

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
Kevin McGlynn	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: February 12, 2019
TIME: 9:00 A.M.
PLACE: Southlands Shopping Center
Management Office
6155 S. Main Street, #260
Aurora, CO 80016

I. ADMINISTRATIVE MATTERS

A. Present Disclosures of Potential Conflicts of Interest.

B. Approve Agenda.

C. Review and approve Minutes of the December 4, 2018 Regular Meeting and January 8, 2019 Regular Meeting (enclosures).

D.

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 ratify approval of the payment of claims for the period ending as follows (enclosure):

Fund	Period Ending Jan. 24, 2019
General	\$ 88,840.59
Debt Service	\$ -0-
Capital Projects	\$ -0-
Total Claims	\$ 88,840.59

- B. Review Cash Position Schedule, dated _____ (to be distributed).

1. Discuss status of Reconciliation.

- C. _____
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IV. LEGAL MATTERS

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

- B. Discuss status of appraisal for Tract A, Filing No. 22.

- C. Discuss proposed terms for an Intergovernmental Agreement (“IGA”) between the District and Pronghorn Valley Development.

- D. Review and consider approval of Temporary Construction Easement (Pulling Site) with Public Service Company of Colorado in District Tract east of Sam's Club (enclosure).

V. OPERATIONS AND MAINTENANCE

- A. Review proposal from Metco Landscaping, Inc. for median work in the amount of \$ 162,530 (enclosure).

- B. Review bids and award contracts for 2019 operation and maintenance services.

- 1. Landscape Maintenance Services (to be distributed).

- 2. Floral Program (to be distributed).

- 3. Common Areas Cleaning Services (to be distributed).

- C. Ratify approval of Independent Contractor Agreement ("ICA") between the District and Full Spectrum Lighting, Inc. for Site Lighting Services (to be distributed).

- D. Consider approval of ICA between the District and Securitas Security Services USA, Inc. for 2019 Security Services (to be distributed).

E. Maintenance Report (M & J Wilkow)

1. Consider proposal from P & G Services for hanging 250 banners on Main Street for the amount of \$5,000 (enclosure).

2. Consider proposal from P & G Services to clean light covers for the amount of \$10,670.25 (enclosure).

3. _____

F. Determine schedule for regular property management meetings for 2019.

VI. CAPITAL IMPROVEMENTS

A. Discuss status of warranties for the paver project.

B. Discuss status if the Capital Improvement Plan.

VII. OTHER MATTERS

A. _____

VIII. ADJOURNMENT **THE NEXT REGULAR MEETING IS SCHEDULED FOR
MARCH 12, 2019.**

Additional Enclosure:

- Information concerning the Pawnee to Daniels Park 345-Kilovolt transmission line project.

RECORD OF PROCEEDINGS

MINUTES OF A REGULAR MEETING OF THE BOARD OF DIRECTORS OF THE SOUTHLANDS METROPOLITAN DISTRICT NO. 1 HELD DECEMBER 4, 2018

A Regular 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 4th day of December, 2018, at 10:00 A.M., at the Southlands Shopping Center, Management Office, 6155 S. Main Street, #260, Aurora, Colorado. The meeting was open to the public.

ATTENDANCE

Directors In Attendance Were:

Kevin McGlynn
Joyce Rocha
Michael Sandhoff

Also In Attendance Were:

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

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

Jason Carroll; CliftonLarsonAllen, LLP

Martin Liles; M & J Wilkow

Skye Bailey and Laurie Stein; M & J Wilkow

David Eisen; M & J Wilkow (via Speakerphone)

George Rowley; Spencer Fane, P.C. (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

RECORD OF PROCEEDINGS

regard to any matters scheduled for 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 Regular Meeting.

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

Minutes: The Board reviewed the Minutes of the September 11, 2018 Special Meeting, September 26, 2018 Special Meeting, and October 17, 2018 Special Work Session.

Following discussion, upon motion duly made by Director McGlynn, seconded by Director Sandhoff and, upon vote, unanimously carried, the Minutes of the September 11, 2018 Special Meeting, September 26, 2018 Special Meeting, and October 17, 2018 Special Work Session were approved, as presented.

Amended and Restated 2018 Annual Administrative Resolution and 2019 Annual Administrative Resolution: Mr. Waldron reviewed with the Board an Amended and Restated 2018 Annual Administrative Resolution and 2019 Annual Administrative Resolution.

Following discussion, upon motion duly made by Director McGlynn, seconded by Director Rocha and, upon vote, unanimously carried, the Board approved the Amended and Restated 2018 Annual Administrative Resolution and 2019 Annual Administrative Resolution.

Regular Meeting Dates for 2019: The Board discussed regular meetings for 2019. Following discussion, the Board determined to meet at 9:00 a.m. on the second Tuesday of each month.

PUBLIC COMMENTS There were no public comments at this time.

RECORD OF PROCEEDINGS

FINANCIAL MATTERS

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

Fund	Period Ending Nov. 27, 2018
General	\$ 222,401.29
Debt Service	\$ -0-
Capital Projects	\$ -0-
Total Claims	\$ 222,401.29

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: Mr. Carroll reviewed with the Board the unaudited financial statements of the District for the period ending September 30, 2018, Cash Position Schedule, updated November 19, 2018 and Operations Fee Report.

Following discussion, upon motion duly made by Director McGlynn, seconded by Director Sandhoff and, upon vote, unanimously carried, the Board accepted the unaudited financial statements of the District for the period ending September 30, 2018, Cash Position Schedule, updated November 19, 2018 and Operations Fee Report.

2018 Audit: The Board reviewed an engagement letter from Dazzio & Associates, Inc. to perform the 2018 Audit.

Following discussion, upon motion duly made by Director McGlynn seconded by Director Rocha and, upon vote, unanimously carried, the Board approved the engagement of Dazzio & Associates, Inc. to perform the 2018 Audit, for an amount not to exceed \$4,500.

2018 Budget Amendment Hearing: The President opened the public hearing to consider a Resolution to Amend the 2018 Budget.

It was noted that publication of Notice stating that the Board would consider adoption of a Resolution to Amend the 2018 Budget and the date, time and place of the public hearing was made in a newspaper having general circulation within the District. No written objections were received prior to this public hearing. No public comments were received and the public hearing was closed.

RECORD OF PROCEEDINGS

Following discussion, the Board determined that a 2018 Budget Amendment was not needed.

2019 Budget Hearing: The President opened the Public Hearing to consider the proposed 2019 Budget and to discuss related issues.

It was noted that publication of Notice stating that the Board would consider adoption of the 2019 Budget and the date, time and location of the Public Hearing was made in a newspaper having general circulation within the District. No written objections were received prior to the Public Hearing. No public comments were received and the Public Hearing was closed.

Mr. Carroll reviewed the estimated 2018 expenditures and the proposed 2019 expenditures.

Following discussion, the Board considered adoption of Resolution No. 2018-12-02; Resolution to Adopt the 2019 Budget and Appropriate Sums of Money, and Resolution No. 2018-12-03; Resolution to Set Mill Levies (for the General Fund at 7.000 mills, Debt Service Fund at 34.000 mills, for a total mill levy of 44.500 mills). Upon motion duly made by Director Sandhoff, seconded by Director Rocha and, upon vote, unanimously carried, the Resolutions were adopted, as discussed, and execution of the Certification of Budget and Certification of Mill Levies was authorized, subject to receipt of final Certification of Assessed Valuation from the County on or before December 10, 2018. Ms. Finn was authorized to transmit the Certification of Mill Levies to the Board of County Commissioners of Arapahoe County and the Division of Local Government not later than December 15, 2018. Ms. Finn was also authorized to transmit the Certification of Budget to the Division of Local Government not later than January 30, 2019. Copies of the adopted Resolutions are attached hereto and incorporated herein by this reference.

DLG-70 Mill Levy Certification Form: The Board considered authorizing the District Accountant to prepare and sign the DLG-70 Mill Levy Certification form for certification to the Board of County Commissioners and other interested parties.

Following discussion, upon motion duly made by Director Sandhoff, seconded by Director Rocha and, upon vote, unanimously carried, the Board authorized the District Accountant to prepare and sign the DLG-70 Mill Levy Certification form for certification to the Board of County Commissioners and other interested parties.

RECORD OF PROCEEDINGS

LEGAL MATTERS

Correspondence to Ridgeline, CM LLC: Mr. Waldron discussed with the Board the correspondence to Ridgeline, CM, LLC from litigation counsel.

Following discussion, upon motion duly made by Director McGlynn, seconded by Director Rocha and, upon vote, unanimously carried, the Board authorized litigation counsel to file a suit against Ridgeline CM, LLC with the Arapahoe County District Court.

Letter of Agreement and Retainer from Pronghorn Valley Development: Ms. Finn noted for the Board that she received the signed Letter Agreement and retainer from Pronghorn Valley Development.

Following discussion, the Board noted it was generally in favor of granting approval of the Alexander Drive extension but it needs to determine the imposition of the costs associated with the extension.

Report from Felsburg Holt & Ullevig: The Board reviewed the report from Felsburg, Holt, & Ullevig concerning the Pomeroy Development Traffic Impact Report. No action was taken by the Board at this time.

Engagement Letter with White Bear Ankele Tanaka & Waldron for Legal Services: Mr. Waldron reviewed the Engagement Letter with White Bear Ankele Tanaka & Waldron with the Board. Mr. Waldron noted specifically that the arbitration provision had been revised to make it clear that arbitration applies to this engagement letter as well as any prior engagement with the District. Mr. Waldron also noted and discussed the addition of the representative client list section. Mr. Waldron stated that as he is not independent as to the engagement, the Board is advised to have separate legal counsel review the engagement letter. The Board declined to engage separate legal counsel to review the letter.

Following discussion, upon a motion duly made by Director Rocha, seconded by Director McGlynn, and upon a vote, unanimously carried, the Board approved the engagement letter with White Bear Ankele Tanaka & Waldron.

Resolution No. 2018-12-04; Adopting Personal Data Privacy Policy: Mr. Waldron discussed with the Board new legislation concerning establishing a policy regarding personal data privacy.

Following discussion, upon motion duly made by Director Rocha, seconded by Director McGlynn and, upon vote, unanimously carried, the Board adopted Resolution No. 2018-12-04; Adopting Personal Data Privacy Policy. The Resolution is attached hereto and incorporated herein by reference.

RECORD OF PROCEEDINGS

Termination of Intergovernmental Agreement (“IGA”) with Southlands Metropolitan District No. 2: Mr. Waldron discussed the history of the termination of the IGA with the Board and then excused himself from the Board meeting. Attorney Rowley reviewed the proposed Termination of IGA with Southlands Metropolitan District No. 2 with the Board.

Following discussion, the Board deferred action on this matter.

Mr. Waldron rejoined the Board meeting.

Permits and Establishing Fees for use of Public Facilities: The Board entered into discussion regarding the need to establish policies, permits, and fees for use of public facilities. No action was taken by the Board at this time.

CAPITAL IMPROVEMENT

Request from M & J Wilkow concerning Capital Contributions: The Board reviewed a request from M & J Wilkow concerning capital contributions.

Following review and discussion, the Board noted it would need to determine specific capital improvements for 2019 at a later date.

OPERATIONS AND MAINTENANCE

Cost Estimates for Water Reduction within the District: The Board discussed multiple options and related costs for reducing water consumption in 2019.

Irrigation Controllers: The Board reviewed an estimate from Metco Landscape, Inc. for installation of irrigation controllers for an approximate cost of \$225,000.

Turf Reduction in Medians: The Board reviewed an estimate from Metco Landscape, Inc. for turf reduction in the medians located on East Smoky Hill Road for an approximate cost of \$162,530.

Turf Reduction near Office Depot: The Board received an estimate from Metco Landscape, Inc. for turf reduction near Office Depot for an approximate cost of \$55,770. Following discussion, it was noted that a private party might be interested in purchasing this parcel for development from the District.

Following discussion, upon motion duly made by Director Rocha, seconded by Director McGlynn and, upon vote, unanimously carried, the Board authorized the engagement of an appraiser for an amount not-to-exceed \$3,000.

