

RESOLUTION NO. 164 - 22

A RESOLUTION OF THE CITY COUNCIL OF THE CITY OF
COLORADO SPRINGS, COLORADO APPROVING THE
PROPOSED 2023 OPERATING PLAN AND BUDGET FOR
THE GSF BUSINESS IMPROVEMENT DISTRICT

WHEREAS, the City Council approved an amended Special District Policy (the "Policy"), on August 9, 2022 (Resolution 111-22), providing for certain financial and other limitations in the use of special districts as an available method in financing public infrastructure; and

WHEREAS, also on August 9, 2022 City Council approved an amended model template for submission of the operating plan and budgets required to be annually approved for business improvement district pursuant to Section 31-25-1211 Colorado Revised Statutes; and

WHEREAS, the GSF Business Improvement District (the "District") was originally created by Ordinance No 21-35 adopted on April 13, 2021 along with approval of an initial operating plan and budget; and

WHEREAS, since that time, the District has submitted and Council has annually approved, operating plans and budgets for this District; and

WHEREAS, the District has submitted for review, and City Council has reviewed a proposed 2023 operating plan and budget ("2023 Operating Plan and Budget") for this District; and

WHEREAS, the District, requests approval of this 2023 Operating Plan and Budget.

NOW, THEREFORE, BE IT RESOLVED BY THE CITY COUNCIL OF THE CITY OF COLORADO SPRINGS THAT:

Section 1. The above and foregoing recitals are incorporated herein by reference and are adopted as findings and determinations of the City Council.

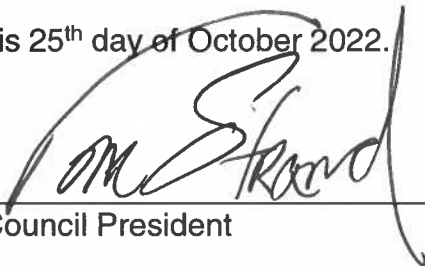
Section 2. This 2023 Operating Plan and Budget (attached as Exhibit 1) is hereby approved.

Section 3. The total debt of this District shall not exceed 10 percent of the total assessed valuation of the taxable property within the District, without the requirement for

separate City Council authorization adopted by an affirmative vote of no less than 2/3rds of the members of the entire City Council.

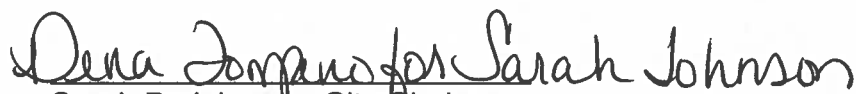
Section 4. This Resolution shall be effective upon its approval by City Council.

DATED at Colorado Springs, Colorado, this 25th day of October 2022.



Council President

ATTEST:



Sarah B. Johnson, City Clerk

2023 OPERATING PLAN AND BUDGET

**GSF BUSINESS
IMPROVEMENT
DISTRICT**

City of Colorado Springs, El Paso County, Colorado

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2023
**OPERATING PLAN FOR THE
GSF BUSINESS IMPROVEMENT DISTRICT**

1. PURPOSE AND SCOPE OF THIS DISTRICT

A. Requirement for this Operating Plan. The Business Improvement District Act, specifically Section 31-25-1211, Colorado Revised Statutes, requires that the GSF Business Improvement District (the “District”) file an operating plan and budget with the City Clerk no later than September 30 of each year.

Under the statute, the City is to approve the operating plan and budget within 30 days of the submittal of all required information.

The District operates under the authorities and powers allowed under the Business Improvement District Act, Section 31-25-1201, *et seq.*, Colorado Revised Statutes, as amended, as further described and limited by this Operating Plan.

B. What Must Be Included in the Operating Plan? Pursuant to the provisions of the Business Improvement District Act, Section 31-25-1201, *et seq.*, C.R.S., as amended, this Operating Plan specifically identifies: (1) the composition of the Board of Directors; (2) the services and improvements to be provided by the District; (3) the taxes, fees, and assessments to be imposed by the District; (4) the estimated principal amount of the bonds to be issued by the District; and (5) such other information as the City may require.

The District’s original 2021 Operating Plan and any subsequent Operating Plans approved by the City are incorporated herein by reference, and shall remain in full force and effect except as specifically or necessarily modified hereby.

C. Purposes. As may be further articulated in the prior year’s Operating Plan, the contemplated purposes of the District for 2023 include financing, acquisition, construction, completion, installation, replacement, and/or operation and maintenance of all of the services and public improvements allowed under Colorado law for business improvement districts.

D. Ownership of Property or Major Assets. The District will own public improvements as constructed if such improvements are not otherwise dedicated to other public entities for operation and maintenance.

E. Contracts and Agreements. It is anticipated that the District will enter into various agreements as required to facilitate the funding, construction, operation, and maintenance of public improvements. The District entered into an Inter-District Intergovernmental Agreement with GSF Metropolitan District Nos. 1 & 2 on May 21, 2021, whereby the District is responsible for financing, constructing, maintaining, and operating the public improvements and the GSF Metropolitan District Nos. 1 & 2 shall assign revenues to the District to offset the expenses of the construction of the public improvements and the District’s costs of operating and maintaining such public improvements.

