

CREEKSIDE SOUTH ESTATES METROPOLITAN DISTRICT

141 Union Boulevard, Suite 150
Lakewood, Colorado 80228-1898
Tel: 303-987-0835 • 800-741-3254
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<https://creeksidesouthestatesmd.colorado.gov>

NOTICE OF SPECIAL MEETING AND AGENDA

<u>Board of Directors:</u>	<u>Office:</u>	<u>Term/Expiration:</u>
Della Thompson	Treasurer	2025/May 2025
David Deines	President	2025/May 2025
Matthew Moeller	Secretary	2025/May 2025
Al Mohar	Assistant Secretary	2027/May 2027
Peter Rediess	Assistant Secretary	2027/May 2027
Peggy Ripko	Recording Secretary	

DATE: Tuesday, May 7, 2024

TIME: 6:00 P.M.

LOCATION: This meeting will be held in person and via teleconferencing.

Physical Location

Starbucks
11995 Holly Street
Thornton, CO 80233

Zoom Meeting

<https://us02web.zoom.us/j/86267550643?pwd=V3RnRGRtWkRyUjZZc1VMWTJFZjFHdz09>

Meeting ID: 862 6755 0643

Passcode: 987572

Dial in: 1 (719) 359-4580

I. ADMINISTRATIVE MATTERS

A. Call to Order/ Present Disclosures of Potential Conflicts of Interest and confirm quorum.

B. Approve Agenda and confirm location of meeting and posting of notices.

C. Review and approve minutes of the March 25, 2024 Special Meeting (enclosure).

II. PUBLIC COMMENT

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

III. FINANCIAL MATTERS

- A. Ratify approval of the execution and filing of the Application for Exemption from Audit for 2023 (enclosure - copy of application).
-
- B. Conduct Public Hearing to consider Amendment to 2024 Budget and consider adoption of Resolution to Amend the 2024 Budget and Appropriate Expenditures (enclosure).
-

IV. LOAN MATTERS

- A. Engagement Letters:
1. Ratification of Engagement Letter with Kutak Rock as Bond Counsel (enclosure).

 2. Consideration by the Board of Directors of a Resolution authorizing the Creekside South Estates Metropolitan District (the "District") to issue general obligation indebtedness consisting of its Limited Tax (Convertible to Unlimited Tax) General Obligation Loan, Series 2024 (the "Loan") up to a maximum principal amount of \$2,500,000 for the purpose of paying public improvement costs; authorizing the levy of ad valorem property taxes for the payment of the Loans; approving the Placement Agent Agreement with D.A. Davison & Co. and the Loan Agreement with NBH Bank (the "Loan Agreement") and related documents and instruments; authorizing the execution and delivery thereof and performance by the District thereunder; appointing a District Representative to act on behalf of the District under the Loan Agreement; adopting a District policy regarding tax-exempt obligations and appointing a Responsible Person in connection therewith; appointing an Authorized Delegate to make certain determinations relating to the Bonds as authorized under Section 11-57-205, C.R.S; authorizing incidental action; repealing prior inconsistent actions; and establishing the effective date hereof (to be distributed).
-

V. OTHER MATTERS

- A. Discuss scheduling a Special Meeting to award the Well No. 11 Construction Project.
-

VII. ADJOURNMENT **THE NEXT REGULAR MEETING IS SCHEDULED FOR JULY 11, 2024.**

RECORD OF PROCEEDINGS

MINUTES OF A SPECIAL MEETING OF THE BOARD OF DIRECTORS OF THE CREEKSIDE SOUTH ESTATES METROPOLITAN DISTRICT (THE “DISTRICT”) HELD MARCH 25, 2024

A Special Meeting of the Board of Directors of the Creekside South Estates Metropolitan District (referred to hereafter as the “Board”) was convened on Monday, March 25, 2024, at 6:00 p.m. This District Board meeting was held via Zoom. The meeting was open to the public.

Directors In Attendance Were:

Della Thompson
David Deines
Al Mohar
Peter Rediess
Matthew Moeller (for a portion of the meeting)

Also, In Attendance Were:

Peggy Ripko; Special District Management Services, Inc.

Heather Hartung, Esq; White Bear Ankele Tanka & Waldron

Diane Wheeler; Simmons & Wheeler P.C.

Laci Knowles; D.A. Davidson & Co.

**DISCLOSURE OF
POTENTIAL
CONFLICTS OF
INTEREST**

Disclosures of Potential Conflicts of Interest: Ms. Ripko advised the Board(s) that, pursuant to Colorado law, certain disclosures might be required prior to taking official action at the meeting. Ms. Ripko reported that disclosures for those directors that provided White Bear Ankele Tanaka & Waldron with notice of potential or existing conflicts of interest were filed with the Secretary of State’s Office and the Board at least 72 hours prior to the meeting, in accordance with Colorado law, and those disclosures were acknowledged by the Board.

**ADMINISTRATIVE
MATTERS**

Agenda: Ms. Ripko distributed for the Board’s review and approval a proposed Agenda for the District's regular meeting.

RECORD OF PROCEEDINGS

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

Meeting Location/Manner and Posting of Meeting Notice: The Board entered into a discussion regarding the requirements of Section 32-1-903(1), C.R.S., concerning the location of the District's Board meeting. The Board noted that the District Board meeting was held by Zoom video/telephone conference. Ms. Ripko reported that notice was duly posted and that no objections to the video/telephonic manner of the meeting or any requests that the video/telephonic manner of the meeting be changed by taxpaying electors within the District boundaries have been received.

Minutes: The Board reviewed the minutes of the March 7, 2024 Regular Meeting.

Following discussion, upon motion duly made by Director Deines, seconded by Director Rediess and, upon vote, unanimously carried, the Board approved the minutes of the March 7, 2024 Regular Meeting.

PUBLIC COMMENT There were no public comments.

LEGAL MATTERS **Summary of 2024 Lending Options:** Ms. Knowles provided a summary of 2024 lending options.