RECORD OF PROCEEDINGS

Property Maintenance Report (SDMS):

Contract Addendum with Western Proscapes, Inc. for Fall Floral Program: The Board reviewed a Contract Addendum with Western Proscapes, Inc. for Fall Floral Program in an amount not-to-exceed \$50,000.

Following discussion, upon motion duly made by Director Sandhoff, seconded by Director McGlynn and, upon vote, unanimously carried, the Board ratified approval of the Contract Addendum with Western Proscapes, Inc. for Fall Floral Program in an amount not-to-exceed \$50,000.

Detention Pond Maintenance- Trees Removed: The Board discussed the need to remove trees from the detention pond. Following discussion, the Board authorized the work to be performed.

Tree Trimming: The Board discussed the status of tree trimming. It was noted that the completion of the work needed to be verified prior to payment.

Proposal from Slaton Bros. Inc. for Retaining Wall Repair Work: The Board reviewed a proposal from Slaton Bros. Inc. for retaining wall repair work for the estimated amount of \$65,000.

Following discussion, upon motion duly made by Director Rocha, seconded by Director Sandhoff and, upon vote, unanimously carried, the Board approved the proposal from Slaton Bros. Inc. for retaining wall repair work for the estimated amount of \$65,000.

Holiday Bow Repair Work: The Board reviewed holiday bow repair work for an amount of \$3,162.

Following discussion, upon motion duly made by Director Rocha, seconded by Director McGlynn and, upon vote, unanimously carried, the Board ratified approval of holiday bow repair work for an amount of \$3,162.

2019 Operation & Maintenance Contracts:

Landscape Maintenance: Ms. Finn noted that the contract for 2019 landscape maintenance services is out for bid.

Water Usage Report: The Board reviewed a water usage report. It was noted that the water usage is high and there has been no costs savings to the District having full-time irrigation contractor.

RECORD OF PROCEEDINGS

Irrigation Repairs Cost Analysis: The Board reviewed the irrigation repairs cost analysis. It was noted that there was no cost savings to the District having a full-time irrigation contractor.

Street Sweeping: The Board reviewed the street sweeping proposals from Common Area Maintenance Services (“CAM”).

Following review, upon motion duly made and seconded, the Board awarded CAM Services with the street sweeping contract for an amount of \$23,544 annually.

Floral Program: The Board discussed the 2019 floral program. Following discussion, the Board determined to bid the 2019 Floral Program.

Security Services: The Board deferred discussion.

Site Lighting: The Board deferred discussion.

Common Area Cleaning: The Board discussed common area cleaning services.

Following discussion, upon motion duly made and seconded, the Board determined to bid 2019 common area cleaning services.

Locate Services: The Board discussed locate services. Following discussion, the Board determined to award the contract to Diversified Underground, Inc.

Property Management: The Board deferred discussion.

General Maintenance Service: The Board discussed the status of bids for General Maintenance Services. It was noted that the bid opening is scheduled for December 21, 2018 at 9:00 a.m. at Special District Management Services, Inc. (“SDMS”).

OTHER MATTERS

Consideration of Board Appointment After Publication of Notice of Vacancy: It was noted that pursuant to Section 32-1-808(2)(a)(I), C.R.S., publication of a Notice of Vacancy on the Board was made on December 27, 2018 in the Aurora Sentinel. No Letters of Interest from qualified eligible electors were received within ten (10) days of the date of such publication.

RECORD OF PROCEEDINGS

As such, following discussion and upon motion duly made by Director Sandhoff, seconded by Director Rocha to nominate Martin Liles to fill a vacant position of the Board and, upon vote, unanimously carried, the Board appointed Martin Liles to fill the vacancy on the Board of Directors. The Oath of Director was administered.

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

THESE MINUTES APPROVED AS THE OFFICIAL DECEMBER 4, 2018
MINUTES OF THE SOUTHLANDS METROPOLITAN DISTRICT NO. 1
BY THE BOARD OF DIRECTORS SIGNING BELOW:

Kevin McGlynn

Joyce Rocha

Michael Sandhoff

Martin Liles

**SOUTHLANDS METROPOLITAN DISTRICT NO. 1
AMENDED AND RESTATED ANNUAL ADMINISTRATIVE RESOLUTION
(2018)**

At the regular meeting of the Board of Directors (“Board”) of the Southlands Metropolitan District No. 1 (“District”), it was moved to adopt the Annual Administrative Resolution, and on City of Aurora, Colorado, held at 10:30 A.M., on October 17, 2018, at 6155 S. Main Street, Suite 260, Aurora, Colorado, it was moved to adopt the following Resolution:

WHEREAS, the District was organized as a special district pursuant to an Order and Decree of the District Court in and for the County of Arapahoe, Colorado (the “County”) and is located entirely within the City of Aurora, Colorado; and

WHEREAS, the Board has a duty to perform certain obligations in order to assure the efficient operation of the District and hereby directs its consultants to take the following actions.

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

1. The Board directs Special District Management Services, Inc. (the “District Manager”) to cause an accurate map of the District’s boundaries to be prepared in accordance with the standards specified by the Division of Local Government (“Division”) and to be filed in accordance with § 32-1-306, C.R.S.

2. The Board directs the District Manager to notify the Board of County Commissioners, the County Assessor, the County Treasurer, the County Clerk and Recorder, the governing body of any municipality in which the District is located, and the Division of the name of the chairman of the Board, the contact person, telephone number and business address of the District, as required by § 32-1-104(2), C.R.S.

3. The Board directs the District Manager to prepare and file with the Division, within thirty (30) days of a written request from the Division, an informational listing of all contracts in effect with other political subdivisions, in accordance with § 29-1-205, C.R.S.

4. The Board directs the District’s accountant to cause the preparation of and to file with the Department of Local Affairs the annual public securities report for nonrated public securities issued by the District within sixty (60) days of the close of the fiscal year, as required by §§ 11-58-101, *et seq.*, C.R.S.

5. The Board directs the District’s accountant to: 1) obtain proposals for auditors to be presented to the Board; 2) to cause an audit of the annual financial statements of the District to be prepared and submitted to the Board on or before June 30; and 3) to cause the audit to be filed with the State Auditor by July 31, or by the filing deadline permitted under any extension thereof, all in accordance with §§ 29-1-603(1) and 29-1-606, C.R.S. Alternatively, if warranted by § 29-1-

604, C.R.S., the Board directs the District's accountant to apply for and obtain an audit exemption from the State Auditor on or before March 31 in accordance with § 29-1-604, C.R.S.

6. The Board directs the District Manager, if the District has authorized but unissued general obligation debt as of the end of the fiscal year, to cause to be submitted to the Board of County Commissioners or the governing body of the municipality that adopted a resolution of approval of the District, the District's audit report or a copy of its application for exemption from audit in accordance with § 29-1-606(7) C.R.S.

7. The Board directs the District's accountant to submit a proposed budget to the Board by October 15, to prepare the final budget and budget message, including any amendments thereto, if necessary, and directs legal counsel to schedule a public hearing on the proposed budget and/or amendments, and to post or publish notices thereof, to prepare all budget resolutions and to file the budget, budget resolution and budget message with the Division on or before January 30, all in accordance with §§ 29-1-101, *et seq.*, C.R.S.

8. The Board directs the District Manager to cause the preparation of the Unclaimed Property Act report and submission of the same to the State Treasurer by November 1 if there is property presumed abandoned and subject to custody as unclaimed property, in accordance with § 38-13-110, C.R.S.

9. The Board directs the District's accountant to prepare the mill levy certification form and directs the District's Manager to file the mill levy certification forms with the Board of County Commissioners on or before December 15, in accordance with § 39-5-128, C.R.S.

10. The Board designates the *Aurora Sentinel* as a newspaper of general circulation within the boundaries of the District and directs that all legal notices shall be published in accordance with § 32-1-103(15), C.R.S., in the *Aurora Sentinel*, unless otherwise designated by the Board or legal counsel.

11. The Board determines that each director shall receive compensation for their services as directors subject to the limitations set forth in §§ 32-1-902(3)(a)(I) & (II), C.R.S.

12. The District hereby acknowledges, in accordance with § 32-1-902, C.R.S., the following officers for the District:

President:	Kevin McGlynn
Treasurer:	Michael Sandhoff
Secretary:	Joyce Rocha
Director:	VACANT
Recording Secretary:	District Manager

13. The Board hereby determines that each member of the Board shall, for any potential or actual conflicts of interest, complete conflicts of interest disclosures and directs legal counsel to file the conflicts of interest disclosures with the Board and with the Colorado Secretary of State at least seventy-two (72) hours prior to every regular and special meeting of the Board, in

accordance with §§ 32-1-902(3)(b) and 18-8-308, C.R.S. Written disclosures provided by Board members required to be filed with the governing body in accordance with § 18-8-308, C.R.S. shall be deemed filed with the Board when filed with the Secretary of State. Additionally, at the beginning of each year, each Board member shall submit information to legal counsel regarding any actual or potential conflicts of interest and, throughout the year, each Board member shall provide legal counsel with any revisions, additions, corrections or deletions to said conflicts of interest disclosures.

14. The Board confirms its obligations under § 24-10-110(1), C.R.S., with regards to the defense and indemnification of its public employees, which, by definition, includes elected and appointed officers.

15. The Board hereby appoints the District's Manager as the official custodian for the maintenance, care and keeping of all public records of the District, in accordance with §§ 24-72-202, *et seq.*, C.R.S.

16. Pursuant to § 24-6-402(2)(c), C.R.S., the Board hereby designates the northwest corner of S. Aurora Parkway and Orchard Road as the District's 24-hour posting place for notices of meetings.

17. The Board determines to hold regular meetings on the Second Tuesday in March, June, September and December, at 10:00 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.

18. In the event of an emergency, the Board may conduct a meeting outside of the limitations prescribed in § 24-6-402(2)(c), C.R.S., provided that any actions taken at such emergency meeting are ratified at the next regular meeting of the Board or at a special meeting conducted after proper notice has been given to the public.

19. For the convenience of the electors of the District, and pursuant to its authority set forth in § 1-13.5-1101, C.R.S., the Board hereby deems that all regular and special elections of the District shall be conducted as independent mail ballot elections in accordance with §§ 1-13.5-1101, *et seq.*, C.R.S., unless otherwise deemed necessary and expressed in a separate election resolution adopted by the Board.

20. Pursuant to the authority set forth in § 1-1-111, C.R.S., the Board hereby appoints Ann Finn of Special District Management Services, Inc., as the Designated Election Official (the "DEO") of the District for any elections called by the Board, or called on behalf of the Board by the DEO, and hereby authorizes and directs the DEO to take all actions necessary for the proper conduct of the election, including, if applicable, cancellation of the election in accordance with § 1-13.5-513, C.R.S.

21. In accordance with § 1-11-103(3), C.R.S., the Board hereby directs the DEO to certify to the Division the results of any elections held by the District and, pursuant to § 32-1-1101.5(1), C.R.S., to certify results of any ballot issue election to incur general obligation

indebtedness to the Board of County Commissioners or the governing body of the municipality that adopted a resolution of approval of the district and file a copy of such certification with the Division of Securities.

22. The Board directs the District Manager to cause a notice of authorization of or notice to incur general obligation debt to be recorded with the County Clerk and Recorder within thirty (30) days of authorizing or incurring any indebtedness, in accordance with § 32-1-1604, C.R.S.

23. The Board directs the District Manager to cause the preparation of and filing with the Board of County Commissioners or the governing body of the municipality that adopted a resolution of approval of the District, if requested, the application for quinquennial finding of reasonable diligence in accordance with §§ 32-1-1101.5(1.5) and (2), C.R.S.

24. The Board directs the District Manager to cause the preparation of and the filing with the Board of County Commissioners or the governing body of any municipality in which the District is located, the Division, the State Auditor, the County Clerk and Recorder and any interested parties entitled to notice pursuant to § 32-1-204(1), C.R.S., an annual report, if requested, in accordance with § 32-1-207(3)(c), C.R.S.

