



**ICENOGLE SEAVER POGUE**

---

April 25, 2018

Office of the State Auditor  
1525 Sherman Street, 7<sup>th</sup> Floor  
Denver, Colorado 80203

Douglas County Clerk and Recorder  
P.O. Box 1360  
Castle Rock, Colorado 80104

Division of Local Government  
1313 Sherman Street, Room 521  
Denver, Colorado 80203  
*(Via E-Portal)*

Douglas County Attorney's Office  
100 3<sup>rd</sup> Street  
Castle Rock, Colorado 80104

**Re: Annual Report for Ravenna Metropolitan District**

To Whom It May Concern:

Pursuant to Section XIV of the Service Plan enclosed please find the 2017 Annual Report for Ravenna Metropolitan District.

Please contact our office with any questions regarding the Annual Report.

Sincerely,

ICENOGLE SEAVER POGUE  
A Professional Corporation

A handwritten signature in blue ink that reads "Stacie L. Pacheco".

Stacie L. Pacheco  
Paralegal

Enclosure

*Stacie L. Pacheco* | *SPacheco@isp-law.com* | *Direct 303.867.3000*

4725 S. Monaco St., Suite 360 | Denver, CO 80237 | 303.292.9100 | fax 303.292.9101 | [www.isp-law.com](http://www.isp-law.com)

**RAVENNA METROPOLITAN DISTRICT  
COUNTY OF DOUGLAS, STATE OF COLORADO**

**ANNUAL REPORT FOR FISCAL YEAR 2017**

Pursuant to Section XIV of the Ravenna Metropolitan District Service Plan, approved by the Douglas County Board of County Commissioners (the “County”) on April 7, 2004, as amended, the District hereby submits its annual report for fiscal year 2017 (the “Reporting Period”) to the County with regard to the following matters:

A. Boundary changes of the District.

The District did not include or exclude property from its boundaries during the Reporting Period. On November 16, 2017 and as discussed below, all property located within the boundaries of the District (the “Property”) was included into the Roxborough Water and Sanitation District (“Roxborough”) (the “Roxborough Inclusion”).

B. Intergovernmental Agreements entered into or proposed.

The District and Roxborough entered into that certain Inclusion Agreement dated as of November 8, 2017 concerning the terms and conditions of the Roxborough Inclusion and the provision of a renewable treated water supply to the District for use by individual users within the Property (the “Inclusion IGA”).

The District and the Town of Castle Rock, acting by and through the Town of Castle Rock Water Enterprise, entered into that certain Water Service Agreement dated as of November 17, 2017. This agreement replaces the Water Service Agreement between the District and United Water and Sanitation District (“United”), which agreement has been terminated, and provides the District and its designees with carriage rights in the facilities acquired by the Town of Castle Rock from United to transport water to the District’s water system. In February 2018 and in connection with the Roxborough Inclusion, Roxborough accepted assignment of the Water Service Agreement.

C. Changes or proposed changes in the District’s policies.

On November 8, 2017, the District adopted a Resolution Establishing a District Investment Policy. No other changes were made or proposed in the District’s policies during the Reporting Period.

D. Changes or proposed changes in the District’s operations.

1. Third Amendment to District Service Plan. As reported in the District’s 2016 Annual Report, the District submitted a Third Amendment to Ravenna Metropolitan District Service Plan to the County in January 2017. The Board of County Commissioners approved the Third Amendment on February 17, 2017. The purpose of the Third Amendment is to modify the

Service Plan to allow the District to increase the District's debt limit to \$40,000,000 and restructure its long-term debt obligations (the "Restructure").

2. Water Rights, Infrastructure, and Service. In connection with the Restructure and as a component of the Roxborough Inclusion, the District conveyed its water rights and its potable and irrigation water infrastructure to Roxborough and terminated its water service agreement with United. The District will dedicate the emergency interconnection between Roxborough's water treatment, storage, and distribution system and the District's water distribution system (which has been transferred to Roxborough) to Roxborough. At such time, Roxborough will provide water service to the Property as an in-district service, and the existing Emergency Interconnection Agreement between the District and Roxborough will be deemed terminated. In connection with Roxborough's provision of water service to the District, the District has ceased operating its water treatment plant, and will decommission the treatment plant through the State process.

3. Wastewater Service. Following inclusion of the Property into Roxborough, Roxborough began providing wastewater service to the Property as an in-district service, and the Intergovernmental Agreement Regarding the Provision of Wastewater Facilities and Services between the District and Roxborough dated as of May 18, 2005 was deemed terminated.

4. District Fees. In March 2017, the District adopted a resolution rescinding all District fees imposed in connection with the District's Prior Obligations (as defined in Section E. below) and imposing a one-time facility fee of \$5,000 per unit in connection with the 2017 Bonds (as defined in Section E. below). The facility fee is to be collected at the time of, and as a condition precedent to, the issuance of a building permit for each unit within the District's boundaries.

E. Any changes in the financial status of the District including revenue projections or operating costs.

The financial status of the District and the District's revenue projections and operating costs for fiscal year 2018 are set forth in the District's 2018 adopted Budget Resolution attached hereto as Exhibit A.

On November 16, 2017, the District issued its Limited Tax General Obligation Refunding and Improvement Convertible Capital Appreciation Bonds Series 2017 in the principal amount of \$31,995,697.25, Series 2017B Subordinate Limited Tax General Obligation Bonds in the principal amount of \$8,000,000, and Supplemental "B" Interest Registered Coupons in the amount of \$1,585,000 for the purpose of refunding prior obligations of the District incurred to fund the costs of certain water rights and water storage, treatment, and distribution infrastructure (the "Prior Obligations"), paying the costs of additional water system infrastructure, improvements, and raw water, and paying the costs of issuance of thereof (the "2017 Bonds"). The revenues pledged to pay the 2017 Bonds are expected to include property tax revenues, specific ownership tax revenues, revenues derived from the facility fee described in Section D. above, and any other legally available moneys which the District determines, in its absolute discretion, to credit to payment of the 2017 Bonds. A copy of the District's resolution authorizing the issuance of the 2017 Bonds is attached hereto as Exhibit B.

F. A summary of any litigation involving the District.

The District is not involved in any litigation.

G. Proposed plans for the year immediately following the year summarized in the annual report.

Proposed plans for the District for fiscal year 2018 are to implement provisions of the Restructure and the Inclusion IGA.

H. Status of construction of public improvements.

With the exception of the infrastructure required to permit Roxborough to take over treated water services within the District, all public improvements are completed. Roxborough is constructing these infrastructure improvements.

I. The current assessed valuation of the District.

The assessed valuation of the District for taxable year 2017 is \$17,197,190.

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The foregoing Annual Report and accompanying exhibits are submitted this 25<sup>th</sup> day of April, 2018.

Sincerely,

ICENOGLE SEAVER POGUE  
A Professional Corporation

By:  \_\_\_\_\_  
Alan D. Pogue, Legal Counsel

**EXHIBIT A**

2018 Budget Resolution

CERTIFIED RECORD  
OF  
PROCEEDINGS RELATING TO  
**RAVENNA METROPOLITAN DISTRICT**  
DOUGLAS COUNTY, COLORADO  
AND THE BUDGET HEARING  
FOR FISCAL YEAR  
2018

STATE OF COLORADO )  
 )  
COUNTY OF DOUGLAS )ss.  
 )  
RAVENNA METRO- )  
POLITAN DISTRICT )

The Board of Directors of the Ravenna Metropolitan District, Douglas County, Colorado, held a special meeting at the Sales Center at Ravenna, 11118 Caretaker Road, Littleton, CO on November 8, 2017, at 6:00 p.m.

The following members of the Board of Directors were present:

John Fredericks, President  
Bill Airy, Secretary/Treasurer  
Pat Vellone, Assistant Secretary  
Kevin Collins, Assistant Secretary

Also in attendance were:

Alan Pogue; Icenogle Seaver Pogue, PC  
Kim Seter; Seter and Vander Wall, PC  
Chelsey Green; Pinnacle Consulting Group, Inc.  
Stan Myers; Pinnacle Consulting Group, Inc.  
Peggy Dowswell; Pinnacle Consulting Group, Inc.  
Irene McCaffrey; Pinnacle Consulting Group, Inc.

The Chairman stated that proper publication was made to allow the Board to conduct a public hearing on the District's 2018 budget. The Chairman opened the public hearing on the District's proposed 2018 budget. There being no public present to comment on the District's budget, the public hearing was closed.

Thereupon, Director Airy introduced and moved the adoption of the following Resolution:



## RESOLUTION

A RESOLUTION SUMMARIZING REVENUES AND EXPENDITURES, ADOPTING A BUDGET, CERTIFYING MILL LEVIES FOR COLLECTION IN 2017, AND APPROPRIATING SUMS OF MONEY TO THE GENERAL, DEBT SERVICE AND WATER AND SEWER ENTERPRISE FUNDS IN THE AMOUNTS AND FOR THE PURPOSES SET FORTH HEREIN FOR THE RAVENNA METROPOLITAN DISTRICT, DOUGLAS COUNTY, COLORADO, FOR THE CALENDAR YEAR BEGINNING ON THE FIRST DAY OF JANUARY, 2018, AND ENDING ON THE LAST DAY OF DECEMBER, 2018,

WHEREAS, the Board of Directors of the Ravenna Metropolitan District has authorized its consultants to prepare and submit a proposed budget to said governing body at the proper time; and

WHEREAS, the proposed budget has been submitted to the Board of Directors of the District for its consideration; and

WHEREAS, upon due and proper notice, published on November 02, 2017, in The Douglas County News-Press, a newspaper having general circulation within the boundaries of the District, pursuant to statute, said proposed budget was available for inspection by the public at a designated public office, a public hearing was held on November 02, 2017 and interested electors were given the opportunity to file or register any objections to said proposed budget; and

WHEREAS, whatever increases may have been made in the expenditures, like increases were added to the revenues so that the budget remains in balance, as required by law,

NOW, THEREFORE, BE IT RESOLVED BY THE BOARD OF DIRECTORS OF THE RAVENNA METROPOLITAN DISTRICT OF DOUGLAS COUNTY, COLORADO:

Section 1. 2018 Budget Revenues. That the estimated revenues for each fund as more specifically set out in the budget attached hereto are accepted and approved.

