

SOUTHLANDS METROPOLITAN DISTRICT NO. 1

141 Union Boulevard, Suite 150
Lakewood, Colorado 80228-1898
Tel: (303) 987-0835
Fax: (303) 987-2032

NOTICE OF REGULAR MEETING AND AGENDA

<u>Board of Directors</u>	<u>Office</u>	<u>Term/Expires</u>
Martin Liles	President	2022/May 2020
VACANT	Vice President	2020/May 2020
Michael Sandhoff	Treasurer	2022/May 2022
Joyce Rocha	Secretary	2020/May 2020
April Elliott	Assistant Secretary	2022/May 2020

DATE: April 16, 2019

TIME: 9:00 a.m.

PLACE: Southlands Shopping Center
Management Office
6155 South Main Street, Suite 260
Aurora, Colorado 80016

I. ADMINISTRATIVE MATTERS

A. Present Disclosures of Potential Conflicts of Interest.

B. Approve Agenda.

C. Review and approve Minutes of the March 26, 2019 Special Meeting (enclosure).

D. Discuss status of negotiations with Pronghorn Valley Development for cost sharing of maintenance expenses for roadways (enclosure).

E. Consider appointment of Vice President for the District.

II. PUBLIC COMMENTS

- A. Members of the public may express their views to the Board on matters that affect the District. Comments will be limited to three (3) minutes.

III. FINANCIAL MATTERS

- A. Review and accept unaudited financial statements for the period ending February 28, 2019, Schedule of Cash Position dated February 28, 2019, updated April 5, 2019, and Operations Fee Report (enclosure).

1. Discuss status of bill.com.

IV. LEGAL MATTERS

- A. Discuss status of litigation with Ridgeline, CM, LLC.

- B. Discuss status of the Temporary Construction Easement (Pulling Site) with Public Service Company of Colorado.

- C. Discuss the “No-Build” Easement for Tract A, Filing No. 22.

D. Discuss 811 Tier 1 Membership.

E.

V. OPERATIONS AND MAINTENANCE

A. Maintenance Report (M & J Wilkow).

B. Property Management Report (SDMS).

C. Ratify approval of Independent Contractor Agreement with R50K for detention pond erosion control work.

D. Discuss status of the 2018 Median Project.

E. Discuss status of engaging an engineer for the District.

F. Discuss and consider approval of permit for South Metro Water Supply Authority (enclosure).

VI. CAPITAL IMPROVEMENTS

- A. Discuss status of walk-through with contractors concerning warranty work for the Sidewalk Renovation Project.

- B. Discuss status of the Capital Improvement Plan.

- C.

VII. OTHER MATTERS

- A. Discuss status of License Agreement with Buffalo Wild Wings.

- B. Discuss status of Board vacancy (Notice of Vacancy was published on April 4, 2019).

VIII. ADJOURNMENT **THE NEXT REGULAR MEETING IS SCHEDULED FOR
MAY 21, 2019.**

RECORD OF PROCEEDINGS

MINUTES OF A SPECIAL MEETING OF THE BOARD OF DIRECTORS OF THE SOUTHLANDS METROPOLITAN DISTRICT NO. 1 HELD MARCH 26, 2019

A Special Meeting of the Board of Directors (referred to hereafter as “Board”) of the Southlands Metropolitan District No. 1 (referred to hereafter as “District”) was convened on Tuesday, the 26th day of March, 2019, at 11:00 a.m., at the Southlands Shopping Center, Management Office, 6155 South Main Street, Suite 260, Aurora, Colorado 80016. The meeting was open to the public.

ATTENDANCE

Directors In Attendance Were:

Martin Liles
Kevin McGlynn
Michael Sandhoff
Joyce Rocha
April Elliott

Also In Attendance Were:

Ann E. Finn; Special District Management Services, Inc.

Clint Waldron, Esq. and Casey Lekahal, Esq.; White Bear Ankele Tanaka & Waldron P.C.

Thuy Dam; CliftonLarsonAllen, LLP

Larry Jacobson; Developer of the Pronghorn Valley Project (for a portion of the meeting)

DISCLOSURE OF POTENTIAL CONFLICTS OF INTEREST

Disclosure of Potential Conflicts of Interest: Ms. Finn noted that a quorum was present. Mr. Waldron advised the Board that, pursuant to Colorado law, certain disclosures might be required prior to taking official action at the meeting. Mr. Waldron reported that disclosures for those directors with potential or existing conflicts of interest were filed with the Secretary of State’s Office and the Board at least 72 hours prior to the meeting, in accordance with Colorado law, and those disclosures were acknowledged by the Board. Mr. Waldron asked the Board whether members of the Board had any additional disclosures of potential or existing conflicts of interest with regard to any matters scheduled for

RECORD OF PROCEEDINGS

discussion at the meeting. No additional disclosures were noted. The Board determined that the participation of the members present was necessary to obtain a quorum or to otherwise enable the Board to act.

Director McGlynn noted that he serves on the Board of Directors of Southlands Metropolitan District No. 2.

ADMINISTRATIVE MATTERS

Agenda: Ms. Finn distributed for the Board's review and approval a proposed Agenda for the District's Special Meeting.

Following discussion, upon motion duly made by Director McGlynn, seconded by Director Rocha and, upon vote, unanimously carried, the Agenda was approved, as amended.

Minutes: The Board reviewed the Minutes of the February 12, 2019 Regular Meeting and March 12, 2019 Work Session.

Following discussion, upon motion duly made by Director McGlynn, seconded by Director Elliott and, upon vote, unanimously carried, the Minutes of the February 12, 2019 Regular Meeting and March 12, 2019 Work Session were approved, as presented.

District Sponsored Events for 2019: The Board discussed District sponsored events for 2019. Director Rocha informed the Board that nine concerts were scheduled for the summer. Ms. Finn noted she would notify the District's insurance agent regarding the events.

Counteroffer with Pronghorn Valley Development: Mr. Jacobson addressed the Board regarding the offer from the Pronghorn Valley Development for cost sharing of maintenance expenses for roadways. The Board presented a counteroffer for Mr. Jacobson's consideration. No action was taken by the Board at this time.

PUBLIC COMMENTS

There were no public comments at this time.

FINANCIAL MATTERS

Claims: The Board considered ratifying approval of the payment of claims for the period ending as follows:

RECORD OF PROCEEDINGS

Fund	Period Ending Feb. 22, 2019	Period Ending March 4, 2019
General	\$ 187,948.14	\$ 10,991.00
Debt Service	\$ -0-	\$ -0-
Capital Projects	\$ -0-	\$ -0-
Total Claims	\$ 187,948.14	\$ 10,991.00

Following discussion, upon motion duly made by Director McGlynn, seconded by Director Rocha and, upon vote, unanimously carried, the Board ratified approval of claims, as presented.

Financial Statements: Ms. Dam reviewed with the Board the unaudited financial statements for the period ending December 31, 2018, Schedule of Cash Position dated March 4, 2019, and Operations Fee Report.

Following discussion, upon motion duly made by Director McGlynn, seconded by Director Rocha and, upon vote, unanimously carried, the Board accepted the unaudited financial statements for the period ending December 31, 2018, Schedule of Cash Position dated March 4, 2019, and Operations Fee Report.

Reconciliation: Ms. Dam reviewed with the Board the Reconciliation of 2018 General Operations Fees Report.

Following discussion, upon motion duly made by Director McGlynn, seconded by Director Rocha and, upon vote, unanimously carried, the Board accepted the Reconciliation of 2018 General Operations Fees Report and authorized the refund to property owners.

LEGAL MATTERS

Litigation with Ridgeline CM LLC: Attorney Waldron reported to the Board that litigation counsel has filed a Plaintiff's Response In Opposition To Defendant's Motion To Dismiss with the Court. No action was taken by the Board at this time.

Temporary Construction Easement (Pulling Site): Attorney Waldron noted for the Board that Public Service Company of Colorado ("Public Service") has submitted a new form Temporary Construction Easement (Pulling Site) that needs be reviewed and he is waiting on a response from Public Service regarding the imposition of a \$10,000 fee. No action was taken by the Board at this time.

RECORD OF PROCEEDINGS

“No-Build” Easement for Tract A, Filing No. 22: Ms. Finn noted that Dan Cordova has requested an engineer’s locate for Tract A, Filing No. 22 from the City of Aurora.

Encroachments on District Owned Property: Attorney Waldron presented to the Board a map showing possible encroachments on District owned property by tenants. He discussed the District’s potential liability with regard to the encroachments. Following discussion, the Board authorized staff to contact Buffalo Wild Wings to discuss entering into a License Agreement with the District.

Resolution No. 2019-03-01; Establishing Form Right-of-Way Permit and Regulations: Attorney Waldron reviewed with the Board Resolution No. 2019-03-01; Establishing Form Right-of-Way Permit and Regulations with the Board.

Following discussion, upon motion duly made by Director McGlynn, seconded by Director Rocha and, upon vote, unanimously carried, Resolution No. 2019-03-01; Establishing Form Right-of-Way Permit and Regulations was approved, with revisions as noted.

Comcast Work to be Performed on District Property and Permit Fee: The Board entered into discussion regarding the meeting with Comcast and the work to be performed. Following discussion, the Board directed staff to work with Comcast on a permit, including permit fees in the amount of the \$1,000.00 per day during construction, plus a \$10,000.00 fee for an easement agreement.

Resolution 2019-03-02; First Amendment to 2019 Annual Administrative Resolution: Mr. Waldron reviewed with the Board Resolution 2019-03-02; First Amendment to 2019 Annual Administrative Resolution, amending the meetings for 2019 to the third Tuesday of each month at 9:00 a.m. at 6155 South Main Street, Suite 260, Aurora, Colorado 80016.

Following discussion, upon motion duly made by Director Rocha, seconded by Director Elliott and, upon vote, unanimously carried, the Board approved Resolution 2019-03-02; First Amendment to 2019 Annual Administrative Resolution.

Form Work Order for Independent Contractor Agreement: Attorney Waldron reviewed with the Board a form Work Order for use with an Independent Contractor Agreement.

RECORD OF PROCEEDINGS

Following discussion, upon motion duly made by Director Liles, seconded by Director McGlynn and, upon vote, unanimously carried, the Board approved the form Work Order for use with an Independent Contractor Agreement.

Short Form Contractor Agreement: The Board reviewed a Short Form Contractor Agreement.

Following discussion, upon motion duly made by Director Liles, seconded by Director McGlynn and, upon vote, unanimously carried, the Board approved the Short Form Contractor Agreement.

OPERATIONS AND MAINTENANCE

M & J Wilkow's Maintenance Report: Director McGlynn addressed the Board regarding the street light outage that occurred over the weekend. He also discussed with the Board the damage caused by snow removal to the pavers and parking stops. He also noted the banners are badly damaged. No action was taken by the Board at this time.

Planter Renovation Project: The Board reviewed a proposal from Western Proscapes for renovations of the planters. Following discussion, the Board determined to defer the project at this time.

Proposal from R50K for Detention Pond Erosion Work: The Board reviewed a proposal from R50K to perform erosion control at Detention Pond 950.

Following discussion, upon motion duly made by Director Rocha, seconded by Director McGlynn and, upon vote, unanimously carried, the Board determined additional information was needed to make a determination on the detention pond work and authorized Director Liles to authorize the work once additional information has been obtained.

Proposal from Metco Landscape, Inc. for Irrigation Modifications: The Board reviewed a proposal from Metco Landscape, Inc. to perform irrigation modifications to replace netafim with micro-jets.

Following discussion, upon motion duly made by Director McGlynn, seconded by Director Rocha and, upon vote, unanimously carried, the Board approved the proposal from Metco Landscape, Inc. for irrigation modifications to replace netafim and micro-jets, in an amount not to exceed \$5,000.00.

RECORD OF PROCEEDINGS

Work Order No. 1 from Metco Landscape, LLC for Tree Removal at Detention Pond 950 : The Board reviewed Work Order No. 1 from Metco Landscape, LLC for tree removal at Detention Pond 950.