25. The Board directs the District Manager to obtain proposals and/or renewals for insurance, as applicable, to insure the District against all or any part of the District's liability, in accordance with §§ 24-10-115, *et seq.*, C.R.S. The Board directs the District's accountant to pay the annual SDA membership dues, agency fees and insurance premiums, as applicable, in a timely manner. The Board appoints the District Manager to designate the proxy for the SDA Annual meeting for voting and quorum purposes.

26. The Board hereby opts to include elected or appointed officials as employees within the meaning of § 8-40-202(1)(a)(I)(A), C.R.S., and hereby directs the District Manager to obtain workers' compensation coverage for the District.

27. The Board hereby directs legal counsel to prepare the disclosure notice required by § 32-1-809, C.R.S., and to disseminate the information to the electors of the District accordingly.

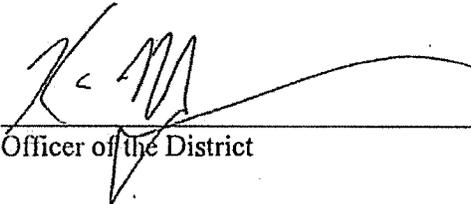
28. The Board hereby directs its legal counsel, accountant, manager and all other consultants to adhere to the Colorado Special District Records Retention Schedule as adopted by the District.

29. The Board hereby directs legal counsel to prepare and record with the County Clerk and Recorder updates to the disclosure statement notice and map required by § 32-1-104.8, C.R.S., if additional property is included within the District's boundaries.

30. The Board directs the District's accountant to prepare and submit the documentation required by any continuing disclosure obligation signed in conjunction with the issuance of debt by the District.

ADOPTED this 4th day of December, 2018.

SOUTHLANDS METROPOLITAN DISTRICT
NO. 1



Officer of the District

ATTEST:



APPROVED AS TO FORM:

WHITE BEAR ANKELE TANAKA & WALDRON
Attorneys at Law

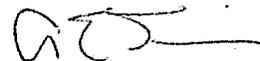


General Counsel to the District

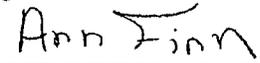
CERTIFICATION OF RESOLUTION

I hereby certify that the foregoing constitutes a true and correct copy of the resolution of the Board adopted at a meeting held on December 4, 2018 at 6155 S. Main Street, Suite 260, Aurora, Colorado.

IN WITNESS WHEREOF, I have hereunto subscribed my name this 4th day of December, 2018.



Signature



Printed Name

SOUTHLANDS METROPOLITAN DISTRICT NO. 1
ANNUAL ADMINISTRATIVE RESOLUTION
(2019)

At the special meeting of the Board of Directors (“Board”) of the Southlands Metropolitan District No. 1 (“District”), City of Aurora, Arapahoe County, Colorado, held at 10:00 A.M., on December 4, 2018, at 6155 S. Main St., Suite 260, Aurora, Colorado, it was moved to adopt the following Resolution:

WHEREAS, the District was organized as a special district pursuant to an Order and Decree of the District Court in and for the County of Arapahoe, Colorado (the “County”) and is located entirely within the City of Aurora, Colorado; and

WHEREAS, the Board has a duty to perform certain obligations in order to assure the efficient operation of the District and hereby directs its consultants to take the following actions.

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

1. The Board directs Special District Management Services, Inc. (the “**District Manager**”) to cause an accurate map of the District’s boundaries to be prepared in accordance with the standards specified by the Division of Local Government (“Division”) and to be filed in accordance with § 32-1-306, C.R.S.

2. The Board directs the District Manager to notify the Board of County Commissioners, the County Assessor, the County Treasurer, the County Clerk and Recorder, the governing body of any municipality in which the District is located, and the Division of the name of the chairman of the Board, the contact person, telephone number and business address of the District, as required by § 32-1-104(2), C.R.S.

3. The Board directs the District Manager to prepare and file with the Division, within thirty (30) days of a written request from the Division, an informational listing of all contracts in effect with other political subdivisions, in accordance with § 29-1-205, C.R.S.

4. The Board directs the District’s accountant to cause the preparation of and to file with the Department of Local Affairs the annual public securities report for nonrated public securities issued by the District within sixty (60) days of the close of the fiscal year, as required by §§ 11-58-101, *et seq.*, C.R.S.

5. The Board directs the District’s accountant to: 1) obtain proposals for auditors to be presented to the Board; 2) to cause an audit of the annual financial statements of the District to be prepared and submitted to the Board on or before June 30; and 3) to cause the audit to be filed with the State Auditor by July 31, or by the filing deadline permitted under any extension thereof, all in accordance with §§ 29-1-603(1) and 29-1-606, C.R.S. Alternatively, if warranted by § 29-1-

604, C.R.S., the Board directs the District's accountant to apply for and obtain an audit exemption from the State Auditor on or before March 31 in accordance with § 29-1-604, C.R.S.

6. The Board directs the District Manager, if the District has authorized but unissued general obligation debt as of the end of the fiscal year, to cause to be submitted to the Board of County Commissioners or the governing body of the municipality that adopted a resolution of approval of the District, the District's audit report or a copy of its application for exemption from audit in accordance with § 29-1-606(7), C.R.S.

7. The Board directs the District's accountant to submit a proposed budget to the Board by October 15, to prepare the final budget and budget message, including any amendments thereto, if necessary, and directs legal counsel to schedule a public hearing on the proposed budget and/or amendments, and to post or publish notices thereof, to prepare all budget resolutions and to file the budget, budget resolution and budget message with the Division on or before January 30, all in accordance with §§ 29-1-101, *et seq.*, C.R.S.

8. The Board directs the District Manager to cause the preparation of the Unclaimed Property Act report and submission of the same to the State Treasurer by November 1 if there is property presumed abandoned and subject to custody as unclaimed property, in accordance with § 38-13-110, C.R.S.

9. The Board directs the District's accountant to prepare the mill levy certification form and directs the District's manager to file the mill levy certification forms with the Board of County Commissioners on or before December 15, in accordance with § 39-5-128, C.R.S.

10. The Board designates the *Aurora Sentinel* as a newspaper of general circulation within the boundaries of the District and directs that all legal notices shall be published in accordance with § 32-1-103(15), C.R.S., in the *Aurora Sentinel*, unless otherwise designated by the Board or legal counsel.

11. The Board determines that each director shall receive compensation for their services as directors subject to the limitations set forth in §§ 32-1-902(3)(a)(I) & (II), C.R.S.

12. The District hereby acknowledges, in accordance with § 32-1-902, C.R.S., the following officers for the District:

Chairman/President: Kevin McGlynn
Treasurer: Michael Sandhoff
Secretary: Joyce Rocha-Brown
Recording Secretary: District Manager

13. The Board hereby determines that each member of the Board shall, for any potential or actual conflicts of interest, complete conflicts of interest disclosures and directs legal counsel to file the conflicts of interest disclosures with the Board and with the Colorado Secretary of State at least seventy-two (72) hours prior to every regular and special meeting of the Board, in accordance with §§ 32-1-902(3)(b) and 18-8-308, C.R.S. Written disclosures provided by Board

members required to be filed with the governing body in accordance with § 18-8-308, C.R.S. shall be deemed filed with the Board when filed with the Secretary of State. Additionally, at the beginning of each year, each Board member shall submit information to legal counsel regarding any actual or potential conflicts of interest and, throughout the year, each Board member shall provide legal counsel with any revisions, additions, corrections or deletions to said conflicts of interest disclosures.

14. The Board confirms its obligations under § 24-10-110(1), C.R.S., with regards to the defense and indemnification of its public employees, which, by definition, includes elected and appointed officers.

15. The Board hereby appoints the District's Manager as the official custodian for the maintenance, care and keeping of all public records of the District, in accordance with §§ 24-72-202, *et seq.*, C.R.S.

16. Pursuant to § 24-6-402(2)(c), C.R.S., the Board hereby designates the northwest corner of S. Aurora Parkway and Orchard Road as the District's 24-hour posting place for notices of meetings.

17. The Board determines to hold regular meetings on the second 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.

18. In the event of an emergency, the Board may conduct a meeting outside of the limitations prescribed in § 24-6-402(2)(c), C.R.S., provided that any actions taken at such emergency meeting are ratified at the next regular meeting of the Board or at a special meeting conducted after proper notice has been given to the public.

19. For the convenience of the electors of the District, and pursuant to its authority set forth in § 1-13.5-1101, C.R.S., the Board hereby deems that all regular and special elections of the District shall be conducted as independent mail ballot elections in accordance with §§ 1-13.5-1101, *et seq.*, C.R.S., unless otherwise deemed necessary and expressed in a separate election resolution adopted by the Board.

20. Pursuant to the authority set forth in § 1-1-111, C.R.S., the Board hereby appoints Ann Finn, of the Special District Management Services, Inc., as the Designated Election Official (the "DEO") of the District for any elections called by the Board, or called on behalf of the Board by the DEO, and hereby authorizes and directs the DEO to take all actions necessary for the proper conduct of the election, including, if applicable, cancellation of the election in accordance with § 1-13.5-513, C.R.S.

21. In accordance with § 1-11-103(3), C.R.S., the Board hereby directs the DEO to certify to the Division the results of any elections held by the District and, pursuant to § 32-1-1101.5(1), C.R.S., to certify results of any ballot issue election to incur general obligation indebtedness to the Board of County Commissioners or the governing body of the municipality

that adopted a resolution of approval of the district and file a copy of such certification with the Division of Securities.

22. The Board directs the District Manager to cause a notice of authorization of or notice to incur general obligation debt to be recorded with the County Clerk and Recorder within thirty (30) days of authorizing or incurring any indebtedness, in accordance with § 32-1-1604, C.R.S.

23. The Board directs the District Manager to cause the preparation of and filing with the Board of County Commissioners or the governing body of the municipality that adopted a resolution of approval of the District, if requested, the application for quinquennial finding of reasonable diligence in accordance with §§ 32-1-1101.5(1.5) and (2), C.R.S.

24. The Board directs the District Manager to cause the preparation of and the filing with the Board of County Commissioners or the governing body of any municipality in which the District is located, the Division, the State Auditor, the County Clerk and Recorder and any interested parties entitled to notice pursuant to § 32-1-204(1), C.R.S., an annual report, if requested, in accordance with § 32-1-207(3)(c), C.R.S.

25. The Board directs the District Manager to obtain proposals and/or renewals for insurance, as applicable, to insure the District against all or any part of the District's liability, in accordance with §§ 24-10-115, *et seq.*, C.R.S. The Board directs the District's accountant to pay the annual SDA membership dues, agency fees and insurance premiums, as applicable, in a timely manner. The Board appoints the District Manager to designate the proxy for the SDA Annual meeting for voting and quorum purposes.

26. The Board hereby opts to include elected or appointed officials as employees within the meaning of § 8-40-202(1)(a)(I)(A), C.R.S., and hereby directs the manager to obtain workers' compensation coverage for the District.

27. The Board hereby directs legal counsel to prepare the disclosure notice required by § 32-1-809, C.R.S., and to disseminate the information to the electors of the District accordingly.

28. The Board hereby directs its legal counsel, accountant, manager and all other consultants to adhere to the Colorado Special District Records Retention Schedule as adopted by the District.

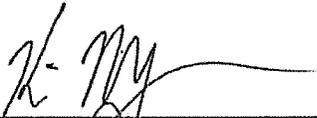
29. The Board hereby directs legal counsel to prepare and record with the County Clerk and Recorder updates to the disclosure statement notice and map required by § 32-1-104.8, C.R.S., if additional property is included within the District's boundaries.

30. The Board directs the District's accountant to prepare and submit the documentation required by any continuing disclosure obligation signed in conjunction with the issuance of debt by the District.

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ADOPTED this 4th day of December, 2018.

SOUTHLANDS METROPOLITAN DISTRICT
NO. 1



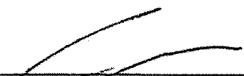
Officer of the District

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 December 4, 2018, at 6155 S. Main Street, Suite 260, Aurora, Colorado.

IN WITNESS WHEREOF, I have hereunto subscribed my name this 4th day of December, 2018.