Section 2. 2018 Budget Expenditures. That the estimated expenditures for each fund as more specifically set out in the budget attached hereto are accepted and approved.

Section 3. Adoption of Budget for 2018. That the budget as submitted and attached hereto and incorporated herein by this reference, and if amended, then as amended, is hereby approved and adopted as the budget of the Ravenna Metropolitan District for calendar year 2018.

Section 4. 2018 Levy of General Property Taxes. That the foregoing budget indicated that the amount of money necessary to balance the budget for the General Fund for operating expenses is \$68,788.76 and the amount of money necessary to balance the budget for the Debt Service Fund is \$1,244,870.19. That the 2017 valuation for assessment, as certified by the Douglas County Assessor, is \$17,197,190.

A. Levy for General Fund. That for the purposes of meeting all general operating expense of the District during the 2018 budget year, there is hereby levied a tax of 4.000 mills upon each dollar of the total valuation of assessment of all taxable property within the District for the year 2018.

B. Levy for Debt Service Fund. That for the purposes of meeting all debt service expense of the District during the 2018 budget year, there is hereby levied a tax of 72.388 mills upon each dollar of the total valuation of assessment of all taxable property within the District for the year 2018.

Section 5. Property Tax and Fiscal Year Spending Limits. That, being fully informed, the Board finds that the foregoing budget and mill levies do not result in a violation of any applicable property tax or fiscal year spending limitation.

Section 6. Certification. The District's manager is hereby authorized and directed to immediately certify to the County Commissioners of Douglas County, Colorado, the 2018 mill levy for the District hereinabove determined and set. That said certification shall be in substantially the following form:

**[The remainder of the page left intentionally blank.]**

**CERTIFICATION OF TAX LEVIES for NON-SCHOOL Governments**

TO: County Commissioners<sup>1</sup> of Douglas County, Colorado.

On behalf of the Ravenna Metropolitan District,

(taxing entity)<sup>A</sup>

the Board of Directors

(governing body)<sup>B</sup>

of the Ravenna Metropolitan District

(local government)<sup>C</sup>

Hereby officially certifies the following mills to be levied against the taxing entity's GROSS \$ 17,197,190 assessed valuation of: (GROSS<sup>D</sup> assessed valuation, Line 2 of the Certification of Valuation Form DLG 57<sup>B</sup>)

Note: If the assessor certified a NET assessed valuation (AV) different than the GROSS AV due to a Tax Increment Financing (TIF) Area<sup>F</sup> the tax levies must be calculated using the NET AV. The taxing entity's total property tax revenue will be derived from the mill levy multiplied against the NET assessed valuation of: \$ 17,197,190 (NET<sup>G</sup> assessed valuation, Line 4 of the Certification of Valuation Form DLG 57)

Submitted: 12/14/2017 for budget/fiscal year 2018  
(not later than Dec. 15) (mm/dd/yyyy) (yyyy)

PURPOSE (see end notes for definitions and examples)	LEVY <sup>2</sup>	REVENUE <sup>2</sup>
1. General Operating Expenses <sup>H</sup>	4.000 mills	\$ 68,788.76
2. <Minus> Temporary General Property Tax Credit/ Temporary Mill Levy Rate Reduction <sup>I</sup>	< > mills	\$ < >
<b>SUBTOTAL FOR GENERAL OPERATING:</b>	<b>4.000 mills</b>	<b>\$ 68,788.76</b>
3. General Obligation Bonds and Interest <sup>J</sup>	72.388 mills	\$ 1,244,870.19
4. Contractual Obligations <sup>K</sup>	mills	\$
5. Capital Expenditures <sup>L</sup>	mills	\$
6. Refunds/Abatements <sup>M</sup>	mills	\$
7. Other <sup>N</sup> (specify): _____	mills	\$
_____	mills	\$
<b>TOTAL: [Sum of General Operating Subtotal and Lines 3 to 7]</b>	<b>76.388 mills</b>	<b>\$ 1,313,658.95</b>

Contact person: (print) Brendan Campbell Daytime phone: (970) 669-3611  
Signed: [Signature] Title: District Accountant

Include one copy of this tax entity's completed form when filing the local government's budget by January 31st, per 29-1-113 C.R.S., with the Division of Local Government (DLG), Room 521, 1313 Sherman Street, Denver, CO 80203. Questions? Call DLG at (303) 866-2156.

<sup>1</sup> If the taxing entity's boundaries include more than one county, you must certify the levies to each county. Use a separate form for each county and certify the same levies uniformly to each county per Article X, Section 3 of the Colorado Constitution.  
<sup>2</sup> Levies must be rounded to three decimal places and revenue must be calculated from the total NET assessed valuation (Line 4 of Form DLG57 on the County Assessor's final certification of valuation).

**CERTIFICATION OF TAX LEVIES, continued**

**THIS SECTION APPLIES TO TITLE 32, ARTICLE 1 SPECIAL DISTRICTS THAT LEVY TAXES FOR PAYMENT OF GENERAL OBLIGATION DEBT (32-1-1603 C.R.S.).** Taxing entities that are Special Districts or Subdistricts of Special Districts must certify separate mill levies and revenues to the Board of County Commissioners, one each for the funding requirements of each debt (32-1-1603, C.R.S.) Use additional pages as necessary. The Special District's or Subdistrict's total levies for general obligation bonds and total levies for contractual obligations should be recorded on Page 1, Lines 3 and 4 respectively.

**CERTIFY A SEPARATE MILL LEVY FOR EACH BOND OR CONTRACT:**

**BONDS<sup>J</sup>:**

- |    |                   |  |
|----|-------------------|--|
| 1. | Purpose of Issue: | Limited Tax G.O. Refunding & Improvement Convertible Capital Appreciation Bonds Series 2017A Bonds to fund Infrastructure Improvements |
|    | Series:           | 2017   |
|    | Date of Issue:    | November 16, 2017  |
|    | Coupon Rate:      | 5.00%  |
|    | Maturity Date:    | December 1, 2046   |
|    | Levy:             | 72.388   |
|    | Revenue:          | \$1,244,870.19   |
|    |                   |  |
| 2. | Purpose of Issue: | Limited Tax G.O. Refunding Refunding Bonds Series 2017B Bonds to fund Infrastructure Improvements                                      |
|    | Series:           | 2017   |
|    | Date of Issue:    | November 16, 2017  |
|    | Coupon Rate:      | 7.50%  |
|    | Maturity Date:    | December 1, 2050   |
|    | Levy:             | See Levy as listed above in 1.   |
|    | Revenue:          | See Revenue as listed above in 1.  |

**CONTRACTS<sup>K</sup>:**

- |    |                      |       |
|----|----------------------|-------|
| 3. | Purpose of Contract: | _____ |
|    | Title:               | _____ |
|    | Date:                | _____ |
|    | Principal Amount:    | _____ |
|    | Maturity Date:       | _____ |
|    | Levy:                | _____ |
|    | Revenue:             | _____ |
|    |                      |       |
| 4. | Purpose of Contract: | _____ |
|    | Title:               | _____ |
|    | Date:                | _____ |
|    | Principal Amount:    | _____ |
|    | Maturity Date:       | _____ |
|    | Levy:                | _____ |
|    | Revenue:             | _____ |

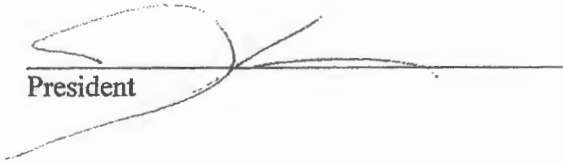
Use multiple copies of this page as necessary to separately report all bond and contractual obligations per 32-1-1603, C.R.S.

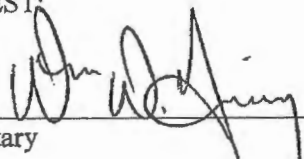
Section 7. Appropriations. That the amounts set forth as expenditures and balances remaining, as specifically allocated in the budget attached hereto, are hereby appropriated from the revenue of each fund, to each fund, for the purposes stated and no other.

The foregoing Resolution was seconded by Director Fredricks.

**[The remainder of the page left intentionally blank.]**

ADOPTED AND APPROVED this 8th day of November, 2017.


