

SOUTHEAST PUBLIC IMPROVEMENT METROPOLITAN DISTRICT
Serving portions of:

The City and County of Denver Douglas County Arapahoe County
The City of Centennial The City of Greenwood Village
The City of Lone Tree

SECOND AMENDMENT TO SERVICE PLAN

1. INTRODUCTION

The service plan (“Service Plan”) for the Southeast Public Improvement Metropolitan District ("District") was submitted March 16, 2004 and the District was organized by Order of the District Court in and for Arapahoe County on May 17, 2004.

The Service Plan was first amended on April 8, 2020 to correct its boundary description to exclude overlooked residential properties consistent with the direction in the original Service Plan and associated intergovernmental agreements to tax only non-residential properties. The boundary changes contemplated by the first amendment to the Service Plan were confirmed by the Order of the District Court in and for Arapahoe County on May 11, 2020 (the “Boundary Change Order”), and the Boundary Change Order was subsequently recorded in the official public records of each applicable jurisdiction within which the District exists.

This Amendment uses language and terms from the Original Service Plan, and the Amendment should be read in conjunction with that document.

The original main purpose of the District was to finance transportation related services and activities on a shared or partnership basis with a coalition of local governments located in the southeast Denver metropolitan area. The goal of the District was said to improve mobility, relieve congestion, increase transit ridership, and maximize highway, interchange, and arterial road capacity through the creation of street improvements and services, street safety enhancements and services, and other transportation related improvements and services. A recent study of the urban corridor of I-25 from its intersection with I-225 to the Ridgeway Parkway interchange, which the District serves addressed further development of the District (also known as “Denver South”) through the Year 2035, and identified the need to further reduce trips to and from Denver South. One of the strategies identified recommended doubling the residential units in the corridor and providing local mobility to reduce trips. In order to attract employees to live and work in Denver South, the study recommends creating a desirable ambiance within the Service Area to attract the younger generation which is now the majority of the work force.

Along these lines, the District and the governments that support the District have developed a “Vision 2035” plan incorporating the lessons learned from the study and input from other outside stakeholders. The Vision 2035 plan is attached to this Second Amendment as Exhibit A. This plan has the stated goal to foster growth of employment and the local tax base while preserving quality of life through certain “Innovation Projects”. This goal is to be achieved by creating a work/life balance for residents by adding more mixed-use residential projects that combine residential, commercial, and retail as well as parks and event centers including performing arts centers or

amphitheaters. Connecting all this will be pedestrian trails, bikeway connections, and multi-modal transit that would create easy access to get residents from work to home and everywhere in between.

The District's role in achieving these goals will not be by building, owning, or operating these facilities. Rather, the District will provide matching funds to local governments or other districts that will build, own, and/or operate the improvements.

Currently, the District's Service Plan allows for a high degree of flexibility. It allows the District to levy 2 mills of property tax, subject to adjustment as detailed in the Service Plan, to pay for/assist in the funding of transportation system, street improvements, traffic and safety controls, and street and transit. The Service Plan also allows the District to construct public transportation, streets, and traffic and safety control facilities. It, at present, does not explicitly allow the District to construct parks or recreation facilities, or provide the ability to finance the same.

While not explicitly required under the Service Plan, out of an abundance of caution, the District seeks this Second Amendment so it may be allowed to provide matching funds for various parks or recreation improvements contemplated by Vision 2035 and any future plans in furtherance of the District's goals.

2. SECOND AMENDMENT

The Board of Directors of the District has determined it to be in the best interest of the District to amend its Service Plan to facilitate the completion of the infrastructure necessary to continue to serve the development within the District, to wit:

- In the paragraph from pages 7 to 8 outlining services to be provided in the Service Plan at Section **I.C.3. Services**, the following sentence will be added before the sentence beginning with “[finally]...”:

“The District will also assist in the funding of additional parks and recreation facilities as outlined in the Denver South’s Vision 2035 report including, but not limited to, the report’s “Innovation Projects” with the intent of attracting employee residents and reducing trips to and from the Denver South corridor. The District will also assist in funding similar projects outlined in similar reports in the future, or as specific projects or programs are proposed by the District’s funding partners.”

