

SOUTHLANDS METROPOLITAN DISTRICT NO. 1

141 Union Boulevard, Suite 150
Lakewood, Colorado 80228-1898

Tel: (303) 987-0835

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Website: <https://www.colorado.gov/southlandsmid>

NOTICE OF SPECIAL MEETING AND AGENDA

<u>Board of Directors:</u>	<u>Office:</u>	<u>Term/Expires:</u>
Martin Liles	President	2023/May 2023
Skye Bailey	Vice President	2023/May 2023
Joyce Rocha	Secretary	2022/May 2022
April Elliott	Treasurer	2022/May 2022
VACANT		2022/May 2022

DATE: November 17, 2020

TIME: 9:00 a.m.

Due to Executive Orders issued by Governor Polis and Public Health Orders implementing the Executive Orders issued by the Colorado Department of Health and Environment, and the threat posed by the COVID-19 coronavirus, this meeting will be held via teleconferencing and can be joined through the directions below:

CONFERENCE CALL NUMBER: **1-877-261-8991**
PASSCODE: **6168588**

I. ADMINISTRATIVE MATTERS

A. Present Disclosures of Potential Conflicts of Interest.

B. Approve Agenda; confirm location of the meeting and posting of meeting notice.

C. Review and approve Minutes of the September 15, 2020 Special Meeting and October 20, 2020 Special Meeting (enclosures).

D. Consider approval of a 2021 Annual Administrative Resolution (enclosure).

1. Discuss regular meeting dates for 2021 (currently meetings are scheduled for the 3rd Tuesday of each month at 9:00 a.m., at the Southlands Shopping Center, Management Office, 6155 South Main Street, Suite 260, Aurora, Colorado 80016).

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.
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III. FINANCIAL MATTERS

- A. Review and ratify approval of the payment of claims for the periods ending as follows (enclosures):

Fund	Period Ending October 12, 2020	Period Ending November 6, 2020
General	\$ 128,990.23	\$ 219,805.42
Debt Service	\$ -0-	\$ -0-
Capital Projects	\$ 21,935.15	\$ 5,320.75
Total Claims	\$ 150,925.38	\$ 225,126.17

- B. Consider engagement of Dazzio & Associates, Inc. for preparation of 2020 Audit in the amount of \$5,800.00 (enclosure).
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- C. Review and accept unaudited financial statements for the period ending September 30, 2020 and accept Cash Position Schedule, dated September 30, 2020, updated as of November 9, 2020 and Operations Fee Report (enclosure).
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- D. Conduct Public Hearing to consider Amendment to 2020 Budget (if necessary) and consider adoption of Resolution to Amend the 2020 Budget and Appropriate Expenditures.
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- E. Conduct Public Hearing on the proposed 2021 Budget and consider adoption of Resolution to Adopt the 2021 Budget and Appropriate Sums of Money and Set Mill Levies for General Fund _____, Debt Service Fund _____, and Other Fund(s) _____ for a total mill levy of _____ (enclosures – preliminary AV, draft 2021 Budget, and Budget Resolution).
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- F. Consider 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.
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IV. LEGAL MATTERS

- A. Discuss and ratify approval of Access and Maintenance Easement Agreement between the District and Southlands TC LLC for the plaza area (enclosure).
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- B. Consider Adoption of Resolution Designating Districts 24-Hour Posting Location (enclosure).
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V. OPERATIONS AND MAINTENANCE

- A. Maintenance Report (M & J Wilkow):

- 1. Holiday banners/lighting/tree.
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- 2. Asphalt repair work.
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- 3. Site lighting.
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- B. Maintenance Report (SDMS):
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- 1. Detention Ponds:

- a. Discuss the status of the Sam's Club Detention Pond Project.
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- b. Review proposal from CDI Environmental Contractors for Detention Pond 950 maintenance services, in the annual amount of \$18,200.00 (enclosure).
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2. Review proposal for creation of a Landscape Plan for the Median Landscape Renovation Project (to be distributed).
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- a. Review and consider approval of conceptual designs from Architerra Group (enclosure).
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3. Discuss water usage.
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- C. Consider approval of Addendum to the Independent Contractor Agreement with Universal Protection Service, LP, DBA Allied Universal Security Services for security services (enclosure).
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- D. Discuss common area cleaning services for 2021.
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- E. Review and consider approval of proposals from Rocky Mountain Tree Care, SavATree and Tree Analysis Group for tree replacement and tree care program (enclosures).
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VI. CAPITAL IMPROVEMENTS

- A. Discuss status of the 2020 Capital Improvement Project:
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1. Main Street monument sign.
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2. Review and approve Change Orders:

- a. Change Order No. 001 from Hyder Construction for installation of Town Center Benches in the amount of \$67,575.00 (enclosure).
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- b. Change Order No. 002 from Hyder Construction for installation of turf for the Town Square Plaza in the amount of \$87,943.00 (enclosure).
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- c. Change Order No. 003 from Hyder Construction for installation of Play Station Equipment in the amount of \$116,571.00 (enclosure).

 - d. Change Order No. 004 from Hyder Construction for installation of additional power at The Hub in the amount of \$4,657.00 (enclosure).

 - e. Change Order No. 005 from Hyder Construction for installation of additional power at The Square in the amount of \$7,735.70 (enclosure).

 - f. Change Order No. 006 from Hyder Construction for installation of two circuit power for the Christmas tree in the amount of \$2,352.89 (enclosure).

3. Discuss engagement of an Independent Engineer for cost verification services.

VII. OTHER MATTERS

- A. Discuss status of modification of drive lane on Southlands Parkway.

VIII. ADJOURNMENT **THE NEXT REGULAR MEETING IS SCHEDULED FOR DECEMBER 15, 2020.**

RECORD OF PROCEEDINGS

MINUTES OF A SPECIAL MEETING OF THE BOARD OF DIRECTORS OF THE SOUTHLANDS METROPOLITAN DISTRICT NO. 1 HELD SEPTEMBER 15, 2020

A Special Meeting of the Board of Directors (referred to hereafter as “Board”) of the Southlands Metropolitan District No. 1 (referred to hereafter as “District”) was convened on Tuesday, the 15th day of September, 2020, at 2:00 p.m. The meeting was open to the public.

Due to Executive Orders issued by Governor Polis and Public Health Orders implementing the Executive Orders issued by the Colorado Department of Health and Environment, and the threat posed by the COVID-19 coronavirus, this meeting was held via teleconference.

ATTENDANCE

Directors In Attendance Were:

Martin Liles (via speakerphone)
Skye Bailey (via speakerphone)
Joyce Rocha (via speakerphone)
April Elliott (via speakerphone)

Also In Attendance Were:

Ann E. Finn; Special District Management Services, Inc. (via speakerphone)

Clint C. Waldron, Esq.; White Bear Ankele Tanaka & Waldron P.C. (via speakerphone)

Thuy Dam; CliftonLarsonAllen, LLP (via speakerphone)

DISCLOSURE OF POTENTIAL CONFLICTS OF INTEREST

Disclosure of Potential Conflicts of Interest: Ms. Finn noted that a quorum was present. Attorney Waldron reported that disclosures for those Directors that provided White Bear Ankele Tanaka & Waldron with notice of 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. Attorney Waldron asked the Board whether members of the Board had any additional disclosures of potential or existing conflicts of interest with regard to any matters scheduled for discussion at the meeting. No additional disclosures were noted. The participation of the members present was necessary to obtain a quorum or to otherwise enable the Board to act.

RECORD OF PROCEEDINGS

ADMINISTRATIVE MATTERS

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

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

Minutes: The Board reviewed the Minutes of the August 18, 2020 Special Meeting.

Following discussion, upon motion duly made by Director Rocha, seconded by Director Bailey and, upon vote, unanimously carried, the Minutes of the August 18, 2020 Special Meeting were approved, as presented.

Board Vacancy: Ms. Finn noted for the Board that no Letters of Interest were received prior to the Board meeting.

Property Insurance Coverage for the District: Ms. Finn noted for the Board that she needs a list of newly constructed improvements and replacement values so that the improvements can be added to the District's property insurance coverage. She also recommended adding trees to the property insurance coverage as well.

PUBLIC COMMENTS

There were no public comments at this time.

FINANCIAL MATTERS

Claims: Ms. Finn reviewed with the Board the payment of claims for the period ending September 1, 2020, totaling \$141,630.40.

Following discussion, upon motion duly made by Director Elliott, seconded by Director Liles and, upon vote, unanimously carried, the Board approved the payment of claims, as presented.

Financial Statements: Ms. Dam presented to the Board the unaudited financial statements of the District for the period ending July 31, 2020, Schedule of Cash Position, updated as of September 3, 2020, Operations Fee Report and Capital Improvement Cost Summary.

Following discussion, upon motion duly made by Director Elliott, seconded by Director Liles and, upon vote, unanimously carried, the Board accepted the unaudited financial statements of the District for the period ending July 31, 2020, Schedule of Cash Position, updated as of September 3, 2020, Operations Fee Report and Capital Improvement Cost Summary.

RECORD OF PROCEEDINGS

Budget Workshop: The Board determined to hold a Budget Workshop on Tuesday, October 27, 2020 at 10:00 a.m. at the regular meeting location.

LEGAL MATTERS

2020 Post-Issuance Tax Certificate (Re Series 2017 Bonds): Attorney Waldron reviewed with the Board the 2020 Post-Issuance Tax Certificate (Re Series 2017 Bonds).

Following discussion, upon motion duly made by Director Liles, seconded by Director Elliott and, upon vote, unanimously carried, the Board approved the 2020 Post-Issuance Tax Certificate (Re Series 2017 Bonds).

Access and Maintenance Easement Agreement: Attorney Waldron reviewed with the Board an Access and Maintenance Easement Agreement between the District and Southlands TC LLC for the plaza area.

Following discussion, upon motion duly made by Director Liles, seconded by Director Rocha and, upon vote, unanimously carried, the Board approved an Access and Maintenance Easement Agreement between the District and Southlands TC LLC for the plaza area, subject to review by legal counsel for Southlands TC LLC.

OPERATIONS AND MAINTENANCE

M & J Wilkow's Maintenance Report:

Holiday Banners: Director Rocha reviewed with the Board a proposal from IMS Printing & Signs for 30 small banners, 54 large banners and installation of the banners on the street lights, for the amount of \$8,238.

Following discussion, upon motion duly made by Director Liles, seconded by Director Rocha and, upon vote, unanimously carried, the Board approved IMS Printing & Signs proposals including extra replacement banners, for a not-to-exceed amount of \$10,000, including installation.

Asphalt Repair Work: Director Bailey noted for the Board the asphalt repair work is scheduled to be complete by October 29, 2020.

Median Landscaping Renovation: The Board entered into discussion regarding median landscape renovations. Attorney Waldron noted the project would need to be publicly bid.

Other: Director Bailey reviewed with the Board maps showing the location of missing and dead trees within the District. Ms. Finn noted for the Board she is obtaining proposals for tree replacements and a 2021 Tree Care Program.

RECORD OF PROCEEDINGS

Maintenance Report (SDMS):

Sam's Club Detention Pond: Ms. Finn reported to the Board that no bids were received by the deadline but that four contractors expressed an interest in bidding on the project. Following discussion, the Board directed Ms. Finn to obtain bids from the interested contractors.

2020/2021 Holiday Lighting: Director Bailey noted for the Board he met with SavATree and he will submit a proposal for the 2020/2021 holiday lighting.

2021 Independent Contractor Agreements for Operation and Maintenance Service: Ms. Finn discussed with the Board bidding operations and maintenance services for 2021.

Street Sweeping: The Board reviewed an Independent Contractor Agreement with CAM Services for street sweeping.

Following discussion, upon motion duly made by Director Liles, seconded by Director Rocha and, upon vote, unanimously carried, the Board approved the Independent Contractor Agreement with CAM Services for street sweeping. It was noted that CAM Services must provide street sweeping dates and times.

Floral Program: The Board reviewed an Independent Contractor Agreement with Western Proscapes, Inc. for the 2021 Floral Program.

Following discussion, upon motion duly made by Director Liles, seconded by Director Rocha and, upon vote, unanimously carried, the Board approved the Independent Contractor Agreement with Western Proscapes, Inc. for the 2021 Floral Program.

Common Area Cleaning: The Board deferred discussion.

Security: The Board discussed the incident report from Allied Universal. It was noted a delivery truck driver forgot to put his parking brake on and the truck hit a handicapped parking sign. No action was taken by the Board.

Site Lighting: Ms. Finn noted for the Board that the Independent Contractor Agreement with Full Spectrum Lighting, Inc. rates will remain the same for 2021.

Following discussion, upon motion duly made by Director Liles, seconded by Director Rocha and, upon vote, unanimously carried, the Board approved the Independent Contractor Agreement with Full Spectrum Lighting, Inc. for site lighting maintenance.

RECORD OF PROCEEDINGS

Painting: The Board reviewed a proposal from ProV21 Productions, LLC for painting 171 light pole covers along Main Street and side streets, 36 hi-vis poles and landscape work on 8 planter beds.

Following discussion, upon motion duly made by Director Liles, seconded by Director Rocha and, upon vote, unanimously carried, the Board approved the estimates from ProV21 Productions, LLC for painting 171 light pole covers along Main Street and side streets, 36 hi-vis poles and landscape work on 8 planter beds, for the amount of \$1,880.

CAPITAL IMPROVEMENTS

2020 Capital Improvement Project (the HUB and Landscape Improvements):

Change Order No. 6 for Two Power Circuits for the Christmas Tree: The Board reviewed Change Order No. 6 from Hyder Construction, Inc. for two power circuits for the Christmas Tree.

Following review and discussion, upon motion duly made by Director Liles, seconded by Director Elliott and, upon vote, unanimously carried, the Board approved Change Order No. 6 from Hyder Construction, Inc. for two power circuits for the Christmas Tree, for the amount of \$2,352.89.

Town Center Plaza Opening: Director Liles reported to the Board that the Town Center Plaza opening will be held on September 18 and 19, 2020.

OTHER MATTERS

Modification of Drive Lane on Southlands Parkway: Ms. Finn reported to the Board the City of Aurora requires civil plans and traffic counts. Ms. Finn noted she has contacted a Traffic Engineer to obtain a proposal for these services.

ADJOURNMENT

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

Respectfully submitted,

By: _____
Secretary for the Meeting

RECORD OF PROCEEDINGS

MINUTES OF A SPECIAL MEETING OF THE BOARD OF DIRECTORS OF THE SOUTHLANDS METROPOLITAN DISTRICT NO. 1 HELD OCTOBER 20, 2020

A Special Meeting of the Board of Directors (referred to hereafter as “Board”) of the Southlands Metropolitan District No. 1 (referred to hereafter as “District”) was convened on Tuesday, the 20th day of October, 2020, at 9:00 a.m. The meeting was open to the public.

Due to Executive Orders issued by Governor Polis and Public Health Orders implementing the Executive Orders issued by the Colorado Department of Health and Environment, and the threat posed by the COVID-19 coronavirus, this meeting was held via teleconference.

ATTENDANCE

Directors In Attendance Were:

Martin Liles (via speakerphone)
Skye Bailey (via speakerphone)
Joyce Rocha (via speakerphone)
April Elliott (via speakerphone)

Also In Attendance Were:

Ann E. Finn; Special District Management Services, Inc. (via speakerphone)

Clint C. Waldron, Esq.; White Bear Ankele Tanaka & Waldron P.C. (via speakerphone)

Thuy Dam; CliftonLarsonAllen, LLP (via speakerphone)

Troy Kent; Dewberry Engineers Inc.

DISCLOSURE OF POTENTIAL CONFLICTS OF INTEREST

Disclosure of Potential Conflicts of Interest: Ms. Finn noted that a quorum was present. Attorney Waldron reported that disclosures for those Directors that provided White Bear Ankele Tanaka & Waldron with notice of 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. Attorney Waldron asked the Board whether members of the Board had any additional disclosures of potential or existing conflicts of interest with regard to any matters scheduled for discussion at the meeting. No additional disclosures were noted. The participation of the members present was necessary to obtain a quorum or to otherwise enable the Board to act.

RECORD OF PROCEEDINGS

ADMINISTRATIVE MATTERS

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

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

PUBLIC COMMENTS

There were no public comments at this time.

FINANCIAL MATTERS

Claims: Ms. Finn reviewed with the Board the payment of claims for the period beginning September 2, 2020 and ending September 28, 2020, totaling \$210,958.32.

Following discussion, upon motion duly made by Director Elliott, seconded by Director Liles and, upon vote, unanimously carried, the Board approved the payment of claims.

Financial Statements: Ms. Dam presented to the Board the unaudited financial statements of the District for the period ending August 31, 2020, Schedule of Cash Position, updated as of October 8, 2020, Operations Fee Report and Capital Improvement Cost Summary.

Following discussion, upon motion duly made by Director Bailey, seconded by Director Elliott and, upon vote, unanimously carried, the Board accepted the unaudited financial statements of the District for the period ending August 31, 2020, Schedule of Cash Position, updated as of October 8, 2020, Operations Fee Report and Capital Improvement Cost Summary.

Budget Workshop: The Board determined to hold a budget workshop on Tuesday, October 27, 2020 at 10:00 a.m. It was noted that Ms. Dam will coordinate a Microsoft Teams Meeting for the workshop.

LEGAL MATTERS

Access and Maintenance Easement Agreement: Attorney Waldron reviewed with the Board the Access and Maintenance Easement Agreement between the District and Southlands TC LLC for the plaza area. The Board deferred action at this time.

Insurance: Ms. Finn discussed with the Board property insurance for the new improvements and requested a list of new improvements and replacement values.

RECORD OF PROCEEDINGS

Permits: Ms. Finn discussed issuing permits for the plaza area. No action was taken by the Board.

Playground Inspections: Ms. Finn noted for the Board that the playground areas would need to be inspected and certified on a regular basis. No action was taken by the Board at this time.

OPERATIONS AND MAINTENANCE **M & J Wilkow's Maintenance Report:**

Holiday Banners: Director Bailey noted for the Board that IMS Printing & Signs will remove and install the holiday banners.

Following discussion, upon motion duly made by Director Elliott, seconded by Director Liles and, upon vote, unanimously carried, the Board approved IMS Printing & Signs removing and installing the holiday banners for a not-to-exceed amount of \$12,245.

Holiday Lighting/Tree: Director Rocha reported to the Board that the installation the Christmas trees, holiday lights and bows will begin on November 1, 2020.

Asphalt Repair Work: Director Bailey reported to the Board that Aurora Water is requiring civil Engineering plans for storm drainage improvements work on Orchard Road. Director Liles noted he will work with the City of Aurora on this matter.

Fall Floral Program: The Board reviewed the 2020/2021 Fall Floral Program.

Following review and discussion, upon motion duly made by Director Liles, seconded by Director Elliott and, upon vote, unanimously carried, the Board ratified the approval of the 2020/2021 Fall Floral Program with Western Proscapes, Inc.

Other: There were no other matters to discuss.

Maintenance Report (SDMS):

Sam's Club Detention Pond: Mr. Kent reviewed with the Board the bids from Left Hand Excavation and Consolidated Divisions Inc. d/b/a CDI Environmental Contractor for cleaning out and restoring the detention pond.

Following review and discussion, upon motion duly made by Director Liles, seconded by Director Elliott and, upon vote, unanimously carried, the Board

RECORD OF PROCEEDINGS

directed Mr. Kent to request a 30-day extension from the contractors until the Board can determine who is responsible for the maintenance of the detention pond.

Staging, Traffic Control and Access to the Detention Pond: The Board deferred discussion.

Landscape Plan for the Median Landscape Renovation Project: The Board deferred discussion.

Addendum to the Independent Contractor Agreement with Universal Protection Service, LP, DBA Allied Universal Security Services for Security Services: The Board deferred discussion.

CAPITAL IMPROVEMENTS

2020 Capital Improvement Project (the HUB and Landscape Improvements):

Design Plan for the Main Street Monument Sign: Director Liles reviewed with the Board a design plan for the Main Street monument sign.

Following review and discussion, upon motion duly made by Director Elliott, seconded by Director Liles and, upon vote, unanimously carried, the Board authorized staff to bid the Main Street monument sign project and to work with the City of Aurora to see if the monument sign would qualify as public art.

OTHER MATTERS

Modification of Drive Lane on Southlands Parkway: Ms. Finn discussed with the Board the status of modifying the traffic lane located on the southwest corner of the intersection at Southlands Parkway and Main Street to a right turn only lane from Southlands Parkway onto Main Street. She noted the City of Aurora is requiring traffic data and civil plans.

Traffic Engineering Services: Ms. Finn reviewed with the Board a proposal from Felsburg Holt & Ullevig Inc. for Traffic Engineering Services.

Following review and discussion, upon motion duly made by Director Rocha, seconded by Director Liles and, upon vote, unanimously carried, the Board approved the proposal from Felsburg Holt & Ullevig Inc. for Traffic Engineering Services, for the amount of \$6,000.

RECORD OF PROCEEDINGS

ADJOURNMENT

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

Respectfully submitted,

By: _____
Secretary for the Meeting

Resolution No. 2020-11-01

**SOUTHLANDS METROPOLITAN DISTRICT NO. 1
ANNUAL ADMINISTRATIVE RESOLUTION
(2021)**

WHEREAS, Southlands Metropolitan District No. 1 (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 of Directors (the “**Board**”) of the District, 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 31st, 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 31st 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 15th, to prepare the final budget and budget message, including any amendments thereto, if necessary, and directs the District Manager 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 30th, all in accordance with §§ 29-1-101, *et seq.*, C.R.S.

8. The Board directs the District's accountant to monitor expenditures and contracted expenditures and, if necessary, to notify the District Manager, legal counsel and the Board when expenditures or contracted expenditures are expected to exceed appropriated amounts, and directs the District Manager to prepare all budget amendment resolutions and directs the District Manager to schedule a public hearing on a proposed budget amendment and to post or publish notices thereof and to file the amended budget with the Division on or before the date of making such expenditure or contracting for such expenditure, all in accordance with §§ 29-1-101, *et seq.*, C.R.S.

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

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

11. 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.

12. 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.

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

Chairman/President:	Martin Liles
Vice President:	Skye Bailey
Treasurer:	April Elliott
Secretary:	Joyce Rocha
Director:	Vacant
Recording Secretary:	District Manager

14. 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.

15. 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.

16. The Board hereby appoints the District 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. 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.

17. Pursuant to § 32-1-903(2) and § 24-6-402(2)(c), C.R.S., the Board hereby designates www.colorado.gov/southlandsmid as the District's website for the posting of its regular and special meeting notices at least twenty-four (24) hours in advance of the meeting, and hereby directs the District Manager, to the extent feasible, to make the notices accessible at no charge to the public, searchable by the type of meeting, date of meeting, time of meeting, agenda contents, and any other categories deemed appropriate by the Board and the District Manager and to consider linking the notice to any appropriate social media accounts of the District. The Board also hereby designates the intersection of S. Aurora Parkway and Orchard Road as the location the District will post notices of meetings at least twenty-four (24) hours prior to the meeting in the event of exigent or emergency circumstances which prevent the District from posting notice of the meeting on the District's website. The Board directs the District Manager to provide the website address set forth above to the Department of Local Affairs for inclusion in the inventory maintained pursuant to § 24-32-116, C.R.S.

18. The Board determines to hold regular meetings on the third Tuesday of each month, at 9:00 a.m. at 6155 S Main Street, Suite 260, Aurora, Colorado. Notice of the time and place for all regular meetings shall be posted in accordance with § 24-6-402, C.R.S.

19. 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.

20. 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.

21. Pursuant to the authority set forth in § 1-1-111, C.R.S., the Board hereby appoints Ashley B. Frisbie, of the law firm of WHITE BEAR ANKELE TANAKA & WALDRON, Attorneys at Law, 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.

22. 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.

23. The Board directs legal counsel 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.

24. Pursuant to the authority set forth in § 24-12-103, C.R.S., the Board hereby designates, in addition to any officer of the District, George M. Rowley of the law firm of WHITE BEAR ANKELE TANAKA & WALDRON, Attorneys at Law as a person with the power to administer all oaths or affirmations of office and other oaths or affirmations required to be taken by any person upon any lawful occasion.

25. 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.

26. 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.

27. 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.

28. 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.

29. The Board hereby directs the District Manager 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. Further, the Board hereby designates the following website as the District's official website for the purposes thereof: www.colorado.gov/southlandsmd1.

30. 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.

31. In accordance with § 38-35-109.5(2), C.R.S, the District hereby designates the President of the Board as the official who shall record any instrument conveying title of real property to the District within 30 days of any such conveyance.

32. 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.

33. The Board directs legal counsel to monitor, and inform the Board of, any legislative changes that may occur throughout the year.

[Remainder of page intentionally left blank, signature page follows.]

ADOPTED this 17th day of November, 2020.

**SOUTHLANDS
DISTRICT NO. 1**

METROPOLITAN

By: _____
Officer of the District

Attest:

By: _____

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 November 17, 2020 via teleconference.

IN WITNESS WHEREOF, I have hereunto subscribed my name this 17th day of November, 2020.

