

RESOLUTION No. 67-17

A RESOLUTION CONFIRMING THE ACTION OF THE DOWNTOWN DEVELOPMENT AUTHORITY (DDA) BOARD REGARDING THE ISSUANCE OF THE CITY OF GRAND JUNCTION, COLORADO, DOWNTOWN DEVELOPMENT AUTHORITY TAX INCREMENT REVENUE AND REFUNDING BONDS, SERIES 2017, AND TAX INCREMENT REVENUE BONDS, SERIES 2018; PLEDGING THE TAX INCREMENT REVENUES FOR THE PAYMENT OF SUCH BONDS; APPROVING THE FORM OF A LOAN AGREEMENT RELATING TO EACH SERIES OF BONDS; AND RELATED MATTERS.

RECITALS:

On October 17, 2017 the Downtown Development Authority (DDA) Board considered and approved Resolution #2017-08. On October 26, 2017 the DDA Board ratified Resolution #2017-09; both Resolutions are attached and incorporated by this reference as if fully set forth.

The City Council, by and with an action of its members, and the signature of its Mayor Pro Tem, does with this Resolution ratify all action heretofore taken by the DDA Board, and the officers and staff of the Authority and the City, directed and/or relating to the Project and Refunding Project as the same are defined in the financing documents and the sale and issuance of the Bonds for such purpose, and the same, are hereby approved and confirmed.

DATED this 1st day of November 2017.



Mayor Pro Tem of the City Council
City of Grand Junction, Colorado

Attest:



City Clerk

RESOLUTION No. 2017-09

A RESOLUTION RATIFYING THE ACTION OF THE DOWNTOWN DEVELOPMENT AUTHORITY (DDA) BOARD APPROVING RESOLUTION #2017-08 REGARDING THE ISSUANCE OF THE CITY OF GRAND JUNCTION, COLORADO, DOWNTOWN DEVELOPMENT AUTHORITY TAX INCREMENT REVENUE AND REFUNDING BONDS, SERIES 2017, AND TAX INCREMENT REVENUE BONDS, SERIES 2018; PLEDGING THE TAX INCREMENT REVENUES FOR THE PAYMENT OF SUCH BONDS; APPROVING THE FORM OF A LOAN AGREEMENT RELATING TO EACH SERIES OF BONDS; AND RELATED MATTERS.

RECITALS:


On October 17, 2017 the Downtown Development Authority Board considered and approved Resolution #2017-08. A copy of that Resolution is attached and incorporated by this reference as if fully set forth.

Board member Farrington was absent from the October 17th meeting; however, prior to the meeting he e-mailed Chairman Rowley that he supported the Resolution. Board member Simons participated in the meeting via telephone and while he too voted in support of the Resolution, the telephone connection may not have afforded the best opportunity for Mr. Simons to participate in the meeting.

While the Board recognized Mr. Farrington's e-mail as his vote and recorded Mr. Simon's vote telephonically, the Chairman has determined, with the advice of the Board's legal counsel, that ratification of the Board's approval of the Resolution by and with this Resolution would be proper. Furthermore, with this ratification the Board corrects, amends and rectifies any and all procedural defects that arose or may have arisen with the October 17th action by duly and properly noticing the meeting as required by the Colorado Open Meetings law.

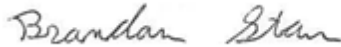
The Downtown Development Authority, by and through its Board of Directors and the signature of its Chairman, does with this Resolution ratify all action heretofore taken (not inconsistent with the provisions of this Resolution) by the Board, or the officers and staff of the Authority or the City, directed and/or relating to the Project as the same is defined in the financing documents, the Refunding Project, and the sale and issuance of the Bonds for such purpose, be, and the same, are hereby ratified, approved and confirmed.

DATED this 27th day of October 2017.



Duncan Rowley
Chairman of the Downtown Development Authority
Grand Junction, Colorado

Attest:



Brandon Stam
Executive Director
Downtown Development Authority

RESOLUTION NO. 2017-08

WHEREAS, the Grand Junction Downtown Development Authority (the "Authority") is a duly organized and existing downtown development authority under the Constitution and laws of the State of Colorado, including, particularly, Title 31, Article 25, Part 8, Colorado Revised Statutes, as amended; and

WHEREAS, the Board of Directors of the Authority (the "Board") has consulted with the City Council (the "Council") of the City of Grand Junction, Colorado (the "City"), and has requested that the City issue, pursuant to the hereinafter described Bond Ordinance and Loan Agreements: (i) its "City of Grand Junction, Colorado, Downtown Development Authority, Tax Increment Revenue and Refunding Bonds, Series 2017" (the "2017 Bonds") in the maximum aggregate principal amount of \$10,000,000; and (ii) its "City of Grand Junction, Colorado, Downtown Development Authority, Tax Increment Revenue Bonds, Series 2018" in the maximum aggregate principal amount of \$9,195,000 (the "2018 Bonds," and together with the 2017 Bonds, the " Bonds"); and

WHEREAS, the proceeds of the 2017 Bonds are to be used, together with other legally available moneys to: (i) pay and cancel the City's Downtown Development Authority Tax-Exempt Tax Increment Revenue Bonds, Series 2012A, originally issued and currently outstanding in the aggregate principal amount of \$4,070,000 (the "Refunding Project"); (ii) finance certain projects in the Plan of Development Area (as defined in the Council Resolution adopted December 16, 1981 approving the Authority's Plan of Development and establishing the Tax Increment Fund, as amended from time to time), such projects being described in the attached Exhibit A and being collectively referred to herein as the "Project;"(iii) fund a debt service reserve for the 2017 Bonds; and (iv) pay certain costs of issuing the 2017 Bonds; and

WHEREAS, the proceeds of the 2018 Bonds are to be used, together with other legally available moneys to: (i) finance that portion of the Project not otherwise financed by the 2017 Bonds; (ii) fund a debt service reserve fund for the 2018 Bonds; and (iii) pay certain costs of issuing the 2018 Bonds; and

WHEREAS, there has been filed with the Secretary to the Board: (i) a substantially final draft of the bond ordinance to be adopted by the Council to authorize the issuance of the Bonds (the "Bond Ordinance"), which is attached hereto as Exhibit B; (ii) a substantially final draft of the Loan Agreement between the City and ANB Bank, as lender (the " Lender"), relating to the loan of the proceeds of the 2017 Bonds by the Lender to the City and the further terms and conditions of repayment of the same by the City (the "2017 Loan Agreement"), which is attached hereto as Exhibit C; and (iii) a substantially final draft of the Loan Agreement between the City and ANB Bank, as lender (the "Lender"), relating to the loan of the proceeds of the 2018 Bonds by the Lender and the further terms and conditions of repayment of the same by the City (the "2018 Loan Agreement," and together with the 2017 Loan Agreement, the "Loan Agreements"), which is attached hereto as Exhibit D; and

WHEREAS, no member or employee of the Board has any specific financial interest in the Project or the projects refinanced by the Refunding Project, except to the extent

that any such conflict of interest has been disclosed to the Board and such person has refrained from taking official action thereon pursuant to Section 31-25-819, Colorado Revised Statutes.

NOW, THEREFORE, BE IT RESOLVED BY THE BOARD OF DIRECTORS OF THE GRAND JUNCTION DOWNTOWN DEVELOPMENT AUTHORITY, IN THE CITY OF GRAND JUNCTION AND STATE OF COLORADO:

Section 1. Ratification. All action heretofore taken (not inconsistent with the provisions of this Resolution) by the Council, the Board, or the officers and staff of the Authority or the City, directed toward the Project, the Refunding Project, and the sale and issuance of the Bonds for such purpose, be, and the same hereby is, ratified, approved and confirmed.

Section 2. Approval of Bond Ordinance, Loan Agreements, and Bonds. The Bond Ordinance and the Loan Agreements are hereby approved in substantially the forms attached hereto as Exhibits B, C, and D, respectively, and the issuance of the Bonds by the City is hereby approved upon substantially the terms and conditions provided in the Bond Ordinance and the Loan Agreements, respectively provided, however, the aggregate principal amount of each series of the Bonds and the net effective interest rate on each series of the Bonds shall not exceed the parameters described in the Bond Ordinance attached hereto as Exhibit B.

Section 3. Authorization to Officers. The Chair of the Board and the officers of the Authority and the City are hereby authorized and directed to take all action necessary or appropriate to effectuate the provisions of the Bond Ordinance, the Loan Agreements, the Bonds, and this Resolution.

Section 4. Tax Covenant for 2017 Bonds. The Authority hereby covenants for the benefit of the City and the owners of the 2017 Bonds that it will not take any action or omit to take any action with respect to the 2017 Bonds, the proceeds of the 2017 Bonds, any other funds of the Authority, or the facilities financed or refinanced with the proceeds of the 2017 Bonds, if such action or omission (i) would cause the interest on the 2017 Bonds to lose its exclusion from gross income for federal income tax purposes under Section 103 of the Internal Revenue Code of 1986 (the "Code"), as in effect on the date of delivery of the 2017 Bonds, (ii) would cause the interest on the 2017 Bonds to lose its exclusion from alternative minimum taxable income as defined in Section 55(b)(2) of the Code except to the extent such interest is required to be included in calculating the adjusted current earnings adjustment applicable to corporations for purposes of computing the alternative minimum taxable income of corporations, or (iii) or would cause interest on the 2017 Bonds to lose its exemption from Colorado taxation (except inheritance, estate and transfer taxes) under present Colorado law. The foregoing covenant shall remain in full force and effect notwithstanding the payment in full or defeasance of the 2017 Bonds until the date on which all obligations of the Authority in fulfilling the above covenant under the Code and Colorado law have been met.

Section 5. Tax Covenant for 2018 Bonds. The Authority hereby covenants for the benefit of the City and the owners of the 2018 Bonds that it will not take any action or omit to take any action with respect to the 2018 Bonds, the proceeds of the 2018 Bonds, any other funds of the Authority, or the facilities financed with the proceeds of the 2018 Bonds, if such action or omission would cause interest on the 2018 Bonds to lose its exemption from

Colorado taxation (except inheritance, estate and transfer taxes) under present Colorado law. The foregoing covenant shall remain in full force and effect notwithstanding the payment in full or defeasance of the 2018 Bonds until the date on which all obligations of the Authority in fulfilling the above covenant under the Code and Colorado law have been met.

Section 6. Use of Proceeds. The Board hereby finds and determines that the Project, as described on Exhibit A, constitutes its expected use of the Bond proceeds available for the Project. The Board also acknowledges that the use of Bond proceeds in ways prohibited by the Code can cause the Bonds to be taxable, retroactive to the date of issuance of the Bonds. Accordingly, the Board hereby agrees that it will consult with Bond Counsel if it materially changes the use of the new money portion of the Bond proceeds from that described in Exhibit A or otherwise contemplates using the new money portion of the Bond proceeds in a manner that could potentially cause the Bonds to become taxable.

Section 7. Direction to Officers. The officers and agents of the Authority shall be, and they hereby are, authorized and directed to take all action necessary or appropriate to effectuate the provisions of this Resolution, the Bond Ordinance, and the Loan Agreements, including, without limiting the generality of the foregoing, the execution of any certificate or certificates relating to the Bonds. The execution of a closing certificate by the Chair of the Board on the date of issuance of each series of Bonds with the final form of the Bond Ordinance and the related Loan Agreement attached shall constitute the Authority's conclusive approval of the final form of the Bond Ordinance and the related Loan Agreement in accordance with the terms of this Resolution.

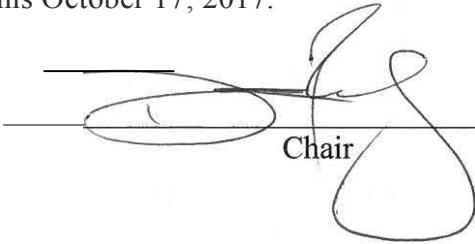
Section 8. Contract with Bond Owners. After any of the Bonds have been issued, this Resolution shall constitute a contract between the Authority and the owners of the Bonds and shall be and remain irrevocable until the Bonds and the interest thereon shall have been fully paid, satisfied and discharged.

Section 9. Severability. If any section, paragraph, clause or provision of this Resolution shall for any reason be held to be invalid or unenforceable, the invalidity or unenforceability of such section, paragraph, clause or provision shall not affect any of the remaining provisions of this Resolution.

Section 10. Repealer. All acts and resolutions in conflict with this Resolution are hereby rescinded, annulled and repealed. This repealer shall not be construed to revive any act or resolution, or part thereof, heretofore repealed.

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ADOPTED AND APPROVED this October 17, 2017.



Chair

(SEAL)

Attest:

Brandon Stan
Director

EXHIBIT A

(Description of the Project)

The new money portion of the net proceeds of the 2017 Bonds, and the net proceeds of the 2018 Bonds, will be used for some of the following costs, all of which collectively constitute the Project:

- Capital improvements to the Two Rivers Convention Center, including, without limitation, roof repairs, upgrades to the water distribution system, kitchen upgrades, exterior repairs, and the construction of a corridor that will connect the Convention Center to a future hotel planned to be constructed in 2019.
- TRCC) and infrastructure improvements to the Las Colonias Business Park, including, without limitation, roads, utilities, lakes, and green spaces for public use.
- To the extent of any additional remaining funds, any other improvements approved by the qualified electors of the Authority at the election held on April 3, 2007 or April 5, 2011, including specifically, the financing of streets, parks, plazas, parking facilities, playgrounds, capital facilities, pedestrian malls, rights-of-way, structures, waterways, bridges, and access routes to any of the foregoing, designed for use by the public generally or used by any public agency with or without charge.

EXHIBIT B

(Attach Form of City' s Bond Ordinance)

ORDINANCE NO. 4772

AN ORDINANCE AUTHORIZING THE ISSUANCE OF THE CITY OF GRAND JUNCTION, COLORADO, DOWNTOWN DEVELOPMENT AUTHORITY TAX INCREMENT REVENUE AND REFUNDING BONDS, SERIES 2017, AND TAX INCREMENT REVENUE BONDS, SERIES 2018; PLEDGING THE TAX INCREMENT REVENUES OF THE CITY FOR THE PAYMENT OF SUCH BONDS; APPROVING THE FORM OF A LOAN AGREEMENT RELATING TO EACH SERIES OF BONDS; AND RELATED MATTERS

WHEREAS, the City of Grand Junction, Colorado (the "City") is a home rule city duly existing under the Constitution and laws of the State of Colorado and its City Charter; and

WHEREAS, the Grand Junction, Colorado, Downtown Development Authority (the "Authority") was organized by the City pursuant to Title 31, Article 25, Part 8, of the Colorado Revised Statutes, as amended (the "Act"), as a "downtown development authority" for the purposes of the Act, including the improvement of that certain area (the "Plan of Development Area") subject to the Downtown Development Authority Plan of Development (the "Plan") approved by a resolution of the City Council of the City (the "Council") adopted on December 16, 1981 (the "Resolution"); and

WHEREAS, the Authority proposed and submitted the Plan to the Council and the Plan was approved by the Council in the Resolution; and

WHEREAS, the Plan has been modified from time to time by amendments to the Resolution for the purpose of including additional property within the Plan of Development Area and other relevant changes; and

WHEREAS, the Plan provides for a division of taxes pursuant to Section 31-25-807(3) of the Act; and

WHEREAS, pursuant to Section 31-25-807(3)(a)(IV) of the Act and Ordinance No. 4494 duly adopted by the Council on January 4, 2012, such division of taxes (with the modifications required by Section 31-25-807(3)(a)(IV) of the Act) was extended for an additional twenty years beginning with the taxes levied in 2012 and collectible in 2013; and

WHEREAS, the Resolution established the Tax Increment Fund (defined below) for the deposit of the Tax Increments (defined below) resulting from such division of taxes; and

WHEREAS, the Tax Increments are defined as: (i) one hundred percent of the property taxes produced by the levy at the rate fixed each year by or for the City upon the valuation for assessment of taxable property within the boundaries of the Plan of Development Area which is in excess of the valuation for assessment of taxable property within the boundaries of the Plan of Development Area certified as the base amount by the Mesa County Assessor pursuant to Sections 31-25-807(3)(a)(IV) and 31-25-807(3)(f) of the Act and pledged herein for the repayment of and as security for the Bonds (defined herein); (ii) fifty percent, or such greater amount as may be set forth in an agreement negotiated between the City and the respective public bodies, of the property taxes produced by the levy at the rate fixed each year by or for each public body (excluding the City, which is covered by clause (i) of this definition) upon the valuation for assessment of taxable property within the boundaries of the Plan of Development Area which is in excess of the valuation for assessment of taxable property within the boundaries of the Plan of Development Area certified as the base amount by the County Assessor pursuant to Sections 31-25-807(3)(a)(IV) and 31-25-807(3)(f) of the Act and pledged herein for the repayment of and as security for the Bonds; and (iii) one hundred percent of the municipal sales taxes produced within each sales tax collection area within the Plan of Development Area which are in excess of the amount certified as the base amount for such collection area by the Finance Director of the City pursuant to Section 31-25-807(3) of the Act and pledged herein for the repayment of and as security for the Bonds. "Tax Increments" also include specific ownership taxes, if and to the extent received by the City in connection with the property tax increment described above; and

WHEREAS, pursuant to the Act, the City is permitted to issue securities made payable from the Tax Increments for the purposes of a project if the issuance of such bonds and the pledge of such revenues are first submitted for approval to the qualified electors of the Authority at a special election held for such purpose; and

WHEREAS, in addition, Article X, Section 20 of the Colorado Constitution requires voter approval in advance for the creation of any multiple-fiscal year direct or indirect debt or other financial obligation (except that refundings of existing debt at lower interest rates do not require an election); and

WHEREAS, at a special election held by the City within the boundaries of the Authority on April 3, 2007 (the "2007 Election"), a majority of the qualified electors of the

Authority voting thereon authorized the City to issue bonds or other indebtedness not to exceed \$18,000,000, with a repayment cost of \$20,000,000, for the purpose of financing certain capital improvements within the Plan of Development Area and authorized the pledge of the Tax Increment Fund for payment of principal, interest and any premiums due in connection with such bonds or other indebtedness, said pledge of funds not to exceed the maximum time permitted by law; and

WHEREAS, the ballot question submitted to the qualified electors of the Authority at the 2007 Election was as follows:

SHALL CITY OF GRAND JUNCTION DEBT BE INCREASED \$18,000,000 WITH A REPAYMENT COST OF \$20,000,000, WITHOUT RAISING ADDITIONAL TAXES, TO FINANCE STREETS, PARKS, PLAZAS, PARKING FACILITIES, PLAYGROUNDS, CAPITAL FACILITIES, PEDESTRIAN MALLS, RIGHTS-OF-WAY, STRUCTURES, WATERWAYS, BRIDGES, ACCESS ROUTES TO ANY OF THE FOREGOING, DESIGNED FOR USE BY THE PUBLIC GENERALLY OR USED BY ANY PUBLIC AGENCY WITH OR WITHOUT CHARGE; SUCH DEBT TO BE EVIDENCED BY BONDS, LOANS, ADVANCES OR INDEBTEDNESS PROVIDED THAT THE SPECIFIC TERMS OF THE DEBT, INCLUDING A PROVISION FOR EARLY REPAYMENT WITH OR WITHOUT A PREMIUM, AND THE PRICE AT WHICH IT WILL BE SOLD SHALL BE DETERMINED BY THE CITY AS NECESSARY AND PRUDENT; SHALL THE PLEDGE OF THE TAX INCREMENT FUND TO SUCH DEBT BE AUTHORIZED FOR A PERIOD NOT TO EXCEED THE MAXIMUM TIME PERMITTED BY LAW; AND IF THIS QUESTION IS APPROVED, THE AUTHORITY TO ISSUE DEBT PURSUANT TO BALLOT ISSUE 5T AT THE CITY'S NOVEMBER 2, 2004 ELECTION SHALL BE OF NO FURTHER EFFECT?

; and

WHEREAS, at a special election held by the City within the boundaries of the Authority on April 5, 2011 (the "2011 Election"), a majority of the qualified electors of the Authority voting thereon authorized the City to issue bonds or other indebtedness not to exceed \$65,000,000, with a repayment cost of \$72,000,000, for the purpose of financing certain capital improvements within the Plan of Development Area and authorized the pledge of the Tax Increment Fund for payment of principal, interest and any premiums due in connection with such

bonds or other indebtedness, said pledge of funds not to exceed the maximum time permitted by law; and

WHEREAS, the ballot question submitted to the qualified electors of the Authority at the 2011 Election was as follows:

SHALL CITY OF GRAND JUNCTION DEBT BE INCREASED NOT TO EXCEED \$65,000,000 WITH A REPAYMENT COST OF \$72,000,000, WITHOUT RAISING ADDITIONAL TAXES, TO FINANCE STREETS, PARKS, PLAZAS, PARKING FACILITIES, PLAYGROUNDS, CAPITAL FACILITIES, PEDESTRIAN MALLS, RIGHTS-OF-WAY, STRUCTURES, WATERWAYS, BRIDGES, ACCESS ROUTES TO ANY OF THE FOREGOING, DESIGNED FOR USE BY THE PUBLIC GENERALLY OR USED BY ANY PUBLIC AGENCY WITH OR WITHOUT CHARGE; SUCH DEBT TO BE EVIDENCED BY BONDS, LOANS, ADVANCES OR INDEBTEDNESS PROVIDED THAT THE SPECIFIC TERMS OF THE DEBT, INCLUDING A PROVISION FOR EARLY REPAYMENT WITH OR WITHOUT A PREMIUM, AND THE PRICE AT WHICH IT WILL BE SOLD SHALL BE DETERMINED BY THE CITY AS NECESSARY AND PRUDENT; SHALL THE PLEDGE OF THE TAX INCREMENT FUND TO SUCH DEBT BE AUTHORIZED FOR A PERIOD NOT TO EXCEED THE MAXIMUM TIME PERMITTED BY LAW?

; and

WHEREAS, the City has previously issued \$17,125,000 of the indebtedness authorized at the 2007 Election, which indebtedness was represented by: (i) its \$10,000,000 "City of Grand Junction, Colorado, Downtown Development Authority, Tax-Increment Revenue Bonds, Series 2009" (the "2009 Bonds"), all of which were repaid as of December 15, 2012; (ii) its \$4,070,000 "City of Grand Junction, Colorado, Downtown Development Authority, Tax-Exempt Tax Increment Revenue Bonds, Series 2012A" (the "2012A Bonds"), all of which will be repaid upon the issuance of the 2017A Bonds (defined herein); and (iii) its \$3,055,000 City of Grand Junction, Colorado, Downtown Development Authority, Taxable Tax Increment Revenue Bonds, Series 2012B," all of which will be repaid as of December 15, 2017; and

WHEREAS, the City has not previously issued any of the indebtedness authorized at the 2011 Election; and

WHEREAS, the City has determined to issue its “City of Grand Junction, Colorado, Downtown Development Authority, Tax Increment Revenue and Refunding Bonds, Series 2017 (the “2017 Bonds”), in the maximum aggregate principal amount of \$10,000,000 for the purpose of: (i) refunding the 2012A Bonds (the “Refunding Project”); (ii) financing (or reimbursing the costs of) certain additional improvements described in the Plan and the 2007 Election and/or the 2011 Election (the “Project”); (iii) funding a debt service reserve for the 2017 Bonds; and (iv) paying the costs of issuing the 2017 Bonds; and

WHEREAS, the 2017 Bonds are authorized to be issued pursuant to Section 31-28-809 of the Act, and the portion of the 2017 Bonds being used to accomplish the Refunding Project is permitted by Section 31-25-811 of the Act; and

WHEREAS, the portion of the 2017 Bonds allocable to the Refunding Project constitutes a refunding at a lower interest rate under Article X, Section 20 of the Colorado Constitution and does not require prior voter authorization for its issuance; and

WHEREAS, the portion of the 2017 Bonds allocable to the Project has been authorized by the 2007 Election and/or the 2011 Election; and

WHEREAS, the City has further determined to issue its “City of Grand Junction, Colorado, Downtown Development Authority, Tax Increment Revenue Bonds, Series 2018 (the “2018 Bonds,” and together with the 2017 Bonds, the “Bonds”) in the maximum aggregate principal amount of \$9,120,000 for the purpose of: (i) financing that portion of the Project not otherwise financed by the 2017 Bonds; (ii) funding debt service reserve for the 2018 Bonds; and (iii) paying the costs of issuing the 2018 Bonds; and

WHEREAS, the 2018 Bonds are authorized to be issued pursuant to Section 31-28-809 of the Act; and

WHEREAS, the 2018 Bonds have been authorized by the 2007 Election and/or the 2011 Election; and

WHEREAS, the 2017 Bonds shall be issued on or after December 15, 2017 and before December 31, 2017, with terms such that they meet the requirements of the ballot questions submitted at the 2007 Election and/or the 2011 Election; and

WHEREAS, the 2018 Bonds shall be issued on or after January 1, 2018, with terms such that they meet the requirements of the ballot questions submitted at the 2007 Election and/or the 2011 Election; and

WHEREAS, the Council has determined that in order to finance the Refunding Project, finance a portion of the Project, fund a debt service reserve fund for the 2017 Bonds, and pay the costs of issuing the 2017 Bonds it is necessary, advisable, and in the best interests of the City to issue the 2017 Bonds pursuant to this Bond Ordinance and the further terms and conditions of a Loan Agreement (the "2017 Loan Agreement") with ANB Bank (the "Lender"), pursuant to which 2017 Loan Agreement the Lender will purchase the 2017 Bonds and will loan to the City the proceeds thereof in an amount not to exceed \$10,000,000 (the "2017 Loan") for the purposes hereinabove stated; and

WHEREAS, the City's repayment obligations under the 2017 Loan Agreement shall be evidenced by the 2017 Bonds; and

WHEREAS, the Council has further determined that in order to finance the balance of the Project, fund a debt service reserve fund for the 2018 Bonds, and pay the costs of issuing the 2018 Bonds it is necessary, advisable, and in the best interests of the City to issue the 2018 Bonds pursuant to this Bond Ordinance and the further terms and conditions of a Loan Agreement (the "2018 Loan Agreement," and together with the 2017 Loan Agreement, the "Loan Agreements") with ANB Bank (the "Lender"), pursuant to which 2018 Loan Agreement the Lender will purchase the 2018 Bonds and will loan to the City the proceeds thereof in an amount not to exceed \$9,120,000 (the "2018 Loan," and together with the 2017 Loan, the "Loans") for the purposes hereinabove stated; and

WHEREAS, the City's repayment obligations under the 2018 Loan Agreement shall be evidenced by the 2018 Bonds; and

WHEREAS, the Tax Increments (less 20% of the Tax Increments originating from municipal sales tax revenues for a portion of the Plan of Development Area and 30% of such increments from another portion of the Plan of Development Area as provided in Grand Junction City Resolution No. 28-83), all funds deposited in the special fund created by the Resolution into which the Tax Increments are to be deposited by the City (the "Tax Increment Fund") and any bond account established by the City for the Bonds pursuant to the Loan Agreements (the "Bond

Account”), and investment income from such Bond Account and the Tax Increment Fund, subject to Federal tax laws regarding arbitrage rebate, shall be pledged to the repayment of the Bonds (collectively, the “Pledged Revenues”); and

WHEREAS, forms of the Loan Agreements have been filed with the City Clerk; and

WHEREAS, the Council desires to approve the forms of the Loan Agreements and authorize the execution thereof and further authorize the execution and delivery of the Bonds.

BE IT ORDAINED BY THE CITY COUNCIL OF THE CITY OF GRAND JUNCTION, COLORADO:

Section 1. Approvals, Authorizations, and Amendments. The forms of the Loan Agreements (and the forms of the Bonds contained therein) filed with the City Clerk are incorporated herein by reference and are hereby approved. The City shall enter into and perform its obligations under the Loan Agreements in the forms of such documents, with such changes as are not inconsistent herewith and as are hereafter approved by the Mayor Pro Tem. The Mayor Pro Tem and City Clerk are hereby authorized and directed to execute the Bonds and the Loan Agreements and to affix the seal of the City thereto, and further to execute and authenticate such other documents or certificates as are deemed necessary or desirable in connection therewith. The Bonds and the Loan Agreements shall be executed in substantially the forms approved at this meeting and, in any event, shall not contain terms inconsistent with the terms of this Bond Ordinance.

The execution by the Mayor Pro Tem, the City Clerk, or other appropriate officers of the City of any instrument or certificate or other document in connection with the matters referred to herein shall be conclusive evidence of the approval by the City of such instrument or certificate or other document.

Section 2. Election to Apply Supplemental Act. Section 11-57-204 of the Supplemental Public Securities Act, constituting Title 11, Article 57, Part 2, of the Colorado Revised Statutes, as amended (the “Supplemental Act”), provides that a public entity, including the City, may elect in an act of issuance to apply all or any of the provisions of the Supplemental Act. The Council hereby elects to apply all of the provisions of the Supplemental Act to the Bonds and the Loan Agreements.

Section 3. Delegation and Parameters.

(a) Pursuant to Section 11-57-205 of the Supplemental Act, the Council hereby delegates to the President, the Financial Operations Manager, or any member of the Council the authority to make the following determinations relating to and contained in the Bonds and the Loan Agreements, subject to the restrictions contained in paragraph (b) of this Section 3:

(i) the interest rate on the 2017 Bonds and the 2017 Loan and the interest rate on the 2018 Bonds and the 2018 Loan;

(ii) the principal amount of the 2017 Bonds and the 2017 Loan and the principal amount of the 2018 Bonds and the 2018 Loan;

(iii) the amount of principal of the 2017 Bonds and the 2017 Loan maturing in any given year and the final maturity of the 2017 Bonds and the 2017 Loan, and the amount of principal of the 2018 Bonds and the 2018 Loan maturing in any given year and the final maturity of the 2018 Bonds and the 2018 Loan;

(iv) the conditions on which and the prices at which the 2017 Bonds and the 2017 Loan may be paid prior to maturity, and the conditions on which and the prices at which the 2018 Bonds and the 2018 Loan may be paid prior to maturity;

(v) the dates on which the principal of and interest on the 2017 Bonds and the 2017 Loan are paid, and the dates on which the principal of and interest on the 2018 Bonds and the 2018 Loan are paid; and

(vi) the existence and amount of reserve funds or capitalized interest for the 2017 Bonds and the 2017 Loan, if any, and the existence and amount of reserve funds or capitalized interest for the 2018 Bonds and the 2018 Loan, if any.

(b) The delegation in paragraph (a) of this Section 3 shall be subject to the following parameters and restrictions: (i) the interest rate on the 2017 Bonds and the 2017 Loan shall not exceed 3.36%; (ii) the interest rate on the 2018 Bonds and the 2018 Loan shall not exceed 3.36%; (iii) the principal amount of the 2017 Bonds and the 2017 Loan shall not exceed \$10,000,000; (iv) the principal amount of the 2018 Bonds and the 2018 Loan shall not exceed \$9,120,000; (v) the Bonds shall be subject to redemption prior to maturity on any date at a redemption price of not more than 101% of the principal amount thereof; (vi) the respective reserve funds for the 2017 Bonds and the 2018 Bonds may not exceed the maximum amount permitted for

each series of Bonds under the Internal Revenue Code of 1986, as amended; and (vii) the final maturity of the Bonds and the Loans shall not be later than December 31, 2032.

Section 4. Conclusive Recital. Pursuant to Section 11-57-210 of the Supplemental Act, the Bonds and the Loan Agreements shall contain a recital that they are issued pursuant to the Supplemental Act. Such recital shall be conclusive evidence of the validity and the regularity of the issuance of the Bonds and the Loan Agreements after their delivery for value.

Section 5. Pledge of Revenues. The Bonds constitute a pledge of, and an irrevocable first lien (but not an exclusive first lien), on all of the Pledged Revenues. The Bonds are equitably and ratably secured by a pledge of and lien on the Pledged Revenues. All of the Bonds, together with the interest accruing thereon shall be payable and collectible solely out of the Pledged Revenues, which are hereby irrevocably so pledged; neither the Lender nor any other registered owner of the Bonds may not look to any general or other fund of the City or the Authority for the payment of the principal of and interest on the Bonds, except the designated special funds and accounts pledged therefor. The Bonds shall not constitute an indebtedness nor a debt within the meaning of the Charter or any State constitutional or statutory provision or limitation; nor shall they be considered or held to be general obligations of the City or the Authority.

Pursuant to Section 11-507-208(1) of the Supplemental Act, a public entity may pledge all or any portion of its revenues to the payment of its securities unless the use of such revenues is restricted by other laws of the state. Pursuant to such authority, together with the authority granted by the 2007 Election, the 2011 Election, and Section 31-25-807(3)(a)(IV)(B) of the Act, the City hereby irrevocably pledges to the repayment of the Bonds one hundred percent of the property taxes produced by the levy at the rate fixed each year by or for the City upon the valuation for assessment of taxable property within the boundaries of the Plan of Development Area which is in excess of the valuation for assessment of taxable property within the boundaries of the Plan of Development Area certified as the base amount by the County Assessor pursuant to Sections 31-25-807(3)(a)(IV) and 31-25-807(3)(f) of the Act. Such amounts shall constitute Pledged Revenues for all purposes of this Ordinance.

The creation, perfection, enforcement, and priority of the Pledged Revenues to secure or pay the Bonds as provided herein shall be governed by Section 11-57-208 of the Supplemental Act and this Bond Ordinance. The Pledged Revenues, as received by or otherwise

credited to the City or the Authority, shall immediately be subject to the lien of such pledge without any physical delivery, filing, or further act.

Section 6. Appropriations to Replenish Reserve Funds. Within 45 days of receiving notice from the Lender that the reserve fund for the 2017 Bonds and/or the reserve fund for the 2018 Bonds has been utilized, in whole or in part, the Financial Operations Manager shall prepare and submit a request for an appropriation of a sufficient amount of funds to replenish such reserve funds to the applicable reserve requirement (as more particularly described in the Loan Agreements). It is the present intention and expectation of the Council to appropriate such funds as requested, within the limits of available funds and revenues, but this declaration of intent shall not be binding upon the Council or any future Council in any future fiscal year of the City. The City Council may determine in its sole discretion, but shall never be required, to make the appropriations requested. All sums appropriated by the Council for such purpose shall be deposited in the reserve funds established by the Loan Agreements. Nothing provided in this Section 6 shall create or constitute a debt, liability or multiple fiscal year financial obligation of the City.

Section 7. Limitation of Actions. Pursuant to Section 11-57-212 of the Supplemental Act, no legal or equitable action brought with respect to any legislative acts or proceedings in connection with the Bonds or the Loan Agreements shall be commenced more than thirty days after the date of adoption of this Ordinance.

Section 8. No Recourse against Officers and Agents. Pursuant to Section 11-57-209 of the Supplemental Act, if a member of the Council, or any officer or agent of the City acts in good faith, no civil recourse shall be available against such member, officer, or agent for payment of the principal of or interest on the Bonds. Such recourse shall not be available either directly or indirectly through the Council or the City, or otherwise, whether by virtue of any constitution, statute, rule of law, enforcement of penalty, or otherwise. By the acceptance of the Bonds and as a part of the consideration of its sale or purchase, the Lender and any other registered owner of the Bonds specifically waives any such recourse.

Section 9. Disposition and Investment of Loan Proceeds. The proceeds of the 2017 Loan shall only be applied for the purposes described in the recitals hereto, and the proceeds of the 2018 Loan shall only be applied for the purposes described in the recitals hereto. Neither

the Lender nor any subsequent owner(s) of the Bonds shall be responsible for the application or disposal by the City or any of its officers of the funds derived from the Loans.

Section 10. Direction to Take Authorizing Action. The appropriate officers of the City and members of the Council are hereby authorized and directed to take all other actions necessary or appropriate to effectuate the provisions of this Ordinance, including but not limited to the execution and delivery of such certificates and affidavits as may reasonably be required by the Lender.

Section 11. Ratification and Approval of Prior Actions. All actions heretofore taken by the officers of the City and members of the Council, not inconsistent with the provisions of this Ordinance, relating to the Bonds, the Loan Agreements, Documents, or actions to be taken in respect thereof, are hereby authorized, ratified, approved, and confirmed.

Section 12. Repealer. All acts, orders, ordinances, or resolutions, or parts thereof, in conflict herewith are hereby repealed to the extent of such conflict.

Section 13. Severability. Should any one or more sections or provisions of this Ordinance be judicially determined invalid or unenforceable, such determination shall not affect, impair, or invalidate the remaining provisions hereof, the intention being that the various provisions hereof are severable.

Section 14. Ordinance Irrepealable. After the Bonds are issued, this Ordinance shall constitute an irrevocable contract between the City and the owners from time to time of the Bonds, and shall be and remain irrepealable until the Bonds and the interest thereon shall have been fully paid, satisfied, and discharged. No provisions of any constitution, statute, charter, ordinance, resolution, or other measure enacted after the issuance of the Bonds shall in any way be construed as impairing the obligations of the City to keep and perform its covenants contained in this Ordinance.

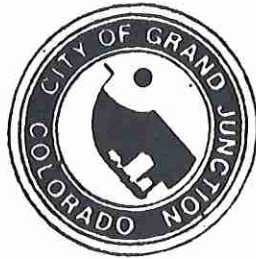
Section 15. Effective Date. This Ordinance shall be in full force and effect 30 days after publication following final passage.


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INTRODUCED, PASSED ON FIRST READING, APPROVED AND ORDERED
PUBLISHED IN PAMPHLET FORM this 18th day of October, 2017.

CITY OF GRAND JUNCTION, COLORADO

[SEAL]





Mayor Pro Tem of the City Council

Attest:




City Clerk

INTRODUCED, PASSED ON SECOND READING, APPROVED AND
ORDERED PUBLISHED IN PAMPHLET FORM this 1st day of November, 2017.

CITY OF GRAND JUNCTION, COLORADO

[SEAL]





Mayor Pro Tem of the City Council

Attest:



City Clerk

STATE OF COLORADO)
)
 COUNTY OF MESA) SS.
)
 CITY OF GRAND JUNCTION)

I, Wanda Winkelman, the City Clerk of the City of Grand Junction, Colorado (the “City”) and Clerk to the City Council of the City (the “Council”), do hereby certify as follows:

(1) The foregoing pages are a true, correct and complete copy of an ordinance (the “Ordinance”) that was introduced, passed on first reading and ordered published in full by the Council at a regular meeting thereof held on October 18, 2017 and was duly adopted and ordered published in full by the Council at a regular meeting thereof held on November 1, 2017, which Ordinance has not been revoked, rescinded or repealed and is in full force and effect on the date hereof.

(2) The Ordinance was duly moved and seconded and the Ordinance was passed on first reading at the meeting of October 18, 2017, by an affirmative vote of a majority of the members of the Council as follows:

<u>Councilmember</u>	<u>Voting “Aye”</u>	<u>Voting “Nay”</u>	<u>Absent</u>	<u>Abstaining</u>
Rick Taggart	X			
Bennett Boeschstein	X			
Phyllis Norris	X			
Barbara Traylor Smith	X			
Duke Wortmann			X	
Duncan McArthur	X			
Chris Kennedy	X			

(3) The Ordinance was duly moved and seconded and the Ordinance was finally passed on second reading at the meeting of November 1, 2017, by an affirmative vote of a majority of the members of the Council as follows:

<u>Councilmember</u>	<u>Voting "Aye"</u>	<u>Voting "Nay"</u>	<u>Absent</u>	<u>Abstaining</u>
Rick Taggart			X	
Bennett Boeschstein	X			
Phyllis Norris	X			
Barbara Traylor Smith			X	
Duke Wortmann	X			
Duncan McArthur			X	
Chris Kennedy	X			

(4) The members of the Council were present at such meetings and voted on the passage of the Ordinance as set forth above.

(5) The Ordinance was approved and authenticated by the signature of the Mayor Pro Tem, sealed with the City seal, attested by the City Clerk, and recorded in the minutes of the Council.

(6) There are no bylaws, rules, or regulations of the Council that might prohibit the adoption of the Ordinance.

(7) Notices of the meetings of October 18, 2017 and November 1, 2017 in the forms attached hereto as Schedule I were posted at City Hall in accordance with law.

(8) The Ordinance was published in pamphlet form in The Daily Sentinel, a daily newspaper of general circulation in the City, on October 20, 2017 and November 3, 2017, as required by the City Charter. True and correct copies of the affidavits of publication are attached hereto as Schedule II.

WITNESS my hand and the seal of the City affixed this 13 day of November, 2017.

[SEAL]



W Winkelmann

 City Clerk and Clerk to the Council

SCHEDULE I

(Attach Notices of Meetings of October 18, 2017 and November 1, 2017)

To access the Agenda and Backup Materials electronically, go to www.gjcity.org



CITY COUNCIL AGENDA
WEDNESDAY, OCTOBER 18, 2017
250 NORTH 5TH STREET
5:15 PM – PRE-MEETING – ADMINISTRATION CONFERENCE ROOM
6:00 PM – REGULAR MEETING – CITY HALL AUDITORIUM

To become the most livable community west of the Rockies by 2025

Call to Order, Pledge of Allegiance, Invocation

First Councilor Dale Rooks, The Church of Jesus Christ of Latter-day Saints, Fruita
2nd Ward

(The invocation is offered for the use and benefit of the City Council. The invocation is intended to solemnize the occasion of the meeting, express confidence in the future, and encourage recognition of what is worthy of appreciation in our society. During the invocation you may choose to sit, stand, or leave the room.)

Proclamations

Proclaiming October 2017 as "National Homeless Awareness Month" in the City of
Grand Junction

Appointments

Appointment to the Grand Junction Housing Authority

Appointments to the Planning Commission

Appointments to the Parks & Recreation Advisory Board

Appointment to the Downtown Development Authority/Downtown Grand Junction
Business Improvement District Boards

Citizen Comments

Council Reports

REVISED

Consent Agenda

1. Approval of Minutes

- a. Summary of the October 2, 2017 Workshop
- b. Minutes of the October 4, 2017 Special Session
- c. Minutes of the October 4, 2017 Regular Meeting

2. Set Public Hearing

- a. Quasi-judicial
 - i. Introduction of a Proposed Ordinance Approving an Outline Development Plan (ODP) and a Rezone to Planned Development (PD) with an R-2 (Residential - 2 du/ac) Default Zone District for Weeminuche Subdivision Located between 26 & 26 1/2 Roads, South of H 3/4 Road, and Setting a Hearing for November 1, 2017
 - ii. Introduction of a Proposed Ordinance Zoning the Holder Annexation, Located at 3040 E Road, and Setting a Hearing for November 1, 2017
 - iii. Introduction of a Proposed Ordinance Approving the Downtown Development Authority Tax Increment Debt Financing and Setting a Public Hearing for November 1, 2017

3. Contracts

- a. 2017 Community Development Block Grant Subrecipient Agreement between St. Mary's Hospital Foundation Gray Gourmet Program, Karis, Inc., HomewardBound of the Grand Valley, Marillac Clinic, Grand Valley Catholic Outreach, and Housing Resources of Western Colorado and the City of Grand Junction

4. Resolution

- a. New Outdoor Dining Lease for The Goat and Clover Tavern, LLC Located at 336 Main Street, Suite 104

Regular Agenda

If any item is removed from the Consent Agenda, it will be heard here

5. Other Action Items

- a. Discussion and Possible Direction Regarding North Avenue/University Boulevard and CMU 20000

6. Public Hearing

- a. Quasi-judicial
 - i. Ordinance Vacating Right-of-Way and Easements Located in the Jarvis Subdivision Plat

7. Non-Scheduled Citizens & Visitors

8. Other Business

9. Adjournment

To access the Agenda and Backup Materials electronically, go to www.gjcity.org



CITY COUNCIL AGENDA
WEDNESDAY, NOVEMBER 1, 2017
250 NORTH 5TH STREET
5:15 PM – PRE-MEETING – ADMINISTRATION CONFERENCE ROOM
6:00 PM – REGULAR MEETING – CITY HALL AUDITORIUM

To become the most livable community west of the Rockies by 2025

Call to Order, Pledge of Allegiance, Moment of Silence

Proclamation

Proclaiming November 11, 2017 as "A Salute to All Veterans 2017" in the City of Grand Junction

Certificate of Appointments

Certificate of Appointment to the Downtown Development Authority/Downtown Grand Junction Business Improvement District Boards

Certificate of Appointment to the Parks and Recreation Advisory Board

Certificates of Appointment to the Planning Commission

Citizen Comments

Council Reports

Consent Agenda

1. **Approval of Minutes**
 - a. Minutes of the October 13, 2017 Special Session
 - b. Summary of the October 16, 2017 Workshop
 - c. Minutes of the October 18, 2017 Regular Meeting
2. **Set Public Hearing**

- a. Legislative
 - i. An Ordinance Appropriating Certain Sums of Money to Defray the Necessary Expenses and Liabilities of the City of Grand Junction, Colorado and the Downtown Development Authority for the Year Beginning January 1, 2018 and Ending December 31, 2018 and Setting a Public Hearing for November 15, 2017 and December 6, 2017
- b. Quasi-judicial
 - i. Ordinance Expanding the Boundaries of and Including Property Located at 118 S 7th Street into the Downtown Grand Junction Business Improvement District and Setting a Hearing for November 15, 2017

3. Continue Public Hearing

- a. Quasi-judicial
 - i. Request for Continuance of Public Hearing to December 6, 2017 for an Ordinance Approving an Outline Development Plan (ODP) and a Rezone to Planned Development (PD) with an R-2 (Residential - 2 du/ac) default zone district for Weeminuche Subdivision located between 26 & 26 1/2 Roads, south of H 3/4 Road

4. Resolutions

- a. Resolution Supporting the Re-Authorization of Lottery Proceeds by the General Assembly in 2018 According to Constitutional, Voter Approved Formula: 50% Great Outdoors Colorado, 40% Conservation Trust Fund and 10% Colorado Parks and Wildlife
- b. Resolution Authorizing the City Manager to Submit a Grant Request to Great Outdoors Colorado for the Local Park and Outdoor Recreation grant program for completion of the Las Colonias Park Boat Launch
- c. Resolution Authorizing the City Manager to Submit a Grant Request to Colorado State Recreational Trails Grant for Matching Funds for the Lunch Loop Trail Project
- d. Resolution Authorizing a Telecommunication Facility at Columbine Park

5. Other Action Items

- a. Prohibition of Parking Along Main Street During Parade of Lights

Regular Agenda

If any item is removed from the Consent Agenda, it will be heard here

6. Resolutions

- a. A Resolution Rescinding Resolution No. 47-17 Renaming North Avenue to University Boulevard Between I-70 (on the east) to 1st Street (on the west)
- b. Resolution Regarding CMU 20000 Initiatives

7. Public Hearing

- a. Quasi-judicial
 - i. Resolution Accepting the Petition for Annexation and Ordinances Annexing and Zoning the Holder Annexation Located at 3040 E Road

8. Public Hearing: Downtown Development Authority Tax Increment Debt Financing

- a. Resolution and Ordinance Approving the Downtown Development Authority Tax Increment Debt Financing

9. Other Action Items

- a. Downtown Holiday Parking Request

10. Non-Scheduled Citizens & Visitors

11. Other Business

12. Adjournment

SCHEDULE II (Attach Notice of Meeting)

State PROOF OF PUBLICATION

STATE OF COLORADO

County of (Mesa)

Terry Flanagan

NOTICE OF PUBLIC HEARING
 NOTICE IS HEREBY GIVEN THAT:
 The City Council of the City of
 Grand Junction, Colorado, at its reg-
 ular convened meeting on October
 18, 2017 passed on first reading the
 following entitled proposed ordi-
 nance:
 ANY ORDINANCE AUTHORIZING THE
 ISSUANCE OF THE CITY OF GRAND
 JUNCTION, COLORADO, DOWN-
 TOWN DEVELOPMENT AUTHORITY
 TAX INCREMENT REVENUE AND
 REFUNDING BONDS, SERIES 2017,
 AND TAX INCREMENT REVENUE
 BONDS, SERIES 2018; PLEDGING
 THE TAX INCREMENT REVENUES
 OF THE CITY FOR THE PAYMENT OF
 SUCH BONDS; APPROVING THE
 FORM OF A LOAN AGREEMENT RE-
 LATING TO EACH SERIES OF
 BONDS; AND RELATED MATTERS
 and authorized the publication in
 pamphlet form.
 NOTICE IS FURTHER GIVEN THAT
 the public hearing will be held No-
 vember 1, 2017 at 6:00 p.m. in the
 City Auditorium, 250 North 5th
 Street, at which time public com-
 ments will be taken and considered
 before the final adoption of the pro-
 posed ordinance.
 Copies of the proposed ordinance
 are available for public inspection in
 the City Clerk's Office, 250 North 5th
 Street, City Hall, at any time Monday
 through Friday between the hours of
 7:30 a.m. and 5:00 p.m. or on the
 web at www.gjcity.org.
 BY THE ORDER OF THE CITY COUN-
 CIL
 /s/ Wanda Winkelmann
 City Clerk
 Published: October 20, 2017.

Being duly sworn, says that I am Legal Secretary of
 The Daily Sentinel, a daily newspaper, published and duly printed in
 The County of Mesa, State of Colorado; that said newspaper has a
 general circulation in said County and has been continuously and
 uninterruptedly published therein, during a period of at least
 fifty-two consecutive weeks next prior to the first publication
 of the annexed notice; that said newspaper is a newspaper within the
 meaning of the act of the general Assembly of the State of Colorado,
 entitled "An Act to regulate the printing of legal notices and
 advertisements," and amendments thereto; that the notice of which
 the annexed is a printed copy taken from said newspaper, was published
 in said newspaper, and in the regular and entire issue of every number
 thereof once a week for 1 successive week;
 that said notice was so published in said newspaper proper and not in
 any supplement thereof, and that first publication of said notice as
 aforesaid, was on the 20th day of October, 2017,
 and the last, on the 20th day of October, 2017.
 Copies of each number of said paper in which said notice and/or
 list was published were delivered by carriers or transmitted by
 mail to each of the subscribers of said newspaper, The Daily Sentinel,
 according to the accustomed mode of business in this office.

Subscribed and sworn to before me, this 20th day of October, 2017

Karen McLeish

KAREN McLEISH
 NOTARY PUBLIC
 STATE OF COLORADO
 NOTARY ID #20134002084
 My Commission Expires January 17, 2021

State PROOF OF PUBLICATION

NOTICE OF ADOPTION OF ORDINANCE NO. 4772 AN ORDINANCE OF THE CITY OF GRAND JUNCTION TO BE PUBLISHED IN PAMPHLET FORM NOTICE IS HEREBY GIVEN:

That on the 1st day of November, 2017, at 8:00 p.m. in the City Hall Auditorium, 250 N. 5th Street, Grand Junction, Colorado, the City Council of the City of Grand Junction held a public hearing, after proper notice, to consider the final passage of an Ordinance, the title of which is: AN ORDINANCE AUTHORIZING THE ISSUANCE OF THE CITY OF GRAND JUNCTION, COLORADO, DOWNTOWN DEVELOPMENT AUTHORITY TAX INCREMENT REVENUE AND REFUNDING BONDS, SERIES 2017, AND TAX INCREMENT REVENUE BONDS, SERIES 2018; PLEDGING THE TAX INCREMENT REVENUES OF THE CITY FOR THE PAYMENT OF SUCH BONDS; APPROVING THE FORM OF A LOAN AGREEMENT RELATING TO EACH SERIES OF BONDS; AND RELATED MATTERS

Copies of the adopted Ordinance are available for public inspection in the office of the City Clerk, 250 N. 5th Street, Grand Junction, CO between 7:30 a.m. and 5:00 p.m., Monday through Friday or on the web at www.gjcity.org.

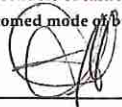
/s/ Wanda Winkelmann
City Clerk
Published, November 3, 2017.

STATE OF COLORADO

County of (Mesa)

Terry Flanagan

Being duly sworn, says that I am Legal Secretary of The Daily Sentinel, a daily newspaper, published and duly printed in The County of Mesa, State of Colorado; that said newspaper has a general circulation in said County and has been continuously and uninterruptedly published therein, during a period of at least fifty-two consecutive weeks next prior to the first publication of the annexed notice; that said newspaper is a newspaper within the meaning of the act of the general Assembly of the State of Colorado, entitled "An Act to regulate the printing of legal notices and advertisements," and amendments thereto; that the notice of which the annexed is a printed copy taken from said newspaper, was published in said newspaper, and in the regular and entire issue of every number thereof once a week for 1 successive week; that said notice was so published in said newspaper proper and not in any supplement thereof, and that first publication of said notice as aforesaid, was on the 3rd day of November, 2017, and the last, on the 3rd day of November, 2017. Copies of each number of said paper in which said notice and/or list was published were delivered by carriers or transmitted by mail to each of the subscribers of said newspaper, The Daily Sentinel, according to the accustomed mode of business in this office.



Subscribed and sworn to before me, this 3rd day of November, 2017

Linda Wilson

LINDA WILSON
NOTARY PUBLIC
STATE OF COLORADO
NOTARY ID #20154028882
My Commission Expires July 22, 2019

I HEREBY CERTIFY THAT the foregoing Ordinance, being Ordinance No. 4772 was introduced by the City Council of the City of Grand Junction, Colorado at a regular meeting of said body held on the 18th day of October, 2017 and that the same was published in The Daily Sentinel, a newspaper published and in general circulation in said City, in pamphlet form, at least ten days before its final passage.

I FURTHER CERTIFY THAT a Public Hearing was held on the 1st day of November, 2017, at which Ordinance No. 4772 was read, considered, adopted and ordered published in pamphlet form by the Grand Junction City Council.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the official seal of said City this 15th day of November, 2017.

W Winkelmann

City Clerk

Published: October 20, 2017
Published: November 03, 2017
Effective: December 03, 2017



EXHIBIT C

(Attach Form of 2017 Loan Agreement)

\$9,120,000
CITY OF GRAND JUNCTION, COLORADO
DOWNTOWN DEVELOPMENT AUTHORITY
TAX INCREMENT REVENUE AND REFUNDING BONDS, SERIES 2017

Bond Closing Index

Date and Time of Closing: December 21, 2017 – 9:00 a.m.

Place of Closing: Sherman & Howard L.L.C.
633 Seventeenth Street, Suite 3000
Denver, CO 80202

BASIC DOCUMENTS

1. Resolutions of Downtown Development Authority
2. Bond Ordinance
3. Sale Certificate
4. Loan Agreement

DOCUMENTS FURNISHED BY THE CITY AND AUTHORITY

5. City Omnibus Certificate
- Specimen Bond
6. Certificate of City and Authority concerning Authority, Tax Increments,
and Plan of Development
7. Plan of Development Amendment Materials
8. Affidavit of Publication of Public Hearing on Plan of Development
Amendment
9. Federal Tax Certificate
10. Form 8038-G

DOCUMENTS FURNISHED BY PURCHASER

11. Waiver and Consent
12. Lender Letter

DOCUMENT FURNISHED BY MUNICIPAL ADVISOR

13. Certificate of Municipal Advisor

MISCELLANEOUS DOCUMENTS

14. Opinion of Bond Counsel, together with Reliance Letter to Purchaser
15. Closing Memorandum

1

RESOLUTION No. 67-17


A RESOLUTION CONFIRMING THE ACTION OF THE DOWNTOWN DEVELOPMENT AUTHORITY (DDA) BOARD REGARDING THE ISSUANCE OF THE CITY OF GRAND JUNCTION, COLORADO, DOWNTOWN DEVELOPMENT AUTHORITY TAX INCREMENT REVENUE AND REFUNDING BONDS, SERIES 2017, AND TAX INCREMENT REVENUE BONDS, SERIES 2018; PLEDGING THE TAX INCREMENT REVENUES FOR THE PAYMENT OF SUCH BONDS; APPROVING THE FORM OF A LOAN AGREEMENT RELATING TO EACH SERIES OF BONDS; AND RELATED MATTERS.

RECITALS:

On October 17, 2017 the Downtown Development Authority (DDA) Board considered and approved Resolution #2017-08. On October 26, 2017 the DDA Board ratified Resolution #2017-09; both Resolutions are attached and incorporated by this reference as if fully set forth.

The City Council, by and with an action of its members, and the signature of its Mayor Pro Tem, does with this Resolution ratify all action heretofore taken by the DDA Board, and the officers and staff of the Authority and the City, directed and/or relating to the Project and Refunding Project as the same are defined in the financing documents and the sale and issuance of the Bonds for such purpose, and the same, are hereby approved and confirmed.

DATED this 1st day of November 2017.



Mayor Pro Tem of the City Council
City of Grand Junction, Colorado

Attest:



City Clerk

RESOLUTION No. 2017-09

A RESOLUTION RATIFYING THE ACTION OF THE DOWNTOWN DEVELOPMENT AUTHORITY (DDA) BOARD APPROVING RESOLUTION #2017-08 REGARDING THE ISSUANCE OF THE CITY OF GRAND JUNCTION, COLORADO, DOWNTOWN DEVELOPMENT AUTHORITY TAX INCREMENT REVENUE AND REFUNDING BONDS, SERIES 2017, AND TAX INCREMENT REVENUE BONDS, SERIES 2018; PLEDGING THE TAX INCREMENT REVENUES FOR THE PAYMENT OF SUCH BONDS; APPROVING THE FORM OF A LOAN AGREEMENT RELATING TO EACH SERIES OF BONDS; AND RELATED MATTERS.

RECITALS:

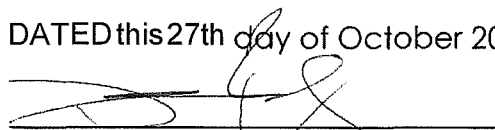
On October 17, 2017 the Downtown Development Authority Board considered and approved Resolution #2017-08. A copy of that Resolution is attached and incorporated by this reference as if fully set forth.

Board member Farrington was absent from the October 17th meeting; however, prior to the meeting he e-mailed Chairman Rowley that he supported the Resolution. Board member Simons participated in the meeting via telephone and while he too voted in support of the Resolution, the telephone connection may not have afforded the best opportunity for Mr. Simons to participate in the meeting.

While the Board recognized Mr. Farrington's e-mail as his vote and recorded Mr. Simon's vote telephonically, the Chairman has determined, with the advice of the Board's legal counsel, that ratification of the Board's approval of the Resolution by and with this Resolution would be proper. Furthermore, with this ratification the Board corrects, amends and rectifies any and all procedural defects that arose or may have arisen with the October 17th action by duly and properly noticing the meeting as required by the Colorado Open Meetings law.

The Downtown Development Authority, by and through its Board of Directors and the signature of its Chairman, does with this Resolution ratify all action heretofore taken (not inconsistent with the provisions of this Resolution) by the Board, or the officers and staff of the Authority or the City, directed and/or relating to the Project as the same is defined in the financing documents, the Refunding Project, and the sale and issuance of the Bonds for such purpose, be, and the same, are hereby ratified, approved and confirmed.

DATED this 27th day of October 2017.



Duncan Rowley
Chairman of the Downtown Development Authority
Grand Junction, Colorado

Attest:



Brandon Stam
Executive Director
Downtown Development Authority

EXHIBIT I



Grand Junction Downtown Development Authority
Board of Directors Regular Meeting
Thursday, October 26, 2017
7:30 a.m. to 9:00 a.m.
750 Main Street, Grand Junction, CO

AGENDA

7:30 a.m. Call to Order

7:32 a.m. Approval of Minutes

- Meeting of October 17, 2017

7:35 a.m. New Board Member Introduction

7:40 a.m. Budget Discussion and Approval

8:05 a.m. Ratification of the action of the Oct 17th meeting
concerning the Resolution approving Loan Agreement

8:10 a.m. Downtown Police Update

8:35 a.m. Updates

- Street Improvements
- Parklet

8:50 a.m. Other Business

8:55 a.m. Public Comments

9:00 a.m. Adjourn

RESOLUTION NO. 2017-08

WHEREAS, the Grand Junction Downtown Development Authority (the "Authority") is a duly organized and existing downtown development authority under the Constitution and laws of the State of Colorado, including, particularly, Title 31, Article 25, Part 8, Colorado Revised Statutes, as amended; and

WHEREAS, the Board of Directors of the Authority (the "Board") has consulted with the City Council (the "Council") of the City of Grand Junction, Colorado (the "City"), and has requested that the City issue, pursuant to the hereinafter described Bond Ordinance and Loan Agreements: (i) its "City of Grand Junction, Colorado, Downtown Development Authority, Tax Increment Revenue and Refunding Bonds, Series 2017" (the "2017 Bonds") in the maximum aggregate principal amount of \$10,000,000; and (ii) its "City of Grand Junction, Colorado, Downtown Development Authority, Tax Increment Revenue Bonds, Series 2018" in the maximum aggregate principal amount of \$9,195,000 (the "2018 Bonds," and together with the 2017 Bonds, the "Bonds"); and

WHEREAS, the proceeds of the 2017 Bonds are to be used, together with other legally available moneys to: (i) pay and cancel the City's Downtown Development Authority Tax-Exempt Tax Increment Revenue Bonds, Series 2012A, originally issued and currently outstanding in the aggregate principal amount of \$4,070,000 (the "Refunding Project"); (ii) finance certain projects in the Plan of Development Area (as defined in the Council Resolution adopted December 16, 1981 approving the Authority's Plan of Development and establishing the Tax Increment Fund, as amended from time to time), such projects being described in the attached Exhibit A and being collectively referred to herein as the "Project;"(iii) fund a debt service reserve for the 2017 Bonds; and (iv) pay certain costs of issuing the 2017 Bonds; and

WHEREAS, the proceeds of the 2018 Bonds are to be used, together with other legally available moneys to: (i) finance that portion of the Project not otherwise financed by the 2017 Bonds; (ii) fund a debt service reserve fund for the 2018 Bonds; and (iii) pay certain costs of issuing the 2018 Bonds; and

WHEREAS, there has been filed with the Secretary to the Board: (i) a substantially final draft of the bond ordinance to be adopted by the Council to authorize the issuance of the Bonds (the "Bond Ordinance"), which is attached hereto as Exhibit B; (ii) a substantially final draft of the Loan Agreement between the City and ANB Bank, as lender (the "Lender"), relating to the loan of the proceeds of the 2017 Bonds by the Lender to the City and the further terms and conditions of repayment of the same by the City (the "2017 Loan Agreement"), which is attached hereto as Exhibit C; and (iii) a substantially final draft of the Loan Agreement between the City and ANB Bank, as lender (the "Lender"), relating to the loan of the proceeds of the 2018 Bonds by the Lender and the further terms and conditions of repayment of the same by the City (the "2018 Loan Agreement," and together with the 2017 Loan Agreement, the "Loan Agreements"), which is attached hereto as Exhibit D; and

WHEREAS, no member or employee of the Board has any specific financial interest in the Project or the projects refinanced by the Refunding Project, except to the extent

that any such conflict of interest has been disclosed to the Board and such person has refrained from taking official action thereon pursuant to Section 31-25-819, Colorado Revised Statutes.

NOW, THEREFORE, BE IT RESOLVED BY THE BOARD OF DIRECTORS OF THE GRAND JUNCTION DOWNTOWN DEVELOPMENT AUTHORITY, IN THE CITY OF GRAND JUNCTION AND STATE OF COLORADO:

Section 1. Ratification. All action heretofore taken (not inconsistent with the provisions of this Resolution) by the Council, the Board, or the officers and staff of the Authority or the City, directed toward the Project, the Refunding Project, and the sale and issuance of the Bonds for such purpose, be, and the same hereby is, ratified, approved and confirmed.

Section 2. Approval of Bond Ordinance, Loan Agreements, and Bonds. The Bond Ordinance and the Loan Agreements are hereby approved in substantially the forms attached hereto as Exhibits B, C, and D, respectively, and the issuance of the Bonds by the City is hereby approved upon substantially the terms and conditions provided in the Bond Ordinance and the Loan Agreements, respectively provided, however, the aggregate principal amount of each series of the Bonds and the net effective interest rate on each series of the Bonds shall not exceed the parameters described in the Bond Ordinance attached hereto as Exhibit B.

Section 3. Authorization to Officers. The Chair of the Board and the officers of the Authority and the City are hereby authorized and directed to take all action necessary or appropriate to effectuate the provisions of the Bond Ordinance, the Loan Agreements, the Bonds, and this Resolution.

Section 4. Tax Covenant for 2017 Bonds. The Authority hereby covenants for the benefit of the City and the owners of the 2017 Bonds that it will not take any action or omit to take any action with respect to the 2017 Bonds, the proceeds of the 2017 Bonds, any other funds of the Authority, or the facilities financed or refinanced with the proceeds of the 2017 Bonds, if such action or omission (i) would cause the interest on the 2017 Bonds to lose its exclusion from gross income for federal income tax purposes under Section 103 of the Internal Revenue Code of 1986 (the "Code"), as in effect on the date of delivery of the 2017 Bonds, (ii) would cause the interest on the 2017 Bonds to lose its exclusion from alternative minimum taxable income as defined in Section 55(b)(2) of the Code except to the extent such interest is required to be included in calculating the adjusted current earnings adjustment applicable to corporations for purposes of computing the alternative minimum taxable income of corporations, or (iii) or would cause interest on the 2017 Bonds to lose its exemption from Colorado taxation (except inheritance, estate and transfer taxes) under present Colorado law. The foregoing covenant shall remain in full force and effect notwithstanding the payment in full or defeasance of the 2017 Bonds until the date on which all obligations of the Authority in fulfilling the above covenant under the Code and Colorado law have been met.

Section 5. Tax Covenant for 2018 Bonds. The Authority hereby covenants for the benefit of the City and the owners of the 2018 Bonds that it will not take any action or omit to take any action with respect to the 2018 Bonds, the proceeds of the 2018 Bonds, any other funds of the Authority, or the facilities financed with the proceeds of the 2018 Bonds, if such action or omission would cause interest on the 2018 Bonds to lose its exemption from

Colorado taxation (except inheritance, estate and transfer taxes) under present Colorado law. The foregoing covenant shall remain in full force and effect notwithstanding the payment in full or defeasance of the 2018 Bonds until the date on which all obligations of the Authority in fulfilling the above covenant under the Code and Colorado law have been met.

Section 6. Use of Proceeds. The Board hereby finds and determines that the Project, as described on Exhibit A, constitutes its expected use of the Bond proceeds available for the Project. The Board also acknowledges that the use of Bond proceeds in ways prohibited by the Code can cause the Bonds to be taxable, retroactive to the date of issuance of the Bonds. Accordingly, the Board hereby agrees that it will consult with Bond Counsel if it materially changes the use of the new money portion of the Bond proceeds from that described in Exhibit A or otherwise contemplates using the new money portion of the Bond proceeds in a manner that could potentially cause the Bonds to become taxable.

Section 7. Direction to Officers. The officers and agents of the Authority shall be, and they hereby are, authorized and directed to take all action necessary or appropriate to effectuate the provisions of this Resolution, the Bond Ordinance, and the Loan Agreements, including, without limiting the generality of the foregoing, the execution of any certificate or certificates relating to the Bonds. The execution of a closing certificate by the Chair of the Board on the date of issuance of each series of Bonds with the final form of the Bond Ordinance and the related Loan Agreement attached shall constitute the Authority's conclusive approval of the final form of the Bond Ordinance and the related Loan Agreement in accordance with the terms of this Resolution.

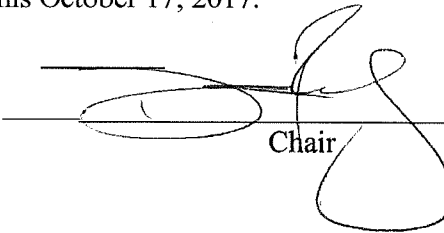
Section 8. Contract with Bond Owners. After any of the Bonds have been issued, this Resolution shall constitute a contract between the Authority and the owners of the Bonds and shall be and remain irrevocable until the Bonds and the interest thereon shall have been fully paid, satisfied and discharged.

Section 9. Severability. If any section, paragraph, clause or provision of this Resolution shall for any reason be held to be invalid or unenforceable, the invalidity or unenforceability of such section, paragraph, clause or provision shall not affect any of the remaining provisions of this Resolution.

Section 10. Repealer. All acts and resolutions in conflict with this Resolution are hereby rescinded, annulled and repealed. This repealer shall not be construed to revive any act or resolution, or part thereof, heretofore repealed.

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ADOPTED AND APPROVED this October 17, 2017.



Chair

(SEAL)

Attest:

Brandon Stern

Director

EXHIBIT A

(Description of the Project)

The new money portion of the net proceeds of the 2017 Bonds, and the net proceeds of the 2018 Bonds, will be used for some of the following costs, all of which collectively constitute the Project:

- Capital improvements to the Two Rivers Convention Center, including, without limitation, roof repairs, upgrades to the water distribution system, kitchen upgrades, exterior repairs, and the construction of a corridor that will connect the Convention Center to a future hotel planned to be constructed in 2019.
- TRCC) and infrastructure improvements to the Las Colonias Business Park, including, without limitation, roads, utilities, lakes, and green spaces for public use.
- To the extent of any additional remaining funds, any other improvements approved by the qualified electors of the Authority at the election held on April 3, 2007 or April 5, 2011, including specifically, the financing of streets, parks, plazas, parking facilities, playgrounds, capital facilities, pedestrian malls, rights-of-way, structures, waterways, bridges, and access routes to any of the foregoing, designed for use by the public generally or used by any public agency with or without charge.

EXHIBIT B

(Attach Form of City' s Bond Ordinance)

ORDINANCE NO. 4772

AN ORDINANCE AUTHORIZING THE ISSUANCE OF THE CITY OF GRAND JUNCTION, COLORADO, DOWNTOWN DEVELOPMENT AUTHORITY TAX INCREMENT REVENUE AND REFUNDING BONDS, SERIES 2017, AND TAX INCREMENT REVENUE BONDS, SERIES 2018; PLEDGING THE TAX INCREMENT REVENUES OF THE CITY FOR THE PAYMENT OF SUCH BONDS; APPROVING THE FORM OF A LOAN AGREEMENT RELATING TO EACH SERIES OF BONDS; AND RELATED MATTERS

WHEREAS, the City of Grand Junction, Colorado (the "City") is a home rule city duly existing under the Constitution and laws of the State of Colorado and its City Charter; and

WHEREAS, the Grand Junction, Colorado, Downtown Development Authority (the "Authority") was organized by the City pursuant to Title 31, Article 25, Part 8, of the Colorado Revised Statutes, as amended (the "Act"), as a "downtown development authority" for the purposes of the Act, including the improvement of that certain area (the "Plan of Development Area") subject to the Downtown Development Authority Plan of Development (the "Plan") approved by a resolution of the City Council of the City (the "Council") adopted on December 16, 1981 (the "Resolution"); and

WHEREAS, the Authority proposed and submitted the Plan to the Council and the Plan was approved by the Council in the Resolution; and

WHEREAS, the Plan has been modified from time to time by amendments to the Resolution for the purpose of including additional property within the Plan of Development Area and other relevant changes; and

WHEREAS, the Plan provides for a division of taxes pursuant to Section 31-25-807(3) of the Act; and

WHEREAS, pursuant to Section 31-25-807(3)(a)(IV) of the Act and Ordinance No. 4494 duly adopted by the Council on January 4, 2012, such division of taxes (with the modifications required by Section 31-25-807(3)(a)(IV) of the Act) was extended for an additional twenty years beginning with the taxes levied in 2012 and collectible in 2013; and

WHEREAS, the Resolution established the Tax Increment Fund (defined below) for the deposit of the Tax Increments (defined below) resulting from such division of taxes; and

WHEREAS, the Tax Increments are defined as: (i) one hundred percent of the property taxes produced by the levy at the rate fixed each year by or for the City upon the valuation for assessment of taxable property within the boundaries of the Plan of Development Area which is in excess of the valuation for assessment of taxable property within the boundaries of the Plan of Development Area certified as the base amount by the Mesa County Assessor pursuant to Sections 31-25-807(3)(a)(IV) and 31-25-807(3)(f) of the Act and pledged herein for the repayment of and as security for the Bonds (defined herein); (ii) fifty percent, or such greater amount as may be set forth in an agreement negotiated between the City and the respective public bodies, of the property taxes produced by the levy at the rate fixed each year by or for each public body (excluding the City, which is covered by clause (i) of this definition) upon the valuation for assessment of taxable property within the boundaries of the Plan of Development Area which is in excess of the valuation for assessment of taxable property within the boundaries of the Plan of Development Area certified as the base amount by the County Assessor pursuant to Sections 31-25-807(3)(a)(IV) and 31-25-807(3)(f) of the Act and pledged herein for the repayment of and as security for the Bonds; and (iii) one hundred percent of the municipal sales taxes produced within each sales tax collection area within the Plan of Development Area which are in excess of the amount certified as the base amount for such collection area by the Finance Director of the City pursuant to Section 31-25-807(3) of the Act and pledged herein for the repayment of and as security for the Bonds. "Tax Increments" also include specific ownership taxes, if and to the extent received by the City in connection with the property tax increment described above; and

WHEREAS, pursuant to the Act, the City is permitted to issue securities made payable from the Tax Increments for the purposes of a project if the issuance of such bonds and the pledge of such revenues are first submitted for approval to the qualified electors of the Authority at a special election held for such purpose; and

WHEREAS, in addition, Article X, Section 20 of the Colorado Constitution requires voter approval in advance for the creation of any multiple-fiscal year direct or indirect debt or other financial obligation (except that refundings of existing debt at lower interest rates do not require an election); and

WHEREAS, at a special election held by the City within the boundaries of the Authority on April 3, 2007 (the "2007 Election"), a majority of the qualified electors of the

Authority voting thereon authorized the City to issue bonds or other indebtedness not to exceed \$18,000,000, with a repayment cost of \$20,000,000, for the purpose of financing certain capital improvements within the Plan of Development Area and authorized the pledge of the Tax Increment Fund for payment of principal, interest and any premiums due in connection with such bonds or other indebtedness, said pledge of funds not to exceed the maximum time permitted by law; and

WHEREAS, the ballot question submitted to the qualified electors of the Authority at the 2007 Election was as follows:

SHALL CITY OF GRAND JUNCTION DEBT BE INCREASED \$18,000,000 WITH A REPAYMENT COST OF \$20,000,000, WITHOUT RAISING ADDITIONAL TAXES, TO FINANCE STREETS, PARKS, PLAZAS, PARKING FACILITIES, PLAYGROUNDS, CAPITAL FACILITIES, PEDESTRIAN MALLS, RIGHTS-OF-WAY, STRUCTURES, WATERWAYS, BRIDGES, ACCESS ROUTES TO ANY OF THE FOREGOING, DESIGNED FOR USE BY THE PUBLIC GENERALLY OR USED BY ANY PUBLIC AGENCY WITH OR WITHOUT CHARGE; SUCH DEBT TO BE EVIDENCED BY BONDS, LOANS, ADVANCES OR INDEBTEDNESS PROVIDED THAT THE SPECIFIC TERMS OF THE DEBT, INCLUDING A PROVISION FOR EARLY REPAYMENT WITH OR WITHOUT A PREMIUM, AND THE PRICE AT WHICH IT WILL BE SOLD SHALL BE DETERMINED BY THE CITY AS NECESSARY AND PRUDENT; SHALL THE PLEDGE OF THE TAX INCREMENT FUND TO SUCH DEBT BE AUTHORIZED FOR A PERIOD NOT TO EXCEED THE MAXIMUM TIME PERMITTED BY LAW; AND IF THIS QUESTION IS APPROVED, THE AUTHORITY TO ISSUE DEBT PURSUANT TO BALLOT ISSUE 5T AT THE CITY'S NOVEMBER 2, 2004 ELECTION SHALL BE OF NO FURTHER EFFECT?

; and

WHEREAS, at a special election held by the City within the boundaries of the Authority on April 5, 2011 (the "2011 Election"), a majority of the qualified electors of the Authority voting thereon authorized the City to issue bonds or other indebtedness not to exceed \$65,000,000, with a repayment cost of \$72,000,000, for the purpose of financing certain capital improvements within the Plan of Development Area and authorized the pledge of the Tax Increment Fund for payment of principal, interest and any premiums due in connection with such

bonds or other indebtedness, said pledge of funds not to exceed the maximum time permitted by law; and

WHEREAS, the ballot question submitted to the qualified electors of the Authority at the 2011 Election was as follows:

SHALL CITY OF GRAND JUNCTION DEBT BE INCREASED NOT TO EXCEED \$65,000,000 WITH A REPAYMENT COST OF \$72,000,000, WITHOUT RAISING ADDITIONAL TAXES, TO FINANCE STREETS, PARKS, PLAZAS, PARKING FACILITIES, PLAYGROUNDS, CAPITAL FACILITIES, PEDESTRIAN MALLS, RIGHTS-OF-WAY, STRUCTURES, WATERWAYS, BRIDGES, ACCESS ROUTES TO ANY OF THE FOREGOING, DESIGNED FOR USE BY THE PUBLIC GENERALLY OR USED BY ANY PUBLIC AGENCY WITH OR WITHOUT CHARGE; SUCH DEBT TO BE EVIDENCED BY BONDS, LOANS, ADVANCES OR INDEBTEDNESS PROVIDED THAT THE SPECIFIC TERMS OF THE DEBT, INCLUDING A PROVISION FOR EARLY REPAYMENT WITH OR WITHOUT A PREMIUM, AND THE PRICE AT WHICH IT WILL BE SOLD SHALL BE DETERMINED BY THE CITY AS NECESSARY AND PRUDENT; SHALL THE PLEDGE OF THE TAX INCREMENT FUND TO SUCH DEBT BE AUTHORIZED FOR A PERIOD NOT TO EXCEED THE MAXIMUM TIME PERMITTED BY LAW?

; and

WHEREAS, the City has previously issued \$17,125,000 of the indebtedness authorized at the 2007 Election, which indebtedness was represented by: (i) its \$10,000,000 "City of Grand Junction, Colorado, Downtown Development Authority, Tax-Increment Revenue Bonds, Series 2009" (the "2009 Bonds"), all of which were repaid as of December 15, 2012; (ii) its \$4,070,000 "City of Grand Junction, Colorado, Downtown Development Authority, Tax-Exempt Tax Increment Revenue Bonds, Series 2012A" (the "2012A Bonds"), all of which will be repaid upon the issuance of the 2017A Bonds (defined herein); and (iii) its \$3,055,000 City of Grand Junction, Colorado, Downtown Development Authority, Taxable Tax Increment Revenue Bonds, Series 2012B," all of which will be repaid as of December 15, 2017; and

WHEREAS, the City has not previously issued any of the indebtedness authorized at the 2011 Election; and

WHEREAS, the City has determined to issue its "City of Grand Junction, Colorado, Downtown Development Authority, Tax Increment Revenue and Refunding Bonds, Series 2017 (the "2017 Bonds"), in the maximum aggregate principal amount of \$10,000,000 for the purpose of: (i) refunding the 2012A Bonds (the "Refunding Project"); (ii) financing (or reimbursing the costs of) certain additional improvements described in the Plan and the 2007 Election and/or the 2011 Election (the "Project"); (iii) funding a debt service reserve for the 2017 Bonds; and (iv) paying the costs of issuing the 2017 Bonds; and

WHEREAS, the 2017 Bonds are authorized to be issued pursuant to Section 31-28-809 of the Act, and the portion of the 2017 Bonds being used to accomplish the Refunding Project is permitted by Section 31-25-811 of the Act; and

WHEREAS, the portion of the 2017 Bonds allocable to the Refunding Project constitutes a refunding at a lower interest rate under Article X, Section 20 of the Colorado Constitution and does not require prior voter authorization for its issuance; and

WHEREAS, the portion of the 2017 Bonds allocable to the Project has been authorized by the 2007 Election and/or the 2011 Election; and

WHEREAS, the City has further determined to issue its "City of Grand Junction, Colorado, Downtown Development Authority, Tax Increment Revenue Bonds, Series 2018 (the "2018 Bonds," and together with the 2017 Bonds, the "Bonds") in the maximum aggregate principal amount of \$9,120,000 for the purpose of: (i) financing that portion of the Project not otherwise financed by the 2017 Bonds; (ii) funding debt service reserve for the 2018 Bonds; and (iii) paying the costs of issuing the 2018 Bonds; and

WHEREAS, the 2018 Bonds are authorized to be issued pursuant to Section 31-28-809 of the Act; and

WHEREAS, the 2018 Bonds have been authorized by the 2007 Election and/or the 2011 Election; and

WHEREAS, the 2017 Bonds shall be issued on or after December 15, 2017 and before December 31, 2017, with terms such that they meet the requirements of the ballot questions submitted at the 2007 Election and/or the 2011 Election; and

WHEREAS, the 2018 Bonds shall be issued on or after January 1, 2018, with terms such that they meet the requirements of the ballot questions submitted at the 2007 Election and/or the 2011 Election; and

WHEREAS, the Council has determined that in order to finance the Refunding Project, finance a portion of the Project, fund a debt service reserve fund for the 2017 Bonds, and pay the costs of issuing the 2017 Bonds it is necessary, advisable, and in the best interests of the City to issue the 2017 Bonds pursuant to this Bond Ordinance and the further terms and conditions of a Loan Agreement (the "2017 Loan Agreement") with ANB Bank (the "Lender"), pursuant to which 2017 Loan Agreement the Lender will purchase the 2017 Bonds and will loan to the City the proceeds thereof in an amount not to exceed \$10,000,000 (the "2017 Loan") for the purposes hereinabove stated; and

WHEREAS, the City's repayment obligations under the 2017 Loan Agreement shall be evidenced by the 2017 Bonds; and

WHEREAS, the Council has further determined that in order to finance the balance of the Project, fund a debt service reserve fund for the 2018 Bonds, and pay the costs of issuing the 2018 Bonds it is necessary, advisable, and in the best interests of the City to issue the 2018 Bonds pursuant to this Bond Ordinance and the further terms and conditions of a Loan Agreement (the "2018 Loan Agreement," and together with the 2017 Loan Agreement, the "Loan Agreements") with ANB Bank (the "Lender"), pursuant to which 2018 Loan Agreement the Lender will purchase the 2018 Bonds and will loan to the City the proceeds thereof in an amount not to exceed \$9,120,000 (the "2018 Loan," and together with the 2017 Loan, the "Loans") for the purposes hereinabove stated; and

WHEREAS, the City's repayment obligations under the 2018 Loan Agreement shall be evidenced by the 2018 Bonds; and

WHEREAS, the Tax Increments (less 20% of the Tax Increments originating from municipal sales tax revenues for a portion of the Plan of Development Area and 30% of such increments from another portion of the Plan of Development Area as provided in Grand Junction City Resolution No. 28-83), all funds deposited in the special fund created by the Resolution into which the Tax Increments are to be deposited by the City (the "Tax Increment Fund") and any bond account established by the City for the Bonds pursuant to the Loan Agreements (the "Bond

Account”), and investment income from such Bond Account and the Tax Increment Fund, subject to Federal tax laws regarding arbitrage rebate, shall be pledged to the repayment of the Bonds (collectively, the “Pledged Revenues”); and

WHEREAS, forms of the Loan Agreements have been filed with the City Clerk; and

WHEREAS, the Council desires to approve the forms of the Loan Agreements and authorize the execution thereof and further authorize the execution and delivery of the Bonds.

BE IT ORDAINED BY THE CITY COUNCIL OF THE CITY OF GRAND JUNCTION, COLORADO:

Section 1. Approvals, Authorizations, and Amendments. The forms of the Loan Agreements (and the forms of the Bonds contained therein) filed with the City Clerk are incorporated herein by reference and are hereby approved. The City shall enter into and perform its obligations under the Loan Agreements in the forms of such documents, with such changes as are not inconsistent herewith and as are hereafter approved by the Mayor Pro Tem. The Mayor Pro Tem and City Clerk are hereby authorized and directed to execute the Bonds and the Loan Agreements and to affix the seal of the City thereto, and further to execute and authenticate such other documents or certificates as are deemed necessary or desirable in connection therewith. The Bonds and the Loan Agreements shall be executed in substantially the forms approved at this meeting and, in any event, shall not contain terms inconsistent with the terms of this Bond Ordinance.

The execution by the Mayor Pro Tem, the City Clerk, or other appropriate officers of the City of any instrument or certificate or other document in connection with the matters referred to herein shall be conclusive evidence of the approval by the City of such instrument or certificate or other document.

Section 2. Election to Apply Supplemental Act. Section 11-57-204 of the Supplemental Public Securities Act, constituting Title 11, Article 57, Part 2, of the Colorado Revised Statutes, as amended (the “Supplemental Act”), provides that a public entity, including the City, may elect in an act of issuance to apply all or any of the provisions of the Supplemental Act. The Council hereby elects to apply all of the provisions of the Supplemental Act to the Bonds and the Loan Agreements.

Section 3. Delegation and Parameters.

(a) Pursuant to Section 11-57-205 of the Supplemental Act, the Council hereby delegates to the President, the Financial Operations Manager, or any member of the Council the authority to make the following determinations relating to and contained in the Bonds and the Loan Agreements, subject to the restrictions contained in paragraph (b) of this Section 3:

(i) the interest rate on the 2017 Bonds and the 2017 Loan and the interest rate on the 2018 Bonds and the 2018 Loan;

(ii) the principal amount of the 2017 Bonds and the 2017 Loan and the principal amount of the 2018 Bonds and the 2018 Loan;

(iii) the amount of principal of the 2017 Bonds and the 2017 Loan maturing in any given year and the final maturity of the 2017 Bonds and the 2017 Loan, and the amount of principal of the 2018 Bonds and the 2018 Loan maturing in any given year and the final maturity of the 2018 Bonds and the 2018 Loan;

(iv) the conditions on which and the prices at which the 2017 Bonds and the 2017 Loan may be paid prior to maturity, and the conditions on which and the prices at which the 2018 Bonds and the 2018 Loan may be paid prior to maturity;

(v) the dates on which the principal of and interest on the 2017 Bonds and the 2017 Loan are paid, and the dates on which the principal of and interest on the 2018 Bonds and the 2018 Loan are paid; and

(vi) the existence and amount of reserve funds or capitalized interest for the 2017 Bonds and the 2017 Loan, if any, and the existence and amount of reserve funds or capitalized interest for the 2018 Bonds and the 2018 Loan, if any.

(b) The delegation in paragraph (a) of this Section 3 shall be subject to the following parameters and restrictions: (i) the interest rate on the 2017 Bonds and the 2017 Loan shall not exceed 3.36%; (ii) the interest rate on the 2018 Bonds and the 2018 Loan shall not exceed 3.36%; (iii) the principal amount of the 2017 Bonds and the 2017 Loan shall not exceed \$10,000,000; (iv) the principal amount of the 2018 Bonds and the 2018 Loan shall not exceed \$9,120,000; (v) the Bonds shall be subject to redemption prior to maturity on any date at a redemption price of not more than 101% of the principal amount thereof; (vi) the respective reserve funds for the 2017 Bonds and the 2018 Bonds may not exceed the maximum amount permitted for

each series of Bonds under the Internal Revenue Code of 1986, as amended; and (vii) the final maturity of the Bonds and the Loans shall not be later than December 31, 2032.

Section 4. Conclusive Recital. Pursuant to Section 11-57-210 of the Supplemental Act, the Bonds and the Loan Agreements shall contain a recital that they are issued pursuant to the Supplemental Act. Such recital shall be conclusive evidence of the validity and the regularity of the issuance of the Bonds and the Loan Agreements after their delivery for value.

Section 5. Pledge of Revenues. The Bonds constitute a pledge of, and an irrevocable first lien (but not an exclusive first lien), on all of the Pledged Revenues. The Bonds are equitably and ratably secured by a pledge of and lien on the Pledged Revenues. All of the Bonds, together with the interest accruing thereon shall be payable and collectible solely out of the Pledged Revenues, which are hereby irrevocably so pledged; neither the Lender nor any other registered owner of the Bonds may not look to any general or other fund of the City or the Authority for the payment of the principal of and interest on the Bonds, except the designated special funds and accounts pledged therefor. The Bonds shall not constitute an indebtedness nor a debt within the meaning of the Charter or any State constitutional or statutory provision or limitation; nor shall they be considered or held to be general obligations of the City or the Authority.

Pursuant to Section 11-507-208(1) of the Supplemental Act, a public entity may pledge all or any portion of its revenues to the payment of its securities unless the use of such revenues is restricted by other laws of the state. Pursuant to such authority, together with the authority granted by the 2007 Election, the 2011 Election, and Section 31-25-807(3)(a)(IV)(B) of the Act, the City hereby irrevocably pledges to the repayment of the Bonds one hundred percent of the property taxes produced by the levy at the rate fixed each year by or for the City upon the valuation for assessment of taxable property within the boundaries of the Plan of Development Area which is in excess of the valuation for assessment of taxable property within the boundaries of the Plan of Development Area certified as the base amount by the County Assessor pursuant to Sections 31-25-807(3)(a)(IV) and 31-25-807(3)(f) of the Act. Such amounts shall constitute Pledged Revenues for all purposes of this Ordinance.

The creation, perfection, enforcement, and priority of the Pledged Revenues to secure or pay the Bonds as provided herein shall be governed by Section 11-57-208 of the Supplemental Act and this Bond Ordinance. The Pledged Revenues, as received by or otherwise

credited to the City or the Authority, shall immediately be subject to the lien of such pledge without any physical delivery, filing, or further act.

Section 6. Appropriations to Replenish Reserve Funds. Within 45 days of receiving notice from the Lender that the reserve fund for the 2017 Bonds and/or the reserve fund for the 2018 Bonds has been utilized, in whole or in part, the Financial Operations Manager shall prepare and submit a request for an appropriation of a sufficient amount of funds to replenish such reserve funds to the applicable reserve requirement (as more particularly described in the Loan Agreements). It is the present intention and expectation of the Council to appropriate such funds as requested, within the limits of available funds and revenues, but this declaration of intent shall not be binding upon the Council or any future Council in any future fiscal year of the City. The City Council may determine in its sole discretion, but shall never be required, to make the appropriations requested. All sums appropriated by the Council for such purpose shall be deposited in the reserve funds established by the Loan Agreements. Nothing provided in this Section 6 shall create or constitute a debt, liability or multiple fiscal year financial obligation of the City.

Section 7. Limitation of Actions. Pursuant to Section 11-57-212 of the Supplemental Act, no legal or equitable action brought with respect to any legislative acts or proceedings in connection with the Bonds or the Loan Agreements shall be commenced more than thirty days after the date of adoption of this Ordinance.

Section 8. No Recourse against Officers and Agents. Pursuant to Section 11-57-209 of the Supplemental Act, if a member of the Council, or any officer or agent of the City acts in good faith, no civil recourse shall be available against such member, officer, or agent for payment of the principal of or interest on the Bonds. Such recourse shall not be available either directly or indirectly through the Council or the City, or otherwise, whether by virtue of any constitution, statute, rule of law, enforcement of penalty, or otherwise. By the acceptance of the Bonds and as a part of the consideration of its sale or purchase, the Lender and any other registered owner of the Bonds specifically waives any such recourse.

Section 9. Disposition and Investment of Loan Proceeds. The proceeds of the 2017 Loan shall only be applied for the purposes described in the recitals hereto, and the proceeds of the 2018 Loan shall only be applied for the purposes described in the recitals hereto. Neither

the Lender nor any subsequent owner(s) of the Bonds shall be responsible for the application or disposal by the City or any of its officers of the funds derived from the Loans.

Section 10. Direction to Take Authorizing Action. The appropriate officers of the City and members of the Council are hereby authorized and directed to take all other actions necessary or appropriate to effectuate the provisions of this Ordinance, including but not limited to the execution and delivery of such certificates and affidavits as may reasonably be required by the Lender.

Section 11. Ratification and Approval of Prior Actions. All actions heretofore taken by the officers of the City and members of the Council, not inconsistent with the provisions of this Ordinance, relating to the Bonds, the Loan Agreements, Documents, or actions to be taken in respect thereof, are hereby authorized, ratified, approved, and confirmed.

Section 12. Repealer. All acts, orders, ordinances, or resolutions, or parts thereof, in conflict herewith are hereby repealed to the extent of such conflict.

Section 13. Severability. Should any one or more sections or provisions of this Ordinance be judicially determined invalid or unenforceable, such determination shall not affect, impair, or invalidate the remaining provisions hereof, the intention being that the various provisions hereof are severable.

Section 14. Ordinance Irrepealable. After the Bonds are issued, this Ordinance shall constitute an irrevocable contract between the City and the owners from time to time of the Bonds, and shall be and remain irrepealable until the Bonds and the interest thereon shall have been fully paid, satisfied, and discharged. No provisions of any constitution, statute, charter, ordinance, resolution, or other measure enacted after the issuance of the Bonds shall in any way be construed as impairing the obligations of the City to keep and perform its covenants contained in this Ordinance.

Section 15. Effective Date. This Ordinance shall be in full force and effect 30 days after publication following final passage.


[The remainder of this page intentionally left blank.]

INTRODUCED, PASSED ON FIRST READING, APPROVED AND ORDERED
PUBLISHED IN PAMPHLET FORM this 18th day of October, 2017.

[SEAL]



CITY OF GRAND JUNCTION, COLORADO


Mayor Pro Tem of the City Council

Attest:



City Clerk

INTRODUCED, PASSED ON SECOND READING, APPROVED AND
ORDERED PUBLISHED IN PAMPHLET FORM this 1st day of November, 2017.

[SEAL]



CITY OF GRAND JUNCTION, COLORADO


Mayor Pro Tem of the City Council

Attest:


City Clerk

STATE OF COLORADO)
)
 COUNTY OF MESA) SS.
)
 CITY OF GRAND JUNCTION)

I, Wanda Winkelman, the City Clerk of the City of Grand Junction, Colorado (the “City”) and Clerk to the City Council of the City (the “Council”), do hereby certify as follows:

(1) The foregoing pages are a true, correct and complete copy of an ordinance (the “Ordinance”) that was introduced, passed on first reading and ordered published in full by the Council at a regular meeting thereof held on October 18, 2017 and was duly adopted and ordered published in full by the Council at a regular meeting thereof held on November 1, 2017, which Ordinance has not been revoked, rescinded or repealed and is in full force and effect on the date hereof.

(2) The Ordinance was duly moved and seconded and the Ordinance was passed on first reading at the meeting of October 18, 2017, by an affirmative vote of a majority of the members of the Council as follows:

<u>Councilmember</u>	<u>Voting “Aye”</u>	<u>Voting “Nay”</u>	<u>Absent</u>	<u>Abstaining</u>
Rick Taggart	X			
Bennett Boeschstein	X			
Phyllis Norris	X			
Barbara Traylor Smith	X			
Duke Wortmann			X	
Duncan McArthur	X			
Chris Kennedy	X			

(3) The Ordinance was duly moved and seconded and the Ordinance was finally passed on second reading at the meeting of November 1, 2017, by an affirmative vote of a majority of the members of the Council as follows:

<u>Councilmember</u>	<u>Voting "Aye"</u>	<u>Voting "Nay"</u>	<u>Absent</u>	<u>Abstaining</u>
Rick Taggart			X	
Bennett Boeschstein	X			
Phyllis Norris	X			
Barbara Traylor Smith			X	
Duke Wortmann	X			
Duncan McArthur			X	
Chris Kennedy	X			

(4) The members of the Council were present at such meetings and voted on the passage of the Ordinance as set forth above.

(5) The Ordinance was approved and authenticated by the signature of the Mayor Pro Tem, sealed with the City seal, attested by the City Clerk, and recorded in the minutes of the Council.

(6) There are no bylaws, rules, or regulations of the Council that might prohibit the adoption of the Ordinance.

(7) Notices of the meetings of October 18, 2017 and November 1, 2017 in the forms attached hereto as Schedule I were posted at City Hall in accordance with law.

(8) The Ordinance was published in pamphlet form in The Daily Sentinel, a daily newspaper of general circulation in the City, on October 20, 2017 and November 3, 2017, as required by the City Charter. True and correct copies of the affidavits of publication are attached hereto as Schedule II.

WITNESS my hand and the seal of the City affixed this 13 day of November, 2017.

[SEAL]



W Winkelmann

 City Clerk and Clerk to the Council

SCHEDULE I

(Attach Notices of Meetings of October 18, 2017 and November 1, 2017)

To access the Agenda and Backup Materials electronically, go to www.gjcity.org



CITY COUNCIL AGENDA
WEDNESDAY, OCTOBER 18, 2017
250 NORTH 5TH STREET
5:15 PM – PRE-MEETING – ADMINISTRATION CONFERENCE ROOM
6:00 PM – REGULAR MEETING – CITY HALL AUDITORIUM

To become the most livable community west of the Rockies by 2025

Call to Order, Pledge of Allegiance, Invocation

First Councilor Dale Rooks, The Church of Jesus Christ of Latter-day Saints, Fruita
2nd Ward

(The invocation is offered for the use and benefit of the City Council. The invocation is intended to solemnize the occasion of the meeting, express confidence in the future, and encourage recognition of what is worthy of appreciation in our society. During the invocation you may choose to sit, stand, or leave the room.)

Proclamations

Proclaiming October 2017 as "National Homeless Awareness Month" in the City of
Grand Junction

Appointments

Appointment to the Grand Junction Housing Authority

Appointments to the Planning Commission

Appointments to the Parks & Recreation Advisory Board

Appointment to the Downtown Development Authority/Downtown Grand Junction
Business Improvement District Boards

Citizen Comments

Council Reports

REVISED

Consent Agenda

1. Approval of Minutes

- a. Summary of the October 2, 2017 Workshop
- b. Minutes of the October 4, 2017 Special Session
- c. Minutes of the October 4, 2017 Regular Meeting

2. Set Public Hearing

- a. Quasi-judicial
 - i. Introduction of a Proposed Ordinance Approving an Outline Development Plan (ODP) and a Rezone to Planned Development (PD) with an R-2 (Residential - 2 du/ac) Default Zone District for Weeminuche Subdivision Located between 26 & 26 1/2 Roads, South of H 3/4 Road, and Setting a Hearing for November 1, 2017
 - ii. Introduction of a Proposed Ordinance Zoning the Holder Annexation, Located at 3040 E Road, and Setting a Hearing for November 1, 2017
 - iii. Introduction of a Proposed Ordinance Approving the Downtown Development Authority Tax Increment Debt Financing and Setting a Public Hearing for November 1, 2017

3. Contracts

- a. 2017 Community Development Block Grant Subrecipient Agreement between St. Mary's Hospital Foundation Gray Gourmet Program, Karis, Inc., HomewardBound of the Grand Valley, Marillac Clinic, Grand Valley Catholic Outreach, and Housing Resources of Western Colorado and the City of Grand Junction

4. Resolution

- a. New Outdoor Dining Lease for The Goat and Clover Tavern, LLC Located at 336 Main Street, Suite 104

Regular Agenda

If any item is removed from the Consent Agenda, it will be heard here

- 5. Other Action Items**
 - a. Discussion and Possible Direction Regarding North Avenue/University Boulevard and CMU 20000
- 6. Public Hearing**
 - a. Quasi-judicial
 - i. Ordinance Vacating Right-of-Way and Easements Located in the Jarvis Subdivision Plat
- 7. Non-Scheduled Citizens & Visitors**
- 8. Other Business**
- 9. Adjournment**

To access the Agenda and Backup Materials electronically, go to www.gjcity.org



CITY COUNCIL AGENDA
WEDNESDAY, NOVEMBER 1, 2017
250 NORTH 5TH STREET
5:15 PM – PRE-MEETING – ADMINISTRATION CONFERENCE ROOM
6:00 PM – REGULAR MEETING – CITY HALL AUDITORIUM

To become the most livable community west of the Rockies by 2025

Call to Order, Pledge of Allegiance, Moment of Silence

Proclamation

Proclaiming November 11, 2017 as "A Salute to All Veterans 2017" in the City of Grand Junction

Certificate of Appointments

Certificate of Appointment to the Downtown Development Authority/Downtown Grand Junction Business Improvement District Boards

Certificate of Appointment to the Parks and Recreation Advisory Board

Certificates of Appointment to the Planning Commission

Citizen Comments

Council Reports

Consent Agenda

1. **Approval of Minutes**
 - a. Minutes of the October 13, 2017 Special Session
 - b. Summary of the October 16, 2017 Workshop
 - c. Minutes of the October 18, 2017 Regular Meeting
2. **Set Public Hearing**

a. Legislative

- i. An Ordinance Appropriating Certain Sums of Money to Defray the Necessary Expenses and Liabilities of the City of Grand Junction, Colorado and the Downtown Development Authority for the Year Beginning January 1, 2018 and Ending December 31, 2018 and Setting a Public Hearing for November 15, 2017 and December 6, 2017

b. Quasi-Judicial

- i. Ordinance Expanding the Boundaries of and Including Property Located at 118 S 7th Street into the Downtown Grand Junction Business Improvement District and Setting a Hearing for November 15, 2017

3. Continue Public Hearing

a. Quasi-Judicial

- i. Request for Continuance of Public Hearing to December 6, 2017 for an Ordinance Approving an Outline Development Plan (ODP) and a Rezone to Planned Development (PD) with an R-2 (Residential - 2 du/ac) default zone district for Weeminuche Subdivision located between 26 & 26 1/2 Roads, south of H 3/4 Road

4. Resolutions

- a. Resolution Supporting the Re-Authorization of Lottery Proceeds by the General Assembly in 2018 According to Constitutional, Voter Approved Formula: 50% Great Outdoors Colorado, 40% Conservation Trust Fund and 10% Colorado Parks and Wildlife
- b. Resolution Authorizing the City Manager to Submit a Grant Request to Great Outdoors Colorado for the Local Park and Outdoor Recreation grant program for completion of the Las Colonias Park Boat Launch
- c. Resolution Authorizing the City Manager to Submit a Grant Request to Colorado State Recreational Trails Grant for Matching Funds for the Lunch Loop Trail Project
- d. Resolution Authorizing a Telecommunication Facility at Columbine Park

5. Other Action Items

- a. Prohibition of Parking Along Main Street During Parade of Lights

Regular Agenda

If any item is removed from the Consent Agenda, it will be heard here

6. Resolutions

- a. A Resolution Rescinding Resolution No. 47-17 Renaming North Avenue to University Boulevard Between I-70 (on the east) to 1st Street (on the west)
- b. Resolution Regarding CMU 20000 Initiatives

7. Public Hearing

- a. Quasi-judicial
 - i. Resolution Accepting the Petition for Annexation and Ordinances Annexing and Zoning the Holder Annexation Located at 3040 E Road

8. Public Hearing: Downtown Development Authority Tax Increment Debt Financing

- a. Resolution and Ordinance Approving the Downtown Development Authority Tax Increment Debt Financing

9. Other Action Items

- a. Downtown Holiday Parking Request

10. Non-Scheduled Citizens & Visitors

11. Other Business

12. Adjournment

SCHEDULE II (Attach Notice of Meeting)

State PROOF OF PUBLICATION

STATE OF COLORADO

County of (Mesa)

Terry Flanagan

Being duly sworn, says that I am Legal Secretary of The Daily Sentinel, a daily newspaper, published and duly printed in The County of Mesa, State of Colorado; that said newspaper has a general circulation in said County and has been continuously and uninterruptedly published therein, during a period of at least fifty-two consecutive weeks next prior to the first publication of the annexed notice; that said newspaper is a newspaper within the meaning of the act of the general Assembly of the State of Colorado, entitled "An Act to regulate the printing of legal notices and advertisements," and amendments thereto; that the notice of which the annexed is a printed copy taken from said newspaper, was published in said newspaper, and in the regular and entire issue of every number thereof once a week for 1 successive week; that said notice was so published in said newspaper proper and not in any supplement thereof, and that first publication of said notice as aforesaid, was on the 20th day of October, 2017, and the last, on the 20th day of October, 2017. Copies of each number of said paper in which said notice and/or list was published were delivered by carriers or transmitted by mail to each of the subscribers of said newspaper, The Daily Sentinel, according to the accustomed mode of business in this office.

NOTICE OF PUBLIC HEARING NOTICE IS HEREBY GIVEN THAT: The City Council of the City of Grand Junction, Colorado, at its regular convened meeting on October 16, 2017 passed on first reading the following entitled proposed ordinance:

AN ORDINANCE AUTHORIZING THE ISSUANCE OF THE CITY OF GRAND JUNCTION, COLORADO, DOWN-TOWN DEVELOPMENT AUTHORITY TAX INCREMENT REVENUE AND REPAYING BONDS, SERIES 2017, AND TAX INCREMENT REVENUE BONDS, SERIES 2018; PLEDGING THE TAX INCREMENT REVENUES OF THE CITY FOR THE PAYMENT OF SUCH BONDS; APPROVING THE FORM OF A LOAN AGREEMENT RELATING TO EACH SERIES OF BONDS; AND RELATED MATTERS and authorized the publication in pamphlet form.

NOTICE IS FURTHER GIVEN THAT the public hearing will be held November 1, 2017 at 5:30 p.m. in the City Auditorium, 250 North 5th Street, at which time public comments will be taken and considered before the final adoption of the proposed ordinance.

Copies of the proposed ordinance are available for public inspection in the City Clerk's Office, 250 North 5th Street, City Hall, at any time Monday through Friday between the hours of 7:30 a.m. and 5:00 p.m. or on the web at www.gjcity.org.

BY THE ORDER OF THE CITY COUNCIL
/s/ Wanda Winkelmann
City Clerk
Published: October 20, 2017.

Subscribed and sworn to before me, this 20th day of October, 2017

Karen McLeish

KAREN McLEISH
NOTARY PUBLIC
STATE OF COLORADO
NOTARY ID #20134002084
My Commission Expires January 17, 2021

State PROOF OF PUBLICATION

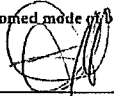
STATE OF COLORADO

County of (Mesa)

Terry Flanagan

NOTICE OF ADOPTION OF ORDINANCE NO. 4772 AN ORDINANCE OF THE CITY OF GRAND JUNCTION TO BE PUBLISHED IN PAMPHLET FORM NOTICE IS HEREBY GIVEN: That on the 1st day of November, 2017, at 8:00 p.m. in the City Hall Auditorium, 250 W. 5th Street, Grand Junction, Colorado, the City Council of the City of Grand Junction held a public hearing, after proper notice, to consider the final passage of an Ordinance, the title of which is: AN ORDINANCE AUTHORIZING THE ISSUANCE OF THE CITY OF GRAND JUNCTION, COLORADO, DOWN-TOWN DEVELOPMENT AUTHORITY TAX INCREMENT REVENUE AND REFUNDING BONDS, SERIES 2017, AND TAX INCREMENT REVENUE BONDS, SERIES 2018; PLEDGING THE TAX INCREMENT REVENUES OF THE CITY FOR THE PAYMENT OF SUCH BONDS; APPROVING THE FORM OF A LOAN AGREEMENT RELATING TO EACH SERIES OF BONDS; AND RELATED MATTERS. Copies of the adopted Ordinance are available for public inspection in the office of the City Clerk, 250 W. 5th Street, Grand Junction, CO between 7:30 a.m. and 5:00 p.m., Monday through Friday or on the web at www.gjcity.org.
 /s/ Wanda Winkelmann
 City Clerk
 Published, November 3, 2017.

Being duly sworn, says that I am Legal Secretary of The Daily Sentinel, a daily newspaper, published and duly printed in The County of Mesa, State of Colorado; that said newspaper has a general circulation in said County and has been continuously and uninterruptedly published therein, during a period of at least fifty-two consecutive weeks next prior to the first publication of the annexed notice; that said newspaper is a newspaper within the meaning of the act of the general Assembly of the State of Colorado, entitled "An Act to regulate the printing of legal notices and advertisements," and amendments thereto; that the notice of which the annexed is a printed copy taken from said newspaper, was published in said newspaper, and in the regular and entire issue of every number thereof once a week for 1 successive week; that said notice was so published in said newspaper proper and not in any supplement thereof, and that first publication of said notice as aforesaid, was on the 3rd day of November, 2017, and the last, on the 3rd day of November, 2017. Copies of each number of said paper in which said notice and/or list was published were delivered by carriers or transmitted by mail to each of the subscribers of said newspaper, The Daily Sentinel, according to the accustomed mode of business in this office.



Subscribed and sworn to before me, this 3rd day of November, 2017

Linda Wilson

LINDA WILSON
 NOTARY PUBLIC
 STATE OF COLORADO
 NOTARY ID #20154028882
 My Commission Expires July 22, 2019

I HEREBY CERTIFY THAT the foregoing Ordinance, being Ordinance No. 4772 was introduced by the City Council of the City of Grand Junction, Colorado at a regular meeting of said body held on the 18th day of October, 2017 and that the same was published in The Daily Sentinel, a newspaper published and in general circulation in said City, in pamphlet form, at least ten days before its final passage.

I FURTHER CERTIFY THAT a Public Hearing was held on the 1st day of November, 2017, at which Ordinance No. 4772 was read, considered, adopted and ordered published in pamphlet form by the Grand Junction City Council.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the official seal of said City this 15th day of November, 2017.



City Clerk

Published: October 20, 2017
Published: November 03, 2017
Effective: December 03, 2017



EXHIBIT C

(Attach Form of 2017 Loan Agreement)

[See transcript item #4.]

EXHIBIT D

(Attach Form of 2018 Loan Agreement)

[See transcript item #4.)

STATE OF COLORADO)
)
 COUNTY OF MESA) SS.
)
 GRAND JUNCTION DOWNTOWN)
 DEVELOPMENT AUTHORITY)

I, Brandon Stam, the duly chosen, qualified and acting Director to the Grand Junction Downtown Development Authority (the "Authority"), Mesa County, Colorado, do hereby certify that:

1. The foregoing pages are a true, perfect and complete copy of a resolution (the "Resolution") passed and adopted by the Board of Directors (the "Board") of the Authority at a regular meeting of the Board held at the regular meeting place of the Board on October 26, 2017.

2. The Resolution was duly moved and seconded, and the Resolution was finally adopted at the meeting of October 26, 2017, by an affirmative vote of a majority of the members of the Board as follows:

Boardmember	Voting "Aye"	Voting "Nay"	Absent	Abstaining
Duncan Rowley	x			
Jason Farrington	x			
Tom Lacroix		x		
Jodi Niernberg	x			
Phyllis Norris	x			
Doug Simons	x			
Dan Meyer		x		
Vance Wagner				x
Aaron Young	x			

3. The members of the Board were present at such meeting and voted on the passage of such Resolution as set forth above.

4. The Resolution was approved and authenticated by the signature of the Chair of the Board, sealed with the Authority seal, attested by the Secretary and recorded in the minutes of the Board.

5. There are no bylaws, rules or regulations of the Board which might prohibit the adoption of said Resolution.

6. Notice of the meeting of October 26, 2017 in the form attached hereto as Exhibit I was posted not less than 24 hours prior to the meeting in accordance with law.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the seal of
the Authority this October 26, 2017.

(SEAL)

Brandon Stan

Director to the Board of Directors of the Grand
Junction Downtown Development Authority

EXHIBIT I



**Grand Junction Downtown Development Authority
Board of Directors Regular Meeting
Tuesday, October 17, 2017
7:30 a.m. to 8:15 a.m.
750 Main Street, Grand Junction, CO**

AGENDA

7:30 a.m. Call to Order

7:32 a.m. Approval of Minutes

- **Meeting of September 28,
2017**

7:33 a.m. Facade Grant-Charlie Dwellingtons

**7:38 a.m. Resolution for Consideration to Approve Financing for
Las Colonias Business Park and Two Rivers**

7:55 a.m. Vacant Board Seat Recommendation

8:00 a.m. Updates

- **AOTC Recap**
- **Blueprint 2.0: Creativity Lab**

8:07 a.m. Other Business

8:10 a.m. Public Comments

8:15 a.m. Adjourn

2

ORDINANCE NO. 4772

AN ORDINANCE AUTHORIZING THE ISSUANCE OF THE CITY OF GRAND JUNCTION, COLORADO, DOWNTOWN DEVELOPMENT AUTHORITY TAX INCREMENT REVENUE AND REFUNDING BONDS, SERIES 2017, AND TAX INCREMENT REVENUE BONDS, SERIES 2018; PLEDGING THE TAX INCREMENT REVENUES OF THE CITY FOR THE PAYMENT OF SUCH BONDS; APPROVING THE FORM OF A LOAN AGREEMENT RELATING TO EACH SERIES OF BONDS; AND RELATED MATTERS

WHEREAS, the City of Grand Junction, Colorado (the "City") is a home rule city duly existing under the Constitution and laws of the State of Colorado and its City Charter; and

WHEREAS, the Grand Junction, Colorado, Downtown Development Authority (the "Authority") was organized by the City pursuant to Title 31, Article 25, Part 8, of the Colorado Revised Statutes, as amended (the "Act"), as a "downtown development authority" for the purposes of the Act, including the improvement of that certain area (the "Plan of Development Area") subject to the Downtown Development Authority Plan of Development (the "Plan") approved by a resolution of the City Council of the City (the "Council") adopted on December 16, 1981 (the "Resolution"); and

WHEREAS, the Authority proposed and submitted the Plan to the Council and the Plan was approved by the Council in the Resolution; and

WHEREAS, the Plan has been modified from time to time by amendments to the Resolution for the purpose of including additional property within the Plan of Development Area and other relevant changes; and

WHEREAS, the Plan provides for a division of taxes pursuant to Section 31-25-807(3) of the Act; and

WHEREAS, pursuant to Section 31-25-807(3)(a)(IV) of the Act and Ordinance No. 4494 duly adopted by the Council on January 4, 2012, such division of taxes (with the modifications required by Section 31-25-807(3)(a)(IV) of the Act) was extended for an additional twenty years beginning with the taxes levied in 2012 and collectible in 2013; and

WHEREAS, the Resolution established the Tax Increment Fund (defined below) for the deposit of the Tax Increments (defined below) resulting from such division of taxes; and

WHEREAS, the Tax Increments are defined as: (i) one hundred percent of the property taxes produced by the levy at the rate fixed each year by or for the City upon the valuation for assessment of taxable property within the boundaries of the Plan of Development Area which is in excess of the valuation for assessment of taxable property within the boundaries of the Plan of Development Area certified as the base amount by the Mesa County Assessor pursuant to Sections 31-25-807(3)(a)(IV) and 31-25-807(3)(f) of the Act and pledged herein for the repayment of and as security for the Bonds (defined herein); (ii) fifty percent, or such greater amount as may be set forth in an agreement negotiated between the City and the respective public bodies, of the property taxes produced by the levy at the rate fixed each year by or for each public body (excluding the City, which is covered by clause (i) of this definition) upon the valuation for assessment of taxable property within the boundaries of the Plan of Development Area which is in excess of the valuation for assessment of taxable property within the boundaries of the Plan of Development Area certified as the base amount by the County Assessor pursuant to Sections 31-25-807(3)(a)(IV) and 31-25-807(3)(f) of the Act and pledged herein for the repayment of and as security for the Bonds; and (iii) one hundred percent of the municipal sales taxes produced within each sales tax collection area within the Plan of Development Area which are in excess of the amount certified as the base amount for such collection area by the Finance Director of the City pursuant to Section 31-25-807(3) of the Act and pledged herein for the repayment of and as security for the Bonds. "Tax Increments" also include specific ownership taxes, if and to the extent received by the City in connection with the property tax increment described above; and

WHEREAS, pursuant to the Act, the City is permitted to issue securities made payable from the Tax Increments for the purposes of a project if the issuance of such bonds and the pledge of such revenues are first submitted for approval to the qualified electors of the Authority at a special election held for such purpose; and

WHEREAS, in addition, Article X, Section 20 of the Colorado Constitution requires voter approval in advance for the creation of any multiple-fiscal year direct or indirect debt or other financial obligation (except that refundings of existing debt at lower interest rates do not require an election); and

WHEREAS, at a special election held by the City within the boundaries of the Authority on April 3, 2007 (the "2007 Election"), a majority of the qualified electors of the

Authority voting thereon authorized the City to issue bonds or other indebtedness not to exceed \$18,000,000, with a repayment cost of \$20,000,000, for the purpose of financing certain capital improvements within the Plan of Development Area and authorized the pledge of the Tax Increment Fund for payment of principal, interest and any premiums due in connection with such bonds or other indebtedness, said pledge of funds not to exceed the maximum time permitted by law; and

WHEREAS, the ballot question submitted to the qualified electors of the Authority at the 2007 Election was as follows:

SHALL CITY OF GRAND JUNCTION DEBT BE INCREASED \$18,000,000 WITH A REPAYMENT COST OF \$20,000,000, WITHOUT RAISING ADDITIONAL TAXES, TO FINANCE STREETS, PARKS, PLAZAS, PARKING FACILITIES, PLAYGROUNDS, CAPITAL FACILITIES, PEDESTRIAN MALLS, RIGHTS-OF-WAY, STRUCTURES, WATERWAYS, BRIDGES, ACCESS ROUTES TO ANY OF THE FOREGOING, DESIGNED FOR USE BY THE PUBLIC GENERALLY OR USED BY ANY PUBLIC AGENCY WITH OR WITHOUT CHARGE; SUCH DEBT TO BE EVIDENCED BY BONDS, LOANS, ADVANCES OR INDEBTEDNESS PROVIDED THAT THE SPECIFIC TERMS OF THE DEBT, INCLUDING A PROVISION FOR EARLY REPAYMENT WITH OR WITHOUT A PREMIUM, AND THE PRICE AT WHICH IT WILL BE SOLD SHALL BE DETERMINED BY THE CITY AS NECESSARY AND PRUDENT; SHALL THE PLEDGE OF THE TAX INCREMENT FUND TO SUCH DEBT BE AUTHORIZED FOR A PERIOD NOT TO EXCEED THE MAXIMUM TIME PERMITTED BY LAW; AND IF THIS QUESTION IS APPROVED, THE AUTHORITY TO ISSUE DEBT PURSUANT TO BALLOT ISSUE 5T AT THE CITY'S NOVEMBER 2, 2004 ELECTION SHALL BE OF NO FURTHER EFFECT?

; and

WHEREAS, at a special election held by the City within the boundaries of the Authority on April 5, 2011 (the "2011 Election"), a majority of the qualified electors of the Authority voting thereon authorized the City to issue bonds or other indebtedness not to exceed \$65,000,000, with a repayment cost of \$72,000,000, for the purpose of financing certain capital improvements within the Plan of Development Area and authorized the pledge of the Tax Increment Fund for payment of principal, interest and any premiums due in connection with such

bonds or other indebtedness, said pledge of funds not to exceed the maximum time permitted by law; and

WHEREAS, the ballot question submitted to the qualified electors of the Authority at the 2011 Election was as follows:

SHALL CITY OF GRAND JUNCTION DEBT BE INCREASED NOT TO EXCEED \$65,000,000 WITH A REPAYMENT COST OF \$72,000,000, WITHOUT RAISING ADDITIONAL TAXES, TO FINANCE STREETS, PARKS, PLAZAS, PARKING FACILITIES, PLAYGROUNDS, CAPITAL FACILITIES, PEDESTRIAN MALLS, RIGHTS-OF-WAY, STRUCTURES, WATERWAYS, BRIDGES, ACCESS ROUTES TO ANY OF THE FOREGOING, DESIGNED FOR USE BY THE PUBLIC GENERALLY OR USED BY ANY PUBLIC AGENCY WITH OR WITHOUT CHARGE; SUCH DEBT TO BE EVIDENCED BY BONDS, LOANS, ADVANCES OR INDEBTEDNESS PROVIDED THAT THE SPECIFIC TERMS OF THE DEBT, INCLUDING A PROVISION FOR EARLY REPAYMENT WITH OR WITHOUT A PREMIUM, AND THE PRICE AT WHICH IT WILL BE SOLD SHALL BE DETERMINED BY THE CITY AS NECESSARY AND PRUDENT; SHALL THE PLEDGE OF THE TAX INCREMENT FUND TO SUCH DEBT BE AUTHORIZED FOR A PERIOD NOT TO EXCEED THE MAXIMUM TIME PERMITTED BY LAW?

; and

WHEREAS, the City has previously issued \$17,125,000 of the indebtedness authorized at the 2007 Election, which indebtedness was represented by: (i) its \$10,000,000 "City of Grand Junction, Colorado, Downtown Development Authority, Tax-Increment Revenue Bonds, Series 2009" (the "2009 Bonds"), all of which were repaid as of December 15, 2012; (ii) its \$4,070,000 "City of Grand Junction, Colorado, Downtown Development Authority, Tax-Exempt Tax Increment Revenue Bonds, Series 2012A" (the "2012A Bonds"), all of which will be repaid upon the issuance of the 2017A Bonds (defined herein); and (iii) its \$3,055,000 City of Grand Junction, Colorado, Downtown Development Authority, Taxable Tax Increment Revenue Bonds, Series 2012B," all of which will be repaid as of December 15, 2017; and

WHEREAS, the City has not previously issued any of the indebtedness authorized at the 2011 Election; and

WHEREAS, the City has determined to issue its "City of Grand Junction, Colorado, Downtown Development Authority, Tax Increment Revenue and Refunding Bonds, Series 2017 (the "2017 Bonds"), in the maximum aggregate principal amount of \$10,000,000 for the purpose of: (i) refunding the 2012A Bonds (the "Refunding Project"); (ii) financing (or reimbursing the costs of) certain additional improvements described in the Plan and the 2007 Election and/or the 2011 Election (the "Project"); (iii) funding a debt service reserve for the 2017 Bonds; and (iv) paying the costs of issuing the 2017 Bonds; and

WHEREAS, the 2017 Bonds are authorized to be issued pursuant to Section 31-28-809 of the Act, and the portion of the 2017 Bonds being used to accomplish the Refunding Project is permitted by Section 31-25-811 of the Act; and

WHEREAS, the portion of the 2017 Bonds allocable to the Refunding Project constitutes a refunding at a lower interest rate under Article X, Section 20 of the Colorado Constitution and does not require prior voter authorization for its issuance; and

WHEREAS, the portion of the 2017 Bonds allocable to the Project has been authorized by the 2007 Election and/or the 2011 Election; and

WHEREAS, the City has further determined to issue its "City of Grand Junction, Colorado, Downtown Development Authority, Tax Increment Revenue Bonds, Series 2018 (the "2018 Bonds," and together with the 2017 Bonds, the "Bonds") in the maximum aggregate principal amount of \$9,120,000 for the purpose of: (i) financing that portion of the Project not otherwise financed by the 2017 Bonds; (ii) funding debt service reserve for the 2018 Bonds; and (iii) paying the costs of issuing the 2018 Bonds; and

WHEREAS, the 2018 Bonds are authorized to be issued pursuant to Section 31-28-809 of the Act; and

WHEREAS, the 2018 Bonds have been authorized by the 2007 Election and/or the 2011 Election; and

WHEREAS, the 2017 Bonds shall be issued on or after December 15, 2017 and before December 31, 2017, with terms such that they meet the requirements of the ballot questions submitted at the 2007 Election and/or the 2011 Election; and

WHEREAS, the 2018 Bonds shall be issued on or after January 1, 2018, with terms such that they meet the requirements of the ballot questions submitted at the 2007 Election and/or the 2011 Election; and

WHEREAS, the Council has determined that in order to finance the Refunding Project, finance a portion of the Project, fund a debt service reserve fund for the 2017 Bonds, and pay the costs of issuing the 2017 Bonds it is necessary, advisable, and in the best interests of the City to issue the 2017 Bonds pursuant to this Bond Ordinance and the further terms and conditions of a Loan Agreement (the "2017 Loan Agreement") with ANB Bank (the "Lender"), pursuant to which 2017 Loan Agreement the Lender will purchase the 2017 Bonds and will loan to the City the proceeds thereof in an amount not to exceed \$10,000,000 (the "2017 Loan") for the purposes hereinabove stated; and

WHEREAS, the City's repayment obligations under the 2017 Loan Agreement shall be evidenced by the 2017 Bonds; and

WHEREAS, the Council has further determined that in order to finance the balance of the Project, fund a debt service reserve fund for the 2018 Bonds, and pay the costs of issuing the 2018 Bonds it is necessary, advisable, and in the best interests of the City to issue the 2018 Bonds pursuant to this Bond Ordinance and the further terms and conditions of a Loan Agreement (the "2018 Loan Agreement," and together with the 2017 Loan Agreement, the "Loan Agreements") with ANB Bank (the "Lender"), pursuant to which 2018 Loan Agreement the Lender will purchase the 2018 Bonds and will loan to the City the proceeds thereof in an amount not to exceed \$9,120,000 (the "2018 Loan," and together with the 2017 Loan, the "Loans") for the purposes hereinabove stated; and

WHEREAS, the City's repayment obligations under the 2018 Loan Agreement shall be evidenced by the 2018 Bonds; and

WHEREAS, the Tax Increments (less 20% of the Tax Increments originating from municipal sales tax revenues for a portion of the Plan of Development Area and 30% of such increments from another portion of the Plan of Development Area as provided in Grand Junction City Resolution No. 28-83), all funds deposited in the special fund created by the Resolution into which the Tax Increments are to be deposited by the City (the "Tax Increment Fund") and any bond account established by the City for the Bonds pursuant to the Loan Agreements (the "Bond

Account”), and investment income from such Bond Account and the Tax Increment Fund, subject to Federal tax laws regarding arbitrage rebate, shall be pledged to the repayment of the Bonds (collectively, the “Pledged Revenues”); and

WHEREAS, forms of the Loan Agreements have been filed with the City Clerk; and

WHEREAS, the Council desires to approve the forms of the Loan Agreements and authorize the execution thereof and further authorize the execution and delivery of the Bonds.

BE IT ORDAINED BY THE CITY COUNCIL OF THE CITY OF GRAND JUNCTION, COLORADO:

Section 1. Approvals, Authorizations, and Amendments. The forms of the Loan Agreements (and the forms of the Bonds contained therein) filed with the City Clerk are incorporated herein by reference and are hereby approved. The City shall enter into and perform its obligations under the Loan Agreements in the forms of such documents, with such changes as are not inconsistent herewith and as are hereafter approved by the Mayor Pro Tem. The Mayor Pro Tem and City Clerk are hereby authorized and directed to execute the Bonds and the Loan Agreements and to affix the seal of the City thereto, and further to execute and authenticate such other documents or certificates as are deemed necessary or desirable in connection therewith. The Bonds and the Loan Agreements shall be executed in substantially the forms approved at this meeting and, in any event, shall not contain terms inconsistent with the terms of this Bond Ordinance.

The execution by the Mayor Pro Tem, the City Clerk, or other appropriate officers of the City of any instrument or certificate or other document in connection with the matters referred to herein shall be conclusive evidence of the approval by the City of such instrument or certificate or other document.

Section 2. Election to Apply Supplemental Act. Section 11-57-204 of the Supplemental Public Securities Act, constituting Title 11, Article 57, Part 2, of the Colorado Revised Statutes, as amended (the “Supplemental Act”), provides that a public entity, including the City, may elect in an act of issuance to apply all or any of the provisions of the Supplemental Act. The Council hereby elects to apply all of the provisions of the Supplemental Act to the Bonds and the Loan Agreements.

Section 3. Delegation and Parameters.

(a) Pursuant to Section 11-57-205 of the Supplemental Act, the Council hereby delegates to the President, the Financial Operations Manager, or any member of the Council the authority to make the following determinations relating to and contained in the Bonds and the Loan Agreements, subject to the restrictions contained in paragraph (b) of this Section 3:

(i) the interest rate on the 2017 Bonds and the 2017 Loan and the interest rate on the 2018 Bonds and the 2018 Loan;

(ii) the principal amount of the 2017 Bonds and the 2017 Loan and the principal amount of the 2018 Bonds and the 2018 Loan;

(iii) the amount of principal of the 2017 Bonds and the 2017 Loan maturing in any given year and the final maturity of the 2017 Bonds and the 2017 Loan, and the amount of principal of the 2018 Bonds and the 2018 Loan maturing in any given year and the final maturity of the 2018 Bonds and the 2018 Loan;

(iv) the conditions on which and the prices at which the 2017 Bonds and the 2017 Loan may be paid prior to maturity, and the conditions on which and the prices at which the 2018 Bonds and the 2018 Loan may be paid prior to maturity;

(v) the dates on which the principal of and interest on the 2017 Bonds and the 2017 Loan are paid, and the dates on which the principal of and interest on the 2018 Bonds and the 2018 Loan are paid; and

(vi) the existence and amount of reserve funds or capitalized interest for the 2017 Bonds and the 2017 Loan, if any, and the existence and amount of reserve funds or capitalized interest for the 2018 Bonds and the 2018 Loan, if any.

