

DISTRICT COURT, EL PASO COUNTY, COLORADO Court Address: 270 South Tejon Street Colorado Springs, CO 80903 Telephone: (719) 452-5000	<p style="text-align: center;">▲ COURT USE ONLY ▲</p>
Petitioner: PAINT BRUSH HILLS METROPOLITAN DISTRICT	
Attorneys for Petitioner: Names: Jennifer Gruber Tanaka, Esq. Brent E. Butzin, Esq. Address: WHITE BEAR ANKELE TANAKA & WALDRON Attorneys at Law 2154 E. Commons Ave., Suite 2000 Centennial, CO 80122 Phone Number: (303) 858-1800 Fax Number: (303) 858-1801 Email: jtanaka@wbapc.com bbutzin@wbapc.com Atty. Reg. #32056 Atty. Reg. #40636	Case No: 1986CV4806 Ctrm: Div: 1
AMENDED AND RESTATED NOTIFICATION OF APPROVED MODIFICATION TO SERVICE PLAN	

Pursuant to § 32-1-207(2)(a), C.R.S., a Petition for modification to the Service Plan (the “Petition”) for the Paint Brush Hills Metropolitan District (the “District”) was submitted to the El Paso County Board of County Commissioners (the “Commissioners”) on September 20, 2004. A copy of said Petition is attached hereto as **Exhibit A**. The Petition requested the addition of park and recreation powers to the District’s other powers set forth in its Service Plan. On January 6, 2005, after proper publication, the Commissioners conducted a public hearing to consider the Petition and adopted Resolution No. 05-21 approving the Petition (the “Resolution”), which Resolution was recorded in the real property records of the El Paso County Clerk and Recorder’s Office at Reception Number 205016961, a copy of which is attached hereto as **Exhibit B**.

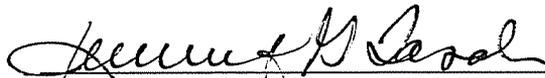
This Amended and Restated Notification of Approved Modification of Service Plan contains exhibits which were previously not included in the Petition originally submitted to the

Court and is intended to amend, restate, replace and supersede the previous Notification provided to the Court on April 8, 2014.

IN WITNESS WHEREOF, this Notification is filed with the Court for the purposes of public notification and disclosure.

Respectfully filed with the Court on the 14th day of August, 2014.

WHITE BEAR ANKELE TANAKA & WALDRON
Attorneys at Law



Jennifer Gruber Tanaka, Esq., #32056

Brent E. Butzin, Esq., #40636

ATTORNEYS FOR THE PETITIONER

EXHIBIT A

Petition for Modification of Service Plan

PHILIP J. ANDERSON
545 East Pikes Peak Avenue
Suite 207
Colorado Springs, Colorado 80903

(719)633-4873
FAX (719)633-2926
CELL (719)331-2732
email: pjanderson@qwest.net

September 20, 2004

Carl F. Schueler
El Paso County Planning Department
Regional Development Center
2880 International Circle
Colorado Springs, Colorado 80910

Re: Petition for Modification to Paint Brush Hills Metropolitan District Service Plan –
Parks and Recreation

Dear Carl,

As you are aware from previous discussions with me and our District Manager, Ellen Robley, the Board of Directors of the Paint Brush Hills Metropolitan District has determined that adding park and recreation as authorized District services would be in the best interests of the customers and residents of the District. For reasons that are unknown eighteen years later, the Service Plan for the District, approved by the Board of County Commissioners in 1986, included water, sanitary sewer, storm sewer and drainage, streets, street lights, traffic signals, bridges, mosquito control and safety protection but did not include park and recreation.

Today, the District serves 525 homes and an estimated population of 1,450 people. A total of 1,700 homes with a population of over 5,000 are anticipated at full build out of the 945 acres within the District's boundaries. El Paso County government does not provide neighborhood park services and our board believes that such services should be offered in urban density developments, particularly the Falcon Hills' development which it serves. All of the other districts in the Falcon area currently provide park and recreation services.