  
\_\_\_\_\_  
President

ATTEST:  
  
\_\_\_\_\_  
Secretary

STATE OF COLORADO )  
 )  
COUNTY OF DOUGLAS )ss.  
 )  
RAVENNA )  
METROPOLITAN )  
DISTRICT )

I, William Arva, Secretary to the Board of Directors of the Ravenna Metropolitan District, Douglas County, Colorado, do hereby certify that the foregoing pages numbered 1 to 9, inclusive, constitute a true and correct copy of the record of proceedings of the Board of Directors of said District, adopted at a meeting of the Board held at the Sales Center at Ravenna, 11118 Caretaker Road, Littleton, CO, on November 8, 2017, at 6:00 p.m., as recorded in the official record of the proceedings of the District, insofar as said proceedings relate to the budget hearing for fiscal year 2018; that said proceedings were duly had and taken; that the meeting was duly held; and that the persons were present at the meeting as therein shown. Further, I hereby certify that the attached budget is a true and accurate copy of the 2018 budget of the District.

IN WITNESS WHEREOF, I have hereunto subscribed my name and affixed the official seal of the District this 8th day of November, 2017.

  
Secretary



Accountant's Report

BOARD OF DIRECTORS  
RAVENNA METROPOLITAN DISTRICT

I have prepared the accompanying forecasted budget of revenues, expenditures and fund balances of Ravenna Metropolitan District for the year ending December 31, 2018, including the forecasted estimate of comparative information for the year ending December 31, 2017. I have not audited, reviewed or compiled the accompanying forecast and, accordingly, do not express an opinion or provide any assurance about whether the forecast is in accordance with accounting principles generally accepted in the United States of America.

The actual historical information for the year 2016 is presented for comparative purposes only.

Substantially all of the disclosures required by accounting principles generally accepted in the United States of America have been omitted. If the omitted disclosures were included in the forecast, they might influence the user's conclusions about the District's results of operations for the forecasted periods. Accordingly, this forecast is not designed for those who are not informed about such matters.

A handwritten signature in black ink, appearing to read "Brendan Campbell", is written over a horizontal line.

Brendan Campbell, CPA  
January 19, 2018



RAVENNA METROPOLITAN DISTRICT				
STATEMENT OF REVENUES & EXPENDITURES WITH BUDGETS				
2016 Actual and 2017 Amended and Projected Budget				
2018 Approved Budget				
Modified Accrual Budgetary Basis				
GENERAL FUND	2016	2017	2017	2018
	Audited	Amended	Projected	Approved
Revenues	Actual	Budget	Budget	Budget
Property Taxes	\$23,260	\$81,213	\$81,213	\$68,789
Specific Ownership Taxes	2,140	8,400	8,400	5,503
Interest & Other Income	2,234	11,900	11,900	0
RCREI Class 2 payments	3,870	18,316	18,316	0
<b>Total Revenues</b>	<b>\$31,503</b>	<b>\$119,829</b>	<b>\$119,829</b>	<b>\$74,292</b>
<b>Expenditures</b>				
Audit	\$7,528	\$7,674	\$7,674	\$7,981
Accounting & Financial Management	0	1,500	1,500	14,100
District Management & Administration	0	700	700	5,900
Legal	0	16,000	16,000	15,000
County Treasurer's Fees	433	1,218	1,218	1,032
Election	5,000	0	0	1,500
Insurance & Bonds	10,279	10,694	10,694	5,350
Miscellaneous	1,008	15	15	0
Storm Water System	0	0	0	7,500
Transfer to Enterprise Fund	0	181,683	181,683	0
Transfer to Capital Projects Fund	0	0	0	0
Contingency	0	0	0	15,000
<b>Total Operating Expenditures</b>	<b>\$24,248</b>	<b>\$219,484</b>	<b>\$219,484</b>	<b>\$73,363</b>
<b>Other Sources/(Uses) of Funds:</b>				
Facilities Acquisition Fees	\$40,036	\$83,999	\$83,999	\$0
Lease Payment	0	0	0	0
Reimbursement from Bond Proceeds	0	0	0	0
<b>Net Other Sources/(Uses) of Funds</b>	<b>\$40,036</b>	<b>\$83,999</b>	<b>\$83,999</b>	<b>\$0</b>
<b>Revenues over/(under) Expenditures</b>	<b>\$47,292</b>	<b>(\$15,656)</b>	<b>(\$15,656)</b>	<b>\$929</b>
<b>Beginning Fund Balance</b>	<b>22,215</b>	<b>69,506</b>	<b>69,506</b>	<b>53,851</b>
<b>Ending Fund Balance</b>	<b>\$69,506</b>	<b>\$53,851</b>	<b>\$53,851</b>	<b>\$54,780</b>

RAVENNA METROPOLITAN DISTRICT				
STATEMENT OF REVENUES & EXPENDITURES WITH BUDGETS				
2016 Actual and 2017 Amended and Projected Budget				
2018 Approved Budget				
Modified Accrual Budgetary Basis				
DEBT SERVICE FUND	2016	2017	2017	2018
	Audited	Amended	Projected	Approved
Revenues	Actual	Budget	Budget	Budget
Property Taxes	\$465,191	\$487,277	\$487,277	\$1,244,870
Specific Ownership Taxes	42,800	50,160	50,160	99,590
One Time Facility Fees	100,000	25,000	25,000	175,000
RCREI Class 2 payments	77,395	366,324	366,324	0
Interest & Other Income	36,437	209,282	209,282	0
Transfer From Enterprise Fund	0	0	0	0
<b>Total Revenues</b>	<b>\$721,823</b>	<b>\$1,138,044</b>	<b>\$1,138,044</b>	<b>\$1,519,460</b>
<b>Expenditures</b>				
County Treasurer's Fees	\$8,669	\$7,310	\$7,310	\$18,673
2006 Debt Repayment				
B Coupon	315,000	0	0	0
Bond Interest	390,058	250,000	250,000	0
Paying Agent Fees	800	800	800	800
Transfer to Capital Fund	0	929,748	929,748	0
<b>Total Debt Service Expenditures</b>	<b>\$714,528</b>	<b>\$1,187,858</b>	<b>\$1,187,858</b>	<b>\$19,473</b>
<b>Revenues over/(under) Expenditures</b>	<b>\$7,296</b>	<b>(\$49,814)</b>	<b>(\$49,814)</b>	<b>\$1,499,987</b>
<b>Beginning Fund Balance</b>	<b>42,518</b>	<b>49,814</b>	<b>49,814</b>	<b>0</b>
<b>Ending Fund Balance</b>	<b>\$49,814</b>	<b>\$0</b>	<b>\$0</b>	<b>\$1,499,987</b>

RAVENNA METROPOLITAN DISTRICT				
STATEMENT OF REVENUES & EXPENDITURES WITH BUDGETS				
2016 Actual and 2017 Amended and Projected Budget				
2018 Approved Budget				
Modified Accrual Budgetary Basis				
ENTERPRISE FUND	2016	2017	2017	2018
	Audited	Amended	Projected	Approved
Revenues	Actual	Budget	Budget	Budget
Water Usage	\$54,731	\$51,827	\$51,827	\$0
Water Repair Fee	29,168	31,200	31,200	0
Sewer Service Fees	68,435	86,687	86,687	0
Sewer Repair Fee	21,900	30,222	30,222	0
Water Tap Fees	484,707	0	0	0
Operation Fee	18,983	24,408	24,408	0
Golf Course/HOA Reimb	148,251	166,380	166,380	0
Interest & Other Income	2,464	1,500	1,500	0
Developer Advance	47,027	39,961	39,961	0
Transfer from General Fund	0	181,683	181,683	0
<b>Total Revenues</b>	<b>\$875,666</b>	<b>\$613,867</b>	<b>\$613,867</b>	<b>\$0</b>
<b>Expenditures</b>				
Financial Management & Accounting	\$64,095	\$51,267	\$51,267	\$0
District Management	71,834	53,933	53,933	0
Office and Other	2,762	2,750	2,750	0
Engineering	220	0	0	0
Legal	30,518	17,755	17,755	0
Inclusion/Bond Reissuance	205,157	73,691	73,691	0
Sewer Fees RWSD	50,715	59,640	59,640	0
Storage	847	1,027	1,027	0
Trash	2,226	800	800	0
Fuel - Ranger	3,007	2,000	2,000	0
Maintenance - Ranger	1,654	3,900	3,900	0
Sewer System	18,832	2,800	2,800	0
Storm Water System	1,980	2,200	2,200	0
Streets: Snow & Ice Operations	32,145	14,900	14,900	0
Streets: Maintenance	50,125	7,000	7,000	0
Streets: Lights	9,649	5,500	5,500	0
Entry-Way Feature	11,141	9,600	9,600	0
Water Treatment Plant	87,033	93,300	93,300	0
Raw Water Delivery - Onsite	84,217	61,000	61,000	0
Raw Water Delivery - Offsite	174,363	217,100	217,100	0
Distribution System	4,235	4,100	4,100	0
<b>Total Enterprise Expenditures</b>	<b>\$906,755</b>	<b>\$684,262</b>	<b>\$684,262</b>	<b>\$0</b>
<b>Other Sources/(Uses) of Funds:</b>				
Sewer Tap Fees	\$478,579	\$179,338	\$179,338	\$0
Roxborough Taps - Pass through	(478,579)	(179,338)	(179,338)	0
Water Resource Fees	71,296	63,094	63,094	0
United - Water Resource Fees	0	0	0	0
Meter Package Fees	29,232	14,408	14,408	0
Meter Packages	(30,897)	(14,024)	(14,024)	0
Developer Repayment	0	(86,988)	(86,988)	0
<b>Net Other Sources/(Uses) of Funds</b>	<b>\$69,631</b>	<b>(\$23,510)</b>	<b>(\$23,510)</b>	<b>\$0</b>
<b>Revenues over/(under) Expenditures</b>	<b>\$38,542</b>	<b>(\$93,906)</b>	<b>(\$93,906)</b>	<b>\$0</b>
<b>Beginning Fund Balance</b>	<b>55,364</b>	<b>93,906</b>	<b>93,906</b>	<b>0</b>
<b>Ending Fund Balance</b>	<b>\$93,906</b>	<b>\$0</b>	<b>\$0</b>	<b>\$0</b>

