

HIGHWAY 119 METROPOLITAN DISTRICT NOS. 1-6

141 Union Boulevard, Suite 150
Lakewood, Colorado 80228-1898
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NOTICE OF A JOINT SPECIAL MEETING AND AGENDA

<u>Board of Directors:</u>	<u>Office:</u>	<u>Term/Expiration:</u>
Reginald V. Golden	President	2020/May 2020
Dale Bruns	Secretary/Treasurer	2018/May 2018
Paige Mathews	Assistant Secretary	2020/May 2020
Steve Miles	Assistant Secretary	2018/May 2018
<i>VACANT</i>		2020/May 2018

DATE: January 17, 2016
TIME: 9:00 A.M.
PLACE: Pratt Management
105 South Sunset, Suite H
Longmont, CO

I. ADMINISTRATIVE MATTERS (Action Items Status Matrix – 002)

A. Call to Order.

B. Present Disclosures of Potential Conflicts of Interest.

C. Approval of Agenda.

II. PUBLIC COMMENT (Items Not on the Agenda).

III. CONSENT AGENDA

A. These items are considered to be routine and will be approved by one motion. There will be no separate discussion of these items unless requested; in which event, the item will be removed from the Consent Agenda and considered in the Regular Agenda.

1. Review and approve the Minutes of the December 8, 2016 Joint Special Meeting (enclosure – 003).
2. Ratify approval of payment of claims through the period ending January 10, 2017 (enclosure – 004).

General Fund	\$	13,778.48
Debt Service Fund	\$	-0-
Capital Projects	\$	16,081.66
Total Claims:	\$	<u>29,860.14</u>

3. Review and consider acceptance of cash position schedule and unaudited financial statements through the period ending November 30, 2016 (enclosures – 005 and 006).

REGULAR AGENDA

IV. WATER MATTERS

A. Discussion regarding Water Rights/Supply for the Project.

-
1. Status of meeting with Town of Firestone.
-

B. Status of discussions regarding Water Supply Modeling.

1. Status of research on cost/benefit analysis on non-potable water system.
-

V. FINANCIAL MATTERS

A. Status of cost certification process (enclosure – 007).

- B. Consider approval of a proposal from Ryder Scott to prepare Oil and Gas Reserves Evaluation (to be distributed).
-

- C. Review reconciliation of deposits remitted to Town of Firestone (enclosure – 008).
-

VI. CONSTRUCTION MATTERS

A. Water Tank Project.

1. Status of Request for Proposal for Geotech Services.
-

2. Status of meetings with Town of Firestone.
-

B. Public Infrastructure.

1. Status of process and timeline for submitting preliminary plat for development to include public spine infrastructure.
-

VII. LEGAL MATTERS

A. Discuss status of Amended and Restated Service Plan.

B. Review and consider approval of an Independent Contractor Agreement with Resource Conservation Partners, LLC.

VIII. OTHER BUSINESS

A. _____

IX. ADJOURNMENT **THE NEXT REGULAR MEETING IS SCHEDULED FOR FEBRUARY 1, 2017.**

Highway 119 Metropolitan District Nos. 1-6 Action Items Status Matrix—2017

Action Items	Date of Meeting	Assigned To										Deadline	Priority	Status				Notes
		CDF	Voyage	TZA	TJB	WBA	Town	Schilling	SDMS	Stillwater	W & J			Not Started	In Process	Follow up Required	Complete	
SERVICE PLAN AMENDMENT																		
Service Plan Amendment	6/15/16					X	X						1		X			<p>7/11/16: Jennifer to add page numbers and line item numbers to summary. In order to go to November 2016 election for new districts, need Town approval by no later than 9/15/16. Backup plan can be to conduct organizational elections in November 2017 and refresh the debt in 2016. Ask Town whether 9/15 approval deadline is achievable and if not what options are to make that happen. Need to determine what submittal deadline will be to meet this.</p> <p>7/12/16: Executive summary updated and circulated to everyone.</p> <p>7/22/16: Draft Amendment circulated to group for review and comment. Proposed timeline for service plan amendment hearing circulated to group. Jennifer to submit to Town by 7/29 to keep on schedule.</p> <p>7/28/16: Service plan amendment submitted to Town.</p> <p>8/15/16: Jennifer followed up on status of review from Town and setting of hearing date.</p> <p>8/19/16: Hearing date set for 9/14 but may be continued to 9/28. Notices sent per statute for 9/14 date.</p> <p>9/13/16: Town provided comments on Amendment. Pull submittal and request meeting with staff ASAP to discuss responses. Organize 7-10 in November 2017. Draft response to comments on submittal and request meeting. Inquire into bond counsel engagement.</p> <p>9/14/16: Jennifer sent email to Sam Light requesting meeting ASAP and engagement of bond counsel.</p> <p>9/26/16: Jennifer emailed Town regarding status of request for meeting and discussion. Town responded that Sam's father died and they will respond as soon as they can.</p> <p>10/19/16: Meeting with Town staff on Amendment scheduled for 10/25. Lisa to attend and report back. Town requested \$25K retainer for amendment purposes.</p> <p>10/25/16: Lisa and Jennifer met with Sam and Dave re amendment. Jennifer sent update to directors regarding meeting. Lisa and Jennifer to send proposed dates to Town for next meeting with bond counsel and underwriters. Lisa emailed bond counsel and underwriter for date availability.</p> <p>11/15/16: Meeting with financial advisors scheduled for 11/30.</p> <p>11/30/16: Meeting with financial advisors conducted.</p>

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		CDF	Voyage	TZA	TJB	WBA	Town	Schilling	SDMS	Stillwater	W & J			Not Started	In Process	Follow up Required	Complete	
																		12/5/16: Jennifer emailed group regarding summary of meeting and Town model service plan endeavors. Sam Light to discuss revisions to model service plan with Town on 12/14 and present Town with draft in work session in January. 12/14/16: Town confirmed authorization given to move forward with model service plan revisions.
LEGAL MATTERS																		
Boundaries of Districts													3	X				Boundaries for Districts will need to be shifted to align with various phases of development. Example, a district will need to be overlapped with the commercial portion of the CDF development, one with the residential. Once those boundaries are determined, inclusions/exclusions can be coordinated.
Longs Peak WD Overlapping Consent IGA						X							1		X			Jennifer to draft overlapping consent IGA and send to Gary for review/comment. Gary provided prior IGA as template.
Left Hand WD Overlapping Consent				X		X								X				Discuss overlapping consent with Left Hand.
DEVELOPER MATTERS																		
CDF Reimbursement Agreement w/ Town		X			X									X				Need to put separate Reimbursement Agreement in place between CDF and Town to track those costs separately. CDF to communicate to Town need for Town to track costs appropriately between CDF and District. 6/29/16: Separate agreement in place. 7/5/16: Mark confirmed agreement is not in place. Will monitor when separate agreement needed.
Conflicts of Interest for TJB/CDF		X			X										X			Monitor potential conflicts of interest with TJB work for Districts and CDF.
Affordable Housing Contact		X	X											X				Reggie to forward affordable housing contact information to CDF.
Denver Developer		X	X											X				Reggie has Denver developer contact who may be interested in project.
Synergy Contact Information		X	X											X				Reggie to provide contact information for Synergy to CDF.
St. Vrain Sanitation District Fees		X	X				X							X				Determine how to collect fees from future purchasers and how and when to pay St. Vrain for each property's share of the fees.
Funding for Common Infrastructure		X	X											X				Determine which common infrastructure benefit the full project and how that will be paid by each phase.

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		CDF	Voyage	TZA	TJB	WBA	Town	Schilling	SDMS	Stillwater	W & J			Not Started	In Process	Follow up Required	Complete	
Funding for Internal Infrastructure		X	X											X				Determine how internal infrastructure will be paid and/or reimbursed and how District revenues are to be used.
Public Infrastructure Plat		X	X	X	X										X			<p>Meet with Town to discuss submittal of public infrastructure plat for spine infrastructure. Todd to coordinate same with Brad.</p> <p>7/11/16: Meeting with Town scheduled for 7/12/16.</p> <p>8/15/16: Need additional information on water tank before can prepare the plat for submittal to the Town. Plat may include development approvals for private development as well. Need to determine process for the PDP, FDP, etc. Barb, Jennifer, Lisa and Todd to coordinate on best process with Town for spine infrastructure, etc.</p> <p>10/19/16: Todd advised that private components will need to be added to public infrastructure plat. Todd to provide more information on what will need to be included so that costs and work can be coordinated.</p> <p>10/25/16: Town indicated it is not in favor of public infrastructure plat and suggested that developers submit plats in normal course of business.</p> <p>11/2/16: Board discussed submittal of development plans. Todd and Barb to meet to map out process and timeline for submitting a preliminary plat for development which would include public spine infrastructure. Process application for full project including Voyage and Union 320. Costs for processing would need to be paid directly on private side with reimbursement from Districts for % attributed to public improvements. Discuss plan at next Owners' meeting on 11/30. CDF to identify area for initial development plan submittal.</p> <p>12/7/16: Meeting with Barb still pending her schedule availability and finalization of tank concept with Town.</p>
WATER MATTERS																		
Left Hand Water Deficiencies				X		X									X			<p>Brad to draft letter to Left Hand re deficiencies to accommodate more SFE than originally included.</p> <p>8/15/16: Brad circulated comments on proposed agreement for discussion with Board. Memo includes talking points for modifications between Left Hand and Town. Brad to present talking points to Town for consideration and schedule meeting with Town and Left Hand.</p> <p>8/29/16: Brad had call with Left Hand on 8/18 to discuss details of deliveries, daily flows, pipelines, etc. Chad working on response to email. Flows less than originally anticipated.</p>

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Longs Peak/Town IGA				X		X	X												Brad to provide technical information for letter. Jennifer to draft letter to Town offering to prepare documents for the IGA between the Town and Longs Peak. Need to coordinate best approach to discuss with Town. 6/27/16: Brad to provide FTP link to Todd for mapping. 6/29/16: Brad meeting with Gary today. 7/11/16: Brad finalizing memo to Town regarding connection to Longs Peak. 8/15/16: Town ready to meet with Longs Peak regarding potential plan and arrangement. Schedule meeting with Town and Longs Peak. 8/29/16: Meeting conducted. Brad provided update at owners' meeting. Longs Peak will want MOU for project to ensure long-term planning and arrangement. Town to provide copy of current agreement between Town and Left Hand to Longs Peak. Agreement will have fixed flow rates. 10/19/16: During meeting with Dave Lindsay regarding potable water storage tank(s) and pump station(s) concepts, Dave indicates LHWD does not want LPWD to serve as a secondary water supply but rather as an emergency interconnect. 12/7/16: This item needs updating per Town's current direction to use LPWD as emergency use only.
Non-Potable Water		X	X	X	X		X			X	X				X				Determine whether a non-potable water system will be used and whether this will reduce obligation to bring potable water to Town. 6/27/16: Brad collecting data on Town's dual water system criteria. 6/29/16: Discuss with Town at 7/12 meeting. 7/25/16: Town on board with non-potable system. 8/15/16: Town supportive of dual system if demands, etc. make sense for the project. Longs Peak requires dual system. No formal cost/benefit analysis has been conducted for this project in recent years. Previous studies indicated it made sense with \$10k/af. Brad to ask other providers in area i.e. Bret Hall about their non-potable water system and cost/benefit analysis. 8/29/16: Need confirmation that ditch rights can be used for non-potable system. Ask Walraven if this is something he can analyze and opine upon. Need to know ASAP as it determines whether non-potable system can be used. Lisa to check with Walraven to determine whether he can provide this analysis and opinion.
Oligarchy Ditch Water and Agreement														X					Review agreement to determine terms, whether it runs with the land, priority of use, etc. Can Longs Peak use the Oligarchy Ditch water? 8/15/16: Walraven to review restrictions as part of water rights plan.

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		CDF	Voyage	TZA	TJB	WBA	Town	Schilling	SDMS	Stillwater	W & J			Not Started	In Process	Follow up Required	Complete		
Town Water and Water Tank Requirements		X	X	X	X									X					<p>Determine Town water requirements, timing for conveyance of water, cash in lieu, etc. Will Town require less water if we have non-potable system? If conservation efforts are put in place will the Town reduce the requirement? Brad to discuss with Dave Lindsay.</p> <p>6/29/16: Discuss with Town at 7/12 meeting.</p> <p>7/28/16: Brad sent memos to Town re water supply modeling.</p> <p>8/15/16: Town provided comments on memos to Brad.</p> <p>8/29/16: Brad met with Town and Longs Peak. Brad provided update at owners' meeting. Longs Peak interested in helping with water needs. Need for storage not eliminated. Town to provide copy of current agreement between Town and Left Hand to Longs Peak. Chad to look at storage options based on latest discussions. Town wants redundancy storage incorporated into design.</p> <p>9/14/16: Need to discuss Town requirements for each lot to determine what is realistic and reasonable. Need to discuss at grade tank with Town to get that approved for community. Need to get this resolved ASAP so can move forward with design, etc. Brad to prepare a timeline for the Town for our proposed water tank for owners/Brad to present to Town for approval. Owners to use same for discussions with buyers. Brad to send to everyone to determine how much detail to include. Mark to help with preparation. Meet with Town in person. Also need a cost estimate for the project.</p> <p>9/28/16: Brad discussed tank options with owners and possible locations. Brad to call Dave Lindsay to get thoughts on concepts and any Town concerns. Have meeting with Town on 10/19 to discuss in person. Extend pressure zone drawings to Voyage property. Brad to draft agenda for Town meeting on 10/19. Main topics will be tank and Town discussions with Longs Peak WD.</p> <p>10/19/16: Brad to discuss requirements with Town.</p> <p>10/25/16: Town willing to consider at-grade tank for interim solution. Longs Peak to be long-term solution but gives time to determine storage needs and options for long-term solution. Town willing to consider reduction in gpd requirements for development.</p> <p>11/30/16: Brad to review latest memo with Dave Lindsay. No follow up meeting scheduled yet.</p> <p>12/8/16: Brad to send Town water requirements to Walraven and Lisa.</p> <p>12/9/16: Information sent to Lisa and Walraven.</p>

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Water Rights Acquisition for Project				X	X	X									X				Brad and Todd to determine water needs for Longs Peak and Left Hand and Town. Once needs and requirements and timing are determined, invite Walraven to a meeting to meet with group and discuss next steps. 7/11/16: Invite Walraven to next District meeting. 7/12/16: Jennifer invited Walraven to August 15 meeting. 8/15/16: Walraven to prepare proposal for development of plan. Committee of Dale and Paige to approve proposal. Jennifer to prepare agreement. Barb to send all water rights documentation and information to group. 8/29/16: Walraven met with Brad to obtain additional information. Walraven expects to have proposal soon for Board consideration. Lisa to determine whether Walraven can review ditch rights to determine if they can be used for non-potable system. 9/14/16: Board reviewed proposal provided by Walraven. Brad to send total amount of water to Walraven for incorporation into proposal. Reggie to review proposal and provide any comments for incorporation. 9/26/16: Jennifer emailed Sara re agreement provisions. Sara to revise and send to Jennifer for review. 10/19/16: Jennifer and Sara working on final details for agreement. Stillwater indicates cannot provide indemnification. Jennifer to discuss with Board. Jennifer requested final edits from Sara on remaining agreement. 10/26/16: Agreement finalized and circulated for execution. Agreement executed. 11/30/16: Walraven provided update on meeting with Town on water rights. Will meet again with Town on 12/15. Walraven to provide summary to Lisa and Jennifer for 12/8 meeting. 12/8/16: Walraven to follow up on direction from executive session. Next meeting with Town is 12/16. Brad to send Town water demands to Walraven and Lisa. 12/9/16: Brad sent information to Walraven and Lisa.
Reuse Water and Metering of Same	12/8/16			X															Brad to price meter for sewer pipe for monitoring effluent returns.
Town Master Water Plan				X											X				Town to present portions of plan to Dave Lindsay for review and comment. 7/12/16: Brad submitted draft design memo 1 to Town. 7/25/16: Brad to submit design memos 1 and 2 and tech memo to Dave. 7/28/16: Memos submitted to Town. 8/15/16: Town provided comments on memos to Brad. Brad to address comments

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																	and provide updated memo to Town.	
Water Tap Fees		X	X	X	X		X								X		What will the tap fee be for each SFE for Longs Peak v. Left Hand and Districts? And will there be a Town tap fee component. Discuss with water districts and Town to determine what agreement will be for the tap fees.	
Liberty Gulch Project	7/12/16			X										X			Brad to obtain more information on project and whether it can benefit Districts. 12/7/16: See above "Longs Peak/Town IGA."	
Original Water Deeds – LifeBridge	9/14/16	X				X									X		LifeBridge is unable to locate original water deeds. Need to determine whether there is a process to authenticate copies of the deeds or otherwise confirm ownership without the deeds. 9/14/16: Jennifer emailed Matt Poznanovic regarding question. Phil to confirm whether deeds were recorded. 11/2/16: Jennifer emailed Phil to determine whether deeds were recorded. 1/10/17: Alan to assist CDF with re-issuance of certificates.	
Water Tank Site Location and Parcel	9/14/16			X	X		X								X		Need to determine location and size of water tank site. Consider doing easement to District during construction and having property subdivided during construction for eventual conveyance by deed to the Town. Need to determine Town process for acceptance of facilities and when the Town takes title. 9/28/16: Brad to present concept to Town for their reaction. 10/19/16: Brad meeting with Town today to discuss concepts. 11/30/16: Brad to discuss latest memo with Dave Lindsay. No follow up meeting scheduled yet.	
Water Rights Counsel	11/2/16									X		1/31/17	1		X		Request proposals for water counsel services. Board to consider at 12/8 meeting. 12/8/16: Board engaged White & Jankowski (Alan Curtis). 12/9/16: Lisa advised proponents of Board’s decision. Alan to send engagement letter and contact Walraven ASAP.	
GENERAL ENGINEERING MATTERS																		
GeoTech Proposals and Work					X										X		Todd to prepare scope of work and request proposals from at least 3 geotech firms for testing of improvement locations. Todd to provide previous testing results to firms for historical knowledge. 7/11/16: Todd to circulate draft RFP to Lisa, Brad and Jennifer for review. Need to include form contract and standard language in RFPs. RFPs due by end of month. 7/25/16: Todd suggest waiting on RFP so that work is done after crop season. 8/15/16: Need to add additional information on water tank to RFP to finalize and send out.	