- At Section **I.D. Powers to be Conferred**, the following paragraph will be added immediately before the paragraph on the bottom of page 10 starting with “[the] powers enumerated above...”:

“Parks and Recreation Improvements. Per C.R.S. § 32-1-1004(2)(c), the power to finance the costs of acquiring, constructing, relocating, installing, completing and otherwise providing parks and recreation facilities, improvements and programs, including but not limited to parks, bike paths and pedestrian ways, sports facilities, open space landscaping, cultural facilities, community recreation centers, public fountains and sculptures, public art gardens, picnic areas, park shelters, swimming pool facilities, clubhouse and meeting facilities, lakes and ponds or other water features. The District shall not be allowed to acquire, own,

manage, adjudicate, or develop water rights or resources in connection with its Park and Recreation Powers absent an intergovernmental agreement with the local government where the relevant park or recreation project is located. Likewise, the District shall not be allowed to acquire, own, manage, or develop a golf course in connection with its Park and Recreation Powers absent an intergovernmental agreement with the local government where the relevant project is located.”

- At Section VI., the follow subparagraph will be added:

“D. Parks and Recreation

Per C.R.S. § 32-1-1004(2)(c), the District has the power to, and therefore may, fund/assist in the funding of the design, acquisition, installation, construction, operation, and maintenance of parks and recreation facilities, improvements and programs, including but not limited to parks, bike paths and pedestrian ways, sports facilities, open space landscaping, cultural facilities, community recreation centers, public fountains and sculpture, public art gardens, picnic areas, park shelters, swimming pool facilities, clubhouse and meeting facilities, lakes and ponds or other water features. The District will not own or operate park and recreation facilities, however the District may provide financial assistance in the financing of design, acquisition, installation, construction, operation, and maintenance of such park and recreation facilities, improvements, services and programs. . The District shall not be allowed to acquire, own, manage, adjudicate, or develop water rights or resources in connection with its Park and Recreation Powers absent an intergovernmental agreement with the local government where the relevant park or recreation project is located. Likewise, the District shall not be allowed to acquire, own, manage, or develop a golf course in connection with its Park and Recreation Powers absent an intergovernmental agreement with the local government where the relevant project is located.”

3. RATIONALE.

The impetus for this Second Amendment is that the District desires to implement other strategies to reduce trips to and from Denver South that require investment beyond the common transportation infrastructure of public transportation, streets, and traffic controls and safety to reduce traffic congestion as outlined in the original Service Plan. Additionally, significant development pressures have arisen since the approval of the original Service Plan, as local governments within the area are looking for new ways to better serve their residents.

As such, **without raising the 2 mill** cap set forth in the Service Plan, the District seeks an amendment to allow it to use its voted debt authority to fund/assist in the funding of the costs of acquiring, constructing, relocating, installing, completing and otherwise providing parks and recreation facilities, improvements and programs, including but not limited to parks, bike paths and pedestrian ways, sports facilities, open space landscaping, cultural facilities, community recreation centers, public fountains and sculptures, public art gardens, picnic areas, park shelters, swimming pool facilities, clubhouse and meeting facilities, lakes and ponds or other water features, and the use if such facilities through the provision by others of health, recreation and community outreach programs and services, etc., all as may be limited by this Second Amendment.

The District already has received voter authorization to increase debt to provide for the intended funding of these facilities and services, although it has the ability to increase or reauthorize its debt in the future. But the practical amount of debt that may be issued by the District to fund the District's goals will be limited by the existing two mill levy cap. This Second Amendment does not include any proposed increase to the existing mill levy cap, but only allows the District to broaden the areas of investment available for use of these local tax dollars. Accordingly, it is a true statement that the financial plan of the District has not changed. It will continue to fund all operational and capital costs through the imposition of its currently-authorized mill levy.

Except as modified herein, the terms and conditions of the Service Plan, as amended, shall continue in full force and effect.

