

CITY OF COLORADO SPRINGS

LIQUOR OR 3.2% FERMENTED MALT BEVERAGE APPLICATION

☐ NEW LICENSE
 ☒ TRANSFER OF OWNERSHIP

Type of License applying for (Check One)

- | | | | | |
|--|---|--|--|-----------------------------------|
| ☐ Hotel/Restaurant | ☐ Hotel/Restaurant w/Optional Premises | ☐ Tavern | ☐ Beer & Wine | ☐ Brew Pub |
| ☐ Retail Liquor Store | ☐ 3.2% Beer On Premises | ☒ 3.2% Beer Off Premises | ☐ 3.2% Beer On and Off Premises | |
| ☐ Drugstore | ☐ Racetrack | ☐ Optional Premises | ☐ Club | ☐ Vinters |

APPLICANT INFORMATION

Name of Applicant: Apro, LLC	Property Tax Schedule No. : 6423408161
Trade Name (DBA): Circle K #6497	Business Telephone: 310-323-3992
Address of Premises: 4310 Fountain Blvd, Colorado Springs, CO 80916	Alternate Telephone:

IF THIS IS A TRANSFER OF AN EXISTING LICENSE – THE FOLLOWING MUST BE ANSWERED:

Present trade name of establishment (dba)	Present State License No.	Present Class of License	Present Expiration Date
Conoco/ Circle K #6497	4600158	3.2% Beer Off Prem	10/20/2015

If the applicant is: a Corporation, Limited Liability Company, Partnership or Association, list all officers, directors, general partners and managing members, position held and percentage owned.

NAME	POSITION HELD	%OWNED
CF United, LLC	Member	100%
Joseph Juliano	Pres & CEO	0%
Kenneth Strong	COO	0%

FINANCIAL INFORMATION

TOTAL INVESTMENT IN BUSINESS (include purchase, start up, inventory)	\$ Approximately \$861,375.50
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Source(s) of funds invested (provide names, banks, and indicate checking, savings, loan, promissory note, gift or other).

THE FOLLOWING INFORMATION MUST REFLECT THE SOLE SOURCE OF FUNDS INVESTED. NO OTHER PERSON OR PARTIES MAY HAVE A FINANCIAL INTEREST IN THE BUSINESS FOR WHICH THIS AFFIDAVIT IS SUBMITTED.

NAME/ADDRESS OF FUNDING SOURCE (bank(s), individual(s), et al.)	FUNDING SOURCE (checking/savings/ loan/ note/ gift)	AMOUNT
Please see Attachment B.		

List applicant(s) prior experience in the sale of alcoholic beverages. Include dates and locations.

Business Name & Address	Applicant's Name	Experience/Position	Dates
Please see Attachment A.			

DO NOT ALTER THESE FORMS IN ANY MANNER

Has the applicant previously been issued a liquor or beer license (include any of the partners, if a partnership; members or manager if a limited liability company; or officers, stockholders or directors if a corporation)? ☒ yes ☐ no

If yes, identify the business and any current or former financial interest in said business including any loans to or from a licensee.

Name of Business	Address	Type/amt. of Interest
Please see Attachment A.		

PREMISES/ESTABLISHMENT

Terms of legal possession of the premises for which the application is made?	☐ own	☒ lease	
If leased provide terms: Start date	Upon Closing	End date 2035	
Dimensions of premises	Approx 48' x 24'	Square footage Approx 1152 SF	Seating Capacity None
Is there a patio area?	☐ yes ☒ no	--- If yes, provide dimensions	

Anticipated number of employees? 6

Will training be offered or required? ☒ yes ☐ no --- If yes, through what agency? TIPS

Has the applicant or manager in Colorado, or any other State (include any of the partners, if a partnership; members or manager if a limited liability company; or officers, stockholders or directors if a corporation), ever:	YES	NO
Been denied an alcohol beverage license?		✓
Had an alcohol beverage license suspended or revoked?		✓
Had interest in another entity where an alcohol beverage license was suspended or revoked?	✓	
Ever been charged or convicted of a crime, received a suspended sentence, a deferred sentence, or have charges pending?		✓
If yes, provide explanation, date(s) and location(s).		
Please see Attachment A.		

