

**EXHIBIT  
C****AGREEMENT FOR A SINGLE PLAN**

THIS AGREEMENT FOR A SINGLE PLAN (the "Agreement") is made and entered into this 11<sup>th</sup> day of July, 2022, by and between the Town of Superior, a Colorado municipal corporation with an address of 124 East Coal Creek Drive, Superior, CO 80027 (the "Town"), and the Superior/McCaslin Interchange Metropolitan District, a Colorado special district with an address of 124 East Coal Creek Drive, Superior, CO 80027 (the "District") (each a "Party" and collectively the "Parties").

WHEREAS, the District intends to file with the Boulder County District Court a Petition for Exclusion of the real property more particularly described in **Exhibit A**, attached hereto and incorporated by this reference, (the "Property") from the District; and

WHEREAS, pursuant to C.R.S. § 32-1-502(2)(c), the Parties intend for this Agreement to constitute a single plan for the disposition of assets and continuation of services to all areas of the District.

NOW THEREFORE, for the consideration hereinafter set forth, the receipt and sufficiency of which are hereby acknowledged, the Parties agree as follows:

**I. SERVICES**

A. *Services Provided by the District.* The District was organized for the purpose of constructing improvements to the McCaslin Boulevard/U.S. 36 interchange and all improvements associated with the bond funding have since been completed. The exclusion of the Property will have no effect on the District's operations.

B. *Services Provided by the Town.* The Town acknowledges that, upon exclusion of the Property from the District, the Town will be responsible for providing the same level of services to the Property that the District currently provides; provided that the Town may contract for those services or ensure that those services are provided by the District or another entity.

C. *Facilities Owned and Operated by the District.* The District does not own or operate any facilities that serve the Property. Therefore, the following information (contemplated by C.R.S. § 32-1-502(2)(c)) is immaterial: the fair market value and source of the facilities located within the Property; transfer of facilities necessary to serve the Property; adequacy of facilities retained by the District; and availability of the facilities transferred to the Town for use in the remaining territory of the District.

**II. DISPOSITION OF ASSETS AND OUTSTANDING INDEBTEDNESS**

A. All assets currently owned by the District will remain in the District.

B. A schedule of the District's current bonded indebtedness is attached as **Exhibit B** hereto and is incorporated fully herein. The District has no other outstanding bonded indebtedness.

7/6/2022

### III. EFFECT OF EXCLUSION ON DISTRICT, TOWN AND PROPERTY

A. The exclusion of the Property will have no adverse effect on the District, the Town or the Property. The Property was included within the District by district court order dated October 15, 2012, effective January 1, 2013. The exclusion of the Property will have no effect on the District's provision of services to other properties within the District or the cost of those services.

B. As a result of the exclusion, the District estimates no substantial loss in property tax revenues. If the exclusion of the Property is granted by the district court, the exclusion would take effect January 1<sup>st</sup> of the year following the date of the court's exclusion order. The Property is subject to all District property taxes levied for the fiscal years prior to the effective date of the exclusion order. Thereafter, pursuant to C.R.S. § 32-1-503(1), the Property will continue to be subject to the levy of District property taxes for the payment of District indebtedness outstanding as of the effective date of the exclusion order. The Property would no longer be responsible for any District taxes for operating costs or subject to the levy of taxes for any new bonded indebtedness created after the effective date of the exclusion order.

C. The requested exclusion will have no effect on the Town.

D. The Property is currently subject to its share of the District's existing debt and will continue to be subject to this amount upon exclusion, pursuant to C.R.S. § 32-1-503(1). However, no additional responsibility for any new District debt will arise for the Property after the effective date of the exclusion order.

### IV. MISCELLANEOUS

A. *Fair and Equitable Terms.* The Parties represent that the terms contained in this Agreement are fair and equitable and will request that the district court incorporate the terms set forth herein into its order excluding the Property from the District.

B. *Consent.* Both Parties consent to the exclusion of the Property from the District.

C. *Governing Law and Venue.* This Agreement shall be governed by the laws of the State of Colorado, and any legal action concerning the provisions hereof shall be brought in Boulder County, Colorado.

