

RESOLUTION #R- 29-2004

**A RESOLUTION OF THE LOVELAND CITY COUNCIL
APPROVING THE SERVICE PLAN FOR THE LINCOLN
PLACE METROPOLITAN DISTRICT**

WHEREAS, pursuant to Section 32-1-204.5, C.R.S., as amended, the Service Plan for Lincoln Place Metropolitan District, (“the District”) has been submitted to the City Council (the “City Council”) of the City of Loveland, Colorado (the “City”); and

WHEREAS, a copy of said Service Plan is attached as Exhibit “A” and incorporated herein by reference (“the Service Plan”); and

WHEREAS, the boundaries of the proposed District are wholly contained within the boundaries of the City; and

WHEREAS, notice of the hearing before the City Council for its consideration of the Service Plan was duly published in the *Loveland Reporter-Herald* on February 27, 2004, as required by law, as evidenced by the “Affidavit of Publication,” attached as Exhibit “B” and incorporated herein by reference; and

WHEREAS, notice of the hearing before the City Council was also duly mailed by first class mail, on February 25, 2004, to interested persons, defined as follows: (1) the owners of record of all property within the proposed District as such owners of record are listed on the records of the Larimer County Assessor; (2) the division of local government; (3) the governing body of any municipality or special district which has levied an ad valorem tax within the next preceding tax year, and which has boundaries within a radius of three (3) miles of the proposed District's boundaries, as evidenced by the Certificate of Service attached as Exhibit “C” and incorporation herein by reference; and

WHEREAS, pursuant to the provisions of Title 32, Article 1, C.R.S., as amended, the City Council held a public hearing on the Service Plan for the proposed District on March 16, 2004; and

WHEREAS, the City Council has considered the Service Plan, and all other testimony and evidence presented at the hearing.

NOW, THEREFORE, BE IT RESOLVED BY THE CITY COUNCIL OF THE CITY OF LOVELAND, COLOARDO:

1. That the hearing before the City Council was open to the public; that all interested parties were heard or had the opportunity to be heard; and that all relevant testimony and evidence submitted to the City Council was considered.

2. That evidence satisfactory to the City Council for finding each of the following was presented at the hearing:

a. there is sufficient existing and projected need for organized service in the area to be served 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 their proposed boundaries;

d. the area to be included within the proposed District has, or 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 City or other existing municipal or quasi-municipal corporations within a reasonable time and on a comparable basis;

f. the facility and service standards of the proposed District are compatible with the facility and service standards of the City;

g. the proposal is in substantial compliance with any Master Plan adopted by the City pursuant to Section 31-23-206 C.R.S., as amended;

h. the proposal is in compliance with any duly adopted City, County, regional and State long-range water quality management plans for the area; and

i. the creation of the proposed District will be in the best interests of the area proposed to be served.

3. That the City Council hereby determines that the requirements of Sections 32-1-202 (1), (2) and (3), C.R.S., relating to the filing of the Service Plan for the District, and the requirements of Sections 32-1-204 (1) and (1.5), C.R.S., relating to notice of the hearing by the City Council, and the requirements of Section 32-1-204.5, relating to the approval by the City Council have been fulfilled in a timely manner.

4. That the City Council does hereby approve the Service Plan for the District as submitted.

5. That a certified copy of this Resolution shall be filed in the records of the City and the Larimer County Clerk and Recorder, and submitted to the petitioners under the Service Plan for the purpose of filing in the District Court of Larimer County.

6. That the Service Plan contemplates that the District will propose to the Loveland Urban Renewal Authority ("the Authority") that an intergovernmental agreement be entered into between the District, the City and the Authority pursuant to which the Authority would pledge to the District certain tax increment revenues of the Authority to be used to finance the construction of public improvements for an urban renewal catalyst project. The Service Plan also provides that the District shall not issue any bonds prior to the Authority and the District entering into such an intergovernmental agreement. Approval of the Service Plan by this Resolution shall, therefore, not constitute approval by the Authority or by the City of any such agreement and the City Council, both as the governing body of the City of Loveland and of the Authority, hereby reserves all rights to approve or disapprove such intergovernmental agreement as it deems appropriate in its sole discretion.

7. That nothing herein limits the City's powers with respect to the District, the properties within the District, or the improvements to be constructed by the District.

8. The City's findings are based solely on the evidence in the Service Plan and such other evidence 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 results as set forth in the Service Plan.


9. That this Resolution shall go into effect as of the date and time of its approval by the Council.

Adopted this 16th day of March, 2004.

ATTEST:




Mayor



City Clerk

APPROVED AS TO FORM:



City Attorney Assistant



EXHIBIT B

**AFFIDAVIT OF PUBLICATION
REPORTER-HERALD**

State of Colorado
County of Larimer

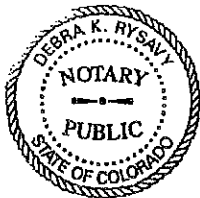
I, the undersigned agent, do solemnly swear that the DAILY REPORTER-HERALD is a daily newspaper published in the City of Loveland, County of Larimer, State of Colorado, and which has general circulation therein and in parts of Larimer and Weld Counties; that said newspaper has been continuously and uninterruptedly published for a period of more than six months next prior to the first publication of the annexed legal notice of advertisement, that said newspaper has been admitted to the United States mails as second-class matter under the provisions of the Act of March 3, 1879, or any amendments thereof, and that said newspaper is a daily newspaper duly qualified for publishing legal notices and advertisements within the meaning of the laws of the State of Colorado; that a copy of each number of said newspaper, in which said notice of advertisement was published, was transmitted by mail or carrier to each of the subscribers of said newspaper, according to the accustomed mode of business in this office.

That the annexed legal notice or advertisement was published in the regular and entire edition of said daily newspaper once; and that one publication of said notice was in the issue of said newspaper dated **February 27, 2004**

Christy Trimes
Agent

Subscribed and sworn to before me this
day of **February 27, 2004**

Debra K. Rysavy
Notary Public



MY COMMISSION EXPIRES
APRIL 20, 2005
201 E. 5TH ST.
LOVELAND,
COLORADO 80537

FEE \$ 44.20

NOTICE OF PUBLIC HEARING
NOTICE IS HEREBY GIVEN that on Tuesday, March 16, 2004, at 6:30 p.m., or as soon as possible thereafter, a Loveland City Council hearing will be conducted in City Council Chambers at 500 E. 3rd Street, Loveland, Colorado. Such hearing will be heard upon the filing of the Service Plan of the proposed Lincoln Place Metropolitan District, for the purpose of considering the organization of a metropolitan district and to form a basis for adopting a Resolution approving, disapproving, or conditionally approving the Service Plan for Lincoln Place Metropolitan District. The proposed Service Plan is on file with the City of Loveland, 500 E. 3rd Street, Loveland, Colorado (970-962-2000). A copy of the proposed Service Plan (including a map of the District and preliminary plans) may also be inspected between the hours of 8:00 a.m. until 5:00 p.m. at the offices of McGeady Sisneros, P.C., 1675 Broadway, Suite 2100, Denver, CO 80202 (303-592-4380). The affected property consists of approximately 1.89 acres located wholly in the City of Loveland in a City block bounded by Lincoln Avenue on the west, 6th Street on the north, Jefferson Avenue on the east and 5th Street on the south.
NOTICE IS HEREBY FURTHER GIVEN that all protests and objections must be submitted in writing to the Loveland City Council at or prior to the hearing or any continuance or postponement thereof in order to be considered and that any protests and objections to the District, as proposed, shall be deemed to be waived unless presented at the time and in the manner as specified above.
Purpose: Organization of Title 32 Metropolitan District to provide public improvements to the real property in the proposed District.
Type of Improvements: Water, Park and Recreation, Sanitation, Streets, Transportation and Safety Protection.
Maximum Estimated Cost of Improvements: \$6,185,000
Amount of Proposed General Obligation Financing: \$7,945,000
Proposed Maximum Debt Limitation: \$17,200,000
Proposed Payment Terms of Each Financing: 25 Years
Publish:
Loveland Daily Reporter-Herald
February 27, 2004

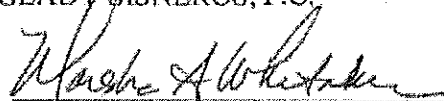
EXHIBIT C

CERTIFICATE OF SERVICE

I hereby certify that on this 25th day of February, 2004, a true and correct copy of the foregoing Notice for Public Hearing for the proposed Lincoln Place Metropolitan District, which is attached hereto as Exhibit "A," was sent via First Class Mail, postage prepaid, to the person(s) and/or entities named on Exhibit "B" attached hereto.

MCGEADY SISNEROS, P.C.

By:



Marsha A. Whitaker, Paralegal

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Maximum Estimated Cost of Improvements:	\$6,185,000
Amount of Proposed General Obligation Financing:	\$7,945,000
Proposed Maximum Debt Limitation:	\$17,200,000
Proposed Payment Terms of Each Financing:	25 Years

EXHIBIT B

MAILING LIST

EXHIBIT B

MAILING LIST

Thompson RJ-2 School District
2890 Monroe Avenue
Loveland, CO 80538-3274

Thompson Valley Health Services District
c/o DeGood, Ball, Easley
P.O. Box 657
Loveland, CO 80539-0657

Northern Colorado Water Conservancy District
Mr. Eric Wilkinson, General Manager
P.O. Box 679
Loveland, CO 80539

Larimer County Pest Control District
c/o Larimer County
P.O. Box 1190
Fort Collins, CO 80521

Fort Collins - Loveland Water District
Mr. Michael D. DiTullio, General Manager
5150 Snead Drive
Fort Collins, CO 80525-3764

Little Thompson Water District
Mr. Richard H.H. Whittet, Manager
Drawer G
835 East Highway 56
Berthoud, CO 80513

Loveland Rural Fire Protection District
Mr. Gregory A. White
1423 W. 29th Street
Loveland, CO 80538

O'Connor Development LLC
6685 Gunpark Drive, Suite 210
Boulder, CO 80301

Sullivan Loveland, LLLP
601 S. Bowan Street
Longmont, CO 80501

SERVICE PLAN
FOR
LINCOLN PLACE
METROPOLITAN DISTRICT
(LOVELAND, COLORADO)

Submitted: March 10, 2004
Re-Submitted: March 11, 2004

Prepared by: **McGEADY SISNEROS, P.C.**
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DENVER, COLORADO 80202
(303) 592-4380

PIPER JAFFRAY & CO.
1050 17TH STREET, SUITE 2100
DENVER, COLORADO 80265
(303) 820-5808

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LINCOLN PLACE METROPOLITAN DISTRICT SERVICE PLAN

I. INTRODUCTION

A. General Information

Pursuant to the requirements of the Special District Control Act, Section 32-1-101 *et seq.*, C.R.S., this Service Plan consists of a financial and jurisdictional analysis demonstrating how the proposed facilities and services of the proposed Lincoln Place Metropolitan District will be constructed and financed.

This Service Plan is for a new Special District to be named Lincoln Place Metropolitan District (the "District"). The initial boundaries of the District consist of approximately 2.16 acres of land located wholly within the City of Loveland, Colorado (the "City" or "Loveland") in a City block bounded by Lincoln Avenue on the west, 6th Street on the north, Jefferson Avenue on the east and 5th Street on the south. The main purpose of the District is to finance the construction and maintenance of public improvements, including any that will be dedicated to the City for the use and benefit of its inhabitants and taxpayers.

It is intended that the District will provide certain essential public purpose facilities for the use and benefit of its residents. The District is expected to finance the construction of improvements and provide such other services as are described in this Service Plan. The District shall not provide fire protection, mosquito control, and television relay and translation services. The Loveland Fire and Rescue Department will provide fire protection. The City will provide law enforcement. The District is within the Thompson R2-J School District, Northern Colorado Water Conservancy District, Thompson Valley Health Services District and Larimer County Pest Control District.

The land within the District ("Subject Property") is planned for the development of approximately 190 multi-family residential units and approximately 25,000 square feet of commercial development.

B. Need for the District

The Subject Property is entirely within the boundaries of the County of Larimer (the "County"), the City, the Loveland General Improvement District No. 1 and the Loveland Urban Renewal Authority ("Authority") area for downtown Loveland ("Downtown Plan Area") in a location that the Authority has identified as a catalyst project site to be redeveloped as a major mixed-use infill project. The Subject Property is also within the boundaries of Thompson RJ-2 School District, Thompson Valley Health Services District, Northern Colorado Water Conservancy District and Larimer County Pest Control District. The County, the City or any other special districts do not consider it feasible or practical to provide the Subject Property with certain park and recreation, street, safety protection, sanitary, transportation and water facilities and services described in this Service Plan. Therefore, it is necessary that the District be organized to

provide its inhabitants with park and recreation, street, safety protection, sanitary, transportation and water facilities and services, which the County, the City or any other special districts have determined they cannot feasibly or practically provide within the area of the District.

C. Proposed Land Use/Population Projections

The proposed Financial Plan, attached hereto as **Exhibit F**, assumes commercial development comprising approximately 25,000 square feet for specialty retail and restaurant businesses and residential development comprising approximately 190 multi-family residential units, resulting in an estimated residential population of 250 persons. In order to facilitate the development of the Subject Property as planned, organized provision of facilities and services proposed to be provided by the District will be necessary.

D. City's Laws and Regulations

Notwithstanding anything contained herein to the contrary, the District shall be subject to and comply with all applicable provisions of the City's Charter, Code, rules, regulations, standards and policies ("City Policy"). In addition, the District shall timely provide to the City Clerk a copy of all notices of all meetings of the District Board of Directors ("Board") at the time such notices are posted.

E. Dedication of Improvements

The District shall, in accordance with City Policy, dedicate, or cause to be dedicated on its behalf, certain public improvements customarily dedicated to the City. These improvements include, but are not limited to: public water and wastewater improvements, storm drainage and detention improvements, all public streets and those streets dedicated by plat, all public sidewalks as well as all rights-of-way and easements necessary for access to facilities. Improvements which are to be dedicated to the City shall be designed and constructed in accordance with state and federal laws, regulations and standards, and in accordance with City Policy. In accordance with City Policy, the City may accept, but shall not be required to accept dedication of park and recreational, public plaza area and landscaping improvements; parking lots, parking structures and other off-street parking facilities; and landscape irrigation systems. Operations and maintenance of those improvements dedicated to the City in accordance with City Policy shall rest with the City. In those instances where the District has constructed enhanced amenities which exceed City standards, the City and the District shall agree as to the operation and maintenance thereof prior to the City's acceptance of any such improvements. Parking lots, parking structures and other off-street parking facilities not dedicated to the City shall be owned, operated and maintained by the District, either independently or by contract with another public entity or private entity, such as a management company or property owners association. Park and recreation, public plaza area, landscaping and landscape irrigation improvements not dedicated to the City shall be owned, operated and maintained by the District, either independently or by contract

with another public entity or private entity, such as a management company or property owners association. Storm drainage and detention improvements shall be conveyed to the City for purposes of reporting on Municipal Separate Storm Sewer System (MS4) Reports. The District shall retain such easements as are necessary to operate and maintain landscaping and related improvements.

In the event that the City determines that public improvements have been constructed in accordance with City Policy, an initial acceptance letter shall be issued by the City specifying that the public improvements dedicated to the City shall be warranted for a period of two calendar years from the date of such dedication, or such other warranty period as may be required by City Policy. Should the public improvements conform to the City's specifications and standards, the City shall issue a "Final Acceptance" form letter to the District at the completion of the warranty period. The City shall not unreasonably withhold or delay Final Acceptance of District improvements, provided such improvements are in conformance with City standards and specifications. At the City's discretion, dedication may take place after the expiration of the two-year warranty period or such other warranty period as may be required by City Policy.

Failure of the District to comply with these dedication requirements shall be deemed a material departure from this Service Plan. Such dedication requirements shall not be amended without prior approval of the City Council.

II. GENERAL POWERS

A. Provision of Services and Facilities

Except as specifically limited herein, the District will have the power and authority to provide the services and facilities described in this Section II.A. both within and outside its boundaries in accordance with the law. The provision of services and construction, acquisition, maintenance and operation of facilities by the District shall be in conformance with applicable City Policy for those facilities and services funded by the District. The District will obtain City approval of civil engineering plans and a permit from the City for construction and installation of public improvements, as required by City Policy.

1. Park and Recreation Improvements

The design, acquisition, construction, relocation, completion, installation, and/or operation and maintenance of park and recreation facilities including, but not limited to parks, bike paths and pedestrian ways, fencing, community recreational centers, open space, public plazas, landscaping, community parks, neighborhood parks, water bodies, irrigation facilities, cultural activities and both active and passive recreation facilities and programs, and all necessary, incidental, and appurtenant facilities, land and easements, together with extensions of and improvements to said facilities.

2. Safety Protection Improvements

The design, acquisition, construction, completion, installation and/or operation and maintenance of facilities and/or services for a system of traffic and safety controls and devices on streets and highways, including but not limited to, signalization, signage and striping, area identification, driver information and directional assistance signs, entry monumentation, and all necessary, incidental, and appurtenant facilities, land and easements, together with extensions of and improvements to said facilities.