Has the applicant ever received a violation notice, suspension, or revocation for any liquor law violation, have charges pending; or has the applicant applied for and been denied a liquor or beer license anywhere in the United States?

Yes ☐ No ☒

If yes, provide explanation, date(s) and location(s):

Please see Attachment A.

I declare under the penalty of perjury in the second degree that this application and all attachments are true, correct, and complete to the best of my knowledge. I understand that any falsehood or omission will jeopardize the application as such falsehood or omission constitutes evidence regarding the character of the applicant.

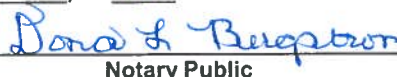

Signature

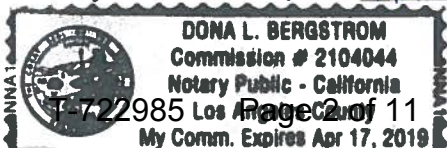
Title: President & CEO

State of CALIFORNIA
County of LOS ANGELES

Subscribed and sworn to before me this 27th day of MAY, 2015.

My Commission Expires: APRIL 17, 2019


Notary Public



DO NOT ALTER THESE FORMS IN ANY MANNER

ATTACHMENT A: OTHER INTERESTS & VIOLATION HISTORY

Apro, LLC currently holds an interest in the following licensed establishments. Upon closing, Apro, LLC will acquire approximately two hundred, fifty-seven (257) new sites, including fifty-four (54) 3.2% beer licensed sites in Colorado.

Name	DBA	Address	Violations
Apro, LLC	Apro 43	12929 Rancho Penasquitos Blvd San Diego, CA 92129	None
Apro, LLC	United Oil #17	27406 Valley Center Road Valley Center, CA 92082	None
Apro, LLC	Apro #47	911 East Vista Way Vista, CA 92084	None
Apro, LLC	United Oil #5	9405 Whittier Blvd Pico Rivera, CA 90660	None
Apro, LLC	Rapid Gas #193	12000 Culver Blvd Los Angeles, CA 90066	None
Apro, LLC	United Oil #147	10243 Valley Blvd El Monte, CA 91731	None
Apro, LLC	United Oil #151	909 Pacific Coast Highway Harbor City, CA 90710	None
Apro, LLC	United Oil #42	695 El Cajon Blvd El Cajon, CA 92020	None
Apro, LLC	United Oil #16	1500 Patricia Lane Sun City, CA 92585	None
Apro, LLC	United Oil #10	108 Cochran Street Simi Valley, CA 93065	None
Apro, LLC	United Oil #136	235 E Base Line Street San Bernardino, CA 92410	None
Apro, LLC	United Oil #184	17255 Bloomfield Avenue Cerritos, CA 90703	None
Apro, LLC	United Oil #3	102 W Mission Avenue Escondido, CA 92025	None
Apro, LLC	United Oil #41	3252 University Avenue San Diego, CA 92104	None
Apro, LLC	United Oil #40	1666 1st Avenue San Diego, CA 92101	None
Apro, LLC	United Oil #31	1488 6th Street Norco, CA 92860	None
Apro, LLC	United Oil #162	1201 South State College Blvd Anaheim, CA 92806	None
Apro, LLC	United Oil #117	11353 Imperial Highway Norwalk, CA 90650	None
Apro, LLC	United Oil #160	12401 West Jefferson Blvd Los Angeles, CA 90066	None
Apro, LLC	United Oil #168	170 Hidden Valley Pkwy Norco, CA 92860	None
Apro, LLC	United Oil #158	5502 Orangethorpe Avenue La Palma, CA 90623	None
Apro, LLC	United Oil #191	15904 Lakewood Blvd Bellflower, CA 90706	None
Apro, LLC	United Oil #101	450 East El Segundo Blvd Los Angeles, CA 90061	None

