

SERVICE PLAN

FOR

ANDIAMO METROPOLITAN DISTRICT

CITY OF PUEBLO, COLORADO

Prepared
by

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TABLE OF CONTENTS

I. INTRODUCTION1

A. General Overview1

 1. Purpose and Intent.....1

 2. Need for District2

 3. Objective of the City Regarding District's Service Plan 3

B. Contents of Service Plan4

C. Modification of Service Plan4

II. NEED FOR NEW DISTRICT AND GENERAL POWERS5

A. Need for Metropolitan District.....5

B. General Powers of District.....6

 1. Sanitation and Storm Drainage6

 2. Water.....6

 3. Non-Potable Water.....6

 4. Streets.....7

 5. Traffic and Safety Controls.....7

 6. Parks and Recreation.....7

 7. Mosquito and Pest Control.....8

 8. Security Services.....8

 9. Covenant Enforcement and Design Review8

 10. Fire Protection and Emergency Services8

 11. Legal Powers.....8

 12. Other8

III. DESCRIPTION OF FACILITIES AND IMPROVEMENTS9

A. General10

B. General Design Standards/Dedication/Operations11

C. Wastewater System Improvements.....11

D. Storm Drainage Improvements.....11

 1. Generally.....14

 2. Culverts.....14

E. Water System Improvements.....11

 1. Overall Plan14

 2. Design Criteria.....14

F. Street System and Traffic Safety.12

 1 General.....12

G. Signals and Signage.....13

H. Parks and Recreation/Landscaping.....13

I. Mosquito and Pest Control.....13

J. Fire Protection.....13

K. Estimated Cost of Facilities.....14

IV. DEVELOPMENT PROJECTIONS14

V.	PROPOSED AGREEMENTS	14
VI.	OPERATION AND MAINTENANCE COSTS	14
VII.	FINANCING PLAN	14
A.	Financing of Proposed Facilities and Services	14
	1. Debt.....	16
	2. General.....	17
	3. Risk Disclosure	18
	4. Enterprises.....	18
	5. Rates and Charges.....	18
	6. Maximum Interest Rate and Underwriting Discount.....	18
	7. Obligations Issued to District Organizers/Affiliates.....	19
	8. District Revenue Sources	19
	9. Security for Debt.....	20
VIII.	OTHER REQUIREMENTS/MISCELLANEOUS	20
A.	Other Requirements.	20
B.	Miscellaneous.	21
IX.	DISSOLUTION	23
X.	PROPOSED AGREEMENTS	23
A.	Additional Intergovernmental Agreements and Agreements with Private Entities	23
XI.	VOTER AUTHORIZATION	24
XII.	CONCLUSIONS.....	24

LIST OF EXHIBITS

EXHIBIT A	Legal Description and Map of Initial District Boundaries
EXHIBIT B	Vicinity Map
EXHIBIT C	Financing Plan
EXHIBIT D	Preliminary Survey of Public Improvements and Costs
EXHIBIT E	Statutory Contents of this Service Plan
EXHIBIT F	Notice of Special District Disclosure Form

I. INTRODUCTION

A. General Overview.

1. *Purpose and Intent.*

The Andiamo Metropolitan District (“District”) is an independent unit of local government, separate and distinct from the City of Pueblo (“City”), and, except as may otherwise be provided for by State or local law or this Service Plan (the “Service Plan”), its activities are subject to review by the City only insofar as they may deviate in a material matter from the requirements of the Service Plan. This Service Plan is submitted pursuant to the Special District Act (the “Act”, Colorado Revised Statutes §32-1-101, *et seq.*). It is intended that the District will provide a part or all of the Public Improvements for the use and benefit of all anticipated inhabitants and taxpayers of the District. The primary purpose of the District will be to finance the construction of these Public Improvements.

A legal description and boundary map of the District is contained in Exhibit A to this Service Plan. A vicinity map showing the location of the District within the City is contained in Exhibit B to this Service Plan. The District is located generally adjacent to and south of Dillon Boulevard, and adjacent to and west of Outlook Boulevard. The District’s initial boundaries (Exhibit A) will include approximately 97 acres. The total service area (“Service Area”) is expected to be divided into development areas planned for residential, recreational and commercial activity. All of the property within the District is located within the City

The District, when organized, will serve the needs of a proposed 92.51 acre phased residential community with an additional five (5) acres identified for commercial use to be known as *Andiamo* (hereinafter referred to as the “Project”), which Project will consist of 300 age-restricted (55+) single family residential units, and appurtenant facilities and improvements, open space and trails. The District will provide ongoing operations and maintenance services as specifically set forth in this Service Plan. Certain assumptions are made in this Service Plan regarding the number and type of residential units. Although, initial projections of 300 single family units have been planned for the Project, the actual composition and distribution of future development shall be as determined in accordance with subsequent development approvals to be sought from the City, and nothing in this Service Plan shall be construed as the City’s approval of such matters.

The primary purpose of the District is to provide a part or all of the Public Improvements for the Project for the use and benefit of all anticipated inhabitants and taxpayers of the District in a manner consistent with City-approved development plans. Some of the Public Improvements may be dedicated to the City. The District will have the power to operate and maintain certain improvements not dedicated to the City or other governmental entities including, but not limited to park and recreation facilities and

improvements, trails and monumentation, landscaping and other public improvements and amenities. The types of Public Improvements that are anticipated to be provided for by the District shall include the types of facilities and improvements generally described in Section III, consisting of wastewater systems, storm drainage facilities, water systems, streets and roadways, traffic and safety facilities, park and recreation facilities, and mosquito/pest control.

The property within the boundaries of the District shall be subject to the ordinances, rules and regulations of the City, Development Agreements with the City, and the approval of this Service Plan which shall not be construed as representing approval of any alteration or amendment by the City of any such ordinances, rules or regulations. The Development Agreements contemplate the formation of the special district to provide funding and construction of public infrastructure, facilities, improvements and amenities proposed to be constructed, acquired, financed and installed within this Project (the “Public Improvements”). All of the property within the District’s boundaries is subject to all of the City’s current ad valorem property and sales taxes and to any future amendments thereof.

2. *Need for District.*

There are currently no other governmental entities, including the City, located in the immediate vicinity of the District that consider it desirable, feasible or practical to undertake the planning, design, acquisition, construction, installation, relocation, redevelopment, and financing of the Public Improvements needed for the Project. Formation of the District is therefore necessary in order for the Public Improvements required for the Project to be provided in the most economic manner possible.

The District is being organized to serve as a method by which development can occur in the City in such a way as to eliminate economic risk to the City, provide economic benefits to property owners, and place the risk of development on property developers.

There are currently no other entities in existence in the undeveloped portion of the Project area, which have the intent, ability and/or desire to undertake the design, financing and construction of improvements needed for the age restricted community. Consequently, use of the District is deemed necessary for the provision of Public Improvements in the Project. The District is not overlapped by any other existing special districts.

3. *Objective of the City Regarding District’s Service Plan.*

The City’s objective in approving this Service Plan for the District is to authorize the District to provide for the planning, design, acquisition, construction, installation, relocation and redevelopment of the Public Improvements from the proceeds

of Debt to be issued by the District. All Debt is expected to be repaid by taxes imposed and collected for no longer than the Maximum Debt Mill Levy Imposition term and at a tax mill levy no higher than the Maximum Debt Mill levy, and/or repaid by Fees as limited by Section VII.

This Service Plan is intended to establish a limited purpose for the District and explicit financial constraints that are not to be violated under any circumstances. The primary purpose is to provide for the Public Improvements associated with development pursuant to the Outlook West Master Plan approved by the City of Pueblo Planning and Zoning Commission on September 10, 2003.