Following discussion, upon motion duly made by Director McGlynn seconded by Director Elliott and, upon vote, unanimously carried, the Board approved Work Order No. 1 from Metco Landscape, in the amount of \$4,150.00.

CAPITAL IMPROVEMENTS

Sidewalk Renovation Project Walk-Through with Contractors: The Board discussed the final walk-through with contractors concerning warranty work for the Sidewalk Renovation Project. Ms. Finn noted the walk-through is scheduled for April 18, 2019 at 10:00 a.m.

Status of the Capital Improvement Plan: The Board deferred discussion at this time.

2018 Medians Project: The Board discussed the status of the 2018 Medians Renovation Project. Ms. Finn noted that the work is currently being bid.

OTHER MATTERS

Resolution of Appreciation: The Board acknowledged Director McGlynn's resignation effective upon adjournment of the March 26, 2019 Board meeting. The Board expressed its appreciation to Director McGlynn for his distinguished years of service as a Board Member on the Southlands Metropolitan District No. 1.

ADJOURNMENT

There being no further business to come before the Board at this time, upon motion duly made and, upon vote, unanimously carried, the meeting was adjourned.

Respectfully submitted,

By: _____
Secretary for the Meeting

RECORD OF PROCEEDINGS

THESE MINUTES APPROVED AS THE OFFICIAL MARCH 26, 2019
MINUTES OF THE SOUTHLANDS METROPOLITAN DISTRICT NO. 1
BY THE BOARD OF DIRECTORS SIGNING BELOW:

Martin Liles

Michael Sandhoff

Joyce Rocha

April Elliott

**RESOLUTION
OF THE BOARD OF DIRECTORS OF
SOUTHLANDS METROPOLITAN DISTRICT NO. 1**

ESTABLISHING FORM RIGHT-OF-WAY PERMIT AND REGULATIONS

WHEREAS, Southlands Metropolitan District No. 1 (the “**District**”) is a quasi-municipal corporation and political subdivision of the State of Colorado, duly organized pursuant to §§ 32-1-101, *et seq.*, C.R.S.; and

WHEREAS, pursuant to § 32-1-1001(1)(d), C.R.S., the Board of Directors of the District (the “**Board**”) is authorized to enter into contracts and agreements affecting the affairs of the District; and

WHEREAS, pursuant to § 32-1-1001(1)(h) C.R.S., the Board shall have the management, control and supervision of all the business and affairs of the District; and

WHEREAS, pursuant to § 32-1-1001(1)(f) C.R.S., the Board shall have the authority to acquire, dispose of, and encumber real and personal property, including, without limitation, rights and interests in property, leases, and easements necessary to the function or operation of the District; and

WHEREAS, the District owns, operates and/or maintains certain right-of-way and right-of-way improvements within and surrounding its boundaries (collectively the “**ROW Improvements**”); and

WHEREAS, certain individuals and entities desire to perform maintenance and/or construction activities within or which otherwise impact the ROW Improvements; and

WHEREAS, in order to protect the District’s interests in the ROW Improvements, and for the benefit of the District’s property owners, taxpayers, and visitors, the Board desires to establish a form Right-of-Way Permit and related regulations to be used by individuals or entities providing maintenance and/or construction activities within or which otherwise impact the ROW Improvements, as such form Right-of-Way Permit and related regulations are more particularly set forth in **Exhibit A** and incorporated herein by this reference (“**ROW Permit and Regulations**”); and

WHEREAS, the Board desires to authorize the District Manager, District Engineer and/or District General Counsel, as may be necessary, to implement and enforce the ROW Permit and Regulations as set forth therein and in accordance with this Resolution.

NOW, THEREFORE, BE IT RESOLVED BY THE BOARD OF DIRECTORS OF THE DISTRICT AS FOLLOWS:

1. **Intent of the District.** This Resolution is adopted to ensure the protection of the health, safety and welfare of the District's property owners, taxpayers, and visitors, to preserve the ROW Improvements, and to provide a fair and consistent implementation and enforcement process of the ROW Permit and Regulations.

2. **Establishment of ROW Permit and Regulations.** The Board hereby establishes the ROW Permit and Regulations to be used by any individual or entity providing maintenance and/or construction activities within or which otherwise impact the ROW Improvements.

3. **Implementation of Form ROW Permit and Regulations.** The Board hereby directs the District's Manager, Engineer and/or General Counsel, as may be necessary, to implement and otherwise oversee compliance with the ROW Permit and Regulations.

4. **Amendment.** The District expressly reserves the right to amend, revise, redact, and/or repeal this Resolution and the ROW Permit and Regulations in whole or in part, from time to time, in order to further the purpose of carrying on the business, objects and affairs of the District.

5. **No Waiver.** No waiver of any provision of this Resolution or the ROW Permit and Regulations shall be deemed to constitute a waiver of any other provision in this Resolution or the ROW Permit and Regulations, nor shall such waiver constitute a continuing waiver unless otherwise expressly provided.

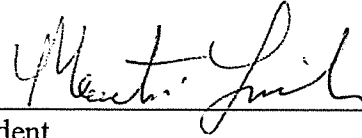
6. **No Guaranty or Reliance.** Nothing contained in this Resolution or the ROW Permit and Regulations shall obligate the District to approve a permit application or otherwise authorize maintenance or construction activities which may impact the ROW Improvements or any other District property. The approval or consent of the District to any application for maintenance or construction activities which may impact ROW Improvements shall not be deemed to constitute a waiver of any right to hold or deny approval by the District of any other application. The approval of any application related to the ROW Improvements shall be in the sole and absolute discretion of the District.

7. **Term.** This Resolution and the ROW Permit and Regulations shall be effective immediately, supersede any previously adopted resolution, permit or regulations of the District concerning maintenance or construction activities which impact ROW Improvements, and shall remain in full force and effect until such time as either are repealed by the Board.

[Signature page follows.]


APPROVED AND ADOPTED THIS 26TH DAY OF MARCH, 2019.

SOUTHLANDS METROPOLITAN DISTRICT
NO. 1, a quasi-municipal corporation and political
subdivision of the State of Colorado



President

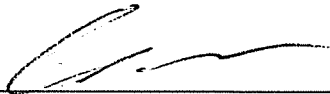
ATTEST:



Secretary

APPROVED AS TO FORM:

WHITE BEAR ANKELE TANAKA & WALDRON
Attorneys at Law



General Counsel to the District

Signature page to Resolution Establishing ROW Permit and Regulations.

EXHIBIT A
ROW Permit and Regulations

SOUTHLANDS METROPOLITAN DISTRICT NO. 1 RIGHT-OF-WAY PERMIT

All fields must be filled out, you must also include the traffic control plans and requisite bond. If these items are not included, the permit application will be REJECTED.

Applicant Name: _____
Company Name/Permit Holder: _____
Address: _____
Phone #: _____ Email: _____
Contractor Name: _____ License #: _____
Subcontractor Name: _____ License #: _____
24-Hr Contact Name: _____ Phone #: _____
Party Responsible for Payment: _____ Phone #: _____
Project Address: _____
Project Cross Streets: _____

Type of Backfill Material: Flowfill ☐ Flashfill ☐ Class 6 Roadbase ☐ Native ☐

Project Description (Complete as Necessary – May Attach Additional Materials):

Maintenance Activity (no surface or ground disturbance – general description): _____

Construction Activity (general description): _____

Pavement Cut: Length (FT) _____ Width (FT) _____ Additional Cuts: Length (FT) _____ Width (FT) _____

Excavation Area: Length (FT) _____ Width (FT) _____ Additional Cuts: Length (FT) _____ Width (FT) _____

of Potholes: _____ Concrete Removal: Length (FT) _____ Width (FT) _____ # of Work Days: _____

Construction plan or sketch submitted?: Y ☐ N ☐

Infrared Patching? Y ☐ N ☐ Mill and overlay street for pavement restoration? Y ☐ N ☐

Traffic Control Plan? Y ☐ N ☐ Detour Plan? Y ☐ N ☐

By signing below, applicant agrees to abide by the District's Right-of-Way Regulations

Permit Holder Representative: Print Name: _____ Date: _____

Signature: _____

Accepted by the District this ____ day of _____, 2019.

District Signature: _____ Permit Expiration Date: _____

Permit Extension: _____ Extended Permit Expiration Date: _____

District Signature

Project Completion: _____ Warranty Expiration Date: _____

District Signature

Once accepted by the District, this application shall become the "Permit". A complete Permit shall be maintained by the Permit Holder, any contractor or any subcontractor performing work, and upon request shall be immediately provided to the District Manager, District Board Member or Designated Representative.

SOUTHLANDS METROPOLITAN DISTRICT NO. 1

RIGHT-OF-WAY PERMIT – REGULATIONS

1. Regulations: All work under the Permit shall be performed in accordance with the current Southlands Metropolitan District No. 1 (“District”) Right-of-Way Regulations (Regulations). The Permit Holder shall be responsible to ensure that all contractors and subcontractors comply with the terms and conditions of the Permit and the Regulations. Failure to comply with these Regulations may result in a Notice of Violation (NOV) being issued to the Permit Holder by the District. Upon issuance of a NOV, the Permit Holder shall secure the site(s), provide the necessary traffic control, and discontinue all non-corrective work within the right-of-way. No further work will be allowed until the corrections are completed, additional fees are paid and the NOV is rescinded by the District. The District retains the authority to revoke any Permit for failure to comply with these Regulations or other applicable rules or regulations of the City of Aurora (“City”).
2. Conformance with Standards: All work must conform to the construction plans, sketches, and traffic control plans submitted to the District as part of the Permit application. In the event of a conflict between the Permit and the District’s Regulations or Construction Standards, the District’s Regulations or Construction Standards shall govern. Any deviation from the District’s Regulations or Construction Standards, if granted, shall be fully described in the Permit along with the justification for same.
3. Subcontractors: Subcontractors are authorized to perform work under the Permit, provided that they are listed on the Permit or are added to the Permit prior to starting work. Subcontractors must hold a valid contractor’s license with the City.
4. Notifications: Notify the District a minimum of four (4) working days prior to initiating planned (non-emergency) construction activities and a minimum of forty-eight (48) hours in advance of each required inspection. A NOV may be charged to the Permit Holder if the contractor cancels a scheduled inspection or changes the work schedule without providing a minimum of four (4) hours advance notice to the District.
5. Preconstruction Meeting: Permits may require a preconstruction meeting to be scheduled with the District’s Designated Representative (“Designated Representative”). The Designated Representative may require attendance by any or all of the following parties: Permit Holder, Contractor, Subcontractors, project design engineer, and project design traffic engineer. Starting work prior to a required preconstruction meeting is justification for a NOV.
6. Work Hours: Work hours are limited to 6:00 a.m. to 3:00 p.m., Monday through Friday. No work is permitted on Saturday, Sunday or designated Holiday without prior approval of the District.
7. Utility Locates: In accordance with 9-1.5-103, C.R.S., prior to undertaking any excavation activities, the Permit holder shall notify the Utility Notification Center of Colorado and if necessary the tier two members having underground facilities in the area of such excavation. The Permit Holder is solely responsible for all utility locates and registration in accordance with these Regulations, and other applicable rules and regulations of the City.
8. Traffic Control: The approved traffic control plan shall be modified in the field, when required by the District or Designated Representative, in order to improve traffic flow or safety. Barricades, cones, signs, or other vehicular or pedestrian traffic controls shall be taken out of service after designated working hours unless their use and application are required to ensure the safety of the traveling public. In that case, those controls shall be noted on the approved traffic control plan.
9. Daily cleanup: Upon completion of each day’s work, the permit holder is responsible for ensuring that all litter, construction debris and other waste materials resulting from the work is removed from the site and that the site is left in a neat and orderly appearance. The street pavement and sidewalk shall be swept daily, if required by the District or Designated Representative, for dust control and to remove all loose material resulting from the work. Permit Holder shall ensure that any pits, holes, or other hazardous conditions are properly covered and/or addressed to ensure the safety of the public upon completion of each day’s work, and such measures shall be noted in the approved site plan or otherwise previously approved by the Designated Representative.
10. Pumped Water: Sediment and/or debris from water that is pumped out of structures during maintenance activities or maintenance work shall be contained within the work area and removed from the street. Sediment shall not flow to the gutter or ditch without providing inlet protection and/or sediment control devices for containment. The

SOUTHLANDS METROPOLITAN DISTRICT NO. 1

RIGHT-OF-WAY PERMIT – REGULATIONS

contractor shall clean the street and gutters whenever sediment is pumped out of a work area. Failure to provide sediment control when sediment is discharged outside of the work area is justification for a NOV.