Apro, LLC	United Oil #20	1202 South Main Avenue Fallbrook, CA 92028	None
Apro, LLC	United Oil #44	3401 College Blvd Oceanside, CA 92056	None
Apro, LLC	United Oil #126	14400 Telegraph Road Whittier, CA 90604	None
Apro, LLC	United Oil #175	21924 Devonshire Street Chatsworth, CA 91311	2009 Sale to minor. Executed an Offer to Compromise, and paid \$1,004.41 in lieu of serving suspension, which was permanently stayed.
Apro, LLC	United Oil #35	3860 Governor Drive San Diego, CA 92122	2010 Sale to minor. Executed an Offer to Compromise, and paid \$750 in lieu of serving suspension, which was permanently stayed.
Apro, LLC	Apro 2	7900 Beverly Blvd Los Angeles, CA 90048	2012 Sale to minor. 10-day temporary suspension stayed with a probationary period of one year, through 12/29/14.
Apro, LLC	United Oil #15	8505 Katella Avenue Stanton, CA 90680	2014 Sale to minor. Decision presently on Appeal (as of 3-26-15)

ATTACHMENT B: FINANCIAL DETAILS

On June 3, 2015, CF United PropCo LLC ("PropCo"), an affiliate of the applicant, Apro, LLC ("Apro") and GTY-Pacific Leasing, LLC ("Getty"), an affiliate of a third party real estate purchaser Getty Realty Corp., acquired substantially all of the gasoline convenience stores previously owned by Convenience Retailers LLC (and its affiliate sellers) in California, Colorado, Nevada, Oregon and Washington for an aggregate purchase price of approximately \$525,000,000, as adjusted.

Apro has acquired the business assets and ground leases and PropCo and Getty have acquired the real property assets. Apro has leased the stations acquired by PropCo and Getty from those entities. Therefore, as of June 3, 2015, Apro LLC has possession and control of all fifty-four (54) 3.2% beer off-premises licensed gasoline convenience stores in Colorado. The total purchase price for both the real and personal property of the fifty-four (54) 3.2% beer off-premises licensed gasoline convenience stores in Colorado, as adjusted at closing is 166,852,293.70. Each store has been allocated a value in the attached valuation schedule.

The acquisition by Apro, LLC and its affiliate CF United PropCo LLC of the gasoline and convenience stores located in Colorado (as part of a larger transaction consummated on June 3, 2015, the "Transaction") was financed using the following methods:

- Apro, LLC and its affiliates entered into a syndicated loan agreement with Wells Fargo Bank, National Association as Administrative Agent on June 3, 2015, for loans up to the aggregate principal amount of up to \$210,000,000. In connection with the loan, Apro, LLC granted the lenders a lien on substantially all of its assets. Apro, LLC used these funds in part to acquire certain ground leased gas stations as part of the Transaction, including certain ground leased stations located in Colorado.
- CF United PropCo LLC and its affiliates entered into a Loan Agreement with Wells Fargo Bank, NA, on June 3, 2015 pursuant to which Wells Fargo made a mortgage loan in the principal amount of up to \$115,000,000, which loan was secured by certain parcels of real property containing gas stations that CF United PropCo LLC acquired as part of the Transaction. CF United PropCo LLC entered into master lease agreements with Apro, LLC pursuant to which it leases to Apro, LLC a number of gas stations, including certain stations located in Colorado.
- Apro, LLC, CF United PropCo LLC and GTY-Pacific Leasing, LLC ("Getty") entered into an Agreement dated as of June 3, 2015 pursuant to which Getty agreed to purchase an aggregate total of seventy seven fuel stations as part of the Transaction, including certain stations located in Colorado, and enter into master leases with Apro, LLC with respect to those acquired stations.
- Apro, LLC's parent entity CF United Affiliated Holdings LLC contributed an aggregate total of \$103,036,161.83 in an equity investment to its affiliate. These funds were used in part by Apro, LLC to acquire assets as part of the Transaction, including certain gas station businesses located in Colorado.

