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DISTRICT COURT, WELD COUNTY, COLORADO Court Address: 901 Ninth Avenue, Greeley, Colorado, 80632		▲COURT USE ONLY▲
IN RE THE ORGANIZATION OF ERIE CORPORATE CENTER METROPOLITAN DISTRICT NO. 3		
Name :	Kenneth S. Allen, Esq.	Case No: 04 CV 424 Div: 1 Ctm:
Address:	WHITE AND BEAR Professional Corporation 1805 Shea Center Drive, Suite 100 Highlands Ranch, CO 80129	
Phone Number:	(303) 858-1800	
Fax Number:	(303) 858-1801	
Atty. Reg. #:	030955	

ORDER AND DECREE ORGANIZING DISTRICT, ISSUING CERTIFICATES OF ELECTION AND RELEASING BOND

THIS MATTER comes before the Court on the Motion for Order and Decree Organizing District, for Issuance of Certificates of Election and for Release of Bonds, filed by the Petitioner in regard to the organization of Erie Corporate Center Metropolitan District No. 3 (the "District"). This Court, being fully advised in the premises, hereby FINDS AND ORDERS:

- 1) That a majority of the votes cast at the election held on May 4, 2004, in which the question of organization of the District was submitted to eligible electors, were in favor of organization, and that the election was held in accordance with Articles 1 to 13 of Title 1, C.R.S.
- 2) That the District shall be and is hereby duly and regularly organized in accordance with the requirements of Article 1 of Title 32, C.R.S.
- 3) That the District shall be known as "Erie Corporate Center Metropolitan District No. 3," the corporate name as designated in the Petition filed with this Court.
- 4) That the District is located in Weld County, Colorado, as more particularly described in Exhibit A, attached hereto and made a part hereof.
- 5) That the District shall be a quasi-municipal corporation and a political subdivision of the State of Colorado with all the powers thereof.

6) That the following qualified persons were duly elected as members of the District's first Board of Directors for the indicated terms, and as further shown on the Certificates of Election, issued by this Court in accordance with Section 32-1-305.5(5), C.R.S., which Certificates are attached hereto:

<u>Name</u>	<u>Term</u>
Charles R. Bellock	4 Years (May 2008)
David G. Rhodes	4 Years (May 2008)
Michael J. Burns	4 Years (May 2008)
Lewis G. Holtsclaw	2 Years (May 2006)
Jon R. Lee	2 Years (May 2006)

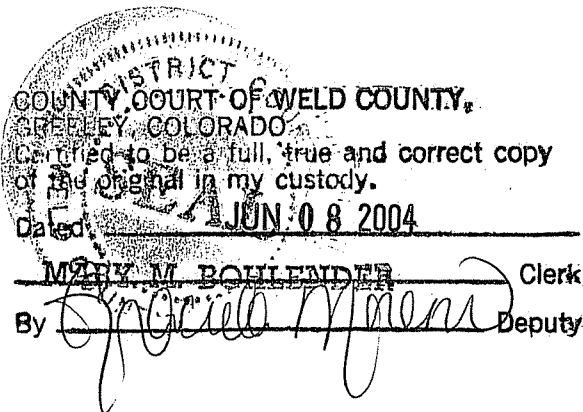
- 7) That the Clerk of this Court shall release to Petitioner the Bond in the amount of \$500 submitted in connection with the organization of the District.
- 8) That in accordance with Section 32-1-205(2), C.R.S., a copy of the approved Service Plan and the Town of Erie Resolution of Approval shall be incorporated by reference in and appended to this Order establishing the District after all other legal procedures have been complied with.

DONE IN COURT this _____ day of MAY 27 2004, 2004.

BY THE COURT:

Roger A. Klein

District Court Judge





3193473 06/28/2004 12:01P Weld County, CO
3 of 5 R 26.00 D 0.00 Steve Moreno Clerk & Recorder

EXHIBIT A

Legal Description

[To District Court Order and Decree Organizing District
and Issuing Certificates of Election]



Civil Engineering
Land Surveying
Land Planning

CONSULTANTS, INC.