D. *No Waiver.* Delays in enforcement or the waiver of any one or more defaults or breaches of this Agreement by the Town shall not constitute a waiver of any other terms or obligations of this Agreement.

E. *Integration.* This Agreement constitutes the entire agreement between the Parties, superseding all prior oral or written communications.

F. *Third Parties.* There are no intended third-party beneficiaries to this Agreement.

G. *Notice.* Any notice under this Agreement shall be in writing, and shall be deemed sufficient when directly presented or sent pre-paid, first-class U.S. Mail to the Party at the address set forth on the first page of this Agreement.

H. *Severability.* If any provision of this Agreement is found by a court of competent jurisdiction to be unlawful or unenforceable for any reason, the remaining provisions hereof shall remain in full force and effect.

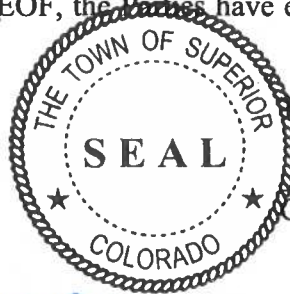
I. *Modification.* This Agreement may only be modified upon written agreement of the Parties.

J. *Assignment.* Neither this Agreement nor any of the rights or obligations of the Parties shall be assigned by either Party without the written consent of the other.

K. *Governmental Immunity.* The Town and its officers, attorneys and employees, are relying on, and do not waive or intend to waive by any provision of this Agreement, the monetary limitations or any other rights, immunities, and protections provided by the Colorado Governmental Immunity Act, C.R.S. § 24-10-101, *et seq.*, as amended, or otherwise available to the Town and its officers, attorneys or employees.

L. *Subject to Annual Appropriation.* Consistent with Article X, § 20 of the Colorado Constitution, any financial obligation of either Party not performed during the current fiscal year is subject to annual appropriation, shall extend only to monies currently appropriated, and shall not constitute a mandatory charge, requirement, debt or liability beyond the current fiscal year.

IN WITNESS WHEREOF, the Parties have executed this Agreement as of the Effective Date.



TOWN OF SUPERIOR, COLORADO

DocuSigned by:  
Clint Folsom

03847D2E402D482...  
Clint Folsom, Mayor

ATTEST:

*Patricia Leyva*  
Patricia Leyva, Town Clerk



SUPERIOR/MCCASLIN  
INTERCHANGE METROPOLITAN  
DISTRICT

DocuSigned by:  
Clint Folsom

03847D2E402D482...  
Clint Folsom, President

ATTEST:

*Patricia Leyva*  
Patricia Leyva, Secretary

**EXHIBIT A  
LEGAL DESCRIPTION**

A PARCEL OF LAND INCLUSIVE OF LOT 1 AND LOT 2 OF THE BIELLA MINOR SUBDIVISION RECORDED SEPTEMBER 14, 2005 AS RECEPTION NO. 2722091 OF THE RECORDS OF BOULDER COUNTY AND INCLUSIVE OF TRACT A, LOT 1 AND LOT 2 OF THE ICE HOUSE SUBDIVISION FILING NO. 2 RECORDED JULY 15, 2011 AS RECEPTION NO. 03159229 OF THE RECORDS OF BOULDER COUNTY AND INCLUSIVE OF THAT REAL PROPERTY DESCRIBED IN A QUIT CLAIM DEED FROM THE COUNTY OF BOULDER TO THE TOWN OF SUPERIOR RECORDED AUGUST 1, 1997 AS RECEPTION NO. 1719035 OF THE RECORDS OF BOULDER COUNTY, AND INCLUSIVE OF LOT 1 THROUGH 21, PARCEL A AND OUTLOT B OF THE BLOCK 1, DISCOVERY OFFICE PARK/SUPERIOR TOWN CENTER REPLAT NO. 3 RECORDED APRIL 12, 2018 AS RECEPTION NO. 03650274 OF THE RECORDS OF BOULDER COUNTY AND ALSO ALL OF LOTS 78 THROUGH 100, OUTLOT J AND OUTLOT K, AND PORTIONS OF OUTLOT G AND OUTLOT L OF THE BLOCK 25, DISCOVERY OFFICE PARK/SUPERIOR TOWN CENTER REPLAT NO. 2 RECORDED MARCH 25, 2019 AS RECEPTION NO. 03703842 OF THE RECORDS OF BOULDER COUNTY, ALL BEING SITUATED IN SECTION 19, TOWNSHIP 1 NORTH, RANGE 69 WEST OF THE 6TH PRINCIPAL MERIDIAN, TOWN OF SUPERIOR, COUNTY OF BOULDER, STATE OF COLORADO, AND AS A WHOLE BEING MORE PARTICULARLY DESCRIBED AS FOLLOWS:

COMMENCING AT THE NORTH SIXTEENTH CORNER OF THE WEST SIDE OF SAID SECTION 19, MONUMENTED BY 2.5" BRASS ROCK CAP EMBEDDING IN CONCRETE MEDIAN AND STAMPED "N1/16 S19 R69W S24 R70W T1S PLS 29761" AND ASSUMING THE WEST LINE OF THE SOUTHWEST QUARTER OF THE NORTHWEST QUARTER OF SAID SECTION 19, MONUMENTED AT THE WEST QUARTER CORNER BY A 2" ALUMINUM PIPE WITH A 2.5" ALUMINUM CAP STAMPED "FRANK R. DREXEL 1/4 S19 R69W S24 R70W T1N [SIC] 2149", TO BEAR SOUTH 01°14'50" EAST, BEING A GRID BEARING OF THE COLORADO STATE PLANE COORDINATE SYSTEM, NORTH ZONE, NORTH AMERICAN DATUM 1983/92, A DISTANCE OF 1316.98 FEET, WITH ALL BEARINGS HEREIN RELATIVE THERETO;

THENCE NORTH 88°44'36" EAST A DISTANCE OF 154.96 FEET TO THE NORTHWEST CORNER OF LOT 2 OF THE ICE HOUSE SUBDIVISION FILING NO. 2 AND TO THE POINT OF BEGINNING;

THENCE NORTH 88°44'36" EAST ALONG THE NORTHERLY LINE OF SAID LOT 2 A DISTANCE OF 9.52 FEET TO THE SOUTHWESTERLY CORNER OF SAID REAL PROPERTY DESCRIBED IN QUIT CLAIM DEED RECORDED AUGUST 1, 1997 AS RECEPTION NO. 1719035 OF THE RECORDS OF BOULDER COUNTY;

THE NEXT THREE (3) COURSES ARE ALONG THE WESTERLY LINES OF SAID REAL PROPERTY DESCRIBED IN A QUIT CLAIM DEED RECORDED AUGUST 1, 1997 AS RECEPTION NO. 1719035 OF THE RECORDS OF BOULDER COUNTY:

1. THENCE NORTH 09°49'34" WEST A DISTANCE OF 297.96 FEET;

2. THENCE NORTH 08°19'35" WEST A DISTANCE OF 139.98 FEET;
3. THENCE NORTH 00°10'10" EAST A DISTANCE OF 226.84 FEET TO THE

NORTHWEST CORNER OF SAID REAL PROPERTY DESCRIBED IN A QUIT CLAIM DEED RECORDED AUGUST 1, 1997 AS RECEPTION NO. 1719035 OF THE RECORDS OF BOULDER COUNTY;

THENCE NORTH 88°42'50" EAST ALONG THE NORTHERLY LINE OF SAID REAL PROPERTY DESCRIBED IN RECEPTION NO. 1719035 AND ALONG THE NORTHERLY LINE OF THE ICE HOUSE SUBDIVISION FILING NO. 2 A DISTANCE OF 961.21 FEET TO THE SOUTHWESTERLY RIGHT OF WAY LINE OF U.S. HIGHWAY NO. 36 AND THE BEGINNING POINT OF A CURVE, NON-TANGENT TO THIS COURSE;