Signature

Ann Finn

Printed Name

RESOLUTION NO. 2018 - 12 - 02

A RESOLUTION OF THE BOARD OF DIRECTORS
OF THE SOUTHLANDS METROPOLITAN DISTRICT NO. 1
TO ADOPT THE 2019 BUDGET AND APPROPRIATE SUMS OF MONEY

WHEREAS, the Board of Directors of the Southlands Metropolitan District No. 1 ("District") has appointed the District Accountant to prepare and submit a proposed 2019 budget to the Board of Directors of the District (the "Board") at the proper time; and

WHEREAS, the District Accountant has submitted a proposed budget to this Board on or before October 15, 2018, for its consideration; and

WHEREAS, upon due and proper notice, published or posted in accordance with the law, said proposed budget was open for inspection by the public at a designated place at the office of the District Manager, interested electors of the District were given the opportunity to file or register any objections to the proposed budget, and a public hearing was held on December 4, 2018 at Southlands Shopping Center, Management Office, 6155 S. Main Street, #260, Aurora, Colorado; and

WHEREAS, the budget has been prepared to comply with all terms, limitations and exemptions, including, but not limited to, reserve transfers and expenditure exemptions, under Article X, Section 20 of the Colorado Constitution ("TABOR") and other laws or obligations which are applicable to or binding upon the District; and

WHEREAS, whatever increases may have been made in the expenditures, like increases were added to the revenues or were planned to be expended from reserve fund balances so that the budget remains in balance, as required by law.

WHEREAS, the Board has made provisions therein for revenues in an amount equal to or greater than the total proposed expenditures as set forth in said budget; and

WHEREAS, it is not only required by law, but also necessary to appropriate the revenues provided in the budget to and for the purposes described below, as more fully set forth in the budget, including any interfund transfers listed therein, so as not to impair the operations of the District.

NOW, THEREFORE, BE IT RESOLVED by the Board of Directors of the Southlands Metropolitan District No. 1:

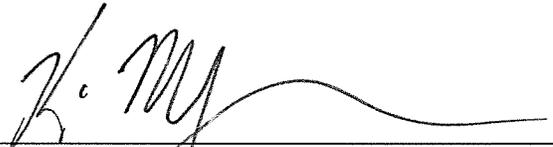
1. That the budget as submitted, amended, and summarized by fund, hereby is approved and adopted as the budget of the Southlands Metropolitan District No. 1 for the 2019 fiscal year.

2. That the budget, as hereby approved and adopted, shall be certified by the Secretary of the District to all appropriate agencies and filed in accordance with applicable law, and is made a part of the public records of the District.

3. That the sums set forth as the total expenditures of each fund in the budget attached hereto as **EXHIBIT A** and incorporated herein by reference are hereby appropriated from the revenues of each fund, within each fund, for the purposes stated.

ADOPTED this 4th day of December, 2018.

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



Jeff Nemece, President

ATTEST:



Joyce Rocha, Secretary

(SEAL)



EXHIBIT A
(Budget)



CliftonLarsonAllen LLP
www.CLAconnect.com

CliftonLarsonAllen

Accountant's Compilation Report

Board of Directors
Southlands Metropolitan District No. 1

Management is responsible for the accompanying budget of revenues, expenditures, and fund balances of Southlands Metropolitan District No. 1 for the year ending December 31, 2019, including the estimate of comparative information for the year ending December 31, 2018, and the actual comparative information for the year ended December 31, 2017, in the format prescribed by Colorado Revised Statutes (C.R.S.) 29-1-105 and the related summary of significant assumptions in accordance with guidelines for the presentation of a budget established by the American Institute of Certified Public Accountants (AICPA). We have performed a compilation engagement in accordance with Statements on Standards for Accounting and Review Services promulgated by the Accounting and Review Services Committee of the AICPA. We did not audit or review the 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 the accompanying budget.

The budgeted results may not be achieved as there will usually be differences between the budgeted 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.

We draw attention to the summary of significant assumptions which describe that the budget is presented in accordance with the requirements of C.R.S. 29-1-105, and is not intended to be a presentation in accordance with accounting principles generally accepted in the United States of America.

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

CliftonLarsonAllen LLP

Greenwood Village, Colorado
January 11, 2019



An independent member of Nexia International

**SOUTHLANDS METRO DISTRICT NO. 1
SUMMARY
2019 BUDGET
WITH 2017 ACTUAL AND 2018 ESTIMATED
For the Years Ended and Ending December 31,**

1/11/19

	ACTUAL 2017	ESTIMATED 2018	BUDGET 2019
BEGINNING FUND BALANCES	\$ 9,544,925	\$ 3,582,807	\$ 3,692,975
REVENUES			
Property taxes	4,111,210	2,867,786	3,165,381
Specific ownership taxes	356,841	205,000	189,923
Net investment income	57,817	42,500	35,000
Other revenue	1,456	5,397	-
General operations fee	2,017,688	2,092,985	2,340,000
General operations fee - penalty	3,596	2,000	-
Bond proceeds	51,779,581	-	-
Reimbursed expenditures	98,970	-	-
Total revenues	<u>58,427,159</u>	<u>5,215,668</u>	<u>5,730,304</u>
TRANSFERS IN	<u>-</u>	<u>50</u>	<u>709,487</u>
Total funds available	<u>67,972,084</u>	<u>8,798,525</u>	<u>10,132,766</u>
EXPENDITURES			
General and administrative	193,211	225,000	268,000
Operations and maintenance	1,868,713	2,001,500	2,340,000
Debt service	58,746,036	2,829,000	2,841,000
Capital projects	3,581,317	50,000	800,000
Total expenditures	<u>64,389,277</u>	<u>5,105,500</u>	<u>6,249,000</u>
TRANSFERS OUT	<u>-</u>	<u>50</u>	<u>709,487</u>
Total expenditures and transfers out requiring appropriation	<u>64,389,277</u>	<u>5,105,550</u>	<u>6,958,487</u>
ENDING FUND BALANCES	<u>\$ 3,582,807</u>	<u>\$ 3,692,975</u>	<u>\$ 3,174,279</u>
EMERGENCY RESERVE	\$ 7,600	\$ 7,000	\$ 15,500
O&M RESERVE	350,000	400,000	450,000
GOF RESERVE	251,541	350,000	350,000
SERIES 2017 A-1 RESERVE	1,687,625	1,687,625	1,687,625
SERIES 2017 A-2 RESERVE	149,750	149,750	149,750
SERIES 2017 SURPLUS	300,000	300,000	300,000
TOTAL RESERVE	<u>\$ 2,746,516</u>	<u>\$ 2,894,375</u>	<u>\$ 2,952,875</u>

This financial information should be read only in connection with the accompanying accountant's compilation report and summary of significant assumptions.

**SOUTHLANDS METRO DISTRICT NO. 1
PROPERTY TAX SUMMARY INFORMATION
2019 BUDGET
WITH 2017 ACTUAL AND 2018 ESTIMATED
For the Years Ended and Ending December 31,**

1/11/19

	ACTUAL 2017	ESTIMATED 2018	BUDGET 2019
ASSESSED VALUATION			
Commercial	\$ 57,823,233	\$ 63,249,735	\$ 61,598,185
State assessed	961,340	883,550	430
Vacant land	393,072	392,819	392,819
Personal property	5,658,829	6,171,928	6,788,920
Certified Assessed Value	<u>\$ 64,836,474</u>	<u>\$ 70,698,032</u>	<u>\$ 68,780,354</u>
MILL LEVY			
General	3.548	3.000	7.000
Debt Service	58.000	0.000	0.000
Debt Service Fund - Series 2017 A-1	0.000	33.500	34.000
Debt Service Fund - Series 2017 A-2	0.000	3.250	3.500
Total mill levy	<u>61.548</u>	<u>39.750</u>	<u>44.500</u>
PROPERTY TAXES			
General	\$ 230,040	\$ 212,094	\$ 481,462
Debt Service	3,760,515	-	-
Debt Service Fund - Series 2017 A-1	-	2,368,384	2,338,532
Debt Service Fund - Series 2017 A-2	-	229,769	240,731
Levied property taxes	3,990,555	2,810,247	3,060,725
Adjustments to actual/rounding	-	-	-
Refunds and abatements	(53,675)	(50,892)	-
Budgeted property taxes	<u>\$ 3,936,880</u>	<u>\$ 2,759,355</u>	<u>\$ 3,060,725</u>
ASSESSED VALUATION			
Commercial	\$ 2,703,670	\$ 2,941,761	\$ 2,840,551
State assessed	13,890	12,590	10
Vacant land	145	145	145
Personal property	328,789	282,259	237,402
Certified Assessed Value	<u>\$ 3,046,494</u>	<u>\$ 3,236,755</u>	<u>\$ 3,078,108</u>
MILL LEVY			
Debt Service	58.000	0.000	0.000
Debt Service Fund - Series 2017 A-1	0.000	33.500	34.000
Total mill levy	<u>58.000</u>	<u>33.500</u>	<u>34.000</u>
PROPERTY TAXES			
Debt Service	176,697	-	-
Debt Service Fund - Series 2017 A-1	-	108,431	104,656
Levied property taxes	176,697	108,431	104,656
Adjustments to actual/rounding	(2,367)	-	-
Budgeted property taxes	<u>\$ 174,330</u>	<u>\$ 108,431</u>	<u>\$ 104,656</u>
BUDGETED PROPERTY TAXES			
General	\$ 226,946	\$ 208,253	\$ 481,462
Debt Service	3,884,264	2,659,533	2,683,919
Total	<u>\$ 4,111,210</u>	<u>\$ 2,867,786</u>	<u>\$ 3,165,381</u>

This financial information should be read only in connection with the accompanying accountant's compilation report and summary of significant assumptions.

**SOUTHLANDS METRO DISTRICT NO. 1
GENERAL FUND
2019 BUDGET
WITH 2017 ACTUAL AND 2018 ESTIMATED
For the Years Ended and Ending December 31,**

1/11/19

	ACTUAL 2017	ESTIMATED 2018	BUDGET 2019
BEGINNING FUND BALANCES	\$ 919,324	\$ 974,340	\$ 983,016
REVENUES			
Property taxes	226,946	208,253	481,462
Specific ownership taxes	19,697	15,000	28,888
Net investment income	128	8,000	5,000
Other revenue	1,456	2,423	-
Total revenues	<u>248,227</u>	<u>233,676</u>	<u>515,350</u>
Total funds available	<u>1,167,551</u>	<u>1,208,016</u>	<u>1,498,366</u>
EXPENDITURES			
General and administrative			
Accounting	55,426	60,000	60,000
Auditing	5,100	5,500	6,000
County Treasurer's fee	3,399	3,124	7,202
Dues and licenses	419	1,238	1,500
Insurance and bonds	31,040	29,754	45,000
District management	59,351	60,000	60,000
Legal services	31,924	45,000	35,000
Miscellaneous	552	500	1,000
Billing services	6,000	9,000	9,000
Election expense	-	572	-
Public events	-	-	30,000
Contingency	-	10,312	13,298
Total expenditures	<u>193,211</u>	<u>225,000</u>	<u>268,000</u>
TRANSFERS OUT			
Transfers to other fund	<u>-</u>	<u>-</u>	<u>709,487</u>
Total expenditures and transfers out requiring appropriation	<u>193,211</u>	<u>225,000</u>	<u>977,487</u>
ENDING FUND BALANCES	<u>\$ 974,340</u>	<u>\$ 983,016</u>	<u>\$ 520,879</u>
EMERGENCY RESERVE	\$ 7,600	\$ 7,000	\$ 15,500
O&M RESERVE	350,000	400,000	450,000
TOTAL RESERVE	<u>\$ 357,600</u>	<u>\$ 407,000</u>	<u>\$ 465,500</u>

This financial information should be read only in connection with the accompanying accountant's compilation report and summary of significant assumptions.