The District and Nor'wood Limited, Inc. entered into a Facilities Funding and Acquisition Agreement on May 21, 2021 pursuant to which Nor'wood Limited, Inc. is to provide monetary advances to the District for the acquisition, construction and installation of improvements. In consideration of such advances, the District agrees to pay reimbursements, plus interest.

The District and Nor'wood Limited, Inc. entered into a Reimbursement Agreement (Operations) on May 21, 2021, pursuant to which Nor'wood Limited, Inc. is to provide monetary advances to the District for administrative and operational expenses of the Authority, including but not limited to management fees, legal fees, financial consulting fees, engineering fees and general operations and maintenance costs related to the public purposes of the District. In consideration of such advances, the District agrees to pay reimbursements plus interest.

The District may also enter into agreements with other districts encompassing adjacent developments in order to cooperate on infrastructure projects.

2. ORGANIZATION AND COMPOSITION OF THE BOARD OF DIRECTORS

A. Organization. The GSF Business Improvement District was organized by the City of Colorado Springs, Colorado by Ordinance No. 21-35 on April 13, 2021.

B. Governance. The District is governed by an elected Board of Directors.

C. Current Board. The District is managed by a Board of Directors consisting of five electors, all of whom shall be voting members. The current Board members are:

- 1) Jeffrey Finn
- 2) Christopher Jenkins
- 3) David Jenkins
- 4) Delroy Johnson
- 5) Timothy Seibert

Director and other pertinent contact information is provided in **EXHIBIT A**.

D. Term Limits. The District's election on May 4, 2021 included a ballot question to eliminate term limits pursuant to Article 18, Section 11 of the Colorado Constitution. The question passed.

E. Advisory Board. The Board of Directors may appoint one or more advisory boards to assist the Board of Directors on such matters as the Board of Directors desires assistance. The Board of Directors shall, upon the appointment of an advisory board, set forth its duties, duration, and membership. The Board of Directors may provide rules of procedure for the advisory board or may delegate to the advisory board the authority to provide such rules. No advisory boards have yet been appointed.

3. BOUNDARIES, INCLUSIONS AND EXCLUSIONS

The District's boundaries currently include approximately 23 acres, as legally described in **EXHIBIT C** and as depicted in **EXHIBIT D**. The District does not anticipate any inclusion or exclusion requests in 2023.

4. PUBLIC IMPROVEMENTS

The District will primarily be concerned with the provision of public improvements and services within the boundaries of the District, however, there may be instances to provide improvements or services outside of the boundaries of the District as part of the project. The District shall have the authority to provide these improvements and services, but the revenue-raising powers of the District to recoup the costs of existential improvements and services shall be as limited by state law.

The Public Improvements that the District anticipates it will construct, install or cause to be constructed and installed, include those Public Improvements the costs of which may, in accordance with the Business Improvement District Act, Section 31-25-1201, *et seq.*, C.R.S., lawfully be paid for by the District, including, without limitation, water services, safety protection devices, sanitation services, street improvements, curbs, gutters, culverts, drainage facilities, sidewalks, parking facilities, paving, lighting, grading, landscaping and storm and wastewater management facilities and associated land acquisition and remediation (the "Public Improvements"). The costs of such Public Improvements, including costs of design, acquisition, construction and financing, are referred to herein as the "Public Improvement Costs."

5. ADMINISTRATION, OPERATIONS, SERVICES, PROPERTY OWNERSHIP AND MAINTENANCE

The District shall provide for ownership, operation, and maintenance of District facilities as activities of the District itself or by contract with other units of government or the private sector. The District does not anticipate having any employees.

6. FINANCIAL PLAN AND BUDGET

- A. 2023 Budget.** The 2023 Budget for the District is attached as **EXHIBIT B**.
- B. Authorized Indebtedness.** The District held an election on November 2, 2021 for the purpose of authorizing debt, taxes, revenue limits, spending limits, special assessments, and such other matters as may be necessary or convenient for the implementation of Art. X, Sec. 20 of the Colorado Constitution and the Operating Plan. The initial maximum debt authorization for the District shall be \$83,100,000. The initial maximum debt authorization amount is the aggregate debt authorization for the District and the GSF Metropolitan District Nos. 1 & 2, which were formed in conjunction with the District. The District shall not issue debt in excess of the initial maximum debt authorization amount without the City's express prior approval. The initial maximum debt authorization will provide the District with

sufficient debt capacity to finance the proposed Public Improvements for the entire project. The total amount of the cost of the proposed Public Improvements for the project will be allocated between the District and the GSF Metropolitan District Nos. 1 & 2 as appropriate and as development occurs.