EXHIBIT A

WELCOME TO VISION 2035



DENVER
SOUTH

AUDIENCE: ELECTED OFFICIALS AND DENVER SOUTH BOD

TRANSPORTATION



OVERVIEW AND OBJECTIVES

The Vision 2035 plan is a match-funding program of Denver South, a non-profit economic development and transportation management organization representing a coalition of local stakeholders surrounding the I-25 corridor and Southeast Light Rail Line south of Denver

This coalition—including Arapahoe and Douglas counties; the cities of Centennial, Greenwood Village, Lone Tree; the City and County of Denver; the Southeast Public Improvement Metropolitan District (SPIMD), and the regional business community—was formed to provide political and economic resources to meet the corridor’s transportation and economic development needs.

Together, we promote working relationships between the partners to identify and develop regional transportation solutions that will enhance mobility, drive economic development, and establish a high-quality visual aesthetic as a key element of our regional brand.

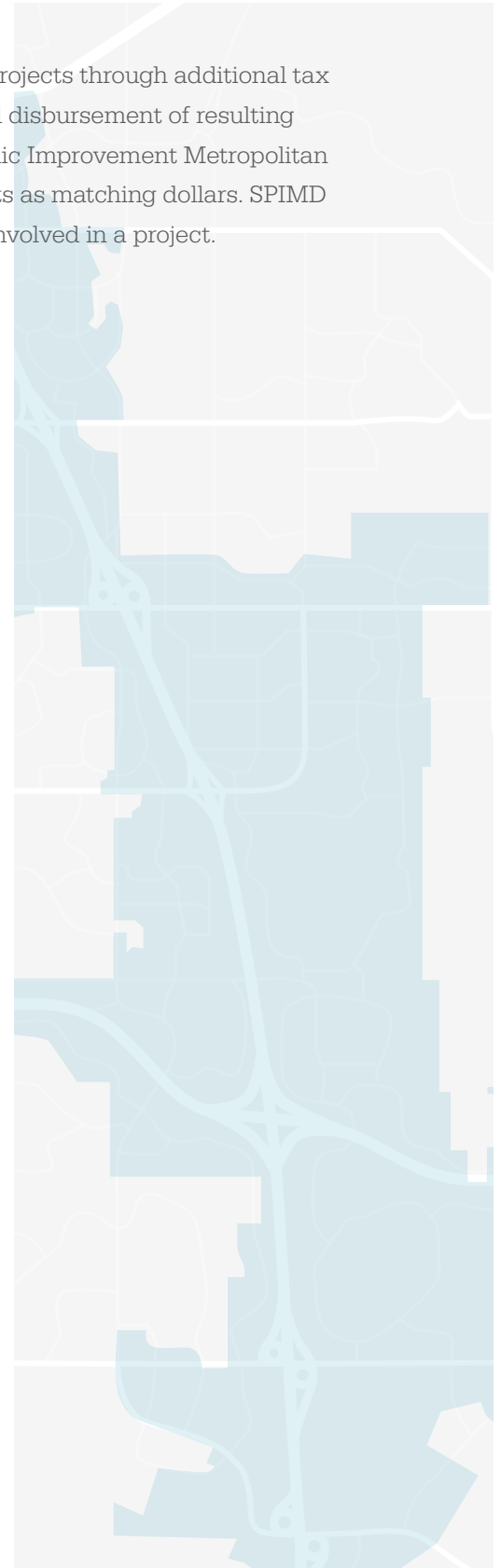
The goal of the Vision 2035 plan is to foster growth of employment and the local tax base while preserving quality of life. We aim to achieve this balance by improving mobility, relieving congestion, increasing transit ridership, and maximizing highway, interchange, and arterial road capacity. The Vision 2035 plan promotes regional collaboration, proactive planning, and investment in infrastructure and efficiencies.

HOW IT WORKS

Vision 2035 funding supports regionally beneficial local government projects through additional tax dollars from area commercial and retail businesses. Tax collection and disbursement of resulting funds is done through a local special district called the Southeast Public Improvement Metropolitan District (“SPIMD”). This funding is made available to local governments as matching dollars. SPIMD funding cannot exceed that of the local government or governments involved in a project.