THENCE ALONG SAID SOUTHWESTERLY RIGHT OF WAY LINE AND ALONG THE ARC OF A CURVE CONCAVE TO THE SOUTHWEST A DISTANCE OF 301.42 FEET, SAID CURVE HAS RADIUS OF 5630.00 FEET, A DELTA OF 03°04'03" AND IS SUBTENDED BY A CHORD BEARING SOUTH 53°47'12" EAST A DISTANCE OF 301.38 FEET TO THE END POINT OF SAID CURVE AND TO THE WESTERLY LINE OF THE BIELLA MINOR SUBDIVISION;

THENCE NORTH 00°09'03" WEST ALONG THE WESTERLY LINE OF THE BIELLA MINOR SUBDIVISION A DISTANCE OF 10.27 FEET TO THE SOUTHWESTERLY RIGHT OF WAY LINE OF U.S. HIGHWAY NO. 36 AND THE BEGINNING POINT OF A CURVE, NON-TANGENT TO THIS COURSE;

THE NEXT TWO (2) COURSES ARE ALONG THE SOUTHWESTERLY RIGHT OF WAY LINE OF U.S. HIGHWAY NO. 36:

1. THENCE ALONG THE ARC OF A CURVE CONCAVE TO THE SOUTHWEST A DISTANCE OF 721.14 FEET, SAID CURVE HAS A RADIUS OF 5630.00 FEET; A DELTA OF 07°20'20" AND IS SUBTENDED BY A CHORD BEARING SOUTH 48°47'49" EAST A DISTANCE OF 720.65 FEET TO A POINT OF TANGENCY;
2. THENCE SOUTH 45°07'39" EAST A DISTANCE OF 1104.78 FEET TO THE EAST LINE OF THE NORTHWEST QUARTER OF SAID SECTION 19 AND ALSO THE NORTHEAST CORNER OF SAID BIELLA MINOR SUBDIVISION;

THENCE SOUTH 00°02'40" EAST ALONG THE EAST LINE OF THE NORTHWEST QUARTER OF SAID SECTION 19 A DISTANCE OF 65.30 FEET TO THE NORTHERLY LINE OF PARCEL D AS DESCRIBED IN AN AGREEMENT RECORDED MAY 16, 2003 AS RECEPTION NO. 2442477 OF THE RECORDS OF BOULDER COUNTY;

THENCE SOUTH 89°14'15" WEST ALONG THE NORTHERLY LINE OF SAID PARCEL D A DISTANCE OF 241.51 FEET;

THENCE SOUTH 00°46'59" EAST ALONG THE WESTERLY LINE OF THE SUPERIOR CEMETERY AS PER RECEPTION NO. 2442477 A DISTANCE OF 271.00 FEET TO THE SOUTHWEST CORNER THEREOF;

THENCE NORTH 89°41'10" EAST ALONG THE SOUTHERLY LINE OF SAID SUPERIOR CEMETERY A DISTANCE OF 238.00 FEET TO THE EAST LINE OF THE NORTHWEST QUARTER OF SAID SECTION 19;

THENCE SOUTH 00°02'40" EAST ALONG THE EAST LINE OF THE NORTHWEST QUARTER OF SAID SECTION 19 A DISTANCE OF 190.53 FEET TO THE CENTER QUARTER CORNER OF SAID SECTION 19;

THENCE SOUTH 88°54'11" WEST ALONG THE SOUTH LINE OF THE EAST HALF OF THE NORTHWEST QUARTER OF SAID SECTION 19 A DISTANCE 1185.23 FEET TO THE EASTERLY LINE OF OUTLOT G AS DESCRIBED IN BLOCK 25, DISCOVERY OFFICE PARK/SUPERIOR TOWN CENTER REPLAT NO. 2 RECORDED MARCH 25, 2019 AS RECEPTION NO. 03703842 OF THE RECORDS OF BOULDER COUNTY;

