

2022 OPERATING PLAN AND BUDGET

**BRIARGATE
CENTER BUSINESS
IMPROVEMENT
DISTRICT**

City of Colorado Springs, El Paso County, Colorado

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2022
OPERATING PLAN FOR THE
BRIARGATE CENTER 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, C.R.S., requires that the Briargate Center Business Improvement District (“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 thirty (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., Colorado Revised Statutes, 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 and notes that have been issued by the District and that are to be issued by the District in the near future, and (5) such other information as the City may require.

The District’s original 2002, and subsequent Operating Plans, previously 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 prior years’ Operating Plans, the ongoing and/or contemplated purposes of this District for 2022 are to maintain, or cause to be maintained, the District’s existing public improvements including those acquired in 2019, and to service the District’s debt, including the \$3,379,500.00 U.S. Bank Refunding Loan that was closed on November 29, 2018 (“2018 U.S. Bank Loan”), authorized by Council Resolution No. 147-18, dated November 27, 2018, and currently outstanding in the amount of \$2,852,000.00. For 2022 the District intends to keep its operating mill levy at thirteen (13) mills, the same as set forth in the District’s 2021 Operating Plan and Budget. The revenue generated by the additional three (3) mills will be used to fund business development activities within the District such as movie nights, musical events and craft fairs.

As referenced in the District’s 2021 Operating Plan and Budget, on September 13, 2019, The Promenade Shops at Briargate was sold by IMI Colorado Springs, LLC, a Delaware limited liability company to HGIT Briargate LLC, a Delaware limited liability company (“Owner”).

D. Ownership of Property or Major Assets. The District’s property consists of all the public improvements located within the common area for The Promenade Shops at Briargate, including sidewalks, paved parking area, parking lights, drainage areas and related facilities, and retaining walls. As authorized by the District’s 2019 Operating Plan and Budget, in August of 2019, the District acquired ownership of certain new public improvements installed at the expense of IMI Colorado Springs, LLC, in 2015, 2016, and 2018 (“New Public Improvements”). The New Public Improvements, together with the public improvements acquired by the District in 2003 from the original developer, are hereinafter collectively referred to as the “Public Improvements.”

In 2019, the District also acquired an easement for the New Public Improvements (“New Easement”) and relinquished that portion of the public improvement easement it had acquired in 2002 (“Original Easement”), that was no longer needed. That portion of the Original Easement that was not relinquished, when combined with the New Easement, is hereinafter referred to as the “Public Improvement Easement.” The Public Improvement Easement extends over all the common areas within The Promenade Shops at Briargate within which there are Public Improvements, and authorizes the District to install, operate, maintain and repair such improvements, including but not limited to the parking areas, parking lights, sidewalks, landscape, retaining wall, and other public improvements for which the District has maintenance responsibility. The District does not own, nor does it expect to own in the future, fee simple title to any property.

E. Contracts and Agreements. On June 27, 2019, the District entered into a Restated and Amended Acquisition and Reimbursement Agreement with the former owner of The Promenade Shops at Briargate, IMI Colorado Springs, LLC (“IMI”), which was amended by a First Amendment dated September 4, 2019 (collectively the “2019 Acquisition and Reimbursement Agreement”). The 2019 Acquisition and Reimbursement Agreement superseded a 2015 Acquisition and Reimbursement Agreement and eliminated the District’s obligation thereunder to issue, subject to Council approval, a subordinate limited tax general obligation note to IMI in reimbursement of the public improvement costs previously advanced/paid for by IMI. In lieu of the subordinate limited tax general obligation note, the District, pursuant to the 2019 Acquisition and Reimbursement Agreement, issued a promissory note payable to IMI or its successor in the amount of \$6,196,105, without interest, that is subject to annual appropriation and budgeting of funds and is payable only if, when, and to the extent funds are available. The note has been assigned to the new Owner of The Promenade Shops at Briargate. In 2019 a \$380,000 principal payment was made on the note. No other payments have been made on the note to date.

On September 4, 2019, the District and IMI entered into a Relinquishment and Grant of Easement Agreement whereby the District relinquished that portion of its Original Easement that was no longer needed, and acquired additional easement area for New Public Improvements described earlier. The Relinquishment and Grant of Easement document was recorded upon the public records of El Paso County on September 9, 2019 at Reception No. 219107856.

In May 2012, the District entered into a Public Improvements Maintenance Agreement (“Public Improvements Maintenance Agreement”) with the then owner of The Promenade Shops at Briargate, which Agreement has been assigned to the new Owner. The Public Improvements Maintenance Agreement obligates the owner of The Promenade Shops at Briargate, and its successors and assigns, to maintain the District’s public improvements including, but not limited to, all landscaping, irrigation systems, parking areas, street lights, streetscape, retaining wall, sidewalks, benches, and other common area, and also provides for snow removal and other routine maintenance services for a period of 10 years for a nominal amount each year.

On July 15, 2003, the District, the original developer of The Promenade Shops at Briargate, Poag & McEwen Lifestyle Centers – Colorado Springs, LLC and the City of Colorado Springs entered into an agreement for the maintenance in perpetuity of the drainage facilities serving The Promenade Shops at Briargate, as described and shown in a drainage report entitled Preliminary/Final Drainage Report for the Briargate Business Campus No. 16 dated July 2001. The Agreement is binding on the current Owner and remains in full force and effect and was recorded upon the public records of El Paso County on October 1, 2003 at Reception No. 203229969.

2. ORGANIZATION AND COMPOSITION OF THE BOARD OF DIRECTORS

A. Organization. The Briargate Center Business Improvement District was organized by the City of Colorado Springs, Colorado by Ordinance No. 02-24 on February 12, 2002.