11. Temporary Patching: All pavement cuts open to traffic shall be temporarily patched until asphalt is permanently replaced in accordance with Section 12 of these Regulations. Cold mix asphalt, hot mix asphalt, or flowable fill material with minimum two (2) inch depth shall be used for temporary patching. The temporary patch shall be maintained to provide a level road surface until permanent hot mix asphalt is placed.

12. Asphalt Replacement: All pavement cuts shall be permanently replaced in accordance with this Section 12 of these Regulations. All replaced asphalt shall be 4-inches of hot compacted asphalt. Asphalt will be milled 2-feet larger than the excavated area. Asphalt replacement will be a 1-lane minimum width, for the length of the cut, or full road width if the cut crosses the centerline of the road. Asphalt specifications shall be approved by the District prior to replacement.

13. Site restoration: All repairs shall cause the street and other property to be returned to a condition equal to or better than the original condition, in the reasonable discretion of the District, prior to the earlier of (i) seven (7) calendar days of the work being substantially complete, or (ii) the Permit Expiration Date, unless the Permit Holder receives written approval for an extended date from the District or Designated Representative. Site restoration may include final street and sidewalk sweeping, vegetation and landscape restoration, pavement striping, utility locating paint and flag removal and removal of erosion and siltation controls. The work is substantially complete when the major items of work on a Permit, such as the repair or installation of a structure or utility, are complete as evidenced by opening the street to traffic and removing materials, equipment and/or traffic controls.

14. Permit Holder must provide advance written notification to all businesses for work that may interfere with parking or access to such businesses.

15. Payment of fees: Permit Holder shall pay or cause to be paid all fees as set forth by the District in the "Right-of-Way Permit Fee Schedule", attached hereto and incorporated herein. To the extent the District retains an engineer, or other professional to review a permit application or oversee any work performed under a Permit, the Permit Holder shall be solely responsible for all related costs. Such Right-of-Way Permit Fee Schedule may be amended from time to time in the sole discretion of the District. The District may waive any portion of the fees in its sole and absolute discretion.

16. Surety Bond: The Permit Holder shall secure or cause to be secured a surety bond in the amount of \$20,000, or an annual general contractor liability bond of \$1,000,000 in a form acceptable to the District. The District may require a cash bond, or other form of surety, in its sole and absolute discretion. All bonds shall be valid for two (2) years from the Project Completion Date.

17. Notice of Violation: Examples where a NOV may be issued:

- a) The contractor cancels a scheduled inspection or changes the work schedule without providing a minimum of four (4) hours advance notice to the District.
- b) The contractor completes the work and fails to schedule a completion inspection with the District or Designated Representative.
- c) The District or Designated Representative requires a site meeting to discuss non-compliance issues.
- d) Starting work prior to a required pre-construction meeting.
- e) Failure to complete site restoration work within the required time period or corrective work within the required written time period.
- f) Failure to provide erosion and sedimentation controls and/or traffic controls.
- e) Failure to complete all work, including all necessary punch list items and restoration, prior to completion of the Permit Expiration Date, as may be extended upon approval by the District.

SOUTHLANDS METROPOLITAN DISTRICT NO. 1

RIGHT-OF-WAY PERMIT – REGULATIONS

18. **Permit Amendment:** An amendment is required when a permit quantity increases by more than ten percent (10%) or additional construction activities are scheduled to occur which were not contemplated at the time the Permit was originally issued by the District. The final quantity of work will be reviewed during the final completion inspection.
19. **Refunds:** With the exception of permits cancelled by the District, no refunds shall be issued on any Permit fees paid without approval of the District. An administrative fee may be charged to refunds issued for cancelled permits.
20. **Permit Extension:** The duration of any Permit may be extended when approved by the Designated Representative or District. Requests for extension must be made in writing to the Designated Representative a minimum of ten (10) working days prior to the Permit Expiration Date. The minimum fee to be charged for extending a Permit is the base fee. Additional fees may be assessed at the discretion of the District. Any extended Permit Extension Date shall be reflected on the form of Permit reviewed and accepted by the District.
21. **Completion Inspection:** The Permit Holder or contractor shall schedule a completion inspection with the Designated Representative a minimum of twenty-four (24) hours in advance of leaving the site after completion of the work. The Designated Representative shall provide an inspection report with a written punchlist of all deficiencies, if any, that must be corrected prior to acceptance of the work for completion of the Permit. **All compaction testing must be certified by a professional Geo-Tech engineer.** Permit Holder may elect to pay a fee for the District to conduct such testing. The Permit Holder shall complete the punchlist and schedule a final inspection within seven (7) calendar days, unless a written extension is approved by the Designated Representative. If there are no punchlist items, the completion inspection will be the final inspection. Failure to schedule a completion inspection prior to leaving the site after completing the work is a justification for a NOV.
22. **Final Inspection:** If the completion inspection is not the final inspection, the Permit Holder or contractor shall complete the punchlist and schedule a final inspection within the earlier of (i) seven (7) calendar days, or (ii) the Permit Expiration Date, unless a written extension is approved by the Designated Representative. Failure to complete the punchlist items within the period approved by the Designated Representative and schedule the final inspection is justification for a NOV. If the Designated Representative does not accept the corrected work at the final inspection, or the work is not completed, the Designated Representative may assess a NOV.
23. **Acceptance:** Upon acceptance of the work after the final inspection, the Designated Representative will sign and date the Permit to indicate the start date for the warranty period.
24. **Warranty:** All work performed under the Permit shall be warranted for two (2) years from the date of acceptance. During the warranty period, the Permit Holder may be notified in writing of any defective work and shall correct the defective work within fourteen (14) calendar days or the time allowed in writing by the District or Designated Representative. The corrective work shall be warranted for two (2) years after completion. Failure to correct the deficiencies within the required time period, or obtain a written extension, is justification for a NOV.
25. **Warranty Bond:** Unless otherwise expressly specified or waived by the District, the Permit Holder shall provide the District a warranty bond in a minimum amount of \$10,000 prior to acceptance. Such warranty bond shall be effective and available to the District throughout the entirety of the warranty period.
26. **Warranty Inspection:** The District or Designated Representative will send a notice of warranty inspection to the Permit Holder prior to the Warranty Expiration Date. The notice will indicate that the work is accepted and the Permit is closed or it will include a written punchlist of deficiencies that must be corrected within fourteen (14) calendar days or the time allowed in writing by the District or Designated Representative. The Permit Holder shall notify the Designated Representative after the punchlist is completed. Failure to complete the punchlist within the required time period, or obtain a written extension, is justification for a NOV.
27. **Appeals Procedure:** Any applicant for a Permit and any Permit Holder may appeal to the District Manager in writing any decision by the Designated Representative made pursuant to these Regulations. Unless otherwise approved by the District in writing, no work under the Permit shall be allowed during the pendency of the appeal.

SOUTHLANDS METROPOLITAN DISTRICT NO. 1

RIGHT-OF-WAY PERMIT – REGULATIONS

28. Indemnification: The District shall not be liable for any loss, injury, death or damage to any person or property which may arise from the use of this Permit (including, but not limited to, loss, injury, death or damage resulting from ice, water, rain, snow, gas, electrical wires, fire, theft, burst pipes or plumbing failures). The Permit Holder hereby expressly agrees to indemnify and hold harmless the District, its directors, officers, agents, employees and insurers against any claim, liability, loss, damage, demand, action, cause of action or expense of whatever nature (including court costs and attorneys' fees) which may result from any loss, injury, death or damage to any person which arises directly or indirectly out of or is caused by reason of Permit Holder's use or occupancy of any District property, any omission, act of negligence, willful misconduct, or any criminal or tortious act or omission by the Permit Holder or any of its contractors, subcontractors, employees, agents or representatives, or Permit Holder's failure to fulfill the terms and conditions of this Permit. The obligation to indemnify and save harmless the District its officers and employees shall not terminate, and shall survive the expiration of this Permit and the termination of the Permit. It is expressly agreed that in case of the Permit Holder's breach of any of the within promises, the District may at its option, have specific performance thereof, sue for damages resulting from such breach, or take affirmative action to correct such breach and charge the Permit Holder for the cost thereof. The Permit Holder is not obligated to indemnify the District for the District's own negligence. This indemnification obligation will not be limited in any way by any limitation on the amount or types of damages, compensation or benefits payable by or for the Permit Holder under worker's compensation acts, disability acts or other employee benefit acts.

29. Governmental Immunity: Nothing in this Agreement shall be construed to waive, limit, or otherwise modify, in whole or in part, any governmental immunity that may be available by law to the District, its respective officials, employees, contractors, or agents, or any other person acting on behalf of the District and, in particular, governmental immunity afforded or available to the District pursuant to the Colorado Governmental Immunity Act, Title 24, Article 10, Part 1 of the Colorado Revised Statutes.

30. Insurance:

a) The Permit Holder shall acquire and maintain, at its sole cost and expense, during the entire term of any Permit, insurance coverage in the minimum amounts set forth in the "Insurance Requirements", attached hereto and incorporated herein by this reference. A waiver of subrogation and rights of recovery against the District, its directors, officers, employees and agents is required for Commercial General Liability and Workers Compensation coverage. The Commercial General Liability and Comprehensive Automobile Liability Insurance policies will be endorsed to name the District as an additional insured. All coverage provided pursuant to this Agreement shall be written as primary policies, not contributing with and not supplemental to any coverage that the District may carry, and any insurance maintained by the District shall be considered excess. The District shall have the right to verify or confirm, at any time, all coverage, information or representations required by this Section 29 of these Regulations.

b) Prior to commencing any work under the Permit, the Permit Holder shall provide the District with a certificate or certificates evidencing the policies required by these Regulations, as well as the amounts of coverage for the respective types of coverage, which certificate(s) shall be attached hereto. If the Permit Holder subcontracts any portion(s) of the work performed under the Permit, said subcontractor(s) shall be required to furnish certificates evidencing statutory workers' compensation insurance, comprehensive general liability insurance and automobile liability insurance in amounts satisfactory to the District and the Permit Holder. If the coverage required expires during the term of the Permit, the Permit Holder shall provide replacement certificate(s) evidencing the continuation of the required policies.

c) The Permit Holder's failure to purchase the required insurance shall not serve to release it from any obligations contained in the Regulations; nor shall the purchase of the required insurance serve to limit the Permit Holder's liability under any provision in the Regulations or Permit. The Permit Holder shall be responsible for the payment of any deductibles on issued policies.