Highlights of the Vision 2035 plan include:

- › Periodic urban corridor planning studies that look ahead 15 to 20 years to identify transportation and mobility needs to address future growth and development
- › Arterial transportation planning studies at each zone (where appropriate) to identify and prioritize specific capital projects.
- › Promotion and participation in the funding of capital projects to increase capacity through Zone and Regional Projects (major capital improvements) and through Special Projects (local improvements and initiatives).
- › Promotion of Innovative Projects that support principles identified through studies of mobility in the corridor including development of first- and last- mile solutions, technology applications or other means to increase traffic efficiency, support for development of residential units in Denver South to reduce highway trips, support for development of public infrastructure and amenities that contribute to desired employee/resident ambiance (including local pedestrian and bike connections, possible parks and event centers/spaces.) These projects may also include Transportation Demand Management (TDM) programs such as transit rider incentives.
- › Promotion of projects to add mass transit to and from the corridor from the east, west, and south. Work with RTD and CDOT to formulate and support plans for transit.
- › Encouragement of third party (e.g. RTD, CDOT, district, federal and state government, private interest) investments in corridor transportation programs to provide increased benefits with a focus on regional system improvements.
- › Promotion of mobility within Denver South through financial support of pilot programs and ongoing operations of successful solutions.



VISION 2035 FUNDING SUMMARY

Vision 2035 funding is made available with, at minimum, an equal match by local governments. The following table reflects Denver South funding only. Matching funds must be contributed by the local government and do not include additional project monies from federal or state governments or by local special districts. "Authorized To-Date" column includes all Vision 2035 project approvals through 2019.

PROJECTS	NEW FUNDING	TOTAL AVAILABLE	AUTHORIZED TO-DATE	REMAINING FUNDING
BELLEVIEW (ZONE)	\$2.0M	\$6.00M	\$1.56M	\$4.44M
ORCHARD (ZONE)	\$2.0M	\$6.00M	\$0.00M	\$6.00M
ARAPAHOE (ZONE)	\$2.0M	\$6.00M	\$3.30M	\$2.70M
DRY CREEK (ZONE)	\$2.0M	\$6.00M	\$2.35M	\$3.65M
COUNTY LINE (ZONE)	\$2.0M	\$6.00M	\$3.43M	\$2.57M
LINCOLN (ZONE)	\$2.0M	\$6.00M	\$3.05M	\$2.95M
RIDGEGATE (ZONE)	\$2.0M	\$6.00M	\$5.40M	\$0.60M
REGIONAL PROJECTS*	\$5.00M	\$12.00M	\$5.65M	\$6.35M
INNOVATION PROJECTS	\$5.50M	\$5.50M	\$0.00M	\$5.50M
SPECIAL PROJECTS**	\$2.5M	\$4.0M	\$1.50M	\$2.50M
OPERATIONAL PROJECTS***	\$5.0M	\$5.0M	\$0.00M	\$5.00M
TOTALS	\$32.00M	\$68.5M	\$26.3M	\$42.2M

\$26.2M additional local tax dollars contributed to date has been leveraged by local governments to secure further funding, resulting in some \$365M in total transportation investment in the corridor. Key projects include the new Arapahoe interchange, lane widening on I-25 between C/E-470 and Lincoln, and the Southeast Rail Extension through Lone Tree.

* Regional Projects were previously referred to as Bonus Pool Projects.