Valuation as of 6/03/15: Colorado Stores

Count	ID	Address	City	ST	Valuation
1	743	6646 TIMBERLINE RD	HIGHLANDS RANCH	CO	4,476,199.3
2	746	14405 W 64 TH AVENUE	ARVADA	CO	1,416,100.4
3	6491	11090 N. COLORADO BLVD.	THORNTON	CO	1,951,522.1
4	6492	4495 PEORIA	DENVER	CO	7,722,118.5
5	6493	8073 S. BROADWAY	LITTLETON	CO	25,000.0
6	6494	5810 OMAHA BLVD	COLORADO SPRINGS	CO	525,000.0
7	6495	10210 E. ARAPAHOE ROAD	ENGLEWOOD	CO	2,571,329.9
8	6496	4085 BEVERLY	COLORADO SPRINGS	CO	525,000.0
9	6497	4310 FOUNTAIN BLVD.	COLORADO SPRINGS	CO	861,375.5
10	6499	1501 COLORADO BLVD.	DENVER	CO	1,564,723.8
11	6500	290 S. HAVANA	AURORA	CO	1,332,114.1
12	6501	4315 N. ACADEMY	COLORADO SPRINGS	CO	525,000.0
13	6502	1100 S. HAVANA	AURORA	CO	691,170.9
14	6503	1801 HOVER RD UNIT A	LONGMONT	CO	4,501,757.7
15	6504	4981 E. 64 TH	COMMERCE CITY	CO	3,633,634.4
16	6505	3375 28TH ST	BOULDER	CO	4,153,494.5
17	6506	15590 W 44TH AVE	GOLDEN	CO	5,729,174.5
18	6507	534 SH 105	MONUMENT	CO	5,339,950.0
19	6509	1696 S. COLORADO BLVD	DENVER	CO	3,332,959.0
20	6510	3000 28TH ST	BOULDER	CO	2,781,249.3
21	6513	507 GARDEN OF GODS	COLORADO SPRINGS	CO	525,000.0
22	6514	3495 S. MONACO PKWY.	DENVER	CO	2,963,527.6
23	6515	500 W. 120TH AVE.	NORTHGLENN	CO	3,610,265.1
24	6516	2100 S. MONACO PKWY	DENVER	CO	630,230.4
25	6517	4785 FEDERAL BLVD.	DENVER	CO	3,581,389.0
26	6519	5096 S. YOSEMITE	GREENWOOD VIL	CO	4,536,120.5
27	6520	3440 S. WADSWORTH	LAKEWOOD	CO	3,730,861.8
28	6521	160 W. 104TH	NORTHGLENN	CO	25,000.0
29	6522	7995 N. FEDERAL	WESTMINSTER	CO	2,749,744.7
30	6523	4750 KIPLING	WHEAT RIDGE	CO	2,085,473.2
31	6524	6393 WARD ROAD	ARVADA	CO	1,215,706.1
32	6525	9405 S. UNIVERSITY	HIGHLANDS RANCH	CO	1,991,277.0
33	6526	510 S. MCCASLIN	LOUISVILLE	CO	7,998,187.6
34	6529	191 MCCASLIN BLVD	SUPERIOR	CO	4,363,746.7
35	6530	7695 W. LONG DR.	LITTLETON	CO	1,094,099.5
36	6531	2790 N. POWERS	COLORADO SPRINGS	CO	1,260,047.0
37	6532	9883 W. CHATFIELD	LITTLETON	CO	25,000.0
38	6533	691 E. 120TH AVE.	THORNTON	CO	3,436,444.5
39	6534	238 ALLEN STREET	CASTLE ROCK	CO	5,594,491.0