To this end, our board has canvassed its customers on several occasions and has held public meetings to obtain input on their desires with regard to the provision of park and recreation services. As one might imagine, there was a range of comments and suggestions but the large majority of those responding were in favor of the District getting into the park business, particularly if the District's mil levy was not increased to do so. The leading items of interest were walking trails and pocket parks with playground equipment.

We are submitting a twenty-year projection of revenues and expenses for the estimated capital and operating costs associated with desired park and recreation

facilities. This projection generally corresponds to a Trails/Park Exhibit for the property located within the boundaries of the District, also being submitted with this request. No increase in property taxes is being proposed to fund these costs as current general fund revenues, lottery funds and developer contributions are anticipated to be sufficient.

As usual, we thank you in advance for your assistance in processing our request. Please do not hesitate to advise us if the Special District/Local Improvement District Committee should be involved with this request. We have previously worked with the County Parks Department and have committed to providing a trail along the northerly boundary of the District as part of the County's master plan for trails in the region (shown on the Exhibit). If you think additional coordination is needed, we will be happy to do so. C.R.S. 32-1-207 (2) requires that a material modification of the original service plan should be handled in substantially the same manner as is provided for the approval of the original plan. Please consider this letter to be our Petition. We will contact the Clerk to the Board to determine the amount of the filing fee, if any. We are also providing a copy of the District's 2004 Budget and, to the extent possible, would appreciate the County's assistance in processing this request this fall to facilitate our Board's adoption of its 2005 budget.

Sincerely,

A handwritten signature in black ink, appearing to read "Philip J. Anderson". The signature is written in a cursive style with a large initial "P".