- C. *Maximum Debt and Operating Mill Levies.*** The mill levy limitations in the original Operating Plan remain unchanged. The Maximum Debt Mill Levy is fifty (50) mills. The Maximum Operating Mill Levy is ten (10) mills. The mill levy caps set forth in this paragraph may be subject to upward or downward adjustments addressing any Mill Levy Adjustment or any abatement occurring after, but not before January 1, 2006. Such upward or downward adjustments are to be determined by the Board of Directors in good faith (such determination to be binding and final) so that to the extent possible, the actual tax revenue generated by the mill levy, as adjusted for changes occurring after January 1, 2006, are neither diminished nor enhanced as a result of such changes.
- D. *District Revenues.*** The District anticipates developer funding for initial revenue sources and thereafter revenues derived from property taxes. The District also anticipates relying on public improvement fees to support public improvement construction and future bonds for that purpose.
- E. *Existing Debt Obligations.*** The District has no current debt.
- F. *Future Debt Obligations.*** The District does not anticipate issuing bonds in 2023.
- G. *Developer Funding Agreements.***

The District and Nor'wood Limited, Inc. entered into a Facilities Funding and Acquisition Agreement on May 21, 2021. At the end of 2022, it is anticipated that the District will have an outstanding developer advance obligation in the amount of \$0 in principal and \$0 in interest. Upon there being an outstanding developer advance obligation, the Facilities Funding and Acquisition Agreement states that simple interest will accrue at the rate of 8% from the date of expenditure through the date of repayment.

The District and Nor'wood Limited, Inc. entered into a Reimbursement Agreement (Operations) on May 21, 2021. At the end of 2022, it is anticipated that the District will have an outstanding developer advance obligation in the amount of \$63,374 in principal and \$2,535 in interest. Simple interest will accrue at a rate of 8% beginning on the date of advance to the date of repayment.

Any Developer Funding Agreements entered into by the District after January 1, 2023 shall be limited to a term of no greater than twenty (20) years, from the time of the first such agreement, after which time any remaining balances must be either converted to Debt or shall no longer be considered an obligation of the District. The Interest Rate on any new Developer Funding Agreements entered into after January

1, 2023 shall not exceed the Index Rate plus 400 basis points, and interest shall only accrue on the principal balance.

- H. *Other Financial Obligations.*** The District entered into an Inter-District Intergovernmental Agreement with GSF Metropolitan District Nos. 1 & 2 on May 21, 2021, whereby the District is responsible for financing, constructing, maintaining, and operating the public improvements and the GSF Metropolitan District Nos. 1 & 2 shall assign revenues to the District to offset the expenses of the construction of the public improvements and the District's costs of operating and maintaining such public improvements. The District may enter into agreements, including reimbursement or similar agreements and leases; as well as agreements for ongoing services such as legal, administration, compliance, budget, audit, etc.
- I. *City Charter Limitations.*** In accordance with 7-100 of the City Charter, the District shall not issue any Debt instrument for any purpose other than construction of capital improvements with a public purpose necessary for development. As set forth in 7-100 of the City Charter, the total Debt of any proposed District shall not exceed 10 percent of the total assessed valuation of the taxable property within the District unless approved by at least a two-thirds vote of the entire City Council.
- J. *Limited-Default Provisions.*** Limited tax general obligation bonds issued by the District shall be structured and/or credit enhancements provided such that the bonds cannot default as long as the District is imposing the required maximum allowed mill levy.
- K. *Privately Placed Debt and Related Party Privately Placed Debt.*** Prior to the issuance of any Privately Placed Debt for capital related costs, the District shall obtain the certification of an External Financial Advisor regarding the fairness and feasibility of the interest rate and the structure of the Debt. The Interest Rate for Related Party Privately Placed Debt shall not exceed the Index Rate more than 400 basis points. Related Party Privately Placed Debt shall not be issued with an optional call date of greater than five (5) years from the date of issuance.
- L. *End User Fee Limitation.*** The District shall not impose an End User Fee for the purpose of servicing District Debt without prior approval of City Council.
- M. *Debt Not an Obligation of the City.*** The debt of the District will not constitute a Debt or obligation of the City in any manner. The faith and credit of the City will not be pledged for the repayment of the debt of the District. This will be clearly stated on all offering circulars, prospectus, or disclosure statements associated with any securities issued by the District.

N. Land Development Entitlements.

The District shall not issue Debt, enter into any other Long Term Financial Obligation or certify a Debt Mill Levy unless a Land Development Entitlement has been approved for the Property.

7. MUNICIPAL OVERSIGHT OF DISTRICT ACTIVITIES

A. Audit. The District agrees to submit an annual audit to the City Finance Department no later than March 1st of each year which is performed by an independent certified public accounting firm. Even if the State of Colorado grants an audit exemption, the District must submit an annual audit as specified above.

B. SID and Authority Formation. The District affirms that it will provide an Amended Operating Plan and seek prior approval of City Council prior to formation of any Special Improvement District or Authority within its boundaries in the future.

C. City Authorization Prior to Debt Issuance. In accordance with the City's Special District Policy, and notwithstanding any statements of intent in the Budget and Operating Plan, this District shall request and obtain approval of City Council prior to issuance of any Debt in accordance with the financing plan for the District as previously approved. The standards for City approval shall generally be consistency with the City's Special District Policy as it may be amended along with the most recently approved operating plan and budget and any requirements or limitations contained therein to the extent that they are consistent with the financing plans for the District.