**SOUTHLANDS METRO DISTRICT NO. 1
GENERAL OPERATIONS FEE FUND
2019 BUDGET
WITH 2017 ACTUAL AND 2018 ESTIMATED
For the Years Ended and Ending December 31,**

1/11/19

	ACTUAL 2017	ESTIMATED 2018	BUDGET 2019
BEGINNING FUND BALANCES	\$ -	\$ 251,541	\$ 350,000
REVENUES			
Net investment income	-	2,000	-
Reimbursed expenditures	98,970	-	-
Other revenue	-	2,974	-
General operations fee	2,017,688	2,092,985	2,340,000
General operations fee - penalty	3,596	2,000	-
Total revenues	<u>2,120,254</u>	<u>2,099,959</u>	<u>2,340,000</u>
Total funds available	<u>2,120,254</u>	<u>2,351,500</u>	<u>2,690,000</u>
EXPENDITURES			
Operations and maintenance			
Floral	410,642	275,000	275,000
Monthly cleaning	213,202	215,000	215,000
Pest control	1,310	10,000	10,000
Property maintenance	114,961	115,000	125,000
Landscape maintenance & irrigation repair	189,134	150,000	425,000
Property management	35,320	40,000	45,000
Repairs and maintenance	178,196	220,000	315,000
Security	51,719	78,000	78,000
Signage and decor	58,783	85,000	100,000
Snow removal	173,078	350,000	350,000
Street lighting/stripping	73,154	180,000	115,000
Street repairs/sidewalk	173,946	80,000	100,000
Street sweeping	22,200	23,000	24,000
Traffic signals maintenance	242	500	3,000
Utilities	172,826	180,000	160,000
Total expenditures	<u>1,868,713</u>	<u>2,001,500</u>	<u>2,340,000</u>
Total expenditures and transfers out requiring appropriation	<u>1,868,713</u>	<u>2,001,500</u>	<u>2,340,000</u>
ENDING FUND BALANCES	<u>\$ 251,541</u>	<u>\$ 350,000</u>	<u>\$ 350,000</u>
GOF RESERVE	<u>\$ 251,541</u>	<u>\$ 350,000</u>	<u>\$ 350,000</u>
TOTAL RESERVE	<u>\$ 251,541</u>	<u>\$ 350,000</u>	<u>\$ 350,000</u>

This financial information should be read only in connection with the accompanying accountant's compilation report and summary of significant assumptions.

SOUTHLANDS METRO DISTRICT NO. 1
GENERAL OPERATIONS FEE FUND - REPAIRS AND MAINTENANCE
2019 BUDGET
WITH 2017 ACTUAL AND 2018 ESTIMATED
For the Years Ended and Ending December 31,

1/11/19

ESTIMATED 2018	BUDGET 2019
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REPAIRS AND MAINTENANCE				
Banners	\$	60,000	\$	65,000
Retaining wall repairs/replace caps		55,000		65,000
Tree replacement/removal		13,000		115,000
Fountains/chemicals		20,000		15,000
Contingency/other		35,000		35,000
Street light painting		37,000		-
Detention pond		-		20,000
TOTAL		\$ 220,000		\$ 315,000

This financial information should be read only in connection with the accompanying accountant's compilation report and summary of significant assumptions.

**SOUTHLANDS METRO DISTRICT NO. 1
DEBT SERVICE FUND
2019 BUDGET
WITH 2017 ACTUAL AND 2018 ESTIMATED
For the Years Ended and Ending December 31,**

1/11/19

	ACTUAL 2017	ESTIMATED 2018	BUDGET 2019
BEGINNING FUND BALANCES	\$ 4,907,408	\$ 2,218,963	\$ 2,269,446
REVENUES			
Property taxes	3,884,264	2,659,533	2,683,919
Specific ownership taxes	337,144	190,000	161,035
Net investment income	56,602	30,000	30,000
Bond proceeds	51,779,581	-	-
Total revenues	<u>56,057,591</u>	<u>2,879,533</u>	<u>2,874,954</u>
Total funds available	<u>60,964,999</u>	<u>5,098,496</u>	<u>5,144,400</u>
EXPENDITURES			
Debt Service			
Bond interest	2,602,363	-	-
Bond interest - Series 2017 A-1	-	2,130,500	2,117,600
Bond interest - Series 2017 A-2	-	188,225	187,175
Bond principal	1,365,000	-	-
Bond principal - Series 2017 A-1	-	430,000	445,000
Bond principal - Series 2017 A-2	-	35,000	40,000
Bond issue costs	445,698	-	-
Contingency	8,348	2,882	8,466
County Treasurer's fee	58,171	39,893	40,259
Loan interest - Series 2016	244,956	-	-
Paying agent fees	1,500	2,500	2,500
Payment to escrow agent - Series 2017 A-1	49,770,000	-	-
Payment to escrow agent - Series 2017 A-2	4,250,000	-	-
Total expenditures	<u>58,746,036</u>	<u>2,829,000</u>	<u>2,841,000</u>
TRANSFERS OUT			
Transfers to other fund	-	50	-
Total expenditures and transfers out requiring appropriation	<u>58,746,036</u>	<u>2,829,050</u>	<u>2,841,000</u>
ENDING FUND BALANCES	<u>\$ 2,218,963</u>	<u>\$ 2,269,446</u>	<u>\$ 2,303,400</u>
SERIES 2017 A-1 RESERVE	\$ 1,687,625	\$ 1,687,625	\$ 1,687,625
SERIES 2017 A-2 RESERVE	149,750	149,750	149,750
SERIES 2017 SURPLUS	300,000	300,000	300,000
TOTAL RESERVE	<u>\$ 2,137,375</u>	<u>\$ 2,137,375</u>	<u>\$ 2,137,375</u>

This financial information should be read only in connection with the accompanying accountant's compilation report and summary of significant assumptions.

**SOUTHLANDS METRO DISTRICT NO. 1
CAPITAL PROJECTS FUND
2019 BUDGET
WITH 2017 ACTUAL AND 2018 ESTIMATED
For the Years Ended and Ending December 31,**

1/11/19

	ACTUAL 2017	ESTIMATED 2018	BUDGET 2019
BEGINNING FUND BALANCES	\$ 3,718,193	\$ 137,963	\$ 90,513
REVENUES			
Net investment income	1,087	2,500	-
Total revenues	<u>1,087</u>	<u>2,500</u>	<u>-</u>
TRANSFERS IN			
Transfers from other funds	<u>-</u>	<u>50</u>	<u>709,487</u>
Total funds available	<u>3,719,280</u>	<u>140,513</u>	<u>800,000</u>
EXPENDITURES			
Capital Projects			
Paver project	3,581,317	50,000	-
Refresh	-	-	600,000
Medians	-	-	200,000
Total expenditures	<u>3,581,317</u>	<u>50,000</u>	<u>800,000</u>
Total expenditures and transfers out requiring appropriation	<u>3,581,317</u>	<u>50,000</u>	<u>800,000</u>
ENDING FUND BALANCES	<u>\$ 137,963</u>	<u>\$ 90,513</u>	<u>\$ -</u>

This financial information should be read only in connection with the accompanying accountant's compilation report and summary of significant assumptions.

**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 Fond 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.

**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 financial information should be read only in connection with the accompanying accountant's compilation report and summary of significant assumptions.

**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 financial information should be read only in connection with the accompanying accountant's compilation report and summary of significant assumptions.

**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 financial information should be read only in connection with the accompanying accountant's compilation report and summary of significant assumptions.

CERTIFICATION:

I, Joyce Rocha, hereby certify that I am the duly appointed Secretary of the Southlands Metropolitan District No. 1, and that the foregoing is a true and correct copy of the budget for the budget year 2019, duly adopted at a meeting of the Board of Directors of the Southlands Metropolitan District No. 1 held on December 4, 2018.

By: Joyce Rocha
Secretary

RESOLUTION NO. 2018 - 12 - 03

A RESOLUTION OF THE BOARD OF DIRECTORS
OF THE SOUTHLANDS METROPOLITAN DISTRICT NO. 1
TO SET MILL LEVIES

WHEREAS, the Board of Directors of the Southlands Metropolitan District No. 1 (“District”) has adopted the 2018 annual budget in accordance with the Local Government Budget Law on December 4, 2018; and

WHEREAS, the adopted budget is attached to the Resolution of the Board of Directors to Adopt the 2019 Budget and Appropriate Sums of Money, and such budget is incorporated herein by this reference; and

WHEREAS, the amount of money necessary to balance the budget for general fund expenses from property tax revenue is identified in the budget; and

WHEREAS, the amount of money necessary to balance the budget for debt service fund expenses from property tax revenue is identified in the budget; and

NOW, THEREFORE, BE IT RESOLVED by the Board of Directors of the Southlands Metropolitan District No. 1:

1. That for the purposes of meeting all general fund expenses of the District during the 2019 budget year, the District determined to levy mills upon each dollar of the total valuation for assessment of all taxable property within the District, as set forth in the budget, to raise the required revenue.

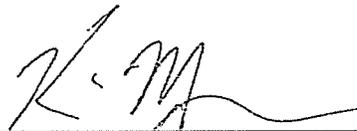
2. That for the purposes of meeting all debt service fund expenses of the District during the 2019 budget year, the District determined to levy mills upon each dollar of the total valuation for assessment of all taxable property within the District, as set forth in the budget, to raise the required revenue.

3. That the District Accountant of the District is hereby authorized and directed to immediately certify to the Board of County Commissioners of Arapahoe County, Colorado, the mill levies for the District as set forth in the District’s Certification of Tax Levies (attached hereto as **EXHIBIT A** and incorporated herein by reference), recalculated as needed upon receipt of the final certification of valuation from the County Assessor in order to comply with any applicable revenue and other budgetary limits.

[Signatures on Following Page]

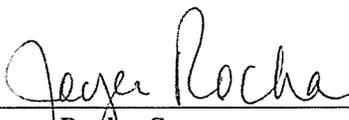
ADOPTED this 4th day of December, 2018.

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



President

ATTEST:



Joyce Rocha, Secretary

(SEAL)



EXHIBIT A
(Certification of Tax Levies)

CERTIFICATION OF TAX LEVIES for NON-SCHOOL Governments

TO: County Commissioners¹ of ARAPAHOE COUNTY, Colorado.

On behalf of the SOUTHLANDS METRO DIST 1,
(taxing entity)^A

the BOARD OF DIRECTORS
(governing body)^B

of the SOUTHLANDS METROPOLITAN DISTRICT NO. 1
(local government)^C

Hereby officially certifies the following mills to be levied against the taxing entity's GROSS \$ 68,780,354 assessed valuation of: (GROSS^D assessed valuation, Line 2 of the Certification of Valuation Form DLG 57^E)

Note: If the assessor certified a NET assessed valuation (AV) different than the GROSS AV due to a Tax Increment Financing (TIF) Area^F the tax levies must be calculated using the NET AV. The taxing entity's total property tax revenue will be derived from the mill levy multiplied against the NET assessed valuation of: \$ 68,780,354 (NET^G assessed valuation, Line 4 of the Certification of Valuation Form DLG 57)
USE VALUE FROM FINAL CERTIFICATION OF VALUATION PROVIDED BY ASSESSOR NO LATER THAN DECEMBER 10

Submitted: 12/07/2018 for budget/fiscal year 2019.
(no later than Dec. 15) (mm/dd/yyyy) (yyyy)

PURPOSE (see end notes for definitions and examples)	LEVY ²	REVENUE ²
1. General Operating Expenses ^H	<u>7.000</u> mills	\$ <u>481,462</u>
2. <Minus> Temporary General Property Tax Credit/ Temporary Mill Levy Rate Reduction ^I	< > mills	\$ < >
SUBTOTAL FOR GENERAL OPERATING:	7.000 mills	\$ 481,462
3. General Obligation Bonds and Interest ^J	<u>37.500</u> mills	\$ <u>2,579,263</u>
4. Contractual Obligations ^K	_____ mills	\$ _____
5. Capital Expenditures ^L	_____ mills	\$ _____
6. Refunds/Abatements ^M	_____ mills	\$ _____
7. Other ^N (specify): _____	_____ mills	\$ _____
	_____ mills	\$ _____
TOTAL: [Sum of General Operating Subtotal and Lines 3 to 7]	44.500 mills	\$ 3,060,725

Contact person: (print) Jason Carroll Daytime phone: (303) 779-5710
Signed:  Title: Accountant for the District

Include one copy of this tax entity's completed form when filing the local government's budget by January 31st, per 29-1-113 C.R.S., with the Division of Local Government (DLG), Room 521, 1313 Sherman Street, Denver, CO 80203. Questions? Call DLG at (303) 864-7720.