RAVENNA METROPOLITAN DISTRICT				
STATEMENT OF REVENUES & EXPENDITURES WITH BUDGETS				
2016 Actual and 2017 Adopted Budget and Projected Actual				
2018 Approved Budget				
Modified Accrual Budgetary Basis				
CAPITAL FUND	2016	2017	2017	2018
	Audited	Adopted	Projected	Approved
Revenues	Actual	Budget	Budget	Budget
Other Revenues	\$0	\$0	\$0	\$0
Transfer from General Fund	0	0	0	0
<b>Total Revenues</b>	<b>\$0</b>	<b>\$0</b>	<b>\$0</b>	<b>\$0</b>
<b>Expenditures</b>				
Connection Infrastructure & Engineering	\$0	\$1,648,000	\$1,648,000	\$0
Other Water Infrastructure	0	2,352,000	2,352,000	0
<b>Total Capital Expenditures</b>	<b>\$0</b>	<b>\$4,000,000</b>	<b>\$4,000,000</b>	<b>\$0</b>
<b>Other Sources/(Uses) of Funds:</b>				
Loan Proceeds	\$0	\$39,105,515	\$39,105,515	\$0
Debt Refunding	0	(33,961,295)	(33,961,295)	0
Cost of Issuance	0	(1,564,220)	(1,564,220)	0
Prepaid Water Taps	0	800,000	800,000	0
Tap Fee Revenue Escrow	0	420,000	420,000	0
District Reimbursement	0	0	0	0
Developer Funding	0	0	0	0
Inclusion Fee	0	(800,000)	(800,000)	0
Transfer from Debt Service Fund	0	0	0	0
<b>Net Other Sources/(Uses) of Funds</b>	<b>\$0</b>	<b>\$4,000,000</b>	<b>\$4,000,000</b>	<b>\$0</b>
<b>Revenues over/(under) Expenditures</b>	<b>\$0</b>	<b>\$0</b>	<b>\$0</b>	<b>\$0</b>
<b>Beginning Fund Balance</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
<b>Ending Fund Balance</b>	<b>\$0</b>	<b>\$0</b>	<b>\$0</b>	<b>\$0</b>
<b>Total Capital Fund Appropriations</b>	<b>\$0</b>	<b>\$40,325,515</b>	<b>\$40,325,515</b>	<b>\$0</b>

# RAVENNA METROPOLITAN DISTRICT

## 2018 BUDGET MESSAGE

The Ravenna Metropolitan District is a quasi-municipal corporation organized and operated pursuant to provisions set forth in the Colorado Special District Act. The District was organized on May 18, 2004, and is wholly located within Douglas County, Colorado. Through its Service Plan, the District is authorized to finance improvements including roadway improvements, emergency access roads, street landscaping, street lighting, monumentation, signage, safety controls, landscaping, water, sanitary sewer, storm water, television relay, mosquito control and park and recreation improvements and facilities.

The District has no employees at this time and all operations and administrative functions are contracted.

The budget is prepared on the modified accrual basis of accounting, which is consistent with the basis of accounting used in presenting the District's financial statements.

In preparing the 2018 budget, the following goal is foremost for the District:

- Provide an unwavering commitment to honoring the District's debt obligations and contractual agreements.

### **General Fund**

The District's assessed value increased \$9,075,910, or 111%, to \$17,197,190. The District certified an operating mill levy of 4 mills for property tax revenue of \$68,789. Total budgeted revenues are in the amount of \$74,292. General and administrative expenses are budgeted at \$73,363.

### *Reserve*

The ending fund balance in 2018 is projected to be \$2,201 for TABOR reserve and \$219,420 as unrestricted.

### **Debt Service Fund**

On November 16, 2017, the District issued \$31,995,697 in General Obligation Refunding and Improvement Capital Appreciation Bonds, \$1,585,000.00 of Supplemental Registered "B" Coupons and \$8,000,000 of Subordinate Limited Tax General Obligation Bonds for the purpose of refunding Series 2007 Obligations, refunding the United Water & Sanitation District Convertible Capital Appreciate Special Utility Revenue Bonds – Series 2006B/2007/2009, and paying the costs of issuing the aforementioned obligations.

The District certified a debt service mill levy of 72.388 for property tax revenue of \$1,244,870 and anticipates total revenues in the amount of \$1,519,460. Total Debt Service Fund expenditures of \$19,473 are primarily related to treasury fees.

*Reserve*

The ending fund balance in 2018 is projected to be \$1,516,324 and the District will continue to build its surplus fund reserves.

## CERTIFICATION OF VALUATION BY DOUGLAS COUNTY ASSESSOR

Name of Jurisdiction: 4450 - Ravenna Metro District

IN DOUGLAS COUNTY ON 11/20/2017

New Entity: No

<b>USE FOR STATUTORY PROPERTY TAX REVENUE LIMIT CALCULATIONS (5.5% LIMIT) ONLY</b>
--

IN ACCORDANCE WITH 39-5-121(2)(a) AND 39-5-128(1), C.R.S. AND NO LATER THAN AUGUST 25, THE ASSESSOR CERTIFIES THE TOTAL VALUATION FOR ASSESSMENT FOR THE TAXABLE YEAR 2017 IN DOUGLAS COUNTY, COLORADO

1. PREVIOUS YEAR'S NET TOTAL TAXABLE ASSESSED VALUATION:	\$8,121,280
2. CURRENT YEAR'S GROSS TOTAL TAXABLE ASSESSED VALUATION: *	\$17,197,190
3. LESS TIF DISTRICT INCREMENT, IF ANY:	\$0
4. CURRENT YEAR'S NET TOTAL TAXABLE ASSESSED VALUATION:	\$17,197,190
5. NEW CONSTRUCTION: **	\$1,100,850
6. INCREASED PRODUCTION OF PRODUCING MINES: #	\$0
7. ANNEXATIONS/INCLUSIONS:	\$0
8. PREVIOUSLY EXEMPT FEDERAL PROPERTY: #	\$0
9. NEW PRIMARY OIL OR GAS PRODUCTION FROM ANY PRODUCING OIL AND GAS LEASEHOLD ## OR LAND (29-1-301(1)(b) C.R.S.):	\$0
10. TAXES COLLECTED LAST YEAR ON OMITTED PROPERTY AS OF AUG. 1 (29-1-301(1))(a) C.R.S.):	\$0.00
11. TAXES ABATED AND REFUNDED AS OF AUG. 1 (29-1-301(1)(a) C.R.S.) and (39-10-114(1)(a)(I)(B) C.R.S.):	\$0.00

\* This value reflects personal property exemptions IF enacted by the jurisdiction as authorized by Art. X, Sec.20(8)(b), Colo.

\*\* New construction is defined as: Taxable real property structures and the personal property connected with the structure.

# Jurisdiction must submit respective certifications (Forms DLG 52 AND 52A) to the Division of Local Government in order for the values to be treated as growth in the limit calculation.

## Jurisdiction must apply (Forms DLG 52B) to the Division of Local Government before the value can be treated as growth in the limit calculation.

<b>USE FOR 'TABOR' LOCAL GROWTH CALCULATIONS ONLY</b>
---

IN ACCORDANCE WITH THE PROVISION OF ARTICLE X, SECTION 20, COLO CONST, AND 39-5-121(2)(b), C.R.S. THE ASSESSOR CERTIFIES THE TOTAL ACTUAL VALUATION FOR THE TAXABLE YEAR 2017 IN DOUGLAS COUNTY, COLORADO ON AUGUST 25, 2017

1. CURRENT YEAR'S TOTAL ACTUAL VALUE OF ALL REAL PROPERTY: @	\$117,291,453
ADDITIONS TO TAXABLE REAL PROPERTY:	
2. CONSTRUCTION OF TAXABLE REAL PROPERTY IMPROVEMENTS: †	\$15,289,853
3. ANNEXATIONS/INCLUSIONS:	\$0
4. INCREASED MINING PRODUCTION: %	\$0
5. PREVIOUSLY EXEMPT PROPERTY:	\$0
6. OIL OR GAS PRODUCTION FROM A NEW WELL:	\$0
7. TAXABLE REAL PROPERTY OMITTED FROM THE PREVIOUS YEAR'S TAX WARRANT:	\$0

(If land and/or a structure is picked up as omitted property for multiple years, only the most current year's actual value can be reported as omitted property.)

DELETIONS FROM TAXABLE REAL PROPERTY:

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

@ This includes the actual value of all taxable real property plus the actual value of religious, private schools, and charitable real property.

† Construction is defined as newly constructed taxable real property structures.

% Includes production from new mines and increases in production of existing producing mines.