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																		9/28/16: Todd to finalize RFP for review. Once finalized will send out to firms for proposals. Need to coordinate work with corn on fields. 10/19/16: Will discuss location and testing needs with Town at meeting to determine scope of RFP. 11/2/16: Todd and Brad to draft RFP for review and distribution. 11/29/16: Todd circulated RFP for review. 11/30/16: Jennifer provided suggested revisions to RFP to Todd and group. Lisa reviewed and responded. Brad to reviewed and responded as well. Responses due by 12/15 per RFP. 12/8/16: Todd to determine what geotech services are needed for Districts and, separately, what services are needed for the private properties and developers and estimated costs. Developers then to determine whether to have geotech performed now for private properties to determine scope of RFP.
Timeline for Development Activities	8/29/16		X															Update timeline to show concurrent paths for various approvals. Circulate to group. 9/14/16: Brad to update timeline and circulate to group ASAP for discussions with potential buyers.
FINANCIAL MATTERS																		
CDF Funding of Infrastructure		X																CDF willing to finance infrastructure subject to repayment by Districts.
Capital Cost Certification		X	X									10/26/16		X				CDF gathering invoices and documentation to send to Brad for cost certification of capital and organizational costs. 8/15/16: All invoices pulled and copies being made. Kevin to provide what is available now to Brad and Dawn. 8/29/16: Invoices complete. Lisa to pick up and get to Brad. 9/14/16: Certification to be completed in time for 11/2 budget hearing and packets. 11/2/16: Brad received documentation from Kevin and is reviewing to break out categories of costs. Brad to coordinate with Dawn for administrative costs. Many of the costs not reimbursable by the Districts. 11/30/16: Brad spoke with Kevin King and Phil to get more details. 12/01/16: Phil e-mailed in lieu agreement to Brad. 12/8/16: Brad prepared draft letter. Sent to Lisa for review and comment.
Operational Cost Certification		X					X					10/26/16		X				CDF gathering invoices and documentation to send to Dawn for cost certification of capital and organizational costs.

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																	8/15/16: All invoices pulled and copies being made. Kevin to provide what is available now to Brad and Dawn. 8/29/16: Invoices complete. Lisa to pick up and get to Brad. 9/14/16: Certification to be completed in time for 11/2 budget hearing and packets. 11/2/16: Brad received documentation from Kevin and is reviewing to break out categories of costs. Brad to coordinate with Dawn for administrative costs. Many of the costs not reimbursable by the Districts.	
Assignment of Reimbursement Rights to Highway 119 Holdings, LLC		X	X									1/31/17			X		CDF and Dawn to determine whether an assignment of reimbursement rights agreement is needed from LifeBridge, CDF, etc. to Highway 119 Holdings, LLC for reimbursement of costs. 11/2/16: Jennifer emailed Dawn regarding status. Follow up email to Brad. 11/28/16: Brad waiting for response from Kevin King for entity information. 12/8/16: Reggie to talk with Kevin King regarding assignments of reimbursements.	
2017 Budget	9/14/16					X		X	X			1/30/17			X		Prepare draft budget for Board distribution by 10/15. Budget hearings to be conducted on 11/2 at 9 am. Jennifer to prepare budget resolutions, Lisa to prepare notices, etc. 11/2/16: Boards amended budgets and adopted 2017 budgets. Lisa to certify mill levy by 12/15 and file budgets and amendments with DLG.	
2016 Audit for District Nos. 1 and 2	9/14/16							X	X			10/26/16			X		Obtain proposals for auditing services for consideration at 11/2 meeting. 11/2/16: Board approved engagement of Dazzio for auditing services. Lisa to have engagement letter executed. 12/02/16: Engagement Letters executed. Lisa to provide copies to Jennifer.	
Oil and Gas Revenue Projections	11/2/16		X	X											X		Dale to forward oil and gas information to Brad for review to determine whether TZA can update projections for 2018 and 2019 tax revenues. Need to have projections completed within 3-4 months. 11/30/16: Brad to have information for 12/8 meeting. 12/8/16: Dale and Mark to send Division orders to Justin for updating projections. Dale to connect Justin with Extraction to understand how royalty payments are calculated.	
TOWN MATTERS																		
Accounting for Town Meetings for CDF v. Districts								X									Need to coordinate accounting of time and meetings with Town to ensure Districts and CDF charged appropriately under existing agreements.	
Oversizing of				X	X	X		X									Can the Town from the costs of oversizing infrastructure and collect from future	

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Infrastructure and Reimbursement for Same																			developers (ala St. Vrain?) since this is a Town requirement to oversize? How does the Town currently handle these situations? Do they have funds available now for the oversizing? Discuss with Town when meet in person.
Town Contribution of 23%				X		X		X											Discuss ability to “credit” regional facilities toward 23% contribution or any reduction due to oversizing of infrastructure. 7/22/16: Credit addressed in service plan amendment. 8/29/16: Town indicated to Brad during meeting that 23% intended to pay for police, fire and parks. 10/25/16: Town willing to discuss options for 23%. Same to provide cash up front reduction amount for consideration. 12/5/16: Jennifer forwarded information on 23% alternative to Board for consideration and discussion.
Town’s Contribution for Water Plan, Etc.				X		X		X											How will the Town’s share of the costs of various efforts be paid? Will the Town be paying for these or agree to assist with development activity approvals or credit to the 23%?
Meeting Minutes for Town and Entity Meetings	9/14/16			X	X	X					X								Staff to take and circulate minutes of meetings with Town and other entities to working group so that people can stay up to speed as meetings occur.
MISCELLANEOUS MATTERS																			

RECORD OF PROCEEDINGS

MINUTES OF A JOINT SPECIAL MEETING OF THE BOARDS OF DIRECTORS OF THE HIGHWAY 119 METROPOLITAN DISTRICT NOS. 1-6 HELD DECEMBER 8, 2016

A Joint Special Meeting of the Boards of Directors (collectively referred to hereafter as "Board") of the Highway 119 Metropolitan District Nos. 1-6 (collectively referred to hereafter as "District"), was convened Thursday, the 8th day of December, 2016, at 9:00 a.m., at the LifeBridge Christian Church, 10345 Ute Highway, Longmont, Colorado. The meeting was open to the public.

ATTENDANCE

Directors In Attendance Were:

Reginald V. Golden
Dale Bruns
Paige Mathews

Following discussion, upon motion duly made by Director Mathews, seconded by Director Bruns and, upon vote, unanimously carried, the absence of Director Miles was excused.

Also In Attendance Were:

Lisa A. Johnson; Special District Management Services, Inc. ("SDMS, Inc.")

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

Todd Borger; TJB Consulting Group, LLC

Walraven Ketellapper; Stillwater Resources

Phil Pike; Highway 119 Holdings, LLC (via speakerphone)

Mark Meyer; Foundry Commercial

Brad Simons, P.E. and Justin Korkus; TZA Water Engineers, Inc.

Matt Poznanovic, Esq.; Petrock & Fendel, P.C. (for a portion of the meeting)

Alan Curtis, Esq.; White & Jankowski LLP (for a portion of the meeting)

RECORD OF PROCEEDINGS

CALL TO ORDER

It was noted that a quorum for each of the Boards was present, and the meeting was, therefore, called to order.

COMBINED MEETING

The Districts are meeting in a combined Board meeting. Unless otherwise noted below, the matters set forth below shall be deemed to be the actions of the Highway 119 Metropolitan District Nos. 1 – 6, inclusive, collectively.

DISCLOSURES OF POTENTIAL CONFLICTS OF INTEREST

Disclosures of Potential Conflicts of Interest: Ms. Tanaka advised the Boards that, pursuant to Colorado law, certain disclosures might be required prior to taking official action at the meeting. Ms. Tanaka reported that disclosures for those directors with potential or existing conflicts of interest were filed with the Secretary of State's Office and the Boards at least 72 hours prior to the meeting, in accordance with Colorado law, and those disclosures were acknowledged by the Boards. Ms. Tanaka noted that a quorum was present and inquired into whether members of the Boards 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 Boards determined that the participation of the members present was necessary to obtain a quorum or to otherwise enable the Boards to act.

ADMINISTRATIVE MATTERS

Agenda: Director Golden reviewed with the Board the proposed Agenda for the District's Joint Special Meeting.

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

PUBLIC COMMENT

There was no public comment.

CONSENT AGENDA

Consent Agenda: The Board considered the following actions:

- Approve Minutes of the November 2, 2016 Joint Special Meeting
- Ratify claims for the period ending November 29, 2016, in the amount of \$32,768.70
- Accept the unaudited financial statements and schedule of cash position through the period ending October 31, 2016

RECORD OF PROCEEDINGS

Following review, upon motion duly made by Director Bruns, seconded by Director Mathews and, upon vote, unanimously carried, the Board approved the Consent Agenda.

WATER MATTERS

Water Rights/Supply Consulting Services:

Status of Meeting with Town of Firestone: Pursuant to Sections 24-6-402(4)(b) and (e), C.R.S. upon motion duly made by Director Bruns, seconded by Director Mathews and, upon an affirmative vote of at least two-thirds of the quorum present, the Board convened in executive session at 9:15 a.m. for the purpose of discussing negotiations with third parties and receiving legal advice, as authorized by Sections 24-6-402(4)(b) and (e), C.R.S.

Pursuant to Section 24-6-402(2)(d.5) (II)(B), C.R.S., no record will be kept of the remaining portion of this executive session that, in the opinion of the District's attorney, constitutes privileged attorney-client communication pursuant to Section 24-6-402(4)(b), C.R.S.

The Board reconvened in regular session at 10:41 a.m.

Interviews for Water Legal Services:

White & Jankowski LLP: Mr. Curtis addressed the Board and presented his proposal. Discussion ensued.

Petrock & Fendel, P.C.: Mr. Poznanovic addressed the Board and presented his proposal. Discussion ensued.

Following discussion, upon motion duly made by Director Mathews, seconded by Director Bruns and, upon vote, unanimously carried, the Board determined to engage White & Jankowski, LLP to provide Water Legal Services, subject to confirmation that Mr. Curtis will be the lead attorney for the District.

Water Supply Modeling: The Board determined to defer this matter.

Cost/Benefit Analysis on Non-Potable Water System: The Board determined to defer this matter.

RECORD OF PROCEEDINGS

FINANCIAL MATTERS

Cost Certification Process: Mr. Simons provided a summary of his review, noting that \$378,729.20 is eligible for reimbursement by the District. Mr. Simons advised the Board that he will distribute his full report to the Board.

Oil and Gas Revenue Projections: Mr. Korkus updated the Board on the status of oil and gas revenue projections, noting that property owners will provide him with specific acres associated with oil and gas production whereupon he will update his analysis and then share this information with the Board.

CONSTRUCTION MATTERS

Water Tank Project: Mr. Simons reported that information regarding the Water Tank Project has been shared with the Town of Firestone but that no response has yet been received.

Request for Proposals for Geotechnical Services: Mr. Borger presented the Board with the draft Request for Proposals for Geotechnical Services. The Board requested that Mr. Borger determine what work is necessary for the District's infrastructure and what work is necessary for private properties in the District, and to provide separate cost estimates for each for the Board's consideration and discussion at the next meeting.

Public Infrastructure:

Timeline for Submittal of Preliminary Plat for Development to Include Public Spine Infrastructure: There was no available update on this matter.

LEGAL MATTERS

Amended and Restated Service Plan:

Engagement of Bond Counsel: The Board entered into discussion regarding an Engagement Letter from Kutak Rock LLP for Bond Counsel Services.

Following discussion, upon motion duly made by Director Bruns, seconded by Director Mathews and, upon vote, unanimously carried, the Board approved the Engagement Letter from Kutak Rock LLP for Bond Counsel Services.

Status of Meeting with Town of Firestone: Attorney Tanaka updated the Board on the meeting attended with the Town of Firestone representatives.

RECORD OF PROCEEDINGS

OTHER BUSINESS

January 2017 Board Meeting: The Board entered into discussion regarding scheduling a Joint Special Meeting in January 2017.

Following discussion, the Board determined to schedule a Joint Special Meeting for January 17, 2017, at 9:00 a.m. The meeting will be held at Pratt Management, 105 South Sunset, Suite H, Longmont, Colorado.

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

THESE MINUTES WERE APPROVED AS THE OFFICIAL DECEMBER 8, 2016 MINUTES OF THE HIGHWAY 119 METROPOLITAN DISTRICT NOS. 1-6 BY THE BOARD OF DIRECTORS SIGNING BELOW:

Reginald V. Golden

Dale Bruns

Paige Mathews

Steve Miles

RECORD OF PROCEEDINGS

Attorney Statement Regarding Privileged Attorney-Client Communication

Pursuant to §24-6-402(4)(b) and (e), C.R.S., I attest that, in my capacity as the attorney representing the Highway 119 Metropolitan District Nos. 1-6, I attended the executive session on December 8, 2016, for the sole purposes of providing legal advice on specific legal questions and discussing matters subject to negotiation, as authorized by §§24-6-402(4)(b) and (e), C.R.S. I further attest that it is my opinion that all or a portion of the executive session discussion constituted attorney-client privileged communication as provided by §24-6-402(4)(b), C.R.S., and, based on that opinion, no further record, written or electronic, was kept or required to be kept pursuant to §24-6-402(2)(d.5)(II)(B), C.R.S.

Jennifer Gruber Tanaka, Esq.
General Counsel
Highway 119 Metropolitan District Nos. 1-6

Highway 119 Metropolitan District No. 1 Check Detail January 2017

Num	Date	Name	Account	Paid Amount
1102	01/17/2017	Schilling & Company, Inc.	1-1000 · 1st Bank - Checking	
11551	01/10/2017		1-5015 · Accounting	-104.62
11550	01/10/2017		1-5015 · Accounting	-1,128.99
			1-5030 · Office supplies	-9.27
				<u>-1,242.88</u>
1103	01/17/2017	Special District Management Services, Inc	1-1000 · 1st Bank - Checking	
H119MD1.00	01/10/2017		1-5030 · Office supplies	-219.70
H119MD1.01	01/10/2017		1-5000 · Management Fees - GF	-1,966.80
H119MD1.02	01/10/2017		1-5000 · Management Fees - GF	-330.00
			3-5000 · Management Fees - CPF	-765.60
H119MD1.03	01/10/2017		1-5000 · Management Fees - GF	-171.60
H119MD1.05	01/10/2017		1-5000 · Management Fees - GF	-13.20
H119MD1.07	01/10/2017		1-5000 · Management Fees - GF	-211.20
H119MD1.11	01/10/2017		1-5000 · Management Fees - GF	-646.80
H119MD1.13	01/10/2017		1-5000 · Management Fees - GF	-39.60
				<u>-4,364.50</u>
1104	01/17/2017	Stillwater Resources & Investments, Inc.	1-1000 · 1st Bank - Checking	
1	01/10/2017		3-5020 · Engineering - CPF	-3,062.50
				<u>-3,062.50</u>
1105	01/17/2017	TZA Water Engineers	1-1000 · 1st Bank - Checking	
0414030.01-0000005	01/10/2017		3-6005 · Cost Certifications	-5,686.00
0414030.02-0000005	01/10/2017		3-5020 · Engineering - CPF	-2,292.06
				<u>-7,978.06</u>
1106	01/17/2017	White, Bear & Ankele, P.C.	1-1000 · 1st Bank - Checking	
73692	01/10/2017		3-6000 · Service Plan Amendment	-3,375.50
73692	01/10/2017		1-5010 · Legal	-75.00
73692	01/10/2017		1-5010 · Legal	-3,938.00
73692	01/10/2017		1-5035 · Elections	-2,108.50
73692	01/10/2017		1-5010 · Legal	-54.00
73692	01/10/2017		1-5010 · Legal	-151.50
73692	01/10/2017		1-5010 · Legal	-216.00
73692	01/10/2017		1-5010 · Legal	-1,380.50
73692	01/10/2017		1-5010 · Legal	-94.50
73692	01/10/2017		1-5010 · Legal	-75.00
73692	01/10/2017		1-5010 · Legal	-51.50
73692	01/10/2017		1-5010 · Legal	-19.00
73692	01/10/2017		1-5010 · Legal	-170.00
73692	01/10/2017		3-5010 · Legal - CPF	-487.50
73692	01/10/2017		3-5010 · Legal - CPF	-412.50
73692	01/10/2017		1-5010 · Legal	-603.20
				<u>-13,212.20</u>
			Total	<u><u>-29,860.14</u></u>

Highway 119 Metropolitan District No. 1

Check Detail

January 2017

<u>Num</u>	<u>Date</u>	<u>Name</u>	<u>Account</u>	<u>Paid Amount</u>
			First Bank Balance	2,946.15
			COLOTRUST Bank Balance	<u>865,019.84</u>
				<u>867,965.99</u>

Highway 119 Metropolitan District #1
P.O. Box 631579
Highlands Ranch, CO 80163
(720) 348-1086

FIRSTBANK
82-504/1070

1102

1/17/2017

PAY TO THE ORDER OF Schilling & Company, Inc.

\$ **1,242.88

One Thousand Two Hundred Forty-Two and 88/100***** DOLLARS

Schilling & Company, Inc.
P.O. Box 631579
Highlands Ranch, CO 80163

MEMO

⑈00 1 10 2⑈ ⑆ 10 700 504 7⑆9 7 7 1 20 4 30 5⑈

Highway 119 Metropolitan District #1

1102

Schilling & Company, Inc.

Date	Type	Reference	Original Amt.	Balance Due	1/17/2017 Discount	Payment
1/10/2017	Bill	11551	104.62	104.62		104.62
1/10/2017	Bill	11550	1,138.26	1,138.26		1,138.26
Check Amount						1,242.88

1st Bank - Checking

1,242.88

Highway 119 Metropolitan District #1

1102

Schilling & Company, Inc.

Date	Type	Reference	Original Amt.	Balance Due	1/17/2017 Discount	Payment
1/10/2017	Bill	11551	104.62	104.62		104.62
1/10/2017	Bill	11550	1,138.26	1,138.26		1,138.26
Check Amount						1,242.88

1st Bank - Checking

1,242.88



SCHILLING & COMPANY, INC.