¹ If the taxing entity's boundaries include more than one county, you must certify the levies to each county. Use a separate form for each county and certify the same levies uniformly to each county per Article X, Section 3 of the Colorado Constitution.
² Levies must be rounded to three decimal places and revenue must be calculated from the total NET assessed valuation (Line 4 of Form DLG57 on the County Assessor's FINAL certification of valuation).

Resolution No. 2018-12-04

**RESOLUTION
OF THE
BOARD OF DIRECTORS
OF THE
SOUTHLANDS METROPOLITAN DISTRICT**

Adopting a Personal Data Privacy Policy

WHEREAS, the Southlands Metropolitan District No. 1 (the “**District**”) is a quasi-municipal corporation and political subdivision of the State of Colorado and a duly organized and existing special district pursuant to Title 32, Colorado Revised Statutes; and

WHEREAS, the Colorado General Assembly adopted House Bill 18-1128 concerning strengthening protections for consumer data privacy (the “**Bill**”) with an effective date of September 1, 2018; and

WHEREAS, the Bill added Article 73 to Title 24, Colorado Revised Statutes known as “Security Breaches and Personal Information” (“**Article 73**”) which requires each Governmental Entity in the state that maintains paper or electronic documents during the course of business that contain Personal Identifying Information to develop a written policy for the destruction or proper disposal of such paper and electronic documents; and

WHEREAS, § 24-73-101(4)(a), C.R.S., defines a “Governmental Entity” as the state and any state agency or institution, including the judicial department, county, city and county, incorporated city or town, school district, special improvement district, authority, and every other kind of district, instrumentality, or political subdivision of the state organized pursuant to law. “Governmental Entity” includes entities governed by home rule charters; and

WHEREAS, the District is a Governmental Entity under Article 73 as it is a political subdivision of the state organized pursuant to law; and

WHEREAS, § 24-73-101(4)(b), C.R.S., defines “Personal Identifying Information” as a social security number; a personal identification number; a password; a pass code; an official state or government-issued driver’s license or identification card number; a government passport number; biometric data, as defined in § 24-73-103(1)(a), C.R.S.; an employer, student, or military identification number; or a financial transaction device, as defined in § 18-5-701(3), C.R.S.; and

WHEREAS, the District may maintain paper or electronic documents that contain Personal Identifying Information; and

WHEREAS, the District has developed and desires to adopt a written policy for the destruction or proper disposal of paper and electronic documents containing Personal Identifying Information, in conformance with Article 73.

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

1. Adoption of Personal Data Privacy Policy. The District hereby adopts the Personal Data Privacy Policy set forth in Exhibit A, attached hereto and incorporated herein.

2. Preambles Incorporated. The preambles to this Resolution are hereby incorporated into this Resolution as if set out fully herein.

3. Severability. If any part, section, subsection, sentence, clause or phrase of this Resolution is for any reason held to be invalid, such invalidity shall not affect the validity of the remaining provisions.

4. Effective Date. This Resolution shall become effective as of September 1, 2018, shall be enforced immediately thereafter and shall supersede any previous policy related to disposal of paper and electronic documents containing Personal Identifying Information. This Resolution shall be implemented and administered by the District to conform with all requirements of Article 73, as modified from time to time.

[Signature page follows.]

ADOPTED this 4th day of December, 2018.

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

Officer of the District

ATTEST:

APPROVED AS TO FORM:

WHITE BEAR ANKELE TANAKA & WALDRON
Attorneys At Law

General Counsel to the District

Signature page to Resolution Adopting Personal Data Privacy Policy

EXHIBIT A

Personal Data Privacy Policy

The purpose of this Personal Data Privacy Policy is to comply with § 24-73-101 (1), C.R.S., which requires a Governmental Entity that maintains paper or electronic documents during the course of business that contain Personal Identifying Information to develop a written policy for the destruction or proper disposal of such paper and electronic documents.

Section 1. Definitions

- (1) "District" means the Southlands Metropolitan District No. 1
- (2) All defined terms in sections 2-5, unless otherwise noted, shall be defined as in § 24-73-101, C.R.S.
- (3) All defined terms in section 6 shall be defined as in § 24-73-103, C.R.S.

Section 2. Protection of Personal Identifying Information

- (1) The District may collect the following Personal Identifying Information over the course of normal business:
 - a. Bank account numbers;
 - b. Credit card numbers;
 - c. Driver's license or government identification card numbers;
 - d. Employer identification number; and
 - e. Social Security Numbers.

Section 3. Security Procedures and Practices

- (1) The District will store paper documents containing Personal Identifying Information in a locked cabinet or locked office. Only employees who must use Personal Identifying Information to conduct District business will have access to the storage location.
- (2) The District will take appropriate measures to protect Personal Identifying Information stored as digital media. These protections may include firewalls and encryption software. Only those employees who must use the Personal Identifying Information to conduct District business will have access to the electronic storage system(s).

(3) In the event the District discloses Personal Identifying Information to a Third-party Service Provider, as that term is defined in § 24-73-102, C.R.S, the District will require the Third-party Service Provider to verify they have implemented and maintained reasonable security procedures and practices appropriate to the nature of the Personal Identifying Information.

Section 4. Records Management and Destruction

(1) Records maintaining Personal Identifying Information should be retained in accordance with the District's Records Retention Policy. Retention periods vary based on the type of record. All records must be disposed of in a manner that renders the records unreadable or indecipherable through any means.

Section 5. Open Records Disclosure

(1) The District is governed by the Colorado Open Records Act ("CORA"). Any records maintained by the District may be subject to inspection and copying by members of the public, unless an exemption in the law exists. In the event the District must release records containing Personal Identifying Information, sensitive data will be redacted or otherwise removed to protect the privacy of the individual(s).

(2) The District will not otherwise release Personal Identifying Information unless legally required to do so in connection with legal proceedings or law enforcement investigations. The District will not sell Personal Identifying Information to any outside organization.

Section 6. Notification of Security Breach

(1) In the event the District becomes aware that a Security Breach may have occurred, the District will conduct in good faith a prompt investigation to determine the likelihood that Personal Information has been or will be misused. The District will notify the affected Colorado residents in accordance with the notice requirements set forth in § 24-73-103, C.R.S., unless the investigation determines that the misuse of information about a Colorado resident has not occurred and is not reasonably likely to occur.

RECORD OF PROCEEDINGS

MINUTES OF A REGULAR MEETING OF THE BOARD OF DIRECTORS OF THE SOUTHLANDS METROPOLITAN DISTRICT NO. 1 HELD JANUARY 8, 2019

A Regular 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 8th day of January, 2019, at 9:00 A.M., at the Southlands Shopping Center, Management Office, 6155 S. Main Street, #260, Aurora, Colorado. The meeting was open to the public.

ATTENDANCE

Directors In Attendance Were:

Kevin McGlynn
Joyce Rocha
Michael Sandhoff
Martin Liles

Also In Attendance Were:

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

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

Thuy Dam; CliftonLarsonAllen, LLP

April Elliott; M & J Wilkow (for a portion of the meeting)

Laurie Stein and David Eisen; M & J Wilkow (via speakerphone)

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

RECORD OF PROCEEDINGS

existing conflicts of interest with regard to any matters scheduled for 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 Regular Meeting.

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

Insurance Coverage Deductible Options: The Board discussed insurance coverage deductible options.

Following discussion, upon motion duly made by Director Liles, seconded by Director McGlynn and, upon vote, unanimously carried, the Board approved increasing the deductible from \$1,000 to \$5,000.

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:

Fund	Period Ending Dec. 20, 2018
General	\$ 302,163.60
Debt Service	\$ -0-
Capital Projects	\$ -0-
Total Claims	\$ 302,163.60

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.

Cash Position Schedule: Ms. Dam reviewed with the Board the District's Cash Position Schedule, dated October 31, 2018, updated December 27, 2018.

RECORD OF PROCEEDINGS

Following discussion, upon motion duly made by Director Liles, seconded by Director McGlynn and, upon vote, unanimously carried, the Board accepted the District's Cash Position Schedule, dated October 31, 2018, updated December 27, 2018.

Imposition of Operations Fees and Reconciliation: The Board enter into discussion regarding the imposition of operations fees on Walmart and Sam's Club for holiday lighting and décor. It was noted that Walmart and Sam's Club have not paid for these costs in the past. Following discussion, the District determined to bill Walmart and Sam's Club for holiday lighting and décor for 2018 and future expenses.

LEGAL MATTERS

Request from Pronghorn Valley Development concerning the Street Connection: Mr. Jacobson discussed with the Board the status of the Pronghorn Valley Project. The following topics were discussed:

- Results of the traffic study.
- Current traffic count.
- Current road maintenance budget and contracts.
- The need for an Intergovernmental Agreement.
- ISP- site plans in Spring.

Following discussion, the Board determined it would need to assess the costs associated with the street extension and negotiate an IGA between the two districts.

Public Art Requirements: The Board discussed Pubic Art Requirements. No action was taken by the Board at this time.

Potential Sale of Tract A, Filing No. 22: Attorney Waldron noted for the Board that an appraisal for the potential sale of Tract A, Filing No. 22 would cost approximately \$1,500.

Following discussion, upon motion duly made by Director McGlynn, seconded by Director Sandhoff and, upon vote, unanimously carried, the Board authorized moving forward with the appraisal for the potential sale of Tract A, Filing No. 22.

CAPITAL IMPROVEMENT

Site Lighting Improvements: The Board discussed site lighting improvements. It was noted that the controllers should be an equally shared cost between the District and M & J Wilkow.

RECORD OF PROCEEDINGS

Director McGlynn left the meeting.

OPERATIONS AND MAINTENANCE

Award Independent Contractor Award (“ICA”) for General Maintenance Services: The Board reviewed the bids for General Maintenance Services. Ms. Finn noted that there was one bid from M & J Wilkow for \$112,034.88 for 2019 and for \$115, 395.96 for 2020-2021.

Following discussion, upon motion duly made by Director Sandhoff, seconded by Director Rocha and, upon vote, carried with Directors Sandhoff and Rocha voting “Yes” and Director Liles abstaining, the Board approved the bid from M & J Wilkow for \$112,034.88 for 2019 and for \$115, 395.96 for 2020-2021.

Director McGlynn returned to the meeting.

2019 Operation and Maintenance Services and Award and ICA: The Board discussed 2019 Operation and Maintenance Services.

Landscape Maintenance Services: Ms. Finn noted that Mr. Cordova is currently bidding landscape maintenance services and noted the bids will be available at the February 12, 2019 Board meeting.

Floral Program: Ms. Finn noted that Mr. Cordova is currently bidding the Floral Program and noted the bids will be available at the February 12, 2019 Board meeting.

Common Areas Cleaning Services: Ms. Finn noted that proposals would be solicited from Millard Mall Services, Inc., ABM Janitorial Services, and Global Management Services, LLC for consideration at the February 12, 2019 Board meeting.

Security Services: The Board discussed extending the ICA with Securitas, Inc. for security services in 2019.

Following discussion, upon motion duly made by Director McGlynn, seconded by Director Sandhoff and, upon vote, unanimously carried, the Board approved extending the ICA with Securitas, Inc., subject to Securitas, Inc. agreeing to provide written reports on an ongoing basis.

Site Lighting Services: Ms. Finn noted that a scope of services for the IGA is being drafted. She also noted that Mr. Cordova is meeting with Skye Bailey and Contractor to verify the work to be completed in the Scope of Services.

RECORD OF PROCEEDINGS

Property Management Services with Special District Management Services, Inc. ("SDMS"): Ms. Finn distributed for the Board's review a proposal for property management services from SDMS.

Following review and discussion, upon motion duly made by Director McGlynn, seconded by Director Rocha and, upon vote, unanimously carried, the Board approved the proposal from SDMS, Inc. for property management services, in the amount of \$40,000 per year for a three year contract.

ICA between the District and Common Area Maintenance Services, LLC for 2019 Street Sweeping Services: The Board reviewed a proposal from Common Area Maintenance Services, Inc. for 2019 street sweeping services.

