

HIGH PLAINS RANCH METROPOLITAN DISTRICT

Regular Board Meeting
119 N. Wahsatch Ave.
Colorado Springs, Colorado 80903
Tuesday, March 9, 2021 at 10:30AM
and

<https://global.gotomeeting.com/join/963495413>

You can also dial in using your phone.

United States: [+1 \(224\) 501-3412](tel:+12245013412)

Access Code: 963-495-413

Board Members:

Lindsay J. Case, President Term Expires May 2022
Bryan T. Long, Vice President Term Expires May 2023
Randle W. Case II, Secretary/Treasurer Term Expires May 2022
Robert Case, Asst. Secretary Term Expires May 2023
Alfred Hagedorn III, Asst. Secretary Term Expires May 2022

AGENDA

1. Call to order
2. Declaration of Quorum/Director Qualifications/ Disclosure Matters
3. Approval of Agenda
4. Approval of the December 8, 2020 and February 9, 2021 meeting minutes
5. District Manager Report
6. President of the Board Report
7. Development Status review
 - a. Preliminary lot layout update
 - b. Development Approval Report
8. Financial Matters
 - a. Bond issuance – General review – Piper Sandler & Co.
 - b. Updated bond process schedule
 - c. Municipal Advisor Proposal
 - d. Review preliminary District budget through Bond issuance
 - e. Capital Facility Fees

f. Financial Statements/Claims Payable

9. Other Business

- a. Developer Reimbursement Agreement Status
- b. District Manager proposal
- c. District Engineer/Construction Management Services
- d. Next Regular Meeting Date, April 13, 2021

10. Adjourn

2021 Regular Meetings	Location
The Second Tuesday Monthly at 10:30 A.M. Please Call 719-447-1777 for meeting information	119 N. Wahsatch Ave. Colorado Springs, Colorado

NOTICE OF REGULAR MEETING

NOTICE IS HEREBY GIVEN That the Board of Directors of **HIGH PLAINS RANCH METROPOLITAN DISTRICT**, County of El Paso, State of Colorado, will hold special meetings at 9:30 AM on Tuesday, the 9th day of March 9, 2021 at 119 N. Wahsatch Avenue, in Colorado Springs, Colorado, and via tele/videoconferencing at the following:

<https://global.gotomeeting.com/join/963495413>

United States: [+1 \(224\) 501-3412](tel:+12245013412)

Access Code: 963-495-413

for the purpose of conducting such business as may come before the Board including the business on the
attached agenda.

The meeting is open to the public.

BY ORDER OF THE BOARD OF DIRECTORS:

HIGH PLAINS RANCH METROPOLITAN DISTRICT

MINUTES OF THE MEETING OF THE BOARD OF DIRECTORS

OF

HIGH PLAINS RANCH METROPOLITAN DISTRICT

Held: December 8, 2020, at 10:30 A.M. held via Zoom Teleconference.

Attendance

A meeting of the Board of Directors of High Plains Ranch Metropolitan District (“**District**”) was held as shown above and in accordance with the applicable statutes of the State of Colorado. The following Directors, having confirmed their qualification to serve on the Board, were in attendance:

Lindsay J. Case
Bryan T. Long
Randle W. Case II
Alfred Hagedorn III
Robert Case

Also present for the District: K. Sean Allen, White Bear Ankele Tanaka & Waldron, District general counsel; Kevin Walker, Walker Schooler District Managers and Travis Hernbroth, Davis Ranch Representative..

Call to Order/Quorum

A quorum of the Board was present and the meeting was called to order.

Conflict Disclosure

Mr. Allen advised the Board that, pursuant to Colorado law, certain disclosures might be required prior to taking official action at the meeting. Mr. Allen reported that disclosures for those directors with potential or existing conflicts of interest were filed with the Secretary of State’s Office and the Board at least 72 hours prior to the meeting, in accordance with Colorado law, and those disclosures were acknowledged by the Board. Mr. Allen noted that a quorum was present and inquired into whether members of the Board had any additional disclosures of potential or existing conflicts of interest with regard to any matters scheduled for discussion at the meeting. No additional disclosures were noted. The Board determined that the participation of the members present was necessary to obtain a quorum or to otherwise enable the Board to act.

Agenda

The agenda was reviewed and approved.