IN ACCORDANCE WITH 39-5-128(1), C.R.S. AND NO LATER THAN AUGUST 25, THE ASSESSOR CERTIFIES TO SCHOOL DISTRICTS: 1. TOTAL ACTUAL VALUE OF ALL TAXABLE PROPERTY:----->	\$0
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NOTE: All levies must be Certified to the Board of County Commissioners NO LATER THAN DECEMBER 15, 2017

Data Date: 11/20/2017

**EXHIBIT B**

2017 Bonds Authorizing Resolution



STATE OF COLORADO )  
 DOUGLAS COUNTY ) ss  
 RAVENNA METROPOLITAN DISTRICT )

I, the Secretary of the Ravenna Metropolitan District, Douglas County, Colorado (the "District"), do hereby certify that:

1. Attached hereto is a true and correct copy of a resolution (the "Resolution") adopted by the Board of Directors (the "Board") of Ravenna Metropolitan District, Douglas County, Colorado (the "District") at a regular meeting held on Wednesday, November 8, 2017 at 6:00 p.m., at The Sales Center, 11118 Caretaker Road, Littleton, Colorado.

2. Notice of such meeting was posted in three public places within the District, and at the office of the Clerk and Recorder of Douglas County, Colorado, respectively, at least three days prior to the meeting, in accordance with law.

3. Upon roll call, the members of the Board not marked absent below, were present, constituting a quorum, and the Resolution was duly introduced, moved, seconded and adopted at such meeting by the affirmative vote of a majority of the members of the Board as follows:

Board Member	Yes	No	Absent	Abstaining
John Fredericks	<u>  X  </u>	_____	_____	_____
Kevin R. Collins	<u>  X  </u>	_____	_____	_____
William Airy	<u>  X  </u>	_____	_____	_____
Michael Drawe	<u>  X  </u>	_____	_____	_____
Patrick D. Vellone	<u>  X  </u>	_____	_____	_____

4. The Resolution was duly approved by the Board, signed by the President of the District, sealed with the District's seal, attested by the Secretary of the District and recorded in the minutes of the Board.

5. The meeting at which the Resolution was adopted was noticed, and all proceedings relating to the adoption of the Resolution were conducted in accordance with all applicable bylaws, rules, regulations and resolutions of the District, in accordance with the normal procedures of the District relating to such matters, and in accordance with applicable constitutional provisions and statutes of the State of Colorado.

WITNESS my hand and the seal of the District this 8th day of November, 2017.



By William Airy  
 Secretary

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## RESOLUTION

A RESOLUTION AUTHORIZING THE ISSUANCE BY RAVENNA METROPOLITAN DISTRICT, DOUGLAS COUNTY, COLORADO, OF ITS LIMITED TAX GENERAL OBLIGATION REFUNDING AND IMPROVEMENT CONVERTIBLE CAPITAL APPRECIATION BONDS, SERIES 2017A AND SUBORDINATE LIMITED TAX GENERAL OBLIGATION REFUNDING BONDS, SERIES 2017B, FOR THE PURPOSE OF REFUNDING OR OTHERWISE SATISFYING CERTAIN OBLIGATIONS OF THE DISTRICT AND PAYING THE COSTS OF FINANCING OR REFINANCING CERTAIN PUBLIC IMPROVEMENTS AND COSTS OF ISSUANCE OF THE BONDS; AUTHORIZING THE EXECUTION OF AN INDENTURE OF TRUST (SENIOR), AND AN INDENTURE OF TRUST (SUBORDINATE); AND APPROVING OTHER DOCUMENTS RELATING TO THE BONDS.

**WHEREAS**, Ravenna Metropolitan District, Douglas County, Colorado (the “**District**”) is a quasi-municipal corporation duly organized and existing as a metropolitan district under the constitution and laws of the State of Colorado, including particularly Title 32 of the Colorado Revised Statutes (“**C.R.S.**”); and

**WHEREAS**, the District is authorized by Title 32, Article 1, Part 1, C.R.S. (the “**Act**”), to furnish certain public facilities and services, including, but not limited to, streets, water, sanitary sewer, stormwater, parks and recreation, television relay and translation, mosquito control, and traffic and safety control improvements, and security services, covenant enforcement, and design review services in accordance with the Service Plan for the District approved by the Board of County Commissioners for Douglas County, Colorado (the “**County**”) on April 7, 2004, as amended by a First Amendment to the Service Plan approved by the Board of County Commissioners for the County on August 12, 2014, a Second Amendment to the Service Plan approved by the Board of County Commissioners for the County on March 22, 2016, and a Third Amendment to the Service Plan approved by the Board of County Commissioners for the County on February 14, 2017 (collectively, and as amended and restated from time to time, the “**Service Plan**”); and

**WHEREAS**, at a special election of the qualified electors of the District, duly called and held on Tuesday, May 4, 2004 (the “**2004 Election**”), in accordance with law and pursuant to due notice, a majority of those qualified to vote and voting at the 2004 Election voted in favor of, inter alia, the issuance of District indebtedness and the imposition of taxes for the payment thereof, for the purpose of providing certain improvements and facilities (as more particularly defined herein, the “**Facilities**”) as follows, the questions relating thereto being as set forth in an exhibit to the Senior Indenture (as defined herein):

**WHEREAS**, at a special election of the qualified electors of the District, duly called and held on Tuesday, May 3, 2016 (the “**2016 Election**” and, together with the 2004 Election, the “**Elections**”), in accordance with law and pursuant to due notice, a majority of those qualified to vote and voting at the 2016 Election voted in favor of, inter alia, the issuance of District indebtedness and the imposition of taxes for the payment thereof, for the purpose of providing

additional Facilities (specifically, water system improvements) and also for refunding purposes (including, specifically, the refunding of the 2007 Lease Purchase and Pledge Agreement, defined below) as follows, the questions relating thereto being as set forth in an exhibit to the Senior Indenture:

**WHEREAS**, the returns of the Elections were duly canvassed and the results thereof duly declared; and

**WHEREAS**, the results of the Elections were certified by the District by certified mail to the Board of County Commissioners of Douglas County in which the District is located or to the governing body of a municipality that has adopted a resolution of approval of the special district pursuant to § 32-1-204.5, C.R.S. within forty five days after the applicable Election, and with the division of securities created by § 11-51-701, C.R.S.; and

**WHEREAS**, the Board of Directors of the District (the “**Board**”) has previously determined that it was necessary to acquire, construct, and install a portion of the Facilities, and for such purpose issued its General Obligation Limited Tax Bonds, Series 2007, dated December 6, 2007, in the total principal amount of \$9,000,000 (the “**Series 2007 District Bonds**”), and its Supplemental “B” Interest Registered Coupons, dated their date of delivery, in the total maturity amount of \$4,280,000 (the “**2007 District Registered Coupons**”); and

**WHEREAS**, the Series 2007 District Bonds and the 2007 District Registered Coupons were issued in accordance with a resolution of the Board adopted on December 3, 2007 (the “**2007 District Bond Resolution**”); and

**WHEREAS**, United Water and Sanitation District, acting by and through its Ravenna Project Water Activity Enterprise (“**United Water**”) has historically served as the exclusive water service provider to property within the District, in accordance with a First Amended and Restated Water Service Agreement dated as of July 10, 2006, as amended (the “**Water Services Agreement**”), and, in connection therewith, United Water has undertaken multiple financings of improvements necessary to provide such water services; and

**WHEREAS**, the Board previously determined that it was necessary to acquire certain Facilities consisting of a Water System (as defined in the 2007 Lease Purchase and Pledge Agreement), but that the District had neither sufficient legally available moneys nor the ability to finance the immediate and complete acquisition of the Water System; and

**WHEREAS**, United Water and the District cooperated in the financing of the Water System as follows: (i) United Water, the District, and the District acting by and through its Water Activity Enterprise (in such capacity, the “**Ravenna Enterprise**”) entered into a Lease Purchase and Pledge Agreement dated as of July 1, 2007 (the “**2007 Lease Purchase and Pledge Agreement**”), pursuant to which United Water agreed to acquire and construct the Water System, to lease the Water System to the Ravenna Enterprise, and to credit Lease Payments (defined therein) paid by the Ravenna Enterprise to the acquisition price of the Water System for ultimate acquisition by the Ravenna Enterprise, and (ii) for the purpose of funding the acquisition and construction of the Water System, United Water issued its Convertible Capital Appreciation Special Utility Revenue Bonds, Series 2007, issued in the Original Principal

Amount of \$5,988,558.30 (and having an Accreted Value, as of the Conversion Date, of \$7,130,000.00) (the “**2007 United Water Bonds**”); and

**WHEREAS**, for the purpose of providing for the Lease Payments, pledged to and securing the payment of the 2007 United Water Bonds, pursuant to the 2007 Lease Purchase and Pledge Agreement: (i) the Ravenna Enterprise agreed to impose and collect a Facilities Acquisition Fee (as defined therein) and apply the same to the payment of the Lease Payments, and (ii) the District agreed that, to the extent that the revenue resulting from the Facilities Acquisition Fee was anticipated to be insufficient to pay the Lease Payments when due, the District would impose a mill levy for the purpose of funding any such shortfall, subject to annual appropriation by the Board, as more particularly provided in the 2007 Lease Purchase and Pledge Agreement and reflected in a resolution of the Board entitled “Resolution Concerning the Appropriation of Funds for Lease Purchase Payments” adopted June 25, 2007; and