(b) The delegation in paragraph (a) of this Section 3 shall be subject to the following parameters and restrictions: (i) the interest rate on the 2017 Bonds and the 2017 Loan shall not exceed 3.36%; (ii) the interest rate on the 2018 Bonds and the 2018 Loan shall not exceed 3.36%; (iii) the principal amount of the 2017 Bonds and the 2017 Loan shall not exceed \$10,000,000; (iv) the principal amount of the 2018 Bonds and the 2018 Loan shall not exceed \$9,120,000; (v) the Bonds shall be subject to redemption prior to maturity on any date at a redemption price of not more than 101% of the principal amount thereof; (vi) the respective reserve funds for the 2017 Bonds and the 2018 Bonds may not exceed the maximum amount permitted for

each series of Bonds under the Internal Revenue Code of 1986, as amended; and (vii) the final maturity of the Bonds and the Loans shall not be later than December 31, 2032.

Section 4. Conclusive Recital. Pursuant to Section 11-57-210 of the Supplemental Act, the Bonds and the Loan Agreements shall contain a recital that they are issued pursuant to the Supplemental Act. Such recital shall be conclusive evidence of the validity and the regularity of the issuance of the Bonds and the Loan Agreements after their delivery for value.

Section 5. Pledge of Revenues. The Bonds constitute a pledge of, and an irrevocable first lien (but not an exclusive first lien), on all of the Pledged Revenues. The Bonds are equitably and ratably secured by a pledge of and lien on the Pledged Revenues. All of the Bonds, together with the interest accruing thereon shall be payable and collectible solely out of the Pledged Revenues, which are hereby irrevocably so pledged; neither the Lender nor any other registered owner of the Bonds may not look to any general or other fund of the City or the Authority for the payment of the principal of and interest on the Bonds, except the designated special funds and accounts pledged therefor. The Bonds shall not constitute an indebtedness nor a debt within the meaning of the Charter or any State constitutional or statutory provision or limitation; nor shall they be considered or held to be general obligations of the City or the Authority.

Pursuant to Section 11-507-208(1) of the Supplemental Act, a public entity may pledge all or any portion of its revenues to the payment of its securities unless the use of such revenues is restricted by other laws of the state. Pursuant to such authority, together with the authority granted by the 2007 Election, the 2011 Election, and Section 31-25-807(3)(a)(IV)(B) of the Act, the City hereby irrevocably pledges to the repayment of the Bonds one hundred percent of the property taxes produced by the levy at the rate fixed each year by or for the City upon the valuation for assessment of taxable property within the boundaries of the Plan of Development Area which is in excess of the valuation for assessment of taxable property within the boundaries of the Plan of Development Area certified as the base amount by the County Assessor pursuant to Sections 31-25-807(3)(a)(IV) and 31-25-807(3)(f) of the Act. Such amounts shall constitute Pledged Revenues for all purposes of this Ordinance.

The creation, perfection, enforcement, and priority of the Pledged Revenues to secure or pay the Bonds as provided herein shall be governed by Section 11-57-208 of the Supplemental Act and this Bond Ordinance. The Pledged Revenues, as received by or otherwise

credited to the City or the Authority, shall immediately be subject to the lien of such pledge without any physical delivery, filing, or further act.

Section 6. Appropriations to Replenish Reserve Funds. Within 45 days of receiving notice from the Lender that the reserve fund for the 2017 Bonds and/or the reserve fund for the 2018 Bonds has been utilized, in whole or in part, the Financial Operations Manager shall prepare and submit a request for an appropriation of a sufficient amount of funds to replenish such reserve funds to the applicable reserve requirement (as more particularly described in the Loan Agreements). It is the present intention and expectation of the Council to appropriate such funds as requested, within the limits of available funds and revenues, but this declaration of intent shall not be binding upon the Council or any future Council in any future fiscal year of the City. The City Council may determine in its sole discretion, but shall never be required, to make the appropriations requested. All sums appropriated by the Council for such purpose shall be deposited in the reserve funds established by the Loan Agreements. Nothing provided in this Section 6 shall create or constitute a debt, liability or multiple fiscal year financial obligation of the City.

Section 7. Limitation of Actions. Pursuant to Section 11-57-212 of the Supplemental Act, no legal or equitable action brought with respect to any legislative acts or proceedings in connection with the Bonds or the Loan Agreements shall be commenced more than thirty days after the date of adoption of this Ordinance.

Section 8. No Recourse against Officers and Agents. Pursuant to Section 11-57-209 of the Supplemental Act, if a member of the Council, or any officer or agent of the City acts in good faith, no civil recourse shall be available against such member, officer, or agent for payment of the principal of or interest on the Bonds. Such recourse shall not be available either directly or indirectly through the Council or the City, or otherwise, whether by virtue of any constitution, statute, rule of law, enforcement of penalty, or otherwise. By the acceptance of the Bonds and as a part of the consideration of its sale or purchase, the Lender and any other registered owner of the Bonds specifically waives any such recourse.

Section 9. Disposition and Investment of Loan Proceeds. The proceeds of the 2017 Loan shall only be applied for the purposes described in the recitals hereto, and the proceeds of the 2018 Loan shall only be applied for the purposes described in the recitals hereto. Neither

the Lender nor any subsequent owner(s) of the Bonds shall be responsible for the application or disposal by the City or any of its officers of the funds derived from the Loans.

Section 10. Direction to Take Authorizing Action. The appropriate officers of the City and members of the Council are hereby authorized and directed to take all other actions necessary or appropriate to effectuate the provisions of this Ordinance, including but not limited to the execution and delivery of such certificates and affidavits as may reasonably be required by the Lender.

Section 11. Ratification and Approval of Prior Actions. All actions heretofore taken by the officers of the City and members of the Council, not inconsistent with the provisions of this Ordinance, relating to the Bonds, the Loan Agreements, Documents, or actions to be taken in respect thereof, are hereby authorized, ratified, approved, and confirmed.

Section 12. Repealer. All acts, orders, ordinances, or resolutions, or parts thereof, in conflict herewith are hereby repealed to the extent of such conflict.

Section 13. Severability. Should any one or more sections or provisions of this Ordinance be judicially determined invalid or unenforceable, such determination shall not affect, impair, or invalidate the remaining provisions hereof, the intention being that the various provisions hereof are severable.

Section 14. Ordinance Irrepealable. After the Bonds are issued, this Ordinance shall constitute an irrevocable contract between the City and the owners from time to time of the Bonds, and shall be and remain irrepealable until the Bonds and the interest thereon shall have been fully paid, satisfied, and discharged. No provisions of any constitution, statute, charter, ordinance, resolution, or other measure enacted after the issuance of the Bonds shall in any way be construed as impairing the obligations of the City to keep and perform its covenants contained in this Ordinance.

Section 15. Effective Date. This Ordinance shall be in full force and effect 30 days after publication following final passage.

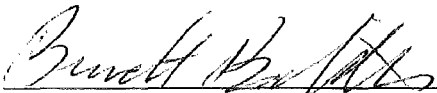
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INTRODUCED, PASSED ON FIRST READING, APPROVED AND ORDERED
PUBLISHED IN PAMPHLET FORM this 18th day of October, 2017.

CITY OF GRAND JUNCTION, COLORADO

[SEAL]




Mayor Pro Tem of the City Council

Attest:

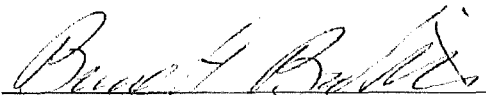

City Clerk

INTRODUCED, PASSED ON SECOND READING, APPROVED AND
ORDERED PUBLISHED IN PAMPHLET FORM this 1st day of November, 2017.

CITY OF GRAND JUNCTION, COLORADO

[SEAL]




Mayor Pro Tem of the City Council

Attest:


City Clerk

STATE OF COLORADO)
)
 COUNTY OF MESA) SS.
)
 CITY OF GRAND JUNCTION)

I, Wanda Winkelman, the City Clerk of the City of Grand Junction, Colorado (the "City") and Clerk to the City Council of the City (the "Council"), do hereby certify as follows:

(1) The foregoing pages are a true, correct and complete copy of an ordinance (the "Ordinance") that was introduced, passed on first reading and ordered published in full by the Council at a regular meeting thereof held on October 18, 2017 and was duly adopted and ordered published in full by the Council at a regular meeting thereof held on November 1, 2017, which Ordinance has not been revoked, rescinded or repealed and is in full force and effect on the date hereof.

(2) The Ordinance was duly moved and seconded and the Ordinance was passed on first reading at the meeting of October 18, 2017, by an affirmative vote of a majority of the members of the Council as follows:

<u>Councilmember</u>	<u>Voting "Aye"</u>	<u>Voting "Nay"</u>	<u>Absent</u>	<u>Abstaining</u>
Rick Taggart	X			
Bennett Boeschstein	X			
Phyllis Norris	X			
Barbara Traylor Smith	X			
Duke Wortmann			X	
Duncan McArthur	X			
Chris Kennedy	X			

(3) The Ordinance was duly moved and seconded and the Ordinance was finally passed on second reading at the meeting of November 1, 2017, by an affirmative vote of a majority of the members of the Council as follows:

<u>Councilmember</u>	<u>Voting "Aye"</u>	<u>Voting "Nay"</u>	<u>Absent</u>	<u>Abstaining</u>
Rick Taggart			X	
Bennett Boeschenstein	X			
Phyllis Norris	X			
Barbara Traylor Smith			X	
Duke Wortmann	X			
Duncan McArthur			X	
Chris Kennedy	X			

(4) The members of the Council were present at such meetings and voted on the passage of the Ordinance as set forth above.

(5) The Ordinance was approved and authenticated by the signature of the Mayor Pro Tem, sealed with the City seal, attested by the City Clerk, and recorded in the minutes of the Council.

(6) There are no bylaws, rules, or regulations of the Council that might prohibit the adoption of the Ordinance.

(7) Notices of the meetings of October 18, 2017 and November 1, 2017 in the forms attached hereto as Schedule I were posted at City Hall in accordance with law.

(8) The Ordinance was published in pamphlet form in The Daily Sentinel, a daily newspaper of general circulation in the City, on October 20, 2017 and November 3, 2017, as required by the City Charter. True and correct copies of the affidavits of publication are attached hereto as Schedule II.

WITNESS my hand and the seal of the City affixed this 13 day of November, 2017.

[SEAL]



W Winkelmann

 City Clerk and Clerk to the Council

SCHEDULE I

(Attach Notices of Meetings of October 18, 2017 and November 1, 2017)

To access the Agenda and Backup Materials electronically, go to www.gjcity.org



CITY COUNCIL AGENDA
WEDNESDAY, OCTOBER 18, 2017
250 NORTH 5TH STREET
5:15 PM – PRE-MEETING – ADMINISTRATION CONFERENCE ROOM
6:00 PM – REGULAR MEETING – CITY HALL AUDITORIUM

To become the most livable community west of the Rockies by 2025

Call to Order, Pledge of Allegiance, Invocation

First Councilor Dale Rooks, The Church of Jesus Christ of Latter-day Saints, Fruita
2nd Ward

(The invocation is offered for the use and benefit of the City Council. The invocation is intended to solemnize the occasion of the meeting, express confidence in the future, and encourage recognition of what is worthy of appreciation in our society. During the invocation you may choose to sit, stand, or leave the room.)

Proclamations

Proclaiming October 2017 as "National Homeless Awareness Month" in the City of
Grand Junction

Appointments

Appointment to the Grand Junction Housing Authority

Appointments to the Planning Commission

Appointments to the Parks & Recreation Advisory Board

Appointment to the Downtown Development Authority/Downtown Grand Junction
Business Improvement District Boards

Citizen Comments

Council Reports

REVISED

Consent Agenda

1. **Approval of Minutes**
 - a. Summary of the October 2, 2017 Workshop
 - b. Minutes of the October 4, 2017 Special Session
 - c. Minutes of the October 4, 2017 Regular Meeting
2. **Set Public Hearing**
 - a. Quasi-judicial
 - i. Introduction of a Proposed Ordinance Approving an Outline Development Plan (ODP) and a Rezone to Planned Development (PD) with an R-2 (Residential - 2 du/ac) Default Zone District for Weeminuche Subdivision Located between 26 & 26 1/2 Roads, South of H 3/4 Road, and Setting a Hearing for November 1, 2017
 - ii. Introduction of a Proposed Ordinance Zoning the Holder Annexation, Located at 3040 E Road, and Setting a Hearing for November 1, 2017
 - iii. Introduction of a Proposed Ordinance Approving the Downtown Development Authority Tax Increment Debt Financing and Setting a Public Hearing for November 1, 2017
3. **Contracts**
 - a. 2017 Community Development Block Grant Subrecipient Agreement between St. Mary's Hospital Foundation Gray Gourmet Program, Karis, Inc., HomewardBound of the Grand Valley, Marillac Clinic, Grand Valley Catholic Outreach, and Housing Resources of Western Colorado and the City of Grand Junction
4. **Resolution**
 - a. New Outdoor Dining Lease for The Goat and Clover Tavern, LLC Located at 336 Main Street, Suite 104

Regular Agenda

If any item is removed from the Consent Agenda, it will be heard here

5. Other Action Items

- a. Discussion and Possible Direction Regarding North Avenue/University Boulevard and CMU 20000

6. Public Hearing

- a. Quasi-judicial
 - i. Ordinance Vacating Right-of-Way and Easements Located in the Jarvis Subdivision Plat

7. Non-Scheduled Citizens & Visitors

8. Other Business

9. Adjournment

To access the Agenda and Backup Materials electronically, go to www.gjcity.org



CITY COUNCIL AGENDA
WEDNESDAY, NOVEMBER 1, 2017
250 NORTH 5TH STREET
5:15 PM – PRE-MEETING – ADMINISTRATION CONFERENCE ROOM
6:00 PM – REGULAR MEETING – CITY HALL AUDITORIUM

To become the most livable community west of the Rockies by 2025

Call to Order, Pledge of Allegiance, Moment of Silence

Proclamation

Proclaiming November 11, 2017 as "A Salute to All Veterans 2017" in the City of Grand Junction

Certificate of Appointments

Certificate of Appointment to the Downtown Development Authority/Downtown Grand Junction Business Improvement District Boards

Certificate of Appointment to the Parks and Recreation Advisory Board

Certificates of Appointment to the Planning Commission

Citizen Comments

Council Reports

Consent Agenda

1. Approval of Minutes
 - a. Minutes of the October 13, 2017 Special Session
 - b. Summary of the October 16, 2017 Workshop
 - c. Minutes of the October 18, 2017 Regular Meeting
2. Set Public Hearing

- a. Legislative
 - i. An Ordinance Appropriating Certain Sums of Money to Defray the Necessary Expenses and Liabilities of the City of Grand Junction, Colorado and the Downtown Development Authority for the Year Beginning January 1, 2018 and Ending December 31, 2018 and Setting a Public Hearing for November 15, 2017 and December 6, 2017
 - b. Quasi-judicial
 - i. Ordinance Expanding the Boundaries of and Including Property Located at 118 S 7th Street into the Downtown Grand Junction Business Improvement District and Setting a Hearing for November 15, 2017
- 3. Continue Public Hearing**
- a. Quasi-judicial
 - i. Request for Continuance of Public Hearing to December 6, 2017 for an Ordinance Approving an Outline Development Plan (ODP) and a Rezone to Planned Development (PD) with an R-2 (Residential - 2 du/ac) default zone district for Weeminuche Subdivision located between 26 & 26 1/2 Roads, south of H 3/4 Road
- 4. Resolutions**
- a. Resolution Supporting the Re-Authorization of Lottery Proceeds by the General Assembly in 2018 According to Constitutional, Voter Approved Formula: 50% Great Outdoors Colorado, 40% Conservation Trust Fund and 10% Colorado Parks and Wildlife
 - b. Resolution Authorizing the City Manager to Submit a Grant Request to Great Outdoors Colorado for the Local Park and Outdoor Recreation grant program for completion of the Las Colonias Park Boat Launch
 - c. Resolution Authorizing the City Manager to Submit a Grant Request to Colorado State Recreational Trails Grant for Matching Funds for the Lunch Loop Trail Project
 - d. Resolution Authorizing a Telecommunication Facility at Columbine Park

5. Other Action Items

- a. Prohibition of Parking Along Main Street During Parade of Lights

Regular Agenda

If any item is removed from the Consent Agenda, it will be heard here

6. Resolutions

- a. A Resolution Rescinding Resolution No. 47-17 Renaming North Avenue to University Boulevard Between I-70 (on the east) to 1st Street (on the west)
- b. Resolution Regarding CMU 20000 Initiatives

7. Public Hearing

- a. Quasi-judicial
 - i. Resolution Accepting the Petition for Annexation and Ordinances Annexing and Zoning the Holder Annexation Located at 3040 E Road

8. Public Hearing: Downtown Development Authority Tax Increment Debt Financing

- a. Resolution and Ordinance Approving the Downtown Development Authority Tax Increment Debt Financing

9. Other Action Items

- a. Downtown Holiday Parking Request

10. Non-Scheduled Citizens & Visitors

11. Other Business

12. Adjournment

SCHEDULE II (Attach Notice of Meeting)

State PROOF OF PUBLICATION

NOTICE OF PUBLIC HEARING
NOTICE IS HEREBY GIVEN THAT:
The City Council of the City of
Grand Junction, Colorado, at its reg-
ular convened meeting on October
18, 2017 passed on and adopted the
following entitled proposed ordi-
nances:
ALL ORDINANCE AUTHORIZING THE
ISSUANCE OF THE CITY OF GRAND
JUNCTION, COLORADO, BOW-
TOWN DEVELOPMENT AUTHORITY
TAX INCREMENT REVENUE AND
REFUNDING BONDS, SERIES 2017,
AND TAX INCENTIVE REVENUE
BONDS, SERIES 2018; PLEDGING
THE TAX INCREMENT REVENUES
OF THE CITY FOR THE PAYMENT OF
SUCH BONDS; APPROVING THE
FORM OF A LOAN AGREEMENT RE-
LATING TO EACH SERIES OF
BONDS; AND RELATED MATTERS
and authorized the publication in
paraphrase form.
NOTICE IS FURTHER GIVEN THAT
the public hearing will be held No-
vember 1, 2017 at 6:00 p.m. in the
City Auditorium, 250 North 5th
Street, at which time public com-
ments will be taken and considered
before the final adoption of the pro-
posed ordinance.
Copies of the proposed ordinance
are available for public inspection in
the City Clerk's Office, 250 North 5th
Street, City Hall, at any time Monday
through Friday between the hours of
7:30 a.m. and 5:00 p.m. or on the
web at www.cityofgj.org.
BY THE ORDER OF THE CITY COUN-
CIL
/s/ Wanda Winkelmann
City Clerk
Published: October 20, 2017.

STATE OF COLORADO

County of (Mesa)

Terry Flanagan

Being duly sworn, says that I am Legal Secretary of
The Daily Sentinel, a daily newspaper, published and duly printed in
The County of Mesa, State of Colorado; that said newspaper has a
general circulation in said County and has been continuously and
uninterruptedly published therein, during a period of at least
fifty-two consecutive weeks next prior to the first publication
of the annexed notice; that said newspaper is a newspaper within the
meaning of the act of the general Assembly of the State of Colorado,
entitled "An Act to regulate the printing of legal notices and
advertisements," and amendments thereto; that the notice of which
the annexed is a printed copy taken from said newspaper, was published
in said newspaper, and in the regular and entire issue of every number
thereof once a week for 1 successive week;
that said notice was so published in said newspaper proper and not in
any supplement thereof, and that first publication of said notice as
aforesaid, was on the 20th day of October, 2017,
and the last, on the 20th day of October, 2017.
Copies of each number of said paper in which said notice and/or
list was published were delivered by carriers or transmitted by
mail to each of the subscribers of said newspaper, The Daily Sentinel,
according to the accustomed mode of business in this office.

Subscribed and sworn to before me, this 20th day of October, 2017

Karen McLeish

KAREN McLEISH
NOTARY PUBLIC
STATE OF COLORADO
NOTARY ID #20134002004
My Commission Expires January 17, 2021

State PROOF OF PUBLICATION

NOTICE OF ADOPTION OF ORDINANCE NO. 474 AN ORDINANCE OF THE CITY OF GRAND JUNCTION TO BE PUBLISHED IN PARAPHLET FORM NOTICE IS HEREBY GIVEN: That on the 1st day of November, 2017, at 6:00 p.m. in the City Hall Auditorium, 250 N. 8th Street, Grand Junction, Colorado, the City Council of the City of Grand Junction held a public hearing, after proper notice, to consider the final passage of an Ordinance, the title of which is: AN ORDINANCE AUTHORIZING THE ISSUANCE OF THE CITY OF GRAND JUNCTION, COLORADO, DOWN-TOWN DEVELOPMENT AUTHORITY TAX INCREMENT REVENUE AND REFUNDING BONDS, SERIES 2017, AND TAX INCREMENT REVENUE BONDS, SERIES 2018, PLEDGING THE TAX INCREMENT REVENUES OF THE CITY FOR THE PAYMENT OF SUCH BONDS; APPROVED THE FORM OF A LOAN AGREEMENT RELATING TO EACH SERIES OF BONDS; AND RELATED MATTERS. Copies of the adopted Ordinance are available for public inspection in the office of the City Clerk, 250 N. 8th Street, Grand Junction, CO between 7:30 a.m. and 5:00 p.m., Monday through Friday or on the web at www.jcity.org. Lu Wanda Winkelman City Clerk Published: November 3, 2017.

STATE OF COLORADO

County of (Mesa)

Terry Flanagan

Being duly sworn, says that I am Legal Secretary of The Daily Sentinel, a daily newspaper, published and duly printed in The County of Mesa, State of Colorado; that said newspaper has a general circulation in said County and has been continuously and uninterruptedly published therein, during a period of at least fifty-two consecutive weeks next prior to the first publication of the annexed notice; that said newspaper is a newspaper within the meaning of the act of the general Assembly of the State of Colorado, entitled "An Act to regulate the printing of legal notices and advertisements," and amendments thereto; that the notice of which the annexed is a printed copy taken from said newspaper, was published in said newspaper, and in the regular and entire issue of every number thereof once a week for 1 successive week; that said notice was so published in said newspaper proper and not in any supplement thereof, and that first publication of said notice as aforesaid, was on the 3rd day of November, 2017, and the last, on the 3rd day of November, 2017. Copies of each number of said paper in which said notice and/or list was published were delivered by carriers or transmitted by mail to each of the subscribers of said newspaper, The Daily Sentinel, according to the accustomed mode of business in this office.

Subscribed and sworn to before me, this 3rd day of November, 2017

Linda Wilson

LINDA WILSON
NOTARY PUBLIC
STATE OF COLORADO
NOTARY ID #20154028882
My Commission Expires July 22, 2019

I HEREBY CERTIFY THAT the foregoing Ordinance, being Ordinance No. 4772 was introduced by the City Council of the City of Grand Junction, Colorado at a regular meeting of said body held on the 18th day of October, 2017 and that the same was published in The Daily Sentinel, a newspaper published and in general circulation in said City, in pamphlet form, at least ten days before its final passage.

I FURTHER CERTIFY THAT a Public Hearing was held on the 1st day of November, 2017, at which Ordinance No. 4772 was read, considered, adopted and ordered published in pamphlet form by the Grand Junction City Council.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the official seal of said City this 15th day of November, 2017.

W Winkelmann

City Clerk

Published: October 20, 2017
Published: November 03, 2017
Effective: December 03, 2017



3

\$9,120,000
CITY OF GRAND JUNCTION, COLORADO
DOWNTOWN DEVELOPMENT AUTHORITY
TAX INCREMENT REVENUE AND REFUNDING BONDS, SERIES 2017

SALE CERTIFICATE

The undersigned is the duly appointed Finance Director of the City of Grand Junction, Colorado (the "City"), and does hereby certify the following:

1. On November 1, 2017, the City Council of the City (the "City") adopted Ordinance No. 4772 (the "Bond Ordinance") authorizing the issuance of the "City of Grand Junction, Colorado, Downtown Development Authority Tax Increment Revenue and Refunding Bonds, Series 2017" (the "Bonds"). Terms not otherwise defined herein shall have the meanings given to them in the Bond Ordinance.

2. On October 3, 2017, ANB Bank (the "Purchaser") submitted a written offer (the "Proposal") to purchase the Bonds for a price of \$9,120,000, which is equal to the par amount of the Bonds.

3. On the date hereof, I accepted the Proposal of the Purchaser on behalf of the City. The price at which the Bonds are being sold by the Purchaser to the City on the date hereof is 100.00% of the aggregate principal amount thereof.

4. The Bonds shall be issued in the form of a single Bond dated December 21, 2017, shall mature on December 15, 2032, and shall bear interest at a fixed rate per annum of 3.36%, payable on June 15 and December 15 of each year commencing June 15, 2018. The principal of the Bond shall be payable in installments on the dates and in the amounts set forth below:

<u>Payment Date</u>	<u>Principal Amount</u>
June 15, 2018	\$397,500
December 15, 2018	397,500
June 15, 2019	415,000
December 15, 2019	415,000
June 15, 2020	435,000
December 15, 2020	435,000
June 15, 2021	452,500
December 15, 2021	452,500
June 15, 2022	478,000
December 15, 2022	478,000
June 15, 2023	196,000
December 15, 2023	196,000
June 15, 2024	206,000
December 15, 2024	206,000

June 15, 2025	216,000
December 15, 2025	216,000
June 15, 2026	223,000
December 15, 2026	223,000
June 15, 2027	234,000
December 15, 2027	234,000
June 15, 2028	244,000
December 15, 2028	244,000
June 15, 2029	253,000
December 15, 2029	253,000
June 15, 2030	263,000
December 15, 2030	263,000
June 15, 2031	271,000
December 15, 2031	271,000
June 15, 2032	276,000
December 15, 2032	276,000

5. The City may prepay the Bonds, in whole or in part, on any date, in an amount equal to the sum of (i) the principal amount so prepaid plus (ii) a premium of 1% of the principal amount so prepaid plus (iii) accrued and unpaid interest on the principal amount so prepaid to the date of prepayment; provided, however, on or after December 15, 2022, the City may prepay the Bonds, in whole or in part, from its excess cash (and not as a result of any direct or indirect refinancing), without premium.

6. The net effective interest rate on the Bonds is 3.36%, which is equal to the amount authorized in the Bond Ordinance.

7. A debt service reserve fund shall be established for the Bonds in the amount of \$719,500, which will be funded with a portion of the proceeds of the Bonds. Such amount does not exceed the maximum amount permitted by the Bond Ordinance.

8. ZB, National Association dba Zions Bank (formerly known as Zions First National Bank), as the paying agent for the “City of Grand Junction, Colorado, Downtown Development Authority Tax-Exempt Tax Increment Revenue Bonds, Series 2012A” (the “2012A Bonds) is hereby directed to pay and cancel the 2012A Bonds on December 21, 2017 with a portion of the net proceeds of the Bonds in the amount of \$3,938,225.92.

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DATED: December 21, 2017.

CITY OF GRAND JUNCTION, COLORADO



Finance Director

4

LOAN AGREEMENT

by and between

City of Grand Junction, Colorado

and

ANB Bank,
as Lender

**\$9,120,000 City of Grand Junction, Colorado
Downtown Development Authority, Tax Increment Revenue and Refunding Bonds, Series 2017**

December 21, 2017

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Exhibit A – Copy of Ordinance

Exhibit B – Form of Bonds

LOAN AGREEMENT

This **LOAN AGREEMENT** (as amended, this “**Agreement**”), dated as of as of December 21, 2017, is by and between the following parties:

The CITY OF GRAND JUNCTION, COLORADO (the “**City**”), and

ANB BANK, a Colorado corporation (the “**Lender**”).

Capitalized terms used herein shall have the meanings ascribed to them in **Section 1.01** of this Agreement

Background

Attached hereto as *Exhibit A* is the City’s Ordinance No. 4772 (the “**Ordinance**”), by which the City has authorized the issuance of its \$9,120,000 Downtown Development Authority Tax-Exempt Increment Revenue and Refunding Bonds, Series 2017 (the “**Bonds**”). The form of the Bonds is set forth in the attached *Exhibit B*.

Reference is made to the recitals set forth in the Ordinance for certain background relating to the approval and issuance of the Bonds.

The Lender desires to make a term loan, in the amount of \$9,120,000 (the “**Loan**”), in exchange for the Bonds, and the City and the Lender have negotiated this Agreement to set forth the terms and conditions upon which the Lender will make the Loan in exchange for the Bonds.

Agreement

The City and the Lender agree as follows:

ARTICLE I DEFINITIONS

SECTION 1.01. Definitions. In this Agreement, except as otherwise expressly provided or where the context indicates otherwise, the following capitalized terms shall have the respective meanings set forth below. These definitions shall be equally applicable to both the singular and the plural forms of the terms so defined.

“**Accredited Investor**” means any Person which is an “accredited investor”, as that term is defined under sections 3(b) and (4)(2) of the federal “Securities Act of 1933” by regulation adopted thereunder by the Securities and Exchange Commission.

“**Act**” means Title 31, Article 25, Part 8, C.R.S., as amended.

“**Authority**” means the Grand Junction, Colorado, Downtown Development Authority, created by the City by an ordinance adopted March 16, 1977

“**Authority Resolution**” means the resolution of the Authority adopted on October 17, 2017, and ratified October 27, 2017, relating to the Bonds and this Agreement.

“Bond Account” means the account by that name created by *Article III*.

“Bond Counsel” means Sherman & Howard L.L.C., or such other firm of nationally recognized municipal bond counsel acceptable to the Lender.

“Business Day” means any day, other than a Saturday or Sunday, on which the Lender is conducting banking operations in Denver, Colorado.

“Charter” means the home rule Charter of the City, including all amendments thereto prior to the date hereof

“City Attorney” means an attorney within the Office of the City Attorney, appointed by the City Council, or any successor counsel designated in writing by the City.

“Closing” means the concurrent execution and delivery of the Financing Documents by the respective parties thereto and the issuance and disbursement of the Loan and application of the proceeds thereof in accordance with the terms hereof.

“Closing Date” means the date on which the Closing occurs, estimated to be on or about December 21, 2017.

“Code” means the Internal Revenue Code of 1986, as amended and in effect as of the Closing Date.

“Council” means the City Council of the City or any successor in functions thereto.

“County Assessor” means the Assessor for Mesa County, Colorado.

“C.R.S.” means the Colorado Revised Statutes, as amended and supplemented as of the Closing Date.

“Debt Service Coverage Ratio” means, for each Fiscal Year, the quotient, expressed as a ratio, equal to (a) the Pledged Revenue received during such Fiscal Year *divided by* (b) the scheduled principal and interest payments on the Bonds and all other additional TIF Indebtedness then outstanding in such Fiscal Year.

“Determination of Taxability” means a final action, order, injunction, writ, judgment, decree, ruling, interpretation, finding or other directive of any federal court or the Internal Revenue Service determining that interest accrued or accruing on the Bonds was or will be includable in the gross income of the Lender for federal income tax purposes, which determination was made as a result of the City’s failure to comply with the terms of the Tax Certificate. No such action, order, injunction, writ, judgment, decree, ruling, interpretation, finding, or other directive will be considered final unless the City, as permitted under applicable law, has been afforded the opportunity to contest the same, either directly or in the name of the Lender, and such appellate review, if sought, has concluded.

“Event of Default” includes those Events of Default identified in *Article VII*.

“Financing Documents” means this Agreement, the Bonds, the Tax Certificate, and the Ordinance.

“Fiscal Year” means the twelve months commencing on the first day of January of any calendar year and ending on the last day of December of such calendar year; but it may mean any other 12-month period established by the City in its sole discretion.

“Historical Pro Forma Debt Service Coverage Ratio” means, for the applicable Fiscal Year, the quotient, expressed as a ratio, equal to (a) the Pledged Revenue received during such Fiscal Year *divided by* (b) the sum of (i) the scheduled principal and interest payments on the Bonds and all other additional TIF Parity Indebtedness then outstanding in such Fiscal Year *plus* (ii) the Average Annual Subordinate Debt Service for the TIF Subordinate Indebtedness to be incurred. *“Average Annual Subordinate Debt Service”* means (x) the sum of all principal and interest requirements on the TIF Subordinate Indebtedness to be incurred throughout the term thereof *divided by* (y) the number of months that the TIF Subordinate Indebtedness is scheduled to be outstanding *multiplied by* (z) twelve.

“Interest Payment Date” means June 15 and December 15 of each year, commencing June 15, 2018.

“Maturity Date” means December 15, 2032.

“Permitted Investments” means a money market, certificate of deposit, or similar account offered by the Lender.

“Person” means an individual, a corporation, a partnership, an association, a joint venture, a trust, an unincorporated organization or any other entity or organization, including a government or political subdivision or an agency or instrumentality thereof.

“Plan” means the Downtown Development Authority Plan of Development approved in the Resolution, including any amendments to the Plan subsequently approved by the Council.

“Plan of Development Area” means the area subject to the Plan, including any additional property subsequently included therein.

“Pledged Revenue” means the Tax Increments (less 20% of the Tax Increments originating from municipal sales tax revenues for a portion of the Plan of Development Area and 30% of such increments from another portion of the Plan of Development Area as provided in Grand Junction City Resolution No. 28-83), all funds deposited in the Tax Increment Fund and Bond Account, and investment income from the Bond Account and Tax Increment Fund, subject to Federal tax laws regarding arbitrage rebate.

“Project” means the refunding of the Refunded Bonds and the construction and acquisition of certain additional capital improvements described in Exhibit A to the Authority Resolution. The portion of the capital improvements to be made with the proceeds of the Bonds are referred to herein as the **“Construction Project”**.

“Refunded Bonds” means all of the City’s outstanding City of Grand Junction, Colorado, Downtown Development Authority, Tax-Exempt Tax Increment Revenue Bonds, Series 2012A.

“Reserve Account” means the account by that name created by *Article III*.

“Reserve Account Requirement” means \$719,500.

“Resolution” means the Council Resolution, adopted December 16, 1981, approving the Plan and establishing the Tax Increment Fund, all as amended from time to time.

“Supplemental Act” means the Supplemental Public Securities Act, Title 11, Article 57, C.R.S., as amended.

“Taxable Rate” means 5.17% per annum.

“Tax Certificate” means the tax compliance certificate to be signed by the City with respect to the Bonds, in a form acceptable to Bond Counsel, relating to the requirements of Sections 103 and 141-150 of the Code.

“Tax Increments” means (i) one hundred percent of the property taxes produced by the levy at the rate fixed each year by or for the City upon the valuation for assessment of taxable property within the boundaries of the Plan of Development Area which is in excess of the valuation for assessment of taxable property within the boundaries of the Plan of Development Area certified as the base amount by the County Assessor pursuant to Sections 31-25-807(3)(a)(IV) and 31-25-807(3)(f) of the Act and pledged herein for the repayment of and as security for the Bonds; (ii) fifty percent, or such greater amount as may be set forth in an agreement negotiated between the City and the respective public bodies, of the property taxes produced by the levy at the rate fixed each year by or for each public body (excluding the City, which is covered by clause (i) of this definition) upon the valuation for assessment of taxable property within the boundaries of the Plan of Development Area which is in excess of the valuation for assessment of taxable property within the boundaries of the Plan of Development Area certified as the base amount by the County Assessor pursuant to Sections 31-25-807(3)(a)(IV) and 31-25-807(3)(f) of the Act and pledged herein for the repayment of and as security for the Bonds; and (iii) one hundred percent of the municipal sales taxes produced within each sales tax collection area within the Plan of Development Area which are in excess of the amount certified as the base amount for such collection area by the Finance Director pursuant to Section 31-25-807(3) of the Act and pledged herein for the repayment of and as security for the Bonds. “Tax Increments” also include specific ownership taxes, if and to the extent received by the City in connection with the property tax increment described above.

“Tax Increment Fund” means the special fund created by the Resolution into which the Tax Increments are to be deposited by the City.

“TIF Indebtedness” means any and all obligations of the City for borrowed money or otherwise evidenced by any promissory note, bond, debenture or other similar written obligation, which obligation is secured by the Pledged Revenue.

“TIF Parity Indebtedness” means any TIF Indebtedness, which obligations are secured by the Pledged Revenue on parity with the Bonds, including the 2018 Bonds (if issued).

“TIF Subordinate Indebtedness” means any TIF Indebtedness, which obligations are subordinate in payment to the TIF Parity Indebtedness and which have a lien on the Pledged Revenue that is subordinate to the lien of the holders of TIF Parity Indebtedness.

“2007 Election” means the special election held by the City within the boundaries of the Authority on April 3, 2007.

“2011 Election” means the special election held by the City within the boundaries of the Authority on April 5, 2011.

“2018 Bonds” means the City’s Downtown Development Authority Tax Increment Revenue Bonds, Series 2018, in a maximum aggregate principal amount of \$9,120,000, if issued by the City during calendar year 2018.

SECTION 1.02. Interpretation. In this Agreement, unless the context otherwise requires:

- (a) the terms **“herein”**, **“hereunder”**, **“hereby”**, **“hereto”**, **“hereof”** and any similar term, refer to this Agreement as a whole and not to any particular article, section, or subdivision hereof and the term **“hereafter”** means after the date of execution of this Agreement;
- (b) words of the masculine gender include correlative words of the feminine and neuter genders and words importing the singular number include the plural number and vice versa;
- (c) the terms **“include”**, **“includes”**, or **“including”** in any Financing Document means that the items listed are examples and are not intended to be inclusive or limiting;
- (d) any reference to any Person will be construed to include such Person’s permitted successors and assigns;
- (e) the captions or headings of this Agreement, and the table of contents herein, are for convenience and do not define, limit or describe the scope or intent of any provision, article or section of this Agreement;
- (f) all accounting terms not otherwise defined herein have the meanings assigned to them in accordance with generally accepted accounting principles; and
- (g) all exhibits referred to herein are incorporated by reference.

ARTICLE II LOAN

SECTION 2.01. Agreement to Make Loan. Subject to the terms and conditions of this Agreement, the Lender shall make the Loan to the City.

SECTION 2.02. The Bonds. The Loan will be evidenced by the Bonds.

SECTION 2.03. Application of Loan Proceeds. On the Closing Date, the Lender shall make available the proceeds of the Loan, applied as follows:

- (a) \$3,938,225.92 will be transferred to the paying agent for the Refunded Bonds to pay and cancel the Refunded Bonds.
- (b) The amount of the Reserve Account Requirement will be deposited to the Reserve Account.

- (c) The amount of the remaining proceeds of the Loan will be transferred to the City.

The City shall use such remaining proceeds of the Loan solely to pay for costs and expenses incurred by the City or the Authority in completion of the Construction Project.

SECTION 2.04. Interest; Principal and Interest Payments; Prepayments.

(a) **Interest.**

- (i) **Payment Dates.** Accrued and unpaid interest on the Bonds will be due on each Interest Payment Date.
- (ii) **Accrual.** Interest will accrue on the outstanding principal balance of the Bonds from the date of the Bonds.
- (iii) **Computation.** Interest will be calculated on the basis of an Actual/360 day count convention.
- (iv) **Rate.** The Loan will bear interest at the fixed rate of 3.36% per annum.

(b) **Principal.**

- (i) **Principal Installments.** Principal of the Loan will be paid in installments on the dates and in the amounts set forth below.

<i>Date</i>	<i>Amount</i>
June 15, 2018	\$397,500
December 15, 2018	\$397,500
June 15, 2019	\$415,000
December 15, 2019	\$415,000
June 15, 2020	\$435,000
December 15, 2020	\$435,000
June 15, 2021	\$452,500
December 15, 2021	\$452,500
June 15, 2022	\$478,000
December 15, 2022	\$478,000
June 15, 2023	\$196,000
December 15, 2023	\$196,000
June 15, 2024	\$206,000
December 15, 2024	\$206,000
June 15, 2025	\$216,000
December 15, 2025	\$216,000

June 15, 2026	\$223,000
December 15, 2026	\$223,000
June 15, 2027	\$234,000
December 15, 2027	\$234,000
June 15, 2028	\$244,000
December 15, 2028	\$244,000
June 15, 2029	\$253,000
December 15, 2029	\$253,000
June 15, 2030	\$263,000
December 15, 2030	\$263,000
June 15, 2031	\$271,000
December 15, 2031	\$271,000
June 15, 2032	\$276,000
December 15, 2032	\$276,000

(ii) **At Maturity.** The outstanding principal balance of the Loan will be paid on the Maturity Date, and, to the extent outstanding after the Maturity Date, will be due on demand of the Lender.

(c) **Optional Prepayment.**

(i) **Prepayment Amount.** The City may prepay the Bonds, in whole or in part, on any date, in an amount equal to the sum of (A) the principal amount so prepaid *plus* (B) a premium of 1% of the principal amount so prepaid *plus* (C) accrued and unpaid interest on the principal amount so prepaid to the date of prepayment; provided, however, on or after December 15, 2022, the City may prepay the Bonds, in whole or in part, from its excess cash (and not as a result of any direct or indirect refinancing), without premium.

(ii) **Application or Partial Prepayments.** The principal amount of partial prepayments will be applied to the outstanding principal balance of the Bonds in inverse order of the maturity of the installment principal payments (including, if applicable, any balloon interest payment due on the Maturity Date). Partial prepayments will not result in re-amortization of the Bonds.

(d) **Payments.**

(i) The payment of the principal of, premium, if any, and interest on the Bonds will be made to the Lender at its address as set forth in the Lender's payment statement therefor or by such electronic means (e.g., auto-debit or ACH payment) as the Lender may permit or require.

(ii) All payments must be made in immediately available funds and lawful money of the United States of America.

- (iii) If any payment date is not a Business Day, the payment will be due on the next succeeding Business Day.

SECTION 2.05. Security for the Loan. The Bonds constitutes a pledge of, and an irrevocable first lien (but not an exclusive first lien), on all of the Pledged Revenue. The Bonds are equitably and ratably secured by a pledge of and lien on the Pledged Revenue. The Bonds, together with the interest accruing thereon, shall be payable and collectible solely out of the Pledged Revenue, which are hereby irrevocably so pledged; neither the Lender nor any other registered owner of the Bonds may look to any general or other fund of the City or the Authority for the payment of the principal of and interest on the Bonds, except the designated special funds and accounts pledged therefor. The Bonds shall not constitute an indebtedness nor a debt within the meaning of the Charter or any State constitutional or statutory provision or limitation; nor shall it be considered or held to be a general obligation of the City or the Authority.

Pursuant to Section 11-507-208(1) of the Supplemental Act, a public entity may pledge all or any portion of its revenues to the payment of its securities unless the use of such revenues is restricted by other laws of the State. Pursuant to such authority, together with the authority granted by the 2007 Election, the 2011 Election, and Section 31-25-807(3)(a)(IV)(B) of the Act, the City hereby irrevocably pledges to the repayment of the Bonds one hundred percent of the property taxes produced by the levy at the rate fixed each year by or for the City upon the valuation for assessment of taxable property within the boundaries of the Plan of Development Area which is in excess of the valuation for assessment of taxable property within the boundaries of the Plan of Development Area certified as the base amount by the County Assessor pursuant to Sections 31-25-807(3)(a)(IV) and 31-25-807(3)(f) of the Act. Such amounts shall constitute Pledged Revenue for all purposes hereof.

The creation, perfection, enforcement and priority of the Pledged Revenue to secure or pay the Bonds as provided herein shall be governed by Section 11-57-208 of the Supplemental Act, the Ordinance and this Agreement. The Pledged Revenue, as received by or otherwise credited to the City or the Authority, shall immediately be subject to the lien of such pledge without any physical delivery, filing or further act.

ARTICLE III ACCOUNTS

SECTION 3.01. Acknowledgement of Accounts. There are hereby created and established the following accounts, which accounts and funds shall be maintained and administered by the City in accordance with the terms hereof:

- (a) the Bond Account, being the “City of Grand Junction, Colorado, Downtown Development Authority, 2017 Tax Increment Revenue and Refunding Bond Account”;
- (b) the Reserve Account, being the “City of Grand Junction, Colorado, Downtown Development Authority, 2017 Tax Increment Revenue and Refunding Reserve Account”;
and
- (c) the Rebate Fund, being the “City of Grand Junction, Colorado, Downtown Development Authority, 2017 Tax Increment Revenue and Refunding Rebate Fund”.

SECTION 3.02. General Provisions Relating to Accounts and Funds.

- (a) **Restricted Deposit Accounts.** The Bond Account and the Reserve Account will be established as restricted deposit accounts maintained by and in the name of the City with the Lender solely for the purposes set forth in this *Article*. No deposits will be made to, nor will any withdrawals be made from, the Bond Account or the Reserve Account other than as provided in this *Article*.
- (b) **Security for the Bonds.** Pursuant to the pledge as set forth in *Article II*, the Bond Account and the Reserve Account, together with the monies and investments on deposit therein or otherwise credited thereto, are collateral for the repayment of the Loan.
- (c) **Initial Deposit.** The Reserve Account will be funded at Closing with proceeds from the Loan in the amount of the Reserve Account Requirement.

SECTION 3.03. Flow of Monies. Pledged Revenue in the Tax Increment Fund will be transferred and applied as follows:

FIRST – Upon receipt and deposit into the Tax Increment Fund, the City will transfer Pledged Revenue to the Lender for deposit into the Bond Account until the total amount accumulated therein is equal to the sum of the following:

- (a) Interest Payments. The amount of the next scheduled installment of interest on the Bonds; *plus*
- (b) Principal Payments. The amount of the next scheduled installment of principal of the Bonds.

Once there has been accumulated in the Bond Account the entire amount necessary for the payment of principal of and interest on the Bonds in the current Fiscal Year, no moneys need be deposited in the Bond Account until the following Fiscal Year and Pledged Revenue will be deposited as hereinafter provided. The moneys in the Bond Account shall be used only to pay the principal of, prepayment premium, if any, and interest on the Bonds as the same becomes due. The City authorizes the Lender to debit the Bond Account in the amount and on the date that any principal, premium, or interest on the Bonds becomes due.

A similar Bond Account will be created for any series of additional TIF Parity Indebtedness and payments from Pledged Revenue on deposit in the Tax Increment Fund will be made into such account contemporaneously with and have the same priority as payments into the Bond Account.

SECOND – If on any required payment date for the principal, premium, if any, or interest of the Bonds the City shall for any reason not have in the Bond Account the amount necessary to make such required payment, the Lender shall debit from the Reserve Account an amount necessary to make such payment. The City authorizes the Lender to debit the Reserve Account in the amounts and for the purpose as set forth in this paragraph SECOND.

THIRD – If the Reserve Account is drawn upon as herein provided, then the City shall deposit into the Reserve Account, contemporaneously with the pro rata deposit into any

similar reserve fund created for any series of additional TIF Parity Indebtedness, from Pledged Revenue thereafter received and not required to be applied otherwise by this *Section* (but excluding any payments required for any obligations subordinate to the Bonds and contemporaneously with any similar deposit made for any reserve account established for any TIF Parity Indebtedness, including the 2018 Bonds) the amount needed to replenish the Reserve Account to the Reserve Account Requirement, and such obligation may span multiple Fiscal Years.

The moneys in the Reserve Account shall be used to fund deficiencies in the Bond Account as set forth above; provided, however, that (a) in connection with any partial prepayment of the Bonds, the City may use any amounts on deposit in the Reserve Account in excess of the Reserve Account Requirement required after such prepayment to pay the principal (or portion thereof) of the Bonds to be redeemed; and (b) amounts on deposit in the Reserve Account may be used to make the final payment of principal and interest on the Bonds at maturity.

FOURTH – There shall be deposited in the Rebate Fund amounts required by Section 148(f) of the Tax Code to be held until such time as any required rebate payment is made. Amounts in the Rebate Account shall be used for the purpose of making the payments to the United States required by Section 148(f) of the Tax Code. Any amounts in excess of those required to be on deposit therein by Section 148(f) of the Tax Code shall be withdrawn therefrom and deposited into the Bond Account. Funds in the Rebate Fund shall not be subject to the lien created by the Ordinance or this Agreement to the extent such amounts are required to be paid to the United States Treasury. A similar rebate account may be created for any series of additional TIF Parity Indebtedness and payments into such account shall have the same priority as payments into the Rebate Account.

FIFTH – After the payments required above, Pledged Revenue received in any Fiscal Year may be used by the City for the payment of interest on and principal of any obligations secured by Pledged Revenue subordinate to the lien of the Bonds, hereafter authorized to be issued, including reasonable reserves therefor.

SIXTH – After making the payments required above, any remaining Pledged Revenue received in any Fiscal Year may be used for any lawful purpose. Without limiting the foregoing, to the extent permitted by law, the City is hereby authorized to transfer any and all remaining Pledged Revenue which constitute investment income on moneys in the Tax Increment Fund to the Authority to be used for administrative expenses.

SECTION 3.04. Investments of Funds.

(a) Permitted Investments.

- (i) At the direction of the City, the Lender shall invest amounts held by it pursuant to this Agreement only in Permitted Investments. All such investments shall be on deposit with or in the possession of the Lender. The Lender shall have no liability or responsibility for any loss or for failure to maximize earnings resulting from any investment made in accordance with the terms of this *Section*. The Lender shall be entitled to assume, absent receipt by the Lender of written notice to the contrary, that any investment that at the time of purchase is a Permitted Investment remains a Permitted Investment thereafter.

- (ii) The Lender represents to the City that the Lender is permitted under the Public Deposit Protection Act, C.R.S. Section 11-10.5-101, *et seq.*, to hold municipal funds of the City.
- (b) **Value Determination.** In computing the amount of any fund or account, Permitted Investments purchased as an investment of moneys therein shall be valued at the then market value of such obligations, excluding any accrued interest, as determined by the City. If the market value of such obligations is not readily available, the City shall determine the value of such obligations in any reasonable manner.
- (c) **Other Rules.** The Lender may make any and all investments permitted by the terms of this *Section* through its own investment department or that of its affiliates. As and when any amount invested pursuant to this *Section* may be needed for disbursement, the Lender may cause a sufficient amount of such investments to be sold and reduced to cash to the credit of such funds.

ARTICLE IV REPRESENTATIONS AND WARRANTIES

The certifications of the City, as set forth in the City Omnibus Certificate of even date herewith, are incorporated herein by reference, and shall be deemed representations and warranties of the City to the Lender.

ARTICLE V COVENANTS

SECTION 5.01. Payment of the Loan. The City shall promptly pay, or cause to be paid, solely from the Pledged Revenue, the principal of, premium, if any, and the interest on the Loan as herein provided.

SECTION 5.02. Reserved.

SECTION 5.03. The City. The City shall maintain its existence, unless another political subdivision of the State by operation of applicable law succeeds the City and is obligated thereby to receive and distribute the Pledged Revenue in place of the City in accordance herewith.

SECTION 5.04. The Authority. The City shall maintain, preserve and operate the Authority in accordance with the Act, the Resolution and the Plan.

SECTION 5.05. Modification of the Resolution and the Plan. The City shall not hereafter modify the Resolution or the Plan in a manner that would reduce the Tax Increments or otherwise impair the pledged security for the Bonds.

SECTION 5.06. Prompt Deposit. The City shall promptly deposit all Pledged Revenue in accordance with the principles hereof.

SECTION 5.07. Protective Covenants. The following covenants are subject to compliance by the City with its Charter, applicable law and any action taken by any governmental authority with jurisdiction over the City in the exercise of the police power thereof or the public welfare, which applicable law or action limits or otherwise inhibits the amount of such tax revenues due to the City.

- (a) **Maintenance of Tax Increment Fund.** The City shall maintain the Tax Increment Fund as a fund of the City separate and distinct from all other funds of the City.
- (b) **Deposit of Tax Increments.** Promptly upon collection, the City shall deposit the Tax Increments (less 20% of the Tax Increments originating from municipal sales tax revenues for a portion of the Plan of Development Area and 30% of such increments from another portion of the Plan of Development Area as provided in Grand Junction City Resolution No. 28-83) into the Tax Increment Fund.
- (c) **Collection.** The City shall take all action reasonably necessary and within its power to collect (or cause to be collected) payments of the ad valorem and sales taxes owing from the Plan of Development Area as and when due, or, as applicable, following any delinquency in payment thereof.

SECTION 5.08. Defense and Further Assurances. The City shall (a) defend the validity and legality of the Ordinance, the Resolution, this Agreement, and the collection of the Tax Increments and any taxes contributing thereto against all claims and proceedings that would diminish or impair the security for or repayment of the Bonds, (b) defend, preserve and protect the pledge of the Pledged Revenue and other collateral pledged hereunder against all claims and demands of all Persons whomsoever, and (c) take all further action as may be necessary or desirable to assure the rights and collateral granted, or intended to be granted, to the Lender hereunder, or as may be reasonably required to carry out the purposes hereof.

SECTION 5.09. Prejudicial Contracts and Action. The City shall not enter into any contract or agreement, or otherwise take any action, that would impair or diminish, or intend to impair or diminish, the rights and privileges of the Lender.

SECTION 5.10. Surety Bonds. The City shall ensure that each official of the City having custody of the Pledged Revenue, or responsible for their handling, is fully bonded at all times, which bond shall be conditioned upon the proper application of such money.

SECTION 5.11. Records.

- (a) **Maintenance.** The City shall maintain, or cause to be maintained, proper books of record and account, showing complete and correct entries of all transactions relating to the Authority and the Plan of Development Area. Such books must be separate and apart from any other books of the City and include monthly records showing (a) the Tax Increments and all other Pledged Revenue, (b) any accounts into which the same are deposited, and (c) the expenses of the Authority, including those relating to the Plan of Development Area.
- (b) **Inspection.** The Lender may inspect the books of record and account required by this *Section*, together with any properties comprising the Plan of Development Area, at all reasonable times.

SECTION 5.12. Audit. The City shall cause the books and records described in Section 5.10(a) to be audited annually by an independent accountant as soon as practicable after the close of each fiscal year of the City, and shall furnish a copy of the audited financial statements resulting from such audit by each June 30. Such audited financial statements must be accompanied by an unqualified opinion of the independent accountant.

SECTION 5.13. Unaudited Annual Financial Statements. The City shall cause the Authority to prepare unaudited, annual financial statements to be provided to the Lender within 45 days after the end of each fiscal year of the City. Such unaudited financial statements must be certified as complete and correct (subject to audit adjustments) by a financial officer of the City.

SECTION 5.14. Debt Service Coverage Ratio Covenant. The City shall maintain a Debt Service Coverage Ratio equal to or greater than 1.0:1 for each Fiscal Year, to be calculated from the information contained in the audited financial statements to be prepared and delivered in accordance herewith.

SECTION 5.15. Tax.

- (a) **Exemption.** The City shall comply with the covenants, provisions and procedures of the Code and the Tax Certificate to ensure that interest on the Bonds maintains its exclusion from (i) gross income for federal income tax purposes under Code Section 103, (ii) alternative minimum taxable income as defined in Code Section 55(b)(2) except to the extent such interest is required to be included in the adjusted current earnings adjustments applicable to corporations under Code Section 56 in calculating corporate alternative minimum taxable income, and (c) Colorado taxable income or Colorado alternative minimum taxable income under present Colorado law.
- (b) **Bank Qualified.** The City (i) represents and warrants that it has not issued any tax-exempt indebtedness in 2017 and, other than the Bonds, has no intention to issue any other tax-exempt indebtedness in 2017 and (ii) designates the Bonds as a “qualified tax-exempt obligation” for purposes of Section 265(b)(3) of the Code. The City covenants not to issue any tax-exempt obligations in any calendar year in an amount which may adversely affect the status of the Bonds as a “qualified tax-exempt obligation” for purposes of Section 265(b)(3) of the Code.
- (c) **Survival.** The covenants contained in this *Section* will remain in full force and effect until the date on which all obligations of the City in fulfilling such covenants under the Code and Colorado law have been met, notwithstanding the payment in full of the Loan.

**ARTICLE VI
ADDITIONAL OBLIGATIONS**

SECTION 6.01. No Senior TIF Indebtedness. The City shall not issue or incur any TIF Indebtedness that is senior in payment to the Bonds or has a lien on the Pledged Revenue that is senior to that of the Lender.

SECTION 6.02. No Additional Indebtedness – 2017 and 2018. The City shall not issue or incur any additional indebtedness or obligations in 2017 or 2018 for or on behalf of the Authority, the interest on which is exempt for federal income tax purposes, except for TIF Indebtedness payable to the Lender, including without limitation the 2018 Bonds.

SECTION 6.03. No Additional TIF Parity Indebtedness. Without the Lender’s prior written consent, which may be granted, conditioned or withheld in Lender’s sole discretion, the City shall not issue or incur any additional TIF Parity Indebtedness except for TIF Parity Indebtedness payable to the Lender.

SECTION 6.04. Additional TIF Subordinate Indebtedness. The City may issue or incur additional TIF Subordinate Indebtedness after 2018, but only if the following conditions precedent are satisfied:

- (a) There has not occurred an Event of Default that is then continuing.
- (b) The City has delivered to the Lender a certificate signed by an authorized officer of the City acceptable to the Lender in form reasonably acceptable to the Lender establishing that the Historical Pro Forma Debt Service Coverage Ratio equals or exceeds 1.0:1 for the most recent Fiscal Year for which audited financial statements have been delivered to the Lender pursuant hereto.

**ARTICLE VII
EVENTS OF DEFAULT AND REMEDIES**

SECTION 7.01. Events of Default. Each of the following is an Event of Default hereunder:

- (a) **Principal or Interest.** Principal or interest on the Bonds is not paid as and when due.
- (b) **Debt Service Coverage Ratio.** The Debt Service Coverage Ratio for any Fiscal Year is less than 1.0:1.
- (c) **Determination of Taxability.** A Determination of Taxability occurs.
- (d) **Bank Qualified.** There is a determination that the Bonds are not a “qualified tax-exempt obligation” for purposes of Section 265(b)(3) of the Code
- (e) **Representation and Warranty.** Any representation or warranty of the City is materially false as of the date given.
- (f) **Incapable to Perform.** The City is for any reason rendered incapable of fulfilling its obligations hereunder.
- (g) **Default of Any Other Provision.** The City defaults in the performance of its other covenants contained herein and such default continues for 60 days after delivery of written notice from the Lender specifying such default.
- (h) **Default on Other Indebtedness.** There is a default or event of default in any other TIF Indebtedness, whether *pari passu* or subordinate.

SECTION 7.02. Remedies. Upon the occurrence and during the continuance of any Event of Default, the Lender, at its option, may exercise the following remedies:

- (a) by notice to the City, accelerate the payment of the principal of the Bonds, in which case the principal amount of the Bonds will be immediately due and payable in full; provided, however, such acceleration shall be deemed to be annulled on and after the date that the City has paid all principal and interest on the Bonds that would have otherwise been due and payable through such date if the principal of the Bonds had not previously been accelerated;
- (b) without notice to the City or any other Person, set off against the Bond Account, the Reserve Account or any other account pledged hereunder and held by the Lender as security for the Bonds; or

- (c) exercise any other remedy available to the Lender at law or in equity, including mandamus.

Notwithstanding the foregoing, if an Event of Default results from the Determination of Taxability, the Lender's sole remedy will be to charge the Taxable Rate on the outstanding principal balance of the Bonds from the date that interest on the Bonds is deemed taxable to the Lender.

The Lender acknowledges that, in the event the Bonds are accelerated, payment shall be limited to the Pledged Revenue, as and when the same is collected by the City.

SECTION 7.03. Notice to Lender of Default. The City shall promptly notify the Lender if the City obtains knowledge of the occurrence of any Event of Default or any default that with notice or the passage of time, or both, would become an Event of Default.

SECTION 7.04. Remedies Cumulative. Except as otherwise set forth herein relating to the Taxable Rate, the rights and remedies of the Lender hereunder are cumulative. No failure of the Lender to insist upon strict performance, or to exercise any available right or remedy will be deemed a waiver to insist upon strict performance or to later exercise any right or remedy.

SECTION 7.05. Waiver of Setoff, Etc. The City waives, and will not exercise or otherwise enforce, rights of setoff, recoupment, abatement, or reduction or other claims or counterclaims respecting any payment due under any Financing Document, or any other agreement, credit facility or relationship with the Lender, or with any of its affiliates, that it may now or hereafter be accorded under applicable law or otherwise.

ARTICLE VIII CONDITIONS TO CLOSING

The Lender will not be required to fund the Loan unless each of the following conditions is deemed satisfied or waived by the Lender:

- (a) **Financing Documents.** The Lender will have received duly executed originals or copies, as Lender requires, of all Financing Documents and other instruments applicable to the Loan, in form and content satisfactory to the Lender.
- (b) **Certificates.** The Lender will have received closing certificates of the City and the Authority (i) certifying the Ordinance and resolutions of the Authority approving the Loan and (ii) otherwise in form and content satisfactory to the Lender.
- (c) **Bond Counsel Opinion.** The Lender will have received an opinion letter of Bond Counsel dated the Closing Date and addressed to the Lender, containing customary opinions of Bond Counsel for transaction of the type contemplated hereby and otherwise in form and substance reasonably acceptable to the Lender.
- (d) **No Material Adverse Change.** In the opinion of the Lender, no material adverse change will have occurred with respect to the Pledged Revenue or the City's and Authority's respective business operations, financial condition, or performance, as reflected in the most recent financial statements provided to the Lender or as otherwise known by the Lender.

- (e) **Payment of Costs and Expenses.** All Lender counsel fees and any other fees and expenses incurred by the Lender in conjunction with the making of the Loan will have been paid (or will be approved by the City for payment at Closing from the Loan proceeds), including a \$1,000 documentation fee payable to the Lender.
- (f) **Other Certificates and Approvals.** The Lender will have received such other certificates, approvals, filings, opinions and documents as it shall reasonably request.

**ARTICLE IX
MISCELLANEOUS**

SECTION 9.01. Reference to the Ordinance. The Ordinance, as attached hereto as Exhibit A, and its provisions are incorporated herewith and made a part of this Agreement.

SECTION 9.02. Transfer and Participation.

- (a) **Transfer.**
 - (i) The Bonds must always be registered in the name of one owner and, therefore, may be transferred only in whole and not in part.
 - (ii) The Bonds may only be transferred to a transferee that it is either (A) an affiliate of the Lender, which “affiliates” shall mean any entity which, by virtue of majority ownership interest, controls, is controlled by, or under common control with the Lender or (B) an Accredited Investor.
 - (iii) The transfer of the Bonds by the Lender to a transferee will constitute the transfer of all rights and obligations of such the Lender under the Financing Documents to such transferee.
 - (iv) Transfers of the Bonds must be consummated by a written instrument of transfer or exchange duly executed by the Lender. Any transferee may surrender to the transferred Bonds to the City, together with copies of the duly executed written instrument of transfer or exchange, and the City shall then execute and deliver a new Bonds of the same principal amount, and otherwise in the form attached hereto as Exhibit B, to the transferee. The Bonds surrendered pursuant to the terms of this *clause* will be cancelled by the City upon execution of the replacement Bonds.
- (b) **Participations.** To the extent permitted by applicable law, the Lender may sell participations in the Bonds.

SECTION 9.03. Replacement of a Lost or Damaged Bonds. In the event of loss of or damage to the Bonds, the City, at the expense of the Lender, shall issue a replacement Bond identical to the Bond lost or damaged, upon receipt of an affidavit of the Lender that any Bond has been lost or, if damaged, upon receipt of the damaged Bonds. Such expense, which the City may require to be paid in advance, may include the costs of investigation, printing, insurance or indemnity premiums and attorneys’ fees. In the event the Bonds is lost, the Lender shall also execute and deliver an agreement, in form and substance reasonably satisfactory to the City, to indemnify the City and the Authority from any claims, losses and expenses arising in connection with or related to the lost Bonds.

SECTION 9.04. Reliance. The Lender will be entitled to rely upon any notice, consent, certificate, affidavit, statement, paper, document, writing or other communication given or made by the City under any Financing Document believed by the Lender in good faith to be genuine and to have been signed, sent or made by an authorized representative of the City. In entering this Agreement and the other Financing Documents to which in the Lender is a party, the Lender has relied upon the representations, warranties and other information respecting the City, the Authority and the Project contained in the Financing Documents notwithstanding any investigation, analysis or evaluation that the Lender may have made or from time to time may make, and the City consents to such reliance.

SECTION 9.05. Records of the Lender. The Lender's calculation and recording of the interest rate on the Bonds, the amounts of principal and interest due and payable under the Bonds and the receipt and allocation of payments thereon will be conclusive absent manifest error.

SECTION 9.06. Amendment. Each and every supplement or amendment to or modification or restatement of this Agreement must be in writing and signed by both the City and the Lender.

SECTION 9.07. Waiver. Except as may otherwise be set forth herein, each and every waiver of, or consent to any departure from, any representation, warranty or covenant of the City as set forth in this Agreement, including the waiver of any Event of Default, must be in writing and signed by the Lender.

SECTION 9.08. No Waiver by Action, Etc. Any waiver or consent respecting any representation, warranty, covenant or other term of any Financing Document will be effective only in the specific instance and for the specific purpose for which given and will not, regardless of frequency given, be a further or continuing waiver or consent. The failure or delay of the Lender at any time or times to require performance of, or to exercise its rights or remedies with respect to, any representation, warranty, covenant or other term of any Financing Document will not affect its right at a later time to enforce any such term. No notice to or demand on the City in any case will entitle the City to any other or further notice or demand in the same, similar or other circumstances. The acceptance by the Lender of (a) any partial or late payment will not constitute a satisfaction or waiver of the full amount then due or the resulting Event of Default or (b) any payment during the continuance of an Event of Default will not constitute a waiver thereof; and the Lender may accept or reject any such payment without affecting any of its respective rights or remedies under any Financing Document or applicable law. An Event of Default will continue until waived in accordance with this Agreement.

SECTION 9.09. Interpretation. Each party has had the opportunity to review and negotiate the terms and conditions of the Financing Documents and to seek the advice of legal counsel in connection herewith and therewith. Any applicable rule of construction, to the effect that any ambiguities are resolved against the drafting party, will not be used in the interpretation hereof or thereof. Terms and conditions hereof and thereof will be construed fairly as to all parties and not in favor of or against any party, regardless of which party was generally responsible for preparation.

SECTION 9.10. Governing Law. The Financing Documents are governed by and will be construed in accordance with the laws of the State. To the full extent permitted by applicable law, any action or proceeding seeking to enforce any term of, or based on any right arising out of, the Financing Documents will be brought (or removed to) the courts of the State, City and County of Denver, or, if jurisdiction is proper, in the appropriate federal court for the State, City and County of Denver, and the parties consent to the jurisdiction of such courts (and of the appropriate appellate courts) in any such action or proceeding and waive any objection to venue. Process in any such action or proceeding may be served on any party anywhere in the world and may be accomplished by personal delivery, overnight delivery, or by United States registered mail. TO THE FULL EXTENT PERMITTED UNDER APPLICABLE LAW, EACH PARTY WAIVES ANY RIGHT TO A TRIAL BY JURY IN RESPECT OF ANY LITIGATION

(WHETHER AS A CLAIM, COUNTERCLAIM, AFFIRMATIVE DEFENSE OR OTHERWISE) ARISING OUT OF, UNDER, OR IN CONNECTION WITH ANY FINANCING DOCUMENT.

SECTION 9.11. Severability. In the event that any term of any Financing Document is finally determined to be superseded, invalid, illegal or otherwise unenforceable pursuant to applicable law by a court of competent jurisdiction and venue, that determination will not impair or otherwise affect the validity, legality or enforceability of the remaining terms and conditions of the Financing Documents, which will be enforced as if the unenforceable term were deleted; provided, however, that the parties will negotiate in good faith to replace such illegal, invalid or unenforceable term with a or provision as similar in terms to such illegal, invalid or unenforceable or provision as may be possible and be legal, valid and enforceable.

SECTION 9.12. Counterparts. This Agreement may be signed in counterparts, which together will constitute a complete Agreement. A signature transmitted by facsimile, or as a PDF (or similar file) via electronic mail, will be considered an original for purposes of this Agreement; provided that an original will be later provided upon the reasonable request of any party.

SECTION 9.13. Time of Essence. Time is of the essence under the Financing Documents.

SECTION 9.14. Entire Agreement. This Agreement, together with the other Financing Documents, contain the entire agreement of the parties, and supersede all other representations, warranties, agreements, and understandings, oral or otherwise, among the parties, with respect to the matters contained herein and therein.

SECTION 9.15. Limitation of Damages. The Lender will not be liable to the City for indirect, consequential or special damages arising under a Financing Document, except those damages arising from Lender's willful misconduct, gross negligence, or bad faith.

SECTION 9.16. Notices. All notices, consents and other communications required or to be given under any Financing Document must be in writing, and given either (a) by certified or registered United States mail, return receipt requested, postage prepaid or (b) by reputable overnight delivery carrier (e.g., FedEx, DHL), with the ability and option to provide verification of delivery, and such option so chosen, at the following addresses or such other addresses as a party may provide in accordance with this *Section*:

City:	City of Grand Junction Grand Junction City Hall 250 North 5 th Street Grand Junction, Colorado 81501 Attention: Financial Operations Manager
Authority:	Downtown Development Authority City of Grand Junction, Colorado 437 Colorado Avenue Grand Junction, Colorado 81501 Attention: Deputy Finance Director
Lender:	ANB Bank 3033 East First Avenue Denver, Colorado 80206 Attention: Community Bank President – Cherry Creek

Any party that is not an addressee of any such notice, consent, and other communication must be copied thereon. Notice will be deemed delivered three days after placement with the United States Postal Service if delivered pursuant to *subsection (a)* and one Business Day after placement with an overnight carrier if delivered pursuant to *subsection (b)*. Notwithstanding the foregoing, periodic statements and reports and informal correspondence may be forwarded by electronic mail and other means as the Lender may permit from time to time.

SECTION 9.17. Lender Representation. The Lender represents that it is an Accredited Investor.

SECTION 9.18. Patriot Act Notice. The Lender hereby notifies the City that pursuant to the requirements of the Patriot Act, it is required to obtain, verify and record information that identifies the City, which information includes the name and address of the City and other information that will allow the Lender to identify the City in accordance with the Patriot Act. The City hereby agrees that it shall promptly provide such information upon request by the Lender.

{Signature Page Follows.}

Signature Page
to Loan Agreement

Lender: ANB Bank
City: City of Grand Junction, Colorado

*Re: City of Grand Junction, Colorado Downtown Development Authority,
Tax Increment Revenue and Refunding Bonds, Series 2017*

Each of the undersigned parties have caused this Agreement to be executed as of the date first set forth above by an authorized officer or representative.

Lender: ANB BANK

By: Jennifer Vagher
Print Name: Jennifer Vagher
Title: Community Bank President – Cherry Creek

City: CITY OF GRAND JUNCTION, COLORADO

By: _____
Print Name: _____
Title: President of the City Council

(S E A L)

Attest:

By: _____
Print Name: _____
Title: City Clerk

Signature Page
to Loan Agreement

Lender: ANB Bank
City: City of Grand Junction, Colorado

*Re: City of Grand Junction, Colorado Downtown Development Authority,
Tax Increment Revenue and Refunding Bonds, Series 2017*

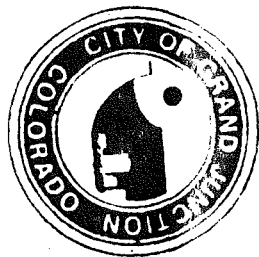
Each of the undersigned parties have caused this Agreement to be executed as of the date first set forth above by an authorized officer or representative.

Lender: ANB BANK

By: _____
Print Name: Jennifer Vagher
Title: Community Bank President – Cherry Creek

City: CITY OF GRAND JUNCTION, COLORADO

By: Bennet Boeschstein
Print Name: BENNET BOESCHSTEIN
Title: President of the City Council



(SEAL)

Attest:

By: W Winkelmann
Print Name: Wanda Winkelmann
Title: City Clerk

Exhibit A
to Loan Agreement

Lender: ANB Bank
City: City of Grand Junction, Colorado

***Re: City of Grand Junction, Colorado Downtown Development Authority,
Tax Increment Revenue and Refunding Bonds, Series 2017***

Copy of Ordinance

See attached.

ORDINANCE NO. 4772

AN ORDINANCE AUTHORIZING THE ISSUANCE OF THE CITY OF GRAND JUNCTION, COLORADO, DOWNTOWN DEVELOPMENT AUTHORITY TAX INCREMENT REVENUE AND REFUNDING BONDS, SERIES 2017, AND TAX INCREMENT REVENUE BONDS, SERIES 2018; PLEDGING THE TAX INCREMENT REVENUES OF THE CITY FOR THE PAYMENT OF SUCH BONDS; APPROVING THE FORM OF A LOAN AGREEMENT RELATING TO EACH SERIES OF BONDS; AND RELATED MATTERS

WHEREAS, the City of Grand Junction, Colorado (the "City") is a home rule city duly existing under the Constitution and laws of the State of Colorado and its City Charter; and

WHEREAS, the Grand Junction, Colorado, Downtown Development Authority (the "Authority") was organized by the City pursuant to Title 31, Article 25, Part 8, of the Colorado Revised Statutes, as amended (the "Act"), as a "downtown development authority" for the purposes of the Act, including the improvement of that certain area (the "Plan of Development Area") subject to the Downtown Development Authority Plan of Development (the "Plan") approved by a resolution of the City Council of the City (the "Council") adopted on December 16, 1981 (the "Resolution"); and

WHEREAS, the Authority proposed and submitted the Plan to the Council and the Plan was approved by the Council in the Resolution; and

WHEREAS, the Plan has been modified from time to time by amendments to the Resolution for the purpose of including additional property within the Plan of Development Area and other relevant changes; and

WHEREAS, the Plan provides for a division of taxes pursuant to Section 31-25-807(3) of the Act; and

WHEREAS, pursuant to Section 31-25-807(3)(a)(IV) of the Act and Ordinance No. 4494 duly adopted by the Council on January 4, 2012, such division of taxes (with the modifications required by Section 31-25-807(3)(a)(IV) of the Act) was extended for an additional twenty years beginning with the taxes levied in 2012 and collectible in 2013; and

WHEREAS, the Resolution established the Tax Increment Fund (defined below) for the deposit of the Tax Increments (defined below) resulting from such division of taxes; and

WHEREAS, the Tax Increments are defined as: (i) one hundred percent of the property taxes produced by the levy at the rate fixed each year by or for the City upon the valuation for assessment of taxable property within the boundaries of the Plan of Development Area which is in excess of the valuation for assessment of taxable property within the boundaries of the Plan of Development Area certified as the base amount by the Mesa County Assessor pursuant to Sections 31-25-807(3)(a)(IV) and 31-25-807(3)(f) of the Act and pledged herein for the repayment of and as security for the Bonds (defined herein); (ii) fifty percent, or such greater amount as may be set forth in an agreement negotiated between the City and the respective public bodies, of the property taxes produced by the levy at the rate fixed each year by or for each public body (excluding the City, which is covered by clause (i) of this definition) upon the valuation for assessment of taxable property within the boundaries of the Plan of Development Area which is in excess of the valuation for assessment of taxable property within the boundaries of the Plan of Development Area certified as the base amount by the County Assessor pursuant to Sections 31-25-807(3)(a)(IV) and 31-25-807(3)(f) of the Act and pledged herein for the repayment of and as security for the Bonds; and (iii) one hundred percent of the municipal sales taxes produced within each sales tax collection area within the Plan of Development Area which are in excess of the amount certified as the base amount for such collection area by the Finance Director of the City pursuant to Section 31-25-807(3) of the Act and pledged herein for the repayment of and as security for the Bonds. "Tax Increments" also include specific ownership taxes, if and to the extent received by the City in connection with the property tax increment described above; and

WHEREAS, pursuant to the Act, the City is permitted to issue securities made payable from the Tax Increments for the purposes of a project if the issuance of such bonds and the pledge of such revenues are first submitted for approval to the qualified electors of the Authority at a special election held for such purpose; and

WHEREAS, in addition, Article X, Section 20 of the Colorado Constitution requires voter approval in advance for the creation of any multiple-fiscal year direct or indirect debt or other financial obligation (except that refundings of existing debt at lower interest rates do not require an election); and

WHEREAS, at a special election held by the City within the boundaries of the Authority on April 3, 2007 (the "2007 Election"), a majority of the qualified electors of the

Authority voting thereon authorized the City to issue bonds or other indebtedness not to exceed \$18,000,000, with a repayment cost of \$20,000,000, for the purpose of financing certain capital improvements within the Plan of Development Area and authorized the pledge of the Tax Increment Fund for payment of principal, interest and any premiums due in connection with such bonds or other indebtedness, said pledge of funds not to exceed the maximum time permitted by law; and

WHEREAS, the ballot question submitted to the qualified electors of the Authority at the 2007 Election was as follows:

SHALL CITY OF GRAND JUNCTION DEBT BE INCREASED \$18,000,000 WITH A REPAYMENT COST OF \$20,000,000, WITHOUT RAISING ADDITIONAL TAXES, TO FINANCE STREETS, PARKS, PLAZAS, PARKING FACILITIES, PLAYGROUNDS, CAPITAL FACILITIES, PEDESTRIAN MALLS, RIGHTS-OF-WAY, STRUCTURES, WATERWAYS, BRIDGES, ACCESS ROUTES TO ANY OF THE FOREGOING, DESIGNED FOR USE BY THE PUBLIC GENERALLY OR USED BY ANY PUBLIC AGENCY WITH OR WITHOUT CHARGE; SUCH DEBT TO BE EVIDENCED BY BONDS, LOANS, ADVANCES OR INDEBTEDNESS PROVIDED THAT THE SPECIFIC TERMS OF THE DEBT, INCLUDING A PROVISION FOR EARLY REPAYMENT WITH OR WITHOUT A PREMIUM, AND THE PRICE AT WHICH IT WILL BE SOLD SHALL BE DETERMINED BY THE CITY AS NECESSARY AND PRUDENT; SHALL THE PLEDGE OF THE TAX INCREMENT FUND TO SUCH DEBT BE AUTHORIZED FOR A PERIOD NOT TO EXCEED THE MAXIMUM TIME PERMITTED BY LAW; AND IF THIS QUESTION IS APPROVED, THE AUTHORITY TO ISSUE DEBT PURSUANT TO BALLOT ISSUE 5T AT THE CITY'S NOVEMBER 2, 2004 ELECTION SHALL BE OF NO FURTHER EFFECT?

; and

WHEREAS, at a special election held by the City within the boundaries of the Authority on April 5, 2011 (the "2011 Election"), a majority of the qualified electors of the Authority voting thereon authorized the City to issue bonds or other indebtedness not to exceed \$65,000,000, with a repayment cost of \$72,000,000, for the purpose of financing certain capital improvements within the Plan of Development Area and authorized the pledge of the Tax Increment Fund for payment of principal, interest and any premiums due in connection with such

bonds or other indebtedness, said pledge of funds not to exceed the maximum time permitted by law; and

WHEREAS, the ballot question submitted to the qualified electors of the Authority at the 2011 Election was as follows:

SHALL CITY OF GRAND JUNCTION DEBT BE INCREASED NOT TO EXCEED \$65,000,000 WITH A REPAYMENT COST OF \$72,000,000, WITHOUT RAISING ADDITIONAL TAXES, TO FINANCE STREETS, PARKS, PLAZAS, PARKING FACILITIES, PLAYGROUNDS, CAPITAL FACILITIES, PEDESTRIAN MALLS, RIGHTS-OF-WAY, STRUCTURES, WATERWAYS, BRIDGES, ACCESS ROUTES TO ANY OF THE FOREGOING, DESIGNED FOR USE BY THE PUBLIC GENERALLY OR USED BY ANY PUBLIC AGENCY WITH OR WITHOUT CHARGE; SUCH DEBT TO BE EVIDENCED BY BONDS, LOANS, ADVANCES OR INDEBTEDNESS PROVIDED THAT THE SPECIFIC TERMS OF THE DEBT, INCLUDING A PROVISION FOR EARLY REPAYMENT WITH OR WITHOUT A PREMIUM, AND THE PRICE AT WHICH IT WILL BE SOLD SHALL BE DETERMINED BY THE CITY AS NECESSARY AND PRUDENT; SHALL THE PLEDGE OF THE TAX INCREMENT FUND TO SUCH DEBT BE AUTHORIZED FOR A PERIOD NOT TO EXCEED THE MAXIMUM TIME PERMITTED BY LAW?

; and

WHEREAS, the City has previously issued \$17,125,000 of the indebtedness authorized at the 2007 Election, which indebtedness was represented by: (i) its \$10,000,000 "City of Grand Junction, Colorado, Downtown Development Authority, Tax-Increment Revenue Bonds, Series 2009" (the "2009 Bonds"), all of which were repaid as of December 15, 2012; (ii) its \$4,070,000 "City of Grand Junction, Colorado, Downtown Development Authority, Tax-Exempt Tax Increment Revenue Bonds, Series 2012A" (the "2012A Bonds"), all of which will be repaid upon the issuance of the 2017A Bonds (defined herein); and (iii) its \$3,055,000 City of Grand Junction, Colorado, Downtown Development Authority, Taxable Tax Increment Revenue Bonds, Series 2012B," all of which will be repaid as of December 15, 2017; and

WHEREAS, the City has not previously issued any of the indebtedness authorized at the 2011 Election; and

WHEREAS, the City has determined to issue its "City of Grand Junction, Colorado, Downtown Development Authority, Tax Increment Revenue and Refunding Bonds, Series 2017 (the "2017 Bonds"), in the maximum aggregate principal amount of \$10,000,000 for the purpose of: (i) refunding the 2012A Bonds (the "Refunding Project"); (ii) financing (or reimbursing the costs of) certain additional improvements described in the Plan and the 2007 Election and/or the 2011 Election (the "Project"); (iii) funding a debt service reserve for the 2017 Bonds; and (iv) paying the costs of issuing the 2017 Bonds; and

WHEREAS, the 2017 Bonds are authorized to be issued pursuant to Section 31-28-809 of the Act, and the portion of the 2017 Bonds being used to accomplish the Refunding Project is permitted by Section 31-25-811 of the Act; and

WHEREAS, the portion of the 2017 Bonds allocable to the Refunding Project constitutes a refunding at a lower interest rate under Article X, Section 20 of the Colorado Constitution and does not require prior voter authorization for its issuance; and

WHEREAS, the portion of the 2017 Bonds allocable to the Project has been authorized by the 2007 Election and/or the 2011 Election; and

WHEREAS, the City has further determined to issue its "City of Grand Junction, Colorado, Downtown Development Authority, Tax Increment Revenue Bonds, Series 2018 (the "2018 Bonds," and together with the 2017 Bonds, the "Bonds") in the maximum aggregate principal amount of \$9,120,000 for the purpose of: (i) financing that portion of the Project not otherwise financed by the 2017 Bonds; (ii) funding debt service reserve for the 2018 Bonds; and (iii) paying the costs of issuing the 2018 Bonds; and

WHEREAS, the 2018 Bonds are authorized to be issued pursuant to Section 31-28-809 of the Act; and

WHEREAS, the 2018 Bonds have been authorized by the 2007 Election and/or the 2011 Election; and

WHEREAS, the 2017 Bonds shall be issued on or after December 15, 2017 and before December 31, 2017, with terms such that they meet the requirements of the ballot questions submitted at the 2007 Election and/or the 2011 Election; and

WHEREAS, the 2018 Bonds shall be issued on or after January 1, 2018, with terms such that they meet the requirements of the ballot questions submitted at the 2007 Election and/or the 2011 Election; and

WHEREAS, the Council has determined that in order to finance the Refunding Project, finance a portion of the Project, fund a debt service reserve fund for the 2017 Bonds, and pay the costs of issuing the 2017 Bonds it is necessary, advisable, and in the best interests of the City to issue the 2017 Bonds pursuant to this Bond Ordinance and the further terms and conditions of a Loan Agreement (the "2017 Loan Agreement") with ANB Bank (the "Lender"), pursuant to which 2017 Loan Agreement the Lender will purchase the 2017 Bonds and will loan to the City the proceeds thereof in an amount not to exceed \$10,000,000 (the "2017 Loan") for the purposes hereinabove stated; and

WHEREAS, the City's repayment obligations under the 2017 Loan Agreement shall be evidenced by the 2017 Bonds; and

WHEREAS, the Council has further determined that in order to finance the balance of the Project, fund a debt service reserve fund for the 2018 Bonds, and pay the costs of issuing the 2018 Bonds it is necessary, advisable, and in the best interests of the City to issue the 2018 Bonds pursuant to this Bond Ordinance and the further terms and conditions of a Loan Agreement (the "2018 Loan Agreement," and together with the 2017 Loan Agreement, the "Loan Agreements") with ANB Bank (the "Lender"), pursuant to which 2018 Loan Agreement the Lender will purchase the 2018 Bonds and will loan to the City the proceeds thereof in an amount not to exceed \$9,120,000 (the "2018 Loan," and together with the 2017 Loan, the "Loans") for the purposes hereinabove stated; and

WHEREAS, the City's repayment obligations under the 2018 Loan Agreement shall be evidenced by the 2018 Bonds; and

WHEREAS, the Tax Increments (less 20% of the Tax Increments originating from municipal sales tax revenues for a portion of the Plan of Development Area and 30% of such increments from another portion of the Plan of Development Area as provided in Grand Junction City Resolution No. 28-83), all funds deposited in the special fund created by the Resolution into which the Tax Increments are to be deposited by the City (the "Tax Increment Fund") and any bond account established by the City for the Bonds pursuant to the Loan Agreements (the "Bond

Account”), and investment income from such Bond Account and the Tax Increment Fund, subject to Federal tax laws regarding arbitrage rebate, shall be pledged to the repayment of the Bonds (collectively, the “Pledged Revenues”); and

WHEREAS, forms of the Loan Agreements have been filed with the City Clerk; and

WHEREAS, the Council desires to approve the forms of the Loan Agreements and authorize the execution thereof and further authorize the execution and delivery of the Bonds.

BE IT ORDAINED BY THE CITY COUNCIL OF THE CITY OF GRAND JUNCTION, COLORADO:

Section 1. Approvals, Authorizations, and Amendments. The forms of the Loan Agreements (and the forms of the Bonds contained therein) filed with the City Clerk are incorporated herein by reference and are hereby approved. The City shall enter into and perform its obligations under the Loan Agreements in the forms of such documents, with such changes as are not inconsistent herewith and as are hereafter approved by the Mayor Pro Tem. The Mayor Pro Tem and City Clerk are hereby authorized and directed to execute the Bonds and the Loan Agreements and to affix the seal of the City thereto, and further to execute and authenticate such other documents or certificates as are deemed necessary or desirable in connection therewith. The Bonds and the Loan Agreements shall be executed in substantially the forms approved at this meeting and, in any event, shall not contain terms inconsistent with the terms of this Bond Ordinance.

The execution by the Mayor Pro Tem, the City Clerk, or other appropriate officers of the City of any instrument or certificate or other document in connection with the matters referred to herein shall be conclusive evidence of the approval by the City of such instrument or certificate or other document.

Section 2. Election to Apply Supplemental Act. Section 11-57-204 of the Supplemental Public Securities Act, constituting Title 11, Article 57, Part 2, of the Colorado Revised Statutes, as amended (the “Supplemental Act”), provides that a public entity, including the City, may elect in an act of issuance to apply all or any of the provisions of the Supplemental Act. The Council hereby elects to apply all of the provisions of the Supplemental Act to the Bonds and the Loan Agreements.

Section 3. Delegation and Parameters.

(a) Pursuant to Section 11-57-205 of the Supplemental Act, the Council hereby delegates to the President, the Financial Operations Manager, or any member of the Council the authority to make the following determinations relating to and contained in the Bonds and the Loan Agreements, subject to the restrictions contained in paragraph (b) of this Section 3:

(i) the interest rate on the 2017 Bonds and the 2017 Loan and the interest rate on the 2018 Bonds and the 2018 Loan;

(ii) the principal amount of the 2017 Bonds and the 2017 Loan and the principal amount of the 2018 Bonds and the 2018 Loan;

(iii) the amount of principal of the 2017 Bonds and the 2017 Loan maturing in any given year and the final maturity of the 2017 Bonds and the 2017 Loan, and the amount of principal of the 2018 Bonds and the 2018 Loan maturing in any given year and the final maturity of the 2018 Bonds and the 2018 Loan;

(iv) the conditions on which and the prices at which the 2017 Bonds and the 2017 Loan may be paid prior to maturity, and the conditions on which and the prices at which the 2018 Bonds and the 2018 Loan may be paid prior to maturity;

(v) the dates on which the principal of and interest on the 2017 Bonds and the 2017 Loan are paid, and the dates on which the principal of and interest on the 2018 Bonds and the 2018 Loan are paid; and

(vi) the existence and amount of reserve funds or capitalized interest for the 2017 Bonds and the 2017 Loan, if any, and the existence and amount of reserve funds or capitalized interest for the 2018 Bonds and the 2018 Loan, if any.

(b) The delegation in paragraph (a) of this Section 3 shall be subject to the following parameters and restrictions: (i) the interest rate on the 2017 Bonds and the 2017 Loan shall not exceed 3.36%; (ii) the interest rate on the 2018 Bonds and the 2018 Loan shall not exceed 3.36%; (iii) the principal amount of the 2017 Bonds and the 2017 Loan shall not exceed \$10,000,000; (iv) the principal amount of the 2018 Bonds and the 2018 Loan shall not exceed \$9,120,000; (v) the Bonds shall be subject to redemption prior to maturity on any date at a redemption price of not more than 101% of the principal amount thereof; (vi) the respective reserve funds for the 2017 Bonds and the 2018 Bonds may not exceed the maximum amount permitted for

each series of Bonds under the Internal Revenue Code of 1986, as amended; and (vii) the final maturity of the Bonds and the Loans shall not be later than December 31, 2032.

Section 4. Conclusive Recital. Pursuant to Section 11-57-210 of the Supplemental Act, the Bonds and the Loan Agreements shall contain a recital that they are issued pursuant to the Supplemental Act. Such recital shall be conclusive evidence of the validity and the regularity of the issuance of the Bonds and the Loan Agreements after their delivery for value.

Section 5. Pledge of Revenues. The Bonds constitute a pledge of, and an irrevocable first lien (but not an exclusive first lien), on all of the Pledged Revenues. The Bonds are equitably and ratably secured by a pledge of and lien on the Pledged Revenues. All of the Bonds, together with the interest accruing thereon shall be payable and collectible solely out of the Pledged Revenues, which are hereby irrevocably so pledged; neither the Lender nor any other registered owner of the Bonds may not look to any general or other fund of the City or the Authority for the payment of the principal of and interest on the Bonds, except the designated special funds and accounts pledged therefor. The Bonds shall not constitute an indebtedness nor a debt within the meaning of the Charter or any State constitutional or statutory provision or limitation; nor shall they be considered or held to be general obligations of the City or the Authority.

Pursuant to Section 11-507-208(1) of the Supplemental Act, a public entity may pledge all or any portion of its revenues to the payment of its securities unless the use of such revenues is restricted by other laws of the state. Pursuant to such authority, together with the authority granted by the 2007 Election, the 2011 Election, and Section 31-25-807(3)(a)(IV)(B) of the Act, the City hereby irrevocably pledges to the repayment of the Bonds one hundred percent of the property taxes produced by the levy at the rate fixed each year by or for the City upon the valuation for assessment of taxable property within the boundaries of the Plan of Development Area which is in excess of the valuation for assessment of taxable property within the boundaries of the Plan of Development Area certified as the base amount by the County Assessor pursuant to Sections 31-25-807(3)(a)(IV) and 31-25-807(3)(f) of the Act. Such amounts shall constitute Pledged Revenues for all purposes of this Ordinance.

The creation, perfection, enforcement, and priority of the Pledged Revenues to secure or pay the Bonds as provided herein shall be governed by Section 11-57-208 of the Supplemental Act and this Bond Ordinance. The Pledged Revenues, as received by or otherwise

credited to the City or the Authority, shall immediately be subject to the lien of such pledge without any physical delivery, filing, or further act.

Section 6. Appropriations to Replenish Reserve Funds. Within 45 days of receiving notice from the Lender that the reserve fund for the 2017 Bonds and/or the reserve fund for the 2018 Bonds has been utilized, in whole or in part, the Financial Operations Manager shall prepare and submit a request for an appropriation of a sufficient amount of funds to replenish such reserve funds to the applicable reserve requirement (as more particularly described in the Loan Agreements). It is the present intention and expectation of the Council to appropriate such funds as requested, within the limits of available funds and revenues, but this declaration of intent shall not be binding upon the Council or any future Council in any future fiscal year of the City. The City Council may determine in its sole discretion, but shall never be required, to make the appropriations requested. All sums appropriated by the Council for such purpose shall be deposited in the reserve funds established by the Loan Agreements. Nothing provided in this Section 6 shall create or constitute a debt, liability or multiple fiscal year financial obligation of the City.

Section 7. Limitation of Actions. Pursuant to Section 11-57-212 of the Supplemental Act, no legal or equitable action brought with respect to any legislative acts or proceedings in connection with the Bonds or the Loan Agreements shall be commenced more than thirty days after the date of adoption of this Ordinance.

Section 8. No Recourse against Officers and Agents. Pursuant to Section 11-57-209 of the Supplemental Act, if a member of the Council, or any officer or agent of the City acts in good faith, no civil recourse shall be available against such member, officer, or agent for payment of the principal of or interest on the Bonds. Such recourse shall not be available either directly or indirectly through the Council or the City, or otherwise, whether by virtue of any constitution, statute, rule of law, enforcement of penalty, or otherwise. By the acceptance of the Bonds and as a part of the consideration of its sale or purchase, the Lender and any other registered owner of the Bonds specifically waives any such recourse.

Section 9. Disposition and Investment of Loan Proceeds. The proceeds of the 2017 Loan shall only be applied for the purposes described in the recitals hereto, and the proceeds of the 2018 Loan shall only be applied for the purposes described in the recitals hereto. Neither

the Lender nor any subsequent owner(s) of the Bonds shall be responsible for the application or disposal by the City or any of its officers of the funds derived from the Loans.

Section 10. Direction to Take Authorizing Action. The appropriate officers of the City and members of the Council are hereby authorized and directed to take all other actions necessary or appropriate to effectuate the provisions of this Ordinance, including but not limited to the execution and delivery of such certificates and affidavits as may reasonably be required by the Lender.

Section 11. Ratification and Approval of Prior Actions. All actions heretofore taken by the officers of the City and members of the Council, not inconsistent with the provisions of this Ordinance, relating to the Bonds, the Loan Agreements, Documents, or actions to be taken in respect thereof, are hereby authorized, ratified, approved, and confirmed.

Section 12. Repealer. All acts, orders, ordinances, or resolutions, or parts thereof, in conflict herewith are hereby repealed to the extent of such conflict.

Section 13. Severability. Should any one or more sections or provisions of this Ordinance be judicially determined invalid or unenforceable, such determination shall not affect, impair, or invalidate the remaining provisions hereof, the intention being that the various provisions hereof are severable.

Section 14. Ordinance Irrepealable. After the Bonds are issued, this Ordinance shall constitute an irrevocable contract between the City and the owners from time to time of the Bonds, and shall be and remain irrepealable until the Bonds and the interest thereon shall have been fully paid, satisfied, and discharged. No provisions of any constitution, statute, charter, ordinance, resolution, or other measure enacted after the issuance of the Bonds shall in any way be construed as impairing the obligations of the City to keep and perform its covenants contained in this Ordinance.

Section 15. Effective Date. This Ordinance shall be in full force and effect 30 days after publication following final passage.

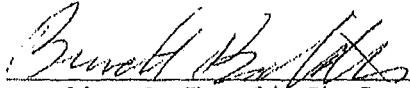
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INTRODUCED, PASSED ON FIRST READING, APPROVED AND ORDERED
PUBLISHED IN PAMPHLET FORM this 18th day of October, 2017.

CITY OF GRAND JUNCTION, COLORADO


[SEAL]





Mayor Pro Tem of the City Council

Attest:



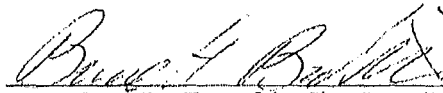
City Clerk

INTRODUCED, PASSED ON SECOND READING, APPROVED AND
ORDERED PUBLISHED IN PAMPHLET FORM this 1st day of November, 2017.

CITY OF GRAND JUNCTION, COLORADO

[SEAL]





Mayor Pro Tem of the City Council

Attest:



City Clerk

STATE OF COLORADO)
)
 COUNTY OF MESA) SS.
)
 CITY OF GRAND JUNCTION)

I, Wanda Winkelman, the City Clerk of the City of Grand Junction, Colorado (the "City") and Clerk to the City Council of the City (the "Council"), do hereby certify as follows:

(1) The foregoing pages are a true, correct and complete copy of an ordinance (the "Ordinance") that was introduced, passed on first reading and ordered published in full by the Council at a regular meeting thereof held on October 18, 2017 and was duly adopted and ordered published in full by the Council at a regular meeting thereof held on November 1, 2017, which Ordinance has not been revoked, rescinded or repealed and is in full force and effect on the date hereof.

(2) The Ordinance was duly moved and seconded and the Ordinance was passed on first reading at the meeting of October 18, 2017, by an affirmative vote of a majority of the members of the Council as follows:

<u>Councilmember</u>	<u>Voting "Aye"</u>	<u>Voting "Nay"</u>	<u>Absent</u>	<u>Abstaining</u>
Rick Taggart	X			
Bennett Boeschstein	X			
Phyllis Norris	X			
Barbara Traylor Smith	X			
Duke Wortmann			X	
Duncan McArthur	X			
Chris Kennedy	X			

(3) The Ordinance was duly moved and seconded and the Ordinance was finally passed on second reading at the meeting of November 1, 2017, by an affirmative vote of a majority of the members of the Council as follows:

<u>Councilmember</u>	<u>Voting "Aye"</u>	<u>Voting "Nay"</u>	<u>Absent</u>	<u>Abstaining</u>
Rick Taggart			X	
Bennett Boeschstein	X			
Phyllis Norris	X			
Barbara Traylor Smith			X	
Duke Wortmann	X			
Duncan McArthur			X	
Chris Kennedy	X			

(4) The members of the Council were present at such meetings and voted on the passage of the Ordinance as set forth above.

(5) The Ordinance was approved and authenticated by the signature of the Mayor Pro Tem, sealed with the City seal, attested by the City Clerk, and recorded in the minutes of the Council.

(6) There are no bylaws, rules, or regulations of the Council that might prohibit the adoption of the Ordinance.

(7) Notices of the meetings of October 18, 2017 and November 1, 2017 in the forms attached hereto as Schedule I were posted at City Hall in accordance with law.

(8) The Ordinance was published in pamphlet form in The Daily Sentinel, a daily newspaper of general circulation in the City, on October 20, 2017 and November 3, 2017, as required by the City Charter. True and correct copies of the affidavits of publication are attached hereto as Schedule II.

WITNESS my hand and the seal of the City affixed this 13 day of November, 2017.

[SEAL]



W. Winkelman
City Clerk and Clerk to the Council

SCHEDULE I

(Attach Notices of Meetings of October 18, 2017 and November 1, 2017)

To access the Agenda and Backup Materials electronically, go to www.gjcity.org



CITY COUNCIL AGENDA
WEDNESDAY, OCTOBER 18, 2017
250 NORTH 5TH STREET

5:15 PM - PRE-MEETING - ADMINISTRATION CONFERENCE ROOM
6:00 PM - REGULAR MEETING - CITY HALL AUDITORIUM

To become the most livable community west of the Rockies by 2025

Call to Order, Pledge of Allegiance, Invocation

First Councilor Dale Rooks, The Church of Jesus Christ of Latter-day Saints, Fruita
2nd Ward

(The invocation is offered for the use and benefit of the City Council. The invocation is intended to solemnize the occasion of the meeting, express confidence in the future, and encourage recognition of what is worthy of appreciation in our society. During the invocation you may choose to sit, stand, or leave the room.)

Proclamations

Proclaiming October 2017 as "National Homeless Awareness Month" in the City of Grand Junction

Appointments

Appointment to the Grand Junction Housing Authority

Appointments to the Planning Commission

Appointments to the Parks & Recreation Advisory Board

Appointment to the Downtown Development Authority/Downtown Grand Junction
Business Improvement District Boards

Citizen Comments

Council Reports

REVISED

Consent Agenda

1. Approval of Minutes

- a. Summary of the October 2, 2017 Workshop
- b. Minutes of the October 4, 2017 Special Session
- c. Minutes of the October 4, 2017 Regular Meeting

2. Set Public Hearing

- a. Quasi-Judicial
 - i. Introduction of a Proposed Ordinance Approving an Outline Development Plan (ODP) and a Rezone to Planned Development (PD) with an R-2 (Residential - 2 du/ac) Default Zone District for Weeminuche Subdivision Located between 26 & 26 1/2 Roads, South of H 3/4 Road, and Setting a Hearing for November 1, 2017
 - ii. Introduction of a Proposed Ordinance Zoning the Holder Annexation, Located at 3040 E Road, and Setting a Hearing for November 1, 2017
 - iii. Introduction of a Proposed Ordinance Approving the Downtown Development Authority Tax Increment Debt Financing and Setting a Public Hearing for November 1, 2017

3. Contracts

- a. 2017 Community Development Block Grant Subrecipient Agreement between St. Mary's Hospital Foundation Gray Gourmet Program, Karis, Inc., HomewardBound of the Grand Valley, Marillao Clinic, Grand Valley Catholic Outreach, and Housing Resources of Western Colorado and the City of Grand Junction

4. Resolution

- a. New Outdoor Dining Lease for The Goat and Clover Tavern, LLC Located at 336 Main Street, Suite 104

Regular Agenda

If any item is removed from the Consent Agenda, it will be heard here

6. Other Action Items

- a. Discussion and Possible Direction Regarding North Avenue/University Boulevard and CMU 20000

6. Public Hearing

- a. Quasi-Judicial
 - l. Ordinance Vacating Right-of-Way and Easements Located in the Jarvis Subdivision Plat

7. Non-Scheduled Citizens & Visitors

8. Other Business

9. Adjournment

To access the Agenda and Backup Materials electronically, go to www.gjcity.org



CITY COUNCIL AGENDA
WEDNESDAY, NOVEMBER 1, 2017
250 NORTH 6TH STREET
5:15 PM - PRE-MEETING - ADMINISTRATION CONFERENCE ROOM
6:00 PM - REGULAR MEETING - CITY HALL AUDITORIUM

To become the most livable community west of the Rockies by 2025

Call to Order, Pledge of Allegiance, Moment of Silence

Proclamation

Proclaiming November 11, 2017 as "A Salute to All Veterans 2017" in the City of Grand Junction

Certificate of Appointments

Certificate of Appointment to the Downtown Development Authority/Downtown Grand Junction Business Improvement District Boards

Certificate of Appointment to the Parks and Recreation Advisory Board

Certificates of Appointment to the Planning Commission

Citizen Comments

Council Reports

Consent Agenda

1. Approval of Minutes
 - a. Minutes of the October 13, 2017 Special Session
 - b. Summary of the October 16, 2017 Workshop
 - c. Minutes of the October 18, 2017 Regular Meeting
2. Set Public Hearing

- a. Legislative
 - i. An Ordinance Appropriating Certain Sums of Money to Defray the Necessary Expenses and Liabilities of the City of Grand Junction, Colorado and the Downtown Development Authority for the Year Beginning January 1, 2018 and Ending December 31, 2018 and Setting a Public Hearing for November 15, 2017 and December 6, 2017
 - b. Quasi-judicial
 - i. Ordinance Expanding the Boundaries of and Including Property Located at 118 S 7th Street into the Downtown Grand Junction Business Improvement District and Setting a Hearing for November 15, 2017
- 3. Continue Public Hearing**
- a. Quasi-judicial
 - i. Request for Continuance of Public Hearing to December 6, 2017 for an Ordinance Approving an Outline Development Plan (ODP) and a Rezone to Planned Development (PD) with an R-2 (Residential - 2 du/ac) default zone district for Weeminuche Subdivision located between 28 & 28 1/2 Roads, south of H 3/4 Road
- 4. Resolutions**
- a. Resolution Supporting the Re-Authorization of Lottery Proceeds by the General Assembly in 2018 According to Constitutional, Voter Approved Formula: 50% Great Outdoors Colorado, 40% Conservation Trust Fund and 10% Colorado Parks and Wildlife
 - b. Resolution Authorizing the City Manager to Submit a Grant Request to Great Outdoors Colorado for the Local Park and Outdoor Recreation grant program for completion of the Las Colonias Park Boat Launch
 - c. Resolution Authorizing the City Manager to Submit a Grant Request to Colorado State Recreational Trails Grant for Matching Funds for the Lunch Loop Trail Project
 - d. Resolution Authorizing a Telecommunication Facility at Columbine Park

6. Other Action Items

- a. Prohibition of Parking Along Main Street During Parade of Lights

Regular Agenda

If any item is removed from the Consent Agenda, it will be heard here

6. Resolutions

- a. A Resolution Rescinding Resolution No. 47-17 Renaming North Avenue to University Boulevard Between I-70 (on the east) to 1st Street (on the west)
- b. Resolution Regarding CMU 20000 Initiatives

7. Public Hearing

- a. Quasi-Judicial
 - i. Resolution Accepting the Petition for Annexation and Ordinances Annexing and Zoning the Holder Annexation Located at 3040 E Road

8. Public Hearing: Downtown Development Authority Tax Increment Debt Financing

- a. Resolution and Ordinance Approving the Downtown Development Authority Tax Increment Debt Financing

9. Other Action Items

- a. Downtown Holiday Parking Request

10. Non-Scheduled Citizens & Visitors

11. Other Business

12. Adjournment

SCHEDULE II (Attach Notice of Meeting)

State PROOF OF PUBLICATION

NOTICE OF PUBLIC HEARING
 NOTICE HEREBY GIVEN THAT
 The City Council of the City of
 Grand Junction, Colorado, 7th Floor
 was convened pursuant to Article
 10, 2017 passed on 11/15/2017 the
 following ordinance proposed and
 passed:
 An Ordinance Amending the
 RESOLUTION OF THE CITY OF GRAND
 JUNCTION, COLORADO, DOING
 BUSINESS DEVELOPMENT AUTHORITY
 TAX INCENTIVE REVENUE AND
 APPLICABLE CODES, SECTIONS 2017,
 AND TAX INCENTIVE REVENUE
 CODES, SECTIONS 2017, READING:
 THE TAX INCENTIVE REVENUE
 OF THE CITY FOR THE PAYMENT OF
 SUCH BOND, APPROVING THE
 FORM OF A LOAN AGREEMENT RE-
 LATING TO THE ISSUANCE OF
 BONDS, AND RELATED MATTERS
 and authorized the publication in
 newspaper form.
 NOTICE IS FURTHER GIVEN THAT
 no public hearing will be held on
 November 1, 2017 at 9:00 a.m. in the
 City Auditorium, 750 North 10th
 Street, at which time public com-
 ments will be taken and considered
 before the final adoption of the pro-
 posed ordinance.
 Copies of the proposed ordinance
 are available for public inspection
 in the City Clerk's Office, 250 North 10th
 Street, City Hall, at any time Monday
 through Friday between the hours of
 7:30 a.m. and 5:00 p.m. or at the
 web site www.grandjunction.org.
 BY THE ORDER OF THE CITY COUNCIL
 At Grand Junction,
 City Clerk
 Published: October 10, 2017.

STATE OF COLORADO

County of (Mesa)

Terry Flanagan

Being duly sworn, says that I am Legal Secretary of
 The Daily Sentinel, a daily newspaper, published and duly printed in
 The County of Mesa, State of Colorado; that said newspaper has a
 general circulation in said County and has been continuously and
 uninterrupted published therein, during a period of at least
 fifty-two consecutive weeks next prior to the first publication
 of the annexed notice; that said newspaper is a newspaper within the
 meaning of the act of the general Assembly of the State of Colorado,
 entitled "An Act to regulate the printing of legal notices and
 advertisements," and amendments thereto; that the notice of which
 the annexed is a printed copy taken from said newspaper, was published
 in said newspaper, and in the regular and entire issue of every number
 thereof once a week for 3 successive weeks
 that said notice was so published in said newspaper proper and not in
 any supplement thereof, and that first publication of said notice as
 aforesaid, was on the 20th day of October, 2017,
 and the last, on the 20th day of October, 2017.
 Copies of each number of said paper in which said notice and/or
 list was published were delivered by carriers or transmitted by
 mail to each of the subscribers of said newspaper, The Daily Sentinel,
 according to the accustomed mode of business in this office.



Subscribed and sworn to before me, this 20th day of October, 2017

Karen McLeish

KAREN MCLEISH
 NOTARY PUBLIC
 STATE OF COLORADO
 NOTARY ID #20134002004
 My Commission Expires January 17, 2021

State PROOF OF PUBLICATION

NOTICE OF ADOPTION OF ORDINANCE NO. 1177 AN ORDINANCE OF THE CITY OF GRAND JUNCTION TO BE PUBLISHED IN PAMPHLET FORM NOTICE IS HEREBY GIVEN: THAT ON THE 11th day of November, 2017, at 4:00 p.m. in the City Law Auditor's Office, 501 E. Sixth Street, Grand Junction, Colorado, the City Council of the City of Grand Junction did publicly hear and consider the proposed ordinance, and after a public hearing, and a proper notice is given, and the ordinance is hereby adopted. All ORDINANCES AUTHORIZED BY THE ISSUANCE OF THE CITY OF GRAND JUNCTION, COLORADO, COUNTY OF MESA, DEVELOPMENT AUTHORITY TAX REVENUE INCREASE AND BOND, SERIES 2017, AND TAX INCREMENT FINANCE BOND, SERIES 2017, AND THE TAKING OF THE PARAVALE OF SUCH BOND, APPROVED THE FORM OF A LOAN AGREEMENT RELATIVE TO EACH SERIES OF BOND, AND RELATED MATTERS. Copies of the adopted Ordinance are available for public inspection in the office of the City Clerk, 501 E. Sixth Street, Grand Junction, CO by calling (970) 243-8300, Monday through Friday or on the web at www.grandjunction.org. In Witness Whereof, I have hereunto set my hand and the seal of the City of Grand Junction, Colorado, this 11th day of November, 2017.

STATE OF COLORADO

County of (Mesa)

Terry Flanagan

Being duly sworn, says that I am Legal Secretary of The Daily Sentinel, a daily newspaper, published and duly printed in The County of Mesa, State of Colorado; that said newspaper has a general circulation in said County and has been continuously and uninterruptedly published therein, during a period of at least fifty-two consecutive weeks next prior to the first publication of the annexed notice; that said newspaper is a newspaper within the meaning of the act of the general Assembly of the State of Colorado, entitled "An Act to regulate the printing of legal notices and advertisements," and amendments thereto; that the notice of which the annexed is a printed copy taken from said newspaper, was published in said newspaper, and in the regular and entire issue of every number thereof once a week for 3 successive weeks; that said notice was so published in said newspaper proper and not in any supplement thereof, and that first publication of said notice as aforesaid, was on the 3rd day of November, 2017, and the last, on the 3rd day of November, 2017. Copies of each number of said paper in which said notice and/or list was published were delivered by carriers or transmitted by mail to each of the subscribers of said newspaper, The Daily Sentinel, according to the accustomed mode of business in this office.

Subscribed and sworn to before me, this 3rd day of November, 2017

Linda Wilson

LINDA WILSON
NOTARY PUBLIC
STATE OF COLORADO
NOTARY ID #20154028882
My Commission Expires July 22, 2018

I HEREBY CERTIFY THAT the foregoing Ordinance, being Ordinance No. 4772 was introduced by the City Council of the City of Grand Junction, Colorado at a regular meeting of said body held on the 18th day of October, 2017 and that the same was published in The Daily Sentinel, a newspaper published and in general circulation in said City, in pamphlet form, at least ten days before its final passage.

I FURTHER CERTIFY THAT a Public Hearing was held on the 1st day of November, 2017, at which Ordinance No. 4772 was read, considered, adopted and ordered published in pamphlet form by the Grand Junction City Council.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the official seal of said City this 15th day of November, 2017.

W. Winkelmann
City Clerk

Published: October 20, 2017
Published: November 03, 2017
Effective: December 03, 2017



Exhibit B
to Loan Agreement

Lender: ANB Bank
City: City of Grand Junction, Colorado

*Re: City of Grand Junction, Colorado Downtown Development Authority,
Tax Increment Revenue and Refunding Bonds, Series 2017*

Form of Bonds

**THIS BOND MAY NOT BE TRANSFERRED EXCEPT IN
ACCORDANCE WITH THE TERMS AND CONDITIONS AS SET
FORTH IN THE HEREIN DEFINED AGREEMENT.**

**\$9,120,000 City of Grand Junction, Colorado
Downtown Development Authority, Tax Increment Revenue and Refunding Bonds, Series 2017**

<u>Interest Rate</u>	<u>Maturity Date</u>	<u>Issue Date</u>
3.36% Per Annum	December 31, 2032	December 21, 2017

REGISTERED OWNER: ANB BANK

FOR VALUE RECEIVED, the City of Grand Junction, Colorado (the “City”), promises to pay to the Registered Owner the principal amount of \$9,120,000, together with interest thereon from the Issue Date, in accordance with the terms of this City of Grand Junction, Colorado Downtown Development Authority, Tax Increment Revenue and Refunding Bonds, Series 2017 (this “Bond”) and the hereinafter defined Loan Agreement.

This Bond has been issued in accordance with the terms and conditions as set forth in that certain Loan Agreement, dated December 21, 2017 (as amended, the “Loan Agreement”), by and between the City and the Registered Owner, and pursuant to the authority and approval as set forth in Title 31, Article 25, Part 8, C.R.S., as amended (the “Act”), the Supplemental Public Securities Act, Colorado Revised Statutes, Title 11, Article 57, Part 2, as amended (the “Supplemental Act”), and the City’s Ordinance No. 4772 (the “Ordinance”), adopted by the City Council on November 1, 2017. This Bond constitutes the “Bonds” as referenced in the Loan Agreement.

Capitalized terms used but not defined in this Bond have the respective meanings ascribed to them in the Loan Agreement.

The outstanding principal balance of this Bond will bear interest at the Interest Rate set forth above; provided, however, that this Bond may bear interest at the Taxable Rate upon an Event of Taxability. Interest accruing on this Bond will be computed on the basis of an Actual/360 day count convention.

Accrued and unpaid interest on the Bonds will be due on each Interest Payment Date, being June 15 and December 15 of each year, commencing June 15, 2018.

The principal of this Bond will be payable in installments on the dates and in the amounts set forth below.

<i>Date</i>	<i>Amount</i>
June 15, 2018	\$397,500
December 15, 2018	\$397,500
June 15, 2019	\$415,000
December 15, 2019	\$415,000
June 15, 2020	\$435,000
December 15, 2020	\$435,000
June 15, 2021	\$452,500
December 15, 2021	\$452,500
June 15, 2022	\$478,000
December 15, 2022	\$478,000
June 15, 2023	\$196,000
December 15, 2023	\$196,000
June 15, 2024	\$206,000
December 15, 2024	\$206,000
June 15, 2025	\$216,000
December 15, 2025	\$216,000
June 15, 2026	\$223,000
December 15, 2026	\$223,000
June 15, 2027	\$234,000
December 15, 2027	\$234,000
June 15, 2028	\$244,000
December 15, 2028	\$244,000
June 15, 2029	\$253,000
December 15, 2029	\$253,000
June 15, 2030	\$263,000
December 15, 2030	\$263,000
June 15, 2031	\$271,000
December 15, 2031	\$271,000
June 15, 2032	\$276,000
December 15, 2032	\$276,000

The outstanding principal balance of this Bond will be paid on the above referenced Maturity Date, and, to the extent outstanding after the Maturity Date, will be due on demand of the Registered Owner.

The City may prepay this Bond, in whole or in part, on any date, in an amount equal to the sum of (A) the principal amount so prepaid *plus* (B) a premium of 1% of the principal amount so prepaid *plus* (C) accrued and unpaid interest on the principal amount so prepaid to the date of prepayment; provided, however, on or after December 15, 2022, the City may prepay this Bond, in whole or in part, from its excess cash (and not as a result of any direct or indirect refinancing), without premium.

The principal amount of partial prepayments will be applied to the outstanding principal balance of this Bond in inverse order of the maturity of the installment principal payments (including, if applicable, any balloon interest payment due on the Maturity Date). Partial prepayments will not result in re-amortization of this Bonds.

The payment of the principal of, premium, if any, and interest on this Bond will be made to the Registered Owner at its address as set forth in the Registered Owner's payment statement therefor or by such electronic means (e.g., auto-debit or ACH payment) as the Registered Owner may permit or require.

All payments must be made in immediately available funds and lawful money of the United States of America.

If any payment date is not a Business Day, the payment will be due on the next succeeding Business Day and, as applicable, interest will continue to accrue.

This Bond constitutes a pledge of, and an irrevocable first lien (but not an exclusive first lien), on all of the Pledged Revenue. This Bond is equitably and ratably secured by a pledge of and lien on the Pledged Revenue. This Bond, together with the interest accruing thereon shall be payable and collectible solely out of the Pledged Revenue, which is hereby irrevocably so pledged; neither the Registered Owner nor any other registered owner of this Bond may look to any general or other fund of the City or the Authority for the payment of the principal of and interest on the Bond, except the designated special funds and accounts pledged therefor. This Bond shall not constitute an indebtedness nor a debt within the meaning of the Charter or any State constitutional or statutory provision or limitation; nor shall it be considered or held to be a general obligation of the City or the Authority.

Pursuant to Section 11-507-208(1) of the Supplemental Act, a public entity may pledge all or any portion of its revenues to the payment of its securities unless the use of such revenues is restricted by other laws of the State. Pursuant to such authority, together with the authority granted by the 2007 Election, the 2011 Election, and Section 31-25-807(3)(a)(IV)(B) of the Act, the City hereby irrevocably pledges to the repayment of this Bond one hundred percent of the property taxes produced by the levy at the rate fixed each year by or for the City upon the valuation for assessment of taxable property within the boundaries of the Plan of Development Area which is in excess of the valuation for assessment of taxable property within the boundaries of the Plan of Development Area certified as the base amount by the County Assessor pursuant to Sections 31-25-807(3)(a)(IV) and 31-25-807(3)(f) of the Act. Such amounts shall constitute Pledged Revenue for all purposes hereof.

The creation, perfection, enforcement and priority of the Pledged Revenue to secure or pay the Bonds as provided herein shall be governed by Section 11-57-208 of the Supplemental Act, the Ordinance and this Agreement. The Pledged Revenue, as received by or otherwise credited to the City or the Authority, shall immediately be subject to the lien of such pledge without any physical delivery, filing or further act.

Upon the occurrence and during the continuance of an Event of Default, this Bond is subject to acceleration by the Registered Owner, as applicable, but only in accordance with, and subject to the terms of, the Loan Agreement.

Reference is made to the Ordinance and the Loan Agreement and the terms set forth therein relating to this Bond, and such terms are incorporated herewith by reference.

This Bond is issued pursuant to the Supplemental Act. Pursuant to Section 11-57-210 of the Supplemental Act, this recital is and will be conclusive evidence of the validity and the regularity of the issuance of this Bond after its delivery for value.

The City has caused this Bond to be executed in its name and on its behalf by the manual or facsimile signature of the President of the City Council and has further caused its seal to be affixed hereto and the signature of the President of the City Council to be attested.

City: CITY OF GRAND JUNCTION, COLORADO

By: _____
Print Name: _____
Title: President of the City Council

(S E A L)

Attest:

By: _____
Print Name: _____
Title: City Clerk

Assignment

FOR VALUE RECEIVED the undersigned sells, assigns, and transfers unto _____ the within Bond and all rights thereunder, and irrevocably constitutes and appoints _____ as its attorney to transfer the within Bond on the books kept for registration and transfer thereof, with full power of substitution in the premises.

[NAME OF TRANSFEROR]

By: _____

Print Name: _____

Title: _____

Dated: _____

Signature Guaranteed:

NOTICE: Signature(s) must be guaranteed by a member firm of the STAMP, SEMP, or MSP signature guaranty medallion program.

TRANSFeree

(Please print or type the name, address, and federal taxpayer identification or social security number of the transferee.)

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**OMNIBUS CERTIFICATE OF
CITY OF GRAND JUNCTION, COLORADO**

IT IS HEREBY CERTIFIED by the undersigned, the duly chosen, qualified and acting President (the “President”) of the City Council (the “City Council”) of the City of Grand Junction, Colorado (the “City”), and by the City Clerk, Finance Director, and City Attorney, that:

1. The City is a legally and regularly created, established, organized, and existing home rule municipality of the State of Colorado.

2. The City, as originally incorporated, has never been consolidated with or annexed to any other municipality. No territory has been disconnected from the City as originally incorporated.

3. From October 1, 2017 up to and including the date hereof, the following have been and now are the duly chosen, qualified and acting members of the City Council of the City (the “City Council”) and officers of the City:

President	Rick Taggart
Member	Bennett Boeschstein
Member	Phyllis Norris
Member	Barbara Traylor
Member	Duke Wortmann
Member	Duncan McArthur
Member	Chris Kennedy
City Clerk	Wanda Winkelmann
Finance Director	Jodi Romero
City Attorney	John Shaver

4. No litigation of any nature is now pending or, insofar as is known to the undersigned, threatened (either in municipal, state or federal courts) against the City:

(a) seeking to restrain or enjoin (i) the issuance, sale, execution, or delivery of the “City of Grand Junction, Colorado, Downtown Development Authority, Tax Increment Revenue and Refunding Bonds, Series 2017,” in the aggregate principal amount of \$9,120,000 (the “Bonds”), issued pursuant to Ordinance No. 4772 finally passed and adopted by the City Council on November 1, 2017 (the “Bond Ordinance”); (ii) the levy or imposition of the ad valorem and municipal sales taxes comprising the Tax Increments (as defined in the Bond Ordinance) and the collection, distribution, or application of the Pledged Revenues (as defined in the Bond Ordinance) to the payment of the principal of and interest on the Bonds; or (iii) the use of the proceeds of the Bonds for the purposes provided in the Bond Ordinance (collectively, the “Project”);

(b) affecting or questioning the validity of the Bonds;

(c) affecting in any way the right or authority of the City to pay the Bonds and the interest thereon, or otherwise to carry out the terms and provisions of the Bond Ordinance and the covenants and agreements therein and of other proceedings authorizing the issuance of or otherwise concerning the Bonds;

(d) in any manner questioning the authority and proceedings for the issuance of the Bonds or the City's obligations therefor or affecting in any way the right or authority of the City to carry out the terms and provisions of the Bonds, the Bond Ordinance, the Sale Certificate dated December 21, 2017, executed by the undersigned Finance Director (the "Sale Certificate"), and the Loan Agreement dated December 21, 2017 (the "Loan Agreement"), between the City and the ANB Bank, as lender;

(e) in any manner questioning, contesting or otherwise affecting the authority or proceedings for the issuance, sale, execution, or delivery of the Bonds or questioning, contesting or otherwise affecting, directly or indirectly, the validity thereof, or of any provisions made or authorized for their payment;

(f) pertaining to the corporate existence or the boundaries of the City;

or

(g) in any manner questioning, contesting or otherwise affecting the power of the City, acting by and through the City Council, or otherwise, to effect the Project.

5. As of the date hereof, there are no liens or encumbrances on or pledges of the Pledged Revenues other than the lien thereon of the Bonds.

6. Neither the corporate existence nor the boundaries of the City, nor the titles of its present officers or any of them to their respective offices is being contested, including, without limitation, the members and officers of the City Council; the Bonds, the Bond Ordinance, the Sale Certificate, and the Loan Agreement; and no proceedings or authority for the issuance, sale, execution, or delivery of the Bonds or the Loan Agreement have or has been repealed, rescinded, revoked, modified, changed, or altered in any manner.

7. The Bond Ordinance was duly adopted at a regular, public meeting of the City Council and is valid and enforceable.

8. No referendum petition satisfying the requirements of the City Charter concerning the Bond Ordinance or any other ordinances, resolutions or other proceedings of the City Council concerning the Bonds or the uses of the proceeds of the Bonds has been filed, and to the best of our knowledge none is being circulated or is planned for circulation.

9. To the best of our knowledge, none of the President, any member of the City Council, any other officer or employee of the City, or any member of the family of any such officer or employee, has any pecuniary or other prohibited interest, direct or indirect, in the

profits of any contract or job for work or services to be performed, nor have such persons solicited or received any pay, commission, money or anything of value or derived any benefit, profit or advantage, directly or indirectly, in connection with the Bonds or the uses of the proceeds of the Bonds as provided in the Bond Ordinance.

10. The City has authorized by all necessary action, the execution, delivery, receipt and due performance of the Bonds, the Bond Ordinance, the Sale Certificate, the Loan Agreement, and any and all other agreements and documents as may be required to be executed, delivered and received by the City to carry out, give effect to and consummate the transactions contemplated by the Bond Ordinance.

11. The execution, delivery, receipt and due performance of the Bonds, the Bond Ordinance, the Sale Certificate, the Loan Agreement, and any other agreements contemplated by the Bond Ordinance, under the circumstances contemplated by the Bond Ordinance and the compliance by the City with the provisions thereof, will not conflict with or constitute on the part of the City a breach of or a default under any existing law, court or administrative regulation, decree or order or any agreement, indenture, lease or other instrument to which the City is subject or by which the City is or may be bound.

12. The President, or President Pro Tem, and the City Clerk were, and are now, the duly elected or appointed, sworn, qualified and acting officers of the City authorized to execute the Bonds. Attached hereto as **Exhibit A** is a specimen of the Bonds.

13. For and on behalf of the City, the undersigned Finance Director did, on or prior to the date hereof, deliver or cause to be delivered to the Purchaser a fully registered Bond in the aggregate principal amount of \$9,120,000 maturing and bearing interest as provided in the Bond Ordinance and the Sale Certificate, and received from the Purchaser, in full payment for such Bond, the sum of \$9,120,000, which is equal to the par amount of the Bond.

14. None of the Bonds have been delivered prior to the date hereof; there is no reason within our knowledge why the City may not deliver the Bonds.

15. This Certificate is for the benefit of the owners from time to time of each of the Bonds.

16. This Certificate may be executed in one or more counterparts, each of which shall be an original and all of which shall constitute but one and the same certificate.

[The remainder of this page intentionally left blank.]

WITNESS our hands and the corporate seal of the City this December 21, 2017.

(SEAL)



Bryce H. Baskette

President of the City Council

W Winkelmann

City Clerk

John J. [Signature]

Finance Director

[Signature]

City Attorney

EXHIBIT A

[Attach Specimen Bond]

THIS BOND MAY NOT BE TRANSFERRED EXCEPT IN ACCORDANCE WITH THE TERMS AND CONDITIONS AS SET FORTH IN THE HEREIN DEFINED AGREEMENT.

**\$9,120,000 City of Grand Junction, Colorado
Downtown Development Authority, Tax Increment Revenue and Refunding Bonds, Series 2017**

<u>Interest Rate</u>	<u>Maturity Date</u>	<u>Issue Date</u>
3.36% Per Annum	December 31, 2032	December 21, 2017

REGISTERED OWNER: ANB BANK

FOR VALUE RECEIVED, the City of Grand Junction, Colorado, (the "City"), promises to pay to the Registered Owner the principal amount of \$9,120,000, together with interest thereon from the Issue Date, in accordance with the terms of this City of Grand Junction, Colorado Downtown Development Authority, Tax Increment Revenue and Refunding Bonds, Series 2017 (this "Bond") and the hereinafter defined Loan Agreement.

This Bond has been issued in accordance with the terms and conditions as set forth in that certain Loan Agreement, dated December 21, 2017 (as amended, the "Loan Agreement"), by and between the City and the Registered Owner, and pursuant to the authority and approval as set forth in Title 31, Article 25, Part 8, C.R.S., as amended (the "Act"), the Supplemental Public Securities Act, Colorado Revised Statutes, Title 11, Article 57, Part 2, as amended (the "Supplemental Act"), and the City's Ordinance No. 4772 (the "Ordinance"), adopted by the City Council on November 1, 2017. This Bond constitutes the "Bonds" as referenced in the Loan Agreement.

Capitalized terms used but not defined in this Bond have the respective meanings ascribed to them in the Loan Agreement.