** Special Project Funding is provided each year at \$0.25M, however unused funds beyond \$0.5M are not carried forward.

*** Operational Project Funds are provided each year at \$0.5M, but if unused in a year, are not carried forward.

APPLICATION AND PROCEDURAL REQUIREMENTS

- 1 All project applications should begin with consideration by the Denver South Transportation Management Association (TMA) Technical Committee.
- 2 The Technical Committee shall engage with the project applicant and the stakeholders in the area and make a recommendation to the TMA Board for each application and provide a basis for the recommendation.
- 3 The TMA Board must act on each project brought forward for consideration. The TMA Board, however, has no obligation to follow the recommendation of the Technical Committee.
- 4 The TMA Board action is a recommendation to SPIMD to fund the project per the terms of the application.
- 5 Following the formal recommendation for funding by the TMA Board, SPIMD will consider funding the project at its next meeting. An approval by SPIMD results in a contract for funding with the project applicant or applicants as appropriate.
- 6 In cases where timing is critical to a project moving forward, the applicant shall indicate so in its application with an explanation of the need for expediency, and if warranted the Denver South Chief Executive Officer may help facilitate the schedule to the extent reasonably practical.





For further definition of qualifying projects, a breakdown of available funds per zone for Zone Funding, and additional information, please visit www.denversouthedp.org/vision2035.



WELCOME TO VISION 2035



DENVER
SOUTH

AUDIENCE: JURISDICTION STAFF

TRANSPORTATION



OVERVIEW AND OBJECTIVES

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This coalition—including Arapahoe and Douglas counties; the cities of Centennial, Greenwood Village, Lone Tree; the City and County of Denver; the Southeast Public Improvement Metropolitan District (SPIMD), and the regional business community—was formed to provide political and economic resources to meet the corridor’s transportation and economic development needs.

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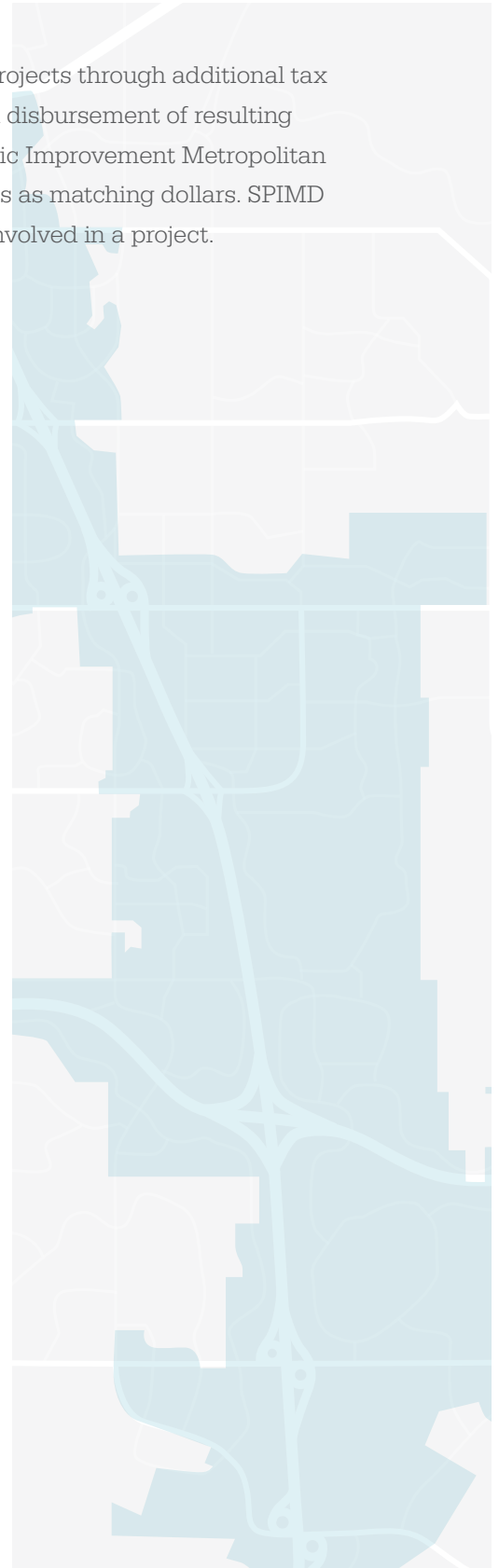
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FURTHER DEFINITION OF QUALIFYING PROJECTS