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

C. Current Board Members. The persons who **currently serve on the Board** of Directors are:

1. Eric Weisenstein, President.
2. Madison Wilsmann, Secretary/Treasurer.
3. Kate Oswald, Assistant Secretary.
4. Chris Crawford, Assistant Secretary.

5. Vacant, Assistant Secretary. This seat on the Board was previously occupied by Jay Despard, who resigned on July 14, 2021.

As soon as possible after filing this Operating Plan and Budget, the District intends to file a petition for the appointment of Debby LaMotte to fill the vacancy on the District's Board of Directors.

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

D. Term Limits. Term limits do not apply to the Board of Directors. Term limits were waived at a 2012 election.

E. Advisory Board. Neither the original Petition for Organization of the District or any subsequent operating plan and budget has made any provision for the Board of Directors to appoint one or more advisory boards. Currently, no advisory boards have been appointed or have operated in connection with the District.

3. BOUNDARIES, INCLUSIONS AND EXCLUSIONS

The District's boundaries contain approximately 29.1675 acres and are as depicted in Exhibit C. The District's boundaries are coterminous with The Promenade Shops at Briargate and the District's boundaries have not changed since the District's organization in 2002. The District does not contemplate any inclusion or exclusion of territory in the coming year.

4. PUBLIC IMPROVEMENTS

The District does not intend to acquire any additional public improvements at this time. Currently, the District owns all of the Public Improvements located within the common areas of The Promenade Shops at Briargate including but not limited to street improvements, curbs, gutters, culverts, drainage facilities, sidewalks, paved parking area, parking lot lighting, landscaping, and storm drainage and detention facilities. The Public Improvements were installed at a cost of approximately \$6,196,105.

5. ADMINISTRATION, OPERATIONS, SERVICES AND MAINTENANCE

The District has no employees and contracts for all services, including accounting, legal and maintenance services. The District intends to certify thirteen (13) mills for operations and maintenance purposes for 2022. This is the same operating mill levy as was certified in 2021. The additional revenue created by the three (3) mills above the District's ten (10) mill operating cap will be used to finance marketing activities, promote business development within The Promenade Shops at Briargate, and perform needed maintenance on certain District public improvements. The District's operations and maintenance mill levy will not exceed thirteen (13) mills during 2022. To offset the additional three (3) mills

in the District’s operations and maintenance mill levy over and above the ten (10) operating mill levy cap, the District intends to keep its debt service mill levy the same as in 2021, so that the overall number of mills certified by the District in 2021 for tax year 2022 is thirty-nine (39) mills. This is the same mill levy as was certified in 2020 for collection in 2021 by the District. Keeping the District’s debt service mill levy the same as last year will allow the District to reduce the accumulated fund balance in the District’s Debt Service Fund. That balance is currently larger than necessary.

6. FINANCIAL PLAN AND BUDGET

A. 2022 Budget. The 2022 Budget for the District is attached as **Exhibit B.**

1. City Council Authorized Indebtedness. At the present time, the District is not authorized by City Council to issue any debt over and above what it has already issued. On November 27, 2018, the City Council authorized the District to issue \$3,379,500 in debt that was issued to the US Bank as a refunding loan. This loan was closed on November 29, 2018 (“2018 US Bank Loan”) and was authorized by Council Resolution No. 147-18, dated November 27, 2018. The only other debt authorized by the City Council for the District, is the District’s currently outstanding Special Assessment Revenue Bonds, which were issued in 2002 in the original principal amount of \$7,360,000. This debt was refunded in 2006, in the original principal amount of \$7,360,000. The District will not issue any additional debt in the future without prior City Council approval.

2. Voter Approved Authorized Indebtedness. The District has authorized, but unissued debt available for the following purposes:

Water Purposes	\$3,662,900
Sanitation Purposes	\$3,662,900
Street Purposes	\$3,662,900
Park and Recreation Purposes	\$3,662,900
Amenities (signs, statuaries, etc.)	\$3,662,900
Operations	\$1,000,000
General Obligation Refunding Purposes	\$16,300,500
TOTAL	\$35,615,000

This debt authorization was approved at a May 8, 2012 election. The District has no plans to seek additional debt authorization in the future, and will not issue any additional debt unless approved by City Council.

B. Property Tax and Mill Levy Caps. The District is subject to an aggregate 50.000 mill levy cap for debt service and operations (“Mill Levy Cap”). The District does not anticipate that the Mill Levy Cap will need to be exceeded for tax year 2021.

C. District Revenues. The District revenues consist of real property and specific ownership tax revenues. In addition, the District, for purposes of servicing its Special Assessment Revenue Refunding Bonds, Series 2006, collects special assessment revenues annually. Pursuant to District Resolution 2006-12-4, the District revised the assessment roll originally adopted at the time the District’s Special Assessment Revenue Bonds, Series 2002 were issued. The revised assessment roll provides for an annual special assessment in the amount of \$577,826.75 to be collected from all the real property located within the District.

The District’s Board of Directors, with the consent and approval of the City Council, formed the Briargate Center Business Improvement District Special Improvement District No. 02-1 (the “SID”). The SID, in 2002, issued \$7,360,000 in Special Assessment Revenue Bonds to fund the construction and acquisition of various public improvements needed to serve what is now known as The Promenade Shops at Briargate.

The 2002 Special Assessment Revenue Bonds issued by the District were refunded in 2006, as described above. The annual special assessment revenue more than covers the District’s annual debt service obligations under its outstanding Special Assessment Refunding Revenue Bonds. The additional amount collected each year is being used to redeem Special Assessment Refunding Revenue Bonds and pay down that debt at an accelerated rate.