Approval of Minutes	The minutes from the December 11, 2019 meeting were discussed. Following discussion, upon motion duly made by and seconded, the Board unanimously approved the minutes.
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General

2021 Annual Administrative Resolution	Mr. Allen presented the 2021 Annual Administrative Resolution to the Board. Following discussion, upon motion duly made by and seconded, the Board unanimously adopted the resolution.
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Walker Schooler District Managers Accounting and District Management Services	The Board engaged in a general discussion regarding Walker Schooler District Managers Accounting and District Management Services. Following discussion, upon motion duly made and seconded, the Board unanimously approved engagement of the accounting and management services.
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Consider Approval of Property and Liability Insurance 2021 Renewal	The Board reviewed the Property and Liability Insurance 2021 Renewal. Following discussion, upon motion duly made and seconded, the Board unanimously approved insurance renewals.
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Resolution Regarding Electronic Signature Policy	Mr. Allen presented the Resolution Regarding Electronic Signature Policy. Following discussion, upon motion duly made by and seconded, the Board unanimously adopted the resolution.
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Inclusion Petition (Davis Ranch Filings 3-5); Inclusion Hearing; Inclusion Condition	Director Case opened the public hearing on the Petition for Inclusion of Property (Davis Ranch Filings 3-5). Mr. Allen noted that notice of the public hearing was published in accordance with Colorado law and no written objections or comments have been received. There being no public comment, the hearing was closed.
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Director Case reviewed the Petition and recommended adding an inclusion agreement condition to the Order for Inclusion of Property (Davis Ranch Filings 3-5). Following discussion, upon a motion duly made and seconded, the Board determined to grant the petition and adopt the condition. Mr. Allen noted that he would wait to process the inclusion until the Board notifies him that the condition has been satisfied.

Financial Matters

2021 Budget Hearing	Director Lindsay Case opened the public hearing on the proposed 2021 Budget. Mr. Allen noted that the notice of public hearing was provided in accordance with Colorado law. No written objections have been received prior to the meeting. There being no public comment, the hearing was closed.
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Adoption of Budget
Resolution

The Board reviewed the 2021 Budget Resolution with the Board. Following discussion, upon a motion duly made and seconded, the Board unanimously adopted the resolution adopting the 2020 Budget, appropriating funds therefor and certifying 11.132 mills for the general fund and 55.663 mills for the debt service fund.

2020 Audit Exemption
Resolution

Mr. Allen presented the 2020 Audit Exemption Resolution to the Board. Following discussion, upon motion duly made and seconded, the Board unanimously adopted the resolution.

Developer Advance and
Reimbursement
Acknowledgement;
Agreements

The Board engaged in a general discussion about the need for developer advances. The Board approved the reimbursement acknowledgement for all prior advances made and will discuss reimbursement agreements at the next meeting.

Adjournment

There being no further business to come before the Board, and following discussion and upon motion duly made, seconded and unanimously carried, the Board determined to adjourn the meeting.

The foregoing minutes were approved by the Board of Directors on February 9, 2021.

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

Secretary for the Meeting



**MINUTES OF A REGULAR MEETING
OF THE BOARD OF DIRECTORS OF THE
HIGH PLAINS RANCH METROPOLITAN DISTRICT
HELD FEBRUARY 9, 2021 AT 10:30 A.M.**

Pursuant to posted notice, the regular meeting of the Board of Directors of the High Plains Ranch Metropolitan District was held on Tuesday, February 9, 2021 at 10:30 AM, at 119 N. Wahsatch Ave., Colorado Springs, CO 80903, and via electronic means and telephone conference call.

Attendance

In attendance were Directors:

Lindsay J. Case, President – Term Expires May 2022
Bryan T. Long, Vice President – Term Expires May 2023
Randle W. Case II, Secretary/Treasurer – Term Expires May 2022
Robert Case, Asst. Secretary – Term Expires May 2023
Alfred Hagedorn III, Asst. Secretary – Term Expires May 2022

Also in attendance were:

Kevin Walker, Walker Schooler District Managers
K. Sean Allen, Esq., White Bear Ankele Tanaka & Waldron
Zach Bishop, Piper Sandler & Co
Eric Smith, Matrix Engineering (by phone)

1. Call to Order & Introductions:

President Case called the meeting to order at 10:30 a.m. and confirmed a quorum was present.

3. Approval of the Agenda:

Director Long moved to approve the Agenda as presented; seconded by Director Robert Case. Motion passed unanimously.

3. Approval of the December 8, 2020 Minutes:

Director moved Long to approve the December 8, 2020 Minutes; seconded by Director Robert Case . Motion passed unanimously.

4. District Manager Report:

Mr. Walker had no update on the report.

5. President of the Board Report:

President Case presented the President of the Board Report.