3. Sanitation and Storm Drainage Improvements

The design, acquisition, construction, relocation, completion, installation, and/or operation and maintenance of storm or sanitary sewers, or both, flood and surface drainage improvements including but not limited to, culverts, dams, retaining walls, access ways, inlets, detention ponds and paving, roadside swales, curb and gutter, wastewater lift states, force mains and wetwell storage facilities, and all necessary or proper equipment and appurtenances incident thereto, together with all necessary, incidental and appurtenant facilities, land and easements, and all necessary extensions of and improvements to said facilities or systems. The District shall not design, acquire, install, construct, operate or maintain any sewer treatment or disposal works or facilities.

4. Street Improvements

The design, acquisition, construction, relocation, completion, installation and/or operation and maintenance of street improvements, both on-site and off-site, including curbs, gutters, culverts and other drainage facilities, sidewalks, bridges, overpasses, bike paths and pedestrian ways, interchanges, median islands, paving, lighting, grading, irrigation, landscape, streetscape and entryways, and parking lots and structures, together with all necessary, incidental, and appurtenant facilities, right-of-ways, land and easements, together with extensions of and improvements to said facilities.

The District intends to construct a public parking structure, which shall at all times be available for use by the public at no charge, except as hereafter provided. The District, at the Board's sole discretion, may enter into contracts with owners of property within the District, which contracts may obligate such owners to contribute toward the District's costs for operating and maintaining the public parking structure. In the event that any other public or private party owns and/or operates a parking structure or facility made available to the public within the Downtown Plan Area and receives public monies from the City and/or the Authority and charges fees or tolls to the public for use of such structure or facility, or if the City begins to charge a fee (not to include parking fines) for parking at public facilities in the Downtown Plan Area, nothing herein shall preclude the District, at the Board's sole discretion, from charging fees or tolls for the use of the District's public parking structure that do not exceed those fees or tolls charged by such other parties and/or the City.

5. Transportation Improvements

The design, acquisition, construction, completion, installation, operation and maintenance of a system to transport the public by bus, automobile, shuttle or any other means of conveyance, or combination thereof, or pursuant to contract, including but not limited to, park-and-ride facilities and parking lots, structures, roofs and covers, terminal buildings, and facilities, and all necessary, incidental and appurtenant facilities, land and easements, together with all necessary extensions of and improvements to said facilities or systems.

6. Water Improvements

The design, acquisition, construction, relocation, completion, and installation of a complete potable and non-potable local water supply, transmission and distribution system, which may include, but shall not be limited to, transmission lines, distribution mains and laterals, irrigation facilities, wells, land and easements, and all necessary incidental appurtenant facilities, together with extensions of and improvements to said system. The District shall not design, acquire, install, construct, operate or maintain any water treatment or water storage facilities.

B. Legal Powers

The powers of the District will be exercised by its Board to the extent necessary to provide the services contemplated in this Service Plan. The foregoing improvements and services, along with all other activities permitted by law, 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.

C. Other Powers

In addition to the powers enumerated above, the Board shall also have the following authority:

1. Plan Amendments. To amend the Service Plan as needed, subject to the appropriate statutory procedures, provided that any material modification of this Service Plan shall be made only with the approval of the City Council in accordance with Section 32-1-207, C.R.S.

2. Phasing, Deferral. Without amending this Service Plan to defer, forego, reschedule, or restructure the financing and construction of certain improvements and facilities to the extent consistent with then existing land uses for the subject property approved by the City, to better accommodate the pace of growth, resource availability, and potential inclusions of property within the District.

3. Agreements and Contracts. Enter into agreements and contracts with governmental and non-governmental entities as the District determines are appropriate to provide for the financing, construction, acquisition, installation, operation and maintenance of improvements. The District is anticipated to enter into an agreement, with the City and the Authority, which will provide the framework for a cooperative effort between the various entities to fund the design, construction, acquisition, operation and maintenance of the public improvements necessary to support development in and around the District. The District also may enter into agreements with property owner associations, management companies and other service providers. All such agreements are authorized to be provided by each, pursuant to Colorado Constitution, Article XIV, Section 18(2)(a) and Section 29-1-201, *et seq.*, C.R.S.

4. Condemnation. Absent the prior written approval of the City Council, the District shall not exercise its statutory power of eminent domain with respect to property outside its boundaries.

III. PURPOSE

It is anticipated that the District, as a Title 32 District, will provide certain essential public-purpose facilities for the use and benefit of all its anticipated residents and taxpayers of real property located within the boundaries of the District as currently planned, and as they may change through the inclusion of additional property. The District is planning to finance the construction and maintenance of improvements which will be entirely within the incorporated areas of the City.

IV. BOUNDARIES

The initial boundaries of the District are as legally described on **Exhibit A** and include approximately 2.16 acres located wholly within the City of Loveland, Colorado (the "City" or "Loveland") in a City block bounded by Lincoln Avenue on the west, 6th Street on the north, Jefferson Avenue on the east and 5th Street on the south. A map of the District is attached as **Exhibit B** and a vicinity map is attached as **Exhibit C**.

The District's boundaries may change from time to time as it undergoes inclusions and exclusions pursuant to parts 4 and 5 of Article 1, Title 32, C.R.S., subject to the following limitations:

A. Inclusions

Any inclusion of property into the District's boundaries shall be subject to the City Council's prior approval.

B. Exclusions

The Board shall exclude the residential portion of the Subject Property ("Residential Property") from the District's boundaries upon the filing of a petition by the fee owner(s) of the Residential Property requesting that the Residential Property be

excluded and a determination by the Board that it is in the District's best interests to do so. Although exclusion of the Residential Property shall relieve the owner(s) of the excluded property from the obligation to pay the Operations Mill Levy, as described in Section V. below, such exclusion shall not relieve them of the obligation to pay the Debt Service Mill Levy, as described in Section VI.C. below, then existing at the time of the exclusion, and District residents shall continue to receive the benefits of the District's improvements and services.

V. DESCRIPTION OF PROPOSED FACILITIES AND ESTIMATED COSTS

A. Type of Improvements and Preliminary Engineering Estimates

A general description and preliminary engineering sketch of the facilities to be constructed and/or acquired are shown on **Exhibit D** attached hereto. The estimated cost for these improvements is set forth on **Exhibit E**.

B. Regional Improvements

The District may, but is not required to, participate in the funding of public regional infrastructure improvements to be preceded in each case by the approval of an intergovernmental agreement between the District and other such participants who may be involved.

C. District Operating Costs

The District will require operating funds for administration of the District and to plan and cause the public improvements to be constructed and maintained, in addition to the capital costs of the improvements. Initial District organizational expenses for legal, engineering, administrative and debt issuance costs and amounts expended on design and construction of improvements will be eligible for reimbursement from the bond proceeds. The first year's operating budget is estimated to be \$50,000.

Prior to the District having sufficient revenue to cover its ongoing operations and maintenance expenses, the landowner or developer (collectively, hereinafter, "Developer") will advance funds to the District. The District shall have the authority to repay the Developer for amounts advanced for operations and maintenance expenses, together with interest thereon, and to seek District electors' approval for such obligation, which shall be deemed a multi-fiscal year obligation.

The District will impose a mill levy to be assessed on all taxable property within the District as a primary source of revenue for operations and maintenance ("Operations Mill Levy"). The Debt Service Mill Levy Cap, defined in Section VI.C. below, for repayment of the bonds does not apply to the District's ability to increase its Operations Mill Levy as necessary for provision of operation and maintenance services to its taxpayers and service users. However, there are statutory and constitutional limits on the District's ability to increase its mill levy for provision of operation and maintenance services without an election.

In addition to the Operations Mill Levy, the District may also rely upon various other revenue sources authorized by law and this Service Plan to offset the expenses of capital construction and District management, operations and maintenance. These will include revenues from other governmental entities, including the City's General Improvement District ("GID"), and the Developer as well as the power to assess fees, rates, tolls, penalties, or charges as provided in Title 32, as amended.

It is anticipated that the District, the City and the Authority will enter into an agreement in which the Authority will pledge to the District certain Tax Increment revenues, as that term is defined in Section 7 of the City of Loveland Urban Renewal Plan, attached hereto as **Exhibit G**. However, that portion of such Tax Increment which is derived from or attributable to municipal sales taxes and *ad valorem* taxes levied by entities other than the District and the GID shall not be used to pay the District's operations and maintenance costs and may only be used to secure and repay bonds issued by the District as provided hereunder.

VI. FINANCIAL PLAN

A. General Discussion

The Financial Plan attached hereto as **Exhibit F** illustrates how the proposed facilities and/or services may be financed, including the estimated costs of engineering services, legal services, administrative services, proposed indebtedness and estimated interest rates and discounts, and other major expenses related to the organization and operation of the District. The Financial Plan demonstrates the issuance of the debt and the anticipated repayment based on the projected development in the District's boundaries. The Financial Plan demonstrates that the District has the ability to finance the facilities identified herein, and will be capable of discharging the proposed indebtedness on a reasonable basis. The Financial Plan sets forth a reasonable estimate of growth within the District and allows the Board a measure of flexibility such that the District need not incur debt in excess of what it needs to meet the demands for facilities and services within the District.

B. Proposed Indebtedness

The provision of facilities by the District will be financed by the issuance of bonds, primarily secured by Tax Increment received from the Authority. Accordingly, the District shall not issue any bonds prior to the execution of the an agreement between and among the District, the City and the Authority that sets forth the terms and conditions by which the Authority will remit to the District Tax Increment, which the Authority receives derived from the current and future levy of *ad valorem* taxes on real and personal taxable property within the District by any jurisdiction and the Tax Increment received by the Authority attributable to municipal sales taxes collected on retail sales within the District. Additional security for the bonds will be provided by other sources of revenue as set forth in the Financial Plan. The Financial Plan demonstrates the issuance of the bonds and the anticipated repayment based on the projected development within

the District's boundaries. It is anticipated that bonds will be issued in 2004. Prior to that time, the construction costs for necessary improvements will be advanced by the Developer within the District, subject to subsequent acquisition by the District of the completed improvements and reimbursement to the Developer of such advanced construction costs. To the extent that the cost of the improvements cannot be financed with bond proceeds, the Developer shall be required to pay such costs. Any obligations issued or otherwise contracted for to reimburse the Developer for advanced construction costs shall be included within the debt limits described below.

The proposed maximum voted interest rate on bonds is eighteen percent (18.0%) and the maximum term, rates and discounts will be determined at the time the bonds are sold by the District and will reflect market conditions at the time of sale. Refunding bonds may be issued as determined by the Board, provided that the District may not issue any refunding bonds for which repayment will occur after the year 2037 without prior approval by the City Council.

The proposed total maximum amount of bonds that may be issued by the District shall be Seventeen Million Two Hundred Thousand Dollars (\$17,200,000). Refunding bonds which produce a present value savings shall not count against such maximum amount of bonds. For purposes of this Service Plan, bonds mean notes, bonds, certificates, debentures, loans or other evidence of indebtedness.

In addition to the foregoing, the District shall not be authorized to issue bonds until: (1) the District or District proponents has/have reimbursed the City for all the charges and fees it has incurred with its bond counsel and public finance consultant relating to their review of this Service Plan and creation of the District; (2) the owners of property in the District provide to the City Attorney a mill levy disclosure statement signed by the owners of the property in a form acceptable to the City Attorney, which statement shall be recorded with the Larimer County Clerk and Recorder; (3) the City and the owners of property in the District enter into an agreement which requires such owners to provide the mill levy disclosure statement to all prospective purchasers of residential units in the District prior to any purchaser entering into the contract to purchase a residential unit from the owner or owners, or their successors and assigns; and (4) the District has provided the City Attorney with an opinion prepared by a nationally recognized bond counsel evidencing that the District has complied with all Service Plan requirements relating to such bonds.

C. Debt Service Mill Levy Cap

The District will impose a mill levy to be assessed on all taxable property in the District as a primary source of revenue for repayment of debt service ("Debt Service Mill Levy"). Although the mill levy may vary depending upon the elected Board's decision to fund the projects contemplated in this Service Plan, it is estimated that the District's Debt Service Mill Levy as set forth in the Financial Plan, together with other revenues included in the Tax Increment and from other sources as identified in the Financial Plan, will produce revenue sufficient to support the District's debt retirement

throughout the bond repayment period. In addition, the District may capitalize interest to permit payment of interest during the time lapse between development of taxable properties and the collection of tax levies therefrom. Interest income through the reinvestment of construction funds, capitalized interest and annual tax receipts will provide additional funds. These revenue sources should be sufficient to retire the proposed indebtedness if growth occurs as projected; otherwise, increases in the Debt Service Mill Levy and/or the imposition of rates, tolls, fees and charges may be necessary; but in no event shall the debt service mill levy exceed the Mill Levy Cap, as defined below.

For purposes of this Section VI., "Debt Service Mill Levy Cap" shall mean that the mill levy pledged for repayment of bonds or other obligations shall not exceed 50 mills, with adjustments as described hereafter. The Debt Service Mill Levy Cap will be automatically adjusted after the date of approval of this Service Plan by the same proportion as any increase or decrease by the State of Colorado of the ratio for assessment of commercial or residential property from the ratios of 29% and 7.96% respectively, in order to produce the same revenues as would have been produced from the imposition of fifty (50) mills had the valuation of property not been changed as a result of changes in Colorado law. Further, in the event the method of calculating assessed valuation is changed after the date of approval of this Service Plan by any change in law, change in method of calculation, or in the event of any legislation or constitutionally mandated tax credit, cut or abatement, the Debt Service Mill Levy Cap herein provided may be increased or decreased to reflect such changes, such increases or decreases to be determined by the Board in good faith (such determination to be binding and final) so that, to the extent possible, the actual tax revenues generated by the mill levy, as adjusted, are neither diminished nor enhanced as the result of such change.

D. Cost Summary and Bond Development

The Financial Plan reflects the total amount of bonds to be sold to finance the completion, construction, acquisition and/or installation of the proposed facilities, including all costs and expenses related to the anticipated bond issuances. The amount of bonds sold will be based upon the final engineering estimates and/or actual construction contracts. Organizational costs, including legal fees, and capitalized interest costs, are anticipated to be paid from the proceeds of the first bond issue. The interest rates as set forth in the Financial Plan are based upon the advice of Piper Jaffray & Co., underwriter for the District.

The Financial Plan projects the anticipated flow of funds and is based upon estimates of construction and project needs for bond proceeds to finance the District's improvements. The District's engineer has evaluated the timing and cost estimate of the District's improvements which are necessary to support the proposed absorptions of development as projected in the Financial Plan and has concurred with the assumptions.

E. Economic Viability

The Financial Plan illustrates the estimated income and expenses for the District over a thirty (30) year period presuming issuance of one series of bonds maturing within a thirty (30) year period. It is anticipated that the City will create a new urban renewal area with boundaries that are coterminous with those of the District prior to the District's issuance of the bonds to assure that Tax Increment revenues resulting from development within the District are available to the District. The Authority's allocation of Tax Increment to the District shall terminate with the expiry of the term of the availability of Tax Increment funding as set forth in the City of Loveland Urban Renewal Plan for the new urban renewal area, unless the Authority exercises its power to extend the period of Tax Increment funding pursuant to Section 31-25-107(9), C.R.S. The analysis reflects a total build-out period of eighteen (18) months for the commercial and residential development, a Debt Service Mill Levy and an Operations Mill Levy. It is also assumed that the increased retail sales tax revenues will be realized immediately upon completion of construction and leasing of the retail portions of the property within the District, assessed valuation from new construction will be realized one (1) year after construction and that tax collections will be realized two (2) years after such construction. The Financial Plan contained in this Service Plan demonstrates the economic viability of the District.

F. Enterprises

The District's Board may also set up enterprises to manage, fund and operate such facilities, services and programs as may qualify for enterprise status using the procedures and criteria provided by Article X, Section 20, Colorado State Constitution. To the extent provided by law, any enterprise created by the District will remain under the control of the Board.

G. Existing Conditions

The current assessed value of the Subject Property is de minimis, and for the purposes of the Financial Plan, is assumed to be zero dollars (\$0). The current residential population of the District is zero (0), the projected resident population of the District at build-out is 250 persons. The total overlapping mill levy imposed on the Subject Property for tax collection year 2003 is 83.253.

H. Limitation on Issuance of Debt and Imposition of Mill Levies

If within thirty-six months after City Council approves this Service Plan, the District has failed to receive a full building permit and commence work on the footings and foundation of the proposed public parking structure and has not issued bonds in the amount of at least Three Million Five Hundred Thousand Dollars (\$3,500,000) to finance the construction of District improvements, the District shall not issue any bonds, excluding the refunding of any then existing bonds, and shall not impose any new mill levies, other than those required to meet the District's financial obligations

related to any then existing bonds, without the City Council's prior consent to such issuance of bonds and/or imposition of new mill levies and such consent shall not constitute a material modification of the Service Plan.

VII. FILINGS WITH CITY AND QUINQUENNIAL REVIEW

The District shall file with the City the following information and documents promptly after they become available in their final, executed form:

- A. Annual audited financial statement of the District;
- B. Annual Budget of the District;
- C. Construction contracts in excess of \$100,000;
- D. Intergovernmental Agreements;
- E. Resolutions regarding issuance of bonds or other financial obligations, including relevant financing documents, credit agreements and official statements.