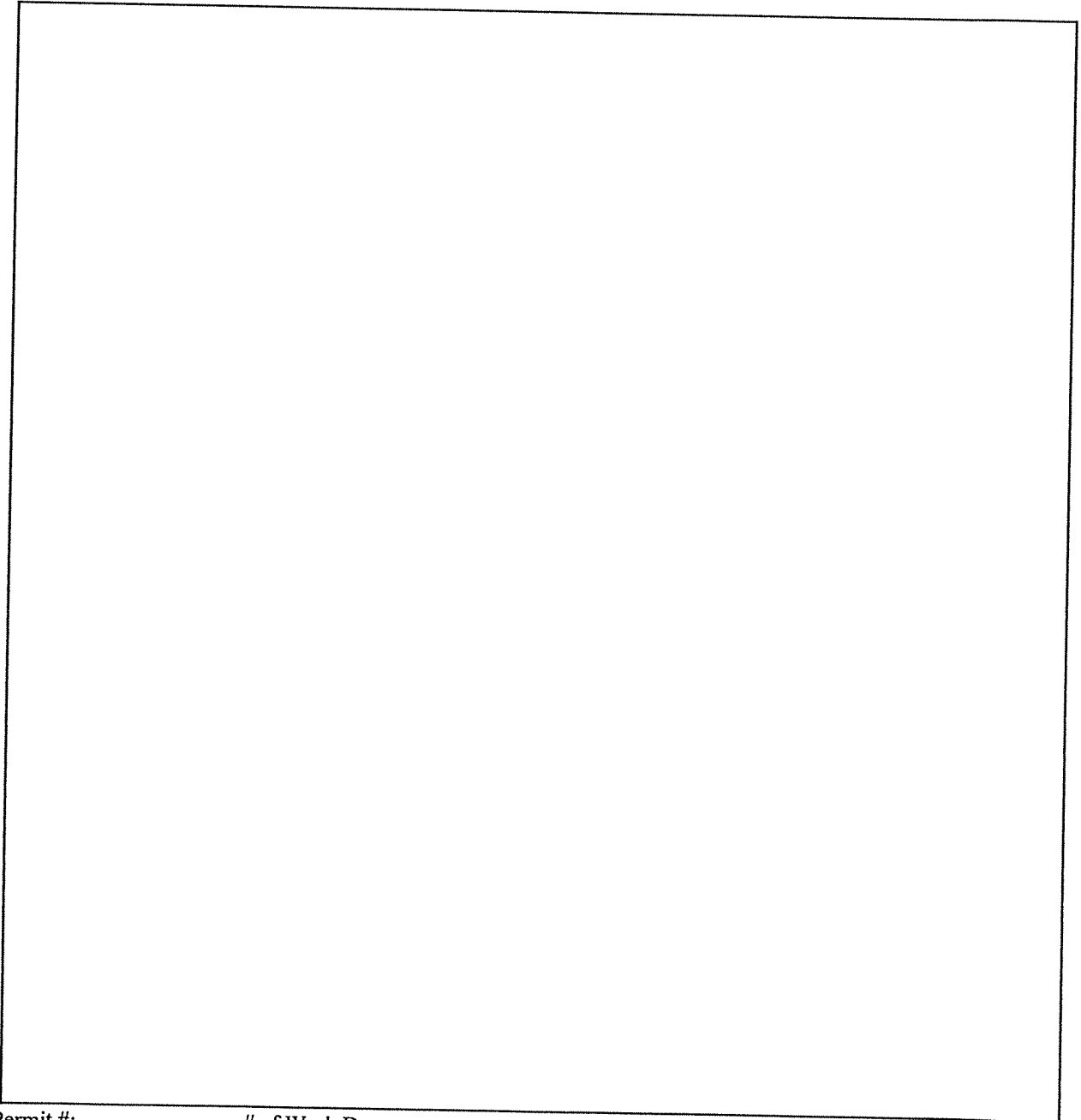
SOUTHLANDS METROPOLITAN DISTRICT NO. 1

RIGHT-OF-WAY PERMIT – SKETCH PLAN

NOTE:

Applicant may use this form or draft another Site Sketch Plan upon any other form. However, the plans must include the following information:

Construction plans or sketch plan showing work location street(s), work address or nearest intersecting street(s), street names, medians, ditch line, curb, gutter and sidewalk, approximate easement and property lines, existing and proposed utilities, dimensions and north arrow.



Permit #: _____ # of Work Days: _____ App. Date: _____

SOUTHLANDS METROPOLITAN DISTRICT NO. 1

RIGHT-OF-WAY PERMIT – FEE SCHEDULE

Permit Holder: _____

Project Location or Address: _____

Work Description:

Administrative Fees (Non Refundable)		Unit	Unit Cost	Fee
Construction/Maintenance Activities BASE FEE (required for each permit)		Day	\$1,000	
Included in BASE FEE:				
	Project and/or Plan Review Fee			
	Designated Representative Fee			
	Tenant Notifications			
	Warranty Walk Through			
	Construction/Maintenance Oversight			
	Engineer Review Fee			
	Traffic Control Plan Review <i>(if necessary)</i>			
	Street Closure/Detour Plan Review <i>(if necessary)</i>			
Storage of Materials <i>(in accordance with plans)</i>				
Testing Fees		Unit	Unit Cost	Fee
Geo-Tech Compaction Testing Fee <i>(if necessary)</i>		EA	Actual Cost	
ROW Activity Fees		Unit	Unit Cost	Fee
Lane Closure Fee <i>(if necessary)</i>		Day	\$500	
Sidewalk Closure Fee <i>(if necessary)</i>		Day	\$100	
Notice of Violation		Unit	Unit Cost	Fee
Notice of Violation Fee		Per Notice	\$1,500	
Restoration Fee (After Notice of Violation)		EA	Actual Cost	
Total Fee Due at Time of Application				\$
Comments:				

Type of Bond(s) (i.e., surety bond, cash bond, performance bond, warranty bond)	Amount of Bond	Expiration Date (Two Years from Completion Date)	Comments
Surety Bond	<input type="checkbox"/> \$20,000, or <input type="checkbox"/> Annual G/C liability bond of \$1,000,000		
Warranty Bond	\$10,000		

District confirmation of receipt of all fees and bond(s):

Signature

Date: _____

SOUTHLANDS METROPOLITAN DISTRICT NO. 1

RIGHT-OF-WAY PERMIT – INSURANCE REQUIREMENTS

NOTE: All insurance required and provided hereunder shall also comply with the provisions of Section 29 of the Regulations.

1. Standard Worker's Compensation and Employer's Liability Insurance covering all employees of Permit Holder, Contractor or Subcontractor involved with the performance of the work, with policy amounts and coverage in compliance with the laws of the jurisdiction in which the Services will be performed.
2. Commercial General Liability Insurance with minimum limits of liability of not less than \$2,000,000 per occurrence for bodily injury and property damage liability; \$2,000,000 designated location, general aggregate; and \$1,000,000 umbrella. Such insurance will include coverage for contractual liability, personal injury and broad form property damage, and shall include all major divisions of coverage and be on a comprehensive basis including, but not limited to:
 1. premises operations;
 2. personal injury liability without employment exclusion;
 3. limited contractual;
 4. broad form property damages, including completed operations;
 5. medical payments;
 6. products and completed operations;
 7. independent consultants coverage;
 8. coverage inclusive of construction means, methods, techniques, sequences, and procedures, employed in the capacity of a construction consultant; and

This policy must include coverage extensions to cover the indemnification obligations contained in this Permit to the extent caused by or arising out of bodily injury or property damage.
3. Comprehensive Automobile Liability Insurance covering all owned, non-owned and hired automobiles used in connection with the performance of the work, with limits of liability of not less than \$1,000,000 combined single limit bodily injury and property damage. **This policy must include coverage extensions to cover the indemnification obligations contained in this Agreement to the extent caused by or arising out of bodily injury or property damage.**

**SOUTHLANDS METROPOLITAN DISTRICT NO. 1
RIGHT-OF-WAY PERMIT – SUPPLEMENTAL MATERIALS**

Resolution No. 2019-03-02

**FIRST AMENDMENT TO
SOUTHLANDS METROPOLITAN DISTRICT NO. 1
ANNUAL ADMINISTRATIVE RESOLUTION
(2019)**

WHEREAS, at the regular meeting of the Board of Directors (the “Board”) of the Southlands Metropolitan District No. 1 (the “District”), in the City of Aurora, Arapahoe County, Colorado, held at 10:00 a.m. on December 4, 2018, at 6155 South Main Street, Suite 260, Aurora, Colorado, the Board adopted a resolution entitled Southlands Metropolitan District No. 1 Annual Administrative Resolution (2019) (the “Resolution”); and

WHEREAS, since the adoption of the Resolution the Board has determined to change the date of its regular meetings; and

WHEREAS, the Board has determined to amend paragraph 17 of the Resolution by the adoption of this First Amendment to Southlands Metropolitan District No. 1 Annual Administrative Resolution (2019) (the “First Amendment”).

NOW, THEREFORE, BE IT RESOLVED BY THE BOARD AS FOLLOWS:

1. REPLACEMENT OF PARAGRAPH 17. The Board hereby replaces, in its entirety, Paragraph 17 of the Resolution with the following:

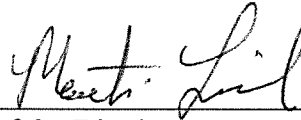
“17. The Board determines to hold regular meetings on the third Tuesday of each month, at 9:00 A.M. at 6155 S. Main Street, Suite 260, Aurora, Colorado. Notice of the time and place for all regular meetings shall be posted in accordance with § 32-1-903, C.R.S.”

2. PRIOR PROVISIONS EFFECTIVE. Except as specifically amended hereby, all the terms and provision of the Resolution shall remain in full force and effect.

[Remainder of page intentionally left blank.]


ADOPTED this 26th day of March, 2019.

SOUTHLANDS METROPOLITAN DISTRICT
NO. 1



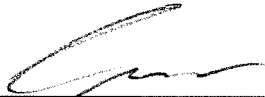
Officer of the District

ATTEST:



APPROVED AS TO FORM:

WHITE BEAR ANKELE TANAKA & WALDRON
Attorneys at Law




General Counsel to the District

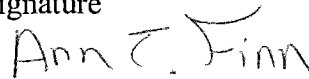
CERTIFICATION OF RESOLUTION

I hereby certify that the foregoing constitutes a true and correct copy of the resolution of the Board adopted at a meeting held on March 26, 2019, at 6155 S. Main Street, Suite 260, Aurora, Colorado.

IN WITNESS WHEREOF, I have hereunto subscribed my name this 26th day of March, 2019.



Signature



Printed Name

Ann Finn

From: Lawrence Jacobson <lpjake@msn.com>
Sent: Tuesday, April 09, 2019 7:03 AM
To: Ann Finn
Cc: Martin Liles; Glen Barnard; cwaldron@wbapc.com
Subject: Pomeroy/Southlands
Attachments: Copy of Proposed Compromise- Southlands Metro District 040819.xlsx

Ann:

Thank you for sending to us the District's 3/22 proposal which includes a methodology for resolving the annual contribution to be made by the Pomeroy development (Pronghorn) to offset the impact of the increased traffic on the Southlands Metropolitan District #1 roads in the Southlands Shopping Center. We have studied your methodology and we accept the overall approach subject to adjusting some of the individual cost items as outlined below.

Proposed Compromise to the SOMD #1 Proposal

Please see the attachment which outlines the financial details

To elaborate, we accept the following cost categories as being impacted by the increased traffic and subject to the percentage allocations you propose:

- Management
- Insurance
- General maintenance services
- Sweeping
- Striping
- Street repairs
- Asphalt replacement and reserve

We do not see any linkage between or impact from our traffic and the following expense items:

- Snow removal
- Traffic signal maintenance
- Signage
- Site lighting

In addition, we would propose that our annual contribution be adjusted annually by the change in the US CPI. This will protect the District from inflationary impacts.

Lastly, the payment structure for this annual payment would be through an owner's association which will encompass the Pronghorn/Pomeroy project west of S. Aurora Parkway.

We hope you will find this compromise to be acceptable, and that we can move forward with formalizing the terms and conditions. Please call or email us with any questions you may have.

Thanks much.