The District shall be authorized to finance the Public Improvements that can be funded from Debt to be repaid from Fees or from tax revenues collected from a mill levy which shall not exceed the Maximum Debt Mill Levy and the Maximum Debt Mill Levy Imposition Term. It is the intent of this Service Plan to assure to the extent possible that no property bear an economic burden that is greater than that associated with the Maximum Debt Mill Levy in amount and that no property developed for a residential use bear an economic burden that is greater than that associated with the Maximum Debt Mill Levy Imposition Term in duration even under bankruptcy or other unusual situations. Generally, the costs of Public Improvements that cannot be funded within these parameters are not costs to be paid by the District.

The Financing Plan discussed herein has been designed to assure that at no time will the City have any legal responsibility for any of the District's obligations. This Service Plan is designed to assure that the risk of development remains with the developer until a sufficient tax base has been achieved to pay the District's debt with reasonable mill levies.

This Service Plan has been prepared with sufficient flexibility to enable the District to provide required services and facilities under evolving circumstances to meet the needs of the community. While the assumptions upon which this Service Plan are generally based are reflective of the anticipated future zoning for the property within the District, the cost estimates and the Financing Plan are sufficiently flexible to enable the District to provide necessary services and facilities without the need for repeated amendments to the Service Plan. Modification of the proposed configuration of improvements, scheduling of construction of such improvements, as well as the locations and dimensions of various facilities and improvements shall be permitted to accommodate development needs consistent with zoning and future development approvals for the property.

Considerable public infrastructure will be constructed to provide the Public Improvements necessary for the Project. This Service Plan addresses the Public Improvements that will be provided by the District and demonstrates how the District will

work to provide the necessary Public Improvements. All Exhibits referred to herein are attached to the end of this Service Plan.

At build out, the assessed valuation of the boundary area of the District is expected to be sufficient to reasonably discharge the Debt as demonstrated in the Financial Plan. The population of the District at build out is currently estimated to be approximately 525 persons based upon an approximation of 1.75 persons per residence for 300 residential units.

It is currently planned that the District will continue in perpetuity to maintain the signage, certain trails, greenbelts and open spaces, parks and recreation facilities, landscaping, storm drainage facilities not otherwise dedicated to the City or another public entity; and, maintenance facilities, landscaping and covenant enforcement unless assigned to an owners association or other appropriate entity. The District shall be allowed to retain those powers necessary to impose and collect taxes or fees to pay for the costs and functions permitted by this Service Plan or intergovernmental agreement with the City.

B. Contents of Service Plan.

This Service Plan consists of a preliminary financial analysis and preliminary capital plan showing how the facilities and services for the Project are expected to be provided and how those facilities can continue to be provided and financed by the District. Numerous items are included in this Service Plan in order to satisfy the requirements of law for formation of special district. Those items are listed in Exhibit E attached hereto. This Service Plan satisfies each of these requirements of law. The assumptions contained within this Service Plan were derived from a variety of sources. Information regarding the present status of property within the District, as well as the current status and projected future level of similar services, was obtained from the organizers. Capital projections for public improvements and facilities were provided by Joe Gagliano Engineering Inc. RBC Capital Markets provided the Financial Plan. Legal advice in the preparation of this Service Plan was provided by the law firm of Spencer Fane LLP, which represents numerous special districts.

C. Modification of Service Plan.

This Service Plan has been designed with sufficient flexibility to enable the District to provide required services and facilities for the Project under evolving circumstances without the need for numerous amendments. While the assumptions upon which this Service Plan are generally based are reflective of anticipated zoning for the property within the Project, the cost estimates and the Financing Plan are sufficiently flexible to enable the District to provide necessary services and facilities without the need to amend this Service Plan. Modification of the general types of services and facilities, as well as changes in proposed configurations, locations, or dimensions of various facilities and improvements

shall be permitted to accommodate development needs consistent with then-current zoning for the Project.

II. NEED FOR DISTRICT AND GENERAL POWERS

A. Need for Metropolitan District.

In order to establish compliance with the standards for Service Plan approval set forth in §32-1-203(1), C.R.S., the following information is presented:

1. There is Sufficient Existing and Projected Need for Organized Service. The Financing Plan projects a total of 300 single family units and amenities to be constructed within the area served by the District between 2022 and 2027 representing a projected population of approximately 525 persons (estimated at 1.75 person per residential unit). Accordingly, the demand for the services and facilities to be provided by the District is demonstrable.

2. The Existing Service in the Area to be Served is Inadequate for Present and Projected Needs/Adequate Service Through Other Governmental Entities Will Not Be Available Within a Reasonable Time and on a Comparable Basis. The facilities and services to be provided by the District will not be provided by any county, municipal or quasi-municipal corporations, including existing special districts. Neither the City nor any existing special district plans to provide the facilities required for the development of the Project. Therefore, provision of facilities will not be available through other institutions.

3. The District is Capable of Providing Economical and Sufficient Service/The District Will Have the Financial Ability to Discharge Proposed Indebtedness on a Reasonable Basis. The District is necessary in order to provide the most economical and efficient means of ownership and operation of essential improvements to serve residents within its boundaries. The Financing Plan attached as Exhibit C demonstrates the feasibility of providing the Public Improvements and services proposed herein on an economical basis, and the ability to discharge the proposed indebtedness on a reasonable basis. The formation of the District will facilitate the financing of the proposed Public Improvements at least cost, as the District will have access to tax-exempt financing that is not available to private entities.

4. The Creation of the District is in the Best Interests of the Area to be Served. The matters described in items 1 through 3 of this Section establish that the creation of the District is in the best interests of the area to be served, in that they address a demand for age-restricted residential units together with Public Improvements desirable and appropriate for the planned Project, all needs that will otherwise be unmet by other development and governmental entities and which offer the advantage of obtaining public financing to fund the Public Improvements.

B. General Powers of the District.

The District will have the power and authority to provide the services and facilities described in this Service Plan both within and outside its boundaries in accordance with Colorado law. If after the Service Plan is approved, the State Legislature includes additional powers or grants new or broader powers for Title 32 districts by amendment of the Special District Act, the District may request an amendment to this Service Plan be approved by the City Council. The following is a list of those general powers and authorities authorized by the Act and this Service Plan:

1. Sanitation and Storm Drainage. The design, financing, acquisition, installation construction and operation and maintenance of storm or sanitary sewers, or both, flood and surface drainage improvements including but not limited to, collection lines, culverts, dams, retaining walls and appurtenances, and other natural or man-made drainage facilities, access ways inlets, channels, disposal works and facilities, solid waste disposal facilities or waste services, systems, facilities and methods for collection and transportation of solid waste, detention ponds and paving, roadside swales and curb and gutter, wastewater lift stations, force mains and wetwell storage facilities, and all necessary or proper equipment and appurtenances incident thereto, together with all necessary, incidental and appurtenant facilities, land and easements, and all necessary extensions of and improvements to said facilities or systems within and without the boundaries of the District, but not outside the boundaries of the City without the approval of the City.

2. Water. The design, financing, acquisition, installation and construction of water and irrigation water system improvements, including but not limited to, water rights, water supply, treatment, transmission and distribution systems for domestic and other public or private purposes, together with all necessary and proper water rights, equipment and appurtenances incident thereto which may include, but shall not be limited to, transmission lines, distribution mains and laterals, hydrants, storage facilities, wells, pumping facilities, and all necessary equipment and improvements, together with all necessary, incidental and appurtenant facilities, land and easements, and all necessary extensions of and improvements to said facilities and systems within and without the boundaries of the District, but not outside the boundaries of the City without the approval of the Pueblo Board of Water Works (“Pueblo Water”).

3. Non-Potable Water. The design, financing, acquisition, installation and construction of an irrigation water system improvements, including, but not limited to, water rights, water supply, storage, transmission and distribution systems for public or private purposes, together will all necessary and proper facilities, wells, water rights, equipment and appurtenances incident thereto which may include but shall not be limited to, transmission lines, distribution mains and laterals, storage facilities, land and easements, together with extensions of and improvements to said facilities and systems within and

without the boundaries of the District, but not outside the boundaries of the City without the approval of the City or Pueblo Water, as appropriate.