**WHEREAS**, for the purpose of funding the costs of certain water rights to be utilized in the provision of water service to the District, which water rights were subsequently conveyed to the District, all in accordance with the Water Services Agreement: (i) United Water has previously issued its (a) Ravenna Project Water Activity Enterprise Capital Appreciation Revenue Bonds, Series 2006, issued in the original principal amount of \$9,794,865.60, subsequently refunded by its Ravenna Project Water Activity Enterprise Capital Appreciation Revenue Refunding Bonds, Series 2009, issued in the original principal amount of \$6,371,568.00, pursuant to an Indenture of Trust dated as of February 1, 2009, between United Water and American National Bank, as trustee (now succeeded by UMB Bank, n.a.) (the “**2009 United Water Bonds**”), and (b) its Ravenna Project Water Activity Enterprise Subordinate Capital Appreciation Revenue Bonds, Series 2006B, issued in the aggregate principal amount of \$1,570,000 pursuant to a resolution of the Board of Directors of United Water adopted June 29, 2006 (the “**2006B United Water Bonds**”); and (ii) to support the payment of such 2006B United Water Bonds and 2009 United Water Bonds, and in consideration for the water rights financed or refinanced by the same, the District agreed in the Water Services Agreement to impose and collect a Water Resource Fee and Water Tap Fee, if and to the extent that United Water was not able to impose and/or collect the same (the 2007 United Water Bonds, the Series 2007 District Bonds, the Series 2007 Registered Coupons, the 2009 United Water Bonds and the 2006B United Water Bonds are collectively referred to here as the “**Prior Obligations**”); and

**WHEREAS**, the Board has determined that is in the best interests of the District and the residents and the taxpayers thereof, and is in furtherance of the authorization provided by the 2016 Election and the intent of the Inclusion Agreement (described below), for the District to issue general obligation indebtedness to accomplish a restructuring of all Prior Obligations through the issuance of the Bonds and the 2017B Subordinate Bonds described below, and further has found and determined that for such purpose it is necessary and appropriate for the District to refund the Prior Obligations (which, in the case of the refunding of the 2007 United Water Bonds, represents an exercise of the District’s purchase option under the 2007 Lease Purchase Agreement, and in the case of the refunding of the 2009 United Water Bonds and the 2006B United Water Bonds, constitutes satisfaction of the District’s related obligations under the Water Services Agreement); and

**WHEREAS**, as a result of negotiations with the owner of the Prior Obligations, the Board anticipates that such owner will accept, on the date of issuance of the Bonds (defined below), an amount less than the full amount of principal and interest otherwise due and outstanding with respect to such Prior Obligations to defease such Prior Obligations in their entirety (such amounts being collected referred to herein as the “**Prior Obligations Defeasance Amounts**”) to facilitate a restructuring of such indebtedness through the issuance of the Bonds; and

**WHEREAS**, on or about the date of issuance of the Bonds, all property within the boundaries of the District will be included into the boundaries of Roxborough and, thereafter, it is anticipated that water service will be provided to residents of the District by Roxborough, in accordance with an Inclusion Agreement (the “**Inclusion Agreement**”) to be entered into between the District and Roxborough; and

**WHEREAS**, for the purpose of financing additional costs of the Facilities (comprised of projects to be undertaken by or on behalf of Roxborough in connection with its undertaking to provide water service to the District, all as contemplated by the Inclusion Agreement) and for the purpose of paying a portion of the Prior Obligations Defeasance Amounts, the Board hereby determines to issue its Limited Tax General Obligation Convertible Refunding and Improvement Capital Appreciation Bonds, Series 2017A (the “**Series 2017A Senior Bonds**”), Supplemental “B” Interest Registered Coupons, dated their date of delivery (evidencing additional supplemental interest designed as “B” interest on the Series 2017A Senior Bonds) (the “**Series 2017A Registered Coupons**”), and Subordinate Limited Tax General Obligation Refunding Bonds, Series 2017B, in the combined aggregate principal amount of up to \$40,000,000 (the “**Series 2017B Subordinate Bonds**” and, together with the Series 2017A Senior Bonds and the Series 2017A Registered Coupons, the “**Bonds**”); and

**WHEREAS**, the Series 2017A Senior Bonds and the Series 2017A Registered Coupons shall be equally and ratably secured by certain revenues to be received by the District and pledged under an Indenture of Trust (Senior) (the “**Senior Indenture**”) by and between the District and UMB Bank, n.a., as trustee (the “**Trustee**”), and shall be payable solely from the sources set forth in the Senior Indenture, including the Pledged Revenue (as defined therein); and

**WHEREAS**, the Series 2017B Subordinate Bonds shall be equally and ratably secured by certain revenues to be received by the District and pledged under an Indenture of Trust (Subordinate) (the “**Subordinate Indenture**”) by and between the District and the Trustee, and shall be payable solely from the sources set forth in the Subordinate Indenture, including the Subordinate Pledged Revenue (as defined therein); and

**WHEREAS**, the principal amount of the Series 2017A Senior Bonds and the Series 2017B Subordinate Bonds shall be allocated to the District’s electoral authorization as more particularly provided in the recitals of the Senior Indenture and the Subordinate Indenture; and

**WHEREAS**, the Bonds shall be issued pursuant to the provisions of Title 32, Article 1, Part 11, C.R.S., the Service Plan and all other laws thereunto enabling; and

**WHEREAS**, the Board specifically elects to apply all of the provisions of Title 11, Article 57, Part 2, C.R.S., to the Bonds; and

**WHEREAS**, the Series 2017A Senior Bonds and the Series 2017A Registered Coupons shall be limited tax general obligations of the District, and shall be payable solely from the Pledged Revenue (as defined in the Senior Indenture); and

**WHEREAS**, the Series 2017B Subordinate Bonds shall be limited tax general obligations of the District, and shall be payable solely from the Subordinate Pledged Revenue (as defined in the Subordinate Indenture); and

**WHEREAS**, the Bonds initially shall be issued and transferable in denominations of not less than \$500,000 in principal amount (the satisfaction of such requirement being determined, with respect to the Series 2017A Senior Bonds, based upon the then current Accreted Value on the applicable date) and, as a result, the Bonds will be exempt from registration under the Colorado Municipal Bond Supervision Act, being Title 11, Article 59, C.R.S., and the appropriate filing has been made under §11 59 110(2), C.R.S., in order to make such exemption applicable; and

**WHEREAS**, pursuant to the provisions of Section 32-1-1101(6)(a)(IV), C.R.S., the Bonds are being issued only to “financial institutions or institutional investors” as such terms are defined in Section 32-1-103(6.5), C.R.S.; and

**WHEREAS**, there has been presented to this meeting of the Board a proposal from D.A. Davidson & Co., Denver, Colorado (the “**Underwriter**”), to purchase the Bonds in accordance with the terms and conditions set forth in a Bond Purchase Agreement (the “**Bond Purchase Agreement**”) in a form to be reviewed and approved by the Sale Delegate (defined herein); and

**WHEREAS**, after consideration, the Board has determined that the sale of the Bonds to the Underwriter upon the terms and conditions presented to the Board and to be set forth in the Bond Purchase Agreement (subject to the limitations of the authority delegated to the Sale Delegate set forth herein) is in the best interests of the District, the taxpayers thereof, and the citizens of the City and the State; and

**WHEREAS**, there has been presented to this meeting of the Board substantially final forms of the following (all as defined herein): the Senior Indenture, the Subordinate Indenture, the Continuing Disclosure Agreement, the Post Issuance Tax Compliance Policy and the Bond Purchase Agreement; and

**WHEREAS**, the Board desires to authorize the issuance and sale of the Bonds and the execution of the foregoing documents; and delegate the authority to the Sale Delegate pursuant to Section 11-57-205(1), C.R.S. to execute and deliver the Bond Purchase Agreement and make other determinations regarding the Bonds; and authorize the execution, completion, and delivery of such certificates and other documents as may be necessary to effect the intent of this Resolution, the Senior Indenture and the Subordinate Indenture, as such delegation authority is more specifically delineated by, and subject to the limitations set forth in, this Resolution; and

**WHEREAS**, the Board desires, as provided in the Supplemental Public Securities Act, Part 2 of Article 57 of Title 11 of the Colorado Revised Statutes, as amended, to delegate the authority to the President of the District to determine certain provisions of the Bonds to be set forth in the Sale Certificate, in accordance with the provisions of this Resolution;

**WHEREAS**, pursuant to Section 32-1-902(3), C.R.S., and Section 18-8-308, C.R.S., all known potential conflicting interests of the Directors were disclosed to the Colorado Secretary of State and to the Board in writing at least 72 hours in advance of this meeting; additionally, in accordance with Section 24-18-110, C.R.S., the appropriate Board members have made disclosure of their personal and private interests relating to the issuance of the Bonds in writing to the Secretary of State and the Board; finally, the Board members have stated for the record immediately prior to the adoption of this Resolution the fact that they have such interests and the summary nature of such interests and the participation of those Board members is necessary to obtain a quorum or otherwise enable the Board to act.

THEREFORE, BE IT RESOLVED BY THE BOARD OF DIRECTORS OF RAVENNA METROPOLITAN DISTRICT, DOUGLAS COUNTY, COLORADO:

**Section 1. Definitions.** Unless the context indicates otherwise, as used herein, capitalized terms shall have the meanings ascribed by the preambles hereto, the Senior Indenture and the Subordinate Indenture, and the following capitalized terms shall have the respective meanings set forth below:

*“Act”* means the “Special District Act,” being Title 32, Article 1, Colorado Revised Statutes.