The outstanding principal balance of this Bond will bear interest at the Interest Rate set forth above; provided, however, that this Bond may bear interest at the Taxable Rate upon an Event of Taxability. Interest accruing on this Bond will be computed on the basis of an Actual/360 day count convention.

Accrued and unpaid interest on the Bonds will be due on each Interest Payment Date, being June 15 and December 15 of each year, commencing June 15, 2018.

The principal of this Bond will be payable in installments on the dates and in the amounts set forth below on the attached *Schedule I*.

The outstanding principal balance of this Bond will be paid on the above referenced Maturity Date, and, to the extent outstanding after the Maturity Date, will be due on demand of the Registered Owner.

The City may prepay this Bond, in whole or in part, on any date, in an amount equal to the sum of (A) the principal amount so prepaid *plus* (B) a premium of 1% of the principal amount so prepaid *plus* (C) accrued and unpaid interest on the principal amount so prepaid to the date of prepayment; provided, however, on or after December 15, 2022, the City may prepay this Bond, in whole or in part, from its excess cash (and not as a result of any direct or indirect refinancing), without premium.

The principal amount of partial prepayments will be applied to the outstanding principal balance of this Bond in inverse order of the maturity of the installment principal payments (including, if applicable, any balloon interest payment due on the Maturity Date). Partial prepayments will not result in re-amortization of this Bonds.

The payment of the principal of, premium, if any, and interest on this Bond will be made to the Registered Owner at its address as set forth in the Registered Owner's payment statement therefor or by such electronic means (e.g., auto-debit or ACH payment) as the Registered Owner may permit or require.

All payments must be made in immediately available funds and lawful money of the United States of America.

If any payment date is not a Business Day, the payment will be due on the next succeeding Business Day and, as applicable, interest will continue to accrue.

This Bond constitutes a pledge of, and an irrevocable first lien (but not an exclusive first lien), on all of the Pledged Revenue. This Bond is equitably and ratably secured by a pledge of and lien on the Pledged Revenue. This Bond, together with the interest accruing thereon shall be payable and collectible solely out of the Pledged Revenue, which is hereby irrevocably so pledged; neither the Registered Owner nor any other registered owner of this Bond may look to any general or other fund of the City or the Authority for the payment of the principal of and interest on the Bond, except the designated special funds and accounts pledged therefor. This Bond shall not constitute an indebtedness nor a debt within the meaning of the Charter or any State constitutional or statutory provision or limitation; nor shall it be considered or held to be a general obligation of the City or the Authority.

Pursuant to Section 11-507-208(1) of the Supplemental Act, a public entity may pledge all or any portion of its revenues to the payment of its securities unless the use of such revenues is restricted by other laws of the State. Pursuant to such authority, together with the authority granted by the 2007 Election, the 2011 Election, and Section 31-25-807(3)(a)(IV)(B) of the Act, the City hereby irrevocably pledges to the repayment of this Bond one hundred percent of the property taxes produced by the levy at the rate fixed each year by or for the City upon the valuation for assessment of taxable property within the boundaries of the Plan of Development Area which is in excess of the valuation for assessment of taxable property within the boundaries of the Plan of Development Area certified as the base amount by the County Assessor pursuant to Sections 31-25-807(3)(a)(IV) and 31-25-807(3)(f) of the Act. Such amounts shall constitute Pledged Revenue for all purposes hereof.

The creation, perfection, enforcement and priority of the Pledged Revenue to secure or pay the Bonds as provided herein shall be governed by Section 11-57-208 of the Supplemental Act, the Ordinance and this Agreement. The Pledged Revenue, as received by or otherwise credited to the City or the Authority, shall immediately be subject to the lien of such pledge without any physical delivery, filing or further act.

Upon the occurrence and during the continuance of an Event of Default, this Bond is subject to acceleration by the Registered Owner, as applicable, but only in accordance with, and subject to the terms of, the Loan Agreement.

Reference is made to the Ordinance and the Loan Agreement and the terms set forth therein relating to this Bond, and such terms are incorporated herewith by reference.

This Bond is issued pursuant to the Supplemental Act. Pursuant to Section 11-57-210 of the Supplemental Act, this recital is and will be conclusive evidence of the validity and the regularity of the issuance of this Bond after its delivery for value.

The City has caused this Bond to be executed in its name and on its behalf by the manual or facsimile signature of the President of the City Council and has further caused its seal to be affixed hereto and the signature of the President of the City Council to be attested.

City: CITY OF GRAND JUNCTION, COLORADO



(SEAL)

Attest:

By: *Bennett Boeschelstein*
Print Name: BENNETT BOESCHELSTEIN
Title: President of the City Council

By: *W Winkelmann*
Print Name: Wanda Winkelmann
Title: City Clerk

SPECIMEN

Assignment

FOR VALUE RECEIVED the undersigned sells, assigns, and transfers unto _____ the within Bond and all rights thereunder, and irrevocably constitutes and appoints _____ as its attorney to transfer the within Bond on the books kept for registration and transfer thereof, with full power of substitution in the premises.

[NAME OF TRANSFEROR]

By: _____

Print Name: _____

Title: _____

Dated: _____

Signature Guaranteed:

NOTICE: Signature(s) must be guaranteed by a member firm of the STAMP, SEMP, or MSP signature guaranty medallion program.

TRANSFeree

(Please print or type the name, address, and federal taxpayer identification or social security number of the transferee.)

SPECIMEN

Schedule I
to \$9,120,000 City of Grand Junction, Colorado
Downtown Development Authority, Tax Increment Revenue and Refunding Bonds, Series 2017

Amortization Schedule

<i>Date</i>	<i>Amount</i>
June 15, 2018	\$397,500
December 15, 2018	\$397,500
June 15, 2019	\$415,000
December 15, 2019	\$415,000
June 15, 2020	\$435,000
December 15, 2020	\$435,000
June 15, 2021	\$452,500
December 15, 2021	\$452,500
June 15, 2022	\$478,000
December 15, 2022	\$478,000
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June 15, 2028	\$244,000
December 15, 2028	\$244,000
June 15, 2029	\$253,000
December 15, 2029	\$253,000
June 15, 2030	\$263,000
December 15, 2030	\$263,000
June 15, 2031	\$271,000
December 15, 2031	\$271,000

June 15, 2032	\$276,000
December 15, 2032	\$276,000

SPECIMEN

6

**CERTIFICATE OF CITY AND AUTHORITY
CONCERNING AUTHORITY, TAX INCREMENTS AND
PLAN OF DEVELOPMENT**

IT IS HEREBY CERTIFIED on behalf of the City of Grand Junction Downtown Development Authority (the "Authority") and the City of Grand Junction, Colorado (the "City"), by the undersigned, the duly chosen, qualified and acting Chair and Secretary of the Board of Directors (the "Board") and Executive Director of the Authority, and the undersigned, the duly chosen, qualified and acting President of the City Council (the "City Council"), City Clerk, City Finance Director, and City Attorney, as follows:

1. The Authority was duly created by ordinance duly adopted by the City Council on March 16, 1977, following an election held February 8, 1977, pursuant to and as provided by Title 31, Article 25, Part 8 of the Colorado Revised Statutes, as amended. The validity of the Authority's creation has never been questioned. The Plan of Development for the Authority (the "Plan") was duly approved by the City Council, pursuant to notice and hearing and otherwise in full compliance with Section 31-25-807(4) of the Colorado Revised Statutes, as amended, by a resolution, duly adopted on December 16, 1981. The Plan also received all required approvals and recommendations of the Board of Directors of the Authority and of the Planning Commission of the City. Each amendment to the Plan has met all statutory requirements concerning approvals and consents.

2. From October 1, 2017, up to and including the date of this Certificate, the following have been and now are the duly chosen, qualified and acting members of the Board and officers of the Authority:

Chair of the Board:	Duncan Rowley
Other Board Members:	Jodi Coleman-Niernberg
	Jason Farrington
	Tom LaCroix
	Dan Meyer
	Phyllis Norris
	Doug Simons Jr.
	Vance Wagner
	Aaron Young
Executive Director:	Brandon Stam
Treasurer:	Jodi Romero
Counsel:	John Shaver

3. No action, suit, proceeding, inquiry or investigation at law or in equity, before or by any court, regulatory agency, public board or body, is pending in which the Authority is a party, or to the knowledge of the Authority or the City, threatened, in any way:

(a) affecting the existence of the Authority, the titles of its officers to their respective offices, the validity or effectiveness of the Plan, or the boundaries of the Plan of Development Area;

(b) seeking to restrain or enjoin (i) the issuance, sale, execution, or delivery of the "City of Grand Junction, Colorado, Downtown Development Authority, Tax Increment Revenue and Refunding Bonds, Series 2017," in the aggregate principal amount of \$9,120,000 (the "Bonds"), issued pursuant to Ordinance No. 4772 finally passed and adopted by the City Council on November 1, 2017 (the "Bond Ordinance"); (ii) the levy or imposition of the ad valorem and municipal sales taxes comprising the Tax Increments (as defined in the Bond Ordinance) and the collection, distribution, or application of the Pledged Revenues (as defined in the Bond Ordinance) to the payment of the principal of and interest on the Bonds; or (iii) the use of the proceeds of the Bonds for the purposes provided in the Bond Ordinance (collectively, the "Project");

(c) contesting or affecting the validity or enforceability of the Plan, the Bonds, the Bond Ordinance, the Loan Agreement dated December 21, 2017 (the "Loan Agreement"), between the City and ANB Bank relating to the Bonds or any action contemplated by any of said documents, including, without limitation, the collection and application of the Pledged Revenues and the establishment and application of the Tax Increments (as defined in the Bond Ordinance) and other funds and accounts as described and provided in the Bond Ordinance;

(d) contesting or affecting the powers of the Authority or the City with respect to the Plan, the Project, the Bonds, the adoption by the Board of Directors (the "Board") of the Authority of Resolution No. 2017-08 adopted on October 17, 2017, and ratified by Resolution No. 2017-09 adopted on October 27, 2017, approving the Bond Ordinance, the issuance of the Bonds, and the Loan Agreement (the "Authority Resolution"), or the execution or delivery of the Bond Ordinance and the Loan Agreement, or any action contemplated by any of said documents; or

(e) contesting or affecting the exclusion from gross income of interest paid on Bonds for federal and Colorado income tax purposes, nor, to the knowledge of the City or the Authority, is there any basis therefor.

4. No proceedings or authority for the issuance, sale, execution, or delivery of the Bonds or the application of the proceeds thereof have or has been repealed, rescinded, revoked, modified, changed or altered in any manner since the adoption of the Bond Ordinance and the Authority Resolution. No proceedings or authority for the effectuation of the Project have or has been repealed, rescinded, revoked, or substantively modified, changed or altered in any manner since April 3, 2007, the date of the election authorizing the issuance of the Bonds and the financing of the Project in accordance with the Plan, except the plan modification approved by the City Council pursuant to Ordinance No. 4765 adopted on October 4, 2017 and Resolution No. 77-17 adopted on December 20, 2017, all in full conformity and compliance with C.R.S. 31-25-807.

5. The undersigned officers of the Authority hereby certify that all meetings of the Board relating to the Bonds or the other documents or transactions referred to in this Certificate have been duly held at the regular meeting place of the Board, on notice duly given to each member of the Board, and have been open to the public at all times.

6. No referendum petition concerning any resolution or ordinance or other action or proceeding of the Board or the City Council concerning the Bonds or the uses of the proceeds of the Bonds has been filed, and to the best of our knowledge none is being circulated or is planned for circulation.

7. To the best of our knowledge, none of the undersigned nor any other officer or employee of the Authority or the City, or any family member of any such officer or employee of the Authority or the City, has any pecuniary or other prohibited interest, direct or indirect, in the profits of any contract or proposed contract or job for work or services to be performed in connection with the Bonds or the Project, nor have any such persons solicited or received any pay, commission, money or anything of value or derived any benefit, profit or advantage, directly or indirectly, in connection with the Bonds or the uses of the proceeds of the Bonds.

8. None of the Bonds have been delivered prior to the date hereof; there is no reason within our knowledge why the City may not deliver the Bonds.

9. This Certificate is for the benefit of the owners from time to time of each of the Bonds.

10. This Certificate may be executed in one or more counterparts, each of which shall be an original and all of which shall constitute but one and the same certificate.

[The remainder of this page intentionally left blank.]

WITNESS our hands and the seals of the Authority and the City this
December 21, 2017.

(AUTHORITY SEAL)



Chair, Board of Directors of the Authority



Executive Director of the Authority

(CITY SEAL)





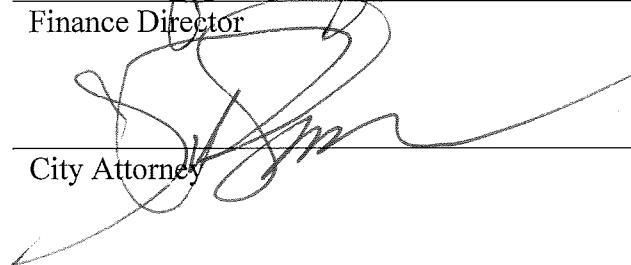
President of the City Council



City Clerk



Finance Director



City Attorney

7



**Grand Junction Downtown Development Authority
Board of Directors Regular Meeting
Thursday, September 14, 2017
7:30 a.m. to 9:00 a.m.
750 Main Street, Grand Junction, CO**

AGENDA

7:30 a.m. Call to Order

7:32 a.m. Approval of Minutes

- Meeting of August 24, 2017

7:33 a.m. Executive Session relative to matters that may be subject to negotiations, developing strategy for negotiations, and/or instructing negotiators under C.R.S. section 24-6-402 (4)(e), relative to City Owned Property and we will be returning to open session

8:30 a.m. Return to Open Session

8:32 a.m. Updates

- Plan of Development Business Park Update
- Downtown Wi-Fi Proposal
- Parklet

8:50 a.m. Other Business

8:55 a.m. Public Comments

9:00 a.m. Adjourn

DOWNTOWN DEVELOPMENT AUTHORITY

BUSINESS IMPROVEMENT DISTRICT

ART ON THE CORNER

437 COLORADO AVENUE

GRAND JUNCTION, COLORADO 81501

TEL 970-245-9697

FAX 970-255-4925

downtowngj.org

GRAND JUNCTION DOWNTOWN DEVELOPMENT AUTHORITY
BOARD MINUTES
THURSDAY, SEPTEMBER 14, 2017
750 MAIN STREET
7:30: A.M.

PRESENT: Duncan Rowley (Vice-Chair), Jodi Coleman-Niernberg, Jason Farrington, Dan Meyer, Phyllis Norris, Doug Simons Jr., Vance Wagner

ABSENT: Kirk Granum, Tom LaCroix

DDA/BID STAFF: Vonda Bauer, Brandon Stam

CITY STAFF: John Shaver (City Attorney), Greg Caton (City Manager) Jodi Romero (City Finance Director), Jay Valentine (Deputy Finance Director)

CALL TO ORDER: Duncan called the meeting to order at 7:30 a.m.

APPROVAL OF MINUTES:

Meeting of August 24, 2017

Jason made a motion to approve the minutes of the August 24th, 2017 meeting. Phyllis seconded the motion. The motion was approved unanimously.

EXECUTIVE SESSION:

Duncan made a motion to go into Executive Session to discuss matters that may be subject to negotiations, developing strategy for negotiations, and/or instructing negotiators under C.R.S. Section 24-6-402 (4)(e), relative to City owned property. Phyllis seconded the motion. The motion was approved.

The Board convened into Executive Session at 7:34 a.m. Board members present were Duncan Rowley (Vice-Chair), Jodi Coleman-Niernberg, Jason Farrington, Dan Meyer, Phyllis Norris, and Doug Simons Jr. Vance Wagner recused himself from the meeting. Kirk Granum and Tom LaCroix were absent. Others present were Brandon Stam (DDA Director), John Shaver (City Attorney), Greg Caton (City Manager) Jodi Romero (City Finance Director), and Jay Valentine (Deputy Finance Director). Via phone were Tom Paquette and Barry Strafacci (Pinnacle Venue Services).

The Executive Session adjourned at 9:26 a.m.

RETURN TO OPEN SESSION

The Board reconvened into open session at 9:27 a.m.

After discussion in the Executive Session, the consensus of the Board was to proceed to authorize City staff to sign the letter of commitment to lock in the interest rate for the project that was discussed in Executive Session. Dan disagreed with the authorization to lock in the interest rate.

UPDATES

Plan of Development Business Park Update

Brandon explained that the DDA’s Plan of Development needs to be modified to include the Las Colonias Business Park. The Las Colonias Business Park will be added to page 38 of Section VII of the Plan of Development as project number 19. Brandon read the proposed language to the Board.

Jason moved to update the Plan of Development to include the Las Colonias Business Park with the language presented by Brandon. Dan seconded the motion. The motion was approved unanimously.

Downtown Wi-fi Proposal

Brandon stated that Scott Hockins (City Purchasing Supervisor) reviewed the Downtown Wifi Proposal from 32Waves and indicated that this proposal is a different scope than what the City is trying to pursue as it will be more of a Downtown amenity rather than Citywide Broadband.

Phyllis made a motion to approve the proposal from 32Waves to provide Wi-fi Downtown for the estimated amount of \$7,453, however, not to exceed \$10,000 without further action. Dan seconded the motion. The motion was approved unanimously.

Parklet

Brandon explained that a Request for Proposal was previously sent out for the Parklet. PNCI was the only applicant that submitted a proposal. The Board previously approved the project not to exceed \$25,000, however, the proposal from PNCI was \$28,426 based upon actual costs.

Vance made a motion to amend the budget on the Parklet project to \$28,426. Phyllis seconded the motion. The motion was approved unanimously.

OTHER BUSINESS

None


PUBLIC COMMENTS

None

ADJOURN

Vance made a motion to adjourn; Phyllis seconded the motion. The motion was approved. The meeting adjourned at 9:39 a.m.

359K

 **DDA Board Agenda - September 14 2017.pdf**
89K

 **DDA Plan of Development - PC Staff Report.pdf**
217K

 **Downtown Wifi Proposal.pdf**
298K

 **Parklet Design and Cost-PNCI.pdf**
878K



Grand Junction City Council

Regular Session

Item #2.a.i.

Meeting Date: September 20, 2017

Presented By: Brandon Stam, DDA Executive Director

Department: Downtown Development Authority

Submitted By: Kathy Portner, Community Services Manager

Information

SUBJECT:

Ordinance Amending the Downtown Development Authority Plan of Development to Include the Las Colonias Business Park and Setting a Hearing for October 4, 2017

RECOMMENDATION:

The Planning Commission will consider this item at their September 26, 2017 hearing and forward a recommendation to City Council.

EXECUTIVE SUMMARY:

The Plan of Development for the DDA was originally adopted in 1981 and needs to be updated to address the recent development opportunities along the Riverfront corridor. The Plan of Development identifies public improvements to the Las Colonias area including providing parks and other public improvements such as streetscape improvements and parking, but does not explicitly identify the proposed business-related improvements. The proposed amendment to the Plan of Development would identify the Las Colonias Business Park as a project under Section VII of the Plan of Development.

Pursuant to C.R.S. 31-25-807(4)(b), Prior to its approval of a plan of development, the governing body shall submit such plan to the planning board of the municipality, if any, for review and recommendations. The planning board shall submit its written recommendations with respect to the proposed plan of development to the governing body within thirty days after receipt of the plan for review.

BACKGROUND OR DETAILED INFORMATION:

The purpose of the Grand Junction DDA is to plan and propose public facilities and other improvements to public and private property of all kinds which will aid and improve the downtown development area with the goal of preventing and remediating slum and blight within the DDA boundaries. Further, In cooperation with the planning board and the planning department of the municipality, the DDA is enabled to develop long-range plans designed to carry out the purposes of the authority (as stated in C.R.S 31-25-801) and to promote the economic growth of the district and may take such steps as may be necessary to persuade property owners and business proprietors to implement such plans to the fullest extent possible.

As identified in Section V of the Plan of Development, the purpose of the Plan of Development is to establish a mechanism whereby the Authority and City can implement projects and programs that aid in halting the economic and physical decline of the Plan of Development area and Commercial Renovation Districts, and assist in the revitalization of and reinvestment in the downtown generally.

Specifically, the Plan of Development, Section V outlines the following specific objectives:

1. Prevent the decline of property values.
2. Prevent the deterioration of existing structures.
3. Promote the efficient and economical use of costly land.
4. Maintain an intensity of activity at a pedestrian scale.
5. Conserve the historical character of the City of Grand Junction.
6. Promote appropriate development.
7. Maximize the return on public investments made in the downtown over the years.
8. Prevent the social problems associated with declining commercial areas.

Section VII of the Plan of Development identifies public facilities and improvements that can be used to support and encourage private redevelopment activities. This includes a list of 18 projects of varying specificity. This amendment would add the Las Colonias Business and Recreation Park as a project under this section of the Plan of Development. The Las Colonias Business and Recreation Park will provide public improvements to the Riverfront Corridor and help spur private investment in the area which aligns of with the goals and objectives of the Plan of Development. Currently the Las Colonias Property is owned by the City and is within the DDA Boundaries. The Las Colonias Business Park will be added to page 38 of Section VII of the Plan of Development as project number 19 as proposed below:

19. Improvements will be made to the Las Colonias property located in the City's River District Corridor. Improvements include the development of public park amenities,

including lakes and green spaces for public and private use. Additional public improvements include utilities, parking, streets passive and active recreation, and streetscape improvements. These public improvements will be utilized to attract outdoor recreation businesses and manufacturers as well as riverfront retail and restaurants in order to spur development in the currently blighted area.

The Board of the Downtown Development Authority met on September 14th to review the revisions to the Plan of Development and unanimously voted to approve the proposed revisions.

Pursuant to C.R.S. 31-25-807(4)(b), Prior to its approval of a plan of development, the governing body shall submit such plan to the planning board of the municipality, if any, for review and recommendations.

In accordance with C.R.S. 31-25-802(5.5) the governing body of the DDA is the City Council. The governing body shall hold a public hearing on a plan of development or substantial modification of an approved plan of development. Following such hearing, the governing body may approve a plan of development if it finds that there is a need to take corrective measures in order to halt or prevent deterioration of property values or structures within the plan of development area or to halt or prevent the growth of blighted areas therein, or any combination thereof, and if it further finds that the plan will afford maximum opportunity, consistent with the sound need and plans of the municipality as a whole, for the development or redevelopment of the plan of development area by the authority and by private enterprise.

FISCAL IMPACT:

Although the activities of the Downtown Development Authority have impact on the vitality of the downtown economy, this action to amend the Plan of Development has no direct fiscal impact.

SUGGESTED MOTION:

I move to approve the amendment to the Downtown Development Authority Plan of Development to include the Las Colonias Business Park on first reading and set a hearing for October 4, 2017.

Attachments

1. DDA 1981 Plan of Development
2. DDA Boundary
3. Proposed Ordinance

POD82DDA

TYPE OF RECORD:	PERMANENT
CATEGORY OF RECORD:	CONTRACT
NAME OF CONTRACTOR:	DOWNTOWN DEVELOPMENT AUTHORITY (DDA)
SUBJECT/PROJECT:	PLAN OF DEVELOPMENT
CITY DEPARTMENT:	GRAND JUNCTION DOWNTOWN DEVELOPMENT AUTHORITY
YEAR:	1982
EXPIRATION DATE:	NONE
DESTRUCTION DATE:	NONE

Grand Junction
Downtown Development Authority

200 North Sixth Street, Suite 204 P.O. Box 296

Grand Junction, Colorado 81502

Phone (303) 245-2926

DOWNTOWN DEVELOPMENT AUTHORITY

PLAN OF DEVELOPMENT

FOR GRAND JUNCTION, COLORADO

Including The Designation Of
Commercial Renovation Districts
And A Plan Of Development Area
Within Which
Tax Increment Financing Will Be Utilized

PREPARED BY:

Grand Junction

Downtown Development Authority

DERIVED FROM:

The Grand Junction Downtown
Development Strategy
Prepared By The Consulting Firm
Of Johnson, Johnson & Roy, Inc.
Ann Arbor, Michigan



EFFECTIVE DATE: DECEMBER 16, 1981

CERTIFIED RECORD
OF
PROCEEDINGS
OF
THE CITY COUNCIL
OF
THE CITY OF GRAND JUNCTION, COLORADO
RELATING TO
A RESOLUTION
APPROVING
Λ
PLAN OF DEVELOPMENT
FOR
GRAND JUNCTION, COLORADO, DOWNTOWN DEVELOPMENT AUTHORITY

STATE OF COLORADO)
)
COUNTY OF MESA) ss.
CITY OF GRAND JUNCTION)

The City Council of the City of Grand Junction, Colorado, held a regular meeting open to the public at the Council Chambers at City Hall, 250 North Fifth Street, Grand Junction, Colorado, on Wednesday, the 16th day of December, 1981, at the hour of 7:30 p.m.

The following members of the City Council, constituting a quorum thereof, were present:

<u>Name</u>	<u>Title</u>
Louis R. Brach	President
Frank Dunn	President Pro-Tem
Gary Lucero	Member
Karl Johnson	Member
Robert Holmes	Member
Betsy Clark	Member

The following members of the City Council were absent:

None

The following persons were also present:

Neva B. Lockhart, City Clerk
James E. Wysocki, City Manager
Gerald J. Ashby, City Attorney

The President declared that this was the time and place for a public hearing on the proposed Plan of Development for Grand Junction, Colorado, Downtown Development Authority.

The City Clerk reported that a notice of this hearing in the form required by Section 31-25-807(4)(c), Colorado Revised Statutes 1973, as amended, was given by publication once by one publication during the week immediately preceding this hearing in The Daily Sentinel, Grand Junction, Colorado, a newspaper having a general circulation in the City. The form of the notice and the proof of publication thereof were approved by the City Council and are attached hereto as pages 16 and 17, respectively.

Thereupon all persons having comments on the proposed Plan of Development we afforded the opportunity to be heard. The names of such persons and the substance of their remarks are as follows:

Thereupon, Council Member Holmes introduced and moved the adoption of the following Resolution:

RESOLUTION

A RESOLUTION APPROVING A PLAN OF DEVELOPMENT
FOR GRAND JUNCTION, COLORADO, DOWNTOWN
DEVELOPMENT AUTHORITY.

WHEREAS, Grand Junction, Colorado, Downtown Development Authority (the Authority) has studied conditions within the central business district of the City of Grand Junction (the City); and

WHEREAS, said study has resulted in the preparation of a Downtown Development Strategy; and

WHEREAS, the Authority is authorized to plan and propose public facilities and other improvements to public and private property of all kinds which will aid and improve the downtown development area; and

WHEREAS, Johnson, Johnson & Roy, Inc., authors of the Downtown Development Strategy reported therein that blight exists within the downtown development area; and

WHEREAS, the plan of development attached hereto as Exhibit A (the Plan of Development) was presented to the Board of Directors of the Authority for its consideration; and

WHEREAS, Mesa County Valley School District No. 51, within which the entire plan of development area (the Plan of Development Area) designated in the Plan of Development lies, was permitted to participate in an advisory capacity with respect to the inclusion in the Plan of Development of the provision for the utilization of tax increment financing; and

WHEREAS, the Authority held a public meeting on the Plan of Development on November 13, 1981, which meeting was preceded by a notice of the meeting published in The Daily Sentinel on November 11, 1981; and

WHEREAS, the Authority adopted the Plan of Development by resolution on December 2, 1981; and

WHEREAS, the Plan of Development was presented to the City Council (the City Council) on December 2, 1981, at which time the City Council referred the Plan of Development to the City Planning Commission for its review and recommendations; and

WHEREAS, the Planning Commission has made written its recommendations to the City Council concerning the Plan of Development, which recommendations are attached hereto at page 18; and

WHEREAS, a notice of a public hearing before the City Council was given by publication once by one publication during the week immediately preceding the hearing in The Daily Sentinel, a newspaper having a general circulation in the City, on December 11, 1981; and

WHEREAS, a public hearing was held before the City Council on December 16, 1981, wherein comments were taken from those in attendance concerning the Plan of Development; and

WHEREAS, the City Council has been adequately informed in this matter because of public input prior to the completion of the Plan of Development, the public hearing on the Plan of Development, the evidence presented in the Downtown Development Strategy and the plan of Development, a review of the Grand

Junction Downtown Development Plan Information Base, and the personal knowledge of the members of the City Council,

NOW, THEREFORE, BE IT RESOLVED BY THE CITY COUNCIL OF THE CITY OF GRAND JUNCTION, COLORADO, THAT:

Section 1. The City Council hereby finds and determines as follows:

A) There is a presence of a substantial number of deteriorated or deteriorating structures within the Authority as shown by:

1) Of the buildings within the Authority, approximately 85% are 30 or more years old, and although generally sound, they will require various amounts of renovation to meet present fire and building codes;

2) There are presently older buildings that are vacant, and therefore deteriorating from lack of use, located at the southeast corner of Fifth and Main, the northwest corner of Fourth and Main, the southeast corner of Third and Main and the middle of the block between Second and Third on Main; and

3) Approximately 18.8% of the retail space available is vacant, even though demand is high in areas outside the central business districts;

B) There is a predominance of defective or inadequate street layout as shown by:

1) The lack of adequate long-term parking because of time limits on meters; and

2) The existence of one-way streets on Rood and Colorado and Fourth and Fifth, which cause drivers to travel

from four to six blocks out of their way to reach desired destinations because of the effect of the one-way streets combined with the effect of restricted turning intersections on Main Street; and

3) An under-utilization of parking areas to the south of Main Street while the parking areas to the north of Main Street are over-utilized;

C) There exists faulty lot layout in relation to size, adequacy, accessibility or usefulness as shown by:

1) The lot and block layout in the downtown area developed at an early date and resulted in long, narrow lots with the average lot being 25 feet by 125 feet; a size not compatible with modern architectural approaches;

2) Although west of Seventh Street significant pieces of land have been aggregated for potential development, many potential development sites are still held by a number of individual owners, including trusts and estates, and are subdivided by alleys and streets making it difficult to consolidate the needed land for redevelopment;

3) Of land within the Authority, between one-third and one-half is publicly owned and used for streets, alleys or public buildings, and, therefore, not available for private use and redevelopment;

D) There exists deterioration of site or other improvements as shown by:

1) Sidewalk repairs are necessary within the area.

2) There are deteriorating underdrains in the Shopping Park along Main Street from Third to Fifth Streets;

3) Foundation work on some of the older buildings has deteriorated in the past or is presently in a deteriorated condition, thereby making these buildings more susceptible to damage;

E) Unsanitary or unsafe conditions exist as shown by:

1) Combined sanitary and storm sewers in the downtown area have the potential to back up into the drains of property owners after extreme rains, thereby creating an unsanitary condition;

2) Older buildings are located near railroad property which encourages transients to seek shelter in or around such older buildings;

3) There is a need to improve and upgrade utilities and sewers in the downtown area before any major redevelopment, for the present system would not be adequate under increased use;

4) The alleys in the downtown area are still major delivery and service routes; however, heavy pedestrian traffic has been encouraged by the use of walkthroughs at the U.S. Bank Building and on the north side of the 600 block of Main Street, and by the placement of parking areas across an alley from business establishments. Many business have

encouraged the use of back doors as the most direct entrance from a parking area to their establishment. However, the alley surfaces are not adapted to pedestrian travel; there are no crosswalks, the lighting at night is inadequate, and during business hours, there is a flow of both delivery trucks and trash collection trucks which pose a potential threat to pedestrians.

5) The presence of older buildings and their ornate building facades encourage pigeons to nest in and around these buildings causing unsanitary conditions to exist around such nesting sites.

6). The alleys are used for utilities upon poles, and this factor, combined with the lack of adequate lighting at night, can encourage burglars to gain access to building roofs by climbing these utility poles.

F) There exist conditions which endanger life or property by fire or other causes as shown by:

1) The use of second stories of buildings as storage areas; and

2) The density of buildings of an older nature along Main Street which increases the opportunity for fire spreading from one building to another because of the lack of adequate fire walls in the design of older buildings.

3) There are no north/south water mains on Second, Third and Fourth, and the east/west mains on Grand, White and Rood are no larger than 6 inches, thereby providing

limited supplies
fire protection.

for

Section 2. The City Council hereby finds and determines that there is a deterioration of property values or structures within the Authority as shown by:

A) A decrease in sales tax revenue in the central downtown area along both sides of Main Street from \$408,088 in 1979 to \$384,140 in 1980, and \$304,338 in 1981 (in the first eight months of the year); and

B) A decrease in the total assessed valuation of the Authority of 9.02% within the last year despite approximately a 6% increase in the size of the Authority because of recent inclusions.

Section 3. Based upon the foregoing, the City Council hereby finds and determines that there exists blight in the Authority within the meaning of Section 31-25-802(1.5), Colorado Revised Statutes 1973, as amended, and that there is a need to take corrective measures in order to halt or prevent the growth of blighted areas within the Plan of Development Area and the commercial renovation districts designated in the Plan of Development.

Section 4. The City Council hereby finds and determines that the approval of the Plan of Development will serve a public use; will promote the health, safety, prosperity, security, and general welfare of the inhabitants of the City and of its central business district; will halt or prevent the deterioration of property values or structures within said

central business district; will halt or prevent the growth of blighted areas within said district; and will assist the City and the Authority in the development and redevelopment of said district and in the overall planning to restore or provide for the continuance of the health thereof; and will be of special benefit to the property within the boundaries of the Authority.

Section 5. The Plan of Development is hereby approved by the City Council, and the Authority is hereby authorized to undertake development projects as described in the Plan of Development.

Section 6. The City Council hereby finds and determines that the Plan of Development will afford maximum opportunity, consistent with the sound needs and plans of the City as a whole, for the development or redevelopment of the Plan of Development Area and the commercial renovation districts designated therein by the Authority and by private enterprise.

Section 7. In accordance with the Plan of Development, there is hereby designated the Plan of Development Area (the boundaries of which are described with particularity on page 9 of the Plan of Development), in connection with which tax increment financing shall be utilized as provided in Section 31-25-807, Colorado Revised Statutes 1973, as amended, for the purposes specified in the Plan of Development.

Section 8. There is hereby created a separate special fund of the City designated as the "Tax Increment Fund" into which shall be deposited the ad valorem and municipal sales tax

increment funds described in Section 31-25-807, Colorado Revised Statutes 1973, as amended, derived from and attributable to development and redevelopment within the Plan of Development Area. Said funds shall be held, invested, reinvested and applied as permitted by law. For the purpose of ascertaining the amount of funds to be deposited in the Tax Increment Fund as provided by law, the County Assessor is hereby requested to certify to the City Council on or before December 31, 1981, the valuation for assessment of the Plan of Development Area as of the effective date of this Resolution. For the same purpose, the City Finance Director is hereby directed to certify to the City Council on or before April 1, 1982, the amount of municipal sales taxes collected within the Plan of Development Area for the period from December 1, 1980, to November 30, 1981.

Section 9. Those parcels described on page 12 of the Plan of Development are a part of a development or redevelopment area designated by the City Council pursuant to Section 39-5-105, Colorado Revised Statutes 1973, as amended, and commercial buildings or structures on such parcels are therefore entitled to the benefits granted under said statute.

Section 10. No public servant of the City who is authorized to take part in any manner in preparing, presenting, or approving the Plan of Development or any contract contemplated thereby has a potential interest in the Plan of Development or any such contract which has not been disclosed in accordance with the requirements of Section 18-8-306, Colorado Revised Statutes 1973, as amended, and no such public servant has

received any pecuniary benefit from the Plan of Development or any such contract.

Section 11. If any provision of this Resolution is judicially adjudged invalid or unenforceable, such judgment shall not affect the remaining provisions hereof, it being the intention of the City Council that the provisions hereof are severable.

Section 12. This Resolution shall be effective immediately upon its adoption and approval.

ADOPTED AND APPROVED this 16th day of December, 1981.

CITY OF GRAND JUNCTION, COLORADO

By: *Lewis R. Beach*
President, City Council

(CITY)
(SEAL)

ATTEST:

Neva B. Lockhart, CMX
City Clerk



CITY - COUNTY PLANNING

grand junction-mesa county 559 white ave. rm. 60 grand jct.,colo. 8150

(303) 244-1628

December 12, 1981

TO: Grand Junction City Council

FROM: Planning Commission of Grand Junction

SUBJECT: Plan of Development of Grand Junction, Colorado
Downtown Development Authority

On December 2, 1981, the Grand Junction City Council, pursuant to C.R.S. 1973, SS 31-25-807(4)(b), submitted the Plan of Development of the Grand Junction, Colorado, Downtown Development Authority to the Planning Commission for review and recommendations.

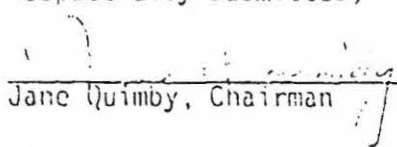
Because of such request, we have obtained copies of the Plan of Development for study and review and have also provided copies to the personnel of the Planning Department for their review. On December 12, 1981, the Planning Commission held a work session at which we considered the comments of the employees of the Planning Department, reviewed the Plan of Development in light of past policies for development and renovation, and considered the questions and comments of the members of the Commission. After this review, we offer the following comments and recommendations:

The Plan of Development, as presented, is a coherent and unified approach to redevelopment and renovation within the downtown area. The Plan of Development does call for certain projects that may require or result in changes in present use and zoning patterns. However, as constituted, the Plan of Development is consistent with the policies adopted by the Commission in the past.

The Plan of Development contains no redevelopment or renovation plans which are not feasible under current policies. Neither does the Plan of Development call for policies or development patterns in conflict with city-wide policies or patterns. It appears to be consistent with the Downtown Development Strategy which has been adopted as an element of the Master Plan for Grand Junction, as well as consistent with other current policies.

On the basis of this review, and the considerations expressed here, the Commission feels that it is not necessary that we specifically enumerate those areas of the Plan with which we are in agreement since the Plan of Development contains no items to which we specifically object. We, therefore, can endorse the Plan of Development as being consistent with existing city policies and recommend that the City hold a Public Hearing on the Plan of Development.

Respectfully submitted,


Jane Quimby, Chairman

RESOLUTION
BY THE
BOARD OF DIRECTORS
OF THE GRAND JUNCTION, COLORADO,
DOWNTOWN DEVELOPMENT AUTHORITY
ADOPTING A PLAN OF DEVELOPMENT

WHEREAS, the Grand Junction, Colorado, Downtown Development Authority has studied conditions within the central business district, pursuant to C.R.S. 1973, § 31-25-807; and

WHEREAS, such study has resulted in the preparation of a Downtown Development Strategy; and

WHEREAS, the Grand Junction, Colorado, Downtown Development Authority is authorized, pursuant to C.R.S. 1973, § 31-25-807, to plan and propose public facilities and other improvements to public and private property which will aid and improve the downtown development area; and

WHEREAS, Johnson, Johnson & Roy, Inc., authors of the Downtown Development Strategy, reported therein that areas of blight exist within the downtown area; and

WHEREAS, a plan of development has been presented to this Board for its consideration; and

WHEREAS, this Board has held a public meeting on such plan of development, which meeting was preceded by a notice of such meeting published in the Daily Sentinel on November 11, 1981, prior to such meeting; and

WHEREAS, Mesa County Valley School District #51, within which the entire area of development designated in the Plan of Development lies, has been permitted to participate in an advisory capacity with respect to the inclusion in the Plan of Development of the provision for utilization of tax increment financing; and

WHEREAS, the Board has been adequately informed in this matter because of public input prior to the completion of the plan of development, the public meeting on the proposed plan of development, the evidence presented in the Downtown Development Strategy and the plan of development, a review of the Grand Junction Downtown Development Plan Information Base,

and the personal knowledge of the members of this Board;

NOW THEREFORE BE IT RESOLVED THAT:

1. The Board hereby finds;

A) There is a presence of a substantial number of deteriorated or deteriorating structures within the Downtown Development Authority as shown by:

1) Of the buildings within the Downtown Development Authority, approximately 85% are 30 or more years old, and although generally sound, will require various amounts of renovation to meet present fire and building codes;

2) There are presently older buildings that are vacant, and therefore, deteriorating from lack of use, located at the southeast corner of Fifth and Main, the northwest corner of Fourth and Main, the southeast corner of Third and Main and the middle of the block between Second and Third on Main; and

3) Approximately 18.8% of the retail space available is vacant, even though demand is high in areas outside the central business district;

B) There is a predominance of defective or inadequate street layout as shown by:

1) The lack of adequate long-term parking because of time limits on meters; and

2) The existence of one-way streets on Rood and Colorado and Fourth and Fifth, which cause drivers to travel from four to six blocks out of their way to reach desired destinations because of the effect of the one-way streets combined with the effect of restricted turning intersections on Main Street; and

3) An under-utilization of parking areas to the south of Main Street while the parking areas to the north of Main Street are over-utilized;

C) There exists faulty lot layout in relation to size, adequacy, accessibility or usefulness as shown by:

1) The lot and block layout in the downtown area developed at an early date and resulted in long, narrow lots with the average lot being 25 feet by 125 feet; a size not compatible with modern architectural approaches;

2) Although west of Seventh Street significant pieces of land have been aggregated for potential development, many potential development sites are still held by a number of individual owners, including trusts and estates, and are subdivided by alleys and streets making it difficult to consolidate the needed land for redevelopment;

3) Of land within the Downtown Development Authority, between 1/3 and 1/2 is publicly owned and used for streets, alleys, or public buildings, and, therefore, not available for private use and redevelopment;

D) There exists deterioration of site or other improvements as shown by:

1) There are sidewalks in a deteriorating condition on the southeast corner of Fifth and Rood and on the 200 block between Main and Colorado;

2) There are deteriorating underdrains in the Shopping Park along Main Street from Third to Fifth Streets;

3) Foundation work on some of the older buildings has deteriorated in the past or is presently in a deteriorated condition, thereby making these buildings more susceptible to damage;

E) Unsanitary or unsafe conditions exist as shown by:

1) Combined sanitary and storm sewers in the downtown area which have the potential to back up into the drains of property owners after extreme rains, thereby creating an unsanitary condition;

2) Older buildings are located near railroad property which encourages transients to seek shelter in or around such older buildings;

3) There is a need to improve and upgrade utilities and sewers in the downtown area before any major redevelopment, for the present system would not be adequate under increased use;

4) The alleys in the downtown area are still major delivery and service routes; however, heavy pedestrian traffic has been encouraged by the use of walkthroughs at the U.S. Bank building and the north side of the 600 block of Main Street, and by the placement of parking areas across alleys from business establishments. Many businesses have encouraged the use of back doors as the most direct entrance from a parking

area to their establishment. However, the alley surfaces are uneven and not adapted to pedestrian travel; there are no crosswalks, the lighting at night is inadequate, and during business hours, there is a flow of both delivery trucks and trash collection trucks which pose a potential threat to pedestrians.

5) The presence of older buildings and their ornate building facades encourage pigeons to nest in and around these buildings causing unsanitary conditions to exist around such nesting sites.

6) The alleys are used for utilities upon poles and this factor, combined with the lack of adequate lighting at night, encourages burglars to gain access to building roofs by climbing these utility poles.

F) There exist conditions which endanger life or property by fire or other causes as shown by:

1) The use of second stories of buildings as storage areas; and

2) The density of buildings of an older nature along Main Street which increases the opportunity for fire spreading from one building to another because of the lack of adequate firewalls and the design of older buildings; and

3) There are no north/south water mains on Second, Third, and Fourth and the east/west mains on Grand, White and Rood are no larger than 6 inches, thereby providing limited supplies which are not adequate under present codes for fire protection.

2. The Board hereby finds and determines that there is a deterioration of property values or structures within the Downtown Development Authority as shown by:

A) A decrease in sales tax revenue in the central downtown area along both sides of Main Street from \$454,727 in 1979 to \$436,598 in 1980, and \$343,484 in 1981 for the first nine months of each year; and

B) A decrease in the total assessed valuation of the Downtown Development Authority of 9.02% within the last year despite approximately a 6% increase in the size of the Downtown Development Authority because of recent inclusions,

3. Based upon the findings that there exists blight in the Downtown Development Authority area, C.R.S. § 31-25-802(1.5) as amended, and that section 11, and prevent the growth of blighted areas and to halt or prevent the decline of property values.

4. The Board hereby finds that the adoption of this Plan of Development will halt and prevent deterioration of property values and structures within the central business district, will halt and prevent the growth of blighted areas within the central business district, will assist the City of Grand Junction, Colorado, in the development and redevelopment of such central business district and in the overall planning to restore or provide for the continuance of the health thereof, and will be of especial benefit to the property within the boundaries of the Grand Junction, Colorado, Downtown Development Authority.

BE IT FURTHER RESOLVED THAT:

5. The Plan of Development, attached hereto and incorporated herein as Exhibit "A", is hereby adopted as the Plan of Development for the Grand Junction, Colorado, Downtown Development Authority, including those provisions designating a Plan of Development area within which tax increment financing will be utilized as described on Pages 8 through 10 and 49 through 52, of the Plan of Development, and creation of three commercial renovation districts as described on Pages 12, 47 and 52, of the Plan of Development, in which a five year tax deferral is allowed for renovation of commercial structures more than 30 years old.

6. Such Plan of Development shall be submitted to the City Council of Grand Junction, Colorado, with a request that they immediately submit said Plan of Development to the Planning Commission for their written recommendations; and that the City Council hold a public hearing on such Plan of Development, after public notice, and that the City Council be requested to approve such Plan of Development.

7. No Board member nor any employee of the Board with a specific financial interest, as defined in C.R.S. 1973, § 31-25-819, as amended, in the adoption of the Plan of Development has voted thereon or otherwise participated in its preparation or presentation or failed to make such interest known to the Board.

unenforceable, such judgment shall not affect the
it being the intention of the Board that the provisions herein be
severable.

INTRODUCED, READ, PASSED and ADOPTED this 2nd day of December, 1981.

BY: Pat Gormley
Pat Gormley
Chairman of the Board
Grand Junction, Colorado
Downtown Development Authority

ATTEST: Sandra Gose
Sandra Gose
Secretary
Grand Junction, Colorado
Downtown Development Authority

Grand Junction
Downtown Development Authority
200 North Sixth Street, Suite 204 P.O. Box 296
Grand Junction, Colorado 81502
Phone (303) 245-2926

EXHIBIT A

DOWNTOWN DEVELOPMENT AUTHORITY
PLAN OF DEVELOPMENT
FOR GRAND JUNCTION, COLORADO

Including The Designation Of
Commercial Renovation Districts
And A Plan Of Development Area
Within Which
Tax Increment Financing Will Be Utilized

PREPARED BY:
The Grand Junction
Downtown Development Authority



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SECTION I

INTRODUCTION AND RECOMMENDATIONS

A. INTRODUCTION

1. This Plan of Development is the result of the City of Grand Junction's continued interest in the revitalization of the downtown area. This interest began as early as 1962, when, in response to issues similar to today's concerns, a revitalization effort was undertaken by the City and the Main Street merchants. A General Improvement District was created to finance utilities and landscaping improvements to Main Street converting four blocks to a Shopping Park. Called Operation Foresight, this revitalization effort led to Grand Junction being named an All-American City.

2. These efforts were continued by the creation of the Grand Junction Downtown Development Authority (DDA) in April of 1977, by a 2 to 1 vote of the downtown electors. The Downtown Development Authority has had a full time director since February of 1980 and pursuant to C.R.S. 1973, S31-25-807, has been involved in the study and analysis of the impact of metropolitan growth upon the central business district. Studies of land use, urban design, parking, traffic and market conditions were made jointly by the City and DDA in 1980 and 1981.

3. As a result of such studies, a comprehensive Downtown Development Strategy was completed in November of 1981. Based upon the recommendations and evaluations contained within the Downtown Development Strategy, this Plan of Development was devised to promote the economic growth of the area encompassed by the boundaries of the DDA and to halt deterioration of existing structures and property values.

4. The Plan of Development, as presented here, attempts to rely upon the strength of the central business district to finance the public facilities, renovations, and repairs necessary to revitalize the area encompassed by the DDA boundaries. Three types of financing are of

primary importance in this Plan of Development.

5. First, a 5 mill ad valorem tax on all taxable real and personal property within the DDA has been imposed since 1978. The proceeds from such levy are used to finance the administrative and budgeted operations of the DDA, including necessary studies and promotional activities. It is anticipated that this source of funds will continue.

6. Secondly, for commercial buildings which are 30 or more years old, Colorado law (C.R.S. S39-5-105, 1973 as amended) allows an owner to defer for five years the assessment of the increased value caused by improvements made for rehabilitation or renovation. This encourages the owner to rehabilitate or renovate his property when he might otherwise not have done so. To qualify for such deferral, the renovation area must be included in a plan of development approved by the governing body of the City. However, the five year deferral of assessments may not be used for property which is included in a plan of development area wherein a tax increment financing district will be used.

7. Third, to foster development outside the areas designated for the five year deferral on assessments but within the DDA boundary, the plan of development calls for the use of tax increment financing.

8. With the adoption of a plan of development for a specific plan of development area within a city, the last certified assessment of taxable property in that area is calculated and becomes the "frozen tax base". Taxes generated from that frozen base continue to be received by the individual taxing entities within the project area; taxes collected upon the incremental assessed valuation over the frozen base are received by the entity undertaking the project to pay for project costs. That entity does not have the authority to levy any additional taxes and must rely specifically on the allocation of taxes produced by growth over the base year. The amount of allocated tax increment depends upon a combination of growth in assessed valuations and tax rates of the taxing jurisdictions. Before the funds from tax increment financing may be pledged for the payment of bonds, loans or other indebtedness, such pledge must be approved by the voters of the tax increment district at a special election.

9. Additionally, municipal sales tax revenues collected from a plan of development area can be frozen at an annual level. That level is defined as total collections in the twelve calendar months preceding the effective date of the plan of development. In subsequent years municipal sales tax collections up to the base year amount will continue to flow into the city's general fund. After the base year amount has been collected; however, all or any part of the incremental amount above the base year figure can be used to pay for bonds used to finance project costs in the same way property tax increment financing is used. Sales tax increment financing is used within the same limits as property tax increment financing. The entity does not have the authority to levy any additional taxes; the amount of increment depends upon growth in retail sales, and none of the tax increment funds can be pledged until approved by the electors of the district at a special election.

10. Revitalization of the downtown area must be a dynamic process that is flexible enough to allow for necessary changes in the plan of development. Under Colorado law, the Plan of Development may be amended by the same procedures necessary for adoption of the Plan. This provides needed flexibility for the changing downtown environment, which, at the present time, needs certain specific activities to commence if revitalization is to commence.

B. RECOMMENDATIONS

1. This Plan of Development describes the utilization of a five year property tax deferral on the increased value of commercial property due to renovation and the utilization of tax increment financing including the projects which could be funded. When adopted, this Plan will be complete and could be implemented solely with the tools described herein. However, the activities described in this Plan constitute only a few of many mechanisms that can and should be employed to effect the revitalization of Downtown Grand Junction. The following list of recommended actions, some of which are included in this Plan and some which are taken from the City Council's Policy Statement on Downtown Development dated April 15, 1981, the Downtown Development Strategy and the National Main Street

Center Resource Team Report attached hereto as exhibits C, A, and D, respectively, are suggested for consideration by the DDA and City Council. Each recommended action should be carefully considered to determine its effects on downtown revitalization activities, and the community generally, and if appropriate, implemented.

2. Continuation of the planning process for downtown redevelopment.

Once the Downtown Development Strategy Plan is in place, specific implementation plans should be pursued including:

- a. Design Guidelines for Downtown
- b. Parking Management
- c. Traffic Management
- d. Zoning and Development Control Revisions
- e. Housing Rehabilitation
- f. Landscape and Street Lighting Plan
- g. Detailed Improvement Designs
- h. Retail Mix and Recruitment

3. Adopt a parking management plan and develop, adopt, and implement a parking district and a future parking development plan. Financing mechanisms for this include parking revenue bonds. In addition, a special study should be conducted to ensure that parking is provided and financed in a way amenable to downtown redevelopment.

4. Adopt revisions to the zoning ordinance that will combine development incentives, design guidelines and zoning regulations within a group of downtown zones. The Authority should be designated as the site plan review agency for all downtown project proposals.

5. Assist the state to develop a state office building in the downtown.

6. Provide Industrial Development Revenue Bond financing to downtown developers for appropriate economically feasible projects in accordance with state and federal statute.

7. Vacate alleys to accommodate new development provided that such vacation is necessary for the successful development of a project where the developer holds title to adjacent properties and construction is imminent.

8. Vacate or provide air rights or easements over street rights-of-way provided such vacation, air right or easement is necessary for the

successful development of a project when the developer holds title to adjacent properties and construction is imminent.

9. Apply for federal and/or state financial assistance to complement private development efforts when the development and application are progressing with the condition of the federal or state assistance program.

10. Relocate municipal utilities to accommodate new development and continue to implement the agreement with Public Service Company of Colorado and Mountain Bell to underground utilities.

11. Designate the renovation districts delineated in the Plan as "Historic Commercial Renovation Districts" for the purposes of Section 104(f) of the Uniform Building Code, 1979 edition as adopted by the City of Grand Junction as a further incentive to renovate older buildings and reduce existing life and fire safety hazards.

12. Initiate redevelopment projects by obtaining control of redevelopment sites and soliciting development proposals and agreements from qualified developers to undertake priority redevelopment projects.

13. Extend Horizon Drive from 7th to 1st Street and upgrade Horizon Drive and 1st Streets to facilitate traffic flow.

14. Contract with a hotel developer for the facility and food service management of Two Rivers Plaza when a hotel project is undertaken adjacent to Two Rivers.

15. Pursue the preliminary design and feasibility analysis on a community performing arts/civic events center for eventual location in the immediate vicinity of Two Rivers Plaza.

16. Adopt and implement a Traffic Circulation Improvement Plan that specifically addresses two way traffic on Road and Colorado Avenues and Fourth and Fifth Streets, the intersection at First and Grand, turns onto and off of Main Street, access to the many destinations in the downtown and traffic traveling through the downtown to other destinations.

17. Pursue the completion of a citywide Master Plan that recognizes the finite limits of real estate development potential in the city and that directs and manages that development for the benefit of the entire community. The downtown is an integral part of the community and what happens in the

community as a whole and what happens in the downtown are closely linked. Planning, development controls, and growth policies should reflect an awareness of those interrelationships.

SECTION II

DESCRIPTION OF DISTRICT BOUNDARIES

The Plan of Development Area within which Tax Increment Financing will be used shall be that property included within the boundaries of the Downtown Development Authority, except for that property included within the boundaries of the Commercial Renovation District.

The boundaries of the Grand Junction Downtown Authority which are:

"Exhibit A"

The description of the Plan of Development Area within which the Tax Increment Financing will be used is:

"Exhibit B"

The description of the Commercial Renovation Districts is:

"Exhibit C"

These areas are graphically displayed on the attached map.

"Exhibit D"

BOUNDARIES OF THE GRAND JUNCTION, COLORADO DOWNTOWN

Beginning at the Northwest Corner of Wilsons Subdivision of Block 2 of Mobleys Subdivision; thence East along the South right-of-way line of Grand Avenue to the North Corner point common to Lots 9 and 10 of Block 78, City of Grand Junction; thence South along the common line of Lots 9 and 10 and the common line of Lots 15 and 16 all in Block 78, City of Grand Junction, to the North right-of-way line of White Avenue; thence East to the East right-of-way line of 2nd Street; thence South to the North right-of-way line of the East-West alley in Block 98; thence East along the North line of the East-West alley Block 98; City of Grand Junction, to the West right-of-way line of 3rd Street; thence North along the West right-of-way line of 3rd Street to the South right-of-way line of Grand Avenue; thence East along the South right-of-way line of Grand Avenue to the East right-of-way line of 5th Street; thence South along the East right-of-way line of 5th Street to the North right-of-way line of the East-West alley in Block 82, City of Grand Junction, thence East to the Southwest corner of Lot 13 Block 82, City of Grand Junction; thence along the West line of Lot 13, Block 82, City of Grand Junction to the South right-of-way line of Grand Avenue; thence East along the South right-of-way line of Grand Avenue to the East line of Lot 16, Block 82, City of Grand Junction; thence South along the East line of said Lot 16 to the North right-of-way line of the East-West alley in Block 81; thence East along the North right-of-way line of the East-West alley in Block 82 and 83 to the West line of Lot 9, Block 83, City of Grand Junction; thence North along the West line of said Lot 9 to the South right-of-way line of Grand Avenue; thence East along the South right-of-way of Grand Avenue to the West right-of-way line of 7th Street; thence South along the West right-of-way line of 7th Street to the South right-of-way line of White Avenue; thence East along the South right-of-way line of White Avenue to the West right-of-way line of the North-South alley in Block 93, City of Grand Junction; thence South along the West right-of-way line of the North-South alleys in Blocks 93, 106, 115, and 128, City of Grand Junction, to the North right-of-way

line of Ute Avenue; thence South along said East line of Ute Avenue to the Southeast Corner of Block 10, Nobley Subdivision; thence west along the Southwest line of Block 10 to the Southeast Corner of said Block 10; thence South along the southerly projection of the East line of Block 10 to Spruce Street; thence North along said East line to the Southeast Corner of Block 10, Nobley Subdivision; thence Northwesterly to a point 415.8 feet West and South $41^{\circ}03'$ East 68.97 feet from the Northeast Corner of the Southeast $1/4$ and Southeast $1/4$ of Section 15, Township 1 South, Range 1 West of the Ute Meridian; thence North $89^{\circ}57'$ West for 271.8 feet along a line parallel to the North line of the Southeast $1/4$ of the Southeast $1/4$ of Section 15, Township 1 South, Range 1 West of the Ute Meridian; thence North $53^{\circ}03'$ West 16.66 feet; thence North $53^{\circ}03'$ West 70 feet to the Easterly right-of-way of the County Road to the East of the right-of-way of the Denver and Rio Grande Western right-of-way; thence Northwesterly along the Easterly right-of-way of said County Road to the South right-of-way of State Highway 340; thence Northeasterly along the Southern right-of-way of State Highway 340 to the Northwest Corner of Lot 9, Block 1, Richard D. Mobley's First Subdivision; thence South along the West line of said Lot 9 to the Southwest Corner; thence South to the center line of vacated alley; thence 25 feet East; thence North to a point 78 feet South of the North line of said Block 1; thence East to a point $7\frac{1}{2}$ feet West of the East line of Lot 11, Block 1, Richard D. Mobley's First Subdivision; thence North to the South right-of-way line of State Highway 340; thence along the South right-of-way line of State Highway 340 and Grand Avenue to the Point of Beginning.

However, excluding from the Downtown Development Authority of Grand Junction all of Block 5 of Richard D. Mobley's First Subdivision, and Lots 1 to 5, inclusive, of Block 4, Richard D. Mobley's First Subdivision, and Lots 12 to 16, inclusive, of Block 4, Richard D. Mobley's First Subdivision except the North 50 feet of Lots 12 to 16, exclusive of the West 15 feet of said North 50 feet of Lot 12.

And also excluding from the boundaries of the Grand Junction Downtown Development Authority that part of Tract B, AMENDED SURVEY OF THE LITTLE BOOKCLIFFE RAILROAD YARDS lying South and East of a line beginning at a point

on the East line of Tract 1 of AMENDED SURVEY OF THE LITTLE BOOKCLIFFE RAILROAD YARDS from which the East 1/4 Corner of Section 15, Township 1 South, Range 1 West of the Ute Meridian bears North $44^{\circ}11'$ East 901.66 feet; thence North $89^{\circ}58'$ West 126.0 feet; thence South $0^{\circ}01'$ East 347.5 feet to a point on the South line of said Tract 8 which is the terminal point of said line; and also excluding from the boundaries of the Downtown Development Authority of Grand Junction, all of Tract 9 except that part of said Tract 9 included within the following described parcel:

That part of Tracts 1, 2, 3, 8, and 9 of AMENDED SURVEY OF THE LITTLE BOOKCLIFFE RAILROAD YARDS described as follows:

Beginning at a point on the East line of said Tract 1 from which the East 1/4 Corner of Section 15, Township 1 South, Range 1 West of the Ute Meridian bears North $44^{\circ}11'$ East 901.66 feet; thence North $89^{\circ}58'$ West 126.0 feet; thence South $0^{\circ}01'$ East 197.50 feet to the centerline of the railroad spur track; thence South $89^{\circ}58'$ East 126.00 feet along said centerline; thence North $0^{\circ}01'$ West 197.50 feet to the point of beginning.

TOGETHER with an easement over and across a strip of land extending South from the property hereby described to a line 3 feet South of and parallel to the South line of said railroad spur track.

EXHIBIT "B"

DESCRIPTION OF THE PLAN OF DEVELOPMENT AREA WITHIN
WHICH TAX INCREMENT FINANCING WILL BE USED

Beginning at the Northwest Corner of Wilsons Subdivision of Block 2 of Mobleys Subdivision; thence East along the South right-of-way line of Grand Avenue to the North Corner point common to Lots 9 and 10 of Block 78, City of Grand Junction; thence South along the common line of Lots 9 and 10 and the common line of Lots 15 and 16 all in Block 78, City of Grand Junction, to the North right-of-way line of White Avenue; thence East to the East right-of-way line of 2nd Street; thence South to the North right-of-way line of the East-West alley in Block 98; thence East along the North line of the East-West alley Block 98, City of Grand Junction, to the West right-of-way line of 3rd Street; thence North along the West right-of-way line of 3rd Street to the South right-of-way line of Grand Avenue; thence East along the South right-of-way line of Grand Avenue to the East right-of-way line of 5th Street; thence South along the East right-of-way line of 5th Street to the North right-of-way line of the East-West alley in Block 82, City of Grand Junction; thence East to the Southwest Corner of Lot 13, Block 82, City of Grand Junction; thence along the West line of Lot 13, Block 82, City of Grand Junction to the South right-of-way line of Grand Avenue; thence East along the South right-of-way line of Grand Avenue to the East line of Lot 16, Block 82, City of Grand Junction; thence South along the East line of said Lot 16 to the North right-of-way line of the East-West alley in Block 81; thence East along the North right-of-way line of the East-West alley in Block 82 and 83 to the West line of Lot 9, Block 83, City of Grand Junction; thence North along the West line of said Lot 9 to the South right-of-way line of Grand Avenue; thence East along the South right-of-way of Grand Avenue to the West right-of-way line of 7th Street; thence South along the West right-of-way line of 7th Street to the South right-of-way line of White Avenue; thence thence East along the South right-of-way line of White Avenue to the West right-of-way line of White Avenue to the West right-of-way line of the North-South alley in Block 93, City of Grand Junction; thence South along the West right-of-way line of the North-South alleys in Blocks 93, 106, 115, and 120,

City of Grand Junction, to the North right-of-way line of Ute Avenue; thence West along the North right-of-way line of Ute Avenue to the Southwest Corner, Block 10, Mobley Subdivision; thence Northwest along the Southwest line of Block 10, Mobley Subdivision to the intersection with the southerly projection of the East right-of-way line of Spruce Street; thence North along said East line to the Northwest Corner, Block 10, Mobley Subdivision; thence Northwesterly to a point which lies 415.8 feet West and South $41^{\circ}03'$ East 68.97 feet from the Northeast Corner of the Southeast 1/4 and Southeast 1/4 of Section 15, Township 1 South, Range 1 West of the Ute Meridian; thence North $89^{\circ}57'$ West for 271.8 feet along a line parallel to the North line of the Southeast 1/4 of the Southeast 1/4 of Section 15, Township 1 South, Range 1 West of the Ute Meridian; thence North $53^{\circ}03'$ West 16.66 feet; thence North $53^{\circ}03'$ West 70 feet to the Easterly right-of-way of the County Road to the East of the right-of-way of the Denver and Rio Grande Western right-of-way; thence Northwesterly along the Easterly right-of-way of said County Road to the South right-of-way of State Highway 340; thence Northeasterly along the Southern right-of-way of State Highway 340 to the Northwest Corner of Lot 9, Block 1, Richard D. Mobley's First Subdivision; thence South along the West line of said Lot 9 to the Southwest Corner; thence South to the centerline of vacated alley; thence 25 feet East; thence North to a point 78 feet South of the North line of said Block 1; thence East to a point $7\frac{1}{2}$ feet West of the East line of Lot 11, Block 1, Richard D. Mobley's First Subdivision; thence North to the South right-of-way line of State Highway 340; thence along the South right-of-way line of State Highway 340 and Grand Avenue to the Point of Beginning.

However, excluding from the Downtown Development Authority of Grand Junction all of Block 5 of Richard D. Mobley's First Subdivision, and Lots 1 to 5, inclusive, of Block 4, Richard D. Mobleys' First Subdivision, and Lots 12 to 16, inclusive, of Block 4, Richard D. Mobley's First Subdivision except the North 50 feet of Lots 12 to 16, exclusive of the West 15 feet of said North 50 feet of Lot 12.

And also excluding from the boundaries of the Grand Junction Downtown Development Authority that part of Tract B, AMENDED SURVEY OF THE LITTLE BOOKCLIFFE RAILROAD YARDS from which the East 1/4 Corner of Section 15,

Township 1 South, Range 1, West of the Ute Meridian Bears North 44°11' East 901.66 feet; thence North 89°58' West 126.0 feet; thence South 0°01' East 347.5 feet to a point on the South line of said Tract 8 which is the terminal point of said line; and also excluding from the boundaries of the Downtown Development Authority of Grand Junction, all of Tract 9 except that part of said Tract 9 included within the following described parcel:

That part of Tracts 1, 2, 3, 8, and 9 of AMENDED SURVEY OF THE LITTLE BOOKCLIFFE RAILROAD YARDS described as follows:

Beginning at a point on the East line of said Tract 1 from which the East 1/4 Corner of Section 15, Township 1 South, Range 1 West of the Ute Meridian bears North 44° 11' East 901.66 feet; thence South 0°01' East 197.50 feet to the centerline of the railroad spur track; thence South 89°58' East 126.00 feet along said centerline; thence North 0°01' West 197.50 feet to the point of beginning.

TOGETHER with an easement over and across a strip of land extending South from the property hereby described to a line 3 feet South of and parallel to the South line of said railroad spur track.

And except the following parcels:

Lots 11 to 16, inclusive, in Block 83, City of Grand Junction, Mesa County, Colorado; and

The North 75 feet of Lots 1, 2, and 3 of Block 104, City of Grand Junction, Mesa County, Colorado; and

Lots 17 to 25, inclusive, in Block 102; Lots 17 to 32, inclusive, in Block 103, Lots 17 to 32, inclusive, in Block 104; Lots 16 to 30, inclusive, except all the East 71.95 feet of Lots 16 to 20, inclusive, except the North 30 feet of the East 71.95 feet of Lots 16 to 20 inclusive, in Block 105; Lots 1 to 15, inclusive, except the East 50.45 feet of Lots 11 to 15, inclusive, in Block 116; Lots 1 to 16 inclusive, in Block 117; and Lots 1 to 16, inclusive, in Block 118, all in the City of Grand Junction, Mesa County, Colorado.

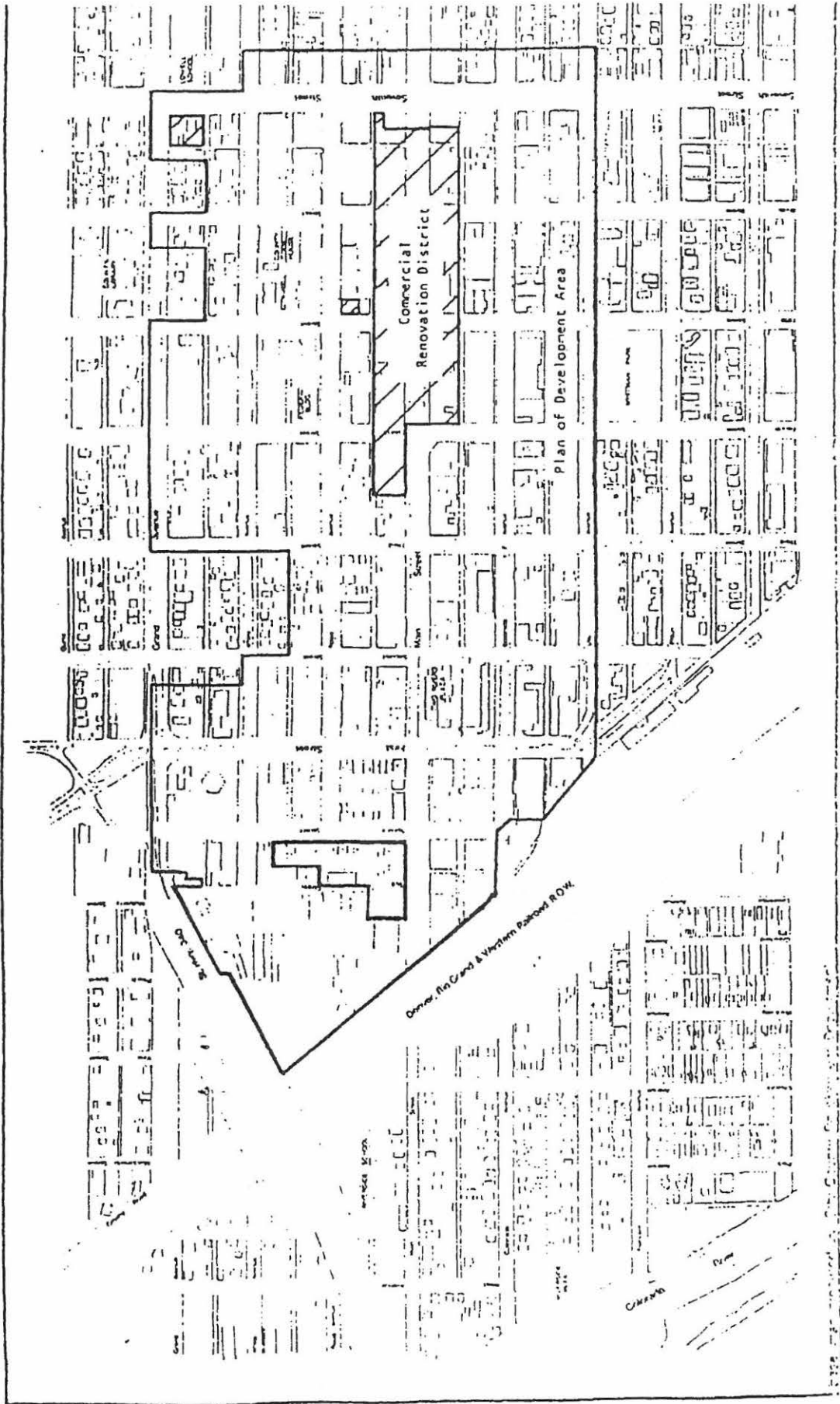
EXHIBIT "C"

DESCRIPTION OF THE COMMERCIAL RENOVATION DISTRICTS

Lots 11 to 16, inclusive, in Block 83, City of Grand Junction, Mesa County, Colorado; and

The North 75 feet of Lots 1, 2, and 3 of Block 104, City of Grand Junction, Mesa County, Colorado; and

Lots 17 to 25, inclusive, in Block 102; Lots 17 to 32, inclusive, in Block 103, Lots 17 to 32, inclusive, in Block 104; Lots 16 to 30, inclusive, except all the East 71.95 feet of Lots 16 to 20, inclusive, except the North 30 feet of the East 71.95 feet of Lots 16 to 20, inclusive, in Block 105; Lots 1 to 15, inclusive, except the East 50.45 feet of Lots 11 to 15, inclusive, in Block 116; Lots 1 to 16 inclusive, in Block 117; and Lots 1 to 16, inclusive, in Block 118, all in the City of Grand Junction, Mesa County, Colorado



DECEMBER 1951

GRAND JUNCTION, COLORADO, DOWNTOWN DEVELOPMENT AUTHORITY

EXHIBIT D

PLAN OF DEVELOPMENT AREA, COMMERCIAL RENOVATION DISTRICT

SECTION III

STATUTORY REQUIREMENTS FOR ADOPTION AND IMPLEMENTATION
OF A DOWNTOWN DEVELOPMENT AUTHORITY PLAN OF DEVELOPMENT WHICH INCLUDES
BOTH RENOVATION DISTRICTS AND A PLAN OF DEVELOPMENT AREA WITHIN WHICH TAX
INCREMENT FINANCING WILL BE USED

A. GENERAL

1. Revitalization of a downtown area is a time-consuming and dynamic process. The results of the planning phase may influence the downtown environment for years, and it is, therefore, necessary that those affected by a plan of development are provided adequate opportunity to voice their suggestions and concerns for the future of "their" downtown. The minimum requirements are those dictated by Colorado law.

2. The following summarizes the statutory requirements for adoption of this Plan of Development and indicates the date of completion of this Plan. Additionally, also shown are the other opportunities provided for input into the Plan and optional activities undertaken to assure maximum public input as well as compliance with the policies of the City Council.

<u>B. DATE OF ACTION</u>	<u>C. STATUTORY REQUIREMENTS</u>	<u>D. OPTIONAL ACTIVITIES</u>
1. 1/19/77	Resolution authorizing election of formation of DDA	
2. 2/8/77	Election	
3. 3/16/77	City Ordinance No. 1669, establishing DDA State Statute 31-25-804	
4. 6/2/80		Employment of consultants to study and analyze land use, urban design, parking, traffic, and market conditions
5. 8/21/80		Formation of Downtown Action Committee to Provide input on Plan of Development

<u>B. DATE OF ACTION</u>	<u>C. STATUTORY REQUIREMENTS</u>	<u>D. OPTIONAL ACTIVITIES</u>
(Continued)		
6. 4/15/81		Adoption by City Council of Policy Resolution for downtown
7. 10/2/81		Public presentation by Johnson, Johnson & Roy, Inc. of their conclusions concerning the downtown area
8. 10/7/81		Discussion with County Assessor and Treasurer concerning implementation of tax deferral and tax increment financing
9. 10/28/81	Meeting with school district personnel seeking their advice and comments on tax increment financing 31-25-807 (3)(d)	
10. 11/6/81		Review of Downtown Development Strategy Plan by DDA Board of Directors and invitation to Mesa County Commissioners to attend for explanation of Plan concept including tax increment financing
11. 11/11/81		Published notice of meeting of DDA Board to consider and adopt Plan of Development after public input
12. 11/11/81		Presentation of Plan to local architects, engineers, and planners
13. 11/13/81		Public meeting of DDA Board concerning Plan of Development concept

B. DATE OF ACTION

C. STATUTORY REQUIREMENTS

D. OPTIONAL ACTIVITIES

(Continued)

- | | | |
|--|--|--|
| 22. Upon adoption of Plan of Development | Freezing of Ad Valorem tax base and sales tax base as of effective date of Plan
31-25-807(3) | |
| 23. To be determined during 1982 | Resolution of DDA Board to have election for pledging of tax increment funds
35-25-807(3) (b) | |
| 24. To be determined during 1982 | Approval by City Council of election at least 30 days prior to election
35-25-807(3) (b) | |
| 25. To be determined during 1982 | Election - qualified electors of district
35-25-807(3) (b) | |
| 26. To be determined during 1982 | City Council adoption of ordinance authorizing the issuance of bonds | |
| 27. To be determined during 1982 | Bonds issued for project | |

SECTION IV

EXISTING CONDITIONS WITHIN THE BOUNDARIES OF THE DOWNTOWN DEVELOPMENT AUTHORITY

A. RESULTS OF THE ANALYSIS OF EXISTING CONDITIONS

1. Johnson, Johnson & Roy, Inc., concluded that a Downtown Development Strategy Plan was needed because: "Within the downtown area, there exist clear measures of blight and deterioration, which require improvements to ensure the economic well-being and quality of life of all our residents. We have a substantial number of deteriorating structures; some of these suffer from structural blight, some from functional blight. Although our street system is generally wide and adequate, we face circulation problems which call for simplification. The utility systems serving our downtown must be replaced both for our safety and our future growth. Most of all, we need to grasp the opportunity to bring life back into the downtown area through the addition of sound housing and attractive commercial and office space."

2. Among the many factors presently existing within the boundaries of the Downtown Development Authority which led Johnson, Johnson & Roy, Inc. to the above conclusion are:

a. Any increase in intensity of development or redevelopment will require replacement and upgrading of present utilities, including replacing and upgrading of water and sewer lines;

b. A present need for parking locations which provide reasonable location distribution of long and short term parking as well as effectively provide for long term parking.

c. A present combination of one-way streets and restricted turning intersections along Main Street which requires one to travel four to six blocks to find a parking space and which often prevents one from getting to visible parking lots on cross streets and inhibits the ability to reach offstreet lots;

d. Potential development sites at which ownership has not been consolidated and where the potential major development parcels are divided by alleys and streetways;

e. Present zoning classifications which do not always make it possible to attract the desired type of redevelopment;

f. Existing land use of adjacent parcels and existing zoning are not such as to encourage successful redevelopment of multiple family housing;

g. *Fragmented ownership and land prices* which put the area at a disadvantage in attracting new builders;

h. Lack of high quality lodging;

i. Areas adjacent to the DDA which contain areas that no longer fulfill their original function, and which are unattractive, at times unsafe, and provide a loitering spot for transients, such as Whitman Park; and

j. Upper stories of most downtown structures which are generally underutilized as activity generators for the downtown area because of their present use as storage areas.

B. ADDITIONAL FACTORS

1. In addition to the above factors, other factors indicate that, despite the traditional advantages of the central business district over other locations because of its core of governmental, financial, and related activities, the central business district is no longer able to attract new development or redevelopment.

2. The area within the boundaries of the Downtown Development Authority has traditionally been a strong retail area for the City. However, at the present time there are vacant buildings, not presently undergoing redevelopment or conversion, at the corners of 5th and Main, 2nd and Colorado, 4th and Main, and 3rd and Main. At the present time approximately one square foot of each five available for retail space is vacant since there is presently a retail vacancy rate of approximately 18.8% even though retail space is in high demand in other areas. Each square foot of vacant retail space means that there is lost revenue to the property owner, a loss in the entire spectrum of retail goods available to the consumer, and a loss of consumer-attracting businesses.

3. The downtown area is also an old area. Although there has been some new construction within the last 10 years, approximately 85% of all the structures are older than 30 years old. There have been three periods

of significant construction downtown: 1887 to 1894, 1907 to 1922, and 1946 to 1952. Because of the different building requirements during these periods, these older buildings, unless renovated, remodeled, or redeveloped, contain structural hazards to health and safety. For example, the large windows used on older buildings to provide sunlight and ventilation, now create safety problems because of the easy access they may provide for burglars and transients, and the high ceiling of many older buildings may provide more air space for combustible matter.

4. The decline of the downtown central business district can best be seen in a comparison of the sales income and assessed valuation of property in the last three years. Sales taxes collected in the central downtown area along both sides of Main Street have fallen from \$408,088 in 1979 to \$384,140 in 1980 and \$304,338 in 1981, during the first eight months of each year. This reflects that the share of the city-wide retail market in this area has fallen from 13.23% to 7.24%.

5. This reduction in sales tax revenue is not due to a change of use, for the total assessed valuation of property has also declined. Although the total assessed valuation of real property within the boundaries of the Downtown Development Authority increased by 5.85% because of substantial inclusions of new property in the Downtown Development Authority, the assessed value of personal property fell by 31.80% and the overall assessed value fell by 9.02%. This decline in tax revenues, when viewed against the massive development occurring on Horizon Drive and in other areas, indicates that the central business district is failing to keep pace with the rest of the county.

6. All of these factors indicate that the conclusion by Johnson, Johnson & Roy, Inc., that blight exists within the downtown area, applies to the property within the Downtown Development Authority. Under Colorado law, a blighted area is not equated with what is traditionally thought of as a "slum", but, rather is an area in which sound growth, adequate housing provisions and the public health and welfare are impaired because of the type of structures and the land upon which they are located as well as other unsanitary, or unsafe conditions.

C. PUBLIC INPUT

1. During public meetings and through discussion with City officials, other potential problems have been identified. These problems vary in severity. Some problems are scheduled to be remedied by work programs in the future, while others are not scheduled for corrective action. The problems include:

a. Combined sanitary and storm sewers in the downtown area have the potential to back up into the drains of property owners after extreme rains, thereby creating an unsanitary condition. Any future sewer construction would require the installation of separate lines.

b. There are deteriorating underdrains in the Shopping Park along Main Street from 3rd to 5th.

c. There are sidewalks in a deteriorating condition on the southeast corner of 5th and Rood and on the 200 block between Main and Colorado.

d. The street lighting in the Shopping Park is on tall poles, but since the vegetation is now quite large on Main Street, little light reaches the sidewalks and walkways creating a potential public safety hazard.

e. There are no north-south water mains on 2nd, 3rd, and 4th and the east/west mains on Grand, White, and Rood are no larger than 6 inches, thereby providing limited supplies which are not adequate under present codes for adequate fire protection levels.

f. Public officials are aware that the foundation work on some of the older buildings have deteriorated in the past or are presently in a deteriorated condition. For example, one of the buildings has wooden piles which rotted because of a fluctuating water table. During the Main Street water main break, extensive damage occurred because of the old style, porous foundations.

g. The alleys in the downtown area are still major delivery and service routes; however, heavy pedestrian traffic has been encouraged by the use of walkthroughs at the U. S. Bank building and on the northside of the 600 block, and by the placement of parking areas across an alley from business establishments. Many businesses have encouraged the use of back doors as the most direct entrance from a parking area to their establishment. However, the alley surfaces are often uneven and not adapted to pedestrian travel, there are no crosswalks, the lighting at night is inade-

quate, and during business hours there is a flow of both delivery trucks and trash collection trucks which pose a potential threat to pedestrians.

2. The combination of these problems and those identified by Johnson, Johnson & Roy, Inc., presents a picture of large scale future problems as growth occurs in the community, creating a greater demand upon downtown facilities. Both public and private development will be needed to keep the downtown from further deterioration.

m. Construction Management: This is provided by either a skilled public agency or private sector specialists. It can help to assure completion of a project on time and within budget, and on complicated projects may become an absolute necessity.

n. Supervision of Project Planning and Design: This is the responsibility of the City and DDA and calls for both the establishment of a close working relationship between public and private professionals and an understanding by both of the goals and performance needs of the other.

B. IMPLEMENTATION TOOLS

A wide variety of tools are available to the City of Grand Junction and the Downtown Development Authority for the implementation of this Plan.

1. Most important of these to the implementation of this Plan of Development is the Downtown Development Authority. Under Colorado legislation, the Downtown Development Authority has the power to acquire by purchase, lease, license, option or otherwise, any property and to improve land and to construct and operate buildings and other improvements on it as well as to act as solicitor by any property owned by or under its control. The Authority can issue revenue bonds for the purpose of financing its development facilities.

2. Industrial development bonds, issued by the City after review by the industrial bond committee, are also an extremely powerful tool, which, to date, have not been directed in significant form to the downtown area.

3. Tax increment financing is an extremely important tool for the implementation of this Plan of Development. Tax increment financing can provide for the construction of public facilities in the Plan of Development area and for property acquisition for public or private redevelopment. A Plan of Development area is established by this Plan. An election is required to authorize issuance of bonds. TIF bonds, however, cannot be expected to fund all of the projects.

4. General improvement districts offer an opportunity to fund public improvements. General improvement districts may be of importance here as an overlay to allow wider improvement throughout the downtown area. General improvement districts become a taxing unit with the power to construct or install public improvements including off-street parking facilities.

5. The City also has the power to establish and maintain a pedestrian mall under the Public Mall Act of 1971. This act provides for both fully

pedestrian, or pedestrian/vehicular transit malls such as the existing Shopping Park. The City could conceivably employ this act to provide for the construction and payment for improvements throughout a general improvement district or a smaller commercial renovation area. The statute authorizes the City to levy a special assessment against property within the district to be expended for the maintenance, operation, repair or improvement of the mall.

6. Parking revenue bonds can be issued by the City to provide for the construction, maintenance and operation of public parking facilities, buildings, stations or lots and to pay for their costs by a general tax levy or otherwise by the issuance of revenue bonds. The principal and interest on such revenue bonds can be paid for solely out of revenues assessed and collected as rentals, fees, or charges from the operation of such facilities or from parking meter renewals, rentals or charges.

7. The City also has the authority, under the Public Parks Act, to establish, maintain and acquire land necessary or proper for boulevards, parkways, avenues, driveways and roadways, or for park or recreational purposes for the preservation and conservation of sites, scenes, open spaces, and vistas of scientific, historic, aesthetic or other public interest. Monies in the park fund can also be used for the maintenance and improvement of parks, parkways, boulevards, avenues, driveways and roads.

8. The City and the Downtown Development Authority have the authority to enter into long-term rentals and lease-holds, both for undeveloped or improved property. In addition, intergovernmental cooperation agreements can be used to establish and provide for joint use of public services or facilities.

9. A local, nonprofit development corporation may be necessary to provide coordination for large, private, multi-property developments. Industrial Development, Inc., is currently established as a nonprofit development corporation, but additional corporations such as this may be necessary and should be encouraged if coordination can be ensured.

10. The Capital Improvements Program established by the City and the County are major tools for insuring that public improvements are installed and maintained consistent with the goals and priorities of the community. Downtown projects should be set aside in a separate category, and prioritized on an annual basis.

11. By state statute, deferral of property tax assessments is available to owners of certain older buildings who improve their property through renovation. This is available for private home owners without special designation of their areas as a renovation district. For commercial property owners, a commercial renovation district is established under this Plan.

12. Urban development action grants, and community development block grants are federal programs offering assistance for a wide range of development and renovation activities. There are strict qualification requirements, and each year's funding level is subject to changes in federal policy and national economic shifts.

13. Main Street Program technical assistance, and historic structure designation are programs under the auspices of National and State Historic groups. Incentives for the preservation and judicious re-use of historic buildings are available, and geared to the needs of private owners.

14. Conventional financing is the normal course for most development projects. Recent interest rate fluctuations have led to greater use of devices such as the reduced rate loan pool established by the Authority.

15. Various other federal and state agencies offer specialty grant or technical assistance services for public improvement. Here, these can include: Federal Highway Administration and Urban Mass Transit Administration grants; Joint Budget Committee decision and expenditure; Colorado Energy Impact Assistance funds; Housing Authorities at the local, state and federal level; Colorado highway users trust fund.

C. IMPLEMENTATION-STEPS

The following list of actions will need to be taken, not necessarily in this order to implement this Plan.

1. The first step in the implementation strategy is the adoption of the Authority's Plan of Development and the continuation of the planning process. The agencies primarily responsible for this are the City and the Downtown Development Authority. Special studies and plans need to be developed for the following:

- a. Parking Management
- b. Design Guidelines for Downtown
- c. Landscape and Street Lighting Plan

- d. Zoning and Development Control Revisions
- e. Traffic Management
- f. Retail Mix and Recruitment
- g. Detailed Improvement Designs
- h. Housing Rehabilitation

2. The City should designate the Downtown Development Authority as the planning implementation agency for these projects.

3. The City and DDA will develop a detailed downtown implementation strategy and an annual work program based on fundable projects and activities. Specific planning and improvement projects will be paired with appropriate funding mechanisms.

4. The City and the DDA will hold a tax increment financing bond election.

5. The DDA and the City will prequalify for selected state and federal assistance programs. Although the exact use of these programs at the moment may not be clear, it is important that the City establish itself as qualified and interested in these funding programs for the implementation of this Plan of Development.

6. The DDA and the City will design and implement funding mechanisms for the commercial renovation district. These include those programs currently in place, such as the Low Interest Commercial Loan Pool and others which will require research and development.

7. The City and the DDA will prepare and consider for adoption revisions to the zoning ordinance. The DDA will be included in the Site Plan Review Process for all activities in the downtown.

8. The City, with DDA assistance, will provide industrial development bond financing for projects in the downtown in accordance with state and federal law.

9. The DDA and the City will coordinate market analysis studies, site plan designs, and packaging for projects such as the multi-use office/hotel/convention center.

10. The DDA, the City, and the Grand Junction Housing Authority will coordinate the development of market analysis studies, design studies, and packaging of properties for housing redevelopment projects where appropriate.

11. The DDA and the City will coordinate the market analysis, design planning, and packaging for the entry development project area.

12. The City and the DDA will coordinate selection of the state office building site and provide planning assistance for the state office building.

13. The DDA will need to coordinate design and development in a number of other redevelopment project areas, and should be aware of and anticipating the development of these.

14. The DDA with private sector assistance, will need to design and incorporate a local, private, non-profit development corporation. This corporation may be established for special projects, or may in fact begin to serve as an overall private partner to the Downtown Development Authority. The local development corporation could begin to coordinate implementation of the development of the downtown, taking some of the burden from the publicly financed DDA.

15. The City and DDA will adopt a parking management plan and may need to develop, adopt, and implement a parking district and a future parking development plan. Financing mechanisms for this include parking revenue bonds. A special study will be conducted to ensure that parking is provided and financed in a way amenable to downtown redevelopment.

16. The City and DDA will implement parking district improvements including property acquisition and constructing structures funded by parking revenue bonds, tax increment bonds, other sources or a combination of mechanisms.

17. The City, the DDA, the County, State and Federal governments and the school district could establish intergovernmental cooperation agreements for the joint provision and use of facilities and services. Such an example may occur in the governmental office district for the provision of parking or other maintenance, or property/street improvement activities.

18. The City, with the cooperation of the County, DDA and other agencies, needs to establish priorities and funding for federal and state urban transportation systems. These may include improvements to those major state highways bypassing or going through the downtown. It may require application or involvement with the Federal Highway Administration, the State Highway Users Trust Fund, the Colorado Department of Highways, the Federal

Urban Mass Transportation Administration and perhaps the state's Energy Impact Assistance funds.

19. The City and DDA should establish financing for park, boulevard, median and landscaping improvements. The funding mechanisms for these, in addition to highway construction sources, may include the Public Parks Act which would allow this kind of construction. The City does not currently take advantage of this financing mechanism.

20. The City and the DDA should research, evaluate and develop special land development regulations for the downtown that combine development incentives and design guidelines with regulations. Considerable legal research will be necessary and modification to existing administrative systems may be necessary. This could include exploration of feasibility of transferrable development rights, condominium law applications to private home improvements, and the use of air rights in certain congested areas of the downtown.

21. The Downtown Development Authority's interim Plan of Development relating to street vendors, attached hereto as Appendix H, adopted by the Authority Board and City Council in response to Grand Junction City Ordinance Number 1989, is hereby made a part of this Plan of Development.

SECTION VII
PUBLIC FACILITIES

A. GENERAL

1. As mentioned in Section VI., the construction of public facilities and improvements can be used to support and encourage private redevelopment activities. Private redevelopment will encourage further reinvestment by the private sector. The result will be increased property values, increased tax revenues to the City, and reinforcement of land uses and business activities adjacent to the public facilities and improvements constructed as a result of this Plan.

2. A number of public works improvements will be undertaken to implement this Plan by the City and the Authority. Some of the improvements could be financed solely from tax increment revenues. Others could be financed with other available financing tools, i.e., special assessments, revenues bonds, general fund appropriations, general improvement districts, lease purchase, federal and state grant and loan programs and others. Some projects may be financed utilizing a combination of funding mechanisms.

3. The public improvements will be constructed to complement and provide incentives for private development. Scheduling the various public improvements will depend on the area and intensity of private sector redevelopment, the scheduling of the City's Capital Improvement Program, and the availability of tax increment and other financing mechanisms. The City and Authority will install and construct, or cooperate as appropriate with other public or private agencies, in the installation and construction of such public improvements, public facilities and utilities as are necessary to carry out this Plan. Such improvements, facilities, and utilities include, but are not limited to, any streets, parks, plazas, parking facilities, playgrounds, pedestrian malls, rights-of-way, structures, waterways, bridges, lakes, ponds, canals, utility lines or pipes, and buildings, including access routes to any of the foregoing, designed for use by the public generally or used by any public agency with or without charge, whether or not the same is revenue-producing. Improvements will be undertaken whenever possible in conjunction with and as an incentive for private redevelopment projects.

However, redevelopment priorities of the City and DDA, available funding and other demands, not the requests of redevelopers will determine the schedule of public improvement projects.

3. A more detailed description of the public facilities and improvements follows. Individual facilities and improvements will be further defined in the Public Improvement Design Guidelines and project specific implementation plans and specifications. The location of many of the projects listed in Section VII.B. below are identified by number in Exhibit E. on Page 43.

B. PROJECTS

1. Renovation of the Main Street Shopping Park. In addition to the improvement of facades along the shopping core being funded by the loan pool administered by the Downtown Development Authority, improvements to the landscaping, street furniture, and lighting will be accomplished.

2. Improvements to Alleyways. The improvements to alleyways include undergrounding utility systems, a general clean-up of the area, resurfacing, and improvements to pedestrian through-paths and parking areas.

3. Improvements to Rood Avenue. The 19.5 foot traffic lanes will be narrowed to 12 feet, and canopy trees and landscaping improvements will be added. The street will be returned to two-way traffic.

4. Improvements to Colorado Avenue. Traffic movement lanes will be narrowed from 19.5 to 12 feet, canopy trees and street landscaping improvements will be added. The street will be returned to two-way traffic.

5. Improvements to Seventh Street. This involves the extension of the boulevard from Grand to South. It will require minor alterations to parking along Seventh and the installation of a landscaped boulevard down the center of Seventh. It will require minor narrowing of the traffic lanes and will improve the movement of traffic along Seventh.

6. Restoration of Whitman Park. Although Whitman Park is not presently within the Authority's boundaries, it is hoped that it will become part of the DDA within the near future because of its influence upon adjacent DDA property. The improvements proposed to Whitman Park include clean-up and modification of the landscape and improvements to the lighting to improve safety and reduce loitering. These improvements will enhance its use as a neighborhood park for potential future housing development.

7. Extension of the Shopping Park. The Shopping Park will be extended into the 200 block of Main Street and a plaza could be constructed at Second and Main to include a large sculptured fountain. This project will enhance Two Rivers Plaza and provide incentive for the future development of a multi-use hotel and office facility in close proximity to Two Rivers Plaza. It will also provide incentive for a performing arts complex at that location. It will be undertaken in conjunction with private development.

8. Relocation of Regional Bus Terminal. This terminal needs to be relocated to a site more appropriate for regional transportation, and to allow improvements in the neighborhood of its current site to occur. The project will involve site selection, acquisition and development, and could include clearance and acquisition of its current property.

9. Image Improvement at Seventh and Main. This project involves improvements in parking, lighting landscape, and signage at the entry to the Shopping Park. In the future, the site can serve as a community bus transfer point, dependent upon installation of a line haul bus facility program in Grand Junction.

10. Identify, Designate and Acquire Future Parking Facility Locations. The City and Authority will identify specific locations for future parking facilities and acquire and maintain these properties as development staging areas to encourage and provide incentive to future development.

11. Construct Parking Facilities. The City and Authority will build parking facilities (surface or multi-level) on appropriate designated sites to accommodate parking demand created by new development.

12. Expansion of the Museum of Western Colorado. The City and Authority will assist the Museum in identifying and acquiring a site to permit the expansion of the Museum facility. This could involve acquisition and resale or a long term property lease.

13. Public Building Sites. The City and DDA will identify, acquire and assemble sites or key parcels appropriate for the development of public buildings individually or in cooperation with other agencies desiring to undertake projects consistent with the objectives of this Plan and within the redevelopment areas designated in this Plan. Public buildings could include a state office building, City Hall, performing arts/civic events center, County offices and others.

14. Redevelopment Sites. The City and DDA will identify, acquire and assemble sites or key parcels appropriate for redevelopment projects (commercial, office, hotel, housing, etc.) for resale or lease to public or private developers desiring to undertake projects consistent with the objectives of this Plan and within the redevelopment areas designated in this Plan.

15. Utilities. The City will expand or replace municipal utilities (water distributions, sanitary sewer, storm sewer, lighting) where necessary and appropriate, and desirable to accommodate the utilities demands of redevelopment projects provided funds are available.

16. Right-Of-Way Acquisition. The City will acquire rights-of-way or easements where necessary to accommodate utility relocations and roadway and traffic circulation improvements.

17. Parks. The City and Authority will acquire sites for and develop parks, plazas, fountains and pedestrian walkways between parking areas and activity centers in accordance with the Downtown Development Strategy Plan and subsequent landscaping, public improvement and redevelopment plans.

18. Improvements to First Street. In cooperation with the State Highway Department, First Street will be landscaped and intersections improved to accommodate pedestrian traffic across First Street without adversely affecting traffic flow.

C. PRELIMINARY COST ESTIMATES

1. The following cost estimates are for typical block or work areas for several of the public improvement projects listed and are based upon current (October 30, 1981) construction costs. The individual unit costs used are slightly inflated to include approximately 10% contingency to cover related work but not itemized. These estimates were prepared without the aid of accurate existing condition surveys or detailed development plans. The estimates do not include any allowance for major underground work except as noted, or for unforeseen construction problems.

2. TYPICAL UNIT AND PER BLOCK COSTS

a. Main Street Shopping Park Upgrade Cost Estimate - Typical Block

1.) Work Items	Units	Cost/Unit	Total
Remove dead trees	6 EA	\$ 50.00 EA	\$ 300.00
Install low plantings planters	6 EA	150.00 EA	900.00
Remove existing planters	6 EA	150.00 EA	900.00
Prune existing trees	12 EA	80.00 EA	960.00
Paint existing shelters	Allow	500.00	500.00
Reconstruct brickwork	Allow	2,000.00	2,000.00
		Subtotal	<u>\$5,560.00</u>

+ 25% contingency and general conditions: 1,390.00
\$6,950.00

Say: \$7,000.00

2.) Construct Small Fountain Feature

Allow \$12,000 to \$25,000 each

b. Typical Alley Treatment Cost Estimate - Typical Block

1.) Site Improvements

Site Preparation

Remove alley pavement	940 SY	6.00 SY	5,640.00
Miscellaneous removals	Allow	1,000.00	<u>1,000.00</u>
			\$6,640.00

Utilities

Adjust existing m.h. covers	5 EA	100.00 EA	500.00
New inlets	2 EA	1,500.00 EA	<u>3,000.00</u>
			\$3,500.00

Sitework

New bituminous paint	620 SY	15.00 SY	9,300.00
New special concrete	2,900 SF	5.00 SF	14,500.00
Screen wall	210 LF	180.00 LF	37,800.00
Curb/seat wall	210 LF	50.00 LF	10,500.00
Entry trellis	Allow	5,000.00	5,000.00
Entry directory	Allow	3,000.00	3,000.00
Pedestrian lights	7 EA	2,000.00 EA	<u>14,000.00</u>
			\$84,100.00

Landscape Furnishings

Flowering trees	10 EA	\$ 200.00 EA	\$ 2,000.00
Planting bed	1,260 SF	4.00 EA	5,040.00
Bench units	5 EA	400.00 EA	2,000.00
Irrigation	Allow	4,000.00	<u>4,000.00</u>
			\$ 13,040.00

TOTAL: \$107,280.00

Budget ranges from \$105,000 to \$135,000 per block.

Secondary distribution

Allow

Budget ranges from \$45,000 to \$55,000 per block.

c. Road and Colorado Avenue Improvements Cost Estimate - Typical Block

1.) Site Improvements

Site Preparation

Remove existing street	1,130 SY	8.00 SY	9,040.00
Remove existing curb	1,040 LF	4.00 LF	4,160.00
Remove existing sidewalks	180 SY	5.00 SY	900.00
Remove existing lights	10 EA	250.00 EA	2,500.00
			<u>\$16,600.00</u>

Utilities

Adjust existing m.h. covers	16 EA	100.00 EA	1,600.00
Abandon existing inlets	6 EA	150.00 EA	9,000.00
New inlets and pipe	14 EA	1,500.00 EA	21,000.00
Miscellaneous	Allow	3,000.00	3,000.00
			<u>\$26,500.00</u>

Sitework

Concrete curbs	1,060 LF	10.00 LF	10,600.00
New brick/concrete walks	7,800 SF	4.50 LF	35,100.00
Concrete replacement	1,600 SF	2.00 SF	3,200.00
Street patching	100 SY	15.00 SY	1,500.00
30' lights	10 EA	3,000.00 EA	30,000.00
Brick crosswalks	1,600 SF	8.00 SF	12,800.00
			<u>\$93,200.00</u>

Landscape/Furnishings

Street trees	36 EA	500.00 EA	18,000.00
Tree grates	36 EA	350.00 EA	12,600.00
Benches	6 EA	800.00 EA	4,800.00
Trash receptacles	6 EA	350.00 EA	2,100.00
Low planters	8 EA	1,000.00	8,000.00
			<u>\$45,500.00</u>
		Subtotal	\$ 182,000.00

Budget ranges from \$180,000 to \$225,000 per block.

d. Seventh Street Boulevard Improvements Cost Estimate - Typical Block

1.) Site Improvements	<u>Units</u>	<u>Cost/Unit</u>	<u>Total</u>
<u>Site Preparation</u>			
Remove existing street	1,450 SY	\$ 8.00 SY	\$ 11,600.00
Remove existing curb	800 LF	4.00 LF	3,200.00
Remove existing walks (20%)	180 SY	5.00 SY	900.00
			\$ 14,800.00
 <u>Utilities</u>			
Adjust existing m.h.	10 EA	100.00 EA	1,000.00
Abandon existing inlets	6 EA	150.00 EA	9,000.00
New inlets and pipe	8 EA	1,500.00 EA	12,000.00
Miscellaneous	Allow	2,000.00	2,000.00
			\$ 24,000.00
 <u>Sitework</u>			
Concrete curbs	1,300 LF	10.00 LF	13,000.00
New brick/concrete walks	7,200 SF	4.50 SF	32,400.00
Brick crosswalks	2,400 SF	8.00 SF	19,200.00
30' lights	6 EA	3,000.00 EA	18,000.00
Median lights	4 EA	2,000.00 EA	8,000.00
Irrigation	Allow	4,000.00	4,000.00
			\$ 94,000.00
 <u>Landscape/Furnishings</u>			
Street trees (5" cal.)	18 EA	500.00 EA	9,000.00
Tree grates	18 EA	350.00 EA	6,300.00
Benches	4 EA	800.00 EA	3,200.00
Trash receptacles	4 EA	350.00 EA	1,400.00
Lawn planting	300 SY	3.00 SY	900.00
Low planters	6 EA	1,000.00 EA	6,000.00
			\$ 21,400.00
		Subtotal:	\$154,800.00

Budget ranges from \$155,000 to \$195,000 per block.

2.) New Traffic Signalization

Budget ranges from \$25,000 to \$32,000 per block.

3. ESTIMATED TOTAL COSTS FOR SAMPLE PROJECTS

The final cost figures are given in a range from the base estimated cost to a figure escalated 25% to cover many of the unknown conditions and requirements that often occur on projects of these types. Actual costs will not be known until specific project development plans have been completed and projects are ready for construction.

- a. Shopping Park Improvements, for the four block area on Main Street between Seventh and Third, including two small fountains:

\$22,000 - \$28,000
24,000 - 50,000
\$46,000 - \$78,000

- b. Alleyway Improvements, for the four blocks of alleys north and south of Main Street between Fourth and Sixth.

\$420,000 - \$540,000

- c. Rood Avenue Improvements between Fourth and Sixth

\$360,000 - \$450,000

- d. Colorado Avenue Improvements between Fourth and Sixth

\$360,000 - \$450,000

- e. Alleyway Improvements north and South of Main between Sixth and Seventh, and Third and Fourth

\$420,000 - \$540,000

- f. Seventh Street Improvements, from Grand to Colorado, not including signal support changes

\$620,000 - \$780,000

- g. Rood Avenue Improvements between Seventh and Sixth, and First and Fourth

\$720,000 - \$900,000

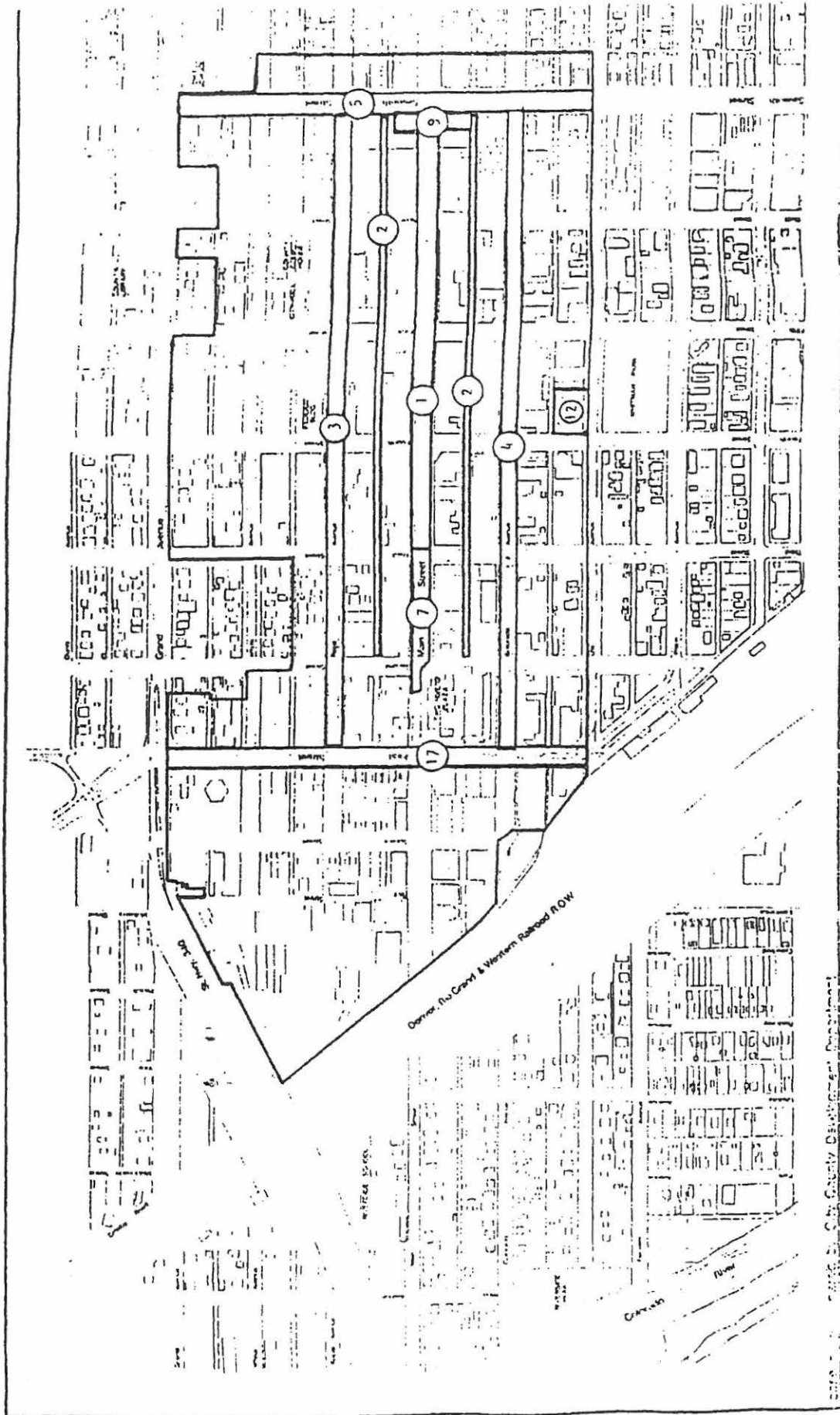
- h. Colorado Avenue Improvements between Seventh and Sixth, and First and Fourth

\$720,000 - \$900,000

- i. Seventh Street Improvements, from Colorado to Railroad Tracks

\$550,000 - \$685,000

As mentioned above, detailed costs of these and other projects will not be known until project specific planning and design has been accomplished. The cost of individual project planning and design has not been included in these estimates, but shall be included in the calculation of total cost for each project and may be financed in conjunction with the financing of the public improvement projects.



City of St. Louis, Missouri, Department of Public Works

EXHIBIT E PUBLIC IMPROVEMENT PROJECT LOCATIONS (NUMBERS REFER TO SOME OF THE PROJECTS LISTED IN SECTION VII, B.) DECEMBER, 1981

SECTION VIII

REDEVELOPMENT AND RENOVATION PROJECT AREAS

A. GENERAL

1. The public facilities and improvements described in Section VII will provide some, but not all, of the needed incentives to the private sector to undertake desired redevelopment projects. Because of the difficulty in assembling small parcels with mixed ownerships into the large parcels necessary for redevelopment projects, the Authority and City will acquire key parcels and entire sites for priority redevelopment projects. Property so acquired can be cleared and prepared with utilities, surface treatment, landscaping and other amenities for lease or sale at fair value to redevelopers desiring to undertake a redevelopment project. Only qualified redevelopers submitting project plans consistent with this Plan and with any project specific criteria as determined by the Authority will be allowed to participate in projects on land acquired by the Authority and City.

2. The redevelopment areas, shown on the map in Exhibit F, establish a long-range land use and circulation framework for the future of the DDA Plan of Development area. Within each of the areas shown, redevelopment, both public and private, is intended to be predominantly concentrated within a certain type and to allow and provide for the redevelopment of properties at levels of intensity and density appropriate for the commercial and office center of the community. This Plan presents a flexible management concept for the downtown; the boundaries of the proposed areas make sense in light of today's opportunities, but must be regarded as indications of an intended future, not their literal representation.

3. This Plan will accommodate growth and change in two ways; by providing for the renovation and creative use of adaptable structures and properties which continue the community's heritage; and by providing for the redevelopment of properties unsuitable to further productive use and not providing a strong link to our heritage. It will concurrently balance downtown growth along both of these paths and proposes policies and programs which provide investment opportunities and returns to the community along both tracks.

4. The placement of public facilities, services and utilities described in Section VII will reflect this dual potential and future and provide a balance of incentives and management assistance.

5. Within each of the various areas shown in Exhibit F, growth management policies need to reflect the community's interests in sound property development. Sound principles of land planning need to be applied, and development concepts for district-wide areas need to be examined and re-examined.

6. The City and Authority, in accordance with Item A. 14. in Section VI of this Plan will acquire sites or key parcels appropriate for redevelopment projects. All purchasers of said sites or key parcels shall be obligated to develop the property in accordance with the provisions of this Plan and any design or development standards or criteria subsequently established by the City or Authority, to begin and complete the development of the property within a period of time which the Authority fixes as reasonable, and to comply with such other conditions as the City or Authority deem necessary to assure the achievement of the purposes of this Plan.

B. DESCRIPTIONS OF REDEVELOPMENT AREAS

1. Commercial Renovation District. The Shopping Park along Main Street is designated as a renovation district rather than redevelopment area, since the structures on Main Street provide strong opportunities for renovation rather than replacement. Historic district designation will be investigated, with the preservation of key structures a possibility in this area. Good building rehabilitation opportunities do exist. Restorations need to preserve architectural integrity, materials, sense of color, signage and the alignment of similar buildings elements.

2. Commercial Center Redevelopment Area. The Rood and Colorado corridors between Third and Seventh should be redeveloped with high intensity commercial emphasizing retail and service uses. Some properties will be appropriate for restoration or renovation work. This area is appropriate for the compatible integration of individual different uses.

3. Mixed-Use Redevelopment Area. Two Rivers Plaza provides an appropriate focus for a mixed-use development at the western terminus of the Shopping Park. This Plan calls for the combination of hotel, office and convention facilities

in a multi-block property, and proposes the use of parking lots for the staging and phasing of development and to insure flexibility in the trade and exchange of land. A multi-block project in this location could also provide for the performing arts or new state office facility. However, major projects in the mixed-use area will require an upgrading and replacement of current utility systems.

4. Primary Government and Professional Office Redevelopment Area. The existing City Hall, County Courthouse, Federal Building, Valley Federal building and Post Office, all north of Rood between Third and Sixth, offer the opportunities for significant massing of new government and professional office related buildings, the establishment of promenades and skyways connecting these buildings, and the location of a high-rise element for the skyline.

5. Secondary Government and Professional Office Redevelopment Area. The existing Police Station, Sheriff's Office, jail and Fire Station and available land offer the opportunity for new public safety, criminal justice, general government and associated professional office development.

6. Medium and Low Density Office Redevelopment Area. These areas should be developed at a smaller scale and intensity than the more central redevelopment areas with on-site parking and setbacks to provide a transition to existing older neighborhoods. Multi-family housing would be a compatible use in this area if the design is compatible.

7. Entrance Development District. The area west of First Street, south of State Highway 340 and north of Colorado is owned primarily in large parcels and would be appropriate for a large scale planned redevelopment project. This property is well enough located and large enough for development of a research or office park, high density housing, a regional transportation center, and a downtown food market. As an office or research park, it can provide a complement to the Two Rivers Plaza area immediately to the east. As a redevelopment parcel, it should be planned as a complete unit, with full mind given to the views it can provide of the downtown to those arriving from the west. Ultimate uses in this area will depend on the market analyses and site planning for the area.

C. REDEVELOPMENT AREA BOUNDARIES

1. It should be reiterated that the boundaries and descriptions of the

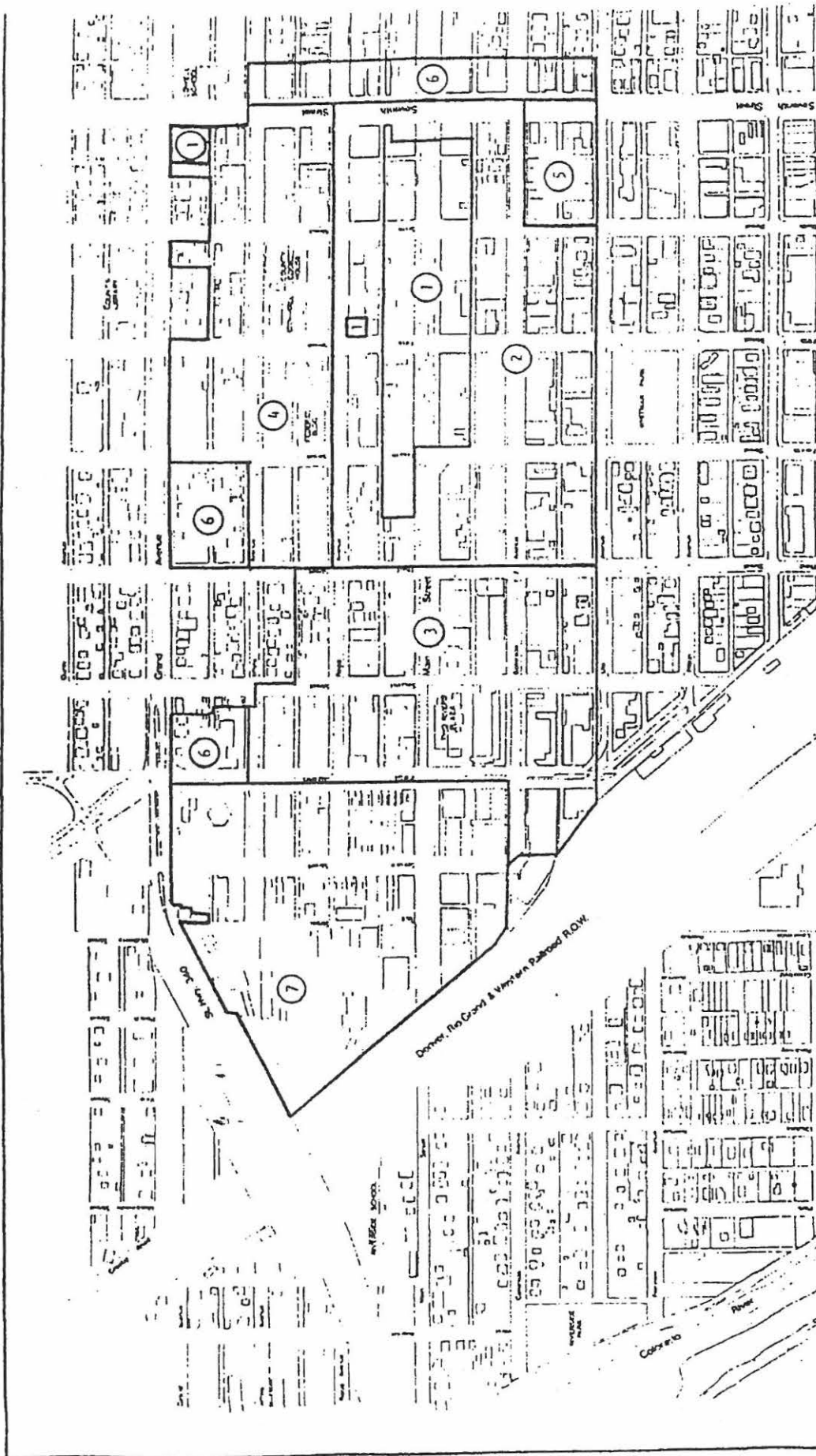
renovation areas described in this section and shown in Exhibit F are general. Actual redevelopment projects may not entirely conform to the uses or areas designated for each area. Redevelopment projects, however, will be compatible with adjacent and surrounding uses. Various development incentives described in this Plan will be used to encourage redevelopment projects in appropriate locations. Revised zoning regulations called for and discussed in the Plan to be undertaken subsequent to adoption of this Plan will reference and reflect the redevelopment area boundaries and descriptions contained in this Section VIII.

2. The Commercial Renovation District, designated by the Number 1 on Exhibit F, consists of both sides of Main Street in a majority of the Shopping Park and two sites separate from Main Street. The Main Street properties and the other two sites (the IOOF Building and the two large residences on the southwest corner of Seventh and Grand) have been designated for commercial renovation because:

a. The structures therein comply with the criteria prescribed in S39-5-105 C.R.S. 1973 as amended, for the application of the five year deferral.

b. The structures therein exemplify the history of the development of Grand Junction and contribute significantly to the physical and visual character of the downtown.

c. Many of the structures therein, because of their age and lack of proper maintenance, contribute to life, health, and fire safety problems. The provision of the five year deferral on increases in assessed value resulting from renovation will provide an incentive to alleviate the safety problems and retain the visual character of the buildings.



Map prepared by City County Development Department
EXHIBIT F DDA PLAN OF DEVELOPMENT REDEVELOPMENT AREAS (NUMBERS REFER TO THE DESCRIPTIONS LISTED IN SECTION VIII.B.
 DECEMBER 1981

SECTION IX
PROJECT FINANCING

A. FINANCING MECHANISMS

1. Any and all methods legally available to the City and/or Authority may be used to finance the public improvements described or anticipated in this Plan. Those methods include but are not limited to:

- a. Property tax increment financing
- b. Sales tax increment financing
- c. General obligation bond financing
- d. Municipal revenue bond financing
- e. General improvement district financing
- f. Local improvement district and special assessment financing
- g. Mall improvement and maintenance district financing
- h. Tax anticipation notes and warrants
- i. Installment purchasing
- j. Short term notes and loans
- k. Tax exempt mortgage financing
- l. Industrial development revenue bond financing
- m. Conventional financing

2. These methods can be combined to finance individual portions of projects or whole projects as the City and Authority deem appropriate at the time projects are undertaken. These methods can also be used insofar as legally allowable to pay the principal of and interest on and to establish reserves for indebtedness (whether funded, refunded, assumed or otherwise) incurred by the City or Authority to finance or refinance in whole or in part, the projects contained in this Plan.

B. TAX INCREMENT FINANCING

1. Colorado Statute in S31-25-807 C.R.S. 1973 as amended, provides for the Authority and City, through the adoption of a Plan of Development to create a Plan of Development area utilizing either or both property and municipal sales taxes for a period not to exceed twenty-five years. Both property and municipal sales tax increments derived from the Plan of Development area will be used to redeem bonds issued to finance all or a portion of the cost of

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projects within the Plan of Development area as described in this Plan. The following information describes the division of funds necessary to implement the tax increment mechanism for the City of Grand Junction and Grand Junction Downtown Development Authority under this Plan. This description relates to all property and municipal sales taxes generated within the Plan of Development area.

a. The effective date of this Plan shall be December 16, 1981, that date being subsequent to September 9, 1981, the last date of certification of valuation for assessment of taxable property within the boundaries of the Plan of Development area. The base year for property tax valuation shall be 1981.

b. The City shall establish, in the first calendar quarter of 1982, a tax increment revenue fund for the deposit of all funds generated pursuant to the division of property and municipal sales tax revenue described in this Section IX.B., other funds generated by tax increment financed projects, and any other funds so designated by the City and the Authority.

c. Municipal sales taxes collected in the Plan of Development area for the twelve month period ending on the last day of the month (November 30, 1981) prior to the effective date of this Plan (December 16, 1981) shall be calculated by the City Finance Director and certified to the City and Authority prior to April 1, 1982. The twelve month period base year for the division of sales taxes shall be December 1, 1980 through November 30, 1981.

d. The property and municipal sales tax shall be divided according to S31-25-807, C.R.S. 1973 as amended, for a period of twenty-five years from the effective date of this Plan unless the City and Authority deem that all of the projects anticipated in this Plan have been accomplished and all debts incurred to finance those projects have been repaid or otherwise disposed of in which event the City and Authority may declare the Plan implemented. Thenceforward, all taxes upon taxable property and total municipal sales tax collections derived from the Plan of Development area shall be paid into the funds of the respective public bodies.

e. The division of municipal sales taxes generated and collected from within the Plan of Development area after November 30, 1981, shall be:

1.) The base year amount shall be paid into the funds of the City annually commencing on December 1, of each year.

2.) Twenty percent (20%) of the incremental amount in excess of the base year amount shall be paid into the funds of the municipality.

3.) Eighty percent (80%) of the incremental amount in excess of the base year amount shall be paid into the tax increment revenue fund.

4.) Payment of incremental funds into the tax increment revenue fund shall commence only after the base year amount has been collected and paid into the funds of the municipality. Thereafter and until November 30 of each year the percentages described in subsections 2. and 3. above shall be paid into the funds of the municipality and the tax increment revenue fund.

5.) All interest earned on the deposit or investment of funds allocated to the tax increment revenue fund shall be paid into the tax increment revenue fund.

f. All tax increment revenues described in this Section IX.B. will be irrevocably pledged by the City for the payment of the principal of the interest on and any premiums due in connection with bonds, loans, advances and indebtedness of the City and Authority only after the question of issuing such bonds or otherwise providing for such loans, advances, or indebtedness and the question of any such intended pledge are first submitted for approval to the qualified electors of the Downtown Development Authority district at a special election to be held for that purpose. Any such election shall be called by resolution of the Board of the Authority adopted at a regular or special meeting thereof and approved by the City Council by a vote of a majority of the members thereof at least 30 days prior to such election. It is anticipated that such election shall be held in the second half of calendar year 1982, or the first half of calendar year 1983. Any and all funds paid into the tax increment revenue fund prior to the approval of the debt question at a special election shall be retained in the tax increment fund until such election has been held and debt authorized.

g. Subsequent to authorization of debt and issuance of bonds, the City shall establish such other funds and accounts as may be necessary to:

- 1.) Service the debt on bonds, loans, notes and advances
- 2.) Create a debt service reserve to cover a portion of the debt service on bonds, notes, loans or advances

2. Pursuant to an election authorizing the issuance of tax increment bonds,

the City Council shall by ordinance authorize the issuance of bonds. Said ordinance shall adequately describe the flow of funds and priority of expenditures associated with each issue and relating to prior or subsequent issues.

C. COMMERCIAL RENOVATION DISTRICT DESIGNATION

1. Colorado Statute S39-5-105 C.R.S. 1973 as amended, provides for a five year deferral in the increase of assessed value of a property more than thirty years old as a result of any renovation done to the property. The commercial renovation districts called for in this Plan are described in Exhibit C and in Section VIII.C. The designation of the commercial renovation areas will result in property owners being able to save the amount their property tax liability would have increased due to the renovation for a period of five years. The amount saved could be used to amortize the cost of the renovation thereby acting as an incentive for commercial renovations within the designated areas.

2. With the adoption of this Plan, the areas described in Exhibit C shall be designated commercial renovation areas under S39-5-105 C.R.S. 1973 as amended. Any renovations undertaken to property within the commercial renovation districts after the effective date of this Plan shall not result in any increase in the assessed value of the properties so renovated for a period of five years from the date of completion of the renovation unless the property is sold.

SECTION X

AMENDMENTS TO THE PLAN OF DEVELOPMENT
AND FUTURE INCLUSIONS TO THE DOWNTOWN
DEVELOPMENT AUTHORITY DISTRICT

anticipated in this Plan, the Plan allows future decisions to deal with future developments. The Plan must, therefore, be flexible and allow for minor amendments.

B. MODIFICATIONS TO AND VARIATION FROM THE APPROVED PLAN

1. This Plan may be modified pursuant to the provisions of the Colorado Downtown Development Authority Law governing such modifications, including S31-25-807 C.R.S. 1973 as amended.

2. Where a literal enforcement of the provisions contained in this Plan would constitute an unreasonable limitation beyond the intent and purpose of these provisions, the Authority and City may in specific cases allow minor variances from these provisions.

C. FUTURE INCLUSIONS OF PROPERTY TO THE AUTHORITY DISTRICT

1. Colorado law allows new property to be added to the Downtown Development Authority if such property is adjacent to existing property, and the property owner requests inclusion and provides proof of ownership. The Downtown Development Authority has already included several properties at owner request.

2. As Johnson, Johnson & Roy, Inc., indicated in their Downtown Development Strategy, the problems of the Grand Junction central business district are closely tied to the Grand Junction Downtown Development Strategy Plan area, described as the area within the City limits of Grand Junction, circumscribed by Ouray Avenue on the north, Twelfth Street on the east, the alley south of South Street on the south, and the railroad tracks on the west. Hopefully, the boundaries of the two may one day coincide so that management and planning can be facilitated.

3. However, until that time, guidelines need to be established to direct the growth of the Downtown Development Authority. Therefore, future inclusions should satisfy the following criteria as much as possible.

a. Included property should be property that faces the same problems as that property already within the Downtown Development Authority.

b. Included property should be adjacent to the Downtown Development Authority, but need not be adjacent at more than one point.

c. A patchwork effect should be avoided, however, inclusions which tend to reach areas with a community of interest similar to that of property within the Downtown Development Authority will be encouraged.

d. It is anticipated that inclusions may be more rapid along corridors into the Downtown Development Authority and these should be encouraged to facilitate management of the entry areas to downtown.

e. Inclusions between corridors should be allowed when they tend to show a uniform pattern of filling the area between corridors already included.

f. Areas outside the downtown area, as defined in the Downtown Development Strategy, should not be allowed.

g. Inclusions which would strengthen the character and economic base of the central business district, even though not of commercial property, should be encouraged.

h. Each inclusion, at the time a petition is considered by the Authority Board of Directors, should be designated for inclusion as:

1.) A Commercial Renovation District

2.) An inclusion to the Plan of Development area within which tax increment financing is utilized under this Plan of Development.

3.) An inclusion without designation, which inclusion may become part of a future Plan of Development area.

4. Commercial renovation districts allowing the tax deferral and the Plan of Development area are mutually exclusive, and therefore, it is anticipated that no new renovation areas can be created within the perimeter of the initial tax increment district. However, commercial renovation areas may be created if new property is subsequently added to the Downtown Development Authority in accordance with Section X.C.3. above, provided the building conditions prescribed in C.R.S. 39-5-105, 1973 as amended, exist at the time the property is included and a commercial renovation area designation will further the purposes of and assist in the implementation of this Plan as it exists at the time of the inclusion.

5. This Plan of Development designates areas in which tax increment financing will be used. Once the district boundaries are formed, additions may be made by complying with the necessary procedures to amend the Plan of Development. However, it is anticipated that once there is an election to pledge tax increment revenues, it could become burdensome to amend the boundaries of the tax increment district. Therefore, any subsequent inclusions to the Authority district which will also be included in the initial tax increment district should be accomplished according to the procedures in C.R.S. S31-25-807 and 822 and by this Section X of this Plan.

6. With these guidelines, the Downtown Development Authority can, hopefully, grow to a size necessary to assist in meeting the challenges of the future, but do so within a framework of controlled expansion.



GRAND JUNCTION DOWNTOWN DEVELOPMENT AUTHORITY
INTERIM PLAN OF DEVELOPMENT
RELATING TO STREET VENDORS

The Grand Junction Downtown Development Authority supports and encourages the permitting of street vendors, sidewalk cafes, and special entertainment events on the public right-of-way in the downtown Shopping Park. Vendors, sidewalk cafes, and special events assist in creating an atmosphere in the downtown that will draw people. Special street activities should appropriately be located in the Shopping Park where the public right-of-way of Main Street has been substantially altered in physical form so as to be conducive to allow for semi-permanent structures, kiosks, carts and the like, and because traffic on Main Street within the Shopping Park is controlled at low speeds with stops at intersections and at mid-block, allowing for street vendors and other activities on public property. Street activity of this nature will generate additional pedestrian and vehicular traffic into and within the downtown area. Additional traffic will enhance the image of the entire downtown area and will help to generate increased retail sales.