ZONE PROJECTS

Zone Projects are major projects to be utilized for Interchange Improvements or to improve capacity on arterials that connect to interchanges. Zone Projects may also be used to improve access to light rail to facilitate greater ridership. Zone Projects should be identified through arterial studies at each interchange, and arterial studies themselves are also funded as Zone Projects. If Zone Projects' funding or some portion thereof is not used at an interchange, and there are not pre-applications for specific projects at the interchange, the funding may be diverted for other projects at the discretion of the Southeast Public Improvement Metropolitan District ("SPIMD"). However, the commitment to funding in that zone shall remain. Zones include Belleview, Orchard, Arapahoe, Dry Creek, County Line, Lincoln and RidgeGate. The Jamaica Interchange on E-470 may be considered as a zone project for either the County Line Zone or the Lincoln Zone or shared as appropriate.

REGIONAL PROJECTS

Regional Projects, previously referred to as Bonus Pool Projects, are primarily projects that provide significant benefits beyond a particular zone. That is, projects that benefit transportation or transit corridor-wide or at a minimum, beyond a single zone. Transit projects that bring riders to and from the corridor or portions of the corridor from nearby residential areas such as Parker or Highlands Ranch are Regional Projects. Projects that provide for greater funding participation (such as funding participation by CDOT, RTD, FHWA or other governments) will generally qualify as Zone or Regional Projects. If a project is located within a zone but would also qualify as a Regional Project, Zone Project funding will be considered primary but can be supplemented with Regional Project funding.

Regional Projects, in cases as Denver South may determine, may include participation in projects located outside the corridor which directly improve major access to the corridor. Similarly, mass transit projects associated with arterial corridors that directly access the corridor may qualify for studies of mass transit and funding of facilities such as bus stops or reversible lanes.

INNOVATION PROJECTS

Innovation Projects are projects that meet the principles for development that came from the latest I-25 Urban Corridor Study (2016) and the Denver South Framework (2020) and shall include first- and last-mile solutions, local transit, technology projects that improve roadway capacity, regional bikeways, and primary pedestrian pathways. Projects that promote additional corridor residential development, development of or access to event centers, and multi-use projects suited to live/work/play lifestyles will also be considered. Pilot Projects that evaluate benefits that align with the principles of the Corridor Study and Framework will also qualify. First- and last-mile mobility throughout the corridor has been identified as a key goal of Denver South and related pilot projects will be considered for priority funding in the Innovation Projects category.

QUALIFYING PROJECTS CONTINUED

SPECIAL PROJECTS

Special Projects are those brought forward by local governments that are within the Denver South boundaries but are not directly connected with the arterials that access the interchanges. These projects can be roadway, sidewalk or multimodal projects local governments deem important. These cannot be projects associated with improvements required of new development.

OPERATIONAL PROJECTS

Operational projects are for purposes of participation in the operational costs for last mile solutions, for residence to place of business mobility within the corridor, or for circulator shuttles operating within the corridor. Any type of project that improves mobility or lessens transportation trips in the corridor has the potential to qualify for these funds, however, Denver South funding is limited. The desire is to have improved mobility to and from each of the light rail stations in the Corridor and, once established, Denver South funding should be reasonably uniform throughout the Corridor. As these solutions develop, Denver South will need to evaluate its resources and determine the level of funding that can be provided on an annual basis for operations. This plan proposes up to \$500,000 annually which could be made available for this purpose on a matching basis with local government entities.¹

APPLICATION AND PROCEDURAL REQUIREMENTS

- 1 All project applications should begin with consideration by the Denver South Transportation Management Association (TMA) Technical Committee.
- 2 The Technical Committee shall engage with the project applicant and the stakeholders in the area and make a recommendation to the TMA Board for each application and provide a basis for the recommendation.
- 3 The TMA Board must act on each project brought forward for consideration. The TMA Board, however, has no obligation to follow the recommendation of the Technical Committee.
- 4 The TMA Board action is a recommendation to SPIMD to fund the project per the terms of the application.
- 5 Following the formal recommendation for funding by the TMA Board, SPIMD will consider funding the project at its next meeting. An approval by SPIMD results in a contract for funding with the project applicant or applicants as appropriate.
- 6 In cases where timing is critical to a project moving forward, the applicant shall indicate so in its application with an explanation of the need for expediency, and if warranted the Denver South Chief Executive Officer may help facilitate the schedule to the extent reasonably practical.