40	6535	12624 W. INDORA PLACE	LITTLETON	CO	4,384,001.1
41	6536	12780 COLORADO BLVD	THORNTON	CO	5,917,999.6
42	6537	7450 W. CHATFIELD	LITTLETON	CO	776,055.9
43	6538	290 N HWY 287	LAFAYETTE	CO	525,000.0
44	6540	5899 S. ALKIRE ST.	LITTLETON	CO	4,873,174.1
45	6543	4400 CHAMBERS ROAD	DENVER	CO	4,783,096.4
46	6544	9215 LINCOLN AVE.	LONE TREE	CO	9,603,635.5
47	6545	19965 SMOKY HILL RD.	AURORA	CO	25,000.0
48	6546	7680 PENA BLVD.	DENVER	CO	7,073,320.0
49	6547	1500 7TH STREET	DENVER	CO	1,279,962.1
50	6548	16283 MORRISON ROAD	MORRISON	CO	5,713,073.5
51	6549	15371 E. ORCHARD	AURORA	CO	3,359,914.4
52	6551	6310 S. PARKER ROAD	AURORA	CO	3,863,804.5
53	6552	12851 W. 32ND AVE.	WHEAT RIDGE	CO	6,313,252.5
54	6655	18314 E. 104th Ave.	COMMERCE CITY	CO	3,285,518.5
Total					166,852,293.70

AFFIDAVIT OF TRANSFER AND STATEMENT OF COMPLIANCE

Pursuant to the requirements of 12-47-303(3)(b), Colorado Revised Statutes, Licensee hereby states that all accounts for alcohol beverages sold to the Applicant are:

- ☒ Paid in full. There are no outstanding accounts with any Colorado Wholesalers.
- ☐ Licensee hereby certifies that the following is a complete list of accounts for alcohol beverages that are unpaid:

Licensee and Applicant agree that all accounts will be paid for from the proceeds at closing by the: ☐ Licensee ☐ Applicant

- ☐ Licensee unavailable to certify disposition of accounts for alcohol beverages - Inventory list attached. Transfer by operation of law - Regulation 47-304.
- ☐ Applicant will assume full responsibility for payment of the outstanding accounts as listed above.
- ☐ No alcohol beverage inventory transferred or sold.

Licensee hereby authorizes the transfer of its Colorado Retail Liquor License to the Applicant, its agent, or a company, corporation, partnership or other business entity to be formed by the Applicant.

Effective
Dated this 2nd day of June, 2015.

Seller:

Convenience Retailers LLC

4600158

Licensee & License Number

Conoco/ Circle K #6497

Trade name

Signature

President/ CEO

Position

Sam Hirbod

Print Name

Buyer:

Apro, LLC

, Applicant

Circle K #6497

Trade name

Signature

President and CEO

Position

Joseph M. Juliano

Print Name

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Applicant

Circle K #6497

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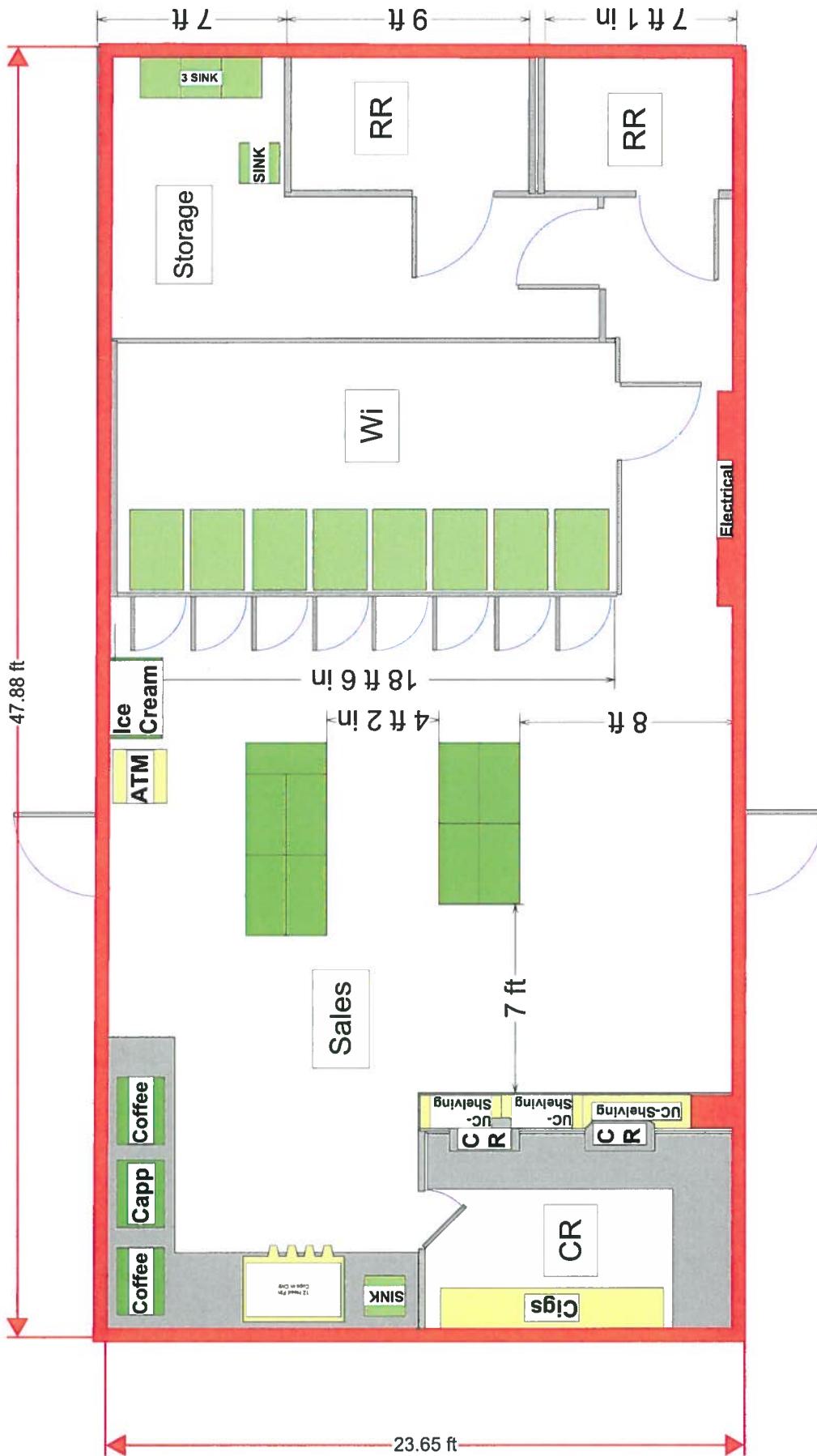
Signature

President and CEO

Position

Joseph M. Juliano

Print Name



#6497, 4310 Fountain Blvd. Colorado Springs, CO 80916



July 16, 2015

Certified Mail # 7014 3490 0001 5234 0278

Apro, LLC
dba Circle K #6497
17311 S. Main Street
Gardena, CA 90248

Dear Applicant:

Pursuant to 12-47-312 of the Colorado Revised Statutes and Rule No. 7 of the Local Rules of Procedure, I have the following report to make concerning the results of my investigation of the application you have filed for a transfer of the 3.2% Beer Off-Premises License, at Apro, LLC dba Circle K #6497, 4310 Fountain Boulevard, Colorado Springs, Colorado. Your application was filed on May 26, 2015.

It appears that you will be entitled to possession of the premises for which the application is made.

At this time, the premises you desire to license does not appear to be in violation of any Zoning Ordinances of the City of Colorado Springs, Colorado.

There are no schools within the limits as prohibited by law.

To date, the Police Department has not reported any objections to this application.

The public hearing will be held on your application at the meeting of the Liquor and Beer Licensing Board, commencing at **9:00 a.m., August 7, 2015** in the Council Chambers, City Hall, 107 North Nevada Avenue, and you must be present at that meeting. At this meeting the Board will consider the factors outlined in Rule No 9.08 of the Local Rules of Procedure and it is your burden to provide the necessary evidence to satisfy the Board.

A public notice poster has been prepared for you to pick up from the City Clerk's Office. This notice poster must be posted by you at the proposed premises in a manner that is visible and conspicuous to the public no later than Tuesday, July 28, 2015.

If you have any questions please contact Lee McRae at (719) 385-5106.

Sincerely,

A handwritten signature in blue ink that reads "William Powell". The signature is fluid and cursive, with the first and last names being clearly legible.

William Powell
Deputy City Clerk