Signature

Printed Name

Southlands Metropolitan District No. 1

Oct-20

Vendor	Invoice #	Date	Due Date	Amount	Account Number
Allied Universal	10502326	9/24/2020	9/24/2020	\$ 5,226.17	117806
Brody Chemical	490845	9/30/2020	9/30/2020	\$ 104.99	117582
Brody Chemical	491106	10/2/2020	10/12/2020	\$ 4,617.29	117807
City of Aurora	146452 08/20	9/14/2020	9/14/2020	\$ 1,934.27	117701
City of Aurora	151228 08/20	9/14/2020	9/14/2020	\$ 2,043.59	117701
City of Aurora	152426 08/20	9/14/2020	9/14/2020	\$ 9,284.42	117701
City of Aurora	151230 08/20	9/14/2020	9/14/2020	\$ 1,960.43	117701
City of Aurora	146396 08/20	9/14/2020	9/14/2020	\$ -	117701
City of Aurora	151226 08/20	9/14/2020	9/14/2020	\$ 659.27	117701
City of Aurora	150518 08/20	9/14/2020	9/14/2020	\$ 17.58	117701
City of Aurora	142090 08/20	9/14/2020	9/14/2020	\$ 1,811.70	117701
City of Aurora	146368 08/20	9/14/2020	9/14/2020	\$ 3,059.03	117701
Colorado Special Districts Property and Liability Pool	POL-0003923	9/9/2020	9/30/2020	\$ 450.00	107360
Common Area Maintenance Services	M09152002	9/15/2020	9/15/2020	\$ 1,905.00	117808
Full Spectrum Lighting, Inc	1000131	10/3/2020	10/12/2020	\$ 1,305.00	117855
Full Spectrum Lighting, Inc	1000096	9/21/2020	9/30/2020	\$ 865.00	117855
Full Spectrum Lighting, Inc	1000097	9/21/2020	9/30/2020	\$ 560.00	117855
Full Spectrum Lighting, Inc	001769-2	8/17/2020	8/31/2020	\$ 175.00	117855
Full Spectrum Lighting, Inc	1000100	9/21/2020	9/30/2020	\$ 465.00	117855
Full Spectrum Lighting, Inc	1000129	10/3/2020	10/12/2020	\$ 3,195.00	117855
Full Spectrum Lighting, Inc	1000095	9/21/2020	9/30/2020	\$ 320.00	117855
Full Spectrum Lighting, Inc	1000099	9/21/2020	9/30/2020	\$ 480.00	117855
Full Spectrum Lighting, Inc	1000098	9/21/2020	9/30/2020	\$ 1,050.00	117855
Full Spectrum Lighting, Inc	1000067	9/14/2020	9/30/2020	\$ 2,487.50	117855
Full Spectrum Lighting, Inc	1000130	10/3/2020	10/12/2020	\$ 1,205.00	117855
Hyder Construction Inc.	S2002 Pay App 6	8/31/2020	8/31/2020	\$ (1,150.70)	302501
Hyder Construction Inc.	S2002 Pay App 6	8/31/2020	8/31/2020	\$ 23,013.85	307862
IMS Printing & Signs	40055	9/22/2020	9/22/2020	\$ 3,400.00	117587
M & J Wilkow Properties, LLC	21880	9/1/2020	9/30/2020	\$ 9,336.24	117804
Millard Mall Services	79038	9/30/2020	9/30/2020	\$ 15,374.36	117802
Prov 21 Productions LLC	2	9/18/2020	9/30/2020	\$ 780.00	117585
Prov 21 Productions LLC	3	9/18/2020	9/18/2020	\$ 300.00	117585
Special District Management Services, Inc.	09/20 DM	9/30/2020	9/30/2020	\$ 4,372.53	107440
Special District Management Services, Inc.	09/20 DM	9/30/2020	9/30/2020	\$ 72.00	307862
Special District Management Services, Inc.	09/20 PM	9/30/2020	9/30/2020	\$ 3,222.81	117805
Utility Notification Center of Colorado	220091183	9/30/2020	9/30/2020	\$ 7.45	117582
Western Proscapes	54113	10/1/2020	10/12/2020	\$ 34,494.00	117801
Western Proscapes	54098	10/1/2020	10/12/2020	\$ 7,830.00	117801
White, Bear & Ankele PC	9818	3/31/2020	4/17/2020	\$ -	-
White, Bear & Ankele PC	12523	9/30/2020	9/30/2020	\$ 2,456.97	107460
White, Bear & Ankele PC	9358	2/29/2020	3/9/2020	\$ -	-
Xcel Energy	700770872	9/15/2020	9/30/2020	\$ 2,234.63	117701
				\$ 150,925.38	

Southlands Metropolitan District No. 1
October-20

	General	Debt	Capital	Totals
Disbursements	\$ 105,985.31	\$ -	\$ 21,935.15	\$ 127,920.46
Xcel - Auto Pay	\$ 2,234.63	\$ -	\$ -	\$ 2,234.63
Aurora Water - Auto Pay	\$ 20,770.29	\$ -	\$ -	\$ 20,770.29
Total Disbursements from Checking Acct	\$ 128,990.23	\$ -	\$ 21,935.15	\$ 150,925.38

Southlands Metropolitan District No. 1

Nov-20

Vendor	Invoice #	Date	Due Date	Amount	Expense Account	Account Number
Allied Universal	10618201	10/29/2020	10/31/2020	\$ 5,397.95	Security	117806
Brody Chemical	492318	10/31/2020	10/31/2020	\$ 104.99	Repairs and maintenance	117582
City of Aurora	151228 9/20	9/30/2020	9/30/2020	\$ 1,428.43	Utilities	117701
City of Aurora	146368 9/20	9/30/2020	9/30/2020	\$ 2,020.79	Utilities	117701
City of Aurora	146396 9/20	9/30/2020	9/30/2020	\$ -	Utilities	117701
City of Aurora	142090 9/20	9/30/2020	9/30/2020	\$ 2,258.72	Utilities	117701
City of Aurora	146452 9/20	9/30/2020	9/30/2020	\$ 1,934.27	Utilities	117701
City of Aurora	152426 9/20	9/30/2020	9/30/2020	\$ 1,608.18	Utilities	117701
City of Aurora	151230 9/20	9/30/2020	9/30/2020	\$ 1,278.45	Utilities	117701
City of Aurora	150518 9/20	9/30/2020	9/30/2020	\$ 17.58	Utilities	117701
City of Aurora	151226 9/20	9/30/2020	9/30/2020	\$ 406.92	Utilities	117701
CliftonLarsonAllen LLP	2640015	10/15/2020	10/15/2020	\$ 4,933.90	Accounting	107000
CliftonLarsonAllen LLP	2640015	10/15/2020	10/15/2020	\$ 1,137.38	Billing services	107800
CliftonLarsonAllen LLP	2640015	10/15/2020	10/15/2020	\$ 78.00	Refresh	307862
Common Area Maintenance Services	M10152001	10/15/2020	10/31/2020	\$ 1,905.00	Street sweeping	117808
Deck The Malls Inc.	20-0122	10/29/2020	10/29/2020	\$ 700.00	Signage and decor	117587
Deck The Malls Inc.	20-0117	10/29/2020	10/29/2020	\$ 6,555.09	Signage and decor	117587
Dewberry Engineers, Inc.	1885064	9/30/2020	9/30/2020	\$ 2,732.00	Repairs and maintenance	117582
Diversified Underground, Inc	22558	9/30/2020	9/30/2020	\$ 150.00	Repairs and maintenance	117582
Full Spectrum Lighting, Inc	1000187	10/23/2020	10/23/2020	\$ 2,130.00	Street lighting/ striping	117855
Full Spectrum Lighting, Inc	1000147	10/10/2020	10/31/2020	\$ 1,200.00	Street lighting/ striping	117855
Full Spectrum Lighting, Inc	1000146	10/10/2020	10/31/2020	\$ 1,455.00	Street lighting/ striping	117855
Full Spectrum Lighting, Inc	1000128	10/3/2020	10/31/2020	\$ 2,955.00	Street lighting/ striping	117855
Full Spectrum Lighting, Inc	1208	1/20/2020	11/6/2020	\$ 3,582.50	Street lighting/ striping	117855
IMS Printing & Signs	39976	10/10/2020	10/25/2020	\$ 38,056.14	Signage and decor	117587
M & J Wilkow Properties, LLC	22169	10/1/2020	10/31/2020	\$ 9,336.24	Property maintenance	117804
MR/Westco Inc	37549	9/24/2020	9/30/2020	\$ 3,077.00	Repairs and maintenance	117582
Metco Landscape, Inc	SM194167	10/1/2020	10/31/2020	\$ 12,659.00	Landscape maintenance & irrigation repair	117585
Millard Mall Services	79189	10/31/2020	10/31/2020	\$ 15,099.71	Monthly cleaning	117802
SavATree	7619932	10/6/2020	10/31/2020	\$ 31,916.50	Signage and decor	117587
SavATree	7602389	9/30/2020	9/30/2020	\$ 48,916.50	Signage and decor	117587
Special District Management Services, Inc.	10/20 DM	10/31/2020	10/31/2020	\$ 5,358.72	District management	107440
Special District Management Services, Inc.	10/20 DM	10/31/2020	10/31/2020	\$ 90.00	Refresh	307862
Special District Management Services, Inc.	10/20 PM	10/31/2020	10/31/2020	\$ 3,237.18	Property management	117805
The Architerra Group, Inc.	6832	10/7/2020	10/31/2020	\$ 3,838.75	Medians	307863
The Architerra Group, Inc.	6842	10/31/2020	10/31/2020	\$ 1,314.00	Medians	307863
White, Bear & Ankele PC	12990	10/31/2020	10/31/2020	\$ 3,807.08	Legal services	107460
UNCC	220101224	10/31/2020	10/31/2020	\$ 23.84	Repairs and maintenance	117582
Xcel Energy	704714361	10/14/2020	10/14/2020	\$ 2,425.36	Utilities	117701
				\$ 225,126.17		

Southlands Metropolitan District No. 1
November-20

	General	Debt	Capital	Totals
Disbursements	\$ 206,426.72	\$ -	\$ 5,320.75	\$ 211,747.47
Xcel - Auto Pay	\$ 2,425.36	\$ -	\$ -	\$ 2,425.36
Aurora Water - Auto Pay	\$ 10,953.34	\$ -	\$ -	\$ 10,953.34
Total Disbursements from Checking Acct	\$ 219,805.42	\$ -	\$ 5,320.75	\$ 225,126.17



Dazzio & Associates, PC

Certified Public Accountants

October 1, 2020

To the Board of Directors and Management
Southlands Metropolitan District No. 1
c/o Special District Management Services, Inc.
141 Union Blvd., Suite 150
Lakewood, Colorado 80228

We are pleased to confirm our understanding of the services we are to provide Southlands Metropolitan District No. 1 (the District) for the year ended December 31, 2020.

Audit Scope and Objectives

We will audit the financial statements of the governmental activities, each major fund and the disclosures, which collectively comprise the basic financial statements of the District as of and for the year ended December 31, 2020.

We have also been engaged to report on supplementary information that accompanies the District's financial statements. We will subject the following supplementary information to the auditing procedures applied in our audit of the financial statements and certain additional procedures, including comparing and reconciling such information directly to the underlying accounting and other records used to prepare the financial statements or to the financial statements themselves, and other additional procedures in accordance with auditing standards generally accepted in the United States of America, and we will provide an opinion on it in relation to the financial statements as a whole in a report combined with our auditor's report on the financial statements:

- 1) Schedule of Revenues, Expenditures and Changes in Fund Balance –Budget and Actual – Debt Service Fund
- 2) Schedule of Revenues, Expenditures and Changes in Fund Balance –Budget and Actual – Capital Projects Fund

In connection with our audit of the basic financial statements, we will read the following other information and consider whether a material inconsistency exists between the other information and the basic financial statements, or the other information otherwise appears to be materially misstated. If, based on the work performed, we conclude that an uncorrected material misstatement of the other information exists, we are required to describe it in our report:

- 1) Schedule of Assessed Valuation, Mill Levy and Property Taxes Collected
- 2) Schedule of Debt Service Requirements to Maturity

The objectives of our audit are to obtain reasonable assurance as to whether the financial statements as a whole are free from material misstatement, whether due to fraud or error; issue an auditor's report that includes our opinion about whether your financial statements are fairly presented, in all material respects, in conformity with GAAP; and report on the fairness of the supplementary information referred to in the second paragraph when considered in relation to the financial statements as a whole. Reasonable assurance is a high level of assurance but is not absolute assurance and therefore is not a guarantee that an audit conducted in accordance with GAAS will always detect a material misstatement when it exists. Misstatements, including omissions, can arise from fraud or error and are considered material if there is a substantial likelihood that, individually or in the aggregate, they would influence the judgment of a reasonable user made based on the financial statements.

Auditor's Responsibilities for the Audit of the Financial Statements

We will conduct our audit in accordance with GAAS and will include tests of your accounting records and other procedures we consider necessary to enable us to express such opinions. As part of an audit in accordance with GAAS, we exercise professional judgment and maintain professional skepticism throughout the audit.

We will evaluate the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management. We will also evaluate the overall presentation of the financial statements, including the disclosures, and determine whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation. We will plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement, whether from (1) errors, (2) fraudulent financial reporting, (3) misappropriation of assets, or (4) violations of laws or governmental regulations that are attributable to the government or to acts by management or employees acting on behalf of the government.

Because of the inherent limitations of an audit, combined with the inherent limitations of internal control, and because we will not perform a detailed examination of all transactions, there is an unavoidable risk that some material misstatements may not be detected by us, even though the audit is properly planned and performed in accordance with GAAS. In addition, an audit is not designed to detect immaterial misstatements or violations of laws or governmental regulations that do not have a direct and material effect on the financial statements. However, we will inform the appropriate level of management of any material errors, fraudulent financial reporting, or misappropriation of assets that comes to our attention. We will also inform the appropriate level of management of any violations of laws or governmental regulations that come to our attention, unless clearly inconsequential. Our responsibility as auditors is limited to the period covered by our audit and does not extend to any later periods for which we are not engaged as auditors.

We will also conclude, based on the audit evidence obtained, whether there are conditions or events, considered in the aggregate, that raise substantial doubt about the government's ability to continue as a going concern for a reasonable period of time.

Our procedures will include tests of documentary evidence supporting the transactions recorded in the accounts, confirmation of certain assets and liabilities by correspondence with selected customers, creditors, and financial institutions. We will also request written representations

from your attorneys as part of the engagement, and they may bill you for responding to this inquiry.

Audit Procedures—Internal Control

We will obtain an understanding of the government and its environment, including internal control relevant to the audit, sufficient to identify and assess the risks of material misstatement of the financial statements, whether due to error or fraud, and to design and perform audit procedures responsive to those risks and obtain evidence that is sufficient and appropriate to provide a basis for our opinions. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentation, or the override of internal control. An audit is not designed to provide assurance on internal control or to identify deficiencies in internal control. Accordingly, we will express no such opinion. However, during the audit, we will communicate to management and those charged with governance internal control related matters that are required to be communicated under AICPA professional standards.

Audit Procedures—Compliance

As part of obtaining reasonable assurance about whether the financial statements are free of material misstatement, we will perform tests of the District's compliance with the provisions of applicable laws, regulations, contracts, and agreements. However, the objective of our audit will not be to provide an opinion on overall compliance and we will not express such an opinion.

Responsibilities of Management for the Financial Statements

Our audit will be conducted on the basis that you acknowledge and understand your responsibility for designing, implementing, and maintaining internal controls relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error, including monitoring ongoing activities; for the selection and application of accounting principles; and for the preparation and fair presentation of the financial statements in conformity with accounting principles generally accepted in the United States of America.

Management is responsible for making drafts of financial statements, all financial records, and related information available to us and for the accuracy and completeness of that information (including information from outside of the general and subsidiary ledgers). You are also responsible for providing us with (1) access to all information of which you are aware that is relevant to the preparation and fair presentation of the financial statements, such as records, documentation, identification of all related parties and all related-party relationships and transactions, and other matters; (2) additional information that we may request for the purpose of the audit; and (3) unrestricted access to persons within the government from whom we determine it necessary to obtain audit evidence. At the conclusion of our audit, we will require certain written representations from you about the financial statements and related matters.

Your responsibilities include adjusting the financial statements to correct material misstatements and confirming to us in the management representation letter that the effects of any uncorrected misstatements aggregated by us during the current engagement and pertaining to the latest period presented are immaterial, both individually and in the aggregate, to the financial statements of each opinion unit taken as a whole.

You are responsible for the design and implementation of programs and controls to prevent and detect fraud, and for informing us about all known or suspected fraud affecting the government involving (1) management, (2) employees who have significant roles in internal control, and (3) others where the fraud could have a material effect on the financial statements. Your responsibilities include informing us of your knowledge of any allegations of fraud or suspected fraud affecting the government received in communications from employees, former employees, grantors, regulators, or others. In addition, you are responsible for identifying and ensuring that the government complies with applicable laws and regulations.

You are responsible for the preparation of the supplementary information in conformity with accounting principles generally accepted in the United States of America. You agree to include our report on the supplementary information in any document that contains, and indicates that we have reported on, the supplementary information. You also agree to [include the audited financial statements with any presentation of the supplementary information that includes our report thereon OR make the audited financial statements readily available to users of the supplementary information no later than the date the supplementary information is issued with our report thereon]. Your responsibilities include acknowledging to us in the representation letter that (1) you are responsible for presentation of the supplementary information in accordance with GAAP; (2) you believe the supplementary information, including its form and content, is fairly presented in accordance with GAAP; (3) the methods of measurement or presentation have not changed from those used in the prior period (or, if they have changed, the reasons for such changes); and (4) you have disclosed to us any significant assumptions or interpretations underlying the measurement or presentation of the supplementary information.

Engagement Administration, Fees, and Other

We understand that your employees will prepare all confirmations we request and will locate any documents selected by us for testing.

The audit documentation for this engagement is the property of Dazzio & Associates, PC and constitutes confidential information. However, subject to applicable laws and regulations, audit documentation and appropriate individuals will be made available upon request and in a timely manner to a regulatory agency or its designee. We will notify you of any such request. If requested, access to such audit documentation will be provided under the supervision of Dazzio & Associates, PC personnel. Furthermore, upon request, we may provide copies of selected audit documentation to a regulatory agency or its designee. The regulatory agency or its designee may intend or decide to distribute the copies or information contained therein to others, including other governmental agencies.

Stephen Dazzio is the engagement partner and is responsible for supervising the engagement and signing the report or authorizing another individual to sign it.

Our fee for services will be at our standard hourly rates plus out-of-pocket costs (such as report reproduction, word processing, postage, travel, copies, telephone, etc.) except that we agree that our gross fee, including expenses, will not exceed \$5,800. Our standard hourly rates vary according to the degree of responsibility involved and the experience level of the personnel assigned to your audit. Our invoices for these fees will be rendered each month as work progresses and are payable on presentation. In accordance with our firm policies, work may be suspended if your account becomes 30 days or more overdue and may not be resumed until your

account is paid in full. If we elect to terminate our services for nonpayment, our engagement will be deemed to have been completed upon written notification of termination, even if we have not completed our report. You will be obligated to compensate us for all time expended and to reimburse us for all out-of-pocket costs through the date of termination. The above fee is based on anticipated cooperation from your personnel and the assumption that unexpected circumstances will not be encountered during the audit. If significant additional time is necessary, we will discuss it with you and arrive at a new fee estimate before we incur the additional costs.

Reporting

We will issue a written report upon completion of our audit of Southlands Metropolitan District No. 1's financial statements which, if applicable, will also address other information in accordance with *AU-C 720, The Auditor's Responsibilities Relating to Other Information Included in Annual Reports*. Our report will be addressed to the Board of Directors of the District. Circumstances may arise in which our report may differ from its expected form and content based on the results of our audit. Depending on the nature of these circumstances, it may be necessary for us to modify our opinions or add an emphasis-of-matter or other-matter paragraph to our auditor's report, or if necessary, withdraw from this engagement. If our opinions are other than unmodified, we will discuss the reasons with you in advance. If, for any reason, we are unable to complete the audit or are unable to form or have not formed opinions, we may decline to express opinions or withdraw from this engagement.

We appreciate the opportunity to be of service to the District and believe this letter accurately summarizes the significant terms of our engagement. If you have any questions, please let us know. If you agree with the terms of our engagement as described in this letter, please sign the attached copy and return it to us.

Very truly yours,

Duggio & Associates, P.C.

RESPONSE:

This letter correctly sets forth the understanding of Southlands Metropolitan District No. 1.

Management signature: _____

Title: _____

Date: _____

Board signature: _____

Title: _____

Date: _____

SOUTHLANDS METROPOLITAN DISTRICT NO.1

FINANCIAL STATEMENTS

SEPTEMBER 30, 2020

SOUTHLANDS METROPOLITAN DISTRICT NO.1
BALANCE SHEET - GOVERNMENTAL FUNDS
SEPTEMBER 30, 2020

	General	General Operations Fee	Debt Service	Capital Projects	Total
ASSETS					
Cash - Checking	\$ 19,652	\$ 369,517	\$ -	\$ 41,023	\$ 430,192
Colostrust	1,205,725	964,200	-	-	2,169,925
UMB Series 2017 A-1 Bond Fund	-	-	1,948,964	-	1,948,964
UMB Series 2017 A-2 Bond Fund	-	-	261,846	-	261,846
UMB Series 2017 A-1 Reserve Fund	-	-	1,687,654	-	1,687,654
UMB Series 2017 A-2 Reserve Fund	-	-	149,752	-	149,752
General Operations Fee receivable	-	40,426	-	-	40,426
Reimbursement receivable	-	233	-	-	233
Receivable from County Treasurer	126	-	2,740	-	2,866
Prepaid insurance	2,355	-	-	-	2,355
TOTAL ASSETS	<u>\$ 1,227,858</u>	<u>\$ 1,374,376</u>	<u>\$ 4,050,956</u>	<u>\$ 41,023</u>	<u>\$ 6,694,213</u>
LIABILITIES AND FUND BALANCES					
CURRENT LIABILITIES					
Accounts payable	\$ 15,256	\$ 92,991	\$ -	\$ 18,017	\$ 126,264
Retainage payable	-	-	-	23,006	23,006
Unearned General Operations Fee	-	65,774	-	-	65,774
Total Liabilities	<u>15,256</u>	<u>158,765</u>	<u>-</u>	<u>41,023</u>	<u>215,044</u>
FUND BALANCES					
Total Fund Balances	<u>1,212,602</u>	<u>1,215,611</u>	<u>4,050,956</u>	<u>-</u>	<u>6,479,169</u>
TOTAL LIABILITIES AND FUND BALANCES	<u>\$ 1,227,858</u>	<u>\$ 1,374,376</u>	<u>\$ 4,050,956</u>	<u>\$ 41,023</u>	<u>\$ 6,694,213</u>

No assurance is provided on these financial statements. Substantially all required disclosures, the government-wide financial statements, and the statement of revenues, expenditures and changes in fund balances - governmental funds have been omitted.

SOUTHLANDS METROPOLITAN DISTRICT NO.1
STATEMENT OF REVENUES, EXPENDITURES AND
CHANGES IN FUND BALANCES - BUDGET AND ACTUAL
FOR THE NINE MONTHS ENDED SEPTEMBER 30, 2020

GENERAL FUND

	Annual Budget	Year to Date Actual	Variance
REVENUES			
Interest income	\$ 20,000	\$ 8,460	\$ (11,540)
Property taxes	555,386	517,820	(37,566)
Specific ownership tax	33,320	29,552	(3,768)
TOTAL REVENUES	<u>608,706</u>	<u>555,832</u>	<u>(52,874)</u>
EXPENDITURES			
Accounting	63,000	40,434	22,566
Auditing	6,000	5,500	500
Billing services	10,000	9,245	755
Contingency	12,669	-	12,669
County Treasurer's fee	8,331	7,752	579
Directors' fees	6,000	4,000	2,000
District management	65,000	52,688	12,312
Dues and licenses	2,000	1,650	350
Election expense	2,000	1,034	966
Insurance and bonds	33,000	32,450	550
Legal services	65,000	36,970	28,030
Miscellaneous	1,000	10,813	(9,813)
Public Events	45,000	25,400	19,600
TOTAL EXPENDITURES	<u>319,000</u>	<u>227,936</u>	<u>91,064</u>
EXCESS OF REVENUES OVER (UNDER) EXPENDITURES	289,706	327,896	38,190
OTHER FINANCING SOURCES (USES)			
Transfers to other fund	(922,555)	(388,335)	534,220
TOTAL OTHER FINANCING SOURCES (USES)	<u>(922,555)</u>	<u>(388,335)</u>	<u>534,220</u>
NET CHANGE IN FUND BALANCES	(632,849)	(60,439)	572,410
FUND BALANCES - BEGINNING	<u>1,255,548</u>	<u>1,273,040</u>	<u>17,492</u>
FUND BALANCES - ENDING	<u>\$ 622,699</u>	<u>\$ 1,212,601</u>	<u>\$ 589,902</u>

No assurance is provided on these financial statements. Substantially all required disclosures, the government-wide financial statements, and the statement of revenues, expenditures and changes in fund balances – governmental funds have been omitted.