ADDITIONAL ORGANIZATIONAL MANAGEMENT

DENVER SOUTH PROJECT ADVOCACY

In some cases, a Regional Project or Innovation Project may be identified by Denver South staff that is considered to be of value to the corridor but where no local government has stepped forward to evaluate the project, or take the lead for project management. In this case, Denver South may use internal funding to further evaluate the project and then present it to the TMA Technical Committee and the TMA Board in support of funding participation by the local governments, and project management by one or more local governments. In the case where the local government funding is achieved but no local government will take on project management, the TMA Board may direct staff to provide management for the project, but only in the case where the local government declines, and where the project is deemed to have widespread benefit.

PROJECT EVALUATION AND PRIORITIZATION

Whenever projects are competing for funding approvals where requests exceed the available funding from Denver South, the TMA Technical Committee shall evaluate the projects and make a recommendation to the TMA Board to prioritize the projects. The TMA Board, however, will make the final recommendation regarding funding.

SUPPORT FOR ECONOMIC DEVELOPMENT AND COMMITMENT TO QUALITY

The ultimate goal of the Vision 2035 Plan is to support economic development throughout Denver South by promoting business access through transportation, transit and local mobility improvements and through local collaboration, proactive planning, and investment in infrastructure and efficiencies. This plan also is intended to maintain and extend the quality of development in public areas in the corridor by providing and maintaining landscaping at the discretion of Denver South, and by creating a high-quality image and brand that is displayed throughout.





For further definition of qualifying projects, a breakdown of available funds per zone for Zone Funding, and additional information, please visit www.denversouthedp.org/vision2035.



VISION2035



INNOVATION FUND OVERVIEW AND OBJECTIVES

The Vision 2035 Innovation Fund is part of a broader funding program of Denver South, a non-profit economic development and transportation management organization representing a coalition of local governments along the I-25 corridor and Southeast Light Rail Line south of Denver, Colorado. Among other functions, Denver South serves as a technology scout and project facilitator on behalf of our partner jurisdictions.

The goal of the Vision 2035 program is to foster innovation that encourages growth of employment and the local tax base while preserving quality of life. We aim to achieve this balance by providing 1:1 match funding to our partner jurisdictions for projects seeking to improve mobility throughout the Denver South region. The Vision 2035 plan promotes regional collaboration, proactive planning, and local investment in infrastructure and efficiencies.

DENVER
SOUTH Tomorrow
happens
today.

AUDIENCE: PRIVATE TECHNOLOGY VENDORS

I N N O V A T I O N



PROGRAM AT A GLANCE

- \$5.5MM for Innovation Projections through 2035
- Priority for projects with region-wide impact on:
 - First- and last-mile connectivity to light rail
 - Autonomous, Connected, Electric and Shared (ACES) mobility
 - Transportation Demand Management (TDM)
 - Congestion reduction
 - Increased transit ridership
 - Improvement to highway, interchange and arterial road capacity and safety
- Priority given to projects including private sector partners with a physical office presence (permanent or temporary) in Denver South during the duration of the pilot or project period.



HOW IT WORKS

The project application process begins by identifying and engaging with a local government sponsor interested in your project or technology. That sponsor will help you define the scope of a project and then present it to the Denver South Transportation Management Association (TMA) Technical Committee, a group of technical staff from each of our jurisdictions that meets monthly. Projects deemed to have sufficient regional benefit are then referred by the Technical Committee for a formal vote by the TMA Board of Directors, composed of elected officials from each of the jurisdictions. Upon a positive vote, proposals are advanced for final contracting with the board of directors of the Southeast Public Improvement Metro District (SPIMD.)



APPLICATION PROCESS



CONTACT

FOR QUESTIONS ABOUT THIS PROGRAM, PLEASE CONTACT:

Contact Name
 Contact Phone Number
 Contact Email Address