4. Streets. The design, financing, acquisition, installation, construction, operation, and maintenance of arterial street, collector and local streets, and other roadway improvements, including but not limited to curbs, gutters, culverts, storm sewers and other drainage facilities and systems, including without limitation lines, channels, detention ponds, retaining walls and appurtenances, and other natural or man-made drainage facilities, as well as sidewalks, bridges, pedestrian underpasses and tunnels, parking facilities, paving, lighting, grading, landscaping, entry features and facilities, undergrounding of public utilities, snow removal equipment, or tunnels, snow storage, and other street improvements, together with all necessary, incidental, and appurtenant facilities, land and easements, extensions of and improvements to said facilities and systems within and without the boundaries of the District, but not outside the boundaries of the City without the approval of the City.

5. Traffic and Safety Controls. The design, financing, acquisition, installation, construction, operation, and maintenance of traffic and safety protection facilities and services through traffic and safety controls and devices on arterial streets and highways, environmental monitoring, and rodent and pest controls necessary for public safety, as well as other facilities and improvements, including but not limited to, main building entrances, access gates, guard sheds, street lighting and signage, signalization at intersections, railroad crossings, street and pedestrian crossings, traffic signs, area identification signs, directional assistance, and driver information signs, and security systems and services, together with all necessary, incidental, and appurtenant facilities, land easements, and all necessary extensions of and improvements to said facilities and systems within and without the boundaries of the District, but not outside the boundaries of the City without the approval of the City.

6. Parks and Recreation. The design, financing, acquisition, installation, construction and maintenance of public park and recreation facilities and/or provision of passive, non-athletic recreational programs including, but not limited to, grading, soil preparation, sprinkler systems, playgrounds, playfields, bike and hiking trails, pedestrian and equestrian trails, pedestrian bridges, neighborhood parks, greenbelts, picnic areas, swimming pool facilities, lakes, open spaces, common area landscaping and weed control, outdoor lighting of all types, pedestrian underpasses and tunnels, urban plazas, golf courses, club houses and community event centers and other recreation facilities, together with all necessary, incidental and appurtenant facilities, land and easements, and all necessary extensions of and improvements to said facilities or systems within and without the boundaries of the District, but not outside the boundaries of the City without the approval of the City.

7. Mosquito and Pest Control. The design, financing, acquisition, installation, construction, operation, and maintenance of systems and methods for the elimination and control of mosquitoes, rodents and other pests.

8. Security Services. Subject to compliance with the provisions of § 32-1-1004(7), C.R.S., the design, financing, acquisition, installation, construction, operation and maintenance of security services including, but not limited to, perimeter and interior scheduled security patrols, construction of safety barriers or similar protective measures, establishment of rules of conduct for residents and visitors, acquisition of security equipment, protection of the District's property from unlawful damage or destruction, together with any and all other security measures which may be necessary or appropriate to the orderly conduct of the affairs of the District and for the protection of the health, safety, and welfare of the District's residents, taxpayers, officers, and employees, inclusive of the general public in connection therewith. Such security services are not intended to replace law enforcement provided by the City and/or County, rather these security services are intended to supplement and provide additional safety and protection of the District's residents, property and facilities.

9. Covenant Enforcement and Design Review. Subject to compliance with the provisions of § 32-1-1004(8), C.R.S., the ability to prepare, implement and enforce design and development guidelines, rules and regulations, or similar protective controls regarding all construction activities within the District's boundaries, including but not limited to, architectural standards for the design, construction, erection, placement or installation of new structures or modification of existing structures within the District's boundaries.

10. Fire Protection and Emergency Services. The financing, design, acquisition, installation and construction of fire protection and emergency improvements including, but not limited to, fire hydrant assemblies, as well as other necessary apparatuses, associated equipment, related facilities and improvements, together with all necessary, incidental, and appurtenant facilities, land easements, extensions of, and improvements to said facilities.

11. Legal Powers. The powers of the District will be exercised by its Board of Directors to the extent necessary to provide the services contemplated in this Service Plan. The foregoing improvements and services, along with all other activities permitted by law, will be undertaken in accordance with, and pursuant to, the procedures and conditions contained in the Special District Act (§ 32-1-201, *et seq.*, C.R.S.), other applicable statutes, and this Service Plan, as any or all of the same may be amended from time to time.

12. Other. In addition to the powers enumerated above, the Board of Directors of the District shall also continue to have the following authority:

a. Plan Modifications. To amend this Service Plan as needed, subject to the appropriate statutory procedures provided that any material modification of this Service Plan shall be made only with the approval of the City Council in accordance with § 32-1-207, C.R.S., and after obtaining a resolution of approval from the City Council; and

b. Financing. To forego, reschedule, or restructure the financing, including the security therefore, and/or the operation and maintenance of improvements and facilities in order to better accommodate the pace of growth, resource availability, and financial interests of property in the District, provided the District Board of Directors has timely petitioned the City and received a finding of reasonable diligence pursuant to Section 32-1-1101.5, C.R.S.; and

c. Phasing, Deferral. Without modifying this Service Plan, to defer, forego, reschedule, or restructure the financing and construction of certain improvements and facilities, to better accommodate the pace of growth, resource availability, and potential uses of property within the District.

d. Additional Services. Except as specifically provided herein, to provide such additional services and exercise such powers as are expressly or impliedly granted to special districts by Colorado law, including but not limited to those powers delineated in Section 32-1-1004, C.R.S., as the same may be amended from time to time.

e. Subdistricts. With the prior consent of City Council, the District shall have the authority pursuant to Section 32-1-1101(1)(f)(I), C.R.S. and Section 32-1-1101(1.5)(a) through (1.5)(e), C.R.S., to divide the District into one or more areas consistent with the services, programs and facilities to be furnished therein.

f. Special Improvement Districts. With the prior consent of City Council, the District shall be authorized to establish special improvement districts within the Service Area as provided in Section 32-1-1101(1)(g), C.R.S.

g. Enterprises. The District's Board may set up enterprises to manage, fund, and operate such facilities, services, and programs as may qualify for enterprise status using the procedures and criteria provided in Article X, Section 20, Colorado State Constitution. To the extent provided by law, any enterprise established by the District's Board will remain under the control of the District's Board.

h. Additional Powers. To exercise all necessary and implied powers under Title 32, C.R.S. in the reasonable discretion of the Board of Directors of the District, except as limited hereby and pursuant to an intergovernmental agreement between the District and the City.

III. DESCRIPTION OF FACILITIES AND IMPROVEMENTS

The District is permitted to exercise its statutory powers and authority set forth herein to finance, construct, acquire, operate and maintain the public facilities and

improvements described in Section II of this Service Plan, either directly or by contract. Where appropriate, the District may contract with various public and/or private entities to undertake such functions.

The diagrams contained in the Exhibits to this Service Plan show the conceptual layouts of the public facilities and improvements described in this Section III. Additional information for each type of improvement needed for the Project is set forth in the following pages. It is important to note that the preliminary layouts contained in the Exhibits are conceptual in nature only, and that modifications to the type, configuration, and location of improvements will be necessary as development proceeds. The following sections contain general descriptions of the contemplated facilities and improvements that will be financed by the District. The general descriptions of improvements set forth in this Service Plan, as well as the cost estimates provided, are preliminary and will be subject to modification and revision by the District without the need for an amendment to this Service Plan, as necessary or appropriate based on development plans or approvals, engineering, financial factors, City requirements and construction scheduling. Improvements not specifically described herein shall be permitted as long as they are generally identified in this Service Plan and/or expressly or impliedly granted by Colorado law. As shown in Exhibit D, the estimated, uninflated cost of the public improvements which may be planned for, designed, acquired, constructed, installed, relocated, redeveloped, maintained or financed by the District is approximately \$19,450,000 for the initial 97 acres, inclusive of engineering and construction contingencies, but exclusive of other soft costs and all costs of issuance, including but not limited to bond issuance expenses, debt service reserves, capitalized interest, underwriter's discount, legal fees, as well as organizational costs. Notwithstanding the cost estimate allocations among particular categories of improvements, the District shall be permitted to reallocate costs among such categories of improvements as necessary to best serve the Project.

