

**LANDOWNER'S PETITION AND CONSENT
TO INCLUDE REAL ESTATE**

The City of Commerce City, a Colorado municipal corporation ("City") and South Adams County Water and Sanitation District (collectively "Petitioner"), are the fee owners of the real property situated in Adams County, Colorado, described in the attached **Exhibit A** (the "Property"). The Property is capable of being served by the water and sanitation facilities of the South Adams County Water and Sanitation District ("District"). Petitioner hereby petitions the Board of Directors of the District to take all legal steps necessary to include the Property into the boundaries of the District.

In support of this petition, City states that in 2006 it filed a petition for inclusion with a general description of the Property, and the District's Board of Directors approved the inclusion of the Property by its Order dated June 14, 2006, after published notice and a public hearing. Due to the need for a more definite legal description of the Property to be included, the process was not completed at that time, so the City wishes to have the inclusion re-confirmed and completed. The District wishes to include its property which is adjacent to the City's property as part of this inclusion.

As part of the inclusion of the Property into the District, City is conveying to the District all of its rights, title and interest to all groundwater whether tributary, not tributary or nontributary (including all decrees, permits and other evidence of any right, title or interest thereto), underlying, appurtenant to, or in any manner associated with the Property, by executing the District's Conveyance of Groundwater Rights form.

Petitioner acknowledges that this Petition and Consent to Include Real Estate shall be filed with the District and considered by the District's Board of Directors at a public hearing. Petitioner also acknowledges that the District's Board of Directors may enter an order reconfirming and approving inclusion, and consents in advance to the District's petition to the Adams County District Court to include the Property within the boundaries of the District.

Date: _____

CITY OF COMMERCE CITY, COLORADO,
a Colorado municipal corporation

By: _____
Sean Ford, Mayor

ATTEST:

City Clerk

APPROVED AS TO FORM:

City Attorney

STATE OF COLORADO)
) ss.
COUNTY OF ADAMS)

The foregoing instrument was acknowledged before me this _____ day of _____, 2013, by Sean Ford, Mayor of the City of Commerce City.

Witness my hand and official seal.

Notary Public

My commission expires: _____

SOUTH ADAMS COUNTY WATER AND
SANITATION DISTRICT

By: _____

ATTEST:

STATE OF COLORADO)
) ss.
COUNTY OF ADAMS)

The foregoing instrument was acknowledged before me this _____ day of _____, 2013, by _____ as President of South Adams County Water and Sanitation District.

Witness my hand and official seal.

Notary Public

My commission expires: _____

EXHIBIT A

Parcel owned by the City of Commerce City

LEGAL DESCRIPTION FROM AN-187-04 AND AN-213-07

A PARCEL OF LAND LOCATED IN SECTION 9 AND THE WEST HALF OF SECTION 4, TOWNSHIP 3 SOUTH, RANGE 67 WEST OF THE SIXTH PRINCIPAL MERIDIAN, AND THE WEST HALF OF SECTION 33, TOWNSHIP 2 SOUTH, RANGE 67 WEST OF THE SIXTH PRINCIPAL MERIDIAN, COUNTY OF ADAMS, STATE OF COLORADO, BEING MORE PARTICULARLY DESCRIBED AS FOLLOWS:

BEGINNING AT THE SOUTHEAST CORNER OF SAID SECTION 9 AND CONSIDERING THE SOUTH LINE OF THE SOUTHEAST QUARTER OF SAID SECTION 9 TO BEAR SOUTH 89°39'19" WEST, WITH ALL BEARINGS CONTAINED HEREIN RELATIVE THERETO;

THENCE SOUTH 89°39'19" WEST ALONG SAID SOUTH LINE OF THE SOUTHEAST QUARTER OF SECTION 9, A DISTANCE OF 2680.68 FEET TO THE SOUTH QUARTER CORNER OF SAID SECTION 9;

THENCE SOUTH 89°40'00" WEST ALONG THE SOUTH LINE OF THE SOUTHWEST QUARTER OF SAID SECTION 9, AND LEAVING SAID SOUTH LINE OF THE SOUTHEAST QUARTER OF SECTION 9, A DISTANCE OF 563.75 FEET TO THE SOUTHEAST CORNER OF THE U.S. POST OFFICE PROPERTY DESCRIBED IN DACA 45-4-71-6185 OF THE RECORDS OF THE OFFICE OF THE ADAMS COUNTY CLERK AND RECORDER;

THENCE ALONG THE EAST, NORTH AND WEST BOUNDARY OF SAID U.S. POST OFFICE PROPERTY DESCRIBED IN DACA 45-4-71-6185, THE FOLLOWING FOUR (4) COURSES;

1) NORTH 00°20'02" WEST ALONG SAID EAST BOUNDARY, AND LEAVING SAID SOUTH LINE OF THE SOUTHEAST QUARTER OF SECTION 9, A DISTANCE OF 2127.00 FEET TO SAID NORTH BOUNDARY;

2) SOUTH 89°40'00" WEST ALONG SAID NORTH BOUNDARY, AND LEAVING SAID EAST BOUNDARY, A DISTANCE OF 1505.00 FEET TO SAID WEST BOUNDARY;

3) SOUTH 00°20'02" EAST ALONG SAID WEST BOUNDARY, AND LEAVING SAID NORTH BOUNDARY, A DISTANCE OF 1467.00 FEET;

4) NORTH 89°40'00" EAST ALONG SAID WEST BOUNDARY, A DISTANCE OF 30.00 FEET TO THE NORTHWEST CORNER OF THE CITY AND COUNTY OF DENVER PROPERTY DESCRIBED IN DA 25-066-ENG-14461 OF THE RECORDS OF THE OFFICE OF THE ADAMS COUNTY CLERK AND RECORDER;

THENCE SOUTH 00°20'02" EAST ALONG SAID CITY AND COUNTY OF DENVER PROPERTY DESCRIBED IN DA 25-066-ENG-14461, AND LEAVING SAID WEST BOUNDARY OF THE U.S. POST OFFICE PROPERTY DESCRIBED IN DACA 45-4-71-6185, A DISTANCE OF 660.00 FEET TO THE SOUTH LINE OF THE SOUTHWEST QUARTER OF SAID SECTION 9;

THENCE SOUTH 89°40'00" WEST ALONG SAID SOUTH LINE OF THE SOUTHWEST QUARTER OF SECTION 9, AND LEAVING THE WEST BOUNDARY OF SAID CITY AND COUNTY OF DENVER PROPERTY DESCRIBED IN DA 25-266-ENG-14461, A DISTANCE OF 600.00 FEET TO THE SOUTHWEST CORNER OF SAID SOUTHWEST QUARTER OF SECTION 9;

THENCE NORTH 00°20'02" WEST ALONG THE WEST LINE OF SAID SOUTHWEST QUARTER OF SECTION 9, AND LEAVING THE SAID SOUTH LINE OF THE SOUTHWEST QUARTER OF SECTION 9, A DISTANCE OF 2655.27 FEET TO THE WEST QUARTER CORNER OF SAID SECTION 9;

THENCE NORTH 00°30'29" WEST ALONG THE WEST LINE OF THE NORTHWEST QUARTER OF SAID SECTION 9, AND LEAVING SAID WEST LINE OF THE SOUTHWEST QUARTER OF SECTION 9, A DISTANCE OF 2651.30 FEET TO THE NORTHWEST CORNER OF SAID SECTION 9, AND THE SOUTHWEST CORNER OF SAID SECTION 4;

THENCE NORTH 00°32'10" EAST ALONG THE WEST LINE OF THE SOUTHWEST QUARTER OF SAID SECTION 4, AND LEAVING SAID WEST LINE OF THE NORTHWEST QUARTER OF SECTION 9, A DISTANCE OF 2652.97 FEET TO THE WEST QUARTER CORNER OF SAID SECTION 4;

THENCE NORTH 89°38'06" EAST ALONG THE SOUTH LINE OF SAID NORTHWEST QUARTER OF THE SOUTHWEST QUARTER OF SECTION 33, AND LEAVING SAID WEST LINE OF THE SOUTHWEST QUARTER OF SECTION 33, A DISTANCE OF 1323.45 FEET TO THE SOUTHEAST CORNER OF SAID NORTHWEST QUARTER OF THE SOUTHWEST QUARTER OF SECTION 33;

THENCE NORTH 00°28'34" EAST ALONG THE WEST LINE OF THE NORTHWEST QUARTER OF SAID SECTION 4, AND ALONG SAID EXISTING CITY OF COMMERCE CITY LIMITS, AND ALONG SAID EAST LINE OF CITY OF COMMERCE CITY ANNEXATION AN-ORD-104, AND LEAVING SAID WEST LINE OF THE SOUTHWEST QUARTER OF SECTION 4, A DISTANCE OF 2552.42 FEET TO THE NORTHWEST CORNER OF SAID SECTION 4, AND THE SOUTHWEST CORNER OF SAID SECTION 33;

THENCE NORTH 00°36'14" WEST ALONG THE WEST LINE OF THE SOUTHWEST QUARTER OF SAID SECTION 33, AND ALONG SAID EXISTING CITY OF

COMMERCE CITY LIMITS, AND ALONG SAID CITY OF COMMERCE CITY ANNEXATION AN-ORD-104, AND LEAVING SAID WEST LINE OF THE NORTHWEST QUARTER OF SECTION 4, A DISTANCE OF 1321.33 FEET TO THE SOUTHWEST CORNER OF THE NORTHWEST QUARTER OF THE SOUTHWEST QUARTER OF SAID SECTION 33;

ALSO BEING A LINE OF THE PRESENT CITY OF COMMERCE CITY LIMITS LINE AS SHOWN ON THE ANNEXATION MAP TO THE CITY OF COMMERCE CITY (AN-187-04), RECORDED IN RECEPTION NO. REC. NO. 20041029001090120 ON OCTOBER 29, 2004 IN ADAMS COUNTY RECORDS, A DISTANCE OF 1323.37 FEET TO A POINT ON THE WESTERLY LINE OF SAID NORTHWEST ONE-QUARTER OF THE SOUTHWEST ONE-QUARTER AND ALSO BEING A LINE OF THE PRESENT CITY OF COMMERCE CITY LIMITS LINE AS SHOWN ON THE ANNEXATION MAP TO THE CITY OF COMMERCE CITY (AN-ORD-104), RECORDED IN FILE 16, MAP 776 ON OCTOBER 27, 1988 IN ADAMS COUNTY RECORDS;

THENCE NORTH 00°36'03" WEST, ALONG THE WEST LINE OF SAID NORTHWEST ONE-QUARTER OF THE SOUTHWEST ONE-QUARTER AND ALSO BEING THE PRESENT CITY OF COMMERCE CITY LIMITS LINE AS SHOWN ON THE ANNEXATION MAP TO THE CITY OF COMMERCE CITY (AN-ORD-104), RECORDED IN FILE 16, MAP 776 ON OCTOBER 27, 1988 IN ADAMS COUNTY RECORDS, A DISTANCE OF 1321.34 FEET

THENCE NORTH 00°29'08" WEST ALONG THE EAST LINE OF SAID NORTHWEST QUARTER OF THE SOUTHWEST QUARTER OF SECTION 33, AND LEAVING SAID SOUTH LINE OF THE NORTHWEST QUARTER OF THE SOUTHWEST QUARTER OF SECTION 33, AND LEAVING SAID CITY OF COMMERCE CITY LIMITS, AND LEAVING SAID EAST LINE OF CITY OF COMMERCE CITY ANNEXATION AN-ORD-104, A DISTANCE OF 1321.45 FEET TO THE NORTHEAST CORNER OF SAID NORTHWEST QUARTER OF THE SOUTHWEST QUARTER OF SECTION 33;

THENCE NORTH 00°30'00" WEST ALONG THE WEST LINE OF THE NORTHWEST QUARTER OF SAID SECTION 33, AND ALONG SAID EXISTING CITY OF COMMERCE CITY LIMITS, AND ALONG SAID EAST LINE OF CITY OF COMMERCE CITY ANNEXATION AN-ORD-104, AND LEAVING SAID NORTH LINE OF THE NORTHWEST QUARTER OF THE SOUTHWEST QUARTER OF SECTION 33, A DISTANCE OF 1128.37 FEET TO THE SOUTHERLY RIGHT-OF-WAY LINE OF COLORADO STATE HIGHWAY NO. 2, AND A POINT ON THE SOUTHEASTERLY LINE OF CITY OF COMMERCE CITY ANNEXATION AN-ORD-290, FILE 13, MAP 91 OF THE ADAMS COUNTY CLERK AND RECORDER;

THENCE NORTH 41°24'05" EAST ALONG SAID SOUTHERLY RIGHT-OF-WAY LINE OF COLORADO STATE HIGHWAY NO. 2, AND ALONG SAID SOUTHEASTERLY LINE OF CITY OF COMMERCE CITY ANNEXATION AN-ORD-290, AND ALONG SAID CITY OF COMMERCE CITY LIMITS, AND LEAVING SAID WEST LINE OF THE

NORTHWEST QUARTER OF SECTION 33, A DISTANCE OF 2002.89 FEET TO THE NORTH LINE OF SAID NORTHWEST QUARTER OF SECTION 33;

THENCE NORTH 89°52'41" EAST ALONG SAID NORTH LINE OF THE NORTHWEST QUARTER OF SECTION 33, AND LEAVING SAID SOUTHERLY RIGHT-OF-WAY LINE OF COLORADO STATE HIGHWAY NO. 2, AND LEAVING SAID EXISTING CITY OF COMMERCE CITY LIMITS, AND LEAVING SAID SOUTHEASTERLY LINE OF CITY OF COMMERCE CITY ANNEXATION AN-ORD-290, A DISTANCE OF 323.88 FEET TO THE NORTHEAST CORNER OF THE WEST HALF OF THE WEST HALF OF THE EAST HALF OF THE NORTHWEST QUARTER OF SAID SECTION 33;

THENCE SOUTH 00°25'02" EAST ALONG THE EAST LINE OF SAID WEST HALF OF THE WEST HALF OF THE EAST HALF OF THE NORTHWEST QUARTER OF SECTION 33, AND LEAVING SAID NORTH LINE OF THE NORTHWEST QUARTER OF SECTION 33, A DISTANCE OF 2620.73 FEET TO THE SOUTHEAST CORNER OF SAID WEST HALF OF THE WEST HALF OF THE EAST HALF OF THE NORTHWEST QUARTER OF SECTION 33;