Certified Public Accountants

P.O. Box 631579
HIGHLANDS RANCH, CO 80163

PHONE: 720.348.1086
FAX: 720.348.2920

Highway 119 Metropolitan District #2
PO Box 631579
Highlands Ranch, CO 80163

January 03, 2017

Invoice #11551

Professional Services

	<u>Hrs/Rate</u>	<u>Amount</u>
12/1/2016 File maintenance - Scan and file Financial Statement Work Papers	0.07 100.00/hr	6.50
12/8/2016 Preissuance review - 2017 Budget #2	0.17 100.00/hr	16.67
12/14/2016 Bank Reconciliations	0.17 100.00/hr	16.86
12/20/2016 Preparation of the financial statements for the month ended November 30, 2016	0.34 100.00/hr	34.28
12/21/2016 Preparation of the financial statements for the month ended November 30, 2016	0.30 100.00/hr	30.31
For professional services rendered	<hr/> 1.05	<hr/> \$104.62
Previous balance		\$359.89
Accounts receivable transactions		
1/4/2017 Payment - Thank You. Check No. 1092		(\$207.53)
1/4/2017 Payment - Thank You. Check No. 1098		(\$152.36)
Total payments and adjustments		<hr/> (\$359.89)
Balance due		<hr/> \$104.62 <hr/>



SCHILLING & COMPANY, INC.

Certified Public Accountants

P.O. Box 631579
HIGHLANDS RANCH, CO 80163

PHONE: 720.348.1086
FAX: 720.348.2920



Highway 119 Metropolitan District No. 1
P.O. Box 631579
Highlands Ranch, CO 80163

January 03, 2017

Invoice #11550

Professional Services

	<u>Hrs/Rate</u>	<u>Amount</u>
12/1/2016 File maintenance - Scan and file Financial Statement Work Papers	0.16 100.00/hr	15.97
12/6/2016 Preparation of 2017 Budget - budget revisions based on final assessed valuation and preparation of certification of mill levies.	0.75 100.00/hr	75.42
12/7/2016 Preparation of 2017 Budget - update #3 - #6 for final AV and prepare mill levy certifications.	2.27 100.00/hr	226.81
12/8/2016 Preissuance review - 2017 Budget #1	0.17 100.00/hr	16.67
Preissuance review - 2017 Budget #3	0.08 100.00/hr	8.33
Preissuance review - 2017 Budget #4	0.08 100.00/hr	8.33
Preissuance review - 2017 Budget #5	0.08 100.00/hr	8.33
Preissuance review - 2017 Budget #6	0.08 100.00/hr	8.33
12/12/2016 2017 Budget - finalizing budget and mill levy certs	1.93 100.00/hr	193.03
12/14/2016 Accounts Payable	0.08 100.00/hr	7.64
Bank Reconciliations	0.43 100.00/hr	42.94

	<u>Hrs/Rate</u>	<u>Amount</u>
12/15/2016 Reconciliation of Town of Firestone deposits	1.02 100.00/hr	101.61
12/20/2016 Accounts Payable	0.94 100.00/hr	93.64
Preparation of the financial statements for the month ended November 30, 2016	1.00 100.00/hr	100.44
12/21/2016 Accounts Payable - Print checks and prepare reports	1.69 100.00/hr	168.69
Preparation of the financial statements for the month ended - November 30, 2016	0.45 100.00/hr	44.92
Post transfer of funds	0.08 100.00/hr	7.89
For professional services rendered	<hr style="width: 100%; border: 0.5px solid black;"/> 11.29	<hr style="width: 100%; border: 0.5px solid black;"/> \$1,128.99
Additional Charges :		
12/21/2016 Postage		2.82
Postage		6.45
Total additional charges		<hr style="width: 100%; border: 0.5px solid black;"/> \$9.27
Total amount of this bill		<hr style="width: 100%; border: 0.5px solid black;"/> \$1,138.26
Previous balance		\$2,051.49
Accounts receivable transactions		
1/4/2017 Payment - Thank You. Check No. 1092		(\$1,136.04)
1/4/2017 Payment - Thank You. Check No. 1098		(\$915.45)
Total payments and adjustments		<hr style="width: 100%; border: 0.5px solid black;"/> (\$2,051.49)
Balance due		<hr style="width: 100%; border: 0.5px solid black;"/> <hr style="width: 100%; border: 0.5px solid black;"/> \$1,138.26

Highway 119 Metropolitan District #1
 P.O. Box 631579
 Highlands Ranch, CO 80163
 (720) 348-1086

FIRSTBANK
 82-504/1070

1103

1/17/2017

PAY TO THE ORDER OF Special District Management Services, Inc

\$ **4,364.50

Four Thousand Three Hundred Sixty-Four and 50/100***** DOLLARS

Special District Management Services, Inc
 141 Union Blvd., Suite 150
 Lakewood, CO 80228-1898

MEMO

⑈001103⑈ ⑆107005047⑆9771204305⑈

Highway 119 Metropolitan District #1

1103

Special District Management Services, Inc

Date	Type	Reference	Original Amt.	Balance Due	1/17/2017 Discount	Payment
1/10/2017	Bill	H119MD1.00	219.70	219.70		219.70
1/10/2017	Bill	H119MD1.01	1,966.80	1,966.80		1,966.80
1/10/2017	Bill	H119MD1.02	1,095.60	1,095.60		1,095.60
1/10/2017	Bill	H119MD1.03	171.60	171.60		171.60
1/10/2017	Bill	H119MD1.05	13.20	13.20		13.20
1/10/2017	Bill	H119MD1.07	211.20	211.20		211.20
1/10/2017	Bill	H119MD1.11	646.80	646.80		646.80
1/10/2017	Bill	H119MD1.13	39.60	39.60		39.60
Check Amount						4,364.50

1st Bank - Checking

4,364.50

Highway 119 Metropolitan District #1

1103

Special District Management Services, Inc

Date	Type	Reference	Original Amt.	Balance Due	1/17/2017 Discount	Payment
1/10/2017	Bill	H119MD1.00	219.70	219.70		219.70
1/10/2017	Bill	H119MD1.01	1,966.80	1,966.80		1,966.80
1/10/2017	Bill	H119MD1.02	1,095.60	1,095.60		1,095.60
1/10/2017	Bill	H119MD1.03	171.60	171.60		171.60
1/10/2017	Bill	H119MD1.05	13.20	13.20		13.20
1/10/2017	Bill	H119MD1.07	211.20	211.20		211.20
1/10/2017	Bill	H119MD1.11	646.80	646.80		646.80
1/10/2017	Bill	H119MD1.13	39.60	39.60		39.60
Check Amount						4,364.50

1st Bank - Checking

4,364.50

SDMS

Special District Management Services, Inc.

141 Union Boulevard, Suite 150
 Lakewood, CO 80228-1898
 303-987-0835 | Fax: 303-987-2032
 www.sdmsi.com



Highway 119 Metropolitan District No. 1
 Dawn Schilling, CPA
 Schilling & Company, Inc.
 P.O. Box 631579
 Highlands Ranch, CO 80163

Statement Date: 12/31/2016
 Account No. H119MD1.00

Invoice for Services Rendered - 12/31/2016

	Previous Balance	Fees	Expenses	Advances	Payments	Balance
H119MD1-00	284.14	0.00	219.70	0.00	-122.07	\$381.77
H119MD1-01 Board Meetings	2,653.20	1,966.80	0.00	0.00	-2,842.52	\$1,777.48
H119MD1-02 Management Matters	2,230.80	1,095.60	0.00	0.00	-1,161.60	\$2,164.80
H119MD1-03 Records Management	435.60	171.60	0.00	0.00	-356.40	\$250.80
H119MD1-05 Insurance Matters	0.00	13.20	0.00	0.00	0.00	\$13.20
H119MD1-07 Statutory Compliance Matters	0.00	211.20	0.00	0.00	0.00	\$211.20
H119MD1-11 Management - Budget Matters	250.80	646.80	0.00	0.00	-79.20	\$818.40
H119MD1-13 Management - Audit Matters	0.00	39.60	0.00	0.00	0.00	\$39.60
	<u>5,854.54</u>	<u>4,144.80</u>	<u>219.70</u>	<u>0.00</u>	<u>-4,561.79</u>	<u>\$5,657.25</u>

SDMS | Special District Management Services, Inc.

141 Union Boulevard, Suite 150
 Lakewood, CO 80228-1898
 303-987-0835 | Fax: 303-987-2032
 www.sdmsi.com

Statement Date: 12/31/2016
 Statement No. 11179
 Account No. H119MD1.00

Highway 119 Metropolitan District No. 1

Expenses

12/02/2016	Mileage	45.36
12/29/2016	Postage, December, 2016.	1.62
12/29/2016	Duplicating, December, 2016.	45.60
12/30/2016	Conference calling service, November, 2016.	<u>127.12</u>
	Total Expenses	219.70
	Total Current Work	219.70
	Previous Balance	\$284.14

Payments

12/14/2016	Payment	-122.07
	Balance Due	<u>\$381.77</u>

Aged Due Amounts

<u>0-30</u>	<u>31-60</u>	<u>61-90</u>	<u>91-120</u>	<u>121-180</u>	<u>181+</u>
219.70	122.07	40.00	0.00	0.00	0.00

SDMS SPECIAL DISTRICT MANAGEMENT SERVICES, INC.

141 Union Boulevard, Suite 150
 Lakewood, CO 80228-1898
 303-987-0835 | Fax: 303-987-2032
 www.sdmsi.com

Statement Date: 12/31/2016
 Statement No. 11180
 Account No. H119MD1.01

Highway 119 Metropolitan District No. 1

Board Meetings

			<u>Fees</u>		
			Rate	Hours	
12/01/2016	LJ	Finalize the agenda, enclosures and e-packet for the December board meeting; draft correspondence to Attorney Lay re: request for engagement letter.	132.00	0.30	39.60
	ATG	Finalize and compile December 8, 2016 Joint Special Board meeting packet for distribution to the Board.	132.00	0.60	79.20
	ATG	Prepare condensed December 8, 2016 Joint Special Meeting Agenda; transmit to appropriate parties and arrange for posting.	132.00	0.30	39.60
	ATG	Prepare Notice of December 8, 2016 Joint Special Meeting; transmit to appropriate parties and arrange for posting.	132.00	0.30	39.60
12/02/2016	JNM	Notice posting for special meeting on December 8, 2016.	66.00	2.00	132.00
12/05/2016	LJ	Review the agenda and enclosures and prepare for the December board meeting.	132.00	0.40	52.80
	CT	Transmit and reproduce agenda packets for the December 8, 2016 meeting.	132.00	0.20	26.40
12/07/2016	CT	Contact board and consultants to verify attendance for the December 8, 2016 meeting.	132.00	0.10	13.20
12/08/2016	LJ	Travel and attend board meeting.	132.00	6.50	858.00
12/14/2016	LJ	Finalize the agenda notes from the December board meeting.	132.00	0.40	52.80
12/15/2016	ATG	Update meeting calendar with January 17, 2016 Special Meeting information.	132.00	0.10	13.20
	LJ	Review and respond to correspondence from Mr. King re: meeting room availability.	132.00	0.10	13.20
	LJ	Draft the agenda for the January Owner's Call; transmit to Attorney Tanaka for review.	132.00	0.20	26.40
12/19/2016	LJ	Draft correspondence to BOD re: availability to attend meeting in January.	132.00	0.10	13.20
12/21/2016	ATG	Draft, revise, transmit and finalize Minutes for December 8, 2016 Joint Special meeting.	132.00	2.70	356.40
	ATG	Draft agenda for January 17, 2017 Joint Special meeting. Revise with manager comments. Transmit and communicate with attorney regarding revisions.	132.00	1.40	184.80

Highway 119 Metropolitan District No. 1

Statement Date: 12/31/2016
 Statement No. 11180

			Rate	Hours	
12/22/2016	ATG	Update meeting calendar with 2017 Regular Meeting information.	132.00	<u>0.20</u>	<u>26.40</u>
		For Current Services Rendered		15.90	1,966.80

Recapitulation

<u>Timekeeper</u>	<u>Hours</u>	<u>Rate</u>	<u>Total</u>
Crystal Thurston	0.30	\$132.00	\$39.60
Ashley Gorton	5.60	132.00	739.20
Lisa Johnson	8.00	132.00	1,056.00
Nick Moncada	2.00	66.00	132.00

Total Current Work 1,966.80

Previous Balance \$2,653.20

Payments

12/14/2016 Payment -2,842.52

Balance Due \$1,777.48

SDMS Special District Management Services, Inc.

141 Union Boulevard, Suite 150
 Lakewood, CO 80228-1898
 303-987-0835 | Fax: 303-987-2032
 www.sdmsi.com

Statement Date: 12/31/2016
 Statement No. 11181
 Account No. H119MD1.02

Highway 119 Metropolitan District No. 1

Management Matters

Fees

			Rate	Hours	
12/01/2016	LJ	Review information and prepare for the meeting with Town of Firestone.	132.00	0.40	52.80
	LJ	Travel and attend meeting with Town of Firestone re: Amended and Restated Service Plan.	132.00	4.00	528.00
12/02/2016	LJ	Review and update the Action Items list.	132.00	0.20	26.40
12/07/2016	LJ	Review memo from Mr. Ketallapper re: summary of meeting with Firestone; correspondence with Attorney Tanaka re: same.	132.00	0.30	39.60
12/09/2016	LJ	Draft correspondence to Attorney Poznanovic and Attorney Curtis re: Board's decision on water rights counsel.	132.00	0.20	26.40
	LJ	Conference with Attorney Curtis re: engagement letter, summary of call with Mr. Ketallapper and memo to BOD related to estimate of fees; draft correspondence to Attorney Curtis re: BOD President and location to send invoices.	132.00	0.30	39.60
12/13/2016	LJ	Compile executed engagement letter with White & Jankowski and transmit to interested parties.	132.00	0.20	26.40
12/14/2016	LJ	Review and revise if necessary the emergency contacts list.	132.00	0.10	13.20
	CT	Mail checks to Dawn Schilling.	132.00	0.10	13.20
12/15/2016	LJ	Review and record district correspondence.	132.00	0.30	39.60
12/16/2016	LJ	Review and respond to correspondence from Attorney Curtis re: memo on water rights tasks; conference with Attorney Curtis re: same.; review correspondence from Dave Lindsay re: comments on water tank; review correspondence from Mr. Simons re: water demand to serve property.	132.00	1.10	145.20
12/19/2016	LJ	Review and execute the 2017 boundary map filing.	132.00	0.10	13.20
12/20/2016	LJ	Review and respond to correspondence from Mr. Weaver re: financial questions related to temporary water infrastructure in advance of meeting with Mr. Lindsay.	132.00	0.20	26.40
12/22/2016	ATG	Update Transparency Notice checklist with District information.	132.00	0.10	13.20
	ATG	Update end-of-year checklist with District information.	132.00	0.10	13.20

SDMS | Special District Management Services, Inc.

141 Union Boulevard, Suite 160
 Lakewood, CO 80228-1898
 303-987-0836 | Fax: 303-987-2032
 www.sdmsi.com

Highway 119 Metropolitan District No. 1

Statement Date: 12/31/2016
 Statement No. 11181
 Account No. H119MD1.02

Management Matters

Fees

			Rate	Hours	
12/01/2016	LJ	Review information and prepare for the meeting with Town of Firestone.	132.00	0.40	52.80 ✖
	LJ	Travel and attend meeting with Town of Firestone re: Amended and Restated Service Plan.	132.00	4.00	528.00 ✖
12/02/2016	LJ	Review and update the Action Items list.	132.00	0.20	26.40
12/07/2016	LJ	Review memo from Mr. Ketallapper re: summary of meeting with Firestone; correspondence with Attorney Tanaka re: same.	132.00	0.30	39.60 ✖
12/09/2016	LJ	Draft correspondence to Attorney Poznanovic and Attorney Curtis re: Board's decision on water rights counsel.	132.00	0.20	26.40
	LJ	Conference with Attorney Curtis re: engagement letter, summary of call with Mr. Ketallapper and memo to BOD related to estimate of fees; draft correspondence to Attorney Curtis re: BOD President and location to send invoices.	132.00	0.30	39.60
12/13/2016	LJ	Compile executed engagement letter with White & Jankowski and transmit to interested parties.	132.00	0.20	26.40
12/14/2016	LJ	Review and revise if necessary the emergency contacts list.	132.00	0.10	13.20
	CT	Mail checks to Dawn Schilling.	132.00	0.10	13.20
12/15/2016	LJ	Review and record district correspondence.	132.00	0.30	39.60
12/16/2016	LJ	Review and respond to correspondence from Attorney Curtis re: memo on water rights tasks; conference with Attorney Curtis re: same.; review correspondence from Dave Lindsay re: comments on water tank; review correspondence from Mr. Simons re: water demand to serve property.	132.00	1.10	145.20 ✖
12/19/2016	LJ	Review and execute the 2017 boundary map filing.	132.00	0.10	13.20
12/20/2016	LJ	Review and respond to correspondence from Mr. Weaver re: financial questions related to temporary water infrastructure in advance of meeting with Mr. Lindsay.	132.00	0.20	26.40
12/22/2016	ATG	Update Transparency Notice checklist with District information.	132.00	0.10	13.20
	ATG	Update end-of-year checklist with District information.	132.00	0.10	13.20

Highway 119 Metropolitan District No. 1

			Rate	Hours	
12/27/2016	LJ	Review, record and/or purge records from 2016.	132.00	0.50	66.00
12/29/2016	CT	Open and distribute mail for the month of December 2016.	132.00	<u>0.10</u>	<u>13.20</u>
		For Current Services Rendered		8.30	1,095.60

Recapitulation

<u>Timekeeper</u>	<u>Hours</u>	<u>Rate</u>	<u>Total</u>
Crystal Thurston	0.20	\$132.00	\$26.40
Ashley Gorton	0.20	132.00	26.40
Lisa Johnson	7.90	132.00	1,042.80

Total Current Work	1,095.60
Previous Balance	\$2,230.80

Payments

12/14/2016	Payment	-1,161.60
	Balance Due	<u>\$2,164.80</u>

Aged Due Amounts

<u>0-30</u>	<u>31-60</u>	<u>61-90</u>	<u>91-120</u>	<u>121-180</u>	<u>181+</u>
1,095.60	1,069.20	0.00	0.00	0.00	0.00

SDMS SPECIAL DISTRICT MANAGEMENT SERVICES, INC.