6. Development Status Review:

- a. Land development and development approvals (Sketch Plan, Other): Director Case II discussed historical documentation that was found including a final drainage report from 2005 that will be reviewed by Mr. Cartwright. Director Case II noted that he and Director Long took a tour to neighboring projects including Sage Creek Filing No. 1, Sage Creek North, Blue Sage, and Sage Crest. Director Hagedorn III confirmed he is not aware of Sage Crest under that name, but he is familiar with Sage Creek North, Sage Creek South, and Blue Sage.
- b. Water provider; licensed operator: Director Case II introduced Director Hagedorn III as the water provider and licensed operator. The official title as Operator in Responsible Charge (ORC).
- c. Water provider contractual relationship: (Mid-Colorado Investment Co., Inc.; HPR Water Resources, LLC; Sage Water Users Association [Sage Creek North/South/Blue Sage]; District); District to give notice and summary to County if District becomes water supplier to project (in-district and Sage water users): Director Hagedorn III will continue on behalf of the District as a contractor for at least the next 6 months for the District that would own the water system and provide water in the future to the new phases discussed earlier in the meeting.
- d. District's Water Services Rates/Fee/Charges (30-day notice): Director Case II explained that in order to make changes to service fees, rates, and changes for the existing users there is a 30-day notice required. Director Hagedorn III explained that in the past they have tried to notify of changes in January or February and with rate changes taking effect in July. He discussed the history of the rate increases and changes with Colorado Springs rates. Mr. Allen explained there are statutory requirements the District must follow if there is a rate change increase. There must be a 30-day notice in advance of the rate change as well as holding a meeting to increase the rates. President Case asked Mr. Bishop if the rate changes and increases have been applied to the model of financing and are they relevant to it. Mr. Bishop explained at this point it does not have a huge impact on the model. We are still debating how or whether to monetize the water user fees, and there is a clear path to monetizing the tap fees and water resource fees. He added that more research will need to be done on the water operations to figure out the best way to handle that, but there is not a huge impact on the model. Mr. Walker asked Director Hagedorn III if there is data on comparable charges for water in the area. Director Hagedorn III said no, and they will need to investigate. Director Case II cited www.sagewater.org, and noted they show a \$20 per lot base fee along with water charges.

7. Financial Matters:

- a. Bond issuance – General review – Piper Sandler & Co.: Mr. Bishop presented a general review of the bond issuance. He noted it includes not only the transaction for 2021 but also includes a refinancing of that transaction in the future and what proceeds may be available at that time. He explained property taxes will go to the senior debt and fees will go to the subordinated debt after the senior debt. The bonds are structured as cash flow bonds and do not have structured payments, so the flexibility in the subordinate bond is needed. According to the model, there will be \$12.1 Million of net proceeds which would be available at closing to pay for public infrastructure. There is a possibility to split this into 2 separate issuances: a water revenue bond and a property tax bond.

President Case commented there are two modular groups wanting to do 3 model home units so there are local companies that show the market demand.

- b. Review and approval of bond issue team
 - a. Underwriter engagement approval – Piper Sandler & Co.: Director Long moved to engage Piper Sandler & Co. as Underwriter; seconded by Director Case II. Motion passed unanimously.
 - b. District Engineer – Matrix Engineering: Director Long moved to engage Matrix Engineering as District Engineer; seconded by Director Robert Case. Motion passed unanimously.
 - c. Bond Counsel – Sherman & Howard, Tiffany Leichman: Director Long moved to engage Sherman & Howard as Bond Counsel; seconded by Director Robert Case. Motion passed unanimously.
 - d. Disclosure Counsel – TBD: Mr. Allen commented that Sherman & Howard could serve in both roles as Bond Counsel and Disclosure Counsel. Mr. Bishop recommended hiring Sherman & Howard for both roles. Director Robert Case moved to engage Sherman & Howard as Disclosure Counsel; seconded by Director Long. Motion passed unanimously.
 - e. Market Study – MetroStudy: Mr. Bishop recommended approving it subject to review by counsel of the engagement agreement. Director Hagedorn III moved to engage MetroStudy for the Market Study subject to review by counsel of the engagement agreement; seconded by Director Long. Motion passed unanimously.
 - f. Municipal Advisor: Mr. Allen explained the Board would request that Mr. Bishop obtain 2 to 3 RFPs for Municipal Advisor services, and within those RFPs ask for the two levels of services; the more involved as well as the basic price comfort services for Board review at the next meeting. Mr. Bishop requested assistance from Mr. Walker and Mr. Allen on distributing the RFPs.
- c. Preliminary bond process schedule: Mr. Bishop discussed the preliminary bond process schedule. He noted they are in the beginning of the due diligence process which requires investigating the water requirements, zoning, and other items. Mr. Eric Smith commented that they are working on the time frame for the various pieces of development and will come up with a schedule of entitlements so they can work with the Board on phasing and timing. Mr. Bishop noted they are planning on an early May closing.
- d. Discuss Capital Facility Fee/Lot: Mr. Walker noted this is an ongoing effort.
- e. Review and approve Financial Statements: Mr. Walker requested the Board table this item.
- f. Review and approve Current/Interim Payables: Mr. Walker requested the Board table this item.
- g. Administrative Matters
 - District Manager proposal: Mr. Walker requested the Board table this item.

