



North Slope Capital Advisors

1630 Welton Street, Suite 802
Denver, CO 80202
303-953-4101

www.northslopecapital.com

STEPH CHICHESTER
steph@northslopecapital.com
(303) 953-4101

NICK TAYLOR
nick@northslopecapital.com
(303) 953-4101

April 10, 2020

Mr. Jariah Walker
Executive Director
Colorado Springs Urban Renewal Authority
30 South Nevada Avenue, Suite 600
Colorado Springs, CO 80903

Re: Financial Advisor Scope of Services Engagement Letter

Mr. Walker:

The purpose of this letter is to set forth certain matters concerning the services North Slope Capital Advisors ("North Slope") will perform as financial advisor for the Colorado Springs Urban Renewal Authority (the "Authority") in connection with the Vineyard LLC Project. North Slope is a consulting firm that advises Colorado governmental entities on matters relating to the issuance of securities, including matters such as the pricing, sales and marketing of such securities and the procuring of bond ratings, credit enhancement and insurance in respect of such securities. North Slope is listed as a public finance advisor in the Bond Buyer's Municipal Market Place and is registered with the Securities and Exchange Commission (SEC) and the Municipal Securities Rulemaking Board (MSRB) under the Dodd-Frank Act of 2010 as an *Independent Registered Municipal Advisor*.

North Slope has a fiduciary duty of loyalty and care, including a duty to put the financial interests of the Authority ahead of its business interests. North Slope's employees are not officers or employees of the Authority, and North Slope has not otherwise been engaged to provide financial services for the Authority in connection with the proposed bond issuance.

North Slope will be engaged by the Authority in accordance with industry best practices to perform the work outlined in the **Scope of Services** section below and shall be compensated for those services as provided in the **Fees** below. For more information on the municipal advisory practices and protections, the Authority can access the municipal advisory client brochure on the MSRB's website at www.msrb.org.

NORTH SLOPE CAPITAL ADVISORS

CSURA and Vineyard LLC

April 10, 2020

Page 2

SCOPE OF SERVICES

- 1) Confirm the Authority's Financing Goals for the Project.** North Slope will meet with the financing team assembled to accomplish the Vineyard LLC Project to understand, identify, and prioritize the financing goals for the proposed bond issuance. North Slope will also review the Project pro-forma, bank term sheet and proposed credit spreads for various loan tenors and assess the credit profile of the Project.
- 2) Plan of Finance Review.** North Slope will independently verify the bank's financing model including loan sizing assumptions, proposed interest rates for various tenors, debt service coverage sensitivity and rate reset risk for the selected initial rate term.
- 3) Independent Financial Modeling.** North Slope will independently model the Vineyard LLC Project's bonding capacity for upfront proceeds and future loan draws by interest rate term option. North Slope will also calculate the breakeven interest rate at the reset date that allows the loan to be paid by 2036 at 1.0x debt service coverage assuming the future buildout projections and resulting assessed valuation are realized.
- 4) Transaction Support.** North Slope will attend working group and Authority Board conference calls as requested including any document review sessions and will provide general financial advisory support throughout the financing process as a fiduciary to the Authority.
- 5) Pricing Comfort.** Prior to pricing the proposed bond issuance, North Slope will conduct market research in order to provide the Authority with an opinion that the interest(s) rates, issue structure, and redemption provisions on the proposed bond issue are reasonable. If requested, North Slope will review and sign a "Financial Advisor" or "Pricing Certificate" as part of closing documentation for the proposed bond issuance.

FEES

Contingent Fee Proposal

The fee below is payable only when the bond issue has successfully closed. The initial term of this engagement shall be in force from the date hereof and end when all services have been completed.

Fee
\$22,500

NORTH SLOPE CAPITAL ADVISORS

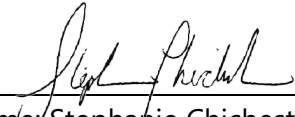
CSURA and Vineyard LLC

April 10, 2020

Page 3

We look forward to working with you and your team on this engagement. Please do not hesitate to contact us with any questions. Please execute the enclosed copy of this letter and return it to the undersigned via email.

NORTH SLOPE CAPITAL ADVISORS

By 
Name: Stephanie Chichester
Title: President
Date: 4/10/2020

ACCEPTED AND AGREED TO:
COLORADO SPRINGS URBAN RENEWAL AUTHORITY

By _____
Name:
Title:
Date:

NORTH SLOPE CAPITAL ADVISORS

CSURA and Vineyard LLC

April 10, 2020

Page 4

DISCLOSURE STATEMENT

This Disclosure Statement is provided by North Slope to the Authority in connection with this engagement letter dated April 10, 2020. This Disclosure Statement provides information regarding conflicts of interest and legal or disciplinary events that North Slope is required to disclose to the Authority pursuant to MSRB Rule G-42(b) and (c)(ii). At this time, there are no known material conflicts of interest known to North Slope in connection with the Scope of Services under this engagement letter and there are no legal or disciplinary events that are material to the Authority's evaluation or the integrity of North Slope's management or advisory personnel disclosed, or that should be disclosed, on any "Form MA" or "Form MA-I" filed with the SEC. For reference, North Slope's Form MA and Form MA-I filed with the SEC, most recently updated on March 24, 2020, are available on the SEC's EDGAR system by clicking the following link: [North Slope Capital Advisors Filings](#).

The SEC permits certain items of information required on Form MA or MA-I to be provided by reference to such required information already filed by North Slope and North Slope has not made any material legal or disciplinary event disclosures on Form MA or any Form MA-I filed with the SEC.

As required by MSRB Rule G-42, this Disclosure Statement may be supplemented or amended, from time to time as needed, to reflect changed circumstances resulting in new conflicts of interest or changes in the conflicts of interest described above, or to provide updated information with regard to any legal or disciplinary events of the North Slope. North Slope will provide the Authority with any such supplement or amendment as it becomes available throughout the term of the engagement.