141 Union Boulevard, Suite 150
 Lakewood, CO 80228-1898
 303-987-0835 | Fax: 303-987-2032
 www.sdmsi.com

Statement Date: 12/31/2016
 Statement No. 11182
 Account No. H119MD1.03

Highway 119 Metropolitan District No. 1

Records Management

			<u>Fees</u>		
			Rate	Hours	
12/07/2016	KS	Compile and transmit Independent Contractor Agreement with Resource Conservation Partners, LLC to all interested parties.	132.00	0.20	26.40
12/13/2016	ATG	Receive and record First Amendment to ICA (Accounting Services) - Schilling & Company to electronic and hard copy systems.	132.00	0.10	13.20
	ATG	Receive and record Eighth Amendment to Funding and Reimbursement Agreement (2017) - Highway 119 Holdings, LLC to electronic and hard copy systems.	132.00	0.10	13.20
	ATG	Respond to attorney inquiry regarding executed agreements.	132.00	0.10	13.20
12/15/2016	ATG	Update District resources with current email contact information for Director Golden.	132.00	0.10	13.20
12/22/2016	ATG	Update District Book Page with 2017 Regular Meeting information.	132.00	0.10	13.20
	ATG	Update District No. 1 contact information with the Division of Local Government.	132.00	0.10	13.20
	ATG	Update District No. 2 contact information with the Division of Local Government.	132.00	0.10	13.20
	ATG	Update District No. 3 contact information with the Division of Local Government.	132.00	0.10	13.20
	ATG	Update District No. 4 contact information with the Division of Local Government.	132.00	0.10	13.20
	ATG	Update District No. 5 contact information with the Division of Local Government.	132.00	0.10	13.20
	ATG	Update District No. 6 contact information with the Division of Local Government.	132.00	0.10	13.20
		For Current Services Rendered		1.30	171.60

Recapitulation

<u>Timekeeper</u>	<u>Hours</u>	<u>Rate</u>	<u>Total</u>
Karen Steggs	0.20	\$132.00	\$26.40
Ashley Gorton	1.10	132.00	145.20

Total Current Work	171.60
Previous Balance	\$435.60

Highway 119 Metropolitan District No. 1

Statement Date: 12/31/2016
 Statement No. 11182

Payments

12/14/2016	Payment						-356.40
	Balance Due						<u>\$250.80</u>

Aged Due Amounts

<u>0-30</u>	<u>31-60</u>	<u>61-90</u>	<u>91-120</u>	<u>121-180</u>	<u>181+</u>
171.60	79.20	0.00	0.00	0.00	0.00

SDMS | Special District Management Services, Inc.

141 Union Boulevard, Suite 150
 Lakewood, CO 80228-1898
 303-987-0835 | Fax: 303-987-2032
 www.sdmsi.com

Statement Date: 12/31/2016
 Statement No. 11183
 Account No. H119MD1.05

Highway 119 Metropolitan District No. 1

Insurance Matters

Fees

			<u>Rate</u>	<u>Hours</u>	
12/06/2016	KS	Transmit Pool Representative form to T. Charles Wilson. For Current Services Rendered	132.00	0.10	13.20
				0.10	13.20
		<u>Recapitulation</u>			
	<u>Timekeeper</u>			<u>Hours</u>	
	Karen Steggs			0.10	
			<u>Rate</u>		<u>Total</u>
			\$132.00		\$13.20
		Total Current Work			13.20
		Balance Due			<u>\$13.20</u>

SDMS SPECIAL DISTRICT MANAGEMENT SERVICES, INC.

141 Union Boulevard, Suite 150
 Lakewood, CO 80228-1998
 303-987-0835 | Fax: 303-987-2032
 www.sdmsi.com

Statement Date: 12/31/2016
 Statement No. 11184
 Account No. H119MD1.07

Highway 119 Metropolitan District No. 1

Statutory Compliance Matters

		<u>Fees</u>		
		Rate	Hours	
12/19/2016	ATG			
		132.00	0.40	52.80
12/22/2016	ATG			
		132.00	0.20	26.40
	ATG			
		132.00	0.20	26.40
	ATG			
		132.00	0.20	26.40
	ATG			
		132.00	0.20	26.40
	ATG			
		132.00	0.20	26.40
			<u>0.20</u>	<u>26.40</u>
			1.60	211.20

	<u>Recapitulation</u>		
<u>Timekeeper</u>	<u>Hours</u>	<u>Rate</u>	<u>Total</u>
Ashley Gorton	1.60	\$132.00	\$211.20

Total Current Work 211.20

Balance Due \$211.20

SDMS SPECIAL DISTRICT MANAGEMENT SERVICES, INC.

141 Union Boulevard, Suite 150
 Lakewood, CO 80228-1998
 303-987-0835 | Fax: 303-987-2032
 www.sdmsi.com

Highway 119 Metropolitan District No. 1

Statement Date: 12/31/2016
 Statement No. 11185
 Account No. H119MD1.11

Management - Budget Matters

Fees

			Rate	Hours	
12/05/2016	ATG	Receive and record 2016 Final Assessed Valuation for District No. 1 to electronic and hard copy systems.	132.00	0.10	13.20
	ATG	Receive and record 2016 Final Assessed Valuation for District No. 2 to electronic and hard copy systems.	132.00	0.10	13.20
	ATG	Receive and record 2016 Final Assessed Valuation for District No. 3 to electronic and hard copy systems.	132.00	0.10	13.20
	ATG	Receive and record 2016 Final Assessed Valuation for District No. 4 to electronic and hard copy systems.	132.00	0.10	13.20
	ATG	Receive and record 2016 Final Assessed Valuation for District No. 5 to electronic and hard copy systems.	132.00	0.10	13.20
	ATG	Receive and record 2016 Final Assessed Valuation for District No. 6 to electronic and hard copy systems.	132.00	0.10	13.20
	ATG	Transmit 2016 Final Assessed Valuations to appropriate parties.	132.00	0.20	26.40
12/06/2016	ATG	Compile Budget documents and organize Budget folder for Mill Levy Certification.	132.00	0.60	79.20
12/13/2016	LJ	Review and complete the DLG-70 forms for Districts 1-6.	132.00	0.50	66.00
12/15/2016	ATG	Receive 2017 Mill Levy Certification Form for District No. 1 and record to electronic and hard copy systems. Transmit 2017 Mill Levy Certification Form to the County and all interested parties.	132.00	0.30	39.60
	ATG	Receive 2017 Mill Levy Certification Form for District No. 2 and record to electronic and hard copy systems. Transmit 2017 Mill Levy Certification Form to the County and all interested parties.	132.00	0.30	39.60
	ATG	Receive 2017 Mill Levy Certification Form for District No. 3 and record to electronic and hard copy systems. Transmit 2017 Mill Levy Certification Form to the County and all interested parties.	132.00	0.30	39.60
	ATG	Receive 2017 Mill Levy Certification Form for District No. 4 and record to electronic and hard copy systems. Transmit 2017 Mill Levy Certification Form to the County and all interested parties.	132.00	0.30	39.60
	ATG	Receive 2017 Mill Levy Certification Form for District No. 5 and record to electronic and hard copy systems. Transmit 2017 Mill Levy Certification Form to the County and all interested parties.	132.00	0.30	39.60
	ATG	Receive 2017 Mill Levy Certification Form for District No. 6 and record to electronic and hard copy systems. Transmit 2017 Mill Levy Certification Form to the County and all interested parties.	132.00	0.30	39.60
12/16/2016	ATG	Receive and record District No. 1 confirmations of receipt of Mill			

Highway 119 Metropolitan District No. 1

	Rate	Hours	
Levy Certification from District Manager, paralegal, accountant and County Assessor's Office to electronic and hard copy systems.	132.00	0.20	26.40
ATG Receive and record District No. 2 confirmations of receipt of Mill Levy Certification from District Manager, paralegal, accountant and County Assessor's Office to electronic and hard copy systems.	132.00	0.20	26.40
ATG Receive and record District No. 3 confirmations of receipt of Mill Levy Certification from District Manager, paralegal, accountant and County Assessor's Office to electronic and hard copy systems.	132.00	0.20	26.40
ATG Receive and record District No. 4 confirmations of receipt of Mill Levy Certification from District Manager, paralegal, accountant and County Assessor's Office to electronic and hard copy systems.	132.00	0.20	26.40
ATG Receive and record District No. 5 confirmations of receipt of Mill Levy Certification from District Manager, paralegal, accountant and County Assessor's Office to electronic and hard copy systems.	132.00	0.20	26.40
ATG Receive and record District No. 6 confirmations of receipt of Mill Levy Certification from District Manager, paralegal, accountant and County Assessor's Office to electronic and hard copy systems.	132.00	0.20	26.40
For Current Services Rendered		<u>4.90</u>	<u>26.40</u> 646.80

Recapitulation

<u>Timekeeper</u>	<u>Hours</u>	<u>Rate</u>	<u>Total</u>
Ashley Gorton	4.40	\$132.00	\$580.80
Lisa Johnson	0.50	132.00	66.00

Total Current Work 646.80

Previous Balance \$250.80

Payments

12/14/2016 Payment -79.20

Balance Due \$818.40

Aged Due Amounts

<u>0-30</u>	<u>31-60</u>	<u>61-90</u>	<u>91-120</u>	<u>121-180</u>	<u>181+</u>
646.80	79.20	92.40	0.00	0.00	0.00

SDMS

Special District Management Services, Inc.

141 Union Boulevard, Suite 150
 Lakewood, CO 80228-1898
 303-987-0835 | Fax: 303-987-2032
 www.sdmsi.com

Statement Date: 12/31/2016
 Statement No. 11186
 Account No. H119MD1.13

Highway 119 Metropolitan District No. 1

Management - Audit Matters

Fees

			Rate	Hours	
12/05/2016	LJ	Execute and finalize 2016 audit engagement letters and transmit to auditor and interested parties.	132.00	0.30	39.60
		For Current Services Rendered		0.30	39.60
<u>Recapitulation</u>					
	<u>Timekeeper</u>			<u>Hours</u>	<u>Rate</u>
	Lisa Johnson			0.30	\$132.00
					<u>Total</u>
					\$39.60
		Total Current Work			39.60
		Balance Due			<u>\$39.60</u>

Highway 119 Metropolitan District #1
P.O. Box 631579
Highlands Ranch, CO 80163
(720) 348-1086

FIRSTBANK
82-504/1070

1104

1/17/2017

PAY TO THE ORDER OF Stillwater Resources & Investments

\$ **3,062.50

Three Thousand Sixty-Two and 50/100***** DOLLARS

Stillwater Resources & Investments, Inc
2355 Canyon Blvd, Ste 105
Boulder, CO 80302

MEMO

⑈00 1 104⑈ ⑆ 10 700 504 7⑆9 7 7 1 204 305⑈

Highway 119 Metropolitan District #1

1104

Stillwater Resources & Investments

Date	Type	Reference	Original Amt.	Balance Due	1/17/2017 Discount	Payment
1/10/2017	Bill	1	3,062.50	3,062.50		3,062.50
Check Amount						3,062.50

1st Bank - Checking

3,062.50

Highway 119 Metropolitan District #1

1104

Stillwater Resources & Investments

Date	Type	Reference	Original Amt.	Balance Due	1/17/2017 Discount	Payment
1/10/2017	Bill	1	3,062.50	3,062.50		3,062.50
Check Amount						3,062.50

1st Bank - Checking

3,062.50



STILLWATER



Date: December 26, 2016

Invoice No.: 1

Highway 119 Metropolitan District No. 1
c/o Special District Management Services, Inc.
141 Union Boulevard, Suite 150
Lakewood, Colorado 80228

Status Report:

Stillwater Resources meet with the 119 Metro District ("District") and its consultants and representatives to discuss future development and water needs on the Firestone Annexation Property (the "Property").

Stillwater reviewed information regarding the water rights owned by District landowners and worked on ways to utilize this water in the Left Hand Water District system as well as means to trade the water to the City of Longmont. Provided list of legal issues regarding the Union Pump right and Spring Gulch water to pose to the District's water lawyers. Prepared list of questions for meeting with Firestone staff.

Stillwater had meetings with the Town of Firestone's engineer and administrator to discuss water options for development of the Property, historical relationships between Firestone and the following entities: City of Longmont, Central Weld, Left Hand Water District, Longs Peak Water District and the District. Stillwater presented several water resource alternatives for the Property. These meetings were highly cooperative and progressive. We prepared a confidential summary memo to the board's legal counsel.

Stillwater met with the District Board in executive session to discuss the initial meeting with Firestone and ideas for water resources alternatives on the Property.

Stillwater met with the District's newly hired legal counsel to provide background to the water resources issues, water rights and to discuss the feasibility of using the water rights owned by the District's land owners.

Anticipated January Services:

Review legal counsel recommendations, review water development plans, review Town Council minutes regarding lease with Loveland and any regulations on auction of leased water. Finalize water rights approach with board and legal counsel and begin implementation.

Walraven Ketellapper	HOURS TO DATE	9.25 @ \$250/hr
Sara Morison	HOURS TO DATE	5 @ \$150/hr

TOTAL DUE THIS INVOICE \$3,062.50

Please Remit payment to: Stillwater Resources & Investments
2355 Canyon Blvd, Ste 105, Boulder, CO 80302

303-415-0029
sara

Highway 119 Metropolitan District #1

P.O. Box 631579
Highlands Ranch, CO 80163
(720) 348-1086

FIRSTBANK
82-504/1070

1105

1/17/2017

PAY TO THE ORDER OF TZA Water Engineers

\$ **7,978.06

Seven Thousand Nine Hundred Seventy-Eight and 06/100***** DOLLARS

TZA Water Engineers
12596 W. Bayaud Ave., Ste 330
Lakewood, CO 80228

MEMO

⑈00 1 105⑈ ⑆ 107005047⑆977 1 204305⑈

Highway 119 Metropolitan District #1

1105

TZA Water Engineers

Date	Type	Reference	Original Amt.	Balance Due	1/17/2017 Discount	Payment
1/10/2017	Bill	0414030.01-0000005	5,686.00	5,686.00		5,686.00
1/10/2017	Bill	0414030.02-0000005	2,292.06	2,292.06		2,292.06
Check Amount						7,978.06

1st Bank - Checking

7,978.06

Highway 119 Metropolitan District #1

1105

TZA Water Engineers

Date	Type	Reference	Original Amt.	Balance Due	1/17/2017 Discount	Payment
1/10/2017	Bill	0414030.01-0000005	5,686.00	5,686.00		5,686.00
1/10/2017	Bill	0414030.02-0000005	2,292.06	2,292.06		2,292.06
Check Amount						7,978.06

1st Bank - Checking

7,978.06



PLEASE REMIT PAYMENT TO:
 TZA Water Engineers
 12596 W. Bayaud Ave., Ste. 330
 Lakewood, CO 80228
 303-971-0030

December 20, 2016

Invoice No: 0414030.01 - 0000005

Dawn Schilling
 Highway 119 Metropolitan District No. 1
 C/O Schilling & CO
 P.O. Box 631579
 Highlands Ranch, CO 80163

Project 0414030.01 Third Party Cost Certification Analysis
Professional Services from October 23, 2016 to November 26, 2016

Task 001 Cost Certification Analysis
Professional Personnel

		Hours	Rate	Amount
Group Leader I				
Simons, Bradley	10/24/2016	.50	180.00	90.00
Meet w/ C. Weaver and T. Zielke re: status of cost cert. efforts and cost allocations				
Simons, Bradley	10/28/2016	1.00	180.00	180.00
Preparation for and participate in TC w/ T. Borger				
Simons, Bradley	11/2/2016	1.00	180.00	180.00
Prepare for and present at Board meeting				
Simons, Bradley	11/4/2016	.50	180.00	90.00
P.M. and cost cert. follow-ups				
Project Engineer II				
Weaver, Chad	10/24/2016	4.00	111.00	444.00
cost certification cost entry finish, meeting w/ Brad RE: categories				
Weaver, Chad	10/25/2016	4.00	111.00	444.00
cost certification categories for page 1-10				
Weaver, Chad	10/26/2016	8.00	111.00	888.00
cost certification categories				
Weaver, Chad	10/27/2016	7.00	111.00	777.00
hwy 119 cost cert, meeting w/ Brad, file invoices into binders with Cheryl				
Weaver, Chad	10/28/2016	2.00	111.00	222.00
highway 119 meeting w/ Todd Borger RE: Cost certification and consulting firm information				
Administrative Assistant I				
Stadt, Cheryl	10/27/2016	4.50	58.00	261.00
4.5 HR - Compile & Bind Rpts for Hwy 119 Cost Analysis				
Stadt, Cheryl	10/28/2016	7.00	58.00	406.00
7 HR - Flag invoices for Hwy 119 Cost Analysis				
Engineer/Hydrogeologist				
Zielke, Travis	10/24/2016	2.00	111.00	222.00
Working with Chad on Cost Certification accounting, team meeting, review of methodology to take over after Chad leaves.				
Zielke, Travis	10/26/2016	1.00	111.00	111.00
Zielke, Travis	10/28/2016	1.00	111.00	111.00
Zielke, Travis	10/31/2016	2.00	111.00	222.00
QA/QC on Cost Analysis, finalizing spreadsheet, printing summary data for binding.				

Project	0414030.01	Third Party Cost Certification Analysis			Invoice	0000005
	Zielke, Travis	11/1/2016	7.00	111.00	777.00	
	Totals		52.50		5,425.00	
	Total Labor					5,425.00
Reimbursable Expenses						
	Mileage/Fuel/Auto Rental					
	11/2/2016	Simons, Bradley	Personal vehicle (Fusion)		13.50	
		Total Reimbursables			13.50	13.50
					Total this Task	\$5,438.50

Task	003	Firelight Park O&G Revenue Projections				
Activity	410	Project Management				
Professional Personnel						
			Hours	Rate	Amount	
	Senior Project Manager I					
	Korkus, Justin	11/10/2016	1.00	165.00	165.00	
		Contact Petrotek for scope of work, provide data and outline of scope for fee estimate to Petrotek.				
	Korkus, Justin	11/22/2016	.50	165.00	82.50	
		Follow up with Petrotek on scoping, review accounting records and requested scope items for Petrotek. Send well coordinates to Petrotek.				
	Totals		1.50		247.50	
	Total Labor					247.50
					Total this Activity	\$247.50
					Total this Task	\$247.50
					Total this Invoice	<u><u>\$5,686.00</u></u>



PLEASE REMIT PAYMENT TO:
 TZA Water Engineers
 12596 W. Bayaud Ave., Ste. 330
 Lakewood, CO 80228
 303-971-0030

December 23, 2016
 Invoice No: 0414030.02 - 0000005



Dawn Schilling
 Highway 119 Metropolitan District No. 1
 C/O Schilling & CO
 P.O. Box 631579
 Highlands Ranch, CO 80163

Project 0414030.02 Highway 119 MD - Water Planning

Professional Services from October 23, 2016 to November 26, 2016

Task 002 West Area Water Planning

Activity 410 P.M. and Meetings

Professional Personnel

	Hours	Rate	Amount
Group Leader I Simons, Bradley	7.50	180.00	1,350.00
Totals	7.50		1,350.00
Total Labor			1,350.00

Reimbursable Expenses

Mileage/Fuel/Auto Rental			
11/2/2016 Simons, Bradley	Personal vehicle (Fusion)	13.50	
11/2/2016 Simons, Bradley	Personal vehicle (Fusion)	27.00	
Total Reimbursables		40.50	40.50
Total this Activity			\$1,390.50

Activity 460 Water Supply Tank(s)

Professional Personnel

	Hours	Rate	Amount
Group Leader I Simons, Bradley	.50	180.00	90.00
Project Engineer II Weaver, Chad	7.00	111.00	777.00
Totals	7.50		867.00
Total Labor			867.00

Unit Billing

Mileage			
11/15/2016 C Weave - Site Visit	64.0 Miles @ 0.54	34.56	
Total Units		34.56	34.56
Total this Activity			\$901.56

Total this Task \$2,292.06

Total this Invoice \$2,292.06

Highway 119 Metropolitan District #1

P.O. Box 631579
Highlands Ranch, CO 80163
(720) 348-1086

FIRSTBANK
82-504/1070

1106

1/17/2017

PAY TO THE ORDER OF White, Bear & Ankele, P.C.

