

January ____, 2020

Board of Directors
SW Downtown Business Improvement District
Attention: President
c/o Spencer Fane LLP
1700 Lincoln Street, Suite 2000
Denver, CO 80203

Greenberg Traurig, LLP
1200 17th Street, Suite 2400
Denver, CO 80202

RBC Capital Markets
Denver, Colorado
1801 California Street, Suite 3840
Denver, CO 80202

Re: SW Downtown Business Improvement District Bond Issuance

Ladies and Gentlemen:

This firm serves as general counsel to the SW Downtown Business Improvement District, City of Colorado Springs, El Paso County, Colorado (the “District”). The District will be issuing bonds in multiple phases, in a total amount not to exceed \$50,000,000, for the purpose of providing infrastructure improvements for the District (“Bonds”). The initial issuance of bonds, the Limited Tax Supported and Special Revenue Senior Bonds, Series 2020 (the “Series 2020 Bonds”), are being issued pursuant to an authorizing resolution (the “Bond Resolution”).

As counsel to the District, we have reviewed and are familiar with such documents, agreements, instruments, certificates, papers, statutes, decisions, rulings and regulations as we have deemed necessary for the purpose of rendering this opinion, including without limitation, the following documents to be executed by the District:

- (a) An executed original of the Bond Resolution;
- (b) The 2020 Operating Plan of the District;
- (c) The Preliminary Offering Memorandum dated _____, 2020 and the Limited Offering Memorandum dated _____, 2020 (together, the “LOM”);

- (d) The Bond Purchase Agreement dated _____, 2020;
- (e) The Continuing Disclosure Agreement dated _____, 2020;
- (f) The Master Indenture of Trust dated _____, 2020;
- (g) The Indenture of Trust for the Series 2020 Bonds dated _____, 2020;
- (h) Capital Pledge Agreement dated as of _____, 2020, by and among the District and SW Downtown Metropolitan District Nos. 1 & 2;
- (i) The Urban Renewal Agreement for Development of the Museum & Park Urban Renewal Area dated as of _____, 2020, by and among the Colorado Springs Urban Renewal Authority, Nor'Wood Development Group, and the District; and
- (j) Such resolutions, instruments, decrees and other documents relating to the creation and operation of the District and the issuance of the Bonds as we have deemed necessary in connection herewith.

The documents described in paragraphs (a) through (j), above, are hereafter referred to as the "District Documents."

As to questions of fact material to our opinion, we have relied specifically upon the certified proceedings relating to the authorization and delivery of the Bonds, and certifications of public officials and other persons furnished to us, without undertaking to verify the same by independent investigation.

Whenever our opinion with respect to the existence or absence of facts is indicated to be based on our knowledge, it shall mean that during the course of our representation as described above, no information has come to our attention which has given us actual knowledge contrary to the existence or absence of such facts. We have not undertaken any independent investigation to determine the existence or absence of such facts, nor have we undertaken any such investigation with respect to facts certified by anyone, and no inference as to our knowledge of the existence or absence of such facts may be drawn from our representation of the District.

In connection herewith, we have assumed, without independent verification or investigation as to the same: (1) the genuineness and authenticity of all documents submitted to us as originals; (2) the originality and conformance of the originals of all photocopies provided to us in connection with rendering this opinion; (3) that the signatures of persons signing all documents in connection with which this opinion is rendered are genuine and are authorized by the entity on

whose behalf such persons have signed; provided, however, that no such assumptions as to such authorization are made as to signatures on behalf of the District; and (4) that all parties to the documents reviewed by us have full power and authority, and have obtained all consents and/or approvals necessary to execute, deliver and perform thereunder and under the documents required or permitted to be delivered and performed thereunder, and all such documents have been duly authorized by all necessary corporate or other action on the part of such parties, have been duly executed by such parties and have been duly delivered by such parties, provided, however, that no such assumptions are made as to the District's power, authority to execute, or their execution, delivery and performance of, any documents.

This opinion is limited to the laws of the State of Colorado.

Any capitalized words and phrases not otherwise defined herein shall have the meanings assigned in the District Documents, as appropriate.

Based upon and subject to the foregoing, we are of the opinion, as of the date hereof, that:

1. The District is duly organized and exists as a business improvement district under the laws of the State of Colorado, having full power and authority to enter into, execute, deliver, and perform its obligations under the District Documents.

2. For the period from the date of adoption of the Bond Resolution, to and including the date hereof, the members of the Board of Directors of the District and officers of the District have been duly elected or appointed and remain qualified to serve as such.

3. All known potential conflicting interest of the Board members were disclosed to the Colorado Secretary of State and to the Board of Directors as required by law, and the Board members made disclosure of their personal and private interests relating to the issuance of the Bonds in writing to the Secretary of State and the Board of Directors.

4. The District Documents have been duly authorized, adopted, executed, and delivered on behalf of the District, remain in full force and effect on the date hereof, and are enforceable under the laws of the State of Colorado in accordance with their respective terms, except as such enforcement may be limited by bankruptcy, insolvency, reorganization, moratorium or other laws affecting creditors' rights generally.

5. The Operating Plan of the District, and all addenda and amendments thereto, were submitted to, filed and, where necessary, approved by all appropriate governmental agencies of the State of Colorado as required by law, and the District is not required by law to amend the Operating Plan to effectuate the issuance of the Bonds except for modifications heretofore made in accordance with the applicable laws of the State of Colorado.

6. There is no pending action, suit, proceeding or investigation at law or in equity before or by any court, public board or body to which the District is a party and has been served with actual notice nor, to the best of our knowledge, is there any action threatened against the District wherein an unfavorable decision, finding or ruling would materially adversely affect the transactions contemplated by the District Documents.

7. The execution and delivery of the District Documents by the District, and its compliance with the provisions thereof, will not, to the best of our knowledge, conflict with, result in any breach of any provision of, or constitute a default under or create any lien upon District assets or revenue under, any indenture, commitment, agreement or instrument to which the District is a party or by which it is bound, or under any existing law, rule, regulation, ordinance, judgment, order or decree expressly known to us to which the District (or its officers in their capacity as such) is subject.

8. The sections of the Limited Offering Memorandum captioned “INTRODUCTION – The District,” “THE DISTRICT,” “DISTRICT REVENUES,” “DISTRICT FINANCIAL INFORMATION,” “DEBT STRUCTURE,” and “LEGAL MATTERS,” excluding financial information contained therein, do not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements therein, in light of the circumstances under which they were made.

Except as provided specifically above, we express no opinion as to any of the documents prepared by Bond Counsel, or any other parties to the transaction, including warranties and/or representations contained therein, nor except as specifically provided above, do we express any opinion as to the effect of their execution by members of the Board of Directors or others.

This opinion letter is solely for your information in connection with the District Documents and the execution of the Bond Resolution and is not to be quoted in whole or in part or otherwise referred to (except in a list of closing documents), nor is it to be delivered to any other person (except as a part of a closing book memorializing the closing of the Bonds) without our prior written consent. Other than the addressees hereof, no one is entitled to use or rely on this opinion letter.

We expressly undertake no responsibility or duty to inform any party, whether addressees hereof or not, as to any change in fact, circumstance or law occurring after the date hereof which may affect or alter any of the opinions, statements, or information set forth above.

We expressly state that for purposes of the issuance of this opinion, that Greenberg Traurig, LLP and RBC Capital Markets are not our client, and that we have no attorney-client privilege with them, and that we have not undertaken, nor do we assume, any duty to it as to the preparation or review of the District Documents or any other document that is part of or related to the District Documents or the transactions contemplated thereunder.

Sincerely,

SPENCER FANE LLP

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