

BLACKSTONE METROPOLITAN DISTRICT
(f.k.a. HIGH PLAINS METROPOLITAN DISTRICT)

www.highplainsmetro.org

Special Meeting (via Teleconference)

Monday, June 28, 2021, at 6:00 p.m.

2021 Regular Meetings – Third Thursday of each Month at 6:00pm

Shawn McGoff, President	Term to May 2022
Vacant, Treasurer	Term to May 2022
Jill Shadwell, Secretary	Term to May 2023
Maria Elena Daniels, Assistant Secretary	Term to May 2022
Bret Erickson, Director	Term to May 2023

Due to the risk posed by COVID 19, this meeting will be held via Zoom and may be joined using the following link:

Join Zoom Meeting

<https://us06web.zoom.us/j/86050359706?pwd=emFBNDhSYU5oNVFtWDVhQ0NVMFBhZz09>

Call in Number: 1-253-215-8782

Meeting ID: 860 5035 9706

Passcode: 852067

Agenda:

1. Call to Order – 6:00PM
2. Declaration of Quorum/ Conflict of Interest Disclosures
3. Agenda Revisions, Approval
4. Public Comment
5. Consent Agenda
6. Financial Updates
7. Management Company Presentations 6:15pm
8. Public Comment (following)
9. Adjournment – 8:00PM

NOTICE OF SPECIAL MEETING AND AGENDA

1. Call to Order

2. Declaration of Quorum/ Conflict of Interest Disclosures

3. Agenda Revisions, Approval

4. Public Comment - 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. As a general practice, the Board will not discuss/debate these items, nor will the Board make any decisions on items presented during this time, rather it will refer the items for follow up. In person, please sign in, via Zoom – please raise hand during the time of Public Comment.

5. Consent Agenda - The items listed below are a group of items to be acted on with a single motion and vote by the Board. An item may be removed from the consent agenda to the regular agenda by any Board member. Items on the consent agenda are then voted on by a single motion, second, and vote by the Board.

*Regular and Special Meeting Agendas will be posted to the District’s website at www.highplainsmetro.org

- a. Approve May 20, 2021 Special Meeting Minutes
- b. Approve Payables
- c. Approve and Ratify Acceptance of Bill of Sale for Water Meters from Lennar

6. Financial Report/Financial Matters	Speaker	Notes/Minutes
Review and Consider Acceptance of Unaudited Financial Statements	Accountant	<ul style="list-style-type: none"> • Questions/discussion
Review Proposal for Financial Forecast	Accountant/Board	
Discuss 2020 Audit	Accountant/Board	

7. Legal Matters	Speaker	Notes/Minutes
Discuss Updates to District Mapping	WBA	

8. Facilities Management/District Operations Report	Speaker	Notes/Minutes

9. District Committee Updates	Speaker	Notes/Minutes

10. Director Items/Other Business	Speaker	Notes/Minutes

11. Public Comment - 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. As a general practice, the Board will not discuss/debate these items, nor will the Board make any decisions on items presented during this time. In person, please sign in, via Zoom – please raise hand during the time of Public Comment.

Adjournment

RECORD OF PROCEEDINGS

**MINUTES OF A SPECIAL MEETING
OF THE BOARD OF DIRECTORS OF THE
HIGH PLAINS METROPOLITAN DISTRICT
HELD
May 20, 2021**

A special meeting of the Board of Directors of the High Plains Metropolitan District was held Thursday, May 20, 2021, at 6:00 p.m. Due to current circumstances related to COVID-19, this meeting was held electronically via Zoom. The meeting was open to the public.

In attendance were Directors:

Shawn McGoff
Josie O'Neill
Bret Erickson
Maria Elena Daniels

Excused Absence:

Jill Shadwell

Also, in attendance were:

Chelsea Garza & Irene Borisov (RowCal), Clint Waldron (WBA), Curtis Bourgouin (CLA), Ben Zand (Landtech) & Residents

Call to Order The special meeting was called to order at 6:02 p.m.

Declaration of Quorum

A quorum was confirmed.

Disclosures and Potential Conflicts of Interest

No new disclosures.

Agenda Revisions, Approval

Motion duly made by Director Erickson, seconded by Director McGoff, and upon vote unanimously carried, the Board approved the agenda.

Public Comments

No initial public comment was mentioned by members present.

Consent Agenda

- Approve April 15, 2021, Special Meeting Minutes
- Approve Payable Listing in the Amount of \$65,900.20

RECORD OF PROCEEDINGS

Following discussion, upon a motion duly made by Director McGoff, seconded by Director O'Neill, and upon vote unanimously carried, the Board approved the Consent Agenda.

Financial Report/Financial Matters

Review and Consider Acceptance of Unaudited Financial Statements

Mr. Bourgouin reviewed the financial report with the Board. AR report will be sent to the Board once an internal RowCal audit is completed. The audit is being done to make sure that all items were transferred and accounted for when the internal accounting software systems were switched from Summit to RowCal for each client.

Other Financial Matters

Board asked Mr. Bourgouin to provide a proposal to creating a 10yr projection/forecast for financial transparency. Board is looking for a 3–5-year cash model.

The community Nama Change will need to be done with 1st bank – management will investigate this further to see how this can be accomplished while keeping the same bank account open.

Legal Matters

Metro District Name Change

Mr. Waldron presented the Bard with the official “Name Change” approval with the city. High Plains Metro District will now be known as Blackstone Metro District. Management will move forward with all internal and external name changes,

Other Legal Matters

Following discussion, upon a motion duly made by Director McGoff, seconded by Director Daniels, and upon vote unanimously carried, the Board approved the engagement of Altitude Law as the District’s new “Covenant Enforcement legal counsel.

