

EXHIBIT C

FORM OF CERTIFICATE OF ENGINEERS FOR
CONVEYANCE OF SEGMENT OF ACQUISITION PROJECT

CERTIFICATE OF ENGINEERS FOR CONVEYANCE OF SEGMENT OF
ACQUISITION PROJECT

(insert description of Acquisition Project/Segment)

STATE OF ARIZONA)

COUNTY OF PINAL)

TOWNTOWN OF FLORENCE) ss.

MONTERRA HEIGHTS COMMUNITY)

FACILITIES DISTRICT)

We the undersigned, being Professional Engineers in the State of Arizona and, respectively, the duly appointed District Engineer for Monterra Heights Community Facilities District (hereinafter referred to as the "District"), and the engineer employed by _____ (hereinafter referred to as "the Owners"), each hereby certify for purposes of the District Development, Financing Participation and Intergovernmental Agreement (Monterra Heights Community Facilities District), dated as of _____ 1, 2003 (hereinafter referred to as the "Agreement"), by and among the District, the Town of Florence, Arizona and the Owners that:

The Segment indicated above has been performed in every detail pursuant to the Plans and Specifications (as such term and all of the other initially capitalized terms in this Certificate are defined in the Agreement) and the Acquisition Project Construction Contract (as modified by any change orders permitted by the Agreement) for such Segment.