*“Bond Counsel”* means Kutak Rock LLP.

*“Bonds”* means the Series 2017A Senior Bonds, the Series 2017A Registered Coupons and the Series 2017B Subordinate Bonds.

*“Continuing Disclosure Agreement”* means the Continuing Disclosure Agreement to be dated as of the date of issuance of the Bonds, by and among the District, the Developer and the Trustee.

*“Financing Documents”* means, collectively, this Resolution, the Senior Indenture, the Subordinate Indenture, the Tax Compliance Certificate, the Bond Purchase Agreement and the Continuing Disclosure Agreement.

*“Limited Offering Memorandum”* means the final Limited Offering Memorandum relating to the offer and sale of the Bonds.

*“Post Issuance Tax Compliance Policy”* means the Post Issuance Tax Compliance Policy to be set forth as an exhibit to the Tax Compliance Certificate.

*“Resolution”* means this Resolution which authorizes the issuance of the Bonds.



“*Sale Certificate*” means the certificate executed by the Sale Delegate under the authority delegated pursuant to this Resolution which sets forth, among other things, the total aggregate principal amount of the Series 2017A Senior Bonds and the Series 2017B Subordinate Bonds, the interest rates for the Series 2017A Senior Bonds and the Series 2017B Subordinate Bonds, including the portion thereof to be reflected as Series 2017A Registered Coupons, the prices at which the Series 2017A Senior Bonds and the Series 2017B Subordinate Bonds will be sold, the dates and amounts in which the Series 2017A Senior Bonds and the Series 2017B Subordinate Bonds are subject to optional and mandatory redemption (including the specification of any optional redemption premium), the Maximum Surplus Amount and the Reserve Requirement.

“*Sale Delegate*” means the [President][CONFIRM] of the Board.

“*Series 2017A Senior Bonds*” means the District’s Limited Tax General Obligation Convertible Refunding and Improvement Capital Appreciation Bonds, Series 2017A, dated their date of delivery.

“*Series 2017A Registered Coupons*” means the separate, detached registered coupons, dated their date of delivery, evidencing supplemental interest on the Series 2017A Senior Bonds designated as “B,” as set forth in Section 2.01(g)(ii) of the Senior Indenture.

“*Series 2017B Subordinate Bonds*” means the District’s Subordinate Limited Tax General Obligation Refunding Bonds, Series 2017B, dated their date of delivery.

“*Supplemental Act*” means the “Supplemental Public Securities Act,” being Title 11, Article 57, Part 2, C.R.S.

“*Tax Compliance Certificate*” means the Tax Compliance Certificate of the District in a form approved by Bond Counsel governing issues relating to the Bonds under the Internal Revenue Code of 1986.

“*Underwriter*” means D.A. Davidson & Company, of Denver, Colorado, the original purchaser of the Bonds.

**Section 2. Approval and Authorization of Financing Documents.** The Financing Documents are incorporated herein by reference and are hereby approved. The District shall enter into and perform its obligations under the Financing Documents in the form of such documents presented at or prior to this meeting, with such changes as are made pursuant to this Section 2 and are not inconsistent herewith (including specifically the provisions of Section 5 hereof). The President or Vice President of the District and the Secretary or Assistant Secretary of the District are hereby authorized and directed to execute and attest the Financing Documents and to affix the seal of the District thereto, and the President or Vice President of the District, Secretary or Assistant Secretary of the District, and other appropriate officers of the District are further authorized to execute and authenticate such other documents, instruments, or certificates as are deemed necessary or desirable in order to issue, secure, sell, deliver and administer the Bonds, and to accomplish the payment of the Prior Obligation Defeasance Amounts and financing of the Facilities (to the extent of proceeds available therefor), including to authorize the payment of net proceeds of the Bonds after payment of the Underwriter’s discount in accordance with the Bond Purchase Agreement, for costs of issuance of the Bonds, in addition to

the other uses contemplated by the Senior Indenture and the Subordinate Indenture. Without limiting the foregoing, the appropriate officers of the District are further authorized to execute and authenticate such other documents, instruments, or certificates as are deemed necessary or desirable to exercise the District's purchase option under the 2007 Lease Purchase and Pledge Agreement (it being acknowledged that, in exchange for United Water's consent to the exercise of the purchase option prior to December 1, 2017, the District is not exercising such option with respect to the water treatment plant) and to evidence the reduction of amounts due with respect to the Prior Obligations to the Prior Obligations Defeasance Amounts. The Financing Documents and such other documents are to be executed in substantially the form presented at or prior to this meeting of the Board, provided that such documents may be completed, corrected, or revised as deemed necessary and approved by the officer of the District executing the same in order to carry out the purposes of this Resolution, subject to the limitations of Section 5 hereof, such approval to be evidenced by their execution thereof. To the extent any Financing Document has been executed prior to the date hereof, said execution is hereby ratified and affirmed. Copies of all of the Financing Documents shall be delivered, filed, and recorded as provided therein.

Upon execution of the Financing Documents, the covenants, agreements, recitals, and representations of the District therein shall be effective with the same force and effect as if specifically set forth herein, and such covenants, agreements, recitals, and representations are hereby adopted and incorporated herein by reference.

The appropriate officers of the District are hereby authorized and directed to prepare and furnish to any interested person certified copies of all proceedings and records of the District relating to the Bonds and such other affidavits and certificates as may be required to show the facts relating to the authorization and issuance thereof.

The execution of any instrument by the President of the District, Secretary of the District or other appropriate officer of the District in connection with the issuance, sale, delivery or administration of the Bonds not inconsistent herewith shall be conclusive evidence of the approval by the District of such instrument in accordance with the terms thereof and hereof.

**Section 3. Authorization of Bonds.** In accordance with the Constitution of the State of Colorado; the Act; the Supplemental Act; the Elections; and all other laws of the State of Colorado thereunto enabling, there shall be issued the Bonds for the purpose of reimbursing the costs of Facilities and financing additional costs of the Facilities (including projects to be undertaken by or on behalf of Roxborough in connection with its undertaking to provide water service to the District, all as contemplated by the Inclusion Agreement), paying a portion of the Prior Obligations Defeasance Amounts, and funding costs of issuance, all as further provided in the Senior Indenture and the Subordinate Indenture. The Bonds shall constitute limited tax general obligations of the District as provided in the Senior Indenture and the Subordinate Indenture, secured by the respective Trust Estates as defined and more particularly provided therein.

**Section 4. Bond Details.** The Bonds shall be issued only as fully registered bonds and shall be dated the date of delivery of the Bonds. The combined aggregate original principal amount of the Series 2017A Senior Bonds and the Series 2017B Subordinate Bonds shall not exceed \$40,000,000. The Bonds shall mature and shall be subject to optional and mandatory

redemption prior to maturity, and shall bear interest (with respect to the Series 2017B Subordinate Bonds) and shall accrete in value and, after the Current Interest Conversion Date, bear interest (with respect to the Series 2017A Senior Bonds), as provided in the Sale Certificate, the Senior Indenture and the Subordinate Indenture, as applicable. The Bonds shall be issued in Authorized Denominations (as defined in the Senior Indenture and Subordinate Indenture, as applicable), and be payable, shall be registered, numbered and subject to transfer and exchange, and shall otherwise be subject to the terms and conditions as provided in the Senior Indenture and the Subordinate Indenture.

#### **Section 5. Delegation and Parameters.**

(a) Pursuant to Section 11-57-205, C.R.S., the Board hereby delegates to the Sale Delegate the authority to determine and set forth in the Sale Certificate: (i) the matters set forth in subsection (b) of this Section, subject to the applicable parameters set forth in subsection (c) of this Section; and (ii) any other matters that, in the judgment of the Sale Delegate, are necessary or convenient to be set forth in the Sale Certificate and are not inconsistent with the Acts or the parameters set forth in subsection (c) of this Section. The Board hereby authorizes and directs the Sale Delegate to prepare and execute the Bond Purchase Agreement and the Sale Certificate, in accordance with such determinations. Upon the execution of the Sale Certificate, the matters set forth in the Sale Certificate shall be incorporated into this Resolution with the same force and effect as if they had been set forth herein when this Resolution was adopted.