Following discussion, upon motion duly made by Director McGlynn, seconded by Director Sandhoff and, upon vote, unanimously carried, the Board approved the ICA between the District and Common Area Maintenance Services, Inc. for 2019 street sweeping services.

ICA between the District and Slaton Bros, Inc. for Retaining Wall Repair Work: The Board determined to defer moving forward with the work at this time.

OTHER MATTERS

Consideration of Board Appointment After Publication of Notice of Vacancy: It was noted that pursuant to Section 32-1-808(2)(a)(I), C.R.S., publication of a Notice of Vacancy on the Board was made on December 27, 2018 in the Aurora Sentinel. No Letters of Interest from qualified eligible electors were received within ten (10) days of the date of such publication.

As such, following discussion and upon motion duly made by Director McGlynn, seconded by Director Rocha to nominate April Elliott to fill a vacant position of the Board of Director, and upon vote, unanimously carried, the Board appointed April Elliott to fill the vacancy on the Board of Directors. The Oath of Director was administered.

RECORD OF PROCEEDINGS

Appointment of Officers: Following discussion, upon motion duly made by Director McGlynn, seconded by Director Rocha and, upon vote, unanimously carried, the following slate of officers was appointed:

President	Martin Liles
Vice President	Kevin McGlynn
Treasurer	Michael Sandhoff
Secretary	Joyce Rocha
Assistant Secretary	April Elliott

Email regarding New Cell Site Design Project: It was noted that an email was received regarding a new cell site design at the intersection of East Commons Ave. and South Aurora Pkwy. No action was taken by the Board.

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 JANUARY 8, 2019
MINUTES OF THE SOUTHLANDS METROPOLITAN DISTRICT NO. 1
BY THE BOARD OF DIRECTORS SIGNING BELOW:

Kevin McGlynn

Joyce Rocha

Michael Sandhoff

Martin Liles

April Elliott

Check No and Date	Payee	Invoice No	GL Account Title	GL Acct	Amount	Total
2627						
01/24/2019	Aurora Media Group	93205	Miscellaneous	1-7480	37.96	37.96
01/24/2019	Aurora Media Group	93391	Miscellaneous	1-7480	16.84	16.84
Total 2627:						54.80
2628						
01/24/2019	Brody Chemical	459779	Repair & Maintenance	1-7375	104.99	104.99
Total 2628:						104.99
2629						
01/24/2019	Cambridge Law, LLC	539	Legal Services	1-7460	1,297.50	1,297.50
Total 2629:						1,297.50
2630						
01/24/2019	CliftonLarsonAllen LLP	1991720	Accounting	1-7000	5,224.55	5,224.55
Total 2630:						5,224.55
2631						
01/24/2019	Colorado Lighting, Inc	398439	Street Lighting/Striping	1-7435	1,024.15	1,024.15
Total 2631:						1,024.15
2632						
01/24/2019	Common Area Maintenance Svrs	MO1012172	Street Sweeping	1-7465	1,905.00	1,905.00
Total 2632:						1,905.00
2633						
01/24/2019	DTM, Inc	18-0147	Signage and Decor	1-7470	6,872.40	6,872.40
01/24/2019	DTM, Inc	18-0149	Signage and Decor	1-7470	850.00	850.00
Total 2633:						7,722.40
2634						
01/24/2019	Full Spectrum Lighting, Inc.	13261	Street Lighting/Striping	1-7435	7,175.00	7,175.00
Total 2634:						7,175.00
2635						
01/24/2019	Holiday Artisans, Inc	4843	Signage and Decor	1-7470	3,150.00	3,150.00
Total 2635:						3,150.00
2636						
01/24/2019	M & J Wilkow Properties, LLC	015810	Property Maintenance	1-7446	9,336.24	9,336.24
Total 2636:						9,336.24
2637						
01/24/2019	Metco Landscape, Inc	520721	Snow Removal	1-7340	532.50	532.50
Total 2637:						532.50

Check No and Date	Payee	Invoice No	GL Account Title	GL Acct	Amount	Total
2638						
01/24/2019	Millard Mall Services	74209	Monthly Cleaning	1-7365	16,296.24	16,296.24
Total 2638:						16,296.24
2639						
01/24/2019	Preferred Painting, Inc.	1032	Street Lighting/Striping	1-7435	515.00	515.00
01/24/2019	Preferred Painting, Inc.	996	Street Lighting/Striping	1-7435	150.00	150.00
Total 2639:						665.00
2640						
01/24/2019	Securitas Security Services	W6299275	Security	1-7300	5,063.28	5,063.28
Total 2640:						5,063.28
2641						
01/24/2019	Special Dist Management Svcs	DEC 2018	District Management	1-7440	6,074.61	6,074.61
01/24/2019	Special Dist Management Svcs	PM DEC 2018	Southlands Management	1-7445	3,050.08	3,050.08
Total 2641:						9,124.69
2642						
01/24/2019	Spencer Fane	670338	Legal Services	1-7460	508.46	508.46
Total 2642:						508.46
2643						
01/24/2019	TNT Signs Inc	127481	Signage and Decor	1-7470	216.00	216.00
Total 2643:						216.00
2644						
01/24/2019	Utlitiy Notification Center	218120849	Repair & Maintenance	1-7375	15.95	15.95
Total 2644:						15.95
2645						
01/24/2019	Western Proscapes, Inc.	50341	Floral	1-7385	11,882.00	11,882.00
Total 2645:						11,882.00
2646						
01/24/2019	White Bear Ankele Tanaka & Wal	3330	Legal Services	1-7460	4,187.13	4,187.13
Total 2646:						4,187.13
Grand Totals:						85,485.88

Southlands Metropolitan District No. 1
January-19

	General	Debt	Capital	Totals
Disbursements	\$ 85,485.88	\$ -	\$ -	\$ 85,485.88
Xcel - Auto Pay	\$ 3,132.23	\$ -	\$ -	\$ 3,132.23
Aurora Water - Auto Pay	\$ 222.48	\$ -	\$ -	\$ 222.48
<hr/>				
Total Disbursements from Checking Acct	\$ 88,840.59	\$ -	\$ -	\$ 88,840.59

TEMPORARY CONSTRUCTION EASEMENT (the "Easement")
(PULLING SITE)

For and in consideration of Two Thousand Five Hundred dollars (\$_____) and other good and valuable consideration in hand paid, the receipt and adequacy of which is hereby acknowledged, **Southlands Metropolitan District, #1**, (Grantor) hereby grants, sells, conveys and confirms to **Public Service Company of Colorado** ("Company"), its successors and assigns, a temporary easement for (i) access, (ii) construction work areas/work sites, and (iii) storage of materials and equipment, on, over, under and across the following described premises located in Arapahoe County, State of Colorado and depicted on Exhibit "A," attached hereto and made a part hereof (the "Temporary Easement Area").

Together with full right and authority in Company, its successors, assigns, licensees and their contractors, agents, employees and invitees, to do any or all of the following to facilitate the installation of overhead electric lines, conductors and related facilities in connection with Company's 7109 Missile Site-Daniels Park 345kV Line Project ("the Project"): (1) enter upon the Temporary Easement Area with machinery, trucks, materials, tools and other equipment which may be useful or required in the construction, alteration, maintenance or repair by Company of utility improvements, located or to be located, on real property owned by Grantee, or on property that is subject to an easement for the benefit of Company; (2) clear boulders, trash, and vegetation from the Temporary Easement Area; (3) grade portions of the Temporary Easement Area and (4) install temporary gates in existing fence lines to allow access to the Temporary Easement Area.

The term of this Easement ("Term") will commence on _____, 2019 (the "Commencement Date"). The Term will expire one hundred eighty (180) days after the Commencement Date ("Expiration Date"), provided, if restoration of the Temporary Easement Area is necessary, then Company's rights under this Easement will continue for a period of one hundred eighty (180) days following the Expiration Date for the sole purpose of completing restoration of the Temporary Easement Area ("Restoration Term"). Expiration of the Term of this Easement will have no effect on any perpetual easement on which utility improvements associated with the Project are to be constructed or installed, or any other temporary easement. Prior to the expiration of the Term, Company shall remove any equipment installed or stored by Company on the Temporary Easement Area. Prior to expiration of the Restoration Term, Company shall restore any portion of the surface of the Temporary Easement Area disturbed by Company's use of the Temporary Easement Area to as near a condition as existed prior to Company's entry on the Temporary Easement Area as is reasonably practicable.

During the Term of this Easement: (1) no temporary or permanent buildings, structures (including without limitation trailers or mobile homes) or wells shall be placed or permitted to remain on, under, or over the Temporary Easement Area by Grantor; (2) no other objects shall be erected, placed, or permitted to remain on, under, or over the Temporary Easement Area by Grantor, that will or may interfere with the exercise of any of the rights herein, or that prevent or obstruct the passage of pedestrians, equipment or vehicles. Subject to the restrictions and limitations set forth herein, Grantor reserves the right to use the Temporary Easement Area prior to the Commencement Date and during the Restoration Term for any purpose that does not interfere with Company's use of the Temporary Easement Area as provided for herein.

Grantor warrants and represents that Grantor is the owner of the Temporary Easement Area and has the right to sell, transfer, convey, confirm and grant this Easement and the rights contained herein. This Easement is binding on Grantor and is not conditioned upon obtaining the consent of any third party. The provisions of this Easement shall run with, be binding on and burden the Temporary Easement Area and shall be binding on and shall inure to the benefit of the heirs, executors, administrators, personal representatives, successors, and assigns of Grantor and Company. "Grantor" shall include the singular, plural, feminine, masculine, and neuter.

This Easement incorporates all agreements and stipulations between Grantor and Company as to the subject matter of this Easement and no prior representations or statements, verbal or written, shall modify, supplement or change the terms of this Easement. The title of this document is inserted for convenience only and does not define or limit the rights granted pursuant to this Easement. This Easement may not be amended, modified or supplemented except in writing executed by both an authorized representative of Company (or its successors or assigns, if applicable) and the then current owner of the Temporary Easement Area. No waiver by Company of any provision hereof, nor any approval of Company required herein, shall be deemed to have been made unless made in writing and signed by an authorized representative of Company.

This Easement consists of the document entitled "Temporary Construction Easement (Pulling Site)," and an exhibit containing a sketch depicting the Temporary Easement Area, if referenced above or attached hereto. No other exhibit, addendum, schedule or other attachment (collectively "**Addendum**") is authorized by Company, and no Addendum shall be effective and binding upon Company unless executed by an authorized representative of Company.

Signed as of the _____ day of _____, 2019.

Signatures begin on following page

GRANTOR:

STATE OF COLORADO)
)
COUNTY OF _____)

The foregoing instrument was acknowledged before me this _____ day of _____,
2019, by _____.

WITNESS my hand and official seal.