Following discussion, upon a motion duly made by Director Erickson, seconded by Director O'Neill, and upon vote unanimously carried, the Board approved the temporary easement for the Cherry Creek School District for three separate areas that will be needed to enter and exit the school.

The school asked about adding a front yard entrance marquee and if the District would allow it. The Board asked for them to bring back the design with parameters and lighting specs for review.

Facilities Management/District Operations Report

Management Report: RowCal

Mrs. Borisov presented the Board with and update on the final payments to COX landscaping for their services. They should be good to go.

The Board discussed the Safety and Loss Prevention Grant Allocation of \$6700 – this will be used to pay for a percentage of the lighting that is being installed in the smaller park on Backstone Parkway and Nova Cir.

Mrs. Borisov updated the Board on the following items:

- Pillar and Fence – Smokey Hill: working with the golf club on getting this section of fencing fixed.
- Monument on Corner of Monaghan & Mineral: Clint is working with legal counsel for Lennar to get a license agreement for this monument and the area surrounding it. Their council is not agreeing to these terms currently as they are only looking for an easement agreement – in progress.
- Maintenance Shed: This is owned and maintained by the Golf Club and the District has no authority over the area.
- Fire Station: This area is not owned by the District but the city – management will reach out to the city to see about getting it cleaned up as there have been a lot of oner complaints.
- GIS Mapping Proposal: Management has only received a few proposals for this project – will continue to work on getting several more before presented to the Board. The mapping will help provide an overall picture of all the areas and items that is owned and maintained by the District and a breakdown of other area and who owns/maintains them.

Board Action Items

Director McGoff provided feedback on the following list of items:

- Ratification of Approved Park Lighting Proposal – Blackstone & Nova:
- Consilium Entrance/Median Design Proposal:

District Committee Updates

Landscape Committee

- Punch list results have come in from Architerra – the landscape committee will investigate this further and decide on next steps.
- Landscaping Report: Ben with Landtech provided.
 - Doggie Station Hiccup: Ben has stated that they missed a few on their original list; this has been rectified and all statins have been added and will be tended to weekly.

RECORD OF PROCEEDINGS

- Mulch refresh is within the contract and will start being done (June) as they work their way through the community on the Spring clean-up.
- Annual flowers were in on the 19th and extra soil was bought on the 21st for the planting beds.
- Next week ‘Save-a-tree’ will be in to start the weed spaying (pre-emergent) in the native areas along with Broadleaf spray.
- Beauty Band Mowing will begin in June along with the tree planting project.
- Lennar Tract Turn-over: With the Architects for the District and Lennar not agreeing to each others tur-over walks, Director Erickson asked Ben to provide a pricing list on what it would cost to fix the items on Districts Architect punch list. The Board also asked Clint to make sure that these tracts that are now being maintained by the District are added to the Districts insurance policy.
- Landtech Contract Amendment: After further discussion, Director McGoff motioned, and Director Daniels seconded to approve the amended contact to include the new Lennar areas for maintenance. Motion passed unanimously.

Design Review Committee

- Ned to be posted for Community Review.
- Place jellyfish lights, trampoline, golf carts on streets and secondary pool (golf club) discussion on the June agenda. Several Board members wanted to have further discussion about these items before decisions are made.

Advisory Committee

Advisory Committee updates – None.

Social Committee

- Blood Drive – June 29th and will take place at the club.
- C-Core Food Bank – once a month – June 8th, July 13th, and August 10th from 12-3pm – email blast will be sent out.
- Family event – June 3rd at the club (open house) – free to owners.
- Garage Sale June 4th/5th at the club and Dumpster will be delivered for one day on the 7th.
- Community Service and Social Events – need volunteers.

Website Committee

- In progress per Director McGoff
- Name change will be done, and website will be changed per “mind mapping” processes for easy to get to information tabs.

RECORD OF PROCEEDINGS

Security/Safety Committee

- Neighborhood Watch: Tim Flanagan provided an update that he has not yet joined the neighborhood watch as an extra coordinator is needed but is continuing to speak with the city.
- Mailboxes: Director McGoff explained that there are solar options that can be added to the mailboxes themselves which run around \$1k a light and with between 50-55 mailboxes, that would run the District around \$50K-\$55K. Electricity is not an option especially when several of them are on cement pads and would need to have an 8ft utility easement. Clint to call and ask Jill with Lennar who owns the kiosk mailboxes within the community (District or Postmaster). Clint will also look into a License Master agreement with the city for all locations.

Director Items/Other Business

- SARIA/Director McGoff Meeting Update: None.
- WPRA/Director Daniels Meeting Update: None
- Board Emails from Residents: None
- Other Director Items:
 - Director Daniels provide an update on tree replacement options for owners. The Sprucery who is providing the trees for the District tree planting project will offer a reduced tree program to the owners. They will put together some information that will be sent out to the owners once approved.
 - Management will send out an email blast towards the end of June that will provide information on the District's bonds rating, name change, website relaunch and area coordinator for neighborhood watch along with several other items as needed.
 - Clint provided Director Erickson with the original costs of the Smokey Hill entrance design projects (\$25K).
 - Director O'Neill provide the Board with her resignation but ill be more than happy to stay on to hep with the social committee. She received a thank you for everyone on the call for all her years of service and hard work. Director McGoff would like to look into providing a thank you git to Director O'Neill from the community.
 - Board would like management to post the open Board position to the website and send out an email blast.

Public Comments

- Carol Hesketh provided the following information:
 - Wanted to ask for clarification on the website relaunch and proposed changes. The website will have tiles that will provide information on the Club, the city, metro, FAQ's, financials, etc.