Following review and discussion, upon motion duly made by Director Deines, seconded by Director Rediess and, upon vote, unanimously carried, the Board approved National Bank Holdings Corporation for the loan.

Engagement of for Loan Counsel: The Board discussed the Engagement of Counsel for the loan.

Following review and discussion, upon motion duly made by Director Mohar, seconded by Director Rediess and, upon vote, unanimously carried, the Board authorized Director Deines to review and approve recommendations for loan counsel.

OTHER MATTERS There were no other matters.

RECORD OF PROCEEDINGS

ADJOURNMENT

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

Respectfully submitted,

By _____
Secretary for the Meeting

**APPLICATION FOR EXEMPTION FROM AUDIT
LONG FORM**

NAME OF GOVERNMENT	Creekside South Estates Metropolitan District
ADDRESS	c/o White Bear Ankele Tanaka & Waldron 2154 E. Commons Avenue, Suite 2000 Centennial, CO 80122
CONTACT PERSON	Jennifer Gruber Tanaka
PHONE	303/858-1800
EMAIL	jtanaka@wbapc.com

For the Year Ended
12/31/2023
or fiscal year ended:

CERTIFICATION OF PREPARER

I certify that I am an independent accountant with knowledge of governmental accounting and that the information in the Application is complete and accurate to the best of my knowledge. I am aware that the Audit Law requires that a person independent of the entity complete the application if revenues or expenditure are at least \$100,000 but not more than \$750,000, and that independent means someone who is separate from the entity.

NAME:	Diane Wheeler
TITLE	District Accountant
FIRM NAME (if applicable)	Simmons & Wheeler, P.C.
ADDRESS	304 Inverness Way South, Suite 490 Englewood, CO 80112
PHONE	303-689-0833
RELATIONSHIP TO ENTITY	CPA engaged to prepare financial statements for the District

PREPARER (SIGNATURE REQUIRED)		DATE PREPARED
<i>Diane K. Wheeler</i>		Mar 7, 2024

Has the entity filed for, or has the district filed, a Title 32, Article 1 Special District Notice of Inactive Status during the year? [Applicable to Title 32 special districts only, pursuant to Sections 32-1-103 (9.3) and 32-1-104 (3), C.R.S.]	YES	NO	If Yes, date filed:
	<input type="checkbox"/>	<input checked="" type="checkbox"/>	

PART 1 - FINANCIAL STATEMENTS - BALANCE SHEET

* Indicate Name of Fund

NOTE: Attach additional sheets as necessary.

Line #	Description	Governmental Funds		Description	Proprietary/Fiduciary Funds	
		General Fund	Fund*		Fund*	Fund*
Assets				Assets		
1-1	Cash & Cash Equivalents	\$ 10,783	\$ -	Cash & Cash Equivalents	\$ -	\$ -
1-2	Investments	\$ 163,658	\$ -	Investments	\$ -	\$ -
1-3	Receivables	\$ -	\$ -	Receivables	\$ -	\$ -
1-4	Due from Other Entities or Funds	\$ 947	\$ -	Due from Other Entities or Funds	\$ -	\$ -
1-5	Property Tax Receivable	\$ 237,075	\$ -	Other Current Assets [specify...]	\$ -	\$ -
	All Other Assets [specify...]					
1-6	Lease Receivable (as Lessor)	\$ -	\$ -			
1-7	Prepaid insurance	\$ 3,508	\$ -	Total Current Assets	\$ -	\$ -
1-8		\$ -	\$ -	Capital & Right to Use Assets, net (from Part 6-4)	\$ -	\$ -
1-9		\$ -	\$ -	Other Long Term Assets [specify...]	\$ -	\$ -
1-10		\$ -	\$ -		\$ -	\$ -
1-11	(add lines 1-1 through 1-10) TOTAL ASSETS	\$ 415,971	\$ -	(add lines 1-1 through 1-10) TOTAL ASSETS	\$ -	\$ -
Deferred Outflows of Resources:				Deferred Outflows of Resources		
1-12	[specify...]	\$ -	\$ -	[specify...]	\$ -	\$ -
1-13	[specify...]	\$ -	\$ -	[specify...]	\$ -	\$ -
1-14	(add lines 1-12 through 1-13) TOTAL DEFERRED OUTFLOWS	\$ -	\$ -	(add lines 1-12 through 1-13) TOTAL DEFERRED OUTFLOWS	\$ -	\$ -
1-15	TOTAL ASSETS AND DEFERRED OUTFLOWS	\$ 415,971	\$ -	TOTAL ASSETS AND DEFERRED OUTFLOWS	\$ -	\$ -
Liabilities				Liabilities		
1-16	Accounts Payable	\$ 31,223	\$ -	Accounts Payable	\$ -	\$ -
1-17	Accrued Payroll and Related Liabilities	\$ -	\$ -	Accrued Payroll and Related Liabilities	\$ -	\$ -
1-18	Unearned Revenue	\$ -	\$ -	Accrued Interest Payable	\$ -	\$ -
1-19	Due to Other Entities or Funds	\$ -	\$ -	Due to Other Entities or Funds	\$ -	\$ -
1-20	All Other Current Liabilities	\$ -	\$ -	All Other Current Liabilities	\$ -	\$ -
1-21	(add lines 1-16 through 1-20) TOTAL CURRENT LIABILITIES	\$ 31,223	\$ -	(add lines 1-16 through 1-20) TOTAL CURRENT LIABILITIES	\$ -	\$ -
1-22	All Other Liabilities [specify...]	\$ -	\$ -	Proprietary Debt Outstanding (from Part 4-4)	\$ -	\$ -
1-23		\$ -	\$ -	Other Liabilities [specify...]:	\$ -	\$ -
1-24		\$ -	\$ -		\$ -	\$ -
1-25		\$ -	\$ -		\$ -	\$ -
1-26		\$ -	\$ -		\$ -	\$ -
1-27	(add lines 1-21 through 1-26) TOTAL LIABILITIES	\$ 31,223	\$ -	(add lines 1-21 through 1-26) TOTAL LIABILITIES	\$ -	\$ -
Deferred Inflows of Resources:				Deferred Inflows of Resources		
1-28	Deferred Property Taxes	\$ 237,075	\$ -	Pension/OPEB Related	\$ -	\$ -
1-29	Lease related (as lessor)	\$ -	\$ -	Other [specify...]	\$ -	\$ -
1-30	(add lines 1-28 through 1-29) TOTAL DEFERRED INFLOWS	\$ 237,075	\$ -	(add lines 1-28 through 1-29) TOTAL DEFERRED INFLOWS	\$ -	\$ -
Fund Balance				Net Position		
1-31	Nonspendable Prepaid	\$ -	\$ -	Net Investment in Capital and Right-to Use Assets	\$ -	\$ -
1-32	Nonspendable Inventory	\$ -	\$ -			
1-33	Restricted [emergency]	\$ 5,844	\$ -	Emergency Reserves	\$ -	\$ -
1-34	Committed [specify...]	\$ -	\$ -	Other Designations/Reserves	\$ -	\$ -
1-35	Assigned [specify...]	\$ -	\$ -	Restricted	\$ -	\$ -
1-36	Unassigned:	\$ 141,829	\$ -	Undesignated/Unreserved/Unrestricted	\$ -	\$ -
1-37	Add lines 1-31 through 1-36 This total should be the same as line 3-33 TOTAL FUND BALANCE	\$ 147,673	\$ -	Add lines 1-31 through 1-36 This total should be the same as line 3-33 TOTAL NET POSITION	\$ -	\$ -
1-38	Add lines 1-27, 1-30 and 1-37 This total should be the same as line 1-15 TOTAL LIABILITIES, DEFERRED INFLOWS, AND FUND BALANCE	\$ 415,971	\$ -	Add lines 1-27, 1-30 and 1-37 This total should be the same as line 1-15 TOTAL LIABILITIES, DEFERRED INFLOWS, AND NET POSITION	\$ -	\$ -