Pursuant to Section 32-1-1101.5, at the City's request, the District shall submit application for a quinquennial finding of reasonable diligence in every fifth calendar year after the calendar year in which any District ballot issue to incur any indebtedness was approved by its electors. In the event that the City determines that a public hearing is necessary on such application, such hearing shall be held in accordance with Section 32-1-1101.5(2)(a) and a determination for continuation of the authority of the Board to issue any remaining authorized debt shall be made at that time. At the City's sole discretion, the District shall pay a reasonable administrative fee for any quinquennial review required by the City.

VIII. DISSOLUTION

The District shall file a petition in the District Court for dissolution when there are no financial obligations or outstanding bonds, or any such financial obligations or outstanding bonds are adequately secured by escrow funds or securities meeting the investment requirements in Part 6 of Article 75 of Title 24, C.R.S., and upon an independent determination by the City Council that the purposes for which the District was created have been achieved. Dissolution of the District is subject to compliance with the statutory requirements of Part 7 of Article 1 of Title 32, C.R.S. The District will work closely and cooperate with the City to serve and promote the health, safety, prosperity, security and general welfare of its inhabitants.

IX. CONSOLIDATION

The District shall not file a request with the Larimer County District Court ("District Court") to consolidate with another District without prior written notice to the City.

X. RESOLUTION OF APPROVAL

The City's Resolution of approval of this Service Plan shall be incorporated into the petition submitting the Service Plan to the appropriate District Court.

XI. NOTICE OF ORGANIZATION

The current organizers of the District will take steps to insure that the Developer of the property located within the District provides written notice at the time of closing to purchasers of land regarding the existence of taxes, charges or assessments which may be imposed in connection with the District. The District will also record the Order of the District Court creating the District in the real property records of the Clerk and Recorder of Larimer County, Colorado, so that all future property owners within the District will have notice regarding the existence of the District.

XII. CONSERVATION TRUST FUND

The District shall claim no entitlement to funds from the Conservation Trust Fund, the Great Outdoors Colorado Fund or any other grant moneys for which the City may be eligible, without prior written consent of the City.

XIII. ELECTIONS; OTHER REQUIREMENTS

All elections will be conducted as provided by the Uniform Election Code of 1992 (as amended) and the TABOR Amendment. The election questions may include TABOR Amendment ballot questions. Thus, the ballot may deal with the following topics (in several questions, but not necessarily using the exact divisions shown here):

- A. Approval of new taxes;
- B. Approval of operational mill levies;
- C. Approval of bond and other indebtedness limits;
- D. Approval of property tax revenue limitations; and
- E. Approval of total revenue limits.

Ballot issues may be consolidated as approved in Court orders. In addition, the District shall submit a ballot question to the eligible electors of the District to allow the District to receive and spend revenue from any source, including Tax Increment received from the Authority, without regard to any spending, revenue-raising or other limitation contained within Article X, Section 20 of the Colorado Constitution. The City should be assured that the District intends to follow both the letter and the spirit of the Special District Act, the Uniform Election Code of 1992, and the TABOR Amendment and any applicable City requirements. Future elections to comply with the TABOR Amendment are anticipated, and may be held as determined by the elected Board of the District.

XIV. LANDOWNERS PUBLIC IMPROVEMENTS

The creation of the District shall not relieve the landowners, their successors or assigns of the obligation to construct public improvements required by any annexation or other subdivision improvement agreement.

XV. MODIFICATION OF SERVICE PLAN

The District will obtain the approval of the City Council before making any material modifications to this Service Plan. Material modifications include modifications of a basic or essential nature including additions to the types of services provided by the District, change in dissolution date or change in debt limit. This is not an exclusive list of all actions that may be identified as a material modification. City Council approval is not required for modifications to this Service Plan necessary for the execution of financing or construction of public improvements already outlined in this Service Plan.

XVI. STATUTORY REQUIREMENTS

It is submitted that this Service Plan for the District meets the requirements of the Special District Control Act, meets applicable requirements of the Colorado Constitution and those of the City. It is further submitted 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 proposed development; and

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

E. Adequate service is not, and will not be, available to the area through the City, or other existing municipal or quasi-municipal corporations, including existing special districts, within a reasonable time and on a comparable basis.

F. The facility and service standards of the District are compatible with the facility and service standards of the City within which the District is to be located.

G. The proposal is in substantial compliance with a master plan adopted by the City pursuant to Section 31-23-206, C.R.S.

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

I. The ongoing existence of the District is in the best interests of the area proposed to be served.

EXHIBIT A

Legal Description of the District

Lots 22 – 24, Block 41, less the east 10 feet of Lot 24, FINLEY'S ADDITION to the City of Loveland, also known as 329 East 5th Street; AND

Lots 1 – 12 and the North 6.5 feet of Lot 13, Block 41, less the east 10 feet of Lot 1, FINLEY'S ADDITION to the City of Loveland, also known as 550 North Lincoln Avenue; AND

The South 18.5 feet of Lot 13, all of Lot 14, and the North 13 feet of Lot 15, Block 41, FINLEY'S ADDITION to the City of Loveland, also known as 320 East 6th Street; AND

The South 12 feet of Lot 15, all of Lots 16, 17 and 18, FINLEY'S ADDITION to the City of Loveland, also known as 502 North Lincoln Avenue;

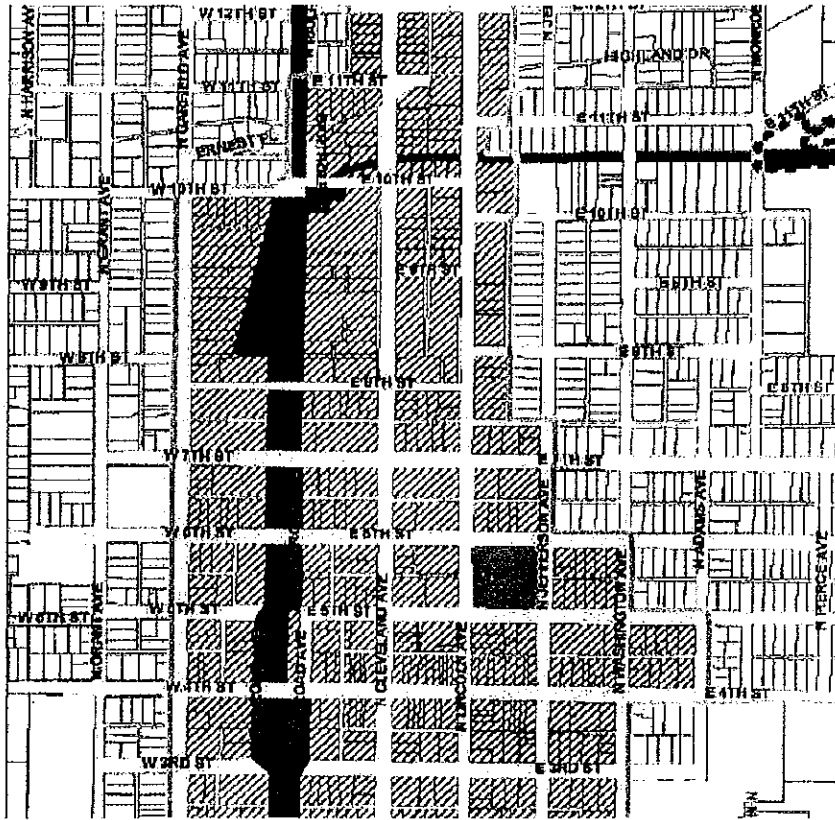
AND Lots 19 – 21, Block 41, FINLEY'S ADDITION to the City of Loveland, also known as 329 East 5th Street;

AND The vacated alley extending North and South across Block 41, FINLEY'S ADDITION to the City of Loveland as recorded in Book 1748 Page 570 of the Larimer County Records.



EXHIBIT B

District Map

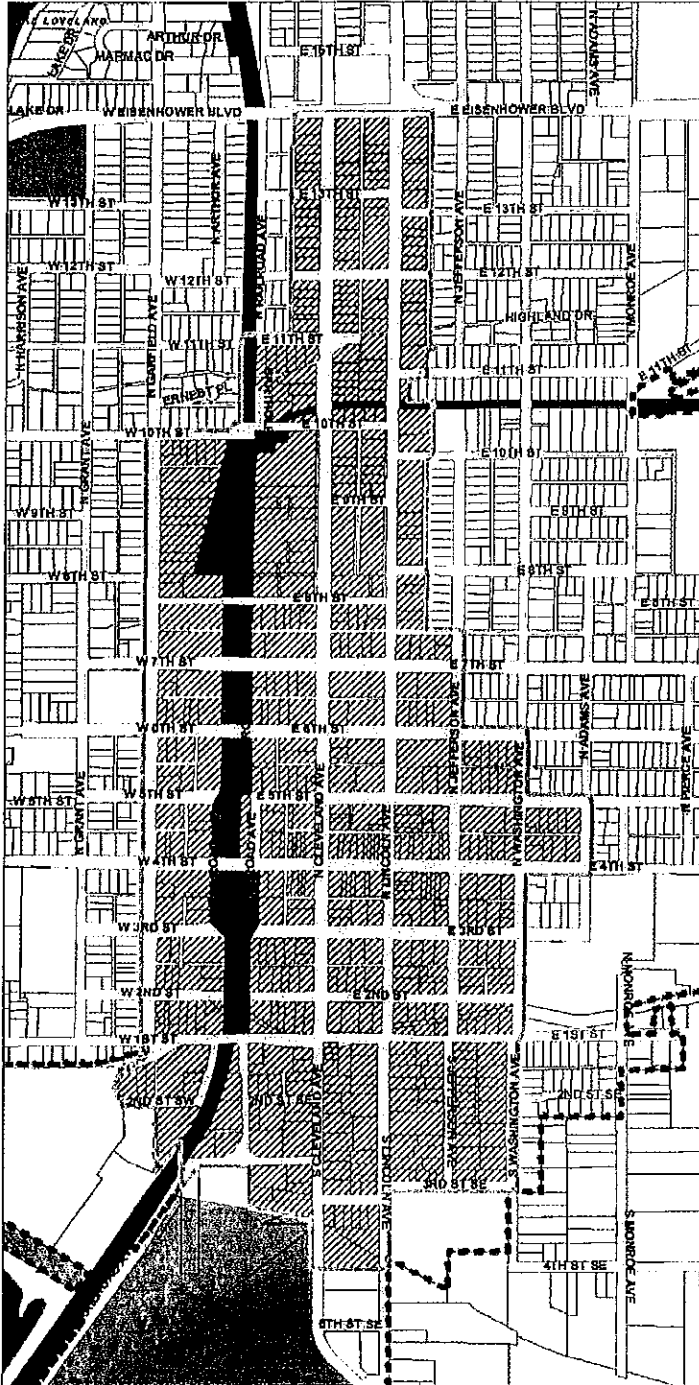


Lincoln Place Metropolitan District

U

EXHIBIT C

Vicinity Map



Downtown Loveland Urban Renewal Area



Legend

- Urban Renewal Area
- railroad ROW
- streets & alleys
- lakes
- parks
- municipal limits

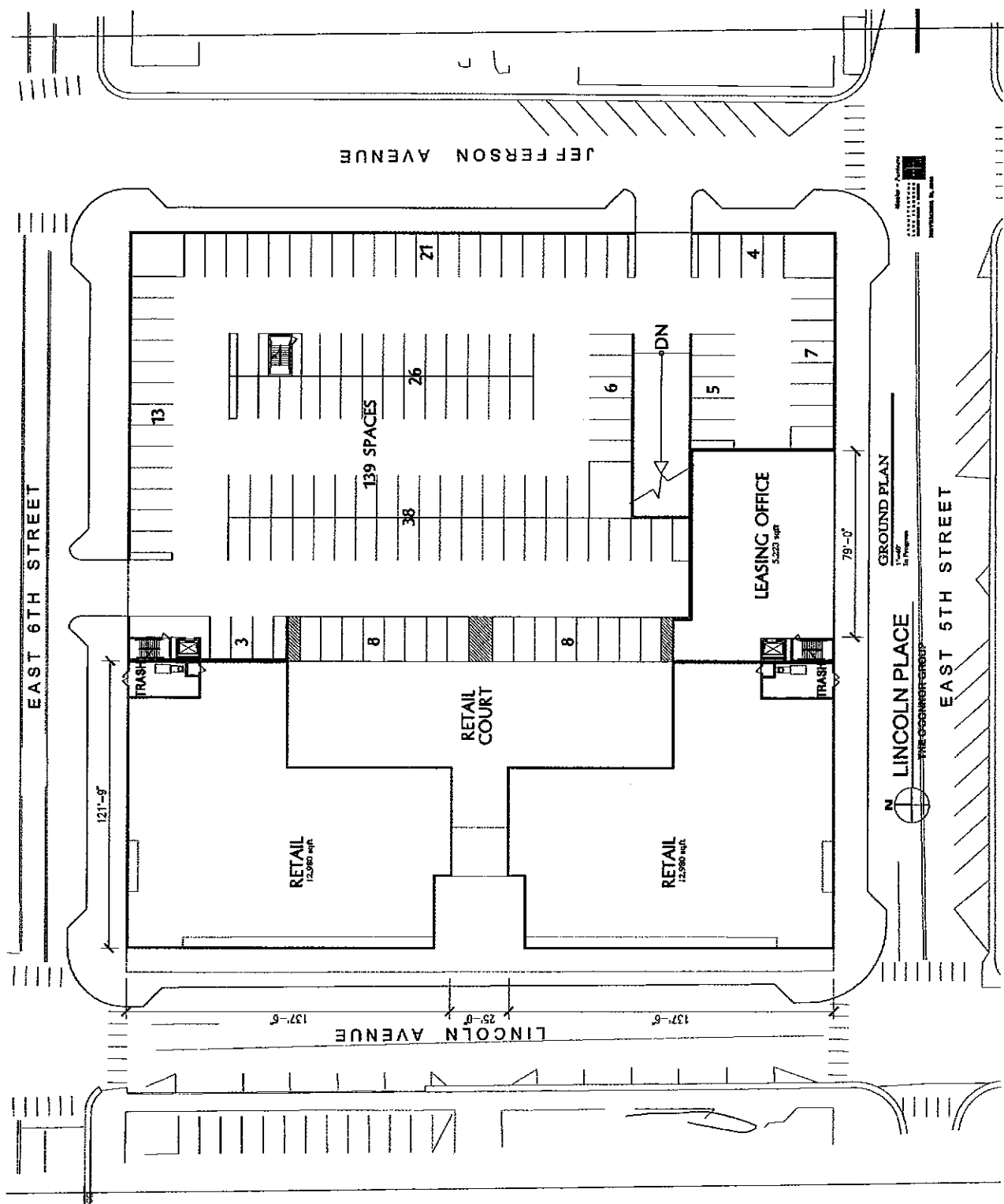
Prepared by:
Long Range Planning Division
600 E. Third Street
Loveland, CO 80537