Lawrence P. Jacobson
4100 E. Mississippi Avenue
Suite 500
Denver, CO 80246
(303) 748 5466 (cellular)
(303) 984 9800 Ext. 109 (land line)
lpjake@msn.com

	District 3/22/2019	Pomeroy 4/9/2019
	Proposal	Proposal
	Annual	Annual
	<u>Total</u>	<u>Total</u>
<u>Property Management</u>		
Management	40000	40000
Insurance	27540	27540
Total Property Management	\$67,540	\$67,540
<u>Maintenance - No Reserves</u>		
General Maintenance Services	112000	112000
Sweeping	23544	23544
Striping	12075	12075
Snow Removal	350000	
Signage	500	
Traffic Signals Maintenance	3000	
Site Lighting	100000	
Street Repairs	100000	100000
Total	\$701,119	\$247,619
<u>Maintenance - Reserves</u>		
Asphalt Replacement & Reserve	50000	50000
Total Reserves	\$50,000	\$50,000
Total O&M Expense	\$818,659	\$365,159
Percent of Total Budget (based on increase in traffic)	0.13	0.13
Percent of Paving	0.45	0.45
Annual Contribution	\$47,892	\$21,362 *

*The Annual Contribution will be adjusted annually by the US CPI

SOUTHLANDS METROPOLITAN DISTRICT NO.1

FINANCIAL STATEMENTS

FEBRUARY 28, 2019

DRAFT



CliftonLarsonAllen LLP
CLAconnect.com

Accountant's Compilation Report

Board of Directors
Southlands Metropolitan District No.1
Arapahoe County, Colorado

Management is responsible for the accompanying financial statements of Southlands Metropolitan District No.1, which comprise the balance sheet - governmental funds as of February 28, 2019, and the related statement of revenues, expenditures, and changes in fund balance - actual for the period from January 01, 2019 through February 28, 2019 for the General Fund and Special Revenue Fund in accordance with accounting principles generally accepted in the United States of America. Management is also responsible for the accompanying financial forecasted budget, which comprises the statement of revenues, expenditures, and changes in fund balance - budget for the year then ending for the General Fund and Special Revenue Fund, and the related summary of significant assumptions in accordance with guidelines for the presentation of financial forecast established by the American Institute of Certified Public Accountants. We have performed compilation engagements in accordance with Statements of Standards for Accounting and Review Services promulgated by the Accounting and Review Services Committee of the American Institute of Certified Public Accountants. We did not audit, examine, or review the historical financial statements or the financial forecasted budget nor were we required to perform any procedures to verify the accuracy or completeness of the information provided by management. Accordingly, we do not express an opinion, a conclusion, nor provide any form of assurance on these historical financial statements and this financial forecasted budget.

The forecasted budget results may not be achieved as there will usually be differences between the forecasted budget and actual results, because events and circumstances frequently do not occur as expected, and these differences may be material. We assume no responsibility to update this report for events and circumstances occurring after the date of this report.

Management has elected to omit the management's discussion and analysis, the government-wide financial statements, the statement of revenues, expenditures and changes in fund balance - governmental funds, and substantially all of the disclosures required by accounting principles generally accepted in the United States of America. If the omitted disclosures were included in the historical financial statements, they might influence the user's conclusions about the District's financial position and results of operations. Accordingly, the historical financial statements are not designed for those who are not informed about such matters.

The supplementary information and the supplementary financial forecasted budget information are presented for additional analysis and are not a required part of the basic financial statements. This information is the representation of management. The information was subject to our compilation engagement; however we have not audited, examined, or reviewed the supplementary information and, accordingly, do not express an opinion, a conclusion, nor provide any form of assurance on the supplementary historical information and the supplementary budget information.

We are not independent with respect to Southlands Metropolitan District No.1.

Greenwood Village, CO
April 09, 2019

SOUTHLANDS METROPOLITAN DISTRICT NO.1
BALANCE SHEET - GOVERNMENTAL FUNDS
FEBRUARY 28, 2019

	General	General Operations Fee	Debt Service	Capital Projects	Total
ASSETS					
Cash - Checking	\$ 9,527	\$ 492,859	\$ -	\$ 16,555	\$ 518,941
Colotrust	954,117	413,850	17,623	-	1,385,590
UMB Series 2017 A-1 Bond Fund	-	-	367,874	-	367,874
UMB Series 2017 A-2 Bond Fund	-	-	52,404	-	52,404
General Operations Fee receivable	-	25,864	-	-	25,864
UMB Series 2017 A-1 Reserve Fund	-	-	1,687,472	-	1,687,472
UMB Series 2017 A-2 Reserve Fund	-	-	149,980	-	149,980
UMB Series 2017 A-2 Project Fund	-	-	-	84,657	84,657
Receivable from County Treasurer	76,796	-	463,539	-	540,335
Accounts receivable	-	900	-	-	900
TOTAL ASSETS	\$ 1,040,440	\$ 933,473	\$ 2,738,892	\$ 101,212	\$ 4,814,017
LIABILITIES AND FUND BALANCES					
CURRENT LIABILITIES					
Accounts payable	\$ 23,017	\$ 113,245	\$ 500	\$ -	\$ 136,762
General Operations Fee Reconciliation	-	134,651	-	-	134,651
Unearned General Operations Fee	-	32,203	-	-	32,203
Street connection escrow	5,584	-	-	-	5,584
Total Liabilities	28,601	280,099	500	-	309,200
FUND BALANCES					
Total Fund Balances	1,011,839	653,374	2,738,392	101,212	4,504,817
TOTAL LIABILITIES AND FUND BALANCES	\$ 1,040,440	\$ 933,473	\$ 2,738,892	\$ 101,212	\$ 4,814,017

These financial statements should be read only in connection with the accompanying accountant's compilation report.

SOUTHLANDS METROPOLITAN DISTRICT NO.1
STATEMENT OF REVENUES, EXPENDITURES AND
CHANGES IN FUND BALANCES - BUDGET AND ACTUAL
FOR THE TWO MONTHS ENDED FEBRUARY 28, 2019

GENERAL FUND

	Annual Budget	Year to Date Actual	Variance
REVENUES			
Interest income	\$ 5,000	\$ 4,390	\$ (610)
Property taxes	481,462	74,247	(407,215)
Specific ownership tax	28,888	6,812	(22,076)
TOTAL REVENUES	<u>515,350</u>	<u>85,449</u>	<u>(429,901)</u>
EXPENDITURES			
Accounting	60,000	7,905	52,095
Auditing	6,000	-	6,000
Billing services	9,000	2,077	6,923
Contingency	13,298	-	13,298
County Treasurer's fee	7,202	1,114	6,088
Directors' fees	-	900	(900)
District management	60,000	13,167	46,833
Dues and licenses	1,500	1,238	262
Insurance and bonds	45,000	28,146	16,854
Legal services	35,000	17,587	17,413
Miscellaneous	1,000	216	784
Public Events	30,000	-	30,000
TOTAL EXPENDITURES	<u>268,000</u>	<u>72,350</u>	<u>195,650</u>
EXCESS OF REVENUES OVER (UNDER) EXPENDITURES	247,350	13,099	(234,251)
OTHER FINANCING SOURCES (USES)			
Transfers to other fund	(709,487)	-	709,487
TOTAL OTHER FINANCING SOURCES (USES)	<u>(709,487)</u>	<u>-</u>	<u>709,487</u>
NET CHANGE IN FUND BALANCES	(462,137)	13,099	475,236
FUND BALANCES - BEGINNING	<u>983,016</u>	<u>998,740</u>	<u>15,724</u>
FUND BALANCES - ENDING	<u>\$ 520,879</u>	<u>\$ 1,011,839</u>	<u>\$ 490,960</u>

These financial statements should be read only in connection with the accompanying accountant's compilation report.

SOUTHLANDS METROPOLITAN DISTRICT NO.1
STATEMENT OF REVENUES, EXPENDITURES AND
CHANGES IN FUND BALANCES - BUDGET AND ACTUAL
FOR THE TWO MONTHS ENDED FEBRUARY 28, 2019

GENERAL OPERATIONS FEE FUND

	Annual Budget	Year to Date Actual	Variance
REVENUES			
General operations fee	\$ 2,340,000	\$ 390,000	\$ (1,950,000)
Interest income	-	1,211	1,211
TOTAL REVENUES	<u>2,340,000</u>	<u>391,211</u>	<u>(1,948,789)</u>
EXPENDITURES			
Floral	275,000	-	275,000
Landscape maintenance & irrigation repair	425,000	23,636	401,364
Monthly cleaning	215,000	31,797	183,203
Pest control	10,000	-	10,000
Property maintenance	125,000	18,672	106,328
Property management	45,000	6,545	38,455
Repairs and maintenance	315,000	9,389	305,611
Security	78,000	8,613	69,387
Signage and decor	100,000	6,526	93,474
Snow removal	350,000	120,062	229,938
Street lighting/ striping	115,000	2,374	112,626
Street repairs/sidewalk	100,000	-	100,000
Street sweeping	24,000	3,810	20,190
Traffic signals maintenance	3,000	-	3,000
Utilities	160,000	6,413	153,587
TOTAL EXPENDITURES	<u>2,340,000</u>	<u>237,837</u>	<u>2,102,163</u>
NET CHANGE IN FUND BALANCES	-	153,374	153,374
FUND BALANCES - BEGINNING	<u>350,000</u>	<u>500,000</u>	<u>150,000</u>
FUND BALANCES - ENDING	<u>\$ 350,000</u>	<u>\$ 653,374</u>	<u>\$ 303,374</u>

These financial statements should be read only in connection with the accompanying accountant's compilation report.

SUPPLEMENTARY INFORMATION

DRAFT

SOUTHLANDS METROPOLITAN DISTRICT NO.1
SCHEDULE OF REVENUES, EXPENDITURES AND
CHANGES IN FUND BALANCES - BUDGET AND ACTUAL
FOR THE TWO MONTHS ENDED FEBRUARY 28, 2019

DEBT SERVICE FUND

	Annual Budget	Year to Date Actual	Variance
REVENUES			
Interest income	\$ 30,000	\$ 4,508	\$ (25,492)
Property taxes	2,683,919	449,840	(2,234,079)
Specific ownership tax	161,035	37,973	(123,062)
TOTAL REVENUES	<u>2,874,954</u>	<u>492,321</u>	<u>(2,382,633)</u>
EXPENDITURES			
Bond interest - Series 2017 A-1	2,117,600	-	2,117,600
Bond interest - Series 2017 A-2	187,175	-	187,175
Bond principal - Series 2017 A-1	445,000	-	445,000
Bond principal - Series 2017 A-2	40,000	-	40,000
Contingency	8,466	-	8,466
County Treasurer's fee	40,259	6,748	33,511
Paying agent fees	2,500	-	2,500
TOTAL EXPENDITURES	<u>2,841,000</u>	<u>6,748</u>	<u>2,834,252</u>
NET CHANGE IN FUND BALANCES	33,954	485,573	451,619
FUND BALANCES - BEGINNING	<u>2,269,446</u>	<u>2,252,819</u>	<u>(16,627)</u>
FUND BALANCES - ENDING	<u>\$ 2,303,400</u>	<u>\$ 2,738,392</u>	<u>\$ 434,992</u>

This supplementary information should be read only in connection with the accompanying accountant's compilation report.

SOUTHLANDS METROPOLITAN DISTRICT NO.1
SCHEDULE OF REVENUES, EXPENDITURES AND
CHANGES IN FUND BALANCES - BUDGET AND ACTUAL
FOR THE TWO MONTHS ENDED FEBRUARY 28, 2019

CAPITAL PROJECTS FUND

	Annual Budget	Year to Date Actual	Variance
REVENUES			
Interest income	\$ -	\$ 267	\$ 267
TOTAL REVENUES	<u>-</u>	<u>267</u>	<u>267</u>
EXPENDITURES			
Medians	200,000	-	200,000
Refresh	600,000	-	600,000
TOTAL EXPENDITURES	<u>800,000</u>	<u>-</u>	<u>800,000</u>
EXCESS OF REVENUES OVER (UNDER) EXPENDITURES	(800,000)	267	800,267
OTHER FINANCING SOURCES (USES)			
Transfers from other funds	709,487	-	(709,487)
TOTAL OTHER FINANCING SOURCES (USES)	<u>709,487</u>	<u>-</u>	<u>(709,487)</u>
NET CHANGE IN FUND BALANCES	(90,513)	267	90,780
FUND BALANCES - BEGINNING	<u>90,513</u>	<u>100,946</u>	<u>10,433</u>
FUND BALANCES - ENDING	<u>\$ -</u>	<u>\$ 101,213</u>	<u>\$ 101,213</u>

This supplementary information should be read only in connection with the accompanying accountant's compilation report.