Please use this space to provide explanation of any items on this page

PART 2 - FINANCIAL STATEMENTS - OPERATING STATEMENT - REVENUES

Line #	Description	Governmental Funds		Description	Proprietary/Fiduciary Funds		Please use this space to provide explanation of any items on this page	
		General Fund	Fund*		Fund*	Fund*		
Tax Revenue				Tax Revenue				
2-1	Property [include mills levied in Question 10-6]	\$ 167,882	\$ -	Property [include mills levied in Question 10-6]	\$ -	\$ -		
2-2	Specific Ownership	\$ 11,523	\$ -	Specific Ownership	\$ -	\$ -		
2-3	Sales and Use Tax	\$ -	\$ -	Sales and Use Tax	\$ -	\$ -		
2-4	Other Tax Revenue [specify...]:	\$ -	\$ -	Other Tax Revenue [specify...]:	\$ -	\$ -		
2-5		\$ -	\$ -		\$ -	\$ -		
2-6		\$ -	\$ -		\$ -	\$ -		
2-7		\$ -	\$ -		\$ -	\$ -		
2-8	Add lines 2-1 through 2-7 TOTAL TAX REVENUE	\$ 179,405	\$ -	Add lines 2-1 through 2-7 TOTAL TAX REVENUE	\$ -	\$ -		
2-9	Licenses and Permits	\$ -	\$ -	Licenses and Permits	\$ -	\$ -		
2-10	Highway Users Tax Funds (HUTF)	\$ -	\$ -	Highway Users Tax Funds (HUTF)	\$ -	\$ -		
2-11	Conservation Trust Funds (Lottery)	\$ -	\$ -	Conservation Trust Funds (Lottery)	\$ -	\$ -		
2-12	Community Development Block Grant	\$ -	\$ -	Community Development Block Grant	\$ -	\$ -		
2-13	Fire & Police Pension	\$ -	\$ -	Fire & Police Pension	\$ -	\$ -		
2-14	Grants	\$ -	\$ -	Grants	\$ -	\$ -		
2-15	Donations	\$ -	\$ -	Donations	\$ -	\$ -		
2-16	Charges for Sales and Services	\$ -	\$ -	Charges for Sales and Services	\$ -	\$ -		
2-17	Rental Income	\$ -	\$ -	Rental Income	\$ -	\$ -		
2-18	Fines and Forfeits	\$ -	\$ -	Fines and Forfeits	\$ -	\$ -		
2-19	Interest/Investment Income	\$ 12,498	\$ -	Interest/Investment Income	\$ -	\$ -		
2-20	Tap Fees	\$ -	\$ -	Tap Fees	\$ -	\$ -		
2-21	Proceeds from Sale of Capital Assets	\$ -	\$ -	Proceeds from Sale of Capital Assets				
2-22	All Other [Royalty, Fees]:	\$ 3,947	\$ -	All Other [specify...]:	\$ -	\$ -		
2-23	Misc	\$ 717	\$ -		\$ -	\$ -		
2-24	Add lines 2-8 through 2-23 TOTAL REVENUES	\$ 196,567	\$ -	Add lines 2-8 through 2-23 TOTAL REVENUES	\$ -	\$ -		
Other Financing Sources				Other Financing Sources				
2-25	Debt Proceeds	\$ -	\$ -	Debt Proceeds	\$ -	\$ -		
2-26	Lease Proceeds	\$ -	\$ -	Lease Proceeds	\$ -	\$ -		
2-27	Developer Advances	\$ -	\$ -	Developer Advances	\$ -	\$ -		
2-28	Other [specify...]:	\$ -	\$ -	Other [specify...]:	\$ -	\$ -		
2-29	Add lines 2-25 through 2-28 TOTAL OTHER FINANCING SOURCES	\$ -	\$ -	Add lines 2-25 through 2-28 TOTAL OTHER FINANCING SOURCES	\$ -	\$ -		
2-30	Add lines 2-24 and 2-29 TOTAL REVENUES AND OTHER FINANCING SOURCES	\$ 196,567	\$ -	Add lines 2-24 and 2-29 TOTAL REVENUES AND OTHER FINANCING SOURCES	\$ -	\$ -	GRAND TOTALS	
							\$ 196,567	

IF GRAND TOTAL REVENUES AND OTHER FINANCING SOURCES for all funds (Line 2-29) are GREATER than \$750,000 -STOP. You may not use this form. An audit may be required. See Section 29-1-604, C.R.S., or contact the OSA Local Government Division at (303) 869-3000 for assistance.