As shown in the Preliminary Infrastructure Plan for the District attached hereto as Exhibit D and incorporated herein by reference, the estimated cost of the Public Improvements which may be planned for, designed, acquired, constructed, installed, relocated, redeveloped, maintained or financed by the District is approximately \$19,438,592 in the aggregate for the District's estimated public improvements and amenities projected for the 97 acres of property within Exhibit D.

A. General.

Construction of all planned facilities and improvements will be scheduled to allow for proper sizing and phasing to keep pace with the need for service. All descriptions of the specific facilities and improvements to be constructed, and their related costs, are estimates only and are subject to modification as engineering, development plans, economics, the City's requirements, and construction scheduling may require.

B. General Design Standards/Dedication/Operations.

It is planned that all Public Improvements that will not be owned, operated, and maintained by the District shall be dedicated to either the City or other governmental entities for ownership, operation and maintenance. Those Public Improvements which will be dedicated to the City will be designed and constructed in accordance with standards adopted by the City. Any Public Improvements that are to be dedicated to other governmental entities will be designed and constructed in accordance with the standards of such entities, provided that wastewater treatment facilities, if any, constructed by the District may only be dedicated to the City for operation and maintenance. The District shall be authorized to operate and maintain Public Improvements until such time as they are dedicated to the City or other governmental entities. Any Public Improvements not accepted by the City or other appropriate governmental entity for ongoing ownership, operation and/or maintenance, shall be owned, operated and/or maintained by the District. The timing for conveyance of Public Improvements to the City will be determined by mutual agreement between the District and the City.

C. Wastewater System Improvements.

All major elements of the sanitary sewer improvements required for the Project are expected to be designed, and installed by the District.

D. Storm Drainage Improvements.

1. Generally. The District is expected to install the necessary storm drainage system improvements to serve the property within the District. The proposed elements of the storm drainage system will provide a network of culverts, roadside swales, pipes, detention and water quality ponds, inlet and outlet structures, and curbs and gutters designed and installed in accordance with applicable City standards and sound engineering judgment.

2. Culverts. Culverts will be installed as appropriate. Culverts will be designed and constructed to pass flows as required by City standards, and may include headwalls, wing walls, inlet and outlet structures, and riprap protection to enhance their hydraulic capacity and reduce bank or channel erosion.

E. Water System Improvements.

1. Overall Plan. The water system improvements are planned to consist of potable and irrigation water distribution systems consisting of buried water mains, fire hydrants, and related appurtenances located predominately within the District's boundaries. The final configuration of the water system improvements is yet to be designed. When design and construction are finalized, the system improvements will serve

each development tract from adjacent streets and roads. All necessary elements of the water facilities are expected to be designed and installed by the District.

2. Design Criteria. The proposed domestic potable water distribution system improvements and the irrigation water system improvements are expected to include pressurized water mains with multiple pressure zones. Water system components will be designed and installed in accordance with Pueblo Water standards and the applicable standards of the District. The water system will also be designed based on applicable fire protection requirements. Certain water facilities may, pursuant to an agreement between the District and Pueblo Water, be dedicated to Pueblo Water as appropriate and in accordance with approved development plans; those facilities so dedicated shall be designed and installed in accordance with the applicable standards of Pueblo Water.

F. Street System and Traffic Safety.

1. General. Anticipated improvements include but are not limited to, design, construction and/or acquisition of an entire public street system and associated street furnishings, landscaping and amenities within the District. Pedestrian-oriented streets, such as those planned for portions of the District, contain a high concentration of public amenities (lighting, furnishings, special paving and curb treatments, enhanced landscaping, public art, etc.). Street improvements will be constructed in dedicated public rights-of-way or on land owned in fee by the City. Typical elements may include:

- a. Grading;
- b. Street, curb, sidewalk and storm inlet construction;
- c. Street trees, tree grates, tree lawns, hedges, other forms of landscaping and irrigation systems;
- d. Street and pedestrian lighting and electrical service to serve this lighting;
- e. Street furnishings such as benches, bike racks, trash receptacles, poles, signage and newspaper vending machine corrals; and
- f. Railroad crossings and safety signs/signalization, pedestrian crossings, traffic signs, area identification signs, directional assistance, and driver information signs.

Streetscape and landscape improvements that exceed City minimum requirements will be operated and maintained by the District, an owners association or other appropriate entity, in perpetuity.

G. Signals and Signage.

Anticipated improvements include new traffic signals and controls associated with the new public streets within the Project. New traffic signals and associated electrical connections are anticipated along the major roadways within the Project. Traffic signage and controls (stop, yield, directional signage, etc.) will also be required along newly constructed public streets and at intersections throughout the site.

H. Parks and Recreation/Landscaping.

Landscaping may be installed along the roadway rights-of-way and trail easements. The District expects to install and maintain landscaped highlights along the internal streets and entry features at major entrances. Additional features may be installed and maintained by the developers of the individual parcels. All District open space tracts, trails, and park improvements shall be open and available to the general public and City citizens free of charge. Trails and regional trails within the District boundaries which are interconnected with a City or regional trail system shall be open to the public, free of charge on the same basis as residents and owners of taxable property within the District. The District will coordinate with the City regarding the operation and maintenance of the City and regional trails and assist with the financing, construction, installation and operation and maintenance of the trails benefiting the District, its constituents and guests.

Neighborhood and pocket parks, trails that are not within dedicated park areas that have been accepted by the City, and parks, trails and amenities that primarily benefit the residents of the District will be maintained by the District, an owners association or other appropriate entity approved by the City for such purpose.

I. Mosquito and Pest Control.

The District shall be permitted to construct, acquire, install and otherwise provide various systems and equipment, as well as employ appropriate methods for the elimination and control of mosquitoes, rodents and other pests. To the extent practicable, the District shall work cooperatively with the City to ensure such efforts at mosquito and pest control are not duplicated by the City and the District.

J. Fire Protection.

The District does not expect to finance, construct, acquire and install fire protection facilities and equipment, except apparatuses and associated equipment, materials, and facilities necessary for development of the Project. Fire protection facilities and equipment shall conform to the standards of the City and any applicable Fire Protection District to which such facilities and equipment are expected to be dedicated for ownership, operation and maintenance.

K. Estimated Cost of Facilities.

The estimated cost of the facilities to be constructed, installed and/or acquired by the District are shown in Exhibit D attached hereto.

IV. DEVELOPMENT PROJECTIONS

Land use within the Project will be residential and commercial, and projection of the number and type of residential units, as well as projections of commercial development, are included within the Financing Plan.

V. PROPOSED AGREEMENTS

To the extent practicable, the District may enter into intergovernmental and private agreements to better ensure long-term provision of the improvements and services and effective management. Agreements may also be executed with property owner associations and other service providers. All such agreements are authorized pursuant to Colorado Constitution, Article XIV, § 18(2)(a) and § 29-1-201, *et seq.*, C.R.S.

VI. OPERATION AND MAINTENANCE COSTS

Estimated costs for operation and maintenance functions are presented within the Financing Plan attached as Exhibit C attached hereto. Additionally, the District shall have the power to impose a system of rates, fees, tolls, penalties and charges for facilities and services provided, in accordance with Colorado law. The estimated revenues from such fees and charges are reflected in the Financing Plan discussed in the following section.