**SOUTHLANDS METROPOLITAN DISTRICT NO. 1
2019 BUDGET
SUMMARY OF SIGNIFICANT ASSUMPTIONS**

Services Provided

The District was organized by court order dated December 3, 2002, to provide financing for the design, acquisition, construction and installation of essential public-purpose facilities such as water, streets, traffic and safety controls, parks, open space and recreation, and sewer and drainage facilities, and the operation and maintenance of the District. The District's service area is located entirely in Arapahoe County, Colorado in the City of Aurora.

The District operates under the Service Plan as approved by the City of Aurora.

On November 5, 2002, the electorate authorized general obligation debt in the amount of \$63,000,000, refunding debt of \$49,000,000 and \$1,000,000 debt for operating expenditures. Debt is subject to the terms of the Service Plan. On November 5, 2002, the electorate also approved the removal of limitations imposed by the TABOR Amendment and any other law that purports to limit the District's revenue or expenditures and a \$130,000 annual property tax increase for operations.

On November 4, 2008, the electorate approved general obligation debt in the amount of \$440,000,000 for District improvements, \$40,000,000 for the purpose of refunding, refinancing or defeasing any of the District's debt, \$40,000,000 in multi-year intergovernmental agreements, \$40,000,000 in multi-year agreements with a regional authority and \$40,000,000 in other multi-year financial obligations. Additionally, on November 4, 2008, the electorate approved \$5,000,000 annually for the District's administrative and operating costs from property taxes as well as from fees. The electorate also approved \$5,000,000 in additional property taxes for intergovernmental agreements, \$5,000,000 in additional property taxes for the costs of regional improvements and \$5,000,000 in additional property taxes for private contracts. The electorate also authorized the District to collect, retain and spend the full amount of taxes and fees without regard to the limitation of TABOR.

The First Amendment to the Service Plan, approved by the City of Aurora on July 16, 2007, authorized the District to impose an unlimited mill levy on taxable property within its boundaries as a primary source of revenue for repayment of debt service and for operations and maintenance.

Pursuant to the District's First Amendment to the Service Plan as approved by the City of Aurora on July 16, 2007, the amount of debt that can be issued is \$60,000,000. On January 11, 2016, the City Council approved the Second Amendment to the Service Plan which increases the debt issuance limitation to \$125,000,000.

The District has no employees and all administrative functions are contracted.

The District prepares its budget on the modified accrual basis of accounting in accordance with the requirements of Colorado Revised Statutes C.R.S. 29-1-105 using its best estimates as of the date of the budget hearing. These estimates are based on expected conditions and its expected course of actions. The assumptions disclosed herein are those that the District believes are significant to the budget. There will usually be differences between the budget and actual results, because events and circumstances frequently do not occur as expected, and those differences may be material.

**SOUTHLANDS METROPOLITAN DISTRICT NO. 1
2019 BUDGET
SUMMARY OF SIGNIFICANT ASSUMPTIONS**

Revenues

Property Taxes

Property taxes are levied by the District's Board of Directors. The levy is based on assessed valuations determined by the County Assessor generally as of January 1 of each year. The levy is normally set by December 15 by certification to the County Commissioners to put the tax lien on the individual properties as of January 1 of the following year. The County Treasurer collects the determined taxes during the ensuing calendar year. The taxes are payable by April or, if in equal installments, at the taxpayer's election, in February and June. Delinquent taxpayers are notified in August and generally sales of the tax liens on delinquent properties are held in November or December. The County Treasurer remits the taxes collected monthly to the District.

The First Amendment to the Service Plan, approved by the City of Aurora on July 16, 2007, authorized the District to impose an unlimited mill levy on taxable property within its boundaries as a primary source of revenue for repayment of debt service and for operations and maintenance.

The calculation of the taxes levied is displayed on the Property Tax Summary page of the budget using the adopted mill levy imposed by the District.

Specific Ownership Taxes

Specific ownership taxes are set by the State and collected by the County Treasurer, primarily on vehicle licensing within the County as a whole. The specific ownership taxes are allocated by the County Treasurer to all taxing entities within the County. The budget assumes that the District's share will be equal to approximately 6% of the property taxes collected by both the General Fund and the Debt Service Fund. The budget assumes that specific ownership taxes allocable to property taxes collected by the Debt Service Fund will be pledged to debt service on the bonds during the term bonds are outstanding.

Net Investment Income

Interest earned on the District's available funds has been estimated based on historical interest earnings.

General Operations Fee

The general operations fee is being determined by the amount needed to cover operations and maintenance costs. The District bills its property owners monthly for the general operations fee. The general operations fee is recorded as revenue for budget purposes with no future obligation of repayment.

Expenditures

General and Administrative Expenditures

General and administrative expenditures have been provided based on estimates of the District's Board of Directors and consultants and include the services necessary to maintain the District's administrative viability such as legal, accounting, managerial, insurance, meeting expense, and other administrative expenses.

**SOUTHLANDS METROPOLITAN DISTRICT NO. 1
2019 BUDGET
SUMMARY OF SIGNIFICANT ASSUMPTIONS**

Expenditures – (continued)

Operations and Maintenance

Operations and maintenance expenditures have been provided based on estimates of the District's Board of Directors and consultants and include costs associated with the operations and maintenance of certain facilities and improvements throughout the District.

Debt Service

The principal and interest payments are provided based on the debt amortization schedules from the General Obligation Refunding Bonds, Series 2017A-1 and Series 2017A-2 (discussed under Debt and Leases).

Capital Outlay

The District anticipates infrastructure improvements as noted in the Capital Projects fund.

Debt and Leases

On December 1, 2017, the District refunded its General Obligation Refunding and Improvement Bonds, Series 2007 (the 2007 Bonds) and General Obligation Loan, Series 2016 (the 2016 Loan) by the issuances of \$44,690,000 General Obligation Refunding Bonds, Series 2017A-1, and \$3,945,000 General Obligation Refunding Bonds, Series 2017A-2, respectively (the 2017 Bonds). The proceeds were used for the purposes of (i) refunding the 2007 Bonds and 2016 Loan, (ii) funding the debt service reserve requirement (the 2017A-1 Reserve Fund and the 2017A-2 Reserve Fund); and (iii) paying costs of issuance of the 2017 Bonds.

The 2017 Bonds, mature on December 1, 2047 with an interest rates of 3.000% - 5.000%, are payable semi-annually on June 1 and December 1. The 2017 Bonds maturing on or after December 1, 2047 are subject to redemption prior to maturity, at the option of the District, as whole or in integral multiples of \$5,000, in any order of maturity and in whole or partial maturities, on December 1, 2047 and on any date thereafter, at a redemption price equal to the par amount thereof plus accrued interest to the redemption date.

The 2017 Bonds are general obligations of the District secured by and payable from the Pledged Revenue consisting of moneys derived by the District from the following sources, net of any costs of collection: (i) the Unlimited Mill Levy; (ii) the portion of the Specific Ownership Tax which is collected as a result of the imposition of the Unlimited Mill Levy; and (iii) any other legally available moneys of the District deposited in the Bond Fund or the Reserve Fund.

Approximately 11.5 acres, generally encompassing the Lowe's Home Improvement Warehouse, were excluded from the boundaries of the District on November 7, 2007 (the Excluded Property). Accordingly, the Excluded Property is subject to ad valorem taxes by the District to pay the Series 2017A-1 Bonds but will not be subject to ad valorem taxes to pay the Series 2017A-2 Bonds.

**SOUTHLANDS METROPOLITAN DISTRICT NO. 1
2019 BUDGET
SUMMARY OF SIGNIFICANT ASSUMPTIONS**

Debt and Leases– (continued)

For the purposes of paying the principal and interest on the Bonds, the Board is to annually determine and certify to the County each year in which the 2017 Bonds remain outstanding, in addition to all other taxes, the Unlimited Mill Levy. The 2017 Bonds are not secured by property lying within the District, but rather by, among other things, the District's obligation to annually determine and certify a rate of levy for ad valorem property taxes in an amount sufficient to pay, along with other legally available revenues, the principal and interest on the 2017 Bonds.

The District has no operating or capital leases.

Reserves

Emergency Reserve

The District has provided for an Emergency Reserve fund equal to at least 3% of fiscal year spending for 2019, as defined under TABOR.

Debt Service Reserve

At time of issuance of the 2017 Bonds, the 2017A-1 Reserve Fund and the 2017A-2 Reserve Fund have been established for the purpose of paying the principal and/or interest on Series 2017A-1 and Series 2017A-2 to the extent the moneys in the Fund are insufficient for such purpose. The 2017A-1

Reserve Fund and 2017A-2 Reserve Fund are required to be maintained at all times in the amounts of \$1,687,625 and \$149,750, respectively.

This information is an integral part of the accompanying budget.

This supplementary information should be read only in connection with the accompanying accountant's compilation report.

**SOUTHLANDS METROPOLITAN DISTRICT NO. 1
SCHEDULE OF OUTSTANDING BONDED DEBT SERVICE
REQUIREMENTS TO MATURITY**

**\$44,690,000 General Obligation Refunding Bonds,
Series 2017 A-1**

Dated December 1, 2017

Interest - 3.000% - 5.000%

Payable June 1 and December 1

Principal Due December 1

<u>Year</u>	<u>Principal</u>	<u>Interest</u>	<u>Total</u>
2019	\$ 445,000	\$ 2,117,600.00	\$ 2,562,600
2020	510,000	2,104,250	2,614,250
2021	525,000	2,088,950	2,613,950
2022	590,000	2,073,200	2,663,200
2023	610,000	2,055,500	2,665,500
2024	685,000	2,034,150	2,719,150
2025	705,000	2,010,175	2,715,175
2026	785,000	1,985,500	2,770,500
2027	815,000	1,958,025	2,773,025
2028	895,000	1,929,500	2,824,500
2029	940,000	1,884,750	2,824,750
2030	1,045,000	1,837,750	2,882,750
2031	1,100,000	1,785,500	2,885,500
2032	1,210,000	1,730,500	2,940,500
2033	1,270,000	1,670,000	2,940,000
2034	1,390,000	1,606,500	2,996,500
2035	1,460,000	1,537,000	2,997,000
2036	1,595,000	1,464,000	3,059,000
2037	1,675,000	1,384,250	3,059,250
2038	1,820,000	1,300,500	3,120,500
2039	1,910,000	1,209,500	3,119,500
2040	2,070,000	1,114,000	3,184,000
2041	2,170,000	1,010,500	3,180,500
2042	2,345,000	902,000	3,247,000
2043	2,460,000	784,750	3,244,750
2044	2,650,000	661,750	3,311,750
2045	2,780,000	529,250	3,309,250
2046	2,985,000	390,250	3,375,250
2047	4,820,000	241,000	5,061,000
	<u>\$ 44,260,000</u>	<u>\$ 43,400,600</u>	<u>\$ 87,660,600</u>

This supplementary information should be read only in connection with the accompanying accountant's compilation report.