D. Public Improvement Fees. As noted in the prior year's Operating Plan, this District anticipates utilizing revenues from a public improvement fee. This District will not utilize any revenues from a new, increased or expanded public improvement fee (PIF) unless specifically authorized in this or a subsequent operating plan and budget, or separately approved by City Council. The imposition of a PIF and any provisions for adjustment of a PIF that have been previously approved by City Council shall not be subject to this restriction.

E. Condemnation. The Colorado Revised Statutes do not authorize BIDs to use powers of eminent domain. The exercise of eminent domain authority by any City-authorized district is also specifically prohibited without express prior City Council approval.

F. Concealed Carry Prohibition. The District shall not adopt or enact an ordinance, resolution, rule or other regulation that prohibits or restricts an authorized permittee from carrying a concealed handgun in a building or specific area under the direct control or management of the District as provided in C.R.S. § 18-12-214.

G. Eligible Expenses or Costs for Reimbursement. In addition to any limits or prohibitions contained in Colorado Revised Statutes, the District shall no issue debt for or otherwise fund any costs or expenses not allowed for by the Special District Policy.

H. Intergovernmental Agreements. As noted above, the District entered into an Inter-District Intergovernmental Agreement with GSF Metropolitan District Nos. 1 & 2 on May 21,

2021, whereby the District is responsible for financing, constructing, maintaining, and operating the public improvements and the GSF Metropolitan District Nos. 1 & 2 shall assign revenues to the District to offset the expenses of the construction of the public improvements and the District's costs of operating and maintaining such public improvements.

I. Overlapping Districts. The District overlaps with GSF Metropolitan District No. 1 and GSF Metropolitan District No. 2. GSF Metropolitan District No. 1 and GSF Metropolitan District No. 2 were organized as special districts pursuant to the Service Plan for GSF Metropolitan District Nos. 1 & 2 (the "Service Plan") approved on March 23, 2021, by the City of Colorado Springs to provide a part or all of the various public improvements necessary and appropriate for the development of a project within the unincorporated portion of El Paso County (the "County") called "Grandview Reserve." GSF Metropolitan District No. 1 imposed a mill levy of 10.000 mills in 2021 and GSF Metropolitan District No. 2 imposed a mill levy of 0.000 mills in 2021.

8. 2023 ACTIVITIES, PROJECTS AND CHANGES

A. Activities. It is anticipated that the District will primarily be engaged in early development activities in 2023.

B. Projects and Public Improvements. The District will be primarily engaged in public improvements planning in 2023.

C. Summary of 2023 Activities.

Boundary changes: The District does not anticipate inclusion or exclusion requests in 2023.

Changes to board or governance structure: No changes are anticipated.

Mill levy changes: The District anticipates imposing 0.000 mills in 2023.

New, refinanced or fully discharged debt: Not anticipated.

Elections: May 2, 2023 Election

Major changes in development activity or valuation: Not anticipated

Ability to meet current financial obligations: See **EXHIBIT B**. The District anticipates developer funding for initial revenue sources and thereafter revenues derived from property taxes and public improvement fees. The District may enter into agreements and leases for ongoing services for general operations and maintenance of the District.

9. DISCLOSURE AND COMMUNICATION.

The District shall maintain a website that includes content similar to that required for metropolitan districts by Colorado Revised Statutes § 32-1-104.5 and as required by Section K of the Special District Policy, to the extent this content is applicable to BIDs.

10. DISSOLUTION

The District is anticipated to have ongoing operations and maintenance obligations that will necessitate perpetual existence. If the District no longer has such obligations, the District will seek to dissolve pursuant to C.R.S. § 31-25-1225.

11. CONCLUSION

It is submitted that this Operating Plan and Budget for the District meets the requirements of the Business Improvement District Act and further meets applicable requirements of the Colorado Constitution and other law. It is further submitted that the types of services and improvements to be provided by the District are those services and improvements which satisfy the purposes of Part 12 of Article 25 of Title 31, C.R.S.

EXHIBIT A
Director and Other Contact Information

BOARD OF DIRECTORS:

Christopher Jenkins, President (2022-2025)
Nor'wood Development Group
111 South Tejon Street, Suite 222
Colorado Springs, CO 80903
(719) 593-2600
chrisjenins@nor-wood.com

David Jenkins, Assistant Secretary (2021-2023)
Nor'wood Development Group
111 South Tejon Street, Suite 222
Colorado Springs, CO 80903
(719) 593-2600
ddj@nor-wood.com

Delroy Johnson, Treasurer (2021-2023)
Nor'wood Development Group
111 South Tejon Street, Suite 222
Colorado Springs, CO 80903
(719) 593-2600
djohnson@nor-wood.com

Jeffrey Finn, Secretary (2021-2023)
Nor'wood Development Group
111 South Tejon Street, Suite 222
Colorado Springs, CO 80903
(719) 593-2600
jfinn@nor-wood.com