The Downtown Development Authority, as a separate part of the plan of development, is recommending a preferred mix of retail opportunities in the downtown area, so as to balance the city-wide and downtown retail market opportunities. The street vendors, special events, and special use permits described in this part will assist in establishing a preferred retail mix in the downtown. In the short term, street vendors will augment the availability of retail merchandise in the downtown. It is the express intent of the street vendor program to supplement and complement existing retail businesses, rather than to supplant them. The Shopping Park has been used by the City, downtown merchants, service clubs, and other organizations for parades, special fund raising events, etc. since it was constructed in 1963 for these same purposes.

1. Because of the wider sidewalks in many locations on the Shopping Park, restaurants are encouraged to expand their seating areas onto the sidewalk where space permits. Existing restaurants are encouraged to do this in order to integrate the interior of their establishments and the atmosphere of a restaurant with the Shopping Park. Because existing restaurants maintain the necessary Department of Health and Department of Revenue permits to undertake such an activity and because they maintain existing food and beverage preparation facilities, it will be relatively easy for existing establishments to expand. In no event will the width of the sidewalk be reduced beyond ten feet or will any sidewalk seating area be allowed to constrain or unnecessarily restrict pedestrian traffic. All requirements for sidewalk eating areas established by the Department of Health and the Department of Revenue shall be complied with.

2. The street vendor program encourages street vending carts, semi-permanent kiosk structures, pedestrian vendors and roving entertainers. The mode the individual vendor determines is most suitable to him and for the sale of his merchandise within these categories is acceptable provided that the number of permits for carts, kiosks, and pedestrian vendors does not exceed the number of locations specified in this part.

3. Because it is the intent of the DDA to balance the retail mix of the downtown area, it is important that the location of and merchandise sold by street vendors complement rather than conflict with businesses located in permanent structures on private property. Therefore, it would be inappropriate for a street vendor to be selling the same merchandise lines on a public right-of-way as those being sold by a business immediately adjacent located in a private permanent structure. Prior to the issuance of a permit, a vendor applying for a kiosk, mobile vending cart or sidewalk restaurant permit will be required to receive the written concurrence of not less than 2/3 of the operating businesses within a 75 foot radius of the location in which he would establish his vending operation.

4. Permits will be allowed to vendors based upon the line of merchandise a vendor proposed to sell. Any change in merchandise lines will void the permit. Types of goods sold by street vendors will be limited in accordance with the preferred retail mix. In general, because of the semi-permanent nature of street vendor operations, the lack of space for storing inventory and displaying merchandise and because the intent of the program is to complement existing retail opportunities, merchandise lines to be permitted for sale will be limited to perishable goods, foodstuffs, hand-crafted products, artworks, sundries (candy, cigarettes, newspapers, magazines, etc.), and novelty items.

5. All vendors shall sell from the specific location or zone permitted as shown on the map in this part. Merchandise lines shall be specified in the issuance of a permit. Plans and specifications, including the design, color, size, and position of carts and temporary kiosks, will be submitted and reviewed for compliance with design guidelines for the downtown prior to the issuance of a permit. Vendors will not be allowed to utilize audio inducements to advertise their merchandise or to encourage sales, because audio inducements and advertising will adversely affect the tranquility of the Shopping Park. Permitted street entertainers will be excepted from this provision.

6. Because the Downtown Development Authority is encouraging small business entrepreneurship in the downtown and a diversity in business ownership, any individual or organization may obtain only one vending permit (excluding special use permits) to be effective at the same point in time. Special use permits, because of their very short duration, will be excluded from limitation. Special use permits, however, shall be awarded in accordance with traditional special uses of the Shopping Park, i.e., Farm and Ranch Days, Pancake Breakfast,

Art Festival, etc. Conflicting special use permits will not be issued. Coterminal special permits that will complement each other and the downtown will be issued.

7. Special use permits and vendor permits will be available at no cost to non-profit and charitable organizations undertaking their efforts with volunteers, provided that the gross proceeds are contributed to a charitable purpose.

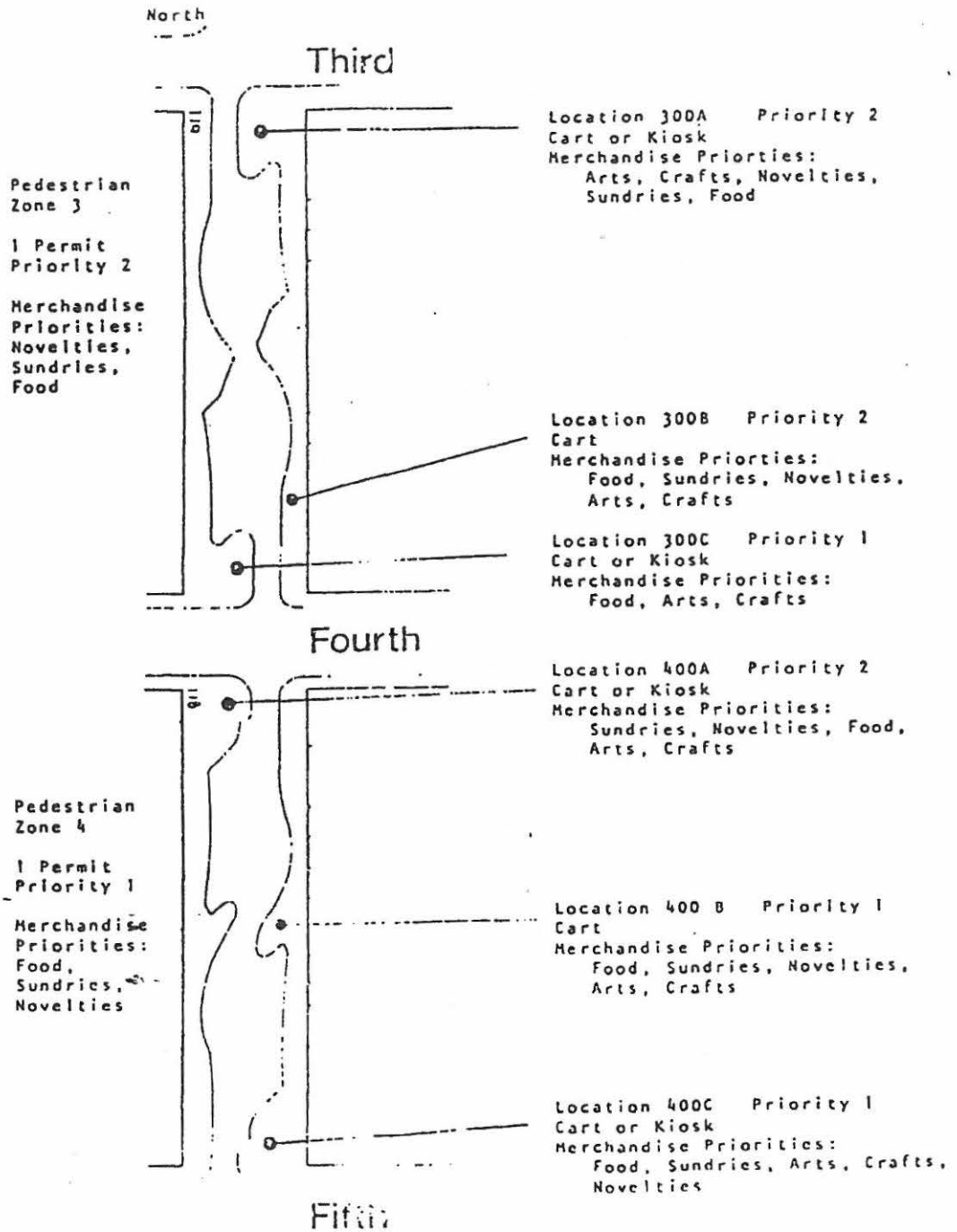
8. Individuals and/or organizations receiving permits may renew permits by reapplying and submitting the fee any number of times except: 1) when a permit has not been used for a majority of the time for which it was issued, 2) when a permit is not used in accordance with the terms of its issuance, 3) when reasonable complaints are received relating to the permittee or permitted operation, and, 4) for failure to comply with the ordained provisions relating to insurance, maintenance of the area, etc. If it is determined that a permitted vending operation creates congestion of sidewalks or streets or in any other way interferes with activity on Main Street through no fault of the vendor, a permit may be re-issued for the remaining period of time authorized by the first permit at a different location at no cost.

9. Attachment 1A indicates the locations and zones for which kiosk, cart and pedestrian vendor permits will be used. The locations for kiosk and cart permits, three per block, are those that were determined would create the least pedestrian interference and cause the least amount of interference with existing street activities. These locations may need to be changed from time to time as street activities change and needs and demands are adjusted. As retail operations relocate on the Shopping Park, the potential for conflicts with street vendors will occur; therefore, changes in the locations of the vendors will be undertaken through the relocation of the vending permit rather than revocation.

10. The priority uses by merchandise line at each vendor location are also shown on Attachment 1A. The uses listed were determined after considering the existing retail activities and pedestrian traffic generators in each area. The uses specified in each location will enhance pedestrian activities within the Shopping Park, but may need to be adjusted as the retail mix in the downtown changes or as pedestrian traffic patterns change.

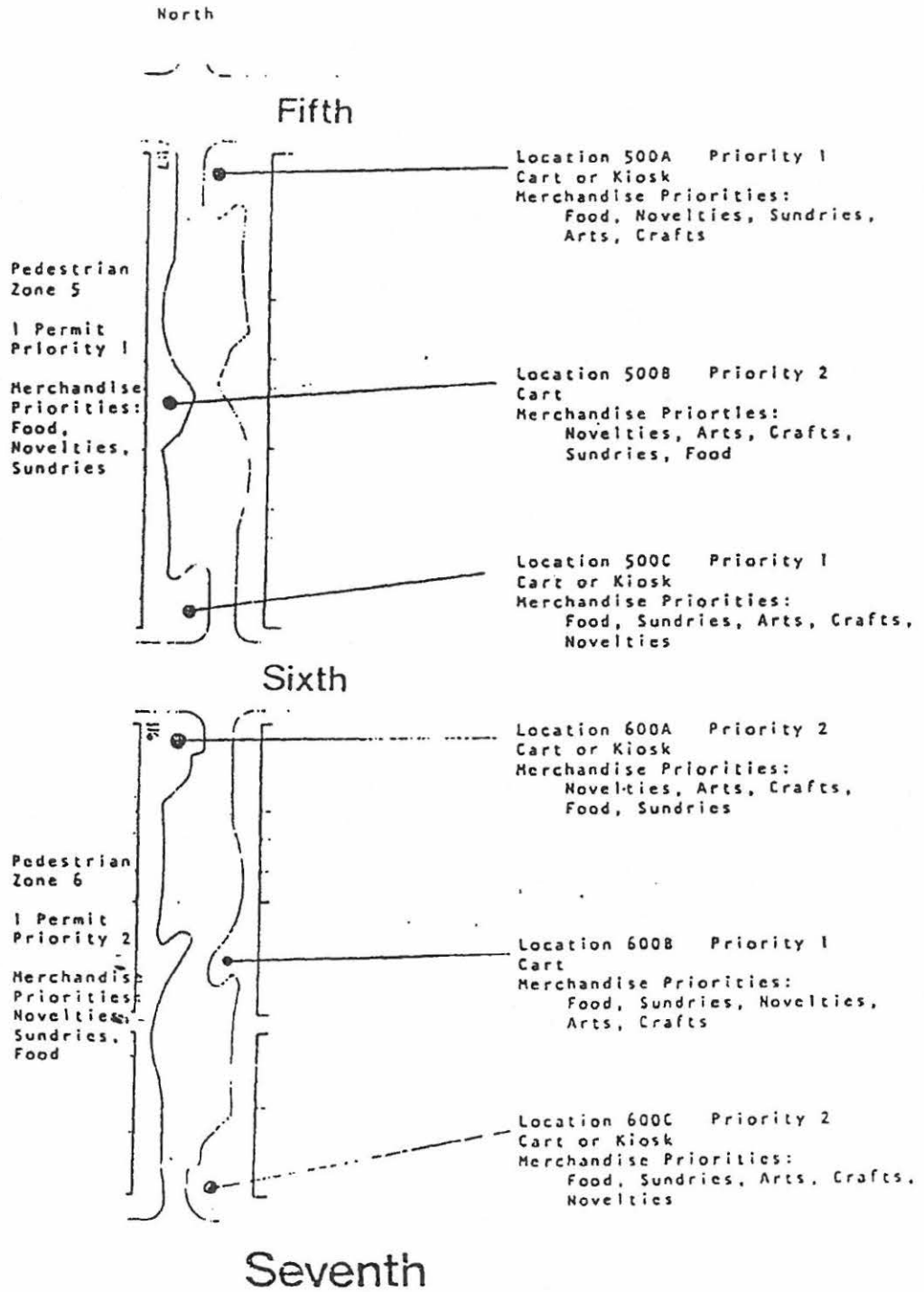
ATTACHMENT 1A

Zones 3 and 4



ATTACHMENT 1A

Zones 5 and 6



Grand Junction
Downtown Development Authority

200 North Sixth Street, Suite 204 P.O. Box 296

Grand Junction, Colorado 81502

Phone (303) 245-2926

March 15, 1983

MEMO

TO: Jim Wysocki
FROM: Skip Grkovic *SG*
SUBJECT: 1983 Amendments to the DDA Plan of
Development

At the time the DDA Plan of Development was adopted, it was anticipated that periodic amendments to the Plan would be necessary as new property was included in the DDA district boundary, state laws were changed, general conditions in the downtown changed, or as project priorities were adjusted. The first amendment was made last April and, because of the long drawn out process required to amend the Plan, it was decided to amend the Plan only once a year. The amendment should occur prior to May 1 of each year because that is the annual deadline for adding property to the district tax roll in the Assessor's office. Amendments to the Plan require both an ordinance to amend the DDA boundary and a Council Resolution adopting the Plan amendments.

We would like to schedule both the ordinance and the resolution in April. The schedule is proposed as follows:

- | | |
|---------------------|--|
| Friday, March 25 | DDA Board |
| | 1) Accepts additional Petitions for Inclusion and requests City Council to amend the DDA boundary. |
| | 2) Adopts amendments to the DDA Plan of Development. |
| Wednesday, April 6 | City Council |
| | 1) Considers the ordinance amending the DDA boundary on first reading. |
| | 2) Accepts the submission of the Plan of Development amendments and refers them to the Planning Commission for review and comment. |
| Tuesday, April 12 | Planning Commission |
| | 1) Reviews and comments on DDA Plan of Development amendments. |
| Wednesday, April 20 | City Council |
| | 1) Considers the ordinance amending the DDA boundary on second reading. |
| | 2) After a public hearing, considers a resolution adopting the 1983 Amendments to the DDA Plan of Development. |

Memo to Jim Wysocki
March 15, 1983
Page 2

This year's amendments to the DDA Plan of Development include three major items,

1. Expansion of the Tax Increment District boundary to coincide with the expanded boundaries of the DDA due to new inclusions.
2. Elimination of the Commercial Renovation District designations (except for the Henry, Mayo, Berry property). The Legislature is repealing the statute which allows for Commercial Renovation Tax incentives because the constitutional amendment passed last October called for it. (Henry, Mayo and Berry are the only property owners to take advantage of the five-year renovation tax incentive and we are hoping they will be allowed to keep it.)
3. Inclusion of the property which was in the Commercial Renovation Districts into the Property and Sales Tax Increment Districts. This will probably require a modification in the base year for the Sales Tax Increment District - John Tasker is working with me on it.

If you have any questions, please give me a call.

GMG:lo

cc: DDA Board
Joe Skinner
Neva Lockhart
Jerry Ashby
John Tasker

4/26

Grand Junction
Downtown Development Authority

200 North Sixth Street, Suite 204 P.O. Box 296

Grand Junction, Colorado 81502

Phone (303) 245-2926

AMENDMENT

TO THE

DOWNTOWN DEVELOPMENT AUTHORITY

PLAN OF DEVELOPMENT

FOR GRAND JUNCTION, COLORADO

Including The Designation Of
Commercial Renovation Districts
And A Plan Of Development Area

Within Which

Tax Increment Financing Will Be Utilized

PREPARED BY:

Grand Junction

Downtown Development Authority



EFFECTIVE DATE OF PLAN: DECEMBER 16, 1981

EFFECTIVE DATE OF AMENDMENT: JUNE 2, 1982

RESOLUTION No. 35-82
APPROVING AMENDMENTS TO THE PLAN OF DEVELOPMENT
FOR THE GRAND JUNCTION, COLORADO,
DOWNTOWN DEVELOPMENT AUTHORITY

WHEREAS, the Grand Junction, Colorado, Downtown Development Authority (the Authority) has adopted a Plan of Development for the central business district within the boundaries of the Authority and such plan of development was approved by the Grand Junction, Colorado, City Council (the Council) on December 16, 1981; and

WHEREAS, since the approval of such plan of development, several individuals, pursuant to C.R.S. 1973, §31-25-822, as amended, and Article X of the Authority's Plan of Development, have petitioned for inclusion within the boundaries of the Grand Junction, Colorado, Downtown Development Authority, and the boundaries of the Grand Junction, Colorado, Downtown Development Authority were expanded by the Council by Ordinance 2045; and

WHEREAS, on May 7, 1982, the Board of the Authority passed a Resolution amending the Plan of Development to show such boundary changes and to make other minor changes in the Plan of Development; and

WHEREAS, such amendments were submitted to the Council on May 19, 1982, at which time the Council referred the Plan of Development to the City Planning Commission for its review and recommendations; and

WHEREAS, the Planning Commission has made written its recommendations to the City Council concerning the Plan of Development, which recommendations are attached hereto as Exhibit F; and

WHEREAS, a Notice of Public Hearing before the City Council was given by publication once by one publication during the week immediately preceding the hearing in The Daily Sentinel, a newspaper having a general circulation in the City, on May 28, 1982; and

WHEREAS, a Public Hearing was held before the City Council on June 2, 1982, wherein comments were taken from those in attendance concerning the Plan of Development; and

WHEREAS, Mesa County Valley School District #51, within which the entire Plan of Development area designated in the amendments to the Plan of Development lies, was permitted to participate in an advisory capacity with respect to the amendments of the Plan of

Development of the provision for the utilization of tax increment financing and, furthermore, has petitioned for the inclusion of its property within the boundaries of the authority; and

WHEREAS, the City Council has been adequately informed in this matter because of public input prior to the amendments of the Plan of Development, public hearing on the amendments to the Plan of Development, the evidence presented, and the Plan of Development previously adopted, a review of the previous Resolution passed, and personal knowledge of the members of the Council,

NOW, THEREFORE, BE IT RESOLVED by the City Council of the City of Grand Junction, Colorado, that:

1. The findings made by the Council in the Resolution adopting the Plan of Development on December 16, 1981, concerning the existence of blight within the authority within the meaning of §31-25-802(1.5), of Colorado Revised Statutes, 1973, as amended, still exist - there being no substantial change within such area between December 16, 1981, and June 2, 1982.

2. The Council hereby finds and determines that the approval of the amendments to the Plan of Development will serve a public use; will promote the health, safety, prosperity, security, and general welfare of the inhabitants of the City and of its central business district; will halt or prevent the deterioration of property values or structures within said central business district; will halt or prevent the growth of blighted areas within said district; will assist the City and the Authority in the development and redevelopment of said district and in the overall planning to restore or provide for the continuance of the health thereof; and will be of specific benefit to the property to be included within the amended boundaries of the Authority.

3. The amendments to the Plan of Development are hereby approved by the Council, and the Authority is authorized to undertake development projects as described in the amended Plan of Development.

4. The Plan of Development is hereby amended in the following respects:

A. The boundaries of the Grand Junction, Colorado, Downtown Development Authority, are amended to read as shown on the attached Exhibit "A", and Pages 8, 9 and 10 of the Plan of Development are amended by substituting Pages 8(a), 9(a), 10(a), 10(ab), 10(ac) and 10(ad) in the form of Exhibit "A".

B. The boundaries of the Plan of Development area within which tax increment financing will be used are amended to read as shown on the attached Exhibit "B" and Pages 11, 12 and 13 of the Plan of Development are amended by substituting pages 11(a), 12(a), 13(a), 13(ab), 13(ac), 13(ad) and 13(ae) in the form of Exhibit "B".

C. The boundaries of the Plan of Development area for commercial renovation districts are amended to read as shown on Exhibit "C" and Page 14 of the Plan of Development is amended by substituting Page 14(a) in the form of Exhibit "C".

D. The map of the boundaries of the Grand Junction, Colorado, Downtown Development Authority is amended to read as shown on the attached Exhibit "D" and Page 15 of the Plan of Development is amended by substituting Page 15(a) in the form of Exhibit "D".

E. Page 19 of the Plan of Development is amended as shown on the attached Exhibit "E" to show further statutory requirements and legal actions taken toward the implementation of the Downtown Development Authority Plan of Development and the planned events leading to the election for the authorization to pledge tax increment revenue, and Page 19 shown of the Plan of Development is amended by substituting Page 19(a) and Page 19(ab) in the form of Exhibit "E".

F. Section VI, Plan Implementation Activities, (B) Implementation Tools, Paragraph 4, Page 20 is amended to read as follows:

"4. Improvement (General Improvement) and special improvement districts offer an opportunity to fund public improvements. Such districts may be of importance here as an overlay to allow wider improvement throughout the downtown area. General improvement districts become a taxing unit with the power to construct or install public improvements including off street parking facilities."

5. The separate special fund of the City created by the Resolution by the Council of December 16, 1981, and designated as the "Tax Increment Fund" shall continue to receive the deposit of the ad valorem and municipal sales tax increment funds described in Section 31-25-807, Colorado Revised Statutes 1973, as amended, and derived from and attributable to development and redevelopment within the Plan of Development Area, as amended, in which tax increment financing is used. Said funds shall be held, invested, reinvested and applied as permitted by law. For the purpose of ascertaining the amount of funds to be deposited in the Tax

Increment Fund as provided by law, the County Assessor is hereby requested to certify to the City Council on September 1, 1982, the valuation for assessment of such Plan of Development Area as of the date of the last certification. For the same purpose, the City Finance Director is hereby directed to certify to the City Council on or before September 1, 1982, the amount of municipal sales taxes collected within such Plan of Development Area for the period from June 1, 1981, to May 31, 1982.

6. Those parcels described on page 14a of the amended Plan of Development are a part of a development or redevelopment area designated by the City Council pursuant to Section 39-5-105, Colorado Revised Statutes 1973, as amended, and commercial buildings or structures on such parcels are therefore entitled to the benefits granted under said statute.

7. No public servant of the City who is authorized to take part in any manner in preparing, presenting, or approving the Plan of Development or any contract contemplated thereby has a potential interest in the Plan of Development or any such contract which has not been disclosed in accordance with the requirements of Section 18-8-308, Colorado Revised Statutes 1973, as amended, and no such public servant has received any pecuniary benefit from the Plan of Development or any such contract.

8. If any provision of this Resolution is judicially adjudged invalid or unenforceable, such judgment shall not affect the remaining provisions hereof, it being the intention of the City Council that the provisions hereof are severable.

9. This Resolution shall be effective immediately upon its adoption and approval.

ADOPTED AND APPROVED this 2 day of June, 1982.

CITY OF GRAND JUNCTION, COLORADO

By: JAMES W. BROWN
President, City Council

(CITY)
(SEAL)

ATTEST:

[Signature]
City Clerk

RESOLUTION
BY THE BOARD OF DIRECTORS OF THE
GRAND JUNCTION, COLORADO,
DOWNTOWN DEVELOPMENT AUTHORITY
AMENDING THE PLAN OF DEVELOPMENT

WHEREAS, the City Council of the City of Grand Junction, Colorado, on December 16, 1981, adopted and approved a resolution approving the Plan of Development of the Grand Junction, Colorado, Downtown Development Authority; and

WHEREAS, since that time, several individuals, pursuant to C.R.S. 1973, §31-25-822, as amended, and Article X of the Downtown Development Authority Plan of Development, have petitioned for inclusion within the boundaries of the Grand Junction, Colorado, Downtown Development Authority; and

WHEREAS, such petitions have been approved by the Board of the Grand Junction Downtown Development Authority and the City Council of the City of Grand Junction, Colorado; and

WHEREAS, conditions within the Downtown Development Authority exist in substantially the same manner as described in Section IV of the Plan of Development; and

WHEREAS, it is appropriate and desirable to update the Plan of Development to show the inclusion of such property, to show further work done toward a bond election, and to show other minor changes in the Plan of Development; and

WHEREAS, Mesa County Valley School District #51, within which the entire area of development designated in the Plan of Development lies, has continued to participate in an advisory capacity with respect to the inclusion in the Plan of Development of the provision for utilization of tax increment financing;

IT IS, THEREFORE, RESOLVED THAT:

1. The Board finds all property included within the boundaries of the Downtown Development Authority since the adoption of the Plan of Development are subject to and exist in areas of blight within the meaning of C.R.S. 1973, §31-25-802(1.5) as amended, based upon the findings of this Board by that Resolution passed December 2, 1981, adopting a Plan of Development.

2. The boundaries of the Grand Junction, Colorado, Downtown Development Authority, are amended to read as shown on the attached

Exhibit "A", and Pages 3, 9 and 10 of the Plan of Development are amended by substituting Pages 3(a), 9(a), 10(a), 10(ab), 10(ac) and 10(ad) in the form of Exhibit "A".

3. The boundaries of the Plan of Development area within which tax increment financing will be used are amended to read as shown on the attached Exhibit "B" and Pages 11, 12 and 13 of the Plan of Development are amended by substituting pages 11(a), 12(a) 13(a), 13(ab), 13(ac), 13(ad) and 13(ae) in the form of Exhibit "B".

4. The boundaries of the Plan of Development area for commercial renovation districts are amended to read as shown on Exhibit "C" and Page 14 of the Plan of Development is amended by substituting Page 14(a) in the form of Exhibit "C".

5. The map of the boundaries of the Grand Junction, Colorado, Downtown Development Authority is amended to read as shown on the attached Exhibit "D" and Page 15 of the Plan of Development is amended by substituting Page 15(a) in the form of Exhibit "D".

6. Page 19 of the Plan of Development is amended as shown on the attached Exhibit "E" to show further statutory requirements and legal actions taken toward the implementation of the Downtown Development Authority Plan of Development and the planned events leading to the election for the authorization to pledge tax increment revenue, and Page 19 shown of the Plan of Development is amended by substituting Page 19(a) and Page 19(ab) in the form of Exhibit "E".

7. Section VI, Plan Implementation Activities, (B) Implementation Tools, Paragraph 4, Page 20 is amended to read as follows:

"4. Improvement (General Improvement) and special improvement districts offer an opportunity to fund public improvements. Such districts may be of importance here as an overlay to allow wider improvement throughout the downtown area. General improvement districts become a taxing unit with the power to construct or install public improvements including off street parking facilities."

3. The Plan of Development for the Grand Junction, Colorado, Downtown Development Authority is amended as stated herein subject to the approval of the City Council of Grand Junction, Colorado.

9. Such Plan of Development amendments shall be submitted to the City Council of Grand Junction, Colorado, with a request that they immediately submit said Plan of Development amendments to the Planning Commission for their written recommendations; and that the City Council hold a public hearing on such Plan of Development amendments, after public notice, and that the City council be requested to approve such

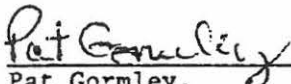
Plan of Development amendments and incorporate said amendments into the Plan of Development.

10. The City Council is requested to ask the County Assessor to certify to the City Council the valuation for assesment of the new property included within the Plan of Development area as of the date of the last certification, and the City Council is further requested to direct the City Finance Director to certify on or before September 1, 1982, the amount of municipal sales taxes collected within the new inclusions to the Plan of Development area for the period from June 1, 1981 to May 31, 1982.


11. No Board member nor any employee of the Board with a specific financial interest, as defined in C.R.S. 1973, §31-25-819, as amended, in the adoption of this Resolution has voted thereon or otherwise participated in its preparation or failed to make such interest known to the Board.

12. If any part of this Resolution is judicially adjudged invalid or unenforceable, such judgment shall not effect the remaining provisions, it being the intention of the Board that the provisions hereof are severable.

INTRODUCED, READ, PASSED AND ADOPTED this 9th day of May, 1982.



Pat Gormley,
Chairman of the Board
Grand Junction, Colorado
Downtown Development Authority

ATTEST: 

Sandra Gose, Secretary
Grand Junction, Colorado
Downtown Development Authority

EXHIBIT "A"
BOUNDARIES OF THE GRAND JUNCTION, COLORADO
DOWNTOWN DEVELOPMENT AUTHORITY

Beginning at the Northwest Corner of Wilson's Subdivision of Block 2 of Mobley's Subdivision; thence East along the South right-of-way line of Grand Avenue to the North corner point common to Lots 4 and 5 of Block 78, City of Grand Junction; thence North to a point on the North right-of-way line of Grand Avenue; which point is 15.835 feet West of the East boundary line of Lot 20, Block 77, City of Grand Junction; thence North to the North right-of-way line of the East-West alley in said Block 77; thence East to the Southernly point common to Lots 10 and 11, Block 77, City of Grand Junction; thence North along the Western boundary of said Lot 11 to the Southern right-of-way line of Ouray Avenue; thence East along the South right-of-way line of Ouray Avenue to the West right-of-way line of 3rd Street; thence South along the West right-of-way line of 3rd Street to the North right-of-way line of Grand Avenue; thence West along the North right-of-way line of Grand Avenue to the Southern point common to Lots 20 and 21, Block 76, City of Grand Junction; thence Southerly to the Northerly common corner of Lots 12 and 13 in Block 79, City of Grand Junction, thence South along the common lot line to a point on the South right-of-way line of the East-West alley in Block 79, City of Grand Junction; thence West along such South right-of-way line to a point 12 feet West of the Eastern line of Lot 7, Block 79, City of Grand Junction; thence North to the South right-of-way line of Grand Avenue; thence West to the North corner point common to Lots 9 and 10 of Block 78, City of Grand Junction; thence South along the common line of Lots 9 and 10 and the common line of Lots 15

and 16, all in Block 78, to the South right-of-way line of White Avenue; thence East to the West right-of-way line of 2nd Street; thence South to the North right-of-way line of the East-West alley in Block 99, City of Grand Junction; thence East along the North line of the East-West alley Block 98, City of Grand Junction, to the West right-of-way line of 3rd Street; thence North along the West right-of-way line of 3rd Street to the South right-of-way line of Grand Avenue; thence East along the South right-of-way line of Grand Avenue to the Northwest corner of Lot 12, Block 80, City of Grand Junction; thence in a Northerly direction to the Southwest corner of Lot 21, Block 75, City of Grand Junction; thence North along the West line of Lot 21, Block 75, to the North right-of-way of the East-West alley in Block 75; thence West along the North right-of-way of the East-West alley in Block 75 to the Southwest corner of Lot 9, Block 75, City of Grand Junction; thence North along the West line of Lot 9, Block 75, to the South right-of-way line of Ouray Avenue; thence East along the South right-of-way line of Ouray Avenue to the Northeast point of Lot 11, Block 73, which borders the alley parallel to said Lot 11, Block 73; thence South along the West right-of-way of said alley bordering Lot 11, Block 73, to the South right-of-way line of the vacated East-West alley in Block 73; thence to the Northeast corner of Lot 21, Block 73, City of Grand Junction; thence along the East line of Lot 21, Block 73, to the North right-of-way line of Grand Avenue; thence along the North right-of-way line of Grand Avenue to the Southwest corner of Lot 28, Block 73, City of Grand Junction; thence North along the West line of Lot 28, Block 73, to the North right-of-way line of the vacated East-West alley in Block 73; thence West to the West right-of-way line of 5th Street; thence South along the West right-of-way line

of 5th Street to the North right-of-way line of the East-West alley in Block 81, City of Grand Junction, thence East along the North right-of-way line of the East-West alley in Blocks 81 and 32 to the Southwest corner of Lot 9, Block 82, City of Grand Junction; thence North along the West line of Lot 9, Block 32, City of Grand Junction, to the South right-of-way line of Grand Avenue, thence East along said South right-of-way line to the East line of Lot 10, Block 82, City of Grand Junction; thence South along the East line of Lot 10, to the North right-of-way line of the East-West alley in Block 32, City of Grand Junction; thence East to the Southwest corner of Lot 13 Block 82, City of Grand Junction, thence North along the West line of Lot 13, Block 82, City of Grand Junction to the South right-of-way line of Grand Avenue; thence East along the South right-of-way of Grand Avenue to the East line of Lot 16, Block 82, City of Grand Junction, thence South along the East line of said Lot 16 to the North right-of-way line of the East-West alley in Block 82; thence East along the North right-of-way line of the East-West alley in Block 83 to the West line of Lot 9, Block 83, City of Grand Junction; thence North along the West line of said Lot 9 to the South right-of-way line of Grand Avenue; thence East along the South right-of-way line of Grand Avenue to the West right-of-way line of 8th Street; thence South along the West right-of-way line of 8th Street to the South right-of-way line of White Avenue; thence West along the South right-of-way line of White Avenue to the West right-of-way line of the North-South alley in Block 93, City of Grand Junction; thence South along the West right-of-way line of the North-South alley in Block 93 to the South right-of-way line of the East-West alley in Block 93, City of Grand Junction; thence East to the North point common to Lots 23 and 24, Block 93,

City of Grand Junction; thence South along the common line of Lots 23 and 24 to the South right-of-way line of Rood Avenue; thence West to the North point common to Lots 14 and 15 in Block 106, City of Grand Junction; thence South along the common line of Lots 14 and 15 to the North boundary of the East-West alley in Block 106, City of Grand Junction; thence West to the South point common to Lots 12 and 13, Block 106, City of Grand Junction; thence North to the South right-of-way line of Rood Avenue; thence West to the West right-of-way line of the North-South alley in Block 106, City of Grand Junction; thence South along the West right-of-way line of the North-South alleys in Block 106, 115 and 128, City of Grand Junction, to the North right-of-way line of Ute Avenue; thence East along the North right-of-way line of Ute Avenue to the South point common to Lots 25 and 26, Block 128, City of Grand Junction; thence South on the common line between Lots 13 and 14, Block 137, City of Grand Junction, to the North right-of-way line of the East-West alley in Block 137, City of Grand Junction; thence West to the West right-of-way line of the North-South alley in Block 137, City of Grand Junction; thence North along the West right-of-way line of the North-South alley in Block 137, City of Grand Junction, to the South right-of-way line of Ute Avenue; thence West to the West right-of-way line of 7th Street; thence South to the North right-of-way line of Pitkin Avenue; thence West to the West right-of-way line of 6th Street; thence North to the South right-of-way line of Ute Avenue; thence West to the North point common to Lots 12 and 13, Block 139, City of Grand Junction; thence South to the North right-of-way line of the East-West alley in Block 139, City of Grand Junction; thence West to the South point common to Lots 8 and 9, Block 139, City of Grand Junction; thence North along the West line

of Lot 9, Block 139, City of Grand Junction, to the South right-of-way line of Ute Avenue; thence West to the West right-of-way line of 5th Street; thence South to the North right-of-way line of Pitkin Avenue; thence West to the East right-of-way line of 4th Street; thence North to the South right-of-way line of Ute Avenue; thence West along the South right-of-way line of Ute Avenue to the North point separating the East one-half of Lot 9 from the West one-half of Lot 9, Block 141, City of Grand Junction; thence South to a point on the North right-of-way line of the East-West alley in Block 141; thence West along the North right-of-way line of the East-West alleys in Blocks 141 and 142 to the East right-of-way line of 2nd Street; thence North to the North right-of-way line of Ute Avenue; thence West along the North right-of-way line of Ute Avenue to the Southwest Corner Block 10 Mobley Subdivision; thence Northwest along the Southwest line of Block 10 Mobley Subdivision to the intersection with the Southerly projection of the East right-of-way line of Spruce Street; thence North along said East line to the Northwest corner Block 10, Mobley Subdivision, thence Northwesterly to a point which lies 415.8 feet West and South $41^{\circ}03'$ East 68.97 feet from the Northeast Corner of the Southeast $1/4$ Southeast $1/4$ of Section 15, Township 1 South, Range 1 West of the Ute Meridian; thence North $89^{\circ}57'$ West for 271.8 feet along a line parallel to the North line of the Southeast $1/4$ of the Southeast $1/4$ of Section 15, Township 1 South, Range 1 West of the Ute Meridian; thence North $53^{\circ}03'$ West 16.66 feet; thence North $53^{\circ}03'$ West 70 feet to the East right-of-way line of the County Road to the East of the right-of-way of the Denver and Rio Grande Western right-of-way; thence Northwesterly along the East right-of-way of said County Road to the South right-of-way of State Highway 340;

thence Northeasterly along the South right-of-way of State Highway 340 to the Northwest Corner of Lot 9, Block 1, Richard D. Mobley's First Subdivision; thence South along the West line of said Lot 9 to the Southwest corner; thence South to the center line of vacated alley; thence 25 feet East; thence North to a point 73 feet South of the North line of said Block 1, thence East to a point $7\frac{1}{2}$ feet West of the East line of Lot 11, Block 1, Richard D. Mobley's First Subdivision, thence North to the South right-of-way line of State Highway 340; thence along the South right-of-way line of State Highway 340 and Grand Avenue to the Point of Beginning.

However, excluding from the Grand Junction, Colorado, Downtown Development Authority all of Block 5 of Richard D. Mobley's First Subdivision, and Lots 1 to 5, inclusive, of Block 4, Richard D. Mobley's First Subdivision, and Lots 12 to 16, inclusive, of Block 4, Richard D. Mobley's First Subdivision except the North 50 feet of Lots 12 to 16.

And also excluding from the boundaries of the Grand Junction, Colorado, Downtown Development Authority, that part of Tract 8 and Tract 9 of the AMENDED SURVEY OF THE LITTLE BOOKCLIFF RAILROAD YARDS described as beginning at a point which is South $44^{\circ}11'$ West 901.66 feet and South $0^{\circ}01'$ East 197.50 feet from East $1/4$ corner of Section 15, Township 1 South, Range 1 West of the Ute Meridian; thence North $89^{\circ}58'$ West 126.00 feet; thence South $0^{\circ}01'$ East 150.00 feet; thence South $89^{\circ}58'$ East 126.00 feet; thence North $0^{\circ}01'$ West 150.00 feet to the point of beginning. AND ALSO excluding 14 feet adjoining said tract 9 on the East thereof.

EXHIBIT "B"

DESCRIPTION OF THE PLAN OF DEVELOPMENT AREA WITHIN
WHICH TAX INCREMENT FINANCING WILL BE USED

Beginning at the Northwest Corner of Wilson's Subdivision of Block 2 of Mobley's Subdivision; thence East along the South right-of-way line of Grand Avenue to the North corner point common to Lots 4 and 5 of Block 78, City of Grand Junction; thence North to a point on the North right-of-way line of Grand Avenue; which point is 15.835 feet West of the East boundary line of Lot 20, Block 77, City of Grand Junction; thence North to the North right-of-way line of the East-West alley in said Block 77; thence East to the Southernly point common to Lots 10 and 11, Block 77, City of Grand Junction; thence North along the Western boundary of said Lot 11 to the Southern right-of-way line of Ouray Avenue; thence East along the South right-of-way line of Ouray Avenue to the West right-of-way line of 3rd Street; thence South along the West right-of-way line of 3rd Street to the North right-of-way line of Grand Avenue; thence West along the North right-of-way line of Grand Avenue to the Southern point common to Lots 20 and 21, Block 76, City of Grand Junction; thence Southerly to the Northerly-common corner of Lots 12 and 13 in Block 79, City of Grand Junction, thence South along the common lot line to a point on the South right-of-way line of the EastWest alley in Block 79, City of Grand Junction; thence West along such South right-of-way line to a point 12 feet West of the Eastern line of Lot 7, Block 79, City of Grand Junction; thence North to the South right-of-way line of Grand Avenue; thence West to the North corner point common to Lots 9 and 10 of Block 78, City of Grand Junction; thence South along the common line of Lots 9 and 10 and the common line of Lots 15 and 16, all in Block 78, to the South right-of-way line of White Avenue; thence East to the West right-of-way line of 2nd Street;

thence South to the North right-of-way line of the East-West alley in Block 99, City of Grand Junction; thence East along the North line of the East-West alley Block 98, City of Grand Junction, to the West right-of-way line of 3rd Street; thence North along the West right-of-way line of 3rd Street to the South right-of-way line of Grand Avenue; thence East along the South right-of-way line of Grand Avenue to the Northwest corner of Lot 12, Block 80, City of Grand Junction; thence in a Northerly direction to the Southwest corner of Lot 21, Block 75, City of Grand Junction; thence North along the West line of Lot 21, Block 75, to the North right-of-way of the East-West alley in Block 75; thence West along the North right-of-way of the East-West alley in Block 75 to the Southwest corner of Lot 9, Block 75, City of Grand Junction; thence North along the West line of Lot 9, Block 75, to the South right-of-way line of Ouray Avenue; thence East along the South right-of-way line of Ouray Avenue to the Northeast point of Lot 11, Block 73, which borders the alley parallel to said Lot 11, Block 73; thence South along the West right-of-way of said alley bordering Lot 11, Block 73, to the South right-of-way line of the vacated East-West alley in Block 73; thence to the Northeast corner of Lot 21, Block 73, City of Grand Junction; thence along the East line of Lot 21, Block 73, to the North right-of-way line of Grand Avenue; thence along the North right-of-way line of Grand Avenue to the Southwest corner of Lot 28, Block 73, City of Grand Junction; thence North along the West line of Lot 28, Block 73, to the North right-of-way line of the vacated East-West alley in Block 73; thence West to the West right-of-way line of 5th Street; thence South along the West right-of-way line of 5th Street to the North right-of-way line of the East-West alley in Block 81, City of Grand Junction, thence East along the North right-of-way line of the East-West alley in Blocks 81 and 82 to the Southwest corner of Lot 9, Block 82, City of Grand Junction; thence

North along the West line of Lot 9, Block 82, City of Grand Junction, to the South right-of-way line of Grand Avenue, thence East along said South right-of-way line to the East line of Lot 10, Block 82, City of Grand Junction; thence South along the East line of Lot 10, to the North right-of-way line of the East-West alley in Block 82, City of Grand Junction; thence East to the Southwest corner of Lot 13 Block 82, City of Grand Junction, thence North along the West line of Lot 13, Block 82, City of Grand Junction to the South right-of-way line of Grand Avenue; thence East along the South right-of-way of Grand Avenue to the East line of Lot 16, Block 82, City of Grand Junction, thence South along the East line of said Lot 16 to the North right-of-way line of the East-West alley in Block 82; thence East along the North right-of-way line of the East-West alley in Block 83 to the West line of Lot 9, Block 83, City of Grand Junction; thence North along the West line of said Lot 9 to the South right-of-way line of Grand Avenue; thence East along the South right-of-way line of Grand Avenue to the West right-of-way line of 8th Street; thence South along the West right-of-way line of 8th Street to the South right-of-way line of White Avenue; thence West along the South right-of-way line of White Avenue to the West right-of-way line of the North-South alley in Block 93, City of Grand Junction; thence South along the West right-of-way line of the North-South alley in Block 93 to the South right-of-way line of the East-West alley in Block 93, City of Grand Junction; thence East to the North point common to Lots 23 and 24, Block 93, City of Grand Junction; thence South along the common line of Lots 23 and 24 to the South right-of-way line of Rood Avenue; thence West to the North point common to Lots 14 and 15 in Block 106, City of Grand Junction; thence South along the common line of Lots 14 and 15 to the North boundary of the East-West alley in Block 106, City of Grand Junction; thence West to the South point common to Lots 12 and 13, Block 106,

City of Grand Junction; thence North to the South right-of-way line of Rood Avenue; thence West to the West right-of-way line of the North-South alley in Block 106, City of Grand Junction; thence South along the West right-of-way line of the North-South alleys in Block 106, 115 and 128, City of Grand Junction, to the North right-of-way line of Ute Avenue; thence East along the North right-of-way line of Ute Avenue to the South point common to Lots 25 and 26, Block 128, City of Grand Junction; thence South on the common line between Lots 13 and 14, Block 137, City of Grand Junction, to the North right-of-way line of the East-West alley in Block 137, City of Grand Junction; thence West to the West right-of-way line of the North-South alley in Block 137, City of Grand Junction; thence North along the West right-of-way line of the North-South alley in Block 137, City of Grand Junction, to the South right-of-way line of Ute Avenue; thence West to the West right-of-way line of 7th Street; thence South to the North right-of-way line of Pitkin Avenue; thence West to the West right-of-way line of 6th Street; thence North to the South right-of-way line of Ute Avenue; thence West to the North point common to Lots 12 and 13, Block 139, City of Grand Junction; thence South to the North right-of-way line of the East-West alley in Block 139, City of Grand Junction; thence West to the South point common to Lots 8 and 9, Block 139, City of Grand Junction; thence North along the West line of Lot 9, Block 139, City of Grand Junction, to the South right-of-way line of Ute Avenue; thence West to the West right-of-way line of 5th Street; thence South to the North right-of-way line of Pitkin Avenue; thence West to the East right-of-way line of 4th Street; thence North to the South right-of-way line of Ute Avenue; thence West along the South right-of-way line of Ute Avenue to the North point separating the East one-half of Lot 9 from the West one-half of Lot 9, Block 141, City of Grand Junction; thence South to a point on the

North right-of-way line of the East-West alley in Block 141; thence West along the North right-of-way line of the East-West alleys in Blocks 141 and 142 to the East right-of-way line of 2nd Street; thence North to the North right-of-way line of Ute Avenue; thence West along the North right-of-way line of Ute Avenue to the Southwest Corner Block 10 Mobley Subdivision; thence Northwest along the Southwest line of Block 10 Mobley Subdivision to the intersection with the Southerly projection of the East right-of-way line of Spruce Street; thence North along said East line to the Northwest corner Block 10, Mobley Subdivision, thence Northwesterly to a point which lies 415.8 feet West and South $41^{\circ}03'$ East 68.97 feet from the Northeast Corner of the Southeast $1/4$ Southeast $1/4$ of Section 15, Township 1 South, Range 1 West of the Ute Meridian; thence North $89^{\circ}57'$ West for 271.8 feet along a line parallel to the North line of the Southeast $1/4$ of the Southeast $1/4$ of Section 15, Township 1 South, Range 1 West of the Ute Meridian; thence North $53^{\circ}03'$ West 16.66 feet; thence North $53^{\circ}03'$ West 70 feet to the East right-of-way line of the County Road to the East of the right-of-way of the Denver and Rio Grande Western right-of-way; thence Northwesterly along the East right-of-way of said County Road to the South right-of-way of State Highway 340; thence Northeasterly along the South right-of-way of State Highway 340 to the Northwest Corner of Lot 9, Block 1, Richard D. Mobley's First Subdivision; thence South along the West line of said Lot 9 to the Southwest corner; thence South to the center line of vacated alley; thence 25 feet East; thence North to a point 78 feet South of the North line of said Block 1, thence East to a point $7\frac{1}{2}$ feet West of the East line of Lot 11, Block 1, Richard D. Mobley's First Subdivision, thence North to the South right-of-way line of State Highway 340; thence along the South right-of-way line of State Highway 340 and Grand Avenue to the Point of Beginning.

However, excluding from the Grand Junction, Colorado, Downtown Development Authority all of Block 5 of Richard D. Mobley's First Subdivision, and Lots 1 to 5, inclusive, of Block 4, Richard D. Mobley's First Subdivision, and Lots 12 to 16, inclusive, of Block 4, Richard D. Mobley's First Subdivision except the North 50 feet of Lots 12 to 16.

And also excluding from the boundaries of the Grand Junction, Colorado, Downtown Development Authority, that part of Tract 8 and Tract 9 of the AMENDED SURVEY OF THE LITTLE BOOKCLIFF RAILROAD YARDS described as beginning at a point which is South $44^{\circ}11'$ West 901.66 feet and South $0^{\circ}01'$ East 197.50 feet from East $1/4$ corner of Section 15, Township 1 South, Range 1 West of the Ute Meridian; thence North $89^{\circ}58'$ West 126.00 feet; thence South $0^{\circ}01'$ East 150.00 feet; thence South $89^{\circ}58'$ East 126.00 feet; thence North $0^{\circ}01'$ West 150.00 feet to the point of beginning. AND ALSO excluding 14 feet adjoining said tract 9 on the East thereof.

And except the following parcels:

Lots 11 to 16, inclusive, in Block 83, City of Grand Junction, Mesa County, Colorado; and

The North $75'$ feet of Lots 1, 2, and 3 of Block 104, City of Grand Junction, Mesa County, Colorado; and

Lots 17 to 25, inclusive, in Block 102; Lots 17 to 32, inclusive, in Block 103, Lots 17 to 32, inclusive, in Block 104; Lots 16 to 30, inclusive, except all the East 71.95 feet of Lots 16 to 20, inclusive, except the North 30 feet of the East 71.95 feet of Lots 16 to 20 inclusive, in Block 105; Lots 1 to 15, inclusive, in Block 117; and Lots 1 to 16, inclusive, in

Block 118, and Lots 1 to 11 in Block 84, all in the City of
Grand Junction, Mesa County, Colorado.

EXHIBIT "C"

DESCRIPTION OF THE COMMERCIAL RENOVATION DISTRICTS

Lots 11 to 16, inclusive, in Block 83, City of Grand Junction, Mesa County, Colorado; and

The North 75 feet of Lots 1, 2, and 3 of Block 104, City of Grand Junction, Mesa County, Colorado; and

Lots 17 to 25, inclusive, in Block 102; Lots 17 to 32, inclusive, in Block 103, Lots 17 to 32, inclusive, in Block 104; Lots 16 to 30, inclusive, except all the East 71.95 feet of Lots 16 to 20, inclusive, except the North 30 feet of the East 71.95 feet of Lots 16 to 20 inclusive, in Block 105; Lots 1 to 15, inclusive, in Block 117; and Lots 1 to 16, inclusive, in Block 118, and Lots 1 to 11 in Block 84, all in the City of Grand Junction, Mesa County, Colorado.

EXHIBIT "E"

<u>B. DATE OF ACTION</u>	<u>C. STATUTORY REQUIREMENTS</u>	<u>D. OPTIONAL ACTIVITIES</u>
(Continued)		
22. 12-31-81	Freezing of Ad Valorem tax base and sales tax base as of effective date of Plan 31-25-807(3)	
23. 5-7-82	Resolution of DDA Board to amend Plan of Development to show recent approved inclusions of property and make other minor changes and referral to City Council for approval	
<u>SCHEDULED FUTURE ACTIONS</u>		
24. 5-19-82	City Council review of Plan of Development amendments and referral to Planning Commission	
25. 5-25-82	Planning Commission review and comment on Plan of Development amendments	
26. 5-26-82	Publish notice of public meeting before City Council on Plan of Development amendments	
27. 6-2-82	City Council public hearing on Plan of Development and adoption of resolution adopting Plan of Development amendments	
28. 6-4-82	Resolution of DDA Board to have election for pledging of tax increment funds 35-25-807(3)(b)	
29. 6-16-82	Approval by City Council of election at least 30 days prior to election 35-25-807(3)(b)	
30. 7-23-82	Publication of Public Notice of Election	

31. 8-3-82 Election - qualified electors of district 35-25-807(3)(b)
- 32 8-4-82 Canvass of votes
33. To be determined during 1982 City Council adoption of ordinance authorizing the issuance of bonds
34. To be determined during 1982 Bonds issued for project



EXHIBIT "F"

CITY - COUNTY PLANNING

grand junction-mesa county 559 white ave. rm. 60 grand jct.,colo. 81501

(303) 244-1628

MEMORANDUM

TO: GRAND JUNCTION CITY COUNCIL
FROM: GRAND JUNCTION PLANNING COMMISSION
DATE: MAY 25 , 1982

RE: AMENDMENTS TO THE PLAN OF DEVELOPMENT OF THE GRAND JUNCTION,
COLORADO, DOWNTOWN DEVELOPMENT AUTHORITY

On May 19, 1982, the Grand Junction City Council, pursuant to C.R.S. 1973, S31-25-807(4) (b) submitted amendments to the Plan of Development of the Grand Junction, Colorado, Downtown Development Authority to the Planning Commission for review and recommendations.

We have reviewed the proposed amendments in light of the Plan of Development as adopted by the City and the Downtown Development Authority and we have considered these amendments in light of the comments of the employees of the Planning Department, and in light of past policies for development and renovation and considered the questions and comments of the members of the Commission. After this review, we offer the following comments and recommendations:

1. The proposed amendments to the Plan of Development are consistent with the Downtown Development Strategy which has been adopted as an element of the Master Plan for Grand Junction, as well as consistent with other current policies.
2. The proposed amendments to include other areas within the boundary of the Downtown Development Authority are largely technical in nature, and the properties sought to be included are within the limits of the ultimate DDA boundary as defined in the Downtown Development Strategy and the DDA Plan of Development.

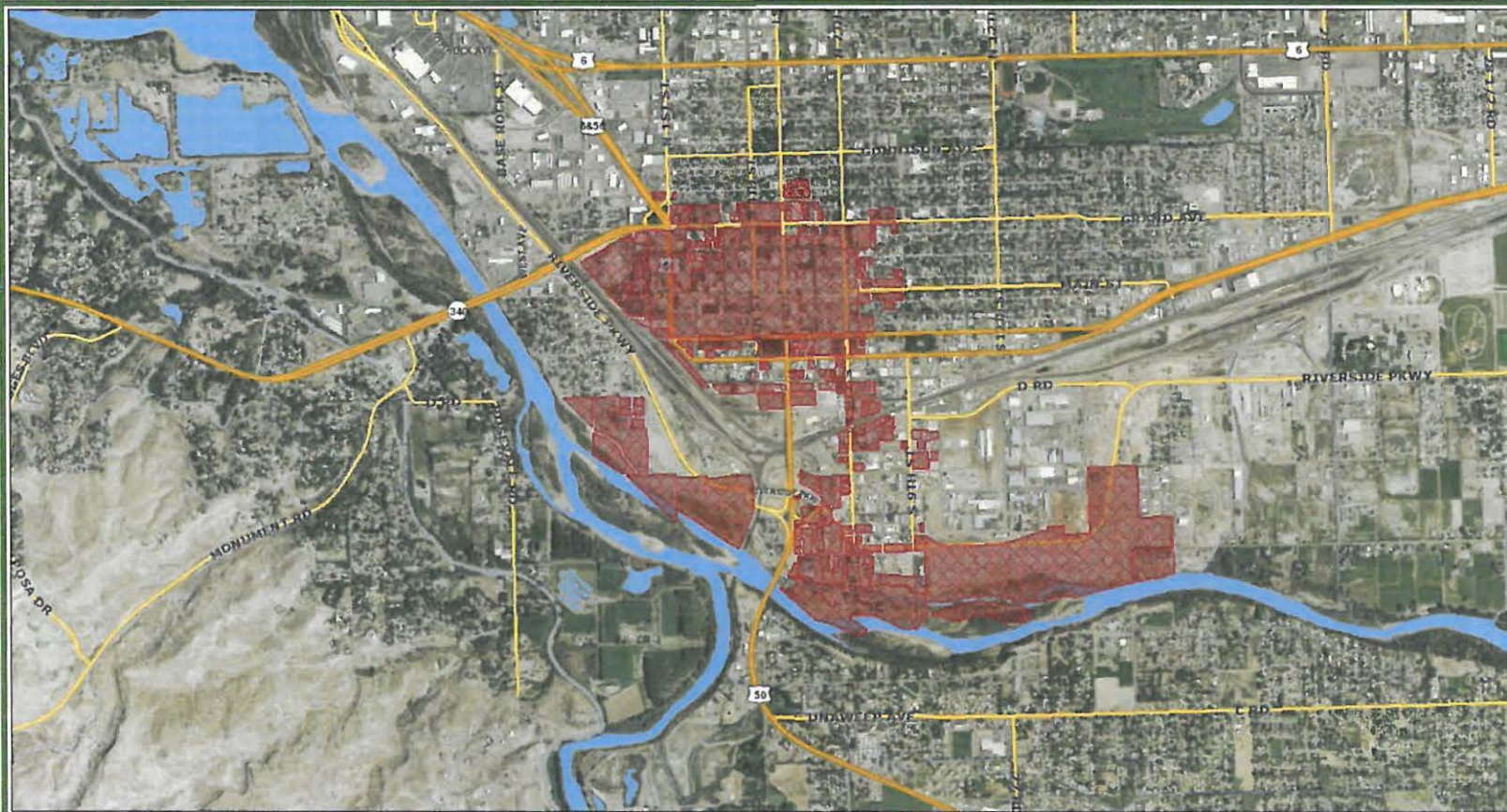
On the basis of this review, we find the proposed amendments to the Plan of Development to be consistent with existing City policies and not in conflict with development patterns on a City-wide basis.

We, therefore, endorse the proposed amendments to the Plan of Development as being consistent with existing City policies and recommend that the City Council hold a Public Hearing on these amendments to the Plan of Development.

RESPECTFULLY SUBMITTED,

The Chairman

City of Grand Junction-DDA Boundary



Date: 9/12/2017

1 inch = 1,465 feet



CITY OF GRAND JUNCTION, COLORADO

ORDINANCE NO. 4765

**AN ORDINANCE AMENDING THE DOWNTOWN DEVELOPMENT AUTHORITY
PLAN OF DEVELOPMENT TO INCLUDE THE LAS COLONIAS BUSINESS PARK**

Recitals

The Plan of Development for the DDA was originally adopted in 1981 and needs to be updated to address the recent development opportunities along the Riverfront corridor. The Plan of Development identifies public improvements to the Las Colonias area including providing parks and other public improvements such as streetscape improvements and parking, but does not explicitly identify the proposed business-related improvements. The proposed amendment to the Plan of Development would identify the Las Colonias Business Park as a project under Section VII of the Plan of Development.

Pursuant to C.R.S. 31-25-807(4)(b), Prior to its approval of a plan of development, the governing body shall submit such plan to the planning board of the municipality, if any, for review and recommendations. The planning board shall submit its written recommendations with respect to the proposed plan of development to the governing body within thirty days after receipt of the plan for review.

After public notice and public hearing, the Planning Commission recommended approval of the amendment to the Plan of Development and the City Council finds that the proposed amendment is consistent with the approved Outline Development Plan for Las Colonias, as well as the City's overall vision, as included in the Comprehensive Plan, for this River District area. Further, the City Council finds that the plan will afford maximum opportunity, consistent with the sound need and plans of the municipality as a whole, for the development or redevelopment of the plan of development area.

**NOW, THEREFORE, BE IT ORDAINED BY THE CITY COUNCIL OF THE CITY OF
GRAND JUNCTION THAT THE DOWNTOWN DEVELOPMENT AUTHORITY PLAN
OF DEVELOPMENT BE AMENDED AS FOLLOWS:**

The Las Colonias Business Park will be added to page 38 of Section VII of the Plan of Development as project number 19 as proposed below:

19. Improvements will be made to the Las Colonias property located in the City's River District Corridor. Improvements include the development of public park amenities, including lakes and green spaces for public and

private use. Additional public improvements include utilities, parking, streets passive and active recreation, and streetscape improvements. These public improvements will be utilized to attract outdoor recreation businesses and manufacturers as well as riverfront retail and restaurants in order to spur development in the currently blighted area.

INTRODUCED on first reading the 20th day of September, 2017 and ordered published in pamphlet form.

ADOPTED on second reading the 4th day of October, 2017 and ordered published in pamphlet form.



President of the Council

ATTEST:



City Clerk



I HEREBY CERTIFY THAT the foregoing Ordinance, being Ordinance No. 4765 was introduced by the City Council of the City of Grand Junction, Colorado at a regular meeting of said body held on the 20th day of September, 2017 and that the same was published in The Daily Sentinel, a newspaper published and in general circulation in said City, in pamphlet form, at least ten days before its final passage.

I FURTHER CERTIFY THAT a Public Hearing was held on the 4th day of October, 2017, at which Ordinance No. 4765 was read, considered, adopted and ordered published in pamphlet form by the Grand Junction City Council.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the official seal of said City this 6th day of October, 2017.

W Winkelmann

City Clerk

Published: September 22, 2017
Published: October 6, 2017
Effective: November 5, 2017



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734 S. 7th Street
Grand Junction, CO 81501

AFFIDAVIT OF INSERTION

Newspaper Information:

Contact Name: Linda Wilson
Newspaper Name: The Daily Sentinel
City/State: Grand Junction, CO
Phone #: 970-256-4292
Email: Linda.Wilson@gjsentinel.com

Advertiser Information:

Client Name: City of Grand Junction, City Clerk
Run Date(s): 12/16/17
Tag Line: Notice - Resolution No. 77-17
Ad Size: 3x6
PO# or Authorization: Janet Harrel

I verify that the above advertising appeared in the indicated publication in accordance to instructions specified on the advertising placement insertion order.

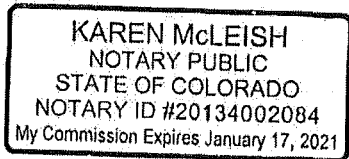
Before me, a notary public, personally appeared:

Signature: Linda Wilson Title: Account Executive

State of: Colorado Karen McLeish
Notary Public Signature and Seal

County of: Mesa

Sworn and Subscribed before me: Date January 17, 2018



NOTICE OF PUBLIC HEARING

6:00 P.M. Wednesday, December 20, 2017
Grand Junction City Hall Auditorium,
250 North 5th Street, Grand Junction, Colorado

Consideration of Resolution No. 77-17 to Confirm the Amendment of the Downtown Development Authority Plan of Development to Include the Las Colonias Business Park as the Area Covered by the Plan Amendment.

PUBLIC NOTICE IS HEREBY GIVEN that a hearing before the Grand Junction City Council on the above subject will be held **Wednesday, December 20, 2017 at 6:00 P.M.**, Grand Junction City Hall Auditorium, 250 N. 5th Street, Grand Junction, Colorado.

The City Council will conduct public discussion and may make decisions on the issue of amending the Downtown Development Authority Plan of Development.



Purpose: To discuss amending the development project under consideration all as more particularly described in Ordinance No. 4765, includes public facilities and improvements that can be used to support and encourage private redevelopment activities. The Las Colonias Business and Recreation Park is located on the north bank of the Colorado River, south of Riverside Parkway, between U.S. Highway 50/5th Street and 27 1/2 Road and is shown left on the inset map.

The Las Colonias Business and Recreation Park will provide public improvements to the Riverfront Corridor and help spur private investment in the area which aligns with the goals and objectives of the Plan of Development. Improvements will be made to the Las Colonias property located in the City's River District Corridor. Improvements include the development of public park amenities, including lakes and green spaces for public and private use. Additional public improvements include utilities, parking, streets, passive and active recreation, and streetscape improvements. These public improvements will be utilized to attract outdoor recreation businesses and manufacturers as well as riverfront retail and restaurants in order to spur development in the currently blighted area.

For additional information, updates or changes to the agenda please see www.gjcity.org

BY ORDER OF THE CITY CLERK GRAND JUNCTION, COLORADO
Wanda Winkelmann, MMC, City Clerk **Published: December 16, 2017**

STOREWIDE SALE

9

FEDERAL TAX CERTIFICATE

The undersigned hereby certifies for and on behalf of the City of Grand Junction, Colorado (the "City"), as to the following facts, estimates and circumstances:

1. In General.

1.1. The City is issuing and delivering, simultaneously with the delivery of this Federal Tax Certificate, its "City of Grand Junction, Colorado, Downtown Development Authority, Tax Increment Revenue and Refunding Bonds, Series 2017" (the "Bonds").

1.2. The undersigned Finance Director of the City is one of the officers of the City delegated the responsibility for issuing the Bonds.

1.3. I am familiar with the proceedings of the City Council of the City (the "Council") taken preliminary to and in issuance of the Bonds, including the ordinance adopted by the Council on November 1, 2017, authorizing the issuance of the Bonds (the "Bond Ordinance").

1.4. This Tax Certificate is for the purpose of establishing the reasonable expectations of the City as to future events relating to the Bonds pursuant to the Internal Revenue Code of 1986, as amended to the date hereof, and to the Regulations as specifically required by Regulation Section 1.148-2(b) and for the purpose of evidencing compliance with and setting forth procedures which are designed to comply with certain provisions of the Code and the Regulations.

1.5. To the best of my knowledge, information and belief, the expectations contained in this Tax Certificate are reasonable.

1.6. Capitalized terms used herein and in the Exhibits hereto shall have the meanings ascribed to such terms in the Bond Ordinance or as set forth in Exhibit A hereto.

2. Purposes of the Bonds. The Bonds are being issued for the purposes of: (i) financing a portion of the Project; and (ii) refunding all of the outstanding "City of Grand Junction, Colorado, Downtown Development Authority, Tax-Exempt Tax Increment Revenue Bonds, Series 2012A" (the "Refunded Bonds"). Such purposes are permitted by the Plan, the 2007 Election, and the 2011 Election.

3. Cost of Project; No Overissuance.

3.1. The estimated total cost of the Project including the costs and expenses listed in Section 4.2 hereof is not less than \$9,120,000 plus the investment income expected to be earned thereon.

3.2. The estimated total cost of the Project set forth in Section 3.1 hereof will not be less than the amount received from the sale of the Bonds set forth in Section 4.1 hereof plus the investment income earned thereon.

4. Application of Sale Proceeds and Accrued Interest.

4.1. The net amount received by the City from the sale of the Bonds (the "Sale Proceeds") will be \$9,120,000, which amount consists of the par amount of the Bonds.

4.2. The Sale Proceeds and all investment income earned thereon is expected to be needed and fully expended as follows:

(i) an amount of the Sale Proceeds equal to \$3,938,225.92 will be delivered to the paying agent for the Refunded Bonds on the date hereof and be used to accomplish the Refunding Project;

(ii) an amount of the Sale Proceeds equal to \$5,181,774.08 will be delivered to the City on the date hereof and be used to pay a portion of the costs of the Project and the costs of issuing the Bonds.

5. Funds on Hand Related to Refunded Bonds. There are no amounts on deposit in any debt service fund for the Refunded Bonds or any other amounts that would, absent the issuance of the Bonds, have been used to pay debt service on the Refunded Bonds.

6. Expenditure, Time, and Due Diligence Tests. The City reasonably expects that at least 85% of the Net Sale Proceeds of the Bonds allocable to the Project will be allocated to expenditures for the Project within three years of the date hereof. The City will incur within six months of the date hereof a substantial binding obligation (i.e., not subject to contingencies within the control of the City or a related party) to a third-party to expend at least 5% of the Net Sale Proceeds of the Bonds allocable to the Project on the costs of the Project. The completion of the acquisition, construction, improvement, and equipping of the Project and the allocation of the Net Sale Proceeds of the Bonds allocable to the Project to expenditures for the Project will proceed with due diligence.

7. No Replacement. No portion of the amounts received from the sale of the Bonds will be used as a substitute for other funds that were otherwise to be used as a source of financing for any of the purposes specified in Section 2 hereof and that have been or will be used to acquire, directly or indirectly, Investment Property producing a Yield in excess of the Yield of the Bonds.

8. Transferred Proceeds. On each date that Proceeds of the Bonds discharge any of the outstanding principal amount of the Refunded Bonds, proceeds of the Refunded Bonds which are unexpended on such date become Gross Proceeds of the Bonds and cease to be proceeds of the Refunded Bonds. There are no unspent proceeds of the Refunded Bonds on the date hereof.

9. Economic Life of Project. In accordance with Regulation Section 1.148-1(c) regarding the safe harbor against the creation of “replacement proceeds,” the remaining aggregate average reasonably expected economic life of the facilities that constitute the Project, determined as of the issue date, is at least 5.75 years. Ehlers, Inc., as the municipal advisor to the City (the “Municipal Advisor”), has certified that the average maturity of the Bonds allocable to the Project and the facilities refinanced with the proceeds of the Bonds is not greater than 6.860 years. The average maturity of the Bonds allocable to the Project therefore does not exceed 120% of the average reasonably expected economic life of the facilities financed with the Bonds.

10. Debt Service Fund. The expected source of payment of the principal of and interest on the Bonds will be the Pledged Revenues and other moneys deposited from time to time to pay the principal of and interest on the Bonds as it becomes due as provided in the Bond Ordinance and the 2017 Loan Agreement. Such payments are deposited into the Bond Account (as defined in the Loan Agreement) to be used to pay the principal of and interest on the Bonds. Amounts deposited into the Bond Account will be depleted at least annually on or about December 15, except for a reasonable carryover amount, if any, not to exceed the greater of (i) the earnings on the funds for the immediately preceding Bond Year, or (ii) one-twelfth (1/12) of the principal and interest payments on the Bonds for the immediately preceding Bond Year.

11. Reserve Fund. The Reserve Fund will be funded on the date hereof with a portion of the proceeds of the Bonds in the amount of \$719,500. Such amount is equal to the Reserve Account Requirement (as defined in the Loan Agreement) with respect to the Bonds. The Reserve Account Requirement does not exceed the least of the following amounts: ten percent (10%) of the proceeds of the Bonds, or one hundred percent (100%) of the maximum annual debt service on the Bonds, or one hundred twenty-five percent (125%) of average annual debt service on the Bonds. For this purpose, the term “proceeds” means the aggregate stated principal amount of the Bonds, unless there is more than a de minimis amount (as defined in Section 1.148-1(b) of the Regulations) of original issue discount or premium, in which case “proceeds” means issue price (determined without regard to Pre-issuance Accrued Interest). The Lender has certified that the funding of the Reserve Fund was a required condition precedent to the issuance of the Bonds.

12. Rebate Fund. All amounts to be deposited into the Rebate Fund and all amounts on deposit therein shall be paid to the Department of Treasury at the times and in the amounts required by this Federal Tax Certificate.

13. Application of Investment Earnings. Net investment earnings on amounts in any fund or account will be retained therein and used for the purposes thereof.

14. No Other Funds. Other than the Bond Account, no fund or account of any such fund which secures or otherwise relates to the Bonds has been established, nor are any funds or accounts expected to be established, pursuant to any instrument.

15. Single Issue. The City does not expect to issue other obligations which will be: (a) sold at substantially the same time as the Bonds (i.e., less than 15 days apart); (b) sold

pursuant to the same plan of financing with the Bonds; and (c) reasonably expected to be paid for from substantially the same source of funds as will be used to pay the Bonds.

16. Temporary Periods and Yield Limitations.

16.1. All amounts allocable to the costs of issuing the Bonds and all investment income thereon will be used for the payment of costs of issuance on or before one year from the date hereof. Such amounts may be invested without regard to Yield restriction and are subject to the Rebate Requirement.

16.2. The Proceeds of the Bonds used to accomplish the Refunding Project may be invested without regard to Yield Restriction and are subject to the Rebate Requirement.

16.3. The Proceeds of the Bonds used to finance the cost of the Project may be invested without regard to Yield restriction (subject to the Rebate Requirement) for a period not to exceed three years from the date hereof and, thereafter, shall be invested at a Yield not in excess of the Yield of the Bonds. Investment earning on obligations acquired with such proceeds may be invested without regard to Yield restriction (subject to the Rebate Requirement) for a period not exceeding three years from the date hereof or one year from the receipt thereof, whichever is longer and, thereafter, shall be invested at a Yield not in excess of the Yield of the Bonds.

16.4. The amounts on deposit in the Reserve Fund, to the extent not in excess of the parameters set forth in Section 10 hereof, may be invested without regard to Yield restrictions and are subject to the Rebate Requirement.

16.5. Amounts deposited in the Bond Account may be invested without regard to Yield restriction for a period not to exceed thirteen months from the date of deposit of such amounts to such fund.

16.6. Investment earnings on amounts deposited into the Bond Account may be invested without regard to Yield restriction for a period ending 13 months from the date of initial receipt and thereafter at a Yield not in excess of the Yield on the Bonds.

17. Bond Yield. The Yield of the Bonds, as calculated by the Municipal Advisor, is 3.3600%.

18. Rebate and Accounting. The City will comply with Exhibit B - Rebate and Exhibit C - Allocation and Accounting Rules throughout the term of the Bonds. There are several elections which must be made as of the date of issuance with respect to the Rebate Requirement.

(i) With respect to any reasonably required reserve fund, an election can be made not to include the earnings thereon in Available Construction Proceeds for purposes of calculating the two-year expenditure requirement. If this election is made, the earnings on the

reserve fund are subject to the Rebate Requirement from the date of issuance. The City hereby does not make this election.

(ii) For purposes of demonstrating that the Bonds constitute a construction issue within the meaning of Section 148(f)(4)(C)(iv) of the Code, an election can be made, with respect to the provisions that are based on the City's reasonable expectations, to apply all of those provisions based on actual facts. The City hereby does make this election.

(iii) Where less than 75% of the Available Construction Proceeds of an issue are to be used for construction expenditures, such as where an issue is part construction and part non-construction, an election may be made to treat each portion as a separate issue. If this election is made, only one "issue" (the construction part) can qualify for the two-year rule. The City hereby does not make this election.

(iv) Where the expenditure requirements are not met, the City may elect to be subject to a penalty in lieu of being subject to the rebate rules. The penalty is the product of 1.5% and under-expended proceeds as of the end of the spending period. For each spending period, under-expended proceeds is the difference between the Available Construction Proceeds spent and the Available Construction Proceeds required to be spent according to the expenditure schedule. The penalty is to be recalculated and paid for each spending period until the Bonds and any bonds issued to refund the Bonds are repaid. The penalty must be remitted within 90 days of the end of the spending period to which it relates. The City hereby does not make this election.

19. Prohibited Uses of Proceeds; Federal Guarantees; Miscellaneous.

19.1. None of the proceeds of the Bonds, the Refunded Bonds, or the Original Bonds were or will be used (directly or indirectly) to acquire any Nongovernmental Output Property or to make or finance loans to persons other than Governmental Units, other than (i) loans which enable the borrower to finance any governmental tax or assessment of general application for specific essential governmental functions or (ii) loans which consist of investments in Nonpurpose Investments.

19.2. Not more than an amount which is less than 5% of the proceeds of the Bonds, the Refunded Bonds, or the Original Bonds were or will be used to finance Output Facilities other than facilities for furnishing water, any portion of the output of which is dedicated to or otherwise made available for use by persons other than Governmental Units on a basis other than that provided to the general public.

19.3. Not more than 10% of the proceeds of the Bonds, the Refunded Bonds, or the Original Bonds were or will be used (directly or indirectly) in a trade or business (or to finance facilities which are used in a trade or business) carried on by any person other than a Governmental Unit. Not more than 5% of the proceeds of the Bonds, the Refunded Bonds, or the Original Bonds, were or will be used (directly or indirectly) in a trade or business (or to finance facilities which are used in a trade or business) carried on by any person other than a Governmental Unit which private business use is not related to any governmental use or is

disproportionate to governmental use, all as described in Section 141(b)(3) of the Code (“Unrelated or Disproportional Use”). For the purpose of this section, use as a member of the general public shall not be taken into account.

19.4. Section 19.3 shall apply only if the payment of 10% or more (5% or more in the case of Unrelated or Disproportional Use) of the principal of or interest on the Bonds is (under the terms of the Bonds or any underlying arrangement) directly or indirectly secured by any interest in property used or to be used for a private business use or in payments in respect of such property or derived from payments whether or not to the City in respect of property or borrowed money used or to be used for a private business use.

19.5. The payment of the principal of and interest on the Bonds is not and will not be guaranteed directly or indirectly by the federal government within the meaning of Section 149(b) of the Code.

19.6. On the date of the execution and delivery of the Refunded Bonds, the City reasonably expected that at least 85% of the spendable proceeds of the Refunded Bonds would be used to carry out the governmental purposes of such issue within the 3 year period beginning on the date the Refunded Bonds were executed and delivered; and not more than 50% of the proceeds of the Refunded Bonds were invested in Nonpurpose Investments having a substantially guaranteed Yield for four or more years.

19.7. Except for the Refunded Bonds, none of the amount received from the sale of the Bonds will be used to refund or refinance any Tax-Exempt Obligations including, for the purposes of this subsection only, Tax-Exempt Obligations which are specified private activity bonds as defined in Section 57(a)(5)(C) of the Code.

19.8. Not more than 50% of the proceeds of the Bonds will be invested in Nonpurpose Investments having a substantially guaranteed Yield for 4 or more years.

19.9. The City does not expect to sell or otherwise dispose of the projects financed or refinanced by the Bonds before final retirement of the Bonds.

19.10. This Federal Tax Certificate is, in part, to serve as a guideline in implementing the requirements of Sections 141 to 150 of the Code. If regulations, rulings, announcements and notices validly promulgated under the Code contain requirements which differ from those outlined here which must be satisfied for the Bonds to be Tax-Exempt Obligations or in order to avoid the imposition of penalties under Section 148 of the Code, pursuant to the covenants contained in the Bond Ordinance, the City is obligated to take such steps as are necessary to comply with such requirements. If under those pronouncements, compliance with any of the requirements of this Federal Tax Certificate is not necessary to maintain the exclusion of interest on the Bonds from gross income and alternative minimum taxable income (except to the extent of certain adjustments applicable to corporations) or to avoid the imposition of penalties on the City under Section 148 of the Code, the City shall not be obligated to comply with that requirement. The City has been advised to seek the advice of competent counsel with a nationally recognized expertise in matters affecting exclusion of

interest on municipal bonds from gross income in fulfilling its obligations under the Code to take all steps as are necessary to maintain the status of the Bonds as Tax-Exempt Obligations.

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Dated: December 21, 2017.

CITY OF GRAND JUNCTION, COLORADO

By:  _____
Finance Director

EXHIBIT A
DEFINITIONS

A.1. “Available Construction Proceeds” means, with respect to the Bonds, the amount equal to the sum of the issue price of the Bonds, earnings on such issue price, earnings on any amounts in a reasonably required reserve or replacement fund not funded by the Bonds and earnings on all of the foregoing earnings, less the amount of such issue price deposited in a reasonably required reserve or replacement fund and less the issuance costs financed by the Bonds. For purposes of this definition, earnings include earnings on any tax-exempt bond. Earnings on any reasonably required reserve or replacement fund are “Available Construction Proceeds” only to the extent that those earnings accrue before the earlier of (i) the date construction is substantially completed or (ii) the date that is two years after the issue date. For this purpose, the date construction is substantially completed is either the date that the construction financed with the proceeds of the Bonds is substantially complete or the date on which construction is abandoned. In no event, however, will construction be considered substantially completed earlier than the date that the City has spent Available Construction Proceeds on the construction in an amount equal to at least 90% of the total cost of construction that the City reasonably expects as of such date will be financed with proceeds of the Bonds. If only a portion of the construction is abandoned, the date of substantial completion is the date that the non-abandonment portion of the construction is substantially completed.

A.2. “Bond Year” means the one-year period (or, in the case of the first Bond Year, the shorter period from the date of issue of the Bonds) ending on the day in the calendar year that is selected by the City. If no day is selected by the City before the earlier of the final maturity of the Bonds or the date that is five years after the date of issue, each Bond Year ends at the close of business on the day preceding the anniversary date of the issue date and on the final maturity date.

A.3. “Code” means the Internal Revenue Code of 1986, as amended to the date of the Tax Certificate to which this exhibit is attached.

A.4. “Commingled Fund” means any fund or account containing both Gross Proceeds of an issue and amounts in excess of \$25,000 that are not Gross Proceeds of that issue if the amounts in the fund or account are invested and accounted for collectively, without regard to the source of funds deposited in the fund or account.

A.5. “Computation Date” means each date on which the Rebate Amount for an issue is computed.

A.6. “Computation Date Credit” means with respect to an issue a credit of \$1,000 against the rebatable arbitrage on (i) the last day of each Bond Year during which there are amounts allocated to Gross Proceeds of an issue subject to the Rebate Requirement; and (ii) the final maturity date for an issue.

A.7. "Computation Period" means the period between Computation Dates. The first Computation Period begins on the date hereof and ends on the first Computation Date. Each succeeding Computation Period begins on the date immediately following the Computation Date and ends on the next Computation Date.

A.8. "Constructed Personal Property" means Tangible Personal Property (or, if acquired pursuant to a single acquisition contract, properties) or Specially Developed Computer Software if a substantial portion of the property or properties is completed more than 6 months after the earlier of the date construction or rehabilitation commenced and the date the City entered into an acquisition contract; based on the reasonable expectations of the City, if any, or representations of the person constructing the property, with the exercise of due diligence, completion of construction or rehabilitation (and delivery to the City) could not have occurred within that 6-month period; and if the City itself builds or rehabilitates the property, not more than 75% of the capitalizable cost if attributable to property acquired by the City (such as components, raw materials, and other supplies).

A.9. "Construction Expenditures" means capital expenditures (i.e., costs of a type that are properly chargeable to a capital account, or that would be so chargeable with a proper election under general federal income tax principles or with the application of the definition of "Placed in Service") that, on or before the date the property financed by the expenditures is placed in service, are allocable to the cost of (i) Constructed Personal Property or (ii) Real Property (other than expenditures for the acquisition of any interest in land and the acquisition of any interest in existing Real Property other than land, except that expenditures are not for the acquisition of an interest in existing Real Property other than land if the purchase contract requires the seller to build or install the property (such as under a "turnkey contract") and the property has not been built or installed at the time the parties enter into the contract, provided that, if the property has been partially built or installed at the time the parties enter into the contract, expenditures that are allocable to the portion of the property built or installed before that time are expenditures for the acquisition of existing Real Property).

A.10. "Governmental Unit" means a state or political subdivision thereof. Such term does not include the United States or any agency or instrumentality thereof.

A.11. "Gross Proceeds" means the Proceeds of the Bonds and any Replacement Proceeds for the Bonds.

A.12. "Investment Proceeds" means any amounts actually or constructively received from investing Proceeds of the Bonds.

A.13. "Investment Property" means any security or obligation within the meaning of Section 148(b)(2) of the Code, any annuity contract, any interest in any residential rental property for family units which is not located within the jurisdiction of the issuer, any "specified private activity bond" within the meaning of Section 57(a)(5)(c) of the Code, and any other "Investment-Type Property."

A.14. “Investment-Type Property” means any property that is held principally as a passive vehicle for the production of income. A prepayment for property or services is Investment-Type Property if a principal purpose for prepaying is to receive an investment return from the time the prepayment is made until the time payment would otherwise be made. A prepayment is not Investment-Type Property if prepayments on substantially the same terms are made by a substantial percentage of persons who are similarly situated to the issuer but who are not beneficiaries of tax-exempt financing.

A.15. “Multipurpose Issue” means an issue that is used for two or more separate governmental purposes.

A.16. “Net Sale Proceeds” means Sale Proceeds, less the portion of those Sale Proceeds invested in a reasonably required reserve or replacement fund.

A.17. “Nongovernmental Output Property” means any property (or interest therein) which prior to the date such property was acquired by the issuer was used (or held for use) by a person other than a governmental unit, in connection with an Output Facility (other than a facility for the furnishing of water), as provided in Section 141(d) of the Code.

A.18. “Nonpurpose Investment” means any Investment Property that is not a Purpose Investment.

A.19. “Output Facility” means electric and gas generation, transmission, distribution, and related facilities, and water collection, storage and distribution facilities according to Section 141(b)(4) of the Code.

A.20. “Payment” means:

a. amounts actually or constructively paid to acquire a Nonpurpose Investment (or treated as paid to a Commingled Fund);

b. in the case of a Nonpurpose Investment that is first allocated to an issue on a date after it is actually acquired (e.g., an investment that becomes allocable to Transferred Proceeds or to Replacement Proceeds) or that becomes subject to the Rebate Requirement on a date after it is actually acquired (e.g., an investment allocated to a reasonably required reserve or replacement fund for a construction issue at the end of the two-year spending period), the Value of that investment on that date;

c. in the case of a Nonpurpose Investment that was allocated to an issue at the end of the preceding Computation Period, the Value of that Nonpurpose Investment at the beginning of the Computation Period; and

d. the Computation Date Credit.

A.21. “Pre-issuance Accrued Interest” means amounts representing interest that has accrued on an obligation for a period of not greater than one year before its issue date but only if those amounts are paid within one year after the date hereof.

A.22. “Present Value” in general means with respect to an investment on any date an amount equal to the present value of all unconditionally payable Receipts to be received from and Payments to be paid for the investment after that date, using the Yield on the investment as the discount rate. Present value of an investment is computed under the economic accrual method, using the same compounding interval and financial conventions used to compute the Yield of the Bonds.

A.23. “Proceeds” of the Bonds means any Sale Proceeds, Investment Proceeds and Transferred Proceeds of an issue.

A.24. “Purpose Investment” means an investment that is acquired to carry out the governmental purpose of an issue.

A.25. “Qualified Administrative Costs” means reasonable, direct administrative costs, other than carrying costs, such as separately stated brokerage and selling commissions that are comparable to those charged nongovernmental entities in transactions not involving tax-exempt bond proceeds, but not legal and accounting fees, recordkeeping, custody or similar costs. For a guaranteed investment contract, a broker’s commission paid on behalf of either an issuer or the provider is not a Qualified Administrative Cost to the extent that the commission exceeds the lesser of (i) \$37,000 and (ii) 0.2% of the amount of Gross Proceeds the issuer reasonably expects, as of the date the contract is acquired, to be deposited in the guaranteed investment contract over the term of the contract or, if more, \$3,000.

A.26. “Real Property” means land and improvements thereto, such as buildings or other inherently permanent structures, including interests in real property. For example, Real Property includes wiring in a building, plumbing systems, central heating or air-conditioning systems, pipes or ducts, elevators, escalators installed in a building, paved parking areas, roads, wharves and docks, bridges, and sewage lines.

A.27. “Reasonable Retainage” means an amount, not to exceed 5% of Available Construction Proceeds as of the end of the fourth spending period, that is retained for reasonable business purposes relating to the property financed with the proceeds of the Bonds, such as to ensure or promote compliance with the terms of a construction contract. Retainage is reasonable if the retained amount is not yet payable, or, at the end of the 2-year period following the issue date, the City determines that an actual dispute exists regarding either completion of construction or payment.

A.28. “Rebate Amount” means with respect to the Bonds, the amount computed as described in Exhibit B to the Tax Certificate.

A.29. “Rebate Fund” means the separate fund established by the City as described in Section 10 of the Tax Certificate.

A.30. “Rebate Requirement” shall have the meaning ascribed thereto in Exhibit B to the Tax Certificate.

A.31. “Receipt” means:

a. amounts actually or constructively received from a Nonpurpose Investment (including amounts treated as received from a Commingled Fund);

b. in the case of a Nonpurpose Investment that ceases to be allocated to an issue before its disposition or redemption date (e.g., an investment that becomes allocable to Transferred Proceeds of another issue or that ceases to be allocable to the issue pursuant to the Universal Cap) or that ceases to be subject to the Rebate Requirement on a date earlier than its disposition or redemption date (e.g., an investment allocated to a fund initially subject to the Rebate Requirement but that subsequently qualifies as a bona fide debt service fund), the Value of that Nonpurpose Investment on that date; and

c. in the case of a Nonpurpose Investment that is held at the end of a Computation Period, the Value of that Nonpurpose Investment at the end of that Computation Period.

A.32. “Regulations” means the Treasury Regulations promulgated under Sections 103 and 141 through 150 of the Code and, to the extent applicable, any subsequent amendments to such regulations or any successor regulations.

A.33. “Replacement Proceeds” means amounts that have a sufficiently direct nexus to an issue to conclude that the amounts would have been used for that governmental purpose if the Proceeds of the issue were not used or to be used for that governmental purpose. For this purpose, “governmental purposes” include the expected use of amounts for the payment of debt service on a particular date. The mere availability or preliminary earmarking of amounts for a governmental purpose, however, does not in itself establish a sufficient nexus to cause those amounts to be Replacement Proceeds. Replacement Proceeds include, but are not limited to, amounts held in a sinking fund or a pledged fund. For these purposes, an amount is pledged to pay principal of or interest on an issue if there is reasonable assurance that the amount will be available for such purposes in the event that the issuer encounters financial difficulties.

A.34. “Reserve or Replacement Fund” includes any reasonably required reserve or replacement fund (as described in Section 148(d) of the Code), any fund reasonably expected to be used to pay the principal of or interest on the Bonds (including any sinking fund (as defined in Regulation Section 1.148-1(c)(2)) for the Bonds and any bona fide debt service fund (as defined in Regulation Section 1.148-1(b)), any fund pledged directly or indirectly to the payment of the Bonds in such a manner that the owners of the Bonds have a reasonable assurance that the fund will be available to directly or indirectly pay debt service on the Bonds if the City encounters

financial difficulties, and any other amounts treated as being in a reserve or replacement fund by the Regulations.

A.35. "Sale Proceeds" means any amounts actually or constructively received by the City from the sale of the Bonds, including amounts used to pay underwriter's discount or compensation and interest other than Pre-issuance Accrued Interest.

A.36. "Specially Developed Computer Software" means any program or routine used to cause a computer to perform a desired task or set of tasks, together with the documentation required to describe and maintain such program, provided that the software is specially developed and is functionally related and subordinate to Real Property or other Constructed Personal Property.

A.37. "Tangible Personal Property" means any tangible property except Real Property and includes interests in tangible personal property (e.g., machinery that is not a structural component of a building and furnishings).

A.38. "Tax Certificate" means the Federal Tax Certificate delivered by the City in connection with the issuance of the Bonds.

A.39. "Tax-Exempt Obligation" means any obligation the interest on which is excluded from gross income under Section 103(a) of the Code and which is not a specified private activity bond as defined in Section 57(a)(5)(C) of the Code. Such term includes an interest in a regulated investment company to the extent that at least 95% of the income to the holder of the interest is interest that is excludable from gross income under Section 103(a) of the Code.

A.40. "Transferred Proceeds" shall have the meaning given in Section 1.148-1(b) of the Regulations.

A.41. "Universal Cap" means the Value of all then outstanding bonds of the issue.

A.42. "Value (of a Bond)" means with respect to a bond issued with not more than 2% original issue discount or original issue premium, the outstanding principal amount, plus accrued unpaid interest; for any other bond, its Present Value.

A.43. "Value (of an Investment)" means any of the following:

a. with respect to an investment with not more than 2% original issue discount or original issue premium, the outstanding stated principal amount, plus accrued unpaid interest;

b. with respect to a fixed rate investment, its Present Value;

- c. except as provided in (d), with respect to any investment, its fair market value; or
- d. with respect to any yield-restricted investment, its Present Value.

A.44. "Yield of the Bonds" means the discount rate that, when used in computing the Present Value as of the issue date of all unconditionally payable payments of principal, interest, and fees for qualified guarantees reasonably expected to be paid on the issue produces an amount equal to the Present Value, using the same discount rate, of the aggregate issue price on the Bonds of the issue as of the issue date. Mandatory and expected contingent redemptions are taken into account, based on reasonable expectations as of the issue date. If Bonds subject to mandatory redemption have a stated redemption price at maturity in excess of one-fourth of one percent multiplied by the product of the stated redemption price at maturity and the number of years to their weighted average maturity date (determined by taking into account the mandatory redemption schedule), then, in computing Yield of the Bonds, such bonds are treated as redeemed at their Present Value; otherwise such bonds are treated as redeemed at their outstanding stated principal amount plus accrued unpaid interest. Optional redemptions are not taken into account in determining the Yield of the Bonds unless they satisfy one of the three following conditions:

- a. The Bonds are subject to optional redemption within 5 years of the issue date and the Yield on the issue computed by assuming all Bonds so subject to redemption are redeemed at maturity is more than one-eighth of one percent higher than the Yield on that issue computed by assuming all such Bonds are redeemed at the earliest date for their redemption;
- b. The Bonds are issued at an issue price that exceeds the stated redemption price at maturity by more than one-fourth of one percent multiplied by the product of the stated redemption price at maturity and the number of complete years to the first optional redemption date (e.g., an original issue premium in excess of 2.5% in the case of a 10-year no call bond); or
- c. The Bond subject to optional redemption bears interest at increasing interest rates (i.e., a stepped coupon bond).

A.45. "Yield of an Investment" means the discount rate that, when used in computing the Present Value of all unconditionally payable Receipts from the investment, produces an amount equal to the Present Value of all unconditionally payable Payments for the investment. Unless otherwise decided by the City, the Yield on any investments and the Yield of the Bonds shall be calculated using a 360-day year and a semi-annual compounding interval.

EXHIBIT B REBATE

B.1. Generally. In order to implement the provisions of Section 148(f) of the Code, the City will establish a separate fund called the Rebate Fund into which will be deposited any amount required to be rebated to the federal government pursuant to Section 148(f) of the Code. Section 148(f) of the Code requires that certain earnings on Nonpurpose Investments allocable to the Gross Proceeds of the Bonds be paid to the federal government to prevent the Bonds from being arbitrage bonds. The arbitrage that must be rebated is based on the difference between the amount actually earned on Nonpurpose Investments and the amount that would have been earned if those investments had a Yield equal to the Yield of the Bonds. As of any date, the Rebate Amount for the Bonds is the excess of the future value, as of that date, of all Receipts on Nonpurpose Investments over the future value, as of that date, of all Payments on Nonpurpose Investments (taking into account that the Computation Date Credit is a Payment on Nonpurpose Investments). The future value of a Payment or Receipt at the end of any period is determined using the economic accrual method and equals the value of that Nonpurpose Payment or Receipt when it is paid or received (or treated as paid or received), plus interest assumed to be earned and compounded over the period at a rate equal to the Yield of the Bonds, using the same compounding interval and financial conventions used to compute the Yield of the Bonds. In order to meet the Rebate Requirements of the Code, unless Subsection B.10, B.11, or B.12 applies or unless during each Bond Year all Gross Proceeds are invested at a Yield that is less than the Yield of the Bonds or are invested in Tax-Exempt Obligations, the City will comply with and take the action required by this Exhibit B.

B.2. Computation Dates. The City may treat any date as a Computation Date. After the first required rebate payment is made, the City must consistently treat either the end of each Bond Year or the end of each fifth Bond Year as Computation Dates and may not change these Computation Dates after the first rebate payment is made.

B.3. Final Computation Date. The date that the Bonds are discharged is the Final Computation Date. For an issue retired within three years of the issue date, however, the Final Computation Date need not occur before the end of 8 months after the issue date or during the period in which the City reasonably expects that any of the spending exceptions to the Rebate Requirement will apply to the issue.

B.4. Amount of Required Rebate Installment Payments. For Computation Dates other than the Final Computation Date, the City must rebate an amount that when added to the future value, as of that Computation Date, of previous rebate payments made for the Bonds, equals at least 90% of the rebate amount as of that date. In all events, the first rebate payment must be made for a Computation Date that is not later than five years after the issue date and subsequent payments must be made for a Computation Date that is not later than five years after the previous Computation Date for which a payment was made. For the Final Computation Date, a final rebate payment must be paid in an amount that, when added to the future value of previous rebate payments made for the Bonds, equals 100% of the rebate amount as of that date.

B.5. Bona Fide Debt Service Fund Exception. As the Bonds are not private activity bonds and have an average maturity of greater than five years and a fixed rate of interest, amounts earned on moneys in the Bond Account shall not be taken into account for purposes of complying with the Rebate Requirement.

B.6. Time and Manner of Rebate Payment. Each rebate payment must be paid no later than 60 days after the Computation Date to which the payment relates. Any rebate payment paid within this 60-day period may be treated as paid on the Computation Date to which it relates. Each payment made pursuant to the requirements of this Exhibit shall be filed with the Internal Revenue Service Center, Ogden, Utah 84201, and shall be accompanied by Form 8038-T.

B.7. Penalty in Lieu of Loss of Tax Exemption. The failure to pay the correct Rebate Amount when required will cause the Bonds to be arbitrage bonds, unless the Commissioner determines that the failure was not caused by willful neglect and the City promptly pays a penalty to the United States. If no Bond of the issue is a "private activity bond" (other than a qualified 501(c)(3) bond), the penalty equals 50% of the Rebate Amount not paid when required to be paid, plus interest on that amount. Otherwise, the penalty equals 100% of the Rebate Amount not paid when required to be paid, plus interest on that amount. Interest accrues at the underpayment rate under Section 6621 of the Code, beginning on the date the correct Rebate Amount is due and ending on the date 10 days before it is paid. The penalty is automatically waived if the Rebate Amount that the City failed to pay plus interest is paid within 180 days after discovery of the failure, unless, the Commissioner determines that the failure was due to willful neglect, or the issue is under examination by the Commissioner at any time during the period beginning on the date the failure first occurred and ending on the date 90 days after the receipt of the Rebate Amount. Generally, extensions of this 180-day period and waivers of the penalty in other cases will be granted by the Commissioner only in unusual circumstances.

B.8. Recovery of Overpayment of Rebate. The City may recover an overpayment for an issue of Tax-Exempt Obligations by establishing to the satisfaction of the Commissioner that the overpayment occurred. An overpayment is the excess of the amount paid to the United States for an issue under Section 148 of the Code over the sum of the Rebate Amount for the issue as of the most recent Computation Date and all amounts that are otherwise required to be paid under Section 148 of the Code as of the date the recovery is requested. Notwithstanding the preceding sentence, an overpayment may be recovered only to the extent that a recovery on the date that it is first requested would not result in an additional Rebate Amount if that date were treated as a Computation Date. Furthermore, except for overpayments in certain limited circumstances, an overpayment of less than \$5,000 may not be recovered before the Final Computation Date.

B.9. Recordkeeping Requirement. The City must retain records of the determination of its Rebate Requirement until six years after the retirement of the last obligation of the issue.

B.10. Six Month Exception to Rebate. Notwithstanding anything in this Exhibit B to the contrary, if all of the Gross Proceeds of the Bonds (other than amounts on deposit in a bona fide debt service fund) have been expended for the purpose of the issue by no later than the day which is six months after the date of issue of the Bonds, then the Rebate Amount shall be zero

until such time as amounts are received, which amounts are held in a sinking fund or any other fund pledged to or expected to be used to pay debt service or such time as any other amounts are pledged as security for the Bonds, and not expended on the payment of principal or interest on the Bonds within 13 months of the date of their receipt. The six-month exception provided by the previous sentence shall apply in the event that Gross Proceeds of the Bonds (other than amounts on deposit in a bona fide debt service fund) in an amount equal to the lesser of 5% of the proceeds of the Bonds or \$100,000 have not been expended by the date which is six months after the date the Bonds are issued if all of such Gross Proceeds are expended within one year of the date the Bonds are issued. The six-month exception provided by this paragraph is inapplicable if any reserve fund, sinking fund or pledged fund other than a debt service fund is maintained for the Bonds, whether or not funded from proceeds of the Bonds, except that if a reasonably required reserve or replacement fund (as described in Section 148(d) of the Code) has been established for the Bonds and all of the Gross Proceeds of the Bonds other than amounts in that reasonably required reserve and replacement fund and amounts deposited in a bona fide debt service fund for the Bonds qualify for the six-month exception described in this Section B.10, then the Rebate Amount need only be calculated with respect to all amounts not required to be spent within six months, after such six-month period.

B.11. Two-Year Construction Exception. Notwithstanding anything in this Exhibit B to the contrary, if 75% of the Available Construction Proceeds of an issue of governmental bonds, 501(c)(3) bonds or private activity bonds used to finance property to be owned by a governmental unit or a 501(c)(3) organization are to be used for Construction Expenditures, and all of the Available Construction Proceeds of such issue are reasonably expected, as of the issue date, to be spent (or, at the election of the City on or before the issue date, are actually spent) for the governmental purposes of the Bonds within 24 months from the date hereof according to the schedule set forth below, then the Available Construction Proceeds and the Gross Proceeds of the Bonds used to pay costs of issuance of the Bonds will not be subject to the Rebate Requirement. The applicable schedule of expenditures is as follows:

- (i) 10% within 6 months of the date hereof (the “first spending period”),
- (ii) 45% within 1 year of the date hereof (the “second spending period”),
- (iii) 75% within 18 months of the date hereof (the “third spending period”), and
- (iv) 100% within 2 years of the date hereof (the “fourth spending period”).

If 95% of the Available Construction Proceeds are spent within 24 months and the extra 5% is needed as a Reasonable Retainage and such amount is spent within three years of the date hereof, the above schedule will be treated as met. For the first three spending periods described above, Available Construction Proceeds include the amount of future earnings that the City reasonably expected as of the issue date. For the fourth spending period described above,

Available Construction Proceeds include the actual earnings received. Earnings that accrue after the end of the 2-year spending period are not part of the Available Construction Proceeds for purposes of this 5% limitation, but are part of Available Construction Proceeds for all other purposes of this subsection. The governmental purposes of the Bonds include payments of interest on but not payments of principal of the Bonds and payments of principal of and interest on other obligations of the City, which interest either (i) accrues on such other obligations during a one-year period including the issue date, (ii) is a capital expenditure as defined in Regulation Section 1.150-1(b), or (iii) is a working capital expenditure as defined in Regulation Section 1.150-1(b).

If the requirements of this two-year exception are not met, the Rebate Requirement is to be calculated as otherwise described in this Exhibit B as of the date of issuance. In the event the Bonds satisfy all requirements necessary to qualify for the exemption from the Rebate Requirement described in this subsection, the City may nevertheless subsequently elect to disregard the available exemption from the Rebate Requirement with respect to the Bonds.

There are several elections which may be made as of the date of issuance with respect to these rules. Such elections are set forth in Section 16 of the Tax Certificate.

With respect to amounts on deposit in the Reserve Fund, the City understands it must in all cases comply with the Rebate Requirement for the period following the end of the two-year period (or earlier if the Project is substantially completed before such date).

B.12. 18-Month Rebate Exception. Notwithstanding anything in this Exhibit B to the contrary, if (i) the Gross Proceeds of the Bonds are allocated to expenditures for a governmental purpose of the Bonds within 18 months of the date hereof in accordance with the schedule set forth below, (ii) the Rebate Requirement is met for all amounts not required to be spent in accordance with the 18-month expenditure schedule (as set forth in Regulation Section 1.148-7(c)(3)) (other than earnings on a bona fide debt service fund) and (iii) all of the Gross Proceeds of the Bonds (as defined in Regulation Section 1.148-7(d)(3)(i)) qualify for the initial temporary period under Regulation Section 1.148-2(e)(2), then the Gross Proceeds of the Bonds will not be subject to the Rebate Requirement. The applicable schedule of expenditures is as follows:

- (i) 15% within 6 months of the date hereof (the “first spending period”),
- (ii) 60% within 12 months of the date hereof (the “second spending period”), and
- (iii) 100% within 18 months of the date hereof (the “third spending period”).

The Bonds will not fail to satisfy the spending requirement for the third spending period as a result of a Reasonable retainage if the Reasonable Retainage is allocated to expenditures within 30 months of the date hereof. For purposes of this rebate exception, Reasonable

Retainage refers to the end of the 18-month period, rather than the 24-month period. For purposes of determining compliance with the first two spending periods set forth above, the amount of investment proceeds included in Gross Proceeds of the Bonds is determined based on the City's reasonable expectations on the date hereof.

The 18-month rebate exception may not be available for any portion of the Bonds that is treated as meeting the 2-year construction rebate exception described in subsection B.11 above.

EXHIBIT C
ALLOCATION AND ACCOUNTING RULES

C.1. General Rule. The City may use any reasonable, consistently applied accounting method to account for Gross Proceeds, investments and expenditures of the issue. An accounting method is “consistently applied” if it is applied uniformly within a Fiscal Period (as defined below) and between Fiscal Periods to account for Gross Proceeds of an issue and any amounts that are in a Commingled Fund.

C.2. Allocations of Gross Proceeds to an Issue. Amounts are allocable to only one issue at a time as Gross Proceeds. Amounts cease to be allocated to the issue as Proceeds only when those amounts (i) are allocated to an expenditure for a governmental purpose; (ii) are allocated to Transferred Proceeds of another issue of obligations; or (iii) cease to be allocated to that issue at retirement of the issue or under the Universal Cap.

C.3. Allocation of Gross Proceeds to Investments. Upon the purchase or sale of a Nonpurpose Investment, Gross Proceeds of the issue are not allocated to a payment for that Nonpurpose Investment in an amount greater than, or to a receipt from that Nonpurpose Investment in an amount less than, the fair market value of the Nonpurpose Investment as of the purchase or sale date. The fair market value of a Nonpurpose Investment is adjusted to take into account Qualified Administrative Costs allocable to the investment. Thus, Qualified Administrative Costs increase the payments for, or decrease the receipts from, a Nonpurpose Investment.

C.4. Allocation of Gross Proceeds to Expenditures. Reasonable accounting methods for allocating funds from different sources to expenditures for the same governmental purpose include a “specific tracing” method, a “gross-proceeds-spent-first” method, a “first-in-first-out” method or a ratable allocation method, so long as the method used is consistently applied. An allocation of Gross Proceeds of an issue to an expenditure must involve a current outlay of cash for a governmental purpose of the issue. A current outlay of cash means an outlay reasonably expected to occur not later than five banking days after the date as of which the allocation of Gross Proceeds to the expenditure is made.

C.5. Commingled Funds. All Payments and Receipts (including deemed Payments and Receipts) on investments held by a Commingled Fund must be allocated (but not necessarily distributed) among each different source of funds invested in the Commingled Fund in accordance with a consistently applied, reasonable ratable allocation method. Reasonable ratable allocation methods include, without limitation, methods that allocate Payments and Receipts in proportion to either (i) the average daily balances of the amounts in the Commingled Fund from each different source of funds during any consistent time period within its fiscal year, but at least quarterly (the “Fiscal Period”); or (ii) the average of the beginning and ending balances of the amounts in the Commingled Fund from each different source of funds for a Fiscal Period that does not exceed one month.

Funds invested in the Commingled Fund may be allocated directly to expenditures for governmental purposes pursuant to a reasonable consistently applied accounting method. If a ratable allocation method is used to allocate expenditures from the Commingled Fund, the same ratable allocation method must be used to allocate Payments and Receipts on investments in the Commingled Fund.

Generally a Commingled Fund must treat all its investments as if sold at fair market value either on the last day of the fiscal year or on the last day of each Fiscal Period. The net gains or losses from these deemed sales of investments must be allocated to each different source of funds invested in the Commingled Fund during the period since the last allocation. This mark-to-market requirement does not apply if (i) the remaining weighted average maturity of all investments held by a Commingled Fund during a particular fiscal year does not exceed 18 months, and the investments held by the Commingled Fund during that fiscal year consist exclusively of obligations; or (ii) the Commingled Fund operated exclusively as a reserve fund, sinking fund or replacement fund for two or more issues of the same issuer. Subject to the Universal Cap limitation, and the principle that amounts are allocable to only one issue at a time as Gross Proceeds, investments held by a Commingled Fund that serves as a common reserve fund, replacement fund or sinking fund must be allocated ratably among the issues served by the Commingled Fund in proportion to either (i) the relative values of the bonds of those issues; (ii) the relative amounts of the remaining maximum annual debt service requirements on the outstanding principal amounts of those issues; or (iii) the relative original stated principal amounts of the outstanding issues.

C.6. Universal Cap. Amounts that would otherwise be Gross Proceeds allocable to an issue are allocated (and remain allocated) to the issue only to the extent that the Value of the Nonpurpose Investments allocable to those Gross Proceeds does not exceed the Value of all outstanding bonds of the issue. Nonpurpose Investments allocated to Gross Proceeds in a bona fide debt service fund for an issue are not taken into account in determining the Value of the Nonpurpose Investments, and those Nonpurpose Investments remain allocated to the issue. To the extent that the Value of the Nonpurpose Investments allocable to the Gross Proceeds of the issue exceed the value of all outstanding bonds of that issue, an issuer should seek the advice of Bond Counsel for the procedures necessary to comply with the Universal Cap.

C.7. Expenditure for Working Capital Purposes. Subject to certain exceptions, the Proceeds of an issue may only be allocated to “working capital expenditures” as of any date to the extent that those expenditures exceed “available amounts” as of that date (i.e., “proceeds-spent-last”).

For purposes of this section, “working capital expenditures” include all expenditures other than “capital expenditures.” “Capital expenditures” are costs of a type properly chargeable (or chargeable upon proper election) to a capital account under general federal income tax principles. Such costs include, for example, costs incurred to acquire, construct, or improve land, buildings and equipment having a reasonably expected useful life in excess of one year. Thus, working capital expenditures include, among other things, expenditures for current operating expenses and debt service.

For purposes of this Exhibit, “available amount” means any amount that is available to an issuer for working capital expenditure purposes of the type financed by the issue. Available amount excludes Proceeds of the issuance but includes cash, investments and other amounts held in accounts or otherwise by an issuer for working capital expenditures of the type being financed by the issue without legislative or judicial action and without a legislative, judicial, or contractual requirement that those amounts be reimbursed. Notwithstanding the preceding sentence, a “reasonable working capital reserve” is treated as unavailable. A working capital reserve is reasonable if it does not exceed 5% of the actual working capital expenditures of an issuer in the fiscal year before the year in which the determination of available amounts is made. For purpose of the preceding sentence only, in determining the working capital expenditures of an issuer for a prior fiscal year, any expenditures (whether capital or working capital expenditures) that are paid out of current revenues may be treated as working capital expenditures.

The proceeds-spent-last requirement does not apply to expenditures to pay (i) any Qualified Administrative Costs; (ii) fees for qualified guarantees of the issue or payments for a qualified hedge for the issue; (iii) interest on the issue for a period commencing on the issue date and ending on the date that is the later of three years from the issue date or one year after the date on which the financed project is placed in service; (iv) to the United States for Yield reduction payments (including rebate payments) or penalties for the failure to meet the spend down requirements associated with certain spending exceptions to the Rebate Requirement; (v) costs, other than those described in (i) through (iv) above, that do not exceed 5% of the Sale Proceeds of an issue and that are directly related to capital expenditures financed by the issue (e.g., initial operating expenses for a new capital project); (vi) principal or interest on an issue paid from unexpected excess sale or investment proceeds; (vii) principal or interest on an issue paid from investment earnings on a Reserve or Replacement Fund that are deposited in a bona fide debt service fund; and (viii) principal, interest, or redemption premium on a prior issue and, for a crossover refunding issue, interest on that issue. Notwithstanding the preceding paragraph, the exceptions described above do not apply if the allocation merely substitutes Gross Proceeds for other amounts that would have been used to make those expenditures in a manner that gives rise to Replacement Proceeds.

C.8. Prohibited Investments and Dispositions. Upon the purchase or sale of a Nonpurpose Investment, Gross Proceeds of an issue are not allocated to a Payment for that Nonpurpose Investment in an amount greater than, or to a Receipt from that Nonpurpose Investment in an amount less than, the fair market value of the Nonpurpose Investment as of the purchase or sale date. The fair market value of a Nonpurpose Investment is adjusted to take into account Qualified Administrative Costs allocable to the investment. Thus, Qualified Administrative Costs increase the Payments for, or decrease the Receipt from, a Nonpurpose Investment.

C.9. Valuation of Investments - Fair Market Value. The fair market value of an investment is the price at which a willing buyer would purchase the investment from a willing seller in a bona fide arm’s-length transaction. Fair market value generally is determined on the date on which a contract to purchase or sell the Nonpurpose Investment becomes binding (i.e., the trade date rather than the settlement date). An investment that is not of a type traded on an

established securities market, within the meaning of Section 1273 of the Code, is rebuttably presumed to be acquired or disposed of for a price that is not equal to its fair market value. The fair market value of a United States Treasury obligation that is purchased directly from the United States Treasury is its purchase price.

C.10. Certificates of Deposit. A certificate of deposit that has a fixed interest rate, a fixed payment schedule, and a substantial penalty for early withdrawal shall be treated as purchased at its fair market value if the Yield on the certificate of deposit is not less than (i) the Yield on reasonably comparable direct obligations of the United States; and (ii) the highest Yield that is published or posted by the provider to be currently available from the provider on reasonably comparable certificates of deposit offered to the public.

C.11. Guaranteed Investment Contracts. The purchase price of a guaranteed investment contract is treated as its fair market value on the purchase date if (i) the City makes a bona fide solicitation for a specified guaranteed investment contract and receives at least three bona fide bids from providers that have no material financial interest in the issue (e.g., underwriters or brokers); (ii) the City purchases the highest-yielding guaranteed investment contract for which a qualifying bid is made (determined net of broker's fees); (iii) the Yield on the guaranteed investment contract (determined net of broker's fees) is not less than the Yield then available from the provider on reasonably comparable guaranteed investment contracts, if any, offered to other persons from a source of funds other than Gross Proceeds of Tax-Exempt Obligations; (iv) the determination of the terms of the guaranteed investment contract takes into account as a significant factor the City's reasonably expected drawdown schedule for the amounts to be invested, exclusive of amounts deposited in debt service funds and reasonably Required Reserve or Replacement Funds; (v) the terms of the guaranteed investment contract, including collateral security requirements, are reasonable; and (vi) the obligor on the guaranteed investment contract certifies the administrative costs that it is paying (or expects to pay) to third parties in connection with the guaranteed investment contract.

C.12. Recordkeeping Requirement. To evidence the fair market value of a guaranteed investment contract, the City must retain the following records with the bond documents until three years after the last outstanding Bond is redeemed:

- (i) a copy of the investment contract;
- (ii) the receipt or other record of the amount actually paid by the City for the guaranteed investment contract, including a record of any administrative costs paid by the City;
- (iii) for each bid that is submitted, the name of the person and entity submitting the bid, the time and date of the bid, and the bid results; and
- (iv) the bid solicitation form and, if the terms of the purchase agreement or guaranteed investment contract deviated from the bid solicitation form or a submitted bid is modified, a brief statement explaining the deviation and stating the purpose for the deviation.

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Information Return for Tax-Exempt Governmental Obligations

► Under Internal Revenue Code section 149(e)
 ► See separate instructions.

OMB No. 1545-0720

Caution: If the issue price is under \$100,000, use Form 8038-GC.

Part I Reporting Authority		If Amended Return, check here ► <input checked="" type="checkbox"/> <input type="checkbox"/>	
1 Issuer's name City of Grand Junction, Colorado		2 Issuer's employer identification number (EIN) 84-6000592	
3a Name of person (other than issuer) with whom the IRS may communicate about this return (see instructions)		3b Telephone number of other person shown on 3a	
4 Number and street (or P.O. box if mail is not delivered to street address) 250 North 5th Street	Room/suite	5 Report number (For IRS Use Only) 3	
6 City, town, or post office, state, and ZIP code Grand Junction, Colorado 81501		7 Date of Issue December 21, 2017	
8 Name of Issue Downtown Development Authority, Tax Increment Revenue Bonds, Series 2017		9 CUSIP number N/A	
10a Name and title of officer or other employee of the issuer whom the IRS may call for more information (see instructions) Jodi Romero, Finance Director		10b Telephone number of officer or other employee shown on 10a (970) 244-1516	

Part II Type of Issue (enter the issue price). See the instructions and attach schedule.			
11 Education		11	
12 Health and hospital		12	
13 Transportation		13	
14 Public safety		14	
15 Environment (including sewage bonds)		15	
16 Housing		16	
17 Utilities		17	
18 Other. Describe ► Refunding of 2012A Bonds; miscellaneous capital improvements		18	\$9,120,000 00
19 If obligations are TANs or RANs, check only box 19a	► <input type="checkbox"/>		
If obligations are BANs, check only box 19b	► <input type="checkbox"/>		
20 If obligations are in the form of a lease or installment sale, check box	► <input type="checkbox"/>		

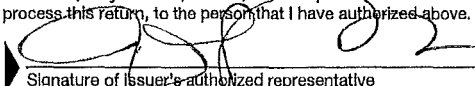
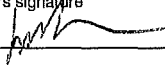
Part III Description of Obligations. Complete for the entire issue for which this form is being filed.					
	(a) Final maturity date	(b) Issue price	(c) Stated redemption price at maturity	(d) Weighted average maturity	(e) Yield
21	12/15/2032	\$ 9,120,000	\$ 9,120,000	6.860 years	3.3600 %

Part IV Uses of Proceeds of Bond Issue (including underwriters' discount)					
22	Proceeds used for accrued interest	22	\$0	00	
23	Issue price of entire issue (enter amount from line 21, column (b))	23	\$9,120,000	00	
24	Proceeds used for bond issuance costs (including underwriters' discount)	24	\$52,500	00	
25	Proceeds used for credit enhancement	25	\$0	00	
26	Proceeds allocated to reasonably required reserve or replacement fund	26	\$719,500	00	
27	Proceeds used to currently refund prior issues	27	\$3,938,225	92	
28	Proceeds used to advance refund prior issues	28	\$0	00	
29	Total (add lines 24 through 28)	29	\$4,710,225	92	
30	Nonrefunding proceeds of the issue (subtract line 29 from line 23 and enter amount here)	30	\$4,409,774	08	

Part V Description of Refunded Bonds. Complete this part only for refunding bonds.	
31 Enter the remaining weighted average maturity of the bonds to be currently refunded	► 3.077 years
32 Enter the remaining weighted average maturity of the bonds to be advance refunded	► N/A years
33 Enter the last date on which the refunded bonds will be called (MM/DD/YYYY)	► 12/21/2017
34 Enter the date(s) the refunded bonds were issued ► (MM/DD/YYYY)	12/17/2012

Part VI Miscellaneous

35	Enter the amount of the state volume cap allocated to the issue under section 141(b)(5)	\$0	00
36a	Enter the amount of gross proceeds invested or to be invested in a guaranteed investment contract (GIC) (see instructions)	\$0	00
	b Enter the final maturity date of the GIC ▶ _____		
	c Enter the name of the GIC provider ▶ _____		
37	Pooled financings: Enter the amount of the proceeds of this issue that are to be used to make loans to other governmental units	\$0	00
38a	If this issue is a loan made from the proceeds of another tax-exempt issue, check box <input type="checkbox"/> and enter the following information:		
	b Enter the date of the master pool obligation ▶ _____		
	c Enter the EIN of the issuer of the master pool obligation ▶ _____		
	d Enter the name of the issuer of the master pool obligation ▶ _____		
39	If the issuer has designated the issue under section 265(b)(3)(B)(i)(III) (small issuer exception), check box		<input checked="" type="checkbox"/>
40	If the issuer has elected to pay a penalty in lieu of arbitrage rebate, check box		<input type="checkbox"/>
41a	If the issuer has identified a hedge, check here <input type="checkbox"/> and enter the following information:		
	b Name of hedge provider ▶ _____		
	c Type of hedge ▶ _____		
	d Term of hedge ▶ _____		
42	If the issuer has superintegrated the hedge, check box		<input type="checkbox"/>
43	If the issuer has established written procedures to ensure that all nonqualified bonds of this issue are remediated according to the requirements under the Code and Regulations (see Instructions), check box		<input checked="" type="checkbox"/>
44	If the issuer has established written procedures to monitor the requirements of section 148, check box		<input checked="" type="checkbox"/>
45a	If some portion of the proceeds was used to reimburse expenditures, check here <input type="checkbox"/> and enter the amount of reimbursement ▶ _____		
	b Enter the date the official intent was adopted ▶ _____		

Signature and Consent	Under penalties of perjury, I declare that I have examined this return and accompanying schedules and statements, and to the best of my knowledge and belief, they are true, correct, and complete. I further declare that I consent to the IRS's disclosure of the Issuer's return information, as necessary to process this return, to the person that I have authorized above.			
	 Signature of issuer's authorized representative	December 21, 2017 Date	Jodi Romero, Finance Director Type or print name and title	
Paid Preparer Use Only	Print/Type preparer's name	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed PTIN
	James P. Lane		12/21/17	<input type="checkbox"/> P01064882
	Firm's name ▶ Sherman & Howard L.L.C.	Firm's EIN ▶	84-0420314	
Firm's address ▶ 633 Seventeenth Street, Suite 3000	Phone no.	(303) 297-2900		

SHERMAN & HOWARD

633 Seventeenth Street, Suite 3000, Denver, CO 80202-3622
Telephone: 303.297.2900 Fax: 303.298.0940 www.shermanhoward.com

David K. Lucas
Direct Dial: (303) 299-8134
e-mail: dlucas@shermanhoward.com

January 19, 2018

Internal Revenue Service Center
Ogden Campus
1973 North Rulon White Blvd.
Ogden, UT 84404

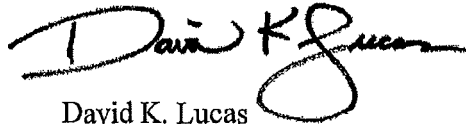
Re: **City of Grand Junction, Colorado Downtown Development Authority Tax Increment
Revenue and Refunding Bonds, Series 2017**

Ladies and Gentlemen:

I have enclosed an amended, original of the Information Return for Tax-Exempt Governmental Obligations, Form 8038-G, relating to the above-referenced bond issue. The original filing did not contain the signature of the paid preparer. No other changes to the original filing were made.

If you have any questions, please do not hesitate to call.

Sincerely,


David K. Lucas

Enclosures
VIA FEDERAL EXPRESS

Our records indicate that the following shipment has been delivered:

Reference: 01.502011 (001732.039) 1557
Ship date: Jan 19, 2018
Signed for by: J.JUSTICE
Delivery location: Ogden, UT
Delivered to: Shipping/Receiving
Delivery date: Mon, 1/22/2018 9:37 am
Service type: FedEx Priority Overnight
Packaging type: FedEx Envelope
Number of pieces: 1
Weight: 0.50 lb.
Special handling/Services: Deliver Weekday
Standard transit: 1/22/2018 by 10:30 am

Tracking number: 771264063713

Shipper Information	Recipient Information
David Lucas	Odgen Campus
Sherman & Howard LLC	Internal Revenue Service Center
633 17th Street	1973 N. Rulon White Blvd.
Suite 3000	Ogden
Denver	UT
CO	US
US	84404
80202	

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WAIVER AND CONSENT

The undersigned, a duly authorized officer of ANB Bank (the "Lender"), hereby represents and agrees as follows:

1. The Lender is the holder and owner of 100% of the outstanding aggregate principal amount of the "City of Grand Junction, Colorado, Downtown Development Authority, Tax-Exempt Tax Increment Revenue Bonds, Series 2012A" (the "Refunded Bonds").

2. The Refunded Bonds were issued pursuant to a Bond Ordinance adopted by the City Council of the City of Grand Junction, Colorado (the "City") on November 7, 2012 (the "Bond Ordinance"), and certain terms of the Refunded Bonds were fixed and determined pursuant to a Sale Certificate dated December 6, 2012 (the "Sale Certificate"), executed by the Finance Director of the City.

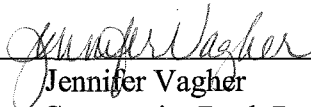
3. The Lender acknowledges that the Refunded Bonds are not, pursuant to the Bond Ordinance and the Sale Certificate, subject to optional redemption prior to their stated maturity.

4. The Lender hereby consents and agrees to waive the call protection provided by the Bond Ordinance and the Sale Certificate with respect to the Refunded Bonds, waive any and all notice or notice period required or implied by the Bond Ordinance and the Sale Certificate with respect to a payoff of the Refunded Bonds, and permit the Refunded Bonds to be paid and cancelled in full prior to their stated maturity on December 21, 2017, with a portion of the net proceeds of the "City of Grand Junction, Colorado, Downtown Development Authority Tax Increment Revenue and Refunding Bonds, Series 2017 (the "Refunding Bonds") being issued on the date hereof. The Lender agrees that the payoff amount for the Refunded Bonds as of December 21, 2017 is \$3,938,225.92.

5. On the date hereof, the Lender is purchasing 100% of the aggregate principal amount of the Refunding Bonds.

DATED: December 21, 2017.

ANB BANK

By: 
Jennifer Vagher
Community Bank President

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LENDER LETTER

\$9,120,000

**City of Grand Junction, Colorado
Downtown Development Authority
Tax Increment Revenue and Refunding Bonds, Series 2017**

The undersigned, a duly authorized officer of ANB Bank (the "Lender"), in connection with the issuance of the above-captioned bonds (the "Bonds"), hereby certifies as follows. All capitalized terms used and not otherwise defined herein shall have the meanings given to such terms in the Loan Agreement dated December 21, 2017 (the "Loan Agreement"), between the City of Grand Junction, Colorado (the "City") and the Lender.

1. The Lender has received an executed copy of Ordinance No. 4772 adopted by the City Council of the City on November 2, 2017, the related Sale Certificate dated December 21, 2017, executed by the Finance Director of the City, and the Loan Agreement (collectively, the "Financing Documents").

2. The Lender has received the Bonds in the aggregate principal amount of \$9,120,000. The Lender has made a loan in exchange for the Bonds for the price of 100% of the principal amount thereof.

3. The funding of the Reserve Account in the amount of the Reserve Account Requirement was a condition precedent to the Lender's loan made in exchange for the Bonds and the Lender's making of the Loan.

4. The Lender has sufficient knowledge, experience and expertise in financial and business matters, including the lending of moneys to governmental entities, the purchase and ownership of municipal bonds and other obligations to be able to evaluate the risks and merits of its loan made in exchange for the Bonds, and the Lender is able to bear the economic and financial risks represented by the Bonds.

5. The Lender acknowledges and understands that the repayment of the Bonds is subject to risk, and represents that it is capable of suffering a loss of its Loan evidenced by the Bonds.

6. The Lender has the authority to make a loan in exchange for the Bonds and to execute this letter (this "Lender Letter") and any other instruments and documents required to be executed by the Lender in connection with the Bonds, including, without limitation, the Loan Agreement.

7. The undersigned is a duly appointed, qualified and acting representative of the Lender and is authorized to cause the Lender to make the agreements, representations,

certifications and acknowledgements contained herein by execution of this Lender Letter on behalf of the Lender.

8. The Lender is an accredited investor ("Accredited Investor") as defined in Rule 501 of Regulation D under the Securities Act of 1933, as amended (the "Securities Act") and a "qualified institutional buyer" ("QIB") as defined in rule 144A promulgated under the Securities Act.

9. The Lender understands that no official statement, prospectus, offering circular, or other offering statement is being provided with respect to the Bonds and has concluded that the receipt of any such offering document prior to the issuance of the Bonds is not necessary or required in order for the Lender to make an informed decision with respect to the Bonds. The Lender has made its own inquiry and analysis with respect to the City, the Bonds, the Loan, the security for the Bonds and the Loan, and other material factors affecting the security for and payment of the Bonds and the Loan. The Lender acknowledges that any information furnished to it by any party to the transaction does not purport to fully disclose all information material to its purchase of the Bonds and its making of the Loan.

10. The Lender acknowledges that it has either been supplied with or been given access to information, including financial statements, and other financial information regarding the City, and has been afforded a full opportunity to ask questions and receive answers from knowledgeable individuals concerning the City, the Bonds, the Loan, the security for the Bonds and the Loan, and the risks related to the Bonds and the Loan as it has deemed necessary in connection with its decision to purchase the Bonds and to make the Loan. None of the City, its counsel or other advisors, or any other entity has refused to disclose any information that the Lender requested or that the Lender deems necessary or appropriate to its decision to purchase the Bonds and make the Loan. The forgoing certification does not cover any intentional misrepresentation or omission on behalf of the City.

11. In connection with its purchase of the Bonds and its making of the Loan, the Lender has been represented by its own legal counsel and has not relied upon any representations or opinions made by any of the City or its counsel relating to the legal or financial consequences or other aspects of the Bonds and the Loan, except the legal opinions of bond counsel, the reliance letter addressed to the Lender, and the representations of the City and the City Attorney (or a deputy thereof) contained in the closing certificates of the City delivered in connection with the initial delivery of the Bonds, upon which the Lender has relied, nor has it looked to, or expected, the City or its agents or advisors to undertake or require any credit investigation or due diligence review relating to the merits or risks of the transaction, the financial condition of the City, or the adequacy of any assessments for the repayment of the Bonds and the Loan.

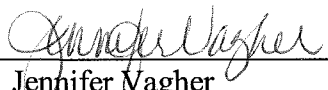
12. The Lender understands that the Bonds (i) are not registered under the 1933 Act and are not registered or otherwise qualified for sale under the "Blue Sky" laws and regulations of any state, (ii) are not listed on any stock or other securities exchange, (iii) will carry no rating from any credit rating agency and (iv) will not be readily marketable.