THENCE SOUTH 00°27'22" EAST ALONG THE EAST LINE OF THE WEST HALF OF THE WEST HALF OF THE EAST HALF OF THE SOUTHWEST QUARTER OF SAID SECTION 33, AND LEAVING SAID EAST LINE OF THE WEST HALF OF THE WEST HALF OF THE EAST HALF OF THE NORTHWEST QUARTER OF SECTION 33, A DISTANCE OF 2641.40 FEET TO THE SOUTHEAST CORNER OF THE WEST HALF OF THE WEST HALF OF THE EAST HALF OF THE SOUTHWEST QUARTER OF SECTION 33, AND THE NORTHWEST CORNER OF THE WEST HALF OF THE WEST HALF OF THE EAST HALF OF THE NORTHWEST QUARTER OF SAID SECTION 4;

THENCE SOUTH 00°19'20" WEST ALONG THE EAST LINE OF SAID WEST HALF OF THE WEST HALF OF THE EAST HALF OF THE NORTHWEST QUARTER OF SECTION 4, AND LEAVING THE EAST LINE OF THE WEST HALF OF THE WEST HALF OF THE EAST HALF OF THE SOUTHWEST QUARTER OF SECTION 33, A DISTANCE OF 2553.85 FEET TO THE SOUTHEAST CORNER OF SAID WEST HALF OF THE WEST HALF OF THE EAST HALF OF THE NORTHWEST QUARTER OF SECTION 4;

THENCE SOUTH 00°20'41" WEST ALONG THE EAST LINE OF THE WEST HALF OF THE WEST HALF OF THE EAST HALF OF THE SOUTHWEST QUARTER OF SAID SECTION 4, AND LEAVING SAID EAST LINE OF THE WEST HALF OF THE WEST HALF OF THE EAST HALF OF THE NORTHWEST QUARTER OF SECTION 4, A DISTANCE OF 2652.76 FEET TO THE SOUTHEAST CORNER OF SAID WEST HALF OF THE WEST HALF OF THE EAST HALF OF THE SOUTHWEST QUARTER OF SECTION 4, AND A POINT ON THE NORTH LINE OF THE NORTHWEST QUARTER OF SAID SECTION 9;

THENCE NORTH 89°38'08" EAST ALONG SAID NORTH LINE OF THE NORTHWEST QUARTER OF SECTION 9, AND LEAVING SAID EAST LINE OF THE WEST HALF OF THE WEST HALF OF THE EAST HALF OF THE SOUTHWEST QUARTER OF SECTION 4, A DISTANCE OF 999.96 FEET TO THE NORTH QUARTER CORNER OF SAID SECTION 9;

THENCE NORTH 89°38'20" EAST ALONG THE NORTH LINE OF THE NORTHEAST QUARTER OF SAID SECTION 9, AND LEAVING SAID NORTH LINE OF THE NORTHWEST QUARTER OF SECTION 9, A DISTANCE OF 2668.27 FEET TO THE NORTHEAST CORNER OF SAID SECTION 9;

THENCE SOUTH 00°15'20" EAST ALONG THE EAST LINE OF THE NORTHEAST QUARTER OF SAID SECTION 9, AND LEAVING SAID NORTH LINE OF THE NORTHEAST QUARTER OF SECTION 9, A DISTANCE OF 50.00 FEET;

THENCE SOUTH 89°55'41" EAST ALONG A LINE 50.00 FEET SOUTH OF AND PARALLEL WITH THE NORTH LINE OF THE NORTHWEST QUARTER OF SAID SECTION 10, AND LEAVING SAID EAST LINE OF THE NORTHEAST QUARTER OF SECTION 9, A DISTANCE OF 50.00 FEET TO A POINT ON THE EXISTING CITY AND COUNTY OF DENVER LIMITS;

THENCE SOUTH 00°15'20" EAST ALONG A LINE 50.00 FEET EAST OF AND PARALLEL WITH SAID EAST LINE OF THE NORTHEAST QUARTER OF SECTION 9, AND ALONG SAID EXISTING CITY AND COUNTY OF DENVER LIMITS, AND LEAVING SAID LINE 50.00 FEET SOUTH OF AND PARALLEL WITH THE NORTH LINE OF THE NORTHWEST QUARTER OF SECTION 10, A DISTANCE OF 2604.00 FEET TO A LINE 50.00 FEET EAST OF AND PARALLEL WITH THE EAST LINE OF THE SOUTHEAST QUARTER OF SAID SECTION 9;

THENCE SOUTH 00°15'30" EAST ALONG SAID LINE 50.00 FEET EAST OF AND PARALLEL WITH THE EAST LINE OF THE SOUTHEAST QUARTER OF SECTION 9, AND ALONG SAID EXISTING CITY AND COUNTY OF DENVER LIMITS, AND LEAVING SAID LINE 50.00 FEET EAST OF AND PARALLEL WITH THE EAST LINE OF THE NORTHEAST QUARTER OF SECTION 9, A DISTANCE OF 2654.24 FEET TO A POINT ON THE SOUTH LINE OF THE SOUTHWEST QUARTER OF SAID SECTION 10;

THENCE SOUTH 89°29'47" WEST ALONG SAID SOUTH LINE OF THE SOUTHWEST QUARTER OF SECTION 10, AND ALONG SAID EXISTING CITY AND COUNTY OF DENVER LIMITS, AND LEAVING SAID LINE 50.00 FEET EAST OF AND PARALLEL WITH THE EAST LINE OF THE SOUTHEAST QUARTER OF SECTION 9, A DISTANCE OF 50.00 FEET TO THE SOUTHEAST CORNER OF SAID SECTION 9, ALSO BEING THE POINT OF BEGINNING.

PARCEL CONTAINS 917.161 ACRES (39,951,515 SQUARE FEET), MORE OR LESS.

EXCEPT, LOT 1, BLOCK 1, ACSD 14 HIGH SCHOOL PLAT, CONSISTING OF APPROXIMATELY 54.539 ACRES; AND

EXCEPT, TRACT A PRAIRIE GATEWAY ROADS PHASE 2, CONSISTING OF APPROXIMATELY 148.149 ACRES; AND

EXCEPT, LOT 1, BLOCK 2, PRAIRIE GATEWAY FILING NO. 1, CONSISTING OF APPROXIMATELY 15.079 ACRES.

EXCEPT SOUTH ADAMS COUNTY WATER AND SANITATION DISTRICT PARCEL 0182309300001

ADAMS COUNTY RECEPTION NUMBER 2011000027857

A PARCEL OF LAND LOCATED IN SOUTHWEST QUARTER OF THE SOUTHWEST QUARTER (SW ¼ SW ¼) OF SECTION 9, TOWNSHIP 3 SOUTH, RANGE 67 WEST OF THE SIXTH PRINCIPAL MERIDIAN, MERIDIAN, COUNTY OF ADAMS, CITY OF COMMERCE CITY, STATE OF COLORADO, BEING MORE PARTICULARLY DESCRIBED AS FOLLOWS:

BEGINNING AT POINT ON THE SOUTH LINE OF THE SOUTHWEST QUARTER OF SAID SECTION 9 FROM WHICH THE SOUTHWEST CORNER OF SAID SECTION 9 BEARS SOUTH 89°39'53" WEST 500 FEET; THENCE NORTH 00°20'07" WEST 660 FEET; THENCE NORTH 89°39'55" EAST 100 FEET; THENCE SOUTH 00°20'07" EAST 660 FEET THENCE SOUTH 89°39'53" WEST 100 FEET; TO THE POINT OF BEGINNING; EXCEPT THE SOUTH 40 FEET THEREOF WHICH IS EAST 56TH AVENUE ROADWAY.

CONSISTING OF APPROXIMATELY 1.4233 ACRES.

Inclusion Parcel B (aka the "Halo Parcel" owned partially by the City of Commerce City and partially by South Adams County Water and Sanitation District)

A PARCEL OF LAND LOCATED IN THE NORTHWEST ONE-QUARTER OF THE SOUTHWEST ONE-QUARTER OF SECTION 33, TOWNSHIP 2 SOUTH, RANGE 67 WEST OF THE SIXTH PRINCIPAL MERIDIAN, COUNTY OF ADAMS, STATE OF COLORADO, MORE PARTICULARLY DESCRIBED AS FOLLOWS:

BEGINNING AT THE WEST ONE-QUARTER CORNER OF SAID SECTION 33;

1. THENCE NORTH 89°37'47" EAST, A DISTANCE OF 1326.07 FEET ALONG THE NORTH LINE OF SAID NORTHWEST ONE-QUARTER OF THE SOUTHWEST ONE-QUARTER ALSO BEING THE PRESENT CITY OF COMMERCE CITY LIMITS LINE AS SHOWN ON THE ANNEXATION MAP TO THE

CITY OF COMMERCE CITY (AN-187-04), RECORDED IN RECEPTION NO. REC. NO. 20041029001090120 ON OCTOBER 29, 2004 IN ADAMS COUNTY RECORDS;

2. THENCE SOUTH 00°29'02" EAST, ALONG THE EAST LINE OF SAID NORTHWEST ONE-QUARTER OF THE SOUTHWEST ONE-QUARTER AND ALONG THE LINE OF THE PRESENT CITY OF COMMERCE CITY LIMITS LINE AS SHOWN ON THE ANNEXATION MAP TO THE CITY OF COMMERCE CITY (AN-187-04), RECORDED IN RECEPTION NO. REC. NO. 20041029001090120 ON OCTOBER 29, 2004 IN ADAMS COUNTY RECORDS, A DISTANCE OF 1320.83 FEET TO THE SOUTHEAST CORNER OF SAID NORTHWEST ONE-QUARTER OF THE SOUTHWEST ONE-QUARTER AND ALSO BEING A CORNER OF THE PRESENT CITY OF COMMERCE CITY LIMITS LINE AS SHOWN ON THE ANNEXATION MAP TO THE CITY OF COMMERCE CITY (AN-187-04), RECORDED IN RECEPTION NO. REC. NO. 20041029001090120 ON OCTOBER 29, 2004 IN ADAMS COUNTY RECORDS;

3. THENCE SOUTH 89°36'29" WEST, ALONG THE SOUTH LINE OF SAID NORTHWEST ONE-QUARTER OF THE SOUTHWEST ONE-QUARTER AND ALSO BEING A LINE OF THE PRESENT CITY OF COMMERCE CITY LIMITS LINE AS SHOWN ON THE ANNEXATION MAP TO THE CITY OF COMMERCE CITY (AN-187-04), RECORDED IN RECEPTION NO. REC. NO. 20041029001090120 ON OCTOBER 29, 2004 IN ADAMS COUNTY RECORDS, A DISTANCE OF 1323.37 FEET TO A POINT ON THE WESTERLY LINE OF SAID NORTHWEST ONE-QUARTER OF THE SOUTHWEST ONE-QUARTER AND ALSO BEING A LINE OF THE PRESENT CITY OF COMMERCE CITY LIMITS LINE AS SHOWN ON THE ANNEXATION MAP TO THE CITY OF COMMERCE CITY (AN-ORD-104), RECORDED IN FILE 16, MAP 776 ON OCTOBER 27, 1988 IN ADAMS COUNTY RECORDS;

4. THENCE NORTH 00°36'03" WEST, ALONG THE WEST LINE OF SAID NORTHWEST ONE-QUARTER OF THE SOUTHWEST ONE-QUARTER AND ALSO BEING THE PRESENT CITY OF COMMERCE CITY LIMITS LINE AS SHOWN ON THE ANNEXATION MAP TO THE CITY OF COMMERCE CITY (AN-ORD-104), RECORDED IN FILE 16, MAP 776 ON OCTOBER 27, 1988 IN ADAMS COUNTY RECORDS, A DISTANCE OF 1321.34 FEET TO THE POINT OF BEGINNING.

THE ABOVE DESCRIBED PARCEL CONTAINS AN AREA OF 1,750,050 SQUARE FEET, OR 40.1756 ACRES, MORE OR LESS.

THE BASIS OF BEARINGS IS THE WEST LINE OF THE SOUTHWEST ONE-QUARTER OF SECTION 33, TOWNSHIP 2 SOUTH, RANGE 67 WEST OF THE 6TH PRINCIPAL MERIDIAN, BEING MONUMENTED ON THE SOUTH END BY A FOUND 3" ALUMINUM CAP STAMPED "DMWW" IN RANGE BOX WITH NO LID, AND THE NORTH END BY A FOUND 3.25" ALUMINUM CAP STAMPED "WC, LS 17488, 1991" FOR A WITNESS CORNER, WHICH BEARS NORTH 00°36'03" WEST, A DISTANCE OF 2642.67 FEET.

DISTRICT COURT, ADAMS COUNTY, COLORADO Court Address: 1100 Judicial Center Drive Brighton, Colorado 806011	
IN THE MATTER OF THE INCLUSION OF LAND IN SOUTH ADAMS COUNTY WATER AND SANITATION DISTRICT	▲ COURT USE ONLY ▲
Timothy J. Beaton, #10403 Carolyn R. Steffl, #34173 Moses, Wittemyer, Harrison and Woodruff, P.C. P.O. Box 1440 Boulder, CO 80306 Telephone: 303-443-8782 Fax: 303-443-8796 tbeaton@mwhw.com csteffl@mwhw.com	Case Number: 84CV5750 Division: C
CONFESSION OF MOTION TO INCLUDE LAND IN THE BOUNDARIES OF SOUTH ADAMS COUNTY WATER AND SANITATION DISTRICT	

The undersigned landowner has filed a petition and consent to include real estate in South Adams County Water and Sanitation District ("District"). A notice of hearing will be published, a public hearing will be held by the District's Board of Directors, and an Order of the Board may be entered including the land within the boundaries of the District. The undersigned landowner, in advance, hereby consents and confesses this motion of the District to include the land within the boundaries of the District.

Re: See **Exhibit A** attached hereto and incorporated herein by reference.

Dated this _____ day of _____, 2013.