The District does not intend to certify more than thirty-nine (39) mills in 2021, for collection in 2022. It is anticipated that thirteen (13) mills will be certified for operations and maintenance purposes and twenty-six (26) mills will be certified to pay principal and interest on the District’s Senior Debt described in subparagraph 5(b) below (“Senior Debt”). There are no other sources of revenue available to the District at this time, other than the District’s share of specific ownership taxes and a fee that the District charges for the collection of the District’s special assessment.

D. Existing Debt Obligations. The District’s outstanding debt consists of the following:

1. Special Assessment Revenue Refunding Bonds, Series 2006 in the original principal amount of \$7,360,000. The amount currently outstanding is \$2,825,000.00. The annual debt service requirement for these bonds is as follows:

<u>Year</u>	<u>Principal</u>	<u>Interest</u>	<u>Total</u>
2022	\$ 420,000	\$138,425	\$ 558,425
2023	\$ 440,000	\$117,845	\$ 557,845
2024	\$ 460,000	\$ 96,285	\$ 556,285
2025	\$ 480,000	\$ 73,745	\$ 553,745
2026-2027	\$1,025,000	\$ 75,950	\$1,100,950
	<u>\$2,825,000</u>	<u>\$502,250</u>	<u>\$3,327,248</u>

2. U.S. Bank Refunding Loan dated November 29, 2018 in the original principal amount of \$3,379,500. The loan is a limited tax general obligation payable in varying amounts with interest at the fixed rate of 4.77% per annum. The maximum mill levy that the District has an obligation to certify for repayment of the loan is 50.000 mills. The loan will be fully amortized in December of 2028. The annual debt service requirements for this Loan are as follows:

Year	Principal	Interest	Total
2022	\$ 300,000	\$122,398	\$ 422,398
2023	\$ 315,000	\$108,088	\$ 423,088
2024	\$ 329,000	\$ 93,063	\$ 422,063
2025	\$ 346,000	\$ 77,369	\$ 423,369
2026-2028	\$1,276,000	\$129,839	\$1,405,839
	<u>\$2,566,000</u>	<u>\$530,757</u>	<u>\$3,096,757</u>

E. Future Debt Obligations. Does not anticipate issuing any additional general obligation debt in the future.

F. Other Financial Obligations. In accordance with the 2019 Acquisition and Reimbursement Agreement, the District issued a limited promissory note in the amount of \$6,196,105 to IMI Colorado Springs, LLC, in payment of the Public Improvements that were installed and conveyed to the District by IMI. The promissory note is not a general obligation debt of the District; it is subject to annual appropriation and budgeting of funds and is payable only if, as, and when funds are available to the District. The promissory note, as well as the Acquisition and Reimbursement Agreement have been assigned to the new owner of The Promenade Shops at Briargate. The current outstanding principal balance owed on the Note is \$5,816,105.

G. 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.

H. Non-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.

I. 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.

J. Debt of 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.

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 grants an audit exemption, the District must submit an annual audit as specified above.

B. SID Formation. The District affirms that it will provide an Amended Operating Plan and seek prior approval of City Council prior to formation of any additional Special Improvement Districts 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. This District will not utilize any revenues from a new, increased or expanded public improvement fee (PIF) unless specifically authorized in 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. Although the Colorado Revised Statutes do not currently provide this authority, in no case shall the District 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.

8. 2022 ACTIVITIES, PROJECTS AND CHANGES

A. Activities. In addition to servicing the District's debt and maintaining the District's public improvements, the District intends to organize and conduct business promotion activities within the District. These will consist of movie nights, craft fairs and musical events that will draw members of the public to The Promenade Shops at Briargate. No capital improvement projects are currently scheduled.

B. Projects and Public Improvements. The District has no new capital projects contemplated for 2021.

C. Summary of 2021 and Activities Changing from Prior Year. The District's 2022 activities will consist of servicing the District's debt and maintaining and repairing the District's public improvements and engaging in business promotion activities within the District's boundaries is not a change from 2020, but is a change from years prior to 2020. Approximately \$86,000 will be budgeted for these purposes.

9. DISSOLUTION

The District does not anticipate dissolving or contemplate dissolution at any time in the near future.

10. 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 (TO BE APPOINTED):

Chris Crawford, Managing Director/Head of
Real Estate Acquisitions, Hines & Company
1144 15th Street, Suite 3675
Denver, Colorado 80202

Phone: (303) 292-1999
Email: chris.crawford@hines.com

Kate Oswald, Assistant Controller for Colorado
Projects, Hines & Company
1144 15th Street, Suite 3675
Denver, Colorado 80202

Phone: (303) 292-
1999
Email: kate.oswald@hines.com

Eric Weisenstein, Director of Property
Management for Denver, Hines & Company
1144 15th Street, Suite 3675
Denver, Colorado 80202

Phone: (303) 292-
1999
Email: eric.weisenstein@hines.com

Madison Wilsmann, Analyst, Hines & Company
1144 15th Street, Suite 3675
Denver, Colorado 80202

Phone: (303) 292-
1999
Email:
madison.wilsmann@hines.com

DISTRICT MANAGER: TBD performs limited administrative duties for the District,
but without any compensation from the District.