Date: 6/21/02



EXHIBIT D

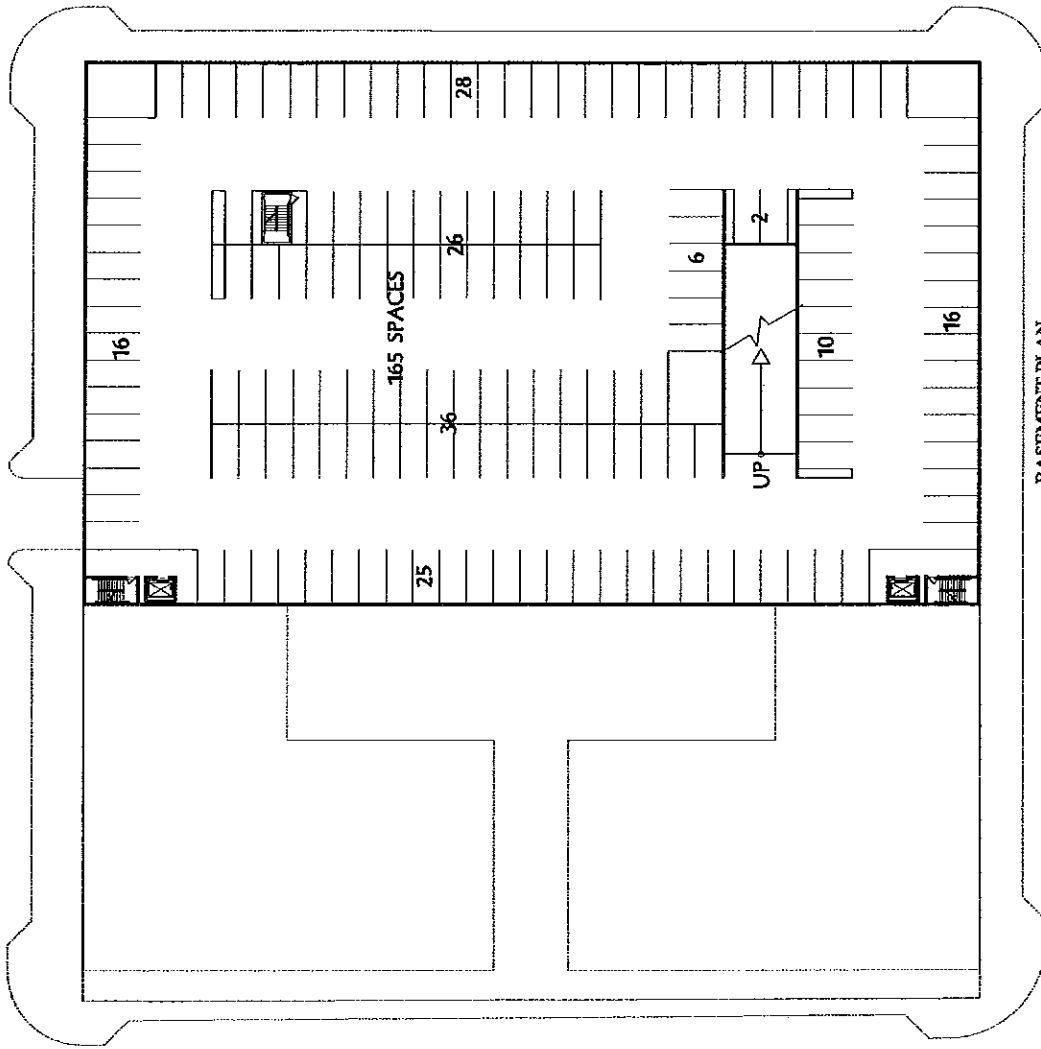
Street and Safety Protection System



NUMBER OF PAGES: 1
 DATE: 11.15.2022
 PROJECT: LINCOLN PLACE

GROUND PLAN
 1"=40'
 IN PROJECT

N
 LINCOLN PLACE
 THE OGDEN GROUP



165 SPACES
 16
 25
 26
 28
 6
 2
 10
 UP

BASEMENT PLAN
 1-47
 3/11/2011

LINCOLN PLACE
 THE O'CONNOR GROUP

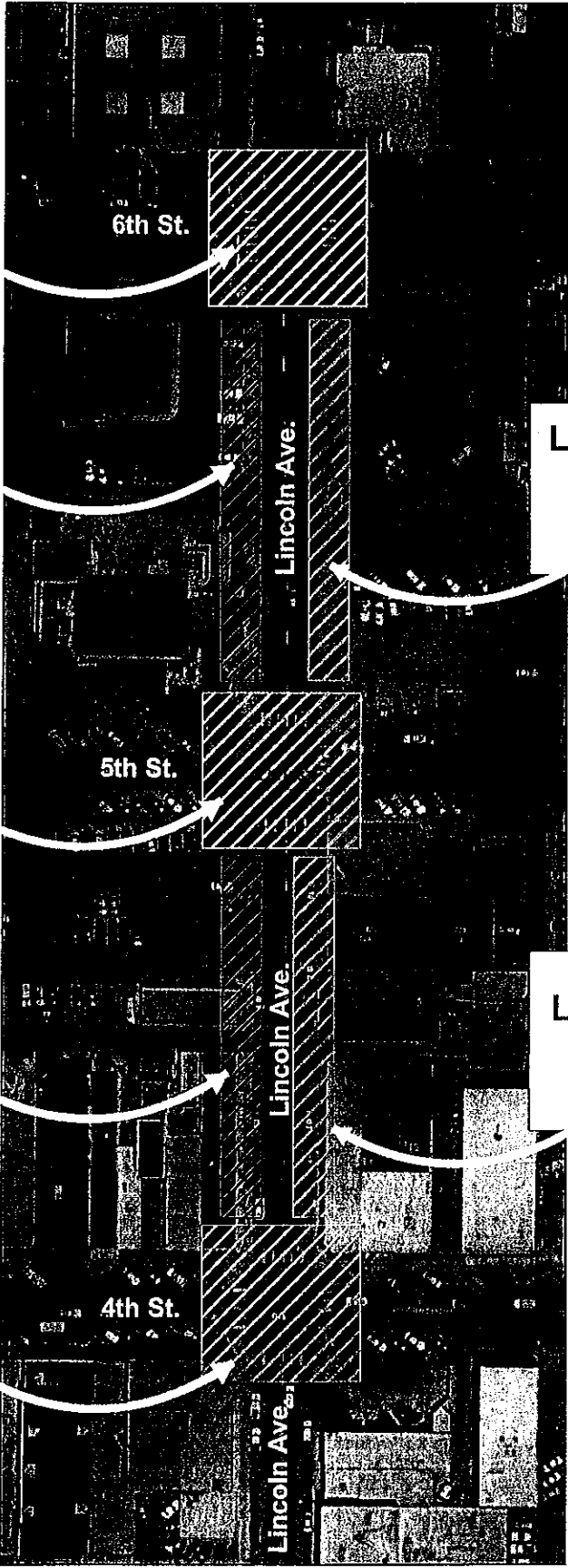
**6th & Lincoln
Enhanced Corner**

**Lincoln - west
Modified
Block Face**

**5th & Lincoln
Enhanced Corner**

**Lincoln - west
Modified
Block Face**

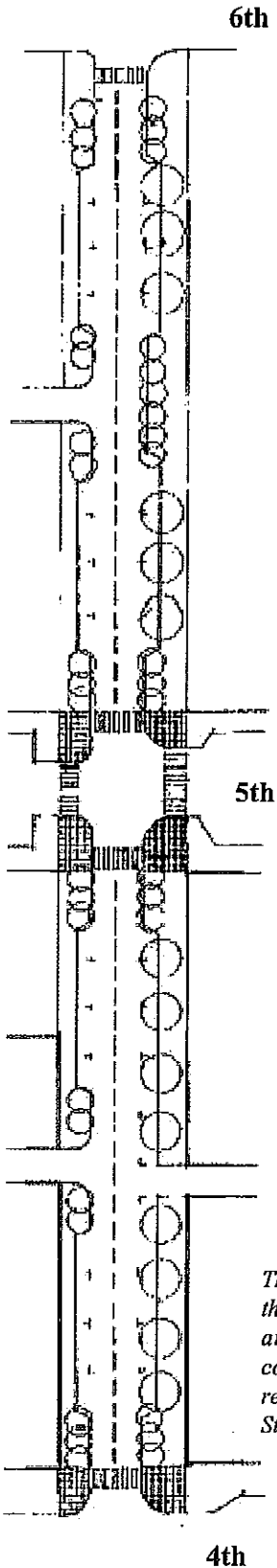
**4th & Lincoln
Enhanced Corner**



**Lincoln - east
Typical
Block Face**

**Lincoln - east
Typical
Block Face**

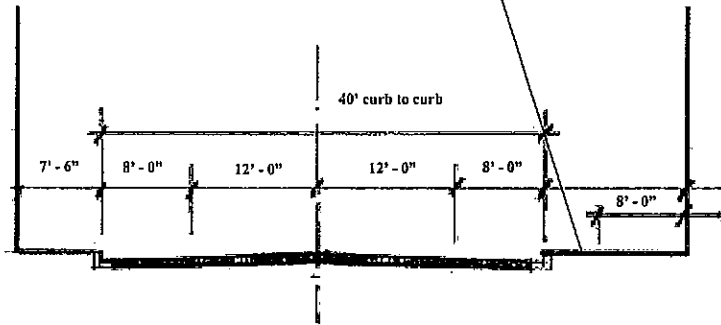
**STUDY
AREA**
**US 287
Lincoln Ave.
Enhancements**
**Downtown
Loveland**



PLAN
(not to scale)

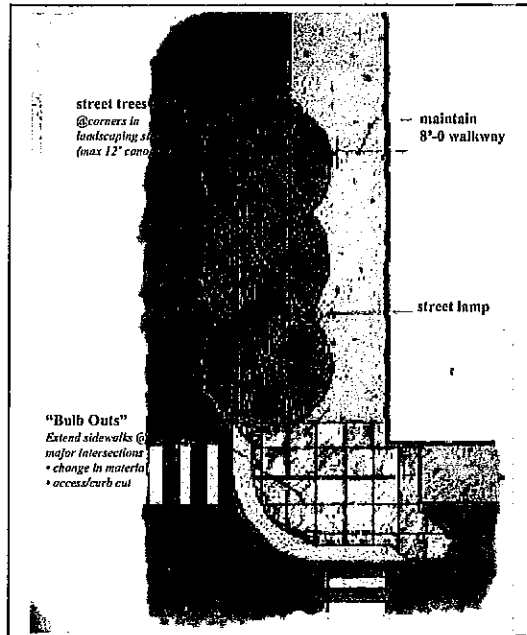
The initial phase of the work is for the stretch of Lincoln between 4th and 6th Ave. It is scheduled to coincide with a proposed CDoT resurfacing project and the City's Storm Drainage project.

(1) Due to Lincoln's limited Right-of-way width, larger Street Trees on eastern side of street only



(1) NOTE: The proposed concept recognizes that the Right of Way width is greater on Cleveland. Streetscape projects on Cleveland will incorporate Street Trees per the eastern portion of the plan (illustrated to the left) on both the east and west blocks.

LINCOLN AVE. CROSS SECTION
(not to scale)



"Bulb outs" will enhance the many pedestrian features of the downtown area.

CORNER DETAIL
(not to scale)

EXHIBIT E

Public Improvements Cost Estimate

LINCOLN PLACE METRO DISTRICT
Loveland, CO
O'Connor Development, LLC - Mixed-Use Project
Prelim Development Cost Analysis- Tax Increment & Metro District Allocations

Updated: 10/28/03

		ALLOCATED COST ESTIMATE
LAND COST		\$315,000
CONSTRUCTION COSTS		
Parking Garage Construction		\$4,400,000
Earthwork & Utilities		\$170,000
Flatwork, Paving & Landscaping		\$225,000
General Conditions		\$340,000
Other		\$125,000
Subtotal Construction Costs		\$5,260,000
DEVELOPMENT COSTS		
Design Fees		\$150,000
Project Management Fee		\$360,000
Other		\$100,000
Subtotal Development Costs		\$610,000
TOTAL EST. COST		\$6,185,000

EXHIBIT F

Financial Plan

LINCOLN PLACE
Urban Renewal District
 Loveland, Colorado
District Cash Flow
 35 Mills
 23 Year URA

Collection Year	Assessed Value ⁽¹⁾	Real Sites Tax Collection		Total URA Tax Collection		Mill Levy	Property Tax Ownership		Use Tax	Total MD Revenues	Mill Levy	Property Tax Revenue		Total Revenues Available for Debt Service	Debt Service			Total Debt Service ⁽²⁾	Surplus (Deficit)	Cummulative fund balance	O&M Levy ⁽³⁾	O&M Revenues	O&M Expenses	Surplus (Deficit)	Cummulative fund balance	
		Property Tax Revenue	Use Tax	Property Tax Revenue	Use Tax		Principal	Interest				CAPI Fund	DRSF Benefits		Net Debt Service ⁽⁴⁾											
2004	\$3,253	\$ -	\$ -	\$198,000	\$ -	35.00	\$35,000	\$ -	\$ -	\$ -	2.68	\$198,000	\$ -	\$198,000	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	10	\$ -	\$ -	\$ -	\$ -	\$ -
2005	\$3,253	\$ -	\$ -	199,980	\$ -	35.00	35,000	\$ -	\$ -	\$ -	2.68	199,980	\$ -	199,980	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	10	\$ -	\$ -	\$ -	\$ -	\$ -
2006	2,906,506	\$3,253	\$ -	201,980	\$ -	35.00	35,000	101,728	9,155	110,883	2.68	7,801	\$50,000	562,639	254,748	(12,565)	254,748	254,748	254,748	10	20,820	20,820	20,820	2,144	147,376	
2007	2,906,636	\$3,253	\$ -	204,000	\$ -	35.00	35,000	103,762	9,339	113,101	2.68	7,957	55,000	571,872	(31,129)	(31,129)	560,496	560,496	560,496	10	21,236	21,236	21,236	5,502	152,878	
2008	3,024,928	\$3,253	\$ -	206,040	\$ -	35.00	35,000	105,837	9,525	115,363	2.68	8,116	58,000	581,270	(35,129)	(35,129)	576,371	576,371	576,371	10	21,661	21,661	21,661	4,774	157,652	
2009	3,084,487	\$3,253	\$ -	208,100	\$ -	35.00	35,000	107,954	9,716	117,670	2.68	8,279	59,000	590,835	(39,129)	(39,129)	584,496	584,496	584,496	10	22,084	22,084	22,084	5,339	162,991	
2010	3,146,095	\$3,253	\$ -	210,181	\$ -	35.00	35,000	110,113	9,910	120,024	2.68	8,444	60,000	600,570	(43,129)	(43,129)	598,371	598,371	598,371	10	22,506	22,506	22,506	5,904	168,339	
2011	3,209,017	\$3,253	\$ -	212,283	\$ -	35.00	35,000	112,316	10,108	122,424	2.68	8,613	61,000	610,480	(47,129)	(47,129)	616,621	616,621	616,621	10	22,927	22,927	22,927	6,477	173,736	
2012	3,272,197	\$3,253	\$ -	214,406	\$ -	35.00	35,000	114,562	10,311	124,873	2.68	8,785	62,000	620,567	(51,129)	(51,129)	631,371	631,371	631,371	10	23,347	23,347	23,347	7,051	179,187	
2013	3,338,661	\$3,253	\$ -	216,550	\$ -	35.00	35,000	116,833	10,517	127,350	2.68	8,951	63,000	630,834	(55,129)	(55,129)	645,705	645,705	645,705	10	23,766	23,766	23,766	7,625	184,682	
2014	3,405,435	\$3,253	\$ -	218,715	\$ -	35.00	35,000	119,190	10,727	129,917	2.68	9,140	64,000	641,285	(59,129)	(59,129)	660,246	660,246	660,246	10	24,184	24,184	24,184	8,200	190,182	
2015	3,473,543	\$3,253	\$ -	220,902	\$ -	35.00	35,000	121,574	10,942	132,516	2.68	9,323	65,000	651,924	(63,129)	(63,129)	674,795	674,795	674,795	10	24,601	24,601	24,601	8,775	195,733	
2016	3,542,874	\$3,253	\$ -	223,111	\$ -	35.00	35,000	124,005	11,160	135,166	2.68	9,509	66,000	662,753	(67,129)	(67,129)	688,371	688,371	688,371	10	25,018	25,018	25,018	9,350	201,333	
2017	3,613,374	\$3,253	\$ -	225,342	\$ -	35.00	35,000	126,486	11,384	137,869	2.68	9,694	67,000	673,777	(71,129)	(71,129)	702,648	702,648	702,648	10	25,435	25,435	25,435	9,925	206,933	
2018	3,686,152	\$3,253	\$ -	227,596	\$ -	35.00	35,000	128,917	11,611	140,528	2.68	9,884	68,000	684,999	(75,129)	(75,129)	717,870	717,870	717,870	10	25,852	25,852	25,852	10,500	212,533	
2019	3,759,975	\$3,253	\$ -	229,872	\$ -	35.00	35,000	131,296	11,844	143,140	2.68	10,072	69,000	696,423	(79,129)	(79,129)	732,294	732,294	732,294	10	26,269	26,269	26,269	10,675	218,133	
2020	3,835,072	\$3,253	\$ -	232,171	\$ -	35.00	35,000	133,628	12,080	145,708	2.68	10,263	70,000	708,053	(83,129)	(83,129)	747,924	747,924	747,924	10	26,686	26,686	26,686	10,850	223,733	
2021	3,911,774	\$3,253	\$ -	234,492	\$ -	35.00	35,000	135,912	12,322	148,234	2.68	10,459	71,000	719,893	(87,129)	(87,129)	762,764	762,764	762,764	10	27,103	27,103	27,103	11,025	229,333	
2022	3,990,009	\$3,253	\$ -	236,837	\$ -	35.00	35,000	138,150	12,569	150,719	2.68	10,659	72,000	731,945	(91,129)	(91,129)	777,816	777,816	777,816	10	27,520	27,520	27,520	11,200	234,933	
2023	4,069,810	\$3,253	\$ -	239,206	\$ -	35.00	35,000	140,344	12,820	153,164	2.68	10,863	73,000	744,216	(95,129)	(95,129)	792,787	792,787	792,787	10	27,937	27,937	27,937	11,375	240,533	
2024	4,151,206	\$3,253	\$ -	241,598	\$ -	35.00	35,000	142,492	13,076	155,568	2.68	11,071	74,000	756,708	(99,129)	(99,129)	807,579	807,579	807,579	10	28,354	28,354	28,354	11,550	246,133	
2025	4,234,230	\$3,253	\$ -	244,014	\$ -	35.00	35,000	144,596	13,338	157,934	2.68	11,281	75,000	769,426	(103,129)	(103,129)	822,297	822,297	822,297	10	28,771	28,771	28,771	11,725	251,733	
2026	4,319,514	\$3,253	\$ -	246,451	\$ -	35.00	35,000	146,656	13,605	160,261	2.68	11,494	76,000	782,470	(107,129)	(107,129)	837,341	837,341	837,341	10	29,188	29,188	29,188	11,900	257,333	
2027	4,407,054	\$3,253	\$ -	248,918	\$ -	35.00	35,000	148,673	13,877	162,550	2.68	11,711	77,000	795,909	(111,129)	(111,129)	852,780	852,780	852,780	10	29,605	29,605	29,605	12,075	262,933	
2028	4,496,859	\$3,253	\$ -	251,416	\$ -	35.00	35,000	150,646	14,154	164,800	2.68	11,932	78,000	809,662	(115,129)	(115,129)	868,533	868,533	868,533	10	30,022	30,022	30,022	12,250	268,533	
2029	4,589,339	\$3,253	\$ -	253,944	\$ -	35.00	35,000	152,574	14,437	167,011	2.68	12,157	79,000	823,919	(119,129)	(119,129)	884,790	884,790	884,790	10	30,439	30,439	30,439	12,425	274,133	
2030	4,684,492	\$3,253	\$ -	256,501	\$ -	35.00	35,000	154,456	14,726	169,182	2.68	12,385	80,000	839,684	(123,129)	(123,129)	901,555	901,555	901,555	10	30,856	30,856	30,856	12,600	279,733	
2031	4,782,321	\$3,253	\$ -	259,088	\$ -	35.00	35,000	156,292	15,020	171,312	2.68	12,616	81,000	857,990	(127,129)	(127,129)	919,861	919,861	919,861	10	31,273	31,273	31,273	12,775	285,333	
2032	4,882,831	\$3,253	\$ -	261,706	\$ -	35.00	35,000	158,082	15,319	173,401	2.68	12,850	82,000	878,320	(131,129)	(131,129)	939,191	939,191	939,191	10	31,690	31,690	31,690	12,950	290,933	
2033	4,985,026	\$3,253	\$ -	264,354	\$ -	35.00	35,000	160,828	15,623	175,451	2.68	13,087	83,000	900,673	(135,129)	(135,129)	959,542	959,542	959,542	10	32,107	32,107	32,107	13,125	296,533	
2034	5,088,907	\$3,253	\$ -	267,042	\$ -	35.00	35,000	163,531	15,942	177,473	2.68	13,328	84,000	924,041	(139,129)	(139,129)	980,912	980,912	980,912	10	32,524	32,524	32,524	13,300	302,133	
Total	\$6,149,336	\$3,253	\$ -	\$3,032,214	\$ -	35.00	35,000	\$3,769,138	\$39,222	\$4,108,360	2.68	\$198,239	\$15,883,848	\$15,883,848	\$15,883,848	\$15,883,848	\$15,883,848	\$15,883,848	\$15,883,848	10	\$771,406	\$771,406	\$771,406	\$771,406	\$771,406	