8. Developer Advance Agreements:

- a. Developer Advance and Reimbursement Agreement (Admin/Operations)
- b. Developer Advance, Acquisition and Reimbursement Agreement (Capital)

The Board discussed the Developer Advance Agreements and Mr. Allen confirmed they will have the draft agreements for the next meeting.

Mr. Smith discussed that he spoke with HR Green and they will prepare a proposal to do the assessment of the facilities as well as looking at a possible expansion. Director Case II moved to approve HR Green subject to the final agreement being provided as with the other consultants up to \$10,000; seconded by Director Long. Motion passed unanimously.

9. Other Business:

- a. Davis Ranch inclusion: Director Case II noted they are not ready to bring Davis Ranch forward due to not having a final inclusion agreement completed.

Director Case II moved to open a bank account for the District appropriate for the Colorado Springs location; seconded by Director Long. Motion passed unanimously.

- b. Next Regular Meeting Date: The Board agreed to meet monthly and the next meeting date will be March 9, 2021 at 10:30 a.m. to be held at 119 N. Wahsatch Ave, Colorado Springs, CO 80903.

10. Adjournment:

Director Case II moved to adjourn; seconded by Director Long. Motion passed unanimously at 11:15 a.m.

Respectfully Submitted,
Walker Schooler District Managers

By: Recording Secretary

HIGH PLAINS RANCH METROPOLITAN DISTRICT

LIMITED TAX GENERAL OBLIGATION BONDS, SERIES 2021A SUBORDINATE LIMITED TAX GENERAL OBLIGATION BONDS, SERIES 2021B

SCHEDULE OF EVENTS – AS OF February 23, 2021

FEBRUARY 2021						
S	M	T	W	T	F	S
	1	2	3	4	5	6
7	8	9	10	11	12	13
14	15	16	17	18	19	20
21	22	23	24	25	26	27
28						

MARCH 2021						
S	M	T	W	T	F	S
	1	2	3	4	5	6
7	8	9	10	11	12	13
14	15	16	17	18	19	20
21	22	23	24	25	26	27
28	29	30	31			

APRIL 2021						
S	M	T	W	T	F	S
				1	2	3
4	5	6	7	8	9	10
11	12	13	14	15	16	17
18	19	20	21	22	23	24
25	26	27	28	29	30	

MAY 2021						
S	M	T	W	T	F	S
						1
2	3	4	5	6	7	8
9	10	11	12	13	14	15
16	17	18	19	20	21	22
23	24	25	26	27	28	29
30	31					

DATE	EVENT
2/23/2021	Kick off transaction
3/2/2021	Disclosure questionnaire distributed
3/5/2021	Bond Counsel distributes draft documents
3/16/2021	Completed disclosure questionnaire due back to Disclosure Counsel
3/23/2021	Disclosure Counsel distributes draft PLOM
3/30/2021	Comments due on draft PLOM
4/7/2021	Draft Market Study Released
4/13/2021	Comments due on draft Market Study
4/16/2021	Draft Cash Flow Analysis Circulated
4/22/2021	Disclosure counsel distributes 2 nd draft PLOM
4/30/2021	Final comments due on PLOM
5/6/2021	Post PLOM
TBD	Board meetings to approve Parameters Bond Resolution
5/20/2021	Bond pricing
5/25/2021	Distribute closing documents
5/26/2021	Pre-Closing/Post LOM
5/27/2021	Closing

HIGH PLAINS RANCH METROPOLITAN DISTRICT
LIMITED TAX GENERAL OBLIGATION BONDS, SERIES 2021A

Draft Term Sheet

(as of February 23, 2020)

FOR DISTRICT USE ONLY
PROSPECTIVE INVESTORS SHOULD REVIEW THE BOND DOCUMENTS

Delivery Date: May 27, 2021

Sources:

Par Amount: \$9,790,000 (estimated)

Uses:

Project Fund: \$6,789,229 (estimated)

Capitalized Interest: \$1,615,350 (estimated)

Deposit to Reserve Fund: \$ 939,621 (estimated)

Costs of Issuance: \$ 445,800 (estimated)

Structure:

Final Maturity: December 1, 2051 (estimated)

Interest Rate: 5.50% (estimated as of the current market)

Payment Dates: Semi-annual interest payments on June 1 and December 1, with principal payments annually on December 1.