PART 3 - FINANCIAL STATEMENTS - OPERATING STATEMENT - EXPENDITURES/EXPENSES

Line #	Description	Governmental Funds		Description	Proprietary/Fiduciary Funds		Please use this space to provide explanation of any items on this page
		General Fund	Fund*		Fund*	Fund*	
	Expenditures			Expenses			
3-1	General Government	\$ 281,141	\$ -	General Operating & Administrative	\$ -	\$ -	
3-2	Judicial	\$ -	\$ -	Salaries	\$ -	\$ -	
3-3	Law Enforcement	\$ -	\$ -	Payroll Taxes	\$ -	\$ -	
3-4	Fire	\$ -	\$ -	Contract Services	\$ -	\$ -	
3-5	Highways & Streets	\$ -	\$ -	Employee Benefits	\$ -	\$ -	
3-6	Solid Waste	\$ -	\$ -	Insurance	\$ -	\$ -	
3-7	Contributions to Fire & Police Pension Assoc.	\$ -	\$ -	Accounting and Legal Fees	\$ -	\$ -	
3-8	Health	\$ -	\$ -	Repair and Maintenance	\$ -	\$ -	
3-9	Culture and Recreation	\$ -	\$ -	Supplies	\$ -	\$ -	
3-10	Transfers to other districts	\$ -	\$ -	Utilities	\$ -	\$ -	
3-11	Other [specify...]:	\$ -	\$ -	Contributions to Fire & Police Pension Assoc.	\$ -	\$ -	
3-12		\$ -	\$ -	Other [specify...]	\$ -	\$ -	
3-13		\$ -	\$ -		\$ -	\$ -	
3-14	Capital Outlay	\$ -	\$ -	Capital Outlay	\$ -	\$ -	
	Debt Service			Debt Service			
3-15	Principal (should match amount in 4-4)	\$ -	\$ -	Principal (should match amount in 4-4)	\$ -	\$ -	
3-16	Interest	\$ -	\$ -	Interest	\$ -	\$ -	
3-17	Bond Issuance Costs	\$ -	\$ -	Bond Issuance Costs	\$ -	\$ -	
3-18	Developer Principal Repayments	\$ -	\$ -	Developer Principal Repayments	\$ -	\$ -	
3-19	Developer Interest Repayments	\$ -	\$ -	Developer Interest Repayments	\$ -	\$ -	
3-20	All Other [specify...]:	\$ -	\$ -	All Other [specify...]:	\$ -	\$ -	
3-21		\$ -	\$ -		\$ -	\$ -	
3-22	Add lines 3-1 through 3-21 TOTAL EXPENDITURES	\$ 281,141	\$ -	Add lines 3-1 through 3-21 TOTAL EXPENSES	\$ -	\$ -	GRAND TOTAL
3-23	Interfund Transfers (In)	\$ -	\$ -	Net Interfund Transfers (In) Out	\$ -	\$ -	
3-24	Interfund Transfers out	\$ -	\$ -	Other [specify...][enter negative for expense]	\$ -	\$ -	
3-25	Other Expenditures (Revenues):	\$ -	\$ -	Depreciation/Amortization	\$ -	\$ -	
3-26		\$ -	\$ -	Other Financing Sources (Uses) (from line 2-28)	\$ -	\$ -	
3-27		\$ -	\$ -	Capital Outlay (from line 3-14)	\$ -	\$ -	
3-28		\$ -	\$ -	Debt Principal (from line 3-15, 3-18)	\$ -	\$ -	
3-29	(Add lines 3-23 through 3-28) TOTAL TRANSFERS AND OTHER EXPENDITURES	\$ -	\$ -	(Line 3-27, plus line 3-28, less line 3-26, less line 3-25, plus line 3-24) TOTAL GAAP RECONCILING ITEMS	\$ -	\$ -	
3-30	Excess (Deficiency) of Revenues and Other Financing Sources Over (Under) Expenditures Line 2-29, less line 3-22, less line 3-29	\$ (84,574)	\$ -	Net Increase (Decrease) in Net Position Line 2-29, less line 3-22, plus line 3-29, less line 3-23	\$ -	\$ -	
3-31	Fund Balance, January 1 from December 31 prior year report	\$ 232,247	\$ -	Net Position, January 1 from December 31 prior year report	\$ -	\$ -	
3-32	Prior Period Adjustment (MUST explain)	\$ -	\$ -	Prior Period Adjustment (MUST explain)	\$ -	\$ -	
3-33	Fund Balance, December 31			Net Position, December 31			
	Sum of Lines 3-30, 3-31, and 3-32			Sum of Lines 3-30, 3-31, and 3-32			
	This total should be the same as line 1-37.	\$ 147,673	\$ -	This total should be the same as line 1-37.	\$ -	\$ -	

IF GRAND TOTAL EXPENDITURES for all funds (Line 3-22) are GREATER than \$750,000 - STOP. You may not use this form. An audit may be required. See Section 29-1-604, C.R.S., or contact the OSA Local Government Division at (303) 869-3000 for assistance.

PART 4 - DEBT OUTSTANDING, ISSUED, AND RETIRED

Please answer the following questions by marking the appropriate boxes.