THE NEXT TWO (2) COURSES ARE ALONG THE EASTERLY LINE OF SAID OUTLOT G:

1. THENCE SOUTH 15°03'36" EAST A DISTANCE OF 148.29 FEET TO THE BEGINNING POINT OF A CURVE, TANGENT TO THIS COURSE;
2. THENCE ALONG SAID EASTERLY LINE OF OUTLOT G AND ALONG THE ARC OF A CURVE CONCAVE TO THE NORTHEAST A DISTANCE OF 29.33 FEET, SAID CURVE HAS RADIUS OF 380.00 FEET, A DELTA OF 04°25'20" AND IS SUBTENDED BY A CHORD BEARING SOUTH 17°16'16" EAST A DISTANCE OF 29.32 FEET TO THE END POINT OF SAID CURVE;

THENCE SOUTH 70°31'04" WEST, RADIALY TO THE LAST DESCRIBED CURVE, A DISTANCE OF 70.31 FEET;

THENCE NORTH 89°38'41" WEST A DISTANCE OF 110.07 +/- FEET TO THE NORTHEAST CORNER OF LOT 20, BLOCK 1 OF THE BLOCK 1, DISCOVERY OFFICE PARK/SUPERIOR TOWN CENTER REPLAT NO. 3 RECORDED APRIL 12, 2018 AS RECEPTION NO. 03650274 OF THE RECORDS OF BOULDER COUNTY;

THE NEXT TWELVE (12) COURSES ARE ALONG THE EASTERLY, SOUTHERLY AND WESTERLY LINES OF THE BLOCK 1, DISCOVERY OFFICE PARK/SUPERIOR TOWN CENTER REPLAT NO. 3 RECORDED APRIL 12, 2018 AS RECEPTION NO. 03650274 OF THE RECORDS OF BOULDER COUNTY:

1. THENCE SOUTH 18°40'18" WEST A DISTANCE OF 92.35 FEET TO THE SOUTHEAST CORNER OF SAID LOT 20;
2. THENCE SOUTH 78°32'43" EAST A DISTANCE OF 22.26 FEET TO THE NORTHEAST CORNER OF PARCEL A OF THE BLOCK 1, DISCOVERY OFFICE PARK/SUPERIOR TOWN CENTER REPLAT NO. 3 RECORDED APRIL 12, 2018 AS RECEPTION NO. 03650274 OF THE RECORDS OF BOULDER COUNTY;