Tax Status: Tax-exempt, Non-AMT, Non-BQ

Optional Redemption: Estimated 6/1/2026 at \$103 premium declining (actual redemption provisions determined at pricing)

Credit Rating: Non-Rated

Senior Pledged Revenue: Pledged Revenue consists of (i) revenues produced from the required debt service mill levy of 55.663 mills, subject to adjustment from a base year of 2005 (the "Required Mill Levy") (ii) specific ownership taxes generated from the Required Mill Levy and (iii) annual water revenue of approximately \$65,000, escalating 1% annually. In addition, the District will levy a Water Resource Fee in the amount of \$8,500/unit, Tap Fee in the amount of \$8,500/unit, and Facility in the amount of \$1,500/unit.

Surplus Fund: The District shall be required to levy the Required Mill Levy until the Surplus Fund is full. To the extent this amount of revenue is not

needed for current year debt service, it will be deposited to the Surplus Fund. The Surplus Fund will have a maximum size of 10% of the par amount.

Additional Debt:

Additional debt is allowed with majority bondholder consent. Allowed without bond holder consent when the District's total debt to assessed ratio is at or below 50% or for a refunding of this 2021 debt such that the debt service is lower in every year.

Subordinate Debt:

Subordinate bonds may be issued provided that they pay debt service annually only after all payment on senior bonds and that the senior bonds and the subordinate bonds are in compliance with the parameters for issuance under any existing subordinate bond documents.

Events of Default:

It is not an event of default if the District fails to pay interest and principal, but has imposed and remitted the Required Mill Levy and tap fees. Failure to impose and/or remit the Required Mill Levy and tap fees is an event of default.

Trustee:

UMB Bank, n.a.

Title 32 qual.:

Issued to financial institutions or institutional investors

Title 11 exemption:

\$500,000 denominations

HIGH PLAINS RANCH METROPOLITAN DISTRICT
SUBORDINATE LIMITED TAX GENERAL OBLIGATION BONDS, SERIES 2021B

Draft Term Sheet

Delivery Date:	Same as 2021A
<u>Sources:</u>	
Par Amount:	\$5,485,000 (estimated)
<u>Uses:</u>	
Project Fund:	\$5,320,450 (estimated)
Costs of Issuance:	\$ 164,550 (estimated)
<u>Structure:</u>	
Final Maturity:	December 15, 2051 (estimated)
Interest Rate:	8.00% (estimated as of the current market)
Payment Dates:	Principal and interest payments annually on December 15
Tax Status:	Tax-exempt, Non-AMT
Optional Redemption:	Estimated 6/1/2026 at \$103 premium declining (actual redemption provisions determined at pricing)
Credit Rating:	Non-Rated
Subordinate Pledged Revenue:	The bonds are structured as cash flow bonds that pay each year on December 15th. Any Senior Pledged Revenue available to the subordinate bonds will be used to pay current interest, accrued interest, and then principal. Interest not paid when due will accrue and compound annually at the rate on the bonds. Any amount unpaid at the maturity date will remain outstanding and continue to accrue and compound. The bonds will discharge on 12/15/2061
Additional Subordinate Debt:	Senior debt allowed without subordinate bondholder consent only for refunding the senior debt and subject to the condition that the refunding bond debt service is lower in every year than the refunded bond debt service and that the reserve and surplus fund for such refunding bonds be limited to 10% of par. Additional subordinate debt allowed with 100% subordinate bondholder consent.
Junior Subordinate Debt:	Junior subordinate bonds may be issued provided that they pay debt service annually only after all payment on senior bonds and subordinate bonds.

Trustee: UMB Bank, n.a.