VII. FINANCING PLAN

A. Financing of Proposed Facilities and Services.

Initial estimates of anticipated costs of capital facilities, general administration, and operations of the District are set forth in the Financing Plan and are anticipated to be funded by the District from a combination of property taxes and non-tax revenues as described below. The District may authorize, issue, sell, and deliver such bonds, notes, contracts, reimbursement agreements, or other obligations evidencing or securing a borrowing (collectively, "Obligations") as are permitted by law. Obligations may be payable from any and all legally available revenues of the District in any form or combination of forms that may be permitted by applicable law.

All or any portion of the proceeds of the Obligations issued may be used to fund such previously incurred expenses for Public Improvements via reimbursement to and/or acquisition from the entity advancing the costs for such improvements. Further, it is expected that the costs advanced for the organization and initial operations of the District

will be similarly reimbursable to the entity advancing such costs. The District may also issue the Obligations directly to the organizers or other private party advancing funds or furnishing facilities on behalf of the District from time to time, to reimburse funds advanced and/or acquire facilities so constructed.

Notwithstanding the foregoing, the District shall not issue bonds to fund or make any payment to the organizers of the District, their affiliates, or to any other private party or entity advancing funds or furnishing public facilities which are to be dedicated to or used by the District or the City and their respective residents, to the extent the cost of any such public facility is paid or reimbursed to such entity or person pursuant to existing agreements among the City of Pueblo and the Developer.

This limitation shall apply only to the expense being reimbursed pursuant to the written agreements between the parties and shall not prevent the reimbursement to any person or entity, including, without limitation, the organizers of the District and their affiliates, for the purpose of reimbursing any other advance of funds or the furnishing of any public facilities. Other than with respect to the mill levy cap and Debt Limits (defined below), the District shall be permitted to modify the nature, amount, timing, structure, security enhancements, or type of financing used from that shown in the Financing Plan to respond to current needs and circumstances, such modifications not being considered a material modification of this Service Plan, as it applies to the District, provided the District has timely obtained a finding of reasonable diligence from the City pursuant to Section 32-1-1101.5, C.R.S.

The Financing Plan attached as Exhibit C sets forth certain assumptions, and estimated revenues, expenses, and debt service requirements with respect to the District. The Financing Plan contains one illustration of a financing structure by which the Public Improvements would be financed, including the estimated costs of engineering services, legal services, administrative services, proposed bond issuances, estimated maximum proposed interest rates and discounts, land or facilities to be acquired, and other major expenses relating to the organization and operation of the District. The Financing Plan is not intended to establish an additional limitation, but rather is one example of a financing that could be pursued. The amount of Debt issued, the mill levy pledged, the date of issuance, the term of the bonds and other information in the Financing Plan is intended to show one example of the District's ability to issue and repay Debt. The actual Debt issued by the District will most certainly differ from what is shown in the Financing Plan. Notwithstanding anything else herein to the contrary, all issuance of Debt shall be deemed to be in compliance with the Financing Plan and the Service Plan so long as the minimum criteria and limitations set forth herein have been met. The Financing Plan assumes no revenues from Conservation Trust Funds or Great Outdoor Colorado funds, and the District shall request such funds only if separately approved by the City. The funds and assets of the City shall not be pledged as security for the repayment of any Obligations issued by the District.

1. Debt. As used in this Service Plan, the term “Debt” means the principal amount of any Obligation payable in whole or in part from ad valorem property taxes and/or rates and charges as described below to be imposed by the District. Debt may be issued in an amount approved by the Board of Directors of the District for Public Improvements and services eligible for funding in accordance with applicable law, subject to the limitations set forth herein. Debt does not include contracts or agreements of the District entered into in the ordinary course of business (e.g. consultant, engineering, and construction contracts for public improvements), unless defined as such by Colorado law.

In order to respond to future contingencies and increases in costs, the Debt issuance limit for the District shall be \$29,175,000 (the “Debt Limit”) which represents 150% of the current projected cost of facilities and improvements based upon 300 unit build out of the district boundaries. The additional contingency requested is intended to provide flexibility for contingencies in construction and development for the Andiamo Project, provided that such limitations shall not be applicable to refunding Bonds issued by the District to refund outstanding Debt that was within the Debt Limit at the time of issuance. The issuance of Debt in excess of the proposed Debt Limit is only authorized if the District obtains the City’s prior approval of an amendment to this Service Plan.

In this fashion, the District will have reasonable flexibility to adjust the actual amount of Debt to be issued, to respond to changing development dynamics, economic conditions within the District, and changing capital costs. The District also shall be permitted to seek debt authorization from its electorate in excess of these amounts to account for contingencies, but may not issue debt beyond the Debt Limit prescribed without the City’s approval through an amendment to this Service Plan.

Debt that has been paid does not count against the Debt Limit, nor shall increases necessary to accomplish a refunding, reissuance or restructuring of Debt. The District may authorize, issue, sell, and deliver such Obligations as are permitted by law, provided that the following limitations shall apply to Debt payable in whole or in part from ad valorem property taxes, except where waived by the City or as is otherwise provided herein:

a. The District may assess a mill levy on all taxable property in the District’s boundaries as a source of revenue for repayment of debt service and for operations.

The District shall only be required to fund on an annual basis, the amount that the District would be capable of funding through tax revenues resulting from the imposition of the Debt Mill Levy Cap (defined herein). The maximum mill levy the District may impose for the payment of principal and interest on Debt shall be fifty (50) mills (the “Debt Mill Levy Cap”); provided that if, on or after January 1, 2022 there are changes in the method of calculating assessed valuation or any constitutionally mandated tax credit, cut or abatement; the mill levy limitation applicable to such Debt may be

increased or decreased to reflect such changes, such changes or decreases to be determined by the District's Board in good faith so that to the extent possible, the actual tax revenues generated by the mill levy, as adjusted for changes occurring after January 1, 2022, are neither diminished or enhanced as a result of such changes. For purposes of the foregoing, a change in the ratio of actual valuation shall be deemed to be a change in the method of calculating assessed valuation. Except as otherwise provided in this subparagraph a, the Debt Mill Levy Cap shall not be increased unless approved by the City Council and as permitted by statute. Any such increase shall be considered a material modification of the Service Plan.

The District may impose a mill levy to defray operations, maintenance, and administrative expenses of the District, as deemed necessary to pay for such expenditures. The District shall not impose or attempt to impose a mill levy, or fees in lieu of a mill levy, on any of the property conveyed or dedicated to the City of Pueblo as provided in this Service Plan.

b. The issuance of Debt to the organizers of the District or their affiliates may permit interest to accrue on the total unpaid amount, such interest to be paid according to such terms as may then be established, but without compounding. The District shall not impose a levy for repayment of any and all Debt (or use the proceeds of any mill levy for repayment of Debt) to the organizers of the District or their affiliates, on any single property developed for residential uses which exceeds forty (40) years after the year of the initial imposition of such debt service mill levy unless there is a refunding of a part or all of the Debt and such refunding will result in a net present value savings as set forth in Section 11-56-101, C.R.S., et seq. Notwithstanding any other provision hereof, such Debt referred to in the preceding sentences shall be deemed to be discharged at such time as the debt service mill levy is suspended at the end of the forty (40) year period.

2. General. The District shall be authorized to provide for the planning, design, acquisition, construction, installation, relocation, financing, ownership, operation and maintenance and/or redevelopment of the Public Improvements from its revenues and by and through the proceeds of Debt to be issued by the District. The Financial Plan for the District shall be to issue such Debt as the District can reasonably pay within the revenues derived from the maximum debt mill levies as provided above, fees, and other legally available revenues. The total Debt that the District shall be permitted to issue shall not exceed Twenty-Nine Million, One Hundred Seventy-Five Thousand Dollars (\$29,175,000) and shall be permitted to be issued on a schedule and in such year or years as the District determines shall meet the needs of the Financial Plan referenced above and shall be phased to serve development as it occurs. A *pro forma* Financial Plan is attached hereto as Exhibit C. The attached Financial Plan is one illustration of how the Public Improvements and other services of the District may be financed; however, the final terms of such financing shall be determined by the District, subject to the parameters established within this Service Plan. All bonds and other Debt issued by the District may be payable

from any and all legally available revenues of the District, including general *ad valorem* taxes and fees to be imposed upon all taxable property within the District. The District may also rely upon various other revenue sources authorized by law. These will include the power to assess fees, rates, tolls, penalties, or charges as provided in Section 32-1-1001(1), C.R.S., as amended from time to time. Any fees or charges imposed by the District shall be assessed in accordance with law, will be used for specified purposes, and be rationally related to a legitimate public purpose.