Timothy Seibert (2022-2025)
Nor'wood Development Group
111 South Tejon Street, Suite 222
Colorado Springs, CO 80903
(719) 593-2600
tseibert@nor-wood.com

DISTRICT MANAGER:

CLA Colorado Springs
121 S. Tejon Street, Suite 1100
Colorado Springs, CO 80903
(719) 635-0330

DISTRICT CONTACT:

Josh Miller
CLA Colorado Springs
121 S. Tejon Street, Suite 1100
Colorado Springs, CO 80903
josh.miller@claconnect.com

INSURANCE AND DIRECTORS' BONDS:

Jan Elliot
T. Charles Wilson Insurance Service
384 Inverness Parkway, Suite 170
Englewood, CO 80112

(303) 368-5757
jelliott@wilsonins.com

ACCOUNTANT:

Carrie Bartow
CliftonLarsonAllen
8390 E. Crescent Pkwy # 500
Greenwood Village, CO 80111

(719) 635-0330
carrie.bartow@claconnect.com

EXHIBIT B
2023 BID Budget

**GSF BUSINESS IMPROVEMENT DISTRICT
ANNUAL BUDGET
FOR THE YEAR ENDING DECEMBER 31, 2023**

DRAFT - SUBJECT TO REVISION

**GSF BUSINESS IMPROVEMENT DISTRICT
GENERAL FUND
2023 BUDGET
WITH 2021 ACTUAL AND 2022 ESTIMATED
For the Years Ended and Ending December 31,**

9/17/22

	ACTUAL 2021	BUDGET 2022	ACTUAL 6/30/2022	ESTIMATED 2022	BUDGET 2023
BEGINNING FUND BALANCES	\$ -	\$ -	\$ (26,155)	\$ (26,155)	\$ 200
REVENUES					
Developer advance	-	55,254	41,000	63,890	51,500
Other revenue	-	-	1	1	-
Intergovernmental revenues	-	5,946	5,743	5,980	6,500
Total revenues	-	61,200	46,744	69,871	58,000
Total funds available	-	61,200	20,589	43,716	58,200
EXPENDITURES					
General and administrative					
Accounting	3,674	15,000	12,802	20,000	22,000
Audit	-	-	-	-	4,000
Dues and licenses	-	-	516	516	600
Insurance and bonds	-	5,000	300	300	2,500
District management	4,182	15,000	4,431	9,000	11,000
Legal services	17,847	15,000	1,394	8,000	10,000
Election expense	452	6,000	1,287	1,287	3,000
Contingency	-	5,000	-	4,413	4,900
Total expenditures	26,155	61,000	20,730	43,516	58,000
Total expenditures and transfers out requiring appropriation	26,155	61,000	20,730	43,516	58,000
ENDING FUND BALANCES	\$ (26,155)	\$ 200	\$ (141)	\$ 200	\$ 200
EMERGENCY RESERVE	\$ -	\$ 200	\$ 200	\$ 200	\$ 200
AVAILABLE FOR OPERATIONS	(26,155)	-	(341)	-	-
TOTAL RESERVE	\$ (26,155)	\$ 200	\$ (141)	\$ 200	\$ 200

No assurance provided. See summary of significant assumptions.

1
DRAFT - SUBJECT TO REVISION

**GSF BUSINESS IMPROVEMENT DISTRICT
PROPERTY TAX SUMMARY INFORMATION
2023 BUDGET
WITH 2021 ACTUAL AND 2022 ESTIMATED
For the Years Ended and Ending December 31,**

9/17/22

	ACTUAL 2021	BUDGET 2022	ACTUAL 6/30/2022	ESTIMATED 2022	BUDGET 2023
ASSESSED VALUATION					
Commercial	\$ -	\$ 453,190	\$ 453,190	\$ 453,190	\$ 453,190
Industrial	-	1,550	1,550	1,550	1,550
Vacant land	-	77,290	77,290	77,290	77,290
	-	532,030	532,030	532,030	532,030
Adjustments (TIF)	-	(53,580)	(53,580)	(53,580)	(61,660)
Certified Assessed Value	\$ -	\$ 478,450	\$ 478,450	\$ 478,450	\$ 470,370
MILL LEVY					
General	0.000	0.000	0.000	0.000	0.000
Total mill levy	0.000	0.000	0.000	0.000	0.000
PROPERTY TAXES					
General	\$ -	\$ -	\$ -	\$ -	\$ -
Levied property taxes	-	-	-	-	-
Adjustments to actual/rounding	-	-	-	-	-
Refunds and abatements	-	-	-	-	-
Budgeted property taxes	\$ -	\$ -	\$ -	\$ -	\$ -
BUDGETED PROPERTY TAXES					
General	\$ -	\$ -	\$ -	\$ -	\$ -
	\$ -	\$ -	\$ -	\$ -	\$ -

No assurance provided. See summary of significant assumptions.