Title 32 qual.: Issued to financial institutions or institutional investors

Title 11 exemption: \$500,000 denominations

District Budget
High Plains Ranch

Assumptions

6 months to bond closing

Bond Counsel, etc. to be paid out of bond proceeds without District or developer financing

Current billings \$ 10,000 estimate

District Manager

Per meeting	925	6	\$	5,550	
QuickBooks/bank account setup			\$	500	one time expense
Monthly/bookkeeping	750	6	\$	4,500	
Reporting	250	6	\$	1,500	
Bond support			\$	-	billed at bond closing
	1925		\$	12,050	

District Engineer 50000 \$ 50,000 Reimbursable at closing

Legal Meetings 3000 6 \$ 18,000

Market Study \$ 12,500 Reimbursable at closing

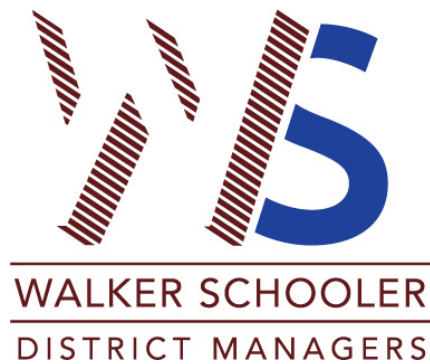
Water Consultant \$ 10,000

Other consultants \$ 5,000 guess

Misc. expenses

Fee for Review by City/County	\$	-
Other	\$	15,000

Total \$ 132,550



March 7, 2021

High Plains Ranch Metropolitan Districts Board of Directors

Re: Proposal for Management Services - High Plains Ranch Metropolitan District 1 - 3

Dear Board members,

We are excited to present this proposal for District Management services for the High Plains Ranch Metropolitan District.

Walker Schooler District Managers (WSDM) specializes in Metropolitan District management with over 25 districts under our management today, all of them are in the Pikes Peak region. These include “dirt districts” similar to High Plains, mature suburban communities with over 2,000 residential units, road, water and fire districts.

We completed a review of the adopted Service Plan for the Districts and attended several meetings of the Board. In support of this proposal, we have attached our company vision statement, our comprehensive list of services outlining the services we are proposing for the District in 2021 as well as a spreadsheet that gives an overview of services and tasks responsibilities.

Please find the following information attached in support of our proposal:

- Proposed detailed Scope of Work and task spreadsheet
- Proposed Fee structure

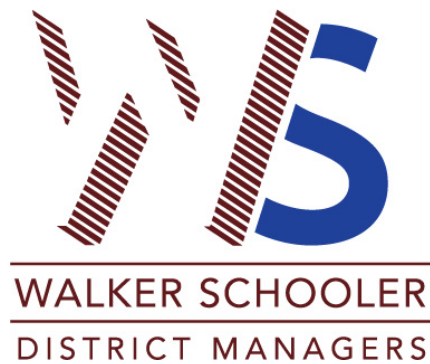
If this proposal outline is acceptable to the Board, we will follow up with a detailed contract for signature.

Thank you for the opportunity. Please call me if you have any questions about our proposal or if you need to meet with us to better understand anything contained herein.

Respectfully,

A handwritten signature in blue ink, appearing to read 'K Walker', followed by a long horizontal flourish.

Kevin J. Walker



Walker Schooler District Managers

Scope of Services for High Plains Metropolitan District

Management

1. Meeting and Reporting Services—WSDM provides excellence in the following services:
 - (a) Coordinate Board meetings, prepare and distribute meeting agenda. Preparation, filing and posting of legal notices required in conjunction with the meeting.
 - (b) Ensure meeting notices are properly and timely posted.
 - (c) Contact Board members 72 hours prior to a scheduled meeting to ensure a quorum will be present. In the event of a cancelation of a meeting, contact and advise all parties of the cancelation and any changes to the meeting date, time and place, if available.
 - (d) Meeting packets will be distributed by U.S. Mail and/or email, as determined by the Board
 - (e) Prepare for and attend regular and special meetings of the Board.
 - (f) Draft, revise and finalize the minutes of the meeting and circulate for review and comment to ensure all statutory requirements have been met.
 - (g) Prepare and maintain a record of all Board members, consultants and vendors. Direct and oversee all service providers, consultants and employees.
 - (h) Prepare and make annual compliance filings (but not judicial filings) with the various State and County officials, as required. Coordinate review and approval of annual compliance filings with the attorney.
 - (i) Respond to inquiries made by various officials, property owners or consultants in a timely and professional manner.
 - (j) Set up and maintain the official records of the District and service as official custodian for same pursuant to the Colorado Open Records Act.
 - (k) Monitor requirements pertaining to HB 1343 (Illegal Aliens).
 - (l) Insurance administration, including evaluating risks, comparing coverage, process claims, completing applications, monitoring expiration dates, processing routine written and telephone correspondence. Ensure that all District contractors and subcontractors maintain required coverage for the District's benefit. Obtain quotes for insurance annually.
2. ~~Elections—Service as a Designated Election Official for district elections with familiarity with various election laws, including, but not limited to the Special District Act, the Colorado Local Government Election Code, the Uniform Election Code of 1992, to the extent not in conflict with the Colorado Local Government~~