CITY OF COMMERCE CITY, COLORADO,
a Colorado municipal corporation

By: _____
Sean Ford, Mayor

ATTEST:

City Clerk

APPROVED AS TO FORM:

City Attorney

Respectfully submitted this ____ day of _____, 2013.

MOSES, WITTEMYER, HARRISON AND
WOODRUFF, P.C.

Timothy J. Beaton, #10403
Carolyn R. Steffl, #34173

E-FILED PURSUANT TO C.R.C.P. 121
Duly signed original on file at the law offices of Moses, Wittemyer, Harrison and Woodruff, P.C.

EXHIBIT A

Parcel owned by the City of Commerce City

LEGAL DESCRIPTION FROM AN-187-04 AND AN-213-07

A PARCEL OF LAND LOCATED IN SECTION 9 AND THE WEST HALF OF SECTION 4, TOWNSHIP 3 SOUTH, RANGE 67 WEST OF THE SIXTH PRINCIPAL MERIDIAN, AND THE WEST HALF OF SECTION 33, TOWNSHIP 2 SOUTH, RANGE 67 WEST OF THE SIXTH PRINCIPAL MERIDIAN, COUNTY OF ADAMS, STATE OF COLORADO, BEING MORE PARTICULARLY DESCRIBED AS FOLLOWS:

BEGINNING AT THE SOUTHEAST CORNER OF SAID SECTION 9 AND CONSIDERING THE SOUTH LINE OF THE SOUTHEAST QUARTER OF SAID SECTION 9 TO BEAR SOUTH 89°39'19" WEST, WITH ALL BEARINGS CONTAINED HEREIN RELATIVE THERETO;

THENCE SOUTH 89°39'19" WEST ALONG SAID SOUTH LINE OF THE SOUTHEAST QUARTER OF SECTION 9, A DISTANCE OF 2680.68 FEET TO THE SOUTH QUARTER CORNER OF SAID SECTION 9;

THENCE SOUTH 89°40'00" WEST ALONG THE SOUTH LINE OF THE SOUTHWEST QUARTER OF SAID SECTION 9, AND LEAVING SAID SOUTH LINE OF THE SOUTHEAST QUARTER OF SECTION 9, A DISTANCE OF 563.75 FEET TO THE SOUTHEAST CORNER OF THE U.S. POST OFFICE PROPERTY DESCRIBED IN DACA 45-4-71-6185 OF THE RECORDS OF THE OFFICE OF THE ADAMS COUNTY CLERK AND RECORDER;

THENCE ALONG THE EAST, NORTH AND WEST BOUNDARY OF SAID U.S. POST OFFICE PROPERTY DESCRIBED IN DACA 45-4-71-6185, THE FOLLOWING FOUR (4) COURSES;

1) NORTH 00°20'02" WEST ALONG SAID EAST BOUNDARY, AND LEAVING SAID SOUTH LINE OF THE SOUTHEAST QUARTER OF SECTION 9, A DISTANCE OF 2127.00 FEET TO SAID NORTH BOUNDARY;

2) SOUTH 89°40'00" WEST ALONG SAID NORTH BOUNDARY, AND LEAVING SAID EAST BOUNDARY, A DISTANCE OF 1505.00 FEET TO SAID WEST BOUNDARY;

3) SOUTH 00°20'02" EAST ALONG SAID WEST BOUNDARY, AND LEAVING SAID NORTH BOUNDARY, A DISTANCE OF 1467.00 FEET;

4) NORTH 89°40'00" EAST ALONG SAID WEST BOUNDARY, A DISTANCE OF 30.00 FEET TO THE NORTHWEST CORNER OF THE CITY AND COUNTY OF DENVER PROPERTY DESCRIBED IN DA 25-066-ENG-14461 OF THE RECORDS OF THE OFFICE OF THE ADAMS COUNTY CLERK AND RECORDER;

THENCE SOUTH 00°20'02" EAST ALONG SAID CITY AND COUNTY OF DENVER PROPERTY DESCRIBED IN DA 25-066-ENG-14461, AND LEAVING SAID WEST BOUNDARY OF THE U.S. POST OFFICE PROPERTY DESCRIBED IN DACA 45-4-71-6185, A DISTANCE OF 660.00 FEET TO THE SOUTH LINE OF THE SOUTHWEST QUARTER OF SAID SECTION 9;

THENCE SOUTH 89°40'00" WEST ALONG SAID SOUTH LINE OF THE SOUTHWEST QUARTER OF SECTION 9, AND LEAVING THE WEST BOUNDARY OF SAID CITY AND COUNTY OF DENVER PROPERTY DESCRIBED IN DA 25-266-ENG-14461, A DISTANCE OF 600.00 FEET TO THE SOUTHWEST CORNER OF SAID SOUTHWEST QUARTER OF SECTION 9;

THENCE NORTH 00°20'02" WEST ALONG THE WEST LINE OF SAID SOUTHWEST QUARTER OF SECTION 9, AND LEAVING THE SAID SOUTH LINE OF THE SOUTHWEST QUARTER OF SECTION 9, A DISTANCE OF 2655.27 FEET TO THE WEST QUARTER CORNER OF SAID SECTION 9;

THENCE NORTH 00°30'29" WEST ALONG THE WEST LINE OF THE NORTHWEST QUARTER OF SAID SECTION 9, AND LEAVING SAID WEST LINE OF THE SOUTHWEST QUARTER OF SECTION 9, A DISTANCE OF 2651.30 FEET TO THE NORTHWEST CORNER OF SAID SECTION 9, AND THE SOUTHWEST CORNER OF SAID SECTION 4;

THENCE NORTH 00°32'10" EAST ALONG THE WEST LINE OF THE SOUTHWEST QUARTER OF SAID SECTION 4, AND LEAVING SAID WEST LINE OF THE NORTHWEST QUARTER OF SECTION 9, A DISTANCE OF 2652.97 FEET TO THE WEST QUARTER CORNER OF SAID SECTION 4;

THENCE NORTH 89°38'06" EAST ALONG THE SOUTH LINE OF SAID NORTHWEST QUARTER OF THE SOUTHWEST QUARTER OF SECTION 33, AND LEAVING SAID WEST LINE OF THE SOUTHWEST QUARTER OF SECTION 33, A DISTANCE OF 1323.45 FEET TO THE SOUTHEAST CORNER OF SAID NORTHWEST QUARTER OF THE SOUTHWEST QUARTER OF SECTION 33;

THENCE NORTH 00°28'34" EAST ALONG THE WEST LINE OF THE NORTHWEST QUARTER OF SAID SECTION 4, AND ALONG SAID EXISTING CITY OF COMMERCE CITY LIMITS, AND ALONG SAID EAST LINE OF CITY OF COMMERCE CITY ANNEXATION AN-ORD-104, AND LEAVING SAID WEST LINE OF THE SOUTHWEST QUARTER OF SECTION 4, A DISTANCE OF 2552.42 FEET TO THE NORTHWEST CORNER OF SAID SECTION 4, AND THE SOUTHWEST CORNER OF SAID SECTION 33;

THENCE NORTH 00°36'14" WEST ALONG THE WEST LINE OF THE SOUTHWEST QUARTER OF SAID SECTION 33, AND ALONG SAID EXISTING CITY OF

COMMERCE CITY LIMITS, AND ALONG SAID CITY OF COMMERCE CITY ANNEXATION AN-ORD-104, AND LEAVING SAID WEST LINE OF THE NORTHWEST QUARTER OF SECTION 4, A DISTANCE OF 1321.33 FEET TO THE SOUTHWEST CORNER OF THE NORTHWEST QUARTER OF THE SOUTHWEST QUARTER OF SAID SECTION 33;

ALSO BEING A LINE OF THE PRESENT CITY OF COMMERCE CITY LIMITS LINE AS SHOWN ON THE ANNEXATION MAP TO THE CITY OF COMMERCE CITY (AN-187-04), RECORDED IN RECEPTION NO. REC. NO. 20041029001090120 ON OCTOBER 29, 2004 IN ADAMS COUNTY RECORDS, A DISTANCE OF 1323.37 FEET TO A POINT ON THE WESTERLY LINE OF SAID NORTHWEST ONE-QUARTER OF THE SOUTHWEST ONE-QUARTER AND ALSO BEING A LINE OF THE PRESENT CITY OF COMMERCE CITY LIMITS LINE AS SHOWN ON THE ANNEXATION MAP TO THE CITY OF COMMERCE CITY (AN-ORD-104), RECORDED IN FILE 16, MAP 776 ON OCTOBER 27, 1988 IN ADAMS COUNTY RECORDS;

THENCE NORTH 00°36'03" WEST, ALONG THE WEST LINE OF SAID NORTHWEST ONE-QUARTER OF THE SOUTHWEST ONE-QUARTER AND ALSO BEING THE PRESENT CITY OF COMMERCE CITY LIMITS LINE AS SHOWN ON THE ANNEXATION MAP TO THE CITY OF COMMERCE CITY (AN-ORD-104), RECORDED IN FILE 16, MAP 776 ON OCTOBER 27, 1988 IN ADAMS COUNTY RECORDS, A DISTANCE OF 1321.34 FEET

THENCE NORTH 00°29'08" WEST ALONG THE EAST LINE OF SAID NORTHWEST QUARTER OF THE SOUTHWEST QUARTER OF SECTION 33, AND LEAVING SAID SOUTH LINE OF THE NORTHWEST QUARTER OF THE SOUTHWEST QUARTER OF SECTION 33, AND LEAVING SAID CITY OF COMMERCE CITY LIMITS, AND LEAVING SAID EAST LINE OF CITY OF COMMERCE CITY ANNEXATION AN-ORD-104, A DISTANCE OF 1321.45 FEET TO THE NORTHEAST CORNER OF SAID NORTHWEST QUARTER OF THE SOUTHWEST QUARTER OF SECTION 33;

THENCE NORTH 00°30'00" WEST ALONG THE WEST LINE OF THE NORTHWEST QUARTER OF SAID SECTION 33, AND ALONG SAID EXISTING CITY OF COMMERCE CITY LIMITS, AND ALONG SAID EAST LINE OF CITY OF COMMERCE CITY ANNEXATION AN-ORD-104, AND LEAVING SAID NORTH LINE OF THE NORTHWEST QUARTER OF THE SOUTHWEST QUARTER OF SECTION 33, A DISTANCE OF 1128.37 FEET TO THE SOUTHERLY RIGHT-OF-WAY LINE OF COLORADO STATE HIGHWAY NO. 2, AND A POINT ON THE SOUTHEASTERLY LINE OF CITY OF COMMERCE CITY ANNEXATION AN-ORD-290, FILE 13, MAP 91 OF THE ADAMS COUNTY CLERK AND RECORDER;

THENCE NORTH 41°24'05" EAST ALONG SAID SOUTHERLY RIGHT-OF-WAY LINE OF COLORADO STATE HIGHWAY NO. 2, AND ALONG SAID SOUTHEASTERLY LINE OF CITY OF COMMERCE CITY ANNEXATION AN-ORD-290, AND ALONG SAID CITY OF COMMERCE CITY LIMITS, AND LEAVING SAID WEST LINE OF THE

NORTHWEST QUARTER OF SECTION 33, A DISTANCE OF 2002.89 FEET TO THE NORTH LINE OF SAID NORTHWEST QUARTER OF SECTION 33;

THENCE NORTH 89°52'41" EAST ALONG SAID NORTH LINE OF THE NORTHWEST QUARTER OF SECTION 33, AND LEAVING SAID SOUTHERLY RIGHT-OF-WAY LINE OF COLORADO STATE HIGHWAY NO. 2, AND LEAVING SAID EXISTING CITY OF COMMERCE CITY LIMITS, AND LEAVING SAID SOUTHEASTERLY LINE OF CITY OF COMMERCE CITY ANNEXATION AN-ORD-290, A DISTANCE OF 323.88 FEET TO THE NORTHEAST CORNER OF THE WEST HALF OF THE WEST HALF OF THE EAST HALF OF THE NORTHWEST QUARTER OF SAID SECTION 33;

THENCE SOUTH 00°25'02" EAST ALONG THE EAST LINE OF SAID WEST HALF OF THE WEST HALF OF THE EAST HALF OF THE NORTHWEST QUARTER OF SECTION 33, AND LEAVING SAID NORTH LINE OF THE NORTHWEST QUARTER OF SECTION 33, A DISTANCE OF 2620.73 FEET TO THE SOUTHEAST CORNER OF SAID WEST HALF OF THE WEST HALF OF THE EAST HALF OF THE NORTHWEST QUARTER OF SECTION 33;

THENCE SOUTH 00°27'22" EAST ALONG THE EAST LINE OF THE WEST HALF OF THE WEST HALF OF THE EAST HALF OF THE SOUTHWEST QUARTER OF SAID SECTION 33, AND LEAVING SAID EAST LINE OF THE WEST HALF OF THE WEST HALF OF THE EAST HALF OF THE NORTHWEST QUARTER OF SECTION 33, A DISTANCE OF 2641.40 FEET TO THE SOUTHEAST CORNER OF THE WEST HALF OF THE WEST HALF OF THE EAST HALF OF THE SOUTHWEST QUARTER OF SECTION 33, AND THE NORTHWEST CORNER OF THE WEST HALF OF THE WEST HALF OF THE EAST HALF OF THE NORTHWEST QUARTER OF SAID SECTION 4;

THENCE SOUTH 00°19'20" WEST ALONG THE EAST LINE OF SAID WEST HALF OF THE WEST HALF OF THE EAST HALF OF THE NORTHWEST QUARTER OF SECTION 4, AND LEAVING THE EAST LINE OF THE WEST HALF OF THE WEST HALF OF THE EAST HALF OF THE SOUTHWEST QUARTER OF SECTION 33, A DISTANCE OF 2553.85 FEET TO THE SOUTHEAST CORNER OF SAID WEST HALF OF THE WEST HALF OF THE EAST HALF OF THE NORTHWEST QUARTER OF SECTION 4;