Prior to the issuance of long-term bonds, the District may issue bond anticipation notes or other multiple-fiscal year financial obligations secured by the revenues generated from property taxes, capital facilities fees, district fees, and any other District revenues collected by the District. Credit enhancement may be provided for any obligation of the District, if necessary. The District may make multiple-fiscal year financial obligation pledges secured by property taxes, specific ownership taxes and the system development fee revenue to fund the acquisition and installation of the Public Improvements for the Project. Revenue from property taxes, specific ownership taxes and system development fees and from other available sources will be used to retire bonds, other debt or multiple-fiscal year financial obligations.

3. Risk Disclosure. The ability of the District to meet the projections upon which the Financial Plan is premised is subject to various risks and uncertainties, including but not necessarily limited to, actual development that occurs within the District's boundaries and the sale of lots, sale of commercial space, construction of homes as might occur within the area, and actual market valuation of property within the District's boundaries. Development in the District will be impacted by many factors including governmental policies regarding land development, the availability of utilities, construction costs, interest rates, competition from other developments and other political, legal and economic conditions.

4. Enterprises. The District may exercise any of its powers through enterprises established in accordance with Article X, § 20 of the Colorado Constitution (TABOR).

5. Rates and Charges. The District shall have the power to derive revenue from and pledge any other legally-available revenue source, including but not limited to those derived from fees, rates, tolls, penalties or charges as provided by § 32-1-1001(1), C.R.S., or otherwise as may be permitted by law. The Financing Plan therefore assumes revenues from various sources in addition to property taxes, and may include in the future such other revenues as the District may legally generate.

6. Maximum Interest Rate and Underwriting Discount. The interest rate on any Obligations is expected to be the market rate at the time the Obligations are issued.

The proposed maximum interest rate shall not exceed 12%. The proposed maximum underwriting discount shall not exceed 5%.

7. Obligations Issued to District Organizers/Affiliates. Prior to the issuance of any Obligations to the organizers of the District or their affiliates, the District issuing the Obligation shall obtain the certification of an External Financial Advisor (as defined below) substantially as follows:

We are [I am] an External Financial Advisor within the meaning of the District's Service Plan.

We [I] certify that (1) the net effective interest rate (calculated as defined in Section 32-1-103(12), C.R.S.) to be borne by [insert the designation of the Debt] does not exceed a reasonable current [tax exempt][taxable] interest rate, using criteria deemed appropriate by us [me] and based upon our [my] analysis of comparable high yield securities; and (2) the structure of [insert designation of the Debt], including maturities and early redemption provisions, is reasonable considering the financial circumstances of the District.

The term "External Financial Advisor" means a consultant that: (i) 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; (ii) shall be an underwriter, investment banker, or individual listed as a public finance advisor in the Bond Buyer's Municipal Market Place; and (iii) is not an officer or employee of the District and has not been otherwise engaged to provide services in connection with the transaction related to the applicable Obligation.

8. District Revenue Sources. The District may impose a mill levy on taxable property within its boundaries as a primary source of revenue for repayment of debt service and for operations and maintenance. The District may also rely upon various other revenue sources authorized by law. At the District's discretion, these may include the statutorily defined power to assess fees, rates, tolls, penalties, or charges that are reasonably related to the services and facilities being provided in accordance with Section 32-1-1001(1), C.R.S., as amended from time to time.

The District may also assess fees, rates, tolls, penalties, or charges that are reasonably related to the District amenities, public improvements owned, operated and maintained by the District, and other facilities and services being provided in accordance with Section 32-1-1001(1), C.R.S., as amended from time to time. Additionally, the District shall be entitled to collect user fees as necessary to cover additional expenses associated with use of District recreational improvements, other than parks and trails, by City residents who do not reside in the District taking into account the District residents

taxes and fees paid to construct the facilities and improvements to ensure that such costs are not the responsibility of District residents. All such Fees shall be based upon the District's determination that such Fees do not exceed a reasonable annual market fee for users of such facilities. No Fees related to the funding of costs of a capital nature shall be authorized to be imposed upon or collected from taxable property owned or occupied by an End User (defined as a resident, homeowner, renter, commercial property owner, or commercial tenant, but excluding the business entity that constructs homes or commercial structures) which has the effect, intentional or otherwise, of creating a capital cost payment obligation in any year on any taxable property owned or occupied by an End User.

9. Security for Debt. The District shall not pledge any revenue or property of the City as security for the indebtedness set forth in this Service Plan. Approval of this Service Plan shall not be construed as a guarantee by the City of payment of any of the District's obligations; nor shall anything in the Service Plan be construed so as to create any responsibility or liability on the part of the City in the event of default by the District in the payment of any such obligation.

The Financing Plan demonstrates that the District will have the financial capability to discharge the proposed indebtedness with reasonable mill levies assuming reasonable increases in assessed valuation and assuming the rate of build-out estimated therein.

VIII. OTHER REQUIREMENTS/MISCELLANEOUS

A. Other Requirements.

The District shall continue to be subject to the following additional requirements:

1. Submission of annual reports as described in § 32-1-207(3), C.R.S., not later than March 1 of each year following the year of organization, containing the following information, at a minimum:

- a. Boundary changes made;
- b. Intergovernmental Agreements executed;
- c. Proposed capital construction projects for current year;
- d. Proposed public improvement dedications for current year;
- e. Projected Debt issuance for current fiscal year; and
- f. Material litigation to which a District is a party.

2. The District shall furnish the City with a copy of its annual audit at the same time as the audit is filed with the Division of Local Government.

3. The District shall furnish the City with a copy of the District's mill levy certification at the time such certification is provided to the County.

4. Material modifications of this Service Plan shall be subject to approval by the City in accordance with the provisions of § 32-1-207, C.R.S. and as provided herein.

5. Submission of a request for a finding of reasonable diligence every five years after an election authorizing the issuance of debt pursuant to Section 32-1-1101.5, C.R.S., until all approved debt capacity has been exhausted.

6. Disclosure to Purchasers. The Developer and the District will provide written notice to initial purchasers of property located within the District at the time of closing that discloses the existence of the District and of any additional taxes, charges, and/or assessments that may be currently in effect and imposed in connection with the District. The written notice shall also provide information concerning the maximum debt mill levy, as well as a general description of the District's authority to impose and collect rates, fees, tolls and charges.

B. Miscellaneous.

The District shall be empowered to undertake all activities authorized by this Service Plan, including all powers necessary or implied therefrom, in accordance with the Special District Act (§ 32-1-201, *et seq.*, C.R.S.). The grant of authority contained in this Service Plan does not constitute the agreement or binding commitment of the District enforceable by third parties to undertake the activities described, or to undertake such activities exactly as described.