Philip J. Anderson
President
Paint Brush Hills Metropolitan District

Park & Recreation Net Revenue Projections

Paint Brush Hills Metropolitan District

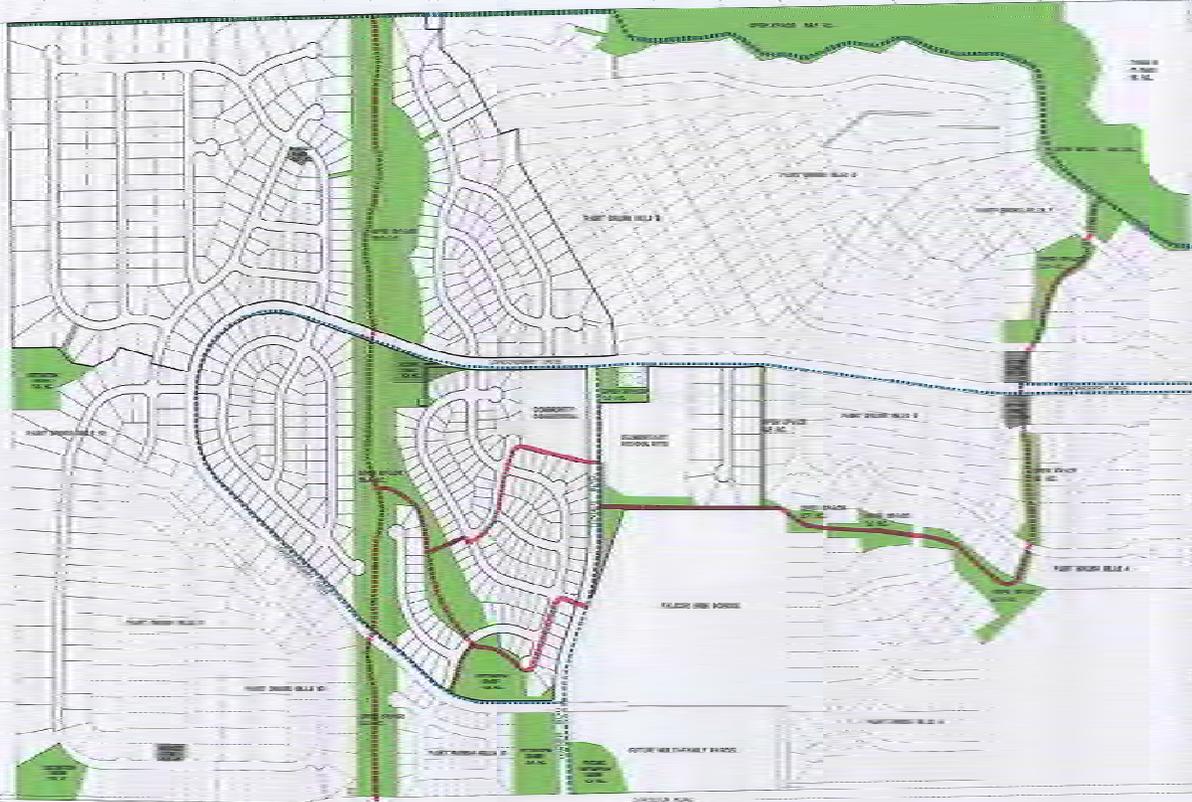
FORECAST YEAR	Average # Customers	Park & Rec Revenues				TOTAL	Park & Rec Expenses		TOTAL	NET
		GENERAL FUND	LOTTERY FUNDS	CONTRIBUTIONS*	OTHER**	REVENUES	MAINTENANCE	CAPITAL	EXPENSES	PARK & REC REVENUES
2004	525	\$25,000	\$0		\$0	\$25,000	\$0	\$25,000	\$25,000	\$0
2005	600	\$25,000	\$10,080	\$72,500	\$0	\$35,080	\$4,000	\$30,000	\$34,000	\$1,080
2006	675	\$35,000	\$11,340	\$100,000	\$0	\$46,340	\$8,000	\$35,000	\$43,000	\$3,340
2007	775	\$35,000	\$13,020		\$0	\$48,020	\$12,000	\$35,000	\$47,000	\$1,020
2008	875	\$45,000	\$14,700	\$72,500	\$0	\$59,700	\$12,000	\$45,000	\$57,000	\$2,700
2009	1000	\$45,000	\$16,800		\$0	\$61,800	\$16,000	\$45,000	\$61,000	\$800
2010	1125	\$45,000	\$18,900	\$72,500	\$0	\$63,900	\$16,000	\$45,000	\$61,000	\$2,900
2011	1250		\$21,000		\$0	\$21,000	\$20,000	\$0	\$20,000	\$1,000
2012	1300		\$21,840		\$0	\$21,840	\$20,500	\$0	\$20,500	\$1,340
2013	1375		\$23,100		\$0	\$23,100	\$21,013	\$0	\$21,013	\$2,088
2014	1450		\$24,360		\$0	\$24,360	\$21,538	\$0	\$21,538	\$2,822
2015	1500		\$25,200		\$0	\$25,200	\$22,076	\$0	\$22,076	\$3,124
2016	1550		\$26,040		\$0	\$26,040	\$22,628	\$0	\$22,628	\$3,412
2017	1600		\$26,880		\$0	\$26,880	\$23,194	\$0	\$23,194	\$3,686
2018	1650		\$27,720		\$0	\$27,720	\$23,774	\$0	\$23,774	\$3,946
2019	1700		\$28,560		\$0	\$28,560	\$24,368	\$0	\$24,368	\$4,192
2020	1700		\$28,560		\$0	\$28,560	\$24,977	\$0	\$24,977	\$3,583
2021	1700		\$28,560		\$0	\$28,560	\$25,602	\$0	\$25,602	\$2,958
2022	1700		\$28,560		\$0	\$28,560	\$26,242	\$0	\$26,242	\$2,318
2023	1700		\$28,560		\$0	\$28,560	\$26,898	\$0	\$26,898	\$1,662
2024	1700		\$28,560		\$0	\$28,560	\$27,570	\$0	\$27,570	\$990
2025	1700		\$28,560		\$0	\$28,560	\$28,259	\$0	\$28,259	\$301