THENCE SOUTH 00°20'41" WEST ALONG THE EAST LINE OF THE WEST HALF OF THE WEST HALF OF THE EAST HALF OF THE SOUTHWEST QUARTER OF SAID SECTION 4, AND LEAVING SAID EAST LINE OF THE WEST HALF OF THE WEST HALF OF THE EAST HALF OF THE NORTHWEST QUARTER OF SECTION 4, A DISTANCE OF 2652.76 FEET TO THE SOUTHEAST CORNER OF SAID WEST HALF OF THE WEST HALF OF THE EAST HALF OF THE SOUTHWEST QUARTER OF SECTION 4, AND A POINT ON THE NORTH LINE OF THE NORTHWEST QUARTER OF SAID SECTION 9;

THENCE NORTH 89°38'08" EAST ALONG SAID NORTH LINE OF THE NORTHWEST QUARTER OF SECTION 9, AND LEAVING SAID EAST LINE OF THE WEST HALF OF THE WEST HALF OF THE EAST HALF OF THE SOUTHWEST QUARTER OF SECTION 4, A DISTANCE OF 999.96 FEET TO THE NORTH QUARTER CORNER OF SAID SECTION 9;

THENCE NORTH 89°38'20" EAST ALONG THE NORTH LINE OF THE NORTHEAST QUARTER OF SAID SECTION 9, AND LEAVING SAID NORTH LINE OF THE NORTHWEST QUARTER OF SECTION 9, A DISTANCE OF 2668.27 FEET TO THE NORTHEAST CORNER OF SAID SECTION 9;

THENCE SOUTH 00°15'20" EAST ALONG THE EAST LINE OF THE NORTHEAST QUARTER OF SAID SECTION 9, AND LEAVING SAID NORTH LINE OF THE NORTHEAST QUARTER OF SECTION 9, A DISTANCE OF 50.00 FEET;

THENCE SOUTH 89°55'41" EAST ALONG A LINE 50.00 FEET SOUTH OF AND PARALLEL WITH THE NORTH LINE OF THE NORTHWEST QUARTER OF SAID SECTION 10, AND LEAVING SAID EAST LINE OF THE NORTHEAST QUARTER OF SECTION 9, A DISTANCE OF 50.00 FEET TO A POINT ON THE EXISTING CITY AND COUNTY OF DENVER LIMITS;

THENCE SOUTH 00°15'20" EAST ALONG A LINE 50.00 FEET EAST OF AND PARALLEL WITH SAID EAST LINE OF THE NORTHEAST QUARTER OF SECTION 9, AND ALONG SAID EXISTING CITY AND COUNTY OF DENVER LIMITS, AND LEAVING SAID LINE 50.00 FEET SOUTH OF AND PARALLEL WITH THE NORTH LINE OF THE NORTHWEST QUARTER OF SECTION 10, A DISTANCE OF 2604.00 FEET TO A LINE 50.00 FEET EAST OF AND PARALLEL WITH THE EAST LINE OF THE SOUTHEAST QUARTER OF SAID SECTION 9;

THENCE SOUTH 00°15'30" EAST ALONG SAID LINE 50.00 FEET EAST OF AND PARALLEL WITH THE EAST LINE OF THE SOUTHEAST QUARTER OF SECTION 9, AND ALONG SAID EXISTING CITY AND COUNTY OF DENVER LIMITS, AND LEAVING SAID LINE 50.00 FEET EAST OF AND PARALLEL WITH THE EAST LINE OF THE NORTHEAST QUARTER OF SECTION 9, A DISTANCE OF 2654.24 FEET TO A POINT ON THE SOUTH LINE OF THE SOUTHWEST QUARTER OF SAID SECTION 10;

THENCE SOUTH 89°29'47" WEST ALONG SAID SOUTH LINE OF THE SOUTHWEST QUARTER OF SECTION 10, AND ALONG SAID EXISTING CITY AND COUNTY OF DENVER LIMITS, AND LEAVING SAID LINE 50.00 FEET EAST OF AND PARALLEL WITH THE EAST LINE OF THE SOUTHEAST QUARTER OF SECTION 9, A DISTANCE OF 50.00 FEET TO THE SOUTHEAST CORNER OF SAID SECTION 9, ALSO BEING THE POINT OF BEGINNING.

PARCEL CONTAINS 917.161 ACRES (39,951,515 SQUARE FEET), MORE OR LESS.

EXCEPT, LOT 1, BLOCK 1, ACSD 14 HIGH SCHOOL PLAT, CONSISTING OF APPROXIMATELY 54.539 ACRES; AND

EXCEPT, TRACT A PRAIRIE GATEWAY ROADS PHASE 2, CONSISTING OF APPROXIMATELY 148.149 ACRES; AND

EXCEPT, LOT 1, BLOCK 2, PRAIRIE GATEWAY FILING NO. 1, CONSISTING OF APPROXIMATELY 15.079 ACRES.

EXCEPT SOUTH ADAMS COUNTY WATER AND SANITATION DISTRICT PARCEL 0182309300001

ADAMS COUNTY RECEPTION NUMBER 2011000027857

A PARCEL OF LAND LOCATED IN SOUTHWEST QUARTER OF THE SOUTHWEST QUARTER (SW ¼ SW ¼) OF SECTION 9, TOWNSHIP 3 SOUTH, RANGE 67 WEST OF THE SIXTH PRINCIPAL MERIDIAN, MERIDIAN, COUNTY OF ADAMS, CITY OF COMMERCE CITY, STATE OF COLORADO, BEING MORE PARTICULARLY DESCRIBED AS FOLLOWS:

BEGINNING AT POINT ON THE SOUTH LINE OF THE SOUTHWEST QUARTER OF SAID SECTION 9 FROM WHICH THE SOUTHWEST CORNER OF SAID SECTION 9 BEARS SOUTH 89°39'53" WEST 500 FEET; THENCE NORTH 00°20'07" WEST 660 FEET; THENCE NORTH 89°39'55" EAST 100 FEET; THENCE SOUTH 00°20'07" EAST 660 FEET THENCE SOUTH 89°39'53" WEST 100 FEET; TO THE POINT OF BEGINNING; EXCEPT THE SOUTH 40 FEET THEREOF WHICH IS EAST 56TH AVENUE ROADWAY.

CONSISTING OF APPROXIMATELY 1.4233 ACRES.

Inclusion Parcel B (aka the "Halo Parcel" owned partially by the City of Commerce City and partially by South Adams County Water and Sanitation District)

A PARCEL OF LAND LOCATED IN THE NORTHWEST ONE-QUARTER OF THE SOUTHWEST ONE-QUARTER OF SECTION 33, TOWNSHIP 2 SOUTH, RANGE 67 WEST OF THE SIXTH PRINCIPAL MERIDIAN, COUNTY OF ADAMS, STATE OF COLORADO, MORE PARTICULARLY DESCRIBED AS FOLLOWS:

BEGINNING AT THE WEST ONE-QUARTER CORNER OF SAID SECTION 33;

1. THENCE NORTH 89°37'47" EAST, A DISTANCE OF 1326.07 FEET ALONG THE NORTH LINE OF SAID NORTHWEST ONE-QUARTER OF THE SOUTHWEST ONE-QUARTER ALSO BEING THE PRESENT CITY OF COMMERCE CITY LIMITS LINE AS SHOWN ON THE ANNEXATION MAP TO THE

CITY OF COMMERCE CITY (AN-187-04), RECORDED IN RECEPTION NO. REC. NO. 20041029001090120 ON OCTOBER 29, 2004 IN ADAMS COUNTY RECORDS;

2. THENCE SOUTH 00°29'02" EAST, ALONG THE EAST LINE OF SAID NORTHWEST ONE-QUARTER OF THE SOUTHWEST ONE-QUARTER AND ALONG THE LINE OF THE PRESENT CITY OF COMMERCE CITY LIMITS LINE AS SHOWN ON THE ANNEXATION MAP TO THE CITY OF COMMERCE CITY (AN-187-04), RECORDED IN RECEPTION NO. REC. NO. 20041029001090120 ON OCTOBER 29, 2004 IN ADAMS COUNTY RECORDS, A DISTANCE OF 1320.83 FEET TO THE SOUTHEAST CORNER OF SAID NORTHWEST ONE-QUARTER OF THE SOUTHWEST ONE-QUARTER AND ALSO BEING A CORNER OF THE PRESENT CITY OF COMMERCE CITY LIMITS LINE AS SHOWN ON THE ANNEXATION MAP TO THE CITY OF COMMERCE CITY (AN-187-04), RECORDED IN RECEPTION NO. REC. NO. 20041029001090120 ON OCTOBER 29, 2004 IN ADAMS COUNTY RECORDS;

3. THENCE SOUTH 89°36'29" WEST, ALONG THE SOUTH LINE OF SAID NORTHWEST ONE-QUARTER OF THE SOUTHWEST ONE-QUARTER AND ALSO BEING A LINE OF THE PRESENT CITY OF COMMERCE CITY LIMITS LINE AS SHOWN ON THE ANNEXATION MAP TO THE CITY OF COMMERCE CITY (AN-187-04), RECORDED IN RECEPTION NO. REC. NO. 20041029001090120 ON OCTOBER 29, 2004 IN ADAMS COUNTY RECORDS, A DISTANCE OF 1323.37 FEET TO A POINT ON THE WESTERLY LINE OF SAID NORTHWEST ONE-QUARTER OF THE SOUTHWEST ONE-QUARTER AND ALSO BEING A LINE OF THE PRESENT CITY OF COMMERCE CITY LIMITS LINE AS SHOWN ON THE ANNEXATION MAP TO THE CITY OF COMMERCE CITY (AN-ORD-104), RECORDED IN FILE 16, MAP 776 ON OCTOBER 27, 1988 IN ADAMS COUNTY RECORDS;

4. THENCE NORTH 00°36'03" WEST, ALONG THE WEST LINE OF SAID NORTHWEST ONE-QUARTER OF THE SOUTHWEST ONE-QUARTER AND ALSO BEING THE PRESENT CITY OF COMMERCE CITY LIMITS LINE AS SHOWN ON THE ANNEXATION MAP TO THE CITY OF COMMERCE CITY (AN-ORD-104), RECORDED IN FILE 16, MAP 776 ON OCTOBER 27, 1988 IN ADAMS COUNTY RECORDS, A DISTANCE OF 1321.34 FEET TO THE POINT OF BEGINNING.

THE ABOVE DESCRIBED PARCEL CONTAINS AN AREA OF 1,750,050 SQUARE FEET, OR 40.1756 ACRES, MORE OR LESS.

THE BASIS OF BEARINGS IS THE WEST LINE OF THE SOUTHWEST ONE-QUARTER OF SECTION 33, TOWNSHIP 2 SOUTH, RANGE 67 WEST OF THE 6TH PRINCIPAL MERIDIAN, BEING MONUMENTED ON THE SOUTH END BY A FOUND 3" ALUMINUM CAP STAMPED "DMWW" IN RANGE BOX WITH NO LID, AND THE NORTH END BY A FOUND 3.25" ALUMINUM CAP STAMPED "WC, LS 17488, 1991" FOR A WITNESS CORNER, WHICH BEARS NORTH 00°36'03" WEST, A DISTANCE OF 2642.67 FEET.

CONVEYANCE OF GROUNDWATER RIGHTS

THIS CONVEYANCE is made and entered into this _____ day of _____, 2013, between the City of Commerce City ("Petitioner"), and the South Adams County Water and Sanitation District ("District"), in its capacity as a special district and political subdivision created and existing under the laws of the State of Colorado, whose address is 6595 East 70th Avenue, Commerce City, Colorado 80037.

WITNESSETH

Petitioner, for and in consideration of being included within the District, has granted, bargained, sold and conveyed, and by these presents does grant, sell and convey to the District, its successors and assigns, free and clear of all liens and encumbrances, all Petitioner's rights, title and interest to all groundwater whether tributary, nontributary or not nontributary (including all decrees, permits, wells and any other evidence of any right, title or interest thereto), underlying, appurtenant to, or in any manner associated with, the real property ("Property") described on **Exhibit A** attached hereto and incorporated herein by reference.

It is expressly understood and agreed by the District that, by its acceptance of this conveyance, no other water or water rights and no other real or personal property are hereby conveyed unless done so by separate and express agreement. Petitioner shall retain the responsibility, including the costs therefor, of abandoning any wells located on the Property that the District determines in its discretion are no longer needed. Petitioner consents to the use of said groundwater in the calculation of the amount of water available to the District and consents to the diversion, appropriation, and use of all such groundwater by the District in its municipal water supply. Petitioner is the owner of record of the Property and the groundwater rights conveyed hereby and has full power and authority to convey the groundwater and groundwater rights described herein. The District, by accepting this conveyance, accepts the groundwater conveyed herein for the benefit of its customers. This conveyance of groundwater and groundwater rights does not satisfy the water resources acquisition and dedication requirements of the District's Rules and Regulations. Petitioner also agrees to provide easements, if necessary, at no cost and at mutually agreeable existing or future locations for the District's use of such groundwater rights and wells.

CITY OF COMMERCE CITY, COLORADO,
a Colorado municipal corporation

By: _____
Sean Ford, Mayor

ATTEST:

City Clerk

APPROVED AS TO FORM:

City Attorney

STATE OF COLORADO)
) ss.
COUNTY OF ADAMS)

The foregoing instrument was acknowledged before me this _____ day of _____, 2013, by Sean Ford, Mayor of the City of Commerce City.

Witness my hand and official seal.

