

**[Banning Lewis Ranch Metropolitan District Nos. 4 and 5, and Banning Lewis Ranch Regional District – DRAFT Form of District General Counsel Opinion Letter – SUBJECT TO CHANGE]**

\_\_\_\_\_, 2018

Board of Directors

[Banning Lewis Ranch Metropolitan District Nos. 4 and 5, and Banning Lewis Ranch Regional Metropolitan District]

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**Re: [Banning Lewis Ranch Metropolitan District Nos. 4 and 5, and Banning Lewis Ranch Regional Metropolitan District, El Paso County, Colorado, \$\_\_\_\_\_ Bonds, Series 2018 (“Bonds”)]**

Ladies and Gentlemen:

We have acted as counsel to [Banning Lewis Ranch Metropolitan District No. 4/Banning Lewis Ranch Metropolitan District No. 5/Banning Lewis Ranch Regional Metropolitan District (the "District")], generally and in connection with the issuance by the District of the Bonds. The Bonds are being issued pursuant to an authorizing resolution adopted by the Board of Directors of the District (the "Board") at a special meeting held on the \_\_\_\_ day of \_\_\_\_\_, 2018 (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

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have deemed necessary for the purpose of rendering this opinion, including without limitation, the following documents:

- (a) An executed original of the Bond Resolution;
- (b) An executed original of the Indenture of Trust dated as of \_\_\_\_\_, 2018, between the District and UMB Bank, n.a., Denver, Colorado, as trustee (the "Trustee");
- (c) An executed original of the Bond Purchase Agreement dated as of \_\_\_\_\_, 2018, between the District and D.A. Davidson & Co., Denver, Colorado (the "Underwriter");
- (d) An executed original of the Continuing Disclosure Certificate executed by the District and dated \_\_\_\_\_, 2018;
- (e) The Official Statement ("OS") relating to the Bonds dated \_\_\_\_\_, 2018;
- (f) Such resolutions, instruments, decrees and other documents relating to the creation and operation of the District as we have deemed necessary in connection herewith;
- (g) Certificates executed by and on behalf of the District, the Underwriter and the Bank.

The documents described in paragraphs (a) through (d), 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, issuance 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; and (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 its 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 Bond Resolution or, if not defined there, in the OS.

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

1. The District was duly organized and exists as a special district under the laws of the State of Colorado, having full power and authority to issue the Bonds, and to 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 and officers of the District have been duly elected or appointed and, to the best of our knowledge but based solely upon the representations of such members, the members of the Board and the officers of the District remain qualified to serve as such.

3. None of the members of the Board has advised us of any conflicts of interest requiring disclosure under the laws of the State of Colorado or, if such advice of conflicts of interest have been made, appropriate disclosure has been made as required by the laws of the State of Colorado.

4. We have not received any notice from the State Division of Local Government concerning an intent by the Division to certify the District dissolved pursuant to Section 32-1-710, C.R.S., nor have the officers or directors of the District advised us of receipt of same. Nothing has come to our attention which would lead us to believe that there are any grounds for dissolution of the District under such statute.

5. 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.

6. The Service Plan of the District, and all addenda and amendments thereto (if any) was 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 Service Plan to effectuate the issuance of the Bonds except for modifications heretofore made in accordance with the applicable laws of the State of Colorado. The issuance of the Bonds is in conformance with the Service Plan, the policies of the City of Colorado Springs, and the laws of the State of Colorado relating thereto.

7. 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.

8. 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 (except as may be set forth in the District Documents) 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 its constitutional documents, or any existing law, statute, rule, regulation, ordinance, judgment, order or decree expressly known to us to which the District (or any of its officers in their respective capacities as such) or its property is subject.

On the basis of our review of the Official Statement and such other review, preparation and participation as we have deemed necessary, we are of the opinion that (1) the information contained in the Official Statement under the headings "INTRODUCTION – Issuer" and "– Development in the District;" "THE DISTRICT," "DISTRICT FINANCIAL INFORMATION," "DISTRICT DEBT STRUCTURE" and "LEGAL MATTERS – Litigation," but excluding financial information contained therein, and (2) the information in the Official Statement relating to the District's boundaries, including without limitation the amount of acreage and property within the District's boundaries, does 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, not misleading.

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Except as provided specifically above, we express no opinion: as to the ability of the District to perform its obligations under the Bonds, or the District's intentions to utilize and apply the proceeds of the Bonds as contemplated by the Bond Resolution and the OS; as to the validity or enforceability of the Bonds; as to the treatment for federal, State or local income tax purposes of interest payable with respect to the Bonds; as to any information contained in the OS or elsewhere concerning any financial statements, projections and other financial and statistical information contained or incorporated by reference in the OS or appendices thereto; or as to the financial condition of the District or the sufficiency of the security provided for payment of debt service on the Bonds.

Except as specifically provided above, we express no opinion as to any of the documents prepared by Sherman & Howard L.L.C., Ballard Spahr LLP, the Underwriter 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 or others.

This opinion letter is solely for your information in connection with the District Documents and the issuance of the Bonds, 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 on the Bonds) without our prior written consent. Other than the addressees hereof, no one is entitled to use or rely on this opinion letter.

In providing Sherman & Howard L.L.C., Ballard Spahr LLP, and the Underwriter with this opinion letter, we advise them that we are not acting as counsel to them, that no attorney/client or other contractual relationship exists between this firm and them, and that we have not undertaken, nor do we assume, any obligations or responsibilities of, for or to them as such rights or obligations relate to the preparation or review of the District Documents or the delivery of the same, or other documents or information, to them.

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.

SPENCER FANE LLP