NOTES:

- Average # customers estimated from # taps at Year-Start and Year-End
- Lottery Funds @ \$6/person where population estimate = Average # Customers (i.e., households) X 2.8 persons/household
- Contributions consist of platted land dedications by the developer
- Other Revenues include possible Urban Park fees, GOCO (Great Outdoors Colorado Trust Fund) and CTF (Conservation Trust Fund) matching grants
- CAPITAL IMPROVEMENTS planned on a small scale, primarily walking trails and playing areas:
 - 2004 - Install one half-mile walking trails (\$15K) and plan playing field and playground equipment on pocket park sites (\$10K).
 - 2005 - Install one half-mile walking trails (\$10K) and playground equipment on pocket park site (\$20K).
 - 2006 - Install one mile walking trails (\$20K) and playing fields on pocket park sites (\$15K).
 - 2007 - Install basketball court (\$10K) and picnic gazebo (\$5K) and playground equipment (\$20K) on pocket park site.
 - 2008 - Install playground equipment on pocket park site (\$30K).
 - 2009 - Improve walking trail system with bench areas and road crossings (\$20K).
 - 2010 - Install playground equipment on pocket park site (\$30K).
- Maintenance costs estimated from current landscaping and open space maintenance contracts; with 5% increase per year after 2010.
- Neighborhood sport leagues could be added to park and recreation services and/or contract with neighboring district to share facilities (e.g., gyms and pools) with excess revenues.

PAINt BRUSH HILLS

TRAILS / PARK EXHIBIT



		PAINt BRUSH HILLS TRAILS / PARK EXHIBIT		
DESIGNED BY CLASSIC CONSULTING ENGINEERS & SURVEYORS 1000 S. 10th Street, Suite 100 Phoenix, AZ 85001 (602) 955-1234	DRAWN BY [Name]	SCALE 1/4" = 1'	DATE 11/11/11	

PAINT BRUSH HILLS METROPOLITAN DISTRICT
Adopted Budget for 2004

Actual Prior Year 2002	Estimated Current 2003	ADOPTED BUDGET 2004	Water Fund Budget 2004	Sewer Fund Budget 2004	General Fund Budget 2004
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REVENUES and OTHER RECEIPTS

OPERATING

Water operations

Residential (est. 525 avg units/month @ \$30/month)	190,000	200,000	189,000	189,000	
School (10 mos. @ \$750/month in bldg.)	95,000	110,000	7,000	7,000	
Commercial	0	13,880	1,000	1,000	

	\$285,000	\$323,880	\$197,000	\$197,000	\$0	\$0
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Wastewater operations

Residential (est. 525 avg units/month @ \$20/month)	87,480	95,000	126,000		126,000
School (\$600/month x 12 months)	7,200	7,200	7,200		7,200
Commercial	0	0	0		0

	\$94,680	\$102,200	\$133,200	\$0	\$133,200	\$0
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NONOPERATING and OTHER RECEIPTS

Developer contributions	0	0	100,000	100,000	0	
Inspection fees (est. 75 homes @ \$50/home - 2 visits)	0	0	7,500			7,500
Interest income	6,000	3,200	2,000			2,000
Lease/Purchase (additional funds acquired)	0		1,000,000	957,000	43,000	
Out-of-District Sewer rights	0		100,000		100,000	
Property taxes	158,567	204,000	205,837			205,837
Refunds	3,870	7,530	3,500			3,500
Specific ownership tax	24,207	28,000	26,000			26,000
Tank rental for antennas	0	1,500	7,200			7,200
WHMD settlement agreement	0	24,000	4,000		4,000	

	\$192,644	\$268,230	\$1,456,037	\$1,057,000	\$147,000	\$252,037
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Total Revenues and Other Receipts

	\$572,324	\$694,310	\$1,786,237	\$1,254,000	\$280,200	\$252,037
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EXPENDITURES