SOUTHLANDS METROPOLITAN DISTRICT NO.1
STATEMENT OF REVENUES, EXPENDITURES AND
CHANGES IN FUND BALANCES - BUDGET AND ACTUAL
FOR THE NINE MONTHS ENDED SEPTEMBER 30, 2020

GENERAL OPERATIONS FEE FUND

	Annual Budget	Year to Date Actual	Variance
REVENUES			
General operations fee	\$ 2,340,000	\$ 1,755,000	\$ (585,000)
General operations fee - penalty and other	1,000	7,235	6,235
Interest income	8,000	7,667	(333)
Other revenue	-	4,300	4,300
TOTAL REVENUES	<u>2,349,000</u>	<u>1,774,202</u>	<u>(574,798)</u>
EXPENDITURES			
Floral	275,000	195,784	79,216
Landscape maintenance & irrigation repair	400,000	115,343	284,657
Monthly cleaning	215,000	122,754	92,246
Pest control	10,000	-	10,000
Property maintenance	116,000	84,026	31,974
Property management	40,000	27,399	12,601
Repairs and maintenance	300,000	33,079	266,921
Security	80,000	42,821	37,179
Signage and decor	110,000	37,938	72,062
Snow removal	400,000	156,520	243,480
Street lighting/ striping	100,000	79,837	20,163
Street repairs/sidewalk	115,000	1,400	113,600
Street sweeping	25,000	17,145	7,855
Traffic signals maintenance	3,000	-	3,000
Utilities	160,000	123,996	36,004
TOTAL EXPENDITURES	<u>2,349,000</u>	<u>1,038,042</u>	<u>1,310,958</u>
NET CHANGE IN FUND BALANCES	-	736,160	736,160
FUND BALANCES - BEGINNING	<u>500,000</u>	<u>479,451</u>	<u>(20,549)</u>
FUND BALANCES - ENDING	<u>\$ 500,000</u>	<u>\$ 1,215,611</u>	<u>\$ 715,611</u>

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SUPPLEMENTARY INFORMATION

SOUTHLANDS METROPOLITAN DISTRICT NO.1
SCHEDULE OF REVENUES, EXPENDITURES AND
CHANGES IN FUND BALANCES - BUDGET AND ACTUAL
FOR THE NINE MONTHS ENDED SEPTEMBER 30, 2020

DEBT SERVICE FUND

	Annual Budget	Year to Date Actual	Variance
REVENUES			
Interest income	\$ 50,000	\$ 2,195	\$ (47,805)
Property taxes	2,919,618	2,729,107	(190,511)
Specific ownership tax	175,000	155,354	(19,646)
TOTAL REVENUES	<u>3,144,618</u>	<u>2,886,656</u>	<u>(257,962)</u>
EXPENDITURES			
Bond interest - Series 2017 A-1	2,104,250	1,052,125	1,052,125
Bond interest - Series 2017 A-2	185,975	92,988	92,987
Bond principal - Series 2017 A-1	510,000	-	510,000
Bond principal - Series 2017 A-2	45,000	-	45,000
Contingency	10,481	-	10,481
County Treasurer's fee	43,794	40,860	2,934
Paying agent fees	5,500	5,500	-
TOTAL EXPENDITURES	<u>2,905,000</u>	<u>1,191,473</u>	<u>1,713,527</u>
NET CHANGE IN FUND BALANCES	239,618	1,695,183	1,455,565
FUND BALANCES - BEGINNING	<u>2,354,202</u>	<u>2,355,772</u>	<u>1,570</u>
FUND BALANCES - ENDING	<u>\$ 2,593,820</u>	<u>\$ 4,050,955</u>	<u>\$ 1,457,135</u>

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SOUTHLANDS METROPOLITAN DISTRICT NO.1
SCHEDULE OF REVENUES, EXPENDITURES AND
CHANGES IN FUND BALANCES - BUDGET AND ACTUAL
FOR THE NINE MONTHS ENDED SEPTEMBER 30, 2020

CAPITAL PROJECTS FUND

	Annual Budget	Year to Date Actual	Variance
REVENUES			
Interest income	\$ -	\$ 265	\$ 265
TOTAL REVENUES	<u>-</u>	<u>265</u>	<u>265</u>
EXPENDITURES			
HUB/Landscape	800,000	480,324	319,676
Medians	225,000	-	225,000
TOTAL EXPENDITURES	<u>1,025,000</u>	<u>480,324</u>	<u>544,676</u>
EXCESS OF REVENUES OVER (UNDER) EXPENDITURES	(1,025,000)	(480,059)	544,941
OTHER FINANCING SOURCES (USES)			
Transfers from other funds	922,555	388,335	(534,220)
TOTAL OTHER FINANCING SOURCES (USES)	<u>922,555</u>	<u>388,335</u>	<u>(534,220)</u>
NET CHANGE IN FUND BALANCES	(102,445)	(91,724)	10,721
FUND BALANCES - BEGINNING	<u>102,445</u>	<u>91,724</u>	<u>(10,721)</u>
FUND BALANCES - ENDING	<u>\$ -</u>	<u>\$ -</u>	<u>\$ -</u>

No assurance is provided on these financial statements. Substantially all required disclosures, the government-wide financial statements, and the statement of revenues, expenditures and changes in fund balances - governmental funds have been omitted.

SOUTHLANDS METROPOLITAN DISTRICT NO. 1
2020 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
2020 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
2020 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
2020 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 2020, 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.

**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>
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>\$ 43,815,000</u>	<u>\$ 41,283,000</u>	<u>\$ 85,098,000</u>

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**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>
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>\$ 3,870,000</u>	<u>\$ 3,650,500</u>	<u>\$ 7,520,500</u>

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**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>
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>\$ 47,685,000</u>	<u>\$ 44,933,500</u>	<u>\$ 92,618,500</u>

No assurance is provided on these financial statements. Substantially all required disclosures, the government-wide financial statements, and the statement of revenues, expenditures and changes in fund balances - governmental funds have been omitted.

SOUTHLANDS METROPOLITAN DISTRICT # 1
Schedule of Cash Position
September 30, 2020
Updated as of November 9, 2020

	<u>General Fund</u>	<u>Operations Fee Fund</u>	<u>Debt Service Fund</u>	<u>Capital Projects Fund</u>	<u>Total</u>
<u>FirstBank - Checking Account</u>					
Balance as of 09/30/20	\$ 19,652.23	369,516.90	\$ -	\$ 41,022.78	\$ 430,191.91
Subsequent activities:					
October GOF Deposit	-	137,388.75	-	-	137,388.75
October Debit Card Purchase	-	(321.57)	-	-	(321.57)
10/06/20 - Aurora Water, EFT	-	(20,770.29)	-	-	(20,770.29)
10/06/20 - Xcel, EFT	-	(2,234.63)	-	-	(2,234.63)
10/21/20 - Directors fees	(430.60)	-	-	-	(430.60)
10/21/20 - Void Bill.com	47.75	-	-	-	47.75
10/23/20 - Reimbursement from MJ Wilkow	-	146.32	-	-	146.32
November GOF Deposit	-	195,194.59	-	-	195,194.59
10/03/20 - Aurora Water, EFT	-	(12,231.77)	-	-	(12,231.77)
11/05/20 - Xcel, EFT	-	(2,425.36)	-	-	(2,425.36)
11/05/20 - Vouchers payable	(7,279.50)	(113,764.94)	-	(21,935.15)	(142,979.59)
<i>Anticipated Balance</i>	<u>11,989.88</u>	<u>550,498.00</u>	<u>-</u>	<u>19,087.63</u>	<u>581,575.51</u>
<u>Colotrust</u>					
Balance as of 09/30/20	1,205,725.44	964,199.55	-	-	2,169,924.99
Subsequent activities:					
10/10/20 - Tax distribution	125.60	-	2,740.42	-	2,866.02
10/31/20 - Interest income	185.30	148.19	-	-	333.49
<i>Anticipated Transfer to A-1 Bond Fund</i>	-	-	(2,677.62)	-	(2,677.62)
<i>Anticipated Transfer to A-2 Bond Fund</i>	-	-	(62.80)	-	(62.80)
<i>Anticipated Balance</i>	<u>1,206,036.34</u>	<u>964,347.74</u>	<u>-</u>	<u>-</u>	<u>2,170,384.08</u>
<u>UMB - 2017 A-1 Bond Fund</u>					
Balance as of 09/30/20	-	-	1,948,964.19	-	1,948,964.19
Subsequent activities:					
10/31/20 - Interest Income	-	-	15.90	-	15.90
<i>Anticipated transfer from Colotrust</i>	-	-	2,677.62	-	2,677.62
<i>Anticipated Balance</i>	<u>-</u>	<u>-</u>	<u>1,951,657.71</u>	<u>-</u>	<u>1,951,657.71</u>
<u>UMB - 2017 A-1 Reserve Fund</u>					
Balance as of 09/30/20	-	-	1,687,653.52	-	1,687,653.52
Subsequent activities:					
10/31/20 - Interest Income	-	-	13.80	-	13.80
<i>Anticipated Balance</i>	<u>-</u>	<u>-</u>	<u>1,687,667.32</u>	<u>-</u>	<u>1,687,667.32</u>
<u>UMB - 2017 A-2 Bond Fund</u>					
Balance as of 09/30/20	-	-	261,845.57	-	261,845.57
Subsequent activities:					
10/31/20 - Interest Income	-	-	2.10	-	2.10
<i>Anticipated transfer from Colotrust</i>	-	-	62.80	-	62.80
<i>Anticipated Balance</i>	<u>-</u>	<u>-</u>	<u>261,910.47</u>	<u>-</u>	<u>261,910.47</u>
<u>UMB - 2017 A-2 Reserve Fund</u>					
Balance as of 09/30/20	-	-	149,752.48	-	149,752.48
Subsequent activities:					
10/31/20 - Interest Income	-	-	1.20	-	1.20
<i>Anticipated Balance</i>	<u>-</u>	<u>-</u>	<u>149,753.68</u>	<u>-</u>	<u>149,753.68</u>
<u>UMB - 2017 A-2 Project Fund</u>					
Balance as of 09/30/20	-	-	-	0.40	0.40
Subsequent activities:					
<i>Anticipated Balance</i>	<u>-</u>	<u>-</u>	<u>-</u>	<u>0.40</u>	<u>0.40</u>
<i>Anticipated Balances</i>	<u>\$ 1,218,026.22</u>	<u>\$ 1,514,845.74</u>	<u>\$ 4,050,989.18</u>	<u>\$ 19,088.03</u>	<u>\$ 6,802,949.17</u>

Current Yield - 10/31/20

Colotrust -.1813%
UMB (Invested in Fidelity money market) - 0.01%

No assurance is provided on these financial statements. Substantially all required disclosures, the government-wide financial statements, and the statement of revenues, expenditures and changes in fund balances - governmental funds have been omitted.

SOUTHLANDS METROPOLITAN DISTRICT #1
Property Tax Reconciliation Schedule
2020

	Current Year								Prior Year			
	Property Taxes	Net Delinquent Taxes, Rebates and Abatements	Specific Ownership Taxes	Interest	Treasurer's Fees	Due to County	Net Amount Received	% of Total Property Taxes Received		Total Cash Received	% of Total Property Taxes Received	
								Monthly	Y-T-D		Monthly	Y-T-D
January	\$ 165.92	\$ -	\$ 20,681.00	\$ (0.17)	\$ (2.37)	\$ -	\$ 20,844.38	0.00%	0.00%	\$ 20,675.54	0.03%	0.03%
February	555,522.31	69.29	21,618.13	-	(8,333.87)	-	568,875.86	15.99%	15.99%	540,334.68	16.53%	16.56%
March	280,118.66	-	19,062.89	3.48	(4,201.83)	-	294,983.20	8.06%	24.05%	1,560,711.51	49.46%	66.02%
April	1,084,046.22	-	12,645.44	-	(16,260.70)	-	1,080,430.96	31.20%	55.25%	418,404.98	12.91%	78.93%
May	181,582.22	-	17,358.94	61.96	(2,724.66)	-	196,278.46	5.23%	60.47%	129,961.69	3.54%	82.46%
June	1,208,339.03	-	22,585.68	20.35	(18,125.39)	-	1,212,819.67	34.77%	95.25%	537,464.00	16.54%	99.00%
July	-	(74,170.12)	26,707.27	(6,717.66)	1,213.32	52,967.19	-	-2.13%	93.11%	25,060.99	0.18%	99.18%
August	11,052.29	-	20,395.74	490.60	(173.14)	(31,765.49)	-	0.32%	93.43%	34,000.33	0.34%	99.53%
September	209.82	-	23,850.92	10.28	(3.29)	(21,202.00)	2,865.73	0.01%	93.44%	23,213.69	0.05%	99.57%
October	-	-	-	-	-	-	-	0.00%	93.44%	19,999.35	0.02%	99.59%
November	-	-	-	-	-	-	-	0.00%	93.44%	24,128.08	0.01%	99.60%
December	-	-	-	-	-	-	-	0.00%	93.44%	21,057.10	0.01%	99.61%
	\$ 3,321,036.47	\$ (74,100.83)	\$ 184,906.01	\$ (6,131.16)	\$ (48,611.93)	\$ -	\$ 3,377,098.26	93.44%	93.44%	\$ 3,355,011.94	99.61%	99.61%

	Taxes Levied	% of Levied	Property Tax Collected	% Collected to Amt. Levied
Property Tax				
General Fund	\$ 555,386	16.47%	\$ 517,820.45	93.24%
Debt Service (2017 A-1)	2,538,907	75.29%	2,367,178.69	93.24%
Debt Service (2017 A-2)	277,693	8.24%	258,910.20	93.24%
Debt Only (2017 A-1)	103,018	100.00%	103,018.27	100.00%
	\$ 3,475,004		\$ 3,246,927.61	93.44%
Specific Ownership Tax				
General Fund	\$ 33,320	16.48%	\$ 29,552.25	88.70%
Debt Service (2017 A-1)	152,220	75.29%	135,096.00	88.80%
Debt Service (2017 A-2)	16,640	8.24%	14,776.14	88.80%
Debt Only (2017 A-1)	6,140	100.00%	5,481.62	89.30%
	\$ 208,320		\$ 184,906.01	88.76%
Treasurer's Fees				
General Fund	\$ (8,331)	16.47%	\$ (7,752.17)	93.10%
Debt Service (2017 A-1)	(38,084)	75.29%	(35,438.41)	93.10%
Debt Service (2017 A-2)	(4,165)	8.24%	(3,876.08)	93.10%
Debt Only (2017 A-1)	(1,545)	100.00%	(1,545.27)	100.00%
	\$ (52,125)		\$ (48,611.93)	93.26%

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Billing Name		Sq. ft Percentage of Total	2020 Budgeted Monthly Billing	January	February	March	April	May	June	July	August	September	October	November	December
TJ Max/ Michaels/ Mens Warehouse/ Agree LP	355,168	5.01%	\$ 9,776.45	\$ 9,776.45	\$ 9,776.45	9,776.45	\$ 9,776.45	9,776.45	9,776.45	9,776.45	9,776.45	9,776.45	9,776.45		
T-Mobile/ Cleaners	54,060	0.76%	\$ 1,488.07	1,488.07	1,488.07	1,488.07	1,488.07	1,488.07	1,488.07	1,488.07	1,488.07	1,488.07	1,488.07		
Centura Health	87,445	1.23%	\$ 2,407.03	2,407.04	2,407.04	2,407.04	2,407.04	2,407.04	2,407.04	2,407.04	2,407.04	2,407.04	2,407.04	2,407.04	
Centura Health (Lot 4 - new)	44,612	0.63%	\$ 1,228.00	1,228.00	1,228.00	1,228.00	1,228.00	1,228.00	1,228.00	1,228.00	1,228.00	1,228.00	1,228.00	1,228.00	1,228.00
Centura Health (Lot 5 - new)	39,868	0.56%	\$ 1,097.42	1,097.42	1,097.42	1,097.42	1,097.42	1,097.42	1,097.42	1,097.42	1,097.42	1,097.42	1,097.42	1,097.42	1,097.42
Chili's	89,142	1.26%	\$ 2,453.75	2,453.75	2,453.75	2,453.75	2,453.75	2,453.75	2,453.75	2,453.75	2,453.75	2,453.75	2,453.75	2,453.75	
Discount Tire	38,465	0.54%	\$ 1,058.80	1,058.80	1,058.80	1,058.80	1,058.80	1,058.80	1,058.80	1,058.80	1,058.80	1,058.80	1,058.80	1,058.80	
Fitzsimons Credit Union	46,533	0.66%	\$ 1,280.88	1,280.88	1,280.88	1,280.88	1,280.88	1,280.88	1,280.88	1,280.88	1,280.88	1,280.88	1,280.88	1,280.88	
GMRI - Olive Garden/Darden	79,836	1.13%	\$ 2,197.59	2,197.59	2,197.59	2,197.59	2,197.59	2,197.59	2,197.59	2,197.59	2,197.59	2,197.59	2,197.59	2,197.59	
GMRI - Red Lobster/Darden	77,186	1.09%	\$ 2,124.64	2,124.64	2,124.64	2,124.64	2,124.64	2,124.64	2,124.64	2,124.64	2,124.64	2,124.64	2,124.64	2,124.64	
Good Times	54,758	0.77%	\$ 1,507.28	1,507.28	1,507.28	1,507.28	1,507.28	1,507.28	1,507.28	1,507.28	1,507.28	1,507.28	1,507.28	1,507.28	
HV-1	70,453	0.99%	\$ 1,939.31	1,939.31	1,939.31	1,939.31	1,939.31	1,939.31	1,939.31	1,939.31	1,939.31	1,939.31	1,939.31	1,939.31	
JC Penney	431,671	6.09%	\$ 11,882.29	11,882.29	11,882.29	11,882.29	11,882.29	11,882.29	11,882.29	11,882.29	11,882.29	11,882.29	11,882.29	11,882.29	11,882.29
Jim N Nick's	68,453	0.97%	\$ 1,884.26	1,884.26	1,884.26	1,884.26	1,884.26	1,884.26	1,884.26	1,884.26	1,884.26	1,884.26	1,884.26	1,884.26	1,884.26
Lazy Dog	24,096	0.34%	\$ 663.27	663.27	663.27	663.27	663.27	663.27	663.27	663.27	663.27	663.27	663.27	663.27	
Office Depot/ LEJ Properties	71,045	1.00%	\$ 1,955.60	1,955.60	1,955.60	1,955.60	1,955.60	1,955.60	1,955.60	1,955.60	1,955.60	1,955.60	1,955.60	1,955.60	
Jewelers/GNC/ Sprint/ LF-9	43,457	0.61%	\$ 1,196.21	1,196.21	1,196.21	1,196.21	1,196.21	1,196.21	1,196.21	1,196.21	1,196.21	1,196.21	1,196.21	1,196.21	
Mister Hot Shine	68,266	0.96%	\$ 1,879.11	1,879.11	1,879.11	1,879.11	1,879.11	1,879.11	1,879.11	1,879.11	1,879.11	1,879.11	1,879.11	1,879.11	
Mountain Del, LLC/ Colorado Del, LLC	58,738	0.83%	\$ 1,616.84	1,616.84	1,616.84	1,616.84	1,616.84	1,616.84	1,616.84	1,616.84	1,616.84	1,616.84	1,616.84	1,616.84	
NWSL Power Center, LLC/Southlands PC	1,358,624	19.18%	\$ 37,397.84	37,397.85	37,397.85	37,397.85	37,397.85	37,397.85	37,397.85	37,397.85	37,397.85	37,397.85	37,397.85	37,397.85	37,397.85
NWSL Town Center, LLC./ Southlands TC	1,593,198	22.49%	\$ 43,854.78	43,854.76	43,854.76	43,854.76	43,854.76	43,854.76	43,854.76	43,854.76	43,854.76	43,854.76	43,854.76	43,854.76	43,854.76
On The Border	85,900	1.21%	\$ 2,364.51	2,364.51	2,364.51	2,364.51	2,364.51	2,364.51	2,364.51	2,364.51	2,364.51	2,364.51	2,364.51	2,364.51	
Dental/Five Guys/ Pacific Aurora LLC	71,800	1.01%	\$ 1,976.39	1,976.39	1,976.39	1,976.39	1,976.39	1,976.39	1,976.39	1,976.39	1,976.39	1,976.39	1,976.39	1,976.39	
PF Changs	76,567	1.08%	\$ 2,107.60	2,107.60	2,107.60	2,107.60	2,107.60	2,107.60	2,107.60	2,107.60	2,107.60	2,107.60	2,107.60	2,107.60	
Marriott/Safari	142,112	2.01%	\$ 3,911.81	3,911.81	3,911.81	3,911.81	3,911.81	3,911.81	3,911.81	3,911.81	3,911.81	3,911.81	3,911.81	3,911.81	
Service Street Auto Repair/Spaco of CO	40,498	0.57%	\$ 1,114.76	1,114.76	1,114.76	1,114.76	1,114.76	1,114.76	1,114.76	1,114.76	1,114.76	1,114.76	1,114.76	1,114.76	
Village Inn	60,205	0.85%	\$ 1,657.22	1,657.22	1,657.22	1,657.22	1,657.22	1,657.22	1,657.22	1,657.22	1,657.22	1,657.22	1,657.22	1,657.22	
Vision Works/SLC	47,629	0.67%	\$ 1,311.05	1,311.05	1,311.05	1,311.05	1,311.05	1,311.05	1,311.05	1,311.05	1,311.05	1,311.05	1,311.05	1,311.05	
Wal-Mart	1,128,974	15.94%	\$ 31,076.44	31,076.44	31,076.44	31,076.44	31,076.44	31,076.44	31,076.44	31,076.44	31,076.44	31,076.44	31,076.44	31,076.44	10,396.34
Wal-Mart/Sams Club	566,597	8.00%	\$ 15,596.30	15,596.30	15,596.30	15,596.30	15,596.30	15,596.30	15,596.30	15,596.30	15,596.30	15,596.30	15,596.30	15,596.30	15,596.30
Wells Fargo	56,923	0.80%	\$ 1,566.88	1,566.88	1,566.88	1,566.88	1,566.88	1,566.88	1,566.88	1,566.88	1,566.88	1,566.88	1,566.88	1,566.88	1,566.88
Wong 444, Inc./KFC/Harman	51,864	0.73%	\$ 1,427.62	1,427.62	1,427.62	1,427.62	1,427.62	1,427.62	1,427.62	1,427.62	1,427.62	1,427.62	1,427.62	1,427.62	
Monthly	7,084,143	100%	\$ 195,000.00	\$ 195,000.00	\$ 195,000.00	\$ 195,000.00	\$ 195,000.00	\$ 195,000.00	\$ 195,000.00	\$ 195,000.00	\$ 195,000.00	\$ 193,060.47	\$ 193,060.69	\$ 156,363.13	\$ 10,396.34
Year-to-Date			\$ 195,000.00	\$ 390,000.00	\$ 585,000.00	\$ 780,000.00	\$ 975,000.00	\$ 1,170,000.00	\$ 1,365,000.00	\$ 1,560,000.00	\$ 1,753,060.47	\$ 1,946,121.16	\$ 2,102,484.29	\$ 2,112,880.63	

AR - 111050	Unearned Revenue - 113141
TJ Max/ Michaels/ Mens Warehouse/ Agree LP	9,776.45
T-Mobile/ Cleaners	1,488.07
Chili's	2,453.75
Discount Tire	1,058.80
Fitzsimons Credit Union	1,280.88
HV-1 *	5,817.93
Office Depot/ LEJ Properties	1,955.60
Jewelers/GNC/ Sprint/ LF-9	1,196.21
Mountain Del, LLC/ Colorado Del, LLC	1,616.84
On The Border	2,364.51
Dental/Five Guys/ Pacific Aurora LLC	1,976.39
PF Changs	2,107.60
Marriott/Safari	3,911.81
Service Street Auto Repair/Spaco of CO	1,114.76
Village Inn	1,657.22
Vision Works/SLC	1,311.05
Wong 444, Inc./KFC/Harman	1,427.62
	\$ 42,515.49
Rounding	-
GOF Revenue	\$ 2,145,000

*Late notice has been sent out to property owner

No assurance is provided on these financial statements. Substantially all required disclosures, the government-wide financial statements, and the statement of revenues, expenditures and changes in fund balances - governmental funds have been omitted.

Southlands Metropolitan District No. 1 Capital Tracking Schedule
 Updated as of November 9, 2020

<u>Description</u>	<u>Vendor</u>	<u>Contract Amounts</u>	<u>Invoice Period</u>	<u>Expended to</u>	<u>Total Expended</u>	<u>Remaining</u>	<u>Notes</u>
				<u>date</u>	<u>to date</u>		
Landscaping, Irrigation, Play Equipment, etc.	Hyder Construction, Inc.	\$ 476,853.59	3/30/2020	44,024.00	456,209.12	20,644.47	
			4/30/2020	177,583.00			
			5/31/2020	160,358.10			
			6/30/2020	7,877.26			
			7/31/2020	44,503.61			
			8/31/2020	21,863.15			
Design	505 Design	\$ 19,548.00	4/26/2020	7,060.50	15,729.25	3,818.75	
			5/31/2020	1,377.50			
			6/30/2020	7,291.25			
Subtotal (Contract Costs)		\$ 496,401.59			471,938.37	24,463.22	
District Accountant	CLA	NA	6/30/2020	260.00	942.50	NA	
			7/31/2020	411.00			
			8/31/2020	193.50			
			9/30/2020	78.00			
Project Management (District Manager)	SDMS	NA	6/30/2019	322.00	11,406.50	NA	
			7/31/2019	98.00			
			8/31/2019	1,296.00			
			9/30/2019	1,386.00			
			10/31/2019	126.00			
			11/30/2019	648.00			
			12/31/2019	3,362.50			
			1/31/2020	1,505.50			
			2/29/2020	1,276.50			
			3/31/2020	612.00			
			4/30/2020	162.00			
			5/31/2020	90.00			
			6/30/2020	54.00			
			7/31/2020	216.00			
			8/31/2020	90.00			
			9/30/2020	72.00			
10/31/2020	90.00						
Project Management (District Counsel)	White Bear Ankele	NA	8/31/2019	246.00	8,256.38	NA	
			9/30/2019	123.00			
			10/31/2019	1,312.00			
			11/30/2019	164.00			
			12/31/2019	5,447.88			
			1/31/2020	789.25			
			2/29/2020	130.69			
			4/30/2020	43.56			
Subtotal (Other Soft Costs)		\$ -			20,605.38		
Total Costs		\$ 496,401.59			492,543.75		
Total Refresh Budget for 2020					800,000.00		
Total Amount Expended to Date					(492,543.75)		
Budget Remaining					307,456.25		

No assurance is provided on these financial statements. Substantially all required disclosures, the government-wide financial statements, and the statement of revenues, expenditures and changes in fund balances - governmental funds have been omitted.