YES NO

Please use this space to provide any explanations or comments:

4-1 Does the entity have outstanding debt? YES NO

4-2 Is the debt repayment schedule attached? If no, **MUST** explain: YES NO

4-3 Is the entity current in its debt service payments? If no, **MUST** explain: YES NO

4-4 Please complete the following debt schedule, if applicable: (please only include principal amounts)

	Outstanding at beginning of year	Issued during year	Retired during year	Outstanding at year-end
General obligation bonds	\$ -	\$ -	\$ -	\$ -
Revenue bonds	\$ -	\$ -	\$ -	\$ -
Notes/Loans	\$ -	\$ -	\$ -	\$ -
Lease & SBITA** Liabilities (GASB 87 & 96)	\$ -	\$ -	\$ -	\$ -
Developer Advances	\$ -	\$ -	\$ -	\$ -
Other (specify):	\$ -	\$ -	\$ -	\$ -
TOTAL	\$ -	\$ -	\$ -	\$ -

****Subscription Based Information Technology Arrangements**

*Must agree to prior year-end balance

Please answer the following questions by marking the appropriate boxes.

4-5 Does the entity have any authorized, but unissued, debt [Section 29-1-605(2) C.R.S.]? YES NO
 How much? \$ 7,500,000
 Date the debt was authorized: 11/6/2018

4-6 Does the entity intend to issue debt within the next calendar year? YES NO
 How much? \$ -

4-7 Does the entity have debt that has been refinanced that it is still responsible for? YES NO
 What is the amount outstanding? \$ -

4-8 Does the entity have any lease agreements? YES NO
 If yes: What is being leased?
 What is the original date of the lease?
 Number of years of lease?
 Is the lease subject to annual appropriation? YES NO
 What are the annual lease payments? \$ -

PART 5 - CASH AND INVESTMENTS

Please provide the entity's cash deposit and investment balances.

AMOUNT TOTAL

Please use this space to provide any explanations or comments:

5-1 YEAR-END Total of ALL Checking and Savings accounts \$ 10,783

5-2 Certificates of deposit \$ -

TOTAL CASH DEPOSITS **\$ 10,783**

Investments (if investment is a mutual fund, please list underlying investments):

5-3 Colotrust \$ 163,658

\$ -

\$ -

\$ -

TOTAL INVESTMENTS **\$ 163,658**

TOTAL CASH AND INVESTMENTS **\$ 174,441**

Please answer the following question by marking in the appropriate box

5-4 Are the entity's Investments legal in accordance with Section 24-75-601, et. seq., C.R.S.? YES NO N/A

5-5 Are the entity's deposits in an eligible (Public Deposit Protection Act) public depository (Section 11-10.5-101, et seq. C.R.S.)? If no, **MUST** explain: YES NO N/A

PART 6 - CAPITAL AND RIGHT-TO-USE ASSETS

Please answer the following question by marking in the appropriate box YES NO Please use this space to provide any explanations or comments:

- 6-1 Does the entity have capitalized assets? YES NO
- 6-2 Has the entity performed an annual inventory of capital assets in accordance with Section 29-1-506, C.R.S.? If no, YES NO

MUST explain:

6-3 Complete the following Capital & Right-To-Use Assets table for GOVERNMENTAL FUNDS:

	Balance - beginning of the year	Additions*	Deletions	Year-End Balance
Land	\$ -	\$ -	\$ -	\$ -
Buildings	\$ -	\$ -	\$ -	\$ -
Machinery and equipment	\$ -	\$ -	\$ -	\$ -
Furniture and fixtures	\$ -	\$ -	\$ -	\$ -
Infrastructure	\$ -	\$ -	\$ -	\$ -
Construction In Progress (CIP)	\$ -	\$ -	\$ -	\$ -
Leased & SBITA Right-to-Use Assets	\$ -	\$ -	\$ -	\$ -
Intangible Assets	\$ -	\$ -	\$ -	\$ -
Other (explain):	\$ -	\$ -	\$ -	\$ -
Accumulated Amortization Right to Use Assets (Enter a negative, or credit, balance)	\$ -	\$ -	\$ -	\$ -
Accumulated Depreciation (Enter a negative, or credit, balance)	\$ -	\$ -	\$ -	\$ -
TOTAL	\$ -	\$ -	\$ -	\$ -

6-4 Complete the following Capital & Right-To-Use Assets table for PROPRIETARY FUNDS:

	Balance - beginning of the year	Additions*	Deletions	Year-End Balance
Land	\$ -	\$ -	\$ -	\$ -
Buildings	\$ -	\$ -	\$ -	\$ -
Machinery and equipment	\$ -	\$ -	\$ -	\$ -
Furniture and fixtures	\$ -	\$ -	\$ -	\$ -
Infrastructure	\$ -	\$ -	\$ -	\$ -
Construction In Progress (CIP)	\$ -	\$ -	\$ -	\$ -
Leased & SBITA Right-to-Use Assets	\$ -	\$ -	\$ -	\$ -
Intangible Assets	\$ -	\$ -	\$ -	\$ -
Other (explain):	\$ -	\$ -	\$ -	\$ -
Accumulated Amortization Right to Use Assets (Enter a negative, or credit, balance)	\$ -	\$ -	\$ -	\$ -
Accumulated Depreciation (Enter a negative, or credit, balance)	\$ -	\$ -	\$ -	\$ -
TOTAL	\$ -	\$ -	\$ -	\$ -

* Must agree to prior year-end balance
 * Generally capital asset additions should be reported at capital outlay on line 3-14 and capitalized in accordance with the government's capitalization policy. Please explain any discrepancy

PART 7 - PENSION INFORMATION

YES NO Please use this space to provide any explanations or comments:

- 7-1 Does the entity have an "old hire" firefighters' pension plan? YES NO
- 7-2 Does the entity have a volunteer firefighters' pension plan? YES NO
- If yes: Who administers the plan? YES NO

Indicate the contributions from:

Tax (property, SO, sales, etc.):	\$ -
State contribution amount:	\$ -
Other (gifts, donations, etc.):	\$ -
TOTAL	\$ -

What is the monthly benefit paid for 20 years of service per retiree as of Jan 1? \$ -