DISTRICT CONTACT:

Timothy J. Flynn
Collins Cockrel & Cole, P.C.
390 Union Boulevard, Suite 400
Denver, Colorado 80228-1556
Phone: 303-986-1551
Fax: 303-986-1755
Email: tflynn@cccfirm.com

Proposed budget general fund

INSURANCE AND DIRECTORS' BONDS:

Liability and Crime Coverage:
United States Liability Insurance Co.
Policy No. PO1000393G

Property Insurance:
Lexington Insurance Company
121 Speer Street, 3rd Floor
San Francisco, CA 94105

ACCOUNTANT:

Roberta Stake
Morgan Stake Consulting Corp
21992 E. Canyon Place
Aurora, CO 80016
Parker, CO 80138
Phone:(303)841-9192
Cell:(303)748-3187
Email: robertastake@me.com

AUDITOR:

Steve Dazzio, CPA
Dazzio & Plutt, LLC
Certified Public Accountants
7931 South Broadway, #324
Littleton, CO 80122
Phone 303-905-0809
Fax 303-797-3334
Email: stevedazzio@dazziopluttcpa.com

STAFF: N/A

EXHIBIT B

2022 Proposed BID Budget

**BRIARGATE CENTER BUSINESS
IMPROVEMENT DISTRICT
Property tax summary
2022**

	2020 Actual	2021 Estimated	2022 Proposed
Assessed valuation - El Paso County	S 12,877,300	S 12,269 490	S 12 946.520
Mill levy - General	4.0000	13.0000	13.0000
Mill levy - Debt Sevice	35.0000	26.0000	26.0000
Mill levy - Debt Service - Subordinate note	0.0000	0.0000	0.0000
Total mill levy	39.0000	39.0000	39.0000
Property taxes - General	51,509	159,503	168,305
Property taxes - Debt Service	450,706	319,007	336,610
Property taxes - Debt Service - Subordinate note	0	0	0
Total taxes	502,215	478,510	504,914

**BRIARGATE CENTER BUSINESS
IMPROVEMENT DISTRICT
Proposed Budget
General Fund
2022**

	2020 Actual	2021 Estimated	2022 Proposed
BEGINNING FUNDS AVAILABLE	\$42,518	\$127,941	\$187,744
REVENUE			
Property taxes - General	51,273	159,503	168,305
Specific ownership taxes	54,588	35,000	35,000
Interest income	1,538	100	100
Miscellaneous income	8,561	0	0
Total revenue	115,960	194,603	203,405
Total funds available	158,478	322,544	391,149
EXPENDITURES			
General			
Accounting	2,813	3,200	3,500
Audit	4,000	4,000	4,500
Insurance	5,534	21,000	21,000
Legal	16,635	17,000	17,000
Marketing	0	50,000	50,000
Repairs and maintenance	0	36,000	36,000
Treasurer's fees	770	2,600	2,600
Miscellaneous	785	1,000	1,000
Capital outlay -	0	0	0
Contingency	0	0	0
Emergency reserves	0	0	67,805
Total expenditures	30,537	134,800	203,405
Total expenditures and transfers out requiring appropriation	30,537	134,800	203,405
ENDING FUNDS AVAILABLE	\$127,941	\$187,744	\$187,744
Funds Available - Restricted			
Emergency Reserve	3,480	5,900	6,100
Funds Available - Unrestricted	124,461	181,844	181,644
Total Funds Available	\$127,941	\$187,744	\$187,744

**BRIARGATE CENTER BUSINESS
IMPROVEMENT DISTRICT
Proposed Budget
Debt Service Fund
2022**

	2020 Actual	2021 Estimated	2022 Proposed
BEGINNING FUNDS AVAILABLE	<u>\$957,340</u>	<u>\$993,061</u>	<u>\$905,050</u>
Property taxes - Debt Service	448,462	319,007	336,610
Special Assess. - Principal	387,838	409,480	426,370
Special Assess. - Interest	184,324	162,682	140,127
Interest income	<u>2,572</u>	<u>100</u>	<u>100</u>
 Total revenue	 1,023,196	 891,269	 903,207
TRANFERS IN			
Transfer from General Fund	<u>0</u>	<u>0</u>	<u>0</u>
Total transfers in	<u>0</u>	<u>0</u>	<u>0</u>
 Total funds available	 <u>1,980,536</u>	 <u>1,884,330</u>	 <u>1,808,257</u>
EXPENDITURES			
Debt Service			
Principal			
Special assessment refunding bonds	380,000	395,000	420,000
2018 refinancing loan	272,500	286,000	300,000
Interest			
Special assessment refunding bonds	172,235	153,615	138,425
2018 refinancing loan	151,109	136,040	122,398
Paying agent/Trustee fees	4,900	3,825	5,000
Legal fees	0	0	5,000
Treasurer fee - Property taxes	6,731	4,800	5,000
Payment to refunding bond escrow agent	<u>0</u>	<u>0</u>	<u>0</u>
Total expenditures	<u>987,475</u>	<u>979,280</u>	<u>995,823</u>
TRANSFERS OUT			
Transfer to Capital Projects Fund	<u>0</u>	<u>0</u>	<u>0</u>
Total transfers out	<u>0</u>	<u>0</u>	<u>0</u>
 Total expenditures and transfers out requiring appropriation	 <u>987,475</u>	 <u>979,280</u>	 <u>995,823</u>
ENDING FUNDS AVAILABLE	<u>\$993,061</u>	<u>\$905,050</u>	<u>\$812,434</u>
Funds Available - Restricted			
Special Assessment Bonds Reserve	558,945	558,945	558,954
Loan Reserve	80,000	80,000	80,000
Debt Service	<u>361,103</u>	<u>266,105</u>	<u>173,480</u>
Total Funds Available	<u>\$993,061</u>	<u>\$905,050</u>	<u>\$812,434</u>

EXHIBIT C

FINAL PLAT BRIARGATE BUSINESS CAMPUS FILING NUMBER 16 A PORTION OF THE NORTHEAST QUARTER SECTION 32, & A PORTION OF THE NORTHWEST QUARTER OF SECTION 33, TOWNSHIP 12 SOUTH, RANGE 66 WEST, 6TH PRINCIPAL MERIDIAN, CITY OF COLORADO SPRINGS, EL PASO COUNTY, COLORADO