(1) AV displayed is net of base AV for the district (\$233,000 in 2005). Assumes 2% annual growth rate. Commercial property assessed at 23% residential at 7.96%.
 (2) Real Sites Tax Collection = 100% of URA taxes. Assumes 1% annual growth rate. Sales per sq/ft = \$310. URA collection period ends 10/2027.
 (3) Net debt service based on par amount of \$1,410,000 and net proceeds of \$5,307,751.98 @ 7.5%.
 (4) Model assumes the following market values: Retail = \$200 per sq/ft with 22,000 sq/ft. Residential = \$150 per sq/ft with 156,240 sq/ft.
 (5) O&M Mill Levy assessed on commercial property only.

LINCOLN PLACE
Urban Renewal District
Loveland, Colorado

Commercial Assessed Value

Market Value Per SQ/FT		Retail \$200.00				Office \$80.00						
FY 12/31	Assessed	Collected	Annual Absorption (Square Feet)	Market Value ⁽¹⁾	Assessed Value ⁽²⁾	Cumulative Assessed Value ⁽¹⁾	Annual Absorption (Square Feet)	Market Value ⁽¹⁾	Assessed Value ⁽²⁾	Cumulative Assessed Value ⁽¹⁾	Base AV	Cumulative Assessed Value
2004												
2005			22,000	4,400,000	1,276,000	1,276,000	-	-	-	-	235,000	1,041,000
2006						1,301,520	-	-	-	-	239,700	1,061,820
2007						1,327,550	-	-	-	-	244,494	1,083,056
2008						1,354,101	-	-	-	-	249,384	1,104,718
2009						1,381,183	-	-	-	-	254,372	1,126,812
2010						1,408,807	-	-	-	-	259,459	1,149,348
2011						1,436,983	-	-	-	-	264,648	1,172,335
2012						1,465,723	-	-	-	-	269,941	1,195,782
2013						1,495,037	-	-	-	-	275,340	1,219,697
2014						1,524,938	-	-	-	-	280,847	1,244,091
2015						1,555,437	-	-	-	-	286,464	1,268,973
2016						1,586,346	-	-	-	-	292,193	1,294,353
2017						1,618,277	-	-	-	-	298,037	1,320,240
2018						1,650,642	-	-	-	-	303,998	1,346,645
2019						1,683,655	-	-	-	-	310,078	1,373,577
2020						1,717,328	-	-	-	-	316,279	1,401,049
2021						1,751,675	-	-	-	-	322,605	1,429,070
2022						1,786,708	-	-	-	-	329,057	1,457,651
2023						1,822,442	-	-	-	-	335,638	1,486,804
2024						1,858,891	-	-	-	-	342,351	1,516,540
2025						1,896,069	-	-	-	-	349,198	1,546,871
2026						1,933,990	-	-	-	-	356,182	1,577,809
2027						1,972,670	-	-	-	-	363,305	1,609,365
2028						2,012,123	-	-	-	-	370,571	1,641,522
2029						2,052,366	-	-	-	-	377,983	1,674,383
2030						2,093,413	-	-	-	-	385,542	1,707,871
2031						2,135,282	-	-	-	-	393,253	1,742,028
2032						2,177,987	-	-	-	-	401,118	1,776,869
2033						2,221,547	-	-	-	-	409,141	1,812,406
2034						2,265,978	-	-	-	-	417,324	1,848,654
Total			22,000	4,400,000	1,276,000							

(1) Market Value Per Sq/Ft inflated at annual rate of 2% from base year of 2005.

(2) Commercial property assessed at 29% of Market Value

LINCOLN PLACE
Urban Renewal District
Loveland, Colorado

Retail Sales Revenue

Sales Per SQ/FT		Retail				
		\$308.00				
FY 12/31	Revenue Producing Retail Space (Square Feet)	Annual Sales ⁽¹⁾	Sales Tax ⁽²⁾	URA Tax Collection ⁽³⁾	Cumulative Tax Collection	
2004						
2005	22,000	6,600,000	198,000	198,000	198,000	
2006	22,000	6,666,000	199,980	199,980	397,980	
2007	22,000	6,732,660	201,980	201,980	599,960	
2008	22,000	6,799,987	204,000	204,000	803,959	
2009	22,000	6,867,986	206,040	206,040	1,009,999	
2010	22,000	6,936,666	208,100	208,100	1,218,099	
2011	22,000	7,006,033	210,181	210,181	1,428,280	
2012	22,000	7,076,093	212,283	212,283	1,640,563	
2013	22,000	7,146,854	214,406	214,406	1,854,968	
2014	22,000	7,218,323	216,550	216,550	2,071,518	
2015	22,000	7,290,506	218,715	218,715	2,290,233	
2016	22,000	7,363,411	220,902	220,902	2,511,136	
2017	22,000	7,437,045	223,111	223,111	2,734,247	
2018	22,000	7,511,416	225,342	225,342	2,959,589	
2019	22,000	7,586,530	227,596	227,596	3,187,185	
2020	22,000	7,662,395	229,872	229,872	3,417,057	
2021	22,000	7,739,019	232,171	232,171	3,649,228	
2022	22,000	7,816,409	234,492	234,492	3,883,720	
2023	22,000	7,894,573	236,837	236,837	4,120,557	
2024	22,000	7,973,519	239,206	239,206	4,359,763	
2025	22,000	8,053,254	241,598	241,598	4,601,360	
2026	22,000	8,133,787	244,014	244,014	4,845,374	
2027	22,000	8,215,125	246,454	246,454	5,091,828	
2028	22,000	8,297,276	248,918	248,918	5,340,746	
2029	22,000	8,380,249	251,407	251,407	5,592,154	
2030	22,000	8,464,051	253,922	253,922	5,846,075	
2031	22,000	8,548,692	256,461	256,461	6,102,536	
2032	22,000	8,634,179	259,025	259,025	6,361,561	
2033	22,000	8,720,520	261,616	261,616	6,623,177	
2034	22,000	8,807,726	264,232	264,232	6,887,409	
Total		229,580,284	6,887,409	6,887,409	-	

- (1) Annual Sales/SQ. ft. = \$300.00
- (2) Sales Tax = 3.00%
- (3) Urban Renewal District Retention % = 100.00%

Estimated tax revenues based on projections provided by the developer

LINCOLN PLACE
Urban Renewal District
Loveland, Colorado

Residential Assessed Value

Market Value Per SQ/FT	Residential (for rent)				Residential (for sale)					
	Assessed	Collected	Annual Absorption (Square Feet) ⁽¹⁾	Market Value ⁽²⁾	Assessed Value ⁽³⁾	Cumulative Assessed Value	Annual Absorption (Square Feet)	Market Value ⁽²⁾	Assessed Value ⁽³⁾	Cumulative Assessed Value
				\$150.00	\$0.00					
FY 12/31										
2004		2005	156,240.00	23,436,000	1,865,506	1,865,506	-	-	-	1,865,506
2005		2006	-	-	1,902,816	1,902,816	-	-	-	1,902,816
2006		2007	-	-	1,940,872	1,940,872	-	-	-	1,940,872
2007		2008	-	-	1,979,689	1,979,689	-	-	-	1,979,689
2008		2009	-	-	2,019,283	2,019,283	-	-	-	2,019,283
2009		2010	-	-	2,059,669	2,059,669	-	-	-	2,059,669
2010		2011	-	-	2,100,862	2,100,862	-	-	-	2,100,862
2011		2012	-	-	2,142,880	2,142,880	-	-	-	2,142,880
2012		2013	-	-	2,185,737	2,185,737	-	-	-	2,185,737
2013		2014	-	-	2,229,452	2,229,452	-	-	-	2,229,452
2014		2015	-	-	2,274,041	2,274,041	-	-	-	2,274,041
2015		2016	-	-	2,319,522	2,319,522	-	-	-	2,319,522
2016		2017	-	-	2,365,912	2,365,912	-	-	-	2,365,912
2017		2018	-	-	2,413,230	2,413,230	-	-	-	2,413,230
2018		2019	-	-	2,461,495	2,461,495	-	-	-	2,461,495
2019		2020	-	-	2,510,725	2,510,725	-	-	-	2,510,725
2020		2021	-	-	2,560,939	2,560,939	-	-	-	2,560,939
2021		2022	-	-	2,612,158	2,612,158	-	-	-	2,612,158
2022		2023	-	-	2,664,401	2,664,401	-	-	-	2,664,401
2023		2024	-	-	2,717,689	2,717,689	-	-	-	2,717,689
2024		2025	-	-	2,772,043	2,772,043	-	-	-	2,772,043
2025		2026	-	-	2,827,484	2,827,484	-	-	-	2,827,484
2026		2027	-	-	2,884,034	2,884,034	-	-	-	2,884,034
2027		2028	-	-	2,941,714	2,941,714	-	-	-	2,941,714
2028		2029	-	-	3,000,549	3,000,549	-	-	-	3,000,549
2029		2030	-	-	3,060,560	3,060,560	-	-	-	3,060,560
2030		2031	-	-	3,121,771	3,121,771	-	-	-	3,121,771
2031		2032	-	-	3,184,206	3,184,206	-	-	-	3,184,206
2032		2033	-	-	3,247,890	3,247,890	-	-	-	3,247,890
2033		2034	-	-	3,312,848	3,312,848	-	-	-	3,312,848
2034		Total	156,240	23,436,000	1,865,506	-	-	-	-	-

(1) Annual absorption based on gross rentable square feet.
(2) Market Value Per Sq/Ft inflated at annual rate of 2% from base year of 2005.
(3) Commercial property assessed at 7.96% of Market Value

LINCOLN PLACE
Urban Renewal District
Loveland, Colorado

Sources & Uses

Preliminary

\$7,420,000

LINCOLN PLACE URBAN RENEWAL DISTRICT
LOVELAND, COLORADO
TAX INCREMENT BONDS, SERIES 2004

Sources & Uses

Dated 06/01/2004 | Delivered 06/01/2004

SOURCES OF FUNDS

Par Amount of Bonds \$7,075,000.00

TOTAL SOURCES **\$7,075,000.00**

USES OF FUNDS

Total Underwriter's Discount (2.000%) 141,500.00

Costs of Issuance 75,000.00

Deposit to Debt Service Reserve Fund (DSRF) 558,432.38

Deposit to Capitalized Interest (CIF) Fund 992,315.64

Deposit to Project Account 5,307,751.98

TOTAL USES **\$7,075,000.00**

Series 2004 Svs Pln 30YR | SINGLE PURPOSE | 2/27/2004 | 3:28 PM

Piper Jaffray & Co.
Fixed Income Capital Markets

Page 1



EXHIBIT G

City of Loveland Urban Renewal Plan

City of Loveland
**URBAN RENEWAL
PLAN**

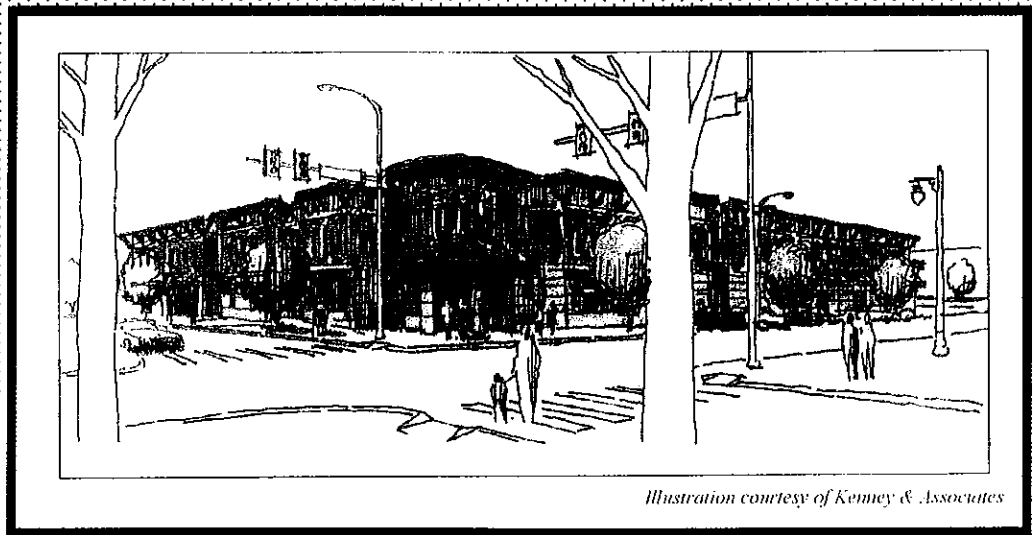


Illustration courtesy of Kemey & Associates

*October 1, 2002
Prepared by:
City of Loveland
Community Services Department
Long Range Planning Division
500 E. 3rd Street
Loveland, CO 80537*

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Executive Summary

Introduction

The Urban Renewal Plan ("Plan") was prepared pursuant to Part 1 of Article 25 of Title 31, Colorado Revised Statutes (C.R.S.), as amended. The Loveland Urban Renewal Authority ("Authority") will govern the implementation of the Plan. The Plan includes a Conditions Survey, which was used to justify the need for an urban renewal authority, and a redevelopment strategy for Downtown Loveland.

Urban Renewal Goals & Supporting Plans

The goals of the urban renewal effort are to serve primarily as a redevelopment catalyst for the downtown area. Actions of the Authority should be in accordance with the following Plan goals:

- G1:** *To eliminate and prevent conditions of blight which constitute an economic and social liability to the community*
- G2:** *To prevent the physical and economic deterioration of the Urban Renewal Area*
- G3:** *To attract capital investment in the downtown, and to assist in the retention and expansion of existing businesses, thus strengthening the City' economic base.*
- G4:** *To create a stable tax base*
- G5:** *To facilitate the development of mixed use projects in the downtown area.*

The City of Loveland plans that support the use of urban renewal activities in the downtown area include:

- Loveland Comprehensive Master Plan
- Loveland 2020 Transportation Plan
- Previous master plans prepared for the downtown by the municipality and the former Downtown Development Authority

Conditions Survey

A survey of conditions in the downtown Loveland Area was performed by the City of Loveland Long Range Planning Division in accordance with Section 31-25-103(2) C.R.S, and it was determined that varying degrees of blight conditions exist in the core downtown and the immediate areas to the north and south. It was concluded in the Conditions Survey that the observed blight conditions in the downtown area justify the creation of an urban renewal authority, and preparation of this Plan.

Urban Renewal Boundaries

The jurisdictional boundaries for the Loveland Urban Renewal Authority, according to state statute, are the same as the municipal limits of the City of Loveland. Within the Authority boundary, there may be one or more "urban renewal areas", where conditions of blight have been documented in a survey, and a finding substantiating the existence of blight conditions made by the City Council. Presently, there is only one "urban renewal area" for the Loveland community and it is comprised primarily of the downtown core and the immediate areas to the north and south. This "urban renewal area boundary" is also defined by the Plan as the downtown "urban renewal area", and according to the state urban renewal statute, is where public-private partnership efforts utilizing tax increment finance to eliminate conditions of blight will be focused.