7/6/2022

3. THENCE ALONG THE EASTERLY LINE OF PARCEL A SOUTH 00°13'16" WEST A DISTANCE OF 80.92 FEET TO THE SOUTHEAST CORNER OF SAID PARCEL A AND THE BEGINNING POINT OF A CURVE, NON-TANGENT TO THIS COURSE;
4. THENCE ALONG THE ARC OF A CURVE CONCAVE TO THE SOUTHWEST A DISTANCE OF 278.69 FEET, SAID CURVE HAS A RADIUS OF 229.00 FEET, A DELTA OF 69°43'43" AND IS SUBTENDED BY A CHORD BEARING NORTH 79°36'07" WEST A DISTANCE OF 261.81 FEET TO THE END POINT OF SAID CURVE;
5. THENCE SOUTH 65°32'01" WEST A DISTANCE OF 98.76 FEET TO THE BEGINNING POINT OF A CURVE, TANGENT TO THIS COURSE;
6. THENCE ALONG THE ARC OF A CURVE CONCAVE TO THE NORTHWEST A DISTANCE OF 85.83 FEET, SAID CURVE HAS A RADIUS OF 114.07 FEET, A DELTA OF 43°06'46" AND IS SUBTENDED BY A CHORD BEARING SOUTH 87°05'48" WEST A DISTANCE OF 83.82 FEET TO THE END POINT OF SAID CURVE;
7. THENCE NORTH 72°04'25" WEST A DISTANCE OF 5.07 FEET TO THE BEGINNING POINT OF A CURVE, TANGENT TO THE THIS COURSE;
8. THENCE ALONG THE ARC OF A CURVE CONCAVE TO THE SOUTHEAST A DISTANCE OF 276.40 FEET, SAID CURVE HAS A RADIUS OF 315.00 FEET, A DELTA OF 50°16'26" AND IS SUBTENDED BY A CHORD BEARING SOUTH 82°47'22" WEST A DISTANCE OF 267.61 FEET TO THE END POINT OF SAID CURVE;
9. THENCE SOUTH 57°39'09" WEST A DISTANCE OF 101.77 FEET TO THE BEGINNING POINT OF A CURVE, TANGENT TO THE THIS COURSE;
10. THENCE ALONG THE ARC OF A CURVE CONCAVE TO THE NORTHWEST A DISTANCE OF 47.86 FEET, SAID CURVE HAS A RADIUS OF 135.00 FEET, A DELTA OF 20°18'39" AND IS SUBTENDED BY A CHORD BEARING SOUTH 67°48'28" WEST A DISTANCE OF 47.61 FEET TO THE END POINT OF SAID CURVE;
11. THENCE SOUTH 77°57'48" WEST A DISTANCE OF 6.89 FEET TO THE SOUTHWEST CORNER OF SAID PARCEL A;
12. THENCE ALONG THE WESTERLY LINE OF SAID PARCEL A NORTH 09°47'18" WEST A DISTANCE OF 304.46 FEET TO THE NORTHWEST CORNER OF OUTLOT B OF THE BLOCK 1, DISCOVERY OFFICE PARK/SUPERIOR TOWN CENTER REPLAT NO. 3 RECORDED APRIL 12, 2018 AS RECEPTION NO. 03650274 OF THE RECORDS OF BOULDER COUNTY, SAID CORNER ALSO BEING THE SOUTHWEST CORNER OF LOT 2 OF THE ICE HOUSE SUBDIVISION FILING NO. 2 RECORDED JULY 15, 2011 AS RECEPTION NO. 03159229 OF THE RECORDS OF BOULDER COUNTY;

THE NEXT TWO (2) COURSES ARE ALONG THE WESTERLY LINES OF THE ICE HOUSE SUBDIVISION FILING NO. 2 RECORDED JULY 15, 2011 AS RECEPTION NO. 03159229 OF THE RECORDS OF BOULDER COUNTY;

1. THENCE NORTH 09°51'48" WEST A DISTANCE OF 152.34 FEET;
2. THENCE NORTH 09°57'12" WEST A DISTANCE OF 1333.18 FEET, MORE OR LESS,  
TO THE POINT OF BEGINNING.

SAID PARCEL CONTAINS 3,967,914 SQ. FT. OR 91.1 ACRES, MORE OR LESS.



**EXHIBIT B**

**Superior/McCaslin Interchange Metropolitan District**

**Debt Service Schedule to Maturity  
General Obligation Refunding Note, Series 2015**

Notes were issued in March, 2015 (advanced refunding, original bonds called November, 2015) with a total par amount of \$3,100,000 at 1.90%. The notes were used to refund SMID General Obligation Refunding Bonds, Series 2005 (NIC of 4.35%, resulting in NPV savings of 9.32%). The bond proceeds were used to finance Phase I interchange improvements at U.S. Highway 36 and McCaslin Boulevard. The source of payment for the notes is a 2022 property tax mill levy at 9.00 mills for all real property in the District. Following the 2015 refunding, there is no call option.

| <u>Year</u> | <u>Principal Amount</u> | <u>Interest Amount</u> | <u>Total Payment</u> | <u>Principal Balance</u> |
|-------------|-------------------------|------------------------|----------------------|--------------------------|
|             |                         |                        |                      | \$980,000                |
| 2022        | \$320,000               | \$18,879               | \$338,879            | \$660,000                |
| 2023        | \$325,000               | \$12,714               | \$337,714            | \$335,000                |
| 2024        | \$335,000               | \$6,471                | \$341,471            |                          |
|             | \$980,000               | \$38,064               | \$1,018,064          |                          |