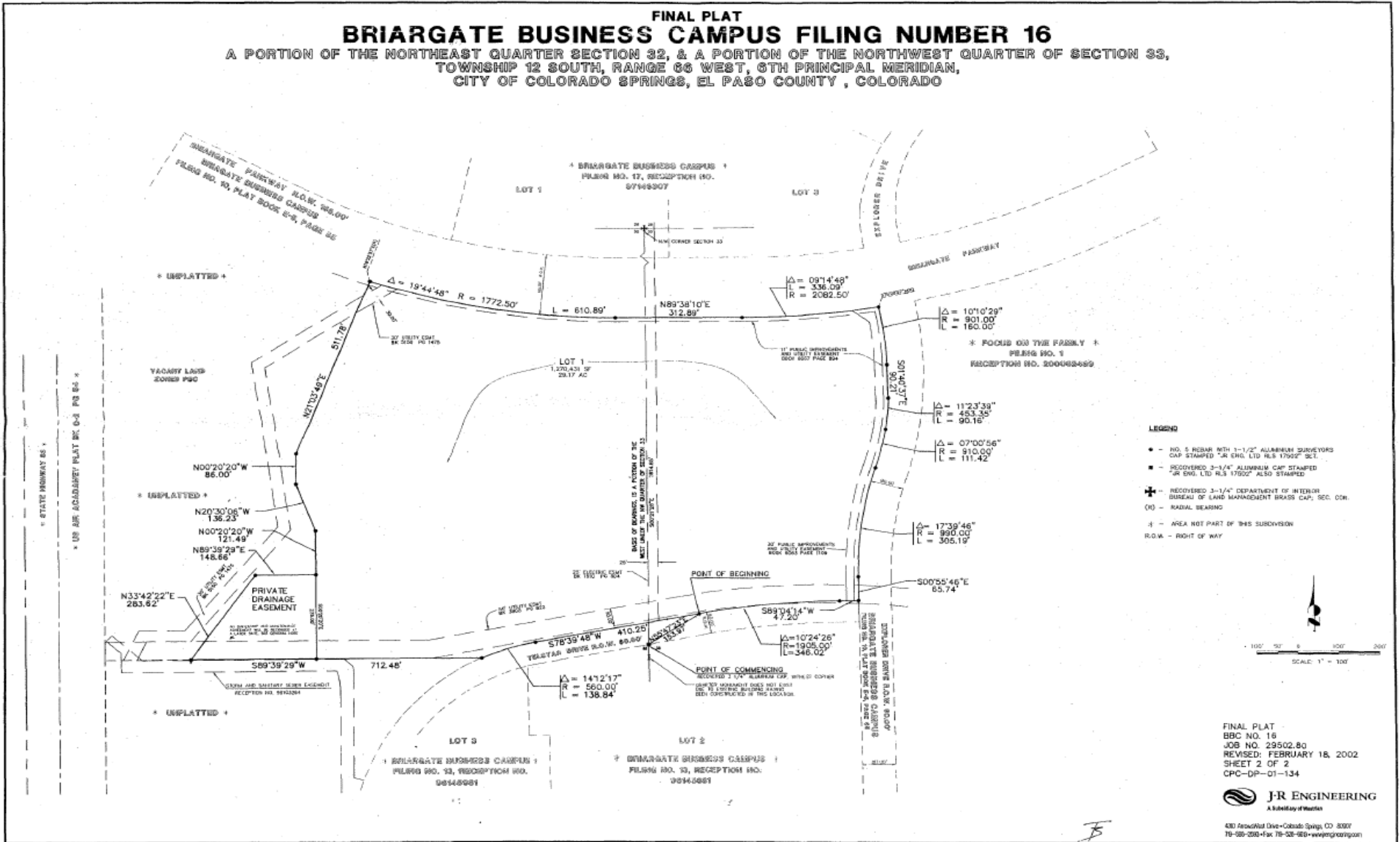
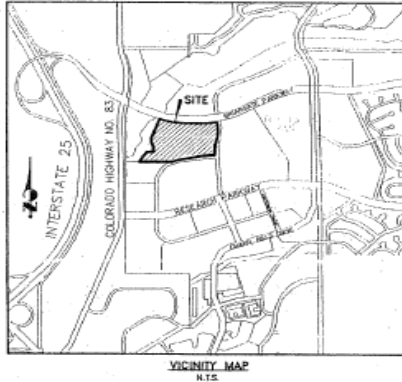


EXHIBIT C

FINAL PLAT
BRIARGATE BUSINESS CAMPUS FILING NUMBER 16

A PORTION OF THE NORTHEAST QUARTER OF SECTION 32 & A PORTION OF THE NORTHWEST QUARTER OF SECTION 33,
 TOWNSHIP 12 SOUTH, RANGE 68 WEST, SIXTH PRINCIPAL MERIDIAN,
 CITY OF COLORADO SPRINGS, EL PASO COUNTY, COLORADO



KNOW ALL MEN BY THESE PRESENTS:

THAT LP47, A COLORADO LIMITED LIABILITY COMPANY, DOING BUSINESS AS LA PLATA INVESTMENTS, BY SCOTT E. SMITH AND THOMAS S. KELLY, MANAGERS, BEING THE OWNER OF THE FOLLOWING DESCRIBED TRACT OF LAND, TO WIT:

LEGAL DESCRIPTION:

A TRACT OF LAND BEING A PORTION OF THE NORTHEAST QUARTER OF SECTION 32 AND A PORTION OF THE NORTHWEST QUARTER OF SECTION 33, TOWNSHIP 12 SOUTH, RANGE 68 WEST OF THE SIXTH PRINCIPAL MERIDIAN, COUNTY OF EL PASO, STATE OF COLORADO, BEING MORE PARTICULARLY DESCRIBED AS FOLLOWS:

BASE OF BEARINGS:
 THE BASIS OF BEARINGS IS A PORTION OF THE WEST LINE OF THE NORTHWEST QUARTER OF SECTION 33, TOWNSHIP 12 SOUTH, RANGE 68 WEST OF THE SIXTH PRINCIPAL MERIDIAN, BEING MONUMENTED AT THE NORTHWEST CORNER BY A 3-1/4" ALUMINUM CAP STAMPED "FOR ENG LID RLS 17500" ALSO STAMPED "WCS2" BEING NORTH OF THE ACTUAL 1/4 CORNER POSITION, BEING ASSUMED TO BEAR S00°21'28"E, A DISTANCE OF 2814.85 FEET.