**SOUTHLANDS METROPOLITAN DISTRICT NO. 1
SCHEDULE OF OUTSTANDING BONDED DEBT SERVICE
REQUIREMENTS TO MATURITY**

**\$3,945,000 General Obligation Refunding Bonds,
Series 2017 A-2
Dated December 1, 2017
Interest - 3.000% - 5.000%
Payable June 1 and December 1
Principal Due December 1**

<u>Year</u>	<u>Principal</u>	<u>Interest</u>	<u>Total</u>
2019	\$ 40,000	\$ 187,175	\$ 227,175
2020	45,000	185,975	230,975
2021	45,000	184,625	229,625
2022	50,000	183,275	233,275
2023	55,000	181,775	236,775
2024	60,000	179,850	239,850
2025	65,000	177,750	242,750
2026	70,000	175,475	245,475
2027	65,000	173,025	238,025
2028	80,000	170,750	250,750
2029	85,000	166,750	251,750
2030	95,000	162,500	257,500
2031	95,000	157,750	252,750
2032	105,000	153,000	258,000
2033	110,000	147,750	257,750
2034	125,000	142,250	267,250
2035	130,000	136,000	266,000
2036	140,000	129,500	269,500
2037	150,000	122,500	272,500
2038	160,000	115,000	275,000
2039	170,000	107,000	277,000
2040	185,000	98,500	283,500
2041	190,000	89,250	279,250
2042	205,000	79,750	284,750
2043	220,000	69,500	289,500
2044	235,000	58,500	293,500
2045	245,000	46,750	291,750
2046	265,000	34,500	299,500
2047	425,000	21,250	446,250
	<u>\$ 3,910,000</u>	<u>\$ 3,837,675</u>	<u>\$ 7,747,675</u>

This supplementary information should be read only in connection with the accompanying accountant's compilation report.

SOUTHLANDS METROPOLITAN DISTRICT NO. 1
SCHEDULE OF OUTSTANDING BONDED DEBT SERVICE
REQUIREMENTS TO MATURITY

<u>Year</u>	<u>Principal</u>	<u>Interest</u>	<u>Total</u>
2019	\$ 485,000	\$ 2,304,775.00	\$ 2,789,775
2020	555,000	2,290,225	2,845,225
2021	570,000	2,273,575	2,843,575
2022	640,000	2,256,475	2,896,475
2023	665,000	2,237,275	2,902,275
2024	745,000	2,214,000	2,959,000
2025	770,000	2,187,925	2,957,925
2026	855,000	2,160,975	3,015,975
2027	880,000	2,131,050	3,011,050
2028	975,000	2,100,250	3,075,250
2029	1,025,000	2,051,500	3,076,500
2030	1,140,000	2,000,250	3,140,250
2031	1,195,000	1,943,250	3,138,250
2032	1,315,000	1,883,500	3,198,500
2033	1,380,000	1,817,750	3,197,750
2034	1,515,000	1,748,750	3,263,750
2035	1,590,000	1,673,000	3,263,000
2036	1,735,000	1,593,500	3,328,500
2037	1,825,000	1,506,750	3,331,750
2038	1,980,000	1,415,500	3,395,500
2039	2,080,000	1,316,500	3,396,500
2040	2,255,000	1,212,500	3,467,500
2041	2,360,000	1,099,750	3,459,750
2042	2,550,000	981,750	3,531,750
2043	2,680,000	854,250	3,534,250
2044	2,885,000	720,250	3,605,250
2045	3,025,000	576,000	3,601,000
2046	3,250,000	424,750	3,674,750
2047	5,245,000	262,250	5,507,250
	<u>\$ 48,170,000</u>	<u>\$ 47,238,275</u>	<u>\$ 95,408,275</u>

This supplementary information should be read only in connection with the accompanying accountant's compilation report.

SOUTHLANDS METROPOLITAN DISTRICT # 1
Schedule of Cash Position
February 28, 2019
Updated as of April 5, 2019

	General Fund	Operations Fee Fund	Debt Service Fund	Capital Projects Fund	Total
<u>FirstBank - Checking Account</u>					
Balance as of 2/28/19	\$ 9,527.34	\$ 492,859.01	\$ -	\$ 16,555.37	\$ 518,941.72
Subsequent activities:					
03/28/19 - Vouchers payable	(21,979.02)	(114,020.35)	-	-	(135,999.37)
Anticipated transfer from Colotrust	20,000.00	-	-	-	20,000.00
Anticipated GOF refunds from reconciliation	-	(135,636.00)	-	-	(135,636.00)
Anticipated Balance	7,548.32	243,202.66	-	16,555.37	267,306.35
<u>Colotrust</u>					
Balance as of 2/28/19	954,117.49	413,849.94	17,622.60	-	1,385,590.03
Subsequent activities:					
03/10/19 - Tax distribution	76,796.07	-	463,538.61	-	540,334.68
03/28/19 - Transfer to A-1 Bond Fund	-	-	(441,128.96)	-	(441,128.96)
03/28/19 - Transfer to A-2 Bond Fund	-	-	(39,975.87)	-	(39,975.87)
03/31/19 - Interest income	2,547.16	1,104.83	47.05	-	3,699.04
04/10/19 - Tax distribution	245,396.69	-	1,315,314.82	-	1,560,711.51
Anticipated transfer to checking	(20,000.00)	-	-	-	(20,000.00)
Anticipated Balance	1,258,857.41	414,954.77	56.38	-	2,989,230.43
<u>UMB - 2017 A-1 Bond Fund</u>					
Balance as of 2/28/19	-	-	367,873.56	-	367,873.56
Subsequent activities:					
03/28/19 - Transfer from Colotrust	-	-	441,128.96	-	441,128.96
03/31/19 - Interest income	-	-	507.83	-	507.83
Anticipated Balance	-	-	809,510.35	-	809,510.35
<u>UMB - 2017 A-1 Reserve Fund</u>					
Balance as of 2/28/19	-	-	1,687,471.51	-	1,687,471.51
Subsequent activities:					
03/31/19 - Interest income	-	-	2,332.98	-	2,332.98
Anticipated Balance	-	-	1,689,804.49	-	1,689,804.49
<u>UMB - 2017 A-2 Bond Fund</u>					
Balance as of 2/28/19	-	-	52,404.13	-	52,404.13
Subsequent activities:					
03/28/19 - Transfer from Colotrust	-	-	39,975.87	-	39,975.87
03/31/19 - Interest income	-	-	72.34	-	72.34
Anticipated Balance	-	-	92,452.34	-	92,452.34
<u>UMB - 2017 A-2 Reserve Fund</u>					
Balance as of 2/28/19	-	-	149,980.42	-	149,980.42
Subsequent activities:					
03/31/19 - Interest income	-	-	207.05	-	207.05
Anticipated Balance	-	-	150,187.47	-	150,187.47
<u>UMB - 2017 A-2 Project Fund</u>					
Balance as of 2/28/19	-	-	-	84,657.42	84,657.42
Subsequent activities:					
03/31/19 - Interest income	-	-	-	116.87	116.87
Anticipated Balance	-	-	-	84,774.29	84,774.29
Anticipated Balances	\$ 1,266,405.73	\$ 658,157.43	\$ 2,742,011.03	\$ 101,329.66	\$ 6,083,265.72
<u>Current Yield - 03/31/19</u>					
Colotrust - 2.58%					
UMB - 2.09%					

This supplementary information should be read only in connection with the accompanying accountant's compilation report.

SOUTHLANDS METROPOLITAN DISTRICT #1
Property Tax Reconciliation Schedule
2019

	Current Year								Prior Year			
	Property Taxes	Net Delinquent Taxes, Rebates and Abatements	Specific Ownership Taxes	Interest	Treasurer's Fees	Due to County	Net Amount Received	% of Total Property Taxes Received		Total Cash Received	% of Total Property Taxes Received	
								Monthly	Y-T-D		Monthly	Y-T-D
January	\$ 838.34	\$ -	\$ 19,850.29	\$ (0.52)	\$ (12.57)	\$ -	\$ 20,675.54	0.03%	0.03%	\$ 131,568.82	3.93%	3.93%
February	523,248.31	-	24,935.09	-	(7,848.72)	-	540,334.68	16.53%	16.56%	929,240.41	31.70%	35.63%
March	1,565,623.80	-	18,570.78	1.30	(23,484.37)	-	1,560,711.51	49.46%	66.02%	951,477.75	32.41%	68.04%
April	-	-	-	-	-	-	-	0.00%	66.02%	330,696.33	10.94%	78.98%
May	-	-	-	-	-	-	-	0.00%	66.02%	141,896.64	4.25%	83.23%
June	-	-	-	-	-	-	-	0.00%	66.02%	438,438.67	14.66%	97.89%
July	-	-	-	-	-	-	-	0.00%	66.02%	0.00	-1.07%	96.83%
August	-	-	-	-	-	-	-	0.00%	66.02%	35,373.89	1.12%	97.94%
September	-	-	-	-	-	-	-	0.00%	66.02%	0.00	-1.35%	96.59%
October	-	-	-	-	-	-	-	0.00%	66.02%	0.00	0.00%	96.59%
November	-	-	-	-	-	-	-	0.00%	66.02%	16,873.05	0.26%	96.86%
December	-	-	-	-	-	-	-	0.00%	66.02%	17,558.40	0.01%	96.86%
	\$ 2,089,710.45	\$ -	\$ 63,356.16	\$ 0.78	\$ (31,345.66)	\$ -	\$ 2,121,721.73	66.02%	66.02%	\$ 2,993,123.96	96.86%	96.86%

	Taxes Levied		Property Tax Collected		% Collected to Amt. Levied	
Property Tax						
General Fund	\$	481,462	15.73%	\$	320,512.80	66.57%
Debt Service (2017 A-1)		2,338,532	76.40%		1,556,777.97	66.57%
Debt Service (2017 A-2)		240,731	7.87%		160,256.40	66.57%
Debt Only (2017 A-1)		104,656	100.00%		52,163.28	49.84%
	\$	3,165,381		\$	2,089,710.45	66.02%
Specific Ownership Tax						
General Fund	\$	28,888	15.73%	\$	9,636.63	33.40%
Debt Service (2017 A-1)		118,234	76.40%		46,806.50	39.60%
Debt Service (2017 A-2)		36,522	7.87%		4,818.31	13.20%
Debt Only (2017 A-1)		6,279	100.00%		2,094.72	33.40%
	\$	189,923		\$	63,356.16	33.36%
Treasurer's Fees						
General Fund	\$	(7,202)	15.73%	\$	(4,807.70)	66.80%
Debt Service (2017 A-1)		(35,078)	76.40%		(23,351.67)	66.60%
Debt Service (2017 A-2)		(3,611)	7.87%		(2,403.85)	66.60%
Debt Only (2017 A-1)		(1,570)	100.00%		(782.44)	49.80%
	\$	(47,461)		\$	(31,345.66)	66.05%

This supplementary information should be read only in connection with the accompanying accountant's compilation report.