PK Kaiser, MBA, MS

Assessor

October 8, 2020

AUTH 4646 SOUTHLANDS MET DIS #1 BND
C/O ANN E FINN
141 UNION BLVD. SUITE 150
LAKEWOOD CO 80228-1898

OFFICE OF THE ASSESSOR
5334 S. Prince Street
Littleton, CO 80120-1136
Phone: 303-795-4600
TDD: Relay-711
Fax:303-797-1295
[HTTP://www.arapahoegov.com/assessor](http://www.arapahoegov.com/assessor)
assessor@arapahoegov.com

Code # 4646

CERTIFICATION OF VALUATION

The Arapahoe County Assessor reports a taxable assessed valuation for your taxing entity for 2020 of:

\$3,269,181

The breakdown of the taxable valuation of your property is enclosed.

As further required by CRS 39-5-128(1), you are hereby notified to officially certify your levy to the Board of County Commissioners no later than December 15.

CRS 39-1-111(5) requires that this office transmit a notification by December 10 of any changes to valuation made after the original certification.

PK Kaiser, MBA, MS
Arapahoe County Assessor

enc

CERTIFICATION OF VALUATION BY ARAPAHOE COUNTY ASSESSOR

New Tax Entity

YES NO

Date: October 8, 2020

NAME OF TAX ENTITY: SOUTHLANDS MET DIS #1 BND

USE FOR STATUTORY PROPERTY TAX REVENUE LIMIT CALCULATION ("5.5%" LIMIT) ONLY

IN ACCORDANCE WITH 39-5-121(2)(a) AND 39-5-128(1), C.R.S., AND NO LATER THAN AUGUST 25, THE ASSESSOR CERTIFIES THE TOTAL VALUATION FOR ASSESSMENT FOR THE TAXABLE YEAR 2020:

1. PREVIOUS YEAR'S NET TOTAL TAXABLE ASSESSED VALUATION:	1. \$	3,219,321
2. CURRENT YEAR'S GROSS TOTAL TAXABLE ASSESSED VALUATION: ‡	2. \$	3,269,181
3. LESS TOTAL TIF AREA INCREMENTS, IF ANY:	3. \$	0
4. CURRENT YEAR'S NET TOTAL TAXABLE ASSESSED VALUATION:	4. \$	3,269,181
5. NEW CONSTRUCTION: *	5. \$	0
6. INCREASED PRODUCTION OF PRODUCING MINE: ≈	6. \$	0
7. ANNEXATIONS/INCLUSIONS:	7. \$	0
8. PREVIOUSLY EXEMPT FEDERAL PROPERTY: ≈	8. \$	0
9. NEW PRIMARY OIL OR GAS PRODUCTION FROM ANY PRODUCING OIL AND GAS LEASEHOLD OR LAND (29-1-301(1)(b), C.R.S.): ☐	9. \$	0
10. TAXES RECEIVED LAST YEAR ON OMITTED PROPERTY AS OF AUG. 1 (29-1-301(1)(A), C.R.S.). Includes all revenue collected on valuation not previously certified:	10. \$	0
11. TAXES ABATED AND REFUNDED AS OF AUG. 1 (29-1-301(1)(a), C.R.S.) and (39-10-114(1)(a)(I)(B), C.R.S.):	11. \$	0

- ‡ This value reflects personal property exemptions IF enacted by the jurisdiction as authorized by Art. X, Sec 20(8)(b), Colo. Constitution
- * New construction is defined as: Taxable real property structures and the personal property connected with the structure.
- ≈ Jurisdiction must submit to the Division of Local Government respective Certifications of Impact in order for the values to be treated as growth in the limit calculation; use Forms DLG 52 & 52A.
- ☐ Jurisdiction must apply to the Division of Local Government before the value can be treated as growth in the limit calculation; use Form DLG 52B.

USE FOR TABOR "LOCAL GROWTH" CALCULATION ONLY
--

IN ACCORDANCE WITH ART X, SEC.20, COLO. CONSTITUTION AND 39-5-121(2)(b), C.R.S., THE ASSESSOR CERTIFIES THE TOTAL ACTUAL VALUATION FOR THE TAXABLE YEAR 2020:

1. CURRENT YEAR'S TOTAL ACTUAL VALUE OF ALL REAL PROPERTY: ¶	1. \$	10,343,534
ADDITIONS TO TAXABLE REAL PROPERTY		
2. CONSTRUCTION OF TAXABLE REAL PROPERTY IMPROVEMENTS:	2. \$	0
3. ANNEXATIONS/INCLUSIONS:	3. \$	0
4. INCREASED MINING PRODUCTION: §	4. \$	0
5. PREVIOUSLY EXEMPT PROPERTY:	5. \$	0
6. OIL OR GAS PRODUCTION FROM A NEW WELL:	6. \$	0
7. TAXABLE REAL PROPERTY OMITTED FROM THE PREVIOUS YEAR'S TAX WARRANT: (If land and/or a structure is picked up as omitted property for multiple years, only the most current year's actual value can be reported as omitted property.):	7. \$	0

DELETIONS FROM TAXABLE REAL PROPERTY

8. DESTRUCTION OF TAXABLE REAL PROPERTY IMPROVEMENTS:	8. \$	0
9. DISCONNECTIONS/EXCLUSIONS:	9. \$	0
10. PREVIOUSLY TAXABLE PROPERTY:	10. \$	0

- ¶ This includes the actual value of all taxable real property plus the actual value of religious, private school, and charitable real property.
- * Construction is defined as newly constructed taxable real property structures.
- § Includes production from new mines and increases in production of existing producing mines.

IN ACCORDANCE WITH 39-5-128(1), C.R.S., AND NO LATER THAN AUGUST 25, THE ASSESSOR CERTIFIES TO SCHOOL DISTRICTS:

1. TOTAL ACTUAL VALUE OF ALL TAXABLE PROPERTY	1. \$	0
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NOTE: ALL LEVIES MUST BE CERTIFIED TO THE COUNTY COMMISSIONERS NO LATER THAN DECEMBER 15.



PK Kaiser, MBA, MS

Assessor

OFFICE OF THE ASSESSOR
5334 S. Prince Street
Littleton, CO 80120-1136
Phone: 303-795-4600
TDD: Relay-711
Fax:303-797-1295

[HTTP://www.arapahoegov.com/assessor](http://www.arapahoegov.com/assessor)
assessor@arapahoegov.com

October 8, 2020

AUTH 4642 SOUTHLANDS METRO DIST #1
SPEICAL DISTRICT MANAGEMENT
SERVICES INC
C/O ANN E FINN
141 UNION BLVD SUITE 150
LAKEWOOD CO 80228-1898

Code # 4642

CERTIFICATION OF VALUATION

The Arapahoe County Assessor reports a taxable assessed valuation for your taxing entity for 2020 of:

\$75,686,042

The breakdown of the taxable valuation of your property is enclosed.

As further required by CRS 39-5-128(1), you are hereby notified to officially certify your levy to the Board of County Commissioners no later than December 15.

CRS 39-1-111(5) requires that this office transmit a notification by December 10 of any changes to valuation made after the original certification.

PK Kaiser, MBA, MS
Arapahoe County Assessor

enc

CERTIFICATION OF VALUATION BY ARAPAHOE COUNTY ASSESSOR

New Tax Entity YES NO

Date: October 8, 2020

NAME OF TAX ENTITY: SOUTHLANDS METRO DIST 1

USE FOR STATUTORY PROPERTY TAX REVENUE LIMIT CALCULATION ("5.5%" LIMIT) ONLY

IN ACCORDANCE WITH 39-5-121(2)(a) AND 39-5-128(1), C.R.S., AND NO LATER THAN AUGUST 25, THE ASSESSOR CERTIFIES THE TOTAL VALUATION FOR ASSESSMENT FOR THE TAXABLE YEAR 2020:

1. PREVIOUS YEAR'S NET TOTAL TAXABLE ASSESSED VALUATION:	1. \$	79,340,846
2. CURRENT YEAR'S GROSS TOTAL TAXABLE ASSESSED VALUATION: ‡	2. \$	75,686,042
3. LESS TOTAL TIF AREA INCREMENTS, IF ANY:	3. \$	0
4. CURRENT YEAR'S NET TOTAL TAXABLE ASSESSED VALUATION:	4. \$	75,686,042
5. NEW CONSTRUCTION: *	5. \$	0
6. INCREASED PRODUCTION OF PRODUCING MINE: ≈	6. \$	0
7. ANNEXATIONS/INCLUSIONS:	7. \$	0
8. PREVIOUSLY EXEMPT FEDERAL PROPERTY: ≈	8. \$	0
9. NEW PRIMARY OIL OR GAS PRODUCTION FROM ANY PRODUCING OIL AND GAS LEASEHOLD OR LAND (29-1-301(1)(b), C.R.S.): Φ	9. \$	0
10. TAXES RECEIVED LAST YEAR ON OMITTED PROPERTY AS OF AUG. 1 (29-1-301(1)(A), C.R.S.). Includes all revenue collected on valuation not previously certified:	10. \$	69
11. TAXES ABATED AND REFUNDED AS OF AUG. 1 (29-1-301(1)(a), C.R.S.) and (39-10-114(1)(a)(I)(B), C.R.S.):	11. \$	183,216

- ‡ This value reflects personal property exemptions IF enacted by the jurisdiction as authorized by Art. X, Sec 20(8)(b), Colo. Constitution
- * New construction is defined as: Taxable real property structures and the personal property connected with the structure.
- ≈ Jurisdiction must submit to the Division of Local Government respective Certifications of Impact in order for the values to be treated as growth in the limit calculation; use Forms DLG 52 & 52A.
- Φ Jurisdiction must apply to the Division of Local Government before the value can be treated as growth in the limit calculation; use Form DLG 52B.

USE FOR TABOR "LOCAL GROWTH" CALCULATION ONLY
--

IN ACCORDANCE WITH ART X, SEC. 20, COLO. CONSTITUTION AND 39-5-121(2)(b), C.R.S., THE ASSESSOR CERTIFIES THE TOTAL ACTUAL VALUATION FOR THE TAXABLE YEAR 2020:

1. CURRENT YEAR'S TOTAL ACTUAL VALUE OF ALL REAL PROPERTY: ¶	1. \$	238,482,933
ADDITIONS TO TAXABLE REAL PROPERTY		
2. CONSTRUCTION OF TAXABLE REAL PROPERTY IMPROVEMENTS:	2. \$	0
3. ANNEXATIONS/INCLUSIONS:	3. \$	0
4. INCREASED MINING PRODUCTION: §	4. \$	0
5. PREVIOUSLY EXEMPT PROPERTY:	5. \$	0
6. OIL OR GAS PRODUCTION FROM A NEW WELL:	6. \$	0
7. TAXABLE REAL PROPERTY OMITTED FROM THE PREVIOUS YEAR'S TAX WARRANT: (If land and/or a structure is picked up as omitted property for multiple years, only the most current year's actual value can be reported as omitted property.):	7. \$	0

DELETIONS FROM TAXABLE REAL PROPERTY

8. DESTRUCTION OF TAXABLE REAL PROPERTY IMPROVEMENTS:	8. \$	0
9. DISCONNECTIONS/EXCLUSIONS:	9. \$	0
10. PREVIOUSLY TAXABLE PROPERTY:	10. \$	0

- ¶ This includes the actual value of all taxable real property plus the actual value of religious, private school, and charitable real property.
- * Construction is defined as newly constructed taxable real property structures.
- § Includes production from new mines and increases in production of existing producing mines.

IN ACCORDANCE WITH 39-5-128(1), C.R.S., AND NO LATER THAN AUGUST 25, THE ASSESSOR CERTIFIES TO SCHOOL DISTRICTS:

1. TOTAL ACTUAL VALUE OF ALL TAXABLE PROPERTY	1. \$	0
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NOTE: ALL LEVIES MUST BE CERTIFIED TO THE COUNTY COMMISSIONERS NO LATER THAN DECEMBER 15.

SOUTHLANDS METROPOLITAN DISTRICT NO. 1
ANNUAL BUDGET
FOR THE YEAR ENDING DECEMBER 31, 2021

**SOUTHLANDS METRO DISTRICT NO. 1
SUMMARY
2021 BUDGET
WITH 2019 ACTUAL AND 2020 ESTIMATED
For the Years Ended and Ending December 31,**

11/10/20

	ACTUAL 2019	BUDGET 2020	ACTUAL 8/31/2020	ESTIMATED 2020	BUDGET 2021
BEGINNING FUND BALANCES	\$ 3,852,503	\$ 4,212,195	\$ 4,199,987	\$ 4,199,987	\$ 4,016,661
REVENUES					
Property taxes	3,153,120	3,475,004	3,246,718	3,400,903	3,283,427
Specific ownership tax	248,160	208,320	161,055	241,000	229,835
Interest income	99,371	78,000	18,121	21,765	20,000
General operations fee	1,619,376	2,340,000	1,560,000	2,003,284	2,010,000
Permits and fees	20,000	-	-	-	-
Reimbursed expenditures	13,736	-	-	-	-
General operations fee - penalty and other	4,922	1,000	7,236	8,000	5,000
Total revenues	<u>5,158,685</u>	<u>6,102,324</u>	<u>4,997,430</u>	<u>5,679,252</u>	<u>5,548,262</u>
TRANSFERS IN	<u>-</u>	<u>922,555</u>	<u>375,848</u>	<u>708,011</u>	<u>460,000</u>
Total funds available	<u>9,011,188</u>	<u>11,237,074</u>	<u>9,573,265</u>	<u>10,587,250</u>	<u>10,024,923</u>
EXPENDITURES					
General and administrative	294,087	319,000	214,605	314,952	328,000
Operations and maintenance	1,670,573	2,349,000	952,405	1,853,535	2,020,000
Debt service	2,835,892	2,905,000	1,191,470	2,894,091	2,900,000
Capital projects	10,649	1,025,000	457,161	800,000	460,000
Total expenditures	<u>4,811,201</u>	<u>6,598,000</u>	<u>2,815,641</u>	<u>5,862,578</u>	<u>5,708,000</u>
TRANSFERS OUT	<u>-</u>	<u>922,555</u>	<u>375,848</u>	<u>708,011</u>	<u>460,000</u>
Total expenditures and transfers out requiring appropriation	<u>4,811,201</u>	<u>7,520,555</u>	<u>3,191,489</u>	<u>6,570,589</u>	<u>6,168,000</u>
ENDING FUND BALANCES	<u>\$ 4,199,987</u>	<u>\$ 3,716,519</u>	<u>\$ 6,381,776</u>	<u>\$ 4,016,661</u>	<u>\$ 3,856,923</u>
EMERGENCY RESERVE	\$ 17,100	\$ 18,300	\$ 16,600	\$ 17,800	\$ 16,000
GENERAL & ADMIN RESERVE	500,000	500,000	500,000	500,000	350,000
CAPITAL REPLACEMENT RESERVE	-	-	-	-	200,000
GOF RESERVE	500,000	500,000	500,000	650,000	650,000
SERIES 2017 A-1 RESERVE	1,687,625	1,687,625	1,687,625	1,687,625	1,687,625
SERIES 2017 A-2 RESERVE	149,750	149,750	149,750	149,750	149,750
SERIES 2017 SURPLUS	300,000	300,000	300,000	300,000	300,000
TOTAL RESERVE	<u>\$ 3,154,475</u>	<u>\$ 3,155,675</u>	<u>\$ 3,153,975</u>	<u>\$ 3,305,175</u>	<u>\$ 3,353,375</u>

No assurance provided. See summary of significant assumptions.

1
PRELIMINARY DRAFT - SUBJECT TO REVISION

**SOUTHLANDS METRO DISTRICT NO. 1
PROPERTY TAX SUMMARY INFORMATION
2021 BUDGET
WITH 2019 ACTUAL AND 2020 ESTIMATED
For the Years Ended and Ending December 31,**

11/10/20

	ACTUAL 2019	BUDGET 2020	ACTUAL 8/31/2020	ESTIMATED 2020	BUDGET 2021
ASSESSED VALUATION					
Commercial	\$ 61,598,185	\$ 71,823,437	\$ 71,823,437	\$ 71,823,437	\$ 74,644,916
State assessed	430	20	20	20	622,563
Vacant land	392,819	418,563	418,563	418,563	418,563
Personal property	6,788,920	7,098,826	7,098,826	7,098,826	-
Certified Assessed Value	<u>\$ 68,780,354</u>	<u>\$ 79,340,846</u>	<u>\$ 79,340,846</u>	<u>\$ 79,340,846</u>	<u>\$ 75,686,042</u>
MILL LEVY					
General	7.000	7.000	7.000	7.000	6.500
Debt Service Fund - Series 2017 A-1	34.000	32.000	32.000	32.000	32.000
Debt Service Fund - Series 2017 A-2	3.500	3.500	3.500	3.500	3.500
Total mill levy	<u>44.500</u>	<u>42.500</u>	<u>42.500</u>	<u>42.500</u>	<u>42.000</u>
PROPERTY TAXES					
General	\$ 481,462	\$ 555,386	\$ 555,386	\$ 555,386	\$ 491,959
Debt Service Fund - Series 2017 A-1	2,338,532	2,538,907	2,538,907	2,538,907	2,421,953
Debt Service Fund - Series 2017 A-2	240,731	277,693	277,693	277,693	264,901
Levied property taxes	3,060,725	3,371,986	3,371,986	3,371,986	3,178,813
Adjustments to actual/rounding	38,630	-	(154,185)	-	-
Refunds and abatements	(50,891)	-	(74,101)	(74,101)	-
Budgeted property taxes	<u>\$ 3,048,464</u>	<u>\$ 3,371,986</u>	<u>\$ 3,143,700</u>	<u>\$ 3,297,885</u>	<u>\$ 3,178,813</u>
ASSESSED VALUATION					
Commercial	\$ 2,840,551	\$ 2,999,470	\$ 2,999,470	\$ 2,999,470	\$ 2,999,470
State assessed	10	10	10	10	10
Vacant land	145	145	145	145	145
Personal property	237,402	219,696	219,696	219,696	269,556
Certified Assessed Value	<u>\$ 3,078,108</u>	<u>\$ 3,219,321</u>	<u>\$ 3,219,321</u>	<u>\$ 3,219,321</u>	<u>\$ 3,269,181</u>
MILL LEVY					
Debt Service Fund - Series 2017 A-1	34.000	32.000	32.000	32.000	32.000
Total mill levy	<u>34.000</u>	<u>32.000</u>	<u>32.000</u>	<u>32.000</u>	<u>32.000</u>
PROPERTY TAXES					
Debt Service Fund - Series 2017 A-1	104,656	103,018	103,018	103,018	104,614
Budgeted property taxes	<u>\$ 104,656</u>	<u>\$ 103,018</u>	<u>\$ 103,018</u>	<u>\$ 103,018</u>	<u>\$ 104,614</u>
BUDGETED PROPERTY TAXES					
General	\$ 479,533	\$ 555,386	\$ 517,786	\$ 543,181	\$ 491,959
Debt Service	2,673,587	2,919,618	2,728,932	2,857,722	2,791,468
	<u>\$ 3,153,120</u>	<u>\$ 3,475,004</u>	<u>\$ 3,246,718</u>	<u>\$ 3,400,903</u>	<u>\$ 3,283,427</u>

No assurance provided. See summary of significant assumptions.

SOUTHLANDS METRO DISTRICT NO. 1
GENERAL FUND
2021 BUDGET
WITH 2019 ACTUAL AND 2020 ESTIMATED
For the Years Ended and Ending December 31,

11/10/20

	ACTUAL 2019	BUDGET 2020	ACTUAL 8/31/2020	ESTIMATED 2020	BUDGET 2021
BEGINNING FUND BALANCES	\$ 998,741	\$ 1,255,548	\$ 1,273,040	\$ 1,273,040	\$ 841,758
REVENUES					
Property taxes	479,533	555,386	517,786	543,181	491,959
Specific ownership tax	37,746	33,320	25,740	38,500	34,435
Interest income	31,107	20,000	8,217	10,000	5,000
Permits and fees	20,000	-	-	-	-
Total revenues	<u>568,386</u>	<u>608,706</u>	<u>551,743</u>	<u>591,681</u>	<u>531,394</u>
Total funds available	<u>1,567,127</u>	<u>1,864,254</u>	<u>1,824,783</u>	<u>1,864,721</u>	<u>1,373,152</u>
EXPENDITURES					
General and administrative					
Accounting	54,181	63,000	35,500	60,000	63,000
Auditing	5,500	6,000	5,500	5,500	6,000
County Treasurer's fee	7,195	8,331	7,752	8,148	7,380
Directors' fees	5,500	6,000	3,600	5,200	6,000
Dues and licenses	1,553	2,000	1,650	1,650	2,000
Insurance and bonds	23,140	33,000	32,450	32,450	38,000
District management	69,994	65,000	48,316	72,000	70,000
Legal services	73,100	65,000	34,513	60,000	65,000
Miscellaneous	803	1,000	10,782	12,000	5,000
Billing services	10,032	10,000	8,108	12,000	12,000
Election expense	-	2,000	1,034	1,004	-
Public Events	43,089	45,000	25,400	45,000	45,000
Contingency	-	12,669	-	-	8,620
Total expenditures	<u>294,087</u>	<u>319,000</u>	<u>214,605</u>	<u>314,952</u>	<u>328,000</u>
TRANSFERS OUT					
Transfers to other fund	<u>-</u>	<u>922,555</u>	<u>375,848</u>	<u>708,011</u>	<u>460,000</u>
Total expenditures and transfers out requiring appropriation	<u>294,087</u>	<u>1,241,555</u>	<u>590,453</u>	<u>1,022,963</u>	<u>788,000</u>
ENDING FUND BALANCES	<u>\$ 1,273,040</u>	<u>\$ 622,699</u>	<u>\$ 1,234,330</u>	<u>\$ 841,758</u>	<u>\$ 585,152</u>
EMERGENCY RESERVE	\$ 17,100	\$ 18,300	\$ 16,600	\$ 17,800	\$ 16,000
GENERAL & ADMIN RESERVE	500,000	500,000	500,000	500,000	350,000
CAPITAL REPLACEMENT RESERVE	-	-	-	-	200,000
TOTAL RESERVE	<u>\$ 517,100</u>	<u>\$ 518,300</u>	<u>\$ 516,600</u>	<u>\$ 517,800</u>	<u>\$ 566,000</u>

No assurance provided. See summary of significant assumptions.

SOUTHLANDS METRO DISTRICT NO. 1
GENERAL OPERATIONS FEE FUND
2021 BUDGET
WITH 2019 ACTUAL AND 2020 ESTIMATED
For the Years Ended and Ending December 31,

11/10/20

	ACTUAL 2019	BUDGET 2020	ACTUAL 8/31/2020	ESTIMATED 2020	BUDGET 2021
BEGINNING FUND BALANCES	\$ 500,000	\$ 500,000	\$ 479,451	\$ 479,451	\$ 650,000
REVENUES					
Interest income	11,990	8,000	7,487	8,500	5,000
Reimbursed expenditures	13,736	-	-	-	-
Other revenue	-	-	4,300	4,300	-
General operations fee	1,619,376	2,340,000	1,560,000	2,003,284	2,010,000
General operations fee - penalty and other	4,922	1,000	7,236	8,000	5,000
Total revenues	<u>1,650,024</u>	<u>2,349,000</u>	<u>1,579,023</u>	<u>2,024,084</u>	<u>2,020,000</u>
Total funds available	<u>2,150,024</u>	<u>2,849,000</u>	<u>2,058,474</u>	<u>2,503,535</u>	<u>2,670,000</u>
EXPENDITURES					
Operations and maintenance					
Floral	187,013	275,000	178,338	250,000	250,000
Monthly cleaning	186,555	215,000	107,379	187,000	187,000
Pest control	-	10,000	-	1,200	10,000
Property maintenance	112,035	116,000	74,690	112,035	116,000
Landscape maintenance & irrigation repair	173,174	400,000	101,604	200,000	170,000
Property management	36,992	40,000	24,176	40,000	45,000
Repairs and maintenance	103,394	300,000	32,631	160,000	335,000
Security	56,650	80,000	37,595	72,000	70,000
Signage and decor	103,846	110,000	34,538	70,000	105,000
Snow removal	395,798	400,000	156,520	400,000	400,000
Street lighting/ striping	87,568	100,000	75,922	100,000	100,000
Street repairs/sidewalk	64,349	115,000	1,400	76,000	42,000
Street sweeping	22,860	25,000	15,240	25,000	25,000
Traffic signals maintenance	425	3,000	-	300	5,000
Utilities	139,914	160,000	112,372	160,000	160,000
Total expenditures	<u>1,670,573</u>	<u>2,349,000</u>	<u>952,405</u>	<u>1,853,535</u>	<u>2,020,000</u>
Total expenditures and transfers out requiring appropriation	<u>1,670,573</u>	<u>2,349,000</u>	<u>952,405</u>	<u>1,853,535</u>	<u>2,020,000</u>
ENDING FUND BALANCES	<u>\$ 479,451</u>	<u>\$ 500,000</u>	<u>\$ 1,106,069</u>	<u>\$ 650,000</u>	<u>\$ 650,000</u>
GOF RESERVE	<u>\$ 500,000</u>	<u>\$ 500,000</u>	<u>\$ 500,000</u>	<u>\$ 650,000</u>	<u>\$ 650,000</u>
TOTAL RESERVE	<u>\$ 500,000</u>	<u>\$ 500,000</u>	<u>\$ 500,000</u>	<u>\$ 650,000</u>	<u>\$ 650,000</u>

No assurance provided. See summary of significant assumptions.