13. The Lender represents that it is making the loan in exchange for the Bonds for its own loan account with the present intent of holding it for investment and not with a present view toward resale or other distribution of the Bonds or any part thereof; provided, however, that the Lender reserves the right to sell, transfer or redistribute the Bonds. The Lender has not contracted with any person pursuant to a written agreement to have such person participate in any sale of the Bonds and the Purchaser has not agreed with the City pursuant to a written agreement to sell the Bonds to persons other than the Lender or a related party to the Lender.

14. The Lender acknowledges that the City and others will rely upon the truth and accuracy of the agreements, representations, certifications and acknowledgements contained herein and that all such agreements, representations, certifications and acknowledgements shall survive the execution of this Lender Letter and the issuance and delivery of the Bonds by the City and delivery to the Lender of the Financing Documents.

IN WITNESS WHEREOF, the undersigned has duly executed this Lender Letter on behalf of the Lender as of December 21, 2017.

ANB BANK

By: 

Jennifer Vagher
Community Bank President

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CERTIFICATE OF MUNICIPAL ADVISOR

The undersigned, on behalf of Ehlers, Inc. (the "Municipal Advisor"), as the Municipal Advisor to the City of Grand Junction, Colorado (the "City"), hereby certifies as follows.

1. The City has issued its "City of Grand Junction, Colorado, Tax Increment Revenue and Refunding Bonds, Series 2017" on the date hereof in the aggregate principal amount of \$9,120,000 (the "Bonds").


2. The information stated in Lines 21(d) and 21(e) and Line 31 of the Form 8038-G - Information Return for Tax-Exempt Governmental Obligations prepared by the City in connection with the Bonds is correct.

3. The undersigned understands that this Certificate will be relied upon by Sherman & Howard L.L.C. in rendering its opinion that the interest paid on the Bonds is excludible from the gross income of the recipients thereof for purposes of federal taxation under existing laws, regulations, rulings and judicial decisions; provided however, that nothing herein represents our interpretation of any laws, and in particular, regulations under section 148 of the Internal Revenue Code.

IN WITNESS WHEREOF, the undersigned has set his hand as of the date set forth below.

Dated: December 21, 2017.

EHLERS, INC.,
as Municipal Advisor

By: 
Matthew Dempsey

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SHERMAN & HOWARD

633 Seventeenth Street, Suite 3000, Denver, CO 80202-3622
Telephone: 303.297.2900 Fax: 303.298.0940 www.shermanhoward.com

December 21, 2017

City of Grand Junction, Colorado
250 North 5th Street
Grand Junction, Colorado 81501

\$9,120,000
City of Grand Junction, Colorado
Downtown Development Authority
Tax Increment Revenue and Refunding Bonds, Series 2017

Ladies and Gentlemen:

We have acted as bond counsel to the City of Grand Junction, Colorado (the "City"), in connection with its issuance of the above-captioned bonds (the "Bonds") pursuant to an authorizing ordinance of the City Council of the City adopted on November 1, 2017 (the "Bond Ordinance"). In such capacity, we have examined the City's certified proceedings and such other documents and such law of the State of Colorado and of the United States of America as we have deemed necessary to render this opinion letter. Capitalized terms not otherwise defined herein shall have the meanings ascribed to them by the Bond Ordinance or the 2017 Loan Agreement (as defined in the Bond Ordinance).

Regarding questions of fact material to our opinions, we have relied upon the City's certified proceedings and other representations and certifications of public officials and others furnished to us without undertaking to verify the same by independent investigation.

Based upon such examination, it is our opinion as bond counsel that:

1. The Bonds are valid and binding, special, limited obligations of the City payable solely from the Pledged Revenues and from funds and accounts pledged therefor under the Bond Ordinance and the 2017 Loan Agreement.
2. The Bond Ordinance constitutes a valid and binding obligation of the City.
3. The 2017 Loan Agreement has been duly authorized by the City, duly executed and delivered by authorized officers of the City and (assuming valid authorization, execution and delivery by the other party thereto) constitutes a valid and binding obligation of the City enforceable against the City in accordance with its terms, except as may be limited by insolvency, bankruptcy, reorganization, moratorium or other laws affecting the enforcement of

creditors' rights and remedies generally or against municipal corporations such as the City from time to time in effect and by the application of general principles of equity.

4. The Bond Ordinance creates a valid lien on the Pledged Revenues pledged therein for the security of the Bonds on a parity with any TIF Parity Indebtedness hereafter issued and senior to any TIF Subordinate Indebtedness hereafter issued. Except as described in this paragraph, we express no opinion regarding the priority of the lien on the Pledged Revenues or on the funds and accounts created by the Bond Ordinance.

5. Interest on the Bonds is excluded from gross income under federal income tax laws pursuant to Section 103 of the Internal Revenue Code of 1986, as amended to the date hereof (the "Tax Code"), and interest on the Bonds is excluded from alternative minimum taxable income as defined in Section 55(b)(2) of the Tax Code except that such interest is required to be included in calculating the adjusted current earnings adjustment applicable to corporations for purposes of computing the alternative minimum taxable income of corporations. The opinions expressed in this paragraph assume continuous compliance with the covenants and representations contained in the City's certified proceedings and in certain other documents and certain other certifications furnished to us.

6. Under laws of the State of Colorado in effect as of the date hereof, interest on the Bonds is exempt from taxation by the State of Colorado, except for inheritance, estate and transfer taxes.

The opinions expressed in this opinion letter are subject to the following:

In this opinion letter issued in our capacity as bond counsel, we are opining only upon those matters set forth herein, and we are not passing upon the accuracy, adequacy or completeness of any statements made in connection with any offer or sale of the Bonds or upon any federal or state tax consequences arising from the receipt or accrual of interest on or the ownership or disposition of the Bonds, except those specifically addressed herein.

No opinion is rendered herein as to the enforceability of (i) that portion of Section 9.10 of the Loan Agreement which purports to waive the right of the City to trial by jury; and (ii) and any provision of the Loan Agreement which is qualified by the phrase "to the extent permitted by law" or words of similar import.

This opinion letter is issued as of the date hereof and we assume no obligation to revise or supplement this opinion letter to reflect any facts or circumstances that may hereafter come to our attention or any changes in law that may hereafter occur.

Respectfully submitted,

Sherman & Howard L.L.C.

SHERMAN & HOWARD

633 Seventeenth Street, Suite 3000, Denver, CO 80202-3622
Telephone: 303.297.2900 Fax: 303.298.0940 www.shermanhoward.com

December 21, 2017

ANB Bank
3033 East First Avenue, Suite 300
Denver, Colorado 80206

\$9,120,000
City of Grand Junction, Colorado
Downtown Development Authority
Tax Increment Revenue and Refunding Bonds, Series 2017

Ladies and Gentlemen:

We have acted as bond counsel to the City of Grand Junction, Colorado (the "City") in connection with its issuance of the above-captioned bonds (the "Bonds") and have today delivered to you a copy of our executed approving bond opinion dated the date hereof and addressed to the City. You are hereby authorized to rely on the legal conclusions expressed in that opinion in your capacity as the initial purchaser of the Bonds.

We assume no obligation to advise you of any changes in the above-described opinion subsequent to the delivery hereof. This letter is furnished to you solely for your information and benefit in connection with the City's initial offering and sale of the Bonds and may not be relied upon by you for any other purpose or relied upon by any other party without the prior written consent of this firm.

In connection with the issuance of the Bonds, we have represented the City, which is our sole client in this transaction. Delivery of this letter to you does not establish an attorney-client relationship between you and this firm.

Very truly yours,

Sherman & Howard LLC

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Closing and Post Sale Report

\$9,120,000 City of Grand Junction, Colorado, Downtown
Development Authority Tax Increment Revenue and Refunding
Bonds, Series 2017

Dated: December 21, 2017

Closing and Post Sale Report

TO: Jodi Romero, Finance Director
Jay Valentine, Deputy Finance Director
John Shaver, City Attorney
Dave Lucas, Sherman & Howard
Erich Kennedy, Dinsmore & Shohl L.L.P.
Jennifer Vagher, ANB Bank

FROM: Matt Dempsey / Jim Mann / Peter Curtin

DATE: December 19, 2017

SUBJECT: \$9,120,000 City of Grand Junction, Colorado, Downtown Development Authority Tax Increment Revenue and Refunding Bonds, Series 2017 (the "Bonds")

Dated Date/Closing Date: December 21, 2017

Wire Instructions for the Purchaser

In connection with the above closing, proceeds will be wired by the purchaser, ANB Bank, as follows:

Wire Instructions	Amount Wired
ANK: ZB, NA DBA ZIONS BANK, ABA: 124 000 054, ACCT #: 080000219, ACCT NAME: COLORADO CORPORATE TRUST, REF: GJ DDA 2012, ATTN: STEPHANIE NICHOLLS 720-947-7476	<u>3,938,225.92</u>

Calculation of Available Funds

Par Amount of the Bonds	\$9,120,000.00
PURCHASE PRICE	\$9,120,000.00
NET AVAILABLE FUNDS	<u>\$9,120,000.00</u>

Distribution of Available Funds

	<u>Bond Proceeds</u>	<u>Total</u>
Deposit to Construction Fund		
Bond Proceeds	\$4,409,774.08	
Total Deposit to Construction Fund		\$4,409,774.08
Deposit to Debt Service Account		
Deposit to Debt Service Reserve Fund	719,500.00	
Total Deposit to Debt Service Account		719,500.00
Costs of Issuance ¹		
Ehlers (Municipal Advisor)	\$13,500.00	
Sherman & Howard (Bond Counsel)	28,000.00	
Dinsmore & Shohl L.L.P. (Bank Counsel)	10,000.00	
Bank Documentation	<u>1,000.00</u>	
Total Costs of Issuance		<u>52,500.00</u>
<u>TOTAL FUNDS RECEIVED BY ANB BANK</u>		<u>\$5,181,774.08</u>
Deposit to Current Refunding Fund		
Bond Proceeds	3,938,225.92	
Total Deposit to Current Refunding Fund		<u>3,938,225.92</u>
<u>TOTAL FUNDS RECEIVED BY THE ZIONS BANK FOR 2012 REFUNDING</u>		<u>3,938,225.92</u>
TOTAL DISTRIBUTION OF AVAILABLE FUNDS		<u>\$9,120,000.00</u>

¹ The City will receive invoices from each of the firms listed above. These invoices should be paid from Bond proceeds received for this issue and held by ANB Bank.

Debt Service Payments for the \$4,070,000 Tax-Exempt Tax Increment Revenue and Refunding Bonds, Series 2012A (The "2012A Bonds")

A portion of the net proceeds of the 2017 Bonds is to be used to provide funds for a current refunding of the 2018 - 2022 maturities of the 2012A Bonds on December 21, 2017. The total amount of the principal of the 2012A Bonds currently outstanding is \$3,935,000. As of December 21, 2017 the entire principal outstanding of the 2012A Bonds will have been paid in its entirety, and the City will have no further debt payments to be made on the 2012A Bonds.

Debt Service Payment Instructions

On a semi-annual basis the City will pay the interest on the Bonds, and on an annual basis will pay the principal coming due on the Bonds.

If you have any questions regarding the closing, the calculation and use of proceeds, or debt service payments, you can reach us at the following phone numbers or e-mails:

<u>Name</u>	<u>Phone</u>	<u>E-mail</u>
Matt Dempsey	(303) 802-2303	mdempsey@ehlers-inc.com
Jim Mann	(262) 796-6162	jmann@ehlers-inc.com
Peter Curtin	(262) 796-6187	pcurtin@ehlers-inc.com

Attachments:

- A. Sources and Uses
- B. Detailed Costs of Issuance
- C. Debt Service Comparison
- D. Principal & Interest Payment Schedule
- E. Summary of Issue Details/Continuing Disclosure Requirements

Attachment A

Downtown Development Authority of Grand Junction, Colorado

\$9,120,000 Tax Increment Revenue and Refunding Bonds, Series 2017

Issue Summary

Current Refunding of EDA Series 2012 Bonds & New Money

Total Issue Sources And Uses

Dated 12/21/2017 | Delivered 12/21/2017

	New Money	Current Ref 2012	Issue Summary
Sources Of Funds			
Par Amount of Bonds	\$5,160,989.27	\$3,959,010.73	\$9,120,000.00
Total Sources	\$5,160,989.27	\$3,959,010.73	\$9,120,000.00
Uses Of Funds			
Costs of Issuance	31,715.19	20,784.81	52,500.00
Deposit to Debt Service Reserve Fund (DSRF)	719,500.00	-	719,500.00
Deposit to Current Refunding Fund	-	3,938,225.92	3,938,225.92
Deposit to Project Fund	4,409,774.08	-	4,409,774.08
Total Uses	\$5,160,989.27	\$3,959,010.73	\$9,120,000.00



Attachment B

Downtown Development Authority of Grand Junction, Colorado

\$9,120,000 Tax Increment Revenue and Refunding Bonds, Series 2017

Issue Summary

Current Refunding of EDA Series 2012 Bonds & New Money

Detail Costs Of Issuance

Dated 12/21/2017 | Delivered 12/21/2017

COSTS OF ISSUANCE DETAIL

Financial Advisor	\$13,500.00
Bond Counsel	\$28,000.00
Bank Documentation Fee	\$1,000.00
Bank Counsel	\$10,000.00
TOTAL	\$52,500.00



EHLERS
LEADERS IN PUBLIC FINANCE

Attachment C

Downtown Development Authority of Grand Junction, Colorado

\$9,120,000 Tax Increment Revenue and Refunding Bonds, Series 2017

Issue Summary

Current Refunding of EDA Series 2012 Bonds & New Money

Debt Service Schedule

Date	Principal	Coupon	Interest	Total P+i	Fiscal Total
12/21/2017	-	-	-	-	-
06/15/2018	397,500.00	3.360%	148,108.80	545,608.80	-
12/15/2018	397,500.00	3.360%	146,538.00	544,038.00	1,089,646.80
06/15/2019	415,000.00	3.360%	139,860.00	554,860.00	-
12/15/2019	415,000.00	3.360%	132,888.00	547,888.00	1,102,748.00
06/15/2020	435,000.00	3.360%	125,916.00	560,916.00	-
12/15/2020	435,000.00	3.360%	118,608.00	553,608.00	1,114,524.00
06/15/2021	452,500.00	3.360%	111,300.00	563,800.00	-
12/15/2021	452,500.00	3.360%	103,698.00	556,198.00	1,119,998.00
06/15/2022	478,000.00	3.360%	96,096.00	574,096.00	-
12/15/2022	478,000.00	3.360%	88,065.60	566,065.60	1,140,161.60
06/15/2023	196,000.00	3.360%	80,035.20	276,035.20	-
12/15/2023	196,000.00	3.360%	76,742.40	272,742.40	548,777.60
06/15/2024	206,000.00	3.360%	73,449.60	279,449.60	-
12/15/2024	206,000.00	3.360%	69,988.80	275,988.80	555,438.40
06/15/2025	216,000.00	3.360%	66,528.00	282,528.00	-
12/15/2025	216,000.00	3.360%	62,899.20	278,899.20	561,427.20
06/15/2026	223,000.00	3.360%	59,270.40	282,270.40	-
12/15/2026	223,000.00	3.360%	55,524.00	278,524.00	560,794.40
06/15/2027	234,000.00	3.360%	51,777.60	285,777.60	-
12/15/2027	234,000.00	3.360%	47,846.40	281,846.40	567,624.00
06/15/2028	244,000.00	3.360%	43,915.20	287,915.20	-
12/15/2028	244,000.00	3.360%	39,816.00	283,816.00	571,731.20
06/15/2029	253,000.00	3.360%	35,716.80	288,716.80	-
12/15/2029	253,000.00	3.360%	31,466.40	284,466.40	573,183.20
06/15/2030	263,000.00	3.360%	27,216.00	290,216.00	-
12/15/2030	263,000.00	3.360%	22,797.60	285,797.60	576,013.60
06/15/2031	271,000.00	3.360%	18,379.20	289,379.20	-
12/15/2031	271,000.00	3.360%	13,826.40	284,826.40	574,205.60
06/15/2032	276,000.00	3.360%	9,273.60	285,273.60	-
12/15/2032	276,000.00	3.360%	4,636.80	280,636.80	565,910.40
Total	\$9,120,000.00	-	\$2,102,184.00	\$11,222,184.00	-

Yield Statistics

Bond Year Dollars	\$62,565.00
Average Life	6.860 Years
Average Coupon	3.3600000%
Net Interest Cost (NIC)	3.3600000%
True Interest Cost (TIC)	3.3600764%
Bond Yield for Arbitrage Purposes	3.3600764%
All Inclusive Cost (AIC)	3.4594460%

IRS Form 8038

Net Interest Cost	3.3600000%
Weighted Average Maturity	6.860 Years



EHLERS
LEADERS IN PUBLIC FINANCE

Attachment D

Downtown Development Authority of Grand Junction, Colorado

\$3,959,011 Tax Increment Revenue Bonds, Seires 2017

Current Ref 2012

Debt Service Comparison

Date	Total P+I	Net New D/S	Old Net D/S	Savings
12/15/2018	845,038.04	845,038.04	908,555.00	63,516.96
12/15/2019	858,008.40	858,008.40	911,380.00	53,371.60
12/15/2020	867,097.23	867,097.23	911,130.00	44,032.77
12/15/2021	871,496.76	871,496.76	907,665.00	36,168.24
12/15/2022	893,336.45	893,336.45	910,845.00	17,508.55
Total	\$4,334,976.88	\$4,334,976.88	\$4,549,575.00	\$214,598.12

PV Analysis Summary (Net to Net)

Net PV Cashflow Savings @ 3.360%(Bond Yield).....	169,357.02
Net Present Value Benefit	\$169,357.02
Net PV Benefit / \$4,128,377.36 PV Refunded Debt Service	4.102%
Net PV Benefit / \$3,935,000 Refunded Principal...	4.304%
Net PV Benefit / \$3,959,011 Refunding Principal..	4.278%

Refunding Bond Information

Refunding Dated Date	12/21/2017
Refunding Delivery Date	12/21/2017



Attachment E

1-800-552-1171 | www.ehlers-inc.com

Summary of Bond Details

City of Grand Junction Downtown Development Authority
\$9,120,000 Tax Increment Revenue and Refunding Bonds, Series 2017,
dated December 21, 2017

Credit Rating:	Non-Rated
Purchase Price:	\$9,120,000.00
True Interest Cost:	3.3600%
Purchaser:	ANB Bank, Denver, Colorado

Continuing Disclosure Requirements

Compliance with Continuing Disclosure Requirements

This issue of Bonds is not subject to any continuing disclosure requirements. However, the Authority will provide its annual audited financial statements upon request.

STATE OF COLORADO)
)
 COUNTY OF MESA) SS.
)
 GRAND JUNCTION DOWNTOWN)
 DEVELOPMENT AUTHORITY)

I, Brandon Stam, the duly chosen, qualified and acting Director to the Grand Junction Downtown Development Authority (the "Authority"), Mesa County, Colorado, do hereby certify that:

1. The foregoing pages are a true, perfect and complete copy of a resolution (the "Resolution") passed and adopted by the Board of Directors (the "Board") of the Authority at a regular meeting of the Board held at the regular meeting place of the Board on October 26, 2017.

2. The Resolution was duly moved and seconded, and the Resolution was finally adopted at the meeting of October 26, 2017, by an affirmative vote of a majority of the members of the Board as follows:

Boardmember	Voting "Aye"	Voting "Nay"	Absent	Abstaining
Duncan Rowley	x			
Jason Farrington	x			
Tom Lacroix		x		
Jodi Niernberg	x			
Phyllis Norris	x			
Doug Simons	x			
Dan Meyer		x		
Vance Wagner				x
Aaron Young	x			

3. The members of the Board were present at such meeting and voted on the passage of such Resolution as set forth above.

4. The Resolution was approved and authenticated by the signature of the Chair of the Board, sealed with the Authority seal, attested by the Secretary and recorded in the minutes of the Board.

5. There are no bylaws, rules or regulations of the Board which might prohibit the adoption of said Resolution.

6. Notice of the meeting of October 26, 2017 in the form attached hereto as Exhibit I was posted not less than 24 hours prior to the meeting in accordance with law.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the seal of the Authority this October 26, 2017.

(SEAL)

Brandon Star

Director to the Board of Directors of the Grand Junction Downtown Development Authority

EXHIBIT I



**Grand Junction Downtown Development Authority
Board of Directors Regular Meeting
Tuesday, October 17, 2017
7:30 a.m. to 8:15 a.m.
750 Main Street, Grand Junction, CO**

AGENDA

7:30 a.m. Call to Order

7:32 a.m. Approval of Minutes

- **Meeting of September 28,
2017**

7:33 a.m. Facade Grant-Charlie Dwellingtons

**7:38 a.m. Resolution for Consideration to Approve Financing for
Las Colonias Business Park and Two Rivers**

7:55 a.m. Vacant Board Seat Recommendation

8:00 a.m. Updates

- **AOTC Recap**
- **Blueprint 2.0: Creativity Lab**

8:07 a.m. Other Business

8:10 a.m. Public Comments

8:15 a.m. Adjourn

EXHIBIT I



Grand Junction Downtown Development Authority
Board of Directors Regular Meeting
Thursday, October 26, 2017
7:30 a.m. to 9:00 a.m.
750 Main Street, Grand Junction, CO

AGENDA

7:30 a.m. Call to Order

7:32 a.m. Approval of Minutes

- Meeting of October 17, 2017

7:35 a.m. New Board Member Introduction

7:40 a.m. Budget Discussion and Approval

8:05 a.m. Ratification of the action of the Oct 17th meeting
concerning the Resolution approving Loan Agreement

8:10 a.m. Downtown Police Update

8:35 a.m. Updates

- Street Improvements
- Parklet

8:50 a.m. Other Business

8:55 a.m. Public Comments

9:00 a.m. Adjourn

EXHIBITD

(Attach Form of 2018 Loan Agreement)

\$10,000,000
CITY OF GRAND JUNCTION, COLORADO
DOWNTOWN DEVELOPMENT AUTHORITY
TAX INCREMENT REVENUE BONDS, SERIES 2018

Bond Closing Index

Date and Time of Closing: May 24, 2018 – 9:00 a.m.

Place of Closing: Sherman & Howard L.L.C.
633 Seventeenth Street, Suite 3000
Denver, CO 80202

BASIC DOCUMENTS

1. Resolutions of Downtown Development Authority
2. Bond Ordinance
3. Amending Bond Ordinance
4. Sale Certificate
5. Loan Agreement

DOCUMENTS FURNISHED BY THE CITY AND AUTHORITY

6. City Omnibus Certificate
- Specimen Bond
7. Certificate of City and Authority concerning Authority, Tax Increments,
and Plan of Development
8. Plan of Development Amendment Materials
9. Affidavit of Publication of Public Hearing on Plan of Development
Amendment
10. Federal Tax Certificate
11. Form 8038-G

DOCUMENT FURNISHED BY PURCHASER

12. Lender Letter

DOCUMENT FURNISHED BY MUNICIPAL ADVISOR

13. Certificate of Municipal Advisor

MISCELLANEOUS DOCUMENTS

14. Opinion of Bond Counsel, together with Reliance Letter to Purchaser
15. Closing Memorandum

1

RESOLUTION NO. 2017-08

WHEREAS, the Grand Junction Downtown Development Authority (the "Authority") is a duly organized and existing downtown development authority under the Constitution and laws of the State of Colorado, including, particularly, Title 31, Article 25. Part 8, Colorado Revised Statutes, as amended; and

WHEREAS, the Board of Directors of the Authority (the "Board") has consulted with the City Council (the "Council") of the City of Grand Junction, Colorado (the "City"), and has requested that the City issue, pursuant to the hereinafter described Bond Ordinance and Loan Agreements: (i) its "City of Grand Junction, Colorado, Downtown Development Authority, Tax Increment Revenue and Refunding Bonds, Series 2017" (the "2017 Bonds") in the maximum aggregate principal amount of \$10,000,000; and (ii) its "City of Grand Junction, Colorado, Downtown Development Authority, Tax Increment Revenue Bonds, Series 2018" in the maximum aggregate principal amount of \$9,195,000 (the "2018 Bonds," and together with the 2017 Bonds, the "Bonds"); and

WHEREAS, the proceeds of the 2017 Bonds are to be used, together with other legally available moneys to: (i) pay and cancel the City's Downtown Development Authority Tax-Exempt Tax Increment Revenue Bonds, Series 2012A, originally issued and currently outstanding in the aggregate principal amount of \$4,070,000 (the "Refunding Project"); (ii) finance certain projects in the Plan of Development Area (as defined in the Council Resolution adopted December 16, 1981 approving the Authority's Plan of Development and establishing the Tax Increment Fund, as amended from time to time), such projects being described in the attached Exhibit A and being collectively referred to herein as the "Project;"(iii) fund a debt service reserve for the 2017 Bonds; and (iv) pay certain costs of issuing the 2017 Bonds; and

WHEREAS, the proceeds of the 2018 Bonds are to be used, together with other legally available moneys to: (i) finance that portion of the Project not otherwise financed by the 2017 Bonds; (ii) fund a debt service reserve fund for the 2018 Bonds; and (iii) pay certain costs of issuing the 2018 Bonds; and

WHEREAS, there has been filed with the Secretary to the Board: (i) a substantially final draft of the bond ordinance to be adopted by the Council to authorize the issuance of the Bonds (the "Bond Ordinance"), which is attached hereto as Exhibit B; (ii) a substantially final draft of the Loan Agreement between the City and ANB Bank, as lender (the "Lender"), relating to the loan of the proceeds of the 2017 Bonds by the Lender to the City and the further terms and conditions of repayment of the same by the City (the "2017 Loan Agreement"), which is attached hereto as Exhibit C; and (iii) a substantially final draft of the Loan Agreement between the City and ANB Bank, as lender (the "Lender"), relating to the loan of the proceeds of the 2018 Bonds by the Lender and the further terms and conditions of repayment of the same by the City (the "2018 Loan Agreement," and together with the 2017 Loan Agreement, the "Loan Agreements"), which is attached hereto as Exhibit D; and

WHEREAS, no member or employee of the Board has any specific financial interest in the Project or the projects refinanced by the Refunding Project, except to the extent

that any such conflict of interest has been disclosed to the Board and such person has refrained from taking official action thereon pursuant to Section 31-25-819, Colorado Revised Statutes.

NOW, THEREFORE, BE IT RESOLVED BY THE BOARD OF DIRECTORS OF THE GRAND JUNCTION DOWNTOWN DEVELOPMENT AUTHORITY, IN THE CITY OF GRAND JUNCTION AND STATE OF COLORADO:

Section 1. Ratification. All action heretofore taken (not inconsistent with the provisions of this Resolution) by the Council, the Board, or the officers and staff of the Authority or the City, directed toward the Project, the Refunding Project, and the sale and issuance of the Bonds for such purpose, be, and the same hereby is, ratified, approved and confirmed.

Section 2. Approval of Bond Ordinance, Loan Agreements, and Bonds. The Bond Ordinance and the Loan Agreements are hereby approved in substantially the forms attached hereto as Exhibits B, C, and D, respectively, and the issuance of the Bonds by the City is hereby approved upon substantially the terms and conditions provided in the Bond Ordinance and the Loan Agreements respectively provided, however the aggregate principal amount of each series of the Bonds and the net effective interest rate on each series of the Bonds shall not exceed the parameters described in the Bond Ordinance attached hereto as Exhibit B.

Section 3. Authorization to Officers. The Chair of the Board and the officers of the Authority and the City are hereby authorized and directed to take all action necessary or appropriate to effectuate the provisions of the Bond Ordinance, the Loan Agreements, the Bonds, and this Resolution.

Section 4. Tax Covenant for 2017 Bonds. The Authority hereby covenants for the benefit of the City and the owners of the 2017 Bonds that it will not take any action or omit to take any action with respect to the 2017 Bonds, the proceeds of the 2017 Bonds, any other funds of the Authority, or the facilities financed or refinanced with the proceeds of the 2017 Bonds, if such action or omission (i) would cause the interest on the 2017 Bonds to lose its exclusion from gross income for federal income tax purposes under Section 103 of the Internal Revenue Code of 1986 (the "Code"), as in effect on the date of delivery of the 2017 Bonds, (ii) would cause the interest on the 2017 Bonds to lose its exclusion from alternative minimum taxable income as defined in Section 55(b)(2) of the Code except to the extent such interest is required to be included in calculating the adjusted current earnings adjustment applicable to corporations for purposes of computing the alternative minimum taxable income of corporations, or (iii) or would cause interest on the 2017 Bonds to lose its exemption from Colorado taxation (except inheritance, estate and transfer taxes) under present Colorado law. The foregoing covenant shall remain in full force and effect notwithstanding the payment in full or defeasance of the 2017 Bonds until the date on which all obligations of the Authority in fulfilling the above covenant under the Code and Colorado law have been met.

Section 5. Tax Covenant for 2018 Bonds. The Authority hereby covenants for the benefit of the City and the owners of the 2018 Bonds that it will not take any action or omit to take any action with respect to the 2018 Bonds, the proceeds of the 2018 Bonds, any other funds of the Authority, or the facilities financed with the proceeds of the 2018 Bonds, if such action or omission would cause interest on the 2018 Bonds to lose its exemption from

Colorado taxation (except inheritance, estate and transfer taxes) under present Colorado law. The foregoing covenant shall remain in full force and effect notwithstanding the payment in full or defeasance of the 2018 Bonds until the date on which all obligations of the Authority in fulfilling the above covenant under the Code and Colorado law have been met.

Section 6. Use of Proceeds. The Board hereby finds and determines that the Project, as described on Exhibit A, constitutes its expected use of the Bond proceeds available for the Project. The Board also acknowledges that the use of Bond proceeds in ways prohibited by the Code can cause the Bonds to be taxable, retroactive to the date of issuance of the Bonds. Accordingly, the Board hereby agrees that it will consult with Bond Counsel if it materially changes the use of the new money portion of the Bond proceeds from that described in Exhibit A or otherwise contemplates using the new money portion of the Bond proceeds in a manner that could potentially cause the Bonds to become taxable.

Section 7. Direction to Officers. The officers and agents of the Authority shall be, and they hereby are, authorized and directed to take all action necessary or appropriate to effectuate the provisions of this Resolution, the Bond Ordinance, and the Loan Agreements, including, without limiting the generality of the foregoing, the execution of any certificate or certificates relating to the Bonds. The execution of a closing certificate by the Chair of the Board on the date of issuance of each series of Bonds with the final form of the Bond Ordinance and the related Loan Agreement attached shall constitute the Authority's conclusive approval of the final form of the Bond Ordinance and the related Loan Agreement in accordance with the terms of this Resolution.

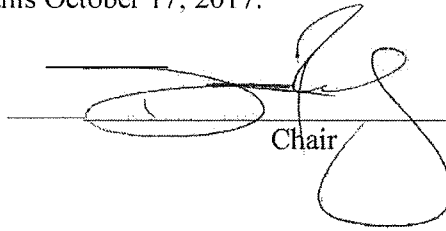
Section 8. Contract with Bond Owners. After any of the Bonds have been issued, this Resolution shall constitute a contract between the Authority and the owners of the Bonds and shall be and remain irrevocable until the Bonds and the interest thereon shall have been fully paid, satisfied and discharged.

Section 9. Severability. If any section, paragraph, clause or provision of this Resolution shall for any reason be held to be invalid or unenforceable, the invalidity or unenforceability of such section, paragraph, clause or provision shall not affect any of the remaining provisions of this Resolution.

Section 10. Repealer. All acts and resolutions in conflict with this Resolution are hereby rescinded, annulled and repealed. This repealer shall not be construed to revive any act or resolution, or part thereof, heretofore repealed.

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ADOPTED AND APPROVED this October 17, 2017.


Chair

(SEAL)

Attest:



Director

EXHIBIT A

(Description of the Project)

The new money portion of the net proceeds of the 2017 Bonds, and the net proceeds of the 2018 Bonds, will be used for some of the following costs, all of which collectively constitute the Project:

- Capital improvements to the Two Rivers Convention Center, including, without limitation, roof repairs, upgrades to the water distribution system, kitchen upgrades, exterior repairs, and the construction of a corridor that will connect the Convention Center to a future hotel planned to be constructed in 2019.
- TRCC) and infrastructure improvements to the Las Colonias Business Park, including, without limitation, roads, utilities, lakes, and green spaces for public use.
- To the extent of any additional remaining funds, any other improvements approved by the qualified electors of the Authority at the election held on April 3, 2007 or April 5, 2011, including specifically, the financing of streets, parks, plazas, parking facilities, playgrounds, capital facilities, pedestrian malls, rights-of-way, structures, waterways, bridges, and access routes to any of the foregoing, designed for use by the public generally or used by any public agency with or without charge.

EXHIBIT B

(Attach Form of City' s Bond Ordinance)

ORDINANCE NO. 4772

AN ORDINANCE AUTHORIZING THE ISSUANCE OF THE CITY OF GRAND JUNCTION, COLORADO, DOWNTOWN DEVELOPMENT AUTHORITY TAX INCREMENT REVENUE AND REFUNDING BONDS, SERIES 2017, AND TAX INCREMENT REVENUE BONDS, SERIES 2018; PLEDGING THE TAX INCREMENT REVENUES OF THE CITY FOR THE PAYMENT OF SUCH BONDS; APPROVING THE FORM OF A LOAN AGREEMENT RELATING TO EACH SERIES OF BONDS; AND RELATED MATTERS

WHEREAS, the City of Grand Junction, Colorado (the "City") is a home rule city duly existing under the Constitution and laws of the State of Colorado and its City Charter; and

WHEREAS, the Grand Junction, Colorado, Downtown Development Authority (the "Authority") was organized by the City pursuant to Title 31, Article 25, Part 8, of the Colorado Revised Statutes, as amended (the "Act"), as a "downtown development authority" for the purposes of the Act, including the improvement of that certain area (the "Plan of Development Area") subject to the Downtown Development Authority Plan of Development (the "Plan") approved by a resolution of the City Council of the City (the "Council") adopted on December 16, 1981 (the "Resolution"); and

WHEREAS, the Authority proposed and submitted the Plan to the Council and the Plan was approved by the Council in the Resolution; and

WHEREAS, the Plan has been modified from time to time by amendments to the Resolution for the purpose of including additional property within the Plan of Development Area and other relevant changes; and

WHEREAS, the Plan provides for a division of taxes pursuant to Section 31-25-807(3) of the Act; and

WHEREAS, pursuant to Section 31-25-807(3)(a)(IV) of the Act and Ordinance No. 4494 duly adopted by the Council on January 4, 2012, such division of taxes (with the modifications required by Section 31-25-807(3)(a)(IV) of the Act) was extended for an additional twenty years beginning with the taxes levied in 2012 and collectible in 2013; and

WHEREAS, the Resolution established the Tax Increment Fund (defined below) for the deposit of the Tax Increments (defined below) resulting from such division of taxes; and

WHEREAS, the Tax Increments are defined as: (i) one hundred percent of the property taxes produced by the levy at the rate fixed each year by or for the City upon the valuation for assessment of taxable property within the boundaries of the Plan of Development Area which is in excess of the valuation for assessment of taxable property within the boundaries of the Plan of Development Area certified as the base amount by the Mesa County Assessor pursuant to Sections 31-25-807(3)(a)(IV) and 31-25-807(3)(f) of the Act and pledged herein for the repayment of and as security for the Bonds (defined herein); (ii) fifty percent, or such greater amount as may be set forth in an agreement negotiated between the City and the respective public bodies, of the property taxes produced by the levy at the rate fixed each year by or for each public body (excluding the City, which is covered by clause (i) of this definition) upon the valuation for assessment of taxable property within the boundaries of the Plan of Development Area which is in excess of the valuation for assessment of taxable property within the boundaries of the Plan of Development Area certified as the base amount by the County Assessor pursuant to Sections 31-25-807(3)(a)(IV) and 31-25-807(3)(f) of the Act and pledged herein for the repayment of and as security for the Bonds; and (iii) one hundred percent of the municipal sales taxes produced within each sales tax collection area within the Plan of Development Area which are in excess of the amount certified as the base amount for such collection area by the Finance Director of the City pursuant to Section 31-25-807(3) of the Act and pledged herein for the repayment of and as security for the Bonds. "Tax Increments" also include specific ownership taxes, if and to the extent received by the City in connection with the property tax increment described above; and

WHEREAS, pursuant to the Act, the City is permitted to issue securities made payable from the Tax Increments for the purposes of a project if the issuance of such bonds and the pledge of such revenues are first submitted for approval to the qualified electors of the Authority at a special election held for such purpose; and

WHEREAS, in addition, Article X, Section 20 of the Colorado Constitution requires voter approval in advance for the creation of any multiple-fiscal year direct or indirect debt or other financial obligation (except that refundings of existing debt at lower interest rates do not require an election); and

WHEREAS, at a special election held by the City within the boundaries of the Authority on April 3, 2007 (the "2007 Election"), a majority of the qualified electors of the

Authority voting thereon authorized the City to issue bonds or other indebtedness not to exceed \$18,000,000, with a repayment cost of \$20,000,000, for the purpose of financing certain capital improvements within the Plan of Development Area and authorized the pledge of the Tax Increment Fund for payment of principal, interest and any premiums due in connection with such bonds or other indebtedness, said pledge of funds not to exceed the maximum time permitted by law; and

WHEREAS, the ballot question submitted to the qualified electors of the Authority at the 2007 Election was as follows:

SHALL CITY OF GRAND JUNCTION DEBT BE INCREASED \$18,000,000 WITH A REPAYMENT COST OF \$20,000,000, WITHOUT RAISING ADDITIONAL TAXES, TO FINANCE STREETS, PARKS, PLAZAS, PARKING FACILITIES, PLAYGROUNDS, CAPITAL FACILITIES, PEDESTRIAN MALLS, RIGHTS-OF-WAY, STRUCTURES, WATERWAYS, BRIDGES, ACCESS ROUTES TO ANY OF THE FOREGOING, DESIGNED FOR USE BY THE PUBLIC GENERALLY OR USED BY ANY PUBLIC AGENCY WITH OR WITHOUT CHARGE; SUCH DEBT TO BE EVIDENCED BY BONDS, LOANS, ADVANCES OR INDEBTEDNESS PROVIDED THAT THE SPECIFIC TERMS OF THE DEBT, INCLUDING A PROVISION FOR EARLY REPAYMENT WITH OR WITHOUT A PREMIUM, AND THE PRICE AT WHICH IT WILL BE SOLD SHALL BE DETERMINED BY THE CITY AS NECESSARY AND PRUDENT; SHALL THE PLEDGE OF THE TAX INCREMENT FUND TO SUCH DEBT BE AUTHORIZED FOR A PERIOD NOT TO EXCEED THE MAXIMUM TIME PERMITTED BY LAW; AND IF THIS QUESTION IS APPROVED, THE AUTHORITY TO ISSUE DEBT PURSUANT TO BALLOT ISSUE 5T AT THE CITY'S NOVEMBER 2, 2004 ELECTION SHALL BE OF NO FURTHER EFFECT?

; and

WHEREAS, at a special election held by the City within the boundaries of the Authority on April 5, 2011 (the "2011 Election"), a majority of the qualified electors of the Authority voting thereon authorized the City to issue bonds or other indebtedness not to exceed \$65,000,000, with a repayment cost of \$72,000,000, for the purpose of financing certain capital improvements within the Plan of Development Area and authorized the pledge of the Tax Increment Fund for payment of principal, interest and any premiums due in connection with such

bonds or other indebtedness, said pledge of funds not to exceed the maximum time permitted by law; and

WHEREAS, the ballot question submitted to the qualified electors of the Authority at the 2011 Election was as follows:

SHALL CITY OF GRAND JUNCTION DEBT BE INCREASED NOT TO EXCEED \$65,000,000 WITH A REPAYMENT COST OF \$72,000,000, WITHOUT RAISING ADDITIONAL TAXES, TO FINANCE STREETS, PARKS, PLAZAS, PARKING FACILITIES, PLAYGROUNDS, CAPITAL FACILITIES, PEDESTRIAN MALLS, RIGHTS-OF-WAY, STRUCTURES, WATERWAYS, BRIDGES, ACCESS ROUTES TO ANY OF THE FOREGOING, DESIGNED FOR USE BY THE PUBLIC GENERALLY OR USED BY ANY PUBLIC AGENCY WITH OR WITHOUT CHARGE; SUCH DEBT TO BE EVIDENCED BY BONDS, LOANS, ADVANCES OR INDEBTEDNESS PROVIDED THAT THE SPECIFIC TERMS OF THE DEBT, INCLUDING A PROVISION FOR EARLY REPAYMENT WITH OR WITHOUT A PREMIUM, AND THE PRICE AT WHICH IT WILL BE SOLD SHALL BE DETERMINED BY THE CITY AS NECESSARY AND PRUDENT; SHALL THE PLEDGE OF THE TAX INCREMENT FUND TO SUCH DEBT BE AUTHORIZED FOR A PERIOD NOT TO EXCEED THE MAXIMUM TIME PERMITTED BY LAW?

; and

WHEREAS, the City has previously issued \$17,125,000 of the indebtedness authorized at the 2007 Election, which indebtedness was represented by: (i) its \$10,000,000 "City of Grand Junction, Colorado, Downtown Development Authority, Tax-Increment Revenue Bonds, Series 2009" (the "2009 Bonds"), all of which were repaid as of December 15, 2012; (ii) its \$4,070,000 "City of Grand Junction, Colorado, Downtown Development Authority, Tax-Exempt Tax Increment Revenue Bonds, Series 2012A" (the "2012A Bonds"), all of which will be repaid upon the issuance of the 2017A Bonds (defined herein); and (iii) its \$3,055,000 City of Grand Junction, Colorado, Downtown Development Authority, Taxable Tax Increment Revenue Bonds, Series 2012B," all of which will be repaid as of December 15, 2017; and

WHEREAS, the City has not previously issued any of the indebtedness authorized at the 2011 Election; and

WHEREAS, the City has determined to issue its "City of Grand Junction, Colorado, Downtown Development Authority, Tax Increment Revenue and Refunding Bonds, Series 2017 (the "2017 Bonds"), in the maximum aggregate principal amount of \$10,000,000 for the purpose of: (i) refunding the 2012A Bonds (the "Refunding Project"); (ii) financing (or reimbursing the costs of) certain additional improvements described in the Plan and the 2007 Election and/or the 2011 Election (the "Project"); (iii) funding a debt service reserve for the 2017 Bonds; and (iv) paying the costs of issuing the 2017 Bonds; and

WHEREAS, the 2017 Bonds are authorized to be issued pursuant to Section 31-28-809 of the Act, and the portion of the 2017 Bonds being used to accomplish the Refunding Project is permitted by Section 31-25-811 of the Act; and

WHEREAS, the portion of the 2017 Bonds allocable to the Refunding Project constitutes a refunding at a lower interest rate under Article X, Section 20 of the Colorado Constitution and does not require prior voter authorization for its issuance; and

WHEREAS, the portion of the 2017 Bonds allocable to the Project has been authorized by the 2007 Election and/or the 2011 Election; and

WHEREAS, the City has further determined to issue its "City of Grand Junction, Colorado, Downtown Development Authority, Tax Increment Revenue Bonds, Series 2018 (the "2018 Bonds," and together with the 2017 Bonds, the "Bonds") in the maximum aggregate principal amount of \$9,120,000 for the purpose of: (i) financing that portion of the Project not otherwise financed by the 2017 Bonds; (ii) funding debt service reserve for the 2018 Bonds; and (iii) paying the costs of issuing the 2018 Bonds; and

WHEREAS, the 2018 Bonds are authorized to be issued pursuant to Section 31-28-809 of the Act; and

WHEREAS, the 2018 Bonds have been authorized by the 2007 Election and/or the 2011 Election; and

WHEREAS, the 2017 Bonds shall be issued on or after December 15, 2017 and before December 31, 2017, with terms such that they meet the requirements of the ballot questions submitted at the 2007 Election and/or the 2011 Election; and

WHEREAS, the 2018 Bonds shall be issued on or after January 1, 2018, with terms such that they meet the requirements of the ballot questions submitted at the 2007 Election and/or the 2011 Election; and

WHEREAS, the Council has determined that in order to finance the Refunding Project, finance a portion of the Project, fund a debt service reserve fund for the 2017 Bonds, and pay the costs of issuing the 2017 Bonds it is necessary, advisable, and in the best interests of the City to issue the 2017 Bonds pursuant to this Bond Ordinance and the further terms and conditions of a Loan Agreement (the "2017 Loan Agreement") with ANB Bank (the "Lender"), pursuant to which 2017 Loan Agreement the Lender will purchase the 2017 Bonds and will loan to the City the proceeds thereof in an amount not to exceed \$10,000,000 (the "2017 Loan") for the purposes hereinabove stated; and

WHEREAS, the City's repayment obligations under the 2017 Loan Agreement shall be evidenced by the 2017 Bonds; and

WHEREAS, the Council has further determined that in order to finance the balance of the Project, fund a debt service reserve fund for the 2018 Bonds, and pay the costs of issuing the 2018 Bonds it is necessary, advisable, and in the best interests of the City to issue the 2018 Bonds pursuant to this Bond Ordinance and the further terms and conditions of a Loan Agreement (the "2018 Loan Agreement," and together with the 2017 Loan Agreement, the "Loan Agreements") with ANB Bank (the "Lender"), pursuant to which 2018 Loan Agreement the Lender will purchase the 2018 Bonds and will loan to the City the proceeds thereof in an amount not to exceed \$9,120,000 (the "2018 Loan," and together with the 2017 Loan, the "Loans") for the purposes hereinabove stated; and

WHEREAS, the City's repayment obligations under the 2018 Loan Agreement shall be evidenced by the 2018 Bonds; and

WHEREAS, the Tax Increments (less 20% of the Tax Increments originating from municipal sales tax revenues for a portion of the Plan of Development Area and 30% of such increments from another portion of the Plan of Development Area as provided in Grand Junction City Resolution No. 28-83), all funds deposited in the special fund created by the Resolution into which the Tax Increments are to be deposited by the City (the "Tax Increment Fund") and any bond account established by the City for the Bonds pursuant to the Loan Agreements (the "Bond

Account”), and investment income from such Bond Account and the Tax Increment Fund, subject to Federal tax laws regarding arbitrage rebate, shall be pledged to the repayment of the Bonds (collectively, the “Pledged Revenues”); and

WHEREAS, forms of the Loan Agreements have been filed with the City Clerk; and

WHEREAS, the Council desires to approve the forms of the Loan Agreements and authorize the execution thereof and further authorize the execution and delivery of the Bonds.

BE IT ORDAINED BY THE CITY COUNCIL OF THE CITY OF GRAND JUNCTION, COLORADO:

Section 1. Approvals, Authorizations, and Amendments. The forms of the Loan Agreements (and the forms of the Bonds contained therein) filed with the City Clerk are incorporated herein by reference and are hereby approved. The City shall enter into and perform its obligations under the Loan Agreements in the forms of such documents, with such changes as are not inconsistent herewith and as are hereafter approved by the Mayor Pro Tem. The Mayor Pro Tem and City Clerk are hereby authorized and directed to execute the Bonds and the Loan Agreements and to affix the seal of the City thereto, and further to execute and authenticate such other documents or certificates as are deemed necessary or desirable in connection therewith. The Bonds and the Loan Agreements shall be executed in substantially the forms approved at this meeting and, in any event, shall not contain terms inconsistent with the terms of this Bond Ordinance.

The execution by the Mayor Pro Tem, the City Clerk, or other appropriate officers of the City of any instrument or certificate or other document in connection with the matters referred to herein shall be conclusive evidence of the approval by the City of such instrument or certificate or other document.

Section 2. Election to Apply Supplemental Act. Section 11-57-204 of the Supplemental Public Securities Act, constituting Title 11, Article 57, Part 2, of the Colorado Revised Statutes, as amended (the “Supplemental Act”), provides that a public entity, including the City, may elect in an act of issuance to apply all or any of the provisions of the Supplemental Act. The Council hereby elects to apply all of the provisions of the Supplemental Act to the Bonds and the Loan Agreements.

Section 3. Delegation and Parameters.

(a) Pursuant to Section 11-57-205 of the Supplemental Act, the Council hereby delegates to the President, the Financial Operations Manager, or any member of the Council the authority to make the following determinations relating to and contained in the Bonds and the Loan Agreements, subject to the restrictions contained in paragraph (b) of this Section 3:

(i) the interest rate on the 2017 Bonds and the 2017 Loan and the interest rate on the 2018 Bonds and the 2018 Loan;

(ii) the principal amount of the 2017 Bonds and the 2017 Loan and the principal amount of the 2018 Bonds and the 2018 Loan;

(iii) the amount of principal of the 2017 Bonds and the 2017 Loan maturing in any given year and the final maturity of the 2017 Bonds and the 2017 Loan, and the amount of principal of the 2018 Bonds and the 2018 Loan maturing in any given year and the final maturity of the 2018 Bonds and the 2018 Loan;

(iv) the conditions on which and the prices at which the 2017 Bonds and the 2017 Loan may be paid prior to maturity, and the conditions on which and the prices at which the 2018 Bonds and the 2018 Loan may be paid prior to maturity;

(v) the dates on which the principal of and interest on the 2017 Bonds and the 2017 Loan are paid, and the dates on which the principal of and interest on the 2018 Bonds and the 2018 Loan are paid; and

(vi) the existence and amount of reserve funds or capitalized interest for the 2017 Bonds and the 2017 Loan, if any, and the existence and amount of reserve funds or capitalized interest for the 2018 Bonds and the 2018 Loan, if any.

(b) The delegation in paragraph (a) of this Section 3 shall be subject to the following parameters and restrictions: (i) the interest rate on the 2017 Bonds and the 2017 Loan shall not exceed 3.36%; (ii) the interest rate on the 2018 Bonds and the 2018 Loan shall not exceed 3.36%; (iii) the principal amount of the 2017 Bonds and the 2017 Loan shall not exceed \$10,000,000; (iv) the principal amount of the 2018 Bonds and the 2018 Loan shall not exceed \$9,120,000; (v) the Bonds shall be subject to redemption prior to maturity on any date at a redemption price of not more than 101% of the principal amount thereof; (vi) the respective reserve funds for the 2017 Bonds and the 2018 Bonds may not exceed the maximum amount permitted for

each series of Bonds under the Internal Revenue Code of 1986, as amended; and (vii) the final maturity of the Bonds and the Loans shall not be later than December 31, 2032.

Section 4. Conclusive Recital. Pursuant to Section 11-57-210 of the Supplemental Act, the Bonds and the Loan Agreements shall contain a recital that they are issued pursuant to the Supplemental Act. Such recital shall be conclusive evidence of the validity and the regularity of the issuance of the Bonds and the Loan Agreements after their delivery for value.

Section 5. Pledge of Revenues. The Bonds constitute a pledge of, and an irrevocable first lien (but not an exclusive first lien), on all of the Pledged Revenues. The Bonds are equitably and ratably secured by a pledge of and lien on the Pledged Revenues. All of the Bonds, together with the interest accruing thereon shall be payable and collectible solely out of the Pledged Revenues, which are hereby irrevocably so pledged; neither the Lender nor any other registered owner of the Bonds may not look to any general or other fund of the City or the Authority for the payment of the principal of and interest on the Bonds, except the designated special funds and accounts pledged therefor. The Bonds shall not constitute an indebtedness nor a debt within the meaning of the Charter or any State constitutional or statutory provision or limitation; nor shall they be considered or held to be general obligations of the City or the Authority.

Pursuant to Section 11-507-208(1) of the Supplemental Act, a public entity may pledge all or any portion of its revenues to the payment of its securities unless the use of such revenues is restricted by other laws of the state. Pursuant to such authority, together with the authority granted by the 2007 Election, the 2011 Election, and Section 31-25-807(3)(a)(IV)(B) of the Act, the City hereby irrevocably pledges to the repayment of the Bonds one hundred percent of the property taxes produced by the levy at the rate fixed each year by or for the City upon the valuation for assessment of taxable property within the boundaries of the Plan of Development Area which is in excess of the valuation for assessment of taxable property within the boundaries of the Plan of Development Area certified as the base amount by the County Assessor pursuant to Sections 31-25-807(3)(a)(IV) and 31-25-807(3)(f) of the Act. Such amounts shall constitute Pledged Revenues for all purposes of this Ordinance.

The creation, perfection, enforcement, and priority of the Pledged Revenues to secure or pay the Bonds as provided herein shall be governed by Section 11-57-208 of the Supplemental Act and this Bond Ordinance. The Pledged Revenues, as received by or otherwise

credited to the City or the Authority, shall immediately be subject to the lien of such pledge without any physical delivery, filing, or further act.

Section 6. Appropriations to Replenish Reserve Funds. Within 45 days of receiving notice from the Lender that the reserve fund for the 2017 Bonds and/or the reserve fund for the 2018 Bonds has been utilized, in whole or in part, the Financial Operations Manager shall prepare and submit a request for an appropriation of a sufficient amount of funds to replenish such reserve funds to the applicable reserve requirement (as more particularly described in the Loan Agreements). It is the present intention and expectation of the Council to appropriate such funds as requested, within the limits of available funds and revenues, but this declaration of intent shall not be binding upon the Council or any future Council in any future fiscal year of the City. The City Council may determine in its sole discretion, but shall never be required, to make the appropriations requested. All sums appropriated by the Council for such purpose shall be deposited in the reserve funds established by the Loan Agreements. Nothing provided in this Section 6 shall create or constitute a debt, liability or multiple fiscal year financial obligation of the City.

Section 7. Limitation of Actions. Pursuant to Section 11-57-212 of the Supplemental Act, no legal or equitable action brought with respect to any legislative acts or proceedings in connection with the Bonds or the Loan Agreements shall be commenced more than thirty days after the date of adoption of this Ordinance.

Section 8. No Recourse against Officers and Agents. Pursuant to Section 11-57-209 of the Supplemental Act, if a member of the Council, or any officer or agent of the City acts in good faith, no civil recourse shall be available against such member, officer, or agent for payment of the principal of or interest on the Bonds. Such recourse shall not be available either directly or indirectly through the Council or the City, or otherwise, whether by virtue of any constitution, statute, rule of law, enforcement of penalty, or otherwise. By the acceptance of the Bonds and as a part of the consideration of its sale or purchase, the Lender and any other registered owner of the Bonds specifically waives any such recourse.

Section 9. Disposition and Investment of Loan Proceeds. The proceeds of the 2017 Loan shall only be applied for the purposes described in the recitals hereto, and the proceeds of the 2018 Loan shall only be applied for the purposes described in the recitals hereto. Neither

the Lender nor any subsequent owner(s) of the Bonds shall be responsible for the application or disposal by the City or any of its officers of the funds derived from the Loans.

Section 10. Direction to Take Authorizing Action. The appropriate officers of the City and members of the Council are hereby authorized and directed to take all other actions necessary or appropriate to effectuate the provisions of this Ordinance, including but not limited to the execution and delivery of such certificates and affidavits as may reasonably be required by the Lender.

Section 11. Ratification and Approval of Prior Actions. All actions heretofore taken by the officers of the City and members of the Council, not inconsistent with the provisions of this Ordinance, relating to the Bonds, the Loan Agreements, Documents, or actions to be taken in respect thereof, are hereby authorized, ratified, approved, and confirmed.

Section 12. Repealer. All acts, orders, ordinances, or resolutions, or parts thereof, in conflict herewith are hereby repealed to the extent of such conflict.

Section 13. Severability. Should any one or more sections or provisions of this Ordinance be judicially determined invalid or unenforceable, such determination shall not affect, impair, or invalidate the remaining provisions hereof, the intention being that the various provisions hereof are severable.

Section 14. Ordinance Irrepealable. After the Bonds are issued, this Ordinance shall constitute an irrevocable contract between the City and the owners from time to time of the Bonds, and shall be and remain irrepealable until the Bonds and the interest thereon shall have been fully paid, satisfied, and discharged. No provisions of any constitution, statute, charter, ordinance, resolution, or other measure enacted after the issuance of the Bonds shall in any way be construed as impairing the obligations of the City to keep and perform its covenants contained in this Ordinance.

Section 15. Effective Date. This Ordinance shall be in full force and effect 30 days after publication following final passage.

[The remainder of this page intentionally left blank.]

INTRODUCED, PASSED ON FIRST READING, APPROVED AND ORDERED
PUBLISHED IN PAMPHLET FORM this 18th day of October, 2017.

CITY OF GRAND JUNCTION, COLORADO

[SEAL]



Burton B. Burt

Mayor Pro Tem of the City Council

Attest:

W Winkelman

City Clerk

INTRODUCED, PASSED ON SECOND READING, APPROVED AND
ORDERED PUBLISHED IN PAMPHLET FORM this 1st day of November, 2017.

CITY OF GRAND JUNCTION, COLORADO

[SEAL]



Burton B. Burt

Mayor Pro Tem of the City Council

Attest:

W Winkelman

City Clerk

STATE OF COLORADO)
)
 COUNTY OF MESA) SS.
)
 CITY OF GRAND JUNCTION)

I, Wanda Winkelman, the City Clerk of the City of Grand Junction, Colorado (the "City") and Clerk to the City Council of the City (the "Council"), do hereby certify as follows:

(1) The foregoing pages are a true, correct and complete copy of an ordinance (the "Ordinance") that was introduced, passed on first reading and ordered published in full by the Council at a regular meeting thereof held on October 18, 2017 and was duly adopted and ordered published in full by the Council at a regular meeting thereof held on November 1, 2017, which Ordinance has not been revoked, rescinded or repealed and is in full force and effect on the date hereof.

(2) The Ordinance was duly moved and seconded and the Ordinance was passed on first reading at the meeting of October 18, 2017, by an affirmative vote of a majority of the members of the Council as follows:

<u>Councilmember</u>	<u>Voting "Aye"</u>	<u>Voting "Nay"</u>	<u>Absent</u>	<u>Abstaining</u>
Rick Taggart	X			
Bennett Boeschenstein	X			
Phyllis Norris	X			
Barbara Traylor Smith	X			
Duke Wortmann			X	
Duncan McArthur	X			
Chris Kennedy	X			

(3) The Ordinance was duly moved and seconded and the Ordinance was finally passed on second reading at the meeting of November 1, 2017, by an affirmative vote of a majority of the members of the Council as follows:

<u>Councilmember</u>	<u>Voting "Aye"</u>	<u>Voting "Nay"</u>	<u>Absent</u>	<u>Abstaining</u>
Rick Taggart			X	
Bennett Boeschstein	X			
Phyllis Norris	X			
Barbara Traylor Smith			X	
Duke Wortmann	X			
Duncan McArthur			X	
Chris Kennedy	X			

(4) The members of the Council were present at such meetings and voted on the passage of the Ordinance as set forth above.

(5) The Ordinance was approved and authenticated by the signature of the Mayor Pro Tem, sealed with the City seal, attested by the City Clerk, and recorded in the minutes of the Council.

(6) There are no bylaws, rules, or regulations of the Council that might prohibit the adoption of the Ordinance.

(7) Notices of the meetings of October 18, 2017 and November 1, 2017 in the forms attached hereto as Schedule I were posted at City Hall in accordance with law.

(8) The Ordinance was published in pamphlet form in The Daily Sentinel, a daily newspaper of general circulation in the City, on October 20, 2017 and November 3, 2017, as required by the City Charter. True and correct copies of the affidavits of publication are attached hereto as Schedule II.

WITNESS my hand and the seal of the City affixed this 13 day of November, 2017.

[SEAL]



W Winkelman

 City Clerk and Clerk to the Council

SCHEDULE I

(Attach Notices of Meetings of October 18, 2017 and November 1, 2017)

To access the Agenda and Backup Materials electronically, go to www.gjcity.org



CITY COUNCIL AGENDA
WEDNESDAY, OCTOBER 18, 2017
250 NORTH 5TH STREET
5:15 PM – PRE-MEETING – ADMINISTRATION CONFERENCE ROOM
6:00 PM – REGULAR MEETING – CITY HALL AUDITORIUM

To become the most livable community west of the Rockies by 2025

Call to Order, Pledge of Allegiance, Invocation

First Councilor Dale Rooks, The Church of Jesus Christ of Latter-day Saints, Fruita
2nd Ward

(The invocation is offered for the use and benefit of the City Council. The invocation is intended to solemnize the occasion of the meeting, express confidence in the future, and encourage recognition of what is worthy of appreciation in our society. During the invocation you may choose to sit, stand, or leave the room.)

Proclamations

Proclaiming October 2017 as "National Homeless Awareness Month" in the City of Grand Junction

Appointments

Appointment to the Grand Junction Housing Authority

Appointments to the Planning Commission

Appointments to the Parks & Recreation Advisory Board

Appointment to the Downtown Development Authority/Downtown Grand Junction
Business Improvement District Boards

Citizen Comments

Council Reports

REVISED

Consent Agenda

- 1. Approval of Minutes**
 - a. Summary of the October 2, 2017 Workshop
 - b. Minutes of the October 4, 2017 Special Session
 - c. Minutes of the October 4, 2017 Regular Meeting

- 2. Set Public Hearing**
 - a. Quasi-judicial
 - i. Introduction of a Proposed Ordinance Approving an Outline Development Plan (ODP) and a Rezone to Planned Development (PD) with an R-2 (Residential - 2 du/ac) Default Zone District for Weeminuche Subdivision Located between 26 & 26 1/2 Roads, South of H 3/4 Road, and Setting a Hearing for November 1, 2017
 - ii. Introduction of a Proposed Ordinance Zoning the Holder Annexation, Located at 3040 E Road, and Setting a Hearing for November 1, 2017
 - iii. Introduction of a Proposed Ordinance Approving the Downtown Development Authority Tax Increment Debt Financing and Setting a Public Hearing for November 1, 2017

- 3. Contracts**
 - a. 2017 Community Development Block Grant Subrecipient Agreement between St. Mary's Hospital Foundation Gray Gourmet Program, Karis, Inc., HomewardBound of the Grand Valley, Marillac Clinic, Grand Valley Catholic Outreach, and Housing Resources of Western Colorado and the City of Grand Junction

- 4. Resolution**
 - a. New Outdoor Dining Lease for The Goat and Clover Tavern, LLC Located at 336 Main Street, Suite 104

Regular Agenda

If any item is removed from the Consent Agenda, it will be heard here

5. **Other Action Items**
 - a. Discussion and Possible Direction Regarding North Avenue/University Boulevard and CMU 20000
6. **Public Hearing**
 - a. Quasi-judicial
 - i. Ordinance Vacating Right-of-Way and Easements Located in the Jarvis Subdivision Plat
7. **Non-Scheduled Citizens & Visitors**
8. **Other Business**
9. **Adjournment**

To access the Agenda and Backup Materials electronically, go to www.gjcity.org



CITY COUNCIL AGENDA
WEDNESDAY, NOVEMBER 1, 2017
250 NORTH 5TH STREET
5:15 PM – PRE-MEETING – ADMINISTRATION CONFERENCE ROOM
6:00 PM – REGULAR MEETING – CITY HALL AUDITORIUM

To become the most livable community west of the Rockies by 2025

Call to Order, Pledge of Allegiance, Moment of Silence

Proclamation

Proclaiming November 11, 2017 as "A Salute to All Veterans 2017" in the City of Grand Junction

Certificate of Appointments

Certificate of Appointment to the Downtown Development Authority/Downtown Grand Junction Business Improvement District Boards

Certificate of Appointment to the Parks and Recreation Advisory Board

Certificates of Appointment to the Planning Commission

Citizen Comments

Council Reports

Consent Agenda

1. **Approval of Minutes**
 - a. Minutes of the October 13, 2017 Special Session
 - b. Summary of the October 16, 2017 Workshop
 - c. Minutes of the October 18, 2017 Regular Meeting
2. **Set Public Hearing**

a. Legislative

- i. An Ordinance Appropriating Certain Sums of Money to Defray the Necessary Expenses and Liabilities of the City of Grand Junction, Colorado and the Downtown Development Authority for the Year Beginning January 1, 2018 and Ending December 31, 2018 and Setting a Public Hearing for November 15, 2017 and December 6, 2017

b. Quasi-judicial

- i. Ordinance Expanding the Boundaries of and Including Property Located at 118 S 7th Street into the Downtown Grand Junction Business Improvement District and Setting a Hearing for November 15, 2017

3. Continue Public Hearing

a. Quasi-judicial

- i. Request for Continuance of Public Hearing to December 6, 2017 for an Ordinance Approving an Outline Development Plan (ODP) and a Rezone to Planned Development (PD) with an R-2 (Residential - 2 du/ac) default zone district for Weeminuche Subdivision located between 26 & 26 1/2 Roads, south of H 3/4 Road

4. Resolutions

- a. Resolution Supporting the Re-Authorization of Lottery Proceeds by the General Assembly in 2018 According to Constitutional, Voter Approved Formula: 50% Great Outdoors Colorado, 40% Conservation Trust Fund and 10% Colorado Parks and Wildlife
- b. Resolution Authorizing the City Manager to Submit a Grant Request to Great Outdoors Colorado for the Local Park and Outdoor Recreation grant program for completion of the Las Colonias Park Boat Launch
- c. Resolution Authorizing the City Manager to Submit a Grant Request to Colorado State Recreational Trails Grant for Matching Funds for the Lunch Loop Trail Project
- d. Resolution Authorizing a Telecommunication Facility at Columbine Park

5. Other Action Items

- a. Prohibition of Parking Along Main Street During Parade of Lights

Regular Agenda

If any item is removed from the Consent Agenda, it will be heard here

6. Resolutions

- a. A Resolution Rescinding Resolution No. 47-17 Renaming North Avenue to University Boulevard Between I-70 (on the east) to 1st Street (on the west)
- b. Resolution Regarding CMU 20000 Initiatives

7. Public Hearing

- a. Quasi-judicial
 - i. Resolution Accepting the Petition for Annexation and Ordinances Annexing and Zoning the Holder Annexation Located at 3040 E Road

8. Public Hearing: Downtown Development Authority Tax Increment Debt Financing

- a. Resolution and Ordinance Approving the Downtown Development Authority Tax Increment Debt Financing

9. Other Action Items

- a. Downtown Holiday Parking Request

10. Non-Scheduled Citizens & Visitors

11. Other Business

12. Adjournment

SCHEDULE II (Attach Notice of Meeting)

State PROOF OF PUBLICATION

STATE OF COLORADO

County of (Mesa)

Terry Flanagan

Being duly sworn, says that I am Legal Secretary of The Daily Sentinel, a daily newspaper, published and duly printed in The County of Mesa, State of Colorado; that said newspaper has a general circulation in said County and has been continuously and uninterruptedly published therein, during a period of at least fifty-two consecutive weeks next prior to the first publication of the annexed notice; that said newspaper is a newspaper within the meaning of the act of the general Assembly of the State of Colorado, entitled "An Act to regulate the printing of legal notices and advertisements," and amendments thereto; that the notice of which the annexed is a printed copy taken from said newspaper, was published in said newspaper, and in the regular and entire issue of every number thereof once a week for 1 successive week; that said notice was so published in said newspaper proper and not in any supplement thereof, and that first publication of said notice as aforesaid, was on the 20th day of October, 2017, and the last, on the 20th day of October, 2017. Copies of each number of said paper in which said notice and/or list was published were delivered by carriers or transmitted by mail to each of the subscribers of said newspaper, The Daily Sentinel, according to the accustomed mode of business in this office.

NOTICE OF PUBLIC HEARING NOTICE IS HEREBY GIVEN THAT: The City Council of the City of Grand Junction, Colorado, at its regular convened meeting on October 18, 2017 passed on first reading the following entitled proposed ordinance: AN ORDINANCE AUTHORIZING THE ISSUANCE OF THE CITY OF GRAND JUNCTION, COLORADO, DOWNTOWN DEVELOPMENT AUTHORITY TAX INCREMENT REVENUE AND REFUNDING BONDS, SERIES 2017, AND TAX INCREMENT REVENUE BONDS, SERIES 2018; PLEDGING THE TAX INCREMENT REVENUES OF THE CITY FOR THE PAYMENT OF SUCH BONDS; APPROVING THE FORM OF A LOAN AGREEMENT RELATING TO EACH SERIES OF BONDS; AND RELATED MATTERS and authorized the publication in pamphlet form. NOTICE IS FURTHER GIVEN THAT the public hearing will be held November 1, 2017 at 6:00 p.m. in the City Auditorium, 450 North 5th Street, at which time public comments will be taken and considered before the final adoption of the proposed ordinance. Copies of the proposed ordinance are available for public inspection in the City Clerk's Office, 250 North 5th Street, City Hall, at any time Monday through Friday between the hours of 7:30 a.m. and 5:00 p.m. or on the web at www.city.org. BY THE ORDER OF THE CITY COUNCIL: Wanda Winkelmann City Clerk Published: October 20, 2017.

[Signature]

Subscribed and sworn to before me, this 20th day of October, 2017

Karen McLeish

KAREN McLEISH NOTARY PUBLIC STATE OF COLORADO NOTARY ID #20134002084 My Commission Expires January 17, 2021

State PROOF OF PUBLICATION

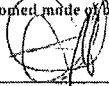
NOTICE OF ADOPTION OF ORDINANCE NO. 8772 AN ORDINANCE OF THE CITY OF GRAND JUNCTION TO BE PUBLISHED IN PAMPHLET FORM NOTICE IS HEREBY GIVEN: That on the 1st day of November, 2017, at 6:00 p.m. in the City Hall Auditorium, 250 N. 5th Street, Grand Junction, Colorado, the City Council of the City of Grand Junction held a public meeting, after proper notice, to consider the final passage of an Ordinance, the title of which is: AN ORDINANCE AUTHORIZING THE ISSUANCE OF THE CITY OF GRAND JUNCTION, COLORADO, DOWN-TOWN DEVELOPMENT AUTHORITY TAX INCREMENT REVENUE AND REFUNDING BONDS, SERIES 2017, AND TAX INCREMENT REVENUE BONDS, SERIES 2016, PLEDGING THE TAX INCREMENT REVENUES OF THE CITY FOR THE PAYMENT OF SUCH BONDS; APPROVING THE FORM OF A LOAN AGREEMENT RELATING TO EACH SERIES OF BONDS; AND RELATED MATTERS. Copies of the adopted Ordinance are available for public inspection in the office of the City Clerk, 250 N. 5th Street, Grand Junction, CO between 7:30 a.m. and 5:00 p.m., Monday through Friday or on the web at www.gjcity.org.
 Jodi Wanda Winkelmann
 City Clerk
 Published: November 3, 2017.

STATE OF COLORADO

County of (Mesa)

Terry Flanagan

Being duly sworn, says that I am Legal Secretary of The Daily Sentinel, a daily newspaper, published and duly printed in The County of Mesa, State of Colorado; that said newspaper has a general circulation in said County and has been continuously and uninterruptedly published therein, during a period of at least fifty-two consecutive weeks next prior to the first publication of the annexed notice; that said newspaper is a newspaper within the meaning of the act of the general Assembly of the State of Colorado, entitled "An Act to regulate the printing of legal notices and advertisements," and amendments thereto; that the notice of which the annexed is a printed copy taken from said newspaper, was published in said newspaper, and in the regular and entire issue of every number thereof once a week for 1 successive week; that said notice was so published in said newspaper proper and not in any supplement thereof, and that first publication of said notice as aforesaid, was on the 3rd day of November, 2017, and the last, on the 3rd day of November, 2017. Copies of each number of said paper in which said notice and/or list was published were delivered by carriers or transmitted by mail to each of the subscribers of said newspaper, The Daily Sentinel, according to the accustomed mode of business in this office.



Subscribed and sworn to before me, this 3rd day of November, 2017

Linda Wilson

LINDA WILSON
 NOTARY PUBLIC
 STATE OF COLORADO
 NOTARY ID #20154028882
 My Commission Expires July 22, 2019

I HEREBY CERTIFY THAT the foregoing Ordinance, being Ordinance No. 4772 was introduced by the City Council of the City of Grand Junction, Colorado at a regular meeting of said body held on the 18th day of October, 2017 and that the same was published in The Daily Sentinel, a newspaper published and in general circulation in said City, in pamphlet form, at least ten days before its final passage.

I FURTHER CERTIFY THAT a Public Hearing was held on the 1st day of November, 2017, at which Ordinance No. 4772 was read, considered, adopted and ordered published in pamphlet form by the Grand Junction City Council.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the official seal of said City this 15th day of November, 2017.

W Winkelmann

City Clerk

Published: October 20, 2017
Published: November 03, 2017
Effective: December 03, 2017



EXHIBIT C

(Attach Form of 2017 Loan Agreement)

[See Transcript item 4 from 2017 transcript.]

EXHIBITD

(Attach Form of 2018 Loan Agreement)

[See Transcript item 5.]

RESOLUTION No. 2017-09

A RESOLUTION RATIFYING THE ACTION OF THE DOWNTOWN DEVELOPMENT AUTHORITY (DDA) BOARD APPROVING RESOLUTION #2017-08 REGARDING THE ISSUANCE OF THE CITY OF GRAND JUNCTION, COLORADO, DOWNTOWN DEVELOPMENT AUTHORITY TAX INCREMENT REVENUE AND REFUNDING BONDS, SERIES 2017, AND TAX INCREMENT REVENUE BONDS, SERIES 2018; PLEDGING THE TAX INCREMENT REVENUES FOR THE PAYMENT OF SUCH BONDS; APPROVING THE FORM OF A LOAN AGREEMENT RELATING TO EACH SERIES OF BONDS; AND RELATED MATTERS.

RECITALS:

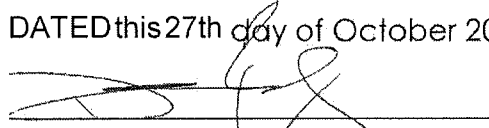
On October 17, 2017 the Downtown Development Authority Board considered and approved Resolution #2017-08. A copy of that Resolution is attached and incorporated by this reference as if fully set forth.

Board member Farrington was absent from the October 17th meeting; however, prior to the meeting he e-mailed Chairman Rowley that he supported the Resolution. Board member Simons participated in the meeting via telephone and while he too voted in support of the Resolution, the telephone connection may not have afforded the best opportunity for Mr. Simons to participate in the meeting.

While the Board recognized Mr. Farrington's e-mail as his vote and recorded Mr. Simon's vote telephonically, the Chairman has determined, with the advice of the Board's legal counsel, that ratification of the Board's approval of the Resolution by and with this Resolution would be proper. Furthermore, with this ratification the Board corrects, amends and rectifies any and all procedural defects that arose or may have arisen with the October 17th action by duly and properly noticing the meeting as required by the Colorado Open Meetings law.


The Downtown Development Authority, by and through its Board of Directors and the signature of its Chairman, does with this Resolution ratify all action heretofore taken (not inconsistent with the provisions of this Resolution) by the Board, or the officers and staff of the Authority or the City, directed and/or relating to the Project as the same is defined in the financing documents, the Refunding Project, and the sale and issuance of the Bonds for such purpose, be, and the same, are hereby ratified, approved and confirmed.

DATED this 27th day of October 2017.



Duncan Rowley
Chairman of the Downtown Development Authority
Grand Junction, Colorado

Attest:



Brandon Stam
Executive Director
Downtown Development Authority

RESOLUTION No. 67-17

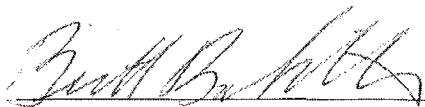
A RESOLUTION CONFIRMING THE ACTION OF THE DOWNTOWN DEVELOPMENT AUTHORITY (DDA) BOARD REGARDING THE ISSUANCE OF THE CITY OF GRAND JUNCTION, COLORADO, DOWNTOWN DEVELOPMENT AUTHORITY TAX INCREMENT REVENUE AND REFUNDING BONDS, SERIES 2017, AND TAX INCREMENT REVENUE BONDS, SERIES 2018; PLEDGING THE TAX INCREMENT REVENUES FOR THE PAYMENT OF SUCH BONDS; APPROVING THE FORM OF A LOAN AGREEMENT RELATING TO EACH SERIES OF BONDS; AND RELATED MATTERS.

RECITALS:

On October 17, 2017 the Downtown Development Authority (DDA) Board considered and approved Resolution #2017-08. On October 26, 2017 the DDA Board ratified Resolution #2017-09; both Resolutions are attached and incorporated by this reference as if fully set forth.

The City Council, by and with an action of its members, and the signature of its Mayor Pro Tem, does with this Resolution ratify all action heretofore taken by the DDA Board, and the officers and staff of the Authority and the City, directed and/or relating to the Project and Refunding Project as the same are defined in the financing documents and the sale and issuance of the Bonds for such purpose, and the same, are hereby approved and confirmed.

DATED this 1st day of November 2017.



Mayor Pro Tem of the City Council
City of Grand Junction, Colorado

Attest:



City Clerk

RESOLUTION NO. 2018-04

WHEREAS, the Grand Junction Downtown Development Authority (the "Authority") is a duly organized and existing downtown development authority under the Constitution and laws of the State of Colorado, including, particularly, Title 31, Article 25, Part 8, Colorado Revised Statutes, as amended; and

WHEREAS, the Board of Directors of the Authority (the "Board") adopted Resolution No. 2017-08 on May 24, 2018, as ratified by Resolution No. 67-17 adopted on October 26, 2017 (collectively, the "Prior Resolution"), for the purpose of approving the issuance by the City of Grand Junction, Colorado (the "City") of its: (i) "Downtown Development Authority, Tax Increment Revenue and Refunding Bonds, Series 2017" (the "2017 Bonds") in the maximum aggregate principal amount of \$10,000,000; and (ii) its "Downtown Development Authority, Tax Increment Revenue Bonds, Series 2018" in the maximum aggregate principal amount of \$9,120,000 (the "2018 Bonds," and together with the 2017 Bonds, the "Bonds"); and

WHEREAS, the City originally intended to issue the 2017 Bonds in the aggregate principal amount of \$10,000,000, and further originally intended to designate the 2017 Bonds as "qualified tax-exempt obligations" under Section 265(b)(3) of the Internal Revenue Code of 1986, as amended, but, due to certain additional tax-exempt indebtedness previously issued by the City during calendar year 2017, limited the issuance of the 2017 Bonds to \$9,120,000; and

WHEREAS, as a consequence of limiting the issuance of the 2017 Bonds to an aggregate principal amount of \$9,120,000, the City now intends to issue the 2018 Bonds in the aggregate principal amount of \$10,000,000 (instead of the aggregate principal amount of \$9,120,000 as originally planned) to ultimately provide for a combined issuance of Bonds in the aggregate principal amount of \$19,120,000; and

WHEREAS, in order to provide for the issuance of \$10,000,000 aggregate principal amount of 2018 Bonds in 2018, the City Council of the City adopted Ordinance No. 4795 on April 4, 2018, a copy of which is attached hereto as Exhibit A, which amended Ordinance No. 4772 adopted by the City Council of the City on November 1, 2017; and

WHEREAS, there has been filed with the Secretary to the Board a substantially final draft of the Loan Agreement between the City and ANB Bank, as lender (the "Lender"), relating to the loan of the proceeds of the 2018 Bonds by the Lender to the City and the further terms and conditions of repayment of the same by the City (the "2018 Loan Agreement"), which is attached hereto as Exhibit B; and

WHEREAS, the sole purpose of this resolution is to amend the Prior Resolution to authorize and approve the issuance of the 2018 Bonds by the City in the aggregate principal amount of \$10,000,000 and the execution and delivery of the 2018 Loan Agreement and all related documents by the City.

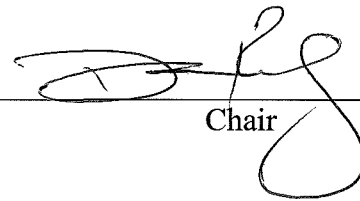
NOW, THEREFORE, BE IT RESOLVED BY THE BOARD OF DIRECTORS OF THE GRAND JUNCTION DOWNTOWN DEVELOPMENT AUTHORITY, IN THE CITY OF GRAND JUNCTION AND STATE OF COLORADO:

Section 1. Amendment of Prior Resolution. The Prior Resolution is hereby amended to the extent necessary to authorize and approve the issuance of the 2018 Bonds by the City in the aggregate principal amount of \$10,000,000 and the execution and delivery of the 2018 Loan Agreement and all related documents by the City.

Section 2. Repealer. All acts and resolutions in conflict with this Resolution, including conflicting portions of the Prior Resolution, are hereby rescinded, annulled and repealed to the extent of such conflict. This repealer shall not be construed to revive any act or resolution, or part thereof, heretofore repealed.

Section 3. Ratification and Confirmation. The Prior Resolution, to the extent not amended by or in conflict with this Resolution, is hereby ratified and confirmed.


ADOPTED AND APPROVED this May 24, 2018.



Chair

(SEAL)

Attest:



Secretary

EXHIBIT I

(Attach Copy of Meeting Notice)



**Grand Junction Downtown Development Authority
Board of Directors Regular Meeting
Thursday, May 24, 2018
7:30 a.m. to 9:00 a.m.
Fairfield Inn & Suites, LaCourt Room, 225 Main Street**

AGENDA

7:30 a.m. Call to Order

7:32 a.m. Approval of Minutes

- Meeting of April 26, 2018

7:35 a.m. Authority Resolution

7:40 a.m. Façade Grant Applications and Approvals

- 444 Main Street
- 104 White Avenue
- 538 Main Street

8:00 a.m. Updates

- Las Colonias
- Annual Report
- Event Coordinator Position
- Creative District

8:45 a.m. Other Business

8:55 a.m. Public Comments

9:00 a.m. Adjourn

EXHIBIT A

(Attach Ordinance No. 4795)

ORDINANCE NO. 4795

AN ORDINANCE AMENDING ORDINANCE NO. 4772 RELATING TO THE ISSUANCE OF THE CITY OF GRAND JUNCTION, COLORADO, DOWNTOWN DEVELOPMENT AUTHORITY TAX INCREMENT REVENUE AND REFUNDING BONDS, SERIES 2017, AND TAX INCREMENT REVENUE BONDS, SERIES 2018; AND RELATED MATTERS.

WHEREAS, the City of Grand Junction, Colorado (the "City") is a home rule city duly existing under the Constitution and laws of the State of Colorado and its City Charter; and

WHEREAS, the Grand Junction, Colorado, Downtown Development Authority (the "Authority") was organized by the City pursuant to Title 31, Article 25, Part 8, of the Colorado Revised Statutes, as amended (the "Act"), as a "downtown development authority" for the purposes of the Act, including the improvement of that certain area (the "Plan of Development Area") subject to the Downtown Development Authority Plan of Development (the "Plan") approved by a resolution of the City Council of the City (the "Council") adopted on December 16, 1981 (the "Resolution"); and

WHEREAS, the Authority proposed and submitted the Plan to the Council and the Plan was approved by the Council in the Resolution; and

WHEREAS, the Plan has been modified from time to time by amendments to the Resolution for the purpose of including additional property within the Plan of Development Area and other relevant changes; and

WHEREAS, the Plan provides for a division of taxes pursuant to Section 31-25-807(3) of the Act; and

WHEREAS, pursuant to Section 31-25-807(3)(a)(IV) of the Act and Ordinance No. 4494 duly adopted by the Council on January 4, 2012, such division of taxes (with the modifications required by Section 31-25-807(3)(a)(IV) of the Act) was extended for an additional twenty years beginning with the taxes levied in 2012 and collectible in 2013; and

WHEREAS, the Resolution established the Tax Increment Fund (defined below) for the deposit of the Tax Increments (defined below) resulting from such division of taxes; and

WHEREAS, the Tax Increments are defined as: (i) one hundred percent of the property taxes produced by the levy at the rate fixed each year by or for the City upon the valuation for assessment of taxable property within the boundaries of the Plan of Development Area which is in excess of the valuation for assessment of taxable property within the boundaries of the Plan of Development Area certified as the base amount by the Mesa County Assessor pursuant to Sections 31-25-807(3)(a)(IV) and 31-25-807(3)(f) of the Act and pledged herein for the repayment of and as security for the Bonds (defined herein); (ii) fifty percent, or such greater amount as may be set forth in an agreement negotiated between the City and the respective public bodies, of the property taxes produced by the levy at the rate fixed each year by or for each public body (excluding the City, which is covered by clause (i) of this definition) upon the valuation for assessment of taxable property within the boundaries of the Plan of Development Area which is in excess of the valuation for assessment of taxable property within the boundaries of the Plan of Development Area certified as the base amount by the County Assessor pursuant to Sections 31-25-807(3)(a)(IV) and 31-25-807(3)(f) of the Act and pledged herein for the repayment of and as security for the Bonds; and (iii) one hundred percent of the municipal sales taxes produced within each sales tax collection area within the Plan of Development Area which are in excess of the amount certified as the base amount for such collection area by the Finance Director of the City pursuant to Section 31-25-807(3) of the Act and pledged herein for the repayment of and as security for the Bonds. "Tax Increments" also include specific ownership taxes, if and to the extent received by the City in connection with the property tax increment described above; and

WHEREAS, pursuant to the Act, the City is permitted to issue securities made payable from the Tax Increments for the purposes of a project if the issuance of such bonds and the pledge of such revenues are first submitted for approval to the qualified electors of the Authority at a special election held for such purpose; and

WHEREAS, in addition, Article X, Section 20 of the Colorado Constitution requires voter approval in advance for the creation of any multiple-fiscal year direct or indirect debt or other financial obligation (except that refundings of existing debt at lower interest rates do not require an election); and

WHEREAS, at a special election held by the City within the boundaries of the Authority on April 3, 2007 (the "2007 Election"), a majority of the qualified electors of the Authority voting thereon authorized the City to issue bonds or other indebtedness not to exceed \$18,000,000, with a repayment cost of \$20,000,000, for the purpose of financing certain capital improvements within the Plan of Development Area and authorized the pledge of the Tax Increment Fund for payment of principal, interest and any premiums due in connection with such bonds or other indebtedness, said pledge of funds not to exceed the maximum time permitted by law; and

WHEREAS, the ballot question submitted to the qualified electors of the Authority at the 2007 Election was as follows:

SHALL CITY OF GRAND JUNCTION DEBT BE INCREASED \$18,000,000 WITH A REPAYMENT COST OF \$20,000,000, WITHOUT RAISING ADDITIONAL TAXES, TO FINANCE STREETS, PARKS, PLAZAS, PARKING FACILITIES, PLAYGROUNDS, CAPITAL FACILITIES, PEDESTRIAN MALLS, RIGHTS-OF-WAY, STRUCTURES, WATERWAYS, BRIDGES, ACCESS ROUTES TO ANY OF THE FOREGOING, DESIGNED FOR USE BY THE PUBLIC GENERALLY OR USED BY ANY PUBLIC AGENCY WITH OR WITHOUT CHARGE; SUCH DEBT TO BE EVIDENCED BY BONDS, LOANS, ADVANCES OR INDEBTEDNESS PROVIDED THAT THE SPECIFIC TERMS OF THE DEBT, INCLUDING A PROVISION FOR EARLY REPAYMENT WITH OR WITHOUT A PREMIUM, AND THE PRICE AT WHICH IT WILL BE SOLD SHALL BE DETERMINED BY THE CITY AS NECESSARY AND PRUDENT; SHALL THE PLEDGE OF THE TAX INCREMENT FUND TO SUCH DEBT BE AUTHORIZED FOR A PERIOD NOT TO EXCEED THE MAXIMUM TIME PERMITTED BY LAW; AND IF THIS QUESTION IS APPROVED, THE AUTHORITY TO ISSUE DEBT PURSUANT TO BALLOT ISSUE 5T AT THE CITY'S NOVEMBER 2, 2004 ELECTION SHALL BE OF NO FURTHER EFFECT?

; and

WHEREAS, at a special election held by the City within the boundaries of the Authority on April 5, 2011 (the "2011 Election"), a majority of the qualified electors of the Authority voting thereon authorized the City to issue bonds or other indebtedness not to exceed

\$65,000,000, with a repayment cost of \$72,000,000, for the purpose of financing certain capital improvements within the Plan of Development Area and authorized the pledge of the Tax Increment Fund for payment of principal, interest and any premiums due in connection with such bonds or other indebtedness, said pledge of funds not to exceed the maximum time permitted by law; and

WHEREAS, the ballot question submitted to the qualified electors of the Authority at the 2011 Election was as follows:

SHALL CITY OF GRAND JUNCTION DEBT BE INCREASED NOT TO EXCEED \$65,000,000 WITH A REPAYMENT COST OF \$72,000,000, WITHOUT RAISING ADDITIONAL TAXES, TO FINANCE STREETS, PARKS, PLAZAS, PARKING FACILITIES, PLAYGROUNDS, CAPITAL FACILITIES, PEDESTRIAN MALLS, RIGHTS-OF-WAY, STRUCTURES, WATERWAYS, BRIDGES, ACCESS ROUTES TO ANY OF THE FOREGOING, DESIGNED FOR USE BY THE PUBLIC GENERALLY OR USED BY ANY PUBLIC AGENCY WITH OR WITHOUT CHARGE; SUCH DEBT TO BE EVIDENCED BY BONDS, LOANS, ADVANCES OR INDEBTEDNESS PROVIDED THAT THE SPECIFIC TERMS OF THE DEBT, INCLUDING A PROVISION FOR EARLY REPAYMENT WITH OR WITHOUT A PREMIUM, AND THE PRICE AT WHICH IT WILL BE SOLD SHALL BE DETERMINED BY THE CITY AS NECESSARY AND PRUDENT; SHALL THE PLEDGE OF THE TAX INCREMENT FUND TO SUCH DEBT BE AUTHORIZED FOR A PERIOD NOT TO EXCEED THE MAXIMUM TIME PERMITTED BY LAW?

; and

WHEREAS, the City has previously issued \$17,125,000 of the indebtedness authorized at the 2007 Election, which indebtedness was represented by: (i) its \$10,000,000 "City of Grand Junction, Colorado, Downtown Development Authority, Tax-Increment Revenue Bonds, Series 2009" (the "2009 Bonds"), all of which were repaid as of December 15, 2012; (ii) its \$4,070,000 "City of Grand Junction, Colorado, Downtown Development Authority, Tax-Exempt Tax Increment Revenue Bonds, Series 2012A" (the "2012A Bonds"), all of which were repaid with the proceeds of the 2017 Bonds (defined herein); and (iii) its \$3,055,000 City of Grand Junction, Colorado, Downtown Development Authority, Taxable Tax Increment Revenue Bonds, Series 2012B," all of which were repaid as of December 15, 2017; and

WHEREAS, pursuant to Ordinance No. 4772 duly adopted by the Council on November 1, 2017 ("Ordinance No. 4772") and the authority granted by the 2007 Election and/or the 2011 Election, the City issued its "City of Grand Junction, Colorado, Downtown Development Authority, Tax Increment Revenue and Refunding Bonds, Series 2017 (the "2017 Bonds"), in the aggregate principal amount of \$9,120,000 for the purpose of: (i) refunding the 2012A Bonds; (ii) financing (or reimbursing the costs of) certain additional improvements described in the Plan and the 2007 Election and/or the 2011 Election (the "Project"); (iii) funding a debt service reserve for the 2017 Bonds; and (iv) paying the costs of issuing the 2017 Bonds; and

WHEREAS, pursuant to Ordinance No. 4772 and the authority granted by the 2011 Election, the City also authorized the issuance of its "City of Grand Junction, Colorado, Downtown Development Authority, Tax Increment Revenue Bonds, Series 2018 (the "2018 Bonds," and together with the 2017 Bonds, the "Bonds") in the maximum aggregate principal amount of \$9,120,000 for the purpose of: (i) financing that portion of the Project not otherwise financed by the 2017 Bonds; (ii) funding a debt service reserve for the 2018 Bonds; and (iii) paying the costs of issuing the 2018 Bonds; and

WHEREAS, subsequent to the adoption of Ordinance No. 4772, the City determined that the 2017 Bonds could only be issued in the aggregate principal amount of \$9,120,000 and still maintain the status of the 2017 Bonds as "qualified tax-exempt obligations" under Section 265(b)(3) of the Internal Revenue Code of 1986, as amended (the "Code"); and

WHEREAS, the City desires to issue the 2018 Bonds in the maximum aggregate principal amount of \$10,000,000 in calendar year 2018 but Ordinance No. 4772 only authorized the issuance of the 2018 Bonds in a maximum aggregate principal amount of \$9,120,000; and

WHEREAS, the City desires to amend Ordinance No. 4772 to increase the maximum aggregate principal amount of the 2018 Bonds to \$10,000,000 and decrease the aggregate principal amount of the 2017 Bonds, which have already been issued, to \$9,120,000.

BE IT ORDAINED BY THE CITY COUNCIL OF THE CITY OF GRAND JUNCTION, COLORADO:

Section 1. Amendments to Ordinance No. 4772. Section 3 of Ordinance No. 4772 is hereby amended and restated to read as follows:

Section 3. Delegation and Parameters.

(a) Pursuant to Section 11-57-205 of the Supplemental Act, the Council hereby delegates to the President, the Financial Operations Manager, or any member of the Council the authority to make the following determinations relating to and contained in the Bonds and the Loan Agreements, subject to the restrictions contained in paragraph (b) of this Section 3:

(i) the interest rate on the 2017 Bonds and the 2017 Loan and the interest rate on the 2018 Bonds and the 2018 Loan;

(ii) the principal amount of the 2017 Bonds and the 2017 Loan and the principal amount of the 2018 Bonds and the 2018 Loan;

(iii) the amount of principal of the 2017 Bonds and the 2017 Loan maturing in any given year and the final maturity of the 2017 Bonds and the 2017 Loan, and the amount of principal of the 2018 Bonds and the 2018 Loan maturing in any given year and the final maturity of the 2018 Bonds and the 2018 Loan;

(iv) the conditions on which and the prices at which the 2017 Bonds and the 2017 Loan may be paid prior to maturity, and the conditions on which and the prices at which the 2018 Bonds and the 2018 Loan may be paid prior to maturity;

(v) the dates on which the principal of and interest on the 2017 Bonds and the 2017 Loan are paid, and the dates on which the principal of and interest on the 2018 Bonds and the 2018 Loan are paid; and

(vi) the existence and amount of reserve funds or capitalized interest for the 2017 Bonds and the 2017 Loan, if any, and the existence and amount of reserve funds or capitalized interest for the 2018 Bonds and the 2018 Loan, if any.

(b) The delegation in paragraph (a) of this Section 3 shall be subject to the following parameters and restrictions: (i) the interest rate on the 2017 Bonds and the 2017 Loan shall not exceed 3.36% (not to exceed 6%, if applicable, following a Determination of Taxability (as defined in the 2017 Loan

Agreement); (ii) the interest rate on the 2018 Bonds and the 2018 Loan shall not exceed 3.36% (not to exceed 6%, if applicable, following a Determination of Taxability (as defined in the 2018 Loan Agreement); (iii) the principal amount of the 2017 Bonds and the 2017 Loan shall not exceed \$9,120,000; (iv) the principal amount of the 2018 Bonds and the 2018 Loan shall not exceed \$10,000,000; (v) the Bonds shall be subject to redemption prior to maturity on any date at a redemption price of not more than 101% of the principal amount thereof; (vi) the respective reserve funds for the 2017 Bonds and the 2018 Bonds may not exceed the maximum amount permitted for each series of Bonds under the Internal Revenue Code of 1986, as amended; and (vii) the final maturity of the Bonds and the Loans shall not be later than December 31, 2032.

Section 2. Ratification and Approval of Prior Actions. All actions heretofore taken by the officers of the City and members of the Council, not inconsistent with the provisions of this Ordinance, including the adoption of Ordinance No. 4772 to the extent not inconsistent with this Ordinance, relating to the Bonds (as defined in Ordinance No. 4772), the Loan Agreements (as defined in Ordinance No. 4772), the Documents (as defined in Ordinance No. 4772), or actions to be taken in respect thereof, are hereby authorized, ratified, approved, and confirmed.

Section 3. Repealer. All acts, orders, ordinances, or resolutions, or parts thereof, including any inconsistent provisions of Ordinance No. 4772, in conflict herewith are hereby repealed to the extent of such conflict.

Section 4. Severability. Should any one or more sections or provisions of this Ordinance be judicially determined invalid or unenforceable, such determination shall not affect, impair, or invalidate the remaining provisions hereof, the intention being that the various provisions hereof are severable.

Section 5. Ordinance Irrepealable. After the Bonds are issued, this Ordinance shall constitute an irrevocable contract between the City and the owners from time to time of the Bonds, and shall be and remain irrepealable until the Bonds and the interest thereon shall have been fully paid, satisfied, and discharged. No provisions of any constitution, statute, charter, ordinance, resolution, or other measure enacted after the issuance of the Bonds shall in any way

be construed as impairing the obligations of the City to keep and perform its covenants contained in this Ordinance.

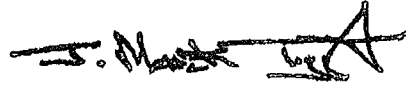
Section 6. Effective Date. This Ordinance shall be in full force and effect 30 days after publication following final passage provided the adoption thereof has also been consented to by the Lender (as defined in Ordinance No. 4772).

[The remainder of this page intentionally left blank.]

INTRODUCED, PASSED ON FIRST READING, APPROVED AND ORDERED PUBLISHED IN PAMPHLET FORM this 21st day of March, 2018.

CITY OF GRAND JUNCTION, COLORADO

[SEAL]



President of the City Council

Attest:

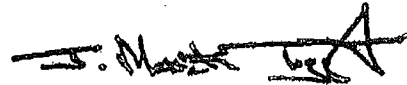
W Winkelmann
City Clerk



INTRODUCED, PASSED ON SECOND READING, APPROVED AND ORDERED PUBLISHED IN PAMPHLET FORM this 4th day of April, 2018.

CITY OF GRAND JUNCTION, COLORADO

[SEAL]



President of the City Council

Attest:

W Winkelmann
City Clerk



STATE OF COLORADO)

COUNTY OF MESA)
) SS.
)
 CITY OF GRAND JUNCTION)

I, Wanda Winkelman, the City Clerk of the City of Grand Junction, Colorado (the "City") and Clerk to the City Council of the City (the "Council"), do hereby certify as follows:

(1) The foregoing pages are a true, correct and complete copy of an ordinance (the "Ordinance") that was introduced, passed on first reading and ordered published in full by the Council at a regular meeting thereof held on March 21, 2018 and was duly adopted and ordered published in full by the Council at a regular meeting thereof held on April 4, 2018, which Ordinance has not been revoked, rescinded or repealed and is in full force and effect on the date hereof.

(2) The Ordinance was duly moved and seconded and the Ordinance was passed on first reading at the meeting of March 21, 2018, by an affirmative vote of a majority of the members of the Council as follows:

<u>Councilmember</u>	<u>Voting "Aye"</u>	<u>Voting "Nay"</u>	<u>Absent</u>	<u>Abstaining</u>
Rick Taggart			X	
Bennett Boeschstein	X			
Phyllis Norris	X			
Barbara Traylor Smith	X			
Duke Wortmann	X			
Duncan McArthur	X			
Chris Kennedy	X			

(3) The Ordinance was duly moved and seconded and the Ordinance was finally passed on second reading at the meeting of April 4, 2018, by an affirmative vote of a majority of the members of the Council as follows:

<u>Councilmember</u>	<u>Voting "Aye"</u>	<u>Voting "Nay"</u>	<u>Absent</u>	<u>Abstaining</u>
Rick Taggart	X			
Bennett Boeschstein	X			
Phyllis Norris	X			
Barbara Traylor Smith	X			
Duke Wortmann	X			
Duncan McArthur	X			
Chris Kennedy	X			

(4) The members of the Council were present at such meetings and voted on the passage of the Ordinance as set forth above.

(5) The Ordinance was approved and authenticated by the signature of the President of the Council, sealed with the City seal, attested by the City Clerk, and recorded in the minutes of the Council.

(6) There are no bylaws, rules, or regulations of the Council that might prohibit the adoption of the Ordinance.

(7) Notices of the meetings of March 21, 2018 and April 4, 2018 in the forms attached hereto as Schedule I were posted at City Hall in accordance with law.

(8) The Ordinance was published in pamphlet form in The Daily Sentinel, a daily newspaper of general circulation in the City, on March 23, 2018 and April 6, 2018, as required by the City Charter. True and correct copies of the affidavits of publication are attached hereto as Schedule II.

WITNESS my hand and the seal of the City affixed this 6th day of April, 2018.

W. W. Wortmann

City Clerk and Clerk to the Council

[SEAL]



SCHEDULE I

(Attach Notices of Meetings of March 21, 2018 and April 4, 2018)

To access the Agenda and Backup Materials electronically, go to www.gjcity.org



CITY COUNCIL AGENDA
WEDNESDAY, MARCH 21, 2018
250 NORTH 5TH STREET
5:15 PM - PRE-MEETING - ADMINISTRATION CONFERENCE ROOM
6:00 PM - REGULAR MEETING - CITY HALL AUDITORIUM

To become the most livable community west of the Rockies by 2025

Call to Order, Pledge of Allegiance, Moment of Silence

Presentations

Colorado Mesa University Funds Presentation

Proclamations

Proclaiming April 16, 2018 as National Healthcare Decisions Day in the City of Grand Junction

Proclaiming April 8 - April 14, 2018 as National Public Safety Telecommunicator Week in the City of Grand Junction

Proclaiming March 31, 2018 as César Chávez Day in the City of Grand Junction

Citizen Comments

Individuals may comment regarding items scheduled on the Consent Agenda and items not specifically scheduled on the agenda. This time may be used to address City Council about items that were discussed at a previous City Council Workshop.

Council Reports

CONSENT AGENDA

The Consent Agenda includes items that are considered routine and will be approved by a single motion. Items on the Consent Agenda will not be discussed by City Council, unless an item is removed for individual consideration.

1. Approval of Minutes

- a. Summary of the March 5, 2018 Workshop
- b. Minutes of the March 7, 2018 Regular Meeting

2. Set Public Hearings

All ordinances require two readings. The first reading is the introduction of an ordinance and generally not discussed by City Council. Those are listed in Section 2 of the agenda. The second reading of the ordinance is a Public Hearing where public comment is taken. Those are listed on the Regular Agenda.

- a. Legislative
 - i. 2018 Supplemental Appropriation Ordinance for Expansion of School Resource Officer Program and Setting a Hearing for April 4, 2018
 - ii. An Ordinance Amending Chapter 2 of the Grand Junction Municipal Code regarding Ballot Title Protests and the Deadline for Write-in Candidate Affidavits and Setting a Public Hearing for April 4, 2018
 - iii. An Ordinance Amending Ordinance 4772 Concerning the Issuance of DDA Bonds and Setting a Public Hearing for April 4, 2018
- b. Quasi-judicial
 - i. Consider a Resolution Referring a Petition to the City Council for the Annexation of Lands to the City of Grand Junction, Colorado, Setting a Hearing on Such Annexation, Exercising Land Use Control, and Introducing Proposed Annexation Ordinance for the York Annexation of 5.943 Acres, Located at 2122 H Road

3. Contracts

- a. Authorize the City Manager to Enter into a Community Solar Garden Subscription Agreement with Oak Leaf Solar XXXI LLC

4. Resolutions

- a. A Resolution Authorizing the City Manager to Submit a Grant Request to the Department of Local Affairs for the Two Rivers Convention Center Improvements Project

- b. A Resolution Authorizing and Ratifying a Contract with Sunshine Polishing

5. Other Action Items

- a. I-70 / 29 Road Interchange Memorandum of Understanding Between the City of Grand Junction and Mesa County

REGULAR AGENDA

If any item is removed from the Consent Agenda by City Council, it will be considered here.

6. Public Hearings

- a. Quasi-judicial
 - i. Public Hearing to consider a request by REgeneration LLC for review of a Service Plan for the proposed Lowell Village Metropolitan District
 - ii. A Resolution Accepting a Petition for the Annexation and Ordinances Annexing and Zoning the Camp Annexation CSR (Community Services and Recreation) and C-1 (Light Commercial), Located at 171 Lake Road

7. Other Action Items

- a. Consider a Request by Two R & D, LLC to Accept the Dedication of 15.06 Acres of Open Space in the Pinnacle Ridge Subdivision Instead of Payment of the City's Open Space Dedication in Lieu of Fee

8. Non-Scheduled Citizens & Visitors

This is the opportunity for individuals to speak to City Council about any item and time may be used to address City Council about items that were discussed at a previous City Council Workshop.

9. Other Business

10. Adjournment

To access the Agenda and Backup Materials electronically, go to www.gjcity.org



CITY COUNCIL AGENDA
WEDNESDAY, APRIL 4, 2018
250 NORTH 5TH STREET
5:15 PM – PRE-MEETING – ADMINISTRATION CONFERENCE ROOM
6:00 PM – REGULAR MEETING – CITY HALL AUDITORIUM

To become the most livable community west of the Rockies by 2025

Call to Order, Pledge of Allegiance, Moment of Silence

Presentations

Economic Development Funds Presentation

Proclamations

Proclaiming April 2018 as Month of the Young Child in the City of Grand Junction

Proclaiming April 2018 as National Autism Awareness Month in the City of Grand Junction

Proclaiming April 2018 as Child Abuse Prevention Month in the City of Grand Junction

Citizen Comments

Individuals may comment regarding items scheduled on the Consent Agenda and items not specifically scheduled on the agenda. This time may be used to address City Council about items that were discussed at a previous City Council Workshop.

Council Reports

CONSENT AGENDA

The Consent Agenda includes items that are considered routine and will be approved by a single motion. Items on the Consent Agenda will not be discussed by City Council, unless an item is removed for individual consideration.

1. Approval of Minutes

- a. Summary of the March 19, 2018 Workshop
- b. Minutes of the March 21, 2018 Executive Session
- c. Minutes of the March 21, 2018 Regular Meeting

2. Set Public Hearings

All ordinances require two readings. The first reading is the introduction of an ordinance and generally not discussed by City Council. Those are listed in Section 2 of the agenda. The second reading of the ordinance is a Public Hearing where public comment is taken. Those are listed on the Regular Agenda.

- a. Quasi-judicial
 - i. A Resolution Referring a Petition to the City Council for the Annexation of Lands to the City of Grand Junction, Colorado, Setting a Hearing on Such Annexation, Exercising Land Use Control, and Introducing Proposed Annexation Ordinance for the Tallman Annexation of 5.197 Acres, Located at 2734 B ¼ Road and 2723 Hwy 50

3. Contracts

- a. 2018 Contract Street Maintenance - Asphalt Overlays

4. Resolutions

- a. A Resolution Amending the 2018 City Council Meeting Schedule
- b. A Resolution Approving Trail Easement with Redlands Water and Power for the Monument Road (Lunch Loops) Trail

5. Other Action Items

- a. Orchard Ave Between Normandy and 29 Road Memorandum of Understanding Between the City of Grand Junction and Mesa County
- b. Downtown Grand Junction Partnership (DDA/BID) Organizational Change

REGULAR AGENDA

If any item is removed from the Consent Agenda by City Council, it will be considered here.

6. Public Hearings

a. Legislative

- i. 2018 Supplemental Appropriation Ordinance for Expansion of School Resource Officer Program
- ii. An Ordinance Amending Ordinance No. 4772 Concerning the Issuance of DDA Bonds
- iii. An Ordinance Amending Chapter 2 of the Grand Junction Municipal Code regarding Ballot Title Protests and the Deadline for Write-in Candidate Affidavits

7. Resolutions

- a. Resolution Establishing a Colorado Creative District

8. Non-Scheduled Citizens & Visitors

This is the opportunity for individuals to speak to City Council about any item and time may be used to address City Council about items that were discussed at a previous City Council Workshop.

9. Other Business

10. Adjournment

SCHEDULE II

(Attach Notice of Meeting)

State PROOF OF PUBLICATION

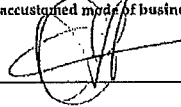
STATE OF COLORADO

County of (Mesa)

Terry Flanagan

Being duly sworn, says that I am Legal Secretary of The Daily Sentinel, a daily newspaper, published and duly printed in The County of Mesa, State of Colorado; that said newspaper has a general circulation in said County and has been continuously and uninterruptedly published therein, during a period of at least fifty-two consecutive weeks next prior to the first publication of the annexed notice; that said newspaper is a newspaper within the meaning of the act of the general Assembly of the State of Colorado, entitled "An Act to regulate the printing of legal notices and advertisements," and amendments thereto; that the notice of which the annexed is a printed copy taken from said newspaper, was published in said newspaper, and in the regular and entire issue of every number thereof once a week for 1 successive week; that said notice was so published in said newspaper proper and not in any supplement thereof, and that first publication of said notice as aforesaid, was on the 23rd day of March, 2018, and the last, on the 23rd day of March, 2018. Copies of each number of said paper in which said notice and/or list was published were delivered by carriers or transmitted by mail to each of the subscribers of said newspaper, The Daily Sentinel, according to the accustomed mode of business in this office.

NOTICE OF PUBLIC HEARING NOTICE IS HEREBY GIVEN THAT: The City Council of the City of Grand Junction, Colorado, at its regular convened meeting on March 21, 2018, passed on that meeting the following entitled proposed ordinance: AN ORDINANCE AMENDING ORDINANCE NO. 4772 RELATING TO THE ISSUANCE OF THE CITY OF GRAND JUNCTION, COLORADO, DOWN-TOWN DEVELOPMENT AUTHORITY TAX INCREMENTAL REVENUE AND REFUNDING BONDS, SERIES 2018, AND RELATED MATTERS and authorized the publication in pamphlet form. NOTICE IS FURTHER GIVEN THAT the public hearing will be held April 4, 2018 at 8:00 p.m. in the City Auditorium, 250 North 4th Street, at which time public comments will be taken and considered before the final adoption of the proposed ordinance. Copies of the proposed ordinance are available for public inspection in the City Clerk's Office, 250 North 4th Street, City Hall, at any time Monday through Friday between the hours of 7:00 a.m. and 4:00 p.m. or on the web at www.cityofgj.org. BY THE ORDER OF THE CITY COUNCIL /s/ Wanda Winkelmann, City Clerk Published: March 22, 2018.



Subscribed and sworn to before me, this 23rd day of March, 2018

Karen McLeish

KAREN McLEISH
 NOTARY PUBLIC
 STATE OF COLORADO
 NOTARY ID #20434062004
 My Commission Expires January 17, 2021

State PROOF OF PUBLICATION

STATE OF COLORADO

County of (Mesa)

Terry Flanagan

Being duly sworn, says that I am Legal Secretary of The Daily Sentinel, a daily newspaper, published and duly printed in The County of Mesa, State of Colorado; that said newspaper has a general circulation in said County and has been continuously and uninterruptedly published therein, during a period of at least fifty-two consecutive weeks next prior to the first publication of the annexed notice; that said newspaper is a newspaper within the meaning of the act of the general Assembly of the State of Colorado, entitled "An Act to regulate the printing of legal notices and advertisements," and amendments thereto; that the notice of which the annexed is a printed copy taken from said newspaper, was published in said newspaper, and in the regular and entire issue of every number thereof once a week for 1 successive week; that said notice was so published in said newspaper proper and not in any supplement thereof, and that first publication of said notice as aforesaid, was on the 6th day of April, 2018, and the last, on the 6th day of April, 2018. Copies of each number of said paper in which said notice and/or list was published were delivered by carriers or transmitted by mail to each of the subscribers of said newspaper, The Daily Sentinel, according to the accustomed mode of business in this office.

NOTICE OF ADOPTION OF ORDINANCE NO. 4795 AN ORDINANCE OF THE CITY OF GRAND JUNCTION TO BE PUBLISHED IN PAMPHLET FORM NOTICE IS HEREBY GIVEN: That on the 4th day of April 2018, at 6:06 p.m. in the City Hall Auditorium, 250 N. 5th Street, Grand Junction, Colorado, the City Council of the City of Grand Junction held a public hearing, and proper notice, to consider the final passage of an Ordinance, the title of which is: AN ORDINANCE AMENDING ORDINANCE NO. 4712 RELATING TO THE ISSUANCE OF THE CITY OF GRAND JUNCTION, COLORADO, DOWN-TOWN DEVELOPMENT AUTHORITY TAX INCREMENT REVENUE AND REFUNDING BONDS, SERIES 2017, AND TAX INCREMENT REVENUE BONDS, SERIES 2018, AND RELATED MATTERS. Copies of the adopted Ordinance are available for public inspection in the office of the City Clerk, 250 N. 5th Street, Grand Junction, CO between 7:00 a.m. and 6:00 p.m., Monday through Friday or on the web at www.gjcity.org. Wanda Winkelman City Clerk Published, April 6, 2018.

Subscribed and sworn to before me, this 6th day of April, 2018

Karen McLeish

KAREN McLEISH
 NOTARY PUBLIC
 STATE OF COLORADO
 NOTARY ID #20134002084
 My Commission Expires January 17, 2021

I HEREBY CERTIFY THAT the foregoing Ordinance, being Ordinance No. 4795 was introduced by the City Council of the City of Grand Junction, Colorado at a regular meeting of said body held on the 21st day of March, 2018 and that the same was published in The Daily Sentinel, a newspaper published and in general circulation in said City, in pamphlet form, at least ten days before its final passage.

I FURTHER CERTIFY THAT a Public Hearing was held on the 4th day of April, 2018, at which Ordinance No. 4795 was read, considered, adopted and ordered published in pamphlet form by the Grand Junction City Council.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the official seal of said City this 4th day of April, 2018.

W Wukelman

City Clerk

Published: March 23, 2018
Published: April 6, 2018
Effective: May 6, 2018



EXHIBIT B

(Attach Form of 2018 Loan Agreement)

[See transcript item 5.]

STATE OF COLORADO)
)
 COUNTY OF MESA) SS.
)
 GRAND JUNCTION DOWNTOWN)
 DEVELOPMENT AUTHORITY)

I, Vonda Bauer, the duly chosen, qualified and acting Secretary to the Grand Junction Downtown Development Authority (the "Authority"), Mesa County, Colorado, do hereby certify that:

1. The foregoing pages are a true, perfect and complete copy of a resolution (the "Resolution") passed and adopted by the Board of Directors (the "Board") of the Authority at a regular meeting of the Board held at the regular meeting place of the Board on May 24, 2018.

2. The Resolution was duly moved and seconded, and the Resolution was finally adopted at the meeting of May 24, 2018, by an affirmative vote of a majority of the members of the Board as follows:

<u>Boardmember</u>	<u>Voting "Aye"</u>	<u>Voting "Nay"</u>	<u>Absent</u>	<u>Abstaining</u>
Duncan Rowley	X			
Jason Farrington	X			
Tom LaCroix			X	
Jodi Niernberg	X			
Phyllis Norris	X			
Doug Simons Jr.			X	
Dan Meyer	X			
Aaron Young	X			
Vance Wagner				X

3. The members of the Board were present at such meeting and voted on the passage of such Resolution as set forth above.

4. The Resolution was approved and authenticated by the signature of the Chair of the Board, sealed with the Authority seal, attested by the Secretary and recorded in the minutes of the Board.

5. There are no bylaws, rules or regulations of the Board which might prohibit the adoption of said Resolution.

6. Notice of the meeting of May 24, 2018 in the form attached hereto as Exhibit I was posted not less than 24 hours prior to the meeting in accordance with law.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the seal of the Authority this May 24, 2018.

(SEAL)

Vonda Bauer
Secretary to the Board of Directors of the Grand
Junction Downtown Development Authority

2

ORDINANCE NO. 4772

AN ORDINANCE AUTHORIZING THE ISSUANCE OF THE CITY OF GRAND JUNCTION, COLORADO, DOWNTOWN DEVELOPMENT AUTHORITY TAX INCREMENT REVENUE AND REFUNDING BONDS, SERIES 2017, AND TAX INCREMENT REVENUE BONDS, SERIES 2018; PLEDGING THE TAX INCREMENT REVENUES OF THE CITY FOR THE PAYMENT OF SUCH BONDS; APPROVING THE FORM OF A LOAN AGREEMENT RELATING TO EACH SERIES OF BONDS; AND RELATED MATTERS

WHEREAS, the City of Grand Junction, Colorado (the "City") is a home rule city duly existing under the Constitution and laws of the State of Colorado and its City Charter; and

WHEREAS, the Grand Junction, Colorado, Downtown Development Authority (the "Authority") was organized by the City pursuant to Title 31, Article 25, Part 8, of the Colorado Revised Statutes, as amended (the "Act"), as a "downtown development authority" for the purposes of the Act, including the improvement of that certain area (the "Plan of Development Area") subject to the Downtown Development Authority Plan of Development (the "Plan") approved by a resolution of the City Council of the City (the "Council") adopted on December 16, 1981 (the "Resolution"); and

WHEREAS, the Authority proposed and submitted the Plan to the Council and the Plan was approved by the Council in the Resolution; and

WHEREAS, the Plan has been modified from time to time by amendments to the Resolution for the purpose of including additional property within the Plan of Development Area and other relevant changes; and

WHEREAS, the Plan provides for a division of taxes pursuant to Section 31-25-807(3) of the Act; and

WHEREAS, pursuant to Section 31-25-807(3)(a)(IV) of the Act and Ordinance No. 4494 duly adopted by the Council on January 4, 2012, such division of taxes (with the modifications required by Section 31-25-807(3)(a)(IV) of the Act) was extended for an additional twenty years beginning with the taxes levied in 2012 and collectible in 2013; and

WHEREAS, the Resolution established the Tax Increment Fund (defined below) for the deposit of the Tax Increments (defined below) resulting from such division of taxes; and

WHEREAS, the Tax Increments are defined as: (i) one hundred percent of the property taxes produced by the levy at the rate fixed each year by or for the City upon the valuation for assessment of taxable property within the boundaries of the Plan of Development Area which is in excess of the valuation for assessment of taxable property within the boundaries of the Plan of Development Area certified as the base amount by the Mesa County Assessor pursuant to Sections 31-25-807(3)(a)(IV) and 31-25-807(3)(f) of the Act and pledged herein for the repayment of and as security for the Bonds (defined herein); (ii) fifty percent, or such greater amount as may be set forth in an agreement negotiated between the City and the respective public bodies, of the property taxes produced by the levy at the rate fixed each year by or for each public body (excluding the City, which is covered by clause (i) of this definition) upon the valuation for assessment of taxable property within the boundaries of the Plan of Development Area which is in excess of the valuation for assessment of taxable property within the boundaries of the Plan of Development Area certified as the base amount by the County Assessor pursuant to Sections 31-25-807(3)(a)(IV) and 31-25-807(3)(f) of the Act and pledged herein for the repayment of and as security for the Bonds; and (iii) one hundred percent of the municipal sales taxes produced within each sales tax collection area within the Plan of Development Area which are in excess of the amount certified as the base amount for such collection area by the Finance Director of the City pursuant to Section 31-25-807(3) of the Act and pledged herein for the repayment of and as security for the Bonds. "Tax Increments" also include specific ownership taxes, if and to the extent received by the City in connection with the property tax increment described above; and

WHEREAS, pursuant to the Act, the City is permitted to issue securities made payable from the Tax Increments for the purposes of a project if the issuance of such bonds and the pledge of such revenues are first submitted for approval to the qualified electors of the Authority at a special election held for such purpose; and

WHEREAS, in addition, Article X, Section 20 of the Colorado Constitution requires voter approval in advance for the creation of any multiple-fiscal year direct or indirect debt or other financial obligation (except that refundings of existing debt at lower interest rates do not require an election); and

WHEREAS, at a special election held by the City within the boundaries of the Authority on April 3, 2007 (the "2007 Election"), a majority of the qualified electors of the

Authority voting thereon authorized the City to issue bonds or other indebtedness not to exceed \$18,000,000, with a repayment cost of \$20,000,000, for the purpose of financing certain capital improvements within the Plan of Development Area and authorized the pledge of the Tax Increment Fund for payment of principal, interest and any premiums due in connection with such bonds or other indebtedness, said pledge of funds not to exceed the maximum time permitted by law; and

WHEREAS, the ballot question submitted to the qualified electors of the Authority at the 2007 Election was as follows:

SHALL CITY OF GRAND JUNCTION DEBT BE INCREASED \$18,000,000 WITH A REPAYMENT COST OF \$20,000,000, WITHOUT RAISING ADDITIONAL TAXES, TO FINANCE STREETS, PARKS, PLAZAS, PARKING FACILITIES, PLAYGROUNDS, CAPITAL FACILITIES, PEDESTRIAN MALLS, RIGHTS-OF-WAY, STRUCTURES, WATERWAYS, BRIDGES, ACCESS ROUTES TO ANY OF THE FOREGOING, DESIGNED FOR USE BY THE PUBLIC GENERALLY OR USED BY ANY PUBLIC AGENCY WITH OR WITHOUT CHARGE; SUCH DEBT TO BE EVIDENCED BY BONDS, LOANS, ADVANCES OR INDEBTEDNESS PROVIDED THAT THE SPECIFIC TERMS OF THE DEBT, INCLUDING A PROVISION FOR EARLY REPAYMENT WITH OR WITHOUT A PREMIUM, AND THE PRICE AT WHICH IT WILL BE SOLD SHALL BE DETERMINED BY THE CITY AS NECESSARY AND PRUDENT; SHALL THE PLEDGE OF THE TAX INCREMENT FUND TO SUCH DEBT BE AUTHORIZED FOR A PERIOD NOT TO EXCEED THE MAXIMUM TIME PERMITTED BY LAW; AND IF THIS QUESTION IS APPROVED, THE AUTHORITY TO ISSUE DEBT PURSUANT TO BALLOT ISSUE 5T AT THE CITY'S NOVEMBER 2, 2004 ELECTION SHALL BE OF NO FURTHER EFFECT?

; and

WHEREAS, at a special election held by the City within the boundaries of the Authority on April 5, 2011 (the "2011 Election"), a majority of the qualified electors of the Authority voting thereon authorized the City to issue bonds or other indebtedness not to exceed \$65,000,000, with a repayment cost of \$72,000,000, for the purpose of financing certain capital improvements within the Plan of Development Area and authorized the pledge of the Tax Increment Fund for payment of principal, interest and any premiums due in connection with such

bonds or other indebtedness, said pledge of funds not to exceed the maximum time permitted by law; and

WHEREAS, the ballot question submitted to the qualified electors of the Authority at the 2011 Election was as follows:

SHALL CITY OF GRAND JUNCTION DEBT BE INCREASED NOT TO EXCEED \$65,000,000 WITH A REPAYMENT COST OF \$72,000,000, WITHOUT RAISING ADDITIONAL TAXES, TO FINANCE STREETS, PARKS, PLAZAS, PARKING FACILITIES, PLAYGROUNDS, CAPITAL FACILITIES, PEDESTRIAN MALLS, RIGHTS-OF-WAY, STRUCTURES, WATERWAYS, BRIDGES, ACCESS ROUTES TO ANY OF THE FOREGOING, DESIGNED FOR USE BY THE PUBLIC GENERALLY OR USED BY ANY PUBLIC AGENCY WITH OR WITHOUT CHARGE; SUCH DEBT TO BE EVIDENCED BY BONDS, LOANS, ADVANCES OR INDEBTEDNESS PROVIDED THAT THE SPECIFIC TERMS OF THE DEBT, INCLUDING A PROVISION FOR EARLY REPAYMENT WITH OR WITHOUT A PREMIUM, AND THE PRICE AT WHICH IT WILL BE SOLD SHALL BE DETERMINED BY THE CITY AS NECESSARY AND PRUDENT; SHALL THE PLEDGE OF THE TAX INCREMENT FUND TO SUCH DEBT BE AUTHORIZED FOR A PERIOD NOT TO EXCEED THE MAXIMUM TIME PERMITTED BY LAW?

; and

WHEREAS, the City has previously issued \$17,125,000 of the indebtedness authorized at the 2007 Election, which indebtedness was represented by: (i) its \$10,000,000 "City of Grand Junction, Colorado, Downtown Development Authority, Tax-Increment Revenue Bonds, Series 2009" (the "2009 Bonds"), all of which were repaid as of December 15, 2012; (ii) its \$4,070,000 "City of Grand Junction, Colorado, Downtown Development Authority, Tax-Exempt Tax Increment Revenue Bonds, Series 2012A" (the "2012A Bonds"), all of which will be repaid upon the issuance of the 2017A Bonds (defined herein); and (iii) its \$3,055,000 City of Grand Junction, Colorado, Downtown Development Authority, Taxable Tax Increment Revenue Bonds, Series 2012B," all of which will be repaid as of December 15, 2017; and

WHEREAS, the City has not previously issued any of the indebtedness authorized at the 2011 Election; and

WHEREAS, the City has determined to issue its "City of Grand Junction, Colorado, Downtown Development Authority, Tax Increment Revenue and Refunding Bonds, Series 2017 (the "2017 Bonds"), in the maximum aggregate principal amount of \$10,000,000 for the purpose of: (i) refunding the 2012A Bonds (the "Refunding Project"); (ii) financing (or reimbursing the costs of) certain additional improvements described in the Plan and the 2007 Election and/or the 2011 Election (the "Project"); (iii) funding a debt service reserve for the 2017 Bonds; and (iv) paying the costs of issuing the 2017 Bonds; and

WHEREAS, the 2017 Bonds are authorized to be issued pursuant to Section 31-28-809 of the Act, and the portion of the 2017 Bonds being used to accomplish the Refunding Project is permitted by Section 31-25-811 of the Act; and

WHEREAS, the portion of the 2017 Bonds allocable to the Refunding Project constitutes a refunding at a lower interest rate under Article X, Section 20 of the Colorado Constitution and does not require prior voter authorization for its issuance; and

WHEREAS, the portion of the 2017 Bonds allocable to the Project has been authorized by the 2007 Election and/or the 2011 Election; and

WHEREAS, the City has further determined to issue its "City of Grand Junction, Colorado, Downtown Development Authority, Tax Increment Revenue Bonds, Series 2018 (the "2018 Bonds," and together with the 2017 Bonds, the "Bonds") in the maximum aggregate principal amount of \$9,120,000 for the purpose of: (i) financing that portion of the Project not otherwise financed by the 2017 Bonds; (ii) funding debt service reserve for the 2018 Bonds; and (iii) paying the costs of issuing the 2018 Bonds; and

WHEREAS, the 2018 Bonds are authorized to be issued pursuant to Section 31-28-809 of the Act; and

WHEREAS, the 2018 Bonds have been authorized by the 2007 Election and/or the 2011 Election; and

WHEREAS, the 2017 Bonds shall be issued on or after December 15, 2017 and before December 31, 2017, with terms such that they meet the requirements of the ballot questions submitted at the 2007 Election and/or the 2011 Election; and

WHEREAS, the 2018 Bonds shall be issued on or after January 1, 2018, with terms such that they meet the requirements of the ballot questions submitted at the 2007 Election and/or the 2011 Election; and

WHEREAS, the Council has determined that in order to finance the Refunding Project, finance a portion of the Project, fund a debt service reserve fund for the 2017 Bonds, and pay the costs of issuing the 2017 Bonds it is necessary, advisable, and in the best interests of the City to issue the 2017 Bonds pursuant to this Bond Ordinance and the further terms and conditions of a Loan Agreement (the "2017 Loan Agreement") with ANB Bank (the "Lender"), pursuant to which 2017 Loan Agreement the Lender will purchase the 2017 Bonds and will loan to the City the proceeds thereof in an amount not to exceed \$10,000,000 (the "2017 Loan") for the purposes hereinabove stated; and

WHEREAS, the City's repayment obligations under the 2017 Loan Agreement shall be evidenced by the 2017 Bonds; and

WHEREAS, the Council has further determined that in order to finance the balance of the Project, fund a debt service reserve fund for the 2018 Bonds, and pay the costs of issuing the 2018 Bonds it is necessary, advisable, and in the best interests of the City to issue the 2018 Bonds pursuant to this Bond Ordinance and the further terms and conditions of a Loan Agreement (the "2018 Loan Agreement," and together with the 2017 Loan Agreement, the "Loan Agreements") with ANB Bank (the "Lender"), pursuant to which 2018 Loan Agreement the Lender will purchase the 2018 Bonds and will loan to the City the proceeds thereof in an amount not to exceed \$9,120,000 (the "2018 Loan," and together with the 2017 Loan, the "Loans") for the purposes hereinabove stated; and

WHEREAS, the City's repayment obligations under the 2018 Loan Agreement shall be evidenced by the 2018 Bonds; and

WHEREAS, the Tax Increments (less 20% of the Tax Increments originating from municipal sales tax revenues for a portion of the Plan of Development Area and 30% of such increments from another portion of the Plan of Development Area as provided in Grand Junction City Resolution No. 28-83), all funds deposited in the special fund created by the Resolution into which the Tax Increments are to be deposited by the City (the "Tax Increment Fund") and any bond account established by the City for the Bonds pursuant to the Loan Agreements (the "Bond

Account”), and investment income from such Bond Account and the Tax Increment Fund, subject to Federal tax laws regarding arbitrage rebate, shall be pledged to the repayment of the Bonds (collectively, the “Pledged Revenues”); and

WHEREAS, forms of the Loan Agreements have been filed with the City Clerk; and

WHEREAS, the Council desires to approve the forms of the Loan Agreements and authorize the execution thereof and further authorize the execution and delivery of the Bonds.