**GSF BUSINESS IMPROVEMENT DISTRICT
2023 BUDGET
SUMMARY OF SIGNIFICANT ASSUMPTIONS**

Services Provided

The GSF Business Improvement District (“the District”) was organized to provide the financing, acquisition, construction, completion, installation, replacement and/or operation and maintenance of all of the services and public improvements allowed under Colorado law for business improvement districts. Specific improvements and services provided by the District include water services, safety protection devices, parking facilities, paving, lighting, grading, landscaping and storm and wastewater management facilities. The District’s service area is located entirely within the City of Colorado Springs, El Paso County, Colorado.

The District was organized by Ordinance of the City of Colorado Springs on April 13, 2021.

Pursuant to the District’s Operating Plan filed annually with the City, the maximum debt mill levy is 50 mills, and the maximum operating mill levy for the payment of administrative, operations and maintenance expenses is 10 mills.

The District has no employees and all administrative functions are contracted.

The District prepares its budget on the modified accrual basis of accounting, in accordance with requirements of Colorado Revised Statutes C.R.S. 29-1-105 using its best estimates as of the date of the budget hearing. These estimates are based on expected conditions and its expected course of actions. The assumptions disclosed herein are those that the District believes are significant to the budget. There will usually be differences between the budget and actual results, because events and circumstances frequently do not occur as expected, and those differences may be material.

Revenues

Developer Advance

The District is in the development stage. As such, the operating and administrative expenditures will be mainly funded by Nor’wood Development Group (Developer). A major portion of the capital expenditures are also expected to be funded by the Developer. Developer advances are recorded as revenue for budget purposes with an obligation for future repayment when the District is financially able to reimburse the Developer from bond proceeds and other legally available revenue.

Intergovernmental Revenue

Property taxes generated from the 10.000 mills levied by GSF Metropolitan District No. 1 for operations and maintenance, net of fees, are expected to be transferred to the District, which pays all administrative expenditures of GSF Metropolitan District No. 1 and No. 2.

**GSF BUSINESS IMPROVEMENT DISTRICT
2023 BUDGET
SUMMARY OF SIGNIFICANT ASSUMPTIONS**

Expenditures

General and Administrative Expenditures

Operating and administrative expenditures include the estimated services necessary to maintain the District's administrative viability such as legal, management, accounting, and insurance.

Developer Advances

The District has entered into Developer Funding Agreements with the Developer as follows:

Developer Funding Agreement

The District entered into a Reimbursement Agreement with Nor'wood Development Group (the "Developer") on May 21, 2021 whereby the District agreed to reimburse the Developer for advances made to or on behalf of the District plus interest at a rate of 8% per annum for costs related to the District's operations and administrative activities.

The District entered into a Facilities Funding and Acquisition Agreement with Nor'wood Development Group (the "Developer") on May 21, 2021 whereby the District agreed to reimburse the Developer for advances made to or on behalf of the District plus interest at a rate of 8% per annum for costs related to the construction of public improvements.

The following is an analysis of the District's long-term obligations through the year-ended December 31, 2023:

	Balance at December 31, 2021	Additions*	Retirement of Long-Term Obligations*	Balance at December 31, 2022	Additions*	Retirement of Long-Term Obligations*	Balance at December 31, 2023	Due Within One Year
Developer Advance - Operating	\$ -	\$ 63,374	\$ -	\$ 63,374	\$ 46,666	\$ -	\$ 110,040	\$ -
Accrued Interest - Operating	-	2,535	-	2,535	6,937	-	9,472	-
Total	<u>\$ -</u>	<u>\$ 65,909</u>	<u>\$ -</u>	<u>\$ 65,909</u>	<u>\$ 53,603</u>	<u>\$ -</u>	<u>\$ 119,512</u>	<u>\$ -</u>

Debt and Leases

The District has no debt, nor any operating or capital leases.

Reserves

Emergency Reserve

The District has provided for an Emergency Reserve fund equal to 3% of fiscal year spending for 2023, as defined under TABOR.

This information is an integral part of the accompanying budget.

EXHIBIT C
Legal Description



619 N. Cascade Avenue, Suite 200 (719) 785-0790
Colorado Springs, Colorado 80903 (719) 785-0799 (Fax)

LEGAL DESCRIPTION:

A PARCEL OF LAND BEING A PORTION OF SECTION 17, TOWNSHIP 14 SOUTH, RANGE 66 WEST OF THE SIXTH PRINCIPAL MERIDIAN IN THE CITY OF COLORADO SPRINGS, EL PASO COUNTY, COLORADO BEING DESCRIBED AS FOLLOWS:

BASIS OF BEARINGS: THE EASTERLY BOUNDARY OF LOT 2, BLOCK 3 AS PLATTED IN PIKES PEAK ADDITION TO THE CITY OF COLORADO SPRINGS, RECORDED IN PLAT BOOK B AT PAGE 12, RECORDS OF EL PASO COUNTY, COLORADO, BEING MONUMENTED AT BOTH ENDS BY AN ILLEGIBLE 1-1/2" ALUMINUM SURVEYORS CAP, IS ASSUMED TO BEAR N00°49'58"E, A DISTANCE OF 210.00 FEET.