(b) The Sale Certificate shall set forth the following matters and other matters permitted to be set forth therein pursuant to subsection (a) of this Section, but each such matter must fall within the applicable parameters set forth in subsection (c) of this Section:

(i) the rate or rates at which value of the Series 2017A Senior Bonds shall accrete and, after the Current Interest Conversion Date, the rate or rates at which interest thereon shall accrue, and the amount thereof to be reflected as Series 2017A Registered Coupons;

(ii) the rates of interest on the Series 2017B Subordinate Bonds;

(iii) the terms on which and the prices at which the Bonds may be redeemed prior to maturity, including, without limitation, the principal amounts or accreted value of the Bonds subject to mandatory sinking fund redemption and the years in which such Bonds will be subject to such redemption;

(iv) the prices at which the Bonds will be sold;

(v) the Original Principal Amounts of the Series 2017A Senior Bonds;

(vi) the principal amounts of the Series 2017B Subordinate Bonds;

(vii) the Current Interest Conversion Date for the Series 2017A Senior Bonds;

- (viii) the dates on which principal and interest shall be paid;
- (ix) the amount of principal maturing in any particular year;
- (x) the date of issuance and delivery of the Bonds;
- (xi) the dated date of the Bonds;
- (xii) the Record Date of the Bonds;
- (xiii) the voted authorization of the Elections allocated to the principal amount of the Series 2017A Senior Bonds and the Series 2017B Subordinate Bonds; and
- (xiv) the Maximum Surplus Amount (applicable to the Senior Indenture only);

(c) The authority delegated to the Sale Delegate by this Section shall be subject to the following parameters:

- (i) in no event shall the Sale Delegate be authorized to execute the Sale Certificate after the date that is 120 days after the date of adoption of this Resolution and in no event may the Bonds be issued after such date, absent further authorization by the Board;
- (ii) the final maturity date of the Bonds shall not exceed December 15, 2057;
- (iii) the combined aggregate original principal amount of the Series 2017A Senior Bonds and the Series 2017B Subordinate Bonds shall not exceed \$40,000,000;
- (iv) the net effective interest rate borne by the Series 2017A Senior Bonds shall not exceed 10.00%, and the net effective interest rate borne by the Series 2017B Subordinate Bonds shall not exceed 8.50%;
- (v) the total repayment cost of the Bonds and the maximum annual repayment cost thereof shall not exceed the limitations of the District's voted authorization as set forth in the Senior Indenture and the Subordinate Indenture; and
- (vi) any redemption premium shall not be in excess of 3.00% of the principal amount so redeemed.

**Section 6. Permitted Amendments to Bond Resolution.** Except as otherwise provided herein, the District may amend this Resolution in the same manner, and subject to the same terms and conditions, as apply to an amendment or supplement to the Senior Indenture and the

Subordinate Indenture, respectively, as provided in the Senior Indenture and the Subordinate Indenture.

**Section 7. Appointment of District Representatives.** The President of the Board is hereby appointed as a District Representative, as defined in the Senior Indenture and the Subordinate Indenture. A different District Representative may be appointed by resolution adopted by the Board and a certificate filed with the Trustee.

**Section 8. Disposition and Investment of Proceeds; Tax Covenants.** The Bonds shall be issued and sold for the purposes aforesaid. Neither the Underwriter nor any subsequent Owners of the Bonds shall be responsible for the application or disposal by the District or any of its officers of the funds derived from the sale thereof.

All or any portion of the Bond proceeds may be temporarily invested or reinvested, pending such use, in securities or obligations which are both lawful investments and which are Permitted Investments (as defined in the Senior Indenture and the Subordinate Indenture, as applicable). It is hereby covenanted and agreed by the District that it will not make, or permit to be made, any use of the original proceeds of the Bonds, or of any moneys treated as proceeds of the Bonds within the meaning of the Code and applicable regulations, rulings, and decisions, or take, permit to be taken, or fail to take any action, which would adversely affect the exclusion from gross income of the interest on the Bonds under Section 103 of the Code and applicable regulations, rulings, and decisions.

**Section 9. Post Issuance Tax Compliance Policy.** The Board hereby approves and adopts the Post Issuance Tax Compliance Policy and designates the person so identified therein as the "Responsible Person."

**Section 10. Costs and Expenses.** All costs and expenses incurred in connection with the issuance and payment of the Bonds shall be paid either from the proceeds of the Bonds or from legally available moneys of the District, or from a combination thereof, and such moneys are hereby appropriated for that purpose.

**Section 11. Limited Offering Memorandum.** The Preliminary Limited Offering Memorandum and its use and distribution in connection with the sale of the Bonds is hereby ratified and approved. The Board hereby authorizes the preparation and distribution of a supplement to the Preliminary Limited Offering Memorandum if deemed necessary by the Underwriter in connection with its marketing of the Bonds. The Board hereby authorizes the preparation and distribution of a final Limited Offering Memorandum. The Limited Offering Memorandum shall contain such corrections and additional or updated information so that it will not contain any untrue statement of a material fact or omit to state a material fact necessary in order to make the statements made therein, in light of the circumstances under which they were made, not misleading. The President of the District is hereby authorized to execute copies of the Limited Offering Memorandum on behalf of the District.

**Section 12. Pledge of Revenues.** The creation, perfection, enforcement, and priority of the revenues pledged to secure or pay the Bonds as provided herein and in the Senior Indenture and the Subordinate Indenture shall be governed by Section 11-57-208 of the Supplemental Act,

this Resolution, the Senior Indenture and the Subordinate Indenture. The revenues pledged for the payment of the Bonds, as received by or otherwise credited to the District or the Trustee, shall immediately be subject to the lien of such pledge without any physical delivery, filing, or further act. The lien of such pledge on the revenues of the District and the obligation to perform the contractual provisions made herein and in the Senior Indenture and the Subordinate Indenture shall have priority over any or all other obligations and liabilities of the District. The lien of such pledge shall be valid, binding, and enforceable as against all persons having claims of any kind in tort, contract, or otherwise against the District irrespective of whether such persons have notice of such liens.

**Section 13. No Recourse Against Officers and Agents.** Pursuant to Section 11-57-209 of the Supplemental Act, if a member of the Board, or any officer or agent of the District acts in good faith, no civil recourse shall be available against such member, officer, or agent for payment of the principal, interest or prior redemption premiums on the Bonds. Such recourse shall not be available either directly or indirectly through the Board or the District, or otherwise, whether by virtue of any constitution, statute, rule of law, enforcement of penalty, or otherwise. By the acceptance of the Bonds and as a part of the consideration of their sale or purchase, any person purchasing or selling such Bond specifically waives any such recourse.

**Section 14. Conclusive Recital.** Pursuant to Section 11-57-210 of the Supplemental Act, the Bonds shall contain a recital that they are issued pursuant to certain provisions of the Supplemental Act. Such recital shall be conclusive evidence of the validity and the regularity of the issuance of the Bonds after their delivery for value.

**Section 15. Limitation of Actions.** Pursuant to Section 11-57-212, C.R.S., no legal or equitable action brought with respect to any legislative acts or proceedings in connection with the authorization or issuance of the Bonds shall be commenced more than thirty days after the authorization of such securities.

**Section 16. Ratification and Approval of Prior Actions.** All actions heretofore taken by the officers of the District and the members of the Board, not inconsistent with the provisions of this Resolution, relating to the authorization, sale, issuance, and delivery of the Bonds, or the execution of any documents in connection with the Bonds, are hereby ratified, approved, and confirmed.

**Section 17. Resolution Irrepealable.** After any of the Bonds have been issued, this Resolution shall constitute a contract between the Owners and the District and shall be and remain irrepealable until the Bonds and the interest accruing thereon shall have been fully paid, satisfied, and discharged, as herein provided and as provided in the Senior Indenture and the Subordinate Indenture.

**Section 18. Repealer.** All orders, bylaws, and resolutions of the District, or parts thereof, inconsistent or in conflict with this Resolution, are hereby repealed to the extent only of such inconsistency or conflict.

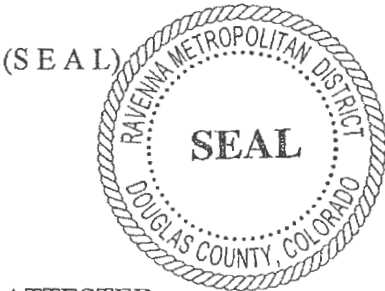
**Section 19. Severability.** If any section, paragraph, clause, or provision of this Resolution shall for any reason be held to be invalid or unenforceable, the invalidity or

unenforceability of such section, paragraph, clause, or provision shall not affect any of the remaining provisions of this Resolution, the intent being that the same are severable.

**Section 20. Effective Date.** This Resolution shall take effect immediately upon its adoption and approval.

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ADOPTED AND APPROVED this 8th day of November, 2017.



RAVENNA METROPOLITAN DISTRICT,  
DOUGLAS COUNTY, COLORADO

\_\_\_\_\_  
President

ATTESTED:

\_\_\_\_\_  
Secretary or Assistant Secretary



## NOTICE OF SPECIAL MEETING

NOTICE IS HEREBY GIVEN that the Board of Directors of **RAVENNA METROPOLITAN DISTRICT**, of the County of Douglas, State of Colorado, will hold a special meeting on Wednesday, November 8, 2017 at 6:00 p.m., at The Sales Center, 11118 Caretaker Road, Littleton, CO, for the purpose of making a final determination to issue general obligation bonds, consisting of its Limited Tax General Obligation Convertible Refunding and Improvement Capital Appreciation Bonds, Series 2017A, in the approximate principal amount of \$32,000,000, and its Subordinate Limited Tax General Obligation Bonds, Series 2017B, in the approximate principal amount of \$8,000,000, to refund existing debt and to construct public improvements; for the purpose of adopting an approving resolution related to such bonds, and, in connection therewith, approving a Indenture of Trust (Senior) and an Indenture of Trust (Subordinate), both with UMB Bank, n.a., which bonds will constitute multiple-year fiscal obligations of the District; for the purpose of adopting and approving a Bond Purchase Agreement, Continuing Disclosure Agreement, Preliminary Limited Offering Memorandum, and any other documents incidental to the bonds; for the purpose of adopting and approving a Subordinate Revenue Note; and for the transaction of such other business as may come before the Board at said meeting.

The meeting is open to the public.

BY ORDER OF THE BOARD OF DIRECTORS:

RAVENNA METROPOLITAN DISTRICT

/s/ Icenogle Seaver Pogue, P.C.