Billing Name	Sq. Ft Percentage of Total	2019 Budgeted Monthly Billing	January	February	March	April	May	June	July	August	September	October	November	December
Agree LLP	355,168	5.01%	\$ 9,776.45	9,776.45										
AKAL REALTY LLC	54,060	0.70%	\$ 1,488.07											
Centura Health	87,445	1.23%	\$ 2,407.03	2,407.03	2,407.03	172.78								
Centura Health (Lot 4 - new)	44,612	0.63%	\$ 1,228.00	1,228.00	1,228.00	85.15								
Centura Health (Lot 5 - new)	39,868	0.56%	\$ 1,097.42	1,097.42	1,097.42									
Chal's	89,142	1.26%	\$ 2,453.75	2,453.75	2,453.75									
Discount Tire	38,465	0.54%	\$ 1,058.80	1,058.80	1,058.80									
Fitzsimons Credit Union	46,533	0.66%	\$ 1,280.88	1,280.88	1,280.88									
GMRI - Olive Garden	79,836	1.13%	\$ 2,197.59	2,197.59	2,197.59	2,197.59								
GMRI - Red Lobster	77,186	1.09%	\$ 2,124.64	2,124.64	2,124.64									
Good Times	54,758	0.77%	\$ 1,507.28	1,507.28	1,507.28									
HV-1	70,453	0.99%	\$ 1,939.31	1,939.31										
JC Penney	431,671	6.09%	\$ 11,882.29	11,882.29	11,882.29	11,278.02								
Jim N Nick's	68,453	0.97%	\$ 1,884.26	1,884.26	1,884.26									
Lazy Dog	24,096	0.34%	\$ 663.27	663.27	663.27									
LEJ Properties	71,045	1.00%	\$ 1,955.60	1,955.60	1,955.60									
LF-9	43,457	0.61%	\$ 1,196.21	1,196.21	1,196.21									
Mister Hot Shine	58,266	0.96%	\$ 1,879.11	1,879.11	1,879.11	1,879.11								
Mountain Del. LLC/ Colorado Del. LLC	58,738	0.83%	\$ 1,616.84	1,616.84										
NWSL Power Center, LLC	1,358,624	19.18%	\$ 37,397.85	37,397.85	37,397.85									
NWSL Town Center, LLC	1,593,198	22.49%	\$ 43,854.76	43,854.76	43,854.76									
On The Border	85,900	1.21%	\$ 2,364.51	2,364.51	2,364.51									
Pacific Aurora	71,800	1.01%	\$ 1,976.39	1,976.39	1,976.39									
PF Changs	75,567	1.08%	\$ 2,107.60	2,107.60										
SAFARI HOTEL FUND	142,112	2.01%	\$ 3,911.81	3,911.81										
Spasco of Colorado, HV-14	40,498	0.57%	\$ 1,114.76	1,114.76	1,114.76									
Village Inn	60,205	0.85%	\$ 1,657.22	1,657.22	1,657.22									
Vision Works/SLC	47,629	0.67%	\$ 1,311.05	1,311.05	1,311.05									
Wal-Mart	1,128,974	15.94%	\$ 31,076.44	31,076.44	31,076.44	16,587.24								
Wal-Mart/Sams Club	566,597	8.00%	\$ 15,596.30	15,596.30	14,010.00									
Wells Fargo	56,923	0.80%	\$ 1,566.88	1,566.88										
Wong 444, Inc./KFC/Harman	51,894	0.73%	\$ 1,427.62	1,427.62	1,427.62									
Monthly	7,084,143	100%	\$ 195,000.00	\$ 193,511.92	\$ 170,623.92	\$ 32,202.89	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
Year-to-Date			\$ 193,511.92	\$ 364,135.84	\$ 396,338.73	\$ 396,338.73	\$ 396,338.73	\$ 396,338.73	\$ 396,338.73	\$ 396,338.73	\$ 396,338.73	\$ 396,338.73	\$ 396,338.73	\$ 396,338.73

AR - 111050	Unearned Revenue - 113141
Agree LLP	9,776.45
AKAL REALTY LLC	2,976.14
Centura Health	944.74
Discount Tire	1,004.95
Mountain Del. LLC/ Colorado Del. LLC	1,939.31
PF Changs	1,616.84
SAFARI HOTEL FUND	3,911.81
Sams Club	1,566.30
	\$ 25,864.14
GOF Revenue	\$ 359,090

This supplementary information should be read only in connection with the accompanying accountant's compilation report.

March 25, 2019

Southlands Metropolitan District #1
141 Union Boulevard, Suite 150
Lakewood, CO 80228-1898

Project: WISE Water – Binney Connection
APN: 2071-19-2-03-005

RE: Request for Permission to Enter Property

Dear Property Owner:

As you may be aware, the South Metro Water Supply Authority (SMWSA) in order to stabilize its water supply is proposing its Binney Connection Project (the “Project”). The Project consist of constructing a pump station near the City of Aurora’s Binney Treatment plant and water pipeline from this location to its existing facilities at Smoky Hill Road and E-470.

Field data and property specific information is needed to finalize the Project design. SMWSA will conduct topographical/property location surveys, together with cultural, historical, biological, wetland, and hazardous material assessments and surveys within the limits of the Project. While much of this work can be accomplished within or from the existing road right of way, SMWSA and its contractors also need access to private properties located within the Project’s corridors.

Jacobs Engineering, Farnsworth Group, Shannon & Wilson Inc., BT Construction and ERO Resources are investigating alignments for the Project on behalf of SMWSA. These consultants may need to enter your private property to carry out field investigations in the development of the Project.

SMWSA’s field investigations identified above are contemplated for the period of one (1) year and SMWSA requests permission to access to your property to complete the investigations. We will coordinate access and location of geotechnical boring and utility potholes that are planned on or adjacent to your property as the preliminary studies progress.

TRS Corp. (TRS) has been engaged by SMWSA to obtain written Permission to Enter Property (“PTEP”) from property owners within the Project limits for the survey activities outlined above.

Enclosed is SMWSA's form of Permission to Enter Property for your consideration and signature. You may return the signed PTEP to me at TRS in the envelope provided, or by scan and email to richard.pittenridge@trscorp.us.

Should you have any questions, or need additional information, please contact our office at 720-689-6080 or me directly at 720-320-2070. Thank you for your time and cooperation.

Sincerely,

A handwritten signature in blue ink, reading "Richard B. Pittenridge". The signature is stylized with a large "H" at the end and a small "P" below it.

Richard B. Pittenridge

TRS Corp.

Representing South Metro Water Supply Authority

Enclosures: Permission to Enter Property
Self-addressed, stamped envelope

cc: Chris Muller, SMWSA
Liv Haugen, Jacobs Engineering

PERMISSION TO ENTER PROPERTY


Name/Purpose:

WISE Water – Binney Connection

County Assessor's Parcel Number(s):

2071-19-2-03-005

Property Owner(s):

Southlands Metropolitan District #1

Property address/location:

Tract B, Block 1, Southlands Subdivision 4th Filing

The undersigned property owner, owner/s representative, or lessee hereby grants permission to the South Metro Water Supply Authority, its contractors, agents, and all other deemed necessary by the SMWSA, to enter the property identified above and perform the following activities:

DESCRIPTION OF PROPOSED WORK

- Perform land surveying activities including: recovery of and measurements to horizontal and vertical survey marks; topographic surveys which includes the modeling of ground terrain and the measuring and mapping of physical features; and the placement of temporary survey stakes or project control markers. All markers, stakes, etc. will be removed from premises upon completion of surveys.
- Conduct preliminary environmental and natural resource site reviews to identify and document hydrological, soil and wetland vegetation conditions. Soil conditions will be documented by hand-excavating soil pits down to 18-inches below the ground surface. Any holes dug will be backfilled and compacted to their original condition as near as practicable prior to leaving the site. Natural resources reviews will involve surface observation of vegetation, wildlife and other related resources.
- Conduct geotechnical studies, which involve one or more soil borings down to 100-feet deep from soil surface by a truck-mounted drilling rig in order to collect data about the geotechnical conditions of the site. Samples will be collected at depth intervals for laboratory testing. Any bores will be backfilled to their original condition as near as practicable prior to leaving the site.
- Conduct utility location studies, which involve surface locates of buried utility infrastructure and Potholing (vacuum excavation) of the utility to verify size, material, location, and depth of bury. Any potholes will be backfilled to their original condition as near as practicable prior to leaving the site.

Conditions requested by owner:

Permission granted by: (check one)

☐ Property Owner

☐ Property Owner's Representative

☐ Lessee

Name (please print)

Signature

Date

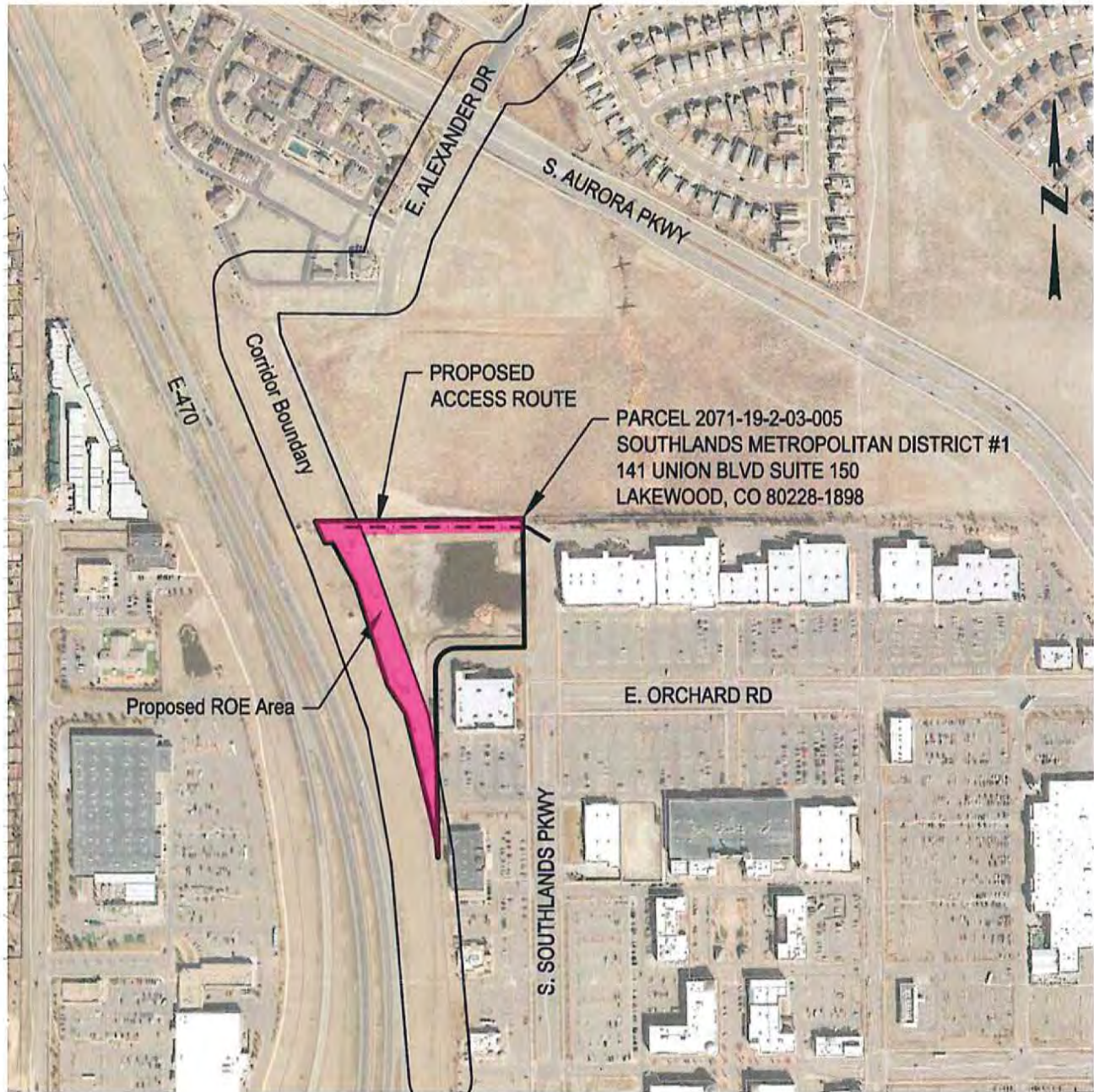
Address

Phone

City, State, Zip

Email

EXHIBIT "RIGHT OF ENTRY"



JACOBS ENG. PROJECT NO.			WXXY0200		
CLIENT PROJECT NO.			Binney Pipeline		
REVISION DESCRIPTION					
DRAWN	TWT	DATE	3/21/2019	SCALE	1"=500'

JACOBS

717 17th Street, Suite 2750, Denver CO 80202

(303) 820-5240 Fax (303) 820-4642

THIS MATERIAL AND ANY ASSOCIATED ELECTRONIC DATA WAS PREPARED BY JACOBS ENGINEERING GROUP FOR THE PROJECT INDICATED. ANY REUSE OR MODIFICATION WITHOUT THE WRITTEN CONSENT OF JACOBS ENGINEERING GROUP SHALL BE AT THE SOLE RISK OF THE USER.

EXHIBIT RIGHT OF ENTRY

TITLE:

PARCEL: 2071-19-2-03-005
PROPOSED ROE AREA

REVISION:

DRAWING NO.

ROE 2071-19-2-03-005.dwg

SHEET NO.

1