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ERIE CORPORATE CENTER

DESCRIPTION OF DISTRICT 3 "COMMERCIAL TAXING DISTRICT"

A part of Section 10, Township 1 North, Range 68 West of the Sixth Principal Meridian, Town of Erie, County of Weld, State of Colorado, more particularly described as follows:

COMMENCING at the Northwest corner of said Section 10;
Thence North 89°45'35" East along the northerly line of said Section 10 a distance of 30.00 feet to a point;
Thence South 00°08'14" East parallel with and 30.00 feet easterly of the westerly line of said Section 10 a distance of 30.00 feet to a point on the southerly right of way line of County Road 12;
Thence North 89°45'35" East continuing along said right of way line parallel with and 30.00 feet southerly of the northerly line of said Section 10 a distance of 1530.00 feet to the POINT OF BEGINNING;

Thence North 89°45'35" East continuing along said right of way line a distance of 1097.62 feet to a point;

Thence North 89°45'48" East a distance of 2347.37 feet to a point on the westerly line of CDOT Tract 205 as described at Reception Number 2776783 in the Weld County Clerk and Recorder's Office;

Thence along said westerly line and the westerly line of Tract 203 and Tract 203A at said Reception Number the following four (4) courses;

1. Thence South 00°23'48" East a distance of 4022.56 feet to a point;
2. Thence South 05°16'21" West a distance of 329.72 feet to a point;
3. Thence South 00°26'18" East a distance of 70.09 feet to a point;
4. Thence South 85°43'17" West a distance of 535.23 feet to a point on the northerly right of way line of County Road 10;

Thence South 89°37'55" West along said right of way line parallel with and 30.00 feet northerly of the southerly line of the Southeast Quarter of said Section 10 a distance of 1819.97 feet to a point;

Thence South 89°43'35" West continuing along said northerly right of way line parallel with and 30.00 feet northerly of the southerly line of Southwest Quarter of said Section 10 a distance of 844.10 feet to a point of non-tangent curvature;

Thence along the arc of a curve to the left having a central angle of 16°49'58", a radius of 2857.50 feet, an arc length of 839.49 feet, and whose chord bears North 55°51'13" West, 836.48 feet to a point of non-tangent curvature;

Thence along the arc of a curve to the left having a central angle of 36°38'27", a radius of 1000.00 feet, an arc length of 639.50 feet, and whose chord bears North 55°03'34" East, 628.66 feet to a point;

Thence North 36°44'21" East a distance of 100.00 feet to a point of curvature;



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Thence along the arc of a curve to the right having a central angle of 27°18'58", a radius of 180.00 feet, an arc length of 85.82 feet, and whose chord bears North 50°23'50" East, 85.00 feet to a point;

Thence North 64°03'19" East a distance of 100.00 feet to a point of curvature;

Thence along the arc of a curve to the left having a central angle of 9°10'49", a radius of 539.32 feet, an arc length of 86.41 feet, and whose chord bears North 59°27'55" East, 86.32 feet to a point;

Thence North 34°52'38" West a distance of 592.64 feet to a point of curvature;

Thence along the arc of a curve to the right having a central angle of 34°44'18", a radius of 90.00 feet, an arc length of 54.57 feet, and whose chord bears North 17°30'30" West, 53.73 feet to a point;

Thence North 00°08'21" West a distance of 3673.28 feet to the POINT OF BEGINNING. Containing 415.357 acres, more or less.

Exception therefrom

A parcel of land 235 feet in radius in the Southeast Quarter of said Section 10, Township 1 North, Range 68 West of the Sixth Principal Meridian, Town of Erie, County of Weld, State of Colorado, more particularly described as follows:

COMMENCING at the Southeast corner of said Section 10;
Thence North 00°22'56" West along the easterly line of said Section 10 a distance of 683.29 feet to a point;
Thence South 89°37'04" West a distance of 676.70 feet to the center point of said parcel. Containing 3.983 acres, more or less.

CONTAINING A TOTAL OF 411.374 ACRES, MORE OR LESS.

[Signature]
Janet M. Monheiser, PLS 2282828281
For and On Behalf of CVL Consultants, Inc.

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January 8, 2002

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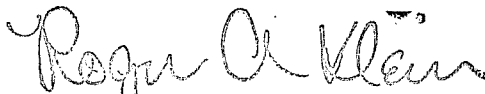
CERTIFICATE OF ELECTION

The Court, having determined that the election conducted on May 4, 2004, concerning the organization of the above named District was held in accordance with Articles 1 to 13 of Title 1, C.R.S., and acting in accordance with Section 32-1-305.5(5), C.R.S., hereby certifies the following named individuals as duly elected to the office of Director of the District for the terms indicated.

Director	Term
Charles R. Bellock	May 2008
David G. Rhodes	May 2008
Michael J. Burns	May 2008
Lewis G. Holtsclaw	May 2006
Jon R. Lee	May 2006

BY THE COURT:

MAY 27 2004



District Court Judge