1. Standards of Construction/Statement of Compliance. Any facilities which the District may construct pursuant to this Service Plan, if constructed, shall be constructed in accordance with the following provisions:

a. The sanitary sewer improvements will be designed, constructed and maintained in accordance with the standards of the Colorado Department of Health, the City of Pueblo and/or any other applicable local, state or federal rules and regulations.

b. The District's water system improvements will be constructed and maintained in accordance with the standards of the Board of Water Works of the City of Pueblo, Colorado, the Colorado Department of Health, or other jurisdictions, as appropriate.

c. All streets and safety protection facilities to be dedicated to the City of Pueblo will be constructed in accordance with the standards and specifications of the City of Pueblo.

d. All storm sewers and facilities will be constructed in accordance with the standards and specifications of the City of Pueblo and other local jurisdictions, as appropriate.

e. All parks and recreational facilities and/or services will be constructed in accordance with engineering and design requirements appropriate for the surrounding terrain, and shall be in compliance with standards of the City of Pueblo or other local public entities, as appropriate.

f. All transportation facilities and/or services will be provided in accordance with the standards and specifications of the City of Pueblo, if any, or other local public entities, as appropriate.

g. All mosquito control activities and/or programs will be provided in accordance with the standards and specifications of the Colorado Department of Health, the City of Pueblo and other applicable local, state and federal regulations.

h. All fire protection improvements and services will be designed, constructed and maintained in accordance with the standards of the City of Pueblo, the Fire Department and any other applicable local, state or federal rules and regulations.

i. The District will insure that any facilities which the District may construct pursuant to this Service Plan are designed and constructed in accordance with the standards and specifications of the City of Pueblo and of other governmental entities having proper jurisdiction. The District will obtain the City of Pueblo's approval of civil engineering plans and will obtain applicable permits for construction and installation of all such facilities prior to performing all such work.

j. The District will require its engineers to implement a plan to assure that the standards by which the facilities are to be constructed are in accordance with the specifications of the City of Pueblo and any other party which will have jurisdiction over the design and/or construction of such facilities.

k. The City of Pueblo is not and never shall be obligated to pay any of the debt obligations of the District. The faith and credit of the City of Pueblo will not be pledged for the repayment of any debt or other financial obligation of the District. This will be clearly stated on all offering circulars, prospectuses, or disclosure statements associated with any securities issued by the District. The District shall not utilize the "City of Pueblo" name in the name of the District. In the text of each Bond and any other instrument representing and constituting the debt or other multi-fiscal year obligation of the District, there shall be set forth a statement in substantially the following form:

By acceptance of this instrument, the owner of this Bond [or other debt obligations] agrees and consents to all of the limitations in respect of the payment of the principal of and interest on this Bond [or other debt obligations] contained herein, in the resolution of the District authorizing the issuance

of this Bond [or other debt obligations] and in the Service Plan for the District.

Similar language describing the limitations in respect of the payment of the principal of and interest on debt set forth in this Service Plan shall be included in any document used for the offering of the debt for sale to persons including, but not limited to, a developer of property within the boundaries of the District.

IX. DISSOLUTION

At the request of Pueblo or if the Board of Directors of the District deems it to be in the best interests of the District that the District be dissolved, the District shall initiate and diligently pursue dissolution in accordance with Section 32-1-701, *et seq.*, C.R.S., at such time as: (1) Pueblo agrees to provide or cause to be provided substantially the same level of operations and maintenance (if any) of the District's facilities as the District has provided, (2) all of the proposed improvements and facilities have been constructed and conveyed to the City or other appropriate entity, and (3) all debt incurred for such facilities has been repaid or arrangement for repayment has been made. The City Council may consent to the dissolution by resolution.

The District shall not file a request with any court to consolidate with another Title 32 district without the prior written consent of the City Council.

X. PROPOSED AGREEMENTS

A. Intergovernmental Agreements and Agreements with Private Entities.

To the extent practicable, the District may enter into intergovernmental and private agreements to better ensure long-term provision and effective management of the public improvements and services. Agreements may also be executed with property owners associations and other service providers. Any additional intergovernmental agreements are authorized pursuant to Colorado Constitution, Article XIV, § 18 (2)(a) and Section 29-1-201, *et seq.*, C.R.S.

XI. VOTER AUTHORIZATION

To the extent necessary to comply with statutory and/or Constitutional requirements for approval of debt or long-term financial obligations, the terms of the aforementioned intergovernmental agreements and any other intergovernmental agreement deemed necessary to effectuate the long-term plans of the District will be submitted to the electors of the District for approval. The District shall have the authority to obtain the required voter authorization in order to exercise its rights and obligations under such agreements and to enter into the agreements without further approval of the City.

XII. CONCLUSIONS

It is submitted that this Service Plan for Andiamo Metropolitan District, as required by § 32-1-204.5(1), C.R.S., has established that:

A. There is sufficient existing and projected need for organized service in the area to be served by the District.

B. The existing service in the area to be served by the District is inadequate for present and projected needs.

C. The District is capable of providing economical and sufficient service to the area within its boundaries.

D. The area included in the District does have, and will have, the financial ability to discharge the proposed indebtedness on a reasonable basis.

Therefore, it is hereby respectfully requested that the City Council of the City of Pueblo, Colorado, which has jurisdiction to approve this Service Plan by virtue of § 32-1-204.5, C.R.S., *et seq.*, as amended, adopt a resolution, which approves this Service Plan for Andiamo Metropolitan District, as submitted.

Respectfully submitted this 13th day of January, 2022.

SPENCER FANE LLP



Lisa K. Mayers
Arnold R. Kaplan
Counsel to the Andiamo
Metropolitan District

EXHIBIT A
Legal Description and Map of District Boundaries

EXHIBIT B
Vicinity Map

EXHIBIT C
Financing Plan

EXHIBIT D
Public Improvements and Costs

EXHIBIT E
Statutory Contents of this Service Plan

- I. A description of the proposed services;
- II. A financial plan showing how the proposed services are to be financed;
- III. A preliminary engineering or architectural survey showing how the proposed services are to be provided;
- IV. A map of the District's boundaries and an estimate of the population and valuation for assessment of the District;
- V. A general description of the facilities to be constructed and the standards of such construction, including a statement of how the facility and service standards of the District are compatible with facility and service standards of the City and of municipalities and special districts which are interested parties pursuant to § 32-1-204(1), C.R.S.;
- VI. A general description of the estimated cost of acquiring land, engineering services, legal services, administrative services, initial proposed indebtedness and estimated proposed maximum interest rates and discounts, and other major expenses related to the organization and initial operation of the District;
- VII. A description of any arrangement or proposed agreement with any political subdivision for the performance of any services between the District and such other political subdivisions; and
- VIII. Information satisfactory to establish that each of the following criteria as set forth in §32-1-203, C.R.S., has been met:
 - (a) That there is sufficient existing and projected need for organized service in the area to be served by the District;
 - (b) That the existing service in the area to be served by the District is inadequate for the present and projected needs;
 - (c) That the District is capable of providing economical and sufficient service to the area within its boundaries;
 - (d) That the area to be included in the District has, or will have, the financial ability to discharge the proposed indebtedness on a reasonable basis.

EXHIBIT F
Notice of Special District Disclosure

Name of District(s):	Andiamo Metropolitan District
Contact Information for District:	Spencer Fane LLP 1700 Lincoln, Suite 2000 Denver, Colorado 80203 (303) 839-3800
Type of District:	Metropolitan district organized pursuant to C.R.S. 32-1-101 <i>et seq.</i> The District will provide operating and maintenance of certain public improvements within the Andiamo development
Identify District's Improvements Financed by Proposed Bonds:	Streets and safety protection improvements, on and off-site utilities, including water and wastewater improvements, storm drainage improvements, recreational facilities and park improvements, including, but not limited to, entry parks, neighborhood parks, pocket parks, trails, pickleball courts and pools, landscaping within public right-of-way fire protection improvements, any other improvements authorized by Article 1, Title 32, C.R.S. of the Special District Act
Identify Services/Facilities Operated/Maintained by District:	Park and recreation related improvements, maintenance of landscaping within public right-of-way, including but not limited to street trees and streetscape improvements, the provision of covenant control and enforcement services to the extent such covenant control functions are not provided by property owners associations within the Andiamo development.
Mill Levy Cap: <i>(Note: This District may or may not be certifying a mill levy at the time of your purchase. Please verify by contacting the District.)</i>	Maximum Debt Mill Levy = fifty (50) mills Maximum Operating Mill Levy = No maximum – set by Board of Directors to meet annual costs If there are changes in the method of calculating assessed valuation or any

constitutionally mandated tax credit, cut or abatement; the mill levy limitations set forth above may be increased or decreased to reflect such changes, so that to the extent possible, the actual tax revenue generated by the mill levy, as adjusted for changes occurring after January 1, 2022, are neither diminished nor enhanced as a result of such changes.