\$ **13,212.20

Thirteen Thousand Two Hundred Twelve and 20/100***** DOLLARS

White, Bear & Ankele, P.C.
2154 E. Commons Avenue, Suite 2000
Centennial, CO 80122

MEMO

⑈00 1 106⑈ ⑆ 107005047⑆977 1204305⑈

Highway 119 Metropolitan District #1

1106

White, Bear & Ankele, P.C.

1/17/2017

Date	Type	Reference	Original Amt.	Balance Due	Discount	Payment
1/10/2017	Bill	73692	3,375.50	3,375.50		3,375.50
1/10/2017	Bill	73692	75.00	75.00		75.00
1/10/2017	Bill	73692	3,938.00	3,938.00		3,938.00
1/10/2017	Bill	73692	2,108.50	2,108.50		2,108.50
1/10/2017	Bill	73692	54.00	54.00		54.00
1/10/2017	Bill	73692	151.50	151.50		151.50
1/10/2017	Bill	73692	216.00	216.00		216.00
1/10/2017	Bill	73692	1,380.50	1,380.50		1,380.50
1/10/2017	Bill	73692	94.50	94.50		94.50
1/10/2017	Bill	73692	75.00	75.00		75.00
1/10/2017	Bill	73692	51.50	51.50		51.50
1/10/2017	Bill	73692	19.00	19.00		19.00
1/10/2017	Bill	73692	170.00	170.00		170.00
1/10/2017	Bill	73692	487.50	487.50		487.50
1/10/2017	Bill	73692	412.50	412.50		412.50
1st Bank - Checking						13,212.20

Highway 119 Metropolitan District #1

1106

White, Bear & Ankele, P.C.

1/17/2017

Date	Type	Reference	Original Amt.	Balance Due	Discount	Payment
1/10/2017	Bill	73692	3,375.50	3,375.50		3,375.50
1/10/2017	Bill	73692	75.00	75.00		75.00
1/10/2017	Bill	73692	3,938.00	3,938.00		3,938.00
1/10/2017	Bill	73692	2,108.50	2,108.50		2,108.50
1/10/2017	Bill	73692	54.00	54.00		54.00
1/10/2017	Bill	73692	151.50	151.50		151.50
1/10/2017	Bill	73692	216.00	216.00		216.00
1/10/2017	Bill	73692	1,380.50	1,380.50		1,380.50
1/10/2017	Bill	73692	94.50	94.50		94.50
1/10/2017	Bill	73692	75.00	75.00		75.00
1/10/2017	Bill	73692	51.50	51.50		51.50
1/10/2017	Bill	73692	19.00	19.00		19.00
1/10/2017	Bill	73692	170.00	170.00		170.00
1/10/2017	Bill	73692	487.50	487.50		487.50
1/10/2017	Bill	73692	412.50	412.50		412.50
1st Bank - Checking						13,212.20

Bill Payment Stub

Check Date:	1/17/2017
Check No.:	1106
Check Amount:	13,212.20

Highway 119 Metropolitan District No. 1
P.O. Box 631579
Highlands Ranch, CO 80163

Paid To: White, Bear & Ankele, P.C.
2154 E. Commons Avenue, Suite 2000
Centennial, CO 80122

Date	Type	Reference	Original Amt.	Balance	Discount	Payment
1/10/2017	Bill	73692	3,375.50	3,375.50		3,375.50
1/10/2017	Bill	73692	75.00	75.00		75.00
1/10/2017	Bill	73692	3,938.00	3,938.00		3,938.00
1/10/2017	Bill	73692	2,108.50	2,108.50		2,108.50
1/10/2017	Bill	73692	54.00	54.00		54.00
1/10/2017	Bill	73692	151.50	151.50		151.50
1/10/2017	Bill	73692	216.00	216.00		216.00
1/10/2017	Bill	73692	1,380.50	1,380.50		1,380.50
1/10/2017	Bill	73692	94.50	94.50		94.50
1/10/2017	Bill	73692	75.00	75.00		75.00
1/10/2017	Bill	73692	51.50	51.50		51.50
1/10/2017	Bill	73692	19.00	19.00		19.00
1/10/2017	Bill	73692	170.00	170.00		170.00
1/10/2017	Bill	73692	487.50	487.50		487.50
1/10/2017	Bill	73692	412.50	412.50		412.50
1/10/2017	Bill	73692	603.20	603.20		603.20

**WHITE BEAR ANKELE
TANAKA & WALDRON**
Attorneys at Law
2154 E. Commons Avenue, Suite 2000
Centennial, Colorado 80122
Telephone (303) 858-1800
Facsimile (303) 858-1801



Highway 119 Metropolitan District Nos. 1-6
c/o Dawn Schilling
P. O. Box 631579
Highlands Ranch, CO 80163

December 25, 2016
Federal ID: 84-1421318
Invoice Number 73692

Client ID: 1159

Summary of Current Billing

	Fees	Costs	Credits	Total
Total this Invoice	12,609.00	603.20	0.00	13,212.20
11/25/16		Previous Balance		31,154.92
12/16/16		Payment		-16,311.92
12/30/16		Payment		-14,843.00
		Total This Invoice		13,212.20
		<u>New Balance</u>		<u>13,212.20</u>

Accounts Receivable Aging

Current	13,212.20
30 Days	0.00
60 Days	0.00
90 Days	0.00
120 Days	0.00

Note:
 Service Plan \$ 3,375.50
 Election 2,108.50
 3-5010 Water Tank Project 487.50
 3-5010 Water matter 412.50
 Legal 6,828.20

**WHITE BEAR ANKELE
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Highway 119 Metropolitan District Nos. 1-6
c/o Dawn Schilling
P. O. Box 631579
Highlands Ranch, CO 80163

December 25, 2016
Federal ID: 84-1421318
Invoice Number 73692

Client ID: 1159

Matter 1159.0003 SERVICE PLAN

11/28/16	JGT	Prepare for and participate in conference call with Ms. Lay, Mr. Matlosz and Ms. Johnson re preparation for meeting with Town re service plan amendment; draft correspondence to Mr. Light re status of supplemental information for 23% Town contribution	2.00	750.00
11/30/16	JGT	Update executive summary for meeting with Town; draft correspondence to Mr. Light re same; draft correspondence to working group re same	1.30	487.50
12/01/16	JGT	Prepare for, travel to and attend meeting with Town advisors re financial provisions of service plan amendment	4.50	1,687.50
	AEB	Review redlined Service Plan and exhibits; draft correspondence to Butler Snow re: same	0.20	38.00
12/05/16	JGT	Draft correspondence to Town representatives re follow up from meeting; draft correspondence to directors re summary of meeting with Town	0.90	337.50
12/15/16	JGT	Draft correspondence to Mr. Light re status of Town direction for changes to model service plan; correspondence to Ms. Johnson re same	0.20	75.00

Total for Matter

3,375.50

Matter 1159.0006 MINUTES

11/29/16	JGT	Review and revise November 2, 2016 minutes; draft correspondence to Mr. Gorton re same	0.20	75.00
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Total for Matter

75.00

Matter 1159.0008 MEETINGS

11/29/16	JGT	Review and revise December 8, 2016 agenda; draft correspondence to Mr. Gorton re same; work on meeting matters	0.50	187.50
11/30/16	JGT	Prepare for and participate in owners meeting; update action items; draft correspondences re same	1.20	450.00
12/06/16	JGT	Update action items for incorporation of staff updates	0.20	75.00
12/08/16	JGT	Prepare for, travel to and attend meeting	7.50	2,812.50
12/09/16	JGT	Update action items; draft correspondence to directors re same; work on follow up matters from meeting	0.80	300.00
12/13/16	AEB	Meeting follow up regarding executed documents approved at the November 2, 2016 meeting	0.20	38.00
12/15/16	JGT	Review and revise January 4, 2017 Owners' meeting agenda; draft correspondence to Ms. Johnson re same	0.20	75.00

Total for Matter

3,938.00

Matter 1159.0009 ELECTIONS

11/29/16	AEB	Draft Form DLG-32, Notice of Special District Authorization or Issuance of General Obligation Indebtedness for District No. 1	0.30	57.00
	JGT	Work on election matters; conferences re same	0.50	187.50
	CAP	Conference with Ms. Bochniak re DLG-32 Forms for Districts 1-6; revise same	0.70	94.50
11/30/16	AEB	Review DLG 32 Form, Notice of Special District Authorization or Issuance of General Obligation Indebtedness, for District Nos. 1-6	0.30	57.00
	CAP	Attend meeting re 30 and 45 Day Post-Election Filings	0.20	27.00
	CAP	Research District Contact Data and Director's List; correspondence with the Division of Local Government re same; correspondence with Ms. Frisbie and Mr. Rowley re same	0.20	27.00
12/02/16	CAP	Work on 30-Day Post Election Filings; work on 45-Day Post Election Filings; draft letters to the Town of Firestone Board of Trustees and the Colorado Division of Securities for Districts Nos. 1-6	1.80	243.00
12/05/16	JGT	Review and revise DLG-32 forms for recordation and filing with Division of Local Government	0.50	187.50
	CAP	Record DLG-32 Form with the Weld County Clerk and Recorder; file same with the Division of Local Government	0.60	81.00
	CAP	Certify election results for District Nos.1-6 for the 2016 November Election with the Division of Local Government	0.60	81.00
12/06/16	AEB	Review Certification of Election Results for filing with the DLG	0.40	76.00
	CAP	Conference with Ms. Bochniak re 45-Day Election Filings; correspondence with Ms. Tanaka re same; finalize 45-Day Post Election filings	1.50	202.50
12/07/16	AEB	Review letters to Town of Firestone and Division of Securities regarding post-election certifications	0.50	95.00

	CAP	Correspondence with Ms. Schilling re Election Results from 2016 November Election	0.20	27.00
12/08/16	AEB	Revise letters to Town of Firestone and Division of Securities regarding post-election certifications for District Nos. 2-6	0.40	76.00
	GMR	Follow up on status of election filings	0.10	35.00
12/12/16	JGT	Review and revise correspondences to Division of Securities and Town re 45 day post-election filings	0.50	187.50
12/13/16	GMR	Work on various election related matters	0.10	35.00
12/19/16	CAP	Work on 45-Day Post Election Filings for Districts 1-6	2.20	297.00
12/22/16	GMR	Work on various election related matters	0.10	35.00

Total for Matter

2,108.50

Matter 1159.0012 CONFLICTS

12/01/16	CAP	Prepare conflicts; e-file with Secretary of State	0.40	54.00
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Total for Matter

54.00

Matter 1159.0013 INSURANCE

12/05/16	CAP	Correspondence with District Accountant re insurance for District No. 2; correspondence with T. Charles Wilson re insurance policy for District No. 1	0.30	40.50
12/12/16	CAP	Correspondence with T. Charles Wilson re the revised insurance policy for 2017 Property and Liability coverage for District No. 1	0.20	27.00
12/20/16	AEB	Review Worker's Compensation Insurance Exclusion for District Nos. 1-6	0.30	57.00
	CAP	Correspondence with T. Charles Wilson re revised insurance policy for District No. 1; correspondence with Ms. Schilling re same	0.20	27.00

Total for Matter

151.50

Matter 1159.0014 UNEMPLOYMENT INSURANCE/ WORKERS COMPENSATION

12/20/16	CAP	Draft and transmit 2017 Workers' Compensation Exclusion Forms for Districts 1-6 to the Division Workers' Compensation; correspondence with Ms. Bochniak and Mr. Rowley re the same; correspondence with T. Charles Wilson re 2017 Workers' Compensation Exclusion Form for Districts 1-6	1.60	216.00
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Total for Matter

216.00

Matter 1159.0015 BUDGETS

11/30/16	CAP	Correspondence with Ms. Schilling and Ms. Tanaka re District No. 1 Budget revisions	0.30	40.50
	CAP	Review Mill Levy Tracking Sheet	0.20	27.00
12/01/16	AEB	Work on Mill Levy Certificate	0.10	19.00
	CAP	Compare 2016 Preliminary Assessed Valuations to 2016 Final Assessed Valuations; transmit 2016 Final Assessed Valuations to Ms. Schilling and Ms. Johnson; correspondence with Ms. Tanaka re same	0.60	81.00
12/02/16	JGT	Review and revise mill levy confirmation list; review final assessed valuation from County; conferences re same	0.40	150.00
12/12/16	AEB	Review Mill Levy Certification from accountant for District Nos. 1-6	0.40	76.00
	CAP	Review 2016 Final Assessed Valuations for Districts 1-6 from the Weld County Assessor; transmit same to District Accountant	0.70	94.50
12/13/16	JGT	Review and revise mill levy certifications; work on related matters; draft correspondence to Ms. Schilling re revisions to certification for District No. 2	0.80	300.00
	AEB	Work on Mill Levy Certification	0.10	19.00
	CAP	Review 2016 Mill Levy Certification for Districts 1-6; correspondence with Ms. Johnson re same; correspondence with Ms. Tanaka re same	0.90	121.50
12/15/16	SLH	Work on 2016 Mill Levy Certification	2.00	452.00
		Total for Matter		1,380.50
	Matter	1159.0016 FINANCIAL MATTERS		
12/12/16	CAP	Conference call with the Town of Firestone re Change of Address for annual 1099 Forms; correspondence with Ms. Bochniak re same; correspondence with Ms. Schilling re same	0.70	94.50
		Total for Matter		94.50
	Matter	1159.0019 CONSULTANTS		
12/11/16	JGT	Review and revise White & Jankowski engagement letter; draft correspondence to Mr. Curtis re same	0.20	75.00
		Total for Matter		75.00
	Matter	1159.0024 ANNUAL FILINGS		
12/20/16	CAP	Correspondence with Ms. Johnson re 2016 Map Filings for Districts 1-6	0.10	13.50

12/22/16	AEB	Review 2016 Boundary Map Letter to the County assessor and clerk and recorder for District Nos. 1-7	0.20	38.00
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No Charge for the Following Items

12/22/16	AEB	Research Colorado Department of Revenue change of address form; draft the same for District No. 1	0.30	57.00
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		Total No Charge	0.30	57.00
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		Total for Matter		51.50
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Matter 1159.0208.1 FIRST AMENDMENT SDMS AGREEMENT FOR MANAGEMENT SERVICES

11/29/16	AEB	Review and verify executed First Amendment to Independent Contractor Agreement with SDMS	0.10	19.00
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		Total for Matter		19.00
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Matter 1159.0407 ASSIGNMENT OF REIMBURSEMENT RIGHTS TO HIGHWAY 119 HOLDINGS, LLC

11/29/16	JGT	Draft correspondence to Mr. Simons re development entity information for assignment agreement; draft correspondence to Ms. Johnson re same	0.20	75.00
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12/02/16	AEB	Revise Assignment of Funding and Reimbursement Agreement with Highway 119 Holdings, LLC per accountant	0.50	95.00
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		Total for Matter		170.00
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Matter 1159.0502 WATER TANK PROJECT

11/29/16	JGT	Review and revise request for proposals; draft correspondence to Mr. Borger re same	0.30	112.50
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11/30/16	JGT	Conference call with Ms. Johnson re request for proposals for geotechnical engineering work; draft correspondences to working group re same; review and revise same	1.00	375.00
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		Total for Matter		487.50
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Matter 1159.1500 WATER MATTERS

11/28/16	JGT	Prepare for and participate in conference call with Mr. Poznanovic re water rights attorney proposal; conference call with Ms. Johnson re follow up matters from same	0.80	300.00
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12/13/16	JGT	Conference call with Mr. Curtis re follow up water matters from meeting with Mr. Ketellapper	0.30	112.50
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Total for Matter

412.50

Matter 1159.9999 ADMIINISTRATIVE FEES AND COSTS

	Reimbursable Travel Expense	15.12
	Reimbursable Travel Expense	18.00
	Filing Fees	9.00
	Filing Fees	3.00
	Reimbursable Travel Expense	57.24
12/25/16	Administrative Costs	315.23
	Recording Fees	126.00
	Postage	59.61
	Total for Matter	603.20
	Total for all Matters	13,212.20

This transmittal represents our invoice for legal services for the period ending as of the date hereof.
Payment is due within thirty days of said date. We appreciate the opportunity to be of service.

HIGHWAY 119 METROPOLITAN DISTRICT NO. 1

FINANCIAL STATEMENTS

For the Eleven Month Period Ended November 30, 2016



SCHILLING & COMPANY, INC.

Certified Public Accountants

P.O. Box 631579
HIGHLANDS RANCH, CO 80163
PHONE: 720.348.1086
FAX: 720.348.2920

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SCHILLING & COMPANY, INC.

Certified Public Accountants

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Accountant's Compilation Report

Board of Directors
Highway 119 Metropolitan District No. 1
Weld County, Colorado

Management is responsible for the accompanying financial statements for the General Fund and Capital Projects Fund of the Highway 119 Metropolitan District No. 1 (District), as of and for the one month and eleven month periods ended November 30, 2016, as listed in the table of contents, in accordance with accounting principles generally accepted in the United States of America. We have performed a compilation engagement in accordance with Statements on Standards for Accounting and Review Services promulgated by the Accounting and Review Services Committee of the AICPA. We did not audit or review the financial statements nor were we required to perform any procedures to verify the accuracy or completeness of the information provided by management. Accordingly, we do not express an opinion, a conclusion, nor provide any form of assurance on these financial statements.