COMMENCING AT THE NORTHEASTERLY CORNER OF LOT 2, BLOCK 3 AS PLATTED IN PIKES PEAK ADDITION TO THE CITY OF COLORADO SPRINGS, RECORDED IN PLAT BOOK B AT PAGE 12, RECORDS OF EL PASO COUNTY, COLORADO, SAID POINT BEING THE NORTHWESTERLY CORNER OF A 20 FOOT ALLEY AS PLATTED IN SAID PIKES PEAK ADDITION TO COLORADO SPRINGS AND VACATED BY ORDINANCE 15-3, RECORDED UNDER RECEPTION NO. 215104026 SAID POINT BEING ON THE SOUTHERLY RIGHT OF WAY LINE OF PIKES PEAK AVENUE AS PLATTED IN SAID PIKES PEAK ADDITION TO COLORADO SPRINGS.

THENCE N80°38'57"W, A DISTANCE OF 385.44 FEET TO THE INTERSECTION OF THE CENTERLINE OF EL PASO STREET AND SAID PIKES PEAK AVENUE SAID POINT BEING THE POINT OF BEGINNING;

THENCE S88°04'41"E, ON THE CENTERLINE OF SAID PIKES PEAK AVENUE A DISTANCE OF 1394.74 FEET TO THE INTERSECTION OF THE CENTERLINE SAID PIKES PEAK AVENUE AND THE CENTERLINE OF INSTITUTE STREET;

THENCE S00°16'06"W, ON THE CENTERLINE OF SAID INSTITUTE STREET A DISTANCE OF 771.84 FEET TO THE INTERSECTION OF SAID INSTITUTE STREET AND THE CENTERLINE OF AN EAST-WEST ALLEY IN BLOCK 6 AS PLATTED IN SAID PIKES PEAK ADDITION TO COLORADO SPRINGS; THENCE N88°00'25"W, ON THE CENTERLINE OF SAID EAST-WEST ALLEY AND THE EAST-WEST ALLEY IN BLOCK 5 AS PLATTED IN SAID PIKES PEAK ADDITION TO COLORADO SPRINGS A DISTANCE OF 1124.20 FEET TO A POINT OF INTERSECTION WITH THE SOUTHERLY EXTENSION OF THE COMMON LOT LINE BETWEEN LOT 5 AND LOT 6 BLOCK 5 AS PLATTED IN SAID PIKES PEAK ADDITION TO COLORADO SPRINGS;

THENCE N 01°08'57"E, ON THE SAID SOUTHERLY EXTENSION, SAID COMMON LOT LINE BETWEEN LOT 5 AND LOT 6 BLOCK 5 AND THE NORTHERLY EXTENSION OF SAID COMMON LOT LINE BETWEEN LOT 5 AND LOT 6 BLOCK 5 A DISTANCE OF 250.01 FEET TO INSECT THE CENTERLINE OF EAST COLORADO AVENUE, PLATTED AS HUERFANO STREET IN PIKES PEAK ADDITION TO COLORADO SPRINGS;


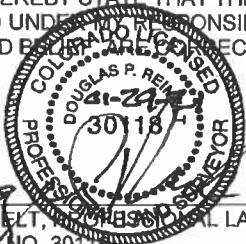
THENCE N88°06'06"W, ON THE CENTERLINE OF SAID EAST COLORADO AVENUE A DISTANCE OF 282.97 FEET TO THE CENTERLINE OF SAID EL PASO STREET;

THENCE N01°12'33"E, ON THE CENTERLINE OF SAID EL PASO STREET A DISTANCE OF 520.30 FEET TO THE POINT OF BEGINNING.

CONTAINING A CALCULATED AREA OF 23.164 ACRES

LEGAL DESCRIPTION STATEMENT:

I, DOUGLAS P. REINELT, A LICENSED PROFESSIONAL LAND SURVEYOR IN THE STATE OF COLORADO, DO HEREBY STATE THAT THE ABOVE LEGAL DESCRIPTION AND ATTACHED EXHIBIT WERE PREPARED UNDER MY RESPONSIBLE CHARGE AND ON THE BASIS OF MY KNOWLEDGE, INFORMATION AND BELIEF.

DOUGLAS P. REINELT, LICENSED PROFESSIONAL LAND SURVEYOR
COLORADO P.L.S. NO. 30118
FOR AND ON BEHALF OF CLASSIC CONSULTING
ENGINEERS AND SURVEYORS

JAN 29, 2021
DATE

Except that parcel described as follows:

S 38 FEET OF N 76 FEET OF LOTS 8, 9 CAPITAL HILL ADDITION, COLORADO
SPRINGS, EL PASO COUNTY, COLORADO, containing a total of 0.089 acres.