BE IT ORDAINED BY THE CITY COUNCIL OF THE CITY OF GRAND JUNCTION, COLORADO:

Section 1. Approvals, Authorizations, and Amendments. The forms of the Loan Agreements (and the forms of the Bonds contained therein) filed with the City Clerk are incorporated herein by reference and are hereby approved. The City shall enter into and perform its obligations under the Loan Agreements in the forms of such documents, with such changes as are not inconsistent herewith and as are hereafter approved by the Mayor Pro Tem. The Mayor Pro Tem and City Clerk are hereby authorized and directed to execute the Bonds and the Loan Agreements and to affix the seal of the City thereto, and further to execute and authenticate such other documents or certificates as are deemed necessary or desirable in connection therewith. The Bonds and the Loan Agreements shall be executed in substantially the forms approved at this meeting and, in any event, shall not contain terms inconsistent with the terms of this Bond Ordinance.

The execution by the Mayor Pro Tem, the City Clerk, or other appropriate officers of the City of any instrument or certificate or other document in connection with the matters referred to herein shall be conclusive evidence of the approval by the City of such instrument or certificate or other document.

Section 2. Election to Apply Supplemental Act. Section 11-57-204 of the Supplemental Public Securities Act, constituting Title 11, Article 57, Part 2, of the Colorado Revised Statutes, as amended (the “Supplemental Act”), provides that a public entity, including the City, may elect in an act of issuance to apply all or any of the provisions of the Supplemental Act. The Council hereby elects to apply all of the provisions of the Supplemental Act to the Bonds and the Loan Agreements.

Section 3. Delegation and Parameters.

(a) Pursuant to Section 11-57-205 of the Supplemental Act, the Council hereby delegates to the President, the Financial Operations Manager, or any member of the Council the authority to make the following determinations relating to and contained in the Bonds and the Loan Agreements, subject to the restrictions contained in paragraph (b) of this Section 3:

(i) the interest rate on the 2017 Bonds and the 2017 Loan and the interest rate on the 2018 Bonds and the 2018 Loan;

(ii) the principal amount of the 2017 Bonds and the 2017 Loan and the principal amount of the 2018 Bonds and the 2018 Loan;

(iii) the amount of principal of the 2017 Bonds and the 2017 Loan maturing in any given year and the final maturity of the 2017 Bonds and the 2017 Loan, and the amount of principal of the 2018 Bonds and the 2018 Loan maturing in any given year and the final maturity of the 2018 Bonds and the 2018 Loan;

(iv) the conditions on which and the prices at which the 2017 Bonds and the 2017 Loan may be paid prior to maturity, and the conditions on which and the prices at which the 2018 Bonds and the 2018 Loan may be paid prior to maturity;

(v) the dates on which the principal of and interest on the 2017 Bonds and the 2017 Loan are paid, and the dates on which the principal of and interest on the 2018 Bonds and the 2018 Loan are paid; and

(vi) the existence and amount of reserve funds or capitalized interest for the 2017 Bonds and the 2017 Loan, if any, and the existence and amount of reserve funds or capitalized interest for the 2018 Bonds and the 2018 Loan, if any.

(b) The delegation in paragraph (a) of this Section 3 shall be subject to the following parameters and restrictions: (i) the interest rate on the 2017 Bonds and the 2017 Loan shall not exceed 3.36%; (ii) the interest rate on the 2018 Bonds and the 2018 Loan shall not exceed 3.36%; (iii) the principal amount of the 2017 Bonds and the 2017 Loan shall not exceed \$10,000,000; (iv) the principal amount of the 2018 Bonds and the 2018 Loan shall not exceed \$9,120,000; (v) the Bonds shall be subject to redemption prior to maturity on any date at a redemption price of not more than 101% of the principal amount thereof; (vi) the respective reserve funds for the 2017 Bonds and the 2018 Bonds may not exceed the maximum amount permitted for

each series of Bonds under the Internal Revenue Code of 1986, as amended; and (vii) the final maturity of the Bonds and the Loans shall not be later than December 31, 2032.

Section 4. Conclusive Recital. Pursuant to Section 11-57-210 of the Supplemental Act, the Bonds and the Loan Agreements shall contain a recital that they are issued pursuant to the Supplemental Act. Such recital shall be conclusive evidence of the validity and the regularity of the issuance of the Bonds and the Loan Agreements after their delivery for value.

Section 5. Pledge of Revenues. The Bonds constitute a pledge of, and an irrevocable first lien (but not an exclusive first lien), on all of the Pledged Revenues. The Bonds are equitably and ratably secured by a pledge of and lien on the Pledged Revenues. All of the Bonds, together with the interest accruing thereon shall be payable and collectible solely out of the Pledged Revenues, which are hereby irrevocably so pledged; neither the Lender nor any other registered owner of the Bonds may not look to any general or other fund of the City or the Authority for the payment of the principal of and interest on the Bonds, except the designated special funds and accounts pledged therefor. The Bonds shall not constitute an indebtedness nor a debt within the meaning of the Charter or any State constitutional or statutory provision or limitation; nor shall they be considered or held to be general obligations of the City or the Authority.

Pursuant to Section 11-507-208(1) of the Supplemental Act, a public entity may pledge all or any portion of its revenues to the payment of its securities unless the use of such revenues is restricted by other laws of the state. Pursuant to such authority, together with the authority granted by the 2007 Election, the 2011 Election, and Section 31-25-807(3)(a)(IV)(B) of the Act, the City hereby irrevocably pledges to the repayment of the Bonds one hundred percent of the property taxes produced by the levy at the rate fixed each year by or for the City upon the valuation for assessment of taxable property within the boundaries of the Plan of Development Area which is in excess of the valuation for assessment of taxable property within the boundaries of the Plan of Development Area certified as the base amount by the County Assessor pursuant to Sections 31-25-807(3)(a)(IV) and 31-25-807(3)(f) of the Act. Such amounts shall constitute Pledged Revenues for all purposes of this Ordinance.

The creation, perfection, enforcement, and priority of the Pledged Revenues to secure or pay the Bonds as provided herein shall be governed by Section 11-57-208 of the Supplemental Act and this Bond Ordinance. The Pledged Revenues, as received by or otherwise

credited to the City or the Authority, shall immediately be subject to the lien of such pledge without any physical delivery, filing, or further act.

Section 6. Appropriations to Replenish Reserve Funds. Within 45 days of receiving notice from the Lender that the reserve fund for the 2017 Bonds and/or the reserve fund for the 2018 Bonds has been utilized, in whole or in part, the Financial Operations Manager shall prepare and submit a request for an appropriation of a sufficient amount of funds to replenish such reserve funds to the applicable reserve requirement (as more particularly described in the Loan Agreements). It is the present intention and expectation of the Council to appropriate such funds as requested, within the limits of available funds and revenues, but this declaration of intent shall not be binding upon the Council or any future Council in any future fiscal year of the City. The City Council may determine in its sole discretion, but shall never be required, to make the appropriations requested. All sums appropriated by the Council for such purpose shall be deposited in the reserve funds established by the Loan Agreements. Nothing provided in this Section 6 shall create or constitute a debt, liability or multiple fiscal year financial obligation of the City.

Section 7. Limitation of Actions. Pursuant to Section 11-57-212 of the Supplemental Act, no legal or equitable action brought with respect to any legislative acts or proceedings in connection with the Bonds or the Loan Agreements shall be commenced more than thirty days after the date of adoption of this Ordinance.

Section 8. No Recourse against Officers and Agents. Pursuant to Section 11-57-209 of the Supplemental Act, if a member of the Council, or any officer or agent of the City acts in good faith, no civil recourse shall be available against such member, officer, or agent for payment of the principal of or interest on the Bonds. Such recourse shall not be available either directly or indirectly through the Council or the City, or otherwise, whether by virtue of any constitution, statute, rule of law, enforcement of penalty, or otherwise. By the acceptance of the Bonds and as a part of the consideration of its sale or purchase, the Lender and any other registered owner of the Bonds specifically waives any such recourse.

Section 9. Disposition and Investment of Loan Proceeds. The proceeds of the 2017 Loan shall only be applied for the purposes described in the recitals hereto, and the proceeds of the 2018 Loan shall only be applied for the purposes described in the recitals hereto. Neither

the Lender nor any subsequent owner(s) of the Bonds shall be responsible for the application or disposal by the City or any of its officers of the funds derived from the Loans.

Section 10. Direction to Take Authorizing Action. The appropriate officers of the City and members of the Council are hereby authorized and directed to take all other actions necessary or appropriate to effectuate the provisions of this Ordinance, including but not limited to the execution and delivery of such certificates and affidavits as may reasonably be required by the Lender.

Section 11. Ratification and Approval of Prior Actions. All actions heretofore taken by the officers of the City and members of the Council, not inconsistent with the provisions of this Ordinance, relating to the Bonds, the Loan Agreements, Documents, or actions to be taken in respect thereof, are hereby authorized, ratified, approved, and confirmed.

Section 12. Repealer. All acts, orders, ordinances, or resolutions, or parts thereof, in conflict herewith are hereby repealed to the extent of such conflict.

Section 13. Severability. Should any one or more sections or provisions of this Ordinance be judicially determined invalid or unenforceable, such determination shall not affect, impair, or invalidate the remaining provisions hereof, the intention being that the various provisions hereof are severable.

Section 14. Ordinance Irrepealable. After the Bonds are issued, this Ordinance shall constitute an irrevocable contract between the City and the owners from time to time of the Bonds, and shall be and remain irrepealable until the Bonds and the interest thereon shall have been fully paid, satisfied, and discharged. No provisions of any constitution, statute, charter, ordinance, resolution, or other measure enacted after the issuance of the Bonds shall in any way be construed as impairing the obligations of the City to keep and perform its covenants contained in this Ordinance.

Section 15. Effective Date. This Ordinance shall be in full force and effect 30 days after publication following final passage.

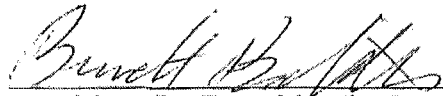
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INTRODUCED, PASSED ON FIRST READING, APPROVED AND ORDERED
PUBLISHED IN PAMPHLET FORM this 18th day of October, 2017.

[SEAL]



CITY OF GRAND JUNCTION, COLORADO



Mayor Pro Tem of the City Council

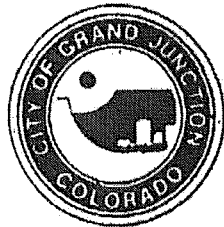
Attest:



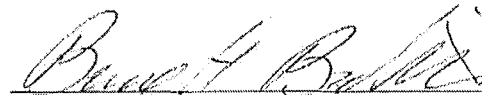
City Clerk

INTRODUCED, PASSED ON SECOND READING, APPROVED AND
ORDERED PUBLISHED IN PAMPHLET FORM this 1st day of November, 2017.

[SEAL]



CITY OF GRAND JUNCTION, COLORADO



Mayor Pro Tem of the City Council

Attest:



City Clerk

STATE OF COLORADO)
)
 COUNTY OF MESA) SS.
)
 CITY OF GRAND JUNCTION)

I, Wanda Winkelman, the City Clerk of the City of Grand Junction, Colorado (the "City") and Clerk to the City Council of the City (the "Council"), do hereby certify as follows:

(1) The foregoing pages are a true, correct and complete copy of an ordinance (the "Ordinance") that was introduced, passed on first reading and ordered published in full by the Council at a regular meeting thereof held on October 18, 2017 and was duly adopted and ordered published in full by the Council at a regular meeting thereof held on November 1, 2017, which Ordinance has not been revoked, rescinded or repealed and is in full force and effect on the date hereof.

(2) The Ordinance was duly moved and seconded and the Ordinance was passed on first reading at the meeting of October 18, 2017, by an affirmative vote of a majority of the members of the Council as follows:

<u>Councilmember</u>	<u>Voting "Aye"</u>	<u>Voting "Nay"</u>	<u>Absent</u>	<u>Abstaining</u>
Rick Taggart	X			
Bennett Boeschstein	X			
Phyllis Norris	X			
Barbara Traylor Smith	X			
Duke Wortmann			X	
Duncan McArthur	X			
Chris Kennedy	X			

(3) The Ordinance was duly moved and seconded and the Ordinance was finally passed on second reading at the meeting of November 1, 2017, by an affirmative vote of a majority of the members of the Council as follows:

<u>Councilmember</u>	<u>Voting "Aye"</u>	<u>Voting "Nay"</u>	<u>Absent</u>	<u>Abstaining</u>
Rick Taggart			X	
Bennett Boeschstein	X			
Phyllis Norris	X			
Barbara Traylor Smith			X	
Duke Wortmann	X			
Duncan McArthur			X	
Chris Kennedy	X			

(4) The members of the Council were present at such meetings and voted on the passage of the Ordinance as set forth above.

(5) The Ordinance was approved and authenticated by the signature of the Mayor Pro Tem, sealed with the City seal, attested by the City Clerk, and recorded in the minutes of the Council.

(6) There are no bylaws, rules, or regulations of the Council that might prohibit the adoption of the Ordinance.

(7) Notices of the meetings of October 18, 2017 and November 1, 2017 in the forms attached hereto as Schedule I were posted at City Hall in accordance with law.

(8) The Ordinance was published in pamphlet form in The Daily Sentinel, a daily newspaper of general circulation in the City, on October 20, 2017 and November 3, 2017, as required by the City Charter. True and correct copies of the affidavits of publication are attached hereto as Schedule II.

WITNESS my hand and the seal of the City affixed this 13 day of November, 2017.

[SEAL]



W. Winkelman

 City Clerk and Clerk to the Council

SCHEDULE I

(Attach Notices of Meetings of October 18, 2017 and November 1, 2017)

To access the Agenda and Backup Materials electronically, go to www.gjcity.org



CITY COUNCIL AGENDA
WEDNESDAY, OCTOBER 18, 2017
250 NORTH 5TH STREET
5:15 PM – PRE-MEETING – ADMINISTRATION CONFERENCE ROOM
6:00 PM – REGULAR MEETING – CITY HALL AUDITORIUM

To become the most livable community west of the Rockies by 2025

Call to Order, Pledge of Allegiance, Invocation

First Councilor Dale Rooks, The Church of Jesus Christ of Latter-day Saints, Fruita
2nd Ward

(The invocation is offered for the use and benefit of the City Council. The invocation is intended to solemnize the occasion of the meeting, express confidence in the future, and encourage recognition of what is worthy of appreciation in our society. During the invocation you may choose to sit, stand, or leave the room.)

Proclamations

Proclaiming October 2017 as "National Homeless Awareness Month" in the City of Grand Junction

Appointments

Appointment to the Grand Junction Housing Authority

Appointments to the Planning Commission

Appointments to the Parks & Recreation Advisory Board

Appointment to the Downtown Development Authority/Downtown Grand Junction
Business Improvement District Boards

Citizen Comments

Council Reports

REVISED

Consent Agenda

1. Approval of Minutes

- a. Summary of the October 2, 2017 Workshop
- b. Minutes of the October 4, 2017 Special Session
- c. Minutes of the October 4, 2017 Regular Meeting

2. Set Public Hearing

- a. Quasi-judicial
 - i. Introduction of a Proposed Ordinance Approving an Outline Development Plan (ODP) and a Rezone to Planned Development (PD) with an R-2 (Residential - 2 du/ac) Default Zone District for Weeminuche Subdivision Located between 26 & 26 1/2 Roads, South of H 3/4 Road, and Setting a Hearing for November 1, 2017
 - ii. Introduction of a Proposed Ordinance Zoning the Holder Annexation, Located at 3040 E Road, and Setting a Hearing for November 1, 2017
 - iii. Introduction of a Proposed Ordinance Approving the Downtown Development Authority Tax Increment Debt Financing and Setting a Public Hearing for November 1, 2017

3. Contracts

- a. 2017 Community Development Block Grant Subrecipient Agreement between St. Mary's Hospital Foundation Gray Gourmet Program, Karis, Inc., HomewardBound of the Grand Valley, Marillac Clinic, Grand Valley Catholic Outreach, and Housing Resources of Western Colorado and the City of Grand Junction

4. Resolution

- a. New Outdoor Dining Lease for The Goat and Clover Tavern, LLC Located at 336 Main Street, Suite 104

Regular Agenda

If any item is removed from the Consent Agenda, it will be heard here

5. Other Action Items

- a. Discussion and Possible Direction Regarding North Avenue/University Boulevard and CMU 20000

6. Public Hearing

- a. Quasi-judicial
 - i. Ordinance Vacating Right-of-Way and Easements Located in the Jarvis Subdivision Plat

7. Non-Scheduled Citizens & Visitors

8. Other Business

9. Adjournment

To access the Agenda and Backup Materials electronically, go to www.gjcity.org



**CITY COUNCIL AGENDA
WEDNESDAY, NOVEMBER 1, 2017
250 NORTH 5TH STREET
5:15 PM – PRE-MEETING – ADMINISTRATION CONFERENCE ROOM
6:00 PM – REGULAR MEETING – CITY HALL AUDITORIUM**

To become the most livable community west of the Rockies by 2025

Call to Order, Pledge of Allegiance, Moment of Silence

Proclamation

Proclaiming November 11, 2017 as "A Salute to All Veterans 2017" in the City of Grand Junction

Certificate of Appointments

Certificate of Appointment to the Downtown Development Authority/Downtown Grand Junction Business Improvement District Boards

Certificate of Appointment to the Parks and Recreation Advisory Board

Certificates of Appointment to the Planning Commission

Citizen Comments

Council Reports

Consent Agenda

1. Approval of Minutes
 - a. Minutes of the October 13, 2017 Special Session
 - b. Summary of the October 16, 2017 Workshop
 - c. Minutes of the October 18, 2017 Regular Meeting
2. Set Public Hearing

- a. Legislative
 - i. An Ordinance Appropriating Certain Sums of Money to Defray the Necessary Expenses and Liabilities of the City of Grand Junction, Colorado and the Downtown Development Authority for the Year Beginning January 1, 2018 and Ending December 31, 2018 and Setting a Public Hearing for November 15, 2017 and December 6, 2017
 - b. Quasi-judicial
 - i. Ordinance Expanding the Boundaries of and Including Property Located at 118 S 7th Street into the Downtown Grand Junction Business Improvement District and Setting a Hearing for November 15, 2017
3. Continue Public Hearing
- a. Quasi-judicial
 - i. Request for Continuance of Public Hearing to December 6, 2017 for an Ordinance Approving an Outline Development Plan (ODP) and a Rezone to Planned Development (PD) with an R-2 (Residential - 2 du/ac) default zone district for Weeminuche Subdivision located between 26 & 26 1/2 Roads, south of H 3/4 Road
4. Resolutions
- a. Resolution Supporting the Re-Authorization of Lottery Proceeds by the General Assembly in 2018 According to Constitutional, Voter Approved Formula: 50% Great Outdoors Colorado, 40% Conservation Trust Fund and 10% Colorado Parks and Wildlife
 - b. Resolution Authorizing the City Manager to Submit a Grant Request to Great Outdoors Colorado for the Local Park and Outdoor Recreation grant program for completion of the Las Colonias Park Boat Launch
 - c. Resolution Authorizing the City Manager to Submit a Grant Request to Colorado State Recreational Trails Grant for Matching Funds for the Lunch Loop Trail Project
 - d. Resolution Authorizing a Telecommunication Facility at Columbine Park

5. Other Action Items

- a. Prohibition of Parking Along Main Street During Parade of Lights

Regular Agenda

If any Item is removed from the Consent Agenda, it will be heard here

6. Resolutions

- a. A Resolution Rescinding Resolution No. 47-17 Renaming North Avenue to University Boulevard Between I-70 (on the east) to 1st Street (on the west)
- b. Resolution Regarding CMU 20000 Initiatives

7. Public Hearing

- a. Quasi-judicial
 - i. Resolution Accepting the Petition for Annexation and Ordinances Annexing and Zoning the Holder Annexation Located at 3040 E Road

8. Public Hearing: Downtown Development Authority Tax Increment Debt Financing

- a. Resolution and Ordinance Approving the Downtown Development Authority Tax Increment Debt Financing

9. Other Action Items

- a. Downtown Holiday Parking Request

10. Non-Scheduled Citizens & Visitors

11. Other Business

12. Adjournment

SCHEDULE II (Attach Notice of Meeting)

State PROOF OF PUBLICATION

NOTICE OF PUBLIC HEARING
 NOTICE IS HEREBY GIVEN THAT:
 The City Council of the City of
 Grand Junction, Colorado, at its reg-
 ular convened meeting on October
 10, 2017 passed and that reading the
 following entitled proposed ordi-
 nance:
 AN ORDINANCE AUTHORIZING THE
 ISSUANCE OF THE CITY OF GRAND
 JUNCTION, COLORADO, DOWN-
 TOWN DEVELOPMENT AUTHORITY
 TAX INCREMENT REVENUE AND
 REPURPOSING BONDS, SERIES 2017,
 AND TAX INCREMENT REVENUE
 BONDS, SERIES 2017, FLEETING
 THE TAX INCREMENT REVENUES
 OF THE CITY FOR THE PAYMENT OF
 SUCH BONDS; APPROVING THE
 FORM OF A LOAN AGREEMENT RE-
 LATING TO EACH SERIES OF
 BONDS; AND RELATED MATTERS
 and authorized the publication in
 pamphlet form.
 NOTICE IS FURTHER GIVEN THAT
 the public hearing will be held on
 November 1, 2017 at 6:00 p.m. in the
 City Auditorium, 250 North Eu-
 street, at which time public com-
 ments will be taken and considered
 before the final adoption of the pro-
 posed ordinance.
 Copies of the proposed ordinance
 are available for public inspection in
 the City Clerk's Office, 269 North 5th
 Street, City Hall, at any time Monday
 through Friday between the hours of
 7:30 a.m. and 5:00 p.m. or on the
 web at www.gjcity.com.
 BY THE ORDER OF THE CITY COUN-
 CIL
 T.J. Woods, Notary Public
 City Clerk
 Published: October 10, 2017.

STATE OF COLORADO
County of (Mesa)

Terry Flanagan

Being duly sworn, says that I am Legal Secretary of
 The Daily Sentinel, a daily newspaper, published and duly printed in
 The County of Mesa, State of Colorado; that said newspaper has a
 general circulation in said County and has been continuously and
 uninterruptedly published therein, during a period of at least
 fifty-two consecutive weeks next prior to the first publication
 of the annexed notice; that said newspaper is a newspaper within the
 meaning of the act of the general Assembly of the State of Colorado,
 entitled "An Act to regulate the printing of legal notices and
 advertisements," and amendments thereto; that the notice of which
 the annexed is a printed copy taken from said newspaper, was published
 in said newspaper, and in the regular and entire issue of every number
 thereof once a week for 1 successive week;
 that said notice was so published in said newspaper proper and not in
 any supplement thereof, and that first publication of said notice as
 aforesaid, was on the 20th day of October, 2017,
 and the last, on the 20th day of October, 2017.
 Copies of each number of said paper in which said notice and/or
 list was published were delivered by carriers or transmitted by
 mail to each of the subscribers of said newspaper, The Daily Sentinel,
 according to the accustomed mode of business in this office.

Subscribed and sworn to before me, this 20th day of October, 2017

Karen McLeish

KAREN McLEISH
 NOTARY PUBLIC
 STATE OF COLORADO
 NOTARY ID #20134002084
 My Commission Expires January 17, 2021

State PROOF OF PUBLICATION

NOTICE OF ADOPTION OF ORDINANCE NO. 4777 AN ORDINANCE OF THE CITY OF GRAND JUNCTION TO BE PUBLISHED IN PAMPHLET FORM NOTICE IS HEREBY GIVEN: That on the 1st day of November, 2017, at 6:00 p.m. in the City Hall Auditorium, 250 N. 5th Street, Grand Junction, Colorado, the City Council of the City of Grand Junction had a public hearing, where proper notice, to consider the final passage of an Ordinance, the title of which is: ALL ORDINANCE AUTHORIZING THE ISSUANCE OF THE CITY OF GRAND JUNCTION, COLORADO, DOWN-TOWN DEVELOPMENT AUTHORITY TAX INCREMENT REVENUE AND REFUNDING BONDS, SERIES 2017, AND TAX INCREMENT REVENUE BONDS, SERIES 2018, INCLUDING THE TAX INCREMENT REVENUES OF THE CITY FOR THE PAYMENT OF SUCH BONDS; APPROVING THE FORM OF A LOAN AGREEMENT RELATING TO EACH SERIES OF BONDS; AND RELATED MATTERS. Copies of the adopted Ordinance are available for public inspection in the office of the City Clerk, 250 N. 5th Street, Grand Junction, CO between 7:30 a.m. and 5:00 p.m., Monday through Friday or on the web at www.cityofgj.org. In Witness Whereof, I have hereunto set my hand and the seal of the City Clerk, November 3, 2017.

STATE OF COLORADO

County of (Mesa)

Terry Flanagan

Being duly sworn, says that I am Legal Secretary of The Daily Sentinel, a daily newspaper, published and duly printed in The County of Mesa, State of Colorado; that said newspaper has a general circulation in said County and has been continuously and uninterruptedly published therein, during a period of at least fifty-two consecutive weeks next prior to the first publication of the annexed notice; that said newspaper is a newspaper within the meaning of the act of the general Assembly of the State of Colorado, entitled "An Act to regulate the printing of legal notices and advertisements," and amendments thereto; that the notice of which the annexed is a printed copy taken from said newspaper, was published in said newspaper, and in the regular and entire issue of every number thereof once a week for 3 successive weeks; that said notice was so published in said newspaper proper and not in any supplement thereof, and that first publication of said notice as aforesaid, was on the 3rd day of November, 2017, and the last, on the 3rd day of November, 2017. Copies of each number of said paper in which said notice and/or list was published were delivered by carriers or transmitted by mail to each of the subscribers of said newspaper, The Daily Sentinel, according to the accustomed mode of business in this office.

Subscribed and sworn to before me, this 3rd day of November, 2017

Linda Wilson

LINDA WILSON
NOTARY PUBLIC
STATE OF COLORADO
NOTARY ID #20154026882
My Commission Expires July 22, 2019

I HEREBY CERTIFY THAT the foregoing Ordinance, being Ordinance No. 4772 was introduced by the City Council of the City of Grand Junction, Colorado at a regular meeting of said body held on the 18th day of October, 2017 and that the same was published in The Daily Sentinel, a newspaper published and in general circulation in said City, in pamphlet form, at least ten days before its final passage.

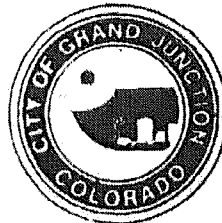
I FURTHER CERTIFY THAT a Public Hearing was held on the 1st day of November, 2017, at which Ordinance No. 4772 was read, considered, adopted and ordered published in pamphlet form by the Grand Junction City Council.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the official seal of said City this 15th day of November, 2017.

W Winkelmann

City Clerk

Published: October 20, 2017
Published: November 03, 2017
Effective: December 03, 2017




3

State of Colorado)
)
County of Mesa) SS
)
City of Grand Junction)

I hereby certify the preceding copy of Ordinance No. 4795 to be a true and complete copy of the original document now existing among the records of the City of Grand Junction.

In witness whereof, I affix my hand and official seal this 15th day of May, 2018.




Selestina Sandoval, Deputy City Clerk
City of Grand Junction, Colorado
250 N. 5th Street
Grand Junction, CO 81501

ORDINANCE NO. 4795

AN ORDINANCE AMENDING ORDINANCE NO. 4772 RELATING TO THE ISSUANCE OF THE CITY OF GRAND JUNCTION, COLORADO, DOWNTOWN DEVELOPMENT AUTHORITY TAX INCREMENT REVENUE AND REFUNDING BONDS, SERIES 2017, AND TAX INCREMENT REVENUE BONDS, SERIES 2018; AND RELATED MATTERS.

WHEREAS, the City of Grand Junction, Colorado (the "City") is a home rule city duly existing under the Constitution and laws of the State of Colorado and its City Charter; and

WHEREAS, the Grand Junction, Colorado, Downtown Development Authority (the "Authority") was organized by the City pursuant to Title 31, Article 25, Part 8, of the Colorado Revised Statutes, as amended (the "Act"), as a "downtown development authority" for the purposes of the Act, including the improvement of that certain area (the "Plan of Development Area") subject to the Downtown Development Authority Plan of Development (the "Plan") approved by a resolution of the City Council of the City (the "Council") adopted on December 16, 1981 (the "Resolution"); and

WHEREAS, the Authority proposed and submitted the Plan to the Council and the Plan was approved by the Council in the Resolution; and

WHEREAS, the Plan has been modified from time to time by amendments to the Resolution for the purpose of including additional property within the Plan of Development Area and other relevant changes; and

WHEREAS, the Plan provides for a division of taxes pursuant to Section 31-25-807(3) of the Act; and

WHEREAS, pursuant to Section 31-25-807(3)(a)(IV) of the Act and Ordinance No. 4494 duly adopted by the Council on January 4, 2012, such division of taxes (with the modifications required by Section 31-25-807(3)(a)(IV) of the Act) was extended for an additional twenty years beginning with the taxes levied in 2012 and collectible in 2013; and

WHEREAS, the Resolution established the Tax Increment Fund (defined below) for the deposit of the Tax Increments (defined below) resulting from such division of taxes; and

WHEREAS, the Tax Increments are defined as: (i) one hundred percent of the property taxes produced by the levy at the rate fixed each year by or for the City upon the valuation for assessment of taxable property within the boundaries of the Plan of Development Area which is in excess of the valuation for assessment of taxable property within the boundaries of the Plan of Development Area certified as the base amount by the Mesa County Assessor pursuant to Sections 31-25-807(3)(a)(IV) and 31-25-807(3)(f) of the Act and pledged herein for the repayment of and as security for the Bonds (defined herein); (ii) fifty percent, or such greater amount as may be set forth in an agreement negotiated between the City and the respective public bodies, of the property taxes produced by the levy at the rate fixed each year by or for each public body (excluding the City, which is covered by clause (i) of this definition) upon the valuation for assessment of taxable property within the boundaries of the Plan of Development Area which is in excess of the valuation for assessment of taxable property within the boundaries of the Plan of Development Area certified as the base amount by the County Assessor pursuant to Sections 31-25-807(3)(a)(IV) and 31-25-807(3)(f) of the Act and pledged herein for the repayment of and as security for the Bonds; and (iii) one hundred percent of the municipal sales taxes produced within each sales tax collection area within the Plan of Development Area which are in excess of the amount certified as the base amount for such collection area by the Finance Director of the City pursuant to Section 31-25-807(3) of the Act and pledged herein for the repayment of and as security for the Bonds. "Tax Increments" also include specific ownership taxes, if and to the extent received by the City in connection with the property tax increment described above; and

WHEREAS, pursuant to the Act, the City is permitted to issue securities made payable from the Tax Increments for the purposes of a project if the issuance of such bonds and the pledge of such revenues are first submitted for approval to the qualified electors of the Authority at a special election held for such purpose; and

WHEREAS, in addition, Article X, Section 20 of the Colorado Constitution requires voter approval in advance for the creation of any multiple-fiscal year direct or indirect debt or other financial obligation (except that refundings of existing debt at lower interest rates do not require an election); and

WHEREAS, at a special election held by the City within the boundaries of the Authority on April 3, 2007 (the "2007 Election"), a majority of the qualified electors of the Authority voting thereon authorized the City to issue bonds or other indebtedness not to exceed \$18,000,000, with a repayment cost of \$20,000,000, for the purpose of financing certain capital improvements within the Plan of Development Area and authorized the pledge of the Tax Increment Fund for payment of principal, interest and any premiums due in connection with such bonds or other indebtedness, said pledge of funds not to exceed the maximum time permitted by law; and

WHEREAS, the ballot question submitted to the qualified electors of the Authority at the 2007 Election was as follows:

SHALL CITY OF GRAND JUNCTION DEBT BE INCREASED \$18,000,000 WITH A REPAYMENT COST OF \$20,000,000, WITHOUT RAISING ADDITIONAL TAXES, TO FINANCE STREETS, PARKS, PLAZAS, PARKING FACILITIES, PLAYGROUNDS, CAPITAL FACILITIES, PEDESTRIAN MALLS, RIGHTS-OF-WAY, STRUCTURES, WATERWAYS, BRIDGES, ACCESS ROUTES TO ANY OF THE FOREGOING, DESIGNED FOR USE BY THE PUBLIC GENERALLY OR USED BY ANY PUBLIC AGENCY WITH OR WITHOUT CHARGE; SUCH DEBT TO BE EVIDENCED BY BONDS, LOANS, ADVANCES OR INDEBTEDNESS PROVIDED THAT THE SPECIFIC TERMS OF THE DEBT, INCLUDING A PROVISION FOR EARLY REPAYMENT WITH OR WITHOUT A PREMIUM, AND THE PRICE AT WHICH IT WILL BE SOLD SHALL BE DETERMINED BY THE CITY AS NECESSARY AND PRUDENT; SHALL THE PLEDGE OF THE TAX INCREMENT FUND TO SUCH DEBT BE AUTHORIZED FOR A PERIOD NOT TO EXCEED THE MAXIMUM TIME PERMITTED BY LAW; AND IF THIS QUESTION IS APPROVED, THE AUTHORITY TO ISSUE DEBT PURSUANT TO BALLOT ISSUE 5T AT THE CITY'S NOVEMBER 2, 2004 ELECTION SHALL BE OF NO FURTHER EFFECT?

; and

WHEREAS, at a special election held by the City within the boundaries of the Authority on April 5, 2011 (the "2011 Election"), a majority of the qualified electors of the Authority voting thereon authorized the City to issue bonds or other indebtedness not to exceed

\$65,000,000, with a repayment cost of \$72,000,000, for the purpose of financing certain capital improvements within the Plan of Development Area and authorized the pledge of the Tax Increment Fund for payment of principal, interest and any premiums due in connection with such bonds or other indebtedness, said pledge of funds not to exceed the maximum time permitted by law; and

WHEREAS, the ballot question submitted to the qualified electors of the Authority at the 2011 Election was as follows:

SHALL CITY OF GRAND JUNCTION DEBT BE INCREASED NOT TO EXCEED \$65,000,000 WITH A REPAYMENT COST OF \$72,000,000, WITHOUT RAISING ADDITIONAL TAXES, TO FINANCE STREETS, PARKS, PLAZAS, PARKING FACILITIES, PLAYGROUNDS, CAPITAL FACILITIES, PEDESTRIAN MALLS, RIGHTS-OF-WAY, STRUCTURES, WATERWAYS, BRIDGES, ACCESS ROUTES TO ANY OF THE FOREGOING, DESIGNED FOR USE BY THE PUBLIC GENERALLY OR USED BY ANY PUBLIC AGENCY WITH OR WITHOUT CHARGE; SUCH DEBT TO BE EVIDENCED BY BONDS, LOANS, ADVANCES OR INDEBTEDNESS PROVIDED THAT THE SPECIFIC TERMS OF THE DEBT, INCLUDING A PROVISION FOR EARLY REPAYMENT WITH OR WITHOUT A PREMIUM, AND THE PRICE AT WHICH IT WILL BE SOLD SHALL BE DETERMINED BY THE CITY AS NECESSARY AND PRUDENT; SHALL THE PLEDGE OF THE TAX INCREMENT FUND TO SUCH DEBT BE AUTHORIZED FOR A PERIOD NOT TO EXCEED THE MAXIMUM TIME PERMITTED BY LAW?

; and

WHEREAS, the City has previously issued \$17,125,000 of the indebtedness authorized at the 2007 Election, which indebtedness was represented by: (i) its \$10,000,000 "City of Grand Junction, Colorado, Downtown Development Authority, Tax-Increment Revenue Bonds, Series 2009" (the "2009 Bonds"), all of which were repaid as of December 15, 2012; (ii) its \$4,070,000 "City of Grand Junction, Colorado, Downtown Development Authority, Tax-Exempt Tax Increment Revenue Bonds, Series 2012A" (the "2012A Bonds"), all of which were repaid with the proceeds of the 2017 Bonds (defined herein); and (iii) its \$3,055,000 City of Grand Junction, Colorado, Downtown Development Authority, Taxable Tax Increment Revenue Bonds, Series 2012B," all of which were repaid as of December 15, 2017; and

WHEREAS, pursuant to Ordinance No. 4772 duly adopted by the Council on November 1, 2017 ("Ordinance No. 4772") and the authority granted by the 2007 Election and/or the 2011 Election, the City issued its "City of Grand Junction, Colorado, Downtown Development Authority, Tax Increment Revenue and Refunding Bonds, Series 2017 (the "2017 Bonds"), in the aggregate principal amount of \$9,120,000 for the purpose of: (i) refunding the 2012A Bonds; (ii) financing (or reimbursing the costs of) certain additional improvements described in the Plan and the 2007 Election and/or the 2011 Election (the "Project"); (iii) funding a debt service reserve for the 2017 Bonds; and (iv) paying the costs of issuing the 2017 Bonds; and

WHEREAS, pursuant to Ordinance No. 4772 and the authority granted by the 2011 Election, the City also authorized the issuance of its "City of Grand Junction, Colorado, Downtown Development Authority, Tax Increment Revenue Bonds, Series 2018 (the "2018 Bonds," and together with the 2017 Bonds, the "Bonds") in the maximum aggregate principal amount of \$9,120,000 for the purpose of: (i) financing that portion of the Project not otherwise financed by the 2017 Bonds; (ii) funding a debt service reserve for the 2018 Bonds; and (iii) paying the costs of issuing the 2018 Bonds; and

WHEREAS, subsequent to the adoption of Ordinance No. 4772, the City determined that the 2017 Bonds could only be issued in the aggregate principal amount of \$9,120,000 and still maintain the status of the 2017 Bonds as "qualified tax-exempt obligations" under Section 265(b)(3) of the Internal Revenue Code of 1986, as amended (the "Code"); and

WHEREAS, the City desires to issue the 2018 Bonds in the maximum aggregate principal amount of \$10,000,000 in calendar year 2018 but Ordinance No. 4772 only authorized the issuance of the 2018 Bonds in a maximum aggregate principal amount of \$9,120,000; and

WHEREAS, the City desires to amend Ordinance No. 4772 to increase the maximum aggregate principal amount of the 2018 Bonds to \$10,000,000 and decrease the aggregate principal amount of the 2017 Bonds, which have already been issued, to \$9,120,000.

BE IT ORDAINED BY THE CITY COUNCIL OF THE CITY OF GRAND JUNCTION, COLORADO:

Section 1. Amendments to Ordinance No. 4772. Section 3 of Ordinance No. 4772 is hereby amended and restated to read as follows:

Section 3. Delegation and Parameters.

(a) Pursuant to Section 11-57-205 of the Supplemental Act, the Council hereby delegates to the President, the Financial Operations Manager, or any member of the Council the authority to make the following determinations relating to and contained in the Bonds and the Loan Agreements, subject to the restrictions contained in paragraph (b) of this Section 3:

(i) the interest rate on the 2017 Bonds and the 2017 Loan and the interest rate on the 2018 Bonds and the 2018 Loan;

(ii) the principal amount of the 2017 Bonds and the 2017 Loan and the principal amount of the 2018 Bonds and the 2018 Loan;

(iii) the amount of principal of the 2017 Bonds and the 2017 Loan maturing in any given year and the final maturity of the 2017 Bonds and the 2017 Loan, and the amount of principal of the 2018 Bonds and the 2018 Loan maturing in any given year and the final maturity of the 2018 Bonds and the 2018 Loan;

(iv) the conditions on which and the prices at which the 2017 Bonds and the 2017 Loan may be paid prior to maturity, and the conditions on which and the prices at which the 2018 Bonds and the 2018 Loan may be paid prior to maturity;

(v) the dates on which the principal of and interest on the 2017 Bonds and the 2017 Loan are paid, and the dates on which the principal of and interest on the 2018 Bonds and the 2018 Loan are paid; and

(vi) the existence and amount of reserve funds or capitalized interest for the 2017 Bonds and the 2017 Loan, if any, and the existence and amount of reserve funds or capitalized interest for the 2018 Bonds and the 2018 Loan, if any.

(b) The delegation in paragraph (a) of this Section 3 shall be subject to the following parameters and restrictions: (i) the interest rate on the 2017 Bonds and the 2017 Loan shall not exceed 3.36% (not to exceed 6%, if applicable, following a Determination of Taxability (as defined in the 2017 Loan

Agreement); (ii) the interest rate on the 2018 Bonds and the 2018 Loan shall not exceed 3.36% (not to exceed 6%, if applicable, following a Determination of Taxability (as defined in the 2018 Loan Agreement); (iii) the principal amount of the 2017 Bonds and the 2017 Loan shall not exceed \$9,120,000; (iv) the principal amount of the 2018 Bonds and the 2018 Loan shall not exceed \$10,000,000; (v) the Bonds shall be subject to redemption prior to maturity on any date at a redemption price of not more than 101% of the principal amount thereof; (vi) the respective reserve funds for the 2017 Bonds and the 2018 Bonds may not exceed the maximum amount permitted for each series of Bonds under the Internal Revenue Code of 1986, as amended; and (vii) the final maturity of the Bonds and the Loans shall not be later than December 31, 2032.

Section 2. Ratification and Approval of Prior Actions. All actions heretofore taken by the officers of the City and members of the Council, not inconsistent with the provisions of this Ordinance, including the adoption of Ordinance No. 4772 to the extent not inconsistent with this Ordinance, relating to the Bonds (as defined in Ordinance No. 4772), the Loan Agreements (as defined in Ordinance No. 4772), the Documents (as defined in Ordinance No. 4772), or actions to be taken in respect thereof, are hereby authorized, ratified, approved, and confirmed.

Section 3. Repealer. All acts, orders, ordinances, or resolutions, or parts thereof, including any inconsistent provisions of Ordinance No. 4772, in conflict herewith are hereby repealed to the extent of such conflict.

Section 4. Severability. Should any one or more sections or provisions of this Ordinance be judicially determined invalid or unenforceable, such determination shall not affect, impair, or invalidate the remaining provisions hereof, the intention being that the various provisions hereof are severable.

Section 5. Ordinance Irrepealable. After the Bonds are issued, this Ordinance shall constitute an irrevocable contract between the City and the owners from time to time of the Bonds, and shall be and remain irrepealable until the Bonds and the interest thereon shall have been fully paid, satisfied, and discharged. No provisions of any constitution, statute, charter, ordinance, resolution, or other measure enacted after the issuance of the Bonds shall in any way

be construed as impairing the obligations of the City to keep and perform its covenants contained in this Ordinance.

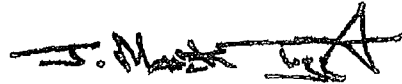
Section 6. Effective Date. This Ordinance shall be in full force and effect 30 days after publication following final passage provided the adoption thereof has also been consented to by the Lender (as defined in Ordinance No. 4772).

[The remainder of this page intentionally left blank.]

INTRODUCED, PASSED ON FIRST READING, APPROVED AND ORDERED PUBLISHED IN PAMPHLET FORM this 21st day of March, 2018.

CITY OF GRAND JUNCTION, COLORADO

[SEAL]



President of the City Council

Attest:

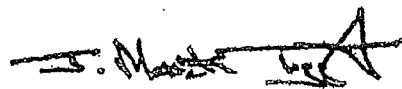
W Winkelmann
City Clerk



INTRODUCED, PASSED ON SECOND READING, APPROVED AND ORDERED PUBLISHED IN PAMPHLET FORM this 4th day of April, 2018.

CITY OF GRAND JUNCTION, COLORADO

[SEAL]



President of the City Council

Attest:

W Winkelmann
City Clerk



STATE OF COLORADO)

COUNTY OF MESA)
) SS.
)
 CITY OF GRAND JUNCTION)

I, Wanda Winkelman, the City Clerk of the City of Grand Junction, Colorado (the "City") and Clerk to the City Council of the City (the "Council"), do hereby certify as follows:

(1) The foregoing pages are a true, correct and complete copy of an ordinance (the "Ordinance") that was introduced, passed on first reading and ordered published in full by the Council at a regular meeting thereof held on March 21, 2018 and was duly adopted and ordered published in full by the Council at a regular meeting thereof held on April 4, 2018, which Ordinance has not been revoked, rescinded or repealed and is in full force and effect on the date hereof.

(2) The Ordinance was duly moved and seconded and the Ordinance was passed on first reading at the meeting of March 21, 2018, by an affirmative vote of a majority of the members of the Council as follows:

<u>Councilmember</u>	<u>Voting "Aye"</u>	<u>Voting "Nay"</u>	<u>Absent</u>	<u>Abstaining</u>
Rick Taggart			X	
Bennett Boeschenstein	X			
Phyllis Norris	X			
Barbara Traylor Smith	X			
Duke Wortmann	X			
Duncan McArthur	X			
Chris Kennedy	X			

(3) The Ordinance was duly moved and seconded and the Ordinance was finally passed on second reading at the meeting of April 4, 2018, by an affirmative vote of a majority of the members of the Council as follows:

<u>Councilmember</u>	<u>Voting "Aye"</u>	<u>Voting "Nay"</u>	<u>Absent</u>	<u>Abstaining</u>
Rick Taggart	X			
Bennett Boeschstein	X			
Phyllis Norris	X			
Barbara Traylor Smith	X			
Duke Wortmann	X			
Duncan McArthur	X			
Chris Kennedy	X			

(4) The members of the Council were present at such meetings and voted on the passage of the Ordinance as set forth above.

(5) The Ordinance was approved and authenticated by the signature of the President of the Council, sealed with the City seal, attested by the City Clerk, and recorded in the minutes of the Council.

(6) There are no bylaws, rules, or regulations of the Council that might prohibit the adoption of the Ordinance.

(7) Notices of the meetings of March 21, 2018 and April 4, 2018 in the forms attached hereto as Schedule I were posted at City Hall in accordance with law.

(8) The Ordinance was published in pamphlet form in The Daily Sentinel, a daily newspaper of general circulation in the City, on March 23, 2018 and April 6, 2018, as required by the City Charter. True and correct copies of the affidavits of publication are attached hereto as Schedule II.

WITNESS my hand and the seal of the City affixed this 6th day of April, 2018.

W. W. W. W. W.

City Clerk and Clerk to the Council

[SEAL]



SCHEDULE I

(Attach Notices of Meetings of March 21, 2018 and April 4, 2018)

To access the Agenda and Backup Materials electronically, go to www.gjcity.org



CITY COUNCIL AGENDA
WEDNESDAY, MARCH 21, 2018
250 NORTH 5TH STREET
5:45 PM - PRE-MEETING - ADMINISTRATION CONFERENCE ROOM
6:00 PM - REGULAR MEETING - CITY HALL AUDITORIUM

To become the most livable community west of the Rockies by 2025

Call to Order. Pledge of Allegiance. Moment of Silence

Presentations

Colorado Mesa University Funds Presentation

Proclamations

Proclaiming April 16, 2018 as National Healthcare Decisions Day in the City of Grand Junction

Proclaiming April 8 - April 14, 2018 as National Public Safety Telecommunicator Week in the City of Grand Junction

Proclaiming March 31, 2018 as César Chávez Day in the City of Grand Junction

Citizen Comments

Individuals may comment regarding items scheduled on the Consent Agenda and items not specifically scheduled on the agenda. This time may be used to address City Council about items that were discussed at a previous City Council Workshop.

Council Reports

CONSENT AGENDA

The Consent Agenda includes items that are considered routine and will be approved by a single motion. Items on the Consent Agenda will not be discussed by City Council, unless an item is removed for individual consideration.

1. Approval of Minutes

- a. Summary of the March 5, 2018 Workshop
- b. Minutes of the March 7, 2018 Regular Meeting

2. Set Public Hearings

All ordinances require two readings. The first reading is the introduction of an ordinance and generally not discussed by City Council. Those are listed in Section 2 of the agenda. The second reading of the ordinance is a Public Hearing where public comment is taken. Those are listed on the Regular Agenda.

- a. Legislative
 - i. 2018 Supplemental Appropriation Ordinance for Expansion of School Resource Officer Program and Setting a Hearing for April 4, 2018
 - ii. An Ordinance Amending Chapter 2 of the Grand Junction Municipal Code regarding Ballot Title Protests and the Deadline for Write-in Candidate Affidavits and Setting a Public Hearing for April 4, 2018
 - iii. An Ordinance Amending Ordinance 4772 Concerning the Issuance of DDA Bonds and Setting a Public Hearing for April 4, 2018
- b. Quasi-judicial
 - i. Consider a Resolution Referring a Petition to the City Council for the Annexation of Lands to the City of Grand Junction, Colorado, Setting a Hearing on Such Annexation, Exercising Land Use Control, and Introducing Proposed Annexation Ordinance for the York Annexation of 5.943 Acres, Located at 2122 H Road

3. Contracts

- a. Authorize the City Manager to Enter into a Community Solar Garden Subscription Agreement with Oak Leaf Solar XXXI LLC

4. Resolutions

- a. A Resolution Authorizing the City Manager to Submit a Grant Request to the Department of Local Affairs for the Two Rivers Convention Center Improvements Project

- b. A Resolution Authorizing and Ratifying a Contract with Sunshine Polishing

5. Other Action Items

- a. I-70 / 29 Road Interchange Memorandum of Understanding Between the City of Grand Junction and Mesa County

REGULAR AGENDA

If any item is removed from the Consent Agenda by City Council, it will be considered here.

6. Public Hearings

- a. Quasi-judicial
 - i. Public Hearing to consider a request by REgeneration LLC for review of a Service Plan for the proposed Lowell Village Metropolitan District
 - ii. A Resolution Accepting a Petition for the Annexation and Ordinances Annexing and Zoning the Camp Annexation CSR (Community Services and Recreation) and C-1 (Light Commercial), Located at 171 Lake Road

7. Other Action Items

- a. Consider a Request by Two R & D, LLC to Accept the Dedication of 15.06 Acres of Open Space in the Pinnacle Ridge Subdivision Instead of Payment of the City's Open Space Dedication In Lieu of Fee

8. Non-Scheduled Citizens & Visitors

This is the opportunity for individuals to speak to City Council about any item and time may be used to address City Council about items that were discussed at a previous City Council Workshop.

9. Other Business

10. Adjournment

To access the Agenda and Backup Materials electronically, go to www.gjcity.org



CITY COUNCIL AGENDA
WEDNESDAY, APRIL 4, 2018
250 NORTH 5TH STREET
5:15 PM - PRE-MEETING - ADMINISTRATION CONFERENCE ROOM
6:00 PM - REGULAR MEETING - CITY HALL AUDITORIUM

To become the most livable community west of the Rockies by 2025

Call to Order, Pledge of Allegiance, Moment of Silence

Presentations

Economic Development Funds Presentation

Proclamations

Proclaiming April 2018 as Month of the Young Child in the City of Grand Junction

Proclaiming April 2018 as National Autism Awareness Month in the City of Grand Junction

Proclaiming April 2018 as Child Abuse Prevention Month in the City of Grand Junction

Citizen Comments

Individuals may comment regarding items scheduled on the Consent Agenda and items not specifically scheduled on the agenda. This time may be used to address City Council about items that were discussed at a previous City Council Workshop.

Council Reports

CONSENT AGENDA

The Consent Agenda includes items that are considered routine and will be approved by a single motion. Items on the Consent Agenda will not be discussed by City Council, unless an item is removed for individual consideration.

1. Approval of Minutes

- a. Summary of the March 19, 2018 Workshop
- b. Minutes of the March 21, 2018 Executive Session
- c. Minutes of the March 21, 2018 Regular Meeting

2. Set Public Hearings

All ordinances require two readings. The first reading is the introduction of an ordinance and generally not discussed by City Council. Those are listed in Section 2 of the agenda. The second reading of the ordinance is a Public Hearing where public comment is taken. Those are listed on the Regular Agenda.

- a. Quasi-judicial
 - i. A Resolution Referring a Petition to the City Council for the Annexation of Lands to the City of Grand Junction, Colorado, Setting a Hearing on Such Annexation, Exercising Land Use Control, and Introducing Proposed Annexation Ordinance for the Tallman Annexation of 5.197 Acres, Located at 2734 B ¼ Road and 2723 Hwy 50

3. Contracts

- a. 2018 Contract Street Maintenance - Asphalt Overlays

4. Resolutions

- a. A Resolution Amending the 2018 City Council Meeting Schedule
- b. A Resolution Approving Trail Easement with Redlands Water and Power for the Monument Road (Lunch Loops) Trail

5. Other Action Items

- a. Orchard Ave Between Normandy and 29 Road Memorandum of Understanding Between the City of Grand Junction and Mesa County
- b. Downtown Grand Junction Partnership (DDA/BID) Organizational Change

REGULAR AGENDA

If any item is removed from the Consent Agenda by City Council, it will be considered here.

6. Public Hearings

a. Legislative

- i. 2018 Supplemental Appropriation Ordinance for Expansion of School Resource Officer Program
- ii. An Ordinance Amending Ordinance No. 4772 Concerning the Issuance of DDA Bonds
- iii. An Ordinance Amending Chapter 2 of the Grand Junction Municipal Code regarding Ballot Title Protests and the Deadline for Write-in Candidate Affidavits

7. Resolutions

- a. Resolution Establishing a Colorado Creative District

8. Non-Scheduled Citizens & Visitors

This is the opportunity for individuals to speak to City Council about any item and time may be used to address City Council about items that were discussed at a previous City Council Workshop.

9. Other Business

10. Adjournment

SCHEDULE II

(Attach Notice of Meeting)

State PROOF OF PUBLICATION

NOTICE OF PUBLIC HEARING
 NOTICE IS HEREBY GIVEN THAT
 The City Council of the City of
 Grand Junction, Colorado, at its reg-
 ular convened meeting on March 21,
 2018, passed on (and reading the fol-
 lowing entitled proposed ordinance):
 AN ORDINANCE AMENDING ORDI-
 NANCE NO. 472 RELATING TO THE
 ISSUANCE OF THE CITY OF GRAND
 JUNCTION, COLORADO, DOWN-
 TOWN DEVELOPMENT AUTHORITY
 TAX INCREMENT REVENUE AND
 REFUNDING BONDS, SERIES 2017,
 AND TAX INCREMENT REVENUE
 BONDS, SERIES 2018, AND RELA-
 TED MATTERS.

and authorized the publication in
 pamphlet form.

NOTICE IS FURTHER GIVEN THAT
 the public hearing will be held April
 4, 2018 at 6:00 p.m. in the City Audi-
 torium, 250 North 6th Street, at
 which time public comments will be
 taken and considered before the fi-
 nal adoption of the proposed ordi-
 nance.

Copies of the proposed ordinance
 are available for public inspection in
 the City Clerk's Office, 210 North 4th
 Street, City Hall, at any time Monday
 through Friday between the hours of
 7:30 a.m. and 5:00 p.m. or on the
 web at www.gjcity.org.

BY THE ORDER OF THE CITY COUN-
 CIL

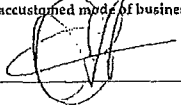
/s/ Wade Whisenand
 City Clerk
 Published: March 23, 2018.

STATE OF COLORADO

County of (Mesa)

Terry Flanagan

Being duly sworn, says that I am Legal Secretary of
 The Daily Sentinel, a daily newspaper, published and duly printed in
 The County of Mesa, State of Colorado; that said newspaper has a
 general circulation in said County and has been continuously and
 uninterruptedly published therein, during a period of at least
 fifty-two consecutive weeks next prior to the first publication
 of the annexed notice; that said newspaper is a newspaper within the
 meaning of the act of the general Assembly of the State of Colorado,
 entitled "An Act to regulate the printing of legal notices and
 advertisements," and amendments thereto; that the notice of which
 the annexed is a printed copy taken from said newspaper, was published
 in said newspaper, and in the regular and entire issue of every number
 thereof once a week for 3 successive weeks
 that said notice was so published in said newspaper proper and not in
 any supplement thereof, and that first publication of said notice as
 aforesaid, was on the 23rd day of March, 2018,
 and the last, on the 23rd day of March, 2018,
 Copies of each number of said paper in which said notice and/or
 list was published were delivered by carriers or transmitted by
 mail to each of the subscribers of said newspaper, The Daily Sentinel,
 according to the accustomed mode of business in this office.



Subscribed and sworn to before me, this 23rd day of March, 2018

Karen McLeish

KAREN McLEISH
 NOTARY PUBLIC
 STATE OF COLORADO
 NOTARY ID #20134062864
 My Commission Expires January 17, 2021

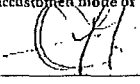
State PROOF OF PUBLICATION

STATE OF COLORADO

County of (Mesa)

Terry Flanagan

Being duly sworn, says that I am Legal Secretary of The Daily Sentinel, a daily newspaper, published and duly printed in The County of Mesa, State of Colorado; that said newspaper has a general circulation in said County and has been continuously and uninterruptedly published therein, during a period of at least fifty-two consecutive weeks next prior to the first publication of the annexed notice; that said newspaper is a newspaper within the meaning of the act of the general Assembly of the State of Colorado, entitled "An Act to regulate the printing of legal notices and advertisements," and amendments thereto; that the notice of which the annexed is a printed copy taken from said newspaper, was published in said newspaper, and in the regular and entire issue of every number thereof once a week for 1 successive week; that said notice was so published in said newspaper proper and not in any supplement thereof, and that first publication of said notice as aforesaid, was on the 6th day of April, 2018, and the last, on the 6th day of April, 2018. Copies of each number of said paper in which said notice and/or list was published were delivered by carriers or transmitted by mail to each of the subscribers of said newspaper, The Daily Sentinel, according to the accustomed mode of business in this office.



NOTICE OF ADOPTION OF ORDINANCE NO. 4785 AN ORDINANCE OF THE CITY OF GRAND JUNCTION TO BE PUBLISHED IN PAMPHLET FORM NOTICE IS HEREBY GIVEN: That on the 4th day of April 2018, at 6:00 p.m. in the City Hall Auditorium, 250 N. 5th Street, Grand Junction, Colorado, the City Council of the City of Grand Junction held a public hearing; after proper notice, to consider the final passage of an Ordinance, the title of which is: AN ORDINANCE AMENDING ORDINANCE NO. 4772 RELATING TO THE ISSUANCE OF THE CITY OF GRAND JUNCTION, COLORADO, DOWN-TOWN DEVELOPMENT AUTHORITY TAX INCREMENT REVENUE AND REBONDING BONDS, SERIES 2017, AND TAX INCREMENT REVENUE BONDS, SERIES 2016, AND RELATED MATTERS. Copies of the adopted Ordinance are available for public inspection in the office of the City Clerk, 260 N. 5th Street, Grand Junction, CO between 7:30 a.m. and 6:00 p.m., Monday through Friday or on the web at www.gjcity.org.
 Kari Wade Wickelmaier
 City Clerk
 Published: April 6, 2018.

Subscribed and sworn to before me, this 6th day of April, 2018

Karen McLeish

KAREN MCLEISH
 NOTARY PUBLIC
 STATE OF COLORADO
 NOTARY ID #20134002084
 My Commission Expires January 17, 2021

I HEREBY CERTIFY THAT the foregoing Ordinance, being Ordinance No. 4795 was introduced by the City Council of the City of Grand Junction, Colorado at a regular meeting of said body held on the 21st day of March, 2018 and that the same was published in The Daily Sentinel, a newspaper published and in general circulation in said City, in pamphlet form, at least ten days before its final passage.

I FURTHER CERTIFY THAT a Public Hearing was held on the 4th day of April, 2018, at which Ordinance No. 4795 was read, considered, adopted and ordered published in pamphlet form by the Grand Junction City Council.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the official seal of said City this 4th day of April, 2018.

W W Wukelmann

City Clerk

Published: March 23, 2018

Published: April 6, 2018

Effective: May 6, 2018



4

\$10,000,000
CITY OF GRAND JUNCTION, COLORADO
DOWNTOWN DEVELOPMENT AUTHORITY
TAX INCREMENT REVENUE BONDS, SERIES 2018

SALE CERTIFICATE

The undersigned is the duly appointed Finance Director of the City of Grand Junction, Colorado (the "City"), and does hereby certify the following:

1. On November 1, 2017, the City Council of the City (the "City") adopted Ordinance No. 4772, as amended by Ordinance No. 4795 adopted by the City Council of the City on April 4, 2018 (collectively, the "Bond Ordinance"), authorizing the issuance of the "City of Grand Junction, Colorado, Downtown Development Authority Tax Increment Revenue Bonds, Series 2018" (the "Bonds"). Terms not otherwise defined herein shall have the meanings given to them in the Bond Ordinance.

2. On October 3, 2017, ANB Bank (the "Purchaser") submitted a written offer (the "Proposal") to purchase the Bonds for a price of \$10,000,000, which is equal to the par amount of the Bonds.

3. On the date hereof, I accepted the Proposal of the Purchaser on behalf of the City. The price at which the Bonds are being sold by the Purchaser to the City on the date hereof is 100.00% of the aggregate principal amount thereof.

4. The Bonds shall be issued in the form of a single Bond dated May 24, 2018, shall mature on December 15, 2032, and shall bear interest at a fixed rate per annum of 3.36%, payable on June 15 and December 15 of each year commencing December 15, 2018. The principal of the Bond shall be payable in installments on the dates and in the amounts set forth below:

<u>Payment Date</u>	<u>Principal Amount</u>
December 15, 2018	\$ 84,000
June 15, 2019	100,500
December 15, 2019	109,500
June 15, 2020	98,000
December 15, 2020	107,000
June 15, 2021	98,500
December 15, 2021	108,000
June 15, 2022	92,000
December 15, 2022	101,500
June 15, 2023	393,000
December 15, 2023	403,000
June 15, 2024	403,000
December 15, 2024	413,000

June 15, 2025	413,000
December 15, 2025	424,000
June 15, 2026	428,000
December 15, 2026	439,000
June 15, 2027	439,000
December 15, 2027	450,500
June 15, 2028	452,000
December 15, 2028	463,500
June 15, 2029	466,500
December 15, 2029	478,500
June 15, 2030	481,000
December 15, 2030	493,500
June 15, 2031	498,000
December 15, 2031	511,000
June 15, 2032	519,000
December 15, 2032	532,500

5. The City may prepay the Bonds, in whole or in part, on any date, in an amount equal to the sum of (i) the principal amount so prepaid plus (ii) a premium of 1% of the principal amount so prepaid plus (iii) accrued and unpaid interest on the principal amount so prepaid to the date of prepayment; provided, however, on or after December 15, 2022, the City may prepay the Bonds, in whole or in part, from its excess cash (and not as a result of any direct or indirect refinancing), without premium.

6. The net effective interest rate on the Bonds is 3.36%, which is equal to the amount authorized in the Bond Ordinance.

7. A debt service reserve fund shall be established for the Bonds in the amount of \$680,500, which will be funded with a portion of the proceeds of the Bonds. Such amount does not exceed the maximum amount permitted by the Bond Ordinance.

[The remainder of this page intentionally left blank.]

DATED: May 24, 2018.

CITY OF GRAND JUNCTION, COLORADO



Finance Director

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LOAN AGREEMENT

by and between

City of Grand Junction, Colorado

and

**ANB Bank,
as Lender**

**\$10,000,000 City of Grand Junction, Colorado
Downtown Development Authority, Tax Increment Revenue and Refunding Bonds, Series 2018**

May 24, 2018

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Exhibit A – Copy of Ordinance

Exhibit B – Form of Bonds

LOAN AGREEMENT

This **LOAN AGREEMENT** (as amended, this “**Agreement**”), dated as of as of May 24, 2018, is by and between the following parties:

The CITY OF GRAND JUNCTION, COLORADO (the “**City**”), and
ANB BANK, a Colorado corporation (the “**Lender**”).

Capitalized terms used herein shall have the meanings ascribed to them in **Section 1.01** of this Agreement

Background

Attached hereto as **Exhibit A** is the City’s Ordinance No. 4772, as amended by Ordinance No. 4795 (collectively, the “**Ordinance**”), by which the City has authorized the issuance of its \$10,000,000 Downtown Development Authority Tax-Exempt Increment Revenue Bonds, Series 2018 (the “**Bonds**”). The form of the Bonds is set forth in the attached **Exhibit B**.

Reference is made to the recitals set forth in the Ordinance for certain background relating to the approval and issuance of the Bonds.

The Lender desires to make a term loan, in the amount of \$10,000,000 (the “**Loan**”), in exchange for the Bonds, and the City and the Lender have negotiated this Agreement to set forth the terms and conditions upon which the Lender will make the Loan in exchange for the Bonds.

Agreement

The City and the Lender agree as follows:

ARTICLE I DEFINITIONS

SECTION 1.01. Definitions. In this Agreement, except as otherwise expressly provided or where the context indicates otherwise, the following capitalized terms shall have the respective meanings set forth below. These definitions shall be equally applicable to both the singular and the plural forms of the terms so defined.

“**Accredited Investor**” means any Person which is an “accredited investor”, as that term is defined under sections 3(b) and (4)(2) of the federal “Securities Act of 1933” by regulation adopted thereunder by the Securities and Exchange Commission.

“**Act**” means Title 31, Article 25, Part 8, C.R.S., as amended.

“**Authority**” means the Grand Junction, Colorado, Downtown Development Authority, created by the City by an ordinance adopted March 16, 1977

“**Authority Resolution**” means, collectively, the resolution of the Authority adopted on October 17, 2017, and ratified October 27, 2017, together with Resolution No. 2018-04 adopted on May 24, 2018, all of which relate to the Bonds and this Agreement.

“Bond Account” means the account by that name created by *Article III*.

“Bond Counsel” means Sherman & Howard L.L.C., or such other firm of nationally recognized municipal bond counsel acceptable to the Lender.

“Business Day” means any day, other than a Saturday or Sunday, on which the Lender is conducting banking operations in Denver, Colorado.

“Charter” means the home rule Charter of the City, including all amendments thereto prior to the date hereof

“City Attorney” means an attorney within the Office of the City Attorney, appointed by the City Council, or any successor counsel designated in writing by the City.

“Closing” means the concurrent execution and delivery of the Financing Documents by the respective parties thereto and the issuance and disbursement of the Loan and application of the proceeds thereof in accordance with the terms hereof.

“Closing Date” means the date on which the Closing occurs, estimated to be on or about May 24, 2018.

“Code” means the Internal Revenue Code of 1986, as amended and in effect as of the Closing Date.

“Council” means the City Council of the City or any successor in functions thereto.

“County Assessor” means the Assessor for Mesa County, Colorado.

“C.R.S.” means the Colorado Revised Statutes, as amended and supplemented as of the Closing Date.

“Debt Service Coverage Ratio” means, for each Fiscal Year, the quotient, expressed as a ratio, equal to (a) the Pledged Revenue received during such Fiscal Year *divided by* (b) the scheduled principal and interest payments on the Bonds and all other additional TIF Indebtedness then outstanding in such Fiscal Year.

“Determination of Taxability” means a final action, order, injunction, writ, judgment, decree, ruling, interpretation, finding or other directive of any federal court or the Internal Revenue Service determining that interest accrued or accruing on the Bonds was or will be includable in the gross income of the Lender for federal income tax purposes, which determination was made as a result of the City’s failure to comply with the terms of the Tax Certificate. No such action, order, injunction, writ, judgment, decree, ruling, interpretation, finding, or other directive will be considered final unless the City, as permitted under applicable law, has been afforded the opportunity to contest the same, either directly or in the name of the Lender, and such appellate review, if sought, has concluded.

“Event of Default” includes those Events of Default identified in *Article VII*.

“Financing Documents” means this Agreement, the Bonds, the Tax Certificate, and the Ordinance.

“Fiscal Year” means the twelve months commencing on the first day of January of any calendar year and ending on the last day of December of such calendar year; but it may mean any other 12-month period established by the City in its sole discretion.

“Historical Pro Forma Debt Service Coverage Ratio” means, for the applicable Fiscal Year, the quotient, expressed as a ratio, equal to (a) the Pledged Revenue received during such Fiscal Year *divided by* (b) the sum of (i) the scheduled principal and interest payments on the Bonds and all other additional TIF Parity Indebtedness then outstanding in such Fiscal Year *plus* (ii) the Average Annual Subordinate Debt Service for the TIF Subordinate Indebtedness to be incurred. *“Average Annual Subordinate Debt Service”* means (x) the sum of all principal and interest requirements on the TIF Subordinate Indebtedness to be incurred throughout the term thereof *divided by* (y) the number of months that the TIF Subordinate Indebtedness is scheduled to be outstanding *multiplied by* (z) twelve.

“Interest Payment Date” means June 15 and December 15 of each year, commencing December 15, 2018.

“Maturity Date” means December 15, 2032.

“Permitted Investments” means a money market, certificate of deposit, or similar account offered by the Lender.

“Person” means an individual, a corporation, a partnership, an association, a joint venture, a trust, an unincorporated organization or any other entity or organization, including a government or political subdivision or an agency or instrumentality thereof.

“Plan” means the Downtown Development Authority Plan of Development approved in the Resolution, including any amendments to the Plan subsequently approved by the Council.

“Plan of Development Area” means the area subject to the Plan, including any additional property subsequently included therein.

“Pledged Revenue” means the Tax Increments (less 20% of the Tax Increments originating from municipal sales tax revenues for a portion of the Plan of Development Area and 30% of such increments from another portion of the Plan of Development Area as provided in Grand Junction City Resolution No. 28-83), all funds deposited in the Tax Increment Fund and Bond Account, and investment income from the Bond Account and Tax Increment Fund, subject to Federal tax laws regarding arbitrage rebate.

“Project” or **“Construction Project”** means the construction and acquisition of certain additional capital improvements described in Exhibit A to the Authority Resolution.

“Reserve Account” means the account by that name created by *Article III*.

“Reserve Account Requirement” means \$680,500.

“Resolution” means the Council Resolution, adopted December 16, 1981, approving the Plan and establishing the Tax Increment Fund, all as amended from time to time.

“Supplemental Act” means the Supplemental Public Securities Act, Title 11, Article 57, C.R.S., as amended.

“Taxable Rate” means 5.17% per annum.

“Tax Certificate” means the tax compliance certificate to be signed by the City with respect to the Bonds, in a form acceptable to Bond Counsel, relating to the requirements of Sections 103 and 141-150 of the Code.

“Tax Increments” means (i) one hundred percent of the property taxes produced by the levy at the rate fixed each year by or for the City upon the valuation for assessment of taxable property within the boundaries of the Plan of Development Area which is in excess of the valuation for assessment of taxable property within the boundaries of the Plan of Development Area certified as the base amount by the County Assessor pursuant to Sections 31-25-807(3)(a)(IV) and 31-25-807(3)(f) of the Act and pledged herein for the repayment of and as security for the Bonds; (ii) fifty percent, or such greater amount as may be set forth in an agreement negotiated between the City and the respective public bodies, of the property taxes produced by the levy at the rate fixed each year by or for each public body (excluding the City, which is covered by clause (i) of this definition) upon the valuation for assessment of taxable property within the boundaries of the Plan of Development Area which is in excess of the valuation for assessment of taxable property within the boundaries of the Plan of Development Area certified as the base amount by the County Assessor pursuant to Sections 31-25-807(3)(a)(IV) and 31-25-807(3)(f) of the Act and pledged herein for the repayment of and as security for the Bonds; and (iii) one hundred percent of the municipal sales taxes produced within each sales tax collection area within the Plan of Development Area which are in excess of the amount certified as the base amount for such collection area by the Finance Director pursuant to Section 31-25-807(3) of the Act and pledged herein for the repayment of and as security for the Bonds. “Tax Increments” also include specific ownership taxes, if and to the extent received by the City in connection with the property tax increment described above.

“Tax Increment Fund” means the special fund created by the Resolution into which the Tax Increments are to be deposited by the City.

“TIF Indebtedness” means any and all obligations of the City for borrowed money or otherwise evidenced by any promissory note, bond, debenture or other similar written obligation, which obligation is secured by the Pledged Revenue.

“TIF Parity Indebtedness” means any TIF Indebtedness, which obligations are secured by the Pledged Revenue on parity with the Bonds, including the 2017 Bonds.

“TIF Subordinate Indebtedness” means any TIF Indebtedness, which obligations are subordinate in payment to the TIF Parity Indebtedness and which have a lien on the Pledged Revenue that is subordinate to the lien of the holders of TIF Parity Indebtedness.

“2007 Election” means the special election held by the City within the boundaries of the Authority on April 3, 2007.

“2011 Election” means the special election held by the City within the boundaries of the Authority on April 5, 2011.

“2017 Bonds” means the City’s Downtown Development Authority Tax Increment Revenue Bonds, Series 2017, in a maximum aggregate principal amount of \$9,120,000.

SECTION 1.02. Interpretation. In this Agreement, unless the context otherwise requires:

- (a) the terms **“herein”**, **“hereunder”**, **“hereby”**, **“hereto”**, **“hereof”** and any similar term, refer to this Agreement as a whole and not to any particular article, section, or subdivision hereof and the term **“hereafter”** means after the date of execution of this Agreement;
- (b) words of the masculine gender include correlative words of the feminine and neuter genders and words importing the singular number include the plural number and vice versa;
- (c) the terms **“include”**, **“includes”**, or **“including”** in any Financing Document means that the items listed are examples and are not intended to be inclusive or limiting;
- (d) any reference to any Person will be construed to include such Person’s permitted successors and assigns;
- (e) the captions or headings of this Agreement, and the table of contents herein, are for convenience and do not define, limit or describe the scope or intent of any provision, article or section of this Agreement;
- (f) all accounting terms not otherwise defined herein have the meanings assigned to them in accordance with generally accepted accounting principles; and
- (g) all exhibits referred to herein are incorporated by reference.

ARTICLE II LOAN

SECTION 2.01. Agreement to Make Loan. Subject to the terms and conditions of this Agreement, the Lender shall make the Loan to the City.

SECTION 2.02. The Bonds. The Loan will be evidenced by the Bonds.

SECTION 2.03. Application of Loan Proceeds. On the Closing Date, the Lender shall make available the proceeds of the Loan, applied as follows:

- (a) The amount of the Reserve Account Requirement will be deposited to the Reserve Account.
- (b) The amount of the remaining proceeds of the Loan will be transferred to the City.

The City shall use such remaining proceeds of the Loan solely to pay for costs and expenses incurred by the City or the Authority in completion of the Construction Project.

SECTION 2.04. Interest; Principal and Interest Payments; Prepayments.

(a) Interest.

- (i) Payment Dates.** Accrued and unpaid interest on the Bonds will be due on each Interest Payment Date.
- (ii) Accrual.** Interest will accrue on the outstanding principal balance of the Bonds from the date of the Bonds.
- (iii) Computation.** Interest will be calculated on the basis of an Actual/360 day count convention.
- (iv) Rate.** The Loan will bear interest at the fixed rate of 3.36% per annum.

(b) Principal.

- (i) Principal Installments.** Principal of the Loan will be paid in installments on the dates and in the amounts set forth below.

<i>Date</i>	<i>Amount</i>
December 15, 2018	\$84,000
June 15, 2019	\$100,500
December 15, 2019	\$109,000
June 15, 2020	\$98,000
December 15, 2020	\$107,000
June 15, 2021	\$98,500
December 15, 2021	\$108,000
June 15, 2022	\$92,000
December 15, 2022	\$101,500
June 15, 2023	\$393,000
December 15, 2023	\$403,000
June 15, 2024	\$403,000
December 15, 2024	\$413,000
June 15, 2025	\$413,500
December 15, 2025	\$424,000
June 15, 2026	\$428,000
December 15, 2026	\$439,000
June 15, 2027	\$439,000
December 15, 2027	\$450,500

June 15, 2028	\$452,000
December 15, 2028	\$463,500
June 15, 2029	\$466,500
December 15, 2029	\$478,500
June 15, 2030	\$481,000
December 15, 2030	\$493,500
June 15, 2031	\$498,000
December 15, 2031	\$511,000
June 15, 2032	\$519,000
December 15, 2032	\$532,500

(ii) **At Maturity.** The outstanding principal balance of the Loan will be paid on the Maturity Date, and, to the extent outstanding after the Maturity Date, will be due on demand of the Lender.

(c) **Optional Prepayment.**

(i) **Prepayment Amount.** The City may prepay the Bonds, in whole or in part, on any date, in an amount equal to the sum of (A) the principal amount so prepaid *plus* (B) a premium of 1% of the principal amount so prepaid *plus* (C) accrued and unpaid interest on the principal amount so prepaid to the date of prepayment; provided, however, on or after December 15, 2022, the City may prepay the Bonds, in whole or in part, from its excess cash (and not as a result of any direct or indirect refinancing), without premium.

(ii) **Application or Partial Prepayments.** The principal amount of partial prepayments will be applied to the outstanding principal balance of the Bonds in inverse order of the maturity of the installment principal payments (including, if applicable, any balloon interest payment due on the Maturity Date). Partial prepayments will not result in re-amortization of the Bonds.

(d) **Payments.**

(i) The payment of the principal of, premium, if any, and interest on the Bonds will be made to the Lender at its address as set forth in the Lender's payment statement therefor or by such electronic means (e.g., auto-debit or ACH payment) as the Lender may permit or require.

(ii) All payments must be made in immediately available funds and lawful money of the United States of America.

(iii) If any payment date is not a Business Day, the payment will be due on the next succeeding Business Day.

SECTION 2.05. Security for the Loan. The Bonds constitutes a pledge of, and an irrevocable first lien (but not an exclusive first lien), on all of the Pledged Revenue. The Bonds are equitably and ratably

secured by a pledge of and lien on the Pledged Revenue. The Bonds, together with the interest accruing thereon, shall be payable and collectible solely out of the Pledged Revenue, which are hereby irrevocably so pledged; neither the Lender nor any other registered owner of the Bonds may look to any general or other fund of the City or the Authority for the payment of the principal of and interest on the Bonds, except the designated special funds and accounts pledged therefor. The Bonds shall not constitute an indebtedness nor a debt within the meaning of the Charter or any State constitutional or statutory provision or limitation; nor shall it be considered or held to be a general obligation of the City or the Authority.

Pursuant to Section 11-507-208(1) of the Supplemental Act, a public entity may pledge all or any portion of its revenues to the payment of its securities unless the use of such revenues is restricted by other laws of the State. Pursuant to such authority, together with the authority granted by the 2007 Election, the 2011 Election, and Section 31-25-807(3)(a)(IV)(B) of the Act, the City hereby irrevocably pledges to the repayment of the Bonds one hundred percent of the property taxes produced by the levy at the rate fixed each year by or for the City upon the valuation for assessment of taxable property within the boundaries of the Plan of Development Area which is in excess of the valuation for assessment of taxable property within the boundaries of the Plan of Development Area certified as the base amount by the County Assessor pursuant to Sections 31-25-807(3)(a)(IV) and 31-25-807(3)(f) of the Act. Such amounts shall constitute Pledged Revenue for all purposes hereof.

The creation, perfection, enforcement and priority of the Pledged Revenue to secure or pay the Bonds as provided herein shall be governed by Section 11-57-208 of the Supplemental Act, the Ordinance and this Agreement. The Pledged Revenue, as received by or otherwise credited to the City or the Authority, shall immediately be subject to the lien of such pledge without any physical delivery, filing or further act.

ARTICLE III ACCOUNTS

SECTION 3.01. Acknowledgement of Accounts. There are hereby created and established the following accounts, which accounts and funds shall be maintained and administered by the City in accordance with the terms hereof:

- (a) the Bond Account, being the “City of Grand Junction, Colorado, Downtown Development Authority, 2018 Tax Increment Revenue and Refunding Bond Account”;
- (b) the Reserve Account, being the “City of Grand Junction, Colorado, Downtown Development Authority, 2018 Tax Increment Revenue and Refunding Reserve Account”;
and
- (c) the Rebate Fund, being the “City of Grand Junction, Colorado, Downtown Development Authority, 2018 Tax Increment Revenue and Refunding Rebate Fund”.

SECTION 3.02. General Provisions Relating to Accounts and Funds.

- (a) **Restricted Deposit Accounts.** The Bond Account and the Reserve Account will be established as restricted deposit accounts maintained by and in the name of the City with the Lender solely for the purposes set forth in this *Article*. No deposits will be made to, nor will any withdrawals be made from, the Bond Account or the Reserve Account other than as provided in this *Article*.
- (b) **Security for the Bonds.** Pursuant to the pledge as set forth in *Article II*, the Bond Account and the Reserve Account, together with the monies and investments on deposit therein or otherwise credited thereto, are collateral for the repayment of the Loan.
- (c) **Initial Deposit.** The Reserve Account will be funded at Closing with proceeds from the Loan in the amount of the Reserve Account Requirement.

SECTION 3.03. Flow of Monies. Pledged Revenue in the Tax Increment Fund will be transferred and applied as follows:

FIRST – Upon receipt and deposit into the Tax Increment Fund, the City will transfer Pledged Revenue to the Lender for deposit into the Bond Account until the total amount accumulated therein is equal to the sum of the following:

- (a) Interest Payments. The amount of the next scheduled installment of interest on the Bonds; *plus*
- (b) Principal Payments. The amount of the next scheduled installment of principal of the Bonds.

Once there has been accumulated in the Bond Account the entire amount necessary for the payment of principal of and interest on the Bonds in the current Fiscal Year, no moneys need be deposited in the Bond Account until the following Fiscal Year and Pledged Revenue will be deposited as hereinafter provided. The moneys in the Bond Account shall be used only to pay the principal of, prepayment premium, if any, and interest on the Bonds as the same becomes due. The City authorizes the Lender to debit the Bond Account in the amount and on the date that any principal, premium, or interest on the Bonds becomes due.

A similar Bond Account will be created for any series of additional TIF Parity Indebtedness and payments from Pledged Revenue on deposit in the Tax Increment Fund will be made into such account contemporaneously with and have the same priority as payments into the Bond Account.

SECOND – If on any required payment date for the principal, premium, if any, or interest of the Bonds the City shall for any reason not have in the Bond Account the amount necessary to make such required payment, the Lender shall debit from the Reserve Account an amount necessary to make such payment. The City authorizes the Lender to debit the Reserve Account in the amounts and for the purpose as set forth in this paragraph SECOND.

THIRD – If the Reserve Account is drawn upon as herein provided, then the City shall deposit into the Reserve Account, contemporaneously with the pro rata deposit into any

similar reserve fund created for any series of additional TIF Parity Indebtedness, from Pledged Revenue thereafter received and not required to be applied otherwise by this *Section* (but excluding any payments required for any obligations subordinate to the Bonds and contemporaneously with any similar deposit made for any reserve account established for any TIF Parity Indebtedness, including the 2017 Bonds) the amount needed to replenish the Reserve Account to the Reserve Account Requirement, and such obligation may span multiple Fiscal Years.

The moneys in the Reserve Account shall be used to fund deficiencies in the Bond Account as set forth above; provided, however, that (a) in connection with any partial prepayment of the Bonds, the City may use any amounts on deposit in the Reserve Account in excess of the Reserve Account Requirement required after such prepayment to pay the principal (or portion thereof) of the Bonds to be redeemed; and (b) amounts on deposit in the Reserve Account may be used to make the final payment of principal and interest on the Bonds at maturity.

FOURTH – There shall be deposited in the Rebate Fund amounts required by Section 148(f) of the Tax Code to be held until such time as any required rebate payment is made. Amounts in the Rebate Account shall be used for the purpose of making the payments to the United States required by Section 148(f) of the Tax Code. Any amounts in excess of those required to be on deposit therein by Section 148(f) of the Tax Code shall be withdrawn therefrom and deposited into the Bond Account. Funds in the Rebate Fund shall not be subject to the lien created by the Ordinance or this Agreement to the extent such amounts are required to be paid to the United States Treasury. A similar rebate account may be created for any series of additional TIF Parity Indebtedness and payments into such account shall have the same priority as payments into the Rebate Account.

FIFTH – After the payments required above, Pledged Revenue received in any Fiscal Year may be used by the City for the payment of interest on and principal of any obligations secured by Pledged Revenue subordinate to the lien of the Bonds, hereafter authorized to be issued, including reasonable reserves therefor.

SIXTH – After making the payments required above, any remaining Pledged Revenue received in any Fiscal Year may be used for any lawful purpose. Without limiting the foregoing, to the extent permitted by law, the City is hereby authorized to transfer any and all remaining Pledged Revenue which constitute investment income on moneys in the Tax Increment Fund to the Authority to be used for administrative expenses.

SECTION 3.04. Investments of Funds.

(a) Permitted Investments.

- (i)** At the direction of the City, the Lender shall invest amounts held by it pursuant to this Agreement only in Permitted Investments. All such investments shall be on deposit with or in the possession of the Lender. The Lender shall have no liability or responsibility for any loss or for failure to maximize earnings resulting from any investment made in accordance with the terms of this *Section*. The Lender shall be entitled to assume, absent receipt by the Lender of written notice to the contrary, that any investment that at the time of purchase is a Permitted Investment remains a Permitted Investment thereafter.

- (ii) The Lender represents to the City that the Lender is permitted under the Public Deposit Protection Act, C.R.S. Section 11-10.5-101, *et seq.*, to hold municipal funds of the City.
- (b) **Value Determination.** In computing the amount of any fund or account, Permitted Investments purchased as an investment of moneys therein shall be valued at the then market value of such obligations, excluding any accrued interest, as determined by the City. If the market value of such obligations is not readily available, the City shall determine the value of such obligations in any reasonable manner.
- (c) **Other Rules.** The Lender may make any and all investments permitted by the terms of this *Section* through its own investment department or that of its affiliates. As and when any amount invested pursuant to this *Section* may be needed for disbursement, the Lender may cause a sufficient amount of such investments to be sold and reduced to cash to the credit of such funds.

ARTICLE IV REPRESENTATIONS AND WARRANTIES

The certifications of the City, as set forth in the City Omnibus Certificate of even date herewith, are incorporated herein by reference, and shall be deemed representations and warranties of the City to the Lender.

ARTICLE V COVENANTS

SECTION 5.01. Payment of the Loan. The City shall promptly pay, or cause to be paid, solely from the Pledged Revenue, the principal of, premium, if any, and the interest on the Loan as herein provided.

SECTION 5.02. Reserved.

SECTION 5.03. The City. The City shall maintain its existence, unless another political subdivision of the State by operation of applicable law succeeds the City and is obligated thereby to receive and distribute the Pledged Revenue in place of the City in accordance herewith.

SECTION 5.04. The Authority. The City shall maintain, preserve and operate the Authority in accordance with the Act, the Resolution and the Plan.

SECTION 5.05. Modification of the Resolution and the Plan. The City shall not hereafter modify the Resolution or the Plan in a manner that would reduce the Tax Increments or otherwise impair the pledged security for the Bonds.

SECTION 5.06. Prompt Deposit. The City shall promptly deposit all Pledged Revenue in accordance with the principles hereof.

SECTION 5.07. Protective Covenants. The following covenants are subject to compliance by the City with its Charter, applicable law and any action taken by any governmental authority with jurisdiction over the City in the exercise of the police power thereof or the public welfare, which applicable law or action limits or otherwise inhibits the amount of such tax revenues due to the City.

- (a) **Maintenance of Tax Increment Fund.** The City shall maintain the Tax Increment Fund as a fund of the City separate and distinct from all other funds of the City.
- (b) **Deposit of Tax Increments.** Promptly upon collection, the City shall deposit the Tax Increments (less 20% of the Tax Increments originating from municipal sales tax revenues for a portion of the Plan of Development Area and 30% of such increments from another portion of the Plan of Development Area as provided in Grand Junction City Resolution No. 28-83) into the Tax Increment Fund.
- (c) **Collection.** The City shall take all action reasonably necessary and within its power to collect (or cause to be collected) payments of the ad valorem and sales taxes owing from the Plan of Development Area as and when due, or, as applicable, following any delinquency in payment thereof.

SECTION 5.08. Defense and Further Assurances. The City shall (a) defend the validity and legality of the Ordinance, the Resolution, this Agreement, and the collection of the Tax Increments and any taxes contributing thereto against all claims and proceedings that would diminish or impair the security for or repayment of the Bonds, (b) defend, preserve and protect the pledge of the Pledged Revenue and other collateral pledged hereunder against all claims and demands of all Persons whomsoever, and (c) take all further action as may be necessary or desirable to assure the rights and collateral granted, or intended to be granted, to the Lender hereunder, or as may be reasonably required to carry out the purposes hereof.

SECTION 5.09. Prejudicial Contracts and Action. The City shall not enter into any contract or agreement, or otherwise take any action, that would impair or diminish, or intend to impair or diminish, the rights and privileges of the Lender.

SECTION 5.10. Surety Bonds. The City shall ensure that each official of the City having custody of the Pledged Revenue, or responsible for their handling, is fully bonded at all times, which bond shall be conditioned upon the proper application of such money.

SECTION 5.11. Records.

- (a) **Maintenance.** The City shall maintain, or cause to be maintained, proper books of record and account, showing complete and correct entries of all transactions relating to the Authority and the Plan of Development Area. Such books must be separate and apart from any other books of the City and include monthly records showing (i) the Tax Increments and all other Pledged Revenue, (ii) any accounts into which the same are deposited, and (iii) the expenses of the Authority, including those relating to the Plan of Development Area.
- (b) **Inspection.** The Lender may inspect the books of record and account required by this *Section*, together with any properties comprising the Plan of Development Area, at all reasonable times.

SECTION 5.12. Audit. The City shall cause the books and records described in Section 5.11(a) to be audited annually by an independent accountant as soon as practicable after the close of each fiscal year of the City, and shall furnish a copy of the audited financial statements resulting from such audit by each June 30. Such audited financial statements must be accompanied by an unqualified opinion of the independent accountant.

SECTION 5.13. Unaudited Annual Financial Statements. The City shall cause the Authority to prepare unaudited, annual financial statements to be provided to the Lender within 45 days after the end of each fiscal year of the City. Such unaudited financial statements must be certified as complete and correct (subject to audit adjustments) by a financial officer of the City.

SECTION 5.14. Debt Service Coverage Ratio Covenant. The City shall maintain a Debt Service Coverage Ratio equal to or greater than 1.0:1 for each Fiscal Year, to be calculated from the information contained in the audited financial statements to be prepared and delivered in accordance herewith.

SECTION 5.15. Tax.

- (a) **Exemption.** The City shall comply with the covenants, provisions and procedures of the Code and the Tax Certificate to ensure that interest on the Bonds maintains its exclusion from (i) gross income for federal income tax purposes under Code Section 103, (ii) alternative minimum taxable income as defined in Code Section 55(b)(2) except to the extent such interest is required to be included in the adjusted current earnings adjustments applicable to corporations under Code Section 56 in calculating corporate alternative minimum taxable income, and (iii) Colorado taxable income or Colorado alternative minimum taxable income under present Colorado law.
- (b) **Bank Qualified.** The City (i) represents and warrants that it has not issued any tax-exempt indebtedness in 2018 and, other than the Bonds, has no intention to issue any other tax-exempt indebtedness in 2018 and (ii) designates the Bonds as a “qualified tax-exempt obligation” for purposes of Section 265(b)(3) of the Code. The City covenants not to issue any tax-exempt obligations in any calendar year in an amount which may adversely affect the status of the Bonds as a “qualified tax-exempt obligation” for purposes of Section 265(b)(3) of the Code.
- (c) **Survival.** The covenants contained in this *Section* will remain in full force and effect until the date on which all obligations of the City in fulfilling such covenants under the Code and Colorado law have been met, notwithstanding the payment in full of the Loan.

**ARTICLE VI
ADDITIONAL OBLIGATIONS**

SECTION 6.01. No Senior TIF Indebtedness. The City shall not issue or incur any TIF Indebtedness that is senior in payment to the Bonds or has a lien on the Pledged Revenue that is senior to that of the Lender.

SECTION 6.02. No Additional Indebtedness – 2018. The City shall not issue or incur any additional indebtedness or obligations in 2017 or 2018 for or on behalf of the Authority, the interest on which is exempt for federal income tax purposes.

SECTION 6.03. No Additional TIF Parity Indebtedness. Without the Lender’s prior written consent, which may be granted, conditioned or withheld in Lender’s sole discretion, the City shall not issue or incur any additional TIF Parity Indebtedness except for TIF Parity Indebtedness payable to the Lender.

SECTION 6.04. Additional TIF Subordinate Indebtedness. The City may issue or incur additional TIF Subordinate Indebtedness after 2018, but only if the following conditions precedent are satisfied:

- (a) There has not occurred an Event of Default that is then continuing.

- (b) The City has delivered to the Lender a certificate signed by an authorized officer of the City acceptable to the Lender in form reasonably acceptable to the Lender establishing that the Historical Pro Forma Debt Service Coverage Ratio equals or exceeds 1.0:1 for the most recent Fiscal Year for which audited financial statements have been delivered to the Lender pursuant hereto.

**ARTICLE VII
EVENTS OF DEFAULT AND REMEDIES**

SECTION 7.01. Events of Default. Each of the following is an Event of Default hereunder:

- (a) **Principal or Interest.** Principal or interest on the Bonds is not paid as and when due.
- (b) **Debt Service Coverage Ratio.** The Debt Service Coverage Ratio for any Fiscal Year is less than 1.0:1.
- (c) **Determination of Taxability.** A Determination of Taxability occurs.
- (d) **Bank Qualified.** There is a determination that the Bonds are not a “qualified tax-exempt obligation” for purposes of Section 265(b)(3) of the Code
- (e) **Representation and Warranty.** Any representation or warranty of the City is materially false as of the date given.
- (f) **Incapable to Perform.** The City is for any reason rendered incapable of fulfilling its obligations hereunder.
- (g) **Default of Any Other Provision.** The City defaults in the performance of its other covenants contained herein and such default continues for 60 days after delivery of written notice from the Lender specifying such default.
- (h) **Default on Other Indebtedness.** There is a default or event of default in any other TIF Indebtedness, whether *pari passu* or subordinate.

SECTION 7.02. Remedies. Upon the occurrence and during the continuance of any Event of Default, the Lender, at its option, may exercise the following remedies:

- (a) by notice to the City, accelerate the payment of the principal of the Bonds, in which case the principal amount of the Bonds will be immediately due and payable in full; provided, however, such acceleration shall be deemed to be annulled on and after the date that the City has paid all principal and interest on the Bonds that would have otherwise been due and payable through such date if the principal of the Bonds had not previously been accelerated;
- (b) without notice to the City or any other Person, set off against the Bond Account, the Reserve Account or any other account pledged hereunder and held by the Lender as security for the Bonds; or
- (c) exercise any other remedy available to the Lender at law or in equity, including mandamus.

Notwithstanding the foregoing, if an Event of Default results from the Determination of Taxability, the Lender's sole remedy will be to charge the Taxable Rate on the outstanding principal balance of the Bonds from the date that interest on the Bonds is deemed taxable to the Lender.

The Lender acknowledges that, in the event the Bonds are accelerated, payment shall be limited to the Pledged Revenue, as and when the same is collected by the City.

SECTION 7.03. Notice to Lender of Default. The City shall promptly notify the Lender if the City obtains knowledge of the occurrence of any Event of Default or any default that with notice or the passage of time, or both, would become an Event of Default.

SECTION 7.04. Remedies Cumulative. Except as otherwise set forth herein relating to the Taxable Rate, the rights and remedies of the Lender hereunder are cumulative. No failure of the Lender to insist upon strict performance, or to exercise any available right or remedy will be deemed a waiver to insist upon strict performance or to later exercise any right or remedy.

SECTION 7.05. Waiver of Setoff, Etc. The City waives, and will not exercise or otherwise enforce, rights of setoff, recoupment, abatement, or reduction or other claims or counterclaims respecting any payment due under any Financing Document, or any other agreement, credit facility or relationship with the Lender, or with any of its affiliates, that it may now or hereafter be accorded under applicable law or otherwise.

ARTICLE VIII CONDITIONS TO CLOSING

The Lender will not be required to fund the Loan unless each of the following conditions is deemed satisfied or waived by the Lender:

- (a) **Financing Documents.** The Lender will have received duly executed originals or copies, as Lender requires, of all Financing Documents and other instruments applicable to the Loan, in form and content satisfactory to the Lender.
- (b) **Certificates.** The Lender will have received closing certificates of the City and the Authority (i) certifying the Ordinance and resolutions of the Authority approving the Loan and (ii) otherwise in form and content satisfactory to the Lender.
- (c) **Bond Counsel Opinion.** The Lender will have received an opinion letter of Bond Counsel dated the Closing Date and addressed to the Lender, containing customary opinions of Bond Counsel for transaction of the type contemplated hereby and otherwise in form and substance reasonably acceptable to the Lender.
- (d) **No Material Adverse Change.** In the opinion of the Lender, no material adverse change will have occurred with respect to the Pledged Revenue or the City's and Authority's respective business operations, financial condition, or performance, as reflected in the most recent financial statements provided to the Lender or as otherwise known by the Lender.
- (e) **Payment of Costs and Expenses.** All Lender counsel fees and any other fees and expenses incurred by the Lender in conjunction with the making of the Loan will have been paid (or will be approved by the City for payment at Closing from the Loan proceeds), including a \$1,000 documentation fee payable to the Lender.

- (f) **Other Certificates and Approvals.** The Lender will have received such other certificates, approvals, filings, opinions and documents as it shall reasonably request.

**ARTICLE IX
MISCELLANEOUS**

SECTION 9.01. Reference to the Ordinance. The Ordinance, as attached hereto as Exhibit A, and its provisions are incorporated herewith and made a part of this Agreement.

SECTION 9.02. Transfer and Participation.

(a) **Transfer.**

- (i) The Bonds must always be registered in the name of one owner and, therefore, may be transferred only in whole and not in part.
- (ii) The Bonds may only be transferred to a transferee that it is either (A) an affiliate of the Lender, which “affiliates” shall mean any entity which, by virtue of majority ownership interest, controls, is controlled by, or under common control with the Lender or (B) an Accredited Investor.
- (iii) The transfer of the Bonds by the Lender to a transferee will constitute the transfer of all rights and obligations of such the Lender under the Financing Documents to such transferee.
- (iv) Transfers of the Bonds must be consummated by a written instrument of transfer or exchange duly executed by the Lender. Any transferee may surrender to the transferred Bonds to the City, together with copies of the duly executed written instrument of transfer or exchange, and the City shall then execute and deliver a new Bonds of the same principal amount, and otherwise in the form attached hereto as Exhibit B, to the transferee. The Bonds surrendered pursuant to the terms of this *clause* will be cancelled by the City upon execution of the replacement Bonds.

- (b) **Participations.** To the extent permitted by applicable law, the Lender may sell participations in the Bonds.

SECTION 9.03. Replacement of a Lost or Damaged Bonds. In the event of loss of or damage to the Bonds, the City, at the expense of the Lender, shall issue a replacement Bond identical to the Bond lost or damaged, upon receipt of an affidavit of the Lender that any Bond has been lost or, if damaged, upon receipt of the damaged Bonds. Such expense, which the City may require to be paid in advance, may include the costs of investigation, printing, insurance or indemnity premiums and attorneys’ fees. In the event the Bonds is lost, the Lender shall also execute and deliver an agreement, in form and substance reasonably satisfactory to the City, to indemnify the City and the Authority from any claims, losses and expenses arising in connection with or related to the lost Bonds.

SECTION 9.04. Reliance. The Lender will be entitled to rely upon any notice, consent, certificate, affidavit, statement, paper, document, writing or other communication given or made by the City under any Financing Document believed by the Lender in good faith to be genuine and to have been signed, sent or made by an authorized representative of the City. In entering this Agreement and the other Financing Documents to which in the Lender is a party, the Lender has relied upon the representations, warranties

and other information respecting the City, the Authority and the Project contained in the Financing Documents notwithstanding any investigation, analysis or evaluation that the Lender may have made or from time to time may make, and the City consents to such reliance.

SECTION 9.05. Records of the Lender. The Lender's calculation and recording of the interest rate on the Bonds, the amounts of principal and interest due and payable under the Bonds and the receipt and allocation of payments thereon will be conclusive absent manifest error.

SECTION 9.06. Amendment. Each and every supplement or amendment to or modification or restatement of this Agreement must be in writing and signed by both the City and the Lender.

SECTION 9.07. Waiver. Except as may otherwise be set forth herein, each and every waiver of, or consent to any departure from, any representation, warranty or covenant of the City as set forth in this Agreement, including the waiver of any Event of Default, must be in writing and signed by the Lender.

SECTION 9.08. No Waiver by Action, Etc. Any waiver or consent respecting any representation, warranty, covenant or other term of any Financing Document will be effective only in the specific instance and for the specific purpose for which given and will not, regardless of frequency given, be a further or continuing waiver or consent. The failure or delay of the Lender at any time or times to require performance of, or to exercise its rights or remedies with respect to, any representation, warranty, covenant or other term of any Financing Document will not affect its right at a later time to enforce any such term. No notice to or demand on the City in any case will entitle the City to any other or further notice or demand in the same, similar or other circumstances. The acceptance by the Lender of (a) any partial or late payment will not constitute a satisfaction or waiver of the full amount then due or the resulting Event of Default or (b) any payment during the continuance of an Event of Default will not constitute a waiver thereof; and the Lender may accept or reject any such payment without affecting any of its respective rights or remedies under any Financing Document or applicable law. An Event of Default will continue until waived in accordance with this Agreement.

SECTION 9.09. Interpretation. Each party has had the opportunity to review and negotiate the terms and conditions of the Financing Documents and to seek the advice of legal counsel in connection herewith and therewith. Any applicable rule of construction, to the effect that any ambiguities are resolved against the drafting party, will not be used in the interpretation hereof or thereof. Terms and conditions hereof and thereof will be construed fairly as to all parties and not in favor of or against any party, regardless of which party was generally responsible for preparation.

SECTION 9.10. Governing Law. The Financing Documents are governed by and will be construed in accordance with the laws of the State. To the full extent permitted by applicable law, any action or proceeding seeking to enforce any term of, or based on any right arising out of, the Financing Documents will be brought (or removed to) the courts of the State, City and County of Denver, or, if jurisdiction is proper, in the appropriate federal court for the State, City and County of Denver, and the parties consent to the jurisdiction of such courts (and of the appropriate appellate courts) in any such action or proceeding and waive any objection to venue. Process in any such action or proceeding may be served on any party anywhere in the world and may be accomplished by personal delivery, overnight delivery, or by United States registered mail. TO THE FULL EXTENT PERMITTED UNDER APPLICABLE LAW, EACH PARTY WAIVES ANY RIGHT TO A TRIAL BY JURY IN RESPECT OF ANY LITIGATION (WHETHER AS A CLAIM, COUNTERCLAIM, AFFIRMATIVE DEFENSE OR OTHERWISE) ARISING OUT OF, UNDER, OR IN CONNECTION WITH ANY FINANCING DOCUMENT.

SECTION 9.11. Severability. In the event that any term of any Financing Document is finally determined to be superseded, invalid, illegal or otherwise unenforceable pursuant to applicable law by a

court of competent jurisdiction and venue, that determination will not impair or otherwise affect the validity, legality or enforceability of the remaining terms and conditions of the Financing Documents, which will be enforced as if the unenforceable term were deleted; provided, however, that the parties will negotiate in good faith to replace such illegal, invalid or unenforceable term with a or provision as similar in terms to such illegal, invalid or unenforceable or provision as may be possible and be legal, valid and enforceable.

SECTION 9.12. Counterparts. This Agreement may be signed in counterparts, which together will constitute a complete Agreement. A signature transmitted by facsimile, or as a PDF (or similar file) via electronic mail, will be considered an original for purposes of this Agreement; provided that an original will be later provided upon the reasonable request of any party.

SECTION 9.13. Time of Essence. Time is of the essence under the Financing Documents.

SECTION 9.14. Entire Agreement. This Agreement, together with the other Financing Documents, contain the entire agreement of the parties, and supersede all other representations, warranties, agreements, and understandings, oral or otherwise, among the parties, with respect to the matters contained herein and therein.

SECTION 9.15. Limitation of Damages. The Lender will not be liable to the City for indirect, consequential or special damages arising under a Financing Document, except those damages arising from Lender's willful misconduct, gross negligence, or bad faith.

SECTION 9.16. Notices. All notices, consents and other communications required or to be given under any Financing Document must be in writing, and given either (a) by certified or registered United States mail, return receipt requested, postage prepaid or (b) by reputable overnight delivery carrier (e.g., FedEx, DHL), with the ability and option to provide verification of delivery, and such option so chosen, at the following addresses or such other addresses as a party may provide in accordance with this *Section*:

City: City of Grand Junction
Grand Junction City Hall
250 North 5th Street
Grand Junction, Colorado 81501
Attention: Financial Operations Manager

Authority: Downtown Development Authority
City of Grand Junction, Colorado
437 Colorado Avenue
Grand Junction, Colorado 81501
Attention: Deputy Finance Director

Lender: ANB Bank
3033 East First Avenue
Denver, Colorado 80206
Attention: Community Bank President – Cherry Creek

Any party that is not an addressee of any such notice, consent, and other communication must be copied thereon. Notice will be deemed delivered three days after placement with the United States Postal Service if delivered pursuant to *subsection (a)* and one Business Day after placement with an overnight carrier if delivered pursuant to *subsection (b)*. Notwithstanding the foregoing, periodic statements and

reports and informal correspondence may be forwarded by electronic mail and other means as the Lender may permit from time to time.

SECTION 9.17. Lender Representation. The Lender represents that it is an Accredited Investor.

SECTION 9.18. Patriot Act Notice. The Lender hereby notifies the City that pursuant to the requirements of the Patriot Act, it is required to obtain, verify and record information that identifies the City, which information includes the name and address of the City and other information that will allow the Lender to identify the City in accordance with the Patriot Act. The City hereby agrees that it shall promptly provide such information upon request by the Lender.

{Signature Page Follows.}

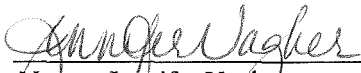
Signature Page
to Loan Agreement

Lender: ANB Bank
City: City of Grand Junction, Colorado

*Re: City of Grand Junction, Colorado Downtown Development Authority,
Tax Increment Revenue Bonds, Series 2018*

Each of the undersigned parties have caused this Agreement to be executed as of the date first set forth above by an authorized officer or representative.

Lender: ANB BANK

By: 
Print Name: Jennifer Vagher
Title: Community Bank President – Cherry Creek

City: CITY OF GRAND JUNCTION, COLORADO

By: _____
Print Name: _____
Title: President of the City Council

(SEAL)

Attest:

By: _____
Print Name: _____
Title: City Clerk

Signature Page
to Loan Agreement

Lender: ANB Bank
City: City of Grand Junction, Colorado

*Re: City of Grand Junction, Colorado Downtown Development Authority,
Tax Increment Revenue Bonds, Series 2018*

Each of the undersigned parties have caused this Agreement to be executed as of the date first set forth above by an authorized officer or representative.

Lender: ANB BANK

By: _____
Print Name: Jennifer Vagher
Title: Community Bank President – Cherry Creek

City: CITY OF GRAND JUNCTION, COLORADO

By: _____
Print Name: BARBARA PEAYLER SMITH
Title: President of the City Council



(SEAL)

Attest:

By: _____
Print Name: Debra M. Kemp
Title: City Clerk

Exhibit A
to Loan Agreement

Lender: ANB Bank
City: City of Grand Junction, Colorado

*Re: City of Grand Junction, Colorado Downtown Development Authority,
Tax Increment Revenue and Refunding Bonds, Series 2018*

Copy of Ordinance

See attached.

[See transcript items 2 and 3.]

6

**OMNIBUS CERTIFICATE OF
CITY OF GRAND JUNCTION, COLORADO**

IT IS HEREBY CERTIFIED by the undersigned, the duly chosen, qualified and acting President (the “President”) of the City Council (the “City Council”) of the City of Grand Junction, Colorado (the “City”), and by the City Clerk, Finance Director, and City Attorney, that:

1. The City is a legally and regularly created, established, organized, and existing home rule municipality of the State of Colorado.

2. The City, as originally incorporated, has never been consolidated with or annexed to any other municipality. No territory has been disconnected from the City as originally incorporated.

3. The following are the duly chosen, qualified and acting members of the City Council of the City (the “City Council”) and officers of the City:

President	Barbara Traylor
Member	Bennett Boeschstein
Member	Phyllis Norris
Member	Rick Taggart
Member	Duke Wortmann
Member	Duncan McArthur
Member	Chris Kennedy
City Clerk	Wanda Winkelmann
Finance Director	Jodi Romero
City Attorney	John Shaver

4. No litigation of any nature is now pending or, insofar as is known to the undersigned, threatened (either in municipal, state or federal courts) against the City:

(a) seeking to restrain or enjoin (i) the issuance, sale, execution, or delivery of the “City of Grand Junction, Colorado, Downtown Development Authority, Tax Increment Revenue Bonds, Series 2018,” in the aggregate principal amount of \$10,000,000 (the “Bonds”), issued pursuant to Ordinance No. 4772 finally passed and adopted by the City Council on November 1, 2017, as amended by Ordinance No. 4795 finally passed and adopted by the City Council on April 4, 2018 (collectively, the “Bond Ordinance”); (ii) the levy or imposition of the ad valorem and municipal sales taxes comprising the Tax Increments (as defined in the Bond Ordinance) and the collection, distribution, or application of the Pledged Revenues (as defined in the Bond Ordinance) to the payment of the principal of and interest on the Bonds; or (iii) the use of the proceeds of the Bonds for the purposes provided in the Bond Ordinance (collectively, the “Project”);

(b) affecting or questioning the validity of the Bonds;

(c) affecting in any way the right or authority of the City to pay the Bonds and the interest thereon, or otherwise to carry out the terms and provisions of the Bond Ordinance and the covenants and agreements therein and of other proceedings authorizing the issuance of or otherwise concerning the Bonds;

(d) in any manner questioning the authority and proceedings for the issuance of the Bonds or the City's obligations therefor or affecting in any way the right or authority of the City to carry out the terms and provisions of the Bonds, the Bond Ordinance, the Sale Certificate dated May 24, 2018, executed by the undersigned Finance Director (the "Sale Certificate"), and the Loan Agreement dated May 24, 2018 (the "Loan Agreement"), between the City and the ANB Bank, as lender;

(e) in any manner questioning, contesting or otherwise affecting the authority or proceedings for the issuance, sale, execution, or delivery of the Bonds or questioning, contesting or otherwise affecting, directly or indirectly, the validity thereof, or of any provisions made or authorized for their payment;

(f) pertaining to the corporate existence or the boundaries of the City;
or

(g) in any manner questioning, contesting or otherwise affecting the power of the City, acting by and through the City Council, or otherwise, to effect the Project.

5. As of the date hereof, there are no liens or encumbrances on or pledges of the Pledged Revenues other than the lien thereon of the Bonds and the "City of Grand Junction, Colorado, Downtown Development Authority, Tax Increment Revenue and Refunding Bonds, Series 2017," currently outstanding in the aggregate principal amount of \$9,120,000.

6. Neither the corporate existence nor the boundaries of the City, nor the titles of its present officers or any of them to their respective offices is being contested, including, without limitation, the members and officers of the City Council; the Bonds, the Bond Ordinance, the Sale Certificate, and the Loan Agreement; and no proceedings or authority for the issuance, sale, execution, or delivery of the Bonds or the Loan Agreement have or has been repealed, rescinded, revoked, modified, changed, or altered in any manner.

7. The Bond Ordinance was duly adopted at regular, public meetings of the City Council and is valid and enforceable.

8. No referendum petition satisfying the requirements of the City Charter concerning the Bond Ordinance or any other ordinances, resolutions or other proceedings of the City Council concerning the Bonds or the uses of the proceeds of the Bonds has been filed, and to the best of our knowledge none is being circulated or is planned for circulation.

9. To the best of our knowledge, none of the President, any member of the City Council, any other officer or employee of the City, or any member of the family of any such officer or employee, has any pecuniary or other prohibited interest, direct or indirect, in the profits of any contract or job for work or services to be performed, nor have such persons solicited or received any pay, commission, money or anything of value or derived any benefit, profit or advantage, directly or indirectly, in connection with the Bonds or the uses of the proceeds of the Bonds as provided in the Bond Ordinance.

10. The City has authorized by all necessary action, the execution, delivery, receipt and due performance of the Bonds, the Bond Ordinance, the Sale Certificate, the Loan Agreement, and any and all other agreements and documents as may be required to be executed, delivered and received by the City to carry out, give effect to and consummate the transactions contemplated by the Bond Ordinance.

11. The execution, delivery, receipt and due performance of the Bonds, the Bond Ordinance, the Sale Certificate, the Loan Agreement, and any other agreements contemplated by the Bond Ordinance, under the circumstances contemplated by the Bond Ordinance and the compliance by the City with the provisions thereof, will not conflict with or constitute on the part of the City a breach of or a default under any existing law, court or administrative regulation, decree or order or any agreement, indenture, lease or other instrument to which the City is subject or by which the City is or may be bound.

12. The President and the City Clerk are the duly elected or appointed, sworn, qualified and acting officers of the City authorized to execute the Bonds. Attached hereto as **Exhibit A** is a specimen of the Bonds.

13. For and on behalf of the City, the undersigned Finance Director did, on or prior to the date hereof, deliver or cause to be delivered to the Purchaser a fully registered Bond in the aggregate principal amount of \$10,000,000 maturing and bearing interest as provided in the Bond Ordinance and the Sale Certificate, and received from the Purchaser, in full payment for such Bond, the sum of \$10,000,000, which is equal to the par amount of the Bond.

14. None of the Bonds have been delivered prior to the date hereof; there is no reason within our knowledge why the City may not deliver the Bonds.

15. This Certificate is for the benefit of the owners from time to time of each of the Bonds.

16. This Certificate may be executed in one or more counterparts, each of which shall be an original and all of which shall constitute but one and the same certificate.

[The remainder of this page intentionally left blank.]

WITNESS our hands and the corporate seal of the City this May 24, 2018.

(SEAL)



[Handwritten Signature]

President of the City Council

[Handwritten Signature]

City Clerk

[Handwritten Signature]

Finance Director

[Handwritten Signature]

City Attorney

EXHIBIT A

[Attach Specimen Bond]

THIS BOND MAY NOT BE TRANSFERRED EXCEPT IN ACCORDANCE WITH THE TERMS AND CONDITIONS AS SET FORTH IN THE HEREIN DEFINED AGREEMENT.

**\$10,000,000 City of Grand Junction, Colorado
Downtown Development Authority, Tax Increment Revenue Bonds, Series 2018**

<u>Interest Rate</u> 3.36% Per Annum	<u>Maturity Date</u> December 31, 2032	<u>Issue Date</u> May 24, 2018
---	---	-----------------------------------

REGISTERED OWNER: ANB BANK

FOR VALUE RECEIVED, the City of Grand Junction, Colorado (the “City”), promises to pay to the Registered Owner the principal amount of \$10,000,000, together with interest thereon from the Issue Date, in accordance with the terms of this City of Grand Junction, Colorado Downtown Development Authority, Tax Increment Revenue Bonds, Series 2018 (this “Bond”) and the hereinafter defined Loan Agreement.

This Bond has been issued in accordance with the terms and conditions as set forth in that certain Loan Agreement, dated May 24, 2018 (as amended, the “Loan Agreement”), by and between the City and the Registered Owner, and pursuant to the authority and approval as set forth in Title 31, Article 25, Part 8, C.R.S., as amended (the “Act”), the Supplemental Public Securities Act, Colorado Revised Statutes, Title 11, Article 57, Part 2, as amended (the “Supplemental Act”), and the City’s Ordinance No. 4772, adopted by the City Council on November 1, 2017, as amended by Ordinance 4795, adopted by the City Council on April 14, 2018 (collectively, the “Ordinance”). This Bond constitutes the “Bonds” as referenced in the Loan Agreement.

Capitalized terms used but not defined in this Bond have the respective meanings ascribed to them in the Loan Agreement.

The outstanding principal balance of this Bond will bear interest at the Interest Rate set forth above; provided, however, that this Bond may bear interest at the Taxable Rate upon an Event of Taxability. Interest accruing on this Bond will be computed on the basis of an Actual/360 day count convention.

Accrued and unpaid interest on the Bonds will be due on each Interest Payment Date, being June 15 and December 15 of each year, commencing December 15, 2018.

The principal of this Bond will be payable in installments on the dates and in the amounts set forth below.

<i>Date</i>	<i>Amount</i>
December 15, 2018	\$84,000
June 15, 2019	\$100,500
December 15, 2019	\$109,000
June 15, 2020	\$98,000

December 15, 2020	\$107,000
June 15, 2021	\$98,500
December 15, 2021	\$108,000
June 15, 2022	\$92,000
December 15, 2022	\$101,500
June 15, 2023	\$393,000
December 15, 2023	\$403,000
June 15, 2024	\$403,000
December 15, 2024	\$413,000
June 15, 2025	\$413,500
December 15, 2025	\$424,000
June 15, 2026	\$428,000
December 15, 2026	\$439,000
June 15, 2027	\$439,000
December 15, 2027	\$450,500
June 15, 2028	\$452,000
December 15, 2028	\$463,500
June 15, 2029	\$466,500
December 15, 2029	\$478,500
June 15, 2030	\$481,000
December 15, 2030	\$493,500
June 15, 2031	\$498,000
December 15, 2031	\$511,000
June 15, 2032	\$519,000
December 15, 2032	\$532,500

The outstanding principal balance of this Bond will be paid on the above referenced Maturity Date, and, to the extent outstanding after the Maturity Date, will be due on demand of the Registered Owner.

The City may prepay this Bond, in whole or in part, on any date, in an amount equal to the sum of (A) the principal amount so prepaid *plus* (B) a premium of 1% of the principal amount so prepaid *plus* (C) accrued and unpaid interest on the principal amount so prepaid to the date of prepayment; provided, however, on or after December 1, 2022, the City may prepay this Bond, in whole or in part, from its excess cash (and not as a result of any direct or indirect refinancing), without premium.

The principal amount of partial prepayments will be applied to the outstanding principal balance of this Bond in inverse order of the maturity of the installment principal payments (including, if applicable, any balloon interest payment due on the Maturity Date). Partial prepayments will not result in re-amortization of this Bond.

The payment of the principal of, premium, if any, and interest on this Bond will be made to the Registered Owner at its address as set forth in the Registered Owner's payment statement therefor or by such electronic means (e.g., auto-debit or ACH payment) as the Registered Owner may permit or require.

All payments must be made in immediately available funds and lawful money of the United States of America.

If any payment date is not a Business Day, the payment will be due on the next succeeding Business Day and, as applicable, interest will continue to accrue.

This Bond constitutes a pledge of, and an irrevocable first lien (but not an exclusive first lien), on all of the Pledged Revenue. This Bond is equitably and ratably secured by a pledge of and lien on the Pledged Revenue. This Bond, together with the interest accruing thereon shall be payable and collectible solely out of the Pledged Revenue, which is hereby irrevocably so pledged; neither the Registered Owner nor any other registered owner of this Bond may look to any general or other fund of the City or the Authority for the payment of the principal of and interest on the Bond, except the designated special funds and accounts pledged therefor. This Bond shall not constitute an indebtedness nor a debt within the meaning of the Charter or any State constitutional or statutory provision or limitation; nor shall it be considered or held to be a general obligation of the City or the Authority.

Pursuant to Section 11-507-208(1) of the Supplemental Act, a public entity may pledge all or any portion of its revenues to the payment of its securities unless the use of such revenues is restricted by other laws of the State. Pursuant to such authority, together with the authority granted by the 2007 Election, the 2011 Election, and Section 31-25-807(3)(a)(IV)(B) of the Act, the City hereby irrevocably pledges to the repayment of this Bond one hundred percent of the property taxes produced by the levy at the rate fixed each year by or for the City upon the valuation for assessment of taxable property within the boundaries of the Plan of Development Area which is in excess of the valuation for assessment of taxable property within the boundaries of the Plan of Development Area certified as the base amount by the County Assessor pursuant to Sections 31-25-807(3)(a)(IV) and 31-25-807(3)(f) of the Act. Such amounts shall constitute Pledged Revenue for all purposes hereof.

The creation, perfection, enforcement and priority of the Pledged Revenue to secure or pay the Bonds as provided herein shall be governed by Section 11-57-208 of the Supplemental Act, the Ordinance and this Agreement. The Pledged Revenue, as received by or otherwise credited to the City or the Authority, shall immediately be subject to the lien of such pledge without any physical delivery, filing or further act.

Upon the occurrence and during the continuance of an Event of Default, this Bond is subject to acceleration by the Registered Owner, as applicable, but only in accordance with, and subject to the terms of, the Loan Agreement.

Reference is made to the Ordinance and the Loan Agreement and the terms set forth therein relating to this Bond, and such terms are incorporated herewith by reference.

This Bond is issued pursuant to the Supplemental Act. Pursuant to Section 11-57-210 of the Supplemental Act, this recital is and will be conclusive evidence of the validity and the regularity of the issuance of this Bond after its delivery for value.

The City has caused this Bond to be executed in its name and on its behalf by the manual or facsimile signature of the President of the City Council and has further caused its seal to be affixed hereto and the signature of the President of the City Council to be attested.

City: CITY OF GRAND JUNCTION, COLORADO



(SEAL)

By: *Barbara Traylor Smith*
Print Name: BARBARA TRAYLOR SMITH
Title: President of the City Council

Attest:

By: *Debra M. Kemp*
Print Name: Debra M. Kemp
Title: City Clerk

SPECIMEN

Assignment

FOR VALUE RECEIVED the undersigned sells, assigns, and transfers unto _____ the within Bond and all rights thereunder, and irrevocably constitutes and appoints _____ as its attorney to transfer the within Bond on the books kept for registration and transfer thereof, with full power of substitution in the premises.

[NAME OF TRANSFEROR]

By: _____

Print Name: _____

Title: _____

Dated: _____

Signature Guaranteed:

NOTICE: Signature(s) must be guaranteed by a member firm of the STAMP, SEMP, or MSP signature guaranty medallion program.

TRANSFeree

(Please print or type the name, address, and federal taxpayer identification or social security number of the transferee.)

SPECIMEN

7

**CERTIFICATE OF CITY AND AUTHORITY
CONCERNING AUTHORITY, TAX INCREMENTS AND
PLAN OF DEVELOPMENT**

IT IS HEREBY CERTIFIED on behalf of the City of Grand Junction Downtown Development Authority (the "Authority") and the City of Grand Junction, Colorado (the "City"), by the undersigned, the duly chosen, qualified and acting Chair and Secretary of the Board of Directors (the "Board") and Executive Director of the Authority, and the undersigned, the duly chosen, qualified and acting President of the City Council (the "City Council"), City Clerk, City Finance Director, and City Attorney, as follows:

1. The Authority was duly created by ordinance duly adopted by the City Council on March 16, 1977, following an election held February 8, 1977, pursuant to and as provided by Title 31, Article 25, Part 8 of the Colorado Revised Statutes, as amended. The validity of the Authority's creation has never been questioned. The Plan of Development for the Authority (the "Plan") was duly approved by the City Council, pursuant to notice and hearing and otherwise in full compliance with Section 31-25-807(4) of the Colorado Revised Statutes, as amended, by a resolution, duly adopted on December 16, 1981. The Plan also received all required approvals and recommendations of the Board of Directors of the Authority and of the Planning Commission of the City. Each amendment to the Plan has met all statutory requirements concerning approvals and consents.

2. The following have been and now are the duly chosen, qualified and acting members of the Board and officers of the Authority:

Chair of the Board:	Duncan Rowley
Other Board Members:	Jodi Coleman-Niernberg
	Jason Farrington
	Tom LaCroix
	Dan Meyer
	Phyllis Norris
	Doug Simons Jr.
	Vance Wagner
	Aaron Young
Executive Director:	Brandon Stam
Treasurer:	Jodi Romero
Counsel:	John Shaver

3. No action, suit, proceeding, inquiry or investigation at law or in equity, before or by any court, regulatory agency, public board or body, is pending in which the Authority is a party, or to the knowledge of the Authority or the City, threatened, in any way:

(a) affecting the existence of the Authority, the titles of its officers to their respective offices, the validity or effectiveness of the Plan, or the boundaries of the Plan of Development Area;

(b) seeking to restrain or enjoin (i) the issuance, sale, execution, or delivery of the “City of Grand Junction, Colorado, Downtown Development Authority, Tax Increment Revenue Bonds, Series 2018,” in the aggregate principal amount of \$10,000,000 (the “Bonds”), issued pursuant to Ordinance No. 4772 finally passed and adopted by the City Council on November 1, 2017, as amended by Ordinance No. 4795 finally passed and adopted by the City Council on April 4, 2018 (collectively, the “Bond Ordinance”); (ii) the levy or imposition of the ad valorem and municipal sales taxes comprising the Tax Increments (as defined in the Bond Ordinance) and the collection, distribution, or application of the Pledged Revenues (as defined in the Bond Ordinance) to the payment of the principal of and interest on the Bonds; or (iii) the use of the proceeds of the Bonds for the purposes provided in the Bond Ordinance (collectively, the “Project”);

(c) contesting or affecting the validity or enforceability of the Plan, the Bonds, the Bond Ordinance, the Loan Agreement dated May 24, 2018 (the “Loan Agreement”), between the City and ANB Bank relating to the Bonds or any action contemplated by any of said documents, including, without limitation, the collection and application of the Pledged Revenues and the establishment and application of the Tax Increments (as defined in the Bond Ordinance) and other funds and accounts as described and provided in the Bond Ordinance;

(d) contesting or affecting the powers of the Authority or the City with respect to the Plan, the Project, the Bonds, the adoption by the Board of Directors (the “Board”) of the Authority of Resolution No. 2017-08 adopted on October 17, 2017, and ratified by Resolution No. 2017-09 adopted on October 27, 2017, and Resolution No. 2018-04 adopted on May 24, 2018, approving the Bond Ordinance, the issuance of the Bonds, and the Loan Agreement (collectively, the “Authority Resolution”), or the execution or delivery of the Bond Ordinance and the Loan Agreement, or any action contemplated by any of said documents; or

(e) contesting or affecting the exclusion from gross income of interest paid on Bonds for federal and Colorado income tax purposes, nor, to the knowledge of the City or the Authority, is there any basis therefor.

4. No proceedings or authority for the issuance, sale, execution, or delivery of the Bonds or the application of the proceeds thereof have or has been repealed, rescinded, revoked, modified, changed or altered in any manner since the adoption of the Bond Ordinance and the Authority Resolution. No proceedings or authority for the effectuation of the Project have or has been repealed, rescinded, revoked, or substantively modified, changed or altered in any manner since April 3, 2007, the date of the election authorizing the issuance of the Bonds and the financing of the Project in accordance with the Plan, except the plan modification approved by the City Council pursuant to Ordinance No. 4765 adopted on October 4, 2017 and Resolution No. 77-17 adopted on December 20, 2017, all in full conformity and compliance with C.R.S. 31-25-807.

5. The undersigned officers of the Authority hereby certify that all meetings of the Board relating to the Bonds or the other documents or transactions referred to in this

Certificate have been duly held at the regular meeting place of the Board, on notice duly given to each member of the Board, and have been open to the public at all times.

6. No referendum petition concerning any resolution or ordinance or other action or proceeding of the Board or the City Council concerning the Bonds or the uses of the proceeds of the Bonds has been filed, and to the best of our knowledge none is being circulated or is planned for circulation.

7. To the best of our knowledge, none of the undersigned nor any other officer or employee of the Authority or the City, or any family member of any such officer or employee of the Authority or the City, has any pecuniary or other prohibited interest, direct or indirect, in the profits of any contract or proposed contract or job for work or services to be performed in connection with the Bonds or the Project, nor have any such persons solicited or received any pay, commission, money or anything of value or derived any benefit, profit or advantage, directly or indirectly, in connection with the Bonds or the uses of the proceeds of the Bonds.