SOUTHLANDS METRO DISTRICT NO. 1
GENERAL OPERATIONS FEE FUND - REPAIRS AND MAINTENANCE
2021 BUDGET
WITH 2019 ACTUAL AND 2020 ESTIMATED
For the Years Ended and Ending December 31,

11/10/20

ESTIMATED	BUDGET
2020	2021

REPAIRS AND MAINTENANCE

Banners	\$	70,000	\$	30,000
Retaining wall repairs/replace caps		10,000		5,000
Tree replacement/removal/care		20,000		100,000
Fountains/chemicals		10,000		30,000
Contingency/other		25,000		50,000
Detention pond (950)		25,000		25,000
Playground inspections/repairs		-		4,000
Locates		-		6,000
Irrigation system upgrade		-		85,000
TOTAL		\$ 160,000		\$ 335,000

No assurance provided. See summary of significant assumptions.

**SOUTHLANDS METRO DISTRICT NO. 1
DEBT SERVICE FUND
2021 BUDGET
WITH 2019 ACTUAL AND 2020 ESTIMATED
For the Years Ended and Ending December 31,**

11/10/20

	ACTUAL 2019	BUDGET 2020	ACTUAL 8/31/2020	ESTIMATED 2020	BUDGET 2021
BEGINNING FUND BALANCES	\$ 2,252,817	\$ 2,354,202	\$ 2,355,772	\$ 2,355,772	\$ 2,524,903
REVENUES					
Property taxes	2,673,587	2,919,618	2,728,932	2,857,722	2,791,468
Specific ownership tax	210,414	175,000	135,315	202,500	195,400
Interest income	54,846	50,000	2,152	3,000	10,000
Total revenues	<u>2,938,847</u>	<u>3,144,618</u>	<u>2,866,399</u>	<u>3,063,222</u>	<u>2,996,868</u>
Total funds available	<u>5,191,664</u>	<u>5,498,820</u>	<u>5,222,171</u>	<u>5,418,994</u>	<u>5,521,771</u>
EXPENDITURES					
Debt Service					
Bond interest - Series 2017 A-1	2,117,600	2,104,250	1,052,125	2,104,250	2,088,950
Bond interest - Series 2017 A-2	187,175	185,975	92,988	185,975	184,625
Bond principal - Series 2017 A-1	445,000	510,000	-	510,000	525,000
Bond principal - Series 2017 A-2	40,000	45,000	-	45,000	45,000
Contingency	-	10,481	-	-	8,553
County Treasurer's fee	40,117	43,794	40,857	42,866	41,872
Paying agent fees	6,000	5,500	5,500	6,000	6,000
Total expenditures	<u>2,835,892</u>	<u>2,905,000</u>	<u>1,191,470</u>	<u>2,894,091</u>	<u>2,900,000</u>
Total expenditures and transfers out requiring appropriation	<u>2,835,892</u>	<u>2,905,000</u>	<u>1,191,470</u>	<u>2,894,091</u>	<u>2,900,000</u>
ENDING FUND BALANCES	<u>\$ 2,355,772</u>	<u>\$ 2,593,820</u>	<u>\$ 4,030,701</u>	<u>\$ 2,524,903</u>	<u>\$ 2,621,771</u>
SERIES 2017 A-1 RESERVE	\$ 1,687,625	\$ 1,687,625	\$ 1,687,625	\$ 1,687,625	\$ 1,687,625
SERIES 2017 A-2 RESERVE	149,750	149,750	149,750	149,750	149,750
SERIES 2017 SURPLUS	300,000	300,000	300,000	300,000	300,000
TOTAL RESERVE	<u>\$ 2,137,375</u>	<u>\$ 2,137,375</u>	<u>\$ 2,137,375</u>	<u>\$ 2,137,375</u>	<u>\$ 2,137,375</u>

No assurance provided. See summary of significant assumptions.

**SOUTHLANDS METRO DISTRICT NO. 1
CAPITAL PROJECTS FUND
2021 BUDGET
WITH 2019 ACTUAL AND 2020 ESTIMATED
For the Years Ended and Ending December 31,**

11/10/20

	ACTUAL 2019	BUDGET 2020	ACTUAL 8/31/2020	ESTIMATED 2020	BUDGET 2021
BEGINNING FUND BALANCES	\$ 100,945	\$ 102,445	\$ 91,724	\$ 91,724	\$ -
REVENUES					
Interest income	1,428	-	265	265	-
Total revenues	<u>1,428</u>	<u>-</u>	<u>265</u>	<u>265</u>	<u>-</u>
TRANSFERS IN					
Transfers from other funds	<u>-</u>	<u>922,555</u>	<u>375,848</u>	<u>708,011</u>	<u>460,000</u>
Total funds available	<u>102,373</u>	<u>1,025,000</u>	<u>467,837</u>	<u>800,000</u>	<u>460,000</u>
EXPENDITURES					
Capital Projects					
Monument	10,649	-	-	-	160,000
HUB/Landscape	-	800,000	457,161	800,000	-
Medians/ Design	-	225,000	-	-	300,000
Total expenditures	<u>10,649</u>	<u>1,025,000</u>	<u>457,161</u>	<u>800,000</u>	<u>460,000</u>
Total expenditures and transfers out requiring appropriation	<u>10,649</u>	<u>1,025,000</u>	<u>457,161</u>	<u>800,000</u>	<u>460,000</u>
ENDING FUND BALANCES	<u>\$ 91,724</u>	<u>\$ -</u>	<u>\$ 10,676</u>	<u>\$ -</u>	<u>\$ -</u>

No assurance provided. See summary of significant assumptions.

**SOUTHLANDS METROPOLITAN DISTRICT NO. 1
2021 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
2021 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 7% 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 Interest 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
2021 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).

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
2021 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 2021, 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>
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>\$ 43,305,000</u>	<u>\$ 39,178,750</u>	<u>\$ 82,483,750</u>

No assurance provided. See 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>
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>\$ 3,825,000</u>	<u>\$ 3,464,525</u>	<u>\$ 7,289,525</u>

No assurance provided. See 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>
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>\$ 47,130,000</u>	<u>\$ 42,643,275</u>	<u>\$ 89,773,275</u>

No assurance provided. See summary of significant assumptions.

Resolution No. 2020-11-03

**RESOLUTION
ADOPTING BUDGET, IMPOSING MILL LEVY AND APPROPRIATING FUNDS**

(2021)

The Board of Directors of Southlands Metropolitan District No. 1 (the “**Board**”), City of Aurora, Colorado (the “**District**”) held a special meeting via teleconference on November 17, 2020, at the hour of 9:00 A.M.

Prior to the meeting, each of the directors was notified of the date, time and place of the budget meeting and the purpose for which it was called and a notice of the meeting was posted or published in accordance with § 29-1-106, C.R.S.

[Remainder of Page Intentionally Left Blank.]

NOTICE AS TO PROPOSED 2021 BUDGET

A RESOLUTION SUMMARIZING EXPENDITURES AND REVENUES FOR EACH FUND AND ADOPTING A BUDGET AND APPROPRIATING SUMS OF MONEY TO EACH FUND IN THE AMOUNTS AND FOR THE PURPOSES SET FORTH HEREIN FOR THE DISTRICT FOR THE CALENDAR YEAR BEGINNING ON THE FIRST DAY OF JANUARY 2021 AND ENDING ON THE LAST DAY OF DECEMBER 2021.

WHEREAS, the Board has authorized its accountant to prepare and submit a proposed budget to the Board in accordance with Colorado law; and

WHEREAS, the proposed budget has been submitted to the Board for its review and consideration; and

WHEREAS, upon due and proper notice, provided in accordance with Colorado law, said proposed budget was open for inspection by the public at a designated place, a public hearing was held on November 17, 2020, interested electors were given the opportunity to file or present any objections to said proposed budget at any time prior to final adoption of the budget by the Board.

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

Section 1. Adoption of Budget. The budget attached hereto and incorporated herein is approved and adopted as the budget of the District for fiscal year 2021. In the event of recertification of values by the County Assessor's Office after the date of adoption hereof, staff is hereby directed to modify and/or adjust the budget and certification to reflect the recertification without the need for additional Board authorization. Any such modification to the budget or certification as contemplated by this Section 1 shall be deemed ratified by the Board.

Section 2. Levy for General Operating Expenses. For the purpose of meeting all general operating expenses of the District during the 2021 budget year, there is hereby levied a tax of 7.000 mills upon each dollar of the total valuation of assessment of all taxable property within the District.

Section 3. Levy for Debt Service Obligations. For the purposes of meeting all debt service obligations of the District during the 2021 budget year, there is hereby levied a tax of

35.500 mills upon each dollar of the total valuation of assessment of all taxable property within the District.

Section 4. Levy for Contractual Obligation Expenses. For the purposes of meeting all contractual obligations of the District during the 2021 budget year, there is hereby levied a tax of 0.000 mills upon each dollar of the total valuation of assessment of all taxable property within the District.

Section 5. Levy for Capital Project Expenses. For the purposes of meeting all capital project obligations of the District during the 2021 budget year, there is hereby levied a tax of 0.000 mills upon each dollar of the total valuation of assessment of all taxable property within the District.

Section 6. Certification to County Commissioners. The Board directs its legal counsel, manager, accountant or other designee to certify to the Board of County Commissioners of Arapahoe County, Colorado the mill levies for the District as set forth herein. Such certification shall be in compliance with the requirements of Colorado law.

Section 7. Appropriations. The amounts set forth as expenditures in the budget attached hereto are hereby appropriated.

Section 8. Filing of Budget and Budget Message. The Board hereby directs its legal counsel, manager or other designee to file a certified copy of the adopted budget resolution, the budget and budget message with the Division of Local Government by January 30 of the ensuing year.

Section 9. Budget Certification. The budget shall be certified by a member of the District, or a person appointed by the District, and made a part of the public records of the District.

[Remainder of page intentionally left blank.]

ADOPTED THIS 17TH DAY OF NOVEMBER, 2020.

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

STATE OF COLORADO
COUNTY OF ARAPAHOE
SOUTHLANDS METROPOLITAN DISTRICT NO. 1

I hereby certify that the foregoing resolution constitutes a true and correct copy of the record of proceedings of the Board adopted by a majority of the Board at a District meeting held on Tuesday, November 17, 2020, via teleconference as recorded in the official record of the proceedings of the District.

IN WITNESS WHEREOF, I have hereunto subscribed my name this 17th day of November, 2020.

EXHIBIT A
BUDGET DOCUMENT
BUDGET MESSAGE

After Recording, Return to:
White, Bear & Ankele Professional Corporation
2154 East Commons Avenue, Suite 2000
Centennial, Colorado 80122

ACCESS AND MAINTENANCE EASEMENT AGREEMENT
(Plaza Improvements)

This ACCESS AND MAINTENANCE EASEMENT AGREEMENT (this “**Agreement**”) is made and entered into as of this ___ day of October, 2020, by and between SOUTHLANDS TC LLC, a Delaware limited liability company (“**Southlands TC**”) and SOUTHLANDS METROPOLITAN DISTRICT NO. 1, a quasi-municipal corporation and political subdivision of the State of Colorado (the “**District**”). Southlands TC and the District are referred to in this Agreement individually as a “**Party**” and collectively as the “**Parties**.” This Agreement is made in contemplation of the following facts and circumstances:

RECITALS

A. Southlands TC is the owner of certain real property located in the City of Aurora, Arapahoe County, Colorado, as more particularly described on Exhibit A, attached hereto and incorporated herein by reference (the “**Plaza**”).

B. The District previously financed, installed, or caused to be installed certain public improvements on the Plaza, including public art (in the way of bronze bear sculptures and a compass rose in the fountain pavers), a pop jet fountain (including mechanical equipment in the basement areas under the Plaza), landscape planters, site lighting, a stage with shade sails, and a paver sidewalk/walkway (the “**District Improvements**”).

C. As certain of the District Improvements were becoming outdated, and in order to “refresh” the Plaza, provide a better public experience, and decrease ongoing capital and maintenance costs associated with the pop-jet fountain, Southlands TC and the District determined that replacement of certain of the District Improvements (the “**Project**”) was in the best interests of the Parties, property owners within the District, and the general public.

D. Southlands TC, as the owner of the Plaza, oversaw the Project, and installed, or caused to be installed new landscape planters, artificial turf, a climbing feature, trees, a pop-jet fountain (including mechanical equipment in the basement areas under the Plaza), a fire-pit, seating areas, furnishing, and related improvements (the “**Southlands TC Improvements**”, and the Southlands TC Improvements together with the remaining District Improvements, the “**Plaza Improvements**”), as shown and described on Exhibit B, attached hereto and incorporated herein by reference.

E. As the Plaza Improvements provide a public benefit, the District has agreed to operate and maintain the Plaza Improvements on the in exchange for the rights granted to the District under this Agreement.

F. In exchange for the District’s operation and maintenance of the Plaza Improvements, Southlands TC has agreed to grant to the District a non-exclusive, perpetual easement over those areas of the Plaza as shown in Exhibit C, attached hereto and incorporated

herein by reference (the “**Easement Property**”), for the purposes of (i) allowing the District and its members, directors, officers, agents, contractors, successors and assigns, access to operate, maintain and repair the Plaza Improvements, and (ii) allowing the general public access, ingress and egress to the Plaza Improvements, including District-sponsored events, all subject to the terms and conditions set forth in this Agreement.

AGREEMENT

NOW, THEREFORE, in consideration of the mutual promises and agreements set forth in this Agreement, and for other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Southlands TC and the District covenant and agree as follows:

1. Grant of Easement. Southlands TC hereby grants, sells, bargains and conveys to the District, its successors and assigns, for its and their benefit, and for the benefit of its and their agents, employees, invitees, contractors, and licensees, a permanent, perpetual, non-exclusive easement, together with all rights and privileges as or incidental to the District’s full use and enjoyment of its easement rights, on, over, above, under, across, and through the Easement Property for the purposes of (i) accessing, installing, constructing, maintaining, repairing, and operating, the Plaza Improvements, and (ii) allowing the general public access, ingress and egress to the Plaza Improvements, including District-sponsored events, all subject to the terms and conditions set forth in this Agreement (the “**Easement**”). It is hereby acknowledged that the Easement constitutes a servitude upon the land and runs with the land.

3. District Operation and Maintenance Responsibilities.

a. The District shall be responsible for the operation and maintenance of the Plaza Improvements on the Easement Property, at the District’s sole cost and expense, to standards reasonably acceptable to Southlands TC, in compliance with all applicable federal, state, county and local or municipal body or agency statutes, ordinances and regulations, including, without limitation, any licensing, bonding, and permit requirements, and including without limitation, any such laws relating to storage, use or disposal of hazardous wastes, substances or materials, and access under the Americans with Disabilities Act. Operation and maintenance shall specifically include, without limitation, (a) keeping the Easement Property in a clean and un-littered condition, (b) removing when reasonable and necessary, snow, ice and other debris, and (c) keeping and maintaining the Plaza Improvements on the Easement Property in good order, condition and repair. Maintenance shall specifically exclude capital repairs or replacements exceeding \$5,000 (“**Capital Repairs**”). Southlands TC will be responsible for, at its sole cost and expense all Capital Repairs, and will coordinate such Capital Repairs with the District.

a. The services to be provided by the District shall not, without the prior written approval of Southlands TC, include physical enlargement, expansion, extension, or addition of a component of the Plaza Improvements or any portion thereof, but shall include operation, maintenance, repairs and replacements of existing components with like materials or improvements or technologically equivalent materials, as needed in the ordinary course of maintenance and operation of the Plaza Improvements.

b. In the event all or any portion of the Easement Property must be closed temporarily for maintenance or repair of the Plaza Improvements, the District shall provide Southlands TC at least three (3) days prior written notice of such closure, except in the event of an emergency closure. In event of an emergency closure of the Easement Property, the District shall provide Southland TC with notice as the circumstances permit, which may be after the Easement Property has been closed.

c. In the event that the District is not, in Southlands TC's reasonable opinion, adequately performing its operation, maintenance and other responsibilities with respect to the Plaza Improvements on the Easement Property, Southlands TC may, at its option, after first giving written notice and a reasonable opportunity to cure (but in any event the District shall commence to cure the same within ten (10) business days after receiving such notice and thereafter diligently prosecute such cure to completion), enter the property to perform necessary maintenance or other related work. Should Southlands TC incur any cost with respect to the assumption of the District's maintenance and other responsibilities as described in this Agreement, the District agrees that Southlands TC has the right to bill the District for all reasonable and actual costs associated with Southlands TC's maintenance activities as set forth herein. Notwithstanding the foregoing, any District's maintenance obligation set forth in this Section 3 is contingent upon annual appropriations as further set forth in Section 10 of this Agreement.

4. Mutual Indemnification. Subject to Section 19 below, the District, Southlands TC and their successors and assigns, to the extent permitted by law, if at all, shall each indemnify, defend and hold harmless the other, and their respective members, officers, directors, managers, agents, and employees against and from any and all claims, damages, actions, loss, cost and expense (including but not limited to attorneys' fees) resulting directly or indirectly from their own respective negligent and/or willful acts or omissions or the negligent or willful acts or omissions of their respective contractors, employees or agents (acting within the scope of their engagement, employment or agency) with respect to the Plaza, the Plaza Improvements, the Easement Property and the Easement.

5. Utilities. The District shall be responsible for, and shall pay before delinquency, all charges for any and all utility services that are supplied to the Plaza Improvements on the Easement Property, including but not limited to charges for water and electric utilities.

6. Insurance. For so long as this Easement remains in effect, the District shall, at the District's sole cost and expense, insure the Plaza Improvements located on the Easement Property at full replacement value. In addition, the District shall, from and after the date hereof, and for so long as this Easement remains in effect, at the District's sole cost and expense, maintain insurance covering the risks that are customary in the District's business, consistent with applicable risk management parameters and in compliance with Colorado law, and, at a minimum, shall insure the District against claims, demands, or actions for loss, damage or injury arising out of use of the Easement, in amounts not less than \$1,000,000 per occurrence for bodily injury and property damage liability.

8. Use of Plaza and Easement Property. Southlands TC reserves the non-exclusive right to use the entirety of the Plaza, including the Easement Property, for events. Southlands

TC shall notify the District of such use, which shall include the date of such event, the party using the Plaza (or any portion of the Easement Property thereof), and such other information as the District may reasonably request, at least ten (10) days prior to said event. Conversely, the District shall notify Southlands TC of District events to be held on the Easement Property, which shall include the date of such event and type of event, at least ten (10) days prior to said event. Each of Southlands TC and the District may adopt reasonable rules and regulations governing the use of the Plaza and the Easement Property, respectively, not in conflict with the rights of the Parties under this Agreement, and in compliance with all Federal, State and local laws, regulations, and ordinances. [Discuss permitting of events]

9. Restoration. The District will promptly repair any damage to the Easement Property caused by the District and/or the District's contractors, subcontractors, or agents, and the District will restore the Easement Property to the same condition as existed prior to any entry onto or work performed on the Easement Property by the District or the District's contractors, subcontractors, or agents. The District shall restore the surface of any ground that has been disturbed in connection with such work, except as may be modified to accommodate the District's necessary uses, in a reasonably similar manner to its condition immediately preceding such use.

10. Subject to Annual Appropriation and Budget. The District does not intend hereby to create a multiple-fiscal year direct or indirect debt or other financial obligation whatsoever. The performance of all financial obligations of the District under this Agreement are subject to annual appropriation, budgeting, and availability of funds to discharge such obligations. Nothing in this Agreement constitutes a pledge of the District's credit or faith, directly or indirectly, to Southlands TC. No provision of this Agreement shall be construed or interpreted as a delegation of governmental powers by the District, or as creating a multiple-fiscal year direct or indirect debt or other financial obligation whatsoever of the District or statutory debt limitation, including, without limitation, Article X, Section 20 or Article XI, Section 6 of the Constitution of the State of Colorado. No provision of this Agreement shall be construed to pledge or create a lien on any class or source of District funds.

11. Inurement. This Agreement shall run with the land and each and every one of the benefits and burdens of this Agreement shall inure to and be binding upon the Parties, their respective legal representatives, heirs, successors and assigns.

12. No Third-Party Beneficiaries. This Agreement is not intended nor shall it be construed to create any third-party beneficiary rights in any person who is not expressly referenced herein as a party benefited or burdened hereby.

13. No Joint Venture, Partnership, Agency, Etc. This Agreement will not be construed as in any way establishing a partnership, joint venture, express or implied agency, or employer-employee relationship between Southlands TC and the District.

14. Subjacent and Lateral Support. The District shall have and exercise the right of subjacent and lateral support to whatever extent is necessary or convenient for the District's full use and enjoyment of the Easement.

15. Subject to Matters of Record. This Agreement and the rights granted hereunder shall be subject to any existing liens and/or encumbrances affecting the Easement Property.

16. Attorneys' Fees. Should any legal proceeding be brought in connection with this Agreement, including without limitation, actions based on contract, tort or statute, the prevailing party in such action shall be awarded all costs and expenses incurred in connection with such action, including reasonable attorneys' fees. The provisions of this Section 16 shall survive the expiration or the termination of the Agreement.

17. Captions. The captions of this Agreement are for convenience and reference only and in no way define, describe, extend, or limit the scope, meaning, or intent of this Agreement.

18. Entire Agreement. This Agreement (including the exhibits attached hereto, which are incorporated herein) constitutes the entire understanding and agreement between the Parties with respect to the subject matter hereof, and supersedes all negotiations or previous understandings or agreements between the Parties with respect to all or any part of the subject matter hereof.

19. Governmental Immunity. Nothing in this Agreement shall be construed to limit, modify, or otherwise constitute a waiver, in whole or in part, of any governmental immunity that may be available by law to the District, its respective officials, employees, contractors or agents, and in particular, the District's rights and protections under the Colorado Governmental Immunity Act, §§ 24-10-101, *et seq.*, C.R.S., as amended from time to time.

20. Modification; Waiver. This Agreement may not be modified or discharged in any respect, except by a further agreement in writing duly executed by Southlands TC and the District or their successors and assigns. However, any consent, waiver, approval, or authorization will be effective if signed by the party granting or making such consent, waiver, approval, or authorization. No waiver shall be deemed a continuing waiver with respect to any breach or default, whether of similar or different nature, unless expressly stated in writing.

21. Governing Law. This Agreement, including all questions concerning the construction, validity and interpretation of this Agreement, and the exhibits hereto, and all claims or controversies arising out of or relating to this Agreement, shall be governed and construed under the applicable laws of the State of Colorado, without regard to conflict of law principals that would result in the application of any law other than the law of the State of Colorado. Venue for all actions arising from this Agreement shall be in the District Court in and for Arapahoe County. The Parties expressly and irrevocably waive any objections or rights which may affect venue of any such action, including, but not limited to, *forum non-conveniens* or otherwise.

22. Severability. If any portion of this Agreement is declared by any court of competent jurisdiction to be void or unenforceable, such decision shall not affect the validity of any remaining portion of this Agreement, which shall remain in full force and effect. In addition, in lieu of such void or unenforceable provision, there shall automatically be added as part of this Agreement a provision similar in terms to such illegal, invalid or unenforceable provision so that the resulting reformed provision is legal, valid and enforceable.

23. Recording. This Agreement shall be recorded in the real property records of Arapahoe County, Colorado.

24. Southlands TC Authority. Southlands TC covenants and agrees with the District that Southlands TC has full power and lawful authority to grant, bargain, declare and convey the Easement to the District. Southlands TC further promises and agrees to warrant and forever defend the District in the exercise of the District's rights hereunder against any defect in Southlands TC's title to the Easement Property and Southlands TC's right to make the grant described herein, except matters of record.

25. Construction. The language used in this Agreement will be deemed to be the language chosen by the Parties to express their mutual intent, and no rule of strict construction will be applied against any party hereto. This Agreement shall be given a reasonable construction so that the intention of the Parties can be carried out. The Parties hereby acknowledge they have both participated substantially in the negotiation, drafting and revision of this Agreement with representation by counsel and/or such other advisers as they have deemed appropriate. Accordingly, this Agreement shall be deemed to have been prepared jointly by the Parties and shall not be construed against any party as the drafter hereof.

26. Counterparts. This Agreement may be executed in several counterparts, each of which may be deemed an original, but all of which together shall constitute one and the same instrument. Executed copies hereof may be delivered by facsimile or email of a PDF document, and upon receipt, shall be deemed originals and binding upon the signatories hereto, and shall have the full force and effect of the original for all purposes, included the rules of evidence applicable to court proceedings.

[Signature page follows]

IN WITNESS WHEREOF, Southlands TC and the District have executed this Agreement as of the date first set forth above.

NWSL TOWN CENTER LLC, a Delaware limited liability company

By: _____
Name: _____
Its: _____

STATE OF COLORADO)
) ss.
COUNTY OF _____)

The foregoing instrument was acknowledged before me this ____ day of _____ 2017, by _____, as _____ of NWSL Town Center LLC, a Delaware limited liability company.

Witness my hand and official seal.