RECORD OF PROCEEDINGS

There will be 8 tiles in all. This will help owners to see what part of the country club is and what is part of the District.

- Casey Reinke provided the following information:
 - He wanted to have a meeting with the Board and management and help set expectations through either KPI or SLA as he feels this will get everyone and everything back in line and accountability setup.
- Chris Herren provided the following information:
 - Irrigation issues at Blackstone Parkway and Valley head Way. Ben with Landtech will have those looked at and addressed.
- Alex provided the following information:
 - He asked about the BB hoops at the renovated park on Country Clun and Clifton. Management updated the group with the following information: They are to be delivered within the week – they are commercial grade rims like used by the NBA and they were backordered due to COVID. Once received, the District handyman will get them installed.

Adjournment

There being no further business, upon a motion duly made by Director O’Neill, seconded by Director Erickson, and upon vote unanimously carried, the Board adjourned the meeting at 8:42 p.m.

The foregoing record constitutes a true and correct copy of the minutes of the above-referenced meeting.

Respectfully submitted,

Secretary for the Meeting
Irene Borisov, CMCA, AMS
District Co-Manager

Blackstone Metro District Interim Claims 5/15/21 - 6/15/21

<u>Process Date</u>	<u>Vendor</u>	<u>Invoice Number</u>	<u>Amount</u>
5/21/2021	Cox Professional Landscape Services LLC	Multiple	\$ 8,231.29
5/21/2021	Landtech Contractors, Inc	3434	25,190.00
5/21/2021	Lee Design Group LLC	BST21/04	705.00
5/21/2021	Pet Scoop, Inc.	341230	252.00
5/21/2021	RowCal Corporate CO	1383	3,976.00
5/21/2021	Sequoia Golf Blackstone Country Club	HPMD0123	1,177.47
5/21/2021	South Aurora Regional Improvement Authority	Feb-April 2021 SARIA	26,614.30
5/21/2021	White Bear Ankele Tanaka & Waldron	Multiple	5,496.81
6/8/2021	Friedrich Buehler& Marianne Buehler	May-21	165.00
		Total	\$ 71,807.87

BLACKSTONE METROPOLITAN DISTRICT

FINANCIAL STATEMENTS

MAY 31, 2021

**BLACKSTONE METROPOLITAN DISTRICT
BALANCE SHEET - GOVERNMENTAL FUNDS
MAY 31, 2021**

	<u>General</u>	<u>Operations Fee</u>	<u>Debt Service - GO Bonds</u>	<u>Debt Service - Revenue</u>	<u>Capital Projects</u>	<u>Capital Projects - Regional Improvement</u>	<u>Total</u>
ASSETS							
1st Bank	\$ 3,150	\$ 206,283	\$ -	\$ -	\$ -	\$ -	\$ 209,433
Colotrust	2,558,285	232,374	2,238,991	12,789	-	26,614	5,069,053
Accounts receivable	-	63,973	-	-	-	-	63,973
Receivable from Century Communities	1,000	-	-	-	-	-	1,000
Receivable from County Treasurer	55,186	-	64,095	-	-	1,790	121,071
TOTAL ASSETS	<u>\$ 2,617,621</u>	<u>\$ 502,630</u>	<u>\$ 2,303,086</u>	<u>\$ 12,789</u>	<u>\$ -</u>	<u>\$ 28,404</u>	<u>\$ 5,464,530</u>
LIABILITIES AND FUND BALANCES							
LIABILITIES							
Accounts payable	\$ 10,373	\$ 21,292	\$ -	\$ -	\$ -	\$ -	\$ 31,665
Prepaid assessments	-	46,215	-	-	-	-	46,215
Due to Beacon Point	-	-	-	12,789	-	-	12,789
Due to SARIA	-	-	-	-	-	28,404	28,404
Development fees payable	-	-	168,500	-	-	-	168,500
TOTAL LIABILITIES	<u>10,373</u>	<u>67,507</u>	<u>168,500</u>	<u>12,789</u>	<u>-</u>	<u>28,404</u>	<u>287,573</u>
FUND BALANCES							
Fund balances	<u>2,607,248</u>	<u>435,123</u>	<u>2,134,586</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>5,176,957</u>
TOTAL LIABILITIES AND FUND BALANCES	<u>\$ 2,617,621</u>	<u>\$ 502,630</u>	<u>\$ 2,303,086</u>	<u>\$ 12,789</u>	<u>\$ -</u>	<u>\$ 28,404</u>	<u>\$ 5,464,530</u>

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

**BLACKSTONE METROPOLITAN DISTRICT
STATEMENT OF REVENUES, EXPENDITURES AND
CHANGES IN FUND BALANCES - BUDGET AND ACTUAL
FOR THE FIVE MONTHS ENDED MAY 31, 2021**