3. ~~Construction Oversight—Extensive construction best management experience. Principals have funded and managed over \$100,000,000 in public infrastructure including roads, water, wastewater, electric, gas, telecommunications and stormwater facilities.~~
4. Website Administration – extensive experience with creating and updating District specifically including the State of Colorado's official web portal. * different district websites under current management
5. ~~Employee management—management of full or part time employees including Operators in Responsible Control (ORC), field and operations employees, administrative employees, part time seasonal employees, etc. Maintain compliance with labor statutes, insurance, training, safety, etc. issues. Also, automated payroll services~~
6. ~~Covenant enforcement and HOA style management—WSDM manages covenant enforcement services as staff and management of Architectural Control Committees including inspections, review of proposed improvements, management of fines, and other enforcement action.~~

Accounting and bookkeeping

1. Standard Services— Our professional services include the following:
 - (a) Accounting
 - i. Prepare monthly, quarterly and annual financial statements for inclusion in monthly meeting packets.
 - ii. Reconcile monthly bank statements and trustee statements.
 - iii. Coordinate bank account setup and maintenance of signature cards.
 - iv. Prepare and file Continuing Disclosure Notices with the Trustee and other required parties. Coordinate review with legal counsel.
 - v. Coordinate capital project draws and requisitions.
 - vi. Reconcile bonds and other debt service payment obligations for accuracy and timely payments.
 - vii. Respond to bondholder and other interested parties' requests for financial information.
 - viii. Review all payments of claim prior to release to ensure funds are available
 - ix. Monthly review of all expenditures and coordinate preparation and distribution of same with the manager for the District to prevent exceeding budgeted and appropriated expenditures.
 - (b) Accounts Payable
 - i. Receive and review invoices for accuracy and appropriateness for payment. Code the invoices in accordance with the budgeted line item.
 - ii. Prepare issuance of checks to be presented to the Board for approval and signatures. The claims list should be included in the monthly meeting packets.
 - iii. Prepare funding requests, if required.
 - iv. Release checks to vendors when all approvals and funding have been received.
 - (c) Accounts Receivable
 - i. Process deposit of revenues.

- ii. Process bank charges and other miscellaneous accounts receivable matters.
- (d) Financial Projections
 - i. Multi-year forecasting.
 - ii. Utility consumption and water rate analysis.
 - iii. Commercial billing analysis and rate structure.
- (e) Budgets
 - i. Prepare annual budget and budget message for approval by the Board and coordinate with legal counsel for same.
 - ii. Prepare or assist in the preparation of supplemental and/or amended budgets and accompanying documents, if required.
- (f) Audits
 - i. Obtain proposals for conduct of audit for consideration at budget hearing meeting. Proposals should be included in the meeting packet.
 - ii. Coordinate and participate in audit bids, engagements, fieldwork and audit draft review.
 - iii. Assist the auditor in performing the annual audit, to accomplish timely completion and filing by statutory deadline.

Billing and Collection

- 1. ~~Standard Services~~ WSDM currently utilizes Continental Utility Solutions, Inc. (CUST) billing software system. This system is compatible with the Automatic Meter Reading (AMR) systems as well as state of the art integration with direct payment options (Lockbox, ACH and Credit Card). In addition:
 - (a) ~~Provide resolution of re-reads for meter reads, if necessary.~~
 - (b) ~~Customize billing system to download meter readings directly into accounting software to allow for automatic updates to customer accounts.~~
 - (c) ~~Produce and transmit customer invoices to a mailing facility or perform the mailing in house, whichever is more economical.~~
 - (d) ~~Process and make daily deposits of all receipts mailed directly to the billing company, as necessary.~~
 - (e) ~~Communicate with customers and transmit Automated Clearing House ("ACH") authorization forms allowing the District to initiate an ACH withdrawal of the customer bill directly from their checking or savings account. Initiate ACH batches using dual controls.~~
 - (f) ~~Coordinate and provide correspondence regarding terminations, delinquencies, payment plans and shut off notices in compliance with the District's collection policies and in coordination with the District's legal counsel.~~
 - (g) ~~Process payoff requests from title company for closings and set up new ownership information.~~
 - (h) ~~Collect transfer fee due upon the transfer of and account or property.~~
 - (i) ~~Process payment arrangements for customers facing economic hardship at the direction of the Board.~~
 - (j) ~~Process and transmit delinquent notices.~~
 - (k) ~~Process shutoff notices and direct the District's operator to proceed with shutoff.~~
 - (l) ~~Certify delinquent accounts with the County, as applicable, in coordination with the District's legal counsel.~~
 - (m) ~~Coordinate processing of statements of liens with the District's legal counsel.~~
 - (n) ~~Respond to customer calls and inquiries in a timely and professional manner.~~
 - (o) ~~Track tap fee payments.~~

Customer Service

We provide phone, email and text messaging response to customer inquiries, questions, requests for information etc. We also provide a 24-emergency number and monitoring of security cameras, etc.