My commission expires: _____

Notary Public

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

By: _____
Officer

Attest:

[Signature page to Access and Maintenance Easement Agreement]

EXHIBIT A
Plaza Property

EXHIBIT B
Plaza Improvements

EXHIBIT C
Easement Property

Resolution No. 2020-11-02

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

**DESIGNATING THE DISTRICT'S WEBSITE FOR THE ONLINE POSTING OF
MEETING NOTICES AND 24-HOUR POSTING LOCATION**

WHEREAS, the Southlands Metropolitan District No. 1 (the “**District**”) is a quasi-municipal corporation and political subdivision of the State of Colorado; and

WHEREAS, pursuant to § 24-6-402(1)(a), C.R.S., the District is a local public body and subject to the provisions of §§ 24-6-401, *et seq.*, C.R.S.; and

WHEREAS, pursuant to § 32-1-903(2) and § 24-6-402(2)(c), C.R.S., the District shall be considered to have given full and timely notice to the public if notice of the meeting is posted, with specific agenda information if available, on a public website of the District no less than twenty-four (24) hours prior to the meeting; and

WHEREAS, pursuant to § 24-6-402(2)(c), C.R.S., the District shall make the notice posted on the public website accessible at no charge to the public, consider linking the notice to any appropriate social media accounts of the District, and, to the extent feasible, make the notices searchable by type of meeting, date of meeting, time of meeting, agenda contents, and any other category deemed appropriate by the District; and

WHEREAS, pursuant to § 24-6-402(2)(c), C.R.S., the District shall designate a place within the boundaries of the local public body at which it may post a notice no less than twenty-four (24) hours in advance of the meeting in the event that the District is unable to post the notice online due to exigent or emergency circumstances.

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

1. Pursuant to § 24-6-402(2)(c), C.R.S., the Board hereby designates <https://www.colorado.gov/southlandsmd1> as the website at which notices of District meetings will be posted twenty-four (24) hours in advance.

2. Pursuant to § 24-6-402(2)(c), C.R.S., the Board hereby designates the following location for the posting of its meeting notices twenty-four (24) hours in advance in the event that the District is unable to post notice on the District’s website:

The intersection of S. Aurora Parkway and Orchard Road

ADOPTED this 17th day of November, 2020.

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

[Signature Page to Resolution Designating the 24-Hour Posting Location.]



CDI
ENVIRONMENTAL CONTRACTOR

5884 W. Arroyo Blvd
Suite A, Aurora, CO 80015

T 303-471-1572 F 303-987-2032 E info@cdi-services.com


To: SDMS	Contact: Robert Graham
Address: 141 Union Boulevard, Suite 150 Lakewood, CO 80228	Phone: 303-987-0835
	Fax: 303-987-2032
Project Name: SOMD1 Detention Pond Maintenance	Bid Number:
Project Location: Aurora, CO	Bid Date: 11/2/2020
Addendum #: 0	

Item Description	Estimated Quantity	Unit	Unit Price	Total Price
Pond Area Inspection (Spring, Mid-season, And Fall) To Ensure Outlet And Inlet Structures Are Clear Of Trash And Debris.	3.00	EACH	\$400.00	\$1,200.00
Cleaning And Off Site Disposal Of Sediment, Trash, Weeds, Vegetation Including Trees Up To 2" Cal.	2.00	EACH	\$8,500.00	\$17,000.00
Cleaning Of The Pond, Trickle Channel, Forebay, Micropool, Well Screens, Restrictor Plate And Orifice Plate Of The Outlet Structure.				

Total Bid Price: \$18,200.00

Notes:

- If a third mid season treatment is required it will be billed at the same unit rate.
- This proposal does not include Restoration or Rehabilitation scopes of work.
- This bid does not include the handling or disposal of bio hazardous materials.
- This bid does not include removal of abandon vehicles, equipment or illegally disposed of materials.
- This bid does not include pest, mosquito or or algae treatment or control.
- No work is included in this proposal unless specifically identified above.
- This bid does not include soil import, soil export, soil placement, or grading.
- This bid does not include traffic control.
- This bid does not include engineering, permits or testing.
- This bid does not include surveying or layout.
- This bid does not include a bond.
- Additional mobilizations will be charged at the unit price.
- Required job training. If required training is not disclosed at the time of estimate, labor time needed for training will be charged at a T&M rate.
- Owner Controlled Insurance Program (OCIP) has not been included in this bid. If enrollment in an Owner Controlled Insurance Program (OCIP) is required, a deduction in contract value is not allowed.
- Any fees for billing or project management platforms such as Textura are not included in this proposal and will be billed as an additional cost to the project.
- The work in this bid is not subject to retention.
- **This proposal is good for 60 days following the date given on the proposal.**

Consolidated Divisions, Inc. dba  ENVIRONMENTAL CONTRACTOR
An Equal Opportunity Employer

Payment Terms:

Payment due 30 days from invoice.

<p>ACCEPTED: The above prices, specifications and conditions are satisfactory and are hereby accepted.</p> <p>Buyer: _____</p> <p>Signature: _____</p> <p>Date of Acceptance: _____</p>	<p>CONFIRMED: Consolidated Divisions, Inc DbA CDI Environmental Contractors</p> <p>Authorized Signature: _____</p> <p>Estimator: Jamie Salisbury 303.241.1853 jamies@cdi-services.com</p>
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PLANT MATERIAL



Images	Scientific Name	Common Name	Type	Height	Spread	Seasonal Colors			
						Fall	Winter	Spring	Summer
Ground Cover									
	<i>Delosperma cooperi</i>	Hardy Ice Plant	Groundcover Perennial Cactus/Succulent	3-6". tall	24" wide				
	<i>Delosperma cooperi</i> 'Jewel of Desert Moonstone'	Jewel of Desert Moonstone Ice Plant	Groundcover Perennial Cactus/Succulent	3-6". tall	24" wide				
	<i>Gazania linearis</i> 'Colorado Gold'	Colorado Gold Treasure Flower	Groundcover Perennial	3-6" tall	1' wide				
	<i>Arctostaphylos uva-ursi</i> 'Massachusetts'	Massachusetts Kinnikinnick	Shrub Groundcover	1' tall	10-15' wide				
	<i>Juniperus horizontalis</i> 'Hughes'	Hughes Juniper	Conifer Groundcover Shrub	1' tall	6-8" wide				
Grasses									
	<i>Pennisetum orientale</i> 'Karley Rose'	Karley Rose Oriental Fountain Grass	Perennial Ornamental Grass	3-4' tall	3-4' wide				
	<i>Bouteloua gracilis</i> 'Blonde Ambition'	Blonde Ambition Blue Gramma Grass	Perennial Ornamental Grass	3' tall	3' wide				
	<i>Nassella tenuissima</i>	Mexican Feather Grass	Ornamental Grass	1-2' tall	30" wide				
Perennials									
	<i>Perovskia altiplicifolia</i>	Russian Sage	Perennial	3-4' tall	3-4' wide				
	<i>Echinacea</i> x 'Balsomey'	Sombrero Lemon Yellow Coneflower	Perennial	24-26" tall	16-22" wide				

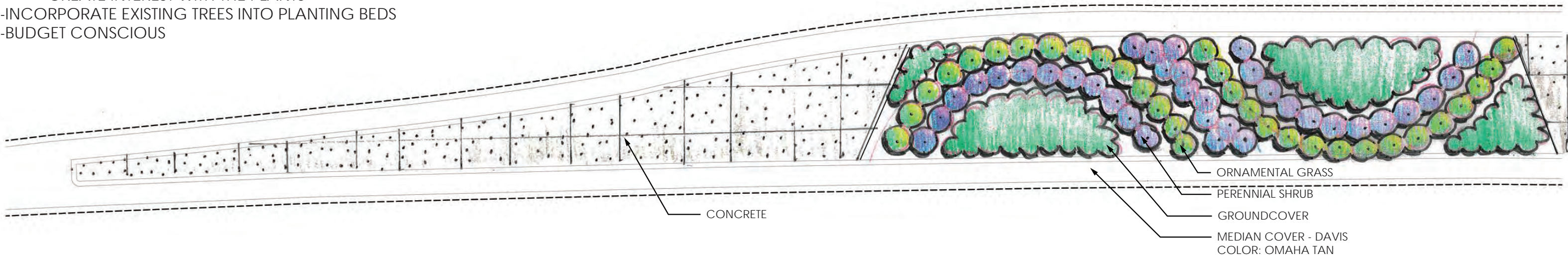
SOUTHLANDS NO.1 - MEDIANS



CONCEPT 1 - SIMPLE AND CLEAN

- REDUCE GRASS LAWN
REPLACE EXISTING GRASS LAWNS WITH CONCRETE
- CREATE POCKET FLOWER BEDS
CAN VARY IN SIZE
- USE XERIC, LOW-MAINTENANCE, TOUGH PLANTS
CREATE INTEREST WITH THE PLANTS
- INCORPORATE EXISTING TREES INTO PLANTING BEDS
- BUDGET CONSCIOUS

E. SMOKY HILL RD.

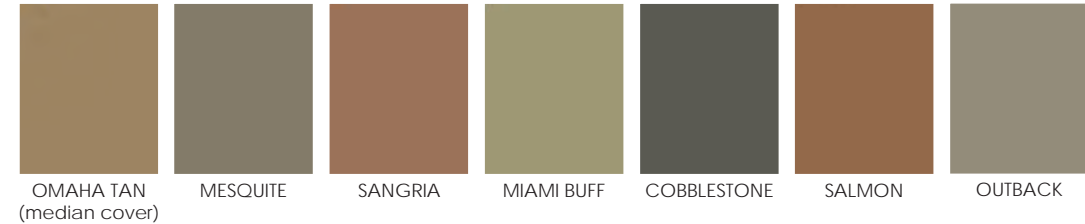


E. SMOKY HILL RD.

CONCRETE OPTIONS: CONCRETE FINISHING



CONCRETE COLORING



*may require additional city approval for concrete.

STONE OPTIONS:

DESIGN INSPIRATION:

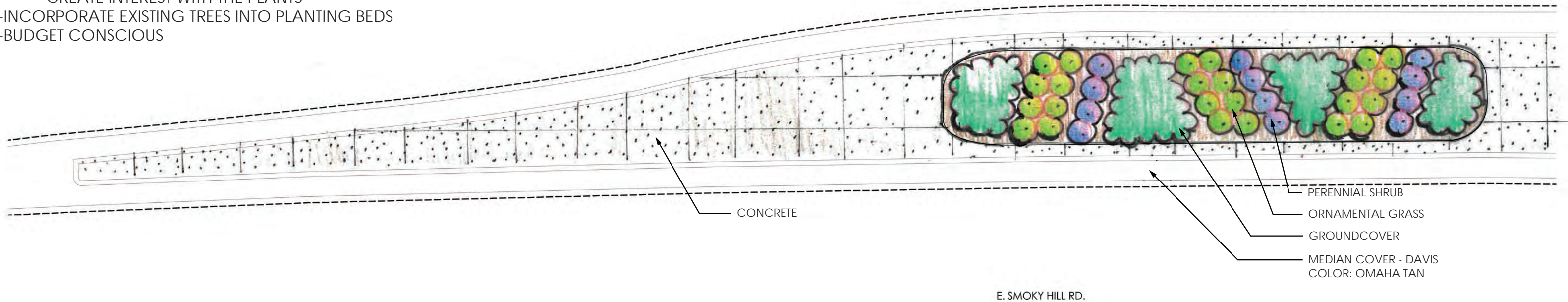




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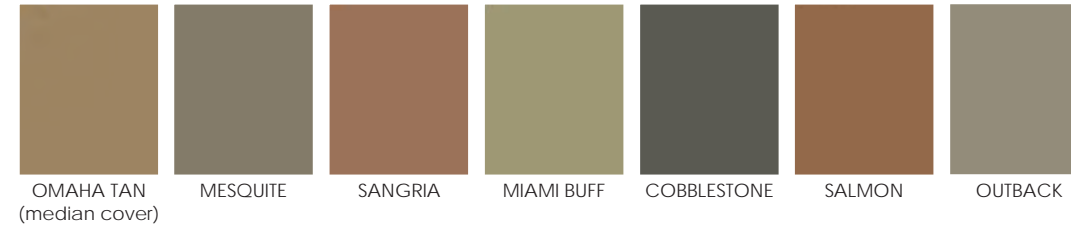
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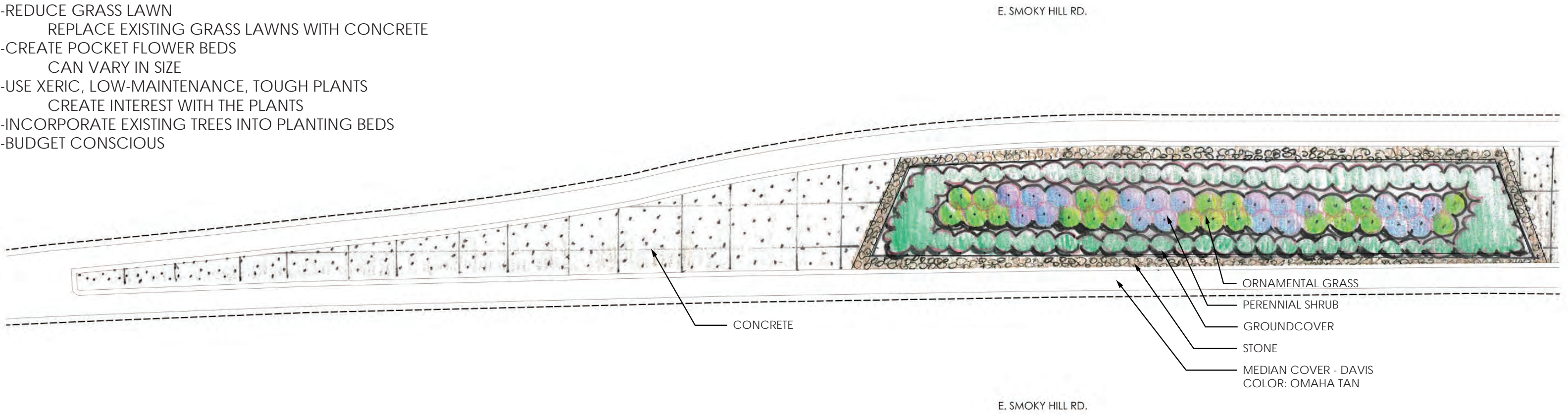
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CONCEPT 1 - SIMPLE AND CLEAN



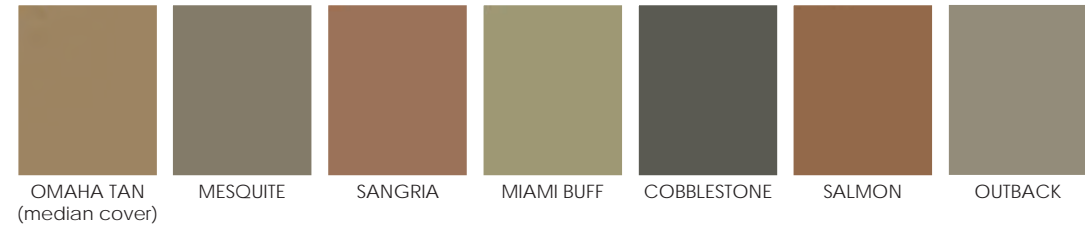
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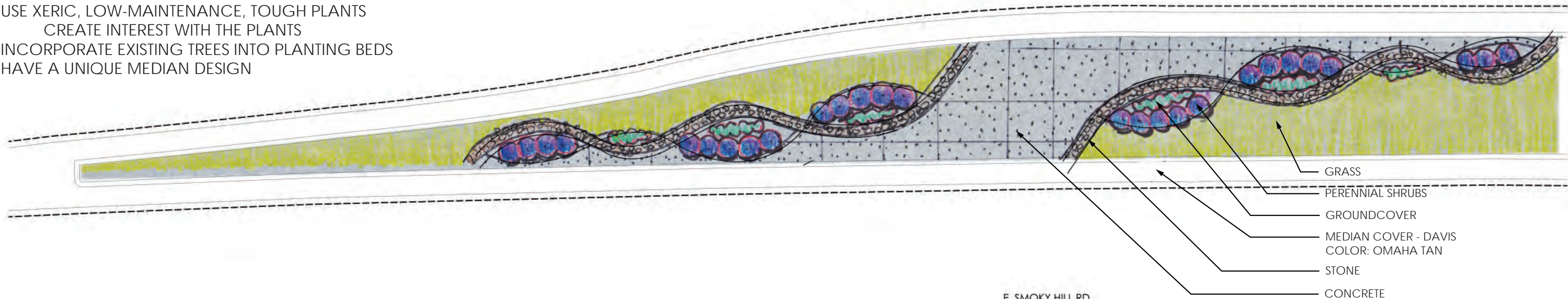




CONCEPT 2 - BRAIDED

- REDUCE LARGE EXPANSES OF GRASS LAWN
- USE MATERIALITY TO CREATE INTEREST IN THE MEDIAN
 - GRASS
 - CONCRETE
 - COBBLE ROCK
 - MULCH + PLANTS
- USE XERIC, LOW-MAINTENANCE, TOUGH PLANTS
- CREATE INTEREST WITH THE PLANTS
- INCORPORATE EXISTING TREES INTO PLANTING BEDS
- HAVE A UNIQUE MEDIAN DESIGN

E. SMOKY HILL RD.



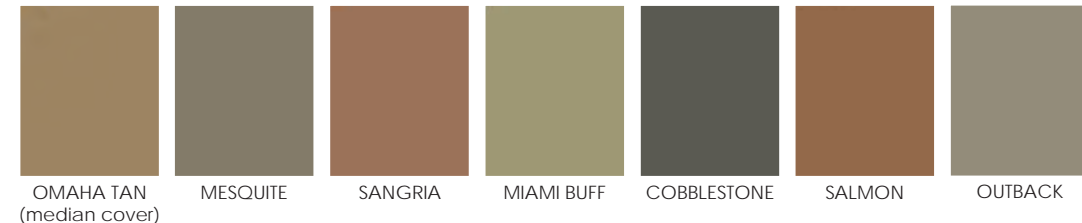
- GRASS
- PERENNIAL SHRUBS
- GROUNDCOVER
- MEDIAN COVER - DAVIS
COLOR: OMAHA TAN
- STONE
- CONCRETE

E. SMOKY HILL RD.

CONCRETE OPTIONS: CONCRETE FINISHING



CONCRETE COLORING



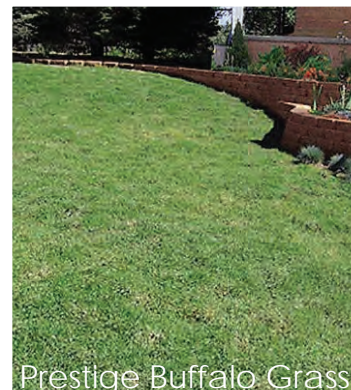
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GRASS OPTIONS:



Kentucky Bluegrass

relatively shallow roots, lower tolerances for heat and drought. Required mowing. Heavily irrigated.



Prestige Buffalo Grass

considered drought tolerant, has extremely deep roots, and requires very little supplemental water once established. Mowing is optional.



Hachita Blue Gramma Grass

an excellent native turf grass that has good drought tolerance and low maintenance requirements. Mowing is optional.



Legacy Buffalo Grass

a native sod forming grass that uses a lot less water and is ideal in xeric landscapes and water wise lawns. Less mowing.

STONE OPTIONS:



Cobblestone

DESIGN INSPIRATION:

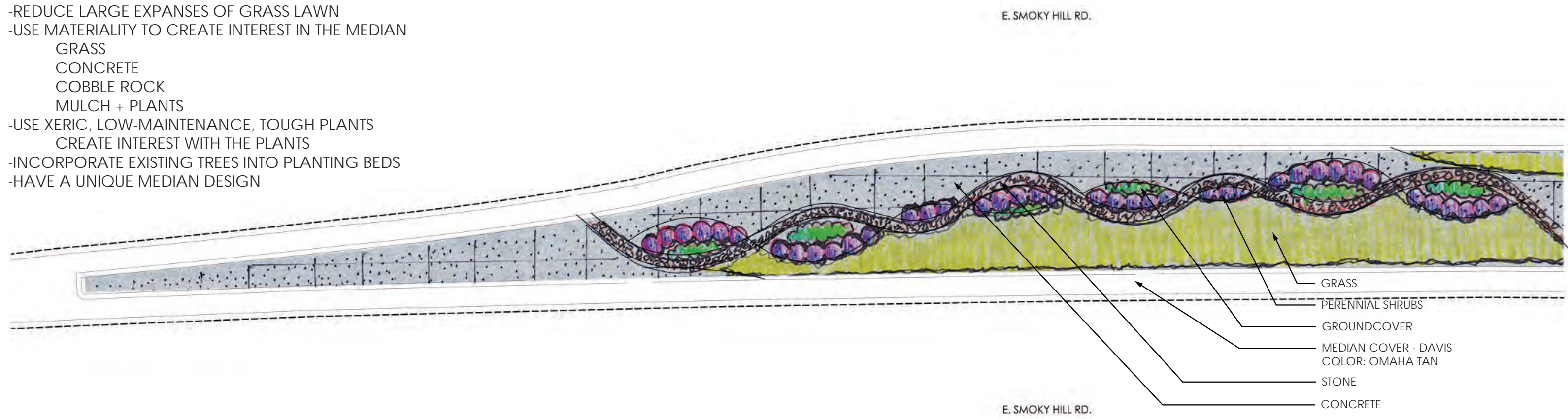


SOUTHLANDS NO.1 - MEDIANS



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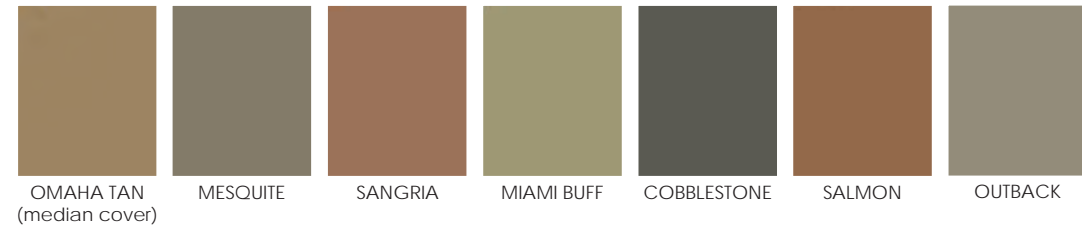
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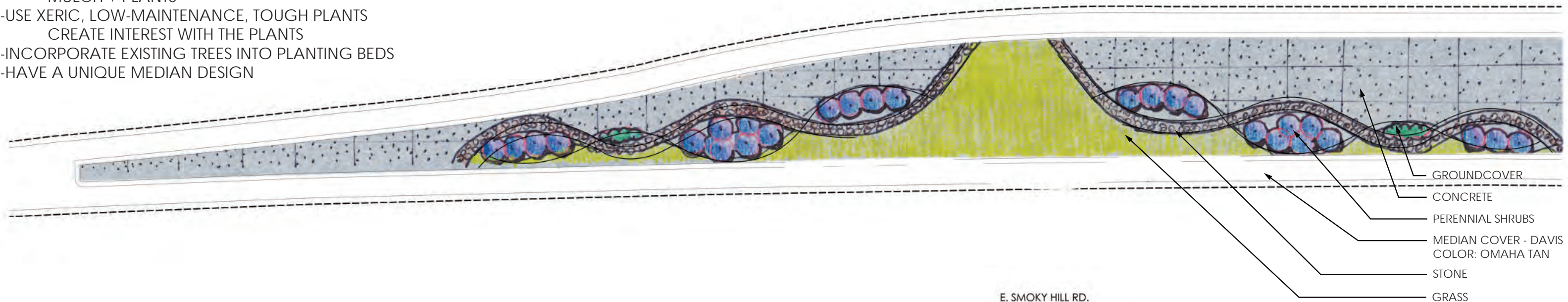
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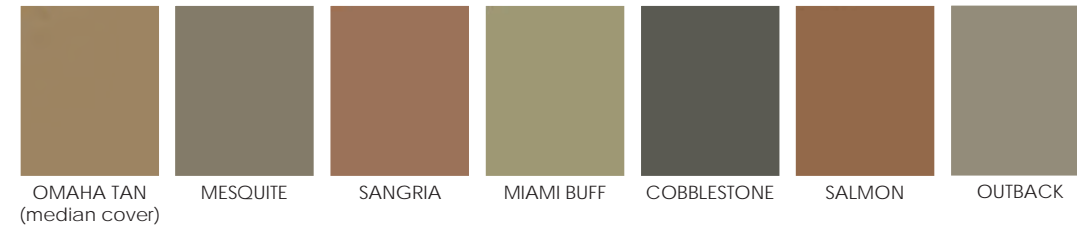


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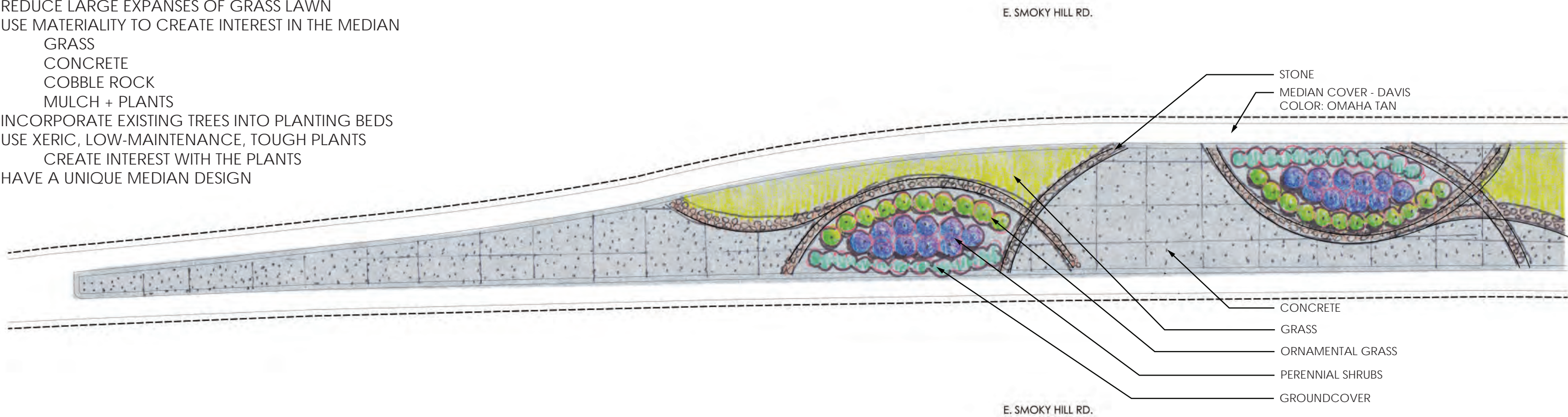