8. None of the Bonds have been delivered prior to the date hereof; there is no reason within our knowledge why the City may not deliver the Bonds.

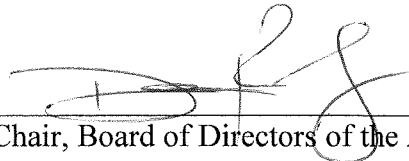
9. This Certificate is for the benefit of the owners from time to time of each of the Bonds.


10. This Certificate may be executed in one or more counterparts, each of which shall be an original and all of which shall constitute but one and the same certificate.

[The remainder of this page intentionally left blank.]

2018. WITNESS our hands and the seals of the Authority and the City this May 24,

(AUTHORITY SEAL)

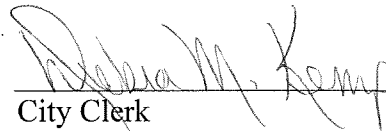

Chair, Board of Directors of the Authority


Executive Director of the Authority

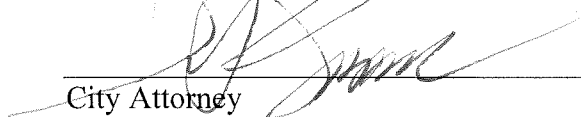
(CITY SEAL)




President of the City Council


City Clerk


Finance Director


City Attorney

8



**Grand Junction Downtown Development Authority
Board of Directors Regular Meeting
Thursday, September 14, 2017
7:30 a.m. to 9:00 a.m.
750 Main Street, Grand Junction, CO**

AGENDA

- 7:30 a.m. Call to Order**
- 7:32 a.m. Approval of Minutes**
 - Meeting of August 24, 2017
- 7:33 a.m. Executive Session relative to matters that may be subject to negotiations, developing strategy for negotiations, and/or instructing negotiators under C.R.S. section 24-6-402 (4)(e), relative to City Owned Property and we will be returning to open session**
- 8:30 a.m. Return to Open Session**
- 8:32 a.m. Updates**
 - Plan of Development Business Park Update
 - Downtown Wi-Fi Proposal
 - Parklet
- 8:50 a.m. Other Business**
- 8:55 a.m. Public Comments**
- 9:00 a.m. Adjourn**

GRAND JUNCTION DOWNTOWN DEVELOPMENT AUTHORITY
BOARD MINUTES
THURSDAY, SEPTEMBER 14, 2017
750 MAIN STREET
7:30: A.M.

PRESENT: Duncan Rowley (Vice-Chair), Jodi Coleman-Niernberg, Jason Farrington, Dan Meyer, Phyllis Norris, Doug Simons Jr., Vance Wagner

ABSENT: Kirk Granum, Tom LaCroix

DDA/BID STAFF: Vonda Bauer, Brandon Stam

CITY STAFF: John Shaver (City Attorney), Greg Caton (City Manager) Jodi Romero (City Finance Director), Jay Valentine (Deputy Finance Director)

CALL TO ORDER: Duncan called the meeting to order at 7:30 a.m.

APPROVAL OF MINUTES:

Meeting of August 24, 2017

Jason made a motion to approve the minutes of the August 24th, 2017 meeting. Phyllis seconded the motion. The motion was approved unanimously.

EXECUTIVE SESSION:

Duncan made a motion to go into Executive Session to discuss matters that may be subject to negotiations, developing strategy for negotiations, and/or instructing negotiators under C.R.S. Section 24-6-402 (4)(e), relative to City owned property. Phyllis seconded the motion. The motion was approved.

The Board convened into Executive Session at 7:34 a.m. Board members present were Duncan Rowley (Vice-Chair), Jodi Coleman-Niernberg, Jason Farrington, Dan Meyer, Phyllis Norris, and Doug Simons Jr. Vance Wagner recused himself from the meeting. Kirk Granum and Tom LaCroix were absent. Others present were Brandon Stam (DDA Director), John Shaver (City Attorney), Greg Caton (City Manager) Jodi Romero (City Finance Director), and Jay Valentine (Deputy Finance Director). Via phone were Tom Paquette and Barry Strafacci (Pinnacle Venue Services).

The Executive Session adjourned at 9:26 a.m.

RETURN TO OPEN SESSION

The Board reconvened into open session at 9:27 a.m.

After discussion in the Executive Session, the consensus of the Board was to proceed to authorize City staff to sign the letter of commitment to lock in the interest rate for the project that was discussed in Executive Session. Dan disagreed with the authorization to lock in the interest rate.

UPDATES

Plan of Development Business Park Update

Brandon explained that the DDA's Plan of Development needs to be modified to include the Las Colonias Business Park. The Las Colonias Business Park will be added to page 38 of Section VII of the Plan of Development as project number 19. Brandon read the proposed language to the Board.

Jason moved to update the Plan of Development to include the Las Colonias Business Park with the language presented by Brandon. Dan seconded the motion. The motion was approved unanimously.

Downtown Wi-fi Proposal

Brandon stated that Scott Hockins (City Purchasing Supervisor) reviewed the Downtown Wifi Proposal from 32Waves and indicated that this proposal is a different scope than what the City is trying to pursue as it will be more of a Downtown amenity rather than Citywide Broadband.

Phyllis made a motion to approve the proposal from 32Waves to provide Wi-fi Downtown for the estimated amount of \$7,453, however, not to exceed \$10,000 without further action. Dan seconded the motion. The motion was approved unanimously.

Parklet

Brandon explained that a Request for Proposal was previously sent out for the Parklet. PNCI was the only applicant that submitted a proposal. The Board previously approved the project not to exceed \$25,000, however, the proposal from PNCI was \$28,426 based upon actual costs.

Vance made a motion to amend the budget on the Parklet project to \$28,426. Phyllis seconded the motion. The motion was approved unanimously.

OTHER BUSINESS

None

PUBLIC COMMENTS

None


ADJOURN

Vance made a motion to adjourn; Phyllis seconded the motion. The motion was approved. The meeting adjourned at 9:39 a.m.


12/11/2017


Downtown Development Authority Mail - DDA Board Minutes and Agenda

359K

 **DDA Board Agenda - September 14 2017.pdf**
89K

 **DDA Plan of Development - PC Staff Report.pdf**
217K

 **Downtown Wifi Proposal.pdf**
298K

 **Parklet Design and Cost-PNCl.pdf**
878K



Grand Junction City Council

Regular Session

Item #2.a.i.

Meeting Date: September 20, 2017

Presented By: Brandon Stam, DDA Executive Director

Department: Downtown Development Authority

Submitted By: Kathy Portner, Community Services Manager

Information

SUBJECT:

Ordinance Amending the Downtown Development Authority Plan of Development to Include the Las Colonias Business Park and Setting a Hearing for October 4, 2017

RECOMMENDATION:

The Planning Commission will consider this item at their September 26, 2017 hearing and forward a recommendation to City Council.

EXECUTIVE SUMMARY:

The Plan of Development for the DDA was originally adopted in 1981 and needs to be updated to address the recent development opportunities along the Riverfront corridor. The Plan of Development identifies public improvements to the Las Colonias area including providing parks and other public improvements such as streetscape improvements and parking, but does not explicitly identify the proposed business-related improvements. The proposed amendment to the Plan of Development would identify the Las Colonias Business Park as a project under Section VII of the Plan of Development.

Pursuant to C.R.S. 31-25-807(4)(b), Prior to its approval of a plan of development, the governing body shall submit such plan to the planning board of the municipality, if any, for review and recommendations. The planning board shall submit its written recommendations with respect to the proposed plan of development to the governing body within thirty days after receipt of the plan for review.

BACKGROUND OR DETAILED INFORMATION:

The purpose of the Grand Junction DDA is to plan and propose public facilities and other improvements to public and private property of all kinds which will aid and improve the downtown development area with the goal of preventing and remediating slum and blight within the DDA boundaries. Further, In cooperation with the planning board and the planning department of the municipality, the DDA is enabled to develop long-range plans designed to carry out the purposes of the authority (as stated in C.R.S 31-25-801) and to promote the economic growth of the district and may take such steps as may be necessary to persuade property owners and business proprietors to implement such plans to the fullest extent possible.

As identified in Section V of the Plan of Development, the purpose of the Plan of Development is to establish a mechanism whereby the Authority and City can implement projects and programs that aid in halting the economic and physical decline of the Plan of Development area and Commercial Renovation Districts, and assist in the revitalization of and reinvestment in the downtown generally.

Specifically, the Plan of Development, Section V outlines the following specific objectives:

1. Prevent the decline of property values.
2. Prevent the deterioration of existing structures.
3. Promote the efficient and economical use of costly land.
4. Maintain an intensity of activity at a pedestrian scale.
5. Conserve the historical character of the City of Grand Junction.
6. Promote appropriate development.
7. Maximize the return on public investments made in the downtown over the years.
8. Prevent the social problems associated with declining commercial areas.

Section VII of the Plan of Development identifies public facilities and improvements that can be used to support and encourage private redevelopment activities. This includes a list of 18 projects of varying specificity. This amendment would add the Las Colonias Business and Recreation Park as a project under this section of the Plan of Development. The Las Colonias Business and Recreation Park will provide public improvements to the Riverfront Corridor and help spur private investment in the area which aligns of with the goals and objectives of the Plan of Development. Currently the Las Colonias Property is owned by the City and is within the DDA Boundaries. The Las Colonias Business Park will be added to page 38 of Section VII of the Plan of Development as project number 19 as proposed below:

19. Improvements will be made to the Las Colonias property located in the City's River District Corridor. Improvements include the development of public park amenities,

including lakes and green spaces for public and private use. Additional public improvements include utilities, parking, streets passive and active recreation, and streetscape improvements. These public improvements will be utilized to attract outdoor recreation businesses and manufacturers as well as riverfront retail and restaurants in order to spur development in the currently blighted area.

The Board of the Downtown Development Authority met on September 14th to review the revisions to the Plan of Development and unanimously voted to approve the proposed revisions.

Pursuant to C.R.S. 31-25-807(4)(b), Prior to its approval of a plan of development, the governing body shall submit such plan to the planning board of the municipality, if any, for review and recommendations.

In accordance with C.R.S. 31-25-802(5.5) the governing body of the DDA is the City Council. The governing body shall hold a public hearing on a plan of development or substantial modification of an approved plan of development. Following such hearing, the governing body may approve a plan of development if it finds that there is a need to take corrective measures in order to halt or prevent deterioration of property values or structures within the plan of development area or to halt or prevent the growth of blighted areas therein, or any combination thereof, and if it further finds that the plan will afford maximum opportunity, consistent with the sound need and plans of the municipality as a whole, for the development or redevelopment of the plan of development area by the authority and by private enterprise.

FISCAL IMPACT:

Although the activities of the Downtown Development Authority have impact on the vitality of the downtown economy, this action to amend the Plan of Development has no direct fiscal impact.

SUGGESTED MOTION:

I move to approve the amendment to the Downtown Development Authority Plan of Development to include the Las Colonias Business Park on first reading and set a hearing for October 4, 2017.

Attachments

1. DDA 1981 Plan of Development
2. DDA Boundary
3. Proposed Ordinance

POD82DDA

TYPE OF RECORD:	PERMANENT
CATEGORY OF RECORD:	CONTRACT
NAME OF CONTRACTOR:	DOWNTOWN DEVELOPMENT AUTHORITY (DDA)
SUBJECT/PROJECT:	PLAN OF DEVELOPMENT
CITY DEPARTMENT:	GRAND JUNCTION DOWNTOWN DEVELOPMENT AUTHORITY
YEAR:	1982
EXPIRATION DATE:	NONE
DESTRUCTION DATE:	NONE

Grand Junction
Downtown Development Authority

200 North Sixth Street, Suite 204 P.O. Box 296

Grand Junction, Colorado 81502

Phone (303) 245-2926

DOWNTOWN DEVELOPMENT AUTHORITY

PLAN OF DEVELOPMENT

FOR GRAND JUNCTION, COLORADO

Including The Designation Of
Commercial Renovation Districts
And A Plan Of Development Area
Within Which
Tax Increment Financing Will Be Utilized

PREPARED BY:

Grand Junction

Downtown Development Authority

DERIVED FROM:

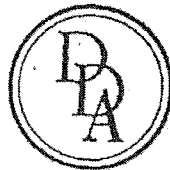
The Grand Junction Downtown

Development Strategy

Prepared By The Consulting Firm

Of Johnson, Johnson & Roy, Inc.

Ann Arbor, Michigan



EFFECTIVE DATE: DECEMBER 16, 1981

CERTIFIED RECORD
OF
PROCEEDINGS
OF
THE CITY COUNCIL
OF
THE CITY OF GRAND JUNCTION, COLORADO
RELATING TO
A RESOLUTION
APPROVING
A
PLAN OF DEVELOPMENT
FOR
GRAND JUNCTION, COLORADO, DOWNTOWN DEVELOPMENT AUTHORITY

STATE OF COLORADO)
)
COUNTY OF MESA) ss.

CITY OF GRAND JUNCTION)

The City Council of the City of Grand Junction, Colorado, held a regular meeting open to the public at the Council Chambers at City Hall, 250 North Fifth Street, Grand Junction, Colorado, on Wednesday, the 16th day of December, 1981, at the hour of 7:30 p.m.

The following members of the City Council, constituting a quorum thereof, were present:

<u>Name</u>	<u>Title</u>
Louis R. Brach	President
Frank Dunn	President Pro-Tem
Gary Lucero	Member
Karl Johnson	Member
Robert Holmes	Member
Betsy Clark	Member

The following members of the City Council were absent:

None

The following persons were also present:

Neva B. Lockhart, City Clerk
James E. Wysocki, City Manager
Gerald J. Ashby, City Attorney

The President declared that this was the time and place for a public hearing on the proposed Plan of Development for Grand Junction, Colorado, Downtown Development Authority.

The City Clerk reported that a notice of this hearing in the form required by Section 31-25-807(4)(c), Colorado Revised Statutes 1973, as amended, was given by publication once by one publication during the week immediately preceding this hearing in The Daily Sentinel, Grand Junction, Colorado, a newspaper having a general circulation in the City. The form of the notice and the proof of publication thereof were approved by the City Council and are attached hereto as pages 16 and 17, respectively.

Thereupon all persons having comments on the proposed Plan of Development we afforded the opportunity to be heard. The names of such persons and the substance of their remarks are as follows:

Thereupon, Council Member Holmes introduced and moved the adoption of the following Resolution:

RESOLUTION

A RESOLUTION APPROVING A PLAN OF DEVELOPMENT
FOR GRAND JUNCTION, COLORADO, DOWNTOWN
DEVELOPMENT AUTHORITY.

WHEREAS, Grand Junction, Colorado, Downtown Development Authority (the Authority) has studied conditions within the central business district of the City of Grand Junction (the City); and

WHEREAS, said study has resulted in the preparation of a Downtown Development Strategy; and

WHEREAS, the Authority is authorized to plan and propose public facilities and other improvements to public and private property of all kinds which will aid and improve the downtown development area; and

WHEREAS, Johnson, Johnson & Roy, Inc., authors of the Downtown Development Strategy reported therein that blight exists within the downtown development area; and

WHEREAS, the plan of development attached hereto as Exhibit A (the Plan of Development) was presented to the Board of Directors of the Authority for its consideration; and

WHEREAS, Mesa County Valley School District No. 51, within which the entire plan of development area (the Plan of Development Area) designated in the Plan of Development lies, was permitted to participate in an advisory capacity with respect to the inclusion in the Plan of Development of the provision for the utilization of tax increment financing; and

WHEREAS, the Authority held a public meeting on the Plan of Development on November 13, 1981, which meeting was preceded by a notice of the meeting published in The Daily Sentinel on November 11, 1981; and

WHEREAS, the Authority adopted the Plan of Development by resolution on December 2, 1981; and

WHEREAS, the Plan of Development was presented to the City Council (the City Council) on December 2, 1981, at which time the City Council referred the Plan of Development to the City Planning Commission for its review and recommendations; and

WHEREAS, the Planning Commission has made written its recommendations to the City Council concerning the Plan of Development, which recommendations are attached hereto at page 18; and

WHEREAS, a notice of a public hearing before the City Council was given by publication once by one publication during the week immediately preceding the hearing in The Daily Sentinel, a newspaper having a general circulation in the City, on December 11, 1981; and

WHEREAS, a public hearing was held before the City Council on December 16, 1981, wherein comments were taken from those in attendance concerning the Plan of Development; and

WHEREAS, the City Council has been adequately informed in this matter because of public input prior to the completion of the Plan of Development, the public hearing on the Plan of Development, the evidence presented in the Downtown Development Strategy and the plan of Development, a review of the Grand

Junction Downtown Development Plan Information Base, and the personal knowledge of the members of the City Council,

NOW, THEREFORE, BE IT RESOLVED BY THE CITY COUNCIL OF THE CITY OF GRAND JUNCTION, COLORADO, THAT:

Section 1. The City Council hereby finds and determines as follows:

A) There is a presence of a substantial number of deteriorated or deteriorating structures within the Authority as shown by:

1) Of the buildings within the Authority, approximately 85% are 30 or more years old, and although generally sound, they will require various amounts of renovation to meet present fire and building codes;

2) There are presently older buildings that are vacant, and therefore deteriorating from lack of use, located at the southeast corner of Fifth and Main, the northwest corner of Fourth and Main, the southeast corner of Third and Main and the middle of the block between Second and Third on Main; and

3) Approximately 18.8% of the retail space available is vacant, even though demand is high in areas outside the central business districts;

B) There is a predominance of defective or inadequate street layout as shown by:

1) The lack of adequate long-term parking because of time limits on meters; and

2) The existence of one-way streets on Rood and Colorado and Fourth and Fifth, which cause drivers to travel

from four to six blocks out of their way to reach desired destinations because of the effect of the one-way streets combined with the effect of restricted turning intersections on Main Street; and

3) An under-utilization of parking areas to the south of Main Street while the parking areas to the north of Main Street are over-utilized;

C) There exists faulty lot layout in relation to size, adequacy, accessibility or usefulness as shown by:

1) The lot and block layout in the downtown area developed at an early date and resulted in long, narrow lots with the average lot being 25 feet by 125 feet; a size not compatible with modern architectural approaches;

2) Although west of Seventh Street significant pieces of land have been aggregated for potential development, many potential development sites are still held by a number of individual owners, including trusts and estates, and are subdivided by alleys and streets making it difficult to consolidate the needed land for redevelopment;

3) Of land within the Authority, between one-third and one-half is publicly owned and used for streets, alleys or public buildings, and, therefore, not available for private use and redevelopment;

D) There exists deterioration of site or other improvements as shown by:

1) Sidewalk repairs are necessary within the area.

2) There are deteriorating underdrains in the Shopping Park along Main Street from Third to Fifth Streets;

3) Foundation work on some of the older buildings has deteriorated in the past or is presently in a deteriorated condition, thereby making these buildings more susceptible to damage;

E) Unsanitary or unsafe conditions exist as shown by:

1) Combined sanitary and storm sewers in the downtown area have the potential to back up into the drains of property owners after extreme rains, thereby creating an unsanitary condition;

2) Older buildings are located near railroad property which encourages transients to seek shelter in or around such older buildings;

3) There is a need to improve and upgrade utilities and sewers in the downtown area before any major redevelopment, for the present system would not be adequate under increased use;

4) The alleys in the downtown area are still major delivery and service routes; however, heavy pedestrian traffic has been encouraged by the use of walkthroughs at the U.S. Bank Building and on the north side of the 600 block of Main Street, and by the placement of parking areas across an alley from business establishments. Many business have

encouraged the use of back doors as the most direct entrance from a parking area to their establishment. However, the alley surfaces are not adapted to pedestrian travel; there are no crosswalks, the lighting at night is inadequate, and during business hours, there is a flow of both delivery trucks and trash collection trucks which pose a potential threat to pedestrians.

5) The presence of older buildings and their ornate building facades encourage pigeons to nest in and around these buildings causing unsanitary conditions to exist around such nesting sites.

6) The alleys are used for utilities upon poles, and this factor, combined with the lack of adequate lighting at night, can encourage burglars to gain access to building roofs by climbing these utility poles.

F) There exist conditions which endanger life or property by fire or other causes as shown by:

1) The use of second stories of buildings as storage areas; and

2) The density of buildings of an older nature along Main Street which increases the opportunity for fire spreading from one building to another because of the lack of adequate fire walls in the design of older buildings.

3) There are no north/south water mains on Second, Third and Fourth, and the east/west mains on Grand, White and Road are no larger than 6 inches, thereby providing

limited supplies
fire protection.

for

Section 2. The City Council hereby finds and determines that there is a deterioration of property values or structures within the Authority as shown by:

A) A decrease in sales tax revenue in the central downtown area along both sides of Main Street from \$408,088 in 1979 to \$384,140 in 1980, and \$304,338 in 1981 (in the first eight months of the year); and

B) A decrease in the total assessed valuation of the Authority of 9.02% within the last year despite approximately a 6% increase in the size of the Authority because of recent inclusions.

Section 3. Based upon the foregoing, the City Council hereby finds and determines that there exists blight in the Authority within the meaning of Section 31-25-802(1.5), Colorado Revised Statutes 1973, as amended, and that there is a need to take corrective measures in order to halt or prevent the growth of blighted areas within the Plan of Development Area and the commercial renovation districts designated in the Plan of Development.

Section 4. The City Council hereby finds and determines that the approval of the Plan of Development will serve a public use; will promote the health, safety, prosperity, security, and general welfare of the inhabitants of the City and of its central business district; will halt or prevent the deterioration of property values or structures within said

central business district; will halt or prevent the growth of blighted areas within said district; and will assist the City and the Authority in the development and redevelopment of said district and in the overall planning to restore or provide for the continuance of the health thereof; and will be of special benefit to the property within the boundaries of the Authority.

Section 5. The Plan of Development is hereby approved by the City Council, and the Authority is hereby authorized to undertake development projects as described in the Plan of Development.

Section 6. The City Council hereby finds and determines that the Plan of Development will afford maximum opportunity, consistent with the sound needs and plans of the City as a whole, for the development or redevelopment of the Plan of Development Area and the commercial renovation districts designated therein by the Authority and by private enterprise.

Section 7. In accordance with the Plan of Development, there is hereby designated the Plan of Development Area (the boundaries of which are described with particularity on page 9 of the Plan of Development), in connection with which tax increment financing shall be utilized as provided in Section 31-25-807, Colorado Revised Statutes 1973, as amended, for the purposes specified in the Plan of Development.

Section 8. There is hereby created a separate special fund of the City designated as the "Tax Increment Fund" into which shall be deposited the ad valorem and municipal sales tax

increment funds described in Section 31-25-807, Colorado Revised Statutes 1973, as amended, derived from and attributable to development and redevelopment within the Plan of Development Area. Said funds shall be held, invested, reinvested and applied as permitted by law. For the purpose of ascertaining the amount of funds to be deposited in the Tax Increment Fund as provided by law, the County Assessor is hereby requested to certify to the City Council on or before December 31, 1981, the valuation for assessment of the Plan of Development Area as of the effective date of this Resolution. For the same purpose, the City Finance Director is hereby directed to certify to the City Council on or before April 1, 1982, the amount of municipal sales taxes collected within the Plan of Development Area for the period from December 1, 1980, to November 30, 1981.

Section 9. Those parcels described on page 12 of the Plan of Development are a part of a development or redevelopment area designated by the City Council pursuant to Section 39-5-105, Colorado Revised Statutes 1973, as amended, and commercial buildings or structures on such parcels are therefore entitled to the benefits granted under said statute.

Section 10. No public servant of the City who is authorized to take part in any manner in preparing, presenting, or approving the Plan of Development or any contract contemplated thereby has a potential interest in the Plan of Development or any such contract which has not been disclosed in accordance with the requirements of Section 18-8-306, Colorado Revised Statutes 1973, as amended, and no such public servant has

received any pecuniary benefit from the Plan of Development or any such contract.

Section 11. If any provision of this Resolution is judicially adjudged invalid or unenforceable, such judgment shall not affect the remaining provisions hereof, it being the intention of the City Council that the provisions hereof are severable.

Section 12. This Resolution shall be effective immediately upon its adoption and approval.

ADOPTED AND APPROVED this 16th day of December, 1981.

CITY OF GRAND JUNCTION, COLORADO

By: *Louis P. Beach*
President, City Council

(CITY)
(SEAL)

ATTEST:

Neva B. Lockhart, C.M.A.
City Clerk



CITY - COUNTY PLANNING

grand junction-mesa county 559 white ave. rm. 60 grand jct.,colo. 8150

(303) 244-1628

December 12, 1981

TO: Grand Junction City Council

FROM: Planning Commission of Grand Junction

SUBJECT: Plan of Development of Grand Junction, Colorado
Downtown Development Authority

On December 2, 1981, the Grand Junction City Council, pursuant to C.R.S. 1973, SS 31-25-807(4)(b), submitted the Plan of Development of the Grand Junction, Colorado, Downtown Development Authority to the Planning Commission for review and recommendations.


Because of such request, we have obtained copies of the Plan of Development for study and review and have also provided copies to the personnel of the Planning Department for their review. On December 12, 1981, the Planning Commission held a work session at which we considered the comments of the employees of the Planning Department, reviewed the Plan of Development in light of past policies for development and renovation, and considered the questions and comments of the members of the Commission. After this review, we offer the following comments and recommendations:

The Plan of Development, as presented, is a coherent and unified approach to redevelopment and renovation within the downtown area. The Plan of Development does call for certain projects that may require or result in changes in present use and zoning patterns. However, as constituted, the Plan of Development is consistent with the policies adopted by the Commission in the past.

The Plan of Development contains no redevelopment or renovation plans which are not feasible under current policies. Neither does the Plan of Development call for policies or development patterns in conflict with city-wide policies or patterns. It appears to be consistent with the Downtown Development Strategy which has been adopted as an element of the Master Plan for Grand Junction, as well as consistent with other current policies.

On the basis of this review, and the considerations expressed here, the Commission feels that it is not necessary that we specifically enumerate those areas of the Plan with which we are in agreement since the Plan of Development contains no items to which we specifically object. We, therefore, can endorse the Plan of Development as being consistent with existing city policies and recommend that the City hold a Public Hearing on the Plan of Development.

Respectfully submitted,


Jane Quimby, Chairman

RESOLUTION
BY THE
BOARD OF DIRECTORS
OF THE GRAND JUNCTION, COLORADO,
DOWNTOWN DEVELOPMENT AUTHORITY
ADOPTING A PLAN OF DEVELOPMENT

WHEREAS, the Grand Junction, Colorado, Downtown Development Authority has studied conditions within the central business district, pursuant to C.R.S. 1973, § 31-25-807; and

WHEREAS, such study has resulted in the preparation of a Downtown Development Strategy; and

WHEREAS, the Grand Junction, Colorado, Downtown Development Authority is authorized, pursuant to C.R.S. 1973, § 31-25-807, to plan and propose public facilities and other improvements to public and private property which will aid and improve the downtown development area; and

WHEREAS, Johnson, Johnson & Roy, Inc., authors of the Downtown Development Strategy, reported therein that areas of blight exist within the downtown area; and

WHEREAS, a plan of development has been presented to this Board for its consideration; and

WHEREAS, this Board has held a public meeting on such plan of development, which meeting was preceded by a notice of such meeting published in the Daily Sentinel on November 11, 1981, prior to such meeting; and

WHEREAS, Mesa County Valley School District #51, within which the entire area of development designated in the Plan of Development lies, has been permitted to participate in an advisory capacity with respect to the inclusion in the Plan of Development of the provision for utilization of tax increment financing; and

WHEREAS, the Board has been adequately informed in this matter because of public input prior to the completion of the plan of development, the public meeting on the proposed plan of development, the evidence presented in the Downtown Development Strategy and the plan of development, a review of the Grand Junction Downtown Development Plan Information Base,

and the personal knowledge of the members of this Board;

NOW THEREFORE BE IT RESOLVED THAT:

1. The Board hereby finds;

A) There is a presence of a substantial number of deteriorated or deteriorating structures within the Downtown Development Authority as shown by:

1) Of the buildings within the Downtown Development Authority, approximately 85% are 30 or more years old, and although generally sound, will require various amounts of renovation to meet present fire and building codes;

2) There are presently older buildings that are vacant, and therefore, deteriorating from lack of use, located at the southeast corner of Fifth and Main, the northwest corner of Fourth and Main, the southeast corner of Third and Main and the middle of the block between Second and Third on Main; and

3) Approximately 18.8% of the retail space available is vacant, even though demand is high in areas outside the central business district;

B) There is a predominance of defective or inadequate street layout as shown by:

1) The lack of adequate long-term parking because of time limits on meters; and

2) The existence of one-way streets on Rood and Colorado and Fourth and Fifth, which cause drivers to travel from four to six blocks out of their way to reach desired destinations because of the effect of the one-way streets combined with the effect of restricted turning intersections on Main Street; and

3) An under-utilization of parking areas to the south of Main Street while the parking areas to the north of Main Street are over-utilized;

C) There exists faulty lot layout in relation to size, adequacy, accessibility or usefulness as shown by:

1) The lot and block layout in the downtown area developed at an early date and resulted in long, narrow lots with the average lot being 25 feet by 125 feet; a size not compatible with modern architectural approaches;

2) Although west of Seventh Street significant pieces of land have been aggregated for potential development, many potential development sites are still held by a number of individual owners, including trusts and estates, and are subdivided by alleys and streets making it difficult to consolidate the needed land for redevelopment;

3) Of land within the Downtown Development Authority, between 1/3 and 1/2 is publicly owned and used for streets, alleys, or public buildings, and, therefore, not available for private use and redevelopment;

D) There exists deterioration of site or other improvements as shown by:

1) There are sidewalks in a deteriorating condition on the southeast corner of Fifth and Rood and on the 200 block between Main and Colorado;

2) There are deteriorating underdrains in the Shopping Park along Main Street from Third to Fifth Streets;

3) Foundation work on some of the older buildings has deteriorated in the past or is presently in a deteriorated condition, thereby making these buildings more susceptible to damage;

E) Unsanitary or unsafe conditions exist as shown by:

1) Combined sanitary and storm sewers in the downtown area which have the potential to back up into the drains of property owners after extreme rains, thereby creating an unsanitary condition;

2) Older buildings are located near railroad property which encourages transients to seek shelter in or around such older buildings;

3) There is a need to improve and upgrade utilities and sewers in the downtown area before any major redevelopment, for the present system would not be adequate under increased use;

4) The alleys in the downtown area are still major delivery and service routes; however, heavy pedestrian traffic has been encouraged by the use of walkthroughs at the U.S. Bank building and the north side of the 600 block of Main Street, and by the placement of parking areas across alleys from business establishments. Many businesses have encouraged the use of back doors as the most direct entrance from a parking

area to their establishment. However, the alley surfaces are uneven and not adapted to pedestrian travel; there are no crosswalks, the lighting at night is inadequate, and during business hours, there is a flow of both delivery trucks and trash collection trucks which pose a potential threat to pedestrians.

5) The presence of older buildings and their ornate building facades encourage pigeons to nest in and around these buildings causing unsanitary conditions to exist around such nesting sites.

6) The alleys are used for utilities upon poles and this factor, combined with the lack of adequate lighting at night, encourages burglars to gain access to building roofs by climbing these utility poles.

F) There exist conditions which endanger life or property by fire or other causes as shown by:

1) The use of second stories of buildings as storage areas; and

2) The density of buildings of an older nature along Main Street which increases the opportunity for fire spreading from one building to another because of the lack of adequate firewalls and the design of older buildings; and

3) There are no north/south water mains on Second, Third, and Fourth and the east/west mains on Grand, White and Rood are no larger than 6 inches, thereby providing limited supplies which are not adequate under present codes for fire protection.

2. The Board hereby finds and determines that there is a deterioration of property values or structures within the Downtown Development Authority as shown by:

A) A decrease in sales tax revenue in the central downtown area along both sides of Main Street from \$454,727 in 1979 to \$436,598 in 1980, and \$343,484 in 1981 for the first nine months of each year; and

B) A decrease in the total assessed valuation of the Downtown Development Authority of 9.02% within the last year despite approximately a 6% increase in the size of the Downtown Development Authority because of recent inclusions,

3. Based upon the fact that a
exists blight in the Downtown Development Authority
C.R.S. 1973, 531-25-802(1.5) as amended, and that action is
and prevent the growth of blighted areas and to halt or prevent
of property values.

4. The Board hereby finds that the adoption of this Plan of
Development will halt and prevent deterioration of property values and
structures within the central business district, will halt and prevent
the growth of blighted areas within the central business district, will
assist the City of Grand Junction, Colorado, in the development and
redevelopment of such central business district and in the overall
planning to restore or provide for the continuance of the health
thereof, and will be of especial benefit to the property within the
boundaries of the Grand Junction, Colorado, Downtown Development Authority.

BE IT FURTHER RESOLVED THAT:

5. The Plan of Development, attached hereto and incorporated
herein as Exhibit "A", is hereby adopted as the Plan of Development for the
Grand Junction, Colorado, Downtown Development Authority, including those
provisions designating a Plan of Development area within which tax increment
financing will be utilized as described on Pages 8 through 10 and 49
through 52 , of the Plan of Development, and creation of three commercial
renovation districts as described on Pages 12, 47 and 52 , of the
Plan of Development, in which a five year tax deferral is allowed for
renovation of commercial structures more than 30 years old.

6. Such Plan of Development shall be submitted to the City
Council of Grand Junction, Colorado, with a request that they immediately
submit said Plan of Development to the Planning Commission for their written
recommendations; and that the City Council hold a public hearing on such
Plan of Development, after public notice, and that the City Council be
requested to approve such Plan of Development.

7. No Board member nor any employee of the Board with a
specific financial interest, as defined in C.R.S. 1973, 531-25-819, as
amended, in the adoption of the Plan of Development has voted thereon
or otherwise participated in its preparation or presentation or failed to
make such interest known to the Board.

unenforceable, such judgment shall not affect the
it being the intention of the Board that the provisions hereof be
severable.

INTRODUCED, READ, PASSED and ADOPTED this 2nd day of December, 1981.

BY: Pat Gormley
Pat Gormley
Chairman of the Board
Grand Junction, Colorado
Downtown Development Authority

ATTEST: Sandra Gose
Sandra Gose
Secretary
Grand Junction, Colorado
Downtown Development Authority

Grand Junction
Downtown Development Authority
200 North Sixth Street, Suite 204 P.O. Box 296
Grand Junction, Colorado 81502
Phone (303) 245-2926

EXHIBIT A

DOWNTOWN DEVELOPMENT AUTHORITY
PLAN OF DEVELOPMENT
FOR GRAND JUNCTION, COLORADO

Including The Designation Of
Commercial Renovation Districts
And A Plan Of Development Area
Within Which
Tax Increment Financing Will Be Utilized

PREPARED BY:
The Grand Junction
Downtown Development Authority

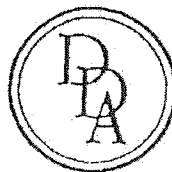


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SECTION I

INTRODUCTION AND RECOMMENDATIONS

A. INTRODUCTION

1. This Plan of Development is the result of the City of Grand Junction's continued interest in the revitalization of the downtown area. This interest began as early as 1962, when, in response to issues similar to today's concerns, a revitalization effort was undertaken by the City and the Main Street merchants. A General Improvement District was created to finance utilities and landscaping improvements to Main Street converting four blocks to a Shopping Park. Called Operation Foresight, this revitalization effort led to Grand Junction being named an All-American City.

2. These efforts were continued by the creation of the Grand Junction Downtown Development Authority (DDA) in April of 1977, by a 2 to 1 vote of the downtown electors. The Downtown Development Authority has had a full time director since February of 1980 and pursuant to C.R.S. 1973, §31-25-607, has been involved in the study and analysis of the impact of metropolitan growth upon the central business district. Studies of land use, urban design, parking, traffic and market conditions were made jointly by the City and DDA in 1980 and 1981.

3. As a result of such studies, a comprehensive Downtown Development Strategy was completed in November of 1981. Based upon the recommendations and evaluations contained within the Downtown Development Strategy, this Plan of Development was devised to promote the economic growth of the area encompassed by the boundaries of the DDA and to halt deterioration of existing structures and property values.

4. The Plan of Development, as presented here, attempts to rely upon the strength of the central business district to finance the public facilities, renovations, and repairs necessary to revitalize the area encompassed by the DDA boundaries. Three types of financing are of

primary importance in this Plan of Development.

5. First, a 5 mill ad valorem tax on all taxable real and personal property within the DDA has been imposed since 1978. The proceeds from such levy are used to finance the administrative and budgeted operations of the DDA, including necessary studies and promotional activities. It is anticipated that this source of funds will continue.

6. Secondly, for commercial buildings which are 30 or more years old, Colorado law (C.R.S. §39-5-105, 1973 as amended) allows an owner to defer for five years the assessment of the increased value caused by improvements made for rehabilitation or renovation. This encourages the owner to rehabilitate or renovate his property when he might otherwise not have done so. To qualify for such deferral, the renovation area must be included in a plan of development approved by the governing body of the City. However, the five year deferral of assessments may not be used for property which is included in a plan of development area wherein a tax increment financing district will be used.

7. Third, to foster development outside the areas designated for the five year deferral on assessments but within the DDA boundary, the plan of development calls for the use of tax increment financing.

8. With the adoption of a plan of development for a specific plan of development area within a city, the last certified assessment of taxable property in that area is calculated and becomes the "frozen tax base". Taxes generated from that frozen base continue to be received by the individual taxing entities within the project area; taxes collected upon the incremental assessed valuation over the frozen base are received by the entity undertaking the project to pay for project costs. That entity does not have the authority to levy any additional taxes and must rely specifically on the allocation of taxes produced by growth over the base year. The amount of allocated tax increment depends upon a combination of growth in assessed valuations and tax rates of the taxing jurisdictions. Before the funds from tax increment financing may be pledged for the payment of bonds, loans or other indebtedness, such pledge must be approved by the voters of the tax increment district at a special election.

9. Additionally, municipal sales tax revenues collected from a plan of development area can be frozen at an annual level. That level is defined as total collections in the twelve calendar months preceding the effective date of the plan of development. In subsequent years municipal sales tax collections up to the base year amount will continue to flow into the city's general fund. After the base year amount has been collected; however, all or any part of the incremental amount above the base year figure can be used to pay for bonds used to finance project costs in the same way property tax increment financing is used. Sales tax increment financing is used within the same limits as property tax increment financing. The entity does not have the authority to levy any additional taxes; the amount of increment depends upon growth in retail sales, and none of the tax increment funds can be pledged until approved by the electors of the district at a special election.

10. Revitalization of the downtown area must be a dynamic process that is flexible enough to allow for necessary changes in the plan of development. Under Colorado law, the Plan of Development may be amended by the same procedures necessary for adoption of the Plan. This provides needed flexibility for the changing downtown environment, which, at the present time, needs certain specific activities to commence if revitalization is to commence.

B. RECOMMENDATIONS

1. This Plan of Development describes the utilization of a five year property tax deferral on the increased value of commercial property due to renovation and the utilization of tax increment financing including the projects which could be funded. When adopted, this Plan will be complete and could be implemented solely with the tools described herein. However, the activities described in this plan constitute only a few of many mechanisms that can and should be employed to effect the revitalization of Downtown Grand Junction. The following list of recommended actions, some of which are included in this Plan and some which are taken from the City Council's Policy Statement on Downtown Development dated April 15, 1981, the Downtown Development Strategy and the National Main Street

Center Resource Team Report attached hereto as exhibits C, A, and D, respectively, are suggested for consideration by the DDA and City Council. Each recommended action should be carefully considered to determine its effects on downtown revitalization activities, and the community generally, and if appropriate, implemented.

2. Continuation of the planning process for downtown redevelopment. Once the Downtown Development Strategy Plan is in place, specific implementation plans should be pursued including:

- a. Design Guidelines for Downtown
- b. Parking Management
- c. Traffic Management
- d. Zoning and Development Control Revisions
- e. Housing Rehabilitation
- f. Landscape and Street Lighting Plan
- g. Detailed Improvement Designs
- h. Retail Mix and Recruitment

3. Adopt a parking management plan and develop, adopt, and implement a parking district and a future parking development plan. Financing mechanisms for this include parking revenue bonds. In addition, a special study should be conducted to ensure that parking is provided and financed in a way amenable to downtown redevelopment.

4. Adopt revisions to the zoning ordinance that will combine development incentives, design guidelines and zoning regulations within a group of downtown zones. The Authority should be designated as the site plan review agency for all downtown project proposals.

5. Assist the state to develop a state office building in the downtown.

6. Provide Industrial Development Revenue Bond financing to downtown developers for appropriate economically feasible projects in accordance with state and federal statute.

7. Vacate alleys to accommodate new development provided that such vacation is necessary for the successful development of a project where the developer holds title to adjacent properties and construction is imminent.

8. Vacate or provide air rights or easements over street rights-of-way provided such vacation, air right or easement is necessary for the

successful development of a project when the developer holds title to adjacent properties and construction is imminent.

9. Apply for federal and/or state financial assistance to complement private development efforts when the developer and application are consistent with the conditions of the federal or state assistance program.

10. Relocate municipal utilities to accommodate new development and continue to implement the agreement with Public Service Company of Colorado and Mountain Bell to underground utilities.

11. Designate the renovation districts delineated in the Plan as "Historic Commercial Renovation Districts" for the purposes of Section 104(f) of the Uniform Building Code, 1979 edition as adopted by the City of Grand Junction as a further incentive to renovate older buildings and reduce existing life and fire safety hazards.

12. Initiate redevelopment projects by obtaining control of redevelopment sites and soliciting development proposals and agreements from qualified developers to undertake priority redevelopment projects.

13. Extend Horizon Drive from 7th to 1st Street and upgrade Horizon Drive and 1st Streets to facilitate traffic flow.

14. Contract with a hotel developer for the facility and food service management of Two Rivers Plaza when a hotel project is undertaken adjacent to Two Rivers.

15. Pursue the preliminary design and feasibility analysis on a community performing arts/civic events center for eventual location in the immediate vicinity of Two Rivers Plaza.

16. Adopt and implement a Traffic Circulation Improvement Plan that specifically addresses two way traffic on Road and Colorado Avenues and Fourth and Fifth Streets, the intersection at First and Grand, turns onto and off of Main Street, access to the many destinations in the downtown and traffic traveling through the downtown to other destinations.

17. Pursue the completion of a citywide Master Plan that recognizes the finite limits of real estate development potential in the city and that directs and manages that development for the benefit of the entire community. The downtown is an integral part of the community and what happens in the

community as a whole and what happens in the downtown are closely linked. Planning, development controls, and growth policies should reflect an awareness of those interrelationships.

SECTION II

DESCRIPTION OF DISTRICT BOUNDARIES

The Plan of Development Area within which Tax Increment Financing will be used shall be that property included within the boundaries of the Downtown Development Authority, except for that property included within the boundaries of the Commercial Renovation District.

The boundaries of the Grand Junction Downtown Authority which are:

"Exhibit A"

The description of the Plan of Development Area within which the Tax Increment Financing will be used is:

"Exhibit B"

The description of the Commercial Renovation Districts is:

"Exhibit C"

These areas are graphically displayed on the attached map.

"Exhibit D"

DESCRIPTION OF THE GRAND JUNCTION, COLORADO DOWNTOWN

Beginning at the Northwest Corner of Wilsons Subdivision of Block 2 of Mobeleys Subdivision; thence East along the South right-of-way line of Grand Avenue to the North Corner point common to Lots 9 and 10 of Block 78, City of Grand Junction; thence South along the common line of Lots 9 and 10 and the common line of Lots 15 and 16 all in Block 78, City of Grand Junction, to the North right-of-way line of White Avenue; thence East to the East right-of-way line of 2nd Street; thence South to the North right-of-way line of the East-West alley in Block 98; thence East along the North line of the East-West alley Block 98; City of Grand Junction, to the West right-of-way line of 3rd Street; thence North along the West right-of-way line of 3rd Street to the South right-of-way line of Grand Avenue; thence East along the South right-of-way line of Grand Avenue to the East right-of-way line of 5th Street; thence South along the East right-of-way line of 5th Street to the North right-of-way line of the East-West alley in Block 82, City of Grand Junction, thence East to the Southwest corner of Lot 13 Block 82, City of Grand Junction; thence along the West line of Lot 13, Block 82, City of Grand Junction to the South right-of-way line of Grand Avenue; thence East along the South right-of-way line of Grand Avenue to the East line of Lot 16, Block 82, City of Grand Junction; thence South along the East line of said Lot 16 to the North right-of-way line of the East-West alley in Block 81; thence East along the North right-of-way line of the East-West alley in Block 82 and 83 to the West line of Lot 9, Block 83, City of Grand Junction; thence North along the West line of said Lot 9 to the South right-of-way line of Grand Avenue; thence East along the South right-of-way of Grand Avenue to the West right-of-way line of 7th Street; thence South along the West right-of-way line of 7th Street to the South right-of-way line of White Avenue; thence East along the South right-of-way line of White Avenue to the West right-of-way line of the North-South alley in Block 93, City of Grand Junction; thence South along the West right-of-way line of the North-South alleys in Blocks 93, 106, 115, and 128, City of Grand Junction, to the North right-of-way

line of Ute Avenue, thence West
Avenue to the Southwest Corner of Block 10,
west along the Southwest line of Block 10, said
section with the southerly projection of the East line of
Spruce Street; thence North along said East line to the
Block 10, Mobley Subdivision; thence Northwesterly to a point which is
415.8 feet West and South $41^{\circ}03'$ East 68.97 feet from the Northeast
Corner of the Southeast 1/4 and Southeast 1/4 of Section 15, Township
1 South, Range 1 West of the Ute Meridian; thence North $89^{\circ}57'$ West for
271.8 feet along a line parallel to the North line of the Southeast 1/4 of
the Southeast 1/4 of Section 15, Township 1 South, Range 1 West of the
Ute Meridian; thence North $53^{\circ}03'$ West 16.66 feet; thence North $53^{\circ}03'$ West
70 feet to the Easterly right-of-way of the County Road to the East of the
right-of-way of the Denver and Rio Grande Western right-of-way; thence
Northwesterly along the Easterly right-of-way of said County Road to the
South right-of-way of State Highway 340; thence Northeasterly along the
Southern right-of-way of State Highway 340 to the Northwest Corner of Lot 9,
Block 1, Richard D. Mobley's First Subdivision; thence South along the West
line of said Lot 9 to the Southwest Corner; thence South to the center line
of vacated alley; thence 25 feet East; thence North to a point 78 feet South
of the North line of said Block 1; thence East to a point $7\frac{1}{2}$ feet West of
the East line of Lot 11, Block 1, Richard D. Mobley's First Subdivision;
thence North to the South right-of-way line of State Highway 340; thence
along the South right-of-way line of State Highway 340 and Grand Avenue to
the Point of Beginning.

However, excluding from the Downtown Development Authority of Grand
Junction all of Block 5 of Richard D. Mobley's First Subdivision, and Lots 1
to 5, inclusive, of Block 4, Richard D. Mobley's First Subdivision, and Lots
12 to 16, inclusive, of Block 4, Richard D. Mobley's First Subdivision;
except the North 50 feet of Lots 12 to 16, exclusive of the west 15 feet of
said North 50 feet of Lot 12.

And also excluding from the boundaries of the Grand Junction Downtown
Development Authority that part of Tract B, AMENDED SURVEY OF THE LITTLE
BOOKCLIFFE RAILROAD YARDS lying South and East of a line beginning at a point

on the East line of Tract 1 of AMENDED SURVEY OF THE LITTLE BOOKCLIFFE RAILROAD YARDS from which the East 1/4 Corner of Section 15, Township 1 South, Range 1 West of the Ute Meridian bears North $44^{\circ}11'$ East 901.66 feet; thence North $89^{\circ}58'$ West 126.0 feet; thence South $0^{\circ}01'$ East 347.5 feet to a point on the South line of said Tract 8 which is the terminal point of said line; and also excluding from the boundaries of the Downtown Development Authority of Grand Junction, all of Tract 9 except that part of said Tract 9 included within the following described parcel:

That part of Tracts 1, 2, 3, 8, and 9 of AMENDED SURVEY OF THE LITTLE BOOKCLIFFE RAILROAD YARDS described as follows:

Beginning at a point on the East line of said Tract 1 from which the East 1/4 Corner of Section 15, Township 1 South, Range 1 West of the Ute Meridian bears North $44^{\circ}11'$ East 901.66 feet; thence North $89^{\circ}58'$ West 126.0 feet; thence South $0^{\circ}01'$ East 197.50 feet to the centerline of the railroad spur track; thence South $89^{\circ}58'$ East 126.00 feet along said centerline; thence North $0^{\circ}01'$ West 197.50 feet to the point of beginning.

TOGETHER with an easement over and across a strip of land extending South from the property hereby described to a line 3 feet South of and parallel to the South line of said railroad spur track.

EXHIBIT "B"

DESCRIPTION OF THE PLAN OF DEVELOPMENT AREA WITHIN
WHICH TAX INCREMENT FINANCING WILL BE USED

Beginning at the Northwest Corner of Wilsons Subdivision of Block 2 of Mobleys Subdivision; thence East along the South right-of-way line of Grand Avenue to the North Corner point common to Lots 9 and 10 of Block 78, City of Grand Junction; thence South along the common line of Lots 9 and 10 and the common line of Lots 15 and 16 all in Block 78, City of Grand Junction, to the North right-of-way line of White Avenue; thence East to the East right-of-way line of 2nd Street; thence South to the North right-of-way line of the East-West alley in Block 98; thence East along the North line of the East-West alley Block 98, City of Grand Junction, to the West right-of-way line of 3rd Street; thence North along the West right-of-way line of 3rd Street to the South right-of-way line of Grand Avenue; thence East along the South right-of-way line of Grand Avenue to the East right-of-way line of 5th Street; thence South along the East right-of-way line of 5th Street to the North right-of-way line of the East-West alley in Block 82, City of Grand Junction; thence East to the Southwest Corner of Lot 13, Block 82, City of Grand Junction; thence along the West line of Lot 13, Block 82, City of Grand Junction to the South right-of-way line of Grand Avenue; thence East along the South right-of-way line of Grand Avenue to the East line of Lot 16, Block 82, City of Grand Junction; thence South along the East line of said Lot 16 to the North right-of-way line of the East-West alley in Block 81; thence East along the North right-of-way line of the East-West alley in Block 82 and 83 to the West line of Lot 9, Block 83, City of Grand Junction; thence North along the West line of said Lot 9 to the South right-of-way line of Grand Avenue; thence East along the South right-of-way of Grand Avenue to the West right-of-way line of 7th Street; thence South along the West right-of-way line of 7th Street to the South right-of-way line of White Avenue; thence thence East along the South right-of-way line of White Avenue to the West right-of-way line of White Avenue to the West right-of-way line of the North-South alley in Block 93, City of Grand Junction; thence South along the West right-of-way line of the North-South alleys in Blocks 93, 106, 115, and 128,

City of Grand Junction, to the North right-of-way line of Ute Avenue; thence West along the North right-of-way line of Ute Avenue to the Southwest Corner, Block 10, Mobley Subdivision; thence Northwest along the Southwest line of Block 10, Mobley Subdivision to the intersection with the southerly projection of the East right-of-way line of Spruce Street; thence North along said East line to the Northwest Corner, Block 10, Mobley Subdivision; thence Northwesterly to a point which lies 415.8 feet West and South $41^{\circ}03'$ East 68.97 feet from the Northeast Corner of the Southeast $1/4$ and Southeast $1/4$ of Section 15, Township 1 South, Range 1 West of the Ute Meridian; thence North $89^{\circ}57'$ West for 271.8 feet along a line parallel to the North line of the Southeast $1/4$ of the Southeast $1/4$ of Section 15, Township 1 South, Range 1 West of the Ute Meridian; thence North $53^{\circ}03'$ West 16.66 feet; thence North $53^{\circ}03'$ West 70 feet to the Easterly right-of-way of the County Road to the East of the right-of-way of the Denver and Rio Grande Western right-of-way; thence Northwesterly along the Easterly right-of-way of said County Road to the South right-of-way of State Highway 340; thence Northeasterly along the Southern right-of-way of State Highway 340 to the Northwest Corner of Lot 9, Block 1, Richard D. Mobley's First Subdivision; thence South along the West line of said Lot 9 to the Southwest Corner; thence South to the centerline of vacated alley; thence 25 feet East; thence North to a point 78 feet South of the North line of said Block 1; thence East to a point $7\frac{1}{2}$ feet West of the East line of Lot 11, Block 1, Richard D. Mobley's First Subdivision; thence North to the South right-of-way line of State Highway 340; thence along the South right-of-way line of State Highway 340 and Grand Avenue to the Point of Beginning.

However, excluding from the Downtown Development Authority of Grand Junction all of Block 5 of Richard D. Mobley's First Subdivision, and Lots 1 to 5, inclusive, of Block 4, Richard D. Mobleys' First Subdivision, and Lots 12 to 16, inclusive, of Block 4, Richard D. Mobley's First Subdivision except the North 50 feet of Lots 12 to 16, exclusive of the West 15 feet of said North 50 feet of Lot 12.

And also excluding from the boundaries of the Grand Junction Downtown Development Authority that part of Tract B, AMENDED SURVEY OF THE LITTLE BOOKCLIFFE RAILROAD YARDS from which the East $1/4$ Corner of Section 15,

Township 1 South, Range 1, West of the Ute Meridian Bears North $44^{\circ}11'$ East 901.66 feet; thence North $89^{\circ}58'$ West 126.0 feet; thence South $0^{\circ}01'$ East 347.5 feet to a point on the South line of said Tract 8 which is the terminal point of said line; and also excluding from the boundaries of the Downtown Development Authority of Grand Junction, all of Tract 9 except that part of said Tract 9 included within the following described parcel:

That part of Tracts 1, 2, 3, 8, and 9 of AMENDED SURVEY OF THE LITTLE BOOKCLIFFE RAILROAD YARDS described as follows:

Beginning at a point on the East line of said Tract 1 from which the East $1/4$ Corner of Section 15, Township 1 South, Range 1 West of the Ute Meridian bears North $44^{\circ} 11'$ East 901.66 feet; thence South $0^{\circ}01'$ East 197.50 feet to the centerline of the railroad spur track; thence South $89^{\circ}58'$ East 126.00 feet along said centerline; thence North $0^{\circ}01'$ West 197.50 feet to the point of beginning.

TOGETHER with an easement over and across a strip of land extending South from the property hereby described to a line 3 feet South of and parallel to the South line of said railroad spur track.

And except the following parcels:

Lots 11 to 16, inclusive, in Block 83, City of Grand Junction, Mesa County, Colorado; and

The North 75 feet of Lots 1, 2, and 3 of Block 104, City of Grand Junction, Mesa County, Colorado; and

Lots 17 to 25, inclusive, in Block 102; Lots 17 to 32, inclusive, in Block 103, Lots 17 to 32, inclusive, in Block 104; Lots 16 to 30, inclusive, except all the East 71.95 feet of Lots 16 to 20, inclusive, except the North 30 feet of the East 71.95 feet of Lots 16 to 20 inclusive, in Block 105; Lots 1 to 15, inclusive, except the East 50.45 feet of Lots 11 to 15, inclusive, in Block 116; Lots 1 to 16 inclusive, in Block 117; and Lots 1 to 16, inclusive, in Block 118, all in the City of Grand Junction, Mesa County, Colorado.

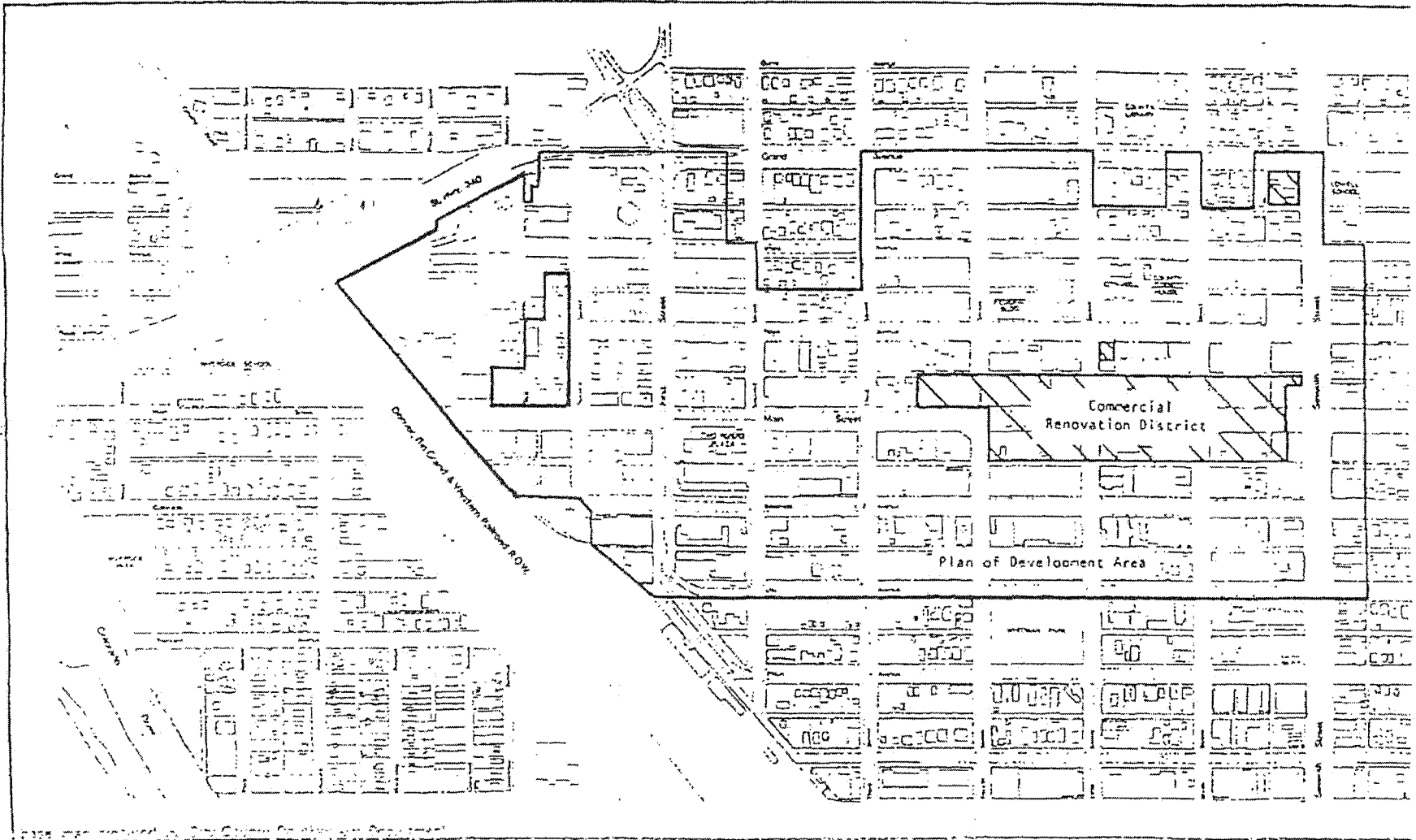
EXHIBIT "C"

DESCRIPTION OF THE COMMERCIAL RENOVATION DISTRICTS

Lots 11 to 16, inclusive, in Block 83, City of Grand Junction, Mesa County, Colorado; and

The North 75 feet of Lots 1, 2, and 3 of Block 104, City of Grand Junction, Mesa County, Colorado; and

Lots 17 to 25, inclusive, in Block 102; Lots 17 to 32, inclusive, in Block 103, Lots 17 to 32, inclusive, in Block 104; Lots 16 to 30, inclusive, except all the East 71.95 feet of Lots 16 to 20, inclusive, except the North 30 feet of the East 71.95 feet of Lots 16 to 20, inclusive, in Block 105; Lots 1 to 15, inclusive, except the East 50.45 feet of Lots 11 to 15, inclusive, in Block 116; Lots 1 to 16 inclusive, in Block 117; and Lots 1 to 16, inclusive, in Block 118, all in the City of Grand Junction, Mesa County, Colorado



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SECTION III

STATUTORY REQUIREMENTS FOR ADOPTION AND IMPLEMENTATION
OF A DOWNTOWN DEVELOPMENT AUTHORITY PLAN OF DEVELOPMENT WHICH INCLUDES
BOTH RENOVATION DISTRICTS AND A PLAN OF DEVELOPMENT AREA WITHIN WHICH TAX
INCREMENT FINANCING WILL BE USED

A. GENERAL

1. Revitalization of a downtown area is a time-consuming and dynamic process. The results of the planning phase may influence the downtown environment for years, and it is, therefore, necessary that those affected by a plan of development are provided adequate opportunity to voice their suggestions and concerns for the future of "their" downtown. The minimum requirements are those dictated by Colorado law.

2. The following summarizes the statutory requirements for adoption of this Plan of Development and indicates the date of completion of this Plan. Additionally, also shown are the other opportunities provided for input into the Plan and optional activities undertaken to assure maximum public input as well as compliance with the policies of the City Council.

<u>B. DATE OF ACTION</u>	<u>C. STATUTORY REQUIREMENTS</u>	<u>D. OPTIONAL ACTIVITIES</u>
1. 1/19/77	Resolution authorizing election of formation of DDA	
2. 2/8/77	Election	
3. 3/16/77	City Ordinance No. 1669, establishing DDA State Statute 31-25-804	
4. 6/2/80		Employment of consultants to study and analyze land use, urban design, parking, traffic, and market conditions
5. 8/21/80		Formation of Downtown Action Committee to Provide input on Plan of Development

<u>B. DATE OF ACTION</u>	<u>C. STATUTORY REQUIREMENTS</u>	<u>D. OPTIONAL ACTIVITIES</u>
(Continued)		
6. 4/15/81		Adoption by City Council of Policy Resolution for downtown
7. 10/2/81		Public presentation by Johnson, Johnson & Roy, Inc. of their conclusions concerning the downtown area
8. 10/7/81		Discussion with County Assessor and Treasurer concerning implementation of tax deferral and tax increment financing
9. 10/28/81	Meeting with school district personnel seeking their advice and comments on tax increment financing 31-25-807 (3)(d)	
10. 11/6/81		Review of Downtown Development Strategy Plan by DDA Board of Directors and invitation to Mesa County Commissioners to attend for explanation of Plan concept including tax increment financing
11. 11/11/81		Published notice of meeting of DDA Board to consider and adopt Plan of Development after public input
12. 11/11/81		Presentation of Plan to local architects, engineers, and planners
13. 11/13/81		Public meeting of DDA Board concerning Plan of Development concept

B. DATE OF ACTION

C. STATUTORY REQUIREMENTS

D. OPTIONAL ACTIVITIES

(Continued)

- | | |
|--|--|
| 22. Upon adoption of Plan of Development | Freezing of Ad Valorem tax base and sales tax base as of effective date of Plan
31-25-807(3) |
| 23. To be determined during 1982 | Resolution of DDA Board to have election for pledging of tax increment funds
35-25-807(3) (b) |
| 24. To be determined during 1982 | Approval by City Council of election at least 30 days prior to election
35-25-807(3) (b) |
| 25. To be determined during 1982 | Election - qualified electors of district
35-25-807(3) (b) |
| 26. To be determined during 1982 | City Council adoption of ordinance authorizing the issuance of bonds |
| 27. To be determined during 1982 | Bonds issued for project |

SECTION IV

EXISTING CONDITIONS WITHIN THE BOUNDARIES OF THE DOWNTOWN DEVELOPMENT AUTHORITY

A. RESULTS OF THE ANALYSIS OF EXISTING CONDITIONS

1. Johnson, Johnson & Roy, Inc., concluded that a Downtown Development Strategy Plan was needed because: "Within the downtown area, there exist clear measures of blight and deterioration, which require improvements to ensure the economic well-being and quality of life of all our residents. We have a substantial number of deteriorating structures; some of these suffer from structural blight, some from functional blight. Although our street system is generally wide and adequate, we face circulation problems which call for simplification. The utility systems serving our downtown must be replaced both for our safety and our future growth. Most of all, we need to grasp the opportunity to bring life back into the downtown area through the addition of sound housing and attractive commercial and office space."

2. Among the many factors presently existing within the boundaries of the Downtown Development Authority which led Johnson, Johnson & Roy, Inc. to the above conclusion are:

a. Any increase in intensity of development or redevelopment will require replacement and upgrading of present utilities, including replacing and upgrading of water and sewer lines;

b. A present need for parking locations which provide reasonable location distribution of long and short term parking as well as effectively provide for long term parking.

c. A present combination of one-way streets and restricted turning intersections along Main Street which requires one to travel four to six blocks to find a parking space and which often prevents one from getting to visible parking lots on cross streets and inhibits the ability to reach offstreet lots;

d. Potential development sites at which ownership has not been consolidated and where the potential major development parcels are divided by alleys and streetways;

e. Present zoning classifications which do not always make it possible to attract the desired type of redevelopment;

f. Existing land use of adjacent parcels and existing zoning are not such as to encourage successful redevelopment of multiple family housing;

g. Fragmented ownership and land prices which put the area at a disadvantage in attracting new builders;

h. Lack of high quality lodging;

i. Areas adjacent to the DDA which contain areas that no longer fulfill their original function, and which are unattractive, at times unsafe, and provide a loitering spot for transients, such as Whitman Park; and

j. Upper stories of most downtown structures which are generally underutilized as activity generators for the downtown area because of their present use as storage areas.

B. ADDITIONAL FACTORS

1. In addition to the above factors, other factors indicate that, despite the traditional advantages of the central business district over other locations because of its core of governmental, financial, and related activities, the central business district is no longer able to attract new development or redevelopment.

2. The area within the boundaries of the Downtown Development Authority has traditionally been a strong retail area for the City. However, at the present time there are vacant buildings, not presently undergoing redevelopment or conversion, at the corners of 5th and Main, 2nd and Colorado, 4th and Main, and 3rd and Main. At the present time approximately one square foot of each five available for retail space is vacant since there is presently a retail vacancy rate of approximately 18.8% even though retail space is in high demand in other areas. Each square foot of vacant retail space means that there is lost revenue to the property owner, a loss in the entire spectrum of retail goods available to the consumer, and a loss of consumer-attracting businesses.

3. The downtown area is also an old area. Although there has been some new construction within the last 10 years, approximately 85% of all the structures are older than 30 years old. There have been three periods

of significant construction downtown: 1887 to 1894, 1907 to 1922, and 1946 to 1952. Because of the different building requirements during these periods, these older buildings, unless renovated, remodeled, or redeveloped, contain structural hazards to health and safety. For example, the large windows used on older buildings to provide sunlight and ventilation, now create safety problems because of the easy access they may provide for burglars and transients, and the high ceiling of many older buildings may provide more air space for combustible matter.

4. The decline of the downtown central business district can best be seen in a comparison of the sales income and assessed valuation of property in the last three years. Sales taxes collected in the central downtown area along both sides of Main Street have fallen from \$408,088 in 1979 to \$384,140 in 1980 and \$304,338 in 1981, during the first eight months of each year. This reflects that the share of the city-wide retail market in this area has fallen from 13.23% to 7.24%.

5. This reduction in sales tax revenue is not due to a change of use, for the total assessed valuation of property has also declined. Although the total assessed valuation of real property within the boundaries of the Downtown Development Authority increased by 5.85% because of substantial inclusions of new property in the Downtown Development Authority, the assessed value of personal property fell by 31.80% and the overall assessed value fell by 9.02%. This decline in tax revenues, when viewed against the massive development occurring on Horizon Drive and in other areas, indicates that the central business district is failing to keep pace with the rest of the county.

6. All of these factors indicate that the conclusion by Johnson, Johnson & Roy, Inc., that blight exists within the downtown area, applies to the property within the Downtown Development Authority. Under Colorado law, a blighted area is not equated with what is traditionally thought of as a "slum", but, rather is an area in which sound growth, adequate housing provisions and the public health and welfare are impaired because of the type of structures and the land upon which they are located as well as other unsanitary, or unsafe conditions.

C. PUBLIC INPUT

1. During public meetings and through discussion with City officials, other potential problems have been identified. These problems vary in severity. Some problems are scheduled to be remedied by work programs in the future, while others are not scheduled for corrective action. The problems include:

a. Combined sanitary and storm sewers in the downtown area have the potential to back up into the drains of property owners after extreme rains, thereby creating an unsanitary condition. Any future sewer construction would require the installation of separate lines.

b. There are deteriorating underdrains in the Shopping Park along Main Street from 3rd to 5th.

c. There are sidewalks in a deteriorating condition on the southeast corner of 5th and Rood and on the 200 block between Main and Colorado.

d. The street lighting in the Shopping Park is on tall poles, but since the vegetation is now quite large on Main Street, little light reaches the sidewalks and walkways creating a potential public safety hazard.

e. There are no north-south water mains on 2nd, 3rd, and 4th and the east/west mains on Grand, White, and Rood are no larger than 6 inches, thereby providing limited supplies which are not adequate under present codes for adequate fire protection levels.

f. Public officials are aware that the foundation work on some of the older buildings have deteriorated in the past or are presently in a deteriorated condition. For example, one of the buildings has wooden piles which rotted because of a fluctuating water table. During the Main Street water main break, extensive damage occurred because of the old style, porous foundations.

g. The alleys in the downtown area are still major delivery and service routes; however, heavy pedestrian traffic has been encouraged by the use of walkthroughs at the U. S. Bank building and on the northside of the 600 block, and by the placement of parking areas across an alley from business establishments. Many businesses have encouraged the use of back doors as the most direct entrance from a parking area to their establishment. However, the alley surfaces are often uneven and not adapted to pedestrian travel, there are no crosswalks, the lighting at night is inadequate.

quate, and during business hours there is a flow of both delivery trucks and trash collection trucks which pose a potential threat to pedestrians.

2. The combination of these problems and those identified by Johnson, Johnson & Roy, Inc., presents a picture of large scale future problems as growth occurs in the community, creating a greater demand upon downtown facilities. Both public and private development will be needed to keep the downtown from further deterioration.

m. Construction Management: This is provided by either a skilled public agency or private sector specialists. It can help to assure completion of a project on time and within budget, and on complicated projects may become an absolute necessity.

n. Supervision of Project Planning and Design: This is the responsibility of the City and DDA and calls for both the establishment of a close working relationship between public and private professionals and an understanding by both of the goals and performance needs of the other.

B. IMPLEMENTATION TOOLS

A wide variety of tools are available to the City of Grand Junction and the Downtown Development Authority for the implementation of this Plan.

1. Most important of these to the implementation of this Plan of Development is the Downtown Development Authority. Under Colorado legislation, the Downtown Development Authority has the power to acquire by purchase, lease, license, option or otherwise, any property and to improve land and to construct and operate buildings and other improvements on it as well as to act as solicitor by any property owned by or under its control. The Authority can issue revenue bonds for the purpose of financing its development facilities.

2. Industrial development bonds, issued by the City after review by the industrial bond committee, are also an extremely powerful tool, which, to date, have not been directed in significant form to the downtown area.

3. Tax increment financing is an extremely important tool for the implementation of this Plan of Development. Tax increment financing can provide for the construction of public facilities in the Plan of Development area and for property acquisition for public or private redevelopment. A Plan of Development area is established by this Plan. An election is required to authorize issuance of bonds. TIF bonds, however, cannot be expected to fund all of the projects.

4. General improvement districts offer an opportunity to fund public improvements. General improvement districts may be of importance here as an overlay to allow wider improvement throughout the downtown area. General improvement districts become a taxing unit with the power to construct or install public improvements including off-street parking facilities.

5. The City also has the power to establish and maintain a pedestrian mall under the Public Mall Act of 1971. This act provides for both fully

pedestrian, or pedestrian/vehicular transit malls such as the existing Shopping Park. The City could conceivably employ this act to provide for the construction and payment for improvements throughout a general improvement district or a smaller commercial renovation area. The statute authorizes the City to levy a special assessment against property within the district to be expended for the maintenance, operation, repair or improvement of the mall.

6. Parking revenue bonds can be issued by the City to provide for the construction, maintenance and operation of public parking facilities, buildings, stations or lots and to pay for their costs by a general tax levy or otherwise by the issuance of revenue bonds. The principal and interest on such revenue bonds can be paid for solely out of revenues assessed and collected as rentals, fees, or charges from the operation of such facilities or from parking meter renewals, rentals or charges.

7. The City also has the authority, under the Public Parks Act, to establish, maintain and acquire land necessary or proper for boulevards, parkways, avenues, driveways and roadways, or for park or recreational purposes for the preservation and conservation of sites, scenes, open spaces, and vistas of scientific, historic, aesthetic or other public interest. Monies in the park fund can also be used for the maintenance and improvement of parks, parkways, boulevards, avenues, driveways and roads.

8. The City and the Downtown Development Authority have the authority to enter into long-term rentals and lease-holds, both for undeveloped or improved property. In addition, intergovernmental cooperation agreements can be used to establish and provide for joint use of public services or facilities.

9. A local, nonprofit development corporation may be necessary to provide coordination for large, private, multi-property developments. Industrial Development, Inc., is currently established as a nonprofit development corporation, but additional corporations such as this may be necessary and should be encouraged if coordination can be ensured.

10. The Capital Improvements Program established by the City and the County are major tools for insuring that public improvements are installed and maintained consistent with the goals and priorities of the community. Downtown projects should be set aside in a separate category, and prioritized on an annual basis.

11. By state statute, deferral of property tax assessments is available to owners of certain older buildings who improve their property through renovation. This is available for private home owners without special designation of their areas as a renovation district. For commercial property owners, a commercial renovation district is established under this Plan.

12. Urban development action grants, and community development block grants are federal programs offering assistance for a wide range of development and renovation activities. There are strict qualification requirements, and each year's funding level is subject to changes in federal policy and national economic shifts.

13. Main Street Program technical assistance, and historic structure designation are programs under the auspices of National and State Historic groups. Incentives for the preservation and judicious re-use of historic buildings are available, and geared to the needs of private owners.

14. Conventional financing is the normal course for most development projects. Recent interest rate fluctuations have led to greater use of devices such as the reduced rate loan pool established by the Authority.

15. Various other federal and state agencies offer specialty grant or technical assistance services for public improvement. Here, these can include: Federal Highway Administration and Urban Mass Transit Administration grants; Joint Budget Committee decision and expenditure; Colorado Energy Impact Assistance Funds; Housing Authorities at the local, state and federal level; Colorado highway users trust fund.

C. IMPLEMENTATION STEPS

The following list of actions will need to be taken, not necessarily in this order to implement this Plan.

1. The first step in the implementation strategy is the adoption of the Authority's Plan of Development and the continuation of the planning process. The agencies primarily responsible for this are the City and the Downtown Development Authority. Special studies and plans need to be developed for the following:

- a. Parking Management
- b. Design Guidelines for Downtown
- c. Landscape and Street Lighting Plan

- d. Zoning and Development Control Revisions
- e. Traffic Management
- f. Retail Mix and Recruitment
- g. Detailed Improvement Designs
- h. Housing Rehabilitation

2. The City should designate the Downtown Development Authority as the planning implementation agency for these projects.

3. The City and DDA will develop a detailed downtown implementation strategy and an annual work program based on fundable projects and activities. Specific planning and improvement projects will be paired with appropriate funding mechanisms.

4. The City and the DDA will hold a tax increment financing bond election.

5. The DDA and the City will prequalify for selected state and federal assistance programs. Although the exact use of these programs at the moment may not be clear, it is important that the City establish itself as qualified and interested in these funding programs for the implementation of this Plan of Development.

6. The DDA and the City will design and implement funding mechanisms for the commercial renovation district. These include those programs currently in place, such as the Low Interest Commercial Loan Pool and others which will require research and development.

7. The City and the DDA will prepare and consider for adoption revisions to the zoning ordinance. The DDA will be included in the Site Plan Review Process for all activities in the downtown.

8. The City, with DDA assistance, will provide industrial development bond financing for projects in the downtown in accordance with state and federal law.

9. The DDA and the City will coordinate market analysis studies, site plan designs, and packaging for projects such as the multi-use office/hotel/convention center.

10. The DDA, the City, and the Grand Junction Housing Authority will coordinate the development of market analysis studies, design studies, and packaging of properties for housing redevelopment projects where appropriate.

11. The DDA and the City will coordinate the market analysis, design planning, and packaging for the entry development project area.

12. The City and the DDA will coordinate selection of the state office building site and provide planning assistance for the state office building.

13. The DDA will need to coordinate design and development in a number of other redevelopment project areas, and should be aware of and anticipating the development of these.

14. The DDA with private sector assistance, will need to design and incorporate a local, private, non-profit development corporation. This corporation may be established for special projects, or may in fact begin to serve as an overall private partner to the Downtown Development Authority. The local development corporation could begin to coordinate implementation of the development of the downtown, taking some of the burden from the publicly financed DDA.

15. The City and DDA will adopt a parking management plan and may need to develop, adopt, and implement a parking district and a future parking development plan. Financing mechanisms for this include parking revenue bonds. A special study will be conducted to ensure that parking is provided and financed in a way amenable to downtown redevelopment.

16. The City and DDA will implement parking district improvements including property acquisition and constructing structures funded by parking revenue bonds, tax increment bonds, other sources or a combination of mechanisms.

17. The City, the DDA, the County, State and Federal governments and the school district could establish intergovernmental cooperation agreements for the joint provision and use of facilities and services. Such an example may occur in the governmental office district for the provision of parking or other maintenance, or property/street improvement activities.

18. The City, with the cooperation of the County, DDA and other agencies, needs to establish priorities and funding for federal and state urban transportation systems. These may include improvements to those major state highways bypassing or going through the downtown. It may require application or involvement with the Federal Highway Administration, the State Highway Users Trust Fund, the Colorado Department of Highways, the Federal

Urban Mass Transportation Administration and perhaps the state's Energy Impact Assistance funds.

19. The City and DDA should establish financing for park, boulevard, median and landscaping improvements. The funding mechanisms for these, in addition to highway construction sources, may include the Public Parks Act which would allow this kind of construction. The City does not currently take advantage of this financing mechanism.

20. The City and the DDA should research, evaluate and develop special land development regulations for the downtown that combine development incentives and design guidelines with regulations. Considerable legal research will be necessary and modification to existing administrative systems may be necessary. This could include exploration of feasibility of transferrable development rights, condominium law applications to private home improvements, and the use of air rights in certain congested areas of the downtown.

21. The Downtown Development Authority's interim Plan of Development relating to street vendors, attached hereto as Appendix H, adopted by the Authority Board and City Council in response to Grand Junction City Ordinance Number 1989, is hereby made a part of this Plan of Development.

SECTION VII
PUBLIC FACILITIES

A. GENERAL

1. As mentioned in Section VI., the construction of public facilities and improvements can be used to support and encourage private redevelopment activities. Private redevelopment will encourage further reinvestment by the private sector. The result will be increased property values, increased tax revenues to the City, and reinforcement of land uses and business activities adjacent to the public facilities and improvements constructed as a result of this Plan.

2. A number of public works improvements will be undertaken to implement this Plan by the City and the Authority. Some of the improvements could be financed solely from tax increment revenues. Others could be financed with other available financing tools, i.e., special assessments, revenues bonds, general fund appropriations, general improvement districts, lease purchase, federal and state grant and loan programs and others. Some projects may be financed utilizing a combination of funding mechanisms.

3. The public improvements will be constructed to complement and provide incentives for private development. Scheduling the various public improvements will depend on the area and intensity of private sector redevelopment, the scheduling of the City's Capital Improvement Program, and the availability of tax increment and other financing mechanisms. The City and Authority will install and construct, or cooperate as appropriate with other public or private agencies, in the installation and construction of such public improvements, public facilities and utilities as are necessary to carry out this Plan. Such improvements, facilities, and utilities include, but are not limited to, any streets, parks, plazas, parking facilities, playgrounds, pedestrian malls, rights-of-way, structures, waterways, bridges, lakes, ponds, canals, utility lines or pipes, and buildings, including access routes to any of the foregoing, designed for use by the public generally or used by any public agency with or without charge, whether or not the same is revenue-producing. Improvements will be undertaken whenever possible in conjunction with and as an incentive for private redevelopment projects.

However, redevelopment priorities of the City and DDA, available funding and other demands, not the requests of redevelopers will determine the schedule of public improvement projects.

3. A more detailed description of the public facilities and improvements follows. Individual facilities and improvements will be further defined in the Public Improvement Design Guidelines and project specific implementation plans and specifications. The location of many of the projects listed in Section VII.B. below are identified by number in Exhibit E. on Page 43.

B. PROJECTS

1. Renovation of the Main Street Shopping Park. In addition to the improvement of facades along the shopping core being funded by the loan pool administered by the Downtown Development Authority, improvements to the landscaping, street furniture, and lighting will be accomplished.

2. Improvements to Alleyways. The improvements to alleyways include undergrounding utility systems, a general clean-up of the area, resurfacing, and improvements to pedestrian through-paths and parking areas.

3. Improvements to Rood Avenue. The 19.5 foot traffic lanes will be narrowed to 12 feet, and canopy trees and landscaping improvements will be added. The street will be returned to two-way traffic.

4. Improvements to Colorado Avenue. Traffic movement lanes will be narrowed from 19.5 to 12 feet, canopy trees and street landscaping improvements will be added. The street will be returned to two-way traffic.

5. Improvements to Seventh Street. This involves the extension of the boulevard from Grand to South. It will require minor alterations to parking along Seventh and the installation of a landscaped boulevard down the center of Seventh. It will require minor narrowing of the traffic lanes and will improve the movement of traffic along Seventh.

6. Restoration of Whitman Park. Although Whitman Park is not presently within the Authority's boundaries, it is hoped that it will become part of the DDA within the near future because of its influence upon adjacent DDA property. The improvements proposed to Whitman Park include clean-up and modification of the landscape and improvements to the lighting to improve safety and reduce loitering. These improvements will enhance its use as a neighborhood park for potential future housing development.

7. Extension of the Shopping Park. The Shopping Park will be extended into the 200 block of Main Street and a plaza could be constructed at Second and Main to include a large sculptured fountain. This project will enhance Two Rivers Plaza and provide incentive for the future development of a multi-use hotel and office facility in close proximity to Two Rivers Plaza. It will also provide incentive for a performing arts complex at that location. It will be undertaken in conjunction with private development.

8. Relocation of Regional Bus Terminal. This terminal needs to be relocated to a site more appropriate for regional transportation, and to allow improvements in the neighborhood of its current site to occur. The project will involve site selection, acquisition and development, and could include clearance and acquisition of its current property.

9. Image Improvement at Seventh and Main. This project involves improvements in parking, lighting landscape, and signage at the entry to the Shopping Park. In the future, the site can serve as a community bus transfer point, dependent upon installation of a line haul bus facility program in Grand Junction.

10. Identify, Designate and Acquire Future Parking Facility Locations. The City and Authority will identify specific locations for future parking facilities and acquire and maintain these properties as development staging areas to encourage and provide incentive to future development.

11. Construct Parking Facilities. The City and Authority will build parking facilities (surface or multi-level) on appropriate designated sites to accommodate parking demand created by new development.

12. Expansion of the Museum of Western Colorado. The City and Authority will assist the Museum in identifying and acquiring a site to permit the expansion of the Museum facility. This could involve acquisition and resale or a long term property lease.

13. Public Building Sites. The City and DDA will identify, acquire and assemble sites or key parcels appropriate for the development of public buildings individually or in cooperation with other agencies desiring to undertake projects consistent with the objectives of this Plan and within the redevelopment areas designated in this Plan. Public buildings could include a state office building, City Hall, performing arts/civic events center, County offices and others.

14. Redevelopment Sites. The City and DDA will identify, acquire and assemble sites or key parcels appropriate for redevelopment projects (commercial, office, hotel, housing, etc.) for resale or lease to public or private developers desiring to undertake projects consistent with the objectives of this Plan and within the redevelopment areas designated in this Plan.

15. Utilities. The City will expand or replace municipal utilities (water distributions, sanitary sewer, storm sewer, lighting) where necessary and appropriate, and desirable to accommodate the utilities demands of redevelopment projects provided funds are available.

16. Right-Of-Way Acquisition. The City will acquire rights-of-way or easements where necessary to accommodate utility relocations and roadway and traffic circulation improvements.

17. Parks. The City and Authority will acquire sites for and develop parks, plazas, fountains and pedestrian walkways between parking areas and activity centers in accordance with the Downtown Development Strategy Plan and subsequent landscaping, public improvement and redevelopment plans.

18. Improvements to First Street. In cooperation with the State Highway Department, First Street will be landscaped and intersections improved to accommodate pedestrian traffic across First Street without adversely affecting traffic flow.

C. PRELIMINARY COST ESTIMATES

1. The following cost estimates are for typical block or work areas for several of the public improvement projects listed and are based upon current (October 30, 1981) construction costs. The individual unit costs used are slightly inflated to include approximately 10% contingency to cover related work but not itemized. These estimates were prepared without the aid of accurate existing condition surveys or detailed development plans. The estimates do not include any allowance for major underground work except as noted, or for unforeseen construction problems.

2. TYPICAL UNIT AND PER BLOCK COSTS

a. Main Street Shopping Park Upgrade Cost Estimate - Typical Block

1.) Work Items	Units	Cost/Unit	Total
Remove dead trees	6 EA	\$ 50.00 EA	\$ 300.00
Install low plantings planters	6 EA	150.00 EA	900.00
Remove existing planters	6 EA	150.00 EA	900.00
Prune existing trees	12 EA	80.00 EA	960.00
Paint existing shelters	Allow	500.00	500.00
Reconstruct brickwork	Allow	2,000.00	2,000.00
		Subtotal	<u>\$5,560.00</u>
		+ 25% contingency and general conditions:	<u>1,390.00</u>
			<u>\$6,950.00</u>
		Say:	\$7,000.00

2.) Construct Small Fountain Feature

Allow \$12,000 to \$25,000 each

b. Typical Alley Treatment Cost Estimate - Typical Block

1.) Site Improvements

Site Preparation

Remove alley pavement	940 SY	6.00 SY	5,640.00
Miscellaneous removals		Allow 1,000.00	<u>1,000.00</u>
			<u>\$6,640.00</u>

Utilities

Adjust existing m.h. covers	5 EA	100.00 EA	500.00
New inlets	2 EA	1,500.00 EA	<u>3,000.00</u>
			<u>\$3,500.00</u>

Sitework

New bituminous paint	620 SY	15.00 SY	9,300.00
New special concrete	2,900 SF	5.00 SF	14,500.00
Screen wall	210 LF	180.00 LF	37,800.00
Curb/seat wall	210 LF	50.00 LF	10,500.00
Entry trellis		Allow 5,000.00	5,000.00
Entry difectory		Allow 3,000.00	3,000.00
Pedestrian lights	7 EA	2,000.00 EA	<u>14,000.00</u>
			<u>\$84,100.00</u>

Landscape Furnishings

Flowering trees	10 EA	\$ 200.00 EA	\$ 2,000.00
Planting bed	1,260 SF	4.00 EA	5,040.00
Bench units	5 EA	400.00 EA	2,000.00
Irrigation	Allow	4,000.00	<u>4,000.00</u>
			<u>\$ 13,040.00</u>
		TOTAL:	\$107,280.00

Budget ranges from \$105,000 to \$135,000 per block.

Primary distribution EA Allow 2,500.00
 Secondary distribution EA Allow 2,500.00

Budget ranges from \$45,000 to \$55,000 per block.

c. Road and Colorado Avenue Improvements Cost Estimate - Typical Block

1.) Site Improvements

Site Preparation

Remove existing street	1,130 SY	8.00 SY	9,040.00
Remove existing curb	1,040 LF	4.00 LF	4,160.00
Remove existing sidewalks	180 SY	5.00 SY	900.00
Remove existing lights	10 EA	250.00 EA	2,500.00
			<u>\$16,600.00</u>

Utilities

Adjust existing m.h. covers	16 EA	100.00 EA	1,600.00
Abandon existing inlets	6 EA	150.00 EA	9,000.00
New inlets and pipe	14 EA	1,500.00 EA	21,000.00
Miscellaneous	Allow	3,000.00	3,000.00
			<u>\$26,500.00</u>

Sitework

Concrete curbs	1,060 LF	10.00 LF	10,600.00
New brick/concrete walks	7,800 SF	4.50 LF	35,100.00
Concrete replacement	1,600 SF	2.00 SF	3,200.00
Street patching	100 SY	15.00 SY	1,500.00
30' lights	10 EA	3,000.00 EA	30,000.00
Brick crosswalks	1,600 SF	8.00 SF	12,800.00
			<u>\$93,200.00</u>

Landscape/Furnishings

Street trees	36 EA	500.00 EA	18,000.00
Tree grates	36 EA	350.00 EA	12,600.00
Benches	6 EA	500.00 EA	4,800.00
Trash receptacles	6 EA	350.00 EA	2,100.00
Low planters	8 EA	1,000.00	8,000.00
			<u>\$45,500.00</u>
		Subtotal	\$ 182,000.00

Budget ranges from \$180,000 to \$225,000 per block.

d. Seventh Street Boulevard Improvements Cost Estimate - Typical Block

1.) Site Improvements	<u>Units</u>	<u>Cost/Unit</u>	<u>Total</u>
<u>Site Preparation</u>			
Remove existing street	1,450 SY	\$ 8.00 SY	\$ 11,600.00
Remove existing curb	800 LF	4.00 LF	3,200.00
Remove existing walks (20%)	180 SY	5.00 SY	900.00
			<u>\$ 14,800.00</u>
 <u>Utilities</u>			
Adjust existing m.h.	10 EA	100.00 EA	1,000.00
Abandon existing inlets	6 EA	150.00 EA	9,000.00
New inlets and pipe	8 EA	1,500.00 EA	12,000.00
Miscellaneous	Allow	2,000.00	2,000.00
			<u>\$ 24,000.00</u>
 <u>Sitework</u>			
Concrete curbs	1,300 LF	10.00 LF	13,000.00
New brick/concrete walks	7,200 SF	4.50 SF	32,400.00
Brick crosswalks	2,400 SF	8.00 SF	19,200.00
30' lights	6 EA	3,000.00 EA	18,000.00
Median lights	4 EA	2,000.00 EA	8,000.00
Irrigation	Allow	4,000.00	4,000.00
			<u>\$ 94,000.00</u>
 <u>Landscape/Furnishings</u>			
Street trees (5" cal.)	18 EA	500.00 EA	9,000.00
Tree grates	18 EA	350.00 EA	6,300.00
Benches	4 EA	800.00 EA	3,200.00
Trash receptacles	4 EA	350.00 EA	1,400.00
Lawn planting	300 SY	3.00 SY	900.00
Low planters	6 EA	1,000.00 EA	6,000.00
			<u>\$ 21,400.00</u>
		Subtotal:	\$154,800.00

Budget ranges from \$155,000 to \$195,000 per block.

2.) New Traffic Signalization

Budget ranges from \$25,000 to \$32,000 per block.

3. ESTIMATED TOTAL COSTS FOR SAMPLE PROJECTS

The final cost figures are given in a range from the base estimated cost to a figure escalated 25% to cover many of the unknown conditions and requirements that often occur on projects of these types. Actual costs will not be known until specific project development plans have been completed and projects are ready for construction.

- a. Shopping Park Improvements, for the four block area on Main Street between Seventh and Third, including two small fountains:

\$22,000 - \$28,000
24,000 - 50,000
\$46,000 - \$78,000

- b. Alleyway Improvements, for the four blocks of alleys north and south of Main Street between Fourth and Sixth.

\$420,000 - \$540,000

- c. Rood Avenue Improvements between Fourth and Sixth

\$360,000 - \$450,000

- d. Colorado Avenue Improvements between Fourth and Sixth

\$360,000 - \$450,000

- e. Alleyway Improvements north and South of Main between Sixth and Seventh, and Third and Fourth

\$420,000 - \$540,000

- f. Seventh Street Improvements, from Grand to Colorado, not including signal support changes

\$620,000 - \$780,000

- g. Rood Avenue Improvements between Seventh and Sixth, and First and Fourth

\$720,000 - \$900,000

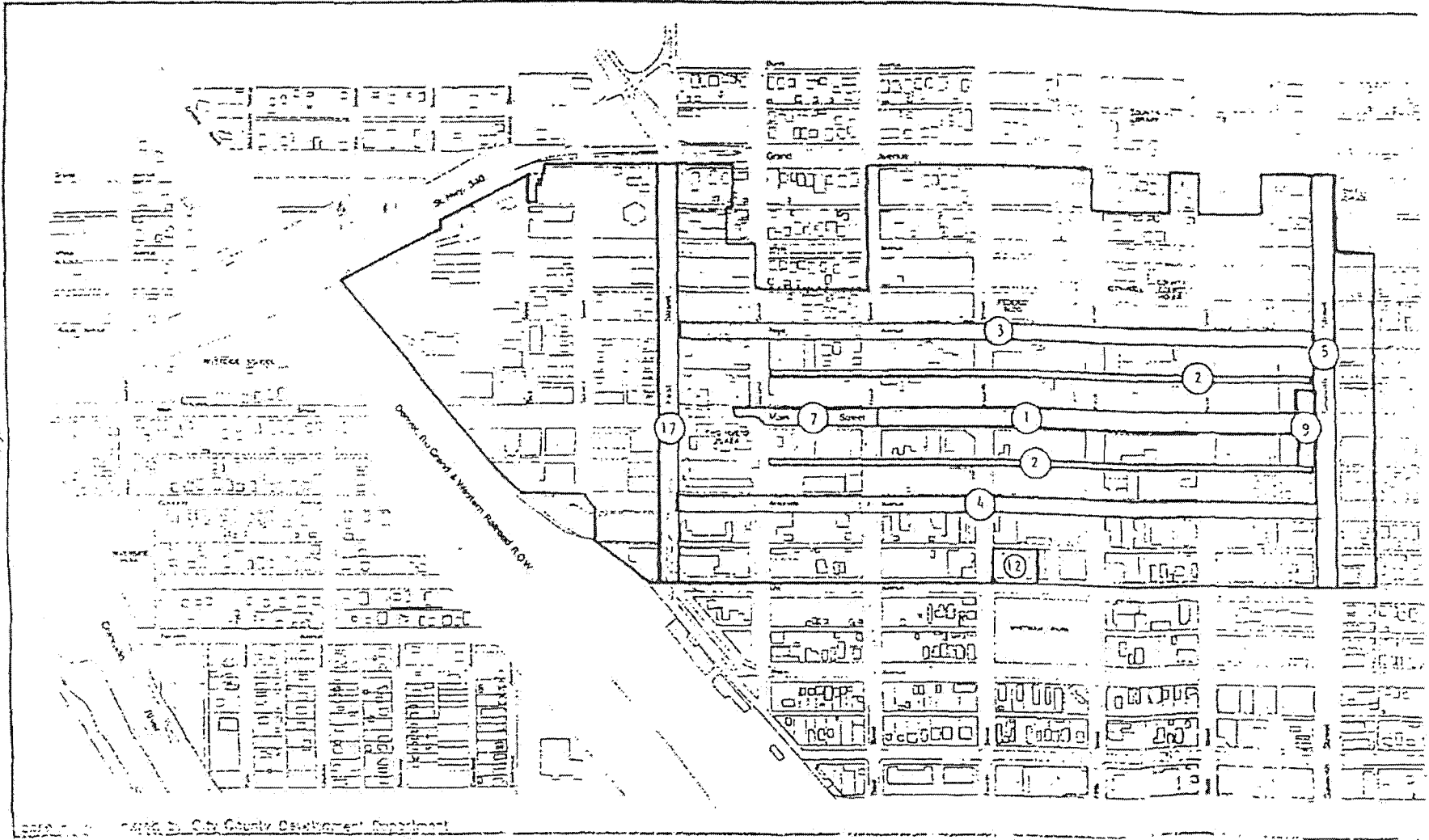
- h. Colorado Avenue Improvements between Seventh and Sixth, and First and Fourth

\$720,000 - \$900,000

- i. Seventh Street Improvements, from Colorado to Railroad Tracks

\$550,000 - \$685,000

As mentioned above, detailed costs of these and other projects will not be known until project specific planning and design has been accomplished. The cost of individual project planning and design has not been included in these estimates, but shall be included in the calculation of total cost for each project and may be financed in conjunction with the financing of the public improvement projects.



MAP BY City County Development Department

EXHIBIT E PUBLIC IMPROVEMENT PROJECT LOCATIONS (NUMBERS REFER TO SOME OF THE PROJECTS LISTED IN SECTION VII. B.) DECEMBER, 1981

SECTION VIII

REDEVELOPMENT AND RENOVATION PROJECT AREAS

A. GENERAL

1. The public facilities and improvements described in Section VII will provide some, but not all, of the needed incentives to the private sector to undertake desired redevelopment projects. Because of the difficulty in assembling small parcels with mixed ownerships into the large parcels necessary for redevelopment projects, the Authority and City will acquire key parcels and entire sites for priority redevelopment projects. Property so acquired can be cleared and prepared with utilities, surface treatment, landscaping and other amenities for lease or sale at fair value to redevelopers desiring to undertake a redevelopment project. Only qualified redevelopers submitting project plans consistent with this Plan and with any project specific criteria as determined by the Authority will be allowed to participate in projects on land acquired by the Authority and City.

2. The redevelopment areas, shown on the map in Exhibit F, establish a long-range land use and circulation framework for the future of the DDA Plan of Development area. Within each of the areas shown, redevelopment, both public and private, is intended to be predominantly concentrated within a certain type and to allow and provide for the redevelopment of properties at levels of intensity and density appropriate for the commercial and office center of the community. This Plan presents a flexible management concept for the downtown; the boundaries of the proposed areas make sense in light of today's opportunities, but must be regarded as indications of an intended future, not their literal representation.

3. This Plan will accommodate growth and change in two ways; by providing for the renovation and creative use of adaptable structures and properties which continue the community's heritage; and by providing for the redevelopment of properties unsuitable to further productive use and not providing a strong link to our heritage. It will concurrently balance downtown growth along both of these paths and proposes policies and programs which provide investment opportunities and returns to the community along both tracks.

4. The placement of public facilities, services and utilities described in Section VII will reflect this dual potential and future and provide a balance of incentives and management assistance.

5. Within each of the various areas shown in Exhibit F, growth management policies need to reflect the community's interests in sound property development. Sound principles of land planning need to be applied, and development concepts for district-wide areas need to be examined and re-examined.

6. The City and Authority, in accordance with Item A. 14. in Section VI of this Plan will acquire sites or key parcels appropriate for redevelopment projects. All purchasers of said sites or key parcels shall be obligated to develop the property in accordance with the provisions of this Plan and any design or development standards or criteria subsequently established by the City or Authority, to begin and complete the development of the property within a period of time which the Authority fixes as reasonable, and to comply with such other conditions as the City or Authority deem necessary to assure the achievement of the purposes of this Plan.

B. DESCRIPTIONS OF REDEVELOPMENT AREAS

1. Commercial Renovation District. The Shopping Park along Main Street is designated as a renovation district rather than redevelopment area, since the structures on Main Street provide strong opportunities for renovation rather than replacement. Historic district designation will be investigated, with the preservation of key structures a possibility in this area. Good building rehabilitation opportunities do exist. Restorations need to preserve architectural integrity, materials, sense of color, signage and the alignment of similar buildings elements.

2. Commercial Center Redevelopment Area. The Rood and Colorado corridors between Third and Seventh should be redeveloped with high intensity commercial emphasizing retail and service uses. Some properties will be appropriate for restoration or renovation work. This area is appropriate for the compatible integration of individual different uses.

3. Mixed-Use Redevelopment Area. Two Rivers Plaza provides an appropriate focus for a mixed-use development at the western terminus of the Shopping Park. This Plan calls for the combination of hotel, office and convention facilities

in a multi-block property, and proposes the use of parking lots for the staging and phasing of development and to insure flexibility in the trade and exchange of land. A multi-block project in this location could also provide for the performing arts or new state office facility. However, major projects in the mixed-use area will require an upgrading and replacement of current utility systems.

4. Primary Government and Professional Office Redevelopment Area. The existing City Hall, County Courthouse, Federal Building, Valley Federal building and Post Office, all north of Rood between Third and Sixth, offer the opportunities for significant massing of new government and professional office related buildings, the establishment of promenades and skyways connecting these buildings, and the location of a high-rise element for the skyline.

5. Secondary Government and Professional Office Redevelopment Area. The existing Police Station, Sheriff's Office, jail and Fire Station and available land offer the opportunity for new public safety, criminal justice, general government and associated professional office development.

6. Medium and Low Density Office Redevelopment Area. These areas should be developed at a smaller scale and intensity than the more central redevelopment areas with on-site parking and setbacks to provide a transition to existing older neighborhoods. Multi-family housing would be a compatible use in this area if the design is compatible.

7. Entrance Development District. The area west of First Street, south of State Highway 340 and north of Colorado is owned primarily in large parcels and would be appropriate for a large scale planned redevelopment project. This property is well enough located and large enough for development of a research or office park, high density housing, a regional transportation center, and a downtown food market. As an office or research park, it can provide a complement to the Two Rivers Plaza area immediately to the east. As a redevelopment parcel, it should be planned as a complete unit, with full mind given to the views it can provide of the downtown to those arriving from the west. Ultimate uses in this area will depend on the market analyses and site planning for the area.

C. REDEVELOPMENT AREA BOUNDARIES

1. It should be reiterated that the boundaries and descriptions of the

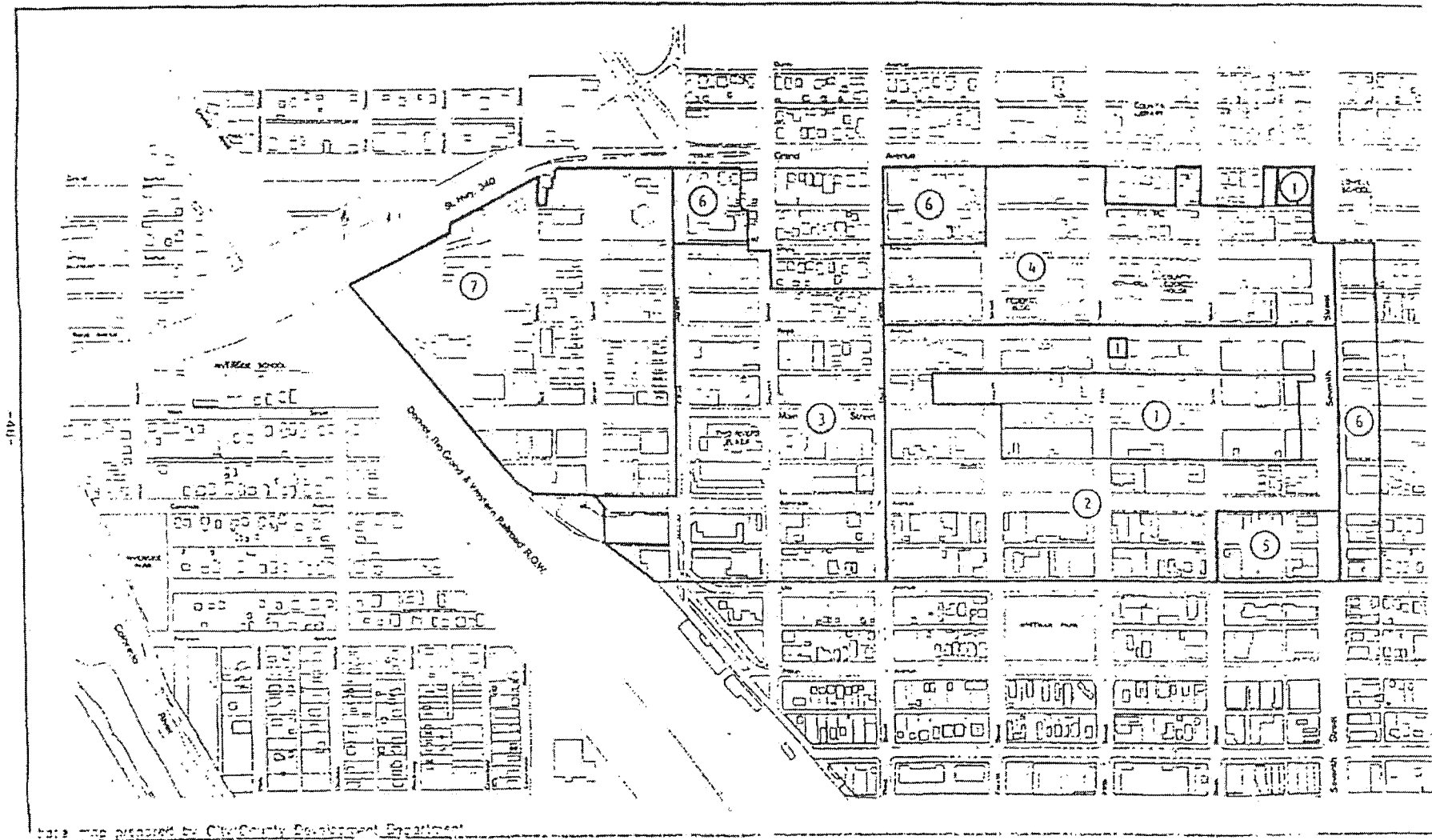
renovation areas described in this section and shown in Exhibit F are general. Actual redevelopment projects may not entirely conform to the uses or areas designated for each area. Redevelopment projects, however, will be compatible with adjacent and surrounding uses. Various development incentives described in this Plan will be used to encourage redevelopment projects in appropriate locations. Revised zoning regulations called for and discussed in the Plan to be undertaken subsequent to adoption of this Plan will reference and reflect the redevelopment area boundaries and descriptions contained in this Section VIII.

2. The Commercial Renovation District, designated by the Number 1 on Exhibit F, consists of both sides of Main Street in a majority of the Shopping Park and two sites separate from Main Street. The Main Street properties and the other two sites (the IOOF Building and the two large residences on the southwest corner of Seventh and Grand) have been designated for commercial renovation because:

a. The structures therein comply with the criteria prescribed in S39-5-105 C.R.S. 1973 as amended, for the application of the five year deferral.

b. The structures therein exemplify the history of the development of Grand Junction and contribute significantly to the physical and visual character of the downtown.

c. Many of the structures therein, because of their age and lack of proper maintenance, contribute to life, health, and fire safety problems. The provision of the five year deferral on increases in assessed value resulting from renovation will provide an incentive to alleviate the safety problems and retain the visual character of the buildings.



-10-

Data was prepared by City County Development Department

EXHIBIT F

DDA PLAN OF DEVELOPMENT REDEVELOPMENT AREAS (NUMBERS REFER TO THE DESCRIPTIONS LISTED IN SECTION VIII.B. DECEMBER 1981)

SECTION IX
PROJECT FINANCING

A. FINANCING MECHANISMS

1. Any and all methods legally available to the City and/or Authority may be used to finance the public improvements described or anticipated in this Plan. Those methods include but are not limited to:

- a. Property tax increment financing
- b. Sales tax increment financing
- c. General obligation bond financing
- d. Municipal revenue bond financing
- e. General improvement district financing
- f. Local improvement district and special assessment financing
- g. Mall improvement and maintenance district financing
- h. Tax anticipation notes and warrants
- i. Installment purchasing
- j. Short term notes and loans
- k. Tax exempt mortgage financing
- l. Industrial development revenue bond financing
- m. Conventional financing

2. These methods can be combined to finance individual portions of projects or whole projects as the City and Authority deem appropriate at the time projects are undertaken. These methods can also be used insofar as legally allowable to pay the principal of and interest on and to establish reserves for indebtedness (whether funded, refunded, assumed or otherwise) incurred by the City or Authority to finance or refinance in whole or in part, the projects contained in this Plan.

B. TAX INCREMENT FINANCING

1. Colorado Statute in S31-25-807 C.R.S. 1973 as amended, provides for the Authority and City, through the adoption of a Plan of Development to create a Plan of Development area utilizing either or both property and municipal sales taxes for a period not to exceed twenty-five years. Both property and municipal sales tax increments derived from the Plan of Development area will be used to redeem bonds issued to finance all or a portion of the cost of

U
projects within the Plan of Development area as described in this Plan. The following information describes the division of funds necessary to implement the tax increment mechanism for the City of Grand Junction and Grand Junction Downtown Development Authority under this Plan. This description relates to all property and municipal sales taxes generated within the Plan of Development area.

a. The effective date of this Plan shall be December 16, 1981, that date being subsequent to September 9, 1981, the last date of certification of valuation for assessment of taxable property within the boundaries of the Plan of Development area. The base year for property tax valuation shall be 1981.

b. The City shall establish, in the first calendar quarter of 1982, a tax increment revenue fund for the deposit of all funds generated pursuant to the division of property and municipal sales tax revenue described in this Section IX.B., other funds generated by tax increment financed projects, and any other funds so designated by the City and the Authority.

c. Municipal sales taxes collected in the Plan of Development area for the twelve month period ending on the last day of the month (November 30, 1981) prior to the effective date of this Plan (December 16, 1981) shall be calculated by the City Finance Director and certified to the City and Authority prior to April 1, 1982. The twelve month period base year for the division of sales taxes shall be December 1, 1980 through November 30, 1981.

d. The property and municipal sales tax shall be divided according to S31-25-807, C.R.S. 1973 as amended, for a period of twenty-five years from the effective date of this Plan unless the City and Authority deem that all of the projects anticipated in this Plan have been accomplished and all debts incurred to finance those projects have been repaid or otherwise disposed of in which event the City and Authority may declare the Plan implemented. Thenceforward, all taxes upon taxable property and total municipal sales tax collections derived from the Plan of Development area shall be paid into the funds of the respective public bodies.

e. The division of municipal sales taxes generated and collected from within the Plan of Development area after November 30, 1981, shall be:

1.) The base year amount shall be paid into the funds of the City annually commencing on December 1, of each year.

2.) Twenty percent (20%) of the incremental amount in excess of the base year amount shall be paid into the funds of the municipality.

3.) Eighty percent (80%) of the incremental amount in excess of the base year amount shall be paid into the tax increment revenue fund.

4.) Payment of incremental funds into the tax increment revenue fund shall commence only after the base year amount has been collected and paid into the funds of the municipality. Thereafter and until November 30 of each year the percentages described in subsections 2. and 3. above shall be paid into the funds of the municipality and the tax increment revenue fund.

5.) All interest earned on the deposit or investment of funds allocated to the tax increment revenue fund shall be paid into the tax increment revenue fund.

f. All tax increment revenues described in this Section IX.B. will be irrevocably pledged by the City for the payment of the principal of the interest on and any premiums due in connection with bonds, loans, advances and indebtedness of the City and Authority only after the question of issuing such bonds or otherwise providing for such loans, advances, or indebtedness and the question of any such intended pledge are first submitted for approval to the qualified electors of the Downtown Development Authority district at a special election to be held for that purpose. Any such election shall be called by resolution of the Board of the Authority adopted at a regular or special meeting thereof and approved by the City Council by a vote of a majority of the members thereof at least 30 days prior to such election. It is anticipated that such election shall be held in the second half of calendar year 1982, or the first half of calendar year 1983. Any and all funds paid into the tax increment revenue fund prior to the approval of the debt question at a special election shall be retained in the tax increment fund until such election has been held and debt authorized.

g. Subsequent to authorization of debt and issuance of bonds, the City shall establish such other funds and accounts as may be necessary to:

- 1.) Service the debt on bonds, loans, notes and advances
- 2.) Create a debt service reserve to cover a portion of the debt service on bonds, notes, loans or advances.

2. Pursuant to an election authorizing the issuance of tax increment bonds,

the City Council shall by ordinance authorize the issuance of bonds. Said ordinance shall adequately describe the flow of funds and priority of expenditures associated with each issue and relating to prior or subsequent issues.

C. COMMERCIAL RENOVATION DISTRICT DESIGNATION

1. Colorado Statute S39-5-105 C.R.S. 1973 as amended, provides for a five year deferral in the increase of assessed value of a property more than thirty years old as a result of any renovation done to the property. The commercial renovation districts called for in this Plan are described in Exhibit C and in Section VIII.C. The designation of the commercial renovation areas will result in property owners being able to save the amount their property tax liability would have increased due to the renovation for a period of five years. The amount saved could be used to amortize the cost of the renovation thereby acting as an incentive for commercial renovations within the designated areas.

2. With the adoption of this Plan, the areas described in Exhibit C shall be designated commercial renovation areas under S39-5-105 C.R.S. 1973 as amended. Any renovations undertaken to property within the commercial renovation districts after the effective date of this Plan shall not result in any increase in the assessed value of the properties so renovated for a period of five years from the date of completion of the renovation unless the property is sold.

SECTION X

AMENDMENTS TO THE PLAN OF DEVELOPMENT
AND FUTURE INCLUSIONS TO THE DOWNTOWN
DEVELOPMENT AUTHORITY DISTRICT

anticipated in this Plan. This Plan
allows future decisions to deal with future
must, therefore, be flexible and allow for minor
amendments.

B. MODIFICATIONS TO AND VARIATION FROM THE APPROVED PLAN

1. This Plan may be modified pursuant to the provisions of the Colorado
Downtown Development Authority Law governing such modifications, including
S31-25-807 C.R.S. 1973 as amended.

2. Where a literal enforcement of the provisions contained in this Plan
would constitute an unreasonable limitation beyond the intent and purpose of
these provisions, the Authority and City may in specific cases allow minor
variances from these provisions.

C. FUTURE INCLUSIONS OF PROPERTY TO THE AUTHORITY DISTRICT

1. Colorado law allows new property to be added to the Downtown Development
Authority if such property is adjacent to existing property, and the property
owner requests inclusion and provides proof of ownership. The Downtown
Development Authority has already included several properties at owner request.

2. As Johnson, Johnson & Roy, Inc., indicated in their Downtown
Development Strategy, the problems of the Grand Junction central business
district are closely tied to the Grand Junction Downtown Development Strategy
Plan area, described as the area within the City limits of Grand Junction,
circumscribed by Ouray Avenue on the north, Twelfth Street on the east, the
alley south of South Street on the south, and the railroad tracks on the west.
Hopefully, the boundaries of the two may one day coincide so that management
and planning can be facilitated.

3. However, until that time, guidelines need to be established to direct
the growth of the Downtown Development Authority. Therefore, future inclusions
should satisfy the following criteria as much as possible.

a. Included property should be property that faces the same problems as that property already within the Downtown Development Authority.

b. Included property should be adjacent to the Downtown Development Authority, but need not be adjacent at more than one point.

c. A patchwork effect should be avoided, however, inclusions which tend to reach areas with a community of interest similar to that of property within the Downtown Development Authority will be encouraged.

d. It is anticipated that inclusions may be more rapid along corridors into the Downtown Development Authority and these should be encouraged to facilitate management of the entry areas to downtown.

e. Inclusions between corridors should be allowed when they tend to show a uniform pattern of filling the area between corridors already included.

f. Areas outside the downtown area, as defined in the Downtown Development Strategy, should not be allowed.

g. Inclusions which would strengthen the character and economic base of the central business district, even though not of commercial property, should be encouraged.

h. Each inclusion, at the time a petition is considered by the Authority Board of Directors, should be designated for inclusion as:

1.) A Commercial Renovation District

2.) An inclusion to the Plan of Development area within which tax increment financing is utilized under this Plan of Development.

3.) An inclusion without designation, which inclusion may become part of a future Plan of Development area.

4. Commercial renovation districts allowing the tax deferral and the Plan of Development area are mutually exclusive, and therefore, it is anticipated that no new renovation areas can be created within the perimeter of the initial tax increment district. However, commercial renovation areas may be created if new property is subsequently added to the Downtown Development Authority in accordance with Section X.C.3. above, provided the building conditions prescribed in C.R.S. 39-5-105, 1973 as amended, exist at the time the property is included and a commercial renovation area designation will further the purposes of and assist in the implementation of this Plan as it exists at the time of the inclusion.

5. This Plan of Development designates areas in which tax increment financing will be used. Once the district boundaries are formed, additions may be made by complying with the necessary procedures to amend the Plan of Development. However, it is anticipated that once there is an election to pledge tax increment revenues, it could become burdensome to amend the boundaries of the tax increment district. Therefore, any subsequent inclusions to the Authority district which will also be included in the initial tax increment district should be accomplished according to the procedures in C.R.S. S31-25-807 and 822 and by this Section X of this Plan.

6. With these guidelines, the Downtown Development Authority can, hopefully, grow to a size necessary to assist in meeting the challenges of the future, but do so within a framework of controlled expansion.



GRAND JUNCTION DOWNTOWN DEVELOPMENT AUTHORITY
INTERIM PLAN OF DEVELOPMENT
RELATING TO STREET VENDORS

The Grand Junction Downtown Development Authority supports and encourages the permitting of street vendors, sidewalk cafes, and special entertainment events on the public right-of-way in the downtown Shopping Park. Vendors, sidewalk cafes, and special events assist in creating an atmosphere in the downtown that will draw people. Special street activities should appropriately be located in the Shopping Park where the public right-of-way of Main Street has been substantially altered in physical form so as to be conducive to allow for semi-permanent structures, kiosks, carts and the like, and because traffic on Main Street within the Shopping Park is controlled at low speeds with stops at intersections and at mid-block, allowing for street vendors and other activities on public property. Street activity of this nature will generate additional pedestrian and vehicular traffic into and within the downtown area. Additional traffic will enhance the image of the entire downtown area and will help to generate increased retail sales.

The Downtown Development Authority, as a separate part of the plan of development, is recommending a preferred mix of retail opportunities in the downtown area, so as to balance the city-wide and downtown retail market opportunities. The street vendors, special events, and special use permits described in this part will assist in establishing a preferred retail mix in the downtown. In the short term, street vendors will augment the availability of retail merchandise in the downtown. It is the express intent of the street vendor program to supplement and complement existing retail businesses, rather than to supplant them. The Shopping Park has been used by the City, downtown merchants, service clubs, and other organizations for parades, special fund raising events, etc. since it was constructed in 1963 for these same purposes.

1. Because of the wider sidewalks in many locations on the Shopping Park, restaurants are encouraged to expand their seating areas onto the sidewalk where space permits. Existing restaurants are encouraged to do this in order to integrate the interior of their establishments and the atmosphere of a restaurant with the Shopping Park. Because existing restaurants maintain the necessary Department of Health and Department of Revenue permits to undertake such an activity and because they maintain existing food and beverage preparation facilities, it will be relatively easy for existing establishments to expand. In no event will the width of the sidewalk be reduced beyond ten feet or will any sidewalk seating area be allowed to constrain or unnecessarily restrict pedestrian traffic. All requirements for sidewalk eating areas established by the Department of Health and the Department of Revenue shall be complied with.

2. The street vendor program encourages street vending carts, semi-permanent kiosk structures, pedestrian vendors and roving entertainers. The mode the individual vendor determines is most suitable to him and for the sale of his merchandise within these categories is acceptable provided that the number of permits for carts, kiosks, and pedestrian vendors does not exceed the number of locations specified in this part.

3. Because it is the intent of the DDA to balance the retail mix of the downtown area, it is important that the location of and merchandise sold by street vendors complement rather than conflict with businesses located in permanent structures on private property. Therefore, it would be inappropriate for a street vendor to be selling the same merchandise lines on a public right-of-way as those being sold by a business immediately adjacent located in a private permanent structure. Prior to the issuance of a permit, a vendor applying for a kiosk, mobile vending cart or sidewalk restaurant permit will be required to receive the written concurrence of not less than 2/3 of the operating businesses within a 75 foot radius of the location in which he would establish his vending operation.

4. Permits will be allowed to vendors based upon the line of merchandise a vendor proposed to sell. Any change in merchandise lines will void the permit. Types of goods sold by street vendors will be limited in accordance with the preferred retail mix. In general, because of the semi-permanent nature of street vendor operations, the lack of space for storing inventory and displaying merchandise and because the intent of the program is to complement existing retail opportunities, merchandise lines to be permitted for sale will be limited to perishable goods, foodstuffs, hand-crafted products, artworks, sundries (candy, cigarettes, newspapers, magazines, etc.), and novelty items.

5. All vendors shall sell from the specific location or zone permitted as shown on the map in this part. Merchandise lines shall be specified in the issuance of a permit. Plans and specifications, including the design, color, size, and position of carts and temporary kiosks, will be submitted and reviewed for compliance with design guidelines for the downtown prior to the issuance of a permit. Vendors will not be allowed to utilize audio inducements to advertise their merchandise or to encourage sales, because audio inducements and advertising will adversely affect the tranquility of the Shopping Park. Permitted street entertainers will be exempted from this provision.

6. Because the Downtown Development Authority is encouraging small business entrepreneurship in the downtown and a diversity in business ownership, any individual or organization may obtain only one vending permit (excluding special use permits) to be effective at the same point in time. Special use permits, because of their very short duration, will be excluded from limitation. Special use permits, however, shall be awarded in accordance with traditional special uses of the Shopping Park, i.e., Farm and Ranch Days, Pancake Breakfast,

Art Festival, etc. Conflicting special use permits will not be issued. Coterminus special permits that will complement each other and the downtown will be issued.

7. Special use permits and vendor permits will be available at no cost to non-profit and charitable organizations undertaking their efforts with volunteers, provided that the gross proceeds are contributed to a charitable purpose.

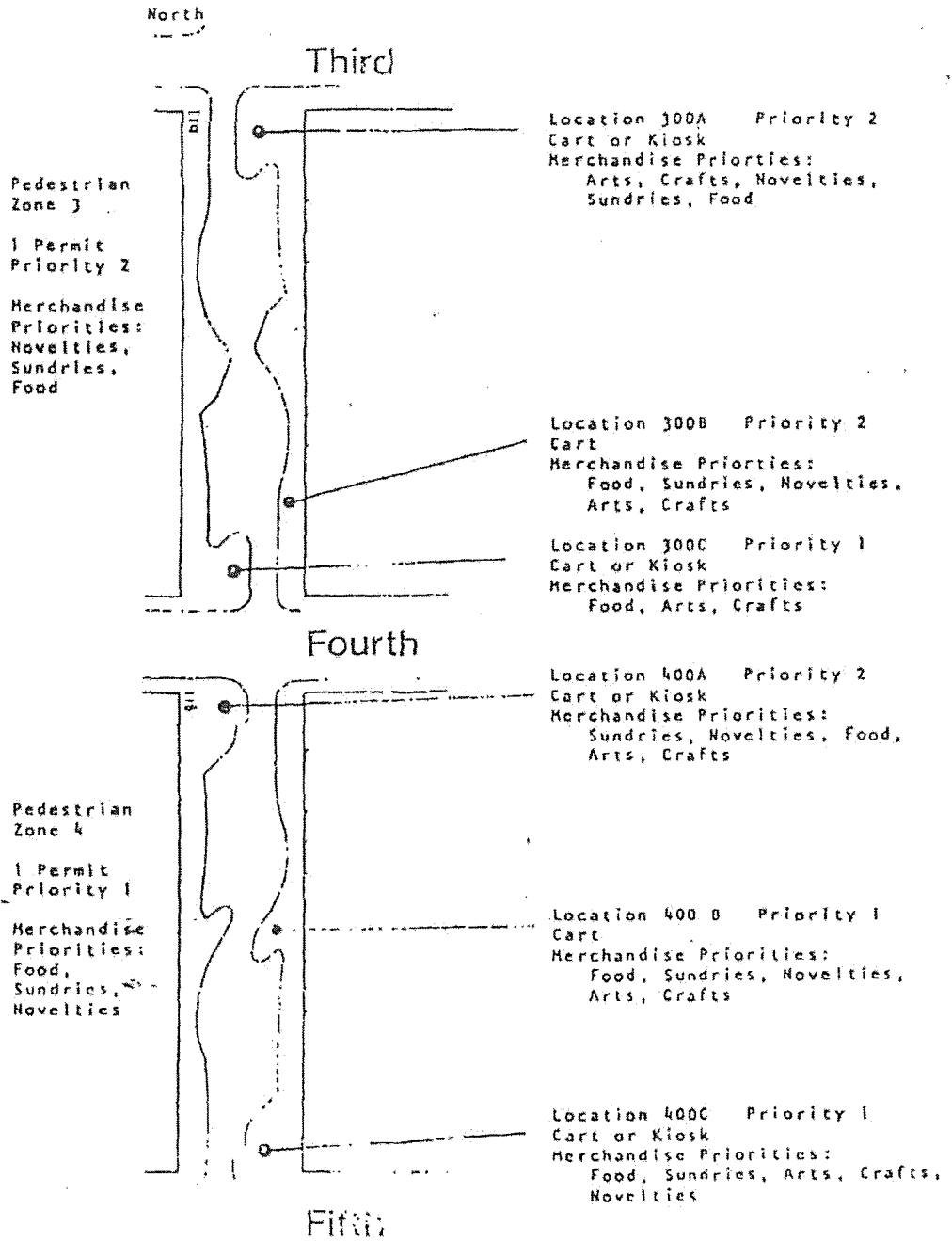
8. Individuals and/or organizations receiving permits may renew permits by reapplying and submitting the fee any number of times except: 1) when a permit has not been used for a majority of the time for which it was issued, 2) when a permit is not used in accordance with the terms of its issuance, 3) when reasonable complaints are received relating to the permittee or permitted operation, and, 4) for failure to comply with the ordained provisions relating to insurance, maintenance of the area, etc. If it is determined that a permitted vending operation creates congestion of sidewalks or streets or in any other way interferes with activity on Main Street through no fault of the vendor, a permit may be re-issued for the remaining period of time authorized by the first permit at a different location at no cost.

9. Attachment 1A indicates the locations and zones for which kiosk, cart and pedestrian vendor permits will be used. The locations for kiosk and cart permits, three per block, are those that were determined would create the least pedestrian interference and cause the least amount of interference with existing street activities. These locations may need to be changed from time to time as street activities change and needs and demands are adjusted. As retail operations relocate on the Shopping Park, the potential for conflicts with street vendors will occur; therefore, changes in the locations of the vendors will be undertaken through the relocation of the vending permit rather than revocation.

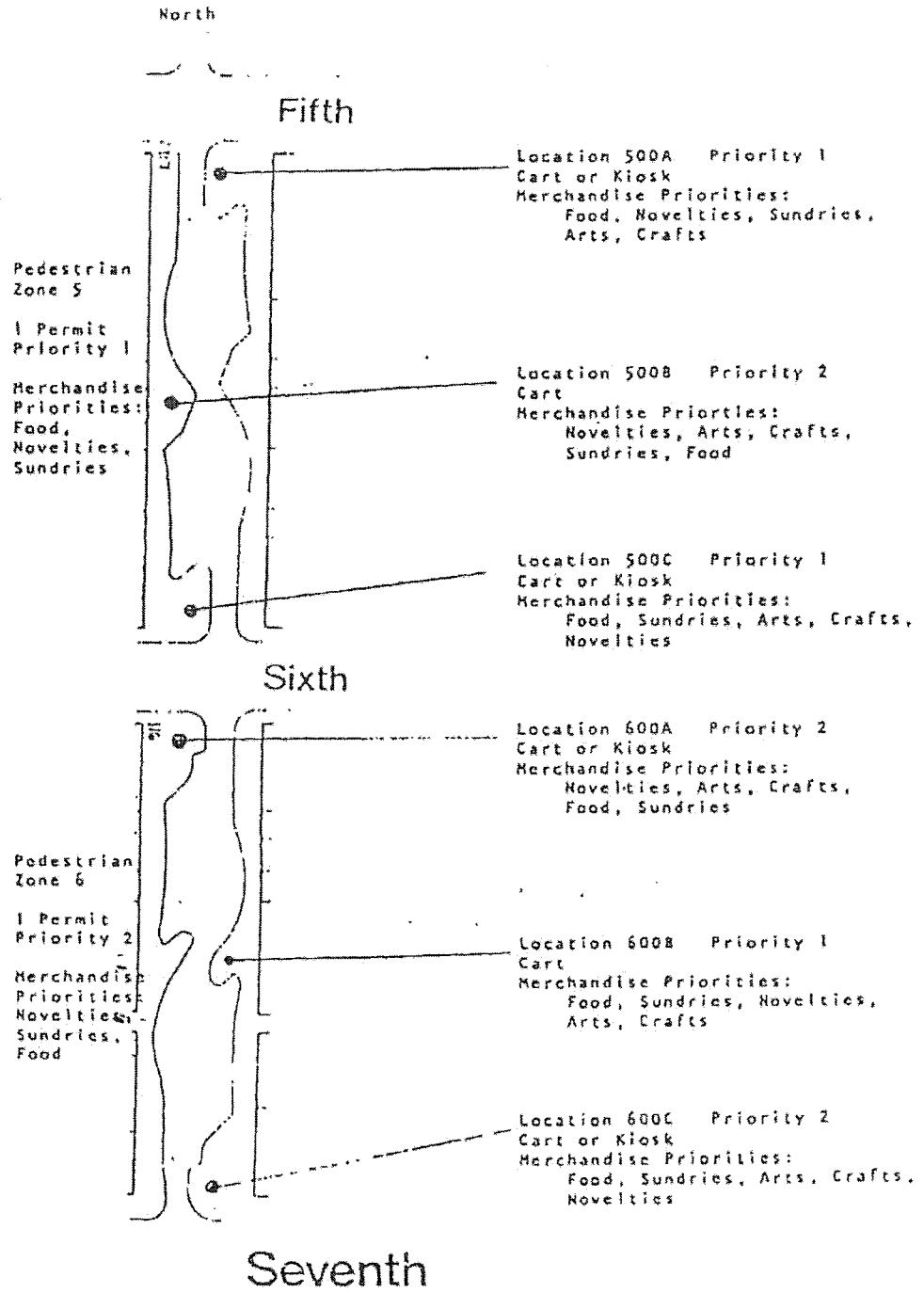
10. The priority uses by merchandise line at each vendor location are also shown on Attachment 1A. The uses listed were determined after considering the existing retail activities and pedestrian traffic generators in each area. The uses specified in each location will enhance pedestrian activities within the Shopping Park, but may need to be adjusted as the retail mix in the downtown changes or as pedestrian traffic patterns change.