References

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Districts under management:

- Woodmen Road Metropolitan District – 16 years
- Woodmen Heights Metropolitan Districts 1 – 3 – 14 years
- Central Marksheffel Metropolitan District – 13 years
- Ventana Metropolitan District
- Cascade Metropolitan District No. 1
- Bentgrass Metropolitan District
- Woodmen Valley Fire Protection District
- Cathedral Pines Metropolitan District
- Constitution Heights Metropolitan District

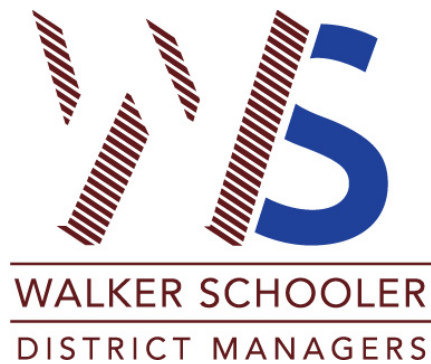
- Bradley Heights Metropolitan District
- Barnes Center Metropolitan District
- Cascade Fire Protection District
- Winsome Metropolitan Districts 1 –4
- Beverly Hills Water Company, Inc.

Saddlehorn Metro Districts 1 - 3

Special District Tasks

10/16/2020

	Manager	Legal	NA	Notes
<u>Board Meetings</u>				
Meeting Agenda	X			January
Meeting Support Materials	X			
Board Meeting Posting/Notice	X			
Meeting Minutes	X			
Annual posting of Meetings	X			
Annual Set of Resolutions (Admin, notice, online, fees, budget, CORA, election, etc.)	X	X		
Filing Conflicts	X	X		
<u>Budgets</u>				
Budget Hearing Advertisement	X	X		Prior to meeting 15-Oct
Draft Budget Distributed	X			
Annual State Reporting	X			
Mill Levy Certification	X	X		
<u>Legal Notices</u>				
Drafting		X		
Review/Approval		X		
Record		X		
Inclusions/Exclusions Process	X	X		
<u>Elections</u>			X	
<u>Reporting</u>				
Annual Budget Filing	X			by January 15 August 1-Nov
Annual Map Filing				
Debt notice	X			
Quinquennial Finding	X			
Annual Report - County	X			
Annual Report - State	X			
Annual Map Filing	X			
Transparency Notice (SDA, etc.)	X			
Non-rated Public Securities Report	X			
Agent Address/Notification	X			
Unclaimed Property Report	X			
<u>Insurance</u>				
Renewal	X			
<u>Finance/ Bookkeeping</u>				
General Accounting Services	X			
Budget Reporting and Management	X			
Accounts Payable/Receivable	X			
Audit/Audit Exemption	X			
Bank Relationships	X			
Bond Continuing Disclosure Report	X			
<u>Billing Services</u>				
Regular Billing	X			
Collections	X	X		
Maintain/publish Fees and charges	X			
<u>Customer Service</u>				
Point of Contact	X			
Website Management	X			



**Proposal for High Plains Ranch Metropolitan Districts
Walker Schooler District Managers
Fee Proposal
March 7, 2021**

The fee proposal that follows is based on the following assumptions.

1. Start date of January 1, 2021
2. All tasks and requirements on the attached Scope of Work.

Fees will be based on a time and materials basis not to exceed without authorization

- Monthly accounting fee - \$ 1,000 per month
 - Includes startup utilizing QuickBooks standard chart of accounts, etc.
 - Not including bank fees, if any
 - Extraordinary accounting and reporting for bond issuance will be
 - Includes continuing disclosure reporting to bond trustee/lender
- Establish startup of bookkeeping and banking – hourly not to exceed \$1000
- Meeting support – \$ 1,000 per month
 - Agendas, minutes, posting, notices, post meeting support, etc.
 - See attached spreadsheet for tasks
- Assist with bond issuance – will be reimbursed with Bond Cost of Issuance

Terms

- (a) Billing will be delivered by the fifth day of every month
- (b) Billing will include hours and tasks
- (c) Payable within 30 days of receipt of billing
- (d) Subject to a late fee of 1% per month if later than 30 days
- (e) Other costs (bank fees, checks, etc.) if needed will be billed at cost