Authorized Debt of the District per Service Plan:

\$ 29,175,000 but limited to what may be financed by the Maximum Debt Mill Levy applicable to each District.

Voter Authorized Debt per Election for the District:

\$ 29,175,000 for Street Improvements
\$ 29,175,000 for Parks and Recreation Improvements
\$ 29,175,000 for Water Improvements
\$ 29,175,000 for Sanitation Improvements
\$ 29,175,000 for Transportation Improvements
\$ 29,175,000 for Mosquito Control
\$ 29,175,000 for Safety Protection Improvements
\$ 29,175,000 for Television Relay and Transportation
\$ 29,175,000 for Security Improvements
\$ 29,175,000 for Operations and Maintenance Debt
\$ 58,350,000 for Refunding
\$ 29,175,000 for Reimbursement Agreements
\$ 29,175,000 for Construction Agreements



File No. 5502520-0001

January 13, 2022

VIA E-MAIL TO PLANNINGLANDUSE@PUEBLO.US

Scott Hobson, Acting Director
Planning and Community Development
City of Pueblo
211 East D Street
Pueblo, CO 81003

RE: Andiamo Development – Proposed Service Plan

Dear Mr. Hobson:

Enclosed with this letter is a proposed Service Plan submitted on behalf of SEA Construction Enterprise LLC for formation of a metropolitan district to develop and serve the Andiamo community in the City of Pueblo. We are directing this submission to you at the suggestion of David Lytle of the Altman, Keilbach, Lytle, Parlapiano & Ware firm for review and further action by your Department. Please note that our client is continuing to assemble information relevant to the development, including a survey and plan for the public improvements, and we will make every effort to deliver additional materials to your office in timely manner.

We look forward to collaborating with the City of Pueblo for successful formation of the district and build out of the Andiamo community. If there are any questions that we can answer, please do not hesitate contacting me or my colleague, Arnie Kaplan.

Very truly yours,

SPENCER FANE LLP

A handwritten signature in blue ink, appearing to read "Lisa K. Mayers".

By: _____
Lisa K. Mayers
Arnold R. Kaplan

Enclosure

cc: Leah Willey, SEA Construction Enterprise LLC
David Lytle, Esq.

NOTICE OF PUBLIC HEARING ON SERVICE PLAN

**IN RE THE ORGANIZATION OF ANDIAMO METROPOLITAN DISTRICT,
CITY AND COUNTY OF PUEBLO, STATE OF COLORADO**

NOTICE IS HEREBY GIVEN that, pursuant to § 32-1-204(1), C.R.S., a Service Plan (the "Service Plan") for the proposed Andiamo Metropolitan District ("District") has been filed in the Office of the City of Pueblo Planning and Community Development Department, 211 East D Street, Pueblo, Colorado 81003.

A public hearing on the Service Plan will be held by the City Council on April 11, 2022, at 7:00 p.m., at Pueblo Memorial Hall, 1 City Hall Place, Pueblo, CO 81003.

The purpose of the hearing is to consider the Service Plan and to form a basis for adopting a resolution approving, conditionally approving or disapproving the Service Plan. The proposed District will be a metropolitan district that may provide for the financing, design, acquisition, installation, construction, operation, and maintenance of certain public improvements such as water, sanitary sewer, street, traffic and safety control, drainage and stormwater, parks and recreation, transportation, and television relay and translation, mosquito and pest control, covenant enforcement, and security, as authorized in each District's Service Plan and the Colorado Special District Act. A total mill levy cap of fifty (50.000) mills is proposed for the District, subject to certain adjustments and release provisions set forth in the Service Plan.

A general description of the land contained within the boundaries of the proposed District is as follows: Adjacent to and South of Dillon Boulevard and adjacent to and West of Outlook Boulevard in the City and County of Pueblo.

Pursuant to § 32-1-203(3.5), C.R.S., any person owning property in the proposed District may request that such property be excluded from the District by submitting such request to the City no later than ten days prior to the public hearing.

BY ORDER OF THE CITY COUNCIL OF PUEBLO

Published In: *Pueblo Chieftain*
Published On: *March 24, 2022*

PU-0000288186-01

EXHIBIT A

NOTICE OF PUBLIC HEARING ON SERVICE PLAN

IN RE THE ORGANIZATION OF ANDIAMO METROPOLITAN DISTRICT,
CITY AND COUNTY OF PUEBLO, STATE OF COLORADO

NOTICE IS HEREBY GIVEN that, pursuant to § 32-1-204(1), C.R.S., a Service Plan (the “Service Plan”) for the proposed Andiamo Metropolitan District (“District”) has been filed in the Office of the City of Pueblo Planning and Community Development Department, 211 East D Street, Pueblo, Colorado 81003.

A public hearing on the Service Plan will be held by the City Council on April 11, 2022, at 7:00 p.m., at Pueblo Memorial Hall, 1 City Hall Place, Pueblo, CO 81003.

The purpose of the hearing is to consider the Service Plan and to form a basis for adopting a resolution approving, conditionally approving or disapproving the Service Plan. The proposed District will be a metropolitan district that may provide for the financing, design, acquisition, installation, construction, operation, and maintenance of certain public improvements such as water, sanitary sewer, street, traffic and safety control, drainage and stormwater, parks and recreation, transportation, and television relay and translation, mosquito and pest control, covenant enforcement, and security, as authorized in each District’s Service Plan and the Colorado Special District Act. A total mill levy cap of fifty (50.000) mills is proposed for the District, subject to certain adjustments and release provisions set forth in the Service Plan.

A general description of the land contained within the boundaries of the proposed District is as follows: Adjacent to and South of Dillon Boulevard and adjacent to and West of Outlook Boulevard in the City and County of Pueblo.

Pursuant to § 32-1-203(3.5), C.R.S., any person owning property in the proposed District may request that such property be excluded from the District by submitting such request to the City no later than ten days prior to the public hearing.

BY ORDER OF THE CITY COUNCIL OF PUEBLO

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EXHIBIT B
PROOF OF PUBLICATION

EXHIBIT C

**MAILING LIST FOR TAXING ENTITIES WITHIN A 3-MILE RADIUS
& PROPERTY OWNER**

Pueblo County
215 W. Tenth Street
Pueblo, CO 81003

Library District
100 E. Abriendo Ave.
Pueblo, CO 81004

City of Pueblo
PO Box 1427
Pueblo, CO 81002

Lower Arkansas Valley Water
Conservation District
801 Swink Avenue
Rocky Ford, CO 81067

Pueblo Conservancy District
PO Box 234
Pueblo, CO 81002

Southeastern CO Water Conservancy
District
31717 United Avenue
Pueblo, CO 81001

District 60
315 W. 11th Street
Pueblo, CO 81003

District 70
24951 E. Hwy 50
Pueblo, CO 81006

Turkey Creek Conservation District
200 S. Santa Fe Ave., 4th Floor
Pueblo, CO 81003

Pueblo West Metro District
PO Box 7005
Pueblo West, CO 81007

Pikes Peak Park MD No. 1-5
2154 E. Commons Ave., Ste. 2000
Centennial, CO 80122

North Vista Highlands MD No. 1-5
2619 Canton Court
Fort Collins, CO 80525

W L Enterprises Ltd. (Property Owner)
PO Box 11677
Pueblo, CO 81001