GENERAL FUND

	<u>Annual Budget</u>	<u>Year to Date Actual</u>	<u>Variance</u>	<u>Prior Year to Date Actual</u>
REVENUES				
Property taxes	\$ 1,288,434	\$ 777,278	\$ (511,156)	\$ 756,655
Specific ownership taxes	93,536	37,942	(55,594)	33,156
Interest income	4,800	386	(4,414)	3,499
Other revenue	2,000	72	(1,928)	-
TOTAL REVENUES	<u>1,388,770</u>	<u>815,678</u>	<u>(573,092)</u>	<u>793,310</u>
EXPENDITURES				
Accounting	52,000	16,041	35,959	20,410
Audit	4,950	-	4,950	-
County Treasurer's fee	19,327	11,662	7,665	11,351
Directors' fees	2,800	1,400	1,400	1,600
Director and meeting expense	2,500	-	2,500	846
Insurance	35,000	32,821	2,179	25,884
Legal	65,000	23,502	41,498	42,352
Miscellaneous	2,000	1,207	793	1,138
Payroll taxes	214	107	107	77
Election expense	-	-	-	38,935
Website	1,500	150	1,350	150
Contingency	24,709	-	24,709	-
TOTAL EXPENDITURES	<u>210,000</u>	<u>86,890</u>	<u>123,110</u>	<u>142,743</u>
EXCESS OF REVENUES OVER (UNDER) EXPENDITURES	1,178,770	728,788	(449,982)	650,567
OTHER FINANCING SOURCES (USES)				
Transfers to other fund	(1,340,000)	(12,090)	1,327,910	-
TOTAL OTHER FINANCING SOURCES (USES)	<u>(1,340,000)</u>	<u>(12,090)</u>	<u>1,327,910</u>	<u>-</u>
NET CHANGE IN FUND BALANCES	(161,230)	716,698	877,928	650,567
FUND BALANCES - BEGINNING	<u>1,047,528</u>	<u>1,890,549</u>	<u>843,021</u>	<u>850,148</u>
FUND BALANCES - ENDING	<u>\$ 886,298</u>	<u>\$ 2,607,247</u>	<u>\$ 1,720,949</u>	<u>\$ 1,500,715</u>

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**BLACKSTONE METROPOLITAN DISTRICT
STATEMENT OF REVENUES, EXPENDITURES AND
CHANGES IN FUND BALANCES - BUDGET AND ACTUAL
FOR THE FIVE MONTHS ENDED MAY 31, 2021**

OPERATIONS FEE FUND

	<u>Annual Budget</u>	<u>Year to Date Actual</u>	<u>Variance</u>	<u>Prior Year to Date Actual</u>
REVENUES				
Interest income	\$ 1,200	\$ 22	\$ (1,178)	\$ 1,371
Operations fee (homeowners)	600,000	304,844	(295,156)	257,982
Operations fee (vacant lots)	30,000	4,557	(25,443)	20,646
Working capital	60,000	15,500	(44,500)	21,000
Design review fees	5,000	-	(5,000)	1,640
Legal collection fees	6,000	455	(5,545)	88
Violations and late fees	5,000	2,130	(2,870)	1,715
TOTAL REVENUES	<u>707,200</u>	<u>327,508</u>	<u>(379,692)</u>	<u>304,442</u>
EXPENDITURES				
Legal - collections	6,000	6,385	(385)	3,574
Miscellaneous	2,000	15	1,985	475
Community activities	15,000	-	15,000	-
Design review	5,000	2,990	2,010	1,360
Facilities management - contract	50,000	19,513	30,487	18,309
Facilities management - costs	13,000	3,334	9,666	4,306
Flowers	45,000	-	45,000	16,432
Irrigation repairs and improvements	50,000	8,432	41,568	8,504
Landscape maintenance - contract	195,000	56,040	138,960	45,438
Landscape improvements	75,000	1,559	73,441	50,065
Tree and shrub replacement	125,000	-	125,000	5,260
Safety	120,000	-	120,000	-
Gas and electric	10,000	4,013	5,987	3,364
Trash removal	150,000	56,776	93,224	52,887
Water - irrigation	125,000	3,272	121,728	4,454
Grounds maintenance	30,000	12,183	17,817	8,945
Holiday lighting	20,000	1,260	18,740	1,482
Lighting	10,000	5,134	4,866	1,534
Playground inspection and repairs	10,000	-	10,000	-
Snow removal	20,000	11,763	8,237	170
Vandalism	2,000	650	1,350	-
Contingency	37,000	-	37,000	-
TOTAL EXPENDITURES	<u>1,115,000</u>	<u>193,319</u>	<u>921,681</u>	<u>226,559</u>
EXCESS OF REVENUES OVER (UNDER) EXPENDITURES	(407,800)	134,189	541,989	77,883
OTHER FINANCING SOURCES (USES)				
Transfers from other funds	125,000	-	(125,000)	-
TOTAL OTHER FINANCING SOURCES (USES)	<u>125,000</u>	<u>-</u>	<u>(125,000)</u>	<u>-</u>
NET CHANGE IN FUND BALANCES	(282,800)	134,189	416,989	77,883
FUND BALANCES - BEGINNING	<u>304,113</u>	<u>300,936</u>	<u>(3,177)</u>	<u>352,308</u>
FUND BALANCES - ENDING	<u>\$ 21,313</u>	<u>\$ 435,125</u>	<u>\$ 413,812</u>	<u>\$ 430,191</u>

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SUPPLEMENTARY INFORMATION

**BLACKSTONE METROPOLITAN DISTRICT
STATEMENT OF REVENUES, EXPENDITURES AND
CHANGES IN FUND BALANCES - BUDGET AND ACTUAL
FOR THE FIVE MONTHS ENDED MAY 31, 2021**