SOUTHLANDS NO.1 - MEDIANS



CONCEPT 3 - HALF MOON

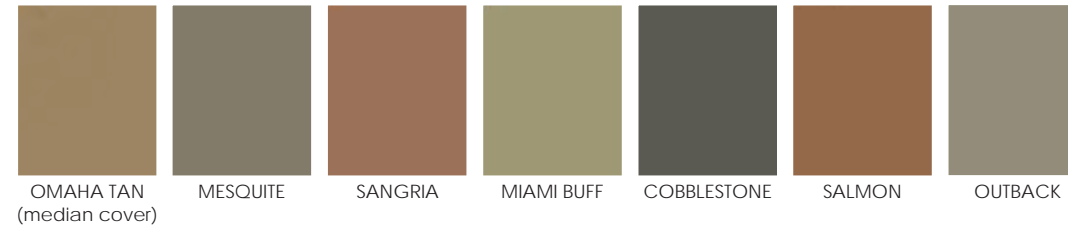
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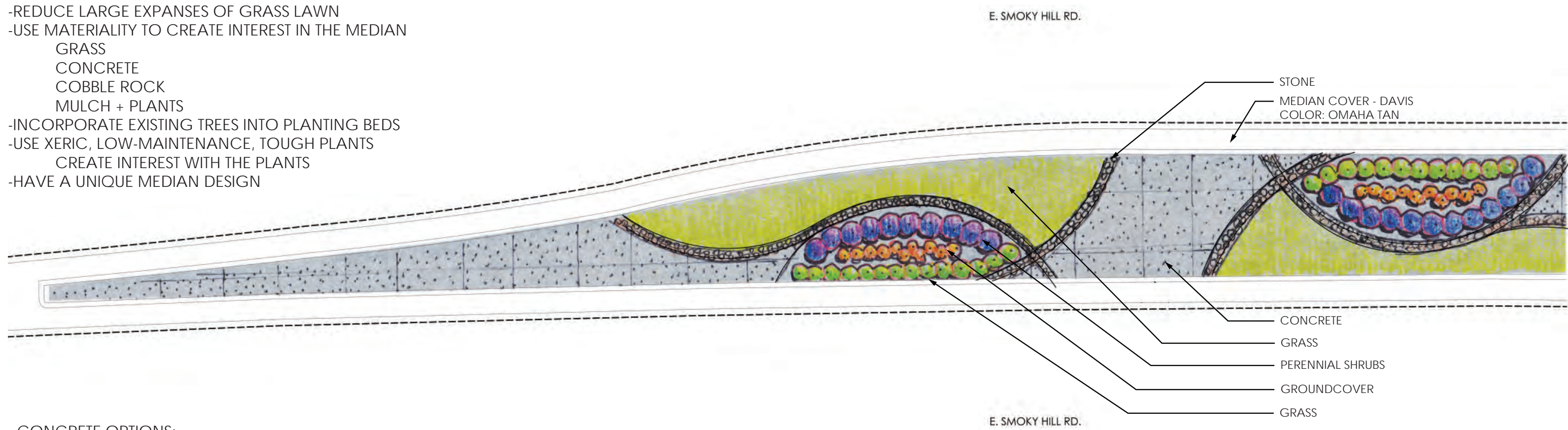
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CONCEPT 3 - HALF MOON

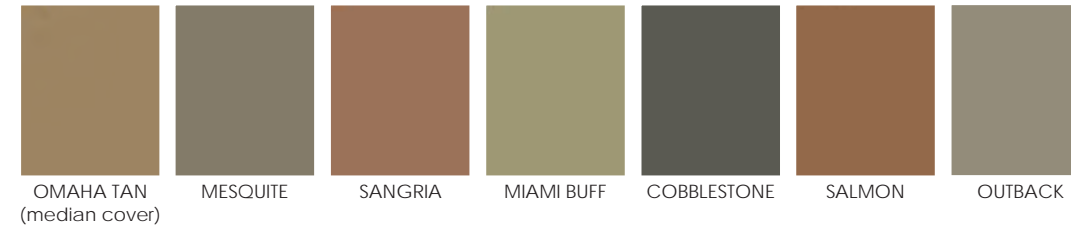
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CONCRETE COLORING

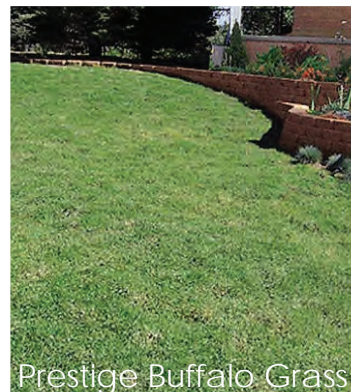


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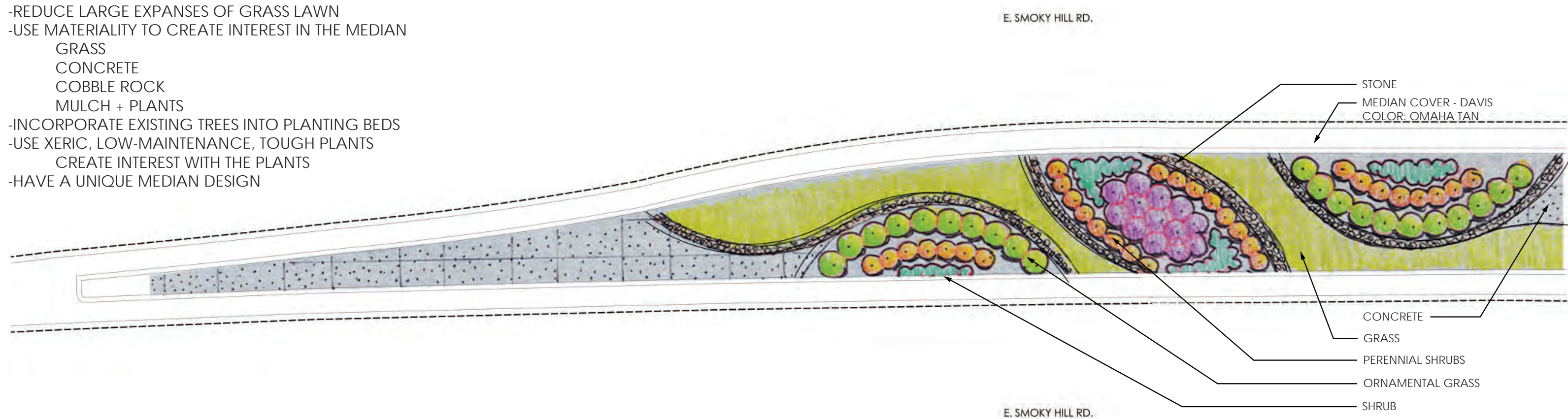


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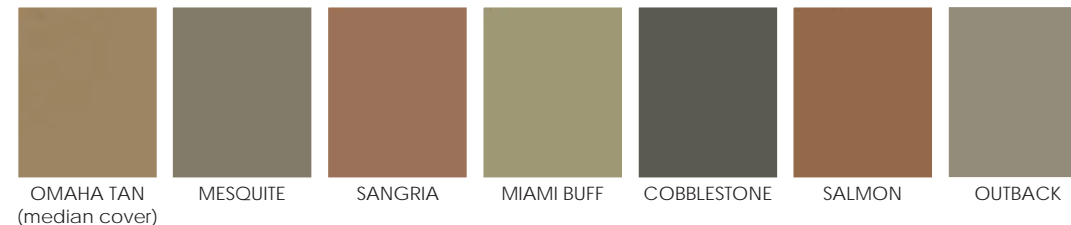
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- INCORPORATE EXISTING TREES INTO PLANTING BEDS
- USE XERIC, LOW-MAINTENANCE, TOUGH PLANTS
 - CREATE INTEREST WITH THE PLANTS
- HAVE A UNIQUE MEDIAN DESIGN



CONCRETE OPTIONS: CONCRETE FINISHING



CONCRETE COLORING



*may require additional city approval for concrete.

GRASS OPTIONS:



Kentucky Bluegrass
relatively shallow roots, lower tolerances for heat and drought. Required mowing. Heavily irrigated.

Prestige Buffalo Grass
considered drought tolerant, has extremely deep roots, and requires very little supplemental water once established. Mowing is optional.

Hachita Blue Gramma Grass
an excellent native turf grass that has good drought tolerance and low maintenance requirements. Mowing is optional.

Legacy Buffalo Grass
a native sod forming grass that uses a lot less water and is ideal in xeric landscapes and water wise lawns. Less mowing.

STONE OPTIONS:



Washed River Rock

Cobblestone

DESIGN INSPIRATION:



SOUTHLANDS NO.1 - MEDIANS



Annual Cost Projection Worksheet

CLIENT COMPANY:	Metropolitan District No 1
PROPERTY NAME:	Southlands Metro District
DATE PREPARED:	9/18/2020

EFFECTIVE DATE: 10/1/2020

SECTION 1: CONTRACT HOURS							
POSITION	WEEKLY HOURS	WAGE RATE	BILL RATE	OT/HOLIDAY WAGE RATE	OT/HOLIDAY BILL RATE	WEEKLY BILLING	ANNUAL BILLING
Assistant Account Manager	40	\$ 21.50	\$ 30.68	\$ 32.25	\$ 46.02	\$ 1,227.22	\$ 63,815.44
	0	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
	0	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
	0	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
	0	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
	0	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
	0	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
	0	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
TOTALS:	40					\$ 1,227.22	\$ 63,815.44

SECTION 2: TECHNOLOGY						
ITEMS	QUANTITY	UNIT COST	MONTHLY BILLING	ANNUAL BILLING	NOTES	
INCIDENT REPORTING/MANAGEMENT SYSTEM	0	\$ -	\$ -	\$ -	N/A	
LEARNING MANAGEMENT SYSTEM FOR TRAINING	0	\$ -	\$ -	\$ -	N/A	
WORKFORCE MANAGEMENT SYSTEMS	0	\$ -	\$ -	\$ -	N/A	
LAPTOP/DESKTOP COMPUTER	0	\$ -	\$ -	\$ -	N/A	
RADIOS WITH CHARGERS	0	\$ -	\$ -	\$ -	N/A	
TABLET WITH WIRELESS CONNECTIVITY	0	\$ -	\$ -	\$ -	N/A	
SMART PHONE WITH CYCOP/HELIAUS	0	\$ -	\$ -	\$ -	N/A	
SMART PHONE	0	\$ -	\$ -	\$ -	N/A	
TOTALS:	0		\$ -	\$ -		

SECTION 3: HEALTHCARE					
HEALTHCARE COVERAGE	PROJECTED # OF ENROLLEES	PREMIUM PER ENROLLEE	MONTHLY BILLING	ANNUAL BILLING	NOTES
Hourly Staff	0	\$ -	\$ -	\$ -	N/A
Salaried Management Staff	1	\$ 450.00	\$ 450.00	\$ 5,400.00	Billed as Incurred
TOTALS:	0		\$ 450.00	\$ 5,400.00	Estimates based on anticipated participation

SECTION 4: ADDITIONAL BENEFITS			
BENEFIT	MONTHLY BILLING	ANNUAL BILLING	NOTES
VACATION/ANNIVERSARY BONUS	\$ -	\$ -	1 week after one year based on hours worked
HOLIDAY PREMIUM PAY	\$ -	\$ -	New Year's Day, Presidents Day, Memorial Day, Independence Day, Labor Day, Thanksgiving Day and Christmas Day
SICK PAY	\$ -	\$ -	Billed as incurred where required by law
TOTALS:	\$ -	\$ -	

SECTION 5: VEHICLES					
VEHICLE TYPE	QUANTITY	UNIT COST	MONTHLY BILLING	ANNUAL BILLING	NOTES
PATROL VEHICLE	0	\$ -	\$ -	\$ -	N/A
GOLF CART	0	\$ -	\$ -	\$ -	N/A
BICYCLE	0	\$ -	\$ -	\$ -	N/A
TOTALS:	0	\$ -	\$ -	\$ -	

SECTION 6: TRAINING			
TRAINING TYPE	MONTHLY BILLING	ANNUAL BILLING	NOTES
PRE-ASSIGNMENT/BASIC TRAINING	\$ -	\$ -	INCLUDED
CPR, FIRST AID, & AED TRAINING	\$ -	\$ -	WITHIN 90 DAYS OF EMPLOYMENT
CONTINUING/OTHER EDUCATION	\$ -	\$ -	INCLUDED
TOTALS:	\$ -	\$ -	

SECTION 7: UNIFORMS, EQUIPMENT AND OTHER			
ITEM	MONTHLY BILLING	ANNUAL BILLING	NOTES
UNIFORMS & ACCESSORIES	\$ -	\$ -	INCLUDED AT NO COST TO EMPLOYEE
BASIC OFFICE SUPPLIES	\$ -	\$ -	INCLUDED
DRUG TESTING/PRE-EMPLOYMENT SCREENING	\$ -	\$ -	INCLUDED
PEPPER SPRAY/HANDCUFFS/BATONS	\$ -	\$ -	N/A
TOTALS:	\$ -	\$ -	

TOTAL PROJECTED COST:	WEEKLY	MONTHLY	ANNUAL
	\$ 1,331.07	\$ 5,767.95	\$ 69,215.44

NOTE: Not included are Holiday /Extra Coverage Costs, Special Event Coverage, Off-Duty Police Coverage, Rent Expenses, and any other expenses not shown above. Should these items be required, the cost will be billed separately. Salaried positions are shown as annual cost figures billed on 52 weeks billing inclusive of any PTO.

Southlands Metro District #1 Tree Proposals:

Plant Health Care:

SDMS solicited proposals for Plant Health Care of the trees for the 2021 season on behalf of the Board of Directors of Southlands Metro District #1 from two certified arborists: Sav a Tree and Rocky Mountain Tree Care to provide a yearly plant health care program, pruning, removing dead trees and grinding the stumps, and a tree replacement program.

Both companies provided an inventory count of the trees on site at the Metro District as part of their proposals. Rocky Mountain Tree Care also provided an onsite evaluation of Southlands Metro District's #1 Trees. Counts will be verified once the vendor is chosen.

Tree Health Care:

Proposals for plant health care were provided as ala carte, meaning the Board can select just parts of the program if so wished. The totals for the entire plant health care as proposed by both companies are: Sav a Tree \$10,080*, Rocky Mountain Tree Care \$22,700. *

Dead Tree Removal:

The totals for the dead tree removal, and stump grinding as proposed by both companies are: Sav a Tree \$5,215 for 56 trees Rocky Mountain Tree Care \$14,185 for 83 Trees.

Tree Replacement:

Only Sav a Tree provided proposal for tree replacements for planting in the early spring of 2021. Sav A Tree is recommending to replace 56 trees in 2021 at a cost installed \$45,105. Sav a Tree's proposal is included.

Attached is a spreadsheet comparing the two certified arborists companies' proposals for plant health care, dead tree removal, stump grinding and pruning.

SDMS asked a Consulting Arborists, Tree Analysis, to provide a proposal for providing project management for a Plant Health Care program and Tree replacement program which is included in the Board Packet in case the Board decides to precede in a different direction.

SDMS Recommendation:

Both Sav a Tree and Rocky Mountain Tree Care are highly professional and respected tree companies in the Denver Metro Area. SDMS has worked with both Arborists, Dave Entwistle with Sav a Tree and Ryan Wessel with Rocky Mountain Tree Care in the past.

SDMS recommendation would be Sav a Tree to provide the plant health care program, the dead tree removal and tree replacement program for Southlands Metro District #1 for the upcoming season because of the level of detail/service that they will provide the District.

* Included are Fact Sheets from Colorado State University on the importance of a Plant Health Care Program.

Southlands Metro District #1

**SAV A TREE
ROCKY MOUNTAIN TREE CARE**

TREE INVENTORY	ASH	CRABAPPLE	BUR OAK	CANADIAN CHERRY	AUTUMN BLAZE MAPLE	HONEY LOCUST	PINES	HACKBERRIES	LINDENS	CHOKECHERRY	PLUMS	SYCAMORE	PEARS	JAPANESE TREE LILACS
SAV A TREE	206	13	88	9	12	49								
ROCKY MOUNTAIN TREE CARE	297	75	193		14	118	128	17	42	15	2	1	6	4

PHC	LILAC ASH BORER CONTROL (MAY)	LPS BEETLE SPRAY (PINES)(APRIL)	APHID,MITE,JAPANESE BEETLE SPRAY (JUNE, JULY, AUGUST)	DEEP ROOT FERTILIZER (MAY)	DEEP ROOT WATER (FALL/WINTER)	ASH TREE SOIL INJECTION
SAV A TREE	\$1,330			\$3,475	\$2,990 per application	\$3,705
ROCKY MOUNTAIN TREE CARE	\$1,900	\$1,100	\$3300 per application/\$9900 Total	\$9,800	\$4,000 per application	

REMOVAL, GRINDING AND PRUNING	REMOVE DEAD TREES (CUT LOW)	STUMP GRINDING	ASH TREE PRUNING	CRABAPPLES,PEARS,LILAC, CHOKECHERRIES AND PLUMS PRUNING (DORMANT)	PINE PRUNING	HONEYLOCUST, HACKBERRIES, LINDENS, MAPLES AND OAKS PRUNING	APHID AND MITE CONTROL (SPRING/MID SUMMER)
SAV A TREE	\$2645 (56 TREES)	\$2570 (56 STUMPS)					\$860 per application
ROCKY MOUNTAIN TREE CARE	\$9690 (83 TREES)	\$4495 (83 STUMPS)	\$20,000	\$7,500	\$9,500	\$25,000	

TREE REPLACEMENT RECCOMENDATIONS	2" STATE STREET MAPLE	1.75" KENTUCY COFFEE	1.75" IMPERIAL LOCUST	2" Bur Oaks	1.75" THORNLESS COCKSPUR HAWTHORNS
SAV A TREE	\$13,840 (16)	\$12,320 (16)	\$11,775 (15)	\$1680 (2)	\$5390 (7)
ROCKY MOUNTAIN TREE CARE					



**Rocky Mountain
Tree Care, Inc.**

10575 W. 64th Avenue
Arvada, Colorado 80004
303-431-5885
303-456-6369 fax

October 1, 2020

Special District Management Service, Inc
Attn: Robert Graham
141 Union Blvd
Lakewood, CO 80228

**Over 20 years of
expert care & experience**

Re: Southlands Metro District #1, Southlands Mall

Southlands Mall Metro District trees are mostly established but are young and still developing. Environmental and urban stresses have taken their toll on many of the trees. Tree diversity is lopsided to only 2 or 3 tree species dominating the majority of the inventory. Tree feeding insects have damaged or even killed many trees. A tree management program is needed to prevent more tree turn over and allow trees to grow into safe, healthy beautiful trees.

Trees planted along road ways live in a stressful environment. Challenges include small rooting volume, de-icing salts, compacted soil, urban heat island and drought. Insects and disease take advantage of weakened trees, often times permanently damaging or killing them. Plant health care programs are designed to control pests and mitigate environmental stress.

Inventory diversity is important to reduce the risk of catastrophic tree loss. Extreme environmental conditions and invasive pest introduction can create a liability to tree inventories low diversity. No one species of trees should comprise more than 10% of total tree inventory. Ash, oak, honeylocust and pines are all over represented. Future planting should focus on other tree species such as American linden, boxelder, Kentucky coffee tree and Ohio buckeye. All planting programs should have clear goals and standards.

Pruning young trees sets the structure for the rest of the trees life. Removing common defects like coe-dominate stems and crossing limbs can prevent future structural failure.

Tree management is important to create a beautiful property.

Thank you for the opportunity to evaluate your trees

Sincerely,

Ryan Wessels
Rocky Mountain Tree Care, Inc
303-775-7337

ISA Certified Arborist RM 7697A
Forestry B.S. Colorado State University 2011



**Rocky Mountain
Tree Care, Inc.**

10575 W. 64th Avenue
Arvada, Colorado 80004
303-431-5885
303-456-6369 fax

**Over 20 years of
expert care & experience**

October 1, 2020

Special District Management Service, Inc
Attn: Robert Graham
141 Union Blvd
Lakewood, CO 80228

Re: Southlands Metro District #1, Southlands Mall

Live tree count:

297	Ash
118	Honeylocust
128	Pines
17	Hackberries
42	Lindens
14	Maples
15	Chokecherry
2	Plums
193	Oaks
1	Sycamore
6	Pears
4	Japanese tree lilacs
75	Crabapples

Plant Health Care:

- | | |
|--|---------|
| • Lilac ash borer spray to all ash (May) | \$1,900 |
| • Ips beetle spray to all pines (April) | \$1,100 |
| • Aphid, mite and Japanese beetle spray to all trees and shrubs three times (June, July and August) \$3300 per application | \$9,900 |
| • Deep root feed all trees with methylene urea, chelated micro nutrients and mycorrhizae (May) | \$9,800 |

Plant Health Care: (Continued)

- Water all trees with wetting agent three times (July, August and winter) \$4500 per application \$13,500

Removals: leave stump at a 2" height above grade

Stump grinding: removes the whole stump and surface roots to a 12" depth.

Dead Tree Removal: (Trees more than 50% dead through upper canopy)

Orchard Road

- Remove 5 ash \$400
- Grind stumps \$200

Northwest storm water detention pond

- Remove 4 pines and 8 pines \$700
- No stump grind needed N/A

Southlands Parkway

- Remove 4 ash \$3,900
- Grind stumps \$1,900

Main Street and Adjacent cross street

- Remove 2 chokecherries \$200
- Grind stumps \$200

Southwest native area

- Remove 5 pines and 1 hackberry \$500
- Grind stumps \$250

Central Street

- Remove 31 ash \$2,900
- Grind stump \$1,400

Aurora Blvd

- Remove 4 oaks, 7 crabapples and 1 pine \$700
- Grind stumps \$350

Commons Avenue

- Remove 5 locust \$300
- Grind stumps \$150

Prospect Avenue and adjacent connection streets

- Remove 1 locust \$90
- Grind stump \$45

Pruning Specs: All tree pruning will be done by a trained professional to ANSI standards. Deadwood will be removed to a 1" diameter, thinning will approximately remove 10-20% of canopy, and shaping will restore natural shape of trees.

Pruning:

- Prune all ash to deadwood, thin and shape \$20,000
- Prune all crabapples, pears, Japanese tree lilac, chokecherries and plums in dormant season to deadwood, thin and shape \$7,500

Pruning: (Continued)

- Prune all pines to deadwood, lift and even skirts and head back canopy to clear structures, sidewalks and streets \$9,500
- Prune all honeylocust, hackberries, lindens, sycamore, maples and oaks to deadwood, thin and shape \$25,000

Please call if you have any questions

Thank you,

Ryan Wessels
Rocky Mountain Tree Care, Inc.
303-775-7337

ISA Certified Arborist RM 7697A
Forestry B.S. Colorado State University 2011



Two premier Colorado companies
now under the SavATree canopy.

5717 West 11th Avenue
Lakewood, CO 80214
phone: (303) 232-0666
email: lakewood@savatree.com

savatree.com



September 21, 2020

Special District Management Services

Attn: Robert Graham
141 Union Blvd #150
Lakewood, CO 80228
720-270-9822

Re: Southlands Metro District #1 / AK 4496819

2020 / 2021 PHC & GTC PROPOSAL

Hi Rob, here are my recommendations. Please let me know if you have any questions.

Trees on this site include 206 ash, 13 crabapples, 88 Bur oaks, 9 Canadian cherries, 12 Autumn blaze maples and 49 locusts.

Cut to low stumps the following dead and declining trees:

47 ash, 2 Bur oaks and 7 crabapples = 2,645.00

Grind and clean stumps = 2,570.00

Replacement tree recommendations:

Plant (16) 2" diameter State street maples = 13,840.00

Plant (16) 1.75" Kentucky coffee trees = 12,320.00

Plant (15) 1.75" Imperial locust trees = 11,775.00

Plant (2) 2" diameter Bur oaks = 1,680.00

Plant (7) 1.75" thornless Cockspur hawthorns = 5,390.00

2020 Plant health care recommendation:

Deep root water all trees Fall/Winter = 2,990.00 - This is the price per application, moisture dependent.

2021 Plant health care recommendations:

Treat all ash trees for lilac ash borer control = 1,330.00

Inject soil around all ash for leaf curl aphid control, apply at the high rate to also control Emerald ash borer = 3,705.00

Special District Maintenance Services
Re: Southlands Metro District #1
2020 / 2021 PHC & GTC Proposal
Page 2

Inspect all trees and treat as needed for aphid and mite control
Early season visit = 860.00
Mid-season visit = 860.00
Deep root fertilize with mycorrhizae and Kelp all established trees = 3,475.00

Respectfully submitted,



David Entwistle
Certified Arborist # RM-0445



October 2, 2020

Special District Management Services
c/o: Rob Graham
141 Union Boulevard, Suite #150
Lakewood, CO 80228

RE: Southlands Metropolitan District: 2020/21 Requested Proposals for Plans, Management and Oversight/Follow up for Tree Replanting, Tree Pruning, and Tree Healthcare Plans

Dear Rob:

Tree Analysis Group, LLC. (TAG) and I appreciate the opportunity to assist the Southlands Metrodistrict with implementing their 2020 tree planting plan and program for the streetscapes and medians for the district.

