	0
41,269,515 Assessed Valuation	41,269,515	0	462,650	1,490,480	7,324,709	9,341,997	7,473,015	7,925,359	4,142,767	2,998,438	1,120,100	0	0	0

Buffalo Ridge Metropolitan District, Adams County, Colorado

	2013	2014	2015	2016	2017	2018	2019	2020	2021
Beginning Cash Available	2,348,654	2,365,273	2,477,672	2,600,693	2,862,375	3,116,663	3,628,754	3,830,928	4,842,081
Residential Development Fee	1,665	1,732	1,801	1,873	1,948	2,026	2,107	2,181	2,279
Multi-Family Development Fee	1,179	1,237	1,299	1,364	1,433	1,504	1,579	1,658	1,741
Non-Residential Development Fee	18,651	17,317	16,053	16,730	16,478	20,289	21,068	21,911	22,788
Revenues:									
Property Taxes	1,742,594	1,864,578	1,965,098	2,134,753	2,284,753	2,434,753	2,584,753	2,734,753	2,884,753
8.00%									
1.00%									
10.00%									
1.181									
72%									
27,211									
DS									
DS									
1.224									
0.00%									
Total Annual Income	1,847,150	1,876,450	1,976,450	2,144,802	2,114,802	2,252,838	2,262,838	2,421,239	188,359

	2013	2014	2015	2016	2017	2018	2019	2020	2021
Expenditures:									
DS									
DS									
CONST									
1.50%									
2.00%									
Total Annual Expenses	1,783,800	1,805,000	1,804,000	1,801,200	1,806,200	1,797,800	1,786,400	1,800,800	0
Annual Surplus (Deficit)	6,350	71,450	172,450	343,602	308,602	355,038	376,438	420,439	111,562
Ending Cash Available	2,355,273	2,477,672	2,600,693	2,862,375	3,116,663	3,628,754	3,830,928	4,842,081	5,056,083

	35	35	35	35	35	35	35	35	35
Milt Levy									
Assessed Valuation									
7.00%									
Beginning	49,786,400	53,273,688	57,000,739	60,992,931	65,992,931	65,992,931	65,992,931	65,262,438	65,262,438
Increase From Initiation	3,485,186	0	3,729,151	0	3,990,192	0	4,269,505	0	4,586,371
Increase From Home Construction	0	0	0	0	0	0	0	0	0
Cummulative	53,273,586	57,002,739	60,992,931	65,992,931	65,992,931	65,262,438	65,262,438	69,850,809	

	35	35	35	35	35	35	35	35	35
Absorption									
Acres of Commercial	0	0	0	0	0	0	0	0	0
Number of Units - Residential	0	0	0	0	0	0	0	0	0
Number of Units - Multi-Family	0	0	0	0	0	0	0	0	0
Residential Value	0	0	0	0	0	0	0	0	0
Non-Residential Value	0	0	0	0	0	0	0	0	0
Total Market Value	0	0	0	0	0	0	0	0	0
Assessed Valuation	0	0	0	0	0	0	0	0	0

	35	35	35	35	35	35	35	35	35
Assessed Valuation									
7.00%									
Beginning	49,786,400	53,273,688	57,000,739	60,992,931	65,992,931	65,992,931	65,992,931	65,262,438	65,262,438
Increase From Initiation	3,485,186	0	3,729,151	0	3,990,192	0	4,269,505	0	4,586,371
Increase From Home Construction	0	0	0	0	0	0	0	0	0
Cummulative	53,273,586	57,002,739	60,992,931	65,992,931	65,992,931	65,262,438	65,262,438	69,850,809	

Buffalo Ridge Metropolitan District, Adams County, Colorado

Year	Residential Units Constructed by Year												Residential		Non-Residential		Cumulative Value (\$'000)
	Chambers	Northwood East	Northwood West	Northwood Interior	Northwood Buckle	Buckley Residential	Buckley Multi-Family	Northwood Multi-Family	Buckley Multi-Family	Total Multi-Family	# Residential Units	Average Value (\$'000)	Value By Year (\$'000)	Value By Year (\$'000)	Value (\$'000)		
1999	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0		
2000	25	0	0	0	0	0	0	0	0	0	25	0	4,750	0	4,750		
2001	80	0	0	0	0	0	0	0	0	0	80	0	15,200	0	15,200		
2002	80	37	66	36	36	36	0	0	0	0	291	233	67,735	2,508	90,193		
2003	80	37	55	36	36	36	0	0	0	0	280	248	69,405	5,455	165,053		
2004	80	37	35	14	36	36	160	50	200	0	268	297	76,725	0	241,778		
2005	72	37	80	0	22	28	150	50	200	0	239	301	72,035	3,136	316,918		
2006	0	12	80	0	0	0	0	48	48	0	92	280	25,792	5,843	348,323		
2007	0	0	34	0	0	0	0	0	0	0	34	0	7,820	0	369,855		
2008	0	0	50	0	0	0	0	0	0	0	50	0	11,500	0	375,355		
2009	0	0	0	0	0	0	0	0	0	0	0	0	0	0	375,355		
2010	0	0	0	0	0	0	0	0	0	0	0	0	0	0	375,355		
2011	0	0	0	0	0	0	0	0	0	0	0	0	0	0	375,355		
2012	0	0	0	0	0	0	0	0	0	0	0	0	0	0	375,355		
2013	0	0	0	0	0	0	0	0	0	0	0	0	0	0	375,355		
Total	417	160	420	85	139	138	300	198	488	0	1349	350,902	24,454	0	350,902		