DEBT SERVICE - GO BONDS FUND

	<u>Annual Budget</u>	<u>Year to Date Actual</u>	<u>Variance</u>	<u>Prior Year to Date Actual</u>
REVENUES				
Property taxes	\$ 1,503,173	\$ 906,826	\$ (596,347)	\$ 882,766
Specific ownership taxes	105,222	42,683	(62,539)	37,900
Interest income	9,000	420	(8,580)	8,750
TOTAL REVENUES	<u>1,617,395</u>	<u>949,929</u>	<u>(667,466)</u>	<u>929,416</u>
EXPENDITURES				
County Treasurer's fee	22,548	13,606	8,942	13,243
Paying agent fees	450	-	450	-
Bond interest - Series 2017	1,114,925	557,463	557,462	560,963
Bond principal - Series 2017	300,000	-	300,000	-
Contingency	2,077	-	2,077	-
TOTAL EXPENDITURES	<u>1,440,000</u>	<u>571,069</u>	<u>868,931</u>	<u>574,206</u>
NET CHANGE IN FUND BALANCES	177,395	378,860	201,465	355,210
FUND BALANCES - BEGINNING	<u>1,740,923</u>	<u>1,755,726</u>	<u>14,803</u>	<u>1,531,197</u>
FUND BALANCES - ENDING	<u>\$ 1,918,318</u>	<u>\$ 2,134,586</u>	<u>\$ 216,268</u>	<u>\$ 1,886,407</u>

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**BLACKSTONE METROPOLITAN DISTRICT
STATEMENT OF REVENUES, EXPENDITURES AND
CHANGES IN FUND BALANCES - BUDGET AND ACTUAL
FOR THE FIVE MONTHS ENDED MAY 31, 2021**

DEBT SERVICE - REVENUE FUND

	<u>Annual Budget</u>	<u>Year to Date Actual</u>	<u>Variance</u>	<u>Prior Year to Date Actual</u>
REVENUES				
TOTAL REVENUES				
EXPENDITURES				
TOTAL EXPENDITURES				
NET CHANGE IN FUND BALANCES	-	-	-	-
FUND BALANCES - BEGINNING	-	-	-	-
FUND BALANCES - ENDING	<u>\$ -</u>	<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 statements of revenues, expenditures and changes in fund balances - governmental funds have been omitted.

**BLACKSTONE METROPOLITAN DISTRICT
STATEMENT OF REVENUES, EXPENDITURES AND
CHANGES IN FUND BALANCES - BUDGET AND ACTUAL
FOR THE FIVE MONTHS ENDED MAY 31, 2021**

CAPITAL PROJECTS FUND

	<u>Annual Budget</u>	<u>Year to Date Actual</u>	<u>Variance</u>	<u>Prior Year to Date Actual</u>
REVENUES				
Interest income	\$ 1,500	\$ -	\$ (1,500)	\$ 5,261
TOTAL REVENUES	<u>1,500</u>	<u>-</u>	<u>(1,500)</u>	<u>5,261</u>
EXPENDITURES				
Monumentation	-	12,090	(12,090)	245,864
Park Improvements	-	-	-	870,282
Entryways	-	-	-	120,520
Capital outlay	1,116,500	-	1,116,500	-
TOTAL EXPENDITURES	<u>1,116,500</u>	<u>12,090</u>	<u>1,104,410</u>	<u>1,236,666</u>
EXCESS OF REVENUES OVER (UNDER) EXPENDITURES	(1,115,000)	(12,090)	1,102,910	(1,231,405)
OTHER FINANCING SOURCES (USES)				
Transfers from other funds	1,215,000	12,090	(1,202,910)	-
TOTAL OTHER FINANCING SOURCES (USES)	<u>1,215,000</u>	<u>12,090</u>	<u>(1,202,910)</u>	<u>-</u>
NET CHANGE IN FUND BALANCES	100,000	-	(100,000)	(1,231,405)
FUND BALANCES - BEGINNING	<u>350,000</u>	<u>-</u>	<u>(350,000)</u>	<u>1,449,350</u>
FUND BALANCES - ENDING	<u>\$ 450,000</u>	<u>\$ -</u>	<u>\$ (450,000)</u>	<u>\$ 217,945</u>

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

**BLACKSTONE METROPOLITAN DISTRICT
STATEMENT OF REVENUES, EXPENDITURES AND
CHANGES IN FUND BALANCES - BUDGET AND ACTUAL
FOR THE FIVE MONTHS ENDED MAY 31, 2021**

CAPITAL PROJECTS - REGIONAL IMPROVEMENT FUND

	<u>Annual Budget</u>	<u>Year to Date Actual</u>	<u>Variance</u>	<u>Prior Year to Date Actual</u>
REVENUES				
Property taxes - Regional mill levy	\$ 47,801	\$ 28,838	\$ (18,963)	\$ 28,072
TOTAL REVENUES	<u>47,801</u>	<u>28,838</u>	<u>(18,963)</u>	<u>28,072</u>
EXPENDITURES				
County Treasurer's fee	717	433	284	421
Regional mill levy - Payment to SARIA	47,084	28,405	18,679	27,651
TOTAL EXPENDITURES	<u>47,801</u>	<u>28,838</u>	<u>18,963</u>	<u>28,072</u>
EXCESS OF REVENUES OVER (UNDER) EXPENDITURES	-	-	-	-
OTHER FINANCING SOURCES (USES)				
TOTAL OTHER FINANCING SOURCES (USES)	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>
EXCESS OF REVENUES AND OTHER FINANCING SOURCES OVER (UNDER) EXPENDITURES AND OTHER USES	-	-	-	-
FUND BALANCES - BEGINNING	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>
FUND BALANCES - ENDING	<u>\$ -</u>	<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 statements of revenues, expenditures and changes in fund balances - governmental funds have been omitted.

**HIGH PLAINS METROPOLITAN DISTRICT
2021 BUDGET
SUMMARY OF SIGNIFICANT ASSUMPTIONS**

Services Provided

The District, a quasi-municipal corporation and a political subdivision of the State of Colorado, was organized by order and decree of the District Court for Arapahoe County on November 27, 2002, and is governed pursuant to provisions of the Colorado Special District Act (Title 32, Article 1, Colorado Revised Statutes). The District operates under a Second Amended and Restated Service Plan approved on July 26, 2010.

