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## Transaction Commitment

**LENDER INFORMATION:** Tatonka Capital Corporation

**LENDER'S ASSIGNEE:** Colorado Business Bank

**BORROWER:** Southeast Metro Storm Water Authority  
(the "District")

**QUALIFICATION:** This financing shall be deemed Bank Qualified.

**LOAN AMOUNT:** \$3,500,000.00

**PAYMENT STRUCTURE:** 5-year term with annual payments beginning August 1, 2007.

**FINANCING STRUCTURE:**

**SE Metro \$3.5MM Loan**

Loan Amount	\$3,500,000.00
Documentation Fee:	\$0.00
<b>Payment Mode:</b>	<b>Annual in Arrears</b>
Payment Term:	5 Annual Payments
<b>Fixed Interest Rate:</b>	<b>5.340%</b>
<b>Payment Amount:</b>	<b>\$810,924.68</b>
Factor:*	0.231693
Total Payments:	\$4,054,623.40
Interest Expense:	\$554,623.40

**PAYMENT SCHEDULE:**

	Date	Payment	Interest	Principal	Prepayment Option
Loan					3,500,000.00
1	8/1/2007	\$810,924.68	\$163,857.53	\$647,067.15	\$2,895,726.84
2	8/1/2008	\$810,924.68	\$152,346.61	\$658,578.07	\$2,227,270.10
3	8/1/2009	\$810,924.68	\$117,178.55	\$693,746.13	\$1,523,117.78
4	8/1/2010	\$810,924.68	\$80,132.50	\$730,792.18	\$781,363.72
5	8/1/2011	\$810,924.68	\$41,108.21	\$769,816.47	\$0.00

**LOAN SECURITY:** The District will pledge fees charged to its user base.

**ADDITIONAL PROVISIONS:** Arapahoe County will agree to impose and charge fees to cover any deficit of the District. In lieu of this provision, the District can agree to maintain a balanced budget in all years, which would include debt service on the subject loan. Failure to maintain a balanced budget will require the District to retain, at its own expense, an independent consultant. This consultant shall be required to submit recommendations to Colorado Business Bank and the District and, to the extent permitted by law, the District will follow the recommendation of this consultant.

**CLOSING DATE:** Estimated to be prior to September 15, 2006 to secure the rates.

**OTHER REQUIREMENTS:** The District shall have all operating and payroll deposits with Colorado Business Bank.  
The District shall provide annual audited financial statements; annual budgets; and quarterly financial statements to Colorado Business Bank.  
The District agrees that any additional indebtedness will be subject to (1) prior written approval by Colorado Business Bank, or (2) providing Colorado Business Bank with projections prepared by an independent consultant indicating the cash flow is sufficient to cover all debt.  
The District agrees to comply with applicable State laws and regulations.

**FEES & EXPENSES:** There are no legal, underwriting, filing or other fees involved with this proposal but for those incurred by the District (ex. Legal counsel to review the agreement)

**CONTINGENCY:** Final terms of this approval may be subject to Lender's/Assignee's review of the Intergovernmental Agreement

**COMMITMENT EXPIRATION:** September 30, 2006