Redevelopment Opportunities

Three types of redevelopment opportunities have been identified as immediate partnership options for the Authority. Catalyst projects, historic rehabilitation projects, and capital infrastructure enhancement projects offer opportunities for the Authority enter into partnership roles with the private sector and other public agencies to develop mixed use infill projects, redevelop an existing historic structure, and add pedestrian and aesthetic elements to planned capital infrastructure improvements. Listed below are some, but not all of the opportunities for the Authority to pursue:

- Catalyst Projects: *Former Walgreens Block, and Loveland Feed & Grain Site*
- Historic Rehabilitation: *Lincoln Hotel, and McKee Community Health Center Properties*
- Enhancements: *US 287 Resurface with sidewalk/curb/. gutter reconstruction; and annual downtown alley reconstruction program*

Authorized Urban Renewal Activities

Colorado's urban renewal statute allows and the Loveland Urban Renewal Plan recommends a wide range of activities. It is the intent of the Loveland Urban Renewal Authority to provide incentives to stimulate private investment in cooperation with property owners and other affected parties to accomplish the objectives of the Plan. Public-private partnerships and joint-venture development will be the key to the Authority's strategy for preventing the spread of blight and eliminating blight conditions, and this will be accomplished by providing the Authority with access to all its powers authorized by law.

Plan Financing

The Authority is authorized to finance implementation of the Plan by any method authorized by the urban renewal statute or any other applicable law. Of critical importance to the Authority's ability to participate as a public private partner is its use of both municipal sales tax increment and ad valorem property tax increment as a method of financing for redevelopment projects.

Authority Governance

The members of the Loveland City Council acting as ex officio commissioners will govern the Authority for a trial period of two years, which is set to start upon the date of adoption of the Plan. At the conclusion of this two year time period, the Authority (City Council) will reconsider the need to extend this period of ex-officio governance by the City Council, or transition the governance duties to an appointed-citizen commission. An appointed-citizen commission is authorized by statute. Also at that time, the Authority must determine if the need exists to hire and employ permanent employees to administer the Plan.

Plan Administration

Until such time that it is determined by the Authority that administration of the Plan requires the commitment of permanent employee(s), the City of Loveland staff will fill the role of Plan administrators, and shall not be compensated above their existing salary or hourly wages as provided by their primary employer, the City of Loveland.

Term

The Term of this Plan is twenty-five years from its effective date of adoption. At the end of the term, if the Authority deems that all projects have been accomplished and all debts incurred to finance those projects and all expenses of the Authority have been repaid, then the Authority may declare the plan fully implemented.

City of Loveland Urban Renewal Plan

*October 1, 2002
Prepared by:
City of Loveland
Community Services Department
Long Range Planning Division
500 E. 3rd Street
Loveland, CO 80537*

1. Introduction

The Urban Renewal Plan (the “Plan”) for the City of Loveland has been prepared pursuant to the provision of the Urban Renewal law of the State of Colorado, Part 1 of Article 25 of Title 31, Colorado Revised Statutes (C.R.S.), as amended (the “Urban Renewal Law”). The Plan includes a URA Conditions Survey, and a redevelopment strategy for Downtown Loveland. Downtown Loveland will be designated as an Urban Renewal Project Area and is proposed to be the Urban Renewal Authority’s initial tax increment finance district. Other Urban Renewal Project areas may be created within the municipality pursuant to requirements of the Urban Renewal Law.

Redevelopment –
Reinvestment in older elements of a community – such as a historic structure, a vacant parcel of land, a main street, a neighborhood – offers an opportunity to revitalize an area by strengthening its economic vitality, livability, and physical character.

The URA Conditions Survey (prepared 2/6/02, updated 6/21/02), a document physically separate of this Plan, and incorporated herein by this reference contains:

- 19-page *Analysis & Findings Report*,
- Photographs and survey forms for all city blocks included in survey area
- Map 1: URA Conditions Survey
- Map 2: Potential Boundaries for Urban Renewal Area
- Map 3: Proposed Urban Renewal Area
- Appendix: *contains copies of meeting minutes and staff information presented to City Council at study sessions and regular meetings regarding creation of URA, and Census 2000 data.*

The observations documented in the Conditions Survey demonstrate that varying degrees of blight conditions exist in the core downtown and the immediate areas to the north and south. The Urban Renewal Law acknowledges these conditions as factors that substantially impair or arrest the sound growth of the municipality, retards the provision of housing accommodations, or constitute an economic or social liability, and is a menace to the public health, safety, morals, or welfare. The boundary area prescribed in this Plan, where efforts to eliminate blight conditions will be

focused is discussed in *Chapter 3: The Urban Renewal Boundaries*.



Vacant commercial structures and underutilized land are economic liabilities for the community.

The Loveland Urban Renewal Authority (the “Authority”) shall govern the preparation and execution of any documents and activities related to the implementation and administration of the Plan. It is the intent of the Authority that the objectives of the Plan will be achieved primarily through cooperation between the public and the private sector, and utilizing the incentives and tools available from all sources, including the Urban Renewal Authority. It is also the intent that implementation of the Plan will be fair, and sensitive to the concerns of area property owners, businesses, and residents.

2. Conditions Survey

A survey of conditions in the Downtown Loveland area (Exhibit #1) was performed by the City of Loveland Long Range Planning Division in January and February 2002 and updated in June 2002, with the following results:

It is concluded through the Conditions Survey that the survey area does meet the criteria established in Section 31-25-103(2) C.R.S., and is a blighted area. It was found that varying degrees of blight conditions exist in the core downtown and the immediate areas to the north and south. The extent of the conditions that have been catalogued in the Conditions Survey establish justification for creating an Urban Renewal Authority. This finding was based on survey methodology that was used to assess the conditions in the area as a whole.

The methodology used to conduct the Conditions Survey was verified by an independent third-party for compliance with the Urban Renewal Law. The methodology was considered valid and in accordance with accepted practice for determining the presence of blight factors.

Existence of the combination of blight factors in the area “substantially impairs or arrests the sound growth of the municipality, retards the provision of housing accommodations or constitutes an economic or social liability,” as noted in the Urban Renewal Law. The Conditions Survey shows that the following conditions set forth in 31-25-103(2) of the Urban Renewal Law exist within the area described as the Urban Renewal Area:

- a. *Slum, deteriorated, or deteriorating structures;*
- b. *Predominance of defective or inadequate street layout;*
- c. *Faulty lot layout in relation to size, adequacy, accessibility, or usefulness;*
- d. *Unsanitary or unsafe conditions;*
- e. *Deterioration of site or other improvements;*
- f. *The existence of conditions that endanger life or property by fire and other causes;*
- g. *Buildings that are unsafe or unhealthy for persons to live or work in because of building code violations, dilapidation, deterioration, defective design, physical construction, or faulty or inadequate facilities;*
- h. *Environmental contamination of buildings or property;*
- i. *Inadequate public improvements or utilities.*

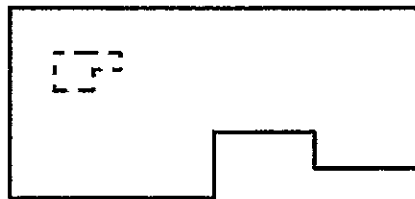


Discontinuity in the sidewalk network limits a pedestrian's ability to move safely and efficiently in the downtown area.

3. The Urban Renewal Boundaries

According to the Colorado Urban Renewal Law, the jurisdictional boundaries of the Urban Renewal Authority shall be the same as the boundaries of the municipality. Within the municipal boundaries there may be one or more Urban Renewal Areas.

An Urban Renewal Area is a blighted area, which the City Council has designated for an Urban Renewal Project. In each Urban Renewal Area, conditions of blight must be present at the level defined by the Urban Renewal Law before the Authority can legally exercise its powers in an urban renewal area. In each Urban Renewal Area, undertakings and activities that constitute the Urban Renewal Project are implemented as a way to eliminate the conditions of blight. See the diagram below for the Urban Renewal hierarchy.



———— Municipal Limits / URA Boundary
- - - - Urban Renewal Area / Project Area

3.1 Urban Renewal Area Boundaries for Downtown Loveland

The Urban Renewal Area for Downtown Loveland generally includes the area bounded by the Fairgrounds on the south, and US Highway 34 on the north. It is bounded by the Burlington Northern Santa Fe Railroad

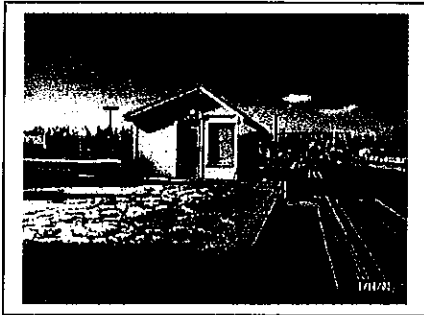
tracks and Garfield Avenue on the west, and Jefferson /Washington / Adams Avenues on the east. The Urban Renewal Area boundary is limited to those existing city blocks where there is a predominance of mixed-use activities that are affected by blight conditions as reported in the Conditions Survey. A map of the Urban Renewal Area for Downtown Loveland and legal description is included in the Appendix.

3.2 Justification of the Urban Renewal Area Boundaries for Downtown Loveland

Factors that influenced the determination of the Downtown Urban Renewal Area included the Conditions Survey, described above, and the transportation corridors which tend to form the natural boundaries for the downtown area. In addition to forming natural boundaries, these corridors function as entry ways to the downtown area, and enhancement of these features will be key to the overall redevelopment strategy.

These boundary limits include:

- **US Highway 34 at the north;** separates the traditional old town development pattern from the pattern of post 1950's development to the north, and is an entry way into the old town.
- **North/south alley between N. Lincoln Avenue and N. Jefferson Avenue (between 10th St. and US Highway 34);** There is a shift from mixed uses within the urban renewal area boundary to predominantly residential uses on the east side of the alley.
- **North/south alley between N. Cleveland Avenue and N. Railroad Avenue (between 11th St. and US Highway 34);** There is a shift from mixed uses within the urban renewal



US Highway 34 separates the traditional old town development pattern from the pattern of newer development to the north, and is an entry way into the old town.

area boundary to predominantly residential uses on the west side of the alley.

- **North/south alley between N. Lincoln Avenue and N. Jefferson Avenue (between 10th St. and 7th Street);** There is a shift from mixed uses within the urban renewal area boundary to predominantly residential uses on the east side of the alley.
- **Jefferson/Adams/Washington Avenues (between 3rd St. SE and 10th St.);** There is a shift from mixed uses within the renewal area boundary to predominantly residential uses on the east sides of these streets.
- **Garfield Avenue (between 1st St. and 10th St);** There is a shift from mixed uses within the renewal area boundary to predominantly residential uses on the west side of Garfield Avenue, and this boundary functions a west entryway into the downtown core.
- **Loveland Municipal limits (south of 1st Street) and Barnes Park/Fairgrounds:** separates the properties located within the urban renewal area, from the remnant ponds of gravel mining activities along the Big Thompson River, and the Larimer County Fairgrounds.
- **S. Lincoln Avenue and (between 5th St. SE and Barnes Park/Fairgrounds);** separates properties inside the renewal area, from those on the east side of Lincoln Avenue, which are outside of municipal limits (in Larimer County jurisdiction). The Barnes Park/

Fairgrounds is not within the Urban Renewal Area.

3.3 Existing Land Use Characteristics of Downtown Sub-Areas

Three distinct sub-areas exist within the Urban Renewal Area for Downtown Loveland. The descriptions of the existing characteristics of these sub-areas will serve as the basis for applying urban renewal objectives.

3.3.1 Core Downtown

The general boundaries of this sub-area are 1st Street on the south, 10th Street at the north, Garfield Avenue on the west, and Jefferson/Adams/Washington Avenues on the east.

The core is characterized by the presence of many of the community's oldest structures, which are currently occupied by a mix of commercial and residential uses, or are vacant. Several modern commercial/office structures are located in the Core Downtown and provide a location for much of Loveland's financial service and banking activities.

The southernmost part of this sub-area between 1st Street and 3rd Street contains a pocket of residential uses comprised of rental and owner occupied structures. The character of the sub-area transitions from the pocket of residential uses into a traditional main street commercial layout on 4th Street. From 5th Street northward, sits both a mix of older commercial structures and newer modern structures such as the Loveland Museum/Gallery and the Home State Bank, Bank One, First National Bank, and the Safeway Supermarket. Between 9th and 10th Streets are examples of older residential units, which have been converted to professional offices with landscaped front yards. The Core Downtown Sub-area also contains some vacant structures and underutilized properties.

In this Core sub-area it is anticipated that the focus of the Authority's activities will be to stimulate economic vitality and private investment. There is considerable opportunity for, but not limited to, the rehabilitation of existing structures, infill development and better

utilization of sites, business expansion and retention activities, and enhancement of the physical infrastructure in this sub-area.

3.3.2 North Downtown

The North Downtown sub-area is bounded by 10th Street on the south, US Highway 34 on the north, Burlington Northern Santa Fe Railroad tracks on the west and Jefferson Avenue on the east. This area includes uses such as fast-food commercial, auto-oriented sales and maintenance services, and a mix of residential units that have been converted to offices, and other units that are both renter and owner occupied.

In the North Downtown, a focus will be placed on eliminating and preventing physical deterioration on these city blocks as they are recognized for their unique entry-way characteristic for the downtown core. There is considerable opportunity for, but not limited to, the enhancement of the image of this area through the design and implementation of streetscape and pedestrian improvements, infill development, and better utilization of existing sites.

3.3.3 South Downtown

The Loveland Municipal Limits bound the South Downtown sub-area on the west. The sub-area is also bounded by Lincoln and Washington Avenue on the east, and Barnes Park and the Fairgrounds on the south.

This area includes a mix of uses including renter and owner occupied residential units, automotive repair services, light industrial, and commercial retail.

In this sub-area, the focus will be to prevent further physical deterioration of the infrastructure and structures. There is considerable opportunity for, but not limited to, infill development and better utilization of sites, rehabilitation of existing structures, and enhancement of the physical infrastructure.

4. Urban Renewal Goals and Supporting Plans

The purpose of the Urban Renewal Plan is to eliminate blight in the urban renewal area and to implement the Loveland Comprehensive Master Plan and related functional plans. The principal goal of the Urban Renewal effort is to redevelop and rehabilitate the area by private enterprise. It is not intended to replace the efforts of the Loveland Chamber of Commerce, Northern Colorado Economic Development Corporation, or other business development, marketing or maintenance organizations.

The rehabilitation and redevelopment of the downtown area will be accomplished through the improvement of existing structures, attraction of new commercial and mixed-use development, and the prevention of deterioration of properties in the area. The effort will involve the Authority and City of Loveland, with the cooperation of the private sector.

The actions of the Authority should be in accordance with the following Plan goals:

- G1: To eliminate and prevent conditions of blight which constitute economic and social liabilities to the community.**
- G2: To prevent physical and economic deterioration of the Urban Renewal Area.**
- G3: To attract capital investment in the downtown, and to assist in the retention and expansion of existing businesses, thus strengthening the City's economic base.**
- G4: To create a stable tax base.**
- G5: To facilitate the development of mixed used projects in the downtown area.**

Multi-Modal Transportation System – *A transportation system that accommodates a variety of transportation options including automobiles, public transit, public safety vehicles, pedestrians and bicycles in a balanced way to maximize access and mobility and to minimize congestion.*

The Loveland Comprehensive Master Plan describes the general land use categories in the community, and identifies the downtown as an activity center that includes a mix of uses designed to provide shopping, services, public uses, and residences. The objectives stated in the **Loveland Comprehensive Master Plan Section 4.10 Land Use Plan** that support urban renewal activities in the downtown are:

- LU:1.1 Coordinate growth with provision of City facilities and services within the Growth Management Area, and locate the city's growth within this boundary.*
- LU: 1.3 Provide quality, livable neighborhoods.*
- LU: 1.4 Provide for a mixture of commercial, office, high technology, public and residential uses.*
- LU: 1.5 Provide for mixed-use employment districts to encourage high-quality office, retail, light industrial, high technology, and residential development.*
- LU: 1.6 Provide a transportation system capable of minimizing traffic congestion.*

The **Loveland 2020 Transportation Plan** indicates that Downtown Loveland and the surrounding neighborhoods have discontinuity in the sidewalk network from one property to the next, and that a number of sidewalks are in need of repair. The goals of the **Loveland 2020 Transportation Plan** that support urban renewal activities in the downtown are:

- Plan a safe, efficient, continuous, coordinated and convenient multi-modal transportation system that serves the need of the community*

now and establishes the foundation for a transportation system that is sustainable for future generations.