The District was established to provide sanitation, water, streets, traffic and safety controls, parks and recreation, and other related improvements for the benefit of the taxpayers and service users within the Districts' boundaries.

As of December 31, 2015, the District had remaining voted debt authorization of approximately \$1,981,510,000. The District has not budgeted to issue any new debt during 2021. Per the District's Service Plan, the District cannot issue debt in excess of \$100,000,000.

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.

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 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 method of calculating assessed valuation of residential assessment rates in the State of Colorado changed to 7.15% from 7.20% for property tax years 2019-2020 on June 10, 2019 with a report submitted to the State Board of Equalization. Accordingly, the ARI mill levy increased to 1.113 from 1.105 mills and will remain at this amount for 2021.

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.

**HIGH PLAINS METROPOLITAN DISTRICT
2021 BUDGET
SUMMARY OF SIGNIFICANT ASSUMPTIONS**

Revenues (continued)

Aurora Regional Improvements Mill Levy

Pursuant to the Service Plan, which is dated August 6, 2004, the District is required to impose a 1.000 mill levy for payment of the planning, designing, permitting, construction, acquisition and financing of the regional improvements described in the ARI Master Plan. The ARI Master Plan is one or more master plans adopted by an ARI Authority establishing Regional Improvements which will benefit the taxpayers and service users of the districts which constitute such ARI Authority, which master plan will change from time to time. The District is a participant in the South Aurora Regional Improvement Authority. Revenues collected and held under the ARI mill levy will be held in a segregated account for the benefit of the Authority.

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 7.0% of the property taxes collected.

Operations Fee

The District imposes a monthly operations fee on homeowners and vacant lot owners. The fee varies between the two types of owners based on applicable costs to operate the landscape and maintenance of the District property. The fees and associated expenditures are tracked in the Operations Fee fund.

Interest Income

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

Expenditures

General, Administrative, and Operations Expenditures

Administrative expenditures include the services necessary to maintain the District's administrative viability such as legal, accounting, audit, managerial, insurance, banking, meeting expense and other administrative expenses. Additionally, the operations expenditures to maintain District property are detailed in the Operations Fee fund.

Debt Service

Principal and interest payments are provided based on the debt amortization schedule from the Series 2017 General Obligation Refunding Bonds. The District's current debt service schedule is attached.

See related notes below under Debt and Leases.

**HIGH PLAINS METROPOLITAN DISTRICT
2021 BUDGET
SUMMARY OF SIGNIFICANT ASSUMPTIONS**

Debt and Leases

On June 6, 2017 the District issued General Obligation Refunding Bonds Series 2017 in the amount of \$27,415,000. The proceeds from the sale of the 2017 Bonds were used to (i) refund the District's outstanding Limited Tax (Convertible to Unlimited Tax) General Obligation Bonds, Series 2005A, (ii) fund an initial deposit of \$1,000,000 to the Surplus Account, and (iii) pay certain costs of issuance of the Bonds.

The Series 2017 Bonds bear interest at rates ranging from 2.375% to 5.000%, payable semi-annually on June 1 and December 1, beginning on December 1, 2017. Annual mandatory sinking fund principal payments are due on December 1, beginning on December 1, 2019. The Series 2017 Bonds mature on December 1, 2047. The Series 2017 Bonds are subject to optional and mandatory sinking fund redemption prior to maturity.

The Series 2017 Bonds are a general obligation of the District. The full faith and credit of the District are pledged for the payment of the principal of, premium, if any and interest on the Bonds. Without limiting the foregoing, the Pledged Revenue is pledged to the payment of the Bonds, on a parity with Parity Bonds, if any. "Pledged Revenue" is defined in the Bond Resolution to mean: (i) all amounts derived by the District from imposition of the Required Mill Levy and, to the extent not applied to the payment or refunding of the Series 2005A Bonds, the debt service mill levy imposed by the District in 2016 (less costs of collection and any tax refunds or abatements authorized by or on behalf of the County); and (ii) Specific Ownership Taxes. The Series 2017 Bonds are secured by amounts held by the District in the Surplus Account, if any. All of the Series 2017 Bonds shall be additionally secured by a Bond Insurance Policy issued by National Public Finance Guarantee Corp, rated A by Standard & Poor's.

The District has no operating or capital leases.

**HIGH PLAINS METROPOLITAN DISTRICT
2021 BUDGET
SUMMARY OF SIGNIFICANT ASSUMPTIONS**

Debt and Leases – (continued)

The following is an analysis of anticipated changes in the District’s long-term obligations, subordinate to the Senior Bonds, for the years ending December 31, 2020 and 2021.

	Balance - December 31, 2019	Additions	Retirement of Long-Term Obligations	Balance - December 31, 2020
Reimbursement Agreements				
Lennar - Capital	\$ 15,530,600	\$ -	\$ (15,530,600)	\$ -
Lennar - Capital - Interest	14,687,450	1,087,142	(15,774,592)	-
MS Rialto - Capital	787,397	-	-	787,397
MS Rialto - Capital - Interest	613,408	55,268	-	668,676
MS Rialto - Operations	414,611	-	-	414,611
MS Rialto - Operations - Interest	289,636	29,102	-	318,738
Total	<u>\$ 32,323,102</u>	<u>\$ 1,171,512</u>	<u>\$ (31,305,192)</u>	<u>\$ 2,189,422</u>

	Balance - December 31, 2020	Additions	Retirement of Long-Term Obligations	Balance - December 31, 2021
Reimbursement Agreements				
MS Rialto - Capital	\$ 787,397	\$ -	\$ -	\$ 787,397
MS Rialto - Capital - Interest	668,676	55,118	-	723,794
MS Rialto - Operations	414,611	-	-	414,611
MS Rialto - Operations - Interest	318,738	29,023	-	347,761
Total	<u>\$ 2,189,422</u>	<u>\$ 84,141</u>	<u>\$ -</u>	<u>\$ 2,273,563</u>

Reserves

Emergency Reserves

The District has provided an Emergency Reserve fund equal to at least 3% of fiscal year spending for 2021, as defined under TABOR.