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

Required Supplementary Information

Management has omitted the management's discussion and analysis that accounting principles generally accepted in the United States of America require to be presented to supplement the basic financial statements. Such missing information, although not a part of the basic financial statements, is required by the Governmental Accounting Standards Board, who considers it to be an essential part of financial reporting and for placing the basic financial statements in an appropriate operational, economic, or historical context.

Supplementary Information

The supplementary information contained on page 4-6 is presented for purposes of additional analysis and is not a required part of the basic financial statements. This information is the representation of management. The information was subject to our compilation engagement however, we have not audited or reviewed the supplementary information and, accordingly, do not express an opinion, a conclusion, nor provide any form of assurance on such supplementary information.

We are not independent with respect to Highway 119 Metropolitan District No. 1.

SCHILLING & COMPANY, INC.

Highlands Ranch, Colorado
January 6, 2017

FINANCIAL STATEMENTS

**HIGHWAY 119 METROPOLITAN DISTRICT NO. 1
BALANCE SHEET - GOVERNMENTAL FUNDS
November 30, 2016**

	<u>GENERAL FUND</u>	<u>CAPITAL PROJECTS FUND</u>	<u>TOTAL GOVERNMENTAL FUNDS</u>
ASSETS			
Current assets			
Cash and investments	\$ 141,830	\$ 776,969	\$ 918,799
Due from Highway 119 MD #2	16,876	5,746	22,622
TOTAL ASSETS	<u>\$ 158,706</u>	<u>\$ 782,715</u>	<u>\$ 941,421</u>
LIABILITIES AND FUND BALANCE			
LIABILITIES			
Accounts payable	\$ 14,219	\$ 2,985	\$ 17,204
	<u>14,219</u>	<u>2,985</u>	<u>17,204</u>
FUND BALANCE			
Resitriced for emergency reserves	7,395	-	7,395
Restricted for contractual obligations	-	779,730	779,730
Unassigned	137,092	-	137,092
	<u>144,487</u>	<u>779,730</u>	<u>924,217</u>
TOTAL LIABILITIES AND FUND BALANCE	<u>\$ 158,706</u>	<u>\$ 782,715</u>	<u>\$ 941,421</u>

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

**HIGHWAY 119 METROPOLITAN DISTRICT NO. 1
STATEMENT OF REVENUE, EXPENDITURES AND CHANGES IN FUND BALANCE
BUDGET TO ACTUAL
GENERAL FUND**

For the One Month and Eleven Month Periods Ended November 30, 2016

	ONE MONTH PERIOD ACTUAL	ELEVEN MONTH PERIOD ACTUAL	ADOPTED BUDGET	VARIANCE WITH FINAL BUDGET POSITIVE (NEGATIVE)
REVENUE				
Interest income	\$ 86	\$ 247	\$ -	\$ 247
Intergovernmental revenue - District No. 2	11,060	257,565	211,000	46,565
TOTAL REVENUE	<u>11,146</u>	<u>257,812</u>	<u>211,000</u>	<u>46,812</u>
EXPENDITURES				
Management Fees	1,293	12,586	-	(12,586)
Legal	6,098	73,775	40,000	(33,775)
Election	5,760	25,682	5,000	(20,682)
Accounting	1,068	7,612	4,000	(3,612)
Insurance/bonds	337	4,078	3,200	(878)
Office supplies	10	174	100	(74)
Engineering	-	1,285	-	(1,285)
Repay developer advances	-	-	170,000	170,000
Contingency and emergency reserves	-	-	1,000	1,000
TOTAL EXPENDITURES	<u>14,566</u>	<u>125,192</u>	<u>223,300</u>	<u>98,108</u>
NET CHANGE IN FUND BALANCE	(3,420)	132,620	(12,300)	144,920
FUND BALANCE - BEGINNING OF PERIOD	<u>147,907</u>	<u>11,867</u>	<u>23,451</u>	<u>(11,584)</u>
FUND BALANCE - END OF PERIOD	<u>\$ 144,487</u>	<u>\$ 144,487</u>	<u>\$ 11,151</u>	<u>\$ 133,336</u>

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

SUPPLEMENTAL INFORMATION

HIGHWAY 119 METROPOLITAN DISTRICT NO. 1
STATEMENT OF REVENUE, EXPENDITURES AND CHANGES IN FUND BALANCE
BUDGET TO ACTUAL
CAPITAL PROJECTS FUND
For the One Month and Eleven Month Periods Ended November 30, 2016

	ONE MONTH PERIOD ACTUAL	ELEVEN MONTH PERIOD ACTUAL	ADOPTED BUDGET	VARIANCE WITH FINAL BUDGET POSITIVE (NEGATIVE)
REVENUE				
Interest income	\$ 536	\$ 1,100	\$ 2,000	\$ (900)
Contractual Obligation - District No. 2	-	922,639	921,640	999
TOTAL REVENUE	<u>536</u>	<u>923,739</u>	<u>923,640</u>	<u>99</u>
EXPENDITURES				
Service Plan Amendment	1,448	26,602	-	26,602
Cost Certifications	-	7,329	-	7,329
Capital Outlay - water tank	1,537	110,078	923,640	(813,562)
TOTAL EXPENDITURES	<u>2,985</u>	<u>144,009</u>	<u>923,640</u>	<u>(779,631)</u>
NET CHANGE IN FUND BALANCE	(2,449)	779,730	-	779,730
FUND BALANCE - BEGINNING OF PERIOD	<u>782,179</u>	<u>-</u>	<u>-</u>	<u>-</u>
FUND BALANCE - END OF PERIOD	<u><u>\$ 779,730</u></u>	<u><u>\$ 779,730</u></u>	<u><u>\$ -</u></u>	<u><u>\$ 779,730</u></u>

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

HIGHWAY 119 METROPOLITAN DISTRICT NO. 1
SCHEDULE OF CASH POSITION
November 30, 2016

FINANCIAL INSTITUTION

Checking - 1st Bank	\$ 9,452
COLOTRUST	<u>909,347</u>
	<u><u>\$ 918,799</u></u>

General Fund	\$ 141,830
Capital Projects Fund	<u>776,969</u>
	<u><u>\$ 918,799</u></u>

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

HIGHWAY 119 METROPOLITAN DISTRICT NO. 1
SCHEDULE OF DEVELOPER ADVANCES
As of and for the Eleven Month Period Ended November 30, 2016

	<u>Balance at January 1, 2016</u>	<u>Issuances</u>	<u>Retirements</u>	<u>Balance at November 30, 2016</u>	<u>Due within One Year</u>
Highway 119 Holdings, LLC:					
Principal	\$ 125,783	\$ -	\$ -	\$ 125,783	\$ -
Accrued interest	50,839	9,224	-	60,063	-
Voyage Ventures, LLC:					
Principal	21,130	-	-	21,130	-
Accrued interest	7,827	1,549	-	9,376	-
	<u>\$ 205,579</u>	<u>\$ 10,773</u>	<u>\$ -</u>	<u>\$ 216,352</u>	<u>\$ -</u>

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

HIGHWAY 119 METROPOLITAN DISTRICT NO. 2

FINANCIAL STATEMENTS

For the Eleven Month Period Ended November 30, 2016



SCHILLING & COMPANY, INC.

Certified Public Accountants

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SCHILLING & COMPANY, INC.

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Accountant's Compilation Report

Board of Directors
Highway 119 Metropolitan District No. 2
Weld County, Colorado

Management is responsible for the accompanying financial statements for the General Fund and Debt Service Fund of the Highway 119 Metropolitan District No. 2 (District), as of and for the one month and eleven month periods ended November 30, 2016, as listed in the table of contents, in accordance with accounting principles generally accepted in the United States of America. We have performed a compilation engagement in accordance with Statements on Standards for Accounting and Review Services promulgated by the Accounting and Review Services Committee of the AICPA. We did not audit or review the financial statements nor were we required to perform any procedures to verify the accuracy or completeness of the information provided by management. Accordingly, we do not express an opinion, a conclusion, nor provide any form of assurance on these financial statements.

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

Required Supplementary Information

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Supplementary Information

The supplementary information contained on pages 4-5 is presented for purposes of additional analysis and is not a required part of the basic financial statements. This information is the representation of management. The information was subject to our compilation engagement however, we have not audited or reviewed the supplementary information and, accordingly, do not express an opinion, a conclusion, nor provide any form of assurance on such supplementary information.

We are not independent with respect to Highway 119 Metropolitan District No. 2.

SCHILLING & COMPANY, INC.

Highlands Ranch, Colorado
January 6, 2017

FINANCIAL STATEMENTS

HIGHWAY 119 METROPOLITAN DISTRICT NO. 2
BALANCE SHEET - GOVERNMENTAL FUNDS
November 30, 2016

	<u>GENERAL FUND</u>	<u>DEBT SERVICE FUND</u>	<u>TOTAL GOVERNMENTAL FUNDS</u>
ASSETS			
Current assets			
Cash and investments	\$ 13,827	\$ 5,746	\$ 19,573
Cash with County Treasurer	11,070	-	11,070
TOTAL ASSETS	<u>\$ 24,897</u>	<u>\$ 5,746</u>	<u>\$ 30,643</u>
LIABILITIES, DEFERRED OUTFLOWS OF RESOURCES AND FUND BALANCE			
LIABILITIES			
Due to Highway 119 MD No. 1	\$ 16,897	\$ 5,746	\$ 22,643
	<u>16,897</u>	<u>5,746</u>	<u>22,643</u>
DEFERRED OUTFLOWS OF RESOURCES			
Deferred property tax revenue	-	-	-
	<u>-</u>	<u>-</u>	<u>-</u>
FUND BALANCE			
Restricted:			
Emergency reserves	7,608	-	7,608
Unrestricted:			
Unassigned	392	-	392
	<u>8,000</u>	<u>-</u>	<u>8,000</u>
TOTAL LIABILITIES, DEFERRED OUTFLOWS OF RESOURCES AND FUND BALANCE	<u>\$ 24,897</u>	<u>\$ 5,746</u>	<u>\$ 30,643</u>

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

HIGHWAY 119 METROPOLITAN DISTRICT NO. 2
STATEMENT OF REVENUE, EXPENDITURES AND CHANGES IN FUND BALANCE
BUDGET TO ACTUAL
GENERAL FUND

For the One Month and Eleven Month Periods Ended November 30, 2016

	ONE MONTH PERIOD ACTUAL	ELEVEN MONTH PERIOD ACTUAL	AMENDED BUDGET	VARIANCE WITH FINAL BUDGET POSITIVE (NEGATIVE)
REVENUE				
Property tax revenue	\$ -	\$ 203,628	\$ 203,628	\$ -
Specific ownership taxes	11,070	60,706	56,500	4,206
Interest income	10	20	-	20
Misc Income	-	337	-	337
TOTAL REVENUE	11,080	264,691	260,128	4,563
EXPENDITURES				
Intergovernmental expense - District No. 1	11,080	257,585	253,238	(4,347)
Treasurer fees	-	3,054	3,054	-
Bank fees	-	50	30	(20)
Total expenditures	11,080	260,689	256,322	(4,367)
NET CHANGE IN FUND BALANCE	-	4,002	3,806	196
FUND BALANCE - BEGINNING OF PERIOD	8,000	3,998	3,998	-
FUND BALANCE - END OF PERIOD	\$ 8,000	\$ 8,000	\$ 7,804	\$ 196

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

SUPPLEMENTAL INFORMATION

HIGHWAY 119 METROPOLITAN DISTRICT NO. 2
SCHEDULE OF REVENUE, EXPENDITURES AND CHANGES IN FUND BALANCE
BUDGET TO ACTUAL
DEBT SERVICE FUND

For the One Month and Eleven Month Periods Ended November 30, 2016

	ONE MONTH PERIOD ACTUAL	ELEVEN MONTH PERIOD ACTUAL	ADOPTED BUDGET	VARIANCE WITH FINAL BUDGET POSITIVE (NEGATIVE)
REVENUE				
Property tax revenue	\$ -	\$ 936,690	\$ 936,690	\$ -
Interest income	-	-	1,000	(1,000)
TOTAL REVENUE	<u>-</u>	<u>936,690</u>	<u>937,690</u>	<u>(1,000)</u>
EXPENDITURES				
Contractual obligation - District No. 1	-	922,639	921,640	(999)
Treasurer fees	-	14,051	14,050	(1)
Contingency	-	-	2,000	2,000
Total expenditures	<u>-</u>	<u>936,690</u>	<u>937,690</u>	<u>1,000</u>
NET CHANGE IN FUND BALANCE	-	-	-	-
FUND BALANCE - BEGINNING OF PERIOD	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>
FUND BALANCE - END OF PERIOD	<u>\$ -</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ -</u>

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

HIGHWAY 119 METROPOLITAN DISTRICT NO. 2
SCHEDULE OF CASH POSITION
November 30, 2016

FINANCIAL INSTITUTION

Checking - 1st Bank	\$ 2,375
COLOTRUST	<u>17,198</u>
	<u><u>\$ 19,573</u></u>

General Fund	\$ 13,827
Debt Service Fund	<u>5,746</u>
	<u><u>\$ 19,573</u></u>

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



12596 West Bayaud Avenue, Suite 330
 Lakewood, Colorado 80228
 [P] 303.971.0030
 [F] 303.971.0077
 tza4water.com

December 7, 2016

Ms. Lisa Johnson, District Manager
 Highway 119 Metropolitan District No. 1
 %Special District Management Services, Inc.
 141 Union Boulevard, Suite 150
 Lakewood, CO 80228

Re: Cost Certification Analysis
 TZA Project No. 0414030.01

Dear Ms. Johnson:

In accordance with our scope of services for Third Party Engineer Cost Certification Analysis Services, TZA Water Engineers (TZA) has completed an analysis of costs eligible for reimbursement by the Highway 119 Metropolitan District No. 1 (District) to Lifebridge Christian Church (LBCC) for expenditures associated with public improvements for development of lands within the District's boundaries.

On September 19, 2016, TZA received from Mr. Kevin King, of LBCC, an assemblage of bank register reports, check registers, purchase orders, and invoices reflecting expenditures from the period of July 3, 2006 to May 6, 2013. Of the transactions substantiated by actual invoices, and based upon the level of detail provided by each invoice, TZA is certifying \$378,729.21 of costs eligible for reimbursement by the District to LBCC. Our analysis determined a total of \$2,965,955.62 in non-reimbursable expenditures for those transactions adequately supported by actual invoices.

The documentation to support this certification is contained within seven (7) 3-ring binders. Only transactions supported by copies of invoices are included in the binder summary table below.

Binder No. 1 – Sections 1 through 6, inclusive		
Transaction Numbers	Total Non-Reimbursable	Total Reimbursable
72286 - 75223	\$833,944.96	\$70,079.21
Binder No. 2 – Sections 7 through 11, inclusive		
Transaction Numbers	Total Non-Reimbursable	Total Reimbursable
75224 - 75390	\$574,592.75	\$74,902.89
Binder No. 3 – Sections 12 through 20, inclusive		
Transaction Numbers	Total Non-Reimbursable	Total Reimbursable
75391 - 75711	\$605,002.92	\$143,860.19
Binder No. 4 – Sections 21 through 23, inclusive		
Transaction Numbers	Total Non-Reimbursable	Total Reimbursable
75712 - 75828	\$252,427.96	\$22,932.87
Binder No. 5 – Sections 24 through 25, inclusive		
Transaction Numbers	Total Non-Reimbursable	Total Reimbursable
75829 – 75867 & 75941 - 75979	\$283,040.30	\$31,256.70
Binder No. 6 – Sections 26 through 28, inclusive		
Transaction Numbers	Total Non-Reimbursable	Total Reimbursable
75868 – 75940	\$223,647.70	\$31,407.47
Binder No. 7 – Sections 29 through 32, inclusive		
Transaction Numbers	Total Non-Reimbursable	Total Reimbursable
75980 - 76099	\$193,299.03	\$4,289.88

LAMP RYNEARSON COMPANIES



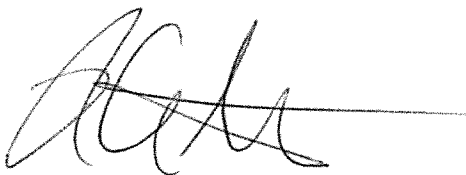
The reimbursable amounts are attributed to payments made to the following entities identified below for a variety of services.

- Land Asset Strategies, LLC – Consultation for public infrastructure planning and design
- Left Hand Water District – Reimbursement of consulting costs associated with water engineering
- Project One Integrated Services, LLC – Project budgets; Public improvement agreements
- Resource Conservation Partners, LLC – Planning and design associated with public infrastructure; Consulting associated with water rights historic use
- TJB Consulting Group, LLC - Planning and design associated with public infrastructure
- Town of Firestone – Contract legal fees and engineering costs associated with service plan and infrastructure
- Western Project Management – Project management; Contract review; Invoice review; Project transition
- White, Bear & Ankele, P.C. – Legal services associated with special districts, service plan, elections, board meetings, and statutory compliance
- Zephyr Management, LLC (and Bruns Concrete & Construction) – Monthly management fees; Water rights inventory support

TZA also researched the content of a “Deed-in-Lieu Agreement”, dated for identification purposes as of December 29, 2009, between Highway 119 Holdings, LLC and Lifebridge Christian Church. For the purpose of our cost certification analysis, nothing within said agreement reduces our opinion of total reimbursable costs by the District to LBCC.

TZA staff involved in this analysis and recommendation are available to review the information and process with representatives of the District and/or LBCC if there are any questions. Should you have any comments or questions, please contact me at 303-971-0030, Extension 1510.