ATTACHMENT 1A

Zones 3 and 4



ATTACHMENT 1A
Zones 5 and 6



Grand Junction
Downtown Development Authority

200 North Sixth Street, Suite 204 P.O. Box 296

Grand Junction, Colorado 81502

Phone (303) 245-2926

March 15, 1983

MEMO

TO: Jim Wysocki
FROM: Skip Grkovic *SG*
SUBJECT: 1983 Amendments to the DDA Plan of
Development

At the time the DDA Plan of Development was adopted, it was anticipated that periodic amendments to the Plan would be necessary as new property was included in the DDA district boundary, state laws were changed, general conditions in the downtown changed, or as project priorities were adjusted. The first amendment was made last April and, because of the long drawn out process required to amend the Plan, it was decided to amend the Plan only once a year. The amendment should occur prior to May 1 of each year because that is the annual deadline for adding property to the district tax roll in the Assessor's office. Amendments to the Plan require both an ordinance to amend the DDA boundary and a Council Resolution adopting the Plan amendments.

We would like to schedule both the ordinance and the resolution in April. The schedule is proposed as follows:

- | | |
|---------------------|--|
| Friday, March 25 | DDA Board |
| | 1) Accepts additional Petitions for Inclusion and requests City Council to amend the DDA boundary. |
| | 2) Adopts amendments to the DDA Plan of Development. |
| Wednesday, April 6 | City Council |
| | 1) Considers the ordinance amending the DDA boundary on first reading. |
| | 2) Accepts the submission of the Plan of Development amendments and refers them to the Planning Commission for review and comment. |
| Tuesday, April 12 | Planning Commission |
| | 1) Reviews and comments on DDA Plan of Development amendments. |
| Wednesday, April 20 | City Council |
| | 1) Considers the ordinance amending the DDA boundary on second reading. |
| | 2) After a public hearing, considers a resolution adopting the 1983 Amendments to the DDA Plan of Development. |

Memo to Jim Wysocki
March 15, 1983
Page 2

This year's amendments to the DDA Plan of Development include three major items,

1. Expansion of the Tax Increment District boundary to coincide with the expanded boundaries of the DDA due to new inclusions.
2. Elimination of the Commercial Renovation District designations (except for the Henry, Mayo, Berry property). The Legislature is repealing the statute which allows for Commercial Renovation Tax incentives because the constitutional amendment passed last October called for it. (Henry, Mayo and Berry are the only property owners to take advantage of the five-year renovation tax incentive and we are hoping they will be allowed to keep it.)
3. Inclusion of the property which was in the Commercial Renovation Districts into the Property and Sales Tax Increment Districts. This will probably require a modification in the base year for the Sales Tax Increment District - John Tasker is working with me on it.

If you have any questions, please give me a call.

GMG:lo

cc: DDA Board
Joe Skinner
Neva Lockhart
Jerry Ashby
John Tasker

Grand Junction
Downtown Development Authority

200 North Sixth Street, Suite 204 P.O. Box 296

Grand Junction, Colorado 81502

Phone (303) 245-2926

AMENDMENT

TO THE

DOWNTOWN DEVELOPMENT AUTHORITY

PLAN OF DEVELOPMENT

FOR GRAND JUNCTION, COLORADO

Including The Designation Of
Commercial Renovation Districts
And A Plan Of Development Area

Within Which

Tax Increment Financing Will Be Utilized

PREPARED BY:

Grand Junction

Downtown Development Authority



EFFECTIVE DATE OF PLAN: DECEMBER 16, 1981

EFFECTIVE DATE OF AMENDMENT: JUNE 2, 1982

RESOLUTION No. 35-87
APPROVING AMENDMENTS TO THE PLAN OF DEVELOPMENT
FOR THE GRAND JUNCTION, COLORADO,
DOWNTOWN DEVELOPMENT AUTHORITY

WHEREAS, the Grand Junction, Colorado, Downtown Development Authority (the Authority) has adopted a Plan of Development for the central business district within the boundaries of the Authority and such plan of development was approved by the Grand Junction, Colorado, City Council (the Council) on December 16, 1981; and

WHEREAS, since the approval of such plan of development, several individuals, pursuant to C.R.S. 1973, §31-25-822, as amended, and Article X of the Authority's Plan of Development, have petitioned for inclusion within the boundaries of the Grand Junction, Colorado, Downtown Development Authority, and the boundaries of the Grand Junction, Colorado, Downtown Development Authority were expanded by the Council by Ordinance 2045; and

WHEREAS, on May 7, 1982, the Board of the Authority passed a Resolution amending the Plan of Development to show such boundary changes and to make other minor changes in the Plan of Development; and

WHEREAS, such amendments were submitted to the Council on May 19, 1982, at which time the Council referred the Plan of Development to the City Planning Commission for its review and recommendations; and

WHEREAS, the Planning Commission has made written its recommendations to the City Council concerning the Plan of Development, which recommendations are attached hereto as Exhibit F; and

WHEREAS, a Notice of Public Hearing before the City Council was given by publication once by one publication during the week immediately preceding the hearing in The Daily Sentinel, a newspaper having a general circulation in the City, on May 28, 1982; and

WHEREAS, a Public Hearing was held before the City Council on June 2, 1982, wherein comments were taken from those in attendance concerning the Plan of Development; and

WHEREAS, Mesa County Valley School District #51, within which the entire Plan of Development area designated in the amendments to the Plan of Development lies, was permitted to participate in an advisory capacity with respect to the amendments of the Plan of

Development of the provision for the utilization of tax increment financing and, furthermore, has petitioned for the inclusion of its property within the boundaries of the authority; and

WHEREAS, the City Council has been adequately informed in this matter because of public input prior to the amendments of the Plan of Development, public hearing on the amendments to the Plan of Development, the evidence presented, and the Plan of Development previously adopted, a review of the previous Resolution passed, and personal knowledge of the members of the Council,

NOW, THEREFORE, BE IT RESOLVED by the City Council of the City of Grand Junction, Colorado, that:

1. The findings made by the Council in the Resolution adopting the Plan of Development on December 16, 1981, concerning the existence of blight within the authority within the meaning of §31-25-802(1.5), of Colorado Revised Statutes, 1973, as amended, still exist - there being no substantial change within such area between December 16, 1981, and June 2, 1982.

2. The Council hereby finds and determines that the approval of the amendments to the Plan of Development will serve a public use; will promote the health, safety, prosperity, security, and general welfare of the inhabitants of the City and of its central business district; will halt or prevent the deterioration of property values or structures within said central business district; will halt or prevent the growth of blighted areas within said district; will assist the City and the Authority in the development and redevelopment of said district and in the overall planning to restore or provide for the continuance of the health thereof; and will be of specific benefit to the property to be included within the amended boundaries of the Authority.

3. The amendments to the Plan of Development are hereby approved by the Council, and the Authority is authorized to undertake development projects as described in the amended Plan of Development.

4. The Plan of Development is hereby amended in the following respects:

A. The boundaries of the Grand Junction, Colorado, Downtown Development Authority, are amended to read as shown on the attached Exhibit "A", and Pages 8, 9 and 10 of the Plan of Development are amended by substituting Pages 8(a), 9(a), 10(a), 10(ab), 10(ac) and 10(ad) in the form of Exhibit "A".

B. The boundaries of the Plan of Development area within which tax increment financing will be used are amended to read as shown on the attached Exhibit "B" and Pages 11, 12 and 13 of the Plan of Development are amended by substituting pages 11(a), 12(a), 13(a), 13(ab), 13(ac), 13(ad) and 13(ae) in the form of Exhibit "B".

C. The boundaries of the Plan of Development area for commercial renovation districts are amended to read as shown on Exhibit "C" and Page 14 of the Plan of Development is amended by substituting Page 14(a) in the form of Exhibit "C".

D. The map of the boundaries of the Grand Junction, Colorado, Downtown Development Authority is amended to read as shown on the attached Exhibit "D" and Page 15 of the Plan of Development is amended by substituting Page 15(a) in the form of Exhibit "D".

E. Page 19 of the Plan of Development is amended as shown on the attached Exhibit "E" to show further statutory requirements and legal actions taken toward the implementation of the Downtown Development Authority Plan of Development and the planned events leading to the election for the authorization to pledge tax increment revenue, and Page 19 shown of the Plan of Development is amended by substituting Page 19(a) and Page 19(ab) in the form of Exhibit "E".

F. Section VI, Plan Implementation Activities, (B) Implementation Tools, Paragraph 4, Page 20 is amended to read as follows:

"4. Improvement (General Improvement) and special improvement districts offer an opportunity to fund public improvements. Such districts may be of importance here as an overlay to allow wider improvement throughout the downtown area. General improvement districts become a taxing unit with the power to construct or install public improvements including off street parking facilities."

5. The separate special fund of the City created by the Resolution by the Council of December 16, 1981, and designated as the "Tax Increment Fund" shall continue to receive the deposit of the ad valorem and municipal sales tax increment funds described in Section 31-25-807, Colorado Revised Statutes 1973, as amended, and derived from and attributable to development and redevelopment within the Plan of Development Area, as amended, in which tax increment financing is used. Said funds shall be held, invested, reinvested and applied as permitted by law. For the purpose of ascertaining the amount of funds to be deposited in the Tax

Increment Fund as provided by law, the County Assessor is hereby requested to certify to the City Council on September 1, 1982, the valuation for assessment of such Plan of Development Area as of the date of the last certification. For the same purpose, the City Finance Director is hereby directed to certify to the City Council on or before September 1, 1982, the amount of municipal sales taxes collected within such Plan of Development Area for the period from June 1, 1981, to May 31, 1982.

6. Those parcels described on page 14a of the amended Plan of Development are a part of a development or redevelopment area designated by the City Council pursuant to Section 39-5-105, Colorado Revised Statutes 1973, as amended, and commercial buildings or structures on such parcels are therefore entitled to the benefits granted under said statute.

7. No public servant of the City who is authorized to take part in any manner in preparing, presenting, or approving the Plan of Development or any contract contemplated thereby has a potential interest in the Plan of Development or any such contract which has not been disclosed in accordance with the requirements of Section 18-8-308, Colorado Revised Statutes 1973, as amended, and no such public servant has received any pecuniary benefit from the Plan of Development or any such contract.

8. If any provision of this Resolution is judicially adjudged invalid or unenforceable, such judgment shall not affect the remaining provisions hereof, it being the intention of the City Council that the provisions hereof are severable.

9. This Resolution shall be effective immediately upon its adoption and approval.

ADOPTED AND APPROVED this 2 day of June, 1982.

CITY OF GRAND JUNCTION, COLORADO

By: James R. Beach
President, City Council

(CITY)
(SEAL)

ATTEST:

James R. Beach
City Clerk

RESOLUTION
BY THE BOARD OF DIRECTORS OF THE
GRAND JUNCTION, COLORADO,
DOWNTOWN DEVELOPMENT AUTHORITY
AMENDING THE PLAN OF DEVELOPMENT

WHEREAS, the City Council of the City of Grand Junction, Colorado, on December 16, 1981, adopted and approved a resolution approving the Plan of Development of the Grand Junction, Colorado, Downtown Development Authority; and

WHEREAS, since that time, several individuals, pursuant to C.R.S. 1973, §31-25-822, as amended, and Article X of the Downtown Development Authority Plan of Development, have petitioned for inclusion within the boundaries of the Grand Junction, Colorado, Downtown Development Authority; and

WHEREAS, such petitions have been approved by the Board of the Grand Junction Downtown Development Authority and the City Council of the City of Grand Junction, Colorado; and

WHEREAS, conditions within the Downtown Development Authority exist in substantially the same manner as described in Section IV of the Plan of Development; and

WHEREAS, it is appropriate and desirable to update the Plan of Development to show the inclusion of such property, to show further work done toward a bond election, and to show other minor changes in the Plan of Development; and

WHEREAS, Mesa County Valley School District #51, within which the entire area of development designated in the Plan of Development lies, has continued to participate in an advisory capacity with respect to the inclusion in the Plan of Development of the provision for utilization of tax increment financing;

IT IS, THEREFORE, RESOLVED THAT:

1. The Board finds all property included within the boundaries of the Downtown Development Authority since the adoption of the Plan of Development are subject to and exist in areas of blight within the meaning of C.R.S. 1973, §31-25-802(1.5) as amended, based upon the findings of this Board by that Resolution passed December 2, 1981, adopting a Plan of Development.

2. The boundaries of the Grand Junction, Colorado, Downtown Development Authority, are amended to read as shown on the attached

Exhibit "A", and Pages 3, 9 and 10 of the Plan of Development are amended by substituting Pages 3(a), 9(a), 10(a), 10(ab), 10(ac) and 10(ad) in the form of Exhibit "A".

3. The boundaries of the Plan of Development area within which tax increment financing will be used are amended to read as shown on the attached Exhibit "B" and Pages 11, 12 and 13 of the Plan of Development are amended by substituting pages 11(a), 12(a) 13(a), 13(ab), 13(ac), 13(ad) and 13(ae) in the form of Exhibit "B".

4. The boundaries of the Plan of Development area for commercial renovation districts are amended to read as shown on Exhibit "C" and Page 14 of the Plan of Development is amended by substituting Page 14(a) in the form of Exhibit "C".

5. The map of the boundaries of the Grand Junction, Colorado, Downtown Development Authority is amended to read as shown on the attached Exhibit "D" and Page 15 of the Plan of Development is amended by substituting Page 15(a) in the form of Exhibit "D".

6. Page 19 of the Plan of Development is amended as shown on the attached Exhibit "E" to show further statutory requirements and legal actions taken toward the implementation of the Downtown Development Authority Plan of Development and the planned events leading to the election for the authorization to pledge tax increment revenue, and Page 19 shown of the Plan of Development is amended by substituting Page 19(a) and Page 19(ab) in the form of Exhibit "E".

7. Section VI, Plan Implementation Activities, (B) Implementation Tools, Paragraph 4, Page 20 is amended to read as follows:

"4. Improvement (General Improvement) and special improvement districts offer an opportunity to fund public improvements. Such districts may be of importance here as an overlay to allow wider improvement throughout the downtown area. General improvement districts become a taxing unit with the power to construct or install public improvements including off street parking facilities."

3. The Plan of Development for the Grand Junction, Colorado, Downtown Development Authority is amended as stated herein subject to the approval of the City Council of Grand Junction, Colorado.

9. Such Plan of Development amendments shall be submitted to the City Council of Grand Junction, Colorado, with a request that they immediately submit said Plan of Development amendments to the Planning Commission for their written recommendations; and that the City Council hold a public hearing on such Plan of Development amendments, after public notice, and that the City council be requested to approve such

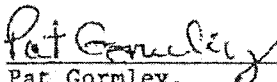
Plan of Development amendments and incorporate said amendments into the Plan of Development.

10. The City Council is requested to ask the County Assessor to certify to the City Council the valuation for assessment of the new property included within the Plan of Development area as of the date of the last certification, and the City Council is further requested to direct the City Finance Director to certify on or before September 1, 1982, the amount of municipal sales taxes collected within the new inclusions to the Plan of Development area for the period from June 1, 1981 to May 31, 1982.

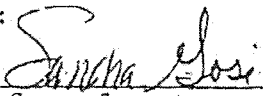
11. No Board member nor any employee of the Board with a specific financial interest, as defined in C.R.S. 1973, §31-25-819, as amended, in the adoption of this Resolution has voted thereon or otherwise participated in its preparation or failed to make such interest known to the Board.

12. If any part of this Resolution is judicially adjudged invalid or unenforceable, such judgment shall not effect the remaining provisions, it being the intention of the Board that the provisions hereof are severable.

INTRODUCED, READ, PASSED AND ADOPTED this 9th day of May, 1982.



Pat Gormley,
Chairman of the Board
Grand Junction, Colorado
Downtown Development Authority

ATTEST: 

Sandra Gose, Secretary
Grand Junction, Colorado
Downtown Development Authority

EXHIBIT "A"
BOUNDARIES OF THE GRAND JUNCTION, COLORADO
DOWNTOWN DEVELOPMENT AUTHORITY

Beginning at the Northwest Corner of Wilson's Subdivision of Block 2 of Mobley's Subdivision; thence East along the South right-of-way line of Grand Avenue to the North corner point common to Lots 4 and 5 of Block 78, City of Grand Junction; thence North to a point on the North right-of-way line of Grand Avenue; which point is 15.835 feet West of the East boundary line of Lot 20, Block 77, City of Grand Junction; thence North to the North right-of-way line of the East-West alley in said Block 77; thence East to the Southernly point common to Lots 10 and 11, Block 77, City of Grand Junction; thence North along the Western boundary of said Lot 11 to the Southern right-of-way line of Ouray Avenue; thence East along the South right-of-way line of Ouray Avenue to the West right-of-way line of 3rd Street; thence South along the West right-of-way line of 3rd Street to the North right-of-way line of Grand Avenue; thence West along the North right-of-way line of Grand Avenue to the Southern point common to Lots 20 and 21, Block 76, City of Grand Junction; thence Southerly to the Northerly common corner of Lots 12 and 13 in Block 79, City of Grand Junction, thence South along the common lot line to a point on the South right-of-way line of the East-West alley in Block 79, City of Grand Junction; thence West along such South right-of-way line to a point 12 feet West of the Eastern line of Lot 7, Block 79, City of Grand Junction; thence North to the South right-of-way line of Grand Avenue; thence West to the North corner point common to Lots 9 and 10 of Block 78, City of Grand Junction; thence South along the common line of Lots 9 and 10 and the common line of Lots 15

and 16, all in Block 78, to the South right-of-way line of White Avenue; thence East to the West right-of-way line of 2nd Street; thence South to the North right-of-way line of the East-West alley in Block 99, City of Grand Junction; thence East along the North line of the East-West alley Block 98, City of Grand Junction, to the West right-of-way line of 3rd Street; thence North along the West right-of-way line of 3rd Street to the South right-of-way line of Grand Avenue; thence East along the South right-of-way line of Grand Avenue to the Northwest corner of Lot 12, Block 80, City of Grand Junction; thence in a Northerly direction to the Southwest corner of Lot 21, Block 75, City of Grand Junction; thence North along the West line of Lot 21, Block 75, to the North right-of-way of the East-West alley in Block 75; thence West along the North right-of-way of the East-West alley in Block 75 to the Southwest corner of Lot 9, Block 75, City of Grand Junction; thence North along the West line of Lot 9, Block 75, to the South right-of-way line of Ouray Avenue; thence East along the South right-of-way line of Ouray Avenue to the Northeast point of Lot 11, Block 73, which borders the alley parallel to said Lot 11, Block 73; thence South along the West right-of-way of said alley bordering Lot 11, Block 73, to the South right-of-way line of the vacated East-West alley in Block 73; thence to the Northeast corner of Lot 21, Block 73, City of Grand Junction; thence along the East line of Lot 21, Block 73, to the North right-of-way line of Grand Avenue; thence along the North right-of-way line of Grand Avenue to the Southwest corner of Lot 28, Block 73, City of Grand Junction; thence North along the West line of Lot 28, Block 73, to the North right-of-way line of the vacated East-West alley in Block 73; thence West to the West right-of-way line of 5th Street; thence South along the West right-of-way line

of 5th Street to the North right-of-way line of the East-West alley in Block 81, City of Grand Junction, thence East along the North right-of-way line of the East-West alley in Blocks 81 and 82 to the Southwest corner of Lot 9, Block 82, City of Grand Junction; thence North along the West line of Lot 9, Block 82, City of Grand Junction, to the South right-of-way line of Grand Avenue, thence East along said South right-of-way line to the East line of Lot 10, Block 82, City of Grand Junction; thence South along the East line of Lot 10, to the North right-of-way line of the East-West alley in Block 82, City of Grand Junction; thence East to the Southwest corner of Lot 13 Block 82, City of Grand Junction, thence North along the West line of Lot 13, Block 82, City of Grand Junction to the South right-of-way line of Grand Avenue; thence East along the South right-of-way of Grand Avenue to the East line of Lot 16, Block 82, City of Grand Junction, thence South along the East line of said Lot 16 to the North right-of-way line of the East-West alley in Block 82; thence East along the North right-of-way line of the East-West alley in Block 83 to the West line of Lot 9, Block 83, City of Grand Junction; thence North along the West line of said Lot 9 to the South right-of-way line of Grand Avenue; thence East along the South right-of-way line of Grand Avenue to the West right-of-way line of 8th Street; thence South along the West right-of-way line of 8th Street to the South right-of-way line of White Avenue; thence West along the South right-of-way line of White Avenue to the West right-of-way line of the North-South alley in Block 93, City of Grand Junction; thence South along the West right-of-way line of the North-South alley in Block 93 to the South right-of-way line of the East-West alley in Block 93, City of Grand Junction; thence East to the North point common to Lots 23 and 24, Block 93.

City of Grand Junction; thence South along the common line of Lots 23 and 24 to the South right-of-way line of Rood Avenue; thence West to the North point common to Lots 14 and 15 in Block 106, City of Grand Junction; thence South along the common line of Lots 14 and 15 to the North boundary of the East-West alley in Block 106, City of Grand Junction; thence West to the South point common to Lots 12 and 13, Block 106, City of Grand Junction; thence North to the South right-of-way line of Rood Avenue; thence West to the West right-of-way line of the North-South alley in Block 106, City of Grand Junction; thence South along the West right-of-way line of the North-South alleys in Block 106, 115 and 128, City of Grand Junction, to the North right-of-way line of Ute Avenue; thence East along the North right-of-way line of Ute Avenue to the South point common to Lots 25 and 26, Block 128, City of Grand Junction; thence South on the common line between Lots 13 and 14, Block 137, City of Grand Junction, to the North right-of-way line of the East-West alley in Block 137, City of Grand Junction; thence West to the West right-of-way line of the North-South alley in Block 137, City of Grand Junction; thence North along the West right-of-way line of the North-South alley in Block 137, City of Grand Junction, to the South right-of-way line of Ute Avenue; thence West to the West right-of-way line of 7th Street; thence South to the North right-of-way line of Pitkin Avenue; thence West to the West right-of-way line of 6th Street; thence North to the South right-of-way line of Ute Avenue; thence West to the North point common to Lots 12 and 13, Block 139, City of Grand Junction; thence South to the North right-of-way line of the East-West alley in Block 139, City of Grand Junction; thence West to the South point common to Lots 8 and 9, Block 139, City of Grand Junction; thence North along the West line

of Lot 9, Block 139, City of Grand Junction, to the South right-of-way line of Ute Avenue; thence West to the West right-of-way line of 5th Street; thence South to the North right-of-way line of Pitkin Avenue; thence West to the East right-of-way line of 4th Street; thence North to the South right-of-way line of Ute Avenue; thence West along the South right-of-way line of Ute Avenue to the North point separating the East one-half of Lot 9 from the West one-half of Lot 9, Block 141, City of Grand Junction; thence South to a point on the North right-of-way line of the East-West alley in Block 141; thence West along the North right-of-way line of the East-West alleys in Blocks 141 and 142 to the East right-of-way line of 2nd Street; thence North to the North right-of-way line of Ute Avenue; thence West along the North right-of-way line of Ute Avenue to the Southwest Corner Block 10 Mobley Subdivision; thence Northwest along the Southwest line of Block 10 Mobley Subdivision to the intersection with the Southerly projection of the East right-of-way line of Spruce Street; thence North along said East line to the Northwest corner Block 10, Mobley Subdivision, thence Northwesterly to a point which lies 415.8 feet West and South $41^{\circ}03'$ East 68.97 feet from the Northeast Corner of the Southeast $1/4$ Southeast $1/4$ of Section 15, Township 1 South, Range 1 West of the Ute Meridian; thence North $89^{\circ}57'$ West for 271.8 feet along a line parallel to the North line of the Southeast $1/4$ of the Southeast $1/4$ of Section 15, Township 1 South, Range 1 West of the Ute Meridian; thence North $53^{\circ}03'$ West 16.66 feet; thence North $53^{\circ}03'$ West 70 feet to the East right-of-way line of the County Road to the East of the right-of-way of the Denver and Rio Grande Western right-of-way; thence Northwesterly along the East right-of-way of said County Road to the South right-of-way of State Highway 340;

thence Northeasterly along the South right-of-way of State Highway 340 to the Northwest Corner of Lot 9, Block 1, Richard D. Mobley's First Subdivision; thence South along the West line of said Lot 9 to the Southwest corner; thence South to the center line of vacated alley; thence 25 feet East; thence North to a point 78 feet South of the North line of said Block 1, thence East to a point 7½ feet West of the East line of Lot 11, Block 1, Richard D. Mobley's First Subdivision, thence North to the South right-of-way line of State Highway 340; thence along the South right-of-way line of State Highway 340 and Grand Avenue to the Point of Beginning.

However, excluding from the Grand Junction, Colorado, Downtown Development Authority all of Block 5 of Richard D. Mobley's First Subdivision, and Lots 1 to 5, inclusive, of Block 4, Richard D. Mobley's First Subdivision, and Lots 12 to 16, inclusive, of Block 4, Richard D. Mobley's First Subdivision except the North 50 feet of Lots 12 to 16.

And also excluding from the boundaries of the Grand Junction, Colorado, Downtown Development Authority, that part of Tract 8 and Tract 9 of the AMENDED SURVEY OF THE LITTLE BOOKCLIFF RAILROAD YARDS described as beginning at a point which is South 44°11' West 901.66 feet and South 0°01' East 197.50 feet from East 1/4 corner of Section 15, Township 1 South, Range 1 West of the Ute Meridian; thence North 89°58' West 126.00 feet; thence South 0°01' East 150.00 feet; thence South 89°58' East 126.00 feet; thence North 0°01' West 150.00 feet to the point of beginning. AND ALSO excluding 14 feet adjoining said tract 9 on the East thereof.

EXHIBIT "3"

DESCRIPTION OF THE PLAN OF DEVELOPMENT AREA WITHIN
WHICH TAX INCREMENT FINANCING WILL BE USED

Beginning at the Northwest Corner of Wilson's Subdivision of Block 2 of Mobley's Subdivision; thence East along the South right-of-way line of Grand Avenue to the North corner point common to Lots 4 and 5 of Block 78, City of Grand Junction; thence North to a point on the North right-of-way line of Grand Avenue; which point is 15.835 feet West of the East boundary line of Lot 20, Block 77, City of Grand Junction; thence North to the North right-of-way line of the East-West alley in said Block 77; thence East to the Southernly point common to Lots 10 and 11, Block 77, City of Grand Junction; thence North along the Western boundary of said Lot 11 to the Southern right-of-way line of Ouray Avenue; thence East along the South right-of-way line of Ouray Avenue to the West right-of-way line of 3rd Street; thence South along the West right-of-way line of 3rd Street to the North right-of-way line of Grand Avenue; thence West along the North right-of-way line of Grand Avenue to the Southern point common to Lots 20 and 21, Block 76, City of Grand Junction; thence Southerly to the Northerly common corner of Lots 12 and 13 in Block 79, City of Grand Junction, thence South along the common lot line to a point on the South right-of-way line of the EastWest alley in Block 79, City of Grand Junction; thence West along such South right-of-way line to a point 12 feet West of the Eastern line of Lot 7, Block 79, City of Grand Junction; thence North to the South right-of-way line of Grand Avenue; thence West to the North corner point common to Lots 9 and 10 of Block 78, City of Grand Junction; thence South along the common line of Lots 9 and 10 and the common line of Lots 15 and 16, all in Block 78, to the South right-of-way line of White Avenue; thence East to the West right-of-way line of 2nd Street;

thence South to the North right-of-way line of the East-West alley in Block 99, City of Grand Junction; thence East along the North line of the East-West alley Block 98, City of Grand Junction, to the West right-of-way line of 3rd Street; thence North along the West right-of-way line of 3rd Street to the South right-of-way line of Grand Avenue; thence East along the South right-of-way line of Grand Avenue to the Northwest corner of Lot 12, Block 80, City of Grand Junction; thence in a Northerly direction to the Southwest corner of Lot 21, Block 75, City of Grand Junction; thence North along the West line of Lot 21, Block 75, to the North right-of-way of the East-West alley in Block 75; thence West along the North right-of-way of the East-West alley in Block 75 to the Southwest corner of Lot 9, Block 75, City of Grand Junction; thence North along the West line of Lot 9, Block 75, to the South right-of-way line of Ouray Avenue; thence East along the South right-of-way line of Ouray Avenue to the Northeast point of Lot 11, Block 73, which borders the alley parallel to said Lot 11, Block 73; thence South along the West right-of-way of said alley bordering Lot 11, Block 73, to the South right-of-way line of the vacated East-West alley in Block 73; thence to the Northeast corner of Lot 21, Block 73, City of Grand Junction; thence along the East line of Lot 21, Block 73, to the North right-of-way line of Grand Avenue; thence along the North right-of-way line of Grand Avenue to the Southwest corner of Lot 28, Block 73, City of Grand Junction; thence North along the West line of Lot 28, Block 73, to the North right-of-way line of the vacated East-West alley in Block 73; thence West to the West right-of-way line of 5th Street; thence South along the West right-of-way line of 5th Street to the North right-of-way line of the East-West alley in Block 81, City of Grand Junction, thence East along the North right-of-way line of the East-West alley in Blocks 81 and 82 to the Southwest corner of Lot 9, Block 82, City of Grand Junction; thence

North along the West line of Lot 9, Block 82, City of Grand Junction, to the South right-of-way line of Grand Avenue, thence East along said South right-of-way line to the East line of Lot 10, Block 82, City of Grand Junction; thence South along the East line of Lot 10, to the North right-of-way line of the East-West alley in Block 82, City of Grand Junction; thence East to the Southwest corner of Lot 13 Block 82, City of Grand Junction, thence North along the West line of Lot 13, Block 82, City of Grand Junction to the South right-of-way line of Grand Avenue; thence East along the South right-of-way of Grand Avenue to the East line of Lot 16, Block 82, City of Grand Junction, thence South along the East line of said Lot 16 to the North right-of-way line of the East-West alley in Block 82; thence East along the North right-of-way line of the East-West alley in Block 83 to the West line of Lot 9, Block 83, City of Grand Junction; thence North along the West line of said Lot 9 to the South right-of-way line of Grand Avenue; thence East along the South right-of-way line of Grand Avenue to the West right-of-way line of 8th Street; thence South along the West right-of-way line of 8th Street to the South right-of-way line of White Avenue; thence West along the South right-of-way line of White Avenue to the West right-of-way line of the North-South alley in Block 93, City of Grand Junction; thence South along the West right-of-way line of the North-South alley in Block 93 to the South right-of-way line of the East-West alley in Block 93, City of Grand Junction; thence East to the North point common to Lots 23 and 24, Block 93, City of Grand Junction; thence South along the common line of Lots 23 and 24 to the South right-of-way line of Rood Avenue; thence West to the North point common to Lots 14 and 15 in Block 106, City of Grand Junction; thence South along the common line of Lots 14 and 15 to the North boundary of the East-West alley in Block 106, City of Grand Junction; thence West to the South point common to Lots 12 and 13, Block 106,

City of Grand Junction; thence North to the South right-of-way line of Rood Avenue; thence West to the West right-of-way line of the North-South alley in Block 106, City of Grand Junction; thence South along the West right-of-way line of the North-South alleys in Block 106, 115 and 128, City of Grand Junction, to the North right-of-way line of Ute Avenue; thence East along the North right-of-way line of Ute Avenue to the South point common to Lots 25 and 26, Block 128, City of Grand Junction; thence South on the common line between Lots 13 and 14, Block 137, City of Grand Junction, to the North right-of-way line of the East-West alley in Block 137, City of Grand Junction; thence West to the West right-of-way line of the North-South alley in Block 137, City of Grand Junction; thence North along the West right-of-way line of the North-South alley in Block 137, City of Grand Junction, to the South right-of-way line of Ute Avenue; thence West to the West right-of-way line of 7th Street; thence South to the North right-of-way line of Pitkin Avenue; thence West to the West right-of-way line of 6th Street; thence North to the South right-of-way line of Ute Avenue; thence West to the North point common to Lots 12 and 13, Block 139, City of Grand Junction; thence South to the North right-of-way line of the East-West alley in Block 139, City of Grand Junction; thence West to the South point common to Lots 8 and 9, Block 139, City of Grand Junction; thence North along the West line of Lot 9, Block 139, City of Grand Junction, to the South right-of-way line of Ute Avenue; thence West to the West right-of-way line of 5th Street; thence South to the North right-of-way line of Pitkin Avenue; thence West to the East right-of-way line of 4th Street; thence North to the South right-of-way line of Ute Avenue; thence West along the South right-of-way line of Ute Avenue to the North point separating the East one-half of Lot 9 from the West one-half of Lot 9, Block 141, City of Grand Junction; thence South to a point on the

North right-of-way line of the East-West alley in Block 141; thence West along the North right-of-way line of the East-West alleys in Blocks 141 and 142 to the East right-of-way line of 2nd Street; thence North to the North right-of-way line of Ute Avenue; thence West along the North right-of-way line of Ute Avenue to the Southwest Corner Block 10 Mobley Subdivision; thence Northwest along the Southwest line of Block 10 Mobley Subdivision to the intersection with the Southerly projection of the East right-of-way line of Spruce Street; thence North along said East line to the Northwest corner Block 10, Mobley Subdivision, thence Northwesterly to a point which lies 415.8 feet West and South 41°03' East 68.97 feet from the Northeast Corner of the Southeast 1/4 Southeast 1/4 of Section 15, Township 1 South, Range 1 West of the Ute Meridian; thence North 89°57' West for 271.8 feet along a line parallel to the North line of the Southeast 1/4 of the Southeast 1/4 of Section 15, Township 1 South, Range 1 West of the Ute Meridian; thence North 53°03' West 16.66 feet; thence North 53°03' West 70 feet to the East right-of-way line of the County Road to the East of the right-of-way of the Denver and Rio Grande Western right-of-way; thence Northwesterly along the East right-of-way of said County Road to the South right-of-way of State Highway 340; thence Northeasterly along the South right-of-way of State Highway 340 to the Northwest Corner of Lot 9, Block 1, Richard D. Mobley's First Subdivision; thence South along the West line of said Lot 9 to the Southwest corner; thence South to the center line of vacated alley; thence 25 feet East; thence North to a point 78 feet South of the North line of said Block 1, thence East to a point 7½ feet West of the East line of Lot 11, Block 1, Richard D. Mobley's First Subdivision, thence North to the South right-of-way line of State Highway 340; thence along the South right-of-way line of State Highway 340 and Grand Avenue to the Point of Beginning.

However, excluding from the Grand Junction, Colorado, Downtown Development Authority all of Block 5 of Richard D. Mobley's First Subdivision, and Lots 1 to 5, inclusive, of Block 4, Richard D. Mobley's First Subdivision, and Lots 12 to 16, inclusive, of Block 4, Richard D. Mobley's First Subdivision except the North 50 feet of Lots 12 to 16.

And also excluding from the boundaries of the Grand Junction, Colorado, Downtown Development Authority, that part of Tract 8 and Tract 9 of the AMENDED SURVEY OF THE LITTLE BOOKCLIFF RAILROAD YARDS described as beginning at a point which is South $44^{\circ}11'$ West 901.66 feet and South $0^{\circ}01'$ East 197.50 feet from East $1/4$ corner of Section 15, Township 1 South, Range 1 West of the Ute Meridian; thence North $89^{\circ}58'$ West 126.00 feet; thence South $0^{\circ}01'$ East 150.00 feet; thence South $89^{\circ}58'$ East 125.00 feet; thence North $0^{\circ}01'$ West 150.00 feet to the point of beginning. AND ALSO excluding 14 feet adjoining said tract 9 on the East thereof.

And except the following parcels:

Lots 11 to 16, inclusive, in Block 83, City of Grand Junction, Mesa County, Colorado; and

The North $75'$ feet of Lots 1, 2, and 3 of Block 104, City of Grand Junction, Mesa County, Colorado; and

Lots 17 to 25, inclusive, in Block 102; Lots 17 to 32, inclusive, in Block 103, Lots 17 to 32, inclusive, in Block 104; Lots 16 to 30, inclusive, except all the East 71.95 feet of Lots 16 to 20, inclusive, except the North 30 feet of the East 71.95 feet of Lots 16 to 20 inclusive, in Block 105; Lots 1 to 15, inclusive, in Block 117; and Lots 1 to 16, inclusive, in

Block 118, and Lots 1 to 11 in Block 84, all in the City of
Grand Junction, Mesa County, Colorado.

EXHIBIT "C"

DESCRIPTION OF THE COMMERCIAL RENOVATION DISTRICTS

Lots 11 to 16, inclusive, in Block 83, City of Grand Junction, Mesa County, Colorado; and

The North 75 feet of Lots 1, 2, and 3 of Block 104, City of Grand Junction, Mesa County, Colorado; and

Lots 17 to 25, inclusive, in Block 102; Lots 17 to 32, inclusive, in Block 103, Lots 17 to 32, inclusive, in Block 104; Lots 16 to 30, inclusive, except all the East 71.95 feet of Lots 16 to 20, inclusive, except the North 30 feet of the East 71.95 feet of Lots 16 to 20 inclusive, in Block 105; Lots 1 to 15, inclusive, in Block 117; and Lots 1 to 16, inclusive, in Block 118, and Lots 1 to 11 in Block 84, all in the City of Grand Junction, Mesa County, Colorado.

EXHIBIT "E"

<u>B. DATE OF ACTION</u>	<u>C. STATUTORY REQUIREMENTS</u>	<u>D. OPTIONAL ACTIVITIES</u>
(Continued)		
22. 12-31-81	Freezing of Ad Valorem tax base and sales tax base as of effective date of Plan 31-25-807(3)	
23. 5-7-82	Resolution of DDA Board to amend Plan of Development to show recent approved inclusions of property and make other minor changes and referral to City Council for approval	
<u>SCHEDULED FUTURE ACTIONS</u>		
24. 5-19-82	City Council review of Plan of Development amendments and referral to Planning Commission	
25. 5-25-82	Planning Commission review and comment on Plan of Development amendments	
26. 5-26-82	Publish notice of public meeting before City Council on Plan of Development amendments	
27. 6-2-82	City Council public hearing on Plan of Development and adoption of resolution adopting Plan of Development amendments	
28. 6-4-82	Resolution of DDA Board to have election for pledging of tax increment funds 35-25-807(3)(b)	
29. 6-16-82	Approval by City Council of election at least 30 days prior to election 35-25-807(3)(b)	
30. 7-23-82	Publication of Public Notice of Election	

31. 8-3-82 Election - qualified electors of district 35-25-807(3)(b)
- 32 8-4-82 Canvass of votes
33. To be determined during 1982 City Council adoption of ordinance authorizing the issuance of bonds
34. To be determined during 1982 Bonds issued for project

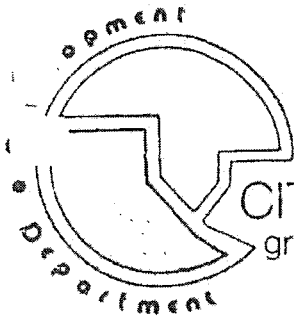


EXHIBIT "F"

CITY - COUNTY PLANNING

grand junction-mesa county 559 white ave. rm. 60 grand jct.,colo. 81501

(303) 244-1628

MEMORANDUM

TO: GRAND JUNCTION CITY COUNCIL
FROM: GRAND JUNCTION PLANNING COMMISSION
DATE: MAY 25, 1982

RE: AMENDMENTS TO THE PLAN OF DEVELOPMENT OF THE GRAND JUNCTION,
COLORADO, DOWNTOWN DEVELOPMENT AUTHORITY

On May 19, 1982, the Grand Junction City Council, pursuant to C.R.S. 1973, S31-25-807(4) (b) submitted amendments to the Plan of Development of the Grand Junction, Colorado, Downtown Development Authority to the Planning Commission for review and recommendations.

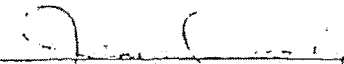
We have reviewed the proposed amendments in light of the Plan of Development as adopted by the City and the Downtown Development Authority and we have considered these amendments in light of the comments of the employees of the Planning Department, and in light of past policies for development and renovation and considered the questions and comments of the members of the Commission. After this review, we offer the following comments and recommendations:

1. The proposed amendments to the Plan of Development are consistent with the Downtown Development Strategy which has been adopted as an element of the Master Plan for Grand Junction, as well as consistent with other current policies.
2. The proposed amendments to include other areas within the boundary of the Downtown Development Authority are largely technical in nature, and the properties sought to be included are within the limits of the ultimate DDA boundary as defined in the Downtown Development Strategy and the DDA Plan of Development.

On the basis of this review, we find the proposed amendments to the Plan of Development to be consistent with existing City policies and not in conflict with development patterns on a City-wide basis.

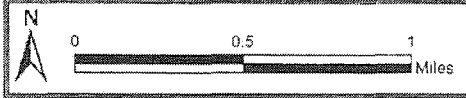
We, therefore, endorse the proposed amendments to the Plan of Development as being consistent with existing City policies and recommend that the City Council hold a Public Hearing on these amendments to the Plan of Development.

RESPECTFULLY SUBMITTED,



Tom Quimby

City of Grand Junction-DDA Boundary



Date: 9/12/2017
1 inch = 1,465 feet



CITY OF GRAND JUNCTION, COLORADO

ORDINANCE NO. 4765

**AN ORDINANCE AMENDING THE DOWNTOWN DEVELOPMENT AUTHORITY
PLAN OF DEVELOPMENT TO INCLUDE THE LAS COLONIAS BUSINESS PARK**

Recitals

The Plan of Development for the DDA was originally adopted in 1981 and needs to be updated to address the recent development opportunities along the Riverfront corridor. The Plan of Development identifies public improvements to the Las Colonias area including providing parks and other public improvements such as streetscape improvements and parking, but does not explicitly identify the proposed business-related improvements. The proposed amendment to the Plan of Development would identify the Las Colonias Business Park as a project under Section VII of the Plan of Development.

Pursuant to C.R.S. 31-25-807(4)(b), Prior to its approval of a plan of development, the governing body shall submit such plan to the planning board of the municipality, if any, for review and recommendations. The planning board shall submit its written recommendations with respect to the proposed plan of development to the governing body within thirty days after receipt of the plan for review.

After public notice and public hearing, the Planning Commission recommended approval of the amendment to the Plan of Development and the City Council finds that the proposed amendment is consistent with the approved Outline Development Plan for Las Colonias, as well as the City's overall vision, as included in the Comprehensive Plan, for this River District area. Further, the City Council finds that the plan will afford maximum opportunity, consistent with the sound need and plans of the municipality as a whole, for the development or redevelopment of the plan of development area.

**NOW, THEREFORE, BE IT ORDAINED BY THE CITY COUNCIL OF THE CITY OF
GRAND JUNCTION THAT THE DOWNTOWN DEVELOPMENT AUTHORITY PLAN
OF DEVELOPMENT BE AMENDED AS FOLLOWS:**

The Las Colonias Business Park will be added to page 38 of Section VII of the Plan of Development as project number 19 as proposed below:

19. Improvements will be made to the Las Colonias property located in the City's River District Corridor. Improvements include the development of public park amenities, including lakes and green spaces for public and

private use. Additional public improvements include utilities, parking, streets passive and active recreation, and streetscape improvements. These public improvements will be utilized to attract outdoor recreation businesses and manufacturers as well as riverfront retail and restaurants in order to spur development in the currently blighted area.

INTRODUCED on first reading the 20th day of September, 2017 and ordered published in pamphlet form.

ADOPTED on second reading the 4th day of October, 2017 and ordered published in pamphlet form.



President of the Council

ATTEST:



City Clerk



I HEREBY CERTIFY THAT the foregoing Ordinance, being Ordinance No. 4765 was introduced by the City Council of the City of Grand Junction, Colorado at a regular meeting of said body held on the 20th day of September, 2017 and that the same was published in The Daily Sentinel, a newspaper published and in general circulation in said City, in pamphlet form, at least ten days before its final passage.

I FURTHER CERTIFY THAT a Public Hearing was held on the 4th day of October, 2017, at which Ordinance No. 4765 was read, considered, adopted and ordered published in pamphlet form by the Grand Junction City Council.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the official seal of said City this 6th day of October, 2017.

W Winkelmann

City Clerk

Published: September 22, 2017
Published: October 6, 2017
Effective: November 5, 2017



9



734 S. 7th Street
Grand Junction, CO 81501

AFFIDAVIT OF INSERTION

Newspaper Information:

Contact Name: Linda Wilson
Newspaper Name: The Daily Sentinel
City/State: Grand Junction, CO
Phone #: 970-256-4292
Email: Linda.Wilson@gjsentinel.com

Advertiser Information:

Client Name: City of Grand Junction, City Clerk
Run Date(s): 12/16/17
Tag Line: Notice - Resolution No. 77-17
Ad Size: 3x6
PO# or Authorization: Janet Harrel

I verify that the above advertising appeared in the indicated publication in accordance to instructions specified on the advertising placement insertion order.

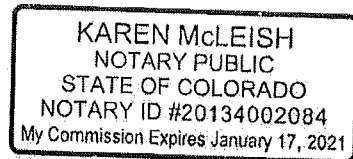
Before me, a notary public, personally appeared:

Signature: Linda Wilson Title: Account Executive

State of: Colorado Karen McLeish
Notary Public Signature and Seal

County of: Mesa

Sworn and Subscribed before me: Date January 17, 2018



NOTICE OF PUBLIC HEARING

6:00 P.M. Wednesday, December 20, 2017
Grand Junction City Hall Auditorium,
250 North 5th Street, Grand Junction, Colorado

Consideration of Resolution No. 77-17 to Confirm the Amendment of the Downtown Development Authority Plan of Development to Include the Las Colonias Business Park as the Area Covered by the Plan Amendment.

PUBLIC NOTICE IS HEREBY GIVEN that a hearing before the Grand Junction City Council on the above subject will be held **Wednesday, December 20, 2017 at 6:00 P.M.**, Grand Junction City Hall Auditorium, 250 N. 5th Street, Grand Junction, Colorado.

The City Council will conduct public discussion and may make decisions on the issue of amending the Downtown Development Authority Plan of Development.



Purpose: To discuss amending the development project under consideration all as more particularly described in Ordinance No. 4765, includes public facilities and improvements that can be used to support and encourage private redevelopment activities. The Las Colonias Business and Recreation Park is located on the north bank of the Colorado River, south of Riverside Parkway, between U.S. Highway 50/5th Street and 27 1/2 Road and is shown left on the inset map.

The Las Colonias Business and Recreation Park will provide public improvements to the Riverfront Corridor and help spur private investment in the area which aligns with the goals and objectives of the Plan of Development. Improvements will be made to the Las Colonias property located in the City's River District Corridor. Improvements include the development of public park amenities, including lakes and green spaces for public and private use. Additional public improvements include utilities, parking, streets, passive and active recreation, and streetscape improvements. These public improvements will be utilized to attract outdoor recreation businesses and manufacturers as well as riverfront retail and restaurants in order to spur development in the currently blighted area.

For additional information, updates or changes to the agenda please see www.gjcity.org

BY ORDER OF THE CITY CLERK GRAND JUNCTION, COLORADO
Wanda Winkelmann, MMC, City Clerk **Published: December 16, 2017**

STOREWIDE SALE

10

FEDERAL TAX CERTIFICATE

The undersigned hereby certifies for and on behalf of the City of Grand Junction, Colorado (the "City"), as to the following facts, estimates and circumstances:

1. In General.

1.1. The City is issuing and delivering, simultaneously with the delivery of this Federal Tax Certificate, its "City of Grand Junction, Colorado, Downtown Development Authority, Tax Increment Revenue Bonds, Series 2018" (the "Bonds").

1.2. The undersigned Finance Director of the City is one of the officers of the City delegated the responsibility for issuing the Bonds.

1.3. I am familiar with the proceedings of the City Council of the City (the "Council") taken preliminary to and in issuance of the Bonds, including the ordinance adopted by the Council on November 1, 2017, as amended by the ordinance adopted on April 4, 2018, authorizing the issuance of the Bonds (collectively, the "Bond Ordinance").

1.4. This Tax Certificate is for the purpose of establishing the reasonable expectations of the City as to future events relating to the Bonds pursuant to the Internal Revenue Code of 1986, as amended to the date hereof, and to the Regulations as specifically required by Regulation Section 1.148-2(b) and for the purpose of evidencing compliance with and setting forth procedures which are designed to comply with certain provisions of the Code and the Regulations.

1.5. To the best of my knowledge, information and belief, the expectations contained in this Tax Certificate are reasonable.

1.6. Capitalized terms used herein and in the Exhibits hereto shall have the meanings ascribed to such terms in the Bond Ordinance or as set forth in Exhibit A hereto.

2. Purposes of the Bonds. The Bonds are being issued for the purposes of financing a portion of the Project. Such purposes are permitted by the Plan, the 2007 Election, and the 2011 Election.

3. Cost of Project; No Overissuance.

3.1. The estimated total cost of the Project including the costs and expenses listed in Section 3.2 hereof is not less than \$10,000,000 plus the investment income expected to be earned thereon.

3.2. The estimated total cost of the Project set forth in Section 3.1 hereof will not be less than the amount received from the sale of the Bonds set forth in Section 4.1 hereof plus the investment income earned thereon.

4. Application of Sale Proceeds and Accrued Interest.

4.1. The net amount received by the City from the sale of the Bonds (the "Sale Proceeds") will be \$10,000,000, which amount consists of the par amount of the Bonds.

4.2. The Sale Proceeds and all investment income earned thereon is expected to be needed and fully expended as follows:

(i) an amount of the Sale Proceeds equal to \$680,500 will be deposited into a reserve account (the "Reserve Fund") as part of a reasonably required reserve fund for the Bonds; and

(ii) an amount of the Sale Proceeds equal to \$9,319,500 will be delivered to the City on the date hereof and be used to pay a portion of the costs of the Project and the costs of issuing the Bonds.

5. Expenditure, Time, and Due Diligence Tests. The City reasonably expects that at least 85% of the Net Sale Proceeds of the Bonds will be allocated to expenditures for the Project within three years of the date hereof. The City will incur within six months of the date hereof a substantial binding obligation (i.e., not subject to contingencies within the control of the City or a related party) to a third-party to expend at least 5% of the Net Sale Proceeds of the Bonds on the costs of the Project. The completion of the acquisition, construction, improvement, and equipping of the Project and the allocation of the Net Sale Proceeds of the Bonds to expenditures for the Project will proceed with due diligence.

6. No Replacement. No portion of the amounts received from the sale of the Bonds will be used as a substitute for other funds that were otherwise to be used as a source of financing for any of the purposes specified in Section 2 hereof and that have been or will be used to acquire, directly or indirectly, Investment Property producing a Yield in excess of the Yield of the Bonds.

7. Economic Life of Project. In accordance with Regulation Section 1.148-1(c) regarding the safe harbor against the creation of "replacement proceeds," the aggregate average reasonably expected economic life of the facilities that constitute the Project, determined as of the issue date, is at least 8.000 years. Ehlers, Inc., as the municipal advisor to the City (the "Municipal Advisor"), has certified that the average maturity of the Bonds is not greater than 9.392 years. The average maturity of the Bonds therefore does not exceed 120% of the average reasonably expected economic life of the facilities financed with the Bonds.

8. Debt Service Fund. The expected source of payment of the principal of and interest on the Bonds will be the Pledged Revenues and other moneys deposited from time to time to pay the principal of and interest on the Bonds as it becomes due as provided in the Bond Ordinance and the 2018 Loan Agreement. Such payments are deposited into the Bond Account (as defined in the 2018 Loan Agreement) to be used to pay the principal of and interest on the Bonds. Amounts deposited into the Bond Account will be depleted at least annually on or about December 15, except for a reasonable carryover amount, if any, not to exceed the greater of (i)

the earnings on the funds for the immediately preceding Bond Year, or (ii) one-twelfth (1/12) of the principal and interest payments on the Bonds for the immediately preceding Bond Year.

9. Reserve Fund. The Reserve Fund will be funded on the date hereof with a portion of the proceeds of the Bonds in the amount of \$680,500. Such amount is equal to the Reserve Account Requirement (as defined in the 2018 Loan Agreement) with respect to the Bonds. The Reserve Account Requirement does not exceed the least of the following amounts: ten percent (10%) of the proceeds of the Bonds, or one hundred percent (100%) of the maximum annual debt service on the Bonds, or one hundred twenty-five percent (125%) of average annual debt service on the Bonds. For this purpose, the term “proceeds” means the aggregate stated principal amount of the Bonds, unless there is more than a de minimis amount (as defined in Section 1.148-1(b) of the Regulations) of original issue discount or premium, in which case “proceeds” means issue price (determined without regard to Pre-issuance Accrued Interest). The Lender has certified that the funding of the Reserve Fund was a required condition precedent to the issuance of the Bonds.

10. Rebate Fund. All amounts to be deposited into the Rebate Fund and all amounts on deposit therein shall be paid to the Department of Treasury at the times and in the amounts required by this Federal Tax Certificate.

11. Application of Investment Earnings. Net investment earnings on amounts in any fund or account will be retained therein and used for the purposes thereof.

12. No Other Funds. Other than the Bond Account, no fund or account of any such fund which secures or otherwise relates to the Bonds has been established, nor are any funds or accounts expected to be established, pursuant to any instrument.

13. Single Issue. The City does not expect to issue other obligations which will be: (a) sold at substantially the same time as the Bonds (*i.e.*, less than 15 days apart); (b) sold pursuant to the same plan of financing with the Bonds; and (c) reasonably expected to be paid for from substantially the same source of funds as will be used to pay the Bonds.

14. Temporary Periods and Yield Limitations.

14.1. All amounts allocable to the costs of issuing the Bonds and all investment income thereon will be used for the payment of costs of issuance on or before one year from the date hereof. Such amounts may be invested without regard to Yield restriction and are subject to the Rebate Requirement.

14.2. The Proceeds of the Bonds used to finance the cost of the Project may be invested without regard to Yield restriction (subject to the Rebate Requirement) for a period not to exceed three years from the date hereof and, thereafter, shall be invested at a Yield not in excess of the Yield of the Bonds. Investment earning on obligations acquired with such proceeds may be invested without regard to Yield restriction (subject to the Rebate Requirement) for a period not exceeding three years from the date hereof or one year from the receipt thereof,

whichever is longer and, thereafter, shall be invested at a Yield not in excess of the Yield of the Bonds.

14.3. The amounts on deposit in the Reserve Fund, to the extent not in excess of the parameters set forth in Section 9 hereof, may be invested without regard to Yield restriction and are subject to the Rebate Requirement.

14.4. Amounts deposited in the Bond Account may be invested without regard to Yield restriction for a period not to exceed thirteen months from the date of deposit of such amounts to such fund.

14.5. Investment earnings on amounts deposited into the Bond Account may be invested without regard to Yield restriction for a period ending 13 months from the date of initial receipt and thereafter at a Yield not in excess of the Yield on the Bonds.

15. Bond Yield. The Yield of the Bonds, as calculated by the Municipal Advisor, is 3.3597%.

16. Rebate and Accounting. The City will comply with Exhibit B - Rebate and Exhibit C - Allocation and Accounting Rules throughout the term of the Bonds. There are several elections which must be made as of the date of issuance with respect to the Rebate Requirement.

(i) With respect to any reasonably required reserve fund, an election can be made not to include the earnings thereon in Available Construction Proceeds for purposes of calculating the two-year expenditure requirement. If this election is made, the earnings on the reserve fund are subject to the Rebate Requirement from the date of issuance. The City hereby does not make this election.

(ii) For purposes of demonstrating that the Bonds constitute a construction issue within the meaning of Section 148(f)(4)(C)(iv) of the Code, an election can be made, with respect to the provisions that are based on the City's reasonable expectations, to apply all of those provisions based on actual facts. The City hereby does make this election.

(iii) Where less than 75% of the Available Construction Proceeds of an issue are to be used for construction expenditures, such as where an issue is part construction and part non-construction, an election may be made to treat each portion as a separate issue. If this election is made, only one "issue" (the construction part) can qualify for the two-year rule. The City hereby does not make this election.

(iv) Where the expenditure requirements are not met, the City may elect to be subject to a penalty in lieu of being subject to the rebate rules. The penalty is the product of 1.5% and under-expended proceeds as of the end of the spending period. For each spending period, under-expended proceeds is the difference between the Available Construction Proceeds spent and the Available Construction Proceeds required to be spent according to the expenditure schedule. The penalty is to be recalculated and paid for each spending period until

the Bonds and any bonds issued to refund the Bonds are repaid. The penalty must be remitted within 90 days of the end of the spending period to which it relates. The City hereby does not make this election.

17. Prohibited Uses of Proceeds; Federal Guarantees; Miscellaneous.

17.1. None of the proceeds of the Bonds will be used (directly or indirectly) to acquire any Nongovernmental Output Property or to make or finance loans to persons other than Governmental Units, other than (i) loans which enable the borrower to finance any governmental tax or assessment of general application for specific essential governmental functions or (ii) loans which consist of investments in Nonpurpose Investments.

17.2. Not more than an amount which is less than 5% of the proceeds of the Bonds will be used to finance Output Facilities other than facilities for furnishing water, any portion of the output of which is dedicated to or otherwise made available for use by persons other than Governmental Units on a basis other than that provided to the general public.

17.3. Not more than 10% of the proceeds of the Bonds will be used (directly or indirectly) in a trade or business (or to finance facilities which are used in a trade or business) carried on by any person other than a Governmental Unit. Not more than 5% of the proceeds of the Bonds will be used (directly or indirectly) in a trade or business (or to finance facilities which are used in a trade or business) carried on by any person other than a Governmental Unit which private business use is not related to any governmental use or is disproportionate to governmental use, all as described in Section 141(b)(3) of the Code ("Unrelated or Disproportional Use"). For the purpose of this section, use as a member of the general public shall not be taken into account.

17.4. Section 17.3 shall apply only if the payment of 10% or more (5% more in the case of Unrelated or Disproportional Use) of the principal of or interest on the Bonds are (under the terms of the Bonds or any underlying arrangement) directly or indirectly secured by any interest in property used or to be used for a private business use or in payments in respect of such property or derived from payments whether or not to the City in respect of property or borrowed money used or to be used for a private business use (herein, the "Private Security or Payment Test"). In the instant case, the Bonds fail the private activity bond test because the Private Security or Payment Test is not and will not be satisfied. The Private Security or Payment with respect to the Bonds will be, in fact, satisfied if the present value (using the Yield of the Bonds as the discount factor for purposes hereof) of "both direct and indirect payments made by any non-governmental person that is treated as using the Project equal or exceeds the present value of 10% or more of the debt service on the Bonds. Payments for use of proceeds include payments whether or not they are made to the City that are in respect to the property that was financed with the Bonds, and are included even if not made by a private business user, if they are in respect to a property that is used in a private business use. Payments for use of proceeds do not, however, include any payment that is properly allocable to the payment of ordinary and necessary expenses directly attributable to the operation and maintenance of the financed property used by that person (for this purpose, general overhead and administrative expenses are not directly attributable to such operation and maintenance expenses). In addition,

a private payment that is used directly to acquire the property used by a non-governmental entity (for which the issuer makes a written indication within 60 days of the expenditure that the private payment is to be used for the property and for which, within 18 month after the later date the expenditure is made or the property is placed in service the issuer allocates the payment directly to the expenditure for the property), is not taken into account.

Special Application of the Private Security or Payment Test: Taking these rules into account, the possible sources of private payments for use of the Project are as follows:

Amounts the City receives with respect to the operation of the Two Rivers Convention Center ("TRCC"). The City has entered into a management contract with Pinnacle Venue Services to manage the TRCC. Although the City believes the management contract does not result in private use, the City is nonetheless aggregating any Potential Payments received with respect to the TRCC. The City shall aggregate all potential payments that have been received and are expected to be received as payments for the Private Payment or Security Test and expects that it will receive no private payments with respect to the TRCC that will exceed operation and maintenance expenses allocable to such private payments. The City expects that the TRCC will never be profitable but will monitor the payments it receives with respect to the TRCC on a yearly basis. Additionally, the City will monitor the expenses that constitute the operations and maintenance expenses of the TRCC on a yearly basis. Should the TRCC become profitable in any year, the TRCC shall notify Bond Counsel and obtain an opinion from Bond Counsel that the Private Security or Payment Test has not been satisfied.

17.5. The payment of the principal of and interest on the Bonds is not and will not be guaranteed directly or indirectly by the federal government within the meaning of Section 149(b) of the Code.

17.6. None of the amount received from the sale of the Bonds will be used to refund or refinance any Tax-Exempt Obligations including, for the purposes of this subsection only, Tax-Exempt Obligations which are specified private activity bonds as defined in Section 57(a)(5)(C) of the Code.

17.7. Not more than 50% of the proceeds of the Bonds will be invested in Nonpurpose Investments having a substantially guaranteed Yield for 4 or more years.

17.8. The City does not expect to sell or otherwise dispose of the projects financed by the Bonds before final retirement of the Bonds.

17.9. This Federal Tax Certificate is, in part, to serve as a guideline in implementing the requirements of Sections 141 to 150 of the Code. If regulations, rulings, announcements and notices validly promulgated under the Code contain requirements which differ from those outlined here which must be satisfied for the Bonds to be Tax-Exempt Obligations or in order to avoid the imposition of penalties under Section 148 of the Code, pursuant to the covenants contained in the Bond Ordinance, the City is obligated to take such steps as are necessary to comply with such requirements. If under those pronouncements, compliance with any of the requirements of this Federal Tax Certificate is not necessary to

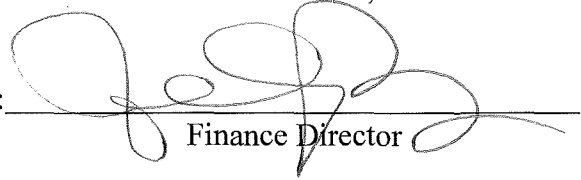
maintain the exclusion of interest on the Bonds from gross income and alternative minimum taxable income (except to the extent of certain adjustments applicable to corporations) or to avoid the imposition of penalties on the City under Section 148 of the Code, the City shall not be obligated to comply with that requirement. The City has been advised to seek the advice of competent counsel with a nationally recognized expertise in matters affecting exclusion of interest on municipal bonds from gross income in fulfilling its obligations under the Code to take all steps as are necessary to maintain the status of the Bonds as Tax-Exempt Obligations.

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Dated: May 24, 2018.

CITY OF GRAND JUNCTION, COLORADO

By:

A handwritten signature in black ink, consisting of several loops and flourishes, written over a horizontal line.

Finance Director

EXHIBIT A
DEFINITIONS

A.1. “Available Construction Proceeds” means, with respect to the Bonds, the amount equal to the sum of the issue price of the Bonds, earnings on such issue price, earnings on any amounts in a reasonably required reserve or replacement fund not funded by the Bonds and earnings on all of the foregoing earnings, less the amount of such issue price deposited in a reasonably required reserve or replacement fund and less the issuance costs financed by the Bonds. For purposes of this definition, earnings include earnings on any tax-exempt bond. Earnings on any reasonably required reserve or replacement fund are “Available Construction Proceeds” only to the extent that those earnings accrue before the earlier of (i) the date construction is substantially completed or (ii) the date that is two years after the issue date. For this purpose, the date construction is substantially completed is either the date that the construction financed with the proceeds of the Bonds is substantially complete or the date on which construction is abandoned. In no event, however, will construction be considered substantially completed earlier than the date that the City has spent Available Construction Proceeds on the construction in an amount equal to at least 90% of the total cost of construction that the City reasonably expects as of such date will be financed with proceeds of the Bonds. If only a portion of the construction is abandoned, the date of substantial completion is the date that the non-abandonment portion of the construction is substantially completed.

A.2. “Bond Year” means the one-year period (or, in the case of the first Bond Year, the shorter period from the date of issue of the Bonds) ending on the day in the calendar year that is selected by the City. If no day is selected by the City before the earlier of the final maturity of the Bonds or the date that is five years after the date of issue, each Bond Year ends at the close of business on the day preceding the anniversary date of the issue date and on the final maturity date.

A.3. “Code” means the Internal Revenue Code of 1986, as amended to the date of the Tax Certificate to which this exhibit is attached.

A.4. “Commingled Fund” means any fund or account containing both Gross Proceeds of an issue and amounts in excess of \$25,000 that are not Gross Proceeds of that issue if the amounts in the fund or account are invested and accounted for collectively, without regard to the source of funds deposited in the fund or account.

A.5. “Computation Date” means each date on which the Rebate Amount for an issue is computed.

A.6. “Computation Date Credit” means with respect to an issue a credit of \$1,000 against the rebatable arbitrage on (i) the last day of each Bond Year during which there are amounts allocated to Gross Proceeds of an issue subject to the Rebate Requirement; and (ii) the final maturity date for an issue.

A.7. “Computation Period” means the period between Computation Dates. The first Computation Period begins on the date hereof and ends on the first Computation Date. Each

succeeding Computation Period begins on the date immediately following the Computation Date and ends on the next Computation Date.

A.8. “Constructed Personal Property” means Tangible Personal Property (or, if acquired pursuant to a single acquisition contract, properties) or Specially Developed Computer Software if a substantial portion of the property or properties is completed more than 6 months after the earlier of the date construction or rehabilitation commenced and the date the City entered into an acquisition contract; based on the reasonable expectations of the City, if any, or representations of the person constructing the property, with the exercise of due diligence, completion of construction or rehabilitation (and delivery to the City) could not have occurred within that 6-month period; and if the City itself builds or rehabilitates the property, not more than 75% of the capitalizable cost if attributable to property acquired by the City (such as components, raw materials, and other supplies).

A.9. “Construction Expenditures” means capital expenditures (i.e., costs of a type that are properly chargeable to a capital account, or that would be so chargeable with a proper election under general federal income tax principles or with the application of the definition of “Placed in Service”) that, on or before the date the property financed by the expenditures is placed in service, are allocable to the cost of (i) Constructed Personal Property or (ii) Real Property (other than expenditures for the acquisition of any interest in land and the acquisition of any interest in existing Real Property other than land, except that expenditures are not for the acquisition of an interest in existing Real Property other than land if the purchase contract requires the seller to build or install the property (such as under a “turnkey contract”) and the property has not been built or installed at the time the parties enter into the contract, provided that, if the property has been partially built or installed at the time the parties enter into the contract, expenditures that are allocable to the portion of the property built or installed before that time are expenditures for the acquisition of existing Real Property).

A.10. “Governmental Unit” means a state or political subdivision thereof. Such term does not include the United States or any agency or instrumentality thereof.

A.11. “Gross Proceeds” means the Proceeds of the Bonds and any Replacement Proceeds for the Bonds.

A.12. “Investment Proceeds” means any amounts actually or constructively received from investing Proceeds of the Bonds.

A.13. “Investment Property” means any security or obligation within the meaning of Section 148(b)(2) of the Code, any annuity contract, any interest in any residential rental property for family units which is not located within the jurisdiction of the issuer, any “specified private activity bond” within the meaning of Section 57(a)(5)(c) of the Code, and any other “Investment-Type Property.”

A.14. “Investment-Type Property” means any property that is held principally as a passive vehicle for the production of income. A prepayment for property or services is Investment-Type Property if a principal purpose for repaying is to receive an investment return

from the time the prepayment is made until the time payment would otherwise be made. A prepayment is not Investment-Type Property if prepayments on substantially the same terms are made by a substantial percentage of persons who are similarly situated to the issuer but who are not beneficiaries of tax-exempt financing.

A.15. “Multipurpose Issue” means an issue that is used for two or more separate governmental purposes.

A.16. “Net Sale Proceeds” means Sale Proceeds, less the portion of those Sale Proceeds invested in a reasonably required reserve or replacement fund.

A.17. “Nongovernmental Output Property” means any property (or interest therein) which prior to the date such property was acquired by the issuer was used (or held for use) by a person other than a governmental unit, in connection with an Output Facility (other than a facility for the furnishing of water), as provided in Section 141(d) of the Code.

A.18. “Nonpurpose Investment” means any Investment Property that is not a Purpose Investment.

A.19. “Output Facility” means electric and gas generation, transmission, distribution, and related facilities, and water collection, storage and distribution facilities according to Section 141(b)(4) of the Code.

A.20. “Payment” means:

a. amounts actually or constructively paid to acquire a Nonpurpose Investment (or treated as paid to a Commingled Fund);

b. in the case of a Nonpurpose Investment that is first allocated to an issue on a date after it is actually acquired (e.g., an investment that becomes allocable to Transferred Proceeds or to Replacement Proceeds) or that becomes subject to the Rebate Requirement on a date after it is actually acquired (e.g., an investment allocated to a reasonably required reserve or replacement fund for a construction issue at the end of the two-year spending period), the Value of that investment on that date;

c. in the case of a Nonpurpose Investment that was allocated to an issue at the end of the preceding Computation Period, the Value of that Nonpurpose Investment at the beginning of the Computation Period; and

d. the Computation Date Credit.

A.21. “Pre-issuance Accrued Interest” means amounts representing interest that has accrued on an obligation for a period of not greater than one year before its issue date but only if those amounts are paid within one year after the date hereof.

A.22. "Present Value" in general means with respect to an investment on any date an amount equal to the present value of all unconditionally payable Receipts to be received from and Payments to be paid for the investment after that date, using the Yield on the investment as the discount rate. Present value of an investment is computed under the economic accrual method, using the same compounding interval and financial conventions used to compute the Yield of the Bonds.

A.23. "Proceeds" of the Bonds means any Sale Proceeds, Investment Proceeds and Transferred Proceeds of an issue.

A.24. "Purpose Investment" means an investment that is acquired to carry out the governmental purpose of an issue.

A.25. "Qualified Administrative Costs" means reasonable, direct administrative costs, other than carrying costs, such as separately stated brokerage and selling commissions that are comparable to those charged nongovernmental entities in transactions not involving tax-exempt bond proceeds, but not legal and accounting fees, recordkeeping, custody or similar costs. For a guaranteed investment contract, a broker's commission paid on behalf of either an issuer or the provider is not a Qualified Administrative Cost to the extent that the commission exceeds the lesser of (i) \$37,000 and (ii) 0.2% of the amount of Gross Proceeds the issuer reasonably expects, as of the date the contract is acquired, to be deposited in the guaranteed investment contract over the term of the contract or, if more, \$3,000.

A.26. "Real Property" means land and improvements thereto, such as buildings or other inherently permanent structures, including interests in real property. For example, Real Property includes wiring in a building, plumbing systems, central heating or air-conditioning systems, pipes or ducts, elevators, escalators installed in a building, paved parking areas, roads, wharves and docks, bridges, and sewage lines.

A.27. "Reasonable Retainage" means an amount, not to exceed 5% of Available Construction Proceeds as of the end of the fourth spending period, that is retained for reasonable business purposes relating to the property financed with the proceeds of the Bonds, such as to ensure or promote compliance with the terms of a construction contract. Retainage is reasonable if the retained amount is not yet payable, or, at the end of the 2-year period following the issue date, the City determines that an actual dispute exists regarding either completion of construction or payment.

A.28. "Rebate Amount" means with respect to the Bonds, the amount computed as described in Exhibit B to the Tax Certificate.

A.29. "Rebate Fund" means the separate fund established by the City as described in Section 10 of the Tax Certificate.

A.30. "Rebate Requirement" shall have the meaning ascribed thereto in Exhibit B to the Tax Certificate.

A.31. “Receipt” means:

a. amounts actually or constructively received from a Nonpurpose Investment (including amounts treated as received from a Commingled Fund);

b. in the case of a Nonpurpose Investment that ceases to be allocated to an issue before its disposition or redemption date (e.g., an investment that becomes allocable to Transferred Proceeds of another issue or that ceases to be allocable to the issue pursuant to the Universal Cap) or that ceases to be subject to the Rebate Requirement on a date earlier than its disposition or redemption date (e.g., an investment allocated to a fund initially subject to the Rebate Requirement but that subsequently qualifies as a bona fide debt service fund), the Value of that Nonpurpose Investment on that date; and

c. in the case of a Nonpurpose Investment that is held at the end of a Computation Period, the Value of that Nonpurpose Investment at the end of that Computation Period.

A.32. “Regulations” means the Treasury Regulations promulgated under Sections 103 and 141 through 150 of the Code and, to the extent applicable, any subsequent amendments to such regulations or any successor regulations.

A.33. “Replacement Proceeds” means amounts that have a sufficiently direct nexus to an issue to conclude that the amounts would have been used for that governmental purpose if the Proceeds of the issue were not used or to be used for that governmental purpose. For this purpose, “governmental purposes” include the expected use of amounts for the payment of debt service on a particular date. The mere availability or preliminary earmarking of amounts for a governmental purpose, however, does not in itself establish a sufficient nexus to cause those amounts to be Replacement Proceeds. Replacement Proceeds include, but are not limited to, amounts held in a sinking fund or a pledged fund. For these purposes, an amount is pledged to pay principal of or interest on an issue if there is reasonable assurance that the amount will be available for such purposes in the event that the issuer encounters financial difficulties.

A.34. “Reserve or Replacement Fund” includes any reasonably required reserve or replacement fund (as described in Section 148(d) of the Code), any fund reasonably expected to be used to pay the principal of or interest on the Bonds (including any sinking fund (as defined in Regulation Section 1.148-1(c)(2)) for the Bonds and any bona fide debt service fund (as defined in Regulation Section 1.148-1(b)), any fund pledged directly or indirectly to the payment of the Bonds in such a manner that the owners of the Bonds have a reasonable assurance that the fund will be available to directly or indirectly pay debt service on the Bonds if the City encounters financial difficulties, and any other amounts treated as being in a reserve or replacement fund by the Regulations.

A.35. “Sale Proceeds” means any amounts actually or constructively received by the City from the sale of the Bonds, including amounts used to pay underwriter’s discount or compensation and interest other than Pre-issuance Accrued Interest.

A.36. “Specially Developed Computer Software” means any program or routine used to cause a computer to perform a desired task or set of tasks, together with the documentation required to describe and maintain such program, provided that the software is specially developed and is functionally related and subordinate to Real Property or other Constructed Personal Property.

A.37. “Tangible Personal Property” means any tangible property except Real Property and includes interests in tangible personal property (e.g., machinery that is not a structural component of a building and furnishings).

A.38. “Tax Certificate” means the Federal Tax Certificate delivered by the City in connection with the issuance of the Bonds.

A.39. “Tax-Exempt Obligation” means any obligation the interest on which is excluded from gross income under Section 103(a) of the Code and which is not a specified private activity bond as defined in Section 57(a)(5)(C) of the Code. Such term includes an interest in a regulated investment company to the extent that at least 95% of the income to the holder of the interest is interest that is excludable from gross income under Section 103(a) of the Code.

A.40. “Transferred Proceeds” shall have the meaning given in Section 1.148-1(b) of the Regulations.

A.41. “Universal Cap” means the Value of all then outstanding bonds of the issue.

A.42. “Value (of a Bond)” means with respect to a bond issued with not more than 2% original issue discount or original issue premium, the outstanding principal amount, plus accrued unpaid interest; for any other bond, its Present Value.

A.43. “Value (of an Investment)” means any of the following:

a. with respect to an investment with not more than 2% original issue discount or original issue premium, the outstanding stated principal amount, plus accrued unpaid interest;

b. with respect to a fixed rate investment, its Present Value;

c. except as provided in (d), with respect to any investment, its fair market value; or

d. with respect to any yield-restricted investment, its Present Value.

A.44. “Yield of the Bonds” means the discount rate that, when used in computing the Present Value as of the issue date of all unconditionally payable payments of principal, interest,

and fees for qualified guarantees reasonably expected to be paid on the issue produces an amount equal to the Present Value, using the same discount rate, of the aggregate issue price on the Bonds of the issue as of the issue date. Mandatory and expected contingent redemptions are taken into account, based on reasonable expectations as of the issue date. If Bonds subject to mandatory redemption have a stated redemption price at maturity in excess of one-fourth of one percent multiplied by the product of the stated redemption price at maturity and the number of years to their weighted average maturity date (determined by taking into account the mandatory redemption schedule), then, in computing Yield of the Bonds, such bonds are treated as redeemed at their Present Value; otherwise such bonds are treated as redeemed at their outstanding stated principal amount plus accrued unpaid interest. Optional redemptions are not taken into account in determining the Yield of the Bonds unless they satisfy one of the three following conditions:

a. The Bonds are subject to optional redemption within 5 years of the issue date and the Yield on the issue computed by assuming all Bonds so subject to redemption are redeemed at maturity is more than one-eighth of one percent higher than the Yield on that issue computed by assuming all such Bonds are redeemed at the earliest date for their redemption;

b. The Bonds are issued at an issue price that exceeds the stated redemption price at maturity by more than one-fourth of one percent multiplied by the product of the stated redemption price at maturity and the number of complete years to the first optional redemption date (e.g., an original issue premium in excess of 2.5% in the case of a 10-year no call bond); or

c. The Bond subject to optional redemption bears interest at increasing interest rates (i.e., a stepped coupon bond).

A.45. “Yield of an Investment” means the discount rate that, when used in computing the Present Value of all unconditionally payable Receipts from the investment, produces an amount equal to the Present Value of all unconditionally payable Payments for the investment. Unless otherwise decided by the City, the Yield on any investments and the Yield of the Bonds shall be calculated using a 360-day year and a semi-annual compounding interval.

EXHIBIT B REBATE

B.1. Generally. In order to implement the provisions of Section 148(f) of the Code, the City will establish a separate fund called the Rebate Fund into which will be deposited any amount required to be rebated to the federal government pursuant to Section 148(f) of the Code. Section 148(f) of the Code requires that certain earnings on Nonpurpose Investments allocable to the Gross Proceeds of the Bonds be paid to the federal government to prevent the Bonds from being arbitrage bonds. The arbitrage that must be rebated is based on the difference between the amount actually earned on Nonpurpose Investments and the amount that would have been earned if those investments had a Yield equal to the Yield of the Bonds. As of any date, the Rebate Amount for the Bonds is the excess of the future value, as of that date, of all Receipts on Nonpurpose Investments over the future value, as of that date, of all Payments on Nonpurpose Investments (taking into account that the Computation Date Credit is a Payment on Nonpurpose Investments). The future value of a Payment or Receipt at the end of any period is determined using the economic accrual method and equals the value of that Nonpurpose Payment or Receipt when it is paid or received (or treated as paid or received), plus interest assumed to be earned and compounded over the period at a rate equal to the Yield of the Bonds, using the same compounding interval and financial conventions used to compute the Yield of the Bonds. In order to meet the Rebate Requirements of the Code, unless Subsection B.10, B.11, or B.12 applies or unless during each Bond Year all Gross Proceeds are invested at a Yield that is less than the Yield of the Bonds or are invested in Tax-Exempt Obligations, the City will comply with and take the action required by this Exhibit B.

B.2. Computation Dates. The City may treat any date as a Computation Date. After the first required rebate payment is made, the City must consistently treat either the end of each Bond Year or the end of each fifth Bond Year as Computation Dates and may not change these Computation Dates after the first rebate payment is made.

B.3. Final Computation Date. The date that the Bonds are discharged is the Final Computation Date. For an issue retired within three years of the issue date, however, the Final Computation Date need not occur before the end of 8 months after the issue date or during the period in which the City reasonably expects that any of the spending exceptions to the Rebate Requirement will apply to the issue.

B.4. Amount of Required Rebate Installment Payments. For Computation Dates other than the Final Computation Date, the City must rebate an amount that when added to the future value, as of that Computation Date, of previous rebate payments made for the Bonds, equals at least 90% of the rebate amount as of that date. In all events, the first rebate payment must be made for a Computation Date that is not later than five years after the issue date and subsequent payments must be made for a Computation Date that is not later than five years after the previous Computation Date for which a payment was made. For the Final Computation Date, a final rebate payment must be paid in an amount that, when added to the future value of previous rebate payments made for the Bonds, equals 100% of the rebate amount as of that date.

B.5. Bona Fide Debt Service Fund Exception. As the Bonds are not private activity bonds and have an average maturity of greater than five years and a fixed rate of interest, amounts earned on moneys in the Bond Account shall not be taken into account for purposes of complying with the Rebate Requirement.

B.6. Time and Manner of Rebate Payment. Each rebate payment must be paid no later than 60 days after the Computation Date to which the payment relates. Any rebate payment paid within this 60-day period may be treated as paid on the Computation Date to which it relates. Each payment made pursuant to the requirements of this Exhibit shall be filed with the Internal Revenue Service Center, Ogden, Utah 84201, and shall be accompanied by Form 8038-T.

B.7. Penalty in Lieu of Loss of Tax Exemption. The failure to pay the correct Rebate Amount when required will cause the Bonds to be arbitrage bonds, unless the Commissioner determines that the failure was not caused by willful neglect and the City promptly pays a penalty to the United States. If no Bond of the issue is a "private activity bond" (other than a qualified 501(c)(3) bond), the penalty equals 50% of the Rebate Amount not paid when required to be paid, plus interest on that amount. Otherwise, the penalty equals 100% of the Rebate Amount not paid when required to be paid, plus interest on that amount. Interest accrues at the underpayment rate under Section 6621 of the Code, beginning on the date the correct Rebate Amount is due and ending on the date 10 days before it is paid. The penalty is automatically waived if the Rebate Amount that the City failed to pay plus interest is paid within 180 days after discovery of the failure, unless, the Commissioner determines that the failure was due to willful neglect, or the issue is under examination by the Commissioner at any time during the period beginning on the date the failure first occurred and ending on the date 90 days after the receipt of the Rebate Amount. Generally, extensions of this 180-day period and waivers of the penalty in other cases will be granted by the Commissioner only in unusual circumstances.

B.8. Recovery of Overpayment of Rebate. The City may recover an overpayment for an issue of Tax-Exempt Obligations by establishing to the satisfaction of the Commissioner that the overpayment occurred. An overpayment is the excess of the amount paid to the United States for an issue under Section 148 of the Code over the sum of the Rebate Amount for the issue as of the most recent Computation Date and all amounts that are otherwise required to be paid under Section 148 of the Code as of the date the recovery is requested. Notwithstanding the preceding sentence, an overpayment may be recovered only to the extent that a recovery on the date that it is first requested would not result in an additional Rebate Amount if that date were treated as a Computation Date. Furthermore, except for overpayments in certain limited circumstances, an overpayment of less than \$5,000 may not be recovered before the Final Computation Date.

B.9. Recordkeeping Requirement. The City must retain records of the determination of its Rebate Requirement until six years after the retirement of the last obligation of the issue.

B.10. Six Month Exception to Rebate. Notwithstanding anything in this Exhibit B to the contrary, if all of the Gross Proceeds of the Bonds (other than amounts on deposit in a bona fide debt service fund) have been expended for the purpose of the issue by no later than the day which is six months after the date of issue of the Bonds, then the Rebate Amount shall be zero

until such time as amounts are received, which amounts are held in a sinking fund or any other fund pledged to or expected to be used to pay debt service or such time as any other amounts are pledged as security for the Bonds, and not expended on the payment of principal or interest on the Bonds within 13 months of the date of their receipt. The six-month exception provided by the previous sentence shall apply in the event that Gross Proceeds of the Bonds (other than amounts on deposit in a bona fide debt service fund) in an amount equal to the lesser of 5% of the proceeds of the Bonds or \$100,000 have not been expended by the date which is six months after the date the Bonds are issued if all of such Gross Proceeds are expended within one year of the date the Bonds are issued. The six-month exception provided by this paragraph is inapplicable if any reserve fund, sinking fund or pledged fund other than a debt service fund is maintained for the Bonds, whether or not funded from proceeds of the Bonds, except that if a reasonably required reserve or replacement fund (as described in Section 148(d) of the Code) has been established for the Bonds and all of the Gross Proceeds of the Bonds other than amounts in that reasonably required reserve and replacement fund and amounts deposited in a bona fide debt service fund for the Bonds qualify for the six-month exception described in this Section B.10, then the Rebate Amount need only be calculated with respect to all amounts not required to be spent within six months, after such six-month period.

B.11. Two-Year Construction Exception. Notwithstanding anything in this Exhibit B to the contrary, if 75% of the Available Construction Proceeds of an issue of governmental bonds, 501(c)(3) bonds or private activity bonds used to finance property to be owned by a governmental unit or a 501(c)(3) organization are to be used for Construction Expenditures, and all of the Available Construction Proceeds of such issue are reasonably expected, as of the issue date, to be spent (or, at the election of the City on or before the issue date, are actually spent) for the governmental purposes of the Bonds within 24 months from the date hereof according to the schedule set forth below, then the Available Construction Proceeds and the Gross Proceeds of the Bonds used to pay costs of issuance of the Bonds will not be subject to the Rebate Requirement. The applicable schedule of expenditures is as follows:

- (i) 10% within 6 months of the date hereof (the “first spending period”),
- (ii) 45% within 1 year of the date hereof (the “second spending period”),
- (iii) 75% within 18 months of the date hereof (the “third spending period”), and
- (iv) 100% within 2 years of the date hereof (the “fourth spending period”).

If 95% of the Available Construction Proceeds are spent within 24 months and the extra 5% is needed as a Reasonable Retainage and such amount is spent within three years of the date hereof, the above schedule will be treated as met. For the first three spending periods described above, Available Construction Proceeds include the amount of future earnings that the City reasonably expected as of the issue date. For the fourth spending period described above,

Available Construction Proceeds include the actual earnings received. Earnings that accrue after the end of the 2-year spending period are not part of the Available Construction Proceeds for purposes of this 5% limitation, but are part of Available Construction Proceeds for all other purposes of this subsection. The governmental purposes of the Bonds include payments of interest on but not payments of principal of the Bonds and payments of principal of and interest on other obligations of the City, which interest either (i) accrues on such other obligations during a one-year period including the issue date, (ii) is a capital expenditure as defined in Regulation Section 1.150-1(b), or (iii) is a working capital expenditure as defined in Regulation Section 1.150-1(b).

If the requirements of this two-year exception are not met, the Rebate Requirement is to be calculated as otherwise described in this Exhibit B as of the date of issuance. In the event the Bonds satisfy all requirements necessary to qualify for the exemption from the Rebate Requirement described in this subsection, the City may nevertheless subsequently elect to disregard the available exemption from the Rebate Requirement with respect to the Bonds.

There are several elections which may be made as of the date of issuance with respect to these rules. Such elections are set forth in Section 16 of the Tax Certificate.

With respect to amounts on deposit in the Reserve Fund, the City understands it must in all cases comply with the Rebate Requirement for the period following the end of the two-year period (or earlier if the Project is substantially completed before such date).

B.12. 18-Month Rebate Exception. Notwithstanding anything in this Exhibit B to the contrary, if (i) the Gross Proceeds of the Bonds are allocated to expenditures for a governmental purpose of the Bonds within 18 months of the date hereof in accordance with the schedule set forth below, (ii) the Rebate Requirement is met for all amounts not required to be spent in accordance with the 18-month expenditure schedule (as set forth in Regulation Section 1.148-7(c)(3)) (other than earnings on a bona fide debt service fund) and (iii) all of the Gross Proceeds of the Bonds (as defined in Regulation Section 1.148-7(d)(3)(i)) qualify for the initial temporary period under Regulation Section 1.148-2(e)(2), then the Gross Proceeds of the Bonds will not be subject to the Rebate Requirement. The applicable schedule of expenditures is as follows:

- (i) 15% within 6 months of the date hereof (the “first spending period”),
- (ii) 60% within 12 months of the date hereof (the “second spending period”), and
- (iii) 100% within 18 months of the date hereof (the “third spending period”).

The Bonds will not fail to satisfy the spending requirement for the third spending period as a result of a Reasonable retainage if the Reasonable Retainage is allocated to expenditures within 30 months of the date hereof. For purposes of this rebate exception, Reasonable

Retainage refers to the end of the 18-month period, rather than the 24-month period. For purposes of determining compliance with the first two spending periods set forth above, the amount of investment proceeds included in Gross Proceeds of the Bonds is determined based on the City's reasonable expectations on the date hereof.

The 18-month rebate exception may not be available for any portion of the Bonds that is treated as meeting the 2-year construction rebate exception described in subsection B.11 above.

EXHIBIT C ALLOCATION AND ACCOUNTING RULES

C.1. General Rule. The City may use any reasonable, consistently applied accounting method to account for Gross Proceeds, investments and expenditures of the issue. An accounting method is “consistently applied” if it is applied uniformly within a Fiscal Period (as defined below) and between Fiscal Periods to account for Gross Proceeds of an issue and any amounts that are in a Commingled Fund.

C.2. Allocations of Gross Proceeds to an Issue. Amounts are allocable to only one issue at a time as Gross Proceeds. Amounts cease to be allocated to the issue as Proceeds only when those amounts (i) are allocated to an expenditure for a governmental purpose; (ii) are allocated to Transferred Proceeds of another issue of obligations; or (iii) cease to be allocated to that issue at retirement of the issue or under the Universal Cap.

C.3. Allocation of Gross Proceeds to Investments. Upon the purchase or sale of a Nonpurpose Investment, Gross Proceeds of the issue are not allocated to a payment for that Nonpurpose Investment in an amount greater than, or to a receipt from that Nonpurpose Investment in an amount less than, the fair market value of the Nonpurpose Investment as of the purchase or sale date. The fair market value of a Nonpurpose Investment is adjusted to take into account Qualified Administrative Costs allocable to the investment. Thus, Qualified Administrative Costs increase the payments for, or decrease the receipts from, a Nonpurpose Investment.

C.4. Allocation of Gross Proceeds to Expenditures. Reasonable accounting methods for allocating funds from different sources to expenditures for the same governmental purpose include a “specific tracing” method, a “gross-proceeds-spent-first” method, a “first-in-first-out” method or a ratable allocation method, so long as the method used is consistently applied. An allocation of Gross Proceeds of an issue to an expenditure must involve a current outlay of cash for a governmental purpose of the issue. A current outlay of cash means an outlay reasonably expected to occur not later than five banking days after the date as of which the allocation of Gross Proceeds to the expenditure is made.

C.5. Commingled Funds. All Payments and Receipts (including deemed Payments and Receipts) on investments held by a Commingled Fund must be allocated (but not necessarily distributed) among each different source of funds invested in the Commingled Fund in accordance with a consistently applied, reasonable ratable allocation method. Reasonable ratable allocation methods include, without limitation, methods that allocate Payments and Receipts in proportion to either (i) the average daily balances of the amounts in the Commingled Fund from each different source of funds during any consistent time period within its fiscal year, but at least quarterly (the “Fiscal Period”); or (ii) the average of the beginning and ending balances of the amounts in the Commingled Fund from each different source of funds for a Fiscal Period that does not exceed one month.

Funds invested in the Commingled Fund may be allocated directly to expenditures for governmental purposes pursuant to a reasonable consistently applied accounting method. If a ratable allocation method is used to allocate expenditures from the Commingled Fund, the same ratable allocation method must be used to allocate Payments and Receipts on investments in the Commingled Fund.

Generally a Commingled Fund must treat all its investments as if sold at fair market value either on the last day of the fiscal year or on the last day of each Fiscal Period. The net gains or losses from these deemed sales of investments must be allocated to each different source of funds invested in the Commingled Fund during the period since the last allocation. This mark-to-market requirement does not apply if (i) the remaining weighted average maturity of all investments held by a Commingled Fund during a particular fiscal year does not exceed 18 months, and the investments held by the Commingled Fund during that fiscal year consist exclusively of obligations; or (ii) the Commingled Fund operated exclusively as a reserve fund, sinking fund or replacement fund for two or more issues of the same issuer. Subject to the Universal Cap limitation, and the principle that amounts are allocable to only one issue at a time as Gross Proceeds, investments held by a Commingled Fund that serves as a common reserve fund, replacement fund or sinking fund must be allocated ratably among the issues served by the Commingled Fund in proportion to either (i) the relative values of the bonds of those issues; (ii) the relative amounts of the remaining maximum annual debt service requirements on the outstanding principal amounts of those issues; or (iii) the relative original stated principal amounts of the outstanding issues.

C.6. Universal Cap. Amounts that would otherwise be Gross Proceeds allocable to an issue are allocated (and remain allocated) to the issue only to the extent that the Value of the Nonpurpose Investments allocable to those Gross Proceeds does not exceed the Value of all outstanding bonds of the issue. Nonpurpose Investments allocated to Gross Proceeds in a bona fide debt service fund for an issue are not taken into account in determining the Value of the Nonpurpose Investments, and those Nonpurpose Investments remain allocated to the issue. To the extent that the Value of the Nonpurpose Investments allocable to the Gross Proceeds of the issue exceed the value of all outstanding bonds of that issue, an issuer should seek the advice of Bond Counsel for the procedures necessary to comply with the Universal Cap.

C.7. Expenditure for Working Capital Purposes. Subject to certain exceptions, the Proceeds of an issue may only be allocated to “working capital expenditures” as of any date to the extent that those expenditures exceed “available amounts” as of that date (i.e., “proceeds-spent-last”).

For purposes of this section, “working capital expenditures” include all expenditures other than “capital expenditures.” “Capital expenditures” are costs of a type properly chargeable (or chargeable upon proper election) to a capital account under general federal income tax principles. Such costs include, for example, costs incurred to acquire, construct, or improve land, buildings and equipment having a reasonably expected useful life in excess of one year. Thus, working capital expenditures include, among other things, expenditures for current operating expenses and debt service.

For purposes of this Exhibit, “available amount” means any amount that is available to an issuer for working capital expenditure purposes of the type financed by the issue. Available amount excludes Proceeds of the issuance but includes cash, investments and other amounts held in accounts or otherwise by an issuer for working capital expenditures of the type being financed by the issue without legislative or judicial action and without a legislative, judicial, or contractual requirement that those amounts be reimbursed. Notwithstanding the preceding sentence, a “reasonable working capital reserve” is treated as unavailable. A working capital reserve is reasonable if it does not exceed 5% of the actual working capital expenditures of an issuer in the fiscal year before the year in which the determination of available amounts is made. For purpose of the preceding sentence only, in determining the working capital expenditures of an issuer for a prior fiscal year, any expenditures (whether capital or working capital expenditures) that are paid out of current revenues may be treated as working capital expenditures.

The proceeds-spent-last requirement does not apply to expenditures to pay (i) any Qualified Administrative Costs; (ii) fees for qualified guarantees of the issue or payments for a qualified hedge for the issue; (iii) interest on the issue for a period commencing on the issue date and ending on the date that is the later of three years from the issue date or one year after the date on which the financed project is placed in service; (iv) to the United States for Yield reduction payments (including rebate payments) or penalties for the failure to meet the spend down requirements associated with certain spending exceptions to the Rebate Requirement; (v) costs, other than those described in (i) through (iv) above, that do not exceed 5% of the Sale Proceeds of an issue and that are directly related to capital expenditures financed by the issue (e.g., initial operating expenses for a new capital project); (vi) principal or interest on an issue paid from unexpected excess sale or investment proceeds; (vii) principal or interest on an issue paid from investment earnings on a Reserve or Replacement Fund that are deposited in a bona fide debt service fund; and (viii) principal, interest, or redemption premium on a prior issue and, for a crossover refunding issue, interest on that issue. Notwithstanding the preceding paragraph, the exceptions described above do not apply if the allocation merely substitutes Gross Proceeds for other amounts that would have been used to make those expenditures in a manner that gives rise to Replacement Proceeds.

C.8. Prohibited Investments and Dispositions. Upon the purchase or sale of a Nonpurpose Investment, Gross Proceeds of an issue are not allocated to a Payment for that Nonpurpose Investment in an amount greater than, or to a Receipt from that Nonpurpose Investment in an amount less than, the fair market value of the Nonpurpose Investment as of the purchase or sale date. The fair market value of a Nonpurpose Investment is adjusted to take into account Qualified Administrative Costs allocable to the investment. Thus, Qualified Administrative Costs increase the Payments for, or decrease the Receipt from, a Nonpurpose Investment.

C.9. Valuation of Investments - Fair Market Value. The fair market value of an investment is the price at which a willing buyer would purchase the investment from a willing seller in a bona fide arm’s-length transaction. Fair market value generally is determined on the date on which a contract to purchase or sell the Nonpurpose Investment becomes binding (i.e., the trade date rather than the settlement date). An investment that is not of a type traded on an

established securities market, within the meaning of Section 1273 of the Code, is rebuttably presumed to be acquired or disposed of for a price that is not equal to its fair market value. The fair market value of a United States Treasury obligation that is purchased directly from the United States Treasury is its purchase price.

C.10. Certificates of Deposit. A certificate of deposit that has a fixed interest rate, a fixed payment schedule, and a substantial penalty for early withdrawal shall be treated as purchased at its fair market value if the Yield on the certificate of deposit is not less than (i) the Yield on reasonably comparable direct obligations of the United States; and (ii) the highest Yield that is published or posted by the provider to be currently available from the provider on reasonably comparable certificates of deposit offered to the public.

C.11. Guaranteed Investment Contracts. The purchase price of a guaranteed investment contract is treated as its fair market value on the purchase date if (i) the City makes a bona fide solicitation for a specified guaranteed investment contract and receives at least three bona fide bids from providers that have no material financial interest in the issue (e.g., underwriters or brokers); (ii) the City purchases the highest-yielding guaranteed investment contract for which a qualifying bid is made (determined net of broker's fees); (iii) the Yield on the guaranteed investment contract (determined net of broker's fees) is not less than the Yield then available from the provider on reasonably comparable guaranteed investment contracts, if any, offered to other persons from a source of funds other than Gross Proceeds of Tax-Exempt Obligations; (iv) the determination of the terms of the guaranteed investment contract takes into account as a significant factor the City's reasonably expected drawdown schedule for the amounts to be invested, exclusive of amounts deposited in debt service funds and reasonably Required Reserve or Replacement Funds; (v) the terms of the guaranteed investment contract, including collateral security requirements, are reasonable; and (vi) the obligor on the guaranteed investment contract certifies the administrative costs that it is paying (or expects to pay) to third parties in connection with the guaranteed investment contract.

C.12. Recordkeeping Requirement. To evidence the fair market value of a guaranteed investment contract, the City must retain the following records with the bond documents until three years after the last outstanding Bond is redeemed:

- (i) a copy of the investment contract;
- (ii) the receipt or other record of the amount actually paid by the City for the guaranteed investment contract, including a record of any administrative costs paid by the City;
- (iii) for each bid that is submitted, the name of the person and entity submitting the bid, the time and date of the bid, and the bid results; and
- (iv) the bid solicitation form and, if the terms of the purchase agreement or guaranteed investment contract deviated from the bid solicitation form or a submitted bid is modified, a brief statement explaining the deviation and stating the purpose for the deviation.

11

Information Return for Tax-Exempt Governmental Obligations

► Under Internal Revenue Code section 149(e)
► See separate instructions.

OMB No. 1545-0720

Department of the Treasury
Internal Revenue Service

Caution: If the issue price is under \$100,000, use Form 8038-GC.

Part I Reporting Authority		If Amended Return, check here <input checked="" type="checkbox"/>	
1 Issuer's name City of Grand Junction, Colorado		2 Issuer's employer identification number (EIN) 84-6000592	
3a Name of person (other than issuer) with whom the IRS may communicate about this return (see instructions)		3b Telephone number of other person shown on 3a	
4 Number and street (or P.O. box if mail is not delivered to street address) 250 North 5th Street	Room/suite	5 Report number (For IRS Use Only) 3	
6 City, town, or post office, state, and ZIP code Grand Junction, Colorado 81501		7 Date of issue May 24, 2018	
8 Name of issue Downtown Development Authority, Tax Increment Revenue Bonds, Series 2018		9 CUSIP number N/A	
10a Name and title of officer or other employee of the issuer whom the IRS may call for more information (see instructions) Jodi Romero, Finance Director		10b Telephone number of officer or other employee shown on 10a (970) 244-1516	

Part II Type of Issue (enter the issue price). See the instructions and attach schedule.

11 Education		11		
12 Health and hospital		12		
13 Transportation		13		
14 Public safety		14		
15 Environment (Including sewage bonds)		15		
16 Housing		16		
17 Utilities		17		
18 Other. Describe ► Miscellaneous capital improvements		18	\$10,000,000	00
19 If obligations are TANs or RANs, check only box 19a	<input type="checkbox"/>			
If obligations are BANs, check only box 19b	<input type="checkbox"/>			
20 If obligations are in the form of a lease or installment sale, check box	<input type="checkbox"/>			

Part III Description of Obligations. Complete for the entire issue for which this form is being filed.

	(a) Final maturity date	(b) Issue price	(c) Stated redemption price at maturity	(d) Weighted average maturity	(e) Yield
21	12/15/2032	\$ 10,000,000	\$ 10,000,000	9.392 years	3.3597 %

Part IV Uses of Proceeds of Bond Issue (including underwriters' discount)

22	Proceeds used for accrued interest	22		\$0	00
23	Issue price of entire issue (enter amount from line 21, column (b))	23		\$10,000,000	00
24	Proceeds used for bond issuance costs (including underwriters' discount)	24	\$45,000	00	
25	Proceeds used for credit enhancement	25	\$0	00	
26	Proceeds allocated to reasonably required reserve or replacement fund	26	\$680,500	00	
27	Proceeds used to currently refund prior issues	27	\$0	00	
28	Proceeds used to advance refund prior issues	28	\$0	00	
29	Total (add lines 24 through 28)	29		\$725,500	00
30	Nonrefunding proceeds of the issue (subtract line 29 from line 23 and enter amount here)	30		\$9,274,500	00

Part V Description of Refunded Bonds. Complete this part only for refunding bonds.

31 Enter the remaining weighted average maturity of the bonds to be currently refunded ► _____ years

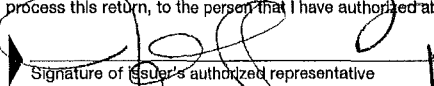
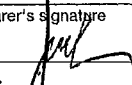
32 Enter the remaining weighted average maturity of the bonds to be advance refunded ► _____ years

33 Enter the last date on which the refunded bonds will be called (MM/DD/YYYY) ► _____

34 Enter the date(s) the refunded bonds were issued ► (MM/DD/YYYY)

Part VI Miscellaneous

35	Enter the amount of the state volume cap allocated to the issue under section 141(b)(5)	35	\$0	00
36a	Enter the amount of gross proceeds invested or to be invested in a guaranteed investment contract (GIC) (see instructions)	36a	\$0	00
b	Enter the final maturity date of the GIC ▶ _____			
c	Enter the name of the GIC provider ▶ _____			
37	Pooled financings: Enter the amount of the proceeds of this issue that are to be used to make loans to other governmental units	37	\$0	00
38a	If this issue is a loan made from the proceeds of another tax-exempt issue, check box ▶ <input type="checkbox"/> and enter the following information:			
b	Enter the date of the master pool obligation ▶ _____			
c	Enter the EIN of the issuer of the master pool obligation ▶ _____			
d	Enter the name of the issuer of the master pool obligation ▶ _____			
39	If the issuer has designated the issue under section 265(b)(3)(B)(i)(III) (small issuer exception), check box			<input checked="" type="checkbox"/>
40	If the issuer has elected to pay a penalty in lieu of arbitrage rebate, check box			<input type="checkbox"/>
41a	If the issuer has identified a hedge, check here ▶ <input type="checkbox"/> and enter the following information:			
b	Name of hedge provider ▶ _____			
c	Type of hedge ▶ _____			
d	Term of hedge ▶ _____			
42	If the issuer has superintegrated the hedge, check box			<input type="checkbox"/>
43	If the issuer has established written procedures to ensure that all nonqualified bonds of this issue are remediated according to the requirements under the Code and Regulations (see instructions), check box			<input checked="" type="checkbox"/>
44	If the issuer has established written procedures to monitor the requirements of section 148, check box			<input checked="" type="checkbox"/>
45a	If some portion of the proceeds was used to reimburse expenditures, check here ▶ <input type="checkbox"/> and enter the amount of reimbursement ▶ _____			
b	Enter the date the official intent was adopted ▶ _____			

Signature and Consent	Under penalties of perjury, I declare that I have examined this return and accompanying schedules and statements, and to the best of my knowledge and belief, they are true, correct, and complete. I further declare that I consent to the IRS's disclosure of the issuer's return information, as necessary to process this return, to the person that I have authorized above.				
		May 24, 2018	Jodi Romero, Finance Director		
Paid Preparer Use Only	Print/Type preparer's name	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN
	James P. Lane		05/24/18		P01064882
	Firm's name ▶ Sherman & Howard L.L.C.	Firm's EIN ▶		84-0420314	
	Firm's address ▶ 633 Seventeenth Street, Suite 3000	Phone no.		(303) 297-2900	

SHERMAN & HOWARD

633 Seventeenth Street, Suite 3000, Denver, CO 80202-3622
Telephone: 303.297.2900 Fax: 303.298.0940 www.shermanhoward.com

May 30, 2018

VIA FEDERAL EXPRESS

Internal Revenue Service
Ogden Campus
1973 North Rulon White Blvd.
Ogden, UT 84404

\$10,000,000
Grand Junction, Colorado
Downtown Development Authority
Tax Increment Revenue Bonds
Series 2018

Ladies and Gentlemen:

I have enclosed an original of the Information Return for Tax-Exempt Governmental Obligations, Form 8038-G, relating to the above-referenced bond issue.

If you have any questions, please do not hesitate to call.

Sincerely,



David K. Lucas

DKL:dc
Enclosure

ORIGIN ID: DENA (303) 299-8134
DRAID LUGAS
SHEPHERD & HOWARD LLC
835 E 10th STREET
SALT LAKE CITY 84102
UNITED STATES US

SHIP DATE: 30MAY18
ACT W/ST 1 0018
CAD: 102291380/NET3980
BILL SENDER

TO
OGDEN CAMPUS
INTERNAL REVENUE SERVICE CENTER
1973 N. RULON WHITE BLVD.

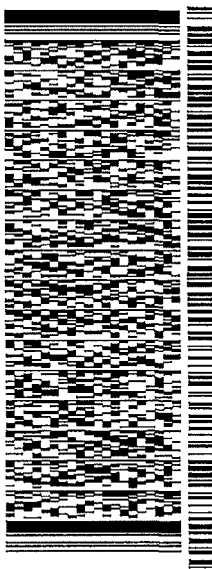
OGDEN UT 84404

(303) 299-8247

REF: 01:802011 0017320391 1557

PO:

DEPT:



J181118012801uv

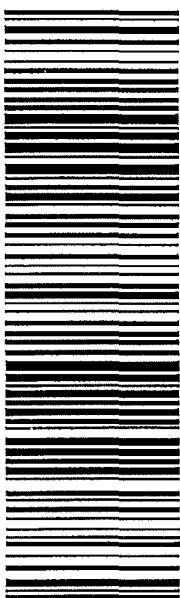
552.L2/782B/DCA/5

TRK#
0201 7723 4923 7310

THU - 31 MAY 10:30A
PRIORITY OVERNIGHT

AX OGD A

UT-US
84404 SLC



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12

\$10,000,000
City of Grand Junction, Colorado
Downtown Development Authority
Tax Increment Revenue Bonds, Series 2018

The undersigned, a duly authorized officer of ANB Bank (the "Lender"), in connection with the issuance of the above-captioned bonds (the "Bonds"), hereby certifies as follows. All capitalized terms used and not otherwise defined herein shall have the meanings given to such terms in the Loan Agreement dated May 24, 2018 (the "Loan Agreement"), between the City of Grand Junction, Colorado (the "City") and the Lender.

1. The Lender has received an executed copy of Ordinance No. 4772 adopted by the City Council of the City on November 2, 2017, as amended by Ordinance No. 4795 adopted by the City Council of the City on April 4, 2018 (the "Amending Ordinance"), the related Sale Certificate dated May 24, 2018, executed by the Finance Director of the City, and the Loan Agreement (collectively, the "Financing Documents"). The Lender hereby consents to the City's adoption of the Amending Ordinance.

2. The Lender has received the Bonds in the aggregate principal amount of \$10,000,000. The Lender has made a loan in exchange for the Bonds for the price of 100% of the principal amount thereof.

3. The funding of the Reserve Account in the amount of the Reserve Account Requirement was a condition precedent to the Lender's loan made in exchange for the Bonds and the Lender's making of the Loan.

4. The Lender has sufficient knowledge, experience and expertise in financial and business matters, including the lending of moneys to governmental entities, the purchase and ownership of municipal bonds and other obligations to be able to evaluate the risks and merits of its loan made in exchange for the Bonds, and the Lender is able to bear the economic and financial risks represented by the Bonds.

5. The Lender acknowledges and understands that the repayment of the Bonds is subject to risk, and represents that it is capable of suffering a loss of its Loan evidenced by the Bonds.

6. The Lender has the authority to make a loan in exchange for the Bonds and to execute this letter (this "Lender Letter") and any other instruments and documents required to be executed by the Lender in connection with the Bonds, including, without limitation, the Loan Agreement.

7. The undersigned is a duly appointed, qualified and acting representative of the Lender and is authorized to cause the Lender to make the agreements, representations,

certifications and acknowledgements contained herein by execution of this Lender Letter on behalf of the Lender.

8. The Lender is an accredited investor (“Accredited Investor”) as defined in Rule 501 of Regulation D under the Securities Act of 1933, as amended (the “Securities Act”) and a “qualified institutional buyer” (“QIB”) as defined in rule 144A promulgated under the Securities Act.

9. The Lender understands that no official statement, prospectus, offering circular, or other offering statement is being provided with respect to the Bonds and has concluded that the receipt of any such offering document prior to the issuance of the Bonds is not necessary or required in order for the Lender to make an informed decision with respect to the Bonds. The Lender has made its own inquiry and analysis with respect to the City, the Bonds, the Loan, the security for the Bonds and the Loan, and other material factors affecting the security for and payment of the Bonds and the Loan. The Lender acknowledges that any information furnished to it by any party to the transaction does not purport to fully disclose all information material to its purchase of the Bonds and its making of the Loan.

10. The Lender acknowledges that it has either been supplied with or been given access to information, including financial statements, and other financial information regarding the City, and has been afforded a full opportunity to ask questions and receive answers from knowledgeable individuals concerning the City, the Bonds, the Loan, the security for the Bonds and the Loan, and the risks related to the Bonds and the Loan as it has deemed necessary in connection with its decision to purchase the Bonds and to make the Loan. None of the City, its counsel or other advisors, or any other entity has refused to disclose any information that the Lender requested or that the Lender deems necessary or appropriate to its decision to purchase the Bonds and make the Loan. The forgoing certification does not cover any intentional misrepresentation or omission on behalf of the City.

11. In connection with its purchase of the Bonds and its making of the Loan, the Lender has been represented by its own legal counsel and has not relied upon any representations or opinions made by any of the City or its counsel relating to the legal or financial consequences or other aspects of the Bonds and the Loan, except the legal opinions of bond counsel, the reliance letter addressed to the Lender, and the representations of the City and the City Attorney (or a deputy thereof) contained in the closing certificates of the City delivered in connection with the initial delivery of the Bonds, upon which the Lender has relied, nor has it looked to, or expected, the City or its agents or advisors to undertake or require any credit investigation or due diligence review relating to the merits or risks of the transaction, the financial condition of the City, or the adequacy of any assessments for the repayment of the Bonds and the Loan.

12. The Lender understands that the Bonds (i) are not registered under the 1933 Act and are not registered or otherwise qualified for sale under the “Blue Sky” laws and regulations of any state, (ii) are not listed on any stock or other securities exchange, (iii) will carry no rating from any credit rating agency and (iv) will not be readily marketable.

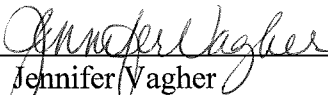


13. The Lender represents that it is making the loan in exchange for the Bonds for its own loan account with the present intent of holding it for investment and not with a present view toward resale or other distribution of the Bonds or any part thereof; provided, however, that the Lender reserves the right to sell, transfer or redistribute the Bonds. The Lender has not contracted with any person pursuant to a written agreement to have such person participate in any sale of the Bonds and the Purchaser has not agreed with the City pursuant to a written agreement to sell the Bonds to persons other than the Lender or a related party to the Lender.

14. The Lender acknowledges that the City and others will rely upon the truth and accuracy of the agreements, representations, certifications and acknowledgements contained herein and that all such agreements, representations, certifications and acknowledgements shall survive the execution of this Lender Letter and the issuance and delivery of the Bonds by the City and delivery to the Lender of the Financing Documents.

IN WITNESS WHEREOF, the undersigned has duly executed this Lender Letter on behalf of the Lender as of May 24, 2018.

ANB BANK

By: 
Jennifer Vagher
Community Bank President

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CERTIFICATE OF MUNICIPAL ADVISOR

The undersigned, on behalf of Ehlers, Inc. (the "Municipal Advisor"), as the Municipal Advisor to the City of Grand Junction, Colorado (the "City"), hereby certifies as follows.

1. The City has issued its "City of Grand Junction, Colorado, Tax Increment Revenue Bonds, Series 2018" on the date hereof in the aggregate principal amount of \$10,000,000 (the "Bonds").

2. The information stated in Lines 21(d) and 21(e) of the Form 8038-G - Information Return for Tax-Exempt Governmental Obligations prepared by the City in connection with the Bonds is correct.

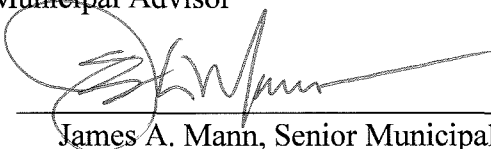
3. The undersigned understands that this Certificate will be relied upon by Sherman & Howard L.L.C. in rendering its opinion that the interest paid on the Bonds is excludible from the gross income of the recipients thereof for purposes of federal taxation under existing laws, regulations, rulings and judicial decisions; provided however, that nothing herein represents our interpretation of any laws, and in particular, regulations under section 148 of the Internal Revenue Code.

IN WITNESS WHEREOF, the undersigned has set his hand as of the date set forth below.

Dated: May 24, 2018.

EHLERS, INC.,
as Municipal Advisor

By: _____


James A. Mann, Senior Municipal Advisor

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SHERMAN & HOWARD

633 Seventeenth Street, Suite 3000, Denver, CO 80202-3622
Telephone: 303.297.2900 Fax: 303.298.0940 www.shermanhoward.com

May 24, 2018

City of Grand Junction, Colorado
250 North 5th Street
Grand Junction, Colorado 81501

\$10,000,000
City of Grand Junction, Colorado
Downtown Development Authority
Tax Increment Revenue Bonds, Series 2018

Ladies and Gentlemen:

We have acted as bond counsel to the City of Grand Junction, Colorado (the “City”), in connection with its issuance of the above-captioned bonds (the “Bonds”) pursuant to an authorizing ordinance of the City Council of the City adopted on November 1, 2017, as amended on April 4, 2018 (collectively, the “Bond Ordinance”). In such capacity, we have examined the City’s certified proceedings and such other documents and such law of the State of Colorado and of the United States of America as we have deemed necessary to render this opinion letter. Capitalized terms not otherwise defined herein shall have the meanings ascribed to them by the Bond Ordinance or the 2018 Loan Agreement (as defined in the Bond Ordinance).

Regarding questions of fact material to our opinions, we have relied upon the City’s certified proceedings and other representations and certifications of public officials and others furnished to us without undertaking to verify the same by independent investigation.

Based upon such examination, it is our opinion as bond counsel that:

1. The Bonds are valid and binding, special, limited obligations of the City payable solely from the Pledged Revenues and from funds and accounts pledged therefor under the Bond Ordinance and the 2018 Loan Agreement.
2. The Bond Ordinance constitutes a valid and binding obligation of the City.
3. The 2018 Loan Agreement has been duly authorized by the City, duly executed and delivered by authorized officers of the City and (assuming valid authorization, execution and delivery by the other party thereto) constitutes a valid and binding obligation of the City enforceable against the City in accordance with its terms.

4. The Bond Ordinance creates a valid lien on the Pledged Revenues pledged therein for the security of the Bonds on a parity with any TIF Parity Indebtedness heretofore and hereafter issued and senior to any TIF Subordinate Indebtedness hereafter issued. Except as described in this paragraph, we express no opinion regarding the priority of the lien on the Pledged Revenues or on the funds and accounts created by the Bond Ordinance.

5. Interest on the Bonds is excluded from gross income under federal income tax laws pursuant to Section 103 of the Internal Revenue Code of 1986, as amended to the date hereof (the "Tax Code"), and interest on the Bonds is excluded from alternative minimum taxable income as defined in Section 55(b)(2) of the Tax Code except that for taxable years of corporations beginning before January 1, 2018, such interest is required to be included in calculating the adjusted current earnings adjustment applicable to corporations for purposes of computing the alternative minimum taxable income of corporations. The opinions expressed in this paragraph assume continuous compliance with the covenants and continued accuracy of the representations contained in the City's certified proceedings and in certain other documents and certain other certifications furnished to us.

6. Under laws of the State of Colorado in effect as of the date hereof, interest on the Bonds is exempt from taxation by the State of Colorado, except for inheritance, estate and transfer taxes.

The opinions expressed in this opinion letter are subject to the following:

The obligations of the City incurred pursuant to the Bonds, the Bond Ordinance and the 2018 Loan Agreement may be limited by bankruptcy, insolvency, reorganization, moratorium and other similar laws affecting creditors' rights generally, and by equitable principles, whether considered at law or in equity

In this opinion letter issued in our capacity as bond counsel, we are opining only upon those matters set forth herein, and we are not passing upon the accuracy, adequacy or completeness of any statements made in connection with any offer or sale of the Bonds or upon any federal or state tax consequences arising from the receipt or accrual of interest on or the ownership or disposition of the Bonds, except those specifically addressed herein.

No opinion is rendered herein as to the enforceability of (i) that portion of Section 9.10 of the 2018 Loan Agreement which purports to waive the right of the City to trial by jury; and (ii) and any provision of the 2018 Loan Agreement which is qualified by the phrase "to the extent permitted by law" or words of similar import.

This opinion letter is issued as of the date hereof and we assume no obligation to revise or supplement this opinion letter to reflect any facts or circumstances that may hereafter come to our attention or any changes in law that may hereafter occur.

Respectfully submitted,

Sherman + Howard L.L.C.

SHERMAN & HOWARD

633 Seventeenth Street, Suite 3000, Denver, CO 80202-3622
Telephone: 303.297.2900 Fax: 303.298.0940 www.shermanhoward.com

May 24, 2018

ANB Bank
3033 East First Avenue, Suite 300
Denver, Colorado 80206

\$10,000,00
City of Grand Junction, Colorado
Downtown Development Authority
Tax Increment Revenue Bonds, Series 2018

Ladies and Gentlemen:

We have acted as bond counsel to the City of Grand Junction, Colorado (the "City") in connection with its issuance of the above-captioned bonds (the "Bonds") and have today delivered to you a copy of our executed approving bond opinion dated the date hereof and addressed to the City. You are hereby authorized to rely on the legal conclusions expressed in that opinion in your capacity as the initial purchaser of the Bonds.

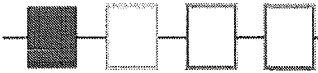
We assume no obligation to advise you of any changes in the above-described opinion subsequent to the delivery hereof. This letter is furnished to you solely for your information and benefit in connection with the City's initial offering and sale of the Bonds and may not be relied upon by you for any other purpose or relied upon by any other party without the prior written consent of this firm.

In connection with the issuance of the Bonds, we have represented the City, which is our sole client in this transaction. Delivery of this letter to you does not establish an attorney-client relationship between you and this firm.

Very truly yours,

Sherman & Howard L.L.C.

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Closing and Post Sale Report

\$10,000,000 City of Grand Junction, Colorado, Downtown
Development Authority Tax Increment Revenue Bonds,
Series 2018

Dated: May 24, 2018

Closing and Post Sale Report

TO: Jodi Romero, Finance Director
Jay Valentine, Deputy Finance Director
John Shaver, City Attorney
Dave Lucas, Sherman & Howard
Erich Kennedy, Dinsmore & Shohl L.L.P.
Jennifer Vagher, ANB Bank

FROM: Jim Mann / Peter Curtin

DATE: May 22, 2018

SUBJECT: \$10,000,000 City of Grand Junction, Colorado, Downtown Development Authority
Tax Increment Revenue Bonds, Series 2018 (the "Bonds")

Dated Date/Closing Date: May 22, 2018

Wire Instructions for the Purchaser

In connection with the above closing, proceeds will be wired by the purchaser, ANB Bank, as follows:

Wire Instructions	Amount Wired
Authority's Account	<u>\$10,000,000.00</u>

Calculation of Available Funds

Par Amount of the Bonds	\$10,000,000.00
PURCHASE PRICE	\$10,000,000.00

Distribution of Available Funds

	<u>Bond Proceeds</u>	<u>Total</u>
Deposit to Construction Fund		
Bond Proceeds	\$9,274,500.00	
Total Deposit to Construction Fund		\$9,274,500.00
Deposit to Debt Service Account		
Deposit to Debt Service Reserve Fund	680,500.00	
Total Deposit to Debt Service Account		680,500.00
Costs of Issuance ¹		
Ehlers (Municipal Advisor)	\$14,000.00	
Sherman & Howard (Bond Counsel)	25,000.00	
Dinsmore & Shohl L.L.P. (Bank Counsel)	5,000.00	
Bank Documentation	<u>1,000.00</u>	
Total Costs of Issuance		<u>45,000.00</u>
TOTAL FUNDS RECEIVED BY ANB BANK		<u>\$10,000,000.00</u>

¹ The City will receive invoices from each of the firms listed above. These invoices should be paid from Bond proceeds received for this issue and held by ANB Bank.

Debt Service Payment Instructions

On a semi-annual basis the City will pay the interest on the Bonds, and on an annual basis will pay the principal coming due on the Bonds.

If you have any questions regarding the closing, the calculation and use of proceeds, or debt service payments, you can reach us at the following phone numbers or e-mails:

<u>Name</u>	<u>Phone</u>	<u>E-mail</u>
Jim Mann	(262) 796-6162	jmann@ehlers-inc.com
Peter Curtin	(262) 796-6187	pcurtin@ehlers-inc.com

Attachments:

- A. Sources and Uses
- B. Detailed Costs of Issuance
- C. Principal & Interest Payment Schedule
- D. Summary of Issue Details/Continuing Disclosure Requirements

Attachment A

Downtown Development Authority of Grand Junction, Colorado

\$10,000,000 Tax Increment Revenue Bonds, Series 2018A

Sources & Uses

Dated 05/24/2018 | Delivered 05/24/2018

Sources Of Funds

Par Amount of Bonds \$10,000,000.00

Total Sources \$10,000,000.00

Uses Of Funds

Costs of Issuance 45,000.00

Deposit to Debt Service Reserve Fund (DSRF) 680,500.00

Deposit to Project Construction Fund 9,274,500.00

Total Uses \$10,000,000.00



Attachment B

Downtown Development Authority of Grand Junction, Colorado

\$10,000,000 Tax Increment Revenue Bonds, Series 2018A

Detail Costs Of Issuance

Dated 05/24/2018 | Delivered 05/24/2018

COSTS OF ISSUANCE DETAIL

Financial Advisor	\$14,000.00
Bond Counsel	\$25,000.00
Bank Counsel	\$5,000.00
Documentation Fee	\$1,000.00
TOTAL	\$45,000.00



Attachment C

Downtown Development Authority of Grand Junction, Colorado

\$10,000,000 Tax Increment Revenue Bonds, Series 2018A

Debt Service Schedule

Date	Principal	Coupon	Interest	Total P+I	Fiscal Total
05/24/2018	-	-	-	-	-
12/15/2018	84,000.00	3.360%	187,600.00	271,600.00	271,600.00
06/15/2019	100,500.00	3.360%	166,588.80	267,088.80	-
12/15/2019	109,000.00	3.360%	164,900.40	273,900.40	540,989.20
06/15/2020	98,000.00	3.360%	163,069.20	261,069.20	-
12/15/2020	107,000.00	3.360%	161,422.80	268,422.80	529,492.00
06/15/2021	98,500.00	3.360%	159,625.20	258,125.20	-
12/15/2021	108,000.00	3.360%	157,970.40	265,970.40	524,095.60
06/15/2022	92,000.00	3.360%	156,156.00	248,156.00	-
12/15/2022	101,500.00	3.360%	154,610.40	256,110.40	504,266.40
06/15/2023	393,000.00	3.360%	152,905.20	545,905.20	-
12/15/2023	403,000.00	3.360%	146,302.80	549,302.80	1,095,208.00
06/15/2024	403,000.00	3.360%	139,532.40	542,532.40	-
12/15/2024	413,000.00	3.360%	132,762.00	545,762.00	1,088,294.40
06/15/2025	413,500.00	3.360%	125,823.60	539,323.60	-
12/15/2025	424,000.00	3.360%	118,876.80	542,876.80	1,082,200.40
06/15/2026	428,000.00	3.360%	111,753.60	539,753.60	-
12/15/2026	439,000.00	3.360%	104,563.20	543,563.20	1,083,316.80
06/15/2027	439,000.00	3.360%	97,188.00	536,188.00	-
12/15/2027	450,500.00	3.360%	89,812.80	540,312.80	1,076,500.80
06/15/2028	452,000.00	3.360%	82,244.40	534,244.40	-
12/15/2028	463,500.00	3.360%	74,650.80	538,150.80	1,072,395.20
06/15/2029	466,500.00	3.360%	66,864.00	533,364.00	-
12/15/2029	478,500.00	3.360%	59,026.80	537,526.80	1,070,890.80
06/15/2030	481,000.00	3.360%	50,988.00	531,988.00	-
12/15/2030	493,500.00	3.360%	42,907.20	536,407.20	1,068,395.20
06/15/2031	498,000.00	3.360%	34,616.40	532,616.40	-
12/15/2031	511,000.00	3.360%	26,250.00	537,250.00	1,069,866.40
06/15/2032	519,000.00	3.360%	17,665.20	536,665.20	-
12/15/2032	532,500.00	3.360%	8,946.00	541,446.00	1,078,111.20
Total	\$10,000,000.00	-	\$3,155,622.40	\$13,155,622.40	-

Yield Statistics

Bond Year Dollars	\$93,917.33
Average Life	9.392 Years
Average Coupon	3.360000%
Net Interest Cost (NIC)	3.360000%
True Interest Cost (TIC)	3.359771%
Bond Yield for Arbitrage Purposes	3.359771%
All Inclusive Cost (AIC)	3.417289%
IRS Form 8038	
Net Interest Cost	3.360000%
Weighted Average Maturity	9.392 Years

Attachment D

1-800-552-1171 | www.ehlers-inc.com

Summary of Bond Details
City of Grand Junction Downtown Development Authority
\$10,000,000 Tax Increment Revenue Bonds, Series 2018,
dated May 24, 2018

Credit Rating:	Non-Rated
Purchase Price:	\$10,000,000
True Interest Cost:	3.35968494%
Purchaser:	ANB Bank, Denver, Colorado

Continuing Disclosure Requirements

Compliance with Continuing Disclosure Requirements

This issue of Bonds is not subject to any continuing disclosure requirements. However, the Authority will provide its annual audited financial statements upon request.