My commission expires:

Notary Public

Company:

Public Service Company of Colorado, a Colorado corporation

By: _____
Title: _____

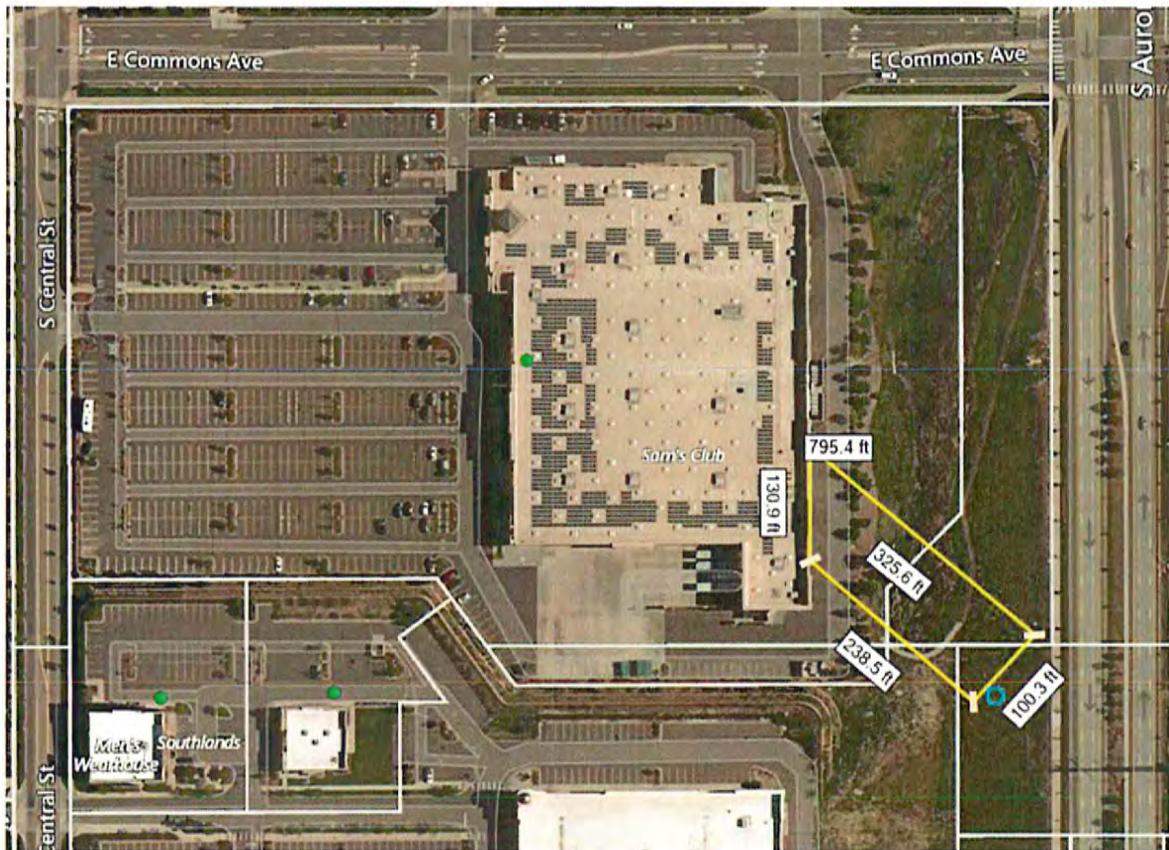
STATE OF COLORADO)
) ss.
COUNTY OF DENVER)

The foregoing instrument was acknowledged before me this ____ day of _____, 20__,
by _____, as _____ of Public Service Company of Colorado, a
Colorado corporation, on behalf of the corporation.

WITNESS my hand and official seal.

My commission expires:

Notary Public



647 - Sams Club - 6201 S Aurora Pkwy., Aurora, CO

LANDSCAPE PROPOSAL



Corporate Office:
 2200 Rifle Street
 Aurora, CO 80011
 (303) 421-3100
 (303) 421-1120 fax

METCO LANDSCAPE, INC.

Date	Estimator
10/24/2018	TJ Leonard
Property Name & Location	
Southlands Mall	

Customer Information
Southlands Mall
Aurora Co
City
Email
Phone
Contact:

Description of Services
Pricing to install rock mulch over fabric weed barrier along Aurora Parkway, and separately for Smoky hill road. This work is for the medians in the center of the road. At this time, the tree lawns are not a part of the proposal. This proposal takes the place of proposals previously submitted - and reflects changes to material costs projected for 2019

Item	Description	Qty	Rate	Total	Initial
1	Install rock mulch over fabric weed barrier where wood mulch currently is installed	1.00	\$ 38,780.00	\$ 38,780.00	
2	Remove turf in medians, install rock mulch over fabric weed barrier * Includes capping turf irrigation and installing drip irrigation for existing trees	1.00	\$ 61,490.00	\$ 61,490.00	
3	Remove turf from median on Smoky Hill Rd, adjust irrigation, and install rock mulch over fabric weed barrier from Aurora pkwy west to main st. entrance of Southlands	1.00	\$ 62,260.00	\$ 62,260.00	
				Total	\$162,530.00

The above pricing includes mobilization, material procurement, materials, labor, equipment and off site disposal of debris.

EXCLUSIONS

1. Irrigation repairs or modifications will be billed at the Time and Materials rate of \$62.00/hour plus materials.

SPECIFIC CONDITIONS

1. This Proposal may be withdrawn by Metco Landscape if not accepted within 30 days of Bid Date.
2. Client is responsible for submittals required by Architectural Review Committee.
3. Metco Landscape does not accept responsibility for vandalism, acts of God, or improper maintenance performed by another contractor (or person) during the warranty period.

IRRIGATION REPAIR GUARANTEE & LIMITED WARRANTY PROVISION

Irrigation Repair GUARANTEE AND LIMITED WARRANTY: Metco Landscape guarantees our repair and installation of satisfactory and properly operating irrigation system components. Further, Metco Landscape warrants the installation, workmanship, and materials that are installed by Metco Landscape in connection with the underground irrigation system. THIS GUARANTEE AND LIMITED WARRANTY SHALL BE EFFECTIVE FOR A PERIOD OF ONE (1) YEAR FROM INSTALLATION. This guarantee and limited warranty does not cover acts of God, vandalism, or improperly maintained systems. During the period of this guarantee and limited warranty, Metco Landscape will repair or replace any defects that are in conjunction ONLY with work that Metco Landscape has already completed or repaired within the one year time period. Any repair outside of warranty items will be billed at T&M Rates listed within the contract.

PLANT MATERIAL EXTENDED WARRANTY PROVISION

Plant material includes warranty of one year from date of installation, or until irrigation system has been winterized for the season. To extend the warranty throughout the winter, Metco recommends that all plant material associated with this proposal be winter watered on a monthly basis, weather permitting. Metco will not perform winter watering if snow cover or ice is present. Winter watering plant material will be billed at \$85.00 Per Hour. You will only be billed if work is performed. Invoices will include the dates that the winter watering was performed.

INITIAL: _____

ACCEPTANCE OF PROPOSAL

The above specifications, prices, exclusions, and conditions are satisfactory and are hereby accepted. You are authorized to do the work as specified. Payments will be made as outlined above and are due within thirty (30) days of invoice date. Past due accounts will be charged 1.5% per month on any unpaid balance.

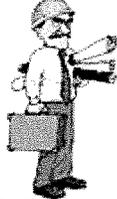
 Authorized Signature

 Title

 Date

 Printed

FOR OFFICE USE ONLY	
AR CUSTOMER	JOB NUMBER



P & G SERVICES
A Kip Peterson
& Luis Grijalva
company.

BID
 NO. **3700**
 DATE **1-29-19**

SOLD TO

SOUTHLANDS METRO DISTRICT 1
141 UNION BLVD.SUITE 150
LAKWOOD ,CO

JOB COMPLETE

QTY	UNIT	ITEM	PRICE	TOTAL
		Hang 250 banners on Main street of various sizes	\$20.00 a banner	\$5000.00
QTY	UNIT	ITEM	PRICE	TOTAL

TOTAL

\$5000.00



P & G SERVICES
A Kip Peterson
& Luis Grijalva
company.

BID
 NO. 3600
 DATE 1-16-19

SOLD TO

SOUTHLANDS METRO DISTRICT 1
141 UNION BLVD.SUITE 150
LAKWOOD ,CO

JOB COMPLETE

QTY	UNIT	ITEM	PRICE	TOTAL
		34 ft, electric, articulating boom lift rental	2 weeks rental	\$2,126.23
QTY	UNIT	ITEM	PRICE	TOTAL
		Remove and clean 171 ischia light covers.		\$8550.00

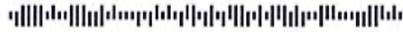
RENTAL	\$2126.23
LABOR	\$8550.00
TOTAL	\$10670.23



1800 Larimer St.
Denver, CO 80202

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SN 1

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*****AUTO**5-DIGIT 80016

ANNE A AALDERS
OR CURRENT RESIDENT
5011 S DUQUESNE ST
AURORA, CO 80016-5866



The new Harvest Mile Substation, located south of Quincy Avenue and east of Gun Club Road, was completed and energized in December 2018. A 400,000 pound transformer was delivered to the substation with a 250-foot long trailer.



Transmission line construction is underway in
AURORA AND PARKER

CONSTRUCTION SCHEDULE

November/December 2018

Surveying, staking, site prep and delivery of materials

January 2019

Foundation construction starts

February 2019

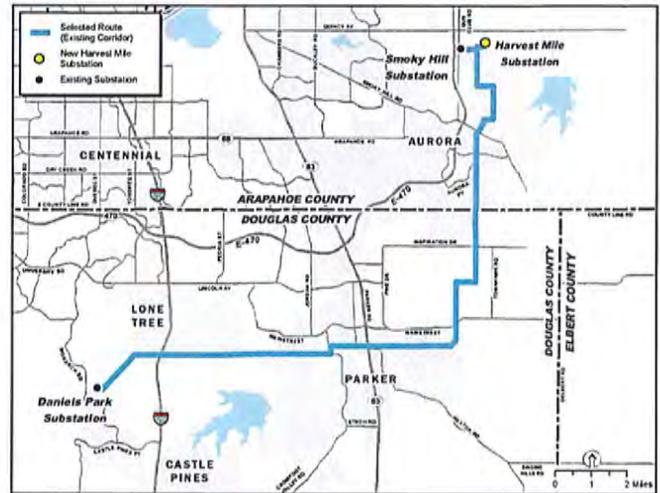
Structure erection starts

October 2019

Construction complete/the new line is energized

Xcel Energy continues construction on its \$180 million, Pawnee to Daniels Park 345-kilovolt transmission line project. The line will enable the electric grid to carry more renewable energy, improve overall system reliability and support the region's economic growth. Here is the planned schedule for early 2019.

Foundation construction will begin in January on the 20-mile segment of the transmission line from the project's east end at the new Harvest Mile Substation in Aurora and move south and west through Parker to the Daniels Park Substation south of the metro area. Also in January crews will begin moving transmission structures in to the line's right-of-way. In February, the structures will start to be erected, with installation of the electric line (also called "stringing the conductor") expected to begin in late spring. We anticipate the project to be in service by the end of October, 2019.



Source: Daniels Park 345 kV Transmission Line Project - Harvest Mile to Daniels Park Segment

Here's what to expect during the construction process

1. Soil surveys and property staking

Field survey and soil information must be obtained to finalize design. Soil boring locations are identified and staked and existing underground utilities located prior to borings. Soil borings are drilled at specified locations to determine the mechanical properties of the soil. Final pole locations and right-of-way boundaries are then staked in the field.

2. Construction access and vegetation clearing

Before construction starts, crews will identify access routes to the right-of-way area. This access is typically 12 to 24 feet wide and is needed so vehicles and large equipment can reach the site. The access route and the area within the right-of-way will also be cleared of vegetation. Polymer mats may be put down in wet or soft areas to prevent soil compaction, minimize soil disturbance and improve site safety.

3. Equipment mobilization and material delivery

A crane, drill rig, boom truck, concrete trucks, trailers, structures, steel piping and rebar hangers are some of the equipment and materials that will be moved into the site for construction.

4. Foundation construction

A reinforced concrete foundation is built to hold each steel structure. Construction includes drilling a six to 10-foot diameter hole to depths of 20 to 40 feet. Once drilling is complete, reinforcing steel is placed in the hole and concrete is poured. Anchor bolts are placed in the top of the foundation. Drilled pier foundations typically take one to two days to complete.



5. Erection of the structure

Steel transmission poles will be assembled at the foundation site and set in place with the use of cranes and heavy equipment. A structure can be assembled and set in place in one day.

6. Stringing conductor

Electric conductor is pulled from one structure to the next using a pulley system temporarily placed on the structures. The conductor is then attached to insulators and the pulleys removed. Trucks, heavy equipment and sometimes helicopters are also used in this process. Other equipment, including bird diverters (reduce bird collisions with the line) and aerial markers are also installed during this phase.

7. Land restoration

Following construction, the right-of-way is cleaned and restored. This work may include fence repair, rut removal, de-compaction of soil, tilling and seeding. If some property cannot be restored to its original condition, Xcel Energy will fairly compensate the landowner for damages.



Single pole structures will be mostly used except for certain structures where multiple poles will be used.

If you have a question or comment on the Pawnee-Daniels Park project please contact us at **303.318.6307** or **pawneedanielspark@xcelenergy.com**

Your construction liaison is Derek Holscher. He can be contacted at **303.571.6307** or **derek.d.holscher@xcelenergy.com**