Notary Public

My commission expires: _____

EXHIBIT A

Parcel owned by the City of Commerce City

LEGAL DESCRIPTION FROM AN-187-04 AND AN-213-07

A PARCEL OF LAND LOCATED IN SECTION 9 AND THE WEST HALF OF SECTION 4, TOWNSHIP 3 SOUTH, RANGE 67 WEST OF THE SIXTH PRINCIPAL MERIDIAN, AND THE WEST HALF OF SECTION 33, TOWNSHIP 2 SOUTH, RANGE 67 WEST OF THE SIXTH PRINCIPAL MERIDIAN, COUNTY OF ADAMS, STATE OF COLORADO, BEING MORE PARTICULARLY DESCRIBED AS FOLLOWS:

BEGINNING AT THE SOUTHEAST CORNER OF SAID SECTION 9 AND CONSIDERING THE SOUTH LINE OF THE SOUTHEAST QUARTER OF SAID SECTION 9 TO BEAR SOUTH 89°39'19" WEST, WITH ALL BEARINGS CONTAINED HEREIN RELATIVE THERETO;

THENCE SOUTH 89°39'19" WEST ALONG SAID SOUTH LINE OF THE SOUTHEAST QUARTER OF SECTION 9, A DISTANCE OF 2680.68 FEET TO THE SOUTH QUARTER CORNER OF SAID SECTION 9;

THENCE SOUTH 89°40'00" WEST ALONG THE SOUTH LINE OF THE SOUTHWEST QUARTER OF SAID SECTION 9, AND LEAVING SAID SOUTH LINE OF THE SOUTHEAST QUARTER OF SECTION 9, A DISTANCE OF 563.75 FEET TO THE SOUTHEAST CORNER OF THE U.S. POST OFFICE PROPERTY DESCRIBED IN DACA 45-4-71-6185 OF THE RECORDS OF THE OFFICE OF THE ADAMS COUNTY CLERK AND RECORDER;

THENCE ALONG THE EAST, NORTH AND WEST BOUNDARY OF SAID U.S. POST OFFICE PROPERTY DESCRIBED IN DACA 45-4-71-6185, THE FOLLOWING FOUR (4) COURSES;

- 1) NORTH 00°20'02" WEST ALONG SAID EAST BOUNDARY, AND LEAVING SAID SOUTH LINE OF THE SOUTHEAST QUARTER OF SECTION 9, A DISTANCE OF 2127.00 FEET TO SAID NORTH BOUNDARY;
- 2) SOUTH 89°40'00" WEST ALONG SAID NORTH BOUNDARY, AND LEAVING SAID EAST BOUNDARY, A DISTANCE OF 1505.00 FEET TO SAID WEST BOUNDARY;
- 3) SOUTH 00°20'02" EAST ALONG SAID WEST BOUNDARY, AND LEAVING SAID NORTH BOUNDARY, A DISTANCE OF 1467.00 FEET;
- 4) NORTH 89°40'00" EAST ALONG SAID WEST BOUNDARY, A DISTANCE OF 30.00 FEET TO THE NORTHWEST CORNER OF THE CITY AND COUNTY OF DENVER PROPERTY DESCRIBED IN DA 25-066-ENG-14461 OF THE RECORDS OF THE OFFICE OF THE ADAMS COUNTY CLERK AND RECORDER;

THENCE SOUTH 00°20'02" EAST ALONG SAID CITY AND COUNTY OF DENVER PROPERTY DESCRIBED IN DA 25-066-ENG-14461, AND LEAVING SAID WEST BOUNDARY OF THE U.S. POST OFFICE PROPERTY DESCRIBED IN DACA 45-4-71-6185, A DISTANCE OF 660.00 FEET TO THE SOUTH LINE OF THE SOUTHWEST QUARTER OF SAID SECTION 9;

THENCE SOUTH 89°40'00" WEST ALONG SAID SOUTH LINE OF THE SOUTHWEST QUARTER OF SECTION 9, AND LEAVING THE WEST BOUNDARY OF SAID CITY AND COUNTY OF DENVER PROPERTY DESCRIBED IN DA 25-266-ENG-14461, A DISTANCE OF 600.00 FEET TO THE SOUTHWEST CORNER OF SAID SOUTHWEST QUARTER OF SECTION 9;

THENCE NORTH 00°20'02" WEST ALONG THE WEST LINE OF SAID SOUTHWEST QUARTER OF SECTION 9, AND LEAVING THE SAID SOUTH LINE OF THE SOUTHWEST QUARTER OF SECTION 9, A DISTANCE OF 2655.27 FEET TO THE WEST QUARTER CORNER OF SAID SECTION 9;

THENCE NORTH 00°30'29" WEST ALONG THE WEST LINE OF THE NORTHWEST QUARTER OF SAID SECTION 9, AND LEAVING SAID WEST LINE OF THE SOUTHWEST QUARTER OF SECTION 9, A DISTANCE OF 2651.30 FEET TO THE NORTHWEST CORNER OF SAID SECTION 9, AND THE SOUTHWEST CORNER OF SAID SECTION 4;

THENCE NORTH 00°32'10" EAST ALONG THE WEST LINE OF THE SOUTHWEST QUARTER OF SAID SECTION 4, AND LEAVING SAID WEST LINE OF THE NORTHWEST QUARTER OF SECTION 9, A DISTANCE OF 2652.97 FEET TO THE WEST QUARTER CORNER OF SAID SECTION 4;

THENCE NORTH 89°38'06" EAST ALONG THE SOUTH LINE OF SAID NORTHWEST QUARTER OF THE SOUTHWEST QUARTER OF SECTION 33, AND LEAVING SAID WEST LINE OF THE SOUTHWEST QUARTER OF SECTION 33, A DISTANCE OF 1323.45 FEET TO THE SOUTHEAST CORNER OF SAID NORTHWEST QUARTER OF THE SOUTHWEST QUARTER OF SECTION 33;

THENCE NORTH 00°28'34" EAST ALONG THE WEST LINE OF THE NORTHWEST QUARTER OF SAID SECTION 4, AND ALONG SAID EXISTING CITY OF COMMERCE CITY LIMITS, AND ALONG SAID EAST LINE OF CITY OF COMMERCE CITY ANNEXATION AN-ORD-104, AND LEAVING SAID WEST LINE OF THE SOUTHWEST QUARTER OF SECTION 4, A DISTANCE OF 2552.42 FEET TO THE NORTHWEST CORNER OF SAID SECTION 4, AND THE SOUTHWEST CORNER OF SAID SECTION 33;

THENCE NORTH 00°36'14" WEST ALONG THE WEST LINE OF THE SOUTHWEST QUARTER OF SAID SECTION 33, AND ALONG SAID EXISTING CITY OF

COMMERCE CITY LIMITS, AND ALONG SAID CITY OF COMMERCE CITY ANNEXATION AN-ORD-104, AND LEAVING SAID WEST LINE OF THE NORTHWEST QUARTER OF SECTION 4, A DISTANCE OF 1321.33 FEET TO THE SOUTHWEST CORNER OF THE NORTHWEST QUARTER OF THE SOUTHWEST QUARTER OF SAID SECTION 33;

ALSO BEING A LINE OF THE PRESENT CITY OF COMMERCE CITY LIMITS LINE AS SHOWN ON THE ANNEXATION MAP TO THE CITY OF COMMERCE CITY (AN-187-04), RECORDED IN RECEPTION NO. REC. NO. 20041029001090120 ON OCTOBER 29, 2004 IN ADAMS COUNTY RECORDS, A DISTANCE OF 1323.37 FEET TO A POINT ON THE WESTERLY LINE OF SAID NORTHWEST ONE-QUARTER OF THE SOUTHWEST ONE-QUARTER AND ALSO BEING A LINE OF THE PRESENT CITY OF COMMERCE CITY LIMITS LINE AS SHOWN ON THE ANNEXATION MAP TO THE CITY OF COMMERCE CITY (AN-ORD-104), RECORDED IN FILE 16, MAP 776 ON OCTOBER 27, 1988 IN ADAMS COUNTY RECORDS;

THENCE NORTH 00°36'03" WEST, ALONG THE WEST LINE OF SAID NORTHWEST ONE-QUARTER OF THE SOUTHWEST ONE-QUARTER AND ALSO BEING THE PRESENT CITY OF COMMERCE CITY LIMITS LINE AS SHOWN ON THE ANNEXATION MAP TO THE CITY OF COMMERCE CITY (AN-ORD-104), RECORDED IN FILE 16, MAP 776 ON OCTOBER 27, 1988 IN ADAMS COUNTY RECORDS, A DISTANCE OF 1321.34 FEET

THENCE NORTH 00°29'08" WEST ALONG THE EAST LINE OF SAID NORTHWEST QUARTER OF THE SOUTHWEST QUARTER OF SECTION 33, AND LEAVING SAID SOUTH LINE OF THE NORTHWEST QUARTER OF THE SOUTHWEST QUARTER OF SECTION 33, AND LEAVING SAID CITY OF COMMERCE CITY LIMITS, AND LEAVING SAID EAST LINE OF CITY OF COMMERCE CITY ANNEXATION AN-ORD-104, A DISTANCE OF 1321.45 FEET TO THE NORTHEAST CORNER OF SAID NORTHWEST QUARTER OF THE SOUTHWEST QUARTER OF SECTION 33;

THENCE NORTH 00°30'00" WEST ALONG THE WEST LINE OF THE NORTHWEST QUARTER OF SAID SECTION 33, AND ALONG SAID EXISTING CITY OF COMMERCE CITY LIMITS, AND ALONG SAID EAST LINE OF CITY OF COMMERCE CITY ANNEXATION AN-ORD-104, AND LEAVING SAID NORTH LINE OF THE NORTHWEST QUARTER OF THE SOUTHWEST QUARTER OF SECTION 33, A DISTANCE OF 1128.37 FEET TO THE SOUTHERLY RIGHT-OF-WAY LINE OF COLORADO STATE HIGHWAY NO. 2, AND A POINT ON THE SOUTHEASTERLY LINE OF CITY OF COMMERCE CITY ANNEXATION AN-ORD-290, FILE 13, MAP 91 OF THE ADAMS COUNTY CLERK AND RECORDER;

THENCE NORTH 41°24'05" EAST ALONG SAID SOUTHERLY RIGHT-OF-WAY LINE OF COLORADO STATE HIGHWAY NO. 2, AND ALONG SAID SOUTHEASTERLY LINE OF CITY OF COMMERCE CITY ANNEXATION AN-ORD-290, AND ALONG SAID CITY OF COMMERCE CITY LIMITS, AND LEAVING SAID WEST LINE OF THE

NORTHWEST QUARTER OF SECTION 33, A DISTANCE OF 2002.89 FEET TO THE NORTH LINE OF SAID NORTHWEST QUARTER OF SECTION 33;

THENCE NORTH 89°52'41" EAST ALONG SAID NORTH LINE OF THE NORTHWEST QUARTER OF SECTION 33, AND LEAVING SAID SOUTHERLY RIGHT-OF-WAY LINE OF COLORADO STATE HIGHWAY NO. 2, AND LEAVING SAID EXISTING CITY OF COMMERCE CITY LIMITS, AND LEAVING SAID SOUTHEASTERLY LINE OF CITY OF COMMERCE CITY ANNEXATION AN-ORD-290, A DISTANCE OF 323.88 FEET TO THE NORTHEAST CORNER OF THE WEST HALF OF THE WEST HALF OF THE EAST HALF OF THE NORTHWEST QUARTER OF SAID SECTION 33;

THENCE SOUTH 00°25'02" EAST ALONG THE EAST LINE OF SAID WEST HALF OF THE WEST HALF OF THE EAST HALF OF THE NORTHWEST QUARTER OF SECTION 33, AND LEAVING SAID NORTH LINE OF THE NORTHWEST QUARTER OF SECTION 33, A DISTANCE OF 2620.73 FEET TO THE SOUTHEAST CORNER OF SAID WEST HALF OF THE WEST HALF OF THE EAST HALF OF THE NORTHWEST QUARTER OF SECTION 33;

THENCE SOUTH 00°27'22" EAST ALONG THE EAST LINE OF THE WEST HALF OF THE WEST HALF OF THE EAST HALF OF THE SOUTHWEST QUARTER OF SAID SECTION 33, AND LEAVING SAID EAST LINE OF THE WEST HALF OF THE WEST HALF OF THE EAST HALF OF THE NORTHWEST QUARTER OF SECTION 33, A DISTANCE OF 2641.40 FEET TO THE SOUTHEAST CORNER OF THE WEST HALF OF THE WEST HALF OF THE EAST HALF OF THE SOUTHWEST QUARTER OF SECTION 33, AND THE NORTHWEST CORNER OF THE WEST HALF OF THE WEST HALF OF THE EAST HALF OF THE NORTHWEST QUARTER OF SAID SECTION 4;

THENCE SOUTH 00°19'20" WEST ALONG THE EAST LINE OF SAID WEST HALF OF THE WEST HALF OF THE EAST HALF OF THE NORTHWEST QUARTER OF SECTION 4, AND LEAVING THE EAST LINE OF THE WEST HALF OF THE WEST HALF OF THE EAST HALF OF THE SOUTHWEST QUARTER OF SECTION 33, A DISTANCE OF 2553.85 FEET TO THE SOUTHEAST CORNER OF SAID WEST HALF OF THE WEST HALF OF THE EAST HALF OF THE NORTHWEST QUARTER OF SECTION 4;

THENCE SOUTH 00°20'41" WEST ALONG THE EAST LINE OF THE WEST HALF OF THE WEST HALF OF THE EAST HALF OF THE SOUTHWEST QUARTER OF SAID SECTION 4, AND LEAVING SAID EAST LINE OF THE WEST HALF OF THE WEST HALF OF THE EAST HALF OF THE NORTHWEST QUARTER OF SECTION 4, A DISTANCE OF 2652.76 FEET TO THE SOUTHEAST CORNER OF SAID WEST HALF OF THE WEST HALF OF THE EAST HALF OF THE SOUTHWEST QUARTER OF SECTION 4, AND A POINT ON THE NORTH LINE OF THE NORTHWEST QUARTER OF SAID SECTION 9;

THENCE NORTH 89°38'08" EAST ALONG SAID NORTH LINE OF THE NORTHWEST QUARTER OF SECTION 9, AND LEAVING SAID EAST LINE OF THE WEST HALF OF THE WEST HALF OF THE EAST HALF OF THE SOUTHWEST QUARTER OF SECTION 4, A DISTANCE OF 999.96 FEET TO THE NORTH QUARTER CORNER OF SAID SECTION 9;

THENCE NORTH 89°38'20" EAST ALONG THE NORTH LINE OF THE NORTHEAST QUARTER OF SAID SECTION 9, AND LEAVING SAID NORTH LINE OF THE NORTHWEST QUARTER OF SECTION 9, A DISTANCE OF 2668.27 FEET TO THE NORTHEAST CORNER OF SAID SECTION 9;

THENCE SOUTH 00°15'20" EAST ALONG THE EAST LINE OF THE NORTHEAST QUARTER OF SAID SECTION 9, AND LEAVING SAID NORTH LINE OF THE NORTHEAST QUARTER OF SECTION 9, A DISTANCE OF 50.00 FEET;