PART 8 - BUDGET INFORMATION

Please answer the following question by marking in the appropriate box		YES	NO	N/A	Please use this space to provide any explanations or comments:
8-1	Did the entity file a current year budget with the Department of Local Affairs, in accordance with Section 29-1-113 C.R.S.? If no, MUST explain:	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	
8-2	Did the entity pass an appropriations resolution in accordance with Section 29-1-108 C.R.S.? If no, MUST explain:	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	

If yes: Please indicate the amount appropriated for each fund separately for the year reported

Governmental/Proprietary Fund Name	Total Appropriations By Fund
General Fund	\$ 375,442
	\$ -
	\$ -
	\$ -

PART 9 - TAX PAYER'S BILL OF RIGHTS (TABOR)

Please answer the following question by marking in the appropriate box		YES	NO	Please use this space to provide any explanations or comments:
9-1	Is the entity in compliance with all the provisions of TABOR [State Constitution, Article X, Section 20(5)]? <small>Note: An election to exempt the government from the spending limitations of TABOR does not exempt the government from the 3 percent emergency reserve requirement. All governments should determine if they meet this requirement of TABOR.</small>	<input checked="" type="checkbox"/>	<input type="checkbox"/>	

PART 10 - GENERAL INFORMATION

Please answer the following question by marking in the appropriate box		YES	NO	Please use this space to provide any explanations or comments:						
10-1	Is this application for a newly formed governmental entity? If yes: Date of formation: <input type="text"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>							
10-2	Has the entity changed its name in the past or current year? If Yes: NEW name <input type="text"/> PRIOR name <input type="text"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>							
10-3	Is the entity a metropolitan district?	<input checked="" type="checkbox"/>	<input type="checkbox"/>							
10-4	Please indicate what services the entity provides: <input type="text" value="Water and Sanitation services"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>							
10-5	Does the entity have an agreement with another government to provide services? If yes: List the name of the other governmental entity and the services provided: <input type="text"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>							
10-6	Does the entity have a certified mill levy? If yes: Please provide the number of <u>mills</u> levied for the year reported (do not enter \$ amounts):	<input checked="" type="checkbox"/>	<input type="checkbox"/>							
<table border="1"> <tbody> <tr> <td>Bond Redemption mills</td> <td>0.000</td> </tr> <tr> <td>General/Other mills</td> <td>85.557</td> </tr> <tr> <td>Total mills</td> <td>85.557</td> </tr> </tbody> </table>		Bond Redemption mills	0.000	General/Other mills		85.557	Total mills	85.557		
Bond Redemption mills	0.000									
General/Other mills	85.557									
Total mills	85.557									
10-7	NEW 2023! If the entity is a Title 32 Special District formed on or after 7/1/2000, has the entity filed its preceding year annual report with the State Auditor as required under SB 21-262 [Section 32-1-207 C.R.S.]? If NO, please explain. <input type="text"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>							

Please use this space to provide any additional explanations or comments not previously included:

OSA USE ONLY

Entity Wide:		General Fund		Governmental Funds		Notes
Unrestricted Cash & Investments	\$ 174,441	Unrestricted Fund Balan	\$ 141,829	Total Tax Revenue	\$ 179,405	
Current Liabilities	\$ 31,223	Total Fund Balance	\$ 147,673	Revenue Paying Debt Service	\$ -	
Deferred Inflow	\$ 237,075	PY Fund Balance	\$ 232,247	Total Revenue	\$ 196,567	
		Total Revenue	\$ 196,567	Total Debt Service Principal	\$ -	
		Total Expenditures	\$ 281,141	Total Debt Service Interest	\$ -	
				Total Assets	\$ 415,971	
				Total Liabilities	\$ 31,223	
Governmental		Interfund In	\$ -	Enterprise Funds		
Total Cash & Investments	\$ 174,441	Interfund Out	\$ -	Net Position	\$ -	
Transfers In	\$ -	- Proprietary	\$ -	- PY Net Position	\$ -	
Transfers Out	\$ -	- Current Assets	\$ -	- Government-Wide	\$ -	
Property Tax	\$ 167,882	Deferred Outflow	\$ -	- Total Outstanding Debt	\$ -	
Debt Service Principal	\$ -	- Current Liabilities	\$ -	- Authorized but Unissued	\$ 7,500,000	
Total Expenditures	\$ 281,141	Deferred Inflow	\$ -	- Year Authorized	\$ -	11/6/2018
Total Developer Advances	\$ -	- Cash & Investments	\$ -			
Total Developer Repayments	\$ -	- Principal Expense	\$ -			

PART 12 - GOVERNING BODY APPROVAL

Please answer the following question by marking in the appropriate box

YES

NO

12-1 If you plan to submit this form electronically, have you read the new Electronic Signature Policy?

Office of the State Auditor — Local Government Division - Exemption Form Electronic Signatures Policy and Procedures

Policy - Requirements

The Office of the State Auditor Local Government Audit Division may accept an electronic submission of an application for exemption from audit that includes governing board signatures obtained through a program such as DocuSign or Echosign. Required elements and safeguards are as follows:

- The preparer of the application is responsible for obtaining board signatures that comply with the requirement in Section 29-1-604 (3), C.R.S., that states the application shall be personally reviewed, approved, and signed by a majority of the members of the governing body.
- The application must be accompanied by the signature history document created by the electronic signature software. The signature history document must show when the document was created and when the document was emailed to the various parties, and include the dates the individual board members signed the document. The signature history must also show the individuals' email addresses and IP address.
- Office of the State Auditor staff will not coordinate obtaining signatures.

The application for exemption from audit form created by our office includes a section for governing body approval. Local governing boards note their approval and submit the application through one of the following three methods:

- 1) Submit the application in hard copy via the US Mail including original signatures.
- 2) Submit the application electronically via email and either,
 - a. Include a copy of an adopted resolution that documents formal approval by the Board, or
 - b. Include electronic signatures obtained through a software program such as DocuSign or Echosign in accordance with the requirements noted above.