Sincerely,



Bradley A. Simons, P.E.
Project Manager

cc: Jennifer Gruber Tanaka, Esq., District Counsel

**HIGHWAY 119 METRO DISTRICT NO. 1
TOWN OF FIRESTONE - DEPOSIT RECONCILIATION**

DATE	VENDOR	BALANCE
2/23/2016	District deposit	2,500.00
	<i>Balance as of 6/30/2016</i>	<u>2,500.00</u>
8/15/2016	Colorado Civil Group	(517.50)
	<i>Balance as of 8/31/2016</i>	<u>1,982.50</u>
9/15/2016	Light Kelly, P.C.	(1,748.15)
9/15/2016	Colorado Civil Group	(920.00)
	<i>Balance as of 9/30/2016</i>	<u>(685.65)</u>
10/7/2016	District deposit	6,000.00
10/15/2016	Light Kelly, P.C.	(1,025.00)
10/15/2016	Colorado Civil Group	(402.50)
	<i>Balance as of 10/31/2016</i>	<u>3,886.85</u>
11/14/2016	District deposit	25,000.00
11/15/2016	Light Kelly PC	(1,595.60)
11/15/2016	Colorado Civil Group	(517.50)
11/15/2016	Nickerson Co.	(340.00)
	<i>Balance as of 11/30/2016</i>	<u>26,433.75</u>



Page: 1
Statement Date: 08/31/16

HIGHWAY 119 METRO DIST #1
ATTN: JENNIFER GRUBER TANAKA
2154 EAST COMMONS AVE, SUITE 2000
CENTENNIAL CO 80122

Customer # 182

		BALANCE FORWARD	-2,500.00
08/15/16	Inv 2548	Developers Escrow Billing	517.50
08/15/16	2548	Credit Taken	-517.50
08/15/16	252	Credit from # 252	517.50
		STATEMENT TOTAL	-1,982.50

ATTN:
LISA
303-987-2032



HIGHWAY 119 METRO DIST #1
ATTN: JENNIFER GRUBER TANAKA
2154 EAST COMMONS AVE, SUITE 2000
CENTENNIAL CO 80122

Customer # 182

INVOICE NUMBER: 2548
INVOICE DATE: August 15, 2016
EFFORT: Developers Escrow Billing

CHARGES

PRODUCTS AND SERVICES:

301-ENGINEERING - 08/15/2016	517.50
COLORADO CIVIL GROUP	
CA-CREDIT-CREDIT ON ACCOUNT	-517.50
Credit from # 252	
Total	0.00

INQUIRIES: Please direct any inquiry regarding this invoice to Linda O'Keefe (303) 833-3291.

PAYMENT: Payment is due upon receipt of this invoice.

Please make checks payable to:

Town of Firestone
PO Box 100
Firestone, CO 80520-0100

Colorado Civil Group, Inc.
 5110 Granite St., Unit D
 Loveland, CO 80538

Invoice

#182

Bill To
Town of Firestone C/O Finance Department PO Box 100 Firestone CO 80520

Date	Invoice Number
8/2/2016	0668.0282.02-05
GL #	1000-212301

Project Number	Project Name
0668.0282.02	Highway 119 Metro District

Service Type	Name	Service Date	Item Code	Description	Quantity	U/M	Rate	Total
Labor	Dave Lindsay	7/12/2016	M2001	Union Amended ODP and PP/PDP pre-app. Meeting with water supply consultant.	2	hr	115.00	230.00
		7/21/2016	M2001		2.5	hr	115.00	287.50
Total								\$517.50





Page: 1

Statement Date: 09/30/16

HIGHWAY 119 METRO DIST #1
 ATTN: JENNIFER GRUBER TANAKA
 2154 EAST COMMONS AVE, SUITE 2000
 CENTENNIAL CO 80122

Customer # 182

		BALANCE FORWARD	-1,982.50
09/15/16	Inv 2564	Escrow Billing	2,668.15
09/15/16	2564	Credit Taken	-1,982.50
09/15/16	252	Credit from # 252	1,982.50
		STATEMENT TOTAL	685.65



HIGHWAY 119 METRO DIST #1
ATTN: JENNIFER GRUBER TANAKA
2154 EAST COMMONS AVE, SUITE 2000
CENTENNIAL CO 80122

Customer # 182

INVOICE NUMBER: 2564
INVOICE DATE: September 15, 2016
EFFORT: Escrow Billing

CHARGES

PRODUCTS AND SERVICES:

300-LEGAL FEES - 09/15/2016 LIGHT KELLY PC	1,748.15
301-ENGINEERING - 09/15/2016 COLORADO CIVIL GROUP	920.00
CA-CREDIT-CREDIT ON ACCOUNT Credit from # 252	-1,982.50
Total	685.65

Page: 1

INQUIRIES: Please direct any inquiry regarding this invoice
to Linda O'Keefe (303) 833-3291.

PAYMENT: Payment is due upon receipt of this invoice.

Please make checks payable to:

Town of Firestone
PO Box 100
Firestone, CO 80520-0100

LIGHT KELLY, P.C.
ATTORNEYS AT LAW

101 University Boulevard, Suite 210
Denver, CO 80206

(303) 298-1601
(303) 298-1627

September 1, 2016

Town of Firestone
c/o Accounts Payable
151 Grant Avenue, Box 100
Firestone, CO 80520

#182



In Reference To: HIGHWAY 119 METRO DISTRICTS

For professional services through: August 31, 2016

		<u>Hours</u>	<u>Amount</u>
8/5/2016	SJL Review e-mails and submittal materials for Highway 119 Amended and Restated Service Plan	0.30	61.50
	AK Review submittal for an amended and restated service plan for Highway 119 Metropolitan Districts; begin drafting resolution of approval regarding same.	1.10	203.50
8/15/2016	SJL Review and respond to e-mails regarding Highway 119 Metro Districts service plan review; review application materials	0.40	82.00
8/16/2016	SJL Review additional correspondence regarding review of service plans	0.10	N/C
8/26/2016	AK Finalize review of amended and restated service plan; finalize draft resolution of approval.	1.30	240.50
	SJL Begin reviewing redline draft of service plan and summary regarding proposed revisions to plan	0.40	82.00
8/28/2016	SJL Finalize review of redline draft of service plan regarding proposed revisions to plan; review related executive summary; reviewed revised plan exhibits and related e-mail regarding legal descriptions; begin work on comment memorandum on proposed plan	2.10	430.50

	<u>Hours</u>	<u>Amount</u>
8/29/2016 SJL Review and respond to e-mail from J. Gruber regarding consents for inclusion area; review related provisions of original and proposed service plan; telephone call with B. Dierking regarding same	0.90	184.50
8/30/2016 SJL Review e-mail from J. Tanaka regarding inclusion area issue; telephone call with staff regarding service plan review	0.30	61.50
8/31/2016 AK Further review draft resolution approving amended and restated service plan.	0.60	N/C
SJL Prepare for and participate in staff conference call regarding proposed service plan amendments; further review current and proposed plan; review related project PIRA	1.80	369.00
For Professional Services Rendered:	<u>9.30</u>	<u>\$1,715.00</u>
Monthly Expenses:		
August Photocopies:		33.15
Total Expenses:		<u>\$33.15</u>
Total amount of this bill		<u>\$1,748.15</u>
Balance Due:		<u>\$1,748.15</u>

Timekeeper Summary			
<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Amy Kho	2.40	185.00	\$444.00
Amy Kho	0.60	0.00	\$0.00
Samuel J. Light	6.20	205.00	\$1,271.00
Samuel J. Light	0.10	0.00	\$0.00

For tax reporting purposes - Federal Id. #84-1048415.

Payment is due within 30 days of receipt. Your prompt payment is appreciated.

Colorado Civil Group, Inc.
 5110 Granite St., Unit D
 Loveland, CO 80538

Invoice

Date	Invoice Number
9/1/2016	0668.0282.02-06
GL #	1000-212301

Bill To
Town of Firestone C/O Finance Department PO Box 100 Firestone CO 80520

#182

Project Number	Project Name
0668.0282.02	Highway 119 Metro District

Service Type	Name	Service Date	Item Code	Description	Quantity	U/M	Rate	Total
Labor	Dave Lindsay	8/5/2016	M2002	Assembled and printed MD design memos for review.	1	hr	115.00	115.00
		8/15/2016	M2002	Review and comment on Tech Memo's provided by TZA.	3	hr	115.00	345.00
		8/18/2016	M2001	Conference call with engineer and LHWD to discuss water supply issues.	1	hr	115.00	115.00
		8/25/2016	M306	Meeting with applicant and Longs Peak Water District regarding potential wholesale connection to their system.	3	hr	115.00	345.00
Total								\$920.00



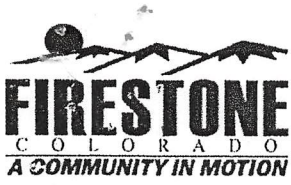
NOV 09 2016

Page: 1
Statement Date: 10/31/16

HIGHWAY 119 METRO DIST #1
SPECIAL DISTRICT MNGMENT SERVICES,
141 UNION BLVD STE 150
LAKEWOOD CO 80228

Customer # 182

			BALANCE FORWARD		685.65
10/15/16	Inv	2580	Escrow Billing		1,427.50
10/15/16		2580	Credit Taken		-1,427.50
10/07/16	CrA	267	Add'l escrow funds		-5,314.35
10/07/16	Rec	373	Payment for invoice 2564	<i>\$ 6,000⁰⁰ DEPOSIT</i> [-685.65
10/15/16		267	Credit from # 267		1,427.50
			STATEMENT TOTAL		-3,886.85



HIGHWAY 119 METRO DIST #1
SPECIAL DISTRICT MNGMENT SERVICES,
141 UNION BLVD STE 150
LAKEWOOD CO 80228

Customer # 182

INVOICE NUMBER:	2580
INVOICE DATE:	October 15, 2016
EFFORT:	Escrow Billing

CHARGES

PRODUCTS AND SERVICES:

300-LEGAL FEES - 10/15/2016	1,025.00
LIGHT KELLY PC	
301-ENGINEERING - 10/15/2016	402.50
COLORADO CIVIL GROUP	
CA-CREDIT-CREDIT ON ACCOUNT	-1,427.50
Credit from # 267	
Total	0.00

INQUIRIES: Please direct any inquiry regarding this invoice to Linda O'Keefe (303) 833-3291.

PAYMENT: Payment is due upon receipt of this invoice.

Please make checks payable to:

Town of Firestone
PO Box 100
Firestone, CO 80520-0100

LIGHT KELLY, P.C.
ATTORNEYS AT LAW

101 University Boulevard, Suite 210
Denver, CO 80206

(303) 298-1601
(303) 298-1627

October 3, 2016

Town of Firestone
c/o Accounts Payable
151 Grant Avenue, Box 100
Firestone, CO 80520

1000-212300
#182

In Reference To: HIGHWAY 119 METRO DISTRICTS

For professional services through: September 30, 2016

		<u>Hours</u>	<u>Amount</u>
9/8/2016 SJL	Review and respond to e-mail from J. Tanaka regarding plan hearing, inclusion area and related issues; further review related e-mails and plan executive summary	0.90	184.50
9/9/2016 SJL	Further review service plan text and exhibits; review staff meeting notes; work on draft e-mail to proponents regarding staff comments on plan	1.20	246.00
9/10/2016 SJL	Further work on draft e-mail to proponents with staff comments on service plan; review Engineering comments and cost exhibits	1.00	205.00
9/12/2016 SJL	Finalize draft comment e-mail to proponents regarding service plan submittal; further review plan and exhibits; review staff comments; finalize e-mail regarding plan	1.90	389.50
For Professional Services Rendered:		<u>5.00</u>	<u>\$1,025.00</u>
Previous balance			\$1,748.15
9/19/2016 Payment - Thank You			(\$1,748.15)
Total payments and adjustments			<u>(\$1,748.15)</u>

Amount

Balance Due:

\$1,025.00

Timekeeper Summary

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Samuel J. Light	5.00	205.00	\$1,025.00

For tax reporting purposes - Federal Id. #84-1048415.

Payment is due within 30 days of receipt. Your prompt payment is appreciated.

Colorado Civil Group, Inc.
 5110 Granite St., Unit D
 Loveland, CO 80538

Invoice

Date	Invoice Number
10/4/2016	0668.0282.02-07
GL #	1000-212301

#188

Bill To
Town of Firestone C/O Finance Department PO Box 100 Firestone CO 80520

Project Number	Project Name
0668.0282.02	Highway 119 Metro District

Service Type	Name	Service Date	Item Code	Description	Quantity	U/M	Rate	Total
Labor	Dave Lindsay	8/31/2016	M2020	Staff Meeting	1	hr	115.00	115.00
		9/2/2016	M2002	Staff conferece call regarding proposed MD modifications.	2	hr	115.00	230.00
		9/14/2016	M312	Submittal Review/Comments Service plan amendment cost estimates and improvements graphics. Miscellaneous Administration Meeting request issues related to landowners with TZA and Planning.	0.5	hr	115.00	57.50
Total								\$402.50

Highway 119 Metropolitan District #1
 P.O. Box 631579
 Highlands Ranch, CO 80163
 (720) 348-1086

FIRSTBANK
 82-504/1070

1082

9/29/2016

PAY TO THE ORDER OF Town of Firestone

\$ **6,000.00

Six Thousand and 00/100***** DOLLARS

Town of Firestone
 Attn: Finance Director
 151 Grant Avenue
 Firestone, CO 80520

MEMO

⑈00 108 2⑈ ⑆ 10 700 504 7⑆ 9 7 7 1 204 30 5⑈

Highway 119 Metropolitan District #1

1082

Town of Firestone					9/29/2016	
Date	Type	Reference	Original Amt.	Balance Due	Discount	Payment
9/29/2016	Bill	Contract Deposit	6,000.00	6,000.00		6,000.00
					Check Amount	6,000.00

1st Bank - Checking 6,000.00

Highway 119 Metropolitan District #1

1082

Town of Firestone					9/29/2016	
Date	Type	Reference	Original Amt.	Balance Due	Discount	Payment
9/29/2016	Bill	Contract Deposit	6,000.00	6,000.00		6,000.00
					Check Amount	6,000.00

1st Bank - Checking 6,000.00

Susan Lowe

From: Lisa Johnson <ljohnson@sdmsi.com>
Sent: Wednesday, September 28, 2016 3:41 PM
To: Dawn Schilling; susanlowe@comcast.net
Subject: RE: Hwy 119 MD - Town of Firestone Deposit

Flag Status: Flagged

Thanks Ladies ☺.

Lisa A. Johnson
District Manager
Special District Management Services, Inc.
141 Union Blvd., Ste. 150
Lakewood, CO 80228
303-987-0835 (o)
303-987-2032 (f)

From: Dawn Schilling [mailto:dawnschilling@comcast.net]
Sent: Wednesday, September 28, 2016 3:22 PM
To: susanlowe@comcast.net
Cc: Lisa Johnson
Subject: FW: Hwy 119 MD - Town of Firestone Deposit

Susan, will you please prepare the check as requested below and mail to Reggie to be signed?

Thanks, Dawn

Halden



SCHILLING & COMPANY, INC.
Certified Public Accountants

Dawn Schilling, CPA

P.O. Box 631579
Highlands Ranch, CO 80163
Phone: 720-348-1086
Cell: 720-840-1575
Fax: 720-348-2920

From: Lisa Johnson [mailto:ljohnson@sdmsi.com]
Sent: Wednesday, September 28, 2016 10:40 AM
To: Dawn Schilling (dawnschilling@comcast.net)
Cc: Jennifer Gruber Tanaka
Subject: Hwy 119 MD - Town of Firestone Deposit

Hi Dawn,

The Town of Firestone contacted me yesterday to inform me that the initial deposit the District sent them has been exhausted (see attached Cost Agreement). I attended a meeting with the property owner's this morning and they asked that the District cut a check to the Town in the amount of \$6,000 for a replenishment of the deposit funds needed in order for them (the Town) to continue work on our project. Can you cut the check and route for signature and once you have it back let me know so that I can email the Town and let them know it is on its way? As an FYI, the Town needs to have receipt of the check prior to October 19th in order for them to attend a meeting with us that afternoon.

Please let me know if you have any questions.

Thanks much,
Lisa

Lisa A. Johnson
District Manager
Special District Management Services, Inc.
141 Union Blvd., Ste. 150
Lakewood, CO 80228
303-987-0835 (o)
303-987-2032 (f)



HIGHWAY 119 METRO DIST #1
SPECIAL DISTRICT MNGMENT
141 UNION BLVD STE 150
LAKEWOOD CO 80228

Customer # 182

			BALANCE FORWARD	-3,886.85
11/15/16	Inv	2591	Escrow Billing	2,113.10
11/15/16	Inv	2593	Escrow Billing	340.00
11/15/16		2591	Credit Taken	-2,113.10
11/15/16		2593	Credit Taken	-340.00
11/14/16	CrA	271	Add'l escrow deposit	-25,000.00
11/15/16		267	Credit from # 267	2,113.10
11/15/16			Credit from # 267	340.00
			STATEMENT TOTAL :	-26,433.75



HIGHWAY 119 METRO DIST #1
SPECIAL DISTRICT MNGMENT SERVICES,
141 UNION BLVD STE 150
LAKEWOOD CO 80228

Customer # 182

INVOICE NUMBER:	2593
INVOICE DATE:	November 15, 2016
EFFORT:	Escrow Billing

CHARGES

PRODUCTS AND SERVICES:

302-PLANNING - 11/15/2016	340.00
NICKERSON CO	
CA-CREDIT-CREDIT ON ACCOUNT	-340.00
Credit from # 267	
Total	0.00

INQUIRIES: Please direct any inquiry regarding this invoice to Linda O'Keefe (303) 833-3291.

PAYMENT: Payment is due upon receipt of this invoice.

Please make checks payable to:

Town of Firestone
PO Box 100
Firestone, CO 80520-0100

Nickerson Company, LLC
P.O. Box 741344
Arvada, CO 80006
(303) 422-7393

INVOICE

Date: 2-Nov-16
Period: October-16
Invoice No FS/Inv 10/16

TO:
Town of Firestone
151 Grant Avenue
P.O. Box 100
Firestone, Colorado 80520

Project: SH 119
1000-212302

For Services Rendered

Major Tasks	Time Report	Hours	Rate	Amount
	B. Nickerson	4.0	\$85.00	\$340.00
	M. Larson (consultant)	0.0	\$40.00	\$0.00
				\$340.00
		0.0		

#182

Other Direct Costs
As described on attached Time Report
Amount \$0.00

Subtotal
Amount \$340.00

Credit
Amount \$0.00

TOTAL DUE THIS INVOICE **\$340.00**



Nickerson Company, LLC
Time Report

Date	Account	Project		BN	ML
11-Oct	1000-212302	SH 119	Architects and staff re facility processing	0.4	
17-Oct	1000-212302	SH 119	Applicant and staff re service plan processing; discuss	1.0	
21-Oct	1000-212302	SH 119	Applicant and staff re service plan processing; discuss	1.3	
27-Oct	1000-212302	SH 119	Applicant and staff re service plan processing; discuss	1.3	
				4.0	



HIGHWAY 119 METRO DIST #1
SPECIAL DISTRICT MNGMENT SERVICES,
141 UNION BLVD STE 150
LAKEWOOD CO 80228

Customer # 182

INVOICE NUMBER: 2591
INVOICE DATE: November 15, 2016
EFFORT: Escrow Billing

CHARGES

PRODUCTS AND SERVICES:

300-LEGAL FEES - 11/15/2016	1,595.60
LIGHT KELLY PC	
301-ENGINEERING - 11/15/2016	617.50
COLORADO CIVIL GROUP	
CA-CREDIT-CREDIT ON ACCOUNT	-2,113.10
Credit from # 267	
Total	0.00

INQUIRIES: Please direct any inquiry regarding this invoice to Linda O'Keefe (303) 833-3291.