THENCE SOUTH 89°55'41" EAST ALONG A LINE 50.00 FEET SOUTH OF AND PARALLEL WITH THE NORTH LINE OF THE NORTHWEST QUARTER OF SAID SECTION 10, AND LEAVING SAID EAST LINE OF THE NORTHEAST QUARTER OF SECTION 9, A DISTANCE OF 50.00 FEET TO A POINT ON THE EXISTING CITY AND COUNTY OF DENVER LIMITS;

THENCE SOUTH 00°15'20" EAST ALONG A LINE 50.00 FEET EAST OF AND PARALLEL WITH SAID EAST LINE OF THE NORTHEAST QUARTER OF SECTION 9, AND ALONG SAID EXISTING CITY AND COUNTY OF DENVER LIMITS, AND LEAVING SAID LINE 50.00 FEET SOUTH OF AND PARALLEL WITH THE NORTH LINE OF THE NORTHWEST QUARTER OF SECTION 10, A DISTANCE OF 2604.00 FEET TO A LINE 50.00 FEET EAST OF AND PARALLEL WITH THE EAST LINE OF THE SOUTHEAST QUARTER OF SAID SECTION 9;

THENCE SOUTH 00°15'30" EAST ALONG SAID LINE 50.00 FEET EAST OF AND PARALLEL WITH THE EAST LINE OF THE SOUTHEAST QUARTER OF SECTION 9, AND ALONG SAID EXISTING CITY AND COUNTY OF DENVER LIMITS, AND LEAVING SAID LINE 50.00 FEET EAST OF AND PARALLEL WITH THE EAST LINE OF THE NORTHEAST QUARTER OF SECTION 9, A DISTANCE OF 2654.24 FEET TO A POINT ON THE SOUTH LINE OF THE SOUTHWEST QUARTER OF SAID SECTION 10;

THENCE SOUTH 89°29'47" WEST ALONG SAID SOUTH LINE OF THE SOUTHWEST QUARTER OF SECTION 10, AND ALONG SAID EXISTING CITY AND COUNTY OF DENVER LIMITS, AND LEAVING SAID LINE 50.00 FEET EAST OF AND PARALLEL WITH THE EAST LINE OF THE SOUTHEAST QUARTER OF SECTION 9, A DISTANCE OF 50.00 FEET TO THE SOUTHEAST CORNER OF SAID SECTION 9, ALSO BEING THE POINT OF BEGINNING.

PARCEL CONTAINS 917.161 ACRES (39,951,515 SQUARE FEET), MORE OR LESS.

EXCEPT, LOT 1, BLOCK 1, ACSD 14 HIGH SCHOOL PLAT, CONSISTING OF APPROXIMATELY 54.539 ACRES; AND

EXCEPT, TRACT A PRAIRIE GATEWAY ROADS PHASE 2, CONSISTING OF APPROXIMATELY 148.149 ACRES; AND

EXCEPT, LOT 1, BLOCK 2, PRAIRIE GATEWAY FILING NO. 1, CONSISTING OF APPROXIMATELY 15.079 ACRES.

EXCEPT SOUTH ADAMS COUNTY WATER AND SANITATION DISTRICT PARCEL 0182309300001

ADAMS COUNTY RECEPTION NUMBER 2011000027857

A PARCEL OF LAND LOCATED IN SOUTHWEST QUARTER OF THE SOUTHWEST QUARTER (SW ¼ SW ¼) OF SECTION 9, TOWNSHIP 3 SOUTH, RANGE 67 WEST OF THE SIXTH PRINCIPAL MERIDIAN, MERIDIAN, COUNTY OF ADAMS, CITY OF COMMERCE CITY, STATE OF COLORADO, BEING MORE PARTICULARLY DESCRIBED AS FOLLOWS:

BEGINNING AT POINT ON THE SOUTH LINE OF THE SOUTHWEST QUARTER OF SAID SECTION 9 FROM WHICH THE SOUTHWEST CORNER OF SAID SECTION 9 BEARS SOUTH 89°39'53" WEST 500 FEET; THENCE NORTH 00°20'07" WEST 660 FEET; THENCE NORTH 89°39'55" EAST 100 FEET; THENCE SOUTH 00°20'07" EAST 660 FEET THENCE SOUTH 89°39'53" WEST 100 FEET; TO THE POINT OF BEGINNING; EXCEPT THE SOUTH 40 FEET THEREOF WHICH IS EAST 56TH AVENUE ROADWAY.

CONSISTING OF APPROXIMATELY 1.4233 ACRES.

Inclusion Parcel B (aka the "Halo Parcel" owned partially by the City of Commerce City and partially by South Adams County Water and Sanitation District)

A PARCEL OF LAND LOCATED IN THE NORTHWEST ONE-QUARTER OF THE SOUTHWEST ONE-QUARTER OF SECTION 33, TOWNSHIP 2 SOUTH, RANGE 67 WEST OF THE SIXTH PRINCIPAL MERIDIAN, COUNTY OF ADAMS, STATE OF COLORADO, MORE PARTICULARLY DESCRIBED AS FOLLOWS:

BEGINNING AT THE WEST ONE-QUARTER CORNER OF SAID SECTION 33;

1. THENCE NORTH 89°37'47" EAST, A DISTANCE OF 1326.07 FEET ALONG THE NORTH LINE OF SAID NORTHWEST ONE-QUARTER OF THE SOUTHWEST ONE-QUARTER ALSO BEING THE PRESENT CITY OF COMMERCE CITY LIMITS LINE AS SHOWN ON THE ANNEXATION MAP TO THE

CITY OF COMMERCE CITY (AN-187-04), RECORDED IN RECEPTION NO. REC. NO. 20041029001090120 ON OCTOBER 29, 2004 IN ADAMS COUNTY RECORDS;

2. THENCE SOUTH 00°29'02" EAST, ALONG THE EAST LINE OF SAID NORTHWEST ONE-QUARTER OF THE SOUTHWEST ONE-QUARTER AND ALONG THE LINE OF THE PRESENT CITY OF COMMERCE CITY LIMITS LINE AS SHOWN ON THE ANNEXATION MAP TO THE CITY OF COMMERCE CITY (AN-187-04), RECORDED IN RECEPTION NO. REC. NO. 20041029001090120 ON OCTOBER 29, 2004 IN ADAMS COUNTY RECORDS, A DISTANCE OF 1320.83 FEET TO THE SOUTHEAST CORNER OF SAID NORTHWEST ONE-QUARTER OF THE SOUTHWEST ONE-QUARTER AND ALSO BEING A CORNER OF THE PRESENT CITY OF COMMERCE CITY LIMITS LINE AS SHOWN ON THE ANNEXATION MAP TO THE CITY OF COMMERCE CITY (AN-187-04), RECORDED IN RECEPTION NO. REC. NO. 20041029001090120 ON OCTOBER 29, 2004 IN ADAMS COUNTY RECORDS;

3. THENCE SOUTH 89°36'29" WEST, ALONG THE SOUTH LINE OF SAID NORTHWEST ONE-QUARTER OF THE SOUTHWEST ONE-QUARTER AND ALSO BEING A LINE OF THE PRESENT CITY OF COMMERCE CITY LIMITS LINE AS SHOWN ON THE ANNEXATION MAP TO THE CITY OF COMMERCE CITY (AN-187-04), RECORDED IN RECEPTION NO. REC. NO. 20041029001090120 ON OCTOBER 29, 2004 IN ADAMS COUNTY RECORDS, A DISTANCE OF 1323.37 FEET TO A POINT ON THE WESTERLY LINE OF SAID NORTHWEST ONE-QUARTER OF THE SOUTHWEST ONE-QUARTER AND ALSO BEING A LINE OF THE PRESENT CITY OF COMMERCE CITY LIMITS LINE AS SHOWN ON THE ANNEXATION MAP TO THE CITY OF COMMERCE CITY (AN-ORD-104), RECORDED IN FILE 16, MAP 776 ON OCTOBER 27, 1988 IN ADAMS COUNTY RECORDS;

4. THENCE NORTH 00°36'03" WEST, ALONG THE WEST LINE OF SAID NORTHWEST ONE-QUARTER OF THE SOUTHWEST ONE-QUARTER AND ALSO BEING THE PRESENT CITY OF COMMERCE CITY LIMITS LINE AS SHOWN ON THE ANNEXATION MAP TO THE CITY OF COMMERCE CITY (AN-ORD-104), RECORDED IN FILE 16, MAP 776 ON OCTOBER 27, 1988 IN ADAMS COUNTY RECORDS, A DISTANCE OF 1321.34 FEET TO THE POINT OF BEGINNING.

THE ABOVE DESCRIBED PARCEL CONTAINS AN AREA OF 1,750,050 SQUARE FEET, OR 40.1756 ACRES, MORE OR LESS.

THE BASIS OF BEARINGS IS THE WEST LINE OF THE SOUTHWEST ONE-QUARTER OF SECTION 33, TOWNSHIP 2 SOUTH, RANGE 67 WEST OF THE 6TH PRINCIPAL MERIDIAN, BEING MONUMENTED ON THE SOUTH END BY A FOUND 3" ALUMINUM CAP STAMPED "DMWW" IN RANGE BOX WITH NO LID, AND THE NORTH END BY A FOUND 3.25" ALUMINUM CAP STAMPED "WC, LS 17488, 1991" FOR A WITNESS CORNER, WHICH BEARS NORTH 00°36'03" WEST, A DISTANCE OF 2642.67 FEET.

EXCEPT that portion currently owned by South Adams County Water and Sanitation District for the Klein Water Treatment Facility.

**AGREEMENT FOR INCLUSION IN
SOUTH ADAMS COUNTY WATER AND SANITATION DISTRICT
(RMA Lands)**

THIS AGREEMENT is made and entered into this ____ day of _____, 2013, by and between the South Adams County Water and Sanitation District ("District"), a special district and quasi-municipal corporation of the State of Colorado, and the City of Commerce City, a Colorado municipal corporation (the City, along with successor owners of the Property, is referred to herein as "Petitioner").

RECITALS

WHEREAS, the District currently provides municipal water and wastewater service within its boundaries, for the benefit of its residents and property owners located in Adams County, Colorado;

WHEREAS, Petitioner is the owner of certain real property (hereinafter, the "Property"), which is described in **Exhibit A** attached hereto and incorporated herein by this reference;

WHEREAS, the District's Rules and Regulations state that persons whose property is located outside the boundaries of the District and desire service to the property are required to file a petition for the inclusion of such land with the District;

WHEREAS, the District is not required to enlarge or extend its boundaries, and all such enlargements and extensions are undertaken in the exercise of its discretion, as a governmental function in the interest of the health, safety and welfare of its residents and property owners;

WHEREAS, Petitioner recognizes that inclusion of the Property within the District will benefit Petitioner;

WHEREAS, Petitioner filed a petition for inclusion with a general description of the Property in 2006;

WHEREAS, the District's Board of Directors approved the inclusion of the Property by its Order dated June 14, 2006, after published notice and a public hearing.

WHEREAS, because of the need for a more definite legal description of the Property to be included, the process was not fully completed at that time;

WHEREAS, Petitioner wishes to have the inclusion re-confirmed and completed;

WHEREAS, the statutes of the State of Colorado permit the District to impose by agreement specific conditions for the inclusion of any property within the District;

WHEREAS, with this Agreement, Petitioner is filing a petition for inclusion of the Property ("Petition") to reconfirm the inclusion, and has signed a conveyance of groundwater

rights associated with the Property, and Petitioner has agreed to follow all statutory requirements with respect to such inclusion; the Petition is incorporated herein by this reference;

WHEREAS, the District is interested in having the Property included into the District, subject to the Rules and Regulations of the District, as they may be amended, and subject further to the terms and conditions of this Agreement as set forth below; and

WHEREAS, the District will follow all statutory requirements concerning the Petition re-confirming the inclusion, and has authorized the execution of this Agreement.

AGREEMENT

NOW, THEREFORE, in consideration of the mutual promises, covenants and stipulations expressed herein, the District and Petitioner agree as follows:

1. Petitioner acknowledges that the District will publish a notice of public hearing on the Petition for Inclusion, and conduct such hearings in accordance with statutory requirements.

2. Petitioner hereby recognizes and agrees that prior to reconfirmation of the inclusion of the Property into the District, any and all groundwater rights underlying the Property shall be transferred to the District by a Conveyance of Groundwater Rights, describing those groundwater rights.

3. The District's Rules and Regulations require that, prior to receipt of water or wastewater service from the District for a particular property, a landowner is required to acquire and dedicate to the District senior surface water rights, water storage, other water resources or facilities sufficient to provide the water supply needed to serve the projected development for that property.

The District recognizes that the City has already dedicated certain water rights for use on the Property, also known as the RMA property, under the April 28, 2004 Intergovernmental Agreement between the City of Commerce City and the District (the "2004 IGA"). The District and Petitioner have agreed as to the respective Equivalent Residential Units credits ("ERUs") available for connections on the Property, as a result of such conveyances, pursuant to the Agreement for Water Credits on Victory Crossing dated _____ 2013.

Petitioner recognizes that the number of ERUs held by Petitioner may not be sufficient to provide all of the water resources needed for full development of the Property. The District and Petitioner shall continue to coordinate on such water dedication requirements and credits therefor, as development plans continue.

4. Petitioner hereby recognizes and agrees that pursuant to the District's Rules and Regulations, Petitioner may be required, at any time and in the sole discretion of the District, to construct and use a separate non-potable water system in order for the District to deliver non-potable water to the Petitioner for irrigation uses.

5. Petitioner hereby recognizes that upon inclusion, the District's obligation to serve the Property is subject to the terms of this Agreement and the District's Rules and

Regulations, as they may be amended. Petitioner recognizes that there are a limited number of water and sewer taps available, that the District may be required to enlarge its wastewater collection and treatment facilities, and that the District makes no warranty regarding the number of water and sewer taps that may be available to the Property. Additionally, the District derives and furnishes part of its treated water supplies by contract from the City and County of Denver, acting by and through its Board of Water Commissioners ("Denver Water"). Water service to the Property may also be governed by and subject to the Denver Water contract, to any subsequent amendments or successor contracts, and to Denver Water's Operating Rules, Policies and Engineering Standards, as now or hereafter constituted.