Below is the certification and approval of the governing body. By signing, each individual member is certifying they are a duly elected or appointed officer of the local government. Governing members may be verified. Also by signing, the individual member certifies that this Application for Exemption from Audit has been prepared consistent with Section 29-1-604, C.R.S., which states that a governmental agency with revenue and expenditures of \$750,000 or less must have an application prepared by an independent accountant with knowledge of governmental accounting; completed to the best of their knowledge and is accurate and true. Use additional pages if needed.

MUST Print the names of ALL members of the governing body below.

A MAJORITY of the members of the governing body must sign below.

1	Full Name David Deines	I, <u>David Deines</u> , attest that I am a duly elected or appointed board member, and that I have personally reviewed and approve this application for exemption from audit. Signed <u>David M. Deines</u> Date: <u>Mar 7, 2024</u> My term Expires: <u>May 2025</u>
2	Full Name Della Thompson	I, <u>Della Thompson</u> , attest that I am a duly elected or appointed board member, and that I have personally reviewed and approve this application for exemption from audit. Signed _____ Date: _____ My term Expires: <u>May 2025</u>
3	Full Name Adalberto Mohar	I, <u>Adalberto Mohar</u> , attest that I am a duly elected or appointed board member, and that I have personally reviewed and approve this application for exemption from audit. Signed <u>Adalberto Mohar</u> Date: <u>Mar 8, 2024</u> My term Expires: <u>May 2027</u>
4	Full Name Matthew Moeller	I, <u>Matthew Moeller</u> , attest that I am a duly elected or appointed board member, and that I have personally reviewed and approve this application for exemption from audit. Signed _____ Date: _____ My term Expires: <u>May 2025</u>
5	Full Name Peter Rediess	I, <u>Peter Rediess</u> , attest that I am a duly elected or appointed board member, and that I have personally reviewed and approve this application for exemption from audit. Signed <u>Peter Rediess</u> Date: <u>Mar 8, 2024</u> My term Expires: <u>May 2027</u>
6	Full Name	I, _____, attest that I am a duly elected or appointed board member, and that I have personally reviewed and approve this application for exemption from audit. Signed _____ Date: _____ My term Expires: _____
7	Full Name	I, _____, attest that I am a duly elected or appointed board member, and that I have personally reviewed and approve this application for exemption from audit. Signed _____ Date: _____ My term Expires: _____

**CREEKSIDE SOUTH ESTATES METROPOLITAN DISTRICT
RESOLUTION TO AMEND 2024 BUDGET**

WHEREAS, the Board of Directors of Creekside South Estates Metropolitan District (the “**District**”) certifies that at a Special meeting of the Board of Directors of the District held May 7, 2024, a public hearing was held regarding the 2024 amended budget, and, subsequent thereto, the following Resolution was adopted by affirmative vote of a majority of the Board of Directors:

WHEREAS, the Board of Directors of the District adopted a budget and appropriated funds for fiscal year 2024 as follows:

Debt Service Fund \$ 0.00

and;

WHEREAS, the necessity has arisen for additional expenditures by the District due to additional costs which could not have been reasonably anticipated at the time of adoption of the budget, requiring the expenditure of funds in excess of those appropriated for fiscal year 2024 and

WHEREAS, funds are available for such expenditure.

NOW, THEREFORE, BE IT RESOLVED that the Board of Directors of the District does hereby amend the adopted budget for fiscal year 2024 as follows:

Debt Service Fund \$ _____

BE IT FURTHER RESOLVED that such sums are hereby appropriated from the revenues of the District to the funds named above for the purpose stated, and that any ending fund balances shall be reserved for purposes of complying with Article X, Section 20 of the Colorado Constitution.

[Remainder of Page Intentionally Left Blank]

ADOPTED MAY 7, 2024.

DISTRICT:

**CREEKSIDE SOUTH ESTATES
METROPOLITAN DISTRICT**, a quasi-
municipal corporation and political subdivision of
the State of Colorado

By: _____
Officer of the District

Attest:

By: _____

APPROVED AS TO FORM:

WHITE BEAR ANKELE TANAKA & WALDRON
Attorneys at Law

General Counsel to the District

STATE OF COLORADO
COUNTY OF ADAMS
CREEKSIDE SOUTH ESTATES METROPOLITAN DISTRICT

I hereby certify that the foregoing resolution constitutes a true and correct copy of the record of proceedings of the Board adopted at a meeting held at 11995 Holly St. Thornton, Colorado, 80233 and via teleconference on Tuesday, May 7, 2024, as recorded in the official record of the proceedings of the District.

IN WITNESS WHEREOF, I have hereunto subscribed my name this 7th day of May, 2024.

Signature

April 8, 2024

Board of Directors
Creekside South Estates Metropolitan District

Re: Engagement as Bond Counsel to Creekside South Estates Metropolitan District

Dear Board of Directors:

This letter sets forth our understanding of the engagement of Kutak Rock LLP, Denver, Colorado (“Kutak Rock LLP”) by Creekside South Estates Metropolitan District (the “District”), in Adams County, Colorado, to serve as bond counsel (“Bond Counsel”) in connection with a direct loan to be made to the District (the “2024 Loan”) for the purpose of financing the costs of certain public improvements within the District. The indebtedness of the 2024 Loan will be evidenced by a promissory note issued to the lender of the 2024 Loan (the “Note”).