- *Develop transportation plans that sustain the economic vitality of the community consistent with the Loveland Comprehensive Master Plan.*
- *Investigate all reasonable funding strategies and develop a plan and an implementation strategy that recognizes current funding realities and limitations.*

Pedestrian Image - *A term used to describe streets or areas that are laid out in an interconnected network providing convenient and safe pedestrian access between important destinations. Areas with a positive pedestrian image, are attractively landscaped, provide visual interest and a sense of security to encourage walking.*

The active redevelopment strategy for Downtown Loveland is based on a broader set of goals established during master planning efforts for the area in previous years by the City and the former DDA, which was disbanded in 1999. The creation of the Urban Renewal Authority is an activity that satisfies the broader goals for downtown Loveland, and provides access to many creative redevelopment tools that had not previously been available in downtown Loveland. As the Authority guides redevelopment activities in the downtown, it should continue to recognize the following broader goals for the area:

- *Provide a safe and enjoyable pedestrian image.*
- *Utilize the unique art identity and history of Loveland in creating a downtown image.*
- *Attract a level of goods and services desired by the entire community, both to strengthen the downtown market area and minimize the flow of local consumers to areas outside the city.*
- *Provide a parking arrangement that reflects the needs of both downtown visitors and employees, that optimizes the use of the land, and does not deter the appearance of the area.*
- *Maximize the opportunities for developers to redevelop or rehabilitate portions of the downtown.*
- *Explore joint development opportunities for keystone redevelopment projects.*

- *Develop mechanisms to effectively leverage public and private resources such as tax increment districts, historic district, etc.*



A mixed-use infill project with a 200-space underground parking structure has been modeled on the former Walgreen's block. Concept drawing courtesy of Kenney & Associates, Loveland CO.

5. Redevelopment Opportunities

The Authority will have numerous opportunities to participate in redevelopment activities during implementation of this Plan. Listed below are some, but not all of the present opportunities for the Authority to pursue.

5.1 Catalyst Projects

The City identified the former Walgreen's Block and the Loveland Feed & Grain Site in recent revitalization efforts as redevelopment opportunities. Both sites represent a type of anchor redevelopment opportunity for the downtown that can serve as catalysts for spin-off private investment in other areas of the downtown. Anchor developments are urban elements that attract users to itself and consequently to adjacent elements which are not, by themselves, attractions.

The redevelopment of the Walgreen's site presents an opportunity to demonstrate a major mixed-use infill anchor. This project concept has the potential to capture a niche segment of the Loveland market, and to focus on a strategic location in the downtown while demonstrating good architecture design and representative streetscapes. The City modeled this concept with the permission of the property owners, and proposed a possible partnership arrangement whereby the Authority finances a public parking structure to satisfy community needs and assist in the redevelopment of the site.

The Loveland Feed & Grain site presents an opportunity for the Authority to advance a combined historic rehabilitation and mixed-use infill project. The City modeled this site with the permission of property owners based on a concept that utilizes the Feed & Grain building as a rehabilitated historic structure to house an arts related use, and the surrounding vacant properties as market rate commercial and residential infill uses.

5.2 Historic Rehabilitation Projects

The City explored opportunities for Authority participation in historic rehabilitation projects on such sites as the Lincoln Hotel and McKee Community Health Center properties. Historic rehabilitation, or adaptive reuse as it is sometimes called, is the practice of using older structures for new development opportunities. These activities provide for the revitalization and redevelopment of older urban areas by providing new uses for existing structures, and in the context of this Plan can serve to limit or prevent the further spread of blight conditions. With the City's other efforts to make access to the State's economic incentives for historic preservation more easily attainable for local property owners, its likely that the spin-off redevelopment of existing structures will occur along side efforts to develop major infill anchors such as the former Walgreen's site and Feed & Grain Site.

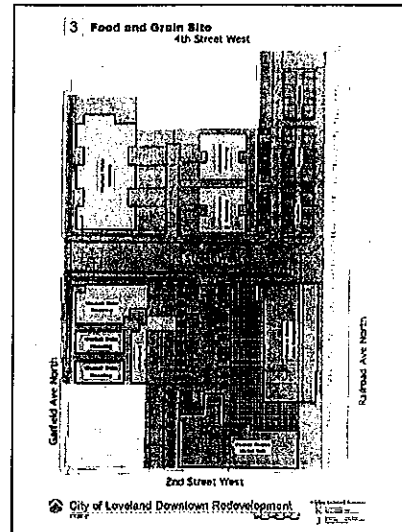
The Authority should look for joint-venture partnership opportunities in rehabilitation projects, and should consider the creation of additional economic incentive programs for historic rehabilitation.

5.3 Enhancement Projects

As identified in Section 6 of the Plan, the Authority will look for opportunities to tie into other planned capital infrastructure projects and finance special enhancements that meet the goals of the Plan. Enhancement features that may be pursued by the Authority include landscaping, decorative paving, lighting, entry features such as signage, and other pedestrian amenities.

Upcoming opportunities for Authority enhancement partnerships include, but are not limited to, the enhancement of these capital infrastructure projects:

- Resurface of US Highway 287 in the downtown area and the reconstruction of curbs and sidewalks as proposed by the City's Public Works Department and Colorado Department of Transportation for 2004.



The Loveland Feed & Grain Site and adjacent properties were modeled as a mixed-use historic rehabilitation/infill project. Courtesy of Winter, Kramer & Jessup, Boulder, CO.

Public-private Partnerships –
A collaborative arrangement between public and private entities in which resources and information are shared in order to serve a particular public purpose. Public-private partnerships specify joint rights and responsibilities and imply some sharing of risks, costs or assets, thereby allowing parties to effectively achieve common goals.

- Alley reconstruction program, recently reinstated by the Public Works Department, presents opportunities to enhance pedestrian linkages between key city blocks. One alley reconstruction per year has been proposed.

6. Authorized Urban Renewal Activities

Colorado's Urban Renewal Law allows and this Plan recommends a wide range of activities. It is the intent of the Loveland Urban Renewal Authority to provide incentives to *stimulate* private investment in *cooperation* with property owners and other affected parties to accomplish the objectives of the Plan. Public-private partnerships and Joint-venture development will be the key to the Authority's strategy for preventing the spread of blight and eliminating blight conditions. Reliance on powers such as condemnation will only be considered as a final option, as determined by the Authority's Board of Commissioners, to achieve the redevelopment objectives of this Plan.

6.1 Owner Participation Agreement

The Urban Renewal Authority may enter into ownership participation agreements with property owners or developers in the Urban Renewal Area for the development, redevelopment or rehabilitation of their property. These agreements would facilitate participation and assistance that the Authority may choose to provide to such owners and developers.

Owner participation and other agreements of this nature will contain, at a minimum, provisions requiring:

- Compliance with the Urban Renewal Plan and all applicable City ordinances and regulations.

- Covenants to begin and complete development, construction, or rehabilitation of both public and private improvements within a period of time considered to be appropriate by the Authority.
- The financial commitment(s) of each party.

6.2 Property Acquisition

In the event that the Loveland Urban Renewal Authority determines it is necessary to acquire any real property to implement this plan, the Authority may do so by any means available by law.

The Authority may acquire property for the following reasons:

- a) to eliminate or reverse the trend of conditions of blight;
- b) to carry out one or more objectives of the Plan;
- c) to assemble property for redevelopment by private enterprise;
- d) for needed public improvements;
- e) and for any lawful purpose authorized by the Urban Renewal Plan, subject to the provisions of the Urban Renewal Law, or any other applicable law.

Acquisition of property by eminent domain is not authorized unless the City Council approves, by majority vote, the use of eminent domain by the Authority after mailing or delivering a notice to the owner of such property, at the owner's last known address, of the time, date and place of the City Council meeting at which such acquisition question will be considered by the City Council. Such notice shall be mailed or delivered at least 10 days prior to the date of such meeting. The question of such authorization is not deemed to be an amendment or modification of this Urban Renewal Plan.

6.3 Property Management

It may be necessary from time to time, for the Authority to acquire property and maintain it until such time when the property can be integrated into a larger assemblage of land to complete a redevelopment project.

During the period that the Authority owns this acquired property, such property will be under the management and control of the Authority and may be rented or leased pending its disposition for redevelopment.

6.4 Relocation Assistance & Payments

It is not expected that the activities of the Authority in carrying out this Plan will displace any person, family or business. However, to the extent that, in the future, the Authority may acquire property that displaces any person, family or business, it shall develop a relocation program to assist any such party in finding another location under such terms and conditions as it may determine are consistent with the requirements of applicable law.

6.5 Demolition, Clearance & Site Preparation

The Authority may demolish and clear buildings, structures, and other improvements from any property it acquires in accordance with this Plan. The Authority may provide rough and finished site grading and other site preparation activities as part of a specific redevelopment program.

The Urban Renewal Authority will not undertake the demolition or clearance of structures or sites that are officially landmarked by the State, federal government, or local historic preservation authorities without their approval.

6.6 Public Improvements and Facilities

Public improvements and cooperation by the public sector (Loveland Urban Renewal Authority and the City of Loveland) with the private sector will be considered

insofar as such improvements and actions enhance the success of redevelopment of the Urban Renewal Area and respond to community needs.

The Authority will look for opportunities to coordinate with other planned capital improvement projects identified by the City in its (CIP) and finance special enhancements. In accordance with the 2020 Transportation Plan, the inclusion of pedestrian features in improvements such as bridges, entryway features, and road improvement projects are examples of enhancement opportunities.

6.7 Property Disposition

The Authority may dispose of property it acquires by means of a reasonable competitive bidding process it established in accordance with the Urban Renewal Law and pursuant to redevelopment agreements between the Authority and such purchasers. All such agreements shall conform with the requirements of the Urban Renewal Law.

6.8 Cooperative Agreements

For the purposes of planning and implementing this Plan, the Authority may enter into one or more cooperative agreements with the City or other public entities. Such agreements may include provisions regarding project financing and implementation; design, location and construction of public improvements and any other matters required to implement this Plan.

6.9 Other Plan Undertakings & Activities

The Urban Renewal Law authorizes the Authority to undertake zoning and planning activities to regulate land use, maximum densities, and building requirements in the urban renewal area. For purposes of implementing this Plan, the Loveland Urban Renewal Authority shall defer governance of the aforementioned activities to the

City of Loveland Municipal Code and other applicable municipal standards and regulations.

7. Plan Financing

The Authority is authorized to finance implementation of the Plan by any method authorized by the Urban Renewal Law or any other applicable law, including:

- Appropriations from the City,
- Loans or advances from the City of Loveland,
- Federal loans and grants,
- State loans and grants,
- Interest income,
- Agreements with public and private parties or entities,
- Sale of securities or other assets ,
- Property and sales tax increments,
- Loans and advances from any other available source.

Tax Increment Financing
- or "TIF" is a method of financing redevelopment activities that is directly tied to the success of those activities.

*American Planning Association
Growing Smart Legislative
Guidebook, 2002*

Such methods may be combined to finance all or part of the Plan activities. Any financing method authorized by the Plan or by any applicable law, may be used to pay the principal of and interest on indebtedness, and to establish reserves for indebtedness (whether funded, refunded, assumed or otherwise) incurred by the Authority or City to finance any project contemplated by this Plan or undertaken pursuant to the Plan, either in whole or in part.

The Authority is authorized to issue notes, bonds, or any other financing instruments or documents in amounts sufficient to finance all or part of a project. The Authority is authorized to borrow funds and to create indebtedness in carrying out this Plan. The principal, interest and any premiums due in connection with such indebtedness may be paid from tax increments or any other funds available to the Authority.

7.1 Tax Increment

The Project may be financed by the Authority under the tax allocation financing provisions of the Urban Renewal Law. Under the tax allocation method of financing the Project, property taxes levied after the effective date of the approval of this Plan upon taxable property in the Urban Renewal Area each year by or for the benefit of any public body or all or a portion of municipal sales taxes collected within the Urban Renewal Area, or both such taxes, shall be divided for a period not to exceed twenty-five (25) years after the effective date of the adoption of this tax allocation provision, as follows:

7.1.1 Base Amount

That portion of the taxes which are produced by the levy at the rate fixed each year by or for such public body upon the valuation for assessment of taxable property in the Urban Renewal Area last certified prior to the effective date of approval of the Plan or, as to an area later added to the Urban Renewal Area, the effective date of the modification of the Plan, and, subject to the City Council approval, that portion of municipal sales taxes collected within the boundaries of the Urban Renewal Area in the twelve-month period ending on the last day of the month prior to the effective date of the approval of the Plan, or, in the case of municipal sales taxes, both such portions, shall be paid into the funds of each such public body as are all other taxes collected by or for said public body.

7.1.2 Increment Amount

That portion of said property taxes in excess of such base amount and, subject to City Council approval, that portion of said municipal sales taxes in excess of such base amount, shall be allocated to and, when collected, paid into a special fund of the Authority to pay the principal of, the interest on, and any premiums due in connection with the bonds of, loans or advances to, or indebtedness incurred by (whether funded, refunded, assumed or otherwise) the Authority for financing or refinancing, in whole or in part, the Urban Renewal

Project. Any excess municipal sales tax collections not allocated pursuant to this subparagraph shall be paid into the funds of the municipality.

Unless and until the total valuation for assessment of the taxable property in the Urban Renewal Area exceeds the base valuation for assessment of the taxable property in the Urban Renewal Area, all of the taxes levied upon taxable property in the Urban Renewal Area shall be paid into the funds of the respective public bodies. Unless and until the total municipal sales tax collections in the Urban Renewal Area exceed the base year municipal sales tax collections in the Urban Renewal Area, all such sales tax collections shall be paid into the funds of the City.

When such bonds, loans, advances and indebtedness, including interest thereon and any premiums due in connection therewith, have been paid, all taxes upon the taxable property in the Urban Renewal Area shall be paid into the funds of the respective public bodies and all such municipal sales tax collections in the Urban Renewal Area shall be paid into the funds of the City.

8. Urban Renewal Authority Development Applications

All City codes and standards shall apply when the Authority assumes the role of the primary applicant for development in the urban renewal area.

9. Review and Amendment of the Approved Plan

The intent of this section is to clarify the modification processes for the Urban Renewal Plan. The Plan may be

modified pursuant to the provisions of the Urban Renewal Law governing such modifications, including Section 31-25-107, C.R.S., as amended.

9.1 Urban Renewal Plan Review Process

The review process for the Urban Renewal Plan is intended to provide a mechanism to allow those parties responsible for implementing the Plan to periodically evaluate its effectiveness and make adjustments to ensure efficiency in implementing the recommended urban renewal activities.

The following steps are intended to serve as a guide for Plan review:

1. The Authority may propose modifications, and the Authority shall make such modifications as may be directed by the City Council provided they are consistent with the Comprehensive Master Plan, and the Urban Renewal Law.
2. Modifications may be developed from suggestions of the Authority, City Council, and Staff operating in support of the Authority.
3. A series of joint workshops may be held by and between the Authority, and City Council to direct and review the development of Plan modifications.

9.2 Plan Modification Process

Any proposed modification of the Plan will be submitted to the City Council for a resolution as to whether or not such modification will substantially change the Urban Renewal Plan. The Plan may be modified pursuant to provisions of the Urban Renewal Law governing such modifications, including 31-25-107(7) C.R.S., as this provision may be amended in the future.

9.3 Minor Variations

The Authority may in specific cases allow minor variations from the provisions of the Plan if it determines that a literal enforcement of the provisions of the Plan would constitute an unreasonable limitation beyond the intent and purpose of the Plan.

10. Authority Governance

The Urban Renewal Law allows flexibility in the governance of the Authority with members consisting of either an appointed-citizen commission, or City Council members acting as the ex-officio Authority commission.

In actions leading up to the creation of the Authority, the City Council agreed to accept the responsibility of governance of the Authority as the ex-officio commission. The term for this governance framework is to extend for the duration of two (2) years from the official date of adoption of this Plan.

Upon expiration of the specified term of two (2) years after the official date of adoption of this Plan, the Authority (City Council) will consider the need to either extend the period of ex-officio governance by the City Council, or begin the development and implementation of actions to transition the governance to an appointed-citizen commission. The Authority (City Council) will consider budgetary controls, and other related fiscal controls if governance is shifted to an appointed citizen commission. At this same time, the Authority (City Council) will consider the need to employ permanent employee(s) to administer the Plan.

11. Plan Administration

The Authority may employ technical experts, agents, and employees, permanent and temporary, and it shall determine their qualifications, duties, and compensation.

Until such time that it is determined by the Authority that administration of the Plan requires the commitment of permanent employee(s), it is intended that the City of Loveland staff will fill the role of Plan administrators, and shall not be compensated above their existing salary or hourly wages as provided by their primary employer, the City of Loveland.

11.1 Executive

The City Manager of the City of Loveland, or their designee, is authorized to serve in the capacity as Secretary of the Authority (executive director), until such time that the Authority determines it is necessary to employ a full time Secretary.

11.2 Directorate-Liaison

The City of Loveland Long Range Planning Division (LRP) is authorized to provide the Authority and Secretary with directorate-liaison support. LRP will coordinate Authority activities necessary to implement the Plan, such as:

- Public hearing notifications;
- Affected party notification;
- Public information and outreach efforts;
- Report preparation,
- Record keeping,
- Management of technical experts and other agents;
- All other requirements deemed necessary to implement the Plan.

11.3 Legal Counsel

According to the Urban Renewal Law, the Authority may call upon the municipal counsel or chief legal officer of

the City for such legal services that it may require, or it may employ its own counsel and legal staff.