6. Inclusion into the District does not guarantee service to the Property, as the District may be limited in the number of new connections or taps that may be made to its system because of allocations or other restrictions imposed by Denver Water, limitations in wastewater service capacity, or by other factors resulting in the unavailability of a water supply. Service may be further limited or delayed because of the location or capacity limitations of existing lines and facilities. Petitioner may be required at its cost to extend public water and sewer mains and related facilities to the Property. Petitioner accepts and agrees to be bound by the foregoing limitations and requirements, and agrees to extend the water and sewer service lines from the facilities to be constructed to the Property at its sole cost and expense. Such water and sewer line extensions and related infrastructure shall be constructed and installed in accordance with the District's Rules and Regulations. Additionally, Petitioner agrees to convey at no cost to the District all easements necessary for construction and maintenance of the District's water and sewer main lines and associated facilities on the Property.

7. Petitioner or its successors shall pay all rates, fees, charges, and applicable tax levies imposed by the District relating to service to the Property, as such rates, fees, charges, and tax levies currently exist or are imposed in the future, including tax levies for the existing revenue bonds, and all present and future indebtedness of the District.

8. After approval of an order reconfirming inclusion by the Board of Directors of the District, and entry of an Order of Inclusion by the Adams County District Court has been recorded in the records of the Adams County Clerk and Recorder, the Property shall be included into the District, subject to the terms and conditions set forth herein, the Rules and Regulations of the District, and the laws of the State of Colorado, as such terms, Rules and Regulations and/or laws currently exist or are subsequently amended.

9. Petitioner and the District hereby acknowledge that this Agreement may be enforced in law or in equity by a decree of specific performance, damages, foreclosure of liens, or other such legal and equitable relief as may be available, subject to the provisions of the statutes of the State of Colorado. The prevailing party shall be entitled to collect its attorney fees and costs in any action necessary to enforce the terms of this Agreement. Any such action shall lie in the District Court in and for the County of Adams, State of Colorado.

10. The provisions of this Agreement shall be deemed to survive the transfer of the Property, shall be binding upon the respective parties' successors, transferees and assigns, and shall be and remain covenants running with the Property.

11. This Agreement constitutes the entire agreement between the parties hereto concerning the subject matter hereof, and supersedes all prior conversations, proposals,

negotiations, understandings and agreements, whether written or oral, all of which are merged herein. If any portion of this Agreement shall be deemed to be ineffective or without force and effect by any court of competent jurisdiction, the invalidity or unenforceability of such provision shall not affect the enforceability of the other provisions hereof.

12. The provisions of this Agreement are deemed to be unique and special with regard to the Property, and do not create a precedent for future inclusions or matters pertaining to other properties.

IN WITNESS WHEREOF, the parties hereto have entered into this Agreement for Inclusion as of the date indicated above.

CITY OF COMMERCE CITY

Sean Ford, Mayor

ATTEST:

Laura J. Bauer, CMC, City Clerk

APPROVED AS TO FORM:

Gregory D. Graham, Assistant City Attorney

STATE OF COLORADO)
) ss.
COUNTY OF ADAMS)

The foregoing instrument was acknowledged before me this _____ day of _____, 2013, by Sean Ford, Mayor, and _____, City Clerk, of the City of Commerce City.

Witness my hand and official seal.

Notary Public

My commission expires: _____

SOUTH ADAMS COUNTY WATER AND
SANITATION DISTRICT a Colorado special
district and quasi-municipal corporation

JoAnn Stevenson, President

ATTEST:

John Ennis, Secretary

STATE OF COLORADO)
) ss.
COUNTY OF ADAMS)

The foregoing instrument was acknowledged before me this _____ day of _____, 2013, by JoAnn Stevenson, President, and John Ennis, Secretary, South Adams County Water and Sanitation District.

Witness my hand and official seal.

Notary Public

My commission expires: _____

EXHIBIT A

Parcel owned by the City of Commerce City

LEGAL DESCRIPTION FROM AN-187-04 AND AN-213-07

A PARCEL OF LAND LOCATED IN SECTION 9 AND THE WEST HALF OF SECTION 4, TOWNSHIP 3 SOUTH, RANGE 67 WEST OF THE SIXTH PRINCIPAL MERIDIAN, AND THE WEST HALF OF SECTION 33, TOWNSHIP 2 SOUTH, RANGE 67 WEST OF THE SIXTH PRINCIPAL MERIDIAN, COUNTY OF ADAMS, STATE OF COLORADO, BEING MORE PARTICULARLY DESCRIBED AS FOLLOWS:

BEGINNING AT THE SOUTHEAST CORNER OF SAID SECTION 9 AND CONSIDERING THE SOUTH LINE OF THE SOUTHEAST QUARTER OF SAID SECTION 9 TO BEAR SOUTH 89°39'19" WEST, WITH ALL BEARINGS CONTAINED HEREIN RELATIVE THERETO;

THENCE SOUTH 89°39'19" WEST ALONG SAID SOUTH LINE OF THE SOUTHEAST QUARTER OF SECTION 9, A DISTANCE OF 2680.68 FEET TO THE SOUTH QUARTER CORNER OF SAID SECTION 9;

THENCE SOUTH 89°40'00" WEST ALONG THE SOUTH LINE OF THE SOUTHWEST QUARTER OF SAID SECTION 9, AND LEAVING SAID SOUTH LINE OF THE SOUTHEAST QUARTER OF SECTION 9, A DISTANCE OF 563.75 FEET TO THE SOUTHEAST CORNER OF THE U.S. POST OFFICE PROPERTY DESCRIBED IN DACA 45-4-71-6185 OF THE RECORDS OF THE OFFICE OF THE ADAMS COUNTY CLERK AND RECORDER;

THENCE ALONG THE EAST, NORTH AND WEST BOUNDARY OF SAID U.S. POST OFFICE PROPERTY DESCRIBED IN DACA 45-4-71-6185, THE FOLLOWING FOUR (4) COURSES;

- 1) NORTH 00°20'02" WEST ALONG SAID EAST BOUNDARY, AND LEAVING SAID SOUTH LINE OF THE SOUTHEAST QUARTER OF SECTION 9, A DISTANCE OF 2127.00 FEET TO SAID NORTH BOUNDARY;
- 2) SOUTH 89°40'00" WEST ALONG SAID NORTH BOUNDARY, AND LEAVING SAID EAST BOUNDARY, A DISTANCE OF 1505.00 FEET TO SAID WEST BOUNDARY;
- 3) SOUTH 00°20'02" EAST ALONG SAID WEST BOUNDARY, AND LEAVING SAID NORTH BOUNDARY, A DISTANCE OF 1467.00 FEET;
- 4) NORTH 89°40'00" EAST ALONG SAID WEST BOUNDARY, A DISTANCE OF 30.00 FEET TO THE NORTHWEST CORNER OF THE CITY AND COUNTY OF DENVER PROPERTY DESCRIBED IN DA 25-066-ENG-14461 OF THE RECORDS OF THE OFFICE OF THE ADAMS COUNTY CLERK AND RECORDER;

THENCE SOUTH 00°20'02" EAST ALONG SAID CITY AND COUNTY OF DENVER PROPERTY DESCRIBED IN DA 25-066-ENG-14461, AND LEAVING SAID WEST BOUNDARY OF THE U.S. POST OFFICE PROPERTY DESCRIBED IN DACA 45-4-71-6185, A DISTANCE OF 660.00 FEET TO THE SOUTH LINE OF THE SOUTHWEST QUARTER OF SAID SECTION 9;

THENCE SOUTH 89°40'00" WEST ALONG SAID SOUTH LINE OF THE SOUTHWEST QUARTER OF SECTION 9, AND LEAVING THE WEST BOUNDARY OF SAID CITY AND COUNTY OF DENVER PROPERTY DESCRIBED IN DA 25-266-ENG-14461, A DISTANCE OF 600.00 FEET TO THE SOUTHWEST CORNER OF SAID SOUTHWEST QUARTER OF SECTION 9;

THENCE NORTH 00°20'02" WEST ALONG THE WEST LINE OF SAID SOUTHWEST QUARTER OF SECTION 9, AND LEAVING THE SAID SOUTH LINE OF THE SOUTHWEST QUARTER OF SECTION 9, A DISTANCE OF 2655.27 FEET TO THE WEST QUARTER CORNER OF SAID SECTION 9;

THENCE NORTH 00°30'29" WEST ALONG THE WEST LINE OF THE NORTHWEST QUARTER OF SAID SECTION 9, AND LEAVING SAID WEST LINE OF THE SOUTHWEST QUARTER OF SECTION 9, A DISTANCE OF 2651.30 FEET TO THE NORTHWEST CORNER OF SAID SECTION 9, AND THE SOUTHWEST CORNER OF SAID SECTION 4;

THENCE NORTH 00°32'10" EAST ALONG THE WEST LINE OF THE SOUTHWEST QUARTER OF SAID SECTION 4, AND LEAVING SAID WEST LINE OF THE NORTHWEST QUARTER OF SECTION 9, A DISTANCE OF 2652.97 FEET TO THE WEST QUARTER CORNER OF SAID SECTION 4;

THENCE NORTH 89°38'06" EAST ALONG THE SOUTH LINE OF SAID NORTHWEST QUARTER OF THE SOUTHWEST QUARTER OF SECTION 33, AND LEAVING SAID WEST LINE OF THE SOUTHWEST QUARTER OF SECTION 33, A DISTANCE OF 1323.45 FEET TO THE SOUTHEAST CORNER OF SAID NORTHWEST QUARTER OF THE SOUTHWEST QUARTER OF SECTION 33;

THENCE NORTH 00°28'34" EAST ALONG THE WEST LINE OF THE NORTHWEST QUARTER OF SAID SECTION 4, AND ALONG SAID EXISTING CITY OF COMMERCE CITY LIMITS, AND ALONG SAID EAST LINE OF CITY OF COMMERCE CITY ANNEXATION AN-ORD-104, AND LEAVING SAID WEST LINE OF THE SOUTHWEST QUARTER OF SECTION 4, A DISTANCE OF 2552.42 FEET TO THE NORTHWEST CORNER OF SAID SECTION 4, AND THE SOUTHWEST CORNER OF SAID SECTION 33;

THENCE NORTH 00°36'14" WEST ALONG THE WEST LINE OF THE SOUTHWEST QUARTER OF SAID SECTION 33, AND ALONG SAID EXISTING CITY OF

COMMERCE CITY LIMITS, AND ALONG SAID CITY OF COMMERCE CITY ANNEXATION AN-ORD-104, AND LEAVING SAID WEST LINE OF THE NORTHWEST QUARTER OF SECTION 4, A DISTANCE OF 1321.33 FEET TO THE SOUTHWEST CORNER OF THE NORTHWEST QUARTER OF THE SOUTHWEST QUARTER OF SAID SECTION 33;

ALSO BEING A LINE OF THE PRESENT CITY OF COMMERCE CITY LIMITS LINE AS SHOWN ON THE ANNEXATION MAP TO THE CITY OF COMMERCE CITY (AN-187-04), RECORDED IN RECEPTION NO. REC. NO. 20041029001090120 ON OCTOBER 29, 2004 IN ADAMS COUNTY RECORDS, A DISTANCE OF 1323.37 FEET TO A POINT ON THE WESTERLY LINE OF SAID NORTHWEST ONE-QUARTER OF THE SOUTHWEST ONE-QUARTER AND ALSO BEING A LINE OF THE PRESENT CITY OF COMMERCE CITY LIMITS LINE AS SHOWN ON THE ANNEXATION MAP TO THE CITY OF COMMERCE CITY (AN-ORD-104), RECORDED IN FILE 16, MAP 776 ON OCTOBER 27, 1988 IN ADAMS COUNTY RECORDS;

THENCE NORTH 00°36'03" WEST, ALONG THE WEST LINE OF SAID NORTHWEST ONE-QUARTER OF THE SOUTHWEST ONE-QUARTER AND ALSO BEING THE PRESENT CITY OF COMMERCE CITY LIMITS LINE AS SHOWN ON THE ANNEXATION MAP TO THE CITY OF COMMERCE CITY (AN-ORD-104), RECORDED IN FILE 16, MAP 776 ON OCTOBER 27, 1988 IN ADAMS COUNTY RECORDS, A DISTANCE OF 1321.34 FEET

THENCE NORTH 00°29'08" WEST ALONG THE EAST LINE OF SAID NORTHWEST QUARTER OF THE SOUTHWEST QUARTER OF SECTION 33, AND LEAVING SAID SOUTH LINE OF THE NORTHWEST QUARTER OF THE SOUTHWEST QUARTER OF SECTION 33, AND LEAVING SAID CITY OF COMMERCE CITY LIMITS, AND LEAVING SAID EAST LINE OF CITY OF COMMERCE CITY ANNEXATION AN-ORD-104, A DISTANCE OF 1321.45 FEET TO THE NORTHEAST CORNER OF SAID NORTHWEST QUARTER OF THE SOUTHWEST QUARTER OF SECTION 33;

THENCE NORTH 00°30'00" WEST ALONG THE WEST LINE OF THE NORTHWEST QUARTER OF SAID SECTION 33, AND ALONG SAID EXISTING CITY OF COMMERCE CITY LIMITS, AND ALONG SAID EAST LINE OF CITY OF COMMERCE CITY ANNEXATION AN-ORD-104, AND LEAVING SAID NORTH LINE OF THE NORTHWEST QUARTER OF THE SOUTHWEST QUARTER OF SECTION 33, A DISTANCE OF 1128.37 FEET TO THE SOUTHERLY RIGHT-OF-WAY LINE OF COLORADO STATE HIGHWAY NO. 2, AND A POINT ON THE SOUTHEASTERLY LINE OF CITY OF COMMERCE CITY ANNEXATION AN-ORD-290, FILE 13, MAP 91 OF THE ADAMS COUNTY CLERK AND RECORDER;

THENCE NORTH 41°24'05" EAST ALONG SAID SOUTHERLY RIGHT-OF-WAY LINE OF COLORADO STATE HIGHWAY NO. 2, AND ALONG SAID SOUTHEASTERLY LINE OF CITY OF COMMERCE CITY ANNEXATION AN-ORD-290, AND ALONG SAID CITY OF COMMERCE CITY LIMITS, AND LEAVING SAID WEST LINE OF THE