PAYMENT: Payment is due upon receipt of this invoice.

Please make checks payable to:

Town of Firestone
PO Box 100
Firestone, CO 80520-0100

LIGHT KELLY, P.C.
ATTORNEYS AT LAW

101 University Boulevard, Suite 210
Denver, CO 80206

(303) 298-1601
(303) 298-1627

November 1, 2016

1000-212300

Town of Firestone
c/o Accounts Payable
151 Grant Avenue, Box 100
Firestone, CO 80520

In Reference To: HIGHWAY 119 METRO DISTRICTS

For professional services through: October 31, 2016

#182

		<u>Hours</u>	<u>Amount</u>
10/6/2016	SJL Review and respond to e-mails from J. Tanaka regarding service plan amendments	0.20	41.00
10/12/2016	SJL Review e-mails regarding plan amendment request	0.10	20.50
10/13/2016	SJL Review and respond to e-mail regarding service plan review; review additional correspondence regarding plan revisions	0.30	61.50
10/17/2016	SJL Review and respond to e-mails; review comment memorandum regarding plan; telephone calls to K. Casey and J. Harrington	0.30	61.50
10/18/2016	SJL Telephone calls to S. Tasker and J. Harrington regarding service plan amendment review	0.10	N/C
10/20/2016	SJL Telephone call with J. Harrington regarding review of amended financial plan	0.20	41.00
10/21/2016	AK Review Highway 119 Metropolitan District file regarding original service plan; email and telephone J. Tanaka requesting electronic copy of service plan; review original service plan approved in 2009 and amended and restated service plan submitted in 2016; update files and dropbox links for bond counsel and advisor; draft email with documents attached.	1.60	296.00

	<u>Hours</u>	<u>Amount</u>
10/21/2016 SJL Further review financial and capital plans from original service plan and proposed amendment; e-mail to J. Harrington regarding review of financial plan; e-mail to staff regarding same	0.60	123.00
10/24/2016 AK Review updated executive summary and supplemental exhibits to amended and restated service plan.	0.30	N/C
SJL Telephone call to S. Tasker regarding service plan review; review e-mails and additional plan documents from J. Tanaka	0.40	82.00
10/25/2016 SJL Review updated executive summary from J. Tanaka regarding service plan amendments; further review current and proposed plan and initial comment e-mail; one-way travel to and attend meeting with D. Lindsay regarding operation and maintenance and water service issues; attend meeting with J. Tanaka, L. Johnson and D. Lindsay regarding proposed amended and restated service plan	3.60	738.00
10/26/2016 SJL Telephone call with S. Tasker regarding service plan amendment and related financial plan issues and limitations	0.60	123.00
10/27/2016 SJL E-mail to S. Takser regarding service plan amendments; further review updated executive summary	0.20	N/C
For Professional Services Rendered;	<u>8.50</u>	<u>\$1,587.50</u>
Monthly Expenses:		
October Photocopies:		8.10
Total Expenses:		<u>\$8.10</u>
Total amount of this bill		<u>\$1,595.60</u>
Previous balance		\$1,025.00
10/14/2016 Payment - Thank You		(\$1,025.00)
Total payments and adjustments		<u>(\$1,025.00)</u>
Balance Due:		<u><u>\$1,595.60</u></u>

Timekeeper Summary

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Amy Kho	1.60	185.00	\$296.00
Amy Kho	0.30	0.00	\$0.00
Samuel J. Light	6.30	205.00	\$1,291.50
Samuel J. Light	0.30	0.00	\$0.00

For tax reporting purposes - Federal Id. #84-1048415.

Payment is due within 30 days of receipt. Your prompt payment is appreciated.

Colorado Civil Group, Inc.
 5110 Granite St., Unit D
 Loveland, CO 80538

Invoice

Date	Invoice Number
11/1/2016	0668.0282.02-08
GL #	1000-212301

Bill To
Town of Firestone C/O Finance Department PO Box 100 Firestone CO 80520

#182

Project Number	Project Name
0668.0282.02	Highway 119 Metro District

Service Type	Name	Service Date	Item Code	Description	Quantity	U/M	Rate	Total
Labor	Dave Lindsay	10/3/2016	M312	Water modeling issues with TZA, Meeting with district and water engineer to discuss options for water storage and distribution. Meeting with MD counsel and manager to discuss service plan amendment.	0.5	hr	115.00	57.50
		10/19/2016	M2001		2.5	hr	115.00	287.50
		10/25/2016	M2001		1.5	hr	115.00	172.50

Total	\$517.50
--------------	-----------------

Highway 119 Metropolitan District #1
P.O. Box 631579
Highlands Ranch, CO 80163
(720) 348-1086

FIRSTBANK
82-504/1070

1084

10/19/2016

PAY TO THE ORDER OF Town of Firestone

\$ **25,000.00

Twenty-Five Thousand and 00/100***** DOLLARS

Town of Firestone
Attn: Rebecca Toberman
8308 Colorado Blvd, Ste 200
Firestone, CO 80504

MEMO

⑈00 1084⑈ ⑆ 10 700 504 7⑆ 9 7 7 1 20 4 30 5⑈

Highway 119 Metropolitan District #1

1084

Date	Type	Reference	Original Amt.	Balance Due	10/19/2016 Discount	Payment
10/19/2016	Bill	Service Plan	25,000.00	25,000.00		25,000.00
					Check Amount	25,000.00

1st Bank - Checking

25,000.00

Highway 119 Metropolitan District #1

1084

Date	Type	Reference	Original Amt.	Balance Due	10/19/2016 Discount	Payment
10/19/2016	Bill	Service Plan	25,000.00	25,000.00		25,000.00
					Check Amount	25,000.00

1st Bank - Checking

25,000.00

Susan Lowe

From: Dawn Schilling <dawnschilling@comcast.net>
Sent: Wednesday, October 19, 2016 11:56 AM
To: 'Lisa Johnson'
Cc: 'Jennifer Gruber Tanaka'; susanlowe@comcast.net
Subject: RE: Highway 119/Amended and Restated Service Plan Items (1159.0003)*

Lisa, we will get the check printed and mailed out today.

Thanks, Dawn



SCHILLING & COMPANY, INC.
Certified Public Accountants

Dawn Schilling, CPA

P.O. Box 631579
Highlands Ranch, CO 80163
Phone: 720-348-1086
Cell: 720-840-1575
Fax: 720-348-2920

From: Lisa Johnson [mailto:ljohnson@sdmsi.com]
Sent: Wednesday, October 19, 2016 11:54 AM
To: Dawn Schilling (dawnschilling@comcast.net)
Cc: Jennifer Gruber Tanaka
Subject: FW: Highway 119/Amended and Restated Service Plan Items (1159.0003)*

Dawn – see correspondence below. Can you cut a check to the Town of Firestone as requested below and route for signature and then send to Rebecca’s attention?

Lisa A. Johnson
District Manager
Special District Management Services, Inc.
141 Union Blvd., Ste. 150
Lakewood, CO 80228
303-987-0835 (o)
303-987-2032 (f)

From: Rebecca Toberman [mailto:RToberman@firestoneco.gov]
Sent: Saturday, October 15, 2016 11:03 AM
To: Lisa Johnson; Jennifer Gruber Tanaka
Cc: Bruce Nickerson; Dave Lindsay; Sam Light; Ainsley E. Bochniak; Caley A. Potter
Subject: Re: Highway 119/Amended and Restated Service Plan Items (1159.0003)*

Hi Lisa,

Would your group be available to meet Tuesday, October 25, 2016 at 11:30 AM?

Also, as we will need to engage special bond counsel and a financial advisor, we are anticipating that a new cost agreement be executed specifically for that service along with an initial deposit of \$25,000. This doesn't need to be in place for this meeting but wanted to make sure your group is aware that we will need to have this in place as we move forward.

Please let us know if you have any questions.

Thank you,

Rebecca Toberman | Planning Coordinator
Town of Firestone | Community Development
8308 Colorado Boulevard Suite 200, Firestone, CO 80504
Direct 303.531.6260 | Cell 303.885.4828

Susan Lowe

From: Dawn Schilling <dawnschilling@comcast.net>
Sent: Wednesday, October 19, 2016 11:56 AM
To: susanlowe@comcast.net
Subject: FW: Highway 119/Amended and Restated Service Plan Items (1159.0003)*
Attachments: Exhibit G - Cost Agreement.pdf



SCHILLING & COMPANY, INC.
Certified Public Accountants

Dawn Schilling, CPA

P.O. Box 631579
Highlands Ranch, CO 80163
Phone: 720-348-1086
Cell: 720-840-1575
Fax: 720-348-2920

From: Lisa Johnson [mailto:ljohnson@sdmsi.com]
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Cc: Jennifer Gruber Tanaka
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Thank you,

**Rebecca Toberman | Planning Coordinator
Town of Firestone | Community Development
8308 Colorado Boulevard Suite 200, Firestone, CO 80504
Direct 303.531.6260 | Cell 303.885.4828**

COST AGREEMENT

THIS AGREEMENT is made by and between _____ (“Landowner”) and the Town of Firestone, Colorado, a Colorado municipal corporation (“Firestone”).

RECITALS:

A. Landowner and Firestone have been discussing Landowner’s request concerning certain development activities for certain property owned by Landowner (“the Property”), as set forth on Exhibit A, attached hereto and incorporated herein.

B. The parties recognize that Landowner’s request will place an extraordinary burden on the resources of Firestone, and that this Agreement will facilitate Firestone’s ability to evaluate and process Landowner’s request in a timely fashion, and accordingly, the parties recognize that this Agreement will be mutually beneficial.

C. The parties desire to provide for a method by which Landowner will help offset the burden placed on the resources of Firestone by Landowner’s request.

NOW, THEREFORE, in consideration of the mutual covenants and conditions contained herein and for other good and valuable consideration, the parties do hereby stipulate and agree as follows:

1. **Consultant and Other Costs.** Firestone has retained, or will retain, the services of certain consultants, including planners, engineers, and attorneys, to assist it in evaluating Landowner’s request and to assist it in negotiations; reviews of maps, plans and other documents; drafting of reports, notices and other documents; consultation, and advice. In addition to these consultant costs, Firestone also will incur certain other related costs, including but not limited to legal publication costs and administrative costs. Estimates of the costs related to each type of land use request are set forth on Exhibit A.

2. **Funds Deposit.** At the time of execution of this Agreement, Landowner agrees to deposit with the Town the sum of \$ _____, which is equal to the estimated costs shown in Exhibit A for the land use request of Landowner. This deposit, and any additional amounts deposited with the Town pursuant to this Agreement, shall be used to pay the costs provided for in paragraph 1 above as they become due, in accordance with the Funds Deposit Agreement attached hereto and incorporated herein as Exhibit B. If the deposit is depleted prior to the completion of the review, Landowner shall promptly deposit additional monies with the Town in a mutually agreeable amount. The parties understand and agree that the amount deposited with the Town is an estimate of costs only, and that Landowner shall promptly pay the costs provided for in Paragraph 1 through the initial deposit and additional deposits, if necessary. If such additional monies are not deposited when necessary, suspension or termination of work on the request will result until such time as the additional monies are deposited. Additional funds shall be deposited as necessary to cover outstanding balances prior to recommencement of any work on the request. Landowner acknowledges and agrees that setting of further public hearings and/or recording of any approved final documents relating to the request shall not occur until any outstanding balances are paid in full and, in the case of a request not yet finally approved, an additional deposit is made. Additionally, if a negative balance exists at any time and additional funds are not deposited within 15 days after written notice from the Town, then a five percent (5%) penalty shall be added to such balance and such balance shall bear interest at the rate of one and one-half percent per month. If at any time

EXHIBIT G

negotiations or work on the request terminate, then any monies deposited by Landowner and remaining after payment of the costs incurred by Firestone shall be refunded to Landowner.

3. **No Acquired Rights.** Landowner agrees that it does not acquire any rights by virtue of the negotiations or work on the matters contemplated herein, until and unless the Town grants any and all approvals required by law. Any and all negotiations and work concerning the Landowner's request concerning the Property shall be final only upon approval by the appropriate actions of the Town Board of Firestone and other governmental entities having jurisdiction, upon the completion of appropriate actions of Landowner, and upon expiration of any applicable time periods required for finality under law. This Agreement does not create any vested property rights, which rights may only be established in the manner provided by the Firestone Municipal Code and applicable state law.

4. **Miscellaneous.**

(a) In the event of any litigation arising from this Agreement, the prevailing party shall be entitled to its reasonable attorneys' fees and court costs.

(b) This Agreement supersedes all prior negotiations between the parties concerning matters addressed herein.

(c) This Agreement shall not be modified except in writing executed by each of the parties.

(d) All notices, billings, invoices and other transmittals to Landowner under this Agreement and the Funds Deposit Agreement shall be hand-delivered or sent by facsimile transmission or regular United States mail, postage prepaid, to the Landowner's mailing address set forth below. All notices by hand delivery shall be effective upon receipt. All facsimile transmissions shall be effective upon transmission, as evidenced by sender's transmission receipt. All notices by mail shall be considered effective 48 hours after deposit in the United States mail, postage prepaid, to the Landowner's mailing address as set forth below. The Landowner by written notice to the Town of Firestone, attn: Finance Director, 151 Grant Ave., Firestone, Colorado, 80520, may change the address to which future notices, billings, invoices and other transmittals shall be sent. Failure to receive notice given in accordance with this paragraph shall not affect the validity of such notice, or constitute cause for any delay of payment or other performance required of Landowner.

This Agreement is executed effective this ____ day of _____, 20__.

THE TOWN OF FIRESTONE,
a municipal corporation

By: _____
Its: _____

ATTEST:

Town Clerk

LANDOWNER: _____

By: _____
Title: _____

Landowner Mailing Address and fax:

fax number: _____

STATE OF COLORADO)
) SS
COUNTY OF _____)

The above and foregoing signature of _____ was subscribed under oath before me
this ____ day of _____, 20__.

Witness my hand and official seal.

Notary Public _____

My commission expires _____.

Any funds deposited via a check, by paying with a check, you authorize us to make a one-time electronic debit
from your bank or asset account for the amount of the check. For inquiries, please call 303-833-3291.

EXHIBIT A

COST ESTIMATE - TECHNICAL REVIEW AND PUBLICATION
Review consists of Planning, Engineering and Legal

Type of Application (Check All That Apply)	Initial Minimum Deposit Amount:
<input type="checkbox"/> Annexation/ODP:	\$243.00 per acre or \$14,300.00 (Whichever is greater.)
<input type="checkbox"/> Preliminary Development Plan/PDP:	\$104.00 per acre or \$16,900.00 (Whichever is greater.)
<input type="checkbox"/> Final Development Plat (FDP)/Plan (Residential):	\$901.00 per acre or \$20,150.00 (Whichever is greater.)
<input type="checkbox"/> Final Development Plan(FDP)/Plat (Commercial):	\$1,040.00 per acre or \$16,900.00 (Whichever is greater.)
<input type="checkbox"/> Site Specific FDP(Commercial Infill):	\$15,600.00 each
<input type="checkbox"/> Minor Subdivision:	\$10,400.00 each
<input type="checkbox"/> Vacation of Easement/Right-of-Way:	\$3,900.00 each
<input type="checkbox"/> Special Use Permit (Other than Oil & Gas):	\$10,400.00 each
<input type="checkbox"/> Access Permit:	\$2,600.00 each
<input type="checkbox"/> Construction Inspection	\$735.00 per acre/minimum \$6,500.00 (Residential and Major Commercial)
<input type="checkbox"/> Other (list): _____	\$ _____
TOTAL COST ESTIMATE: (Enter this total amount in blanks on Page 1, Section 2 and Page 5, Section A)	_____

EXHIBIT B

FUNDS DEPOSIT AGREEMENT

A. The undersigned Landowner and The Town of Firestone hereby deposit with Firestone, the following which is to be held and disbursed by Firestone subject to the terms and conditions hereof:

Check written upon the Account of Landowner, in the amount of \$ _____, payable to "Town of Firestone", and such additional funds as may be deposited subsequently (all such funds are referred to herein as the "deposited funds").

B. The deposited funds shall be subject to the following instructions:

1. Firestone shall place the deposited funds in Town fund or account and shall separately account for such funds subject to the terms and requirements of these instructions.

2. Upon Firestone's receipt of a billing authorized pursuant to the "Cost Agreement" between Landowner and Firestone, Firestone shall promptly submit a copy thereof to Landowner. Backup documentation for each billing shall be furnished to the Landowner upon request. Upon approval of the billing by Landowner, Firestone shall disburse moneys from the deposited funds in payment of such billing. The Landowner's failure to respond to the billing, within 15 days after the date the billing is submitted to the Landowner by the Town, shall constitute approval to make the disbursement.

3. Any amounts remaining in the deposited funds following completion or termination of the work shall be returned to Landowner, and all parties shall be relieved from any further liability with regard to this Agreement.

4. This Agreement may be altered, amended, modified or revoked only in writing signed by all parties hereto. The Town agrees to hold the deposited funds described above under the specific terms and conditions of this Agreement.

5. This Agreement shall bind and inure to the benefit of the parties hereto, their heirs, personal representatives, successors and assigns.

6. This Agreement shall be construed and enforced in accordance with the laws of the State of Colorado.

WHEREFORE, this Funds Deposit Agreement is executed effective this _____ day of _____, 20__.

LANDOWNER: _____

By: _____

Title: _____

STATE OF COLORADO)
) SS
COUNTY OF _____)

The above and foregoing signature of _____ was subscribed under oath before me this
____ day of _____, 20__.

Witness my hand and official seal.

Notary Public

My commission expires _____.

THE TOWN OF FIRESTONE,
a municipal corporation

By: _____

Its: _____

ATTEST:

Town Clerk

Any funds deposited via a check, by paying with a check, you authorize us to make a one-time electronic debit from your bank or asset account for the amount of the check. For inquiries, please call 303-833-3291.

12/9/2013 3:57 PM [sji]F:\Users\Sam\WPDocs\Fireston\Cost Agreement (4-11-08 clean draft)