COMMENCING AT A POINT ON THE WESTERLY LINE OF THE NORTHWEST QUARTER OF SAID SECTION 33, SAID POINT BEING A 35.00 FOOT WITNESS CORNER TO THE WEST QUARTER CORNER OF SAID SECTION 33, THENCE S89°44'48"E, A DISTANCE OF 153.97 FEET TO A POINT ON THE NORTHERLY RIGHT-OF-WAY LINE OF TELLSTAR DRIVE, AS PLATED IN BRIARGATE BUSINESS CAMPUS FILING NO. 13, RECORDED IN EL PASO COUNTY UNDER RECEPTION NO. 28145861, SAID POINT BEING THE POINT OF BEGINNING, THENCE ON SAID NORTHERLY RIGHT-OF-WAY LINE, THE FOLLOWING TWO (2) COURSES:

1. S89°29'48"W, A DISTANCE OF 410.25 FEET, TO A POINT OF CURVE;
2. ON THE ARC OF A CURVE TO THE LEFT, HAVING A DELTA OF 147°27'37", A RADIUS OF 565.00 FEET, A DISTANCE OF 138.84 FEET TO A POINT ON CURVE;

THENCE S00°03'25"W, A DISTANCE OF 712.48 FEET;
 THENCE N33°42'23"E, A DISTANCE OF 283.62 FEET;
 THENCE N89°19'19"E, A DISTANCE OF 148.89 FEET;
 THENCE N02°52'10"W, A DISTANCE OF 131.49 FEET;
 THENCE N02°53'04"W, A DISTANCE OF 138.29 FEET;
 THENCE N02°20'10"W, A DISTANCE OF 68.00 FEET;
 THENCE N11°03'14"E, A DISTANCE OF 391.78 FEET TO A POINT ON CURVE, SAID POINT BEING ON THE SOUTHERLY RIGHT-OF-WAY LINE OF BRIARGATE PARKWAY AS PLATED IN BRIARGATE BUSINESS CAMPUS FILING NO. 10, AS RECORDED IN PLAT BOOK E-9 AT PAGE 95, RECORDS OF EL PASO COUNTY, COLORADO, THENCE EASTERLY ALONG THE SOUTHERLY RIGHT-OF-WAY LINE OF BRIARGATE PARKWAY AND SOUTHERLY ALONG THE WESTERLY RIGHT-OF-WAY LINE OF EXPLORE DRIVE, AS PLATED IN BRIARGATE BUSINESS CAMPUS FILING NO. 10, THE FOLLOWING NINE (9) COURSES:

1. ON THE ARC OF A CURVE TO THE LEFT, WHOSE CENTER BEARS N19°27'25"E, HAVING A DELTA OF 19°44'48", A RADIUS OF 1772.50 FEET, A DISTANCE OF 810.89 FEET TO A POINT OF TANGENT;
2. THENCE N19°31'07"E, A DISTANCE OF 312.80 FEET TO A POINT OF CURVE;
3. ON THE ARC OF A CURVE TO THE LEFT, HAVING A DELTA OF 19°44'48", A RADIUS OF 2082.50 FEET, AND A DISTANCE OF 336.09 FEET TO A POINT ON CURVE, SAID POINT BEING THE INTERSECTION OF THE SOUTHERLY RIGHT-OF-WAY LINE OF SAID BRIARGATE PARKWAY AND THE WESTERLY RIGHT-OF-WAY LINE OF EXPLORE DRIVE, AS PLATED IN BRIARGATE BUSINESS CAMPUS FILING NO. 10, RECORDED IN EL PASO COUNTY PLAT E-9 PAGE 95, HAVING A DELTA OF 10°10'24", A RADIUS OF 803.00 FEET, AND A DISTANCE OF 163.00 FEET TO A POINT OF TANGENT;
4. S04°10'27"E, A DISTANCE OF 163.12 FEET TO A POINT OF CURVE;
5. ON THE ARC OF A CURVE TO THE RIGHT, HAVING A DELTA OF 112°27'20", A RADIUS OF 453.39 FEET, AND A DISTANCE OF 90.18 FEET TO A POINT OF COMPOUND CURVE;
6. ON THE ARC OF A CURVE TO THE RIGHT, HAVING A DELTA OF 07°00'56", A RADIUS OF 500.00 FEET, AND A DISTANCE OF 111.42 FEET TO A POINT OF TANGENT;
7. ON THE ARC OF A CURVE TO THE LEFT, HAVING A DELTA OF 17°34'40", A RADIUS OF 990.00 FEET, AND A DISTANCE OF 203.19 FEET TO A POINT OF TANGENT;
8. S00°52'40"E, A DISTANCE OF 65.74 FEET TO A POINT ON THE NORTHERLY RIGHT-OF-WAY LINE OF SAID TELLSTAR DRIVE;
9. THENCE WESTERLY ON THE NORTHERLY RIGHT-OF-WAY LINE OF SAID TELLSTAR DRIVE, THE FOLLOWING THREE (3) COURSES:

1. S89°14'14"W, A DISTANCE OF 47.20 FEET TO A POINT OF CURVE;
2. ON THE ARC OF A CURVE TO THE LEFT, HAVING A DELTA OF 10°43'26", A RADIUS OF 1505.00 FEET, A DISTANCE OF 346.02 FEET TO THE POINT OF BEGINNING, CONTAINING A CALCULATED AREA OF 28.1821 ACRES (1,270,433 SQUARE FEET).