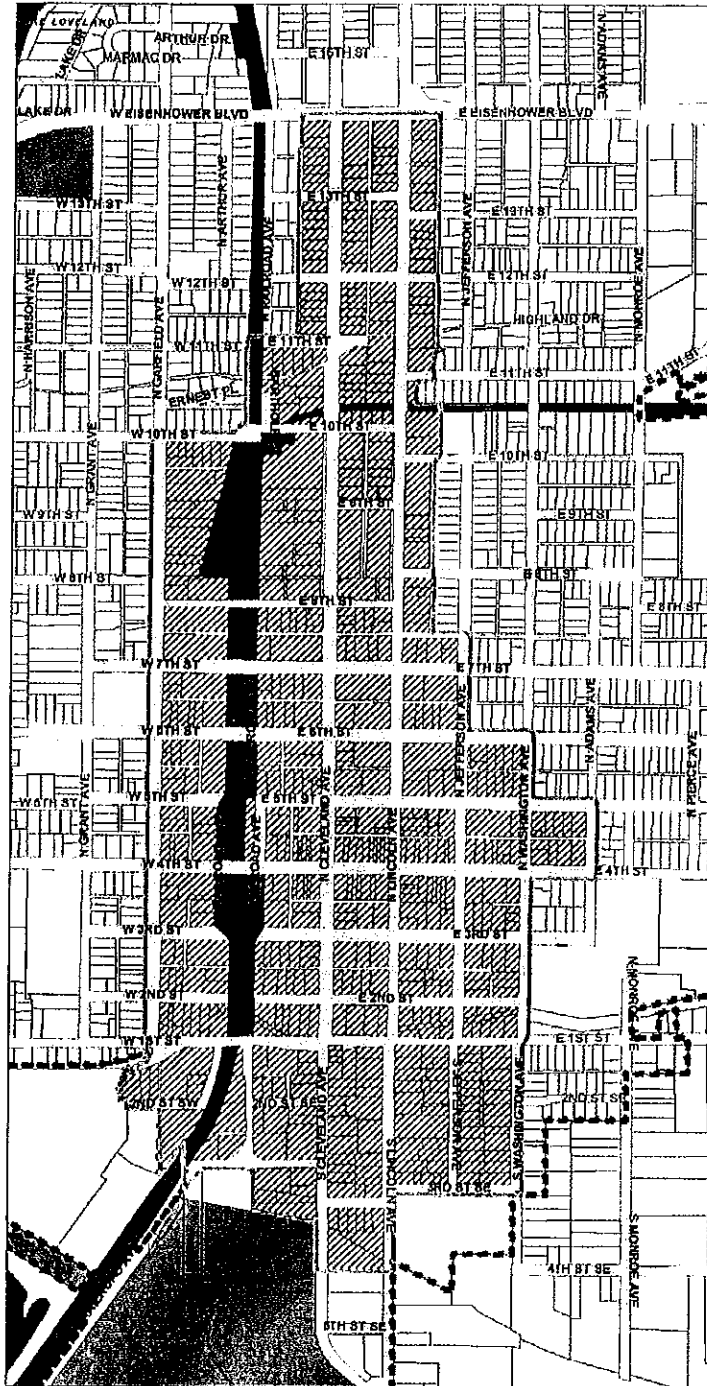
12. Severability

If any portion of the Urban Renewal Plan is held to be invalid or unenforceable, such invalidity will not affect the remaining portions of this Urban Renewal Plan.

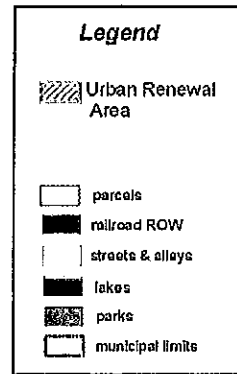
13. Term

The Term of this Plan is twenty-five years from its effective date, unless the Authority deems that all projects have been accomplished and all debts incurred to finance those projects and all expenses of the Authority have been repaid. In that event, the Authority may declare the plan fully implemented and the total tax collections derived from the Urban Renewal Area shall be paid into the funds of the appropriate taxing entity.

Appendix



Downtown Loveland Urban Renewal Area



Prepared by:
Long Range Planning Division
500 E. Third Street
Loveland, CO 80537

Date: 6/21/02



**Description
of the
Downtown Loveland Urban Renewal Area**

Beginning at the point of intersection of the south right-of-way (ROW) line of E. 4th Street and the east ROW line of N. Washington Avenue; thence southerly along said east ROW line to its point of intersection with the north ROW line of E. 3rd Street; thence continuing southerly to the point of intersection of the south ROW line of E. 3rd Street and the east ROW line of N. Washington Avenue; thence continuing southerly along said east ROW line to its point of intersection with the north ROW line of E. 1st Street; thence southwesterly to the point of intersection of the south ROW line of E. 1st Street and the east ROW line of S. Washington Avenue; thence southerly along said east ROW line its point of intersection with the north ROW line of the alley between E. 1st Street and 2nd Street S.E.; thence continuing southerly to the point of intersection of the south ROW line of said alley and the east ROW line of S. Washington Avenue; thence continuing southerly along said east ROW line its point of intersection with the north ROW line of 2nd Street S.E.; thence continuing southerly to the point of intersection of the south ROW line of 2nd Street S.E. and the east ROW line of S. Washington Avenue; thence continuing southerly along said east ROW line to its point of intersection with the south ROW line extended of 3rd Street S.E.; thence westerly along said extended line to the point of intersection of the west ROW line of S. Washington Avenue and the south ROW line of 3rd Street S.E.; thence continuing westerly along said south ROW line to its point of intersection with the east ROW line of S. Lincoln Avenue; thence southerly along said east ROW line to its point of intersection with the south line extended of Lot 3, Ponderosa Addition; thence westerly along said extended line to the point of intersection of the west ROW line of S. Lincoln Avenue and the south line of said Lot 3; thence continuing westerly along said south line to its point of intersection with the east ROW line of S. Cleveland Avenue; thence continuing westerly along the south line extended of said Lot 3 to its point of intersection with the west ROW line of S. Cleveland Avenue; thence northerly along said west ROW line to its point of intersection with the north bank of the Farmer's Ditch; thence northwesterly along said bank to its point of intersection with the west line extended of Block 1, Ackelbein 2nd Addition; thence northerly along said extended line to the southwest corner of said Block 1; thence continuing northerly along the west line of said Block 1 to its point of intersection with the south ROW line of 3rd Street S.E.; thence westerly along said south ROW line to its point of intersection with the east ROW line of S. Railroad Avenue; thence southwesterly along said east ROW line to its point of intersection with the south line extended of Henrikson Addition; thence northwesterly along said extended line to the point of intersection of the west ROW line of the Burlington Northern/Santa Fe Railroad and the south line of Henrikson Addition; thence continuing northwesterly along said south line to the southwest corner of Henrikson Addition; thence northerly along the west line of said Henrikson Addition to its point of intersection with the south ROW line of 2nd Street S.W.; thence westerly along said south ROW line to the NW corner of Mill First Addition; thence northerly perpendicular to said ROW line to a point on the south line of Mill Second Addition; thence westerly along said south line to the SW corner of Mill Second Addition; thence northerly and easterly along the west line of said Mill Second Addition to the NW corner thereof; thence easterly and southerly along the north line of Mill Second Addition to the NE corner thereof; thence northwesterly to the SW corner of Riverside Addition; thence northerly along the east line of Riverside Addition to its point of intersection with the south ROW line of W. 1st Street; thence continuing northerly to the point of intersection of the north ROW line of W. 1st Street and the west ROW line of the N. Garfield Avenue; thence continuing northerly along said west ROW line to its point of intersection with the south ROW line of W. 2nd Street; thence continuing northerly to the point of intersection of the north ROW line of W. 2nd Street and the west ROW line of N. Garfield

Avenue; thence continuing northerly along said west ROW line to its point of intersection with the south ROW line of W. 3rd Street; thence continuing northerly to the point of intersection of the north ROW line of W. 3rd Street and the west ROW line of N. Garfield Avenue; thence continuing northerly to the point of intersection of the south ROW line of the alley between W. 3rd Street and W. 4th Street and the west ROW line of N. Garfield Avenue; thence continuing northerly to the point of intersection of the north ROW line of said alley and the west ROW line of N. Garfield Avenue; thence continuing northerly along said west ROW line to its point of intersection with the south ROW line of W. 4th Street; thence continuing northerly to the point of intersection of the north ROW line of W. 4th Street and the west ROW line of N. Garfield Avenue; thence continuing northerly along said west ROW line to its point of intersection with the south ROW line of the alley between W. 4th Street and W. 5th Street and the west ROW line of N. Garfield Avenue; thence continuing northerly to the point of intersection of the north ROW line of said alley and the west ROW line of N. Garfield Avenue; thence continuing northerly along said west ROW line to its point of intersection with the south ROW line of W. 5th Street; thence continuing northerly to the point of intersection of the north ROW line of W. 5th Street and the west ROW line of N. Garfield Avenue; thence continuing northerly along said west ROW line to its point of intersection with the south ROW line of W. 6th Street; thence continuing northerly to the point of intersection of the north ROW line of W. 6th Street and the west ROW line of N. Garfield Avenue; thence continuing northerly along said west ROW line to its point of intersection with the south ROW line of W. 7th Street; thence continuing northerly to the point of intersection of the north ROW line of W. 7th Street and the west ROW line of N. Garfield Avenue; thence continuing northerly along said west ROW line to its point of intersection with the south ROW line of the alley between W. 7th Street and W. 8th Street; thence continuing northerly to the point of intersection of the north ROW line of said alley and the west ROW line of N. Garfield Avenue; thence continuing northerly along said west ROW line to its point of intersection with the south ROW line of W. 8th Street; thence continuing northerly to the point of intersection of the north ROW line of W. 8th Street and the west ROW line of N. Garfield Avenue; thence continuing northerly along said west ROW line to its point of intersection with the south ROW line of W. 10th Street; thence continuing northerly to the point of intersection of the north ROW line of W. 10th Street and the west ROW line of N. Garfield Avenue; thence easterly to the point of intersection of the east ROW line of N. Garfield Avenue and the north ROW line of W. 10th Street; thence easterly and northeasterly along said north ROW line to its point of intersection with the west ROW line of the Burlington Northern/Santa Fe Railroad; thence northerly along said west ROW line to its point of intersection with the south ROW line of the alley between W. 10th Street and W. 11th Street; thence continuing northerly to the point of intersection of the north ROW line of said alley and the west ROW line of the Burlington Northern/Santa Fe Railroad; thence continuing northerly along said west ROW line to its point of intersection with the south line of Little Barnes Ditch; thence continuing northerly to the point of intersection of the north line of said Ditch and the west ROW line of the Burlington Northern/Santa Fe Railroad; thence northerly along said west ROW line to its point of intersection with the south ROW line of E. 11th Street; thence continuing northerly to the point of intersection of the west ROW line of said Railroad and the north ROW line of W. 11th Street; thence northeasterly to the point of intersection of the east ROW line of N. Railroad Avenue and the north ROW line of E. 11th Street; thence easterly along said north ROW line to its point of intersection with the west ROW line of the alley between N. Railroad Avenue and N. Cleveland Avenue; thence northerly along said west ROW line to its point of intersection with the south ROW line of the alley between E. 11th Street and E. 12th Street; thence continuing northerly to the point of intersection of the north ROW line of the alley between E. 11th Street and E. 12th Street and the west ROW line of the alley between N. Railroad Avenue and N. Cleveland Avenue; thence continuing northerly along said west ROW line to its point of intersection with the south ROW line of E. 12th Street; thence continuing northerly to the point of intersection of the north ROW line of E. 12th Street and the west ROW line of the alley between N. Railroad Avenue and N. Cleveland Avenue; thence continuing northerly along said west ROW line to its point of intersection with the south ROW line of the alley

between E. 12th Street and E. 13th Street; thence continuing northerly to the point of intersection of the north ROW line of the alley between E. 12th Street and E. 13th Street and the west ROW line of the alley between N. Railroad Avenue and N. Cleveland Avenue; thence continuing northerly along said west ROW line to its point of intersection with the south ROW line of the alley between E. 13th Street and E. Eisenhower Boulevard; thence continuing northerly to the point of intersection of the north ROW line of said alley between E. 13th Street and E. Eisenhower Boulevard and the west ROW line of the alley between N. Railroad Avenue and N. Cleveland Avenue; thence continuing northerly along said west ROW line to the point of intersection of the east line of Lot 21, Block 4, Loveland Heights Addition and the south line of the vacated alley ROW; thence easterly all said south line to the centerline of the vacated alley ROW; thence northerly along said centerline to its point of intersection with the south ROW line of E. Eisenhower Boulevard; thence continuing northerly along the west line extended of said Lots to its point of intersection with the centerline of E. Eisenhower Avenue; thence easterly along said centerline to its point of intersection with the east ROW line extended of the alley between N. Lincoln Avenue and N. Jefferson Avenue; thence southerly along said west alley line extended to the point of intersection of the south ROW line of E. Eisenhower Boulevard and said west alley line; thence continuing southerly along said west alley line to its point of intersection with the north ROW line of E. 13th Street; thence continuing southerly to the point of intersection of said west alley line and the south ROW line of E. 13th Street; thence continuing southerly along said west alley line to its points of intersection with the north ROW line of E. 12th Street; thence continuing southerly to the point of intersection of said west alley line with the south ROW line of E. 12th Street; thence continuing southerly along said west alley line to its point of intersection with the north line of Little Barnes Ditch; thence continuing southerly to the point of intersection of said west alley line and the south line of said Ditch; thence continuing southerly along said west alley line to its point of intersection with the centerline of the alley ROW vacated via Ordinance 3317 and recorded at Reception Number 86051452 adjoining Block 2, Lincoln Place Addition; thence easterly along the centerline of said vacated alley to its point of intersection with the east line of Lot 10, Block 2, Lincoln Place Addition; thence southerly along said east line x feet to a point; thence westerly perpendicular to said east line to a point on the east line of Lot 11, Block 2, Lincoln Place Addition; thence southerly along the east line of Said Lot 11 to its point of intersection with the north ROW line of E. 11th Street; thence continuing southerly to the point of intersection of the east line of Lot 11, Block 3, Lincoln Place Addition and the south ROW line of E. 11th Street; thence westerly along said south ROW line to its point of intersection with the east line of Lot 13, Block 3, Lincoln Place Addition; thence southerly along said east line to its point of intersection with the north ROW line of the Great Western/Omni Railroad; thence easterly along said north ROW line to its point of intersection with the east line of Lot 10, Block 3, Lincoln Place Addition; thence southerly to the point of intersection of the east line of Lot 2, Block 5, Orchard Park Addition and the south ROW line of said Railroad; thence continuing southerly along the east line of said Lot 2 to the NE corner of Lot 1, Block 5, Orchard Park; thence continuing south along the east line of said Lot 1 to its point of intersection with the north ROW line of E. 10th Street; thence southwest to the point of intersection of the south ROW line of E. 10th Street and the east ROW line of the alley between N. Jefferson Avenue and N. Lincoln Avenue; thence southerly along said east ROW line to its point of intersection with the north ROW line of E. 8th Street; thence continuing southerly to the point of intersection of the south ROW line of E. 8th Street and the east ROW line of the alley between N. Jefferson Avenue and N. Lincoln Avenue; thence southerly along said east ROW line to its point of intersection with the north ROW line of the alley between E. 8th Street and E. 7th Street; thence easterly along said north ROW line to its point of intersection with the west ROW line of N. Jefferson Avenue; thence continuing easterly to the point of intersection of said north ROW line and the east ROW line of N. Jefferson Avenue; thence southerly to the point of intersection of the south ROW line of said alley and the east ROW line of N. Jefferson Avenue; thence continuing southerly along said east line to its point of intersection with the north ROW line of E. 7th Street; thence continuing southerly to the point of intersection of the south ROW line of E. 7th Street and the east line of E.

Jefferson Avenue; thence continuing southerly along said east line to its point of intersection with the north ROW line of the alley between E. 7th Street and E. 6th Street; thence continuing southerly to the point of intersection of the south ROW line of said alley and the east ROW line of N. Jefferson Avenue; thence continuing southerly along said east line to its point intersection with the north ROW line of E. 6th Avenue; thence easterly along said north line to its point intersection with the west ROW line of N. Washington Avenue; thence continuing easterly to the point intersection of the north ROW line of E. 6th Avenue and the east ROW line of N. Washington Avenue; thence southerly to the point of intersection of the south ROW line of E. 6th Avenue and the east ROW line of N. Washington Avenue; thence southerly along said east ROW line to its point of intersection with the north ROW line of the alley between E. 6th Street and E. 5th Street; thence continuing southerly to the point of intersection of the south ROW line of said alley and the east ROW line of N. Washington Avenue; thence continuing southerly along said east line to its point of intersection with the north ROW line of E. 5th Street; thence easterly along said north ROW line to its point of intersection with the west ROW line of N. Adams Avenue; thence continuing easterly to the point of intersection of the north ROW line of E. 5th Street and the east ROW line of N. Adams Avenue; thence southerly to the point of intersection of the south ROW line of E. 5th Street and the east ROW line of N. Adams Avenue; thence southerly along said east ROW line to its point of intersection with the north ROW line of E. 4th Street; thence continuing southerly to the point of intersection of the east ROW line N. Adams Avenue and the south ROW line of E. 4th Street; thence westerly to the point of intersection of the west ROW line of N. Adams Avenue and the south ROW line of E. 4th Street; thence continuing westerly along said south ROW line to the Point of Beginning.