As Bond Counsel, Kutak Rock LLP will provide all necessary and customary legal services traditionally performed by Bond Counsel, including:

1. Conducting due diligence on the District including, without limitation, review and analysis of the District’s service plan, electoral authorization, binding agreements, and other matters relating to the District’s authority to incur the indebtedness of the 2024 Loan, issue the Note, and impose taxes for the payment thereof, including compliance with Article X Section 20 of the Colorado Constitution and other applicable Colorado law.
2. Providing assistance and advice to the District on all other legal matters relating to the 2024 Loan and the Note.
3. Participating in discussions with D.A. Davidson & Co., in its capacity as the placement agent for the 2024 Loan (the “Placement Agent”), and NBH Bank, in its capacity as the lender of the 2024 Loan (the “Lender”) and its counsel, as necessary regarding the structure of the 2024 Loan and the Note.
4. Preparing all necessary documentation for authorizing the District to incur the indebtedness of the 2024 Loan, issue the Note, and secure the payment thereof, including, without limitation, the loan agreement (collectively, the “Loan Documents”), the custodial agreement (if

Creekside South Estates
Metropolitan District
April 8, 2024
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any), and the authorizing resolution of the District, together with other financing and closing documents necessary in connection therewith.

5. Inasmuch as the Note evidencing the 2024 Loan is expected to be issued as a tax-exempt obligation under federal and Colorado income tax laws, our representation will include analyzing the pertinent facts and circumstances relating thereto, advising the District as to relevant matters, preparing tax documentation, and conducting all necessary filings with the Internal Revenue Service.

6. Making the necessary filings under the Colorado Municipal Bond Supervision Act with respect to the 2024 Loan and the Note.

7. Reviewing and commenting on other documentation prepared by other participants in the transaction relating to the 2024 Loan and the Note.

8. Upon satisfaction of all conditions precedent in connection with the issuance of the Note and the closing of the 2024 Loan, delivering a legal opinion: (a) with respect to the validity and enforceability of the Loan Documents; (b) to the effect that the Note constitutes a valid and binding obligation of the District, legally enforceable in accordance with the terms of the Loan Documents; (c) stating that all taxable property of the District is subject to ad valorem taxation to pay the principal of and interest on the Note; and (d) assuming the Note qualifies for tax exemption as described in paragraph 5 above, our opinion will include statements addressing the excludability of interest on the Note for federal and Colorado income tax purposes (the “Loan Opinion”). As is customary, in rendering the Loan Opinion, Kutak Rock LLP will rely upon the certified proceedings of the District; certifications of District officials; the opinion of general counsel to the District; opinions of other legal counsel involved in the transaction as to matters relevant to the 2024 Loan and the Note, if any; and certifications of other parties to the transaction, as appropriate.

9. Consulting with Board members and officers of the District; general counsel to the District; the District’s consultants and advisors; the Placement Agent; the Lender; Lender’s counsel; and other working group members regarding matters relating to the 2024 Loan and the Note.

10. Participating in meetings, including District board meetings, as necessary.

Kutak Rock LLP’s Loan Opinion will be executed and delivered in written form on the date of issuance and delivery of the Note and closing of the 2024 Loan (collectively, the “Loan Closing”) and will be based upon facts and law existing as of such date.

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Metropolitan District
April 8, 2024
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The attorneys who will be principally involved in this representation are Anne Bensard and Jillian Christensen (with respect to tax matters). Associate attorneys and paralegals will be added to the team as our work progresses, as and if necessary.

We estimate that our fee to act as Bond Counsel for the District in connection with the proposed issuance of the Note and the incurrence of the indebtedness of the 2024 Loan and to render our Loan Opinion will be approximately \$30,000, an amount set based on the size, structure and complexity of the financing, and our estimate of the amount and nature of the legal work necessary to achieve a Loan Closing, not later than June 15, 2024. If the Loan Closing extends beyond June 15, 2024, or if the anticipated structure of the 2024 Loan changes significantly or unforeseen circumstances arise, we would expect to increase our fee if warranted by the delay, unforeseen circumstances, or changes.

Our Bond Counsel fee will be due and payable by the District at the Loan Closing prior to delivery of the Loan Opinion and will include routine out-of-pocket disbursements (such as photocopying charges, delivery expenses, fax charges, and postage). Throughout the course of our engagement, any extraordinary disbursements or expenses authorized by the District will be billed directly to the District.

If we are asked to work on any matters for the District that are not described in the scope of work of this letter, either before or after the Loan Closing, those matters will be billed to the District at our then-current hourly rates unless other compensation arrangements are made. There may be post-closing compliance matters of secondary market reporting or other issues that may require our involvement after the Loan Closing and time spent on those matters will be billed to the District at our then-current hourly rates.

Kutak Rock LLP will perform its obligations in accordance with the standards of professional responsibility applicable to attorneys. We have represented, and currently do represent, in matters unrelated to the District, other entities that may be involved in the District's financing transactions, including D.A. Davidson & Co. and NBH Bank. We have concluded that such representations do not constitute conflicts of interest under the standards of professional responsibility applicable to attorneys, but we are disclosing these representations to you so that you can communicate to us any concerns or additional information you may have concerning actual or potential conflicts.

This engagement letter shall be binding upon and shall inure to the benefit of the parties hereto and their respective heirs, successors and assigns. The District may terminate this agreement with respect to our engagement by notifying Kutak Rock LLP in writing. Conversely, Kutak Rock LLP may withdraw as Bond Counsel to the District and terminate this agreement in a

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manner that protects the interest of the District in the work being performed by Kutak Rock LLP by notifying the District in writing.

If the above sets forth our understanding to your satisfaction, please confirm the terms of our engagement by signing, dating and returning the enclosed copy of this letter. If the foregoing does not reflect your understanding or if you wish to discuss additional projects with us, please contact me.

Kutak Rock LLP will perform its obligations in accordance with the standards of professional responsibility applicable to attorneys.

Throughout our representation, we want you to be satisfied with our fees as well as the professional services we perform on your behalf. Accordingly, we invite your inquiry if you have any questions concerning any aspect of our representation.

This letter may be executed in two or more counterparts (and by different parties on separate counterparts), each of which shall be an original, but all of which shall constitute one and the same instrument.

Sincerely,

/s/ Anne Bensard

CONFIRMED AND AGREED TO AS OF THE
DATE INDICATED BELOW:

Creekside South Estates Metropolitan District

By: *David M. Deines*
Authorized Officer

Date: 04 / 11 / 2024, 2024