DEDICATION:

THE UNDERSIGNED OWNER HAS CAUSED SAID TRACT OF LAND TO BE PLATED INTO A LOT, AND EASEMENTS AS SHOWN ON THE PLAT. THE UNDERSIGNED DOES HEREBY DEDICATE, GRANT AND CONVEY TO THE CITY OF COLORADO SPRINGS THOSE PUBLIC EASEMENTS AS SHOWN ON THE PLAT AND FURTHER RESTRICTS THE USE OF ALL PUBLIC EASEMENTS TO THE CITY OF COLORADO SPRINGS AND FOR ITS USES, PROVIDED HOWEVER, THAT THE SOLE RIGHT AND AUTHORITY TO RELEASE OR OUTLEARN ALL OR ANY SUCH PUBLIC EASEMENTS SHALL REMAIN EXCLUSIVELY VESTED IN THE CITY OF COLORADO SPRINGS. THIS TRACT OF LAND AS PLATED HEREIN SHALL BE KNOWN AS "BRIARGATE BUSINESS CAMPUS FILING NO. 16", IN THE CITY OF COLORADO SPRINGS, EL PASO COUNTY, COLORADO. ALL STREETS ARE HEREBY DEDICATED TO THE CITY OF COLORADO SPRINGS FOR PUBLIC USE.

OWNER:

THE FOREMENTIONED LP47, LLC, A COLORADO LIMITED LIABILITY COMPANY, DOING BUSINESS AS LA PLATA INVESTMENTS, SCOTT E. SMITH AND THOMAS S. KELLY, MANAGERS, HAS EXECUTED THIS INSTRUMENT THIS 21st DAY OF February, 2002, A.D.

SCOTT E. SMITH, THOMAS S. KELLY
 MANAGER MANAGER

STATE OF COLORADO)
 COUNTY OF EL PASO,) SS

THE FOREGOING INSTRUMENT WAS ACKNOWLEDGED BEFORE ME THIS 21st DAY OF February, 2002, A.D. BY SCOTT E. SMITH AND THOMAS S. KELLY, MANAGERS.

NOTARY PUBLIC AND OFFICIAL SEAL.

MY COMMISSION EXPIRES 9-18-04
 Thomas Clayton
 NOTARY PUBLIC

THESE ARE HEREBY GIVEN:

THAT THE AREA INCLUDED IN THE PLAT DESCRIBED HEREIN IS SUBJECT TO THE CODE OF THE CITY OF COLORADO SPRINGS, 2001, AS AMENDED.

NO BUILDING PERMITS SHALL BE ISSUED FOR BUILDING SITES WITHIN THIS PLAT UNTIL ALL REQUIRED FEES HAVE BEEN PAID AND ALL REQUIRED PUBLIC AND PRIVATE IMPROVEMENTS HAVE BEEN INSTALLED AS SPECIFIED BY THE CITY OF COLORADO SPRINGS, OR ALTERNATIVELY, UNTIL ACCEPTABLE ASSURANCES, INCLUDING BUT NOT LIMITED TO LETTERS OF CREDIT, CASH, SUBDIVISION BONDS, OR COBONATIONS, THEREOF, GUARANTEEING THE COMPLETION OF ALL REQUIRED PUBLIC AND PRIVATE IMPROVEMENTS HAVE BEEN PLACED ON FILE WITH THE CITY OF COLORADO SPRINGS.

EASEMENTS:

ALL EASEMENTS ARE SHOWN ON SHEET 2 OF 3 WITH THE SOLE RESPONSIBILITY FOR MAINTENANCE BEING VESTED WITH THE INDIVIDUAL PROPERTY OWNERS.

GENERAL NOTES:

1. THE DATE OF PREPARATION IS JULY 20, 2001.
2. THE BASIS OF BEARINGS IS A PORTION OF THE WEST LINE OF THE NORTHWEST QUARTER OF SECTION 33, TOWNSHIP 12 SOUTH, RANGE 68 WEST OF THE SIXTH PRINCIPAL MERIDIAN, COUNTY OF COLORADO SPRINGS, EL PASO COUNTY, COLORADO, MONUMENTED AT THE NORTHWEST CORNER BY A 3-1/4" ALUMINUM CAP STAMPED "FOR ENG LID RLS 17500" ALSO STAMPED "WCS2" BEING NORTH OF THE ACTUAL 1/4 CORNER POSITION, BEING ASSUMED TO BEAR S00°21'28"E, A DISTANCE OF 2814.85 FEET.
3. FLOODPLAIN STATEMENT:
 THIS SITE IS NOT WITHIN A DESIGNATED FEMA FLOODPLAIN AS DETERMINED BY THE FLOOD INSURANCE RATE MAP, COMMUNITY PANEL NUMBER 0801000808, EFFECTIVE MARCH 17, 1997.
4. THE PROPERTY IS SUBJECT TO AN AVIATION EASEMENT FOR THE UNITED STATES AIR FORCE ACADEMY AIRPORT, RECORDED IN BOOK 5144 AT PAGE 1022 OF THE RECORDS OF EL PASO COUNTY, COLORADO. THIS EASEMENT ENCOMPASSES THE ENTIRE SITE AND THEREFORE COULD NOT BE SHOWN.
 NOTICE: THIS PROPERTY MAY BE IMPACTED BY NOISE AND OTHER SIMILAR ADVERSE EFFECTS OF FLIGHT BY AIRCRAFT USED IN THE UNITED STATES AIR FORCE ACADEMY'S AIRMANSHIP PROGRAM. THIS NOTICE SHALL REMAIN IN EFFECT UNTIL THE AIR FORCE ACADEMY SHALL CEASE TO BE USED FOR FLIGHT TRAINING PURPOSES.
5. THIS PROPERTY IS SUBJECT TO THE FINDINGS, SUMMARY AND CONCLUSIONS OF A GEOLOGIC HAZARD EXEMPTION REPORT PREPARED BY PROFESSIONAL SERVICE INDUSTRIES, INC. DATED MAY 30, 2001. A COPY OF SAID REPORT HAS BEEN PLACED WITHIN FILE: CPC-DP-01-134 OF THE CITY OF COLORADO SPRINGS - DEVELOPMENT SERVICES DIVISION. CONTACT DEVELOPMENT SERVICES DIVISION, 30 SOUTH NEWADA AVENUE, SUITE 300, COLORADO SPRINGS, CO, IF YOU WOULD LIKE TO REVIEW SAID REPORT.
6. IN REGARDS TO THE PRIVATE DRAINAGE EASEMENT SHOWN ON SHEET 2, OWNERSHIP AND MAINTENANCE WILL BE THE RESPONSIBILITY OF THE OWNER OF LOT 1 AND WILL BE EXERCISED BY SEPARATE DOCUMENT.
7. RESTRICTIVE EASEMENT RECORDED JANUARY 30, 1982 IN BOOK 5930 AT PAGE 871 IS A HEIGHT RESTRICTION EASEMENT. NO STRUCTURES SHALL BE CONSTRUCTED ABOVE 60.00 FEET ABOVE SEA LEVEL.

SURVEYOR'S STATEMENT:

THE UNDERSIGNED PROFESSIONAL LAND SURVEYOR REGISTERED IN THE STATE OF COLORADO, HEREBY STATES AND DECLARES THAT THE ACCOMPANYING PLAT WAS SURVEYED AND DRAWN UNDER HIS RESPONSIBLE CHARGE AND ACCURATELY SHOWS THE DESCRIBED TRACT OF LAND, AND SUBSTANTIAL THEREON, AND THAT THE REQUIREMENTS OF TITLE 38 OF THE COLORADO REVISED STATUTES, 1973, AS AMENDED, HAVE BEEN MET TO THE BEST OF HIS KNOWLEDGE AND BELIEF.

James J. Oliver
 JAMES J. OLIVER, PROFESSIONAL LAND SURVEYOR
 COLORADO P.L.S. NO. 17502
 FOR AND ON BEHALF OF J.E. ENGINEERING, L.L.C.
 FEB 20 2002

NOTICE:

ACCORDING TO COLORADO LAW YOU MUST COMMENCE ANY LEGAL ACTION BASED UPON ANY DEFECT IN THIS SURVEY WITHIN THREE YEARS AFTER YOU FIRST DISCOVER SUCH DEFECT. IN NO EVENT MAY ANY ACTION BASED UPON ANY DEFECT IN THIS SURVEY BE COMMENCED MORE THAN TEN YEARS FROM THE DATE OF THE CERTIFICATION SHOWN HEREON.

LIMITATIONS OF ACTIONS AGAINST LAND SURVEYORS:

ALL ACTIONS AGAINST ANY LAND SURVEYOR BROUGHT TO RECOVER DAMAGES RESULTING FROM ANY ALLEGED NEGLIGENCE OR DEFECTIVE LAND SURVEY SHALL BE BROUGHT WITHIN THREE YEARS AFTER THE PERSON BRINGING THE ACTION EITHER DISCOVERS OR IN THE EXERCISE OF REASONABLE DILIGENCE AND CONCERN SHOULD HAVE DISCOVERED THE NEGLIGENCE OR DEFECT WHICH GAVE RISE TO SUCH ACTION, AND NOT THEREAFTER. BUT IN NO CASE SHALL SUCH AN ACTION BE BROUGHT MORE THAN TEN YEARS AFTER THE COMPLETION OF THE SURVEY UPON WHICH SUCH ACTION IS BASED.

CITY APPROVAL:

ON BEHALF OF THE CITY OF COLORADO SPRINGS, THE UNDERSIGNED HEREBY APPROVE FOR FILING THE ACCOMPANYING PLAT OF "BRIARGATE BUSINESS CAMPUS FILING NO. 16".

Richard White, 2/4/02
 CITY ENGINEER, DATE
 Patricia L. Lott, 3/6/02
 CITY ENGINEER, DATE
 Katherine M. Young, 3/6/02
 CITY CLERK, DATE

CLERK AND RECORDER:

STATE OF COLORADO)
 COUNTY OF EL PASO,) SS

I, PATRICK KELLY, RECORDER BY MY OFFICE AT 2:18 P.M. THIS 21st DAY OF February, 2002, A.D., AND I DULY RECEIVED AT RECEPTION NO. 20205188

BY: Patrick Kelly, RECORDER

FEES:
 SCHOOL FEE: \$0.00
 PARK FEE: N/A
 DRAINAGE FEE: N/A

FINAL PLAT
 BBC NO. 16
 JOB NO. 29502.80
 REVISED: FEBRUARY 15, 2002
 SHEET 1 OF 2
 CPC-DP-01-134

JR ENGINEERING
 A Subsidiary of Whelan

498 Arroyo West Drive • Colorado Springs, CO 80911
 719-591-2600 • Fax: 719-591-6600 • www.jrengineering.com