NORTHWEST QUARTER OF SECTION 33, A DISTANCE OF 2002.89 FEET TO THE NORTH LINE OF SAID NORTHWEST QUARTER OF SECTION 33;

THENCE NORTH 89°52'41" EAST ALONG SAID NORTH LINE OF THE NORTHWEST QUARTER OF SECTION 33, AND LEAVING SAID SOUTHERLY RIGHT-OF-WAY LINE OF COLORADO STATE HIGHWAY NO. 2, AND LEAVING SAID EXISTING CITY OF COMMERCE CITY LIMITS, AND LEAVING SAID SOUTHEASTERLY LINE OF CITY OF COMMERCE CITY ANNEXATION AN-ORD-290, A DISTANCE OF 323.88 FEET TO THE NORTHEAST CORNER OF THE WEST HALF OF THE WEST HALF OF THE EAST HALF OF THE NORTHWEST QUARTER OF SAID SECTION 33;

THENCE SOUTH 00°25'02" EAST ALONG THE EAST LINE OF SAID WEST HALF OF THE WEST HALF OF THE EAST HALF OF THE NORTHWEST QUARTER OF SECTION 33, AND LEAVING SAID NORTH LINE OF THE NORTHWEST QUARTER OF SECTION 33, A DISTANCE OF 2620.73 FEET TO THE SOUTHEAST CORNER OF SAID WEST HALF OF THE WEST HALF OF THE EAST HALF OF THE NORTHWEST QUARTER OF SECTION 33;

THENCE SOUTH 00°27'22" EAST ALONG THE EAST LINE OF THE WEST HALF OF THE WEST HALF OF THE EAST HALF OF THE SOUTHWEST QUARTER OF SAID SECTION 33, AND LEAVING SAID EAST LINE OF THE WEST HALF OF THE WEST HALF OF THE EAST HALF OF THE NORTHWEST QUARTER OF SECTION 33, A DISTANCE OF 2641.40 FEET TO THE SOUTHEAST CORNER OF THE WEST HALF OF THE WEST HALF OF THE EAST HALF OF THE SOUTHWEST QUARTER OF SECTION 33, AND THE NORTHWEST CORNER OF THE WEST HALF OF THE WEST HALF OF THE EAST HALF OF THE NORTHWEST QUARTER OF SAID SECTION 4;

THENCE SOUTH 00°19'20" WEST ALONG THE EAST LINE OF SAID WEST HALF OF THE WEST HALF OF THE EAST HALF OF THE NORTHWEST QUARTER OF SECTION 4, AND LEAVING THE EAST LINE OF THE WEST HALF OF THE WEST HALF OF THE EAST HALF OF THE SOUTHWEST QUARTER OF SECTION 33, A DISTANCE OF 2553.85 FEET TO THE SOUTHEAST CORNER OF SAID WEST HALF OF THE WEST HALF OF THE EAST HALF OF THE NORTHWEST QUARTER OF SECTION 4;

THENCE SOUTH 00°20'41" WEST ALONG THE EAST LINE OF THE WEST HALF OF THE WEST HALF OF THE EAST HALF OF THE SOUTHWEST QUARTER OF SAID SECTION 4, AND LEAVING SAID EAST LINE OF THE WEST HALF OF THE WEST HALF OF THE EAST HALF OF THE NORTHWEST QUARTER OF SECTION 4, A DISTANCE OF 2652.76 FEET TO THE SOUTHEAST CORNER OF SAID WEST HALF OF THE WEST HALF OF THE EAST HALF OF THE SOUTHWEST QUARTER OF SECTION 4, AND A POINT ON THE NORTH LINE OF THE NORTHWEST QUARTER OF SAID SECTION 9;

THENCE NORTH 89°38'08" EAST ALONG SAID NORTH LINE OF THE NORTHWEST QUARTER OF SECTION 9, AND LEAVING SAID EAST LINE OF THE WEST HALF OF THE WEST HALF OF THE EAST HALF OF THE SOUTHWEST QUARTER OF SECTION 4, A DISTANCE OF 999.96 FEET TO THE NORTH QUARTER CORNER OF SAID SECTION 9;

THENCE NORTH 89°38'20" EAST ALONG THE NORTH LINE OF THE NORTHEAST QUARTER OF SAID SECTION 9, AND LEAVING SAID NORTH LINE OF THE NORTHWEST QUARTER OF SECTION 9, A DISTANCE OF 2668.27 FEET TO THE NORTHEAST CORNER OF SAID SECTION 9;

THENCE SOUTH 00°15'20" EAST ALONG THE EAST LINE OF THE NORTHEAST QUARTER OF SAID SECTION 9, AND LEAVING SAID NORTH LINE OF THE NORTHEAST QUARTER OF SECTION 9, A DISTANCE OF 50.00 FEET;

THENCE SOUTH 89°55'41" EAST ALONG A LINE 50.00 FEET SOUTH OF AND PARALLEL WITH THE NORTH LINE OF THE NORTHWEST QUARTER OF SAID SECTION 10, AND LEAVING SAID EAST LINE OF THE NORTHEAST QUARTER OF SECTION 9, A DISTANCE OF 50.00 FEET TO A POINT ON THE EXISTING CITY AND COUNTY OF DENVER LIMITS;

THENCE SOUTH 00°15'20" EAST ALONG A LINE 50.00 FEET EAST OF AND PARALLEL WITH SAID EAST LINE OF THE NORTHEAST QUARTER OF SECTION 9, AND ALONG SAID EXISTING CITY AND COUNTY OF DENVER LIMITS, AND LEAVING SAID LINE 50.00 FEET SOUTH OF AND PARALLEL WITH THE NORTH LINE OF THE NORTHWEST QUARTER OF SECTION 10, A DISTANCE OF 2604.00 FEET TO A LINE 50.00 FEET EAST OF AND PARALLEL WITH THE EAST LINE OF THE SOUTHEAST QUARTER OF SAID SECTION 9;

THENCE SOUTH 00°15'30" EAST ALONG SAID LINE 50.00 FEET EAST OF AND PARALLEL WITH THE EAST LINE OF THE SOUTHEAST QUARTER OF SECTION 9, AND ALONG SAID EXISTING CITY AND COUNTY OF DENVER LIMITS, AND LEAVING SAID LINE 50.00 FEET EAST OF AND PARALLEL WITH THE EAST LINE OF THE NORTHEAST QUARTER OF SECTION 9, A DISTANCE OF 2654.24 FEET TO A POINT ON THE SOUTH LINE OF THE SOUTHWEST QUARTER OF SAID SECTION 10;

THENCE SOUTH 89°29'47" WEST ALONG SAID SOUTH LINE OF THE SOUTHWEST QUARTER OF SECTION 10, AND ALONG SAID EXISTING CITY AND COUNTY OF DENVER LIMITS, AND LEAVING SAID LINE 50.00 FEET EAST OF AND PARALLEL WITH THE EAST LINE OF THE SOUTHEAST QUARTER OF SECTION 9, A DISTANCE OF 50.00 FEET TO THE SOUTHEAST CORNER OF SAID SECTION 9, ALSO BEING THE POINT OF BEGINNING.

PARCEL CONTAINS 917.161 ACRES (39,951,515 SQUARE FEET), MORE OR LESS.

EXCEPT, LOT 1, BLOCK 1, ACSD 14 HIGH SCHOOL PLAT, CONSISTING OF APPROXIMATELY 54.539 ACRES; AND

EXCEPT, TRACT A PRAIRIE GATEWAY ROADS PHASE 2, CONSISTING OF APPROXIMATELY 148.149 ACRES; AND

EXCEPT, LOT 1, BLOCK 2, PRAIRIE GATEWAY FILING NO. 1, CONSISTING OF APPROXIMATELY 15.079 ACRES.

EXCEPT SOUTH ADAMS COUNTY WATER AND SANITATION DISTRICT PARCEL 0182309300001

ADAMS COUNTY RECEPTION NUMBER 2011000027857

A PARCEL OF LAND LOCATED IN SOUTHWEST QUARTER OF THE SOUTHWEST QUARTER (SW ¼ SW ¼) OF SECTION 9, TOWNSHIP 3 SOUTH, RANGE 67 WEST OF THE SIXTH PRINCIPAL MERIDIAN, MERIDIAN, COUNTY OF ADAMS, CITY OF COMMERCE CITY, STATE OF COLORADO, BEING MORE PARTICULARLY DESCRIBED AS FOLLOWS:

BEGINNING AT POINT ON THE SOUTH LINE OF THE SOUTHWEST QUARTER OF SAID SECTION 9 FROM WHICH THE SOUTHWEST CORNER OF SAID SECTION 9 BEARS SOUTH 89°39'53" WEST 500 FEET; THENCE NORTH 00°20'07" WEST 660 FEET; THENCE NORTH 89°39'55" EAST 100 FEET; THENCE SOUTH 00°20'07" EAST 660 FEET THENCE SOUTH 89°39'53" WEST 100 FEET; TO THE POINT OF BEGINNING; EXCEPT THE SOUTH 40 FEET THEREOF WHICH IS EAST 56TH AVENUE ROADWAY.

CONSISTING OF APPROXIMATELY 1.4233 ACRES.

Inclusion Parcel B (aka the "Halo Parcel" owned partially by the City of Commerce City and partially by South Adams County Water and Sanitation District)

A PARCEL OF LAND LOCATED IN THE NORTHWEST ONE-QUARTER OF THE SOUTHWEST ONE-QUARTER OF SECTION 33, TOWNSHIP 2 SOUTH, RANGE 67 WEST OF THE SIXTH PRINCIPAL MERIDIAN, COUNTY OF ADAMS, STATE OF COLORADO, MORE PARTICULARLY DESCRIBED AS FOLLOWS:

BEGINNING AT THE WEST ONE-QUARTER CORNER OF SAID SECTION 33;

1. THENCE NORTH 89°37'47" EAST, A DISTANCE OF 1326.07 FEET ALONG THE NORTH LINE OF SAID NORTHWEST ONE-QUARTER OF THE SOUTHWEST ONE-QUARTER ALSO BEING THE PRESENT CITY OF COMMERCE CITY LIMITS LINE AS SHOWN ON THE ANNEXATION MAP TO THE

CITY OF COMMERCE CITY (AN-187-04), RECORDED IN RECEPTION NO. REC. NO. 20041029001090120 ON OCTOBER 29, 2004 IN ADAMS COUNTY RECORDS;

2. THENCE SOUTH 00°29'02" EAST, ALONG THE EAST LINE OF SAID NORTHWEST ONE-QUARTER OF THE SOUTHWEST ONE-QUARTER AND ALONG THE LINE OF THE PRESENT CITY OF COMMERCE CITY LIMITS LINE AS SHOWN ON THE ANNEXATION MAP TO THE CITY OF COMMERCE CITY (AN-187-04), RECORDED IN RECEPTION NO. REC. NO. 20041029001090120 ON OCTOBER 29, 2004 IN ADAMS COUNTY RECORDS, A DISTANCE OF 1320.83 FEET TO THE SOUTHEAST CORNER OF SAID NORTHWEST ONE-QUARTER OF THE SOUTHWEST ONE-QUARTER AND ALSO BEING A CORNER OF THE PRESENT CITY OF COMMERCE CITY LIMITS LINE AS SHOWN ON THE ANNEXATION MAP TO THE CITY OF COMMERCE CITY (AN-187-04), RECORDED IN RECEPTION NO. REC. NO. 20041029001090120 ON OCTOBER 29, 2004 IN ADAMS COUNTY RECORDS;

3. THENCE SOUTH 89°36'29" WEST, ALONG THE SOUTH LINE OF SAID NORTHWEST ONE-QUARTER OF THE SOUTHWEST ONE-QUARTER AND ALSO BEING A LINE OF THE PRESENT CITY OF COMMERCE CITY LIMITS LINE AS SHOWN ON THE ANNEXATION MAP TO THE CITY OF COMMERCE CITY (AN-187-04), RECORDED IN RECEPTION NO. REC. NO. 20041029001090120 ON OCTOBER 29, 2004 IN ADAMS COUNTY RECORDS, A DISTANCE OF 1323.37 FEET TO A POINT ON THE WESTERLY LINE OF SAID NORTHWEST ONE-QUARTER OF THE SOUTHWEST ONE-QUARTER AND ALSO BEING A LINE OF THE PRESENT CITY OF COMMERCE CITY LIMITS LINE AS SHOWN ON THE ANNEXATION MAP TO THE CITY OF COMMERCE CITY (AN-ORD-104), RECORDED IN FILE 16, MAP 776 ON OCTOBER 27, 1988 IN ADAMS COUNTY RECORDS;

4. THENCE NORTH 00°36'03" WEST, ALONG THE WEST LINE OF SAID NORTHWEST ONE-QUARTER OF THE SOUTHWEST ONE-QUARTER AND ALSO BEING THE PRESENT CITY OF COMMERCE CITY LIMITS LINE AS SHOWN ON THE ANNEXATION MAP TO THE CITY OF COMMERCE CITY (AN-ORD-104), RECORDED IN FILE 16, MAP 776 ON OCTOBER 27, 1988 IN ADAMS COUNTY RECORDS, A DISTANCE OF 1321.34 FEET TO THE POINT OF BEGINNING.

THE ABOVE DESCRIBED PARCEL CONTAINS AN AREA OF 1,750,050 SQUARE FEET, OR 40.1756 ACRES, MORE OR LESS.

THE BASIS OF BEARINGS IS THE WEST LINE OF THE SOUTHWEST ONE-QUARTER OF SECTION 33, TOWNSHIP 2 SOUTH, RANGE 67 WEST OF THE 6TH PRINCIPAL MERIDIAN, BEING MONUMENTED ON THE SOUTH END BY A FOUND 3" ALUMINUM CAP STAMPED "DMWW" IN RANGE BOX WITH NO LID, AND THE NORTH END BY A FOUND 3.25" ALUMINUM CAP STAMPED "WC, LS 17488, 1991" FOR A WITNESS CORNER, WHICH BEARS NORTH 00°36'03" WEST, A DISTANCE OF 2642.67 FEET.

EXCEPT that portion currently owned by South Adams County Water and Sanitation District for the Klein Water Treatment Facility.