Area \$'000/Unit	Residential Units Constructed by Year												Residential		Non-Residential		Cumulative Value (\$'000)
	Chambers	Northwood East	Northwood West	Northwood Interior	Northwood Buckle	Buckley Residential	Buckley Multi-Family	Northwood Multi-Family	Buckley Multi-Family	Total Multi-Family	# Residential Units	Average Value (\$'000)	Value By Year (\$'000)	Value By Year (\$'000)	Value (\$'000)		
1999	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0		
2000	4,750	0	0	0	0	0	0	0	0	0	0	0	4,750	0	4,750		
2001	15,200	0	0	0	0	0	0	0	0	0	0	0	15,200	0	15,200		
2002	15,200	10,175	12,850	8,640	8,640	8,640	0	0	0	0	0	0	67,735	2,508	90,193		
2003	15,200	10,175	12,850	8,640	8,640	8,640	0	0	0	0	0	0	69,405	5,455	165,053		
2004	15,200	10,175	12,650	3,360	8,640	8,640	12,600	4,200	200	0	0	0	76,725	0	241,778		
2005	13,650	10,175	18,400	0	5,280	7,700	12,600	4,200	200	0	0	0	72,035	3,136	316,918		
2006	0	3,300	18,400	0	0	0	0	4,032	48	0	0	0	25,792	5,843	348,323		
2007	0	0	7,820	0	0	0	0	0	0	0	0	0	7,820	0	369,855		
2008	0	0	11,500	0	0	0	0	0	0	0	0	0	11,500	0	375,355		
2009	0	0	0	0	0	0	0	0	0	0	0	0	0	0	375,355		
2010	0	0	0	0	0	0	0	0	0	0	0	0	0	0	375,355		
2011	0	0	0	0	0	0	0	0	0	0	0	0	0	0	375,355		
2012	0	0	0	0	0	0	0	0	0	0	0	0	0	0	375,355		
2013	0	0	0	0	0	0	0	0	0	0	0	0	0	0	375,355		
Total	79,230	44,009	96,600	20,940	31,200	37,400	26,200	16,632	0	0	1349	350,902	24,454	0	350,902		

Buffalo Ridge Metropolitan District, Adams County, Colorado

	Projected Market Value				Projected Assessed Value (Excluding Inflation)					
	Residential Value		Non-Resid Value		9.74% Residential Assessed		29.00% Commercial Assessed		Total Assessed By Year (000)	Cumulative Assessed (000)
	By Year (000)	By Year (000)	By Year (000)	By Yr (000)	By Yr (000)	By Yr (000)	By Year (000)			
1999	0	0	0	0	0	0	0	0	0	0
2000	4,750	0	0	4,750	463	0	0	463	463	463
2001	15,200	0	0	15,200	1,480	0	0	1,480	1,943	1,943
2002	67,735	2,508	0	70,243	6,597	727	0	7,325	9,268	9,268
2003	69,405	5,455	0	74,860	6,760	1,582	0	8,342	17,610	17,610
2004	76,725	0	0	76,725	7,473	0	0	7,473	25,083	25,083
2005	72,035	3,135	0	75,170	7,016	909	0	7,925	33,008	33,008
2006	25,732	5,643	0	31,375	2,506	1,636	0	4,143	37,151	37,151
2007	7,820	7,713	0	15,533	762	2,237	0	2,998	40,149	40,149
2008	11,500	0	0	11,500	1,120	0	0	1,120	41,270	41,270
2009	0	0	0	0	0	0	0	0	41,270	41,270
2010	0	0	0	0	0	0	0	0	41,270	41,270
2011	0	0	0	0	0	0	0	0	41,270	41,270
2012	0	0	0	0	0	0	0	0	41,270	41,270
2013	0	0	0	0	0	0	0	0	41,270	41,270
Total	350,902	24,454	0	375,356	34,178	7,092	0	41,270		