OPERATING

Operations

Analytical testing	8,275	2,750	9,400	9,400	
Billing/software	500	6,000	12,000	6,000	6,000
Bulk water purchases	0	0	0		
Chemicals/equipment	0	7,900	7,500	7,000	500
Meter reading	1,820	2,900	3,200	3,200	
Miscellaneous supplies/tools	0	2,000	0		
Pumphouse maintenance	0	500	5,000	4,500	500
Sewerline repairs/maintenance	525	0	10,000		10,000
Storage tank repairs/maintenance	0	2,490	50,000	50,000	
Utilities (gas/electric)	67,000	76,000	85,000	70,000	15,000
Wastewater Operations	11,700	11,700	11,700		11,700
Water Operations	36,896	26,000	25,200	21,600	3,600
Waterline repairs/maintenance	16,841	7,500	10,000	10,000	
Well repairs/maintenance	0	0	25,000	25,000	

Total Operations	\$143,557	\$145,740	\$254,000	\$206,700	\$47,300	\$0
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Administrative and general

Audit/accounting	7,250	6,200	8,000			8,000
Bank charges	450	1,500	1,650			1,650
Board meetings (directors' fees)	3,450	3,900	4,500			4,500
Director bonds	250	350	350			350
Drainage maintenance	14,390	2,566	10,000			10,000
Dues/subscriptions/conference	1,876	2,050	2,400			2,400
Election expenses	430	0	500			500
Engineering	1,000	6,000	8,000	3,000	5,000	
Flags, lights and public signs	6,155	1,050	2,000			2,000
Grounds maintenance/landscaping	26,000	29,000	24,000			24,000
Insurance	3,400	4,006	4,500			4,500
Hydrologist	3,800	2,600	5,000	3,500	1,500	
Legal	5,200	2,062	6,000	2,000	2,000	2,000
Management	40,000	40,000	48,000			48,000

PAINT BRUSH HILLS METROPOLITAN DISTRICT
Adopted Budget for 2004

	Actual Prior Year 2002	Estimated Current 2003	ADOPTED BUDGET 2004	Water Fund Budget 2004	Sewer Fund Budget 2004	General Fund Budget 2004
Office equipment/supplies	4,800	5,200	6,000			6,000
Postage	2,200	2,250	2,500	1,800	500	200
Rebate (mill levy)	35,826	19,263	0			
Road repairs	51,000	23,500	20,000			20,000
Telephone	4,250	4,500	5,000			5,000
Total Administrative and general	\$185,937	\$141,481	\$158,400	\$10,300	\$9,000	\$139,100

CAPITAL EXPENDITURES (Non-Operating)

Capital outlay						
Additional wells (Dawson/Arapahoe)	3,500	1,803	0			
Dawson drilling/equip (Pumphouse #5)			130,000	130,000		
Arapahoe drilling/equip (Pumphouse #5)			250,000	250,000		
Dawson drilling/equip (Pumphouse #4)			145,000	145,000		
Drainage ditch improvements (culvert at Glenellen bend)		6,523	8,475			8,475
Easement purchase	0	0	2,000			2,000
Landscaping improvements	0	2,000	40,000			40,000
Lift station	25,000	450,000	0			
Line extensions/augmentation facility	0	26,000	10,000	10,000		
Parks/recreation facilities	0	0	25,000			25,000
Pump/motor upgrade/replacement for wells	15,159	148,330	50,000	50,000		
Pumphouses (new/expansions/improvements)		0	0			
Pumphouse #5 (building & electrical)	92,870		125,000	125,000		
Pumphouse #2 & #4 (auto valves/purge lines)			10,000	10,000		
Sewage meter pit			40,000		40,000	
Sewer plant upgrade	0	9,150	0			
Storage tank	0	0	0			
Telemetry	0	3,000	12,000	9,000	3,000	
Vault/booster pump improvements			30,000	30,000		
Wastewater return line	0	0	0			
Water interconnection line	0	0	219,500	219,500		
Well improvements	50,000	0	25,000	25,000		
WHMD settlement agreement	0	24,000	4,000		4,000	
TOTAL Capital Expenditures	\$186,529	\$670,806	\$1,125,975	\$1,003,500	\$47,000	\$75,475