HIGH PLAINS METROPOLITAN DISTRICT
SCHEDULE OF DEBT SERVICE REQUIREMENTS TO MATURITY
December 31, 2021

<u>Bonds and Interest Maturing in the Year Ending December 31,</u>	\$27,415,000		
	General Obligation Refunding Bonds		
	Series 2017		
	Dated June 6, 2017		
	Rates ranging from 2.375% to 5.000%		
	Interest Payable June 1 and December 1		
	Principal Due December 1		
	<u>Principal</u>	<u>Interest</u>	<u>Total</u>
2021	\$ 300,000	\$ 1,114,925	\$ 1,414,925
2022	420,000	1,102,925	1,522,925
2023	450,000	1,086,125	1,536,125
2024	500,000	1,068,125	1,568,125
2025	520,000	1,048,125	1,568,125
2026	565,000	1,035,775	1,600,775
2027	595,000	1,007,525	1,602,525
2028	655,000	977,775	1,632,775
2029	685,000	945,025	1,630,025
2030	755,000	910,775	1,665,775
2031	780,000	886,237	1,666,237
2032	835,000	860,888	1,695,888
2033	865,000	833,750	1,698,750
2034	940,000	790,500	1,730,500
2035	990,000	743,500	1,733,500
2036	1,070,000	694,000	1,764,000
2037	1,115,000	651,200	1,766,200
2038	1,195,000	606,600	1,801,600
2039	1,245,000	558,800	1,803,800
2040	1,330,000	509,000	1,839,000
2041	1,380,000	455,800	1,835,800
2042	1,475,000	400,600	1,875,600
2043	1,535,000	341,600	1,876,600
2044	1,630,000	280,200	1,910,200
2045	1,695,000	215,000	1,910,000
2046	1,805,000	147,200	1,952,200
2047	1,875,000	75,000	1,950,000
	<u>\$ 27,205,000</u>	<u>\$ 19,346,975</u>	<u>\$ 46,551,975</u>

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

Blackstone Metropolitan District
Schedule of Cash Position
May 31, 2021
Updated as of June 11, 2021

	<u>General Fund</u>	<u>Special Revnue Fee Fund</u>	<u>Debt Service Fund GO Bonds</u>	<u>Debt Service Fund Revenue</u>	<u>Capital Projects Fund</u>	<u>Capital Projects Regional Imprvmt</u>	<u>Total</u>
<u>1st Bank - Checking</u>							
Balance as of 5/31/21	\$ 3,149.91	\$ 206,282.98	\$ -	\$ -	\$ -	\$ -	\$ 209,432.89
Subsequent activity:							
<i>Anticipated Bill.com Payment</i>	(2,380.35)	(64,304.60)	-	-	-	-	(66,684.95)
<i>Anticipated Transfer to SARLA</i>	-	-	-	-	-	(28,404.54)	(28,404.54)
<i>Anticipated Transfer From Colotrust</i>	-	-	-	-	-	28,404.54	28,404.54
<i>Anticipated Balance</i>	<u>769.56</u>	<u>141,978.38</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>142,747.94</u>
<u>Colotrust - Savings Account</u>							
Balance as of 5/31/21	\$ 2,558,284.98	\$ 232,373.79	\$ 2,238,991.28	\$ 12,788.76	\$ -	\$ 26,614.30	\$ 5,069,053.11
Subsequent activity:							
06/10/21 - Property Tax Deposit (May)	55,186.31	64,094.80	-	-	-	1,790.24	121,071.35
Surplus fund	-	-	(1,000,000.00)	-	-	-	(1,000,000.00)
Development fees payable	-	-	(168,500.00)	-	-	-	(168,500.00)
<i>Anticipated Transfer to Checking</i>	-	-	-	-	-	(28,404.54)	(28,404.54)
<i>Anticipated Balance</i>	<u>2,613,471.29</u>	<u>296,468.59</u>	<u>1,070,491.28</u>	<u>12,788.76</u>	<u>-</u>	<u>-</u>	<u>3,993,219.92</u>
<i>Total by fund</i>	<u>\$ 2,614,240.85</u>	<u>\$ 438,446.97</u>	<u>\$ 1,070,491.28</u>	<u>\$ 12,788.76</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ 4,135,967.86</u>

Yield Information:

Colotrust Prime (May 2021) - .01%

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

BLACKSTONE METROPOLITAN DISTRICT
Property Taxes Reconciliation
2021

	Current Year							Prior Year				
	Property Taxes	Delinquent Taxes, Rebates & 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	YTD
January	\$ 26,650.29	\$ -	\$ 17,915.32	\$ -	\$ (399.75)	\$ -	\$ 44,165.86	0.94%	0.94%	\$ 29,885.25	0.52%	0.52%
February	1,097,567.43	-	13,318.91	-	(16,463.51)	-	1,094,422.83	38.65%	39.59%	1,107,563.30	40.97%	41.49%
March	231,005.64	(287.59)	18,956.44	80.37	(3,461.98)	-	246,292.88	8.13%	47.72%	127,002.78	4.21%	45.71%
April	250,038.96	-	15,965.27	91.90	(3,751.96)	-	262,344.17	8.81%	56.52%	363,637.37	13.29%	58.99%
May	107,966.40	-	14,469.01	259.33	(1,623.39)	-	121,071.35	3.80%	60.33%	85,659.36	2.71%	61.70%
June	-	-	-	-	-	-	-	0.00%	60.33%	1,008,956.80	37.24%	98.94%
July	-	-	-	-	-	-	-	0.00%	60.33%	27,958.18	0.26%	99.20%
August	-	-	-	-	-	-	-	0.00%	60.33%	15,879.70	0.00%	99.20%
September	-	-	-	-	-	-	-	0.00%	60.33%	27,162.21	0.31%	99.51%
October	-	-	-	-	-	-	-	0.00%	60.33%	28,671.65	0.32%	99.83%
November	-	-	-	-	-	-	-	0.00%	60.33%	21,489.91	0.23%	100.06%
December	-	-	-	-	-	-	-	0.00%	60.33%	10,767.25	-0.08%	99.98%
\$	1,713,228.72	(287.59)	80,624.95	431.60	(25,700.59)	\$ -	\$ 1,768,297.09	60.33%	60.33%	\$ 2,854,633.76	99.98%	99.98%

Taxes Levied	% of Levied	Property Tax Collected	% Collected to Amount Levied
\$ 1,288,434.00	45.38%	\$ 777,278.26	60.33%
Debt Service Fund 1,503,173.00	52.94%	906,825.66	60.33%
Regional 47,801.00	1.68%	28,837.21	60.33%
\$ 2,839,408.00	100.00%	\$ 1,712,941.13	

Specific Ownership Tax

General Fund	\$ 93,536.00	47.06%	\$ 37,942.34	40.56%
Debt Service Fund	105,222.00	52.94%	42,682.61	40.56%
\$ 198,758.00	100.00%	\$ 80,624.95		

Treasurer's Fees

General Fund	\$ 19,327.00	45.38%	\$ 11,662.11	60.34%
Debt Service Fund	22,548.00	52.94%	13,605.81	60.34%
Regional	717.00	1.68%	432.67	60.34%
\$ 42,592.00	100.00%	\$ 25,700.59		

Due To SARIA From 2020	\$ 466.61
Pledged Ptax Collected	28,404.54
Payments to SARIA	466.61
Due To SARIA	\$ 28,404.54

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

Addendum for Prospective Financial Information

Blackstone Metropolitan District
(formerly High Plains Metropolitan District)

This is an addendum to our original engagement letter dated April 18, 2016. The purpose of this addendum is to outline additional services you wish us to perform in connection with that engagement. We will prepare a financial projection, which comprises the projected financial statements identified below:

- Property Tax Summary Information
- General Fund Projection
- Operations Fee Fund Projection
- Debt Service Fund Projection
- Capital Projects Fund Projection
- Capital Projects Regional Improvement Fund Projection

The financial projection will be presented as comparative prospective financial information (i.e., unexpired budget information) in your interim financial statements.

- It is our objective to prepare a financial projection in accordance with the guidelines for presentation of a projection established by the American Institute of Certified Public Accountants (AICPA presentation guidelines) based on information provided by you.
- References to *financial statements* in our original engagement letter are to be taken as a reference to also include the prospective financial information, where applicable.
- The prospective financial information will include a summary of hypothetical assumptions and significant assumptions as required by professional standards. We will assist management in the development of the assumptions for the prospective financial information; however, management acknowledges that it is responsible for the assumptions (including review and approval of the assumptions). There will usually be differences between the projected and actual results, because events and circumstances frequently do not occur as expected, and those differences may be material. Management agrees that the introduction to the summary of the significant assumptions will include a caveat to that effect.
- Management is responsible for the use of the AICPA presentation guidelines in the preparation of the projection and the development of assumptions that reflect your plans and expectations regarding events and circumstances for the projection period assuming the hypothetical assumptions. The financial projection will present, to the best of management's knowledge and belief, the entity's expected financial position, results of operations, and cash flows for the projection period assuming the hypothetical assumptions. It is based on management's assumptions reflecting conditions it expects

would exist and the course of action it expects would be taken during the projection period assuming the hypothetical assumptions.

- The financial projection will omit substantially all of the disclosures required by the guidelines for presentation of a financial projection established by the American Institute of Certified Public Accountants (AICPA presentation guidelines) other than those related to the significant assumptions, the hypothetical assumptions, and a description of the limitations on the usefulness of the presentation. The financial projection will identify this departure.

Fees

Our fees for these services are expected to range from \$7,500 to \$8,500. We will also add a Technology and Client Support Fee of five percent (5%) of all professional fees billed. Bills for services are due when submitted.

Agreement

We appreciate the opportunity to provide the services described in this addendum to our engagement letter dated April 18, 2016. All other terms and provisions of that engagement letter shall apply to these services. We believe this addendum accurately summarizes the significant additional terms of our engagement. If you have any questions, please let us know. If you agree with the terms of this addendum, please sign below, indicating your acknowledgment of, and agreement with, the above modifications to our existing engagement. This addendum will become effective as soon as you sign and date the original and copy of this addendum and return the signed copy to us.

Sincerely,

CliftonLarsonAllen LLP



Carrie Bartow, CPA
Principal
Direct 719-284-7239
carrie.bartow@CLAconnect.com

Enclosure

Response:

This addendum correctly sets forth the understanding of Blackstone Metropolitan District (formerly High Plains Metropolitan District).

Authorized Signature: _____

Title: _____

Date: _____