EXHIBIT D
Boundary Map

G.S.F. BID

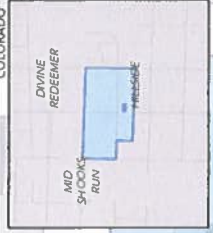


Tax Boundary

1 inch = 82.14 feet

08/27/2021 EPC Assessor's Office
NAD_1983_StatePlane_Colorado_Central_FIPS_6032_Feet
Projection: Lambert_Conformal_Conic

COLORADO



E PIKES PEAK AVE

DIVINE REDEEMER

N PROSPECT ST

S PROSPECT ST

HILLSIDE

E COLORADO AVE

MID SHOOK'S RUN

S EL PASO ST

S INSTITUTE ST

EXHIBIT E
Terms and Definitions

The following terms and definitions from the City of Colorado Springs Special District Policy are specifically incorporated for use in this Operating Plan and Budget.

- a. **Authority-** An entity with separate legal powers or authorities, created by intergovernmental agreement (IGA) between or among Districts, or between or among one or more Districts, and another governmental entity.
- b. **City-** The City of Colorado Springs, acting legislatively through its City Council or administratively through its mayor or chief of staff consistent with Colorado Revised Statutes and the City Charter.
- c. **Combination of Districts-** Any combination of Metropolitan Districts, BIDs and/or GIDs that overlay each other that are organized by petition of a property developer that are specific to property within a single development project and do not serve any property outside of that project such as regional service district or non-developer controlled existing district.
- d. **C.R.S-** Colorado Revised Statutes
- e. **Debt-** Any bond, note debenture, contract or other multiple year financial obligation of a District which is payable in whole or in part from, or which constitutes an encumbrance on, the proceeds of ad valorem property tax or End User Debt Service Fee imposed by the District, or pledged for the purposes of meeting the obligation.
- f. **Debt Mill Levy-** For the purpose of this Policy and its associated plans the debt mill levy is that portion of the overall mill levy of the District, pledged, dedicated or otherwise used to repay formally issued Debt or long terms.
- g. **Developer Funding Agreements-** Short or long-term obligations of Districts entered into between Districts and developers related to advancement of reimbursement of Public Improvements or operations and maintenance costs. Such agreements may or may not accrue interest, but do not qualify as formally issued Debt as defined under this Policy or under TABOR.
- h. **District –** This GSF Business Improvement District.
- i. **End User-** A property owner anticipated to be have long term, multi-year responsibility for the tax and/or fee obligations of a District. By way of illustration, a resident homeowner, renter, commercial property owner, or commercial tenant is an end user. A master property developer or business entity that constructs homes or commercial structures for occupancy or ownership primarily by third parties, is not an end user.
- j. **End User Debt Service Fees-** Any fees, rates, tolls or charges assessed or pledged or otherwise obligated to End Users by a District for the payment of Debt. End User Debt Service Fees are not intended to include public improvement fees (PIFs) if authorized by this Operating Plan and Budget. .
- k. **External Financial Advisor-** A consultant that: (1) advises Colorado governmental entities on matters relating to the issuance of securities by Colorado governmental entities, including matters such as the pricing, sales and marketing

of such securities and the procuring of bond ratings, credit enhancement and insurance in respect of such securities; (2) shall be an underwriter, investment banker, or individual listed as a public finance advisor in the Bond Buyer's Municipal Market Place (also known as the Redbook); and (3) is not an officer of the Districts.

- l. Index Interest Rate-** The AAA 30-year MMD (Municipal Market Data) index interest rate.
- m. Interest Rate-**The annual rate of charge applied to Debt or other District financial obligations
- n. Land Development Entitlement** – A City-approved master plan, concept plan or other more detailed land use plan, zoning or combinations thereof, applicable to a substantial proportion of the property to be included in District and sufficient to support the need for the District along with relevant public improvements financing assumptions and proposed limits.
- o. Maximum Debt Mill Levy-** The maximum mill levy a District or Combination of Districts is permitted to impose for the payment of Debt. For the purpose of this Policy, a mill levy certified for contractual obligations is part of the Maximum Debt Mill Levy.
- p. Maximum Operating Mill Levy-** The maximum mill levy a District or Combination of Districts is permitted to impose for operating and maintenance expenses.
- q. Mill Levy Adjustment** -Any statutory, legislative or constitutional changes that adjust or impact that assessed or actual valuation of property or the assessment ratio pursuant to which taxes are calculated
- r. Model BID Operating Plan and Budget-** The most recent version of the template for BID Operating Plans and Budgets adopted in accordance with this Policy.
- s. Planning and Community Development Department Director-** The Director of the Colorado Springs Planning and Community Development Department or other position which may be established for the purpose of administering this Policy, or their designee.
- t. Policy or Special District Policy** -The City's adopted Special District Policy as may be amended from time to time.
- u. Privately Placed Debt-** Debt that is not marketed to multiple independent accredited investors as defined in Rule 501(a) promulgated under the Securities Act of 1933 by a registered bond underwriter or placed directly with a chartered lending institution or credit union.
- v. Public Improvements** – Any capital or site improvements, (or directly related planning or engineering costs) legally determined to be eligible for ownership, maintenance and/or financing by a District in accordance with the applicable State statutes.
- w. Related Party Privately Placed Debt** - Privately Placed Debt that is or will be placed with and directly held by a party related to the issuing District.