LEASE/PURCHASE PAYMENTS

Lease/Purchase payment (first fund)						
Interest	127,182	124,302	121,195	99,987	21,208	
Principal	36,457	39,337	42,445	35,014	7,431	
Lease/Purchase payment (second fund)	0	0	80,135	76,689	3,446	
TOTAL Lease/Purchase Payments	\$163,639	\$163,639	\$243,775	\$211,690	\$32,085	\$0

FUND BALANCE SUMMARY

Beginning Cash Balances: January 1

Capital/Replacement Reserves	0	175,000	150,000	150,000		
Debt Service Reserve (restricted for lease/purchase)	164,000	164,000	164,000	135,000	28,700	
Emergency Reserves	50,000	75,000	75,000			75,000
Lease/Purchase Account	486,584	344,084	0			
Other Financing	0	0	0			
Remaining Accounts (bank & COLOTRUST)	352,033	132,212	73,940			73,940
TOTAL Beginning Cash Balances:	\$1,052,617	\$890,296	\$462,940	\$285,000	\$28,700	\$148,940

Ending Cash Balances, December 31

Capital/Replacement Reserves	175,000	150,000	125,000	125,000		
Debt Service Reserve (restricted for lease/purchase)	164,000	164,000	248,000	213,000	35,000	
Emergency Reserves	75,000	75,000	75,000			75,000
Lease/Purchase Funds	344,084	0	0			
Remaining Accounts (bank & COLOTRUST)	132,212	73,940	19,027			19,027
TOTAL Ending Cash Balances:	\$890,296	\$462,940	\$467,027	\$338,000	\$35,000	\$94,027

EXHIBIT B

Resolution of Commissioners Approving Petition

THIS IS A CORRECTED VERSION OF RESOLUTION NO. 05-21 RECORDED ON JANUARY 19, 2005, AT RECEPTION NO. 205008854 OF THE RECORDS OF THE EL PASO COUNTY CLERK AND RECORDER

Resolution No. 05-21

**BOARD OF COUNTY COMMISSIONERS
EL PASO COUNTY, STATE OF COLORADO**

RESOLUTION TO MODIFY THE PAINT BRUSH HILLS METROPOLITAN DISTRICT SERVICE PLAN

Commissioner Huffman moved adoption of the following Resolution:

WHEREAS, pursuant to Sections 32-1-207(2), C.R.S., as amended, the Paint Brush Hills Metropolitan District submitted an application for review and modification of the Paint Brush Hills Metropolitan District Service Plan; and

WHEREAS, the El Paso County Planning Commission held a public hearing concerning this matter on November 16, 2004, at which time the Planning Commission did by formal resolution recommend conditional approval of the submitted modification to the Paint Brush Hills Metropolitan District Service Plan; and

WHEREAS, on December 13, 2004, the Board ordered a public hearing to be held on the Service Plan on January 6, 2005; and

WHEREAS, notice of the hearing before the Board was duly published in the *El Paso County Advertiser and News* on December 15, 2004, as required by law; and

WHEREAS, notice of the hearing before the Board was duly mailed by first class mail, on or before December 30, 2004, to interested persons, defined as follows: (1) the owners of record of all property within the proposed Title 32 districts as such owners of record are listed in the proposed service plan; (2) 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. Notice of hearing was provided to the State of Colorado Division of Local Government on December 23, 2004; and

WHEREAS, pursuant to the provisions of Title 32, Article 1, C.R.S., as amended, the Board held a public hearing on the Service Plan Modification for the District on January 6, 2005; and