As requested, please see the attached proposals for TAG to provide Replanting, Pruning, and Tree Healthcare: Plans, oversight, assistance, and follow up inspections (three per year) for the Southlands Metrodistrict trees.

Please review our proposal and let us know if you, the District Manager, or the Metrodistrict Board have any questions or need any modifications made. The scope is intentionally limited to what we understand as being the tree needs, but we can easily expand, reduce, or change the scope or services for any of these as you would like or need and/or provide our services on a time and materials, hourly basis.

Thank you again for your interest in Tree Analysis Group and our arboricultural consulting services for the Southlands Metrodistrict. We look forward to working with you, the District Manager, and the Board to professionally address and manage the trees and tree needs for the Metrodistrict.

Sincerely,

Bob Howey
Principal
Tree Analysis Group, LLC / Irrigation Analysis
ISA Certified Arborist / ASCA Consulting Arborist / IA Certified Landscape Irrigation Auditor
bob@treeanalysis.com / 303-726-1952



The following proposals for Tree Analysis Group's (TAG) tree consulting services were requested by Rob Graham at Special Districts Management Services.

The Southlands Metrodistrict Trees are an urban forest of approximately 1360 total trees that represent a significant investment and adds greatly to the aesthetics, quality, and value of the Metrodistrict. Tree Analysis Group (TAG) proposes the following ongoing Tree Planning/Strategy, Project Management and Oversight, and Follow up Inspections as applicable for the trees with Southlands. This proposal is intended to direct, manage, and inspect the care and planting needs and work for the trees of Southlands. All included, these proposals serve as a comprehensive tree management program, but additional services and involvement can be provided if or as needed and requested.

A.) 2020/21 Tree Pruning Program - Management and Oversight/Inspections

1.) Tree Pruning Program: Plan, Management, and Oversight/Inspections: \$3,660

Ongoing Tree Pruning Program: Direction, Management, and Oversight for about 20% of the Southlands trees will include pre-proposal/RFP Inspection of the Trees, RFP/Scope of Work created for the work needed/desired by Southlands, and then Contract/Contractor oversight and inspection.

As requested, this proposal is focused strictly on the routine, annual tree pruning program for Southlands. This proposal does not include regular tree inspections, insect/disease evaluation except as is incidental to visits related to pruning, tree removal involvement unless done in conjunction with scheduled pruning, planting plans, or on call visits or tree emergencies.

Tree Analysis Group will provide the following Pruning Program Management:

- > Inspect all trees and develop a priority list for the current years' pruning needs.
- > Create scope of work and marked site maps that corresponds to the Southlands' tree pruning needs and budget.
- > Solicit/Request, Review/Evaluate, and provide Guidance and Recommendations for contractor selection, if desired, to the Board and Community Manager from the tree pruning proposals received.
- > Meet with, manage, communicate, and coordinate pruning work with the selected tree care provider on behalf of Southlands.
- > Follow-up and spot check on pruning work for quality and completeness, both while in progress, if /as possible and then when the entire pruning project has been completed by the contractor.
- > Review work and create final punch list for contractor, if/as needed.



Identifying Southlands current tree pruning needs, Create RFP and Pruning Maps, manage most of the RFP Bidding Process – if/as needed, Project Management: Contractor Assist and Inspection/Oversight.

This proposal is for the 2021 tree pruning program, but should be continued annually. Pruning should be done on a 3 to 6 year rotation for most trees, but will be recommended as needed based on tree growth and conditions. The pricing provided assumes that the annual pruning of roughly 15% of the 1360 trees will all be done at one time, as one job or project each year. If there are more trees to be pruned and/or if the pruning is separated into two or more phases or projects, then additional work will be necessary and we will provide a quote for this additional work as needed. Our services for Southlands will be performed by one of TAG's certified ISA Arborists to providing objective tree and tree care expertise, prioritized pruning recommendations, and the management and oversight of the entire pruning program. TAG's involvement with the pruning will result in the correct amount and type of work being done for the trees and verify that the desired pruning work is done properly and completely by the Southlands selected tree pruning contractor. Though the goal is for a complete and proper pruning to be done for the specified trees, TAG is not responsible for the service and work done by the selected pruning contractor.

Also available, but not currently included: Complete Tree Management Plan and Program oversight, Tree Inventory - Location/I.D./RFID tagging or G.I.S. mapping, Photo CD of all the trees in Southlands, and/or Hazardous Tree Inspection/Audit. Additional landscape oversight/consulting as well as Irrigation/Water Conservation consultation services are also available if needed.

We look forward to helping you proactively manage your trees and tree pruning of the Southlands HOA trees. Please let us know if you have any questions or if you would like to discuss any changes/ adjustments to the tree program outlined. Additional Tree Analysis Group, LLC and/or Metrodistrict or contract terms and conditions may also apply, if provided and agreed to by both parties.



B.) Tree Replanting - Plan, Replanting Implementation and Oversight, and Follow Up Inspections

Tree Analysis Group will provide the following requested tree consulting work pertaining to the tree replanting plan and implementation for about :

1.) Southlands Tree Replanting Plan and Planting Mapping: \$3,245

(based on approx. 200 trees).

- Understand the Metrodistrict Boards' intentions, desires, and budgeting for replanting. Also incorporate planning for Emerald Ash Borer and possible removal of existing Ash trees as well – optional/additional – let us know if desired.
- Review the provided original landscape plans/drawings, if available, to check for original tree selections and locations and compare these to current tree planting. If plans are unavailable, look for old stumps and make an educated guess as to any trees that are weak, dead, or missing.
- Provide list of specific trees for replanting including any dead, poor/weak, or missing trees. If the missing trees are still a good choice/selection, then they will be replanted, but if not, an alternate tree selection will be made and specified. If the Board or others have guidance or direction on tree selections, please advise, otherwise TAG's Arborist will make the tree selection and choose attractive, hardy, and trees appropriate to the location and in keeping with the original design intent.
- A numbered, reference map will be created and provided which shows the planned re-planting locations.

2.) Replanting Management/Oversight/Assistance: \$2,480

(based on approx. 200 trees).

- > Assist Manager and Contractor with current years tree planting RFP, utilize Tree Planting RFP and Planting Requirements template.
- > Review map of planting locations and tree species for each location.
- > Based on scheduling with the selected planting contractor, jointly flag and/or mark tree planting locations in advance, prior to planting day with contractor. (Contractor is responsible for tagging and plant selection.).
- > Meet with the selected tree planting contractor onsite on scheduled planting date: if possible, inspect trees: verify proper species, size, and general health/condition – if any issues are found, these will be communicated to the contractor and to Southlands, review planting locations, etc.
- > Spot check on and observe planting while in progress, verify that proper planting techniques and requirements are being followed.
- > Inspect completed planting and brief email report to manager on completion and any planting issues or concerns.



> Be available for and answer any questions from the contractor relating to the tree planting. (Selection of trees at the nursery, inspection and tagging, can be done, but is not currently included.)

3.) New Planting – 1st Year Follow up Inspections: \$1,350

> Following the planting: inspect newly planted trees - 3 visits per season: 2 times during growing season and one time during the dormant, winter season. Evaluate apparent care, check for tree health, spot check soil moisture levels, conditions, any damage or issues, soil moisture, etc.

> Though the focus is on the newly planted trees, we will also provide a brief check of the previously planted trees and note any needs, issues, or concerns.

> Provide a brief email report to manager or others on request, after each inspection including any issues or concerns with the newly or recently planted trees.

(*based on +/- 100 trees/planting, pricing will be adjusted if a greater or lesser number of trees are being planted)

Please note that despite all of the Boards', our, and the contractors correct and best efforts, some plant loss or attrition and then replanting should be expected; but this also should be all or largely covered under the planting warranty. Tree planting locations, selections, and timing (Planting Year) can be altered or changed if needed, but formal reworking of these may require additional work. Although TAG will be inspecting the trees at planting, if approved; we have not included inspection and tagging in the nursery at this time, this can be added on if desired.

C.) Tree Healthcare - Plan and Oversight/Follow Up Inspections

1.) Annual Tree Healthcare Plan \$1,890

Includes the following:

- Create recommended Annual Plant Health Care (PHC) plan based on existing trees need and pests and Manager/Boards' direction.
- Includes an approximate tree count of each major tree species (major species = 10% of total or greater) and approximate or average size(s) of each major species.
- Recommendations will be made for specific tree species if/as needed as well as general PHC needs.
- Review and provide comments back on contractor PHC proposal(s).
- Includes PHC Plan questions and discussions (phone or electronic meeting) with District Manager, Board and/or selected, if needed.
- The PHC Plan should be good for future years, but may need an Annual refresh or update as conditions and needs change.



2.) Tree Healthcare Plan Oversight/Follow up Inspections \$1,440

- Inspect the trees for Plant Health Care status and needs – 3 annual inspections: 2 in the growing season and 1 winter inspection with email comments/follow up to District Manager.
- Includes 1-2 consultations with District Manager, Board and/or selected Contractor, if needed via phone, electronic meeting

It is important that TAG receives good communication, preferably from the District Manager and Healthcare provider to know and be informed as to what work has been approved, completed, and the details of the treatments provided so we can provide good oversight and are clear on what tree healthcare work is being or not being performed.

TAG can provide our services or any additional services on and Time and Materials basis if desired or preferred. TAG’s hourly rate for this work by our ISA Certified and ASCA Consulting Arborist is \$105/hour. Additional, one time or regular, ongoing, Tree and Landscape Inspections of the entire Metrodistrict, assistance with shrub or other landscape project planning, management, or oversight, irrigation system and efficiency inspections, or other related items can be provided for Southlands if desired too.

We look forward to helping you implement and proactively manage your Southlands Metrodistrict streetscapes and medians tree planting plan/program. Please let us know if you have any questions or if you would like to discuss any changes or adjustments to this proposal.

By: Southlands Metropolitan District

Approved by: _____ - _____

Title: _____

Date: _____ *Total \$ of Approved Work/Items: \$* _____

Approved Items – list here or circle and initial above:



Tree Analysis Group, LLC

By: _____ - **Bob Howey**
Title: **ISA Certified Arborist / ASCA Consulting Arborist**
Tree Analysis Group, LLC - Principal/Member

Date: _____

Project: S2-002 - Southlands Metro District

Prime Contract Potential Change Order #001: IPE for Town Center Benches

TO:	Southlands Metropolitan District No. 1 141 Union Blvd, Suite 150 Lakewood, Colorado 80228	FROM:	Hyder Construction Inc. 1031 Santa Fe Dr. #300 Denver, Colorado 80204
PCO NUMBER/REVISION:	001 / 0	CONTRACT:	S2-002 - Southlands Metro District
REQUEST RECEIVED FROM:		CREATED BY:	Ben Amaro (Hyder Construction Inc.)
STATUS:	Pending - In Review	CREATED DATE:	2/26/2020
REFERENCE:		PRIME CONTRACT CHANGE ORDER:	None
FIELD CHANGE:	No		
LOCATION:		ACCOUNTING METHOD:	Amount Based
SCHEDULE IMPACT:		PAID IN FULL:	No
		TOTAL AMOUNT:	\$67,575.00

POTENTIAL CHANGE ORDER TITLE: IPE for Town Center Benches

CHANGE REASON: Design

POTENTIAL CHANGE ORDER DESCRIPTION: *(The Contract Is Changed As Follows)*
CE #001 - IPE for Town Center Benches

- (2) F-102 Custom Wood Stadium Benches
- (1) F-103 Custom Wood Bench
- (1) F-104 Custom Wood Platform Bench
- Surveying and layout
- Excavation, backfill, compaction, import/export of materials for the footings
- Form and place concrete footings and concrete walls/structures
- Rebar and reinforcing
- Pressure treated sleepers
- IPE decking and cladding to be Fiberon brand, Horizon, IPE color, 1"x6" material with hidden clip fasteners
- Toe kick face plate

ATTACHMENTS:

#	Cost Code	Description	Type	Amount
1	06-01 - WOOD, PLASTICS AND COMPOSITES	Wood Benches	Subcontract	\$27,449.00
2	32-31-10 - Fences and Gates	Concrete Footings	Subcontract	\$35,592.00
3	50-01-01 - Builders Risk	Builders Risk Insurance	Equipment & Services	\$359.00
4	50-01-02 - General Liability	General Liability Insurance	Equipment & Services	\$365.00
5	01-10-10 - Performance and Pymt Bond	Performance/Payment Bond	Equipment & Services	\$622.00
6	99-10-10 - FEE	Fee @ 5%	Equipment & Services	\$3,188.00
Subtotal:				\$67,575.00
Grand Total:				\$67,575.00

Kurt Sinclair (505 Design)

Southlands Metropolitan District No. 1
141 Union Blvd, Suite 150
Lakewood, Colorado 80228

Hyder Construction Inc.
1031 Santa Fe Dr. #300
Denver, Colorado 80204

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Southlands Weekly OAC Agenda

MEETING DATE: 02/19/2020

MEETING TIME: 10:00 AM - 11:00 AM Mountain Time (US & Canada)

MEETING LOCATION: Southlands Office

OVERVIEW:
Weekly OAC #3

ATTACHMENTS:

ATTENDEES:

Name	Company	Phone Number	Email
Kurt Sinclair	505 Design	Tel:	ksinclair@505design.com
Ben Amaro	Hyder Construction Inc.	Tel: (303) 825-1313	bamaro@hyderinc.com
Augie Augustino	Hyder Construction Inc.	Tel: (303) 825-1313	aaugustino@hyderinc.com
Mike Dillon	Hyder Construction Inc.	Tel: (303) 825-1313	mdillon@hyderinc.com
Skye Bailey	Southlands TC, LLC c/o M&J Wilcow Properties	Tel:	sbailey@wilkow.com
Augustina Edwards	Southlands TC, LLC c/o M&J Wilcow Properties	Tel:	aedwards@wilkow.com
Martin Liles	Southlands TC, LLC c/o M&J Wilcow Properties	Tel:	mliles@wilkow.com

SAFETY

No	Meeting Origin	Title	Assignment	Due Date	Priority	Status
1.1	1	Weekly Safety Meeting	Augie Augustino (Hyder Construction Inc.)			Open
<p>Description: Hyder will hold weekly safety meetings on Monday mornings.</p> <p>Communication is key. Letting businesses know when and how their store will be disturbed throughout the course of construction is important.</p> <p>Update 2.7.20 Hard hats and vests are located inside of the Hyder construction office for guest use.</p> <p>Update 2.12.20 Deliveries should always be scheduled before 11am.</p> <p>Update 2.19.20 "Keep out" signage to be provided near the construction entrance due to patrons trying to access the atm machine near the Hyder office.</p>						
1.2	1	Temporary Fencing				Open

Prime Contract Potential Change Order #002: Turf for Town Square Plaza

TO:	Southlands Metropolitan District No. 1 141 Union Blvd, Suite 150 Lakewood, Colorado 80228	FROM:	Hyder Construction Inc. 1031 Santa Fe Dr. #300 Denver, Colorado 80204
PCO NUMBER/REVISION:	002 / 0	CONTRACT:	S2-002 - Southlands Metro District
REQUEST RECEIVED FROM:		CREATED BY:	Ben Amaro (Hyder Construction Inc.)
STATUS:	Pending - In Review	CREATED DATE:	2/26/2020
REFERENCE:		PRIME CONTRACT CHANGE ORDER:	None
FIELD CHANGE:	No		
LOCATION:		ACCOUNTING METHOD:	Amount Based
SCHEDULE IMPACT:		PAID IN FULL:	No
		TOTAL AMOUNT:	\$87,943.00

POTENTIAL CHANGE ORDER TITLE: Turf for Town Square Plaza

CHANGE REASON: Design

POTENTIAL CHANGE ORDER DESCRIPTION: *(The Contract Is Changed As Follows)*
CE #002 - Turf for the Town Square Plaza

- P-107 Synthetic Turf
- P-115 Synthetic Turf with Fall Protection
- Surveying and layout
- Final grading of compacted aggregate base
- Non-woven geotextile landscape fabric
- 2" fall pad
- Sand in fill mix
- Synthetic turf
- Pressure treated nailer board
- 4" perforated drain tile with sock
- (3) Area Drains

ATTACHMENTS:

#	Cost Code	Description	Type	Amount
1	31-10-20 - Site Clearing	Synthetic Turf	Subcontract	\$63,916.00
2	31-10-20 - Site Clearing	Grading & Area Drains	Subcontract	\$18,127.00
3	50-01-01 - Builders Risk	Builders Risk	Equipment & Services	\$468.00
4	50-01-02 - General Liability	General Liability Insurance	Equipment & Services	\$474.00
5	01-10-10 - Performance and Pymt Bond	Performance /Payment Bond	Equipment & Services	\$809.00
6	99-10-10 - FEE	Fee @ 5%	Equipment & Services	\$4,149.00
			Subtotal:	\$87,943.00
			Grand Total:	\$87,943.00

Kurt Sinclair (505 Design)

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Hyder Construction Inc.
1031 Santa Fe Dr. #300
Denver, Colorado 80204

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DATE

Kurt Sinclair 2/26/2020

SIGNATURE DATE

Zig 3/3/2020

SIGNATURE DATE

Prime Contract Potential Change Order #003: Play Station Equipment

TO:	Southlands Metropolitan District No. 1 141 Union Blvd, Suite 150 Lakewood, Colorado 80228	FROM:	Hyder Construction Inc. 1031 Santa Fe Dr. #300 Denver, Colorado 80204
PCO NUMBER/REVISION:	003 / 0	CONTRACT:	S2-002 - Southlands Metro District
REQUEST RECEIVED FROM:		CREATED BY:	Ben Amaro (Hyder Construction Inc.)
STATUS:	Pending - In Review	CREATED DATE:	2/26/2020
REFERENCE:		PRIME CONTRACT CHANGE ORDER:	None
FIELD CHANGE:	No		
LOCATION:		ACCOUNTING METHOD:	Amount Based
SCHEDULE IMPACT:		PAID IN FULL:	No
		TOTAL AMOUNT:	\$116,571.00

POTENTIAL CHANGE ORDER TITLE: Play Station Equipment

CHANGE REASON: Design

POTENTIAL CHANGE ORDER DESCRIPTION: *(The Contract Is Changed As Follows)*

CE #003 - Play Station Equipment

Dynamo Spinner, Goric Balls and Climbing Boulders

- Surveying and layout
- F-303 Dynamo - Apolo with floor
- F-304 Goric - Euroflex balls and half balls
- W-104 Eldorado Blimbing Boulder - GL1

ATTACHMENTS:

#	Cost Code	Description	Type	Amount
1	31-10-20 - Site Clearing	Play Equipment	Subcontract	\$108,750.00
2	50-01-01 - Builders Risk	Builders Risk Insurance	Equipment & Services	\$621.00
3	50-01-02 - General Liability	General Liability Insurance	Equipment & Services	\$628.00
4	01-10-10 - Performance and Pymt Bond	Performance/Payment Bond	Equipment & Services	\$1,072.00
5	99-10-10 - FEE	Fee @ 5%	Equipment & Services	\$5,500.00
Subtotal:				\$116,571.00
Grand Total:				\$116,571.00

Kurt Sinclair (505 Design)

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Denver, Colorado 80204

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Hyder Construction Inc.
 1031 Santa Fe Drive, Suite 300
 Denver, Colorado 80204
 Phone: (303) 825-1313

Project: S2-002 - Southlands Metro District

Prime Contract Potential Change Order #04: Additional Power at The Hub

TO:	Southlands Metropolitan District No. 1 141 Union Blvd, Suite 150 Lakewood, Colorado 80228	FROM:	Hyder Construction Inc. 1031 Santa Fe Dr. #300 Denver, Colorado 80204
PCO NUMBER/REVISION:	04 / 0	CONTRACT:	S2-002 - Southlands Metro District
REQUEST RECEIVED FROM:	Martin Liles (Southlands TC, LLC c/o M&J Wilcow Properties)	CREATED BY:	Ben Amaro (Hyder Construction Inc.)
STATUS:	Approved	CREATED DATE:	5/22/2020
REFERENCE:		PRIME CONTRACT CHANGE ORDER:	None
FIELD CHANGE:	No		
LOCATION:	The Hub	ACCOUNTING METHOD:	Amount Based
SCHEDULE IMPACT:		PAID IN FULL:	No
		TOTAL AMOUNT:	\$4,657.00

POTENTIAL CHANGE ORDER TITLE: Additional Power at The Hub

CHANGE REASON: Client Request

POTENTIAL CHANGE ORDER DESCRIPTION: *(The Contract Is Changed As Follows)*
 Additional costs associated with adding (3) pedestal GFIs at The Hub.

ATTACHMENTS:

#	Cost Code	Description	Type	Amount
1	26-01-01 - General Electrical Requirement		Subcontract	\$4,657.00
			Subtotal:	\$4,657.00
			Grand Total:	\$4,657.00

Kurt Sinclair (505 Design)

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 SIGNATURE DATE

 SIGNATURE DATE

Hyder Construction Inc.
 1031 Santa Fe Drive, Suite 300
 Denver, Colorado 80204
 Phone: (303) 825-1313

Project: S2-002 - Southlands Metro District

Prime Contract Potential Change Order #05: Additional Power at The Square

TO:	Southlands Metropolitan District No. 1 141 Union Blvd, Suite 150 Lakewood, Colorado 80228	FROM:	Hyder Construction Inc. 1031 Santa Fe Dr. #300 Denver, Colorado 80204
PCO NUMBER/REVISION:	05 / 0	CONTRACT:	S2-002 - Southlands Metro District
REQUEST RECEIVED FROM:	Martin Liles (Southlands TC, LLC c/o M&J Wilcow Properties)	CREATED BY:	Ben Amaro (Hyder Construction Inc.)
STATUS:	Pending - In Review	CREATED DATE:	6/3/2020
REFERENCE:		PRIME CONTRACT CHANGE ORDER:	None
FIELD CHANGE:	No		
LOCATION:	The Square	ACCOUNTING METHOD:	Amount Based
SCHEDULE IMPACT:		PAID IN FULL:	No
		TOTAL AMOUNT:	\$7,735.70

POTENTIAL CHANGE ORDER TITLE: Additional Power at The Square

CHANGE REASON: Client Request

POTENTIAL CHANGE ORDER DESCRIPTION: *(The Contract Is Changed As Follows)*

Additional costs associated with

- Two weatherproof GFI pedestals each on dedicated circuit to be installed on N.E. corner - \$3820.50
- Two weatherproof GFI pedestals sharing a single circuit will be installed on East side of Square per plan - \$3800.50

ATTACHMENTS:

#	Cost Code	Description	Type	Amount
1	26-01-01 - General Electrical Requirement		Subcontract	\$7,621.00
Subtotal:				\$7,621.00
General Liability: 1.00% Applies to all line item types.				\$76.21
Builders Risk : 0.50% Applies to all line item types.				\$38.49
Grand Total:				\$7,735.70

Kurt Sinclair (505 Design)

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 Denver, Colorado 80204

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Hyder Construction Inc.
 1031 Santa Fe Drive, Suite 300
 Denver, Colorado 80204
 Phone: (303) 825-1313

Project: S2-002 - Southlands Metro District

Prime Contract Potential Change Order #06: Two Circuit Power for Christmas Tree

TO:	Southlands Metropolitan District No. 1 141 Union Blvd, Suite 150 Lakewood, Colorado 80228	FROM:	Hyder Construction Inc. 1031 Santa Fe Dr. #300 Denver, Colorado 80204
PCO NUMBER/REVISION:	06 / 0	CONTRACT:	S2-002 - Southlands Metro District
REQUEST RECEIVED FROM:	Martin Liles (Southlands TC, LLC c/o M&J Wilcow Properties)	CREATED BY:	Ben Amaro (Hyder Construction Inc.)
STATUS:	Approved	CREATED DATE:	9/14/2020
REFERENCE:		PRIME CONTRACT CHANGE ORDER:	#002 - Change Order 2
FIELD CHANGE:	No		
LOCATION:	The Square	ACCOUNTING METHOD:	Amount Based
SCHEDULE IMPACT:	1 day	PAID IN FULL:	No
		TOTAL AMOUNT:	\$2,352.89

POTENTIAL CHANGE ORDER TITLE: Two Circuit Power for Christmas Tree

CHANGE REASON: Client Request

POTENTIAL CHANGE ORDER DESCRIPTION: *(The Contract Is Changed As Follows)*

CE #009 - Two Circuit Power for Christmas Tree

The plans call for power at the Christmas tree to be single circuit. After Southlands brought out their tree installer, it was requested we install two circuit power.

- Remove existing single circuit floor box
- Pull in additional conductors for second circuit
- Furnish and install new two circuit at grade floor box.

ATTACHMENTS:

[Hyder-Southlands Aurora-AWA#17-Sep2020 \(002\).pdf](#)

#	Cost Code	Description	Type	Amount
1	26-01-01 - General Electrical Requirement		Subcontract	\$2,318.00
Subtotal:				\$2,318.00
General Liability : 1.00% Applies to all line item types.				\$23.18
Builders Risk: 0.50% Applies to all line item types.				\$11.71
Grand Total:				\$2,352.89

Kurt Sinclair (505 Design)

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