WHEREAS, based on the evidence, testimony, exhibits, study of the master plan for the unincorporated area of the County, study of the proposed service plan, recommendations of the El Paso County Planning Commission, comments of the El Paso

ROBERT C. "BOB" BALINK El Paso County, CO

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County Planning Division, comments of public officials and agencies, and comments by all interested parties, this Board finds as follows:

1. That proper publication and public notice were provided as required by law for the hearings before the Planning Commission and the Board of County Commissioners.
2. The hearings before the Planning Commission and the Board were extensive and complete; that all pertinent facts, matters and issues were submitted; that all interested parties were heard or had the opportunity to be heard; and, that evidence satisfactory to the Board of each of the following was presented:
 - a. There is sufficient existing and projected need for organized service in the area to be served by the Special District.
 - b. Existing parks and recreation service in the area to be served by the Special District is inadequate for present and projected needs.
 - c. The Special District is capable of providing economical and sufficient parks and recreation service to the area it intends upon serving.
 - d. Adequate parks and recreation service is not or will not be available to the area through the County or other existing municipal or quasi-municipal corporations within a reasonable time and on a comparable basis.
 - e. The parks and recreation facility and service standards of the Special District are compatible with the facility and service standards of El Paso County, and each municipality that is an interested party
 - f. The proposal is in substantial compliance with a Master Plan adopted pursuant to C.R.S. 30-28-106.
 - g. The proposal is in compliance with any duly adopted County, regional or state long-range water quality management plan for the area.
 - h. The modification of this existing Special District will be in the best interests of the area proposed to be served.

NOW, THEREFORE, BE IT RESOLVED by the Board of County Commissioners of El Paso County, Colorado:

1. That the Board of County Commissioners of El Paso County, Colorado does hereby determine that the requirements of sections 32-1-207(2), C.R.S., relating to the filing of a modified service plan for Paint Brush Hills Metropolitan District and the requirements of sections 32-1-204, C.R.S., relating to notice of the hearing by the Board, have been fulfilled in a timely manner.

2. That the Board of County Commissioners of El Paso County, Colorado, does hereby approve the Service Plan Modification for the Paint Brush Hills Metropolitan District, for property more particularly described in Exhibit A, which is attached hereto and incorporated herein by reference, conditioned upon the following:

CONDITION:

a. With the exception of the addition of parks and recreation as any allowable purpose for this District all other elements of the original 1986 approval of this Service Plan found at Reception No. 01456003 shall remain in full force and effect.

NOTATIONS:

a. Approval of this Service Plan modification does not confer any express intent by El Paso County to assume ownership or maintenance responsibility of any identified facilities including "proposed County trails." Such decisions may be made through separate later County actions.

b. The forecasted budget as proposed will allow for only limited maintenance and operations of the identified park and open space properties and facilities. Higher levels of maintenance and operations will require additional sources of revenue.

3. A certified copy of this Resolution shall be filed in the records of the County and submitted to the petitioner.

4. That all resolutions or parts thereof, in conflict with the provisions hereof, are hereby repealed.

ADOPTED January 6, 2005, at Colorado Springs, Colorado.

Resolution No. 05-21

Page 4



By: [Signature]
Deputy County Clerk

**BOARD OF COUNTY COMMISSIONERS
EL PASO COUNTY, COLORADO**

By: [Signature]
Chairman

Commissioner Williams seconded the adoption of the foregoing Resolution. The roll having been called, all five Commissioners present voted "aye," and the Resolution was unanimously adopted by the Board of County Commissioners of the County of El Paso, State of Colorado.

Resolution No. 05-21
EXHIBIT A

"Section 25 in the east 1/2 of Section 26, Township 12 South, Range 65 West of the 6 P.M. in El Paso County, Colorado, except the easterly 30 feet and the southerly 60 feet of the easterly 3222.73 feet of said Section 25, and except that parcel described in Book 2732 at Page 860 of the records of said El Paso County, containing 945 acres, more or less."